



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

2015
ANNUAL REPORT
年報



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CORPORATE INFORMATION

(As of 23 March 2016)

Directors

EXECUTIVE DIRECTORS:

FOO Kam Chu Grace, *Chairman*

CHAN Wai Ling

KONG Siu Man Kenny

INDEPENDENT NON-EXECUTIVE DIRECTORS:

CHAN Kai Nang

PAO Ping Wing

NG Chi Keung

Company Secretary

TAM Chong Cheong Aaron

Auditor

BDO Limited

Certified Public Accountants

Legal Advisors

Lo, Wong & Tsui

Conyers Dill & Pearman

Head Office and Principal Place of Business

21st Floor, Soundwill Plaza

No. 38 Russell Street

Causeway Bay, Hong Kong

Registered Office

Clarendon House

2 Church Street

Hamilton HM 11, Bermuda

Principal Banks

The Hongkong and Shanghai Banking Corporation Limited

Hang Seng Bank Limited

DBS Bank (Hong Kong) Limited

Industrial and Commercial Bank of China (Asia) Limited

Principal Share Registrar and Transfer Office

MUFG Fund Services (Bermuda) Limited

The Belvedere Building,

69 Pitts Bay Road,

Pembroke HM08, Bermuda

Hong Kong Branch Share Registrar and Transfer Office

Tricor Standard Limited

Level 22, Hopewell Centre,

183 Queen's Road East,

Hong Kong

Share Information

PLACE OF LISTING

The Main Board of The Stock Exchange of

Hong Kong Limited

STOCK CODE

878

BOARD LOT

500 shares

Website

www.soundwill.com.hk

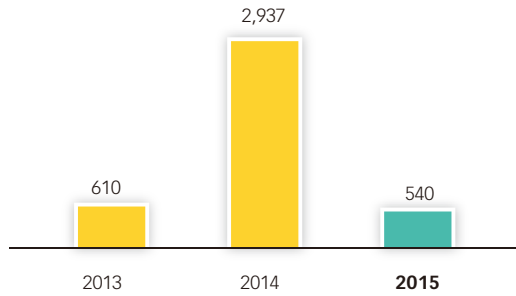
Investor Relations

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

FINANCIAL HIGHLIGHTS

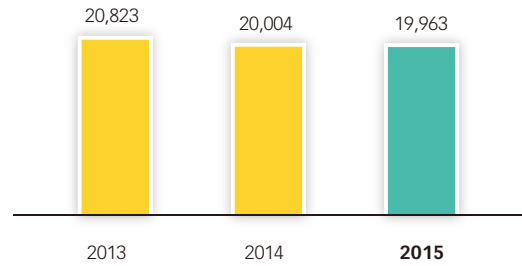
Group's Revenue

HK\$ million



Group's Total Asset

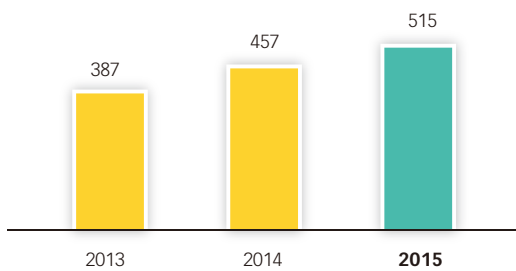
HK\$ million



Group's Revenue by Segments

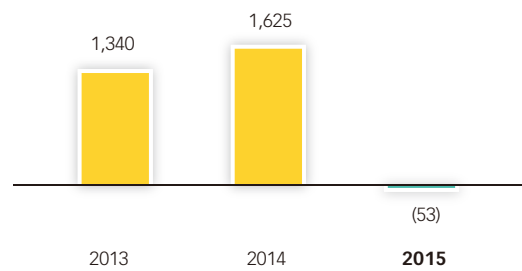
HK\$ million

Property leasing



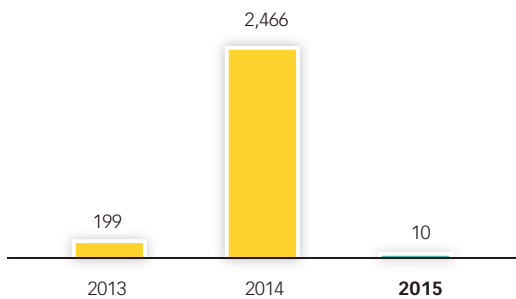
Profit/(Loss) Attributable to Owners of the Company

HK\$ million

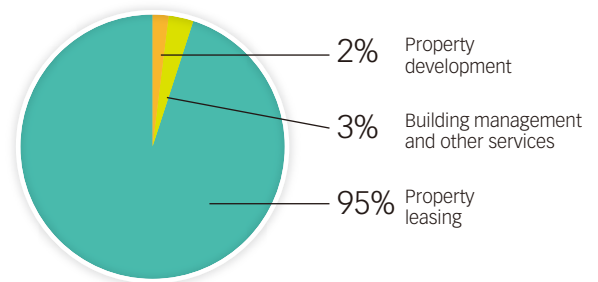


HK\$ million

Property development

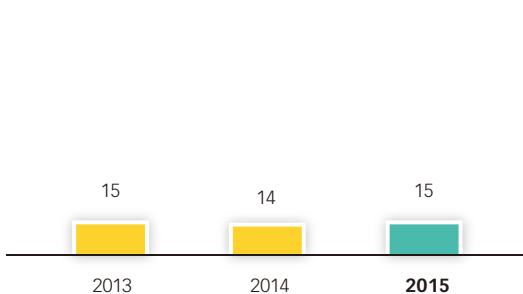


Group's Revenue mix in Year 2015



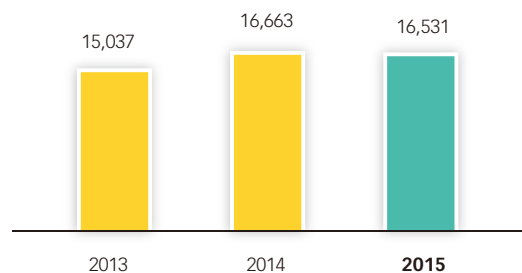
HK\$ million

Building management and other services



Group's Net Asset Value

HK\$ million



CHAIRMAN'S STATEMENT

Dear Shareholders,

2015 was a year filled with challenge and uncertainties in the global economy and financial markets, fuelled in part by the new cycle of interest rate hikes initiated by the US Federal Reserve. As a result, markets went through a period of high volatility arising from negative economic sentiment, and investors became cautious in their outlook.



SOUNDWILL HOLDINGS LIMITED
38 RUSSELL STREET

CHAIRMAN'S STATEMENT

On behalf of the Board, I am pleased to report that despite last year's challenging business environment, the Group recorded solid performance. Soundwill Plaza I and Soundwill Plaza II – Midtown, together with the Group's businesses in property investment and property leasing, all demonstrated growth.

During the year, the Hong Kong property market showed signs of a downward turn, owing to factors such as the increase in land supply, the economic downturn and interest rate hikes as well as expectations that the Hong Kong residential property market would enter a cycle of correction. At the same time, we also saw favourable trends including a rise in household income, an increase in the population and reasonable mortgage-to-income ratios, all of which should contribute to stable growth in the Hong Kong residential property market.

Looking ahead, the Group will pay close attention to market conditions, make timely adjustments to its strategies in response to the changes and challenges in the market, and explore development opportunities so as to turn market headwinds into a tailwind. In doing so, the Group will continue to consolidate the development of its core businesses in property sales and leasing in Hong Kong, capture opportunities to replenish its land reserve and seek the best timing for launching properties on the market.

We also expect that the global economic and financial markets will undergo significantly sharper fluctuations leading to greater concerns over the economic outlook. Having said that, in light of Hong Kong's robust economic fundamentals, mature and stable financial system and ample liquidity, we believe that market

confidence will gradually return as global economic growth steadies.

I would like to take this opportunity to express my sincere thanks to our shareholders, the Board and business partners. The solid foundation and continuing success of our business, which was maintained by the Group throughout the year, would not have been possible without the continuous efforts of all our directors and staff. I thank all of our dedicated staff for their contributions over the years and, in the year ahead, look forward to working closely with them and our management team to tackle the challenges we face and create long-term value for our shareholders.

FOO Kam Chu Grace

Chairman

Hong Kong, 23 March 2016





DIRECTORS' PROFILE

FOO Kam Chu Grace

Aged 72, is the founder of the Group, Chairman of the Company and director of certain subsidiaries of the Group. Madam Foo has extensive experience in the property market. She has been engaged in the property business in Hong Kong since early 1970s, particularly specialised in the acquisition of old buildings for redevelopment into commercial or residential buildings. Madam Foo is the mother of Ms. Chan Wai Ling, Executive Director of the Company. Madam Foo is currently responsible for the Group's overall development direction and strategies. Furthermore, she serves as a standing committee member of the 10th, 11th and 12th Guangzhou Committee of the Chinese People's Political Consultative Conference and has been elected as an honorary citizen of Guangzhou and executive committee member of the 10th Guangdong Province (Women) Members Association. She is familiar with the political and economic affairs of the PRC.

CHAN Wai Ling

Aged 45, is an Executive Director of the Company and certain subsidiaries of the Group. She is in charge of the Hong Kong property department and is responsible for the property development and leasing of Hong Kong properties of the Group. She graduated from the University of Toronto, Canada with a bachelor degree in commerce and also obtained a Master of Business Administration Degree from University of Strathclyde, United Kingdom. Before joining the Group in September 1998, she had worked in an international property consultant firm and had operated her own property investment business. She is the daughter of Chairman of the Company.

KONG Siu Man Kenny

Aged 53, is an Executive Director of the Company and certain subsidiaries of the Group in charge of the property development of the Group. Mr. Kong graduated from the Hong Kong Polytechnic University. He is a Chartered Surveyor of The Royal Institution of Chartered Surveyors of Hong Kong, a Registered Professional Surveyor and an Authorized Person under Buildings Ordinance of Hong Kong SAR Government. He joined the Group in 2009 and has over 27 years' experience in the Mainland and Hong Kong property market.

CHAN Kai Nang

Aged 70, appointed as Independent Non-Executive Director of the Company on 11 March 2009, received a Postgraduate Diploma in Management Studies from The University of Hong Kong and Bachelor of Laws from the University of London. Mr. Chan is an associate member of The Chartered Institute of Management Accountants in the UK and The Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants in the UK. He is also a member of the Chartered Global Management Accountant. Mr. Chan worked for more than 40 years as senior executive in major multinational and local corporations. Mr. Chan was the executive director of Galaxy Entertainment Group Limited (formerly known as K. Wah Construction Materials Limited) and managing director of K. Wah Construction Materials Limited from February 2002 to May 2008. The shares of the above-named company are listed on the Stock Exchange. He served as an adviser of K. Wah Construction Materials Limited until his retirement on June 2014. Mr. Chan was also appointed as independent non-executive director of Asian Capital Holdings Limited and Steed Oriental (Holdings) Company Limited, the shares of each are listed on the Growth Enterprise Market of the Stock Exchange and Prosperity International Holdings (H.K.) Limited, whose shares are listed on Main Board of the Stock Exchange. He was also appointed as independent non-executive director of FDB Holdings Limited on 16 September 2015, the shares of which are listed on the Growth Enterprise Market of the Stock Exchange.

PAO Ping Wing

Aged 68, was appointed as Independent Non-Executive Director of the Company on 6 November 2009, received a Master of Science degree in Human Settlements Planning and Development from the Asian Institute of Technology in Bangkok, Thailand. Mr. Pao was elected as one of the Ten Outstanding Young Persons of Hong Kong in 1982 and one of the Ten Outstanding Young Persons of the World in 1983. He was also an ex-Urban Councillor. In the past years, he has been actively serving on government policy committees and statutory bodies, especially those of town planning, urban renewal, public housing, culture and arts and environment matters. Mr. Pao is an Hon. Fellow of The Hong Kong Institute of Housing. He is also an independent non-executive director of several other companies listed on the Stock Exchange including Oriental Press Group Limited, UDL Holdings Limited, Sing Lee Software (Group) Limited, Capital Environment Holdings Limited, Zhuzhou CSR Times Electric Co., Ltd., Maoye International Holdings Limited, HL Technology Group Limited and JC Group Holdings Limited. He resigned as independent non-executive director of UDL Holdings Limited on 2 November 2015.

NG Chi Keung

Aged 67, was appointed as Independent Non-Executive Director of the Company on 18 March 2011. Mr. Ng holds a Master Degree in Business Administration and is an associate member of the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Accountants in England and Wales and the Chartered Institute of Management Accountants. He has over 30 years of financial management experience with renowned multinational corporations. Mr. Ng was the executive director of Fairwood Holdings Limited for 15 years until his retirement at the end of year 2009 and re-designated as non-executive director after his retirement.





OPERATIONS REVIEW AND PROSPECTS

Overview

During the year under review, the US Federal Reserve kicked off a new cycle of interest-rate hikes in December, which coupled with significant fluctuations in the Renminbi exchange rate and the ongoing decline in oil prices, sparked turmoil in global financial markets. Although the US interest rate hike turned out to be an inevitable fact, its timing and pace were within expectations. As the financial market becomes more certain, the level of volatility in global stock markets is anticipated to gradually return to normal.

OPERATIONS REVIEW AND PROSPECTS

In Hong Kong, the retail and rental property markets were affected by the depreciation of the Renminbi as well as the decline in the number of inbound visitors and spending by PRC visitors. These factors indirectly impacted the Group's rental performance during the year, but the Group took steps to mitigate their impact through strategic adjustments. For example, Soundwill Plaza I and Soundwill Plaza II – Midtown, which are the Group's flagship properties, generated greater synergy through regular activities that encouraged interaction within the industry. Income from the overall leasing business grew steadily during the period, and the occupancy rate remained at a high level. Although the retail industry in Hong Kong was undergoing an adjustment stage, the limited supply and entry of newly listed enterprises stimulated the demand for quality office space.

With respect to the residential property market in Hong Kong, in tandem with continuous dampening measures designed to cool down the buoyant housing market the government has been actively increasing the land supply. In addition, property developers have introduced new projects and provided various concessionary offers, boosting the primary market to the fore, but reports of an interest rate hike and price reductions undoubtedly put pressure on property investment in Hong Kong.

During the year under review, the Group pre-sold all 322 workshops in iPLACE, an industrial project located on Castle Peak Road in Kwai Chung. All of the workshops were sold out, with total sales proceeds amounting to more than HK\$1 billion.

In 2015, the Group also acquired an industrial project on Ta Chuen Ping Street, Kwai Chung and more than 90% interest in an industrial building on Chai Wan Kok Street, Tsuen Wan. Through these acquisitions, the Group further expanded its land bank to meet future development needs.

The Group will continue to explore development opportunities under a bold, creative and agile strategy and will pursue sustainable development to maximise efficiency in the use of limited land resources.



OPERATIONS REVIEW AND PROSPECTS



Property Portfolio

During the year, the Group actively acquired old properties in various areas on Hong Kong Island, while taking advantage of opportune times to purchase premium properties. It also continued to increase investment in projects with high appreciation potential in order to broaden and enhance the quality of its property portfolio. Moreover, the Group remained committed to revitalising the environment of the areas in which the Group's properties are located, raised the quality of its properties and offered support to both new and existing owners.

In order to fully capitalise on business opportunities in the Hong Kong market, the Group focused on multiple areas with high potential investment value. The Group actively participated in urban redevelopment and other high-quality projects and will continue to selectively acquire parcels of land through various channels to expand its market share.



105-113 Ta Chuen Ping Street, Kwai Chung

The Group also looked for sites with high potential outside of Hong Kong Island in order to replenish its land reserves at a reasonable cost. Additionally, the Group continued to prudently assess its investment property portfolio and retain projects with high appreciation potential for the Group's own construction and development in order to increase earnings.

105-113 TA CHUEN PING STREET, KWAI CHUNG

This project is located on 105-113 Ta Chuen Ping Street, Kwai Chung, with a gross floor area of approximately 190,000 square feet.

14-18 MOSQUE STREET, MID-LEVELS WEST

This project is located on 14-18 Mosque Street, Midlevels West, with a gross floor area of approximately 49,000 square feet.

57 KIN WAH STREET AND 66 FORT STREET, NORTH POINT

This project is located on 57 Kin Wah Street and 66 Fort Street, North Point, with a total gross floor area of approximately 30,000 square feet.



57 Kin Wah Street and 66 Fort Street, North Point

71-75 CHAI WAN KOK STREET, TSUEN WAN

This project is located on 71-75 Chai Wan Kok Street, Tsuen Wan with a gross floor area of approximately 114,000 square feet.



14-18 Mosque Street, Mid-levels West

Property Assembly Business

The Group has been capturing business opportunities in the local market through property assembly and the acquisition of old buildings. In this business, the Group sought to acquire land reserves with high appreciation potential at a reasonable cost and retained projects with strong potential for its own development purposes. Meanwhile, the continuous dampening measures enacted by the government to cool down the property market has, to certain extent, slowed down the pace of the Group's property assembly business. Nevertheless, the Group will continue to source quality land sites for acquisition in the long run to maintain a consistent acquisition and development strategy.

The property assembly business has laid a foundation that will contribute to the Group's property development and earnings growth over the next few years.



OPERATIONS REVIEW AND PROSPECTS



Soundwill Plaza I



Soundwill Plaza I

Property Leasing

For the year ended 31 December 2015, this business segment recognised revenue of HK\$514,934,000, representing 95% of the Group's total revenue for the year.

As a result of the persistent depreciation of the Renminbi and adjustments in Hong Kong's retail sales sector, the rental business inevitably was affected during the year. In this environment, the Group continued to enhance the quality of its properties and optimise the tenant mix in order to meet changing consumer preferences. These factors, combined with a series of strategic marketing campaigns, have enabled tenants of the Group's properties to achieve stable sales despite the slowdown in the retail sector.

SOUNDWILL PLAZA I

Soundwill Plaza I is located on No. 38 Russell Street in the heart of Causeway Bay. It generated promising results for the year. Occupancy levels remained high, and steady rental income was recorded.



Soundwill Plaza I

MIDTOWN

Soundwill Plaza II – Midtown is a 31-storey building located on 1 Tang Lung Street. The project officially opened in December 2014 and has become a popular new landmark for food & beverage and leisure activities.



Midtown

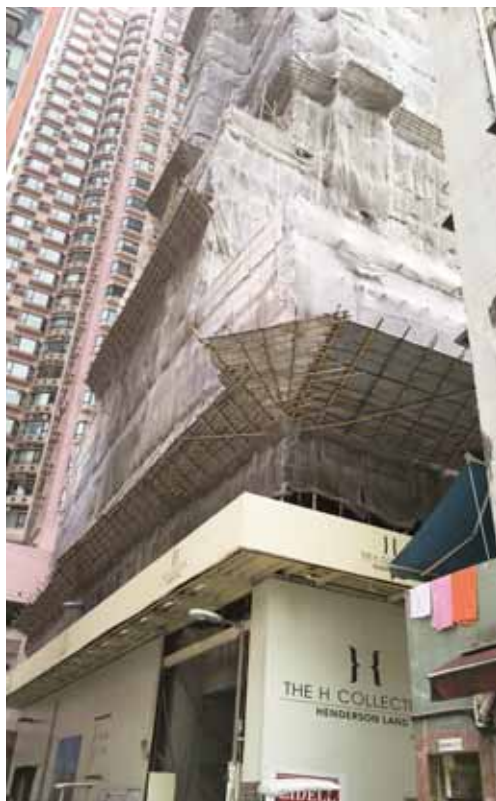
10 KNUTSFORD TERRACE

The 23-storey 10 Knutsford Terrace property is located at 10-11 Knutsford Terrace, Tsim Sha Tsui, one of the most prominent tourist and retail districts in Hong Kong.

The Group optimised and expanded its investment property portfolio in Hong Kong in a timely manner. Its portfolio has the geographical advantage of being located in core tourist and retail districts to meet the needs of a variety of retail tenants.



10 Knutsford Terrace, Tsim Sha Tsui, Kowloon



Jones Hive

Property development

Small to medium-sized residential units and industrial projects in Hong Kong continued to be in strong demand in 2015. During the year, the Group developed land reserves with high potential into boutique residential units or industrial projects of superior quality. Given the prime locations and excellent design of these projects, the Group recorded outstanding sales performance and built a successful brand for this business.

Residential projects

JONES HIVE

The Group jointly developed Jones Hive, a residential project located on 8 Jones Street, Tai Hang, with Henderson Land Development Company Limited. The project was expected to be delivered in the second half of 2017, when it will provide 119 units with a saleable area ranging from 328 square feet to 558 square feet.

COHO

The Group's residential development project COHO, located on 18 School Street, Tai Hang, comprises 46 units with two units per floor. The project includes a total of 44 standard units and 2 special units with a flat roof, together with a 24-hour clubhouse.



COHO

PARK HAVEN

Park Haven, a major residential development project of the Group, is located at 38 Haven Street. The project provides approximately 190 residential units ranging in size from about 510 to 1,154 square feet. A total of 174 units have been sold, bringing in revenue of approximately HK\$2.38 billion. The project was completed in the fourth quarter of 2014, and revenue was booked accordingly.



Park Haven

WARRENWOODS

WarrenWoods, the Group's luxurious landmark residential project, is located on 23 Warren Street, Tai Hang. The project provides 163 residential units in total and was delivered at the end of 2012.



Park Haven



WarrenWoods



THE SHARP



iPLACE

Commercial project

THE SHARP

Situated on 11-13 Sharp Street East and 1-1A Yiu Wah Street in Causeway Bay, THE SHARP is an integrated commercial property project combining retail and office spaces. The project provides 29 floors for sale, which were sold out within one day on 3 January 2013. The highest price commanded for this project was HK\$48,100 per square foot (based on gross area). The Group has retained shops from the ground floor to the second floor for leasing. The project is expected to be completed in the first quarter of 2016.

Industrial projects

iPLACE

The iPLACE industrial project, located on 301-305 Castle Peak Road, Kwai Chung, went on sale in the first half of 2015. The entire project provides 322 workshops in total, all of which were sold out in a few months and realised more than HK\$1 billion in aggregate.

105-113 TA CHUEN PING STREET, KWAI CHUNG

This industrial project is located on 105-113 Ta Chuen Ping Street, Kwai Chung, with a gross floor area of approximately 190,000 square feet. Demolition was completed at the end of 2015.



Property management

For the year ended 31 December 2015, the property management segment recognised revenue of approximately HK\$15,098,000, representing approximately 3% of the Group's total revenue for the year.

The Group's subsidiaries for property management and maintenance are engaged in the provision of high quality management, customer and maintenance services in large-scale commercial buildings, as well as in small and medium sized estates. These subsidiaries continuously introduced innovative services that raised overall service standards. With extensive experience in serving customers, the property management team successfully maintained the quality standards of the indoor environments under their care during the year, reduced waste and lowered the carbon footprint of the properties by employing energy-efficient measures.

The Concierge – a new French-style hotel management service

The Group launched The Concierge, a service modelled on hotel management services in France, at the Park Haven luxury residential project. As part of this approach to property management, The Group provided a wide range of value-added concierge, dining and catering, household maintenance, laundry and dry cleaning services as well as home and car cleaning referral services. Through this premium, comprehensive array of personal services, the Group aims to provide a high quality lifestyle for the enjoyment of its tenants.



Customer services

The Group also provided a comprehensive range of outstanding after-sales services following the delivery of units to their owners. The Group has set up a team dedicated to identifying relevant and appropriate services for newly-completed units as they were being occupied. To increase confidence, homeowners of the newly occupied properties are entitled to warranties covering repair and maintenance for the first two years.

To ensure each unit is in perfect condition, the team conducts several thorough inspections to ensure the highest standard of quality upon delivery to the owners. The handover team also offered a full range of attentive services during the handover period to ensure a smooth completion. Not only does this ensure the quality of the newly completed units, it also enables the Group to effectively collect opinions of homeowners directly. This new service offering also reflected the commitment of the Group's subsidiaries to provide property management services of the highest standard through continuous innovation.



Soundwill Club

Founded by the Group, Soundwill Club provides a platform for individuals with exceptional taste — including prospective property buyers, retail tenants and visitors to the Group's properties — to exchange information about the latest in upscale lifestyle trends. Soundwill Club covers a wide variety of topics according to the preferences and interests of members. The Club also offers a wide range of superb services and activities for members, in keeping with its unwavering commitment to excellence.

Real Estate Business in PRC

For the year ended 31 December 2015, this business segment recognised revenue of approximately HK\$10,459,000, representing 2% of the Group's total revenue for the year.

During the year under review, the economy of the PRC continued to slow down but this was offset by the Government's implementation of measures designed to stimulate the real estate market. The Group believes that this will contribute to the steady growth of the property market in the PRC and hence facilitate its continuing development.

The Group currently owns a number of real estate projects in the PRC, some of which are in the development stage. Shang Hui Hai An (The Lakeview Bay) is an integrated project wholly owned by

the Group featuring villa and highrise residences located in Gaoyao City, Zhaoqing. Construction of the first phase of the project has been completed, and the high-rise residences in Phase 2 were under construction. In addition, construction of the first phase of Yu Ming Du (Shan Shui Xiang Ri), a project located in Doumen District, Zhuhai, is nearing completion.

Corporate Citizenship

The Group remains firmly committed to operating as a socially-responsible company in all of its business operations.

With Soundwill Plaza II – Midtown having become a landmark in the community, the Group has taken the opportunity to support the arts and promote local culture. Over the years, it has organised a variety of art exhibitions as well as other activities that have been well recognised by the public. This year, for example, the Group held the **Mobile M+: Moving Images** project in the art exhibition space of Midtown POP in the West Kowloon Cultural District, which won the Best Contemporary Chinese Art Exhibition at the 2015 TANC Asia Prize. In addition, the Group sponsored a personal painting exhibition held in association with the ink wash painting maestro Nan Xi and organised a number of press conferences with major brands to bring the work of this distinguished artist to the public.



2014 International LACP's Awards

The Group's 2014 Annual Results Report received Bronze Award in the category of "Real Estate/REIT" in 2014 International LACP's Awards. "LACP's Awards" is international annual report competition, which evaluates contents and designs in the periodicals published by fortune 500 companies and other large-sized companies. This year, about 1,000 companies from 25 countries took part in this competition.





Soundwill Volunteer Team

To give staff a more active role in the community, in 2012 the Group established the Soundwill Volunteer Team, which gives employees and their families the opportunity to lend a helping hand to people in need. The Group also sponsored and participated in regular sessions of the Little Sprouts Storytelling Activity of the Story Family Fun Neighbourhood



Development Plan in Tung Chung District, hosted by the Hong Kong Outlying Islands Women's Association. This activity reflects the Soundwill Volunteer Team's dedication to teaching positive attitudes among schoolchildren through story-telling.



Caring Company

In recognition of the efforts by the Group's management and employees to make a positive contribution to the community, the Group was honoured as a Caring Company by The Hong Kong Council of Social Service for the fifth consecutive year. The Group in conjunction with its member companies and property projects also received a number of commendations recognising its commitment to fulfil its social responsibilities over the years.

Also during the year, the Group sponsored the Concert of the Tung Chung Youth Marching Band 2015 held by the Hong Kong Outlying Islands Women's Association.

Inclusion – Joy Charity Walk

In November 2015, the Group participated in the Inclusion – Joy Charity Walk organised by the Hong Kong Federation of Handicapped Youth. The Group made donations to the Federation, the organiser of this activity, and sent volunteers to take part in the charity walk in order to raise awareness of the importance of sports involving the disabled and to promote healthy and environmentally-friendly communities.

Dress Casual Day of the Community Chest

Staff took part in Dress Casual Day of the Community Chest in 2015, the proceeds of which went to local vulnerable groups and towards supporting those in need in the community.

Prospects

In the year ahead, the continuing possibility of stagnant economic growth, persistent depreciation of the Renminbi, faltering oil prices and the enduring global recession will likely pose further challenges to the global economy. At the same time, it is expected that the major economies will retain their loose monetary policies for the continuation of low interest rates, which may help to mitigate the effects of the weak global economy as a whole.

In Hong Kong, the local economy will be affected by global financial challenges and worries over a market downturn. Yet, Hong Kong may also benefit from China's policies favouring the development of the market through programmes such as Shanghai-Hong Kong Stock Connect and the Mutual Recognition of Funds, which should help to maintain investor interest in Hong Kong's market. On the other hand, despite signs of the property market turning a corner and the shrinking number of property transactions, it is expected that volatility may not have an undue impact and property sales and purchases will continue. This, along with the anticipated keen demand for new homes, increasing population growth and the expectation that mortgage-to-income ratios may be kept at a reasonable level, should help the local residential property market to sustain healthy development.

Nevertheless, the impact of a possible further depreciation of the Renminbi as well as gloomy forecasts about the overall market and the retail industry in particular could increase concerns about an economic downturn, thereby weakening Hong Kong people's purchasing power. Under this scenario, rental property market are expected to come under some adjustment pressure. As the Group takes a discreet view of the market and watches developments closely, it will adjust its respective businesses according to changes in the market to avoid any adverse effects on its present operations.

Looking to 2016, in spite of uncertainties in the global marketplace the Group will continue to champion the long-term interests of its shareholders and continue its plan to expand its land reserves through a variety of means. It will also prudently pursue its business development and launch new projects at the most opportune time. With a strong business foundation based on many successful years in Hong Kong, it is the Group's belief that it can continue to exploit every opportunity for its business development and achieve steady, solid returns regardless of the prevailing business climate.



MANAGEMENT DISCUSSION AND ANALYSIS

Financial Highlights

| | Year ended 31 December | |
|--|--------------------------|-------------------|
| | 2015 | 2014 |
| Turnover | HK\$540 million | HK\$2,937 million |
| Profit before income tax expense excluding net (loss)/gain on fair value adjustments | HK\$350 million | HK\$1,162 million |
| Net (loss)/gain on fair value adjustments on investment properties | HK\$(327) million | HK\$639 million |
| Profit before income tax expense | HK\$23 million | HK\$1,801 million |
| (Loss)/Profit attributable to owners of the Company | HK\$(53) million | HK\$1,625 million |
| Basic (loss)/earnings per share | HK\$(0.18) | HK\$5.77 |
| Dividend per share | | |
| – proposed final dividend | HK\$0.2 | HK\$0.2 |
| – proposed special dividend | – | HK\$0.1 |
| | At | At |
| | 31 December | 31 December |
| | 2015 | 2014 |
| Total assets | HK\$20.0 billion | HK\$20.0 billion |
| Net assets | HK\$16.5 billion | HK\$16.7 billion |
| Total borrowings | HK\$2.1 billion | HK\$2.2 billion |
| Gearing ratio | 13% | 13% |
| Net asset value per share | HK\$57.9 | HK\$58.7 |

Financial Review

RESULTS OF OPERATIONS

During the year, the Group's turnover recorded of approximately HK\$540,491,000 (2014: HK\$2,937,245,000), representing a significant decrease as compared with last year. The decrease in turnover was mainly due to the decrease in income recorded from the property development projects.

Selling expenses mainly represents the sales commission paid for an industry development "iPLACE" which is located in Kwai Chung and selling expenses paid for a residential project located on 8 Jones Street, Tai Hang during the year. Decrease in administrative expenses were mainly due to the cost saving exercise on various teams such as marketing team, construction team and project development team in order to cope with the market condition. Decrease in finance cost was mainly due to repayment of borrowings.

Furthermore, the decrease in fair value of investment properties was mainly due to the revaluation loss of the Group's investment properties located in Hong Kong.

(LOSS)/PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

During the year, the Group recorded a loss attributable to owners of the Company of approximately HK\$52,604,000 (2014 Profit: HK\$1,625,160,000), a decrease of 103% as compared with last year. This loss was mainly due to the decrease in income recorded from the property development projects and increase in the net loss on fair value adjustments on investment properties during the year.

NET ASSETS

The net assets of the Group as at 31 December 2015 amounted to HK\$16,531,157,000 (2014: HK\$16,662,727,000). Net asset value per share as at 31 December 2015 is HK\$57.9 (2014: HK\$58.7).

Financial Resources and Liquidity

As at 31 December 2015, the Group's cash and bank balances amounted to HK\$374,153,000 (2014: HK\$1,070,403,000). Total borrowings of the Group amounted to HK\$2,137,050,000 (2014: HK\$2,221,931,000) as at 31 December 2015.

As at 31 December 2015, the Group's gearing ratio (which was expressed as a percentage of total borrowings over total equity) was 13% (2014: 13%). As at 31 December 2015, the net assets of the Group amounted to HK\$16,531,157,000 (2014: HK\$16,662,727,000).

The Group mainly operates and invests in Hong Kong and the PRC with most of the transactions denominated and settled in HK\$ and RMB respectively. No foreign currency risk has been identified for the financial assets in the PRC as they were denominated in the same currency as the functional currencies of the group entities to which these transactions relate.

During the year, the Group did not engage in any derivative activities or use any financial instruments to hedge its balance sheet exposures.

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

Contingent Liabilities

- (a) During the course of business, certain bank accounts were opened and held in the name of certain subsidiaries on behalf of third parties to whom these subsidiaries provided building management services. As at the reporting date, those bank balances which were held on behalf of third parties and were not accounted for in the financial statements of the Group amounted to HK\$27,492,000 (2014: HK\$19,577,000).
- (b) The Group has fully settled the legal proceedings HCA 1902/2009 and related actions HCMP 1760/2009 and HCA1931 of 2009 (an action commenced by Million Link International Holdings Limited against the joint venture partner in which a Group company was joined as third party) (collectively the "Actions") during the year upon the Actions have come to a satisfactory conclusion after a settlement sum amounting to HK\$13,000,000 has been fully received from the joint venture partner and all legal costs have been fully settled. Given that the Actions have been satisfactorily settled, the receipt of the settlement sum amounting to HK\$13,000,000, together with the reversal of overprovision for the legal costs amounting to approximately HK\$2,965,000, was credited to the profit or loss for the calculation of the loss on disposal of the joint venture of HK\$16,961,000. The Group's interest in the joint venture was effectively disposed of as a result of the settlement of the Actions.

Employees Remuneration

The Group had 289 and 84 employees in Hong Kong and PRC respectively as at 31 December 2015. Employees were remunerated on the basis of their performance, experience and prevailing market practice. Remuneration packages comprise salary, medical insurance, mandatory provident fund and year end discretionary bonus. Total salaries and wages incurred in 2015, if excluding share option expenses of approximately HK\$1,830,000 (2014: HK\$5,989,000) were approximately HK\$129,584,000 (2014: HK\$159,038,000).

CORPORATE GOVERNANCE REPORT

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

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

Board of Directors

The board (the “Board”) of directors (the “Directors of the Company”) is responsible for overseeing the Group’s businesses, strategic decisions and performance. The management has been delegated the authority and responsibility by the Board for the operations of the Group. In addition, the Board has also delegated various responsibilities to the Board committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee. Further details of these committees are set out in this report.

BOARD COMPOSITION

The Board is composed of the following directors who, have served throughout the year under review and up to the date of this report:

EXECUTIVE DIRECTORS:

Madam Foo Kam Chu Grace (*Chairman*)
Ms. Chan Wai Ling
Mr. Kong Siu Man Kenny

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Mr. Chan Kai Nang
Mr. Pao Ping Wing
Mr. Ng Chi Keung

BOARD MEETINGS AND ATTENDANCE

During the year, the Board met four times with attendance as follows:

| Directors | Attendance |
|---|------------|
| Madam Foo Kam Chu Grace (<i>Chairman</i>) | 4/4 |
| Ms. Chan Wai Ling | 4/4 |
| Mr. Kong Siu Man Kenny | 4/4 |
| Mr. Chan Kai Nang | 4/4 |
| Mr. Pao Ping Wing | 4/4 |
| Mr. Ng Chi Keung | 4/4 |

The biographies of the Directors are set out on pages 6 to 7, which illustrate their diverse skills, expertise, experience and qualifications.

The Company has received annual written confirmation of independence from each Independent Non-executive Director in accordance with Rule 3.13 of the Listing Rules. The Board has assessed their independence and concluded that all the Independent Non-executive Directors are independent within the definition of the Listing Rules.

Compliance With Corporate Governance Code and Corporate Governance Report

The Company has complied with the applicable code provisions set out in the Corporate Governance Code and Corporate Governance Report contained in Appendix 14 of the Listing Rules during the year ended 31 December 2015 except that:

(1) CODE PROVISION A.2.1

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

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

(2) CODE PROVISION A.4.1

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

The Non-executive Directors are not appointed for a specific term as they are subject to retirement by rotation at least once every three years and re-election at annual general meetings in accordance with the Company's Bye-Laws.

Appointment, Re-election and Removal of Directors

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

Responsibilities of Directors

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

CORPORATE GOVERNANCE REPORT

Board Committees

AUDIT COMMITTEE

The Audit Committee comprises all the three Independent Non-executive Directors and is chaired by Mr. Chan Kai Nang, who possesses professional accountancy qualifications. The Committee has specific written terms of reference which are of no less exacting terms than those stipulated in the code provisions. It is responsible for reviewing with management, the accounting principles and practices adopted by the Group and discuss auditing, internal controls and financial reporting including the interim and final results of the Company. It also acts as an important link between the Board and the Company's external auditor in matters within the scope of the audit of the Group.

During the year, the Committee met four times with attendance shown below. The final results for the year ended 31 December 2014 and the interim results for the six months ended 30 June 2015 have been reviewed and commented by the Committee. On 2 February 2016, the Board has approved the revision of the terms of reference of the Audit Committee in line with the amendments to the Listing Rules.

| Directors | Attendance |
|---|------------|
| Mr. Chan Kai Nang (<i>committee chairman</i>) | 4/4 |
| Mr. Pao Ping Wing | 4/4 |
| Mr. Ng Chi Keung | 4/4 |

REMUNERATION COMMITTEE

The Remuneration Committee was set up on 12 September 2005 with specific written terms of reference.

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

During the year, the Committee held one meeting (attendance as shown below) to review and determine (with the relevant Directors where applicable abstained from voting as far as his/her own remuneration is concerned so that no director would decide on his/her own remuneration) the remuneration package of executive directors.

| Directors | Attendance |
|---|------------|
| Mr. Chan Kai Nang (<i>committee chairman</i>) | 1/1 |
| Mr. Pao Ping Wing | 1/1 |
| Mr. Ng Chi Keung | 1/1 |
| Ms. Chan Wai Ling | 1/1 |

NOMINATION COMMITTEE

The Nomination Committee was established on 30 March 2012 with specific written terms of reference. The responsibilities of the Committee include reviewing the structure, size and composition of the Board; identifying individuals suitably qualified to become members of the Board and selecting or making recommendations to the Board on selection of individuals nominated for directorship; making recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman and the Chief Executive (if any); and determining the policy for nomination of directors.

A board diversity policy (the "Policy") was adopted in October 2013. Diversity of board members can be achieved through consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. In informing its perspective on diversity, the Company will also take into account aspects based on its own business model and specific needs from time to time.

On 28 October 2013, the Board approved to revise the terms of reference of Nomination Committee by including duties to review the Policy and the progress on achieving the objectives set for implementing the Policy.

The Nomination Committee has reviewed the Policy on an annual basis to ensure its continued effectiveness.

During the year, the Committee comprises the following Directors and held one meeting with attendance shown below:

| Directors | Attendance |
|---|------------|
| Madam Foo Kam Chu Grace (<i>committee chairman</i>) | 1/1 |
| Mr. Chan Kai Nang | 1/1 |
| Mr. Pao Ping Wing | 1/1 |

Directors' Continuous Professional Development

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

Pursuant to Code A.6.5 which has come into effect from 1 April 2012, directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. During the year, all Directors have participated in appropriate continuous professional development activities either by attending training courses or by reading materials relevant to the Company's business and to the Directors' duties and responsibilities.

| Director | Directors' Continuous Professional Development | |
|-------------------------|--|---------------------------------|
| | Attending training course(s) | Reading of relevant material(s) |
| Madam Foo Kam Chu Grace | ✓ | ✓ |
| Ms. Chan Wai Ling | ✓ | ✓ |
| Mr. Kong Siu Man Kenny | ✓ | ✓ |
| Mr. Chan Kai Nang | ✓ | ✓ |
| Mr. Pao Ping Wing | ✓ | ✓ |
| Mr. Ng Chi Keung | | ✓ |

Company Secretary

Mr. Tang Man Joe served as Company Secretary of the Company and Financial Controller of the Group until his resignation as Company Secretary on 10 July 2015.

The Company has appointed Mr. Tam Chong Cheong Aaron as the Company Secretary of the Company on 10 July 2015. Mr. Tam was admitted as solicitor of High Court of Hong Kong in 1997, is a member of the Law Society of Hong Kong and holds a current practicing certificate. The Company Secretary advises the Board on all corporate governance matters and facilitates professional development of Directors. Mr. Tam undertook over 15 hours of relevant professional training to update his skill and knowledge during 2015.

Code for Securities Transactions of Directors

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules. Having made specific enquiries with all Directors, the Company confirms that all of them have complied with the Model Code throughout the year.

Access to Information by Directors

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

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

Remuneration of Directors and Senior Management

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

Auditors' Remuneration

During the year, the fee incurred for audit and non-audit services for the Group are approximately HK\$4,346,000 (2014: HK\$3,757,000) and HK\$600,000 (2014: HK\$600,000) respectively.

Directors' Responsibility for Financial Statements

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

Internal Control

During the year, the Directors reviewed the effectiveness of the internal control system of the Group covering material controls, including financial, operational and compliance controls and risk management functions.

Communication with Shareholders and Investor Relations

The Group believes that effective communication with shareholders is key for improving investor relations and will ultimately assist the investment community in understanding the Group's business performance and strategies. Through regular, comprehensive, and interactive communication, we strive to enhance communication with investors through various communication channels. These include in-person meetings, telephone conferences, overseas roadshows, and project-site visits organised for the investor community. The Group seeks to establish a trusting and productive relationship with its shareholders and investors. The 2014 Annual General Meeting was held in May 2015. The Group organised briefings and media interviews for results announcements and maintained regular contact with the media through press releases, announcements, and other promotional materials. The Group is committed to enhancing corporate transparency and providing timely disclosure of information on the Group's developments to help shareholders and investors make informed investment decisions. The Group is dedicated to enhancing corporate governance practices on business growth and strives to attain a balance between corporate governance requirements and performance. The Board of Directors believes that sound corporate governance is essential to the success of the Group and will enhance shareholder value.

Shareholders' Rights

(I) PROCEDURES FOR SHAREHOLDERS TO CONVENE A SPECIAL GENERAL MEETING

A special general meeting shall be convened on the requisition of one or more shareholders of the Company holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company. Such requisition shall be made in writing to the Board or the Company Secretary at the Company's Head Office and Principal Place of Business.

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

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

Shareholders may at any time send their enquiries to the Board in writing at the Company's Head Office and Principal Place of Business.

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

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

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

A copy or copies of requisition signed by all requisitionists shall be deposited, with a sum reasonably sufficient to meet the Company's expenses in giving notice of the proposed resolution or circulating any necessary statement, at the Company's Head Office and Principal Place of Business in case of:-

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

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

REPORT OF THE DIRECTORS

Business Review

A business review of the Group during 2015 is set out in:

- (1) the Chairman's Statement on pages 4 to 5;
- (2) the Operations Review and Prospects on pages 9 to 23; and
- (3) the Management Discussion and Analysis on pages 24 to 25.

The Directors are pleased to submit herewith their annual report together with the audited financial statements for the year ended 31 December 2015.

Principal Activities

The principal activity of the Company is investment holding. The principal activities of the subsidiaries include property assembly, property development, property leasing and provision of building management services in Hong Kong and property development in Mainland China. Other particulars of the subsidiaries are set out in note 38 to the financial statements.

Results and Dividends

The results of the Group for the year ended 31 December 2015 and the state of the Group's and the Company's affairs as at that date are set out in the financial statements on pages 94 to 236. The Board recommends a payment of a final dividend of HK\$0.20 (2014: HK\$0.20) per share and no payment of special dividend (2014: HK\$0.10 per share) for the year ended 31 December 2015, subject to the approval of the shareholders at the forthcoming annual general meeting to be held on Wednesday, 25 May 2016 ("Annual General Meeting"). The final dividend will be payable on or about 17 June 2016 to shareholders whose names appear on the register of members on 1 June 2016.

Property, Plant and Equipment

Movements in property, plant and equipment during the year are set out in note 17 to the financial statements.

Subsidiaries

Particulars of the Group's principal subsidiaries are set out in note 38 to the financial statements.

Borrowings

Particulars of the borrowings of the Group at the reporting date are set out in note 28 to the financial statements.

Share Capital

Details of the movements in share capital of the Company during the year are set out in note 31 to the financial statements.

Reserves

Movements in reserves of the Group and the Company during the year are set out in the Consolidated Statement of Changes in Equity on pages 102 to 105 and in note 32 to the financial statements respectively.

Share Options

Particulars of the share option scheme, share options granted and movement are set out in note 33 to the financial statements.

Properties/Properties under Development

Particulars of the major properties held by the Group and properties under development of the Group are set out on pages 40 and 41.

REPORT OF THE DIRECTORS

Five-Year Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 42.

DIRECTORS

The Directors of the Company are listed on page 2. Their biographical information is set out on pages 6 to 7.

Pursuant to Bye-laws 86(2) & 87(1), Mr. Chan Kai Nang and Mr. Ng Chi Keung, will retire from office at the Annual General Meeting and shall be eligible for re-election.

Directors' Material Interests in Transactions, Arrangements and Contracts

Saved as disclosed in the Report of Directors and note 40 "Related Party Transactions" and note 41(a) "Connected Transaction" of this report, no transaction, arrangement or contract of significance to the Group's business to which a director of the Company or his/her connected entity had a material interest, whether directly or indirectly were entered into or subsisting during the financial year.

Directors' Service/Management Contracts

Non-Executive Directors are not appointed for a specific term but are subject to retirement by rotation in accordance with the Bye-laws.

The Directors proposed for re-election at the forthcoming Annual General Meeting has a service contract with the Company, which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

Directors' Interests and Chief Executive's Interests in Shares and Underlying Shares

1. DIRECTORS' INTERESTS IN THE COMPANY

As at 31 December 2015, the interests of the Directors and chief executive in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "SFO")) which are required to be (i) notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have taken under such provisions of the SFO); or (ii) entered in the register kept by the Company pursuant to section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

(i) Long positions in the shares:

| Name of Director | Capacity | Number of Shares | Approximate Percentage of Shareholding |
|--------------------|------------------------------------|-------------------------------|--|
| Foo Kam Chu Grace | Interest of controlled corporation | 197,252,028 ^(Note) | 69.13 |
| | Beneficial owner | 96,602 | 0.03 |
| Kong Siu Man Kenny | Beneficial owner | 352,000 | 0.12 |

Note: These 197,252,028 shares represented the aggregate of (i) 194,866,028 shares held by Ko Bee Limited, a company wholly-owned by Foo Kam Chu Grace and (ii) 2,386,000 shares held by Full Match Limited, a company wholly-owned by Foo Kam Chu Grace.

Directors' Interests and Chief Executive's Interests in Shares and Underlying Shares (Continued)

1. DIRECTORS' INTERESTS IN THE COMPANY (CONTINUED)

- (ii) Long positions in underlying shares of equity derivatives of the Company – interests in share options of the Company (having been granted and remained outstanding):

| Name | Capacity | Number of Shares in the Option | Exercisable Period | Price of Grant (HK\$) | Subscription Price per Share (HK\$) |
|--------------------|------------------|--------------------------------|--------------------------|-----------------------|-------------------------------------|
| Foo Kam Chu Grace | Beneficial owner | 316,000 | 03/01/2014 to 02/01/2017 | 1.00 | 15.76 |
| Chan Wai Ling | Beneficial owner | 2,000,000 | 03/01/2014 to 02/01/2017 | 1.00 | 15.76 |
| Kong Siu Man Kenny | Beneficial owner | 250,000 | 03/01/2014 to 02/01/2017 | 1.00 | 15.76 |

2. DIRECTORS' INTERESTS IN ASSOCIATED CORPORATIONS

| Name of Director | Name of Associated Corporation | Capacity | Number and Class of Shares | Percentage of Shareholding |
|-------------------|--------------------------------|------------------|----------------------------|----------------------------|
| Foo Kam Chu Grace | Ko Bee Limited | Beneficial owner | 1 ordinary share | 100 |
| Foo Kam Chu Grace | Full Match Limited | Beneficial owner | 1 ordinary share | 100 |

Save as disclosed above, as at 31 December 2015, none of the Directors and chief executive of the Company had any interest or short position in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which are required to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have taken under such provisions of the SFO); or (ii) entered in the register kept by the Company pursuant to section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code.

Directors' Right to Acquire Shares and Debentures

Save as disclosed above and note 33 to the financial statements, at no time during the year ended 31 December 2015 were rights to subscribe for equity or debt securities of the Company granted to any Director or chief executive of the Company or to the spouse or children under 18 years of age of any such Director or chief executive as recorded in the register required to be kept under Part XV of the SFO, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries a party to any arrangement to enable any such persons to acquire any such rights in any other body corporate.

Directors' Interests in Competing Business

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

REPORT OF THE DIRECTORS

Principal Risks and Uncertainties

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

MARKET RISK

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

COMPLIANCE RISK

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

CONSTRUCTION RISK

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

Permitted Indemnity

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

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

Connected Transaction

During the year, other than those disclosure of which are exempted pursuant to Chapter 14A of the Listing Rules (Details of such connected transaction being also related party transactions are mentioned in notes 40(d) and 41(a) to the financial statements), the Group has not entered into any connected transaction. The Company confirmed that it has complied with the disclosure requirement of a connected transaction in accordance with Chapter 14A of the Listing Rules by publication of an announcement.

Substantial Shareholders

As at 31 December 2015, the person(s) other than a Director or chief executive of the Company who have an interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO, was/were as follows:

1. LONG POSITIONS IN THE SHARES

| Name of Shareholder | Capacity | Number of Shares | Approximate Percentage of Shareholding |
|---------------------|------------------|-------------------------------|--|
| Ko Bee Limited | Beneficial owner | 197,252,028 ^(Note) | 69.13 |

Note: These 197,252,028 shares represented the aggregate of (i) 194,866,028 shares held by Ko Bee Limited and (ii) 2,386,000 shares held by Full Match Limited, a company wholly-owned by Ko Bee Limited.

Save as disclosed above, as at 31 December 2015, the Company has not been notified of any interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

Major Customers and Suppliers

During the year, approximately 5% of the Group's purchases were attributable to the Group's largest supplier and approximately 10% of the Group's purchases were attributable to the Group's five largest suppliers.

During the year, approximately 19% of the Group's turnover was attributable to the Group's largest customer and approximately 48% of the Group's turnover was attributable to the Group's five largest customers.

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

Environmental Policies and Performances

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

REPORT OF THE DIRECTORS

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

The Company is empowered by the applicable laws of the Bermuda and its articles of association to buy-back its own shares subject to certain restrictions and the Board may only exercise this power on behalf of the Company subject to any applicable requirements imposed from time to time by the Stock Exchange. During the year, the Company had bought-back a total of 538,500 shares of HK\$0.10 each on the Stock Exchange at an aggregate consideration paid of HK\$5,042,885. All of the bought-back shares were subsequently cancelled. The buy-backs were effected by the Directors for the enhancement of shareholders' value. Details of the buy-backs are as follows:

| Month of the buy-backs | Total number of shares bought-back | Highest price paid per share HK\$ | Lowest price paid per share HK\$ | Aggregate consideration paid HK\$ |
|------------------------|------------------------------------|--------------------------------------|-------------------------------------|--------------------------------------|
| December 2015 | 538,500 | 9.60 | 9.19 | 5,042,885 |

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

Pre-Emptive Rights

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

Sufficiency of Public Float

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

Auditor

A resolution will be proposed at the Annual General Meeting to re-appoint BDO as auditor of the Company.

Closure of Register of Members for Annual General Meeting

The register of members of the Company will be closed from Monday, 23 May 2016 to Wednesday, 25 May 2016 (both dates inclusive). In order to determine the shareholders who are entitled to attend and vote at the Annual General Meeting, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by not later than 4:00 p.m. Friday, 20 May 2016.

Closure of Register of Members for Dividend

The register of members of the Company will be closed from Tuesday, 31 May 2016 to Wednesday, 1 June 2016 (both dates inclusive), during which no transfer of share will be registered. In order to qualify for the final dividend, all transfer of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by not later than 4:00 p.m. Monday, 30 May 2016.

By order of the Board
Foo Kam Chu Grace
Chairman

Hong Kong, 23 March 2016

LIST OF MAJOR PROPERTIES HELD AS AT 31 DECEMBER 2015

| Location | Approximate gross floor area (sq.ft.) | Interest attributable to the Group | Land use | Lease term |
|---|---------------------------------------|------------------------------------|-------------|-----------------|
| Soundwill Plaza No. 38 Russell Street, Causeway Bay, Hong Kong | 245,100 | 100% | Commercial | Long-term lease |
| Soundwill Plaza II – Midtown 1-29 Tang Lung Street, Causeway Bay, Hong Kong | 218,000 | 100% | Commercial | Long-term lease |
| 10 Knutsford Terrace 10-11 Knutsford Terrace, Tsim Sha Tsui, Kowloon, Hong Kong | 114,000 | 100% | Commercial | Long-term lease |
| THE SHARP G/F-2/F, 11-13 Sharp Street East and 1-1A Yiu Wa Street in Causeway Bay, Hong Kong | 4,500 | 100% | Commercial | Long-term lease |
| 尚薈海岸(景湖灣)一期(別墅) 高要市金渡鎮世紀大道旁 | 156,904 | 100% | Residential | Long-term lease |

MAJOR PROPERTIES UNDER DEVELOPMENT AS AT 31 DECEMBER 2015

| Location | Approximate gross floor area (sq.ft.) | Interest attributable to the Group | Project status | Expected completion date |
|--|---------------------------------------|------------------------------------|--------------------------|--------------------------|
| THE SHARP 11-13 Sharp Street East, Causeway Bay, Hong Kong | 43,700 | 100% | Construction in progress | 1H 2016 |
| COHO 18-21 School Street, Tai Hang, Hong Kong | 23,300 | 100% | Construction in progress | 1H 2016 |
| iPLACE 301-305 Castle Peak Road, Kwai Chung, Hong Kong | 126,400 | 100% | Construction in progress | 1H 2017 |
| Jones Hive 8 Jones Street, Tai Hang, Hong Kong | 65,300 | 20.24% | Construction in progress | 2H 2017 |
| 105-113 Ta Chuen Ping Street, Kwai Chung | 190,000 | 100% | Construction in progress | 2H 2018 |
| 尚薈海岸(景湖灣)二期(74/75棟) 高要市金渡鎮世紀大道旁 | 294,341 | 100% | Construction in progress | 2H 2016 |
| 尚薈海岸(景湖灣)二期(76/77/78/79棟) &三期高要市金渡鎮世紀大道旁 | 602,176 | 100% | Construction in progress | 2H 2018 |
| 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 | 236,483 | 100% | Construction in progress | 2H 2016 |
| 譽名都(山水向日)二期(1/2/3/7棟) 珠海市斗門區新偉中街68號 | 585,653 | 100% | Construction in progress | 2H 2018 |

FIVE-YEAR FINANCIAL SUMMARY

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

Consolidated Results

| | 2015 HK\$'000 | 2014 HK\$'000 | 2013 HK\$'000 | 2012 HK\$'000 | 2011 HK\$'000 |
|--|------------------|------------------|------------------|------------------|------------------|
| Revenue/Turnover (from continuing and discontinued operations) | 540,491 | 2,937,245 | 610,385 | 1,801,968 | 901,690 |
| Profit before income tax expense | 23,075 | 1,801,060 | 1,387,551 | 3,439,041 | 2,183,422 |
| Income tax expense | (67,172) | (156,443) | (49,373) | (117,785) | (64,372) |
| (Loss)/Profit for the year | (44,097) | 1,644,617 | 1,338,178 | 3,321,256 | 2,119,050 |
| (Loss)/Profit for the year attributable to owners of the Company | (52,604) | 1,625,160 | 1,340,112 | 3,330,143 | 2,111,219 |
| Non-controlling interests | 8,507 | 19,457 | (1,934) | (8,887) | 7,831 |
| | (44,097) | 1,644,617 | 1,338,178 | 3,321,256 | 2,119,050 |

Consolidated Assets and Liabilities

| | 2015 HK\$'000 | 2014 HK\$'000 | 2013 HK\$'000 | 2012 HK\$'000 | 2011 HK\$'000 |
|--|------------------|------------------|------------------|------------------|------------------|
| Non-current assets | 15,746,117 | 16,013,123 | 16,743,701 | 13,525,364 | 11,296,772 |
| Net current assets/(liabilities) | 861,993 | 744,557 | (1,643,889) | 342,025 | (959,984) |
| Non-current liabilities | (76,953) | (94,953) | (62,820) | (65,183) | (59,054) |
| Non-controlling interests | (277,674) | (257,890) | (240,019) | (255,653) | (98,967) |
| Equity attributable to owners of the Company | 16,253,483 | 16,404,837 | 14,796,973 | 13,546,553 | 10,178,767 |
| Gearing ratio* | 13% | 13% | 26% | 22% | 34% |

* expressed as a percentage of total borrowing over total equity

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Soundwill Holdings Limited (the “Company”) will be held at 2:30 p.m., on Wednesday, 25 May 2016 on 36th Floor, Soundwill Plaza, No. 38 Russell Street, Causeway Bay, Hong Kong for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditor for the year ended 31 December 2015.
2. To declare a final dividend for the year ended 31 December 2015.
3.
 - A. To re-elect Mr. CHAN Kai Nang as Independent Non-executive Director.
 - B. To re-elect Mr. NG Chi Keung as Independent Non-executive Director.
 - C. To authorise the board of directors (the “Board”) of the Company to fix the directors’ remuneration.
4. To re-appoint Messrs. BDO Limited as auditor and to authorise the Board to fix their remuneration.
5. As special business, to consider and, if thought fit, pass the following ordinary resolutions, with or without modifications:

Ordinary Resolutions

A. “THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to buy-back shares of HK\$0.10 each in the capital of the Company (“Shares”) on The Stock Exchange of Hong Kong Limited (“the Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be bought-back by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent. of the number of Shares in issue at the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution,

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

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by applicable laws of Bermuda or the Company’s Bye-laws to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders at a general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

B. “THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company (“Shares”) and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the directors of the Company during the Relevant Period to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted or issued or dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of Shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of Shares or rights to acquire Shares; or (iii) an issue of Shares upon the exercise of subscription or conversion rights under the terms of any existing warrants, bonds,, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares; or (iv) an issue of Shares as scrip dividends pursuant to the Bye-laws of the Company from time to time, shall not exceed 20 per cent. of the number of Shares in issue at the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution,

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

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by applicable laws of Bermuda or the Company’s Bye-laws to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of Shares or issue of option, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the directors of the Company to holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate, such other securities) (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

- C. **“THAT** conditional upon the passing of Ordinary Resolutions Nos. 5A and 5B set out in the notice convening this meeting (“this Notice”), the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company (“Shares”) pursuant to Resolution No. 5B set out in this Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares bought-back by the Company under the authority granted pursuant to Resolution No. 5A set out in this Notice, provided that such extended amount shall not exceed 10 per cent. of the number of Shares in issue at the date of passing of this Resolution.”

By Order of the Board
Soundwill Holdings Limited
Foo Kam Chu Grace
Chairman

Hong Kong, 21 April 2016

Head Office and Principal Place of Business:

21st Floor, Soundwill Plaza
No. 38 Russell Street
Causeway Bay
Hong Kong

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and to vote instead of him. A proxy need not be a member of the Company.
2. For **Annual General Meeting**, the register of members of the Company will be closed from Monday, 23 May 2016 to Wednesday, 25 May 2016 (both days inclusive). In order to determine the shareholders who are entitled to attend and vote at the forthcoming annual general meeting, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong by not later than 4:00 p.m. Friday, 20 May 2016.
3. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be delivered to the Company’s principal office in Hong Kong on 21/F, Soundwill Plaza, No. 38 Russell Street, Causeway Bay, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjourned meeting.
4. For **Final Dividend**, the register of members of the Company will be closed from Tuesday, 31 May 2016 to Wednesday, 1 June 2016 (both days inclusive), during which no transfer of shares will be registered. In order to qualify for the final dividend, all transfer of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong by not later than 4:00 p.m. on Monday, 30 May 2016.

Independent Auditor's Report

獨立核數師報告



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TO THE SHAREHOLDERS OF SOUNDWILL HOLDINGS LIMITED

金朝陽集團有限公司

(incorporated in Bermuda with limited liability)

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)

We have audited the consolidated financial statements of Soundwill Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 94 to 236, which comprise the consolidated statement of financial position as at 31 December 2015, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

本核數師(以下簡稱「我們」)已審計列載於第94至236頁金朝陽集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，包括於二零一五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、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他解釋資料。

Directors' responsibility for the consolidated financial statements

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants 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.

董事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的《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中肯的綜合財務報表，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必需的內部控制負責。

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. This report is made solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

核數師的責任

我們的責任是根據我們的審計對該等綜合財務報表作出意見，並按照百慕達一九八一年公司法第90條僅向整體股東報告，除此之外別無其他目的。我們概不就本報告之內容，向任何其他人士負責或承擔任何責任。

BDO Limited
香港立信德豪會計師事務所有限公司

BDO Limited, a Hong Kong limited company, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

Independent Auditor's Report

獨立核數師報告

Auditor's responsibility (Continued)

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the consolidated financial statements that give a true and fair view 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 December 2015 and of its financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BDO Limited

Certified Public Accountants

Jonathan Russell Leong

Practising Certificate Number P03246

Hong Kong, 23 March 2016

核數師的責任(續)

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。該等準則要求我們遵守道德規範，並規劃及執行審計以對綜合財務報表是否不存在任何重大錯誤陳述獲取合理保證。

審計涉及執行情序以獲取有關綜合財務報表所載金額及披露資料的審計憑證。所選擇的程序取決於核數師的判斷，包括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。在評估該等風險時，核數師考慮與該公司擬備真實而中肯的綜合財務報表相關之內部控制，以設計適當的審計程序，但目的並非對公司內部控制的有效性發表意見。審計亦包括評價董事所採用會計政策的恰當性及作出會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

意見

我們認為，綜合財務報表已根據《香港財務報告準則》真實而中肯地反映 貴集團於二零一五年十二月三十一日的財務狀況及截至該日止年度的財政表現及現金流量，並已遵照香港《公司條例》的披露規定妥為編製。

香港立信德豪會計師事務所有限公司

執業會計師

梁兆基

執業證書編號P03246

香港，二零一六年三月二十三日

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 2015 截至二零一五年十二月三十一日止年度

| | | Notes 附註 | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|---|-------------------------|-------------|-----------------------------------|-----------------------------------|
| Revenue | 收益 | 6 | 540,491 | 2,937,245 |
| Cost of sales | 銷售成本 | | (23,082) | (1,560,771) |
| Gross profit | 毛利 | | 517,409 | 1,376,474 |
| Other income | 其他收入 | 6 | 46,474 | 33,897 |
| Selling expenses | 銷售費用 | | (43,809) | (56,615) |
| Administrative expenses | 行政費用 | | (176,060) | (212,461) |
| Other operating expenses | 其他經營費用 | | (4,379) | (40,969) |
| Gain on disposal of subsidiaries | 出售附屬公司之收益 | 41 | 69,367 | 114,250 |
| Loss on disposal of a joint venture | 出售一家合營企業之虧損 | 19 | (16,961) | – |
| Loss on disposal of investment properties | 出售投資物業之虧損 | 16 | (3,195) | – |
| Net (loss)/gain on fair value adjustments on investment properties | 投資物業公平值調整之(虧損)/增值淨值 | 16 | (326,954) | 638,801 |
| Finance costs | 融資成本 | 8 | (38,817) | (52,266) |
| Share of results of a joint venture | 應佔一家合營企業業績 | | – | (51) |
| Profit before income tax expense | 除所得稅開支前溢利 | 9 | 23,075 | 1,801,060 |
| Income tax expense | 所得稅開支 | 12 | (67,172) | (156,443) |
| (Loss)/Profit for the year | 年內(虧損)/溢利 | | (44,097) | 1,644,617 |
| Other comprehensive income, net of tax | 其他全面收入，扣除稅項後 | 13 | | |
| <i>Items 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> | | | |
| Surplus on revaluation of leasehold buildings, net of deferred tax | 租賃樓宇重估盈餘，扣除遞延稅項後 | | 2,457 | 3,956 |
| <i>Items 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)/gain on translation of financial statements of foreign operations | 換算海外業務財務報表之匯兌(虧損)/收益 | | (33,637) | 358 |
| Release of exchange reserve upon disposal of subsidiaries | 於出售附屬公司後撥回之匯兌儲備 | | 2,610 | 1,409 |
| Other comprehensive income for the year, net of tax | 年內其他全面收入，扣除稅項後 | | (28,570) | 5,723 |
| Total comprehensive income for the year | 年內總全面收入 | | (72,667) | 1,650,340 |

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 2015 截至二零一五年十二月三十一日止年度

| | | Notes 附註 | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|--|-----------------------------|-------------|-----------------------------------|-----------------------------------|
| (Loss)/Profit for the year attributable to: | 應佔年內(虧損)/溢利： | | | |
| Owners of the Company | 本公司擁有人 | | (52,604) | 1,625,160 |
| Non-controlling interests | 非控股權益 | | 8,507 | 19,457 |
| | | | (44,097) | 1,644,617 |
| Total comprehensive income for the year attributable to: | 應佔本年度總全面收入： | | | |
| Owners of the Company | — 本公司擁有人 | | (78,684) | 1,631,175 |
| Non-controlling interests | — 非控股權益 | | 6,017 | 19,165 |
| | | | (72,667) | 1,650,340 |
| (Loss)/Earnings per share for (loss)/profit attributable to owners of the Company during the year | 本公司擁有人應佔年內(虧損)/溢利之每股(虧損)/溢利 | 15 | | |
| Basic | 基本 | | HK\$港幣(0.18)元 | HK\$港幣5.77元 |
| Diluted | 攤薄 | | HK\$港幣(0.18)元 | HK\$港幣5.76元 |

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2015 於二零一五年十二月三十一日

| | | Notes | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|--|----------------|-------|-----------------------------------|-----------------------------------|
| | | 附註 | | |
| ASSETS AND LIABILITIES | 資產及負債 | | | |
| Non-current assets | 非流動資產 | | | |
| Investment properties | 投資物業 | 16 | 15,610,480 | 15,730,226 |
| Property, plant and equipment | 物業、廠房及設備 | 17 | 116,356 | 190,699 |
| Properties held for development | 待發展物業 | 18 | 19,271 | 27,187 |
| Interest in a joint venture | 一家合營企業權益 | 19 | – | 29,211 |
| Available-for-sale financial assets | 可供出售財務資產 | 20 | 10 | 10 |
| Other receivable | 其他應收款項 | 41(e) | – | 35,790 |
| Goodwill | 商譽 | 21 | – | – |
| | | | 15,746,117 | 16,013,123 |
| Current assets | 流動資產 | | | |
| Properties under development | 發展中物業 | 22 | 3,265,104 | 2,558,459 |
| Trade and other receivables | 貿易及其他應收款項 | 23 | 144,978 | 85,060 |
| Deposits paid for acquisition of properties | 收購物業之已付訂金 | | 13,505 | 3,105 |
| Bank deposit at escrow account | 於託管賬戶之銀行存款 | 24 | 346,044 | 179,007 |
| Structured bank deposits | 結構性銀行存款 | 25 | – | 94,591 |
| Cash and bank balances | 現金及銀行結餘 | 25 | 374,153 | 1,070,403 |
| | | | 4,143,784 | 3,990,625 |
| Assets of a disposal group classified as held for sale | 分類為持作出售之出售組別資產 | 30 | 73,079 | – |
| Total current assets | 總流動資產 | | 4,216,863 | 3,990,625 |

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2015 於二零一五年十二月三十一日

| | | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|---|-----------------|-------------|-----------------------------------|-----------------------------------|
| | | Notes 附註 | | |
| Current liabilities | 流動負債 | | | |
| Trade and other payables | 貿易及其他應付款項 | 26 | 460,106 | 515,668 |
| Deposit received in advance | 預收訂金 | 27 | 734,637 | 421,108 |
| Borrowings | 借貸 | 28 | 2,137,050 | 2,197,920 |
| Provision for income tax | 所得稅撥備 | | 22,707 | 111,372 |
| | | | 3,354,500 | 3,246,068 |
| Liabilities of a disposal group classified as held for sale | 分類為持作出售之出售組別負債 | 30 | 370 | - |
| Total current liabilities | 總流動負債 | | 3,354,870 | 3,246,068 |
| Net current assets | 淨流動資產 | | 861,993 | 744,557 |
| Total assets less current liabilities | 總資產減流動負債 | | 16,608,110 | 16,757,680 |
| Non-current liabilities | 非流動負債 | | | |
| Borrowings | 借貸 | 28 | - | 24,011 |
| Deferred tax liabilities | 遞延稅項負債 | 29 | 76,953 | 70,942 |
| | | | 76,953 | 94,953 |
| Net assets | 淨資產 | | 16,531,157 | 16,662,727 |

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2015 於二零一五年十二月三十一日

| | | Notes | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|---|-------------------|-------|-----------------------------------|-----------------------------------|
| | | 附註 | | |
| EQUITY | 權益 | | | |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | | | |
| Share capital | 股本 | 31 | 28,535 | 28,407 |
| Reserves | 儲備 | 32 | 16,224,948 | 16,376,430 |
| | | | 16,253,483 | 16,404,837 |
| Non-controlling interests | 非控股權益 | 39 | 277,674 | 257,890 |
| Total equity | 權益總額 | | 16,531,157 | 16,662,727 |

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 2015 截至二零一五年十二月三十一日止年度

| | Notes 附註 | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|--|---------------------|-----------------------------------|-----------------------------------|
| Cash flows from operating activities | 經營業務帶來之現金流量 | | |
| Profit before income tax | 除所得稅前溢利 | 23,075 | 1,801,060 |
| <i>Adjustments for:</i> | <i>就下列各項作出調整：</i> | | |
| Share of results of a joint venture | 應佔一家合營企業業績 | - | 51 |
| Bank interest income | 銀行利息收入 | (11,469) | (12,538) |
| Interest expenses | 利息支出 | 38,817 | 52,266 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 4,364 | 5,227 |
| Amortisation of properties held for development | 待發展物業攤銷 | 687 | 709 |
| Equity-settled share based payment expenses | 以股權結算以股份為基礎之付款開支 | 1,830 | 5,989 |
| Provision for impairment loss of trade receivable | 貿易應收款項減值虧損撥備 | 3,856 | - |
| (Reversal of)/Provision for impairment loss on deferred and contingent consideration | 遞延及或然代價減值虧損(撥回)/撥備 | (27,685) | 40,879 |
| Bad debts written off | 壞賬撇銷 | 501 | 70 |
| Loss/(Gain) on disposal of property, plant and equipment | 出售物業、廠房及設備之虧損/(收益) | 22 | (65) |
| Property, plant and equipment written off | 物業、廠房及設備撇銷 | - | 309 |
| Net loss/(gain) on fair value adjustments on investment properties | 投資物業公平值調整之虧損/(增值)淨值 | 326,954 | (638,801) |
| Gain on disposal of subsidiaries | 出售附屬公司之收益 | (69,367) | (114,250) |
| Loss on disposal of investment properties | 出售投資物業之虧損 | 3,195 | - |
| Loss on disposal of a joint venture | 出售一家合營企業之虧損 | 16,961 | - |
| Operating profit before working capital changes | 營運資金轉變前之經營溢利 | 311,741 | 1,140,906 |
| Increase in trade and other receivables | 貿易及其他應收款項增加 | (40,902) | (25,904) |
| Increase in deposits paid for acquisition of properties | 收購物業之已付訂金增加 | (10,400) | (2,649) |
| (Increase)/Decrease in properties under development | 發展中物業(增加)/減少 | (1,031,977) | 1,303,653 |
| (Increase)/Decrease in bank deposit at escrow account | 於託管賬戶之銀行存款(增加)/減少 | (167,037) | 119,229 |
| Increase in trade and other payables | 貿易及其他應付款項增加 | 11,971 | 82,004 |
| Increase/(Decrease) in deposit received in advance | 預收訂金增加/(減少) | 313,529 | (856,783) |
| Net cash (used in)/generated from operations | 業務(所用)/所得現金淨額 | (613,075) | 1,760,456 |

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2015 截至二零一五年十二月三十一日止年度

| | Notes 附註 | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|--|------------------------|-----------------------------------|-----------------------------------|
| Interest paid | 已付利息 | (44,204) | (61,802) |
| Income tax paid | 已付所得稅 | (148,891) | (56,479) |
| <i>Net cash (used in)/generated from operating activities</i> | <i>經營業務(所用)/所得現金淨額</i> | (806,170) | 1,642,175 |
| Cash flows from investing activities | 投資活動帶來之現金流量 | | |
| Decrease in structured bank deposits | 結構性銀行存款減少 | 94,591 | 9,915 |
| Decrease/(Increase) in bank deposit with original maturity over three months | 原到期日超出三個月之銀行存款減少/(增加) | 199,015 | (199,015) |
| Additions to property, plant and equipment | 增添物業、廠房及設備 | (236) | (1,222) |
| Increase in amount due from a joint venture | 應收一家合營企業款項增加 | (3,715) | (104) |
| Proceeds from disposal of property, plant and equipment | 出售物業、廠房及設備之所得款項 | 50 | 342 |
| Net proceeds from disposal of investment properties | 出售投資物業所得款項淨額 | 212,903 | – |
| Payment to acquire investment properties | 收購投資物業之付款 | (237,076) | (145,978) |
| Settlement Sum from disposal of a joint venture | 出售一家合營企業之和解金額 | 13,000 | – |
| Net cash inflows from disposal of subsidiaries | 出售附屬公司之現金流入淨額 | 188,061 | 993,227 |
| Purchase of net assets, net of cash acquired | 收購淨資產，扣除所得現金 | (12,500) | – |
| Bank interest received | 已收銀行利息 | 11,469 | 12,538 |
| <i>Net cash generated from investing activities</i> | <i>投資活動產生現金淨額</i> | 465,562 | 669,703 |

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2015 截至二零一五年十二月三十一日止年度

| | Notes 附註 | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|---|--------------------------|-----------------------------------|-----------------------------------|
| Cash flows from financing activities | 融資活動帶來之現金流量 | | |
| Repayments of bank loans | 償還銀行貸款 | (388,300) | (2,641,845) |
| Repayments of other loans | 償還其他貸款 | (332,438) | (207,943) |
| Bank loans raised | 籌集銀行貸款 | 327,430 | 883,945 |
| Other loans raised | 籌集其他貸款 | 308,427 | 231,954 |
| Buy-back and cancellation of ordinary shares | 回購及註銷普通股 | | |
| | 31 | (5,043) | (4,561) |
| Capital injection from minority shareholders | 少數股東注資 | 13,767 | 10,140 |
| Proceeds from exercise of share options | 行使購股權之所得款項 | 15,830 | 31,466 |
| Final and special dividends paid | 支付末期及特別股息 | (85,287) | (56,205) |
| <i>Net cash used in financing activities</i> | <i>融資活動所用現金淨額</i> | (145,614) | (1,753,049) |
| (Decrease)/Increase in cash and cash equivalents | 現金及現金等價物(減少)/增加 | (486,222) | 558,829 |
| Cash and cash equivalents at 1 January | 於一月一日之現金及現金等價物 | 871,388 | 310,629 |
| Effect of foreign exchange rate changes, net | 匯率變動影響，淨額 | (11,013) | 1,930 |
| Cash and cash equivalents at 31 December | 於十二月三十一日之現金及現金等價物 | 374,153 | 871,388 |
| | 25 | | |

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2015 截至二零一五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 HK\$'000 港幣千元 | 股份溢價 HK\$'000 港幣千元 | 資本贖回 儲備 HK\$'000 港幣千元 |
| At 1 January 2015 | 於二零一五年一月一日 | 28,407 | 694,240 | 37 |
| Exercise of share options | 行使購股權 | 182 | 20,412 | – |
| Share bought-back and cancelled (note 31) | 回購及註銷股份(附註31) | (54) | (4,989) | 54 |
| Equity-settled share based payment (note 33) | 以股權結算以股份為 基礎之付款(附註33) | – | – | – |
| Capital injection from minority shareholders | 少數股東注資 | – | – | – |
| Final and special dividends paid for 2014 (note 14(b)) | 已付二零一四年 末期及特別股息(附註14(b)) | – | – | – |
| Transactions with owners | 與擁有人交易 | 128 | 15,423 | 54 |
| Loss for the year | 年內溢利 | – | – | – |
| Other comprehensive income | 其他全面收入 | | | |
| <i>Items 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> | | | |
| Surplus on revaluation of leasehold buildings, net of deferred tax (note 13) | 租賃樓宇重估盈餘， 扣除遞延稅項後(附註13) | – | – | – |
| <i>Items that will 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 financial statements of foreign operations | 換算外國業務財務報表之 匯兌虧損 | – | – | – |
| Release of exchange reserve upon disposal of a subsidiary (note 41(c)) | 於出售附屬公司後撥回之 匯兌儲備(附註41(c)) | – | – | – |
| Total comprehensive income for the year | 年內全面收入總額 | – | – | – |
| Proposed final dividend for 2015 (note 14(a)) | 建議二零一五年末期股息 (附註14(a)) | – | – | – |
| Lapse of share option | 購股權失效 | – | – | – |
| Under-provision for final and special dividends for 2014 | 二零一四年末期及特別股息 撥備不足 | – | – | – |
| At 31 December 2015 | 於二零一五年十二月三十一日 | 28,535 | 709,663 | 91 |

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2015 截至二零一五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 | Employee share-based equity reserve | Retained profits | Exchange reserve | Special reserve | Proposed Final and special dividends | Total | Non-controlling interests | Total equity |
| 資產重估儲備 | 員工股份權益儲備 | 保留溢利 | 匯兌儲備 | 特別儲備 | 建議末期及特別股息 | 總計 | 非控股權益 | 權益總額 |
| HK\$'000 | HK\$'000 | 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 | 港幣千元 | 港幣千元 |
| 5,451 | 25,893 | 15,529,767 | 33,973 | 1,848 | 85,221 | 16,404,837 | 257,890 | 16,662,727 |
| - | (4,764) | - | - | - | - | 15,830 | - | 15,830 |
| - | - | (54) | - | - | - | (5,043) | - | (5,043) |
| - | 1,830 | - | - | - | - | 1,830 | - | 1,830 |
| - | - | - | - | - | - | - | 13,767 | 13,767 |
| - | - | - | - | - | (85,287) | (85,287) | - | (85,287) |
| - | (2,934) | (54) | - | - | (85,287) | (72,670) | 13,767 | (58,903) |
| - | - | (52,604) | - | - | - | (52,604) | 8,507 | (44,097) |
| 2,457 | - | - | - | - | - | 2,457 | - | 2,457 |
| - | - | - | (31,147) | - | - | (31,147) | (2,490) | (33,637) |
| - | - | - | 2,610 | - | - | 2,610 | - | 2,610 |
| 2,457 | - | (52,604) | (28,537) | - | - | (78,684) | 6,017 | (72,667) |
| - | - | (57,070) | - | - | 57,070 | - | - | - |
| - | (1,041) | 1,041 | - | - | - | - | - | - |
| - | - | (66) | - | - | 66 | - | - | - |
| 7,908 | 21,918 | 15,421,014 | 5,436 | 1,848 | 57,070 | 16,253,483 | 277,674 | 16,531,157 |

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2015 截至二零一五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 HK\$'000 港幣千元 | 股份溢價 HK\$'000 港幣千元 | 資本贖回 儲備 HK\$'000 港幣千元 |
| At 1 January 2014 | 於二零一四年一月一日 | 28,082 | 659,840 | – |
| Exercise of share options | 行使購股權 | 362 | 38,924 | – |
| Share bought-back and cancelled (note 31) | 回購及註銷股份(附註31) | (37) | (4,524) | 37 |
| Equity-settled share based payment (note 33) | 以股權結算以股份為 基礎之付款(附註33) | – | – | – |
| Capital injection from minority shareholders | 少數股東注資 | – | – | – |
| Release of non-controlling interest upon disposal of subsidiaries (note 41(e)) | 於出售附屬公司後撥回 非控股權益(附註41(e)) | – | – | – |
| Final dividend paid for 2013 (note 14(b)) | 已付二零一三年 末期股息(附註14(b)) | – | – | – |
| Transactions with owners | 與擁有人交易 | 325 | 34,400 | 37 |
| Profit for the year | 年內溢利 | – | – | – |
| Other comprehensive income | 其他全面收入 | | | |
| <i>Items 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> | | | |
| Surplus on revaluation of leasehold buildings, net of deferred tax (note 13) | 租賃樓宇重估盈餘， 扣除遞延稅項後(附註13) | – | – | – |
| <i>Items that will 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 gain on translation of financial statements of foreign operations | 換算外國業務財務報表之 匯兌收益 | – | – | – |
| Release of exchange reserve upon disposal of subsidiaries (note 41(e)) | 於出售附屬公司後撥回之 匯兌儲備(附註41(e)) | – | – | – |
| Total comprehensive income for the year | 年內全面收入總額 | – | – | – |
| Proposed final and special dividends for 2014 (note 14(a)) | 建議二零一四年末期及 特別股息(附註14(a)) | – | – | – |
| Lapse of share option | 購股權失效 | – | – | – |
| Under-provision for final dividend for 2013 | 二零一三年末期股息撥備不足 | – | – | – |
| At 31 December 2014 | 於二零一四年十二月三十一日 | 28,407 | 694,240 | 37 |

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2015 截至二零一五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 | Employee share- based equity reserve | Retained profits | Exchange reserve | Special reserve | Proposed Final and special dividends 建議末期 及特別 股息 | Total | Non- controlling interests | Total equity | |
| 資產重估 儲備 HK\$'000 港幣千元 | 員工股份 權益儲備 HK\$'000 港幣千元 | 保留溢利 HK\$'000 港幣千元 | 匯兌儲備 HK\$'000 港幣千元 | 特別儲備 HK\$'000 港幣千元 | HK\$'000 港幣千元 | 總計 HK\$'000 港幣千元 | 非控股 權益 HK\$'000 港幣千元 | 權益總額 HK\$'000 港幣千元 | |
| 1,495 | 27,788 | 13,989,841 | 31,914 | 1,848 | 56,165 | 14,796,973 | 240,019 | 15,036,992 | |
| - | (7,820) | - | - | - | - | 31,466 | - | 31,466 | |
| - | - | (37) | - | - | - | (4,561) | - | (4,561) | |
| - | 5,989 | - | - | - | - | 5,989 | - | 5,989 | |
| - | - | - | - | - | - | - | 10,140 | 10,140 | |
| - | - | - | - | - | - | - | (11,434) | (11,434) | |
| - | - | - | - | - | (56,205) | (56,205) | - | (56,205) | |
| - | (1,831) | (37) | - | - | (56,205) | (23,311) | (1,294) | (24,605) | |
| - | - | 1,625,160 | - | - | - | 1,625,160 | 19,457 | 1,644,617 | |
| 3,956 | - | - | - | - | - | 3,956 | - | 3,956 | |
| - | - | - | 650 | - | - | 650 | (292) | 358 | |
| - | - | - | 1,409 | - | - | 1,409 | - | 1,409 | |
| 3,956 | - | 1,625,160 | 2,059 | - | - | 1,631,175 | 19,165 | 1,650,340 | |
| - | - | (85,221) | - | - | 85,221 | - | - | - | |
| - | (64) | 64 | - | - | - | - | - | - | |
| - | - | (40) | - | - | 40 | - | - | - | |
| 5,451 | 25,893 | 15,529,767 | 33,973 | 1,848 | 85,221 | 16,404,837 | 257,890 | 16,662,727 | |

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2015 二零一五年十二月三十一日

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 38 to the financial statements.

The directors of the Company (the “Directors”) consider the Company’s ultimate holding company to be Ko Bee Limited, which is incorporated in the British Virgin Islands with limited liability.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

2.1 Adoption of revised/amended HKFRSs – effective 1 January 2015

In the current year, the Company and its subsidiaries (the “Group”) have applied for the first time the following revision and amendment to standards and interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), which are relevant to and effective for the Group’s financial statements for the annual period beginning on 1 January 2015:

| | |
|------------------------|--|
| HKFRSs (Amendments) | Annual Improvements to HKFRSs 2010–2012 Cycle |
|------------------------|--|

| | |
|------------------------|--|
| HKFRSs (Amendments) | Annual Improvements to HKFRSs 2011–2013 Cycle |
|------------------------|--|

Except as explained below, the adoption of these amendments has no material impact on the Group’s financial statements.

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，而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財務報表附註38。

本公司董事(「董事」)認為本公司之最終控股公司為Ko Bee Limited，該公司為於英屬維爾京群島註冊成立之有限責任公司。

2. 採納香港財務報告準則(「香港財務報告準則」)

2.1 採納經修改／經修訂之香港財務報告準則—於二零一五年一月一日起生效

於本年度，本公司及其附屬公司(「本集團」)首次採用由香港會計師公會(「香港會計師公會」)頒佈的以下準則及詮釋的修改及修訂，均適用於二零一五年一月一日開始的年度期間的本集團財務報表，並就此具有效力：

| | |
|-------------------|---|
| 香港財務報告準則 (修訂本) | 香港財務報告準則 於二零一零年至 二零一二年週期 之年度改進 |
| 香港財務報告準則 (修訂本) | 香港財務報告準則 於二零一一年至 二零一三年週期 之年度改進 |

除下文所解釋者外，採納此等修訂本對本集團之財務報表並無重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2015 二零一五年十二月三十一日

2. ADOPTION OF HKFRSs (Continued)

2.1 Adoption of revised/amended HKFRSs – effective 1 January 2015 (Continued)

The amendments issued under the annual improvements process make small, non-urgent changes to a number of standards where they are currently unclear. They include amendments to HKAS 16 Property, Plant and Equipment to clarify how the gross carrying amount and accumulated depreciation are treated where an entity uses the revaluation model. The carrying amount of the asset is restated to revalued amount. The accumulated depreciation may be eliminated against the gross carrying amount of the asset. Alternatively, the gross carrying amount may be adjusted in a manner consistent with the revaluation of the carrying amount of the asset and the accumulated depreciation is adjusted to equal the difference between the gross carrying amount and the carrying amount after taking into account accumulated impairment losses.

The adoption of the amendments to HKAS 16 has no impact on these financial statements as the latter treatment is consistent with the manner in which the Group has previously dealt with revaluations of its property, plant and equipment.

2. 採納香港財務報告準則(續)

2.1 採納經修改／經修訂之香港財務報告準則－於二零一五年一月一日起生效(續)

根據年度改進過程頒佈之修訂對多項目前尚不清楚之準則作出較小及非緊急變動。該等修訂包括對香港會計準則第16號物業、廠房及設備之修訂，以澄清倘實體使用重估模型，如何處理賬面總值及累計折舊。資產之賬面值會重列為經重估金額。累計折舊可與資產之賬面總值對銷。或者，賬面總值可按與資產之賬面值重估貫徹一致之方式予以調整，而累計折舊會調整至等於賬面總值與經計及累計減值虧損後之賬面值之差額。

採納香港會計準則第16號的修訂本對此等財務報表概無影響，原因是後者的處理與本集團過往處理物業、廠房及設備的重估方式一致。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2015 二零一五年十二月三十一日

2. ADOPTION OF HKFRSs (Continued)

2.2 New/revised HKFRSs that have been issued but are not yet effective

The following new/revised HKFRSs, potentially relevant to the Group's financial statements, have been issued, but are not yet effective and have not been early adopted by the Group.

| | |
|--|---|
| HKFRSs (Amendments) | Annual Improvements 2012-2014 Cycle ¹ |
| Amendments to HKAS 1 | Disclosure Initiative ¹ |
| Amendments to HKAS 16 and HKAS 38 | Clarification of Acceptable Methods of Depreciation and Amortisation ¹ |
| Amendments to HKAS 27 | Equity Method in Separate Financial Statements ¹ |
| HKFRS 9 (2014) | Financial Instruments ² |
| Amendments to HKFRS 10 and HKAS 28 | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³ |
| Amendments to HKFRS 10, HKFRS 12 and HKAS 28 | Investment Entities: Applying the Consolidation Exception ¹ |
| Amendments to HKFRS 11 and HKFRS 14 | Accounting for Acquisitions of Interests in Joint Operations ¹ and Regulatory Deferral Accounts ¹ |
| HKFRS 15 | Revenue from Contracts with Customers ² |

¹ Effective for annual periods beginning on or after 1 January 2016

² Effective for annual periods beginning on or after 1 January 2018

³ Effective date is deferred

2. 採納香港財務報告準則(續)

2.2 已頒佈惟尚未生效的新訂／經修訂香港財務報告準則

以下可能與本集團的財務報表有關的新訂／經修訂香港財務報告準則經已頒佈，惟尚未生效，並未獲本集團提早採納。

| | |
|---|---------------------------------------|
| 香港財務報告準則 (修訂本) | 二零一二年至二零一四年週期之年度改進 ¹ |
| 香港會計準則第1號之修訂 | 披露計劃 ¹ |
| 香港會計準則第16號及香港會計準則第38號之修訂 | 折舊和攤銷之可接受方法之澄清 ¹ |
| 香港會計準則第27號之修訂 | 獨立財務報表之權益法 ¹ |
| 香港財務報告準則第9號 (二零一四年) | 財務工具 ² |
| 香港財務報告準則第10號及香港會計準則第28號之修訂 | 投資者與其聯營公司或合營企業之間的資產出售或注資 ³ |
| 香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號之修訂 | 投資實體：應用編製合併報表的例外情況 ¹ |
| 香港財務報告準則第11號之修訂 | 收購共同營運權益的會計安排 ¹ |
| 香港財務報告準則第14號 | 監管遞延賬目 ¹ |
| 香港財務報告準則第15號 | 客戶合同收入 ² |

¹ 於二零一六年一月一日或之後開始之年度期間生效

² 於二零一八年一月一日或之後開始之年度期間生效

³ 生效日期延遲

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2015 二零一五年十二月三十一日

2. ADOPTION OF HKFRSs (Continued)

2.2 New/revised HKFRSs that have been issued but are not yet effective (Continued)

Amendments to HKAS 1 – Disclosure Initiative

The amendments are designed to encourage entities to use judgement in the application of HKAS 1 when considering the layout and content of their financial statements.

An entity's share of other comprehensive income from equity accounted interests in associates and joint ventures will be split between those items that will and will not be reclassified to profit or loss, and presented in aggregate as a single line item within those two groups.

Amendments to HKAS 27 – Equity Method in Separate Financial Statements

The amendments allow an entity to apply the equity method in accounting for its investments in subsidiaries, joint ventures and associates in its separate financial statements.

Amendments to HKFRS 10 and HKAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments clarify the extent of gains or losses to be recognised when an entity sells or contributes assets to its associate or joint venture. When the transaction involves a business the gain or loss is recognised in full, conversely when the transaction involves assets that do not constitute a business the gain or loss is recognised only to the extent of the unrelated investors' interests in the joint venture or associate.

2. 採納香港財務報告準則(續)

2.2 已頒佈惟尚未生效的新訂／經修訂香港財務報告準則(續)

香港會計準則第1號之修訂－披露計劃

香港會計準則第1號之修訂旨在鼓勵實體在考慮其財務報表之佈局及內容時在應用香港會計準則第1號時運用判斷。

實體應估來自於聯營公司及合營企業之以權產法入賬之權益之其他全面收入，於將會及將不會重新分類至損益之項目中分拆，並於該等兩個組別內共同作為單一項目呈列。

香港會計準則第27號之修訂－獨立財務報表之權益法

該等修訂允許實體在其獨立財務報表中就其於附屬公司、合營企業及聯營公司之投資進行會計處理時採用權益法。

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資

有關修訂澄清實體向其聯營公司或合營企業出售或注入資產時，將予確認的收益或虧損程度。當交易涉及一項業務，則須確認全數收益或虧損。反之，當交易涉及不構成一項業務的資產，則僅須就不相關投資者於合營企業或聯營公司的權益確認收益或虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2015 二零一五年十二月三十一日

2. ADOPTION OF HKFRSs (Continued)

2.2 New/revised HKFRSs that have been issued but are not yet effective (Continued) HKFRS 9 (2014) – Financial Instruments

HKFRS 9 introduces new requirements for the classification and measurement of financial assets. Debt instruments that are held within a business model whose objective is to hold assets in order to collect contractual cash flows (the business model test) and that have contractual terms that give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding (the contractual cash flow characteristics test) are generally measured at amortised cost. Debt instruments that meet the contractual cash flow characteristics test are measured at fair value through other comprehensive income (“FVTOCI”) if the objective of the entity’s business model is both to hold and collect the contractual cash flows and to sell the financial assets. Entities may make an irrevocable election at initial recognition to measure equity instruments that are not held for trading at FVTOCI. All other debt and equity instruments are measured at fair value through profit or loss (“FVTPL”).

HKFRS 9 includes a new expected loss impairment model for all financial assets not measured at FVTPL replacing the incurred loss model in HKAS 39 and new general hedge accounting requirements to allow entities to better reflect their risk management activities in financial statements.

HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities designated at FVTPL, where the amount of change in fair value attributable to change in credit risk of the liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

2. 採納香港財務報告準則(續)

2.2 已頒佈惟尚未生效的新訂／經修訂香港財務報告準則(續) 香港財務報告準則第9號(二零一四年)－財務工具

香港財務報告準則第9號引入財務資產分類及計量之新規定。按業務模式持有資產而目的為收取合約現金流之債務工具(業務模式測試)以及具產生現金流之合約條款且僅為支付本金及未償還本金利息之債務工具(合約現金流特徵測試)，一般按攤銷成本計量。倘該實體業務模式之目的為持有及收取合約現金流以及出售財務資產，則符合合約現金流特徵測試之債務工具乃以按公平值計入其他全面收入(「FVTOCI」)計量。實體可於初步確認時作出不可撤回之選擇，以FVTOCI計量並非持作買賣之股本工具。所有其他債務及股本工具乃按公平值計入損益(「FVTPL」)。

香港財務報告準則第9號就並非FVTPL之所有財務資產納入新的預期虧損減值模式(取代香港會計準則第39號之已產生虧損模式)以及新的一般對沖會計法規定，以讓實體於財務報表內更好地反映其風險管理活動。

香港財務報告準則第9號秉承香港會計準則第39號之財務負債確認、分類及計量規定，惟指定為FVTPL之財務負債除外，其因負債信貸風險變動而產生之公平值變動金額乃於其他全面收入中確認，除非此舉會引致或擴大會計錯配則作別論。此外，香港財務報告準則第9號保留香港會計準則第39號有關取消確認財務資產及財務負債之規定。

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綜合財務報表附註

31 December 2015 二零一五年十二月三十一日

2. ADOPTION OF HKFRSs (Continued)

2.2 New/revised HKFRSs that have been issued but are not yet effective (Continued)

HKFRS 15 – Revenue from Contracts with Customers

The new standard establishes a single revenue recognition framework. The core principle of the framework is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. HKFRS 15 supersedes existing revenue recognition guidance including HKAS 18 Revenue, HKAS 11 Construction Contracts and related interpretations.

HKFRS 15 requires the application of a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to each performance obligation
- Step 5: Recognise revenue when each performance obligation is satisfied

HKFRS 15 includes specific guidance on particular revenue related topics that may change the current approach taken under HKFRS. The standard also significantly enhances the qualitative and quantitative disclosures related to revenue.

Save as the main changes described above, the Group is in the process of making an assessment of the potential impact of these new/revised HKFRSs and the Directors are not yet in a position to quantify the effects on the Group's financial statements.

2. 採納香港財務報告準則(續)

2.2 已頒佈惟尚未生效的新訂／經修訂香港財務報告準則(續)

香港財務報告準則第15號 – 來自客戶合約之收益

有關新訂準則設立單一收益確認框架。框架之主要原則為實體應確認收益，以說明實體按反映交換商品及服務預期所得代價之金額向客戶轉讓所承諾商品或服務。香港財務報告準則第15號取代現有收益確認指引，包括香港會計準則第18號收益、香港會計準則第11號建築合約及相關詮釋。

香港財務報告準則第15號規定確認收益所應用之五個步驟：

- 第1步： 識別與客戶所訂立之合約
- 第2步： 識別合約之履約責任
- 第3步： 釐定交易價格
- 第4步： 分配交易價格至各履約責任
- 第5步： 於履行各履約責任時確認收益

香港財務報告準則第15號包括對與可能改變目前根據香港財務報告準則之做法之特定收益相關事宜之特定指引。有關準則亦顯著加強有關收益之定性及定量披露。

除上文所述的主要改動外，本集團亦正在評估此等新訂／經修訂香港財務報告準則的潛在影響。董事目前尚未適宜對本集團財務報表所受之影響作出量化評估。

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綜合財務報表附註

31 December 2015 二零一五年十二月三十一日

2. ADOPTION OF HKFRSs (Continued)

2.3 New Hong Kong Companies Ordinance relating to the presentation of financial statements

The Group has adopted the amendments to the Rules Governing the Listing of Securities issued by the HKEx relating to the disclosure of financial information with reference to the Hong Kong Companies Ordinance (Cap. 622) during the current financial year.

The directors consider that there is no impact on the Group's financial position or performance, however the new Hong Kong Companies Ordinance, Cap.622, impacts on the preparation and disclosures in the consolidated financial statements.

3. BASIS OF PREPARATION

3.1 Statement of compliance

The financial statements on pages 94 to 236 have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards ("HKAS") and Interpretations (hereinafter collectively referred to as the "HKFRS") and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the 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").

3.2 Basis of measurement

The financial statements have been prepared under the historical cost basis except for investment properties and leasehold buildings which are measured at fair value. The measurement bases are fully described in the accounting policies below.

The significant accounting policies that have been used in the preparation of these financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of revised/amended HKFRSs and the impacts on the Group's financial statements, if any, are disclosed in note 2.

2. 採納香港財務報告準則(續)

2.3 與呈列財務報表相關之新香港公司條例

本集團已於本財政年度內，參考香港公司條例(香港法例第622章)，採納港交所發佈之與披露財務資料有關之證券上市規則之修訂。

董事認為對本集團之財務狀況或表現並無影響，惟新香港公司條例(香港法例第622章)對綜合財務報表之編製與披露有所影響。

3. 編製基準

3.1 合規聲明

第94至236頁之財務報表乃根據所有適用之香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋(以下統稱「香港財務報告準則」)以及香港公司條例之披露規定而編製。此外，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」)所規定之適用披露。

3.2 計量基準

除按公平值列賬之投資物業及租賃樓宇之重估外，財務報表乃採用歷史成本法編製。計量基準於下列會計政策內充分說明。

編製該等綜合財務報表所採用之主要會計政策在下文概述。除另有說明者外，該等政策已於所有呈報年度貫徹應用。採納經修改／經修訂香港財務報告準則及對本集團財務報表之影響(如有)在附註2披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2015 二零一五年十二月三十一日

3. BASIS OF PREPARATION (Continued)

3.2 Basis of measurement (Continued)

It should be noted that accounting estimates and assumptions are used in preparation of the financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 5.

3.3 Functional and presentation currency

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

4.1 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31 December each year.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases. The results of the subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition or up to the effective date of the disposal, as appropriate.

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

3. 編製基準(續)

3.2 計量基準(續)

謹請留意編製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，或假設及估計對財務報表而屬重大之範圍在附註5內披露。

3.3 功能及呈列貨幣

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。

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其附屬公司截至每年十二月三十一日結算之財務報表。

當附屬公司之控制權轉移至本集團時，附屬公司全面綜合入賬，當不再有控制權時則取消綜合入賬。年內所收購或出售附屬公司之業績乃自收購生效日期起或截至出售生效日期止(按適當情況)計入綜合全面收入表。

集團公司間交易、結餘及未變現交易盈虧於編製綜合財務報表時予以撇銷。當集團內資產出售之未變現虧損於綜合入賬時撥回，則相關資產亦自本集團之角度進行減值測試。附屬公司財務報表呈報之金額於適當時予以調整，以確保符合本集團採納之會計政策。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2015 二零一五年十二月三十一日

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.1 Basis of consolidation (Continued)

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interest either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interest and the non-controlling interest are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

4. 主要會計政策概要(續)

4.1 綜合基準(續)

收購附屬公司或業務乃以收購法入賬。收購成本按本集團(作為收購方)所轉移之資產、產生之負債及發行之股權於收購日期之公平值總額計量。所收購之可識別資產及承擔之可識別負債主要按收購日期之公平值計量。本集團先前持有被收購方之股權按收購日期之公平值重新計量，所產生之盈虧於損益確認。本集團可按每宗交易選擇按公平值或按應佔被收購方可識別淨資產之比例計量非控股權益。所產生之收購相關成本一概列作開支，除非其產生於發行股本工具，此情況下，成本自股本中扣減。

收購方將予轉移之任何或然代價均按收購日期之公平值計量。倘其後對代價作出調整，僅於調整乃由於計量期間(最長為收購日期起計12個月)內所取得有關於收購日期之公平值之新資料而作出時，方通過商譽確認。分類為資產或負債之或然代價之所有其他其後調整均於損益確認。

本集團於附屬公司之權益變動(並無導致失去控制權)列作權益交易入賬。本集團之權益與非控股權益之賬面值均予以調整，以反映彼等於附屬公司相對權益之變動。非控股權益之調整額與已付或已收代價之公平值之間之任何差額，均直接於權益確認，並歸屬於本公司擁有人。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.1 Basis of consolidation (Continued)

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Where certain assets of the subsidiary are measured at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Company had directly disposed of the related assets (i.e. reclassified to profit or loss or transferred directly to retained earnings). The fair value of any investment retained in the former subsidiary at the date the control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 Financial Instruments: Recognition and Measurement or, where applicable, the cost on initial recognition of an investment in an associate or a joint venture.

Subsequent to acquisition, the carrying amount of non-controlling interest is the amount of those interests at initial recognition plus the non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interest having a deficit balance.

4. 主要會計政策概要(續)

4.1 綜合基準(續)

倘本集團失去附屬公司之控制權，出售損益乃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)該附屬公司之資產(包括商譽)及負債與任何非控股權益過往之賬面值。先前就該附屬公司於其他全面收入確認之款額按出售相關資產或負債時所規定之相同方式列賬。倘附屬公司之若干資產按重估值或公平值計量，而相關累計盈虧已於其他全面收入確認及於權益累計，則過往其他全面收入確認及於權益累計之金額會以猶如本公司已直接出售相關資產之方式入賬(即重新分類至損益或直接轉撥至保留盈利)。於失去控制權當日仍保留於該前附屬公司之任何投資之公平值，會根據香港會計準則第39號財務工具：確認及計量於往後之會計處理中被視為首次確認於聯營公司或合營企業之投資時之公平值，或(如適用)其首次確認時之成本。

收購後，非控股權益之賬面值為該等權益於首次確認時之金額加以非控股權益應佔權益其後變動之部分。全面收入總額乃歸屬於非控股權益，即使這會導致非控股權益出現虧損亦屬如此。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.2 Subsidiaries

Subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are carried at cost less any impairment loss unless the subsidiary is held for sale or included in a disposal group. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the reporting date. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.

When the Group acquires a subsidiary where the underlying assets are not integrated in forming a business to generate revenues, the transaction is accounted for as a purchase of net assets. The cost of the acquisition is allocated to the identifiable assets and liabilities acquired based on their relative fair values at the date of acquisition and no goodwill is recognised.

4. 主要會計政策概要(續)

4.2 附屬公司

附屬公司指本公司能對其行使控制權之被投資方。倘達成以下三項條件，本公司取得被投資方之控制權：有權控制被投資方，對來自被投資方之浮動回報享有承擔或權利，以及能運用對被投資方之權力以影響其所得回報。倘有情況顯示任何有關控制條件改變，則重新評估有關控制權。

在本公司財務狀況表中，於附屬公司之投資以成本值扣除任何減值虧損入賬，惟附屬公司乃持作出售或包含在出售組別中則除外。本公司按截至報告日期已收及應收股息作為附屬公司之業績入賬。所有已收取股息不論來自投資對象之收購前或後溢利，均於本公司之損益內確認。

當本集團收購一間附屬公司(其相關資產並非合併為產生收益之業務)，則交易入賬列為購買淨資產。收購成本根據所收購之可識別資產及負債各自於收購日期之公平值分配至可識別資產及負債，概不會確認商譽。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.3 Joint arrangements

The Group is a party to a joint arrangement where there is a contractual arrangement that confers joint control over the relevant activities of the arrangement to the group and at least one other party. Joint control is assessed under the same principles as control over subsidiaries.

The Group classifies its interests in joint arrangements as either:

- Joint ventures: where the group has rights to only the net assets of the joint arrangement; or
- Joint operations: where the group has both the rights to assets and obligations for the liabilities of the joint arrangement.

In assessing the classification of interests in joint arrangements, the Group considers:

- The structure of the joint arrangement;
- The legal form of joint arrangements structured through a separate vehicle;
- The contractual terms of the joint arrangement agreement; and
- Any other facts and circumstances (including any other contractual arrangements).

Joint ventures are accounted for using the equity method whereby they are initially recognised at cost and thereafter, their carrying amounts are adjusted for the Group's share of post-acquisition changes in the joint ventures' net assets except that losses in excess of the Group's interest in the joint venture are not recognised unless there is an obligation to make good those losses.

4. 主要會計政策概要(續)

4.3 合營安排

當有合約安排討論有關對本集團及至少一名其他訂約方的相關安排活動之共同控制權時，本集團為合營安排之訂約方。共同控制乃根據控制附屬公司之相同原則予以評估。

本集團將其於合營安排的權益分類為：

- 合營企業：倘本集團僅對合營安排之淨資產值擁有控制權；或
- 合營業務：倘本集團對合營安排之資產及負債責任均擁有控制權。

於評估有關於合營安排之權益之分類時，本集團會考慮：

- 合營安排之架構；
- 透過獨立實體組織之合營安排之法律形式；
- 合營安排協議之合約條款；及
- 任何其他事實及情況(包括任何其他合約安排)。

合營企業採用權益法入賬，據此該等權益初步按成本確認，其賬面值就本集團分佔合營企業淨資產值於收購後之變動而調整，但高於本集團於合營企業權益之虧損不予確認，除非有責任彌償該等虧損之情況則作別論。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.3 Joint arrangements (Continued)

Profits or losses arising on the transactions between the Group and its joint ventures are recognised only to the extent of unrelated investors' interests in the joint venture. The investors' share in the joint venture's profits and losses resulting from these transactions is eliminated against the carrying value of the joint venture. Where unrealised losses provide evidence of impairment of the assets transferred they are recognised immediately to profit or loss.

Any premium paid for an investment in a joint venture above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the investment in joint venture. Where there is objective evidence that the investment in a joint venture has been impaired, the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

The Group accounts for its interests in joint operations by recognising its share of assets, liabilities, revenues and expenses in accordance with its contractually conferred rights and obligations.

4.4 Goodwill

Set out below are the accounting policies on goodwill arising on acquisition of subsidiary.

Goodwill represents the excess of the aggregate of the fair value of the consideration transferred and the amount recognised for any non-controlling interest in the acquiree over the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities.

Where the fair value of the identifiable assets, liabilities and contingent liabilities exceed the aggregate of the fair value of consideration paid and the amount recognised for any non-controlling interests, the excess is recognised immediately in profit or loss on the acquisition date.

4. 主要會計政策概要(續)

4.3 合營安排(續)

本集團與其合營企業之間交易產生之損益僅於不相關投資人於合營企業擁有權益時方才確認。該等交易產生之投資人分佔合營企業溢利及虧損與合營企業之賬面值對銷。倘未變現虧損證明資產轉移之減值，則其及時於損益確認。

就於合營企業之投資所支付高於本集團分佔所收購可識別資產、負債及或然負債之任何溢價須撥充資本及計入於合營企業投資之賬面值。倘有客觀證據顯示於合營企業之投資已出現減值，則投資之賬面值須如同其他非金融資產按同一方式進行減值測試。

本集團按照其合約賦予之權利及責任，透過確認其分佔之資產、負債、收入及開支，為其於共同營運之權益入賬。

4.4 商譽

下文載列收購附屬公司所產生商譽之會計政策。

商譽指所轉讓代價之公平值及就於被收購方之任何非控股權益確認之金額總額超出被收購方可識別資產、負債及或然負債之公平淨值之差額。

倘可識別資產、負債及或然負債之公平值超過已付代價之公平值及就任何非控股權益確認之金額之總額，差額於收購日期即時於損益內確認。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.4 Goodwill (Continued)

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the business combination. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired.

For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

Impairment losses for goodwill recognised in an interim period are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

On subsequent disposal of a subsidiary or cash-generating unit, any attributable amount of goodwill is included in the calculation of the gain or loss on disposal.

4. 主要會計政策概要(續)

4.4 商譽(續)

商譽乃按成本減累計減值虧損列賬。業務合併產生之商譽分配至預期受惠於業務合併之協同效益之各有關現金產生單位或現金產生單位組別。獲分配商譽之現金產生單位每年或於有跡象顯示該單位可能出現減值時進行減值測試。

就於財政年度內進行收購所產生之商譽而言，獲分配商譽之現金產生單位於該財政年末前進行減值測試。當現金產生單位之可收回金額少於該單位之賬面值，減值虧損會被分配以首先減少該單位獲分配之任何商譽賬面值，再根據該單位各資產之賬面值按比例分配予該單位之其他資產。商譽之任何減值虧損於損益確認且不會於其後期間撥回。

於中期就商譽確認之減值虧損不得於其後之期間撥回。即使僅於該中期相關之財政年度末時評估將並無減值虧損予以確認或較少之減值虧損予以確認亦當如此。

其後出售附屬公司或現金產生單位時，任何應佔商譽金額於計算出售盈虧時包括在內。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.5 Investment properties

Investment properties are properties held either to earn rental income and/or for capital appreciation (including properties under construction 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 purpose.

Investment properties are measured at cost, including transaction cost, on initial recognition. Subsequent to initial recognition, investment properties are measured at fair value with any change therein 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.

4.6 Property, plant and equipment

The leasehold 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.

Revaluations are performed with sufficient regularity to ensure that the carrying amount of these assets does not differ materially from that which would be determined using fair value at the end of the reporting period.

4. 主要會計政策概要(續)

4.5 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物業)，而非為於日常業務過程中出售、用作生產或供應商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(包括交易成本)計量。經首次確認後，投資物業按公平值計量，其中任何變動則於損益確認。

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)於損益確認。

4.6 物業、廠房及設備

持作自用之租賃樓宇按重估值列賬，即其於重估日期之公平值減任何其後累計折舊。

重估乃足夠定期性進行，以確保該等資產之賬面值不會與於報告期末採用公平值釐定之數額出現重大差異。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.6 Property, plant and equipment (Continued)

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

Other items of property, plant and equipment, including the leasehold land held for own use, are stated at cost less accumulated depreciation and 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. 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)

4.6 物業、廠房及設備(續)

重估產生之任何增值在其他全面收入中確認，並另行撥入權益之資產重估儲備，除非有關資產之賬面值之前曾出現重估減值。重估增值計入損益，但以之前曾在損益確認任何減值之數額為限，增值之餘額於其他全面收入中處理。租賃樓宇於重估時產生之賬面淨值減值在其他全面收入中確認，惟以資產重估儲備內有關同一資產之重估盈餘為限，而減值餘額則在損益中確認。

其他物業、廠房及設備項目(包括持作自用之租賃土地)乃按成本減累計折舊及累計減值虧損列賬。

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。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)

4.6 Property, plant and equipment (Continued)

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

| | |
|-----------------------------------|-----------------------|
| Leasehold land | Over the lease period |
| Leasehold buildings | 2% |
| Leasehold improvements | 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.

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

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. Any relevant revaluation surplus remaining in equity is transferred directly to retained profits on the disposal of leasehold building.

4.7 Properties held for development

Properties held for development represent operating lease prepayments on agricultural leasehold land and any directly attributable expenditure, with the intention for holding for long-term purposes or where no decision has yet been made on their future use are included in the statement of financial position as non-current assets. Since the fair value of such agricultural leasehold land held for development cannot generally be reliably determined, they are measured at cost, less accumulated amortisation and impairment losses.

4. 主要會計政策概要(續)

4.6 物業、廠房及設備(續)

折舊按物業、廠房及設備之估計可用期按直線基準按下列年率計算撥備以撇銷其成本/重估值：

| | |
|----------|-----------|
| 租賃土地 | 於租期內 |
| 租賃樓宇 | 2% |
| 租賃物業裝修 | 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。

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。

出售之盈虧即出售所得款項淨額與資產賬面值之差額，在損益中確認。出售租賃樓宇時仍在權益中之任何有關重估盈餘直接轉撥往保留溢利。

4.7 待發展物業

擬長期持有或尚未決定未來用途之待發展物業指農業租賃土地之經營租賃預付款項及任何直接應佔開支，乃於財務狀況表列為非流動資產。由於該農業租賃土地之公平值一般不能可靠釐定，故該等物業乃按成本減累計攤銷及減值虧損計量。

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綜合財務報表附註

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.8 Impairment of other non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of properties held for development to determine whether there is any indication that they have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- Investments in subsidiaries and a joint venture (except for those classified as held for sales (or included in a disposal group that is classified as held for sale) (see note 4.20);
- Property, plant and equipment under cost model; and
- Properties held for development

If the recoverable amount (i.e. the greater of the fair value less costs to sell and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under the Group's accounting policy, in which case the impairment loss is treated as a revaluation decrease according to that policy.

Where an impairment loss subsequently reverses, the carrying amount of the asset 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 in prior years. A reversal of an impairment loss is recognised as income immediately.

4. 主要會計政策概要(續)

4.8 其他非財務資產減值

於各報告期末，本集團審閱待發展物業之賬面值，以釐定有否任何跡象顯示該等資產已出現減值虧損或過往確認之減值虧損不再存在或經已減少：

- 於附屬公司及一家合營企業之投資(分類為持作出售或包含在分類為持作出售之出售組別者除外)(見附註4.20)；
- 成本模式下之物業、廠房及設備；及
- 待發展物業。

倘資產之可收回金額(即公平值減出售成本與使用價值之較高者)估計低於其賬面值，則該資產之賬面值會調低至可收回金額。減值虧損即時確認為開支，除非有關資產根據本集團之會計政策按重估值列賬，則在該情況下，減值虧損乃根據該政策作為重估減值處理。

倘減值虧損其後撥回，該資產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。減值虧損撥回即時確認為收入。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Leases

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

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.

The Group as lessor under operating lease

Rental income from operating leases is recognised in profit or loss on the 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 recognised as an expense on the straight-line basis over the lease term. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

The Group as lessee under operating lease

The 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. Contingent rental are charged to profit or loss in the accounting period in which they are incurred.

4. 主要會計政策概要(續)

4.9 租賃

倘本集團決定於協定期限內將特定資產使用權出讓以換取一筆或一連串付款之安排，包括一項交易或連串交易之該項安排則屬於或包括一項租賃。該項決定乃基於安排內容之估值而作出，而不論該項安排是否採取租賃之法律形式。

倘租賃之條款轉讓所有權絕大部分風險及回報予本集團，則租賃分類為融資租賃。所有其他租賃分類為經營租賃。

本集團作為經營租賃之出租人

經營租賃之租金收入於有關租賃年期內按直線基準於損益確認。於磋商及安排經營租賃時產生之初次直接成本乃加至租賃資產之賬面值於租賃年期內按直線基準確認為開支。所授出之租賃優惠乃於損益中確認為淨應收租賃款項總額之一部分。或然租金於所賺取之會計期間確認為收入。

本集團作為經營租賃之承租人

經營租賃項下應付租金總額於有關租賃年期內按直線基準於損益確認。所獲得之租賃優惠在損益中確認為淨租賃付款總額之組成部分。或然租金在其產生之會計期間內在損益中扣除。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.10 Financial instruments

(i) Financial assets

The Group classifies its financial assets at initial recognition, depending on the purpose for which the asset was acquired. Financial assets are initially measured at fair value plus directly attributable transaction costs. Regular way purchases and sales of financial assets are recognised and derecognised on a trade date basis. A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or convention in the marketplace concerned.

Loans and receivables

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (trade debtors), and also incorporate other types of contractual monetary asset. Subsequent to initial recognition, they are carried at amortised cost using the effective interest method, less any identified impairment losses.

Available-for-sale financial assets

These assets are non-derivative financial assets that are either designated as available-for-sale or are not included in other categories of financial assets. Subsequent to initial recognition, these assets are carried at fair value with changes in fair value recognised in other comprehensive income and accumulated separately in the available-for-sale financial assets revaluation reserve in equity, except for impairment losses and foreign exchange gains and losses on monetary instruments, which are recognised in profit or loss.

4. 主要會計政策概要(續)

4.10 財務工具

(i) 財務資產

本集團於首次確認時基於收購資產之目的決定其財務資產之分類。財務資產於首次確認時按公平值加直接應佔交易成本計量。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。按一般方式買賣指根據條款規定於一般按有關市場規則或慣例設定之時限內交付資產之合約進行之財務資產買賣。

貸款及應收款項

該等資產為非衍生財務資產，有固定或既定之還款規定，且並無在活躍市場報價。該等資產主要透過向客戶提供貨品及服務而產生(貿易應收賬)，亦包括其他種類之合約貨幣資產。首次確認後，該等資產使用實際利率法按攤銷成本減任何已識別減值虧損列賬。

可供出售財務資產

該等資產包括指定為可供出售或並非包括於財務資產之其他分類之非衍生財務資產。首次確認後，該等資產乃按公平值計量，公平值變動則於其他全面收入中確認，並另行撥入權益之待出售財務資產重估儲備予以累計，惟貨幣工具之減值虧損及外匯損益在損益中確認。

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綜合財務報表附註

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.10 Financial instruments (Continued)

(i) Financial assets (Continued)

Available-for-sale financial assets (Continued)

The fair value of available-for-sale monetary assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the reporting date. The change in fair value attributable to translation differences that result from a change in amortised cost of the asset is recognised in profit or loss, and other changes are recognised in other comprehensive income.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses.

4. 主要會計政策概要(續)

4.10 財務工具(續)

(i) 財務資產(續)

可供出售財務資產(續)

以外幣為單位之待出售貨幣資產公平值按該外幣釐定並按於報告日期之現貨匯率換算。因資產攤銷成本變動導致之兌換差額公平值變動在損益中確認，而其他變動在其他全面收入中確認。

無活躍市場報價及其公平值不能可靠地計算之可供出售股本投資，以及與無報價股本工具相連並須以交付上述股本工具之方式平倉之衍生工具，乃以成本減任何已識別減值虧損計量。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.10 Financial instruments (Continued)

(ii) Impairment of financial assets

The Group assesses, at the end of each reporting period, whether there is any objective evidence that financial asset is impaired. Financial asset is impaired if there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated. Evidence of impairment may include:

- significant financial difficulty of the debtor;
- a breach of contract, such as default or delinquency in interest or principal payments;
- granting concessions to a debtor because of debtor's financial difficulty;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and
- significant changes in technological, market, economic or legal environment that have an adverse effect on the debtor.

4. 主要會計政策概要(續)

4.10 財務工具(續)

(ii) 財務資產之減值

本集團於各報告期末評估是否有任何客觀證據顯示財務資產已經減值。倘因於首次確認資產後發生之一項或多項事件而出現客觀減值證據，而該事件對財務資產之估計未來現金流量所造成之影響能可靠估計，則該財務資產出現減值。減值證據包括：

- 債務人出現重大財務困難；
- 違約，例如拖欠或無法如期償還利息或本金；
- 因債務人之財政困難而向債務人授出寬充；
- 債務人可能破產或進行其他財務重組；及
- 科技、市場、經濟或法律環境之重大變化對債務人構成不利影響。

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綜合財務報表附註

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.10 Financial instruments (Continued)

(ii) Impairment of financial assets (Continued)

Loans and receivables

An impairment loss is recognised in profit or loss and directly reduces the carrying amount of financial asset when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. The carrying amount of financial asset is reduced through the use of an allowance account. When any part of financial asset is determined as uncollectible, it is written off against the allowance account for the relevant financial asset.

Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

4. 主要會計政策概要(續)

4.10 財務工具(續)

(ii) 財務資產之減值(續)

貸款及應收款項

減值虧損於損益確認及於有客觀證據顯示資產已經減值時直接扣減財務資產之賬面值，並按資產賬面值與按原實際利率貼現之估計未來現金流量現值之差額計量。財務資產之賬面值透過使用撥備賬扣減。當財務資產任何部分被釐定為不可收回時，則於相關財務資產之撥備賬撇銷。

倘若有關資產可收回金額增加可客觀地與確認減值後發生之事件有關連，則於其後期間撥回減值虧損，惟資產於撥回減值當日之賬面值不得超過如無確認減值之原有攤銷成本。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.10 Financial instruments (Continued)

(ii) Impairment of financial assets (Continued)

Available-for-sale financial assets

Where a decline in the fair value constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognised in profit or loss.

Any impairment losses on available-for-sale debt investments are subsequently reversed in profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

For available-for-sale equity investment, any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income.

For available-for-sale equity investment that is carried at cost, the amount of impairment loss is measured as the difference between the carrying amount of the asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss is not reversed.

4. 主要會計政策概要(續)

4.10 財務工具(續)

(ii) 財務資產之減值(續)

可供出售財務資產

當公平值減少構成客觀減值證據，則該虧損金額會自權益扣除，並在損益內確認。

倘投資之公平值增加可客觀地與確認減值虧損後發生之事件有關，則可供出售債務投資之任何減值虧損其後於損益撥回。

可供出售股本投資之減值後之任何公平值增加乃於其他全面收入中確認。

就以成本列賬之可供出售股本投資而言，減值金額是以資產之賬面值與以同類財務資產之當時市場回報率折現之預計未來現金流量現值之間之差額計量。有關減值虧損不會撥回。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.10 Financial instruments (Continued)

(iii) Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand, demand deposits with banks and short term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, and form an integral part of the Group's cash management.

(iv) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at amortised cost are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at amortised cost

Financial liabilities at amortised cost including trade and other payables and borrowings are measured at amortised cost, using the effective interest method. The related interest is recognised in accordance with the Group's accounting policy for borrowing costs (note 4.14).

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

(v) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

4. 主要會計政策概要(續)

4.10 財務工具(續)

(iii) 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、銀行活期存款以及原定到期日為三個月或以下隨時可轉換為已知數額現金且價值變動風險不大之其他短期高流通性投資，乃本集團現金管理其中部分。

(iv) 財務負債

本集團基於產生負債之目的決定其財務負債之分類。按攤銷成本列賬之財務負債初次按公平值扣除直接應佔已產生之成本計量。

按攤銷成本列賬之財務負債

按攤銷成本列賬之財務負債(包括貿易及其他應付款項及借貸)乃採用實際利率法按攤銷成本計量。相關利息根據本集團有關借貸成本之會計政策(附註4.14)確認。

當負債透過攤銷過程取消確認，則於損益確認盈虧。

(v) 實際利率法

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收息開支之方法。實際利率為於財務資產或負債之預計年期或(如適當)較短期間內準確貼現估計未來現金收入或付款之利率。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.10 Financial instruments (Continued)

(vi) Equity instruments

Ordinary shares issued by the Company are recorded at the proceeds received, net of direct issue costs.

(vii) Financial guarantee contract

A financial guarantee contract is a contract that requires the issuer (or guarantor) to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income within trade and other payables. Where consideration is received or receivable for the issuance of a guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised or it is recorded as investment in subsidiaries (where the financial guarantee is in respect of group companies) on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantee issued. In addition, provisions are recognised if and when it becomes probable that the holder of the guarantee will call upon the Group under the guarantee and the amount of that claim on the Group is expected to exceed the current carrying amount.

4. 主要會計政策概要(續)

4.10 財務工具(續)

(vi) 股本工具

本公司發行之普通股乃按已收所得款項減直接發行成本記賬。

(vii) 財務擔保合約

財務擔保合約為因指定債務人未能按債務工具之條款如期付款時，發出者(或擔保人)需支付指定金額予持有人以補償其所遭受虧損之合約。

倘本集團發出財務擔保，擔保之公平值首次確認為貿易及其他應付款項內之遞延收入。倘發出擔保之代價獲取或可收取，則代價按本集團適用於該類資產之政策予以確認。倘有關代價未能收取或不可收取，則於首次確認任何遞延收入時立即確認開支或記錄為於附屬公司之投資(倘財務擔保乃就集團公司而作出)。

初次確認為遞延收入之擔保金額於擔保期間在損益內攤銷，作為發出財務擔保之收入。此外，於及當有可能出現擔保持有人將要求本集團承擔擔保項下之責任，且預期針對本集團之申索金額會超過當時之賬面值時，則確認撥備。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.10 Financial instruments (Continued)

(viii) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKAS 39. When an available-for-sale financial asset is derecognised, the cumulative gain or loss is reclassified from equity to profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

4.11 Inventories

Inventories are initially recognised at cost, and subsequently carried at the lower of cost and net realisable value.

Properties under development

The cost of properties under development comprises the acquisition cost of land, development expenditure, other direct expenses and capitalised borrowing costs (see note 4.14).

Net realisable value represents the estimated selling price in the ordinary course of business less estimated cost of completion and the estimated costs necessary to make the sale.

4. 主要會計政策概要(續)

4.10 財務工具(續)

(viii) 取消確認

當與財務資產有關之未來現金流量之合約權利屆滿或當財務資產已轉讓，而轉讓根據香港會計準則第39號符合取消確認標準時，本集團將取消確認財務資產。當可供出售財務資產取消確認，累計盈虧自權益重新分類至損益。

當有關合約訂明之責任解除、註銷或屆滿，將取消確認財務負債。

4.11 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入賬。

發展中物業

待出售發展中物業之成本包括收購土地之收購成本、發展開支、其他直接開支及已資本化借貸成本(見附註4.14)。

可變現淨值指日常業務過程中之估計售價減估計完工成本及進行銷售所必要之估計成本。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.12 Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue and costs, if applicable, can be measured reliably.

Revenue from sales of properties is recognised when the sale and purchase agreements have been signed and the related conditions, if any, have been fulfilled.

Rental income under operating leases is recognised on a straight-line basis over the term of the relevant lease. Lease incentives granted are recognised in the profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

Revenue from sales of properties under development is recognised when the significant risks and rewards of ownership of these properties under development have been transferred to the purchasers and the Group retains neither continuing involvement to the degree usually associated with ownership nor effective control over properties under development. The transfer of risks and rewards of ownership is evidenced by the passing of possession of properties to the purchaser when the properties' hand-over confirmation is executed by the Group and the purchaser. Deposits and instalments received from purchasers prior to this stage are included in current liabilities and are not recognised as revenue.

Income from management services, property repairs and maintenance services are recognised in the period when the respective services are rendered.

Interest income is recognised on a time basis on the principal outstanding at the effective interest rate.

4. 主要會計政策概要(續)

4.12 收益確認

當本集團可能獲得經濟利益且能可靠計算收益及成本(如適用)，則會確認收益。

物業銷售收益於買賣協議已簽訂及相關條件(如有)已獲達成時予以確認。

經營租賃之租金收入於有關租賃年內按直線基準確認。租賃優惠計入應收租金淨額總和在損益中確認。或然租金在收取之會計期間確認為收入。

銷售發展中物業產生之收益，於該等發展中物業擁有權之風險及回報經已大部份轉移至買家，而本集團不再繼續涉及一般與發展中物業有關之擁有權，亦不再對發展中物業具有實際控制權時確認。當本集團與買家簽立物業轉手確認書時將物業的管有權轉交買家，即屬轉移擁有權的風險及回報之憑證。於此階段前向買家收取之訂金及分期付款項列為流動負債，且不會確認為收益。

管理服務、物業維修及保養服務收入於提供有關服務期間確認。

利息收入乃根據未償還本金按實際利率以時間基準確認。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.13 Foreign currency

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

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined and are reported as part of the fair value gain or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into 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 the 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 translation 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. When a foreign operation is sold, such exchange differences are reclassified from equity to profit or loss as part of the gain or loss on sale.

4. 主要會計政策概要(續)

4.13 外幣

對於綜合入賬公司各自之財務報表所入賬之外幣交易，採用交易日之主要匯率換算為各公司之功能貨幣。於報告日期，以外幣計值之貨幣資產及負債乃以結算日適用之匯率換算。該等交易之結算及於結算日重新換算貨幣資產及負債引致之外匯損益，在損益中確認。

以公平值入賬且以外幣計值之非貨幣項目，乃按公平值釐定日期之主要匯率重新換算，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入賬之非貨幣項目概不重新換算。

在綜合財務報表中，所呈報貨幣與本集團呈報貨幣不同之外國業務之所有個別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，假設該期間之匯率並無重大波動。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股本之兌換儲備。收購外國業務出現之商譽及公平值調整當作外國業務之資產及負債，按結算日之匯率換算為港幣。於出售外國業務時，該等兌換差額由權益重新分類為損益作為出售損益之其中部分。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.14 Borrowing costs

Borrowing costs incurred for the construction of any qualifying assets are capitalised during the period of time that is required to complete and prepare the assets for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Other borrowing costs are expensed when incurred.

Borrowing costs are capitalised as part of the cost of a qualifying asset when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are being undertaken. Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

4. 主要會計政策概要(續)

4.14 借貸成本

就建設任何合資格資產所產生之借貸成本於所需完工及將資產達致其擬定用途期間內撥作資本。合資格資產乃需一段長時間方達致其擬定用途或出售之資產。其他借貸成本於產生時列為開支。

當資產產生開支、產生借貸成本，及進行所需活動以準備資產達致其擬定用途或出售時，借貸成本予以資本化為合資格資產之成本部分。當準備合資格資產達致其擬定用途或出售所需之所有活動已大致完成時，借貸成本不再作資本化。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.15 Income taxes

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 calculated using the liability method on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

An exception to the general requirement on determining the appropriate tax rate used in measuring deferred tax amount is when an investment property is carried at fair value under HKAS 40 "Investment Property". Unless the presumption is rebutted, the deferred tax amounts on these investment properties are measured using the tax rates that would apply on sale of these investment properties at their carrying amounts at the reporting date. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all the economic benefits embodied in the property over time, rather than through sale.

4. 主要會計政策概要(續)

4.15 所得稅

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務法規，基於該年度應課稅溢利計算。所有即期稅務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財務報表內資產與負債賬面值與其相應稅基間之暫時性差額使用負債法計算。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務進賬確認，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。

釐定計量遞延所得稅金額所用適當稅率一般規定之例外情況，是當投資物業根據香港會計準則第40號「投資物業」按公平值列賬時。除非假設被推翻，否則該等投資物業之遞延稅項金額於報告日期按賬面值出售該等投資物業適用之稅率計量。當投資物業可予折舊並根據一個商業模式而持有，而該商業模式之目的為隨著時間推移而消耗該物業所體現之絕大部分經濟利益(而非透過出售)時，該假定即被推翻。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.15 Income taxes (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 jointly controlled entity, 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 is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the reporting date.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly to equity.

4. 主要會計政策概要(續)

4.15 所得稅(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)所產生之暫時差額並不影響應課稅溢利或會計損益，則不會就此確認遞延稅項資產及負債。

投資附屬公司及共同控制實體所產生之應課稅暫時差額須確認遞延稅項負債，惟倘本集團可以控制暫時差額之撥回及暫時差額不會在可見將來撥回者除外。

倘遞延稅項已或大致上被制定，於報告日期遞延稅項以預期支付負債或變現資產期間時所適用稅率計算及不須貼現。

遞延稅項資產或負債之變動於損益中確認，或倘其與自其他全面收入扣除或計入之項目有關或直接與權益有關，則乃於其他全面收入或直接於權益中確認。

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綜合財務報表附註

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.15 Income taxes (Continued)

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.

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if,

- (a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
 - (i) the same taxable entity; or
 - (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

4. 主要會計政策概要(續)

4.15 所得稅(續)

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) 本集團有權合法強制抵銷已確認金額;及
- (b) 擬按淨額基準結算,或同步變現資產及結算負債。

倘(及僅倘)出現以下情況,則本集團之遞延稅項資產與遞延稅項負債乃按淨額呈列:

- (a) 實體擁有即期稅項資產抵銷即期稅項負債之法定強制性權利;及
- (b) 遞延稅項資產及遞延稅項負債是與同一稅收部門就以下其中一項徵收之所得稅相關:
 - (i) 同一應課稅實體;或
 - (ii) 不同之應課稅實體,而該等實體計劃在日後預期清償或收回大筆款項遞延稅項負債或資產之每段期間內,按淨額結算即期稅項負債及資產或同時變現資產及清償負債。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.16 Employee benefits

(i) Defined contribution retirement plans

Retirement benefits to employees are provided through defined contribution plans.

The Group operates a defined contribution retirement benefit plan under the Mandatory Provident Fund Schemes Ordinance, for all of its employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries.

The employees of the Group's subsidiaries which operate in the People's Republic of China, except Hong Kong (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.

Contributions are recognised as an expense in profit or loss as employees render services during the year. The Group's obligations under these plans are limited to the fixed percentage contributions payable.

(ii) Short-term employee benefits

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the reporting date.

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

4. 主要會計政策概要(續)

4.16 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。

本集團根據強制性公積金計劃條例，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。

本集團於中華人民共和國(「中國」)(除香港外)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。

供款於僱員提供服務之年度內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) 短期僱員福利

僱員可享有之年假在彼等放假時確認。截至報告日期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。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.16 Employee benefits (Continued)

(iii) Share-based employee compensation

All employee services received in exchange for the grant of any share-based compensation are measured at their fair values. These are indirectly determined by reference to the share options awarded. Their value is appraised at the grant date and excludes the impact of any non-market vesting conditions.

All share-based compensation is recognised as an expense in profit or loss over the vesting period if vesting conditions apply, or recognised as an expense in full at the grant date when the equity instruments granted vest immediately unless the compensation qualifies for recognition as an asset, with a corresponding increase in employee share-based equity reserve in equity. If vesting periods or other vesting conditions apply, the expense is recognised over the vesting period, based on the best available estimate of the number of equity instruments expected to vest. Non-market vesting conditions are included in assumptions about the number of equity instruments that are expected to vest. Estimates are subsequently revised, if there is any indication that the number of share options expected to vest differs from previous estimates.

At the time when the share options are exercised, the amount previously recognised in employee share-based equity reserve will be transferred to share premium. After vesting date, when the vested share options are later forfeited or are still not exercised at the expiry date, the amount previously recognised in employee share-based equity reserve will be transferred to retained profits.

4. 主要會計政策概要(續)

4.16 僱員福利(續)

(iii) 以股份為基礎支付之僱員報酬任何以股份為基礎支付之報酬獲得之所有僱員服務均按公平值計量，以所授出購股權之價值間接計算。而計價以授出日期為準，須扣除與市場無關之歸屬條件影響之價值。

所有以股份為基礎支付之報酬於歸屬期在損益確認為開支(若歸屬條件適用)，或於授出之股本工具即時歸屬時在授出日期悉數確認為開支，除非有關報酬符合資格確認為資產，並在權益之員工股份權益儲備相應增加。倘歸屬期或其他歸屬條件適用，則開支會於歸屬期內按照預期歸屬之股本工具數目之最佳可得估計確認。於假設預期將歸屬之股本工具數目時會計入非市場歸屬條件。倘有任何跡象顯示預期歸屬之購股權數目與過往之估計不同，則會於其後修訂估計。

於購股權獲行使時，先前於員工股份權益儲備確認之款額將轉入股份溢價。於歸屬日期後當已歸屬之購股權其後被沒收或於到期日尚未行使，早前於員工股份權益儲備確認之金額將轉入保留溢利。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.17 Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one of more future uncertain events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

4.18 Related parties

(a) A person or a close member of that person's family is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of key management personnel of the Group or the Company's parent.

4. 主要會計政策概要(續)

4.17 撥備及或然負債

倘本集團因過往事件而須承擔現有法定或推定責任，而履行該責任時有可能涉及經濟利益流失，並能作出可靠估計，則確認有關撥備。若貨幣之時間價值乃屬重大，則撥備按履行該責任預計所需開支之現值列賬。

所有撥備於各報告日期作出檢討並作出調整以反映當時之最佳估計。

倘若導致經濟利益流失之可能性不大，或該金額無法作出可靠估計，該責任會披露為或然負債，除非導致經濟利益流失之可能性極低。潛在責任(須視乎日後是否發生一宗或多宗事件而確定其會否存在)亦會披露為或然負債，除非導致經濟利益流失之可能性極低。

4.18 關聯人士

(a) 倘適用下列情況，該名人士或該名人士之近親家屬成員便被視為與本集團有關聯：

- (i) 對本集團有控制權或共同控制權；
- (ii) 對本集團有重大影響力；或
- (iii) 為本集團或本公司母公司主要管理人員。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.18 Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions apply:
- (i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) both entities are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity); or
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

4. 主要會計政策概要(續)

4.18 關聯人士(續)

- (b) 倘適用下列情況，該實體便被視為與本集團有關聯：
- (i) 該實體及本集團屬同一集團之成員(即各母公司、附屬公司及同系附屬公司互相關聯)；
 - (ii) 一個實體為另一實體之聯營公司或合營企業(或為某一集團之成員之聯營公司或合營企業，而該另一實體為此集團之成員)；
 - (iii) 兩個實體皆為相同第三方之合營企業；
 - (iv) 一個實體為第三實體之合營企業及另一實體為第三實體之聯營公司；
 - (v) 該實體為本集團或與本集團有關聯之實體之僱員福利而設之離職後福利計劃；
 - (vi) 該實體受(a)部所識別之人士控制或共同控制；
 - (vii) 於(a)(i)所識別對實體有重大影響之人士，或是實體(或實體之母公司)高級管理人員；或
 - (viii) 該實體或一個集團的任何成員公司向本集團或本集團的母公司提供主要管理人員服務。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.18 Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions apply: (Continued)

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

4. 主要會計政策概要(續)

4.18 關聯人士(續)

- (b) 倘適用下列情況，該實體便被視為與本集團有關聯：(續)

某一人士之近親家屬成員指預期可影響該人士與實體進行買賣或於買賣時受該人士影響之有關家屬成員並包括：

- (i) 該名人士之子女及配偶或家庭夥伴；
- (ii) 該名人士之配偶或家庭夥伴之子女；及
- (iii) 該名人士或該名人士之配偶或家庭夥伴之受養人。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.19 Segment reporting

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 resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major business lines.

The Group has identified the following reportable segments:

Property assembly : Properties assembly and sales of business properties

Property development : Development of residential, commercial and industrial properties

Property leasing : Property rental including signage rental and provision of office facilities and services

Building management and other services : Provision of building management, property repairs and maintenance services

Each of these operating segments is managed separately as each of the business lines requires different resources as well as operating approaches.

The reporting segment results exclude finance costs, share of results of a joint venture, net (loss)/gain on fair value adjustments on investment properties, income taxes, gain on disposal of subsidiaries, loss on disposal of a joint venture and unallocated income and expenses which are not directly attributable to the business activities of any operating segment, are not included in arriving at the operating results of the operating segment.

4. 主要會計政策概要(續)

4.19 分類呈報

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。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下列主要業務線釐定。

本集團已識別下列可呈報分類：

物業合併業務 : 物業合併及物業銷售

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提供辦公室設備及服務

樓宇管理及其他服務 : 提供樓宇管理、物業維修及保養服務

由於各業務線需要不同資源及經營方針，故各業務分類分開管理。

報告分類計算經營分類之可呈報分類業績時，不包括融資成本、應佔一家合營企業業績、投資物業公平值調整之(虧損)/增值淨額值、所得稅、出售附屬公司之收益、出售一家合營企業之虧損以及並非任何營運分類直接應佔之業務活動之未分類收入及費用。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.19 Segment reporting (Continued)

The revenue of others segment represents the management and service fee income received from fellow subsidiaries.

Segment assets include property, plant and equipment, inventories, loans and receivables and operating cash and mainly exclude available-for-sale financial assets and interest in a joint venture which are not directly attributable to the business activities of any operating segment.

Segment liabilities comprise operating liabilities and exclude corporate liabilities which are not directly attributable to the business activities of any operating segment and are not allocated to a segment. Corporate liabilities include provision for income tax, deferred tax liabilities and corporate borrowings.

4. 主要會計政策概要(續)

4.19 分類呈報(續)

其他分類之收益指自同系附屬公司收取之管理及服務費收入。

分類資產包括物業、廠房及設備、存貨、貸款及應收款項，以及經營現金，並主要不包括未能直接分類之任何營運業務活動，如可供出售財務資產及於一家合營企業之權益。

分類負債包括經營負債，並不包括任何未能直接分類之經營業務活動之企業負債。企業負債包括所得稅撥備、遞延稅項負債及企業借貸。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.20 Non-current assets held for sale and disposal groups

Non-current assets and disposal groups are classified as held for sale when:

- they are available for immediate sale;
- management is committed to a plan to sell;
- it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn;
- an active programme to locate a buyer has been initiated;
- the asset or disposal group is being marketed at a reasonable price in relation to its fair value; and
- a sale is expected to complete within 12 months from the date of classification.

Non-current assets and disposal groups classified as held for sale are measured at the lower of:

- their carrying amount immediately prior to being classified as held for sale in accordance with the Group's accounting policy; and
- fair value less costs to sell.

Following their classification as held for sale, non-current assets (including those in a disposal group) are not depreciated.

The results of operations disposed of during the year are included in profit or loss up to the date of disposal.

4. 主要會計政策概要(續)

4.20 持作出售之非流動資產及出售組別

如符合以下條件，非流動資產及出售組別分類為持作出售：

- 可供即時出售；
- 管理層承諾進行出售計劃；
- 計劃作出重大變動或撤回計劃之可能性不大；
- 已展開計劃積極物色買家；
- 資產或出售組別以對其公平值而言屬合理之價格進行市場推廣；及
- 預期出售可於分類日期起計12個月內完成。

分類為持作出售之非流動資產及出售組別以下列較低者計量：

- 根據本集團之會計政策，緊接分類為持作出售類別前之賬面值；及
- 公平值減出售成本。

於分類為持作出售類別後，非流動資產(包括於出售組別者)將不予折舊。

年內出售之業務之業績列入損益表並計至出售日期為止。

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experiences and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Critical judgments in applying accounting policies

(i) Estimated fair value of investment properties and leasehold buildings

As at the reporting date, the Group's investment properties and leasehold buildings are stated at fair value based on the valuation performed by an independent qualified professional valuer. In determining the fair value, the valuers have based their valuation on existing use and the redevelopment basis which involves certain estimates, including comparable market transactions, appropriate capitalisation rates and reversionary income potential and redevelopment potential. In relying on the valuation, management has exercised their judgement and are satisfied that the methods of valuation adopted are appropriate for the relevant property and reflective of current market conditions.

5. 主要會計估計及判斷

本集團會不斷基於過往經驗及其他因素檢討估計及判斷，有關因素包括在相關情況下應為合理之未來事件。

本集團對未來作出估計及假設。會計估計如其定義，甚少與實際結果相符。有重大風險可能會導致下個財政年度對資產及負債賬面值作出重大調整之估計及假設在下文討論。

(a) 應用會計政策時之主要判斷

(i) 投資物業及租賃樓宇之估計公平值

於報告日期，本集團之投資物業及租賃樓宇按獨立合資格專業估值師進行之估值以公平值列賬。於釐定公平值時，估值師已以現有用途及重建基準進行估值，當中涉及以包括可比較市場交易、適當資本化比率以及潛在複歸收入及重建潛力之若干估計為基準。於依賴進行估值時，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。

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(a) Critical judgments in applying accounting policies (Continued)

(ii) Net realisable value of properties under development

Management determines the net realisable value of properties under development by using prevailing market data such as most recent sale transactions and 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.

(iii) Impairment of trade and other receivables

The Group's management determines the provision for impairment of trade and other receivables on a regular basis. This estimate is based on the credit history of its customers, the aging of the receivables and prevailing market conditions. The management reassesses the provision for impairment of trade and other receivables at each reporting date.

5. 主要會計估計及判斷(續)

(a) 應用會計政策時之主要判斷(續)

(ii) 發展中物業之可變現淨值

管理層採用最新銷售交易及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，釐定發展中物業之可變現淨值。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。此等假設定期與實際市場數據及市場上之實際交易作比較。

(iii) 貿易及其他應收款項減值

本集團管理層定期為貿易及其他應收款項計算減值撥備。有關估計乃基於客戶之信貸紀錄、應收款項之賬齡及當時市況。管理層於各報告日期重新評估貿易及其他應收款項之減值撥備。

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(a) Critical judgments in applying accounting policies (Continued)

(iv) Income taxes

The Group is subject to income taxes in Hong Kong and the PRC. Significant judgement is required in determining the amount of the provision for income taxes and the timing of payment of related taxes. There could have transactions and calculations for which the ultimate tax determination is uncertain in the ordinary course of business. The Group recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

5. 主要會計估計及判斷(續)

(a) 應用會計政策時之主要判斷(續)

(iv) 所得稅

本集團須在香港及中國繳納所得稅。在釐定所得稅撥備金額及支付相關稅項之時間時需要作出重大判斷。一般業務過程中可能有所涉及之最終稅項釐定並不確定之交易及計算。本集團根據對是否需要繳納額外稅款之估計，就預期稅項事宜確認負債。倘此等事宜之最終稅項結果與初次記錄之金額有所不同，該等差額將影響作出此等釐定期間之所得稅及遞延稅撥備。

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(a) Critical judgments in applying accounting policies (Continued)

(v) Control through contractual arrangement

As set out in note 39, the Group does not hold more than 50% of the voting rights in Eagle Fund I.L.P. (the "Fund"), an exempted limited partnership established in Cayman Islands. However, the Group's management consider that the Group has effective control over the Fund due to the fact that (1) the activities of the Fund are governed by the investment committee (the "Investment Committee") and the Group has the rights to appoint majority representatives of the Group to the Investment Committee. The members of the Investment Committee are appointed and may be removed by the general partner (the "General Partner") of the Fund which is a wholly-owned subsidiary of the Group; and (2) the Group obtains significant benefits as it is entitled to a share of the net realised profits from the Fund as a limited partner and a general partner. The Group will also earn project management fees and management fees for the services provided to the Fund. The Group has determined that it has de facto control and significant benefits derived from the Fund and accordingly has consolidated the Fund as a subsidiary notwithstanding it only has a 47% interests.

5. 主要會計估計及判斷(續)

(a) 應用會計政策時之主要判斷(續)

(v) 透過合約安排控制

如附註39所述，本集團持有於開曼群島成立之獲豁免有限公司合伙人Eagle Fund I.L.P. (「基金」) 之不超過50%投票權。然而，本集團之管理層認為，本集團由於下列事實擁有基金實際控制權：(1) 基金之業務由投資委員會 (「投資委員會」) 規管及本集團有權委任本集團於投資委員會的大部分代表。投資委員會成員由基金之一般合伙人 (「一般合伙人」) (本集團全資附屬公司) 委任及撤免；及 (2) 本集團獲得重大利益，由於有權分佔基金作為有限公司合伙人及一般合伙人之變現淨溢利。本集團亦將賺取項目管理費及為基金提供服務之管理費。本集團已釐定事實上對基金擁有控制權及擁有來自基金之重大利益，因此，並綜合基金為本集團之附屬公司，儘管僅有47%權益。

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(b) Key sources of estimation uncertainty

In addition to information disclosed elsewhere in these financial statements, other key sources of estimation uncertainty that have a significant risk of resulting a material adjustment to the carrying amounts of assets and liabilities within next financial year are as follows:

Fair value measurement

The investment properties and leasehold buildings included in the Group's financial statements require measurement at, and/or disclosure of, fair value.

The fair value measurement of the Group's non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the "fair value hierarchy"):

- Level 1: Quoted prices in active markets for identical items (unadjusted);
- Level 2: Observable direct or indirect inputs other than Level 1 inputs;
- Level 3: Unobservable inputs (i.e. not derived from market data).

5. 主要會計估計及判斷(續)

(b) 估計不確定因素之主要來源

除於該等財務報表其他部分披露之資料外，估計不確定因素之其他主要來源(具有導致下個財政年度之資產及負債賬面值作出重大調整之重大風險)如下：

公平值計量

計入本集團財務報表之投資物業及租賃樓宇須按公平值計量及／或披露。

本集團之非財務資產及負債之公平值計量乃於可行範圍內盡量使用市場可觀察資料輸入及數據。於釐定公平值計量時使用之數據輸入，乃根據所運用之估值技術中使用的數據輸入之可觀察程度而分類為不同層次(「公平值層級」)：

- 第1級：相同項目於活躍市場的報價(未作調整)；
- 第2級：直接或間接可觀察之數據輸入(不包括第1級數據輸入)；
- 第3級：不可觀察之數據輸入(即並非源自市場數據)。

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(b) Key sources of estimation uncertainty (Continued)

Fair value measurement (Continued)

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur. The Group measures a number of items at fair value and/or whose carrying value may be affected by its fair value:

- Investment properties (note 16);
- Leasehold buildings (note 17);
- Deferred and contingent consideration (note 23); and
- Assets and liabilities classified as held for sale (note 30)

For more detailed information in relation to the fair value measurement of the items above, please refer to the applicable notes.

5. 主要會計估計及判斷(續)

(b) 估計不確定因素之主要來源(續)

公平值計量(續)

項目所歸入之上述層級乃基於對該項目之公平值計量具有重大影響之最低層級數據輸入值。項目在層級之間之轉移於發生期間確認。本集團按公平值計量若干賬面值或受其公平值影響的項目：

- 投資物業(附註16)；
- 租賃樓宇(附註17)；
- 遞延及或然代價(附註23)；及
- 分類為持作出售之資產及負債(附註30)

有關上述項目公平值計量之更多詳情，請參閱適用附註。

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6. TURNOVER AND OTHER INCOME

Turnover of the Group is the revenue from its principal activities. An analysis of the Group's turnover and other income is as follows:

6. 營業額及其他收入

本公司之營業額為來自其主要業務之收益。本集團之營業額及其他收入分析如下：

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|---|---------------------|-----------------------------------|-----------------------------------|
| Revenue | 收益 | | |
| Property development | 物業發展 | | |
| – Sales of properties under development | – 發展中物業銷售 | 10,459 | 2,466,099 |
| Property leasing | 物業租賃 | | |
| – Rental and signage rental income | – 租金及廣告位租賃收入 | 514,934 | 457,225 |
| Building management and other services | 樓宇管理及其他服務 | | |
| – Property repairs and maintenance service income | – 物業維修及保養服務收入 | 5,895 | 6,782 |
| – Building management service income | – 樓宇管理服務收入 | 9,203 | 7,139 |
| | | 540,491 | 2,937,245 |
| Other income | 其他收入 | | |
| Bank interest income | 銀行利息收入 | 11,469 | 12,538 |
| Reversal of provision for impairment on deferred and contingent consideration (note 23) | 撥回遞延及或然代價減值撥備(附註23) | 27,685 | – |
| Miscellaneous income | 雜項收入 | 7,320 | 21,359 |
| | | 46,474 | 33,897 |
| Total revenue and other income | 收益及其他收入總額 | 586,965 | 2,971,142 |

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7. SEGMENT INFORMATION

The executive directors have identified the Group's business lines as operating segments as further described in note 4.19.

These operating segments are monitored and strategic decisions are made on the basis of adjusted segment operating results.

7. 分類資料

執行董事已識別本集團業務分類的業務線，誠如附註4.19進一步詳述。

此等業務分類之監控及決策之作出乃基於經調整之分類經營業績。

| | | Property assembly business | | Property development | | Property leasing | | Building management and other services | | Others | | Total | |
|---|---------------------|----------------------------|----------|----------------------|-----------|------------------|------------|--|----------|----------|----------|-------------|------------|
| | | 物業合併業務 | | 物業發展 | | 物業租賃 | | 樓宇管理及其他服務 | | 其他 | | 總計 | |
| | | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 |
| | | 二零一五年 | 二零一四年 | 二零一五年 | 二零一四年 | 二零一五年 | 二零一四年 | 二零一五年 | 二零一四年 | 二零一五年 | 二零一四年 | 二零一五年 | 二零一四年 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | 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 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 |
| Turnover | 營業額 | | | | | | | | | | | | |
| External customers | 外來客戶 | - | - | 10,459 | 2,466,099 | 514,934 | 457,225 | 15,098 | 13,921 | - | - | 540,491 | 2,937,245 |
| Inter-segments | 各分類間 | - | - | 87,701 | 73,320 | 23,094 | 224 | 4,313 | 3,224 | 32,316 | 37,652 | 147,424 | 114,420 |
| Reportable segment turnover | 可呈報分類營業額 | - | - | 98,160 | 2,539,419 | 538,028 | 457,449 | 19,411 | 17,145 | 32,316 | 37,652 | 687,915 | 3,051,665 |
| Reportable segment profit/(loss) | 可呈報分類溢利/(虧損) | | | | | | | | | | | | |
| | | - | - | (84,600) | 901,295 | 402,963 | 339,886 | 8,134 | 4,599 | 60,383 | 15,382 | 386,880 | 1,261,162 |
| Bank interest income | 銀行利息收入 | - | - | 4,308 | 7,412 | 3,534 | 1,051 | 1 | 1 | 3,626 | 4,074 | 11,469 | 12,538 |
| Depreciation | 折舊 | - | - | (334) | (340) | (3,080) | (3,816) | (6) | (6) | (944) | (1,065) | (4,364) | (5,227) |
| Amortisation of properties held for development | 待發展物業攤銷 | - | - | (687) | (709) | - | - | - | - | - | - | (687) | (709) |
| Provision for impairment loss of trade receivables | 貿易應收款項減值虧損撥備 | - | - | - | - | (3,856) | - | - | - | - | - | (3,856) | - |
| Reversal of (Provision for) impairment on deferred and contingent consideration | 遞延及或然代價減值撥回/(撥備) | - | - | - | - | - | - | - | - | 27,685 | (40,879) | 27,685 | (40,879) |
| Reportable segment assets | 可呈報分類資產 | | | | | | | | | | | | |
| Additions to non-current segment assets during the year | 年內增添非流動分類資產 | - | - | 3,535,796 | 2,380,798 | 15,537,298 | 16,905,739 | 17,877 | 15,088 | 871,999 | 692,902 | 19,962,970 | 19,974,527 |
| | | - | - | 204 | 205 | 249,703 | 145,978 | - | - | 32 | 1,017 | 249,939 | 147,200 |
| Reportable segment liabilities | 可呈報分類負債 | | | | | | | | | | | | |
| | | - | - | (1,047,860) | (679,045) | (113,514) | (204,768) | (6,964) | (9,171) | (26,775) | (43,792) | (1,195,113) | (936,776) |

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7. SEGMENT INFORMATION (Continued)

The totals presented for the Group's operating segments reconcile to the Group's key financial figures as presented in the financial statements as follows:

7. 分類資料(續)

所呈報本集團經營分類之總額與財務報表所呈列本集團主要財務數字之對賬如下：

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|--|---------------------|-----------------------------------|-----------------------------------|
| Reportable segment turnover | 可呈報分類營業額 | 687,915 | 3,051,665 |
| Elimination of inter-segment turnover | 分類間營業額撇銷 | (147,424) | (114,420) |
| Turnover | 營業額 | 540,491 | 2,937,245 |
| Reportable segment profits | 可呈報分類溢利 | 386,880 | 1,261,162 |
| Net (loss)/gain on fair value adjustments on investment properties | 投資物業公平值調整之(虧損)/增值淨值 | (326,954) | 638,801 |
| Unallocated expenses | 未分類之開支 | (47,245) | (46,586) |
| Gain on disposal of subsidiaries | 出售附屬公司之收益 | 69,367 | - |
| Loss on disposal of investment properties | 出售投資物業之虧損 | (3,195) | - |
| Loss on disposal of a joint venture | 出售一家合營企業之虧損 | (16,961) | - |
| Finance costs | 融資成本 | (38,817) | (52,266) |
| Share of results of a joint venture | 應佔一家合營企業業績 | - | (51) |
| Profit before income tax | 除所得稅前溢利 | 23,075 | 1,801,060 |
| Reportable segment assets | 可呈報分類資產 | 19,962,970 | 19,974,527 |
| Interest in a joint venture | 一家合營企業權益 | - | 29,211 |
| Available-for-sale financial assets | 可供出售財務資產 | 10 | 10 |
| Group assets | 本集團資產 | 19,962,980 | 20,003,748 |
| Reportable segment liabilities | 可呈報分類負債 | 1,195,113 | 936,776 |
| Borrowings | 借貸 | 2,137,050 | 2,221,931 |
| Provision for income tax | 所得稅撥備 | 22,707 | 111,372 |
| Deferred tax liabilities | 遞延稅項負債 | 76,953 | 70,942 |
| Group liabilities | 本集團負債 | 3,431,823 | 3,341,021 |

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7. SEGMENT INFORMATION (Continued)

The Group's turnover from external customers and its non-current assets (other than available-for-sale financial assets) are divided into the following geographical areas:

7. 分類資料(續)

本集團之外來客戶營業額及其非流動資產(可供出售財務資產除外)分佈以下地區：

| | | Turnover from external customers | | Non-current assets | |
|---------------------------------------|-----------------|----------------------------------|-----------|--------------------|------------|
| | | 外來客戶營業額 | | 非流動資產 | |
| | | 2015 | 2014 | 2015 | 2014 |
| | | 二零一五年 | 二零一四年 | 二零一五年 | 二零一四年 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 |
| Principal markets | 主要市場 | | | | |
| - Hong Kong (domicile) | 香港(註冊地) | 530,032 | 2,857,189 | 15,703,918 | 15,932,340 |
| - People's Republic of China* ("PRC") | 中華人民共和國* (「中國」) | 10,459 | 80,056 | 42,189 | 80,773 |
| | | 540,491 | 2,937,245 | 15,746,107 | 16,013,113 |

* For reporting purpose, People's Republic of China excludes Hong Kong, Taiwan and Macau

* 就呈報而言，中華人民共和國不包括香港、台灣及澳門。

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.

客戶之所屬地區乃基於提供貨物及服務之地點釐定。非流動資產之地區分類乃基於資產之實際所在地。

For the year ended 31 December 2015, there were two customers from the Group's property leasing segment, each of whom contributed approximately 19% and 18% of the Group's total revenue. Revenue derived from these two customers during the year amounted to approximately HK\$104,110,000 and HK\$96,200,000 respectively. For the year ended 31 December 2014, the Group did not derive more than 10% of the Group's total revenue from any single customer.

截至二零一五年十二月三十一日止年度，本集團有兩名物業租賃分類的客戶，其各自為本集團的收益總額分別貢獻約19%及18%。年內來自該兩名客戶的收益分別約為港幣104,110,000元及港幣96,200,000元。截至二零一四年十二月三十一日止年度，本集團並無從任何單一客戶取得本集團收益總額的10%以上。

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8. FINANCE COSTS

8. 融資成本

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|--|-----------------------------|-----------------------------------|-----------------------------------|
| Interest charges on: | 以下各項之利息開支： | | |
| Bank loans | 銀行貸款 | | |
| – wholly repayable within five years | – 須於五年內悉數償還 | 40,211 | 52,852 |
| – not wholly repayable within five years | – 毋須於五年內悉數償還 | – | 7,422 |
| Other borrowings – wholly repayable within five years | 須於五年內悉數償還之其他借貸 | 3,993 | 1,528 |
| Total borrowing costs | 總借貸成本 | 44,204 | 61,802 |
| Less: Interest capitalised in investment properties and properties under development (notes 16 and 22) | 減：投資物業及發展中物業之利息資本化(附註16及22) | (5,387) | (9,536) |
| | | 38,817 | 52,266 |

The analysis shows the finance costs of bank loans, including term loans which contain a repayment on demand clause, in accordance with agreed scheduled repayment dates set out in the loan agreements. For the years ended 31 December 2015 and 2014, the interest on bank loans which contain a repayment on demand clause amounted to HK\$40,211,000 and HK\$60,274,000 respectively.

以上分析列出根據貸款協議所載預定償還日期之銀行貸款(包括按要求償還條款之有期貨款)融資成本。截至二零一五年及二零一四年十二月三十一日止年度，含有按要求償還條款之銀行貸款利息分別為港幣40,211,000元及港幣60,274,000元。

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9. PROFIT BEFORE INCOME TAX EXPENSE

Profit before income tax expense is arrived at after charging/
(crediting):

9. 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:

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|---|-----------------------------|-----------------------------------|-----------------------------------|
| Amortisation of properties held for development (note 18) | 待發展物業攤銷(附註18) | 687 | 709 |
| Auditor's remuneration | 核數師酬金 | 4,346 | 3,757 |
| Bad debts written off* | 壞賬撇銷* | 501 | 70 |
| Cost of properties under development recognised as expenses | 確認為開支之發展中物業成本 | 5,309 | 1,553,153 |
| Deposit for property acquisition written off* | 物業收購訂金撇銷* | - | 20 |
| Depreciation of property, plant and equipment (note 17) | 物業、廠房及設備折舊(附註17) | 4,364 | 5,227 |
| Employee compensation expense (including directors' remuneration and defined contribution cost) (note 11) | 僱員報酬開支(包括董事酬金及定額供款成本)(附註11) | | |
| - share option expenses | - 購股權開支 | 1,830 | 5,989 |
| - other employee benefit expenses | - 其他僱員福利開支 | 129,584 | 159,038 |
| | | 131,414 | 165,027 |
| Loss/(Gain) on disposal of property, plant and equipment* | 出售物業、廠房及設備之虧損/(收益)* | 22 | (65) |
| Operating lease charges in respect of office premises | 辦公室物業之經營租賃支出 | 1,129 | 1,910 |
| Provision for impairment on deferred and contingent consideration (note 23)* | 遞延及或然代價減值撥備(附註23)* | - | 40,879 |
| Provision for impairment loss of trade receivables* (note 23) | 貿易應收款項減值虧損撥備*(附註23) | 3,856 | - |
| Property, plant and equipment written off | 物業、廠房及設備撇銷 | - | 309 |
| Gross rental income from investment properties | 投資物業租金收入總額 | (514,934) | (457,225) |
| Less: Outgoings | 減: 支出 | 24,565 | 23,596 |
| | | (490,369) | (433,629) |

* included in other operating expenses

* 已包括在其他經營費用內

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10. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) Directors' emoluments

The emoluments paid or payable to the directors were as follows:

10. 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：

| | | Salaries, bonuses and Fee | Retirement benefits scheme contributions | Equity-settled share based payment expenses | Total |
|--|--------------------------|---------------------------|--|---|------------------|
| | | 薪金、花紅及袍金 | 退休福利計劃供款 | 以股份為基礎之付款開支 | 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 |
| Year ended 31 December 2015 | 截至二零一五年十二月三十一日止年度 | | | | |
| Executive Directors | 執行董事 | | | | |
| Madam Foo Kam Chu Grace | 傅金珠女士 | 50 | 6,660 | 18 | 6,848 |
| Ms. Chan Wai Ling | 陳慧苓小姐 | 50 | 7,905 | 18 | 8,731 |
| Mr. Kong Siu Man Kenny | 鄭紹民先生 | 50 | 3,825 | 18 | 3,988 |
| Independent Non-executive Directors | 獨立非執行董事 | | | | |
| Mr. Chan Kai Nang | 陳啟能先生 | 150 | - | - | 150 |
| Mr. Pao Ping Wing | 浦炳榮先生 | 130 | - | - | 130 |
| Mr. Ng Chi Keung | 吳志強先生 | 130 | - | - | 130 |
| | | 560 | 18,390 | 54 | 19,977 |
| Year ended 31 December 2014 | 截至二零一四年十二月三十一日止年度 | | | | |
| Executive Directors | 執行董事 | | | | |
| Madam Foo Kam Chu Grace | 傅金珠女士 | 50 | 6,300 | 17 | 6,784 |
| Ms. Chan Wai Ling | 陳慧苓小姐 | 50 | 16,000 | 17 | 18,397 |
| Mr. Kong Siu Man Kenny | 鄭紹民先生 | 50 | 4,610 | 17 | 4,979 |
| Independent Non-executive Directors | 獨立非執行董事 | | | | |
| Mr. Chan Kai Nang | 陳啟能先生 | 150 | - | - | 150 |
| Mr. Pao Ping Wing | 浦炳榮先生 | 130 | - | - | 130 |
| Mr. Ng Chi Keung | 吳志強先生 | 130 | - | - | 130 |
| | | 560 | 26,910 | 51 | 30,570 |

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10. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(a) Directors' emoluments (Continued)

There were no arrangements under which a director waived or agreed to waive any remuneration during the year (2014: Nil).

The value of share options granted to directors is measured according to the Group's accounting policy for share-based compensation set out in note 4.16(iii). The details of these benefits in kind including the principal terms and number of options granted are disclosed in note 33.

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included three (2014: three) directors of the Company, whose emoluments are reflected in the analysis presented above. The emoluments paid to the remaining two (2014: two) individual(s) during the year are as follows:

10. 董事及高級管理層之酬金(續)

(a) 董事酬金(續)

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(二零一四年:無)。

授予董事之購股權價值乃根據附註4.16(iii)所載本集團有關以股份為基礎之付款之會計政策計量。該等實物利益之詳情(包括主要條款及已授出購股權數目)於附註33中披露。

(b) 五位最高薪人士

本年度,本集團五位最高薪人士包括本公司三名(二零一四年:三名)董事,彼等之酬金反映於上述之分析。年內其餘兩名(二零一四年:兩名)人士之酬金如下:

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|--|----------------|-----------------------------------|-----------------------------------|
| Basic salaries, bonuses and other benefits | 基本薪金、花紅及其他福利 | 8,975 | 16,730 |
| Pension costs – defined contribution plan | 退休金成本一定額供款計劃 | 36 | 34 |
| Equity-settled share based payment | 以股權結算以股份為基礎之付款 | 789 | 2,642 |
| | | 9,800 | 19,406 |

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10. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(b) Five highest paid individuals (Continued)

The emoluments of the remaining two (2014: two) individuals fell within the following bands:

| | | Number of individuals 人數 | |
|---------------------------------|----------------------------------|-----------------------------|---------------|
| | | 2015 二零一五年 | 2014 二零一四年 |
| HK\$2,000,001 – HK\$2,500,000 | 港幣2,000,001元 – 港幣2,500,000元 | 1 | 1 |
| HK\$7,500,001 – HK\$8,000,000 | 港幣7,500,001元 – 港幣8,000,000元 | 1 | – |
| HK\$17,000,001 – HK\$17,500,000 | 港幣17,000,001元 – 港幣17,500,000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 2015 and 2014.

10. 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(二零一四年：兩名)人士之酬金分佈組別如下：

截至二零一五年及二零一四年十二月三十一日止兩個年度，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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11. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS)

11. 僱員福利開支(包括董事酬金)

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|--|----------------------|-----------------------------------|-----------------------------------|
| Salaries and wages (including directors' remuneration) | 薪金及工資(包括董事酬金) | 125,081 | 153,970 |
| Equity-settled share based payment (note 33) | 以股權結算以股份為基礎之付款(附註33) | 1,830 | 5,989 |
| Pension costs – defined contribution plans | 退休金成本一定額供款計劃 | 2,350 | 2,672 |
| Staff welfare | 員工福利 | 2,153 | 2,396 |
| | | 131,414 | 165,027 |

12. INCOME TAX EXPENSE

12. 所得稅開支

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 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)) | 50,514 | 129,123 |
| Under-provision in prior years (note (b)) | 過往年度撥備不足(附註(b)) | 9,726 | 328 |
| | | 60,240 | 129,451 |
| PRC Enterprise Income Tax – | 中國企業所得稅 – | | |
| Tax for the year (note (c)) | 本年度稅項(附註(c)) | 613 | 6,619 |
| Deferred tax charge (note 29) | 遞延稅項支出(附註29) | 6,319 | 20,373 |
| | | 67,172 | 156,443 |

Notes:

- (a) Hong Kong profits tax has been provided at the rate of 16.5% (2014: 16.5%) on the estimated assessable profit for the year.
- (b) The underprovision of tax arisen from bank interest expenses from 2008 to 2013 which were disallowed for tax purposes by Hong Kong Inland Revenue Department.
- (c) For the year ended 31 December 2015, all of the Group's PRC subsidiaries were subject to PRC Enterprise Income Tax rate of 25% (2014: 25%).

附註：

- (a) 香港利得稅乃按本年度估計之應課稅溢利按稅率16.5%(二零一四年：16.5%)計算。
- (b) 過往年度撥備不足的稅項為二零零八至二零一三年度之銀行利息支出不獲香港稅務局批准扣減。
- (c) 於截至二零一五年十二月三十一日止年度，本集團在中國所有附屬公司按25%(二零一四年：25%)之稅率繳納中國企業所得稅。

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12. INCOME TAX EXPENSE (Continued)

Reconciliation between income tax expense and accounting profit at applicable tax rates is as follows:

12. 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：

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|---|----------------|-----------------------------------|-----------------------------------|
| Profit before income tax | 除所得稅前溢利 | 23,075 | 1,801,060 |
| Tax at the applicable tax rates | 按合適稅率計算之稅項 | 5,423 | 298,097 |
| Tax effect of non-deductible expenses | 不獲扣減之費用之稅務影響 | 64,584 | 19,624 |
| Tax effect of non-taxable income | 毋須課稅之收入之稅務影響 | (9,419) | (167,036) |
| Tax effect of temporary differences not recognised | 未確認暫時性差額之稅務影響 | (3,811) | (3,154) |
| Tax effect of tax losses not recognised | 未確認稅項虧損之稅務影響 | 5,310 | 3,534 |
| Utilisation of previously unrecognised tax losses | 動用過往未確認之稅項虧損 | (4,641) | (4,452) |
| Write-down of deferred tax asset previously recognised* | 撇減過往確認之遞延稅項資產* | - | 9,502 |
| Under-provision in prior years | 過往年度撥備不足 | 9,726 | 328 |
| Income tax expense | 所得稅開支 | 67,172 | 156,443 |

* Tax losses recognised as deferred tax asset in prior year disallowed by the Hong Kong Inland Revenue Department.

* 於過往年度確認為遞延稅項資產之稅項虧損不獲香港稅務局批准。

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13. OTHER COMPREHENSIVE INCOME

The amount of tax relating to each component of other comprehensive income can be summarised as follows:

13. 其他全面收入

有關其他全面收入各部分之稅項金額概列如下：

| | 2015 | | | 2014 | | |
|---|--------------------------------|----------|------------|------------|----------|------------|
| | 二零一五年 | | | 二零一四年 | | |
| | Before tax | Tax | Net of tax | Before tax | Tax | Net of tax |
| | 除稅前 | 稅項 | 除稅後 | 除稅前 | 稅項 | 除稅後 |
| HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | |
| 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | |
| <i>Items 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> | | | | | |
| Surplus on revaluation of leasehold buildings (notes 17 and 29) | 租賃樓宇重估盈餘(附註17及29) | | | | | |
| | 2,943 | (486) | 2,457 | 4,738 | (782) | 3,956 |
| <i>Items 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)/gain on translation of financial statements of foreign operations | 換算海外業務財務報表之匯兌(虧損)/收益 | | | | | |
| | (33,637) | - | (33,637) | 358 | - | 358 |
| Release of exchange reserve upon disposal of subsidiaries (notes 41(c) and 41(e)) | 於出售附屬公司後撥回之匯兌儲備(附註41(c)及41(e)) | | | | | |
| | 2,610 | - | 2,610 | 1,409 | - | 1,409 |
| Other comprehensive income | 其他全面收入 | | | | | |
| | (28,084) | (486) | (28,570) | 6,505 | (782) | 5,723 |

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14. DIVIDENDS

(a) Dividend attributable to the year

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|--|--|-----------------------------------|-----------------------------------|
| Proposed final dividend of HK\$0.20 (2014: HK\$0.20) per share | 建議末期股息每股 港幣0.20元(二零一四年： 港幣0.20元) | 57,070 | 56,814 |
| No payment of special dividend (2014: proposed special dividend of HK\$0.10 per share) | 不派發特別股息 (二零一四年：建議特別 股息每股港幣0.10元) | - | 28,407 |
| | | 57,070 | 85,221 |

Final dividend of HK\$0.20 (2014: HK\$0.20) per share and no payment of special dividend (2014: HK\$0.10 per share) for the year to shareholders whose names appear on the register of members on 1 June 2016 (the "Record Date") was proposed by the Directors on 23 March 2016.

The final and special dividends proposed after the reporting date has not been recognised as a liability at the reporting date.

董事於二零一六年三月二十三日建議向於二零一六年六月一日(「記錄日期」)名列股東名冊之股東派付本年度末期股息為每股港幣0.20元(二零一四年：港幣0.20元)及不派發特別股息(二零一四年：每股港幣0.10元)。

於報告日期後建議之末期及特別股息並無於報告日期確認為負債。

(b) Dividends attributable to the previous financial year, approved and paid during the year

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|---|--|-----------------------------------|-----------------------------------|
| Final and special dividends in respect of the previous financial year, of HK\$0.20 and HK\$0.10 per share respectively (2014: final dividend of HK\$0.20 per share) | 過往財政年度分別每股 港幣0.20元及港幣0.10元 (二零一四年：末期股息 每股港幣0.20元)之 末期及特別股息 | 85,287 | 56,205 |

14. 股息

(a) 本年度之股息

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|--|--|-----------------------------------|-----------------------------------|
| Proposed final dividend of HK\$0.20 (2014: HK\$0.20) per share | 建議末期股息每股 港幣0.20元(二零一四年： 港幣0.20元) | 57,070 | 56,814 |
| No payment of special dividend (2014: proposed special dividend of HK\$0.10 per share) | 不派發特別股息 (二零一四年：建議特別 股息每股港幣0.10元) | - | 28,407 |
| | | 57,070 | 85,221 |

董事於二零一六年三月二十三日建議向於二零一六年六月一日(「記錄日期」)名列股東名冊之股東派付本年度末期股息為每股港幣0.20元(二零一四年：港幣0.20元)及不派發特別股息(二零一四年：每股港幣0.10元)。

於報告日期後建議之末期及特別股息並無於報告日期確認為負債。

(b) 過往財政年度之股息，於年內獲批准及支付

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|---|--|-----------------------------------|-----------------------------------|
| Final and special dividends in respect of the previous financial year, of HK\$0.20 and HK\$0.10 per share respectively (2014: final dividend of HK\$0.20 per share) | 過往財政年度分別每股 港幣0.20元及港幣0.10元 (二零一四年：末期股息 每股港幣0.20元)之 末期及特別股息 | 85,287 | 56,205 |

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15. (LOSS)/EARNINGS PER SHARE

The calculation of the basic (loss)/earnings per share of the Company is based on the loss for the year attributable to owners of HK\$52,604,000 (2014: profit of HK\$1,625,160,000) and the weighted average number of ordinary shares of 284,366,184 (2014: 281,479,037) in issue during the year.

No adjustment has been made to basic loss per share amount presented for the year ended 31 December 2015 in respect of the diluted loss per share as the impact of share options had an anti-dilutive on the basic loss per share.

For the year ended 31 December 2014, the calculation of the diluted earnings per share is based on the profit attributable to owners of the Company of HK\$1,625,160,000 and the weighted average number of ordinary shares of 282,082,547 in issue, after adjusting for the effects of all dilutive potential ordinary shares in respect of employee share options of 603,510 shares.

16. INVESTMENT PROPERTIES

Changes to the carrying amount presented in the consolidated statement of financial position can be summarised as follows:

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|---|--------------------|-----------------------------------|-----------------------------------|
| Carrying amount at 1 January | 於一月一日之賬面值 | 15,730,226 | 16,464,234 |
| Additions | 增添 | 237,076 | 145,978 |
| Disposals | 出售 | (216,098) | - |
| Transfer from/(to) properties under development (note 22) | 轉撥自/(至)發展中物業(附註22) | 169,712 | (667,952) |
| Disposal of a subsidiary (note 41(d)) | 出售一間附屬公司(附註41(d)) | - | (860,000) |
| Purchase of net assets (note 42) | 收購淨資產(附註42) | 12,627 | - |
| Net (loss)/gain on fair value adjustments | 公平值調整之(虧損)/增值淨值 | (326,954) | 638,801 |
| Interest capitalised in investment properties under construction (note 8) | 於在建投資物業資本化之利息(附註8) | 5,387 | 9,280 |
| Exchange realignment | 匯兌調整 | (1,496) | (115) |
| Carrying amount at 31 December | 於十二月三十一日之賬面值 | 15,610,480 | 15,730,226 |

15. 每股(虧損)/溢利

本公司每股基本(虧損)/溢利的計算基於年內本公司擁有人應佔年度虧損港幣52,604,000元(二零一四年:溢利港幣1,625,160,000元)及已發行普通股加權平均數284,366,184股(二零一四年:281,479,037股)。

概無對截至二零一五年十二月三十一日止年度呈列的有關每股攤薄虧損的每股基本虧損金額進行調整,此乃由於購股權對每股基本虧損有反攤薄影響。

截至二零一四年十二月三十一日止年度,每股攤薄溢利的計算基於本公司擁有人應佔溢利港幣1,625,160,000元及已發行普通股加權平均數282,082,547股,此乃經過調整所有603,510股購股權涉及之潛在攤薄普通股之影響。

16. 投資物業

綜合財務狀況表內所呈列之賬面值變動概述如下:

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16. INVESTMENT PROPERTIES (Continued)

The Group's investment properties were revalued at 31 December 2015 and 2014 by an independent professionally qualified valuer, DTZ Debenham Tie Leung Limited, on the following basis:

- Certain investment properties under construction were revalued on the re-development basis by adopting the residual site method. The residual site method is determined by deducting the estimated total cost of the development, including costs of construction, professional fee, finance cost, associated costs and an allowance for developer's risk and profit from the gross development value; and
- The remaining investment properties are revalued based on the market value on an existing use basis which involves certain estimates, including comparable market transactions, and where appropriate, capitalisation rates and reversionary income potential.

In relying on these valuations, the management has exercised their judgement and are satisfied that the methods of valuation adopted are appropriate and reflective of the current market conditions.

The fair value of the Group's investment properties is a level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balance is provided in above table. Change in unrealised fair value losses for the year included in profit or loss for investment properties held at the end of the year was HK\$326,954,000 (2014: unrealised gain of HK\$638,801,000).

For the year ended 31 December 2015, a subsidiary of the Company together with owners of adjacent units, comprising all the owners of an entire building located in 8-10A Mosque Street, Mid-Level, Hong Kong, disposed of the said properties to an independent third party at a total cash consideration of HK\$403,800,000, in which the Group has an interest of 53.62%. The disposal of the said properties was completed on 29 September 2015 and resulted in a net loss of approximately HK\$3,195,000 after taking into account of selling and directly attributable expenses.

16. 投資物業(續)

本集團之投資物業由獨立專業合資格估值師戴德梁行有限公司於二零一五年及二零一四年十二月三十一日按下列基準進行估值：

- 若干發展中投資物業透過採納剩餘地盤法，按重建基準重新估值。剩餘地盤法乃經自該項發展之發展價值總額扣除估計發展總成本(包括建築成本、專業費用、融資成本、相關成本及一項就發展商之風險及溢利作出之撥備)釐定；及
- 其餘投資物業按現有用途之市值重估，當中涉及包括可比較市場交易、適當資本化比率以及潛在複歸收入之若干估計。

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。

本集團投資物業之公平值為第3級經常性公平值計量。年初及年末公平值結餘之對賬載於上表。於本年度末持有之投資物業計入損益之本年度未變現公平值虧損之變動為港幣326,954,000元(二零一四年：未變現收益港幣638,801,000元)。

截至二零一五年十二月三十一日止年度，本公司的一家附屬公司連同相連單位的業主，即全幢大廈的所有業主，向一名獨立第三方出售位於香港西半山摩羅廟街8至10A號的物業，總現金代價為港幣403,800,000元，當中本集團擁有53.62%權益。上述物業於二零一五年九月二十九日完成出售，其虧損淨值約為港幣3,195,000元，經計及銷售及直接應佔開支。

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16. INVESTMENT PROPERTIES (Continued)

For the year ended 31 December 2015, as opined by the Directors, certain of the Group's properties under development were reclassified as investment properties due to their change in use, as evidenced by the commencement of tenancy agreements with the third parties. These properties were transferred at fair value at the date of reclassification, amounting to approximately HK\$169,712,000, with the difference between the fair value of the property at that date and its previous carrying amount, amounting to HK\$20,598,000, recognised in profit or loss.

For the year ended 31 December 2014, as opined by the Directors, certain of the Group's investment properties were reclassified to properties under development due to change in use, as evidence by commencement of development with a view to sale. The fair value of the investment properties at the date of change in use amounting to approximately HK\$667,952,000 represented the deemed cost of properties under development for subsequent accounting in accordance with HKAS 2 "Inventories", which were determined as the base on the highest and best use of the property sites assuming it is physically possible, legally permissible and financially feasible.

The Group's interests in investment properties are situated in Hong Kong and the PRC and their carrying amounts are analysed as follows:

16. 投資物業(續)

截至二零一五年十二月三十一日止年度，就董事之意見，本集團若干發展中物業基於更改用途而重新分類至投資物業，可見於與第三方租賃協議的展開。該等物業於重新分類當日按公平值轉撥，約值港幣169,712,000元，而物業於當日的公平值與其過往賬面值的差額港幣20,598,000元已在損益中確認。

截至二零一四年十二月三十一日止年度，就董事之意見，本集團若干投資物業基於更改用途而重新分類至發展中物業，可見於為銷售而進行開發。投資物業於更改用途當日約港幣667,952,000元之公平值根據香港會計準則第2號「存貨」在後續會計中視同為發展中物業之成本，此乃根據假設物業實質上可能、法律許可及財政可行之情況下之最高及最佳物業用途釐定。

本集團之投資物業權益位於香港及中國，而其賬面值分析如下：

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|------------------------------------|-----------|-----------------------------------|-----------------------------------|
| Held on leases over 50 years | 租期為50年以上 | 14,184,065 | 15,532,915 |
| Held on leases from 10 to 50 years | 租期為10至50年 | 1,426,415 | 197,311 |
| | | 15,610,480 | 15,730,226 |

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16. INVESTMENT PROPERTIES (Continued)

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and inputs used).

16. 投資物業(續)

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 | Fair value as at 31 December 2015 於二零一五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 key unobservable input(s) and fair value measurement |
|---|--|--------------------------------|--------------------------------------|---|--|
| Completed investment properties (whole block of commercial building) | 12,700,000 (2014: 13,122,000) | Income capitalisation approach | Reversionary rental value | HK\$19.5 – HK\$55 (2014: HK\$25 – HK\$49) per month per square foot for upper-level office/restaurants premises | The higher the rental value, the higher the fair value |
| 已竣工之投資物業(商業大廈全幢) | 12,700,000 (二零一四年: 13,122,000) | 收入資本化法 | 複歸租賃值 | 高層辦公室/餐廳場所之每平方呎之每月港幣19.5元至港幣55元(二零一四年: 港幣25元至港幣49元) | 租值越高, 公平值越高 |
| | | | Adjusted term/ reversionary yield | 2.875% – 4.5% (2014: 3.0% – 4.25%) | The higher the adjusted term and reversionary yield, the lower the fair value |
| | | | 經調整年期/複歸回報率 | 2.875%至4.5%(二零一四年: 3.0%至4.25%) | 經調整年期及複歸回報率越高, 公平值越低 |
| | | | | HK\$90 – HK\$1,500 (2014: HK\$104 – HK\$2,220) per month per square foot for ground floor shops 地舖之每平方呎之每月港幣90元至港幣1,500元(二零一四年: 港幣104元至港幣2,220元) | |

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綜合財務報表附註

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16. INVESTMENT PROPERTIES (Continued)

16. 投資物業(續)

| Investment properties held by the Group in the consolidated statement of financial position | Fair value as at 31 December 2015 於二零一五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 key unobservable input(s) and fair value measurement |
|---|--|------------------------|---|--|--|
| 本集團於綜合財務狀況表所持有之投資物業 | | 估值技術 | 主要不可觀察之數據 | 主要不可觀察數據之範圍 | 重要不可觀察數據與公平值計量之互相關係 |
| Investment properties under construction | 1,094,000 (2014: 1,061,000) | Residual method | Price per square foot | N/A (2014: HK\$6,540) per square foot for industrial premises; HK\$13,200 – HK\$21,200 (2014: HK\$13,600 – HK\$20,000) per square foot for residential premises; HK\$19,000 – HK\$49,000 (2014: HK\$17,000 – HK\$60,000) per square foot for shops | The higher the price per square foot, the higher the fair value |
| 在建投資物業 | 1,094,000 (二零一四年: 1,061,000) | 剩餘法 | 每平方呎價格 | 工業物業每平方呎不適用 (二零一四年: 港幣6,540元); 住宅物業每平方呎港幣13,200元至港幣21,200元(二零一四年: 港幣13,600元至港幣20,000元); 商舖每平方呎港幣19,000元至港幣49,000元(二零一四年: 17,000元至港幣60,000元) | 每平方呎價格越高, 公平值越高 |
| | | | Estimated construction and other professional costs to completion 預計完成所需建築及其他專業費用 | HK\$2,900 – HK\$4,500 (2014: HK\$2,910 – HK\$5,410) per square foot 每平方呎港幣2,900元至港幣4,500元(二零一四年: 港幣2,910元至港幣5,410元) | The higher the estimated construction and professional costs, the lower the fair value 預計建築及專業成本越高, 公平值越低 |
| | | | Estimated profit margin required to hold and develop the investment properties to completion 保持及發展投資物業至完成所需估計利潤率 | 5 – 10% (2014: 10% – 15%) 5至10%(二零一四年: 10%至15%) | The higher estimated profit margin, the lower the fair value 估計利潤率越高, 公平值越低 |

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16. INVESTMENT PROPERTIES (Continued)

16. 投資物業(續)

| Investment properties held by the Group in the consolidated statement of financial position | Fair value as at 31 December 2015 於二零一五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 key unobservable input(s) and fair value measurement |
|---|--|------------------------|--|--|---|
| 本集團於綜合財務狀況表所持有之投資物業 | | 估值技術 | 主要不可觀察之數據 | 主要不可觀察數據之範圍 | 重要不可觀察數據與公平值計量之互相關係 |
| Completed investment properties (Individual units or ground floor shops) | 1,816,480 (2014: 1,547,226) | Direct comparison | Quality of properties (e.g. location, size, level and condition of the properties) | +/- 20% (2014: +/-20%) | The higher the quality of properties with reference to comparables, the higher the fair value |
| 已落成投資物業(個別單位或地舖) | 1,816,480 (二零一四年: 1,547,226) | 直接比較 | 物業質量(如位置、大小、層數及物業狀況) | +/- 20%(二零一四年: +/-20%) | 參照可比較物業之質量越高, 公平值越高 |

There were no changes to the valuation techniques during the year.

年內估值技術並無變動。

The fair value measurement is based on the above investment properties' highest and best use, which does not differ from their actual use.

公平值計量乃按上述投資物業之最高及最佳用途, 與其實際用途並無差異。

As at 31 December 2015, certain investment properties of the Group with total carrying amount of HK\$11,732,500,000 (2014: HK\$12,219,870,000) were pledged to secure certain bank loans of HK\$2,137,050,000 (2014: HK\$2,197,920,000) (note 28).

於二零一五年十二月三十一日, 本集團已將賬面總值為港幣11,732,500,000元(二零一四年: 港幣12,219,870,000元)之若干投資物業抵押以獲取為數港幣2,137,050,000元(二零一四年: 港幣2,197,920,000元)之若干銀行貸款(附註28)。

All of the Group's investment properties for earning rental income or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

本集團所有為賺取租金收入或作資本增值用途之投資物業皆以公平值模式計量, 並分類以及計入投資物業。

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17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

| | | Leasehold lands 租賃土地 HK\$'000 港幣千元 | Leasehold buildings 租賃樓宇 HK\$'000 港幣千元 | Leasehold improvements 租賃物業 裝修 HK\$'000 港幣千元 | Furniture, fixtures and equipment 傢俬、裝置 及設備 HK\$'000 港幣千元 | Motor vehicles 汽車 HK\$'000 港幣千元 | Total 總額 HK\$'000 港幣千元 |
|--|-------------------------------|--|--|---|---|---|---------------------------------|
| Year ended 31 December 2014 | 截至二零一四年 十二月三十一日止年度 | | | | | | |
| Opening net carrying amount | 年初賬面淨值 | 126,258 | 55,289 | 1,772 | 4,970 | 2,520 | 190,809 |
| Additions | 增添 | - | - | - | 1,222 | - | 1,222 |
| Surplus on revaluation | 重估盈餘 | - | 4,738 | - | - | - | 4,738 |
| Disposals | 出售 | - | - | - | (4) | (273) | (277) |
| Write-off | 撇銷 | - | - | (138) | (16) | (155) | (309) |
| Depreciation | 折舊 | (1,338) | (1,106) | (1,046) | (1,386) | (351) | (5,227) |
| Disposal of a subsidiary (note 41(e)) | 出售一家附屬公司 (附註41(e)) | - | - | - | (38) | - | (38) |
| Exchange realignment | 匯兌調整 | - | - | - | (85) | (134) | (219) |
| Closing net carrying amount | 年終賬面淨值 | 124,920 | 58,921 | 588 | 4,663 | 1,607 | 190,699 |
| At 31 December 2014 | 於二零一四年十二月三十一日 | | | | | | |
| Cost/Valuation | 成本/估值 | 128,039 | 58,921 | 13,931 | 12,908 | 3,579 | 217,378 |
| Accumulated depreciation | 累計折舊 | (3,119) | - | (13,343) | (8,245) | (1,972) | (26,679) |
| Net carrying amount | 賬面淨值 | 124,920 | 58,921 | 588 | 4,663 | 1,607 | 190,699 |
| Analysis of cost/valuation | 成本/估值分析 | | | | | | |
| At cost | 按成本 | 128,039 | - | 13,931 | 12,908 | 3,579 | 158,457 |
| At professional valuation | 按專業估值 | - | 58,921 | - | - | - | 58,921 |
| | | 128,039 | 58,921 | 13,931 | 12,908 | 3,579 | 217,378 |

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綜合財務報表附註

31 December 2015 二零一五年十二月三十一日

17. PROPERTY, PLANT AND EQUIPMENT (Continued)

17. 物業、廠房及設備(續)

| | | Leasehold lands | Leasehold buildings | Leasehold improvements | Furniture, fixtures and equipment | Motor vehicles | Total |
|--|-------------------------------|--------------------|------------------------|---------------------------|---|-------------------|----------|
| | | 租賃土地 | 租賃樓宇 | 租賃物業 裝修 | 傢俬、裝置 及設備 | 汽車 | 總額 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 |
| Year ended 31 December 2015 | 截至二零一五年 十二月三十一日止年度 | | | | | | |
| Opening net carrying amount | 年初賬面淨值 | 124,920 | 58,921 | 588 | 4,663 | 1,607 | 190,699 |
| Additions | 增添 | - | - | - | 236 | - | 236 |
| Surplus on revaluation | 重估盈餘 | - | 2,943 | - | - | - | 2,943 |
| Disposals | 出售 | - | - | - | (21) | (51) | (72) |
| Depreciation | 折舊 | (1,339) | (1,178) | (320) | (1,211) | (316) | (4,364) |
| Classified as held for sale (note 30) | 分類為持作出售 (附註30) | (59,032) | (13,980) | - | - | - | (73,012) |
| Exchange realignment | 匯兌調整 | - | - | - | (43) | (31) | (74) |
| Closing net carrying amount | 年終賬面淨值 | 64,549 | 46,706 | 268 | 3,624 | 1,209 | 116,356 |
| At 31 December 2015 | 於二零一五年十二月三十一日 | | | | | | |
| Cost/Valuation | 成本/估值 | 65,239 | 46,706 | 13,931 | 12,969 | 3,020 | 141,865 |
| Accumulated depreciation | 累計折舊 | (690) | - | (13,663) | (9,345) | (1,811) | (25,509) |
| Net carrying amount | 賬面淨值 | 64,549 | 46,706 | 268 | 3,624 | 1,209 | 116,356 |
| Analysis of cost/valuation | 成本/估值分析 | | | | | | |
| At cost | 按成本 | 65,239 | - | 13,931 | 12,969 | 3,020 | 95,159 |
| At professional valuation | 按專業估值 | - | 46,706 | - | - | - | 46,706 |
| | | 65,239 | 46,706 | 13,931 | 12,969 | 3,020 | 141,865 |

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綜合財務報表附註

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17. PROPERTY, PLANT AND EQUIPMENT (Continued)

At 31 December 2015, the Group's leasehold buildings held on leases over 50 years in Hong Kong are stated at valuation of HK\$46,706,000 (2014: HK\$58,921,000). The Group's leasehold buildings were valued by DTZ Debenham Tie Leung Limited on an open market value basis by reference to the price information of comparable properties. For the year ended 31 December 2015, a revaluation surplus of approximately HK\$2,943,000 (2014: surplus of approximately HK\$4,738,000) had been recognised in asset revaluation reserve.

Had the leasehold buildings been carried at historical cost less accumulated depreciation, its carrying amounts at 31 December 2015 would have been approximately HK\$12,117,000 (2014: HK\$14,495,000).

As at 31 December 2015, leasehold buildings of the Group with carrying amount of HK\$44,000,000 (2014: HK\$44,000,000) were pledged to secure certain bank loans of the Group (note 28).

17. 物業、廠房及設備(續)

於二零一五年十二月三十一日，本集團於香港租賃期50年以上之租賃樓宇以估值港幣46,706,000元(二零一四年：港幣58,921,000元)列賬。本集團之租賃樓宇由戴德梁行有限公司參考可資比較物業之價格資料按公開市價基準於作出估值。截至二零一五年十二月三十一日止年度重估盈餘約港幣2,943,000元(二零一四年：盈餘約港幣4,738,000元)已確認入資產重估儲備。

倘租賃樓宇以歷史成本減累計折舊入賬，其賬面值於二零一五年十二月三十一日將約為港幣12,117,000元(二零一四年：港幣14,495,000元)。

於二零一五年十二月三十一日，本集團抵押賬面值為港幣44,000,000元(二零一四年：港幣44,000,000元)之租賃樓宇以獲得本集團之若干銀行貸款(附註28)。

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綜合財務報表附註

31 December 2015 二零一五年十二月三十一日

17. PROPERTY, PLANT AND EQUIPMENT (Continued)

The fair value of the Group's owner-occupied leasehold building is a level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balance is provided below.

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 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) | 58,921 | 55,289 |
| Depreciation | 折舊 | (1,178) | (1,106) |
| Surplus on revaluation of properties held for own use | 重估持作自用物業之盈餘 | 2,943 | 4,738 |
| Classified as held for sale | 分類為持作出售 | (13,980) | - |
| Closing balance (level 3 recurring fair value) | 年終結餘(第3級經常性公平值) | 46,706 | 58,921 |

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 leasehold buildings are determined (in particular, the valuation techniques and inputs used).

| Leasehold buildings held by the Group measured at revaluation model | Fair value as at 31 December 2015 | Valuation technique(s) | Significant unobservable input(s) | Range of significant unobservable inputs | Interrelationship between key unobservable input(s) and fair value measurement |
|---|---------------------------------------|------------------------|--|--|---|
| 本集團持有按重估模型計量之租賃樓宇 | 於二零一五年十二月三十一日之公平值 HK\$'000 港幣千元 | 估值技術 | 主要不可觀察數據 | 主要不可觀察數據之範圍 | 重要不可觀察數據與公平值計量之互相關係 |
| Owner-occupied leasehold buildings | 46,706 (2014: 58,921) | Direct comparison | Quality of properties (e.g. location, size, level and condition of the properties) | +/- 20% (2014: +/- 20%) | The higher the quality of properties with reference to comparables, the higher the fair value |
| 自用租賃樓宇 | 46,706 (二零一四年: 58,921) | 直接比較 | 物業質量(如位置、大小、層數及物業狀況) | +/- 20%(二零一四年: +/- 20%) | 參照可比較物業之質量越高, 公平值越高 |

17. 物業、廠房及設備(續)

本集團自用租賃樓宇之公平值為第3級經常性公平值計量。年初及年末公平值結餘之對賬載列如下。

公平值計量乃基於上述物業最高及最佳用途，與其實際用途並無差異。

下表載列有關如何釐定該等租賃樓宇公平值(特別是所使用估值技術及數據)之資料。

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18. PROPERTIES HELD FOR DEVELOPMENT 18. 待發展物業

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|--|---------------------------|-----------------------------------|-----------------------------------|
| Year ended 31 December | | | |
| Opening net carrying amount | 截至十二月三十一日止年度 年初賬面淨值 | 27,187 | 46,497 |
| Amortisation | 攤銷 | (687) | (709) |
| Disposal of subsidiaries (notes 41(b) and 41(f)) | 出售附屬公司(附註41(b)及41(f)) | (6,512) | (18,554) |
| Exchange realignment | 匯兌調整 | (717) | (47) |
| Closing net carrying amount | 年終賬面淨值 | 19,271 | 27,187 |
| As at 31 December | | | |
| Cost | 於十二月三十一日 成本 | 23,521 | 34,467 |
| Accumulated amortisation | 累計攤銷 | (4,250) | (7,280) |
| Net carrying amount | 賬面淨值 | 19,271 | 27,187 |
| Analysis of lease terms: | | | |
| – In Hong Kong held on leases between 10 to 50 years | 租賃期分析： – 於香港租賃期為10至50年 | 4,066 | 10,886 |
| – In the PRC held on leases between 10 to 50 years | – 於中國租賃期為10至50年 | 15,205 | 16,301 |
| Net carrying amount | 賬面淨值 | 19,271 | 27,187 |

Properties held for development represents certain agricultural lands (the "Lands") situated in New Territories and the PRC. The directors are of the opinion that the fair value of the Lands cannot be reliably estimated unless the Group successfully assembles and consolidates the titles of the Lands, obtains the approval from the related government authorities and pay the land premium for further development. As such, the Group measures the Lands using the cost model.

待發展物業指位於新界及中國之若干農業用地(「土地」)。董事認為，除非本集團成功整合土地所有權、取得相關政府授權及支付再發展地價，否則公平值不能可靠地計量。因此，本集團按成本模式計量土地。

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綜合財務報表附註

31 December 2015 二零一五年十二月三十一日

19. INTEREST IN A JOINT VENTURE

19. 一家合營企業權益

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|-----------------------------------|------------|-----------------------------------|-----------------------------------|
| Unlisted share, at cost | 非上市股份，按成本 | - | 1 |
| Share of post-acquisition results | 應佔收購後業績 | - | (5,217) |
| | | - | (5,216) |
| Amount due from a joint venture | 應收一家合營企業款項 | - | 49,992 |
| Less: Provision for impairment | 減：減值撥備 | - | (15,565) |
| | | - | 29,211 |

Carried forward from previous years, the Group had 50% interest in a joint venture, Golden Choice Enterprises Limited, a separate structured vehicle incorporated and operating in Hong Kong. The primary activity of Golden Choice Enterprises Limited was property development. The joint venture agreement provided for the development and construction of certain property. The contractual arrangement provided the Group with only the rights to the net assets of the joint arrangement, with the rights to the assets and obligation for the liabilities of the joint arrangement resting primarily with Golden Choice Enterprises Limited. Under HKFRS 11, this joint arrangement was classified as a joint venture and has been accounted for in the consolidated financial statements using the equity method. The amount due from a joint venture in the previous year was unsecured, interest free and had no fixed terms of repayment. As no repayment would be demanded within twelve months from the reporting date and the amount was classified as non-current asset in the consolidated balance sheet as at 31 December 2014. During the year, the interest in joint venture was effectively disposed of at a loss of HK\$16,961,000 as a result of the settlement of certain litigations with its joint venture partner, more details of which are set out in note 36(b) to the financial statements.

承過往年度結轉，本集團於合營企業高彩企業有限公司(於香港註冊成立及經營之獨立實體組織)擁有50%權益。高彩企業有限公司主要業務為物業發展。合營企業協議訂明有關發展及建造若干物業之條文。合約安排僅為本集團提供對合營安排的淨資產價值擁有權利，而高彩企業有限公司主要擁有對合營安排資產及負債責任之權利。根據香港財務報告準則第11號，合營安排歸類為合營企業及使用權益法計入綜合財務報表。去年應收合營企業款項為無抵押、免息及並無固定還款期。由於自報告日期起計十二個月不會被要求還款，而款項已在綜合資產負債表內分類為於二零一四年十二月三十一日的非流動資產。年內，於合營企業之權益實際於與其合營夥伴就若干訴訟達成和解後出售，錄得虧損港幣16,961,000元，詳情載於財務報表附註36(b)。

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綜合財務報表附註

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20. AVAILABLE-FOR-SALE FINANCIAL ASSETS

20. 可供出售財務資產

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|--|------------------|-----------------------------------|-----------------------------------|
| Unlisted investments, at cost | 非上市投資，按成本 | 6,660 | 6,660 |
| Less: Provision for impairment loss | 減：減值虧損撥備 | (6,650) | (6,650) |
| Available-for-sale financial assets under non-current assets | 非流動資產項下之可供出售財務資產 | 10 | 10 |

Unlisted investments represent 35% of the issued ordinary share capital of an unlisted company incorporated in Hong Kong.

非上市投資指一間於香港註冊成立之非上市公司之35%已發行普通股股本。

The unlisted investments are classified as available-for-sale financial assets because in the opinion of the Directors, the Group has no significant influence over the financial and operating decisions of the investee.

由於董事認為，本集團對被投資公司之財務及經營決策並無重大影響力，因此，該項非上市投資分類為可供出售財務資產。

The unlisted investment with a carrying amount of HK\$10,000 (2014: HK\$10,000) is measured at cost less impairment losses as it does not have quoted market prices in active market. The Group plans to hold the investment indefinitely.

賬面值為港幣10,000元(二零一四年：港幣10,000元)之非上市投資由於並無活躍市場報價，故其乃按成本減減值虧損計量。本集團計劃繼續持有該非上市投資。

21. GOODWILL

21. 商譽

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|------------------------------------|---------------|-----------------------------------|-----------------------------------|
| Gross amount | 總面值 | | |
| As 1 January and 31 December | 於一月一日及十二月三十一日 | 4,168 | 4,168 |
| Accumulated impairment loss | 累計減值虧損 | | |
| At 1 January and 31 December | 於一月一日及十二月三十一日 | 4,168 | 4,168 |
| Net carrying amount | 賬面淨值 | | |
| Gross amount | 總面值 | 4,168 | 4,168 |
| Accumulated impairment loss | 累計減值虧損 | (4,168) | (4,168) |
| At 31 December | 於十二月三十一日 | - | - |

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22. PROPERTIES UNDER DEVELOPMENT

22. 發展中物業

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|---|-----------------------------|-----------------------------------|-----------------------------------|
| Carrying amount at 1 January | 於一月一日之賬面值 | 2,558,459 | 3,252,963 |
| Additions | 增添 | 1,037,286 | 249,500 |
| Disposals | 出售 | (5,309) | (1,553,153) |
| Transfer (to)/from investment properties (note 16) | 轉撥(至)/自投資物業(附註16) | (169,712) | 667,952 |
| Disposal of subsidiaries (notes 41(a), 41(c) and 41(e)) | 出售附屬公司(附註41(a)、41(c)及41(e)) | (134,210) | (59,733) |
| Interest capitalised in properties under development (note 8) | 於發展中物業資本化之利息(附註8) | - | 256 |
| Exchange realignment | 匯兌調整 | (21,410) | 674 |
| Carrying amount at 31 December | 於十二月三十一日之賬面值 | 3,265,104 | 2,558,459 |

As at 31 December 2015, certain bank loans were settled but the Group's properties under development with aggregate carrying value of HK\$628,239,000 (2014: HK\$518,878,000) which were pledged as security for these bank loans have not yet been released.

於二零一五年十二月三十一日，若干銀行貸款已經結清，惟本集團就該等銀行貸款所抵押作為抵押品之賬面總值為港幣628,239,000元(二零一四年：港幣518,878,000元)之發展中物業尚未解除抵押。

As at 31 December 2015, included in the properties under development was a joint operation project amounting to HK\$182,121,000 (2014: HK\$165,952,000) to jointly develop a property site for residential purposes located at 1-11 Lai Yin Street and 2-12 Jones Street, Tai Hang, Hong Kong in which the Group has a 20.24% interest. In 2014 the directors determined that its share of the completed units would be put up for sale when completed, and accordingly reclassified its proportionate share of its interest in this property development from investment properties under construction to properties under development. The Group bears a proportionate share of the joint operation's costs and expenses. The pre-sales of this property development commenced during the year.

於二零一五年十二月三十一日，發展中物業包括一項為數港幣182,121,000元(二零一四年：港幣165,952,000元)之合營項目，以共同開發一個位於大坑禮賢街1-11號及重士街2-12號之物業地盤，其中本集團擁有20.24%之股權。該物業地盤計劃發展為住宅樓宇。於二零一四年，董事確定其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發展中物業。本集團承擔按比例應佔合營業務之費用及開支。該物業發展項目於本年度內開始預售。

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23. TRADE AND OTHER RECEIVABLES

23. 貿易及其他應收款項

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|---|-----------------------------|-----------------------------------|-----------------------------------|
| Trade receivables | 貿易應收款項 | 15,965 | 13,611 |
| Less: Provision for impairment loss | 減：減值虧損撥備 | (6,318) | (2,462) |
| Total trade receivables, net | 貿易應收款項總額，淨額 | 9,647 | 11,149 |
| Deferred and contingent consideration, net of provision for impairment loss | 遞延及或然代價，扣除減值虧損撥備 | - | 2,498 |
| Other receivables, utility deposits and repayment, 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 | 135,331 | 71,413 |
| | | 135,331 | 73,911 |
| | | 144,978 | 85,060 |

As at the reporting date, trade receivables included in trade and other receivables were approximately HK\$9,647,000 (2014: HK\$11,149,000). The credit terms of the Group's trade receivables range from 30 to 90 days. At 31 December 2015, based on invoice dates, the ageing analysis of the trade receivables was as follows:

於報告日期，計入貿易及其他應收款項之貿易應收款項約為港幣9,647,000元(二零一四年：約港幣11,149,000元)。本集團貿易應收款項之信貸期介乎30至90天。於二零一五年十二月三十一日根據發票日期，貿易應收款項之賬齡分析載列如下：

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|------------------------------|-------------|-----------------------------------|-----------------------------------|
| 0-30 days | 0至30天 | 3,631 | 5,833 |
| 31-90 days | 31至90天 | 3,048 | 4,430 |
| 91-180 days | 91至180天 | 1,739 | 445 |
| Over 180 days | 超過180天 | 1,229 | 441 |
| Total trade receivables, net | 貿易應收款項總額，淨額 | 9,647 | 11,149 |

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23. TRADE AND OTHER RECEIVABLES (Continued)

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. The movement in the allowance for doubtful debts during the year is as follows:

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|---|---------------|-----------------------------------|-----------------------------------|
| At 1 January | 於一月一日 | 2,462 | 19,467 |
| Add: Provision for impairment loss (note 9) | 加：減值虧損撥備(附註9) | 3,856 | - |
| Write-off | 撇銷 | - | (17,005) |
| At 31 December | 於十二月三十一日 | 6,318 | 2,462 |

At 31 December 2015 and 2014, included in the allowance for doubtful debts are individually impaired trade receivables. The individually impaired receivables related to invoices that were outstanding for more than one year and the management assessed that none of these balances are expected to be recovered. Normally, other than those property leasing rental receivables which are secured by rental deposits, the Group does not obtain collateral from other customers.

Trade receivables that are not impaired are as follows:

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|---|--------------|-----------------------------------|-----------------------------------|
| Neither past due nor impaired | 未逾期及並無減值 | 5,569 | 8,880 |
| Less than 90 days past due | 逾期少於90日 | 2,486 | 1,784 |
| Past due more than 90 days but less than 1 year | 逾期多於90日但少於1年 | 984 | 327 |
| Past due more than 1 year | 逾期多於1年 | 608 | 158 |
| At 31 December | 於十二月三十一日 | 9,647 | 11,149 |

23. 貿易及其他應收款項(續)

有關貿易應收款項之減值以撥備賬記錄，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。年內呆賬撥備之變動如下：

於二零一五年及二零一四年十二月三十一日，呆賬撥備包括個別貿易應收款項之減值。個別應收款項之減值與被拖欠多於一年之發票而管理層評估預期該等應收款項能收回之部分有限有關。一般而言，除以租賃按金為抵押之物業租賃應收租金外，本集團並無向其他客戶收取抵押品。

並無減值之貿易應收款項如下：

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23. TRADE AND OTHER RECEIVABLES (Continued)

Trade receivables that were neither past due nor impaired related to a wide range of customers for whom there was no recent history of default. Trade receivables that were past due but not impaired related to a number of customers that have a good track record with the Group. Based on past experience, the management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

The deferred and contingent consideration was in connection with the disposal of the entire issued share capital of Oriental Classic Group Limited and its subsidiaries ("Oriental Classic Group") in 2013 at the aggregate consideration of HK\$122,768,000. The Oriental Classic Group was engaged in urban infrastructure development business in the People's Republic of China (the "PRC"). The consideration was satisfied by (i) cash of HK\$60,600,000; and (ii) the balance of the consideration of HK\$62,168,000 shall be payable by the purchaser within a period of three years after completion of the disposal up to the amounts of the trade receivables actually collected and received by the Oriental Classic Group. The deferred and contingent consideration is a recurring Level 3 financial asset and its fair value is determined with reference to the credit history of the debtors. The significant unobservable input used in the fair value measurement is the Directors' assessment on the probability of collecting the trade and other receivables by the Oriental Classic Group. In last financial year, the Directors considered part of the outstanding balance amounting to approximately HK\$40,879,000 to be uncollectible and had accordingly made full provision for impairment against this balance. During the year, the Group received settlement of approximately HK\$27,685,000 of the balance that had been fully provided for in 2014, and therefore reversed the provision for impairment on deferred and contingent consideration of the same amount as "other income" (note 6).

The Directors consider that the fair values of trade and other receivables which are expected to be recovered within one year are not materially different from their carrying amounts due to short maturity periods on their inception.

23. 貿易及其他應收款項(續)

未逾期及並無減值之貿易應收款項與大量並無近期拖欠還款記錄之客戶有關。已逾期但並無減值之貿易應收款項與多名與本集團有良好信貸記錄之客戶有關。根據過往經驗，管理層相信由於信貸質素並無重大變動，而該等結餘仍被視作可全數收回，故毋須就該等結餘作出減值撥備。

遞延及或然代價乃有關於二零一三年按代價港幣122,768,000元出售Oriental Classic Group Limited及其附屬公司(「Oriental Classic集團」)全部已發行股本有關。Oriental Classic集團於中華人民共和國(「中國」)從事城市基建開發業務。代價按以下方式償付：(i)現金港幣60,600,000元；及(ii)代價餘額港幣62,168,000元須由買方以後償方式支付，金額等同Oriental Classic集團於出售Oriental Classic完成後的三年期內，已獲得及收取的貿易應收款項。遞延及或然代價為經常性之第3級財務資產及其公平值參考債務人信貸記錄而釐定。公平值計量所用之重大不可觀察輸入數據為董事對Oriental Classic集團收回貿易及其他應收款項之可能性評估。於上一財政年度內，董事認為餘下結餘港幣40,879,000元將不可收回並已就該等結餘作出全額減值撥備。本年度內，本集團收取餘額約港幣27,685,000元之結付，已於二零一四年全數撥備，故此就相同金額撥回遞延及或然代價減值撥備為「其他收入」(附註6)。

董事認為，由於預期將於一年內收回之貿易及其他應收款項於設立時之到期期間較短，故其公平值與賬面值並無重大差異。

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24. BANK DEPOSIT AT ESCROW ACCOUNT

This represents deposits from buyers in connection with pre-sales of properties under development situated in Hong Kong.

25. STRUCTURED BANK DEPOSITS/CASH AND BANK BALANCES

As at 31 December 2015, the Group did not hold any structured bank deposits.

As at 31 December 2014, the structured bank deposit was principal-protected yield enhancement bank deposits denominated in Renminbi ("RMB") amounting to RMB74,850,000 (equivalent to approximately HK\$94,591,000) carrying a minimum interest rate of 1.8% per annum and could be enhanced to a maximum interest rate of 5% per annum which was to be determined by reference to the market exchange rate of Australian Dollar ("AUD")/United States Dollar ("USD") during a pre-determined period of 91 days. The structured bank deposits contained embedded derivatives representing a return which would vary with prevailing market exchange rate of AUD/USD. The Directors considered that the fair value of the embedded derivative and the cap was minimal and hence no derivative financial instrument was recognised. During the current year, all of the funds invested in structured bank deposits, including interest, were received by the Group and included in cash and bank balances at the year end date.

24. 於託管賬戶之銀行存款

此款項指買家就預售位於香港之發展中物業之按金。

25. 結構性銀行存款／現金及銀行結餘

於二零一五年十二月三十一日，本集團並無持有任何結構性銀行存款。

於二零一四年十二月三十一日，結構性銀行存款為以人民幣（「人民幣」）呈列之保本型收益增長銀行存款，共人民幣74,850,000元（相等於約港幣94,591,000元），年度最低利率為1.8厘，年度最高利率可增至5厘，並按澳元（「澳元」）／美元（「美元」）之市場匯兌於釐定前期間91日釐定。結構性銀行存款含有嵌入式衍生工具，代表與澳元／美元現行市場匯兌不同之回報。董事認為嵌入式衍生工具之公平值及上限影響輕微，因此並無確認衍生金融工具。本年度內，本集團收取所有投資於結構性銀行存款的資金（包括利息），乃於年結日計入現金及銀行結餘。

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25. STRUCTURED BANK DEPOSITS/CASH AND BANK BALANCES (Continued)

The cash and bank balances of the Group was summarised as follows:

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|--|----------------|-----------------------------------|-----------------------------------|
| Bank and cash balances | 銀行及現金結餘 | 374,153 | 365,812 |
| Short-term bank deposits | 短期銀行存款 | - | 505,576 |
| Total cash and cash equivalents | 現金及現金等價物總額 | 374,153 | 871,388 |
| Time deposits with original maturity over three months | 原到期日超出三個月之定期存款 | - | 199,015 |
| Total cash and bank balances | 現金及銀行結餘總額 | 374,153 | 1,070,403 |

Cash at banks earn interest at floating rates based on the daily bank deposit rates.

The Group's bank balances included restricted bank deposits of approximately HK\$3,780,000 (2014: HK\$2,837,000) which was restricted by the bankers for the purpose of construction related payments.

As at 31 December 2014, short-term bank deposits were made for the periods of 7 days to 31 days depending on the immediate cash requirement of the Group, and earned fixed-rate interest at respective short-term deposit rates ranging from 0.66% to 3.79% per annum.

25. 結構性銀行存款／現金及銀行結餘(續)

本集團之現金及銀行結餘之概要如下：

銀行現金根據每日銀行存款利率按浮動利率賺取利息。

本集團的銀行結餘中，包括支付在建工程之受限制銀行存款約港幣3,780,000元(二零一四年：港幣2,837,000元)。

於二零一四年十二月三十一日，短期銀行存款之存款期為期7日至31日，視乎本集團之資金需求而定，並按各自之短期存款年利率0.66%至3.79%賺取固定利率之利息。

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25. STRUCTURED BANK DEPOSITS/CASH AND BANK BALANCES (Continued)

Included in cash and cash equivalents of the Group is HK\$70,687,000 (2014: HK\$8,409,000) of bank balances denominated in RMB placed with banks in the PRC. RMB is not a freely convertible currency. Under the Mainland China'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 because of the short maturity period on their inception.

25. 結構性銀行存款／現金及銀行結餘(續)

計入本集團現金及現金等值物為存放於中國多間銀行的銀行結餘港幣70,687,000元(二零一四年：港幣8,409,000元)之人民幣銀行結餘。人民幣並非可自由兌換之貨幣。根據中國內地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，由於現金及現金等價物於設立時之到期期間較短，故其公平值與賬面值並無重大差異。

26. TRADE AND OTHER PAYABLES

26. 貿易及其他應付款項

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|---------------------------------------|-----------------|-----------------------------------|-----------------------------------|
| Trade payables | 貿易應付款項 | 5,517 | 10,829 |
| Receipt in advance | 預收款項 | 3,974 | 13,794 |
| Rental deposits received | 已收租金按金 | 162,448 | 144,045 |
| Accrued expenses and other payables | 應付費用及其他應付款項 | 287,534 | 343,402 |
| Provision for legal cost (note 36(b)) | 法律費用撥備(附註36(b)) | 633 | 3,598 |
| | | 460,106 | 515,668 |

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26. TRADE AND OTHER PAYABLES (Continued)

As at the reporting date, trade payables included in trade and other payables were approximately HK\$5,517,000 (2014: HK\$10,829,000). The Group was granted by its suppliers with credit periods ranging from 30 to 60 days. Based on the invoices dates, the ageing analysis of the trade payables was as follows:

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|----------------------|--------|-----------------------------------|-----------------------------------|
| 0-30 days | 0至30天 | 1,887 | 4,842 |
| 31-90 days | 31至90天 | 979 | 847 |
| Over 90 days | 超過90天 | 2,651 | 5,140 |
| Total trade payables | | 5,517 | 10,829 |

26. 貿易及其他應付款項(續)

於報告日期，計入貿易及其他應付款項之貿易應付款項約為港幣5,517,000元(二零一四年：約港幣10,829,000元)。本集團獲其供應商授予介乎30至60天之信貸期。根據發票日期，貿易應付款項之賬齡分析載列如下：

27. DEPOSIT RECEIVED IN ADVANCE

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|---|------------------------|-----------------------------------|-----------------------------------|
| Deposit received in advance associated with pre-sale of properties under development situated at: | 有關預售位於下列地點之發展中物業之預收訂金： | | |
| - Hong Kong | - 香港 | 707,727 | 407,273 |
| - PRC | - 中國 | 26,910 | 13,835 |
| | | 734,637 | 421,108 |

27. 預收訂金

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28. BORROWINGS

28. 借貸

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|---|-------------------------------------|-----------------------------------|-----------------------------------|
| Current Liabilities | 流動負債 | | |
| Bank loans – secured | 銀行貸款－有抵押 | 2,137,050 | 2,197,920 |
| Non-current liabilities | 非流動負債 | | |
| Other loans | 其他貸款 | – | 24,011 |
| | | 2,137,050 | 2,221,931 |
| Carrying amount 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賬面值： | | |
| Within one year | 一年內 | 809,130 | 188,300 |
| More than one year, but not exceeding two years | 一年以上但不超過兩年 | 149,800 | 705,711 |
| More than two years, but not exceeding five years | 兩年以上但不超過五年 | 1,178,120 | 1,145,020 |
| More than five years | 五年以上 | – | 182,900 |
| | | 2,137,050 | 2,221,931 |
| Carrying amount of bank loans due for repayment after one year which contain a repayment on demand clause (shown under current liabilities) | 一年後到期償還之銀行貸款（包括按要求償還條款）之賬面值（列於流動負債） | 1,327,920 | 2,009,620 |

As at 31 December 2015, bank loans are secured by certain investment properties, property, plant and equipment and properties under development of the Group with a total carrying value of approximately HK\$12,404,739,000 (2014: HK\$12,782,748,000) as set out in notes 16, 17 and 22 respectively to the financial statements.

The fair values of the borrowings as at 31 December 2015 and 2014 approximate to their carrying amounts.

The analysis that shows the remaining contractual maturities of the Group's borrowings is set out in note 43.1(d) to the financial statements.

於二零一五年十二月三十一日，銀行貸款乃以本集團賬面總值約港幣12,404,739,000元（二零一四年：港幣12,782,748,000元）之若干投資物業、物業、廠房及設備及發展中物業作為抵押，分別載於財務報表附註16、17及22。

於二零一五年及二零一四年十二月三十一日，借貸之公平值與其賬面值相若。

顯示本集團借貸之餘下合約到期日之分析載於財務報表附註43.1(d)。

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31 December 2015 二零一五年十二月三十一日

28. BORROWINGS (Continued)

The effective interest rates of the Group's borrowings at the reporting date were as follows:

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|--------------------------|-------------|---|---|
| Bank loans | 銀行貸款 | | |
| - HK\$-denominated loans | - 港幣貸款 | HIBOR+1.35% p.a. to HIBOR+2.45% p.a. 香港同業拆息 + 年利率 1.35%至香港 同業拆息 + 年利率2.45% | HIBOR+1.35% p.a. to HIBOR+2.45% p.a. 香港同業拆息 + 年利率 1.35%至香港 同業拆息 + 年利率2.45% |
| Other loans | 其他貸款 | | |
| - RMB-denominated loan | - 人民幣貸款 | N/A 不適用 | Loan rate published by the People's Bank of China+1.5% p.a. 中國人民銀行 公佈之貸款利率 + 年利率1.5% |

28. 借貸(續)

於報告日期本集團借貸之實際利率如下：

29. DEFERRED TAX

The gross movement on the deferred tax account is as follows:

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|---|-------------------|-----------------------------------|-----------------------------------|
| At 1 January | 於一月一日 | 70,942 | 49,827 |
| Deferred taxation charged to: | 扣除自以下項目之遞延稅項： | | |
| - Profit or loss (note 12) | - 損益(附註12) | 6,319 | 20,373 |
| - Disposal of a subsidiary (note 41(a)) | - 出售附屬公司(附註41(a)) | (348) | - |
| - Asset revaluation reserve (note 13) | - 資產重估儲備(附註13) | 486 | 782 |
| Exchange realignment | 匯兌調整 | (446) | (40) |
| At 31 December | 於十二月三十一日 | 76,953 | 70,942 |

29. 遞延稅項

遞延稅項賬目之總變動如下：

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29. DEFERRED TAX (Continued)

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:

29. 遞延稅項(續)

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 | Tax loss 稅項虧損 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 | Total 總額 HK\$'000 港幣千元 |
|---|-----------------------------|--|---|--|---------------------------------|
| At 1 January 2014 | 於二零一四年一月一日 | 56,786 | (12,993) | 6,034 | 49,827 |
| Charged to profit or loss (note 12) | 扣除自損益(附註12) | 7,380 | 12,993 | - | 20,373 |
| Charged to other comprehensive income (note 13) | 扣除自其他全面收入(附註13) | - | - | 782 | 782 |
| Exchange realignment | 匯兌調整 | (40) | - | - | (40) |
| At 31 December 2014 and 1 January 2015 | 於二零一四年十二月三十一日 及二零一五年一月一日 | 64,126 | - | 6,816 | 70,942 |
| Charged to profit or loss (note 12) | 扣除自損益(附註12) | 6,319 | - | - | 6,319 |
| Disposal of a subsidiary (note 41(a)) | 出售附屬公司(附註41(a)) | (348) | - | - | (348) |
| Charged to other comprehensive income (note 13) | 扣除自其他全面收入(附註13) | - | - | 486 | 486 |
| Exchange realignment | 匯兌調整 | (446) | - | - | (446) |
| At 31 December 2015 | 於二零一五年十二月三十一日 | 69,651 | - | 7,302 | 76,953 |

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綜合財務報表附註

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29. DEFERRED TAX (Continued)

As at 31 December 2015, the amount of unrecognised deferred tax assets mainly represented by tax effect of temporary differences attributable to unrecognised tax losses of HK\$68,192,000 (2014: HK\$65,961,000), which are subject to the agreement of the Hong Kong Inland Revenue Department. The deductible temporary differences have not been recognised in the financial statements as it is not probable that taxable profit will be available against which the tax loss or other deductible temporary differences can be utilised due to the unpredictability of future profit streams of the companies in which the losses arose. All tax losses and deductible temporary differences of the Group have no expiry dates under the current tax legislation.

As at 31 December 2015, the Group has deferred tax liabilities of approximately HK\$1,609,000 (2014: HK\$2,025,000) in respect of the aggregate amount of temporary differences associated with undistributed earnings of PRC subsidiaries which have not 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 it is probable that such difference will not be reversed in the foreseeable future.

30. ASSETS AND LIABILITIES OF A DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE

The assets and liabilities related to Moon Phase Limited ("Moon Phase"), a wholly-owned subsidiary of the Group, have been presented as held for sale following the approval of the Group's management to dispose of Moon Phase in 2015. Moon Phase is an investment holding company and holds the entire issued share capital of Casa Woods Limited which in turn holds a residential unit and certain car parking spaces situated in Hong Kong (collectively the "Moon Phase Group"). The disposal of Moon Phase Group was completed on 2 January 2016. The directors regard the sale proceeds less the directly attributable cost which amounted to approximately HK\$143,630,000 as the fair value less cost to sell for the disposal of Moon Phase Group.

29. 遞延稅項(續)

於二零一五年十二月三十一日，未確認遞延稅項資產之金額主要是由於未確認稅項虧損港幣68,192,000元(二零一四年：港幣65,961,000元)所產生之暫時性差額稅務影響，有關金額須經香港稅務局同意。由於無法預計虧損產生時本公司的未來溢利，稅項虧損或其他可扣減暫時性差額將來未必能用以抵銷應課稅溢利，故並無於財務報表確認可扣減暫時性差額。根據現時稅務條例，本集團所有稅項虧損及可扣減暫時性差額並無屆滿期。

於二零一五年十二月三十一日，本集團有關中國附屬公司未分派盈利之相關暫時差額總額之遞延稅項負債約港幣1,609,000元(二零一四年：港幣2,025,000元)尚未確認。由於本集團能夠控制其附屬公司之股息政策以及有關暫時差額於可見將來可能不會撥回，故並無就該等差額確認遞延稅項負債。

30. 分類為持作出售之出售組別之資產及負債

本集團管理層於二零一五年批准出售本集團全資附屬公司Moon Phase Limited(「Moon Phase」)後，與Moon Phase相關的資產及負債已呈列作為持作出售。Moon Phase乃投資控股公司，持有Casa Woods Limited全部已發行股本，後者持有位於香港之一個住宅單位及若干停車位(統稱「Moon Phase集團」)。出售Moon Phase集團事項已於二零一六年一月二日完成。就出售Moon Phase集團而言，董事視出售所得款項減直接應佔成本約港幣143,630,000元為公平值減出售成本。

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30. ASSETS AND LIABILITIES OF A DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (Continued)

In accordance with HKFRS 5, the assets and liabilities relating to the Moon Phase Group have been classified as held for sale in the consolidated statement of financial position. The division does not constitute a discontinued operation as it does not represent a major line of business or geographical area of operation.

30. 分類為持作出售之出售組別之資產及負債(續)

根據香港財務報告準則第5號，與Moon Phase集團相關之資產及負債已在綜合財務狀況表分類為持作出售。由於其並非主要之業務線或業務地域，故不構成一項已終止業務。

| | | HK\$'000 港幣千元 |
|--|---------------------|------------------|
| Property, plant and equipment (note 17) | 物業、廠房及設備(附註17) | 73,012 |
| Deposits | 按金 | 67 |
| Total assets classified as held for sale | 分類為持作出售之資產總額 | 73,079 |
| Accrued charges | 應計費用 | 370 |
| Total liabilities classified as held for sale | 分類為持作出售之負債總額 | 370 |

31. SHARE CAPITAL

31. 股本

| | | 2015 二零一五年 | | 2014 二零一四年 | |
|---|-----------------|-----------------------------|------------------|-----------------------------|------------------|
| | | 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: | 法定： | | | | |
| Ordinary shares of HK\$0.10 each | 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: | 已發行及繳足： | | | | |
| At 1 January | 於一月一日 | 284,068,635 | 28,407 | 280,824,135 | 28,082 |
| Exercise of share options | 行使購股權 | 1,817,500 | 182 | 3,612,500 | 362 |
| Shares bought-back and cancelled (note) | 回購及註銷股份(附註) | (538,500) | (54) | (368,000) | (37) |
| At 31 December | 於十二月三十一日 | 285,347,635 | 28,535 | 284,068,635 | 28,407 |

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31 December 2015 二零一五年十二月三十一日

31. SHARE CAPITAL (Continued)

Note:

During the years ended 31 December 2015 and 2014, the Group bought-back its own ordinary shares on The Stock Exchange of Hong Kong Limited as follows:

| Trading dates | | Number of shares bought-back | Highest price paid per share 已付每股 最高價 HK\$ 港幣元 | Lowest price paid per share 已付每股 最低價 HK\$ 港幣元 | Aggregate price paid 已付總價 HK\$'000 港幣千元 |
|--|-------------------------------|------------------------------------|--|---|---|
| For the year ended 31 December 2015 | 截至二零一五年 十二月三十一日止年度 | | | | |
| December 2015 | 二零一五年十二月 | 538,500 | 9.60 | 9.19 | 5,043 |
| | | 538,500 | | | 5,043 |
| For the year ended 31 December 2014 | 截至二零一四年 十二月三十一日止年度 | | | | |
| August 2014 | 二零一四年八月 | 48,000 | 13.48 | 13.34 | 646 |
| September 2014 | 二零一四年九月 | 34,000 | 13.34 | 13.08 | 451 |
| November 2014 | 二零一四年十一月 | 4,000 | 12.18 | 12.18 | 49 |
| December 2014 | 二零一四年十二月 | 282,000 | 12.18 | 11.96 | 3,415 |
| | | 368,000 | | | 4,561 |

The bought-back shares were cancelled and the issued share capital of the Company was reduced by the nominal value of these shares accordingly. The premium paid on these buy-backs was charged to the share premium account. An amount equivalent to the nominal value of the shares cancelled were transferred from retained profits to the capital redemption reserve.

31. 股本(續)

附註：

於截至二零一五年及二零一四年十二月三十一日止年度，本集團回購其於香港聯合交易所有限公司之普通股如下：

回購股份已獲註銷，故本公司已發行股本相應減少該等股份之面值。就該等回購所付溢價自股份溢價賬扣除。相等於註銷股份面值之款項自保留溢利轉撥至資本贖回儲備。

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綜合財務報表附註

31 December 2015 二零一五年十二月三十一日

32. RESERVES Group

32. 儲備 本集團

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|--|------------------------|-----------------------------------|-----------------------------------|
| Share premium (note (a)) | 股份溢價(附註(a)) | 709,663 | 694,240 |
| Capital redemption reserve (note (b)) | 資本贖回儲備(附註(b)) | 91 | 37 |
| Asset revaluation reserve | 資產重估儲備 | 7,908 | 5,451 |
| Employee share-based equity reserve | 員工股份權益儲備 | 21,918 | 25,893 |
| Retained profits | 保留溢利 | 15,421,014 | 15,529,767 |
| Exchange reserve | 兌換儲備 | 5,436 | 33,973 |
| Special reserve (note (c)) | 特別儲備(附註(c)) | 1,848 | 1,848 |
| Proposed final and special dividends (note 14(a)) | 建議末期及特別股息 (附註14(a)) | 57,070 | 85,221 |
| | | 16,224,948 | 16,376,430 |

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.

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兌換附屬公司股本面值之差額。

Details of the movements in the above reserves are set out in the consolidated statement of changes in equity on pages 102 to 105 to the financial statements.

上述儲備之變動詳情載於財務報表第102至105頁之綜合權益變動表。

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32. RESERVES (Continued)

Company

32. 儲備(續)

本公司

| | | Share premium | Capital redemption reserve | Contributed surplus | Employee share-based equity reserve | (Accumulated losses)/ Retained profit | Proposed Final and special dividends | Total |
|--|-------------------------|---------------|----------------------------|---------------------|-------------------------------------|---------------------------------------|--------------------------------------|-----------|
| | | 股份溢價 | 資本贖回儲備 | 繳納盈餘 | 員工股份權益儲備 | (累計虧損)/ 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 | 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 |
| | | (note (a)) | (note (b)) | (note (c)) | | | | |
| | | (附註(a)) | (附註(b)) | (附註(c)) | | | | |
| At 1 January 2014 | 二零一四年一月一日 | 659,840 | - | 1,971,895 | 27,788 | (1,971,667) | 56,165 | 744,021 |
| Exercise of share options | 行使購股權 | 38,924 | - | - | (7,820) | - | - | 31,104 |
| Lapse of share option (note 33) | 購股權失效(附註33) | - | - | - | (64) | 64 | - | - |
| Shares bought-back and cancelled (note 31) | 回購及註銷股份(附註31) | (4,524) | 37 | - | - | (37) | - | (4,524) |
| Equity-settled share based payment (note 33) | 以股權結算以股份為基礎之付款(附註33) | - | - | - | 5,989 | - | - | 5,989 |
| Profit for the year | 年內溢利 | - | - | - | - | 2,522,610 | - | 2,522,610 |
| Under-provision for final dividend for 2013 | 二零一三年末期股息撥備不足 | - | - | (40) | - | - | 40 | - |
| Final dividend paid for 2013 (note 14(b)) | 已付二零一三年末期股息(附註14(b)) | - | - | - | - | - | (56,205) | (56,205) |
| Proposed final and special dividends for 2014 (note 14(a)) | 建議二零一四年末期及特別股息(附註14(a)) | - | - | (85,221) | - | - | 85,221 | - |
| At 31 December 2014 and 1 January 2015 | 於二零一四年十二月三十一日及二零一五年一月一日 | 694,240 | 37 | 1,886,634 | 25,893 | 550,970 | 85,221 | 3,242,995 |
| Exercise of share options | 行使購股權 | 20,412 | - | - | (4,764) | - | - | 15,648 |
| Lapse of share option (note 33) | 購股權失效(附註33) | - | - | - | (1,041) | 1,041 | - | - |
| Shares bought-back and cancelled (note 31) | 回購及註銷股份(附註31) | (4,989) | 54 | - | - | (54) | - | (4,989) |
| Equity-settled share based payment (note 33) | 以股權結算以股份為基礎之付款(附註33) | - | - | - | 1,830 | - | - | 1,830 |
| Profit for the year | 年內溢利 | - | - | - | - | 1,565 | - | 1,565 |
| Final and special dividends paid for 2014 (note 14(b)) | 已付二零一四年末期及特別股息(附註14(b)) | - | - | - | - | - | (85,287) | (85,287) |
| Under-provision for final and special dividends for 2014 | 二零一四年末期及特別股息撥備不足 | - | - | (66) | - | - | 66 | - |
| Proposed final dividend for 2015 (note 14(a)) | 建議二零一五年末期股息(附註14(a)) | - | - | (57,070) | - | - | 57,070 | - |
| At 31 December 2015 | 於二零一五年十二月三十一日 | 709,663 | 91 | 1,829,498 | 21,918 | 553,522 | 57,070 | 3,171,762 |

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32. RESERVES (Continued)

Company (Continued)

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.

33. SHARE BASED EMPLOYEE COMPENSATION

The Company adopted a new share option scheme (the "2011 Share Option Scheme") at the annual general meeting held on 19 May 2011 (the AGM 2011).

The principal terms of the 2011 Share Option Scheme are set out as follows:

Purpose of the 2011 Share Option Scheme

The purpose of this scheme is to encourage the participants to perform their best in achieving the goals of the Company and at the same time allow the participants to enjoy the results of the Company attained through their efforts and contributions.

32. 儲備(續)

本公司(續)

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派發：
 - (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。

33. 以股份為基礎僱員報酬

本公司於二零一一年五月十九日舉行之股東週年大會(「二零一一年股東週年大會」)上採納新購股權計劃(「二零一一年購股權計劃」)。

二零一一年購股權計劃之主要條款載列如下：

二零一一年購股權計劃之目的

該計劃旨在鼓勵參與者竭誠達致本公司目標，同時讓參與者分享彼等致力為本公司作出貢獻之成果。

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31 December 2015 二零一五年十二月三十一日

33. SHARE BASED EMPLOYEE COMPENSATION (Continued)

Eligible Participants of the share option scheme

(i) any full time employee and director (any existing or proposed executive or non – executive directors) of the Group or any member of the Group and any part-time employee with weekly working hours of 10 hours or above of the Group; (ii) any advisor, consultants or agent to the Group; any provider of goods and/or services to the Group; or any other person who, at the sole discretion of the Board, has contributed or may contribute to the Group; (iii) any trustee of any trust (whether family, discretionary) whose beneficiaries or objects include any employee or business association of the Group.

Total number of securities issuable

The total number of shares which may be issued upon exercise of all share options to be granted under the 2011 Share Option Scheme and any other share option scheme of the Company shall not exceed 10% of the total number of shares in issue as at the adoption date of the 2011 Share Option Scheme provided that the share options lapsed will not be counted for the purpose of calculating such 10% limit.

At the AGM 2011 of the Company convened on 19 May 2011, the said 10% limit of number of shares available for issue was 25,091,413 shares.

Under the 2011 Share Option Scheme, the Company may obtain a fresh approval from its shareholder in general meeting to refresh the above mentioned 10% limit. In such event, the total number of shares in respect of which share options may be granted under the 2011 Share Option Scheme and any other share option schemes of the Company shall not exceed 10% of the total number of shares in issue as at the date of such approval provided that share options previously granted under the 2011 Share Option Scheme (including those outstanding, cancelled, lapsed or exercised share options) will not be counted for the purpose of calculating such 10% limit.

33. 以股份為基礎僱員報酬(續)

購股權計劃之合資格參與者

(i) 本集團或本集團任何成員公司之任何全職僱員及董事(任何現任或建議非執行董事)，以及本集團任何每週工時10小時或以上之兼職僱員；(ii) 本集團任何顧問、專家顧問或代理、向本集團提供貨物及/或服務之任何供應商、或董事會全權酌情認為已經或可能對本集團作出貢獻之任何其他人士；(iii) 任何信託(家族或酌情)之受託人，而該信託之受益人或對象包括本集團之任何僱員或業務聯繫人。

可發行證券總數

根據行使二零一一年購股權計劃及本公司任何其他購股權計劃將予授出之所有購股權而可予發行之股份總數，不得超過於批准二零一一年購股權計劃之日已發行股份總數之10%，但已失效之購股權將不計算在該10%上限以內。

於本公司於二零一一年五月十九日舉行之二零一一年股東週年大會上，上述10%上限可予發行之股份數目為25,091,413股股份。

根據二零一一年購股權計劃，本公司可在股東大會上獲得其股東更新批准以更新上述之10%上限。在該情況下，根據二零一一年購股權計劃及本公司任何其他購股權計劃可予授出之購股權而發行之股份總數，不得超過於該等批准之日已發行股份總數之10%，但根據二零一一年購股權計劃過往已授出之購股權(包括該等尚未行使、已註銷、已失效或已行使之購股權)將不計算在該10%上限以內。

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33. SHARE BASED EMPLOYEE COMPENSATION (Continued)

Total number of securities issuable (Continued)

Notwithstanding anything hereinbefore contained and subject to the maximum entitlement of each participant hereinafter mentioned, the maximum number of shares which may be issued upon exercise of all outstanding share option granted and yet to be granted under the 2011 Share Option Scheme and any other share option schemes of the Company shall not exceed 30% (or such other higher percentages as may be allowed under the Listing Rules) of the total number of shares in issue from time to time.

As at the date of this annual report, the total number of shares available for issue under the 2011 Share Option Scheme was 14,335,413 representing approximately 5.06% of the Company's shares in issue as at that date.

Maximum entitlement of each employee/participant

Unless separately approved by the shareholders of the Company at a general meeting with the particular Participant (as defined in the 2011 Share Option Scheme) and his or her associate (as defined under the Listing Rules) abstaining from voting, the total number of shares issued and to be issued upon exercise of the options granted to each Participant (including both exercised and outstanding options) in any 12 months period shall not exceed 1% of the total number of shares in issue.

Period to take up share options and minimum period to hold before exercise

Under the 2011 Share Option Scheme, the period which the shares must be taken up under a share option and the minimum period, if any, for which a share option must be held before it can be exercised are to be decided by the Directors of the Company upon granting the relevant share options. Details of such information (if any) relating to the outstanding share options are set out below.

Amount payable to take up share options and time to accept offer

Under the 2011 Share Option Scheme, an offer for the granting of share options shall be accepted within 21 days from the offer date and by way of payment of consideration of HK\$1.00.

33. 以股份為基礎僱員報酬(續)

可發行證券總數(續)

儘管上文所載任何規定及受到下文所述之各參與者之最大配額之規限，因行使根據二零一一年購股權計劃或本公司任何其他購股權計劃已授出之尚未行使購股權而發行之股份上限，不得超過不時已發行股份總數之30% (或上市規則准許之該等其他較高百分比)。

於本年報日期，根據二零一一年購股權計劃可予授出之購股權總數為14,335,413股，佔於該日本公司已發行股份約5.06%。

各僱員／參與者之配額上限

除非經本公司股東在股東大會上另行批准及有關之參與者(定義見二零一一年購股權計劃)及其聯繫人(定義見上市規則)亦放棄在股東大會上投票外，行使授予各參與者之購股權(包括已行使及尚未行使之購股權)時所發行及可予發行之股份總數，於任何十二個月期間不得超過已發行股份總數之1%。

認購購股權項下股份之時限及行使前之最短持有購股權時限

根據二零一一年購股權計劃，認購購股權項下股份之時限及行使購股權前必須持有購股權之最短時限(如有)，均由本公司董事在授出有關之購股權時決定。有關尚未行使之購股權之該等資料(如有)之詳情載於下文。

認購購股權之應付款項及接納要約之時間

根據二零一一年購股權計劃，授出購股權之要約須在要約日起二十一天內以支付港幣1.00元代價之方式接納。

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33. SHARE BASED EMPLOYEE COMPENSATION (Continued)

Exercise price

Under the 2011 Share Option Scheme, the exercise price shall be a price determined by the board of directors of the Company and shall be at least the highest of:

- the closing price of the shares quoted on the Stock Exchange on the offer date;
- a price being the average of the closing prices of the shares as quoted in the Stock Exchange for the 5 trading days immediately preceding the offer date; and
- the nominal value of the shares.

Life of the share option scheme

The 2011 Share Option Scheme has a life of 10 years from its adoption date (i.e. 19 May 2011).

As at the 31 December 2015, details of outstanding options granted to eligible persons are as follows:

33. 以股份為基礎僱員報酬(續)

行使價

根據二零一一年購股權計劃，行使價應為本公司董事會所釐定之價格，以至少為以下三項中最高者為準：

- 股份於要約日在聯交所所報之收市價；
- 緊接要約日前五個交易日股份在聯交所所報之平均收市價；及
- 股份之面值。

購股權計劃之有效期

二零一一年購股權計劃之有效期由採納日期(即二零一一年五月十九日)起計10年。

於二零一五年十二月三十一日，授予合資格人士之未行使購股權如下：

| Name of grantee | Date of grant | Closing price immediately preceding the date of grant 緊接授出日期前之收市價 (HK\$) (港幣元) | Exercise price 行使價 (HK\$) (港幣元) | Weighted average share price of shares at the date of exercise 股份於行使日期之加權平均股價 (HK\$) (港幣元) | Exercisable period 行使期 | Number of options 購股權數目 | | | Fair value of options granted 已授出購股權公平值 (HK\$'000) (港幣千元) | |
|--------------------------|-------------------------|---|--|---|--|------------------------------------|---------------------------------|--|--|---|
| | | | | | | As at 1 January 2015 於二零一五年一月一日 | Granted during the year 年內授出 | Exercised/ Lapsed* during the year 年內行使/ 失效* | | As at 31 December 2015 於二零一五年十二月三十一日 |
| Directors | | | | | | | | | | |
| 董事 | | | | | | | | | | |
| Foo Kam Chu Grace 傅金珠 | 6/12/2011 二零一一年十二月六日 | 8.60 | 8.71 | 9.57 (Note 附註 a) | 6/12/2012 to 5/12/2015 二零一二年十二月六日至 二零一五年十二月五日 | 137,500 | - | (137,500) | - | N/A 不適用 |
| | 3/1/2013 二零一三年一月三日 | 15.78 | 15.76 | N/A 不適用 | 3/1/2014 to 2/1/2017 二零一四年一月三日至 二零一七年一月二日 | 316,000 | - | - | 316,000 | N/A 不適用 |
| Chan Wai Ling 陳慧苓 | 6/12/2011 二零一一年十二月六日 | 8.60 | 8.71 | 9.57 (Note 附註 b) | 6/12/2012 to 5/12/2015 二零一二年十二月六日至 二零一五年十二月五日 | 500,000 | - | (500,000) | - | N/A 不適用 |
| | 3/1/2013 二零一三年一月三日 | 15.78 | 15.76 | N/A 不適用 | 3/1/2014 to 2/1/2017 二零一四年一月三日至 二零一七年一月二日 | 2,000,000 | - | - | 2,000,000 | N/A 不適用 |

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33. SHARE BASED EMPLOYEE COMPENSATION (Continued)

Life of the share option scheme (Continued)

33. 以股份為基礎僱員報酬(續)

購股權計劃之有效期(續)

| Name of grantee 承授人姓名 | Date of grant 授出日期 | Closing price immediately preceding the date of grant 緊接授出日期前之收市價 (HK\$) (港幣元) | Exercise price 行使價 (HK\$) (港幣元) | Weighted average share price of shares at the date of exercise 股份於行使日期之加權平均股價 (HK\$) (港幣元) | Exercisable period 行使期 | Number of options 購股權數目 | | | Fair value of options granted 已授出購股權公平值 (HK\$'000) (港幣千元) | |
|---------------------------|-------------------------|---|--|---|---|------------------------------------|---------------------------------|--|--|---|
| | | | | | | As at 1 January 2015 於二零一五年一月一日 | Granted during the year 年內授出 | Exercised/ Lapsed* during the year 年內行使/失效* | | As at 31 December 2015 於二零一五年十二月三十一日 |
| Kong Siu Man Kenny 鄺紹民 | 6/12/2011 二零一一年十二月六日 | 8.60 | 8.71 | 9.52 (Note 附註 c) | 6/12/2012 to 5/12/2015 二零一二年十二月六日至二零一五年十二月五日 | 300,000 | - | (300,000) | - | N/A 不適用 |
| | 3/1/2013 二零一三年一月三日 | 15.78 | 15.76 | N/A 不適用 | 3/1/2014 to 2/1/2017 二零一四年一月三日至二零一七年一月二日 | 250,000 | - | - | 250,000 | N/A 不適用 |
| Other Employees 其他僱員 | 6/12/2011 二零一一年十二月六日 | 8.60 | 8.71 | 10.66 (Note 附註 d) | 6/12/2012 to 5/12/2015 二零一二年十二月六日至二零一五年十二月五日 | 880,000 | - | (880,000) | - | N/A 不適用 |
| | 3/1/2013 二零一三年一月三日 | 15.78 | 15.76 | N/A 不適用 | 3/1/2014 to 2/1/2017 二零一四年一月三日至二零一七年一月二日 | 2,510,000 | - | (250,000)* | 2,260,000 | N/A 不適用 |
| | | | | | | 6,893,500 | - | (2,067,500) | 4,826,000 | |

Notes:

附註：

- | | | | |
|-----|--|-----|-----------------------------------|
| (a) | The weighted average closing price of the Company's share immediately before the date on which the options were exercised is HK\$9.69. | (a) | 緊接購股權獲行使當日本公司股份之加權平均收市價為港幣9.69元。 |
| (b) | The weighted average closing price of the Company's share immediately before the date on which the options were exercised is HK\$9.69. | (b) | 緊接購股權獲行使當日本公司股份之加權平均收市價為港幣9.69元。 |
| (c) | The weighted average closing price of the Company's share immediately before the dates on which the options were exercised is HK\$9.60. | (c) | 緊接購股權獲行使當日本公司股份之加權平均收市價為港幣9.60元。 |
| (d) | The weighted average closing price of the Company's share immediately before the dates on which the options were exercised is HK\$10.74. | (d) | 緊接購股權獲行使當日本公司股份之加權平均收市價為港幣10.74元。 |

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33. SHARE BASED EMPLOYEE COMPENSATION (Continued)

Life of the share option scheme (Continued)

As at the 31 December 2014, details of outstanding options granted to eligible persons are as follows:

33. 以股份為基礎僱員報酬(續)

購股權計劃之有效期(續)

於二零一四年十二月三十一日，授予合資格人士之未行使購股權如下：

| Name of grantee | Date of grant | Closing price immediately preceding the date of grant | Exercise price | Weighted average share price at the date of exercise | Exercisable period | Number of options | | | Fair value of options granted | |
|--------------------------|-------------------------|---|------------------|--|--|----------------------|-------------------------|------------------------------------|-------------------------------|------------------------------|
| | | | | | | As at 1 January 2014 | Granted during the year | Exercised/ Lapsed* during the year | | |
| 承授人姓名 | 授出日期 | 緊接授出日期前之收市價 (HK\$) (港幣元) | 行使價 (HK\$) (港幣元) | 股份於行使日期之加權平均股價 (HK\$) (港幣元) | 行使期 | 於二零一四年一月一日 | 年內授出 | 年內行使/失效* | 於二零一四年十二月三十一日 | 已授出購股權公平價值 (HK\$'000) (港幣千元) |
| Directors | | | | | | | | | | |
| 董事 | | | | | | | | | | |
| Foo Kam Chu Grace 傅金珠 | 6/12/2011 二零一一年十二月六日 | 8.60 | 8.71 | 12 (Note 附註 a) | 6/12/2012 to 5/12/2015 二零一二年十二月六日至 二零一五年十二月五日 | 550,000 | - | (412,500) | 137,500 | N/A 不適用 |
| | 3/1/2013 二零一三年一月三日 | 15.78 | 15.76 | N/A 不適用 | 3/1/2014 to 2/1/2017 二零一四年一月三日至 二零一七年一月二日 | 316,000 | - | - | 316,000 | N/A 不適用 |
| Chan Wai Ling 陳慧苓 | 6/12/2011 二零一一年十二月六日 | 8.60 | 8.71 | 12 (Note 附註 b) | 6/12/2012 to 5/12/2015 二零一二年十二月六日至 二零一五年十二月五日 | 2,000,000 | - | (1,500,000) | 500,000 | N/A 不適用 |
| | 3/1/2013 二零一三年一月三日 | 15.78 | 15.76 | N/A 不適用 | 3/1/2014 to 2/1/2017 二零一四年一月三日至 二零一七年一月二日 | 2,000,000 | - | - | 2,000,000 | N/A 不適用 |

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31 December 2015 二零一五年十二月三十一日

33. SHARE BASED EMPLOYEE COMPENSATION (Continued)

Life of the share option scheme (Continued)

33. 以股份為基礎僱員報酬(續)

購股權計劃之有效期(續)

| Name of grantee | Date of grant | Closing price immediately preceding the date of grant | Exercise price | Weighted average share price of shares at the date of exercise | Exercisable period | Number of options | | | Fair value of options granted | |
|---------------------------|-------------------------|---|------------------|--|--|----------------------|-------------------------|------------------------------------|-------------------------------|------------------------------|
| | | | | | | As at 1 January 2014 | Granted during the year | Exercised/ Lapsed* during the year | | |
| 承授人姓名 | 授出日期 | 緊接授出日期前之收市價 (HK\$) (港幣元) | 行使價 (HK\$) (港幣元) | 平均股價 (HK\$) (港幣元) | 行使期 | 於二零一四年一月一日 | 年內授出 | 年內行使/ 失效* | 於二零一四年十二月三十一日 | 已授出購股權公平價值 (HK\$'000) (港幣千元) |
| Kong Siu Man Kenny 鄭紹民 | 6/12/2011 二零一一年十二月六日 | 8.60 | 8.71 | N/A 不適用 | 6/12/2012 to 5/12/2015 二零一二年十二月六日至 二零一五年十二月五日 | 300,000 | - | - | 300,000 | N/A 不適用 |
| | 3/1/2013 二零一三年一月三日 | 15.78 | 15.76 | N/A 不適用 | 3/1/2014 to 2/1/2017 二零一四年一月三日至 二零一七年一月二日 | 250,000 | - | - | 250,000 | N/A 不適用 |
| Other Employees 其他僱員 | 6/12/2011 二零一一年十二月六日 | 8.60 | 8.71 | 12.12 (Note 附註 c) | 6/12/2012 to 5/12/2015 二零一二年十二月六日至 二零一五年十二月五日 | 2,580,000 | - | (1,700,000) | 880,000 | N/A 不適用 |
| | 3/1/2013 二零一三年一月三日 | 15.78 | 15.76 | N/A 不適用 | 3/1/2014 to 2/1/2017 二零一四年一月三日至 二零一七年一月二日 | 2,530,000 | - | (20,000)* | 2,510,000 | N/A 不適用 |
| | | | | | | 10,526,000 | - | (3,632,500) | 6,893,500 | |

Notes:

附註：

- | | | | |
|-----|---|-----|-----------------------------------|
| (a) | The weighted average closing price of the Company's share immediately before the date on which the options were exercised was HK\$12.10. | (a) | 緊接購股權獲行使當日本公司股份之加權平均收市價為港幣12.10元。 |
| (b) | The weighted average closing price of the Company's share immediately before the date on which the options were exercised was HK\$12.10. | (b) | 緊接購股權獲行使當日本公司股份之加權平均收市價為港幣12.10元。 |
| (c) | The weighted average closing price of the Company's share immediately before the dates on which the options were exercised was HK\$12.21. | (c) | 緊接購股權獲行使當日本公司股份之加權平均收市價為港幣12.21元。 |

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33. SHARE BASED EMPLOYEE COMPENSATION (Continued)

On 3 January 2013 (the “Grant Date”), 5,196,000 share options (the “Share Options”) to subscribe for up to a total of 5,196,000 ordinary shares of HK\$0.10 each of the Company were granted to certain eligible individuals, including executive directors, under 2011 Share Option Scheme. The exercise price of the Share Options is HK\$15.76 per share and the vesting schedule of the Share Options are as follows:

- (a) 50% of the options can be exercised at any time after first anniversary of the grant date (“Tranche A”);
- (b) 25% of the options can be exercised at any time after second anniversary of the Grant Date (“Tranche B”); and
- (c) The remaining 25% of the Options can be exercised at any time after third anniversary of the Grant Date (“Tranche C”).

The fair value of the Share Options granted during the year under 2011 Share Option Scheme determined at the Grant Date using Trinomial Option Pricing Model (the “Model”) was HK\$23,610,000. The following table lists the key inputs to the Model:

| | Tranche A 批次A | Tranche B 批次B | Tranche C 批次C |
|---|-----------------------------------|-----------------------------------|-----------------------------------|
| Date of grant 授出日期 | 3 January 2013 二零一三年一月三日 | 3 January 2013 二零一三年一月三日 | 3 January 2013 二零一三年一月三日 |
| Closing share price immediately preceding the date of grant 緊接授出日期前之股份收市價 | HK\$15.76 per share 每股港幣15.76元 | HK\$15.76 per share 每股港幣15.76元 | HK\$15.76 per share 每股港幣15.76元 |
| Expected volatility (based on the annualised historical volatility of the closing price of the shares of the Company for the past four years to the dates of grant) 預期波幅(以過往四年至授出日期本公司股份收市價推算全年過往波幅) | 41.313% | 41.313% | 41.313% |
| Time to maturity (in years) 屆滿期(年) | 4 | 4 | 4 |
| Risk-free interest rate 無風險利率 | 0.282% | 0.282% | 0.282% |
| Expected dividend yield 預期股息率 | 1.768% | 1.768% | 1.768% |

33. 以股份為基礎僱員報酬(續)

於二零一三年一月三日(「授出日期」)，本公司根據二零一一年購股權計劃，將5,196,000份(「購股權」)授予若干合資格人士(包括執行董事)，可據此認購最多5,196,000股本公司每股面值港幣0.10元之普通股。購股權之行使價為每股港幣15.76元及購股權歸屬安排如下：

- (a) 50%購股權可於授出日期一週年後任何時間行使(「批次A」)；
- (b) 25%購股權可於授出日期二週年後任何時間行使(「批次B」)；及
- (c) 餘下25%購股權可於授出日期三週年後任何時間行使(「批次C」)。

根據二零一一年購股權計劃，本年度利用三項期權定價模型(「模型」)釐定之所授出購股權於授出日期之公平值為港幣23,610,000元。下表列示該模型主要輸入數據：

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31 December 2015 二零一五年十二月三十一日

33. SHARE BASED EMPLOYEE COMPENSATION (Continued)

For the year ended 31 December 2015, the Share Options vested amounting to HK\$1,830,000 (2014: HK\$5,989,000) was charged to the profit or loss as share based payment expense.

As at 31 December 2015, 3,619,500 share options (2014: 4,355,500 share options) had been vested under the 2011 Share Option Scheme.

Weighted average exercise price for share options exercisable as at 31 December 2015 was HK\$15.76 (2014: HK\$12.82) and a weighted average remaining contractual life of 1 year (2014: 1.7 years).

The weighted average share price at the date of exercise of options during the year was HK\$10.09 (2014: HK\$12.05).

34. COMMITMENTS

(a) Operating lease commitments

At 31 December 2015, the total future minimum lease payments under non-cancellable operating leases are payable by the Group as follows:

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|--|----------------------|-----------------------------------|-----------------------------------|
| Within one year | 一年內 | 76 | 682 |
| In the second to fifth years inclusive | 第二至第五年 (首尾兩年包括在內) | - | 24 |
| | | 76 | 706 |

The Group leases a number of properties under operating leases. The leases will expire in the coming year. None of the leases includes contingent rentals.

33. 以股份為基礎僱員報酬(續)

於截至二零一五年十二月三十一日止年度，歸屬購股權總金額港幣1,830,000元(二零一四年：港幣5,989,000元)在損益表扣除作為以股份支付之開支。

於二零一五年十二月三十一日，根據二零一一年購股權計劃已歸屬3,619,500份購股權(二零一四年：4,355,500份購股權)。

於二零一五年十二月三十一日，可行使購股權的加權平均行使價為港幣15.76元(二零一四年：港幣12.82元)，而加權平均餘下合約年期為1年(二零一四年：1.7年)。

年內於購股權行使日期之加權平均股價為港幣10.09元(二零一四年：港幣12.05元)。

34. 承擔

(a) 經營租賃承擔

於二零一五年十二月三十一日，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：

本集團根據經營租賃出租多項物業。租期將於下一年度屆滿。概無租約包括或然租金。

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34. COMMITMENTS (Continued)

(b) Capital commitments

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|---|-----------------------|-----------------------------------|-----------------------------------|
| Contracted but not provided for: | 已訂約惟未撥備： | | |
| – Construction costs and service expenses of property development | – 物業發展之建設成本及服務費用 | 559,838 | 550,133 |
| – Acquisition of properties | – 收購物業 | 25,598 | 6,715 |
| – Capital contribution to Hong Kong and PRC subsidiaries of property development business | – 向物業發展業務之香港及中國附屬公司出資 | 41,048 | 49,646 |
| | | 626,484 | 606,494 |

All capital commitments are due in the coming twelve months.

所有資本承擔均於未來十二個月內到期。

35. FUTURE OPERATING LEASE ARRANGEMENTS

As at 31 December 2015, the Group had future aggregate minimum lease receipts under non-cancellable operating leases in respect of investment properties as follows:

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|--|----------------------|-----------------------------------|-----------------------------------|
| Within one year | 一年內 | 472,159 | 311,405 |
| In the second to fifth years inclusive | 第二至第五年 (首尾兩年包括在內) | 650,323 | 227,168 |
| Over fifth years | 五年以上 | 9,147 | 10,988 |
| | | 1,131,629 | 549,561 |

The Group leases its investment properties (note 16) under operating lease arrangements which run for an initial period of one to five years (2014: one to eight 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.

35. 未來經營租賃安排

於二零一五年十二月三十一日，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：

本集團根據經營租賃安排出租其投資物業(附註16)，初始租期一至五年(二零一四年：一至八年)，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賃按金。

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36. CONTINGENT LIABILITIES

- (a) During the course of business, certain bank accounts were opened and held in the name of certain subsidiaries on behalf of third parties to whom these subsidiaries provided building management services. As at the reporting date, those bank balances which were held on behalf of third parties and were not accounted for in the financial statements of the Group amounted to HK\$27,492,000 (2014: HK\$19,577,000).
- (b) The Group has fully settled the legal proceedings HCA 1902/2009 and related actions HCMP 1760/2009 and HCA1931 of 2009 (an action commenced by Million Link International Holdings Limited, a related company in which the Chairman and an executive director of the Company have interests, against the joint venture partner in which a Group company was joined as third party) (collectively the "Actions") during the year upon the Actions have come to a satisfactory conclusion after a settlement sum amounting to HK\$13,000,000 has been fully received from the joint venture partner and all legal costs have been fully settled. Given that the Actions have been satisfactorily settled, the receipt of the settlement sum amounting to HK\$13,000,000, together with the reversal of overprovision for the legal costs amounting to approximately HK\$2,965,000, was credited to the profit or loss for the calculation of the loss on disposal of the joint venture of HK\$16,961,000. The Group's interest in joint venture was effectively disposed of as a result of the settlement of the Actions.

36. 或然負債

- (a) 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)開設及持有若干銀行賬戶。於報告日期，該等為數港幣27,492,000元(二零一四年：港幣19,577,000元)之銀行結餘乃代第三方持有，並無計入本集團之會計賬目及財務報表。
- (b) 本集團已於年內完全解決法律程序HCA 1902/2009以及相關訴訟HCMP 1760/2009及HCA1931/2009(本公司主席及一名執行董事擁有權益的關連公司Million Link International Holdings Limited向合營企業合夥人提出之訴訟而集團其中一間公司被加入為該訴訟之第三方)(統稱「訴訟」)，而訴訟在收取合營企業合夥人港幣13,000,000元的和解金額及悉數結付所有法律費用後已圓滿結束。鑒於訴訟已圓滿解決，港幣13,000,000元的和解金額收款連同約港幣2,965,000元的法律費用過度撥備撥回已計入損益，以計算出售合營企業的虧損為港幣16,961,000元。於訴訟圓滿結束後，本集團在該合營企業所持有之權益已實際地出售。

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37. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

37. 本公司之財務狀況表

| | | Notes 附註 | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|-------------------------------------|--------------|-------------|-----------------------------------|-----------------------------------|
| ASSETS AND LIABILITIES | 資產及負債 | | | |
| Non-current assets | 非流動資產 | | | |
| Interests in subsidiaries | 於附屬公司之權益 | | 545,000 | 545,000 |
| Current assets | 流動資產 | | | |
| Amount due from a subsidiary | 應收一家附屬公司之款項 | | 2,652,899 | 2,726,234 |
| Other receivables | 其他應收款項 | | 343 | 346 |
| Tax recoverable | 可收回稅項 | | 17 | 63 |
| Cash and bank balances | 現金及銀行結餘 | | 2,478 | 75 |
| | | | 2,655,737 | 2,726,718 |
| Current liabilities | 流動負債 | | | |
| Accrued expenses and other payables | 應付費用及其他應付款項 | | 440 | 316 |
| Net current assets | 淨流動資產 | | 2,655,297 | 2,726,402 |
| Net assets | 淨資產 | | 3,200,297 | 3,271,402 |
| EQUITY | 權益 | | | |
| Share capital | 股本 | 31 | 28,535 | 28,407 |
| Reserves | 儲備 | 32 | 3,171,762 | 3,242,995 |
| Total equity | 權益總額 | | 3,200,297 | 3,271,402 |

Foo Kam Chu Grace
傅金珠
Director
董事

Chan Wai Ling
陳慧苓
Director
董事

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31 December 2015 二零一五年十二月三十一日

38. INTERESTS IN SUBSIDIARIES

Particulars of the principal subsidiaries at 31 December 2015 are as follows:

38. 附屬公司之權益

於二零一五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/ operations 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 | |
| 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% | Investment holding 投資控股 |
| Castle Peak Investment Properties Limited 青山道投資有限公司 | Hong Kong 香港 | Paid-up capital of HK\$1 已繳股本港幣1元 | – | 100% | Property development 物業發展 |
| Charm Wish Limited 高希有限公司 | Hong Kong 香港 | Paid-up capital of HK\$1 已繳股本港幣1元 | – | 100% | Property investment 物業投資 |
| CWK Investment Properties Limited | Hong Kong 香港 | Paid-up capital of HK\$1 已繳股本港幣1元 | – | 100% | Property development 物業發展 |
| Eagle Fund I.L.P. | Cayman Islands 開曼群島 | Limited Partnership with capital commitment of US\$60,000,000 from the partners 有限責任合夥人美金60,000,000元之資本承擔 | – | 47% | Investment holding 投資控股 |
| 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% | Investment holding 投資控股 |

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38. INTERESTS IN SUBSIDIARIES (Continued) 38. 附屬公司之權益(續)

| Name 公司名稱 | Place of incorporation/ operations 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 | |
| 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% | 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% | Property investment 物業投資 |
| Goldprofit (Consultant) Services Company Limited 金盈(顧問)服務 有限公司 | Hong Kong 香港 | Paid-up capital of HK\$2 已繳股本港幣2元 | – | 100% | Provision of building repairs, maintenance and cleaning services 提供樓宇維修、 保養及清潔服務 |
| 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% | 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% | Property investment 物業投資 |
| 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% | Investment holding 投資控股 |

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38. INTERESTS IN SUBSIDIARIES (Continued) 38. 附屬公司之權益(續)

| Name 公司名稱 | Place of incorporation/ operations 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 | |
| Keep New Investment Limited 保新投資有限公司 | Hong Kong 香港 | Paid-up capital of HK\$1 已繳股本港幣1元 | – | 100% | Property development 物業發展 |
| 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、維修及維護服務 |
| Mosque Investment Properties Limited 摩羅投資地產有限公司 | Hong Kong 香港 | Paid-up capital of HK\$10,000 已繳股本港幣10,000元 | – | 100% | Property investment 物業投資 |
| School Investment Properties Limited 書館投資地產有限公司 | Hong Kong 香港 | Paid-up capital of HK\$1 已繳股本港幣1元 | – | 100% | Property development 物業發展 |
| 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% | Property development 物業發展 |
| 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% | Property investment 物業投資 |

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38. INTERESTS IN SUBSIDIARIES (Continued) 38. 附屬公司之權益(續)

| Name 公司名稱 | Place of incorporation/ operations 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 | |
| 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% | – | 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% | 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% | Property investment 物業投資 |
| TCP Investment Properties Limited | Hong Kong 香港 | Paid-up capital of HK\$1 已繳股本港幣1元 | – | 100% | Property development 物業發展 |

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38. INTERESTS IN SUBSIDIARIES (Continued) 38. 附屬公司之權益(續)

| Name 公司名稱 | Place of incorporation/ operations 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 | |
| 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% | Property investment 物業投資 |
| 珠海市山水城物業 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% | Property development 物業發展 |
| 廣州天峰裝飾設計 有限公司** | PRC 中國 | Registered capital of HK\$12,500,000 Paid-up capital of HK\$3,750,000 註冊資本港幣12,500,000元 已繳股本港幣3,750,000元 | – | 100% | Provision of building renovation and management service 提供樓宇裝修及 管理服務 |
| 高要市金城房地產 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% | Property development 物業發展 |

Notes:

* These subsidiaries were established in PRC as limited liability companies.

** These subsidiaries were established in PRC as foreign wholly-owned limited liability companies.

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.

附註：

* 該等附屬公司於中國成立為有限責任公司。

** 該等附屬公司於中國成立為外商獨資有限責任公司。

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。

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39. NON-CONTROLLING INTERESTS

39. 非控股權益

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|---|------------------------|-----------------------------------|-----------------------------------|
| At 1 January | 於一月一日 | 257,890 | 240,019 |
| Capital injection | 注資 | 13,767 | 10,140 |
| Release upon disposal of subsidiaries (note 41(e)) | 出售附屬公司時撥回 (附註41(e)) | - | (11,434) |
| Profit for the year | 年內溢利 | 8,507 | 19,457 |
| Net exchange difference | 匯兌差額淨額 | (2,490) | (292) |
| At 31 December | 於十二月三十一日 | 277,674 | 257,890 |

Details of the Group's subsidiary that has material non-controlling interests are set out as below:

有重大非控股權益之本集團附屬公司詳情載列如下：

| | | 2015 二零一五年 | 2014 二零一四年 |
|---|---|---------------|---------------|
| Percentage of equity interest held by non-controlling interests: Eagle Fund I.L.P. | 非控股權益持有之 股權之比例： Eagle Fund I.L.P. | 53% | 53% |

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|---|---|-----------------------------------|-----------------------------------|
| Profit for the year allocated to non-controlling interests: Eagle Fund I.L.P. | 年內分配至非控股權益之 溢利： Eagle Fund I.L.P. | 10,310 | 22,993 |
| Accumulated balances of non-controlling interests at the reporting date: Eagle Fund I.L.P. | 於報告日期非控股權益之 累計結餘： Eagle Fund I.L.P. | 241,677 | 217,600 |

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39. NON-CONTROLLING INTERESTS (Continued)

The following tables illustrate the unaudited summarised financial information of the Eagle Fund I.L.P. The amounts disclosed are before any inter-company eliminations:

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|---|-----------------------|-----------------------------------|-----------------------------------|
| Total revenue | 總收益 | – | – |
| Profit for the year | 年內溢利 | 19,289 | 43,019 |
| Total comprehensive income for the year | 年內總全面收入 | 19,289 | 43,019 |
| Current assets | 流動資產 | 14,738 | 10,029 |
| Non-current assets | 非流動資產 | 670,000 | 603,000 |
| Current liabilities | 流動負債 | (239,685) | (209,456) |
| Non-current liabilities | 非流動負債 | – | – |
| Net cash flows used in operating activities | 經營業務所用之現金流量淨額 | (11,526) | (5,926) |
| Net cash flows used in investing activities | 投資活動所用之現金流量淨額 | (13,295) | (54,248) |
| Net cash flows generated from financing activities | 融資活動所得之現金流量淨額 | 29,620 | 15,405 |
| Net increase/(decrease) in cash and cash equivalent | 現金及現金等價物 增加/(減少)淨額 | 4,799 | (44,769) |

The non-controlling interests of all other subsidiaries that are not 100% owned by the Group are considered to be immaterial.

39. 非控股權益(續)

下表列示Eagle Fund I.L.P.之未經審核財務資料概要。所披露金額為於集團內公司之間對銷前：

非由本集團擁有100%權益之所有其他附屬公司之非控股權益被視為不重大。

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40. 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:

40. 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：

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|--|--------------------------------|-----------------------------------|-----------------------------------|
| Operating lease charges in respect of residential properties (note (a)) | 住宅物業之經營租賃支出 (附註(a)) | 180 | 720 |
| Operating lease charges and management fee in respect of office premises situated in Guangzhou, the PRC (note (b)) | 位於中國廣州之辦公室物業之經營租賃支出及管理費(附註(b)) | 818 | 790 |
| Interest expense on unsecured revolving credit facility (note (c)) | 無抵押循環貸款融資之利息開支(附註(c)) | 3,993 | 1,528 |
| Disposal of subsidiaries (note (d)) | 出售附屬公司(附註(d)) | 133,000 | - |
| Rental expense for leasing carparking spaces situated in Guangzhou, the PRC (note (e)) | 租賃位於中國廣州之停車場之租金開支(附註(e)) | 35 | 45 |
| Rental income in respect of a unit (note (f)) | 有關一個單位之租金收入(附註(f)) | 561 | 544 |

Notes:

- (a) A subsidiary of the Company entered into a tenancy agreement with a related company, in which an executive director of the Company has equity interests, for leasing a residential property situated in Hong Kong for a period of one year commencing from 1 September 2014 and expiring on 31 August 2015 at a monthly rental of HK\$60,000. The tenancy agreement was not renewed during the year ended 31 December 2015.
- (b) Certain subsidiaries of the Company entered into tenancy agreements with a related company, in which the Chairman and an executive director of the Company have interests, for leasing a number of premises situated at Guangzhou, the PRC for office purpose.

附註：

- (a) 本公司一家附屬公司與一家與本公司一名執行董事有權益之關連公司簽訂租約，以每月租金港幣60,000元，租賃位於香港之一項住宅物業，由二零一四年九月一日起至二零一五年八月三十一日止，為期一年。截至二零一五年十二月三十一日止年度租約並無續約。
- (b) 本公司若干全資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約，租賃多項位於中國廣州之物業作辦公室用途。

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40. RELATED PARTY TRANSACTIONS (Continued)

Notes:

- (c) On 27 February 2011, a related company in which the Chairman and an executive director of the Company have interests (the "Related Company"), has agreed to increase an unsecured revolving credit facility of amount to HK\$150,000,000 from HK\$100,000,000 to a wholly owned subsidiary of the Group (the "Subsidiary") and extend the maturity date to 30 April 2014. On 12 June 2014, the Subsidiary and Related Company has agreed to extend the maturity date to 30 April 2017 and revised the interest rate to prime lending rate for loans in Hong Kong dollars from time to time less 2.5% per annum. The interest expense arising from this facility during the current year was approximately to HK\$1,376,000 (2014: HK\$1,170,000). As at 31 December 2015, the unsecured revolving credit facility was not utilised (2014: Nil).

On 1 July 2014, a related company in which the Chairman and an executive director of the Company have interests, has agreed to provide unsecured revolving credit facility of RMB50,000,000 (equivalent to HK\$63,187,000) to a wholly-owned subsidiary of the Group with the maturity date on 31 December 2016. The credit facility is interest bearing at the loan interest rate specified by People's Bank of China plus 1.5% per annum. The interest expense arising from this facility during the current year was approximately to HK\$2,617,000 (2014: HK\$358,000). As at 31 December 2015, the unsecured revolving credit facility was not utilised (2014: HK\$24,011,000).

- (d) On 29 October 2015, the Group disposed of its wholly-owned subsidiary, namely Tiger Power Global Limited ("Tiger Power Global"), and assigned the benefits of all loans of approximately HK\$103,765,000 advanced by the Group to a related company, in which the Chairman and an executive director of the Company have interests, at a cash consideration of HK\$133,000,000, resulting in a gain on disposal of approximately HK\$26,309,000. Details of the disposal have been set out in note 41(a).
- (e) For the years ended 31 December 2015 and 2014, 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 has interest, for leasing five carparking spaces situated in Guangzhou, the PRC.
- (f) For the years ended 31 December 2015 and 2014, 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 a unit in Soundwill Plaza for the period of two years from 1 September 2013 to 31 August 2015 at the monthly rent of HK\$45,322, with one month rent free. The tenancy was renewed for a period of three year commencing from 1 September 2015 and expiring on 31 August 2018 at a monthly rental of HK\$49,538.

40. 關聯人士交易(續)

附註：

- (c) 於二零一一年二月二十七日，一家由本公司主席及一名執行董事擁有權益之關連公司(「關連公司」)已同意增加本集團之一家全資附屬公司(「附屬公司」)之無抵押循環信貸額度，由港幣100,000,000元增加至港幣150,000,000元，以及將到期日延長至二零一四年四月三十日。於二零一四年六月十二日，附屬公司及關連公司已同意將到期日延長至二零一七年四月三十日，並將利率修訂為港幣貸款最優惠借貸利率減年利率2.5厘。本年度內因該額度而起的利息開支約為港幣1,376,000元(二零一四年：港幣1,170,000元)。於二零一五年十二月三十一日，未動用無抵押循環貸款融資(二零一四年：無)。

於二零一四年七月一日，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之一家全資附屬公司提供無抵押循環信貸額度人民幣50,000,000元(相等於港幣63,187,000元)，到期日為二零一六年十二月三十一日。該信貸額度按中國人民銀行指定之貸款利率加年利率1.5厘計息。本年度內因該額度而起的利息開支約為港幣2,617,000元(二零一四年：港幣358,000元)。於二零一五年十二月三十一日，本公司並無動用無抵押循環信貸額度(二零一四年：港幣24,011,000元)。

- (d) 於二零一五年十月二十九日，本集團向一家關連公司(本公司主席及執行董事於其中擁有權益)出售全資附屬公司Tiger Power Global Limited(「Tiger Power Global」)，並向其出讓由本集團提供的約港幣103,765,000元之所有貸款之利益，現金代價為港幣133,000,000元，導致出售收益約港幣26,309,000元。出售詳情已載於附註41(a)。
- (e) 於截至二零一五年及二零一四年十二月三十一日止年度，本公司附屬公司與關連公司(本公司主席之近親屬及執行董事擁有其股權)訂立租賃協議，以租賃位於中國廣州之五個停車位。
- (f) 於截至二零一五年及二零一四年十二月三十一日止年度，本公司一間附屬公司與一間公司(本公司主席及其女兒全資擁有權益)訂立租賃協議，由二零一三年九月一日至二零一五年八月三十一日以月租港幣45,322元(免租一個月)租賃金朝陽中心一個單位，為期兩年。租約已獲重續，由二零一五年九月一日起至二零一八年八月三十一日止，為期三年，月租為港幣49,538元。

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40. RELATED PARTY TRANSACTIONS (Continued)

Key management personnel compensation:

40. 關聯人士交易(續)

主要管理人員薪酬：

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|---|--------------------|-----------------------------------|-----------------------------------|
| Basic salaries and other benefits | 基本薪金及其他福利 | 27,365 | 45,320 |
| Pension costs – defined contribution plan | 退休金成本 – 定額供款計劃 | 90 | 101 |
| Equity-settled share based payment | 以股權結算以股份為基礎之 付款 | 1,762 | 5,784 |
| | | 29,217 | 51,205 |

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41. DISPOSAL OF SUBSIDIARIES

(a) CONNECTED TRANSACTION

On 29 October 2015, the Group disposed of Tiger Power Global and assigned the benefits of all loans of approximately HK\$103,765,000 advanced by the Group (the "Loan assignment") to a related company, in which the Chairman and an executive director of the Company have interests, at a cash consideration of HK\$133,000,000. Tiger Power Global is an investment holding company and it indirectly holds the entire issued share capital in Golden Pointer Limited ("Golden Pointer"), Dragon Finder Investment Limited ("Dragon Finder"), Winning United Limited ("Winning United") and Forever Richly Holdings Limited ("Forever Richly") respectively (collectively the "Tiger Power Group"). Golden Pointer, Dragon Finder, Winning United and Forever Richly together held the entire beneficial interests in certain residential properties situated in Hong Kong. The disposal of Tiger Power Global Group was completed on 3 November 2015. The net assets of Tiger Power Global Group at the date of disposal were as follows:

41. 出售附屬公司

(a) 關連交易

於二零一五年十月二十九日，本集團向一家關連公司(本公司主席及一名執行董事於其中擁有權益)出售 Tiger Power Global，並向其出讓由本集團提供的約港幣103,765,000元之所有貸款之利益(「貸款轉讓」)，現金代價為港幣133,000,000元。Tiger Power Global 乃投資控股公司，間接持有下列公司的全部已發行股本：Golden Pointer Limited (「Golden Pointer」)、Dragon Finder Investment Limited (「Dragon Finder」)、Winning United Limited (「Winning United」)及Forever Richly Holdings Limited (「Forever Richly」) (統稱「Tiger Power集團」)。Golden Pointer、Dragon Finder、Winning United及Forever Richly共同持有位於香港之若干住宅物業全部實益權益。出售 Tiger Power Global 集團事項已於二零一五年十一月三日完成。Tiger Power Global 集團於出售日期之資產淨值如下：

| | | HK\$'000 港幣千元 |
|--|---------------------------|------------------|
| Net assets disposed of: | 出售之資產淨值： | |
| Properties under development (note 22) | 發展中物業(附註22) | 106,932 |
| Deposits paid, prepayments and other receivables | 已付訂金、預付款項及 其他應收款項 | 107 |
| Amount due to a fellow subsidiary | 應付一家同系附屬公司款項 | (103,765) |
| Deferred tax liabilities (note 29) | 遞延稅項負債(附註29) | (348) |
| | | 2,926 |
| Loan assignment | 貸款轉讓 | 103,765 |
| Gain on disposal of Tiger Power Global Group | 出售Tiger Power Global集團之收益 | 26,309 |
| Total consideration | 總代價 | 133,000 |
| Satisfied by: | 支付方式： | |
| Cash | 現金 | 133,000 |

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41. DISPOSAL OF SUBSIDIARIES (Continued)

- (a) **CONNECTED TRANSACTION (Continued)**
An analysis of net inflow of cash and cash equivalents in respect of disposal of Tiger Power Global Group is as follows:

| | | HK\$'000 港幣千元 |
|--|-----------------------------------|------------------|
| Net cash inflow arising from disposal of Tiger Power Global Group: | 出售Tiger Power Global集團時產生之現金流入淨額： | |
| Cash consideration received | 已收現金代價 | 133,000 |

The Company confirmed that it has complied with the disclosure requirement of a connected transaction in accordance with Chapter 14A of the Listing Rules by publication of an announcement on 29 October 2015.

本公司確認已符合《上市規則》第十四A章，有關「關連交易」的披露規定，於二零一五年十月二十九日刊發公告。

- (b) On 30 November 2015, Joy Apex Global Limited, a wholly-owned subsidiary of the Group, entered into a sales and purchase agreement to dispose of a wholly-owned subsidiary, namely Finest Union Limited, to an independent third party at the cash consideration of approximately HK\$6,973,000. Finest Union was an investment holding company and it indirectly held the entire issued share capital of Fun Diamond Limited, Keen Luck Limited and Good Prosper Limited which in turn held certain agricultural lands in New Territories (collectively the "Finest Union Group"). The disposal of Finest Union Group was completed on 30 November 2015. The net liabilities of Finest Union Group at the date of disposal were as follows:—

- (b) 於二零一五年十一月三十日，本集團一家全資附屬公司Joy Apex Global Limited訂立買賣協議出售一家名為Finest Union Limited的全資附屬公司予一名獨立第三方，現金代價為約港幣6,973,000元。Finest Union乃投資控股公司，間接持有Fun Diamond Limited、Keen Luck Limited及Good Prosper Limited的全部已發行股本，而該等公司擁有新界若干幅農地（統稱「Finest Union集團」）。出售Finest Union集團事項已於二零一五年十一月三十日完成。Finest Union集團於出售日期之資產淨值如下：

| | | HK\$'000 港幣千元 |
|---|---------------------|------------------|
| Net liabilities disposed of: | 出售之負債淨值： | |
| Properties held for development (note 18) | 待發展物業(附註18) | 6,512 |
| Amount due from a fellow subsidiary | 應收同系附屬公司款項 | 2,936 |
| Deposits and prepayments | 按金及預付款項 | 2,930 |
| Accruals and other payables | 應計款項及其他應付款項 | (21,955) |
| | | (9,577) |
| Gain on disposal of Finest Union Group | 出售Finest Union集團之收益 | 16,550 |
| Total consideration | 總代價 | 6,973 |
| Satisfied by: | 支付方式： | |
| Cash | 現金 | 523 |
| Consideration receivable* | 應收代價* | 6,450 |
| | | 6,973 |

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41. DISPOSAL OF SUBSIDIARIES (Continued)

(b) (Continued)

* Under the sales and purchase agreement, the consideration receivables of approximately HK\$6,450,000 shall be settled on or before 30 November 2016, and was included under "Other receivables, utility deposits and prepayment" in the consolidated statement of financial position as at 31 December 2015.

An analysis of net flow of cash and cash equivalents in respect of the disposal of Finest Union Group is as follows:

| | | HK\$'000 港幣千元 |
|--|----------------------------|------------------|
| Net cash inflow arising on the disposal of Finest Union Group: | 出售Finest Union集團產生之現金流入淨額： | |
| Cash consideration received | 已收現金代價 | 523 |

41. 出售附屬公司(續)

(b) (續)

* 根據買賣協議，應收代價約港幣6,450,000元須於二零一六年十一月三十日或以前償付，並計入二零一五年十二月三十一日綜合財務狀況表內「其他應收款項、公共服務按金及預付款項」。

有關出售Finest Union集團之現金及現金等價物流量淨額分析如下：

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41. DISPOSAL OF SUBSIDIARIES (Continued)

- (c) On 24 July 2015, the Group entered into an agreement to dispose of its 100% owned subsidiary, namely, 開平市盛安房地產開發有限公司 (“Kaiping Shengan”), at a net consideration of RMB50,700,000 (equivalent to approximately HK\$60,544,000). Kaiping Shengan is engaged in property development in Kaiping City, Guangdong Province, the PRC and holds the development right of a land situated at Kaiping City. The disposal of Kaiping Shengan was completed on 19 November 2015. The net assets of Kaiping Shengan at the date of disposal were as follows:

41. 出售附屬公司(續)

- (c) 於二零一五年七月二十四日，本集團訂立協議出售一家名為開平市盛安房地產開發有限公司(「開平盛安」)的全資附屬公司，淨代價為人民幣50,700,000元(相等於約港幣60,544,000元)。開平盛安在中國廣東省開平市從物業開發，持有一幅位於開平市的土地的開發權。出售開平盛安事項已於二零一五年十一月十九日完成。開平盛安於出售日期之資產淨值如下：

| | | HK\$'000 港幣千元 |
|--|-------------|------------------|
| Net assets disposed of: | 出售之資產淨值： | |
| Properties under development (note 22) | 發展中物業(附註22) | 27,278 |
| Other receivables | 其他應收款項 | 10,693 |
| Cash and cash equivalents | 現金及現金等價物 | 35 |
| Other payables and accruals | 其他應付款項及應計款項 | (6,580) |
| | | 31,426 |
| Release of exchange reserve | 撥回匯兌儲備 | 2,610 |
| Gain on disposal of Kaiping Shengan | 出售開平盛安之收益 | 26,508 |
| Total consideration | 總代價 | 60,544 |
| Satisfied by: | 支付方式： | |
| Cash | 現金 | 54,573 |
| Consideration receivable* | 應收代價* | 5,971 |
| | | 60,544 |

* The remaining consideration receivable of approximately RMB5,000,000 (equivalent to approximately HK\$5,971,000) shall be settled on or before 2 February 2016 and was included under “Other receivables, utility deposits and prepayment” in the consolidated statement of financial position as at 31 December 2015.

* 餘下應收代價約人民幣5,000,000元(相等於約港幣5,971,000元)須於二零一六年二月二日或以前償付，並計入二零一五年十二月三十一日綜合財務狀況表內「其他應收款項、公共服務按金及預付款項」。

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41. DISPOSAL OF SUBSIDIARIES (Continued)

(c) (Continued)

An analysis of net inflow of cash and cash equivalents in respect of disposal of Kaiping Shengan is as follows:

| | | HK\$'000 港幣千元 |
|---|------------------|------------------|
| Net cash inflow arising from disposal of Kaiping Shengan: | 出售開平盛安產生之現金流入淨額： | |
| Cash consideration received | 已收現金代價 | 54,573 |
| Cash and cash equivalents disposed of | 已出售現金及現金等價物 | (35) |
| | | 54,538 |

41. 出售附屬公司(續)

(c) (續)

有關出售開平盛安之現金及現金等價物流入淨額分析如下：

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41. DISPOSAL OF SUBSIDIARIES (Continued)

(d) On 31 March 2014, the Group disposed of its wholly-owned subsidiary, namely Radiant Merit Limited ("Radiant"), and assigned the benefits of all loans of approximately HK\$650,677,000 advanced by the Group (the "Loan assigned") to an independent third party at a cash consideration of HK\$860,000,000 (subject to adjustment). Radiant was an investment holding company and it held the entire issued share capital of Honour Vantage Limited, which in turn holds the entire issued share capital in Champ Shine Limited ("Champ Shine") and Kong Fortune Investment Limited ("Kong Fortune") respectively (collectively the "Radiant Group"). Champ Shine and Kong Fortune together held the entire beneficial interests in a land site located at 12-24 Lun Fat Street, Wan Chai, Hong Kong. The disposal of Radiant Group was completed on 28 April 2014. The net assets of Radiant Group at the date of disposal were as follows:

41. 出售附屬公司(續)

(d) 於二零一四年三月三十一日，本集團出售其全資附屬公司Radiant Merit Limited（「Radiant」），並將本集團墊付之全部貸款利益約港幣650,677,000元（「轉讓之貸款」）轉讓予獨立第三方，現金代價為港幣860,000,000元（可予調整）。Radiant為投資控股公司，持有Honour Vantage Limited之全部已發行股本，而Honour Vantage Limited則持有發亮有限公司（「發亮」）及港瑞投資有限公司（「港瑞」）各自之全部已發行股本（統稱「Radiant集團」）。發亮及港瑞共同持有位於香港灣仔聯發街12-24號之地盤之全部實益權益。出售Radiant集團已於二零一四年四月二十八日完成。Radiant集團於出售日期之資產淨值如下：

| | | HK\$'000 港幣千元 |
|---|----------------------|------------------|
| Net assets disposed of: | 出售之資產淨值： | |
| Investment properties (note 16) | 投資物業(附註16) | 860,000 |
| Deposits paid, prepayments and other receivables | 已付訂金、預付款項及 其他應收款項 | 9,453 |
| Amount due to a fellow subsidiary | 應付一家同系附屬公司款項 | (650,677) |
| Tax payables | 應付稅項 | (765) |
| Deferred tax liabilities | 遞延稅項負債 | (10) |
| | | 218,001 |
| Loan assignment | 貸款轉讓 | 650,677 |
| | | 868,678 |
| Total consideration (after adjustment) | 總代價(調整後) | 868,678 |
| Satisfied by: | 支付方式： | |
| Cash | 現金 | 868,678 |

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41. DISPOSAL OF SUBSIDIARIES (Continued)

(d) (Continued)

An analysis of net inflow of cash and cash equivalents in respect of disposal of Radiant Group is as follows:

| | HK\$'000 港幣千元 |
|---|------------------|
| Net cash inflow arising from disposal of Radiant Group: | |
| Cash consideration received | 868,678 |

41. 出售附屬公司(續)

(d) (續)

有關出售Radiant集團之現金及現金等價物流入淨額分析如下：

出售Radiant集團時產生之
現金流入淨額：
已收現金代價

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41. DISPOSAL OF SUBSIDIARIES (Continued)

- (e) On 8 October 2014, the Group disposed of its 85%-owned subsidiary, namely 開平市三埠逕頭實業開發公司 (“Sanbu Jingtao”), at a consideration of RMB32,328,000 (equivalent to approximately HK\$40,854,000). Sanbu Jingtao was engaged in property development in Kaiping City, Guangdong Province, the PRC and held the land development rights over 2 parcels of land situated at Kaiping City. The disposal of Sanbu Jingtao was completed on 8 October 2014. The net assets of Sanbu Jingtao at the date of disposal were as follows:–

41. 出售附屬公司(續)

- (e) 於二零一四年十月八日，本集團出售其擁有85%權益之附屬公司開平市三埠逕頭實業開發公司(「三埠逕頭」)，代價為人民幣32,328,000元(相等於約港幣40,854,000元)。三埠逕頭於中國廣東省開平市從事物業發展業務，持有位於開平市之兩幅土地之土地開發權。出售三埠逕頭已於二零一四年十月八日完成。三埠逕頭於出售日期之資產淨值如下：

| | | HK\$'000 港幣千元 |
|---|----------------|------------------|
| Net assets disposed of: | 出售之資產淨值： | |
| Properties under development (note 22) | 發展中物業(附註22) | 59,733 |
| Property, plant and equipment (note 17) | 物業、廠房及設備(附註17) | 38 |
| Other receivables | 其他應收款項 | 2,895 |
| Cash and cash equivalents | 現金及現金等價物 | 615 |
| Other payables and accruals | 其他應付款項及應計款項 | (25,106) |
| Non-controlling interest (note 39) | 非控股權益(附註39) | (11,434) |
| | | 26,741 |
| Release of exchange reserve | 撥回匯兌儲備 | 1,409 |
| Gain on disposal of Sanbu Jingtao | 出售三埠逕頭之收益 | 12,704 |
| Total consideration | 總代價 | 40,854 |
| Satisfied by: | 支付方式： | |
| Cash | 現金 | 5,064 |
| Consideration receivable* | 應收代價* | 35,790 |
| | | 40,854 |

* The remaining consideration receivable of approximately RMB28,320,000 (equivalent to approximately HK\$35,790,000) shall be settled before 31 December 2016 and accordingly this outstanding amount was classified as other receivable under “non-current assets” in the consolidated statement of financial position as at 31 December 2014. This consideration receivable was fully settled by way of offsetting during the year.

* 餘下應收代價約人民幣28,320,000元(相等於約港幣35,790,000元)須於二零一六年十二月三十一日前償付，故於二零一四年十二月三十一日，該未償還金額在綜合財務狀況表分類為「非流動資產」下之其他應收款項。年內已以抵銷方式悉數結付應收代價。

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41. DISPOSAL OF SUBSIDIARIES (Continued)

(e) (Continued)

An analysis of net inflow of cash and cash equivalents in respect of disposal of Sanbu Jingtou is as follows:

| | | HK\$'000 港幣千元 |
|---|-------------------|------------------|
| Net cash inflow arising from disposal of Sanbu Jingtou: | 出售三埠逕頭時產生之現金流入淨額： | |
| Cash consideration received | 已收現金代價 | 5,064 |
| Cash and cash equivalents disposed of | 已出售現金及現金等價物 | (615) |
| | | 4,449 |

(f) On 28 February 2014, Titan Dynasty Limited, a wholly-owned subsidiary of the Group, entered into a sales and purchase agreement to dispose of a wholly-owned subsidiary, namely Arctic Force Limited ("Arctic Force"), to an independent third party at the consideration of HK\$120,100,000. Arctic Force was an investment holding company and held the entire issued share capital of Fully Wide Limited which in turn held certain agricultural lands in New Territories (collectively the "Arctic Force Group"). The disposal of Arctic Force Group was completed on 15 April 2014. The net liabilities of Arctic Force Group at the date of disposal were as follows:

41. 出售附屬公司(續)

(e) (續)

有關出售三埠逕頭之現金及現金等價物流入淨額分析如下：

(f) 於二零一四年二月二十八日，本集團之全資附屬公司Titan Dynasty Limited訂立一份買賣協議，以向獨立第三方出售一家全資附屬公司Arctic Force Limited（「Arctic Force」），代價為港幣120,100,000元。Arctic Force為投資控股公司，持有Fully Wide Limited之全部已發行股本，而Fully Wide Limited則持有位於新界之若干農業用地（統稱「Arctic Force集團」）。出售Arctic Force集團已於二零一四年四月十五日完成。Arctic Force集團於出售日期之負債淨值如下：

| | | HK\$'000 港幣千元 |
|---|---------------------|------------------|
| Net liabilities disposed of: | 出售之負債淨值： | |
| Properties held for development (note 18) | 待發展物業(附註18) | 18,554 |
| Amount due to a fellow subsidiary | 應付一家同系附屬公司款項 | (45,025) |
| | | (26,471) |
| Loan assignment | 貸款轉讓 | 45,025 |
| Gain on disposal of Arctic Force Group | 出售Arctic Force集團之收益 | 101,546 |
| Total consideration | 總代價 | 120,100 |
| Satisfied by: | 支付方式： | |
| Cash | 現金 | 120,100 |

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41. DISPOSAL OF SUBSIDIARIES (Continued)

- (f) (Continued)
An analysis of net inflow of cash and cash equivalents in respect of disposal of Arctic Force Group is as follows:

| | HK\$'000 港幣千元 |
|--|------------------|
| Net cash inflow arising from disposal of Arctic Force Group: | |
| Cash consideration received | 120,100 |

42. ASSETS ACQUISITION

On 5 February 2015, the Group acquired 100% equity interest in Golden Scales Limited ("Golden Scales"), a company whose principal asset is an investment property situated in Hong Kong. The underlying set of assets acquired was not integrated in forming a business to generate revenues. As such, the Directors are of the opinion that the acquisition of Golden Scales was a purchase of net assets which did not constitute a business combination for accounting purposes.

41. 出售附屬公司(續)

- (f) (續)
有關出售Arctic Force集團之現金及現金等價物流入淨額分析如下：

42. 資產收購事項

於二零一五年二月五日，本集團收購Golden Scales Limited(「Golden Scales」)之100%股權，該公司之主要資產為位於香港之投資物業。所收購之相關資產並無整合以形成能產生收益之業務。因此，董事認為收購Golden Scales乃購買淨資產，就會計而言並不構成業務合併。

| | | Acquiree's carrying amount 被收購方賬面值 HK\$'000 港幣千元 | Fair value 公平值 HK\$'000 港幣千元 |
|--|--------------|--|---------------------------------------|
| Investment properties (note 16) | 投資物業(附註16) | 2,833 | 12,627 |
| Other payables | 其他應付款項 | (2,646) | (127) |
| Net assets | 淨資產 | 187 | 12,500 |
| Net assets acquired | 所收購之淨資產 | | 12,500 |
| Satisfied by: | 支付方式： | | |
| Cash consideration | 現金代價 | | 12,500 |
| Net cash outflow arising on acquisition: | 因收購產生之淨現金流出： | | |
| Purchase consideration settled in cash | 以現金支付之購買代價 | | (12,500) |

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43. FINANCIAL INSTRUMENTS

43.1 Financial risk management objectives and policies

The Group is exposed to market risk, specifically to credit risk, liquidity risk, currency risk, and interest rate risk in the normal course of business. The Group does not have any written risk management policies and guidelines. However, the board of directors meets 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 summary of the Group's financial assets and liabilities by category is disclosed in note 43.2.

(a) 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 interest rate risk through the impact of interest rate changes on its interest bearing borrowings, and cash and cash equivalents. The interest rates and repayment terms of the Group's structured bank deposits/cash and cash equivalents and borrowings are disclosed in notes 25 and 28 respectively. 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.

43. 財務工具

43.1 財務風險管理目標及政策

本集團於日常業務承受市場風險，特別是信貸風險、流動資金風險、貨幣風險及利率風險。本集團並無任何書面風險管理政策及指引。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。本集團按類別劃分之財務資產及負債概要披露於附註43.2。

(a) 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。本集團因計息借貸，以及現金及現金等價物之利率變動影響而面對利率風險。本集團於結構性銀行存款／現金及現金等價物以及借貸之利率及還款條款分別於附註25及28披露。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，並在貸款再融資及商討過程中，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。

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43. FINANCIAL INSTRUMENTS (Continued)

43.1 Financial risk management objectives and policies (Continued)

(a) 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. The 25 basis point increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual reporting date. The analysis is performed on the same basis for the year ended 31 December 2014.

At 31 December 2015, it is estimated that a general increase of 25 basis points in interest rates, with all other variable held constant, would increase the Group's loss after tax and decrease the retained profits by approximately HK\$3,257,000 (2014: HK\$1,947,000), increase the interest capitalised into the Group's investment properties by HK\$506,000 (2014: HK\$488,000). 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.

43. 財務工具(續)

43.1 財務風險管理目標及政策(續)

(a) 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

上述敏感度分析乃假設利率於結算日產生變動而釐定，並應用於該日之所有浮動利率財務工具。25個基點之增減指管理層對直至下年度結算日止之期間內利率之合理可能變動之評估。於截至二零一四年十二月三十一日止年度已以相同基準作出分析。

於二零一五年十二月三十一日，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，將增加本集團除稅後虧損及減少保留溢利約港幣3,257,000元(二零一四年：港幣1,947,000元)、資本化為本集團投資物業之利息增加港幣506,000元(二零一四年：港幣488,000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。

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43. FINANCIAL INSTRUMENTS (Continued)

43.1 Financial risk management objectives and policies (Continued)

(b) Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. The Group's credit risk is primarily attributable to trade and other receivables and cash and cash equivalents. The carrying amounts of these financial assets presented in the consolidated statement of financial position are net of impairment losses. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

In respect of trade and other receivables, 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. Normally, other than those property leasing rental receivables which are secured by rental deposits, the Group does not obtain collateral from other customers. Further quantitative disclosure in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in note 23.

The Group has deposited its cash with various banks. The credit risk on cash and bank balances is limited because most of the Group's bank deposits are deposited with major banks located in Hong Kong and the PRC.

The policies to manage credit risk have been followed by the Group since prior year are considered to have been effective.

43. 財務工具(續)

43.1 財務風險管理目標及政策(續)

(b) 信貸風險

信貸風險指財務工具之對手方不履行根據財務工具條款之責任而導致本集團遭受財務虧損之風險。本集團之信貸風險主要來自貿易及其他應收款項以及現金及現金等價物。此等財務資產之賬面值經扣除減值虧損後於綜合財務狀況表呈列。管理層設有信貸政策，並持續監察所承受之此等信貸風險。

就貿易及其他應收款項而言，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，並考慮客戶之特有賬目資料，以及客戶經營之有關經濟環境。一般而言，除以租賃按金抵押之物業租賃應收租金外，本集團並無向其他客戶收取抵押品。有關本集團因貿易及其他應收款項產生之信貸風險之進一步數字披露載於附註23。

本集團已存款至數間銀行。由於本集團大部分銀行存款存放於位於香港及中國之主要銀行，故現金及銀行結餘之信貸風險有限。

本集團自去年起已依循管理信貸風險之政策，且有關政策被視為有效。

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43. FINANCIAL INSTRUMENTS (Continued)

43.1 Financial risk management objectives and policies (Continued)

(c) **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/Company mainly operates and invests in Hong Kong and the PRC with most of the transactions denominated and settled in HK\$ and RMB respectively. No foreign currency risk has been identified for the financial assets in the PRC as they were denominated in the same currency as the functional currencies of the group entities to which these transactions relate.

(d) **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.

43. 財務工具(續)

43.1 財務風險管理目標及政策(續)

(c) **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／本公司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。由於中國財務資產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。

(d) **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、應付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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43. FINANCIAL INSTRUMENTS (Continued)

43.1 Financial risk management objectives and policies (Continued)

(d) 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 period 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.

43. 財務工具(續)

43.1 財務風險管理目標及政策(續)

(d) 流動資金風險(續)

下表載列本集團之財務負債於結算日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，則其於報告日期之利率計算之利息)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期間之現金流出。

| | | 31 December 2015 | | | |
|--|--------------------|---|----------------------------|------------------|----------|
| | | Maturity Analysis – Undiscounted cash flows | | | |
| | | 二零一五年十二月三十一日 | | | |
| | | 到期情況分析—未折現現金流量 | | | |
| | | Total | | | |
| | | contractual | | | |
| | Carrying amount | undiscounted cash flow | Within 1 year or on demand | More than 1 year | |
| | 賬面值 | 合約未折現金流量總額 | 一年內或於要求時 | 一年以上 | |
| | 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 |
| Trade payables | 貿易應付款項 | 5,517 | 5,517 | 5,517 | - |
| Accrued expenses and other payables | 應付費用及其他應付款項 | 287,534 | 287,534 | 287,534 | - |
| Bank loans, secured, subject to repayment on demand clause | 銀行貸款，有抵押，附有按要求償還條款 | 2,137,050 | 2,137,050 | 2,137,050 | - |
| | | 2,430,101 | 2,430,101 | 2,430,101 | - |

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31 December 2015 二零一五年十二月三十一日

43. FINANCIAL INSTRUMENTS (Continued)

43.1 Financial risk management objectives and policies (Continued)

(d) Liquidity risk (Continued)

43. 財務工具(續)

43.1 財務風險管理目標及政策(續)

(d) 流動資金風險(續)

| | | 31 December 2014 | | | |
|--|------------------------|---|------------------|-----------|--------|
| | | Maturity Analysis – Undiscounted cash flows | | | |
| | | 二零一四年十二月三十一日 | | | |
| | | 到期情況分析—未折現現金流量 | | | |
| | | Total | | | |
| | | contractual | | | |
| Carrying amount | undiscounted cash flow | Within 1 year or on demand | More than 1 year | | |
| 賬面值 | 合約未折現金流量總額 | 一年內或於要求時 | 一年以上 | | |
| HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | | |
| 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | | |
| Trade payables | 貿易應付款項 | 10,829 | 10,829 | 10,829 | – |
| Accrued expenses and other payables | 應付費用及其他應付款項 | 343,402 | 343,402 | 343,402 | – |
| Bank loans, secured, subject to repayment on demand clause | 銀行貸款，有抵押，附有按要求償還條款 | 2,197,920 | 2,197,920 | 2,197,920 | – |
| Other loan | 其他貸款 | 24,011 | 29,414 | 1,801 | 27,613 |
| | | 2,576,162 | 2,581,565 | 2,553,952 | 27,613 |

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43. FINANCIAL INSTRUMENTS (Continued)

43.1 Financial risk management objectives and policies (Continued)

(d) Liquidity risk (Continued)

The table set out below summarises the maturity analysis of the terms loans with a repayment on demand clause 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.

43. 財務工具(續)

43.1 財務風險管理目標及政策(續)

(d) 流動資金風險(續)

下表概述包含按要償還條款之有期貨款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 – Term 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—附有按要還款條款之有期貨款 | | | | | |
|------------------|--------------|---|--|---|--|------------------------------|------------------|
| | | Total contractual undiscounted cash flow 合約未折現 現金流量總額 | Within 1 year or on demand 一年內或 於要求時 | More than 1 year but not exceeding 2 years 一年以上 但不超過兩年 | More than 2 years but not exceeding 5 years 兩年以上 但不超過五年 | More than 5 years 五年以上 | |
| | | 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 | HK\$'000 港幣千元 |
| 31 December 2015 | 二零一五年十二月三十一日 | 2,137,050 | 2,217,845 | 842,394 | 173,817 | 1,201,634 | - |
| 31 December 2014 | 二零一四年十二月三十一日 | 2,197,920 | 2,318,071 | 228,558 | 714,712 | 1,223,770 | 151,031 |

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31 December 2015 二零一五年十二月三十一日

43. FINANCIAL INSTRUMENTS (Continued)

43.2 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. See notes 4.10(i) and 4.10(iv) for explanations about how the categorisation of financial instruments affects their subsequent measurements.

43. 財務工具(續)

43.2 按類別劃分之財務資產及負債概要

本集團及本公司之財務資產及負債於結算日確認之賬面值分類如下。有關財務工具之分類如何影響其日後計算之解釋，請參閱附註4.10(i)及4.10(iv)。

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|--|-------------------------|-----------------------------------|-----------------------------------|
| Financial assets | 財務資產 | | |
| Available-for-sale financial assets | 可供出售財務資產 | 10 | 10 |
| Loans and receivables | 貸款及應收款項 | | |
| – Trade receivables, net | – 貿易應收款項，淨額 | 9,647 | 11,149 |
| – Other receivables, net (including deferred and contingent consideration) | – 其他應收款項，淨額 (包括遞延及或然代價) | 105,804 | 76,299 |
| – Amount due from a joint venture, net (note 19) | – 應收一家合營企業款項，淨額(附註19) | – | 34,427 |
| Bank deposit at escrow account | 於託管賬戶之銀行存款 | 346,044 | 179,007 |
| Structured bank deposits | 結構性銀行存款 | – | 94,591 |
| Cash and cash equivalents | 現金及銀行結餘 | 374,153 | 1,070,403 |
| | | 835,658 | 1,465,886 |

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43. FINANCIAL INSTRUMENTS (Continued)

43.2 Summary of financial assets and liabilities by category (Continued)

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|---------------------------------------|-------------------|-----------------------------------|-----------------------------------|
| Financial liabilities | 財務負債 | | |
| <i>At amortised cost</i> | <i>按攤銷成本</i> | | |
| - Trade payables | - 貿易應付款項 | (5,517) | (10,829) |
| - Accrued expenses and other payables | - 應付費用及 其他應付款項 | (287,534) | (343,402) |
| - Bank loans, secured | - 銀行貸款，有抵押 | (2,137,050) | (2,197,920) |
| - Other loan | - 其他貸款 | - | (24,011) |
| | | (2,430,101) | (2,576,162) |

The carrying amounts of the Group's financial assets and liabilities carried at cost or amortised cost are not materially different from their fair values as at reporting dates.

於報告日期，本集團按成本或攤銷成本計值之財務資產及負債之賬面值與其公平值並無重大差異。

44. 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.

43. 財務工具(續)

43.2 按類別劃分之財務資產及負債概要(續)

44. 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。

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44. CAPITAL RISK MANAGEMENT (Continued)

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 its borrowings, and trade and other payables less cash and cash equivalents 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 manageable level.

44. 資本風險管理(續)

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其借貸及貿易及其他應付款項之總和減現金及現金等價物計算。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。

| | | 2015 二零一五年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 |
|---------------------------------|-----------------|-----------------------------------|-----------------------------------|
| Trade and other payables | 貿易及其他應付款項 | 460,106 | 515,668 |
| Borrowings | 借貸 | 2,137,050 | 2,221,931 |
| Total debt | 總債務 | 2,597,156 | 2,737,599 |
| Less: Cash and bank balances | 減：現金及銀行結餘 | (374,153) | (1,070,403) |
| Net debt | 淨債務 | 2,223,003 | 1,667,196 |
| Total equity | 權益總額 | 16,531,157 | 16,662,727 |
| Net debt to equity ratio | 淨債務對權益比率 | 0.13:1 | 0.10:1 |

45. MATERIAL INTEREST OF DIRECTORS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Saved as disclosed in note 40 "Related Party Transactions" and note 41(a) "Connected Transaction" of this report, no transaction, arrangement or contract of significance to the Group's business to which a director of the Company or his/her connected entity had a material interest, whether directly or indirectly were entered into or subsisting during the financial year.

45. 董事在重要交易、安排或合約中的重大利害關係

除於附註40「關聯人士交易」及附註41(a)「關連交易」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權益。

46. APPROVAL OF FINANCIAL STATEMENTS


The financial statements for the year ended 31 December 2015 were approved and authorised for issue by the Directors of the Company on 23 March 2016.

46. 批准財務報表

截至二零一五年十二月三十一日止年度之財務報表已於二零一六年三月二十三日獲本公司董事批准及授權刊發。



金朝陽集團有限公司*
SOUNDWILL HOLDINGS LIMITED

 This annual report is printed on environmentally friendly paper 本年報由環保紙印製。