



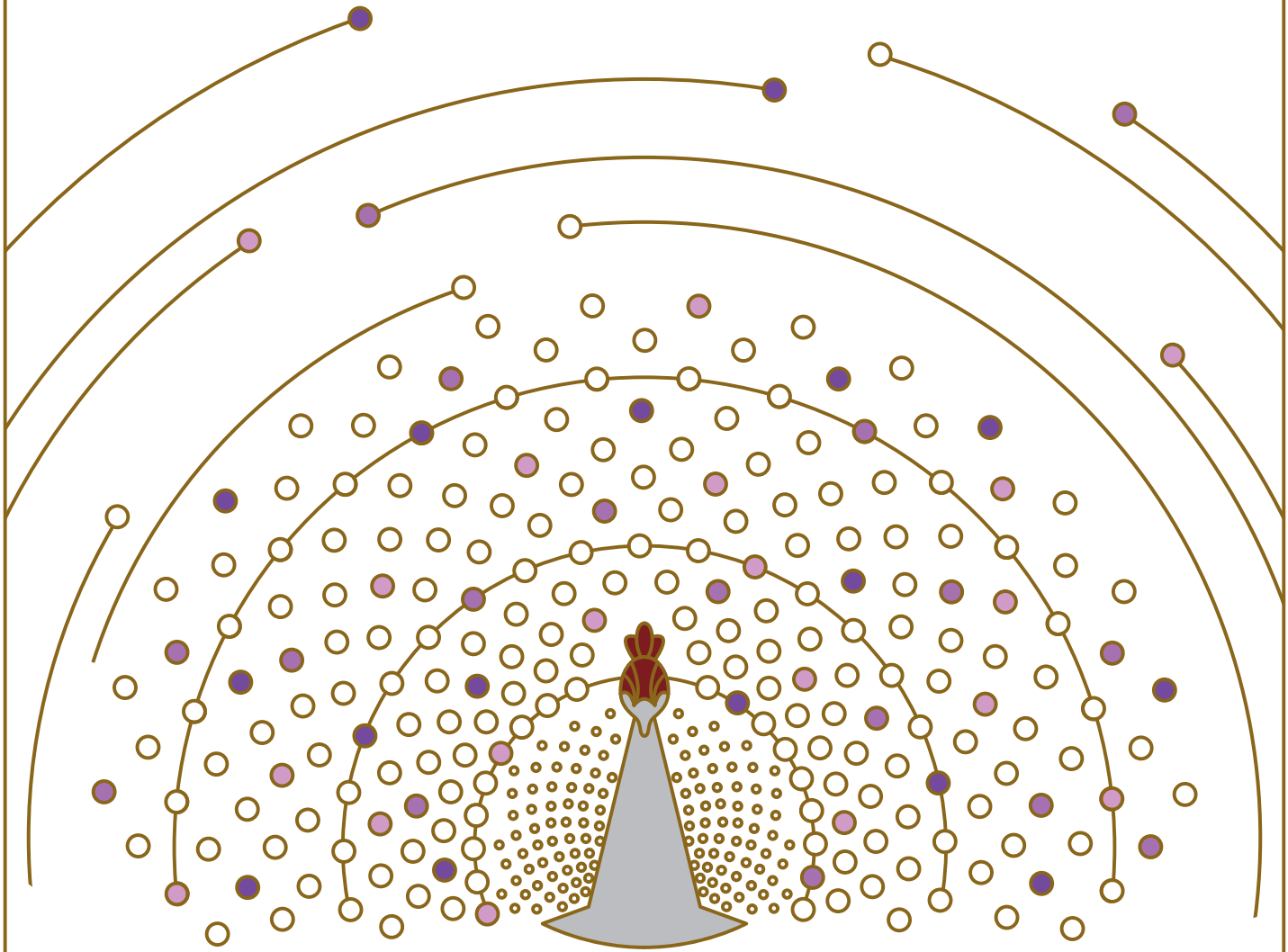
SUCCESS

SUCCESS UNIVERSE GROUP LIMITED

實德環球有限公司

(Incorporated in Bermuda with limited liability) (於百慕達註冊成立之有限公司)

Stock Code 股份代號：00487

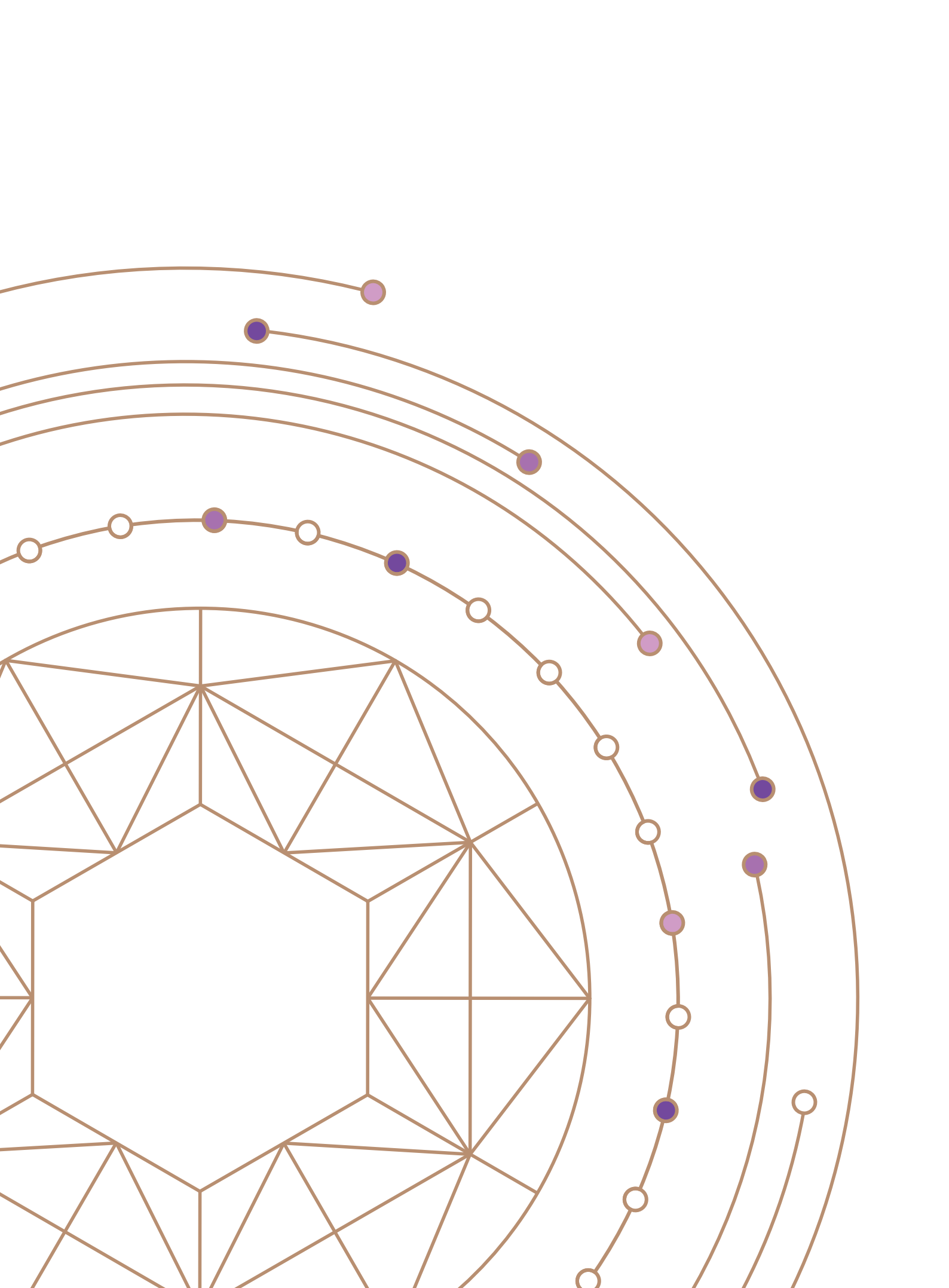


SUCCESS BEYOND BOUNDARY

多元拓展 宏圖在握



ANNUAL REPORT 2018 年報



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Corporate Information

公司資料

DIRECTORS

Executive Directors

Mr. Yeung Hoi Sing, Sonny (*Chairman*)
Dr. Ma Ho Man, Hoffman (*Deputy Chairman*) *BBS*

Non-executive Director

Mr. Choi Kin Pui, Russelle

Independent Non-executive Directors

Ms. Yeung Mo Sheung, Ann
Mr. Chin Wing Lok, Ambrose
Mr. Chong Ming Yu

COMPANY SECRETARY

Ms. Chiu Nam Ying, Agnes

FINANCIAL CONTROLLER

Mr. Wong Chi Keung, Alvin

AUTHORISED REPRESENTATIVES

Dr. Ma Ho Man, Hoffman *BBS*
Ms. Chiu Nam Ying, Agnes

AUDIT COMMITTEE

Mr. Chin Wing Lok, Ambrose (*Chairman*)
Mr. Choi Kin Pui, Russelle
Ms. Yeung Mo Sheung, Ann
Mr. Chong Ming Yu

REMUNERATION COMMITTEE

Ms. Yeung Mo Sheung, Ann (*Chairman*)
Mr. Yeung Hoi Sing, Sonny
Mr. Choi Kin Pui, Russelle
Mr. Chin Wing Lok, Ambrose
Mr. Chong Ming Yu

NOMINATION COMMITTEE

Mr. Yeung Hoi Sing, Sonny (*Chairman*)
Mr. Choi Kin Pui, Russelle
Ms. Yeung Mo Sheung, Ann
Mr. Chin Wing Lok, Ambrose
Mr. Chong Ming Yu

EXECUTIVE COMMITTEE

Mr. Yeung Hoi Sing, Sonny (*Chairman*)
Dr. Ma Ho Man, Hoffman *BBS*

董事

執行董事

楊海成先生 (*主席*)
馬浩文博士 (*副主席*) *銅紫荊星章*

非執行董事

蔡健培先生

獨立非執行董事

楊慕嫦女士
錢永樂先生
莊名裕先生

公司秘書

趙藍英女士

財務總監

王志強先生

法定代表

馬浩文博士 *銅紫荊星章*
趙藍英女士

審核委員會

錢永樂先生 (*主席*)
蔡健培先生
楊慕嫦女士
莊名裕先生

薪酬委員會

楊慕嫦女士 (*主席*)
楊海成先生
蔡健培先生
錢永樂先生
莊名裕先生

提名委員會

楊海成先生 (*主席*)
蔡健培先生
楊慕嫦女士
錢永樂先生
莊名裕先生

執行委員會

楊海成先生 (*主席*)
馬浩文博士 *銅紫荊星章*

AUDITORS

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

LEGAL ADVISERS ON HONG KONG LAWS

lu, Lai & Li

LEGAL ADVISERS ON BERMUDA LAWS

Conyers Dill & Pearman

PRINCIPAL BANKERS

Public Bank (Hong Kong) Limited
United Overseas Bank Limited
Chong Hing Bank Limited
The Bank of East Asia, Limited
Industrial and Commercial Bank of China (Canada)
The Toronto-Dominion Bank

PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT IN BERMUDA

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Suite 1601-2 & 8-10, 16/F.
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

SHARE LISTING

The Stock Exchange of Hong Kong Limited
Stock Code: 00487

WEBSITE

www.successug.com

核數師

國衛會計師事務所有限公司
香港執業會計師

香港法律顧問

姚黎李律師行

百慕達法律顧問

Conyers Dill & Pearman

主要往來銀行

大眾銀行(香港)有限公司
大華銀行有限公司
創興銀行有限公司
東亞銀行有限公司
中國工商銀行(加拿大)
The Toronto-Dominion Bank

百慕達股份過戶登記總處

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

香港股份過戶登記分處

卓佳登捷時有限公司
香港
皇后大道東 183 號
合和中心 22 樓

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

總辦事處及主要營業地點

香港
灣仔
港灣道 23 號
鷹君中心
16 樓 1601-2 及 8-10 室

股份上市資料

香港聯合交易所有限公司
股份代號：00487

網址

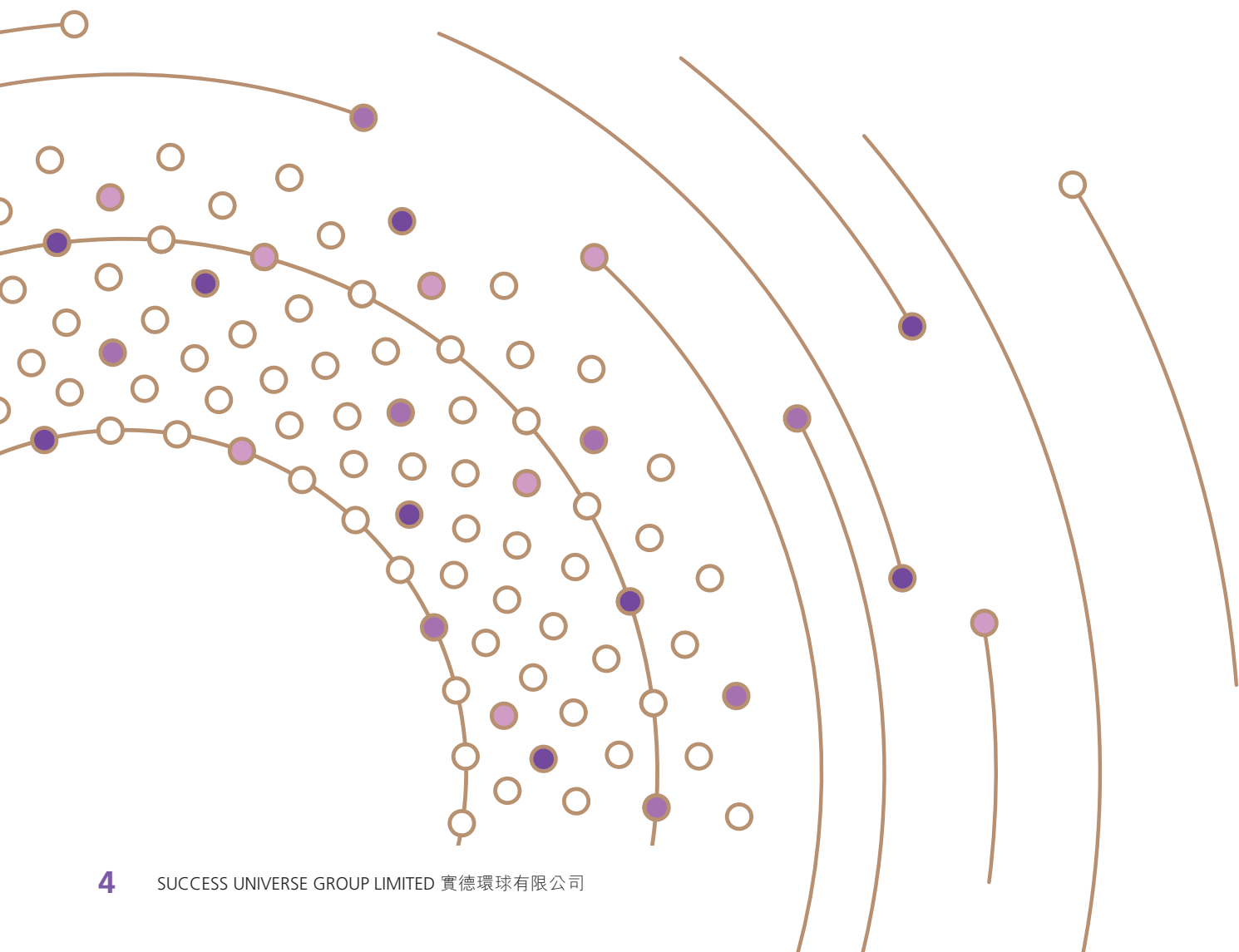
www.successug.com

OUR VISION

我們的遠見

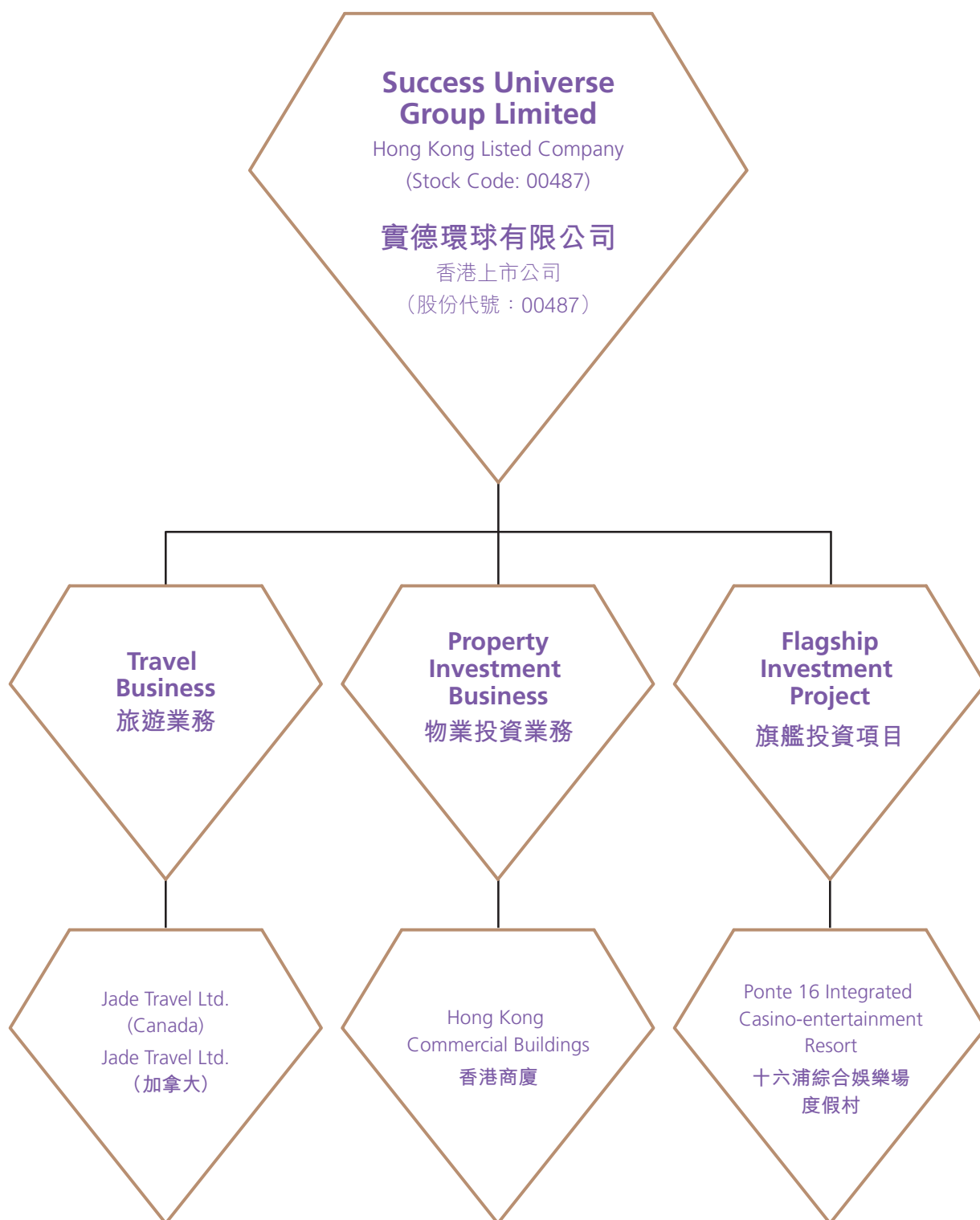
The Group strives to fortify its business portfolio by leveraging on the experience in entertainment and tourist-related industries and strengthening its competitiveness by exploring new opportunities in property investment business. We endeavor to create long-term value for all of our stakeholders through the balanced and diversified business portfolio, while adhering to a high standard of corporate governance.

本集團致力憑藉娛樂及旅遊相關行業經驗增強其業務組合，並透過開拓物業投資業務的新機遇以提升競爭力。我們致力透過均衡及多元化之業務組合，為所有持份者締造長遠價值，同時恪守高水平的企業管治。



Group Structure

集團架構



Business Highlights

業務概覽

- Revenue from continuing operations was approximately HK\$1,120.3 million and gross profit was approximately HK\$34.4 million for 2018
 - Profit attributable to owners of the Company was approximately HK\$54.5 million
 - Revenue of the travel business was substantially increased by approximately 87% to approximately HK\$1,090.2 million; while segment profit amounted to approximately HK\$2.0 million
 - Revenue of the property investment business was approximately HK\$30.1 million, while segment profit was approximately HK\$37.7 million
 - The Adjusted EBITDA* of Ponte 16, the Group's flagship investment project, increased by approximately 58% to approximately HK\$356.7 million. The Group's shared profit of the associates relating to Ponte 16 was approximately HK\$68.1 million
- 二零一八年來自持續經營業務的收益約為港幣1,120,300,000元，以及毛利約港幣34,400,000元
 - 本公司股東應佔溢利約港幣54,500,000元
 - 旅遊業務收益大幅增加約87%至約港幣1,090,200,000元，而分部溢利約港幣2,000,000元
 - 物業投資業務收益約港幣30,100,000元，而分部溢利約港幣37,700,000元
 - 本集團的旗艦投資項目——十六浦之經修訂的除利息、稅項、折舊及攤銷前盈利*增加約58%至約港幣356,700,000元。本集團錄得應佔與十六浦有關的聯營公司之溢利約港幣68,100,000元
- * *Adjusted EBITDA: Earnings Before Interest, Taxation, Depreciation and Amortisation (and excluded interest income from the pledged bank deposit)*
- * *經修訂的除利息、稅項、折舊及攤銷前盈利並且不包括已抵押銀行存款所帶來的利息收入*

Financial Highlights

財務概覽

RESULTS

業績

		Year ended 31 December 截至十二月三十一日止年度		
		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
<i>CONTINUING OPERATIONS:</i>	持續經營業務：			
Revenue	收益			
Travel	旅遊	1,090,196	583,425	562,676
Property investment	物業投資	30,082	6,510	2,172
		1,120,278	589,935	564,848
Share of results of associates	應佔聯營公司 業績	68,110	(9,879)	17,513
Profit/(loss) for the year from continuing operations	來自持續經營業務之 本年度溢利/ (虧損)	54,213	4,369	(16,299)
<i>DISCONTINUED OPERATION:</i>	已終止經營業務：			
Loss for the year from discontinued operation: Lottery	來自己終止經營業務 之本年度虧損： 彩票	–	(37,825)	(20,766)
Profit/(loss) for the year	本年度溢利/(虧損)	54,213	(33,456)	(37,065)
Profit/(loss) attributable to owners of the Company	本公司股東應佔 溢利/(虧損)	54,464	(29,810)	(30,977)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

		At 31 December 於十二月三十一日		
		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Total assets	資產總值	1,382,749	1,046,047	1,188,434
Total liabilities	負債總值	314,628	48,191	182,077
Net assets	資產淨值	1,068,121	997,856	1,006,357

CHAIRMAN'S STATEMENT

主席報告

The global economy generally performed well in 2018, our business segments made remarkable progress and delivered fruitful results. The balanced and well-diversified business composition will continue to deliver healthy performance with long-term value to the Group.

二零一八年全球經濟整體表現良好，集團各業務分部錄得顯著的進步並帶來豐碩的成果。此均衡且多元化的業務組合將繼續為本集團帶來穩健的表現，創造長遠價值。



Dear Valued Shareholders,

On behalf of the board of directors (the "Board") of Success Universe Group Limited (the "Company", together with its subsidiaries, the "Group"), I am pleased to present the annual report of the Company for the year ended 31 December 2018.

The global economy generally performed well during the reporting year, despite the geo-political headwinds and uncertain economic atmosphere. 2018 was a year of growth in Macau with gross gaming revenue increased by 14% year-on-year, while the travel and tourism industry remained as one of the world's largest industries in terms of economic contribution. With our continued diligent effort, our travel business made remarkable progress in its operations in 2018, and our investment property portfolio in prime locations was further enriched; our flagship investment project, Ponte 16 also delivered fruitful results. This balanced and well-diversified business composition continued to deliver healthy performance with long-term value to the Group.

SUSTAINABLE DEVELOPMENT WITH A SOLID FOUNDATION

Macau gaming industry demonstrated strong resilience and showed signs of stabilisation with the positive growth maintained in 2018. Along with the development of new integrated resorts in Cotai and continuous addition of non-gaming elements, the growing affluence of Asian travellers and strong visitation to Macau keep on driving the increasing demand for gaming products and supporting the realisation of Macau's position as a world centre of tourism and leisure.

致尊貴的股東：

本人欣然代表實德環球有限公司(「本公司」，連同其附屬公司統稱「本集團」)董事會(「董事會」)，提呈本公司截至二零一八年十二月三十一日止年度的年報。

儘管面對地緣政治阻力及不明朗的經濟氣氛，全球經濟於報告年度內整體表現良好。二零一八年為澳門的增長年，博彩毛收入按年上升14%，而旅遊及觀光業對經濟的貢獻仍是全球最大的行業之一。憑藉我們努力不懈，集團的旅遊業務營運於二零一八年有顯著的進步，並進一步豐富了我們位於黃金地段的投資物業組合，至於我們的旗艦投資項目十六浦亦帶來豐碩的成果。此均衡且多元化的業務組合繼續為本集團帶來穩健的表現，創造長遠價值。

堅實根基達至可持續發展

於二零一八年，澳門博彩業表現出強勁的反彈並維持正面增長，呈穩定跡象。隨著路氹新綜合度假村的發展及非博彩元素的持續增加，加上亞洲旅客日益富裕且熱衷到訪澳門，以至對博彩產品的需求不斷擴大，有助支持澳門奠定世界旅遊休閒中心的地位。

Chairman's Statement (Continued)

主席報告(續)

The Group believes the demand for leisure, tourism and travel from Asia and China will continue to grow. Ponte 16 is committed to providing a unique mix of travel and entertainment experiences for guests, and to acquiring all the necessary qualities to stay ahead in the competition. Capitalising on its competitive strengths in offering high-quality gaming, hospitality and entertainment experiences, Ponte 16 outperformed the overall Macau gaming industry during 2018 and is well-positioned for the future growth.

2019 marks the 20th anniversary of returning to the motherland, the Macau economy is expected to show continuous expansion in the coming year on the back of the Greater Bay Area development and the major infrastructures that improve cross-border transport connectivity. To uphold its leading position as a casino-entertainment resort located in the exclusive Inner Harbour of Macau, Ponte 16 has a clearly defined growth development pipeline by moving forward with a new phase development project to further enrich the integrated resort's gaming and entertainment offerings.

EXPLORATION IN A THRIVING MARKET

Radical shifts in consumer behavior and preferences have been shaking up the travel and tourism industry over the years, while the online travel market is gaining higher grounds with the intense percolation of the internet, the rising use of mobile devices, as well as the back-up by e-commerce industry. We believe that this global thriving market will continue its growth momentum in the coming years. Jade Travel commenced collaborations with large online travel directories and continued to explore this growing market. Owing to the solid foundation it has built over the years and its endeavour in 2018, Jade Travel has developed trusted business relationships with a large variety of online travel portals and directories, which enable to deepen the penetration of its travel products by reaching out to more cities and connecting with a much broader customer base.

本集團相信，來自中國以至亞洲的休閒、觀光及旅遊需求將繼續上升。十六浦致力為賓客提供獨特的旅遊及娛樂綜合體驗，並取得所有保持競爭優勢必備的特質。十六浦藉著提供優質博彩娛樂、酒店款待及娛樂體驗的競爭優勢，於二零一八年間表現優於整體澳門博彩業，並為未來增長作好準備。

二零一九年標誌著澳門回歸祖國二十週年，憑藉背靠大灣區發展，以及跨境交通主要基建改善，預期澳門經濟來年將繼續起飛。為保持在澳門內港娛樂度假村的領導地位，十六浦已有明確的發展藍圖，正邁向項目發展的新階段，藉此進一步豐富綜合度假村所提供的博彩及娛樂產品。

開拓蓬勃發展的市場

過去數年消費者行為及喜好急速轉變，為旅遊及觀光業帶來重大衝擊，加上互聯網的密集滲透、移動設備的使用越來越普遍，以及電子商務行業的支援，網上旅遊市場的重要性因而日漸提高。我們相信，全球蓬勃發展的旅遊市場來年將繼續保持其增長勢頭。Jade Travel已與多個大型網上旅遊平台合作，並繼續開拓此日益增長的市場。憑藉其多年來建立的穩健基礎及二零一八年所作出的努力，Jade Travel與多個旅遊網站及平台建立可靠的業務關係，接觸更多城市及連接更廣泛的客戶群，加強其旅遊產品的滲透力。

We believe the online travel market is expanding exponentially worldwide where technology advancement and product innovations will help to amplify our market presence. To better cater to the changing customers' demand, Jade Travel has made continuous efforts in the areas of online platform development, product innovation, service quality, precision marketing and refined management. We are confident that Jade Travel's unwavering efforts will be paid off in the near future for it is the right direction to build an even bigger brand in the travel territory for long-term development.

RETURN FROM LONG-TERM INVESTMENT

The office leasing market in Hong Kong remained favourable in 2018 and continued to achieve steady rental income growth and high occupancy rate. We believe that the property market in Hong Kong will continue to achieve modest growth in rental in most of the areas and record an upward trend in property value, in particular of central business districts. The Group will continue with a selective and focused approach to seek investment opportunities in prime locations in Hong Kong, thus providing us capital appreciation potential in a longer term, as well as steady recurring rental income.

APPRECIATION

I would like to take this opportunity to extend my sincere gratitude to our shareholders, customers and business partners for their continuous support and trust, and thank my fellow directors for their concerted effort and insights through the past years. These achievements would not be attained without the efforts from the Group's management team and the unwavering commitment of our staff. Please allow me to express my sincere appreciation to our management team and staff for their dedication and commitment.

Yeung Hoi Sing, Sonny

Chairman

Hong Kong
28 March 2019

我們相信，網上旅遊市場正於全球迅速擴大，而科技進步及產品創新將有助我們擴大市場份額。為迎合多變的客戶需求，Jade Travel於網上平台開發、產品創新、服務質量、精準營銷及精細化管理等範疇不斷努力。我們抱持信心，相信Jade Travel所付出的努力將於不久將來獲得回報，並朝著在旅遊業界建立更強大品牌的正確方向長遠發展。

長期投資回報

香港寫字樓租賃市場於二零一八年依然向好，租金收入亦持續穩定增長，而出租率亦居高不下。我們相信，香港大部分地區的物業市場租金將繼續錄得穩定的增幅，尤其於中央商業區的物業價值將會持續向上。本集團將秉持選擇性的投資策略，專注在香港的黃金地段物色投資良機，從而為集團提供長遠的資本增值潛力及穩定的經常性租金收入。

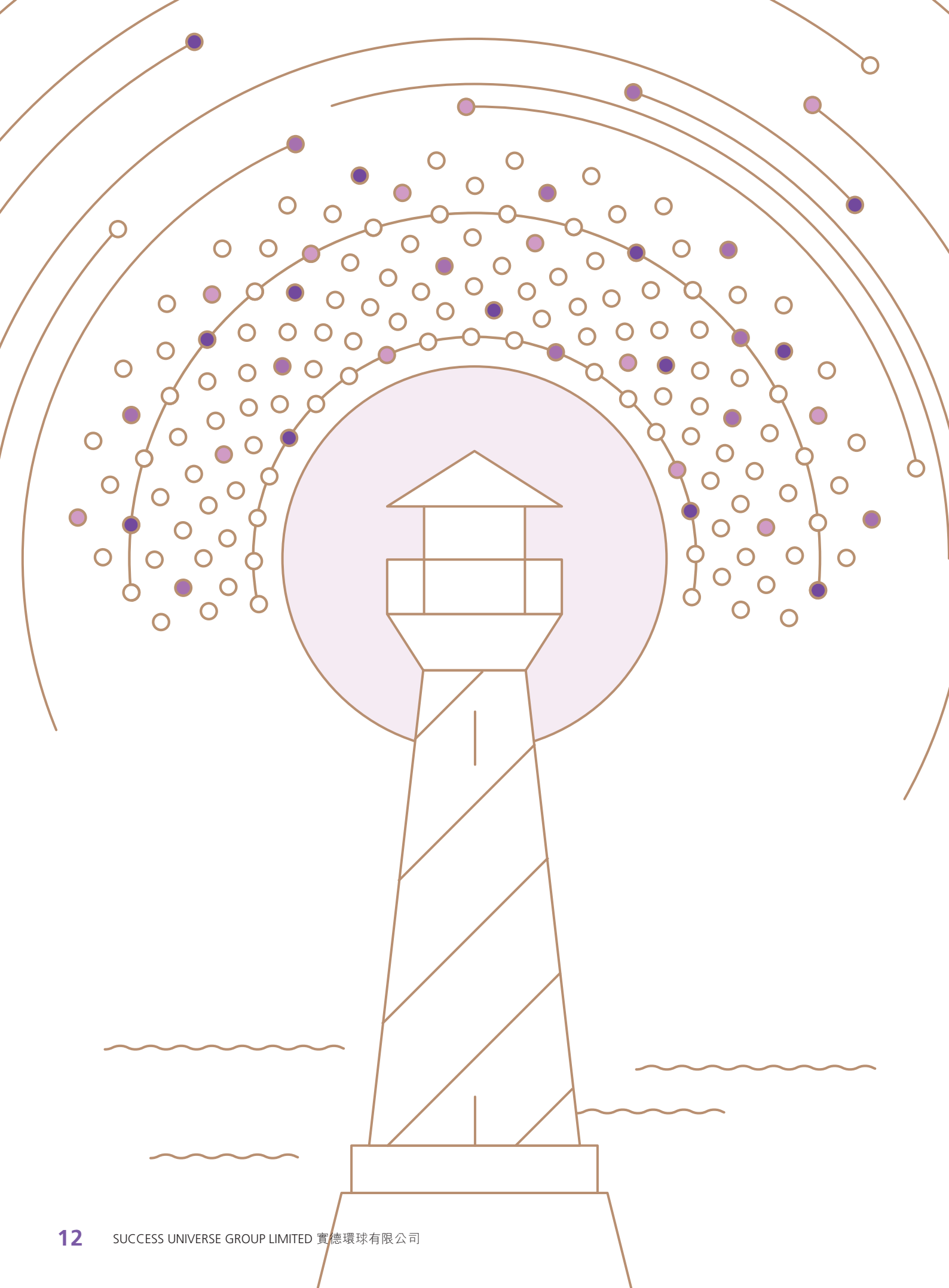
致謝

本人謹藉此機會衷心感激股東、客戶及業務夥伴的持續支持及信任，並感謝於過往年度各位董事齊心協力及真知灼見。本集團的業務發展全賴管理團隊的努力及員工的堅定承諾，本人謹此衷心感謝管理團隊及員工的奉獻及承諾。

主席

楊海成

香港
二零一九年三月二十八日





MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OVERVIEW

Despite several significant headwinds occurred in 2018, including trade wars, volatility in the financial markets, monetary policies and Brexit negotiation, which undermined the global economic growth momentum, the Macau gaming industry has recorded a sustainable healthy growth, and the global tourism sector also reported a positive growth in 2018. On the back of these positive market developments, the Group remains confident in the outlook of the economy and will continue to stay at the forefront of the market against a rapidly changing and challenging business environment to drive sustainable growth and profit for the Group.

The following discussion should be read in conjunction with the consolidated financial statements and the related notes included in this annual report.

概覽

儘管全球經濟的增長勢頭於二零一八年受到貿易戰、金融市場波動、貨幣政策及英國脫歐談判等多項利淡因素影響，澳門博彩業仍錄得持續穩健的增長，而全球旅遊業亦於二零一八年取得正面增長。受惠於市場上這些正面的發展，本集團繼續對經濟前景抱持信心，並在瞬息萬變及充滿挑戰的營商環境中保持領先地位，推動本集團可持續的增長及溢利。

以下討論應與本年報所載之綜合財務報表及相關附註一併閱讀。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

RESULTS

For the year ended 31 December 2018, revenue from continuing operations of the Group was approximately HK\$1,120.3 million, increased by approximately 90% from approximately HK\$589.9 million for the last corresponding year. Gross profit increased by approximately 71% to approximately HK\$34.4 million (2017: approximately HK\$20.1 million). The Group's shared profit of the associates relating to Ponte 16, the flagship investment project of the Group (the "Associates"), for the year of 2018 was approximately HK\$68.1 million, whereas a loss of the Associates of approximately HK\$9.9 million was shared by the Group for the last year. Profit attributable to owners of the Company for the reporting year amounted to approximately HK\$54.5 million (2017: loss of approximately HK\$29.8 million), whilst earnings per share was 1.11 HK cents (2017: earnings per share from continuing operations was 0.16 HK cents).

Turnaround from loss to profit was mainly attributable to (i) the Group shared a profit of the Associates for the year while a loss of the Associates was shared by the Group for the last corresponding year; and (ii) the non-recurrence of a loss from discontinued operation for the last corresponding year due to the disposal of the lottery business in 2017, notwithstanding that there was a decrease in fair value gain on investment properties of the Group.

DIVIDENDS

No interim dividend was paid in 2018 (2017: nil). The directors of the Company ("Director(s)") do not recommend any payment of a final dividend for the year ended 31 December 2018 (2017: nil).

業績

截至二零一八年十二月三十一日止年度，本集團來自持續經營業務的收益約為港幣1,120,300,000元，較去年同期約港幣589,900,000元增加約90%。毛利增加約71%至約港幣34,400,000元(二零一七年：約港幣20,100,000元)。於二零一八年，本集團錄得應佔與其旗艦投資項目十六浦有關的聯營公司(「聯營公司」)溢利約港幣68,100,000元，而去年本集團則錄得應佔聯營公司虧損約港幣9,900,000元。於報告年度內，本公司股東應佔溢利約港幣54,500,000元(二零一七年：虧損約港幣29,800,000元)，而每股盈利為1.11港仙(二零一七年：來自持續經營業務之每股盈利為0.16港仙)。

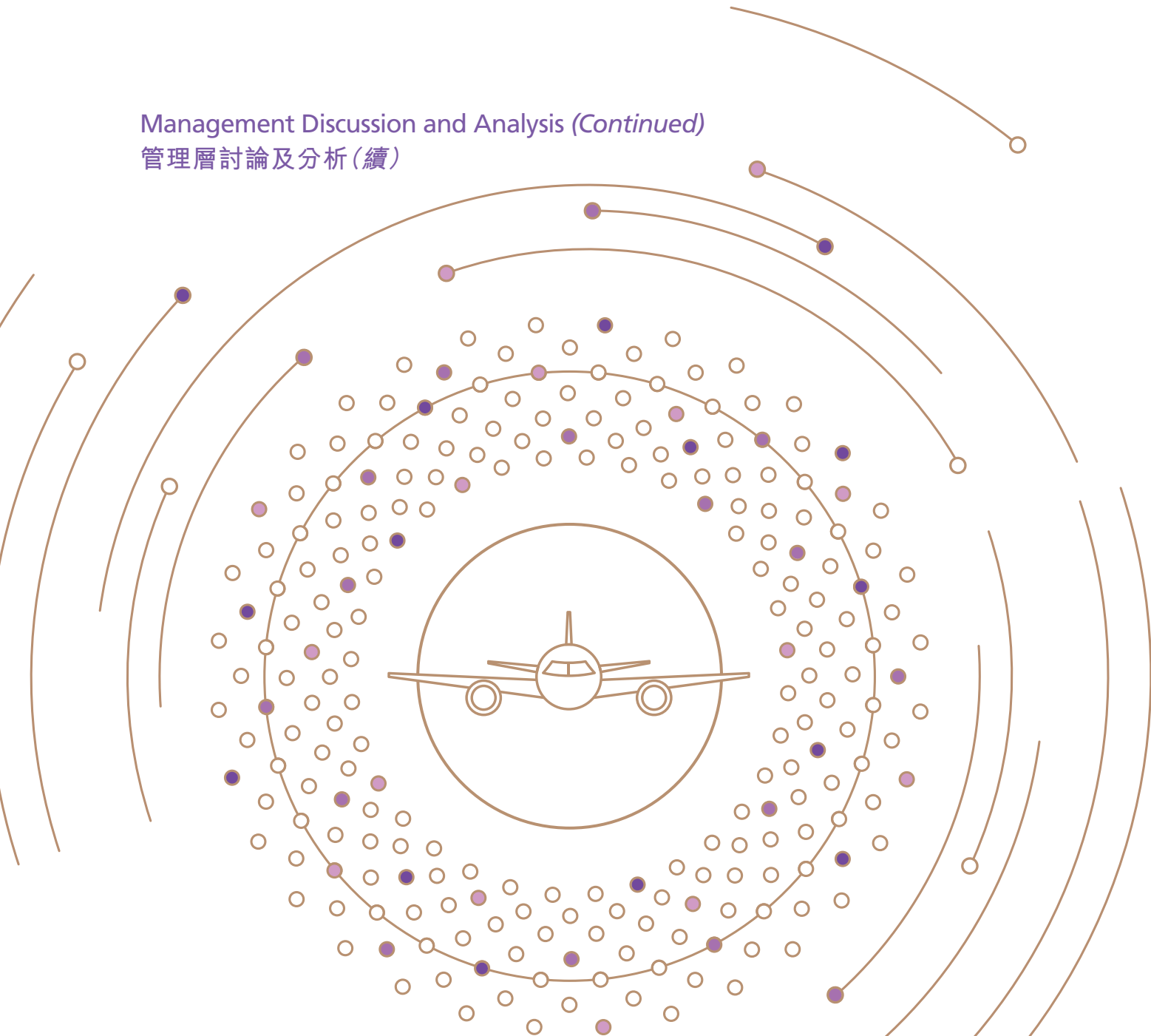
儘管本集團投資物業之公平值收益減少，上述轉虧為盈主要由於(i)本集團於年內錄得應佔聯營公司溢利，而於去年同期本集團則錄得應佔聯營公司虧損；及(ii)二零一七年出售彩票業務導致去年同期錄得來自自己終止經營業務之一次性虧損。

股息

二零一八年並無派付中期股息(二零一七年：無)。本公司董事(「董事」)不建議就截至二零一八年十二月三十一日止年度派付任何末期股息(二零一七年：無)。

Management Discussion and Analysis (Continued)
管理層討論及分析(續)





Travel Business

旅遊業務

With the strong brand reputation in both retail and wholesale businesses, Jade Travel has been extending business footprints via its online booking service platform.

憑藉於零售及批發業務方面的強大品牌聲譽，Jade Travel 透過其網上預訂服務平台擴展業務據點。



REVIEW OF OPERATIONS

Travel Business

The Group operates Jade Travel Ltd. (“Jade Travel”), one of the largest travel agencies in Canada, which has developed dedicated segments to better serve the needs of wholesale and retail markets, as well as to provide the most suitable services and products to customers. This allows Jade Travel to better allocate resources and support both leisure travel business and corporate travel segments.

業務回顧

旅遊業務

本集團經營的Jade Travel Ltd. (「Jade Travel」)是加拿大最大的旅行社之一，設有專責分部以便更好地滿足批發及零售市場的需求，並向客戶提供最合適的服務及產品。Jade Travel能藉此更有效地分配資源，以支持休閒旅遊業務及企業旅遊分部。



REVIEW OF OPERATIONS (CONTINUED)

Travel Business (continued)

With the growth of internet and emerging travel trends, Jade Travel has been enhancing its online booking service platform to cater more retail and corporate customers' needs and working closely with the leading regional and international online travel portals, including the most well-known and widely-used portals in China. This is helpful to the penetration of Jade Travel's broad range of travel products and expansion of its business footprints.

To capitalise on the increasing demand for leisure travel, Jade Travel is constantly enhancing its travel product mix which can be tailored to customers' specific needs, including in-depth and unique travel experiences with extra fine delicacies and entertainment arrangements. During the reporting year, the travel business was able to turn loss into profit, which is attributable to strategic initiatives deployed by management in an effort to evolve the business and focus on the market needs.

Revenue of the segment increased to approximately HK\$1,090.2 million, substantially increased by approximately 87% for the year ended 31 December 2018 (2017: approximately HK\$583.4 million). Profit in this segment amounted to approximately HK\$2.0 million

業務回顧(續)

旅遊業務(續)

隨著互聯網及新興旅遊的增長趨勢，Jade Travel致力優化其網上預訂服務平台，以照顧更多零售及企業客戶的需求，並與區內及國際領先的旅遊網站保持緊密合作，包括中國最知名及廣泛使用的平台。Jade Travel能藉此提高其多元化旅遊產品的滲透率及擴展其業務據點。

為配合休閒旅遊日益增長的需求，Jade Travel乘勢不斷豐富其旅遊產品組合，以便因應客戶的個別需要而度身定制行程，包括佳餚美食和娛樂安排，讓旅客享受深刻及獨特的旅遊體驗。旅遊業務於報告年度內能轉虧為盈實有賴管理層為業務發展及針對市場需要作出的策略性部署。

截至二零一八年十二月三十一日止年度之分部收益增加至約港幣1,090,200,000元，大幅增加約87%（二零一七年：約港幣583,400,000元）。此分部溢利約港幣2,000,000元（二零一七年：虧損約港幣



REVIEW OF OPERATIONS (CONTINUED)

Travel Business (continued)

(2017: loss of approximately HK\$15.7 million), including reversal of impairment loss on intangible assets of approximately HK\$3.2 million (2017: impairment loss on intangible assets of approximately HK\$4.6 million) which was recognised for the reporting year.

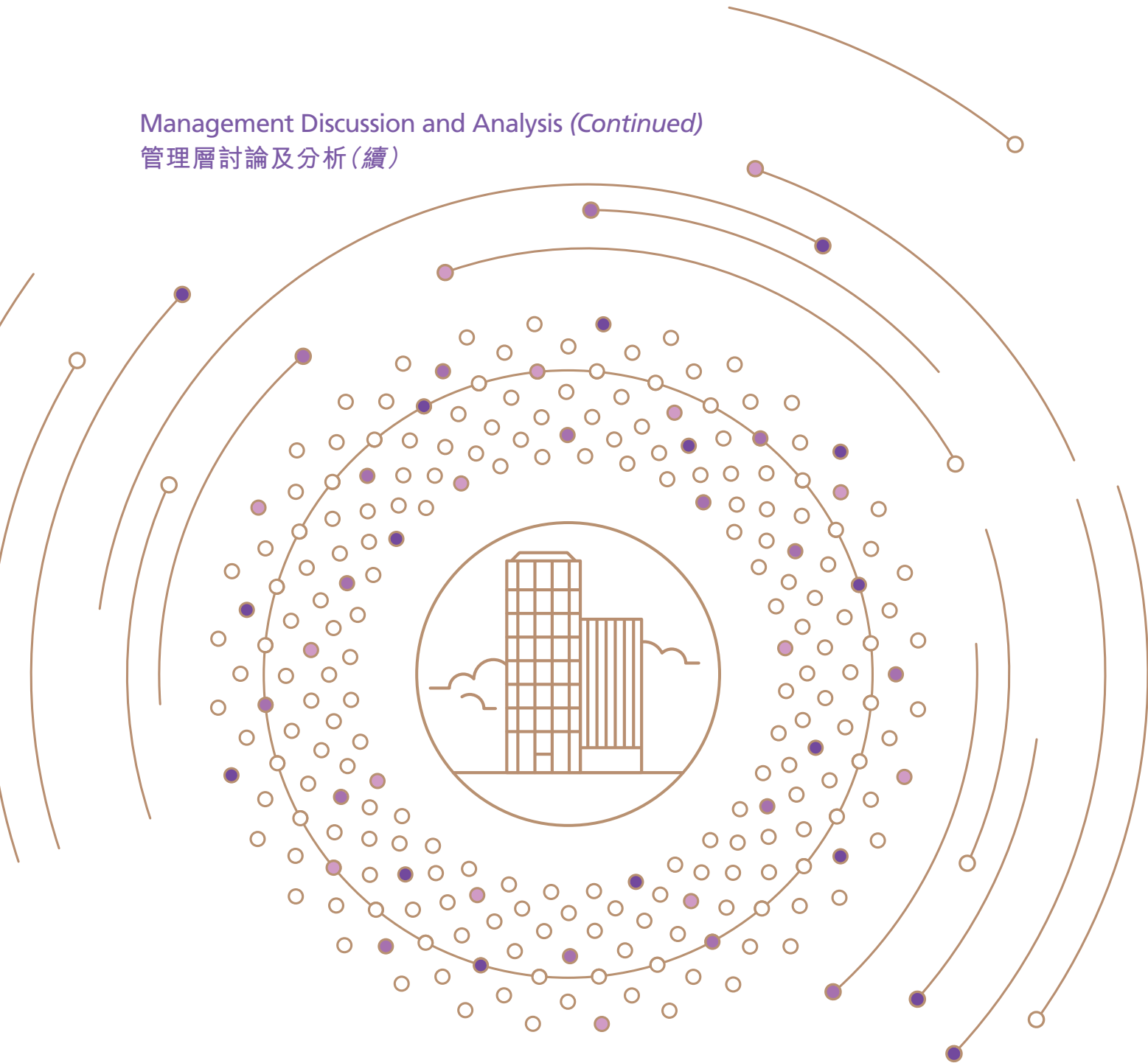
In November 2018, 1338 Successful Venture Ltd. (“1338 SV”), an indirect wholly-owned subsidiary of the Company, as purchaser, entered into a share purchase agreement with a company, as vendor, which is the holder of 25% of all outstanding and issued shares of 665127 British Columbia Ltd. (“665127 BC” being a company indirectly holds the entire shareholding interests in Jade Travel) to purchase and accept the assignment of (i) 25% of all outstanding and issued shares of 665127 BC; and (ii) the entire amount of the shareholder’s loans owing by 665127 BC to the vendor at a total consideration of CAD1,370,000 (equivalent to approximately HK\$8,184,000) (“Acquisition of 25% of 665127 BC”). The said acquisition was completed in end of November 2018 and Jade Travel became an indirect wholly-owned subsidiary of the Company upon completion. Details please refer to the announcement dated 9 November 2018 issued by the Company.

業務回顧(續)

旅遊業務(續)

15,700,000元)·包括於報告年度內確認之無形資產減值虧損撥回約港幣3,200,000元(二零一七年:無形資產減值虧損約港幣4,600,000元)。

於二零一八年十一月，本公司一間間接全資附屬公司1338 Successful Venture Ltd. (「1338 SV」)作為買方，與一間公司作為賣方(持有665127 British Columbia Ltd. (「665127 BC」，一間間接持有Jade Travel全部股權的公司)所有發行在外及已發行股份之25%權益)就有關購買及受讓(i) 665127 BC所有發行在外及已發行股份之25%；及(ii) 665127 BC結欠賣方之股東貸款全數款項，總代價為1,370,000加元(相等於約港幣8,184,000元)(「收購665127 BC之25%」)訂立股份購買協議。上述收購事項已於二零一八年十一月底完成，而Jade Travel於該收購完成後成為本公司一間間接全資附屬公司。詳情請參閱本公司於二零一八年十一月九日刊發的公佈。



Property Investment Business

物業投資業務

The Group builds up its investment property portfolio in prime locations, generating a steadily growing income stream and capital appreciation potential.

本集團於黃金地段建立投資物業組合，冀帶來穩定增長的收入來源及資本增值潛力。



REVIEW OF OPERATIONS (CONTINUED)

Property Investment Business

The Group has built an investment portfolio of commercial properties in prime locations in Hong Kong for steady rental income and capital appreciation potential in a longer term. During the reporting year, the Group completed the acquisitions of several commercial properties in Eastern Commercial Centre, Wanchai, two commercial properties in Admiralty Centre (the “Properties in Admiralty Centre”) and a commercial property in Sunshine Plaza, Wanchai (the “Property in Sunshine Plaza”). For details of the acquisition of the Properties in Admiralty Centre, please refer to the announcement dated 13 February 2018 and the circular dated 6 April 2018 both issued by the Company. For details of the acquisition of the Property in Sunshine Plaza, please refer to the announcement dated 23 August 2018 issued by the Company. In late 2018, the Group disposed of certain commercial properties in Eastern Commercial Centre (“Disposal of the Properties”).

業務回顧(續)

物業投資業務

本集團在香港的黃金地段建立商用物業投資組合，以獲取長遠穩定的租金收入及資本增值潛力。於報告年度內，本集團完成收購灣仔東區商業中心多項商用物業、海富中心兩項商用物業(「海富中心物業」)及灣仔三湘大廈一項商用物業(「三湘大廈物業」)。有關收購海富中心物業的詳情，請參閱本公司於二零一八年二月十三日刊發的公佈及於二零一八年四月六日發出的通函。有關收購三湘大廈物業的詳情，請參閱本公司於二零一八年八月二十三日刊發的公佈。於二零一八年底，本集團已出售東區商業中心若干商用物業(「物業出售」)。

REVIEW OF OPERATIONS (CONTINUED)

Property Investment Business (continued)

Revenue of the property investment business for the reporting year amounted to approximately HK\$30.1 million, representing an increase of approximately 362% as compared with approximately HK\$6.5 million for the last corresponding year, while segment profit was approximately HK\$37.7 million (2017: approximately HK\$83.4 million) which was mainly due to gain on Disposal of the Properties of approximately HK\$6.0 million (2017: nil) and recognition of a fair value gain on investment properties of approximately HK\$27.3 million (2017: approximately HK\$79.2 million).

業務回顧(續)

物業投資業務(續)

於報告年度內，物業投資業務收益約港幣30,100,000元，較去年同期約港幣6,500,000元增加約362%，而分部溢利約港幣37,700,000元(二零一七年：約港幣83,400,000元)，主要由於物業出售之收益約港幣6,000,000元(二零一七年：無)及確認投資物業之公平值收益約港幣27,300,000元(二零一七年：約港幣79,200,000元)。



Management Discussion and Analysis (Continued)
管理層討論及分析(續)





Investment Project — Ponte 16

投資項目一十六浦

The Group believes the mass market will be the most potential for a sustainable growth, and Ponte 16 will continue to enrich the spectrum of entertainment experience, upholding its leading position in the Inner Harbour of Macau.

本集團相信中場市場對於未來的持續增長最具潛力，而十六浦將繼續豐富其綜合娛樂體驗，以維持在澳門內港的領導地位。



REVIEW OF OPERATIONS (CONTINUED)

Investment Project — Ponte 16

The Macau gaming industry continued to rebound with gross gaming revenue in the sector reaching approximately MOP302.9 billion for the year ended 31 December 2018, representing an approximately 14% increase year-on-year (“yoy”). The Macao Government Tourism Office reported that the overall visitation in 2018 was up by approximately 10% yoy to approximately 35.8 million. The opening of the Hong Kong — Zhuhai — Macau Bridge is expected to further enhance the accessibility to Macau, attracting visitors from Hong Kong, including international visitors using the Hong Kong International Airport, and visitors from the eastern part of Guangdong province.

業務回顧(續)

投資項目 — 十六浦

澳門博彩業持續反彈，截至二零一八年十二月三十一日止年度，博彩毛收入達約3,029億澳門元，按年增幅約14%。根據澳門特別行政區政府旅遊局報告，二零一八年整體訪客人次按年上升約10%至約3,580萬人次。而港珠澳大橋的落成啟用預期將進一步完善澳門的交通網絡，吸引來自香港的遊客，包括經香港國際機場入境的國際旅客，以及來自廣東省東部的遊客。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

REVIEW OF OPERATIONS (CONTINUED)

Investment Project — Ponte 16 (continued)

With the significant increase in the number of tourists visiting Macau, Ponte 16 has been able to maintain its competitiveness and deliver comprehensive entertainment experiences, as well as to uphold its leading position in the Inner Harbour of Macau. Ponte 16's exclusive location next to the World Heritage Site recognised by the United Nations Educational, Scientific and Cultural Organisation and its easy accessibility to tourism clusters constantly attract travellers who love embracing Macau's prolific local cultures and history.

As at 31 December 2018, the casino of Ponte 16 had 109 gaming tables, consisting of 97 mass gaming tables, 7 high-limit tables and 5 VIP tables, maintaining a balanced mix to cater for the need of the market. Adjusted EBITDA* for the reporting year increased by approximately 58% to approximately HK\$356.7 million (2017: approximately HK\$225.3 million). The average occupancy rate of Sofitel Macau At Ponte 16 achieved over 90% in 2018.

* *Adjusted EBITDA: Earnings Before Interest, Taxation, Depreciation and Amortisation (and excluded interest income from the pledged bank deposit)*

業務回顧(續)

投資項目 — 十六浦(續)

隨著到訪澳門的旅客人次大幅增加，十六浦一直保持其競爭力及提供全方位的娛樂體驗，並維持其於澳門內港的領先地位。十六浦毗鄰聯合國教科文組織世界文化遺產的優越位置，前往各大旅遊景點的交通便利，深受喜歡澳門豐富本地文化及歷史的遊客所追捧。

於二零一八年十二月三十一日，十六浦娛樂場維持均衡組合以滿足市場需要，共有109張賭桌，包括97張中場賭桌、7張高注碼賭桌及5張貴賓賭桌。於報告年度內，經修訂的除利息、稅項、折舊及攤銷前盈利*增加約58%至約港幣356,700,000元(二零一七年：約港幣225,300,000元)。於二零一八年，澳門十六浦索菲特大酒店的平均入住率逾90%。

* *經修訂的除利息、稅項、折舊及攤銷前盈利並且不包括已抵押銀行存款所帶來的利息收入*

REVIEW OF OPERATIONS (CONTINUED)

Investment Project — Ponte 16 (continued)

Sofitel Macau At Ponte 16 received 20 honourable international and regional awards as of 31 December 2018, including “Luxury Romantic Hotel” by 2018 World Luxury Hotel Awards, “Certificate of Excellence 2018” by TripAdvisor, “Most Wanted Award” by Hotels.com Loved by Guests Awards 2018, “Customer Satisfaction Award” by Rakuten Travel, “Certificate of Popularity for the Year 2017 — Mistral Restaurant” by Mei Tuan and Dian Ping, and “Unique Luxury Hotel of the Year — China” by The Luxury Travel Guide Awards 2018 and more. Privé was awarded “Ctrip Gourmet Award” by Ctrip and “U Favorite Food Awards 2018 — My Favorite Hotel Restaurant Award (Macau)” by U Magazine, and So SPA was awarded with “Asia’s Top Wellness Spa” and “Asia’s Top Spa Hotel & Resort” by NOW Travel Asia Awards 2018, and “Spa Hotel of the Year” by Sohu Hotel Award 2018. The above awards highly recognised the superior international standard and quality offered by Sofitel Macau At Ponte 16.

With the deep roots in the local community, Ponte 16 takes a proactive approach to address the challenges in sustainability faced by its hotel and entertainment businesses, and is committed to improving its environmental performance along the sustainability journey. Sofitel Macau At Ponte 16 has been following the hotel’s Environmental Policy that compliance with the requests of ISO 14001 standard, aiming at continuous improvement in energy usage, water consumption, waste and emissions reduction. It has earned wide recognition for environmental performance and was granted “Environmental Performance — Gold Award” by Business Awards of Macau 2018. Ponte 16 is also committed to enlivening the arts and cultural scene in Macau, by hosting online magazine “Macau Hotspot P16” which guides travellers to discover the inner beauty of Macau, and setting up the “Youth’s Stage” at its outdoor plaza for young performers to showcase their talents.

業務回顧(續)

投資項目 — 十六浦(續)

截至二零一八年十二月三十一日，澳門十六浦索菲特大酒店已榮獲20項國際及地區獎項，包括二零一八年世界奢華酒店大獎頒發「奢華浪漫酒店」、TripAdvisor頒發「二零一八年度卓越獎」、Hotels.com頒發二零一八年「旅客最喜愛住宿」之「最受歡迎大獎」、樂天旅遊頒發「顧客滿意獎」、美團及大眾點評頒發「二零一七年度人氣商戶獎 — 海風餐廳」及Luxury Travel Guide Awards 2018頒發「中國區年度奢華酒店」等。Privé亦榮獲攜程旅行網頒發「攜程美食林獎」及U Magazine頒發「我最喜愛食肆2018 — 我最喜愛澳門酒店食肆」，而So SPA則榮獲NOW Travel Asia Awards 2018頒發「亞洲頂級健康水療」及「亞洲頂級水療酒店及度假村」，以及二零一八年搜狐旅遊酒店大賞頒發「年度水療SPA酒店」。上述獎項高度引證澳門十六浦索菲特大酒店提供的卓越國際標準及品質。

十六浦與社區的關係密切且深厚，一直採取積極主動的方式應對其酒店及娛樂業務在可持續發展方面面臨的挑戰，並致力於可持續發展的過程中改善其環境績效。澳門十六浦索菲特大酒店遵守酒店的環保政策，符合ISO 14001標準的要求，旨在持續改善能源使用、耗水、減少廢棄物及排放。其環保方面的表現有目共睹，更榮獲二零一八年澳門商務大獎頒發「環境績效 — 金獎」。十六浦亦透過其網上旅遊雜誌「澳門十六浦點」，帶領旅客探索澳門的內在美，致力活化澳門的藝術及文化氣息，並於其戶外廣場設立「青蔥舞台」讓年青表演者展現才華。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

REVIEW OF OPERATIONS (CONTINUED)

Investment Project — Ponte 16 (continued)

To comply with the full enactment of smoking ban on casinos starting from 1 January 2019, Ponte 16 was the first property to have a smoking lounge approved by the Macau government authorities, establishing an industry benchmark. It also supports in developing a culture of responsible gaming in accordance with the rules and regulations of Macau, by upholding related policies and practices during daily operations.

FINANCIAL REVIEW

Liquidity, Financial Resources and Gearing

As at 31 December 2018, the Group had net current assets of approximately HK\$23.0 million (31 December 2017: approximately HK\$160.7 million) and net assets of approximately HK\$1,068.1 million (31 December 2017: approximately HK\$997.9 million). The Group adopts a conservative approach towards its treasury policies. The Group strives to reduce exposure to credit risk by monitoring the trade receivables of its customers on an ongoing basis. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements. Presently, there is no hedging policy with respect to the foreign exchange exposure. The Group's transactional currency are Hong Kong dollars ("HK\$") and Canadian dollars ("CAD") as substantially all the revenues are in HK\$ and CAD. The Group's transactional foreign exchange exposure was insignificant.

業務回顧(續)

投資項目 — 十六浦(續)

為遵守自二零一九年一月一日起實施的娛樂場全面禁煙規定，十六浦為首家設有獲澳門政府部門許可吸煙室的娛樂場，建立行業基準。十六浦亦配合澳門的條例及法規，透過日常營運中落實相關政策及實務，以支持推動負責任的博彩文化。

財務回顧

流動資金、財務資源及資本負債

於二零一八年十二月三十一日，本集團之流動資產淨值約港幣23,000,000元(二零一七年十二月三十一日：約港幣160,700,000元)，而資產淨值約港幣1,068,100,000元(二零一七年十二月三十一日：約港幣997,900,000元)。本集團採取保守之庫務政策，致力於持續監管其客戶之應收貿易賬款，以減輕信貸風險。為管理流動資金風險，董事會密切監察本集團之流動資金狀況，以確保本集團由資產、負債及承擔組成之流動性結構足以應付其融資需要。目前，本集團並無有關外匯風險之對沖政策。本集團所有重大收益均以港幣(「港幣」)及加元(「加元」)計值，故本集團之交易貨幣定為港幣及加元。本集團在交易上所承受之外匯風險甚微。

FINANCIAL REVIEW (CONTINUED)

Liquidity, Financial Resources and Gearing (continued)

On 1 December 2008, Mr. Yeung Hoi Sing, Sonny (“Mr. Yeung”, being the Chairman of the Board, an executive Director and a controlling shareholder of the Company) provided a HK\$200 million term loan facility to the Company which is unsecured and charged with interest at the prime rate quoted for Hong Kong dollars loans by The Hongkong and Shanghai Banking Corporation Limited. The principal amount of the loan facility was increased up to HK\$290 million on 14 April 2009 (the “Revised Mr. Yeung’s Loan Facility”) and the final repayment date of the loan and all other sums owing to Mr. Yeung under the Revised Mr. Yeung’s Loan Facility was further extended from 31 October 2018 to 31 October 2020 by a supplemental letter of agreement dated 12 September 2018. As at 31 December 2018, the Company had owed to Mr. Yeung under the Revised Mr. Yeung’s Loan Facility in amount of HK\$39.0 million (31 December 2017: nil).

The Group’s secured bank facility in the amount of HK\$122.5 million bears interest at Hong Kong interbank offered rate (HIBOR) plus a margin that was reduced from 2% per annum to 1.7% per annum during the year. In addition, the Group further obtained a secured bank facility in the amount of HK\$100.0 million which bears interest at Hong Kong interbank offered rate (HIBOR) plus 1.75% per annum. The proceeds of the facilities were for the Group’s general operation. As at 31 December 2018, the outstanding bank loans were approximately HK\$222.5 million (31 December 2017: nil).

Referring to aforesaid Acquisition of 25% of 665127 BC, a loan from non-controlling shareholder of approximately CAD4.3 million, equivalent to approximately HK\$25.2 million had been assigned to 1338 SV during the reporting year, details please refer to the announcement dated 9 November 2018 issued by the Company. For the last corresponding year, a loan from non-controlling shareholder was approximately CAD4.3 million, equivalent to approximately HK\$27.2 million. That loan was interest-free and unsecured.

財務回顧(續)

流動資金、財務資源及資本負債(續)

於二零零八年十二月一日，本公司董事會主席、執行董事兼控股股東楊海成先生(「楊先生」)向本公司提供為數港幣200,000,000元之有期貸款融資，該貸款融資為無抵押，且按香港上海滙豐銀行有限公司所報之港元貸款最優惠利率計息。於二零零九年四月十四日，該貸款融資之本金金額增至港幣290,000,000元(「經修訂之楊先生之貸款融資」)，並通過日期為二零一八年九月十二日所訂立之協議補充函件，經修訂之楊先生之貸款融資之貸款及所有結欠楊先生之其他款項的最後還款日期，由二零一八年十月三十一日進一步延遲至二零二零年十月三十一日。於二零一八年十二月三十一日，根據經修訂之楊先生之貸款融資，本公司結欠楊先生金額為港幣39,000,000元(二零一七年十二月三十一日：無)。

於本年度內，本集團之有抵押銀行融資金額為港幣122,500,000元，該融資按香港銀行同業拆息加由2%年利率減至1.7%年利率計息。此外，本集團進一步取得有抵押銀行融資金額為港幣100,000,000元，該融資按香港銀行同業拆息加1.75%年利率計息。融資所得款項均用於本集團之一般營運。於二零一八年十二月三十一日，未償還銀行貸款約港幣222,500,000元(二零一七年十二月三十一日：無)。

有關上述收購665127 BC之25%，非控股股東提供之一項貸款約4,300,000加元，相等於約港幣25,200,000元已於報告年度內受讓予1338 SV，詳情請參閱本公司於二零一八年十一月九日刊發的公佈。而去年同期，非控股股東提供之一項貸款約為4,300,000加元，相等於約港幣27,200,000元。該貸款乃免息及無抵押。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

FINANCIAL REVIEW (CONTINUED)

Liquidity, Financial Resources and Gearing (continued)

As at 31 December 2018, total equity attributable to owners of the Company was approximately HK\$1,068.1 million (31 December 2017: approximately HK\$1,010.6 million). The gearing ratio, which was measured on the basis of the interest-bearing borrowings of the Group over total equity attributable to owners of the Company, was approximately 25% as at 31 December 2018 (31 December 2017: 0%).

Pledge of Assets

As at 31 December 2018, the Group had secured the following assets:

- (a) the Group pledged the time deposits of approximately CAD1.6 million and USD0.1 million, totally equivalent to approximately HK\$10.0 million (31 December 2017: approximately CAD1.5 million and USD0.1 million, totally equivalent to approximately HK\$10.1 million) to certain banks for the issuance of a standby letter of credit and overdraft facility of approximately CAD1.5 million and a standby letter of credit of approximately USD0.1 million, totally equivalent to approximately HK\$9.3 million (31 December 2017: a standby letter of credit and overdraft facility of approximately CAD1.5 million and a standby letter of credit of approximately USD0.1 million, totally equivalent to approximately HK\$10.0 million) for the operation of the Group;
- (b) World Fortune Limited, an indirect wholly-owned subsidiary of the Company, pledged all (31 December 2017: all) of its shares in Pier 16 — Property Development Limited (“Pier 16 — Property Development”, an associate of the Group) to a bank in respect of the loan facilities granted to Pier 16 — Property Development (the “Loan Facilities”); and

財務回顧(續)

流動資金、財務資源及資本負債(續)

於二零一八年十二月三十一日，本公司股東應佔權益總值約港幣1,068,100,000元(二零一七年十二月三十一日：約港幣1,010,600,000元)。資本負債比率是按本集團計息借貸相對本公司股東應佔權益總值為基準計算，於二零一八年十二月三十一日，資本負債比率約25%(二零一七年十二月三十一日：0%)。

資產抵押

於二零一八年十二月三十一日，本集團已抵押下列資產：

- (a) 本集團向若干銀行抵押定期存款約1,600,000加元及100,000美元，合計相等於約港幣10,000,000元(二零一七年十二月三十一日：約1,500,000加元及100,000美元，合計相等於約港幣10,100,000元)，以就本集團營運取得約1,500,000加元的備用信用證及透支貸款以及約100,000美元的備用信用證，合計相等於約港幣9,300,000元(二零一七年十二月三十一日：約1,500,000加元的備用信用證及透支貸款以及約100,000美元的備用信用證，合計相等於約港幣10,000,000元)；
- (b) 世兆有限公司(本公司一間間接全資附屬公司)就十六浦物業發展股份有限公司(「十六浦物業發展」，本集團一間聯營公司)獲授的貸款融資(「該貸款融資」)向一間銀行抵押其於十六浦物業發展的全部股份(二零一七年十二月三十一日：全部股份)；及

FINANCIAL REVIEW (CONTINUED)

Pledge of Assets (continued)

(c) the Group pledged all (31 December 2017: one) of its investment properties with a carrying amount of approximately HK\$443.6 million (31 December 2017: approximately HK\$269.0 million) to secure against the bank loans granted to the Group.

Contingent Liabilities

The Company gave a corporate guarantee (the "Guarantee") to a bank in respect of the Loan Facilities. The maximum guarantee amount borne by the Company under the Guarantee was HK\$490 million.

The outstanding loan under the Loan Facilities as at 31 December 2018 was approximately HK\$435.0 million (31 December 2017: approximately HK\$635.0 million).

HUMAN RESOURCES

As at 31 December 2018, the Group had a total of 109 employees. Remuneration is determined on the basis of qualifications, experience, responsibilities and performance. In addition to the basic remuneration, staff benefits include medical insurance and retirement benefits. Share options may also be granted to eligible employees of the Group as a long-term incentive.

PROSPECTS

Although pressures from external uncertainties may pose downside risks to the projection of economic growth, China is expected to have proactive policies that alleviate economic downside risks arising from international trade issues and maintain its economy on a stable and healthy track. Leveraging the extensive experience in entertainment and tourist-related industries, the Group will adopt a forward-looking approach to the formulation and implementation of corporate strategy, and do its utmost to grasp the opportunities.

財務回顧(續)

資產抵押(續)

(c) 本集團已抵押其所有(二零一七年十二月三十一日：一項)投資物業，其賬面值約港幣443,600,000元(二零一七年十二月三十一日：約港幣269,000,000元)，以作為本集團獲授銀行貸款的抵押品。

或然負債

本公司就該貸款融資向一間銀行提供企業擔保(「該擔保」)。本公司根據該擔保承擔的最高保證金額為港幣490,000,000元。

於二零一八年十二月三十一日，該貸款融資的未償還貸款約港幣435,000,000元(二零一七年十二月三十一日：約港幣635,000,000元)。

人力資源

於二零一八年十二月三十一日，本集團共聘用109名僱員。薪酬乃按資歷、經驗、職責及表現而釐定。除基本薪酬外，員工福利包括醫療保險及退休福利。本集團亦會向合資格僱員授出購股權，作為長期獎勵。

前景

雖然外圍不明朗因素可能會為預期的經濟增長帶來下行壓力，但預期中國將推行積極政策，緩和因國際貿易問題所引致的經濟下行風險，並保持其經濟穩定及健康發展。本集團將利用其在娛樂及旅遊相關行業的豐富經驗，以前瞻性的思維制定及落實企業策略，以獲盡市場先機。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

PROSPECTS (CONTINUED)

Given Macau's growth momentum, infrastructure developments and sound government policies, the Group is confident of the prospects of the city. The opening of the Hong Kong — Zhuhai — Macau Bridge and ongoing developments of Cotai and Hengqin Island, together with the continuous growth of China outbound tourism, would support the development of Macau as a global tourism destination. In view of this, the Group believes the mass market will be the most potential for a sustainable growth in the future, and Ponte 16 will continue to offer preeminent accommodation experience with distinctive cultural connotation, as well as to enrich the spectrum of its comprehensive entertainment facilities and initiatives. Ponte 16 will uphold its leading position as a casino-entertainment resort located in the exclusive Inner Harbour of Macau.

With the strong brand reputation in both retail and wholesale businesses, Jade Travel has been extending its business footprints to possible geographical locations via its own online platform. For the wholesale business, Jade Travel's online ticketing fulfilment services for travel agencies is expected to maintain a steady growth in 2019, with the ongoing advancement of the automated ticketing system and exploration of strategic collaborations with leading domestic and international travel portals. In addition, Jade Travel will put more weight on designing packages and local tours to destinations all over the world, addressing the retail travellers' diverse interests.

Given its role as a world-class business hub, the growing momentum of commercial property value and rental in Hong Kong is expected to continue, particularly in the key districts. The Group has further disposed of certain commercial properties in Eastern Commercial Centre in January 2019. The Group will continue to explore good opportunity to build up its investment property portfolio in prime locations, generating a steadily growing income stream and capital appreciation potential to the Group.

前景(續)

鑑於澳門的增長勢頭、基建發展及完善的政府政策，本集團對澳門的前景充滿信心。港珠澳大橋的開通與路氹及橫琴島的持續發展，以及中國外遊趨勢持續增長，將有助澳門發展成為全球旅遊目的地。有鑑於此，本集團相信中場市場對於未來的持續增長最具潛力，而十六浦將繼續提供具有獨特文化的優質住宿體驗，並豐富其綜合娛樂設施及活動，以保持其在澳門內港娛樂場度假村的領導地位。

憑藉於零售及批發業務方面的強大品牌聲譽，Jade Travel透過其自家網上平台將業務據點擴展至有潛力發展的地區。在批發業務方面，Jade Travel不斷優化自動票務系統，並與領先的國內及國際旅遊網站開拓戰略合作機會，旅遊代理提供的網上票務服務預期於二零一九年能維持穩定的增長。此外，Jade Travel將更著重制定來往世界各地的旅遊套票及當地旅行團，以滿足零售旅客的各項興趣。

作為世界級的商業總匯，香港(特別是位於核心地段)的商用物業價值及租金預期會繼續其增長勢頭。本集團已於二零一九年一月進一步出售位於東區商業中心若干商用物業。本集團將繼續物色於黃金地段建立投資物業組合的良機，冀為本集團帶來穩定增長的收入來源及資本增值潛力。

PROSPECTS (CONTINUED)

Looking forward to 2019, the Group will continue to strengthen its competitiveness in the entertainment and tourist-related industries and review its investment property portfolio, with an endeavor to create long-term value for its stakeholders. The Group will also react confidently to the market's movements and take more proactive steps to keep up with the evolving marketplace, in order to create long-term sustainable value for shareholders.

前景(續)

展望二零一九年，本集團將繼續加強其於娛樂及旅遊相關行業的競爭力，並審視其投資物業組合，致力為持份者締造長遠價值。本集團亦有信心回應市場動向，採取更積極主動的措施，以緊貼日新月異的市場，為股東締造長遠可持續的價值。

Corporate Governance Report

企業管治報告

Success Universe Group Limited (the “Company”) is committed to maintain high corporate governance standard and procedures to ensure the integrity, transparency and quality of disclosure in order to enhance the shareholders’ value.

CORPORATE GOVERNANCE

In the opinion of the directors of the Company (“Director(s)”), the Company has complied with all the code provisions as set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) during the year ended 31 December 2018.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors (the “Code of Conduct”) on terms no less exacting than the required standard of the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 of the Listing Rules.

Having made specific enquiry of all Directors, each of whom has confirmed his/her compliance with the required standard set out in the Code of Conduct and the Model Code throughout the year under review.

BOARD OF DIRECTORS

The board of Directors (the “Board”), led by its chairman (the “Chairman”), Mr. Yeung Hoi Sing, Sonny, is responsible for overseeing the management of the business and affairs, considering and approving strategic plans and major corporate matters, as well as reviewing operational and financial performance. The Board is committed to make decisions in the best interests of both the Company and its shareholders (“Shareholders”).

實德環球有限公司(「本公司」)致力維持高水平之企業管治標準及程序，以確保資料披露之完整性、透明度及質素，藉以提高股東價值。

企業管治

本公司董事(「董事」)認為，於截至二零一八年十二月三十一日止年度內，本公司已遵守香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十四所載之企業管治守則(「企業管治守則」)當中所有守則條文。

董事進行證券交易

本公司已採納一套有關董事進行證券交易之行為守則(「行為守則」)，該守則之條款不遜於上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)規定之標準。

經向全體董事作出特定查詢後，各董事均已確認彼等於回顧年度內一直遵守載於行為守則及標準守則內所規定之標準。

董事會

董事會(「董事會」)由其主席(「主席」)楊海成先生領導，負責監督業務及事務管理、考慮和批准策略計劃及重大企業事宜，以及審閱營運及財務表現。董事會致力作出符合本公司及其股東(「股東」)最佳利益之決定。

BOARD OF DIRECTORS (CONTINUED)

The Board currently consists of six members, including two executive Directors, namely Mr. Yeung Hoi Sing, Sonny (Chairman) and Dr. Ma Ho Man, Hoffman (Deputy Chairman); a non-executive Director, namely Mr. Choi Kin Pui, Russelle (“NED”); and three independent non-executive Directors, namely Ms. Yeung Mo Sheung, Ann, Mr. Chin Wing Lok, Ambrose and Mr. Chong Ming Yu (collectively “INEDs” or each of them “INED”). All Directors, including the NED and all INEDs, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. The Board is also characterised by diversity, whether considered in terms of gender, age, educational background, professional experience, skills, knowledge and/or independence. A list of Directors identifying their role and function is available on the Company’s website and on the website of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Directors’ biographical information is set out in the biographical details of Directors and senior management on pages 99 to 103 of this annual report.

The roles of the Chairman and the Deputy Chairman who performs the function of chief executive are segregated and assumed by separate individuals to strike a balance of power and authority so that power and job responsibilities are not concentrated in any one individual of the Board. The Chairman, Mr. Yeung Hoi Sing, Sonny, is responsible for overseeing the function of the Board and formulating overall strategies and policies of the Company, while the Deputy Chairman, Dr. Ma Ho Man, Hoffman, is responsible for implementing the Company’s strategies regarding the business development of the Company and its subsidiaries (collectively the “Group”) as well as managing the Group’s businesses and operations. The functions and responsibilities between the Chairman and the Deputy Chairman are clearly segregated.

董事會(續)

董事會現時由六名成員組成，包括兩名執行董事，即楊海成先生(主席)及馬浩文博士(副主席)；一名非執行董事，即蔡健培先生(「非執行董事」)；以及三名獨立非執行董事，即楊慕嫦女士、錢永樂先生及莊名裕先生(統稱「獨立非執行董事」或各自為「獨立非執行董事」)。所有董事(包括非執行董事及全體獨立非執行董事)均為董事會帶來各種寶貴之營商經驗、知識及專業，使其有效率及有效地運作。從性別、年齡、教育背景、專業經驗、技能、知識及／或獨立性等因素作考慮，董事會亦屬多元化。識別彼等之角色及職能之董事名單可參閱本公司網站及香港聯合交易所有限公司(「聯交所」)網站。董事之履歷資料載於本年報第99至第103頁董事及高級管理人員簡介內。

主席及履行行政總裁職能之副主席之角色已區分，並由不同人士擔任，以達致權力及職權平衡，確保權力及職責不會集中在董事會任何一名成員身上。主席楊海成先生負責監督董事會運作及制訂本公司整體策略及政策，而副主席馬浩文博士則負責執行就本公司及其附屬公司(統稱「本集團」)之業務發展所制訂之本公司策略，以及管理本集團之業務及營運事宜。主席及副主席之功能及責任有明確區分。

BOARD OF DIRECTORS (CONTINUED)

Except that Dr. Ma Ho Man, Hoffman is the nephew of Mr. Yeung Hoi Sing, Sonny, to the best knowledge of the Directors, there is no financial, business, family and/or other material/relevant relationship among members of the Board and between the Chairman and the Deputy Chairman who performs the function of chief executive.

The Board includes three INEDs and one of them, Mr. Chin Wing Lok, Ambrose, is a certified public accountant (practising) and a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of The Association of Chartered Certified Accountants as well as a certified tax adviser and a fellow member of The Taxation Institute of Hong Kong. He has over 32 years of experience in auditing, accounting and taxation.

The NED and all INEDs entered into service contracts with the Company for a term of one year. All executive Directors also entered into service contracts with the Company without specific term of office. Pursuant to the bye-laws of the Company (the "Bye-laws"), all Directors appointed by the Board shall hold office until the next following general meeting of the Company (in case of filling a casual vacancy) or until the next following annual general meeting of the Company (in case of an addition to the number of Directors) after their appointment and the retiring Director shall be eligible for re-election. In addition, at each annual general meeting of the Company, one-third of the Directors shall retire from office by rotation such that all Directors should be subject to retirement by rotation at least once every three years.

董事會(續)

除馬浩文博士為楊海成先生之外甥外，據董事所深知，董事會各成員之間，以及主席與履行行政總裁職能之副主席之間概無任何財務、業務、家屬及／或其他重大／相關關係。

董事會成員包括三名獨立非執行董事，其中錢永樂先生為香港會計師公會之執業會計師及資深會員、英國特許公認會計師公會之資深會員，以及香港稅務學會之註冊稅務師及資深會員。彼於審核、會計及稅務積逾32年經驗。

非執行董事及全體獨立非執行董事與本公司已訂立為期一年之服務合約。全體執行董事亦與本公司訂立無特定任期之服務合約。根據本公司之公司細則(「公司細則」)，所有獲董事會委任之董事應任職至彼等獲委任後本公司下一次股東大會(如屬填補臨時空缺)或本公司下一次股東週年大會(如屬新增董事)，而退任董事符合資格膺選連任。此外，於本公司每屆股東週年大會上，三分之一董事須輪值告退，致使所有董事均須至少每三年輪值告退一次。

BOARD OF DIRECTORS (CONTINUED)

The Board meets regularly throughout the year as and when required. Notices of at least 14 days are given to all Directors for all regular Board meetings. The company secretary of the Company (the “Company Secretary”) assists the Chairman in preparing the agendas for the meetings and all Directors are consulted to include any matters in the agendas. Agenda and accompanying board papers are given to all Directors in a timely manner and at least 3 days before the appointed date of each meeting.

During the year under review, four regular Board meetings and seven non-regular Board meetings were held. Details of attendance of the Directors at the said Board meetings are set out below:

董事會(續)

董事會於年度內定期並於有需要時舉行會議。本公司就所有董事會常規會議向全體董事發出至少十四日通知。本公司之公司秘書(「公司秘書」)協助主席準備會議議程，並諮詢全體董事以將任何事項納入議程內。議程及隨附之董事會會議文件會適時並於每次會議指定舉行日期前至少三天送呈全體董事。

於回顧年度內曾舉行四次董事會常規會議及七次董事會非常規會議。董事出席上述董事會會議之記錄詳情載列如下：

Directors	董事	Number of Board meetings attended/held 出席董事會會議次數/ 舉行董事會會議次數
Executive Directors		
Mr. Yeung Hoi Sing, Sonny (<i>Chairman</i>)	楊海成先生(主席)	6/11
Dr. Ma Ho Man, Hoffman (<i>Deputy Chairman</i>)	馬浩文博士(副主席)	10/11
Non-executive Director		
Mr. Choi Kin Pui, Russelle	蔡健培先生	11/11
Independent non-executive Directors		
Ms. Yeung Mo Sheung, Ann	楊慕嫦女士	9/11
Mr. Chin Wing Lok, Ambrose	錢永樂先生	11/11
Mr. Chong Ming Yu	莊名裕先生	11/11

Corporate Governance Report (Continued) 企業管治報告(續)

BOARD OF DIRECTORS (CONTINUED)

During the year under review, an annual general meeting and a special general meeting were held. Details of attendance of the Directors at the said general meetings are set out below:

董事會(續)

於回顧年度內曾舉行一次股東週年大會及一次股東特別大會。董事出席上述股東大會之記錄詳情載列如下：

Directors	董事	Number of general meetings attended/held	
		出席股東大會次數/ 舉行股東大會次數	
		Annual general meeting 股東週年大會	Special general meeting 股東特別大會
Executive Directors	執行董事		
Mr. Yeung Hoi Sing, Sonny (Chairman)	楊海成先生(主席)	1/1	0/1
Dr. Ma Ho Man, Hoffman (Deputy Chairman)	馬浩文博士(副主席)	1/1	0/1
Non-executive Director	非執行董事		
Mr. Choi Kin Pui, Russelle	蔡健培先生	1/1	1/1
Independent non-executive Directors	獨立非執行董事		
Ms. Yeung Mo Sheung, Ann	楊慕嫦女士	1/1	1/1
Mr. Chin Wing Lok, Ambrose	錢永樂先生	1/1	1/1
Mr. Chong Ming Yu	莊名裕先生	1/1	1/1

The Board has agreed on a procedure to enable the Directors to seek independent professional advice in appropriate circumstances, at the Company's expense, to assist them in performing their duties. All Directors are provided with monthly updates giving a balanced and understandable assessment of the Group's performance, financial position and prospects to keep the Directors abreast of the Group's affairs in order to discharge their duties. All Directors are also updated from time to time on major changes/material developments in the laws, rules and regulations applicable to the Company.

董事會已協定一套讓董事於適當情況下尋求獨立專業意見之程序，費用由本公司支付，以協助彼等履行其職責。全體董事均獲提供每月更新資料，當中載有關於本集團表現、財務狀況及前景之持平清晰評估，讓董事緊貼本集團事務，以便履行其職責。全體董事亦不時獲提供適用於本公司之法例、規則及規例之主要變動/重大發展之更新資料。

BOARD OF DIRECTORS (CONTINUED)

During the year, the Board has reviewed and considered that the contribution required from each of the Directors to perform his/her responsibilities to the Company was appropriate and each of the Directors has given sufficient time to perform his/her responsibilities. The Directors have informed the Company in a timely manner of any change in the number and nature of offices held in public companies or organisations and other significant commitments. Each of the Directors discloses semi-annually to the Company the identity and nature of office he/she holds in the public companies or organisations as well as an indication of the time involved.

Every newly appointed Director will be given a comprehensive formal induction covering the Group's businesses as well as the statutory and regulatory obligations of a director of a listed company. To assist the Directors to participate in continuous professional development, the Company arranges and funds suitable training to the Directors to update and enhance their knowledge and skills for performing the Directors' roles and responsibilities. During the year under review, all Directors, namely Mr. Yeung Hoi Sing, Sonny, Dr. Ma Ho Man, Hoffman, Mr. Choi Kin Pui, Russelle, Ms. Yeung Mo Sheung, Ann, Mr. Chin Wing Lok, Ambrose and Mr. Chong Ming Yu, were furnished with materials regarding directors' roles and duties, corporate governance as well as applicable laws, rules and regulations updates, and also attended an in-house seminar regarding updates on corporate governance organised by the Company. The Directors are also encouraged to attend training relevant to their duties and responsibilities that they consider appropriate. All Directors are requested to provide their respective records of training to the Company.

董事會(續)

於年內，董事會已審閱並認為各董事已為要求其履行對本公司之責任作出適當貢獻，且各董事已付出足夠時間履行其責任。董事已就彼等於公眾公司或組織所擔任職位之數目及性質以及其他重大承擔之任何變更適時通知本公司。各董事每半年向本公司披露彼等任職之公眾公司或組織之職銜、所擔任職位之性質以及所涉及之時間。

每名新委任董事將會獲得全面而正式之就任須知，內容涵蓋本集團之業務以及上市公司董事之法定及監管責任。為協助董事參與持續專業發展，本公司為董事安排合適之培訓並提供有關經費，以更新並提升其知識及技能，以助彼等履行董事之角色及責任。於回顧年度內，全體董事(即楊海成先生、馬浩文博士、蔡健培先生、楊慕嫦女士、錢永樂先生及莊名裕先生)均已獲提供有關董事之角色及職務、企業管治，以及適用法例、規則及規例更新之資料，並已出席由本公司籌辦關於企業管治最新情況之內部講座。本公司亦鼓勵董事出席其認為適當且與其職責及責任相關之培訓。本公司要求全體董事向本公司提供彼等各自之培訓記錄。

Corporate Governance Report (Continued) 企業管治報告(續)

DELEGATION BY THE BOARD

The Board has established four Board committees, namely the audit committee (the “Audit Committee”), the remuneration committee (the “Remuneration Committee”), the nomination committee (the “Nomination Committee”) and the executive committee (the “Executive Committee”) to oversee particular aspects of the Company’s affairs and to assist in sharing the Board’s responsibilities. The Board has reserved for its decision or consideration on matters covering corporate strategy, annual and interim results, changes of members of the Board and its committees, major acquisitions, disposals and capital transactions, and other significant operational and financial matters. All the Board committees have clear written terms of reference and have to report to the Board regularly on their decisions and recommendations. The day-to-day running of the Group, including implementation of the strategies and plans adopted by the Board and its committees, is delegated to management with divisional heads responsible for different aspects of the business/affairs.

AUDIT COMMITTEE

The Audit Committee was established by the Board with specific written terms of reference. The terms of reference for the Audit Committee is available on the Company’s website and the website of the Stock Exchange. In line with the revised code provision C.3.2 of the CG Code effective on 1 January 2019 regarding the extension of the cooling off period from the current one-year period to a two-year period for appointing a former partner of the issuer’s audit firm as a member of the issuer’s audit committee, the relevant membership requirement set out in the terms of reference for the Audit Committee was revised on 1 January 2019.

The Audit Committee currently consists of the NED and all INEDs and is chaired by Mr. Chin Wing Lok, Ambrose who possesses appropriate professional accounting qualification as required under the Listing Rules.

董事會權力之轉授

董事會已成立四個董事委員會，即審核委員會(「審核委員會」)、薪酬委員會(「薪酬委員會」)、提名委員會(「提名委員會」)及執行委員會(「執行委員會」)，以監督本公司特定範疇之事務及協助分擔董事會之職責。董事會已保留有關決定或審議企業策略、年度及中期業績、董事會及其委員會之成員變動、主要收購、出售及資本交易、以及其他重要營運及財務事項方面之權力。所有董事委員會均有清晰之書面職權範圍，並須定期向董事會匯報其決定及建議。本集團之日常管理事務，包括董事會及其委員會所採納之策略及計劃之執行，均授權予管理人員處理，並由各部門主管負責不同業務／事務範疇。

審核委員會

董事會已成立具備特定書面職權範圍之審核委員會。審核委員會之職權範圍可於本公司網站及聯交所網站查閱。為符合於二零一九年一月一日生效的企業管治守則經修訂守則條文第C.3.2條有關委任發行人核數公司的前任合夥人為發行人審核委員會其中一名成員之禁止期由現時一年期限延長至兩年期限，載於審核委員會職權範圍之相關成員資格之要求已於二零一九年一月一日修訂。

審核委員會現時由非執行董事及全體獨立非執行董事組成，並由錢永樂先生出任主席。錢先生具備上市規則所要求之適當專業會計資格。

AUDIT COMMITTEE (CONTINUED)

The Board has delegated to the Audit Committee the responsibility to perform the corporate governance duties set out in the CG Code. During the year under review, the primary duties of the Audit Committee included, inter alia, monitoring integrity of the financial statements of the Company and ensuring objectivity and credibility of financial reporting, reviewing effectiveness of the risk management and internal control systems of the Group (the “Risk Management and Internal Control Systems”), overseeing the relationship with the external auditors of the Company (“External Auditors”) as well as ensuring maintenance of good corporate governance standard and procedures by the Company.

During the year under review, three Audit Committee meetings were held and details of attendance of the Audit Committee members at the said Audit Committee meetings are set out below:

審核委員會(續)

董事會已授權審核委員會負責履行企業管治守則所載之企業管治職責。於回顧年度內，審核委員會之主要職責為(其中包括)監察本公司財務報表之完整性及確保財務報告客觀可信、檢討本集團風險管理及內部監控系統(「風險管理及內部監控系統」)之成效、監督與本公司外聘核數師(「外聘核數師」)之關係，以及確保本公司維持良好之企業管治標準及程序。

於回顧年度內曾舉行三次審核委員會會議，而審核委員會成員出席上述審核委員會會議之記錄詳情載列如下：

Audit Committee members	審核委員會成員	Number of Audit Committee meetings attended/held 出席審核委員會會議次數/ 舉行審核委員會會議次數
Mr. Chin Wing Lok, Ambrose (Chairman of the Audit Committee)	錢永樂先生 (審核委員會主席)	3/3
Mr. Choi Kin Pui, Russelle	蔡健培先生	3/3
Ms. Yeung Mo Sheung, Ann	楊慕嫦女士	3/3
Mr. Chong Ming Yu	莊名裕先生	3/3

Corporate Governance Report (Continued) 企業管治報告(續)

AUDIT COMMITTEE (CONTINUED)

The major work performed by the Audit Committee during the year included the following:

- Reviewed the draft annual report and accounts as well as the draft annual results announcement for the year ended 31 December 2017, and the draft interim report and accounts as well as the draft interim results announcement for the six months ended 30 June 2018;
- Discussed with the External Auditors the nature and scope of the audit and reporting obligations;
- Considered the re-appointment of the External Auditors;
- Considered the engagement of an external independent consultant to provide internal audit function for the year ended 31 December 2018, which comprises, inter alia, enterprise risk assessment, review on the internal control system of the Group as well as review on the corporate governance practices of the Company;
- Reviewed the effectiveness of the Risk Management and Internal Control Systems, including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting functions;
- Reviewed the continuing connected transaction of the Company;
- Reviewed the Company's compliance with the CG Code and disclosure in the corporate governance report contained in the annual report;
- Considered the terms of engagement of the External Auditors, including their proposed fees;

審核委員會(續)

審核委員會於年內履行之主要工作包括以下各項：

- 審閱截至二零一七年十二月三十一日止年度之年報及賬目草擬稿以及年度業績公佈草擬稿，並審閱截至二零一八年六月三十日止六個月之中期報告及賬目草擬稿以及中期業績公佈草擬稿；
- 與外聘核數師討論核數性質及範疇以及申報責任；
- 考慮重新委任外聘核數師；
- 考慮委聘外聘獨立顧問以提供截至二零一八年十二月三十一日止年度之內部審核功能(其中包括)企業風險評估、審閱本集團之內部監控系統以及審閱本公司之企業管治常規；
- 檢討風險管理及內部監控系統之成效，包括本公司在會計、內部審核及財務匯報職能方面之資源、其員工資歷及經驗是否足夠，以及員工所接受之培訓課程及有關預算是否充足；
- 檢討本公司之持續關連交易；
- 檢討本公司遵守企業管治守則之情況及審閱年報所載企業管治報告內之披露；
- 審議外聘核數師之委聘條款，包括其收費建議；

AUDIT COMMITTEE (CONTINUED)

- Reviewed the arrangements for the employees of the Group (“Employees”) to raise concerns about possible improprieties in financial reporting, internal control or other matters;
- Reviewed the Company’s policies and practices on corporate governance;
- Reviewed the training and continuous professional development of all Directors and the senior management of the Company (“Senior Management”);
- Reviewed the Company’s policies and practices on compliance with legal and regulatory requirements; and
- Reviewed the codes of conduct, policy, guidelines and compliance manuals applicable to the Directors and the Employees.

REMUNERATION COMMITTEE

The Remuneration Committee was established by the Board with specific written terms of reference. The terms of reference for the Remuneration Committee is available on the Company’s website and the website of the Stock Exchange. The Remuneration Committee currently consists of the Chairman of the Board, the NED and all INEDs with Ms. Yeung Mo Sheung, Ann acts as the chairman of the Remuneration Committee.

審核委員會(續)

- 檢討為本集團僱員(「僱員」)所作之安排，以就財務匯報、內部監控或其他事宜可能出現之不當行為提出關注；
- 檢討本公司之企業管治政策及常規；
- 檢討全體董事及本公司高級管理人員(「高級管理人員」)之培訓及持續專業發展；
- 檢討本公司在遵守法律及監管規定方面之政策及常規；及
- 檢討適用於董事及僱員之行為守則、政策、指引及合規手冊。

薪酬委員會

董事會已成立具備特定書面職權範圍之薪酬委員會。薪酬委員會之職權範圍可於本公司網站及聯交所網站查閱。薪酬委員會現時由董事會主席、非執行董事及全體獨立非執行董事組成，並由楊慕嫦女士出任薪酬委員會主席。

REMUNERATION COMMITTEE (CONTINUED)

The major responsibilities of the Remuneration Committee are to make recommendations to the Board on the Company's policy and structure for remuneration of all Directors and Senior Management and on the establishment of a formal and transparent procedure for developing remuneration policy, to determine the remuneration packages of individual executive Directors and Senior Management and also to make recommendations to the Board of the remuneration of the NED and all INEDs. The Remuneration Committee takes into consideration on factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors and the Senior Management.

During the year under review, two Remuneration Committee meetings were held and details of attendance of the Remuneration Committee members at the said Remuneration Committee meetings are set out below:

薪酬委員會(續)

薪酬委員會之主要職責為就本公司全體董事及高級管理人員之薪酬政策及架構以及就制訂薪酬政策設立正規及具透明度之程序向董事會作出推薦建議，釐定各執行董事及高級管理人員之薪酬待遇，以及就非執行董事和全體獨立非執行董事之薪酬向董事會作出推薦建議。薪酬委員會考慮之因素包括可予比較公司所付之薪金水平以及董事及高級管理人員所付出之時間及其職責等。

於回顧年度內曾舉行兩次薪酬委員會會議，而薪酬委員會成員出席上述薪酬委員會會議之記錄詳情載列如下：

Remuneration Committee members	薪酬委員會成員	Number of Remuneration Committee meetings attended/held 出席薪酬委員會會議次數/ 舉行薪酬委員會會議次數
Ms. Yeung Mo Sheung, Ann (Chairman of the Remuneration Committee)	楊慕嫦女士 (薪酬委員會主席)	2/2
Mr. Yeung Hoi Sing, Sonny	楊海成先生	2/2
Mr. Choi Kin Pui, Russelle	蔡健培先生	2/2
Mr. Chin Wing Lok, Ambrose	錢永樂先生	2/2
Mr. Chong Ming Yu	莊名裕先生	2/2

REMUNERATION COMMITTEE (CONTINUED)

The major work performed by the Remuneration Committee during the year included the following:

- Determined the remuneration package of newly appointed Senior Management;
- Reviewed the Company's remuneration policy and structure for all Directors and Senior Management;
- Reviewed and determined the remuneration packages of all executive Directors and Senior Management;
- Reviewed the remuneration packages of the NED and all INEDs;
- Reviewed the terms of the service contracts of all executive Directors; and
- Considered the annual performance bonus for the Senior Management.

NOMINATION COMMITTEE

The Nomination Committee was established by the Board with specific written terms of reference. The terms of reference for the Nomination Committee is available on the Company's website and the website of the Stock Exchange. The Nomination Committee currently consists of the Chairman of the Board, the NED and all INEDs with Mr. Yeung Hoi Sing, Sonny acts as the chairman of the Nomination Committee.

薪酬委員會(續)

薪酬委員會於年內履行之主要工作包括以下各項：

- 釐定新委任高級管理人員之薪酬待遇；
- 檢討本公司全體董事及高級管理人員之薪酬政策及架構；
- 檢討並釐定全體執行董事及高級管理人員之薪酬待遇；
- 檢討非執行董事及全體獨立非執行董事之薪酬待遇；
- 檢討全體執行董事之服務合約條款；及
- 考慮向高級管理人員發放年度表現花紅。

提名委員會

董事會已成立具備特定書面職權範圍之提名委員會。提名委員會之職權範圍可於本公司網站及聯交所網站查閱。提名委員會現時由董事會主席、非執行董事及全體獨立非執行董事組成，並由楊海成先生出任提名委員會主席。

NOMINATION COMMITTEE (CONTINUED)

The major responsibilities of the Nomination Committee are to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board annually, to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on selection for directorships, to assess the independence of INEDs, to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning of Directors, as well as to review the Board diversity policy of the Company (the “Board Diversity Policy”) as appropriate. The duties of the Nomination Committee set out in its terms of reference were revised on 1 January 2019 by, inter alia, inclusion of duties to (i) review the policy for nomination of Directors (the “Nomination Policy”) as appropriate; and (ii) disclose the Nomination Policy in the corporate governance report of the Company so as to align with the revised mandatory disclosure requirement L.(d)(ii) of the Corporate Governance Report in Appendix 14 of the Listing Rules which came into effect on 1 January 2019.

The Board has adopted the Board Diversity Policy which sets out the approach to achieve diversity on the Board. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance, and will select candidates for the Board basing on a range of diversity perspectives, including but not limited to gender, age, educational background, professional experience, skills, knowledge and independence (the “Measurable Objectives”). The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Nomination Committee will review the Measurable Objectives set for implementing the Board Diversity Policy by considering the Company’s business model and specific needs from time to time and will recommend any revision thereof, if necessary, to the Board for consideration and approval.

提名委員會(續)

提名委員會之主要職責為每年檢討董事會之架構、人數及組成(包括技能、知識、經驗及觀點與角度多元化)，物色具備合適資格可擔任董事會成員之人士，並甄選有關人士競選董事或就此向董事會作出推薦建議，評核獨立非執行董事之獨立性，就委任或重新委任董事及就董事之繼任計劃向董事會作出推薦建議，以及在適當時候檢討本公司之董事會成員多元化政策(「董事會成員多元化政策」)。載於職權範圍內提名委員會之職責已於二零一九年一月一日修訂，以包括(其中包括)以下職責：(i)在適當時候檢討提名董事之政策(「提名政策」)；及(ii)於本公司之企業管治報告內披露提名政策以符合於二零一九年一月一日生效的上市規則附錄十四所載企業管治報告經修訂強制披露的要求第L.(d)(ii)條的規定。

董事會已採納董事會成員多元化政策，當中載列達致董事會成員多元化之方針。本公司確信並肯定多元化之董事會有利於提升其表現質素，並將從多元化角度(包括但不限於性別、年齡、教育背景、專業經驗、技能、知識及獨立性)(「可計量目標」)甄別人選予董事會。最終決定將按所甄別人選之長處及將為董事會作出之貢獻而作出。提名委員會將考慮本公司業務模式及不時的特定需要，檢討為執行董事會成員多元化政策而制定之可計量目標，並在需要時就任何可計量目標之修訂向董事會作出推薦建議，供其審批。

NOMINATION COMMITTEE (CONTINUED)

The Board has adopted the Nomination Policy which sets out the process of identification, selection and evaluation of a candidate for election to the Board. Where a vacancy on the Board exists or an additional Director is considered necessary, the Nomination Committee will solicit recommendations for candidates from any source it deems appropriate, including referrals from members of the Board and management of the Company or recommendations from personnel agents. The Nomination Committee will evaluate the candidate by considering, inter alia, (i) the candidate's qualifications and contribution from the candidate's background, experience, specific qualities, knowledge or skills; (ii) the candidate on merit and against the Measurable Objectives, with due regard for the benefits of diversity on the Board; and (iii) the requirement for the Board to have independent non-executive Directors in accordance with the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules, and it will also take into account of the existing structure, size and composition of the Board (collectively the "Criteria"). The Nomination Committee will make recommendation to the Board to appoint the appropriate candidate as a Director.

The Nomination Committee will also evaluate retiring Directors who wish to continue their services on the Board based on the Criteria and will make recommendation to the Board for proposing re-election of the relevant Directors at the forthcoming annual general meeting of the Company.

提名委員會(續)

董事會已採納提名政策，其載列物色、甄選及評估董事會候選人的過程。當董事會出現空缺或有需要選出額外董事時，提名委員會將從其認為合適的任何來源尋求候選人之推薦建議，包括由董事會成員及本公司管理層引薦或由人事代理推薦。提名委員會評估候選人時將考慮(其中包括)以下各項：(i)候選人的資格及候選人之背景、經驗、個別特質、知識或技能可作出的貢獻；(ii)以候選人的長處基於可計量目標作出評估，並充份考慮對董事會多元化帶來的裨益；及(iii)董事會須按上市規則設立獨立非執行董事的要求，以及候選人是否將就上市規則所載之獨立指引被視為獨立人士，其亦將考慮董事會之現有架構、規模及組成(統稱為「該等準則」)。提名委員會將就委任合適候選人為董事向董事會作出推薦建議。

提名委員會亦將按該等準則評估欲繼續於董事會服務之退任董事，並就將於本公司應屆股東週年大會建議重選之有關董事向董事會作出推薦建議。

Corporate Governance Report (Continued) 企業管治報告(續)

NOMINATION COMMITTEE (CONTINUED)

The Nomination Committee will review the Board Diversity Policy and the Nomination Policy, as appropriate, and will also discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

During the year under review, two Nomination Committee meetings were held and details of attendance of the Nomination Committee members at the said Nomination Committee meetings are set out below:

Nomination Committee members	提名委員會成員	Number of Nomination Committee meetings attended/held 出席提名委員會會議次數/ 舉行提名委員會會議次數
Mr. Yeung Hoi Sing, Sonny (Chairman of the Nomination Committee)	楊海成先生 (提名委員會主席)	2/2
Mr. Choi Kin Pui, Russelle	蔡健培先生	2/2
Ms. Yeung Mo Sheung, Ann	楊慕嫦女士	2/2
Mr. Chin Wing Lok, Ambrose	錢永樂先生	2/2
Mr. Chong Ming Yu	莊名裕先生	2/2

The major work performed by the Nomination Committee during the year included the following:

- Considered the nomination of the retiring Directors for re-election as Directors at the annual general meeting held in 2018;
- Reviewed the structure, size and composition of the Board;
- Assessed the independence of all INEDs;
- Reviewed the Nomination Policy; and
- Reviewed the Board Diversity Policy.

提名委員會(續)

提名委員會將在適當時候檢討董事會成員多元化政策及提名政策，亦將討論可能需要作出之任何修訂，並就任何有關修訂向董事會作出推薦建議，供其審批。

於回顧年度內曾舉行兩次提名委員會會議，而提名委員會成員出席上述提名委員會會議之記錄詳情載列如下：

提名委員會於年內履行之主要工作包括以下各項：

- 考慮於二零一八年舉行之股東週年大會上提名膺選連任董事之退任董事；
- 檢討董事會之架構、人數及組成；
- 評核全體獨立非執行董事之獨立性；
- 檢討提名政策；及
- 檢討董事會成員多元化政策。

EXECUTIVE COMMITTEE

The Executive Committee was established by the Board with specific written terms of reference. It currently consists of all executive Directors, namely Mr. Yeung Hoi Sing, Sonny and Dr. Ma Ho Man, Hoffman with Mr. Yeung Hoi Sing, Sonny acts as the chairman of the Executive Committee. The Executive Committee is responsible for reviewing and approving, inter alia, any matters concerning the day-to-day management, business and operational affairs of the Company, and any matters to be delegated to it by the Board from time to time.

During the year under review, nine Executive Committee meetings were held and details of attendance of the Executive Committee members at the said Executive Committee meetings are set out below:

執行委員會

董事會已成立具備特定書面職權範圍之執行委員會。執行委員會現時由全體執行董事，即楊海成先生及馬浩文博士組成，並由楊海成先生出任執行委員會主席。執行委員會負責審議及批准(其中包括)有關本公司日常管理、業務及營運事務以及不時由董事會委派其處理之任何事宜。

於回顧年度內曾舉行九次執行委員會會議，而執行委員會成員出席上述執行委員會會議之記錄詳情載列如下：

Executive Committee members	執行委員會成員	Number of Executive Committee meetings attended/held 出席執行委員會會議次數/ 舉行執行委員會會議次數
Mr. Yeung Hoi Sing, Sonny (Chairman of the Executive Committee)	楊海成先生 (執行委員會主席)	9/9
Dr. Ma Ho Man, Hoffman	馬浩文博士	9/9

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has the overall responsibilities for evaluating and determining the nature and extent of the risks (including environmental, social and governance-related risks (“ESG-Related Risks”)) it is willing to take in achieving the Group’s strategic objectives, maintaining appropriate and effective Risk Management and Internal Control Systems (including those for ESG-Related Risks) and reviewing their effectiveness on an ongoing basis. Management is responsible for the design, implementation and monitoring of such systems, while the Board oversees management in performing its duties. The Risk Management and Internal Control Systems are designed to provide reasonable, though not absolute, assurance against material misstatements or loss and to manage rather than eliminate risks of failure in operational systems and achievement of the Group’s objectives.

The Group adopts a risk management system which manages the risk associated with its businesses and operations. The system comprises the following phases:

- Identification: Identify ownership of risks, business objectives and risks that could affect the achievement of objectives.
- Evaluation: Analyse the likelihood and impact of risks and evaluate the risk portfolio accordingly.
- Management: Consider the risk responses, ensure effective communication to the Board and on-going monitor the residual risks.

風險管理及內部監控

董事會整體負責評估及釐定本集團為實現策略目標所願意接納的風險性質及程度(包括環境、社會及管治相關風險(「環境、社會及管治相關風險」))，以及維持合適和有效的風險管理及內部監控系統(包括針對環境、社會及管治相關風險)，並持續檢討其成效。管理層負責該等系統之設計、實施及監控，而董事會則監督管理層履行其職責。風險管理及內部監控系統之設計旨在合理而非絕對地確保並無重大的失實陳述或損失，以及管理而非消除未能維持營運系統及達致本集團目標之風險。

本集團採用的風險管理系統能管理與其業務及營運相關之風險。該系統包括以下階段：

- 識別：識別風險所屬、業務目標及可能影響達致目標之風險。
- 評估：分析風險之可能性及影響，並相應評估風險組合。
- 管理：考慮風險應對措施，確保與董事會有效溝通，並持續監控剩餘的風險。

RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)

The Company has in place an internal control system which is compatible with the Committee of Sponsoring Organisations of the Treadway Commission (“COSO”) 2013 framework. The COSO 2013 framework enables the Group to achieve objectives regarding effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations. The components of the framework are shown as follows:

- Control Environment: A set of standards, processes and structures that provide the basis for carrying out internal control across the Group.
- Risk Assessment: A dynamic and iterative process for identifying and analysing risks to achieve the Group’s objectives, forming a basis for determining how risks should be managed.
- Control Activities: Action established by policies and procedures to help ensure that management directives to mitigate risks to the achievement of objectives are carried out.
- Information and Communication: Internal and external communication to provide the Group with the information needed to carry out day-to-day controls.
- Monitoring: Ongoing and separate evaluations to ascertain whether each components of internal control is present and functioning.

A disclosure of inside information policy is in place to ensure potential inside information being captured and confidentiality of such information being maintained until consistent and timely disclosure are made in accordance with the Listing Rules. The policy regulates the handling and dissemination of inside information, which includes:

- Designated reporting channels from different departments/operation units informing any potential inside information to the Company Secretary;
- The access of information is restricted to a limited number of employees on a need-to-know basis. Employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality;

風險管理及內部監控(續)

本公司設有內部監控系統，與Committee of Sponsoring Organisations of the Treadway Commission (「COSO」) 2013 框架相符。COSO 2013 框架能夠使本集團達到營運效益及效率、財務報告可靠性以及遵守適用法例及規例之目標。該框架之組成部份如下所示：

- 監控環境：一套標準、程序及架構，作為本集團實行內部監控之基準。
- 風險評估：一個不斷變化及多重的程序，用於識別及分析風險，以實現本集團的目標，為釐定應如何管理風險建立基準。
- 監控活動：根據政策及程序制定之行動，以便確保管理指令能減輕達致目標之風險。
- 資訊及溝通：內部及外部之溝通，為本集團提供進行日常監控所需資訊。
- 檢測：持續及獨立評估，以確定內部監控各組成部份的存在及正常運作。

本集團已制訂內幕消息披露政策，以確保能掌握潛在的內幕消息並加以保密，直至按上市規則作出一致及適時披露為止。該政策規管處理及發放內幕消息之方式，其中包括以下各項：

- 特設匯報渠道，由不同部門／營運單位通知公司秘書任何潛在內幕消息；
- 消息僅限少數需要知情的僱員獲取。確保管有內幕消息之僱員已充分熟知其保密責任；

RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)

- Confidentiality agreements are in place when the Group enters into significant negotiations;
- The Senior Management to evaluate the potential inside information and to determine further escalation, and the executive Directors to determine disclosure as required; and
- The Deputy Chairman is the designated person who speaks on behalf of the Company when communicating with external parties, such as media, analysts or investors.

During the year, the Company engaged an external independent consultant with professional staff in possession of relevant expertise (the “Independent Professional Firm”) to perform internal audit function for the year, which comprised, inter alia, enterprise risk assessment and reviews on the internal control system of the Group, including financial, operational and compliance controls. The review plan was approved by the Audit Committee and the Board. Based on the risk assessments and the reviews of the internal control systems of the Group conducted by the Independent Professional Firm for the year, no significant risk and control deficiency was identified. The relevant assessment and review reports have been considered by the Audit Committee and the Board for assessing the effectiveness of the Risk Management and Internal Control Systems. The Audit Committee has also reviewed the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company’s accounting and financial reporting function as well as the Company’s internal audit function which was performed by the Independent Professional Firm. The Board, through the reviews made by the Independent Professional Firm and the Audit Committee, concluded that the Risk Management and Internal Control Systems are effective and adequate for the Group as a whole.

風險管理及內部監控(續)

- 當本集團進行重大商議時，確保訂有適當保密協議；
- 由高級管理人員評估潛在的內幕消息及釐定是否需要進一步匯報，並由執行董事按需要釐定是否披露；及
- 於與傳媒、分析員或投資者等外界人士溝通時，副主席為本公司指定發言人。

於年內，本公司委聘具有相關專業技能專業人員之外聘獨立顧問(「獨立專業公司」)，以履行本年度內部審核功能，其中包括企業風險評估及審閱本集團之內部監控系統(包括財務、運作及合規監控)。審閱計劃經審核委員會及董事會批准。按照本年度由獨立專業公司進行之風險評估及對本集團內部監控系統之審閱，並無識別存有重大風險及監控漏洞。相關評估及審閱報告經審核委員會及董事會考慮，評估風險管理及內部監控系統之成效。審核委員會亦已審閱本公司之會計及財務匯報職能以及由獨立專業公司所提供之內部審核職能之資源、員工資歷及經驗，以及員工所接受之培訓課程及有關預算是否足夠。董事會根據獨立專業公司及審核委員會之審閱結果，總結本集團之風險管理及內部監控系統整體上為有效及足夠。

DIRECTORS' AND AUDITORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

The statement of the External Auditors, HLB Hodgson Impey Cheng Limited ("HLB"), about their reporting responsibilities on the consolidated financial statements of the Group is set out in the paragraph headed "Auditors' Responsibilities for the Audit of the Consolidated Financial Statements" under the section headed "Independent Auditors' Report" on pages 110 to 113 of this annual report.

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

AUDITORS' REMUNERATION

For the year ended 31 December 2018, the amounts paid to the external auditors of the Group in respect of the following services provided to the Group are as follows:

		HK\$'000 港幣千元
Audit services	核數服務	925
Other advisory services (Note)	其他顧問服務(附註)	260
		1,185

Note: Other advisory services mainly comprised interim review services.

董事及核數師對綜合財務報表之責任

董事確認彼等編製本集團綜合財務報表之責任，並確保綜合財務報表乃根據法例規定及適用之會計準則編製。董事亦保證適時刊發本集團之綜合財務報表。

外聘核數師國衛會計師事務所有限公司(「國衛」)就本集團綜合財務報表作出報告之責任聲明載於本年報第110至第113頁之「獨立核數師報告」一節中之「核數師就審計綜合財務報表承擔的責任」一段。

董事確認，經作出一切合理查詢後，就彼等所深知、全悉及確信，彼等並不知悉有任何事件或情況涉及任何重大不確定因素，可能引致對本集團持續經營能力造成重大疑慮。

核數師酬金

截至二零一八年十二月三十一日止年度，本集團就獲提供以下服務向本集團外聘核數師支付之金額如下：

	HK\$'000 港幣千元
Audit services	925
Other advisory services (Note)	260
	1,185

附註：其他顧問服務主要包括中期審閱服務。

COMMUNICATION WITH SHAREHOLDERS

The Board is committed to provide clear and full information of the Group to the Shareholders through the publication of notices, announcements, circulars and financial reports of the Company. Additional information, such as press releases and other business information, is also available and updated in a timely manner on the Company's website at www.successug.com.

The Board maintains a continuing dialogue with the Shareholders through annual general meetings and other general meetings. In 2018, an annual general meeting (the "2018 AGM") and a special general meeting (the "2018 SGM") were held. The Chairman, also being the chairmen of the Nomination Committee and the Executive Committee, as well as the chairmen of the Audit Committee and the Remuneration Committee were present at the 2018 AGM to answer the Shareholders' questions. HLB also attended the 2018 AGM for the purposes of answering questions about the conduct of the audit, the preparation and contents of the auditors' report, the accounting policies and auditors' independence. The 2018 SGM was held for approving a connected transaction which required independent Shareholders' approval. The chairman of the independent board committee was present at the 2018 SGM to answer the independent Shareholders' questions.

與股東溝通

董事會致力透過刊發本公司之通告、公佈、通函及財務報告，為股東提供清晰而完備之本集團資料。其他資料(如新聞稿及其他業務資料)亦可在本公司網站 www.successug.com 查閱並適時作出更新。

董事會透過股東週年大會及其他股東大會與股東維持持續的溝通。於二零一八年曾舉行一次股東週年大會(「二零一八年股東週年大會」)及一次股東特別大會(「二零一八年股東特別大會」)。主席(同時為提名委員會及執行委員會主席)以及審核委員會及薪酬委員會主席已出席二零一八年股東週年大會解答股東之提問。國衛亦已就解答有關審計工作、編製核數師報告及其內容、會計政策以及核數師獨立性之提問出席二零一八年股東週年大會。本公司召開二零一八年股東特別大會，以批准本公司一項須獨立股東批准之關連交易。獨立董事委員會主席已出席二零一八年股東特別大會解答獨立股東之提問。

COMMUNICATION WITH SHAREHOLDERS (CONTINUED)

Separate resolutions are proposed at general meetings on each substantially separate issues, including the election of individual Directors. Notices of at least 20 clear business days and 10 clear business days are given to the Shareholders for all annual general meetings (“AGM(s)”) and special general meetings (“SGM(s)”) of the Company respectively. Detailed procedures for conducting a poll are clearly explained at the commencement of the general meetings.

The Board has adopted a Shareholders’ communication policy for the purposes of ensuring that the Shareholders are provided with ready, equal and timely access to information about the Company, enabling the Shareholders to exercise their rights in an informed manner and allowing the Shareholders to engage actively with the Company. Details regarding the necessary procedures for the Shareholders to propose a person for election as a Director are set out in the “Procedures for Shareholders to Propose a Person for Election as a Director”, which is available on the Company’s website.

In compliance with a new code provision E.1.5 of the CG Code which came into effect on 1 January 2019, the Board has adopted a dividend policy (the “Dividend Policy”) on 1 January 2019. The Dividend Policy aims to set out the principles as a reference for the Company to determine dividend distribution so as to allow the Shareholders to participate in the Company’s profits whilst preserving liquidity of the Group to capture future growth opportunities. The Dividend Policy will be reviewed by the Board from time to time and any revisions thereof will be made as appropriate.

與股東溝通(續)

本公司於股東大會上就每項重要之獨立事宜(包括選舉個別董事)提呈個別決議案。本公司就所有股東週年大會(「股東週年大會」)及股東特別大會(「股東特別大會」)分別向股東發出至少足二十個營業日及足十個營業日之通知，而按股數表決之詳細投票程序於股東大會開始時清楚說明。

董事會已採納一套股東通訊政策，以確保股東可即時、平等與適時地獲取本公司資料，並使股東可在知情情況下行使權利及讓股東與本公司加強溝通。有關股東提名人選參選董事之所需程序詳情載於「股東提名人選參選董事的程序」，可於本公司網站查閱。

為符合已於二零一九年一月一日生效的企業管治守則之新守則條文第E.1.5條，董事會於二零一九年一月一日已採納一套股息政策(「股息政策」)。股息政策旨在載列以供本公司參考釐定股息分派之原則，讓股東參與本公司溢利分派，同時保持本集團的流動資金以把握未來增長機遇。股息政策將不時由董事會審閱，並在適當時候作出任何修訂。

Corporate Governance Report (Continued) 企業管治報告(續)

COMPANY SECRETARY

Ms. Chiu Nam Ying, Agnes is the Company Secretary. Her biographical information is set out in the sub-paragraph headed “Company Secretary” under the section headed “Biographical Details of Directors and Senior Management” on page 103 of this annual report.

During the year under review, in compliance with Rule 3.29 of the Listing Rules, the Company Secretary has taken no less than 15 hours of relevant professional training.

SHAREHOLDERS' RIGHTS

Convening a SGM

Pursuant to bye-law 58 of the Bye-laws, the Board may whenever it thinks fit call SGMs, and Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require a SGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition.

The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the Company's head office and principal place of business (the “Head Office”) at Suite 1601-2 & 8-10, 16/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong for the attention of the Company Secretary and may consist of several documents in like form each signed by one or more requisitionists.

The request will be verified with the Company's branch share registrar in Hong Kong and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board to call the SGM and include the resolution in the agenda for such SGM.

公司秘書

公司秘書為趙藍英女士，其履歷資料載於本年報第103頁「董事及高級管理人員簡介」一節中之「公司秘書」分段。

於回顧年度內，公司秘書已按上市規則第3.29條之規定接受不少於15小時之相關專業培訓。

股東權利

召開股東特別大會

根據公司細則第58條，董事會可於其認為適當的任何時候召開股東特別大會。於遞呈要求書日期持有本公司繳足股本(附有於本公司股東大會上投票之權利)不少於十分之一的股東於任何時候有權透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求書中指明的任何事項；且有關大會應於遞呈該要求書後兩個月內舉行。

該要求書必須列明召開大會的目的及由遞呈要求人簽署，並送交至位於香港灣仔港灣道23號鷹君中心16樓1601-2及8-10室的本公司總辦事處及主要營業地點(「總辦事處」)，收件人註明為公司秘書。該要求書可由多份同樣格式之文件組成，各文件由一名或多名遞呈要求人簽署。

本公司會向其香港股份登記分處核實該要求，而於獲得香港股份登記分處確認該要求為恰當及適當後，公司秘書將要求董事會召開股東特別大會，並在該股東特別大會的議程內加入有關決議案。

SHAREHOLDERS' RIGHTS (CONTINUED)

Convening a SGM (Continued)

If the Board does not within 21 days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

Putting forward proposals at Shareholders' Meetings

To put forward proposals at an AGM or a SGM, the Shareholders should submit a written notice of those proposals with the detailed contact information to the Company Secretary at the Head Office at Suite 1601-2 & 8-10, 16/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong. The request will be verified with the Company's branch share registrar in Hong Kong and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board to include the resolution in the agenda for the general meeting.

The notice period to be given to all the Shareholders for consideration of the proposal raised by the Shareholders concerned at AGM or SGM varies according to the nature of the proposal, as follows:

- (a) Not less than 21 clear days' notice or not less than 20 clear business days' notice (whichever is longer) in writing if the proposal constitutes an ordinary resolution of the Company in an AGM and not less than 21 clear days' notice or not less than 10 clear business days' notice (whichever is longer) in writing if the proposal constitutes a special resolution of the Company in any SGM; or
- (b) Not less than 14 clear days' notice or not less than 10 clear business days' notice (whichever is longer) in writing if the proposal constitutes an ordinary resolution of the Company in all other SGMs.

股東權利(續)

召開股東特別大會(續)

倘董事會於遞呈上述要求書日期後二十一日內並無正式召開大會，遞呈要求人(或代表全體遞呈要求人總投票權一半以上之任何遞呈要求人)可自行召開大會，惟所召開之任何大會不得於由上述日期起計三個月屆滿後舉行。

於股東大會上提出建議

如擬於股東週年大會或股東特別大會上提出建議，股東須將該等建議之書面通知，連同詳細聯絡資料，送交至位於香港灣仔港灣道23號鷹君中心16樓1601-2及8-10室之總辦事處，送呈公司秘書處理。本公司會向其香港股份登記分處核實該要求，而於獲得香港股份登記分處確認該要求屬恰當及適當後，公司秘書將要求董事會在股東大會之議程內加入有關決議案。

就考慮有關股東所提出之建議而言，須向全體股東發出有關股東週年大會或股東特別大會之通知期會視乎建議性質而有異，現載列如下：

- (a) 倘建議構成本公司於股東週年大會上之普通決議案，須發出至少足二十一日或至少足二十個營業日(以較長者為準)之書面通知，而倘建議構成本公司於任何股東特別大會上之特別決議案，則須發出至少足二十一日或至少足十個營業日(以較長者為準)之書面通知；或
- (b) 倘建議構成本公司於任何其他股東特別大會上之普通決議案，須發出至少足十四日或至少足十個營業日(以較長者為準)之書面通知。

Corporate Governance Report (Continued) 企業管治報告(續)

SHAREHOLDERS' RIGHTS (CONTINUED)

Shareholders' enquiries

The Shareholders should direct their questions about their shareholdings to the Company's branch share registrar in Hong Kong. The Shareholders may at any time make a request for the Company's information to the extent that such information is publicly available. The Shareholders may also make enquiries to the Board in writing with their contact information and deposit the enquiries at the Head Office at Suite 1601-2 & 8-10, 16/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong for the attention of the Company Secretary.

CONSTITUTIONAL DOCUMENTS

During the year under review, there was no change in the Company's memorandum of association and the Bye-laws.

股東權利(續)

股東查詢

股東應向本公司之香港股份登記分處提出有關其股權之查詢。股東可隨時要求索取有關本公司之公開資料。股東亦可以書面方式向董事會作出查詢，有關查詢連同其聯絡資料送交至位於香港灣仔港灣道23號鷹君中心16樓1601-2及8-10室之總辦事處，收件人註明為公司秘書。

憲章文件

於回顧年度內，本公司之組織章程大綱及公司細則並無變更。

Environmental, Social and Governance Report

環境、社會及管治報告

Success Universe Group Limited (the “Company”, together with its subsidiaries, collectively the “Group”) believes that sustainable development is essential in achieving business success. The Group is committed to developing a socially responsible and environmentally friendly strategy in long-term business operations.

REPORTING APPROACH

This Environment, Social and Governance (“ESG”) report summarised actions and aspirations of the Group in ESG to enable stakeholders to have better understanding on the progress of the Group towards sustainability.

This report was prepared in accordance with the “comply or explain” provisions of ESG Reporting Guide (the “ESG Guide”) contained in Appendix 27 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The Group reports its ESG-related measures according to the four reporting principles: materiality, quantitative, balance and consistency, while selected key performance indicators (KPIs) that are categorised by the ESG Guide as “recommended disclosures” were also included for enhanced reporting. Information regarding corporate governance is addressed in the section headed “Corporate Governance Report” on pages 34 to 58 of this annual report.

SCOPE OF REPORT

The scope of this report covered the operations of the environmental and social performance of the Group’s head office in Hong Kong and travel-related business in Canada and the People’s Republic of China (the “PRC”) from 1 January 2018 to 31 December 2018.

Property investment business in Hong Kong has been excluded from the scope of this report as certain office premises of the property investment business were leased out to the tenants for their respective business operations, while Ponte 16 is not under the Company’s direct operational control therefore excluded in this report.

實德環球有限公司(「本公司」，連同其附屬公司統稱「本集團」)相信，可持續發展對達致業務成功極為重要。本集團致力於長遠的業務營運中，制定有關社會責任及保護環境的策略。

報告方針

本環境、社會及管治(「環境、社會及管治」)報告概述本集團於環境、社會及管治方面的行動及抱負，以便持份者更充分了解本集團實現可持續發展的進程。

本報告乃遵照香港聯合交易所有限公司證券上市規則附錄二十七之環境、社會及管治報告指引(「環境、社會及管治報告指引」)中「不遵守就解釋」的條文而編製。本集團根據四項匯報原則——重要性、量化、平衡和一致性，就其環境、社會及管治相關措施作出報告，並包括環境、社會及管治報告指引中「建議披露」的個別關鍵績效指標，以豐富報告內容。有關企業管治的資料載列於本年報第34至第58頁之「企業管治報告」一節。

報告範圍

本報告範圍涵蓋本集團的香港總辦事處，以及加拿大與中華人民共和國(「中國」)的旅遊相關業務由二零一八年一月一日至二零一八年十二月三十一日營運期間在環境及社會方面的表現。

由於物業投資業務的若干寫字樓物業租賃予租戶以進行各自的業務運作，故香港的物業投資業務不包括於本報告範圍內，至於十六浦則因其非由本公司直接經營控制而不包括於本報告。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

STAKEHOLDER'S ENGAGEMENT

The Group formulated its ESG strategy by identifying the material environmental and social issues. Similar to last year's approach, the Group has continued to engage stakeholders and seek for their perspectives towards sustainable business operations. During the reporting period, the Group has conducted an ESG survey with internal stakeholders to identify the material topics of its business.

The survey contained 26 mutual environmental and social material aspects that were identified under the assistance of an independent consultancy company. Through the analysis of collected responses, the Group has consolidated the results and ranked the top three material environmental and social aspects as below:

- Social aspect
 - Employee benefits and welfare
 - Work environment
 - Working hours
- Environment aspect
 - General waste management
 - Climate change and Greenhouse gas emissions
 - Energy and electricity consumption and efficiency

The Group would consider the identified material issues into the long-term ESG management approaches and operation, and will continue to engage stakeholder groups and carry out materiality assessment in order to consistently review and improve its sustainability management in the reduction and elimination of associated operational risks.

Stakeholders' comments are valuable to the Group's continuous improvement in operations. Comments or advice on this report and its contents are welcome by e-mail to info@successug.com.

持份者參與

本集團的環境、社會及管治策略乃根據已被識別的重要環境及社會議題而制定。與去年的報告方式相若，本集團繼續鼓勵持份者參與，並諮詢他們對可持續業務營運的意見。於報告期內，本集團向內部持份者進行環境、社會及管治調查，以識別與業務有關的重要議題。

在獨立顧問公司協助下，調查包括26項共同識別的環境及社會重要議題。本集團分析收集所得的回覆，整合結果並列出首三項重要環境及社會議題如下：

- 社會方面
 - 僱員待遇及福利
 - 工作環境
 - 工作時數
- 環境方面
 - 一般廢棄物處理
 - 氣候變化及溫室氣體排放
 - 能源及電力消耗及效率

本集團的長遠環境、社會及管治管理方針及營運，會考慮已識別的重要議題，並繼續與各種持份者保持溝通，進行重要性評估以不斷檢討及改善其可持續發展管理，減低及消除與營運有關的風險。

持份者的意見對於持續改善本集團的營運十分重要。如對本報告及其內容有任何評論或意見，歡迎電郵至info@successug.com。

CREATING A PEOPLE-ORIENTED CULTURE

Nourishing a Cohesive Team

Employees are the key driving force of business operation which was critical to the Group's sustainable development. In this regard, the Group values its employees and uphold a people-oriented corporate culture in business operation, striving to nourish a cohesive team by recruiting, attracting and supporting the right people.

Attracting right candidate

As a way to attract talents, the Group provides employees with competitive remuneration packages with reference to local employment laws, market terms and individual merits. In accordance with the relevant laws, the Group offers paid holidays, reasonable working hours, retirement scheme and medical care to all employees, as well as discretionary bonuses, employee discount, food and travel allowances for overtime work. Share options were also granted to eligible employees as a long-term incentive to praise their efforts.

Providing equal opportunity

In adoption of an equal-opportunity and non-discriminatory recruitment approach during talent acquisition, the Group recruits suitable candidates based on their qualifications and experience without discrimination, regardless of age, gender, race, religion belief and physical disability. Identification and working permits were verified to prevent employment of child or forced labour. If any misuse of child or forced labour were discovered, the Group would immediately intervene in the infringement actions and provide compensation.

Developing talents

With the suitable employees on board, the Group would provide ample opportunities for them to support their personal and professional development. The Group organises orientation for new hires to familiarise them with the corporate culture, and to build a sense of belongings and good relationship with other departments. To further expand employees' professional knowledge, the Group encourages them to attend external training courses to build up professional competency. The Group also provides examination leaves for employees to acquire professional accreditation.

構建以人為本的文化

培養具凝聚力的團隊

僱員是推動業務營運的主要力量，對本集團的可持續發展非常關鍵。因此，本集團重視其僱員，並於業務營運中秉持以人為本的企業文化，致力透過招聘、吸納及協助合適的人才，培養具凝聚力的團隊。

吸納合適人才

本集團參考當地僱傭法例、市場條款及個別僱員的表現，向僱員提供具競爭力的薪酬待遇，以吸納人才。根據相關法例，本集團向所有僱員提供有薪假期、合理的工作時數、退休計劃及醫療保障，亦給予酌情花紅、員工優惠、超時工作的膳食及交通津貼。本集團亦會向合資格僱員授出購股權，作為表揚其付出之長期獎勵。

提供平等機會

本集團在人才甄選過程中採納平等機會和免受歧視的招聘方式，按照個人的資歷及經驗，選出合適的應徵者，不論年齡、性別、種族、宗教信仰及身體殘疾，均不會受到歧視。本集團會核實身份及工作簽證，防止僱用童工或強制勞工。如發現任何誤用童工或強制勞工的情況，本集團將即時介入該違規行為並作出補償。

人才發展

當合適的僱員上任，本集團會為他們提供不少機會，支持其個人及專業發展。本集團為新入職僱員舉辦迎新會，藉此了解企業文化，培養歸屬感並與其他部門建立良好關係。為進一步提升僱員的專業知識，本集團鼓勵僱員參加外部培訓課程，以提高專業水平，亦提供考試假期讓僱員獲取專業認證。

CREATING A PEOPLE-ORIENTED CULTURE (CONTINUED)

Nourishing a Cohesive Team (continued)

Upholding corporate ethical image

Upholding an ethical corporate image, the Group is committed to ensuring employees' understanding of the importance of business integrity. The Group communicates its anti-corruption guidelines in accordance with relevant regulations to all employees on potential issues relating to bribery, extortion, fraud and money laundering. To maintain high standards of business ethics, the Group requires all employees to report any suspected cases through whistle-blowing channels. Should there be suspected case of corruption, the case would be investigated to determine the validity and the subsequent appropriate disciplinary actions.

Promoting Employees' Well-Being

Adhering to its people-oriented corporate culture, the Group cares about employees' well-being and is dedicated to creating a healthy and amicable working environment as a way to improve employees' health and further enhance the team cohesiveness.

Working in a healthy and safe environment

As the majority of employees work in offices, the Group strives to offer comfortable workplace and thus places special emphasis on noise control, thermal comfort, lighting and ergonomics in the design of office interior. Air circulation and temperature control systems were installed at offices to improve the indoor air quality, while smoking was completely banned in the working area.

The Group exerts efforts to increase the awareness concerning occupational safety by various measures, while first-aid kits and Automated External Defibrillators (AED) are available in the office and maintained regularly. During the reporting period, the Group organised AED training and fire drill to arouse employees' safety awareness and reduce risks and accidents in workplaces.

構建以人為本的文化(續)

培養具凝聚力的團隊(續)

維持企業道德形象

本集團致力確保僱員了解商業誠信的重要性，維護企業道德形象。根據相關法規，本集團就有關賄賂、勒索、詐騙及洗黑錢的潛在議題向所有僱員傳達反貪污指引。為維持高商業道德水平，本集團要求所有僱員通過舉報渠道報告任何涉嫌違規行為。如果存在可疑的貪污事件，將就事件進行調查，以確定其真實性，並作出適當的紀律處分。

推動僱員福祉

秉持以人為本的企業文化，本集團關心僱員的福祉並致力創造健康和諧的工作環境，藉以改善僱員的健康及進一步加強團隊的凝聚力。

工作環境健康及安全

由於大部分僱員在辦公室環境工作，本集團致力提供舒適的工作環境，故辦公室的室內設計特別注重噪音控制、室溫舒適度、燈光及人體工學，辦公室亦已安裝通風及溫度控制系統，以改善其室內空氣質素，並於辦公室範圍內實施全面禁煙。

本集團實行多項措施提高有關職業安全的意識，同時於辦公室設置急救箱及自動體外心臟去顫器(AED)並定期保養相關設備。於報告期內，本集團舉辦AED培訓及防火演習，提高僱員的安全意識及減少工作環境的風險及意外。

CREATING A PEOPLE-ORIENTED CULTURE (CONTINUED)

Promoting Employees' Well-Being (continued) *Working in an amicable and friendly environment*

In pursuance of an amicable working environment, the Group promoted work-life balance through organising a range of employee relations activities. As part of the initiatives to encourage employee engagement and team cohesion, the Group organised a series of festive and birthday celebrations with employees, and showed appreciation by giving out gifts on special occasions. The Group believes that these activities can contribute to the positive spirit and increase their sense of belongings.

DEVELOPING A CUSTOMER-ORIENTED MINDSET

Delivering Quality Services

With the contribution of the cohesive team, the Group continues to develop its businesses with high service quality, thus increasing its competitiveness and attaining a more eminent status in the industries.

Safeguarding customers' privacy

The Group believes that safeguarding the privacy of customers' personal data is critical in maintaining customers' satisfaction. With regard to the protection of confidential information, the Group set up a principle in employee handbook, and requires employees to protect all confidential or sensitive information. The Group strictly requires employees to handle all customer data carefully in accordance with local laws and regulations. Employees shall only collect necessary personal data and ensure the information obtained was protected from unauthorised or accidental access.

構建以人為本的文化(續)

推動僱員福祉(續) *工作環境和諧友善*

為營造和諧的工作環境，本集團透過舉辦各類僱員關係活動，鼓勵生活與工作之間取得平衡。本集團為僱員舉辦連串節日及生日慶祝活動，並於特別日子送贈禮物予僱員以示感謝，藉此鼓勵員工參與及提升團隊凝聚力。本集團相信這類活動有助僱員保持積極正面的態度，提升他們的歸屬感。

培養以客為本的思維

提供優質服務

全賴具凝聚力的團隊，本集團能提供高質素的服務以繼續拓展業務，藉此提升其競爭力並在業內取得更超卓的地位。

保障客戶私隱

本集團相信保障客戶個人資料是維持客戶滿意度的關鍵，並於僱員手冊內訂明有關保障機密資料的原則，要求僱員保護全部機密或敏感性資料。本集團嚴格要求僱員按當地法例和規例謹慎處理所有客戶資料。僱員應僅收集必要的個人資料，並確保所獲得的資料免受未經授權或意外讀取。

Environmental, Social and Governance Report (Continued) 環境、社會及管治報告(續)

DEVELOPING A CUSTOMER-ORIENTED MINDSET (CONTINUED)

Delivering Quality Services (continued)

Meeting customers' expectation

The Group also pay attention to complaints as a way to improve customers' satisfaction. In case of complaint, the Group will take the opportunity to review its service quality for continuous improvement and raise employees' awareness to prevent the recurrence of such issues. Complaints received will be acknowledged, inspected, and followed up properly. During the reporting period, the Group did not receive any case of complaint.

Jade Travel is one of the largest travel agencies in Canada and an accredited agent under the International Air Transport Association ("IATA") accreditation, which served as a seal of approval worldwide, and strives to provide premium quality of tours and remarkable travel experience to achieve customers' satisfaction.

BRINGING A HARMONIOUS CULTURE TO THE COMMUNITY

Serving The Society

As a socially responsible corporation, the Group cares about its employees and is also committed to serving the community through various charitable programmes, making a sustainable contribution to the society. In addition to corporate donations, the Group has taken steps to encourage employees' participation in volunteer activities.

During the reporting period, the Group supported the fundraising event and motivated employees participation in "2018 Family Day" organised by the Hong Kong Society for the Protection of Children, for its charitable projects to outreach single-parent families, low-income families, new arrivals and ethnic minority families. For the 7th consecutive year, the Group has been participating in the Community Chest Dress Casual Day by encouraging employees in the head office to contribute for a good cause. In addition, the Group continued to take part in the Tung Wah Flag Day for the enhancement of community services.

培養以客為本的思維(續)

提供優質服務(續)

滿足客戶期望

本集團亦重視投訴個案，視之為改善客戶滿意程度的方法。倘若接獲投訴，本集團將藉此機會檢討服務質素，務求不斷改進，並提高僱員的意識，防止同類事件再次發生。所有投訴個案將獲確認收妥、調查及妥善跟進。本集團於報告期內未有接獲任何投訴。

Jade Travel 為加拿大地區最大的旅行社之一，亦是獲全球認可的國際航空運輸協會（「國際航空運輸協會」）認證的代理商。Jade Travel 致力提供優質的旅程及非凡的旅遊體驗，以滿足客戶期望。

為社區注入和諧的文化

服務社會

作為一間肩負社會責任的企業，本集團關心僱員，同時致力透過各類慈善項目服務社會，持續為社會作出貢獻。除企業捐款外，本集團亦以行動鼓勵僱員參與義工活動。

於報告期內，本集團支持並鼓勵僱員參與香港保護兒童會舉辦的「二零一八步行『童』樂日」籌款活動。此機構的慈善項目服務對象為單親家庭、低收入家庭、新移民及少數族裔家庭。本集團已連續七年參加香港公益金便服日，鼓勵總辦事處的僱員積極參與捐款活動，並繼續參與東華三院賣旗日以加強社區服務。

NURTURING AN ENVIRONMENTALLY CONSCIOUS CULTURE

Integrating Sustainability Into Operation

The Group is committed to supporting sustainable development, respecting and cherishing the natural environment, and advocates the awareness of environmental protection and cultivate green concept in daily operations through the green policy and a series of green measures. The Group aims to utilise the resources efficiently and strives to reduce the environmental impact brought by the Group operation.

The Group has established its environmental policy in accordance with the relevant environmental laws during the reporting period. Under the policy, a “Green Office Guideline” has been formulated to implement the green strategy for improving the efficiency of resources utilisation and increasing environmental protection awareness among its employees.

The Group also supports community events that promote greener lifestyles and working environment, including the “Earth Hour” campaign organised by an environmental organisation, namely World Wide Fund For Nature in Hong Kong (WWF) in 2018. In addition, the head office in Hong Kong participated in the “Energy Saving Charter 2018” and the “4Ts Charter” launched by the Environment Bureau and the Electrical & Mechanical Services Department. Under these charters, the Group pledged to implement several eco-friendly measures in offices which include maintaining a constant room temperature, switching off electrical appliances when not in use and purchasing energy efficient appliances.

培養具環保意識的文化

將可持續發展融入業務營運

本集團一向積極支持可持續發展，尊重及愛惜自然環境，並執行環保政策及一系列環保措施，於日常營運中滲入綠色文化，以提倡環保意識。本集團旨在有效使用資源，致力減低本集團營運對環境造成的影響。

本集團於報告期內已根據有關環保法例制定其環保政策，並根據該政策制定「綠色辦公室指引」，以實行改善資源效益的環保策略，並提升僱員的環保意識。

本集團亦支持推廣綠色生活態度及工作環境的社區活動，包括環保組織世界自然基金會香港分會主辦的二零一八年「地球一小時」活動。此外，香港總辦事處參加由環境局及機電工程署合辦的「節能約章2018」及「4Ts約章」。根據該等約章，本集團承諾於辦公室實施多項環保措施，包括維持穩定室溫、關掉不必要的電器及購置具能源效益的電器。

NURTURING AN ENVIRONMENTALLY CONSCIOUS CULTURE (CONTINUED)

Monitoring Energy Use and Emissions

Managing energy consumption and gas emission

The Group realises the impacts of energy consumption on its environmental footprints, thus regularly monitored direct and indirect greenhouse gas (“GHG”) emission generated by the consumption of electricity and fuel used for office operations and transportation. The Group’s fuel consumption generated direct GHG emission, while indirect GHG emission comes from purchasing electricity.

The Group has been using LED lights in the head office in Hong Kong since 2016, as an effort to continue saving energy and electricity. The replacement would technically result in an electricity reduction of 10% when compared to the use of conventional incandescent light bulbs. At the end of the reporting period, the Group successfully achieved a 35% reduction of electricity consumption compared to last year.

Reducing Waste

For the operations that are primarily office-based, the Group continues to encourage responsible waste management by enhancing green purchasing and waste reduction as stated in the environmental policy.

Establishing environmental guidelines

The Group has stipulated a set of green office guidelines for all employees to follow. The guidelines introduced the concept of “4Rs of Environmental Protection” (i.e. Reduce, Reuse, Recycle and Replace) in the workplace as a measure to better manage resource consumption. The guidelines encourage employees to reduce the use of paper, reuse stationeries and tableware, recycle office supplies.

培養具環保意識的文化(續)

監察能源使用及排放

管理能源消耗及氣體排放

本集團明白能源消耗對其環保足印的影響，因此定期監察辦公室營運及運輸所用電力及燃油消耗而產生的直接及間接溫室氣體排放。本集團的燃油消耗產生直接溫室氣體排放，而間接溫室氣體排放乃由外購電力而產生。

本集團的香港總辦事處自二零一六年起使用LED燈，藉此持續地節能及節約用電。此舉於技術上較使用傳統白熾燈泡減少一成電力。本集團於報告期末成功較去年減少35%的電力消耗。

減少廢棄物

鑑於各項營運以辦公室為主，誠如環保政策所載，本集團透過提升環保採購及減少廢棄物，持續鼓勵負責任的廢棄物管理。

制定環保指引

本集團已制定一套綠色辦公室指引，讓所有僱員遵守。有關指引在工作環境方面提出「環保4R」概念(即減少使用、物盡其用、循環再用及替代使用)，藉此更有效管理能源消耗。該等指引亦鼓勵僱員減少用紙、重用文具及餐具，以及循環再用辦公室用品。

NURTURING AN ENVIRONMENTALLY CONSCIOUS CULTURE (CONTINUED)

Reducing Waste (continued)

Procuring in a sustainable manner

Moreover, the Group encourages responsible and effective practices throughout the supply chain, seeking opportunities to purchase sustainable office supplies to minimise waste and enhance recycling. The Group has been using refillable stationeries and paper made from sustainability managed and Forest Steward Council (FSC) certified sources for the printing of annual and interim reports since 2013. Besides, the Group has been purchasing lighter paper in the head office since 2017 to reduce paper consumption.

Managing waste

Apart from reducing wastes from source, the Group supports the Recycling Scheme organised by the building management office of the head office. Under the Scheme, the Group also segregates fluorescent tubes, computers, electronic components, printer cartridges and glass bottles for recycling. In addition, travel business has been participating in the recycling programmes promoted by the respective city government by setting up recycling bins.

For non-disclosure of data of general waste and intensity, the relevant data was not available as the respective building management offices handled the waste disposal of the head office and the travel business. The Group did not produce any significant hazardous waste due to its business nature.

LOOKING FORWARD

Sustainability is one of the most important elements for stakeholders globally, hence the Group is committed to strengthening the sustainability initiatives and reporting practice. To fulfil this ongoing commitment, the Group will continue to encourage its employees and the community to cultivate green habits, provide high-quality services and monitor its environmental footprints.

培養具環保意識的文化(續)

減少廢棄物(續)

可持續發展的採購態度

此外，本集團在供應鏈方面鼓勵負責任及有效的措施，尋求機會購買可持續的辦公室用品，減少廢棄物及加強循環再用。本集團自二零一三年開始使用可充裝的文具及來自可持續管理及經森林管理委員會(FSC)認證來源的紙張印製年報及中期報告。再者，本集團的總辦事處亦由二零一七年起採購較輕的紙張以減少消耗量。

管理廢棄物

除著重源頭減廢外，本集團響應其總辦事處之大廈管理處推行的循環再用計劃。根據該計劃內容，本集團就光管、電腦、電子零件、列印匣及玻璃瓶作出分類，供回收之用。此外，旅遊業務亦設置資源回收箱配合各城市政府推廣的循環再用計劃。

就不披露一般廢棄物的數據及密度而言，由於總辦事處及旅遊業務的廢物棄置由各自的大廈管理處處理，因此並無提供有關數據。由於業務性質的關係，本集團並無產生任何重大的有害廢棄物。

展望

全球持份者認為可持續發展為各大要素中最重要的一項，故本集團致力加強其可持續發展的舉措及報告實務。為實踐這項長期承諾，本集團將繼續鼓勵僱員及社區培養綠色習慣，提供優質的服務及監控其環保足跡。

Environmental, Social and Governance Report (Continued)
環境、社會及管治報告(續)

PERFORMANCE TABLE

績效表

Environmental Performance

環境表現

Indicator 指標	Unit 單位	2018 二零一八年	2017 二零一七年	Remarks 備註
Greenhouse Gas (GHG) Emissions 溫室氣體排放*				
Scope 1: Direct Emission 範圍1：直接排放	Tonnes of CO ₂ equivalent (tCO ₂ -e) 公噸(二氧化碳當量)	37.74	38.76	Travel business in the PRC and certain number of offices in Canada were excluded in Scope 2 "Indirect Emission" whose electricity charges is included in rent. 由於中國的旅遊業務及加拿大的部份辦事處租金已包括電費，故並無計入範圍2之「間接排放」數據。
Scope 2: Indirect Emission 範圍2：間接排放	tCO ₂ -e 公噸(二氧化碳當量)	61.37	175.63	
Total 總計	tCO ₂ -e 公噸(二氧化碳當量)	99.11	214.39	
GHG Intensity 溫室氣體密度	tCO ₂ -e/millions of revenues (HK\$) 公噸(二氧化碳當量)／ 每百萬元(港幣)收益	0.09	0.36	
Electricity Consumption 耗電量				
Head office in Hong Kong 香港總辦事處	kWh 千瓦時	69,783	72,927	Travel business in the PRC and certain number of offices in Canada were excluded whose electricity charges is included in rent. 由於中國的旅遊業務及加拿大的部份辦事處租金已包括電費，故並無計入數據。
Travel Business in Canada 加拿大旅遊業務	kWh 千瓦時	145,163	260,000	
Total consumption 總耗電量	kWh 千瓦時	214,946	332,927	
Total intensity 總密度	000' kWh/millions of revenues (HK\$) 兆瓦時／每百萬元 (港幣)收益	0.19	0.56	
Vehicle Fuel Consumption 汽車燃油耗用量*				
Head office in Hong Kong 香港總辦事處	L 升	10,463	10,710	No fuel consumption in the office of travel business in the PRC. 中國旅遊業務的辦事處並無耗用燃料。
Travel Business in Canada 加拿大旅遊業務	L 升	6,000	6,200	
Total consumption 總耗用量	L 升	16,463	16,910	
Total intensity 總密度	L/ millions of revenues (HK\$) 升／每百萬元 (港幣)收益	14.70	28.66	

* Some of the relevant data in 2017 were modified due to technical refinement.
二零一七年份相關數據乃經技術性調整而作出修改。

Environmental, Social and Governance Report (Continued)
環境、社會及管治報告(續)

PERFORMANCE TABLE (CONTINUED)

績效表(續)

Environmental Performance (continued)

環境表現(續)

Indicator 指標	Unit 單位	2018 二零一八年	2017 二零一七年	Remarks 備註
Water Consumption 耗水量				
Total 總計	m ³ 立方米	N/A 不適用	20	Water was provided by municipal suppliers, the Group did not have any significant issues in sourcing water. The relevant data was not available as the respective building management offices managed all water utilities of the head office and the travel business. 供水由政府提供，本集團並無重要求取水源的問題。總辦事處及旅遊業務的所有供水由相關大廈管理處處理，故並無提供有關數據。 The figure of 2017 represented water consumed by the lottery business in the PRC, which had been sold in September 2017. 二零一七年數字為中國彩票業務的耗水量，而彩票業務已於二零一七年九月出售
Hazardous Waste 有害廢棄物				
Total 總計	Tonnes 公噸	N/A 不適用	N/A 不適用	The Group did not produce hazardous waste in operation. 本集團並無於營運中產生有害廢棄物。
Non-Hazardous Waste 無害廢棄物				
Total 總計	Tonnes 公噸	N/A 不適用	N/A 不適用	The Group did not keep the record of non-hazardous waste in operation and may consider to establish a data collection system in the future. 本集團並無保存營運中無害廢棄物的紀錄，日後或考慮設立數據收集系統。
Packaging Material 包裝物料				
Total 總計	Tonnes 公噸	N/A 不適用	N/A 不適用	The Group did not utilise packing material in operation. 本集團並無於營運中使用包裝物料。

Environmental, Social and Governance Report (Continued)
 環境、社會及管治報告(續)

PERFORMANCE TABLE (CONTINUED)

績效表(續)

Social Performance

社會表現

Indicator 指標	Unit 單位	2018 二零一八年	2017 二零一七年
Health and Safety 健康及安全			
Total number of work-related fatalities 因工作關係而死亡的人數	No. of people 人數	0	0
Lost Days due to work injury 因工傷損失的工作日數	Days 日數	0	0
Anti-corruption 反貪污			
Number of concluded legal cases regarding corrupt practices 已審結的貪污訴訟案件數目	No. of case 案件數目	0	0

Employment (no. of people) 僱傭(人數)	Business Units 業務單位	
	The Head Office in Hong Kong 香港總辦事處	Travel Business in Canada & the PRC 加拿大及 中國旅遊業務
Total Number of Employees 僱員總數	51	58
By Gender 性別	Male 男性	15
	Female 女性	36
By Employment Type 以僱傭類型劃分	Senior Management 高級管理人員	6
	Management 管理人員	8
	Office Staff 辦事處職員	29
	General Staff 一般職員	8
By Age Group 以年齡組別劃分	< 20	0
	21 – 30	3
	31 – 40	12
	41 – 50	17
	51 – 60	15
	> 60	4
Turnover Rate 流失率	8%	18%

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

COMPLIANCE TABLE

合規表

The Group strictly complied with the laws and regulations in different aspects listed as follows:

本集團嚴格遵守下列各範疇的法例和規例：

Aspect 範疇	Laws and Regulation 法例和規例
A1: Emission 排放	<ul style="list-style-type: none"> • Waste Disposal Ordinance of Hong Kong 香港《廢物處置條例》 • The Canadian Environmental Protection Act
B1: Employment 僱傭	<ul style="list-style-type: none"> • Employment Ordinance of Hong Kong 香港《僱傭條例》 • Minimum Wage Ordinance of Hong Kong 香港《最低工資條例》 • Employee Compensation Ordinance of Hong Kong 香港《僱員補償條例》 • Sex Discrimination Ordinance of Hong Kong 香港《性別歧視條例》 • Race Discrimination Ordinance of Hong Kong 香港《種族歧視條例》 • Canada Labour Standards Regulations • Employment Equity Act of Canada • Canada Labour Code • The Canadian Human Rights Act
B4: Labour Standards 勞工標準	
B2: Health and Safety 健康及安全	<ul style="list-style-type: none"> • Occupational Safety and Health Ordinance of Hong Kong 香港《職業安全及健康條例》 • Occupational Health and Safety Act of Canada
B6: Product Responsibility 產品責任	<ul style="list-style-type: none"> • Personal Data (Privacy) Ordinance of Hong Kong 香港《個人資料(私隱)條例》 • Travel Industry Act of Canada • The Canadian Code of Advertising Standards
B7: Anti-corruption 反貪污	<ul style="list-style-type: none"> • Prevention of Bribery Ordinance of Hong Kong 香港《防止賄賂條例》 • The Corruption of Foreign Public Officials Act of Canada

Report of Directors

董事會報告

The directors (“Director(s)”) of Success Universe Group Limited (the “Company”) is pleased to present their annual report together with the audited consolidated financial statements of the Company and its subsidiaries (collectively the “Group”) for the year ended 31 December 2018.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. Its subsidiaries were principally engaged in the travel-related and property investment businesses during the year.

Particulars of the Company’s principal subsidiaries as at 31 December 2018 are set out in note 43 to the consolidated financial statements.

BUSINESS REVIEW

The business review of the Group for the year ended 31 December 2018 is set out in the sections headed “Chairman’s Statement” and “Management Discussion and Analysis” on pages 8 to 11 and pages 13 to 33 respectively of this annual report as well as the following sub-paragraphs headed “Environmental Policies and Performance”, “Compliance with Laws and Regulations” and “Relationships with Key Stakeholders”.

Environmental Policies and Performance

The Group endeavors to attain long-term sustainable development, and proactively determines ways to address environmental, social and governance issues effectively in the corporate decisions.

The Group upholds its principles of environmental friendly practices by implementation of reducing, reusing, recycling and replacing in its daily operations, and develops initiatives to improve employee welfare and staff development for betterment of working environment and efficiency. The Group also believes in good corporate citizenship and contributes to society by supporting various charitable programmes.

For details, please refer to the section headed “Environmental, Social and Governance Report” on pages 59 to 71 of this annual report.

實德環球有限公司(「本公司」)董事(「董事」)欣然提呈本公司及其附屬公司(統稱「本集團」)截至二零一八年十二月三十一日止年度之年報連同經審核綜合財務報表。

主要業務

本公司為一間投資控股公司，於本年度內其附屬公司經營之主要業務為旅遊相關業務及物業投資業務。

本公司之主要附屬公司於二零一八年十二月三十一日之資料載於綜合財務報表附註43。

業務審視

本集團截至二零一八年十二月三十一日止年度之業務審視分別載於本年報第8至第11頁之「主席報告」一節以及第13至第33頁之「管理層討論及分析」一節，以及下文「環境政策及表現」、「遵守法例及規例」及「與主要持份者之關係」各分段。

環境政策及表現

本集團致力於維持長期可持續發展，積極於企業決策中釐定改善環境、社會及管治議題之有效方法。

本集團於日常營運中堅守實行減少使用、物盡其用、循環再用及替代使用之環保原則，並制定改善僱員福利及員工發展之計劃，以優化工作環境及提升效率。本集團亦相信須建立良好企業公民關係，並透過支持多項慈善項目貢獻社會。

詳情請參閱本年報第59至第71頁「環境、社會及管治報告」一節。

BUSINESS REVIEW (CONTINUED)

Compliance with Laws and Regulations

The Group is committed to maintain a high level of corporate compliance with the legal and regulatory requirements in respect of business and operations. During the year, the Group's operations were mainly carried out by the Company's subsidiaries in Canada, the People's Republic of China (the "PRC") and Hong Kong while the Company itself was incorporated in Bermuda and the shares of which are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Group accordingly should comply with relevant laws and regulations in, inter alia, Canada, the PRC, Hong Kong and Bermuda during the year.

As far as the board of Directors (the "Board") is aware, during the year and up to the date of this report, the Group has complied with the relevant laws and regulations that have significant impact on its business and operations.

Relationships with Key Stakeholders

The Group's success also depends on the support from its key stakeholders which comprise, inter alia, employees, business partners, suppliers and customers.

Employees are regarded as important and valuable assets of the Group. Therefore, the Group provides competitive remuneration packages to attract, motivate and retain employees for their continued contribution to the Group and also encourages them by way of sponsorship to attend training courses which help employees' career development.

Besides, the Group has developed and maintained solid and steady relationships with its business partners and suppliers, and provides high quality services to its customers so as to enhance its competitiveness, sustainability and future development.

業務審視(續)

遵守法例及規例

本集團致力於業務及營運方面保持高水平之企業合規，恪守法律及監管規定。於本年度內，本集團的營運主要由本公司的附屬公司於加拿大、中華人民共和國(「中國」)及香港進行，而本公司本身則於百慕達註冊成立，其股份於香港聯合交易所有限公司(「聯交所」)上市。因此，於本年度內，本集團須遵守(其中包括)加拿大、中國、香港及百慕達相關法例及規例。

就董事會(「董事會」)所知，於本年度內及截至本報告日期止，本集團已遵守對其業務及營運構成重大影響之相關法例及規例。

與主要持份者之關係

本集團之成功亦有賴各主要持份者(其中包括僱員、業務夥伴、供應商及客戶)之支持。

僱員乃本集團重要寶貴資產。因此，本集團提供具競爭力之薪酬待遇，以吸引、激勵及挽留僱員繼續為本集團效力，同時透過資助鼓勵僱員修讀培訓課程，協助彼等事業發展。

此外，本集團已經與其業務夥伴及供應商建立並維持穩固關係，並向其客戶提供優質服務，從而促進本集團競爭力、可持續性及未來發展。

Report of Directors (Continued) 董事會報告(續)

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2018 are set out in the consolidated statement of profit or loss on page 114 of this annual report.

No interim dividend was paid during the year (2017: nil). The Directors do not recommend any payment of a final dividend for the year ended 31 December 2018 (2017: nil).

CLOSURE OF REGISTER OF MEMBERS

The annual general meeting of the Company will be held on Friday, 14 June 2019 (the "2019 AGM"). For the purpose of determining the shareholders who are entitled to attend and vote at the 2019 AGM, the register of members of the Company will be closed from Tuesday, 11 June 2019 to Friday, 14 June 2019, both days inclusive, during such period no transfer of shares of the Company will be effected. In order to be eligible to attend and vote at the 2019 AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Monday, 10 June 2019 for registration.

SEGMENT INFORMATION

An analysis of the Group's performance for the year ended 31 December 2018 by business and geographical segments is set out in note 6 to the consolidated financial statements.

FIVE-YEAR FINANCIAL SUMMARY

A financial summary of the Group for the past five financial years is set out on pages 311 and 312 of this annual report.

業績及分派

本集團截至二零一八年十二月三十一日止年度之業績載於本年報第114頁之綜合損益表。

於本年度內並無派付中期股息(二零一七年：無)。董事不建議就截至二零一八年十二月三十一日止年度派付任何末期股息(二零一七年：無)。

暫停辦理股份過戶登記手續

本公司將於二零一九年六月十四日(星期五)舉行股東週年大會(「二零一九年股東週年大會」)。為確定股東符合資格出席並於二零一九年股東週年大會上投票，本公司將於二零一九年六月十一日(星期二)至二零一九年六月十四日(星期五)(包括首尾兩天)期間暫停辦理股份過戶登記手續，於此期間內本公司任何股份過戶將不予登記。為確保符合資格出席二零一九年股東週年大會並於會上投票，所有股份過戶文件連同有關股票必須不遲於二零一九年六月十日(星期一)下午四時三十分送抵本公司之香港股份過戶登記分處卓佳登捷時有限公司，地址為香港皇后大道東183號合和中心22樓，以辦理登記手續。

分部資料

本集團截至二零一八年十二月三十一日止年度按業務及地區分部劃分之表現分析載於綜合財務報表附註6。

五年財務概要

本集團過去五個財政年度之財務概要載於本年報第311及第312頁。

RESERVES

Details of the movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on pages 118 and 119 of this annual report and note 42 to the consolidated financial statements respectively.

CHARITABLE CONTRIBUTIONS

No charitable and other donations were made by the Group during the year (2017: nil).

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group during the year are set out in note 16 to the consolidated financial statements.

PROPERTIES HELD FOR INVESTMENT OR SALE

Details of the properties held by the Group for investment or sale as at 31 December 2018 are set out in notes 18 and 21 to the consolidated financial statements and in the section headed "Particulars of Properties" on pages 313 and 314 of this annual report.

SHARE CAPITAL

There was no movement in the share capital of the Company during the year. Details of the share capital of the Company are set out in note 32 to the consolidated financial statements.

LOANS AND BORROWINGS

Details of the loans and borrowings of the Group as at 31 December 2018 are set out in notes 27 to 29 to the consolidated financial statements.

儲備

本集團及本公司於本年度內之儲備變動之詳情分別載於本年報第118及第119頁之綜合權益變動表及綜合財務報表附註42。

慈善捐款

於本年度內本集團並無作出慈善及其他捐款(二零一七年：無)。

物業、廠房及設備

本集團於本年度內之物業、廠房及設備變動之詳情載於綜合財務報表附註16。

持作投資或出售物業

本集團於二零一八年十二月三十一日之持作投資或出售物業之詳情載於綜合財務報表附註18及21及載於本年報第313及第314頁之「物業詳情」一節。

股本

本公司之股本於本年度內並無變動。本公司股本之詳情載於綜合財務報表附註32。

貸款及借貸

本集團於二零一八年十二月三十一日之貸款及借貸之詳情載於綜合財務報表附註27至29。

Report of Directors (Continued)

董事會報告(續)

DIRECTORS

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

Executive Directors:

Mr. Yeung Hoi Sing, Sonny (*Chairman*)
Dr. Ma Ho Man, Hoffman (*Deputy Chairman*)

Non-executive Director (“NED”):

Mr. Choi Kin Pui, Russelle

Independent Non-executive Directors (“INED(s)”):

Ms. Yeung Mo Sheung, Ann
Mr. Chin Wing Lok, Ambrose
Mr. Chong Ming Yu

In accordance with bye-law 87 of the bye-laws of the Company (the “Bye-laws”), Mr. Choi Kin Pui, Russelle (“Mr. Choi”) and Ms. Yeung Mo Sheung, Ann (“Ms. Ann Yeung”) shall retire by rotation and, being eligible, will offer themselves for re-election at the 2019 AGM.

The Company has received from each of the existing INEDs, namely Ms. Ann Yeung, Mr. Chin Wing Lok, Ambrose (“Mr. Chin”) and Mr. Chong Ming Yu (“Mr. Chong”), an annual confirmation of her/his independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and all of the said INEDs were considered to be independent.

董事

於本年度內及截至本報告日期止在任之董事為：

執行董事：

楊海成先生(主席)
馬浩文博士(副主席)

非執行董事(「非執行董事」):

蔡健培先生

獨立非執行董事(「獨立非執行董事」):

楊慕嫦女士
錢永樂先生
莊名裕先生

根據本公司之公司細則(「公司細則」)第87條，蔡健培先生(「蔡先生」)及楊慕嫦女士(「楊女士」)將於二零一九年股東週年大會上輪席告退，惟彼等符合資格並願意膺選連任。

本公司已收悉在任獨立非執行董事即楊女士、錢永樂先生(「錢先生」)及莊名裕先生(「莊先生」)各自根據聯交所證券上市規則(「上市規則」)第3.13條發出之年度獨立性確認書，本公司認為所有上述獨立非執行董事均屬獨立人士。

DIRECTORS (CONTINUED)

Ms. Ann Yeung has served the Company as an INED for more than 9 years. She has no financial, business, family or other relationships with any other Directors, senior management, substantial shareholders or controlling shareholders (“Controlling Shareholder(s)”) of the Company. Ms. Ann Yeung has extensive experience and knowledge in legal aspects and in-depth understanding of the Group’s operations and business. She has given independent guidance to the Board over the years, and she continues demonstrating a firm commitment to her role. Ms. Ann Yeung exercised judgement in the best interests of the Company when discharging her duties. She is also the sole female member of the Board. The nomination committee of the Board considers that the long service of Ms. Ann Yeung will not affect her exercise of independent judgement and is satisfied that Ms. Ann Yeung has the required character, integrity and experience to continue fulfilling the role of an INED and her gender, educational background, professional experience and knowledge can bring contributions to the Board’s diversity. The Board therefore recommends the re-election of Ms. Ann Yeung as an INED and a separate resolution in relation to the said re-election will be proposed at the 2019 AGM.

CHANGES OF DIRECTORS’ INFORMATION

The monthly salary of Mr. Yeung Hoi Sing, Sonny (“Mr. Yeung”), being an executive Director and the Chairman of the Board, was increased to HK\$80,000 with effect from 1 November 2018.

The director’s fee of each of Mr. Choi, being a NED, Ms. Ann Yeung, Mr. Chin and Mr. Chong, being all INEDs, was increased to HK\$144,000 per annum with effect from 1 January 2019.

Mr. Choi, being a NED, was appointed as a non-executive independent director of Wealthbridge Acquisition Limited, a company whose securities are listed on the NASDAQ Capital Market in the United States of America, on 18 February 2019.

董事(續)

楊女士已在本公司擔任獨立非執行董事逾九年。彼與本公司任何其他董事、高級管理人員、主要股東或控股股東(「控股股東」)概無任何財務、業務、親屬或其他關係。楊女士於法律方面的經驗和知識豐富，其對本集團之業務營運亦了解透徹。彼多年來一直給予董事會獨立指導，彼對本身角色持續表現堅定承擔。楊女士於履行職責時以本公司的最佳利益行使判斷。彼亦為董事會唯一一名女董事。董事會轄下提名委員會認為楊女士的長期服務不會影響其作出獨立的判斷，並相信楊女士具備繼續履行獨立非執行董事一職所需的品格、誠信及經驗，其性別、教育背景、專業經驗及知識可使董事會成員更多元化。因此，董事會建議重選楊女士為獨立非執行董事，並將於二零一九年股東週年大會上提呈一項有關其重選之獨立決議案。

董事資料之變更

執行董事及董事會主席楊海成先生(「楊先生」)的月薪已增至港幣80,000元，由二零一八年十一月一日起生效。

非執行董事蔡先生，以及所有獨立非執行董事，即楊女士、錢先生及莊先生各人的董事袍金均增至每年港幣144,000元，由二零一九年一月一日起生效。

非執行董事蔡先生於二零一九年二月十八日獲委任為Wealthbridge Acquisition Limited(該公司之證券於美利堅合眾國納斯達克資本市場上市)之非執行獨立董事。

Report of Directors (Continued) 董事會報告(續)

CHANGES OF DIRECTORS' INFORMATION (CONTINUED)

Save as disclosed above, there was no change in the information of the Directors required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules subsequent to the date of the Interim Report 2018 of the Company and up to the date of this report.

DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election at the 2019 AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' EMOLUMENTS

Details of the emoluments of the Directors on a named basis are set out in note 11 to the consolidated financial statements. There has been no arrangement under which a Director or a director of the subsidiaries of the Company has waived or agreed to waive any emoluments.

PERMITTED INDEMNITY PROVISIONS

Pursuant to the Bye-laws, the Directors shall be indemnified out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they may incur or sustain in or about the execution of the duties in their respective offices or otherwise in relation thereto, provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any Directors.

During the year and up to the date of this report, the Company has in force indemnity provisions as permitted under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) for the benefit of the Directors and directors/former directors of the subsidiaries of the Company.

董事資料之變更(續)

除上文所披露者外，自本公司二零一八年中中期報告日期之後至本報告日期期間，概無任何根據上市規則第13.51B(1)條規定須予披露之董事資料變更。

董事之服務合約

擬於二零一九年股東週年大會重選之董事概無與本公司訂立不可由本公司於一年內終止而毋須支付任何賠償(法定賠償除外)之服務合約。

董事酬金

列出每名董事姓名之董事酬金之詳情載於綜合財務報表附註11。董事或本公司附屬公司之董事概無作出豁免或同意豁免任何酬金之安排。

獲准許的彌償條文

根據公司細則，董事可從本公司之資產及溢利中獲得彌償保證，於就各自之職務履行其職責或在其他方面與此有關之情況下而招致或蒙受之所有訴訟、費用、收費、損失、損害及開支獲得彌償，惟此彌償保證不延伸至任何與董事之欺詐或不誠實有關之事宜。

於本年度內及截至本報告日期止，本公司按公司條例(香港法例第622章)的允許，備有以董事及本公司附屬公司董事/前董事為受益人的彌償條文。

**CONNECTED TRANSACTIONS/
CONTINUING CONNECTED
TRANSACTIONS/DIRECTORS' AND
CONTROLLING SHAREHOLDERS'
MATERIAL INTERESTS IN TRANSACTIONS,
ARRANGEMENTS OR CONTRACTS OF
SIGNIFICANCE**

**關連交易／持續關連交易／董事
及控股股東於交易、安排或重
要合約中之重大權益**

- (1) On 1 December 2008, the Company as borrower and Mr. Yeung, being the Chairman of the Board and an executive Director as well as a Controlling Shareholder, as lender entered into a letter of agreement regarding an unsecured term loan facility of up to HK\$200 million ("Loan Facility"). The rate of interest on the entire principal amount drawn and outstanding under the Loan Facility was the prime rate quoted for Hong Kong dollars loans by The Hongkong and Shanghai Banking Corporation Limited. On 14 April 2009, the Company and Mr. Yeung entered into a supplemental letter of agreement to increase the principal amount of the Loan Facility up to HK\$290 million (the "Revised Loan Facility") and to confirm that Mr. Yeung undertook not to demand early repayment of the loan and all other sums owing to him under the Revised Loan Facility before 30 June 2010. The final repayment date of the Revised Loan Facility (the "Final Repayment Date") was extended to (i) 30 June 2011 by a supplemental letter of agreement dated 25 June 2009; and (ii) 30 October 2012 by another supplemental letter of agreement dated 23 June 2010.

On 15 March 2012, Mr. Yeung entered into a supplemental letter of agreement with the Company to further extend the Final Repayment Date to 31 October 2013 and to confirm that any amount repaid under the Revised Loan Facility should be available to further advances within the availability period of the Revised Loan Facility.

- (1) 於二零零八年十二月一日，本公司（作為借方）與董事會主席、執行董事兼控股股東楊先生（作為貸方）就一項金額最高達港幣200,000,000元之無抵押有期貨款融資（「貸款融資」）訂立一份協議函件。貸款融資之已提取及未償還本金全額之利率為香港上海滙豐銀行有限公司所報之港元貸款最優惠利率。於二零零九年四月十四日，本公司與楊先生亦訂立一份補充協議函件，以增加貸款融資之本金金額至最高達港幣290,000,000元（「經修訂貸款融資」），並確認楊先生承諾不會在二零一零年六月三十日前要求本公司提前償還經修訂貸款融資之貸款及所有結欠楊先生之其他款項。經修訂貸款融資之最後還款日期（「最後還款日期」）已(i)透過日期為二零零九年六月二十五日之補充協議函件延遲至二零一一年六月三十日；及(ii)透過日期為二零一零年六月二十三日之另一份補充協議函件延遲至二零一二年十月三十日。

於二零一二年三月十五日，楊先生與本公司訂立一份補充協議函件，將最後還款日期進一步延遲至二零一三年十月三十一日，並確認經修訂貸款融資項下任何已償還金額應可於經修訂貸款融資可用期內進一步墊付。

**CONNECTED TRANSACTIONS/
CONTINUING CONNECTED
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SIGNIFICANCE (CONTINUED)**

(1) (Continued)

Besides, the Final Repayment Date was further extended to (i) 31 October 2014 by a supplemental letter of agreement dated 18 March 2013; (ii) 31 October 2016 by a supplemental letter of agreement dated 21 March 2014; (iii) 31 October 2018 by a supplemental letter of agreement dated 15 March 2016; and (iv) 31 October 2020 by a supplemental letter of agreement dated 12 September 2018.

The transaction mentioned in this sub-paragraph (1) constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules, which is fully exempt from shareholders' approval and all disclosure requirements under Chapter 14A of the Listing Rules as the said borrowing from Mr. Yeung is on normal commercial terms or better and it is not secured by any assets of the Group.

(2) On 26 June 2017, Good Sun Development Limited ("Good Sun", an indirect wholly-owned subsidiary of the Company) as landlord and Success International Management Services Limited ("SIMSL", a company indirect wholly and beneficially owned by Mr. Yeung (being the Chairman of the Board and an executive Director as well as a Controlling Shareholder)) as tenant entered into a tenancy agreement (the "Tenancy Agreement I") in respect of the leasing of

**關連交易／持續關連交易／董事
及控股股東於交易、安排或重
要合約中之重大權益(續)**

(1) (續)

此外，最後還款日期已(i)透過日期為二零一三年三月十八日之補充協議函件進一步延遲至二零一四年十月三十一日；(ii)透過日期為二零一四年三月二十一日之補充協議函件進一步延遲至二零一六年十月三十一日；(iii)透過日期為二零一六年三月十五日之補充協議函件進一步延遲至二零一八年十月三十一日；及(iv)透過日期為二零一八年九月十二日之補充協議函件進一步延遲至二零二零年十月三十一日。

本分段(1)所述之交易根據上市規則第十四A章構成本公司一項關連交易，惟該交易根據上市規則第十四A章獲全面豁免遵守股東批准及所有披露之規定。此乃由於來自楊先生之上述借貸乃按一般商務條款或更佳條款進行，而其並無由本集團任何資產作出抵押。

(2) 於二零一七年六月二十六日，日佳發展有限公司(「日佳」，本公司之一間間接全資附屬公司，作為業主)與 Success International Management Services Limited(「SIMSL」，一間由董事會主席、執行董事兼控股股東楊先生間接全資及實益擁有之公司，作為租戶)訂立一份租賃協議(「租賃協議I」)，內容有關租賃位於

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(2) (Continued)

the premises situated at Office No. 1003 and Office No. 1004A on the 10th Floor of Tower 1 of Admiralty Centre, No. 18 Harcourt Road, Hong Kong for a term of two years commencing from 2 July 2017 to 1 July 2019 (with an option to renew for a further term of two years at the then open market rental) at a monthly rental of HK\$465,348, exclusive of government rates, air-conditioning charges and management fees and all other outgoings. Further details of the Tenancy Agreement I are set out in the announcement dated 26 June 2017 issued by the Company.

Based on the monthly rental under the Tenancy Agreement I, it was expected that the aggregate maximum amount payable by SIMSL to Good Sun under the Tenancy Agreement I for each of the two financial years ending 31 December 2019 should not exceed HK\$5,585,000 and HK\$2,808,000 respectively. For the year ended 31 December 2018, the aggregate amount of rental paid by SIMSL to Good Sun amounted to HK\$5,584,176.

The entering into of the Tenancy Agreement I constitutes a continuing connected transaction for the Company under Chapter 14A of the Listing Rules which is subject to reporting, announcement and annual review requirements but is exempt from the circular (including independent financial advice) and the independent shareholders' approval requirements pursuant to Rule 14A.76(2) of the Listing Rules.

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及控股股東於交易、安排或重
要合約中之重大權益(續)**

(2) (續)

香港夏慤道18號海富中心1座10樓1003室及1004A室之物業，由二零一七年七月二日起至二零一九年七月一日止，為期兩年(可選擇按當時公開市場租金進一步重續兩年)，月租港幣465,348元，不包括差餉、空調費用、管理費及所有其他支出。有關租賃協議I之進一步詳情載於本公司刊發日期為二零一七年六月二十六日之公佈。

根據租賃協議I項下之月租，預期截至二零一九年十二月三十一日止兩個財政年度各年根據租賃協議I項下SIMSL應付日佳之最高總額分別不超過港幣5,585,000元及港幣2,808,000元。截至二零一八年十二月三十一日止年度，SIMSL已付日佳租金總額為港幣5,584,176元。

訂立租賃協議I根據上市規則第十四A章構成本公司一項持續關連交易，根據上市規則第14A.76(2)條，此持續關連交易須遵守申報、公佈及年度審閱之規定，惟獲豁免遵守通函(包括獨立財務意見)及獨立股東批准之規定。

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CONTINUING CONNECTED
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MATERIAL INTERESTS IN TRANSACTIONS,
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SIGNIFICANCE (CONTINUED)**

(3) On 13 February 2018, Victory Devotion Limited (a direct wholly-owned subsidiary of the Company) as purchaser, Active Trade Investments Limited ("Active Trade", a company direct wholly and beneficially owned by Mr. Yeung (being the Chairman of the Board and an executive Director as well as a Controlling Shareholder)) as vendor and Mr. Yeung as guarantor for Active Trade entered into a sale and purchase agreement (the "Acquisition Agreement") in respect of the acquisition (the "Acquisition") of the entire issued share capital of and the related shareholders' loans to Merchant Charm Limited (being the registered and beneficial owner of the entire issued share capital of Powerful Concept Limited ("Powerful Concept")) and Massive Success Global Limited (being the registered and beneficial owner of the entire issued share capital of Famous Capital International Limited ("Famous Capital")), which hold indirectly two commercial properties situated at Office No. 1001A ("Office No. 1001A") and Office No. 1004B ("Office No. 1004B") on the 10th Floor of Tower 1 of Admiralty Centre, No. 18 Harcourt Road, Hong Kong respectively with tenancy agreements both dated 30 June 2017 and leased to SIMSL by Powerful Concept (the "Tenancy Agreement II") and Famous Capital (the "Tenancy Agreement III") respectively at a total consideration of approximately HK\$147.5 million (the "Transaction"). According to the terms of the Tenancy Agreement II and the Tenancy Agreement III, Office No. 1001A and Office No. 1004B were leased to SIMSL both for a term of two years commencing from 2 July 2017 to 1 July 2019 (with an option to renew for a further term of two years at the then open market rental) at monthly rentals of HK\$74,204 and HK\$163,644 respectively, both exclusive of government rates, air-conditioning charges and management fees and all other outgoings.

**關連交易／持續關連交易／董事
及控股股東於交易、安排或重
要合約中之重大權益(續)**

(3) 於二零一八年二月十三日，致勝有限公司(本公司之一間直接全資附屬公司，作為買方)、Active Trade Investments Limited(「Active Trade」，一間由董事會主席、執行董事兼控股股東楊先生直接全資及實益擁有之公司，作為賣方)及楊先生作為Active Trade之擔保人，訂立一份買賣協議(「收購協議」)，內容有關收購(「收購事項」)Merchant Charm Limited(乃權創有限公司(「權創」)之全部已發行股本之註冊及實益擁有者)及Massive Success Global Limited(乃Famous Capital International Limited(「Famous Capital」)之全部已發行股本之註冊及實益擁有者)之全部已發行股本及相關股東貸款，該兩間公司間接持有兩項分別位於香港夏慤道18號海富中心1座10樓1001A號辦公室(「1001A號辦公室」)及1004B號辦公室(「1004B號辦公室」)之商用物業，附有日期均為二零一七年六月三十日之租賃協議，分別由權創(「租賃協議II」)及Famous Capital(「租賃協議III」)租予SIMSL，總代價約為港幣147,500,000元(「該交易」)。根據租賃協議II及租賃協議III之條款，1001A號辦公室及1004B號辦公室乃租予SIMSL，兩項協議之租期均由二零一七年七月二日起至二零一九年七月一日止，為期兩年(可選擇按當時公開市場租金進一步重續兩年)，月租分別為港幣74,204元及港幣163,644元，均不包括差餉、空調費用、管理費及所有其他支出。

**CONNECTED TRANSACTIONS/
CONTINUING CONNECTED
TRANSACTIONS/DIRECTORS' AND
CONTROLLING SHAREHOLDERS'
MATERIAL INTERESTS IN TRANSACTIONS,
ARRANGEMENTS OR CONTRACTS OF
SIGNIFICANCE (CONTINUED)**

(3) (Continued)

Based on the monthly rental under the Tenancy Agreement II, it was expected that the aggregate maximum amount payable by SIMSL to Powerful Concept under the Tenancy Agreement II for each of the two financial years ending 31 December 2019 ("Annual Cap under the Tenancy Agreement II") should not exceed HK\$606,000 and HK\$448,000 respectively. For the year ended 31 December 2018, the aggregate amount of rental paid by SIMSL to Powerful Concept amounted to HK\$584,057.29.

Based on the monthly rental under the Tenancy Agreement III, it was expected that the aggregate maximum amount payable by SIMSL to Famous Capital under the Tenancy Agreement III for each of the two financial years ending 31 December 2019 ("Annual Cap under the Tenancy Agreement III") should not exceed HK\$1,337,000 and HK\$988,000 respectively. For the year ended 31 December 2018, the aggregate amount of rental paid by SIMSL to Famous Capital amounted to HK\$1,288,036.65.

Further details of the Acquisition Agreement, the Tenancy Agreement II and the Tenancy Agreement III are set out in the announcements dated 13 February 2018 and 29 March 2018 respectively as well as the circular dated 6 April 2018 all issued by the Company.

**關連交易／持續關連交易／董事
及控股股東於交易、安排或重
要合約中之重大權益(續)**

(3) (續)

根據租賃協議II項下之月租，預期截至二零一九年十二月三十一日止兩個財政年度各年根據租賃協議II項下SIMSL應付權創之最高總額(「租賃協議II項下之年度上限」)分別不超過港幣606,000元及港幣448,000元。截至二零一八年十二月三十一日止年度，SIMSL已付權創租金總額為港幣584,057.29元。

根據租賃協議III項下之月租，預期截至二零一九年十二月三十一日止兩個財政年度各年根據租賃協議III項下SIMSL應付Famous Capital之最高總額(「租賃協議III項下之年度上限」)分別不超過港幣1,337,000元及港幣988,000元。截至二零一八年十二月三十一日止年度，SIMSL已付Famous Capital租金總額為港幣1,288,036.65元。

有關收購協議、租賃協議II及租賃協議III之進一步詳情分別載於本公司刊發日期為二零一八年二月十三日及二零一八年三月二十九日之公佈以及日期為二零一八年四月六日之通函。

**CONNECTED TRANSACTIONS/
CONTINUING CONNECTED
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CONTROLLING SHAREHOLDERS'
MATERIAL INTERESTS IN TRANSACTIONS,
ARRANGEMENTS OR CONTRACTS OF
SIGNIFICANCE (CONTINUED)**

(3) (Continued)

The entering into of the Acquisition Agreement constitutes, inter alia, a connected transaction for the Company under Chapter 14A of the Listing Rules. As certain applicable percentage ratios under the Listing Rules exceed 5% and the consideration of the Acquisition exceeds HK\$10 million, the Acquisition is subject to the reporting, announcement, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Transaction was completed on 4 May 2018 ("Completion"). As Powerful Concept and Famous Capital became indirect wholly-owned subsidiaries of the Company upon Completion, the Tenancy Agreement II and the Tenancy Agreement III constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules. As the largest Annual Cap under the Tenancy Agreement II and the largest Annual Cap under the Tenancy Agreement III in respect of the amounts payable by SIMSL to Powerful Concept and Famous Capital respectively for each of the two financial years ending 31 December 2019, on their own is less than, but on an aggregate basis with the Tenancy Agreement I exceeds, HK\$3,000,000 but all the applicable percentage ratios calculated on an annual basis pursuant to Rule 14.07 of the Listing Rules, on such aggregation, are less than 5%, the Tenancy Agreement II and the Tenancy Agreement III are subject to reporting, announcement and annual review requirements but are exempt from the circular (including independent financial advice) and the independent shareholders' approval requirements pursuant to Rule 14A.76(2) of the Listing Rules.

**關連交易／持續關連交易／董事
及控股股東於交易、安排或重
要合約中之重大權益(續)**

(3) (續)

訂立收購協議根據上市規則第十四A章構成(其中包括)本公司一項關連交易。由於按照上市規則之若干適用百分比率超逾5%及收購事項之代價超逾港幣10,000,000元,根據上市規則第十四A章,收購事項須遵守申報、公佈、通函及獨立股東批准之規定。

該交易於二零一八年五月四日完成(「完成」)。由於權創及Famous Capital於交易完成後成為本公司之間接全資附屬公司,租賃協議II及租賃協議III根據上市規則第十四A章構成本公司之持續關連交易。由於SIMSL於截至二零一九年十二月三十一日止兩個財政年度各年分別應向權創支付金額之最高租賃協議II項下之年度上限和應向Famous Capital支付金額之最高租賃協議III項下之年度上限個別而言低於港幣3,000,000元,但連同租賃協議I合併計算,則高於港幣3,000,000元,惟根據上市規則第14.07條按年計算之所有適用百分比率合併而言低於5%,故租賃協議II及租賃協議III須遵守申報、公佈及年度審閱之規定,惟根據上市規則第14A.76(2)條,則可獲豁免遵守通函(包括獨立財務意見)及獨立股東批准之規定。

**CONNECTED TRANSACTIONS/
CONTINUING CONNECTED
TRANSACTIONS/DIRECTORS' AND
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MATERIAL INTERESTS IN TRANSACTIONS,
ARRANGEMENTS OR CONTRACTS OF
SIGNIFICANCE (CONTINUED)**

**關連交易／持續關連交易／董事
及控股股東於交易、安排或重
要合約中之重大權益(續)**

All INEDs had reviewed the continuing connected transactions disclosed in sub-paragraphs (2) and (3) above and confirmed that the continuing connected transactions have been entered into:

全體獨立非執行董事已審閱上文第(2)及(3)分段所披露之持續關連交易，並確認該等持續關連交易乃按以下各項訂立：

- (a) in the ordinary and usual course of business of the Group;
- (b) on normal commercial terms or better; and
- (c) in accordance with the Tenancy Agreement I, the Tenancy Agreement II and the Tenancy Agreement III governing the continuing connected transactions on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

- (a) 在本集團之日常及一般業務中訂立；
- (b) 按照一般商務條款或更佳條款進行；及
- (c) 依照規管該等持續關連交易之租賃協議 I、租賃協議 II 及租賃協議 III 進行，其條款公平合理，並且符合本公司股東之整體利益。

**CONNECTED TRANSACTIONS/
CONTINUING CONNECTED
TRANSACTIONS/DIRECTORS' AND
CONTROLLING SHAREHOLDERS'
MATERIAL INTERESTS IN TRANSACTIONS,
ARRANGEMENTS OR CONTRACTS OF
SIGNIFICANCE (CONTINUED)**

HLB Hodgson Impey Cheng Limited (“HLB”), the auditors of the Company, were engaged to report on the Group’s continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) “Assurance Engagements other than Audits or Reviews of Historical Financial Information” and with reference to Practice Note 740 “Auditor’s Letter on Continuing Connected Transactions under the Hong Kong Listing Rules” issued by the Hong Kong Institute of Certified Public Accountants. HLB have issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed in sub-paragraphs (2) and (3) above in accordance with Rule 14A.56 of the Listing Rules. A copy of the aforesaid auditors’ letter has been provided by the Company to the Stock Exchange.

Save as disclosed above, no transactions, arrangements or contracts of significance in relation to the Group’s business to which the Company, its parent company or any of its subsidiaries was a party and in which a Director or any entity connected with him/her or a Controlling Shareholder or any of its subsidiaries had a material interest, whether directly or indirectly, subsisted during or at the end of the year.

Details of another connected transaction of the Company during the year which is fully exempt from shareholders’ approval and all disclosure requirements under Chapter 14A of the Listing Rules are set out in note 39(e) to the consolidated financial statements.

**關連交易／持續關連交易／董事
及控股股東於交易、安排或重
要合約中之重大權益(續)**

本公司已委聘其核數師國衛會計師事務所有限公司(「國衛」)根據香港會計師公會頒佈之《香港核證委聘準則第3000號》(經修訂)「審核或審閱過往財務資料以外之核證委聘」,並參照《實務說明》第740號「關於香港《上市規則》所述持續關連交易的核數師函件」就本集團之持續關連交易作出報告。根據上市規則第14A.56條,國衛已就其對上文第(2)及(3)分段所披露之持續關連交易之審查結果和結論,發出載有其無保留意見之函件。本公司已向聯交所提供上述核數師之函件副本。

除上文所披露者外,本公司、其母公司或其任何附屬公司概無就本集團之業務訂立於本年度內任何時間或年終仍然生效,而任何董事或與其有關連實體或控股股東或其任何附屬公司直接或間接擁有重大權益之交易、安排或重要合約。

本公司於本年度內進行之另一項獲全面豁免遵守上市規則第十四A章下股東批准及所有披露規定之關連交易之詳情載於綜合財務報表附註39(e)。

DIRECTORS' INTERESTS IN COMPETING BUSINESS

董事於競爭業務之權益

Mr. Yeung, an executive Director and the Chairman of the Board, has the following interests in the companies listed below whose business may compete or is likely to compete with the Group's property investment business (the "Competing Business") pursuant to the Listing Rules:

執行董事兼董事會主席楊先生於下列公司中擁有以下權益，根據上市規則，該等公司之業務與本集團之物業投資業務(「競爭業務」)或會競爭或可能競爭：

Name of company 公司名稱	Nature of competing business 競爭業務性質	Nature of interest 權益性質
Active Profit Investment Limited	property investment in Hong Kong (commercial building) 香港物業投資(商廈)	director and ultimate beneficial owner 董事及最終實益擁有人
Asia City Holdings Limited 亞城集團有限公司	property investment in Hong Kong (commercial building) 香港物業投資(商廈)	owned as to 50% beneficial interest 實益擁有50%權益
Crownpeak International Investment Limited 冠達國際投資有限公司	property investment in Hong Kong (commercial building) 香港物業投資(商廈)	director and ultimate beneficial owner 董事及最終實益擁有人
Lawman Company Limited 洛文有限公司	property investment in Hong Kong (commercial building) 香港物業投資(商廈)	ultimate beneficial owner 最終實益擁有人
Lucky Hero Limited 雄福有限公司	property investment in Hong Kong (commercial building) 香港物業投資(商廈)	ultimate beneficial owner 最終實益擁有人
Super Genius Investments Limited 超俊投資有限公司	property investment in Hong Kong (commercial building) 香港物業投資(商廈)	ultimate beneficial owner 最終實益擁有人

Report of Directors (Continued)

董事會報告(續)

DIRECTORS' INTERESTS IN COMPETING BUSINESS (CONTINUED)

Since any significant business decision of the Group is to be determined by the Board in which half of the members are INEDs, the Group is capable of carrying on its business independently of, and at arm's length from, the Competing Business.

Save as disclosed above, during the year ended 31 December 2018, none of the Directors was interested in any business, apart from the Group's business, which competes or is likely to compete, either directly or indirectly, with the Group's business, other than those business where the Directors were appointed as directors to represent the interests of the Group.

MANAGEMENT CONTRACTS

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

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES

As at 31 December 2018, the Directors or chief executive of the Company and/or any of their respective associates had the following interests and short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise, notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Listing Rules:

董事於競爭業務之權益(續)

由於本集團任何重大業務決策由董事會決定，而董事會中一半成員為獨立非執行董事，故本集團能按公平原則獨立經營其業務，而不受競爭業務所影響。

除上文所披露者外，截至二零一八年十二月三十一日止年度，除本集團業務外，概無董事於與本集團業務存在或可能存在直接或間接競爭之任何業務擁有權益，惟董事被委任以董事身份代表本集團權益之業務除外。

管理合約

於本年度內，本公司概無訂立或存在任何與本公司之全部或任何重大部份業務之管理及行政有關之合約。

董事及最高行政人員於證券之權益

於二零一八年十二月三十一日，董事或本公司最高行政人員及／或彼等各自之任何聯繫人於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債券中擁有以下記錄於根據證券及期貨條例第352條之規定本公司須予存置之登記冊，或根據上市規則所載上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所之權益及淡倉：

Report of Directors (Continued)
董事會報告(續)

DIRECTORS' AND CHIEF EXECUTIVE'S
INTERESTS IN SECURITIES (CONTINUED)

董事及最高行政人員於證券之
權益(續)

Interest in the shares of the Company ("Share(s)")

於本公司股份(「股份」)之權益

Name of Director 董事姓名	Long position/ Short position 好倉／淡倉	Nature of interest 權益性質	Number of Shares held 所持股份數目	Approximate percentage of issued voting Shares as at 31 December 2018 於二零一八年 十二月三十一日 佔已發行 具投票權股份之 概約百分比 %
Mr. Yeung (Note) 楊先生(附註)	Long position 好倉	Corporate interest 公司權益	3,523,190,987	71.52

Note: Mr. Yeung, an executive Director and the Chairman of the Board, had a corporate interest in 3,523,190,987 Shares by virtue of the interest of the Shares held by Silver Rich Macau Development Limited, which is direct wholly and beneficially owned by Mr. Yeung.

附註：執行董事兼董事會主席楊先生擁有由劭富澳門發展有限公司持有之3,523,190,987股股份之公司權益。劭富澳門發展有限公司乃由楊先生直接全資實益擁有。

Save as disclosed above, as at 31 December 2018, none of the Directors or chief executive of the Company, or their respective associates, had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise, notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零一八年十二月三十一日，董事或本公司最高行政人員或彼等各自之聯繫人概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有任何記錄於根據證券及期貨條例第352條之規定本公司須予存置之登記冊，或根據標準守則須知會本公司及聯交所之權益或淡倉。

SHARE OPTION SCHEME AND DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

The Company adopted a share option scheme on 5 June 2014 (the "Share Option Scheme") for the purpose of providing incentives or rewards to eligible persons for their contribution to the Group or any entity in which any member of the Group holds any equity interest and any subsidiary of such entity ("Invested Entity"). The Share Option Scheme became effective on 10 June 2014 and, unless early termination by the Company in general meeting or by the Board, shall be valid and effective for a period of 10 years from the date of its adoption on 5 June 2014.

Under the Share Option Scheme, the Directors are authorised at their absolute discretion to invite eligible persons to take up options to subscribe for Shares. Eligible persons under the Share Option Scheme include (i) any employee (whether full time or part time and including executive director) of any member(s) of the Group or any Invested Entity; (ii) any non-executive director (including independent non-executive director) of any member of the Group or any Invested Entity; (iii) any consultant, adviser or agent engaged by any member of the Group or any Invested Entity, who is eligible to participate in a share option scheme of the Company; and (iv) any vendor, supplier of goods or services or customer of or to any member of the Group or any Invested Entity, who is eligible to participate in a share option scheme of the Company.

There is no provision in the Share Option Scheme to require a grantee to fulfill any performance target or to hold the option for a certain period before exercising the option, but the Board may at its absolute discretion from time to time provide such requirements in the offer of grant of options.

購股權計劃及董事購入股份或債券之權利

本公司於二零一四年六月五日採納一項購股權計劃(「購股權計劃」)，旨在提供激勵或獎勵予對本集團或本集團任何成員公司持有任何股權之任何實體以及該實體之任何附屬公司(「投資實體」)作出貢獻之合資格人士。購股權計劃於二零一四年六月十日生效，並將自採納日期二零一四年六月五日起持續有效十年，惟可由本公司於股東大會或由董事會提早終止。

根據購股權計劃，董事獲授權可全權酌情邀請合資格人士接納購股權以認購股份。購股權計劃之合資格人士包括(i)本集團任何成員公司或任何投資實體之任何僱員(不論全職或兼職，並包括執行董事)；(ii)本集團任何成員公司或任何投資實體之任何非執行董事(包括獨立非執行董事)；(iii)本集團任何成員公司或任何投資實體所委聘且合資格參與本公司購股權計劃之任何顧問、專家顧問或代理；及(iv)本集團任何成員公司或任何投資實體合資格參與本公司購股權計劃之任何賣家、產品或服務供應商或客戶。

購股權計劃內並無條文規定承授人在行使購股權前須達致任何表現目標，亦無規定其在行使購股權前須持有該購股權的若干時限，但董事會可不時全權酌情決定於授出購股權之要約中附加該等規定。

SHARE OPTION SCHEME AND DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES (CONTINUED)

The maximum number of Shares available for issue under options which may be granted under the Share Option Scheme and any other share option scheme(s) of the Company is 492,649,119 Shares (being not more than 10% of the total number of Shares in issue as at the date of adoption of the Share Option Scheme (the "Scheme Limit")), representing approximately 10% of the total number of Shares in issue as at the date of this annual report.

The Company may seek approval of its shareholders in general meeting for refreshing the Scheme Limit save that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company under the Scheme Limit so refreshed shall not exceed 10% of the total number of Shares in issue as at the date of such approval (the "New Scheme Limit"). Options previously granted under the Share Option Scheme and any other share option scheme(s) of the Company (including those outstanding, cancelled, lapsed in accordance with the respective provisions of the scheme(s) of the Company or exercised options) will not be counted for the purpose of calculating the New Scheme Limit.

Notwithstanding aforesaid in above, the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company must not exceed 30% of the total number of Shares in issue from time to time.

購股權計劃及董事購入股份或債券之權利(續)

根據購股權計劃及本公司任何其他購股權計劃可授出之購股權項下可予發行之股份最高數目為492,649,119股(即不超過於購股權計劃採納當日已發行股份總數之10%(「計劃上限」)),相當於本年報日期已發行股份總數約10%。

本公司可於股東大會上尋求其股東批准更新計劃上限,惟在計劃上限更新後,因根據購股權計劃及本公司任何其他購股權計劃將予授出之全部購股權獲行使而可予發行之股份總數,不得超過批准更新計劃上限當日已發行股份總數之10%(「新計劃上限」)。就計算新計劃上限而言,先前根據購股權計劃及本公司任何其他購股權計劃已授出之購股權(包括按照本公司相關計劃條文尚未行使、已註銷、已失效或已行使之購股權)將不會計算在內。

儘管如前文所述,因根據購股權計劃及本公司任何其他購股權計劃授出且尚未行使之全部在外流通購股權獲行使而可予發行之股份最高數目,不得超過不時已發行股份總數之30%。

SHARE OPTION SCHEME AND DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES (CONTINUED)

The total number of Shares issued and to be issued upon exercise of the options granted and to be granted under the Share Option Scheme or any other share option scheme(s) adopted by the Company (whether exercised, cancelled or outstanding) to each eligible person in any 12-month period up to and including the date of offer shall not exceed 1% of the total number of Shares in issue on the date of offer, unless such grant is approved by the shareholders of the Company in general meeting at which such eligible person and his or her associates shall abstain from voting.

The exercise price in respect of any option granted under the Share Option Scheme shall be a price determined by the Board in its absolute discretion but in any event shall not be less than the highest of (i) the closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange on the date of offer of the option, which must be a business day; (ii) the average closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the date on which the option is offered; and (iii) the nominal value of a Share.

The offer of a grant of share option must be accepted not later than 28 days after the date of offer, upon payment of a consideration of HK\$1 by the grantee. The exercise period of the share option granted is determined by the Board, save that such period shall not exceed a period of 10 years commencing on the date upon which the share option is granted.

No share options had been granted under the Share Option Scheme since its adoption and up to 31 December 2018.

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

購股權計劃及董事購入股份或債券之權利(續)

於任何截至並包括要約日期止十二個月期間，因每名合資格人士根據購股權計劃或本公司所採納之任何其他購股權計劃已授出及將授出之購股權(不論為已行使、已註銷或未行使)獲行使而已發行及將發行之股份總數，不得超過於要約日期當日已發行股份總數之1%，惟本公司股東已於股東大會上批准授出有關購股權，且有關合資格人士及其聯繫人已於有關會議上放棄表決，則屬例外。

根據購股權計劃授出之任何購股權之行使價將由董事會全權酌情決定，惟在任何情況下不得低於以下三者中之最高者：(i) 股份於購股權要約日期(必須為營業日)在聯交所每日報價表所報之收市價；(ii) 股份於緊接購股權要約日期前五個營業日在聯交所每日報價表所報之平均收市價；及(iii) 股份之面值。

授出購股權之要約最遲須於要約日期後二十八日內由承授人透過支付港幣1元之代價接納。所授購股權之行使期由董事會釐定，惟該期間自購股權獲授出當日起計不得超過十年。

自採納購股權計劃以來及截至二零一八年十二月三十一日止，概無根據購股權計劃授出任何購股權。

本公司或其任何附屬公司於本年度內任何時間概無訂立任何安排，致使董事可透過購買本公司或任何其他法人團體之股份或債券而從中獲取利益。

EQUITY-LINKED AGREEMENTS

Other than the Share Option Scheme as disclosed above, no equity-linked agreements which will or may result in the Company issuing Shares or which require the Company to enter into any agreements that will or may result in the Company issuing Shares were entered into by the Company during the year or subsisted at the end of the year.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES

As at 31 December 2018, the following persons (other than a Director or chief executive of the Company) had, or were deemed or taken to have, interests or short positions in the Shares and underlying Shares as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

Interest in the Shares

Name of substantial shareholder 主要股東名稱/姓名	Long position/ Short position 好倉/淡倉	Capacity 身份	Number of Shares held 所持股份數目	Approximate percentage of issued voting Shares as at 31 December 2018 於二零一八年 十二月三十一日 佔已發行具投票權 股份之概約百分比 %
Silver Rich Macau Development Limited 劭富澳門發展有限公司	Long position 好倉	Beneficial owner 實益擁有人	3,523,190,987	71.52
Ms. Liu Siu Lam, Marian (Note) 廖小琳女士(附註)	Long position 好倉	Interest of spouse 配偶權益	3,523,190,987	71.52

Note: Ms. Liu Siu Lam, Marian, being the spouse of Mr. Yeung, was deemed to be interested in 3,523,190,987 Shares in which Mr. Yeung had a corporate interest.

股票掛鈎協議

除上文所披露之購股權計劃外，本公司概無訂立於本年度內任何時間或年終仍然生效之股票掛鈎協議，而將會或可能導致本公司發行股份，或規定本公司訂立將會或可能導致本公司發行股份之任何協議。

主要股東於證券之權益

於二零一八年十二月三十一日，下列人士（董事或本公司最高行政人員除外）於股份及相關股份中擁有或被視為或當作擁以下記錄於根據證券及期貨條例第336條之規定而本公司須予存置之登記冊之權益或淡倉：

股份權益

附註：廖小琳女士（楊先生之配偶）被視為擁有由楊先生擁有公司權益之3,523,190,987股股份之權益。

Report of Directors (Continued) 董事會報告(續)

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES (CONTINUED)

Save as disclosed above, as at 31 December 2018, no other person (other than a Director or chief executive of the Company) had, or was deemed or taken to have, an interest or short position in the Shares and underlying Shares which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

DISCLOSURE UNDER RULES 13.20 AND 13.22 OF THE LISTING RULES

Based on the disclosure obligations under Rules 13.20 and 13.22 of the Listing Rules, the financial assistance, which was made by the Group by way of the shareholder's loans provided by World Fortune Limited ("World Fortune", an indirect wholly-owned subsidiary of the Company), and a corporate guarantee given by the Company in respect of the payment obligation of Pier 16 – Property Development Limited ("Pier 16 – Property Development", a 49% owned associate of World Fortune) under the loan facilities granted to Pier 16 – Property Development in the aggregate amounts of HK\$735 million and MOP273 million (the "Financial Assistance"), continued to exist as at 31 December 2018. Pier 16 – Property Development is principally engaged in the investment, development and, through its subsidiaries, operating Ponte 16, a world-class integrated casino-entertainment resort located in Macau. The Financial Assistance is mainly used for the development and operations of Ponte 16.

The amounts of the Financial Assistance as at 31 December 2018 were set out below:

主要股東於證券之權益(續)

除上文所披露者外，於二零一八年十二月三十一日，概無其他人士(董事或本公司最高行政人員除外)於股份及相關股份中擁有或被視為或當作擁有任何記錄於根據證券及期貨條例第336條之規定本公司須予存置之登記冊之權益或淡倉。

根據上市規則第13.20條及 第13.22條作出之披露

根據上市規則第13.20條及第13.22條須作出之披露責任，於二零一八年十二月三十一日，本集團須根據授予十六浦物業發展股份有限公司(「十六浦物業發展」，為世兆有限公司(「世兆」，本公司之一間間接全資附屬公司)擁有49%股權之聯營公司)之貸款融資總額港幣735,000,000元及273,000,000澳門元(「財務資助」)，繼續向十六浦物業發展提供財務資助。財務資助以世兆提供之股東貸款及本公司就十六浦物業發展付款責任發出企業擔保之方式作出。十六浦物業發展之主要業務為投資、發展及透過其附屬公司經營十六浦。十六浦為一個位於澳門之世界級綜合娛樂場度假村。財務資助主要用作發展及經營十六浦。

財務資助於二零一八年十二月三十一日之金額載列如下：

Name of associate 聯營公司名稱	Shareholder's loans 股東貸款 HK\$ million 港幣百萬元	Corporate Guarantee 企業擔保 HK\$ million 港幣百萬元	Aggregate financial assistance 財務資助總額 HK\$ million 港幣百萬元
Pier 16 – Property Development 十六浦物業發展	317	490	807

DISCLOSURE UNDER RULES 13.20 AND 13.22 OF THE LISTING RULES (CONTINUED)

The shareholder's loans provided by World Fortune are unsecured, interest-free and have no fixed terms of repayment.

Further details are set out in notes 19 and 38 to the consolidated financial statements.

Set out below is a consolidated balance sheet of Pier 16 – Property Development and the Group's attributable interests in this associate according to its audited consolidated financial statements for the year ended 31 December 2018:

		Consolidated balance sheet	Group's attributable interests
		綜合資產負債表	本集團應佔權益
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Non-current assets	非流動資產	729,513	357,461
Current assets	流動資產	461,884	226,323
Current liabilities	流動負債	(463,306)	(227,020)
Non-current liabilities	非流動負債	(829,003)	(406,211)

CONVERTIBLE SECURITIES, OPTIONS, WARRANTS OR SIMILAR RIGHTS

The Company had no outstanding convertible securities, options, warrants or other similar rights as at 31 December 2018.

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

During the year ended 31 December 2018, there was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the listed securities of the Company.

根據上市規則第13.20條及第13.22條作出之披露(續)

由世兆提供之股東貸款為無抵押、免息及無固定還款期。

進一步資料載列於綜合財務報表附註19及38。

以下所載為十六浦物業發展之綜合資產負債表及本集團應佔該聯營公司之權益，此乃按照十六浦物業發展截至二零一八年十二月三十一日止年度之經審核綜合財務報表編製：

可換股證券、購股權、認股權證或類似權利

本公司於二零一八年十二月三十一日概無未行使之可換股證券、購股權、認股權證或其他類似權利。

購買、出售或贖回本公司上市證券

於截至二零一八年十二月三十一日止年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

Report of Directors (Continued) 董事會報告(續)

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the five largest customers of the Group accounted for approximately 39% of total revenue of the Group, of which the largest customer accounted for approximately 12% and the five largest suppliers of the Group accounted for approximately 84% of total purchases of the Group, of which the largest supplier accounted for approximately 84%.

None of the Directors or any of their respective close associates or any shareholders (which, to the best knowledge of the Directors, owns more than 5% of the number of issued shares of the Company) had any beneficial interest in the above five largest customers or five largest suppliers.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the By-laws and there is no restriction against such rights under the laws of Bermuda, which would oblige the Company to offer new Shares on a pro-rata basis to its existing shareholders.

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this report, the Company has maintained a sufficient public float as prescribed under the Listing Rules, based on the information that is publicly available to the Company and within the knowledge of the Directors.

主要客戶及供應商

於本年度內，本集團之五大客戶佔本集團之總收益約39%，其中最大客戶約佔12%；而本集團之五大供應商佔本集團之購貨總額約84%，其中最大供應商約佔84%。

概無董事、彼等各自之任何緊密聯繫人或任何據董事所深知擁有本公司已發行股份數目5%以上之股東，於上述五大客戶或五大供應商中擁有任何實益權益。

優先購買權

公司細則下概無優先購買權條文，百慕達法例下亦無對有關權利作出任何限制，規定本公司須按比例向其現有股東提呈發售任何新股份。

足夠公眾持股量

於本報告日期，根據本公司從公開途徑所得之資料及據董事所知，本公司一直維持上市規則所規定之足夠公眾持股量。

EMOLUMENT POLICY

The remuneration committee (the “Remuneration Committee”) of the Board is responsible for determining the remuneration packages of individual executive Directors and senior management of the Company (“Senior Management”). Besides, the Remuneration Committee makes recommendations to the Board for its determination on the remuneration of the NED and all INEDs. Factors which include, inter alia, salaries paid by comparable companies, qualifications, experience, time commitment and responsibilities of the Directors and the Senior Management as well as prevailing market condition are considered by the Remuneration Committee for determining/making proposals on remuneration of the relevant Directors and Senior Management.

The remuneration packages of employees of the Group (other than the executive Directors and the Senior Management) are determined and reviewed periodically on the basis of their respective qualifications, experience, responsibilities and performance as well as prevailing market condition. In addition to salaries, the Company offers staff benefits which include medical insurance and retirement benefits under the Mandatory Provident Fund Scheme. The Group also operates a share option scheme pursuant to which share options might be granted as a long-term incentive to its directors and employees.

RETIREMENT BENEFIT SCHEME

Details of the retirement benefit scheme of the Group are set out in note 34 to the consolidated financial statements.

CORPORATE GOVERNANCE

The Company has published its Corporate Governance Report, details of which are set out on pages 34 to 58 of this annual report.

薪酬政策

董事會轄下之薪酬委員會(「薪酬委員會」)負責釐定各執行董事及本公司高級管理人員(「高級管理人員」)之薪酬待遇。此外，薪酬委員會就董事會釐定非執行董事及全體獨立非執行董事之薪酬向董事會作出推薦建議。薪酬委員會於釐定／建議相關董事及高級管理人員之薪酬時考慮之因素包括(其中包括)可予比較公司所付之薪金水平、董事及高級管理人員之資歷、經驗、付出之時間、職責以及現時市場情況等。

除執行董事及高級管理人員外，本集團僱員之薪酬待遇乃根據彼等各自之資歷、經驗、職責與表現以及現時市場情況而釐定，並會定期作出檢討。除薪金外，本公司所提供之員工福利包括醫療保險及根據強制性公積金計劃規定之退休福利。本集團亦設有購股權計劃，可據此向其董事及僱員授出購股權以作長期獎勵。

退休福利計劃

本集團之退休福利計劃詳情載於綜合財務報表附註34。

企業管治

本公司已刊發其企業管治報告，詳情載於本年報第34至第58頁。

Report of Directors (*Continued*) 董事會報告(續)

AUDITORS

The consolidated financial statements of the Group for the year ended 31 December 2018 have been audited by HLB, who shall retire at the 2019 AGM and, being eligible, will offer themselves for re-appointment.

On behalf of the Board
Yeung Hoi Sing, Sonny
Chairman

Hong Kong, 28 March 2019

核數師

本集團截至二零一八年十二月三十一日止年度之綜合財務報表經由國衛審核，其將於二零一九年股東週年大會上退任，惟其符合資格並願意獲重新委任。

代表董事會
主席
楊海成

香港，二零一九年三月二十八日

Biographical Details of Directors and Senior Management

董事及高級管理人員簡介

DIRECTORS

Executive Directors

Mr. Yeung Hoi Sing, Sonny, aged 64, joined the Group in 2003. He is an executive director of the Company and the Chairman of the board of directors (the “Board”) of the Company as well as a director of the subsidiaries of the Company. He is also the chairman of the nomination committee (the “Nomination Committee”) and the executive committee (the “Executive Committee”) of the Board, and a member of the remuneration committee (the “Remuneration Committee”) of the Board. Mr. Yeung is responsible for the overall corporate planning and business development of the Group. He was a member of the Eighth to Eleventh National Committee of the Chinese People’s Political Consultative Conference and has over 35 years of experience in finance industry in Hong Kong. Prior to joining the Group, Mr. Yeung held managerial roles in several financial service sectors such as leveraged foreign exchange trading, and securities and futures brokerage. He is presently the sole beneficial owner of Success Securities Limited (“Success Securities”), which is a licensed corporation under the Securities and Futures Ordinance as well as a participant of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), principally engaged in the provision of securities brokerage services. Mr. Yeung has private investments in certain properties and real estate development. He is also the sole beneficial owner and a director of Silver Rich Macau Development Limited, being a controlling shareholder of the Company. Mr. Yeung is the uncle of Dr. Ma Ho Man, Hoffman, an executive director of the Company and the Deputy Chairman of the Board.

董事

執行董事

楊海成先生，64歲，於二零零三年加盟本集團。彼為本公司之執行董事兼本公司董事會（「董事會」）主席以及本公司附屬公司之董事，彼亦出任董事會轄下之提名委員會（「提名委員會」）及執行委員會（「執行委員會」）之主席，並出任董事會轄下之薪酬委員會（「薪酬委員會」）之成員。楊先生負責本集團之整體企業規劃及業務發展工作。彼為第八至十一屆中國人民政治協商會議全國委員會委員，並於香港金融業累積逾35年經驗。在加盟本集團前，楊先生擔任槓桿外匯買賣、證券及期貨經紀等金融服務業務之管理角色。彼現時為實德證券有限公司（「實德證券」）之唯一實益擁有人，該公司為一間根據證券及期貨條例註冊之持牌法團及香港聯合交易所有限公司（「聯交所」）之參與者，主要從事提供證券經紀服務。楊先生擁有若干物業及房地產發展之私人投資。彼亦為劭富澳門發展有限公司之唯一實益擁有人及董事，該公司為本公司之控股股東。楊先生為本公司執行董事兼董事會副主席馬浩文博士之舅父。

Biographical Details of Directors and Senior Management (Continued) 董事及高級管理人員簡介(續)

DIRECTORS (CONTINUED)

Executive Directors (continued)

Dr. Ma Ho Man, Hoffman, aged 45, joined the Group in 2005. He is an executive director of the Company and the Deputy Chairman of the Board as well as a director of the subsidiaries of the Company. Dr. Ma is also a member of the Executive Committee. He is responsible for implementing the Company's strategies regarding the business development of the Group as well as managing the Group's business and operations. Dr. Ma has over 22 years of experience in the financial industry and years of managerial experience. He joined Success Securities, which is beneficially wholly-owned by Mr. Yeung Hoi Sing, Sonny ("Mr. Yeung"), being the Chairman of the Board and an executive director as well as a controlling shareholder of the Company, in 2000. He has been a director of Success Securities since November 2008 and is responsible for overseeing its marketing affairs. Dr. Ma is presently a member of the National Committee of the Chinese People's Political Consultative Conference (the "CPPCC") and a Standing Committee member of the CPPCC Chongqing Committee. He was awarded the Bronze Bauhinia Star by the Government of the Hong Kong Special Administrative Region in 2018. Besides, Dr. Ma was awarded Fellowship by Canadian Chartered Institute of Business Administration and Honorary Doctorate of Management by Lincoln University in 2009 and 2010 respectively. He is the nephew of Mr. Yeung.

董事(續)

執行董事(續)

馬浩文博士，45歲，於二零零五年加盟本集團。彼為本公司之執行董事兼董事會副主席以及本公司附屬公司之董事。馬博士亦出任執行委員會之成員，彼負責執行就本集團之業務發展所制訂之本公司策略，以及管理本集團之業務及營運事宜。馬博士於金融業積逾22年經驗，在管理方面亦擁有多年經驗。彼於二零零零年加入實德證券(該公司由董事會主席兼本公司之執行董事及控股股東楊海成先生(「楊先生」)實益全資擁有)。彼自二零零八年十一月起出任實德證券之董事一職，並負責監督該公司之市場推廣事務。馬博士現擔任中國人民政治協商會議(「政協」)全國委員會委員，亦為政協重慶市委員會常務委員。彼於二零一八年獲香港特別行政區政府頒授銅紫荊星章。此外，馬博士分別於二零零九年及二零一零年獲加拿大特許管理學院頒授院士名銜及獲林肯大學頒授榮譽管理博士名銜。彼為楊先生之外甥。

Biographical Details of Directors and Senior Management (Continued)

董事及高級管理人員簡介(續)

DIRECTORS (CONTINUED)

Non-executive Director

Mr. Choi Kin Pui, Russelle, aged 64, joined the Group in 2003. He is a non-executive director of the Company as well as a member of the audit committee (the "Audit Committee") of the Board, the Remuneration Committee and the Nomination Committee. Mr. Choi graduated from St. Pius X High School in 1976. He has over 25 years of management experience in the telecommunication industry in Hong Kong, the United States of America (the "US") and the People's Republic of China (the "PRC"). Mr. Choi established Elephant Talk Limited in 1994, a wholly-owned subsidiary of Elephant Talk Communications Inc. ("ETCI"). ETCI was an American corporation whose securities were quoted on the Over-The-Counter Bulletin Board in the US and engaged in the provision of telecommunications services in Hong Kong and the US. Mr. Choi was a director of ETCI from 2002 to 2008 as well as the president and the chief executive officer of ETCI from 2002 to 2006 and was responsible for the planning of the overall strategy of ETCI. He also served as the chairman of ET Network Services Limited (now known as Guangdong Ming Ying Financial Leasing Co Limited), a Hong Kong company engaged in the provision of internet access and outsourcing services in the PRC and Hong Kong. Mr. Choi is presently a non-executive independent director of Wealthbridge Acquisition Limited, a company whose securities are listed on the NASDAQ Capital Market in the US.

董事(續)

非執行董事

蔡健培先生，64歲，於二零零三年加盟本集團。彼為本公司之非執行董事，並出任董事會轄下之審核委員會(「審核委員會」)、薪酬委員會及提名委員會之成員。蔡先生於一九七六年畢業於St. Pius X High School。彼於香港、美利堅合眾國(「美國」)及中華人民共和國(「中國」)電訊業擁有逾25年之管理經驗。蔡先生於一九九四年成立廣像電訊有限公司，該公司為Elephant Talk Communications Inc. (「ETCI」)之全資附屬公司。ETCI過去為一間美國公司，其證券曾於美國場外電子交易板掛牌，並曾在香港及美國提供電訊服務。蔡先生曾於二零零二年至二零零八年出任ETCI之董事一職，以及於二零零二年至二零零六年擔任ETCI之主席兼行政總裁，負責規劃ETCI之整體策略。彼亦曾擔任廣像網絡服務有限公司(現稱廣東民盈融資租賃有限公司)(一間曾於中國及香港從事提供連接互聯網及外判服務之香港公司)之主席。蔡先生現為Wealthbridge Acquisition Limited(該公司之證券於美國納斯達克資本市場上市)之非執行獨立董事。

Biographical Details of Directors and Senior Management (Continued) 董事及高級管理人員簡介(續)

DIRECTORS (CONTINUED)

Independent Non-executive Directors

Ms. Yeung Mo Sheung, Ann, aged 54, joined the Group in 2004. She is an independent non-executive director of the Company. She is also the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee. Ms. Yeung holds a Bachelor degree of Retail Marketing with honours in the United Kingdom and a Diploma in Marketing from The Chartered Institute of Marketing. She pursued her further study on legal course and was awarded a Diploma in Legal Practice in the United Kingdom in 1998. Ms. Yeung has over 20 years of experience in legal field and is presently a consultant of Messrs. Fung & Fung, Solicitors, a legal firm in Hong Kong. She is also an independent non-executive director of Merdeka Financial Services Group Limited and E Lighting Group Holdings Limited, the issued shares of the said companies are listed on the Growth Enterprise Market of the Stock Exchange. Ms. Yeung was an independent non-executive director of Trillion Grand Corporate Company Limited (now known as hmvod Limited), a company whose issued shares are listed on the Growth Enterprise Market of the Stock Exchange.

Mr. Chin Wing Lok, Ambrose, aged 54, joined the Group in 2012. He is an independent non-executive director of the Company. He is also the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee. Mr. Chin is a certified public accountant (practising) and a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of The Association of Chartered Certified Accountants, The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators as well as a certified tax adviser and a fellow member of The Taxation Institute of Hong Kong. He has over 32 years of experience in auditing, accounting and taxation. Mr. Chin is presently the sole practitioner of CNT & Co., Certified Public Accountants.

董事(續)

獨立非執行董事

楊慕嫦女士，54歲，於二零零四年加盟本集團。彼為本公司之獨立非執行董事，彼亦出任薪酬委員會之主席，並出任審核委員會及提名委員會之成員。楊女士於英國持有零售市場學榮譽學士學位，及英國特許市場學學會之市場學文憑。彼其後於一九九八年在英國進修法律課程並獲頒執業律師法律實務文憑。楊女士於法律界積逾20年經驗，現為馮霄，馮國基律師行(一間香港律師行)之顧問律師。彼亦為萬德金融服務集團有限公司*及壹照明集團控股有限公司(上述公司之已發行股份均於聯交所創業板上市)之獨立非執行董事。楊女士曾出任萬泰企業股份有限公司(現稱hmvod視頻有限公司)(該公司之已發行股份於聯交所創業板上市)之獨立非執行董事。

錢永樂先生，54歲，於二零一二年加盟本集團。彼為本公司之獨立非執行董事，彼亦出任審核委員會之主席，並出任薪酬委員會及提名委員會之成員。錢先生為香港會計師公會之執業會計師及資深會員、英國特許公認會計師公會、香港特許秘書公會及英國特許秘書及行政人員公會之資深會員，以及香港稅務學會之註冊稅務師及資深會員。彼於審核、會計及稅務積逾32年經驗。錢先生現為栢德會計師事務所之獨營執業者。

* 僅供識別

Biographical Details of Directors and Senior Management (Continued)

董事及高級管理人員簡介(續)

DIRECTORS (CONTINUED)

Independent Non-executive Directors (continued)

Mr. Chong Ming Yu, aged 45, joined the Group in 2014. He is an independent non-executive director of the Company as well as a member of the Audit Committee, the Remuneration Committee and the Nomination Committee. Mr. Chong holds a Bachelor degree of Laws and a Postgraduate Certificate in Laws from City University of Hong Kong. He has been admitted as a practising solicitor since January 1999, with focus on the field of conveyancing, civil litigation and commercial. Mr. Chong has over 22 years of experience in legal field and is presently a consultant to Messrs. Kong & Tang, Solicitors, a legal firm in Hong Kong.

SENIOR MANAGEMENT

Company Secretary

Ms. Chiu Nam Ying, Agnes, aged 45, joined the Group in 2003. She is the company secretary of the Company and is responsible for overseeing all legal matters of the Group. Ms. Chiu is a qualified solicitor and an associate member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. She holds a Master degree of Laws from The University of Sheffield, United Kingdom. Before joining the Group, Ms. Chiu was a practising solicitor in a local law firm and possessed experience in banking and finance as well as property related matters.

Financial Controller

Mr. Wong Chi Keung, Alvin, aged 56, joined the Group as the financial controller in 2008 until 2015 and rejoined the Group in 2018. He is the financial controller of the Group and is responsible for financial and accounting matters of the Group. Mr. Wong is a fellow member of the Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants as well as an associate member of The Chartered Institute of Management Accountants. He has over 31 years of experience in accounting and corporate finance gained in entertainment and travel-related, property development, construction and manufacturing companies.

董事(續)

獨立非執行董事(續)

莊名裕先生，45歲，於二零一四年加盟本集團。彼為本公司之獨立非執行董事，並出任審核委員會、薪酬委員會及提名委員會之成員。莊先生持有香港城市大學法律學學士學位及法學專業證書。彼自一九九九年一月起獲認許為執業律師，專門處理物業轉易、民事訴訟及商業事宜。莊先生於法律界積逾22年經驗，現為江鄧律師行(一間香港律師行)之顧問律師。

高級管理人員

公司秘書

趙藍英女士，45歲，於二零零三年加盟本集團。彼為本公司之公司秘書，並負責監督本集團之法律事宜。趙女士為合資格律師，並為香港特許秘書公會及英國特許秘書及行政人員公會之會員。彼持有英國The University of Sheffield頒發之法學碩士學位。於加盟本集團前，趙女士一直在本地一間律師事務所擔任執業律師，並於銀行、財務及物業相關事宜上擁有經驗。

財務總監

王志強先生，56歲，於二零零八年加盟本集團出任財務總監一職直至二零一五年，並於二零一八年重新加盟本集團。彼為本集團之財務總監，負責本集團之財務及會計事宜。王先生為香港會計師公會及英國特許公認會計師公會之資深會員，以及英國特許管理會計師公會會員。彼於娛樂及旅遊相關、物業發展、建築及製造等行業之公司積逾31年會計及企業財務經驗。

Independent Auditors' Report

獨立核數師報告



國衛會計師事務所有限公司
Hodgson Impey Cheng Limited

31/F, Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

香港
中環
畢打街11號
置地廣場
告羅士打大廈31樓

**TO THE SHAREHOLDERS OF
SUCCESS UNIVERSE GROUP LIMITED**
(Incorporated in Bermuda with limited liability)

致實德環球有限公司各股東

(於百慕達註冊成立之有限公司)

OPINION

意見

We have audited the consolidated financial statements of Success Universe Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 114 to 310, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss, 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 notes to the consolidated financial statements, including a summary of significant accounting policies.

本核數師(以下簡稱「我們」)已審計列載於第114至第310頁的實德環球有限公司(以下簡稱「貴公司」)及其附屬公司(統稱為「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一八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表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了貴集團於二零一八年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditors’ Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於 貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

關鍵審計事項

關鍵審計事項是根據我們專業判斷，認為對本期綜合財務報表之審計最為重要之事項。這些事項於我們審計整體綜合財務報表及出具意見時進行處理。我們不會對這些事項提供單獨意見。

Independent Auditors' Report (Continued) 獨立核數師報告(續)

KEY AUDIT MATTERS (CONTINUED)

Valuation of Investment Properties

Refer to Note 18 to the consolidated financial statements.

The key audit matter 關鍵審計事項

The Group's investment properties measured at fair value amounted to approximately HK\$443,600,000 as at 31 December 2018 and there was a revaluation gain of approximately HK\$27,300,000 for the year then ended. The fair value was determined by the Group with reference to the valuations performed by independent professional valuers (the "valuers") engaged by the Group.

於二零一八年十二月三十一日，貴集團按公平值計量的投資物業為港幣443,600,000元，而截至該日止年度的重估收益約為港幣27,300,000元。有關公平值乃由貴集團參考貴集團委聘的獨立專業估值師(「估值師」)進行的估值而釐定。

The valuations of investment properties involved significant judgements and estimates including: 投資物業估值涉及重大判斷及估計，包括：

- The determination of valuation techniques, which is using combination of income capitalisation method and direct comparison method of each property;
估值方法的確定，各物業採用合併收入資本化法及直接比較法；
- The section of different inputs in the valuation modes.
在多種估值模式下選擇不同的輸入值。

Considering the significance of judgements, estimates and the financial impacts of the valuations, we paid specific attention to this matter in our audit. 考慮到判斷及估計之重要性及估值之財務影響，我們於審核工作中對該事宜給予特別關注。

關鍵審計事項(續)

投資物業之估值

請參閱綜合財務報表附註18。

How the matter was addressed in our audit 我們進行審計時處理該事項之方法

Our procedures in relation to management's valuation of investment properties included: 我們就管理層對投資物業之估值開展之程序包括：

- Evaluation the competency, capability and objectivity of the independent professional external valuers.
評估獨立專業外部估值師之資格、能力及客觀性。
- Assessing the appropriateness of valuation methodology, key assumptions and estimates used based our knowledge of the property industry and using our valuation experts.
依據我們對物業行業的知識並透過我們的估值專家，評估所採用的估值方法、關鍵假設及估計的恰當性。
- Checking, on a sampling basis, the accuracy and relevance of the input data used.
運用抽樣方法，檢查所採用的輸入數據的準確性和相關性。

We found the key assumptions were supported by the available evidence. The fair market rents were supported by recent renewals and in line with our expectation. We found the disclosures in Note 18 to be appropriate.

我們發現，關鍵假設與所獲證據相符。公平市場租金與近期續訂及我們預期一致。我們認為附註18所作披露屬適當。

Independent Auditors' Report (Continued)
獨立核數師報告(續)

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項(續)

Impairment Assessment of Interests in Associates

於聯營公司之權益之減值評估

Refer to Note 19 to the consolidated financial statements.

請參閱綜合財務報表附註19。

The Key Audit Matter

How the matter was addressed in our audit

關鍵審計事項

我們進行審計時處理該事項之方法

The interests in associates is accounted for under the equity method. As at 31 December 2018, the interests in associates amounted to approximately HK\$605,074,000, including goodwill of approximately HK\$19,409,000, and the related profit on share of results of associates for the year ended 31 December 2018 was approximately HK\$68,110,000.

於聯營公司之權益採用權益法列賬。於二零一八年十二月三十一日，於聯營公司之權益(包括商譽約港幣19,409,000元)約為港幣605,074,000元，而截至二零一八年十二月三十一日止年度，相關應佔聯營公司業績的溢利約為港幣68,110,000元。

Our procedures in relation to the management's impairment assessment of interests in associates included:

我們就管理層對於聯營公司之權益減值評估開展之程序包括：

- Evaluating the competency, capabilities and objectivity of the independent professional external valuer.
評估獨立專業外部估值師之資格、能力及客觀性。

Independent Auditors' Report (Continued) 獨立核數師報告(續)

KEY AUDIT MATTERS (CONTINUED)

Impairment Assessment of Interests in Associates (Continued)

The Key Audit Matter 關鍵審計事項

The management performed impairment assessment of interests in associates with the use of valuation performed by an independent professional external valuer based on the value in use calculation. The valuation requires the application of significant judgement and estimation by the management in determining the appropriate valuation methodology to be used, use of subjective assumptions and various unobservable inputs.

管理層已就聯營公司之權益進行減值評估並使用獨立專業外部估值師根據使用價值計算得出的估值。估值要求管理層於釐定將予使用之適當估值方法、主觀假設及各類不可觀察輸入數據之使用時運用重大判斷及估計。

關鍵審計事項(續)

於聯營公司之權益之減值評估(續)

How the matter was addressed in our audit 我們進行審計時處理該事項之方法

- Assessing the valuation methodology, key assumptions and estimates used against our knowledge of the business and industry.
比對我們對相關業務及行業的知識，評估所採用的估值方法、關鍵假設及估計。
- Assessing the appropriateness of valuation methodology, key assumptions and estimates used based on our knowledge of the business and using our valuation experts.
依據我們對相關業務的知識並透過我們的估值專家，評估所採用的估值方法、關鍵假設及估計的恰當性。
- Challenging the reasonableness of key assumptions used based on our knowledge of the business and industry.
依據我們對該業務和行業的知識，質疑關鍵假設的合理性。
- Checking, on a sampling basis, the accuracy and relevance of the input data used.
運用抽樣方法，檢查所採用的輸入數據的準確性和相關性。

We found that the assumptions made by the management in relation to the value in use calculations to be reasonable based on available evidence. We found the disclosures in Note 19 to be appropriate.

根據所得證據，我們認為管理層就使用價值計算作出之假設屬合理。我們認為附註19所作之披露屬適當。

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditors' report thereon ("Other Information").

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

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

其他信息

董事需對其他信息負責。其他信息包括刊載於年度報告內的信息，但不包括綜合財務報表及我們的核數師報告。

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

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

Independent Auditors' Report (Continued) 獨立核數師報告(續)

RESPONSIBILITIES OF THE DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 90 of 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. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

董事及審核委員會就綜合財務 報表須承擔的責任

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需的內部監控負責。

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

審核委員會須負責監督貴集團的財務報告過程。

核數師就審計綜合財務報表承 擔的責任

我們的目標，是對綜合財務報表整體是否存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們按照百慕達一九八一年公司法第90條的規定，僅向整體股東作出報告，除此以外本報告並無其他用途。我們不會就本報告的內容向任何其他人士承擔或負上任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

As part of an audit in accordance with HKSAAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表承 擔的責任(續)

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

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

Independent Auditors' Report (Continued) 獨立核數師報告(續)

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

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

核數師就審計綜合財務報表承 擔的責任(續)

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

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部監控的任何重大缺陷。

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

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

The engagement director on the audit resulting in this independent auditors' report is Ng Ka Wah.

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Ng Ka Wah
Practising Certificate Number: P06417

Hong Kong, 28 March 2019

核數師就審計綜合財務報表承 擔的責任(續)

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

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

出具本獨立核數師報告的審計項目董事是吳家華。

國衛會計師事務所有限公司
香港執業會計師

吳家華
執業證書編號：P06417

香港，二零一九年三月二十八日

Consolidated Statement of Profit or Loss

綜合損益表

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

		Notes 附註	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Continuing operations	持續經營業務			
Revenue	收益	6, 7	1,120,278	589,935
Cost of sales	銷售成本		(1,085,924)	(569,843)
Gross profit	毛利		34,354	20,092
Other revenue and gains	其他收益及收入	8	6,409	13,285
Fair value gain on investment properties	投資物業之公平值收益	18	27,300	79,185
Administrative expenses	行政開支		(78,554)	(92,662)
Other operating expenses	其他經營開支	9(c)	–	(4,638)
(Loss)/profit from operations	經營(虧損)/溢利		(10,491)	15,262
Finance costs	財務成本	9(a)	(4,003)	(1,541)
Share of results of joint ventures	應佔合營企業業績		597	527
Share of results of associates	應佔聯營公司業績		68,110	(9,879)
Profit before taxation	除稅前溢利	9	54,213	4,369
Taxation	稅項	10(a)	–	–
Profit for the year from continuing operations	來自持續經營業務之本年度溢利		54,213	4,369
Discontinued operation	已終止經營業務			
Loss for the year from discontinued operation	來自已終止經營業務之本年度虧損	14	–	(37,825)
Profit/(loss) for the year	本年度溢利/(虧損)		54,213	(33,456)
Attributable to:	由以下各項應佔：			
Owners of the Company	本公司股東		54,464	(29,810)
Non-controlling interests	非控股權益		(251)	(3,646)
Profit/(loss) for the year	本年度溢利/(虧損)		54,213	(33,456)
Earnings/(loss) per share	每股盈利/(虧損)			
From continuing and discontinued operations	來自持續經營及已終止經營業務			
— Basic and diluted	— 基本及攤薄	15(a)	1.11 HK cents 港仙	(0.61) HK cents 港仙
From continuing operations	來自持續經營業務			
— Basic and diluted	— 基本及攤薄	15(b)	1.11 HK cents 港仙	0.16 HK cents 港仙

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註為本綜合財務報表之組成部份。

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Profit/(loss) for the year	本年度溢利／(虧損)	54,213	(33,456)
Other comprehensive income/(loss)	其他全面收益／(虧損)		
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益之項目：		
Release of exchange difference upon disposal of subsidiaries	解除出售附屬公司後之匯兌差額	-	3,169
Exchange differences on translation of financial statements of disposed subsidiaries	換算已出售附屬公司財務報表所產生之匯兌差額	-	2,126
Exchange differences on translation of financial statements of overseas subsidiaries	換算海外附屬公司財務報表所產生之匯兌差額	(1,585)	1,560
Total other comprehensive (loss)/income for the year, net of tax	除稅後之本年度其他全面(虧損)／收益總額	(1,585)	6,855
Total comprehensive income/(loss) for the year	本年度全面收益／(虧損)總額	52,628	(26,601)
Attributable to:	由以下各項應佔：		
Owners of the Company	本公司股東	53,060	(22,904)
Non-controlling interests	非控股權益	(432)	(3,697)
Total comprehensive income/(loss) for the year	本年度全面收益／(虧損)總額	52,628	(26,601)

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註為本綜合財務報表之組成部份。

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2018

於二零一八年十二月三十一日

		Note	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
		附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	26,083	30,300
Intangible assets	無形資產	17	6,643	3,927
Investment properties	投資物業	18	443,600	292,000
Interests in associates	於聯營公司之權益	19	605,074	537,087
Interests in joint ventures	於合營企業之權益	20	5,308	4,411
			1,086,708	867,725
Current assets	流動資產			
Stock of properties	物業存貨	21	186,218	–
Trade and other receivables	應收貿易賬款及 其他應收賬款	22	49,139	18,602
Pledged bank deposits	已抵押銀行存款	23	9,964	10,064
Cash and cash equivalents	現金及現金等值項目	24	50,720	149,656
			296,041	178,322
Current liabilities	流動負債			
Trade and other payables	應付貿易賬款及 其他應付賬款	25	49,613	16,697
Deferred income	遞延收入	26	245	265
Bank loans	銀行貸款	27	222,500	–
Financial guarantee contract	財務擔保合約	30	644	644
			273,002	17,606
Net current assets	流動資產淨值		23,039	160,716
Total assets less current liabilities	資產總值減流動負債		1,109,747	1,028,441
Non-current liabilities	非流動負債			
Deferred income	遞延收入	26	1,014	1,097
Loans payable	應付貸款	28	–	27,232
Loan from a director and controlling shareholder	一名董事兼控股股東貸款	29	39,000	–
Financial guarantee contract	財務擔保合約	30	1,612	2,256
			41,626	30,585
Net assets	資產淨值		1,068,121	997,856

Consolidated Statement of Financial Position (Continued) 綜合財務狀況表(續)

As at 31 December 2018
於二零一八年十二月三十一日

		Note	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
		附註		
Capital and reserves	資本及儲備			
Share capital	股本	32	49,265	49,265
Reserves	儲備		1,018,856	961,365
Total equity attributable to owners of the Company	本公司股東應佔權益總值		1,068,121	1,010,630
Non-controlling interests	非控股權益		-	(12,774)
Total equity	權益總值		1,068,121	997,856

Approved and authorised for issue by the board of directors on 28 March 2019.

董事會已於二零一九年三月二十八日批准及授權刊發。

On behalf of the board

代表董事會

Yeung Hoi Sing, Sonny

楊海成
Director
董事

Ma Ho Man, Hoffman

馬浩文
Director
董事

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註為本綜合財務報表之組成部份。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

		Attributable to owners of the Company 本公司股東應佔						Non-controlling interests		Total equity
		Share Capital	Share premium	Distributable reserve	Exchange reserve	Other reserve	Accumulated losses	Total	非控股權益	權益總值
		股本	股份溢價	可供分派儲備	匯兌儲備	其他儲備	累計虧損	總計	非控股權益	權益總值
		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
			(note (a))	(note (b))	(note (c))					
			(附註(a))	(附註(b))	(附註(c))					
At 1 January 2017	於二零一七年一月一日	49,265	1,418,963	52,333	(11,665)	976	(476,338)	1,033,534	(27,177)	1,006,357
Loss for the year	本年度虧損	-	-	-	-	-	(29,810)	(29,810)	(3,646)	(33,456)
Other comprehensive income/(loss) for the year	本年度其他全面收益/(虧損)	-	-	-	3,737	-	-	3,737	(51)	3,686
Total comprehensive income/(loss) for the year	本年度全面收益/(虧損)總額	-	-	-	3,737	-	(29,810)	(26,073)	(3,697)	(29,770)
Disposal of subsidiaries (note 33)	出售附屬公司(附註33)	-	-	-	3,169	-	-	3,169	18,100	21,269
At 31 December 2017	於二零一七年十二月三十一日	49,265	1,418,963	52,333	(4,759)	976	(506,148)	1,010,630	(12,774)	997,856
At 1 January 2018	於二零一八年一月一日	49,265	1,418,963	52,333	(4,759)	976	(506,148)	1,010,630	(12,774)	997,856
Profit/(loss) for the year	本年度溢利/(虧損)	-	-	-	-	-	54,464	54,464	(251)	54,213
Other comprehensive loss for the year	本年度其他全面虧損	-	-	-	(1,404)	-	-	(1,404)	(181)	(1,585)
Total comprehensive income/(loss) for the year	本年度全面收益/(虧損)總額	-	-	-	(1,404)	-	54,464	53,060	(432)	52,628
Transactions with non-controlling interests (note 36)	與非控股權益之交易(附註36)	-	-	-	-	-	4,431	4,431	13,206	17,637
At 31 December 2018	於二零一八年十二月三十一日	49,265	1,418,963	52,333	(6,163)	976	(447,253)	1,068,121	-	1,068,121

Consolidated Statement of Changes in Equity (Continued) 綜合權益變動表(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

(a) Share premium

The application of the share premium account is governed by section 40 of the Companies Act 1981 of Bermuda.

(b) Distributable reserve

The distributable reserve is the reserve of the Company available for distribution to the shareholders as calculated under the Companies Act 1981 of Bermuda.

(c) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 2(q).

(a) 股份溢價

股份溢價賬之應用受百慕達一九八一年公司法第40條所規管。

(b) 可供分派儲備

可供分派儲備指本公司按照百慕達一九八一年公司法計算可供分派予股東之儲備。

(c) 匯兌儲備

匯兌儲備包括因換算海外業務之財務報表而產生之所有外匯差額。該儲備乃根據附註2(q)所載會計政策處理。

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註為本綜合財務報表之組成部份。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

	Notes 附註	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
OPERATING ACTIVITIES	經營業務		
Profit before taxation	除稅前溢利		
— Continuing operations	— 持續經營業務	54,213	4,369
— Discontinued operation	— 已終止經營業務	—	129
Adjustments for:	已就下列各項作出調整：		
Fair value gain on investment properties	投資物業公平值收益	(27,300)	(79,185)
Bank interest income	銀行利息收入	(193)	(228)
Finance costs	財務成本	9(a) 4,003	1,541
Depreciation on owned property, plant and equipment	自置物業、廠房及設備之折舊	16 3,802	4,850
Amortisation on financial guarantee contract	財務擔保合約攤銷	8, 30 (644)	(10,322)
Share of results of joint ventures	應佔合營企業業績	(597)	(527)
Share of results of associates	應佔聯營公司業績	(68,110)	9,879
Impairment loss recognised on:	就下列各項確認之減值虧損：		
— intangible assets	— 無形資產	9(c), 17 —	4,557
— trade receivables	— 應收貿易賬款	9(c), 22(b) —	81
Reversal of impairment loss recognised on:	就下列各項確認之減值虧損撥回：		
— intangible assets	— 無形資產	8, 17 (3,164)	—
— amount due from a joint venture	— 應收一間合營企業之款項	8 (1,500)	—
Write back of long-outstanding trade payables	長期應付未付貿易賬款之撥回	8 —	(161)
Exchange alignment	匯兌調整	515	1,648
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	8 —	(875)
Operating cash flows before changes in working capital	營運資金變動前之經營現金流	(38,975)	(64,244)
Increase in trade and other receivables	應收貿易賬款及其他應收賬款增加	(31,430)	(52,021)
Decrease in trade and other payables	應付貿易賬款及其他應付賬款減少	32,605	40,114
Increase in stock of properties	物業存貨增加	(104,338)	—
Decrease in deferred income	遞延收入減少	—	(43)
Cash used in operations	經營動用之現金	(142,138)	(76,194)
Income tax paid	支付所得稅		
— Hong Kong profits tax paid	— 支付香港利得稅	(237)	—
NET CASH USED IN OPERATING ACTIVITIES	經營業務動用之現金淨額	(142,375)	(76,194)

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

			2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
INVESTING ACTIVITIES				
	投資活動			
Payment for purchase of property, plant and equipment	購買物業、廠房及設備所付款項	16	(468)	(251)
Net proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項淨額		-	875
Net cash inflow from disposal of subsidiaries	出售附屬公司之現金流入淨額	33	-	7,930
Net cash outflow from acquisitions of assets	收購資產之現金流出淨額	35	(205,619)	-
Decrease in amounts due from associates	應收聯營公司款項減少		123	294,297
Decrease in amount due from a joint venture	應收一間合營企業款項減少		1,200	-
Decrease in pledged bank deposits	已抵押銀行存款減少		(659)	6
Bank interest income received	已收銀行利息收入		165	221
Payment for purchase of investment property	購買投資物業所付款項	18	-	(21,107)
NET CASH (USED IN)/GENERATED FROM INVESTING ACTIVITIES	投資活動(動用)/產生之現金淨額		(205,258)	281,971
FINANCING ACTIVITIES	融資活動			
Loan from non-controlling shareholder	非控股股東貸款		-	3,152
Repayment of loan from non-controlling shareholder	償還非控股股東貸款		-	(1,072)
Repayment of bank loans	償還銀行貸款		-	(122,500)
New bank loans raised	新籌集銀行貸款	27	222,500	-
Loan from a director and controlling shareholder	一名董事兼控股股東貸款	29	39,000	25,000
Repayment of loan from a director and controlling shareholder	償還一名董事兼控股股東貸款		-	(25,000)
Transactions with non-controlling interests	與非控股權益之交易		-	-
Finance costs paid	支付財務成本	36	(8,184)	(1,541)
NET CASH GENERATED FROM/(USED IN) FINANCING ACTIVITIES	融資活動產生/(動用)之現金淨額		249,857	(121,961)

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
	Note 附註		
Net decrease in cash and cash equivalents	現金及現金等值項目減少淨額	(97,776)	83,816
Cash and cash equivalents at the beginning of the year	年初現金及現金等值項目	149,656	64,509
Effect of foreign exchange rate changes	匯率變動之影響	(1,160)	1,331
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	年末現金及現金等值項目	50,720	149,656
Analysis of balances of cash and cash equivalents	現金及現金等值項目結餘分析		
Cash and bank balances	現金及銀行結餘	50,720	149,656
	24		

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註為本綜合財務報表之組成部份。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

1. ORGANISATION AND PRINCIPAL ACTIVITIES

The Company was incorporated as an exempted company with limited liability in Bermuda on 27 May 2004 under the Companies Act 1981 of Bermuda and its issued shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Company’s registered office is located at Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda. The principal place of business of the Company is located at Suite 1601–2 & 8–10, 16/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong. Its controlling shareholder is Silver Rich Macau Development Limited, a company incorporated in the British Virgin Islands (“BVI”) with limited liability.

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are set out in note 43 to the consolidated financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRS(s)”), which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKAS(s)”) and interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and applicable disclosure requirements under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “Companies Ordinance”). These consolidated financial statements also comply with the applicable disclosures provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

1. 組織及主要業務

本公司於二零零四年五月二十七日根據百慕達一九八一年公司法在百慕達註冊成立為獲豁免有限公司，而其已發行股份於香港聯合交易所有限公司（「聯交所」）上市。本公司之註冊辦事處位於Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda。本公司主要營業地點位於香港灣仔港灣道23號鷹君中心16樓1601–2及8–10室。其控股股東為劭富澳門發展有限公司（一間於英屬處女群島（「英屬處女群島」）註冊成立之有限公司）。

本公司之主要業務為投資控股，其附屬公司之主要業務載於綜合財務報表附註43。

2. 主要會計政策

(a) 守章聲明

此等綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之所有適用香港財務報告準則（「香港財務報告準則」，此統稱包括所有適用個別香港財務報告準則）、香港會計準則（「香港會計準則」）及詮釋、香港公認會計原則以及公司條例（香港法例第622章）（「公司條例」）所規定之適用披露要求編製。此等綜合財務報表亦遵守聯交所證券上市規則（「上市規則」）之適用披露規定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(a) Statement of compliance (continued)

The HKICPA has issued certain amendments and interpretations which are or have become effective. It also issued certain new and revised standards, amendments and interpretation (“New HKFRSs”), which are first effective or available for early adoption for the current accounting period of the Group (as defined hereinafter). Note 3 provides information on initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

(b) Basis of preparation of the consolidated financial statements

The consolidated financial statements included the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) and the Group’s interests in associates and joint ventures made up to 31 December each year.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is the same as the functional currency of the Company. All values are rounded to the nearest thousand (“HK\$’000”) except when otherwise indicated.

2. 主要會計政策(續)

(a) 守章聲明(續)

香港會計師公會已頒佈若干現時或已經生效之修訂本及詮釋，亦已頒佈若干於本集團(定義見下文)當期之會計期間首次生效或可供提早採納之新訂及經修訂準則、修訂本及詮釋(「新香港財務報告準則」)。附註3載列首次應用於此等綜合財務報表內反映之當期及過往會計期間與本集團有關之發展之資料。

(b) 綜合財務報表之編製基準

綜合財務報表包括截至每年十二月三十一日止本公司及其附屬公司(統稱「本集團」)之財務報表，以及本集團於聯營公司及合營企業之權益。

綜合財務報表以本公司之功能貨幣港幣(「港幣」)呈列。除另有註明外，所有價值已四捨五入至最接近千位數(「港幣千元」)。

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Basis of preparation of the consolidated financial statements (continued)

Basis of measurement

The measurement basis used in the preparation of the consolidated financial statements is the historical cost basis except that investment properties and financial guarantee contract are stated at their fair value as explained in notes 2(h), 2(k) and 2(l) to the consolidated financial statements respectively.

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

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

2. 主要會計政策(續)

(b) 綜合財務報表之編製基準(續)

計量基準

綜合財務報表乃按歷史成本基準(惟綜合財務報表附註2(h)、2(k)及2(l)所載按公平值分別載列之投資物業及財務擔保合約除外)之計量基準編製。

歷史成本一般按交換貨品及服務時所付代價之公平值計量。

公平值為於計量日期市場參與者之間進行有序交易中出售資產所收取或轉讓負債所支付之價格，不論該價格是否直接觀察可得或使用另一估值方法估計。估計資產或負債之公平值時，本集團考慮市場參與者於計量日期為資產或負債進行定價時將會考慮該資產或負債之特點。在該等綜合財務報表計量及／或披露之公平值均在此基礎上予以確定，惟香港財務報告準則第2號「股份付款」範圍內之股份付款交易、香港會計準則第17號「租賃」範圍內之租賃交易以及與公平值有若干相似之處但並非公平值(例如香港會計準則第2號「存貨」之可變現淨值或香港會計準則第36號「資產減值」之使用價值)之計量除外。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Basis of preparation of the consolidated financial statements (continued)

Basis of measurement (continued)

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

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

The preparation of consolidated financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying amount of assets and liabilities not readily apparent from other sources. Actual results may differ from these estimates.

2. 主要會計政策(續)

(b) 綜合財務報表之編製基準(續)

計量基準(續)

此外，就財務報告而言，公平值計量根據公平值計量輸入數據之可觀察程度及輸入數據對公平值計量之整體重要性分類為第一級、第二級或第三級，載述如下：

- 第一級輸入數據指實體於計量日期可取得之相同資產或負債在活躍市場之報價(未經調整)；
- 第二級輸入數據指就資產或負債可直接或間接觀察之輸入數據(第一級內包括之報價除外)；及
- 第三級輸入數據指資產或負債之不可觀察之輸入數據。

於編製符合香港財務報告準則之綜合財務報表時，管理層須作出對政策應用以及資產、負債、收入及開支之報告金額構成影響之判斷、估計及假設。該等估計及相關假設乃根據過往經驗及在有關情況下視為合理之多項其他因素而作出，其結果構成管理層在無法依循其他途徑即時得知資產與負債之賬面值時所作出判斷之基礎。實際結果可能有別於估計數額。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Basis of preparation of the consolidated financial statements (continued)

Basis of measurement (continued)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the consolidated financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 5.

(c) Subsidiaries and non-controlling interests

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

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

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

2. 主要會計政策(續)

(b) 綜合財務報表之編製基準(續)

計量基準(續)

估計及有關假設按持續基準審閱。倘若會計估計之修訂僅影響該修訂期間，有關修訂於該期間內確認；或倘若修訂對當前及未來期間均有影響，則於作出修訂之期間及未來期間確認。

有關管理層就應用對綜合財務報表有重大影響之香港財務報告準則所作之判斷以及下一個年度有重大調整風險之估計，將於附註5討論。

(c) 附屬公司及非控股權益

綜合財務報表包括本公司及受本公司及其附屬公司控制之實體(包括架構實體)之財務報表。倘屬以下情況，本公司則獲得控制權：

- 可對被投資者行使權力；
- 因參與被投資者之業務而可獲得或有權獲得浮動回報；及
- 有能力運用其權力影響其回報。

倘有事實或情況顯示上述三項控制因素中有一項或以上出現變數，本集團會重新評估其是否仍控制該名被投資者。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Subsidiaries and non-controlling interests (continued)

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- right arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

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

2. 主要會計政策(續)

(c) 附屬公司及非控股權益(續)

當本集團於被投資者之投票權未能佔大多數，但只要投票權足以賦予本集團實際能力可單方面掌控被投資者之相關業務，本集團即可對被投資者行使權力。在評估本集團於被投資者之投票權是否足以賦予其權力時，本集團會考慮所有相關事實及情況，其中包括：

- 本集團所持投票權之規模相對於其他持票人所持投票權之規模及分散程度；
- 本集團、其他持票人或其他人士持有之潛在投票權；
- 其他合約安排所產生之權利；及
- 於需要作出決定時，表明本集團當前擁有或並無擁有指導相關活動之能力之任何額外事實及情況(包括先前股東大會上之投票模式)。

本集團於獲得附屬公司控制權時將附屬公司綜合入賬，並於失去附屬公司控制權時終止綜合入賬。具體而言，年內購入或出售附屬公司之收入及開支於本集團獲得控制權當日起至本集團失去附屬公司控制權當日止，計入綜合損益及其他全面收益表內。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Subsidiaries and non-controlling interests (continued)

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

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

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

Changes in the Group's ownership interests in existing subsidiaries

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

2. 主要會計政策(續)

(c) 附屬公司及非控股權益(續)

溢利或虧損及其他全面收益之每一部份，均歸屬於本公司股東及非控股權益。附屬公司之全面收益總額亦歸屬於本公司股東及非控股權益，即使此舉會導致非控股權益出現虧絀結餘。

如有需要，附屬公司之財務報表會作出調整，使其會計政策與本集團會計政策一致。

所有集團內公司之間之資產及負債、權益、收入、開支及現金流量(與本集團成員公司之間之交易有關)，於綜合賬目時全數對銷。

本集團於現有附屬公司擁有權益之變動

本集團於附屬公司擁有權益之變動如並無導致本集團失去對該等附屬公司之控制權，將作為權益交易入賬。本集團之權益及非控股權益之賬面值已作調整，以反映彼等於附屬公司之相對權益之變動。非控股權益所調整之金額與已付或已收代價之公平值之間的差額，均直接於權益中確認並歸屬於本公司股東。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Subsidiaries and non-controlling interests (continued)

Changes in the Group's ownership interests in existing subsidiaries (continued)

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 "Financial Instruments" or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with notes 2(k) and 2(l).

In the Company's statement of financial position, an investment in subsidiaries is stated at cost less impairment losses (see note 2(j)).

2. 主要會計政策(續)

(c) 附屬公司及非控股權益(續)

本集團於現有附屬公司擁有權益之變動(續)

當本集團失去一間附屬公司之控制權時，收益或虧損會於損益中確認，並按(i)已收代價之公平值及任何保留權益之公平值之總額與(ii)附屬公司之資產(包括商譽)及負債以及任何非控股權益之先前賬面值之間的差額計算。所有先前於其他全面收益確認有關該附屬公司之款項，將按猶如本集團已直接出售該附屬公司之相關資產或負債入賬(即按適用香港財務報告準則所規定/許可重新分類至損益或轉撥至另一類權益)。於失去控制權當日於前附屬公司保留之任何投資之公平值按香港財務報告準則第9號「金融工具」，於其後入賬時被列作首次確認之公平值，或(如適用)於首次確認時列作於一間聯營公司或一間合營企業之投資成本。

根據附註2(k)及2(l)，非控股權益持有人之貸款及其他有關該等持有人之合約責任，於綜合財務狀況表內列為財務負債。

在本公司財務狀況表內，於附屬公司之投資按成本扣除減值虧損列賬(見附註2(j))。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Associates and joint ventures

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

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

The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with HKFRS 5 “Non-current Assets Held for Sale and Discontinued Operations”. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group’s share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group’s share of losses of an associate or a joint venture exceeds the Group’s interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group’s net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

2. 主要會計政策(續)

(d) 聯營公司及合營企業

聯營公司指本集團對其擁有重大影響力之實體。重大影響力乃參與被投資者之財務及營運政策決定而非控制或共同控制該等政策之權力。

合營企業乃一項合資安排，據此，對安排有共同控制權之各方對合資安排之資產淨值擁有權利。共同控制權乃經合約協定分享一項安排之控制權，並僅於相關活動之決定須分享控制權各方一致同意時存在。

聯營公司或合營企業之業績及資產與負債乃按權益會計法記入綜合財務報表，惟分類為持作出售之投資或其部份則根據香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」入賬。根據權益法，於聯營公司或合營企業之投資於綜合財務狀況表按成本首次確認，並於其後作出調整，以確認本集團應佔該聯營公司或合營企業之損益及其他全面收益。當本集團應佔聯營公司或合營企業之虧損超出其於該聯營公司或合營企業之權益時(包括實質上構成本集團於該聯營公司或合營企業投資淨額一部份之任何長期權益)，本集團則終止確認其應佔之進一步虧損。額外虧損僅於本集團已產生法定或推定責任或代該聯營公司或合營企業付款時，方予確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Associates and joint ventures (continued)

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

The requirements of HKFRS 9 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less cost of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

2. 主要會計政策(續)

(d) 聯營公司及合營企業(續)

於聯營公司或合營企業之投資由被投資者成為聯營公司或合營企業當日起，按權益法入賬。在收購於一間聯營公司或一間合營企業之投資時，投資成本超出本集團應佔被投資者可識別資產及負債之公平淨值之任何部份將確認為商譽，並計入投資之賬面值內。本集團應佔可識別資產及負債公平淨值超出投資成本之任何部份，經重新評估後於收購投資期間於損益中即時確認。

在釐定是否需要就本集團於聯營公司或合營企業之投資確認任何減值虧損時，須應用香港財務報告準則第9號之規定。如有需要，投資(包括商譽)之全部賬面值會根據香港會計準則第36號作為單一資產，藉比較其可收回金額(即使用價值與公平值減出售成本之較高者)與其賬面值進行減值測試。任何已確認之減值虧損均構成投資賬面值之一部份。該減值虧損之任何撥回乃根據香港會計準則第36號確認，惟僅以投資之可收回金額其後增加為限。

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Associates and joint ventures (continued)

The Group discontinues the use of equity method from the date when the investment ceases to be an associate or a joint venture, or when the investment is classified as held for sale. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with HKFRS 9. The difference between the carrying amount of the associate or joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

2. 主要會計政策(續)

(d) 聯營公司及合營企業(續)

自投資不再作為聯營公司或合營企業當日，或投資分類為持作出售當日起，本集團即終止使用權益法。當本集團保留於前聯營公司或合營企業之權益，且保留權益為財務資產時，本集團按該日之公平值計量保留權益，而該公平值則被視為根據香港財務報告準則第9號首次確認時之公平值。聯營公司或合營企業於終止使用權益法當日之賬面值與任何保留權益之公平值及出售聯營公司或合營企業部份權益所得任何款項之間的差額，均計入釐定出售聯營公司或合營企業之損益。此外，本集團將先前於其他全面收益就該聯營公司或合營企業確認之所有金額入賬，基準與假設該聯營公司或合營企業直接出售相關資產或負債時所規定之基準相同。因此，倘若聯營公司或合營企業先前於其他全面收益確認之損益於出售相關資產或負債時重新分類至損益，則本集團將於終止使用權益法時將權益之收益或虧損重新分類至損益(列作重新分類調整)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Associates and joint ventures (continued)

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interests in associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interests if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

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

In the Group's consolidated statement of financial position, interests in associate and joint venture are stated at cost less impairment loss (see note 2(j)).

2. 主要會計政策(續)

(d) 聯營公司及合營企業(續)

當於聯營公司之投資成為於合營企業之投資或於合營企業之投資成為於聯營公司之投資時，本集團則繼續使用權益法。擁有權權益出現上述變動時，公平值不會重新計量。

於本集團削減其於聯營公司或合營企業之擁有權權益而又繼續使用權益法時，倘先前於其他全面收益確認有關削減擁有權權益之收益或虧損將於出售相關資產或負債時重新分類至損益，本集團則會將該收益或虧損按比例重新分類至損益。

當集團實體與本集團之聯營公司或合營企業進行交易時，與聯營公司或合營企業交易所產生之溢利及虧損僅在聯營公司或合營企業之權益與本集團無關之情況下，方會於本集團之綜合財務報表內確認。

於本集團之綜合財務狀況表內，於聯營公司及合營企業之權益按成本扣除減值虧損列賬(見附註2(j))。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Goodwill

Goodwill represents the excess of the cost of a business combination or an investment in an associate or a jointly controlled entity over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash generating unit ("CGU(s)") or groups of CGUs that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 2(j)). In respect of associate or joint venture, the carrying amount of goodwill is included in the carrying amount of the interest in the associate or joint venture and the investment as a whole is tested for impairment whenever there is objective evidence of impairment (see note 2(j)).

Any excess of the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of a business combination or an investment in an associate or joint venture is recognised immediately in profit or loss.

On disposal of a CGU of an associate or a joint venture, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

2. 主要會計政策(續)

(e) 商譽

商譽指業務合併成本或於聯營公司或共同控制實體之投資超過本集團於被收購方之可識別資產、負債及或然負債之公平淨值中所佔權益之部份。

商譽按成本扣除累計減值虧損列賬。業務合併所產生之商譽會分配至預期可自合併之協同效益獲益之各個現金產生單位(「現金產生單位」)或各組現金產生單位，並於每年測試有否出現減值(見附註2(j))。就聯營公司或合營企業而言，商譽之賬面值計入於聯營公司或合營企業權益之賬面值內。當出現減值之客觀證據時，會對投資整體進行減值測試(見附註2(j))。

本集團在被收購方之可識別資產、負債及或然負債之公平淨值中所佔權益超過業務合併成本或於聯營公司或合營企業之投資之任何部份，將於損益中即時確認。

出售聯營公司或合營企業之現金產生單位時，所購入商譽之任何應佔款項將包括在出售溢利或虧損之計算內。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Property, plant and equipment

Property, plant and equipment are stated in the consolidated statement of financial position at cost less accumulated depreciation and impairment losses (see note 2(j)).

Gain or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds on disposal and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful life at the following rates per annum:

Building	2.5%
Leasehold improvements	Over lease terms
Furniture, fittings and office equipment	18% – 33 $\frac{1}{3}$ %
Motor vehicles	30%
Motor yacht	10%

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually. There is no depreciation imposed on the freehold land.

2. 主要會計政策(續)

(f) 物業、廠房及設備

物業、廠房及設備按成本減累計折舊及減值虧損於綜合財務狀況表列賬(見附註2(j))。

報廢或出售物業、廠房及設備項目產生之收益或虧損，以出售所得款項淨額與項目賬面值間之差額釐定，並於報廢或出售日期在損益中確認。

折舊以直線法按物業、廠房及設備根據以下年率於估計可使用年期撇銷項目成本減估計剩餘價值(如有)計算：

樓宇	2.5%
租賃裝修	按租約年期攤分
傢俬、裝置及辦公室設備	18% – 33 $\frac{1}{3}$ %
汽車	30%
遊艇	10%

倘若物業、廠房及設備項目部份之可使用年期不同，項目成本則於各部份之間按合理基準分配，而各部份將個別折舊。資產可使用年期及其剩餘價值(如有)會每年審閱。並無就永久業權土地作出折舊。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Intangible assets (other than goodwill)

Intangible assets, other than goodwill, identified on business combinations are capitalised at their fair values. They represent mainly trademark and relationship with customers. Subsequent to initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation for intangible assets with finite useful lives is charged to profit or loss on a straight-line basis from the date of acquisition over their estimated useful lives as follows:

Client list	15 years
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The asset's useful lives and their amortisation method are reviewed annually.

Intangible assets with indefinite useful lives are not amortised. The intangible asset and its status are reviewed annually to determine whether events and circumstances continue to support indefinite useful life. Should the useful life of an intangible asset change from indefinite to finite, the change would be accounted for prospectively from the date of change and in accordance with the policy for amortisation of intangible assets with finite lives as set out above.

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

2. 主要會計政策(續)

(g) 無形資產(商譽除外)

業務合併時所識別之無形資產(商譽除外)乃按彼等之公平值撥作資本,其主要為商標及與客戶之關係。首次確認後,具有限可使用年期之無形資產按成本減累計攤銷及累計減值虧損列賬。具有限可使用年期之無形資產由收購當日起,於其以下估計可使用年內按直線法攤銷計入損益:

客戶名單	15年
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資產之可使用年期及彼等之攤銷方法於每年進行檢討。

具無限可使用年期之無形資產不作攤銷。無形資產及其狀況於每年進行檢討,以確定事件及情況是否持續令無限可使用年期可以繼續下去。倘無形資產之可使用年期由無限轉變為有限,則由轉變當日起,根據上述具有限可使用年期之無形資產攤銷政策對是次轉變進行往後之會計處理。

終止確認無形資產

於出售無形資產或預期使用或出售無形資產將不會帶來未來經濟利益時,方會終止確認無形資產。因終止確認無形資產而產生之收益及虧損(按出售所得款項淨額與該資產賬面值間之差額計算)將於終止確認資產時於損益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are accounted for as investment properties and are measured using the fair value model. Gain and losses arising from changes in the fair value of investment properties are included in the profit or loss in the period in which they arise.

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

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 asset) is included in profit or loss in the period in which the property is derecognised.

2. 主要會計政策(續)

(h) 投資物業

投資物業為持作賺取租金及／或資本增值之物業(包括就該等目的之在建物業)。投資物業初步按成本(包括交易成本)計量。首次確認後，投資物業按公平值計量。本集團根據經營租賃持有以賺取租金或資本增值之所有物業權益均按投資物業入賬，並使用公平值模式計量。投資物業公平值變動所產生之收益及虧損於其產生期間計入損益。

在建投資物業所產生之建築成本予以資本化為在建投資物業之賬面值之一部分。

於出售後或於投資物業永久不再使用及預期出售投資物業將不會帶來未來經濟利益時，投資物業方會終止確認。因終止確認物業而產生之任何收益或虧損(按出售所得款項淨額與該資產賬面值間之差額計算)將於終止確認物業之期間內計入損益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Leasing

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

The Group as lessor

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate or return on the Group's net investment outstanding in respect of the leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

2. 主要會計政策(續)

(i) 租賃

倘租賃條款轉讓擁有權之絕大部分風險及回報予承租人時，租賃分類為融資租賃。所有其他租賃均分類為經營租賃。

本集團作為出租人

根據融資租賃應收承租人之款項按本集團於租賃之投資淨額確認為應收賬款。融資租賃收入被分配至會計期間，以反映本集團於有關租約之未償還投資淨額之定期回報率。

經營租賃之租金收入於相關租約年期按直線法確認。磋商及安排經營租賃所產生之初步直接成本會加入租賃資產之賬面值，並於相關租約年期按直線法確認。

本集團作為承租人

經營租賃付款以直線法按相關租約年期確認為開支。作為訂立經營租賃之獎勵而已收取及應收取之優惠以直線法按相關租約年期確認為租金開支之減省。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Impairment of assets

(i) Impairment of investments in debt and equity securities and other receivables (before adoption of HKFRS 9 on 1 January 2018)

Investments in debt and equity securities and other current and non-current receivables that are stated at cost are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. If any such evidence exists, any impairment loss is determined and recognised as follows:

- For investments in associates and joint ventures accounted for under the equity method in the consolidated financial statements (see note 2(d)), the impairment loss is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with note 2(j)(ii). The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount in accordance with note 2(j)(ii).

2. 主要會計政策(續)

(j) 資產減值

- #### (i) 債務及股本證券投資及其他應收賬款之減值(於二零一八年一月一日採納香港財務報告準則第9號前)
- 本集團於各報告期末審閱以成本列賬的債務及股本證券投資以及其他流動及非流動應收賬款，以確定是否有客觀之減值證據。如有任何此等證據存在，則按以下方式釐定及確認任何減值虧損：

- 就於綜合財務報表中以權益法列賬之聯營公司及合營企業投資(見附註2(d))而言，減值虧損根據附註2(j)(ii)藉比較投資可收回金額與其賬面值計量。根據附註2(j)(ii)，倘用於釐定可收回金額之估計出現有利變動，則撥回減值虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Impairment of assets (continued)

(i) Impairment of investments in debt and equity securities and other receivables (before adoption of HKFRS 9 on 1 January 2018) (continued)

- For unquoted equity securities and current receivables that are carried at cost, the impairment loss is measured as the difference between the carrying amount of the financial asset and the present value of estimated future cash flows, discounted at the current market rate of return for a similar financial asset where the effect of discounting is material. Impairment losses for current receivables are reversed if in a subsequent period the amount of the impairment loss decreases. Impairment losses for equity securities are not reversed.
- For financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets).

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

2. 主要會計政策(續)

(j) 資產減值(續)

(i) 債務及股本證券投資及其他應收賬款之減值(於二零一八年一月一日採納香港財務報告準則第9號前)(續)

- 就按成本列賬之無報價股本證券及流動應收賬款而言，如貼現之影響屬重大，減值虧損則以財務資產之賬面值與以同類財務資產於當時之市場回報率貼現之估計未來現金流量現值間之差額計量。倘於往後期間之減值虧損減少，將撥回流動應收賬款之減值虧損。股本證券之減值虧損不可撥回。
- 就以攤銷成本計值的財務資產而言，減值虧損乃按資產賬面值與估計未來現金流量按財務資產之原實際利率(即首次確認該等資產時用於計算之實際利率)貼現之現值間之差額計算。

如減值虧損在往後期間減少，且客觀上與減值虧損確認後發生之事件有關，減值虧損則透過損益撥回。減值虧損撥回後資產之賬面值不能超逾其在過往年度並無確認任何減值虧損而應已釐定之數額。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Impairment of assets (continued)

(i) Impairment of investments in debt and equity securities and other receivables (before adoption of HKFRS 9 on 1 January 2018) (continued)

Impairment losses in respect of other receivables are reversed if the subsequent increase in fair value can be objectively related to an event occurring after the impairment loss was recognised. Reversals of impairment losses in such circumstances are recognised in profit or loss.

(ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- intangible assets;
- investments in subsidiaries, associates and joint ventures;
- goodwill; and
- investment properties

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, the recoverable amount is estimated annually whether or not there is any indication of impairment.

2. 主要會計政策(續)

(j) 資產減值(續)

(i) 債務及股本證券投資及其他應收賬款之減值(於二零一八年一月一日採納香港財務報告準則第9號前)(續)

倘公平值之其後增加可客觀地與確認減值虧損後發生之事件有關，則撥回有關其他應收賬款之減值虧損。在有關情況下撥回之減值虧損於損益中確認。

(ii) 其他資產減值

內部及外部資料來源均於各報告期末審閱，以確認是否有跡象顯示以下資產可能出現減值或(就商譽而言除外)過往確認之減值虧損不再存在或可能已減少：

- 物業、廠房及設備；
- 無形資產；
- 於附屬公司、聯營公司及合營企業之投資；
- 商譽；及
- 投資物業

倘存在任何該等跡象，則估計資產之可收回金額。此外，就商譽而言，可收回金額會每年估計，以釐定有否出現任何減值跡象。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Impairment of assets (continued)

(ii) Impairment of other assets (continued)

— Calculation of recoverable amount

The recoverable amount of an asset is the greater of its net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a CGU).

— Recognition of impairment losses

An impairment loss is recognised in profit or loss is whenever the carrying amount of an asset, or the CGU to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying amount of asset will not be reduced below its individual fair value less costs to sell, or value in use, if determinable.

2. 主要會計政策(續)

(j) 資產減值(續)

(ii) 其他資產減值(續)

— 可收回金額之計算方法

資產之可收回金額為其售價淨額與使用價值兩者間之較高者。評估使用價值時，是以除稅前貼現率貼現估計未來現金流量至現值，而該貼現率反映當時市場對金錢之時間價值之評估及該項資產之特定風險。倘某項資產並無產生高度獨立於其他資產產生之現金流入，可收回金額則按產生獨立現金流入之最小資產組合(即現金產生單位)釐定。

— 確認減值虧損

當資產或其所屬現金產生單位賬面值高於其可收回金額時，會於損益內確認減值虧損。就現金產生單位確認之減值虧損會作出分配，首先減少已分配至該現金產生單位(或該組單位)之任何商譽賬面值，然後按比例減少該單位(或該組單位)內其他資產之賬面值；惟資產之賬面值不得減至低於其個別公平值減出售成本後所得數額或其使用價值(如能釐定)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Impairment of assets (continued)

(ii) Impairment of other assets (continued)

— *Reversals of impairment losses*

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(k) Financial instruments (before the adoption of HKFRS 9 on 1 January 2018)

Financial assets and financial liabilities are recognised on the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the consolidated statement of profit or loss.

2. 主要會計政策(續)

(j) 資產減值(續)

(ii) 其他資產減值(續)

— *減值虧損撥回*

就商譽以外之資產而言，倘用於釐定可收回金額之估計數額出現有利變動，減值虧損將予以撥回。商譽之減值虧損則不予撥回。

減值虧損撥回不得超過過往年度資產並無確認減值虧損而應已釐定之賬面值。減值虧損撥回於撥回獲確認之年度計入損益。

(k) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號前)

當一集團實體成為工具合約條文之訂約方時，則於綜合財務狀況表確認財務資產及財務負債。財務資產及財務負債最初按公平值計量。應直接計入收購或發行財務資產及財務負債(按公平值於損益列賬之財務資產及財務負債除外)之交易成本，於首次確認時加入或從財務資產或財務負債之公平值扣減(如適用)。直接應佔收購按公平值於損益列賬之財務資產或財務負債之交易成本，即時於綜合損益表中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (before the adoption of HKFRS 9 on 1 January 2018) (continued)

(i) Financial assets

The Group's financial assets are classified into one of the three categories, including financial assets at fair value through profit or loss, held-to-maturity financial assets and loans and receivables. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. The accounting policies adopted in respect of each category of financial assets are set out below.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss ("FVTPL") comprise financial assets held for trading purpose and derivative financial instruments that are not designated as effective hedging instruments. At the end of each reporting period date subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised directly in the consolidated statement of comprehensive income in the period in which they arise.

2. 主要會計政策(續)

(k) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號前)(續)

(i) 財務資產

本集團之財務資產分類為以下三個類別其中一類，包括按公平值於損益列賬之財務資產、持至到期財務資產，以及貸款及應收款項。所有財務資產之一般買賣於交易當日確認及終止確認。財務資產之一般買賣指須根據市場規則或慣例訂定之時間內交付資產之財務資產買賣。就各財務資產類別採用之會計政策載列如下。

按公平值於損益列賬之財務資產

按公平值於損益列賬之財務資產「公平值於損益列賬」包括持作買賣用途的財務資產及非指定為實際對沖工具的衍生財務工具。於首次確認後之各報告期末，按公平值於損益列賬之財務資產以公平值計量，而公平值變動在其產生期間直接於綜合全面收益表確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (before the adoption of HKFRS 9 on 1 January 2018) (continued)

(i) Financial assets (continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At the end of each reporting period date subsequent to initial recognition, loans and receivables are carried at amortised cost using the effective interest method, less any identified impairment losses (see note 2(j)). An impairment loss is recognised in the consolidated statement of comprehensive income 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. 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.

2. 主要會計政策(續)

(k) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號前)(續)

(i) 財務資產(續)

貸款及應收款項

貸款及應收款項是固定或可議定付款之非衍生財務資產且並未於交投活躍之市場內報價。於首次確認後之各報告期末，貸款及應收款項乃使用實際利率法按攤銷成本減任何可識別減值虧損列賬(見附註2(j))。當有客觀證據證明資產出現減值時，於綜合全面收益表中確認減值虧損，並按資產之賬面值與按原實際利率貼現之估計未來現金流量之現值之差額計量。當資產之可收回金額增加在客觀上與確認減值後發生之事件有關，則減值虧損於其後期間撥回，惟資產於撥回減值日期之賬面值不得超過於並無確認減值之情況下所釐定之攤銷成本。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (before the adoption of HKFRS 9 on 1 January 2018) (continued)

(ii) Financial liabilities and equities

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. The Group's financial liabilities are generally classified into financial liabilities at fair value through profit or loss and other financial liabilities. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

Financial liabilities

Financial liabilities including other payables, bank and other borrowings, bonds, convertible bonds and promissory notes, are subsequently measured at amortised cost, using the effective interest rate method. Equity instruments issued by the Group are recorded at the proceeds received, net of direct issue costs.

2. 主要會計政策(續)

(k) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號前)(續)

(ii) 財務負債及股權

由集團實體發行之財務負債及權益工具，乃依據所簽署合約安排之內容，以及對財務負債及一項權益工具之定義進行分類。一項權益工具乃證明於集團資產之剩餘權益(扣減其所有負債後)之任何合約。本集團之財務負債一般分類為按公平值計入損益的財務負債及其他財務負債。就財務負債及權益工具所採納的會計政策載列如下。

財務負債

財務負債包括其他應付款項、銀行及其他借貸、債券、可換股債券以及承兌票據，其後使用實際利率法按攤銷成本計量。本集團發行之權益工具按收取之所得款項減直接發行成本列賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (before the adoption of HKFRS 9 on 1 January 2018) (continued)

(ii) Financial liabilities and equities (continued)

Effective interest method

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

Interest expense is recognised on an effective interest basis other than financial liabilities classified as at FVTPL.

Financial guarantee contracts

Financial guarantees are contracts that require the issuer (i.e., the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

2. 主要會計政策(續)

(k) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號前)(續)

(ii) 財務負債及股權(續)

實際利率法

實際利率法指一種計算財務負債之攤銷成本以及在有關期間內分配利息開支之方法。實際利率指一種透過財務負債之預期年限或(如適用)更短期間內之估計未來現金付款(包括所有構成實際利率整體部分之已支付或已收取之全部費用及利率、交易成本及其他溢價或折價)準確貼現至首次確認時之賬面淨值之利率。

除分類為按公平值於損益列賬的財務負債外，利息開支按實際利率基準確認。

財務擔保合約

財務擔保合約指發行人(即擔保人)須於符合擔保受益人(「持有人」)因指定債務人未能根據債務工具之條款支付到期款項而蒙受損失時，向該持有人償付合約之指定款項。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (before the adoption of HKFRS 9 on 1 January 2018) (continued)

(ii) Financial liabilities and equities (continued)

Financial guarantee contracts (continued)

Where the Group issues a financial guarantee, the fair value of the guarantee (being the transaction price, unless the fair value can otherwise be reliably estimated) is initially recognised as deferred income within trade and other payables. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of assets. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss 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 guarantees issued, in addition, provisions are recognised in accordance with note 2(q)(ii) if and when (i) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and (ii) the amount of that claim on the Group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee, that is, the amount initially recognised, less accumulated amortisation.

2. 主要會計政策(續)

(k) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號前)(續)

(ii) 財務負債及股權(續)

財務擔保合約(續)

當本集團發行一份財務擔保時，擔保的公平值(即交易價，惟可準確估計公平值則除外)首先於應付貿易賬款及其他應付賬款確認為遞延收入。對有關已作出擔保的已收或應收的代價，則其有關代價將根據本集團政策確認於該等資產所歸屬的類別內。倘並無收取或無法收取有關代價，則於首次確認遞延收入時即時在損益中作出支銷。

對已作出的財務擔保並首次確認為遞延收入之金額，將按照其擔保期內在損益中作為收入分期攤銷。此外，當(i)擔保持有人有可能根據擔保向本集團提出索償通知時，及(ii)預期向本集團索償的金額將超逾目前有關該擔保於應付貿易賬款及其他應付賬款的賬面值(即首次確認的金額減累計攤銷)，本集團即時按附註2(q)(ii)確認撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (before the adoption of HKFRS 9 on 1 January 2018) (continued)

(iii) Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred or the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised directly in equity is recognised in the consolidated statement of profit or loss.

For financial liabilities, they are removed from the Group's consolidated statement of financial positions when the obligation specified in the relevant contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid or payable is recognised in the consolidated statement of profit or loss.

2. 主要會計政策(續)

(k) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號前)(續)

(iii) 終止確認

當資產獲得現金流量之權利屆滿或本集團已轉讓財務資產擁有權之絕大部分風險及回報時，本集團方會終止確認財務資產。於終止確認財務資產時，資產賬面值與已收代價以及已直接於權益確認之累計收益或虧損之總和之差額，須於綜合損益表中確認。

就財務負債而言，倘於有關合約訂明之特定責任獲解除、取消或屆滿，則於本集團綜合財務狀況表中剔除。被終止確認之財務負債賬面值與已付或應付代價之差額於綜合損益表中確認。

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (before the adoption of HKFRS 9 on 1 January 2018) (continued)

(iv) Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which case the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

Embedded derivatives

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

2. 主要會計政策(續)

(k) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號前)(續)

(iv) 衍生金融工具

衍生工具在訂立衍生工具合約日按公平值首次確認，其後在報告期末重新計量其公平值。由此產生之收益或虧損即時於損益中確認，除非該衍生工具被指定及實際為對沖工具，在這種情況下，於損益確認之時間取決於對沖關係之性質。

嵌入式衍生工具

當嵌入式衍生工具符合衍生工具的定義，其風險及特點與主合約並無密切關係及主合約的計量並非按公平值計入損益時，在非衍生工具主合約中之嵌入式衍生工具會被視為獨立的衍生工具。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Financial instruments (upon the adoption of HKFRS 9 on 1 January 2018)

Financial assets and financial liabilities are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

(i) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

2. 主要會計政策(續)

(I) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號後)

當本集團成為工具合約條文之訂約方時，則於本集團的財務狀況表確認財務資產及財務負債。

財務資產及財務負債最初按公平值計量。應直接計入收購或發行財務資產及財務負債(按公平值於損益列賬之財務資產及財務負債除外)之交易成本，於首次確認時加入或從財務資產或財務負債之公平值扣減(如適用)。直接應佔收購按公平值於損益列賬之財務資產或財務負債之交易成本，即時於損益中確認。

(i) 財務資產

所有財務資產之一般買賣於交易當日確認及終止確認。一般買賣指須根據市場規則或慣例訂定之時間內交付資產之財務資產買賣。

視乎財務資產的分類，所有已確認財務資產其後按攤銷成本或公平值整體計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Financial instruments (upon the adoption of HKFRS 9 on 1 January 2018) (continued)

(i) Financial assets (continued)

Classification of financial assets

Debt instruments that meet the following conditions are measured subsequently at amortised cost:

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

Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income ("FVTOCI"):

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

2. 主要會計政策(續)

(I) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號後)(續)

(i) 財務資產(續)

財務資產的分類

符合以下條件的債務工具於其後按攤銷成本計量：

- 商業模式下持有之財務資產以收取合約現金流量為目的；及
- 該財務資產之合約條款令於特定日期產生之現金流量僅為支付本金及未償還本金之利息。

符合以下條件的債務工具於其後按公平值計入其他全面收益計量(「按公平值計入其他全面收益」)：

- 商業模式下持有之財務資產同時以收取合約現金流量及出售財務資產為目的；及
- 該財務資產之合約條款令於特定日期產生之現金流量僅為支付本金及未償還本金之利息。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Financial instruments (upon the adoption of HKFRS 9 on 1 January 2018) (continued)

(i) Financial assets (continued)

Classification of financial assets (continued)

By default, all other financial assets are measured subsequently at fair value through profit or loss ("FVTPL").

Despite the foregoing, the Group may make the following irrevocable election/designation at initial recognition of a financial asset:

- the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met (see (iii) below); and
- the Group may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch (see (iv) below).

2. 主要會計政策(續)

(I) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號後)(續)

(i) 財務資產(續)

財務資產的分類(續)

所有其他財務資產其後默認按公平值計入損益(「按公平值計入損益」)計量。

儘管有上述規定，本集團可在首次確認財務資產時作出以下不可撤銷的選擇/指定：

- 倘符合若干準則(見下文(iii))，本集團可能不可撤銷地選擇於其他全面收益呈列權益投資的公平值其後變動；及
- 本集團可能不可撤銷地將符合按攤銷成本或按公平值計入其他全面收益準則的債務投資指定為按公平值計入損益計量，前提是此舉可消除或大幅減少會計錯配(見下文(iv))。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Financial instruments (upon the adoption of HKFRS 9 on 1 January 2018) (continued)

(i) Financial assets (continued)

Classification of financial assets (continued)

- (i) Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

2. 主要會計政策(續)

(I) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號後)(續)

(i) 財務資產(續)

財務資產的分類(續)

- (i) 攤銷成本及實際利率法

實際利率法指一種用於計算債務工具之攤銷成本以及在有關期間內分配利息收入之方法。

就除購買或發起的信貸減值財務資產以外的財務資產而言(即首次確認時屬信貸減值的資產), 實際利率為於債務工具之預期年限或(如適用)更短期間將估計未來現金收入(包括所有構成實際利率整體部分之已支付或已收取之全部費用及利率、交易成本及其他溢價或折價)準確貼現至首次確認時之賬面總值之利率。就購買或發起的信貸減值財務資產而言, 信貸調整實際利率乃按將估計未來現金流量(包括預期信貸虧損)折現至首次確認時債務工具攤銷成本的方式計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Financial instruments (upon the adoption of HKFRS 9 on 1 January 2018) (continued)

(i) Financial assets (continued)

Classification of financial assets (continued)

(i) Amortised cost and effective interest method (continued)

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial assets other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in

2. 主要會計政策(續)

(I) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號後)(續)

(i) 財務資產(續)

財務資產的分類(續)

(i) 攤銷成本及實際利率法(續)

財務資產的攤銷成本指財務資產於首次確認時計量的金額減去本金還款，加上初始金額與到期金額之間任何差額使用實際利率法計算的累計攤銷(就任何虧損撥備作出調整)。財務資產的賬面總值指財務資產就任何虧損撥備作出調整前的攤銷成本。

其後按攤銷成本或按公平值計入其他全面收益計量的債務工具的利息收入乃使用實際利率法確認。對於除購買或發起的信貸減值財務資產以外的財務資產，利息收入乃對財務資產賬面總值應用實際利率予以計算，惟其後出現信貸減值的財務資產除外(見下文)。對於其後出現信貸減值的財務資產，利息收入及對財務資產攤銷成本應用實際利率確認。

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Financial instruments (upon the adoption of HKFRS 9 on 1 January 2018) (continued)

(i) Financial assets (continued)

Classification of financial assets (continued)

- (i) Amortised cost and effective interest method (continued)

subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit-impaired financial assets, the Group recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

Interest income is recognised in profit or loss and is included in the “other revenue and other net income — interest income” line item.

2. 主要會計政策(續)

(I) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號後)(續)

(i) 財務資產(續)

財務資產的分類(續)

- (i) 攤銷成本及實際利率法(續)

若在後續報告期內，信貸減值金融工具的信貸風險好轉，使財務資產不再信貸減值，利息收入乃對財務資產賬面總值應用實際利率確認。

對於購買或發起的信貸減值財務資產，本集團通過對財務資產自初始確認以來的攤銷成本應用信貸調整實際利率確認利息收入。即使其後財務資產的信貸風險好轉，使財務資產不再信貸減值，計算也不會用回總值基準。

利息收入於損益中確認，並計入「其他收益及其他收入淨額—利息收入」條目。

Notes to the Consolidated Financial Statements (*Continued*)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Financial instruments (upon the adoption of HKFRS 9 on 1 January 2018) (continued)

(i) Financial assets (continued)

Classification of financial assets (continued)

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI (see (i) to (iii) above) are measured at FVTPL. Specifically:

- Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition.

2. 主要會計政策(續)

(I) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號後)(續)

(i) 財務資產(續)

財務資產的分類(續)

(ii) 按公平值計入損益之財務資產

不符合以攤銷成本或按公平值計入其他全面收益計量條件的財務資產(見上文(i)至(iii))按公平值計入損益計量。具體而言：

- 權益工具投資分類為按公平值計入損益，除非本集團於首次確認時指定並非持作交易或業務合併所產生或然對價的權益投資為按公平值計入其他全面收益。

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Financial instruments (upon the adoption of HKFRS 9 on 1 January 2018) (continued)

(i) Financial assets (continued)

Classification of financial assets (continued)

(ii) Financial assets at FVTPL (continued)

- Debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria (see (i) and (ii) above) are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency (so called 'accounting mismatch') that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Group has not designated any debt instruments as at FVTPL.

2. 主要會計政策(續)

(I) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號後)(續)

(i) 財務資產(續)

財務資產的分類(續)

(ii) 按公平值計入損益之財務資產(續)

- 不符合攤銷成本條件或按公平值計入其他全面收益條件的債務工具(見上文(i)及(ii))分類為按公平值計入損益。此外,符合攤銷成本條件或按公平值計入其他全面收益條件的債務工具於首次確認時可被指定為按公平值計入損益,前提是此指定可消除或顯著減少因按不同基準計量資產或負債或確認其收益及虧損而產生的計量或確認不一致(稱為「會計錯配」)。本集團並未指定任何債務工具為按公平值計入損益。

Notes to the Consolidated Financial Statements (*Continued*)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Financial instruments (upon the adoption of HKFRS 9 on 1 January 2018) (continued)

(i) Financial assets (continued)

Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Specifically:

- for financial assets measured at amortised cost that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss; and
- for financial assets measured at FVTPL that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss.

2. 主要會計政策(續)

(I) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號後)(續)

(i) 財務資產(續)

外匯收益及虧損

以外幣計值的財務資產的賬面值以該外幣釐定，並按各報告期末的現貨匯率換算。具體而言：

- 對於不構成指定對沖關係的以攤銷成本計量的財務資產，匯兌差額於損益中確認；及
- 對於不構成指定對沖關係的按公平值計入損益計量的財務資產，匯兌差額於損益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Financial instruments (upon the adoption of HKFRS 9 on 1 January 2018) (continued)

(i) Financial assets (continued)

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses (“ECL(s)”) on financial assets which are subject to impairment (including trade and other receivables as well as amounts due from associates and a joint venture). The amount of ECLs is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables and lease receivables. The ECLs on these financial assets are estimated using a provision matrix based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

2. 主要會計政策(續)

(I) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號後)(續)

(i) 財務資產(續)

財務資產減值

本集團就須予減值之財務資產(包括應收貿易賬款及其他應收賬款以及應收聯營公司和一間合營企業款項)的預期信貸虧損(「預期信貸虧損」)確認虧損撥備。預期信貸虧損金額於每個報告日期更新，以反映信貸風險自首次確認相關金融工具以來的變動。

本集團一直就應收貿易賬款及應收租金確認可使用年期內的預期信貸虧損。該等財務資產的預期信貸虧損是利用基於本集團過往信貸虧損經驗的撥備矩陣進行估算，並按在報告日期債務人的個別因素、整體經濟狀況及對當前和預測整體經濟狀況的評估方向(在適當時包括金錢的時間價值)進行調整。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Financial instruments (upon the adoption of HKFRS 9 on 1 January 2018) (continued)

(i) Financial assets (continued)

Impairment of financial assets (continued)

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the ECLs that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

2. 主要會計政策(續)

(I) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號後)(續)

(i) 財務資產(續)

財務資產減值(續)

至於所有其他金融工具，本集團會於自首次確認後該金融工具的信貸風險顯著增加時確認可使用年期內的預期信貸虧損。然而，倘自首次確認後該金融工具的信貸風險並無顯著增加，本集團按十二個月預期信貸虧損的相同金額計量該金融工具的虧損撥備。

可使用年期內的預期信貸虧損指於金融工具預計年期內所有可能的違約事件將產生的預期信貸虧損。相反，十二個月預期信貸虧損指金融工具於報告日期後十二個月內可能發生的違約事件預計產生的該部分可使用年期內的預期信貸虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Financial instruments (upon the adoption of HKFRS 9 on 1 January 2018) (continued)

(i) Financial assets (continued)

Impairment of financial assets (continued)

- (i) Significant increase in credit risk
- In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

2. 主要會計政策(續)

(I) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號後)(續)

(i) 財務資產(續)

財務資產減值(續)

- (i) 信貸風險顯著增加
- 為評估一項金融工具的信貸風險自首次確認後是否顯著增加，本集團將報告日期評估的金融工具違約風險與首次確認日期的金融工具的違約風險進行比較。在開展評估時，本集團考慮合理可靠的定量及定性資料，包括毋須付出過多成本或努力即可獲得的過往經驗及前瞻性資料。所考慮的前瞻性資料包括獲取自經濟專家報告、金融分析師、政府機構、相關智庫及其他類似組織的本集團債務人經營所在行業的未來前景，以及與本集團核心業務相關的實際及預測經濟資料的各種外部來源。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Financial instruments (upon the adoption of HKFRS 9 on 1 January 2018) (continued)

(i) Financial assets (continued)

Impairment of financial assets (continued)

(i) Significant increase in credit risk (continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent to which the fair value of a financial asset has been less than its amortised cost;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

2. 主要會計政策(續)

(I) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號後)(續)

(i) 財務資產(續)

財務資產減值(續)

(i) 信貸風險顯著增加(續)

在評估信貸風險自首次確認後是否顯著增加時，尤其考慮以下資料：

- 金融工具的外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 特定金融工具信貸風險的外部市場指標顯著惡化，例如債務人的信貸息差、信用違約掉期價格顯著上升，或財務資產公平值低於攤銷成本的時長或幅度；
- 商業、金融或經濟情況目前或預期有不利變動，預計將導致債務人償還債項的能力顯著下降；

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Financial instruments (upon the adoption of HKFRS 9 on 1 January 2018) (continued)

(i) Financial assets (continued)

Impairment of financial assets (continued)

(i) Significant increase in credit risk (continued)

- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

2. 主要會計政策(續)

(I) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號後)(續)

(i) 財務資產(續)

財務資產減值(續)

(i) 信貸風險顯著增加(續)

- 債務人的經營業績的實際或預期顯著惡化；
- 同一債務人其他金融工具的信貸風險顯著上升；
- 債務人的監管、經濟或技術環境有實際或預計重大不利變動，導致債務人償還債項的能力顯著下降。

無論上述評估的結果如何，倘合約已逾期還款超過30日，則財務資產的信貸風險自首次確認以來已顯著上升，除非本集團有合理且有據可查的資料證明實際情況與上述判斷不一致。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Financial instruments (upon the adoption of HKFRS 9 on 1 January 2018) (continued)

(i) Financial assets (continued)

Impairment of financial assets (continued)

(i) Significant increase in credit risk (continued)

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- (1) The financial instrument has a low risk of default,
- (2) The debtor has a strong capacity to meet its contractual cash flow obligations in the near term, and
- (3) Adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

2. 主要會計政策(續)

(I) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號後)(續)

(i) 財務資產(續)

財務資產減值(續)

(i) 信貸風險顯著增加(續)

儘管有上述規定，若於報告日期金融工具被判定為具有較低信貸風險，本集團會假設金融工具信貸風險自首次確認以來並未顯著上升。在以下情況下，金融工具會被判定為具有較低信貸風險：

- (1) 金融工具具有較低違約風險；
- (2) 債務人有很強的能力履行近期的合約現金流量責任；及
- (3) 經濟及商業環境的長期不利變動有可能但未必會降低借款人履行合約現金流量責任的能力。

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Financial instruments (upon the adoption of HKFRS 9 on 1 January 2018) (continued)

(i) Financial assets (continued)

Impairment of financial assets (continued)

- (i) Significant increase in credit risk (continued)

The Group considers a financial asset to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there is no past due amounts.

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

2. 主要會計政策(續)

(I) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號後)(續)

(i) 財務資產(續)

財務資產減值(續)

- (i) 信貸風險顯著增加(續)

本集團認為，若根據眾所周知的定義，財務資產的外部信貸測評為「投資級」，或(倘未有外部評級)該資產的內部測評為「良好」，則該財務資產具有較低信貸風險。良好指交易對手的財務狀況穩健，且並無任何逾期款項。

本集團定期監測用以識別信貸風險是否顯著增加的準則的有效性，並適當對其進行修訂，以確保該準則能夠在金額到期前確定信貸風險是否顯著增加。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Financial instruments (upon the adoption of HKFRS 9 on 1 January 2018) (continued)

(i) Financial assets (continued)

Impairment of financial assets (continued)

(ii) Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

2. 主要會計政策(續)

(I) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號後)(續)

(i) 財務資產(續)

財務資產減值(續)

(ii) 違約的定義

本集團認為以下情況就內部信貸風險管理目的而言構成違約事件，因為過往經驗表明符合以下任何一項條件的財務資產一般無法收回：

- 債務人違反財務契諾；或
- 內部產生或獲取自外部來源的資料表明，債務人不太可能向債權人(包括本集團)全額還款(不考慮本集團持有的任何抵押品)。

無論上述分析如何，本集團認為倘財務資產已逾期還款90天，則可視為違約，除非本集團有合理及有據可查的資料證明更滯後的違約標準更為合適。

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Financial instruments (upon the adoption of HKFRS 9 on 1 January 2018) (continued)

(i) Financial assets (continued)

Impairment of financial assets (continued)

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event (see (ii) above);
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it becomes probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

2. 主要會計政策(續)

(I) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號後)(續)

(i) 財務資產(續)

財務資產減值(續)

(iii) 財務資產信貸減值

當發生一項或多項對財務資產預計未來現金流量產生不利影響的事件時，則該財務資產即被視為出現信貸減值。財務資產出現信貸減值的憑據包括以下可觀察事件：

- (a) 發行人或借款人存在嚴重財政困難；
- (b) 違反合約，例如違約或逾期事件(見上文(ii))；
- (c) 借款人的貸款人基於與借款人財務困難有關之經濟或合約原因，給予借款人一項貸款人在一般情況下不會考慮的優惠安排；
- (d) 借款人可能進行破產清算或其他財務重組安排；或
- (e) 由於財政困難導致該財務資產失去活躍市場。

Notes to the Consolidated Financial Statements (*Continued*)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Financial instruments (upon the adoption of HKFRS 9 on 1 January 2018) (continued)

(i) Financial assets (continued)

Impairment of financial assets (continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECLs is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the

2. 主要會計政策(續)

(I) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號後)(續)

(i) 財務資產(續)

財務資產減值(續)

(iv) 撇銷政策

當有資料顯示債務人陷入嚴重財困，且並無實際收回的可能之時(例如債務人已清算或進入破產程序)，或當應收貿易賬款逾期超過兩年時(以最早發生者為準)，本集團會撇銷財務資產。已撇銷的財務資產仍可根據本集團的收回程序實施強制執行，在適當情況下考慮法律意見。任何收回款項會於損益中確認。

(v) 預期信貸虧損的計量及確認

預期信貸虧損的計量為違約概率、違約損失率(即違約時的損失程度)及違約風險暴露的函數。評估違約概率及違約損失率的依據是過往數據，並按上述前瞻性資料調整。而財務資產的違約風險暴露則由資產於報告日期的賬面總值代表；就財務擔保合同而言，風險包括於報告日期提取的金額連同任何基於歷

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Financial instruments (upon the adoption of HKFRS 9 on 1 January 2018) (continued)

(i) Financial assets (continued)

Impairment of financial assets (continued)

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

amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

2. 主要會計政策(續)

(I) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號後)(續)

(i) 財務資產(續)

財務資產減值(續)

- (v) 預期信貸虧損的計量及確認(續)

史趨勢、本集團對債務人特定未來融資需求的理解以及其他相關前瞻性資料釐定的預計將於未來違約日期前提取的額外金額。

財務資產的預期信貸虧損按根據合約應付本集團的所有合約現金流量與本集團預計收取的所有現金流量(按原定實際利率折現)之間的差額估算。

如果本集團已在上一報告期內以等於可使用年期內的預期信貸虧損的金額計量金融工具的虧損撥備，但在當期報告日確定不再符合可使用年期內的預期信貸虧損的條件，則本集團計量虧損撥備等於當期的十二個月預期信貸虧損的金額，但使用簡化方法的資產除外。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
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2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Financial instruments (upon the adoption of HKFRS 9 on 1 January 2018) (continued)

(i) Financial assets (continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

(ii) Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

2. 主要會計政策(續)

(I) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號後)(續)

(i) 財務資產(續)

終止確認財務資產

本集團僅於從資產收取現金流量的合約權利屆滿時，或向另一方轉讓財務資產及該資產擁有權之絕大部分風險及回報時終止確認財務資產。倘本集團並無轉移亦無保留擁有權之絕大部分風險及回報並繼續控制已轉讓資產，本集團按其必須支付之金額確認其保留之資產權益並確認相關負債。倘本集團保留已轉讓財務資產擁有權之絕大部分風險及回報，本集團繼續確認財務資產，亦就已收取之所得款項確認有抵押借貸。

於終止確認以攤銷成本計量的財務資產時，資產賬面值與已收及應收代價間之差額於損益確認。

(ii) 財務負債及權益

分類為債務或權益

債務及權益工具根據所訂立合約安排之內容以及財務負債及權益工具之定義分類為財務負債及權益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
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2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Financial instruments (upon the adoption of HKFRS 9 on 1 January 2018) (continued)

(ii) Financial liabilities and equity (continued)

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Compound instruments

The component parts of convertible notes issued by the Group are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

2. 主要會計政策(續)

(I) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號後)(續)

(ii) 財務負債及權益(續)

權益工具

權益工具為證明實體於扣除其所有負債後之剩餘資產權益之任何合約。本集團發行之權益工具按所收取之所得款項扣減直接發行成本確認。

購回本公司本身權益工具已直接於權益確認及扣除。概無就購買、出售、發行或註銷本公司本身權益工具於損益確認收益或虧損。

複合工具

本集團所發行之可換股票據之組成部分乃根據合約之實質安排與財務負債及權益工具之定義分別歸類為財務負債及權益。倘兌換股權將透過以固定金額之現金或另一項財務資產換取固定數目之本公司本身之權益工具結算，則分類為權益工具。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Financial instruments (upon the adoption of HKFRS 9 on 1 January 2018) (continued)

(ii) Financial liabilities and equity (continued)

Compound instruments (continued)

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for a similar non-convertible instrument. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to share premium. Where the conversion option remains unexercised at the maturity date of the convertible loan note, the balance recognised in equity will be transferred to accumulated losses. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

2. 主要會計政策(續)

(I) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號後)(續)

(ii) 財務負債及權益(續)

複合工具(續)

於發行日期，負債部分之公平值乃按類似不可轉換工具之現行市場利率估算。該金額乃以實際利率法按攤銷成本基準列賬為負債，直至因兌換而終結或有關工具之到期日為止。

分類為權益之兌換股權乃由複合工具整體之公平值扣除負債部分之金額而釐定。此金額在扣除所得稅影響後在權益確認入賬，其後將不會重新計量。此外，分類為權益之兌換股權將保留在權益中，直至兌換股權獲行使為止，而在此情況下，在權益中確認之結餘將轉撥至股份溢價。倘兌換股權於可換股貸款票據到期日仍未獲行使，則在權益中確認之結餘將轉撥至累計虧損。在兌換股權獲兌換或到期時，不會於損益中確認任何盈虧。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Financial instruments (upon the adoption of HKFRS 9 on 1 January 2018) (continued)

(ii) Financial liabilities and equity (continued)

Compound instruments (continued)

Transaction costs that relate to the issue of the convertible loan notes are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognised directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortised over the lives of the convertible loan notes using the effective interest method.

Financial liabilities

All financial liabilities are measured subsequently at amortised cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, and financial guarantee contracts issued by the Group, are measured in accordance with the specific accounting policies set out below.

Financial liabilities measured subsequently at amortised cost

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held-for-trading, or (iii) designated as at FVTPL, are measured subsequently at amortised cost using the effective interest method.

2. 主要會計政策(續)

(I) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號後)(續)

(ii) 財務負債及權益(續)

複合工具(續)

發行可換股貸款票據所涉及之交易成本乃按所得款項總額分配比例分配至負債部分及權益部分。權益部分之相關交易成本直接於權益中確認。負債部分之相關交易成本計入負債部分之賬面值，並採用實際利率法按可換股貸款票據有效期攤銷。

財務負債

所有財務負債其後採用實際利率法以攤銷成本或按公平值計入損益計量。

然而，財務資產轉移不符合終止確認條件或繼續涉入被轉移財務資產所形成的財務負債，以及本集團發出的財務擔保合約按下文載列的特定會計政策計量。

財務負債其後按攤銷成本計量

並非(i)業務合併中收購方的或然對價，(ii)持作交易，或(iii)指定為按公平值計入損益的財務負債其後採用實際利率法以攤銷成本計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Financial instruments (upon the adoption of HKFRS 9 on 1 January 2018) (continued)

(ii) Financial liabilities and equity (continued)

Financial liabilities measured subsequently at amortised cost (continued)

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

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in the in profit or loss for financial liabilities that are not part of a designated hedging relationship.

2. 主要會計政策(續)

(I) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號後)(續)

(ii) 財務負債及權益(續)

財務負債其後按攤銷成本計量(續)

實際利率法為計算於有關期間內財務負債之攤銷成本及分配利息開支之方法。實際利率乃按財務負債之估計年期或(如適用)較短期間，準確折現估計未來現金付款(包括所有構成一個實際利率組成部分之已付或已收費用及利率差價、交易成本及其他溢價或折讓)至財務負債的攤銷成本之利率。

外匯收益及虧損

對於以外幣計值、以各報告期末攤銷成本計量的財務負債，外匯收益及虧損乃根據該等工具的攤銷成本釐定。對於不構成指定對沖關係的財務負債，外匯收益及虧損於損益確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(l) Financial instruments (upon the adoption of HKFRS 9 on 1 January 2018) (continued)

(ii) Financial liabilities and equity (continued)

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

(m) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

(n) Employee benefits

(i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

2. 主要會計政策(續)

(l) 金融工具(於二零一八年一月一日採納香港財務報告準則第9號後)(續)

(ii) 財務負債及權益(續)

終止確認財務負債

本集團於且僅於本集團責任已履行、撤銷或到期時終止確認財務負債。終止確認的財務負債賬面值與已付及應付對價之間的差額於損益確認。

(m) 現金及現金等值項目

現金及現金等值項目包括銀行及手上現金、銀行及其他財務機構之活期存款以及短期及流動性高之投資，而有關投資可隨時兌換成可知數額現金及須承受之價值變動風險不大，且於收購時之屆滿期限為三個月內。

(n) 僱員福利

(i) 短期僱員福利及定額供款退休計劃供款

薪金、年度花紅、有薪年假、定額供款計劃供款及非貨幣福利成本於僱員提供相關服務之年度計入。倘付款或結算有延誤及影響重大，則有關款額將以其現值列賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(n) Employee benefits (continued)

(ii) Termination benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

(o) Income tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

(i) Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "profit/(loss) before taxation" as reported in the consolidated statement of profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

(ii) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences.

2. 主要會計政策(續)

(n) 僱員福利(續)

(ii) 離職福利

離職福利只會在本集團有正式具體辭退計劃而並無撤回該計劃之實質可能性，並明確表示會終止僱用或由於自願遣散而提供福利時予以確認。

(o) 所得稅

所得稅開支指即期應付稅項及遞延稅項之總和。

(i) 即期稅項

即期應付稅項按本年度應課稅溢利計算。鑒於其他年度之應課稅或可扣稅收支項目及從未課稅或扣稅之項目，應課稅溢利有別於綜合損益表中呈報之「除稅前溢利／(虧損)」。本集團之即期稅項負債採用於報告期末前已頒佈或實質上已頒佈之稅率計算。

(ii) 遞延稅項

綜合財務報表當中之資產及負債賬面值與用作計算應課稅溢利之相應稅基之暫時差額確認為遞延稅項。一般會就所有應課稅暫時差額確認為遞延稅項負債。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(o) Income tax (continued)

(ii) Deferred tax (continued)

Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

2. 主要會計政策(續)

(o) 所得稅(續)

(ii) 遞延稅項(續)

遞延稅項資產一般就所有可扣減暫時差額於可能出現應課稅溢利對銷可用之可扣稅暫時差額時確認。倘暫時差額因商譽或不影響應課稅溢利或會計溢利之交易中首次確認(業務合併除外)之其他資產及負債所產生，有關遞延稅項資產及負債則不予確認。

遞延稅項負債就與附屬公司及聯營公司之投資以及於合營企業之權益相關的應課稅暫時差額予以確認，惟倘本集團可控制其撥回及暫時差額有可能不會於可見將來撥回則除外。因與有關投資及權益相關之可扣減暫時差額而產生之遞延稅項資產僅於可能產生足夠應課稅溢利以動用暫時差額溢利並預期可於可見將來撥回時確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(o) Income tax (continued)

(ii) Deferred tax (continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

(iii) Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

2. 主要會計政策(續)

(o) 所得稅(續)

(ii) 遞延稅項(續)

遞延稅項資產之賬面值於各報告期末檢討，並於可能沒有足夠應課稅溢利收回全部或部分資產價值時作出調減。

基於在報告期末前已頒佈或實質上已頒佈之稅率(及稅法)，遞延稅項資產及負債按清償負債或變現資產期間的預期適用之稅率計算。

遞延稅項負債及資產之計量反映本集團預期於報告期末收回或清償有關資產及負債賬面值之稅務影響。

(iii) 本年度之即期及遞延稅項

即期及遞延稅項於損益中確認，惟當即期及遞延稅項與在其他全面收益內確認或直接在權益內確認之項目相關，則即期及遞延稅項亦分別於其他全面收益或直接於權益中確認。倘因業務合併之初始會計處理而產生即期或遞延稅項，則有關稅務影響會計入業務合併之會計處理內。

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(p) Provisions and contingent liabilities

Provisions are recognised for other liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, 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.

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

2. 主要會計政策(續)

(p) 撥備及或然負債

當本集團因過去事項須承擔法定責任或推定責任，而履行該責任大有可能需要付出經濟利益及能可靠地估計時，則須為未確定時間或金額之其他負債確認撥備。倘若金錢之時間價值重大時，撥備將以履行責任預期所需支出之現值列報。

當不大可能需要付出經濟利益，或其數額未能可靠地估計時，除非付出經濟利益之可能性極小，否則須披露該責任為或然負債。潛在責任僅能以一宗或數宗未來事件之發生或不發生來證實其存在，除非其付出經濟利益之可能性極小，否則亦須披露為或然負債。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(q) Revenue recognition

Upon application of HKFRS 15

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer. A performance obligation represents a goods or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct goods or service.

2. 主要會計政策(續)

(q) 收益確認

應用香港財務報告準則第15號
根據香港財務報告準則第15號，本集團於完成履約責任時(或就此)確認收益，即與特定履約責任相關之貨品或服務之「控制權」轉移予客戶時。履約責任指一項明確貨品或服務(或一批貨品或服務)或一系列大致相同之明確貨品或服務。

倘符合以下其中一項標準，則控制權按時間轉移，而收益則經參考完全達成相關履約責任之進度按時間確認：

- 客戶於本集團履約時同時收取及消耗本集團於履約時提供之利益；
- 本集團之履約創建及增強客戶於本集團履約時控制之資產；或
- 本集團之履約並無創建對本集團具有替代用途之資產，而本集團有強制可執行權利收取至今已履約部分之款項。

否則，收益會於客戶獲得明確貨品或服務控制權之時間點確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(q) Revenue recognition (continued) Upon application of HKFRS 15 (continued)

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. A contract asset and a contract liability relating to a contract are accounted for a presented on a net basis.

For contracts that contain more than one performance obligations, the Group allocates them transaction price to each performance obligation on a relative stand-alone selling price basis.

- (i) Travel-related service fee income
- Revenue from the sale of air tickets is recognised at a point in time when the booking tickets are delivered to and have been accepted by the customers.
 - Revenue from the sale of tour packages is recognised at a point in time when travel arrangements have been booked and confirmed with customers.
 - Revenue from the sale of group tours is recognised at a point in time of group departure.

2. 主要會計政策(續)

(q) 收益確認(續) 應用香港財務報告準則第15號(續)

合約資產指本集團可就交換本集團已向客戶轉交之貨品或服務獲得代價之尚未屬無條件之權利。其乃根據香港財務報告準則第9號評估減值。相反，應收款項指本集團可獲得代價之無條件權利，即於該代價到期支付前僅須待時間流逝。

合約負債指本集團向客戶轉交貨品或服務之責任，而本集團已就此向客戶收取代價(或到期應收之代價金額)。與合約有關的合約資產及合約負債以淨額基礎呈列。

對包含超過一項履約責任的合約而言，本集團按相對單獨售價基礎將交易價分配至每項履約責任。

- (i) 旅遊相關服務費收入
- 來自機票銷售之收益於某一時點(即交付訂購機票且獲客戶接納之時)予以確認。
 - 來自旅遊套餐銷售之收益於某一時點(即旅遊安排訂購且獲客戶確認之時)予以確認。
 - 來自團體旅遊銷售之收益於某一時點(即團體出發時)予以確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(q) Revenue recognition (continued)

Upon application of HKFRS 15 (continued)

- (ii) Rental income in respect of investment properties under operating lease is recognised on a straight-line basis over the respective lease term.
- (iii) Revenue from sales of properties is recognised at point in time when control of the properties is delivered to buyers. The Group receives deposits from buyers when signed the sale and purchase agreements. The deposits received from the contracts prior to meeting the above criteria for revenue recognition are recognised as contract liabilities.
- (iv) Management fee income is recognised when the amounts are measurable and the ultimate collections are reasonable assumed.
- (v) Interest income is recognised on a time apportioned basis using the effective interest method.
- (vi) Services income is recognised when services are provided.
- (vii) Deferred income comprises of a sign-up bonus for an on-line ticket processing system and is recognised as revenue in accordance with the terms of the agreement.
- (viii) Other income consists of revenue earned based on volume sales through various online ticket processing systems and is recognised when it is measurable and all contractual obligations have been fulfilled.

2. 主要會計政策(續)

(q) 收益確認(續)

應用香港財務報告準則第15號(續)

- (ii) 就經營租賃項下之投資物業的租賃收入於各租賃期內按直線法確認。
- (iii) 物業銷售收益在物業的控制權交付至買家時於某一個時間點確認。本集團於簽訂買賣協議時向買家收取按金。於符合上述收益確認要求前，收取來自合約的按金確認為合約負債。
- (iv) 管理費收入於款額可計量及可合理假定可收取最終款項時確認。
- (v) 利息收入按時間比例使用實際利率法確認。
- (vi) 服務收入於提供服務時確認。
- (vii) 遞延收入包括網上機票處理系統之訂約花紅，並根據該協議條款確認為收益。
- (viii) 其他收入包括根據透過不同網上機票處理系統所取得之大量銷售而賺取之收益，於可計量時，以及已履行所有合約責任時確認。

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(q) Revenue recognition (continued)

Prior to 1 January 2018:

Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

- (i) Travel-related service fee income
 - Revenue from the sales of air tickets is recognised when the tickets are issued.
 - Revenue from the sales of tour packages is recognised when travel arrangements have been booked and confirmed with customers. Deposits from customers are reported as liabilities.
 - Revenue from the sales of group tours is recognised at the point of group departure. Deposits from customers are reported as liabilities until the tour departs.

2. 主要會計政策(續)

(q) 收益確認(續)

於二零一八年一月一日前:

假設經濟利益大有可能流入本集團，且收益及成本(如適用)能可靠地計量，收益則按以下列方式於損益中確認：

- (i) 旅遊相關服務費收入
 - 來自機票銷售之收益，於發出機票時確認。
 - 來自旅行套餐銷售之收益，於已預訂旅遊安排及與客戶確定成團時確認。客戶訂金乃呈報為負債。
 - 來自團體旅遊銷售之收益，於團體出發時確認。客戶訂金乃呈報為負債，直至旅行團出發為止。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(q) Revenue recognition (continued)

Prior to 1 January 2018: (continued)

- (ii) Rental income in respect of investment properties under operating lease is recognised on a straight-line basis over the respective lease term.
- (iii) Management fee income is recognised when the amounts are measurable and the ultimate collections are reasonable assumed.
- (iv) Interest income is recognised on a time-apportioned basis using the effective interest method.
- (v) Services income is recognised when services are provided.
- (vi) Deferred income comprises of a sign-up bonus for an on-line ticket processing system and is recognised as revenue in accordance with the terms of the agreement.
- (vii) Other income consists of revenue earned based on volume sales through various on-line ticket processing systems and is recognised when it is measurable and all contractual obligations have been fulfilled.

2. 主要會計政策(續)

(q) 收益確認(續)

*於二零一八年一月一日前：
(續)*

- (ii) 就經營租賃項下之投資物業的租賃收入於各租賃期內按直線法確認。
- (iii) 管理費收入於款額可計量及可合理假定可收取最終款項時確認。
- (iv) 利息收入按時間比例使用實際利率法確認。
- (v) 服務收入於提供服務時確認。
- (vi) 遞延收入包括網上機票處理系統之訂約花紅，並根據該協議條款確認為收益。
- (vii) 其他收入包括根據透過不同網上機票處理系統所取得之大量銷售而賺取之收益，於可計量時，以及已履行所有合約責任時確認。

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(r) Foreign currencies

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

Exchange difference arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

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

2. 主要會計政策(續)

(r) 外幣

於編製各個別實體之財務報表時，以本公司功能貨幣以外之貨幣(外幣)進行之交易乃按於交易日之現行匯率予以確認。於報告期末，以外幣計值之貨幣項目乃按該日之現行匯率重新換算。按公平值列賬並以外幣計值之非貨幣項目乃按其公平值釐定當日之現行匯率重新換算。按外幣歷史成本計量之非貨幣項目毋須重新換算。

結算貨幣項目及重新換算貨幣項目所產生之匯兌差額在產生期間於損益確認。

為呈列綜合財務報表，本集團海外業務之資產及負債乃按於各報告期末之匯率換算為本集團之呈列貨幣(即港幣)。收入及開支乃按期內之平均匯率進行換算，除非匯率於該期間內出現大幅波動則另作別論，在該情況下則採用交易當日之匯率。所產生之匯兌差額(如有)於其他全面收益確認，並於權益內的外幣匯兌儲備累計(於適當時撥作非控股權益)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(r) Foreign currencies (continued)

On the disposal of a foreign operation (i.e. a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

For all other partial disposals (i.e. partial disposals of associates that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in equity under the heading of foreign currency translation reserve.

2. 主要會計政策(續)

(r) 外幣(續)

出售海外業務時(即出售涉及失去包括海外業務之聯營公司的重大影響力),本公司股東就該業務應佔之所有於權益累計之匯兌差額須重新分類至損益。

所有其他部分出售(例如並未導致本集團失去重大影響力或共同控制權之部分出售聯營公司)按比例分佔之累計匯兌差額重新分類至損益。

於收購海外經營業務時產生之有關已收購可識別資產之商譽及公平值調整作為該海外經營業務之資產及負債處理,並按各報告期末之現行匯率換算。產生之匯兌差額於權益內之外幣匯兌儲備確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s) Borrowing costs

Borrowing costs are expensed in profit or loss in the period in which they are incurred, except to the extent that they are capitalised as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences 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 in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

2. 主要會計政策(續)

(s) 借貸成本

借貸成本於產生期間在損益中列作開支，但與收購、建造或生產需要長時間才可以投入擬定用途或銷售之資產直接相關之借貸成本則予以資本化。

屬於合資格資產成本一部分之借貸成本，在資產產生開支、借貸成本產生及使資產投入擬定用途或銷售所必須之準備工作進行期間開始資本化。在使合資格資產投入擬定用途或銷售所必須之絕大部分準備工作中止或完成時，借貸成本便會暫停或停止資本化。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(t) 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 of the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
- (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).

2. 主要會計政策(續)

(t) 關連人士

- (a) 如屬以下人士，該人士或其近親家族成員則與本集團有關連：
- (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) 為本集團或本集團母公司之主要管理人員。
- (b) 如符合下列任何條件，該實體則與本集團有關連：
- (i) 該實體與本集團屬同一集團之成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關連）。
 - (ii) 一間實體為另一間實體之聯營公司或合營企業（或該實體為與另一間實體同屬集團旗下之成員公司之聯營公司或合營企業）。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(t) Related parties (continued)

(b) An entity is related to the Group if any of the following conditions applies: (continued)

(iii) the entity and the Group are joint ventures of the same third party.

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

(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 the key management personnel of the entity (or of a parent of the entity).

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Close 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.

A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

2. 主要會計政策(續)

(t) 關連人士(續)

(b) 如符合下列任何條件，該實體則與本集團有關連：(續)

(iii) 該實體與本集團均為同一第三方之合營企業。

(iv) 一間實體為一間第三方實體之合營企業，而另一間實體為該第三方實體之聯營公司。

(v) 該實體為本集團或本集團相關實體之僱員離職後福利計劃。

(vi) 該實體受(a)項所指人士控制或共同控制。

(vii) (a)(i)項所指人士可對該實體有重大影響力或屬該實體(或該實體之母公司)之主要管理人員。

(viii) 該實體或該實體所屬集團之任何成員公司向本集團或本集團之母公司提供主要管理人員服務。

該人士之近親家族成員指預期可於該人士處理實體交易時對其產生或受其影響之家族成員。

凡於關連人士之間進行資源或責任轉移之交易均被視為關連人士交易。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(u) Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's chief operating decision maker ("CODM") for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical location.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

(v) Stock of properties

Properties held for sale are stated at the lower of cost and net realisable value. Cost includes the cost of land, development expenditure and other directly attributable expenses. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale, determined by management based on prevailing market conditions.

2. 主要會計政策(續)

(u) 分部報告

經營分部及各分部項目於綜合財務報表呈報之金額，乃根據就分配資源至本集團不同業務及地理位置分部以及評估該等分部之表現而定期提供予本集團主要經營決策者(「主要經營決策者」)之財務資料識別。

就財務呈報而言，除非分部具備相似之經濟特徵及在產品及服務性質、生產工序性質、客戶類型或類別、用作分銷產品或提供服務之方法及監管環境之性質方面相似，否則個別重大之經營分部不會進行合算。個別非重大之經營分部，如果符合上述大部分標準，則可進行合算。

(v) 物業存貨

持作出售物業以成本及可變現淨值之較低者列賬。成本包括土地成本、開發支出及其他直接歸屬的開支。可變現淨值為於日常業務過程之估計售價減估計作出該銷售所需成本，乃由管理層按現行市場狀況釐定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

(a) Adoption of New HKFRSs — effective on 1 January 2018

In the current year, the Group has applied for the first time, the following New HKFRSs issued by the HKICPA, which are effective for the Group's financial year beginning on 1 January 2018.

HKFRS 2 (Amendments)	Classifications and Measurement of Share-based Payment Transactions
HKFRS 4 (Amendments)	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers
HKFRS (Amendments)	Annual Improvements to HKFRSs 2014–2016 Cycle
HKAS 40 (Amendments)	Transfers of Investment Property
HK(IFRIC) — Int 22	Foreign Currency Transactions and Advance Consideration

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

3. 應用新訂及經修訂之香港財務報告準則

(a) 採納新香港財務報告準則 — 於二零一八年一月一日生效

於本年度，本集團首次應用以下由香港會計師公會頒佈之新香港財務報告準則，有關準則於本集團於二零一八年一月一日開始之財政年度生效。

香港財務報告 準則第2號 (修訂本)	股份付款交易的 分類及計量
香港財務報告 準則第4號 (修訂本)	採用香港財務報告 準則第4號保險 合約時一併應用 香港財務報告準則 第9號金融工具
香港財務報告 準則第9號	金融工具
香港財務報告 準則第15號	來自與客戶訂約 之收益
香港財務報告 準則(修訂本)	二零一四年至 二零一六年週期 香港財務報告準則 之年度改進
香港會計準則 第40號 (修訂本)	轉讓投資物業
香港(國際財務 報告詮釋 委員會) 詮釋第22號	外幣交易及預付對價

除下文所述者外，於本年度應用新香港財務報告準則對本集團於本年度及過往年度之財務表現及狀況以及／或此等綜合財務報表所載披露並無重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(a) Adoption of New HKFRSs — effective on 1 January 2018 (continued)

HKFRS 9 “Financial Instruments”

The Group has initially adopted HKFRS 9 “Financial Instruments” from 1 January 2018. HKFRS 9 replaces HKAS 39 “Financial Instruments: Recognition and Measurement”. It sets out the requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items.

Based on the assessment by the Group, there would be no retrospective item that existed and no significant cumulative effect of the initial application of HKFRS 9 at 1 January 2018 in accordance with the transition requirement.

(i) Classification of financial assets and financial liabilities

HKFRS 9 categories financial assets into three principal classification categories: measured at amortised cost, at fair value through other comprehensive income (“FVOCI”) and at fair value through profit or loss (“FVPL”). These supersede HKAS 39’s categories of held-to-maturity investments, loans and receivables, available-for-sale financial assets and financial assets measured at FVPL. The classification of financial assets under HKFRS 9 is based on the business model under which the financial assets is managed and its contractual cash flow characteristics.

3. 應用新訂及經修訂之香港財務報告準則(續)

(a) 採納新香港財務報告準則 — 於二零一八年一月一日生效(續)

香港財務報告準則第9號「金融工具」

本集團自二零一八年一月一日起首次採納香港財務報告準則第9號「金融工具」。香港財務報告準則第9號取代香港會計準則第39號「金融工具：確認及計量」。其載列財務資產、財務負債及若干購買或出售非金融項目合約的確認及計量要求。

基於本集團之評估，根據過渡規定，於二零一八年一月一日首次應用香港財務報告準則第9號並不存在任何追溯項目且無重大累計影響。

(i) 財務資產及財務負債之分類

香港財務報告準則第9號將財務資產分類為三個主要類別：按攤銷成本計量、按公平值計入其他全面收益(「按公平值計入其他全面收益」)計量及按公平值計入損益(「按公平值計入損益」)計量。該等分類取代香港會計準則第39號的持有至到期投資、貸款及應收賬款、可供出售財務資產及按公平值計入損益計量之財務資產類別。根據香港財務報告準則第9號，財務資產之分類按管理財務資產之業務模式及其合約現金流量特徵而釐定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(a) Adoption of New HKFRSs — effective on 1 January 2018 (continued)

HKFRS 9 “Financial Instruments” (continued)

(i) Classification of financial assets and financial liabilities (continued)

Non-equity investments held by the Group are classified into one of the following measurement categories:

- Amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method;
- FVOCI (recycling), if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of ECLs. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss; or

3. 應用新訂及經修訂之香港財務報告準則(續)

(a) 採納新香港財務報告準則 — 於二零一八年一月一日生效(續)

香港財務報告準則第9號「金融工具」(續)

(i) 財務資產及財務負債之分類(續)

本集團持有的非股本投資分類為以下計量類別之一：

- 按攤銷成本，倘所持投資用作收回合約現金流量(僅指支付本金及利息的付款)。投資之利息收入採用實際利率法計算；
- 按公平值計入其他全面收益(可轉回)，倘投資之合約現金流量僅包括支付本金及利息的付款，且該投資以收回合約現金流量及出售之業務模式為目的，則按公平值計入其他全面收益(可轉回)確認。除預期信貸虧損於損益內確認外，公平值的變動於其他全面收益中確認。終止確認該投資時，於其他全面收益內的累計金額重新由權益轉回損益中列示；或

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(a) Adoption of New HKFRSs — effective on 1 January 2018 (continued)

HKFRS 9 “Financial Instruments” (continued)

(i) Classification of financial assets and financial liabilities (continued)

- FVPL, if the investment does not meet the criteria for being measured at amortise cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI (non-recycling), are recognised in profit or loss as other income.

3. 應用新訂及經修訂之香港財務報告準則(續)

(a) 採納新香港財務報告準則 — 於二零一八年一月一日生效(續)

香港財務報告準則第9號「金融工具」(續)

(i) 財務資產及財務負債之分類(續)

- 按公平值計入損益，倘投資不符合按攤銷成本或按公平值計入其他全面收益(可轉回)計量之標準，該投資之公平值變動(包括利息)於損益內確認。

股本證券投資分類為按公平值計入損益，除非該股本投資並非以買賣為目的持有，且於首次確認該等投資時，本集團選擇指定該投資為按公平值計入其他全面收益(不得重新轉回)，以便其後公平值變動於其他全面收益中確認。該選擇乃按個別工具為基準作出，惟僅可於該投資從符合發行人角度下的權益定義時方能作出選擇。倘作出上述選擇，其他全面收益中累計的金額將保留於公平值儲備(不得重新轉回)中，直至出售該投資為止。在出售該投資時，於公平值儲備(不得重新轉回)中的累計金額將轉至保留盈餘。該金額並不透過損益重新轉回。股本證券投資產生的股息不論其分類是按公平值計入損益或是按公平值計入其他全面收益(不得重新轉回)，均於損益中確認為其他收入。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(a) Adoption of New HKFRSs — effective on 1 January 2018 (continued)

HKFRS 9 “Financial Instruments” (continued)

(i) Classification of financial assets and financial liabilities (continued)

Under HKFRS 9, derivatives embedded in contracts where the host is a financial asset in the scope of the standard are not separated from the host. Instead, the hybrid instrument as a whole is assessed for classification.

There is no reclassification or remeasurement of the financial assets, including cash and cash equivalents, pledged bank deposits as well as trade and other receivables for the adoption of HKFRS 9.

The measurement categories for all financial liabilities remain the same.

The carrying amounts for all financial liabilities at 1 January 2018 have not been impacted by the initial application of HKFRS 9.

3. 應用新訂及經修訂之香港財務報告準則(續)

(a) 採納新香港財務報告準則 — 於二零一八年一月一日生效(續)

香港財務報告準則第9號「金融工具」(續)

(i) 財務資產及財務負債之分類(續)

根據香港財務報告準則第9號，倘嵌入衍生工具的主合約為該準則範圍內的財務資產，則嵌入的衍生工具不從主合約分拆出來。相反，該混合式工具須整體進行分類評估。

就採納香港財務報告準則第9號而言，財務資產(包括現金及現金等值項目、已抵押銀行存款以及應收貿易賬款及其他應收賬款)不用進行重新分類或重新計量。

所有財務負債之計量分類維持不變。

所有財務負債於二零一八年一月一日之賬面值並未因首次應用香港財務報告準則第9號而受到影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(a) Adoption of New HKFRSs — effective on 1 January 2018 (continued)

HKFRS 9 “Financial Instruments” (continued)

(ii) Credit losses

HKFRS 9 replaces the “incurred loss” model in HKAS 39 with an “ECL” model. The ECL model requires an ongoing measurement of credit risk associated with a financial asset and therefore recognises ECLs earlier than under the “incurred loss” accounting model in HKAS 39.

The Group applies the new ECL model to financial assets measured at amortised cost (including cash and cash equivalents, pledged bank deposits as well as trade and other receivables).

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls are discounted using the effective interest rate determined at initial recognition or an approximation thereof for fixed rate financial assets as well as trade and other receivables where the effect of discounting is material.

3. 應用新訂及經修訂之香港財務報告準則(續)

(a) 採納新香港財務報告準則 — 於二零一八年一月一日生效(續)

香港財務報告準則第9號「金融工具」(續)

(ii) 信貸虧損

香港財務報告準則第9號以預期信貸虧損模式取代香港會計準則第39號的「已產生虧損」模式。預期信貸虧損模式要求對財務資產的相關信貸風險進行持續計量，所以，相較香港會計準則第39號的已產生虧損會計模式，該模式下更早確認預期信貸虧損。

本集團將新預期信貸虧損模式應用於按攤銷成本計量的財務資產(包括現金及現金等值項目、已抵押銀行存款及應收貿易賬款及其他應收賬款)。

預期信貸虧損的計量

預期信貸虧損是指信貸虧損的概率加權估計。信貸虧損是按所有預期現金短缺的現值(即根據合約本集團應得的現金流量和本集團預期收到的現金流量之間的差額)計量。

倘貼現的影響重大，就固定利率財務資產及應收貿易賬款及其他應收賬款將使用首次確認時的實際利率或其近似值作為貼現率貼現預期現金短缺。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(a) Adoption of New HKFRSs — effective on 1 January 2018 (continued)

HKFRS 9 “Financial Instruments” (continued)

(ii) Credit losses (continued)

Measurement of ECLs (continued)

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- Lifetime ECLs: these are losses that are expected to result from all possible default events over the expected of the items to which the ECL model applies.

3. 應用新訂及經修訂之香港財務報告準則(續)

(a) 採納新香港財務報告準則 — 於二零一八年一月一日生效(續)

香港財務報告準則第9號「金融工具」(續)

(ii) 信貸虧損(續)

預期信貸虧損的計量(續)

於估計預期信貸虧損時考慮的最長期限為本集團承擔信貸風險的最長合約期限。

在計量預期信貸虧損時，本集團可考慮無需付出不必要的成本或努力即可獲得合理及具支持理據的資料。這包括過去事項、當前狀況和對未來經濟狀況預測等資料。

預期信貸虧損基於下列其中一個基準計量：

- 十二個月的預期信貸虧損：預計在報告日期後十二個月內可能發生的違約事件而導致的虧損；及
- 可使用年期內的預期信貸虧損：預計該等採用預期信貸虧損模式的項目在預期可使用年期內所有可能發生的違約事件而導致的虧損。

Notes to the Consolidated Financial Statements (*Continued*)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(a) Adoption of New HKFRSs — effective on 1 January 2018 (continued)

HKFRS 9 “Financial Instruments” (continued)

(ii) *Credit losses (continued)*

Measurement of ECLs (continued)

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognised a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

3. 應用新訂及經修訂之香港財務報告準則(續)

(a) 採納新香港財務報告準則 — 於二零一八年一月一日生效(續)

香港財務報告準則第9號「金融工具」(續)

(ii) *信貸虧損(續)*

預期信貸虧損的計量(續)

應收貿易賬款的虧損撥備始終是以相等於可使用年期內的預期信貸虧損的金額計量。該等財務資產的預期信貸虧損是利用基於本集團過往信貸虧損經驗的撥備矩陣進行估算，並按在報告日期債務人的個別因素及對當前和預測整體經濟狀況的評估進行調整。

至於所有其他金融工具，本集團會以相等於十二個月的預期信貸虧損金額確認虧損撥備，除非自首次確認後該金融工具的信貸風險顯著增加，在此情況下，虧損撥備會以可使用年期內的預期信貸虧損的金額計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(a) Adoption of New HKFRSs — effective on 1 January 2018 (continued)

HKFRS 9 “Financial Instruments” (continued)

(ii) Credit losses (continued)

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 180 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

3. 應用新訂及經修訂之香港財務報告準則(續)

(a) 採納新香港財務報告準則 — 於二零一八年一月一日生效(續)

香港財務報告準則第9號「金融工具」(續)

(ii) 信貸虧損(續)

信貸風險顯著增加

為評估一項金融工具的信貸風險自首次確認後是否顯著增加，本集團將報告日期評估的金融工具違約風險與首次確認日期所作評估進行比較。在開展重新評估時，本集團認為以下情況將導致違約事件：(i)借方未能悉數支付本集團信貸責任，且本集團並無採取(例如：變現證券(如持有))的追索行動；或(ii)財務資產逾期180天。本集團考慮合理可靠的定量及定性資料，包括毋須付出過多成本或努力即可獲得的過往經驗及前瞻性資料。

Notes to the Consolidated Financial Statements (*Continued*)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(a) Adoption of New HKFRSs — effective on 1 January 2018 (continued)

HKFRS 9 “Financial Instruments” (continued)

(ii) *Credit losses (continued)*

Significant increases in credit risk (continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- Failure to make payments of principal or interest on their contractually due dates;
- An actual or expected significant deterioration in a financial instrument’s external or internal credit rating (if available);
- An actual or expected significant deterioration in the operating results of the debtor; and
- Existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor’s ability to meet its obligation to the Group.

3. 應用新訂及經修訂之香港財務報告準則(續)

(a) 採納新香港財務報告準則 — 於二零一八年一月一日生效(續)

香港財務報告準則第9號「金融工具」(續)

(ii) 信貸虧損(續)

信貸風險顯著增加(續)

在評估信貸風險自首次確認後是否顯著增加時，尤其考慮以下資料：

- 未能在合約到期日支付本金或利息；
- 金融工具的外部或內部信貸評級(如有)的實際或預期顯著惡化；
- 債務人的經營業績的實際或預期顯著惡化；及
- 技術、市場、經濟或法律環境的現有或預測變化對債務人向本集團履行責任的能力構成重大不利影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(a) Adoption of New HKFRSs — effective on 1 January 2018 (continued)

HKFRS 9 “Financial Instruments” (continued)

(ii) Credit losses (continued)

Significant increases in credit risk (continued)

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

As at 1 January 2018, no additional credit loss allowance has been recognised in the consolidated financial statements.

3. 應用新訂及經修訂之香港財務報告準則(續)

(a) 採納新香港財務報告準則 — 於二零一八年一月一日生效(續)

香港財務報告準則第9號「金融工具」(續)

(ii) 信貸虧損(續)

信貸風險顯著增加(續)

根據金融工具的性質，對信貸風險顯著增加的評估乃基於個人或整體開展。基於整體開展評估時，金融工具根據共有的信貸風險特徵(如：逾期狀況及信貸風險評級)進行分組。

於各個報告日期重新計量預期信貸虧損，以反映自首次確認後金融工具信貸風險的變動。預期信貸虧損的任何變動均於損益中確認為減值損益。本集團確認所有金融工具的減值損益，並通過虧損撥備賬戶對其賬面金額進行相應調整。

於二零一八年一月一日，並無額外信貸虧損撥備於綜合財務報表中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(a) Adoption of New HKFRSs — effective on 1 January 2018 (continued)

HKFRS 9 “Financial Instruments” (continued)

(ii) Credit losses (continued)

Basis of calculation of interest income on credit-impaired financial assets

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired included the following observable events:

- Significant financial difficulties of the debtor;
- A breach of contract, such as a default or delinquency interest or principal payments;
- It becomes probable that the borrower will enter into bankruptcy or other financial reorganisation;

3. 應用新訂及經修訂之香港財務報告準則(續)

(a) 採納新香港財務報告準則 — 於二零一八年一月一日生效(續)

香港財務報告準則第9號「金融工具」(續)

(ii) 信貸虧損(續)

計算信貸減值的財務資產利息收入的基準

利息收入按財務資產的賬面總值進行計算，除非財務資產出現信貸減值，在此情況下，利息收入按財務資產的攤銷成本計算（即賬面總值減虧損撥備）。

本集團於各報告日期評估財務資產有否出現信貸減值。當發生一項或多項對財務資產預計未來現金流量產生不利影響的事件時，則該財務資產即被視為出現信貸減值。

財務資產出現信貸減值的憑據包括以下可觀察事件：

- 債務人面對重大財務困難；
- 違反合約，如拖欠或未能償還利息或本金；
- 借款人可能進行破產清算或其他財務重組安排；

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(a) Adoption of New HKFRSs — effective on 1 January 2018 (continued)

HKFRS 9 “Financial Instruments” (continued)

(ii) Credit losses (continued)

Basis of calculation of interest income on credit-impaired financial assets (continued)

- Significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- The disappearance of an active market for a security because of financial difficulties of the issuer.

Write-off policy

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

3. 應用新訂及經修訂之香港財務報告準則(續)

(a) 採納新香港財務報告準則 — 於二零一八年一月一日生效(續)

香港財務報告準則第9號「金融工具」(續)

(ii) 信貸虧損(續)

計算信貸減值的財務資產利息收入的基準(續)

- 環境的重大變動(包括技術、市場、經濟或法律)對債務人構成不利影響;或
- 因發行人陷入財務困難導致該證券失去活躍市場。

撇銷政策

財務資產的賬面總值將預計實際無法收回時(部分或全部)撇銷。該情況通常出現在本集團釐定債務人並無資產或可產生足夠現金流量收入來源以償還撇銷的金額。

過往撇銷但隨後收回的資產於回收發生期間在損益中確認為減值撥回。

Notes to the Consolidated Financial Statements (*Continued*)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(a) Adoption of New HKFRSs — effective on 1 January 2018 (continued)

HKFRS 9 “Financial Instruments” (continued)

(iii) Transition

Changes in accounting policies resulting from the adoption of HKFRS 9 have been applied retrospectively, except as described below:

- Information relating to comparative periods has not been restated.
- The assessments have been made on the basis of the facts and circumstances that exist at 1 January 2018 (the date of initial application of HKFRS 9 by the Group) for the determination of the business model within which a financial asset is held.
- If, at the date of initial application, the assessment of whether there has been a significant increase in credit risk since initial recognition would have involved undue cost or effort, a lifetime ECL has been recognised for that financial instrument.

3. 應用新訂及經修訂之香港財務報告準則(續)

(a) 採納新香港財務報告準則 — 於二零一八年一月一日生效(續)

香港財務報告準則第9號「金融工具」(續)

(iii) 過渡

除下述情況外，採納香港財務報告準則第9號所造成會計政策變動已追溯應用：

- 有關比較期間的資料並未重列。
- 就釐定持有財務資產的業務模式根據二零一八年一月一日(本集團首次應用香港財務報告準則第9號當日)存在的事實及情況作出評估。
- 倘於首次應用日期，評估就首次確認後信貸風險有否顯著增加時如須涉及支付不必要的成本或努力，則為該金融工具確認可使用年期內的預期信貸虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(a) Adoption of New HKFRSs — effective on 1 January 2018 (continued)

HKFRS 15 “Revenue from Contracts with Customers”

The Group has applied HKFRS 15 for the first time in the current year. HKFRS 15 superseded HKAS 18 “Revenue”, HKAS 11 “Construction Contracts” and the related interpretations.

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this standard recognised at the date of initial application, 1 January 2018. Any difference at the date of initial application is recognised in the opening retained earnings (or other components of equity, as appropriate) and comparative information has not been restated. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group has elected to apply the standard retrospectively only to the contracts that are not completed at 1 January 2018. Accordingly, certain comparative information may not be comparable as comparative information was prepared with HKAS 18 “Revenue” and HKAS 11 “Construction Contracts” and the related interpretations.

The Group recognises revenue from the following sources which arise from contracts with customers:

- Sales of air tickets
- Travel-related service fee income; and
- Sales of properties

3. 應用新訂及經修訂之香港財務報告準則(續)

(a) 採納新香港財務報告準則 — 於二零一八年一月一日生效(續)

香港財務報告準則第15號「來自與客戶訂約之收益」

本集團於本年度首次應用香港財務報告準則第15號，香港財務報告準則第15號取代香港會計準則第18號「收益」、香港會計準則第11號「建築合約」及相關詮釋。

本集團已追溯應用香港財務報告準則第15號，而首次應用該準則的累計影響於首次應用日期二零一八年一月一日確認。首次應用日期的任何差額於期初保留盈餘或其他權益組成部分(如適用)中確認及並無重列比較資料。此外，根據香港財務報告準則第15號的過渡條文，本集團已選擇僅對於二零一八年一月一日尚未完成的合約追溯應用準則。因此，若干比較資料未必能與根據香港會計準則第18號「收益」、香港會計準則第11號「建築合約」及相關詮釋所編製的比較資料作出比較。

本集團從以下來源確認收益，乃來自與客戶訂立之合約：

- 銷售機票；
- 旅遊相關服務費收入；及
- 銷售物業。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(a) Adoption of New HKFRSs — effective on 1 January 2018 (continued)

HKFRS 15 “Revenue from Contracts with Customers” (continued)

Information about the Group’s performance obligations and the accounting policies resulting from application of HKFRS 15 are disclosed in note 2 to the consolidated financial statements.

There is no impact on retained earnings for transition to HKFRS 15 at 1 January 2018.

Amendments to HKAS 40 “Transfers of Investment Property”

The amendments clarify that a transfer to, or from, investment property necessitates an assessment of whether a property meets, or has ceased to meet, the definition of investment property, supported by evidence that a change in use has occurred. The amendments further clarify that situations other than the ones listed in HKAS 40 may evidence a change in use, and that a change in use is possible for properties under construction (i.e. a change in use is not limited to completed properties).

At the date of initial application, the Group assessed the classification of certain properties based on conditions existing at that date. There is no impact to the classification at 1 January 2018.

3. 應用新訂及經修訂之香港財務報告準則(續)

(a) 採納新香港財務報告準則 — 於二零一八年一月一日生效(續)

香港財務報告準則第15號「來自與客戶訂約之收益」(續)

有關本集團履約責任及因應用香港財務報告準則第15號而導致的會計政策的資料於綜合財務報表附註2披露。

於二零一八年一月一日，過渡至香港財務報告準則第15號概無對保留盈餘構成影響。

香港會計準則第40號(修訂本)「轉讓投資物業」

該等修訂澄清轉至或轉自投資物業時需評估物業是否符合或不再符合投資物業之定義，須以證據支持其用途改變。該等修訂進一步澄清香港會計準則第40號所列情況外之情況或可證實為用途改變，及在建物業用途可能改變(即用途變動不限於已竣工物業)。

於首次應用日期，本集團根據當日存在之情況評估若干物業之分類，並無對二零一八年一月一日之分類造成影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
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3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(b) New HKFRSs that have been issued but are not yet effective

The Group has not early applied the following New HKFRSs that have been issued but are not yet effective:

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

- ¹ Effective for annual periods beginning on or after 1 January 2019.
- ² Effective for business combination and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.
- ³ Effective for annual periods beginning on or after 1 January 2020.
- ⁴ Effective for annual periods beginning on or after 1 January 2021.
- ⁵ Effective for annual periods beginning on or after a date to be determined.

3. 應用新訂及經修訂之香港財務報告準則(續)

(b) 已頒佈但尚未生效之新香港財務報告準則

本集團並無提早應用以下已頒佈但尚未生效之新香港財務報告準則：

香港會計準則第1號及香港會計準則第8號(修訂本)	對「重大」之定義 ³
香港會計準則第19號(修訂本)	計劃修訂、縮減或結清 ¹
香港會計準則第28號(修訂本)	於聯營公司及合營企業的長期權益 ¹
香港財務報告準則(修訂本)	二零一五年至二零一七年週期香港財務報告準則之年度改進 ¹
香港財務報告準則第3號(修訂本)	對「業務」之定義 ²
香港財務報告準則第9號(修訂本)	提早還款特性及負面補償 ¹
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間的資產出售或注資 ⁵
香港財務報告準則第16號	租賃 ¹
香港財務報告準則第17號	保險合約 ⁴
香港(國際財務報告詮釋委員會)詮釋第23號	所得稅之不確定性之處理 ¹

- ¹ 於二零一九年一月一日或之後開始之年度期間生效。
- ² 於收購日期為二零二零年一月一日或於二零二零年一月一日或之後開始之首年度期間之業務合併及收購資產生效。
- ³ 於二零二零年一月一日或之後開始之年度期間生效。
- ⁴ 於二零二一年一月一日或之後開始之年度期間生效。
- ⁵ 於待定日期或以後開始之年度期間生效。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
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3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(b) New HKFRSs that have been issued but are not yet effective (continued) HKFRS 16 “Leases”

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 “Leases” and the related interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. In addition, HKFRS 16 requires sales and leaseback transactions to be determined based on the requirements of HKFRS 15 as to whether the transfer of the relevant asset should be accounted as a sale. HKFRS 16 also includes requirements relating to subleases and lease modifications.

Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

3. 應用新訂及經修訂之香港財務報告準則(續)

(b) 已頒佈但尚未生效之新香港財務報告準則(續) 香港財務報告準則第16號「租賃」

香港財務報告準則第16號為識別出租人及承租人之租賃安排及會計處理引入一個綜合模式。香港財務報告準則第16號於生效後，將取代香港會計準則第17號「租賃」及相關詮釋。

香港財務報告準則第16號以所識別資產是否由客戶控制為基準區分租賃及服務合約。此外，香港財務報告準則第16號規定售後租回交易根據香港財務報告準則第15號有關轉讓相關資產是否應作為銷售入賬的規定而釐定。香港財務報告準則第16號亦包括有關分租及租賃修改的規定。

除短期租賃及低值資產租賃外，經營租賃及融資租賃之區分自承租人會計處理中移除，並由承租人須就所有租賃確認使用權資產及相應負債之模式替代。

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

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

(b) New HKFRSs that have been issued but are not yet effective (continued) HKFRS 16 “Leases” (continued)

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for owned use while other operating lease payments are presented as operating cash flows. Upon application of HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows by the Group.

Furthermore, extensive disclosures are required by HKFRS 16.

3. 應用新訂及經修訂之香港財務報告準則(續)

(b) 已頒佈但尚未生效之新香港財務報告準則(續)

香港財務報告準則第16號「租賃」(續)

使用權資產初步按成本計量，隨後以成本(惟若干例外情況除外)減累計折舊及減值虧損計量，並就租賃負債的任何重新計量而作出調整。租賃負債初步按租賃款項(非當日支付)之現值計量。隨後，租賃負債會就(其中包括)利息及租賃款項以及租賃修訂的影響作出調整。就現金流量分類而言，本集團目前將前期預付租賃款項呈列為與自用租賃土地有關的投資現金流量，其他經營租賃款項則呈列為經營現金流量。於應用香港財務報告準則第16號時，有關租賃負債的租賃款項將分配至本金及利息部分，將以本集團融資現金流量呈列。

此外，香港財務報告準則第16號亦要求較廣泛的披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
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3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(b) New HKFRSs that have been issued but are not yet effective (continued) HKFRS 16 “Leases” (continued)

At 31 December 2018, the Group has non-cancellable operating lease commitments of approximately HK\$10,857,000 as disclosed in note 37 to the consolidated financial statements. A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon application of HKFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

The application of new requirements may result in changes in measurement, presentation and disclosure as indicated above. The Group intends to elect the modified retrospective approach for the application of HKFRS 16 as lessee and will recognise the cumulative effect of initial application to opening retained earnings without restating comparative information.

Except disclosed above, the directors of the Company (the “Director(s)”) do not anticipate that the application of other New HKFRSs will have a material impact on the Group’s financial performance and financial positions.

3. 應用新訂及經修訂之香港財務報告準則(續)

(b) 已頒佈但尚未生效之新香港財務報告準則(續)

香港財務報告準則第16號「租賃」(續)

如綜合財務報表附註37所披露，於二零一八年十二月三十一日，本集團擁有不可註銷經營租賃承擔約港幣10,857,000元。初步評估顯示，該等安排將符合租賃定義。於應用香港財務報告準則第16號時，本集團將就所有該等租賃確認使用權資產及相應負債，除非有關租賃符合低值或短期租賃之資格。

應用新規定可能導致計量、呈列及披露會出現如上所述變動。本集團(作為承租人)擬選擇經修訂追溯法應用香港財務報告準則第16號，並將確認首次應用對期初保留盈餘的累計影響，而並無重列比較資料。

除上述披露者外，本公司董事(「董事」)預期應用其他新香港財務報告準則將不會對本集團的財務表現及財務狀況造成重大影響。

Notes to the Consolidated Financial Statements (Continued)
綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

4. FINANCIAL INSTRUMENTS

4. 金融工具

(a) Categories of financial instruments

(a) 金融工具之類別

		At 31 December 2018 於 二零一八年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Financial assets	財務資產		
Financial assets measured at amortised cost	按攤銷成本計量的財務資產	424,960	–
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及現金等值項目)	–	488,427
Financial liabilities	財務負債		
Amortised costs	攤銷成本	311,113	43,929

(b) Financial risk management and fair values

The Group has exposure to credit risk, liquidity risk and market risk (including currency risk, interest rate risk and other price risk) from its use of financial instruments. This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital.

(b) 財務風險管理及公平值

本集團因使用金融工具而面對信貸風險、流動資金風險及市場風險(包括貨幣風險、利率風險及其他價格風險)。本附註載有本集團面對上述各風險、本集團對於計量及管理風險之目標、政策及程序，以及本集團管理資本之資料。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

4. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management and fair values (continued)

(i) Credit risk

The credit risk of the Group mainly arises from bank balances and deposits, trade receivables, deposit and other receivables and amounts due from associates and joint venture. The carrying amounts of these balances represent the Group's maximum exposure to credit risk in relation to financial assets.

In respect of cash deposited at banks, the credit risk is considered to be low as the counterparties are reputable banks. The existing counterparties do not have defaults in the past. Therefore, ECL rate of cash at bank is assessed to be close to zero and no provision was made as of 31 December 2018.

The Group applies the simplified approach to provide for ECLs prescribed by HKFRS 9, which permits the use of the lifetime ECL provision for all trade receivables. To measure the ECLs, trade receivables have been grouped based on shared credit risk characteristics. The Group has performed historical analysis and identified the key economic variables impacting credit risk and ECL. It considers available reasonable and supportive forwarding-looking information.

4. 金融工具(續)

(b) 財務風險管理及公平值(續)

(i) 信貸風險

本集團的信貸風險主要來自銀行結餘及存款、應收貿易賬款、按金及其他應收賬款，以及應收聯營公司及合營企業款項。該等結餘的賬面值代表本集團就財務資產面對的最高信貸風險。

就存放於銀行的現金，信貸風險被視為很低，乃由於對方為知名銀行。現有對方過去並無違約記錄。因此，於二零一八年十二月三十一日，銀行現金的預期信貸虧損率為近乎零，且並無作出撥備。

本集團應用香港財務報告準則第9號所訂明的簡化方法就可使用年期內的預期信貸虧損作出撥備，該規定允許對所有應收貿易賬款採用可使用年期的預期信貸虧損。為計量預期信貸虧損，應收貿易賬款已按共有的信貸風險特徵分類。本集團已進行歷史分析，並確定影響信貸風險及預期信貸虧損的主要經濟變數。其考慮可取得的合理可靠前瞻性資料。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
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4. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management and fair values (continued)

(i) Credit risk (continued)

As at 31 December 2018, trade and other receivables as well as amounts due from associates and a joint venture that are individually significant have been separately assessed for impairment. The Group makes periodic assessments on the recoverability of the receivables based on the background and reputation of the customers, historical settlement records and past experience.

Majority of the Group's revenue is received from individual customers in relation to sales of air tickets and service fee income from provision of travel-related services. The Group's trade receivables majority arise from sales of air tickets to the customers. As at the end of the year, the top five customers and the largest customer accounted for approximately 56% and 9% respectively (2017: approximately 0.3% and 10%), of the Group's trade and other receivables balance. In view of the history of business dealings with the customers and the sound collection history of the receivables due from them, management believes that there is no material credit risk inherent in the Group's outstanding receivables balance due from these debtors saved for the debtor related to the impaired trade receivables disclosed in the below. Management makes periodic assessment on the recoverability of the trade and other receivables based on historical payment records, the length of overdue period, the financial strength of the debtors and whether there are any disputes with the debtors.

4. 金融工具(續)

(b) 財務風險管理及公平值(續)

(i) 信貸風險(續)

於二零一八年十二月三十一日，個別重大應收貿易賬款及其他應收賬款以及應收聯營公司和一間合營企業的款項已就減值作出獨立評估。本集團根據客戶的背景及聲譽、過往結算記錄及過往經驗，定期評估應收賬款的可收回程度。

本集團大部分收益乃就銷售機票以及提供旅遊相關服務的服務費收入而來自個別客戶收取。本集團大部分的應收貿易賬款來自向客戶銷售機票。於年末，五大客戶及最大客戶分別佔本集團應收貿易賬款及其他應收賬款結餘約56%及9%（二零一七年：約0.3%及10%）。鑒於與該等客戶的業務往來記錄及應收彼等的應收賬款的收回記錄良好，管理層相信本集團應收該等債務人的尚未收回的應收賬款結餘本身並無重大信貸風險，惟下文披露與已減值應收貿易賬款有關的債務人除外。管理層根據債務人的過往付款記錄、逾期時期、債務人的財務實力及與債務人是否有任何糾紛，定期評估應收貿易賬款及其他應收賬款的可收回程度。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

4. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management and fair values (continued)

(i) Credit risk (continued)

Individual credit evaluations are performed on all of the Group's 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. Trade receivables are due within 30 days from the date of billing. Normally, the Group does not obtain collateral from customers.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

As the amount of ECL were minimal resulted of impairment analysis performed, the Directors were of opinion that no loss allowance for trade receivables recognised as at 31 December 2018 under HKFRS 9.

For other receivables as well as amounts due from associates and a joint venture, management makes periodic collective assessments as well as individual assessment on the recoverability of other receivables based on historical settlement records and past experience. The Directors believe that there is no material credit risk inherent in the Group's outstanding balance of other receivables.

4. 金融工具(續)

(b) 財務風險管理及公平值(續)

(i) 信貸風險(續)

本集團對所有要求超過一定信貸金額的客戶進行個別信貸評估。該等評估集中於客戶過往於賬項到期時的還款記錄及目前的還款能力，並考慮客戶的特定資料以及客戶營運所處經濟環境。應收貿易賬款於開具發票日期起計30天內到期。一般而言，本集團不要求客戶提供抵押品。

本集團按相等於可使用年期內的預期信貸虧損的金額計量應收貿易賬款的虧損撥備，其乃使用撥備矩陣計算。由於本集團過往的信貸虧損經驗並未就不同客戶分部顯示重大不同虧損模式，基於逾期狀態的虧損撥備不會進一步於本集團不同客戶基礎之間進一步區分。

由於自所進行減值分析產生的預期信貸虧損金額並不重大，董事認為於二零一八年十二月三十一日無須根據香港財務報告準則第9號就應收貿易賬款確認虧損撥備。

就其他應收賬款以及應收聯營公司和一間合營企業的款項而言，管理層定期就其他應收賬款的可收回性按過往清算記錄及過去經驗作出集體以及個別評估。董事相信本集團其他應收賬款的尚未收回結餘本身並無重大信貸風險。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
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4. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management and fair values (continued)

(ii) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's policy is to regularly monitor its current and expected liquidity requirement and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and long term.

The following table details the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, which are based on the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

		At 31 December 2018 於二零一八年十二月三十一日					
		Weighted average effective interest rate 加權平均 實際利率 %	Within 1 year or on demand 一年內或 按要求 HK\$'000 港幣千元	More than 1 year but less than 2 years 超過一年 但少於兩年 HK\$'000 港幣千元	More than 2 years but less than 5 years 超過兩年 但少於五年 HK\$'000 港幣千元	Total contractual undiscounted cash flow 合約未貼現 現金流量總額 HK\$'000 港幣千元	Carrying amount 賬面值 HK\$'000 港幣千元
Trade and other payables	應付貿易賬款及其他 應付賬款	-	49,613	-	-	49,613	49,613
Bank loans (note)	銀行貸款(附註)	3.39	230,029	-	-	230,029	222,500
Loan from a director and controlling shareholder	一名董事兼控股股東貸款	5.13	-	41,001	-	41,001	39,000
			279,642	41,001	-	320,643	311,113

4. 金融工具(續)

(b) 財務風險管理及公平值(續)

(ii) 流動資金風險

流動資金風險指本集團無法履行到期之財務責任之風險。本集團之政策乃定期監察現有及預期流動資金需求及遵守借貸契約之情況，確保維持充足現金儲備及獲得主要財務機構提供足夠信貸額度，以應付短期及長遠之流動資金需求。

下表詳載於報告期末，本集團之非衍生財務負債之餘下合約到期日(按合約到期日計)。表內披露之款額乃合約未貼現現金流量(包括利用合約利率或(如為浮息)於報告期末之現行利率計算之利息付款)，以及本集團可被要求付款之最早日期：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
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4. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management and fair values (continued)

(ii) Liquidity risk (continued)

4. 金融工具(續)

(b) 財務風險管理及公平值(續)

(ii) 流動資金風險(續)

		At 31 December 2017 於二零一七年十二月三十一日				
		Within 1 year or on demand 一年內或 按要求 HK\$'000 港幣千元	More than 1 year but less than 2 years 超過一年 但少於兩年 HK\$'000 港幣千元	More than 2 years but less than 5 years 超過兩年 但少於五年 HK\$'000 港幣千元	Total contractual undiscounted cash flow 合約未貼現 現金流量總額 HK\$'000 港幣千元	Carrying amount 賬面值 HK\$'000 港幣千元
Trade and other payables	應付貿易賬款及 其他應付賬款	16,697	-	-	16,697	16,697
Loans payable	應付貸款	-	27,232	-	27,232	27,232
		16,697	27,232	-	43,929	43,929

Note:

There is a clause for repayment on demand under the facility letters regarding the bank loans granted to the Group. Thus, the bank loans are categorised into the time band of "within 1 year or on demand" in the above maturity analysis. As at 31 December 2018, the aggregate undiscounted principal amount and interest of bank loans was approximately HK\$230,029,000 (2017: no outstanding amount regarding to this bank loan). Taking into account of the Group's financial position, the Directors believe that the bank exercising its discretionary rights to demand immediate repayment is remote and such bank loans shall be repaid one year after the end of the reporting period. For the year ended 31 December 2018, the aggregate principal and interest cash outflows will be in the amount of approximately HK\$230,029,000 calculated with weighted average effective interest rate.

附註：

有關授予本集團銀行貸款的融資函件項下訂有按要求償還之條款。因此，該銀行貸款於上文到期日分析內分類為「一年內或按要求」時間組別。於二零一八年十二月三十一日，該銀行貸款之未折現本金及利息總金額約港幣230,029,000元(二零一七年：該銀行貸款並無尚未償還款項)。經考慮本集團之財務狀況，董事認為，銀行行使其酌情權要求即時還款之可能性甚微，而有關銀行貸款須於報告期末一年後償還。截至二零一八年十二月三十一日止年度，按加權平均實際利率計算之本金及利息現金流出總金額將約為港幣230,029,000元。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

4. FINANCIAL INSTRUMENTS (CONTINUED)

4. 金融工具(續)

(b) Financial risk management and fair values (continued)

(b) 財務風險管理及公平值(續)

(ii) Liquidity risk (continued)

As at 31 December 2018 and 2017, it was not probable that the counterparties to the financial guarantee will claim under the contracts. Consequently, the carrying amount of the financial guarantee contract of approximately HK\$2.3 million (2017: approximately HK\$2.9 million) has not been presented above.

(ii) 流動資金風險(續)

於二零一八年及二零一七年十二月三十一日，財務擔保之交易方不大可能根據合約作出申索。因此，財務擔保合約之賬面值約港幣2,300,000元(二零一七年：約港幣2,900,000元)並無於上文呈列。

	At 31 December 2018 於二零一八年 十二月三十一日		At 31 December 2017 於二零一七年 十二月三十一日	
	HK\$'000 港幣千元	Expiry period 屆滿期	HK\$'000 港幣千元	Expiry period 屆滿期
Guarantee given to bank in respect of banking facilities granted to an associate	就授予一間聯營公司之銀行融資向銀行作出之擔保	490,000 2022	490,000	2022

(iii) Currency risk

Presently, there is no hedging policy with respect to the foreign exchange exposure. The Group's transactional currency are HK\$ and Canadian dollars ("CAD") as substantially all the revenue are in HK\$ and CAD. The Group's transactional foreign exchange exposure was insignificant.

(iii) 貨幣風險

目前，本集團並無有關外匯風險之對沖政策。本集團之交易貨幣為港幣及加元(「加元」)，原因為絕大部分收益乃以港幣及加元計值。本集團在交易上所承受之外匯風險甚微。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

4. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management and fair values (continued)

(iv) Interest rate risk

Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate because of changes in market interest rates. Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group's cash flow interest rate risk relates primarily to floating-rate borrowing. The Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group currently does not have any interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

4. 金融工具(續)

(b) 財務風險管理及公平值(續)

(iv) 利率風險

公平值利率風險指金融工具之價值因市場利率變動而波動之風險。現金流量利率風險指金融工具之未來現金流量因市場利率變動而波動之風險。

本集團之現金流量利率風險主要涉及浮動利率借貸。本集團之收入及經營現金流量大致不受市場利率變動影響。本集團現時並無任何利率對沖政策。然而，管理層監察利率風險，並考慮在必要時對沖重大利率風險。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

4. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management and fair values (continued)

(iv) Interest rate risk (continued)

Sensitivity analysis on interest rate risk

Regarding the cash flow interest rate risk, the sensitivity analysis set out below has been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period. For variable-rate borrowings, the analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis point higher/lower and all other variables were held constant, the Group's loss for the year ended 31 December 2018 would increase/decrease by approximately HK\$2.0 million (2017: approximately HK\$718,000). This is mainly attributable to the Group's exposure to interest rates on its floating-rate borrowings.

4. 金融工具(續)

(b) 財務風險管理及公平值(續)

(iv) 利率風險(續)

利率風險敏感度分析

就現金流量利率風險而言，下文所載敏感度分析為根據報告期末非衍生工具承受之利率風險而釐定。就浮息借貸而言，分析乃假設於報告期末之未償還負債金額於整個年度仍為未償還而編製。增加或減少50個基點乃於向內部主要管理人員報告利率風險及陳述管理層對有關利率變動可能性之合理評估時使用。

倘若利率上升／下降50個基點而所有其他因素維持不變，本集團於截至二零一八年十二月三十一日止年度之虧損將增加／減少約港幣2,000,000元(二零一七年：約港幣718,000元)，主要歸因於本集團之浮息借貸所面對之利率風險。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
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4. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management and fair values (continued)

(v) Fair value

The fair values of the Group's financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices or rates from observable current market transactions. The Directors consider that the carrying amounts of the financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements are not materially different from their fair values as at 31 December 2018 and 2017, except for the following financial instrument, for which their carrying amounts and fair value and the level of fair value hierarchy are disclosed below:

4. 金融工具(續)

(b) 財務風險管理及公平值(續)

(v) 公平值

本集團財務資產及財務負債之公平值乃根據一般獲接納之定價模型釐定，並按採用可觀察之現行市場交易價格或利率進行之已貼現現金流量分析計算。董事認為，於二零一八年及二零一七年十二月三十一日於綜合財務報表按攤銷成本記錄之財務資產及財務負債之賬面值與其公平值並無重大差異，惟下列金融工具則除外，其賬面值、公平值及公平值等級披露如下：

		Fair value measurements as at 31 December 2018				
		Carrying amount at 31 December 2018 二零一八年十二月三十一日 的賬面值 HK\$'000 港幣千元	Fair value at 31 December 2018 二零一八年十二月三十一日 的公平值 HK\$'000 港幣千元	Fair value measurements as at 31 December 2018 categorised into: 於二零一八年十二月三十一日的 公平值計量分類如下：		
				Level 1 第一級 HK\$'000 港幣千元	Level 2 第二級 HK\$'000 港幣千元	Level 3 第三級 HK\$'000 港幣千元
Financial guarantee contract	財務擔保合約	2,256	0.4	-	-	0.4

		Fair value measurements as at 31 December 2017				
		Carrying amount at 31 December 2017 二零一七年十二月三十一日 的賬面值 HK\$'000 港幣千元	Fair value at 31 December 2017 二零一七年十二月三十一日 的公平值 HK\$'000 港幣千元	Fair value measurements as at 31 December 2017 categorised into: 於二零一七年十二月三十一日的 公平值計量分類如下：		
				Level 1 第一級 HK\$'000 港幣千元	Level 2 第二級 HK\$'000 港幣千元	Level 3 第三級 HK\$'000 港幣千元
Financial guarantee contract	財務擔保合約	2,900	51	-	-	51

5. ACCOUNTING ESTIMATES AND JUDGEMENTS

(a) Key sources of estimated uncertainty

In the process of applying the Group's accounting policies which are described in note 2, management has made certain key assumptions concerning the future, and other key sources of estimated uncertainty at the end of the reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, as discussed below:

(i) Impairment of property, plant and equipment and freehold land and buildings

The recoverable amount of an asset is the greater of its net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset, which requires significant judgement relating to the level of revenue and the amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of revenue and operating costs. Changes in these estimates could have a significant impact on the carrying amount of the assets and could result in additional impairment charge or reversal of impairment in future periods.

5. 會計估計及判斷

(a) 估計不明朗因素之主要來源

於應用附註2所述本集團之會計政策之過程中，管理層已作出關於未來之若干主要假設，以及於報告期末存在可能對下個財政年度之資產及負債賬面值作出重大調整之主要風險之估計不明朗因素之其他主要來源，茲討論如下：

(i) 物業、廠房及設備以及永久業權土地及樓宇減值

資產之可收回金額為其銷售淨價及其使用價值兩者中之較高者。評估使用價值時，是以除稅前貼現率將估計未來現金流量貼現至現值，而該貼現率反映當時市場對金錢之時間價值之評估及該項資產之特有風險，當中需要對收益水平及經營成本金額作出重大判斷。本集團運用所有可得資料，以釐定可收回金額之合理概約數字，包括根據對收益及經營成本之合理和具支持之假設和預測所作出之估計。該等估計之變動可能對資產賬面值產生重大影響，並可產生未來期間額外減值費用或撥回減值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

5. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(a) Key sources of estimated uncertainty (continued)

(ii) Impairment of financial assets

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group use judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period.

(iii) Impairment of intangible assets

The Group performs annual test on whether there has been impairment of intangible assets in accordance with the accounting policy stated in note 2(j). The recoverable amounts of CGUs are determined based on value in use calculations. These calculations require the use of estimates and assumptions made by management on the future operation of the business, pre-tax discount rates, and other assumptions underlying the value in use calculations.

5. 會計估計及判斷(續)

(a) 估計不明朗因素之主要來源(續)

(ii) 財務資產減值

財務資產的虧損撥備乃按違約風險及預期虧損比率的假設而作出。本集團於作出該等假設及挑選減值計算所用之輸入數據時，根據本集團之過往經驗、現行市場狀況以及各報告期末的前瞻性估計行使判斷。

(iii) 無形資產減值

本集團根據附註2(j)所載會計政策按年對無形資產有否減值進行測試，而現金產生單位之可收回金額乃按照使用價值計算方法釐定。計算過程中須採用管理層對未來業務營運狀況和除稅前貼現率所作出之估算和假設，以及其他與計算使用價值有關之假設。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

5. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(a) Key sources of estimated uncertainty (continued)

(iv) Useful lives of property, plant and equipment

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives, after taking into account the estimated residual value. The Group reviews the estimated useful lives of the property, plant and equipment regularly in order to determine the amount of depreciation expenses to be recorded during the any reporting period. The useful lives are based on the Group's historical experience with similar assets and taking into account the expected usage, wear and tear of the assets, as well as technical obsolescence arising from changes in the market demands or services output of the assets. The depreciation expenses for future periods are adjusted prospectively if there are significant changes from previous estimates.

(v) Fair value of investment properties

As set out in note 18, investment properties were revalued as at 31 December 2018 on an open market value existing use basis by the independent professional valuers, whose have among their staff, fellow members of the Hong Kong Institute of Surveyor (the "Valuer(s)"). Such valuations were based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. In making the judgement, the Group considers information from current prices in an active market for similar properties and uses assumptions that are mainly based on market conditions existing at each of reporting period.

5. 會計估計及判斷(續)

(a) 估計不明朗因素之主要來源(續)

(iv) 物業、廠房及設備之可使用年期

物業、廠房及設備於計及估計餘值後，按估計可使用年期以直線法折舊。本集團定期審閱物業、廠房及設備之估計可使用年期，以釐定於各報告期入賬之折舊開支金額。可使用年期以本集團在類似資產之歷史經驗為依據，並已考慮資產預期用途、損耗，以及市場需求轉變令技術過時或資產服務產出。倘過往估計出現重大變動，未來期間之折舊開支會予以調整。

(v) 投資物業之公平值

如附註18所載，投資物業於二零一八年十二月三十一日按獨立專業估值師公司(其員工包括香港測量師學會資深會員)(「估值師」)所採用之公開市值現有使用基準重估。該等估值基於若干假設，涉及不明朗因素且可能與實際結果有重大差異。在作出判斷時，本集團會考慮活躍市場中類似物業之現有價格資料，及使用主要根據於各報告期之當時市況作出之假設。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

5. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(a) Key sources of estimated uncertainty (continued)

(v) Fair value of investment properties (continued)

In the absence of current prices in an active market for similar properties, the Group considers information from a variety of sources, including:

- (a) current prices in an active market for properties of a different nature, condition or location (or subject to different leases or other contract), adjusted to reflect those differences; and
- (b) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and discounted cash flow projections based on reliable estimates of future cash flows, supported by the terms of any existing lease and other contracts and (when possible) by external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flow.

The principal assumptions for the Group's estimation of the fair value include those related to current market rents for similar properties in the same location and condition, appropriate discount rates, expected future market rents and future maintenance costs.

5. 會計估計及判斷(續)

(a) 估計不明朗因素之主要來源(續)

(v) 投資物業之公平值(續)

倘缺乏類似物業在活躍市場之現行價格，本集團會考慮從多個途徑所蒐集資料，包括：

- (a) 不同性質、狀況或地點(或受不同租賃或其他合約所規限)之物業於活躍市場之現行價格(經調整以反映各項差異)；及
- (b) 活躍程度稍遜之市場所提供類似物業之近期價格(經調整以反映自按該等價格進行交易當日以來經濟狀況之任何變動)；及根據未來現金流量所作可靠估計預測之經貼現現金流量，此項預測以任何現有租約及其他合約之條款以及(在可行情況下)外來證據(如地點及狀況相同之類似物業現有市場租值)為憑證，並採用可反映有關現金流量金額及時間不明朗因素當時市場評估之貼現率。

本集團公平值估計之主要假設包括與地點及狀況相同之類似物業有關之當前市場租值、適當貼現率、預期未來市場租值及未來保養成本。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

5. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(b) Critical accounting judgements in applying the Group's accounting policies

In determining the carrying amounts of some assets and liabilities, the Group makes assumptions for the effects of uncertain future events on those assets and liabilities at the end of each reporting period. These estimates involve assumptions about such items as cash flows and discount rates used. The Group's estimates and assumptions are based on historical experience and expectations of future events and are reviewed periodically. In addition to assumptions and estimations of future events, judgements are also made during the process of applying the Group's accounting policies.

(i) Impairment test for interests in associates

The Group completed its annual impairment test for interests in associates by comparing the recoverable amount of interests in associates to its carrying amount as at 31 December 2018. The Group has engaged the Valuer to carry out a valuation of the interests in associates as at 31 December 2018 based on the value in use calculations. This valuation uses cash flow projections based on financial estimates covering a ten-year period, and a pre-tax discount rate of approximately 8% (2017: approximately 12%). The cash flows beyond the ten-year period are extrapolated using a steady 3% (2017: 3%) growth rate for the casino and hotel industries in which are operated by associates.

5. 會計估計及判斷(續)

(b) 應用本集團會計政策之主要會計判斷

於釐定部分資產與負債之賬面值時，本集團就不明朗之未來事項對於各報告期末資產與負債之影響作出假設。該等估計涉及對現金流量及所採用貼現率等項目之假設。本集團之估計及假設以過往經驗及對未來事項之預測為依據，並將定期檢討。除對未來事項之假設及估計外，於應用本集團之會計政策時亦需作出判斷。

(i) 於聯營公司之權益之減值測試

本集團將其於聯營公司之權益之可收回金額與其於二零一八年十二月三十一日之賬面值作比較，藉以完成其對於聯營公司之權益之年度減值測試。本集團已委聘估值師，根據使用價值計算方法為二零一八年十二月三十一日於聯營公司之權益進行估值。是次估值採用根據涵蓋十年期之財務估計以及除稅前貼現率約8%（二零一七年：約12%）得出之現金流量預測進行。超逾十年期之現金流量則採用聯營公司所經營娛樂場及酒店業之穩定增長率3%（二零一七年：3%）推算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
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5. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(b) Critical accounting judgements in applying the Group's accounting policies (continued)

(i) Impairment test for interests in associates (continued)

Management has considered the above assumptions and valuation and also taken into account the business plan going forward. The valuation depends upon an estimate of future cash flows from the interests in associates and other key assumptions, which are based on the Directors' best estimates. The valuation is sensitive to these parameters. Changes in these parameters could lead to a material revision of the valuation which may have effects on the net assets and results of the Group.

(ii) Principal versus agent consideration

The Group engages in sales of air tickets. Upon application of HKFRS 15, the Group reassessed whether the Group should continue to recognise revenue on gross basis based on the requirements in HKFRS 15. The Group concluded that the Group acts as the principal for such transactions as it controls the specified goods before it is transferred to the customer after taking into consideration indicators such as the Group is primarily responsible for fulfilling the promise to provide the air tickets. The Group has inventory risk with respect to the air tickets because the Group committed itself to obtain the air tickets from the airline before obtaining a contract with a customer to purchase the air tickets. This is because the Group is obliged to pay the airline for that right regardless of whether it is able to obtain a customer to resell the air tickets to or whether it can obtain a favourable price for the ticket.

5. 會計估計及判斷(續)

(b) 應用本集團會計政策之主要會計判斷(續)

(i) 於聯營公司之權益之減值測試(續)

管理層已考慮上述假設及估值，亦已計及未來業務規劃。估值乃根據於聯營公司之權益於未來之估計現金流量及其他主要假設(該等假設乃根據董事之最佳估計而作出)而定。此估值易受該等參數影響。倘若該等參數出現變動，估值可能需作出重大修訂，繼而可能對本集團之資產淨值及業績構成影響。

(ii) 委託人與代理方考慮事項

本集團從事機票銷售。應用香港財務報告準則第15號後，本集團重新評估本集團是否應繼續根據香港財務報告準則第15號之規定以總額基準確認收益。本集團經考慮得出以下結論：本集團為該等交易之委託人，因其特定貨品之控制權轉移至客戶前，如本集團主要負責履行提供機票之承諾等指標。本集團就機票存在存貨風險，由於本集團於獲得客戶購買機票之合約前已承諾向航空公司獲取機票。此乃由於本集團有責任向航空公司就該權利付款，無論其是否能夠向客戶再銷售機票或是否能夠就機票獲得合理定價。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

6. SEGMENT INFORMATION

Operating segments are identified on the basis of internal reports which provide information about components of the Group. This information are reported to and reviewed by the CODM for the purposes of resource allocation and performance assessment.

The CODM considers the business from both geographic and service perspective.

The Group has presented the following two reportable segments.

- Travel business: sales of air tickets and provision of travel-related services.
- Property investment business: receiving rental streams from leasing office premises and sales of properties in Hong Kong.

(a) Segment results, assets and liabilities

The travel reportable operating segment derives their revenue primarily from sales of air tickets and provision of travel-related services. Geographically, management considers the performance of the travel business in North America.

The property investment reportable operating segment derives their revenue from leasing office premises and sales of properties in Hong Kong.

In accordance with HKFRS 8, segment information disclosed in these consolidated financial statements has been prepared in a manner consistent with the information used by the Group's CODM for the purposes of assessing segment performance and allocating resources between segments, the Group's CODM monitors the results, assets and liabilities attributable to each reportable segment on the following basis:

6. 分部資料

經營分部按提供有關本集團組成部份資料之內部報告區分。該等資料乃提呈予主要經營決策者，並由其進行審閱，以分配資源及評估表現。

主要經營決策者從地區及服務兩方面考慮業務。

本集團已呈列以下兩個須予呈報分部：

- 旅遊業務：銷售機票及提供旅遊相關服務。
- 物業投資業務：自香港租賃辦公室物業及銷售物業獲取收入。

(a) 分部業績、資產及負債

旅遊須予呈報經營分部之收益主要來自銷售機票及提供旅遊相關服務。地區方面，管理層會考慮位於北美之旅遊業務表現。

物業投資須予呈報經營分部之收益來自香港租賃辦公室物業及銷售物業。

根據香港財務報告準則第8號，於此等綜合財務報表披露之分部資料乃按與本集團之主要經營決策者用以評估分部表現及於分部之間分配資源之資料貫徹一致之方式編製，本集團之主要經營決策者按照以下基準監察各須予呈報分部應佔之業績、資產及負債：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

6. SEGMENT INFORMATION (CONTINUED)

(a) Segment results, assets and liabilities (continued)

Segment profit represents the profit from each segment without allocation of corporate administrative costs such as directors' emoluments, share of results of associates and joint ventures and corporate finance costs. To arrive at reportable segment profit, the management additionally provides segment information concerning interest income, finance costs and major non-cash items such as depreciation, amortisation and impairment losses derived from reportable segments. Unallocated corporate income mainly comprises amortisation on financial guarantee contract, management fee income from an associate, interest income and other sundry income. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment. Taxation is not allocated to reportable segments.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments.

The revenue from external parties reported to the CODM is measured in a manner consistent with that in the consolidated statement of profit or loss.

All assets are allocated to reportable segments other than amount due from an associate, interests in associates and joint ventures. Unallocated corporate assets mainly include part of the property, plant and equipment as well as cash and cash equivalents of the central administration companies.

6. 分部資料(續)

(a) 分部業績、資產及負債(續)

分部溢利指各分部所賺取之溢利，而並無分配企業行政開支，如董事酬金、應佔聯營公司及合營企業業績以及企業財務成本。於計算須予呈報分部溢利時，管理層額外提供有關利息收入、財務成本及來自須予呈報分部之折舊、攤銷及減值虧損等主要非現金項目之分部資料。未分配企業收入主要包括財務擔保合約攤銷、來自一間聯營公司之管理費收入、利息收入及其他雜項收入。此乃就資源分配及表現評估向主要經營決策者匯報之計量標準。稅項並無分配至須予呈報分部。

收益及開支乃經參考有關分部產生之銷售及開支而分配至須予呈報分部。

呈報予主要經營決策者之外界人士之收益與綜合損益表所用之計量方法一致。

所有資產均分配至須予呈報分部，惟應收一間聯營公司款項、於聯營公司及合營企業的權益則除外。未分配企業資產主要包括中央行政公司之部份物業、廠房及設備以及現金及現金等值項目。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

6. SEGMENT INFORMATION (CONTINUED)

(a) Segment results, assets and liabilities (continued)

All liabilities are allocated to reportable segments other than corporate liabilities. Unallocated corporate liabilities mainly include financial guarantee contracts and part of other payables borne by the central administration companies.

Information regarding the Group's reportable segments as provided to the Group's CODM for the purposes of resource allocation and assessment of segment performance for the year is set out below:

6. 分部資料(續)

(a) 分部業績、資產及負債(續)

所有負債均分配至須予呈報分部，惟企業負債則除外。未分配企業負債主要包括財務擔保合約及中央行政公司承擔之部份其他應付賬款。

於本年度向本集團主要經營決策者提供有關本集團以作分配資源及評估分部表現之須予呈報分部資料載列如下：

Continuing operations 持續經營業務		Travel 旅遊		Property investment 物業投資		Total 合計	
		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Revenue from external customers and reportable segment revenue	外部客戶之收益及須予呈報分部收益	1,090,196	583,425	30,082	6,510	1,120,278	589,935
Reportable segment profit/(loss)	須予呈報分部溢利/(虧損)	2,029	(15,656)	37,679	83,415	39,708	67,759
Share of results of joint ventures	應佔合營企業業績					597	527
Share of results of associates	應佔聯營公司業績					68,110	(9,879)
Unallocated corporate income	未分配企業收入					2,569	11,137
Unallocated corporate expenses	未分配企業開支					(55,068)	(65,069)
Finance costs	財務成本					(1,703)	(106)
Consolidated profit before taxation	除稅前綜合溢利					54,213	4,369
Taxation	稅項					-	-
Consolidated profit for the year	本年度綜合溢利					54,213	4,369

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

6. SEGMENT INFORMATION (CONTINUED)

6. 分部資料(續)

(a) Segment results, assets and liabilities (continued)

(a) 分部業績、資產及負債(續)

Continuing operations 持續經營業務		Travel 旅遊		Property investment 物業投資		Total 合計	
		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Reportable segment assets	須予呈報分部資產	90,219	51,089	631,507	294,142	721,726	345,231
Unallocated corporate assets	未分配企業資產					605,074	537,087
— Interests in associates	— 於聯營公司之權益					5,308	4,411
— Interests in joint ventures	— 於合營企業之權益					50,641	159,318
— Corporate assets	— 企業資產						
						1,382,749	1,046,047
Reportable segment liabilities	須予呈報分部負債	40,972	39,873	128,517	1,015	169,489	40,888
Unallocated corporate liabilities	未分配企業負債					145,139	7,303
— Corporate liabilities	— 企業負債						
						314,628	48,191

Notes to the Consolidated Financial Statements (Continued)
綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

6. SEGMENT INFORMATION
(CONTINUED)

6. 分部資料(續)

(b) Other segment information

(b) 其他分部資料

Continuing operations 持續經營業務		Travel 旅遊		Property investment 物業投資		Other corporate entities 其他企業實體		Total 合計	
		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Bank interest income	銀行利息收入	42	35	1	9	150	184	193	228
Fair value gain on investment properties	投資物業之公平值收益	-	-	27,300	79,185	-	-	27,300	79,185
Depreciation on owned property, plant and equipment	自置物業、廠房及設備之折舊	(554)	(684)	-	-	(3,248)	(3,472)	(3,802)	(4,156)
Reversal of impairment loss recognised on:	就下列各項確認之減值虧損撥回：								
— intangible assets	— 無形資產	3,164	-	-	-	-	-	3,164	-
— amount due from a joint venture	— 應收一間合營企業款項	-	-	-	-	1,500	-	1,500	-
Impairment loss recognised on:	就下列各項確認之減值虧損：								
— intangible assets	— 無形資產	-	(4,557)	-	-	-	-	-	(4,557)
— trade receivables	— 應收貿易賬款	-	(81)	-	-	-	-	-	(81)
Finance costs	財務成本	(39)	-	(2,261)	(1,435)	(1,703)	(106)	(4,003)	(1,541)
Additions to non-current assets*	添置非流動資產*	117	209	148,000	21,107	351	42	148,468	21,358

* Additions to non-current assets only include the additions to property, plant and equipment and investment properties during the year.

* 添置非流動資產僅只包括於年內添置之物業、廠房及設備以及投資物業。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

6. SEGMENT INFORMATION (CONTINUED)

(c) An analysis of the Group's revenue from all services is as follows:

Continuing operations 持續經營業務

	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Travel business		
Sales of air tickets	1,038,733	531,746
Travel and related service fee income	51,463	51,679
	1,090,196	583,425
Property investment business		
Rental income	8,006	6,510
Sales of properties	22,076	-
	30,082	6,510
	1,120,278	589,935

(d) Geographical information

The following is an analysis of geographical location of (i) the Group's revenue from external customers; and (ii) the Group's non-current assets. The geographical location of customers refers to the location at which the services were provided. The Group's non-current assets included property, plant and equipment, investment properties, intangible assets, interests in associates and joint ventures.

The geographical location of property, plant and equipment and investment properties is based on the physical location of the asset under consideration. In the case of intangible assets, it is based on the location of operations to which these intangibles are allocated. In the case of interests in associates and joint ventures, it is based on the location of operations of such associates and joint ventures.

6. 分部資料(續)

(c) 本集團來自所有服務之收益分析如下：

	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
旅遊業務		
銷售機票	1,038,733	531,746
旅遊及相關服務費收入	51,463	51,679
	1,090,196	583,425
物業投資業務		
租金收入	8,006	6,510
銷售物業	22,076	-
	30,082	6,510
	1,120,278	589,935

(d) 地區資料

以下為(i)本集團來自外部客戶之收益；及(ii)本集團之非流動資產之地區地點分析。客戶之地區地點指提供服務之地點。本集團之非流動資產包括物業、廠房及設備、投資物業、無形資產、於聯營公司及合營企業之權益。

物業、廠房及設備以及投資物業之地區地點乃以所考慮資產之實際地點為基準。如屬無形資產，則以該等無形資產獲分配之經營地點為基準。如屬於聯營公司及合營企業之權益，則以該等聯營公司及合營企業之經營地點為基準。

Notes to the Consolidated Financial Statements (*Continued*)
綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

6. SEGMENT INFORMATION
(CONTINUED)

6. 分部資料(續)

(d) Geographical information (continued)

(d) 地區資料(續)

Continuing operations 持續經營業務	Revenue from external customers 來自外部客戶之收益		Non-current assets 非流動資產 At 31 December 於十二月三十一日	
	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Hong Kong (place of domicile) 香港(所在地)	30,082	6,510	464,214	314,614
Macau 澳門	–	–	605,074	537,087
North America 北美	1,090,196	583,425	17,292	15,873
The People's Republic of China ("PRC") 中華人民共和國 (「中國」)	–	–	128	151
	1,120,278	589,935	1,086,708	867,725

(e) Major customer

Revenue from customer arising from travel business segment who over 10% of the total revenue of the Group is set out as follows:

(e) 主要客戶

達至本集團總收益10%或以上來自旅遊業務分部之客戶收益載列如下：

	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Customer A (note) 客戶A(附註)	132,333	–

Note:

The corresponding revenue did not contribute over 10% of the total revenue of the Group in 2017.

附註：

於二零一七年，該客戶之相關收益並不佔本集團總收益10%或以上。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

7. REVENUE

The principal activities of the Group are engaged in the travel-related and property investment businesses.

Revenue represents sales of air tickets, service fee income from provision of travel-related services, rental income as well as sales of properties. The amount of each significant category of revenue recognised in revenue during the year is as follows:

Continuing operations

持續經營業務

Revenue from contracts with customers:

Recognised at a point in time

Sales of air tickets

Travel and related service fee income

Sales of properties

來自與客戶訂約之收益：

於某一個時間點確認

銷售機票

旅遊及相關服務費收入

銷售物業

2018
二零一八年
HK\$'000
港幣千元

2017
二零一七年
HK\$'000
港幣千元

1,038,733

531,746

51,463

51,679

22,076

–

1,112,272

583,425

Revenue from other sources:

Rental income

其他來源的收入：

租金收入

8,006

6,510

1,120,278

589,935

7. 收益

本集團之主要業務為從事旅遊相關及物業投資業務。

收益指銷售機票、提供旅遊相關服務之服務費收入、租金收入及銷售物業。於年內，各項已於收益內確認之主要類別收益金額如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

8. OTHER REVENUE AND GAINS

8. 其他收益及收入

Continuing operations 持續經營業務		Note 附註	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Other revenue	其他收益			
Bank interest income	銀行利息收入		193	228
Management fee income from an associate	來自一間聯營公司之管理費收入		274	632
Write back of long-outstanding trade payables	長期應付未付貿易賬款之撥回		–	161
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益		–	875
Other income	其他收入		634	21
			1,101	1,917
Other gains	其他收入			
Amortisation on financial guarantee contract	財務擔保合約攤銷	30	644	10,322
Reversal of impairment loss recognised on:	就下列各項確認之減值虧損撥回：			
— intangible assets	— 無形資產	17	3,164	–
— amount due from a joint venture	— 應收一間合營企業款項		1,500	–
Net exchange gain	外匯淨收益		–	1,046
			5,308	11,368
Total	合計		6,409	13,285

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

9. PROFIT BEFORE TAXATION

9. 除稅前溢利

Continuing operations 持續經營業務		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
(a) Finance costs	(a) 財務成本		
Interest on bank loans	銀行貸款之利息	3,651	1,435
Interest on other loan	其他貸款之利息	39	—
Interest on loan from a director and controlling shareholder (note 39(a))	一名董事兼控股股東貸款之利息(附註 39(a))	313	106
		4,003	1,541
(b) Staff costs	(b) 員工成本		
Salaries, wages and other benefits (including directors' emoluments)	薪金、工資及其他福利(包括董事酬金)	35,330	38,448
Contributions to defined contribution retirement plan	定額供款退休計劃之供款	1,206	1,327
		36,536	39,775
(c) Other operating expenses	(c) 其他經營開支		
Impairment loss recognised on:	就以下各項確認之減值虧損：		
— intangible assets (note 17)	— 無形資產(附註 17)	—	4,557
— trade receivables (note 22(b))	— 應收貿易賬款(附註 22(b))	—	81
		—	4,638
(d) Other items	(d) 其他項目		
Auditors' remuneration	核數師酬金		
— Audit services	— 核數服務	925	925
— Other services	— 其他服務	260	400
Depreciation on owned property, plant and equipment	自置物業、廠房及設備之折舊	3,802	4,156
Operating lease rentals	經營租賃租金		
— properties	— 物業	8,012	7,663
— plant and equipment	— 廠房及設備	471	532
Net exchange loss	外匯淨虧損	245	—

Notes to the Consolidated Financial Statements (Continued)
綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

10. TAXATION IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

10. 於綜合損益表之稅項

(a) Taxation in the consolidated statement of profit or loss represents:

(a) 於綜合損益表之稅項呈報：

Continuing operations 持續經營業務			2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
		Note 附註		
Current tax	即期稅項		-	-
Deferred tax	遞延稅項	10(b)	-	-
Tax charge	稅項開支		-	-

The Group is subjected to Hong Kong Profits Tax at a rate of 16.5% for the year ended 31 December 2017.

截至二零一七年十二月三十一日止年度，本集團須按稅率16.5%繳付香港利得稅。

On 21 March 2018, the Legislative Council of the Hong Kong Special Administrative Region of the PRC passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of assessable profits of the corporations will be taxed at 8.25% and assessable profits above HK\$2 million will be taxed at 16.5%.

於二零一八年三月二十一日，中國香港特別行政區立法會通過《二零一七年稅務(修訂)(第7號)條例草案》(「條例草案」)，條例草案引入利得稅兩級制稅率。條例草案於二零一八年三月二十八日簽署成為法律，並於翌日在憲報刊登。根據兩級制利得稅率，企業的首港幣2,000,000元的應課稅溢利將按8.25%徵稅，超過港幣2,000,000元的應課稅溢利將按16.5%徵稅。

No provision for Hong Kong Profits Tax has been made for both years as the Group has no assessable profits in Hong Kong.

由於本集團於兩個年度內概無在香港產生應課稅溢利，因此，概無就香港利得稅作出撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

10. TAXATION IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

(a) Taxation in the consolidated statement of profit or loss represents: (continued)

Canadian subsidiaries are subject to Canadian Corporate Income Tax which comprises federal and provincial income taxes. The net federal income tax is calculated at 15% (2017: 15%) and the provincial income tax is calculated at the rates prevailing in the relevant provinces. No provision for Canadian Corporate Income Tax has been made as the Group has utilised tax loss for the year ended 31 December 2018 (2017: no provision has been made as the Group has no assessable profit arising in Canada).

PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% (2017: 25%). No provision for PRC Enterprise Income Tax has been made for both years as the Group has no assessable profits arising in the PRC.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

10. 於綜合損益表之稅項(續)

(a) 於綜合損益表之稅項呈報：(續)

加拿大附屬公司須繳付加拿大企業所得稅，當中包含聯邦及省級所得稅。淨聯邦所得稅按15% (二零一七年：15%) 計算，而省級所得稅則按相關省份之當前稅率計算。由於本集團於截至二零一八年十二月三十一日止年度內已使用稅項虧損，因此，概無就加拿大企業所得稅作出撥備(二零一七年：由於本集團概無在加拿大產生應課稅溢利，因此，概無就加拿大企業所得稅作出撥備)。

中國附屬公司須按25% (二零一七年：25%) 繳付中國企業所得稅。由於本集團於兩個年度內概無在中國產生應課稅溢利，因此，概無就中國企業所得稅作出撥備。

於其他司法權區產生之稅項按於相關司法權區之當前稅率計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

10. TAXATION IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

10. 於綜合損益表之稅項(續)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

(b) 按適用稅率計算之稅項開支與會計溢利之對賬：

Continuing operations 持續經營業務		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Profit before taxation	除稅前溢利	54,213	4,369
National tax on profit before tax, calculated at the tax rates applicable to profit in the countries concerned	按適用於有關國家溢利之稅率計算之除稅前溢利名義稅項	1,915	615
Tax effect of share of results of associates	應佔聯營公司業績之稅項影響	11,238	(1,630)
Tax effect of share of results of joint ventures	應佔合營企業業績之稅項影響	99	87
Tax effect of non-deductible expense	不可扣稅開支之稅項影響	13,501	7,667
Tax effect of non-taxable revenue	毋須課稅收入之稅項影響	(21,388)	(15,646)
Tax effect of unrecognised tax losses	未確認稅項虧損之稅項影響	794	8,839
Utilisation of tax losses	動用稅項虧損	(5,908)	—
Unrecognised temporary differences	未確認暫時性差額	(251)	68
Tax expense for the year	本年度稅項開支	—	—

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

11. DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Company Ordinance, Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation (Chapter 622G of the laws of Hong Kong) and the Listing Rules are as follows:

11. 董事酬金

根據公司條例第383(1)條、公司(披露董事利益資料)規例(香港法例第622G章)第2部及上市規則予以披露之董事酬金載列如下：

Name	姓名	Directors' fee		Salaries, allowance and other benefits		Retirement benefit scheme contributions		Total	
		董事袍金	薪金、津貼及其他福利	退休福利計劃供款	合計				
		2018	2017	2018	2017	2018	2017	2018	2017
		二零一八年	二零一七年	二零一八年	二零一七年	二零一八年	二零一七年	二零一八年	二零一七年
		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
<i>Executive Directors</i>									
Yeung Hoi Sing, Sonny (Chairman)	楊海成 (主席)	-	-	160	-	3	-	163	-
Ma Ho Man, Hoffman (Deputy chairman)	馬浩文 (副主席)	-	-	796	607	18	18	814	625
<i>Non-executive Director</i>									
Choi Kin Pui, Russelle	蔡健培	120	120	-	-	-	-	120	120
<i>Independent Non-executive Directors</i>									
Yeung Mo Sheung, Ann	楊慕嫦	120	120	-	-	-	-	120	120
Chin Wing Lok, Ambrose	錢永樂	120	120	-	-	-	-	120	120
Chong Ming Yu	莊名裕	120	120	-	-	-	-	120	120
		480	480	956	607	21	18	1,457	1,105

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

11. DIRECTORS' EMOLUMENTS (CONTINUED)

Notes:

- (a) For the years ended 31 December 2018 and 2017, no directors waived any emoluments and no emoluments were paid by the Group to any of the directors as an inducement to join or upon joining the Group or as compensation for loss of office.
- (b) Director's material interests in transaction, arrangement or contract is stated as below:

Pursuant to an agreement dated 1 December 2008 made between the Company and Mr. Yeung Hoi Sing, Sonny, being a Director and a controlling shareholder of the Company ("Mr. Yeung"), Mr. Yeung provided a HK\$200 million term loan facility to the Company with interest at the prime rate quoted for Hong Kong dollars loans by The Hongkong and Shanghai Banking Corporation Limited. The principal amount of the loan facility was increased up to HK\$290 million on 14 April 2009. The Company paid the interest of approximately HK\$313,000 for the year ended 31 December 2018 (2017: approximately HK\$106,000) in relation to this transaction. Other details of the transaction are set out in note 29 to the consolidated financial statements.

Save for contracts amongst group companies and the aforementioned transaction, no other significant transactions, arrangements and contracts to which the Company was a party and in which a director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

11. 董事酬金(續)

附註:

- (a) 截至二零一八年及二零一七年十二月三十一日止年度，概無董事放棄任何酬金，本集團亦無向任何董事支付任何酬金，作為加入本集團或於加入本集團時之獎勵，或作為離職補償。
- (b) 董事於交易、安排或合約中之重大權益載列如下：

根據本公司與董事兼本公司控股股東楊海成先生(「楊先生」)於二零零八年十二月一日訂立之協議，楊先生向本公司提供港幣200,000,000元按香港上海滙豐銀行有限公司所報之港幣貸款最優惠利率計息之有期貨款融資。於二零零九年四月十四日，該筆貸款融資之本金金額已增加至最多港幣290,000,000元。截至二零一八年十二月三十一日止年度，本公司已就此交易支付利息約港幣313,000元(二零一七年：約港幣106,000元)。交易之其他詳情載於綜合財務報表附註29。

除集團公司間之合約以及上述交易外，本公司概無訂立其他於年終或於本年度內任何時間仍然生效，而董事於當中直接或間接擁有重大權益之交易、安排及合約。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

12. SENIOR MANAGEMENT'S EMOLUMENTS AND INDIVIDUALS WITH HIGHEST EMOLUMENTS

(a) Five highest paid individuals

The five individuals with the highest emoluments were not the Directors for both years. The aggregate of the emoluments in respect of the other five (2017: five) individuals, included two (2017: two) senior management, are as follows:

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Salaries, allowances and other benefits	薪金、津貼及其他福利	4,547	4,491
Retirement benefit scheme contributions	退休福利計劃供款	90	90
		4,637	4,581

The emoluments of the five (2017: five) individuals with the highest emoluments are within the following band:

		Number of individuals 人數	
		2018 二零一八年	2017 二零一七年
Nil – HK\$1,000,000	零至港幣 1,000,000 元	4	4
HK\$1,000,001 to HK\$1,500,000	港幣 1,000,001 元至港幣 1,500,000 元	1	1

12. 高級管理人員酬金及最高薪人士

(a) 五名最高薪人士

兩個年度之五名最高薪人士均並非董事。其餘五名(二零一七年：五名)人士當中包括兩名(二零一七年：兩名)高級管理人員，其酬金總額載列如下：

該五名(二零一七年：五名)最高薪人士之酬金介乎下列範圍內：

Notes to the Consolidated Financial Statements (Continued)
綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

12. SENIOR MANAGEMENT'S EMOLUMENTS AND INDIVIDUALS WITH HIGHEST EMOLUMENTS (CONTINUED)

(b) Senior management of the Company

The emoluments of the senior management of the Company are within the following band:

		Number of individuals 人數	
		2018 二零一八年	2017 二零一七年
Nil – HK\$1,000,000	零至港幣 1,000,000 元	1	1
HK\$1,000,001 to HK\$1,500,000	港幣 1,000,001 元至 港幣 1,500,000 元	1	1

13. DIVIDENDS

No interim dividend was paid during the year (2017: nil). The Directors do not recommend any payment of a final dividend for the year ended 31 December 2018 (2017: nil).

12. 高級管理人員酬金及最高薪人士 (續)

(b) 本公司高級管理人員

本公司高級管理人員之酬金介乎下列範圍內：

13. 股息

年內並無派付中期股息(二零一七年：無)。董事不建議就截至二零一八年十二月三十一日止年度派付任何末期股息(二零一七年：無)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

14. DISCONTINUED OPERATION

On 8 September 2017, Victory Devotion Limited (“Victory Devotion”), a direct wholly-owned subsidiary of the Company, as vendor entered into a sale and purchase agreement with an independent third party as purchaser to dispose of (i) the 80% equity interest in Honour Rich China Development Limited (“Honour Rich”, together with its subsidiaries (collectively, the “Honour Rich Group”)); (ii) all the shareholder’s loans due and owing by Honour Rich to Victory Devotion in amount of approximately HK\$113.3 million (the “Honour Rich Shareholder Loan”); and (iii) all the loans due and owing by a person who is the ultimate beneficial owner of Up Fly Limited (“Up Fly”), a company which holds 20% equity interest in Honour Rich (the “JV Partner”) in amount of approximately HK\$5.9 million (the “Related Loan”) at a consideration of HK\$12 million. The completion of the said disposal took place on the same date. The operation of the Honour Rich Group represented the entire business segment of lottery business of the Group and therefore the cessation of the business was treated as discontinued operation in these consolidated financial statements in accordance with HKFRS 5 “Non-current Assets Held for Sale and Discontinued Operations”.

14. 已終止經營業務

於二零一七年九月八日，本公司一間直接全資附屬公司致勝有限公司（「致勝」）（作為賣方）與一名獨立第三方（作為買方）訂立買賣協議，出售(i)譽富中國發展有限公司（「譽富」，連同其附屬公司（統稱「譽富集團」））的80%股權；(ii)譽富結欠致勝的所有股東貸款金額約為港幣113,300,000元（「譽富股東貸款」）；以及(iii)一名為飛升有限公司（「飛升」，一間持有譽富的20%股權的公司）最終實益擁有人的人士（「合營夥伴」）結欠的所有貸款金額約為港幣5,900,000元（「相關貸款」），代價為港幣12,000,000元。上述出售事項於同日完成。譽富集團之營運乃本集團彩票業務分部之全部業務，故終止業務已按照香港財務報告準則第5號「持作銷售之非流動資產及已終止經營業務」於該等綜合財務報表作為已終止經營業務處理。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

14. DISCONTINUED OPERATION
(CONTINUED)

14. 已終止經營業務(續)

(a) The analysis of the results of the discontinued operation included in the consolidated statement of profit or loss are as follows:

(a) 計入綜合損益表之已終止經營業務之業績分析如下：

		2017 二零一七年 HK\$'000 港幣千元
Revenue	收益	19,097
Cost of sales	銷售成本	(1,508)
Gross profit	毛利	17,589
Other revenue and gains	其他收益及收入	30
Administrative expense	行政開支	(15,345)
Selling expenses	銷售開支	(2,145)
Profit before taxation	除稅前溢利	129
Taxation	稅項	-
		129
Loss on disposal of subsidiaries (note 33)	出售附屬公司之虧損(附註33)	(37,954)
Loss for the year from discontinued operation	來自已終止經營業務之本年度虧損	(37,825)
Attributable to:	由以下各項應佔：	
Owners of the Company	本公司股東	(37,851)
Non-controlling interests	非控股權益	26
Loss for the year from discontinued operation	來自已終止經營業務之本年度虧損	(37,825)
Other comprehensive income	其他全面收益	
Exchange differences on translation of financial statements of disposed subsidiaries	換算已出售附屬公司財務報表所產生之匯兌差額	2,126

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

14. DISCONTINUED OPERATION (CONTINUED)

14. 已終止經營業務(續)

(b) Profit/(loss) before taxation from discontinued operation is arrived at after charging the following:

(b) 來自已終止經營業務之除稅前溢利/(虧損)已扣除下列項目：

		2017 二零一七年 HK\$'000 港幣千元
Auditors' remuneration	核數師酬金	-
Depreciation on owned property, plant and equipment	自置物業、廠房及設備之折舊	694
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	5
Operating lease rentals of properties	物業經營租賃租金	1,070
Staff costs	員工成本	10,639

(c) Cash flows from discontinued operation:

(c) 已終止經營業務之現金流量：

		2017 二零一七年 HK\$'000 港幣千元
Net cash outflow from operating activities	經營活動之現金流出淨額	(7,496)
Net cash inflow from investing activities	投資活動之現金流入淨額	-
Net cash inflow from financing activities	融資活動之現金流入淨額	7,521
Net increase in cash and cash equivalents	現金及現金等值項目增加淨額	25

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

15. EARNINGS/(LOSS) PER SHARE

(a) From continuing and discontinued operations:

The calculation of the basic earnings/(loss) per share from continuing operations attributable to the owners of the Company is based on the following data:

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Profit/(loss): Profit/(loss) for the year attributable to the owners of the Company	溢利/(虧損): 本公司股東應佔本年度溢利/(虧損)	54,464	(29,810)

		2018 二零一八年 '000 Shares 千股	2017 二零一七年 '000 Shares 千股
Number of shares: Weighted average number of shares for the purpose of basic earnings/(loss) per share	股份數目: 計算每股基本盈利/(虧損)之股份加權平均數	4,926,491	4,926,491

Diluted earnings/(loss) per share for the years ended 31 December 2018 and 2017 was the same as the basic earnings/(loss) per share. There were no potential dilutive ordinary shares outstanding for both years presented.

15. 每股盈利/(虧損)

(a) 來自持續經營及已終止經營業務:

本公司股東應佔持續經營業務的每股基本盈利/(虧損)乃根據以下數據計算:

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Profit/(loss): Profit/(loss) for the year attributable to the owners of the Company	溢利/(虧損): 本公司股東應佔本年度溢利/(虧損)	54,464	(29,810)

		2018 二零一八年 '000 Shares 千股	2017 二零一七年 '000 Shares 千股
Number of shares: Weighted average number of shares for the purpose of basic earnings/(loss) per share	股份數目: 計算每股基本盈利/(虧損)之股份加權平均數	4,926,491	4,926,491

截至二零一八年及二零一七年十二月三十一日止年度，每股攤薄盈利/(虧損)相等於每股基本盈利/(虧損)。於該兩個呈報年度內概無發行在外之潛在攤薄普通股。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

15. EARNINGS/(LOSS) PER SHARE (CONTINUED)

(b) From continuing operations:

The calculation of the basic earnings/(loss) per share from continuing operations attributable to the owners of the Company is based on the following data:

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Profit/(loss):	溢利/(虧損):		
Profit/(loss) for the year attributable to the owners of the Company	本公司股東應佔本年度溢利/(虧損)	54,464	(29,810)
Add: Loss for the year attributable to the owners of the Company from discontinued operation	加: 來自已終止經營業務之本公司股東應佔本年度虧損	-	37,851
		54,464	8,041

The denominators used are the same as those detailed above for both basic and diluted earnings/(loss) per share.

Diluted earnings/(loss) per share for the years ended 31 December 2018 and 2017 was the same as the basic earnings/(loss) per share. There were no potential dilutive ordinary shares outstanding for both years presented.

15. 每股盈利/(虧損)(續)

(b) 來自持續經營業務:

本公司股東應佔持續經營業務之每股基本盈利/(虧損)乃根據以下數據計算:

所用分母相等於上文所詳述每股基本及攤薄盈利/(虧損)之分母。

截至二零一八年及二零一七年十二月三十一日止年度，每股攤薄盈利/(虧損)相等於每股基本盈利/(虧損)。於該兩個呈報年度內概無發行在外之潛在攤薄普通股。

Notes to the Consolidated Financial Statements (Continued)
綜合財務報表附註(續)

For the year ended 31 December 2018
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15. EARNINGS/(LOSS) PER SHARE
(CONTINUED)

(c) From discontinued operation:

The calculation of the basic loss per share from discontinued operation attributable to the owners of the Company is based on the following data:

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Loss:	虧損：		
Loss for the year attributable to the owners of the Company from discontinued operation	來自己終止經營業務之本公司股東應佔本年度虧損	-	(37,851)

The denominators used are the same as those detailed above for both basic and diluted loss per share.

Diluted loss per share for the year ended 31 December 2017 was the same as the basic loss per share. There were no potential dilutive ordinary shares outstanding for that year presented.

15. 每股盈利／(虧損)(續)

(c) 來自己終止經營業務：

本公司股東應佔已終止經營業務之每股基本虧損乃根據以下數據計算：

所用分母相等於上文所詳述每股基本及攤薄虧損之分母。

截至二零一七年十二月三十一日止年度，每股攤薄虧損相等於每股基本虧損。於該呈報年度內概無發行在外之潛在攤薄普通股。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Freehold land and Building 永久業權 土地及樓宇 HK\$'000 港幣千元	Leasehold improvements 租賃裝修 HK\$'000 港幣千元	Furniture, fittings and office equipment 傢俬、裝置 及辦公室設備 HK\$'000 港幣千元	Motor vehicles 汽車 HK\$'000 港幣千元	Motor yacht 遊艇 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
Cost	成本						
At 1 January 2017	於二零一七年一月一日	12,970	3,276	9,586	4,869	24,747	55,448
Additions	添置	-	64	138	49	-	251
Disposals	出售	-	-	(181)	-	(4,700)	(4,881)
Derecognised on disposal of subsidiaries (note 33)	於出售附屬公司時終止 確認(附註33)	-	(1,156)	(8,674)	-	-	(9,830)
Exchange alignment	匯兌調整	1,001	306	1,114	-	-	2,421
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及 二零一八年一月一日	13,971	2,490	1,983	4,918	20,047	43,409
Additions	添置	-	9	264	195	-	468
Disposals	出售	-	-	(31)	-	-	(31)
Exchange alignment	匯兌調整	(1,060)	(238)	(482)	(4)	-	(1,784)
At 31 December 2018	於二零一八年十二月三十一日	12,911	2,261	1,734	5,109	20,047	42,062
Accumulated depreciation	累計折舊						
At 1 January 2017	於二零一七年一月一日	1,912	2,369	5,166	1,726	6,371	17,544
Charge for the year	年內支出	327	182	933	1,403	2,005	4,850
Disposals	出售	-	-	(181)	-	(4,700)	(4,881)
Eliminate on disposal of subsidiaries (note 33)	於出售附屬公司時對銷 (附註33)	-	(825)	(4,811)	-	-	(5,636)
Exchange alignment	匯兌調整	165	393	674	-	-	1,232
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及 二零一八年一月一日	2,404	2,119	1,781	3,129	3,676	13,109
Charge for the year	年內支出	328	116	164	1,189	2,005	3,802
Disposals	出售	-	-	(31)	-	-	(31)
Exchange alignment	匯兌調整	(204)	(216)	(480)	(1)	-	(901)
At 31 December 2018	於二零一八年十二月三十一日	2,528	2,019	1,434	4,317	5,681	15,979
Carrying amount	賬面值						
At 31 December 2018	於二零一八年十二月三十一日	10,383	242	300	792	14,366	26,083
At 31 December 2017	於二零一七年十二月三十一日	11,567	371	202	1,789	16,371	30,300

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
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16. PROPERTY, PLANT AND EQUIPMENT
(CONTINUED)

16. 物業、廠房及設備(續)

		At 31 December 2018 於 二零一八年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Freehold land and building held outside Hong Kong	於香港以外地區持有之 永久業權土地及樓宇	10,383	11,567

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
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17. INTANGIBLE ASSETS

17. 無形資產

		Trademark 商標 HK\$'000 港幣千元	Client lists 客戶名單 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
Cost	成本			
At 1 January 2017	於二零一七年一月一日	25,151	7,031	32,182
Exchange alignment	匯兌調整	1,927	538	2,465
At 31 December 2017 and 1 January 2018	於二零一七年 十二月三十一日及 二零一八年一月一日	27,078	7,569	34,647
Exchange alignment	匯兌調整	(2,043)	(571)	(2,614)
At 31 December 2018	於二零一八年 十二月三十一日	25,035	6,998	32,033
Accumulated amortisation and impairment losses	累計攤銷及減值虧損			
At 1 January 2017	於二零一七年一月一日	(17,130)	(7,031)	(24,161)
Impairment loss	減值虧損	(4,557)	–	(4,557)
Exchange alignment	匯兌調整	(1,464)	(538)	(2,002)
At 31 December 2017 and 1 January 2018	於二零一七年 十二月三十一日及 二零一八年一月一日	(23,151)	(7,569)	(30,720)
Reversal of impairment loss	減值虧損撥回	3,164	–	3,164
Exchange alignment	匯兌調整	1,595	571	2,166
At 31 December 2018	於二零一八年 十二月三十一日	(18,392)	(6,998)	(25,390)
Carrying amount At 31 December 2018	賬面值 於二零一八年 十二月三十一日	6,643	–	6,643
At 31 December 2017	於二零一七年 十二月三十一日	3,927	–	3,927

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
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17. INTANGIBLE ASSETS (CONTINUED)

Trademark

The trademark named as “Jade Tours” is a well-known travel agency brand registered in Canada. The Directors assessed that the trademark is having indefinite useful lives because the trademark was expected to contribute to net cash inflow indefinitely and can be renewed by the Group at minimal cost.

In accordance with HKAS 36, the Group completed its annual impairment test for the trademark by comparing its recoverable amount to its carrying amount as at 31 December 2018 and 2017. The Group has conducted a valuation of the trademark based on the value in use calculations. With reference to the valuations carried out by the Valuer, the recoverable amount of the trademark is higher than its carrying amount. The recoverable amount of trademark was equivalent to approximately HK\$6,643,000 as at 31 December 2018 (2017: equivalent to approximately HK\$3,927,000). Therefore, a reversal of impairment loss equivalent to approximately HK\$3,164,000 has been recognised for the year ended 31 December 2018 (2017: impairment loss equivalent to approximately HK\$4,557,000). The recognition of reversal of impairment loss is mainly contributed by the increase in profit forecast of the travel business in Canada. Any adverse change in the assumptions used in the calculation of the recoverable amount would result in impairment loss.

17. 無形資產(續)

商標

「Jade Tours」商標名稱乃加拿大知名註冊旅遊代理品牌。由於商標預期可無限期貢獻現金流入淨額，並可由本集團以微不足道之成本續新，故董事評估商標之可使用年期為無限。

根據香港會計準則第36號，本集團將商標之可收回金額與其於二零一八年及二零一七年十二月三十一日之賬面值作比較，藉以完成對商標之年度減值測試。本集團已根據使用價值計算方法為商標進行估值。參考估值師進行之估值，商標之可收回金額高於其賬面值。於二零一八年十二月三十一日，商標之可收回金額相等於約港幣6,643,000元(二零一七年：相等於約港幣3,927,000元)。故此，截至二零一八年十二月三十一日止年度已確認減值虧損撥回相等於約港幣3,164,000元(二零一七年：減值虧損相等於約港幣4,557,000元)。確認減值虧損撥回主要由於加拿大旅遊業務溢利預測上升所致。用於計算可收回金額之假設如有任何不利變動，均可能產生減值虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
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17. INTANGIBLE ASSETS (CONTINUED)

Trademark (continued)

The valuation of the trademark is based on the relief-from-royalty method and uses cash flow projections based on financial estimates covering a five-year period, the expected sales deriving from the trademark in the travel CGU and a pre-tax discount rate of approximately 26% (2017: approximately 26%). The cash flows beyond the five-year period are extrapolated using a steady 2% (2017: 2%) growth rate. This growth rate does not exceed the long-term average growth rate for travel markets in which the Group operates. The values assigned to the above assumptions reflect past experience and are consistent with management plans for focusing operations in these markets. Management believes that the assumption is reasonably achievable.

Client List

The Directors assessed that the client list is having 15 years of useful lives from the date of acquisition. The carrying amount of the client list was fully impaired in the year ended 31 December 2014. The recognition of impairment loss is mainly contributed by the increase in contributory charge of fixed assets.

17. 無形資產(續)

商標(續)

商標之估值按免納專利權使用費方法計算，並採用根據涵蓋五年期之財務估計、預期來自旅遊現金產生單位之商標之銷售額以及除稅前貼現率約26% (二零一七年：約26%) 得出之現金流量預測進行。超逾五年期之現金流量則採用穩定增長率2% (二零一七年：2%) 推算。有關增長率並不超過本集團經營所在旅遊市場之長期平均增長率。上述假設之相關價值反映過往經驗，並與管理層專注於該等市場業務之計劃相符。管理層相信該假設可合理實踐。

客戶名單

董事評估客戶名單之可使用年期為收購日期起計15年。客戶名單之賬面值於截至二零一四年十二月三十一日止年度已全面減值。確認減值虧損主要來自固定資產之繳納支出增加。

Notes to the Consolidated Financial Statements (Continued)
綜合財務報表附註(續)

For the year ended 31 December 2018
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18. INVESTMENT PROPERTIES

18. 投資物業

Fair value 公平值		HK\$'000 港幣千元
At 1 January 2017	於二零一七年一月一日	191,708
Addition	添置	21,107
Increase in fair value recognised in the consolidated statement of profit or loss	於綜合損益表內確認之公平值增加	79,185
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及 二零一八年一月一日	292,000
Acquisition of assets through acquisition of subsidiaries (note 35)	透過收購附屬公司購置資產 (附註35)	148,000
Increase in fair value recognised in the consolidated statement of profit or loss	於綜合損益表內確認之公平值增加	27,300
Transfer to stock of properties (note 21)	轉撥至物業存貨(附註21)	(23,700)
At 31 December 2018	於二零一八年十二月三十一日	443,600

A fair value gain on the investment properties of approximately HK\$27,300,000 was recognised in the consolidated statement of profit or loss for the year ended 31 December 2018 (2017: approximately HK\$79,185,000). The direct operating expense from investment properties is amounting to approximately HK\$943,000 (2017: approximately HK\$776,000) and the rental income generated from the investment properties is approximately HK\$8,006,000 (2017: approximately HK\$6,510,000).

截至二零一八年十二月三十一日止年度，投資物業之公平值收益約港幣27,300,000元於綜合損益表中確認(二零一七年：約港幣79,185,000元)。來自投資物業之直接經營開支約為港幣943,000元(二零一七年：約港幣776,000元)，而來自投資物業之租金收入約為港幣8,006,000元(二零一七年：約港幣6,510,000元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
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18. INVESTMENT PROPERTIES (CONTINUED)

The Group's properties interest held under operating leases to earn rentals or for capital appreciation purpose are measured using the fair value model and are classified and accounted for an investment properties. The fair value of the investment properties for the year ended 31 December 2018 and 2017 has been arrived at on the basis of valuations carried out on the respective date by the Valuers who have appropriate qualification and recent experience in the valuation of similar property in the relevant locations. The management works closely with the Valuers to establish the appropriate valuation techniques and inputs to model. The management reports the valuation report and findings to the Directors half yearly to explain the cause of fluctuations in the fair value of the investment properties. The highest and best use of the investment properties are its current use in estimating the fair value of the properties.

The fair value of investment properties located in Hong Kong is determined using combination of income capitalisation method and direct comparison method (2017: combination of income capitalisation method and direct comparison method) by reference to recent sales price of comparable properties on a price per saleable square foot basis.

For the year ended 31 December 2018, the investment properties were classified as level 3 under the fair value hierarchy (2017: level 3). There were no transfers into or out of level 1, 2 and 3 during the year.

The Group's policy is to recognise transfers into and transfers out the fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

18. 投資物業(續)

本集團根據經營租賃持有以賺取租金或作資本增值用途的物業權益採用公平值模式計量，並分類為投資物業及按其入賬。截至二零一八年及二零一七年十二月三十一日止年度，投資物業之公平值已由具備適當資格並於相關地區之類似物業估值方面具有近期經驗之估值師，於相關日期按估值基準達致。管理層與估值師緊密合作，制定合適的估值方法及模式的輸入數據。管理層每半年向董事報告一次估值報告及結果，以解釋投資物業公平值波動的原因。在估計物業之公平值時，投資物業之最高及最佳用途為其目前用途。

位於香港之投資物業之公平值乃經參考可比較物業近期售價按每平方呎實用面積價格基準以採用合併收入資本化法及直接比較法(二零一七年：合併收入資本化法及直接比較法)釐定。

截至二零一八年十二月三十一日止年度，投資物業分類為公平值架構級別項下第三級(二零一七年：第三級)。年內，第一、二及三級概無轉入或轉出。

本集團之政策是當導致轉移之事件或情況變化發生之日之時確認公平值架構級別之轉入及轉出。

Notes to the Consolidated Financial Statements (Continued)
綜合財務報表附註(續)

For the year ended 31 December 2018
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18. INVESTMENT PROPERTIES
(CONTINUED)

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

18. 投資物業(續)

下表描述本集團投資物業的公平值層級計量：

Description	Fair value at 31 December 2018 於二零一八年十二月三十一日之公平值 HK\$'000 港幣千元	Valuation technique 估值方法	Fair value hierarchy 公平值層級	Significant unobservable inputs 重大不可觀察輸入數據	Range or weighted average 範圍或加權平均
Units 1003-1004A, 10/F Tower 1, Admiralty Centre 海富中心1座10樓1003室及1004A室	284,600	Income capitalisation method and direct comparison method 收入資本化法及直接比較法	Level 3 第三級	Estimated price per saleable square foot 估計每平方呎實用面積價格 Capitalisation rate 資本化率	HK\$35,472 to HK\$54,224 港幣35,472元至港幣54,224元 1.2%
Units 1001A, 10/F Tower 1, Admiralty Centre 海富中心1座10樓1001A室	57,600	Income capitalisation method and direct comparison method 收入資本化法及直接比較法	Level 3 第三級	Estimated price per saleable square foot 估計每平方呎實用面積價格 Capitalisation rate 資本化率	HK\$39,991 to HK\$61,133 港幣39,991元至港幣61,133元 1.2%
Units 1004B, 10/F Tower 1, Admiralty Centre 海富中心1座10樓1004B室	101,400	Income capitalisation method and direct comparison method 收入資本化法及直接比較法	Level 3 第三級	Estimated price per saleable square foot 估計每平方呎實用面積價格 Capitalisation rate 資本化率	HK\$39,955 to HK\$54,225 港幣39,955元至港幣54,225元 1.2%

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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18. INVESTMENT PROPERTIES (CONTINUED)

The following table illustrates the fair value measurement hierarchy of the Group's investment properties: (continued)

18. 投資物業(續)

下表描述本集團投資物業的公平值層級計量：(續)

Description	Fair value at 31 December 2017 於二零一七年 十二月三十一日 之公平值 HK\$'000 港幣千元	Valuation technique	Fair value hierarchy	Significant unobservable inputs	Range or weighted average
描述		估值方法	公平值層級	重大不可觀察輸入數據	範圍或加權平均
Units 1003-1004A, 10/F Tower 1, Admiralty Centre 海富中心1座10樓1003室及 1004A室	269,000	Income capitalisation method and direct comparison method 收入資本化法及直接比較法	Level 3 第三級	Estimated price per saleable square foot 估計每平方呎實用面積價格	HK\$31,994 to HK\$61,728 港幣31,994元至港幣61,728元
				Estimated monthly rental value per saleable square foot 估計每月每平方呎實用面積 租金價值	HK\$52 to HK\$103 港幣52元至港幣103元
				Capitalisation rate 資本化率	1.8%
13/F, Sing-Ho Finance Building, Wanchai 灣仔信和財務大廈13樓	23,000	Income capitalisation method and direct comparison method 收入資本化法及直接比較法	Level 3 第三級	Estimated price per saleable square foot 估計每平方呎實用面積價格	HK\$17,347 to HK\$21,322 港幣17,347元至港幣21,322元
				Estimated monthly rental value per saleable square foot 估計每月每平方呎實用面積 租金價值	HK\$28 to HK\$30 港幣28元至港幣30元
				Capitalisation rate 資本化率	2.5%

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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18. INVESTMENT PROPERTIES (CONTINUED)

As at 31 December 2018, the valuations of investment properties were based on either the investment method which capitalises the rent receivables from the existing tenancies and the potential reversionary market rent of the properties or direct comparison method by reference to comparable market transactions.

A significant increase/(decrease) in estimated rental value per saleable square foot in isolation would result in a significantly higher/(lower) fair value of the investment properties. A significant increase/(decrease) in the capitalisation rate in isolation would result in a significantly lower/(higher) fair value of the investment properties.

A significant increase/(decrease) in price per saleable square foot in isolation would result in significantly higher/(lower) fair value of the investment properties.

The Directors believe that any possible changes in input values would not cause significant change in fair value of the investment properties.

The properties are either leased out in return of receiving rental income or held for capital appreciation and are measure using the fair value model and are classified and accounted as investment properties.

For the year ended 31 December 2018, the Group had pledged all (2017: one) of the investment properties with carrying amount of approximately HK\$443.6 million (2017: approximately HK\$269.0 million) to secure bank loans granted to the Group (note 27).

18. 投資物業(續)

於二零一八年十二月三十一日，投資物業乃根據投資法(即將物業的現行租賃應收之租金及潛在復歸市場租金資本化)或直接比較法(即參考可資比較市場交易)進行估值。

估計每平方呎實用面積租金價值單獨大幅增加/(減少)會令投資物業之公平值大幅上升/(下降)。資本化率單獨大幅增加/(減少)會令投資物業之公平值大幅下降/(上升)。

每平方呎實用面積價格單獨大幅增加/(減少)會令投資物業之公平值大幅上升/(下降)。

董事相信，輸入數據之任何可能變動將不會對投資物業之公平值造成重大變動。

物業是為換取租金收入而租出或持作資本升值，採用公平值模式計量並分類及入賬為投資物業。

截至二零一八年十二月三十一日止年度，本集團已抵押所有(二零一七年：一項)投資物業，賬面值約為港幣443,600,000元(二零一七年：約港幣269,000,000元)以為授予本集團的銀行貸款作出抵押(附註27)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
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19. INTERESTS IN ASSOCIATES

19. 於聯營公司之權益

			At 31 December 2018 於 二零一八年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Deemed capital contribution	視作資本出資	(b)	103,200	103,200
Goodwill	商譽	(c)	19,409	19,409
Share of results of associates	應佔聯營公司業績		165,046	96,936
			287,655	219,545
Amounts due from associates	應收聯營公司款項	(d), 39(b)	317,419	317,542
Amount shown under non-current assets	非流動資產中列示金額		605,074	537,087

Notes to the Consolidated Financial Statements (Continued)
綜合財務報表附註(續)

For the year ended 31 December 2018
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19. INTERESTS IN ASSOCIATES
(CONTINUED)

Reconciliation of the above summarised financial information to the carrying amount of the interests in associates recognised in the consolidated financial statements:

19. 於聯營公司之權益(續)

上文概列之財務資料與綜合財務報表中所確認於聯營公司之權益賬面值之對賬：

		At 31 December 2018 於 二零一八年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Net liabilities of the associates	聯營公司負債淨額	(154,370)	(293,371)
Proportion of the Group's ownership interests	本集團之擁有權權益比例	49%	49%
Share of net liabilities of the associates	應佔聯營公司負債淨額	(75,641)	(143,751)
Goodwill	商譽	19,409	19,409
Effect of fair value adjustments at acquisition	收購時公平值調整之影響	240,687	240,687
Deemed capital contribution	視作資本出資	103,200	103,200
Amounts due from associates (note 39(b))	應收聯營公司款項 (附註39(b))	317,419	317,542
		605,074	537,087

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
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19. INTERESTS IN ASSOCIATES (CONTINUED)

- (a) The following list contains only the particulars of associates, all of which are unlisted corporate entities, which principally affected the results or assets of the Group:

19. 於聯營公司之權益(續)

- (a) 下表僅載列對本集團業績或資產構成主要影響之聯營公司之詳情，該等聯營公司均為非上市法人實體：

Name of associate 聯營公司名稱	Place of Incorporation/ operations 註冊成立/ 營業地點	Particulars of issued and paid up share capital 已發行及 繳足股本詳情	Proportion of ownership interests 擁有權益比例			Principal activity 主要業務
			Group's effective interests 本集團 實際權益 %	Held by the Company 由本公司 持有 %	Held by a subsidiary 由一間附屬 公司持有 %	
Pier 16 — Property Development Limited ("Pier 16 — Property Development") (note) 十六浦物業發展股份有限公司 (「十六浦物業發展」)(附註)	Macau 澳門	100,000 shares of MOP100 each 100,000 股每股面值 100 澳門元之股份	49	—	49	Property holding 物業控股

Note: As at 31 December 2018 and 2017, Pier 16 — Property Development held the equity interests of the following companies with the details as below:

附註：於二零一八年及二零一七年十二月三十一日，十六浦物業發展持有下列公司股權，詳情如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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19. INTERESTS IN ASSOCIATES (CONTINUED)

- (a) The following list contains only the particulars of associates, all of which are unlisted corporate entities, which principally affected the results or assets of the Group: (continued)

19. 於聯營公司之權益(續)

- (a) 下表僅載列對本集團業績或資產構成主要影響之聯營公司之詳情，該等聯營公司均為非上市法人實體：(續)

Name of associate 聯營公司名稱	Place of Incorporation/ operations 註冊成立/ 營業地點	Particulars of issued and paid up share capital 已發行及繳足股本詳情	Proportion of effective interests held by Pier 16 — Property Development		Principal activity 主要業務
			由十六浦物業發展持有 實際權益比例		
			2018 二零一八年 %	2017 二零一七年 %	
Pier 16 — Entertainment Group Corporation Limited 十六浦娛樂集團有限公司	Macau 澳門	2 shares of MOP24,000 and MOP1,000 respectively 2股分別面值24,000澳門元 及1,000澳門元之股份	100	100	Provision of management services for casino operations 為娛樂場營運提供 管理服務
Pier 16 — Management Limited 十六浦管理有限公司	Macau/Hong Kong and Macau 澳門/香港及澳門	2 shares of MOP24,000 and MOP1,000 respectively 2股分別面值24,000澳門元 及1,000澳門元之股份	100	100	Hotel management 酒店管理

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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19. INTERESTS IN ASSOCIATES (CONTINUED)

(b) The deemed capital contribution is referenced to the financial guarantee contract (note 30) granted by the Group to the associates.

(c) Goodwill

Because goodwill is included in the carrying amount of the interests in associates and is not separately recognised, it is not tested for impairment separately by applying the requirements for impairment testing in HKAS 36. Instead, the entire carrying amount of the interests in associates is tested for impairment as set out in note 19(d) below.

(d) The amounts due from associates are unsecured, interest-free and have no fixed terms of repayment. Their carrying amounts are not materially different from their fair value.

The Group completed its annual impairment test for interests in associates by comparing the recoverable amount of interests in associates to its carrying amount as at 31 December 2018 and 2017. The Group has engaged the Valuer to carry out a valuation of the interests in associates as at 31 December 2018 based on the value in use calculations. This valuation uses cash flow projections based on financial estimates covering a ten-year period, and a pre-tax discount rate of approximately 8% (2017: approximately 12%). The cash flows beyond the ten-year period are extrapolated using a steady 3% (2017: 3%) growth rate for the casino and hotel industries in which are operated by associates. The values assigned to the above assumptions reflect past experience and are consistent with management plans for focusing operations in these markets. Management believes that the assumption is reasonably achievable.

19. 於聯營公司之權益(續)

(b) 視作資本出資指本集團向聯營公司發出之財務擔保合約(附註30)。

(c) 商譽

由於商譽列入於聯營公司之權益賬面值，並無獨立確認，故毋須應用香港會計準則第36號之減值測試規定進行獨立減值測試。然而，誠如下文附註19(d)所載，於聯營公司之權益之全部賬面值均接受減值測試。

(d) 應收聯營公司款項為無抵押、免息及並無固定還款期。該等款項之賬面值與其公平值並無重大差異。

本集團將其於聯營公司之權益之可收回金額與其於二零一八年及二零一七年十二月三十一日之賬面值作比較，藉以完成其對於聯營公司之權益之年度減值測試。本集團已委聘估值師根據使用價值計算方法為截至二零一八年十二月三十一日其於聯營公司之權益進行估值。是次估值採用根據涵蓋十年期之財務估計以及除稅前貼現率約8%(二零一七年：約12%)得出之現金流量預測進行。超逾十年期之現金流量採用聯營公司所經營娛樂場及酒店業之穩定增長率3%(二零一七年：3%)推算。上述假設之相關價值反映過往經驗，並與管理層專注於該等市場業務之計劃一致。管理層相信該假設可合理實踐。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
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19. INTERESTS IN ASSOCIATES
(CONTINUED)

- (e) The following is summary of aggregate amounts of assets, liabilities, revenue, and results of the Group's associates:

19. 於聯營公司之權益(續)

- (e) 本集團聯營公司之資產、負債、收益及業績總額概述如下：

		At 31 December 2018 於 二零一八年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Non-current assets	非流動資產	729,513	881,772
Current assets	流動資產	461,884	337,183
Current liabilities	流動負債	(463,329)	(418,987)
Non-current liabilities	非流動負債	(882,438)	(1,093,339)
Net liabilities	負債淨額	(154,370)	(293,371)
		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Revenue	收益	735,202	609,668
Other revenue and gains	其他收益及收入	56,321	16,534
Profit/(loss) for the year	本年度溢利/(虧損)	139,000	(20,162)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
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20. INTERESTS IN JOINT VENTURES

20. 於合營企業之權益

		At 31 December 2018 於 二零一八年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Share of net assets	應佔資產淨值	3,538	2,941
Amount due from a joint venture (note 39(b))	應收一間合營企業款項 (附註39(b))	8,970	10,170
		12,508	13,111
Less: Recognise of impairment loss	減：確認減值虧損	(7,200)	(8,700)
		5,308	4,411

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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20. INTERESTS IN JOINT VENTURES (CONTINUED)

Reconciliation of the above summarised financial information to the carrying amount of the interests in joint ventures recognised in the consolidated financial statements:

20. 於合營企業之權益(續)

上文概列之財務資料與綜合財務報表中所確認於合營企業之權益賬面值之對賬：

		At 31 December 2018 於 二零一八年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Net assets of the joint venture	合營企業之資產淨值	12,498	11,604
Less: Non-controlling interests	減：非控股權益	(5,422)	(5,722)
Net assets attributable to owners of joint venture	合營企業股東應佔資產淨值	7,076	5,882
Proportion of the Group's ownership interests	本集團之擁有權權益比例	50%	50%
Share of net assets of the joint venture	應佔合營企業之資產淨值	3,538	2,941
Amount due from a joint venture (note 39(b))	應收一間合營企業款項 (附註39(b))	8,970	10,170
Less: Recognise of impairment loss	減：確認減值虧損	(7,200)	(8,700)
		5,308	4,411

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
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20. INTERESTS IN JOINT VENTURES (CONTINUED)

20. 於合營企業之權益(續)

(a) Details of the Group's interests in the joint ventures are as follows:

(a) 本集團於合營企業之權益詳情如下：

Name of Joint venture	Form of business structure	Place of incorporation	Particulars of issued and paid up share capital 已發行及繳足股本詳情	Group's effective interests 本集團實際權益	Principal activity 主要業務
合營企業名稱	業務架構形式	註冊成立地點			
Surplus Win Enterprises Limited (note) 盈勝企業有限公司(附註)	Incorporated 註冊成立	BVI 英屬處女群島	2 shares of USD1 each 2股每股面值1美元之股份	50%	Investment holding 投資控股

Note: As at 31 December 2018 and 2017, Surplus Win Enterprises Limited held 80% effective interests in Double Diamond International Limited ("Double Diamond", a company incorporated in the BVI with limited liability). The principal activity of Double Diamond is pier operation in Macau.

附註：於二零一八年及二零一七年十二月三十一日，盈勝企業有限公司持有Double Diamond International Limited (「Double Diamond」，一間於英屬處女群島註冊成立之有限公司)之80%實際權益。Double Diamond主要在澳門營運碼頭業務。

(b) Aggregate financial information of joint ventures that are not individually material:

(b) 個別並不重大之合營企業之財務資料總述：

		At 31 December 2018 於 二零一八年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Non-current assets	非流動資產	29,293	29,293
Current assets	流動資產	1,659	3,003
Current liabilities	流動負債	(18,454)	(20,692)
Net assets	資產淨值	12,498	11,604

Notes to the Consolidated Financial Statements (Continued)
綜合財務報表附註(續)

For the year ended 31 December 2018
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20. INTERESTS IN JOINT VENTURES
(CONTINUED)

20. 於合營企業之權益(續)

(b) Aggregate financial information of joint ventures that are not individually material: (continued)

(b) 個別並不重大之合營企業之財務資料總述：(續)

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Revenue	收益	1,898	1,731
Expenses	開支	(403)	(411)
Profit before taxation	除稅前溢利	1,495	1,320
Taxation	稅項	-	-
Profit for the year	本年度溢利	1,495	1,320

The above amounts of assets and liabilities include the following:

上述資產及負債金額包括以下各項：

		At 31 December 2018 於 二零一八年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Cash and cash equivalents	現金及現金等值項目	1,660	3,003
Amounts due to shareholders	應付股東款項	(17,940)	(20,340)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
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20. INTERESTS IN JOINT VENTURES (CONTINUED)

- (c) The amount due from a joint venture is unsecured, interest-free and has no fixed terms of repayment.
- (d) The Group has advanced HK\$12 million to the joint venture to finance the acquisition of certain assets. In the opinion of the Directors, the Group will not demand for repayment within twelve months from the end of the reporting period and is therefore classified as non-current assets.

As at 31 December 2018, the carrying amount of amount due from a joint venture was approximately HK\$9.0 million (2017: approximately HK\$10.2 million).

As at 31 December 2018, the accumulated impairment loss of interests in joint ventures was approximately HK\$7.2 million (2017: approximately HK\$8.7 million), which is considered to be adequate as there are no indication for further impairment. The recoverable amount of this advance is determined based on the net cash flows from operations estimated by the management for the coming five years.

For the year ended 31 December 2018, a reversal of impairment of HK\$1.5 million (2017: nil) was recognised due to recovery of the amount due.

20. 於合營企業之權益(續)

- (c) 應收一間合營企業款項為無抵押、免息及並無固定還款期。
- (d) 本集團已向合營企業墊付港幣12,000,000元，為收購若干資產提供資金。董事認為，本集團將不會要求於報告期末起十二個月內還款，故已將該筆墊款分類為非流動資產。

於二零一八年十二月三十一日，應收一間合營企業款項之賬面值約為港幣9,000,000元(二零一七年：約港幣10,200,000元)。

於二零一八年十二月三十一日，於合營企業之權益之累計減值虧損約為港幣7,200,000元(二零一七年：約港幣8,700,000元)，由於並無跡象顯示需進一步作出減值，故被視為足夠。該筆墊款之可收回金額乃按管理層對未來五年經營所得之現金流量淨額之估計釐定。

截至二零一八年十二月三十一日止年度，由於收回結欠款項，已確認減值撥回港幣1,500,000元(二零一七年：無)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
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21. STOCK OF PROPERTIES

21. 物業存貨

		HK\$'000 港幣千元
At 1 January 2017, 31 December 2017 and 1 January 2018	於二零一七年一月一日、 二零一七年十二月三十一日及 二零一八年一月一日	-
Acquisition of assets through acquisition of subsidiaries (note 35)	透過收購附屬公司購置資產 (附註35)	58,180
Additions during the year	年內增加	120,416
Transfer from investment properties (note 18)	轉自投資物業(附註18)	23,700
Disposal during the year	年內出售	(16,078)
At 31 December 2018	於二零一八年十二月三十一日	186,218

22. TRADE AND OTHER RECEIVABLES

22. 應收貿易賬款及其他應收賬款

		At 31 December 2018 於 二零一八年 十二月三十一日 Note 附註	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Trade receivables	應收貿易賬款	42,267	7,344
Less: Impairment loss recognised on trade receivables	減：就應收貿易賬款 確認之減值虧損	(b) -	(81)
		(a) 42,267	7,263
Other receivables	其他應收賬款	657	651
Trade and other receivables	應收貿易賬款及其他 應收賬款	42,924	7,914
Prepayments and deposits	預付款項及按金	6,215	10,688
		49,139	18,602

All of the trade and other receivables are expected to be recovered within one year.

Including in trade receivables, the lease receivables of approximately HK\$234,000 (2017: approximately HK\$700,000) arise from properties rental income.

所有應收貿易賬款及其他應收賬款預期於一年內收回。

包括在應收貿易賬款中之應收租金約港幣234,000元(二零一七年：約港幣700,000元)乃自物業租金收入產生。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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22. TRADE AND OTHER RECEIVABLES (CONTINUED)

(a) Aging analysis

Included in trade and other receivables, the aging analysis for trade receivables, based on the due date and net of impairment loss, is as follows:

		At 31 December 2018 於 二零一八年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Current	即期	37,848	4,921
31 to 60 days overdue	逾期31至60日	3,920	834
61 to 90 days overdue	逾期61至90日	234	962
Over 90 days overdue	逾期超過90日	265	546
		42,267	7,263

The Group normally allows an average credit period of 30 days to customers of travel business (2017: average credit period of 30 days). For the customers of property investment business, no credit period was granted. Further details on the Group's credit policy are set out in note 4(b)(i).

22. 應收貿易賬款及其他應收賬款(續)

(a) 賬齡分析

包括在應收貿易賬款及其他應收賬款中之應收貿易賬款按到期日及扣除減值虧損後之賬齡分析如下：

本集團一般給予旅遊業務客戶30日之平均信貸期(二零一七年：30日之平均信貸期)。就物業投資業務客戶而言，並無授予信貸期。本集團信貸政策之進一步詳情載於附註4(b)(i)。

Notes to the Consolidated Financial Statements (Continued)
綜合財務報表附註(續)

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22. TRADE AND OTHER RECEIVABLES
(CONTINUED)

(b) Impairment of trade receivables

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 (see notes 2(j) and 2(k)). At the end of the reporting period, there has no impairment loss recognised on trade receivables (2017: approximately HK\$81,000).

Movement in the impairment loss of trade receivables is as follows:

22. 應收貿易賬款及其他應收賬款(續)

(b) 應收貿易賬款減值

應收貿易賬款之減值虧損乃以撥備賬記錄，惟本集團信納收回該款項之機會極微則另作別論；在此情況下，減值虧損乃直接於應收貿易賬款撇銷(見附註2(j)及2(k))。於報告期末，概無就應收貿易賬款確認減值虧損(二零一七年：約港幣81,000元)。

應收貿易賬款減值虧損之變動如下：

		At 31 December 2018 於 二零一八年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Balance at the beginning of the year	年初結餘	81	18
Impairment loss recognised on trade receivables (note 9(c))	就應收貿易賬款確認之減值虧損(附註9(c))	-	81
Amount written off as uncollectible	撇銷為不可收回之金額	(81)	(18)
Balance at the end of the year	年末結餘	-	81

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
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22. TRADE AND OTHER RECEIVABLES (CONTINUED)

(c) Trade receivables that are not impaired

The aging analysis of trade receivables that are neither individually nor collectively considered to be impaired are as follows:

		At 31 December 2018 於 二零一八年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Neither past due nor impaired	並無逾期或減值	37,848	4,921
Past due but not impaired	逾期但並無減值		
— Less than 1 month past due	— 逾期不足一個月	3,920	834
— 1 to 3 months past due	— 逾期一至三個月	499	1,508
		4,419	2,342
		42,267	7,263

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, 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 Group does not hold any collateral over these balances.

22. 應收貿易賬款及其他應收賬款(續)

(c) 並無減值之應收貿易賬款

個別或共同不視為已減值之應收貿易賬款賬齡分析如下：

並無逾期或減值之應收賬款乃與近期並無拖欠還款記錄之各類型客戶有關。

逾期但並無減值之應收賬款乃與若干獨立客戶有關，該等客戶與本集團之往績記錄良好。根據過往經驗，管理層相信毋須就該等結餘計提減值撥備，原因為信貸質素並未出現重大變動，且該等結餘仍被視為可悉數收回。本集團並無就該等結餘持有任何抵押品。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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23. PLEDGED BANK DEPOSITS

The amounts are pledged to secure certain banking facilities granted to the Group (note 41). The pledged bank deposits carry fixed interest rate of approximately 1.20% to 1.70% per annum (2017: approximately 0.35% to 0.75% per annum).

24. CASH AND CASH EQUIVALENTS

Cash and cash equivalents in the consolidated statements of financial position and cash flows

Deposits with banks carry interest at market rates which is approximately 0.18% to 0.95% per annum for current year (2017: approximately 0.15% to 0.60% per annum).

Included in cash and cash equivalents as at 31 December 2018, there has an amount denominated in Renminbi ("RMB") of approximately RMB383,000 (equivalent to approximately HK\$441,000) (2017: approximately RMB776,000, equivalent to approximately HK\$941,000). Remittance of RMB out of the PRC is subject to exchange restrictions imposed by the PRC government.

23. 已抵押銀行存款

該等款項已予抵押，藉以取得授予本集團之若干銀行融資(附註41)。該等已抵押銀行存款按固定年利率約1.20%至1.70%(二零一七年：年利率約0.35%至0.75%)計息。

24. 現金及現金等值項目

		At 31 December 2018 於 二零一八年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Cash and bank balances	現金及銀行結餘	35,720	29,571
Non-pledged bank deposits	無抵押銀行存款	15,000	120,085
Cash and cash equivalents in the consolidated statements of financial position and cash flows	綜合財務狀況表及綜合現金流量表之現金及現金等值項目	50,720	149,656

於本年度，銀行存款按市場年利率約0.18%至0.95%(二零一七年：年利率約0.15%至0.60%)計息。

於二零一八年十二月三十一日之現金及現金等值項目中，包括一筆以人民幣(「人民幣」)計值之款項約人民幣383,000元(相等於約港幣441,000元)(二零一七年：約人民幣776,000元，相等於約港幣941,000元)。將人民幣匯出中國境外須受中國政府實施之外匯管制規限。

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綜合財務報表附註(續)

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24. CASH AND CASH EQUIVALENTS (CONTINUED)

24. 現金及現金等值項目(續)

Reconciliation of liabilities arising from financing activities:

融資活動產生的負債對賬：

		Bank loans	Loans payable	Loan from a director and controlling shareholder 一名董事兼控股 股東貸款	Total
		銀行貸款 HK\$'000 港幣千元 (note 27) (附註27)	應付貸款 HK\$'000 港幣千元 (note 28) (附註28)	HK\$'000 港幣千元 (note 29) (附註29)	總計 HK\$'000 港幣千元
At 1 January 2017	於二零一七年一月一日	122,500	30,668	-	153,168
Change in financing cash flows:	融資現金流量變動：				
Repayment in bank borrowings	償還銀行借貸	(122,500)	-	-	(122,500)
Repayment in loan from non-controlling shareholder	償還非控股股東貸款	-	(1,072)	-	(1,072)
Increase in loan from non-controlling shareholder	非控股股東貸款增加	-	3,152	-	3,152
Total changes in financing cash flows	融資現金流量變動總額	(122,500)	2,080	-	(120,420)
Exchange adjustments	匯兌調整	-	1,790	-	1,790
Other changes:	其他變動：				
Disposal of subsidiaries (note 33)	出售附屬公司(附註33)	-	(7,306)	-	(7,306)
At 31 December 2017	於二零一七年十二月三十一日	-	27,232	-	27,232
At 1 January 2018	於二零一八年一月一日	-	27,232	-	27,232
Change in financing cash flows:	融資現金流量變動：				
New bank loans raised	新籌集銀行貸款	222,500	-	-	222,500
Loan from a director and controlling shareholder	一名董事兼控股股東貸款	-	-	39,000	39,000
Total changes in financing cash flows	融資現金流量變動總額	222,500	-	39,000	261,500
Exchange adjustments	匯兌調整	-	(2,054)	-	(2,054)
Other changes:	其他變動：				
Transaction with non-controlling interests (note 36)	與非控股權益之交易 (附註36)	-	(25,178)	-	(25,178)
At 31 December 2018	於二零一八年十二月三十一日	222,500	-	39,000	261,500

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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25. TRADE AND OTHER PAYABLES

25. 應付貿易賬款及其他應付賬款

		Note	At 31 December 2018 於 二零一八年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Trade payables	應付貿易賬款	(a)	32,592	5,821
Accrued charges and other payables	應計費用及其他應付賬款		17,021	10,876
			49,613	16,697

(a) Aging analysis

Included in trade and other payables, the aging analysis of trade payables, based on the due date, is as follows:

(a) 賬齡分析

包括在應付貿易賬款及其他應付賬款中之應付貿易賬款按到期日之賬齡分析如下：

			At 31 December 2018 於 二零一八年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Current	即期		31,248	4,562
31 to 60 days	31 至 60 日		435	325
61 to 90 days	61 至 90 日		243	211
Over 90 days	超過 90 日		666	723
			32,592	5,821

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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26. DEFERRED INCOME

Deferred income comprises of a sign-up bonus for an on-line ticket processing system and is recognised as other income in accordance with the terms of the agreement. The agreement had been renewed for a period of five years in 2015. The contract period of this agreement was extended to February 2024.

26. 遞延收入

遞延收入包括網上機票處理系統之訂約花紅，並根據協議條款確認為其他收入。該協議已於二零一五年續期五年。該協議之合約期進一步延長至二零二四年二月。

27. BANK LOANS

27. 銀行貸款

		At 31 December 2018 於 二零一八年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Bank loans, secured	有抵押銀行貸款	222,500	—
Carrying amount repayable:	須於下列期間償還之 賬面值：		
On demand or within one year	按要求或一年內	222,500	—
		222,500	—
Less: Amount shown under current liabilities	減：流動負債列示金額	(222,500)	—
Amounts shown under non-current liabilities	非流動負債列示金額	—	—

As at 31 December 2018, the Group had pledged all (2017: one) of its investment properties to secure the bank loans granted to the Group (note 18). The bank loans are carrying an interest rate at Hong Kong interbank offered rate (HIBOR) plus 1.7% to 1.75% per annum. The weighted average effective interest rate on the bank loans was approximately 3.39% per annum for the year ended 31 December 2018 (2017: approximately 2.46% per annum).

於二零一八年十二月三十一日，本集團已抵押其所有(二零一七年：一項)投資物業，作為本集團獲授銀行貸款之抵押品(附註18)。銀行貸款按香港銀行同業拆息加1.7%至1.75%年利率帶息。截至二零一八年十二月三十一日止年度，銀行貸款之加權平均實際年利率約為3.39%(二零一七年：年利率約2.46%)。

Notes to the Consolidated Financial Statements (Continued)
綜合財務報表附註(續)

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28. LOANS PAYABLE

28. 應付貸款

		At 31 December 2018 於 二零一八年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Loans from non-controlling shareholder	非控股股東之貸款		
– 1034635 B.C. Ltd. (“1034635 BC”)	– 1034635 B.C. Ltd. (「1034635 BC」)	–	27,232
Amounts shown under non-current liabilities	非流動負債中列示金額	–	27,232

Note:

1034635 BC was a non-controlling shareholder of 665127 British Columbia Ltd. (“665127 BC”, an investment holding company indirectly holding the entire shareholding interests in Jade Travel Ltd. (“Jade Travel”, a company which was incorporated in Canada and operating travel business)). The loan had been assigned to 1338 Successful Venture Limited (“1338 SV”), an indirect wholly-owned company of the Company during the year. Details please refer note 36 to the consolidated financial statements. The loan was unsecured, interest-free and no demand for repayment within one year.

附註：

1034635 BC 為 665127 British Columbia Ltd. (「665127 BC」，一間間接持有 Jade Travel Ltd. (「Jade Travel」，一間於加拿大註冊成立，經營旅遊業務的公司) 全數股權的投資控股公司) 之非控股股東。該筆貸款已於年內轉讓予本公司一間間接全資持有公司 1338 Successful Venture Limited (「1338 SV」)。詳情請參閱綜合財務報表附註 36。該筆貸款為無抵押、免息及不會於一年內被要求償付。

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綜合財務報表附註(續)

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29. LOAN FROM A DIRECTOR AND CONTROLLING SHAREHOLDER

29. 一名董事兼控股股東貸款

		At 31 December 2018 於 二零一八年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Loan from Mr. Yeung	楊先生貸款	39,000	-

On 1 December 2008, Mr. Yeung provided a HK\$200 million term loan facility to the Company which is unsecured and charged with interest at the prime rate quoted for Hong Kong dollars loans by The Hongkong and Shanghai Banking Corporation Limited. The principal amount of the loan facility was increased up to HK\$290 million on 14 April 2009 (the "Revised Mr. Yeung's Loan Facility") and the final repayment date of the loan and all other sums owing to Mr. Yeung under the Revised Mr. Yeung's Loan Facility was further extended from 31 October 2018 to 31 October 2020 by a supplemental letter of agreement dated 12 September 2018.

In the opinion of the Directors, the borrowing of the said loan from Mr. Yeung was for the benefit of the Company and on normal commercial terms where no security over the assets of the Company was granted.

於二零零八年十二月一日，楊先生向本公司提供為數港幣200,000,000元之有期貸款融資，該貸款融資為無抵押，且按香港上海滙豐銀行有限公司所報之港元貸款最優惠利率計息。於二零零九年四月十四日，該貸款融資之本金金額增至港幣290,000,000元（「經修訂之楊先生之貸款融資」），並通過日期為二零一八年九月十二日所訂立之補充協議函件，經修訂之楊先生之貸款融資之貸款及所有結欠楊先生之其他款項的最後還款日期，由二零一八年十月三十一日進一步延遲至二零二零年十月三十一日。

董事認為，上述楊先生貸款項下的借貸符合本公司的利益，乃按一般商業條款進行，且本公司概無授出資產抵押。

Notes to the Consolidated Financial Statements (Continued)
綜合財務報表附註(續)

For the year ended 31 December 2018
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30. FINANCIAL GUARANTEE CONTRACT

30. 財務擔保合約

		At 31 December 2018 於 二零一八年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Carrying amount	賬面值		
At the beginning of the year	於年初	2,900	10,000
Fair value of financial guarantee contract issued during the year	於年內發出財務擔保合約之公平值	-	3,222
Amortisation for the year	本年度攤銷	(644)	(10,322)
At the end of the year	於年末	2,256	2,900
Current liabilities	流動負債	644	644
Non-current liabilities	非流動負債	1,612	2,256
		2,256	2,900

In 2017, the Company gave a corporate guarantee (the "Guarantee") to a bank in respect of the loan facilities granted to Pier 16 — Property Development (the "Loan Facilities"). The maximum guarantee amount borne by the Company under the Guarantee was HK\$490 million.

The outstanding loan under the Loan Facilities as at 31 December 2018 was approximately HK\$435.0 million (2017: approximately HK\$635.0 million). The contingent liabilities were disclosed in note 38.

Based on the valuation performed by the Valuer, the Directors considered that the fair value of the financial guarantee contract in respect of the Guarantee was approximately HK\$3.2 million at the date of issuance of financial guarantee contract that has a corresponding increase in the Group's interests in associates as deemed capital contribution.

於二零一七年，本公司就授予十六浦物業發展的貸款融資（「該貸款融資」）向一間銀行提供企業擔保（「該擔保」）。本公司根據該擔保承擔的最高保證金額為港幣490,000,000元。

於二零一八年十二月三十一日，就該貸款融資項下之未償還貸款約為港幣435,000,000元（二零一七年：約港幣635,000,000元）。或然負債於附註38披露。

根據估值師進行之估值，董事認為該擔保於財務擔保合約發出日期的財務擔保合約之公平值約為港幣3,200,000元，而相應地視為本集團增加資本出資於其聯營公司之權益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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30. FINANCIAL GUARANTEE CONTRACT (CONTINUED)

The carrying amount of the financial guarantee contract recognised in the Group's consolidated statements of financial position is in accordance with HKFRS 9 and is carried at amortised cost.

No provision for financial guarantee contracts has been made at 31 December 2018 and 2017 as the Directors considered the default risk is low.

31. TAXATION IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Deferred tax assets are recognised for tax loss carried forward to the extent that the realisation of the related tax benefit through utilisation against future taxable profits is probable. At 31 December 2018, the Group had tax losses of approximately HK\$163.0 million (2017: approximately HK\$165.2 million) that are available to carry forward indefinitely for offsetting against future taxable profits. Estimated tax losses of approximately HK\$2.4 million and HK\$27.9 million will expire within 5 years and over 5 years respectively (2017: approximately HK\$38.0 million expire over 5 years).

No deferred tax asset has been recognised in respect of the unused tax losses due to the unpredictability of future tax profit streams.

30. 財務擔保合約(續)

根據香港財務報告準則第9號，財務擔保合約之賬面值已於本集團之綜合財務狀況表確認，並按攤銷成本列賬。

由於董事認為違約風險低，故於二零一八年及二零一七年十二月三十一日並無就財務擔保合約作出撥備。

31. 綜合財務狀況表內之稅項

倘若有關稅務利益可能透過用作抵銷未來應課稅溢利變現，則遞延稅項資產就所結轉之稅項虧損確認入賬。於二零一八年十二月三十一日，本集團之稅項虧損約為港幣163,000,000元(二零一七年：約港幣165,200,000元)，可供無限期結轉以抵銷未來應課稅溢利。估計稅項虧損分別約港幣2,400,000元及港幣27,900,000元(二零一七年：約港幣38,000,000元將於五年後到期)將於五年內及五年後到期。

由於未來稅務溢利來源不可預測，故並無就未動用稅項虧損確認任何遞延稅項資產。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
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32. SHARE CAPITAL

32. 股本

		Number of shares 股份數目 '000 千股	Nominal value 面值 HK\$'000 港幣千元
Authorised:	法定：		
Ordinary shares of HK\$0.01 each	每股面值港幣0.01元之 普通股		
At 1 January 2017, 31 December 2017, 1 January 2018 and 31 December 2018	於二零一七年一月一日、 二零一七年 十二月三十一日、 二零一八年一月一日 及二零一八年 十二月三十一日	160,000,000	1,600,000
Issued and fully paid:	已發行及繳足：		
Ordinary shares of HK\$0.01 each	每股面值港幣0.01元 之普通股		
At 1 January 2017, 31 December 2017, 1 January 2018 and 31 December 2018	於二零一七年一月一日、 二零一七年 十二月三十一日、 二零一八年一月一日 及二零一八年 十二月三十一日	4,926,491	49,265

The owners of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at general meetings of the Company. All ordinary shares rank pari passu in all respects among themselves.

普通股持有人有權獲得不時宣派之股息及有權於本公司股東大會上按一股一票之方式投票。所有普通股彼此間在各方面均具有相同地位。

33. DISPOSAL OF SUBSIDIARIES

33. 出售附屬公司

On 8 September 2017, Victory Devotion entered into a sale and purchase agreement with an independent third party to dispose of (i) the 80% equity interest in Honour Rich; (ii) the Honour Rich Shareholder Loan; and (iii) the Related Loan at a total consideration of HK\$12 million. The completion of the said disposal took place on the same date.

於二零一七年九月八日，致勝與一名獨立第三方訂立一份買賣協議，按總代價港幣12,000,000元出售(i)譽富的80%股權；(ii)譽富股東貸款；以及(iii)相關貸款。上述出售事項於同日完成。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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33. DISPOSAL OF SUBSIDIARIES (CONTINUED)

Details of the assets and liabilities disposed of, and the calculation of the loss on disposal, are disclosed below:

(i) Consideration received

Consideration received by the Group in cash and cash equivalents	本集團以現金及現金等值項目收取之代價
--	--------------------

(ii) Analysis of assets and liabilities over which control was lost

Property, plant and equipment	物業、廠房及設備	4,194
Trade and other receivables	應收貿易賬款及其他應收賬款	63,339
Cash and cash equivalents	現金及現金等值項目	4,070
Trade and other payables	應付貿易賬款及其他應付賬款	(41,477)
Loans payable	應付貸款	(7,306)
Net assets disposed	已出售資產淨值	22,820

33. 出售附屬公司(續)

已出售資產及負債之詳情及計算出售虧損之方法披露如下：

(i) 已收代價

As at
31 December
2017
於
二零一七年
十二月三十一日
HK\$'000
港幣千元

12,000

(ii) 失去控制權之資產及負債分析

As at
31 December
2017
於
二零一七年
十二月三十一日
HK\$'000
港幣千元

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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33. DISPOSAL OF SUBSIDIARIES
(CONTINUED)

33. 出售附屬公司(續)

(iii) Loss on disposal of Honour Rich Group

(iii) 出售譽富集團之虧損

		As at 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Consideration received by the Group	本集團已收取之代價	12,000
Release of exchange difference upon disposal	解除出售後之匯兌差額	(3,169)
Net assets disposed of subsidiaries attributable to the Group	本集團應佔已出售附屬公司之資產淨值	(22,820)
Assignment of the Related Loan	相關貸款之轉讓	(5,865)
Derecognition of non-controlling interest	終止確認非控股權益	(18,100)
Loss on disposal of Honour Rich Group (note 14)	出售譽富集團之虧損 (附註 14)	(37,954)

(iv) Net cash inflow from disposal of Honour Rich Group

(iv) 出售譽富集團之現金流入淨額

		As at 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Total consideration received	已收代價總額	12,000
Less: Cash and cash equivalents balance disposal of	減：已出售之現金及現金等值項目結餘	(4,070)
Net cash inflow from disposal of Honour Rich Group	出售譽富集團之現金流入淨額	7,930

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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34. EMPLOYEE RETIREMENT BENEFIT

(a) Defined contribution retirement plan

The Group participates in a Mandatory Provident Fund Scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Employment Ordinance of Hong Kong. The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000 effective from 1 June 2014. Contributions to the plan vest immediately.

Pursuant to the regulations of the relevant authorities in the PRC, the Group participates in the relevant social retirement benefit schemes (the "PRC Schemes") whereby the Group is required to contribute to the PRC Schemes to fund the retirement benefits of the eligible employees. Contributions made to the PRC Schemes are calculated based on certain percentages of the applicable payroll costs as stipulated under the requirements in the PRC. The relevant authorities of the PRC are responsible for the entire pension obligations payable to the retired employees. The only obligation of the Group with respect to the PRC Schemes is to pay the ongoing required contributions under the PRC Schemes.

The retirement benefit schemes contribution represents gross contributions by the Group to the PRC Schemes operated by the relevant authorities of the PRC.

34. 僱員退休福利

(a) 定額供款退休計劃

本集團根據香港強制性公積金計劃條例，為香港僱傭條例管轄範圍內受聘之僱員參與強制性公積金計劃(「強積金計劃」)。強積金計劃為定額供款退休計劃，由獨立信託人管理。根據強積金計劃，僱主及其僱員各自須為計劃作出供款，金額為僱員有關收入之5%，每月有關收入之上限自二零一四年六月一日起為港幣30,000元。計劃供款將即時歸屬。

根據中國有關部門之法規，本集團參與相關社會退休福利計劃(「中國計劃」)，據此，本集團須向中國計劃供款，以支付合資格僱員之退休福利。根據中國之規定，向中國計劃所作供款按適用工資費用若干指定百分比計算。中國有關主管部門負責向退休僱員支付所有退休金。本集團於中國計劃之唯一責任為根據中國計劃持續支付所需供款。

退休福利計劃供款指本集團向中國有關主管部門管理之中國計劃所作之供款總額。

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34. EMPLOYEE RETIREMENT BENEFIT (CONTINUED)

(b) Share option scheme

The Company adopted a share option scheme on 5 June 2014 (the "Share Option Scheme") which became effective on 10 June 2014. Unless early termination by the Company in general meeting or by the board of Directors (the "Board"), the Share Option Scheme shall be valid and effective for a period of 10 years from the date of its adoption.

The purpose of the Share Option Scheme is to provide incentives or rewards to eligible persons for their contribution to the Group or any entity in which any member of the Group holds any equity interest and any subsidiary of such entity ("Invested Entity").

Under the Share Option Scheme, the Directors are authorised at their absolute discretion to invite eligible persons to take up options to subscribe for shares. Eligible persons under the Share Option Scheme include (i) any employee (whether full time or part time and including executive director) of any member(s) of the Group or any Invested Entity; (ii) any non-executive director (including independent non-executive director) of any member of the Group or any Invested Entity; (iii) any consultant, adviser or agent engaged by any member of the Group or any Invested Entity, who is eligible to participate in a share option scheme of the Company; and (iv) any vendor, supplier of goods or services or customer of or to any member of the Group or any Invested Entity, who is eligible to participate in a share option scheme of the Company.

34. 僱員退休福利(續)

(b) 購股權計劃

本公司於二零一四年六月五日採納一項購股權計劃(「購股權計劃」)，並於二零一四年六月十日生效。除非由本公司於股東大會或由董事會(「董事會」)提早終止，否則購股權計劃將自採納日期起持續有效十年。

購股權計劃目的旨在提供激勵或獎勵予對本集團或本集團任何成員公司持有任何股權之任何實體以及該實體之任何附屬公司(「投資實體」)作出貢獻之合資格人士。

根據購股權計劃，董事獲授權可全權酌情邀請合資格人士接納購股權以認購股份。購股權計劃之合資格人士包括(i)本集團任何成員公司或任何投資實體之任何僱員(不論全職或兼職，並包括執行董事)；(ii)本集團任何成員公司或任何投資實體之任何非執行董事(包括獨立非執行董事)；(iii)本集團任何成員公司或任何投資實體所委聘且合資格參與本公司購股權計劃之任何顧問、專家顧問或代理；及(iv)本集團任何成員公司或任何投資實體合資格參與本公司購股權計劃之任何賣家、產品或服務供應商或客戶。

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34. EMPLOYEE RETIREMENT BENEFIT (CONTINUED)

(b) Share option scheme (continued)

There is no provision in the Share Option Scheme to require a grantee to fulfill any performance target or to hold the option for a certain period before exercising the option, but the Board may at its absolute discretion from time to time provide such requirements in the offer of grant of options.

The maximum number of shares available for issue under options which may be granted under the Share Option Scheme and any other share option scheme(s) of the Company is 492,649,119 shares (being not more than 10% of the total number of shares in issue as at the date of adoption of the Share Option Scheme (the "Scheme Limit")), representing approximately 10% of the total number of shares in issue as at the date of this annual report.

The Company may seek approval of its shareholders in general meeting for refreshing the Scheme Limit save that the total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company under the Scheme Limit so refreshed shall not exceed 10% of the total number of shares in issue as at the date of such approval (the "New Scheme Limit"). Options previously granted under the Share Option Scheme and any other share option scheme(s) of the Company (including those outstanding, cancelled, lapsed in accordance with the respective provisions of the scheme(s) of the Company or exercised options) will not be counted for the purpose of calculating the New Scheme Limit.

34. 僱員退休福利(續)

(b) 購股權計劃(續)

購股權計劃內並無條文規定承授人在行使購股權前須達致任何表現目標，亦無規定其在行使購股權前須持有該購股權的若干時限，但董事會可不時全權酌情決定於授出購股權之要約中附加該等規定。

根據購股權計劃及本公司任何其他購股權計劃可授出之購股權可予發行之股份最高數目為492,649,119股(即不超過購股權計劃採納當日已發行股份總數之10%(「計劃上限」))，相當於本年報日期已發行股份總數約10%。

本公司可於股東大會上尋求其股東批准更新計劃上限，惟在計劃上限更新後，因根據購股權計劃及本公司任何其他購股權計劃將予授出之全部購股權獲行使而可予發行之股份總數，不得超過批准更新計劃上限當日已發行股份總數之10%(「新計劃上限」)。就計算新計劃上限而言，先前根據購股權計劃及本公司任何其他購股權計劃已授出之購股權(包括按照本公司相關計劃條文尚未行使、已註銷、已失效或已行使之購股權)將不會計算在內。

34. EMPLOYEE RETIREMENT BENEFIT (CONTINUED)

(b) Share option scheme (continued)

Notwithstanding aforesaid in above, the maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company must not exceed 30% of the total number of shares in issue from time to time.

The total number of shares issued and to be issued upon exercise of the options granted and to be granted under the Share Option Scheme or any other share option scheme(s) adopted by the Company (whether exercised, cancelled or outstanding) to each eligible person in any 12-month period up to and including the date of offer shall not exceed 1% of the total number of shares in issue on the date of offer, unless such grant is approved by the shareholders of the Company in general meeting at which such eligible person and his or her associates shall abstain from voting.

The exercise price in respect of any option granted under the Share Option Scheme shall be a price determined by the Board in its absolute discretion but in any event shall not be less than the highest of (i) the closing price of the shares as stated in the daily quotation sheets of the Stock Exchange on the date of offer of the option, which must be a business day; (ii) the average closing price of the shares as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the date on which the option is offered; and (iii) the nominal value of a share.

34. 僱員退休福利(續)

(b) 購股權計劃(續)

儘管如前文所述，根據購股權計劃及本公司任何其他購股權計劃授出且尚未行使之全部在外流通購股權獲行使而可予發行之股份最高數目，不得超過不時已發行股份總數之30%。

於任何截至並包括要約日期止十二個月期間，因每名合資格人士根據購股權計劃或本公司所採納之任何其他購股權計劃已授出及將授出之購股權（不論為已行使、已註銷或未行使）獲行使而已發行及將發行之股份總數，不得超過於要約日期當日已發行股份總數之1%，惟本公司股東已於股東大會上批准授出有關購股權，且有關合資格人士及其聯繫人已於有關會議上放棄表決，則屬例外。

根據購股權計劃授出之任何購股權之行使價將由董事會全權酌情決定，惟在任何情況下不得低於以下三者中之最高者：(i) 股份於購股權要約日期（必須為營業日）在聯交所每日報價表所報之收市價；(ii) 股份於緊接購股權要約日期前五個營業日在聯交所每日報價表所報之平均收市價；及(iii) 股份之面值。

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34. EMPLOYEE RETIREMENT BENEFIT (CONTINUED)

(b) Share option scheme (continued)

The offer of a grant of share option must be accepted not later than 28 days after the date of offer, upon payment of a consideration of HK\$1 by the grantee. The exercise period of the share option granted is determined by the Board, save that such period shall not exceed a period of 10 years commencing on the date upon which the share option is granted.

No share options had been granted under the Share Option Scheme since its adoption and up to 31 December 2018 (2017: Nil).

35. ACQUISITIONS OF ASSETS

In April 2018, the Group completed the acquisition of the entire issued share capital of Gain Glory Development Limited ("Gain Glory") and Perfect Top Development Limited ("Perfect Top") for an aggregate consideration of approximately HK\$58.2 million. The principal assets of Gain Glory and Perfect Top are properties in Hong Kong, the purpose of the acquisition is for the Group's business operation.

In May 2018, the Group completed the acquisition of the entire issued share capital of and the related shareholders' loans to Merchant Charm Limited ("Merchant Charm") and Massive Success Global Limited ("Massive Success") for an aggregate consideration of approximately HK\$147.5 million. The principal assets of Merchant Charm and Massive Success are investments in their respective subsidiaries which hold investment properties in Hong Kong, the purpose of the acquisition is for the Group's business operation. Details please refer to the announcements dated 13 February 2018 and 29 March 2018 respectively as well as the circular dated 6 April 2018 all issued by the Company.

34. 僱員退休福利(續)

(b) 購股權計劃(續)

授出購股權之要約最遲須於要約日期後二十八日內由承授人透過支付港幣1元之代價接納。所授購股權之行使期由董事會釐定，惟該期間自購股權獲授出當日起計不得超過十年。

自採納購股權計劃以來及截至二零一八年十二月三十一日止，概無根據購股權計劃授出任何購股權(二零一七年：無)。

35. 收購資產

於二零一八年四月，本集團完成收購Gain Glory Development Limited (「Gain Glory」)及Perfect Top Development Limited (「Perfect Top」)的全部已發行股本，總代價約港幣58,200,000元。Gain Glory及Perfect Top的主要資產為在香港的物業，是次收購旨在用於本集團的業務營運。

於二零一八年五月，本集團完成收購Merchant Charm Limited (「Merchant Charm」)及Massive Success Global Limited (「Massive Success」)的全部已發行股本及相關股東貸款，總代價約為港幣147,500,000元。Merchant Charm及Massive Success的主要資產是透過彼等各自的附屬公司持有位於香港的投資物業，是次收購旨在用於本集團的業務營運。詳情請參閱本公司刊發日期分別為二零一八年二月十三日及二零一八年三月二十九日的公佈以及二零一八年四月六日的通函。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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35. ACQUISITIONS OF ASSETS (CONTINUED)

The acquisitions of Gain Glory, Perfect Top, Merchant Charm and Massive Success did not constitute business combinations and were for the purposes of acquiring properties. In accordance with HKFRS 3 "Business Combinations", such acquisitions did not give rise to goodwill. Therefore, the Company recognised the assets and liabilities at the dates of acquisitions.

- (a) The assets acquired and liabilities recognised at the date of the Acquisition are as follows:

35. 收購資產(續)

收購Gain Glory、Perfect Top、Merchant Charm及Massive Success並不構成業務合併，實質旨在收購物業。根據香港財務報告準則第3號「業務合併」，有關收購並無產生商譽。因此，本公司於收購日期確認其資產及負債。

- (a) 於該收購日之已收購資產及已確認負債如下：

		Merchant Charm	Massive Success	Gain Glory	Perfect Top	Total 合計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Net assets acquired:	已收購資產淨值：					
Investment properties (note 18)	投資物業(附註18)	53,200	94,800	-	-	148,000
Stock of properties (note 21)	物業存貨(附註21)	-	-	20,750	37,430	58,180
Trade and other receivables	應收貿易賬款及 其他應收賬款	33	213	3	9	258
Trade and other payables	應付貿易賬款及 其他應付賬款	(181)	(391)	-	-	(572)
Tax payable	應付稅項	(11)	(236)	-	-	(247)
Net assets	資產淨值	53,041	94,386	20,753	37,439	205,619
Total consideration, satisfied by:	總代價以下列方式 撥付：					
Cash consideration	現金代價	(53,041)	(94,386)	(20,753)	(37,439)	(205,619)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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35. ACQUISITIONS OF ASSETS (CONTINUED)

(b) Net cash outflow arising on acquisition of assets:

	Merchant Charm	Massive Success	Gain Glory	Perfect Top	Total 合計
	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Consideration paid in cash 已付現金代價	(53,041)	(94,386)	(20,753)	(37,439)	(205,619)

35. 收購資產(續)

(b) 收購資產之現金流出淨額：

36. TRANSACTION WITH NON-CONTROLLING INTERESTS

In November 2018, 1338 SV, as purchaser, entered into a share purchase agreement with a company, as vendor, which is the holder of 25% of all outstanding and issued shares of 665127 BC to purchase and accept the assignment of (i) 25% of all outstanding and issued shares of 665127 BC; and (ii) the entire amount of the shareholder's loans owing by 665127 BC to the vendor at a total consideration of CAD1,370,000 (equivalent to approximately HK\$8,184,000). The said acquisition was completed in end of November 2018 and Jade Travel became an indirect wholly-owned subsidiary of the Company upon completion. Details please refer to the announcement dated 9 November 2018 issued by the Company.

The difference of approximately HK\$4,431,000 between the decrease in the non-controlling interests and assignment of non-controlling shareholder's loans (note 27) and the consideration paid has been credited to accumulated losses.

36. 與非控股權益之交易

於二零一八年十一月，1338 SV作為買方，與一間公司作為賣方（持有665127 BC所有發行在外及已發行股份之25%權益）就有關購買及受讓(i) 665127 BC所有發行在外及已發行股份之25%；及(ii) 665127 BC結欠賣方之股東貸款全數款項，總代價為1,370,000加元（相等於約港幣8,184,000元）訂立股份購買協議。上述收購事項已於二零一八年十一月底完成，而Jade Travel於該收購完成後成為本公司一間間接全資附屬公司。詳情請參閱本公司刊發日期為二零一八年十一月九日的公佈。

非控股權益減少及轉讓非控股股東貸款（附註27）與已付代價的差額約港幣4,431,000元已計入累計虧損。

Notes to the Consolidated Financial Statements (Continued)

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37. COMMITMENTS

- (a) There has a capital commitment outstanding approximately HK\$808,000 in respect of renovation works for the stock of properties at 31 December 2018 which does not provide for in the consolidated financial statements (2017: nil).
- (b) At 31 December 2018, the total future minimum lease payments under non-cancellable operating leases for the Group are payable as follows:

The Group as lessee

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Within one year	一年內	5,551	5,598
In the second to fifth years, inclusive	於第二至第五年 (包括首尾兩年)	5,306	996
		10,857	6,594

The Group lease certain office premises and office equipment under operating leases. The leases typically run for period ranging from two to five years. None of leases includes contingent rentals.

37. 承擔

- (a) 於二零一八年十二月三十一日，有關物業存貨的翻新工程之未償還資本承擔約為港幣808,000元，並未於綜合財務報表作出撥備(二零一七年：無)。
- (b) 於二零一八年十二月三十一日，本集團根據不可撤銷經營租賃之應付未來最低租賃付款總額如下：

本集團作為承租人

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Within one year	一年內	5,551	5,598
In the second to fifth years, inclusive	於第二至第五年 (包括首尾兩年)	5,306	996
		10,857	6,594

本集團根據經營租賃租用若干辦公室物業及辦公室設備。租約一般為期二至五年。租約並不包括或然租金。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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37. COMMITMENTS (CONTINUED)

- (c) At 31 December 2018, the Group had contracted with the tenants for the following future minimum lease receivables:

The Group as lessor

		At 31 December 2018 於 二零一八年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Within one year	一年內	3,539	5,799
In the second to fifth years, inclusive	於第二年至第五年 (包括首尾兩年)	-	6,494
		3,539	12,293

Property rental income earned during the year was approximately HK\$8,006,000 (2017: approximately HK\$6,510,000). All of the Group's investment properties are held for rental purpose. It is expected to generate rent yield of approximately 1.8% (2017: approximately 1.9%) on an ongoing basis.

年內賺取之物業租金收入約為港幣8,006,000元(二零一七年:約港幣6,510,000元)。本集團所有投資物業均持有作租賃用途,預期可持續產生約1.8%(二零一七年:約1.9%)之租金回報率。

38. CONTINGENT LIABILITIES

The Company gave the Guarantee to a bank in respect of the Loan Facilities in 2017. The maximum guarantee amount borne by the Company under the Guarantee was HK\$490 million (notes 19 and 30).

The outstanding loan under the Loan Facilities as at 31 December 2018 was approximately HK\$435.0 million (2017: approximately HK\$635.0 million).

37. 承擔(續)

- (c) 於二零一八年十二月三十一日,本集團與租戶訂約之未來最低應收租金如下:

本集團作為出租人

38. 或然負債

於二零一七年,本公司就該貸款融資向一間銀行提供該擔保。本公司根據該擔保承擔的最高保證金額為港幣490,000,000元(附註19及30)。

於二零一八年十二月三十一日,該貸款融資項下的未償還貸款約為港幣435,000,000元(二零一七年:約港幣635,000,000元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

39. RELATED PARTY TRANSACTIONS

In addition to the transactions and balances detail elsewhere in the consolidated financial statements, the Group had the following material transactions with related parties during the year:

(a) The Group had the following transactions with the related parties during the year:

		Notes 附註	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Management fee income received and receivable from an associate	已收及應收一間聯營公司之管理費收入	8, (i)	274	632
Interest expenses paid to a director and controlling shareholder	已支付一名董事兼控股股東之利息開支	9(a), 29	313	106
Rental income received and receivable from a related company	關聯公司已收及應收租金收入	39(f)	6,991	2,546

Note:

- (i) The management fee was charged on actual cost incurred by the Group for provision of management and technical services.

39. 關連人士交易

除綜合財務報表其他地方詳述的交易及結餘外，本集團於年內與關連人士有以下重大交易：

(a) 本集團於本年度內與關連人士進行以下交易：

附註：

- (i) 管理費乃按本集團就提供管理及技術服務所產生之實際成本收取。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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39. RELATED PARTY TRANSACTIONS (CONTINUED)

39. 關連人士交易(續)

(b) The outstanding balances with related parties at the end of the reporting period are as follows:

(b) 於報告期末與關連人士之未償還結餘如下：

			At 31 December 2018 於 二零一八年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Amounts due from associates	應收聯營公司款項	19	317,419	317,543
Amounts due from a joint venture	應收一間合營企業款項	20	8,970	10,170
Loan from a director and controlling shareholder	一名董事兼控股股東貸款	29	39,000	-

Notes to the Consolidated Financial Statements (Continued)
綜合財務報表附註(續)

For the year ended 31 December 2018
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39. RELATED PARTY TRANSACTIONS
(CONTINUED)

(c) Key management personnel
compensation

Compensation for key management personnel, including amounts paid to the Directors as disclosed in note 11, senior management of the Company and certain of the highest paid employees as disclosed in note 12 is as follows:

39. 關連人士交易(續)

(c) 主要管理人員補償

主要管理人員之補償(包括於附註11披露之已付董事款項及附註12披露之已付本公司高級管理人員及若干最高薪僱員之款項)如下:

		The Group 本集團	
		At 31 December 2018 於 二零一八年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
	Note 附註		
Salaries and other short-term employee benefits		5,524	5,098
Retirement scheme contributions		111	99
Total emoluments are included in "staff costs"	9(b)	5,635	5,197

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
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39. RELATED PARTY TRANSACTIONS (CONTINUED)

(d) On 1 December 2008, the Company entered into a letter of agreement with Mr. Yeung regarding a term loan facility of up to HK\$200 million, the loan is unsecured and charged with interest at the prime rate quoted for Hong Kong dollars loans by The Hongkong and Shanghai Banking Corporation Limited. The principal amount of the loan facility was increased up to HK\$290 million on 14 April 2009 and the final repayment date of the loan and all other sums owing to Mr. Yeung under the Revised Loan Facility was further extended from 31 October 2018 to 31 October 2020 by a supplemental letter of agreement dated 12 September 2018. The said loan from Mr. Yeung constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules, but is fully exempt from shareholders' approval and all disclosure requirements under Chapter 14A of the Listing Rules.

(e) Management and services contracts entered into between Jade Travel and a company owned by a director of Jade Travel in an amount of equivalent to approximately HK\$734,000 (2017: equivalent to approximately HK\$732,000) also constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules, but is fully exempt from shareholders' approval and all disclosure requirements under Chapter 14A of the Listing Rules.

39. 關連人士交易(續)

(d) 於二零零八年十二月一日，本公司與楊先生就一項金額最高達港幣200,000,000元之有期貸款融資訂立一份協議函件，該貸款為無抵押，且按香港上海滙豐銀行有限公司所報之港元貸款最優惠利率計息。於二零零九年四月十四日，該貸款融資之本金金額增至最高達港幣290,000,000元，且通過日期為二零一八年九月十二日所訂立之補充協議函件，經修訂貸款融資項下之貸款及所有結欠楊先生之其他款項之最後還款日期由二零一八年十月三十一日進一步延遲至二零二零年十月三十一日。根據上市規則第十四A章，上述來自楊先生之貸款構成本公司一項關連交易，惟根據上市規則第十四A章獲全面豁免遵守股東批准及所有披露之規定。

(e) Jade Travel與一間由Jade Travel董事擁有的公司訂立金額相等於約港幣734,000元的管理及服務合約(二零一七年：相等於約港幣732,000元)，根據上市規則第十四A章亦構成本公司一項關連交易，惟根據上市規則第十四A章獲全面豁免遵守股東批准及所有披露之規定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
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39. RELATED PARTY TRANSACTIONS (CONTINUED)

(f) In June 2017, the Group entered into a tenancy agreement (the “Tenancy Agreement”) for a term of two-year in respect of the leasing of the Group’s one of investment properties to a company which is wholly and beneficially owned by Mr. Yeung, the tenant therefore is a connected person of the Company. The rental chargeable under the Tenancy Agreement was determined after taking into account of the valuation conducted by the Valuer in connection with the market rental chargeable in May 2017 in respect of the said property. The entering into of the Tenancy Agreement constitutes a continuing connected transaction for the Company under Chapter 14A of the Listing Rules and complies all disclosure requirements under Chapter 14A of the Listing Rules. For further details, please refer to the announcement of the Company dated 26 June 2017.

(g) In February 2018, the Group entered into a sale and purchase agreement with a company which is direct wholly and beneficially owned by Mr. Yeung to acquire the entire share capital of and the related shareholders’ loans to Merchant Charm and Massive Success, which hold indirectly two investment properties situated at Admiralty Centre respectively with tenancy agreements (the “Tenancy Agreements II”) at a total consideration of approximately HK\$147.5 million (note 35). The acquisition was completed in May 2018.

39. 關連人士交易(續)

(f) 於二零一七年六月，本集團訂立為期兩年的租賃協議(「租賃協議I」)，內容有關本集團向一間由楊先生全資實益擁有之公司出租本集團其中一項的投資物業，因此租戶為本公司之關連人士。於租賃協議項下的可收取租金乃經考慮估值師就上述物業於二零一七年五月的市場可收取租金進行的估值而釐定。根據上市規則第十四A章，訂立租賃協議構成本公司一項持續關連交易，並須遵守上市規則第十四A章之所有披露規定。進一步詳情請參閱本公司日期為二零一七年六月二十六日的公佈。

(g) 於二零一八年二月，本集團與一間由楊先生直接全資及實益擁有的公司訂立一份買賣協議，以收購 Merchant Charm 及 Massive Success 的全部已發行股本及相關股東貸款，該兩間公司間接持有兩項分別位於海富中心的投資物業，並附有租賃協議(「租賃協議II」)，總代價約為港幣 147,500,000 元(附註 35)。收購事項已於二零一八年五月完成。

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綜合財務報表附註(續)

For the year ended 31 December 2018
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39. RELATED PARTY TRANSACTIONS (CONTINUED)

(g) (continued)

Upon completion of the acquisition of Merchant Charm and Massive Success, the tenant in respect of its investment properties is a company which is wholly and beneficially owned by Mr. Yeung, therefore, the tenant is a connected person of the Company. According to the opinion letters of a Valuer, the rental payables by the tenant under the Tenancy Agreements II were at the market rental prevailing at the date of the relevant Tenancy Agreements II and that the commercial terms in the Tenancy Agreements II were fair and reasonable and on normal commercial terms. The Tenancy Agreements II constitutes a continuing connected transaction for the Company under Chapter 14A of the Listing Rules. For further details, please refer to the announcements dated 13 February 2018 and 29 March 2018 respectively as well as the circular of the Company dated 6 April 2018.

40. CAPITAL RISK MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholders returns that might be possible with higher level of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

39. 關連人士交易(續)

(g) (續)

完成收購Merchant Charm及Massive Success後，有關其投資物業的租戶為一間由楊先生全資及實益擁有的公司，因此，該租戶為本公司之關連人士。根據一名估值師的意見函，根據租賃協議II租戶應付租金符合於相關租賃協議II日期之現行市場租金，且租賃協議II的商業條款屬公平合理，乃按一般商業條款進行。租賃協議II根據上市規則第十四A章構成本公司一項持續關連交易。有關詳情請參閱本公司日期分別為二零一八年二月十三日及二零一八年三月二十九日的公佈以及二零一八年四月六日的通函。

40. 資本風險管理

本集團管理資本之主要目的乃保障本集團能夠持續經營，致令其可繼續為股東帶來回報及為其他持份者帶來利益，並維持優良資本架構，以減低資本成本。

本集團積極及定期檢討及管理其資本架構，以在維持較高股東回報(可能帶來較高借貸水平)與穩健資本狀況所帶來之好處及保障之間取得平衡，以及因應經濟狀況轉變而調整資本架構。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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40. CAPITAL RISK MANAGEMENT (CONTINUED)

The Group monitors its capital structure on the basis of debt-to-capital ratio. For this purpose the Group defines debt as total borrowings which are bearing fixed interest rates and variable interest rate such as bank loans (note 27) and loan from a director and controlling shareholder (note 29). Capital represents total equity attributable to owners of the Company in the consolidated statement of financial position.

The Group's strategy was to maintain the debt-to-capital ratio as low as feasible. In order to maintain or adjust the ratio, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. As at 31 December 2018, the debt-to-capital ratio is approximately 25% (2017: zero).

41. PLEDGE OF ASSETS

As at 31 December 2018, the Group has pledged the following assets:

- (a) the Group pledged the time deposits of approximately HK\$10.0 million (2017: approximately HK\$10.1 million) to certain banks for the issuance of certain banking facilities of approximately HK\$9.3 million (2017: approximately HK\$10.0 million) for the operations of the Group (note 23);
- (b) World Fortune Limited pledged all (2017: all) of its shares in Pier 16 — Property Development to a bank in respect of the Loan Facilities; and
- (c) the Group's all (2017: one) of investment properties with carrying amount of approximately HK\$443.6 million (2017: approximately HK\$269.0 million) was pledged to secure against bank loans granted to the Group (note 27).

40. 資本風險管理(續)

本集團按債務對資本比率監控其資本架構。為此，本集團將債務界定為按固定利率計息及按浮動利率計息(如銀行貸款(附註27)及一名董事兼控股股東貸款(附註29))之借貸總額。資本指綜合財務狀況表內之本公司股東應佔權益總值。

本集團之策略為盡力將債務對資本比率維持於低水平。為維持或調整該比率，本集團可能調整向股東派付之股息金額、向股東退還資本、發行新股或出售資產減低債務。於二零一八年十二月三十一日，債務對資本比率約為25%(二零一七年：零)。

41. 資產抵押

於二零一八年十二月三十一日，本集團已抵押下列資產：

- (a) 本集團向若干銀行抵押定期存款約港幣10,000,000元(二零一七年：約港幣10,100,000元)，以就本集團業務取得約港幣9,300,000元(二零一七年：約港幣10,000,000元)之數項銀行融資(附註23)；
- (b) 世兆有限公司就該貸款融資向一間銀行抵押其於十六浦物業發展之全部股份(二零一七年：全部股份)；及
- (c) 本集團所有(二零一七年：一項)賬面值約港幣443,600,000元(二零一七年：約港幣269,000,000元)之投資物業已被抵押，作為本集團獲授銀行貸款之抵押品(附註27)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
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42. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

42. 本公司之財務狀況表及儲備變動

(a) Statement of financial position of the Company

(a) 本公司之財務狀況表

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
NON-CURRENT ASSET	非流動資產		
Investments in subsidiaries	於附屬公司之投資	1,270,675	1,093,248
CURRENT ASSETS	流動資產		
Deposits, prepayments and other receivables	按金、預付款項及其他應收賬款	482	461
Pledged bank deposits	已抵押銀行存款	6,556	7,091
Cash and cash equivalents	現金及現金等值項目	24,557	129,300
		31,595	136,852
CURRENT LIABILITIES	流動負債		
Other payables and accruals	其他應付賬款及應計費用	2,626	8,407
Bank loan	銀行貸款	100,000	-
Financial guarantee contract	財務擔保合約	644	644
		103,270	9,051
NET CURRENT (LIABILITIES)/ ASSETS	流動(負債)/資產淨額	(71,675)	127,801
TOTAL ASSET LESS CURRENT LIABILITIES	資產總值減流動負債	1,199,000	1,221,049

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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42. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (CONTINUED)

42. 本公司之財務狀況表及儲備變動(續)

(a) Statement of financial position of the Company (continued)

(a) 本公司之財務狀況表(續)

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
NON-CURRENT LIABILITIES	非流動負債		
Financial guarantee contract	財務擔保合約	1,612	2,256
Loan from a director and controlling shareholder	一名董事兼控股股東貸款	39,000	-
		40,612	2,256
NET ASSETS	資產淨值	1,158,388	1,218,793
CAPITAL AND RESERVES	資本及儲備		
Share capital	股本	49,265	49,265
Reserves (note 42(b))	儲備(附註42(b))	1,109,123	1,169,528
TOTAL EQUITY	權益總值	1,158,388	1,218,793

Approved and authorised for issue by the board of directors on 28 March 2019.

董事會已於二零一九年三月二十八日批准及授權刊發。

On behalf of the board

代表董事會

Yeung Hoi Sing, Sonny

楊海成

Director

董事

Ma Ho Man, Hoffman

馬浩文

Director

董事

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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42. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (CONTINUED)

42. 本公司之財務狀況表及儲備變動(續)

(b) Reserve movement of the Company

(b) 本公司之儲備變動

		Share Premium	Accumulated losses	Total
		股份溢價	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
At 1 January 2017	於二零一七年 一月一日	1,418,963	(276,634)	1,142,329
Profit and other comprehensive income for the year	本年度溢利及 其他全面收益	–	27,199	27,199
At 31 December 2017 and 1 January 2018	於二零一七年 十二月三十一日 及二零一八年 一月一日	1,418,963	(249,435)	1,169,528
Loss and other comprehensive loss for the year	本年度虧損及 其他全面虧損	–	(60,405)	(60,405)
At 31 December 2018	於二零一八年 十二月三十一日	1,418,963	(309,840)	1,109,123

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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43. PRINCIPAL SUBSIDIARIES

- (a) The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

All of these are controlled subsidiaries as defined under note 2(c) and have been consolidated into the consolidated financial statements of the Group.

43. 主要附屬公司

- (a) 下表僅載列對本集團業績、資產或負債構成主要影響之附屬公司詳情。除另有列明外，所持股份類別均指普通股。

所有該等公司均為附註2(c)所界定之受控附屬公司，並已綜合計入本集團之綜合財務報表。

Name of subsidiary 附屬公司名稱	Place of Incorporation/ operations 註冊成立/ 營業地點	Particulars of issued shares and paid up share capital 已發行股份及 繳足股本詳情	Proportion of ownership interests 擁有權益比例			Principal activities 主要業務
			Group's effective interests 本集團 實際權益 %	Held by the Company 由本公司 持有 %	Held by a subsidiary 由一間附屬 公司持有 %	
Macau Success (Hong Kong) Limited 澳門實德(香港)有限公司	Hong Kong 香港	10,000,000 shares/ HK\$1,076,000 10,000,000 股股份/ 港幣 1,076,000 元	100	100	–	Investment holding 投資控股
Macau Success Management Services Limited	Hong Kong 香港	100 shares/HK\$100 100 股股份/港幣 100 元	100	–	100	Provision of administration services 提供行政服務
World Fortune Limited 世兆有限公司	Hong Kong 香港	1,000 shares/HK\$1,000 1,000 股股份/ 港幣 1,000 元	100	–	100	Investment holding 投資控股
665127 BC	Canada 加拿大	9,400 common shares without par value 9,400 股並無面值之 普通股	100	–	100	Investment holding 投資控股

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綜合財務報表附註(續)

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43. PRINCIPAL SUBSIDIARIES (CONTINUED)

(a) (continued)

Name of subsidiary 附屬公司名稱	Place of Incorporation/ operations 註冊成立/ 營業地點	Particulars of issued shares and paid up share capital 已發行股份及 繳足股本詳情	Proportion of ownership interests 擁有權益比例			Principal activities 主要業務
			Group's effective interests 本集團 實際權益 %	Held by the Company 由本公司 持有 %	Held by a subsidiary 由一間附屬 公司持有 %	
Jade Travel	Canada 加拿大	15,000 class "A" non-voting special shares of CAD1,500,000 and 7 common shares without par value 為數1,500,000加元之 15,000股「A」類 無投票權特別股 及7股並無面值之 普通股	100	–	100	Wholesale and retail business of selling airline tickets and tour packages 銷售機票及旅行 套票之批發及 零售業務
Good Sun Development Limited 日佳發展有限公司	Hong Kong 香港	1 share/HK\$1 1股股份/港幣1元	100	–	100	Property investment 物業投資
Joint Cosmos Limited 暉途有限公司	Hong Kong 香港	100 shares/HK\$100 100股股份/港幣100元	100	–	100	Property investment 物業投資
Total Gain Limited 全溢有限公司	Hong Kong 香港	1 share/HK\$1 1股股份/港幣1元	100	–	100	Property investment 物業投資
Powerful Concept Limited 權創有限公司	Hong Kong 香港	1 share/HK\$1 1股股份/港幣1元	100	–	100	Property investment 物業投資
Famous Capital International Limited	BVI/Hong Kong 英屬處女群島/ 香港	1,000 shares/USD1,000 1,000股股份/1,000美元	100	–	100	Property investment 物業投資
Gain Glory	BVI 英屬處女群島	1 share/USD1 1股股份/1美元	100	–	100	Property investment 物業投資
Perfect Top	BVI 英屬處女群島	1 share/USD1 1股股份/1美元	100	–	100	Property investment 物業投資

43. 主要附屬公司(續)

(a) (續)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

43. PRINCIPAL SUBSIDIARIES (CONTINUED)

(b) Details of a non-wholly owned subsidiary that has material non-controlling interests

During the year, the Group has purchased 25% of all outstanding and issued share of 665127 BC from the non-controlling interests. Details please refer to the note 36 to the consolidated financial statements.

The table below shows details of a non-wholly owned subsidiary of the Group that has material non-controlling interests:

Name of subsidiary 附屬公司名稱	Place of incorporation/ operations 註冊成立/營業地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益所持擁有權益及投票權比例		Loss allocated to non-controlling interests 分配予非控股權益之虧損		Accumulated non-controlling interests 累計非控股權益	
		2018 二零一八年 %	2017 二零一七年 %	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$000 港幣千元	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
		665127 BC	Canada 加拿大	-	25	-	(3,762)

Summarised financial information in respect of the Group's subsidiary that has material non-controlling interests is set out below. The summaries financial information below represents amounts before intragroup eliminations.

Non-current assets	非流動資產	15,873
Current assets	流動資產	33,999
Current liabilities	流動負債	(11,062)
Non-current liabilities	非流動負債	(100,106)

43. 主要附屬公司(續)

(b) 擁有重大非控股權益之一間非全資附屬公司之詳情

於年內，本集團已向非控股權益收購665127 BC所有發行在外及已發行股份之25%，詳情請參閱綜合財務報表附註36。

下表顯示本集團擁有重大非控股權益之一間非全資附屬公司之詳情：

本集團擁有重大非控股權益之一間附屬公司之財務資料概列如下。下文概列之財務資料為未作集團內對銷前之金額。

At
31 December
2017
於
二零一七年
十二月三十一日
HK\$'000
港幣千元

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

43. PRINCIPAL SUBSIDIARIES (CONTINUED)

(b) Details of a non-wholly owned subsidiary that has material non-controlling interests (continued)

		2017 二零一七年 HK\$'000 港幣千元
Revenue and other income	收益及其他收入	583,590
Expenses	開支	(598,279)
Loss for the year	本年度虧損	(14,689)
Other comprehensive loss	其他全面虧損	(50)
Loss and total comprehensive loss for the year	本年度虧損及全面虧損總額	(14,739)
Net cash outflow from operating activities	經營業務現金流出淨額	(11,103)
Net cash outflow from investing activities	投資活動現金流出淨額	(105)
Net cash inflow from financing activities	融資活動現金流入淨額	8,052
Net cash outflow	現金流出淨額	(3,156)

(c) Significant Restriction

Cash of RMB held in the PRC are subject to local exchange control regulations. These local exchange control regulations provide for restrictions on exporting capital from the PRC, other than through normal dividends.

43. 主要附屬公司(續)

(b) 擁有重大非控股權益之一間非全資附屬公司之詳情(續)

(c) 重大限制

於中國持有以人民幣計值之現金須受當地外匯管制條例所規限。該等當地外匯管制條例就從中國輸出資本規定限制，惟透過正常股息除外。

Five-Year Financial Summary

五年財務概要

RESULTS

業績

		Year ended 31 December 截至十二月三十一日止年度				
		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元	2014 二零一四年 HK\$'000 港幣千元
Continuing operations	持續經營業務					
Revenue	收益	1,120,278	589,935	564,848	941,078	1,103,544
Profit/(loss) before taxation from continuing operations	來自持續經營業務之 除稅前溢利/(虧損)	54,213	4,369	(16,299)	7,500	48,964
Taxation	稅項	–	–	–	–	–
Profit/(loss) after taxation from continuing operations	來自持續經營業務之 除稅後溢利/(虧損)	54,213	4,369	(16,299)	7,500	48,964
Discontinued operations	已終止經營業務					
(Loss)/profit after taxation from discontinued operations	來自已終止經營業務之 除稅後(虧損)/溢利	–	(37,825)	(20,766)	(19,143)	68,818
Profit/(loss) for the year	本年度溢利/(虧損)	54,213	(33,456)	(37,065)	(11,643)	117,782
Attributable to:	由以下各項應佔：					
Owners of the Company	本公司股東	54,464	(29,810)	(30,977)	(6,670)	96,890
Non-controlling interests	非控股權益	(251)	(3,646)	(6,088)	(4,973)	20,892
Profit/(loss) for the year	本年度溢利/(虧損)	54,213	(33,456)	(37,065)	(11,643)	117,782
Earnings/(loss) per share attributable to owners of the Company:	本公司股東應佔每股 盈利/(虧損)：					
From continuing and discontinued operations — Basic and diluted	來自持續經營及 已終止經營業務 — 基本及攤薄	1.11	(0.61)	(0.63)	(0.14)	1.97
		HK cents 港仙	HK cents 港仙	HK cents 港仙	HK cents 港仙	HK cents 港仙

Five-Year Financial Summary (Continued)
五年財務概要(續)

ASSETS AND LIABILITIES

資產及負債

		As at 31 December 於十二月三十一日				
		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	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 assets	資產總值	1,382,749	1,046,047	1,188,434	1,153,279	1,205,737
Total liabilities	負債總值	(314,628)	(48,191)	(182,077)	(107,607)	(116,170)
Net assets	資產淨值	1,068,121	997,856	1,006,357	1,045,672	1,089,567
Total equity attributable to owners of the Company	本公司股東應佔權益總值	1,068,121	1,010,630	1,033,534	1,066,188	1,078,202
Non-controlling interests	非控股權益	–	(12,774)	(27,177)	(20,516)	11,365
Total equity	權益總值	1,068,121	997,856	1,006,357	1,045,672	1,089,567

Particulars of Properties

物業詳情

Particulars of the properties held by the Group at the end of the reporting year are as follows:

於報告年末，本集團持有的物業詳情如下：

A. Investment properties

A. 投資物業

Location	Use/Status	Type	Tenure	Attributable interest of the Group
地點	用途／狀況	類型	租用年期	本集團應佔權益
1 Office Nos. 1003 and 1004A on the 10th Floor of Tower 1 of Admiralty Centre, No. 18 Harcourt Road, Admiralty, Hong Kong 香港金鐘夏愨道18號海富中心1座10樓1003室及1004A室	Rental 出租	Commercial building 商廈	Medium term lease 中期契約	100%
2 Office No. 1001A on the 10th Floor of Tower 1 of Admiralty Centre, No. 18 Harcourt Road, Admiralty, Hong Kong 香港金鐘夏愨道18號海富中心1座10樓1001A室	Rental 出租	Commercial building 商廈	Medium term lease 中期契約	100%
3 Office No. 1004B on the 10th Floor of Tower 1 of Admiralty Centre, No. 18 Harcourt Road, Admiralty, Hong Kong 香港金鐘夏愨道18號海富中心1座10樓1004B室	Rental 出租	Commercial building 商廈	Medium term lease 中期契約	100%

Particulars of Properties (Continued)

物業詳情(續)

B. Stock of properties

B. 物業存貨

Location	Use/Status	Type	Gross Floor Area	Attributable interest of the Group
地點	用途/狀況	類型	總樓面面積	本集團應佔權益
1 13th Floor of Sing-Ho Finance Building, Nos. 166–168 Gloucester Road, Wanchai, Hong Kong 香港灣仔告士打道166至168號 信和財務大廈13樓	On Sale 待售	Commercial building 商廈	Approximately 1,770 square feet 約1,770平方呎	100%
2 Office Nos. 1901, 1902 and 1903 on the 19th Floor of Eastern Commercial Centre, Nos. 395–399 Hennessy Road, Wanchai, Hong Kong 香港灣仔軒尼斯道395至399號 東區商業中心19樓 1901室、1902室及1903室	On Sale 待售	Commercial building 商廈	Approximately 1,620 square feet 約1,620平方呎	100%
3 Office Nos. 1905, 1906 and 1909 on the 19th Floor of Eastern Commercial Centre, Nos. 395–399 Hennessy Road, Wanchai, Hong Kong 香港灣仔軒尼斯道395至399號 東區商業中心19樓 1905室、1906室及1909室	On Sale 待售	Commercial building 商廈	Approximately 2,921 square feet 約2,921平方呎	100%
4 34th Floor and Store Room of Sunshine Plaza, No. 353 Lockhart Road, Wanchai, Hong Kong 香港灣仔駱克道353號 三湘大廈34樓及儲物室	On Sale 待售	Commercial building 商廈	Approximately 5,134 square feet 約5,134平方呎	100%



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