

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

1. 公司及集團資料

香港國際建設投資管理集團有限公司為一間於百慕達註冊成立之有限公司。

本公司之註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。本公司之主要營業地點位於香港黃竹坑香葉道2號One Island South 20樓。

於本年度內，本集團經營下列主要業務：

- 地基打樁及地盤勘查
- 物業發展及投資
- 投資

於本年度，本集團開始從事投資業務。此外，為使管理層更佳分配資源及評估表現，本集團物業發展及物業投資及管理分類之財務業績(於過往年度財務報表中按單獨分類列報)於年內於「物業發展及投資」分類下合併列報。分類資料之比較數字已重新分類，以與本年之呈列保持一致。

除此之外，本集團主要業務性質於年內並無重大變動。

本公司之母公司為HNA Finance I Co., Ltd.，HNA Finance I Co., Ltd.為一間於安圭拉註冊成立之有限公司，並由海南省慈航公益基金會最終控制。

1. CORPORATE AND GROUP INFORMATION

Hong Kong International Construction Investment Management Group Co., Limited is a limited liability company incorporated in Bermuda.

The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The principal place of business of the Company is located at 20th Floor, One Island South, No. 2 Heung Yip Road, Wong Chuk Hang, Hong Kong.

During the year, the Group was involved in the following principal activities:

- foundation piling and site investigation
- property development and investment
- investment

The Group started to involve in investment business in current year. Also, the financial results of the property development and property investment and management segments of the Group, which were reported as separate segments in prior years' financial statements are reported in aggregate under the "property development and investment" segment during the year for the management's purpose of better resources allocation and performance assessment. Comparative figures of the segment information have been reclassified to conform with the current year's presentation.

Other than this, there were no significant changes in the nature of the Group's principal activities during the year.

The immediate holding company of the Company is HNA Finance I Co., Ltd., a company incorporated in Anguilla with limited liability and ultimately controlled by Hainan Province Cihang Foundation.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

1. 公司及集團資料(續)

1. CORPORATE AND GROUP INFORMATION (Cont'd)

附屬公司資料

本公司主要附屬公司的詳情如下：

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

名稱 Name	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and business	已發行股份/ 繳足註冊資本 Issued share/ paid-up registered capital	本公司應佔 之股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零一七年 2017	二零一六年 2016	
泰昇地基(香港)有限公司 (「泰昇地基(香港)」)(附註5) Tysan Foundation (Hong Kong) Limited ("TFHKL")/note 5	香港 Hong Kong	普通股 100 港元 Ordinary HK\$100	100	95	投資控股 Investment holding
泰昇地基工程(香港)有限公司 (附註1及5) Tysan Contractors (Hong Kong) Limited (notes 1 and 5)	香港 Hong Kong	普通股 2 港元 Ordinary HK\$2	100	95	項目管理以及 提供諮詢及管理服務 Project management and provision of consultancy and management services
泰昇建築(澳門)有限公司(附註1及5) Tysan Construction (Macau) Limited (notes 1 and 5)	澳門 Macau	普通股 25,000 澳門元 Ordinary MOP25,000	100	95	地基打樁 Foundation piling
泰昇地基工程有限公司(附註1、2及5) Tysan Foundation Limited (notes 1, 2 and 5)	香港 Hong Kong	普通股 141,000,000 港元 Ordinary HK\$141,000,000 遞延股 3,000,000 港元 Deferred HK\$3,000,000	100	95	地基打樁及 地盤勘察 Foundation piling and site investigation

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

1. 公司及集團資料(續)

1. CORPORATE AND GROUP INFORMATION (Cont'd)

附屬公司資料(續)

本公司主要附屬公司的詳情如下：(續)

Information about subsidiaries (Cont'd)

Particulars of the Company's principal subsidiaries are as follows:
(Cont'd)

名稱 Name	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and business	已發行股份/ 繳足註冊資本 Issued share/ paid-up registered capital	本公司應佔 之股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零一七年 2017	二零一六年 2016	
泰昇地基土力工程有限公司 (附註1、5及7) Tyson Foundation Geotechnical Limited (notes 1, 5 and 7)	香港 Hong Kong	普通股 60,110,000 港元 Ordinary HK\$60,110,000	100	95	地基打樁及 地盤勘查 Foundation piling and site investigation
泰昇機械租賃有限公司(附註1、2及5) Tyson Machinery Hire Limited (notes 1, 2 and 5)	香港 Hong Kong	普通股 10,000 港元 Ordinary HK\$10,000 遞延股 200,000 港元 Deferred HK\$200,000	100	95	機械租賃 Machinery hiring
先進機械工程有限公司(附註1) Proficiency Equipment Limited (note 1)	香港 Hong Kong	普通股 24,480,000 港元 Ordinary HK\$24,480,000	100	100	機械租賃及買賣 Machinery hiring and trading
先進工程營造有限公司(附註1) Proficiency Engineering Limited (note 1)	香港 Hong Kong	普通股 2 港元 Ordinary HK\$2	100	100	提供工程服務及 機械租賃 Provision of engineering services and machinery hiring

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

1. 公司及集團資料(續)

附屬公司資料(續)

本公司主要附屬公司的詳情如下：(續)

名稱 Name	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and business	已發行股份/ 繳足註冊資本 Issued share/ paid-up registered capital	本公司應佔 之股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零一七年 2017	二零一六年 2016	
剛耀有限公司(附註1) Lion Bright Limited (note 1)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	機械租賃及買賣 Machinery hiring and trading
進昇有限公司(附註1) Mac Proficiency Limited (note 1)	澳門 Macau	普通股25,000澳門元 Ordinary MOP25,000	100	100	提供工程服務 及機械租賃 Provision of engineering services and machinery hiring
泰昇管理有限公司(附註2) Tysan Management Limited (note 2)	香港 Hong Kong	普通股16,720,850港元 Ordinary HK\$16,720,850 遞延股2港元 Deferred HK\$2	100	100	企業管理 Corporate management
泰昇投資發展有限公司 Tysan Investment Limited	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	投資控股 Investment holding

1. CORPORATE AND GROUP INFORMATION (Cont'd)

Information about subsidiaries (Cont'd)

Particulars of the Company's principal subsidiaries are as follows:
(Cont'd)

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

1. 公司及集團資料(續)

1. CORPORATE AND GROUP INFORMATION (Cont'd)

附屬公司資料(續)

本公司主要附屬公司的詳情如下：(續)

Information about subsidiaries (Cont'd)

Particulars of the Company's principal subsidiaries are as follows: (Cont'd)

名稱 Name	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and business	已發行股份/ 繳足註冊資本 Issued share/ paid-up registered capital	本公司應佔 之股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零一七年 2017	二零一六年 2016	
Cottontree Pacific Limited*	英屬處女群島 British Virgin Island ("BVI")	普通股 1 港元 Ordinary HK\$1	100	100	投資控股 Investment holding
Tysan Foundation Holdings Limited* (附註 1) (note 1)	百慕達 Bermuda	普通股 0.1 港元 Ordinary HK\$0.1	100	100	投資控股 Investment holding
香港國際建設地產發展投資有限公司 (附註 6) HKICIM Group Property Development & Investment Limited (note 6)	香港 Hong Kong	普通股 2 港元 Ordinary HK\$2	100	100	投資控股 Investment holding
善信投資有限公司(附註 1) Sure Faith Investment Limited (note 1)	香港 Hong Kong	普通股 2 港元 Ordinary HK\$2	100	100	持有物業 Property holding
頓肯房地產有限公司(附註 1) Duncan Properties Limited (note 1)	香港 Hong Kong	普通股 2 港元 Ordinary HK\$2	100	100	投資控股 Investment holding

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

1. 公司及集團資料(續)

附屬公司資料(續)

本公司主要附屬公司的詳情如下：(續)

名稱 Name	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and business	已發行股份/ 繳足註冊資本 Issued share/ paid-up registered capital	本公司應佔 之股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零一七年 2017	二零一六年 2016	
Beneficial Enterprises Limited* (附註1) (note 1)	英屬處女群島 BVI	普通股100美元 Ordinary US\$100	100	100	投資控股 Investment holding
資盛行有限公司(附註1) Fund House Limited (note 1)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	投資控股 Investment holding
頓肯物業管理(上海)有限公司* (附註1及3) Duncan Property Management (Shanghai) Company Limited* (notes 1 and 3)	中國/ 中國內地 PRC/ Mainland China	500,000美元 US\$500,000	100	100	物業管理 Property management
Federated Resources Limited* (附註1) (note 1)	英屬處女群島 BVI	普通股100美元 Ordinary US\$100	100	100	投資控股 Investment holding
佳利威有限公司(附註1) Carriway Limited (note 1)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	投資控股 Investment holding

1. CORPORATE AND GROUP INFORMATION (Cont'd)

Information about subsidiaries (Cont'd)

Particulars of the Company's principal subsidiaries are as follows:
(Cont'd)

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

1. 公司及集團資料(續)

1. CORPORATE AND GROUP INFORMATION (Cont'd)

附屬公司資料(續)

本公司主要附屬公司的詳情如下：(續)

Information about subsidiaries (Cont'd)

Particulars of the Company's principal subsidiaries are as follows: (Cont'd)

名稱 Name	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and business	已發行股份/ 繳足註冊資本 Issued share/ paid-up registered capital	本公司應佔 之股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零一七年 2017	二零一六年 2016	
上海長寧頓肯房地產經紀有限公司* (附註1及3) Shanghai Changning Duncan Property Consulting Company Limited* (notes 1 and 3)	中國/ 中國內地 PRC/ Mainland China	人民幣200,000元 RMB200,000	100	100	物業諮詢 Property consulting
剛毅投資有限公司(附註1) Great Regent Investments Limited (note 1)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	投資控股並提供 銷售及營銷服務 Investment holding and provision of sales and marketing services
泰昇房地產(上海)有限公司* (「泰昇上海」)(附註1及4) Tysan Land (Shanghai) Limited* ("Tysan Shanghai") (notes 1 and 4)	中國/ 中國內地 PRC/ Mainland China	1,000,000美元 US\$1,000,000	100	100	物業發展 Property development
興懋有限公司(附註1) Great Prosper Limited (note 1)	香港 Hong Kong	普通股100港元 Ordinary HK\$100	100	100	投資控股並提供 銷售及營銷服務 Investment holding and provision of sales and marketing services

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

1. 公司及集團資料(續)

附屬公司資料(續)

本公司主要附屬公司的詳情如下：(續)

名稱 Name	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and business	已發行股份/ 繳足註冊資本 Issued share/ paid-up registered capital	本公司應佔 之股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零一七年 2017	二零一六年 2016	
泰昇房地產開發(天津)有限公司* (「泰昇天津」)(附註1及3) Tysan Property Development (Tianjin) Company Limited* ("Tysan Tianjin") (notes 1 and 3)	中國/ 中國內地 PRC/ Mainland China	5,000,000美元 US\$5,000,000	100	100	物業發展 Property development
曜基有限公司(附註1) Sparkle Key Limited (note 1)	香港 Hong Kong	普通股 10,000 港元 Ordinary HK\$10,000	100	100	投資控股 Investment holding
泰昇房地產(瀋陽)有限公司* (「泰昇瀋陽」)(附註1及3) Tysan Land (Shenyang) Limited* ("Tysan Shenyang") (notes 1 and 3)	中國/ 中國內地 PRC/ Mainland China	108,300,000美元 US\$108,300,000	100	100	物業發展 Property development
浩信工程有限公司(附註1) Gainful Engineering Limited (note 1)	香港 Hong Kong	普通股 1 港元 Ordinary HK\$1	100	100	項目管理 Project management
雅晉集團有限公司(附註1) Top Genius Holdings Limited (note 1)	香港 Hong Kong	普通股 1 港元 Ordinary HK\$1	100	—	物業發展 Property development

1. CORPORATE AND GROUP INFORMATION (Cont'd)

Information about subsidiaries (Cont'd)

Particulars of the Company's principal subsidiaries are as follows:
(Cont'd)

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

1. 公司及集團資料(續)

1. CORPORATE AND GROUP INFORMATION (Cont'd)

附屬公司資料(續)

本公司主要附屬公司的詳情如下：(續)

Information about subsidiaries (Cont'd)

Particulars of the Company's principal subsidiaries are as follows:
(Cont'd)

名稱 Name	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and business	已發行股份/ 繳足註冊資本 Issued share/ paid-up registered capital	本公司應佔 之股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零一七年 2017	二零一六年 2016	
Omnilink Assets Limited*	英屬處女群島 BVI	普通股 1 港元 Ordinary HK\$1	100	100	投資控股 Investment holding
Onwards Asia Limited* (附註 1) (note 1)	英屬處女群島 BVI	普通股 1 港元 Ordinary HK\$1	100	100	投資控股 Investment holding
Twinpeak Assets Limited* (附註 1) (note 1)	英屬處女群島 BVI	普通股 1 港元 Ordinary HK\$1	100	—	投資控股 Investment holding
萬璋發展有限公司(附註 1) Milway Development Limited (note 1)	香港 Hong Kong	普通股 1 港元 Ordinary HK\$1	100	—	物業發展 Property development
Silverbell Asia Limited*	英屬處女群島 BVI	普通股 1 港元 Ordinary HK\$1	100	—	企業融資 Corporate financing
Benefit Developments Limited*	英屬處女群島 BVI	普通股 1 港元 Ordinary HK\$1	100	—	投資 Investment
HKICIM (GP) II Limited* (附註 1) (note 1)	開曼群島 Cayman Islands	普通股 1 美元 Ordinary US\$1	100	—	投資 Investment

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

1. 公司及集團資料(續)

附屬公司資料(續)

本公司主要附屬公司的詳情如下：(續)

附註：

1. 透過附屬公司持有。
2. 遞延股份無權獲派股息(於有關公司可供分派股息之純利超過10億港元之任何財政年度按每年5厘之息率派發之固定非累計股息除外)，亦無權於股東大會上投票，而且於清盤時無權收取資本退還之任何盈餘(該等股份之已繳股本除外，惟該公司之普通股持有人必須於清盤時已經就每股普通股獲分派共10,000億港元)。
3. 該等實體乃根據中國法律註冊為外商獨資企業。
4. 該實體乃根據中國法律註冊為中外合資企業。
5. 於二零一七年四月二十七日，本公司收購泰昇地基(香港)及其附屬公司額外5%的股權。收購事項的進一步詳情載於財務報表附註43。
6. 其名稱由泰昇地產發展投資有限公司變更為香港國際建設地產發展投資有限公司，自二零一七年五月四日起生效。
7. 於年內，該實體之已發行股本由10,000,000港元增至60,110,000港元。
- * 該等附屬公司的法定財務報表並非由香港安永會計師事務所或安永會計師事務所全球網絡之其他成員公司審核。

上表所列之本公司附屬公司是董事認為對本集團之本年度業績有重大影響或構成本集團大部分資產淨值之附屬公司。董事認為，詳列其他附屬公司會引致內容過於冗長。

1. CORPORATE AND GROUP INFORMATION (Cont'd)

Information about subsidiaries (Cont'd)

Particulars of the Company's principal subsidiaries are as follows: (Cont'd)

Notes:

1. Held through subsidiaries.
2. The deferred shares carry no rights to dividends (other than a fixed non-cumulative dividend at the rate of 5% per annum for any financial year during which the net profit of the relevant company available for dividends exceeds HK\$1 billion), no rights to vote at general meetings, no rights to receive any surplus on a return of capital on a winding-up (other than the amount paid up on such shares, provided that the holders of the ordinary shares of that company have been distributed in such a winding-up of a sum of HK\$1,000 billion in respect of each ordinary share).
3. These entities are registered as wholly-foreign-owned enterprises under the PRC law.
4. This entity is registered as a Sino-foreign joint venture under the PRC law.
5. On 27 April 2017, the Company acquired an additional 5% equity interests in TFHKL and its subsidiaries. Further details of the acquisition are set out in note 43 to the financial statements.
6. Its name was changed from Tysan Property Development & Investment Limited to HKICIM Group Property Development & Investment Limited effective from 4 May 2017.
7. During the year, this entity's issued share capital was increased from HK\$10,000,000 to HK\$60,110,000.
- * Subsidiaries whose statutory financial statements were not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

2. 財政年度結算日之變動

於上一報告期內，本公司董事局議決將本公司之財政年結日由三月三十一日變更為十二月三十一日，自二零一六年十二月三十一日起生效，以使本公司之財政年結日與本公司中間控股公司海航集團有限公司一致。因此，上一報告期間呈列之綜合財務報表涵蓋自二零一六年四月一日至二零一六年十二月三十一日止九個月期間。綜合損益表、綜合全面收益表、綜合權益變動表、綜合現金流量表及相關附註呈列之相應比較金額，乃就二零一六年四月一日起至二零一六年十二月三十一日止期間編製，未必可與本年度所示金額作比較。

3.1 編製賬目之基準

該等財務報表乃根據香港會計師公會頒佈之香港財務報告準則(「香港財務報告準則」)(包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計準則及香港公司條例之披露規定編製。其採用歷史成本法編製(投資物業、按公平值計入損益之金融資產及衍生金融工具按公平值計算除外)。如附註3.4所進一步詳述，待出售之出售組別按其賬面值與公平值減銷售成本之較低者列賬。除另有註明外，本財務報表以港元為單位，而所有價值均湊整至最接近之千位數值。

綜合賬目基準

綜合財務報表包括本公司及其附屬公司(統稱「本集團」)截至二零一七年十二月三十一日止年度之財務報表。附屬公司指受本公司直接或間接控制的實體(包括結構性實體)。倘本集團透過參與被投資方業務而享有或有權取得被投資方的可變回報，且有能力對被投資方行使權力影響有關回報，則本集團擁有該實體的控制權(即現時賦予本集團指導被投資方相關活動的能力)。

2. CHANGE OF FINANCIAL YEAR END DATE

During the last reporting period, the board of directors of the Company resolved to change the financial year end date of the Company from 31 March to 31 December effective from 31 December 2016 in order to align the financial year end date of the Company with HNA Group Co., Ltd., the intermediate holding company of the Company. The consolidated financial statements presented for the last reporting period therefore covered a nine-month period from 1 April 2016 to 31 December 2016. The corresponding comparative amounts presented for the consolidated statements of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity, the consolidated statement of cash flows and related notes, which were prepared for the period from 1 April 2016 to 31 December 2016, may not be comparable with amounts shown for the current year.

3.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties, financial asset at fair value through profit or loss and derivative financial instrument which have been measured at fair value. Disposal groups held for sale are stated at the lower of their carrying amounts and fair values less costs to sell as further explained in note 3.4. These financial statements are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2017. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.1 編製賬目之基準(續)

綜合賬目基準(續)

倘本公司直接或間接擁有的被投資方投票權或類似權利不及大半，則評估本公司對被投資方是否擁有權力時，本集團會考慮所有相關事實及情況，包括：

- (a) 與該被投資方其他投票權擁有人的合約安排；
- (b) 根據其他合約安排所享有的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司與本公司之財務報表的報告期間相同，並採用一致會計政策編製。附屬公司之業績由本集團獲取控制權當日起綜合賬目，直至該控制權終止之日為止。

本公司普通股股東及非控股股東權益應佔損益及其他全面收益各組成部分，即使由此引致非控股股東權益結餘為負數。本集團成員公司之間交易所產生的集團內部資產及負債、權益、收入、開支及現金流均在綜合賬目時全數對銷。

倘事實及情況顯示上述的三項控制因素之一項或多項出現變動，本集團會重新評估其是否控制被投資公司。附屬公司的所有權權益變動(沒有失去控制權)，按權益交易入賬。

倘本集團失去於附屬公司之控股權，則終止確認(i)附屬公司之資產(包括商譽)及負債，(ii)任何非控股股東權益之賬面值及(iii)於權益列賬之累計匯兌差額；並確認入賬(i)已收代價之公平值，(ii)任何保留之投資之公平值及(iii)計入損益之盈餘或虧絀。本集團過往於其他全面收益確認之所佔部分重新分類至損益或保留溢利，視何者適用而定，倘本集團已直接出售相關資產及負債則須以同一基準確認。

3.1 BASIS OF PREPARATION (Cont'd)

Basis of consolidation (Cont'd)

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributable to the ordinary equity holders of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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 described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.2 會計政策及披露之變動

本集團已就本年度之財務報表首次採納以下經修訂香港財務報告準則。

香港會計準則第7號 披露動議
之修訂

香港會計準則 就未變現虧損確認
第12號之修訂 遞延稅項資產

香港財務報告準則 披露於其他實體之
二零一四年至 權益：澄清香港
二零一六年週期之 財務報告準則
年度改進所載香港 第12號之範圍
財務報告準則
第12號之修訂

上述香港財務報告準則之修訂並無對該等財務報表造成重大財務影響。於採納香港會計準則第7號之修訂時已於財務報表附註37內作出披露，該項準則規定實體披露能讓財務報表使用者評估融資活動引起的負債變動，包括現金流量引致之變動及非現金變動。

3.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following revised HKFRSs for the first time for the current year's financial statements.

Amendments to HKAS 7 *Disclosure Initiative*

Amendments to HKAS 12 *Recognition of Deferred Tax Assets for Unrealised Losses*

Amendments to HKFRS 12 included in *Annual Improvements to HKFRSs 2014-2016 Cycle* *Disclosure of Interests in Other Entities: Clarification of the Scope of HKFRS 12*

None of the above amendments to HKFRSs has had a significant financial effect on these financial statements. Disclosure has been made in note 37 to the financial statements upon the adoption of amendments to HKAS 7, which require an entity to provide disclosures that enable user of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.3 已頒佈但尚未生效的香港財務報告準則

本集團並無於此等財務報表應用下列已頒佈但尚未生效的新訂及經修訂香港財務報告準則。

香港財務報告準則
第2號之修訂 以股份為基礎付款交易之分類及計量¹

香港財務報告準則
第4號之修訂 與香港財務報告準則第4號保險合約一併應用香港財務報告準則第9號金融工具¹

香港財務報告準則
第9號 金融工具¹

香港財務報告準則
第9號之修訂 帶有負補償特性之預付款項²

香港財務報告準則
第10號及香港會計準則第28號
(二零一一年) 投資者與其聯營公司或合營企業之間之資產出售或注資⁴

香港財務報告準則
第15號 來自客戶合約之收入¹

香港財務報告準則
第15號之修訂 澄清香港財務報告準則第15號來自客戶合約之收入¹

香港財務報告準則
第16號 租賃²

3.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 2 *Classification and Measurement of Share-based Payment Transactions*¹

Amendments to HKFRS 4 *Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts*¹

HKFRS 9 *Financial Instruments*¹

Amendments to HKFRS 9 *Prepayment Features with Negative Compensation*²

Amendments to HKFRS 10 and HKAS 28 (2011) *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*⁴

HKFRS 15 *Revenue from Contracts with Customers*¹

Amendments to HKFRS 15 *Clarifications to HKFRS 15 Revenue from Contracts with Customers*¹

HKFRS 16 *Leases*²

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.3 已頒佈但尚未生效的香港財務報告準則(續)

本集團並無於此等財務報表應用下列已頒佈但尚未生效的新訂及經修訂香港財務報告準則。(續)

香港財務報告準則
第17號

保險合約³

香港會計準則第28號
之修訂

於聯營公司或
合營企業之
長期權益²

香港會計準則第40號
之修訂

轉讓投資物業¹

香港(國際財務報告
詮釋委員會) –
詮釋第22號

外幣交易及
預付代價¹

香港(國際財務報告
詮釋委員會) –
詮釋第23號

所得稅處理之
不確定性²

二零一四年至
二零一六年週期
之年度改進

香港財務報告
準則第1號及
香港會計準則
第28號之修訂¹

二零一五年至
二零一七年週期
之年度改進

香港財務報告
準則第3號、
香港財務報告
準則第11號、
香港會計準則
第12號及香港
會計準則
第23號之修訂²

¹ 於二零一八年一月一日或之後開始之
年度期間生效

² 於二零一九年一月一日或之後開始之
年度期間生效

³ 於二零二一年一月一日或之後開始之
年度期間生效

⁴ 尚未釐定強制性生效日期，但可予採
納

3.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements. (Cont'd)

HKFRS 17

*Insurance Contract*³

Amendments to HKAS 28

*Long-term Interests in Associates and
Joint Ventures*²

Amendments to HKAS 40

*Transfer of Investment Property*¹

HK(IFRIC)-Int 22

*Foreign Currency Transactions and
Advance Consideration*¹

HK(IFRIC)-Int 23

*Uncertainty over Income Tax
Treatments*²

*Annual Improvements
2014-2016 Cycle*

Amendments to HKFRS 1 and
HKAS 28¹

*Annual Improvements
2015-2017 Cycle*

Amendments to HKFRS 3, HKFRS 11,
HKAS 12 and HKAS 23²

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

² Effective for annual periods beginning on or after 1 January 2019

³ Effective for annual periods beginning on or after 1 January 2021

⁴ No mandatory effective date yet determined but available for adoption

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.3 已頒佈但尚未生效的香港財務報告準則(續)

預期適用於本集團的該等香港財務報告準則的進一步資料如下：

於二零一四年九月，香港會計師公會頒佈香港財務報告準則第9號之最終版本，將金融工具項目之所有階段集於一起以代替香港會計準則第39號及香港財務報告準則第9號之全部先前版本。該準則引入分類及計量、減值及對沖會計處理之新規定。本集團將自二零一八年一月一日起採納香港財務報告準則第9號。本集團不會重列比較資料，並將按照二零一八年一月一日之期初結餘確認任何過渡調整。於二零一七年，本集團已對採納香港財務報告準則第9號進行詳細評估。預期之影響與分類及計量及減值規定有關，現概述如下：

(a) 分類及計量

本集團預期採納香港財務報告準則第9號將不會對其金融資產之分類與計量造成重大影響。其預期將繼續以公平值計量現時以公平值持有之所有金融資產。現時持作可供出售之股本投資將按公平值計入損益計量，原因為該等投資擬於可見未來持有，而本集團預期將應用選擇權以於損益內呈列公平值變動。

3.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

In September 2014, the HKICPA issued the final version of HKFRS 9, bringing together all phases of the financial instruments project to replace HKAS 39 and all previous versions of HKFRS 9. The standard introduces new requirements for classification and measurement, impairment and hedge accounting. The Group will adopt HKFRS 9 from 1 January 2018. The Group will not restate comparative information and will recognise any transition adjustments against the opening balance of equity at 1 January 2018. During 2017, the Group has performed a detailed assessment of the impact of the adoption of HKFRS 9. The expected impacts relate to the classification and measurement and the impairment requirements are summarised as follows:

(a) Classification and measurement

The Group does not expect that the adoption of HKFRS 9 will have a significant impact on the classification and measurement of its financial assets. It expects to continue measuring at fair value all financial assets currently held at fair value. Equity investments currently held as available for sale will be measured at fair value through profit or loss as the investments are intended to be held for the foreseeable future and the Group expects to apply the option to present fair value changes in profit or loss.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.3 已頒佈但尚未生效的香港財務報告準則(續)

(b) 減值

香港財務報告準則第9號規定，按攤銷成本列賬或按公平值計入其他全面收益之債務工具、租賃應收款項、貸款承擔及並無根據香港財務報告準則第9號按公平值計入損益之財務擔保合約須作減值，並將根據預期損失模型或按十二個月基準或存續期間基準入賬。本集團將採納簡化方式，並將根據於所有其貿易應收款項餘下年期內之所有現金差額現值估計之存續期間的預期信用損失入賬。此外，本集團將採用一般方法，並根據其他應收款項於未來十二個月內可能發生的違約事件估計十二個月預期信用損失。根據初步評估，倘本集團於二零一七年十二月三十一日採納新減值規定，則該日之減值虧損與根據香港會計準則第39號所確認數值並無重大差異。因此，預期不會對二零一八年一月一日之淨資產及保留溢利之期初結餘作出任何調整。

3.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)

(b) Impairment

HKFRS 9 requires an impairment on debt instruments recorded at amortised cost or at fair value through other comprehensive income, lease receivables, loan commitments and financial guarantee contracts that are not accounted for at fair value through profit or loss under HKFRS 9, to be recorded based on an expected credit loss model either on a twelve-month basis or a lifetime basis. The Group will apply the simplified approach and record lifetime expected losses that are estimated based on the present values of all cash shortfalls over the remaining life of all of its trade receivables. Furthermore, the Group will apply the general approach and record twelve-month expected credit losses that are estimated based on the possible default events on its other receivables within the next twelve months. Based on a preliminary assessment, if the Group were to adopt the new impairment requirement at 31 December 2017, accumulated impairment loss at that date would not be significantly different as compared with that recognised under HKAS 39. As a consequence, no adjustment is expected to be made to the opening balances of net assets and retained profits at 1 January 2018.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.3 已頒佈但尚未生效的香港財務報告準則(續)

香港財務報告準則第15號於二零一四年七月頒佈，建立新五步驟模型，以將來自客戶合約之收入列賬。根據香港財務報告準則第15號，收入按反映實體預期向客戶交付貨品或服務而有權換取之代價金額確認。香港財務報告準則第15號之原則為計量及確認收入提供更多條理之方法。該項準則亦引入大量定性及定量披露規定，包括分拆總收入、有關履約責任之資料、合約資產及負債賬目結餘於各期間之變動以及主要判斷及估計。該項準則將取代香港財務報告準則之所有現行收入確認規定。初始採納該項準則必須進行全面追溯採用，或經調節之追溯採用。於二零一六年六月，香港會計師公會頒佈香港財務報告準則第15號之修訂，以應對有關識別履約責任、委託人及代理人之應用指引及知識產權許可，以及過渡之實施問題。該等修訂亦旨在確保實體更貫徹一致地採納應用香港財務報告準則第15號，並減低應用該準則之成本及複雜程度。本集團將自二零一八年一月一日起採用香港財務報告準則第15號及計劃採用香港財務報告準則第15號之過渡性條文，通過調整保留溢利二零一八年一月一日期初結餘，確認初始採納之累計影響。此外，本集團計劃將新規定之應用局限於二零一八年一月一日尚未完成之合約。本集團預計，初始採納香港財務報告準則第15號時，須於二零一八年一月一日作出之過渡性調整將不會重大。截至二零一七年十二月三十一日止年度，本集團已對採納香港財務報告準則第15號之影響進行初步詳細評估。

3.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)

HKFRS 15, issued in July 2014, establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The standard will supersede all current revenue recognition requirements under HKFRSs. Either a full retrospective application or a modified retrospective adoption is required on the initial application of the standard. In June 2016, the HKICPA issued amendments to HKFRS 15 to address the implementation issues on identifying performance obligations, application guidance on principal versus agent and licences of intellectual property, and transition. The amendments are also intended to help ensure a more consistent application when entities adopt HKFRS 15 and decrease the cost and complexity of applying the standard. The Group will adopt HKFRS 15 from 1 January 2018 and plan to adopt the transitional provisions in HKFRS 15 to recognise the cumulative effect of initial adoption as an adjustment to the opening balance of retained earnings at 1 January 2018. In addition, the Group plans to apply the new requirements only to contracts that are not completed before 1 January 2018. The Group expects that the transitional adjustment to be made on 1 January 2018 upon initial adoption of HKFRS 15 will not be material. During the year ended 31 December 2017, the Group has performed a preliminary detailed assessment on the impact of the adoption of HKFRS 15.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.3 已頒佈但尚未生效的香港財務報告準則(續)

本集團之主要業務包括地基打樁及地盤勘查、物業及投資。採納香港財務報告準則第15號對本集團之預計影響概述如下：

(a) 地基打樁及地盤勘查

本集團來自地基打樁及地盤勘查的收益乃根據各建築工程個別合約之完工百分比確認，完工百分比的估計乃根據總預算成本中所產生之實際成本作出。管理層亦基於修訂訂單之合約金額及工程價值而估計相應之合約收益。本集團會考慮香港財務報告準則第15號中有關合約合併、修訂訂單產生的合約修訂、浮動代價及評估合約中是否存在重大融資組成部分的指引，尤其會考慮貨品及服務的控制權轉移至客戶的時間與相關款項的時間差異的原因。本集團的初步評估結果是履約責任隨時間而達成，故該等建築工程合約的收益應在本集團建造過程中隨時間確認。根據目前進行的評估，本集團預期經營業績及財務狀況將會不受到重大影響。

3.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)

The Group's principal activities consist of foundation piling and site investigation, property and investment. The expected impacts arising from the adoption of HKFRS 15 on the Group are summarised as follows:

(a) Foundation piling and site investigation

The Group's revenue from foundation piling and site investigation was recognised according to the percentage of completion of each individual contract of construction works, which was estimated based on actual costs incurred over the total budgeted costs. The corresponding contract revenue was also estimated by management based on contract sum and work values from variation orders. The Group considers HKFRS 15's guidance on contract combinations, contract modifications arising from variation orders, variable consideration, and the assessment of whether there is significant financing component in the contracts, particularly taking into account the reason for the difference in timing between the transfer of control of goods and services to customers and timing of related payments. The Group has preliminarily assessed that performance obligation is satisfied over time, therefore revenue from these construction contracts should be recognised over time during the course of construction by the Group. Based on the assessment undertaken so far, no significant impact is expected by the Group on its results of operation and financial position.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.3 已頒佈但尚未生效的香港財務報告準則(續)

(b) 物業發展

本集團的物業發展活動在中國及香港進行。考慮到合約條款，本集團的業務慣例以及中國及香港的法律及監管環境，本集團已評估其物業銷售合約將不符合隨時間確認收入的準則，因此物業銷售收入將繼續在某個時間點被確認。目前，本集團於向買方移交物業後確認物業銷售收入，當時物業擁有權的風險及回報已被視為時間點轉移給買方。本集團評估認為，根據新準則中的控制權轉移法，物業銷售收入一般將於法定轉讓完成時確認，在此時間點買方有能力指導使用財產，獲得該財產的所有其餘利益。這可能導致收入比現在遲確認。

(c) 呈報與披露

香港財務報告準則第15號之呈報與披露規定，較現行之香港會計準則第18號更加詳盡。該等呈報規定，要求對現有執行方式作出重大變更，將使本集團財務報表之披露內容大幅增加。香港財務報告準則第15號之披露規定，很多都是全新內容，本集團經評估後認為，部分披露規定將造成重大影響。本集團尤其預計，財務報表附註將會增加，因為需要披露決定合約交易價格之重大判斷，包括對可變因素之考慮、交易價格如何匹配履約義務，並須披露估算個別履約義務獨立售價時所作假設。此外，遵照香港財務報告準則第15號要求，本集團將把客戶合約收入細分不同類別，表明經濟因素如何影響收入之性質、金額、時間和不確定性。本集團亦將披露，各呈報分類所披露之細分收入和收入信息，彼此之間之關係。

3.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)

(b) Property development

The Group's property development activities are carried out in the PRC and Hong Kong only. Taking into account the contract terms, the Group's business practice and the legal and regulatory environment of the PRC and Hong Kong, the Group has assessed that its property sales contracts will not meet the criteria for recognising revenue over time and therefore revenue from property sales will continue to be recognised at a point in time. Currently the Group recognises revenue from property sales upon handover of the property to buyer, which is taken to be the point in time when the risks and rewards of ownership of the property have been transferred to the buyer. The Group has assessed that under the transfer-of-control approach in the new standard revenue from property sales will generally be recognised when the legal assignment is completed, which is the point in time when the buyer has the ability to direct the use of the property and obtain substantially all of the remaining benefits of the property. This may result in revenue being recognised later than at present.

(c) Presentation and disclosure

The presentation and disclosure requirements in HKFRS 15 are more detailed than those under the current HKAS 18. The presentation requirements represent a significant change from current practice and will significantly increase the volume of disclosures required in the Group's financial statements. Many of the disclosure requirements in HKFRS 15 are new and the Group has assessed that the impact of some of these disclosure requirements will be significant. In particular, the Group expects that the notes to the financial statements will be expanded because of the disclosure of significant judgements made on determining the transaction prices of those contracts that include variable consideration, how the transaction prices have been allocated to the performance obligations, and the assumptions made to estimate the stand-alone selling price of each performance obligation. In addition, as required by HKFRS 15, the Group will disaggregate revenue recognised from contracts with customers into categories that depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors. It will also disclose information about the relationship between the disclosure of disaggregated revenue and revenue information disclosed for each reportable segment.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.3 已頒佈但尚未生效的香港財務報告準則(續)

香港財務報告準則第16號於二零一六年五月頒佈，取代香港會計準則第17號「租賃」、香港(國際財務報告詮釋委員會)－詮釋第4號「釐定安排是否包括租賃」、香港(準則詮釋委員會)－詮釋第15號「經營租賃－優惠」及香港(準則詮釋委員會)－詮釋第27號「評估涉及租賃法律形式交易之內容」。該準則載列確認、計量、呈列及披露租賃之原則，並要求承租人就大多數租賃確認資產及負債。該準則包括給予承租人兩項確認豁免－低價值資產租賃及短期租賃。於租賃開始日期，承租人將確認於租賃期作出租賃付款為負債(即租賃負債)及代表可使用相關資產之權利為資產(即有使用權資產)。除非有使用權資產符合香港會計準則第40號投資物業之定義或與應用重估模型之物業、機器及設備類別有關，否則有使用權資產其後按成本減累計折舊及任何減值虧損計量。租賃負債其後會就反映租賃負債利息而增加及因租賃付款而減少。承租人將須分別確認租賃負債之利息開支及有使用權資產之折舊開支。承租人亦須於若干事件發生時重新計量租賃負債，例如租賃期變更及用於釐定該等付款之一項指數或比率變更而引致未來租賃付款變更。承租人一般將重新計量租賃負債之數額確認為有使用權資產之調整。香港財務報告準則第16號大致沿用香港會計準則第17號內出租人之會計處理方式。出租人將繼續使用與香港會計準則第17號相同之分類原則對所有租賃進行分類，並將之分為經營租賃及融資租賃。香港財務報告準則第16號要求承租人及出租人較根據香港會計準則第17號作出更多披露。承租人可選擇以全面追溯或經修改追溯方法應用該準則。本集團預期自二零一九年一月一日起採納香港財務報告準則第16號。本集團現正評估採納香港財務報告準則第16號後之影響，且正考慮會否選擇利用現有可行權益方式，以及將會採用之過渡方法及寬免。如財務報表附註38(b)所披露，於二零一七年十二月三十一日，本集團於不可撤銷經營租賃項下之未來最低租賃付款總額約為42,564,000港元。採納香港財務報告準則第16號後，當中所列若干金額或需確認為新有使用權資產及租賃負債。然而，本集團需作進一步分析，以確定將予確認之新有使用權資產及租賃負債金額，包括但不限於涉及低價值資產租賃及短期租賃之金額、所選其他可行權宜方法及寬免以及採用該準則日期前訂立之新租約。

3.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)

HKFRS 16, issued in May 2016, replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases - Incentives and* HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two recognition exemptions for lessees – leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in HKAS 40, or relates to a class of property, plant and equipment to which the revaluation model is applied. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under HKFRS 16 is substantially unchanged from the accounting under HKAS 17. Lessors will continue to classify all leases using the same classification principle as in HKAS 17 and distinguish between operating leases and finance leases. HKFRS 16 requires lessees and lessors to make more extensive disclosures than under HKAS 17. Lessees can choose to apply the standard using either a full retrospective or a modified retrospective approach. The Group expects to adopt HKFRS 16 from 1 January 2019. The Group is currently assessing the impact of HKFRS 16 upon adoption and is considering whether it will choose to take advantage of the practical expedients available and which transition approach and reliefs will be adopted. As disclosed in note 38(b) to the financial statements, at 31 December 2017, the Group had future minimum lease payments under non-cancellable operating leases in aggregate of approximately HK\$42,564,000. Upon adoption of HKFRS 16, certain amounts included therein may need to be recognised as new right-of-use assets and lease liabilities. Further analysis, however, will be needed to determine the amount of new rights of use assets and lease liabilities to be recognised, including, but not limited to, any amounts relating to leases of low-value assets and short term leases, other practical expedients and reliefs chosen, and new leases entered into before the date of adoption.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要

於聯營公司的投資

聯營公司乃本集團於其股本投票權擁有一般不少於20%之長期權益及可對其行使重大影響力之實體，惟並非附屬公司。重大影響力指參與被投資方財政及經營決策的權力，但非控制或聯合控制該等政策。

本集團於聯營公司的權益乃以權益會計法，按本集團分佔資產淨值減任何減值虧損，在綜合財務狀況表列賬。

本集團應佔聯營公司收購後業績及其他全面收益分別於本集團綜合損益及其他全面收益內列賬。此外，倘直接於聯營公司的權益確認一項變動，則本集團會視乎情況於綜合權益變動表確認應佔任何變動。本集團與其聯營公司進行交易所產生的未變現收益及虧損均予以對銷，並以本集團於聯營公司的權益為限，惟倘有證據顯示未變現虧損是由於所轉讓資產出現減值所致除外。

若本集團失去對聯營公司的重大影響力，會按公平值計量及確認留存投資。失去對聯營公司的重大影響力時聯營公司的賬面值與留存投資公平值加出售所得款項之間的差額於損益確認。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investments in associates

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise 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.

The Group's interests in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

The Group's share of the post-acquisition results and other comprehensive income of associates is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the assets transferred.

Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

公平值計量

本集團於各呈報期結算日按公平值計量之投資物業、按公平值計入損益之金融資產及衍生金融工具。公平值指於計量日市場參與者之間的有序交易中，就出售資產所收取之價格或轉讓負債所支付之價格。計量公平值時假設出售資產或轉讓負債之交易於資產或負債的主要市場或(在未有主要市場的情況下)最有利市場進行。主要或最有利市場須為本集團能參與的市場。假設市場參與者基於最佳經濟利益行事，資產或負債的公平值使用市場參與者為資產或負債定價所用假設計量。

非金融資產之公平值計量會計及市場參與者將資產用於最高增值及最佳用途或售予會將資產用於最高增值及最佳用途之另一名市場參與者而創造經濟利益的能力。

本集團針對不同情況使用不同估值方法，確保有足夠數據計量公平值，並盡量利用相關可觀察數據，減少使用不可觀察數據。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Fair value measurement

The Group measures its investment properties, financial asset at fair value through profit or loss and derivative financial instrument at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

公平值計量(續)

公平值於財務報表計量或披露之所有資產及負債，均基於對計量公平值整體而言屬重要之最低層輸入數據按下述公平值層級分類：

- 第一層— 按同等資產或負債於活躍市場之報價(未經調整)
- 第二層— 按公平值計量而言屬重大的可觀察(直接或間接)最低級別輸入數據的估值方法
- 第三層— 按公平值計量而言屬重大的不可觀察最低級別輸入數據的估值方法

就按經常性基準於財務報表確認之資產及負債而言，本集團透過於各報告期末重新評估分類(根據對計量公平值整體而言屬重要的最低層輸入數據)，釐定公平值層級之間是否出現轉移。

非金融資產減值

當有跡象顯示出現減值，或須就資產(投資物業、發展中物業、持有供銷售之物業、存貨、建築合約資產、金融資產及分類為待出售之出售組別除外)進行年度減值測試時，則資產之可收回金額為資產使用價值與其公平值減出售成本兩者中之較高者，並就個別資產釐定，除非有關資產並無產生大致獨立於其他資產或資產類別之現金流入。在此情況下，可收回金額乃就資產所屬現金產生單位釐定。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)

Fair value measurement (Cont'd)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

When an indication of impairment exists, or when annual impairment testing for an asset is required (other than investment properties, properties under development, properties held for sale, inventories, construction contract assets, financial assets and disposal groups classified as held for sale), the asset's recoverable amount is calculated as the higher of the asset's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

非金融資產減值(續)

減值虧損僅於資產賬面值超逾可收回金額時確認。評估使用價值時，估計未來現金流量按可反映現時市場評估之貨幣時間價值及資產特定風險之稅前貼現率貼現至現值。減值虧損於產生期間自損益表中與減值資產功能相符之該等開支類別扣除。

資產乃於各報告期結束時進行評估，以決定有否跡象顯示先前已確認之減值虧損是否不再存在或已減少。倘出現該等跡象，會對可收回金額作出估計。先前確認之資產減值虧損(商譽除外)僅會於用以釐定該資產可收回金額之估計改變時撥回，惟撥回後之數額不得高於假設過往年度並無就資產確認減值虧損而應釐定之賬面值(扣除任何折舊/攤銷)。減值虧損之撥回於產生期間計入損益表內。

關連人士

在下列情況下，任何一方則被視為本集團之關連人士：

- (a) 該方為一名人士或該人士之家屬且該人士
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司之主要管理人員其中一名成員；

或

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Impairment of non-financial assets (Cont'd)

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises.

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

關連人士(續)

- (b) 該方為符合下列任何一項條件之實體：
- (i) 該實體與本集團屬同一集團之成員公司；
 - (ii) 一實體為另一實體(或另一實體之母公司、附屬公司或同系附屬公司)之聯營公司或合營企業；
 - (iii) 該實體與本集團為同一第三方之合營企業；
 - (iv) 一實體為第三方實體之合營企業及另一實體為第三方實體之聯營公司；
 - (v) 該實體為本集團或一家與本集團有關連之實體就僱員的福利而設的僱用後福利計劃；
 - (vi) 該實體受(a)所指人士控制或共同控制；
 - (vii) (a)(i)所指人士對實體有重大影響或屬該實體(或該實體母公司)主要管理人員的其中一名成員；及
 - (viii) 該實體或該實體所屬集團之任何成員公司為本集團或本集團之母公司提供主要管理人員服務。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)

Related parties (Cont'd)

- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (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); and
 - (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.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

物業、機器及設備以及折舊

物業、機器及設備按成本減累計折舊及任何減值虧損列賬。如有關「待出售之非流動資產及出售組別」之會計政策內所進一步詳述，物業、機器及設備在被分類為待出售時或屬分類為待出售之出售組別之一部分時，則不予折舊，並按香港財務報告準則第5號入賬。物業、機器及設備項目之成本包括其購買價及將資產達致運作狀況及地點以作擬定用途之任何直接應佔費用。

物業、機器及設備項目啟用後所涉及之支出，例如維修保養，一般於其出現之期間自損益表中扣除。滿足確認條件的重大檢修支出將撥充資本計入資產賬面值或作為重置處理。物業、機器及設備的重要部分需按階段重置，本集團將有關部分確認為個別資產，擁有特定可使用年期，並對其作相應折舊。

本集團經常進行估值以確保重估資產之公平值與其賬面值不會有重大差異。物業、廠房及設備之價值變動作資產重估儲備變動處理。如按個別資產基準，此儲備之總數不足以彌補虧絀，則超逾虧絀之數額在損益表扣除。其後任何重估盈餘計入損益表，惟以過往扣除之虧絀為限。基於資產經重估賬面值之折舊與基於該項資產原來成本之折舊之差額部分，每年會由資產重估儲備轉撥至保留溢利。出售一項重估資產時，於以往估值實現之資產重估儲備之有關部分乃轉入保留溢利，作為儲備之變動處理。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with HKFRS 5, as further explained in the accounting policy for "Non-current assets and disposal groups held for sale". The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the assets to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Valuations are performed frequently enough to ensure that the fair value of a revalued asset does not differ materially from its carrying amount. Changes in the values of property, plant and equipment are dealt with as movements in the asset revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on an individual asset basis, the excess of the deficit is charged to the statement of profit or loss. Any subsequent revaluation surplus is credited to the statement of profit or loss to the extent of the deficit previously charged. An annual transfer from the asset revaluation reserve to retained profits is made for the difference between the depreciation based on the revalued carrying amount of an asset and the depreciation based on the asset's original cost. On disposal of a revalued asset, the relevant portion of the asset revaluation reserve realised in respect of previous valuations is transferred to retained profits as a movement in reserves.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

物業、機器及設備以及折舊(續)

折舊乃按每項物業、機器及設備之估計可使用年期以直線基準撇銷成本計算。計算折舊之主要年率如下：

列為融資租約的	
租賃土地	租期
樓宇	5%
設備及機器	10% - 33 $\frac{1}{3}$ %
傢俬及裝置	20%
汽車	20%
遊艇	10%
租賃物業裝修	10% - 33 $\frac{1}{3}$ %

當物業、機器及設備項目部分之可使用年期不同時，該項目之成本按合理基準在各部分間分配，而各部分將單獨計提折舊。

剩餘價值、可使用年期及折舊法均於每個財政年度結束時進行檢討，並作出適當調整。

物業、機器及設備項目(包括初步確認的任何重大部分)乃於出售後或當預期使用或出售將不會產生未來經濟利益時不再確認。於資產不再確認年度之損益表內確認之任何出售或報廢收益或虧損為出售所得款項淨額與有關資產之賬面值之差額。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)

Property, plant and equipment and depreciation (Cont'd)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Leasehold land	
under finance leases	Over the lease terms
Buildings	5%
Equipment and machinery	10% - 33 $\frac{1}{3}$ %
Furniture and fixtures	20%
Motor vehicles	20%
Motor yacht	10%
Leasehold improvements	10% - 33 $\frac{1}{3}$ %

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately.

Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

投資物業

投資物業指為賺取租金收入及／或資本增值(而非作為生產或提供貨品或服務或行政管理用途)或為於日常業務過程中銷售而持有之土地及樓宇權益(包括就原應符合投資物業定義之物業根據經營租賃而持有之租賃權益)。該等物業最初按成本(包括交易成本)計算。於首次確認後，投資物業按反映報告期末之市況之公平值列賬。

投資物業公平值變動產生之收益或虧損於產生年度計入損益表內。

報廢或出售投資物業產生之任何收益或虧損於報廢或出售年度在損益表內確認。

倘一項本集團佔用作擁有人佔有物業之物業成為投資物業，則本集團根據截至用途變動日期之「物業、廠房及設備以及折舊」所述政策列賬該項物業，而當日物業賬面值與公平值之間的任何差額則根據上文「物業、廠房及設備以及折舊」所述政策入賬列為重估。就將存貨轉撥至投資物業而言，該物業於當日的公平值與過往賬面值之間的任何差額於損益表中確認。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Investment properties

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment and depreciation" up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with the policy stated under "Property, plant and equipment and depreciation" above. For a transfer from inventories to investment properties, any difference between the fair value of the property at that date and its previous carrying amount is recognised in the statement of profit or loss.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

待出售之非流動資產及出售組別

倘非流動資產及出售組別的賬面值主要透過銷售交易而非持續使用收回，則分類為待出售。在此情況下，資產或出售組別須可按現狀實時出售，惟須符合出售該等資產或出售組別的慣常條款及出售須具十分把握。分類為出售組別的附屬公司所有資產及負債重新分類為待出售，而不論出售後本集團有否保留所持前附屬公司的非控股權益。

分類為待出售的非流動資產及出售組別(投資物業及金融資產除外)按賬面值與公平值減銷售成本之較低者計量。分類為待出售的物業、廠房及設備與無形資產不予折舊或攤銷。

發展中物業

發展中物業乃指在發展完成後作為日常業務用途之物業並列入流動資產內，以成本值及估計可變現淨值兩者之較低值入賬。

發展中物業之成本包括土地成本、建築成本、專業費用、根據本集團之會計政策而撥充成本之借貸成本及於發展期間直接產生之其他支出。可變現淨值為估計售價(基於現行市況)減估計竣工成本及銷售物業將產生的成本。

於建築完成時，該物業轉為持有供銷售之物業。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)*Non-current assets and disposal groups held for sale*

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sales transaction rather than through continuing use. For this to be the case, the asset or disposal group must be available for immediate sale in its present condition subject only to terms that are usual and customary for the sale of such assets or disposal groups and its sale must be highly probable. All assets and liabilities of a subsidiary classified as a disposal group are reclassified as held for sale regardless of whether the Group retains a non-controlling interest in its former subsidiary after the sale.

Non-current assets and disposal groups (other than investment properties and financial assets) classified as held for sale are measured at the lower of their carrying amounts and fair values less costs to sell. Property, plant and equipment and intangible assets classified as held for sale are not depreciated or amortised.

Properties under development

Properties under development which are developed in the ordinary course of business are included in current assets at the lower of cost and net realisable value.

The cost of properties under development comprises land cost, construction costs, professional fees, borrowing costs capitalised according to the Group's policy and other directly attributable expenses incurred during the development period. Net realisable value represents the estimated selling price, based on prevailing market conditions, less estimated costs of completion and costs to be incurred in selling the property.

On completion of construction, the properties are transferred to properties held for sale.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

持有供銷售之物業

持有供銷售之物業乃以成本及可變現淨值兩者中之較低者列入財務狀況表。成本包括土地成本、於發展期間撥充資本之利息及有關物業發展之其他直接成本。可變現淨值乃參考個別物業當時之市價減直至完成為止之所有成本(如適用)及推銷及銷售之成本計算。

租賃

凡將資產擁有權(法定業權除外)之絕大部分回報與風險轉由本集團承受之租約均列為融資租約。於訂立融資租約時，租賃資產之成本按最低租約付款之現值撥充資本，並連同承擔(利息部分除外)入賬，以反映購入及融資情況。根據撥充資本之融資租約持有之資產均列入物業、機器及設備內，並於資產之估計可使用年期內折舊。該等租約之融資成本乃於損益表中扣除，以便於租期內按固定比率扣除。

由出租者承受資產擁有權之絕大部分回報與風險之租約均列為經營租約。倘本集團為出租人，本集團根據經營租約所租賃之資產乃計入非流動資產，根據經營租約而應收之租金，乃於租期內以直線法計入損益表。

倘本集團乃承租人，經營租約之租金均按照租期以直線法自損益表扣除。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Properties held for sale

Properties held for sale are stated in the statement of financial position at the lower of cost and net realisable value. Cost includes the cost of land, interest capitalised during the period of development and other direct costs attributable to the development of the properties. Net realisable value is determined by reference to the prevailing market prices on an individual property basis, less all costs to completion, if applicable, and costs of marketing and selling.

Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the estimated useful lives of the assets. The finance costs of such leases are charged to the statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms.

Where the Group is the lessee, rentals payable under operating leases are charged to the statement of profit or loss on the straight-line basis over the lease terms.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

投資及其他金融資產

初步確認及計量

金融資產於初始確認時劃分為按公平值計入損益之金融資產、貸款及應收款項及可供出售金融投資，或歸入被指定為有效對沖工具的衍生工具(如適用)。金融資產進行初始確認時以公平值另加交易費用(直接歸屬於收購金融資產)計量，惟按公平值計入損益金融資產除外。

正常情況下買入及出售之金融資產於交易日確認，即本集團承諾購入或出售該資產之日期。正常情況下買入或出售金融資產須按規例或市場慣例一般設定之期間內交付資產。

其後計量

金融資產按分類所進行之其後計量如下：

按公平值計入損益之金融資產

按公平值計入損益之金融資產包括持作買賣的金融資產及初始認定時按公平值計入損益之金融資產。倘金融資產乃為於短期內出售而購入，則分類為持做買賣。衍生工具把包括獨立的嵌入式衍生工具亦被分類為持作買賣，除非彼等被指定為有效的對沖工具(定義見香港會計準則第39號)。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial investments, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purposes of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by HKAS 39.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

投資及其他金融資產(續)

其後計量(續)

按公平值計入損益之金融資產(續)

按公平值計入損益之金融資產於財務狀況表按公平值列賬，而其公平淨值變動則損益表列賬。此等公平淨值變動不包括該等金融資產所賺取之任何股息，此等股息乃按照下文主要會計政策中的「收益確認」原則確認。

於初步確認時指定為按公平值計入損益之金融資產在初步確認日期且僅在符合香港會計準則第39號項下標準時指定。

倘主合約之嵌入式衍生工具之經濟特性及風險並非與主合約密切相關及主合約並非持作交易用途或指定按公平值於損益表列賬，主合約之嵌入式衍生工具乃入賬列作獨立衍生工具並按公平值入賬。該等嵌入式衍生工具乃按公平值計量，而公平值之變動於損益表確認。倘合約條款有所變動而導致合約項下所須現金流量有重大修改，或金融資產自按公平值計入損益類別重新分類，方會進行重新評估。

貸款及應收款項

貸款及應收款項乃固定或可釐定付款金額而在活躍市場中並無報價之非衍生金融資產。於初步確認後，該等資產隨後以實際利率法按攤銷成本減任何減值撥備入賬。計算攤銷成本時，應考慮收購時產生之任何折讓或溢價，且包括屬實際利率主要部分的費用或成本。實際利率攤銷於損益表內的其他收入及收益列賬。減值產生的虧損在損益表之其他開支內確認。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Investments and other financial assets (Cont'd)

Subsequent measurement (Cont'd)

Financial assets at fair value through profit or loss (Cont'd)

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss. These net fair value changes do not include any dividends on these financial assets, which are recognised in accordance with the policies set out for "Revenue recognition" below.

Financial assets designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated as at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income and gains in the statement of profit or loss. The loss arising from impairment is recognised in the statement of profit or loss in other expenses.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

投資及其他金融資產(續)

其後計量(續)

可供出售金融投資

可供出售金融投資指非上市股本投資中的非衍生金融資產。既非持作買賣，亦非指定為按公平值計入損益的股本投資分類為可供出售。

初始確認後，可供出售金融投資以公平值作後續計量，未變現盈虧於其他全面收益確認為可供出售投資重估儲備，直至終止確認投資(累計收益或虧損於損益表確認為其他收入)或釐定投資已減值(累計收益或虧損自可供出售投資重估儲備重新分類至損益表的其他收益或虧損)為止。持有可供出售金融投資所賺取的利息及股息分別於損益表呈報為利息收入及股息收入，根據下文主要會計政策中的「收益確認」原則於損益表確認為其他收入。

當非上市股本投資的公平值由於(a)公平值合理估計範圍的變化對該投資而言屬重大或(b)上述範圍內各種預計的機率難以合理評估並用於估計公平值而無法可靠計量時，該等投資以成本減任何減值虧損列賬。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)

Investments and other financial assets (Cont'd)

Subsequent measurement (Cont'd)

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in unlisted equity investments. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the statement of profit or loss in other income, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to the statement of profit or loss in other gains or losses. Interest and dividends earned whilst holding the available-for-sale financial investments are reported as interest income and dividend income, respectively and are recognised in the statement of profit or loss as other income in accordance with the policies set out for "Revenue recognition" below.

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

投資及其他金融資產(續)

其後計量(續)

可供出售金融投資(續)

本集團會對近期出售可供出售金融資產之能力及意向是否仍然合適進行評估。當市場不活躍而無法出售該等金融資產時，本集團在極特殊情況下會重新分類該等金融資產(倘本集團管理層有意向及能力在可見將來持有該等資產或持有至到期)。

倘金融資產從可供出售類別重新劃分為其他類別，則重新分類當日的公平面值為其新攤銷成本，之前於權益確認的該資產的收益或虧損採用實際利率法按剩餘投資年期在損益攤銷。新攤銷成本與到期金額的差額亦採用實際利率法於資產剩餘年內攤銷。倘資產其後釐定為已減值，則計入權益的金額重新分類至損益表。

金融資產減值

本集團於各結算日評估是否有客觀跡象表明一項金融資產或一組金融資產減值。倘在其初始確認後發生一個或多個事件致使某項金融資產或一組金融資產的預計未來現金流量受影響，並且該影響金額可以可靠預測時，則會出現減值。減值跡象包括債務人出現重大財政困難，違約或拖欠利息或本金支付，有面臨破產之可能或進行其他財務重組以及有公開資料表明其預計未來現金流量確已減少且可靠計量，如債務人支付能力或所處經濟環境逐步惡化。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Investments and other financial assets (Cont'd)

Subsequent measurement (Cont'd)

Available-for-sale financial investments (Cont'd)

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the statement of profit or loss.

Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

金融資產減值(續)

按攤銷成本列賬之金融資產

就按攤銷成本列賬之金融資產而言，本集團首先獨立評估個別重大之金融資產有否客觀減值跡象，或共同評估非個別重大之金融資產有否客觀減值跡象。倘本集團釐定個別已評估金融資產為並無客觀減值跡象，則有關資產不論是否重大，均會計入一組有相似信貸風險特徵之金融資產，共同作減值評估。對於個別作減值評估之資產，倘其減值虧損會或會持續確認，則不會計入共同減值評估。

任何已識別之減值虧損金額按該資產之賬面值與估計未來現金流量(不包括尚未發生之未來貸方虧損)之現值兩者之差額計算。估計未來現金流量之現值按該金融資產之原實際利率(即初始確認時使用之實際利率)折現。

資產賬面值會透過撥備賬扣減，虧損則於損益表確認。為計算減值虧損，利息收入會繼續以減少之賬面值並按用以貼現未來現金流量之利率累計。如貸款及應收款預期不大可能收回及所有抵押品已變現或已轉讓至本集團，則會撇銷該等貸款及應收款連同任何相關撥備。

倘在其後期間，由於減值確認後發生之事件，估計減值虧損金額增加或減少，過往確認之減值虧損會因調整撥備賬而增加或減少。倘撇銷之款項可收回，則收回之款項會計入損益表中。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)*Impairment of financial assets (Cont'd)*

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the statement of profit or loss. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to the statement of profit or loss.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

金融資產減值(續)

可供出售金融投資

對於可供出售金融投資，本集團於各呈報期末評估有否客觀證據顯示一項或一組投資出現減值。

倘可供出售資產已減值，其成本(已扣除任何本金付款及攤銷)與當時公平值的差額，減去以往已於損益表確認的減值虧損，從其他全面收益轉入損益表確認。

對於分類為可供出售的股權投資，相關客觀證據包括投資的公平值顯著或持續跌至低於成本。「顯著」乃根據投資的原始成本評定，而「持續」乃根據公平值低於初始成本之期間確定。倘有減值證據，則累計虧損(按收購成本與當時公平值之差額，扣除以往於損益表確認的投資減值虧損計算)從其他全面收益轉入損益表確認。歸類為可供出售股權投資的減值虧損不得透過損益表撥回，減值確認後公平值的增加直接於其他全面收益確認。

「顯著」或「持續」之定義需要判斷。在作出此判斷時，本集團評估(其中包括因素)某項投資之公平值低於其成本之持續時間或數額。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Impairment of financial assets (Cont'd)

Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the statement of profit or loss, is removed from other comprehensive income and recognised in the statement of profit or loss.

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the statement of profit or loss – is removed from other comprehensive income and recognised in the statement of profit or loss. Impairment losses on equity instruments classified as available for sale are not reversed through the statement of profit or loss. Increases in their fair value after impairment are recognised directly in other comprehensive income.

The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

不再確認金融資產

金融資產(或(倘適用)一項金融資產之一部分或一組同類金融資產之一部分)在下列情況將不再確認(即自本集團綜合財務狀況表移除):

- 收取該項資產所得現金流量之權利經已屆滿; 或
- 本集團已轉讓其收取該項資產所得現金流量之權利, 或須根據一項「通過」安排, 在未有嚴重延緩的情況下, 承擔全數支付收取現金流量的責任, 並(a)已轉讓該項資產之絕大部分風險及回報; 或(b)並無轉讓或保留該項資產絕大部分風險及回報, 但已轉讓該項資產之控制權。

本集團凡轉讓其收取該項資產所得現金流量之權利或已達成通過安排, 其評估是否已保留該項資產所有權之風險及回報及其程度。倘並無轉讓或保留該項資產之絕大部分風險及回報, 並且無轉讓該項資產之控制權, 則本集團繼續確認已轉讓資產, 條件為本集團須持續涉及該項資產。在此情況下, 本集團亦確認一項聯營負債。轉讓資產的聯營負債乃以反映本集團保留的權利及責任的基準計量。

持續涉及以擔保形式之轉讓資產, 乃以該項資產之原賬面值及本集團可能需要支付之最高代價金額兩者之較低者計量。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)*Derecognition of financial assets*

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

金融負債

初始確認及計量

金融負債於初始確認時分類為按公平值計入損益之金融負債、貸款及借貸，或指定於有效對沖中作為對沖工具之衍生工具(視情況而定)。

所有金融負債初始按公平值確認，倘為貸款及借貸，則扣除直接應佔交易成本。

本集團之金融負債包括應付貿易賬款及應付保固金、其他應付款項、付息銀行借貸及有擔保票據。

其後計量

金融負債按其分類之其後計量如下：

貸款及借貸

於初始確認後，付息貸款及借貸其後會以實際利率法按攤銷成本計量，惟倘貼現效果並不重大，則會按成本列賬。當負債被剔除確認及已透過實際利率攤銷時，收益及虧損會於損益表中確認。

攤銷成本之計算已計及任何收購折讓或溢價，以及屬於實際利率組成部分之費用或成本。實際利率攤銷會計入損益表之融資成本內。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Group's financial liabilities include trade and retention payables, other payables, interest-bearing bank borrowings and guaranteed notes.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

金融負債(續)

其後計量(續)

財務擔保合約

本集團作出之財務擔保合約即要求發行人作出特定付款以償付持有人因特定債務人未能根據債務工具之條款償還到期款項而招致損失之合約。財務擔保合約初步按其公平值確認為一項負債，並就作出該擔保直接產生之交易成本作出調整。於初步確認後，本集團按(i)報告期末之現有責任所須開支之最佳估計金額；及(ii)初步確認之金額減(如適用)累計攤銷(以較高者為準)計量財務擔保合約。

不再確認金融負債

當負債項下之責任獲解除或取消或屆滿時，會剔除確認金融負債。

倘現有金融負債被來自同一借款人但條款極不相同之另一項負債所取代，或對現有負債之條款進行大幅修改，上述更替或修訂將被視作剔除確認原有負債及確認新負債，而有關賬面值之差額將在損益表確認。

抵銷金融工具

在有現有可強制執行之合法權利抵銷確認金額及有意按淨額基準結算，或計劃同時變現資產及償還負債之情況下，金融資產及金融負債方可抵銷，淨額會呈報在財務狀況表內。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)

Financial liabilities (Cont'd)

Subsequent measurement (Cont'd)

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

衍生金融工具

初步確認及其後計量

本集團利用衍生金融工具(例如遠期貨幣合約及利率掉期交易)分別對沖其外匯風險及利率風險。該等衍生金融工具初步以訂立衍生工具之日的公平值確認，並隨後以公平值再計算。倘公平值為正數，衍生工具以資產入賬，而公平值倘為負數，則以負債入賬。

衍生工具之公平值變動所產生之任何盈虧乃直接計入損益表，惟現金流對沖之實際部分則於其他全面收益確認，並後當對沖項目影響損益時重新分類至損益。

流動與非流動分類對比

並無指定為有效對沖工具之衍生工具分類為流動或非流動或根據對事實及情況之評估(即相關合約現金流量)分開為流動及非流動部分。

- 倘本集團預期將持有衍生工具作為經濟對沖(而並無應用對沖會計處理方法)至超過報告期末後十二個月期間，該衍生工具乃與相關項目之分類一致分類為非流動(或分開為流動及非流動部分)。
- 與主合約並非密切聯繫之嵌入式衍生工具乃與主合約之現金流量一致分類。
- 指定為及為有效對沖工具之衍生工具乃與相關對沖項目之分類一致分類。衍生工具僅於能可靠作出分配的情況下，才可分開為流動部分及非流動部分。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Derivative financial instruments

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risk and interest rate risk, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the statement of profit or loss, except for the effective portion of cash flow hedges, which is recognised in other comprehensive income and later reclassified to profit or loss when the hedged item affects profit or loss.

Current versus non-current classification

Derivative instruments that are not designated as effective hedging instruments are classified as current or non-current or separated into current and non-current portions based on an assessment of the facts and circumstances (i.e., the underlying contracted cash flows).

- Where the Group expects to hold a derivative as an economic hedge (and does not apply hedge accounting) for a period beyond 12 months after the end of the reporting period, the derivative is classified as non-current (or separated into current and non-current portions) consistently with the classification of the underlying item.
- Embedded derivatives that are not closely related to the host contract are classified consistently with the cash flows of the host contract.
- Derivative instruments that are designated as, and are effective hedging instruments, are classified consistently with the classification of the underlying hedged item. The derivative instruments are separated into current portions and non-current portions only if a reliable allocation can be made.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

存貨

存貨在適當扣除陳舊或滯銷貨品後按成本(以先入先出法計算)與可變現淨值兩者中之較低者列賬。可變現淨值乃估計售價減估計直至製成及出售止所需一切成本後之數額。

建築合約

合約收益包括已協議之合約數額及由修訂訂單、索償及獎金所得之適當數額。合約成本包括直接材料、分包成本、直接勞工成本及合適比例之可變及固定建築成本。

固定價格建築合約之收益按完成百分比予以確認，並參考於該日已產生之成本佔有關合約之估計總成本之比例計算。

成本加建築合約之收益按完成之百分比予以確認，並參考於該段期間產生之可收回成本及賺取之有關費用，以截至該日已產生之成本佔有關合約之估計總成本之比例計算。

若管理層預見未來會產生虧損，則會於預見該等虧損時作出撥備。

若已產生之合約成本加已確認溢利減已確認虧損超過進度付款，該盈餘視作為客戶有關合約工程之欠款。

若進度付款超過截至該日之合約成本加已確認溢利減已確認虧損，該盈餘視作為欠客戶有關合約工程之款項。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)**Inventories**

Inventories are stated at the lower of cost, on the first-in, first-out basis, and net realisable value after making due allowance for any obsolete or slow-moving items. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Construction contracts

Contract revenue comprises the agreed contract amount and appropriate amounts from variation orders, claims and incentive payments. Contract costs incurred comprise direct materials, the costs of subcontracting, direct labour and an appropriate proportion of variable and fixed construction overheads.

Revenue from fixed price construction contracts is recognised using the percentage of completion method, measured by reference to the proportion of costs incurred to date to the estimated total cost of the relevant contract.

Revenue from cost plus construction contracts is recognised using the percentage of completion method, by reference to the recoverable costs incurred during the period plus the related fees earned, measured by the proportion of costs incurred to date to the estimated total cost of the relevant contract.

Provision is made for foreseeable losses as soon as they are anticipated by management.

Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is treated as an amount due from a contract customer.

Where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is treated as an amount due to a contract customer.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

現金及等同現金項目

就綜合現金流量表而言，現金及等同現金項目包括手上現金及活期存款，以及可於收購之日起計之短到期日(一般為三個月內)即時轉換為確實數額現金及面對不重大之價值變動風險之短期高度流動投資項目，扣除須於要求時償還並為本集團之現金管理之完整部分之銀行透支。

就綜合財務狀況表而言，現金及銀行結存包括用途不受限制之手頭及銀行現金，包括定期存款。

撥備

倘目前之某些責任(包括法定或推定)是由於一些過去已發生之事件所致，而且可能於未來有資源需要流出用作清還該責任，同時有關之金額能得到可靠估計，則會確認撥備。

當折讓效應重大時，就撥備而確認之金額為於報告期末預計需用作清還該責任之未來支出之現值。隨着時間而增加之現值之經折讓金額計入損益表之融資成本內。

所得稅

所得稅包括當前所得稅和遞延所得稅。與並非於損益表確認之項目有關之所得稅於其他全面收益或直接於權益中確認。

當前稅項資產及負債以預期可予收回或支付予稅務機關之金額計算，計算之基準為於報告期末前已經生效或實際上已生效之稅率(及稅務法例)，亦考慮本集團經營所在國家現行之詮釋及慣例。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and bank balances comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside statement of profit or loss is recognised, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

所得稅(續)

遞延稅項使用負債法就報告期末資產及負債之稅基與其作財務申報用途之賬面值之間產生之一切暫時性差異作出撥備。

遞延稅項負債乃就所有應課稅暫時性差異予以確認，惟以下情況除外：

- 於進行某項不屬於業務合併之交易時因初步確認資產或負債且無對會計溢利或應課稅溢利或虧損構成影響而產生之遞延稅項負債；及
- 就與於附屬公司之投資及於聯營公司之權益相關之應課稅暫時性差異而言，惟倘撥回暫時性差異的時間可予控制，且暫時性差異可能不會於可見將來撥回則作別論。

遞延稅項資產按所有可抵扣暫時性差異、未動用稅收抵免及未動用稅項虧損之結轉確認。遞延稅項資產之確認惟以將未來應課稅溢利用作抵銷可抵扣暫時性差異、可動用之未動用稅收抵免及未動用稅項虧損之結轉為限，惟以下情況除外：

- 於進行某項交易(並非業務合併之交易)時因初步確認資產或負債且無對會計溢利或應課稅溢利或虧損構成影響而產生之可抵扣暫時性差異有關之遞延稅項資產；及
- 就與於附屬公司之投資及於聯營公司之權益相關之可抵扣暫時性差異而言，遞延稅項資產僅在暫時性差異可能於可見將來撥回，及應課稅溢利可予動用抵銷暫時性差異時始予確認。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)

Income tax (Cont'd)

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

所得稅(續)

遞延稅項資產之賬面值於各報告期末進行檢討，並減至將不能再有足夠應課稅溢利以動用全部或部分遞延稅項資產為限。未確認之遞延稅項資產則於各報告期末進行重估，並於將可能有足夠應課稅溢利以動用全部或部分遞延稅項資產時確認。

遞延稅項資產及負債乃依據於報告期末已頒佈或實質上已頒佈之稅率(及稅務法例)，按預期適用於變現資產或償還負債期間之稅率計算。

僅當本集團有可合法執行權利可將即期稅項資產與即期稅項負債抵銷，且遞延稅項資產與遞延稅項負債與同一稅務機關對同一應稅實體或於各未來期間預期有大額遞延稅項負債或資產需要結算或清償時，擬按淨額基準結算即期稅務負債及資產或同時變現資產及結算負債之不同稅務實體徵收之所得稅相關，則遞延稅項資產與遞延稅項負債可予抵銷。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Income tax (Cont'd)

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 profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

收益確認

當經濟利益流入本集團，及收益可可靠地計量時，有關收益按以下基準確認：

- (a) 來自地基打樁及地盤勘查合約
- 如上文「建築合約」之會計政策中進一步闡釋之完成百分比為基準；
- (b) 來自出售持有供銷售之物業
- 當擁有權之大部分風險及回報已轉至買家時；
- (c) 來自機器買賣
- 當擁有權之大部分風險及回報已轉至買家，而本集團不保留一般與擁有權有關之某程度管理權，亦不再實際控制已出售之機器；
- (d) 物業及機器租賃之租金收入
- 在物業及機器出租期間按直線法在租期內計算；
- (e) 來自提供物業及投資管理服務
- 於提供有關服務之有關期內；
- (f) 利息收入
- 按應計基準以實際利率法採用將金融工具在預計可用年期期間估計在日後收取之現金精確折現至金融資產賬面淨值之利率確認；及
- (g) 股息收入
- 當股東收取股息之權利確定時。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) From foundation piling and site investigation contracts
- On the percentage of completion basis, as further explained in the accounting policy for "Construction contracts" above;
- (b) From the sale of properties held for sale
- When the significant risks and rewards of ownership have been transferred to the buyer;
- (c) From machinery trading
- When the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the machines sold;
- (d) Rental income from property and machinery leasing
- In the period in which the properties and machines are leased and on the straight-line basis over the lease terms;
- (e) From the rendering of property and investment management services
- In the period in which such services are rendered;
- (f) Interest income
- On an accrual basis using the effective interest rate method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument to the net carrying amount of the financial asset; and
- (g) Dividend income
- When shareholder's right to receive payment has been established.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

僱員福利

以股份為基礎之付款

本公司設立一項購股權計劃，作為向為本集團成功營運作出貢獻之合資格參與者給予獎勵及回報。本集團之僱員(包括董事)按以股份為基礎之付款之方式收取報酬，而僱員提供服務作為收取股權工具之代價(「以股權支付之交易」)。

於二零零二年十一月七日後，與僱員進行以股權支付之交易之成本，乃參照授出日期之公平值計算。公平值由外聘估值師使用二項式釐定。

以股權支付之交易之成本，連同權益相應增加部分，在績效及/或服務條件獲達成之期間在僱員福利開支中確認。在歸屬日期前，於各報告期末確認之以股權支付之交易之累計開支，以反映歸屬期已到期部分及本集團對最終將會歸屬之股權工具數目之最佳估計。在某一期間內在損益表內扣除或進賬，乃反映累計開支於期初與期終確認時之變動。

於釐定購股權的授出日期公允價值時，不會考慮服務及非市場表現條件，惟會對達成條件的可能性作出評估，作為本集團對最終將獲歸屬的股本工具數目的最佳估計之一部分。市場表現條件會於授出日期公允價值內反映。購股權附帶的任何其他條件(但並無關連服務規定)被視為非歸屬條件。非歸屬條件會於購股權的公允價值內反映並引致即時將購股權支銷，惟亦有服務及/或表現條件時則除外。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Employee benefits

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

僱員福利(續)

以股份為基礎之付款(續)

對於因未達成非市場表現及/或服務條件而最終未歸屬的購股權，不會確認任何開支。倘購股權包括市場或非歸屬條件，只要所有其他表現及/或條件已經達成，則不論市場或非歸屬條件是否達成，交易均會被視為歸屬。

倘若以股權支付之購股權之條款有所變更，所確認之開支最少須達到猶如條款並無任何變更及符合已授出購股權的原條款之水平。此外，倘若按變更日期之計算，任何變更導致以股份為基礎之付款之總公平值有所增加，或為僱員帶來其他利益，則應就該等變更確認開支。

倘若以股權支付之購股權被註銷，應被視為已於註銷日期歸屬，而任何尚未確認之授予購股權開支應即時確認，其包括本集團或僱員未達成非歸屬條件的任何購股權。然而，倘授予新購股權代替已註銷之購股權，並於授出日期指定為替代購股權，則已註銷之購股權及新購股權，均應被視為原購股權之變更，一如前段所述。

於計算每股盈利時，尚未行使購股權之攤薄影響乃反映為額外股份攤薄。

有薪假期結轉

本集團根據其僱員之僱傭合約按每個曆年之基準為僱員提供有薪年假。在若干情況下，於報告期末尚未利用之該等假期獲准結轉累積，並由有關之各個僱員於下一年度動用。於報告期末，已就僱員於該年度應得及所結轉之有薪假期之預期未來成本作出應計費用。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)

Employee benefits (Cont'd)

Share-based payments (Cont'd)

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Paid leave carried forward

The Group provides paid annual leave to its employees under their employment contracts on a calendar year basis. Under certain circumstances, such leave which remains untaken as at the end of the reporting period is permitted to be carried forward and utilised by the respective employees in the following year. An accrual is made at the end of the reporting period for the expected future cost of such paid leave earned during the year by the employees and carried forward.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

僱員福利(續)

退休金計劃

本集團為若干香港僱員設立固定比例供款公積金(「公積金」)，其資產乃與本集團之資產分開管理，且由獨立專業基金經理負責管理。公積金之供款按合資格僱員基本薪酬之某個百分比計算，當計劃規定之供款到期支付時，從損益表中扣除。公積金之持續供款已於一九九九年四月一日終止。

於強制性公積金退休福利計劃(「強積金計劃」)實施後，本集團已重整其退休計劃安排，以符合強制性公積金計劃條例。本集團就上述退休福利計劃取得強制性公積金豁免地位，此外，並由二零零一年十二月一日起，為其所有香港僱員參與經批准之固定比例供款強積金計劃。供款按僱員基本薪酬之某個百分比計算，當強積金計劃規則規定之供款到期支付時，從損益表中扣除。強積金計劃之資產與本集團之資產分開管理。本集團之僱員在強積金計劃之供款全歸屬僱員。

位於中國內地之本集團附屬公司僱員須參與由當地市政府設立之中央公積金計劃。該等附屬公司須為中央公積金計劃作出供款，款項為彼等薪金之若干百分比。供款於根據中央公積金計劃規例須予支付時計入損益表內。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Employee benefits (Cont'd)

Pension schemes

The Group operated a defined contribution provident fund (the "Fund") for certain of its employees in Hong Kong, the assets of which were held separately from those of the Group and were managed by an independent professional fund manager. Contributions under the Fund were made based on a percentage of the eligible employees' basic salaries and were charged to the statement of profit or loss as they became payable in accordance with the rules of the scheme. The ongoing contributions to the Fund were terminated on 1 April 1999.

Following the introduction of the Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme"), the Group has restructured its retirement scheme arrangements to comply with the Mandatory Provident Fund Schemes Ordinance. The Group has secured a Mandatory Provident Fund exemption status for the Fund and, in addition, has participated in an approved defined contribution MPF Scheme with effect from 1 December 2001, for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries located in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their covered payroll to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

借貸成本

因收購、建築或生產合資格資產(即需要長時間撥備作擬定用途或銷售之資產)而直接產生之借貸成本乃資本化作該等資產之部分成本。當資產大致上可作擬定用途或銷售時，即停止將借貸成本資本化。特定借貸用於合資格資產之前作為短暫投資所賺取之投資收入於已資本化之借貸成本中扣除。所有其他借貸成本於其產生期間支銷。借貸成本包括利息及實體就資金借貸產生之其他成本。

外幣

該等財務報表乃以本公司之功能貨幣港元呈列。本集團內各實體釐定其本身之功能貨幣，而各實體計入財務報表內之項目乃以該功能貨幣計算。本集團內實體所記錄之外幣交易初步按其各自於交易日期適用之功能貨幣匯率記錄。以外幣為單位之貨幣資產與負債乃按報告期末適用之功能貨幣匯率重新換算。因結算或換算貨幣項目而產生的差額於損益表確認。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)**Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

3.4 主要會計政策概要(續)

外幣(續)

按外幣歷史成本計算之非貨幣項目按首次交易日期之匯率換算。按外幣公平值計算之非貨幣項目則按計量公平值當日之匯率換算。因重新換算按公平值計量之非貨幣項目而產生之損益之處理方式與確認項目公平值之變動損益相一致(即公平值損益於其他全面收益或損益表內確認的項目之換算差額亦分別於其他全面收益或損益表內確認)。

若干海外附屬公司之功能貨幣為港元以外之貨幣。於報告期末，該等實體之資產與負債乃按報告期末適用之匯率換算為港元，其損益表則按本年度之加權平均匯率換算為港元。因此而產生之匯兌差額於其他全面收益確認及於匯兌浮動儲備累計。出售外國實體時，有關該項特定外國業務之其他全面收益部分，乃於損益表內確認。

就綜合現金流量表而言，海外附屬公司之現金流量乃以出現現金流量當日之匯率換算為港幣。而海外附屬公司於年內經常出現之現金流量項目則以年內之加權平均匯率換算為港幣。

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Foreign currencies (Cont'd)

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

4. 重大會計判斷及估計

在應用本集團之會計政策時，管理層根據過往經驗、對未來之預期及其他資料作出不同判斷及估計。可能對綜合財務報表內確認之金額構成重大影響之估計不明朗因素之主要來源披露如下：

應收貿易賬款及應收保固金減值

本集團之應收貿易賬款及應收保固金減值政策乃根據評估賬目之可收回程度及賬齡分析以及按管理層之判斷而釐定。在評估該等應收款項之最終變現情況時，須要作出很大程度之判斷及估計，基於每名客戶現時之信譽、過去之收回歷史以及後續結算情況。倘本集團客戶之財政狀況轉壞，導致彼等之付款能力減弱，則須作出額外撥備。進一步詳情附註披露於該等財務報表附註23。

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

In the process of applying the Group's accounting policies, management makes various judgements and estimates based on past experience, expectations of the future and other information. The key sources of estimation uncertainty that can significantly affect the amounts recognised in the consolidated financial statements are disclosed below:

Impairment of trade and retention receivables

The policy for impairment of trade and retention receivables of the Group is based on the evaluation of collectibility and aging analysis of trade and retention receivables and on management's judgement. Significant judgement and estimates is required in assessing the ultimate realisation of these receivables, based on the current creditworthiness, the past collection history and subsequent settlements of each customer. If the financial conditions of customers of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional provisions may be required. Further details are disclosed in note 23 to the financial statements.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

4. 重大會計判斷及估計(續)

建築工程之完工百分比

本集團根據建築工程個別合約之完工百分比確認收益。本集團管理層將估計建築工程之完工百分比。該等估計乃根據總預算成本中所產生之實際成本作出。管理層亦基於變動工程之合約金額及工程價值而估計相應之合約收益。基於建築合約所承辦之工程活動性質，訂立合約之日期與合約完成日期通常處於不同之會計期間內。於合約進行時，本集團同時審閱及修訂各建築合約編製之預算內之合約收益及合約成本之估計。

在釐定總預算成本時，管理層參考(i)分包商及供應商現時或近期之報價；(ii)來自客戶之修訂訂單；及(iii)對質檢部所提供項目完工所需材料成本、勞工成本及其他成本之估計等資料。

即期稅項及遞延稅項

本集團須繳納多個司法權區之所得稅。釐定稅項撥備金額及繳付相關稅項之時間時需要作出重大判斷。在日常業務過程中，多項交易及釐定最終稅項之計算方法未能確定。倘若該等事宜之最終稅項結果與初步記錄金額不同，則有關差額將影響作出釐定期間之所得稅及遞延稅項撥備。進一步詳情披露於該等財務報表附註11及33。

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Cont'd)

Percentage of completion of construction works

The Group recognises revenue according to the percentage of completion of the individual contract of construction works. The Group's management estimates the percentage of completion of construction works based on actual costs incurred over the total budgeted costs. Corresponding contract revenue was also estimated by management based on contract sum and works values from variation works. Because of the nature of the activities undertaken for the construction contracts, the date at which the contracts are entered into and the date when the contract are completed usually fall into different accounting periods. The Group reviews and revises the estimates of both contract revenue and contract costs in the budget prepared for each construction contract as the contract progresses.

When determining the total budgeted costs, management makes reference to information such as (i) current or recent offers from subcontractors and suppliers, (ii) variation orders received from customers, and (iii) estimation on material costs, labour costs and other costs for the completion of the projects provided by quantity survey department.

Current and deferred tax

The Group is subject to income taxes in a number of jurisdictions. Significant judgement is required in determining the amount of the provision for tax and the timing of payment of the related taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will have an impact on the income tax and deferred tax provisions in the period in which such determination is made. Further details are disclosed in notes 11 and 33 to the financial statements.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

4. 重大會計判斷及估計(續)

中國土地增值稅(「土地增值稅」)

土地增值稅乃就土地價值之增值數額(即出售物業所得款項減包括土地使用權攤銷、借貸成本、營業稅及所有物業發展開支在內之可扣減開支)按介乎30%至60%不等之遞增稅率徵收。該稅項於轉讓物業所有權時產生。

本集團在中國內地從物業發展業務之附屬公司須繳納土地增值稅。本集團尚未就其若干物業發展項目與不同稅務機關最終落實其土地增值稅之計算及繳款，而各項目所產生開支之可抵扣程度不確定。因此，在釐定土地增值金額及其相關稅項時須作出重大判斷。本集團參考過往經驗、稅務法規以及與地方稅務機關之往來函件，按照管理層之最佳估計確認該等負債。倘該等事項之最終稅額與最初記錄之金額不同，則該差額將會影響作出釐定期間之綜合財務報表。進一步詳情披露於該等財務報表附註11。

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Cont'd)

Mainland China land appreciation taxes ("LAT")

LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from sales of properties less deductible expenditures including amortisation of land use rights, borrowing costs, business taxes and all property development expenditures. The tax is incurred upon transfer of property ownership.

Subsidiaries of the Group engaging in the property development business in Mainland China are subject to LAT. The Group has not yet finalised its LAT calculation and payments for certain of its property development projects with various tax authorities and the deductibility of expenditures incurred for each project is uncertain. Accordingly, significant judgement is required in determining the amount of land appreciation and its related taxes. The Group recognises these liabilities based on management's best estimates with reference to the past experience, tax regulations and correspondences with local tax authorities. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the consolidated financial statements in the period in which such determination is made. Further details are disclosed in note 11 to the financial statements.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

4. 重大會計判斷及估計(續)

撇減發展中物業

本集團定期審閱發展中物業的賬面值。基於管理層的審閱，撇減發展中物業將於估計可變現淨值減少至低於賬面值時作出。

釐定本集團之發展中物業是否需要撇減，本集團考慮此等物業之最近市場狀況及估計此物業之可變現值(相同於作為日常業務用途之估計銷售價減估計完成成本及估計需支付以完成銷售之成本)。若發展中物業之估計或實際可變現值，由於市場狀況之改變，而少於預期及/或預期發展成本有重大變動，則須作出撇減。進一步詳情於財務報表附註19披露。

5. 經營分類資料

本集團之經營業務根據其業務性質及所提供之產品及服務獨立組織及管理。經營分類按與向本公司主要管理人員進行內部報告一致之方式報告，詳情如下：

- (a) 地基打樁(包括地盤勘查業務)；
- (b) 物業發展及投資；
- (c) 投資；及
- (d) 「企業及其他」分類主要包括本集團之企業營運與機械租賃及買賣業務。

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Cont'd)

Write-down of properties under development

The Group performs a regular review on the carrying amounts of property under development. Based on management's review, write-down of property under development will be made when the estimated net realisable value has declined below the carrying amount.

In determining whether write-down should be made for the Group's properties under development, the Group takes into consideration the current market environment and the estimated net realisable value (i.e. the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated cost necessary to make the sale). A write-down is made if the estimated or actual net realisable value of the properties under development is less than expected as a result of change in market condition and/or significant variation in the budgeted development cost. Further details are disclosed in note 19 to the financial statements.

5. OPERATING SEGMENT INFORMATION

The Group's operating businesses are structured and managed separately, according to the nature of their operations and the products and services they provide. Operating segments are reported in a manner consistent with internal reporting to the Company's key management personnel as follows:

- (a) the foundation piling segment (including site investigation operation);
- (b) the property development and investment segment;
- (c) the investment segment; and
- (d) the "corporate and others" segment comprises, principally, the Group's corporate operation, and machinery leasing and trading businesses.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

5. 經營分類資料(續)

管理層個別監控本集團經營分類之業績，以作出有關資源分配及表現評估之決定。評估分類表現以可報告分類溢利／(虧損)(經調整除稅前溢利／(虧損)之計量標準)為基準。

經調整除稅前溢利／(虧損)乃貫徹本集團之持續經營業務除稅前溢利計量，惟利息收入、融資成本及本集團金融工具公平值盈利／(虧損)除外。

分類資產不包括衍生金融工具、遞延稅項資產、預付稅項及定期存款，原因為該等資產乃按集團基準管理。

分類負債不包括附息銀行借貸、應付稅項及遞延稅項負債，原因為該等負債乃按集團基準管理。

分類業務間之銷售及轉讓乃參考向第三方銷售時之售價按當時之市價進行交易。

於本年度，本集團開始從事投資業務。投資業務之財務業績於本年度財務報表中按單獨分類列報為「投資」分類。此外，為使管理層更佳分配資源及評估表現，本集團物業發展及物業投資及管理分類之財務業績(於過往年度財務報表中按單獨分類列報)於年內於「物業發展及投資」分類下合併列報。分類資料之比較數字已重新分類，以與本年之呈列保持一致。

5. OPERATING SEGMENT INFORMATION (Cont'd)

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax.

The adjusted profit/loss before tax is measured consistently with the Group's profit before tax from continuing operations except that interest income, finance costs and fair value gains/losses from the Group's financial instruments are excluded from such measurement.

Segment assets exclude derivative financial instrument, deferred tax assets, tax prepaid and time deposits as these assets are managed on a group basis.

Segment liabilities exclude interest-bearing bank borrowings, tax payable and deferred tax liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

During the year, the Group started to involve in the investment business. The financial results of investment business were reported as a separate segment under the "investment" segment in current year's financial statements. Also, the financial results of the property development and property investment and management segments of the Group, which were reported as separate segments in prior years' financial statements are reported in aggregate under the "property development and investment" segment during the year for the management's purpose of better resources allocation and performance assessment. Comparative figures of the segment information have been reclassified to conform with the current year's presentation.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

5. OPERATING SEGMENT INFORMATION (Cont'd)

Year ended 31 December 2017 and period ended 31 December 2016

截至二零一七年十二月三十一日止
年度以及截至二零一六年十二月
三十一日止期間

5. 經營分類資料(續)

	地基打樁		物業發展及投資		投資		企業及其他		綜合	
	Foundation piling	Property development and investment	Investment	Corporate and others	Consolidated	Period from	Year	Period from	Year	Period from
	自二零一六年四月一日起至二零一六年十二月三十一日止期間	自二零一六年四月一日起至二零一六年十二月三十一日止期間	自二零一六年四月一日起至二零一六年十二月三十一日止期間	自二零一六年四月一日起至二零一六年十二月三十一日止期間	自二零一六年四月一日起至二零一六年十二月三十一日止期間	1 April 2016 to 31 December 2016	ended 31 December 2017	1 April 2016 to 31 December 2016	ended 31 December 2017	1 April 2016 to 31 December 2016
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
截至二零一七年十二月三十一日止年度	2,494,053	738,420	6,443	51,240	3,290,156	100,560	1,815	102,375	1,311	3,030,560
截至二零一六年十二月三十一日止年度	11,203	6,296	10,865	12,639	41,003	11,203	9,863	41,003	18,252	18,252
總計	2,605,816	744,716	17,308	65,694	3,433,534	2,605,816	2,125,395	3,433,534	3,050,123	3,050,123
對賬：										
銷售予外部客戶										
分類業務間之銷售										
其他收入及盈利淨額										
總計										
對賬：										
分類業務間之銷售抵銷										
收益										

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

5. OPERATING SEGMENT INFORMATION (Cont'd)

Year ended 31 December 2017 and period ended 31 December 2016 (Cont'd)

截至二零一七年十二月三十一日止
年度以及截至二零一六年十二月
三十一日止期間(續)

5. 經營分類資料(續)

資產及負債 分類資產 無分類	地基打樁 Foundation piling		物業發展及投資 Property development and investment		投資 Investment		企業及其他 Corporate and others		綜合 Consolidated	
	二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
資產及負債										
分類資產	1,196,000	1,319,838	15,473,222	2,333,816	745,308	—	2,074,232	248,117	19,488,762	3,901,771
無分類									280,430	1,625,186
分類負債	775,201	1,027,998	474,569	488,912	455	—	324,217	123,550	1,574,442	1,640,460
無分類									5,976,749	926,767
									7,551,191	2,567,227

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

5. 經營分類資料(續) 5. OPERATING SEGMENT INFORMATION (Cont'd)

Year ended 31 December 2017 and period ended 31 December 2016 (Cont'd)

截至二零一七年十二月三十一日止
年度以及截至二零一六年十二月
三十一日止期間(續)

	地基打樁		物業發展及投資		投資		企業及其他		綜合	
	Foundation piling	Property development and investment	Investment	Corporate and others	Consolidated	Year ended	Period from	Year ended	Period from	
	自二零一六年四月一日起至二零一六年十二月三十一日止期間	自二零一六年四月一日起至二零一六年十二月三十一日止期間	自二零一六年四月一日起至二零一六年十二月三十一日止期間	自二零一六年四月一日起至二零一六年十二月三十一日止期間	自二零一六年四月一日起至二零一六年十二月三十一日止期間	Year ended	Period from	Year ended	Period from	
	2016	2016	2016	2016	2016	2017	2016	2017	2016	
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
其他分類資料:										
折舊	41,630	1,208	1,117	18,550	14,778	61,388	56,816	25		
應收貿易賬項減值	-	-	-	-	25	-				
其他應收款項減值/(減值撥回)	-	1,029	(50)	-	-	1,029	(50)			
出售物業、機器及設備賬目之虧損/(盈利),淨額	(6,969)	36	297	(375)	(70)	(7,308)	(8,610)	(126)		
出售一間附屬公司之盈利	-	-	-	-	(126)	-				
投資物業公平值之變動	-	(23,175)	(23,215)	-	-	(23,175)	(23,515)			
出售一項按公平值計入損益之投資基金之收益	-	-	-	(11,163)	-	(11,163)	-			
按公平值計入損益之金融資產之公平值收益	-	-	-	-	-	(10,865)	-			
資本開支	9,509	144	766	3,738	8,948	13,391	23,236			

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

5. 經營分類資料(續)

5. OPERATING SEGMENT INFORMATION (Cont'd)

地區分類資料

Geographical information

(a) 來自外間客戶收益

(a) Revenue from external customers

香港		澳門		中國其他地區		綜合	
Hong Kong		Macau		Elsewhere in the PRC		Consolidated	
自二零一六年	自二零一六年	自二零一六年	自二零一六年	自二零一六年	自二零一六年	自二零一六年	自二零一六年
截至	截至	截至	截至	截至	截至	截至	截至
二零一七年	二零一六年	二零一七年	二零一六年	二零一七年	二零一六年	二零一七年	二零一六年
十二月三十一日	十二月三十一日	十二月三十一日	十二月三十一日	十二月三十一日	十二月三十一日	十二月三十一日	十二月三十一日
止年度	止期間	止年度	止期間	止年度	止期間	止年度	止期間
Year	Period from	Year	Period from	Year	Period from	Year	Period from
ended	1 April 2016 to	ended	1 April 2016 to	ended	1 April 2016 to	ended	1 April 2016 to
31 December	31 December	31 December	31 December	31 December	31 December	31 December	31 December
2017	2016	2017	2016	2017	2016	2017	2016
千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
分類收益：		Segment revenue:					
銷售予外間客戶		Sales to external customers					
2,553,979	2,141,464	3,122	543	733,055	888,553	3,290,156	3,030,560

上述收益資料以客戶所在位置為基準。

The revenue information above is based on the locations of the customers.

(b) 非流動資產

(b) Non-current assets

香港		澳門		中國其他地區		綜合	
Hong Kong		Macau		Elsewhere in the PRC		Consolidated	
二零一七年	二零一六年	二零一七年	二零一六年	二零一七年	二零一六年	二零一七年	二零一六年
2017	2016	2017	2016	2017	2016	2017	2016
千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
246,081	336,820	-	-	18	195,469	246,099	532,289

上述非流動資產以資產所在位置為基準且不包括遞延稅項資產。

The non-current assets information above is based on the locations of the assets and excludes deferred tax assets.

有關一名主要客戶之資料

Information about a major customer

收益約844,447,000港元(截至二零一六年十二月三十一日止期間：554,702,000港元)乃來自地基打樁分類向一名單一客戶作出之銷售。

Revenue of approximately HK\$844,447,000 (period ended 31 December 2016: HK\$554,702,000) was derived from sales by the foundation piling segment to a single customer.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

6. 收益、其他收入及盈利，淨額

收益指由地基打樁及地盤勘查合約價值；物業管理所得收入；出租物業所得租金收入；出售持有供銷售之物業之收入；以及來自一項投資基金之管理費收入；抵銷集團內公司間一切重大交易後之總額。

收益、其他收入及盈利，淨額之分析如下：

6. REVENUE AND OTHER INCOME AND GAINS, NET

Revenue represents the aggregate of the value of foundation piling and site investigation contracts; income derived from property management; rental income from property leasing; income from the sale of properties held for sale; and management fee income from an investment fund, after eliminations of all significant intragroup transactions.

An analysis of revenue and other income and gains, net is as follows:

		截至 二零一七年 十二月三十一日 止年度 Year ended 31 December 2017 千港元 HK\$'000	自二零一六年 四月一日至 二零一六年 十二月三十一日 止期間 Period from 1 April 2016 to 31 December 2016 千港元 HK\$'000
收益：	Revenue:		
地基打樁及地盤勘查	Foundation piling and site investigation	2,494,053	2,115,532
物業發展及投資	Property development and investment	738,420	888,553
來自一項投資基金之管理費收入	Management fee income from an investment fund	6,443	—
其他	Others	51,240	26,475
		<u>3,290,156</u>	<u>3,030,560</u>

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

6. 收益、其他收入及盈利，淨額
(續)

6. REVENUE AND OTHER INCOME AND GAINS, NET
(Cont'd)

		截至 二零一七年 十二月三十一日 止年度 Year ended 31 December 2017 千港元 HK\$'000	自二零一六年 四月一日至 二零一六年 十二月三十一日 止期間 Period from 1 April 2016 to 31 December 2016 千港元 HK\$'000
其他收入及盈利，淨額：	Other income and gains, net:		
利息收入	Interest income	15,844	10,235
保險索償	Insurance claims	1,623	4
補貼收入*	Subsidy income*	—	205
公平值盈利，淨額：	Fair value gains, net:		
按公平值計入損益之金融資產	Financial asset at fair value through profit or loss	10,865	—
衍生工具—不合資格對沖交易	Derivative instrument - transaction not qualifying as hedge	—	27,662
出售一項按公平值計入損益之 投資基金之收益	Gain on disposal of an investment fund at fair value through profit or loss	11,163	—
管理服務收入	Management service income	247	312
出售一間附屬公司之盈利(附註44)	Gain on disposal of a subsidiary (note 44)	—	126
出售物業、機器及設備項目之盈利	Gain on disposal of items of property, plant and equipment	7,308	8,610
匯兌盈利，淨額	Foreign exchange gains, net	4,928	—
其他	Others	4,869	8,995
		<u>56,847</u>	<u>56,149</u>

* 有關該項收入並無未達成之條件或
然事件。

* There are no unfulfilled conditions or contingencies relating to this income.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

7. 融資成本

7. FINANCE COSTS

		自二零一六年 四月一日至 二零一六年 十二月三十一日 止期間 Period from 1 April 2016 to 31 December 2016 千港元 HK\$'000	二零一七年 十二月三十一日 止年度 Year ended 31 December 2017 千港元 HK\$'000
銀行借貸及透支之利息	Interest on bank borrowings and overdrafts	15,621	115,576
有擔保票據利息	Interest on guaranteed notes	—	7,944
減：發展中物業之資本化利息 (附註19)	Less: Interest capitalised in properties under development (note 19)	(6,556)	(105,030)
		<u>9,065</u>	<u>18,490</u>

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

8. 除稅前溢利

本集團之除稅前溢利經扣除／(計入)下列各項後達致：

8. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

		截至 二零一七年 十二月三十一日 止年度 Year ended 31 December 2017 千港元 HK\$'000	自二零一六年 四月一日至 二零一六年 十二月三十一日 止期間 Period from 1 April 2016 to 31 December 2016 千港元 HK\$'000
已售物業成本	Cost of properties sold	639,055	555,724
地基打樁及地盤勘查工程 成本	Cost of foundation piling and site investigation work	2,355,902	1,849,789
所提供服務成本	Cost of services rendered	95,050	49,530
折舊	Depreciation	15	56,816
經營租約之最低租約付款	Minimum lease payments under operating leases	45,719	33,208
核數師酬金	Auditor's remuneration	3,180	1,826
僱員福利支出(包括董事 酬金—附註9)：	Employee benefit expense (including directors' remuneration - note 9):		
工資及薪金	Wages and salaries	461,982	357,254
管理層獎勵花紅#	Management incentive bonus#	—	192,408
退休金計劃供款	Pension scheme contributions	18,816	14,778
		<u>480,798</u>	<u>564,440</u>

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

8. 除稅前溢利(續)

本集團之除稅前溢利經扣除/(計入)下列各項後達致：(續)

8. PROFIT BEFORE TAX (Cont'd)

The Group's profit before tax is arrived at after charging/(crediting): (Cont'd)

		截至 二零一七年 十二月三十一日 止年度 Year ended 31 December 2017 千港元 HK\$'000	自二零一六年 四月一日至 二零一六年 十二月三十一日 止期間 Period from 1 April 2016 to 31 December 2016 千港元 HK\$'000
外幣匯兌虧損/(盈利)，淨額*	Foreign exchange losses/(gains), net*	(4,928)	6,616
應收貿易賬款減值*	Impairment of trade receivables*	23	25
其他應收款項減值/ (減值撥回)*	Impairment/(write-back of impairment) of other receivables*	24	(50)
出售物業、機器及 設備項目之盈利*	Gain on disposal of items of property, plant and equipment*	(7,308)	(8,610)
出售一間附屬公司之盈利*	Gain on disposal of a subsidiary*	43	(126)
公平值虧損/(盈利)，淨額 按公平值計入損益之 金融資產*	Fair value losses/(gains), net Financial asset at fair value through profit or loss*	(10,865)	—
衍生工具—不合資格 對沖交易*	Derivative instrument - transaction not qualifying as hedge*	33,057	(27,662)
出售一項按公平值計入損益之 投資基金之收益*	Gain on disposal of an investment fund at fair value through profit or loss*	(11,163)	—
投資物業之公平值變動	Changes in fair value of investment properties	16	(23,215)
一間聯營公司之欠款減值*	Impairment of an amount due from an associate*	13	2
機器經營租約之租金收入	Rental income from operating leases of machinery	(16,560)	(10,562)
投資物業租金收入	Rental income from investment properties	(7,407)	(5,483)
投資物業賺取租金時產生的 直接經營開支 (包括維修保養)	Direct operating expenses (including repairs and maintenance) arising from rental-earning investment properties	885	829

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

8. 除稅前溢利(續)

本集團之除稅前溢利經扣除／(計入)下列各項後達致：(續)

- * 有關金額已包括在綜合損益表之「其他支出，淨額」或「其他收入及盈利，淨額」內。
- # 本集團為其執行董事及高級管理層採納一項獎勵計劃。管理層獎勵花紅乃參考本公司所宣派之股息計算，倘本公司控制權變更，於該獎勵計劃中未歸屬之權利將即時歸屬並且不會再授出權利，但將會向該獎勵計劃之參與者支付相等於本公司價值4.5%之總額款項。本公司控股股東之變更已於二零一六年六月三十日完成，並觸發根據獎勵計劃支付約197,981,000港元之總額款項，當中192,408,000港元於截至二零一六年十二月三十一日止期間列作開支。

8. PROFIT BEFORE TAX (Cont'd)

The Group's profit before tax is arrived at after charging/(crediting): (Cont'd)

- * These amounts are included in "Other expenses, net" or "Other income and gains, net" in the consolidated statement of profit or loss.
- # The Group adopted an incentive scheme in favour of its executive directors and senior management. The management incentive bonus was calculated by reference to dividends declared by the Company and in the event that there is a change in control of the Company, unvested rights in this incentive scheme will vest immediately and no further grants will be made but an aggregate payment equal to 4.5% of the value of the Company will be made to the participants in that incentive scheme. The change of the controlling shareholder of the Company, which was completed on 30 June 2016, triggered an aggregate payment of approximately HK\$197,981,000 under the incentive scheme, out of which HK\$192,408,000 was recorded as an expense for the period ended 31 December 2016.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

9. 董事酬金

根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司(披露董事權益資料)條例第2部披露本年度董事酬金如下：

9. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

		截至 二零一七年 十二月三十一日 止年度 Year ended 31 December 2017 千港元 HK\$'000	自二零一六年 四月一日至 二零一六年 十二月三十一日 止期間 Period from 1 April 2016 to 31 December 2016 千港元 HK\$'000
袍金：	Fees:		
執行董事	Executive directors	—	—
非執行董事	Non-executive directors	288	124
獨立非執行董事	Independent non-executive directors	1,392	936
執行董事之其他酬金：	Other emoluments of executive directors:		
薪酬、津貼及實物利益	Salaries, allowances and benefits in kind	47,948	16,054
績效花紅*	Performance related bonuses *	—	153,926
退休金計劃供款	Pension scheme contributions	81	42
		<u>49,709</u>	<u>171,082</u>

* 本公司執行董事參與一項獎勵計劃。有關獎勵計劃之進一步詳情披露於財務報表附註8。

* Executive directors of the Company participated in an incentive scheme. Further details of the incentive scheme were disclosed in note 8 to the financial statements.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

9. 董事酬金(續)

9. DIRECTORS' REMUNERATION (Cont'd)

已付或應付每位董事酬金如下：

The remuneration paid or payable to each of the directors is as follows:

		袍金	薪酬、津貼 及實物利益	績效花紅	退休金 計劃供款	總計
		Fees	Salaries, allowances and benefits	Performance related bonuses	Pension scheme contributions	Total
		千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
截至二零一七年 十二月三十一日止年度	Year ended 31 December 2017					
執行董事：	Executive directors:					
黃琪珺先生 ³	Mr. Huang Qijun ³	—	925	—	—	925
趙權先生 ⁸	Mr. Zhao Quan ⁸	—	—	—	—	—
馮潮澤先生 (「馮先生」)	Mr. Fung Chiu Chak, Victor ("Mr. Fung")	—	25,217	—	18	25,235
趙辰鴻先生 ⁴	Mr. Chiu Chin Hung ⁴	—	5,930	—	10	5,940
劉健輝先生 ⁴	Mr. Lau Kin Fai ⁴	—	5,855	—	10	5,865
劉軍春先生 ¹	Mr. Liu Junchun ¹	—	3,600	—	20	3,620
范寧先生 ⁷	Mr. Fan Ning ⁷	—	1,265	—	—	1,265
蒙永濤先生 ⁷	Mr. Meng Yongtao ⁷	—	1,195	—	—	1,195
穆先義先生 ³	Mr. Mu Xianyi ³	—	—	—	—	—
黃泰倫先生 ²	Mr. Wong Tai Lun Kenneth ²	—	3,711	—	18	3,729
蒙翰廷先生 ⁹	Mr. Mung Hon Ting, Jackie ⁹	—	250	—	5	255
李曉明先生 ¹⁰	Mr. Li Xiaoming ¹⁰	—	—	—	—	—
		—	47,948	—	81	48,029
非執行董事：	Non-executive directors:					
鄧竟成先生 ⁵	Mr. Tang King Shing ⁵	144	—	—	—	144
鄧傑先生 ⁵	Mr. Tang Kit ⁵	144	—	—	—	144
		288	—	—	—	288

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

9. 董事酬金(續)

已付或應付每位董事酬金如下：(續)

9. DIRECTORS' REMUNERATION (Cont'd)

The remuneration paid or payable to each of the directors is as follows:
(Cont'd)

		薪酬、津貼 及實物利益 Salaries, allowances and benefits 袍金 Fees 千港元 HK\$'000	績效花紅 Performance related bonuses 千港元 HK\$'000	退休金 計劃供款 Pension scheme contributions 千港元 HK\$'000	總計 Total 千港元 HK\$'000
截至二零一七年 十二月三十一日止年度(續)	Year ended 31 December 2017 (Cont'd)				
獨立非執行董事：	Independent non-executive directors:				
范佐浩先生	Mr. Fan Chor Ho	312	—	—	312
謝文彬先生	Mr. Tse Man Bun	312	—	—	312
龍子明先生	Mr. Lung Chee Ming, George	312	—	—	312
李傑之先生	Mr. Li Kit Chee	312	—	—	312
梁繼昌先生 ⁶	Mr. Leung Kai Cheung ⁶	144	—	—	144
		<u>1,392</u>	<u>—</u>	<u>—</u>	<u>1,392</u>
總計	Total	<u>1,680</u>	<u>47,948</u>	<u>81</u>	<u>49,709</u>

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

9. 董事酬金(續)

已付或應付每位董事酬金如下：(續)

9. DIRECTORS' REMUNERATION (Cont'd)

The remuneration paid or payable to each of the directors is as follows: (Cont'd)

		薪酬、津貼 及實物利益	績效花紅	退休金 計劃供款	總計
		Salaries, allowances and benefits	Performance related bonuses	Pension scheme contributions	Total
		袍金 Fees 千港元 HK\$'000	in kind 千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
截至二零一六年 十二月三十一日止期間	Period ended 31 December 2016				
執行董事：	Executive directors:				
趙權先生 ⁸	Mr. Zhao Quan ⁸	—	—	—	—
李同雙先生 ¹²	Mr. Li Tongshuang ¹²	—	—	—	—
馮先生	Mr. Fung	—	8,298	14	104,516
趙展鴻先生 ⁴	Mr. Chiu Chin Hung ⁴	—	3,182	14	32,057
劉健輝先生 ⁴	Mr. Lau Kin Fai ⁴	—	3,080	14	31,955
劉軍春先生 ¹	Mr. Liu Junchun ¹	—	—	—	—
范寧先生 ⁷	Mr. Fan Ning ⁷	—	765	—	765
蒙永濤先生 ⁷	Mr. Meng Yongtao ⁷	—	729	—	729
		—	16,054	42	170,022
非執行董事：	Non-executive directors:				
劉軍春先生 ¹	Mr. Liu Junchun ¹	124	—	—	124
王天兵先生 ¹¹	Mr. Wang Tianbing ¹¹	—	—	—	—
Stuart Morrison Grant 先生 ¹¹	Mr. Stuart Morrison Grant ¹¹	—	—	—	—
韋增鵬先生 ¹¹	Mr. Justin Wai ¹¹	—	—	—	—
羅耀發先生 ¹¹	Mr. Law Yiu Fat Richard ¹¹	—	—	—	—
		124	—	—	124
獨立非執行董事：	Independent non-executive directors:				
范佐浩先生	Mr. Fan Chor Ho	234	—	—	234
謝文彬先生	Mr. Tse Man Bun	234	—	—	234
龍子明先生	Mr. Lung Chee Ming, George	234	—	—	234
李傑之先生	Mr. Li Kit Chee	234	—	—	234
		936	—	—	936
總計	Total	1,060	16,054	42	171,082

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

9. 董事酬金(續)

已付或應付每位董事酬金如下：(續)

附註：

- 1 劉軍春先生自二零一六年七月二十九日起獲委任為非執行董事，並自二零一六年十二月二十二日起調任為執行董事。
- 2 黃泰倫先生獲委任為執行董事，自二零一七年一月二十六日起生效。
- 3 黃琪珺先生及穆先義先生獲委任為執行董事，自二零一七年七月十五日起生效。
- 4 趙展鴻先生及劉健輝先生辭任執行董事，自二零一七年七月十五日起生效。
- 5 鄧竟成先生及鄧傑先生獲委任為非執行董事，自二零一七年七月十五日起生效。
- 6 梁繼昌先生獲委任為獨立非執行董事，自二零一七年七月十五日起生效。
- 7 范寧先生及蒙永濤先生自二零一六年七月二十九日起獲委任為執行董事，並自二零一七年七月十五日起辭任執行董事。
- 8 趙權先生自二零一六年十二月二十二日起獲委任為執行董事，並自二零一七年十二月十五日起辭任執行董事。
- 9 蒙翰廷先生獲委任為執行董事，自二零一七年十月一日起生效。
- 10 李曉明先生獲委任為執行董事，自二零一七年十二月二十九日起生效。
- 11 王天兵先生、Stuart Morrison Grant先生、韋增鵬先生及羅耀發先生辭任非執行董事，自二零一六年七月二十九日起生效。
- 12 李同雙先生自二零一六年七月二十九日起獲委任為執行董事，並自二零一六年十二月二十二日起辭任執行董事。

9. DIRECTORS' REMUNERATION (Cont'd)

The remuneration paid or payable to each of the directors is as follows:
(Cont'd)

Notes:

- 1 Mr. Liu Junchun was appointed as a non-executive director with effect from 29 July 2016 and redesignated as an executive director with effect from 22 December 2016.
- 2 Mr. Wong Tai Lun Kenneth was appointed as an executive director with effect from 26 January 2017.
- 3 Mr. Huang Qijun and Mr. Mu Xianyi were appointed as executive directors with effect from 15 July 2017.
- 4 Mr. Chiu Chin Hung and Mr. Lau Kin Fai resigned as executive directors with effect from 15 July 2017.
- 5 Mr. Tang King Shing and Mr. Tang Kit were appointed as non-executive directors with effect from 15 July 2017.
- 6 Mr. Leung Kai Cheung was appointed as an independent non-executive director with effect from 15 July 2017.
- 7 Mr. Fan Ning and Mr. Meng Yongtao were appointed as executive directors with effect from 29 July 2016 and resigned with effect from 15 July 2017.
- 8 Mr. Zhao Quan was appointed as an executive director with effect from 22 December 2016 and resigned with effect from 15 December 2017.
- 9 Mr. Mung Hon Ting, Jackie was appointed as an executive director with effect from 1 October 2017.
- 10 Mr. Li Xiaoming was appointed as an executive director with effect from 29 December 2017.
- 11 Mr. Wang Tianbing, Mr. Stuart Morrison Grant, Mr. Justin Wai and Mr. Law Yiu Fat Richard resigned as non-executive directors with effect from 29 July 2016.
- 12 Mr. Li Tongshuang was appointed as an executive director with effect from 29 July 2016 and resigned with effect from 22 December 2016.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

9. 董事酬金(續)

已付或應付每位董事酬金如下：(續)

本年度概無董事放棄或同意放棄任何酬金之安排。

10. 五位最高薪之僱員

本年度五位最高薪僱員包括三名董事(截至二零一六年十二月三十一日止期間：三名董事)，其酬金詳情載於上文附註9。本年度餘下兩位(截至二零一六年十二月三十一日止期間：兩位)非董事最高薪僱員之酬金如下：

9. DIRECTORS' REMUNERATION (Cont'd)

The remuneration paid or payable to each of the directors is as follows: (Cont'd)

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three directors (period ended 31 December 2016: three directors), details of whose remuneration are set out in note 9 above. Details of the remuneration for the year of the remaining two (period ended 31 December 2016: two) non-director highest paid employees are as follows:

		截至 二零一七年 十二月三十一日 止年度 Year ended 31 December 2017 千港元 HK\$'000	自二零一六年 四月一日至 二零一六年 十二月三十一日 止期間 Period from 1 April 2016 to 31 December 2016 千港元 HK\$'000
薪酬、津貼及實物利益	Salaries, allowances and benefits in kind	8,869	4,915
績效花紅*	Performance related bonuses *	—	23,090
退休金計劃供款	Pension scheme contributions	18	14
		8,887	28,019

* 非董事最高薪之僱員參與一項獎勵計劃。有關獎勵計劃之進一步詳情披露於財務報表附註8。

* The non-director highest paid employees participated in an incentive scheme. Further details of the incentive scheme were disclosed in note 8 to the financial statements.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

10. 五位最高薪之僱員(續)

在以下薪酬範圍內之非董事最高薪僱員
人數如下：

10. FIVE HIGHEST PAID EMPLOYEES (Cont'd)

The number of non-director highest paid employees whose remuneration
fell within the following bands is as follows:

		僱員人數 Numbers of employees	
		自二零一六年 四月一日至 二零一六年 十二月三十一日 止期間 Period from 1 April 2016 to 31 December 2016	
		二零一七年 十二月三十一日 止年度 Year ended 31 December 2017	二零一六年 十二月三十一日 止年度 Year ended 31 December 2016
4,000,000 港元至 4,500,000 港元	HK\$4,000,000 to HK\$4,500,000	1	—
4,500,001 港元至 5,000,000 港元	HK\$4,500,001 to HK\$5,000,000	1	—
13,500,001 港元至 14,000,000 港元	HK\$13,500,001 to HK\$14,000,000	—	1
14,000,001 港元至 14,500,000 港元	HK\$14,000,001 to HK\$14,500,000	—	1
		<u>2</u>	<u>2</u>

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

11. 所得稅

香港利得稅按年內於香港產生之估計應課稅溢利之16.5%(截至二零一六年十二月三十一日止期間:16.5%)作出撥備。中國其他地區應課稅溢利之稅項已按本集團經營地區之現行適用稅率計算。

11. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (period ended 31 December 2016: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere in the PRC have been calculated at the applicable tax rates prevailing in the areas in which the Group operates.

		截至 二零一七年 十二月三十一日 止年度 Year ended 31 December 2017 千港元 HK\$'000	自二零一六年 四月一日至 二零一六年 十二月三十一日 止期間 Period from 1 April 2016 to 31 December 2016 千港元 HK\$'000
即期：	Current:		
本年度／期間溢利之	Provision for tax in respect of profit		
稅項撥備：	for the year/period:		
中國：	PRC:		
香港	Hong Kong	31,747	43,875
其他地區	Elsewhere	14,175	205,999
		<u>45,922</u>	<u>249,874</u>
上年度超額撥備：	Overprovision in the prior years:		
中國：	PRC:		
香港	Hong Kong	(60)	(60)
其他地區	Elsewhere	(53,748)	(4,688)
		<u>(53,808)</u>	<u>(4,748)</u>
遞延稅項(附註33)	Deferred tax (note 33)	97,921	(18,485)
本年度／期間之稅項開支總額	Total tax charge for the year/period	<u>90,035</u>	<u>226,641</u>

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

11. 所得稅(續)

適用於以本公司及其大部分附屬公司所在國家及地區之法定稅率計算之除稅前溢利之稅項開支與以實際稅率計算之稅項開支之對賬如下：

11. INCOME TAX (Cont'd)

A reconciliation of the tax charge applicable to profit before tax at the statutory rates for the countries or regions in which the Company and the majority of its subsidiaries are domiciled to the tax charge at the effective tax rates is as follows:

		截至 二零一七年 十二月三十一日 止年度 Year ended 31 December 2017 千港元 HK\$'000	自二零一六年 四月一日至 二零一六年 十二月三十一日 止期間 Period from 1 April 2016 to 31 December 2016 千港元 HK\$'000
除稅前溢利	Profit before tax	95,468	354,998
以法定稅率計算之稅項	Tax at the statutory rates	13,208	69,588
土地增值稅撥備	Provision for land appreciation tax	10,807	117,068
土地增值稅之稅務影響	Tax effect of land appreciation tax	53,350	(7,150)
就過往年度之即期稅項而作出之調整	Adjustments in respect of current tax of prior years	(53,808)	(4,748)
毋須課稅收入	Income not subject to tax	(6,903)	(6,078)
不予扣減稅項之開支	Expenses not deductible for tax	28,568	62,936
就本集團中國內地附屬公司之可供分派溢利之預扣稅之影響	Effect of withholding tax on the distributable profits of the Group's subsidiaries in Mainland China	(37,083)	(16,141)
待出售之出售組別產生之暫時性差異	Temporary difference arising from disposal groups held for sale	78,809	—
動用過往年度之稅項虧損	Tax losses utilised from prior years	(5,738)	(333)
未確認稅項虧損	Tax losses not recognised	8,825	11,499
按本集團實際稅率計算之稅項開支	Tax charge at the Group's effective rate	90,035	226,641

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

12. 分類為待出售之出售組別

於二零一七年十一月十三日，剛毅投資有限公司、上海長寧頓肯房地產經紀有限公司、紅光投資有限公司及佳利威有限公司(統稱「上海賣方」，均為本公司之全資附屬公司)與海南海航首府投資有限公司(「海航首府」，一間於中國成立之有限公司及海航集團有限公司之附屬公司，海航集團有限公司為本公司之中間控股公司)就以現金代價人民幣585,800,000元出售上海賣方於泰昇上海之全部股權訂立股權轉讓協議(「上海出售」)。泰昇上海為一間於中國成立之單一項目公司，在上海從事住宅及商業物業發展項目(即泰欣嘉園)運營。其收益主要來自銷售住宅物業，其次有少部分來自物業租賃。

於二零一七年十一月十三日，曜基有限公司(「瀋陽賣方」，本公司之全資附屬公司)與海南海航基礎設施投資集團股份有限公司(「海航基礎設施」，一間於中國成立之有限公司，其股份在上海證交所上市，並為海航集團有限公司之附屬公司)就以現金代價人民幣762,000,000元出售瀋陽賣方於泰昇瀋陽之全部股權訂立股權轉讓協議(「瀋陽出售」)。泰昇瀋陽為一間於中國成立之單一項目公司，在瀋陽從事住宅及商業物業發展項目(即泰和龍庭)運營。其收益主要來自銷售住宅物業。

12. DISPOSAL GROUPS CLASSIFIED AS HELD FOR SALE

On 13 November 2017, Great Regent Investments Limited, Shanghai Changning Duncan Property Consulting Company Limited, Red Shine Investment Limited and Carriway Limited (collectively, the "Shanghai Sellers"), each being a wholly-owned subsidiary of the Company, entered into an equity transfer agreement with Hainan HNA Shou Fu Investment Co., Ltd. ("HNA Shou Fu"), a company established in the PRC with limited liability and a subsidiary of HNA Group Co., Ltd., which is an intermediate holding company of the Company, for disposal of the Shanghai Sellers' entire equity interests in Tysan Shanghai at a cash consideration of RMB585.8 million (the "Shanghai Disposal"). Tysan Shanghai is a single project company established in the PRC engaging in the operation of a residential and commercial property development project, namely The Waterfront, in Shanghai. It primarily derives its revenue from the sales of residential property and to a relatively minor extent, leasing of property.

On 13 November 2017, Sparkle Key Limited (the "Shenyang Seller"), a wholly-owned subsidiary of the Company, entered into an equity transfer agreement with Hainan HNA Infrastructure Investment Group Co., Ltd. ("HNA Infrastructure"), a company established in the PRC with limited liability whose shares are listed on the Shanghai Stock Exchange and a subsidiary of HNA Group Co., Ltd., for disposal of the Shenyang Seller's entire equity interest in Tysan Shenyang at a cash consideration of RMB762 million (the "Shenyang Disposal"). Tysan Shenyang is a single project company established in the PRC engaging in the operation of a residential and commercial property development project, namely The Pinnacle, in Shenyang. It primarily derives its revenue from the sales of residential property.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

12. 分類為待出售之出售組別(續)

於二零一七年十一月十三日，興懋有限公司(「天津賣方」，本公司之全資附屬公司)與海航首府就以現金代價人民幣435,800,000元出售天津賣方於泰昇天津之全部股權訂立股權轉讓協議(「天津出售」)。泰昇天津為一間於中國成立之單一項目公司，在天津從事住宅及商業物業發展項目(即泰悅豪庭)運營。其收益主要來自銷售住宅物業。

於上海出售、瀋陽出售及天津出售完成後，泰昇上海、泰昇瀋陽及泰昇天津將不再為本公司之附屬公司及本公司將不再於物業發展項目中擁有任何權益。於二零一七年十二月三十一日，上述出售交易尚未完成。本公司董事預計上海出售、瀋陽出售及天津出售將於二零一八年年年底完成。因此，泰昇上海、泰昇瀋陽及泰昇天津於二零一七年十二月三十一日之資產及負債乃分類為待出售之出售組別。

12. DISPOSAL GROUPS CLASSIFIED AS HELD FOR SALE
(Cont'd)

On 13 November 2017, Great Prosper Limited (the "Tianjin Seller"), a wholly-owned subsidiary of the Company, entered into an equity transfer agreement with HNA Shou Fu for disposal of Tianjin Seller's entire equity interest in Tysan Tianjin at a cash consideration of RMB435.8 million (the "Tianjin Disposal"). Tysan Tianjin is a single project company established in the PRC engaging in the operation of a residential and commercial property development project, namely The Riverside, in Tianjin. It primarily derives its revenue from the sales of residential property.

Upon completion of the Shanghai Disposal, Shenyang Disposal and Tianjin Disposal, Tysan Shanghai, Tysan Shenyang and Tysan Tianjin will cease to be subsidiaries of the Company and the Company will no longer have any interest in the property development projects. As at 31 December 2017, the above disposal transaction had yet to be completed. The directors of the Company expect the Shanghai Disposal, Shenyang Disposal and Tianjin Disposal to be completed before the end of 2018. Accordingly, the assets and liabilities of Tysan Shanghai, Tysan Shenyang and Tysan Tianjin as at 31 December 2017 were classified as disposal groups held for sale.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

12. 分類為待出售之出售組別(續)

於二零一七年十二月三十一日，分類為待出售之泰昇上海、泰昇瀋陽及泰昇天津之主要資產及負債類別如下：

12. DISPOSAL GROUPS CLASSIFIED AS HELD FOR SALE
(Cont'd)

The major classes of assets and liabilities of Tysan Shanghai, Tysan Shenyang and Tysan Tianjin classified as held for sale as at 31 December 2017 are as follows:

		附註 Notes	千港元 HK\$'000
資產	Assets		
物業、廠房及設備	Property, plant and equipment	15	4,278
投資物業	Investment properties	16	227,814
可供出售投資	Available-for-sale investment		1,196
遞延稅項資產	Deferred tax assets	33	960
發展中物業	Properties under development	19	14,864
持有供銷售之物業	Properties held for sale	21	1,460,278
應收貿易賬款及應收保固金	Trade and retention receivables		496
預付款項、訂金及其他應收款項	Prepayments, deposits and other receivables		10,085
預繳稅項	Tax prepaid		15,649
現金及等同現金項目	Cash and cash equivalents		448,337
分類為待出售之資產	Assets classified as held for sale		<u>2,183,957</u>
負債	Liabilities		
應付貿易賬款及應付保固金及應計款項	Trade and retention payables and accruals		280,400
其他應付款項、已收訂金及預收款項	Other payables, deposits received and receipts in advance		34,824
已收訂金	Deposits received		54,428
應付稅項	Tax payable		5,428
遞延稅項負債	Deferred tax liabilities	33	41,129
與分類為待出售之資產直接有關之負債	Liabilities directly associated with the assets classified as held for sale		<u>416,209</u>
與出售組別直接有關之淨資產	Net assets directly associated with the disposal groups		<u>1,767,748</u>
出售組別之法定儲備	Statutory reserve of the disposal groups		48,750
出售組別之資產重估儲備	Asset revaluation reserve of the disposal groups		4,129
出售組別之匯兌浮動儲備	Exchange fluctuation reserve of the disposal groups		<u>55,862</u>

上海出售、瀋陽出售及天津出售之進一步詳情於本公司日期為二零一七年十一月十三日之公告及日期為二零一七年十二月七日之通函披露。

Further details of the Shanghai Disposal, Shenyang Disposal and Tianjin Disposal were disclosed in the Company's announcement dated 13 November 2017 and a circular dated 7 December 2017.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

13. 股息

13. DIVIDENDS

		自二零一六年 四月一日至 二零一六年 十二月三十一日 止期間 Period from 1 April 2016 to 31 December 2016 千港元 HK\$'000	二零一七年 十二月三十一日 止年度 Year ended 31 December 2017 千港元 HK\$'000
本年度／期間派付股息：	Dividends paid during the year/period:		
截至二零一六年十二月三十一日	Final in respect of the financial period		
止財政期間末期股息	ended 31 December 2016 –		
– 每股普通股 10.0 港仙	HK10.0 cents per		
(截至二零一六年	ordinary share		
三月三十一日止年度：無)	(year ended 31 March 2016: Nil)	<u>113,416</u>	<u>—</u>
建議派付末期股息：	Proposed final dividend:		
末期股息 – 每股普通股 10.0	Final – HK10.0 cents (period ended 31		
港仙(截至二零一六年	December 2016:		
十二月三十一日止	HK10.0 cents)		
期間：10.0 港仙)	per ordinary share	<u>340,249</u>	<u>113,416</u>

本年度建議派付之末期股息須經本公司股東於即將召開之股東週年大會上批准。該等財務報表並無反映應付末期股息。

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting. These financial statements do not reflect the final dividend payable.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

14. 本公司普通股股東應佔每股盈利

每股基本盈利乃根據本公司普通股股東應佔年內溢利6,004,000港元(截至二零一六年十二月三十一日止期間: 134,050,000港元)及年內已發行之普通股之加權平均數2,380,256,154股(截至二零一六年十二月三十一日止期間: 重列為1,041,131,289股)計算。計算每股基本盈利所用截至二零一七年十二月三十一日止年度及截至二零一六年十二月三十一日止期間之已發行股份加權平均數均已作調整或重列,以反映於二零一七年六月完成之供股之影響。

截至二零一七年十二月三十一日止年度及截至二零一六年十二月三十一日止期間,本集團並無已發行潛在攤薄普通股。

14. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company of HK\$6,004,000 (period ended 31 December 2016: HK\$134,050,000), and the weighted average number of ordinary shares of 2,380,256,154 (period ended 31 December 2016: restated as 1,041,131,289) in issue during the year. The weighted average number of shares in issued for both year ended 31 December 2017 and period ended 31 December 2016 used in the basic earnings per share calculation have been adjusted or restated to reflect the effect of the rights issue completed in June 2017.

The Group had no potentially dilutive ordinary shares in issue during the year ended 31 December 2017 and period ended 31 December 2016.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

15. 物業、機器及設備

15. PROPERTY, PLANT AND EQUIPMENT

		土地及樓宇 Land and buildings 千港元 HK\$'000	設備及 機器 Equipment and machinery 千港元 HK\$'000	傢俬及 裝置 Furniture and fixtures 千港元 HK\$'000	汽車 Motor vehicles 千港元 HK\$'000	遊艇 Motor yacht 千港元 HK\$'000	租賃 物業裝修 Leasehold improvements 千港元 HK\$'000	總計 Total 千港元 HK\$'000
二零一七年十二月三十一日 31 December 2017								
成本：	Cost:							
年初	At beginning of year	215,235	930,711	5,661	19,674	6,098	20,710	1,198,089
添置	Additions	—	9,868	671	369	—	2,483	13,391
出售/撇銷	Disposals/write-off	—	(39,938)	(178)	(726)	—	(2,007)	(42,849)
計入分類為待出售之出售 組別之資產(附註12)	Assets included in disposal groups classified as held-for-sale (note 12)	(2,227)	(2,692)	(182)	(5,405)	—	(2,458)	(12,964)
匯兌調整	Exchange realignment	158	215	14	400	—	242	1,029
於二零一七年 十二月三十一日	At 31 December 2017	213,166	898,164	5,986	14,312	6,098	18,970	1,156,696
累計折舊及減值：	Accumulated depreciation and impairment:							
年初	At beginning of year	44,283	818,728	3,859	12,929	6,098	15,209	901,106
本年度折舊撥備	Depreciation provided during the year	7,871	48,567	664	1,998	—	2,288	61,388
出售/撇銷	Disposals/write-off	—	(39,121)	(119)	(676)	—	(2,007)	(41,923)
計入分類為待出售之出售 組別之資產(附註12)	Assets included in disposal groups classified as held-for-sale (note 12)	(605)	(2,321)	(103)	(4,287)	—	(1,370)	(8,686)
匯兌調整	Exchange realignment	41	188	8	309	—	145	691
於二零一七年 十二月三十一日	At 31 December 2017	51,590	826,041	4,309	10,273	6,098	14,265	912,576
賬面淨值：	Net carrying amount:							
於二零一七年 十二月三十一日	At 31 December 2017	161,576	72,123	1,677	4,039	—	4,705	244,120
於二零一六年 十二月三十一日	At 31 December 2016	170,952	111,983	1,802	6,745	—	5,501	296,983

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

15. 物業、機器及設備(續)

15. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

		土地及樓宇 Land and buildings 千港元 HK\$'000	設備及 機器 Equipment and machinery 千港元 HK\$'000	傢俬及 裝置 Furniture and fixtures 千港元 HK\$'000	汽車 Motor vehicles 千港元 HK\$'000	遊艇 Motor yacht 千港元 HK\$'000	租賃 物業裝修 Leasehold improvements 千港元 HK\$'000	總計 Total 千港元 HK\$'000
二零一六年十二月三十一日 31 December 2016								
成本:	Cost:							
期初	At beginning of period	217,348	964,183	4,313	19,138	6,098	17,811	1,228,891
添置	Additions	—	16,035	1,401	2,579	—	3,221	23,236
出售/撇銷	Disposals/write-off	—	(49,274)	(36)	(1,621)	—	—	(50,931)
轉撥至投資物業(附註16)	Transfer to investment properties (note 16)	(7,171)	—	—	—	—	—	(7,171)
重估盈餘	Surplus on revaluation	5,245	—	—	—	—	—	5,245
匯兌調整	Exchange realignment	(187)	(233)	(17)	(422)	—	(322)	(1,181)
於二零一六年 十二月三十一日	At 31 December 2016	215,235	930,711	5,661	19,674	6,098	20,710	1,198,089
累計折舊及減值:	Accumulated depreciation and impairment:							
期初	At beginning of period	38,687	821,395	3,361	12,851	6,098	13,094	895,486
本期間折舊撥備	Depreciation provided during the period	5,914	46,667	540	1,402	—	2,293	56,816
出售/撇銷	Disposals/write-off	—	(49,125)	(34)	(1,010)	—	—	(50,169)
重估撥回	Write-back on revaluation	(279)	—	—	—	—	—	(279)
匯兌調整	Exchange realignment	(39)	(209)	(8)	(314)	—	(178)	(748)
於二零一六年 十二月三十一日	At 31 December 2016	44,283	818,728	3,859	12,929	6,098	15,209	901,106
賬面淨值:	Net carrying amount:							
於二零一六年 十二月三十一日	At 31 December 2016	170,952	111,983	1,802	6,745	—	5,501	296,983
於二零一六年三月三十一日	At 31 March 2016	178,661	142,788	952	6,287	—	4,717	333,405

本集團若干土地及樓宇已抵押予一間銀行作為本集團獲授若干銀行信貸之抵押(附註31)。

本集團若干設備及機器根據經營租約出租予第三方，進一步概要詳情載於財務報表附註38(a)。

Certain of the Group's land and buildings were pledged to a bank as security for certain banking facilities granted to the Group (note 31).

Certain of the Group's equipment and machinery are leased to third parties under operating leases, further summary details of which are included in note 38(a) to the financial statements.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

16. 投資物業

16. INVESTMENT PROPERTIES

		二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
於年/期初之賬面值	Carrying amount at beginning of year/period	189,250	172,636
轉撥自擁有人佔有物業(附註15)	Transfer from an owner-occupied property (note 15)	—	7,171
公平值變動(附註8)	Fair value changes (note 8)	23,175	23,215
計入分類為待出售之 出售組別之資產(附註12)	Assets included in disposal groups classified as held-for-sale (note 12)	(227,814)	—
匯兌調整	Exchange realignment	15,389	(13,772)
於年/期終之賬面值	Carrying amount at end of year/period	—	189,250

於二零一七年十二月三十一日(投資物業已計入待出售之出售組別之資產)及二零一六年十二月三十一日,本集團投資物業包括位於中國內地的商業物業。本公司董事根據各項物業之性質、特徵及風險釐定投資物業為商業物業。本集團投資物業依據獨立專業合資格物業估值師威格斯資產評估顧問有限公司(「威格斯」)所作估值於二零一七年十二月三十一日重新估值為227,814,000港元(二零一六年:189,250,000港元)。本公司董事每年會決定委任外部估值師負責本集團物業之外部估值。挑選之標準包括市場知識、名聲、獨立性以及是否可保持專業標準。本公司董事每年兩次於為中期及年度財務報告進行估值時就估值假設及估值結果與估值師進行討論。

投資物業乃根據經營租約租賃予第三方,有關概要之進一步詳情載於財務報表附註38(a)。

The Group's investment properties as at 31 December 2017, which was included in assets of disposal groups held for sale, and 31 December 2016 consisted of commercial properties in Mainland China. The directors of the Company have determined that the investment properties were commercial properties, based on the nature, characteristics and risks of each property. The Group's investment properties were revalued on 31 December 2017 based on valuations performed by Vigers Appraisal and Consulting Limited ("Vigers"), a firm of independent professionally qualified property valuers, at HK\$227,814,000 (2016: HK\$189,250,000). Each year, the Company's directors decide to appoint which external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Company's directors have discussions with the valuer on the valuation assumptions and valuation results twice a year when the valuation is performed for interim and annual financial reporting.

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 38(a) to the financial statements.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

16. 投資物業(續)

公平值等級架構

下表列示本集團投資物業之公平值計量等級架構：

以下項目之經常性 公平值計量：	Recurring fair value measurement for:
商業物業	Commercial properties

16. INVESTMENT PROPERTIES (Cont'd)

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

於二零一七年十二月三十一日
使用以下數據計量公平值

Fair value measurement as at 31 December 2017 using

活躍市場 報價 (第1層) Quoted prices in active markets (Level 1) 千港元 HK\$'000	重大可觀察 輸入數據 (第2層) Significant observable inputs (Level 2) 千港元 HK\$'000	重大不可觀察 輸入數據 (第3層) Significant unobservable inputs (Level 3) 千港元 HK\$'000	總計 Total 千港元 HK\$'000
—	—	227,814	227,814

於二零一六年十二月三十一日
使用以下數據計量公平值

Fair value measurement as at 31 December 2016 using

活躍市場 報價 (第1層) Quoted prices in active markets (Level 1) 千港元 HK\$'000	重大可觀察 輸入數據 (第2層) Significant observable inputs (Level 2) 千港元 HK\$'000	重大不可觀察 輸入數據 (第3層) Significant unobservable inputs (Level 3) 千港元 HK\$'000	總計 Total 千港元 HK\$'000
—	—	189,250	189,250

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

16. 投資物業(續)

公平值等級架構(續)

於本年度內，第1層與第2層之間並無任何公平值計量轉移，且第3層並無轉入或轉出(截至二零一六年十二月三十一日止期間：無)。

歸類為第3層公平值等級架構之公平值計量之對賬：

16. INVESTMENT PROPERTIES (Cont'd)

Fair value hierarchy (Cont'd)

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (period ended 31 December 2016: Nil).

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

		商業物業 Commercial properties 千港元 HK\$'000
於二零一六年四月一日之賬面值	Carrying amount at 1 April 2016	172,636
轉撥自擁有人佔有之物業	Transfer from an owner-occupied property	7,171
公平值變動	Fair value changes	23,215
匯兌調整	Exchange realignment	(13,772)
		<hr/>
於二零一六年十二月三十一日 及二零一七年一月一日之賬面值	Carrying amount at 31 December 2016 and 1 January 2017	189,250
公平值變動	Fair value changes	23,175
匯兌調整	Exchange realignment	15,389
		<hr/>
於二零一七年十二月三十一日 之賬面值	Carrying amount at 31 December 2017	<u>277,814</u>

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

16. 投資物業(續)

公平值等級架構(續)

以下為投資物業估值所用估值方法及主要輸入數據之概要：

	估值方法 Valuation techniques	重大不可觀察 輸入數據 Significant unobservable inputs	範圍(加權平均值) Range (weighted average)	
			二零一七年 2017	二零一六年 2016
位於中國內地之商業物業 Commercial properties in Mainland China	直接比較法 Direct comparison approach	具體物業調整比率 Property-specific adjustment rate	-38% to -9% (-20%)	-50% to -9% (-27%)

本集團投資物業(已計入分類為待出售之出售組別之資產)之公平值乃使用直接比較法，參考公開市場中可比較物業之近期售價並就本集團投資物業與近期銷售例子比較之面積、位置、樓層及質量作調整而釐定。公平值計量與調整比率越高則會導致公平值越高的不可觀察輸入數據呈正相關關係。

Fair value hierarchy (Cont'd)

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

The fair value of the Group's investment properties, included in assets of disposal groups classified as held for sale, is determined using the direct comparison approach by reference to the recent sales price of comparable properties in the open market, adjusted for size, location, floor level and quality of the Group's investment properties compared to the recent sales. The fair value measurement is positively correlated to the unobservable input that the higher the adjustment rate will result in a higher fair value.

17. 一間聯營公司權益

17. INTERESTS IN AN ASSOCIATE

		二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
應佔資產淨值	Share of net assets	—	—
一間聯營公司之欠款	Amount due from an associate	399	386
		399	386
減：減值	Less: Impairment	(399)	(386)
		—	—

一間聯營公司之欠款為無抵押、免息且無固定還款期限。

The amount due from an associate is unsecured, interest-free and has no fixed terms of repayment.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

17. 一間聯營公司權益(續)

聯營公司之詳情如下：

名稱 Name	所持已發行 Particulars of issued shares held	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and business	本集團應佔 所有權權益百分比 Percentage of ownership interest attributable to the Group		主要業務 Principal activity
			二零一七年 2017	二零一六年 2016	
力騏投資有限公司 Turbo Dragon Investment Limited	普通股 Ordinary share	香港 Hong Kong	50	50	投資控股 Investment holding

17. INTERESTS IN AN ASSOCIATE (Cont'd)

Particulars of the associate are as follows:

18. 可供出售投資

18. AVAILABLE-FOR-SALE INVESTMENT

	二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
非上市股本投資，按成本 Unlisted equity investment, at cost	—	1,112

於二零一六年十二月三十一日，可供出售投資指本集團於中國一項非上市股本投資的6.45%股權。該投資按成本減減值計量，因為該投資於活躍市場並無市場報價。於二零一七年十二月三十一日，該投資列為分類為待出售之出售組別之資產(附註12)，並按其賬面值與公平值減銷售成本之較低者計量。

董事認為，該投資之公平值無法可靠計量，且該投資之相關公平值不低於該投資於二零一七年十二月三十一日之賬面值。

As at 31 December 2016, the available-for-sale investment represented the Group's a 6.45% equity interest in an unlisted equity investment in the PRC. The investment was measured at cost less impairment because the investment did not have a quoted market price in an active market. As at 31 December 2017, such investment was included in assets of disposal groups classified as held for sale (note 12), and was measured at lower of its carrying amount and fair value less costs to sell.

In the opinion of the directors, the fair value of such investment cannot be measured reliably and the underlying fair value of the investment was not less than the carrying value of the investment as at 31 December 2017.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

19. 發展中物業

19. PROPERTIES UNDER DEVELOPMENT

		二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
年/期初結存	Balance at beginning of year/period	14,286	1,772,959
本年度/期間添置	Additions during the year/period	13,109,899	432,348
轉撥至持有供銷售之 物業(附註21)	Transfer to properties held for sale (note 21)	(488)	(2,074,232)
資本化利息(附註7)	Interest capitalised (note 7)	105,030	6,556
計入分類為待出售之 出售組別之資產(附註12)	Assets included in disposal groups classified as held-for-sale (note 12)	(14,864)	—
匯兌調整	Exchange realignment	1,066	(123,345)
年/期終結存	Balance at end of year/period	<u>13,214,929</u>	<u>14,286</u>

於二零一七年十二月三十一日，本集團賬面總值13,214,929,000港元(二零一六年：零)之發展中物業已予質押，以獲得本集團之若干銀行貸款(附註31)。

As at 31 December 2017, the Group's properties under development with an aggregate carrying amount of HK\$13,214,929,000 (2016: Nil) were pledged to secure certain of the Group's bank loans (note 31).

20. 存貨

20. INVENTORIES

		二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
原料	Raw materials	3,372	558
零件及其他	Spare parts and others	24,997	15,953
		<u>28,369</u>	<u>16,511</u>

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

21. 持有供銷售之物業

21. PROPERTIES HELD FOR SALE

		二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
年/期初	At beginning of year/period	1,883,003	302,596
添置	Additions	39,724	—
轉撥自發展中物業 (附註19)	Transfer from properties under development (note 19)	488	2,074,232
年/期內出售之物業	Properties sold during the year/period	(579,109)	(496,729)
計入分類為待出售之 出售組別之資產(附註12)	Assets included in disposal groups classified as held-for-sale (note 12)	(1,460,278)	—
匯兌調整	Exchange realignment	116,172	2,904
年/期終	At end of year/period	—	1,883,003

22. 建築合約

22. CONSTRUCTION CONTRACTS

		二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
客戶有關合約工程之欠款	Amounts due from customers for contract works	279,411	295,893
欠客戶有關合約工程之款項	Amounts due to customers for contract works	(247,027)	(419,304)
		32,384	(123,411)
所產生之合約成本加載至本年報 日期已確認溢利減已確認虧損 減：已收及應收進度賬款	Contract costs incurred plus recognised profits less recognised losses to date Less: Progress billings received and receivable	11,504,352 (11,471,968)	12,856,069 (12,979,480)
		32,384	(123,411)

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

23. 應收貿易賬款及應收保固金

本集團跟隨本地行業標準制訂信貸政策。給予貿易客戶之平均一般信貸期為30日內(應收保固金除外)，惟須經管理層作出定期檢討。有鑒於上文所述及本集團之應收貿易賬款及應收保固金與大量不同客戶有關，故概無信貸風險過於集中之情況。本集團並無就該等結存持有任何擔保或提高其他信貸。應收貿易賬款及應收保固金均為免息。

23. TRADE AND RETENTION RECEIVABLES

The Group has established credit policies that follow local industry standards. The average normal credit periods offered to trade customers other than for retention receivables are within 30 days, and are subject to periodic review by management. In view of the aforementioned and the fact that the Group's trade and retention receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade and retention receivable balances. Trade and retention receivables are non-interest-bearing.

		二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
應收貿易賬款及應收保固金	Trade and retention receivables	638,839	797,907
減值	Impairment	(29)	(29)
		<u>638,810</u>	<u>797,878</u>

應收貿易賬款及應收保固金中包括應收關連公司款項111,454,000港元(二零一六年：7,284,000港元)，其還款信貸條款與給予本集團主要客戶的條款相若。

Included in the trade and retention receivables are amounts due from related companies of HK\$111,454,000 (2016: HK\$7,284,000), which are repayable on credit terms similar to those offered to the major customers of the Group.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

23. 應收貿易賬款及應收保固金(續)

以發票日期及撥備淨值計算，應收貿易賬款於報告期末之賬齡分析如下：

應收貿易賬款：	Trade receivables:
90日內	Within 90 days
91日至180日	91 to 180 days
181日至360日	181 to 360 days
360日以上	Over 360 days
應收保固金	Retention receivables

23. TRADE AND RETENTION RECEIVABLES (Cont'd)

An aging analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of provision, is as follows:

	二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
	401,869	525,746
	12,637	102
	2,154	481
	333	10,392
	416,993	536,721
	221,817	261,157
	638,810	797,878

於二零一七年十二月三十一日金額為178,063,000港元(二零一六年：200,251,000港元)之應收保固金預期將於報告期末後十二個月內收回。

Retention receivables, amounting to HK\$178,063,000 as at 31 December 2017 (2016: HK\$200,251,000), are expected to be recovered within twelve months after the end of the reporting period.

應收貿易賬款減值撥備之變動如下：

The movements in provision for individual impairment of trade receivables are as follows:

	二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
年/期初	29	391
已確認減值虧損(附註8)	—	25
不可收回之已撇銷款項	—	(387)
年/期終	29	29

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

23. 應收貿易賬款及應收保固金(續)

計入上述應收貿易賬款之減值撥備為29,000港元(二零一六年: 29,000港元)是就個別應收貿易賬款而作其撥備前賬面總值為29,000港元(二零一六年: 69,000港元)。個別已減值應收貿易賬款與處於財務困難之客戶有關, 預期應收該等客戶之賬款不能全部收回。

個別或共同視作將不予減值之應收貿易賬款及應收保固金之賬齡分析如下:

既無過期亦無減值	Neither past due nor impaired
已過期1日至90日	1 to 90 days past due
已過期91日至270日	91 to 270 days past due
已過期超過270日	More than 270 days past due

既無過期亦無減值之應收款項與大量並無近期違約歷史的不同客戶有關。已過期但並無減值之應收款項與大量與本集團有著良好交易記錄的獨立客戶有關。依據過往經驗, 本公司董事認為, 由於信貸質量並無重大變動且結存仍視為可全部收回, 故概無必要就該等結存作出減值撥備。應收貿易賬款及應收保固金之賬面值與其公平值相若。

23. TRADE AND RETENTION RECEIVABLES (Cont'd)

Included in the above provision for impairment of trade receivables of HK\$29,000 (2016: HK\$29,000) is a provision for individually impaired trade receivables with a gross carrying amount before provision of HK\$29,000 (2016: HK\$69,000). The individually impaired trade receivables relate to customers that were in financial difficulties and the receivables from these customers are not expected to be fully recoverable.

The aging analysis of the trade and retention receivables that are not individually nor collectively considered to be impaired is as follows:

	二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
	604,715	691,725
	19,816	95,178
	13,955	439
	324	10,496
	<u>638,810</u>	<u>797,838</u>

Receivables that were neither past due nor impaired relate to a large number of diversified 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, the directors of the Company are of the opinion that no provision for impairment 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 carrying amounts of the trade and retention receivables approximate to their fair values.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

24. 預付款項、訂金及其他應收款項 24. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

		二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
收購物業、機器 及設備項目之訂金	Deposits for acquisition of items of property, plant and equipment	41	1,994
預付款項及訂金	Prepayments and deposits	23,283	53,137
其他應收款項	Other receivables	22,230	23,570
減：減值	Less: Impairment	(5,207)	(3,888)
		<u>40,347</u>	<u>74,813</u>
減：歸類為非流動資產之 預付款項、訂金 及其他應收款項	Less: Prepayments, deposits and other receivables classified as non-current assets	(899)	(4,143)
		<u>39,448</u>	<u>70,670</u>

其他應收款項減值撥備之變動如下：

The movements in provision for impairment of other receivables are as follows:

		二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
年／期初	At beginning of year/period	3,888	4,215
已確認減值虧損(附註8)	Impairment losses recognised (note 8)	1,029	—
減值虧損撥回(附註8)	Impairment losses written back (note 8)	—	(50)
計入分類為待出售之出售組別 之資產	Assets included in disposal groups classified as held-for-sale	(28)	—
匯兌調整	Exchange realignment	318	(277)
年／期終	At end of year/period	<u>5,207</u>	<u>3,888</u>

於二零一七年十二月三十一日，除已全數減值之5,207,000港元(二零一六年：3,888,000港元)其他應收款項外，上述資產並無過期或減值，而計入上述結餘之金融資產與近來並無違約紀錄之應收款項有關。

As at 31 December 2017, except for other receivables of HK\$5,207,000 (2016: HK\$3,888,000) which were fully impaired, none of the above assets was either past due or impaired and the financial assets included in the above balances relate to receivables for which there was no recent history of default.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

25. 衍生金融工具

25. DERIVATIVE FINANCIAL INSTRUMENT

		二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
交叉貨幣掉期	Cross currency swap	—	39,721

本集團已訂立一項交叉貨幣掉期，以管理其匯率風險。該交叉貨幣掉期並非指定作對沖目的，並按公平值計入損益。非對沖衍生工具之公平淨值變動之虧損33,057,000港元(截至二零一六年十二月三十一日止期間：盈利27,662,000港元)乃於本年度綜合損益表扣除。該等金融工具之賬面值與其公平值相若。上述衍生金融工具所涉及交易乃與一間信譽良好且近期並無違約歷史之金融機構進行。交叉貨幣掉期於本年度內提早解除。

The Group entered into a cross currency swap to manage its exchange rate exposures. This cross currency swap was not designated for hedging purpose and was measured at fair value through profit or loss. Changes in the fair value, net, of the non-hedging derivative amounting to a loss of HK\$33,057,000 (period ended 31 December 2016: gain of HK\$27,662,000) were charged to the consolidated statement of profit or loss during the year. The carrying amount of the financial instrument was the same as its fair value. The above transaction involving a derivative financial instrument was conducted with a creditworthy financial institution with no recent history of default. The cross currency swap was early unwound during the year.

26. 按公平值計入損益之金融資產

26. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS

		二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
非上市投資基金，按公平值	Unlisted investment fund, at fair value	738,865	—

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

26. 按公平值計入損益之金融資產
(續)

於截至二零一七年十二月三十一日止年度，本集團購買一項非上市投資基金並於同一年度將其出售，所得收益為11,163,000港元並計入本年度之綜合損益表。此外，本集團就成立HKICIM Fund II, L.P. (「基金II」) 與海實國際有限公司(「海實國際」) 訂立經修訂及重列之獲豁免有限合夥協議，並於截至二零一七年十二月三十一日止年度認購承擔基金規模之12.07%，金額為728,000,000港元。基金II主要投資於香港一塊土地上之在建物業，由於其表現由管理層根據本集團之策略按公平值基準管理並評估，故此被本集團指定為按公平值計入損益之金融資產。

基金II截至二零一七年十二月三十一日之公平值乃參考威格斯採用收入法進行之估值進行估計，並按淨資產方法調整為738,865,000港元，所得公平值收益為10,860,000港元並計入本年度之綜合損益表。

董事認為上述非上市投資基金之估計公平值於報告期末合理適當。有關公平值披露的詳情載於財務報表附註46。

26. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS (Cont'd)

During the year ended 31 December 2017, the Group has purchased an unlisted investment fund and disposed of it in the same year with a gain of HK\$11,163,000 resulted and credited to the consolidated statement of profit and loss during the year. In addition, the Group entered into an amended and restated exempted limited partnership agreement with Hisea International Co., Ltd ("Hisea") in relation to the formation of HKICIM Fund II, L.P. ("Fund II") and subscribed 12.07% of the committed fund size amounting to HK\$728,000,000 during the year ended 31 December 2017. Fund II primarily invests in properties under development on a parcel of land located in Hong Kong and was designated by the Group as financial assets at fair value through profit or loss because the performance of which was managed and evaluated by management on a fair value basis in accordance with the Group's strategy.

The fair value of Fund II as at 31 December 2017 was estimated with reference to a valuation performed by Vigers by using the income approach, adjusted by net asset method at HK\$738,865,000 and a fair value gain of HK\$10,860,000 was resulted and credited to the consolidated statement of profit and loss during the year.

The directors believe that the estimated fair value of the above unlisted investment fund is reasonable and appropriate as at the end of the reporting period. Details of the fair value disclosure are set out in note 46 to the financial statements.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

27. 現金及銀行結存及已抵押銀行結存 27. CASH AND CASH EQUIVALENTS AND PLEDGED BANK BALANCES

	附註 Notes	二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
定期存款：	Time deposits:		
– 其他定期存款	(a)	250,000	1,246,696
– 結構性存款	(b)	—	280,790
定期存款總額	Total time deposits	250,000	1,527,486
現金及銀行結存	Cash and bank balances		
– 非已抵押結存	– Non-pledged balances	2,077,460	330,962
– 已抵押結存	– Pledged balances	41,414	—
	(a)	2,118,874	330,962
定期存款及現金及 銀行結存總額	Total time deposits and cash and bank balances	2,368,874	1,858,448
減：就履約保證書抵押 之銀行結存	Less: bank balances pledged for performance bonds	40(a)	(41,414)
現金及等同現金項目	Cash and cash equivalents	2,327,460	1,858,448
以下列貨幣計值：	Denominated in:		
人民幣	Renminbi ("RMB")	15,057	546,132
港元	HK\$	1,700,262	1,311,373
美元	United States dollars ("US\$")	611,764	195
澳門元	Macao patacas ("MOP")	309	493
其他貨幣	Other currencies	68	255
		2,327,460	1,858,448

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

27. 現金及銀行結存及已抵押銀行結存(續)

人民幣不可自由兌換為其他貨幣，然而，根據中國內地之外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯業務之銀行，將人民幣兌換為其他貨幣。

附註：

- (a) 銀行存款按每日銀行存款利率計算之浮動利率賺取利息。定期存款具有不同之存款期限，介乎7天至3個月(二零一六年：介乎7天至3個月)不等，視乎本集團之即時現金需求而定，並按有關之定期存款利率賺取利息。銀行結存及存款存於近期並無違約歷史之信譽卓著之銀行。
- (b) 結構性存款為具有固定到期期限之定期存款，按攤銷成本列賬。定期存款具有不同之存款期限，介乎30天至92天。於二零一六年十二月三十一日，結餘包括於取得時原定於三個月後到期之存款34,237,000港元。結構性存款利率基於美元與港元之間之匯率變動而波動。本集團主要將結構性存款用於提升投資回報。

27. CASH AND CASH EQUIVALENTS AND PLEDGED BANK BALANCES (Cont'd)

RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through authorised banks to conduct foreign exchange business.

Notes:

- (a) Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposits are made for varying periods of between 7 days to 3 months (2016: 7 days to 3 months) depending on the immediate cash requirements of the Group, and earn interest at the respective time deposit rates. The bank balances and deposits are deposited with creditworthy banks with no recent history of default.
- (b) The structured deposits were time deposits with fixed maturity dates and were stated at amortised cost. The deposits were made for varying periods of between 30 days to 92 days. As at 31 December 2016, included in the balance were deposits of HK\$34,237,000 of which the original maturity was more than three months when acquired. The interest rates on the structured deposits fluctuated based on changes in the currency exchange rate between US\$ and HK\$. The Group uses structured deposits primarily to enhance the return on investment.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

28. 應付貿易賬款、應付保固金及應計款項

以發票日計算，應付貿易賬款於報告期末之賬齡分析如下：

應付貿易賬款：	Trade payables:
90日內	Within 90 days
91日至180日	91 to 180 days
180日以上	Over 180 days
應付保固金	Retention payables
應計款項	Accruals

28. TRADE AND RETENTION PAYABLES AND ACCRUALS

An aging analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
	243,992	334,403
	359	33
	204	347
	<u>244,555</u>	<u>334,783</u>
	75,197	157,899
	<u>261,716</u>	<u>484,984</u>
	<u>581,468</u>	<u>977,666</u>

應付貿易賬款及應付保固金均為免息，一般還款期為九十日。

The trade and retention payables are non-interest-bearing and are normally settled on 90-day terms.

29. 其他應付款項、已收訂金及預收款項

於二零一七年十二月三十一日，預收款項包括收自關連公司之款項29,057,000港元(二零一六年：無)。

於二零一六年十二月三十一日，其他應付款項、已收訂金及預收款項包括與收購泰昇地基(香港)餘下5%股權有關的應付代價104,598,000港元(附註43)。該結餘於本年度清償。

其他應付款項(不包括上述應付代價)均為免息，平均還款期為一個月。

29. OTHER PAYABLES, DEPOSITS RECEIVED AND RECEIPTS IN ADVANCE

As at 31 December 2017, included in receipts in advance are amounts received from related companies of HK\$29,057,000 (2016: Nil).

As at 31 December 2016, included in other payables, deposits received and receipt in advance was a consideration payable of HK\$104,598,000 related to the acquisition of the remaining 5% equity interest in TFHKL (note 43). The balance is fully settled in current year.

Other payables, excluding the abovementioned consideration payable, are non-interest-bearing and have an average term of one month.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

30. 已收訂金

於二零一六年十二月三十一日，已收訂金指簽署持有供本集團銷售物業銷售合約後自客戶收取之訂金。本集團所持有之該等金額均為免息。

30. DEPOSITS RECEIVED

As at 31 December 2016, deposits received represented the down payments received from customers upon signing the sale contracts of properties held for sale of the Group. Such amounts held by the Group were non-interest-bearing.

31. 付息銀行借貸

31. INTEREST-BEARING BANK BORROWINGS

		二零一七年 2017			二零一六年 2016		
		實際利率 Effective interest rate (%)	期限 Maturity	千港元 HK\$'000	實際利率 Effective interest rate (%)	期限 Maturity	千港元 HK\$'000
無抵押：	Unsecured:						
銀行貸款	Bank loans	—	—	—	3.2 - 3.9	2017 - 2018	396,543
有抵押：	Secured:						
銀行貸款	Bank loans	2.5 - 2.8	2018	5,805,434	—	—	—
分期貸款	Instalment loans	2.5	2018 - 2031	74,583	2.3	2017 - 2031	78,667
				<u>5,880,017</u>			<u>78,667</u>
銀行借貸總額	Total bank borrowings			<u>5,880,017</u>			<u>475,210</u>

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

31. 附息銀行借貸(續)

31. INTEREST-BEARING BANK BORROWINGS (Cont'd)

		二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
根據下列項目分析：	Analysed into:		
須於下列期間內償還 之銀行借貸：	Bank borrowings repayable:		
於一年內或按要求時	Within one year or on demand	5,809,375	127,777
第二年	In the second year	4,040	276,812
第三年至第五年 (包括首尾兩年)	In the third to fifth years, inclusive	12,739	12,786
超過五年	Beyond five years	53,863	57,835
		<u>5,880,017</u>	<u>475,210</u>
須於一年內償還，分類為 流動負債之部分	Portion due within one year, classified as current liabilities	<u>(5,809,375)</u>	<u>(127,777)</u>
長期部分	Long term portion	<u>70,642</u>	<u>347,433</u>

於二零一七年十二月三十一日，本集團之有抵押銀行借貸乃由下列項目作抵押：

- (a) 對本集團賬面值161,283,000港元(二零一六年：169,061,000港元)之若干土地及樓宇之按揭(附註15)；
- (b) 對本集團賬面總值13,214,929,000港元(二零一六年：零)之若干發展中物業之按揭(附註19)；
- (c) 對本集團若干附屬公司股份之押記；及
- (d) 對本集團銀行結存5,713,000港元(二零一六年：零)之浮動押記。

As at 31 December 2017, the Group's secured bank borrowings were secured by:

- (a) mortgages over certain of land and buildings of the Group with a carrying amount of HK\$161,283,000 (2016: HK\$169,061,000) (note 15);
- (b) mortgages over certain of properties under development of the Group with an aggregate carrying amount of HK\$13,214,929,000 (2016: Nil) (note 19);
- (c) charges over shares of certain subsidiaries of the Company; and
- (d) floating charges over bank balances of the Group amounting to HK\$5,713,000 (2016: Nil).

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

31. 附息銀行借貸(續)

此外，本公司已就其若干附屬公司取得之借貸融資簽立擔保(附註40(a))。於二零一六年十二月三十一日，馮先生(透過祥澤有限公司(「祥澤」)成為本公司若干附屬公司當時之實益股東)亦就該等附屬公司取得之銀行融資提供個人擔保。

本集團所有銀行借貸均按浮動利率計息。銀行借貸之賬面值與其公平值相若。

本集團之銀行借款以港元計值。

32. 有擔保票據

於年內，Silverbell Asia Limited(為本公司之全資附屬公司)根據其於二零一七年四月七日成立之1,000,000,000美元中期票據計劃發行本金總額305,000,000港元之有擔保票據(「有擔保票據」)。

有擔保票據的固定年息票率為7%，每半年派息一次，到期日為二零二零年七月二十六日。有擔保票據由本公司提供擔保。

經扣除發行開支10,849,000港元後，有擔保票據的所得款項淨額約為294,151,000港元。

發行有擔保票據
發行開支
發行開支攤銷

Issue of Guaranteed Notes
Issue expenses
Amortisation of issue expenses

千港元
HK\$'000

305,000
(10,849)
1,192

於二零一七年十二月三十一日
之賬面值

Carrying amount at
31 December 2017

295,343

有擔保票據的實際年息票率為8.37%。

31. INTEREST-BEARING BANK BORROWINGS (Cont'd)

In addition, the Company has executed guarantees in respect of borrowing facilities granted to certain of its subsidiaries (note 40(a)). As at 31 December 2016, Mr. Fung, who was a then beneficial shareholder of certain subsidiaries of the Company through Fortunate Pool Limited ("Fortunate Pool"), also provided personal guarantees in respect of borrowing facilities granted to these subsidiaries.

All of the bank borrowings of the Group bear interest at floating interest rates. The carrying amounts of the bank borrowings approximate to their fair values.

The Group's bank borrowings are denominated in Hong Kong dollars.

32. GUARANTEED NOTES

During the year, Silverbell Asia Limited, a wholly-owned subsidiary of the Company, issued guaranteed notes with an aggregate principal amount of HK\$305,000,000 (the "Guaranteed Notes") under a US\$1,000,000,000 medium term note programme established by Silverbell Asia Limited on 7 April 2017.

The Guaranteed Notes bear a fixed interest rate at 7% per annum payable semi-annually in arrears and will be matured on 26 July 2020. The Guaranteed Notes are guaranteed by the Company.

The net proceeds of the Guaranteed Notes, after deducting the issue expenses of HK\$10,849,000, were approximately HK\$294,151,000.

The effective interest rate of the Guaranteed Notes is 8.37% per annum.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

33. 遞延稅項

於本年度／期間內，遞延稅項負債及資產之變動如下：

遞延稅項負債

33. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year/period are as follows:

Deferred tax liabilities

		重估 投資物業 Revaluation of investment properties 千港元 HK\$'000	撥備 超出有關 折舊部分 Allowance in excess of related depreciation 千港元 HK\$'000	預扣稅 Withholding taxes 千港元 HK\$'000	分類為待 出售之出售 組別產生之 暫時性差異 Temporary difference arising from disposal groups classified as held for sale 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於二零一六年四月一日	At 1 April 2016	(27,085)	(7,960)	(105,259)	—	(140,304)
期內於損益表計入／(扣除)之 遞延稅項(附註 11)	Deferred tax credited/(charged) to the statement of profit or loss during the period (note 11)	(6,402)	1,596	16,141	—	11,335
期內於資產重估儲備扣除之 遞延稅項	Deferred tax charged to the asset revaluation reserve during the period	(1,395)	—	—	—	(1,395)
就中國內地附屬公司匯出之 盈利而支付之預扣稅	Withholding tax paid on repatriation of earnings from subsidiaries in Mainland China	—	—	14,209	—	14,209
匯兌調整	Exchange realignment	2,249	—	5,973	—	8,222
於二零一六年十二月三十一日 及二零一七年一月一日	At 31 December 2016 and 1 January 2017	(32,633)	(6,364)	(68,936)	—	(107,933)

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

33. 遞延稅項(續)

33. DEFERRED TAX (Cont'd)

遞延稅項負債(續)

Deferred tax liabilities (Cont'd)

		撥備 超出有關 折舊部分 Allowance in excess of related depreciation	預扣稅 Withholding taxes	分類為待 出售之出售 組別產生之 暫時性差異 Temporary difference arising from disposal groups classified as held for sale	總計 Total	
	重估 投資物業 Revaluation of investment properties	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	
於二零一六年 十二月三十一日及 二零一七年一月一日	At 31 December 2016 and 1 January 2017	(32,633)	(6,364)	(68,936)	—	(107,933)
年內於損益表計入/ (扣除)之遞延 稅項(附註11)	Deferred tax credited/(charged) to the statement of profit or loss during the year (note 11)	(5,798)	1,825	37,083	(78,809)	(45,699)
就中國內地附屬公司 匯出之盈利而支付之 預扣稅	Withholding tax paid on repatriation of earnings from subsidiaries in Mainland China	—	—	24,156	—	24,156
計入分類為待出售之出售組別 之負債(附註12)	Liabilities included in disposal groups classified as held for sale (note 12)	41,129	—	—	—	41,129
匯兌調整	Exchange realignment	(2,698)	—	(3,733)	—	(6,431)
於二零一七年 十二月三十一日	At 31 December 2017	—	(4,539)	(11,430)	(78,809)	(94,778)

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

33. 遞延稅項(續)

33. DEFERRED TAX (Cont'd)

遞延稅項資產

Deferred tax assets

		土地增值稅 撥備 Provision for land appreciation tax 千港元 HK\$'000	折舊 超出有關 撥備部分 Depreciation in excess of related allowance 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於二零一六年四月一日	At 1 April 2016	49,133	—	49,133
期內於損益表計入 之遞延稅項(附註11)	Deferred tax credited to the statement of profit or loss during the period (note 11)	7,150	—	7,150
匯兌調整	Exchange realignment	(3,827)	—	(3,827)
於二零一六年十二月三十一日 及二零一七年一月一日	At 31 December 2016 and 1 January 2017	52,456	—	52,456
年內於損益表計入/(扣除) 之遞延稅項(附註11)	Deferred tax credited/(charged) to the statement of profit or loss during the year (note 11)	(53,350)	1,128	(52,222)
計入分類為待出售之出售 組別之資產(附註12)	Assets included in disposal groups classified as held for sale (note 12)	(960)	—	(960)
匯兌調整	Exchange realignment	1,854	—	1,854
於二零一七年十二月三十一日	At 31 December 2017	—	1,128	1,128

本集團於香港產生之稅項虧損為311,696,000港元(二零一六年: 286,058,000港元)，可用作無限期抵銷出現虧損之公司之未來應課稅溢利。長期產生虧損之附屬公司所產生之該等虧損則不會確認為遞延稅項資產，且將應課稅溢利用於沖抵稅項虧損被視作不可能。

The Group has tax losses arising in Hong Kong of HK\$311,696,000 (2016: HK\$286,058,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

33. 遞延稅項(續)

根據中國企業所得稅法(「企業所得稅法」)，於中國內地成立的外資企業向國外投資者宣派之股息須繳納10%預扣稅。該項規定由二零零八年一月一日起生效並適用於二零零七年十二月三十一日之後產生之盈利。倘中國內地與國外投資者所處司法權區訂有稅項協定，則可能適用較低之預扣稅稅率。因此，本集團須就其於中國內地成立之附屬公司就由二零零八年一月一日起產生之盈利而派發之股息繳納預扣稅。

本公司派付予其股東之股息並無任何所得稅後果。

33. DEFERRED TAX (Cont'd)

Pursuant to the Corporate Income Tax ("CIT") Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. The Group is therefore liable for withholding taxes on dividends distributed by its subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

34. 股本

34. SHARE CAPITAL

股份	Shares	二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
法定：	Authorised:		
6,000,000,000股 (二零一六年： 2,000,000,000股)每股 面值0.10港元之普通股	6,000,000,000 (2016: 2,000,000,000) ordinary shares of HK\$0.10 each	<u>600,000</u>	<u>200,000</u>
已發行及繳足：	Issued and fully paid:		
3,402,497,709股 (二零一六年： 1,134,165,903股) 每股面值0.10港元之普通股	3,402,497,709 (2016: 1,134,165,903) ordinary shares of HK\$0.10 each	<u>340,249</u>	<u>113,416</u>

根據本公司於二零一七年五月十八日於股東特別大會上通過的普通決議案，本公司的法定股本透過增加4,000,000,000股面值每股0.10港元的額外普通股股份，由200,000,000港元(分為2,000,000,000股面值每股0.10港元的普通股股份)增加至600,000,000港元(分為6,000,000,000股面值每股0.10港元的普通股股份)，在各方面與本公司現有股份享有同等權利。

Pursuant to an ordinary resolution passed at the special general meeting of the Company on 18 May 2017, the authorised share capital of the Company was increased from HK\$200,000,000 divided into 2,000,000,000 of HK\$0.10 each to HK\$600,000,000 divided into 6,000,000,000 of HK\$0.10 each by creation of 4,000,000,000 additional ordinary shares of HK\$0.10 each, ranking pari passu in all respects with the existing shares of the Company.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

34. 股本(續)

股份(續)

本公司股本之變動概要如下：

		已發行 股份數目 Number of shares in issue	股本 Share capital 千港元 HK\$'000	股份溢價賬 Share premium account 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於二零一六年四月一日	At 1 April 2016	874,665,903	87,466	—	87,466
發行股份	Issue of shares	(a) 259,500,000	25,950	1,032,810	1,058,760
股份發行開支	Share issue expenses	—	—	(660)	(660)
於二零一六年十二月三十一日 及二零一七年一月一日	At 31 December 2016 and 1 January 2017	1,134,165,903	113,416	1,032,150	1,145,566
發行股份	Issue of shares	(b) 2,268,331,806	226,833	9,027,961	9,254,794
股份發行開支	Share issue expenses	—	—	(4,174)	(4,174)
於二零一七年十二月三十一日	At 31 December 2017	3,402,497,709	340,249	10,055,937	10,396,186

附註：

- (a) 已按認購價每股4.08港元發行259,500,000股股份，現金代價總額(扣除開支前)為1,058,760,000港元。
- (b) 於二零一七年六月，本公司已按每持有一股股份獲發兩股供股股份之基準以每股供股股份4.08港元之認購價完成配發2,268,331,806股面值每股0.10港元普通股股份(「供股」)。於抵銷本公司結欠母公司6,931,170,000港元之金額(即本公司就其母公司認購供股股份應收取的認購價)後，未扣除股份發行開支，供股所得款項淨額約為2,323,624,000港元。

購股權

本公司購股權計劃之詳情載於財務報表附註35。

34. SHARE CAPITAL (Cont'd)

Shares (Cont'd)

A summary of movements in the Company's share capital is as follows:

		已發行 股份數目 Number of shares in issue	股本 Share capital 千港元 HK\$'000	股份溢價賬 Share premium account 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於二零一六年四月一日	At 1 April 2016	874,665,903	87,466	—	87,466
發行股份	Issue of shares	(a) 259,500,000	25,950	1,032,810	1,058,760
股份發行開支	Share issue expenses	—	—	(660)	(660)
於二零一六年十二月三十一日 及二零一七年一月一日	At 31 December 2016 and 1 January 2017	1,134,165,903	113,416	1,032,150	1,145,566
發行股份	Issue of shares	(b) 2,268,331,806	226,833	9,027,961	9,254,794
股份發行開支	Share issue expenses	—	—	(4,174)	(4,174)
於二零一七年十二月三十一日	At 31 December 2017	3,402,497,709	340,249	10,055,937	10,396,186

Notes:

- (a) 259,500,000 shares were issued for cash at a subscription price of HK\$4.08 per share for a total cash consideration, before expenses, of HK\$1,058,760,000.
- (b) In June 2017, the Company completed the rights issue of 2,268,331,806 ordinary shares of HK\$0.10 each on the basis of two rights shares for every one share held of the Company at a subscription price of HK\$4.08 per rights share (the "Rights Issue"). The net proceeds before share issue expenses from the Rights Issue was approximately HK\$2,323,624,000, after setting off an amount of HK\$6,931,170,000 (being the subscription price receivable for rights shares subscribed by the Company's immediate holding company) against the amount owed by the Company to the immediate holding company.

Share Options

Details of the Company's share option scheme are included in note 35 to the financial statements.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

35. 購股權計劃

於二零一二年八月八日，本公司採納一項購股權計劃（「購股權計劃」），向為本集團成功營運作出貢獻之合資格參與者提供獎勵及回報。

目前准許根據購股權計劃授出之尚未行使購股權最高數目，合共不得超過本公司任何時間已發行股份之10%。期內並無根據購股權計劃授出購股權。

本公司之購股權計劃概要如下：

目的

Purpose

35. SHARE OPTION SCHEME

On 8 August 2012, the Company adopted a share option scheme (the "Share Option Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations.

The maximum number of unexercised share options currently permitted to be granted under the Share Option Scheme must not in aggregate exceed 10% of the shares of the Company in issue at any time. No share option has been granted under the Share Option Scheme during the period.

A summary of the Share Option Scheme of the Company is as follows:

讓董事局（「董事局」）得以授出購股權以獎勵董事局全權認為會對或已對本集團及／或本集團任何成員公司持有任何股本權益之任何實體之業務、發展及增長有貢獻或有益之合資格參與者；激勵合資格參與者竭盡所能以達致本集團之目標，以符合本公司及本公司股東之整體利益及裨益，同時讓合資格參與者分享曾作出努力及貢獻而達致之本公司業務成果；讓本集團得以聘請對管理層以及本集團長遠業務及財務目標及成就有價值之高質素僱員。

To enable the board of directors (the "Board") to grant options to reward eligible participants who, in the sole and absolute opinion of the Board, would contribute or benefit or had contributed or benefited to the business, development and growth (and any other aspect whatsoever) of the Group and/or any of the entities in which any member of the Group holds any equity interest, and to provide incentives to eligible participants to perform their best in achieving the goals of the Group in the interests and benefits of the Company and the shareholders of the Company as a whole, while at the same time allowing the eligible participants to share the fruits of the Company's business achieved through their effort and contribution, as well as to enable the Group to recruit high quality employees who are valuable to the management and long term business and financial goals and success of the Group.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

35. 購股權計劃(續)

本公司之購股權計劃概要如下：(續)

合資格參與者
Eligible participants

可予發行之普通股總數及於年報發表日期
佔已發行股本之百分比
Total number of ordinary shares available for
issue and the percentage of the issued share
capital that it represents as at the date of the
annual report

35. SHARE OPTION SCHEME (Cont'd)

A summary of the Share Option Scheme of the Company is as follows:
(Cont'd)

有權參與購股權計劃之人士，即本公司或任何附屬公司或權益實體之任何全職或兼職僱員、行政人員、高級職員或董事(包括執行、非執行及獨立非執行董事)或董事局全權認為會對或已對本公司及／或任何附屬公司及／或任何權益實體之業務、發展及增長(及任何其他方面)有貢獻或有益之本集團任何承包商、諮詢人、顧問、代理人、供應商或提供商(例如商品、廠房及機器、材料或服務)、客戶、分銷商、業務聯盟或合營夥伴。

A person who is entitled to participate in the Share Option Scheme, being any full-time or part-time employees, executives, officers or directors (including executive, non-executive and independent non-executive directors) of the Company or any of the subsidiaries or any of the interested entities and any contractors, advisors, consultants, agents, suppliers or providers (of, for example, goods, plants and machineries, materials or services), customers, distributors, business ally or joint venture partners of the Group who, in the sole and absolute opinion of the Board, will contribute or benefit or have contributed or benefited to the business, development and growth (and any other aspect whatsoever) of the Company and/or any of the subsidiaries and/or any of the interested entities.

87,266,590股普通股及已發行股本之10%(計算基準為於本公司股東特別大會日期二零一二年八月八日之872,665,903股已發行股份)。

87,266,590 ordinary shares and 10% of the issued share capital, on the basis of 872,665,903 shares in issue as at the date of the Company's special general meeting on 8 August 2012.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

35. 購股權計劃(續)

本公司之購股權計劃概要如下：(續)

每名參與者之最高配額

Maximum entitlement of each participant

根據購股權必須認購證券之期限

Period within which the securities must be taken up under an option

於行使前必須持有購股權之最低期限

Minimum period for which an option must be held before it can be exercised

於接納時應付款項

Amount payable on acceptance

35. SHARE OPTION SCHEME (Cont'd)

A summary of the Share Option Scheme of the Company is as follows:
(Cont'd)

不得超過於任何 12 個月期間本公司已發行股本之 1%。

Shall not exceed 1% of the issued share capital of the Company in any 12-month period.

將會由董事局視乎情況全權酌情釐定及將會知會計劃之承授人，惟所述期間之到期日不得遲於授出有關購股權當日起計十(10)年內。

To be determined by the Board on a case-to-case basis at its absolute discretion and notified to the grantee thereof, provided that the expiry date of the said period shall not be later than ten (10) years from the date of grant of the option concerned.

將由董事局酌情釐定。

To be determined at the discretion of the Board.

無。

Nil.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

35. 購股權計劃(續)

本公司之購股權計劃概要如下：(續)

釐定行使價之基準

Basis for determining the exercise price

35. SHARE OPTION SCHEME (Cont'd)

A summary of the Share Option Scheme of the Company is as follows:
(Cont'd)

就任何特定購股權而言：

In respect of any particular option:

於行使購股權時應付本公司之每股股份價格，由董事局經考慮購股權計劃之目的後於授出購股權時可視乎情況全權酌情決定及規定，惟行使價不得少於以下各項中最高者：

the price per share payable to the Company on the exercise of the option as may be decided upon and prescribed by the Board on a case-to-case basis, bearing in mind the purpose of the Share Option Scheme, in its absolute discretion upon the grant of the option, provided that such exercise price shall not be less than the highest of the following:

- (a) 股份之面值；
the nominal value of a share;
- (b) 購股權授出日期(須為營業日)於聯交所之每日報價表所報之股份收市價；及
the closing price of a share as stated in the Stock Exchange's daily quotation sheet on the date of grant of the option, which must be a business day; and
- (c) 緊接購股權授出日期前五(5)個營業日於聯交所之每日報價表所報之股份平均收市價；或
the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five (5) business days immediately preceding the date of grant of the option, or

有關購股權(上文(a)至(c)所述)之行使價(如適用)，可由董事局根據購股權計劃中有關(其中包括)於發生任何購股權計劃界定之相關事件後調整行使價之規則不時調整。

where applicable, the exercise price for the option concerned (referred to (a) to (c) above) as may be adjusted by the Board from time to time pursuant to the rules of the Share Option Scheme concerning adjustments of, inter alia, the exercise price upon the occurrence of any relevant event as defined in the Share Option Scheme.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

35. 購股權計劃(續)

本公司之購股權計劃概要如下：(續)

計劃之餘下年期

The remaining life of the scheme

購股權並無賦予持有人收取股息或於股東大會上投票之權利。

於本年度及直至批准該等財務報表當日，購股權計劃下並無購股權獲授出、行使、到期或失效，亦無任何未行使購股權。

36. 儲備

於本年度及過往期間本集團儲備金額及其變動於財務報表之綜合權益變動表呈列。

根據中外合營企業之有關法例及條例，本集團在中國註冊之附屬公司之部分溢利已轉撥至限定用途之法定儲備。

35. SHARE OPTION SCHEME (Cont'd)

A summary of the Share Option Scheme of the Company is as follows:
(Cont'd)

購股權計劃自二零一二年八月八日起計十(10)年期間仍然有效並於二零二二年八月七日本公司之營業時間結束時屆滿。

The Share Option Scheme remains in force for a period of ten (10) years commencing from 8 August 2012 and expiring at the close of business hours of the Company on 7 August 2022.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

During the year and up to the date of approval of these financial statements, no share option under the Share Option Scheme was granted, exercised, expired or lapsed and there was no outstanding share option under the Share Option Scheme.

36. RESERVES

The amounts of the Group's reserves and the movements therein for the current year and prior period are presented in the consolidated statement of changes in equity of the financial statements.

Pursuant to the relevant laws and regulations for Sino-foreign joint venture enterprises, a portion of the profits of the Group's subsidiaries which are registered in the PRC has been transferred to statutory reserves which are restricted as to use.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

37. 綜合現金流量表附註

37. NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

融資活動產生之負債變動

Changes in liabilities arising from financing activities

		應付 貿易賬款 及應付 保固金及 應計款項 Trade and retention payables and accruals 千港元 HK\$'000	附息 銀行借貸 Interest- bearing bank borrowings 千港元 HK\$'000	有擔保票據 Guaranteed notes 千港元 HK\$'000
於二零一七年一月一日	At 1 January 2017	977,666	475,210	—
來自融資活動之變動	Changes from financing activities	(106,992)	5,404,130	294,151
利息開支	Interest expenses	16,621	677	1,192
資本化利息	Interest capitalised	105,030	—	—
分類為經營現金流量 之變動	Changes classified as operating cash flows	(129,287)	—	—
分類為投資現金流量之變動	Changes classified as investing cash flows	(1,248)	—	—
與分類為待出售之 出售組別直接有關 之負債	Liabilities directly associated with the disposal groups classified as held for sale	(280,400)	—	—
外匯波動	Foreign exchange movement	78	—	—
於二零一七年十二月三十一日	At 31 December 2017	<u>581,468</u>	<u>5,880,017</u>	<u>295,343</u>

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

38. 經營租約安排

(a) 作為出租人

本集團根據經營租約安排，以租約年期介乎一至七十五個月，出租其若干機器(附註15)及其投資物業(附註16)。租約條款一般亦要求租戶及客戶支付抵押訂金及規定按當時市況定期作出租金調整。

於報告期末，本集團根據與其租戶及客戶訂立之不可撤銷經營租約於以下年期之未來最低應收租金總額如下：

38. OPERATING LEASE ARRANGEMENTS

(a) As lessor

The Group leases certain of its machinery (note 15) and its investment properties (note 16) under operating lease arrangements, with leases negotiated for terms ranging from one to seventy-five months. The terms of the leases generally also require the tenants and customers to pay security deposits and provide for periodic rental adjustments according to the then prevailing market conditions.

At the end of the reporting period, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants and customers falling due as follows:

		二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
一年內	Within one year	15,389	14,362
第二至第五年 (包括首尾兩年)	In the second to fifth years, inclusive	20,683	23,008
		<u>36,072</u>	<u>37,370</u>

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

38. 經營租約安排(續)

(b) 作為承租人

本集團根據經營租約安排，以租約年期介乎一至三十六個月，承租若干辦公室物業、貨倉、員工宿舍及若干機器。

於報告期末，本集團根據不可撤銷經營租約於以下年期之未來最低租約付款總額如下：

一年內	Within one year
第二至第五年 (包括首尾兩年)	In the second to fifth years, inclusive

38. OPERATING LEASE ARRANGEMENTS (Cont'd)

(b) As lessee

The Group leases certain of its office properties, warehouses, staff quarters and certain machinery under operating lease arrangements, with leases negotiated for terms ranging from one to thirty-six months.

At the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
一年內	28,491	25,509
第二至第五年 (包括首尾兩年)	14,073	28,643
	<u>42,564</u>	<u>54,152</u>

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

39. 承擔

除上文附註38(b)詳述之經營租約承擔外，於報告期末，本集團擁有下列資本承擔：

39. COMMITMENTS

In addition to the operating lease commitments detailed in note 38(b) above, the Group had the following capital commitments at the end of the reporting period:

		二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
物業、機器及設備：	Property, plant and equipment:		
– 已訂約，但未作撥備	– contracted, but not provided for	23,041	151
就發展中物業及持作出售物業之建造工程：	Construction works relating to properties under development and properties held for sale:		
– 已訂約，但未作撥備	– contracted, but not provided for	68,022	273
向一項投資基金出資：	Capital contributions to an investment fund		
– 已訂約，但未作撥備	– contracted, but not provided for	633,160	—

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

40. 或然負債

- (a) 於報告期末，未於財務報表內作出撥備之或然負債如下：

就履約保證書向附屬公司
作出之擔保

Guarantees in respect of performance
bonds in relation to subsidiaries

二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
----------------------------------	----------------------------------

255,782

343,537

於二零一七年十二月三十一日，36,980,000港元之履約保證書亦由已抵押銀行結存41,414,000港元(二零一六年：零)作支持(附註27)。

- (b) 於二零一七年十二月三十一日，本集團就瀋陽住房公積金管理中心所授與安排用於購買本公司一間附屬公司所開發之若干物業按揭貸款有關的按揭融資提供擔保，該等擔保之尚未償還按揭貸款為21,908,000港元(二零一六年：42,196,000港元)。

本集團的擔保期由授出有關按揭貸款日期起，至發出相關擁有權證為止。

該等擔保之公平值並不重大，而董事認為如拖欠付款，相關物業之可變現淨值可抵銷償還未償還的按揭本金餘額連同應計利息及罰款，故此財務報表並無就此等擔保作出撥備。

40. CONTINGENT LIABILITIES

- (a) At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

As at 31 December 2017, performance bonds of HK\$36,980,000 were also supported by pledged bank balances of HK\$41,414,000 (2016: Nil) (note 27).

- (b) As at 31 December 2017, the Group provided guarantees in respect of mortgage facilities granted by Shenyang Housing Fund Management Center relating to the mortgage loans arranged for purchases of certain properties developed by a subsidiary of the Company and the outstanding mortgage loans under these guarantees amounted to HK\$21,908,000 (2016: HK\$42,196,000).

The Group's guarantee period starts from the dates of grant of the relevant mortgage loans and ends upon issuance of the relevant ownership certificates.

The fair value of the guarantees is not significant and the directors consider that in case of default in payments, the net realisable value of the related properties can cover the repayment of the outstanding mortgage principal together with the accrued interest and penalty and therefore no provision has been made for these guarantees in the financial statements.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

41. 資產質押

有關為本集團銀行貸款及履約保證書而質押資產之詳情分別載於財務報表附註27及31。

42. 關連人士交易

除披露於該等財務報表其他地方外，本集團於期內與關連人士訂立下列交易：

(a) 與關連人士之未償還結存

本集團於報告期末與其聯營公司及關聯公司之間結存的詳情分別載於財務報表附註17、23及29。

根據香港公司條例第383(1)(d)條須予披露之應收關聯公司款項詳情如下：

41. PLEDGE OF ASSETS

Details of the Group's assets pledged for the Group's bank loans and performance bonds are included in notes 27 and 31 to the financial statements, respectively.

42. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in these financial statements, the Group had the following transactions with related parties during the year:

(a) Outstanding balances with related parties

Details of the Group's balances with its associate and related companies as at the end of the reporting period are included in note 17, and notes 23 and 29, respectively, to the financial statements.

Particulars of amounts due from related companies, disclosed pursuant to section 383(1)(d) of the Hong Kong Companies Ordinance, are as follows:

名稱	Name	年內最高未償還金額 Maximum amount outstanding during the year		
		二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
泰昇建築工程有限公司 (「泰昇建築工程」)	Tysan Building Construction Company Limited ("TBC")	3,748	7,284	7,284
德廣置業有限公司(「德廣」)	Denco Properties Limited ("Denco")	49,815	49,815	—
香港海島建設地產有限公司 (「香港海島建設」)	Hongkong Island Construction Properties Co., Limited ("HIC")	57,891	57,891	—
		<u>111,454</u>	<u>115,170</u>	<u>7,284</u>

泰昇建築工程由馮先生控制，彼為本公司執行董事。德廣及香港海島建設均為海航集團有限公司之非全資附屬公司，而海航集團有限公司則為本公司控股股東HNA Finance I Co., Ltd.之控股公司。

TBC is controlled by Mr. Fung, who is an executive director of the Company. Denco and HIC are both non-wholly-owned subsidiaries of HNA Group Co., Ltd., which in turn is the holding company of HNA Finance I Co., Ltd., the controlling shareholder of the Company.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

42. 關連人士交易

(b) 本集團主要管理人員之報酬

短期僱員福利	Short term employee benefits
僱用後福利	Post-employment benefits
已付予主要管理人員 之報酬總額	Total compensation paid to key management personnel

有關董事酬金詳情載於財務報表附註9。

42. RELATED PARTY TRANSACTIONS (Cont'd)

(b) Compensation of key management personnel of the Group

截至二零一七年 十二月三十一日 止年度 Year ended 31 December 2017 千港元 HK\$'000	自二零一六年 四月一日至 二零一六年 十二月三十一日 止期間 Period from 1 April 2016 to 31 December 2016 千港元 HK\$'000
72,738	217,954
176	84
<u>72,914</u>	<u>218,038</u>

Further details of directors' remuneration are included in note 9 to the financial statements.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

42. 關連人士交易(續)

(c) 與本集團關連公司之其他交易：

(1) 與關連公司之分包工程

- (i) 於截至二零一七年十二月三十一日止年度，本集團將樓宇服務協調工作約300,000港元(截至二零一六年十二月三十一日止期間：零)分包予泰昇工程策劃有限公司(「泰昇工程策劃」，一間由馮先生最終控制之公司)。
- (ii) 於截至二零一七年十二月三十一日止年度，泰昇建築工程將與塔式起重機有關之租賃及工程工作約569,000港元(截至二零一六年十二月三十一日止期間：4,031,000港元)分包予本集團。
- (iii) 於截至二零一七年十二月三十一日止年度，泰昇建築工程將地基及地盤調查工作約1,225,000港元(截至二零一六年十二月三十一日止期間：24,409,000港元)分包予本集團。

42. RELATED PARTY TRANSACTIONS (Cont'd)

(c) Other transactions with related companies of the Group:

(1) Subcontracted works with related companies

- (i) During the year ended 31 December 2017, the Group subcontracted building services coordination works of approximately HK\$300,000 (period ended 31 December 2016: Nil) to Tysan Project Management Limited ("TPML", a company ultimately controlled by Mr. Fung).
- (ii) During the year ended 31 December 2017, TBC subcontracted rental and engineering works relating to tower cranes of approximately HK\$569,000 (period ended 31 December 2016: HK\$4,031,000) to the Group.
- (iii) During the year ended 31 December 2017, TBC subcontracted foundation and site investigation works of approximately HK\$1,225,000 (period ended 31 December 2016: HK\$24,409,000) to the Group.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

42. 關連人士交易(續)

(c) 與本集團關連公司之其他交易：(續)

(1) 與關連公司之分包工程(續)

- (iv) 於截至二零一七年十二月三十一日止年度，德廣將地基工程約342,880,000港元(截至二零一六年十二月三十一日止期間：零)分包予本集團。
- (v) 於截至二零一七年十二月三十一日止年度，香港海島建設將地基工程約443,800,000港元(截至二零一六年十二月三十一日止期間：零)分包予本集團。
- (vi) 於截至二零一六年十二月三十一日止期間，本集團將機電工程約260,000港元分包予泰昇工程(香港)有限公司(「泰昇工程(香港)」，一間由馮先生最終控制之公司)。

42. RELATED PARTY TRANSACTIONS (Cont'd)

(c) Other transactions with related companies of the Group: (Cont'd)

(1) Subcontracted works with related companies (Cont'd)

- (iv) During the year ended 31 December 2017, Denco subcontracted foundation works of approximately HK\$342,880,000 (period ended 31 December 2016: Nil) to the Group.
- (v) During the year ended 31 December 2017, HIC subcontracted foundation works of approximately HK\$443,800,000 (period ended 31 December 2016: Nil) to the Group.
- (vi) During the period ended 31 December 2016, the Group subcontracted engineering and mechanical works of approximately HK\$260,000 to Tysan Engineering (H.K.) Company Limited ("TEHK", a company ultimately controlled by Mr. Fung).

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

42. 關連人士交易(續)

(c) 與本集團關連公司之其他交易：(續)

(2) 收自關連公司之租賃開支及管理費用

- (i) 於截至二零一七年十二月三十一日止年度，本集團向泰昇建築工程分別收取租金及管理費用416,000港元(截至二零一六年十二月三十一日止期間：521,000港元)及162,000港元(截至二零一六年十二月三十一日止期間：204,000港元)。
- (ii) 於截至二零一七年十二月三十一日止年度，本集團向泰昇工程(香港)分別收取租金及管理費用121,000港元(截至二零一六年十二月三十一日止期間：151,000港元)及47,000港元(截至二零一六年十二月三十一日止期間：59,000港元)。
- (iii) 於截至二零一七年十二月三十一日止年度，本集團向加晉貿易有限公司(一間由馮先生最終控制之公司)分別收取租金及管理費用101,000港元(截至二零一六年十二月三十一日止期間：126,000港元)及38,000港元(截至二零一六年十二月三十一日止期間：49,000港元)。

42. RELATED PARTY TRANSACTIONS (Cont'd)

(c) Other transactions with related companies of the Group: (Cont'd)

(2) Rental charges and management fees received from related companies

- (i) During the year ended 31 December 2017, the Group charged TBC for rental and management fee of HK\$416,000 (period ended 31 December 2016: HK\$521,000) and HK\$162,000 (period ended 31 December 2016: HK\$204,000), respectively, to the Group.
- (ii) During the year ended 31 December 2017, the Group charged TEHK for rental and management fee of HK\$121,000 (period ended 31 December 2016: HK\$151,000) and HK\$47,000 (period ended 31 December 2016: HK\$59,000), respectively, to the Group.
- (iii) During the year ended 31 December 2017, the Group charged Cando Trading Limited (a company ultimately controlled by Mr. Fung) for rental and management fee of HK\$101,000 (period ended 31 December 2016: HK\$126,000) and HK\$38,000 (period ended 31 December 2016: HK\$49,000), respectively, to the Group.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

42. 關連人士交易(續)

(c) 與本集團關連公司之其他交易：(續)

- (3) 於截至二零一七年十二月三十一日止年度，本集團之項目發展收入分別來自德廣及香港海島建設約2,383,000港元(截至二零一六年十二月三十一日止期間：零)及2,982,000港元(截至二零一六年十二月三十一日止期間：零)。

- (4) 於截至二零一七年十二月三十一日止年度，海南海建工程管理總承包有限公司(「海南海建工程」)就提供BIM模型服務及BIM平台向本集團分別收取94,000港元(截至二零一六年十二月三十一日止期間：零)及512,000港元(截至二零一六年十二月三十一日止期間：零)。

海南海建工程為海航集團有限公司之非全資附屬公司，而海航集團有限公司則為本公司控股股東HNA Finance I Co., Ltd.之控股公司。

- (5) 於截至二零一七年十二月三十一日止年度，本集團將其若干辦公物業之改造工程約2,529,000港元(截至二零一六年十二月三十一日止期間：1,683,000港元)分包予泰昇工程策劃。

42. RELATED PARTY TRANSACTIONS (Cont'd)

(c) Other transactions with related companies of the Group: (Cont'd)

- (3) During the year ended 31 December 2017, the Group has a project development income of approximately HK\$2,383,000 (period ended 31 December 2016: Nil) and HK\$2,982,000 (period ended 31 December 2016: Nil) from Denco and HIC, respectively.

- (4) During the year ended 31 December 2017, the Group was charged HK\$94,000 (period ended 31 December 2016: Nil) and HK\$512,000 (period ended 31 December 2016: Nil) by Hainan Marine Construction Project Management Contracting Co., Limited ("Hainan Marine Construction") for provision of BIM modeling services and BIM platform, respectively.

Hainan Marine Construction is a non-wholly-owned subsidiary of HNA Group Co., Ltd., which in turn is the holding company of HNA Finance I Co., Ltd., the controlling shareholder of the Company.

- (5) During the year ended 31 December 2017, the Group subcontracted certain renovation works of its office properties of approximately HK\$2,529,000 (period ended 31 December 2016: HK\$1,683,000) to TPML.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

42. 關連人士交易(續)

(c) 與本集團關連公司之其他交易：(續)

- (6) 於截至二零一七年十二月三十一日止年度，本集團認購基金II之12.07%資本，為數728,000,000港元，並有來自基金II之管理費收入6,443,000港元(截至二零一六年十二月三十一日止期間：零)。

基金II為海航集團有限公司之非全資附屬公司，而海航集團有限公司則為本公司控股股東HNA Finance I Co., Ltd.之控股公司。

- (7) 於截至二零一七年十二月三十一日止年度，本集團與海實國際就成立HKICIM Fund III, L.P.訂立經修訂及重列之獲豁免有限合伙協議。年末後作出資本認購。更多詳情載於財務報表附註48(c)。

海實國際為海航實業集團有限公司之全資附屬公司，而海航實業集團有限公司則為本公司控股股東HNA Finance I Co., Ltd.之控股公司。

- (8) 於截至二零一六年十二月三十一日止期間，本集團向一名主要管理人員之近親家屬出售持作出售之物業，代價為1,002,000港元。該物業乃按照向本集團其他非關連客戶提供之相似價格及條件出售。

42. RELATED PARTY TRANSACTIONS (Cont'd)

(c) Other transactions with related companies of the Group: (Cont'd)

- (6) During the year ended 31 December 2017, the Group subscribed 12.07% capital in Fund II amounting to HK\$728,000,000 and has a management fee income of HK\$6,443,000 (period ended 31 December 2016: Nil) from Fund II.

Fund II is a non-wholly-owned subsidiary of HNA Group Co., Ltd., which in turn is the holding company of HNA Finance I Co., Ltd., the controlling shareholder of the Company.

- (7) During the year ended 31 December 2017, the Group entered into an amended and restated exempted limited partnership agreement with Hisea in relation to the formation of HKICIM Fund III, L.P. The capital subscription is made after year end. Further details are set out in note 48(c) to the financial statements.

Hisea is a wholly-owned subsidiary of HNA Holding Group Co., Ltd., which in turn is the holding company of HNA Finance I Co., Ltd., the controlling shareholder of the Company.

- (8) During the period ended 31 December 2016, the Group sold a property held for sale to a close family member of one of the key management personnel at a consideration of HK\$1,002,000. This property was sold according to prices and conditions similar to those offered to other non-related customers of the Group.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

42. 關連人士交易(續)

(c) 與本集團關連公司之其他交易：(續)

- (9) 於截至二零一六年十二月三十一日止期間，馮先生(本公司若干附屬公司當時之實益股東)就該等附屬公司獲授之一般信貸貸款及履約保證書向財務機構提供個人擔保。

該等交易乃由本集團與其關連公司按照協議條款訂立。

上文第(c)(1)、(c)(3)、(c)(4)、(c)(6)及(c)(7)項的關連人士交易、財務報表附註12所詳述之出售以及附註43所詳述之收購事項亦構成了上市規則第14A章所界定的持續交易或持續關連交易。如上文第(c)(9)項所披露馮先生提供之個人擔保構成上市規則第14A章所界定的關連交易，惟獲豁免遵守上市規則第14A章之披露規定。

42. RELATED PARTY TRANSACTIONS (Cont'd)

(c) Other transactions with related companies of the Group: (Cont'd)

- (9) During the period ended 31 December 2016, Mr. Fung, who was a then beneficial shareholder of certain subsidiaries of the Company, provided personal guarantees to financial institutions in connection with general credit facilities and performance bonds granted to these subsidiaries.

These transactions were entered into by the Group and its related companies in accordance with the terms of the agreements.

The related party transactions in respect of items (c)(1), (c)(3), (c)(4), (c)(6) and (c)(7) above, the disposals as detailed in note 12 and the acquisition as detailed in note 43 to the financial statements which also constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. Personal guarantees provided by Mr. Fung as disclosed in item (c)(9) above constitute connected transactions as defined in Chapter 14A of the Listing Rules and are exempted from the disclosure requirements in Chapter 14A of the Listing Rules.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

43. 收購一間附屬公司之額外權益

於二零一六年四月十九日，本公司、祥澤及馮先生訂立一項買賣協議，據此，本公司同意購買及祥澤同意出售本公司當時非全資附屬公司泰昇地基(香港)40%股權(「地基交易」)。祥澤由本公司之執行董事馮先生全資擁有，並為泰昇地基(香港)40%已發行股份之非控股股東。

地基交易分兩個階段進行。地基交易第一階段於二零一六年七月四日完成，本公司支付現金約732,192,000港元以收購泰昇地基(香港)35%股權(「第一階段交易」)。緊隨第一階段交易完成後，本公司於泰昇地基(香港)之股權由60%增至95%。截至二零一六年十二月三十一日止期間，該交易已入賬為權益交易，而732,192,000港元之代價與非控股股東權益之賬面值37,273,000港元之間之借方差額694,919,000港元於權益內之保留溢利中列賬。

於二零一六年十二月三十一日，地基交易之第二階段列作收購非控股股東於附屬公司所持股份之遠期合約。應付代價104,598,000港元已獲確認為其他應付款項，而相應借項乃記入權益之遠期股本權益合約。

43. ACQUISITION OF ADDITIONAL INTERESTS IN A SUBSIDIARY

On 19 April 2016, the Company, Fortunate Pool and Mr. Fung entered into a sale and purchase agreement, pursuant to which the Company agreed to purchase and Fortunate Pool agreed to sell 40% equity interests in TFHKL, a then non-wholly-owned subsidiary of the Company (the "Foundation Transaction"). Fortunate Pool, which is wholly-owned by Mr. Fung, an Executive Director of the Company, is the non-controlling shareholder of the 40% issued shares of TFHKL.

The Foundation Transaction took place in two phases. Phase 1 of the Foundation Transaction was completed on 4 July 2016 when the Company paid cash of HK\$732,192,000 to acquire 35% equity interest in TFHKL ("Phase 1 Transaction"). Immediately after the completion of Phase 1 Transaction, the Company's equity interest in TFHKL increased from 60% to 95%. Such transaction was accounted for as an equity transaction and the debit difference of HK\$694,919,000 between the consideration of HK\$732,192,000 and the carrying amount of the non-controlling interest of HK\$37,273,000 was recorded in the retained profits in the equity during the period ended 31 December 2016.

As at 31 December 2016, Phase 2 of the Foundation Transaction was accounted for as a forward contract to acquire the shares held by the non-controlling interests in a subsidiary. The consideration payable of HK\$104,598,000 was recognised as other payables and the corresponding debit was made to the forward equity contract in the equity.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

43. 收購一間附屬公司之額外權益
(續)

地基交易之第二階段(「第二階段」)於二零一七年四月二十七日完成，本公司已支付現金104,598,000港元以收購泰昇地基(香港)餘下5%股權。隨第二階段交易完成後，泰昇地基(香港)成為本公司全資擁有之附屬公司。年內，該交易已入賬為權益交易，而104,598,000港元之代價與非控股股東權益之賬面值6,778,000港元之間之差額97,820,000港元於權益內之保留溢利中列賬。

有關地基交易之進一步詳情載於本公司日期為二零一六年四月十九日、二零一六年六月三十日、二零一六年七月四日及二零一七年四月二十七日之公告以及日期為二零一六年五月二十三日之通函。

44. 出售一間附屬公司

出售 *Trevino Worldwide Limited*
(「*Trevino*」)

於二零一六年四月一日，本集團與一名獨立第三方(「*Trevino*買方」)訂立一項買賣協議，據此，*Trevino*買方收購*Trevino*之100%股權及*Trevino*欠付本集團之免息股東貸款307,000港元，總代價為396,000港元(「*Trevino*出售」)。*Trevino*出售於二零一六年四月五日完成。*Trevino*為一間持有高爾夫球會會籍之投資控股公司。

43. ACQUISITION OF ADDITIONAL INTERESTS IN A
SUBSIDIARY (*Cont'd*)

Phase 2 of the Foundation Transaction, in which the Company paid cash of HK\$104,598,000 to acquire the remaining 5% equity interest in TFHKL ("Phase 2 Transaction"), was completed on 27 April 2017. Immediately following the completion of Phase 2 Transaction, TFHKL became a wholly-owned subsidiary of the Company. Such transaction was accounted for as an equity transaction and the difference of HK\$97,820,000 between the consideration of HK\$104,598,000 and the carrying amount of the non-controlling interest of HK\$6,778,000 was debited in the retained profits in the equity during the year.

Further details of the Foundation Transaction are set out in the Company's announcements dated 19 April 2016, 30 June 2016, 4 July 2016 and 27 April 2017, and a circular dated 23 May 2016.

44. DISPOSAL OF A SUBSIDIARY

Disposal of Trevino Worldwide Limited ("Trevino")

On 1 April 2016, the Group and an independent third party (the "*Trevino* Purchaser") entered into a sale and purchase agreement pursuant to which, the *Trevino* Purchaser acquired the 100% equity interest in *Trevino* and the interest-free shareholder's loan of HK\$307,000 owing by *Trevino* to the Group at a total consideration of HK\$396,000 (the "*Trevino* Disposal"). The *Trevino* Disposal was completed on 5 April 2016. *Trevino* was an investment holding company which held a golf club membership.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

44. 出售一間附屬公司(續)

44. DISPOSAL OF A SUBSIDIARY (Cont'd)

出售 *Trevino Worldwide Limited*
(「*Trevino*」)(續)

Disposal of Trevino Worldwide Limited ("Trevino") (Cont'd)

		二零一六年 2016 千港元 HK\$'000
出售之資產淨值：	Net assets disposed of:	
其他資產	Other assets	270
來自本集團之貸款	Loan from the Group	(307)
		(37)
已轉讓來自本集團之貸款	Loan from the Group assigned	307
出售一間附屬公司之收益	Gain on disposal of a subsidiary	126
		396
以下列方式支付：	Satisfied by:	
現金代價	Cash consideration	396

截至二零一六年十二月三十一日止期間
內 *Trevino* 出售之現金及等同現金項目淨
流入之分析如下：

An analysis of the net inflow of cash and cash equivalents in respect of
the *Trevino* Disposal during the period ended 31 December 2016 was
as follows:

		二零一六年 2016 千港元 HK\$'000
現金代價及 <i>Trevino</i> 出售之現金及 等同現金項目流入	Cash consideration and inflow of cash and cash equivalents in respect of the <i>Trevino</i> Disposal	396

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

45. 按類別劃分之金融工具

於報告期末，各類金融工具之賬面值如下：

金融資產

二零一七年

45. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

Financial assets

2017

		按公平值 計入損益之 金融資產 Financial asset at fair value through profit or loss 千港元 HK\$'000	可供出售 金融資產 Available- for-sale financial asset 千港元 HK\$'000	總計 Total 千港元 HK\$'000	
按公平值計入損益之 金融資產	Financial asset at fair value through profit and loss	—	738,865	—	738,865
應收貿易賬款及 應收保固金	Trade and retention receivables	638,810	—	—	638,810
其他應收款項	Other receivables	17,023	—	—	17,023
已抵押銀行結存	Pledged bank balances	41,414	—	—	41,414
現金及等同現金項目	Cash and cash equivalents	2,327,460	—	—	2,327,460
		<u>3,024,707</u>	<u>738,865</u>	<u>—</u>	<u>3,763,572</u>

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

45. 按類別劃分之金融工具(續)

於報告期末，各類金融工具之賬面值如下：(續)

金融資產(續)

二零一六年

45. FINANCIAL INSTRUMENTS BY CATEGORY (Cont'd)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (Cont'd)

Financial assets (Cont'd)

2016

			按公平值 計入損益之 金融資產－ 持作買賣 Financial asset at fair value through profit or loss - held for trading	可供出售 金融資產 Available- forsale financial asset	總計 Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
可供出售投資	Available-for-sale investment	—	—	1,112	1,112
衍生金融工具	Derivative financial instrument	—	39,721	—	39,721
應收貿易賬款及 應收保固金	Trade and retention receivables	797,878	—	—	797,878
其他應收款項	Other receivables	19,682	—	—	19,682
現金及等同現金項目	Cash and cash equivalents	1,858,448	—	—	1,858,448
		<u>2,676,008</u>	<u>39,721</u>	<u>1,112</u>	<u>2,716,841</u>

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

45. 按類別劃分之金融工具(續)

於報告期末，各類金融工具之賬面值如下：(續)

金融負債

應付貿易賬款及應付保固金
其他應付款項
付息銀行借貸
有擔保票據

Trade and retention payables
Other payables
Interest-bearing bank borrowings
Guaranteed notes

45. FINANCIAL INSTRUMENTS BY CATEGORY (Cont'd)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (Cont'd)

Financial liabilities

	二零一七年 2017	二零一六年 2016
按攤銷成本 列賬之 金融負債 Financial liabilities at amortised cost 千港元 HK\$'000		
	319,752	492,682
	4,402	111,971
	5,880,017	475,210
	295,343	—
	<u>6,499,514</u>	<u>1,079,863</u>

46. 金融工具之公平值等級架構

本集團與一具有AA-信貸評級之金融機構訂立一項交叉貨幣掉期。該交叉貨幣掉期按現值採用類似遠期計價及掉期模式之估值技巧計量。該等模式納入多項市場可觀察輸入數據，包括預期遠期匯率或價格、波動性及利率曲線。交叉貨幣掉期之賬面值與其公平值相同。

46. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The Group entered into a cross currency swap with a financial institution with AA- credit rating. The cross currency swap was measured at present value using valuation techniques similar to forward pricing and swap models. The model incorporates various market observable inputs including the expected forward rate or price, volatility and interest rate curves. The carrying amount of the cross currency swap was the same as its fair value.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

46. 金融工具之公平值等級架構(續)

下列各表說明本集團金融工具之公平值計量等級架構：

於二零一七年及二零一六年十二月三十一日按公平值計量之資產：

46. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS
(Cont'd)

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value as at 31 December 2017 and 2016:

	二零一七年 2017 公平值計量使用 Fair value measurement using				二零一六年 2016 公平值計量使用 Fair value measurement using			
	活躍 市場報價 (第1層) Quoted price in active markets (Level 1) 千港元 HK\$'000	重大 可觀察 輸入數據 (第2層) Significant observable inputs (Level 2) 千港元 HK\$'000	重大 不可觀察 輸入數據 (第3層) Significant unobservable inputs (Level 3) 千港元 HK\$'000	Total 千港元 HK\$'000	活躍 市場報價 (第1層) Quoted price in active markets (Level 1) 千港元 HK\$'000	重大 可觀察 輸入數據 (第2層) Significant observable inputs (Level 2) 千港元 HK\$'000	重大 不可觀察 輸入數據 (第3層) Significant unobservable inputs (Level 3) 千港元 HK\$'000	Total 千港元 HK\$'000
衍生金融工具 Derivative financial instrument	-	-	-	-	-	39,721	-	39,721
按公平值計入損益 之金融資產 Financial asset at fair value through profit or loss	-	-	738,865	738,865	-	-	-	-
	-	-	738,865	738,865	-	39,721	-	39,721

於二零一七年十二月三十一日，本集團並無任何按公平值計量之金融負債(二零一六年：無)。

年內，第1層與第2層之間並無任何公平值計量轉換，亦無金融資產及金融負債轉入或轉出第3層(截至二零一六年十二月三十一日止期間：無)。

The Group did not have any financial liabilities measured at fair value as at 31 December 2017 (2016: Nil).

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (period ended 31 December 2016: Nil).

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

46. 金融工具之公平值等級架構(續)

46. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS
(Cont'd)

歸類為第3層公平值等級架構之公平值
計量之對賬：

Reconciliation of fair value measurements categorised within Level 3 of
the fair value hierarchy:

		非上市投資基金 Unlisted investment fund 千港元 HK\$'000
於二零一六年四月一日、 二零一六年十二月三十一日及 二零一七年一月一日之賬面值	Carrying amount at 1 April 2016, 31 December 2016 and 1 January 2017	—
添置	Additions	1,328,600
出售投資基金	Disposal of investment fund	(600,600)
公平值收益	Fair value gain	10,865
於二零一七年十二月三十一日 之賬面值	Carrying amount at 31 December 2017	<u>738,865</u>

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

46. 金融工具之公平值等級架構(續)

基金II於二零一七年十二月三十一日之公平值乃參考威格斯使用收入法所進行並按淨資產法調整之估值而估計。公平值計量與發展總值呈正相關，而與下文所載其他重大不可觀察輸入數據呈負相關。

本公司管理層每年會決定委任外部估值師負責基金II之外部估值。挑選之標準包括市場知識、名聲、獨立性以及是否可保持專業標準。管理層已於為提交年度財務報告而進行估值時就估值假設及估值結果與估值師進行討論。

以下為基金II估值所用估值方法及主要輸入數據之概要：

46. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS
(Cont'd)

The fair value of Fund II as at 31 December 2017 was estimated with reference to a valuation performed by Vigers by using the income approach adjusted by net asset method. The fair value measurement is positively correlated to the gross development value and negatively correlated to other significant unobservable inputs set out below.

Each year, the Company's management decides to appoint which external valuer to be responsible for the external valuations of Fund II. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The management has discussions with the valuer on the valuation assumptions and valuation results when the valuation is performed for annual financial reporting.

Below is a summary of the valuation technique used and the key inputs to the valuation of Fund II.

	估值方法 Valuation technique	重大不可觀察輸入數據 Significant unobservable inputs	加權平均 Weight average
非上市投資基金 Unlisted investment fund	收入法並按淨資產法調整 Income approach adjusted by net asset method	發展總值 Gross development value	
		- 住宅 - Residential	每平方米 28,500 港元 HK\$28,500 per square feet
		- 零售 - Retail	每平方米 40,000 港元 HK\$40,000 per square feet
		- 停車場 - Car park	每單位 3,300,000 港元 HK\$3,300,000 per unit
		營銷成本 Marketing costs	3%
		專業費 Professional fee	6%
		融資成本 Financing cost	5%
		或然費用 Contingency fee	3%

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

47. 財務風險管理目標及政策

本集團之主要金融工具包括現金及等同現金項目、已抵押銀行結存、應收貿易賬款、應收保固金及其他應收款項、應付貿易賬款、應付保固金及其他應付款項、銀行借貸以及有擔保票據。該等金融工具之詳情於財務報表有關附註內披露。與該等金融工具有關之風險及如何減低該等風險之政策載列如下。本集團管理層管理及監察該等風險，以確保適時及有效地採取適當措施。

信貸風險

本集團之主要金融資產為現金及等同現金項目、已抵押銀行結存以及應收貿易賬款、應收保固金及其他應收款項。

由於與本集團交易之銀行均具備國際信貸評級機構授予之高信貸評級，故現金及等同現金項目及已抵押銀行結存之信貸風險不大。

本集團之信貸風險主要來自其應收貿易賬款、應收保固金及其他應收款項。本集團管理層持續監察每項個別貿易債項，而本集團面對之壞賬風險並不重大。本集團並無信貸風險過度集中之情況，所面對之風險分散至多個交易對手及客戶。有關本集團面臨來自應收貿易賬款、應收保固金及其他應收款項之信貸風險之更多量化數據分別於財務報表附註23及24披露。

47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include cash and cash equivalents, pledged bank balances, trade and retention and other receivables, trade and retention and other payables, bank borrowings and guaranteed notes. Details of these financial instruments are disclosed in the respective notes to these financial statements. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure that appropriate measures are implemented in a timely and effective manner.

Credit risk

The Group's principal financial assets are cash and cash equivalents, pledged bank balances, and trade and retention and other receivables.

The credit risk on cash and cash equivalents and pledged bank balances is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

The Group's credit risk is primarily attributable to its trade and retention and other receivables. The management of the Group monitors each individual trade debt on an ongoing basis and the Group's exposure to bad debts is not significant. The Group has no significant concentration of credit risk, with the exposure spreading over a large number of counterparties and customers. Further quantitative data in respect of the Group's exposure to credit risk arising from trade and retention and other receivables are disclosed in notes 23 and 24 to the financial statements, respectively.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

47. 財務風險管理目標及政策(續)

利率風險

本集團面臨之利率變動風險主要由於附息銀行借貸產生。浮息借貸使本集團面臨利率風險。本集團目前並無利率對沖政策。儘管如此，本集團管理層監控本集團所面臨之利率風險並將考慮需要時訂立利率掉期以減少利率波動風險。

下表列示在所有其他變數維持不變之情況下，本集團之除稅前溢利(透過對浮息借貸之影響)及本集團之權益(未計對稅項之任何影響前)對利率出現合理可能變動之敏感性。

二零一七年
銀行貸款

2017
Bank borrowings

二零一六年
銀行貸款

2016
Bank borrowings

* 不包括保留溢利

外匯風險

本集團主要於香港及中國內地經營業務，其大部分交易均以港元及人民幣結算。本集團之若干貨幣資產以美元計值。本集團因人民幣及美元兌港元敞口而承受外匯風險。本集團認為，由於港元與美元掛鈎，於報告期末美元匯率變動對權益的影響微不足道。本年度，本集團之所有銀行借貸以港元計值。

47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

Interest rate risk

The Group's exposure to changes in interest rates is mainly attributable to its interest-bearing bank borrowings. Borrowings at variable rates expose the Group to interest rate risk. The Group currently does not have an interest rate hedging policy. However, the management of the Group monitors the Group's interest rate exposure and considers entering into interest rate swaps to reduce its exposure to interest rate fluctuations should the need arise.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings) and the Group's equity (before any impact on tax).

利率上調 Increase in interest rate	除稅前 溢利減少 Decrease in profit before tax 千港元 HK\$'000	權益減少 * Decrease in equity * 千港元 HK\$'000
---	---	--

100個基點 100 basis points	(746)	—
100個基點 100 basis points	(4,759)	—

* Excluding retained profits

Foreign exchange risk

The Group operates mainly in Hong Kong and Mainland China with most of its transactions settled in Hong Kong dollars and Renminbi. Certain of the Group's monetary assets are denominated in US\$. The Group is exposed to foreign exchange risk arising from the exposure of Renminbi and US\$ against HK\$. The Group considered the impact on the equity from the change in US\$ exchange rate was nominal at the end of the reporting period since HK\$ is pegged to US\$. In the current year, all of the Group's bank borrowings are denominated in Hong Kong dollars.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

47. 財務風險管理目標及政策(續)

外匯風險(續)

管理層持續監察本集團所面對之貨幣風險，並將於有需要時考慮訂立遠期外匯合約。

下表列示在所有其他變數維持不變之情況下，於報告期末本集團之除稅前溢利（基於貨幣資產及負債之公平值變動）對人民幣匯率出現合理可能變動之敏感性。

二零一七年
倘港元兌人民幣貶值

2017
If Hong Kong dollar weakens
against Renminbi

匯率上調 Increase in exchange rate %	除稅前溢利增加 Increase in profit before tax 千港元 HK\$'000
5	10

二零一六年
倘港元兌人民幣貶值

2016
If Hong Kong dollar weakens
against Renminbi

5	16,031
---	--------

流動資金風險

本集團之目標為透過利用銀行借貸在持續獲取資金與靈活性之間保持平衡。本集團定期檢討其主要資金狀況，確保有足夠財務資源應付其財務承擔。

47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

Foreign exchange risk (Cont'd)

Management monitors the Group's currency exposure on an ongoing basis and considers entering into forward currency contracts when the need arises.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the Renminbi exchange rate, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities).

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank borrowings. The Group regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

47. 財務風險管理目標及政策(續)

流動資金風險(續)

根據已訂約未貼現賬款，以下載列本集團於報告期末之金融負債到期日：

47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

Liquidity risk (Cont'd)

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

		二零一七年 2017				
		12個月以內	1至5年	5年以上	總計	
		Less than 12 months	1 to 5 years	Over 5 years	Total	
		千港元	千港元	千港元	千港元	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	
應付貿易賬款及應付保固金	Trade and retention payables	—	319,752	—	319,752	
其他應付款項	Other payables	—	4,402	—	4,402	
付息銀行借貸	Interest-bearing bank borrowings	—	5,809,375	16,779	5,880,017	
有擔保票據	Guaranteed notes	—	—	305,000	305,000	
就履約保證書向附屬公司 作出之擔保	Guarantees in respect of performance bonds in relation to subsidiaries	255,782	—	—	255,782	
		<u>255,782</u>	<u>6,133,529</u>	<u>321,779</u>	<u>6,764,953</u>	

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

47. 財務風險管理目標及政策(續)

流動資金風險(續)

根據已訂約未貼現賬款，以下載列本集團於報告期末之金融負債到期日：(續)

47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

Liquidity risk (Cont'd)

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows: (Cont'd)

		二零一六年 2016				
		12個月以內 Less than 12 months 千港元 HK\$'000	1至5年 1 to 5 years 千港元 HK\$'000	5年以上 Over 5 years 千港元 HK\$'000	總計 Total 千港元 HK\$'000	
應付貿易賬款及應付保固金	Trade and retention payables	—	492,682	—	—	492,682
其他應付款項	Other payables	—	111,971	—	—	111,971
附息銀行借貸*	Interest-bearing bank borrowings*	3,220	124,976	289,856	57,835	475,887
就履約保證書向附屬公司作出之擔保	Guarantees in respect of performance bonds in relation to subsidiaries	343,537	—	—	—	343,537
		<u>346,757</u>	<u>729,629</u>	<u>289,856</u>	<u>57,835</u>	<u>1,424,077</u>

* 於二零一六年十二月三十一日，附息銀行借貸包括載有按要求還款條文賦予貸款人無條件權利隨時要求償還貸款之銀行貸款3,220,000港元，因此，就上述到期狀況而言，該等金額已分類為按要求還款借貸。

* As at 31 December 2016, included in interest-bearing bank borrowings were bank loans of HK\$3,220,000 which contained a repayment on demand clause giving the lender the unconditional right to call the loan at any time and therefore, for the purpose of the above maturity profile, these amounts were classified as on demand.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

47. 財務風險管理目標及政策(續)

流動資金風險(續)

儘管載有上述按要求還款條文，惟董事們相信該等銀行貸款將不會於12個月內全數催繳，故彼等認為該等銀行貸款將會按照相關協議所載之到期日償還。於作出有關評估時已考慮下列因素：本集團於財務報表獲批准當日之財務狀況、本集團遵守貸款契諾之情況、並無違約事件及本集團過往一向準時按期還款。按照銀行貸款之條款，於二零一六年十二月三十一日，到期年期於12個月以內應付128,196,000港元；於一至五年(包括首尾兩年)應付289,856,000港元；以及於五年以上應付57,835,000港元。

資本管理

本集團資本管理之主要目標為確保本集團有能力按持續經營業務之原則營運及維持健康資本比率以支持其業務並最大化股東價值。

本集團根據經濟狀況之變動管理其資本結構並作出調整。為維持或調整資本結構，本集團或會調整支付予股東之股息、退還股東之資本或發行新股份。於截至二零一七年十二月三十一日止年度及截至二零一六年十二月三十一日止期間內，有關資本管理之目標、政策及程序並無作出任何變動。

47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

Liquidity risk (Cont'd)

Notwithstanding the above repayment on demand clause, the directors did not believe that the bank loans would be called in their entirety within 12 months, and they considered that the bank loans would be repaid in accordance with the maturity dates as set out in the respective agreements. This evaluation was made considering: the financial position of the Group at the date of approval of the financial statements; the Group's compliance with the loan covenants; the lack of events of default, and the fact that the Group has made all previously scheduled repayments on time. In accordance with the terms of bank loans, the maturity terms at 31 December 2016 were amounts of HK\$128,196,000 payable in less than 12 months; HK\$289,856,000 payable in one to five years, inclusive; and HK\$57,835,000 payable over five years.

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the year ended 31 December 2017 and the period ended 31 December 2016.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

47. 財務風險管理目標及政策(續)

資本管理(續)

本集團採用資本負債比率監察其資本情況，而資本負債比率乃以負債淨額除以本集團總權益計算。本集團之政策旨在維持資本負債比率不超過50%。負債淨額包括應付貿易賬款、應付保固金、其他應付款項、付息銀行借貸及有擔保票據減已抵押銀行結存及現金及等同現金項目。資本包括本集團總權益。於報告期末，資本負債比率如下：

47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

Capital management (Cont'd)

The Group monitors capital using a gearing ratio, which is net debt divided by the total equity of the Group. The Group's policy is to maintain the gearing ratio not exceeding 50%. Net debt includes trade and retention payables, other payables, interest-bearing bank borrowings and guaranteed notes less pledged bank balances and cash and cash equivalents. Capital includes total equity of the Group. The gearing ratios as at the end of the reporting periods were as follows:

		二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
應付貿易賬款及應付保固金	Trade and retention payables	319,752	492,682
其他應付款項	Other payables	4,402	111,971
付息銀行借貸	Interest-bearing bank borrowings	5,880,017	475,210
有擔保票據	Guaranteed notes	295,343	—
減：已抵押銀行結存	Less: Pledged bank balances	(41,414)	—
現金及等同現金項目	Cash and cash equivalents	(2,327,460)	(1,858,448)
債務/(現金)淨額	Net debt/(cash)	4,130,640	(778,585)
總權益	Total equity	12,218,001	2,959,730
資本負債比率	Gearing ratio	34%	N/A

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

48. 報告期後事件

(a) 預計發行可換股債券

於二零一八年一月十九日，本公司與Shinhan Creative Finance 3rd Co. (「Shinhan Creative」) 訂立條款書，據此，本公司已同意發行，而Shinhan Creative已同意認購本金總額不少於50,000,000美元(相當於約390,000,000港元)及不超過85,000,000美元(相當於約663,000,000港元)之可換股債券，惟須受限於最終認購協議將載列之條款及條件。

可換股債券利息之利率為每年6%，每半年支付，到期日為債券發行日期後三十六個月。待符合可換股債券之條款及條件後，債券持有人可於發行可換股債券之日期後一個月之日起至到期日止期間隨時行使權利將任何可換股債券轉換為本公司股份，換股價為每股換股股份4.08港元。發行所得款項淨額擬用於一般公司用途，包括但不限於營運資金。直至該等財報表當日，並未發行任何可換股債券。

有關預計發行可換股債券之進一步詳情披露於本公司日期為二零一八年一月十九日之公佈。

48. EVENTS AFTER THE REPORTING PERIOD

(a) *Proposed issue of convertible bonds*

On 19 January 2018, the Company and Shinhan Creative Finance 3rd Co. ("Shinhan Creative") entered into a term sheet, pursuant to which, the Company has agreed to issue and Shinhan Creative agreed to subscribe for the convertible bonds in an aggregate principal amount of not less than US\$50,000,000 (equivalent to approximately HK\$390,000,000) and not more than US\$85,000,000 (equivalent to approximately HK\$663,000,000), subject to the terms and conditions to be set forth in the definitive subscription agreements.

The convertible bonds bear interest rate at 6% per annum payable semi-annually and with a maturity date of 36 months following the bonds issue date. Subject to and upon compliance with the terms and conditions of the convertible bonds, the right of the conversion of any convertible bonds into the Company's shares may be exercised at any time during the period starting from the date falling one month after the bond issue date until the bond maturity date at an conversion price of HK\$4.08 per share. The net proceeds from the issue of convertible bonds will be used for general corporate purposes including but not limited to working capital. Up to the date of these financial statements, no convertible bonds have been issued.

Further details of the proposed issue of convertible bonds were set out in the Company's announcement dated 19 January 2018.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

48. 報告期後事件(續)

(b) 終止有關預計收購盛世企業有限公司股份

於二零一七年十月十八日，本公司、Forestar Assets Limited(本公司之全資附屬公司)、Best Feast Limited(「Best Feast」)、張偉瑄先生及王恒女士(「Best Feast保證人」)及歐睿有限公司(「歐睿」)分別訂立買賣協議，據此，Forestar Assets Limited同意分別收購盛世企業有限公司已發行股本約10.63%及17.33%，代價分別為101,474,000港元及165,432,000港元。根據買賣協議所載列之條款及條件，代價將由本公司分別向Best Feast及歐睿發行及配發最多24,871,074股及40,547,103股代價股份償付，每股代價股份的發行價為4.08港元。

由於預計若干先決條件無法於合理時限內達成，於二零一八年一月二十九日，本公司、Forestar Assets Limited、Best Feast及歐睿分別訂立終止協議，據此，該協議的訂約方已同意立即終止買賣協議。

有關預計收購及終止收購盛世企業有限公司股份之進一步詳情披露於本公司日期為二零一七年十月十八日及二零一八年一月二十九日之公佈。

48. EVENTS AFTER THE REPORTING PERIOD (Cont'd)

(b) Termination of proposed acquisition of shares in Sapphire Corporation Limited

On 18 October 2017, the Company, Forestar Assets Limited (a wholly-owned subsidiary of the Company), Best Feast Limited ("Best Feast"), Mr. Cheung Wai Suen and Ms. Wang Heng (the "Best Feast Warrantors") and Ou Rui Limited ("Ou Rui") entered into separate sale and purchase agreements, pursuant to which, Forestar Assets Limited agreed to acquire and Best Feast, Best Feast Warrantors and Ou Rui agreed to sell, approximately 10.63% and 17.33%, respectively, of the issued share capital of Sapphire Corporation Limited at consideration of approximately HK\$101,474,000 and HK\$165,432,000 respectively. The consideration shall be settled by the Company by the issue and allotment of a maximum of 24,871,074 and 40,547,103 shares of the Company at an issue price of HK\$4.08 per share to Best Feast and Ou Rui, respectively, in accordance with the terms and conditions of the sale and purchase agreements.

As it was expected that certain conditions in the sale and purchase agreements could not be fulfilled within a reasonable time, on 29 January 2018, the Company, Forestar Assets Limited, Best Feast and Ou Rui entered into separate termination agreements, pursuant to which the parties agreed to terminate the acquisition with immediate effect.

Further details of the proposed acquisition and termination of the proposed acquisition are set out in the Company's announcements dated 18 October 2017 and 29 January 2018.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

48. 報告期後事件(續)

(c) 成立HKICIM Fund III, L.P. (「基金III」)

於二零一八年一月十一日，本集團及海實國際就成立基金III訂立的經修訂及重列之獲豁免有限合夥協議及對基金III出資的認購協議已為本公司普通決議案於股東特別大會上獲正式通過。其後，本集團已對基金III出資633,160,000港元，相等於基金III的16.57%的股權。

有關基金III的成立之進一步詳情披露於本公司日期為二零一七年十一月三十日及二零一八年一月十一日之公佈及日期為二零一七年十二月二十一日之通函。

(d) 基金II及基金III出售其附屬公司

於二零一八年二月十二日，基金II及基金III(統稱「基金」)就出售各自於Total Thrive Holdings Limited及Sky Hero Developments Limited(該兩家公司透過中間控股公司持有兩個位於香港九龍啟德的地產發展項目)之全部權益訂立獨立買賣協議。有關買賣協議由Shibo Investment Limited及Easco Investment Limited訂立(兩者同為恒基兆業地產有限公司之全資附屬公司)，總首次代價約為15,959,410,000港元。有關出售已於二零一八年二月十四日完成。

48. EVENTS AFTER THE REPORTING PERIOD (Cont'd)

(c) Formation of HKICIM Fund III, L.P. ("Fund III")

On 11 January 2018, an amended and restated exempted limited partnership agreement entered between the Group and Hisea and the subscription agreement in relation to capital contribution in Fund III by the Group were passed by the ordinary resolutions of the Company at the special general meeting. Thereafter, the Group made an aggregate capital injection of HK\$633,160,000 in Fund III, representing 16.57% of the equity interest of Fund III.

Further details of the formation of Fund III are set out in the Company's announcements dated 30 November 2017 and 11 January 2018, and a circular dated 21 December 2017.

(d) Disposal of subsidiaries of Fund II and Fund III

On 12 February 2018, Fund II and Fund III (collectively, the "Funds") entered into separate sale and purchase agreements in relation to the disposal of their entire equity interests in Total Thrive Holdings Limited and Sky Hero Developments Limited (which, through intermediate holding companies, holding two property development projects at Kai Tak, Kowloon, Hong Kong) with Shibo Investment Limited and Easco Investment Limited, wholly-owned subsidiaries of Henderson Land Development Company Limited at an initial consideration of approximately HK\$15,959,410,000 in aggregate. This disposal was completed on 14 February 2018.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

48. 報告期後事件(續)

(d) 基金II及基金III出售其附屬公司(續)

本公司通過全資附屬公司分別向基金II及基金III投入資本12.07%及16.57%。根據該等基金之合夥協議，該等基金將於出售完成後及時向各名有限合夥人及普通合夥人分派出售事項之所得現金淨額全額。直至該等財務報表當日，該等基金已退還最初注資金額予本集團。

有關此出售之進一步詳情披露於本公司日期為二零一八年二月十二日之公佈。

(e) 預計出售附屬公司

於二零一八年三月八日及二零一八年三月二十一日，Omnilink Assets Limited(「Omnilink」，本公司之全資附屬公司)、本公司(作為Omnilink的擔保人)、Fabulous New Limited(「Fabulous」)及會德豐地產有限公司(作為Fabulous的擔保人)分別訂立具約束力要約及買賣協議，據此，Fabulous同意向Omnilink購買Onwards Asia Limited的全部股權及於交易完成日Omnilink借與Onwards Asia Limited的全數欠款，現金代價為6,359,155,000港元。Onwards Asia Limited的主要資產包括雅晉集團有限公司的全部已發行股本。雅晉集團有限公司是位於香港九龍啟德第11區1號地盤之新九龍內地段第6564號之在建發展項目的擁有者。該出售事項預計將於二零一八年五月十六日或之前完成。根據上市規則，該出售事項構成本公司一項非常重大出售。

48. EVENTS AFTER THE REPORTING PERIOD (Cont'd)

(d) Disposal of subsidiaries of Fund II and Fund III (Cont'd)

The Company, through its wholly-owned subsidiaries, has contributed capital of 12.07% and 16.57% in Fund II and Fund III, respectively. Pursuant to the respective partnership agreements of the Funds, the Funds will distribute the full net cash proceeds from the disposals promptly to the limited partners and general partner. Up to the date of these financial statements, the Funds have returned the initial capital to the Group.

Further details of this disposal were set out in the Company's announcement dated 12 February 2018.

(e) Proposed disposal of subsidiaries

On 8 March 2018 and 21 March 2018, Omnilink Assets Limited ("Omnilink"), a wholly-owned subsidiary of the Company and the Company (as Omnilink's guarantor) entered into a binding offer and a sale and purchase agreement with Fabulous New Limited ("Fabulous") and Wheelock Properties Limited (as Fabulous's guarantor), respectively, pursuant to which, Fabulous agreed to acquire from Omnilink the entire issued capital of Onwards Asia Limited and all amounts which Onwards Asia Limited owes to Omnilink as at the date of completion at a total cash consideration of HK\$6,359,155,000. The principal assets of Onwards Asia Limited comprise all the issued capital of Top Genius Holdings Limited, the owner of the development under construction on New Kowloon Inland Lot No. 6564 on Kai Tak Area 11 Site 1, Kai Tak, Kowloon, Hong Kong. The completion of this disposal is expected to take place on or before 16 May 2018. This disposal constitutes a very substantial disposal of the Company under the Listing Rules.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

49. 本公司財務狀況表

49. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

於報告期末本公司之財務狀況表之資料如下：

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

		二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
非流動資產	NON-CURRENT ASSETS		
物業、機器及設備	Property, plant and equipment	5,587	3,807
附屬公司權益	Interests in subsidiaries	9,500,873	1,120,185
總非流動資產	Total non-current assets	9,506,460	1,123,992
流動資產	CURRENT ASSETS		
附屬公司欠款	Amounts due from subsidiaries	106,105	67
預付款項、訂金及其他應收款項	Prepayments, deposits and other receivables	4,516	3,309
現金及等同現金項目	Cash and cash equivalents	2,085,712	1,149,993
總流動資產	Total current assets	2,196,333	1,153,369
流動負債	CURRENT LIABILITIES		
欠附屬公司之款項	Amounts due to subsidiaries	284,493	—
應付貿易賬款及應計款項	Trade payables and accruals	7,412	4,042
其他應付款項及已收訂金	Other payables and deposits received	334	104,975
總流動負債	Total current liabilities	292,239	109,017
流動資產淨值	NET CURRENT ASSETS	1,904,094	1,044,352
資產淨值	Net assets	11,410,554	2,168,344
權益	EQUITY		
已發行股本	Issued capital	340,249	113,416
儲備(附註)	Reserves (note)	11,070,305	2,054,928
總權益	Total equity	11,410,554	2,168,344

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

49. 本公司財務狀況表(續)

49. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Cont'd)

附註：

Note:

本公司之儲備概述如下：

A summary of the Company's reserves is as follows:

		股份溢價賬	繳入盈餘	遠期股本 權益合約	保留溢利	總計
		Share premium account	Contributed surplus	Forward equity contract	Retained profits	Total
		千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於二零一六年四月一日	At 1 April 2016	—	593,811	—	526,890	1,120,701
本期間溢利	Profit for the period	—	—	—	6,675	6,675
期內全面收益總額	Total comprehensive income for the period	—	—	—	6,675	6,675
發行股份(附註34)	Issue of shares (note 34)	1,032,810	—	—	—	1,032,810
股份發行開支(附註34)	Share issue expenses (note 34)	(660)	—	—	—	(660)
遠期收購一間附屬公司之 額外權益(附註43)	Forward acquisition of additional interests in a subsidiary (note 43)	—	—	(104,598)	—	(104,598)
於二零一六年 十二月三十一日 及二零一七年一月一日	At 31 December 2016 and 1 January 2017	1,032,150	593,811	(104,598)	533,565	2,054,928
年內溢利	Profit for the year	—	—	—	408	408
年內全面收益總額	Total comprehensive income for the year	—	—	—	408	408
發行股份(附註34)	Issue of shares (note 34)	9,027,961	—	—	—	9,027,961
股份發行開支(附註34)	Share issue expenses (note 34)	(4,174)	—	—	—	(4,174)
遠期收購一間附屬公司之 額外權益(附註43)	Forward acquisition of additional interests in a subsidiary (note 43)	—	—	104,598	—	104,598
二零一六年已宣派及派付 之末期股息(附註13)	2016 final dividend declared and paid (note 13)	—	—	—	(113,416)	(113,416)
於二零一七年 十二月三十一日	At 31 December 2017	10,055,937	593,811	—	420,557	11,070,305

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 December 2017 二零一七年十二月三十一日

49. 本公司財務狀況表(續)

本公司繳入盈餘指於本公司股份上市前，根據於一九九一年之集團重組所購入之附屬公司股份公平值超出交換本公司已發行股份之面值之餘額29,950,000港元。此外，根據本公司於二零一五年八月七日舉行之股東週年大會上通過之特別決議案，本公司於二零一五年八月七日之股份溢價賬之全部進賬金額563,861,000港元予以註銷，並將由此產生之進賬款項撥入本公司繳入盈餘賬。根據一九八一年百慕達公司法，在若干情況下，本公司可以向股東作出分派繳入盈餘。

50. 比較資料

如財務報表附註5所詳述，若干比較金額已予重新分類，以與本年之呈列保持一致。

51. 財務報表之核准

董事局於二零一八年三月二十三日批准及授權刊發財務報表。

49. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Cont'd)

The contributed surplus of the Company included the excess of the fair value of the shares of the subsidiaries acquired pursuant to the Group reorganisation in 1991 prior to the listing of the Company's shares, over the nominal value of the Company's shares issued in exchange therefor amounting to HK\$29,950,000. In addition, pursuant to a special resolution passed at the annual general meeting of the Company held on 7 August 2015, the entire amount of HK\$563,861,000 standing to the credit of share premium account of the Company as at 7 August 2015 was cancelled, and the corresponding balance arising therefrom was credited to the contributed surplus account of the Company. Under the Bermuda Companies Act 1981, the Company may make distributions to its members out of the contributed surplus under certain circumstances.

50. COMPARATIVE INFORMATION

As detailed in note 5 to the financial statements, certain comparative amounts have been reclassified to conform with the current year's presentation.

51. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 23 March 2018.