



華人置業集團

CHINESE ESTATES HOLDINGS LIMITED

Stock Code 股份代號: 127

Annual Report 2016 年報



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Should there be any discrepancy between the English and Chinese versions, the English version shall prevail.
倘中英文版本出現歧義，概以英文版本為準。

Date of this annual report: 9th March, 2017
本年報日期：二零一七年三月九日

CORPORATE INFORMATION

公司資料

DIRECTORS

Executive Directors:

Chan, Sze-wan (*Chief Executive Officer*)
Chan, Hoi-wan (*Appointed on 13th February, 2017*)
Chan, Lok-wan
Lam, Kwong-wai

Non-executive Directors:

Lau, Ming-wai (*Chairman*)
Amy Lau, Yuk-wai

Independent Non-executive Directors:

Chan, Kwok-wai
Phillis Loh, Lai-ping
Ma, Tsz-chun

AUDIT COMMITTEE

Chan, Kwok-wai (*Chairman*)
Phillis Loh, Lai-ping
Ma, Tsz-chun

INVESTMENT COMMITTEE

Chan, Sze-wan (*Chairman*)
Lam, Kwong-wai (*Chief Investment Officer*)
Chan, Kwok-wai
Ma, Tsz-chun

NOMINATION COMMITTEE

Phillis Loh, Lai-ping (*Chairman*)
Chan, Kwok-wai
Ma, Tsz-chun

REMUNERATION COMMITTEE

Chan, Kwok-wai (*Chairman*)
Phillis Loh, Lai-ping
Ma, Tsz-chun

SPECIAL COMMITTEE

Chan, Kwok-wai
Phillis Loh, Lai-ping
Ma, Tsz-chun

COMPANY SECRETARY

Lam, Kwong-wai

董事

執行董事：

陳詩韻 (*行政總裁*)
陳凱韻 (*於二零一七年二月十三日獲委任*)
陳諾韻
林光蔚

非執行董事：

劉鳴煒 (*主席*)
劉玉慧

獨立非執行董事：

陳國偉
羅麗萍
馬時俊

審核委員會

陳國偉 (*主席*)
羅麗萍
馬時俊

投資委員會

陳詩韻 (*主席*)
林光蔚 (*投資總監*)
陳國偉
馬時俊

提名委員會

羅麗萍 (*主席*)
陳國偉
馬時俊

薪酬委員會

陳國偉 (*主席*)
羅麗萍
馬時俊

特別委員會

陳國偉
羅麗萍
馬時俊

公司秘書

林光蔚

SOLICITORS

Baker & McKenzie
Deacons
Sidley Austin
Sit, Fung, Kwong & Shum

AUDITORS

HLB Hodgson Impey Cheng Limited

BANKERS

(Listed in alphabetical order)

Bank of China (Hong Kong) Limited
Chong Hing Bank Limited
Deutsche Bank AG, Singapore Branch
OCBC Wing Hang Bank Limited
Oversea-Chinese Banking Corporation Limited
The Bank of East Asia, Limited, London Branch

PLACE OF INCORPORATION

Bermuda

REGISTERED OFFICE

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

PRINCIPAL OFFICE IN HONG KONG

26th Floor, China Evergrande Centre*
38 Gloucester Road
Wanchai, Hong Kong

* Formerly known as MassMutual Tower
(building name changed on 1st December, 2016)

PRINCIPAL REGISTRAR AND TRANSFER OFFICE

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

BRANCH REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
Tel: (852) 2862 8555
Fax: (852) 2865 0990/(852) 2529 6087

律師

貝克·麥堅時律師事務所
的近律師行
盛德律師事務所
薛馮鄭岑律師行

核數師

國衛會計師事務所有限公司

往來銀行

(按字母順序排列)

中國銀行(香港)有限公司
創興銀行有限公司
Deutsche Bank AG, Singapore Branch
華僑永亨銀行有限公司
Oversea-Chinese Banking Corporation Limited
東亞銀行有限公司(倫敦分行)

註冊成立地點

百慕達

註冊辦事處

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

香港主要辦事處

香港灣仔
告士打道38號
中國恆大中心#26樓

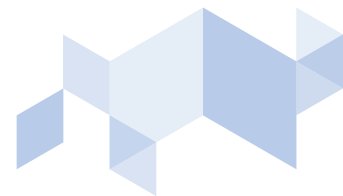
* 前稱美國萬通大廈
(於二零一六年十二月一日更改大廈名稱)

主要過戶登記處

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

香港過戶登記分處

香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心17樓
1712至1716號舖
電話: (852) 2862 8555
傳真: (852) 2865 0990/(852) 2529 6087



OFFICES IN THE PEOPLE'S REPUBLIC OF CHINA 中華人民共和國辦事處

Beijing Office:

Room 202, Oriental Place
No. 9 East Dongfang Road
North Dongsanhuan Road
Chaoyang District, Beijing, PRC
Post Code: 100027
Tel: (8610) 6466 0638
Fax: (8610) 6466 0238

Shenzhen Office:

Rooms 1-3A, South Gong, 6th Floor
Lowu Commercial Plaza
25 Railway Station Square
Luohu District, Shenzhen
Guangdong Province, PRC
Post Code: 518001
Tel: (86755) 8234 7139
Fax: (86755) 8234 0012

北京辦事處:

中國北京市朝陽區
東三環北路
東方東路9號
東方國際大廈202室
郵編: 100027
電話: (8610) 6466 0638
傳真: (8610) 6466 0238

深圳辦事處:

中國廣東省
深圳市羅湖區
火車站廣場路25號
羅湖商業城
6/F層南拱1-3A室
郵編: 518001
電話: (86755) 8234 7139
傳真: (86755) 8234 0012

WEBSITE

<http://www.chineseestates.com>

網址

<http://www.chineseestates.com>

STOCK CODE

127

股份代號

127

BOARD LOT

500 shares

買賣單位

500股

INVESTOR RELATIONS

For enquiries relating to investor relations, please contact:

Tel: (852) 2866 6999
Fax: (852) 2866 2822/(852) 2866 2833
E-mail: investor.relations@chineseestates.com

有關投資者關係之查詢，請聯絡：

電話: (852) 2866 6999
傳真: (852) 2866 2822/(852) 2866 2833
電郵: investor.relations@chineseestates.com

EXECUTIVE DIRECTORS

Ms. CHAN, Sze-wan, aged 38, joined the Group (the Company together with its subsidiaries, the "Group") in 2002 and appointed as an Executive Director of the Company since 2012. She acts as the Chief Executive Officer of the Company since November 2015 and also acts as a director of certain subsidiaries of the Company. Ms. Chan is also the chairman of the investment committee of the Company. She is responsible for the Group's overall and day-to-day management including overseeing the Group's properties' sales and leasing affairs. Ms. Chan has over 14 years of experience in sales and marketing, management and operations. She is the elder sister of *Ms. Chan, Hoi-wan* and *Ms. Chan, Lok-wan*, and the aunt of *Mr. Lau, Ming-wai*. As at the date of this annual report, Ms. Chan is a director of certain substantial shareholders of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the "SFO").

Ms. CHAN, Hoi-wan, aged 37, has been appointed as an Executive Director of the Company on 13th February, 2017. She had joined the then associate of the Group from 2002 to 2005 and participated in its cosmetics business, including Two Girls products. She also possessed of more than 3.5 years' work experience in media field in Hong Kong and gained experience in properties and securities investments through her investments. Ms. Chan is the younger sister of *Ms. Chan, Sze-wan*, the elder sister of *Ms. Chan, Lok-wan*, the step-mother of *Mr. Lau, Ming-wai* and the sister-in-law of *Ms. Amy Lau, Yuk-wai*. As at the date of this annual report, Ms. Chan is a director of certain substantial shareholders of the Company within the meaning of Part XV of the SFO.

Ms. CHAN, Lok-wan, aged 32, joined the Group in 2008 and appointed as an Executive Director of the Company since 2015. She is the Manager of Sales and Leasing Department and also acts as a director of certain subsidiaries of the Company. Ms. Chan holds a Bachelor Degree of Science in Business and Management (Marketing) from Brunel University London and a Master Degree of Science in Communication, Information and Society from The London School of Economics and Political Science. She is responsible for the Group's marketing affairs, overseeing the Group's cosmetics business, including Two Girls products, and participated in the Group's properties' sales and leasing businesses. Ms. Chan has over 8 years of experience in sales and marketing. She is the younger sister of *Ms. Chan, Sze-wan* and *Ms. Chan, Hoi-wan*, and the aunt of *Mr. Lau, Ming-wai*.

執行董事

陳詩韻女士，現年38歲，於二零零二年加入本集團（本公司連同其附屬公司，統稱「本集團」），並自二零一二年起獲委任為本公司之執行董事。彼由二零一五年十一月起出任本公司行政總裁，亦出任本公司若干附屬公司之董事。陳女士亦為本公司投資委員會主席。彼負責本集團整體及日常管理工作包括處理本集團之物業銷售及租務事宜。陳女士在營銷及市場推廣、企業管理及營運方面累積逾十四年經驗。彼為陳凱韻女士及陳諾韻女士之胞姊，及劉鳴煒先生之姨母。於本年報日期，陳女士為若干按香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部所述屬本公司主要股東之董事。

陳凱韻女士，現年37歲，自二零一七年二月十三日起獲委任為本公司之執行董事。彼曾於二零零二年至二零零五年加入本集團當時之聯營公司並參與該公司之化妝品業務包括『雙妹』產品。彼亦具有超過三年半於香港之傳媒工作經驗及擁有個人物業及證券之投資經驗。陳女士為陳詩韻女士之胞妹、陳諾韻女士之胞姊、劉鳴煒先生之繼母及劉玉慧女士之嫂子。於本年報日期，陳女士為若干按證券及期貨條例第XV部所述屬本公司主要股東之董事。

陳諾韻女士，現年32歲，於二零零八年加入本集團，並自二零一五年起獲委任為本公司之執行董事。彼現任銷售及租務部經理，亦出任本公司若干附屬公司之董事。陳女士持有倫敦布魯內爾大學商業及管理（市場學）理學學士學位，以及倫敦經濟及政治科學學院傳意、資訊及社會理學碩士學位。彼負責本集團之市場推廣事宜及處理本集團化妝品業務包括『雙妹』產品，並參與本集團物業銷售及租務業務。陳女士在營銷及市場推廣方面累積逾八年經驗。彼為陳詩韻女士及陳凱韻女士之胞妹，及劉鳴煒先生之小姨。



EXECUTIVE DIRECTORS (Cont'd)

Mr. LAM, Kwong-wai, aged 61, joined the Group in 1989 and appointed as an Executive Director of the Company since 2012. Mr. Lam is the Group Financial Controller and Company Secretary of the Company and acts as a director of certain subsidiaries of the Company. He is also a member of the investment committee of the Company and acts as the chief investment officer. Mr. Lam has been appointed as an independent non-executive director of Lifestyle China Group Limited since 24th June, 2016 and was a non-executive director of LT Commercial Real Estate Limited (formerly known as Chi Cheung Investment Company, Limited (up to June 2013) and LT Holdings Limited (up to June 2014)) for the period from 7th February, 2013 to 6th February, 2016, the shares of these companies are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Mr. Lam is a Certified Public Accountant (Practising) and holds a Master Degree of Business Administration from the University of Warwick, United Kingdom. He has over 39 years of experience in auditing, finance and accounting industries.

NON-EXECUTIVE DIRECTORS

Mr. LAU, Ming-wai, aged 36, appointed as a Director of the Company since 2006 and appointed as the Chairman of the board of Directors since 2014. Mr. Lau holds a Bachelor Degree of Laws from King's College London, a Master Degree of Laws from The London School of Economics and Political Science, and a Doctor Degree of Philosophy in Laws from King's College London. He worked at The Goldman Sachs Group, Inc. and Longview Partners LP, both in London prior to joining the Company. Mr. Lau is a registered attorney in the State of New York and a CFA (Chartered Financial Analyst) charterholder. He is the step-son of *Ms. Chan, Hoi-wan*, the nephew of *Ms. Chan, Sze-wan*, *Ms. Chan, Lok-wan* and *Ms. Amy Lau, Yuk-wai*. As at the date of this annual report, Mr. Lau is a director of a substantial shareholder of the Company within the meaning of Part XV of the SFO.

Ms. Amy LAU, Yuk-wai, aged 64, appointed as a Non-executive Director of the Company since 2004. Ms. Lau is also a non-executive director of Lifestyle International Holdings Limited, a company whose shares are listed on the Stock Exchange. She is registered with the Royal College of Dental Surgeons of Ontario, Canada and a practising dentist in Ontario. Ms. Lau holds a Bachelor Degree of Science and a Doctor Degree of Dental Surgery from the University of Toronto, Canada. She is the sister-in-law of *Ms. Chan, Hoi-wan* and the aunt of *Mr. Lau, Ming-wai*.

執行董事 (續)

林光蔚先生，現年61歲，於一九八九年加入本集團，並自二零一二年起獲委任為本公司之執行董事。林先生現任本公司之集團財務總監及公司秘書，亦出任本公司若干附屬公司之董事。彼亦為本公司投資委員會成員及投資總監。林先生於二零一六年六月二十四日起獲委任為利福中國集團有限公司之獨立非執行董事及於二零一三年二月七日至二零一六年二月六日期間曾為勒泰商業地產有限公司（前稱至祥置業有限公司（直至二零一三年六月）及勒泰控股有限公司（直至二零一四年六月））之非執行董事，該等公司之股份均於香港聯合交易所有限公司（「聯交所」）上市。林先生為執業會計師，持有英國華威大學工商管理學碩士學位。彼在核數、財務及會計方面累積逾三十九年經驗。

非執行董事

劉鳴煒先生，現年36歲，自二零零六年起獲委任為本公司之董事，並自二零一四年獲委任為董事會主席。劉先生持有倫敦國王學院法律學士學位、倫敦經濟及政治科學學院法律碩士學位及倫敦國王學院法律哲學博士學位。彼在加入本公司之前，曾在倫敦The Goldman Sachs Group, Inc.及Longview Partners LP任職。劉先生為紐約州註冊律師及特許財務分析師(Chartered Financial Analyst)特許持有人。彼為陳凱韻女士之繼子，陳詩韻女士及陳諾韻女士之姨甥，及劉玉慧女士之姪兒。於本年報日期，劉先生為一間按證券及期貨條例第XV部所述屬本公司主要股東之董事。

劉玉慧女士，現年64歲，自二零零四年起獲委任為本公司之非執行董事。劉女士亦為利福國際集團有限公司之非執行董事，該公司之股份於聯交所上市。彼於加拿大安大略省皇家牙科醫學院註冊，為安大略省之執業牙科醫生。劉女士持有加拿大多倫多大學理學士學位及牙科博士學位。彼為陳凱韻女士之小姑及劉鳴煒先生之姑母。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHAN, Kwok-wai, aged 58, appointed as an Independent Non-executive Director of the Company since 2004. He is the chairman of the audit committee and remuneration committee, and a member of the nomination committee, special committee and investment committee of the Company. Mr. Chan holds a Bachelor Degree of Business Administration from the Monash University, Australia. He is also a member of CPA Australia and a member of the Hong Kong Securities and Investment Institute. He has over 37 years of experience in finance and accounting industries. Mr. Chan is currently a director of High Progress Consultants Limited. He is also an independent non-executive director of China Investments Holdings Limited, Far East Consortium International Limited, National Electronics Holdings Limited and Tern Properties Company Limited respectively, the shares of all these companies are listed on the Stock Exchange.

Ms. Phillis LOH, Lai-ping, aged 52, appointed as an Independent Non-executive Director of the Company since 2006. She is the chairman of the nomination committee, a member of the audit committee, remuneration committee and special committee of the Company. Ms. Loh holds a Bachelor Degree of Laws and a Postgraduate Certificate in Laws, both from The University of Hong Kong. Ms. Loh was a practising solicitor from 1990 to 1997, and has since become a practising barrister-at-law after she was called to the Hong Kong Bar in 1998. She was admitted as a solicitor in Hong Kong (1990) and the United Kingdom (1991), and is also a barrister and solicitor in the Supreme Court of the Australian Capital Territory (since 1991). Ms. Loh is a CEDR (Centre for Effective Dispute Resolution) Accredited Mediator. She was appointed Deputy District Judge in 2014 and 2016.

Mr. MA, Tsz-chun, aged 51, appointed as an Independent Non-executive Director of the Company since 2008. He is a member of the audit committee, remuneration committee, nomination committee, special committee and investment committee of the Company. Mr. Ma is a Certified Public Accountant (Practising) and has over 29 years of experience in auditing, finance and accounting industries. He is currently a director and the general manager of Sino-Bridge China Consulting Limited. Mr. Ma holds a Master Degree in Business Administration and a Master of Science Degree in E-Commerce (Business Programme), both from The Chinese University of Hong Kong as well as a Master of Science Degree in China Business Studies from The Hong Kong Polytechnic University. Mr. Ma is a fellow member of The Association of Chartered Certified Accountants in the United Kingdom, an associate member of Hong Kong Institute of Certified Public Accountants, The Institute of Chartered Secretaries and Administrators in the United Kingdom and The Hong Kong Institute of Chartered Secretaries respectively.

獨立非執行董事

陳國偉先生，現年58歲，自二零零四年起獲委任為本公司之獨立非執行董事。彼為本公司審核委員會及薪酬委員會之主席，並為提名委員會、特別委員會及投資委員會之成員。陳先生持有澳洲蒙納士大學工商管理學學士學位。彼亦為澳洲會計師公會會員及香港證券及投資學會會員。彼在財務及會計方面累積逾三十七年經驗。陳先生現為勤達顧問有限公司之董事。彼亦分別為中國興業控股有限公司、Far East Consortium International Limited (遠東發展有限公司)、National Electronics Holdings Limited (樂聲電子有限公司)及太興置業有限公司之獨立非執行董事，上述所有公司之股份均於聯交所上市。

羅麗萍女士，現年52歲，自二零零六年起獲委任為本公司之獨立非執行董事。彼為本公司提名委員會主席、審核委員會、薪酬委員會及特別委員會之成員。羅女士持有香港大學法律學士學位及法學專業證書。羅女士由一九九零年至一九九七年為執業事務律師及自一九九八年獲頒香港大律師資格後成為執業大律師。彼分別於一九九零年及一九九一年獲頒香港及英國之事務律師資格，以及自一九九一年起為澳洲首府最高法院之大律師及事務律師。羅女士為CEDR (Centre for Effective Dispute Resolution)認可調解員。彼曾於二零一四年及二零一六年被委任為區域法院暫委法官。

馬時俊先生，現年51歲，自二零零八年起獲委任為本公司之獨立非執行董事。彼為本公司審核委員會、薪酬委員會、提名委員會、特別委員會及投資委員會之成員。馬先生為執業會計師，於核數、財務及會計方面累積逾二十九年經驗。彼現為龍躍中國顧問有限公司之董事及總經理。馬先生持有香港中文大學工商管理碩士學位及電子商貿管理理學碩士學位，並持有香港理工大學中國商貿管理理學碩士學位。馬先生為英國特許公認會計師公會資深會員、香港會計師公會會員、英國特許秘書及行政人員公會會員及香港特許秘書公會會員。

PROFILES OF SENIOR EXECUTIVES

高級行政人員簡介



Ms. Connie CHEUNG, Mun-yi, aged 49, joined the Group (the Company together with its subsidiaries, the “Group”) in 2007 and is the Head of Legal Department. Ms. Cheung is a practising solicitor. She holds a Bachelor Degree of Laws and a Postgraduate Certificate in Laws, both from The University of Hong Kong. Before joining the Group, Ms. Cheung worked in both law firm as a solicitor and public sector as an in-house legal counsel. Ms. Cheung is responsible for overseeing the legal aspects of the Group’s various businesses, including project development, commercial investments, conveyancing and tenancy. She has over 25 years of legal experience.

Mr. Alec KONG, Chi-ming, aged 53, joined the Group in 1994 and is the Head of Business Development. Mr. Kong holds a Bachelor Degree of Business Administration from The Chinese University of Hong Kong, a Master Degree of Arts in Quantitative Analysis for Business and a Master Degree of Business Administration, both from the City University of Hong Kong. He is a member of The Royal Institution of Chartered Surveyors. Mr. Kong is responsible for overseeing the Group’s business development in Mainland China and overseas. He has over 26 years of experience in the property field.

Ms. Hazel LAI, Ming-yan, aged 48, joined the Group in 2000 and is the Senior Manager—Contracts of Project Development Department. Ms. Lai is a registered professional surveyor. She holds a Bachelor Degree of Science in Building from the City University of Hong Kong and a Master Degree of Science in Construction and Real Estate from The Hong Kong Polytechnic University. She is also a member of The Hong Kong Institute of Surveyors and The Royal Institution of Chartered Surveyors. Ms. Lai is responsible for the quantity surveying affairs. She has over 26 years of relevant experience.

Ms. Connie Cheung, Mun-yi and Ms. Hazel Lai, Ming-yan hold position as a director in one or more of the subsidiaries of the Company as at the date of this annual report.

張敏儀女士，現年49歲，於二零零七年加入本集團（本公司連同其附屬公司，統稱「本集團」），現任法律部主管。張女士為執業事務律師。彼持有香港大學法律學士學位及法學專業證書。在加入本集團之前，張女士曾於律師行任職事務律師及公營機構出任法律顧問。張女士負責處理本集團的各項業務之法律事宜，包括項目發展、商業投資、樓宇買賣及租務方面。彼在法律工作方面累積逾二十五年經驗。

江志明先生，現年53歲，於一九九四年加入本集團，現任業務發展總監。江先生持有香港中文大學工商管理學士學位，以及香港城市大學工商數量分析文學碩士學位及工商管理學碩士學位。彼為英國皇家特許測量師學會會員。江先生負責集團於中國內地及海外之業務發展。彼在房地產方面累積逾二十六年經驗。

黎明欣女士，現年48歲，於二零零零年加入本集團，現任項目發展部高級經理—工程合同。黎女士為註冊專業測量師。彼持有香港城市大學建造學理學士學位及香港理工大學建築及房地產學理學碩士學位。彼亦為香港測量師學會會員及英國皇家特許測量師學會會員。黎女士負責工料測量事宜。彼累積逾二十六年相關經驗。

於本年報日期，張敏儀女士及黎明欣女士均擔任本公司一間或多間附屬公司之董事職務。

I am pleased to present the results of the Company and its subsidiaries (the "Group") for the year ended 31st December, 2016 (the "Year") to the shareholders of the Company.

RESULTS

Profit attributable to owners of the Company for the Year was HK\$6,360.3 million as compared to HK\$7,727.2 million for last year. The decrease in profit for the Year was mainly arising from (i) decrease in attributable net rental income; (ii) decrease in fair value gain on investment properties; (iii) decrease in share of results of associates; despite (iv) increase in attributable property sales profit; (v) gains on disposals of subsidiaries of the Company holding MassMutual Tower, Windsor House and Evergo Tower in Shanghai; (vi) increase in net profit from the segment of the listed investments held-for-trading and treasury products and dividend income from listed equity investment at fair value through other comprehensive income; and (vii) imputed interest income from deferred consideration receivables which were included in investment income, net. Earnings per share for the Year was HK\$3.33 (2015: HK\$4.05).

If the net gain on the major non-cash items of HK\$577.5 million (2015: HK\$4,785.1 million) are excluded, but the net realised fair value loss on disposals of investment properties from the Group and its associates in current year recognised for the Year of HK\$372.7 million (2015: together with their respective deferred tax totaling HK\$154.6 million) is retained and the accumulated realised fair value gain together with their respective deferred tax on disposals of investment properties and stock of properties from the Group and its associates recognised in prior years of HK\$17,248.7 million (including those recognised in properties revaluation reserve) (2015: disposals of investment properties of HK\$13,843.7 million) is included, the Group will have a core profit attributable to owners of the Company for the Year of HK\$23,031.5 million (2015: HK\$16,785.8 million) and a core earnings per share of HK\$12.07 (2015: HK\$8.80), which were both increased by 37.2% to those in the year 2015.

The major non-cash items represented the attributable unrealised fair value gain on investment properties together with their respective deferred tax from the Group and its associates of HK\$577.5 million (2015: HK\$4,785.1 million).

本人欣然向本公司之股東呈報本公司及其附屬公司（「本集團」）截至二零一六年十二月三十一日止年度（「本年度」）之業績。

業績

本公司擁有人於本年度之應佔溢利為6,360,300,000港元，相比去年為7,727,200,000港元。本年度之溢利減少主要由於(i)應佔租金收入淨額減少；(ii)投資物業之公平值收益減少；(iii)攤佔聯營公司業績減少；儘管(iv)應佔物業銷售溢利增加；(v)出售持有美國萬通大廈、皇室大廈及位於上海之愛美高大廈之本公司附屬公司之收益；(vi)分類為持作買賣之上市投資及財資產品之溢利淨額增加以及來自通過其他全面收益以反映公平值之上市股本投資之股息收入；及(vii)應收遞延代價所產生之名義利息收入（計入投資收入淨額內）。本年度之每股盈利為3.33港元（二零一五年：4.05港元）。

如撇除主要非現金項目收益淨額577,500,000港元（二零一五年：4,785,100,000港元），但保留本集團及其聯營公司就出售投資物業於本年度確認之已變現公平值虧損淨額372,700,000港元（二零一五年：連同其相關之遞延稅項共154,600,000港元）及計入本集團及其聯營公司就出售投資物業及物業存貨於過往年度確認之累積已變現公平值收益連同其相關之遞延稅項共17,248,700,000港元（包括其確認於物業重估儲備）（二零一五年：就出售投資物業13,843,700,000港元），本集團將錄得本公司擁有人應佔本年度之核心溢利23,031,500,000港元（二零一五年：16,785,800,000港元）及每股核心盈利為12.07港元（二零一五年：8.80港元），兩者均較二零一五年增加37.2%。

主要非現金項目乃指來自本集團及其聯營公司之應佔投資物業之未變現公平值收益連同其相關之遞延稅項共577,500,000港元（二零一五年：4,785,100,000港元）。



DIVIDENDS

During the Year, the board of directors of the Company (the "Directors" or the "Board") had paid an interim dividend of HK1 cent per share (payment date: 23rd September, 2016) (2015: HK30 cents per share) and special interim dividends of (i) HK\$2 per share (payment date: 20th January, 2016) (2015: HK\$4 per share and HK\$2.6 per share), (ii) HK\$2.1 per share (payment date: 11th August, 2016), and (iii) HK\$3.23 per share (payment date: 1st September, 2016) (2015: HK\$1.2 per share). Subsequent to the Year, the Board had also declared a special interim dividend of HK\$1.36 per share for the Year and special interim dividends of HK\$0.46 per share and HK\$0.18 per share respectively in connection with the completion of the disposal transactions both occurred in February 2017 (payment date: 10th February, 2017). As the Company has paid substantial interim dividends during the Year, the Board has recommended the payment of a nominal final dividend of HK1 cent per share for the Year (the "Final Dividend") (2015: HK1 cent per share).

Subject to shareholders' approval at the forthcoming annual general meeting of the Company to be held on 24th May, 2017 (the "2017 AGM"), dividend warrants will be posted on or about 12th June, 2017 to shareholders whose names appear on the register of members of the Company on 1st June, 2017.

股息

於本年度內，本公司董事會（「董事」或「董事會」）已支付中期股息每股1港仙（派息日：二零一六年九月二十三日）（二零一五年：每股30港仙）及特別中期股息（i）每股2港元（派息日：二零一六年一月二十日）（二零一五年：每股4港元及每股2.6港元）、（ii）每股2.1港元（派息日：二零一六年八月十一日）及（iii）每股3.23港元（派息日：二零一六年九月一日）（二零一五年：每股1.2港元）。於本年度後，董事會亦已宣派本年度之特別中期股息每股1.36港元，及有關二零一七年二月完成之出售交易之特別中期股息分別每股0.46港元及每股0.18港元（派息日：二零一七年二月十日）。由於本公司在本年度內已派付優厚之中期股息，董事會建議派發本年度之象徵性末期股息每股1港仙（「末期股息」）（二零一五年：每股1港仙）。

待股東於本公司將於二零一七年五月二十四日舉行之應屆股東週年大會（「二零一七年股東週年大會」）上批准，股息單將於二零一七年六月十二日或前後寄發予於二零一七年六月一日名列本公司股東名冊之股東。

CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining the members' eligibility to attend and vote at the 2017 AGM, and entitlement to the recommended Final Dividend, the register of members will be closed during the following periods respectively:

暫停辦理股東登記手續

為確定股東出席二零一七年股東週年大會並於會上投票的資格，及獲派建議末期股息的權利，本公司將分別於下列期間暫停辦理股東登記手續：

(1) For ascertaining eligibility to attend and vote at the 2017 AGM:

(1) 為確定出席二零一七年股東週年大會並於會上投票的資格：

Latest time to lodge transfers documents for registration 交回股份過戶文件以作登記的最後時限	18.5.2017 16:30
Closure of register of members 暫停辦理股東登記手續	19.5.2017–24.5.2017 (both days inclusive) (包括首尾兩天)

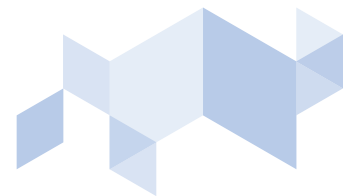
(2) For ascertaining entitlement to the recommended Final Dividend:

(2) 為確定獲派建議末期股息的權利：

Latest time to lodge transfers documents for registration 交回股份過戶文件以作登記的最後時限	29.5.2017 16:30
Closure of register of members 暫停辦理股東登記手續	31.5.2017–1.6.2017 (both days inclusive) (包括首尾兩天)
Record date 記錄日期	1.6.2017

To be eligible to attend and vote at the 2017 AGM, and to qualify for the recommended Final Dividend, all properly completed share transfers documents accompanied by the relevant share certificates must be lodged for registration with the Company's Branch Registrar and Transfer Office in Hong Kong, namely Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than the respective latest time as stated above.

為符合資格出席二零一七年股東週年大會並於會上投票，及獲派建議末期股息，所有填妥的股份過戶文件連同有關股票必須於上述分別指明的最後時限前送達本公司於香港之過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。



BUSINESS MODEL AND STRATEGIES

The Group is one of the leading property developers in Hong Kong and its core businesses comprise property investments for rental and property development for sale as well as securities investments.

The Group aims at enhancing value and recurrent revenue of investment properties through conceptualising and implementing redevelopment, renovation works and repackaging programmes for properties as well as actively managing a balanced tenant mix for retail properties to achieve long-term sustainable growth.

The Group specialises in developing high-end and luxury residential properties in prime locations in Hong Kong; and enjoying profit contribution and cash inflow from property sales to achieve long-term sustainable growth and developing a brand name in the market.

In Mainland China, the Group invested in office properties, shopping arcades and hotel business in the prestigious areas to generate stable and recurrent rental income.

Other than property investment and development in Hong Kong and/or Mainland China, the Group is actively grasping the opportunities for acquiring properties in the United Kingdom.

The Group continues its strategy in quality partnerships with property developers or other parties to the extent commercially feasible and beneficial to the Group's development.

Apart from the aforesaid, the Group has conducted variety of securities investment business, such as equity investments, debt investments and other treasury products, with the aim to yield enhancement for treasury management.

The Group believes that the stable rental income from its investment properties, together with the property development and trading as well as securities investment, forms a diversified cash flow stream which allows the Group to weather the cyclicity of the property business.

業務模式及策略

本集團是香港主要地產發展商之一，其核心業務包括投資物業的租賃、銷售發展物業及證券投資。

本集團致力透過物業重建、翻新及改造工程以提升旗下投資物業之價值及增加經常性收益。本集團亦積極管理及平衡零售物業租戶組合，以達致長期及可持續增長。

在香港，本集團擅長於優質地段發展高級及豪華住宅物業，使集團能享受來自物業銷售的盈利貢獻和現金流入，從而達致長期性持續增長及於市場上建立品牌。

於中國內地，本集團持有位於優質地區的寫字樓、購物商場及酒店業務之投資，以獲得穩定及經常性租金收入。

除了於香港及／或中國內地的物業投資及發展，本集團正積極物色機會收購位於英國之物業。

本集團秉持其策略，在商業上可行及有利於本集團發展之情況下與發展商或其他人士建立優質夥伴關係。

除上述所指外，本集團亦進行各種證券投資業務，如股本投資、債務投資及其他財資產品，為財資管理謀求增益。

本集團相信，投資物業之穩定租金收入，連同物業發展及買賣以及證券投資形成了多元化的現金流，使本集團能抵禦地產業務之週期性。

MANAGEMENT DISCUSSION AND ANALYSIS

Hong Kong Property Investment

Rentals from investment properties continued to be one of the major sources of our income. The overall occupancy rate of the Group's retail portfolio was 94.84% during the Year. The high occupancy rate was attributable to the prime locations of the Group's retail properties.

The average occupancy rate of Windsor House shopping mall from January to August 2016 (i.e. before disposal) was approximately 95.34%.

During the Year, the average occupancy rate of the shops of Causeway Place was approximately 81.36%.

Olympian City 3 (25% interest), the retail mall in The Hermitage residences in West Kowloon, all the shops were fully let out as at 31st December, 2016.

Coronation Circle (15% interest), the retail mall in The Coronation residences in West Kowloon, the average occupancy rate was approximately 63.02% during the Year.

The occupancy rate for the Group's office properties maintained at a high level throughout the Year. During the Year, the average occupancy rates of Harcourt House and Windsor House (for eight-month period before disposal) were approximately 97.03% and 98.02% respectively, bring the approximate occupancy rate of the overall office portfolio to 97.64%.

In January 2016, the Group has disposed the company holding MassMutual Tower (now known as China Evergrande Centre). In September 2016, the Group has also disposed the companies holding Windsor House.

Hong Kong Property Development

In general, the Group's development projects have been progressing satisfactorily and sales of trading properties has recorded a pleasing results.

One South Lane is located in the Western District and enjoys close proximity to the HKU MTR Station. It is a luxury residential/retail tower with a total gross floor area of around 41,353 square feet which provides 92 residential units. The occupation permit was issued in July 2016. As at 31st December, 2016, 92 residential units were contracted for sales, representing 100% of total units, of which 90 individual purchasers had completed their transactions.

管理層討論與分析

香港物業投資

投資物業之租金仍然是本集團之主要收入來源之一。本集團之零售物業組合於本年度內之整體出租率為94.84%。高出租率與本集團之零售物業位於優質地段有關。

皇室大廈商場（於二零一六年一月至八月（即出售前））之平均出租率約為95.34%。

於本年度內，銅鑼灣地帶之商舖之平均出租率約為81.36%。

奧海城三期（佔25%權益），位於西九龍帝峯•皇殿住宅之商場，於二零一六年十二月三十一日，所有商舖全數租出。

中港薈（佔15%權益），位於西九龍御金•國峯住宅之商場，於本年度內之平均出租率約為63.02%。

本集團辦公室物業於本年度之出租率維持於高水平。於本年度內，夏慤大廈及皇室大廈（於出售前八個月期間）之平均出租率分別約為97.03%及98.02%，使整體辦公室物業組合出租率達約97.64%。

於二零一六年一月，本集團出售持有美國萬通大廈（現稱為中國恆大中心）之公司。於二零一六年九月，本集團亦已出售持有皇室大廈之公司。

香港物業發展

整體而言，本集團各個發展項目進展理想，買賣物業之銷售成績令人滿意。

南里壹號位於西區毗鄰香港大學港鐵站。該項目為一座豪華住宅／零售大樓，總樓面面積合共約41,353平方呎，提供92個住宅單位。於二零一六年七月已獲發入伙紙。於二零一六年十二月三十一日，已訂約出售92個住宅單位，相當於單位總數之100%，當中90位個別買家已完成交易。



MANAGEMENT DISCUSSION AND ANALYSIS

(Cont'd)

Hong Kong Property Development (Cont'd)

55 Conduit Road (70% interest) is a luxury residential development in Mid-Levels West with total residential gross floor area of around 87,800 square feet which provides 35 residential units. As at 31st December, 2016, 33 units were contracted for sales, representing 94.29% of total units, of which 29 individual purchasers had completed their transactions.

The Hermitage (25% interest) is one of the Group's joint venture development project in West Kowloon. It comprises 6 residential tower blocks and provides in aggregate 964 residential units and retail properties with a total gross floor area of around 1,095,980 square feet. As at 31st December, 2016, 99.79% of total units were sold.

The Coronation (15% interest) is another joint venture development project of the Group in West Kowloon. It comprises 6 residential tower blocks and provides in aggregate 740 residential units and retail properties with a total gross floor area of around 650,600 square feet. As at 31st December, 2016, 99.86% of total units were sold.

Kwun Tong Town Centre Project (Development Areas 2 and 3) (10% interest) is a joint venture development project of the Group awarded by the Urban Renewal Authority. Its total site area is approximately 234,160 square feet. Total gross floor area of around 1,853,561 square feet will be developed. Foundation work was completed. Excavation and lateral support works and pile cap works are in progress and the whole project is expected to be completed in the first quarter of 2021.

In February 2017, the Group has disposed the companies holding the property development situated at No. 12 Shiu Fai Terrace.

Mainland China Property Investment

Hilton Beijing (50% interest), having 503 rooms, average occupancy rate was approximately 75.88% for the Year.

Oriental Place (50% interest), a 10-storey office building next to Hilton Beijing, average occupancy rate was approximately 91.82% for the Year.

During the Year, the 79 retail outlets with a total area of approximately 29,000 square feet in Lowu Commercial Plaza, Shenzhen were fully let out. The Group has disposed the companies holding such retail outlets in February 2017.

In June 2016, the Group has disposed the company holding Evergo Tower, an office and shopping complex in Shanghai.

管理層討論與分析 (續)

香港物業發展 (續)

琥珀 (佔70%權益) 為位於半山區西部的豪華住宅發展項目，總住宅樓面面積合共約87,800平方呎，提供35個住宅單位。於二零一六年十二月三十一日，已訂約出售33個單位，相當於單位總數之94.29%，當中29位個別買家已完成交易。

帝峯•皇殿 (佔25%權益) 為本集團其中一項位於西九龍的合營發展項目。該項目由6座住宅大廈組成，提供合共964個住宅單位及零售商舖，總樓面面積合共約1,095,980平方呎。於二零一六年十二月三十一日，已售出單位總數之99.79%。

御金•國峯 (佔15%權益) 為本集團另一項位於西九龍的合營發展項目。該項目由6座住宅大廈組成，提供合共740個住宅單位及零售商舖，總樓面面積合共約650,600平方呎。於二零一六年十二月三十一日，已售出單位總數之99.86%。

觀塘市中心計劃第二及第三發展區項目 (佔10%權益) 為本集團獲市區重建局批予發展之合營發展項目。地盤面積合共約234,160平方呎，將發展之總樓面面積合共約1,853,561平方呎。地基工程已完成。現正進行挖掘與側向承托工程及樁帽工程。預期整個項目將於二零二一年第一季竣工。

於二零一七年二月，本集團出售持有位於肇輝臺12號之物業發展項目之公司。

中國內地物業投資

北京希爾頓酒店 (佔50%權益)，設有503個客房，於本年度之平均入住率約為75.88%。

東方國際大廈 (佔50%權益)，為北京希爾頓酒店側的一幢樓高10層辦公樓，於本年度之平均出租率約為91.82%。

於本年度內，深圳市羅湖商業城79個零售商舖 (面積合共約29,000平方呎) 全數租出。於二零一七年二月，本集團已出售持有該等零售商舖之公司。

於二零一六年六月，本集團出售持有愛美高大廈 (一幢位於上海市之辦公及商場綜合樓) 之公司。

MANAGEMENT DISCUSSION AND ANALYSIS

(Cont'd)

Overseas Property Investment

River Court is a Grade A freehold office building situated at 116-129 Fleet Street, London, United Kingdom. It provides a total net internal area of approximately 431,324 square feet, together with certain car parking spaces. It was fully let out as at 31st December, 2016.

In April 2016, the Group acquired 14 St George Street, a Grade A freehold office building located in London, United Kingdom. The building comprises approximately 51,861 square feet of office accommodation arranged over lower ground, ground and four upper floors. It was fully let out as at 31st December, 2016.

In May 2016, the Group acquired a mixed use freehold building located in 61-67 (odd) Oxford Street and 11-14 Soho Street, London, United Kingdom, comprising approximately 55,162 square feet in aggregate. The building provides retail, office and residential accommodation, occupying approximately 33,850 square feet, 13,735 square feet and 7,577 square feet respectively, over lower ground, ground and six upper floors. It was fully let out as at 31st December, 2016.

Securities Investments

The Group's strategy is to maintain securities investment portfolio for treasury management. The Group's primary objectives when managing capital are to safeguard the abilities of the entities in the Group to continue as a going concern, so that it can continue to provide returns for shareholders of the Company. The Group's strategy for future investments is to invest in a diversified portfolio with attractive yield, good liquidity and issuers from reputable entities, so as to maintain a healthy financial status and grasp every good investment chance.

The gain recognised on securities investments for the Year was HK\$1,075.4 million. Details of the performance of securities investments are disclosed under "Financial Operation Review" of this annual report. The Group will continue to closely monitor its portfolio of securities investments to achieve satisfactory returns.

管理層討論與分析 (續)

海外物業投資

River Court為一幢位於英國倫敦Fleet Street 116-129號之永久業權甲級寫字樓。River Court提供總室內淨面積約431,324平方呎，連同若干泊車位。於二零一六年十二月三十一日，所有單位均獲承租。

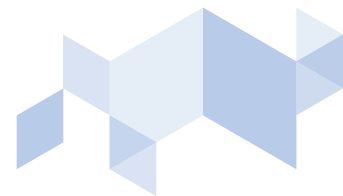
於二零一六年四月，本集團收購St George Street 14號，一幢位於英國倫敦之永久業權甲級寫字樓。該物業由面積合共約51,861平方呎分佈於地下低層、地下及四層上層之辦公場所組成。於二零一六年十二月三十一日，所有單位均獲承租。

於二零一六年五月，本集團收購一幢位於英國倫敦Oxford Street 61-67號（單號）及Soho Street 11-14號之綜合用途永久業權樓宇，面積合共約55,162平方呎。該物業提供零售、寫字樓及住宅單位，分別佔地約33,850平方呎、13,735平方呎及7,577平方呎，由地下低層、地下及六層上層組成。於二零一六年十二月三十一日，所有單位均獲承租。

證券投資

本集團的策略是維持證券投資組合的財資管理。本集團管理資本之主要目標為保持本集團之實體持續經營之能力，以確保本集團能為本公司股東持續提供回報。本集團之未來投資策略是投資於具吸引收益率，充分流動性及由信譽良好之發行人發行之多元化投資組合，以保持穩健的財務狀況，抓住每一個良好的投資機會。

本年度證券投資之確認收益為1,075,400,000港元。證券投資表現之詳情在本年報「財務業務回顧」內披露。本集團將繼續密切監察其證券投資組合，以取得令人滿意的回報。



OTHER INFORMATION AND EVENTS AFTER THE REPORTING PERIOD

Disposal of a Subsidiary holding MassMutual Tower – Major Transaction

The Group has on 12th November, 2015 entered into an equity and debt transfer agreement in relation to, inter alia, disposal of a wholly-owned subsidiary of the Company that ultimately held the commercial property known as MassMutual Tower (now known as China Evergrande Centre) located in Wanchai, Hong Kong to a subsidiary wholly-owned by Evergrande Real Estate Group Limited (now known as China Evergrande Group), an independent third party (the "Pioneer Time Disposal"). Pioneer Time Disposal constituted a major transaction of the Company under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). Pioneer Time Disposal was completed on 15th January, 2016 at the final consideration of approximately HK\$12,448.3 million. Details of Pioneer Time Disposal were set out in the Company's announcement dated 12th November, 2015 and circular dated 3rd December, 2015.

Disposal of a Residential Unit of 55 Conduit Road – Connected Transaction

As announced on 21st December, 2015, the Group accepted a tender submitted by Ms. Amy Lau, Yuk-wai, a non-executive director ("NED") of the Company, to purchase a residential unit together with a car parking space of the Group's luxury residential development located in Mid-Levels West, Hong Kong, namely 55 Conduit Road at the purchase price of HK\$124,118,000 (before cash rebate). The transaction constituted a connected transaction of the Company under the Listing Rules. Completion took place on 5th April, 2016.

其他資料及報告期末後事項

出售持有美國萬通大廈之附屬公司—主要交易

本集團於二零一五年十一月十二日訂立一份股權及債權轉讓協議，內容有關（其中包括）出售一間最終持有位於香港灣仔名為美國萬通大廈（現稱為中國恆大中心）之商用物業之本公司全資擁有附屬公司予獨立第三方—恆大地產集團有限公司（現稱中國恆大集團）之全資擁有附屬公司（「Pioneer Time出售」）。根據香港聯合交易所有限公司證券上市規則（「上市規則」），Pioneer Time出售構成本公司一項主要交易。Pioneer Time出售以最終代價約12,448,300,000港元於二零一六年一月十五日完成。有關Pioneer Time出售之詳情載列於本公司日期為二零一五年十一月十二日之公布及二零一五年十二月三日之通函內。

出售琥珀住宅單位—關連交易

誠如二零一五年十二月二十一日發出之公布，本集團接納劉玉慧女士（本公司之非執行董事（「非執行董事」））就認購本集團位於香港半山區西部名為琥珀的豪華住宅發展項目之一個住宅單位連同一個私家車車位提交之標書，認購價為124,118,000港元（扣除現金回贈前）。根據上市規則，該交易構成本公司一項關連交易。該交易於二零一六年四月五日完成。

OTHER INFORMATION AND EVENTS AFTER THE REPORTING PERIOD (Cont'd)

Disposal of Subsidiaries holding Windsor House – Major and Connected Transactions

As announced on 23rd December, 2015, the Group has on 23rd December, 2015 entered into sale and purchase agreements, in relation to, inter alia, disposal of the wholly-owned subsidiaries of the Company that ultimately held the property known as Windsor House located in Causeway Bay, Hong Kong to the companies wholly-owned by Mr. Joseph Lau, Luen-hung (“Mr. Joseph Lau”), the then substantial shareholder and controlling shareholder of the Company (the “Windsor Disposal”). Windsor Disposal constituted major and connected transactions of the Company under the Listing Rules and was approved by the independent shareholders of the Company at the special general meeting of the Company held on 2nd February, 2016. Windsor Disposal was completed on 1st September, 2016 and the final considerations had been disclosed in the announcement of the Company dated 5th October, 2016. Details of Windsor Disposal were set out in the announcement of the Company dated 23rd December, 2015 and the circular of the Company dated 15th January, 2016.

Acquisition of a Property in the United Kingdom

In March 2016, the Group entered into a sale and purchase agreement with an independent third party to acquire a freehold property situated at 14 St George Street, London, United Kingdom at a consideration of GBP121.7 million. Completion of the acquisition took place on 15th April, 2016.

Acquisition of a Property in the United Kingdom – Discloseable Transaction

As announced on 21st March, 2016, the Group has on 21st March, 2016 entered into a sale and purchase agreement with an independent third party to acquire a freehold property situated at 61-67 (odd) Oxford Street and 11-14 Soho Street, London, United Kingdom at a consideration of GBP182.8 million (before rent top up and allowance for stamp duty land tax of the United Kingdom). The acquisition constituted a discloseable transaction of the Company under the Listing Rules. Completion of the acquisition took place on 20th May, 2016.

其他資料及報告期末後事項 (續)

出售持有皇室大廈之附屬公司—主要及關連交易

誠如二零一五年十二月二十三日發出之公布，本集團於二零一五年十二月二十三日訂立買賣協議，內容有關（其中包括）出售最終持有位於香港銅鑼灣名為皇室大廈之物業之本公司全資擁有附屬公司予由劉鑾雄先生（「劉鑾雄先生」）（本公司當時之主要股東及控股股東）全資擁有之公司（「皇室大廈出售」）。根據上市規則，皇室大廈出售構成本公司主要及關連交易，並獲本公司獨立股東於二零一六年二月二日舉行之本公司股東特別大會上批准。皇室大廈出售於二零一六年九月一日完成，而最終代價於本公司日期為二零一六年十月五日之公布內披露。有關皇室大廈出售之詳情載列於本公司日期為二零一五年十二月二十三日之公布及二零一六年一月十五日之通函內。

收購英國物業

於二零一六年三月，本集團與獨立第三方訂立一份買賣協議，收購位於英國倫敦St George Street 14號之永久業權物業，代價為121,700,000英鎊。收購事項於二零一六年四月十五日完成。

收購英國物業—須予披露交易

誠如二零一六年三月二十一日發出之公布，本集團與獨立第三方於二零一六年三月二十一日訂立一份買賣協議，收購位於英國倫敦Oxford Street 61-67號（單號）及Soho Street 11-14號之永久業權物業，代價為182,800,000英鎊（扣除租金補足及英國土地印花稅津貼前）。根據上市規則，該收購事項構成本公司一項須予披露交易。該收購事項於二零一六年五月二十日完成。



OTHER INFORMATION AND EVENTS AFTER THE REPORTING PERIOD (Cont'd)

Acquisition of Equity Interest in Shengjing Bank Co., Ltd.

The Group has entered into a sale and purchase agreement with an independent third party on 6th May, 2016, in relation to the acquisition of 577,180,500 H shares in Shengjing Bank Co., Ltd. (Stock Code: 2066), at a consideration of approximately HK\$6,926.2 million.

Disposal of a Subsidiary holding Evergo Tower, Shanghai

The Group has on 19th May, 2016 entered into an equity transfer agreement in relation to, inter alia, disposal of a wholly-owned subsidiary of the Company that held the office and shopping complex known as Evergo Tower located in Shanghai, the People's Republic of China (the "PRC") to an independent third party, at the final consideration equivalent to approximately HK\$1,355.8 million. Completion of the disposal took place in June 2016.

Change of Building Name of Principal Office

As announced on 30th November, 2016, the name of the building where the Group's head office and principal place of business in Hong Kong are located has been changed from "MassMutual Tower" to "China Evergrande Centre" with effect from 1st December, 2016.

Disposal of Subsidiaries holding the Property Development situated at No. 12 Shiu Fai Terrace and 79 Shops of Lowu Commercial Plaza, Shenzhen – Major and Connected Transactions

The Group has on 5th December, 2016 entered into sale and purchase agreements, in relation to, inter alia, disposal of the wholly-owned subsidiaries of the Company that ultimately held (i) the property development situated at No. 12 Shiu Fai Terrace, Mid-Levels East, Hong Kong; and (ii) 79 shops of Lowu Commercial Plaza located in Shenzhen, the PRC to the companies wholly-owned by (i) Ms. Chan, Hoi-wan, an associate of Mr. Joseph Lau and an associate of Directors at the time of entering into relevant sale and purchase agreement (the "HK Property Transaction"); and (ii) Mr. Lau, Ming-wai, the Chairman of the Board and a NED of the Company (the "PRC Properties Transaction") respectively.

其他資料及報告期末後事項 (續)

收購盛京銀行股份有限公司股權

本集團與獨立第三方於二零一六年五月六日訂立一份買賣協議，收購577,180,500股盛京銀行股份有限公司之H股股份（股份代號：2066），代價約6,926,200,000港元。

出售持有上海愛美高大廈之附屬公司

本集團於二零一六年五月十九日訂立一份股權轉讓協議，內容有關（其中包括）出售一間持有位於中華人民共和國（「中國」）上海市名為愛美高大廈之辦公及商場綜合樓之本公司全資擁有附屬公司予獨立第三方，最終代價相當於約1,355,800,000港元。該出售於二零一六年六月完成。

主要辦事處大廈名稱變更

誠如二零一六年十一月三十日發出之公布，本集團之香港總辦事處及主要營業地點所在大廈名稱，已於二零一六年十二月一日由「美國萬通大廈」更改為「中國恆大中心」。

出售持有位於肇輝臺12號之物業發展項目及深圳市羅湖商業城之79間商舖之附屬公司—主要及關連交易

本集團於二零一六年十二月五日訂立買賣協議，內容有關（其中包括）分別出售最終持有(i)位於香港半山區東部肇輝臺12號之物業發展項目；及(ii)位於中國深圳市羅湖商業城之79間商舖之本公司全資擁有附屬公司予(i)由陳凱韻女士（於訂立相關買賣協議時為劉鑾雄先生之聯繫人及董事之聯繫人）全資擁有之公司（「香港物業交易」）；及(ii)由劉鳴煒先生（董事會主席及本公司非執行董事）全資擁有之公司（「中國物業交易」）。根據上市規則，香港物業交易及

OTHER INFORMATION AND EVENTS AFTER THE REPORTING PERIOD (Cont'd)

Disposal of Subsidiaries holding the Property Development situated at No. 12 Shiu Fai Terrace and 79 Shops of Lowu Commercial Plaza, Shenzhen – Major and Connected Transactions (Cont'd)

HK Property Transaction and PRC Properties Transaction constituted major and connected transactions of the Company under the Listing Rules and each of them was approved by the independent shareholders of the Company at the special general meeting of the Company held on 13th January, 2017. HK Property Transaction and PRC Properties Transaction were completed on 10th February, 2017 at the final consideration of approximately HK\$889.6 million and HK\$352.2 million respectively. Details of HK Property Transaction and PRC Properties Transaction were set out in the announcement of the Company dated 5th December, 2016 and the circular of the Company dated 28th December, 2016.

Restructuring of Shareholding in the Company

On 1st March, 2017, after the distribution of all the shares in the Company indirectly held under a discretionary trust (the "Share Trust") founded by Mr. Joseph Lau to certain eligible beneficiaries of the Share Trust, Mr. Lau, Ming-wai and Ms. Chan, Hoi-wan (as trustee for her minor children) indirectly hold shares representing approximately 24.97% and 50.02% of the total issued share capital of the Company as at 1st March, 2017 respectively. Details of the restructuring of shareholding were set out in the announcement of the Company dated 1st March, 2017.

INVESTOR RELATIONS

The Company is continuously committed to maintaining good communication with shareholders, investors and analysts in order to ensure their thorough understanding of the Group's strategies and business development, thereby enhancing transparency and investor relations.

The Company maintains a Company's website (www.chineseestates.com) to make the Company's information available on the internet, including the dissemination of statutory announcements and circulars etc., to facilitate its communication with shareholders and to provide important information to the investing public on corporate governance structure, policies and systems, profiles of the Directors and senior executives as well as terms of reference of Board committees.

其他資料及報告期末後事項 (續)

出售持有位於肇輝臺12號之物業發展項目及深圳市羅湖商業城之79間商舖之附屬公司—主要及關連交易 (續)

中國物業交易構成本公司之主要及關連交易，而各項交易已獲本公司獨立股東於二零一七年一月十三日舉行之本公司股東特別大會上批准。香港物業交易及中國物業交易於二零一七年二月十日完成，最終代價分別約889,600,000港元及約352,200,000港元。有關香港物業交易及中國物業交易之詳情載列於本公司日期為二零一六年十二月五日之公布及二零一六年十二月二十八日之通函內。

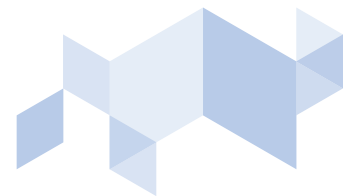
本公司股權重組

於二零一七年三月一日，劉鑾雄先生所創立之酌情信託（「股份信託」）向若干合資格受益人分派其所有間接持有之本公司股份後，劉鳴煒先生及陳凱韻女士（作為其未成年子女之信託人）分別間接持有相當於於二零一七年三月一日本公司全部已發行股本約24.97%及50.02%之股份。有關股權重組之詳情載列於本公司日期為二零一七年三月一日之公布內。

投資者關係

本公司一貫致力與股東、投資者及分析員保持良好溝通，以確保彼等對本集團之策略及業務發展有透徹的理解，從而提高透明度及加強與投資者關係。

本公司設有公司網頁(www.chineseestates.com)，使股東可透過互聯網取得公司資料，包括法定公布及股東通函之發放等，加強與股東之溝通，並提供重要資料予公眾投資者了解企業管治架構、政策及制度、董事及高級行政人員簡介，以及董事會轄下委員會之職權範圍。



INVESTOR RELATIONS (Cont'd)

The up-to-date information of the Group is available for public access on the Company's website. The Company encourages its shareholders to take advantage of the Company's website and welcomes suggestions from investors and shareholders, and invites them to share their views and suggestions by contacting the Company at investor.relations@chineseestates.com.

Shareholders can raise their enquiries to the Board or the company secretary of the Company in writing by sending such written enquiries to the principal office of the Company in Hong Kong at 26th Floor, China Evergrande Centre, 38 Gloucester Road, Wanchai, Hong Kong or by email at investor.relations@chineseestates.com. Shareholders also have right to raise questions at general meetings.

PROSPECTS

With the generally unexpected outcome of the presidential election of the United States of America in early November 2016 as well as the potential rise of economic or trade protectionism, the uncertainties surrounding global markets have been intensified; whilst the Federal Reserve in the United States of America decided to raise the target range for the federal funds rate by a quarter percentage point to 0.5% to 0.75% in mid of December 2016 and a further increase in 2017 is also anticipated. As a result of such changes in the macro-environment, adverse impact seems to be inevitable.

The residential property market in Hong Kong had been moving upwards for over the past ten years. The Hong Kong government has introduced new measures in November 2016 to curb and control the seemingly overheated residential property market, whereby a new flat rate of 15% for the ad valorem stamp duty is being imposed on second-home buyers. Unless there is a substantial change on the housing policy by the Hong Kong government upon election of the new Chief Executive, downturn of the property market in Hong Kong is quite likely under the shadow of increasing mortgage interest rate.

投資者關係 (續)

有關本集團之最新資訊，本公司會於公司網站作出相應更新以讓公眾人士查閱。本公司鼓勵其股東善用本公司網站及歡迎投資者及股東提出意見，並誠邀彼等透過電郵 investor.relations@chineseestates.com 聯絡本公司，分享彼等之意見及建議。

股東可以書面方式向董事會或本公司之公司秘書作查詢，該書面查詢可送交至本公司香港主要辦事處，地址為香港灣仔告士打道38號中國恆大中心26樓或電郵至 investor.relations@chineseestates.com。股東亦有權於股東大會上作出提問。

展望

二零一六年十一月初的美國總統大選結果出乎一般意料，加上經濟或貿易保護主義的潛在增長，加劇了環球市場的不確定性，同時美國聯邦儲備局已於二零一六年十二月中旬決定將聯邦基金利率目標範圍上調四分之一個百分點至0.5%至0.75%，且預計二零一七年將會進一步加息。基於宏觀環境的種種變化，不利影響似乎是無可避免。

香港住宅物業市場在過去十年一直呈上升趨勢。香港政府已於二零一六年十一月推出新措施遏制看似過熱的住宅物業市場，對購買第二套住房統一徵收15%的從價印花稅。除非在選出新行政長官後，香港政府對房屋政策有重大改變，否則香港物業市場很可能於按揭利率上升的陰影下而下滑。

PROSPECTS (Cont'd)

Subsequent to the disposal of the companies holding property development situated at No. 12 Shiu Fai Terrace in February 2017, total assets and total liabilities of the Group are expected decreasing in the year 2017. In addition, subsequent to the disposal of the companies holding shops of Lowu Commercial Plaza in Shenzhen in February 2017, contribution of rental income from this property to the Group in the year 2017 will be significantly lowered.

Notwithstanding the said changes, the foundation of the Group's investment properties is strong and the Group's financial condition is sound and stable. Our past performance proves that the Group's broad vision is conducive to carrying out businesses and its successful development.

Looking ahead, the Group will continue to monitor local and overseas market conditions, endeavour to participate in land auctions and tenders as well as to capture opportunities for acquiring local and overseas premier investment properties with optimistic return in order to strengthen its investment property portfolio. The Group will grasp every good investment chance continuously in future.

APPRECIATION

I would like to take this opportunity to express my gratitude to the shareholders for their continuing support. I would also like to express my sincere thanks to my fellow directors and all staff members for their dedication and hard work.

Lau, Ming-wai
Chairman

Hong Kong, 9th March, 2017

展望 (續)

隨著本集團於二零一七年二月出售持有位於肇輝臺12號之物業發展項目之公司，本集團之資產總額和負債總額預計於二零一七年減少。此外，隨著本集團於二零一七年二月出售持有位於深圳市羅湖商業城商舖之公司，該物業為本集團帶來的租金收入將在二零一七年顯著減少。

儘管上述轉變，本集團投資物業之基礎依然雄厚，且本集團之財務狀況良好穩健。過往之業績表現，見證著本集團之宏觀遠見有利業務拓展及成功發展。

展望未來，本集團將繼續視察本地及海外市場情況，並積極參與投地，以及把握機會吸納優質及回報可觀之本地及海外投資物業，以加強其投資物業組合。本集團將繼續抓緊每一個優良投資機遇。

致謝

本人謹藉此機會對股東一直以來的鼎力支持與各位董事及全體員工的貢獻及竭誠工作表示謝意。

主席
劉鳴燁

香港，二零一七年三月九日



RESULTS

Revenue

Revenue for the year ended 31st December, 2016 (the "Year") amounted to HK\$3,745.1 million (2015: HK\$1,542.4 million), an increase of 142.8% over last year and comprised gross rental income of HK\$823.9 million (2015: HK\$1,325.9 million), property sales of HK\$2,943.4 million (2015: HK\$151.6 million), loss on sales of investments held-for-trading on a net basis of HK\$37.4 million (2015: HK\$2.4 million) and others of HK\$15.2 million (2015: HK\$67.3 million). The increase in revenue was mainly due to the increase in sales of trading properties.

Gross Profit

Gross profit for the Year amounted to HK\$2,147.5 million (2015: HK\$1,286.9 million), an increase of 66.9% as compared with last year which was mainly due to the increase in profit from property sales of HK\$1,337.3 million while the decrease in net rental income of HK\$454.8 million.

Property Leasing

For property leasing, the rental revenue in retail and non-retail section has decreased significantly by 54.1% to HK\$298.7 million and 22.1% to HK\$525.2 million respectively during the Year. The total rental income in revenue for the Year recorded a decrease of 37.9% to HK\$823.9 million as compared with last year of HK\$1,325.9 million.

Together with the attributable rental revenue generated from associates and an investee company of HK\$135.1 million (2015: HK\$196.0 million), the total attributable rental revenue to the Company and its subsidiaries (collectively, the "Group") after non-controlling interests amounted to HK\$957.4 million (2015: HK\$1,520.2 million), which representing a decline of 37.0% over last year.

Attributable net rental income for the Year showed HK\$900.9 million, a 34.5% decrease over HK\$1,374.9 million in last year.

業績

收入

截至二零一六年十二月三十一日止年度（「本年度」）之收入為3,745,100,000港元（二零一五年：1,542,400,000港元），較去年增加142.8%，當中包括租金收入總額823,900,000港元（二零一五年：1,325,900,000港元），物業銷售2,943,400,000港元（二零一五年：151,600,000港元），按淨額基準呈報出售持作買賣之投資之虧損為37,400,000港元（二零一五年：2,400,000港元）及其他收入為15,200,000港元（二零一五年：67,300,000港元）。該收入增加主要來自買賣物業之銷售增加。

毛利

本年度之毛利為2,147,500,000港元（二零一五年：1,286,900,000港元），較去年增加66.9%，該增加主要來自物業銷售之溢利增加1,337,300,000港元而租金收入淨額則減少454,800,000港元。

物業租賃

在物業租賃方面，於本年度零售部分及非零售部分之租金收入分別大幅下降54.1%至298,700,000港元及22.1%至525,200,000港元。本年度錄得之租金收入總額較去年之1,325,900,000港元減少37.9%至823,900,000港元。

連同應佔聯營公司及接受投資公司租金收入135,100,000港元（二零一五年：196,000,000港元），本公司與其附屬公司（統稱「本集團」）扣除非控股權益後應佔租金收入總額957,400,000港元（二零一五年：1,520,200,000港元），相對去年跌幅為37.0%。

本年度之應佔租金收入淨額為900,900,000港元，較去年之1,374,900,000港元減少34.5%。



RESULTS (Cont'd)

Property Leasing (Cont'd)

The decline in attributable rental revenue and net rental income were mainly due to the disposals of subsidiaries holding Windsor House, Evergo Tower in Shanghai, the People's Republic of China ("PRC"), MassMutual Tower (now known as China Evergrande Centre) and The ONE in September 2016, June 2016, January 2016 and July 2015 respectively, since then the results of those subsidiaries were not consolidated to the Group. For those properties remained as at 31st December, 2016, the attributable rental revenue and net rental income maintained stable performance over last year. In addition, the newly acquired properties in the United Kingdom contributed rental revenue and net rental income of HK\$60.0 million and HK\$58.3 million respectively during the Year.

Property Development and Trading

During the Year, the attributable property sales revenue and the relevant attributable profit from the Group and its associates reached HK\$2,298.9 million (2015: HK\$248.2 million) and HK\$1,015.0 million (2015: HK\$66.0 million), which were 9.3 times and 15.4 times to last year respectively.

Sales of One South Lane in the Western District (100% interest) generated profit of HK\$53.2 million (2015: sales of Phase I, Phase II and parking spaces of Splendid City in Chengdu, the PRC (100% interest) generated profit of HK\$0.4 million, HK\$2.1 million and HK\$7.7 million respectively and Tower 1 of The Metropolis in Chengdu, the PRC (100% interest) generated profit of HK\$22.0 million).

Sales of 55 Conduit Road in Mid-Levels West (70% interest) (including 1 unit and 1 parking space of 55 Conduit Road sold to a connected person (as disclosed in the paragraph headed "Other Information and Events After the Reporting Period" in the section headed "Chairman's Statement" of this annual report)) and sales of parking spaces at The Zenith in Wanchai (87.5% interest) had contributed an attributable profit to the Group of HK\$954.4 million and HK\$2.7 million respectively (2015: sales of One WanChai and parking spaces at The Zenith in Wanchai (both 87.5% interest) had contributed an attributable profit of HK\$23.9 million and HK\$4.7 million respectively).

業績 (續)

物業租賃 (續)

應佔租金收入及租金收入淨額之下降主要由於本集團分別於二零一六年九月、二零一六年六月、二零一六年一月及二零一五年七月出售持有皇室大廈、位於中華人民共和國(「中國」)上海之愛美高大廈、美國萬通大廈(現稱為中國恆大中心)及The ONE之附屬公司後，自此彼等業績已不再計入本集團所致。就於二零一六年十二月三十一日之餘下投資物業而言，應佔租金收入及租金收入淨額與去年維持穩定表現。此外，位於英國之新購入物業於本年度帶來租金收入及租金收入淨額分別為60,000,000港元及58,300,000港元。

物業發展及買賣

於本年度，本集團及其聯營公司之應佔物業銷售收入為2,298,900,000港元(二零一五年：248,200,000港元)及相關應佔溢利為1,015,000,000港元(二零一五年：66,000,000港元)分別為去年之9.3倍及15.4倍。

銷售位於西區之南里壹號(佔100%權益)錄得溢利53,200,000港元(二零一五年：銷售位於中國成都之華置·西錦城第一期、第二期及車位(佔100%權益)分別錄得溢利400,000港元、2,100,000港元及7,700,000港元以及位於中國成都之華置·都匯華庭第一座(佔100%權益)錄得溢利22,000,000港元)。

銷售位於半山區西部之琥珀(佔70%權益)(包括銷售琥珀一個單位及一個車位予一位關連人士(於本年報「主席報告書」一節中「其他資料及報告期末後事項」一段內披露))及銷售位於灣仔之尚翹峰車位(佔87.5%權益)分別為本集團帶來應佔溢利954,400,000港元及2,700,000港元(二零一五年：銷售位於灣仔之壹環及尚翹峰車位(皆佔87.5%權益)分別帶來應佔溢利23,900,000港元及4,700,000港元)。



RESULTS (Cont'd)

Property Development and Trading (Cont'd)

In respect of properties held by associates, sales of parking spaces at Greenville Residence in Yuen Long (50% interest) and parking spaces at The Hermitage in West Kowloon (25% interest) generated profit of HK\$0.5 million and HK\$4.2 million respectively (2015: sales of Hing Wai Centre in Aberdeen (50% interest) and The Coronation in Chongqing, the PRC (25% interest) generated profit of HK\$0.1 million and HK\$5.1 million respectively) as reflected in the share of results of associates.

As at 31st December, 2016, deposits received from stock of properties contracted to be sold amounted to HK\$84.5 million. Of which, deposits of HK\$2.9 million were received for One South Lane with contracted sales of HK\$29.0 million (after discount), deposits of HK\$25.2 million were received for 55 Conduit Road with contracted sales of HK\$265.1 million (after cash rebate) and its attributable interest of sales to the Group amounted to HK\$185.6 million, together with deposits of HK\$56.4 million were received for The Zenith with contracted sales of HK\$564.2 million and its attributable interest of sales to the Group amounted to HK\$493.7 million.

In summary, the Group together with associates executed properties sale agreements, including contracted for sales agreements to third parties, recorded an attributable contracted sales of HK\$1,608.1 million (after cash rebate or discount) (2015: together with a connected person totaling HK\$1,457.1 million) during the Year. Total attributable property sales profit recognised for the Year was HK\$1,015.0 million (2015: HK\$66.0 million).

Securities Investments

The Group has in the ordinary and normal course of business conducted its securities investment activities. During the Year, the Group recorded a realised loss of HK\$37.4 million (2015: HK\$2.4 million) on disposal of listed investments held-for-trading (the gain/loss of which was included in revenue) with gross proceeds of HK\$608.6 million (2015: HK\$720.1 million). However, a realised gain from sale of bonds of HK\$142.9 million (2015: realised loss of HK\$33.7 million) was recognised. The net realised gain for the Year was HK\$105.5 million (2015: net realised loss of HK\$36.1 million).

業績 (續)

物業發展及買賣 (續)

至於由聯營公司所持有之物業，銷售位於元朗之逸翠軒車位（佔50%權益）及位於西九龍之帝峯·皇殿之車位（佔25%權益）分別帶來溢利500,000港元及4,200,000港元（二零一五年：銷售位於香港仔之興偉中心（佔50%權益）及位於中國重慶之御龍天峰（佔25%權益）分別帶來溢利100,000港元及5,100,000港元），該溢利已列入攤佔聯營公司業績。

於二零一六年十二月三十一日，從已訂約出售之物業存貨中已收取之按金為84,500,000港元。當中包括從已訂約出售南里壹號收取之按金為2,900,000港元，其銷售額為29,000,000港元（扣除折扣後），已訂約出售璵珀收取之按金為25,200,000港元，其銷售額為265,100,000港元（扣除現金回贈後）及本集團應佔銷售額為185,600,000港元，以及從已訂約出售尚翹峰收取之按金為56,400,000港元，其銷售額為564,200,000港元及本集團應佔銷售額為493,700,000港元。

總括而言，本集團於本年度連同聯營公司已簽訂物業買賣協議（包括與第三者簽訂之已訂約銷售協議）之應佔訂約銷售額為1,608,100,000港元（扣除現金回贈或折扣後）（二零一五年：連同一位關連人士合共1,457,100,000港元）。於本年度已確認之應佔物業銷售溢利總額為1,015,000,000港元（二零一五年：66,000,000港元）。

證券投資

本集團在一般及正常業務過程中進行證券投資活動。於本年度，本集團錄得出售持作買賣之上市投資之已變現虧損為37,400,000港元（二零一五年：2,400,000港元）（其收益／虧損已包括於收入內），所得銷售總額為608,600,000港元（二零一五年：720,100,000港元）。然而，出售債券確認已變現收益為142,900,000港元（二零一五年：已變現虧損33,700,000港元）。於本年度已變現收益淨額為105,500,000港元（二零一五年：已變現虧損淨額為36,100,000港元）。



RESULTS (Cont'd)

Securities Investments (Cont'd)

Furthermore, the Group recorded an unrealised loss of HK\$126.2 million representing the changes in fair value of bonds (2015: unrealised gain of HK\$333.5 million representing the changes in fair value of listed investments held-for-trading and bonds), which had no effect on the cash flow of the Group. The Group believes that the unrealised loss on fair value changes of bonds during the Year was mainly, among other things, due to an increase of federal funds rate from 0.5% to 0.75% in December 2016.

Summing up the above and adding the net income from net dividend income, interest income, other net investment income and net finance costs of HK\$1,096.1 million (2015: HK\$562.9 million), the gain recognised on securities investments was HK\$1,075.4 million (2015: HK\$860.3 million).

The respective income/expense from securities investments under different categories are further elaborated below.

Listed Equity Investment at Fair Value Through Other Comprehensive Income

In May 2016, the Group acquired 577,180,500 H shares of Shengjing Bank Co., Ltd. (Stock Code: 2066) ("Shengjing Bank") at a consideration of HK\$6,926.2 million included in financial assets measured at fair value through other comprehensive income ("FVTOCI"). During the Year, the after-expenses dividend income of HK\$189.6 million and the withholding tax of HK\$19.1 million, making a net dividend income of HK\$170.5 million was recognised in the consolidated statement of comprehensive income and an unrealised loss on fair value change of HK\$2,366.5 million was recorded as an other comprehensive expense. The Group believes that the decrease in share price of Shengjing Bank from May to the end of December 2016, among other things, was because of the slowdown in the PRC economic growth and the challenging environment on risk management in the PRC banking industry. The fair value change is a non-cash item and will not affect the cash flow of the Group.

Shengjing Bank is a joint stock company and a commercial bank incorporated in the PRC and is principally engaged in corporate banking, retail banking and treasury business. Its corporate banking products and services include corporate loans and advances, trade financing and deposit taking activities, agency services, and remittance and settlement services. The H shares of Shengjing Bank are listed on the main board of The Stock Exchange of Hong Kong Limited. Its headquarters are located in Shenyang, Liaoning Province, the PRC, which is a leading commercial bank in Northeast China.

業績 (續)

證券投資 (續)

此外，本集團錄得來自債券之公平值變動之未變現虧損為126,200,000港元（二零一五年：來自持作買賣之上市投資及債券之公平值變動之未變現收益333,500,000港元），對本集團現金流量並無構成影響。本集團相信本年度債券之公平值變動之未變現虧損主要由於（其中包括）於二零一六年十二月聯邦基金利率由0.5%上調至0.75%所致。

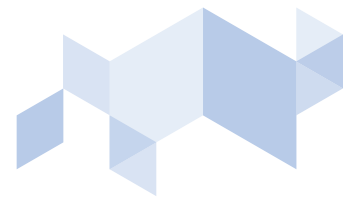
總括以上及加入股息收入淨額、利息收入、其他投資收入淨額及財務費用淨額之收入淨額為1,096,100,000港元（二零一五年：562,900,000港元），證券投資之確認收益為1,075,400,000港元（二零一五年：860,300,000港元）。

以下就來自不同類型之證券投資收入／開支作進一步詳述。

通過其他全面收益以反映公平值之上市股本投資

於二零一六年五月，本集團以代價6,926,200,000港元收購盛京銀行股份有限公司（「盛京銀行」）577,180,500股H股股份（股份代號：2066），並計入通過其他全面收益以反映公平值（「通過其他全面收益以反映公平值」）計量之金融資產內。於本年度，股息收入189,600,000港元（扣除開支後）及扣除預提稅19,100,000港元後，所得之股息收入淨額為170,500,000港元並於綜合全面收益報表中確認，以及公平值變動之未變現虧損2,366,500,000港元計入為其他全面支出。本集團相信盛京銀行股價由二零一六年五月至十二月底之下跌，乃由於（其中包括）中國經濟增長放緩及中國銀行業風險管理具挑戰之環境下所致。公平值變動乃非現金項目，對本集團現金流量並無構成影響。

盛京銀行為一間於中國註冊成立之股份有限公司及商業銀行，主要從事公司銀行業務、零售銀行業務及資金業務。其公司銀行業務之產品及服務包括企業貸款及墊款、貿易融資及存款服務、代理服務以及匯款及結算服務。盛京銀行之H股股份於香港聯合交易所有限公司主板上市。其總部設於中國遼寧省瀋陽市，為一間於中國東北地區領先之商業銀行。



RESULTS (Cont'd)

Securities Investments (Cont'd)

Listed Investments Held-for-trading and Treasury Products

The listed investments held-for-trading and treasury products recorded a profit before and after finance costs of HK\$921.0 million and HK\$904.9 million (2015: HK\$868.3 million and HK\$860.3 million) respectively for the Year.

Profit from the listed investments held-for-trading and treasury products reflected in the consolidated statement of comprehensive income for the Year comprised a realised loss on listed securities of HK\$37.4 million (2015: HK\$2.4 million), a realised gain on bonds of HK\$142.9 million (2015: realised loss of HK\$33.7 million), an unrealised loss on fair value changes of bonds of HK\$126.2 million (2015: unrealised gain on fair value changes of listed investments held-for-trading and bonds of HK\$333.5 million) and net dividend income, interest income and other net investment income of HK\$941.7 million (2015: HK\$570.9 million). Net relevant finance costs for the Year was HK\$16.1 million (2015: HK\$8.0 million) including interest expense of HK\$77.3 million (2015: HK\$17.3 million) and exchange gain of HK\$61.2 million (2015: HK\$9.3 million).

Other Income and Expenses

Other income for the Year, which mainly came from net building management fee income, asset management and maintenance services income, property management services, leasing administration services and property administration services income, advisory and consultancy services income and rental services income, decreased to HK\$102.9 million (2015: HK\$134.9 million), representing a decrease of 23.7% as compared with last year.

During the Year, administrative expenses decreased by 3.9% to HK\$331.5 million (2015: HK\$344.8 million). Finance costs decreased by 44.3% to HK\$176.5 million (2015: HK\$316.9 million) during the Year, including exchange gain of HK\$61.2 million (2015: HK\$9.3 million) on foreign currency loans hedged for foreign currency securities investments. The decrease in finance costs was mainly due to decrease in interest rates and the disposals of subsidiaries during the Year and the year 2015.

業績 (續)

證券投資 (續)

持作買賣之上市投資及財資產品

持作買賣之上市投資及財資產品於本年度計入財務費用前／後分別錄得溢利921,000,000港元及904,900,000港元(二零一五年: 868,300,000港元及860,300,000港元)。

於本年度,反映於綜合全面收益報表內之持作買賣之上市投資及財資產品之溢利,包括上市證券之已變現虧損37,400,000港元(二零一五年: 2,400,000港元)、債券之已變現收益142,900,000港元(二零一五年: 已變現虧損33,700,000港元)、債券之公平值變動之未變現虧損126,200,000港元(二零一五年: 持作買賣之上市投資及債券之公平值變動之未變現收益333,500,000港元)以及股息收入淨額、利息收入與其他投資收入淨額941,700,000港元(二零一五年: 570,900,000港元)。於本年度,相關財務費用淨額為16,100,000港元(二零一五年: 8,000,000港元),當中包括利息開支77,300,000港元(二零一五年: 17,300,000港元)及匯兌收益61,200,000港元(二零一五年: 9,300,000港元)。

其他收入及開支

本年度之其他收入主要來自樓宇管理費收入淨額、資產管理及保養服務收入、物業管理服務、租務行政服務及物業行政服務收入、諮詢及顧問服務收入以及租賃服務收入,減少至102,900,000港元(二零一五年: 134,900,000港元),較去年減少23.7%。

於本年度,行政開支減少3.9%至331,500,000港元(二零一五年: 344,800,000港元)。財務費用於本年度減少44.3%至176,500,000港元(二零一五年: 316,900,000港元),當中包括外幣貸款用以對沖外幣計值之證券投資之匯兌收益61,200,000港元(二零一五年: 9,300,000港元)。財務費用之減少主要由於利率下降及於本年度及二零一五年出售附屬公司所致。



RESULTS (Cont'd)

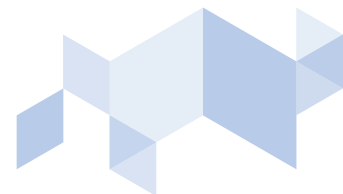
Other Income and Expenses (Cont'd)

Other gains and losses recorded a net gain of HK\$2,176.4 million mainly comprised (a) gains on the disposal of the Group's entire issued share capital of (i) Pioneer Time Investment Limited ("Pioneer Time"), an indirect wholly-owned subsidiary of the Company ("Pioneer Time Disposal"); (ii) Evergo Real Estate (Shanghai) Company Limited ("Evergo Shanghai"), an indirect wholly-owned subsidiary of the Company ("Evergo Shanghai Disposal"); and (iii) Keep Speed Company Limited ("Keep Speed") and Jumbo Grace Limited ("Jumbo Grace"), both are indirect wholly-owned subsidiaries of the Company, and Jumbo Grace's subsidiary (collectively "Windsor Group") ("Windsor Disposal") of HK\$1,276.9 million, HK\$721.3 million and HK\$312.9 million respectively and (b) write-down of stock of properties of HK\$128.5 million (2015: HK\$940.9 million mainly comprised (a) gains on the disposal of the Group's entire issued share capital of (i) Asian East Limited, an indirect wholly-owned subsidiary of the Company, and its subsidiaries; (ii) Lucky Benefit Limited and Rising Sheen Limited, both are indirect wholly-owned subsidiaries of the Company, and their respective subsidiaries; and (iii) Million Castle Investments Limited, an indirect wholly-owned subsidiary of the Company of HK\$212.3 million, HK\$707.5 million and HK\$118.4 million respectively and (b) loss on disposals of the Group's entire issued share capital of Brass Ring Limited, Union Leader Limited and Chinese Estates and Finance, Limited (now known as Silvercord Finance Limited), all are indirect wholly-owned subsidiaries of the Company, and their respective subsidiaries of HK\$97.2 million).

業績 (續)

其他收入及開支 (續)

其他收益及虧損錄得收益淨額2,176,400,000港元。主要包括(a)出售本集團於(i) Pioneer Time Investment Limited (「Pioneer Time」) (本公司之一間間接全資擁有附屬公司)之全部已發行股本(「Pioneer Time出售」); (ii) 愛美高房地產(上海)有限公司(「愛美高上海」) (本公司之一間間接全資擁有附屬公司)之全部已發行股本(「愛美高上海出售」); 及(iii) Keep Speed Company Limited (「Keep Speed」) 及 Jumbo Grace Limited (「Jumbo Grace」) (彼等均為本公司之間接全資擁有附屬公司)之全部已發行股本及 Jumbo Grace 之附屬公司(統稱「Windsor集團」) (「皇室大廈出售」)之收益分別為1,276,900,000港元、721,300,000港元及312,900,000港元。以及(b)物業存貨之減值為128,500,000港元(二零一五年: 940,900,000港元。主要包括(a)出售本集團於(i) Asian East Limited (本公司之一間間接全資擁有附屬公司)之全部已發行股本及其附屬公司; (ii) Lucky Benefit Limited 及 升亮有限公司(彼等均為本公司之間接全資擁有附屬公司)之全部已發行股本及彼等各自之附屬公司; 及(iii) Million Castle Investments Limited (本公司之一間間接全資擁有附屬公司)之全部已發行股本之收益分別為212,300,000港元、707,500,000港元及118,400,000港元。以及(b)出售本集團於Brass Ring Limited、Union Leader Limited 及 中華財務有限公司(現稱為銀高財務有限公司)(彼等均為本公司之間接全資擁有附屬公司)之全部已發行股本及彼等各自之附屬公司之虧損為97,200,000港元)。



RESULTS (Cont'd)

Disposals of Subsidiaries to Connected Persons

On 23rd December, 2015 (i) China Entertainment and Land Investment Company, Limited (“CELIC”), a direct wholly-owned subsidiary of the Company; (ii) the Company, being the guarantor of CELIC; (iii) Magic Square Limited (“Magic Square”), a company wholly-owned by Mr. Joseph Lau, Luen-hung (“Mr. Joseph Lau”), the then substantial shareholder and controlling shareholder of the Company; and (iv) Mr. Joseph Lau, being the guarantor of Magic Square, entered into a sale and purchase agreement, pursuant to which CELIC agreed to sell and Magic Square agreed to acquire the entire issued share capital of Keep Speed.

On the same date, (i) Good Top Limited (“Good Top”), an indirect wholly-owned subsidiary of the Company; (ii) the Company, being the guarantor of Good Top; (iii) Best Range Limited (“Best Range”), a company wholly-owned by Mr. Joseph Lau; and (iv) Mr. Joseph Lau, being the guarantor of Best Range, entered into a sale and purchase agreement (“Windsor SP Agreement”), pursuant to which Good Top agreed to sell and Best Range agreed to acquire the entire issued share capital of Jumbo Grace.

The Windsor Disposal was completed on 1st September, 2016 at a total consideration of HK\$6,187.4 million. Upon completion, the Windsor Group ceased to be subsidiaries of the Company and its consolidated results, assets and liabilities were ceased to be consolidated with those of the Group.

Upon completion of the Windsor Disposal, the Group recorded gain on disposals of subsidiaries of HK\$312.9 million. The gain was mainly derived from (i) the decrease in fair value of the investment properties of HK\$343.8 million due to revaluation of the investment properties as at 30th June, 2016 as compared with the property valuation under the Windsor SP Agreement; (ii) additions of investment properties during the Year of HK\$26.8 million; and (iii) increase in fair value of the club debenture of HK\$2.2 million due to the revaluation of the financial assets measured at fair value through profit or loss (“FVTPL”) as at 30th June, 2016 as compared with the valuation under the Windsor SP Agreement.

Details of the Windsor Disposal were set out in the announcements of the Company dated 23rd December, 2015, 2nd February, 2016, 1st September, 2016 and 5th October, 2016 and the circular of the Company dated 15th January, 2016.

業績 (續)

出售附屬公司予關連人士

於二零一五年十二月二十三日，(i)中華娛樂置業有限公司(「中娛置業」)(本公司之一間直接全資擁有附屬公司)；(ii)本公司，作為中娛置業擔保人；(iii) Magic Square Limited (「Magic Square」) (一間由劉鑾雄先生(「劉鑾雄先生」)(本公司當時之主要股東及控股股東)全資擁有之公司)；及(iv)劉鑾雄先生，作為Magic Square擔保人，訂立一項買賣協議。據此，中娛置業同意出售及Magic Square同意購買Keep Speed之全部已發行股本。

於同日，(i) Good Top Limited (「Good Top」) (本公司之一間間接全資擁有附屬公司)；(ii)本公司，作為Good Top擔保人；(iii) Best Range Limited (「Best Range」) (一間由劉鑾雄先生全資擁有之公司)；及(iv)劉鑾雄先生，作為Best Range擔保人，訂立一項買賣協議(「皇室大廈買賣協議」)。據此，Good Top同意出售及Best Range同意購買Jumbo Grace之全部已發行股本。

皇室大廈出售於二零一六年九月一日完成，總代價為6,187,400,000港元。於完成後，Windsor集團不再為本公司之附屬公司，其綜合業績、資產及負債已不再計入本集團之綜合業績、資產及負債內。

於皇室大廈出售完成後，本集團錄得出售附屬公司之收益為312,900,000港元。該收益主要來自(i)於二零一六年六月三十日就投資物業進行重估，較皇室大廈買賣協議內之物業估值，投資物業公平值減少為343,800,000港元；(ii)於本年度投資物業之添置為26,800,000港元；以及(iii)於二零一六年六月三十日就通過損益以反映公平值(「通過損益以反映公平值」)計量之金融資產進行重估，較皇室大廈買賣協議內之估值，會籍債券公平值增加為2,200,000港元。

皇室大廈出售之詳情已載列於本公司日期為二零一五年十二月二十三日、二零一六年二月二日、二零一六年九月一日及二零一六年十月五日之公布及二零一六年一月十五日之通函內。

RESULTS (Cont'd)

Disposals of Subsidiaries

(a) On 12th November, 2015, Great System Investment Limited ("Great System"), an indirect wholly-owned subsidiary of the Company, and Shengyu (BVI) Limited ("Shengyu"), a wholly-owned subsidiary of Evergrande Real Estate Group Limited (now known as China Evergrande Group) which is independent of and not connected with the Company, entered into an equity and debt transfer agreement, pursuant to which Great System agreed to sell and Shengyu agreed to acquire the entire issued share capital of Pioneer Time. The Pioneer Time Disposal was completed on 15th January, 2016 at a consideration of HK\$12,448.3 million (after adjustment). Upon completion, Pioneer Time ceased to be a subsidiary of the Company and its results, assets and liabilities were ceased to be consolidated with those of the Group. The Group recorded a gain on the Pioneer Time Disposal of HK\$1,276.9 million.

Details of the Pioneer Time Disposal were set out in the announcements of the Company dated 12th November, 2015 and 15th January, 2016 and the circular of the Company dated 3rd December, 2015.

(b) On 19th May, 2016, Digi-Star Limited, an indirect wholly-owned subsidiary of the Company, entered into an equity transfer agreement with an independent third party to dispose of the entire issued share capital of Evergo Shanghai. The Evergo Shanghai Disposal was completed on 22nd June, 2016 at a consideration equivalent to HK\$1,355.8 million. Upon completion, Evergo Shanghai ceased to be a subsidiary of the Company and its results, assets and liabilities were ceased to be consolidated with those of the Group. The Group recorded a gain on the Evergo Shanghai Disposal of HK\$721.3 million.

Associates

The share of results of associates for the Year was a profit of HK\$161.2 million as compared to HK\$649.7 million for last year. In the year 2015, an associate (50% interest) disposed of a company that ultimately held the office building namely Platinum located at Shanghai, the PRC and the Group recorded a share of the associate's gain on disposal of subsidiaries (net of tax) of HK\$514.1 million. However, no such profit was generated in the Year.

業績 (續)

出售附屬公司

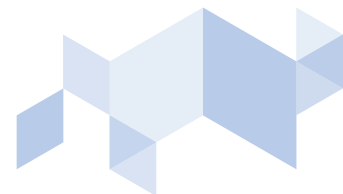
(a) 於二零一五年十一月十二日，開程投資有限公司（「開程」）（本公司之一間間接全資擁有附屬公司）與盛譽（BVI）有限公司（「盛譽」）（為恆大地產集團有限公司（現稱為中國恆大集團）之一間全資擁有附屬公司（獨立於本公司且與其概無關連））訂立一項股權及債權轉讓協議。據此，開程同意出售及盛譽同意購買 Pioneer Time 之全部已發行股本。Pioneer Time 出售於二零一六年一月十五日完成，代價為 12,448,300,000 港元（經調整後）。於完成後，Pioneer Time 不再為本公司之一間附屬公司，其業績、資產及負債已不再計入本集團之綜合業績、資產及負債內。本集團就 Pioneer Time 出售錄得之收益為 1,276,900,000 港元。

Pioneer Time 出售之詳情已載列於本公司日期為二零一五年十一月十二日及二零一六年一月十五日之公布以及二零一五年十二月三日之通函內。

(b) 於二零一六年五月十九日，數碼星有限公司（本公司之一間間接全資擁有附屬公司）與獨立第三方訂立一項股權轉讓協議，出售愛美高上海之全部已發行股本。愛美高上海出售於二零一六年六月二十二日完成，代價相當於 1,355,800,000 港元。於完成後，愛美高上海不再為本公司之一間附屬公司，其業績、資產及負債已不再計入本集團之綜合業績、資產及負債內。本集團就愛美高上海出售錄得之收益為 721,300,000 港元。

聯營公司

本年度之攤佔聯營公司業績為溢利 161,200,000 港元，相比去年為 649,700,000 港元。於二零一五年，一間聯營公司（佔 50% 權益）出售最終持有位於中國上海名為新茂大廈之辦公樓之公司，而本集團錄得攤佔聯營公司有關出售附屬公司之收益（除稅後）514,100,000 港元。然而，於本年度並無產生類似之溢利。



RESULTS (Cont'd)

Fair Value Changes on Investment Properties

Investment properties of the Group in Hong Kong and Mainland China were revalued at 31st December, 2016 by B.I. Appraisals Limited ("B.I. Appraisals") whereas the investment properties in the United Kingdom were revalued by Peak Vision Appraisals Limited ("Peak Vision Appraisals"). B.I. Appraisals and Peak Vision Appraisals are independent property valuers. An increase in fair value of investment properties of HK\$139.2 million (2015: HK\$4,689.2 million) was recorded during the Year. The unrealised fair value changes will not affect the cash flow of the Group.

PROFIT, CORE PROFIT, DIVIDENDS, REPURCHASE AND CASH PAYMENT RATIO

Profit

Profit attributable to owners of the Company for the Year was HK\$6,360.3 million as compared to HK\$7,727.2 million for last year. The decrease in profit for the Year was mainly arising from (i) decrease in attributable net rental income; (ii) decrease in fair value gain on investment properties; (iii) decrease in share of results of associates; despite (iv) increase in attributable property sales profit; (v) gains on the Pioneer Time Disposal, the Evergo Shanghai Disposal and the Windsor Disposal; (vi) increase in net profit from the segment of the listed investments held-for-trading and treasury products and dividend income from listed equity investment at FVTOCI; and (vii) imputed interest income from deferred consideration receivables which were included in investment income, net. Earnings per share for the Year was HK\$3.33 (2015: HK\$4.05).

Core Profit

The Group disposed of certain investment properties through disposals of subsidiaries during the Year, the costs of which are stated at fair value. In addition, the Group disposed of stock of properties which were classified as investment properties and land and building in prior years. Before disposal, such gain/loss on fair value change is unrealised and recognised at the end of each reporting period, but excluded from core profit as non-cash items. In the year of disposal, such unrealised gain/loss has become realised; and in computing core profit, accumulated fair value gain/loss from prior years and current year are included as cash items.

業績 (續)

投資物業之公平值變動

保柏國際評估有限公司(「保柏國際評估」)已於二零一六年十二月三十一日就本集團位於香港及中國大陸之投資物業進行物業估值。至於本集團位於英國之投資物業，由漂鋒評估有限公司(「漂鋒評估」)進行物業估值。保柏國際評估及漂鋒評估均為獨立物業估值師。本年度錄得投資物業之公平值增加139,200,000港元(二零一五年: 4,689,200,000港元)。未變現之公平值變動對本集團現金流量並無構成影響。

溢利、核心溢利、股息、回購及現金支出比率

溢利

本公司擁有人於本年度之應佔溢利為6,360,300,000港元，相比去年為7,727,200,000港元。本年度之溢利減少主要由於(i)應佔租金收入淨額減少；(ii)投資物業之公平值收益減少；(iii)攤佔聯營公司業績減少；儘管(iv)應佔物業銷售溢利增加；(v) Pioneer Time出售、愛美高上海出售及皇室大廈出售之收益；(vi)分類為持作買賣之上市投資及財資產品之溢利淨額增加以及來自通過其他全面收益以反映公平值之上市股本投資之股息收入；及(vii)應收遞延代價所產生之名義利息收入(計入投資收入淨額內)。本年度之每股盈利為3.33港元(二零一五年: 4.05港元)。

核心溢利

本集團於本年度透過出售附屬公司而出售若干投資物業(其成本以公平值列賬)。此外，本集團出售之物業存貨(於過往年度分類為投資物業及土地及樓宇)。於出售前，該公平值變動之收益/虧損為未變現並於每個報告期末確認，但列為非現金項目並不包括在核心溢利內。於出售年度，該未變現之收益/虧損成為已變現；並於計算核心溢利時，會包括於過往年度累積及本年度之公平值收益/虧損並列為現金項目。

PROFIT, CORE PROFIT, DIVIDENDS, REPURCHASE AND CASH PAYMENT RATIO

(Cont'd)

Core Profit (Cont'd)

If the net gain on the major non-cash items of HK\$577.5 million (2015: HK\$4,785.1 million) are excluded, but the net realised fair value loss on disposals of investment properties from the Group and its associates in current year recognised for the Year of HK\$372.7 million (2015: together with their respective deferred tax totaling HK\$154.6 million) is retained and the accumulated realised fair value gain together with their respective deferred tax on disposals of investment properties and stock of properties from the Group and its associates recognised in prior years of HK\$17,248.7 million (including those recognised in properties revaluation reserve) (2015: disposals of investment properties of HK\$13,843.7 million) is included, the Group will have a core profit attributable to owners of the Company for the Year of HK\$23,031.5 million (2015: HK\$16,785.8 million) and a core earnings per share of HK\$12.07 (2015: HK\$8.80), which were both increased by 37.2% to those in the year 2015.

The major non-cash items represented the attributable unrealised fair value gain on investment properties together with their respective deferred tax from the Group and its associates of HK\$577.5 million (2015: HK\$4,785.1 million).

Dividends

Final dividend for the year ended 31st December, 2015 of HK1 cent (year ended 31st December, 2014: HK1 cent) per share in total amount of HK\$19.1 million was paid in cash on 6th June, 2016.

Interim dividend for the half year ended 30th June, 2016 of HK1 cent (half year ended 30th June, 2015: HK30 cents) per share in total amount of HK\$19.1 million was paid in cash on 23rd September, 2016.

溢利·核心溢利·股息·回購及現金支出比率 (續)

核心溢利 (續)

如撇除主要非現金項目收益淨額577,500,000港元(二零一五年: 4,785,100,000港元)·但保留本集團及其聯營公司就出售投資物業於本年度確認之已變現公平值虧損淨額372,700,000港元(二零一五年: 連同其相關之遞延稅項共154,600,000港元)及計入本集團及其聯營公司就出售投資物業及物業存貨於過往年度確認之累積已變現公平值收益連同其相關之遞延稅項共17,248,700,000港元(包括其確認於物業重估儲備)(二零一五年: 就出售投資物業13,843,700,000港元)·本集團將錄得本公司擁有人應佔本年度之核心溢利23,031,500,000港元(二零一五年: 16,785,800,000港元)及每股核心盈利為12.07港元(二零一五年: 8.80港元)·兩者均較二零一五年增加37.2%。

主要非現金項目乃指來自本集團及其聯營公司之應佔投資物業之未變現公平值收益連同其相關之遞延稅項共577,500,000港元(二零一五年: 4,785,100,000港元)。

股息

截至二零一五年十二月三十一日止年度之每股1港仙(截至二零一四年十二月三十一日止年度: 每股1港仙)總額為19,100,000港元之末期股息·已於二零一六年六月六日以現金派付。

截至二零一六年六月三十日止半年度之每股1港仙(截至二零一五年六月三十日止半年度: 每股30港仙)總額為19,100,000港元之中期股息·已於二零一六年九月二十三日以現金派付。



PROFIT, CORE PROFIT, DIVIDENDS, REPURCHASE AND CASH PAYMENT RATIO

(Cont'd)

Dividends (Cont'd)

Conditional special interim dividend of HK\$2 per share, which was conditional upon completion of the Pioneer Time Disposal in total amount of HK\$3,815.2 million was paid in cash on 20th January, 2016, special interim dividends of HK\$2.1 per share in total amount of HK\$4,006.0 million and HK\$3.23 per share in total amount of HK\$6,161.6 million were paid in cash on 11th August, 2016 and 1st September, 2016 respectively (2015: special interim dividends of HK\$4 per share, HK\$2.6 per share and HK\$1.2 per share were paid in cash on 13th January, 2015, 15th July, 2015 and 14th September, 2015 respectively).

Total dividends of HK\$14,021.0 million were paid in cash during the Year.

On 16th January, 2017, the board of directors of the Company has declared special interim dividends of HK\$2 in aggregate per share, which consist of (i) HK\$1.36 per share for the year ended 31st December, 2016; and (ii) HK\$0.46 per share and HK\$0.18 per share in connection with the completion of the respective disposal transaction occurred in February 2017, which were paid in cash on 10th February, 2017.

Repurchase

During the Year, the Company had not repurchased any of the Company's share.

Cash Payment Ratio

Based on (a) the core profit for the Year of HK\$23,031.5 million (2015: HK\$16,785.8 million) or HK\$12.07 (2015: HK\$8.80) per share; (b) cash final dividend for the Year of HK1 cent (2015: HK1 cent) per share proposed; (c) cash interim dividend for 2016 of HK1 cent (2015: HK30 cents) per share; (d) cash special interim dividends of HK\$2, HK\$2.1 and HK\$3.23 (2015: HK\$4, HK\$2.6 and HK\$1.2) per share were paid during the Year; and (e) cash special interim dividend of HK\$1.36 per share declared, the ratio of such cash payment to the core profit is 72.2% (2015: 92.2%).

溢利、核心溢利、股息、回購及現金支出比率 (續)

股息 (續)

每股2港元總額為3,815,200,000港元之附有條件之特別中期股息(須待Pioneer Time出售成交後方可作實), 已於二零一六年一月二十日以現金派付, 而每股2.1港元總額為4,006,000,000港元及每股3.23港元總額為6,161,600,000港元之特別中期股息已分別於二零一六年八月十一日及二零一六年九月一日以現金派付(二零一五年: 每股4港元、每股2.6港元及每股1.2港元之特別中期股息已分別於二零一五年一月十三日、二零一五年七月十五日及二零一五年九月十四日以現金派付)。

於本年度, 以現金派付之股息總額為14,021,000,000港元。

於二零一七年一月十六日, 本公司董事會宣派每股合共2港元之特別中期股息, 當中包括(i)截至二零一六年十二月三十一日止年度每股1.36港元; 及(ii)有關於二零一七年二月完成相關出售交易之特別中期股息每股0.46港元及每股0.18港元, 已於二零一七年二月十日以現金派付。

回購

於本年度, 本公司並無回購本公司之任何股份。

現金支出比率

根據(a)本年度之核心溢利23,031,500,000港元(二零一五年: 16,785,800,000港元)或每股12.07港元(二零一五年: 8.80港元); (b)建議宣派以現金派付本年度之末期股息每股1港仙(二零一五年: 1港仙); (c)本年度以現金已派付二零一六年之中期股息每股1港仙(二零一五年: 30港仙); (d)本年度以現金已派付之特別中期股息每股2港元、2.1港元及3.23港元(二零一五年: 4港元、2.6港元及1.2港元); 以及(e)已宣派以現金派付之特別中期股息每股1.36港元, 該現金支出與核心溢利之比率為72.2%(二零一五年: 92.2%)。

NET ASSET VALUE

As at 31st December, 2016, the Group's net asset attributable to owners of the Company amounted to HK\$29,804.2 million (2015: HK\$40,247.6 million), a decrease of HK\$10,443.4 million or 25.9% when compared with 31st December, 2015. With the total number of ordinary shares in issue of 1,907,619,079 as at 31st December, 2016 and 2015, the net asset value per share attributable to owners of the Company was HK\$15.62 (2015: HK\$21.10). The movement in net asset value was mainly due to (a) total comprehensive income for the Year attributable to owners of the Company of HK\$3,418.7 million; (b) increase in net asset upon early adoption of HKFRS 9 (2014) of HK\$158.9 million (net of tax); and (c) final, interim and special interim dividends recognised as distribution during the Year totaling HK\$14,021.0 million.

During the Year, the Group acquired a listed equity investment categorised as financial assets measured at FVTOCI and an unrealised loss on fair value changes of HK\$2,366.5 million was recorded as an other comprehensive expense. The carrying amount of the loss on fair value change of listed equity investment included in financial assets measured at FVTOCI reserve was HK\$2,366.5 million as at 31st December, 2016 (2015: in securities investments reserve of nil).

Other than disposals of subsidiaries holding the property development situated at No. 12 Shiu Fai Terrace, Mid-Levels East, Hong Kong and certain shops of Lowu Commercial Plaza situated in Shenzhen, the PRC (as disclosed in the paragraph headed "Other Information and Events After the Reporting Period" in the section headed "Chairman's Statement" of this annual report), the existing projects and those disclosed in the final results, the Group did not have material acquisition or disposal of assets and any future plans for material investment or capital assets.

SECURITIES INVESTMENTS

Listed Equity Investment at Fair Value Through Other Comprehensive Income

During the Year, the Group acquired 577,180,500 H shares of Shengjing Bank at a consideration of HK\$6,926.2 million, after deducting the fair value loss of HK\$2,366.5 million for the Year, the carrying amount of listed equity investment categorised as financial assets measured at FVTOCI as at 31st December, 2016 was HK\$4,559.7 million.

資產淨值

於二零一六年十二月三十一日，本公司擁有人應佔本集團之資產淨值約29,804,200,000港元（二零一五年：40,247,600,000港元），較二零一五年十二月三十一日減少10,443,400,000港元或25.9%。根據二零一六年及二零一五年十二月三十一日之已發行普通股總數1,907,619,079股計算，本公司擁有人應佔之每股資產淨值為15.62港元（二零一五年：21.10港元）。資產淨值變動主要與(a)本公司擁有人應佔本年度之全面收益總額3,418,700,000港元；(b)由於提早採納香港財務報告準則第9號（2014年）而增加之資產淨額158,900,000港元（除稅後）；及(c)於本年度已確認派發之末期、中期及特別中期股息合共14,021,000,000港元有關。

於本年度，本集團購入分類為通過其他全面收益以反映公平值計量之金融資產之上市股本投資，其公平值變動之未變現虧損2,366,500,000港元錄入為其他全面支出。於二零一六年十二月三十一日，上市股本投資之公平值變動虧損賬面值2,366,500,000港元已包括在通過其他全面收益以反映公平值計量之金融資產之儲備內（二零一五年：包括在證券投資儲備內為零）。

除出售持有位於香港半山區東部肇輝臺12號之物業發展及位於中國深圳羅湖商業城之若干商舖之附屬公司（於本年報「主席報告書」一節中「其他資料及報告期末後事項」一段內披露），現有項目及於全年業績內所披露外，本集團並無重大收購或出售資產及重大投資或資本資產之未來計劃。

證券投資

通過其他全面收益以反映公平值之上市股本投資

於本年度，本集團以代價6,926,200,000港元收購盛京銀行577,180,500股H股股份，扣除本年度公平值虧損2,366,500,000港元後，於二零一六年十二月三十一日分類為通過其他全面收益以反映公平值計量之金融資產之上市股本投資賬面值為4,559,700,000港元。



SECURITIES INVESTMENTS (Cont'd)

Listed Investments Held-for-trading and Treasury Products

As at 31st December, 2015, the carrying amount of the listed investments held-for-trading and treasury products was HK\$11,433.5 million. During the Year, the portfolio was increased by a net purchase of HK\$3,645.6 million. After deducting the fair value loss of HK\$126.2 million for the Year, the listed investments held-for-trading and treasury products portfolio of the Group became HK\$14,952.9 million as at 31st December, 2016, which formed part of the Group's cash management activities. As at 31st December, 2016, entire portfolio comprised bonds (of which issued by financial institutions of 41.0%, PRC-based real estate companies of 29.6% and other industries of 29.4%). They are denominated in different currencies with 95.9% in United States dollar ("US\$"), 1.9% in Euro ("EUR"), 1.5% in Singapore dollar ("SGD") and 0.7% in Pound Sterling ("GBP"). The bonds denominated in US\$ carry at fixed rate range from 3.50% to 13.25% per annum of which notional amount of US\$1,603,786,000 are callable, the bonds denominated in EUR carry at fixed rate range from 4.50% to 12.50% per annum of which notional amount of EUR28,600,000 are callable, the bonds denominated in SGD carry at fixed rate range from 5.75% to 5.90% per annum are callable and the bonds denominated in GBP carry at fixed rate range from 7.00% to 14.00% per annum are callable.

As at 31st December, 2016, the portfolio of listed securities investments and treasury products of HK\$19,512.6 million (2015: HK\$11,433.5 million) comprised (a) bonds (financial assets measured at FVTPL) of HK\$14,952.9 million (2015: listed equity securities (investments held-for-trading) of HK\$364.2 million and bonds (financial assets designated as at fair value through profit or loss) of HK\$11,069.3 million); and (b) listed equity investment (financial assets measured at FVTOCI) of HK\$4,559.7 million (2015: nil), representing 42.6% of total assets.

Unlisted Securities Investments

The Group had committed to make a capital contribution of US\$100.0 million (equivalent to approximately HK\$775.5 million) in an exempted limited partnership formed under the Exempted Limited Partnership Law (Revised) of the Cayman Islands. As at 31st December, 2016, the Group has contributed US\$83.8 million (equivalent to approximately HK\$649.8 million) (net of recallable distribution) less received distribution of US\$1.0 million (equivalent to approximately HK\$8.1 million), which was included in financial assets measured at FVTOCI, after adjustment for remeasurement upon early adopted HKFRS 9 (2014) and fair value gain for the Year totaling net loss of HK\$57.2 million was recognised in financial assets measured at FVTOCI reserve, the carrying amount was HK\$584.5 million, representing 1.3% of total assets.

證券投資 (續)

持作買賣之上市投資及財資產品

於二零一五年十二月三十一日，持作買賣之上市投資及財資產品賬面值為11,433,500,000港元。於本年度，該組合已就購入淨額增加3,645,600,000港元。扣除本年度公平值虧損126,200,000港元後，本集團於二零一六年十二月三十一日持作買賣之上市投資及財資產品組合為14,952,900,000港元，該組合為本集團資金管理活動之一部分。於二零一六年十二月三十一日，該組合全為債券（其中41.0%由財務機構發行、29.6%由中國房地產公司發行及29.4%由其他行業之公司發行）。該等債券以美元（「美元」）（95.9%）、歐元（「歐元」）（1.9%）、新加坡元（「新加坡元」）（1.5%）及英鎊（「英鎊」）（0.7%）之不同貨幣計值。以美元計值之債券固定年利率為3.50厘至13.25厘，其中名義金額為1,603,786,000美元之債券為可贖回，以歐元計值之債券固定年利率為4.50厘至12.50厘，其中名義金額為28,600,000歐元之債券為可贖回，以新加坡元計值之債券固定年利率為5.75厘至5.90厘為可贖回及以英鎊計值之債券固定年利率為7.00厘至14.00厘為可贖回。

於二零一六年十二月三十一日，上市證券投資及財資產品組合19,512,600,000港元（二零一五年：11,433,500,000港元）中包括(a)債券（通過損益以反映公平值計量之金融資產）14,952,900,000港元（二零一五年：上市股本證券（持作買賣之投資）364,200,000港元及債券（指定為通過損益以反映公平值之金融資產）11,069,300,000港元）；及(b)上市股本投資（通過其他全面收益以反映公平值計量之金融資產）4,559,700,000港元（二零一五年：無），佔資產總額42.6%。

非上市證券投資

本集團就一間按開曼群島獲豁免有限合夥企業法（經修訂）成立之獲豁免有限合夥企業承諾作出100,000,000美元（相當於約775,500,000港元）之資本注資。於二零一六年十二月三十一日，本集團已注資83,800,000美元（相當於約649,800,000港元）（扣除可召回之分派後）減收到分派1,000,000美元（相當於約8,100,000港元），已包括在通過其他全面收益以反映公平值計量之金融資產內，經調整提早採納香港財務報告準則第9號（2014年）之重新計量及本年度公平值收益合共為虧損淨額57,200,000港元並於通過其他全面收益以反映公平值計量之金融資產儲備內確認後，賬面值為584,500,000港元，佔資產總額1.3%。

RISK MANAGEMENT

The Group has established adequate risk management procedures that enable it to identify, measure, monitor and control various types of risk it faces. This is supplemented by active management involvement, effective internal controls and adequate internal audit in the best interests of the Group.

EQUITY

The number of issued ordinary shares as at 31st December, 2016 and 2015 were 1,907,619,079.

DEBT AND GEARING

As at 31st December, 2016, the Group's bank and other borrowings amounted to HK\$14,591.4 million (2015: HK\$14,531.8 million (excluding bank borrowing presented as liabilities directly associated with assets classified as held for sale)). Cash and bank balances amounted to HK\$1,070.5 million (2015: HK\$2,849.8 million (excluding cash and bank balances presented as assets classified as held for sale)), pledged deposits amounted to HK\$943.7 million (2015: HK\$202.8 million (excluding pledged deposits presented as assets classified as held for sale)) and net borrowings amounted to HK\$12,577.2 million (2015: HK\$11,479.2 million).

Total debt to equity ratio was 48.8% (2015: 36.0%) and net debt to equity ratio was 42.1% (2015: 28.5%), which are expressed as a percentage of total borrowings, and net borrowings, respectively, over the total equity of HK\$29,899.9 million (2015: HK\$40,325.4 million). The increase in the total debt to equity ratio and the net debt to equity ratio were mainly due to a decrease in equity as a result of payments of dividends and fair value loss on listed equity investment included in financial assets measured at FVTOCI reserve.

If the listed securities investments and treasury products of HK\$19,512.6 million (2015: HK\$11,433.5 million) are included, there would be a net cash position of HK\$6,935.4 million (2015: net debt of HK\$45.7 million and net debt to equity ratio of 0.1%).

風險管理

本集團設有一套完善的風險管理程序，以識別、衡量、監察及控制其面對的各種風險，同時輔以積極管理、有效的內部監控及足夠的內部審核，以保障本集團的最佳利益。

股本

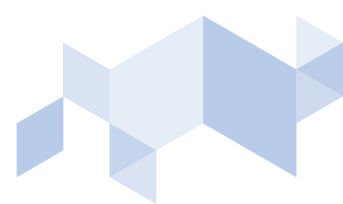
於二零一六年及二零一五年十二月三十一日的已發行普通股數目為1,907,619,079股。

債務及資本與負債比率

於二零一六年十二月三十一日，本集團之銀行及其他借貸為14,591,400,000港元（二零一五年：14,531,800,000港元（不包括呈列於與列為持作出售之資產直接相關之負債中之銀行借貸））。現金及銀行結餘為1,070,500,000港元（二零一五年：2,849,800,000港元（不包括呈列於列為持作出售之資產中之現金及銀行結餘）），抵押存款為943,700,000港元（二零一五年：202,800,000港元（不包括呈列於列為持作出售之資產中之抵押存款）），而借貸淨額為12,577,200,000港元（二零一五年：11,479,200,000港元）。

債務總額與股本權益比率為48.8%（二零一五年：36.0%），而債務淨額與股本權益比率為42.1%（二零一五年：28.5%），乃分別將借貸總額及借貸淨額除以股本權益總額29,899,900,000港元（二零一五年：40,325,400,000港元）得出之百分比。債務總額與股本權益比率及債務淨額與股本權益比率增加主要由於派付股息及上市股本投資之公平值虧損（已包括在通過其他全面收益以反映公平值計量之金融資產之儲備內）以致股本權益減少所致。

如計入上市證券投資及財資產品19,512,600,000港元（二零一五年：11,433,500,000港元），則狀況將會為現金淨額6,935,400,000港元（二零一五年：債務淨額45,700,000港元及債務淨額與股本權益比率為0.1%）。



DEBT AND GEARING (Cont'd)

As at 31st December, 2016, the Group's bank and other borrowings of HK\$14,591.4 million, 74.0%, 8.8%, 8.6% and 8.6% were repayable within 1 year, 1 to 2 years, 2 to 5 years and over 5 years respectively. Of which the Group's bank and other borrowings were denominated in HK\$ (21.1%), US\$ (53.7%), GBP (22.7%), SGD (1.4%) and EUR (1.1%). HK\$, US\$, SGD and EUR securities investments were hedged by HK\$, US\$, SGD and EUR borrowings. The Group's bank borrowings in HK\$ and other borrowings were carried at interest rates calculated mainly with reference to Hong Kong Interbank Offered Rate and cost of funds; bank borrowings in GBP were carried at interest rates calculated with reference to London Interbank Offered Rate. As at 31st December, 2016, all the Group's borrowings were on floating rate basis. No hedging for interest rate is subsisted at the end of the reporting period.

PLEDGE OF ASSETS

As at 31st December, 2016, the Group had pledged the following assets with their respective carrying amounts:

- (a) The Group's investment properties of HK\$10,231.4 million, stock of properties of HK\$858.4 million and bank deposits of HK\$77.3 million (2015: investment properties of HK\$26,527.8 million (including investment properties presented as assets classified as held for sale), properties of HK\$505.5 million (presented as assets classified as held for sale), stock of properties of HK\$958.0 million and bank deposits of HK\$253.4 million (including bank deposits presented as assets classified as held for sale)) were pledged to the Group's bankers to secure general banking and loan facilities granted to the Group.
- (b) The Group's bonds and listed equity investment at FVTOCI with carrying amounts of HK\$18,713.3 million (2015: investments held-for-trading and bonds of HK\$11,433.5 million) and cash deposits of HK\$866.4 million (2015: HK\$8.6 million) were pledged to the Group's financial institutions to secure margin and securities facilities granted to the Group in respect of securities transactions, of which HK\$9,893.3 million (2015: HK\$5,389.8 million) was utilised as at 31st December, 2016 as borrowings due within one year.
- (c) Interests in certain subsidiaries of the Company have been pledged as part of the security to secure certain bank borrowings granted to the Group.

債務及資本與負債比率 (續)

於二零一六年十二月三十一日，本集團之銀行及其他借貸14,591,400,000港元中，74.0%、8.8%、8.6%及8.6%須分別於一年內、一年至兩年內、兩年至五年內及五年後償還。於本集團之銀行及其他借貸中，以港元(21.1%)、美元(53.7%)、英鎊(22.7%)、新加坡元(1.4%)及歐元(1.1%)計值。港元、美元、新加坡元及歐元之證券投資以港元、美元、新加坡元及歐元借貸對沖。本集團之港元之銀行借貸及其他借貸主要參照香港銀行同業拆息及資金成本計算利率；而英鎊之銀行借貸參照倫敦銀行同業拆息計算利率。於二零一六年十二月三十一日，本集團所有借貸均為浮息借貸。於報告期末並無就利率作出對沖。

資產抵押

於二零一六年十二月三十一日，本集團已抵押以下資產連同其相關之賬面值：

- (a) 就本集團獲授之一般銀行及貸款融資，本集團之投資物業10,231,400,000港元、物業存貨858,400,000港元及銀行存款77,300,000港元(二零一五年：投資物業26,527,800,000港元(包括呈列於列為持作出售之資產中之投資物業)、物業505,500,000港元(呈列於列為持作出售之資產)、物業存貨958,000,000港元及銀行存款253,400,000港元(包括呈列於列為持作出售之資產中之銀行存款))已抵押予本集團之往來銀行。
- (b) 就本集團有關證券交易獲授之保證金及證券融資，本集團之債券及通過其他全面收益以反映公平值之上市股本投資之賬面值18,713,300,000港元(二零一五年：持作買賣之投資及債券11,433,500,000港元)及現金存款866,400,000港元(二零一五年：8,600,000港元)已抵押予本集團之財務機構。而本集團於二零一六年十二月三十一日已動用於一年內到期之借貸9,893,300,000港元(二零一五年：5,389,800,000港元)。
- (c) 本公司若干附屬公司之權益已質押為本集團獲授若干銀行借貸之部分抵押品。

FINANCIAL AND INTEREST INCOME/ EXPENSES

Interest income was included in revenue, other income and investment income. Interest income for the Year was HK\$2,766.6 million, representing an increase of 260.9% over last year of HK\$766.5 million.

Finance costs included interest expenses on bank loans and other loans; exchange difference on translation of foreign currency loans; and arrangement fee and facility and commitment fee expenses. Interest expenses for the Year amounted to HK\$227.5 million, representing a decrease of 21.6% over last year of HK\$290.0 million. Interest capitalised for the Year was HK\$2.5 million as compared to HK\$68.3 million for last year. The decrease in interest expenses and interest capitalised were mainly due to decrease in interest rates and decrease in bank loans following certain disposals of subsidiaries during the Year and the year 2015. The average interest rate over the year under review was 1.52% (2015: 2.39%), which was expressed as a percentage of total interest paid over the average total borrowings.

REMUNERATION POLICIES, SHARE OPTION SCHEME AND SHARE AWARD SCHEME

As at 31st December, 2016, the Group employed a total of 552 staff (2015: 582 staff) in Hong Kong including about 257 staff (2015: 269 staff) employed under the estate management company in Hong Kong and 4 staff (2015: 4 staff) in the offices in Mainland China.

Employees were remunerated on the basis of their performance, experience and prevailing industry practice. Remuneration packages comprised salary and year-end discretionary bonus based on market conditions and individual performance. The executive directors of the Company continued to review employees' contributions and to provide them with necessary incentives and flexibility for their better commitment and performance. No share option scheme was adopted during the Year.

The Company had adopted a share award scheme ("Share Award Scheme") in 2009. The Share Award Scheme is to recognise and reward certain employees for their contributions to the Group and to give long-term incentives for retaining them for the continued operations and development of the Group. Details of the Share Award Scheme were set out in the Company's circular dated 23rd December, 2008. No share was granted under the Share Award Scheme during the Year.

財務及利息收入／開支

收入、其他收入及投資收入包括利息收入。本年度之利息收入為2,766,600,000港元，較去年之766,500,000港元增加260.9%。

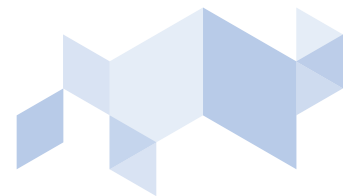
財務費用包括銀行貸款及其他貸款之利息開支；外幣貸款所產生之匯兌差額；以及安排費用與信貸及承擔費用開支。本年度之利息開支為227,500,000港元，較去年之290,000,000港元減少21.6%。本年度之資本化利息為2,500,000港元，而去年則為68,300,000港元。利息開支及資本化利息減少主要由於利率下降及隨著本年度及二零一五年出售若干附屬公司後以致銀行貸款減少。於回顧年內之平均利率為1.52%（二零一五年：2.39%），乃以利息支付總額除以平均借貸總額得出之百分比。

酬金政策、購股權計劃及股份獎勵計劃

於二零一六年十二月三十一日，本集團於香港共有僱員552人（二零一五年：582人），包括受僱於香港之物業管理公司之員工約257人（二零一五年：269人）及位於中國大陸辦事處之僱員4人（二零一五年：4人）。

僱員薪金乃根據其表現、經驗及目前業內慣例釐定。酬金包括薪金以及按市況及個人表現釐定之年終酌情花紅。本公司之執行董事持續檢討僱員之貢獻及向彼等提供所需之獎勵及彈性，使其更投入工作及有更佳表現。本年度並無採納購股權計劃。

本公司於二零零九年採納股份獎勵計劃（「股份獎勵計劃」）。該股份獎勵計劃旨在向為本集團作出貢獻之若干僱員給予肯定及回報，並作為吸引其留效本集團，繼續為本集團之持續營運及發展而努力之長期獎勵。有關股份獎勵計劃之詳情已刊載於本公司日期為二零零八年十二月二十三日之通函。本年度並無就該股份獎勵計劃授出任何股份。



MAINLAND CHINA AND UNITED KINGDOM

Profit contribution from the Group's investment in Mainland China (mainly included in gross profit, fair value changes on investment properties, gain on disposal of a subsidiary, share of results of associates and taxation) for the Year amounted to HK\$566.4 million (2015: HK\$1,340.6 million also included gain on disposals of subsidiaries and share of associate's gain on disposal of subsidiaries (net of tax)). Renminbi exchange loss of foreign operations included in other comprehensive expenses for the Year amounted to HK\$28.1 million (2015: HK\$121.6 million (included exchange loss related to subsidiaries and associates disposed of HK\$70.1 million)). The Group's net investment in Mainland China as at 31st December, 2016 amounted to HK\$749.5 million (2015: HK\$1,772.9 million) representing 2.5% of the Group's total equity.

The Group acquired two more investment properties in the United Kingdom in April and May 2016. As at 31st December, 2016, the Group's investment properties in the United Kingdom with carrying amount of GBP690.7 million (equivalent to approximately HK\$6,586.0 million) (2015: GBP351.5 million (equivalent to approximately HK\$4,037.1 million)) contributed a net profit of HK\$507.6 million (2015: net loss of HK\$392.7 million) to the Group for the Year, the profit mainly included in gross profit and fair value changes on investment properties. GBP exchange loss of foreign operations included in other comprehensive expenses for the Year amounted to HK\$554.0 million (2015: HK\$72.8 million). As at 31st December, 2016, the Group's net investment in the United Kingdom amounted to HK\$3,609.2 million (2015: HK\$1,613.1 million) representing 12.1% of the Group's total equity.

LISTED SUBSIDIARY

The Group did not own any listed subsidiary at the end of the reporting period.

中國大陸及英國

本集團於中國大陸之投資為本年度帶來溢利（主要包括毛利、投資物業之公平值變動、出售一間附屬公司之收益、攤佔聯營公司業績及稅項）566,400,000港元（二零一五年：1,340,600,000港元亦包括出售附屬公司之收益及攤佔聯營公司有關出售附屬公司之收益（除稅後））。境外業務之人民幣匯兌虧損已計入本年度之其他全面支出為28,100,000港元（二零一五年：121,600,000港元，當中包括有關已出售之附屬公司及聯營公司之匯兌虧損70,100,000港元）。於二零一六年十二月三十一日本集團於中國大陸之投資淨額為749,500,000港元（二零一五年：1,772,900,000港元），佔本集團股本權益總額2.5%。

本集團於二零一六年四月及五月購入兩幢位於英國之投資物業。本集團位於英國之投資物業於二零一六年十二月三十一日之賬面值為690,700,000英鎊（相當於約6,586,000,000港元）（二零一五年：351,500,000英鎊（相當於約4,037,100,000港元））並為本集團於本年度帶來溢利淨額507,600,000港元（二零一五年：虧損淨額為392,700,000港元），而該溢利主要包括毛利及投資物業之公平值變動收益。境外業務之英鎊匯兌虧損已計入本年度之其他全面支出為554,000,000港元（二零一五年：72,800,000港元）。於二零一六年十二月三十一日，本集團於英國之投資淨額為3,609,200,000港元（二零一五年：1,613,100,000港元），佔本集團股本權益總額約12.1%。

上市附屬公司

於報告期末，本集團並無持有任何上市附屬公司。



PROPERTY VALUATION

Property valuations in respect of the Group's investment properties in Hong Kong and Mainland China have been carried out by B.I. Appraisals as at 31st December, 2016 (2015: B.I. Appraisals and Vigers Appraisal and Consulting Limited), independent qualified professional valuer. For the investment properties in the United Kingdom, the valuations as at 31st December, 2016 and 2015 were carried out by Peak Vision Appraisals, another independent qualified professional valuer. Their valuations were based on investment method and/or direct comparison method as the valuation methodologies and were used in preparing 2016 final results.

The Group's investment properties were valued at HK\$12,887.3 million (2015: HK\$30,598.9 million (including those presented as assets classified as held for sale)), a 6.3% increase over 2015 after adjusted for the additions, disposals and exchange adjustments of investment properties during the Year. The increase in fair value of HK\$139.2 million was recognised in the consolidated statement of comprehensive income for the Year. The Group also shared an increase in fair value of investment properties of associates of HK\$96.5 million (adjusted deferred tax credit of HK\$0.9 million) for the Year.

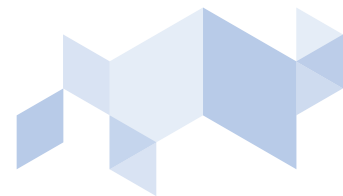
The increase in fair value of HK\$139.2 million was mainly derived from Harcourt House, while in 2015 it was mainly derived from MassMutual Tower (now known as China Evergrande Centre) and Harcourt House. The fair value change is a non-cash item and will not affect the cash flow of the Group.

物業估值

於二零一六年十二月三十一日，本集團位於香港及中國大陸之投資物業由獨立合資格專業估值師保柏國際評估（二零一五年：保柏國際評估及威格斯資產評估顧問有限公司）進行物業估值。至於位於英國之投資物業，由另一獨立合資格專業估值師漂鋒評估於二零一六年及二零一五年十二月三十一日進行物業估值。所有評估皆採納投資法及／或直接比較法作為估值方法，並已用於編製二零一六年全年業績。

本集團投資物業之估值為12,887,300,000港元（二零一五年：30,598,900,000港元（包括呈列於列為持作出售之資產中之投資物業）），經作出本年度調整投資物業之添置、出售及匯兌調整後，較二零一五年增加6.3%。於本年度公平值增加139,200,000港元已計入綜合全面收益報表內。本集團亦攤佔本年度聯營公司投資物業之公平值增加96,500,000港元（已調整遞延稅項撥回900,000港元）。

公平值增加139,200,000港元乃主要來自夏慤大廈，而二零一五年則主要來自美國萬通大廈（現稱為中國恆大中心）及夏慤大廈。公平值變動乃非現金項目，對本集團現金流量並無構成影響。



CORPORATE GOVERNANCE PRACTICES

The board of directors (the “Directors” or the “Board”) and management of the Company (together with its subsidiaries, the “Group”) are committed to principles of good corporate governance so as to safeguard the interests of shareholders and enhance value to the shareholders.

Throughout the year ended 31st December, 2016 (the “Year”), the Company had applied the principles and complied with substantial code provisions (the “Code Provisions”) and certain recommended best practices set out in the Corporate Governance Code (the “Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”).

THE BOARD

Board Composition

During the Year, the Board comprised three Executive Directors (“ED(s)”), two Non-executive Directors (“NED(s)”) and three Independent Non-executive Directors (“INED(s)”), with INEDs representing more than one-third of the Board. Names of each member of the Board are set out in this Corporate Governance Report. Changes of the composition of the Board subsequent to the Year are set out in the Directors’ Report of this annual report.

During the Year, Mr. Lau, Ming-wai acted as the Chairman of the Board (the “Chairman”) and Ms. Chan, Sze-wan acted as the Chief Executive Officer (“CEO”). The roles of the Chairman and the CEO are separated and their respective roles and responsibilities were set out in writing.

“List of Directors and their Role and Function” has been maintained at the websites of the Company and the Stock Exchange. The Directors’ biographies and the relationship among the Board members, if any, are set out in the Profiles of Directors of this annual report and available on the Company’s website. Save as disclosed in such profiles, there is no financial, business, family or other material/relevant relationship among the Directors.

企業管治常規

本公司（連同其附屬公司，「本集團」）董事會（「董事」或「董事會」）及管理層堅守良好的企業管治原則，以保障股東權益及為股東帶來更佳回報。

截至二零一六年十二月三十一日止年度（「本年度」）全年，本公司已應用香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四《企業管治守則》（「常規守則」）之原則及遵守其絕大部份守則條文（「守則條文」）及若干建議最佳常規。

董事會

董事會之組成

於本年度，董事會由三名執行董事（「執行董事」）、兩名非執行董事（「非執行董事」）及三名獨立非執行董事（「獨立非執行董事」）組成，而獨立非執行董事之人數佔董事會多於三分之一。董事會各成員之姓名載列於本企業管治報告書內。於本年度後董事會組成之變動載於本年報董事會報告書內。

於本年度，劉鳴煒先生出任董事會主席（「主席」），而陳詩韻女士出任行政總裁（「行政總裁」）。主席及行政總裁之角色分立，而其各自之角色及職責以書面列載。

「董事名單與其角色及職能」已載於本公司及聯交所網站。董事之簡介及董事會成員之間的關係（如有）載於本年報董事簡介內，並登載於本公司網站。除於該簡介內所披露外，董事之間並無財務、業務、家族或其他重大／相關關係。



THE BOARD (Cont'd)

Responsibilities of Directors

The NEDs and INEDs with diversified expertise, skills and experience play an important role on formulating strategy and ensuring that the Board maintains high standards of corporate governance as well as taking the lead where potential conflict of interests arises. The Board has received from each INED a written annual confirmation of his/her independence and satisfied that the independence of INEDs up to the date of this annual report is in accordance with the Listing Rules.

On monthly basis, senior management provides the Directors with operational and financial reports of the Group's performance, position and prospects. All Directors are kept informed of and duly briefed of major changes and information that may affect the Group's businesses in a timely manner.

Directors could have recourse to seek independent professional advice in performing their duties at the Company's expense and are encouraged to access and consult with the Company's senior management or the company secretary (the "Company Secretary") independently.

Retirement by Rotation and Specific Term of Office

The Company's Bye-laws provides that no Director (save for the executive chairman and any managing director) shall hold office for a continuous period in excess of three years, or past the third annual general meeting, following the Directors' appointment or re-election, whichever is longer, without submitting himself/herself for re-election by the shareholders at the annual general meetings. Accordingly, Directors shall retire by rotation at least once every three years and a specific term of office has been fixed for appointment of Directors. During the Year, there was no executive chairman or managing director in the Board.

董事會 (續)

董事之責任

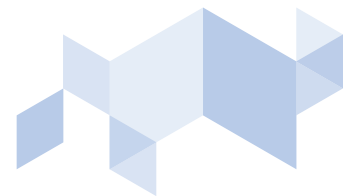
擁有不同專門知識、技能及經驗之非執行董事及獨立非執行董事在擬定策略及確保董事會維持高水平企業管治方面擔當重要角色，亦能於出現潛在利益衝突時起牽頭作用。董事會已接獲各獨立非執行董事確認彼等獨立性之年度確認書，並滿意截至本年報日期止彼等之獨立性乃符合上市規則。

高級管理層就本集團之表現、狀況及展望每月向董事提呈營運及財務報告。本集團會及時地向所有董事匯報並簡報任何有可能影響本集團業務之重大轉變及資料。

董事可為履行職責而尋求獨立專業意見，費用由本公司支付，而本公司亦鼓勵董事獨立接觸並諮詢本公司之高級管理層或公司秘書（「公司秘書」）。

輪席告退及特定任期

本公司之公司細則規定董事（除執行主席及任何董事總經理外）不得在未於股東週年大會上獲得股東重選之情況下，持續出任董事職位超過三年，或於獲委任或重選連任後出任董事職位超逾三次股東週年大會，兩者以較長期間為準。據此，董事須最少每三年輪席告退一次，並就董事之委任制定了特定任期。於本年度，董事會並沒有執行主席或董事總經理。



THE BOARD (Cont'd)

Board Meetings

The Board met regularly throughout the Year to discuss the overall strategy, the operational and financial performance of the Group. Four regular Board meetings and four ad hoc Board meetings were held during the Year. Advance notices of not less than fourteen days were served upon each Director for regular Board meetings. All accompanying Board papers were sent to the Directors in a timely manner and at least three days before the meetings (or such other period as agreed). Adequate explanation and information were given to the Directors by the management to facilitate the Directors in decision-making. Each Director has to declare his/her interest and abstain from voting on any Board resolution in which he/she or any of his/her associate has a material interest in accordance with the Bye-laws of the Company and the Listing Rules.

The agenda of each Board meeting is set by the Chairman in consultation with members of the Board such that they are given an opportunity to include agenda items. Draft and executed Board minutes were sent in good time to all Directors for their comments and records. Minutes of the Board meetings recorded in sufficient details were kept by the Company Secretary.

Board and Management Functions

The functions reserved to the Board are basically provided in the Bye-laws of the Company and the Board from time to time delegates certain functions to senior management whenever required. In short, the Board has reserved for its decision on matters relating to the Group's strategy, major acquisitions and disposals, major capital expenditure, annual and interim results, Directors' appointment and other significant financial and operational issues.

On top of daily business operation, senior management is responsible for the preparation of annual and interim consolidated financial statements for the Board's approval, execution of business strategies and initiatives adopted by the Board, implementation of adequate system of internal control and sound risk management practices and is required to report to the Board and obtain its prior approval on important matters at all times. Notwithstanding the delegation, the Directors acknowledge that it is the responsibility of the Board for preparing the financial statements, which give a true and fair view of the financial results of the Group.

董事會 (續)

董事會會議

董事會於本年度內定期開會商討本集團整體策略、營運及財務表現。本公司於本年度舉行四次定期董事會會議及四次特別董事會會議。舉行定期董事會會議前已向各董事發出最少十四日之通告。所有相關會議文件均已於會議舉行前最少三日（或其他協定之期間）及時送呈各董事。管理層向董事提交充足解釋及資料，以便董事作出決策。各董事須根據本公司之公司細則及上市規則，於其或其任何聯繫人擁有重大權益之任何董事會決議案，申報其權益並放棄投票。

為給予董事會成員擬定董事會會議商討事項之機會，董事會會議之議程會於主席諮詢董事會成員後訂定。董事會會議記錄之初稿及定稿已盡早送呈各董事，以供彼等提供意見及存檔。公司秘書負責保存載有詳盡細節之董事會會議記錄。

董事會及管理層職能

本公司之公司細則基本上已訂明董事會之職能，董事會會按需要不時將若干職能委以高級管理層。簡而言之，董事會在有關本集團策略、主要收購及出售、重大資本開支、年度及中期業績、董事之委任及其他重大財務及營運事宜上保留決策權。

除日常業務營運外，高級管理層亦負責編製年度及中期綜合財務報表供董事會批准、執行董事會採納之業務策略及措施、履行妥善之內部監控系統及穩健之風險管理程序，並在任何情況下須就重大事項向董事會匯報和取得其事先批准。儘管作出委託，董事確認編製真實且公平地反映本集團財務業績之財務報表乃董事會之責任。

THE BOARD (Cont'd)

Directors' Training and Support

The Company encourages its Directors to possess up-to-date knowledge in order to discharge their duties. Information regarding major changes in Hong Kong Accounting Standards and Listing Rules as well as other laws/rules/regulations had been provided to the Directors.

During the Year, the Company has arranged a training session for the Directors regarding "environmental, social and governance" and "update of corporate governance rules and risk management". The training was delivered by a professional consultancy firm at the expense of the Company. On the other hand, Directors had provided records of the trainings they received to the Company. The Board considered the trainings attended by the Directors are sufficient to discharge their duties. A summary of the trainings attended by the Directors during the Year is as follows:-

董事會 (續)

董事培訓及支援

本公司鼓勵各董事時刻掌握最新知識以履行其職責。有關香港會計準則及上市規則以及其他法律／條例／規則重大變更之資料已提供予各董事。

於本年度，本公司為董事安排了一次培訓，內容有關「環境、社會及管治」以及「企業管治規則及風險管理之最新情況」。該培訓由專業顧問公司負責講解，費用由本公司支付。另一方面，董事已向本公司提供其培訓記錄。董事會認為董事所參與之培訓足以讓彼等履行其職責。董事於本年度內所參與之培訓摘要如下：—

Training Matters 培訓事項					
Name of Directors	董事姓名	Corporate Governance 企業管治	Regulatory 監管規定	Accounting/ Tax/Finance 會計/ 稅務/財務	Business/ Economic/ Strategic Management 商業/經濟/ 策略管理
Executive Directors 執行董事					
Ms. Chan, Sze-wan (CEO)	陳詩韻女士 (行政總裁)	a & b	b	—	—
Ms. Chan, Lok-wan	陳諾韻女士	a	—	—	—
Mr. Lam, Kwong-wai	林光蔚先生	a & b	a & b	a & b	b
Non-executive Directors 非執行董事					
Mr. Lau, Ming-wai (Chairman)	劉鳴煒先生 (主席)	b	b	—	—
Ms. Amy Lau, Yuk-wai	劉玉慧女士	a & b	b	—	—
Independent Non-executive Directors 獨立非執行董事					
Mr. Chan, Kwok-wai	陳國偉先生	a & b	a & b	a & b	a & b
Ms. Phillis Loh, Lai-ping	羅麗萍女士	a & b	a & b	—	b
Mr. Ma, Tsz-chun	馬時俊先生	a & b	b	b	a

Notes:-

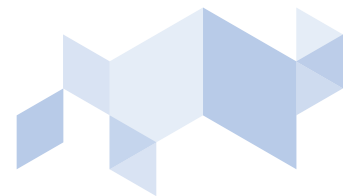
Training Method

- a: attending training session/seminar/conference
b: self-reading

附註：—

培訓方式

- a: 參與培訓課程/研討會/會議
b: 自行閱讀



BOARD COMMITTEES

The Board has established Audit Committee, Remuneration Committee and Nomination Committee (collectively, the “Board Committees”) with clear written terms of reference which are of no less exacting terms than those set out in the Code. Details of the respective committee’s terms of reference are available at the Company’s and the Stock Exchange’s websites. All the INEDs of the Company, i.e. Mr. Chan, Kwok-wai, Ms. Phillis Loh, Lai-ping and Mr. Ma, Tsz-chun are members of the Board Committees with Mr. Chan, Kwok-wai acts as chairman of the Audit Committee and the Remuneration Committee while Ms. Phillis Loh, Lai-ping acts as chairman of the Nomination Committee. The members of Audit Committee possess appropriate professional qualifications, accounting or related financial management expertise, which is higher than the Listing Rules’ requirement.

All accompanying meeting papers were sent to the members in a timely manner and at least three days before the meetings (or such other period as agreed). Draft and executed minutes of the meetings were sent in good time to all members for their comments and records. Minutes of the meetings recorded in sufficient details were kept by the Company Secretary. Professional advice and sufficient resources would be given whenever necessary to allow the Board Committees to discharge their duties.

Audit Committee

Role and Function

The Audit Committee is responsible for reviewing the Group’s corporate governance, financial reporting, risk management and internal control. It plays an advisory role and makes relevant recommendations to the Board.

Meetings

The Audit Committee held four meetings during the Year, with the presence of the representative(s) of the Group’s internal audit department (the “Internal Audit Department”) in those meetings involving discussion on internal audit reports prepared by Internal Audit Department. Senior management was co-opted to join the meetings of the Audit Committee to explain the financial and business conditions of the Group to the committee members from time to time.

董事會轄下委員會

董事會成立了審核委員會、薪酬委員會及提名委員會（統稱「董事會轄下委員會」），委員會清晰的書面職權範圍之條款不遜於常規守則所載。各委員會之職權範圍詳情可於本公司及聯交所網站瀏覽。本公司之全體獨立非執行董事，即陳國偉先生、羅麗萍女士及馬時俊先生，均為董事會轄下委員會成員，其中陳國偉先生出任審核委員會及薪酬委員會主席；而羅麗萍女士出任提名委員會主席。審核委員會成員具備適當的專業資格、會計或相關財務管理專業知識，較上市規則之要求為高。

所有相關會議文件均已於會議舉行前最少三日（或其他協定之期間）及時送呈各成員。會議記錄之初稿及定稿亦已盡早送呈各成員以供彼等提供意見及存檔。公司秘書負責保存載有詳盡細節之會議記錄。本公司於需要時會向董事會轄下委員會提供專業意見及充足資源，以讓其履行職責。

審核委員會

角色及職能

審核委員會負責審閱／檢討本集團之企業管治、財務匯報、風險管理及內部監控。審核委員會擔任顧問角色，並向董事會提供相關建議。

會議

審核委員會於本年度舉行四次會議，本集團內部審核部（「內部審核部」）之代表亦有出席有關討論由內部審核部準備之內部審核報告之會議。高級管理層亦不時獲邀出席審核委員會會議，向委員會成員解釋本集團之財務及業務狀況。

BOARD COMMITTEES (Cont'd)

Audit Committee (Cont'd)

Works Performed

The works performed by the Audit Committee in the Year are summarised below:-

- | | |
|--|---|
| <p>(1) reviewed the Group's final and interim results and draft consolidated financial statements for the year ended 31st December, 2015 and for the six months ended 30th June, 2016 respectively before recommending them to the Board for approval, with the presence of the Company's external auditors (the "Independent Auditors") in the meeting reviewing final results;</p> | <p>(1) 在建議給董事會批准前，先分別審閱本集團截至二零一五年十二月三十一日止年度及截至二零一六年六月三十日止六個月之全年及中期業績及綜合財務報表之初稿，本公司之外聘核數師（「獨立核數師」）亦有出席有關審閱全年業績之會議；</p> |
| <p>(2) reviewed the overall performance including the performance of investment properties and development properties of the Group;</p> | <p>(2) 審閱本集團之整體表現，包括投資物業及發展物業之表現；</p> |
| <p>(3) reviewed the accounting principles and practices adopted by the Group and the requirements of the Listing Rules and statutory compliance;</p> | <p>(3) 審閱本集團所採納之會計原則與常規及上市規則及法規規定之遵守情況；</p> |
| <p>(4) recommended to the Board the re-appointment of the Independent Auditors for shareholders' approval;</p> | <p>(4) 向董事會提出重新委任獨立核數師之建議供股東批准；</p> |
| <p>(5) reviewed the Group's internal control, risk management, financial reporting and auditing matters;</p> | <p>(5) 審閱本集團之內部監控、風險管理、財務匯報及核數之事宜；</p> |
| <p>(6) reviewed and discussed significant audit findings in a meeting with the presence of Independent Auditors;</p> | <p>(6) 於獨立核數師在場之會議中審閱及討論重大核數結果；</p> |
| <p>(7) prepared and submitted to the Board an audit committee report detailing the works performed by the Audit Committee during 2015, presented its findings and made recommendations for consideration by the Board;</p> | <p>(7) 編製並向董事會呈交審核委員會報告，當中詳列審核委員會於二零一五年度已履行之工作，以及匯報其報告結果及向董事會提供建議以作考慮；</p> |
| <p>(8) carried out annual review on the continuing connected transactions of the Group;</p> | <p>(8) 對本集團之持續關連交易進行年度檢討；</p> |
| <p>(9) reviewed the adequacy of resources, qualifications and experience of staff of the Group's accounting, financial reporting and internal audit functions, and their training programmes and budget;</p> | <p>(9) 審閱本集團在會計、財務匯報及內部審核職能之資源、員工資歷及經驗是否足夠，以及相關員工所接受的培訓課程及有關預算是否充足；</p> |
| <p>(10) discussed with Independent Auditors the nature and scope of the annual audit and reporting obligations of the Independent Auditors for the Year; reviewed and approved the terms of engagement letters, and fees for audit and non-audit services for the Year;</p> | <p>(10) 與獨立核數師討論本年度週年核數之性質及範圍以及獨立核數師之報告責任；審閱及批准聘任書之條款，以及有關核數及非核數服務之費用；</p> |

董事會轄下委員會 (續)

審核委員會 (續)

履行之工作

審核委員會於本年度履行之工作概述如下：—



BOARD COMMITTEES (Cont'd)

Audit Committee (Cont'd)

Works Performed (Cont'd)

- (11) reviewed the arrangement for employees to raise concerns about possible improprieties in financial reporting, internal control or other related matters;
- (12) reviewed and discussed internal audit reports prepared by Internal Audit Department;
- (13) considered and approved the internal audit plan for the year 2017;
- (14) reviewed the Company's policies and practices on corporate governance and monitored the progress of compliance of the Code;
- (15) reviewed the Company's policies and practices on compliance with legal and regulatory requirements and the compliance of such policies and practices;
- (16) reviewed the code of conduct for the Directors and the compliance of such code;
- (17) reviewed the code of practice for employees;
- (18) reviewed the sufficiency of training and continuous professional development for the Directors and senior executives; and
- (19) discussed the progress of risk management exercise conducted by independent professional consultant.

In March 2017, the Audit Committee reviewed (i) the Group's final results and draft audited consolidated financial statements for the Year; (ii) the Company's compliance with the Code during the Year and disclosure in the Corporate Governance Report; (iii) the sufficiency of training and continuous professional development for Directors and senior executives for the Year; (iv) the effectiveness and adequacy of risk management and internal control systems for the Year; and (v) the effectiveness of internal audit function of the Group for the Year. The Audit Committee also made recommendation to the Board on the re-appointment of retiring Independent Auditors for shareholders' approval at the forthcoming annual general meeting.

董事會轄下委員會 (續)

審核委員會 (續)

履行之工作 (續)

- (11) 檢討僱員就財務匯報、內部監控或其他方面可能發生之不正當行為提出關注之安排；
- (12) 審閱及討論由內部審核部準備之內部審核報告；
- (13) 考慮及批准二零一七年年內之內部審核計劃；
- (14) 檢討本公司之企業管治政策及常規及監控遵從常規守則之進度；
- (15) 檢討本公司在遵守法律及監管規定方面的政策及常規及該政策及常規之遵守情況；
- (16) 檢討董事操守守則及該守則之遵守情況；
- (17) 檢討僱員常規守則；
- (18) 檢討董事及高級行政人員之培訓及持續專業發展是否足夠；及
- (19) 討論由獨立專業顧問負責之風險管理項目之進度。

於二零一七年三月，審核委員會審閱／檢討(i)本集團於本年度之全年業績及經審核綜合財務報表之初稿；(ii)本公司於本年度遵守常規守則之情況及企業管治報告書內之披露；(iii)董事及高級行政人員於本年度之培訓及持續專業發展是否足夠；(iv)風險管理及內部監控系統於本年度之有效性及是否足夠；及(v)本集團內部審核職能於本年度之有效性。審核委員會亦就重新委任退任之獨立核數師向董事會提出建議，供股東於即將舉行之股東週年大會上批准。

BOARD COMMITTEES (Cont'd)

Audit Committee (Cont'd)

Independent Auditors

In order to enhance independent reporting by Independent Auditors, the engagement director of the Independent Auditors is subject to periodical rotation, and the nature and ratio of annual fees payable to Independent Auditors for non-audit services and for audit services are subject to scrutiny by the Audit Committee. A policy of non-audit services from Independent Auditors was established. The Audit Committee considers whether there is clear efficiency and value-added benefit to the Company from that work being undertaken by the Independent Auditors; whether there is adverse effect on the independence of their audit work or the perception of such independence; the nature of the non-audit services envisaged to be provided by the Independent Auditors; and the related fee levels individually and in aggregate relative to the audit fees. In addition, a policy restricting the employment of employees or former employees of Independent Auditors as senior executives or financial positions with the Group has also been in place.

During the Year, the Independent Auditors had been engaged in providing non-audit services in relation to (i) annual review of continuing connected transaction at a fee of HK\$90,000; and (ii) a project in relation to disposal of subsidiaries at a fee of HK\$450,000. The audit fees of the Independent Auditors for auditing the consolidated financial statements of the Group for the year ended 31st December, 2016 was HK\$2,306,400. The relevant engagement letters had been reviewed and approved by the Audit Committee.

Prior to the commencement of the audit of accounts of the Group, the Audit Committee had reviewed the Independent Auditors' independence and objectivity as required under the Code of Ethics for Professional Accountants issued by the Hong Kong Institute of Certified Public Accountants, reviewed the terms of their engagement as well as the nature and scope of the audit and reporting obligations.

The Audit Committee was satisfied with the findings of their review of the engagement process, effectiveness, independence and objectivity of the Independent Auditors.

董事會轄下委員會 (續)

審核委員會 (續)

獨立核數師

為確保獨立核數師能作出獨立匯報，負責本公司核數工作的獨立核數師之參與董事將定期輪換，審核委員會亦會監管獨立核數師每年就非核數及核數服務所收之酬金性質和比例。有關獨立核數師為本公司提供非核數服務之政策已訂立。審核委員會考慮獨立核數師受聘從事之工作會否為本公司帶來明確的效益和增值作用、會否對其審核工作的獨立性或獨立形象構成負面影響、由獨立核數師提供之非核數服務之性質以及個別費用及總計費用相對於核數費用之水平。此外，本公司亦採納一套禁止聘用獨立核數師僱員或前僱員出任本集團高級行政人員或財務職位之措施。

於本年度內，獨立核數師受聘提供非核數服務，就有關(i)本公司之持續關連交易進行年度檢討，費用為90,000港元；及(ii)一項關於出售附屬公司之項目，費用為450,000港元。獨立核數師就審核本集團截至二零一六年十二月三十一日止年度之綜合財務報表之審核費用為2,306,400港元。審核委員會已審閱及批准相關之聘任書。

於審核本集團賬目前，審核委員會已根據由香港會計師公會頒布之《會計師專業操守守則》檢討獨立核數師之獨立性和客觀性、檢討其聘任條款、審核性質及範圍，以及報告責任。

審核委員會滿意其就獨立核數師之聘任程序、有效性、獨立性及客觀性所作出之檢討結果。



BOARD COMMITTEES (Cont'd)

Remuneration Committee

Role and Function

The Remuneration Committee is responsible for reviewing the remuneration policies for all Directors and senior executives. The Remuneration Committee is also responsible to review regularly and make recommendations to the Board on the remuneration package of individual EDs and senior executives as well as the remuneration of NEDs. It would consult the Chairman or the CEO on the remuneration proposals whenever it thinks fit.

The objective of remunerating the Directors and senior executives of the Company is to ensure that there is an appropriate level of remuneration to attract and retain experienced businessmen or professionals of high calibre to act as the Directors and senior executives to oversee the Company's business and development.

Meetings

The Remuneration Committee held two meetings during the Year.

Works Performed

The works performed by the Remuneration Committee in the Year are summarised below:-

- (1) assessed the performance of EDs, reviewed and recommended to the Board the EDs' and senior executives' remuneration packages for the Year;
- (2) noted the annual discretionary bonus to employees;
- (3) recommended to the Board the adjustment of annual remuneration of the CEO;
- (4) recommended to the Board the renewal of service agreement of the CEO; and
- (5) recommended to the Board to fix the Directors' fee of NEDs for the Year.

董事會轄下委員會 (續)

薪酬委員會

角色及職能

薪酬委員會負責檢討所有董事及高級行政人員之薪酬政策。薪酬委員會亦負責對個別執行董事及高級行政人員之薪酬待遇以及非執行董事之酬金作定期檢討及向董事會提出建議。薪酬委員會將在其認為恰當之情況下就薪酬方案諮詢主席或行政總裁。

本公司釐定董事及高級行政人員薪酬之宗旨為確保薪酬水平適當，以吸引及留效富經驗之營商者或高質素之專業人士為董事及高級行政人員，監督本公司之業務及發展。

會議

薪酬委員會於本年度舉行兩次會議。

履行之工作

薪酬委員會於本年度履行之工作概述如下：—

- (1) 評估執行董事表現、檢討及向董事會建議執行董事及高級行政人員於本年度之薪酬待遇；
- (2) 知悉發給僱員之年度酌情花紅；
- (3) 向董事會建議調整行政總裁之年度酬金；
- (4) 向董事會建議更新行政總裁之服務協議；及
- (5) 向董事會建議釐定非執行董事於本年度之董事袍金。

BOARD COMMITTEES (Cont'd)

Remuneration Committee (Cont'd)

Works Performed (Cont'd)

In January 2017, the Remuneration Committee made recommendation to the Board and the Board has approved the adjustment of monthly salary of Mr. Lam, Kwong-wai, an ED, to HK\$175,000 for the year ending 31st December, 2017 with reference to his duties and responsibilities in the Group as well as the prevailing market condition.

Remuneration Policy for EDs

The primary goal of the remuneration policy on EDs' remuneration package is to enable the Company to retain and motivate EDs by linking their reward with performance as measured against corporate objectives. In determining guidelines for each reward element, the Company refers to remuneration surveys on companies operating in similar businesses.

Remuneration Policy for NEDs and INEDs

The Directors' fees of NEDs and INEDs are subject to annual assessment with reference to their duties and responsibilities and the prevailing market condition as appropriate. Reimbursement is allowed for out-of-pocket expenses incurred in connection with performance of their duties.

Nomination Committee

Role and Function

The Nomination Committee is mandated to review the structure, size, composition and diversity (including the evaluation of skills, knowledge, professional experience, cultural and educational background, gender and age of the Board members and assessment on the independence of the INEDs) of the Board at least annually as well as to select suitable and qualified individuals to become Board members and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy and on succession planning for the Directors from time to time.

Meeting

The Nomination Committee held one meeting during the Year.

董事會轄下委員會 (續)

薪酬委員會 (續)

履行之工作 (續)

於二零一七年一月，薪酬委員會向董事會提出建議而董事會亦批准調整執行董事林光蔚先生於截至二零一七年十二月三十一日止之月薪至175,000港元，此乃參照彼於本集團之職務與責任及當時市況釐定。

執行董事之薪酬政策

有關執行董事薪酬待遇之薪酬政策主要目的乃讓本公司以公司目標為衡量標準，將執行董事之薪酬與表現掛鉤，藉以留效和激勵執行董事。本公司決定每項薪酬元素之指引時會參考從事相近業務之公司之薪酬調查。

非執行董事及獨立非執行董事之薪酬政策

非執行董事及獨立非執行董事之董事袍金乃參照其職務與責任及當時市況（如適用）釐定，並按年評估。彼等可獲償付就履行職責而產生之實付開支。

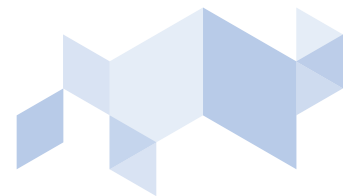
提名委員會

角色及職能

提名委員會負責至少每年檢討董事會的架構、人數、組成及多元化（包括對董事會成員之技能、知識、專業經驗、文化及教育背景、性別及年齡作評估，及對獨立非執行董事之獨立性作評核），以及挑選合適及合資格人士成為董事會成員，並不時就任何為配合本公司之企業策略而擬對董事會作出的變動及就董事之繼任計劃提出建議。

會議

提名委員會於本年度舉行一次會議。



BOARD COMMITTEES (Cont'd)

Nomination Committee (Cont'd)

Works Performed

The works performed by the Nomination Committee in the Year are summarised below:-

- (1) reviewed the structure, size, composition and diversity of the Board;
- (2) recommended to the Board on the re-appointment of Directors for shareholders' approval; and
- (3) assessed the independence of INEDs, including those served more than 9 years who are subject to re-election at the relevant annual general meeting.

After the Year end, the Nomination Committee made recommendation to the Board on the re-appointment of retiring Directors for shareholders' approval at the forthcoming annual general meeting.

Board Diversity Policy

The Company recognises and embraces the benefit of having a diverse board, and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage and achieving long-term sustainable growth for the Group. A Board diversity policy (the "Board Diversity Policy") has been adopted since September 2013. Elements of the Board Diversity Policy include gender, age, cultural and educational background, professional experience, skills and knowledge of Directors. The said elements have substantially been included in the current Board composition.

董事會轄下委員會 (續)

提名委員會 (續)

履行之工作

提名委員會於本年度履行之工作概述如下：—

- (1) 檢討董事會之架構、人數、組成及多元化；
- (2) 向董事會提出重新委任董事之建議供股東批准；及
- (3) 評核獨立非執行董事之獨立性，包括服務超逾9年之獨立非執行董事（彼等需於相關股東週年大會上重選）。

於本年度完結後，提名委員會就重新委任退任之董事向董事會提出建議，供股東於即將舉行之股東週年大會上批准。

董事會多元化政策

本公司認同及相信多元化董事會帶來之裨益，並視董事會日益多元化為維持本集團競爭優勢及實現長遠可持續增長之必須元素。董事會多元化政策（「董事會多元化政策」）自二零一三年九月起被採納。董事會多元化政策之元素包括董事之性別、年齡、文化及教育背景、專業經驗、技能及知識。董事會目前之組成已大致包含上述元素。

BOARD COMMITTEES (Cont'd)

Nomination Committee (Cont'd)

Nomination Procedures, Process and Criteria

The Nomination Committee leads the process and makes recommendations for appointments to the Board, whether as additional appointment or to fill up the casual vacancy of directorship as and when they arise, in the light of challenges and opportunities facing the Company, as well as business development and requirements of the Company. In evaluating and selecting candidate(s) for directorship, the Nomination Committee considers the character and integrity; skills and expertise; professional and educational background; potential time commitment for the board and/or committee responsibilities; and the elements of the Board Diversity Policy etc. The Nomination Committee makes recommendation to the Board to appoint the appropriate person among the candidates nominated for directorship. Suitable candidate(s) shall be appointed by the Board in accordance with the Bye-laws of the Company and the Listing Rules.

SPECIAL COMMITTEE

Special Committee had been established since 24th May, 2012, comprising all the INEDs as members with written terms of reference in place. It is empowered to handle all matters from the Company's perspective arising out of the prosecution against Mr. Joseph Lau, Luen-hung by the Macau Special Administrative Region of the People's Republic of China ("Macau") relating to the acquisition of a piece of land in Macau.

INVESTMENT COMMITTEE

Investment Committee had been established since 15th April, 2014, comprising Ms. Chan, Sze-wan as chairman, Mr. Lam, Kwong-wai as Chief Investment Officer, Mr. Chan, Kwok-wai and Mr. Ma, Tsz-chun as members with written terms of reference in place. It is empowered to manage the investment business of the Group (other than real estate investment) (the "Investment") and to make recommendations and provide advice to the Board in relation to Investment or potential Investment.

董事會轄下委員會 (續)

提名委員會 (續)

提名程序、過程及準則

提名委員會於需要額外委任董事或填補董事職務之臨時空缺時，會因應本公司面對之挑戰及機遇，以及在配合本公司之業務發展及需要下，作出領導及就委任向董事會提出建議。於評估及挑選董事職位之人選時，提名委員會會考慮其品格及誠信；技能及專長；專業及學術背景；就履行董事會及／或委員會職責承諾能投放之時間；以及董事會多元化政策之元素等。提名委員會在董事職位之候選名單中挑選合適人選並向董事會提供建議。董事會根據本公司之公司細則及上市規則，委任合適之人士。

特別委員會

特別委員會自二零一二年五月二十四日成立，全體獨立非執行董事均為成員，其書面職權範圍亦已制定。特別委員會獲授權以本公司角度處理一切有關中華人民共和國澳門特別行政區（「澳門」）對劉鑾雄先生就收購一幅澳門土地而作出起訴之事宜。

投資委員會

投資委員會自二零一四年四月十五日成立，由陳詩韻女士出任主席、林光蔚先生出任投資總監、陳國偉先生及馬時俊先生為成員組成，其書面職權範圍亦已制定。投資委員會獲授權管理本集團之投資業務（房地產投資除外）（「投資」），以及就有關投資或潛在投資項目向董事會提供建議及意見。



ATTENDANCE RECORD OF DIRECTORS

董事出席記錄

Attendance record of each of the Board members is as follows:—

各董事會成員之出席記錄載列如下：—

Attendance Record of Directors 董事出席記錄										
No. of meetings attended/held in 2016 (Percentage of attendance in total) 於二零一六年出席/舉行會議數目(總出席率)										
Name of Directors 董事姓名	Regular Board Meeting 定期董事會會議	Ad hoc Board Meeting [^] 特別董事會會議 [^]	Audit Committee Meeting 審核委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Nomination Committee Meeting 提名委員會會議	Special Committee Meeting 特別委員會會議	Investment Committee Meeting 投資委員會會議	Annual General Meeting 股東週年大會	Special General Meeting 股東特別大會	
Executive Directors 執行董事										
Ms. Chan, Sze-wan (CEO) 陳詩韻女士 (行政總裁)	4/4 (100%)	4/4 (100%)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	5/5 (100%)	1/1 (100%)	1/1 (100%)	
Ms. Chan, Lok-wan 陳諾韻女士	4/4 (100%)	4/4 (100%)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	Absent 缺席	1/1 (100%)	
Mr. Lam, Kwong-wai 林光蔚先生	4/4 (100%)	4/4 (100%)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	5/5 (100%)	1/1 (100%)	1/1 (100%)	
Non-executive Directors 非執行董事										
Mr. Lau, Ming-wai (Chairman) 劉鳴煒先生 (主席)	4/4 (100%)	2/4 (50%)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	Absent 缺席	Absent 缺席	
Ms. Amy Lau, Yuk-wai 劉玉慧女士	4/4 (100%)	3/4 (75%)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	Absent 缺席	Absent 缺席	
Independent Non-executive Directors 獨立非執行董事										
Mr. Chan, Kwok-wai 陳國偉先生	4/4 (100%)	4/4 (100%)	4/4 (100%)	2/2 (100%)	1/1 (100%)	0/0 (0%)	5/5 (100%)	1/1 (100%)	1/1 (100%)	
Ms. Phillis Loh, Lai-ping 羅麗萍女士	3/4 (75%)	3/4 (75%)	4/4 (100%)	1/2 (50%)	1/1 (100%)	0/0 (0%)	N/A 不適用	1/1 (100%)	Absent 缺席	
Mr. Ma, Tsz-chun 馬時俊先生	4/4 (100%)	4/4 (100%)	4/4 (100%)	2/2 (100%)	1/1 (100%)	0/0 (0%)	5/5 (100%)	1/1 (100%)	1/1 (100%)	

Note:—

[^] To avoid conflict of interest, some of the Directors were absent at certain ad hoc Board meetings that they were required to abstain from voting.

附註：—

[^] 為避免潛在利益衝突，部份董事缺席若干需於會上放棄投票之特別董事會會議。

MODEL CODE FOR SECURITIES TRANSACTIONS

證券交易之標準守則

The Company has adopted a code of conduct regarding securities transactions by Directors on terms without deviation from the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules (the "Model Code"). All Directors, after specific enquiries by the Company, confirmed that they had complied with the required standard set out in the Model Code and the said code of conduct during the Year.

本公司已採納一套董事進行證券交易之守則，其條款與上市規則附錄十《上市發行人董事進行證券交易的標準守則》（「標準守則」）所規定之標準別無差異。經本公司作出明確查詢後，所有董事均已確認彼等已於本年度內遵守標準守則所規定之標準及前述之交易守則。

MODEL CODE FOR SECURITIES TRANSACTIONS

(Cont'd)

The Company has also adopted a code of conduct regarding securities transactions by relevant employees on terms no less exacting than the required standard set out in the Model Code. All the relevant employees (the "Relevant Employees") who, because of office or employment, are likely to be in possession of unpublished inside information in relation to the Group's securities had been requested to follow such code when dealing in the securities of the Company. All Relevant Employees, after specific enquiries by the Company, confirmed that they had complied with the required standard set out in the said code during the Year.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility to ensure that the Company maintains an effective risk management and internal control systems and review of their effectiveness through the Audit Committee. The Board oversees the Company's senior management in the design, implementation and monitoring of the risk management and internal control systems and acknowledges that such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. Internal Audit Department is responsible for reviewing relevant financial, operational and compliance controls and risk management functions, and reporting their findings and advice to the Audit Committee.

Internal Audit

Internal Audit Department reports directly to the Audit Committee and is independent of the Company's management, with key tasks to:-

- (1) assess and monitor internal controls of the Group with unrestricted direct access right to any levels of management whenever it considered necessary;
- (2) conduct comprehensive internal audits of the practices and procedures, income and expenditures, and internal control of all business units of the Group on a regular basis; and
- (3) carry out special reviews and investigations on areas of concern identified by the management for corrective actions.

證券交易之標準守則 (續)

本公司亦已採納一套有關僱員進行證券交易之守則，其條款不遜於標準守則所規定之標準。本公司已要求所有因其職位或崗位而極可能掌握有關本集團證券之未公布內幕消息之有關僱員（「有關僱員」），於買賣本公司證券時遵守該守則。經本公司作出明確查詢後，所有有關僱員均已確認彼等已於本年度內遵守前述守則所規定之標準。

風險管理及內部監控

董事會確認其確保本公司設有有效的風險管理及內部監控系統之責任，並透過審核委員會檢討該等系統之有效性。本公司高級管理層在董事會監督下設計、實行及監察風險管理及內部監控系統，而董事會確認有關系統乃為管理而非消除未能達成業務目標之風險而設，且只能就重大的失實陳述或損失提供合理而非絕對之保證。內部審核部負責檢討相關之財務、營運及監控控制以及風險管理功能，並將檢討結果及建議提交審核委員會。

內部審核

內部審核部乃獨立於本公司之管理層，並直接向審核委員會匯報，其主要工作為：—

- (1) 於其認為有需要時，以無限制權力直接接觸任何管理層，以評估及監察本集團之內部監控；
- (2) 定期就本集團之常規及程序、收入和開支，及所有業務單位之內部監控進行全面的內部審核；及
- (3) 對管理層所識別應關注之範疇進行特別檢討及調查，以作出糾正。



RISK MANAGEMENT AND INTERNAL CONTROL (Cont'd)

Internal Audit (Cont'd)

Internal Audit Department produces an annual internal audit plan based on a risk assessment methodology for the Audit Committee's approval. Internal audits are carried out on a regular basis according to the approved plan. Internal audit reports summarising audit findings and recommendations are prepared from time to time for the Audit Committee's review and discussion. Management is responsible for ensuring that control weaknesses highlighted in internal audits are rectified within a reasonable period. Internal Audit Department would monitor the proper implementation of corrective measures.

During the Year, Internal Audit Department had conducted seven internal audits, relevant reports had been submitted to the Audit Committee for consideration. The Audit Committee was satisfied with the scope and quality of works done, and the extent and frequency of communication of internal audits reports by the Internal Audit Department.

Risk Management

Establishment of risk management framework

During the Year, the Company established an Enterprise Risk Management Framework that includes developing a risk management policy and procedures, in addition to designating a risk management officer. The risk management officer, with the support of an independent professional consultant, helped deploy the risk management process across the business.

風險管理及內部監控 (續)

內部審核 (續)

內部審核部以風險評估法制定年度內部審核計劃，並交由審核委員會批准。內部審核工作乃按經批准之計劃定期進行。內部審核部將綜合審核結果及建議之內部審核報告不時呈交予審核委員會審閱及討論。管理層負責確保於內部審核工作中識別之監控弱點於合理時間內糾正。內部審核部會監察相關糾正措施有否恰當地實行。

於本年度內，內部審核部共進行了七次內部審核，有關報告亦已提呈審核委員會考慮。審核委員會對內部審核部之工作範疇及質素，及所提交之內部審核報告之詳盡程度及次數感到滿意。

風險管理

建立風險管理架構

於本年度內，本公司建立企業風險管理架構，當中包括制訂風險管理政策及程序，並指派風險管理主任。風險管理主任在獨立專業顧問支援下，協助於業務上下應用風險管理程序。

RISK MANAGEMENT AND INTERNAL CONTROL (Cont'd)

Risk Management (Cont'd)

Our risk management process

Our risk management process includes risk identification, risk assessment and prioritisation, risk owner appointment, risk treatment and upward reporting and monitoring of identified risks to the Audit Committee. A series of facilitated senior management risk assessment workshops to review and discuss risk exposures across the business were conducted in accomplishing the above. In these workshops, risks were assessed by considering the impacts and likelihoods of their occurrence/non-occurrence as a result of changes in internal and external factors, future events or otherwise; whether these risks are being effectively managed; and if not, the need for establishing further actions. A corporate risk register has been established to track and document the identified risks, risk owners, mitigating actions and control measures, and facilitates continuous update of risk treatments.

Half-yearly reviews were conducted to follow up on the significant risks and related actions as documented in the corporate risk register, and the results reported to the Audit Committee. The year end risk management assessment result was reported to the Board through the Audit Committee. Building on the initial efforts in setting up the risk management process, the Company will continue to enhance and standardize our approach to manage risks.

Subsequent to the Year, the Audit Committee has reviewed the effectiveness and adequacy of risk management system for the Year and the Board is satisfied with the effectiveness and adequacy of the system of risk management of the Group and considered that the Company had complied with the Code Provisions in respect of risk management during the Year.

風險管理及內部監控 (續)

風險管理 (續)

本公司之風險管理程序

本公司之風險管理程序包括風險辨識、風險評估及優次排序、委任風險負責人、風險處理及向審核委員會上報及監察已辨識風險。為達成上述目標，本公司已舉辦一系列協助高級管理層進行風險評估之工作坊，以檢討及討論於業務上所面對之風險。於該等工作坊中，高級管理層評估風險，當中考慮內外因素轉變、未來事件或其他因素導致出現／並無出現風險之影響及其可能性，該等風險是否受到有效管理，如未受管理則有需要部署進一步行動。本公司已建立企業風險紀錄冊，以追蹤並記錄已辨識風險、風險負責人、紓解行動及監控措施，並協助持續更新風險處理情況。

本公司每半年進行檢討，以跟進企業風險紀錄冊記錄之重大風險及相關行動，並向審核委員會匯報結果。年終風險管理評估結果經由審核委員會向董事會匯報。繼建立風險管理程序後，本公司將繼續加強風險管理並將風險管理方針標準化。

於本年度後，審核委員會已檢討本年度風險管理系統是否行之有效及足夠，而董事會對本集團之風險管理系統之有效性及足夠性感到滿意，並認為本公司於本年度已遵守有關風險管理之守則條文。



RISK MANAGEMENT AND INTERNAL CONTROL (Cont'd)

Internal Control

Annual Review

Based on the annual assessment made by the Independent Auditors and the works done by Internal Audit Department, the Audit Committee and the Board are satisfied with the effectiveness and adequacy of the system of internal control of the Group and concluded that:—

- (1) the Company had complied with the Code Provisions in respect of internal control during the Year;
- (2) a framework of prudent and effective controls had been established to identify, evaluate and manage the risks;
- (3) internal control and accounting systems of the Group were efficient and adequate;
- (4) significant risks and control failings or weaknesses (if any) that may influence the Group and the changes since last annual review had been identified, evaluated and managed through the ongoing monitoring process;
- (5) material transactions were executed with the management's authorisation;
- (6) the Company's processes for financial reporting and Listing Rules compliance was effective; and
- (7) the resources, qualifications and experience of staff of the Group's accounting, financial reporting and internal audit functions, and their training programmes and budget was adequate.

風險管理及內部監控 (續)

內部監控

年度檢討

根據獨立核數師之年度評估以及內部審核部所完成之工作，審核委員會及董事會對本集團之內部監控系統之有效性及足夠性感到滿意，並總結：—

- (1) 本公司於本年度內已遵守有關內部監控之守則條文；
- (2) 本集團已設立審慎及有效之監控架構以識別、評估及管理風險；
- (3) 本集團之內部監控及會計系統屬有效及充足；
- (4) 本公司已透過持續監察過程識別、評估及管理可能影響本集團之重大風險及重大監控失誤或重大監控弱項（如有）以及自上年度檢討後之轉變；
- (5) 本集團之重大交易獲管理層授權而執行；
- (6) 本公司有關財務匯報及遵守上市規則規定之過程屬有效；及
- (7) 本集團在會計、財務匯報及內部審核職能方面的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算屬充足。

COMMUNICATIONS WITH SHAREHOLDERS

The Company acknowledges that general meetings are good communication channel with shareholders that the Directors and the chairmen of the Board Committees are encouraged to attend and answer questions from shareholders at general meetings. The chairmen of the Audit Committee, the Remuneration Committee and the Nomination Committee as well as the Independent Auditors had attended the annual general meeting of the Company held on 19th May, 2016 ("2016 AGM") to answer questions from shareholders. Majority members of the independent board committee were available at the special general meeting held on 2nd February, 2016 ("2016 SGM") approving connected transactions to address shareholders' queries.

At the commencement of each general meeting, the chairman of the meeting had explained the procedures for conducting a poll to the shareholders and the shareholders were allowed to raise any question concerning the poll procedures. At each of the meetings, separate resolutions were proposed by the chairman of the meeting and put forward to the shareholders for poll voting. Details of poll results are available at the Company's website (www.chineseestates.com).

As a channel to promote effective communication, the Company maintains a corporate website (www.chineseestates.com) to disseminate the Group's information.

The Company regulates the handling and dissemination of inside information as set out in the corporate communications manual to ensure inside information remains confidential until the disclosure of such information is appropriately approved, and the dissemination of such information is efficiently and consistently made. Such manual also provides guidance for coordinating the disclosure of material information to investors, analysts and media, identifies who could speak on the Company's behalf, and outlines the responsibility for communication with various stakeholder groups.

A shareholders' communication policy for enhancement of the corporate governance had been established and the Board had reviewed the shareholders' communication policy during the Year.

與股東之溝通

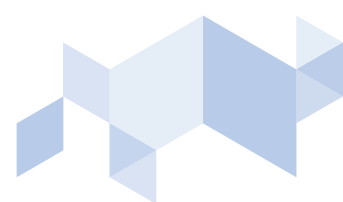
本公司深信股東大會為公司與股東之間良好之溝通渠道，並鼓勵董事及董事會轄下委員會主席出席股東大會及解答有關股東提問。審核委員會、薪酬委員會及提名委員會主席聯同獨立核數師均有出席於二零一六年五月十九日舉行之股東週年大會（「二零一六年股東週年大會」）以回應股東提問。大部份獨立董事委員會成員均有出席於二零一六年二月二日舉行以批准關連交易之股東特別大會（「二零一六年股東特別大會」）以解答股東提問。

於各股東大會開始時，大會主席向股東解釋以投票方式表決的程序，並容許股東可就相關表決程序作出提問。於各股東大會上，大會主席提呈獨立決議案，並提交予股東投票。有關投票表決結果之詳情可於本公司網站(www.chineseestates.com)瀏覽。

為提高溝通成效，本公司設有公司網站(www.chineseestates.com)，以發放本集團資料。

本公司按企業通訊手冊所載監管內幕消息的處理及發佈，以確保該等內幕消息經妥為批准披露前維持保密，並以有效率及一致的方式發佈。該手冊亦訂明向投資者、分析員及傳媒披露重要資料之指引，確定可代表本公司發言之人士，以及界定與各利益相關團體溝通之責任。

為提升企業管治，本公司已制定股東通訊政策，董事會亦於本年度內檢討該股東通訊政策。



SHAREHOLDERS' RIGHTS

Convene a Special General Meeting

Shareholders holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company can at all times submit a signed written requisition, specifying the purpose, to the Board or the Company Secretary to request the convening of a special general meeting ("SGM") and deposit the requisition at the principal office of the Company in Hong Kong at 26th Floor, China Evergrande Centre, 38 Gloucester Road, Wanchai, Hong Kong or the registered office of the Company in Bermuda at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda.

If within twenty-one days of such deposit the Board fails to proceed to convene the SGM, the requisitionist(s), or any of them representing more than one half of the total voting rights of all of them, may convene a SGM, but any SGM so convened shall not be held after the expiration of three months from twenty-one days of the deposit.

Put Forward the Proposals at Shareholders' Meeting

Shareholder(s) representing not less than one-twentieth of the total voting rights of all shareholders having a right to vote at the general meeting at the date of the requisition or shareholders not less than 100 in total can submit a written requisition to the Board or the Company Secretary to propose a resolution at the general meeting (the "Written Requisition").

The Written Requisition must be accompanied by (i) the proposed resolution; and (ii) a statement of not more than 1,000 words with respect to the matter referred to in the proposed resolution or the business to be dealt with at the general meeting. The Written Requisition must contain the signatures of all the requisitionist(s). The Written Requisition must be deposited at the principal office of the Company in Hong Kong at 26th Floor, China Evergrande Centre, 38 Gloucester Road, Wanchai, Hong Kong or the registered office of the Company in Bermuda at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda not less than six weeks before the general meeting in the case of a requisition requiring notice of a resolution and not less than one week before the general meeting in the case of any other requisition.

股東權利

召開股東特別大會

股東（於送達書面要求日期擁有不少於本公司已繳足股本十分之一附有權利可於本公司股東大會上投票之股份）可隨時向董事會或公司秘書提交已簽署並列明目的之書面要求，要求召開股東特別大會（「股東特別大會」），並將該書面要求送達本公司香港主要辦事處，地址為香港灣仔告士打道38號中國恆大中心26樓或本公司於百慕達註冊辦事處，地址為Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda。

倘董事會未能於送達日期起計二十一日內召開股東特別大會，則提出要求人士或持有全體提出要求人士之過半數總投票權之任何要求人士可自行召開股東特別大會，惟任何因此召開之股東特別大會不可於送達日期第二十一日起計三個月後舉行。

於股東大會提呈建議

股東（於要求日期擁有不少於全體有權於股東大會上投票之股東總投票權二十分之一），或不少於合共一百名股東，可向董事會或公司秘書提呈書面要求於股東大會上提呈決議案（「書面要求」）。

書面要求須連同(i)提呈之決議案；及(ii)一份不多於一千字有關提呈之決議案所述之事宜或將於股東大會上處理之事務之陳述書。書面要求須包含全體要求人士之簽名。如該要求牽涉發出決議案通知，書面要求須於股東大會前不少於六個星期前送達本公司香港主要辦事處，地址為香港灣仔告士打道38號中國恆大中心26樓或本公司於百慕達註冊辦事處，地址為Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda；如屬於任何其他要求，則須於股東大會前不少於一個星期前送達。

SHAREHOLDERS' RIGHTS (Cont'd)

Put Forward the Proposals at Shareholders' Meeting (Cont'd)

Provided that if, after a copy of the Written Requisition requiring notice of a resolution has been deposited at the principal office of the Company in Hong Kong or the registered office of the Company in Bermuda, an annual general meeting is called for a date which is six weeks or less after the copy has been deposited, the copy though not deposited within the time required shall be deemed to have been properly deposited for the purposes thereof.

The shareholders concerned must deposit a sum of money reasonably sufficient to meet the Company's expenses in serving the notice of the resolution and circulating the statement given by the requisitionists to all shareholders in accordance with the requirements under the applicable laws and rules.

Propose a Candidate for Election as a Director at an Annual General Meeting

Procedures for shareholders to propose a person for election as a Director had been established and published at the Company's website (www.chineseestates.com).

Shareholders' enquiries

Shareholders can raise their enquiries to the Board or the Company Secretary in writing by sending such written enquiries to the principal office of the Company in Hong Kong at 26th Floor, China Evergrande Centre, 38 Gloucester Road, Wanchai, Hong Kong or by email at investor.relations@chineseestates.com. Shareholders also have right to raise questions at general meetings.

CONSTITUTIONAL DOCUMENTS

During the Year, there was no change in the Company's constitutional documents.

股東權利 (續)

於股東大會提呈建議 (續)

倘須發出決議案通知之書面要求副本已送達本公司香港主要辦事處或本公司於百慕達註冊辦事處，而本公司於該副本送達後六個星期或少於六個星期之日召開股東週年大會，則即使該副本未於規定時間內送達亦應視作妥為送達。

股東需存放一筆用於支付本公司根據適用的法律及條例規定而向全體股東送達決議案通知及傳閱要求人士提交的陳述書所產生的開支的合理及足夠款項。

提名人選於股東週年大會參選董事

本公司已制定股東提名人參選董事的程序，並於本公司網站發布 (www.chineseestates.com)。

股東查詢

股東可以書面方式向董事會或公司秘書作查詢，該書面查詢可送交至本公司香港主要辦事處，地址為香港灣仔告士打道38號中國恆大中心26樓或電郵至 investor.relations@chineseestates.com。股東亦有權於股東大會上作出提問。

組織章程文件

於本年度，本公司之組織章程文件沒有任何變動。



DEVIATIONS FROM CODE PROVISIONS

Independent Non-executive Directors and Non-executive Directors Attending General Meetings

Mr. Lau, Ming-wai, a NED, was unable to attend the 2016 SGM and the 2016 AGM as he had business engagement. Ms. Amy Lau, Yuk-wai, another NED, was also unable to attend the 2016 SGM and 2016 AGM as she was not in Hong Kong on the dates of 2016 SGM and 2016 AGM. Ms. Phillis Loh, Lai-ping, an INED, was unable to attend the 2016 SGM as she had business engagement.

Chairman Attending Annual General Meeting

Mr. Lau, Ming-wai, the Chairman, was unable to attend the 2016 AGM as he had business engagement. Mr. Chan, Kwok-wai, the chairman of the Audit Committee and the Remuneration Committee, was elected as the chairman of the 2016 AGM to ensure effective communication with shareholders of the Company at the 2016 AGM. The chairman of the Nomination Committee, Ms. Phillis Loh, Lai-ping had attended the 2016 AGM.

CONCLUSION

The Company believes that corporate governance principles and practices are essential to the business communities. Ongoing effort will be put to review its corporate governance practices from time to time so as to accommodate the changing circumstances. The Company will strive to maintain and strengthen the standard and quality of its corporate governance.

偏離守則條文

獨立非執行董事及非執行董事出席股東大會

非執行董事劉鳴煒先生因公務而未能出席本公司二零一六年股東特別大會及二零一六年股東週年大會。另一位非執行董事劉玉慧女士亦因舉行二零一六年股東特別大會及二零一六年股東週年大會當天不在香港而未能出席二零一六年股東特別大會及二零一六年股東週年大會。獨立非執行董事羅麗萍女士因公務而未能出席二零一六年股東特別大會。

主席出席股東週年大會

主席劉鳴煒先生因公務而未能出席二零一六年股東週年大會。審核委員會及薪酬委員會主席陳國偉先生被選為二零一六年股東週年大會主席，以確保與本公司股東於二零一六年股東週年大會上保持有效的溝通。提名委員會主席羅麗萍女士亦有出席二零一六年股東週年大會。

總結

本公司相信企業管治原則及常規對商業社會而言至關重要，故本公司亦將持續不時檢討其企業管治常規，以符合環境上之轉變。本公司將致力維持及加強其企業管治標準及質素。

The directors of the Company (the "Directors" or the "Board") are pleased to present to the shareholders their report together with the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the year ended 31st December, 2016 (the "Year").

PRINCIPAL ACTIVITIES

During the Year, the Company acted as an investment holding company and its subsidiaries were principally engaged in property investment and development, brokerage, securities investment, money lending and cosmetics distribution and trading.

BUSINESS REVIEW

A review of the business of the Group during the Year, discussion on the Group's future business development and description of possible risks and uncertainties that the Group may be facing can be found in the Chairman's Statement of this annual report. Furthermore, the financial risk management objectives and policies of the Group can be found in Note 5 to the consolidated financial statements. Particulars of important events affecting the Group that have occurred since the end of the Year are contained in the Chairman's Statement of this annual report and in Note 53 to the consolidated financial statements. An analysis of the Group's performance during the Year using financial key performance indicators is provided in the Financial Operation Review of this annual report. Discussions on the Group's environmental policies and performance, relationships with its key stakeholders, and compliance with the relevant laws and regulations that have a significant impact on the Group are provided/will be provided in the Chairman's Statement, the Corporate Governance Report, the Directors' Report of this annual report and/or the 2016 Environmental, Social and Governance Report to be available on the websites of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the Company respectively.

OPERATING SEGMENTS INFORMATION

The Group's revenue and contribution to profit for the Year from operations analysed by principal activities are set out in Notes 7 and 8 to the consolidated financial statements.

SUBSIDIARIES AND ASSOCIATES

Particulars of the Company's principal subsidiaries and associates as at 31st December, 2016 are set out in Notes 50 and 51 to the consolidated financial statements respectively.

本公司董事（「董事」或「董事會」）欣然向股東提呈董事會報告書連同本公司及其附屬公司（「本集團」）截至二零一六年十二月三十一日止年度（「本年度」）之經審核綜合財務報表。

主要業務

於本年度內，本公司為一間投資控股公司，其附屬公司主要從事物業投資及發展、經紀服務、證券投資、放債及化妝品分銷及貿易業務。

業務審視

有關本集團本年度內業務的審視，本集團未來業務發展之討論及本集團面對的潛在風險及不明朗因素的陳述，載於本年報之主席報告書中。另外，綜合財務報表附註5刊載了本集團的財務風險管理目標及政策。本年度終結後發生並對本集團有影響的重大事項之詳情，則刊載於本年報之主席報告書以及綜合財務報表附註53中。以財務關鍵表現指標分析的本集團年內表現於本年報之財務業務回顧中列載。關於本集團環境政策及表現、與主要權益人的關係、對本集團有重大影響的相關法律與法規之遵守情況之討論分別／將分別於本年報的主席報告書、企業管治報告書、董事會報告書及／或將於香港聯合交易所有限公司（「聯交所」）及本公司網站上載之二零一六年環境、社會及管治報告書中列載。

營運分類資料

本集團以主要業務劃分之收益及本年度經營溢利分析載於綜合財務報表附註7及8。

附屬公司及聯營公司

本公司於二零一六年十二月三十一日之主要附屬公司及聯營公司之詳情，分別載於綜合財務報表附註50及51。



RESULTS AND APPROPRIATIONS

The results of the Group for the Year are set out in the consolidated statement of comprehensive income on pages 91 to 92.

During the Year, the Board had declared and/or paid the following interim dividends:—

1. declared and paid an interim dividend of HK1 cent per share (payment date: 23rd September, 2016) (2015: HK30 cents per share);
2. declared and paid special interim dividend(s) of (i) HK\$2.1 per share (payment date: 11th August, 2016) and (ii) HK\$3.23 per share (payment date: 1st September, 2016) (2015: HK\$1.2 per share); and
3. paid a special interim dividend of HK\$2 per share (payment date: 20th January, 2016) (2015: HK\$4 per share and HK\$2.6 per share).

Subsequent to the Year, the Board had also declared a special interim dividend of HK\$1.36 per share for the Year (payment date: 10th February, 2017), and special interim dividends of HK\$0.46 per share and HK\$0.18 per share respectively in connection with the completion of the disposal transactions both occurred in February 2017 (payment date: 10th February, 2017).

The Board resolved to recommend the payment of a final dividend of HK1 cent per share (2015: HK1 cent per share) for the Year.

FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five years is set out on pages 264 to 265.

PRINCIPAL PROPERTIES

Details of the principal properties of the Group as at 31st December, 2016 are set out on pages 266 to 272.

PROPERTY, PLANT AND EQUIPMENT

Movements in property, plant and equipment during the Year are set out in Note 20 to the consolidated financial statements.

業績及分配

本集團於本年度之業績載於第91至第92頁之綜合全面收益報表內。

於本年度內，董事會已宣派及／或支付以下之中期股息：—

1. 宣派及支付中期股息每股1港仙（派息日：二零一六年九月二十三日）（二零一五年：每股30港仙）；
2. 宣派及支付特別中期股息（i）每股2.1港元（派息日：二零一六年八月十一日）及（ii）每股3.23港元（派息日：二零一六年九月一日）（二零一五年：每股1.2港元）；及
3. 支付特別中期股息每股2港元（派息日：二零一六年一月二十日）（二零一五年：每股4港元及每股2.6港元）。

於本年度後，董事會亦已宣派本年度之特別中期股息每股1.36港元（派息日：二零一七年二月十日），及有關二零一七年二月完成之出售交易之特別中期股息分別每股0.46港元及每股0.18港元（派息日：二零一七年二月十日）。

董事會議決建議派發本年度之末期股息每股1港仙（二零一五年：每股1港仙）。

財務概要

本集團過去五年之業績、資產及負債概要載於第264至第265頁。

主要物業

本集團於二零一六年十二月三十一日之主要物業詳情載於第266至第272頁。

物業、廠房及設備

物業、廠房及設備於本年度內之變動情況載於綜合財務報表附註20。

INVESTMENT PROPERTIES

During the Year, the Group acquired two freehold properties in the United Kingdom for acquisition cost of approximately GBP315,699,000 (equivalent to approximately HK\$3,554,052,000) in aggregate (2015: acquired a leasehold property in Mainland China of approximately HK\$12,128,000). Investment properties in Hong Kong and Mainland China (including those presented under assets classified as held for sale) with an aggregate carrying amounts of approximately HK\$20,177,691,000 (2015: HK\$22,065,912,000) were disposed of during the Year.

Details of the above and other movements in investment properties during the Year are set out in Notes 19 and 36 to the consolidated financial statements.

SHARE CAPITAL

Movements in the share capital of the Company during the Year are set out in Note 40 to the consolidated financial statements.

RESERVES

Movements in the reserves of the Group during the Year are set out on pages 96 to 100.

As at 31st December, 2016, the Company's reserves available for distribution, calculated in accordance with the Companies Act 1981 of Bermuda (as amended), amounted of approximately HK\$9,865,565,000 (2015: HK\$5,871,069,000).

GROUP BORROWINGS AND INTEREST CAPITALISED

Details of bank loans and other loans repayable within one year or on demand and long-term secured bank loans and other loans are shown in Note 38 to the consolidated financial statements.

Interest capitalised during the Year by the Group amounted to approximately HK\$2,513,000 (2015: HK\$68,255,000).

PRE-EMPTIVE RIGHTS

No pre-emptive rights exist under the laws of Bermuda, being the jurisdiction in which the Company is incorporated.

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

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

投資物業

於本年度內，本集團購入在英國之兩幢永久業權物業，收購成本合共約315,699,000英鎊（相當於約3,554,052,000港元）（二零一五年：購入一個在中國大陸之租賃物業約12,128,000港元）。本集團於本年度內出售總賬面值約20,177,691,000港元（二零一五年：22,065,912,000港元）位於香港及中國大陸之投資物業（包括該等呈列於列為持作出售之資產之投資物業）。

上述及其他投資物業於本年度內之變動詳情載於綜合財務報表附註19及36。

股本

本公司之股本於本年度內之變動情況載於綜合財務報表附註40。

儲備

本集團之儲備於本年度內之變動情況載於第96至第100頁。

於二零一六年十二月三十一日，根據百慕達一九八一年公司法（經修訂）之規定所計算，本公司可供分派之儲備約為9,865,565,000港元（二零一五年：5,871,069,000港元）。

集團借貸及撥充資本化之利息

須於一年內或按通知償還之銀行貸款及其他貸款之詳情及有抵押的長期銀行貸款及其他貸款之詳情載於綜合財務報表附註38。

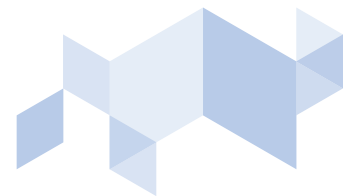
本集團於本年度內撥充資本化之利息約為2,513,000港元（二零一五年：68,255,000港元）。

優先購買權

本公司於百慕達註冊成立，該司法管轄區之法律並無存在優先購買權。

購買、出售或贖回本公司之上市證券

於本年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。



CHARITABLE DONATIONS

Charitable donations made by the Group during the Year amounted to approximately HK\$545,000 (2015: HK\$591,000).

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate revenue attributable to the Group's largest customer and five largest customers accounted for approximately 10% and 31% of the Group's total revenue for the Year respectively.

The aggregate purchases attributable to the Group's largest supplier and five largest suppliers accounted for approximately 59% and 67% of the Group's total purchases for the Year respectively.

At no time during the Year did a Director, a close associate of a Director or a shareholder of the Company (which to the knowledge of the Directors own more than 5% of the Company's share capital) have an interest in any of the Group's five largest customers or suppliers, except Ms. Amy Lau, Yuk-wai, a non-executive Director, was one of the five largest customers for the Year (relevant transaction has been disclosed under the heading "Connected Transactions" in this Directors' Report).

DIRECTORS

The Directors during the Year and/or up to the date of this Directors' Report are:—

Executive Directors:

Ms. Chan, Sze-wan (*Chief Executive Officer*)
 Ms. Chan, Hoi-wan (*appointed on 13th February, 2017*)
 Ms. Chan, Lok-wan
 Mr. Lam, Kwong-wai

Non-executive Directors:

Mr. Lau, Ming-wai (*Chairman*)
 Ms. Amy Lau, Yuk-wai

Independent Non-executive Directors:

Mr. Chan, Kwok-wai
 Ms. Phillis Loh, Lai-ping
 Mr. Ma, Tsz-chun

Ms. Chan, Sze-wan, Ms. Chan, Hoi-wan, Mr. Lam, Kwong-wai, Mr. Lau, Ming-wai and Ms. Amy Lau, Yuk-wai will retire from office at the forthcoming annual general meeting pursuant to Bye-law 94 or Bye-law 111 of the Bye-laws of the Company and all being eligible will offer themselves for re-election.

慈善捐款

本集團於本年度內之慈善捐款額約為545,000港元 (二零一五年: 591,000港元)。

主要客戶及供應商

本集團從最大客戶及五大客戶取得之累計收入分別約佔本集團於本年度之總收入之10%及31%。

本集團之最大供應商及五大供應商之累計購貨額分別約佔本集團本年度之購貨總額之59%及67%。

董事、董事之緊密聯繫人或本公司股東 (據董事所知擁有本公司股本超過5%) 概無於本年度內任何時候於本集團五大客戶或供應商之中擁有權益, 除劉玉慧女士 (非執行董事) 為本年度五大客戶之一 (相關交易已於本董事會報告書中「關連交易」內列載)。

董事

於本年度內及/或直至本董事會報告書日期止, 董事為:—

執行董事:

陳詩韻女士 (*行政總裁*)
 陳凱韻女士 (*於二零一七年二月十三日獲委任*)
 陳諾韻女士
 林光蔚先生

非執行董事:

劉鳴煒先生 (*主席*)
 劉玉慧女士

獨立非執行董事:

陳國偉先生
 羅麗萍女士
 馬時俊先生

根據本公司之公司細則第94條或第111條, 陳詩韻女士、陳凱韻女士、林光蔚先生、劉鳴煒先生及劉玉慧女士將在即將舉行之股東週年大會上告退為董事, 彼等均合資格及願意膺選連任。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN THE SECURITIES OF THE COMPANY AND ASSOCIATED CORPORATION

As at 31st December, 2016, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company as recorded in the register kept by the Company pursuant to section 352 of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the "SFO") or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:—

Name of Director 董事姓名	Number of Shares Held 所持股份數目	Note 附註	Capacity 身份	Percentage of Issued Share Capital 已發行股本百分比
Lau, Ming-wai ("Mr. MW Lau") 劉鳴煒先生(「劉鳴煒先生」)	1,430,700,768	*	Beneficiary of trust 信託受益人	74.99%

Note:

* These shares were indirectly owned by a discretionary trust of which Mr. MW Lau was one of the eligible beneficiaries of that trust.

The interests stated above represent long position. The percentage shown was the number of shares the relevant Director was interested in expressed as a percentage of the number of issued shares as at 31st December, 2016.

Save as disclosed above, none of the other Directors and chief executives of the Company had or were deemed under the SFO to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) as at 31st December, 2016.

During the Year, none of the Directors and chief executives of the Company nor their spouses or children under 18 years of age were granted or had exercised any right to subscribe for any securities of the Company or any of its associated corporation.

董事及最高行政人員於本公司及相聯法團之證券權益

於二零一六年十二月三十一日，董事及本公司最高行政人員於本公司之股份、相關股份及債券中擁有之權益及淡倉，按本公司根據香港法例第571章證券及期貨條例（「證券及期貨條例」）第352條備存之登記冊所載或根據聯交所證券上市規則（「上市規則」）附錄十《上市發行人董事進行證券交易的標準守則》知會本公司及聯交所如下：—

附註：

* 該等股份由一項酌情信託間接擁有。劉鳴煒先生為該信託之其中一位合資格受益人。

上述權益為好倉。所顯示的百分比為有關董事於二零一六年十二月三十一日所擁有之股份數目佔已發行股份數目之百分比。

除上文所披露者外，於二零一六年十二月三十一日，其他董事或本公司最高行政人員概無擁有或根據證券及期貨條例被視為擁有本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券之任何權益或淡倉。

於本年度內，董事或本公司最高行政人員以及彼等之配偶或十八歲以下之子女概無獲授予或行使任何可認購本公司或其任何相聯法團之任何證券之權利。



SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SECURITIES OF THE COMPANY

主要股東於本公司之證券權益

As at 31st December, 2016, so far as are known to any Directors or chief executives of the Company, the following parties (other than Directors or chief executives of the Company) were recorded in the register kept by the Company under section 336 of the SFO, or as otherwise notified to the Company, as being directly or indirectly interested or deemed to be interested in 5% or more of the issued share capital of the Company:—

據董事或本公司最高行政人員所知悉，於二零一六年十二月三十一日，本公司根據證券及期貨條例第336條須備存之登記冊所載錄或另行知會本公司，直接或間接擁有或被視為擁有本公司已發行股本5%或以上權益之人士（董事或本公司最高行政人員除外）如下：—

Name of Substantial Shareholders 主要股東名稱	Number of Shares Held 所持股份數目	Notes 附註	Capacity 身份	Percentage of Issued Share Capital 已發行股本百分比
Mr. Joseph Lau, Luen-hung ("Mr. Joseph Lau") 劉鑾雄先生（「劉鑾雄先生」）	1,430,700,768	^	Founder, beneficiary of trust and interest of children under 18 and spouse 信託之創立人、受益人及未滿18歲的子女及配偶之權益	74.99%
Ms. Chan, Hoi-wan ("Ms. HW Chan") 陳凱韻女士（「陳凱韻女士」）	1,430,700,768	@	Beneficiary of trust and interest of children under 18 and spouse 信託之受益人及未滿18歲的子女及配偶之權益	74.99%
Alto Trust Limited	1,430,700,768	#	Trustee and interest in controlled corporation 信託人及於受控制公司之權益	74.99%
Solar Bright Ltd.	1,430,700,768	#	Beneficiary of a trust and interest in controlled corporation 一項信託之受益人及於受控制公司之權益	74.99%
Global King (PTC) Ltd.	1,199,715,948	#	Trustee 信託人	62.89%
Joseph Lau Luen Hung Investments Limited	230,984,820	#	Beneficial owner 實益擁有人	12.10%

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SECURITIES OF THE COMPANY (Cont'd)

主要股東於本公司之證券權益 (續)

Notes:

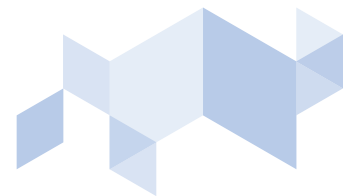
- ^ These shares were indirectly owned by a discretionary trust of which Mr. Joseph Lau was the founder. Mr. Joseph Lau and his certain other family members were eligible beneficiaries of that trust.
- ⊗ These shares were indirectly owned by a discretionary trust of which Ms. HW Chan and her family members were eligible beneficiaries and/or founder of that trust.
- # Alto Trust Limited as trustee of a discretionary trust held the entire issued share capital of Solar Bright Ltd. and therefore was regarded as interested in the same parcel of shares held by Solar Bright Ltd.. Solar Bright Ltd. held the entire issued share capital of Global King (PTC) Ltd. and all issued units in a unit trust of which Global King (PTC) Ltd. was the trustee and therefore was regarded as interested in the same parcel of shares held by Global King (PTC) Ltd. as trustee of the unit trust. Solar Bright Ltd. also held the entire issued share capital of Joseph Lau Luen Hung Investments Limited and therefore was also regarded as interested in the same parcel of shares held by Joseph Lau Luen Hung Investments Limited. As such, the 1,430,700,768 shares of the Company in which Solar Bright Ltd. was deemed to be interested represented the aggregate of the 1,199,715,948 shares and 230,984,820 shares of the Company held by Global King (PTC) Ltd. and Joseph Lau Luen Hung Investments Limited respectively, which was referred to in the interests of Mr. MW Lau as disclosed under "Directors' and Chief Executives' Interests in the Securities of the Company and Associated Corporation".

All the interests stated above represent long positions. As at 31st December, 2016, no short positions were recorded in the register kept by the Company under section 336 of the SFO.

附註：

- ^ 該等股份由一項酌情信託間接擁有。劉鑾雄先生為該信託之創立人。劉鑾雄先生及其若干其他家族成員為該信託之合資格受益人。
- ⊗ 該等股份由一項酌情信託間接擁有。陳凱韻女士及其家族成員為該信託之合資格受益人及／或創立人。
- # Alto Trust Limited (作為一項酌情信託之信託人) 持有Solar Bright Ltd.之全部已發行股本，故被視為擁有Solar Bright Ltd.所持有之同一批股份之權益。Solar Bright Ltd.持有Global King (PTC) Ltd.之全部已發行股本以及一項以Global King (PTC) Ltd.為信託人之單位信託基金之全部已發行單位，故被視為擁有Global King (PTC) Ltd. (作為該單位信託基金之信託人) 所持有之同一批股份之權益。Solar Bright Ltd.亦持有Joseph Lau Luen Hung Investments Limited之全部已發行股本，故被視為擁有Joseph Lau Luen Hung Investments Limited所持有之同一批股份之權益。因此，Solar Bright Ltd. 被視為擁有1,430,700,768股本公司股份 (分別由Global King (PTC) Ltd.所持有之1,199,715,948股及Joseph Lau Luen Hung Investments Limited所持有之230,984,820股本公司股份合計而成) 之權益。上述股份為「董事及最高行政人員於本公司及相聯法團之證券權益」項下所披露劉鳴煒先生之權益中所指之權益。

上述所有權益均為好倉。於二零一六年十二月三十一日，根據本公司按證券及期貨條例第336條備存之登記冊所載概無任何淡倉。



DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the Year, Mr. Lam, Kwong-wai had been a non-executive director of LT Commercial Real Estate Limited ("LT") (a company whose shares are listed on the Stock Exchange) till 6th February, 2016. LT was engaged in securities investment and financing, property investment and property development businesses. As such, Mr. Lam, Kwong-wai was regarded as being interested in such businesses which competed or were likely to compete with the Group. Such businesses were managed by separate publicly listed company with independent management. The board composition of such listed company is different and separate from the Company.

During the Year, Mr. MW Lau and Ms. Chan, Sze-wan had personal/directorship interests in private companies engaged in property investment business and securities investment business. As such, he/she was regarded as being interested in such businesses, which competed or might compete with the Group. However, when compared with the dominance and size of operations of the Group, such competing businesses were immaterial.

In addition, Mr. Joseph Lau, a substantial shareholder and a controlling shareholder of the Company during the Year, had through certain private companies wholly-owned by him acquired the retail shops of York Place, Excelsior Plaza (include Laforet) and Southorn Centre (also known as Wanchai Computer Centre) from the Group in 2010, certain floors and car parking spaces constituted part of the properties known as Silvercord and the properties known as The ONE from the Group in 2015 as well as the properties known as Windsor House from the Group during the Year (collectively the "Private Properties"). Each of Mr. MW Lau and Ms. Chan, Sze-wan was director(s) of or deemed to have certain interests in such companies (except for the companies holding retail shops of York Place) during the Year. There might be potential leasing competition for existing and prospective tenancies between the Private Properties and investment properties held by the Group. In order to manage such potential leasing competition, Mr. Joseph Lau had provided certain undertakings and the Company had agreed with the Stock Exchange to implement certain measures for monitoring the compliance of such undertakings. Details of such undertakings and monitoring measures were set out in the circulars of the Company dated 18th June, 2010, 23rd September, 2014, 7th January, 2015 and 15th January, 2016. The independent non-executive directors ("INEDs") of the Company had carried out an annual review on the compliance of the said undertakings and monitoring measures and confirmed that such undertakings and monitoring measures were duly complied with and considered adequate monitoring measures were in place to avoid the potential leasing competition during the Year.

董事於競爭性業務之權益

於本年度內，林光蔚先生曾為勒泰商業地產有限公司（「勒泰」）之非執行董事直至二零一六年二月六日，該公司之股份於聯交所上市。勒泰從事證券投資及融資、物業投資及物業發展業務。因此，林光蔚先生被視為於與本集團構成競爭或可能構成競爭之業務中擁有權益。該等業務乃由獨立上市公司之獨立管理層管理。該上市公司董事會之組成與本公司不同亦獨立於本公司。

於本年度內，劉鳴煒先生及陳詩韻女士於經營物業投資業務及證券投資業務之私人公司中擁有個人／董事之權益。因此，彼等被視為於與本集團構成競爭或可能構成競爭之業務中擁有權益。然而，此等競爭性業務與本集團之優勢及業務規模相比乃微不足道。

此外，劉鑾雄先生（於本年度內為本公司之主要股東及控股股東）透過若干全資擁有私人公司於二零一零年向本集團購入York Place、怡東商場（包括東角Laforet）及修頓中心（亦稱灣仔電腦城）之若干零售商舖，於二零一五年從本集團購入名為新港中心之物業當中若干樓層與車位及名為The ONE之物業，並於本年度內從本集團購入名為皇室大廈之物業（統稱為「該等私人物業」）。劉鳴煒先生及陳詩韻女士於本年度內均為該等公司（除持有York Place零售商舖之公司外）之董事或被視為於該等公司擁有若干權益。該等私人物業與本集團持有之投資物業之間可能存在現時及未來租約之潛在租賃競爭。為處理該等潛在租賃競爭，劉鑾雄先生已提供若干承諾，而本公司亦已向聯交所同意就監察該等承諾之遵守情況實施若干措施。有關該等承諾及監察措施之詳情已載於本公司日期為二零一零年六月十八日、二零一四年九月二十三日、二零一五年一月七日及二零一六年一月十五日之通函內。本公司之獨立非執行董事（「獨立非執行董事」）已就上述承諾及監察措施之遵守情況進行年度檢討，並確認於本年度內已遵守該等承諾及監察措施，並認為本公司已採取充足的監察措施以避免潛在租賃競爭。

DIRECTORS' INTERESTS IN COMPETING BUSINESSES (Cont'd)

The Directors are aware of their fiduciary duties and will act honestly and in good faith in the interests of the Company and will avoid any potential conflict of interests and duties. The Company comprises three INEDs and all of them are audit committee members of the Company, so that the interest of its shareholders can be adequately represented.

Other than as disclosed above, none of the Directors were interested in any businesses apart from the Company's businesses, which competed or was likely to compete, either directly or indirectly, with the Company's businesses.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

There were no arrangements to which the Company or any of the Company's subsidiaries was a party to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate during the Year.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

Save as the agreements disclosed under the heading "Connected Transactions" below, there were no other transactions, arrangements or contracts of significance in relation to the Company's businesses, to which the Company or any of the Company's subsidiaries was a party, subsisting at the end of the Year or at any time during the Year, and in which a Director or an entity connected with a Director had, whether directly or indirectly, a material interest, nor there were any other transactions, arrangements or contracts of significance in relation to the Company's businesses between the Company or any of the Company's subsidiaries and a controlling shareholder or any of its subsidiaries.

董事於競爭性業務之權益 (續)

董事知悉其誠信責任，將會秉誠行事以符合本公司之利益，並避免任何潛在利益及責任衝突。本公司之獨立非執行董事共三名，全部均為本公司之審核委員會成員，故足以代表其股東之利益。

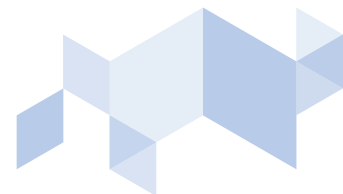
除上文所披露者外，概無董事在本公司業務以外於與本公司業務直接或間接構成競爭或可能構成競爭之任何業務中擁有權益。

購買股份或債券之安排

本公司或本公司之任何附屬公司概無於本年度內作出安排，以使董事可藉購入本公司或任何其他法人團體之股份或債券而獲得利益。

董事及控權股東於合約之權益

除於下述「關連交易」一節所述之協議外，於年結時或本年度內任何時間本公司或本公司之任何附屬公司所訂立與本公司業務有關之重要交易、安排或合約中，董事或與彼有關連之實體概無直接或間接擁有重大權益；此外，本公司或本公司之任何附屬公司亦無與控權股東或其任何附屬公司訂立與本公司業務有關之其他重要交易、安排或合約。



CONNECTED TRANSACTIONS

Connected Transactions

- (1) On 21st December, 2015, Conduit Road Development Limited (an indirect subsidiary owned as to 70% by the Company) accepted the tender from Ms. Amy Lau, Yuk-wai, a non-executive Director, in respect of the purchase of a residential unit together with a car parking space of 55 Conduit Road (the Group's property held for sale) at the purchase price of HK\$124,118,000 (before cash rebate). A formal sale and purchase agreement was made on 29th December, 2015 and completion took place on 5th April, 2016.

As the purchaser is a Director, the purchaser was therefore a connected person of the Company. Hence, the transaction contemplated under the acceptance of such tender constituted a connected transaction of the Company. As one or more of the applicable percentage ratios in respect of the transaction contemplated under the acceptance of the tender are more than 0.1% but less than 5%, the connected transaction was subject to the reporting and announcement requirements but was exempted from independent shareholders' approval requirement under Chapter 14A of the Listing Rules. An announcement in respect of the said transaction was made on 21st December, 2015.

關連交易

關連交易

- (1) 於二零一五年十二月二十一日，干德道發展有限公司（為本公司佔70%股權之間接附屬公司）接納非執行董事劉玉慧女士就認購琥珀（本集團持作出售之物業）一個住宅單位連同一個私家車車位之標書，認購價為124,118,000港元（扣除現金回贈前）。正式買賣協議於二零一五年十二月二十九日達成，而交易已於二零一六年四月五日完成。

由於買方為董事，故買方為本公司之關連人士。因此，接納該標書項下擬進行之交易構成本公司之關連交易。由於接納該標書項下擬進行之交易的適用百分比率高於0.1%但低於5%，該關連交易僅須遵守上市規則第14A章有關申報及公布之規定，獲取獨立股東批准之規定則獲豁免。有關該交易之公布已於二零一五年十二月二十一日發出。

CONNECTED TRANSACTIONS (Cont'd)

Connected Transactions (Cont'd)

- (2) On 23rd December, 2015, Good Top Limited (being an indirect wholly-owned subsidiary of the Company) as vendor and the Company as vendor's guarantor entered into a disposal agreement with Best Range Limited (being a company wholly-owned by Mr. Joseph Lau) as purchaser (the "First Purchaser") and Mr. Joseph Lau as purchaser's guarantor, in relation to, inter alia, the disposal of the Company's indirect wholly-owned subsidiaries that ultimately held the property known as Windsor House, as well as a club membership at a final consideration of approximately HK\$10,763.1 million. Meanwhile, as part of the arrangement for that transaction, on 23rd December, 2015, China Entertainment and Land Investment Company, Limited (being a direct wholly-owned subsidiary of the Company) as vendor and the Company as vendor's guarantor entered into a disposal agreement with Magic Square Limited (being a company wholly-owned by Mr. Joseph Lau) as purchaser (the "Second Purchaser", together with the First Purchaser, the "Purchasers") and Mr. Joseph Lau as purchaser's guarantor, in relation to, inter alia, the disposal of the entire issued share capital of Keep Speed Company Limited (the Company's indirect wholly-owned subsidiary) at a final consideration of HK\$2 with a Negative Consideration (as defined in the announcement of the Company dated 23rd December, 2015) of approximately HK\$4,575.7 million (the "First Disposal Transactions").

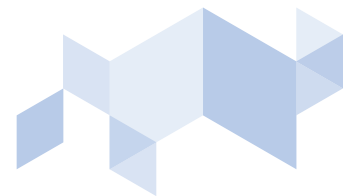
As one or more of the applicable percentage ratios under Chapter 14 of the Listing Rules for the First Disposal Transactions as aggregated with the SP Transactions (as defined in the announcement of the Company dated 23rd December, 2015) exceeded 25% but were less than 75%, the First Disposal Transactions constituted major transactions for the Company. At the date of the relevant announcement, Mr. Joseph Lau was a substantial shareholder and controlling shareholder of the Company, and was the director and the sole beneficial owner of the Purchasers, therefore Mr. Joseph Lau and the Purchasers were connected persons of the Company and the First Disposal Transactions constituted connected transactions of the Company under Chapter 14A of the Listing Rules. The First Disposal Transactions were therefore subject to the reporting, announcement, circular and independent shareholders' approval requirements pursuant to the Listing Rules. An announcement in respect of the First Disposal Transactions was made on 23rd December, 2015.

關連交易 (續)

關連交易 (續)

- (2) 於二零一五年十二月二十三日，Good Top Limited (為本公司之間接全資擁有附屬公司) 作為賣方及本公司作為賣方擔保人與 Best Range Limited (為劉鑾雄先生全資擁有之公司) 作為買方 (「第一買方」) 及劉鑾雄先生作為買方擔保人訂立一份出售協議，出售 (其中包括) 最終持有稱為皇室大廈之物業之本公司間接全資擁有附屬公司，以及一個會所會籍，最終代價約為 10,763,100,000 港元。與此同時，作為該交易安排之一部份，中華娛樂置業有限公司 (為本公司之直接全資擁有附屬公司) 作為賣方及本公司作為賣方擔保人與 Magic Square Limited (為劉鑾雄先生全資擁有之公司) 作為買方 (「第二買方」，連同第一買方統稱為「該等買方」) 及劉鑾雄先生作為買方擔保人訂立一份出售協議，出售 (其中包括) Keep Speed Company Limited (本公司之間接全資擁有附屬公司) 之所有已發行股本，最終代價 2 港元連同約 4,575,700,000 港元之負代價 (定義見本公司日期為二零一五年十二月二十三日之公布) (「第一出售交易」)。

由於按上市規則第 14 章就第一出售交易與買賣交易 (定義均見本公司日期為二零一五年十二月二十三日之公布) 合併計算之一個或多個適用百分比率超過 25% 但不足 75%，第一出售交易構成本公司之主要交易。於有關公布之日期，由於劉鑾雄先生為本公司之主要股東及控股股東，並為該等買方之董事及唯一實益擁有人，根據上市規則第 14A 章，劉鑾雄先生及該等買方為本公司之關連人士，因此第一出售交易構成本公司之關連交易。第一出售交易因此須遵守根據上市規則有關申報、公布、通函及獨立股東批准之規定。有關第一出售交易之公布已於二零一五年十二月二十三日發出。



CONNECTED TRANSACTIONS (Cont'd)

Connected Transactions (Cont'd)

(2) (Cont'd)

The First Disposal Transactions were approved by the independent shareholders of the Company at the special general meeting held on 2nd February, 2016 and was completed on 1st September, 2016. Details of the First Disposal Transactions were set out in the circular of the Company dated 15th January, 2016.

(3) On 5th December, 2016, Paul Y. Holdings Company Limited (being a direct wholly-owned subsidiary of the Company) as vendor and the Company as vendor's guarantor entered into a disposal agreement with Creative Dragon Ventures Limited (being a company wholly-owned by Ms. HW Chan) as purchaser (the "Third Purchaser") and Ms. HW Chan as purchaser's guarantor, in relation to, inter alia, the disposal of the Company's indirect wholly-owned subsidiaries that ultimately held the property development situated at No. 12 Shiu Fai Terrace, Mid-Levels East, Hong Kong, at a final consideration of approximately HK\$889.6 million (the "Second Disposal Transaction"). Meanwhile, on the same day, New Silver Limited (being an indirect wholly-owned subsidiary of the Company) as vendor and the Company as vendor's guarantor entered into a disposal agreement with Strong Point Ventures Limited (being a company wholly-owned by Mr. MW Lau) as purchaser (the "Fourth Purchaser") and Mr. MW Lau as purchaser's guarantor, in relation to, inter alia, the disposal of the Company's indirect wholly-owned subsidiaries that ultimately held 79 shops of Lowu Commercial Plaza located in Shenzhen, the People's Republic of China, at a final consideration of approximately HK\$352.2 million (the "Third Disposal Transaction").

關連交易 (續)

關連交易 (續)

(2) (續)

第一出售交易已獲本公司獨立股東於二零一六年二月二日舉行之股東特別大會上通過，並已於二零一六年九月一日完成。有關第一出售交易之詳情已刊載於本公司日期為二零一六年一月十五日之通函內。

(3) 於二零一六年十二月五日，Paul Y. Holdings Company Limited (為本公司之直接全資擁有附屬公司)作為賣方及本公司作為賣方擔保人與Creative Dragon Ventures Limited (為陳凱韻女士全資擁有之公司)作為買方(「第三買方」)及陳凱韻女士作為買方擔保人訂立一份出售協議，出售(其中包括)最終持有位於香港半山區東部肇輝臺12號之物業發展項目之本公司間接全資擁有附屬公司，最終代價約為889,600,000港元(「第二出售交易」)。與此同時，於同一天，New Silver Limited (為本公司之間接全資擁有附屬公司)作為賣方及本公司作為賣方擔保人與Strong Point Ventures Limited (為劉鳴煒先生全資擁有之公司)作為買方(「第四買方」)及劉鳴煒先生作為買方擔保人訂立一份出售協議，出售(其中包括)最終持有位於中華人民共和國深圳市羅湖商業城之79間商舖之本公司間接全資擁有附屬公司，最終代價約為352,200,000港元(「第三出售交易」)。



CONNECTED TRANSACTIONS (Cont'd)

Connected Transactions (Cont'd)

(3) (Cont'd)

As one or more of the applicable percentage ratios under Chapter 14 of the Listing Rules for the Second Disposal Transaction and the Third Disposal Transaction as aggregated with the First Disposal Transactions exceeded 25% but were less than 75%, the Second Disposal Transaction and the Third Disposal Transaction constituted major transactions for the Company. In addition, as at the date of the relevant announcement, Ms. HW Chan was an associate of Directors and an associate of the then substantial shareholder and controlling shareholder of the Company, and was the sole director and the sole beneficial owner of the Third Purchaser, therefore Ms. HW Chan and the Third Purchaser were connected persons of the Company. Furthermore, as Mr. MW Lau, the Chairman of the Board and a non-executive Director was the sole director and the sole beneficial owner of the Fourth Purchaser as at the date of the relevant announcement, Mr. MW Lau and the Fourth Purchaser were connected persons of the Company. Accordingly, the Second Disposal Transaction and the Third Disposal Transaction constituted connected transactions of the Company under Chapter 14A of the Listing Rules and were therefore subject to the reporting, announcement, circular and independent shareholders' approval requirements pursuant to the Listing Rules. An announcement in respect of the Second Disposal Transaction and the Third Disposal Transaction were made on 5th December, 2016.

Each of the Second Disposal Transaction and the Third Disposal Transaction was approved by the independent shareholders of the Company at the special general meeting held on 13th January, 2017 and was completed on 10th February, 2017. Details of the Second Disposal Transaction and the Third Disposal Transaction were set out in the circular of the Company dated 28th December, 2016.

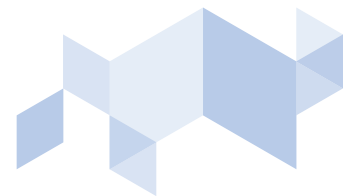
關連交易 (續)

關連交易 (續)

(3) (續)

由於按上市規則第14章就第二出售交易及第三出售交易與第一出售交易合併計算之一個或多個適用百分比率超過25%但不足75%，第二出售交易及第三出售交易構成本公司之主要交易。此外，於有關公布之日期，由於陳凱韻女士為董事之聯繫人及本公司當時之主要股東及控股股東之聯繫人並為第三買方之唯一董事及唯一實益擁有人，故陳凱韻女士及第三買方為本公司之關連人士。此外，由於劉鳴煒先生（董事會主席及非執行董事）於有關公布之日期為第四買方之唯一董事及唯一實益擁有人，故劉鳴煒先生及第四買方為本公司之關連人士。據此，根據上市規則第14A章，第二出售交易及第三出售交易構成本公司之關連交易，因而須遵守根據上市規則有關申報、公布、通函及獨立股東批准之規定。有關第二出售交易及第三出售交易之公布已於二零一六年十二月五日發出。

第二出售交易及第三出售交易各自已獲本公司獨立股東於二零一七年一月十三日舉行之股東特別大會上通過，並已於二零一七年二月十日完成。有關第二出售交易及第三出售交易之詳情已刊載於本公司日期為二零一六年十二月二十八日之通函內。



CONNECTED TRANSACTIONS (Cont'd)

Continuing Connected Transaction

On 31st October, 2014, Chinese Estates, Limited (being a direct wholly-owned subsidiary of the Company) entered into a contract for services with Mr. Joseph Lau regarding the provision of (i) leasing administration services (including without limitation matters relating to dealing with tenants, rent collection and taking legal actions, but excluding any services in relation to the referral of potential tenants and the negotiation with existing and/or potential tenants regarding terms of lease of properties), (ii) property management services (including matters relating to the management, maintenance, operation, servicing and repair of properties), (iii) property administration services (including without limitation accounting, recruitment, human resources administration works, taxation, marketing and information technology services), (iv) asset management and maintenance services (including property, household and other management and maintenance services in relation to the properties and assets), (v) rental services (including rental of motor vehicles, car plates, vessels, car parking spaces, premises and such other rental services), (vi) advisory and consultancy services (including general advisory, consultancy, administration, liaison, personnel support services and such other services ancillary and/or incidental thereto), and (vii) other ordinary services (including without limitation securities and other financial services) to Mr. Joseph Lau and/or his associates, commenced on 1st November, 2014 for 3 years (the "Contract"). The cap of the service charges payable by Mr. Joseph Lau to Chinese Estates, Limited for the year ended 31st December, 2016 under the Contract was set at HK\$128,000,000 (the "Cap") as disclosed in the Company's announcement dated 31st October, 2014.

As at the date of relevant announcement, Mr. Joseph Lau was a substantial shareholder and controlling shareholder of the Company and thus a connected person of the Company. Therefore, the Contract and the transactions contemplated thereunder constituted continuing connected transactions for the Company under the Listing Rules. As the applicable percentage ratios for the expected annual caps for the transactions contemplated under the Contract exceeded 0.1% but were expected to be less than 5%, the Contract and the annual caps were only subject to the reporting, announcement and annual review requirements but exempted from the independent shareholders' approval requirement pursuant to Chapter 14A of the Listing Rules.

關連交易 (續)

持續關連交易

於二零一四年十月三十一日，華人置業有限公司（為本公司之直接全資擁有附屬公司）與劉鑾雄先生訂立一份為期三年的服務合約，內容有關向劉鑾雄先生及／或其聯繫人提供(i)租務行政服務（包括但不限於處理租客之往來、收租及採取法律行動，但不包括有關轉介潛在租戶以及與現有租戶及／或潛在租戶協商有關物業之租賃條款之任何服務）、(ii)物業管理服務（包括有關物業之管理、保養、營運、服務及維修之事宜）、(iii)物業行政服務（包括但不限於會計、招聘、人力資源行政工作、稅務、市場推廣及資訊技術服務）、(iv)資產管理及保養服務（包括有關物業及資產之物業、家居及其他管理及保養服務）、(v)租賃服務（包括車輛、車牌、船隻、停車位、場地之租賃及其他租賃服務）、(vi)諮詢及顧問服務（包括一般諮詢、顧問、行政、聯絡、人事支援服務及其他配套及／或附帶服務）及(vii)其他一般服務（包括但不限於證券及其他金融服務），於二零一四年十一月一日開始生效（「合約」）。誠如本公司日期為二零一四年十月三十一日之公布所披露，劉鑾雄先生根據合約，於截至二零一六年十二月三十一日止年度應付予華人置業有限公司之服務費之上限定為128,000,000港元（「上限」）。

於有關公布之日期，劉鑾雄先生為本公司之主要股東及控股股東，屬本公司之關連人士。因此，根據上市規則，合約及據此擬進行之交易構成本公司之持續關連交易。由於合約項下擬進行之交易之預期年度上限之適用百分比率超過0.1%，惟預期將少於5%，合約及有關年度上限僅須遵守根據上市規則第14A章有關申報、公布及年度檢討之規定，獲取獨立股東批准之規定則獲豁免。

CONNECTED TRANSACTIONS (Cont'd)

Continuing Connected Transaction (Cont'd)

Having reviewed the subject continuing connected transactions, the INEDs of the Company, pursuant to Chapter 14A of the Listing Rules on the requirement to carry out an annual review on the continuing connected transactions, confirmed that the transactions were made in the ordinary and usual course of business of the Company (other than household management and maintenance services under the asset management and maintenance services, the property administration services, the rental services and the advisory and consultancy services), on normal commercial terms and in accordance with the Contract governing them on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole. Having considered the reasons and benefits in respect of the provision of household management and maintenance services under the asset management and maintenance services, the property administration services, the rental services and the advisory and consultancy services as mentioned in the Company's announcement dated 31st October, 2014, the INEDs of the Company were of the view that, although the provision of such services contemplated under the Contract were not in the ordinary and usual course of business of the Group, the terms of such services were fair and reasonable so far as the Group were concerned and on normal commercial terms, and were in the interests of the Company and its shareholders as a whole.

The auditors of the Company, pursuant to Chapter 14A of the Listing Rules, confirmed in their letter made in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements other than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants that the subject continuing connected transactions had received the approval of the Board, were in accordance with the pricing policies of the Company, had been entered into in accordance with the Contract and had not exceeded the Cap disclosed in the said announcement made on 31st October, 2014.

Save as aforesaid, there were no other discloseable non-exempted connected transaction or non-exempted continuing connected transaction under the Listing Rules during the Year and up to the date of this directors' report.

關連交易 (續)

持續關連交易 (續)

本公司之獨立非執行董事根據上市規則第14A章之規定就持續關連交易進行年度檢討，在檢討上述持續關連交易後，確認該等交易屬本公司之日常及一般業務（資產管理及保養服務項下之家居管理及保養服務、物業行政服務、租賃服務和諮詢及顧問服務除外），按照一般商業條款及根據合約條款進行，該等條款屬公平合理，且符合本公司股東之整體利益。經考慮本公司日期為二零一四年十月三十一日之公布，關於提供資產管理及保養服務項下之家居管理及保養服務、物業行政服務、租賃服務和諮詢及顧問服務之原因及裨益後，本公司之獨立非執行董事認為，雖然根據合約提供有關服務並非本集團之日常及一般業務，但有關服務之條款對本集團而言乃屬公平合理並符合一般商業條款，而且符合本公司及其股東之整體利益。

本公司之核數師已按照香港會計師公會所頒布之香港核證工作準則3000（經修訂）「歷史財務信息審計或審閱以外的鑒證業務」，以及參照《實務說明》第740號「關於香港《上市規則》所述持續關連交易的核數師函件」，於其根據上市規則第14A章發出之信件中，確認上述持續關連交易已經由董事會批准，並按照本公司之定價政策及根據合約進行，且無超逾於二零一四年十月三十一日之公布所披露之上限。

除上文所述外，根據上市規則，本公司於本年度內及截至本董事會報告書日期概無其他須予披露之不獲豁免關連交易或不獲豁免持續關連交易。



CONNECTED TRANSACTIONS (Cont'd)

Save as aforesaid, none of the "Material Related Party Transactions" as disclosed in Note 49 to the consolidated financial statements for the Year constituted discloseable non-exempted connected transaction or non-exempted continuing connected transaction under the Listing Rules.

To the extent of the above "Material Related Party Transactions" constituted connected transactions or continuing connected transactions as defined in the Listing Rules, the Company had complied with the relevant requirements under Chapter 14A of the Listing Rules during the Year.

SERVICE CONTRACTS OF DIRECTORS

None of the Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

RETIREMENT BENEFIT SCHEMES

The Group operates two retirement benefit schemes:-

- (1) the provident fund scheme as defined in the Occupational Retirement Schemes Ordinance, Chapter 426 of the laws of Hong Kong (the "ORSO Scheme"); and
- (2) the provident fund scheme as defined in the Mandatory Provident Fund Schemes Ordinance, Chapter 485 of the laws of Hong Kong (the "MPF Scheme").

Both the ORSO Scheme and the MPF Scheme are defined contribution schemes and the assets of both schemes are managed by their respective trustees accordingly.

關連交易 (續)

除上文所述外，根據上市規則，本年度綜合財務報表內附註49所披露之「重大關連人士交易」並無構成須予披露之不獲豁免關連交易或不獲豁免持續關連交易。

就上述「重大關連人士交易」構成根據上市規則所界定之關連交易或持續關連交易，本公司已於本年度內遵守上市規則第14A章的有關規定。

董事服務合約

本公司或其任何附屬公司並無與董事簽訂任何一年內若由僱主終止合約時須作出賠償（法定賠償除外）之服務合約。

退休福利計劃

本集團推行兩項退休福利計劃：-

- (1) 香港法例第426章職業退休計劃條例所界定之公積金計劃（「職業退休計劃」）；及
- (2) 香港法例第485章強制性公積金計劃條例所界定之公積金計劃（「強積金計劃」）。

職業退休計劃及強積金計劃均為界定供款計劃，該等計劃之資產乃由各自之受託人管理。

RETIREMENT BENEFIT SCHEMES (Cont'd)

The ORSO Scheme is available to the Group's full-time permanent staff employed in Hong Kong before 1st December, 2000. Contributions to the ORSO Scheme are made by the Group at 5%, 7.5% or 10% based on the staff's basic salary depending on the length of service. Staff members are entitled to 100% of the Group's contributions together with accrued returns after completing 10 years of service or more, or attaining the retirement age, or are entitled at a reduced scale between 30% to 90% of the Group's contributions after completing a period of service of at least 3 years but less than 10 years. The ORSO Scheme allowed any forfeited contributions (made by the Group for any staff member who subsequently left the ORSO Scheme prior to vesting fully in such contributions) to be used by the Group to offset the current level of contributions of the Group.

The MPF Scheme is available to all employees aged 18 to 64 and with at least 60 days of service under the employment of the Group in Hong Kong. Contributions are made by the Group at 5% based on the staff's relevant income. The maximum relevant income for contribution purpose is HK\$30,000 per month. Staff members are entitled to 100% of the Group's contributions together with accrued returns irrespective of their length of service with the Group, but the benefits are required by law to be preserved until the retirement age of 65.

In order to provide similar benefits to those who joined the MPF Scheme and the ORSO Scheme, the Group provided an additional portion (the "Top-up Portion") for those who joined the MPF Scheme. The purpose of the Top-up Portion is to match up the benefits of the MPF Scheme with that of the ORSO Scheme by providing those staff under the MPF Scheme with basic salary over HK\$30,000 and/or years of service over 5. Contributions to the Top-up Portion are made by the Group at 5%, 7.5% or 10% of the staff's basic salary less the Group's mandatory contribution under the MPF Scheme as mentioned above.

The Group's total cost for the schemes charged to consolidated statement of comprehensive income for the year ended 31st December, 2016 amounted to approximately HK\$9,799,000 (2015: HK\$10,576,000). In addition, an amount of forfeited employer's contributions for the schemes amounted to approximately HK\$297,000 (2015: HK\$794,000) was utilised towards reducing the Group's contributions during the Year. As at 31st December, 2016, no available balance to reduce future contributions (2015: the balance available to reduce future contributions amounted to approximately HK\$100,000).

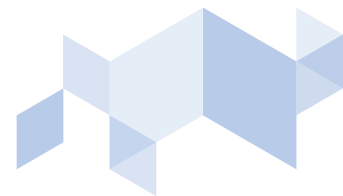
退休福利計劃 (續)

職業退休計劃可供於二零零零年十二月一日前在香港受僱之本集團全職長期僱員參加。本集團乃根據僱員之基本薪金按其服務年期，作出5%、7.5%或10%之供款。僱員服務滿10年或以上或到退休年齡時方可取得100%本集團供款連同應計回報，而服務年期滿3年但不足10年之僱員則可按遞減比例取得30%至90%本集團供款。職業退休計劃容許本集團將任何已沒收供款（即本集團就任何可獲得全部供款前退出職業退休計劃之僱員而作出之供款）用以抵銷本集團現有之供款水平。

強積金計劃可供所有18至64歲受僱於香港最少60日之本集團僱員參加。本集團根據僱員之有關入息作出5%之供款。就供款而言，有關入息上限為每月30,000港元。不論其於本集團之服務年期，僱員均可取得100%本集團供款連同應計回報，惟根據法例，有關利益將保留至退休年齡65歲方可領取。

為了向參加強積金計劃及職業退休計劃之僱員提供相近之福利，本集團為參加強積金計劃之僱員提供額外部分（「補足部分」）。補足部分旨在向基本月薪逾30,000港元及／或服務年期逾5年，參加強積金計劃之僱員提供與職業退休計劃相近之福利。本集團將根據僱員基本薪金之5%、7.5%或10%減本集團根據上述強積金計劃作出之強制性供款而作出補足部分之供款。

本集團於截至二零一六年十二月三十一日止年度就該等計劃於綜合全面收益報表扣除之費用總額約為9,799,000港元（二零一五年：10,576,000港元）。此外，本集團就該等計劃已沒收之僱主供款約為297,000港元（二零一五年：794,000港元），並已於本年度內用作削減供款。於二零一六年十二月三十一日，並無餘額可用作減少未來供款（二零一五年：餘額約100,000港元可用作減少未來供款）。



SHARE AWARD SCHEME

A share award scheme (the "Share Award Scheme") was adopted by the shareholders of the Company at the special general meeting held on 14th January, 2009 (the "Adoption Date"). The Share Award Scheme is a long-term incentive arrangement for the selected employees. The purpose of the Share Award Scheme is to recognise and reward certain employees of the Group for their contributions to the Group and to give long-term incentives for retaining them for the continued operations and development of the Group. It also intends to attract suitable professional recruits to join the Group and to assist in the further development of the Group.

The Board may from time to time, at its absolute discretion and subject to such terms and conditions as it may think fit (including the basis of eligibility of each employee determined by the Board from time to time), after having taken into account recommendations made by members of the Group and assessment of individual performance pursuant to internal appraisal system, select an employee for participation in the Share Award Scheme as a Selected Employee ("Selected Employee") and determine the number of shares which may be awarded to such Selected Employee pursuant to the terms of the Share Award Scheme ("Awarded Share(s)"). A Selected Employee shall qualify to be allotted and issued the Awarded Shares after all the qualifying conditions have been fulfilled, unless otherwise determined by the Board at its discretion.

The issue price for each Awarded Share shall, subject to the terms of the Share Award Scheme, be an amount equal to its nominal value and shall be paid or satisfied in cash by the relevant member of the Group engaging the Selected Employee or, if payment by the relevant member of the Group engaging the Selected Employee is not permitted under applicable law, any member of the Group, upon the allotment and issue of the Awarded Shares.

The total number of shares which may be issued in response to the Share Award Scheme and any other incentive or option schemes of the Company (if any) shall not in aggregate exceed 207,775,007, being 10% of the total number of shares in issue on the Adoption Date and represents approximately 10.89% of the total number of shares in issue at the date of this report. No granting of Awarded Shares was made for the Year.

股份獎勵計劃

股份獎勵計劃（「股份獎勵計劃」）已獲本公司股東於二零零九年一月十四日（「採納日期」）舉行之股東特別大會上採納。股份獎勵計劃乃為經甄選僱員而設之長期獎勵安排，旨在向為本集團作出貢獻之若干僱員給予肯定及回報，並作為吸引其留效本集團，繼續為本集團之營運及發展而努力之長期獎勵。此計劃亦有助於吸引合適之專業人士加盟本集團及協助本集團進一步發展。

經考慮本集團成員公司作出之推薦建議及根據內部評估制度評估個別人士之表現後，董事會可不時全權酌情及根據其認為合適之條款及條件（包括董事會不時釐定每名僱員之合資格基準），甄選僱員成為經甄選僱員（「經甄選僱員」）參與股份獎勵計劃，並根據股份獎勵計劃之條款釐定每名經甄選僱員可獲之獎勵股份數目（「獎勵股份」）。除董事會另有酌情釐定外，經甄選僱員於達成所有合資格條件後，將合資格獲發行及配發獎勵股份。

每股獎勵股份之發行價將受限於股份獎勵計劃之條款，並相等於其面值，且由聘用經甄選僱員之本集團相關成員公司於發行及配發獎勵股份時以現金支付或償付，或倘聘用經甄選僱員之本集團相關成員公司根據適用法律不得作出付款，則由本集團任何成員公司以現金支付或償付。

於股份獎勵計劃將可能發行之股份，連同於根據本公司所有其他獎勵或認股權計劃（如有）將可能發行之股份，總數合共不得超過207,775,007股（即於採納日期已發行股份之10%），相當於截至本董事會報告書日期之已發行股份約10.89%。本集團於本年度內並無授出任何獎勵股份。

SHARE AWARD SCHEME (Cont'd)

The maximum number of Awarded Shares to be granted to each Selected Employee under the Share Award Scheme in any 12-month period shall not exceed in aggregate 1% of the shares in issue as at the date of such grant.

Subject to any early termination pursuant to the terms of the Share Award Scheme, the Share Award Scheme shall be valid and effective for a period of 10 years commencing from the Adoption Date (i.e. until 13th January, 2019). As at the date of this directors' report, the remaining life of the Share Award Scheme is less than 2 years.

Details of the Share Award Scheme were set out in the circular of the Company dated 23rd December, 2008.

PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company had maintained the prescribed amount of public float during the Year and up to the date of this annual report as required under the Listing Rules.

MANAGEMENT CONTRACTS

No contracts, other than employment contracts, concerning the management and administration of the whole or any substantial part of the Company's business were entered into or existed during the Year.

DIRECTORS' INDEMNITIES

According to the Company's Bye-Laws, each director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (to the extent allowed by the Companies Act, 1981 of Bermuda (as amended)) which such director may sustain or incur in or about the execution of the duties of the director's office or otherwise in relation thereto. The Company has provided indemnity to INEDs since July 2014 by issuing a letter to each of the INEDs. The Company has also arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group.

股份獎勵計劃 (續)

根據股份獎勵計劃授予每位經甄選僱員之獎勵股份之最高數目於任何十二個月期間內合共不得超過有關授出日期已發行股份之1%。

除股份獎勵計劃中任何有關提早終止之條款外，股份獎勵計劃將由採納日期起計十年期間有效及生效（即至二零一九年一月十三日止）。於本董事會報告書日期，股份獎勵計劃尚剩餘之有效期為少於二年。

有關股份獎勵計劃之詳情已刊載於本公司日期為二零零八年十二月二十三日之通函內。

公眾持股量

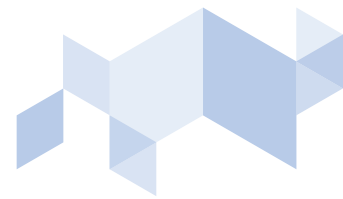
根據本公司得悉的公開資料及董事所知悉，本公司於本年度內及截至本年報日期已按上市規則規定維持指定數額之公眾持股量。

管理合約

除僱員聘任合約外，本集團於本年度內並無就全部或任何重大部分之本公司業務管理及行政訂立或存在任何合約。

董事的彌償保證

根據本公司細則的規定，在百慕達一九八一年公司法（經修訂）許可之情況下，公司的每位董事就履行其職務或職責或有關的其他事情而蒙受或招致所有損失或責任，均有權獲得公司以其資產賠償。本公司已於二零一四年七月向每位獨立非執行董事發出函件提供彌償保證。本公司亦已為集團董事及高級人員安排適當的董事及高級人員責任保險。



EQUITY-LINKED AGREEMENTS

Save for the Share Award Scheme, the Company has not entered into any equity-linked agreement for the Year.

AUDITORS

The consolidated financial statements for the Year were audited by HLB Hodgson Impey Cheng Limited ("HLB") who would retire at the conclusion of the forthcoming annual general meeting, and being eligible, offer themselves for re-appointment. A resolution will be proposed to the shareholders at the forthcoming annual general meeting to re-appoint HLB as the auditors of the Company.

On behalf of the Board

Lam, Kwong-wai

Director

Hong Kong, 9th March, 2017

股票掛鈎協議

除股份獎勵計劃外，本公司於本年度並無訂立任何股票掛鈎協議。

核數師

本年度之綜合財務報表由國衛會計師事務所有限公司（「國衛」）審核。該會計師行將於即將舉行之股東週年大會結束時任滿告退，惟合資格並願意膺聘連任。於即將舉行之股東週年大會上，將就續聘國衛為本公司核數師向股東提呈一項決議案。

代表董事會

董事

林光蔚

香港，二零一七年三月九日

INDEPENDENT AUDITORS' REPORT 獨立核數師報告書



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

31/F, Gloucester Tower 香港
The Landmark 中環
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Central 置地廣場
Hong Kong 告羅士打大廈31樓

TO THE SHAREHOLDERS OF CHINESE ESTATES HOLDINGS LIMITED
(incorporated in Bermuda with limited liability)

致**CHINESE ESTATES HOLDINGS LIMITED**股東
(於百慕達註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of Chinese Estates Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 91 to 263, which comprise the consolidated statement of financial position as at 31st December, 2016, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31st December, 2016 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

意見

吾等已審核第91頁至263頁所載Chinese Estates Holdings Limited (「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表。綜合財務報表包括於二零一六年十二月三十一日之綜合財務狀況報表、截至該日止年度之綜合全面收益報表、綜合股本權益變動表及綜合現金流量表,以及綜合財務報表附註,其中包括主要會計政策概要。

吾等認為,根據香港會計師公會(「香港會計師公會」)頒布之香港財務報告準則(「香港財務報告準則」),綜合財務報表真實公平地反映 貴集團於二零一六年十二月三十一日之綜合財務狀況及 貴集團截至該日止年度之綜合財務表現及綜合現金流量,並已按照香港公司條例之披露要求妥為編製。

意見之基礎

吾等已根據香港會計師公會頒布之香港審計準則(「香港審計準則」)進行審計工作。吾等在該等準則下承擔之責任已在本報告「核數師就審計綜合財務報表承擔之責任」部分中作進一步闡述。根據香港會計師公會頒布之專業會計師道德守則(「守則」),吾等獨立於 貴集團,並已履行守則中之其他專業道德責任。吾等相信,就提出審計意見而言,吾等所獲審計憑證屬充分恰當。

關鍵審計事項

關鍵審計事項是根據吾等之專業判斷,對本期綜合財務報表之審計最為重要之事項。該等事項是於吾等審計整體綜合財務報表及提出意見時進行處理,吾等不會對該等事項提供單獨意見。



KEY AUDIT MATTERS (Cont'd)

關鍵審計事項 (續)

Key audit matter	How our audit addressed the key audit matter	關鍵審計事項	審計中如何處理關鍵審計事項
<p>Valuation of investment properties</p> <p>Refer to Notes 19 and 23 to the consolidated financial statements.</p> <p>Management has estimated the fair value of the Group's investment properties to be approximately HK\$12,887,253,000 as at 31st December, 2016 with a net gain on fair value changes for the year ended 31st December, 2016 recorded in the consolidated statement of comprehensive income of approximately HK\$139,216,000. Independent external valuations were obtained in respect of all of the portfolio of the Group, including the investment properties held by its associates in order to support management's estimates.</p> <p>The valuations are dependent on certain key assumptions that require significant management judgment including reversionary yield and rental income from future reversion leases in light of current market condition.</p>	<p>Our procedures in relation to management's valuation of investment properties included, but were not limited to:</p> <ul style="list-style-type: none"> – evaluation of the independent external valuers' competence, capabilities and objectivity; – assessing the methodologies used and the appropriateness of the key assumptions and parameters based on our knowledge of the property industry and using our audit valuation experts; and – checking, on sample basis, the accuracy and relevance of the input data used. <p>We found the key assumptions were supported by the available evidence.</p>	<p>投資物業估值</p> <p>請參閱綜合財務報表附註19及23。</p> <p>管理層估計，於二零一六年十二月三十一日，貴集團投資物業之公平值約為12,887,253,000港元，於截至二零一六年十二月三十一日止年度之綜合全面收益報表中錄得之公平值變動收益淨額約為139,216,000港元。貴集團整個組合（包括聯營公司持有之投資物業）均已取得獨立外部估值，以支持管理層之估計。</p> <p>估值取決於若干關鍵假設，管理層須就此作出重大判斷，包括復歸回報率及基於現時市況對未來復歸租約所得租金收入之假設等。</p>	<p>吾等就管理層之投資物業估值所採取之程序包括但不限於：</p> <ul style="list-style-type: none"> – 評估獨立外部估值師之資格、能力及客觀性； – 基於吾等對物業行業之認識及安排吾等之審計估值專家，評估所用方法、關鍵假設及參數之合適性；及 – 抽樣檢查所用數據之準確性及適切性。 <p>吾等發現關鍵假設得到證據支持。</p>

KEY AUDIT MATTERS (Cont'd)

關鍵審計事項 (續)

Key audit matter

How our audit addressed the key audit matter

關鍵審計事項

審計中如何處理
關鍵審計事項**Classification and fair value measurement on financial assets**

Refer to Notes 2, 5(c), 27 and 28 to the consolidated financial statements.

金融資產之分類及公平值計量

請參閱綜合財務報表附註2、5(c)、27及28。

During the year ended 31st December, 2016, the Group has early adopted HKFRS 9 (2014) "Financial Instrument" that is effective for annual periods beginning on or after 1st January, 2018.

Our procedures over the classification and fair value measurement of the Group's portfolio of Unquoted Investments included, but were not limited to:

截至二零一六年十二月三十一日止年度，貴集團提前採納於二零一八年一月一日或之後開始之年度期間生效之香港財務報告準則第9號(2014年)「金融工具」。

吾等就 貴集團無報價投資組合之分類及公平值計量所採取之程序包括但不限於：

As at 31st December, 2016, the Group has equity securities with carrying amount of approximately HK\$5,442,591,000 were irrevocably elected and designated as financial assets measured at fair value through other comprehensive income.

– assessing management's evaluation in relation to the classification of financial assets based on the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets;

於二零一六年十二月三十一日，貴集團之股本證券之賬面值約為5,442,591,000港元已作出不可撤回之選擇並被指定為通過其他全面收益以反映公平值計量之金融資產。

– 根據 貴集團管理金融資產之業務模式，以及金融資產之合約現金流量特徵，評估管理層對金融資產分類之評估；

As at 31st December, 2016 the Group holds unlisted equity securities, including limited partnership, and club debentures with carrying amount of approximately HK\$882,865,000 and HK\$62,807,000 respectively. These financial instruments do not have a quoted market price in an active market (the "Unquoted Investments"). They were classified as available-for-sale investments and measured at cost less impairment or at fair value in previous years. Upon adoption of HKFRS 9 (2014), they were reclassified as financial assets measured at fair value through other comprehensive income or financial assets measured at fair value through profit or loss and measured at fair value.

– reviewing management's memorandum for the classification of financial assets and the irrevocable election to designate investment in equity instruments that would be measured subsequent changes in fair value in other comprehensive income;

於二零一六年十二月三十一日，貴集團持有非上市股本證券(包括有限合夥企業)及會籍債券，賬面值分別約為882,865,000港元及62,807,000港元。該等金融工具於活躍市場上並無市場報價(「無報價投資」)。無報價投資於過往年度分類為待售投資，並按成本扣除減值或按公平值計量。於採納香港財務報告準則第9號(2014年)，無報價投資已重新分類為通過其他全面收益以反映公平值計量之金融資產或通過損益以反映公平值計量之金融資產。

– 審閱管理層之備忘，該備忘有關金融資產分類及以不可撤回之選擇指定股本工具投資，其計量方式將隨後公平值變動呈列為其他全面收益；

– enquiring the management including fund manager and assessing the methodologies used in fair value measurement and the appropriateness of the key assumptions and parameters based on our knowledge of the investment and using our audit valuation experts;

– 基於吾等對投資項目之認識及安排吾等之審計估值專家，向管理層(包括基金經理)查詢及評估公平值計量之所用方法、關鍵假設及參數之合適性；

– enquiring management the assumptions around the sustainability of earnings based on the plans of the investee companies and whether these were achievable;

– 基於接受投資公司之計劃，以及計劃能否達成，向管理層查詢圍繞盈利可持續性之假設；



KEY AUDIT MATTERS (Cont'd)

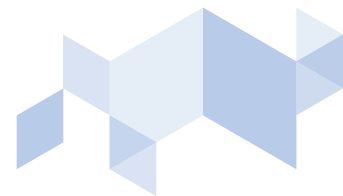
關鍵審計事項 (續)

Key audit matter	How our audit addressed the key audit matter	關鍵審計事項	審計中如何處理 關鍵審計事項
<p>Classification and fair value measurement on financial assets (Cont'd)</p> <p>Refer to Notes 2, 5(c), 27 and 28 to the consolidated financial statements.</p> <p>The valuation of the Unquoted Investments is complex and requires the application of significant judgment by the management.</p> <p>The Unquoted Investments are valued on a basis considered most appropriate by the management and independent external valuers, depends on the nature of the underlying business which has been invested in.</p>	<p>Our procedures over the classification and fair value measurement of the Group's portfolio of Unquoted Investments included, but were not limited to: (Cont'd)</p> <ul style="list-style-type: none"> - obtaining management information including budgets and forecasts from the portfolio companies being valued and using this to corroborate the key inputs in the valuation model; - checking, on sample basis, the accuracy and relevance of the input data used such as comparing key underlying financial data inputs to external sources and investee companies audited financial statements and management information as applicable; - obtaining market second hand prices independently and comparing them to the valuation model; - evaluation of the independent external valuers' competence, capabilities and objectivity; and - checking the arithmetical accuracy on the valuation model. <p>We considered management's classification and fair value measurement on financial assets were supported by available evidence.</p>	<p>金融資產之分類及公平值計量 (續)</p> <p>請參閱綜合財務報表附註2、5(c)、27及28。</p> <p>對無報價投資進行估值乃非常複雜，且要求管理層應用重大判斷。</p> <p>無報價投資視乎投資相關業務之性質，以管理層及獨立外部估值師認為最為適當之基準進行估值。</p>	<p>吾等就 貴集團並無報價之投資組合之分類及公平值計量所採取之程序包括但不限於：(續)</p> <ul style="list-style-type: none"> - 向管理層索取接受估值之組合公司資料，包括預算及預測，證實估值模式中之關鍵數據； - 抽樣檢查所用數據之準確性及適切性，例如：比較關鍵相關財務數據與外界資料，以及比較接受投資公司之經審計財務報表與管理層之資料(如適用)； - 獨立取得市場二手價格，與估值模式比較； - 評估獨立外部估值師之資格、能力及客觀性；及 - 檢查估值模式之算術準確性。 <p>吾等認為管理層對金融資產之分類及計量得到證據支持。</p>

KEY AUDIT MATTERS (Cont'd)

關鍵審計事項 (續)

Key audit matter	How our audit addressed the key audit matter	關鍵審計事項	審計中如何處理 關鍵審計事項
<p>Carrying amounts of stock of properties <i>Refer to Note 33 to the consolidated financial statements.</i></p> <p>As at 31st December, 2016, the carrying amounts of completed stock of properties and stock of properties under development held for sale were approximately HK\$415,039,000 and HK\$858,435,000 respectively.</p> <p>Management determined the net realisable values of the properties by reference to recent sales price of similar properties less selling expenses, which involve managements' estimation.</p> <p>Based on their determination of these net realisable values, management concluded that the write-down of the completed stock of properties and stock of properties under development held for sale of approximately HK\$21,593,000 and HK\$106,864,000 was provided respectively.</p>	<p>Our procedures in relation to management's assessment of the carrying amounts of stock of properties included, but were not limited to:</p> <ul style="list-style-type: none"> - checking the consistency of management's calculations against the methodology used in the prior year; - evaluating the unsold property areas by comparing them with the areas which were verified and confirmed by the relevant institution; - examining the estimated sales price by comparing it with the recent sales price and recently available public sales information of neighbouring properties; - evaluating the construction costs to be incurred and selling expenses by reference to information such as sales contracts, historical sales information and project budgets; and - assessing the objectivity, independence and expertise of the external valuers, and compared out test results with the valuations made by the external valuers. <p>We found carrying amounts of the stock of properties were supported by the available evidence.</p>	<p>物業存貨之賬面值 <i>請參閱綜合財務報表附註33。</i></p> <p>於二零一六年十二月三十一日，落成物業存貨及持作出售之發展中物業存貨之賬面值分別約為415,039,000港元及858,435,000港元。</p> <p>管理層釐定物業之可變現淨值乃參考類似物業近期售價，並扣除銷售開支，當中涉及管理層之估計。</p> <p>基於彼等所釐定之可變現淨值，管理層之結論為落成物業存貨及持作出售之發展中物業存貨之減值分別約為21,593,000港元及106,864,000港元。</p>	<p>吾等就管理層對物業存貨賬面值之評估所採取之程序包括但不限於：</p> <ul style="list-style-type: none"> - 查驗管理層之計算與過往年度所用方法是否一致； - 比較經相關機構核實及確認之面積，以評估未出售物業面積； - 比較鄰近物業之近期售價及近期可得公開銷售資料，以驗證估計售價； - 參照銷售合約、過往銷售資料及項目預算等資料，評估將產生之建築成本及銷售開支；及 - 評估外聘估值師是否客觀、獨立及具備專業知識，以及比較測試結果與外聘估值師作出之估值。 <p>吾等發現物業存貨之賬面值得到證據支持。</p>



KEY AUDIT MATTERS (Cont'd)

關鍵審計事項 (續)

Key audit matter	How our audit addressed the key audit matter	關鍵審計事項	審計中如何處理 關鍵審計事項
<p><i>Impairment assessment of deferred consideration receivables</i></p>		<p>應收遞延代價之減值評估</p>	
<p>Refer to Note 30 to the consolidated financial statements.</p>		<p>請參閱綜合財務報表附註30。</p>	
<p>As at 31st December, 2016, the carrying amounts of the deferred consideration receivables for the disposal of properties and projects in Hong Kong, Chongqing and Chengdu, the People's Republic of China were in aggregate of approximately HK\$5,100,696,000 which accounted for 11% of total assets of the Group.</p>	<p>Our procedures in relation to management's assessment of the impairment loss of deferred consideration receivables included, but were not limited to:</p>	<p>於二零一六年十二月三十一日，就出售位於香港、中華人民共和國重慶及成都之物業及項目之應收遞延代價之賬面值合共約為5,100,696,000港元，佔貴集團資產總額11%。</p>	<p>吾等就管理層對應收遞延代價之減值虧損評估所採取之程序包括但不限於：</p>
<p>Management measures the loss allowance for the deferred consideration receivables at an amount equal to the lifetime expected credit losses if the credit risk on the receivables have increased significantly since initial recognition.</p>	<ul style="list-style-type: none"> - assessing the management's controls over the monitoring of deferred consideration receivables, and evaluating the methodologies, inputs and assumptions used by the Group in calculating the impairment allowances; - reviewing the Group's assessment on the credit losses based on the credit spread, risk of default and the risk free rate; 	<p>倘應收賬項之信貸風險自初步確認以來顯著上升，則管理層計量應收遞延代價之虧損撥備，相等於整個存續期內之預期信貸虧損。</p>	<ul style="list-style-type: none"> - 評估管理層對監察應收遞延代價之監控，並評估貴集團於計算減值撥備時所用之方法、數據及假設；
<p>Management has concluded that there is no impairment in respect of deferred consideration receivables.</p>	<ul style="list-style-type: none"> - considering the liquidity of the guarantor of the deferred consideration receivables; and - assessing creditworthiness of the debtors by the past payment history and settlement after the end of the reporting period. 	<p>管理層之結論為應收遞延代價並無減值。</p>	<ul style="list-style-type: none"> - 考慮應收遞延代價擔保人之流動資金；及 - 基於過往還款記錄及於報告期末後之結算情況，評估債務人之信譽。
	<p>We considered management's assessment on the recoverability of the deferred consideration receivables was supported by available evidence.</p>		<p>吾等認為，管理層對應收遞延代價可收回性之評估得到證據支持。</p>

KEY AUDIT MATTERS (Cont'd)

Key audit matter	How our audit addressed the key audit matter
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Revenue recognition on stock of properties developed for sale

Refer to Note 7 to the consolidated financial statements.

Revenue from stock of properties developed for sale for the year ended 31st December, 2016 was approximately HK\$2,943,434,000 which accounted for 79% of the total revenue of the Group.

Revenue is recognised upon completion of sales agreement and by reference to the timing of the execution of deed of legal assignment or delivery of property to the purchaser, whichever is earlier.

Our procedures in relation to revenue recognition on stock of properties developed for sale included, but were not limited to:

- obtaining evidence regarding the execution of deed of legal assignment including letters from lawyers;
- reviewing the signed sales agreement;
- reconciling the monetary amounts to the signed sales agreement; and
- agreeing the receipts in the bank statements and the stakeholders' accounts.

We found that the amount and timing of the revenue recognised in stock of properties developed for sale were supported by the available evidence.

關鍵審計事項 (續)

關鍵審計事項	審計中如何處理 關鍵審計事項
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確認已發展物業存貨銷售之收入

請參閱綜合財務報表附註7。

於截至二零一六年十二月三十一日止年度，已發展物業存貨銷售之收入約為2,943,434,000港元，佔貴集團總收入79%。

收入按銷售協議完成時並參考執行法律轉讓契約或交樓予買家之時間性確認（以較早者為準）。

吾等就確認已發展物業存貨銷售之收入所採取之程序包括但不限於：

- 就執行法律轉讓契約取得證據，包括律師信；
- 審閱已簽訂之銷售協議；
- 對照貨幣金額與已簽訂之銷售協議；及
- 檢查銀行結單及保管人賬戶之收款記錄。

吾等發現，就已發展物業存貨銷售確認之收入金額及時間得到證據支持。

OTHER INFORMATION IN THE ANNUAL REPORT

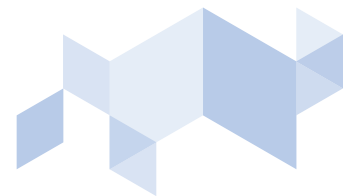
The directors of the Company are responsible for the other information. The other information comprises all the information included in the Group's 2016 annual report other than the consolidated financial statements and our auditors' report thereon (the "Other Information").

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

年報內之其他信息

貴公司董事須對其他信息負責。其他信息包括貴集團二零一六年年報內之所有信息，惟不包括綜合財務報表及吾等之核數師報告（「其他信息」）。

吾等對綜合財務報表之意見並不涵蓋其他信息。吾等亦不對該等其他信息發表任何形式之保證結論。



OTHER INFORMATION IN THE ANNUAL REPORT

(Cont'd)

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

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

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

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

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

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 90 of Companies Act 1981 of Bermuda, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

年報內之其他信息 (續)

結合吾等對綜合財務報表之審計，吾等之責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或吾等在審計過程中了解之情況存在重大抵觸或者似乎存在重大錯誤陳述之情況。基於吾等已執行之工作，倘吾等認為其他信息出現重大錯誤陳述，吾等需要報告該事實。就這方面而言，吾等並無任何報告。

貴公司董事及審核委員會就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒布之香港財務報告準則及按照香港公司條例之披露要求編製真實而中肯地列報之綜合財務報表，貴公司董事認為必要之內部監控，以使綜合財務報表之編製不存在由於欺詐或錯誤而導致重大錯誤陳述所需的內部控制負責。

在編製綜合財務報表時，貴公司董事負責評估貴集團持續經營之能力，並在適用情況下披露與持續經營有關之事項，以及使用持續經營為會計基礎，除非貴公司董事有意將貴集團清盤或停止經營，或別無其他實際之替代方案。

審核委員會須負責監督貴集團之財務報告過程。

核數師就審計綜合財務報表承擔之責任

吾等之目標就綜合財務報表整體是否不存在由於欺詐或錯誤而導致之重大錯誤陳述取得合理之保證，並作出包括吾等意見之核數師報告。吾等載於本報告之意見謹按照百慕達1981年公司法第90條而僅向閣下編製，並不作其他用途。吾等不會就本報告內容而向任何其他人士負責或承擔責任。合理之保證是高水平之保證，但不能保證按照香港審計準則進行之審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，倘合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出之經濟決定，則有關之錯誤陳述可被視作重大。

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

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors of the Company.
 - Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險，設計及執行審計程序以應對該等風險，以及獲得充足和適當之審計憑證，作為吾等意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現因欺詐而導致之重大錯誤陳述之風險高於未能發現因錯誤而導致重大錯誤陳述之風險。
 - 了解與審計相關之內部監控，以設計適當之審計程序，但目的並非對 貴集團之內部監控之有效性發表意見。
 - 評價 貴公司董事所採用會計政策之恰當性及作出會計估計和相關披露之合理性。
 - 對董事採用持續經營會計基礎之恰當性作出結論。根據所獲取之審計憑證，確定是否存在與事項或情況有關之重大不確定性，從而可能導致對 貴集團之持續經營能力產生重大疑慮。如果吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中之相關披露，假若有關之披露不足，則吾等應當發表非無保留意見。吾等之結論是基於核數師報告日止所取得之審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
 - 評價綜合財務報表之整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯地反映交易及事項。

核數師就審計綜合財務報表承擔之 責任 (續)

在根據香港審計準則進行審計之過程中，吾等運用了專業判斷，保持了專業懷疑之態度。吾等亦：



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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement director on the audit resulting in this independent auditors' report is Yu Chi Fat.

HLB Hodgson Impey Cheng Limited

Certified Public Accountants

Yu Chi Fat

Practising Certificate Number: P05467

Hong Kong, 9th March, 2017

核數師就審計綜合財務報表承擔之責任 (續)

- 就貴集團內各實體或業務活動之財務信息獲得充足、適當之審計憑證，以便對綜合財務報表發表意見。吾等負責集團審計之方向、監督和執行。吾等為審計意見承擔全部責任。

除其他事項外，吾等與審核委員會溝通了計劃之審計範圍、時間安排、重大審計發現等，包括吾等在審計中識別出內部監控之任何重大缺陷。

吾等還向審核委員會提交聲明，說明吾等已符合有關獨立性之相關專業道德要求，並與他們溝通有可能合理地被認為會影響吾等獨立性之所有關係和其他事項，以及在適用之情況下，相關之防範措施。

從與審核委員會溝通之事項中，吾等確定哪些事項對本期間之本綜合財務報表之審計最為重要，因而構成關鍵審計事項。吾等在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見之情況下，倘合理預期在吾等報告中溝通某事項造成之負面後果超過產生之公眾利益，吾等決定不應在報告中溝通該事項。

出具本獨立核數師報告之審計項目合夥人是余智發。

國衛會計師事務所有限公司

香港執業會計師

余智發

執業證書編號：P05467

香港，二零一七年三月九日

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益報表

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

		Notes 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Revenue	收入	7	3,745,148	1,542,397
Cost of sales	銷售成本		(1,597,606)	(255,521)
Gross profit	毛利		2,147,542	1,286,876
Other income	其他收入	9	102,914	134,909
Investment income, net	投資收入淨額	10	3,038,649	1,140,016
Administrative expenses	行政開支		(331,484)	(344,790)
Other expenses	其他開支		-	(317)
Gain (loss) on disposals of equipment, net	出售設備之收益(虧損)淨額		216	(1,255)
Gain on disposal of investment property	出售投資物業之收益		-	17,679
Fair value changes on investment properties	投資物業之公平值變動		139,216	4,689,224
Finance costs	財務費用	11	(176,505)	(316,865)
Other gains and losses, net	其他收益及虧損淨額	12	2,176,425	940,944
Share of results of associates	攤佔聯營公司業績		161,182	649,705
Profit before tax	除稅前溢利		7,258,155	8,196,126
Income tax expense	所得稅開支	14	(564,966)	(476,395)
Profit for the year	本年度溢利	13	6,693,189	7,719,731
Other comprehensive expenses	其他全面支出			
Items that will not be reclassified to profit or loss	不會重新分類至損益之項目			
Fair value changes on financial assets measured at fair value through other comprehensive income	通過其他全面收益以反映公平值計量之金融資產之公平值變動		(2,368,729)	-
Share of other comprehensive income of associates	攤佔聯營公司其他全面收益		91	-
			(2,368,638)	-
Items that may be reclassified subsequently to profit or loss	隨後可能重新分類至損益之項目			
Fair value changes on available-for-sale investments	待售投資之公平值變動		-	(24,971)
Exchange differences on translation of foreign operations	境外業務所產生之匯兌差額		(570,994)	(118,888)
Reclassification adjustment related to foreign operations disposed of	有關出售境外業務之重新分類調整		9,053	(882,250)
Share of other comprehensive expenses of associates	攤佔聯營公司其他全面支出		(11,063)	(75,484)
Reclassification adjustment related to disposal of associates	有關出售聯營公司之重新分類調整		-	(105,054)
			(573,004)	(1,206,647)
Other comprehensive expenses for the year (net of tax)	本年度其他全面支出(除稅後)		(2,941,642)	(1,206,647)
Total comprehensive income for the year	本年度全面收益總額		3,751,547	6,513,084

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 綜合全面收益報表

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

		Notes 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Profit for the year attributable to:	應佔本年度溢利：			
Owners of the Company	本公司擁有人		6,360,312	7,727,208
Non-controlling interests	非控股權益		332,877	(7,477)
			6,693,189	7,719,731
Total comprehensive income for the year attributable to:	應佔本年度全面收益總額：			
Owners of the Company	本公司擁有人		3,418,670	6,520,561
Non-controlling interests	非控股權益		332,877	(7,477)
			3,751,547	6,513,084
Earnings per share (HK\$)	每股盈利 (港元)	18		
Basic and diluted	基本及攤薄		3.334	4.051

The accompanying notes form an integral part of these consolidated financial statements. 綜合財務報表附註乃綜合財務報表的一部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況報表

At 31st December, 2016 於二零一六年十二月三十一日

	Notes 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Non-current assets			
Investment properties	19	12,887,253	21,941,263
Property, plant and equipment	20	45,430	50,540
Intangible assets	21	–	–
Goodwill	22	322,938	322,938
Interests in associates	23	1,955,120	3,770,476
Advances to associates	24	49,485	55,482
Available-for-sale investments	25	–	743,649
Financial assets designated as at fair value through profit or loss	26	–	798,489
Financial assets measured at fair value through profit or loss	27	373,050	–
Financial assets measured at fair value through other comprehensive income	28	5,442,591	–
Advances to investee companies	29(a)	596,354	413,579
Advance to a non-controlling shareholder	29(b)	14,908	14,908
Other receivables	30	1,102,338	3,998,358
Deferred tax assets	31	2,692	4,280
Pledged deposits	32(a)	13,884	24,557
		22,806,043	32,138,519
Current assets			
Stock of properties	33	1,273,474	2,595,987
Available-for-sale investment	25	–	67,625
Investments held-for-trading	34	–	364,244
Financial assets designated as at fair value through profit or loss	26	–	10,270,781
Financial assets measured at fair value through profit or loss	27	14,642,623	–
Inventories	35	2,860	2,533
Debtors, deposits, other receivables and prepayments	30	4,722,891	3,366,415
Securities trading receivables and deposits	32(b)	27,327	86,175
Tax recoverable		3,991	3,955
Pledged deposits	32(a)	929,879	178,193
Time deposits, bank balances and cash	32(c)	1,070,471	2,849,807
Sales proceeds held by stakeholders		296,176	1,891,712
		22,969,692	21,677,427
Assets classified as held for sale	36	–	9,239,271
		22,969,692	30,916,698

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況報表

At 31st December, 2016 於二零一六年十二月三十一日

		Notes 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Current liabilities	流動負債			
Creditors and accruals	應付賬項及應計款項	37	408,702	1,081,746
Securities trading and margin payable	應付證券交易賬項及保證金		9,245	11,181
Deposits and receipts in advance	按金及預收款項		252,132	2,106,924
Tax liabilities	稅項負債		294,511	239,906
Borrowings	借貸	38	10,797,503	8,651,773
Provisions	撥備	39	-	1,249
			11,762,093	12,092,779
Liabilities directly associated with assets classified as held for sale	與列為持作出售之資產 直接相關之負債	36	-	1,857,996
			11,762,093	13,950,775
Net current assets	流動資產淨值		11,207,599	16,965,923
Total assets less current liabilities	資產總額減流動負債		34,013,642	49,104,442
Equity attributable to owners of the Company	本公司擁有人之應佔股本權益			
Share capital	股本	40	190,762	190,762
Properties revaluation reserve	物業重估儲備		18,632	98,162
Securities investments reserve	證券投資儲備		-	16,044
Financial assets measured at fair value through other comprehensive income reserve	通過其他全面收益以 反映公平值計量之 金融資產之儲備		(2,255,201)	-
Statutory reserve	法定儲備		668	24,028
Other reserve	其他儲備		(2,378)	(2,407)
Special reserve	特別儲備		2,499,685	2,499,685
Capital redemption reserve	資本贖回儲備		138,062	138,062
Translation reserve	匯兌儲備		(728,226)	(155,193)
Amounts recognised in other comprehensive income and accumulated in equity relating to non-current assets held for sale	有關持作出售之非流動資產 於其他全面收益中確認及 累積於股本權益之款項	36	-	127,054
Retained profits	保留溢利			
- proposed final dividend	- 擬派末期股息		19,076	19,076
- special interim dividends/conditional special interim dividend declared	- 已宣派特別中期股息/ 附有條件之特別中期股息		3,815,238	3,815,238
- others	- 其他		26,107,898	33,477,089
			29,804,216	40,247,600
Non-controlling interests	非控股權益		95,639	77,762
Total equity	股本權益總額		29,899,855	40,325,362

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況報表

At 31st December, 2016 於二零一六年十二月三十一日

			2016	2015
		Notes	HK\$'000	HK\$'000
		附註	千港元	千港元
Non-current liabilities	非流動負債			
Borrowings	借貸	38	3,793,891	5,880,000
Amounts due to associates	欠負聯營公司款項	41	110,269	1,789,647
Amounts due to investee companies	欠負接受投資公司款項	41	-	27,085
Amounts due to non-controlling shareholders	欠負非控股股東款項	41	84,761	523,768
Deferred tax liabilities	遞延稅項負債	31	124,866	558,580
			4,113,787	8,779,080
			34,013,642	49,104,442

Approved and authorised for issue by the board of Directors on 9th March, 2017 and signed on its behalf by:

已獲董事會於二零一七年三月九日批准及授權發布，並由下列董事代表董事會簽署：

Chan, Sze-wan
Director

陳詩韻
董事

Lam, Kwong-wai
Director

林光蔚
董事

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

綜合財務報表附註乃綜合財務報表的一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合股本權益變動表

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

Attributable to owners of the Company

本公司擁有人之應佔股本權益

		Share capital	Properties revaluation reserve	Securities investments reserve	Financial assets measured at fair value through other comprehensive income reserve	Statutory reserve
		股本	物業重估儲備	證券投資儲備	其他全面收益以反映公平值計量之金融資產之儲備	法定儲備
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (note (i)) (附註(i))	HK\$'000 千港元 (note (i)) (附註(i))	HK\$'000 千港元 (note (ii)) (附註(ii))
At 1st January, 2015	於二零一五年一月一日	190,762	225,216	41,022	–	53,650
Profit (loss) for the year	本年度溢利(虧損)	–	–	–	–	–
Fair value changes on available-for-sale investments – Unlisted investments	待售投資之公平值變動 – 非上市投資	–	–	(24,971)	–	–
Reclassification relating to non-current assets held for sale	就持作出售之非流動資產重新分類	–	(127,054)	–	–	–
Exchange differences on translation of foreign operations	境外業務所產生之匯兌差額	–	–	–	–	–
Reclassification adjustment related to foreign operations disposed of	有關出售境外業務之重新分類調整	–	–	–	–	–
Share of other comprehensive (expenses) income of associates	攤佔聯營公司其他全面(支出)收益	–	–	(7)	–	–
Reclassification adjustment related to disposal of associates	有關出售聯營公司之重新分類調整	–	–	–	–	–
Total comprehensive (expenses) income for the year	本年度全面(支出)收益總額	–	(127,054)	(24,978)	–	–
PRC statutory reserve	中國法定儲備	–	–	–	–	2,587
Release of reserve upon disposals of subsidiaries	於出售附屬公司時撥回之儲備	–	–	–	–	(32,209)
Interim dividend for 2015 paid	已付二零一五年中期股息	–	–	–	–	–
Final dividend for 2014 paid	已付二零一四年末期股息	–	–	–	–	–
Special interim dividends for 2015 paid	已付二零一五年特別中期股息	–	–	–	–	–
At 31st December, 2015	於二零一五年十二月三十一日	190,762	98,162	16,044	–	24,028

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合股本權益變動表

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

Attributable to owners of the Company
 本公司擁有人之應佔股本權益

Other reserve	Special reserve	Capital redemption reserve	Translation reserve	Amounts relating to non-current assets held for sale	Retained profits	Total	Non-controlling interests	Total equity
其他儲備	特別儲備	資本贖回儲備	匯兌儲備	有關持作出售之非流動資產之款項	保留溢利	總額	非控股權益	股本權益總額
HK\$'000 千港元 (note (iii)) (附註(iii))	HK\$'000 千港元 (note (iv)) (附註(iv))	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (note (v)) (附註(v))	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
(2,435)	2,499,685	138,062	1,026,504	–	37,394,888	41,567,354	85,239	41,652,593
–	–	–	–	–	7,727,208	7,727,208	(7,477)	7,719,731
–	–	–	–	–	–	(24,971)	–	(24,971)
–	–	–	–	127,054	–	–	–	–
–	–	–	(118,888)	–	–	(118,888)	–	(118,888)
–	–	–	(882,250)	–	–	(882,250)	–	(882,250)
28	–	–	(75,505)	–	–	(75,484)	–	(75,484)
–	–	–	(105,054)	–	–	(105,054)	–	(105,054)
28	–	–	(1,181,697)	127,054	7,727,208	6,520,561	(7,477)	6,513,084
–	–	–	–	–	(2,587)	–	–	–
–	–	–	–	–	32,209	–	–	–
–	–	–	–	–	(572,286)	(572,286)	–	(572,286)
–	–	–	–	–	(19,076)	(19,076)	–	(19,076)
–	–	–	–	–	(7,248,953)	(7,248,953)	–	(7,248,953)
(2,407)	2,499,685	138,062	(155,193)	127,054	37,311,403	40,247,600	77,762	40,325,362

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合股本權益變動表

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度



Attributable to owners of the Company 本公司擁有人之應佔股本權益

				Financial assets measured at fair value through other comprehensive income reserve 通過其他全面收益以反映公平值計量之金融資產之儲備	Statutory reserve 法定儲備		
	Share capital 股本	Properties revaluation reserve 物業重估儲備	Securities investments reserve 證券投資儲備	HK\$'000 千港元	HK\$'000 千港元		
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		
			(note (i)) (附註(i))	(note (i)) (附註(i))	(note (ii)) (附註(ii))		
At 31st December, 2015, and 1st January, 2016 (originally stated)		於二零一五年十二月三十一日及二零一六年一月一日(原先呈列)	190,762	98,162	16,044	-	24,028
Effect on early adoption of Hong Kong Financial Reporting Standard 9 (2014) (net of tax)		提早採納香港財務報告準則第9號(2014年)之影響(除稅後)	-	-	(16,044)	113,437	-
At 1st January, 2016 (restated)		於二零一六年一月一日(重列)	190,762	98,162	-	113,437	24,028
Profit for the year		本年度溢利	-	-	-	-	-
Fair value changes on financial assets measured at fair value through other comprehensive income		通過其他全面收益以反映公平值計量之金融資產之公平值變動					
- Listed equity investment		- 上市股本投資	-	-	-	(2,366,440)	-
- Unlisted investments		- 非上市投資	-	-	-	(2,289)	-
Exchange differences on translation of foreign operations		境外業務所產生之匯兌差額	-	-	-	-	-
Reclassification adjustment related to a foreign operation disposed of		有關出售境外業務之重新分類調整	-	-	-	-	-
Share of other comprehensive income (expenses) of associates		攤佔聯營公司其他全面收益(支出)	-	-	-	91	-
Total comprehensive (expenses) income for the year		本年度全面(支出)收益總額	-	-	-	(2,368,638)	-
Release of reserves upon disposals of subsidiaries		於出售附屬公司時撥回之儲備	-	-	-	-	(23,360)
Release of reserve upon sales of completed properties		於銷售落成物業時撥回之儲備	-	(79,530)	-	-	-
Dividends paid to non-controlling shareholders		已付非控股股東股息	-	-	-	-	-
Interim dividend for 2016 paid		已付二零一六年中期股息	-	-	-	-	-
Final dividend for 2015 paid		已付二零一五年末期股息	-	-	-	-	-
Special interim dividends for 2016 paid		已付二零一六年特別中期股息	-	-	-	-	-
At 31st December, 2016		於二零一六年十二月三十一日	190,762	18,632	-	(2,255,201)	668

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合股本權益變動表

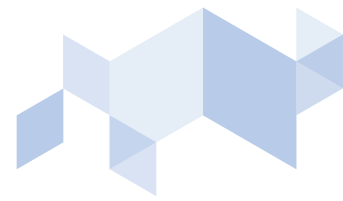
For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

 Attributable to owners of the Company
 本公司擁有人之應佔股本權益

Other reserve	Special reserve	Capital redemption reserve	Translation reserve	Amounts relating to non-current assets held for sale	Retained profits	Total	Non-controlling interests	Total equity
其他儲備	特別儲備	資本贖回儲備	匯兌儲備	有關持作出售之非流動資產之款項	保留溢利	總額	非控股權益	股本權益總額
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
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
(note (iii))	(note (iv))			(note (v))				
(附註(iii))	(附註(iv))			(附註(v))				
(2,407)	2,499,685	138,062	(155,193)	127,054	37,311,403	40,247,600	77,762	40,325,362
-	-	-	-	-	61,553	158,946	-	158,946
(2,407)	2,499,685	138,062	(155,193)	127,054	37,372,956	40,406,546	77,762	40,484,308
-	-	-	-	-	6,360,312	6,360,312	332,877	6,693,189
-	-	-	-	-	-	(2,366,440)	-	(2,366,440)
-	-	-	-	-	-	(2,289)	-	(2,289)
-	-	-	(570,994)	-	-	(570,994)	-	(570,994)
-	-	-	9,053	-	-	9,053	-	9,053
29	-	-	(11,092)	-	-	(10,972)	-	(10,972)
29	-	-	(573,033)	-	6,360,312	3,418,670	332,877	3,751,547
-	-	-	-	(127,054)	150,414	-	-	-
-	-	-	-	-	79,530	-	-	-
-	-	-	-	-	-	-	(315,000)	(315,000)
-	-	-	-	-	(19,076)	(19,076)	-	(19,076)
-	-	-	-	-	(19,076)	(19,076)	-	(19,076)
-	-	-	-	-	(13,982,848)	(13,982,848)	-	(13,982,848)
(2,378)	2,499,685	138,062	(728,226)	-	29,942,212	29,804,216	95,639	29,899,855

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合股本權益變動表

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度



Notes:

- (i) The carrying amount of the loss on fair value change of listed equity investment included in financial assets measured at fair value through other comprehensive income reserve was approximately HK\$2,366,440,000 as at 31st December, 2016 (2015: in securities investments reserve of nil).
- (ii) The statutory reserve of the Group refers to the People's Republic of China ("PRC") statutory reserve fund. Appropriations to such reserve fund are made out of profit after tax as recorded in the statutory financial statements of the PRC subsidiaries. The amount should not be less than 10% of the profit after tax as recorded in the statutory financial statements unless the aggregate amount exceeds 50% of the registered capital of the PRC subsidiaries. The statutory reserve can be used to make up prior year losses, if any, and can be applied in conversion into the PRC subsidiaries' capital by means of capitalisation issue.
- (iii) The movement of other reserve for the year represented the release of the negative reserve held by an associate of the Group upon the disposals of the relevant properties.
- (iv) Special reserve represented the difference arising from the aggregate of the share capital and premium amount of the former holding company and the Company upon redomicile of the holding company as a Bermuda Company in 1989 and is non-distributable.
- (v) Amounts represented "Amounts recognised in other comprehensive income and accumulated in equity relating to non-current assets held for sale".

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

附註：

- (i) 於二零一六年十二月三十一日，上市股本投資之公平值變動虧損賬面值約2,366,440,000港元已包括在通過其他全面收益以反映公平值計量之金融資產之儲備內（二零一五年：包括在證券投資儲備內為零）。
- (ii) 本集團的法定儲備指中華人民共和國（「中國」）法定儲備基金。向該儲備基金作出的撥款乃撥自中國附屬公司法定財務報表的除稅後溢利。所撥金額不得低於法定財務報表所錄得之除稅後溢利之10%，除非總額超過中國附屬公司註冊資本之50%。法定儲備乃於填補過往年度虧損（如有）後作出，並可透過資本化發行應用以兌換為中國附屬公司之資本。
- (iii) 本年度之其他儲備變動乃指本集團之一間聯營公司於出售有關物業時撥回所持有之負債儲備。
- (iv) 特別儲備乃指前控股公司與本公司於該控股公司在一九八九年遷冊為百慕達公司時之股本及溢價賬總額產生之差額及為不可分配。
- (v) 款項乃指「有關持作出售之非流動資產於其他全面收益中確認及累積於股本權益之款項」。

綜合財務報表附註乃綜合財務報表的一部分。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

	Notes 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Operating activities	經營業務		
Profit before tax	除稅前溢利	7,258,155	8,196,126
Adjustments for:	因下列事項之調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	10,304	55,832
Fair value changes on financial guarantees	財務擔保之公平值變動	-	58
Interest expenses	利息開支	227,478	289,989
Interest income	利息收入	(2,765,341)	(765,347)
Dividends income from listed and unlisted investments	上市及非上市投資股息收入	(242,837)	(66,642)
Impairment losses recognised in respect of trade receivables	就應收貿易賬項確認減值虧損	413	78
Impairment losses reversed in respect of trade receivables	就應收貿易賬項撥回減值虧損	(994)	(385)
Impairment loss reversed in respect of an other receivable	就一項其他應收賬項撥回之減值虧損	(1,990)	(4,386)
Write off overprovision in prior years, net	撇銷過往年度超額撥備淨額	(1,600)	-
Impairment loss for an available-for-sale investment	待售投資減值虧損	-	3,899
Unrealised gain arising on change in fair value of investments held-for-trading	持作買賣之投資之公平值變動而產生之未變現收益	-	(24,159)
Unrealised loss (gain) arising on change in fair value of bonds	債券之公平值變動而產生之未變現虧損(收益)	126,183	(309,369)
Unrealised loss arising on change in fair value of club debentures	會籍債券之公平值變動而產生之未變現虧損	269	-
Gain on disposal of investment property	出售投資物業之收益	-	(17,679)
(Gain) loss on disposals of equipment, net	出售設備之(收益)虧損淨額	(216)	1,255
Loss on disposal of a club debenture	出售會籍債券之虧損	53	-
Share of results of associates	攤佔聯營公司業績	(161,182)	(649,705)
Fair value changes on investment properties	投資物業之公平值變動	(139,216)	(4,689,224)
Gain on disposals of subsidiaries, net	出售附屬公司之收益淨額	(2,311,127)	(941,010)
Write-down of stock of properties	物業存貨之減值	128,457	-
Underprovision for rental guarantee	租金擔保撥備不足	160	8
Impairment loss recognised in respect of interest in and advance to an associate, net	就一間聯營公司權益及墊付該聯營公司款項確認之減值虧損淨額	6,083	-
Loss on dissolution of an associate	一間聯營公司解散之虧損	2	-
Exchange gain, net	匯兌收益淨額	(35,731)	(18,189)

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

	Notes 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	2,097,323	1,061,150
Decrease in stock of properties	物業存貨減少	1,296,535	41,364
Increase in inventories	存貨增加	(327)	(465)
(Increase) decrease in debtors, deposits, other receivables and prepayments	應收賬項、按金、其他應收賬項及預付款項(增加)減少	(177,718)	54,334
Decrease in investments held-for-trading	持作買賣之投資減少	364,244	161,859
Increase in financial assets designated as at fair value through profit or loss	指定為通過損益以反映公平值之金融資產增加	-	(6,133,061)
Increase in financial assets measured at fair value through profit or loss	通過損益以反映公平值計量之金融資產增加	(4,009,779)	-
Decrease (increase) in securities trading receivables and deposits	應收證券交易賬項及存款減少(增加)	58,848	(25,791)
Decrease (increase) in sales proceeds held by stakeholders	保管人所持銷售所得款項減少(增加)	1,595,536	(24,550)
Decrease in creditors and accruals	應付賬項及應計款項減少	(646,446)	(35,083)
Decrease in securities trading and margin payable	應付證券交易款項及保證金減少	(1,936)	(34,297)
(Decrease) increase in deposits and receipts in advance	按金及預收款項(減少)增加	(336,309)	285,044
Decrease in provisions	撥備減少	(1,409)	(27,577)
Cash generated from (used in) operating activities	來自(用於)經營業務之現金	238,562	(4,677,073)
Income tax paid, net	已付所得稅淨額	(448,751)	(151,285)
Net cash used in operating activities	用於經營業務之現金淨額	(210,189)	(4,828,358)

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

	Notes 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Investing activities	投資業務		
Dividends received from listed and unlisted investments	已收上市及非上市投資之股息	212,837	66,642
Dividends received from associates	已收聯營公司之股息	155,840	687
Interest received	已收利息	840,888	438,224
Payments for investment properties	支付投資物業款項	(29,979)	(171,033)
Purchases of investment properties	購買投資物業	(3,554,052)	–
Purchases of property, plant and equipment	購買物業、廠房及設備	(8,443)	(49,158)
Payments for stock of properties	支付物業存貨款項	(85,705)	(205,915)
Proceed on disposal of investment property, net	出售投資物業所得款項淨額	–	89,958
Proceeds on disposals of equipment	出售設備所得款項	506	599
Deposit received on disposal of a subsidiary	已收出售一間附屬公司之按金	–	1,250,000
Net cash inflow on disposals of subsidiaries	出售附屬公司之現金流入淨額	6,902,333	3,949,526
Deferred considerations received in respect of disposals of subsidiaries	已收出售附屬公司之遞延代價	8,912,500	–
Advances to associates	墊付聯營公司之款項	(3,685)	(847,664)
Repayments from associates	聯營公司還款	–	19,775
Advances from associates	向聯營公司墊款之款項	134,400	1,835,229
Advance to an investee company	墊付一間接受投資公司之款項	(179,860)	(184,779)
(Increase) decrease in pledged deposits	抵押存款之(增加)減少	(875,482)	194,866
Purchase of a financial asset measured at fair value through other comprehensive income	購買通過其他全面收益以反映公平值計量之金融資產	(6,926,166)	–
Net return of capital contribution from a financial asset measured at fair value through other comprehensive income	來自通過其他全面收益以反映公平值計量之金融資產之注資資本歸還淨額	6,499	–
Proceed from disposal of a financial asset measured at fair value through profit or loss	出售通過損益以反映公平值計量之金融資產之所得款項	5	–
Purchases of available-for-sale investments	購買待售投資	–	(648,214)
Further contribution to an available-for-sale investment	對待售投資作進一步注資	–	(313,812)
Net cash generated from investing activities	來自投資業務之現金淨額	5,502,436	5,424,931

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

		Notes 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Financing activities	融資業務			
Dividends paid	已付股息		(9,700,227)	(6,641,966)
Dividends paid to non-controlling shareholders	已付非控股股東之股息		(315,000)	-
Interest paid	已付利息		(292,942)	(412,514)
New bank loans and other loans raised	新增銀行貸款及其他貸款		26,037,379	18,274,763
Repayments of bank loans and other loans	償還銀行貸款及其他貸款		(22,370,483)	(13,680,140)
Advances from non-controlling shareholders	向非控股股東墊款之款項		-	17,209
Repayments to non-controlling shareholders	償還非控股股東之款項		(439,007)	-
Net cash used in financing activities	用於融資業務之現金淨額		(7,080,280)	(2,442,648)
Net decrease in cash and cash equivalents	現金及現金等值項目減少淨額		(1,788,033)	(1,846,075)
Cash and cash equivalents at 1st January	於一月一日之現金及現金等值項目		2,862,041	4,742,903
Effect of foreign exchange rate changes	匯率變動之影響		(3,537)	(34,787)
Cash and cash equivalents at 31st December	於十二月三十一日之現金及現金等值項目		1,070,471	2,862,041
Analysis of the balances of cash and cash equivalents	現金及現金等值項目結餘分析			
Time deposits, bank balances and cash	定期存款、銀行結餘及現金		1,070,471	2,849,807
Bank balances and cash included in assets classified as held for sale	包括在列為持作出售之資產之銀行結餘及現金	36	-	12,234
			1,070,471	2,862,041

The accompanying notes form an integral part of these consolidated financial statements. 綜合財務報表附註乃綜合財務報表的一部分。

1. GENERAL INFORMATION

The Company is an exempted company incorporated in Bermuda with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited ("Stock Exchange"). The addresses of the Company's registered office and principal office in Hong Kong are disclosed in the "Corporate Information" section of this annual report. Details of the substantial shareholders of the Company are disclosed in the paragraph headed "Substantial Shareholders' Interests in the Securities of the Company" in the section headed "Directors' Report" of this annual report.

The consolidated financial statements are presented in Hong Kong dollar ("HK\$"), which is the same as the functional currency of the Company and its subsidiaries ("Group") and all amounts are rounded to the nearest thousand (HK\$'000) except otherwise indicated.

The Company's principal activity is investment holding and the principal activities of its principal subsidiaries and associates are set out in Notes 50 and 51 respectively.

2. APPLICATION OF NEW AND AMENDED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

The accounting policies adopted in these consolidated financial statements for the year ended 31st December, 2016 are consistent with those followed in the preparation of the Group's consolidated financial statements for the year ended 31st December, 2015 except as described below.

1. 一般資料

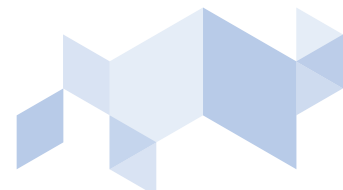
本公司為一間於百慕達註冊成立之受豁免有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司之註冊辦事處及香港主要辦事處之地址載於本年報「公司資料」中。本公司主要股東之詳情載於本年報「董事會報告書」一節中「主要股東於本公司之證券權益」一段內。

本綜合財務報表以港元（「港元」）呈列，港元亦為本公司與其附屬公司（「本集團」）之功能貨幣，且除另有說明外，所有數額均四捨五入至最接近之千位數（千港元）。

本公司之主要業務為投資控股，而其主要附屬公司及聯營公司之主要業務分別載於附註50及51。

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

除下述者外，截至二零一六年十二月三十一日止年度之綜合財務報表所採納之會計政策與編製本集團截至二零一五年十二月三十一日止年度之綜合財務報表所依循者一致。



2. APPLICATION OF NEW AND AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont'd)

In the current year, the Group has applied, for the first time, the following amendments to existing HKFRSs (“Amendments”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), which are effective for current financial year of the Group. The Amendments adopted by the Group in these consolidated financial statements are set out below:

HKFRSs (Amendments)	Annual Improvements to HKFRSs 2012-2014 Cycle
HKFRS 10, HKFRS 12 and HKAS 28 (2011) (Amendments)	Investment Entities: Applying the Consolidation Exception
HKFRS 11 (Amendments)	Accounting for Acquisitions of Interests in Joint Operations
HKAS 1 (Amendments)	Disclosure Initiative
HKAS 16 and HKAS 38 (Amendments)	Clarification of Acceptable Methods of Depreciation and Amortisation
HKAS 16 and HKAS 41 (Amendments)	Agriculture: Bearer Plants
HKAS 27 (2011) (Amendments)	Equity Method in Separate Financial Statements

In addition, the Group has applied HKFRS 9 (2014) “Financial Instruments” in advance that is effective for annual periods beginning on or after 1st January, 2018 and chosen its date of initial application on 1st January, 2016.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

於本年度，本集團已首次應用下列由香港會計師公會（「香港會計師公會」）頒布並於本集團現行財政年度生效之對現有香港財務報告準則之修訂（「修訂」）。本集團於本綜合財務報表所採納之修訂載列如下：

香港財務報告準則（修訂本）	2012年至2014年週期頒布之香港財務報告準則年度改進
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號（2011年）（修訂本）	投資實體：應用綜合賬目之例外情況
香港財務報告準則第11號（修訂本）	收購共同經營業務權益之會計法
香港會計準則第1號（修訂本）	披露措施
香港會計準則第16號及香港會計準則第38號（修訂本）	釐清折舊及攤銷之可接受方法
香港會計準則第16號及香港會計準則第41號（修訂本）	農業：生產性植物
香港會計準則第27號（2011年）（修訂本）	獨立財務報表之權益法

此外，本集團提前應用於二零一八年一月一日或之後開始之年度期間生效之香港財務報告準則第9號（2014年）「金融工具」，並已選擇二零一六年一月一日為首次應用日期。

2. APPLICATION OF NEW AND AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont'd)

Amendments to HKAS 1 Disclosure Initiative

Amendments to HKAS 1 include narrow-focus improvements in respect of the presentation and disclosure in financial statements. The amendments clarify:

- the materiality requirements in HKAS 1;
- that specific line items in the statement of comprehensive income and the statement of financial position may be disaggregated;
- that entities have flexibility as to the order in which they present the notes to financial statements; and
- that the share of other comprehensive income of associates and joint ventures accounted for using the equity method must be presented in aggregate as a single line item, and classified between those items that will or will not be subsequently reclassified to profit or loss.

Furthermore, the amendments clarify the requirements that apply when additional subtotals are presented in the statement of financial position and the statement of comprehensive income.

The application of the Amendments had no material effect on how the results and financial position for the current or prior accounting periods are prepared and presented. Accordingly, no prior period adjustment has been required.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港會計準則第1號之修訂－披露措施

香港會計準則第1號之修訂載有就財務報表之呈列方式及披露具針對性的改善。該等修訂釐清：

- 香港會計準則第1號的重要性要求；
- 全面收益報表與財務狀況報表內之特定項目可予分拆；
- 實體就彼等呈列財務報表附註之次序擁有靈活性；及
- 使用權益法入賬之攤佔聯營公司及合資公司之其他全面收益必須於單一項目內呈列總額，並區分為隨後將會或不會重新分類至損益之項目。

此外，該等修訂釐清在財務狀況報表及全面收益報表呈列額外小計應用之要求。

應用該等修訂不會對本會計期間或過往會計期間之業績及財務狀況之編製及呈列方式構成重大影響，故毋須作出過往期間調整。



2. APPLICATION OF NEW AND AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont'd)

HKFRS 9 (2014) Financial Instruments

Accounting policies applied from 1st January, 2016

HKFRS 9 (2014) addresses the classification, measurement and recognition of financial assets and financial liabilities. The final version of HKFRS 9 (2014) was issued in September 2014. It replaces the guidance in HKAS 39 “Financial Instruments: Recognition and Measurement” that relates to the classification and measurement of financial instruments. HKFRS 9 (2014) retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortised cost, fair value through other comprehensive income (“FVTOCI”) and fair value through profit or loss (“FVTPL”). The basis of classification depends on the entity’s business model and the contractual cash flow characteristics of the financial assets. Investments in equity instruments (that are not held-for-trading) are measured at fair values with an irrevocable election at inception to present changes in fair value in other comprehensive income not recycling. There is now a new expected credit losses (“ECLs”) model that replaces the incurred loss impairment model used in HKAS 39. For financial liabilities, there were no changes to classification and measurement except for the recognition of changes in own credit risk in other comprehensive income, for liabilities designated at FVTPL. HKFRS 9 (2014) relaxes the requirements for hedge effectiveness by replacing the bright line hedge effectiveness tests. It requires an economic relationship between the hedged item and hedging instrument and for the “hedged ratio” to be the same as the one management actually uses for risk management purposes.

In accordance with HKFRS 9 (2014), the Group did not restate prior periods and the cumulative effect of initially applying the standard as an adjustment was recognised in either retained profits or an appropriate equity reserve as of the opening balance as at 1st January, 2016.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第9號（2014年）－金融工具

二零一六年一月一日起應用之會計政策

香港財務報告準則第9號（2014年）闡述金融資產及金融負債之分類、計量及確認。香港財務報告準則第9號（2014年）之最終版本於二零一四年九月頒布。該準則取代香港會計準則第39號「金融工具：確認及計量」中有關金融工具之分類及計量之指引。香港財務報告準則第9號（2014年）保留但簡化混合計量模式，並確立金融資產三個主要計量類別：攤銷成本、通過其他全面收益以反映公平值（「通過其他全面收益以反映公平值」）及通過損益以反映公平值（「通過損益以反映公平值」）列賬。分類基準視乎實體之業務模式及金融資產之合約現金流量特徵而定。股本工具投資（非持作買賣）以公平值計量，於初始時作出不可撤回之選擇將公平值變動呈列為不回收之其他全面收益。新的預期信貸虧損（「預期信貸虧損」）模式將取代香港會計準則第39號所用已發生虧損減值模式。並無對金融負債的分類及計量作出更改，惟指定為通過損益以反映公平值列賬之負債，須於其他全面收益確認本身信貸風險變動。香港財務報告準則第9號（2014年）放寬了對沖有效性的要求，取代了明確的對沖有效性測試。其對於對沖項目及對沖工具之間的經濟關係有一定要求，「對沖比率」亦須與管理層在風險管理過程中實際使用一致。

按照香港財務報告準則第9號（2014年），本集團並無重列過往期間之數據，而首次應用準則之累計影響之調整已於保留溢利或適當之股本權益儲備於二零一六年一月一日之期初結餘內確認。

2. APPLICATION OF NEW AND AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont'd)

HKFRS 9 (2014) Financial Instruments (Cont'd)

The following summarises the classification and measurement changes for the Group’s financial assets and financial liabilities on 1st January, 2016, the Group’s date of initial application of HKFRS 9 (2014):

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第9號（2014年）—金融工具（續）

本集團之金融資產及金融負債於二零一六年一月一日（本集團首次應用香港財務報告準則第9號（2014年）之日期）之分類及計量之變動概述如下：

	Originally stated 原先呈列		HKFRS 9 (2014) 香港財務報告準則第9號（2014年）				
	Available-for-sale investments	Fair value through profit or loss	Loans and receivables	Remeasurement upon application of HKFRS 9 (2014) 應用香港財務報告準則第9號（2014年）之重新計量	FVTPL	FVTOCI	Amortised cost
Notes 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Financial assets							
Financial assets							
Advances to associates	-	-	55,482	-	-	-	55,482
Advance to an investee company	-	-	413,579	-	-	-	413,579
Advance to a non-controlling shareholder	-	-	14,908	-	-	-	14,908
Debtors, deposits and other receivables	-	-	7,306,708	-	-	-	7,306,708
Securities trading receivables and deposits	-	-	86,175	-	-	-	86,175
Pledged deposits	-	-	202,750	-	-	-	202,750
Time deposits, bank balances and cash	-	-	2,849,807	-	-	-	2,849,807
Sales proceeds held by stakeholders	-	-	1,891,712	-	-	-	1,891,712
Equity securities							
- Held-for-trading	-	364,244	-	-	364,244	-	-
- Not held-for-trading	(i)	794,693	-	96,960	-	891,653	-
Club debentures	(ii)	16,581	-	61,553	78,134	-	-
Bonds	(iii)	-	11,069,270	-	11,069,270	-	-
		811,274	11,433,514	12,821,121	158,513	11,511,648	12,821,121



2. APPLICATION OF NEW AND AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont'd)

HKFRS 9 (2014) Financial Instruments (Cont'd)

The following summarises the classification and measurement changes for the Group’s financial assets and financial liabilities on 1st January, 2016, the Group’s date of initial application of HKFRS 9 (2014): (Cont'd)

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第9號（2014年）— 金融工具（續）

本集團之金融資產及金融負債於二零一六年一月一日（本集團首次應用香港財務報告準則第9號（2014年）之日期）之分類及計量之變動概述如下：（續）

		Originally stated	HKFRS 9 (2014)	
		原先呈列	香港財務報告準則第9號（2014年）	
		Amortised cost	Remeasurement upon application of HKFRS 9 (2014)	Amortised cost
			應用香港財務報告準則第9號（2014年）之重新計量	
		攤銷成本	重新計量	攤銷成本
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Financial liabilities	金融負債			
Creditors and accruals	應付賬項及應計款項	1,081,746	-	1,081,746
Securities trading and margin payable	應付證券交易賬項及保證金	11,181	-	11,181
Deposits received	已收按金	2,051,899	-	2,051,899
Borrowings	借貸	14,531,773	-	14,531,773
Amounts due to associates	欠負聯營公司款項	1,789,647	-	1,789,647
Amounts due to investee companies	欠負接受投資公司款項	27,085	-	27,085
Amounts due to non-controlling shareholders	欠負非控股股東款項	523,768	-	523,768
		20,017,099	-	20,017,099

2. APPLICATION OF NEW AND AMENDED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Cont'd)

HKFRS 9 (2014) Financial Instruments (Cont'd)

Effect on interests in associates to the consolidated financial statements upon the Group's early adoption of HKFRS 9 (2014) as at 1st January, 2016 is as follows:

Interests in associates 聯營公司權益

The impact on the Group's reserves due to reclassification and remeasurement of financial instruments as at 1st January, 2016 is as follows:

At 1st January, 2016 (originally stated)	於二零一六年一月一日 (原先呈列)		
Reclassification upon initial application of HKFRS 9 (2014)	首次應用香港財務報告準則第9號(2014年)重新分類	(i)	
Remeasurement upon initial application of HKFRS 9 (2014)	首次應用香港財務報告準則第9號(2014年)重新計量	(i) and (ii) (i)及(ii)	
Effect on interests in associates upon initial application of HKFRS 9 (2014)	首次應用香港財務報告準則第9號(2014年)對聯營公司權益之影響	(i)	
At 1st January, 2016 (restated)	於二零一六年一月一日 (重列)		

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

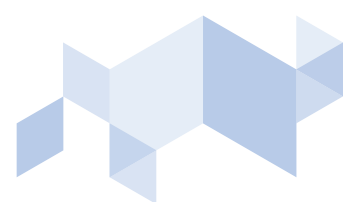
香港財務報告準則第9號(2014年)–金融工具(續)

本集團於二零一六年一月一日提早採納香港財務報告準則第9號(2014年)對綜合財務報表中聯營公司權益之影響如下:

Originally stated	Remeasurement upon application of HKFRS 9 (2014)	HKFRS 9 (2014)
原先呈列	應用香港財務報告準則第9號(2014年)之重新計量	香港財務報告準則第9號(2014年)
HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元
3,770,476	433	3,770,909

於二零一六年一月一日因金融工具之重新分類及重新計量而對本集團之儲備之影響如下:

Securities investments reserve	Financial assets measured at FVTOCI reserve	Retained profits
證券投資儲備	通過其他全面收益以反映公平值計量之金融資產之儲備	保留溢利
HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元
16,044	-	37,311,403
(16,044)	16,044	-
-	96,960	61,553
-	433	-
-	113,437	37,372,956



2. APPLICATION OF NEW AND AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont'd)

HKFRS 9 (2014) Financial Instruments (Cont'd)

Notes:

(i) Unlisted equity securities previously classified as available-for-sale investments

The Group elected to present in other comprehensive income the subsequent changes in fair value of all its unlisted equity securities previously classified as available-for-sale investments because these investments are not held-for-trading. As a result, the financial assets were reclassified from available-for-sale investments with original carrying amount of approximately HK\$794,693,000 to financial assets measured at FVTOCI and were remeasured at fair value to approximately HK\$891,653,000. Cumulative fair value gain of approximately HK\$16,044,000 was reclassified from the securities investments reserve to the financial assets measured at FVTOCI reserve and additional fair value gain of approximately HK\$97,393,000 (including share of other comprehensive income of associates of approximately HK\$433,000) was recognised in the financial assets measured at FVTOCI reserve upon remeasurement on 1st January, 2016.

(ii) Club debentures previously classified as available-for-sale investments

The Group elected to present in profit or loss the subsequent changes in fair value of all its club debentures previously classified as available-for-sale investments because the Group considered their investment purpose at the date of initial application of HKFRS 9 (2014). As a result, the financial assets were reclassified from available-for-sale investments with original carrying amount of approximately HK\$16,581,000 to financial assets measured at FVTPL and were remeasured at fair value to approximately HK\$78,134,000. Additional fair value gain of approximately HK\$61,553,000 was recognised in retained profits upon remeasurement on 1st January, 2016.

(iii) Bonds previously classified as financial assets designated as at fair value through profit or loss

The Group reclassified the financial assets designated as at fair value through profit or loss to financial assets measured at FVTPL and no change in their measurement on 1st January, 2016.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第9號（2014年）－金融工具（續）

註：

(i) 過往分類為待售投資之非上市股本證券

本集團選擇於其他全面收益呈列所有過往分類為待售投資之非上市股本證券隨後之公平值變動，此乃由於該等投資為非持作買賣。因此，該等金融資產由原有賬面值約794,693,000港元之待售投資重新分類至通過其他全面收益以反映公平值計量之金融資產，並按公平值重新計量約為891,653,000港元。累計公平值收益約16,044,000港元由證券投資儲備重新分類至通過其他全面收益以反映公平值計量之金融資產之儲備。而於二零一六年一月一日重新計量時，額外之公平值收益約97,393,000港元（包括攤佔聯營公司之其他全面收益約433,000港元）確認於通過其他全面收益以反映公平值計量之金融資產之儲備。

(ii) 過往分類為待售投資之會籍債券

本集團選擇於損益呈列所有過往分類為待售投資之會籍債券隨後之公平值變動，此乃由於本集團考慮到彼等於香港財務報告準則第9號（2014年）之首次應用日期當日之投資目的。因此，該等金融資產由原有賬面值約16,581,000港元之待售投資重新分類至通過損益以反映公平值計量之金融資產，並按公平值重新計量約為78,134,000港元。於二零一六年一月一日重新計量時，額外公平值收益約61,553,000港元確認於保留溢利。

(iii) 過往分類為指定為通過損益以反映公平值之金融資產之債券

本集團將指定為通過損益以反映公平值之金融資產重新分類至通過損益以反映公平值計量之金融資產，彼等於二零一六年一月一日之計量並無變動。

2. APPLICATION OF NEW AND AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont'd)

The Group has not early adopted the following new HKFRSs and amendments to existing HKFRSs (“new and amended HKFRSs”) that have been issued but are not yet effective.

HKFRS 2 (Amendments)	Classification and Measurement of Share-based Payment Transactions ²
HKFRS 10 and HKAS 28 (2011) (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
HKFRS 15	Revenue from Contracts with Customers ²
HKFRS 15 (Amendments)	Clarifications to HKFRS 15 ²
HKFRS 16	Leases ³
HKAS 7 (Amendments)	Disclosure Initiative ¹
HKAS 12 (Amendments)	Recognition of Deferred Tax Assets for Unrealised Losses ¹

- ¹ Effective for annual periods beginning on or after 1st January, 2017
- ² Effective for annual periods beginning on or after 1st January, 2018
- ³ Effective for annual periods beginning on or after 1st January, 2019
- ⁴ Effective for annual periods beginning on or after a date to be determined

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

本集團並未提早採納下列已頒布但仍未生效之新訂香港財務報告準則及對現有香港財務報告準則之修訂（「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 （修訂本）	股份付款交易分類及計量 ²
香港財務報告準則第10號及 香港會計準則第28號 （2011年）（修訂本）	投資者與其聯營公司或 合資公司之間的資產 出售或注資 ⁴
香港財務報告準則第15號	與客戶合約之收入 ²
香港財務報告準則第15號 （修訂本）	釐清香港財務報告準則 第15號 ²
香港財務報告準則第16號	租賃 ³
香港會計準則第7號 （修訂本）	披露措施 ¹
香港會計準則第12號 （修訂本）	未變現虧損之遞延稅項 資產之確認 ¹

- ¹ 於二零一七年一月一日或之後開始之年度期間生效
- ² 於二零一八年一月一日或之後開始之年度期間生效
- ³ 於二零一九年一月一日或之後開始之年度期間生效
- ⁴ 尚待釐定之日期或之後開始之年度期間生效



2. APPLICATION OF NEW AND AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont'd)

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

The amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture.

HKFRS 15 Revenue from Contracts with Customers

HKFRS 15 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 judgments and estimates. The standard will supersede all current revenue recognition requirements under HKFRSs. In September 2015, the HKICPA issued an amendment to HKFRS 15 regarding a one-year deferral of the mandatory effective date of HKFRS 15 to 1st January, 2018. 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.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第10號及香港會計準則第28號（2011年）之修訂－投資者與其聯營公司或合資公司之間的資產出售或注資

香港財務報告準則第10號及香港會計準則第28號（2011年）之修訂針對香港財務報告準則第10號及香港會計準則第28號（2011年）之間有關投資者與其聯營公司或合資公司之間的資產出售或注資兩者規定中不一致情況。該等修訂規定，當投資者與其聯營公司或合資公司之間的資產出售或注資構成一項業務時，須全數確認收益或虧損。當交易涉及的資產不構成一項業務時，由該交易產生之收益或虧損於該投資者之損益確認，惟僅以不相關投資者於該聯營公司或合資公司之權益為限。

香港財務報告準則第15號－與客戶合約之收入

香港財務報告準則第15號訂立新五步驟模式，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而確認。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有條理之方法。該準則亦引入大量定性及定量披露要求，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。該準則將取代香港財務報告準則之所有現行收入確認要求。於二零一五年九月，香港會計師公會頒布香港財務報告準則第15號之修訂，將香港財務報告準則第15號之強制性生效日期延遲一年至二零一八年一月一日。於二零一六年六月，香港會計師公會頒布香港財務報告準則第15號之修訂以闡述該準則的實施問題，包括識別履約責任，委託人與代理人及知識產權許可之應用指引，以及採納準則之過渡。該等修訂亦旨在協助確保實體於採納香港財務報告準則第15號時能更加一致地應用及減低應用該準則之成本及複雜性。

2. APPLICATION OF NEW AND AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont'd)

HKFRS 16 Leases

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. It distinguishes leases and service contracts on the basis of whether an identified asset is controlled by a customer. Subject to limited exceptions for short-term leases and low value assets, distinctions of operating and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees. However, the standard does not significantly change the accounting of lessors.

The directors of the Company (“Directors”) are in the process of assessing the potential impact of the new and amended HKFRSs but are not yet in a position to determine whether the new and amended HKFRSs will have a significant impact on how the Group’s results of operations and financial position are prepared and presented. The new and amended HKFRSs may result in changes in the future as to how the results and financial position are prepared and presented.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared in accordance with all applicable HKFRSs, which is a collective term that includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the HKICPA and accounting principles generally accepted in Hong Kong. In addition, these consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) and the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622).

These consolidated financial statements have been prepared under the historical cost basis, except for certain properties and financial instruments, which are measured at their fair values as explained in the accounting policies set out below.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第16號－租賃

香港財務報告準則第16號為出租人及承租人識別其租賃安排及會計處理引入一個全面的模式。該模式是根據客戶可否控制該資產來區分租賃合約或服務合約。除短期租約及低價值資產之有限例外情況，營業租賃與融資租賃的區別於移除承租人之會計處理，並以承租人對資產使用權及對所有租約確認相關負債的模式取代。然而，該準則對出租人之會計處理並無重大改變。

本公司之董事（「董事」）現正評估該等新訂及經修訂香港財務報告準則之潛在影響，惟尚未釐定該等新訂及經修訂香港財務報告準則對本集團之經營業績及財務狀況之編製及呈列方式會否構成重大影響。該等新訂及經修訂香港財務報告準則或會導致日後業績及財務狀況之編製及呈列方式出現變動。

3. 主要會計政策概要

本綜合財務報表已根據香港會計師公會頒布之香港財務報告準則（包括所有適用之香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）及香港公認會計原則而編製。此外，本綜合財務報表亦包括聯交所證券上市規則（「上市規則」）及香港公司條例（第622章）之披露要求所適用披露事項。

本綜合財務報表乃按歷史成本法編製，惟按公平值計算之若干物業及金融工具除外，有關之會計政策闡述如下。



3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Fair value measurements

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

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

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

3. 主要會計政策概要 (續)

公平值計量

公平值是於計量日市場參與者於有秩序交易中出售資產所收取或轉讓負債所支付之價格，而不論該價格為可直接觀察取得或可使用其他估值技術估計。於估計資產或負債之公平值時，本集團會考慮該等市場參與者於計量日對資產或負債定價時所考慮資產或負債之特點。於本綜合財務報表中作計量及／或披露用途之公平值乃按此基準釐定，惟不包括香港財務報告準則第2號「股份付款」範圍內之以股份付款交易、香港會計準則第17號「租賃」範圍內之租賃交易及與公平值有若干相類之處但不屬公平值之計量，例如香港會計準則第2號「存貨」之可變現淨值或香港會計準則第36號「資產減值」之使用價值。

此外，就財務報告用途，根據公平值計量數據之可觀察程度及數據對公平值計量之整體重要程度，公平值計量劃分為第一級、第二級及第三級，如下所述：

- 第一級：數據為同等之資產或負債（實體能夠於計量日取得）於活躍市場取得之報價（未經調整）；
- 第二級：數據為直接或間接從可觀察之資產或負債所得的數據（於第一級之報價除外）；及
- 第三級：數據為從資產或負債之非可觀察數據。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(a) Basis of consolidation

Subsidiaries

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company: (i) has power over the investee; (ii) is exposed, or has rights, to variable returns from its involvement with the investee; and (iii) has the ability to use its power to affect its returns.

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

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

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

3. 主要會計政策概要 (續)

(a) 綜合賬目基準

附屬公司

綜合財務報表包括本公司與本公司及其附屬公司所控制實體（包括結構性實體）之財務報表。就本公司獲得控制權乃指：(i)可對接受投資方行使權力；(ii)自參與接受投資方之業務獲得或有權獲得可變回報；及(iii)有能力藉對接受投資方行使其權力而影響其回報。

倘事實及情況反映上文所列三項控制因素其中一項或多項改變，則本集團會重估是否仍然對接受投資方擁有控制權。

本集團獲得附屬公司控制權時便開始將附屬公司綜合入賬，於失去控制權時則終止入賬。具體而言，年內所收購或出售附屬公司之收入及開支於本集團獲得控制權日起計入損益，直至本集團不再控制該附屬公司為止。

收購業務應用收購法列賬。業務合併之轉讓代價按公平值計算，為於收購日之本集團轉讓資產之公平值、本集團付予被收購方前擁有人所產生之負債及本集團用作交換被收購方控股權時發行之股本權益之總和。與收購相關的成本於產生時在損益中確認。



3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(a) Basis of consolidation (Cont'd)

Subsidiaries (Cont'd)

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in another HKFRS.

Total comprehensive income and expense of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

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

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

Changes in the Group's ownership interests in existing subsidiaries

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

3. 主要會計政策概要 (續)

(a) 綜合賬目基準 (續)

附屬公司 (續)

屬現時擁有之權益且於清盤時讓其持有人有權按比例分佔實體淨資產之非控股權益，可初步按公平值或以非控股權益佔該被收購方可識別淨資產已確認金額之比例計算。計量基準視乎每項交易而作出選擇。其他種類之非控股權益乃按其公平值或另一項香港財務報告準則規定之另一項計量基準計量。

附屬公司之全面收益及支出總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益結餘為負數。

對附屬公司財務報表在必要時會予以調整以使其會計政策與本集團會計政策一致。

所有有關本集團成員之間之集團內資產及負債、股本權益、收入、開支及現金流量交易已於綜合時全數對銷。

本集團於現有附屬公司之擁有權益的變動

本集團於現有附屬公司之擁有權益變動若無導致本集團失去對有關附屬公司之控制權，則按股本權益交易入賬。本集團權益及非控股權益之賬面值作出調整，以反映其於附屬公司之相關權益變動。非控股權益之調整金額以及已付或已收代價之公平值間之任何差額直接於股本權益確認，並歸屬於本公司擁有人。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(a) Basis of consolidation (Cont'd)

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

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary, that is, reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs. The fair value of any investment retained in the former subsidiary at the date when control is lost that is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 (2014), when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

(b) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any (see the accounting policy above).

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

3. 主要會計政策概要 (續)

(a) 綜合賬目基準 (續)

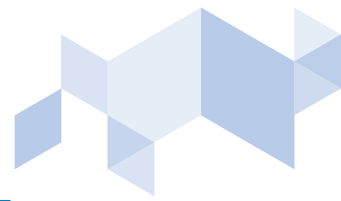
本集團於現有附屬公司之擁有權益的變動 (續)

當本集團失去對附屬公司的控制權，收益或虧損計入損益中，並計算：(i)已收代價公平值及任何保留權益公平值之總額；及(ii)附屬公司資產（包括商譽）及負債原本賬面值及任何非控股權益；兩者之間的差異。所有原先在其他全面收益中確認有關該附屬公司的金額猶如本集團已直接出售附屬公司相關之資產或負債入賬，即採用適用香港財務報告準則規定／允許，重新分類至損益或轉撥至另外一類股本權益。在失去控制權當日，任何保留在前附屬公司投資公平值被視作其後根據香港財務報告準則第9號（2014年）入賬之初步確認公平值。當適用，為初步確認投資於聯營公司或合資公司之成本。

(b) 商譽

收購業務所產生之商譽按於收購業務當日確立之成本扣除累計減值虧損（如有）列賬（見上文有關之會計政策）。

商譽按轉讓代價、被收購方之任何非控股權益金額、及收購方先前持有被收購方之股本權益之公平值（如有）之總額，超出於收購日所收購可辨別資產扣除所承擔負債後之金額之差額計量。倘經重新評估後，於收購日所收購可辨別資產扣除所承擔負債後之金額超出轉讓代價、被收購方之任何非控股權益金額、及收購方先前持有被收購方之股本權益之公平值（如有）之總額，則該差額即時在損益中確認為議價收購收益。



3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(b) Goodwill (Cont'd)

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating-units ("CGUs") (or groups of CGUs) that is expected to benefit from the synergies of the combination.

A CGU to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the gain or loss on disposal.

(c) Investments in associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. 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.

3. 主要會計政策概要 (續)

(b) 商譽 (續)

就減值測試而言，商譽會分配至本集團各預期可受惠於合併之協同效益之現金產生單位（「現金產生單位」）（或多組現金產生單位）。

商譽所屬之現金產生單位會每年（或於有跡象顯示該單位可能出現減值時更頻密地）進行減值測試。倘現金產生單位之可收回金額低於其賬面值，則減值虧損會先分配以調減該單位任何商譽之賬面值，其後則按該單位內各項資產之賬面值之比例分配至該單位之其他資產。任何商譽之減值虧損會直接於損益確認。商譽之減值虧損不會於往後期間撥回。

出售相關現金產生單位而釐定出售收益或虧損時，會計入商譽所佔之金額。

(c) 於聯營公司之投資

聯營公司為本集團對其擁有重大影響力之公司，且不屬於附屬公司，亦非於合資公司之權益。重大影響力指有權參與接受投資方之財務及營運政策決定，但非對該等政策擁有控制權或共同控制權。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Investments in associates (Cont'd)

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

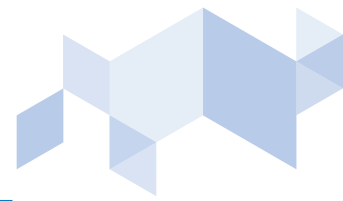
The requirements of HKFRS 9 (2014) are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

3. 主要會計政策概要 (續)

(c) 於聯營公司之投資 (續)

聯營公司的業績以及資產及負債以權益會計法於綜合財務報表入賬。惟有關投資或其中一部分已分類為持作出售，並根據香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」入賬。根據權益法，於聯營公司的投資初步按成本於綜合財務狀況報表確認，並於隨後就確認本集團應佔該聯營公司的損益及其他全面收益予以調整。當本集團應佔聯營公司之虧損超出本集團於該聯營公司之權益（包括實質上成為本集團於該聯營公司投資淨額一部分的任何長期權益）時，本集團終止確認其應佔的進一步虧損。僅於本集團已產生法定或推定責任，或已代表該聯營公司支付款項的情況下，方會確認額外虧損。

香港財務報告準則第9號（2014年）的規定被應用以釐定是否需要就有關本集團投資於聯營公司確認任何減值虧損。有需要時，投資（包括商譽）的賬面值悉數將會根據香港會計準則第36號按單一資產進行減值測試，方法為比較其可收回金額（使用價值與公平值減出售成本的較高）與其賬面值。被確認之任何減值虧損為投資賬面值的一部分。該減值虧損之任何撥回根據香港會計準則第36號確認，惟受隨後增加的可收回投資金額規限。



3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Investments in associates (Cont'd)

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate, or when the investment (or a portion thereof) is classified as held for sale. When the Group retains an interest in the former associate and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with HKFRS 9 (2014). The difference between the carrying amount of the associate at the date the equity method was discontinued and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

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

When a group entity transacts with an associate of the Group (such as a sale or contribution of assets), profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

3. 主要會計政策概要 (續)

(c) 於聯營公司之投資 (續)

本集團自投資不再為聯營公司當日起或投資(或其中一部分)被分類為持作出售時會終止採用權益法。倘本集團保留於前聯營公司之權益且該保留權益為金融資產,則本集團會於該日按公平值計量保留權益,而該公平值被視為根據香港財務報告準則第9號(2014年)於初步確認時之公平值。聯營公司於終止採用權益法當日之賬面值與任何保留權益及出售聯營公司部分權益時所得任何款項之公平值間之差額,會於釐定出售該聯營公司之收益或虧損時入賬。此外,本集團會將先前在其他全面收益就該聯營公司確認之所有金額入賬,與該聯營公司直接出售相關資產或負債所需基準相同。因此,倘該聯營公司先前在其他全面收益確認之收益或虧損會於出售相關資產或負債時重新分類至損益,本集團會於終止採用權益法時將收益或虧損由股本權益重新分類至損益(作為重新分類調整)。

倘本集團減少其於聯營公司之擁有權權益而本集團繼續採用權益法,若有關收益或虧損會於出售相關資產或負債時重新分類至損益,則本集團會將有關減少擁有權權益而先前已於其他全面收益確認之部分收益或虧損重新分類至損益。

當集團實體與本集團的聯營公司進行交易(例如出售或注入資產)時,與聯營公司交易所產生之溢利及虧損僅於聯營公司之權益與本集團無關時,方於本集團的綜合財務報表確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(d) Impairment losses (other than goodwill and intangible assets with indefinite useful lives)

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

(e) Investment properties and investment properties under construction and development

Investment properties are properties held to earn rental income and/or for capital appreciation including properties under construction and development for such purposes and land held for a currently undetermined future use. On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value. Gains and losses arising from changes in the fair values of investment properties are included in profit or loss for the period in which they arise. However, if the fair values of investment properties under construction and development are not reliably determinable but expect the fair values of the properties to be reliably determinable when construction/development is completed, it shall measure that investment properties under construction and development at cost, less any impairment loss, until either its fair value become reliably determinable or construction/development is completed (whichever is earlier).

3. 主要會計政策概要 (續)

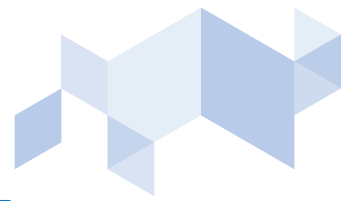
(d) 減值虧損 (商譽及無限使用年期之無形資產除外)

於報告期末，本集團會檢討其有形資產及其有限使用年期之無形資產之賬面值，以釐定該等資產有否出現任何減值虧損之情況。倘估計資產之可收回金額低於其賬面值，則該資產之賬面值會減至其可收回金額。減值虧損則即時於損益確認。

如減值虧損於其後撥回，資產之賬面值會提高至經修訂之估計可收回金額，惟所提高之賬面值不得高於在過往年度未有就資產確認減值虧損之情況下之賬面值。減值虧損之撥回會即時於損益確認。

(e) 投資物業及興建中及發展中投資物業

投資物業為持作賺取租金收入及／或資本增值用途之物業，包括興建中及發展中物業作以上用途及現時持有但未確立將來用途之土地。於初步確認時，投資物業乃按成本（包括任何直接應佔之開支）計量。於初步確認後，投資物業利用公平值計量。投資物業公平值變動所產生之收益或虧損會於產生期間計入損益。然而，倘興建中及發展中投資物業之公平值無法可靠地釐定，但預期該等物業之公平值可於完成興建／發展時可靠地釐定，則興建中及發展中投資物業以成本減任何減值虧損計量，直至其公平值能夠可靠地釐定或興建／發展完成（以較早為準）為止。



3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(e) Investment properties and investment properties under construction and development (Cont'd)

Leasehold land held for undetermined future use is regarded as held for capital appreciation purpose and classified as an investment property, and carried at fair value. Changes in fair value of the leasehold land are recognised directly in profit or loss for the period in which changes take place.

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

An investment property is transferred at fair value to property, plant and equipment when the property begins to be occupied by the owner. Gain or loss arising from change in fair value of the investment property upon the transfer is included in profit or loss.

An owner-occupied property is transferred from property, plant and equipment to investment properties at fair value when it is evidenced by the end of owner-occupation. The difference between the carrying amount and the fair value at the date of transfer is recognised in other comprehensive income and accounted for as a revaluation increase or decrease in accordance with HKAS 16 "Property, Plant and Equipment". On the subsequent sale or retirement of assets, the relevant revaluation reserve is transferred directly to retained profits.

A property is transferred from investment property to stock of properties when, and only when, there is a change in use, evidenced by commencement of development with a view to sale. Any difference between the fair value of the property at the date of change in use and its previous carrying amount is recognised in the consolidated statement of comprehensive income.

3. 主要會計政策概要 (續)

(e) 投資物業及興建中及發展中投資物業 (續)

持作未決定日後用途之租賃土地被視為持作資本增值用途而列作投資物業，並以公平值入賬。租賃土地公平值之變動於變動發生期間直接於損益確認。

投資物業於出售時或當該投資物業被永久終止使用及預期由出售時起再無日後經濟利益時取消確認。取消確認物業所產生之任何收益或虧損（按出售所得款項淨額與物業的賬面值差額計算）於取消確認該物業期間內計入損益。

當投資物業開始由業主自用時，則該物業按公平值轉撥至物業、廠房及設備。於轉撥時投資物業公平值變動所產生之收益或虧損計入損益。

當業主自用之物業於終止由業主自用時以公平值由物業、廠房及設備轉撥至投資物業。於轉撥日賬面值與公平值之差異將根據香港會計準則第16號「物業、廠房及設備」以重估值增加或減少入賬，並於其他全面收益中確認。隨後在銷售或報廢資產時，有關重估儲備將直接轉撥至保留溢利。

只限於當投資物業之用途改變成為開始發展以作銷售時，則該物業由投資物業轉撥至物業存貨。於改變用途日，該物業之公平值與其原本賬面值之差額於綜合全面收益報表確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(f) Property, plant and equipment

Property, plant and equipment including buildings and leasehold land classified as finance leases (other than properties under development) are stated at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Buildings and leasehold land mainly comprise hotels and office premises.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

Depreciation is provided to write off the cost of property, plant and equipment (other than properties under development) over their estimated useful lives and after taking into account their estimated residual values, using the straight-line method, at the following rates per annum:

Type	Basis
Leasehold land	Over the remaining lives of the leases
Buildings	Over the shorter of the remaining unexpired period of the lease and 40 years
Furniture, fixtures and equipment	3 to 10 years
Yachts and motor vehicles	3 to 10 years

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the asset is derecognised.

3. 主要會計政策概要 (續)

(f) 物業、廠房及設備

物業、廠房及設備包括被分類為融資租賃之樓宇及租賃土地（發展中物業除外）按成本減隨後之累積折舊及累積減值虧損列賬（如有）。

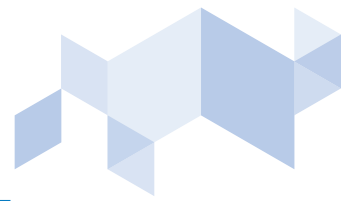
樓宇及租賃土地主要包括酒店及寫字樓物業。

資產分類為融資租賃之折舊乃與自用資產之基準按其預計使用年期或有關租約年期計算（以較短期為準）。

物業、廠房及設備（發展中物業除外）之折舊乃按其估計可使用年期及估計剩餘價值以直線法計算，用以撇銷成本，年折舊率如下：

種類	基準
租賃土地	按租約年期
樓宇	按租約尚餘未屆滿年期與四十年之間較短者
傢俬、裝置及設備	三至十年
遊艇及車輛	三至十年

物業、廠房及設備於出售時或當繼續使用資產預期不會產生日後經濟利益時取消確認。取消確認資產所產生之任何收益或虧損（按出售所得款項淨額與資產賬面值之差額計算）於取消確認該資產期間內計入損益。



3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(g) Stock of properties

Stock of properties including completed properties and properties under development, which are held-for-trading, is stated at the lower of cost and net realisable value.

The cost of completed properties held for sale is determined by apportionment of the total development costs, including borrowing costs capitalised, attributable to unsold units. Net realisable value is estimated by the management of the Group based on prevailing market conditions, which represents the estimated selling price less estimated costs to be incurred in selling the property.

The cost of properties under development held for sale includes identified costs including the acquisition cost of land, aggregate cost of development, borrowing costs capitalised, material and supplies, wages, other direct expenses and an appropriate proportion of overheads. Net realisable value is estimated by the management of the Group taking into account the expected price that can ultimately be achieved based on prevailing market conditions, the anticipated costs of completion and costs to be incurred in selling the property.

The amount of any write-down of or provision for completed properties held for sale and properties under development held for sale is recognised as an expense in the period when the write-down or loss occurs. The amount of any reversal of any write-down or provision arising from an increase in net realisable value is recognised in profit or loss in the period in which the reversal occurs.

3. 主要會計政策概要 (續)

(g) 物業存貨

持作買賣用途之物業存貨(包括落成物業及發展中物業)乃按其成本及可變現淨值兩者中較低者列賬。

持作出售之落成物業之成本乃按未售出單位應佔發展成本總額(包括已資本化之借貸成本)之比例釐定。可變現淨值乃由本集團之管理層根據當時市況估算,即估計銷售價減估計出售物業將產生之成本。

持作出售之發展中物業之成本包括已識別成本,當中包括土地收購成本、發展成本總額、已資本化之借貸成本、材料及物料、工資、其他直接開支及合適比例之經常費用。可變現淨值乃由本集團之管理層根據當時市況估算預期最終達至之價格、預計完成成本及出售物業將產生之成本。

持作出售之落成物業及持作出售之發展中物業之任何減值或撥備金額,於產生減值或虧損期間內確認為開支。可變現淨值增加導致撥回任何減值或撥備之金額,於作出撥回期間內於損益確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(h) Inventories

Inventories comprise finished goods and raw materials for cosmetic products and food and beverages held for sale in hotel operation, which are stated at the lower of cost and net realisable value.

Cost represents the invoiced cost of inventories. Costs are assigned to individual items on the weighted-average basis. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

(i) Intangible assets

Trading rights, exchange rights and trademark

Trading rights, gold and silver exchange rights and trademark are stated at cost less accumulated amortisation and less any identified impairment loss. The amortisation period adopted for intangible assets is 5 years.

(j) Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the financial instruments. Financial assets and financial liabilities are initially measured at fair value. A financial asset or financial liability (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus or minus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

3. 主要會計政策概要 (續)

(h) 存貨

存貨包括化妝品及酒店持作售賣之食品及飲料之製成品及原材料，按成本與可變現淨值兩者中之較低者列賬。

成本以存貨之發票成本計算。成本乃按個別項目以加權平均法分配。可變現淨值乃指在日常業務過程中之估計銷售價減去適用可變銷售開支。

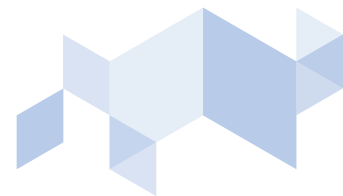
(i) 無形資產

買賣權、貿易權及商標

買賣權、金銀貿易權及商標乃按成本減累積攤銷及任何已識別減值虧損列賬。無形資產之攤銷期為五年。

(j) 金融工具

當集團實體成為金融工具合約條文之一方，則於綜合財務狀況報表確認金融資產及金融負債。金融資產及金融負債初步按公平值計量。金融資產或金融負債並非通過損益以反映公平值（並無重大融資部分之應收貿易賬項除外），其計量初步按公平值加上或扣減與其收購或發行直接應佔之交易成本。並無重大融資部分之應收貿易賬項初步按交易價格計量。



3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

(i) Classification and measurement

Debt instruments that meet the following conditions are subsequently measured at amortised cost less impairment loss (except for debt investments that are designated as at FVTPL on initial recognition):

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

A financial asset shall be measured at FVTOCI if both of the following conditions are met:

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

3. 主要會計政策概要 (續)

(j) 金融工具 (續)

金融資產

所有已確認之金融資產，視乎金融資產之分類而定，隨後整體按攤銷成本或公平值進行計量。

(i) 分類及計量

符合下列條件之債務工具（除於初步確認時被指定為通過損益以反映公平值之債務投資外）隨後按攤銷成本扣除減值虧損計量：

- 持有金融資產之業務模式以收取合約現金流量為目標；及
- 金融資產之合約條款於指定日期產生之現金流量，僅為支付本金及未償還本金之利息。

倘符合以下兩項條件，金融資產須通過其他全面收益以反映公平值計量：

- 持有金融資產之業務模式以收取合約現金流量及出售金融資產為目標；及
- 金融資產之合約條款於指定日期產生之現金流量，僅為支付本金及未償還本金之利息。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(i) *Classification and measurement (Cont'd)*

All other financial assets that are other than those categorised as amortised cost and FVTOCI above, are categorised as measured at FVTPL.

(1) Amortised cost and effective interest method

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

Interest income is recognised using effective interest method for debt instruments measured subsequently at amortised cost. Interest income is recognised in profit or loss and is included in investment income.

3. 主要會計政策概要 (續)

(j) 金融工具 (續)

金融資產 (續)

(i) 分類及計量 (續)

除以上分類為攤銷成本及通過其他全面收益以反映公平值之金融資產，所有其他金融資產分類為通過損益以反映公平值計量。

(1) 攤銷成本及實際利率法

實際利率法為一種計算債務工具攤銷成本與於有關期間內分配利息收入之方法。實際利率為於初步確認時將債務工具預計存續期或更短期間（如適用）內將估計未來現金收入（包括所有已付或已收並構成實際利率一部分之費用及差價、交易成本及其他溢價或折讓）準確貼現至賬面淨值之利率。

隨後按攤銷成本計量之債務工具之利息收入乃採用實際利率法計算。利息收入於損益確認及包括在投資收入內。



3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(i) Classification and measurement (Cont'd)

(2) Financial assets measured at FVTOCI

On the date of initial application of HKFRS 9 (2014), the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held-for-trading. A financial asset is held-for-trading if it has been acquired principally for the purpose of selling it in the near term or it is a derivative that is not designated and effective as a hedging instrument.

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the financial assets measured at FVTOCI reserve. Fair value is determined in the manner described in Note 5(c) to the consolidated financial statements.

Dividend income is recognised in profit or loss and is included in investment income.

The Group has designated all investments in equity instruments (listed or unlisted) that are not held-for-trading as at FVTOCI since the application of HKFRS 9 (2014).

3. 主要會計政策概要 (續)

(j) 金融工具 (續)

金融資產 (續)

(i) 分類及計量 (續)

(2) 通過其他全面收益以反映公平值計量之金融資產

於首次應用香港財務報告準則第9號(2014年)當日，本集團可作出不可撤回之選擇(按各工具作基準)對股本工具投資指定為通過其他全面收益以反映公平值。若股本投資為持作買賣，則不可指定為通過其他全面收益以反映公平值。若收購金融資產之主要目的為於短期內出售，或該金融資產乃一項非指定及用作對沖之衍生工具，則該金融資產被視為持作買賣。

通過其他全面收益以反映公平值之股本工具投資初步按公平值加上交易成本計量。隨後，彼等按公平值計量，而公平值變動而產生之收益及虧損則於其他全面收益中確認，並於通過其他全面收益以反映公平值計量之金融資產之儲備中累計。公平值按綜合財務報表附註5(c)所述之方式釐定。

股息收入於損益確認及包括在投資收入內。

自應用香港財務報告準則第9號(2014年)以來，本集團已指定所有非持作買賣之股本工具投資(上市或非上市)為通過其他全面收益以反映公平值。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(i) Classification and measurement (Cont'd)

(3) Financial assets measured at FVTPL

Financial assets measured at FVTPL comprise derivatives that are not designated and effective as hedging instruments and club debentures.

Investments in equity instruments are classified as FVTPL, unless the Group designates such investment that is not held-for-trading as at FVTOCI on initial recognition (see (i)(2) above).

Debt instruments that do not meet the amortised cost and FVTOCI criteria (see above) are measured at FVTPL. In addition, debt instruments that meet the amortised cost criteria but are designated as at FVTPL are measured at FVTPL. A debt instrument may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

3. 主要會計政策概要 (續)

(j) 金融工具 (續)

金融資產 (續)

(i) 分類及計量 (續)

(3) 通過損益以反映公平值計量之金融資產

通過損益以反映公平值計量之金融資產包括非被指定及用作對沖之衍生工具及會籍債券。

股本工具投資分類為通過損益以反映公平值，除非本集團於初步確認時指定該非持作買賣之投資為通過其他全面收益以反映公平值（見上文(i)(2)）。

不符合攤銷成本及通過其他全面收益以反映公平值準則之債務工具（見上文）均為通過損益以反映公平值計量。此外，即使符合攤銷成本準則，但被指定為通過損益以反映公平值之債務工具，則通過損益以反映公平值計量。倘若有關指定為抵銷或大幅減低計量或確認出現不一致之情況，乃因計量資產或負債或確認其收益及虧損以不同之計算方法，債務工具可於初步確認時被指定為通過損益以反映公平值。



3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(i) Classification and measurement (Cont'd)

(3) Financial assets measured at FVTPL (Cont'd)

Financial assets measured at FVTPL are measured at fair value at the end of the reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss is included in investment income. Fair value is determined in the manner described in Note 5(c) to the consolidated financial statements.

Interest income on debt instruments at FVTPL recognised in profit or loss is included in investment income.

3. 主要會計政策概要 (續)

(j) 金融工具 (續)

金融資產 (續)

(i) 分類及計量 (續)

(3) 通過損益以反映公平值計量之金融資產 (續)

通過損益以反映公平值計量之金融資產於報告期末按公平值計量，因重新計量而產生之收益或虧損於損益中確認。於損益中確認之收益或虧損淨額已包括在投資收入內。公平值按綜合財務報表附註5(c)所述之方式釐定。

通過損益以反映公平值之債務工具之利息收入於損益確認及包括在投資收入內。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(ii) *Impairment of financial assets*

The Group recognises loss allowances for ECLs on financial assets measured at amortised cost. An impairment gain or loss, the amount of ECLs (or reversal) that is required to adjust the loss allowance at reporting date is recognised in profit or loss.

The Group measures loss allowances at an amount equal to lifetime ECLs. For trade receivables, the Group applies the simplified approach to providing for ECLs prescribed by HKFRS 9 (2014), which requires the use of the lifetime expected loss provision for all trade receivables.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

3. 主要會計政策概要 (續)

(j) 金融工具 (續)

金融資產 (續)

(ii) *金融資產之減值*

本集團確認按攤銷成本計量之金融資產的預期信貸虧損之虧損撥備。減值收益或虧損為於報告日期預期信貸虧損 (或撥回) 金額而調整虧損撥備所需金額，於損益確認。

本集團以相等於整個存續期內之預期信貸虧損之金額計量虧損撥備。就應收貿易賬項而言，本集團應用香港財務報告準則第9號 (2014年) 所訂明之簡化方法就預期信貸虧損作出撥備，該規定允許對所有應收貿易賬項採用整個存續期內之預期虧損撥備。

當釐定金融資產之信貸風險是否自初步確認後大幅增加，並於估計預期信貸虧損時，本集團考慮到相關及無須付出過多成本及努力後即可獲得之合理及可靠資料。此包括根據本集團之過往經驗及已知信貸評估得出定量及定性之資料及分析，並包括前瞻性資料。

整個存續期內之預期信貸虧損為金融工具於預計存續期內所有可能發生之違約事件而導致之預期信貸虧損。

十二個月之預期信貸虧損乃指因報告日期後十二個月內 (倘該工具之預計存續期少於十二個月，則為較短期間) 可能發生之金融工具違約事件而導致之部分預期信貸虧損。

在所有情況下，於估計預期信貸虧損時所考慮之最長期間為本集團面臨信貸風險之最長合約期間。



3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(ii) Impairment of financial assets (Cont'd)

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses over the expected life of the financial assets. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive).

Credit-impaired financial assets

At each reporting date, the Group assesses on a forward-looking basis whether financial assets carried at amortised cost are credit-impaired. A financial asset is "credit-impaired" when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes observable data of the following events:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or past due event;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is becoming probable that the borrower will enter bankruptcy or other financial re-organisation, or the disappearance of an active market for a security because of financial difficulties.

3. 主要會計政策概要 (續)

(j) 金融工具 (續)

金融資產 (續)

(ii) 金融資產之減值 (續)

預期信貸虧損之計量

預期信貸虧損為金融資產於預計存續期內之信貸虧損之概率加權估計。信貸虧損以所有現金虧蝕金額(即根據合約應歸還予實體之現金流量與本集團預計收到之現金流量之間之差額)之現值計量。

信貸減值之金融資產

於各個報告日期，本集團以前瞻性基準評估以攤銷成本列賬之金融資產是否出現信貸減值。當發生對金融資產估計未來現金流量有不利影響之一個或多個事件時，金融資產產生「信貸減值」。

金融資產信貸減值之證據包括以下事項之可觀察數據：

- 借款人或發行人出現嚴重財政困難；
- 違反合約，如拖欠或逾期事件；
- 本集團根據其它情況下不會考慮之條款重組貸款或墊款；
- 借款人有可能破產或進行其它財務重組，或因財政困難而導致擔保失去活躍市場。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(iii) *Derecognition of financial assets*

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets to another entity.

On derecognition of a financial asset, except for a financial asset that is classified as FVTOCI, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of a financial asset that is classified as at FVTOCI, the cumulative gain or loss previously accumulated in the financial assets measured at FVTOCI reserve is not reclassified to profit or loss, but is transferred to retained profits.

Financial liabilities and equity instruments

(i) *Classification and measurement*

Financial liabilities and equity instruments issued by a group entity are classified as either financial liabilities or equity instruments according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The Group's financial liabilities are generally classified into (i) financial liabilities at FVTPL and (ii) other financial liabilities subsequently measured at amortised cost. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

3. 主要會計政策概要 (續)

(j) 金融工具 (續)

金融資產 (續)

(iii) *金融資產之取消確認*

當資產之現金流量的合約權利到期，或金融資產被轉移及本集團將該金融資產之絕大部分風險及擁有之回報已轉移給另一個實體時，則金融資產將被取消確認。

除分類為通過其他全面收益以反映公平值之金融資產外，於取消確認金融資產時，資產賬面值與已收及應收代價之總和之差額乃於損益確認。

於取消確認被分類為通過其他全面收益以反映公平值之金融資產時，過往於通過其他全面收益以反映公平值計量之金融資產之儲備中累計之收益或虧損不會重新分類至損益，但轉撥至保留溢利。

金融負債及股本工具

(i) *分類及計量*

集團實體發行之金融負債及股本工具乃根據合約安排之內容及金融負債與股本工具之定義分類為金融負債或股本工具。

股本工具為可證明於本集團之資產經扣除其所有負債後之剩餘權益之任何合約。本集團之金融負債一般分類為(i)通過損益以反映公平值之金融負債及(ii)隨後按攤銷成本計量之其他金融負債。就金融負債及股本工具而採納之會計政策載列如下。



3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial liabilities and equity instruments (Cont'd)

(i) Classification and measurement (Cont'd)

(1) Financial liabilities at FVTPL

Financial liabilities at FVTPL, representing those as held-for-trading, comprise derivatives that are not designated and effective as hedging instruments.

Financial liabilities at FVTPL are measured at fair value, with changes in fair value arising on remeasurement recognised directly in profit or loss in the period in which they arise.

(2) Other financial liabilities subsequently measured at amortised cost and effective interest method

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

Interest expense is recognised using effective interest method for financial liabilities, other than those financial liabilities at FVTPL.

3. 主要會計政策概要 (續)

(j) 金融工具 (續)

金融負債及股本工具 (續)

(i) 分類及計量 (續)

(1) 通過損益以反映公平值之金融負債

通過損益以反映公平值之金融負債乃指持作買賣之金融負債，包括非指定及用作對沖之衍生工具。

通過損益以反映公平值之金融負債乃按公平值計量，而因重新計量以致公平值之變動於產生期間直接於損益確認。

(2) 隨後按攤銷成本計量之其他金融負債及實際利率法

實際利率法為一種計算金融負債攤銷成本與於有關期間內分配利息開支之方法。實際利率為於初步確認時將金融負債預計存續期或更短期間（如適用）內將估計未來現金支出（包括所有已付或已收並構成實際利率一部分之費用及差價、交易成本及其他溢價或折讓）準確貼現至賬面淨值之利率。

除分類為通過損益以反映公平值之金融負債外，金融負債之利息開支採用實際利率法計算確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial liabilities and equity instruments (Cont'd)

(i) Classification and measurement (Cont'd)

(2) Other financial liabilities subsequently measured at amortised cost and effective interest method (Cont'd)

Other financial liabilities are subsequently measured at amortised cost, using the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in finance costs.

(3) Equity instruments

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

Consideration paid to repurchase the Company's own equity instruments is deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

(ii) *Derecognition of financial liabilities*

Financial liabilities are derecognised when the Group's obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. 主要會計政策概要 (續)

(j) 金融工具 (續)

金融負債及股本工具 (續)

(i) 分類及計量 (續)

(2) 隨後按攤銷成本計量之其他金融負債及實際利率法 (續)

其他金融負債隨後乃採用實際利率法按攤銷成本計量。並非為資產資本化成本部分的利息開支，已計入財務費用。

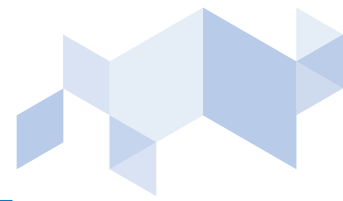
(3) 股本工具

本公司發行之股本工具按已收所得款項扣除直接發行成本入賬。

購回本公司之股本工具所支付之代價於股本權益中扣除。購買、出售、發行或取消本公司之股本工具並無收益或虧損於損益確認。

(ii) 取消確認金融負債

倘於本集團相關合約之特定責任獲解除、註銷或到期時，本集團之金融負債將被取消確認。取消確認之金融負債賬面值與已付及應付代價之差額乃於損益確認。



3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial guarantee contract

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. A financial guarantee contract issued by the Group and not designated as at FVTPL is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. A financial guarantee contract that is classified at financial liabilities at FVTPL shall be subsequently measured at fair value. Otherwise, subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of (i) the amount of the loss allowance; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of HKAS 18 "Revenue".

(k) Revenue recognition

Revenue from properties developed for sale is recognised upon completion of sales agreement and by reference to the timing of the execution of deed of legal assignment or delivery of property to the purchaser, whichever is earlier.

Revenue from properties held for sale is recognised on the execution of a binding sales agreement. Payments received from the purchasers prior to this stage are recorded as deposits received on sales of properties and are grouped under current liabilities.

Rental income, including rental invoiced in advance from properties under operating leases, is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

3. 主要會計政策概要 (續)

(j) 金融工具 (續)

財務擔保合約

財務擔保合約為因指定債務人未能按債務工具之原有或經修改條款如期付款時，發行人需支付指定金額予持有人以補償其所遭受損失之合約。由本集團發行及並非被指定為通過損益以反映公平值之財務擔保合約初步以其公平值減發行財務擔保合約之直接應佔交易成本確認。財務擔保合約分類為通過損益以反映公平值之金融負債，隨後按公平值計量。否則，於初步確認後，本集團以(i)虧損撥備之金額；及(ii)初步確認之金額減根據香港會計準則第18號「收入」之原則確認之累計收入金額（如適用）（兩者中以較高者為準）計量財務擔保合約。

(k) 收入確認

已發展物業銷售之收入按銷售協議完成時並參考執行法律轉讓契約或交樓予買家之時間性確認（以較早者為準）。

持作出售物業之收入在執行具約束力之銷售協議時方予確認入賬。於上述階段前從買家收取之款項乃列作銷售物業之已收按金，並計入流動負債內。

租金收入包括就營業租約物業預先開出發票之租金，乃就有關租約年期按直線法於損益確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(k) Revenue recognition (Cont'd)

Revenue from hotel room rental, food and beverages sales and other ancillary services is recognised when the relevant services have been rendered.

Sale of securities investments are recognised on a trade date basis.

Brokerage income on dealings in securities and futures contracts and the profit and loss on trade in securities and futures contracts are recognised on the transaction dates when the relevant contract notes are executed.

Management fee income is recognised in accordance with terms of respective agreements over the relevant period in which the services are rendered.

Dividend income from investments is recognised when the Group's right to receive payment has been established.

Revenue from sales of cosmetic products is recognised when goods are delivered and titles have been passed.

Interest income from a financial asset is accrued on a time basis by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

(l) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

3. 主要會計政策概要 (續)

(k) 收入確認 (續)

酒店房間租金、食品及飲料銷售及其他配套服務之收入乃於提供相關服務時確認。

出售證券投資按買賣日期基準確認。

買賣證券及期貨合約之經紀收入以及買賣證券及期貨合約之溢利及虧損於執行有關買賣單據之交易日確認。

管理費收入乃就提供服務期間按有關協議之條款確認。

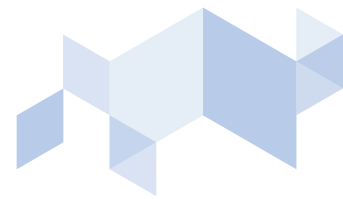
投資之股息收入乃於本集團收取款項之權利確立時確認。

化妝品銷售所得收入於交付貨品及轉移所有權時確認入賬。

金融資產之利息收入乃就本金結餘按適用實際利率及時間比例計算。有關利率指於金融資產預計存續期內將估計未來現金收入準確貼現至於初步確認時資產賬面淨值之利率。

(l) 稅項

所得稅開支指當期應付稅項及遞延稅項之總和。



3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(I) Taxation (Cont'd)

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the consolidated statement of comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

3. 主要會計政策概要 (續)

(I) 稅項 (續)

當期應付稅項按年度應課稅溢利計算。應課稅溢利與綜合全面收益報表所報除稅前溢利不同，此乃由於其不包括在其他年度應課稅之收入或可扣減之開支，亦不包括永不課稅或扣減之項目。本集團之當期稅項負債於報告期末以已頒布或實質頒布之稅率計算。

遞延稅項按綜合財務報表內資產及負債賬面值與用於計算應課稅溢利之相關稅基兩者之差異確認。遞延稅項負債通常會就所有應課稅暫時差異確認，遞延稅項資產通常就所有可扣減暫時差異限於較可能於日後取得應課稅溢利，而該等可扣減暫時差異可用以抵銷時確認。若暫時差異因商譽或因於一項既不影響應課稅溢利或會計溢利之交易（業務合併除外）中初步確認其他資產及負債而引致，則不會確認該等遞延稅項資產及負債。

本集團會就於附屬公司及聯營公司之投資之有關應課稅暫時差異確認遞延稅項負債，惟本集團有能力控制暫時差異之撥回及暫時差異不大可能於可見將來撥回則另作別論。

遞延稅項資產之賬面值於各報告期末均作檢討，並在不大可能再有足夠應課稅溢利收回全部或部分資產時減少。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(l) Taxation (Cont'd)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised. Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same tax authority and the entity intends to settle its current tax assets and liabilities on a net basis.

(m) Leasing

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

The Group as lessor

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

The Group as lessee

Rentals payable under operating leases is charged to profit or loss on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

3. 主要會計政策概要 (續)

(l) 稅項 (續)

遞延稅項資產及負債乃按預期於負債償還或資產變現期間所預期之適用稅率計量。當期稅項及遞延稅項會於損益確認，惟當相關項目於其他全面收益或直接於股本權益中確認，在此情況下，其當期稅項及遞延稅項亦會分別於其他全面收益或直接於股本權益中確認。若當期稅項或遞延稅項乃因初步就業務合併入賬而產生，其稅務影響會納入業務合併之會計處理中。

如所得稅是由同一稅務當局徵收，而實體打算支付其當期稅項資產及稅項負債之淨額，有關遞延稅項資產及負債可以互相抵銷。

(m) 租賃

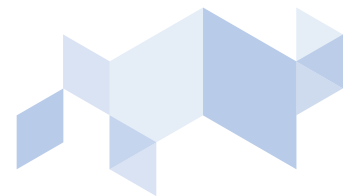
凡租約條款規定將租賃擁有權之絕大部分風險及回報轉移至承租人之租約均列為融資租賃。所有其他租約分類為營業租賃。

本集團為出租人

營業租約之租金收入會以直線法按有關租約年期在損益確認。磋商及安排營業租約時產生之初步直接成本會加入租賃資產之賬面值，並以直線法按租約年期確認為開支。

本集團為承租人

根據營業租約應付之租金會以直線法按有關租約年期在損益扣除。作為訂立營業租約獎勵之已收及應收利益會以直線法按有關租約年期於租金開支確認扣減。



3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(n) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded at the rates of exchange prevailing at the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences arising on a monetary item that forms part of the Company's net investment in a foreign operation, in which case, the exchange differences are recognised in other comprehensive income and will be reclassified from equity to profit or loss on disposal of the foreign operation. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for exchange differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which case, the exchange differences are also recognised directly in other comprehensive income.

3. 主要會計政策概要 (續)

(n) 外幣

在編製個別集團實體之財務報表時，以實體功能貨幣以外之貨幣（外幣）進行之交易按交易日通用之匯率入賬。於報告期末，以外幣列值之貨幣項目以報告期末當日通用之匯率重新換算。以外幣列值並按公平值列賬之非貨幣項目以釐定公平值當日通用之匯率重新換算。以外幣列值並以歷史成本計量之非貨幣項目不會重新換算。

結算貨幣項目及換算貨幣項目時產生之匯兌差額於產生之期間在損益確認，惟因貨幣項目而產生並構成本公司之海外業務淨投資一部分之匯兌差額則於其他全面收益內確認，並在出售海外業務時，從股本權益重新分類至損益。重新換算按公平值列賬之非貨幣項目產生之匯兌差額計入期間之損益，惟重新換算其盈虧直接於其他全面收益確認之非貨幣項目產生之匯兌差額除外，在此情況下，匯兌差額亦會直接於其他全面收益中確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(n) Foreign currencies (Cont'd)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using the exchange rate prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case, the exchange rates at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of the translation reserve. Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences is reattributed to non-controlling interests and is not recognised in profit or loss. For partial disposals of associates that do not result in the Group losing significant influence, the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

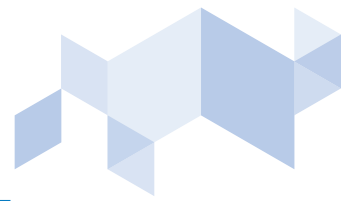
3. 主要會計政策概要 (續)

(n) 外幣 (續)

為呈列綜合財務報表，本集團境外業務之資產及負債均以各報告期末之通用匯率換算為本集團之呈列貨幣（即港元）。收入及開支項目則以期間平均匯率予以換算。惟倘匯率於期間內波動很大，在此情況下則以交易日之匯率換算。所產生之匯兌差額（如有）於其他全面收益確認並累積於股本權益中（為匯兌儲備）。該匯兌差額於該境外業務出售期間於損益確認。

於出售境外業務（即出售本集團於該境外業務之全部權益，或出售涉及失去包含境外業務之附屬公司之控制權，或出售涉及失去對包含境外業務之聯營公司之重大影響）時，就本公司擁有人應佔之業務於股本權益累計之所有匯兌差額重新分類至損益。

倘出售部分附屬公司並未導致本集團失去對附屬公司之控制權，則按比例將累積匯兌差額重新歸類為非控股權益，而並不於損益內確認。對於出售部分聯營公司而並未造成本集團失去重大影響力，則按比例將累積匯兌差額重新分類至損益。



3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(o) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(p) Retirement benefits costs

Payments to defined contribution retirement benefit schemes are recognised as expenses when employees have rendered service entitling them to the contributions.

(q) Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

3. 主要會計政策概要 (續)

(o) 借貸成本

於購買、興建或製造必須以長時間預備擬定用途或銷售之合資格資產之直接應佔借貸成本將計入為該等資產之成本。當該等資產實質上達至擬定用途或可供銷售時，借貸成本便不再作資本化。

所有其他借貸成本於產生期間於損益確認。

(p) 退休福利成本

界定供款退休福利計劃之供款於僱員提供服務以有權取得供款時確認為開支。

(q) 撥備

當本集團因過往事件而承擔現有責任，導致本集團將有可能就該責任付款，而該責任金額能可靠地估計時確認撥備。

確認為撥備之金額乃於報告期末就支付現有責任所需之代價之最佳估計，當中已考慮涉及有關責任之風險及不確定因素。倘撥備使用估計支付現有責任之現金流進行計量，其賬面值即為該等現金流之現值。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(r) Non-current assets 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 sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the non-current asset or disposal group is available for immediate sale in its present condition. The management of the Group must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

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

Non-current assets (and disposal groups) classified as held for sale (other than investment properties accounted for under the fair value model in HKAS 40 "Investment Property" and financial assets within the scope of HKFRS 9 (2014)) are measured at the lower of their previous carrying amount and fair value less costs to sell.

(s) Related parties

- (i) A person, or a close member of that person's family, is related to the Group if that person:
- (1) has control or joint control of the Group;
 - (2) has significant influence over the Group; or
 - (3) is a member of the key management personnel of the Group or the Group's parent.

3. 主要會計政策概要 (續)

(r) 持作出售之非流動資產

非流動資產及出售群組之賬面值倘若乃透過出售交易而非透過持續使用而收回，則會分類為持作出售類別。此條件只會於較高可能達成出售及該非流動資產或出售群組可於現況下供即時出售時方告符合。本集團之管理層必須承諾該出售將於重新分類之日起一年內完成而預期符合確認。

當本集團承諾履行涉及失去附屬公司之控制權之銷售計劃，倘上述條款符合時，該附屬公司之所有資產及負債均分類為持作出售，不論本集團將於該前附屬公司出售後仍否保留非控股權益。

分類為持作出售之非流動資產（及出售群組）（根據香港會計準則第40號「投資物業」以公平值模式計量之投資物業及符合香港財務報告準則第9號（2014年）範圍內之金融資產除外）乃按資產過往賬面值及公平值減出售成本（以較低者為準）計量。

(s) 關連人士

- (i) 倘屬以下人士，即該人士或與該人士關係密切的家庭成員與本集團有關連：
- (1) 控制或共同控制本集團；
 - (2) 對本集團有重大影響力；或
 - (3) 為本集團或本集團母公司之主要管理人員。



3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(s) Related parties (Cont'd)

- (ii) An entity is related to the Group if any of the following conditions applies:
- (1) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (2) one entity is an associate or a joint venture of the other entity (or an associate or a joint venture of a member of a group of which the other entity is a member).
 - (3) both entities are joint ventures of the same third party.
 - (4) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (5) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
 - (6) the entity is controlled or jointly controlled by a person identified in (i).
 - (7) a person identified in (i)(1) 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).
 - (8) 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.

3. 主要會計政策概要 (續)

(s) 關連人士 (續)

- (ii) 倘符合下列任何條件，即實體與本集團有關連：
- (1) 該實體與本集團為同一集團之成員（即各母公司、附屬公司及同系附屬公司彼此間關連）。
 - (2) 某一實體為另一實體的聯營公司或合資公司（或另一實體為成員公司之集團旗下成員公司之聯營公司或合資公司）。
 - (3) 兩間實體均為同一名第三方的合資公司。
 - (4) 一實體為一名第三方實體之合資公司，而另一實體為該名第三方實體之聯營公司。
 - (5) 該實體為本集團或本集團相關實體之僱員離職後福利計劃。
 - (6) 該實體受(i)項所述人士控制或共同控制。
 - (7) 於(i)(1)項所述人士可對該實體有重大影響力或屬該實體（或該實體之母公司）之主要管理人員。
 - (8) 該實體或其所屬集團內之任何成員公司向本集團或本集團母公司提供主要管理人員服務。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(s) Related parties (Cont'd)

A related party transaction is a transfer of resources, services or obligations between the Group and a related party, regardless of whether a price is charged.

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

(t) Contingent liabilities and assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Contingent assets are not recognised but are disclosed in the notes to the consolidated financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

3. 主要會計政策概要 (續)

(s) 關連人士 (續)

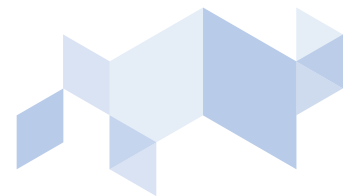
關連人士交易是指本集團與關連人士之間轉移資源、服務或責任，不論是否收取價款。

個別人士關係密切的家庭成員是指與該實體交易時預期可影響該個別人士或受該個別人士影響的家庭成員。

(t) 或然負債及資產

或然負債乃一項因過往事件產生之有可能承擔，而該等過往事件之存在僅可由一項或多項並非由本集團全權控制之日後不明朗事件之存在與否確定。其亦可為一項因不大可能需要耗用經濟資源或承擔之金額未能可靠地計算而未有確認之過往事件產生之現有承擔。或然負債未有予以確認，惟已於綜合財務報表附註中披露。倘耗用經濟資源之可能性出現變動致使有可能需耗用經濟資源，則或然負債將確認為撥備。

或然資產乃一項因過往事件產生之有可能資產，而該等過往事件之存在僅可由一項或多項並非由本集團全權控制之日後不明朗事件之存在與否確定。或然資產未有予以確認，但於可能出現經濟利益流入時於綜合財務報表附註中予以披露。當該流入獲實質確定時將對資產確認。



3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(u) Operating segments

Operating segments are reported in a manner consistent with the internal management reporting provided to the chief operating decision-makers. Segment assets consist primarily of investment properties, property, plant and equipment, financial assets and other assets. Segment liabilities comprise financial liabilities and other liabilities. The Group evaluates performance on the basis of profit or loss from operations after tax expense and non-controlling interests but not including the major non-cash items. The major non-cash items mainly are fair value changes on investment properties and other properties together with their, if applicable, respective deferred tax expense. No intersegment revenue is accounted for as the intersegment revenue is mainly the rental income for administrative purpose.

(v) Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the consolidated statement of financial position in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

4. CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES

In the application of the Group's accounting policies, which are described in Note 3, the management of the Group is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

3. 主要會計政策概要 (續)

(u) 營運分類

營運分類之呈報方式與提供予主要營運決策者之內部管理報告之方式一致。分類資產主要包括投資物業、物業、廠房及設備、金融資產以及其他資產。分類負債包括金融負債及其他負債。本集團以扣除稅項開支及非控股權益後之經營損益（但不包括主要非現金項目）為基準評估表現。主要非現金項目大部分為投資物業及其他物業之公平值變動連同其相關之遞延稅項開支（如適用）。由於分類間之收入主要為就行政目的之租金收入，因此並無將分類間之收入入賬。

(v) 股息分派

向本公司股東分派之股息在本公司股東或董事（如適合）批准派息之期間於本公司之綜合財務狀況報表內確認為負債。

4. 關鍵會計判斷及估計

於採納本集團之會計政策（如附註3所述）時，本集團之管理層須對未能從其他方面確定之資產及負債之賬面值作出判斷、估計及假設。估計及相關假設乃以過往之經驗及其他被視為相關之因素而作出。實際結果可能與此等估計不盡相同。

有關估計及相關假設須不斷檢討。若會計估計之修訂只影響該修訂期，該修訂會於該修訂期間內確認；或如該修訂影響本期間及未來期間，則於修訂期間及未來期間確認。

4. CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES (Cont'd)

Critical judgments in applying accounting policies

The followings are the critical judgments, apart from those involving estimations, that the management of the Group has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in these consolidated financial statements.

Fair value of financial assets measured at FVTOCI (2015: fair value and impairment of available-for-sale investments)

As described in Note 5(c), the management of the Group uses its judgments in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied. The Group's unlisted equity securities with carrying amounts of approximately HK\$882,865,000 (2015: HK\$68,544,000) are valued using a discounted cash flow analysis and reference to the fair values of the underlying properties and assets (2015: discounted cash flow analysis) based on assumptions supported, where possible, by observable market prices or rates. The estimation of fair value of these equity securities also includes some assumptions not supported by observable market prices or rates.

Impairment loss in respect of trade and other receivables

The policy for impairment loss in respect of trade and other receivables of the Group is based on the evaluation of collectability and aging analysis of accounts and on management's judgment. A considerable amount of judgment is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each debtor. If the financial conditions of debtors of the Group were to deteriorate, resulting in an impairment of their abilities to make payments, additional allowances may be required.

4. 關鍵會計判斷及估計 (續)

應用會計政策之關鍵判斷

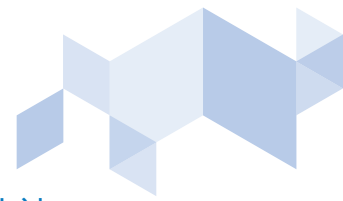
除與估計有關外，以下為本集團之管理層於應用本集團之會計政策之過程中，已作出對本綜合財務報表已確認之數額有重大影響之關鍵判斷。

通過其他全面收益以反映公平值計量之金融資產之公平值 (二零一五年：待售投資之公平值及減值)

誠如附註5(c)所述，對於並無在活躍市場報價之金融工具，本集團之管理層利用其判斷以選擇合適估值技術。應用之估值技術為市場人士所慣常使用。本集團非上市股本證券之賬面值約為882,865,000港元（二零一五年：68,544,000港元）乃依據（倘可能）可觀察之市場價格或利率所支持之假設，使用貼現現金流量分析及參考相關物業及資產之公平值（二零一五年：貼現現金流量分析）進行估值。該等股本證券之公平值估計亦包括一些並非由可觀察之市場價格或利率所支持之假設。

有關應收貿易賬項及其他應收賬項之減值虧損

本集團有關應收貿易賬項及其他應收賬項之減值虧損之政策基於對賬款之收回可能性及賬齡分析之評估及管理層之判斷衡量。於評估此等應收賬項之最終收回情況時需要作出大量判斷，包括各客戶目前之信譽及過往付款紀錄。倘若本集團客戶之財政狀況轉差而削弱彼等之付款能力時，則需要作出額外撥備。



4. CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES (Cont'd)

Critical judgments in applying accounting policies (Cont'd)

Fair value of investment properties

The Group's investment properties are stated at fair value based on the valuation performed by independent professional valuers. In determining the fair value, the valuers have based on methods of valuation which involve certain estimates. In relying on the valuation reports, the management of the Group has exercised its judgment and is satisfied that the methods of valuation are reflective of the current market conditions, as detailed in Note 19. Should there be changes in assumptions due to change in market conditions, the fair value of the investment properties will change in future.

Key sources of estimation uncertainty

The followings are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Deferred tax assets

As at 31st December, 2016, a deferred tax asset of approximately HK\$1,322,000 (2015: HK\$3,254,000) in relation to unused tax losses has been recognised in the consolidated statement of financial position. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in the consolidated statement of comprehensive income for the period in which such a reversal takes place.

4. 關鍵會計判斷及估計 (續)

應用會計政策之關鍵判斷 (續)

投資物業之公平值

本集團之投資物業是以獨立專業估值師評定之公平值入賬。估值師於決定公平值時乃根據包含若干估計之估值方法進行，本集團之管理層於信賴估值報告時已作出了判斷及認同該等估值方法乃反映市場現況（詳情列於附註19內）。如市場狀況變化導致假設有變，投資物業之公平值可能於未來變動。

估計不明確因素之主要來源

以下是對未來，及於下一個財政年度對資產及負債賬面值造成重大調整有顯著風險，於報告期末估計不明確因素之其他主要來源之主要假設。

遞延稅項資產

於二零一六年十二月三十一日，有關未使用稅務虧損之遞延稅項資產約1,322,000港元（二零一五年：3,254,000港元）已於綜合財務狀況報表確認。遞延稅項資產能否變現主要視乎日後是否具有足夠之未來溢利或應課稅暫時差異而定。倘若未來之實際溢利低於預期，則可能產生重大之遞延稅項資產撥回，有關撥回將於出現撥回之期間內在綜合全面收益報表確認。

4. CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES (Cont'd)

Key sources of estimation uncertainty (Cont'd)

Impairment of goodwill and intangible assets

The Group performs annual tests on whether there has been impairment of goodwill and intangible assets in accordance with the accounting policy stated in Note 3. The recoverable amounts of CGUs are determined based on value-in-use calculations. These calculations require the use of estimates and assumptions made by the management of the Group on the future operation of the business, pre-tax discount rates, and other assumptions underlying the value-in-use calculations.

Write-down of stock of properties

In accordance with the accounting policies as stated in Note 3, the Group performs regular reviews on the estimated net realisable values of the stock of properties in order to assess if, when the estimated net realisable values declining below the corresponding carrying amounts, any write-down of stock of properties is required. The management of the Group has taken into account of the prevailing market conditions, valuations or estimated unit selling price from independent property valuers and internally available information and exercised considerable judgments in making these estimates.

Impairment loss in respect of interests in associates

The management of the Group determines whether interests in associates have suffered any impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable, according to their recoverable amounts determined by the CGUs based on value-in-use calculations. The determination of impairment indication requires significant judgments, and the calculations require the use of estimates which are subject to change of economic environment in future.

4. 關鍵會計判斷及估計 (續)

估計不明確因素之主要來源 (續)

商譽及無形資產之減值

本集團根據附註3所述之會計政策每年對商譽及無形資產進行減值測試。現金產生單位之可收回金額會根據使用價值計算法釐定。使用價值計算法需要本集團之管理層對未來作出業務營運、稅前貼現率及其他有關使用價值計算法之估計及假設。

物業存貨之減值

本集團根據附註3所述之會計政策定時審閱物業存貨之估計可變現淨值，以評估當估計可變現淨值低於相關賬面值時，須對物業存貨作出減值。本集團之管理層考慮當時市場情況、由獨立物業估值師進行評估或估計單位售價及內部參考資料，以及運用大量判斷而作出該等估計。

有關聯營公司權益之減值虧損

倘事件或環境變化顯示聯營公司權益之賬面值可能不可收回，本集團之管理層根據使用價值計算法以現金產生單位釐定可收回金額，以確定是否出現任何減值。確定減值現象需要作出重大判斷，而計算過程中需使用的估算會因未來經濟環境變化而受到影響。



5. FINANCIAL INSTRUMENTS

5. 金融工具

(a) Categories of financial instruments

(a) 金融工具類別

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Financial assets	金融資產		
Financial assets measured at fair value through profit or loss	通過損益以反映 公平值計量之金融資產	15,015,673	—
Financial assets measured at fair value through other comprehensive income	通過其他全面收益以反映 公平值計量之金融資產	5,442,591	—
Amortised cost	攤銷成本	8,746,531	—
Available-for-sale investments	待售投資	—	811,274
Financial assets at fair value through profit or loss:	通過損益以反映公平值之 金融資產：		
– Investments held-for-trading	– 持作買賣之投資	—	364,244
– Designated as at fair value through profit or loss	– 指定為通過損益以反映 公平值	—	11,069,270
Loans and receivables (including time deposits, bank balances and cash)	貸款及應收款項 (包括定期存款、 銀行結餘及現金)	—	12,821,121
Financial liabilities	金融負債		
Amortised cost	攤銷成本	15,392,889	20,017,099

Note: The above table and the analysis below excluded the respective items presented as assets classified as held for sale and liabilities directly associated with assets classified as held for sale.

附註：上表及下列分析不包括相關項目呈列作列為持作出售之資產及與列為持作出售之資產直接相關之負債。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies

The Group's major financial instruments include equity investments, bonds, advances to/from associates/investee companies/non-controlling shareholders, debtors, deposits and other receivables, securities trading receivables and deposits, pledged deposits, time deposits, bank balances and cash, sales proceeds held by stakeholders, borrowings, creditors and accruals, securities trading and margin payable and deposits received. Details of these financial instruments are disclosed in respective notes. 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 appropriate measures are implemented on a timely and effective manner.

There has been no change to the Group's risk exposure relating to financial instruments or the manner in which it manages and measures the risks.

Market risk

(i) Foreign currency risk

The Group is mainly exposed to foreign exchange risk arising from future commercial transactions, and from recognised assets and liabilities. The functional currency of the Company and its major subsidiaries in Hong Kong is HK\$ in which most of the transactions are denominated. The functional currencies of those subsidiaries operating in the PRC and in the United Kingdom are Renminbi ("RMB") and Pound Sterling ("GBP") respectively in which most of their transactions are denominated. The Group is mainly exposed to foreign exchange risk in respect of exchange fluctuations of HK\$ against RMB and GBP. The conversion of RMB into other currencies is subject to the rules and regulations of foreign exchange control promulgated by the government of the PRC. The Group currently does not have a foreign currency hedging policy in respect of foreign currency assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

5. 金融工具 (續)

(b) 金融風險管理目標及政策

本集團之主要金融工具包括股本投資、債券、墊付予／墊款自聯營公司／接受投資公司／非控股股東之款項、應收賬項、按金及其他應收賬項、應收證券交易賬項及存款、抵押存款、定期存款、銀行結餘及現金、保管人所持銷售所得款項、借貸、應付賬項及應計款項、應付證券交易賬項及保證金及已收按金。該等金融工具之詳情於各附註中予以披露。下文載列與該等金融工具有關之風險及如何降低該等風險之政策。本集團之管理層管理及監控該等風險，以確保及時和有效地採取適當之措施。

本集團有關金融工具之風險或管理及計量該等風險之方式並無變動。

市場風險

(i) 外幣風險

本集團主要面對由未來商業交易，已確認資產及負債而導致的外匯風險。本公司及其於香港主要附屬公司之功能貨幣為港元，當中大部分交易以港元結算。於中國及英國經營之附屬公司之功能貨幣分別為人民幣（「人民幣」）及英鎊（「英鎊」），當中大部分交易分別以人民幣及英鎊結算。本集團主要因港元兌人民幣及英鎊匯率波動而承受外匯風險。換算人民幣為其他貨幣須遵守中國政府頒布之外匯管制之規則及規例進行。本集團現時並無對外幣資產及負債之外幣對沖政策。本集團將密切監管其外幣風險，並於必要時考慮對沖重大外幣風險。



5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Market risk (Cont'd)

(i) Foreign currency risk (Cont'd)

The Group's exposure to foreign currency risk at the end of the reporting period is as follows:

Assets	資產
United States dollar ("US\$")	美元(「美元」)
RMB	人民幣
GBP	英鎊
Euro ("EUR")	歐元(「歐元」)
Singapore dollar ("SGD")	新加坡元(「新加坡元」)
Liabilities	負債
US\$	美元
RMB	人民幣
GBP	英鎊
EUR	歐元
SGD	新加坡元

Sensitivity analysis

The following table details the Group's sensitivity to a 5% increase and decrease in HK\$ against the relevant foreign currencies. As HK\$ is pegged to US\$, it is assumed that there would be no material currency risk exposure between US\$ and HK\$ and therefore US\$ is excluded from the analysis below.

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(i) 外幣風險(續)

本集團所承受之外幣風險於報告期末如下：

2016	2015
HK\$'000	HK\$'000
千港元	千港元
16,223,974	10,657,901
186,936	16,710
1,585,619	183,133
294,678	174,397
232,535	414,808
7,834,468	3,712,465
10,672	188,882
-	36,271
156,410	52,990
211,981	411,925

敏感度分析

下表詳列本集團對港元兌相關外幣之匯率上升及下跌5%之敏感度。由於港元與美元掛鈎，故假設美元對港元之間並無重大貨幣風險，美元亦不會載於下文之分析。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Market risk** (Cont'd)

(i) Foreign currency risk (Cont'd)

Sensitivity analysis (Cont'd)

5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates.

The sensitivity analysis includes outstanding foreign currency denominated monetary items, and adjusts their translations at the end of the reporting period for a 5% change in foreign currency rates. The sensitivity analysis includes external loans as well as loans to/from foreign operations within the Group where the denomination of the loan is in a currency other than the functional currency of the lender or the borrower; but excluding exposure resulting from the translation of the financial statements of foreign operations into the Group's presentation currency.

A positive and negative number below indicates an increase and decrease in profit respectively where the relevant currencies strengthen 5% against HK\$. For a 5% weakening of the relevant currencies against HK\$, there would be an equal and opposite impact on the profit.

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

(i) 外幣風險 (續)

敏感度分析 (續)

就內部向主要管理人員報告外幣風險時會以5%作為敏感度比率，而有關比率為管理層對匯率可能合理出現之變動作出之評估。

敏感度分析包括未償還之外幣計值貨幣項目，並於報告期末就5%之外幣匯率變動調整該項目。敏感度分析包括外部貸款及借予本集團旗下境外業務／由旗下境外業務借予本集團之貸款（其計值貨幣為貸款人或借款人功能貨幣以外之貨幣）；但並不包括來自換算於海外業務之財務報表至本集團之呈列貨幣而產生的風險。

下文之正數及負數表示相關貨幣兌港元之匯率轉強5%時溢利分別之增加及減少。倘相關貨幣兌港元之匯率轉弱5%，則對溢利造成之影響為同等及相反。



5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Market risk (Cont'd)

(i) Foreign currency risk (Cont'd)

Sensitivity analysis (Cont'd)

Impact of	影響
RMB	人民幣
GBP	英鎊
EUR	歐元
SGD	新加坡元

There would be no material impact to the Group's other components of equity for the years ended 31st December, 2016 and 2015.

The net effect of the Group's sensitivity to foreign currency risk was attributable to the Group's monetary assets and liabilities with exposure to foreign currency risk at the end of the reporting period.

(ii) Cash flow interest rate risk

The Group has variable-rate interest-bearing assets and liabilities including advance to an associate, time deposits, bank balances, sales proceeds held by stakeholders and borrowings and is therefore exposed to cash flow interest rate risk. Details of these financial instruments are disclosed in respective notes. The Group currently does not have interest rate hedging policy. However, the management of the Group monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

(i) 外幣風險 (續)

敏感度分析 (續)

Profit (loss)	
溢利 (虧損)	
2016	2015
HK\$'000	HK\$'000
千港元	千港元
8,813	(8,609)
79,281	7,343
6,913	6,070
1,028	144

對本集團截至二零一六年及二零一五年十二月三十一日止年度之股本權益其他成分無重大影響。

本集團外幣風險敏感度之淨影響，乃由於本集團於報告期末就承受外幣風險之貨幣資產及負債所產生。

(ii) 現金流量利率風險

本集團有浮息計息資產及負債（包括墊付一間聯營公司款項、定期存款、銀行結餘、保管人所持銷售所得款項及借貸），故本集團須承擔現金流量利率風險（該等金融工具詳情於各附註披露）。本集團現時並無利率對沖政策。然而，本集團之管理層會監控利率風險，並於必要時考慮對沖重大利率風險。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Market risk** (Cont'd)

(ii) Cash flow interest rate risk (Cont'd)

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of Hong Kong Interbank Offered Rate ("HIBOR"), London Interbank Offered Rate ("LIBOR"), prime rate ("Prime") or costs of funds of financial institutions.

Sensitivity analysis

The following demonstrates the sensitivity to a reasonable possible change in interest rates with all other variables held constant, of the Group's profit before tax (through the impact of floating rates in advance to an associate, time deposits, bank balances, sales proceeds held by stakeholders and borrowings).

If the floating rates had been 50 basis points higher/lower, with all other variables held constant, the Group's profit before tax for the year ended 31st December, 2016 would decrease/increase by approximately HK\$65,826,000 (2015: HK\$36,662,000). This was mainly attributable to the Group's exposure to interest rates on its variable-rate borrowings.

There was no material impact to the other components of equity for the years ended 31st December, 2016 and 2015.

The Group's sensitivity to interest rates has increased during the current year mainly due to the increase in net debt carries at variable-rate.

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

(ii) 現金流量利率風險 (續)

本集團之現金流量利率風險主要集中於香港銀行同業拆息(「香港銀行同業拆息」)、倫敦銀行同業拆息(「倫敦銀行同業拆息」)、最優惠利率(「最優惠利率」)或金融機構之資金成本之波動。

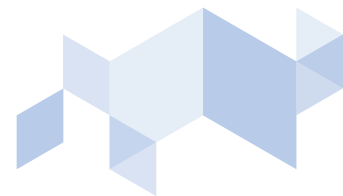
敏感度分析

以下列示在全部其他變數維持不變之情況下，本集團除稅前溢利對利率出現合理可能變動時之敏感度(透過墊付一間聯營公司款項、定期存款、銀行結餘、保管人所持銷售所得款項及借貸浮動利率之影響)。

倘浮動利率上升/下降50個基點，在全部其他變數維持不變之情況下，則本集團截至二零一六年十二月三十一日止年度之除稅前溢利將減少/增加約65,826,000港元(二零一五年：36,662,000港元)。此乃主要由於本集團所承受之浮息借貸之利率風險。

截至二零一六年及二零一五年十二月三十一日止年度之股本權益其他成分並無重大影響。

本集團於本年度對利率之敏感度增加主要由於以浮息計算之債務淨額增加。



5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Market risk (Cont'd)

(iii) Price risk

The Group's investments classified as financial assets measured at FVTPL and financial assets measured at FVTOCI (2015: available-for-sale investments, investments held-for-trading and financial assets designated as at fair value through profit or loss) which are measured at fair value at the end of each reporting period and expose the Group to price risk. At the end of the reporting period, the Group held investments in certain high yield and fixed-rate bonds. High yield bonds are bonds that are typically rated below investment grade or are unrated and therefore are generally more vulnerable to economic cycles as they typically fall more in value than investment grade bonds given higher default risk and higher investors risk adversity. For bonds with fixed-rate coupons, they are more susceptible to fluctuations in interest rates. As interest rate move upwards, the value of the bonds will generally fall. Furthermore, the longer the tenor of the bonds, the more sensitive they will be to interest rate changes.

The management of the Group manages this exposure by maintaining a portfolio of investments with different risk profiles. In addition, the Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

(iii) 價格風險

本集團之投資分類為通過損益以反映公平值計量之金融資產及通過其他全面收益以反映公平值計量之金融資產(二零一五年:待售投資、持作買賣之投資及指定為通過損益以反映公平值之金融資產)於各報告期末按公平值計量,因而令本集團面臨價格風險。於報告期末,本集團持有若干高息及定息債券之投資。高息債券一般為評級低於投資級別甚至不獲評級之債券,由於其違約風險及投資避險傾向較高,價值跌幅一般較投資級別債券為高,因此普遍較易受經濟週期影響。而定息債券則較易受利率波動影響。若利率上升,有關債券價值普遍下跌。此外,債券年期愈長,對利率變化之敏感度愈高。

本集團之管理層以設立不同風險水平之投資組合管理有關風險。此外,本集團已委任特別小組監管價格風險,並於必要時考慮對沖風險。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Market risk** (Cont'd)

(iii) Price risk (Cont'd)

Sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to price risk at the end of the reporting period.

If prices had been 5% higher/lower, the Group's profit before tax for the year ended 31st December, 2016 would increase/decrease by approximately HK\$750,784,000 (2015: HK\$571,676,000). This was mainly due to the changes in fair value of financial assets measured at FVTPL (2015: investments held-for-trading and financial assets designated as at fair value through profit or loss).

If prices had been 5% higher/lower, the Group's other components of equity for the year ended 31st December, 2016 would increase/decrease by approximately HK\$272,130,000 (2015: HK\$3,427,000) as a result of the changes in fair value of financial assets measured at FVTOCI (2015: available-for-sale investments measured at fair value).

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

(iii) 價格風險 (續)

敏感度分析

以下敏感度分析乃根據報告期末之價格風險釐定。

倘價格上升／下降5%，則本集團截至二零一六年十二月三十一日止年度之除稅前溢利將增加／減少約750,784,000港元（二零一五年：571,676,000港元）。此乃主要由於通過損益以反映公平值計量之金融資產（二零一五年：持作買賣之投資及指定為通過損益以反映公平值之金融資產）之公平值變動。

倘價格上升／下降5%，則本集團截至二零一六年十二月三十一日止年度之股本權益其他成分將增加／減少約272,130,000港元（二零一五年：3,427,000港元），此乃由於通過其他全面收益以反映公平值計量之金融資產（二零一五年：按公平值計量之待售投資）之公平值變動。



5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations as at 31st December, 2016 in relation to each class of recognised financial assets is the carrying amounts of those assets as stated in the consolidated statement of financial position. The Group's time deposits and bank balances are deposited with banks of high credit quality in Hong Kong, Mainland China and overseas.

The Group made transactions with counterparties with acceptable credit quality in conformance to the Group's treasury policies to minimise credit exposure. Acceptable credit ratings from reputable credit rating agencies and scrutiny of financials for non-rated counterparties are two important criteria in the selection of counterparties. The credit quality of counterparties will be closely monitored over the life of the transaction. The Group reviews its financial counterparties periodically in order to reduce credit risk concentrations relative to the underlying size and credit strength of each counterparty.

In an attempt to forestall adverse market movement, the Group also monitors potential exposures to each financial institution counterparty. In addition, the Group reviews the recoverable amount of each individual debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

As at 31st December, 2016, the Group was subject to concentration risk as there was receivable from a single debtor of approximately HK\$5,100,696,000 (2015: HK\$6,808,466,000) presented under debtors, deposits, other receivables and prepayments which represented a major portion of the Group's trade and other receivables. A listed company acts as surety to the debtor by providing guarantee for the payments of the receivables.

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

信貸風險

倘若交易方無法履行彼等於二零一六年十二月三十一日之責任，本集團承受有關各類已確認金融資產之最大信貸風險為綜合財務狀況報表所列該等資產之賬面值。本集團之定期存款及銀行結餘存於香港、中國大陸及海外高信貸質素之銀行。

本集團與符合本集團庫務政策所訂信貸評級良好之交易方進行交易，以盡量降低信貸風險。揀選交易方之兩項重要原則，是由有信譽之信貸評級機構發出可接受的信貸評級，以及對沒有評級之交易方進行財務評審。本集團會在整個交易期內密切監察交易方之信貸質素。本集團會定期對與其交易之財務機構進行評審，以減低與各交易方相關規模及信貸強度有關之集中信貸風險。

為不利之市場變動預先作準備，本集團亦監察每間金融機構交易方之潛在風險。此外，於報告期末，本集團檢討每宗個別債項之可收回金額，確保就無法收回款項作出足夠之減值虧損。就此而言，董事認為本集團之信貸風險已大幅降低。

於二零一六年十二月三十一日，呈列於應收賬項、按金、其他應收賬項及預付款項中應收單一債務人約5,100,696,000港元（二零一五年：6,808,466,000港元）佔本集團之應收貿易賬項及其他應收賬項主要部分，因此，本集團將面對集中風險。一間上市公司作為該債務人之擔保人提供支付該應收賬項之擔保。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Credit risk (Cont'd)

Investments in debt securities are limited to financial institutions or investment counterparty with high quality. When making decisions on investments in securities, the management of the Group has also made reference to the credit ratings of the issuers and guarantors (if any) which, however, are not an assurance as to the issuers and/or guarantors' creditworthiness or the risks, returns or suitability of the security. Risks in particular specific to certain types of bonds held by the Group are: (i) high yield bonds – they in general carry high credit risk as they are often subject to higher risk of issuer default as they are typically rated below investment grade or are unrated; and (ii) perpetual bonds – their coupon payments may be deferred or suspended subject to the terms and conditions of the bonds and they are often callable after a call protection period (related risk is detailed in the liquidity risk below). Other than the above, there may be additional risks associated with trading of bonds over-the-counter (“OTC”) because OTC transactions are generally subject to limited regulation and therefore less transparent in transaction details such as volume, price formation, etc. There may also be additional risks for investments located in an emerging market which may involve certain risks associated with political and economic uncertainty. In view of the specific risks above, the Group has appointed a special team to closely monitor the risks as disclosed in Note 5(b)(iii) above.

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

信貸風險 (續)

債務證券之投資只限於以高質素之金融機構或投資交易方。於作出證券投資決定時，本集團之管理層亦參照發行人及保證人（如有）之信貸評級，然而，有關評級並非發行人及／或保證人信譽或證券風險、回報或合適性之保證。本集團所持若干債券類別之特定風險為：(i) 高息債券—一般附帶高信貸風險，原因為有關債券評級一般低於投資級別或不獲評級，因此通常面對較高發行人違約風險；及(ii) 永久債券—視乎債券條款及條件，其票息可能遞延或暫停支付，且通常可於贖回禁止期後可贖回（相關風險詳情載列於下文流動資金風險一節）。除上文所述外，倘有可能面對與場外（「場外」）債券買賣相關之額外風險，原因為場外交易所受規管一般有限，因而在交投量、價格形成等交易詳情方面透明度較低。此外，亦可能面對位於新興市場之投資之額外風險，新興市場可能涉及若干與政治及經濟不明朗因素相關之風險。鑑於上述之特定風險，本集團已委任特別小組密切監察有關風險（如上文附註5(b)(iii)項所披露）。



5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Credit risk (Cont'd)

The Group's concentration of credit risk by geographical location is mainly in Hong Kong, Mainland China and the United Kingdom. As at 31st December, 2016, the Group was subject to investment concentration risk as there were bonds investment with a single issuer of approximately HK\$2,538,017,000 (2015: HK\$3,020,734,000) presented under financial assets measured at FVTPL (2015: financial assets designated as at fair value through profit or loss) and a listed equity security of a company of approximately HK\$4,559,726,000 presented under financial assets measured at FVTOCI (2015: HK\$310,753,000 presented under investments held-for-trading) which represents a major portion of the Group's investment portfolio as determined by the management of the Group. Investment concentration risk may materialise when the market in which that bonds are traded is constricted (related risk is detailed in liquidity risk below), or when the fair value of that bonds/listed equity securities are declined (related risk is detailed in price risk above). The Group also monitors regularly to avoid over-concentration (such as investment products and underlying foreign exchange, etc) of the investment portfolio.

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

信貸風險 (續)

本集團按地域集中承擔信貸風險之地區主要為香港、中國大陸及英國。於二零一六年十二月三十一日，由本集團之管理層決策之投資組合主要部分由單一發行人發行呈列於通過損益以反映公平值計量之金融資產（二零一五年：指定為通過損益以反映公平值之金融資產）之債券投資約2,538,017,000港元（二零一五年：3,020,734,000港元）及呈列於通過其他全面收益以反映公平值計量之金融資產之一間公司之上市股本證券約4,559,726,000港元（二零一五年：呈列於持作買賣之投資310,753,000港元）組成，因此，本集團面對集中投資風險。當有關債券於受限制市場買賣（相關風險詳情載列於下文流動資金風險一節），或當該債券／上市股本證券之公平值下降（相關風險詳情載列於上文價格風險一節），集中投資風險將會較為顯著。本集團亦定期監察投資組合，以免過度集中（如投資產品及相關外匯等）。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Liquidity risk**

The Group's certain listed equity securities and bonds were pledged to the Group's financial institutions to secure margin and securities facilities granted to the Group in respect of securities transactions. Under adverse market conditions, the Group may be called by the financial institutions upon at short notice to make deposit to repay the margin loans. If the required deposits are not made within the prescribed time, the Group's securities may be liquidated by the financial institutions without the Group's consent.

Certain bonds held by the Group carry fixed-rate coupon are accompanied with call rights, the issuers may call and redeem the debt securities early if interest rates fall. The Group may face reinvestment risk when issuers exercised its right to redeem the bond before it matures. Besides, some bonds may not have an active secondary market. In case of the market in which the bonds are traded is illiquid, the Group may run the risk of either having to retain the investment until the end of the term or selling it before maturity at an unfavourable price.

The Group manages liquidity risk by maintaining adequate bank deposits and cash, monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and financial liabilities.

The liquidity risk is under continuous monitoring by the management of the Group. Reports with maturity dates of bank borrowings and thus the liquidity requirement are provided to the management of the Group for review periodically. The management of the Group will contact the bankers for renewals of bank borrowings whenever necessary.

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

流動資金風險

本集團若干上市股本證券及債券已就本集團有關證券交易獲授之保證金及證券融資抵押予本集團之金融機構。倘出現不利市況，金融機構可能向本集團發出短期通知催繳存款，以償還保證金貸款。倘本集團未有於指定時限內繳付存款，則金融機構可在未經本集團同意而將其證券變現。

本集團所持若干債券按固定票息計息，並附帶收回權利，如利率下跌，發行人可提早收回及贖回債務證券。當發行人行使權利於債券到期前贖回債券，則本集團可能面對再投資風險。此外，部分債券可能並無活躍第二市場。倘有關債券市場成交流通量不足，本集團可能需要承擔風險，持有投資直至到期，或於到期前以不利價格出售。

本集團通過維持充足銀行存款及現金、監管預測及實際現金流量以及配合金融資產及金融負債之到期時間表，藉此管理流動資金風險。

本集團之管理層持續監管流動資金風險。載有銀行借貸到期日及有關之流動資金需求之報告定期提供予本集團之管理層審閱。必要時，本集團之管理層將聯絡往來銀行將銀行借貸續期。

5. FINANCIAL INSTRUMENTS (Cont'd)

 (b) Financial risk management objectives and policies
(Cont'd)

Liquidity risk (Cont'd)

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows.

Non-derivative financial liabilities	非衍生金融負債
Borrowings	借貸
Creditors and accruals	應付賬項及應計款項
Securities trading and margin payable	應付證券交易賬項及保證金
Amounts due to associates	欠負聯營公司款項
Amounts due to non-controlling shareholders	欠負非控股股東款項
Total	總額

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

流動資金風險 (續)

下表詳列本集團非衍生金融負債按協定還款條款之餘下合約到期情況。各表乃按本集團可被要求付款之最早日期根據金融負債之未貼現現金流量編製，當中包括利息及本金之現金流量。

At 31st December, 2016 於二零一六年十二月三十一日					
Weighted average effective interest rate 加權平均實際利率	On demand or within 1 year 按要求或一年內 HK\$'000 千港元	Within 2 to 5 years 兩年至五年 HK\$'000 千港元	Over 5 years 五年以上 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金流量總額 HK\$'000 千港元	Total carrying amount 賬面值總額 HK\$'000 千港元
1.49%	11,012,449	2,747,952	1,293,637	15,054,038	14,591,394
-	408,702	-	-	408,702	408,702
-	9,245	-	-	9,245	9,245
-	-	110,269	-	110,269	110,269
-	-	84,761	-	84,761	84,761
Total	11,430,396	2,942,982	1,293,637	15,667,015	15,204,371

At 31st December, 2015 於二零一五年十二月三十一日					
Weighted average effective interest rate 加權平均實際利率	Within 1 year 一年內 HK\$'000 千港元	Within 2 to 5 years 兩年至五年 HK\$'000 千港元	Over 5 years 五年以上 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金流量總額 HK\$'000 千港元	Total carrying amount 賬面值總額 HK\$'000 千港元
2.04%	8,842,668	5,990,808	-	14,833,476	14,531,773
-	1,081,746	-	-	1,081,746	1,081,746
-	11,181	-	-	11,181	11,181
-	-	1,789,647	-	1,789,647	1,789,647
-	-	27,085	-	27,085	27,085
-	-	523,768	-	523,768	523,768
Total	9,935,595	8,331,308	-	18,266,903	17,965,200

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Liquidity risk** (Cont'd)

Secured bank loan with a repayment on demand clause is included in the "on demand or within 1 year" time band in the above maturity analysis. At the end of the reporting period, the total undiscounted cash flows of the borrowing amounted to approximately HK\$724,999,000 (2015: nil). Taking into account the Group's financial position, the Directors do not believe that it is probable that the financial institution will exercise its discretionary rights to demand immediate repayment. The Directors believe that such borrowing will be repaid in accordance with the scheduled repayment dates as set out in the loan agreement, details of which are set out in the tables below (include both interest and principal cash flows):

Maturity analysis – secured bank loan with a repayment on demand clause based on scheduled repayments

Non-derivative financial liability 非衍生金融負債
Borrowing 借貸

Non-derivative financial liability 非衍生金融負債
Borrowing 借貸

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

流動資金風險 (續)

附帶按要求償還條款之有抵押銀行貸款於上述到期分析中計入「按要求或一年內」時間組別。於報告期末，借貸之未貼現現金流量總額約為724,999,000港元（二零一五年：無）。經考慮本集團之財務狀況，董事相信，金融機構不大可能行使其酌情權要求即時還款。董事相信，有關借貸將按照貸款協議所載之預定還款日期償還，其詳情載於下表（當中包括利息及本金之現金流量）：

到期分析－附帶按要求償還條款之有抵押銀行貸款按其預定還款

At 31st December, 2016 於二零一六年十二月三十一日				
Within 1 year	Within 2 to 5 years	Over 5 years	Total undiscounted cash flows	Total carrying amount
一年內	兩年至五年	五年以上	未貼現現金 流量總額	賬面值 總額
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元	千港元
25,666	100,162	599,171	724,999	657,929

At 31st December, 2015 於二零一五年十二月三十一日				
Within 1 year	Within 2 to 5 years	Over 5 years	Total undiscounted cash flows	Total carrying amount
一年內	兩年至五年	五年以上	未貼現現金 流量總額	賬面值 總額
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元	千港元
-	-	-	-	-



5. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value measurements

Financial instruments measured at fair value

The following table analysed the financial instruments which are measured at fair value at the end of the reporting period into the three-level hierarchy.

Financial assets 金融資產	Fair value 公平值		Fair value hierarchy 公平值分級制	Valuation techniques and key inputs 估值技術及主要數據	Significant unobservable inputs 重大非可觀察數據
	2016 HK\$'000 千港元	2015 HK\$'000 千港元			
Listed equity securities presented as investments held-for-trading 呈列為持作買賣之投資之上市股本證券	-	364,244	Level 1 第一級	Quoted prices in active markets 活躍市場之報價	N/A 不適用
Listed equity security presented as financial assets measured at FVTOCI 呈列為通過其他全面收益以反映公平值計量之金融資產之上市股本證券	4,559,726	-	Level 1 第一級	Quoted prices in active markets 活躍市場之報價	N/A 不適用
Bonds presented as financial assets measured at FVTPL (2015: bonds presented as financial assets designated as at fair value through profit or loss) 呈列為通過損益以反映公平值計量之金融資產之債券 (二零一五年: 呈列為指定為通過損益以反映公平值之金融資產之債券)	14,952,866	11,069,270	Level 1 第一級	Quoted prices in active markets 活躍市場之報價	N/A 不適用
Unlisted club debentures presented as financial assets measured at FVTPL 呈列為通過損益以反映公平值計量之金融資產之非上市會籍債券	62,807	-	Level 2 第二級	Market comparison 市場之比較數據	N/A 不適用
Unlisted equity securities presented as financial assets measured at FVTOCI (2015: unlisted equity securities presented as available-for-sale investments measured at fair value) 呈列為通過其他全面收益以反映公平值計量之金融資產之非上市股本證券 (二零一五年: 呈列為按公平值計量之待售投資之非上市股本證券)	882,865	68,544	Level 3 第三級	Discounted cash flow: forecast dividend income, forecast distribution, discount rate and contract terms (if any) 貼現現金流量: 預測之股息收入、預測之分派、貼現率及合約條款 (如有)	Forecast dividend income and forecast distribution taking into account management's experience and dividend records over the past years, and the estimated terminal value (note (i)) 預測之股息收入及預測之分派乃參照管理層經驗及過往年度之股息記錄, 以及估計之最終價值 (附註(i)) Discount rate ranging from 1% below Prime to 20.33% (2015: from 1% below Prime to Prime) (note (i)) 貼現率為介乎最優惠利率減1厘至20.33厘 (二零一五年: 最優惠利率減1厘至最優惠利率) (附註(i))
				Reference to the fair value of the underlying property 參考相關物業之公平值	Fair value of the underlying property based on valuation model (note (i)) 基於估值模式釐定相關物業之公平值 (附註(i))
				Net asset value (note (ii)) 資產淨值 (附註(ii))	N/A 不適用
	20,458,264	11,502,058			

5. 金融工具 (續)

(c) 公平值計量

以公平值計量之金融工具

下表為於報告期末以公平值計量之金融工具之三級分級制分析。

5. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value measurements (Cont'd)

Financial instruments measured at fair value (Cont'd)

Notes:

- (i) The higher the forecast dividend income, forecast distribution, estimated terminal value and fair value of the underlying property, the higher the fair value. The higher the discount rate, the lower the fair value.
- (ii) The Group has determined that the net asset value represents fair value at the end of the reporting period.

The Group's policy is to recognise transfers into and out of fair value hierarchy levels as at the date of the events or changes in circumstances that caused the transfer.

There were no transfers amongst Level 1, Level 2 and Level 3 in the fair value hierarchy during the years ended 31st December, 2016 and 2015 and no change in valuation techniques used in the prior years, except for the measurements of certain financial instruments changed from cost model to fair value upon early adoption of HKFRS 9 (2014) on 1st January, 2016.

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of each reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in Level 1.

5. 金融工具 (續)

(c) 公平值計量 (續)

以公平值計量之金融工具 (續)

附註：

- (i) 預測之股息收入、預測之分派、估計之最終價值及相關物業之公平值越高，公平值越高。貼現率越高，公平值越低。
- (ii) 本集團已釐定於報告期末之資產淨值為公平值。

本集團之政策為於導致轉撥之事件或情況改變之日期，確認公平值分級之間的轉撥。

公平值分級制內第一級、第二級及第三級之間於截至二零一六年及二零一五年十二月三十一日止年度內並無轉撥及過往年度所用之估值技術亦無轉變，惟因於二零一六年一月一日提早採納香港財務報告準則第9號(2014年)以致若干金融工具之計量由成本模式改變為公平值模式除外。

於活躍市場買賣之金融工具之公平值即各報告期末所報之市價。倘即時及定時透過交易所、交易商、經紀、業界組別、報價服務或監管機構獲得報價，且該等價格屬實際及定期按公平基準進行之市場交易，則市場可被視為活躍。本集團所持金融資產所用之市場報價為目前之買入價。此等工具已計入第一級。

5. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value measurements (Cont'd)

Financial instruments measured at fair value (Cont'd)

The movement during the year in the balances of Level 3 fair value measurement is as follows:

At 1st January, 2015	於二零一五年一月一日	-	93,515	(102)
Net unrealised losses recognised in other comprehensive income during the year (note)	於本年度其他全面收益確認之未變現虧損淨額(附註)	-	(24,971)	-
Fair value changes recognised in profit or loss during the year	於本年度於損益確認之公平值變動	-	-	(58)
Disposals of subsidiaries (Note 42(d))	出售附屬公司(附註42(d))	-	-	160
At 31st December, 2015 and 1st January, 2016 (originally stated)	於二零一五年十二月三十一日及二零一六年一月一日(原先呈列)	-	68,544	-
Unlisted equity securities reclassified from available-for-sale investments measured at fair value to financial assets measured at FVTOCI upon initial application of HKFRS 9 (2014)	非上市股本證券於首次應用香港財務報告準則第9號(2014年)時由按公平值計量之待售投資重新分類為通過其他全面收益以反映公平值計量之金融資產	68,544	(68,544)	-
Unlisted equity securities reclassified from available-for-sale investments measured at cost to financial assets measured at FVTOCI upon initial application of HKFRS 9 (2014)	非上市股本證券於首次應用香港財務報告準則第9號(2014年)時由按成本計量之待售投資重新分類為通過其他全面收益以反映公平值計量之金融資產	726,149	-	-
		794,693	(68,544)	-
Effect on financial assets remeasured at fair value upon initial application of HKFRS 9 (2014)	金融資產於首次應用香港財務報告準則第9號(2014年)時按公平值重新計量之影響	96,960	-	-
At 1st January, 2016 (restated)	於二零一六年一月一日(重列)	891,653	-	-
Net return of capital contribution during the year	於本年度歸還注資資本淨額	(6,499)	-	-
Net unrealised loss recognised in other comprehensive income during the year (note)	於本年度其他全面收益確認之未變現虧損淨額(附註)	(2,289)	-	-
At 31st December, 2016	於二零一六年十二月三十一日	882,865	-	-

5. 金融工具(續)

(c) 公平值計量(續)

以公平值計量之金融工具(續)

第三級公平值計量結餘於本年度之變動如下:

Unlisted equity securities presented as financial assets measured at FVTOCI 呈列為通過其他全面收益以反映公平值計量之金融資產之非上市股本證券 HK\$'000 千港元	Unlisted equity securities presented as available-for-sale investments 呈列為待售投資之非上市股本證券 HK\$'000 千港元	Financial guarantee liabilities 財務擔保負債 HK\$'000 千港元
-	93,515	(102)
-	(24,971)	-
-	-	(58)
-	-	160
-	68,544	-
68,544	(68,544)	-
726,149	-	-
794,693	(68,544)	-
96,960	-	-
891,653	-	-
(6,499)	-	-
(2,289)	-	-
882,865	-	-

5. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value measurements (Cont'd)

Financial instruments measured at fair value (Cont'd)

Note: All of the above losses included in other comprehensive income for the year relate to unquoted equity investments held at the end of the reporting period and are reported as changes of financial assets measured at FVTOCI reserve (2015: securities investments reserve).

Financial instruments not measured at fair value

The Directors consider that the carrying amounts of the Group's financial instruments that are not measured at fair value approximate to their fair values.

6. CAPITAL RISK MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the abilities of the entities in the Group to continue as a going concern, so that it can continue to provide returns for shareholders of the Company and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Directors actively and regularly review and manage the Group's capital structure to maximise the returns to shareholders of the Company through the optimisation of the debt afforded by a sound capital position, and make adjustments to the capital structure in light of changes in economic conditions. The Group's overall strategy remains unchanged from 2015.

5. 金融工具 (續)

(c) 公平值計量 (續)

以公平值計量之金融工具 (續)

附註：上述所有計入本年度其他全面收益之虧損涉及於報告期末持有之並無報價股本投資，並列報為通過其他全面收益以反映公平值計量之金融資產之儲備（二零一五年：證券投資儲備）之變動。

非以公平值計量之金融工具

董事認為本集團非以公平值計量之金融工具之賬面值與其公平值相若。

6. 資本風險管理

本集團通過根據風險水平給予產品及服務相應定價，及確保按合理成本取得融資之方式管理資本，主要目標為保持本集團之實體持續經營之能力，以確保本集團能為本公司股東持續提供回報，並為其他權益相關者提供利益。

董事積極並定時檢討及管理本集團之資本架構，透過以完善資本狀況支持優化債務及於經濟條件發生變動時對資本架構作出調整，為本公司股東爭取最大之回報。本集團整體策略與二零一五年維持不變。



6. CAPITAL RISK MANAGEMENT (Cont'd)

During the year ended 31st December, 2016, the capital structure of the Group mainly consists of debts, which include borrowings from banks and other financial institutions, pledged deposits, time deposits, bank balances and cash, and total equity, comprising issued share capital, reserves, retained profits and non-controlling interests. The Directors consider the cost of capital and the risks associated with each class of capital to monitor its capital structure on the basis of a gearing ratio. The Group has a target gearing ratio not higher than 50%, determined as the proportion of net debt to equity. This ratio is expressed by as a percentage of net borrowings over the total equity. Net borrowings are calculated as total borrowings (as shown in the consolidated statement of financial position) less cash and bank balances and pledged deposits.

The gearing ratios were as follows:

Borrowings – current (note (i))	借貸 – 流動性質 (附註(i))
Borrowings – non-current (note (i))	借貸 – 非流動性質 (附註(i))
Total debt (note (i))	債務總額 (附註(i))
Cash and bank balances and pledged deposits (note (ii))	現金及銀行結餘以及抵押存款 (附註(ii))
Net debt	債務淨額
Net debt	債務淨額
Listed securities investments and treasury products (note (iii))	上市證券投資及財資產品 (附註(iii))
Net (cash) debt (net debt less listed securities investments and treasury products)	(現金)債務淨額 (債務淨額減上市證券投資及財資產品)
Total equity (note (iv))	股本權益總額 (附註(iv))
Net debt to equity ratio (excluding listed securities investments and treasury products)	債務淨額與股本權益比率 (不包括上市證券投資及財資產品)
Net debt to equity ratio (including listed securities investments and treasury products)	債務淨額與股本權益比率 (包括上市證券投資及財資產品)

6. 資本風險管理 (續)

於截至二零一六年十二月三十一日止年度，本集團之資本架構主要由債務（包括銀行及其他金融機構之借貸）、抵押存款、定期存款、銀行結餘及現金以及股本權益總額組成，包括已發行股本、儲備、保留溢利及非控股權益。董事考慮股本之成本及各類股本相關之風險，以按資本與負債比率監管其資本架構。本集團之資本與負債比率之目標不高於50%，按債務淨額與股本權益之比例釐定。該比率表述為借貸淨額與股本權益總額之百分比。借貸淨額乃按借貸總額（如綜合財務狀況報表所示）減現金及銀行結餘以及抵押存款計算。

資本與負債比率如下：

2016 HK\$'000 千港元	2015 HK\$'000 千港元
10,797,503	8,651,773
3,793,891	5,880,000
14,591,394	14,531,773
(2,014,234)	(3,052,557)
12,577,160	11,479,216
12,577,160	11,479,216
(19,512,592)	(11,433,514)
(6,935,432)	45,702
29,899,855	40,325,362
42.1%	28.5%
Net cash position 現金狀況淨額	0.1%

6. CAPITAL RISK MANAGEMENT (Cont'd)

Notes:

- (i) Borrowings (2015: excluding bank borrowing presented as liabilities directly associated with assets classified as held for sale) are detailed in Note 38.
- (ii) Cash and bank balances and pledged deposits comprise pledged deposits, time deposits, bank balances and cash (2015: excluding pledged deposit, bank balances and cash presented as assets classified as held for sale) at the end of the reporting period.
- (iii) Listed securities investments and treasury products are detailed in Notes 27(i) and 28(i) (2015: Notes 26 and 34).
- (iv) Total equity includes issued share capital, reserves, retained profits and non-controlling interests at the end of the reporting period.

The increase in net debt to equity ratio (excluding listed securities investments and treasury products) was mainly due to the decrease in equity after payments of dividends and fair value loss on listed equity investment included in financial assets measured at FVTOCI reserve.

In relation to brokerage business, Fair Eagle Finance Credit Limited, Fair Eagle Futures Company Limited and Fair Eagle Securities Company Limited, three wholly-owned subsidiaries of the Company, are required to maintain financial resources in accordance with the specified amount requirements that apply to them under the Securities and Futures Ordinance imposed by Securities and Futures Commission. The requirements are internally reviewed on a daily basis and reports are required to submit to Securities and Futures Commission monthly. Full compliance is observed during the year.

Save as disclosed above, neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

6. 資本風險管理 (續)

附註：

- (i) 借貸(二零一五年：不包括呈列於與列為持作出售之資產直接相關之負債中之銀行借貸)於附註38詳述。
- (ii) 於報告期末之現金及銀行結餘以及抵押存款包括抵押存款、定期存款、銀行結餘及現金(二零一五年：不包括呈列於列為持作出售資產中之抵押存款、銀行結餘及現金)。
- (iii) 上市證券投資及財資產品於附註27(i)及28(i)(二零一五年：附註26及34)詳述。
- (iv) 於報告期末之股本權益總額包括已發行股本、儲備、保留溢利及非控股權益。

債務淨額與股本權益比率(不包括上市證券投資及財資產品)之所以上升，主要由於派付股息及上市股本投資之公平值虧損(已包括在通過其他全面收益以反映公平值計量之金融資產之儲備內)以致股本權益下降所致。

就經紀業務而言，本公司三間全資擁有附屬公司天發金融有限公司、天發期貨有限公司及天發證券有限公司須按證券及期貨事務監察委員會所頒布適用於彼等之證券及期貨條例之特定金額要求而保持財務資源。該等要求每日經內部檢討並須每月向證券及期貨事務監察委員會遞交報告。於本年度已悉數遵守。

除上文披露者外，本公司或其任何附屬公司並不受外來股本要求之限制。



7. REVENUE

Revenue represents the aggregate amounts received and receivable from property rental income, sales of properties held for sale, gain/loss on sales of investments held-for-trading, hotel operation income, commission from brokerage, settlement charges from brokerage, cosmetic goods sold less returns and interest income from loan financing, are analysed as follows:

Property rental income	物業租金收入
Sales of properties held for sale	持作出售物業之銷售
Loss on sales of investments held-for-trading, net	出售持作買賣之投資虧損淨額
Hotel operation income	酒店業務收入
Brokerage and cosmetic income	經紀服務及化妝品銷售收入
Interest income from loan financing	貸款融資利息收入

7. 收入

收入指已收及應收之物業租金收入、持作出售物業之銷售、出售持作買賣之投資收益／虧損、酒店業務收入、經紀佣金、經紀服務之交易費用、扣除退貨後之化妝品銷售以及貸款融資利息收入之合計金額，分析如下：

2016	2015
HK\$'000	HK\$'000
千港元	千港元
823,856	1,325,875
2,943,434	151,616
(37,434)	(2,415)
-	49,125
15,240	18,196
52	-
3,745,148	1,542,397

8. OPERATING SEGMENTS

The Group determines its operating segments based on the reports reviewed by the chief operating decision-makers that are used to make strategic decisions.

The Group has six reportable segments – (i) property development and trading; (ii) property leasing for retail; (iii) property leasing for non-retail; (iv) listed equity investments at FVTOCI (2015: listed available-for-sale equity investments); (v) listed investments held-for-trading and treasury products; and (vi) unlisted investments, investment holding and brokerage. The segmentations are based on the information about the operation of the Group that management of the Group uses to make decisions.

8. 營運分類

本集團根據主要營運決策者用於作出策略決定時審閱之報告以釐定營運分類。

本集團擁有六項可呈報分類—(i)物業發展及買賣、(ii)零售物業租賃、(iii)非零售物業租賃、(iv)通過其他全面收益以反映公平值之上市股本投資(二零一五年：待售之上市股本投資)、(v)持作買賣之上市投資及財務產品及(vi)非上市投資、投資控股及經紀服務。上述分類方式乃基於本集團管理層用以作出決策之本集團營運資料。

8. OPERATING SEGMENTS (Cont'd)

Principal activities are as follows:

Property development and trading	–	Property development and sales of trading properties
Property leasing		
– Retail	–	Property leasing from retail properties
– Non-retail	–	Property leasing from non-retail properties
Listed equity investments at FVTOCI (2015: listed available-for-sale equity investments)	–	Listed equity securities at FVTOCI (2015: listed equity securities in available-for-sale investments)
Listed investments held-for-trading and treasury products	–	Listed securities investments in investments held-for-trading, over-the-counter trading and structured products
Unlisted investments, investment holding and brokerage	–	Unlisted securities investments, trading and brokerage

The Group evaluates performance on the basis of profit or loss from operations after tax expense and non-controlling interests but not including the major non-cash items. The major non-cash items are unrealised fair value changes on investment properties and other properties together with their, if applicable, respective deferred tax. No intersegment revenue is accounted for as the intersegment revenue is mainly the rental income for administrative purpose.

Unallocated corporate assets mainly comprised leasehold land and building for own use, deposit paid in respect of a property, advance to a non-controlling shareholder, deferred tax assets, tax recoverable and deferred consideration receivables in respect of disposals of subsidiaries.

Unallocated corporate liabilities mainly comprised tax liabilities, bank loans (2015: excluded a bank loan originated in the United Kingdom), amounts due to associates, amounts due to investee companies, amounts due to non-controlling shareholders and deferred tax liabilities (2015: also included deposit received in respect of disposal of a subsidiary).

8. 營運分類 (續)

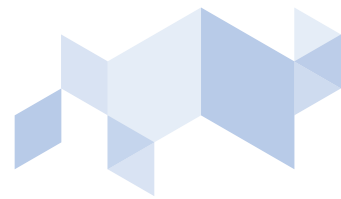
主要業務活動如下:

物業發展及買賣	–	物業發展及買賣 物業銷售
物業租賃		
– 零售	–	來自零售物業 租賃
– 非零售	–	來自非零售物業 租賃
通過其他全面收益以反映公平價值之上市股本投資 (二零一五年: 待售之上市股本投資)	–	通過其他全面收益以反映公平價值之上市股本證券 (二零一五年: 於待售投資之上市股本證券投資)
持作買賣之上市投資及財資產品	–	於持作買賣之上市證券投資、場外交易及結構性產品
非上市投資、投資控股及經紀服務	–	非上市證券投資、買賣及經紀服務

本集團以扣除稅項開支及非控股權益後來自經營之損益 (惟不包括主要非現金項目) 為基準評估表現。主要非現金項目為投資物業及其他物業之未變現公平價值變動連同其相關之遞延稅項 (如適用)。由於分類間之收入主要為就行政目的之租金收入, 因此並無將分類間之收入入賬。

未分攤之公司資產主要包括自用之租賃土地及樓宇、有關物業已付之按金、墊付一間非控股股東款項、遞延稅項資產、可收回稅款及有關出售附屬公司之應收遞延代價。

未分攤之公司負債主要包括稅項負債、銀行貸款 (二零一五年: 不包括源自英國之銀行貸款)、欠負聯營公司款項、欠負接受投資公司款項、欠負非控股股東款項及遞延稅項負債 (二零一五年: 亦包括有關出售一間附屬公司已收之按金)。



8. OPERATING SEGMENTS (Cont'd)

The Group's measurement methods used to determine reported segment profit or loss remain unchanged from 2015.

The Group's reportable segments are strategic business units that operate different activities. They are managed separately because each business unit has different markets and requires different marketing strategies.

Further, the business units are also managed to operate in different countries separately. Revenue and result are attributed to countries on the basis of the property or asset location.

There was one major customer (2015: one) who individually accounted for 10% or more of the Group's revenue. Revenue of approximately HK\$377,836,000 was derived from property development and trading segment from a customer in Hong Kong (2015: HK\$182,977,000 was derived from non-retail property leasing segment from a customer outside Hong Kong).

8. 營運分類 (續)

本集團用作釐定已呈報分類溢利或虧損之計量方式與二零一五年維持不變。

本集團可呈報分類為營運不同活動之策略業務單元。由於各業務單元擁有不同市場，且要求不同市場策略，故彼等受個別管理。

此外，業務單元亦於不同國家受個別營運管理。各國應佔收入及業績乃按物業或資產所在地為基準。

一位主要客戶(二零一五年：一位)其個別收入佔本集團收入之10%或以上。一位來自物業發展及買賣分類之香港客戶所產生之收入約為377,836,000港元(二零一五年：一位來自非零售物業租賃分類之香港以外之客戶所產生之收入約為182,977,000港元)。

8. OPERATING SEGMENTS (Cont'd)

Operating segment information is presented below:

Consolidated Statement of Comprehensive Income

For the year ended 31st December, 2016

8. 營運分類 (續)

營運分類資料呈列如下：

綜合全面收益報表

截至二零一六年十二月三十一日止年度

	Property development and trading	Property leasing 物業租賃		Listed equity investments at FVTOCI 通過其他全面收益以反映公平值之上市股本投資	Listed investments held-for-trading and treasury products 持作買賣之上市投資及財務產品	Unlisted investments, investment holding and brokerage 非上市投資、投資控股及經紀服務	All other segments 所有其他分類	Consolidated 綜合
		Retail 零售	Non-retail 非零售					
	物業發展及買賣 HK\$'000 千港元	零售 HK\$'000 千港元	非零售 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Major cash items excluding in revenue								
– Hong Kong	-	-	-	-	10,001,356	-	-	10,001,356
– Other countries	-	-	-	-	2,087,530	-	-	2,087,530
	-	-	-	-	12,088,886	-	-	12,088,886
Revenue								
Revenue from external customers								
– Hong Kong	2,943,434	236,492	269,787	-	(37,434)	4,191	11,101	3,427,571
– Mainland China	-	38,531	19,036	-	-	-	-	57,567
– United Kingdom	-	23,654	236,356	-	-	-	-	260,010
	2,943,434	298,677	525,179	-	(37,434)	4,191	11,101	3,745,148
Revenue from external customers after non-controlling interests								
Attributable property sales from associates								
– Hong Kong	89,713	-	-	-	-	-	-	89,713
Attributable rental revenue from associates/investee company								
– Hong Kong	-	20,433	39,281	-	-	-	-	59,714
– Mainland China	-	67,308	8,112	-	-	-	-	75,420
	2,298,875	385,239	572,152	-	(37,434)	4,191	11,101	3,234,124
Result								
Segment result								
– Hong Kong	1,402,255	228,673	272,961	189,653	704,720	26,083	23,368	2,847,713
– Mainland China	-	35,519	16,637	-	-	4,053	-	56,209
– United Kingdom	-	22,906	230,691	-	-	304	-	253,901
– Other countries	-	-	-	-	216,385	-	-	216,385
	1,402,255	287,098	520,289	189,653	921,105	30,440	23,368	3,374,208

8. OPERATING SEGMENTS (Cont'd)

8. 營運分類 (續)

Consolidated Statement of Comprehensive Income (Cont'd)

For the year ended 31st December, 2016

綜合全面收益報表 (續)

截至二零一六年十二月三十一日止年度

	Property development and trading	Property leasing 物業租賃		Listed equity investments at FVTOCI 通過其他全面收益以反映公平值之上市股本投資	Listed investments held-for-trading and treasury products 持作買賣之上市投資及財資產品	Unlisted investments, investment holding and brokerage 非上市投資、投資控股及經紀服務	All other segments 所有其他分類	Consolidated 綜合	
		Retail 零售	Non-retail 非零售						
	物業發展及買賣 HK\$'000 千港元	零售 HK\$'000 千港元	非零售 HK\$'000 千港元	通過其他全面收益以反映公平值之上市股本投資 HK\$'000 千港元	持作買賣之上市投資及財資產品 HK\$'000 千港元	非上市投資、投資控股及經紀服務 HK\$'000 千港元	所有其他分類 HK\$'000 千港元	綜合 HK\$'000 千港元	
Share of results of associates	攤佔聯營公司業績								
- Attributable property sales, net	- 應佔物業銷售淨額								
- Hong Kong	- 香港	5,119	-	-	-	-	-	5,119	
- Attributable gross income	- 應佔收入總額								
- Hong Kong	- 香港	-	19,507	38,078	-	-	2,330	59,915	
- Mainland China	- 中國大陸	-	67,308	8,112	-	-	-	75,420	
- Attributable operating cost	- 應佔營運成本								
- Hong Kong	- 香港	-	(793)	(6,557)	-	-	-	(7,350)	
- Mainland China	- 中國大陸	-	(28,135)	(2,597)	-	-	-	(30,732)	
Non-controlling interests	非控股權益	(392,395)	(1,057)	(376)	-	-	-	(393,828)	
		1,014,979	343,928	556,949	189,653	921,105	30,440	25,698	3,082,752
Finance costs	財務費用	-	(1,658)	(70,241)	-	(16,123)	-	-	(88,022)
Other gains and losses, net	其他收益及虧損淨額	(134,542)	(160)	-	-	-	-	-	(134,702)
Share of results of associates	攤佔聯營公司業績								
- income tax and others	- 所得稅及其他	(28)	(31,549)	(5,644)	-	-	(465)	-	(37,686)
Income tax expense	所得稅開支	-	-	-	(19,117)	(117)	-	-	(19,234)
		880,409	310,561	481,064	170,536	904,865	30,440	25,233	2,803,108
Unallocated items	未分攤項目								
Unallocated corporate expenses, net	未分攤之公司開支淨額								(248,247)
Unallocated finance costs	未分攤之財務費用								(88,483)
Imputed interest income from deferred consideration receivables	應收遞延代價所產生之名義利息收入								1,831,876
Gains on disposals of subsidiaries	出售附屬公司之收益								2,311,127
Unallocated income tax expense	未分攤之所得稅開支								(514,832)
Unallocated non-controlling interests	未分攤之非控股權益								60,951
Operating profit for the year attributable to owners of the Company	本公司擁有人應佔本年度之經營溢利								6,155,500
Realised fair value changes on disposals of investment properties (including share of results of associates)	出售投資物業之已變現公平值變動(包括攤佔聯營公司業績)								(372,677)
- Recognised in current year	- 於本年度確認								
Major non-cash items	主要非現金項目								
- Unrealised fair value changes on investment properties (including share of results of associates)	- 未變現之投資物業之公平值變動(包括攤佔聯營公司業績)								608,389
- Deferred tax expense	- 遞延稅項開支								(30,900)
Profit for the year attributable to owners of the Company	本公司擁有人應佔本年度之溢利								6,360,312

8. OPERATING SEGMENTS (Cont'd)

Consolidated Statement of Comprehensive Income (Cont'd)

For the year ended 31st December, 2016

8. 營運分類 (續)

綜合全面收益報表 (續)

截至二零一六年十二月三十一日止年度

		HK\$'000 千港元
Core profit (excluding major non-cash items)	核心溢利 (不包括主要非現金項目)	
Operating profit for the year attributable to owners of the Company	本公司擁有人應佔本年度之經營溢利	6,155,500
Major accumulated realised fair value changes together with their respective deferred tax on disposals of investment properties and stock of properties in current year (including fair value changes recognised in properties revaluation reserve and share of results of associates) after non-controlling interest	於本年度出售投資物業及物業存貨之 主要累積已變現公平值變動 連同其相關之遞延稅項 (包括確認於物業重估儲備之 公平值變動及攤佔聯營公司業績) 並扣除非控股權益後	
– Recognised in current year	– 於本年度確認	(372,677)
– Recognised in prior years	– 於過往年度確認	17,248,651
Core profit for the year attributable to owners of the Company	本公司擁有人應佔本年度之核心溢利	23,031,474

8. OPERATING SEGMENTS (Cont'd)

Consolidated Statement of Financial Position

At 31st December, 2016

8. 營運分類 (續)

綜合財務狀況報表

於二零一六年十二月三十一日

	Property development and trading	Property leasing 物業租賃		Listed equity investments at FVTOCI 通過其他全面收益以反映公平值之上市股本投資	Listed investments held-for-trading and treasury products 持作買賣之上市投資及財資產品	Unlisted investments, investment holding and brokerage 非上市投資、投資控股及經紀服務	All other segments 所有其他分類	Consolidated 綜合
		Retail 零售	Non-retail 非零售					
	物業發展及買賣 HK\$'000 千港元	零售 HK\$'000 千港元	非零售 HK\$'000 千港元	通過其他全面收益以反映公平值之上市股本投資 HK\$'000 千港元	持作買賣之上市投資及財資產品 HK\$'000 千港元	非上市投資、投資控股及經紀服務 HK\$'000 千港元	所有其他分類 HK\$'000 千港元	綜合 HK\$'000 千港元
Assets								
Segment assets	分類資產							
- Hong Kong	- 香港	2,322,983	3,635,368	4,037,319	4,559,729	13,695,381	364,102	56,246
- Mainland China	- 中國大陸	-	388,955	27,045	-	-	-	6,133
- United Kingdom	- 英國	-	1,508,649	5,551,717	-	-	-	-
- Other countries	- 其他國家	-	11	-	-	1,577,011	693,763	-
Interests in associates	聯營公司權益							
- Hong Kong	- 香港	81,330	373,778	1,318,165	-	-	2,368	5,637
- Mainland China	- 中國大陸	-	120,649	53,193	-	-	-	-
Advances to associates	墊付聯營公司款項							
- Hong Kong	- 香港	1,139	-	210	-	-	5	1,145
- Mainland China	- 中國大陸	-	32,611	14,375	-	-	-	-
Reportable segment assets	可呈報分類資產	2,405,452	6,060,021	11,002,024	4,559,729	15,272,392	1,060,238	69,161
Unallocated corporate assets	未分攤之公司資產							5,346,718
Consolidated total assets	綜合資產總額							45,775,735
Liabilities								
Segment liabilities	分類負債							
- Hong Kong	- 香港	430,034	23,413	62,451	44	7,193,900	11,895	12,480
- Mainland China	- 中國大陸	-	11,611	25	-	-	-	80
- United Kingdom	- 英國	-	13,399	103,813	-	-	-	-
- Other countries	- 其他國家	-	1	15	-	2,700,203	7	-
Reportable segment liabilities	可呈報分類負債	430,034	48,424	166,304	44	9,894,103	11,902	12,560
Unallocated corporate liabilities	未分攤之公司負債							5,312,509
Consolidated total liabilities	綜合負債總額							15,875,880
Additions to non-current assets (other than financial instruments and deferred tax assets)	非流動資產添置 (金融工具及遞延稅項資產除外)	328	1,592,723	1,998,998	-	-	15	738

8. OPERATING SEGMENTS (Cont'd)

Other Material Items

For the year ended 31st December, 2016

		Reportable segments	Adjustments for unallocated items	Adjustments for realised fair value changes	Adjustments for major non-cash items	Consolidated statement of comprehensive income
	可呈報分類	HK\$'000 千港元	未分攤項目之調整 HK\$'000 千港元	已變現公平值變動之調整 HK\$'000 千港元	主要非現金項目之調整 HK\$'000 千港元	綜合全面收益報表 HK\$'000 千港元
Interest income	利息收入	934,720	1,831,876	-	-	2,766,596
Finance costs	財務費用	(88,022)	(88,483)	-	-	(176,505)
Net income	收入淨額	846,698	1,743,393	-	-	2,590,091
Depreciation	折舊	-	(10,304)	-	-	(10,304)
Fair value changes on investment properties	投資物業之公平值變動	-	-	(415,763)	554,979	139,216
Write-down of stock of properties	物業存貨之減值	(128,457)	-	-	-	(128,457)
Share of results of associates	攤佔聯營公司業績	64,686	-	43,086	53,410	161,182
Income tax expense	所得稅開支	(19,234)	(514,832)	-	(30,900)	(564,966)
Non-controlling interests	非控股權益	(393,828)	60,951	-	-	(332,877)

8. 營運分類 (續)

其他重大項目

截至二零一六年十二月三十一日止年度



8. OPERATING SEGMENTS (Cont'd)

8. 營運分類 (續)

Consolidated Statement of Comprehensive Income

For the year ended 31st December, 2015

綜合全面收益報表

截至二零一五年十二月三十一日止年度

	Property development and trading 物業發展及買賣 HK\$'000 千港元	Property leasing 物業租賃		Listed available-for-sale equity investments 待售之上市股本投資 HK\$'000 千港元	Listed investments held-for-trading and treasury products 持作買賣之上市投資及財務產品 HK\$'000 千港元	Unlisted investments, investment holding and brokerage 非上市投資、投資控股及經紀服務 HK\$'000 千港元	All other segments 所有其他分類 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
		Retail 零售 HK\$'000 千港元	Non-retail 非零售 HK\$'000 千港元					
Major cash items excluding in revenue	收入以外之主要現金項目							
- Hong Kong	-	-	-	-	861,625	-	-	861,625
- Other countries	-	-	-	-	4,431,956	-	-	4,431,956
	-	-	-	-	5,293,581	-	-	5,293,581
Revenue	收入							
Revenue from external customers	來自外部客戶之收入							
- Hong Kong	50,809	586,748	447,030	-	(2,415)	8,116	10,080	1,100,368
- Mainland China	100,807	59,426	44,527	-	-	-	49,125	253,885
- United Kingdom	-	5,167	182,977	-	-	-	-	188,144
	151,616	651,341	674,534	-	(2,415)	8,116	59,205	1,542,397
Revenue from external customers after non-controlling interests	來自扣除非控股權益後之外部客戶收入							
Attributable property sales from associates	應佔聯營公司物業銷售							
- Hong Kong	6,566	-	-	-	-	-	-	6,566
- Mainland China	102,705	-	-	-	-	-	-	102,705
Attributable rental revenue from associates/investee company	應佔聯營公司/接受投資公司租金收入							
- Hong Kong	-	19,865	38,068	-	-	-	-	57,933
- Mainland China	-	70,970	67,070	-	-	-	-	138,040
	248,185	740,991	779,236	-	(2,415)	8,116	59,205	1,833,318
Result	業績							
Segment result	分類業績							
- Hong Kong	32,795	547,237	429,450	-	369,579	46,420	21,159	1,446,640
- Mainland China	32,191	51,620	20,656	-	-	21,842	(15,219)	111,090
- United Kingdom	-	5,033	178,232	-	-	53	-	183,318
- Other countries	-	-	-	-	498,789	(3,899)	-	494,890
	64,986	603,890	628,338	-	868,368	64,416	5,940	2,235,938

8. OPERATING SEGMENTS (Cont'd)

8. 營運分類 (續)

Consolidated Statement of Comprehensive Income (Cont'd)

For the year ended 31st December, 2015

綜合全面收益報表 (續)

截至二零一五年十二月三十一日止年度

	Property development and trading 物業發展及買賣 HK\$'000 千港元	Property leasing 物業租賃		Listed available-for-sale equity investments 待售之上市股本投資 HK\$'000 千港元	Listed investments held-for-trading and treasury products 持作買賣之上市投資及財資產品 HK\$'000 千港元	Unlisted investments, investment holding and brokerage 非上市投資、投資控股及經紀服務 HK\$'000 千港元	All other segments 所有其他分類 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
		Retail 零售 HK\$'000 千港元	Non-retail 非零售 HK\$'000 千港元					
Share of results of associates	攤佔聯營公司業績							
- Attributable property sales, net	- 應佔物業銷售淨額							
- Hong Kong	- 香港	4,135	-	-	-	-	-	4,135
- Mainland China	- 中國大陸	5,106	-	-	-	-	-	5,106
- Attributable gross income	- 應佔收入總額							
- Hong Kong	- 香港	-	18,768	36,862	-	-	2,181	57,811
- Mainland China	- 中國大陸	-	70,970	67,070	-	-	-	138,040
- Attributable operating cost	- 應佔營運成本							
- Hong Kong	- 香港	-	(1,145)	(6,032)	-	-	-	(7,177)
- Mainland China	- 中國大陸	-	(30,155)	(12,203)	-	-	-	(42,358)
Non-controlling interests	非控股權益	(8,199)	(1,065)	(392)	-	-	-	(9,656)
		66,028	661,263	713,643	-	868,368	64,416	2,381,839
Other income and expenses, net	其他收入及開支淨額	7,318	-	-	-	-	-	7,318
Gain on disposal of investment property	出售投資物業之收益	-	-	17,679	-	-	-	17,679
Finance costs	財務費用	-	(2,768)	(98,012)	-	(8,023)	-	(108,803)
Other gains and losses, net	其他收益及虧損淨額	(58)	(8)	-	-	-	-	(66)
Share of results of associates	攤佔聯營公司業績							
- income tax and others	- 所得稅及其他	(13,315)	(34,143)	(54,058)	-	-	(370)	(101,886)
Non-controlling interests	非控股權益	(2)	-	-	-	-	-	(2)
		59,971	624,344	579,252	-	860,345	64,416	2,196,079
Unallocated items	未分攤項目							
Unallocated corporate expenses, net	未分攤之公司開支淨額							(237,082)
Unallocated finance costs	未分攤之財務費用							(208,062)
Imputed interest income from deferred consideration receivables	應收遞延代價所產生之名義利息收入							209,265
Gain on disposals of subsidiaries, net	出售附屬公司之收益淨額							941,010
Share of results of associates	攤佔聯營公司業績							
- gain on disposal of subsidiaries, net of tax	- 出售附屬公司之收益 (除稅後)							514,060
Income tax expense	所得稅開支							(335,676)
Unallocated non-controlling interests	未分攤之非控股權益							17,135
Operating profit for the year attributable to owners of the Company	本公司擁有人應佔本年度之經營溢利							3,096,729
Realised fair value changes together with their respective deferred tax on disposals of investment properties (including share of results of associates)	出售投資物業之已變現公平值變動連同其相關之遞延稅項 (包括攤佔聯營公司業績)							
- Recognised in current year	- 於本年度確認							(154,602)
Major non-cash items	主要非現金項目							
- Unrealised fair value changes on investment properties (including share of results of associates)	- 未變現之投資物業之公平值變動 (包括攤佔聯營公司業績)							4,771,189
- Deferred tax credit	- 遞延稅項撥回							13,892
Profit for the year attributable to owners of the Company	本公司擁有人應佔本年度之溢利							7,727,208



8. OPERATING SEGMENTS (Cont'd)

8. 營運分類 (續)

Consolidated Statement of Comprehensive Income (Cont'd)

For the year ended 31st December, 2015

綜合全面收益報表 (續)

截至二零一五年十二月三十一日止年度

		HK\$'000 千港元
Core profit (excluding major non-cash items)	核心溢利 (不包括主要非現金項目)	
Operating profit for the year attributable to owners of the Company	本公司擁有人應佔本年度之經營溢利	3,096,729
Major accumulated realised fair value changes together with their respective deferred tax on disposals of investment properties in current year (including share of results of associates) after non-controlling interest	於本年度出售投資物業之 主要累積已變現公平值變動 連同其相關之遞延稅項 (包括攤佔聯營公司業績) 並扣除非控股權益後	
– Recognised in current year	– 於本年度確認	(154,602)
– Recognised in prior years	– 於過往年度確認	13,843,651
Core profit for the year attributable to owners of the Company	本公司擁有人應佔本年度之核心溢利	<u>16,785,778</u>

8. OPERATING SEGMENTS (Cont'd)

8. 營運分類 (續)

Consolidated Statement of Financial Position

At 31st December, 2015

綜合財務狀況報表

於二零一五年十二月三十一日

		Property development and trading 物業發展及買賣 HK\$'000 千港元	Property leasing 物業租賃		Listed available-for-sale equity investments 待售之上市股本投資 HK\$'000 千港元	Listed investments held-for-trading and treasury products 持作買賣之上市投資及財資產品 HK\$'000 千港元	Unlisted investments, investment holding and brokerage 非上市投資、投資控股及經紀服務 HK\$'000 千港元	All other segments 所有其他分類 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
			Retail 零售 HK\$'000 千港元	Non-retail 非零售 HK\$'000 千港元					
Assets	資產								
Segment assets	分類資產								
– Hong Kong	– 香港	5,006,542	10,607,954	8,230,890	–	8,624,769	333,733	32,845,803	
– Mainland China	– 中國大陸	–	975,946	828,809	–	–	–	1,811,409	
– United Kingdom	– 英國	–	116,573	4,319,308	–	–	–	4,435,881	
– Other countries	– 其他國家	–	11	–	–	3,088,898	725,873	3,814,782	
Interests in associates	聯營公司權益								
– Hong Kong	– 香港	142,755	357,486	1,365,871	–	–	1,722	1,872,863	
– Mainland China	– 中國大陸	–	131,621	1,765,992	–	–	–	1,897,613	
Advances to associates	墊付聯營公司款項								
– Hong Kong	– 香港	7,208	–	181	–	–	2	8,517	
– Mainland China	– 中國大陸	–	30,575	16,390	–	–	–	46,965	
Reportable segment assets	可呈報分類資產	5,156,505	12,220,166	16,527,441	–	11,713,667	1,061,330	46,733,833	
Assets classified as held for sale	列為持作出售之資產							9,239,271	
Unallocated corporate assets	未分攤之公司資產							7,082,113	
Consolidated total assets	綜合資產總額							63,055,217	
Liabilities	負債								
Segment liabilities	分類負債								
– Hong Kong	– 香港	1,533,734	140,762	153,900	–	210	14,006	1,848,885	
– Mainland China	– 中國大陸	–	19,086	12,667	–	–	–	31,772	
– United Kingdom	– 英國	–	73,862	2,748,353	–	–	–	2,822,215	
– Other countries	– 其他國家	–	1	–	–	5,389,995	6	5,390,002	
Reportable segment liabilities	可呈報分類負債	1,533,734	233,711	2,914,920	–	5,390,205	14,012	10,092,874	
Liabilities directly associated with assets classified as held for sale	與列為持作出售之資產直接相關之負債							1,857,996	
Unallocated corporate liabilities	未分攤之公司負債							10,778,985	
Consolidated total liabilities	綜合負債總額							22,729,855	
Additions to non-current assets (other than financial instruments and deferred tax assets)	非流動資產添置 (金融工具及遞延稅項資產除外)	219,801	16,451	933,700	–	–	–	38,927	



8. OPERATING SEGMENTS (Cont'd)

Other Material Items

For the year ended 31st December, 2015

		Reportable segments	Adjustments for unallocated items	Adjustments for realised fair value changes and related deferred tax	Adjustments for major non-cash items	Consolidated statement of comprehensive income
		可呈報分類	未分攤項目之調整	遞延稅項之調整	主要非現金項目之調整	綜合全面收益報表
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Interest income	利息收入	557,258	209,265	–	–	766,523
Finance costs	財務費用	(108,803)	(208,062)	–	–	(316,865)
Net income	收入淨額	448,455	1,203	–	–	449,658
Depreciation	折舊	–	(55,832)	–	–	(55,832)
Fair value changes on investment properties	投資物業之公平值變動	–	–	(4,860)	4,694,084	4,689,224
Share of results of associates	攤佔聯營公司業績	53,671	514,060	4,869	77,105	649,705
Income tax (expense) credit	所得稅(開支)撥回	–	(335,676)	(154,611)	13,892	(476,395)
Non-controlling interests	非控股權益	(9,658)	17,135	–	–	7,477

8. 營運分類 (續)

其他重大項目

截至二零一五年十二月三十一日止年度

9. OTHER INCOME

9. 其他收入

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Included in other income are:	其他收入包括：		
Building management fee income	樓宇管理費收入	80,252	159,989
Building management fee expenses	樓宇管理費開支	(60,359)	(141,678)
		19,893	18,311
Rental services income	租賃服務收入	21,275	26,137
Property management services, leasing administration services and property administration services income	物業管理服務、 租務行政服務及 物業行政服務收入	40,371	27,107
Asset management and maintenance services income	資產管理及保養服務收入	2,354	19,864
Advisory and consultancy services income	諮詢及顧問服務收入	306	2,330
Consultancy fee income	顧問費收入	225	237
Exchange gain, net	匯兌收益淨額	-	8,908
Reversal of impairment in respect of other receivable and interest thereon	撥回其他應收賬項之減值及 相關利息	3,494	7,318
Forfeiture of deposits received on sales of stock of properties	沒收銷售物業存貨按金	460	12

10. INVESTMENT INCOME, NET

10. 投資收入淨額

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Financial assets at fair value through profit or loss classified as held-for-trading:	通過損益以反映公平值被分類為持作買賣之金融資產：		
Unrealised gain arising on change in fair value	公平值變動而產生之未變現收益	-	24,159
Financial assets measured at fair value through profit or loss (2015: financial assets designated as at fair value through profit or loss):	通過損益以反映公平值計量之金融資產（二零一五年：指定為通過損益以反映公平值之金融資產）：		
Unrealised (loss) gain arising on change in fair value of bonds	債券之公平值變動而產生之未變現（虧損）收益	(126,183)	309,369
Realised gain (loss) arising on change in fair value of bonds	債券之公平值變動而產生之已變現收益（虧損）	139,965	(29,523)
– Change in fair value	– 公平值變動	2,999	(4,139)
– Exchange component of change	– 匯兌部分變動		
Net gain arising on change in fair value of bonds	債券之公平值變動而產生之收益淨額	16,781	275,707
Unrealised loss arising on change in fair value of club debentures	會籍債券之公平值變動而產生之未變現虧損	(269)	-
Loss on disposal of a club debenture	出售會籍債券之虧損	(53)	-
Impairment loss for an available-for-sale investment	待售投資減值虧損	-	(3,899)
Other investment income, net	其他投資收入淨額	15,520	14,992
Dividends income on:	股息收入來自：		
Listed investments	上市投資	192,335	34,242
Unlisted investments	非上市投資	50,502	32,400
Interest income	利息收入	2,763,833	762,415
		3,038,649	1,140,016

Interest income mainly included interest income from bonds of approximately HK\$923,556,000 (2015: HK\$521,683,000) and imputed interest income from deferred consideration receivables of approximately HK\$1,831,876,000 (2015: HK\$209,265,000).

利息收入之中主要包括債券利息收入約為923,556,000港元（二零一五年：521,683,000港元）及應收遞延代價所產生之名義利息收入約為1,831,876,000港元（二零一五年：209,265,000港元）。

11. FINANCE COSTS

11. 財務費用

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Interest on:	利息：		
Bank loans	銀行貸款	152,644	324,020
Other loans	其他貸款	77,347	17,304
Amount due to a non-controlling shareholder	欠負一間非控股股東款項	-	16,920
Total interest	利息總額	229,991	358,244
Exchange gain on translation of foreign currency loans, net	外幣貸款之匯兌收益淨額	(61,224)	(9,281)
Other finance costs	其他財務費用	10,251	36,157
		179,018	385,120
Less: Interest capitalised to stock of properties under development held for sale	減：撥充持作出售之發展中物業存貨資本化之利息	(2,513)	(284)
Interest capitalised to investment properties under construction	撥充興建中投資物業資本化之利息	-	(67,971)
		176,505	316,865

During the year ended 31st December, 2016, the Group has capitalised borrowing costs at a rate of 2.28% (2015: ranging from 2.23% to 6.76%) per annum amounting to approximately HK\$2,513,000 (2015: HK\$68,255,000) on qualifying assets.

於截至二零一六年十二月三十一日止年度，本集團已按年利率2.28厘（二零一五年：介乎2.23厘至6.76厘）計算撥充合資格資產資本化之借貸成本約2,513,000港元（二零一五年：68,255,000港元）。

12. OTHER GAINS AND LOSSES, NET

12. 其他收益及虧損淨額

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Included in other gains and losses, net are:	其他收益及虧損淨額包括：		
Gain on disposal of a subsidiary – Pioneer Time (note (i))	出售一間附屬公司之收益 – Pioneer Time (附註(i))	1,276,903	–
Gain on disposal of a subsidiary – Evergo Shanghai (note (ii))	出售一間附屬公司之收益 – 愛美高上海 (附註(ii))	721,294	–
Gain on disposals of subsidiaries – Windsor Group (note (iii))	出售附屬公司之收益 – Windsor集團 (附註(iii))	312,930	–
Write-down of stock of properties	物業存貨之減值	(128,457)	–
Impairment loss recognised in respect of interest in and advance to an associate, net	就一間聯營公司權益及墊付該聯營 公司款項確認之減值虧損淨額	(6,083)	–
Underprovision for rental guarantee (note (iv))	租金擔保撥備不足 (附註(iv))	(160)	(8)
Gain on disposals of subsidiaries – Chengdu Project (note (v))	出售附屬公司之收益 – 成都項目 (附註(v))	–	707,492
Gain on disposal of subsidiaries – One Group (note (vi))	出售附屬公司之收益 – One集團 (附註(vi))	–	212,332
Gain on disposal of a subsidiary – Chongqing Project (note (vii))	出售一間附屬公司之收益 – 重慶項目 (附註(vii))	–	118,421
Loss on disposals of subsidiaries – Silvercord Group (note (viii))	出售附屬公司之虧損 – 銀高集團 (附註(viii))	–	(97,235)

Notes:

- (i) Gain on disposal of a subsidiary arose from the disposal of the Group's entire issued share capital of Pioneer Time Investment Limited ("Pioneer Time"), an indirect wholly-owned subsidiary of the Company ("Pioneer Time Disposal") on 15th January, 2016. Pioneer Time held the property known as MassMutual Tower (now known as China Evergrande Centre) in Hong Kong. Details of the Pioneer Time Disposal are set out in Notes 36 and 42(a).
- (ii) Gain on disposal of a subsidiary arose from the disposal of the Group's entire issued share capital of Evergo Real Estate (Shanghai) Company Limited ("Evergo Shanghai"), an indirect wholly-owned subsidiary of the Company ("Evergo Shanghai Disposal") on 22nd June, 2016. Evergo Shanghai held the property known as Evergo Tower in Shanghai, the PRC. Details of the Evergo Shanghai Disposal are set out in Note 42(b).

附註：

- (i) 出售一間附屬公司之收益乃來自於二零一六年一月十五日出售本集團於Pioneer Time Investment Limited (「Pioneer Time」) (本公司之一間間接全資擁有附屬公司)之全部已發行股本(「Pioneer Time出售」)。Pioneer Time持有位於香港名為美國萬通大廈(現稱為中國恆大中心)之物業。Pioneer Time出售之詳情載列於附註36及42(a)。
- (ii) 出售一間附屬公司之收益乃來自於二零一六年六月二十二日出售本集團於愛美高房地產(上海)有限公司(「愛美高上海」) (本公司之一間間接全資擁有附屬公司)之全部已發行股本(「愛美高上海出售」)。愛美高上海持有位於中國上海名為愛美高大廈之物業。愛美高上海出售之詳情載列於附註42(b)。

12. OTHER GAINS AND LOSSES, NET (Cont'd)

Notes: (Cont'd)

- (iii) Gain on disposals of subsidiaries arose from the disposals of the Group's entire issued share capital of Keep Speed Company Limited ("Keep Speed") and Jumbo Grace Limited ("Jumbo Grace"), both are indirect wholly-owned subsidiaries of the Company, and Jumbo Grace's subsidiary (collectively "Windsor Group") ("Windsor Disposal") on 1st September, 2016. Windsor Group held the property known as Windsor House in Hong Kong. Details of the Windsor Disposal are set out in Note 42(c).
- (iv) The amount represented underprovision for rental guarantee provided to purchasers of certain shops or units of an investment property in Hong Kong ("Properties") ("Properties Purchasers") disposed of in prior years.
- (v) Gain on disposals of subsidiaries arose from the disposals of the Group's entire issued share capital of Lucky Benefit Limited ("Lucky Benefit") and Rising Sheen Limited ("Rising Sheen"), both are indirect wholly-owned subsidiaries of the Company, and their respective subsidiaries (collectively "Chengdu Project") ("Chengdu Project Disposal") on 30th July, 2015. Chengdu Project held property projects known as Splendid City, The Metropolis and Chinese Estates Plaza in Chengdu, the PRC, together with an investment in an exempted limited partnership registered under the Partnership Enterprise Law of the PRC. Details of the Chengdu Project Disposal are set out in Note 42(d).
- (vi) Gain on disposal of subsidiaries arose from the disposal of the Group's entire issued share capital of Asian East Limited ("Asian East"), an indirect wholly-owned subsidiary of the Company, and its subsidiaries (collectively "One Group") ("One Disposal") on 15th July, 2015. One Group held the property known as The ONE in Hong Kong. Details of the One Disposal are set out in Note 42(e).
- (vii) Gain on disposal of a subsidiary arose from the disposal of the Group's entire issued share capital of Million Castle Investments Limited ("Million Castle"), an indirect wholly-owned subsidiary of the Company ("Chongqing Project") ("Chongqing Project Disposal") on 27th October, 2015. Million Castle indirectly held 25% interests in a property project known as The Coronation in Chongqing, the PRC. Details of the Chongqing Project Disposal are set out in Note 42(f).
- (viii) Loss on disposals of subsidiaries arose from the disposals of the Group's entire issued share capital of Brass Ring Limited ("Brass Ring"), Union Leader Limited ("Union Leader") and Chinese Estates and Finance, Limited (now known as Silvercord Finance Limited) ("CE Finance"), all are indirect wholly-owned subsidiaries of the Company, and their respective subsidiaries (collectively "Silvercord Group") ("Silvercord Disposal") on 13th January, 2015. Silvercord Group held the property known as Silvercord in Hong Kong. Details of the Silvercord Disposal are set out in Note 42(g).

12. 其他收益及虧損淨額(續)

附註：(續)

- (iii) 出售附屬公司之收益乃來自於二零一六年九月一日出售本集團於Keep Speed Company Limited (「Keep Speed」)及Jumbo Grace Limited (「Jumbo Grace」) (彼等均為本公司之間接全資擁有附屬公司)之全部已發行股本及Jumbo Grace之附屬公司(統稱「Windsor集團」)(「皇室大廈出售」)。Windsor集團持有位於香港名為皇室大廈之物業。皇室大廈出售之詳情載列於附註42(c)。
- (iv) 款項乃指於過往年度為出售一項位於香港之投資物業之若干店舖或單位(「物業」)向買家(「物業買方」)所提供租金擔保之撥備不足。
- (v) 出售附屬公司之收益乃來自於二零一五年七月三十日出售本集團於Lucky Benefit Limited (「Lucky Benefit」)及升亮有限公司(「升亮」)(彼等均為本公司之間接全資擁有附屬公司)之全部已發行股本及彼等各自之附屬公司(統稱「成都項目」)(「成都項目出售」)。成都項目持有位於中國成都之物業項目，名為華置·西錦城·華置·都匯華庭及華置廣場以及一項按中國合夥企業法註冊之獲豁免有限合夥企業的投資。成都項目出售之詳情載列於附註42(d)。
- (vi) 出售附屬公司之收益乃來自於二零一五年七月十五日出售本集團於Asian East Limited (「Asian East」)(本公司之一間間接全資擁有附屬公司)之全部已發行股本及其附屬公司(統稱「One集團」)(「One出售」)。One集團持有位於香港名為The ONE之物業。One出售之詳情載列於附註42(e)。
- (vii) 出售一間附屬公司之收益乃來自於二零一五年十月二十七日出售本集團於Million Castle Investments Limited (「Million Castle」)(本公司之一間間接全資擁有附屬公司)之全部已發行股本(「重慶項目」)(「重慶項目出售」)。Million Castle間接持有一項位於中國重慶名為御龍天峰之物業項目之25%權益。重慶項目出售之詳情載列於附註42(f)。
- (viii) 出售附屬公司之虧損乃來自於二零一五年一月十三日出售本集團於Brass Ring Limited (「Brass Ring」)、Union Leader Limited (「Union Leader」)及中華財務有限公司(現稱為銀高財務有限公司)(「中華財務」)(彼等均為本公司之間接全資擁有附屬公司)之全部已發行股本及彼等各自之附屬公司(統稱「銀高集團」)(「銀高出售」)。銀高集團持有位於香港名為新港中心之物業。銀高出售之詳情載列於附註42(g)。

13. PROFIT FOR THE YEAR

13. 本年度溢利

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Profit for the year has been arrived at after (charging) crediting:	本年度溢利已(扣除)計入:		
Total staff costs:	僱員成本總額:		
Staff costs, including Directors' emoluments	僱員成本(包括董事酬金)	(185,798)	(256,098)
Retirement benefits scheme contributions, net of forfeited contributions of approximately HK\$297,000 (2015: HK\$794,000)	退休福利計劃供款, 扣除已沒收供款約297,000港元(二零一五年: 794,000港元)	(9,502)	(9,782)
		(195,300)	(265,880)
Auditors' remuneration:	核數師酬金:		
Auditors of the Company	本公司核數師		
– Current year	– 本年度	(2,306)	(2,429)
Other auditors	其他核數師		
– Current year	– 本年度	(581)	(429)
– Underprovision in prior years	– 過往年度撥備不足	(150)	(118)
Depreciation	折舊	(10,304)	(55,832)
Exchange loss, net	匯兌虧損淨額	(25,493)	–
Cost of trading properties recognised	買賣物業成本確認	(1,296,535)	(71,132)
Cost of cosmetic products recognised	化妝品成本確認	(3,717)	(3,479)
Cost of inventories for hotel recognised	酒店存貨成本確認	–	(5,389)
Share of tax of associates (included in share of results of associates)	攤佔聯營公司稅項(已計入攤佔聯營公司業績)	(11,070)	(82,440)
Gross proceeds on disposal of investments held-for-trading	出售持作買賣之投資之所得款項總額	608,587	720,079
Carrying amount on investments held-for-trading disposed of	出售持作買賣之投資之賬面值	(644,717)	(721,451)
Transaction costs on investments held-for-trading disposed of	出售持作買賣之投資之交易成本	(1,304)	(1,043)
Net loss on disposal of investments held-for-trading included in revenue	計入收入內之出售持作買賣之投資虧損淨額	(37,434)	(2,415)
Gross rental income from investment properties	投資物業租金收入總額	823,856	1,325,875
Less: Direct operating expenses from investment properties that generated rental income during the year	減: 本年度產生租金收入之投資物業直接經營開支	(42,112)	(81,303)
Direct operating expenses from investment properties that did not generate rental income during the year	本年度並無產生租金收入之投資物業直接經營開支	(4,357)	(12,344)
		777,387	1,232,228

14. INCOME TAX EXPENSE

14. 所得稅開支

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
The charge comprises:	支出包括：		
Current tax:	當期稅項：		
Hong Kong Profits Tax	香港利得稅	325,491	112,077
Other than Hong Kong	香港以外地區	178,395	218,050
		503,886	330,127
Underprovision (overprovision) in prior years:	過往年度撥備不足(超額撥備)：		
Hong Kong Profits Tax	香港利得稅	(700)	399
Other than Hong Kong	香港以外地區	28,212	(16,482)
		27,512	(16,083)
Deferred tax:	遞延稅項：		
Current year charge	本年度支出	33,568	162,351
		564,966	476,395

Hong Kong Profits Tax is calculated at 16.5% (2015: 16.5%) on the estimated assessable profits for the year. The PRC Enterprise Income Tax for the PRC subsidiaries are calculated at the PRC Enterprise Income Tax rate of 25% (2015: 25%). Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

During the year ended 31st December, 2016, included in the deferred tax charge for the year was an amount of approximately HK\$44,000 in respect of Pioneer Time (2015: HK\$99,000 in respect of the Silvercord Group) where the relevant deferred tax liabilities have been presented as liabilities directly associated with assets classified as held for sale.

香港利得稅乃根據本年度之估計應課稅溢利按稅率16.5% (二零一五年：16.5%) 計算。中國附屬公司之中國企業所得稅乃按中國企業所得稅率25% (二零一五年：25%) 計算。其他司法權區產生之稅項乃按有關司法權區之現行稅率計算。

於截至二零一六年十二月三十一日止年度之遞延稅項支出包括有關Pioneer Time之金額約44,000港元 (二零一五年：有關銀高集團之金額約99,000港元)；其相關之遞延稅項負債已呈列於與列為持作出售之資產直接相關之負債。



14. INCOME TAX EXPENSE (Cont'd)

14. 所得稅開支 (續)

The income tax charge for the year can be reconciled to the profit before tax per the consolidated statement of comprehensive income as follows:

本年度之所得稅支出與綜合全面收益報表之除稅前溢利對賬如下：

		2016		2015	
		HK\$'000 千港元	%	HK\$'000 千港元	%
Profit before tax	除稅前溢利	7,258,155		8,196,126	
Tax at the Hong Kong Profits Tax rate of 16.5% (2015: 16.5%)	按香港利得稅稅率16.5% (二零一五年: 16.5%) 計算之稅項	1,197,596	16.5	1,352,361	16.5
Tax effect of share of results of associates	攤佔聯營公司業績之 稅務影響	(26,595)	(0.4)	(107,201)	(1.3)
Tax effect of income not taxable for tax purposes	就稅務而言無須課稅收入之 稅務影響	(627,090)	(8.6)	(947,194)	(11.6)
Tax effect of expenses not deductible for tax purposes	就稅務而言不可扣減開支之 稅務影響	24,676	0.3	263,732	3.2
Tax effect on accelerated accounting depreciation over tax depreciation previously over provided	過往超額撥備之加速會計折舊 超過稅務折舊之稅務影響	14,469	0.2	577	-
Utilisation of tax losses previously not recognised	運用先前未確認之 稅務虧損	(32,567)	(0.4)	(39,708)	(0.5)
Tax effect of tax losses not recognised	未確認之稅務虧損之稅務影響	86,537	1.2	46,500	0.6
Underprovision (overprovision) in prior years	過往年度撥備不足(超額撥備)	27,512	0.4	(16,083)	(0.2)
Effect of different tax rates of subsidiaries operating in other jurisdictions	在其他司法權區經營之 附屬公司適用之 不同稅率之影響	(99,572)	(1.4)	(76,589)	(0.9)
Tax charge for the year	本年度稅項支出	564,966	7.8	476,395	5.8

15. DIRECTORS' EMOLUMENTS

Fees and other emoluments paid or payable to each of the eight (2015: nine) Directors were as follows:

15. 董事酬金

已付或應付予八名董事（二零一五年：九名）各自之袍金及其他酬金如下：

	2016				2015				
	Fee	Salaries and other emoluments	Retirement benefit contributions	Total	Fee	Salaries and other emoluments	Retirement benefit contributions	Total	
	袍金	薪金及其他酬金	退休福利計劃供款	總額	袍金	薪金及其他酬金	退休福利計劃供款	總額	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
Mr. Lau, Ming-wai (note (i))	劉鳴煒先生 (附註(i))	300	-	-	300	50	14,152	15	14,217
Ms. Chan, Sze-wan (note (ii))	陳詩韻女士 (附註(ii))	-	1,334	108	1,442	-	817	67	884
Ms. Chan, Lok-wan (note (iii))	陳諾韻女士 (附註(iii))	-	545	35	580	-	139	11	150
Mr. Lam, Kwong-wai	林光蔚先生	-	2,337	202	2,539	-	2,190	189	2,379
Ms. Amy Lau, Yuk-wai	劉玉慧女士	240	-	-	240	240	-	-	240
Mr. Chan, Kwok-wai	陳國偉先生	300	-	-	300	300	-	-	300
Ms. Phillis Loh, Lai-ping	羅麗萍女士	300	-	-	300	300	-	-	300
Mr. Ma, Tsz-chun	馬時俊先生	300	-	-	300	300	-	-	300
Ms. Lui, Lai-kwan (note (iv))	呂麗君女士 (附註(iv))	-	-	-	-	-	193	6	199
		1,440	4,216	345	6,001	1,190	17,491	288	18,969

Notes:

- (i) Mr. Lau, Ming-wai resigned as chief executive officer of the Company and was re-designated from executive Director to non-executive Director with effect from 1st November, 2015.
- (ii) Ms. Chan, Sze-wan was appointed as chief executive officer of the Company with effect from 1st November, 2015.
- (iii) Ms. Chan, Lok-wan was appointed as executive Director with effect from 27th July, 2015.
- (iv) Ms. Lui, Lai-kwan resigned as executive Director with effect from 27th April, 2015.

No Directors waived any emoluments for the years ended 31st December, 2016 and 2015.

Details of material interests of the Directors in transactions, arrangements or contracts entered into by subsidiaries of the Company are disclosed in the section headed "Directors' Report" of this annual report.

附註：

- (i) 劉鳴煒先生於二零一五年十一月一日起辭任本公司之行政總裁職務並由執行董事調任為非執行董事。
- (ii) 陳詩韻女士自二零一五年十一月一日起獲委任為本公司之行政總裁。
- (iii) 陳諾韻女士自二零一五年七月二十七日起獲委任為執行董事。
- (iv) 呂麗君女士自二零一五年四月二十七日起辭任執行董事。

董事概無於截至二零一六年及二零一五年十二月三十一日止年度內放棄收取任何酬金。

與本公司之附屬公司訂立交易、安排或合同之董事的重大利益之詳情載於本年報之「董事會報告書」一節內。



16. EMPLOYEES' EMOLUMENTS

(a) Five highest paid individuals

Of the five individuals with the highest emoluments in the Group, one (2015: one) was a Director, details of his emoluments was included in Note 15. The emoluments of the remaining four (2015: four) individuals were as follows:

Salaries and other benefits	薪金及其他福利
Retirement benefit scheme contributions	退休福利計劃供款

The emoluments of the four (2015: four) individuals were within the following bands:

HK\$2,000,001 – HK\$2,500,000	2,000,001港元–2,500,000港元
HK\$2,500,001 – HK\$3,000,000	2,500,001港元–3,000,000港元
HK\$3,000,001 – HK\$3,500,000	3,000,001港元–3,500,000港元

During the years ended 31st December, 2016 and 2015, no emoluments were paid by the Group to the five highest paid individuals, or Directors, as an inducement to join or upon joining the Group or as compensation for loss of office.

16. 僱員酬金

(a) 五名最高薪酬人士

本集團五名最高酬金人士中，一名（二零一五年：一名）為董事，彼之酬金詳情已載於附註15。其餘四名（二零一五年：四名）個別人士之酬金如下：

2016 HK\$'000 千港元	2015 HK\$'000 千港元
9,039	11,153
580	446
9,619	11,599

該四名（二零一五年：四名）個別人士之酬金幅度如下：

Number of employees 僱員人數	
2016	2015
3	1
–	1
1	2

於截至二零一六年及二零一五年十二月三十一日止年度內，本集團概無為吸引加入本集團或於加入本集團時或作為離職補償而向該五名最高薪酬人士或董事支付任何酬金。

16. EMPLOYEES' EMOLUMENTS (Cont'd)

(b) Emoluments of senior management

Other than the two (2015: one) senior management whose emoluments have been disclosed in the five highest paid individuals (Note 16(a)), the emolument(s) of the remaining senior management whose profiles are included in the section headed "Profiles of Senior Executives" of this annual report, were within the following bands:

HK\$1,500,001 – HK\$2,000,000	1,500,001港元 – 2,000,000港元
HK\$2,000,001 – HK\$2,500,000	2,000,001港元 – 2,500,000港元

16. 僱員酬金 (續)

(b) 高級管理層之酬金

除載列於五名最高薪酬人士(附註16(a))之兩名(二零一五年:一名)高級管理層之酬金外,載於本年報「高級行政人員簡介」一節內的剩餘高級管理層之酬金幅度如下:

Number of employees
僱員人數

2016	2015
1	1
-	1

17. DIVIDENDS

- (a) Final dividend for 2015 paid on 6th June, 2016 of HK1 cent (2014: HK1 cent) per share
- (b) Interim dividend for 2016 paid on 23rd September, 2016 of HK1 cent (2015: HK30 cents) per share
- (c) Conditional special interim dividend declared on 21st December, 2015 and paid on 20th January, 2016 of HK\$2 per share
- (d) Special interim dividend paid on 11th August, 2016 of HK\$2.1 per share
- (e) Special interim dividend paid on 1st September, 2016 of HK\$3.23 per share
- (f) Special interim dividend declared on 16th December, 2014 and paid on 13th January, 2015 of HK\$4 per share
- (g) Special interim dividend paid on 15th July, 2015 of HK\$2.6 per share
- (h) Special interim dividend paid on 14th September, 2015 of HK\$1.2 per share

Total dividends paid

17. 股息

- (a) 於二零一六年六月六日已派付之二零一五年末期股息每股1港仙(二零一四年:1港仙)
- (b) 於二零一六年九月二十三日已派付之二零一六年中期股息每股1港仙(二零一五年:30港仙)
- (c) 於二零一五年十二月二十一日宣派並於二零一六年一月二十日已派付之附有條件之特別中期股息每股2港元
- (d) 於二零一六年八月十一日已派付之特別中期股息每股2.1港元
- (e) 於二零一六年九月一日已派付之特別中期股息每股3.23港元
- (f) 於二零一四年十二月十六日宣派並於二零一五年一月十三日已派付之特別中期股息每股4港元
- (g) 於二零一五年七月十五日已派付之特別中期股息每股2.6港元
- (h) 於二零一五年九月十四日已派付之特別中期股息每股1.2港元

已派付股息總額

2016 HK\$'000 千港元	2015 HK\$'000 千港元
19,076	19,076
19,076	572,286
3,815,238	-
4,006,000	-
6,161,610	-
-	7,630,476
-	4,959,810
-	2,289,143
14,021,000	15,470,791



17. DIVIDENDS (Cont'd)

On 16th January, 2017, the board of Directors has declared special interim dividends of HK\$2 in aggregate per share which were paid on 10th February, 2017.

Final dividend for the year ended 31st December, 2016 of HK1 cent (2015: HK1 cent) per share has been proposed by the board of Directors and is subject to shareholders' approval at the forthcoming annual general meeting of the Company.

17. 股息 (續)

於二零一七年一月十六日，董事會宣派特別中期股息每股合共2港元，並已於二零一七年二月十日派付。

董事會建議宣派截至二零一六年十二月三十一日止年度之末期股息每股1港仙（二零一五年：1港仙），有待股東於本公司之應屆股東週年大會上批准。

18. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to owners of the Company is based on the following data:

18. 每股盈利

本公司擁有人應佔之每股基本及攤薄盈利乃根據以下數據計算：

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Earnings:	盈利：		
Earnings for the purposes of basic and diluted earnings per share	計算每股基本及攤薄盈利之盈利		
Profit for the year attributable to owners of the Company	本公司擁有人應佔本年度之溢利	6,360,312	7,727,208
		Number of shares	
		股份數目	
Number of shares:	股份數目：		
Weighted average number of ordinary shares for the purposes of basic and diluted earnings per share	計算每股基本及攤薄盈利之普通股加權平均數	1,907,619,079	1,907,619,079

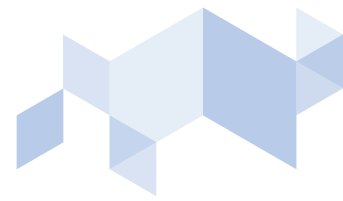
Diluted earnings per share for the years ended 31st December, 2016 and 2015 were the same as the basic earnings per share as there were no diluting events during both years.

截至二零一六年及二零一五年十二月三十一日止年度，由於並無攤薄事項，故上述兩個年度之每股攤薄盈利與每股基本盈利相同。

19. INVESTMENT PROPERTIES

19. 投資物業

		Fair value 公平值		Cost 成本		Total 總額 HK\$'000 千港元
		Completed properties 落成物業 HK\$'000 千港元	Properties under construction 興建中物業 HK\$'000 千港元	Properties under construction 興建中物業 HK\$'000 千港元		
At 1st January, 2015	於二零一五年一月一日	34,739,240	633,000	4,156,683		39,528,923
Additions	添置	19,203	-	-		19,203
Construction costs incurred	產生之建築成本	-	95,570	124,231		219,801
Transfer to stock of properties	轉撥至物業存貨	-	(958,000)	-		(958,000)
Transfer from properties under construction at cost to completed properties at fair value	從按成本之興建中物業轉撥至按公平值之落成物業	840,901	-	(840,901)		-
Transfer to assets classified as held for sale (Note 36)	轉撥至列為持作出售之資產(附註36)	(8,657,600)	-	-		(8,657,600)
Exchange adjustments	匯兌調整	(218,246)	-	(4,410)		(222,656)
(Decrease) increase in fair value recognised in the consolidated statement of comprehensive income	於綜合全面收益報表確認之公平值(減少)增加					
- realised	- 已變現	(4,860)	-	-		(4,860)
- unrealised	- 未變現	4,464,654	229,430	-		4,694,084
Disposals of subsidiaries (Note 42 (d), (e))	出售附屬公司(附註42(d)·(e))	(9,171,029)	-	(3,435,603)		(12,606,632)
Disposal	出售	(71,000)	-	-		(71,000)
At 31st December, 2015	於二零一五年十二月三十一日	21,941,263	-	-		21,941,263
Additions	添置	3,584,031	-	-		3,584,031
Exchange adjustments	匯兌調整	(1,257,166)	-	-		(1,257,166)
(Decrease) increase in fair value recognised in the consolidated statement of comprehensive income	於綜合全面收益報表確認之公平值(減少)增加					
- realised	- 已變現	(415,763)	-	-		(415,763)
- unrealised	- 未變現	554,979	-	-		554,979
Disposals of subsidiaries (Note 42(b), (c))	出售附屬公司(附註42(b)·(c))	(11,520,091)	-	-		(11,520,091)
Carrying amounts	賬面值					
At 31st December, 2016	於二零一六年十二月三十一日	12,887,253	-	-		12,887,253



19. INVESTMENT PROPERTIES (Cont'd)

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes (including those classified as held for sale) are measured using the fair value model and are classified and accounted for as investment properties.

Property valuations as at 31st December, 2016 were carried out by B.I. Appraisals Limited ("B.I. Appraisals") (2015: B.I. Appraisals and Vigers Appraisal and Consulting Limited), independent qualified professional valuer, in respect of the Group's investment properties in Hong Kong and Mainland China. For the investment properties in the United Kingdom, the valuations as at 31st December, 2016 and 2015 were carried out by Peak Vision Appraisals Limited ("Peak Vision Appraisals"), another independent qualified professional valuer. The valuers have recent relevant experience in the valuation of similar properties in the relevant locations.

At the end of the reporting period, the management of the Group discussed with the independent qualified professional valuers about the appropriate valuation techniques and key inputs for Level 3 fair value measurements.

The valuation reports for the investment properties as at 31st December, 2016 are signed by the respective director of B.I. Appraisals and Peak Vision Appraisals, who are members of The Hong Kong Institute of Surveyors and/or The Royal Institution of Chartered Surveyors. The valuations were performed in accordance with "The HKIS Valuation Standards 2012 Edition" published by The Hong Kong Institute of Surveyors and/or "The RICS Valuation – Professional Standards January 2014" published by The Royal Institution of Chartered Surveyors.

19. 投資物業 (續)

本集團所有持有營業租約以賺取租金或資本增值之物業權益(包括列為持作出售之物業)乃採用公平值模式計量,並分類及列作投資物業入賬。

於二零一六年十二月三十一日,本集團位於香港及中國大陸之投資物業由獨立合資格專業估值師保柏國際評估有限公司(「保柏國際評估」)(二零一五年:保柏國際評估及威格斯資產評估顧問有限公司)進行物業估值。至於位於英國之投資物業,由另一獨立合資格專業估值師漂鋒評估有限公司(「漂鋒評估」)於二零一六年及二零一五年十二月三十一日進行估值。估值師近期亦有評估相關地點同類物業之經驗。

於報告期末,本集團之管理層與獨立合資格專業估值師討論有關適合第三級公平值計量之估值技術及主要數據。

於二零一六年十二月三十一日,投資物業之估值報告由保柏國際評估及漂鋒評估各自之董事(彼為香港測量師學會會員及/或皇家特許測量師學會會員)簽署。該等估值乃遵守香港測量師學會所頒布之「香港測量師學會評估準則二零一二年版本」及/或皇家特許測量師學會所頒布之「RICS估值—專業標準(二零一四年一月)」進行。

19. INVESTMENT PROPERTIES (Cont'd)

The fair value of each investment property is individually determined at the end of each reporting period based on its market value and by adopting investment method, and/or direct comparison method, as appropriate. The investment method relying on the capitalisation of rental income is based upon estimates of future results and a set of assumptions specific to each property to reflect its tenancy status. The fair value of each investment property reflects, among other things, rental income from current term leases, term yield rate, assumptions about rental income from future reversion leases in light of current market conditions, the assumed occupancy rate and reversionary yield rate. Judgment by the valuers is required to determine the principal valuation factors, including term yield rate and reversionary yield rate. Such yield rates were adopted after considering the investment sentiments and market expectations of properties of similar nature. Direct comparison method assumes each of these properties is capable of being sold in its existing state with the benefit of vacant possession and by making reference to comparable sales evidence as available in the relevant markets.

For the Group's investment properties under construction at fair value, their fair values were determined by direct comparison method by making reference to comparable transactions as available in the relevant markets. It had also taken into account the construction costs that would be expended to complete the developments to reflect the development potential of the properties and the quality of the completed developments. The key assumptions included present value of completed properties, period of development, outstanding construction costs, finance costs, other professional costs, risk associated with completing the projects and generating income after completion and investors' return as a percentage of value or cost.

For the Group's investment properties under construction at cost, when their fair values were not reliably measurable, they were measured at cost, less any impairment loss, until the earlier of the date of construction is completed and the date at which fair value become reliably measurable.

19. 投資物業 (續)

每項投資物業之公平值於各報告期末根據其市值，並採納投資法及／或直接比較法（按適用情況而定）而個別釐定。投資法乃依據資本化租金收入，並以對各項物業未來業績之估計及一系列特定假設為依據，以反映其租賃狀況。每項投資物業之公平值反映（其中包括）現有租約期限之租金收入、租約期限之回報率、基於現時市況對未來復歸租約所得租金收入之假設、假設出租率及復歸回報率。於釐定主要估值因素（包括租約期限之回報率及復歸回報率）時須由估值師作出判斷。有關回報率於採納時已考慮投資氣氛及市場對類似性質物業之預期。直接比較法假設該等物業各自可以現況交吉出售及參照相關市場上可供比較之銷售證據。

就本集團按公平值之興建中投資物業而言，其公平值乃參照相關市場上可供比較之交易以直接比較法釐定。公平值亦已計及為完成發展項目將支銷之建築成本，以反映物業之發展潛力及發展項目落成後之質量。關鍵假設包括落成物業之現值、發展期、未付建築成本、財務費用、其他專業費用、與完成項目相關之風險，以及落成後所得收入與投資者回報佔估值或成本之百分比。

就本集團按成本之興建中投資物業而言，當其公平值無法可靠地釐定時，則按成本減任何減值虧損計量，直至完成興建之日或公平值能夠可靠地釐定之日（以較早者為準）為止。

19. INVESTMENT PROPERTIES (Cont'd)

The following tables analysed the investment properties which are measured at fair value at the end of the reporting period into the three-level hierarchy as defined in HKFRS 13 "Fair Value Measurement" which is further elaborated in Note 3.

Recurring fair value measurements:

Completed properties 落成物業

Recurring fair value measurements:

Completed properties (note) 落成物業(附註)

Note: As at 31st December, 2015, included those classified as held for sale of approximately HK\$8,657,600,000 which were categorised as Level 3 fair value measurement.

Certain investment properties located in Hong Kong and Mainland China categorised as Level 2 fair value measurement are determined using direct comparison method with reference to the recent selling prices of comparable properties on a price per square foot basis which are adjusted to reflect the conditions and locations of the related properties.

19. 投資物業(續)

下表為於報告期末以公平值計量之投資物業之三級分級制(定義見香港財務報告準則第13號「公平值計量」)分析及於附註3作進一步詳述。

At 31st December, 2016			
於二零一六年十二月三十一日			
Fair value	Level 1	Level 2	Level 3
公平值	第一級	第二級	第三級
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元
12,887,253	-	1,614,019	11,273,234

At 31st December, 2015			
於二零一五年十二月三十一日			
Fair value	Level 1	Level 2	Level 3
公平值	第一級	第二級	第三級
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元
30,598,863	-	2,016,554	28,582,309

附註：於二零一五年十二月三十一日，包括分類為第三級公平值計量約8,657,600,000港元之列為持作出售之物業。

分類為第二級公平值計量之若干位於香港及中國大陸之投資物業以直接比較法釐定，參考可供比較物業之最近每平方呎售價，而售價為經調整以反映有關物業之狀況及位置。

19. INVESTMENT PROPERTIES (Cont'd)

Details of valuation techniques used and key inputs to valuation on investment properties which are categorised as Level 3 fair value measurement at the end of the reporting period are as follows:

19. 投資物業 (續)

於報告期末分類為第三級公平值計量之投資物業之估值所使用之技術及主要數據之詳情如下：

	Fair value 公平值		Valuation techniques 估值技術	Significant unobservable inputs 重大非可觀察數據	Range 範圍
	2016 HK\$'000 千港元	2015 HK\$'000 千港元			
Properties held for investment in Hong Kong 位於香港之持作投資物業	4,340,110	23,156,440	Combination of direct comparison method and investment method 直接比較法及投資法之合併	(1) Reversionary yield; and 復歸回報率；及 (2) Market rent per square foot 每平方呎之市場租金	3.50% to 5.00% (2015: 2.25% to 5.00%) 3.50厘至5.00厘 (二零一五年：2.25厘至5.00厘)
Properties held for investment in the United Kingdom 位於英國之持作投資物業	6,585,962	4,037,118	Combination of direct comparison method and investment method 直接比較法及投資法之合併	(1) Reversionary yield; and 復歸回報率；及 (2) Market rent per square foot 每平方呎之市場租金	2.88% to 4.75% (2015: 4.50% to 4.75%) 2.88厘至4.75厘 (二零一五年：4.50厘至4.75厘)
Properties held for investment in Mainland China 位於中國大陸之持作投資物業	347,162	1,388,751	Combination of direct comparison method and investment method 直接比較法及投資法之合併	(1) Reversionary yield; and 復歸回報率；及 (2) Market rent per square foot 每平方呎之市場租金	8.50% (2015: 7.50% to 9.00%) 8.50厘 (二零一五年：7.50厘至9.00厘)
Total 總額	11,273,234	28,582,309			

Reversionary yield is the rate taking into account the capitalisation of potential rental income, nature of the property and prevailing market condition. Market rent per square foot is the market rent taking into account the direct comparable market transactions to the related properties.

The fair value measurements are negatively correlated to the reversionary yield, while positively correlated to the market rent per square foot.

復歸回報率乃計及潛在租金收入資本化、物業性質及當時市況得出之比率。每平方呎之市場租金乃計及相關物業之市場可供直接比較交易得出之市場租金。

公平值計量與復歸回報率成反比，而與每平方呎之市場租金則成正比。

19. INVESTMENT PROPERTIES (Cont'd)

Movements of investment properties which are categorised as Level 3 fair value measurement during the year are as follows:

At 1st January	於一月一日	
Additions	添置	
Construction costs incurred	產生之建築成本	
Transfer to stock of properties	轉撥至物業存貨	
Transfer from properties under construction at cost to completed properties at fair value	從按成本之興建中物業轉撥至按公平值之落成物業	
Exchange adjustments	匯兌調整	
(Decrease) increase in fair value recognised in the consolidated statement of comprehensive income	於綜合全面收益報表確認之公平值(減少)增加	
– realised	– 已變現	
– unrealised	– 未變現	
Disposals of subsidiaries	出售附屬公司	
Disposal	出售	
Carrying amounts	賬面值	
At 31st December	於十二月三十一日	

There were no transfers into or out of Level 3 fair value measurement during the years ended 31st December, 2016 and 2015 and no change in valuation techniques used in prior years. In estimating the fair value of the properties, their current use equates to the highest and best use of the properties.

19. 投資物業 (續)

分類為第三級公平值計量之投資物業於年內之變動如下：

2016	2015
HK\$'000	HK\$'000
千港元	千港元
28,582,309	42,493,864
3,580,849	14,391
–	95,570
–	(958,000)
–	840,901
(1,255,669)	(216,645)
(415,763)	(4,860)
959,199	4,947,397
(20,177,691)	(18,559,309)
–	(71,000)
11,273,234	28,582,309

於截至二零一六年及二零一五年十二月三十一日止年度內，第三級公平值計量之投資物業並無轉入或轉出，而所用之估值技術與往年所用的亦無轉變。就估計物業之公平值，物業之當前用途等同其最高及最佳用途。

20. PROPERTY, PLANT AND EQUIPMENT

20. 物業、廠房及設備

		Leasehold land	Buildings	Hotel land and buildings	Furniture, fixtures and equipment	Yachts and motor vehicles	Total
		租賃土地	樓宇	酒店土地 及樓宇	傢俬、 裝置及設備	遊艇及汽車	總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Cost	成本						
At 1st January, 2015	於二零一五年一月一日	487,158	144,213	950,924	254,721	116,234	1,953,250
Additions	添置	-	-	33,859	10,198	5,101	49,158
Transfer to assets classified as held for sale (Note 36)	轉撥至列為持作出售之資產 (附註36)	(445,430)	(98,970)	-	(120)	-	(544,520)
Disposals of subsidiaries (Note 42(d), (e))	出售附屬公司(附註42(d)·(e))	(12,655)	(40,127)	(983,521)	(207,801)	(5,433)	(1,249,537)
Disposals/written off	出售/撤銷	-	-	-	(6,577)	(4,826)	(11,403)
Exchange adjustments	匯兌調整	(1,629)	(333)	(1,262)	(370)	(280)	(3,874)
At 31st December, 2015	於二零一五年十二月三十一日	27,444	4,783	-	50,051	110,796	193,074
Additions	添置	-	-	-	4,319	4,124	8,443
Disposals of subsidiaries (Note 42(b), (c))	出售附屬公司(附註42(b)·(c))	-	-	-	(5,170)	(792)	(5,962)
Disposals/written off	出售/撤銷	-	-	-	(2,011)	(6,405)	(8,416)
Exchange adjustments	匯兌調整	(1,476)	(258)	-	(29)	(189)	(1,952)
At 31st December, 2016	於二零一六年十二月三十一日	25,968	4,525	-	47,160	107,534	185,187
Depreciation	折舊						
At 1st January, 2015	於二零一五年一月一日	11,095	25,917	2,251	52,088	93,572	184,923
Charge for the year	本年度折舊	1,686	2,906	16,279	24,756	10,205	55,832
Transfer to assets classified as held for sale (Note 36)	轉撥至列為持作出售之資產 (附註36)	(11,493)	(27,416)	-	(26)	-	(38,935)
Elimination upon disposals of subsidiaries (Note 42(d), (e))	出售附屬公司時對銷 (附註42(d)·(e))	(424)	(1,210)	(18,530)	(28,399)	(923)	(49,486)
Elimination upon disposals/written off	出售/撤銷時對銷	-	-	-	(4,741)	(4,808)	(9,549)
Exchange adjustments	匯兌調整	(42)	(9)	-	40	(240)	(251)
At 31st December, 2015	於二零一五年十二月三十一日	822	188	-	43,718	97,806	142,534
Charge for the year	本年度折舊	489	107	-	2,714	6,994	10,304
Elimination upon disposals of subsidiaries (Note 42(b), (c))	出售附屬公司時對銷 (附註42(b)·(c))	-	-	-	(4,048)	(635)	(4,683)
Elimination upon disposals/written off	出售/撤銷時對銷	-	-	-	(1,721)	(6,405)	(8,126)
Exchange adjustments	匯兌調整	(67)	(16)	-	(19)	(170)	(272)
At 31st December, 2016	於二零一六年十二月三十一日	1,244	279	-	40,644	97,590	139,757
Carrying amounts	賬面值						
At 31st December, 2016	於二零一六年十二月三十一日	24,724	4,246	-	6,516	9,944	45,430
At 31st December, 2015	於二零一五年十二月三十一日	26,622	4,595	-	6,333	12,990	50,540



21. INTANGIBLE ASSETS

21. 無形資產

		Trading and exchange rights	Trademark	Total
		買賣及貿易權	商標	總額
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Cost	成本			
At 1st January, 2015,	於二零一五年一月一日、			
31st December, 2015 and	二零一五年十二月三十一日及			
31st December, 2016	二零一六年十二月三十一日	2,705	14,300	17,005
Amortisation and impairment	攤銷及減值			
At 1st January, 2015,	於二零一五年一月一日、			
31st December, 2015 and	二零一五年十二月三十一日及			
31st December, 2016	二零一六年十二月三十一日	2,705	14,300	17,005
Carrying amounts	賬面值			
At 31st December, 2016	於二零一六年十二月三十一日	-	-	-
At 31st December, 2015	於二零一五年十二月三十一日	-	-	-

The above intangible assets have definite useful lives. Such intangible assets are amortised on a straight-line basis over five years.

上述無形資產具有既定使用年期，並以直線法按五年攤銷。

22. GOODWILL

22. 商譽

		HK\$'000
		千港元
Cost	成本	
At 1st January, 2015, 31st December, 2015	於二零一五年一月一日、	
and 31st December, 2016	二零一五年十二月三十一日及	
	二零一六年十二月三十一日	370,686
Impairment	減值	
At 1st January, 2015, 31st December, 2015	於二零一五年一月一日、	
and 31st December, 2016	二零一五年十二月三十一日及	
	二零一六年十二月三十一日	47,748
Carrying amounts	賬面值	
At 31st December, 2016	於二零一六年十二月三十一日	322,938
At 31st December, 2015	於二零一五年十二月三十一日	322,938

22. GOODWILL (Cont'd)

Impairment testing of goodwill

For the purpose of impairment testing, goodwill acquired through certain business combinations has been allocated to the Group's CGUs, which in all cases were determined to be investment properties owned by subsidiaries. The carrying amount of goodwill (net of accumulated impairment losses) was allocated to CGUs with the following places of operation:

United Kingdom	英國
Hong Kong	香港

The recoverable amount for the CGU operated in the United Kingdom has been determined based on value-in-use calculation using five-year cash flow projections approved by the Directors. The pre-tax discount rate of approximately 5.44% (2015: 7.74%) per annum for the United Kingdom property business was applied to the cash flow projection when assessing the recoverability of the CGU containing goodwill. Full impairment for goodwill of the other businesses in Hong Kong was recognised in prior years.

There are a number of assumptions and estimates involved for the preparation of the cash flow projections. Key assumptions included gross margin and discount rates which are determined by the Directors based on past performance and its expectation for market development. The values assigned to key assumptions are based on historical experience, current market condition, approved forecasts and consistent with external information sources. Gross margin is budgeted gross margin. The discount rates used were determined with reference to weighted average cost of capital of similar companies in the industry reflected specific risks relating to the industry. The Directors believe that any reasonable possible change in any of these assumptions would not cause the aggregate carrying amounts of the CGUs to exceed their respective aggregate recoverable amount. During the years ended 31st December, 2016 and 2015, the Directors determined that there was no impairment of the goodwill.

22. 商譽 (續)

商譽減值測試

為進行減值測試，就若干業務合併產生之商譽已分配至本集團之現金產生單位，彼等全釐定為集團附屬公司所擁有之投資物業。商譽賬面值（扣除累積減值虧損）分配至以下經營地點之現金產生單位：

2016 HK\$'000 千港元	2015 HK\$'000 千港元
322,938	322,938
-	-
322,938	322,938

於英國經營之現金產生單位之商譽之可收回金額乃根據董事批准之五年現金流量預測，並參考使用價值計算法釐定。當評估含商譽之現金產生單位之可收回程度時，應用於現金流量預測，英國物業業務以稅前年貼現率約5.44厘（二零一五年：7.74厘）計算。就於香港其他業務之商譽所作之全面減值虧損已於過往年度確認。

編製現金流量預測涉及多項假設及估計。主要假設包括由董事根據過往表現及其對市場發展預測釐定之毛利及貼現率。主要假設所用價值以過往經驗、當前市況及經批准預測為依據，並符合外部資料來源。毛利率乃預算毛利率，而所採用之貼現率乃參照業內同類公司之加權平均資本成本釐定，並反映與行業相關之特定風險。董事相信，任何該等假設可能合理出現之任何變動不會導致現金產生單位賬面值總額超出現金產生單位之有關可收回金額總額。於截至二零一六年及二零一五年十二月三十一日止年度內，董事評定商譽並無減值虧損。



23. INTERESTS IN ASSOCIATES

23. 聯營公司權益

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Cost of investment in associates:	投資聯營公司成本：		
– Unlisted	– 非上市	1,204,736	1,204,413
Share of post-acquisition profits and other comprehensive income, net of dividends received	攤佔收購後溢利及其他全面收益扣除已收股息	750,384	2,566,063
		1,955,120	3,770,476

The Company provided corporate guarantee to secure bank loans granted to its associates in prior years. The fair value of the financial guarantee contract at initial recognition was determined by Norton Appraisals Limited, independent qualified professional valuer, and it was recognised as interests in associates and financial guarantee liabilities in the Group's consolidated statement of financial position.

Particulars of the Group's principal associates as at 31st December, 2016 are set out in Note 51.

The investment properties held by the Group's principal associates were revalued as at 31st December, 2016 by B.I. Appraisals. B.I. Appraisals continues to adopt investment method and/or direct comparison method as the valuation methodologies. The valuation methods and significant assumptions applied in determining the fair values of investment properties are detailed in Note 19.

All of the associates are accounted for using the equity method in these consolidated financial statements.

本公司於過往年度提供公司擔保作為其聯營公司獲授銀行貸款之抵押。財務擔保合約初步確認之公平值由獨立合資格專業估值師普敦國際評估有限公司釐定，並已於本集團之綜合財務狀況報表內確認為聯營公司權益及財務擔保負債。

本集團於二零一六年十二月三十一日之主要聯營公司詳情載列於附註51。

本集團主要聯營公司持有之投資物業已由保柏國際評估於二零一六年十二月三十一日進行重估。保柏國際評估持續採納投資法及／或直接比較法為估值方法。應用於釐定投資物業公平值之估值方法及主要假設於附註19詳述。

所有聯營公司均以權益法於本綜合財務報表內列賬。

23. INTERESTS IN ASSOCIATES (Cont'd)

The summarised financial information in respect of the Group's material associate, Finedale Industries Limited, is set out below.

Finedale Industries Limited

Non-current assets	非流動資產
Current assets	流動資產
Current liabilities	流動負債
Net assets	資產淨值
Revenue	收入
Profit for the year	本年度溢利
Total comprehensive income for the year	本年度全面收益總額
Reconciliation of the summarised financial information presented to the carrying amount of its interest in the associate:	聯營公司權益之賬面值與財務資料概述對賬：
Net assets at 1st January	於一月一日之資產淨值
Profit for the year	本年度溢利
Net assets at 31st December	於十二月三十一日之資產淨值
Interest held by the Group	本集團持有之權益
Group's interest in the associate and the carrying amount	本集團之聯營公司權益及賬面值

23. 聯營公司權益 (續)

本集團重要聯營公司(廣坤實業有限公司)之財務資料概要載列如下。

廣坤實業有限公司

2016 HK\$'000 千港元	2015 HK\$'000 千港元
3,223,000	3,172,000
322,465	243,841
(54,127)	(48,322)
3,491,338	3,367,519
92,340	86,071
123,819	242,123
123,819	242,123
3,367,519	3,125,396
123,819	242,123
3,491,338	3,367,519
33.33%	33.33%
1,163,779	1,122,506



23. INTERESTS IN ASSOCIATES (Cont'd)

The information above reflects the amounts presented in the unaudited financial statements of the associate which were prepared in accordance with HKFRSs adjusted for the differences arising from accounting policies and different financial year end dates between the Group and the associate.

Aggregate financial information of associates that are not individually material:

Group's share of results for the year	本集團攤佔本年度業績
Group's share of other comprehensive expenses for the year	本集團攤佔本年度其他全面支出
Group's share of total comprehensive income for the year	本集團攤佔本年度全面收益總額
Group's aggregate interests in these associates and the carrying amounts	本集團於該等聯營公司之權益總額及賬面值

Included in share of results of associates for the year ended 31st December, 2015 mainly comprised share of an associate's gain on disposal of subsidiaries (net of tax) of approximately HK\$514,060,000. The associate (50% interest) disposed of the company that ultimately held the office building namely Platinum located at Shanghai, the PRC ("Shanghai Platinum Disposal"). The Shanghai Platinum Disposal was completed on 30th September, 2015.

23. 聯營公司權益 (續)

以上資料反映於聯營公司之未經審核財務報表載列之金額，該等財務報表按香港財務報告準則並就本集團與聯營公司之間不同會計政策及財政年終日期作出調整而編製。

個別非重要之聯營公司綜合財務資料總額：

2016	2015
HK\$'000	HK\$'000
千港元	千港元
119,909	568,997
(10,972)	(180,538)
108,937	388,459
791,341	2,647,970

截至二零一五年十二月三十一日止年度攤佔聯營公司業績主要包括攤佔一間聯營公司有關出售附屬公司之收益(除稅後)約514,060,000港元。該聯營公司(佔50%權益)出售最終持有位於中國上海名為新茂大廈之辦公樓之公司(「上海新茂出售」)。上海新茂出售於二零一五年九月三十日完成。

24. ADVANCES TO ASSOCIATES

Interest-bearing advances to associates	墊付聯營公司之計息款項
Interest-free advances to associates	墊付聯營公司之免息款項

24. 墊付聯營公司款項

2016 HK\$'000 千港元	2015 HK\$'000 千港元
48,104	48,089
1,381	7,393
49,485	55,482

The advances to associates are unsecured. The Group will not demand for repayment within one year from the end of the reporting period and the amounts are therefore shown as non-current. The interest-bearing advances to associates bear interest at the prevailing market rates.

墊付聯營公司款項為無抵押。本集團不會要求於報告期末起計一年內償還，因此該等款項列作非流動性質。墊付聯營公司之計息款項以當時之市場借貸利率計息。

25. AVAILABLE-FOR-SALE INVESTMENTS

Unlisted equity securities:	非上市股本證券：
– Incorporated in Hong Kong	– 於香港註冊成立
– Incorporated elsewhere	– 於其他地區註冊成立
Club debentures (Note 27(ii))	會籍債券 (附註27(ii))
Total	總額
Analysed for reporting purpose as:	作報告用途之分析：
Non-current	非流動性質
Current	流動性質

25. 待售投資

2016 HK\$'000 千港元	2015 HK\$'000 千港元
–	68,834
–	725,859
–	794,693
–	16,581
–	811,274
–	743,649
–	67,625
–	811,274

Upon early adoption of HKFRS 9 (2014) on 1st January, 2016, the Group has designated the unlisted equity securities as financial assets measured at FVTOCI and reclassified the club debentures as financial assets measured at FVTPL. As at 31st December, 2015, the above investments with carrying amount of approximately HK\$68,544,000 were stated at fair value and the remaining were stated at cost less accumulated impairment losses (if any).

於二零一六年一月一日提早採納香港財務報告準則第9號(2014年)，本集團指定非上市股本證券為通過其他全面收益以反映公平值計量之金融資產以及重新分類會籍債券為通過損益以反映公平值計量之金融資產。於二零一五年十二月三十一日，以上賬面值約68,544,000港元之投資乃按公平值列賬，其餘則按成本扣除累計減值虧損(如有)列賬。



26. FINANCIAL ASSETS DESIGNATED AS AT FAIR VALUE THROUGH PROFIT OR LOSS

26. 指定為通過損益以反映公平值之金融資產

Bonds: (Note 27(i))	債券：(附註27(i))
Non-current	非流動性質
Current	流動性質

2016	2015
HK\$'000	HK\$'000
千港元	千港元
-	798,489
-	10,270,781
-	11,069,270

Upon early adoption of HKFRS 9 (2014) on 1st January, 2016, the Group has reclassified the bonds as financial assets measured at FVTPL. As at 31st December, 2015, the bonds were traded in active market and stated at fair values. Their fair values were determined by reference to market bid prices quoted by financial institutions and brokers.

於二零一六年一月一日提早採納香港財務報告準則第9號(2014年)，本集團重新分類債券為通過損益以反映公平值計量之金融資產。於二零一五年十二月三十一日，債券於交投活躍之市場交易，以公平值列賬。債券之公平值乃根據金融機構及經紀之市場買入報價釐定。

27. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS

27. 通過損益以反映公平值計量之金融資產

Bonds (note (i))	債券(附註(i))
Club debentures (note (ii))	會籍債券(附註(ii))

2016	2015
HK\$'000	HK\$'000
千港元	千港元
14,952,866	-
62,807	-
15,015,673	-
Analysed for reporting purpose as:	
作報告用途之分析：	
Non-current	非流動性質
373,050	-
Current	流動性質
14,642,623	-
15,015,673	-

27. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS (Cont'd)

Notes:

- (i) As at 31st December, 2016, bonds with aggregate carrying amount of approximately HK\$2,314,771,000 (2015: bonds classified as financial assets designated as at fair value through profit or loss of HK\$3,800,111,000) were available to be loaned to financial institutions for earning lending fee income and the same or substantially the same securities will be returned to the Group, pursuant to the terms and conditions contained in the securities pooled lending agreements, of which approximately HK\$203,272,000 (2015: HK\$548,687,000) were on loan at the end of the reporting period.

Major terms of the bonds denominated in US\$, EUR, GBP and SGD are as follows:

Notional amount	Maturity
US\$143,000,000	2018
US\$85,882,000	2019
US\$186,000,000	2020
US\$45,500,000	2021
US\$30,000,000	2022
US\$113,000,000	2023
US\$41,000,000	2026
EUR2,300,000	2026
US\$2,500,000	2028
US\$29,000,000	2036
US\$3,750,000	2042
US\$34,000,000	2046
US\$10,000,000	2072
US\$20,000,000	2075
US\$1,064,036,000	Perpetual
EUR28,600,000	Perpetual
GBP11,000,000	Perpetual
SGD42,750,000	Perpetual

27. 通過損益以反映公平值計量之金融資產 (續)

附註：

- (i) 於二零一六年十二月三十一日，賬面值總額約為2,314,771,000港元之債券（二零一五年：被分類為指定為通過損益以反映公平值之金融資產之債券3,800,111,000港元），根據匯集證券借貸協議所載之條款及條件，可供借出予金融機構以賺取借貸費收入，而該證券或大致等同之證券將會歸還予本集團。於報告期末，當中已借出債券之賬面值約為203,272,000港元（二零一五年：548,687,000港元）。

以美元、歐元、英鎊及新加坡元計值之債券之主要內容如下：

名義金額	到期日
143,000,000美元	二零一八年
85,882,000美元	二零一九年
186,000,000美元	二零二零年
45,500,000美元	二零二一年
30,000,000美元	二零二二年
113,000,000美元	二零二三年
41,000,000美元	二零二六年
2,300,000歐元	二零二六年
2,500,000美元	二零二八年
29,000,000美元	二零三六年
3,750,000美元	二零四二年
34,000,000美元	二零四六年
10,000,000美元	二零七二年
20,000,000美元	二零七五年
1,064,036,000美元	永久
28,600,000歐元	永久
11,000,000英鎊	永久
42,750,000新加坡元	永久



27. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS (Cont'd)

Notes: (Cont'd)

(i) (Cont'd)

The bonds denominated in US\$ carry at fixed rate range from 3.50% to 13.25% per annum of which notional amount of US\$1,603,786,000 are callable, the bonds denominated in EUR carry at fixed rate range from 4.50% to 12.50% per annum of which notional amount of EUR28,600,000 are callable, the bonds denominated in SGD carry at fixed rate range from 5.75% to 5.90% per annum are callable and the bonds denominated in GBP carry at fixed rate range from 7.00% to 14.00% per annum are callable.

The bonds are traded in active market and stated at fair values at the end of the reporting period. Their fair values are determined by reference to market bid prices quoted by financial institutions and brokers.

- (ii) As at 31st December, 2015, the club debentures classified as available-for-sale investments were stated at cost less accumulated impairment losses (if any). During the year ended 31st December, 2015, the Directors considered that there was no impairment of the club debentures since the market prices less costs to sell were higher than their carrying amounts. Upon early adoption of HKFRS 9 (2014) on 1st January, 2016, the Group has reclassified the club debentures as financial assets measured at FVTPL. Details of the fair value measurements are disclosed in Note 5(c).

27. 通過損益以反映公平值計量之金融資產 (續)

附註：(續)

(i) (續)

以美元計值之債券固定年利率為3.50厘至13.25厘，其中名義金額為1,603,786,000美元之債券為可贖回，以歐元計值之債券固定年利率為4.50厘至12.50厘，其中名義金額為28,600,000歐元之債券為可贖回，以新加坡元計值之債券固定年利率為5.75厘至5.90厘為可贖回及以英鎊計值之債券固定年利率為7.00厘至14.00厘為可贖回。

債券於交投活躍之市場交易，以公平值於報告期末列賬。債券之公平值乃根據金融機構及經紀之市場買入報價釐定。

- (ii) 於二零一五年十二月三十一日就分類為待售投資之會籍債券按成本扣除累計減值虧損(如有)列賬。於截至二零一五年十二月三十一日止年度，董事認為該等會籍債券之市場價格減出售成本會高於賬面值，故此並無減值虧損。於二零一六年一月一日提早採納香港財務報告準則第9號(2014年)，本集團重新分類會籍債券為通過損益以反映公平值計量之金融資產。公平值計量之詳情已載列於附註5(c)。

28. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

28. 通過其他全面收益以反映公平值計量之金融資產

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Listed investment:	上市投資：		
– Equity securities listed in Hong Kong (note (i))	– 於香港上市股本證券 (附註(i))	4,559,726	–
Unlisted equity securities:	非上市股本證券：		
– Incorporated in Hong Kong	– 於香港註冊成立	195,790	–
– Incorporated elsewhere (note (ii))	– 於其他地區註冊成立 (附註(ii))	687,075	–
		5,442,591	–

Notes:

- (i) The fair value of the listed equity securities is determined based on the quoted market bid price available on the Stock Exchange.

During the year ended 31st December, 2016, the Group acquired 577,180,500 H shares of Shengjing Bank Co., Ltd. (Stock Code: 2066) at the total consideration of HK\$6,926,166,000, after deducting the fair value loss of approximately HK\$2,366,440,000 for the year ended 31st December, 2016, the carrying amount of listed equity investment categorised as financial assets measured at FVTOCI as at 31st December, 2016 was approximately HK\$4,559,726,000.

- (ii) As at 31st December, 2016, the carrying amount mainly comprised investment in an exempted limited partnership formed under the Exempted Limited Partnership Law (Revised) of the Cayman Islands ("Cayman Islands Partnership") of approximately HK\$584,510,000 (2015: included in available-for-sale investments of HK\$648,214,000).

The Cayman Islands Partnership has a term of ten years from the date of initial closing. Purposes of the Cayman Islands Partnership are to achieve exceptional returns by acquiring, holding and disposing of equity, equity-related securities, high-yield structured financial products, independently or with others, in companies with various operations or such other activities.

For unlisted equity securities measured at fair value, details of the fair value measurements are disclosed in Note 5(c).

附註：

- (i) 上市股本證券之公平值乃根據聯交所之市場買入報價釐定。

於截至二零一六年十二月三十一日止年度，本集團以總代價6,926,166,000港元收購盛京銀行股份有限公司577,180,500股H股股份（股份代號：2066），扣除於截至二零一六年十二月三十一日止年度公平值虧損約2,366,440,000港元後，於二零一六年十二月三十一日分類為通過其他全面收益以反映公平值計量之金融資產之上市股本投資賬面值約為4,559,726,000港元。

- (ii) 於二零一六年十二月三十一日，賬面值主要為投資於一間按開曼群島獲豁免有限合夥企業法（經修訂）成立之獲豁免有限合夥企業（「開曼群島合夥企業」）約584,510,000港元（二零一五年：計入待售投資約648,214,000港元）。

開曼群島合夥企業由初步截止日起為期十年。開曼群島合夥企業之目的為透過獨立或與其他公司購買、持有及出售多種業務之公司之股本、股本相關證券或高收益之結構性財務產品或其他之活動以取得優厚的回報。

就以公平值計量之非上市股本證券而言，公平值計量之詳情載於附註5(c)。



29. ADVANCE(S) TO INVESTEE COMPANIES AND A NON-CONTROLLING SHAREHOLDER

- (a) The advances made to investee companies are unsecured and interest-free. The Group will not demand for repayment within one year from the end of the reporting period and the advances are therefore shown as non-current.
- (b) The advance made to a non-controlling shareholder is unsecured and interest-free. The Group will not demand for repayment within one year from the end of the reporting period and the advance is therefore shown as non-current.

29. 墊付接受投資公司及一間非控股股東款項

- (a) 墊付接受投資公司款項乃無抵押及免息。本集團不會要求於報告期末起計一年內償還，故將該墊付款項列作非流動性質。
- (b) 墊付一間非控股股東款項乃無抵押及免息。本集團不會要求於報告期末起計一年內償還，故將該墊付款項列作非流動性質。

30. DEBTORS, DEPOSITS, OTHER RECEIVABLES AND PREPAYMENTS

Trade receivables	應收貿易賬項
Less: Allowance for doubtful debts	減：呆賬撥備
Deposits and prepayments	按金及預付款項
Other receivables	其他應收賬項
Analysed for reporting purpose as:	作報告用途之分析：
Non-current	非流動性質
Current	流動性質

Included in debtors, deposits, other receivables and prepayments are trade receivables of approximately HK\$5,894,000 (2015: HK\$12,315,000) comprised rental receivables billed in advance and settlements from tenants which are expected upon receipts of billings and receivables from cosmetic business.

30. 應收賬項、按金、其他應收賬項及預付款項

2016	2015
HK\$'000	HK\$'000
千港元	千港元
6,085	13,794
(191)	(1,479)
5,894	12,315
296,420	280,251
5,522,915	7,072,207
5,825,229	7,364,773
1,102,338	3,998,358
4,722,891	3,366,415
5,825,229	7,364,773

應收賬項、按金、其他應收賬項及預付款項包括應收貿易賬項約5,894,000港元(二零一五年：12,315,000港元)，包括預先開單而預期租戶會於收到租單後支付之應收租金，以及來自化妝品業務之應收賬項。

30. DEBTORS, DEPOSITS, OTHER RECEIVABLES AND PREPAYMENTS (Cont'd)

The Group maintains a defined credit policy to assess the credit quality of each counterparty. The collection is closely monitored to minimise any credit risk associated with these trade receivables. Considerations in respect of sold properties are payable by the purchasers pursuant to the terms of the sales and purchase agreements. Rental in respect of leased properties are payable in advance by the tenants. Other trade debtors settle their accounts according to the payment terms as stated in the respective contracts.

The following is the aged analysis of trade receivables (net of allowance for doubtful debts), presented based on the respective revenue recognition dates, at the end of the reporting period:

0 – 30 days	零至三十日
31 – 60 days	三十一日至六十日
61 – 90 days	六十一日至九十日
Over 90 days	九十日以上

The following is the aged analysis of trade receivables which are past due but not impaired:

0 – 30 days	零至三十日
31 – 60 days	三十一日至六十日
61 – 90 days	六十一日至九十日
Over 90 days	九十日以上

30. 應收賬項、按金、其他應收賬項及預付款項 (續)

本集團已制訂明確之信貸政策，以評估各交易方之信貸質素。本集團密切監察收款情況，務求盡量減低該等應收貿易賬項相關之信貸風險。買方須根據買賣協議之條款支付已售物業之代價。租賃物業之租金須由租戶預先支付。其他貿易債務人根據個別合約內列明之付款條款清還賬項。

根據各項收入之確認日期呈列之應收貿易賬項（扣除呆賬撥備）於報告期末之賬齡分析如下：

2016 HK\$'000 千港元	2015 HK\$'000 千港元
2,371	2,443
794	649
693	362
2,036	8,861
5,894	12,315

已逾期但未被減值之應收貿易賬項之賬齡分析如下：

2016 HK\$'000 千港元	2015 HK\$'000 千港元
1,052	1,303
392	320
20	–
1,388	8,373
2,852	9,996



30. DEBTORS, DEPOSITS, OTHER RECEIVABLES AND PREPAYMENTS (Cont'd)

Movement in the allowance for doubtful debts:

At 1st January	於一月一日
Amount recovered during the year	本年度已收回款項
Impairment losses recognised in respect of trade receivables	就應收貿易賬項確認減值虧損
Impairment losses reversed in respect of trade receivables	就應收貿易賬項撥回減值虧損
Disposal of subsidiaries	出售附屬公司
At 31st December	於十二月三十一日

For those past due but not impaired receivables, except for the sale of properties developed by the Group, although the Group does not hold any collateral as security, the Group has assessed the creditworthiness, past payment history and substantial settlement after the end of the reporting period, and considers that the amounts are still recoverable and no further credit provision is required in excess of allowance for doubtful debts.

Trade receivables over 90 days comprising rental receivables of approximately HK\$1,388,000 (2015: HK\$8,373,000) which are sufficiently covered by rental deposits received from the respective tenants, and no allowance is required for these receivables under the Group's allowance policy.

Trade receivables which are neither overdue nor impaired are in good quality.

30. 應收賬項、按金、其他應收賬項及預付款項 (續)

呆賬撥備之變動：

2016 HK\$'000 千港元	2015 HK\$'000 千港元
1,479	1,887
-	(94)
413	78
(994)	(385)
(707)	(7)
191	1,479

就已逾期但無減值之應收賬項而言，雖然本集團並無持有任何抵押品作擔保（除了由本集團發展之物業銷售外），本集團已就其信譽、過往還款記錄及於報告期末後之主要結賬作出評估，並認為該等數額仍可收回，無需要作進一步（多於呆賬撥備）之信貸撥備。

超過九十日之應收貿易賬項包括應收租金約1,388,000港元（二零一五年：8,373,000港元）（其足以被所收該等租戶之租金訂金所保障），根據本集團之撥備政策，無須為該等應收賬項作出撥備。

既無逾期亦無減值之應收貿易賬項之質素良好。

30. DEBTORS, DEPOSITS, OTHER RECEIVABLES AND PREPAYMENTS (Cont'd)

Included in debtors, deposits, other receivables and prepayments are consideration receivables in respect of deferred considerations of the Chengdu Project Disposal, the Chongqing Project Disposal and the Pioneer Time Disposal of approximately HK\$5,100,696,000 (2015: the Chengdu Project Disposal and the Chongqing Project Disposal of HK\$6,808,466,000) in aggregate, of which approximately HK\$3,998,358,000 (2015: HK\$2,810,108,000) to be received within one year was shown as current and HK\$1,102,338,000 (2015: HK\$3,998,358,000) to be received after one year was shown as non-current. The deferred consideration receivables were initially recognised at fair value and subsequently measured at amortised cost, which were recorded as other receivables.

The consideration of the Chengdu Project Disposal was HK\$6,500,000,000 of which 10% was received from Shengyu (BVI) Limited ("Shengyu"), a wholly-owned subsidiary of Evergrande Real Estate Group Limited (now known as China Evergrande Group) which is independent of and not connected with the Company, up to the date of completion of the Chengdu Project Disposal. In accordance with the equity and debt transfer agreement of the Chengdu Project Disposal dated 14th July, 2015, the remaining 90% of the cash consideration receivable from the Chengdu Project Disposal amounting to HK\$5,850,000,000 would be received in 4 instalments within 24 months from the date of the disposal agreement. During the year ended 31st December, 2016, the Group received HK\$2,600,000,000 (2015: nil).

The consideration of the Chongqing Project Disposal was HK\$1,750,000,000 of which 15% was received from Shengyu up to the date of completion of the Chongqing Project Disposal. In accordance with the equity and debt receivable transfer agreement of the Chongqing Project Disposal dated 19th October, 2015, the remaining 85% of the cash consideration receivable from the Chongqing Project Disposal amounting to HK\$1,487,500,000 would be received in 4 instalments within 24 months from the date of the disposal agreement. During the year ended 31st December, 2016, the Group received HK\$612,500,000 (2015: nil).

30. 應收賬項、按金、其他應收賬項及預付款項 (續)

應收賬項、按金、其他應收賬項及預付款項包括有關成都項目出售、重慶項目出售及 Pioneer Time 出售之遞延代價之應收代價合共約 5,100,696,000 港元 (二零一五年: 成都項目出售及重慶項目出售 6,808,466,000 港元), 當中約 3,998,358,000 港元 (二零一五年: 2,810,108,000 港元) 將於一年內收取並列作流動性質及 1,102,338,000 港元 (二零一五年: 3,998,358,000 港元) 將於一年後收取而列作非流動性質。該應收遞延代價初步按公平值確認並其後按攤銷成本計量, 列入其他應收賬項。

成都項目出售之代價為 6,500,000,000 港元, 於截至成都項目出售完成日止, 其中 10% 已從盛譽 (BVI) 有限公司 (「盛譽」) (為恒大地產集團有限公司 (現稱為中國恒大集團) 之一間全資擁有附屬公司 (獨立於本公司且與其概無關連)) 收取。根據於二零一五年七月十四日訂立成都項目出售之股權及債權轉讓協議, 餘下 90% (金額為 5,850,000,000 港元) 之成都項目出售之應收現金代價將從出售協議日期起二十四個月內分四期收取。於截至二零一六年十二月三十一日止年度, 本集團已收取 2,600,000,000 港元 (二零一五年: 無)。

重慶項目出售之代價為 1,750,000,000 港元, 於截至重慶項目出售完成日止, 其中 15% 已從盛譽收取。根據於二零一五年十月十九日訂立重慶項目出售之股權及應收債權轉讓協議, 餘下 85% (金額為 1,487,500,000 港元) 之重慶項目出售之應收現金代價將從出售協議日期起二十四個月內分四期收取。於截至二零一六年十二月三十一日止年度, 本集團已收取 612,500,000 港元 (二零一五年: 無)。



30. DEBTORS, DEPOSITS, OTHER RECEIVABLES AND PREPAYMENTS (Cont'd)

The consideration of the Pioneer Time Disposal was approximately HK\$12,448,280,000 (after adjustment) of which HK\$5,000,000,000 was received from Shengyu up to the date of completion of the Pioneer Time Disposal. In accordance with the equity and debt transfer agreement of the Pioneer Time Disposal dated 12th November, 2015, the remaining cash consideration receivable from the Pioneer Time Disposal amounting to approximately HK\$7,448,280,000 would be received in 6 instalments within 6 years from the date of completion of the Pioneer Time Disposal. During the year ended 31st December, 2016, the Group received HK\$5,700,000,000.

Included in other receivables is the outstanding claim receivable from Shantou City Chenghai District State-owned Land Resources Bureau (formerly known as Shantou City Chenghai District Planning and State-owned Land Resources Bureau) ("Chenghai Bureau") with the principal amount of approximately RMB43,803,000 (equivalent to approximately HK\$48,849,000) (2015: RMB45,512,000 (equivalent to approximately HK\$53,640,000)) for the recovery of the down payment made by the Group for the acquisition of the property interest located in Xinxi Town, Chenghai District, Shantou City, the PRC. The down payment was fully impaired in prior years. On 5th December, 2012, the Shantou City Intermediate People's Court ("Intermediate Court") delivered a judgment in favour of the Group and upheld the majority claims of the Group. On 26th February, 2014, the High People's Court of Guangdong Province declared its judgment on 3rd December, 2013, which upheld the ruling of the Intermediate Court and dismissed the appeals of the Group and Chenghai Bureau, become effective on 23rd February, 2014. Up to 31st December, 2016, the Group received RMB9,000,000 (2015: RMB6,000,000) including the interest as partial satisfaction of the enforcement. Up to the date of the approval of these consolidated financial statements, the enforcement of the judgment is still in progress.

30. 應收賬項、按金、其他應收賬項及預付款項 (續)

Pioneer Time出售之代價約為12,448,280,000港元(經調整後)，於截至Pioneer Time出售完成日止，其中5,000,000,000港元已從盛譽收取。根據於二零一五年十一月十二日訂立Pioneer Time出售之股權及債權轉讓協議，餘下金額約7,448,280,000港元之Pioneer Time出售之應收現金代價將從Pioneer Time出售完成日起六年內分六期收取。於截至二零一六年十二月三十一日止年度，本集團已收取5,700,000,000港元。

其他應收賬項包括汕頭市澄海區國土資源局(前稱汕頭市澄海區規劃與國土資源局)〔澄海當局〕未償還之應收索償之本金約人民幣43,803,000(相當於約48,849,000港元)(二零一五年：人民幣45,512,000(相當於約53,640,000港元))，為收回本集團已繳交位於中國汕頭市澄海區新溪鎮物業權益之預付土地款。該預付土地款已於過往年度悉數減值。於二零一二年十二月五日，汕頭市中級人民法院〔中級法院〕作出判決，支持本集團大部分訴訟請求。於二零一四年二月二十六日，廣東省高級人民法院裁判其於二零一三年十二月三日之判決，即本集團及澄海當局之上訴均不獲支持，駁回上訴，維持中級法院原判，並於二零一四年二月二十三日生效。截至二零一六年十二月三十一日，本集團收回人民幣9,000,000(二零一五年：人民幣6,000,000)，包括部分作為利息之執行款。截至批准本綜合財務報表日期，執行判決仍在進行當中。

31. DEFERRED TAXATION

The following is the major deferred tax liabilities provided (assets recognised) by the Group and movements thereon during the current and prior reporting periods:

		Investment properties	Accelerated tax depreciation	Tax losses	Total
		投資物業	加速稅項折舊	稅務虧損	總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1st January, 2015	於二零一五年一月一日	635,066	40,170	(18,632)	656,604
Exchange adjustments	匯兌調整	(48)	144	97	193
Charged to the consolidated statement of comprehensive income (Note 14)	於綜合全面收益報表扣除 (附註14)	142,944	4,027	15,281	162,252
Transferred to liabilities directly associated with assets classified as held for sale (Note 36)	轉撥至與列為持作出售之資產直接相關之負債 (附註36)	(18,060)	453	-	(17,607)
Disposals of subsidiaries (Note 42(d), (e))	出售附屬公司 (附註42(d)·(e))	(253,963)	6,821	-	(247,142)
At 31st December, 2015	於二零一五年十二月三十一日	505,939	51,615	(3,254)	554,300
Exchange adjustments	匯兌調整	(6)	426	-	420
Charged (credited) to the consolidated statement of comprehensive income (Note 14)	於綜合全面收益報表扣除 (計入) (附註14)	31,671	(79)	1,932	33,524
Disposals of subsidiaries (Note 42(b), (c))	出售附屬公司 (附註42(b)·(c))	(413,424)	(52,646)	-	(466,070)
At 31st December, 2016	於二零一六年十二月三十一日	124,180	(684)	(1,322)	122,174

For the purpose of the presentation in the consolidated statement of financial position, certain deferred tax liabilities and assets have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Deferred tax liabilities	遞延稅項負債	124,866	558,580
Deferred tax assets	遞延稅項資產	(2,692)	(4,280)
		122,174	554,300

以下為本集團於本報告期間及過往報告期間作出撥備之主要遞延稅項負債 (確認資產) 及其變動:

就綜合財務狀況報表之呈列, 若干遞延稅項負債及資產已作對銷。就財務報告用途之遞延稅項結餘分析如下:



31. DEFERRED TAXATION (Cont'd)

At the end of the reporting period, the Group has the following major unrecognised deferred tax assets due to the unpredictability of the future profit streams.

Accelerated tax depreciation	加速稅項折舊
Tax losses	稅務虧損

At the end of the reporting period, the Group's unused tax losses not recognised of approximately HK\$10,936,000 (2015: HK\$7,693,000) will expire in one to five years. Other unrecognised tax losses may be carried forward indefinitely and subject to the confirmation from the respective tax authority.

31. 遞延稅項 (續)

於報告期末，本集團由於難以預料未來溢利而未確認以下之主要遞延稅項資產。

2016	2015
HK\$'000	HK\$'000
千港元	千港元
(565)	(103,700)
(468,670)	(412,727)
(469,235)	(516,427)

於報告期末，本集團於一至五年內到期未被確認之未使用稅務虧損約為10,936,000港元（二零一五年：7,693,000港元）。其餘未確認之稅務虧損可無限期結轉，並須待相關稅務局確認。

32. OTHER FINANCIAL ASSETS

(a) Pledged deposits

The amounts represent deposits pledged to banks and other financial institutions to secure credit facilities granted to the Group. Deposits amounting to approximately HK\$929,879,000 (2015: HK\$237,506,000 (including assets classified as held for sale)) have been pledged to secure short-term borrowings and are therefore classified as current assets. The remaining deposits amounting to approximately HK\$13,884,000 (2015: HK\$24,557,000) have been pledged to secure long-term borrowings and are therefore classified as non-current assets.

The pledged deposits carry interest at prevailing market rates. The pledged deposits will be released upon the repayment of relevant borrowings.

32. 其他金融資產

(a) 抵押存款

該等款額指抵押予銀行及其他金融機構，作為給予本集團信貸額之存款。約929,879,000港元（二零一五年：237,506,000港元（包括列為持作出售之資產））之存款已作為短期借貸之抵押，並因此被分類為流動資產。餘下約13,884,000港元（二零一五年：24,557,000港元）之存款已作為長期借貸之抵押，並因此被分類為非流動資產。

以上抵押存款按當時市場之利率計息。該等抵押存款將於有關借貸獲償還時解除。

32. OTHER FINANCIAL ASSETS (Cont'd)

(b) Securities trading receivables and deposits

Securities trading receivables and deposits are mainly amounts due from clearing house, brokers and clients.

(c) Time deposits, bank balances and cash

The time deposits carry interest at prevailing market deposit rates and mature within one month. The Group does not hold collateral over the balances.

33. STOCK OF PROPERTIES

Completed properties	落成物業
Properties under development held for sale	持作出售之發展中物業

As at 31st December, 2016, the Directors reviewed the carrying amounts of the properties under development held for sale and the completed properties with reference to current market situation and the estimated selling price of the properties under development held for sale and the completed properties provided by B.I. Appraisals.

During the year ended 31st December, 2016, a write-down of completed properties of approximately HK\$21,593,000 (2015: nil) was recognised to the consolidated statement of comprehensive income as a result of decrease in net realisable value of certain completed properties.

During the year ended 31st December, 2016, a write-down of properties under development held for sale of approximately HK\$106,864,000 (2015: nil) was made by reference to the net realisable value of the properties under development held for sale with reference to estimated selling price that can ultimately be achieved based on prevailing market conditions, the anticipated costs of completion and costs to be incurred in selling the properties.

All properties under development held for sale are expected to be completed within one year.

32. 其他金融資產 (續)

(b) 應收證券交易賬項及存款

應收證券交易賬項及存款主要為應收結算所、證券經紀及客戶款項。

(c) 定期存款、銀行結餘及現金

定期存款按當時市場之存款利率計息，並於一個月內到期。本集團並無就結餘持有抵押。

33. 物業存貨

2016 HK\$'000 千港元	2015 HK\$'000 千港元
415,039	1,249,596
858,435	1,346,391
1,273,474	2,595,987

於二零一六年十二月三十一日，董事參考現時市場環境及由保柏國際評估提供持作出售之發展中物業及落成物業之估計售價，審閱持作出售之發展中物業及落成物業之賬面值。

於截至二零一六年十二月三十一日止年度，因若干落成物業之可變現淨值減少而導致落成物業之減值約21,593,000港元（二零一五年：無）於綜合全面收益報表確認。

於截至二零一六年十二月三十一日止年度，根據持作出售之發展中物業之可變現淨值（乃參考根據當時市況估算預期最終達至之售價、預計完成成本及出售物業將產生之成本），對持作出售之發展中物業作出減值約106,864,000港元（二零一五年：無）。

所有持作出售之發展中物業預期於一年內落成。



34. INVESTMENTS HELD-FOR-TRADING

34. 持作買賣之投資

Listed investments:

上市投資：

Equity securities listed in Hong Kong

於香港上市之股本證券

2016	2015
HK\$'000	HK\$'000
千港元	千港元
-	364,244

The fair values of the investments held-for-trading were determined based on the quoted market bid prices available on the Stock Exchange.

持作買賣之投資之公平值乃根據聯交所之市場買入報價釐定。

As at 31st December, 2015, listed equity securities with aggregate carrying amount of approximately HK\$189,891,000 were available to be loaned to financial institutions for earning lending fee income and the same or substantially the same securities would be returned to the Group, pursuant to the terms and conditions contained in the securities pooled lending agreements. Listed equity securities with aggregate carrying amount of approximately HK\$142,736,000 were on loan as at 31st December, 2015.

於二零一五年十二月三十一日，賬面值總額約為189,891,000港元之上市股本證券，根據匯集證券借貸協議所載之條款及條件，可供借出予金融機構以賺取借貸費收入，而該證券或大致等同之證券將會歸還予本集團。於二零一五年十二月三十一日，已借出之上市股本證券之賬面值總額約為142,736,000港元。

35. INVENTORIES

35. 存貨

Finished goods

製成品

Raw materials

原材料

2016	2015
HK\$'000	HK\$'000
千港元	千港元
1,677	1,564
1,183	969
2,860	2,533

All inventories were stated at the lower of cost and net realisable value.

所有存貨按成本及可變現淨值兩者中較低者列賬。

36. ASSETS CLASSIFIED AS HELD FOR SALE/ LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

Pioneer Time Disposal on 15th January, 2016

On 12th November, 2015, Great System Investment Limited ("Great System"), an indirect wholly-owned subsidiary of the Company, and Shengyu entered into an equity and debt transfer agreement, pursuant to which Great System agreed to sell and Shengyu agreed to acquire the entire issued share capital of Pioneer Time.

The Pioneer Time Disposal was completed on 15th January, 2016. As at 31st December, 2015, a deposit of HK\$1,250,000,000 had been received by the Group and included in deposits and receipts in advance. As a result of the Pioneer Time Disposal, the assets and liabilities of Pioneer Time had been presented as assets classified as held for sale and liabilities directly associated with assets classified as held for sale respectively in the consolidated statement of financial position as at 31st December, 2015 in accordance with HKFRS 5.

Further details of the Pioneer Time Disposal are set out in Note 42(a).

The fair value of investment properties was based on the valuation performed by independent valuer. Details of the valuer, valuation techniques and key inputs were set out in Note 19.

36. 列為持作出售之資產／與列為 持作出售之資產直接相關之負 債

於二零一六年一月十五日之Pioneer Time出售

於二零一五年十一月十二日，開程投資有限公司（「開程」）（本公司之一間間接全資擁有附屬公司）與盛譽訂立一項股權及債權轉讓協議。據此，開程同意出售及盛譽同意購買 Pioneer Time 之全部已發行股本。

Pioneer Time 出售於二零一六年一月十五日完成。於二零一五年十二月三十一日，本集團已收取按金 1,250,000,000 港元並計入按金及預收款項內。由於 Pioneer Time 出售，Pioneer Time 之資產及負債按香港財務報告準則第 5 號於二零一五年十二月三十一日之綜合財務狀況報表分別呈列於列為持作出售之資產及與列為持作出售之資產直接相關之負債。

Pioneer Time 出售之進一步詳情已載列於附註 42(a)。

投資物業之公平值乃採納獨立估值師之估值。估值師、估值技術及主要數據之詳情載列於附註 19 內。



36. ASSETS CLASSIFIED AS HELD FOR SALE/ LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

(Cont'd)

As at 31st December, 2015, the major classes of assets and liabilities classified as assets held for sale and liabilities directly associated with assets classified as held for sale correspondingly are as follows:

36. 列為持作出售之資產／與列為 持作出售之資產直接相關之負 債 (續)

於二零一五年十二月三十一日，相應地分類為列為持作出售之資產及與列為持作出售之資產直接相關之負債之主要資產及負債類別如下：

		2015 HK\$'000 千港元
Assets classified as held for sale	列為持作出售之資產	
Investment properties	投資物業	8,657,600
Property, plant and equipment	物業、廠房及設備	505,585
Debtors, deposits, other receivables and prepayments	應收賬項、按金、其他應收賬項及預付款項	4,539
Pledged deposits	抵押存款	59,313
Bank balances and cash	銀行結餘及現金	12,234
		<u>9,239,271</u>
Liabilities directly associated with assets classified as held for sale	與列為持作出售之資產直接相關之負債	
Creditors and accruals	應付賬項及應計款項	2,910
Deposits and receipts in advance	按金及預收款項	46,265
Tax liabilities	稅項負債	6,214
Borrowings	借貸	1,785,000
Deferred tax liabilities	遞延稅項負債	17,607
		<u>1,857,996</u>
Amounts recognised in other comprehensive income and accumulated in equity relating to non-current assets held for sale	有關持作出售之非流動資產於其他全面收益中確認及累積於股本權益之款項	
Properties revaluation reserve	物業重估儲備	127,054

37. CREDITORS AND ACCRUALS

Included in creditors and accruals are trade payables of approximately HK\$24,879,000 (2015: HK\$64,975,000).

The following is the aged analysis of trade payables at the end of the reporting period:

0 – 90 days	零至九十日
Over 90 days	九十日以上

37. 應付賬項及應計款項

應付賬項及應計款項包括應付貿易賬項約24,879,000港元(二零一五年: 64,975,000港元)。

應付貿易賬項於報告期末之賬齡分析如下:

2016 HK\$'000 千港元	2015 HK\$'000 千港元
965	50,813
23,914	14,162
24,879	64,975

38. BORROWINGS

Secured bank loans repayable within a period of (note):	須於下列期間償還之有抵押銀行貸款(附註):
Less than one year	一年以下
More than one year but within two years	一年以上但不超逾兩年
More than two years but within five years	兩年以上但不超逾五年
More than five years	超逾五年

Secured bank loan that contains repayment on demand clause (shown as current liabilities) but repayable within a period of (note):	附帶按要求償還條款之有抵押銀行貸款(列作流動負債), 惟須於下列期間償還(附註):
Less than one year	一年以下
More than one year but within two years	一年以上但不超逾兩年
More than two years but within five years	兩年以上但不超逾五年
More than five years	超逾五年

Total secured bank loans	有抵押銀行貸款總額
Other secured loans repayable within one year	須於一年內償還之其他有抵押貸款
Less: Amounts due within one year	減: 一年內到期之款項
Amounts due after one year	一年後到期之款項

38. 借貸

2016 HK\$'000 千港元	2015 HK\$'000 千港元
246,282	3,261,994
1,287,282	175,000
1,258,928	5,705,000
1,247,681	–
4,040,173	9,141,994
13,159	–
13,159	–
39,475	–
592,136	–
657,929	–
4,698,102	9,141,994
9,893,292	5,389,779
14,591,394 (10,797,503)	14,531,773 (8,651,773)
3,793,891	5,880,000



38. BORROWINGS (Cont'd)

Note: The amounts due are based on scheduled repayment dates as set out in the loan agreement(s).

The bank loans denominated in HK\$ are variable-rate borrowings which carry interest ranging from HIBOR plus 0.70% to 2.00% (2015: HIBOR plus 0.70% to 2.00% or Prime minus 3.90%) per annum.

The loans denominated in GBP from banks and a financial institution are variable-rate borrowings which carry interest ranging from LIBOR plus 1.50% to 1.62% (2015: a loan from a financial institution carried interest at a fixed rate of 5.97% and the weighted average effective interest rate of 3.50%) per annum.

Other loans are variable-rate borrowings which carry interest at HIBOR plus 1.95% or costs of funds of individual financial institutions plus 0.35% to 0.75% (2015: costs of funds of individual financial institutions plus 0.35% to 0.75%) per annum.

The Group's borrowings that are denominated in currencies other than HK\$ are set out below:

US\$	美元
GBP	英鎊
SGD	新加坡元
EUR	歐元

38. 借貸 (續)

附註：該等到期之金額按貸款協議中載列之預定還款日期。

以港元計值之銀行貸款為浮息借貸，年利率按香港銀行同業拆息加0.70厘至2.00厘（二零一五年：香港銀行同業拆息加0.70厘至2.00厘或按最優惠利率減3.90厘）計算。

以英鎊計值之銀行及金融機構貸款為浮息借貸，年利率按倫敦銀行同業拆息加1.50厘至1.62厘（二零一五年：金融機構貸款按定息年利率5.97厘及加權平均實際年利率為3.50厘）計算。

其他貸款為浮息借貸，年利率按香港銀行同業拆息加1.95厘或個別金融機構資金成本加0.35厘至0.75厘（二零一五年：個別金融機構資金成本加0.35厘至0.75厘）計算。

本集團以港元以外貨幣計值之借貸載列如下：

2016 HK\$'000 千港元	2015 HK\$'000 千港元
7,833,888	3,712,264
3,317,102	2,788,263
211,964	411,880
156,407	52,988
11,519,361	6,965,395

39. PROVISIONS

Provision for rental guarantee:	租金擔保撥備：
At 1st January	於一月一日
Underprovision in prior years	過往年度撥備不足
Reduction during the year	於本年度內扣減
At 31st December	於十二月三十一日

39. 撥備

2016 HK\$'000 千港元	2015 HK\$'000 千港元
1,249	28,818
160	8
(1,409)	(27,577)
-	1,249

39. PROVISIONS (Cont'd)

Pursuant to the terms and conditions contained in the sale and purchase agreements for sales of the Properties, the Group was only required to deliver vacant possession of the Properties to the Properties Purchasers two years (or, at the right of the Group, for a further period of not more than six months) after completion ("Deferred Vacant Possession Period"). The Group should guarantee the Properties Purchasers the monthly rental income ("Guaranteed Monthly Rental Income"), which was payable monthly in arrears, during the Deferred Vacant Possession Period. The Deferred Vacant Possession Period had expired during the year ended 31st December, 2016.

Provision for rental guarantee represented the best estimate by the management of the Group on the shortfall between the expected monthly rental income receivable from tenants and the Guaranteed Monthly Rental Income during the Deferred Vacant Possession Period.

40. SHARE CAPITAL

Movements in the share capital of the Company during the year were as follows:

Ordinary shares of HK\$0.10 each	每股面值0.10港元之普通股
Authorised:	法定股本：
At 1st January and 31st December	於一月一日及十二月三十一日
Issued and fully paid:	已發行及繳足股本：
At 1st January and 31st December	於一月一日及十二月三十一日

39. 撥備 (續)

根據出售該等物業之買賣合約所載之條款及條件，本集團須於交易完成兩年後（或本集團有權押後最多六個月）向物業買方交出該等物業之空置管有權（「空置管有權押後期」）。本集團須擔保物業買方於空置管有權押後期每月租金收入（「保證每月租金收入」）（以每月期末支付方式）。於截至二零一六年十二月三十一日止年度內，空置管有權押後期已屆滿。

租金擔保撥備指本集團管理層於空置管有權押後期就每月預期應收租金收入與保證每月租金收入之差額所作出之最佳估計。

40. 股本

於本年度內本公司之股本變動如下：

Number of shares		Share capital	
股份數目		股本	
2016	2015	2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
5,000,000,000	5,000,000,000	500,000	500,000
1,907,619,079	1,907,619,079	190,762	190,762



41. AMOUNTS DUE TO ASSOCIATES, INVESTEE COMPANIES AND NON-CONTROLLING SHAREHOLDERS

The amounts due to associates, investee companies and non-controlling shareholders are unsecured and interest-free (2015: except for a principal amount of approximately HK\$180,578,000 due to a non-controlling shareholder carried interest at 11.25% per annum from 1st January to 31st October, 2015 and interest-free thereafter). The associates, investee companies and non-controlling shareholders will not demand for repayment within one year from the end of the reporting period and the amounts are therefore shown as non-current.

42. DISPOSALS OF SUBSIDIARIES

(a) Pioneer Time Disposal on 15th January, 2016

The Pioneer Time Disposal was completed on 15th January, 2016 at a consideration of approximately HK\$12,448,280,000 (after adjustment). Upon completion, Pioneer Time ceased to be a subsidiary of the Company and its results, assets and liabilities were ceased to be consolidated with those of the Group.

Details of the Pioneer Time Disposal were set out in the announcements of the Company dated 12th November, 2015 and 15th January, 2016 and the circular of the Company dated 3rd December, 2015.

41. 欠負聯營公司、接受投資公司及非控股股東款項

欠負聯營公司、接受投資公司及非控股股東款項均為無抵押及免息（二零一五年：除欠負一間非控股股東之本金約180,578,000港元為計息（由二零一五年一月一日至十月三十一日年利率為11.25厘及隨後為免息）款項）。該等聯營公司、接受投資公司及非控股股東不會於報告期末起一年內要求償還，故該等款項列作非流動性質。

42. 出售附屬公司

(a) 於二零一六年一月十五日之Pioneer Time出售

Pioneer Time出售於二零一六年一月十五日完成，代價約為12,448,280,000港元（經調整後）。於完成後，Pioneer Time不再為本公司之一間附屬公司，其業績、資產及負債已不再計入本集團之綜合業績、資產及負債內。

Pioneer Time出售之詳情已載列於本公司日期為二零一五年十一月十二日及二零一六年一月十五日之公布以及二零一五年十二月三日之通函內。

42. DISPOSALS OF SUBSIDIARIES (Cont'd)

42. 出售附屬公司 (續)

(a) Pioneer Time Disposal on 15th January, 2016 (Cont'd)

(a) 於二零一六年一月十五日之Pioneer Time出售 (續)

		2016 HK\$'000 千港元
The net assets of Pioneer Time as at the date of disposal were as follows:	Pioneer Time於出售日期之資產淨值如下：	
Investment properties	投資物業	8,657,600
Property, plant and equipment	物業、廠房及設備	505,585
Debtors, deposits, other receivables and prepayments	應收賬項、按金、其他應收賬項及預付款項	5,006
Bank balances and cash	銀行結餘及現金	554
Creditors and accruals	應付賬項及應計款項	(1,268)
Deposits and receipts in advance	按金及預收款項	(54,249)
Tax liabilities	稅項負債	(1,763)
Deferred tax liabilities	遞延稅項負債	(17,651)
Amount due to the Group	欠負本集團款項	(1,053,961)
Net assets disposed of	出售資產淨值	8,039,853
Sale of amount due to the Group	銷售欠負本集團款項	1,053,961
Gain on disposal of a subsidiary	出售一間附屬公司之收益	1,276,903
		10,370,717
Satisfied by:	以下列方式支付：	
Cash consideration received	已收現金代價	5,000,000
Present value of deferred consideration (note)	遞延代價之現值(附註)	5,372,854
		10,372,854
Expenses incurred for disposal	出售所產生之開支	(2,137)
		10,370,717
Net cash inflow arising on disposal:	出售時產生之現金流入淨額：	
Cash consideration	現金代價	12,448,280
Cash consideration receivable (note)	應收現金代價(附註)	(7,448,280)
Deposit received in prior year	過往年度已收取按金	(1,250,000)
		3,750,000
Cash consideration received	已收現金代價	3,750,000
Expenses incurred for disposal	出售所產生之開支	(2,137)
Bank balances and cash disposed of	已出售之銀行結餘及現金	(554)
		3,747,309



42. DISPOSALS OF SUBSIDIARIES (Cont'd)

(a) Pioneer Time Disposal on 15th January, 2016 (Cont'd)

The gain on the Pioneer Time Disposal was included in other gains and losses, net (Note 12(i)) in the consolidated statement of comprehensive income.

Note: The deferred consideration represents the consideration of approximately HK\$7,448,280,000 receivable in cash in 6 instalments within 6 years from the date of completion of the Pioneer Time Disposal. On 4th July, 2016, the Group received HK\$5,700,000,000.

(b) Evergo Shanghai Disposal on 22nd June, 2016

On 19th May, 2016, Digi-Star Limited, an indirect wholly-owned subsidiary of the Company, entered into an equity transfer agreement with an independent third party to dispose of the entire issued share capital of Evergo Shanghai.

The Evergo Shanghai Disposal was completed on 22nd June, 2016 at a consideration equivalent to approximately HK\$1,355,843,000. Upon completion, Evergo Shanghai ceased to be a subsidiary of the Company and its results, assets and liabilities were ceased to be consolidated with those of the Group.

42. 出售附屬公司 (續)

(a) 於二零一六年一月十五日之Pioneer Time出售 (續)

Pioneer Time出售之收益已計入綜合全面收益報表之其他收益及虧損淨額(附註12(i))內。

附註：遞延代價乃指隨Pioneer Time出售完成日起六年內分六期以現金收取之應收代價約7,448,280,000港元。於二零一六年七月四日，本集團已收取5,700,000,000港元。

(b) 於二零一六年六月二十二日之愛美高上海出售

於二零一六年五月十九日，數碼星有限公司(本公司之一間間接全資擁有附屬公司)與獨立第三方訂立一項股權轉讓協議，出售愛美高上海之全部已發行股本。

愛美高上海出售於二零一六年六月二十二日完成，代價相當於約1,355,843,000港元。於完成後，愛美高上海不再為本公司之一間附屬公司，其業績、資產及負債已不再計入本集團之綜合業績、資產及負債內。

42. DISPOSALS OF SUBSIDIARIES (Cont'd)

42. 出售附屬公司 (續)

(b) Evergo Shanghai Disposal on 22nd June, 2016 (Cont'd)

(b) 於二零一六年六月二十二日之愛美高上海出售 (續)

		2016 HK\$'000 千港元
The net assets of Evergo Shanghai as at the date of disposal were as follows:	愛美高上海於出售日期之資產淨值如下：	
Investment properties	投資物業	1,037,057
Equipment	設備	195
Debtors, deposits, other receivables and prepayments	應收賬項、按金、其他應收賬項及預付款項	1,527
Tax recoverable	可收回稅款	185
Bank balances and cash	銀行結餘及現金	49,168
Creditors and accruals	應付賬項及應計款項	(9,289)
Deposits and receipts in advance	按金及預收款項	(17,328)
Deferred tax liabilities	遞延稅項負債	(438,081)
Net assets disposed of	出售資產淨值	623,434
Release of translation reserve upon disposal	於出售時撥回之匯兌儲備	9,053
Gain on disposal of a subsidiary	出售一間附屬公司之收益	721,294
		1,353,781
Satisfied by:	以下列方式支付：	
Cash consideration	現金代價	1,355,843
Expenses incurred for disposal	出售所產生之開支	(2,062)
		1,353,781
Net cash inflow arising on disposal:	出售時產生之現金流入淨額：	
Cash consideration	現金代價	1,355,843
Expenses incurred for disposal	出售所產生之開支	(2,062)
Bank balances and cash disposed of	已出售之銀行結餘及現金	(49,168)
		1,304,613

The gain on the Evergo Shanghai Disposal was included in other gains and losses, net (Note 12(ii)) in the consolidated statement of comprehensive income.

愛美高上海出售之收益已計入綜合全面收益報表之其他收益及虧損淨額 (附註 12(ii)) 內。



42. DISPOSALS OF SUBSIDIARIES (Cont'd)

(c) Disposal of the Windsor Group to connected persons on 1st September, 2016

On 23rd December, 2015, (i) China Entertainment and Land Investment Company, Limited ("CELIC"), a direct wholly-owned subsidiary of the Company; (ii) the Company, being the guarantor of CELIC; (iii) Magic Square Limited ("Magic Square"), a company wholly-owned by Mr. Joseph Lau, Luen-hung ("Mr. Joseph Lau"), the then substantial shareholder and controlling shareholder of the Company; and (iv) Mr. Joseph Lau, being the guarantor of Magic Square, entered into a sale and purchase agreement, pursuant to which CELIC agreed to sell and Magic Square agreed to acquire the entire issued share capital of Keep Speed.

On the same date, (i) Good Top Limited ("Good Top"), an indirect wholly-owned subsidiary of the Company; (ii) the Company, being the guarantor of Good Top; (iii) Best Range Limited ("Best Range"), a company wholly-owned by Mr. Joseph Lau; and (iv) Mr. Joseph Lau, being the guarantor of Best Range, entered into a sale and purchase agreement ("Windsor SP Agreement"), pursuant to which Good Top agreed to sell and Best Range agreed to acquire the entire issued share capital of Jumbo Grace.

The Windsor Disposal was completed on 1st September, 2016 at a total consideration of approximately HK\$6,187,432,000. Upon completion, the Windsor Group ceased to be subsidiaries of the Company and its consolidated results, assets and liabilities were ceased to be consolidated with those of the Group.

42. 出售附屬公司 (續)

(c) 於二零一六年九月一日出售Windsor集團予關連人士

於二零一五年十二月二十三日，(i)中華娛樂置業有限公司(「中娛置業」)(本公司之一間直接全資擁有附屬公司)；(ii)本公司，作為中娛置業擔保人；(iii) Magic Square Limited (「Magic Square」)(一間由劉鑾雄先生(「劉鑾雄先生」)(本公司當時之主要股東及控股股東)全資擁有之公司)；及(iv)劉鑾雄先生，作為Magic Square擔保人，訂立一項買賣協議。據此，中娛置業同意出售及Magic Square同意購買Keep Speed之全部已發行股本。

於同日，(i) Good Top Limited (「Good Top」)(本公司之一間間接全資擁有附屬公司)；(ii)本公司，作為Good Top擔保人；(iii) Best Range Limited (「Best Range」)(一間由劉鑾雄先生全資擁有之公司)；及(iv)劉鑾雄先生，作為Best Range擔保人，訂立一項買賣協議(「皇室大廈買賣協議」)。據此，Good Top同意出售及Best Range同意購買Jumbo Grace之全部已發行股本。

皇室大廈出售於二零一六年九月一日完成，總代價約為6,187,432,000港元。於完成後，Windsor集團不再為本公司之附屬公司，其綜合業績、資產及負債已不再計入本集團之綜合業績、資產及負債內。

42. DISPOSALS OF SUBSIDIARIES (Cont'd)

(c) Disposal of the Windsor Group to connected persons on 1st September, 2016 (Cont'd)

Upon completion of the Windsor Disposal, the Group recorded gain on disposals of subsidiaries of approximately HK\$312,930,000. The gain was mainly derived from (i) the decrease in fair value of the investment properties of approximately HK\$343,763,000 due to revaluation of the investment properties as at 30th June, 2016 (which was carried out in accordance with the Group's accounting policies on revaluation of the Group's investment properties as at reporting date) as compared with the property valuation under the Windsor SP Agreement (of which gain of HK\$72,000,000 was recognised in 2015 and loss of approximately HK\$415,763,000 was recognised in 2016); (ii) additions of investment properties during the year ended 31st December, 2016 of approximately HK\$26,797,000; and (iii) increase in fair value of the club debenture of HK\$2,200,000 due to the revaluation of the financial assets measured at FVTPL as at 30th June, 2016 (which was carried out in accordance with the Group's accounting policies on revaluation of the Group's financial assets measured at FVTPL as at reporting date upon early adoption of HKFRS 9 (2014)) as compared with the valuation under the Windsor SP Agreement.

Details of the Windsor Disposal were set out in the announcements of the Company dated 23rd December, 2015, 2nd February, 2016, 1st September, 2016 and 5th October, 2016 and the circular of the Company dated 15th January, 2016.

42. 出售附屬公司 (續)

(c) 於二零一六年九月一日出售Windsor集團予關連人士 (續)

於皇室大廈出售完成後，本集團錄得出售附屬公司之收益約為312,930,000港元。該收益主要來自(i)於二零一六年六月三十日就投資物業進行重估(按照本集團的會計政策對本集團之投資物業於報告日期進行重估)，較皇室大廈買賣協議內之物業估值，投資物業公平值減少約為343,763,000港元(其中72,000,000港元之收益於二零一五年確認，而約415,763,000港元之虧損於二零一六年確認)；(ii)於截至二零一六年十二月三十一日止年度內投資物業之添置約為26,797,000港元；及(iii)於二零一六年六月三十日就通過損益以反映公平值計量之金融資產進行重估(由於提早採納香港財務報告準則第9號(2014年)，按照本集團的會計政策對本集團之通過損益以反映公平值計量之金融資產於報告日期進行重估)，較皇室大廈買賣協議內之估值，會籍債券公平值增加為2,200,000港元。

皇室大廈出售之詳情已載列於本公司日期為二零一五年十二月二十三日、二零一六年二月二日、二零一六年九月一日及二零一六年十月五日之公布以及二零一六年一月十五日之通函內。



42. DISPOSALS OF SUBSIDIARIES (Cont'd)

42. 出售附屬公司 (續)

(c) Disposal of the Windsor Group to connected persons on 1st September, 2016 (Cont'd)

(c) 於二零一六年九月一日出售Windsor集團予關連人士 (續)

		2016 HK\$'000 千港元
The consolidated net assets of the Windsor Group as at the date of disposal were as follows:	Windsor集團於出售日期之綜合資產淨值如下：	
Investment properties	投資物業	10,483,034
Equipment	設備	1,084
Financial asset measured at fair value through profit or loss	通過損益以反映公平值計量之金融資產	15,000
Debtors, deposits, other receivables and prepayments	應收賬項、按金、其他應收賬項及預付款項	71,107
Pledged deposits	抵押存款	181,902
Bank balances and cash	銀行結餘及現金	14,412
Amount due from the Group	本集團欠負款項	4,624,834
Creditors and accruals	應付賬項及應計款項	(22,456)
Deposits and receipts in advance	按金及預收款項	(228,163)
Tax liabilities	稅項負債	(30,265)
Borrowing	借貸	(4,585,000)
Deferred tax liabilities	遞延稅項負債	(27,989)
Amount due to the Group	欠負本集團款項	(2,550,592)
Consolidated net assets disposed of	出售綜合資產淨值	7,946,908
Sale of amount due to the Group	銷售欠負本集團款項	2,550,592
Assumption of amount due from the Group	承擔本集團欠負款項	(4,624,834)
Gain on disposals of subsidiaries	出售附屬公司之收益	312,930
		6,185,596
Satisfied by:	以下列方式支付：	
Cash consideration	現金代價	6,187,432
Expenses incurred for disposal	出售所產生之開支	(1,836)
		6,185,596
Net cash inflow arising on disposal:	出售時產生之現金流入淨額：	
Cash consideration	現金代價	6,187,432
Settled by special interim dividend (note)	以特別中期股息支付 (附註)	(4,320,773)
Net cash consideration received	已收現金代價淨額	1,866,659
Expenses incurred for disposal	出售所產生之開支	(1,836)
Bank balances and cash disposed of	已出售之銀行結餘及現金	(14,412)
		1,850,411

42. DISPOSALS OF SUBSIDIARIES (Cont'd)**(c) Disposal of the Windsor Group to connected persons on 1st September, 2016 (Cont'd)**

The gain on the Windsor Disposal was included in other gains and losses, net (Note 12(iii)) in the consolidated statement of comprehensive income.

Note: Best Range has elected to settle the consideration by procuring Mr. Joseph Lau's entitlement on the special interim dividend (Note 17(e)) in an amount of approximately HK\$4,320,773,000.

(d) Chengdu Project Disposal on 30th July, 2015

On 14th July, 2015, Evergo Holdings (China) Company Limited ("Evergo"), an indirect wholly-owned subsidiary of the Company, and Shengyu entered into an equity and debt transfer agreement, pursuant to which Evergo agreed to sell and Shengyu agreed to acquire the entire issued share capital of Lucky Benefit and Rising Sheen.

The Chengdu Project Disposal was completed on 30th July, 2015 at a consideration of HK\$6,500,000,000. Upon completion, the Chengdu Project ceased to be subsidiaries of the Company and their consolidated results, assets and liabilities were ceased to be consolidated with those of the Group.

Details of the Chengdu Project Disposal were set out in the announcement of the Company dated 14th July, 2015.

42. 出售附屬公司 (續)**(c) 於二零一六年九月一日出售Windsor集團予關連人士 (續)**

皇室大廈出售之收益已計入綜合全面收益報表之其他收益及虧損淨額(附註12(iii))內。

附註：Best Range選擇以劉鑾雄先生之特別中期股息權利(附註17(e))用作支付代價，金額約為4,320,773,000港元。

(d) 於二零一五年七月三十日之成都項目出售

於二零一五年七月十四日，愛美高集團(中國)有限公司(「愛美高」)(本公司之一間間接全資擁有附屬公司)與盛譽訂立一項股權及債權轉讓協議。據此，愛美高同意出售及盛譽同意購買Lucky Benefit及升亮之全部已發行股本。

成都項目出售於二零一五年七月三十日完成，代價為6,500,000,000港元。於完成後，成都項目不再為本公司之附屬公司，其綜合業績、資產及負債已不再計入本集團之綜合業績、資產及負債內。

成都項目出售之詳情已載列於本公司日期為二零一五年七月十四日之公布內。



42. DISPOSALS OF SUBSIDIARIES (Cont'd)

42. 出售附屬公司 (續)

(d) Chengdu Project Disposal on 30th July, 2015 (Cont'd)

(d) 於二零一五年七月三十日之成都項目出售 (續)

		2015 HK\$'000 千港元
The consolidated net assets of the Chengdu Project as at the date of disposal were as follows:	成都項目於出售日期之綜合資產淨值如下：	
Investment properties	投資物業	4,941,632
Property, plant and equipment	物業、廠房及設備	1,198,461
Available-for-sale investment	待售投資	361,054
Pledged deposit	抵押存款	409,071
Stock of properties	物業存貨	855,386
Inventories	存貨	1,425
Debtors, deposits, other receivables and prepayments	應收賬項、按金、其他應收賬項及預付款項	98,708
Tax recoverable	可收回稅款	14,156
Time deposits, bank balances and cash	定期存款、銀行結餘及現金	656,772
Creditors and accruals	應付賬項及應計款項	(358,699)
Deposits and receipts in advance	按金及預收款項	(128,635)
Tax liabilities	稅項負債	(595)
Financial guarantee liabilities	財務擔保負債	(160)
Borrowings	借貸	(1,869,450)
Deferred tax liabilities	遞延稅項負債	(231,667)
Amount due to the Group	欠負本集團款項	<u>(4,604,511)</u>
Consolidated net assets disposed of	出售綜合資產淨值	1,342,948
Sale of amount due to the Group	銷售欠負本集團款項	4,604,511
Release of translation reserve upon disposal	於出售時撥回之匯兌儲備	(774,867)
Gain on disposals of subsidiaries	出售附屬公司之收益	<u>707,492</u>
		<u><u>5,880,084</u></u>

42. DISPOSALS OF SUBSIDIARIES (Cont'd)

42. 出售附屬公司 (續)

(d) Chengdu Project Disposal on 30th July, 2015 (Cont'd)

(d) 於二零一五年七月三十日之成都項目出售 (續)

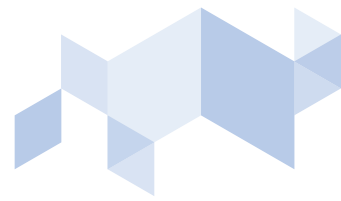
		2015 HK\$'000 千港元
Satisfied by:	以下列方式支付：	
Cash consideration received	已收現金代價	650,000
Present value of deferred consideration (note)	遞延代價之現值 (附註)	<u>5,244,372</u>
		5,894,372
Expenses incurred for disposal	出售所產生之開支	<u>(14,288)</u>
		<u>5,880,084</u>
Net cash outflow arising on disposal:	出售時產生之現金流出淨額：	
Cash consideration	現金代價	6,500,000
Cash consideration receivable (note)	應收現金代價 (附註)	<u>(5,850,000)</u>
Cash consideration received	已收現金代價	650,000
Expenses incurred for disposal	出售所產生之開支	(14,288)
Time deposits, bank balances and cash disposed of	已出售之定期存款、銀行結餘及現金	<u>(656,772)</u>
		<u>(21,060)</u>

The gain on the Chengdu Project Disposal was included in other gains and losses, net (Note 12(v)) in the consolidated statement of comprehensive income.

成都項目出售之收益已計入綜合全面收益報表之其他收益及虧損淨額 (附註 12(v)) 內。

Note: The deferred consideration represented the consideration of HK\$5,850,000,000 receivable in cash by instalments within 24 months following the date of the equity and debt transfer agreement.

附註：遞延代價乃指隨股權及債權轉讓協議日期起二十四個月內分期以現金收取之應收代價5,850,000,000港元。



42. DISPOSALS OF SUBSIDIARIES (Cont'd)

(e) Disposal of the One Group to a connected person on 15th July, 2015

On 12th December, 2014, (i) Rich Lucky Limited ("Rich Lucky"), an indirect wholly-owned subsidiary of the Company; (ii) the Company, being the guarantor of Rich Lucky; (iii) Market Victory Limited ("Market Victory"), a company wholly-owned by Mr. Joseph Lau; and (iv) Mr. Joseph Lau, being the guarantor of Market Victory, entered into a sale and purchase agreement, pursuant to which Rich Lucky agreed to sell and Market Victory agreed to acquire the entire issued share capital of Asian East.

The One Disposal was completed on 15th July, 2015 at a consideration of approximately HK\$5,020,556,000. Upon completion, the One Group ceased to be subsidiaries of the Company and its consolidated results, assets and liabilities were ceased to be consolidated with those of the Group.

Upon completion of the One Disposal, the Group recorded gain on disposal of subsidiaries of approximately HK\$212,332,000. The gain was mainly derived from the decrease in fair value of the investment properties of HK\$215,000,000 due to revaluation of the investment properties as at 30th June, 2015 (which was carried out in accordance with the Group's accounting policies on revaluation of the Group's investment properties as at reporting date) as compared with the property valuation under the sale and purchase agreement of the One Disposal dated 12th December, 2014.

Details of the One Disposal were set out in the announcements of the Company dated 12th December, 2014, 15th July, 2015 and 13th August, 2015 and the circular of the Company dated 7th January, 2015.

42. 出售附屬公司 (續)

(e) 於二零一五年七月十五日出售One集團予關連人士

於二零一四年十二月十二日，(i) Rich Lucky Limited (「Rich Lucky」) (本公司之一間間接全資擁有附屬公司)；(ii)本公司，作為Rich Lucky擔保人；(iii) Market Victory Limited (「Market Victory」) (一間由劉鑾雄先生全資擁有之公司)；及(iv)劉鑾雄先生，作為Market Victory擔保人，訂立一項買賣協議。據此，Rich Lucky同意出售及Market Victory同意購買Asian East之全部已發行股本。

One出售於二零一五年七月十五日完成，代價約為5,020,556,000港元。於完成後，One集團不再為本公司之附屬公司，其綜合業績、資產及負債已不再計入本集團之綜合業績、資產及負債內。

於One出售完成後，本集團錄得出售附屬公司之收益約212,332,000港元。該收益主要來自於二零一五年六月三十日就投資物業進行重估(按照本集團的會計政策對本集團之投資物業於報告日期進行重估)，較日期為二零一四年十二月十二日之One出售買賣協議內之物業估值，投資物業公平值減少為215,000,000港元。

One出售之詳情已載列於本公司日期為二零一四年十二月十二日、二零一五年七月十五日及二零一五年八月十三日之公布以及二零一五年一月七日之通函內。

42. DISPOSALS OF SUBSIDIARIES (Cont'd)

42. 出售附屬公司 (續)

(e) Disposal of the One Group to a connected person on 15th July, 2015 (Cont'd)

(e) 於二零一五年七月十五日出售One集團予關連人士 (續)

		2015 HK\$'000 千港元
The consolidated net assets of the One Group as at the date of disposal were as follows:	One集團於出售日期之綜合資產淨值如下：	
Investment properties	投資物業	7,665,000
Equipment	設備	1,590
Debtors, deposits, other receivables and prepayments	應收賬項、按金、其他應收賬項及預付款項	34,808
Bank balances and cash	銀行結餘及現金	37,625
Creditors and accruals	應付賬項及應計款項	(17,026)
Deposits and receipts in advance	按金及預收款項	(158,596)
Tax liabilities	稅項負債	(4,370)
Borrowings	借貸	(2,738,000)
Deferred tax liabilities	遞延稅項負債	(15,475)
Amount due to the Group	欠負本集團款項	<u>(2,203,689)</u>
Consolidated net assets disposed of	出售綜合資產淨值	2,601,867
Sale of amount due to the Group	銷售欠負本集團款項	2,203,689
Gain on disposal of subsidiaries	出售附屬公司之收益	<u>212,332</u>
		<u>5,017,888</u>
Satisfied by:	以下列方式支付：	
Cash consideration	現金代價	5,020,556
Expenses incurred for disposal	出售所產生之開支	<u>(2,668)</u>
		<u>5,017,888</u>
Net cash inflow arising on disposal:	出售時產生之現金流入淨額：	
Cash consideration	現金代價	5,020,556
Settled by special interim dividend (note)	以特別中期股息支付 (附註)	<u>(3,478,022)</u>
Net cash consideration received	已收現金代價淨額	1,542,534
Expenses incurred for disposal	出售所產生之開支	(2,668)
Bank balances and cash disposed of	已出售之銀行結餘及現金	<u>(37,625)</u>
		<u>1,502,241</u>



42. DISPOSALS OF SUBSIDIARIES (Cont'd)

(e) Disposal of the One Group to a connected person on 15th July, 2015 (Cont'd)

The gain on the One Disposal was included in other gains and losses, net (Note 12(vi)) in the consolidated statement of comprehensive income.

Note: Market Victory had elected to settle the consideration by procuring Mr. Joseph Lau's entitlement on the special interim dividend (Note 17(g)) in an amount of approximately HK\$3,478,022,000.

(f) Chongqing Project Disposal on 27th October, 2015

On 19th October, 2015, Evergo and Shengyu entered into an equity and debt receivable transfer agreement, pursuant to which Evergo agreed to sell and Shengyu agreed to acquire the entire issued share capital of Million Castle.

The Chongqing Project Disposal was completed on 27th October, 2015 at a consideration of HK\$1,750,000,000. Upon completion, Million Castle ceased to be a subsidiary of the Company and its results, assets and liabilities were ceased to be consolidated with those of the Group.

Details of the Chongqing Project Disposal were set out in the announcement of the Company dated 19th October, 2015.

42. 出售附屬公司 (續)

(e) 於二零一五年七月十五日出售One集團予關連人士 (續)

One出售之收益已計入綜合全面收益報表之其他收益及虧損淨額(附註12(vi))內。

附註：Market Victory選擇以劉鑾雄先生之特別中期股息權利(附註17(g))用作支付代價，金額約為3,478,022,000港元。

(f) 於二零一五年十月二十七日之重慶項目出售

於二零一五年十月十九日，愛美高與盛譽訂立一項股權及應收債權轉讓協議。據此，愛美高同意出售及盛譽同意購買Million Castle之全部已發行股本。

重慶項目出售於二零一五年十月二十七日完成，代價為1,750,000,000港元。於完成後，Million Castle不再為本公司之一間附屬公司，其業績、資產及負債已不再計入本集團之綜合業績、資產及負債內。

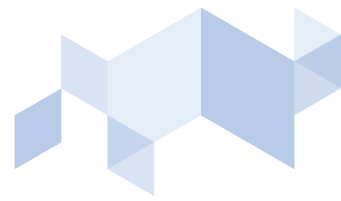
重慶項目出售之詳情已載列於本公司日期為二零一五年十月十九日之公布內。

42. DISPOSALS OF SUBSIDIARIES (Cont'd)

42. 出售附屬公司 (續)

(f) Chongqing Project Disposal on 27th October, 2015
(Cont'd)(f) 於二零一五年十月二十七日之重慶項目
出售 (續)

		2015 HK\$'000 千港元
The net assets of Million Castle as at the date of disposal were as follows:	Million Castle於出售日期之資產淨值如下：	
Interest in an associate	一間聯營公司權益	73,522
Advance to an associate	墊付一間聯營公司款項	1,532,321
Amount due to the Group	欠負本集團款項	<u>(1,531,542)</u>
Net assets disposed of	出售資產淨值	74,301
Sale of amount due to the Group	銷售欠負本集團款項	1,531,542
Release of translation reserve upon disposal	於出售時撥回之匯兌儲備	(107,383)
Gain on disposal of a subsidiary	出售一間附屬公司之收益	<u>118,421</u>
		<u>1,616,881</u>
Satisfied by:	以下列方式支付：	
Cash consideration received	已收現金代價	262,500
Present value of deferred consideration (note)	遞延代價之現值 (附註)	<u>1,354,829</u>
		1,617,329
Expenses incurred for disposal	出售所產生之開支	<u>(448)</u>
		<u>1,616,881</u>
Net cash inflow arising on disposal:	出售時產生之現金流入淨額：	
Cash consideration	現金代價	1,750,000
Cash consideration receivable (note)	應收現金代價 (附註)	<u>(1,487,500)</u>
Cash consideration received	已收現金代價	262,500
Expenses incurred for disposal	出售所產生之開支	<u>(448)</u>
		<u>262,052</u>



42. DISPOSALS OF SUBSIDIARIES (Cont'd)

(f) Chongqing Project Disposal on 27th October, 2015 (Cont'd)

The gain on the Chongqing Project Disposal was included in other gains and losses, net (Note 12(vii)) in the consolidated statement of comprehensive income.

Note: The deferred consideration represented the consideration of HK\$1,487,500,000 receivable in cash by instalments within 24 months from the date of the equity and debt receivable transfer agreement.

(g) Disposal of the Silvercord Group to connected persons on 13th January, 2015

On 1st September, 2014, (a)(i) Super Series Limited ("Super Series"), an indirect wholly-owned subsidiary of the Company; (ii) the Company, being the guarantor of Super Series; (iii) Fly High Target Limited ("Fly High Target"), a company wholly-owned by Mr. Joseph Lau; and (iv) Mr. Joseph Lau, being the guarantor of Fly High Target, entered into sale and purchase agreements, namely "Silvercord First SP Agreement" and "Silvercord Second SP Agreement", pursuant to which Super Series agreed to sell and Fly High Target agreed to acquire the entire issued share capital of Brass Ring and Union Leader respectively; and (b)(i) Chinese Estates, Limited ("CEL"), a direct wholly-owned subsidiary of the Company; (ii) the Company, being the guarantor of CEL; (iii) Coast Field Ltd. ("Coast Field"), a company wholly-owned by Mr. Joseph Lau; and (iv) Mr. Joseph Lau, being the guarantor of Coast Field, entered into a sale and purchase agreement, namely "Silvercord Third SP Agreement", pursuant to which CEL agreed to sell and Coast Field agreed to acquire the entire issued share capital of CE Finance.

42. 出售附屬公司 (續)

(f) 於二零一五年十月二十七日之重慶項目出售 (續)

重慶項目出售之收益已計入綜合全面收益報表之其他收益及虧損淨額 (附註 12(vii)) 內。

附註：遞延代價乃指隨股權及應收債權轉讓協議日期起二十四個月內分期以現金收取之應收代價1,487,500,000港元。

(g) 於二零一五年一月十三日出售銀高集團予關連人士

於二零一四年九月一日，(a)(i) Super Series Limited (「Super Series」) (本公司之一間間接全資擁有附屬公司)；(ii) 本公司，作為Super Series擔保人；(iii) Fly High Target Limited (「Fly High Target」) (一間由劉鑾雄先生全資擁有之公司)；及(iv)劉鑾雄先生，作為Fly High Target擔保人，訂立買賣協議(名為「銀高第一買賣協議」及「銀高第二買賣協議」)。據此，Super Series同意出售及Fly High Target同意購買Brass Ring及Union Leader之全部已發行股本；及(b)(i)華人置業有限公司(「華置」) (本公司之一間直接全資擁有附屬公司)；(ii)本公司，作為華置擔保人；(iii) Coast Field Ltd. (「Coast Field」) (一間由劉鑾雄先生全資擁有之公司)；及(iv)劉鑾雄先生，作為Coast Field擔保人，訂立一項買賣協議(名為「銀高第三買賣協議」)。據此，華置同意出售及Coast Field同意購買中華財務之全部已發行股本。

42. DISPOSALS OF SUBSIDIARIES (Cont'd)

(g) Disposal of the Silvercord Group to connected persons on 13th January, 2015 (Cont'd)

The Silvercord Disposal was completed on 13th January, 2015 at a total consideration of approximately HK\$7,656,149,000. Upon completion, the Silvercord Group ceased to be subsidiaries of the Company and its consolidated results, assets and liabilities were ceased to be consolidated with those of the Group.

Upon completion of the Silvercord Disposal, the Group recorded loss on disposals of subsidiaries of approximately HK\$97,235,000. The loss was mainly derived from the increase in fair value of the investment properties of HK\$93,200,000 due to revaluation of the investment properties as at 31st December, 2014 (which was carried out in accordance with the Group's accounting policies on revaluation of the Group's investment properties as at reporting date) as compared with the property valuation under the sale and purchase agreements of the Silvercord Disposal dated 1st September, 2014.

Details of the Silvercord Disposal were set out in the announcements of the Company dated 2nd September, 2014 and 13th January, 2015 and the circular of the Company dated 23rd September, 2014.

42. 出售附屬公司 (續)

(g) 於二零一五年一月十三日出售銀高集團予關連人士 (續)

銀高出售於二零一五年一月十三日完成，總代價約為7,656,149,000港元。於完成後，銀高集團不再為本公司之附屬公司，其綜合業績、資產及負債已不再計入本集團之綜合業績、資產及負債內。

於銀高出售完成後，本集團錄得出售附屬公司之虧損約為97,235,000港元。該虧損主要來自於二零一四年十二月三十一日就投資物業進行重估（按照本集團的會計政策對本集團之投資物業於報告日期進行重估），較日期為二零一四年九月一日之銀高出售買賣協議內之物業估值，投資物業公平值增加為93,200,000港元。

銀高出售之詳情已載列於本公司日期為二零一四年九月二日及二零一五年一月十三日之公布以及二零一四年九月二十三日之通函內。



42. DISPOSALS OF SUBSIDIARIES (Cont'd)

42. 出售附屬公司 (續)

(g) Disposal of the Silvercord Group to connected persons on 13th January, 2015 (Cont'd)

(g) 於二零一五年一月十三日出售銀高集團予關連人士 (續)

		2015 HK\$'000 千港元
The consolidated net assets of the Silvercord Group as at the date of disposal were as follows:	銀高集團於出售日期之綜合資產淨值如下：	
Investment properties	投資物業	9,388,280
Equipment	設備	3
Debtors, deposits, other receivables and prepayments	應收賬項、按金、其他應收賬項及預付款項	48,917
Tax recoverable	可收回稅款	1
Bank balances and cash	銀行結餘及現金	95,018
Amount due from the Group	本集團欠負款項	424,226
Creditors and accruals	應付賬項及應計款項	(7,192)
Deposits and receipts in advance	按金及預收款項	(217,539)
Tax liabilities	稅項負債	(18,714)
Borrowings	借貸	(1,500,000)
Deferred tax liabilities	遞延稅項負債	(39,425)
Amount due to the Group	欠負本集團款項	<u>(7,538,215)</u>
Consolidated net assets disposed of	出售綜合資產淨值	635,360
Sale of amount due to the Group	銷售欠負本集團款項	7,538,215
Assumption of amount due from the Group	承擔本集團欠負款項	(424,226)
Loss on disposals of subsidiaries	出售附屬公司之虧損	<u>(97,235)</u>
		<u>7,652,114</u>
Satisfied by:	以下列方式支付：	
Cash consideration	現金代價	7,656,149
Expenses incurred for disposal	出售所產生之開支	<u>(4,035)</u>
		<u>7,652,114</u>
Net cash inflow arising on disposal:	出售時產生之現金流入淨額：	
Cash consideration	現金代價	7,656,149
Settled by special interim dividend (note)	以特別中期股息支付 (附註)	<u>(5,350,803)</u>
Net cash consideration received	已收現金代價淨額	2,305,346
Expenses incurred for disposal	出售所產生之開支	(4,035)
Bank balances and cash disposed of	已出售之銀行結餘及現金	<u>(95,018)</u>
		<u>2,206,293</u>

42. DISPOSALS OF SUBSIDIARIES (Cont'd)**(g) Disposal of the Silvercord Group to connected persons on 13th January, 2015 (Cont'd)**

The loss on the Silvercord Disposal was included in other gains and losses, net (Note 12(viii)) in the consolidated statement of comprehensive income.

Note: Fly High Target had elected to settle the consideration by procuring Mr. Joseph Lau's entitlement on the special interim dividend (Note 17(f)) in an amount of approximately HK\$5,350,803,000.

42. 出售附屬公司 (續)**(g) 於二零一五年一月十三日出售銀高集團予關連人士 (續)**

銀高出售之虧損已計入綜合全面收益報表之其他收益及虧損淨額(附註12(viii))內。

附註：Fly High Target選擇以劉鑾雄先生之特別中期股息權利(附註17(f))用作支付代價，金額約為5,350,803,000港元。

43. MAJOR NON-CASH TRANSACTIONS

Save as disclosed elsewhere in these consolidated financial statements and below, the Group did not have major non-cash transactions.

During the year ended 31st December, 2016, distributions from associates of approximately HK\$1,810,252,000 (2015: distribution from an associate of HK\$30,000,000) have been settled through the current account(s) with the respective associate(s).

43. 主要非現金交易

除本綜合財務報表其他部分及下文所披露者外，本集團並無主要非現金交易。

於截至二零一六年十二月三十一日止年度內，聯營公司之分派約1,810,252,000港元(二零一五年：一間聯營公司之分派30,000,000港元)以透過各自聯營公司之往來賬項結付。



44. PLEDGE OF ASSETS

At the end of the reporting period, the carrying amounts of the assets pledged by the Group to secure general banking and other loan facilities and to secure the securities transactions, granted to the Group are analysed as follows:

Investment properties (note)	投資物業 (附註)
Property, plant and equipment (note)	物業、廠房及設備 (附註)
Stock of properties	物業存貨
Investments held-for-trading	持作買賣之投資
Financial assets measured at fair value through profit or loss	通過損益以反映公平值計量之金融資產
Financial assets measured at fair value through other comprehensive income	通過其他全面收益以反映公平值計量之金融資產
Financial assets designated as at fair value through profit or loss	指定為通過損益以反映公平值之金融資產
Non-current pledged deposits	非流動抵押存款
Current pledged deposits (note)	流動抵押存款 (附註)

As at 31st December, 2016 and 2015, interests in certain subsidiaries of the Company have been pledged as part of the security to secure certain bank borrowings granted to the Group.

Note: Included the respective items presented as assets classified as held for sale as at 31st December, 2015.

44. 資產抵押

於報告期末，本集團為取得可供本集團動用之一般銀行及其他貸款融資以及證券交易而抵押之資產賬面值分析如下：

2016	2015
HK\$'000	HK\$'000
千港元	千港元
10,231,402	26,527,838
-	505,491
858,435	958,000
-	364,244
14,952,866	-
3,760,400	-
-	11,069,270
13,884	24,557
929,879	237,506
30,746,866	39,686,906

於二零一六年及二零一五年十二月三十一日，本公司於若干附屬公司之權益已質押作為本集團獲授若干銀行借貸之部分抵押。

附註：於二零一五年十二月三十一日包括相關項目呈列為持作出售之資產。

45. CAPITAL COMMITMENTS

45. 資本承擔

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Authorised and contracted for:	已批准及已簽約：		
Development expenditure of properties in Hong Kong	香港物業發展開支	15,026	102,257
Renovation of properties	翻新物業	5,656	6,997
Capital investment in limited partnership (note)	有限合夥企業之資本投資(附註)	125,434	126,901
Investee company's contribution	接受投資公司之注資	-	171,600
		146,116	407,755

Note: The Group had committed to make a capital contribution of US\$100,000,000 (equivalent to approximately HK\$775,500,000) in the Cayman Islands Partnership. Up to the end of the reporting period, approximately US\$83,825,000 (equivalent to approximately HK\$649,768,000) (2015: US\$83,625,000 (equivalent to approximately HK\$648,214,000)) among the contribution has been paid by the Group. The outstanding amount was approximately US\$16,175,000 (equivalent to approximately HK\$125,434,000, after exchange adjustment).

附註：本集團就開曼群島合夥企業承諾作出100,000,000美元(相當於約775,500,000港元)之資本注資。於報告期末，本集團已注資約83,825,000美元(相當於約649,768,000港元)(二零一五年：83,625,000美元(相當於約648,214,000港元))資本承擔金額。未注資之金額約為16,175,000美元(相當於約125,434,000港元(經匯兌調整後))。

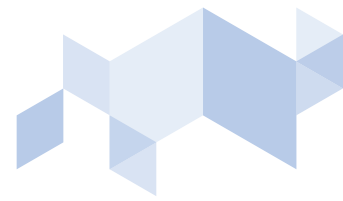
46. CONTINGENT LIABILITIES AND ASSETS

46. 或然負債及資產

Contingent Liabilities

或然負債

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Guarantee given to a bank in respect of banking facilities in lieu of the cash public utility deposit jointly utilised by subsidiaries	為附屬公司獲授銀行共用之銀行信貸額以取替現金公用事務存款而向一間銀行提供之擔保	15,000	15,000



46. CONTINGENT LIABILITIES AND ASSETS

(Cont'd)

Contingent Assets

Post-completion development upside sharing or compensation upside sharing on the case of Moon Ocean Ltd. ("Moon Ocean")

On 1st September, 2014, (i) Data Dynasty Limited ("Data Dynasty"), an indirect wholly-owned subsidiary of the Company; (ii) the Company, being the guarantor of Data Dynasty; (iii) One Midland Limited ("One Midland"), a company wholly-owned by Mr. Joseph Lau; and (iv) Mr. Joseph Lau, being the guarantor of One Midland, entered into a sale and purchase agreement, namely "Moon Ocean SP Agreement", pursuant to which Data Dynasty agreed to sell and One Midland agreed to acquire the entire issued share capital of Value Eight Limited ("Value Eight"), Value Eight held investments relating to the Macau Land (as defined below) through Moon Ocean ("Moon Ocean Disposal").

Subject to completion of the Moon Ocean Disposal on 31st October, 2014, (a) if judgments are made in favour of Moon Ocean in the appeals to its legal case in the Macau Special Administrative Region of the PRC ("Macau") ("Appeals") and have become final and the title to the Macau land previously held by Moon Ocean ("Macau Land") is vested on Moon Ocean again, One Midland shall pay to Data Dynasty the development upside sharing pursuant to the Moon Ocean SP Agreement; or (b) if judgments are made against Moon Ocean in the Appeals and have become final, One Midland shall pay to Data Dynasty the compensation upside sharing pursuant to the Moon Ocean SP Agreement.

The Appeals comprise (i) the appeal against the Chief Executive of Macau's declaration of the previous act of the Chief Executive of Macau in confirming the approval of the transfers of the rights deriving from the land concession for the Macau Land to Moon Ocean and the amendments of the related land concession contracts in March 2006 invalid ("First Decision Appeal"); and (ii) the appeal against the notice from the Land, Public Works and Transport Bureau of Macau that the Chief Executive of Macau declared the previous act of approval of the increase of residential gross floor area of the Macau Land and an exchange of land in March 2011 by the Chief Executive of Macau was invalid ("Second Decision Appeal").

46. 或然負債及資產 (續)

或然資產

於Moon Ocean Ltd. ("Moon Ocean") 案例完成後開發分佔增值或補償分佔增值

於二零一四年九月一日，(i) Data Dynasty Limited ("Data Dynasty") (本公司之一間間接全資擁有附屬公司)；(ii)本公司，作為Data Dynasty擔保人；(iii) One Midland Limited ("One Midland") (一間由劉鑾雄先生全資擁有之公司)；及(iv)劉鑾雄先生，作為One Midland擔保人，訂立一項買賣協議(名為「Moon Ocean買賣協議」)。據此，Data Dynasty同意出售及One Midland同意購買Value Eight Limited ("Value Eight")之全部已發行股本，Value Eight透過Moon Ocean持有有關澳門土地(定義見下文)之投資(「Moon Ocean出售」)。

於二零一四年十月三十一日完成Moon Ocean出售的前提下，(a)倘Moon Ocean向中國澳門特別行政區(「澳門」)提出上訴(「上訴」)之裁決有利於Moon Ocean，並成為最終裁決，而Moon Ocean原有之澳門土地(「澳門土地」)之業權再次歸屬於Moon Ocean，則One Midland須根據Moon Ocean買賣協議向Data Dynasty支付開發分佔增值；或(b)倘上訴之裁決不利於Moon Ocean，並成為最終裁決，則One Midland須根據Moon Ocean買賣協議向Data Dynasty支付補償分佔增值。

上訴包括(i)就澳門行政長官宣告澳門行政長官早前於二零零六年三月確認同意將澳門土地之土地批給衍生權利轉讓予Moon Ocean以及相關土地批給合同之修改的行為無效提出上訴(「第一次決定上訴」)；及(ii)就澳門土地工務運輸局發出之通知，有關澳門行政長官宣告早前於二零一一年三月確認批准增加澳門土地之住宅總樓面面積及土地交換的行為無效提出上訴(「第二次決定上訴」)。

46. CONTINGENT LIABILITIES AND ASSETS

(Cont'd)

Contingent Assets (Cont'd)***Post-completion development upside sharing or compensation upside sharing on the case of Moon Ocean Ltd. ("Moon Ocean") (Cont'd)***

The arrangement of the development upside sharing or the compensation upside sharing (as the case may be) allows the Group to share the possible upside or compensation in relation to the Macau Land and the La Scala project post completion of the Moon Ocean SP Agreement.

The aggregate amount of all the development upside sharing or the compensation upside sharing (as the case may be) payable by One Midland to Data Dynasty shall be subject to a maximum amount of HK\$12,500,000,000.

The Directors consider the aggregate amount of all the development upside sharing or the compensation upside sharing (as the case may be) payable by One Midland to Data Dynasty and the maximum amount of HK\$12,500,000,000 for the development upside sharing or the compensation upside sharing (as the case may be) are fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole.

The Last Instance Court of Macau denied the First Decision Appeal in its judgment on 22nd June, 2016. Up to the date of the approval of these consolidated financial statements, the Second Decision Appeal is still in progress.

Details of the Moon Ocean Disposal, the development upside sharing and the compensation upside sharing were set out in the announcement of the Company dated 2nd September, 2014 and the circular of the Company dated 23rd September, 2014.

46. 或然負債及資產 (續)**或然資產 (續)*****於Moon Ocean Ltd. (「Moon Ocean」) 案例完成後開發分佔增值或補償分佔增值 (續)***

開發分佔增值或補償分佔增值 (視情況而定) 之安排讓本集團可於Moon Ocean買賣協議完成後分佔就澳門土地及御海·南灣項目可能出現之增值或補償。

One Midland應付Data Dynasty之所有開發分佔增值或補償分佔增值 (視情況而定) 總額之最高金額為12,500,000,000港元。

董事認為One Midland應付予Data Dynasty之所有開發分佔增值或補償分佔增值 (視情況而定) 總額以及開發分佔增值或補償分佔增值 (視情況而定) 之最高金額12,500,000,000港元屬公平合理，並符合本公司及本公司之股東整體利益。

澳門終審法院於二零一六年六月二十二日的判決中駁回第一次決定上訴。截至批准本綜合財務報表日期，第二次決定上訴仍在進行當中。

Moon Ocean出售、開發分佔增值及補償分佔增值之詳情已載列於本公司日期為二零一四年九月二日之公布及二零一四年九月二十三日之通函內。

47. OPERATING LEASES

The Group as lessee

Minimum lease payments paid under operating leases in respect of premises during the year

本年度就有關物業之營業租約支付之最低租金款額

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

Within one year

In the second to fifth year inclusive

第一年內

第二至第五年(包括首尾兩年)

Operating lease payments represent rentals payable by the Group for certain of its office properties. Leases are negotiated for an average term of one to three (2015: one to two) years.

The Group as lessor

Property rental income earned during the year was approximately HK\$823,856,000 (2015: HK\$1,325,875,000) less outgoings of approximately HK\$46,469,000 (2015: HK\$93,647,000).

The investment properties of the Group are expected to generate annual rental yields of 1.60% to 8.67% (2015: 1.67% to 9.67%) on an ongoing basis. Most of the properties held in Hong Kong and Mainland China have committed tenants ranged from two to three years and those held in the United Kingdom have committed tenants over five years.

47. 營業租約

本集團為承租人

2016 HK\$'000 千港元	2015 HK\$'000 千港元
41,690	2,623

於報告期末，本集團就不可撤銷營業租約之未來最低租金款額之承擔於下列期間到期：

2016 HK\$'000 千港元	2015 HK\$'000 千港元
43,697	1,022
42,903	156
86,600	1,178

營業租約租金指本集團就其若干寫字樓物業應付之租金。租約平均每一至三年(二零一五年：一至兩年)商議一次。

本集團為出租人

於本年度賺取之物業租金收入約為823,856,000港元(二零一五年：1,325,875,000港元)，扣除開支約46,469,000港元(二零一五年：93,647,000港元)。

本集團之投資物業預期可持續取得每年1.60%至8.67%(二零一五年：1.67%至9.67%)之租金收益率。大部分位於香港及中國大陸物業之租戶承擔租用年期由兩至三年及所持位於英國物業之租戶承擔租用年期超過五年。

47. OPERATING LEASES (Cont'd)

The Group as lessor (Cont'd)

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

Within one year	第一年內
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)
Over five years	五年以上

47. 營業租約 (續)

本集團為出租人(續)

於報告期末，本集團已與租戶就下列未來最低租金款額訂約：

2016	2015
HK\$'000	HK\$'000
千港元	千港元
412,293	880,771
1,065,247	1,238,697
979,524	790,648
2,457,064	2,910,116

48. RETIREMENT BENEFIT SCHEMES

The Group operates defined contribution retirement schemes in Hong Kong, namely the Occupational Retirement Scheme ("ORSO Scheme") and the Mandatory Provident Fund Scheme ("MPF Scheme"). Contributions to the ORSO Scheme made by the Group are based on a percentage of employees' salaries ranging from 5% to 10%, depending upon the length of service of the employees. From 1st December, 2000, newly joined employees are compulsorily required to join the MPF Scheme. The employer and its employees are each required to make contributions to the scheme at rates specified in the rules of the MPF Scheme.

The total costs charged to the consolidated statement of comprehensive income of approximately HK\$9,799,000 (2015: HK\$10,576,000) represented contributions payable to these schemes by the Group for the year.

48. 退休福利計劃

本集團參與香港界定供款退休計劃之職業退休計劃(「職業退休計劃」)及強制性公積金計劃(「強積金計劃」)。本集團向職業退休計劃作出僱員薪酬之5%至10%供款(視乎僱員服務年資)。由二零零零年十二月一日起加入本集團之新僱員均須參加強積金計劃。僱主及僱員均需為強積金計劃規則內列明之比率供款。

於綜合全面收益報表扣除之費用總額約為9,799,000港元(二零一五年: 10,576,000港元)，即本集團於本年度向該等計劃應付之供款。

49. MATERIAL RELATED PARTY TRANSACTIONS 49. 重大關連人士交易
Transactions:

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

交易：

除本綜合財務報表其他部分所披露者外，本集團於本年度與關連人士進行以下重大交易：

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Income received from associates:	已收聯營公司之收入：		
Secretarial fee	秘書費用	10	10
Management fee	管理費	48	48
Interest income	利息收入	2,178	2,950
Accountancy fee	會計費	120	120
Consultancy fee	顧問費	225	237
Income received from a then controlling shareholder of the Company ("Controlling Shareholder")/ companies controlled by the then Controlling Shareholder/companies controlled by close family members of the then Controlling Shareholder/a then Director/companies wholly-owned by close family members of the then Controlling Shareholder/a close family member of the then Controlling Shareholder:	已收一位本公司當時之控股股東（「控股股東」）／當時之控股股東控制之公司／與當時之控股股東關係密切之家庭成員控制之公司／一位當時之董事／與當時之控股股東關係密切之家庭成員全資擁有之公司／一位與當時之控股股東關係密切之家庭成員之收入：		
Rental services	租賃服務	21,275	26,137
Property management services, leasing administration services and property administration services	物業管理服務、租務行政服務及物業行政服務	40,371	27,107
Asset management and maintenance services	資產管理及保養服務	2,354	19,864
Advisory and consultancy services	諮詢及顧問服務	306	2,330
Other ordinary services – brokerage commission	其他一般服務 – 經紀佣金	-	473
Licence fee received from companies controlled by the then Controlling Shareholder/companies controlled by close family members of the then Controlling Shareholder	已收當時之控股股東控制之公司／與當時之控股股東關係密切之家庭成員控制之公司之許可費	216	1,418
Licence fee paid to companies controlled by close family members of the then Controlling Shareholder	已付與當時之控股股東關係密切之家庭成員控制之公司之許可費	90	-
Rent and building management fee paid to a company controlled by the then Controlling Shareholder	已付當時之控股股東控制之公司之租金及樓宇管理費	458	-
Rent and building management fee received from a then Director	已收一位當時之董事之租金及樓宇管理費	-	268
Rent and building management fee paid to associates	已付聯營公司之租金及樓宇管理費	2,873	2,685
Considerations received for the disposals of subsidiaries to companies wholly-owned by the then Controlling Shareholder (note)	已收當時之控股股東全資擁有之公司作為出售附屬公司之代價（附註）	6,187,432	12,676,705
Sales recognised in respect of disposals of the Group's stock of properties to Directors	已確認有關出售本集團物業存貨予董事之收入	118,764	-
Deposit received for the disposal of the Group's stock of properties to a non-executive Director	已收一位非執行董事作為出售本集團物業存貨之按金	-	6,206

49. MATERIAL RELATED PARTY TRANSACTIONS 49. 重大關連人士交易 (續)

(Cont'd)

Transactions: (Cont'd)

Secretarial fee, accountancy fee and consultancy fee were charged based on an appropriate allocation of costs incurred by central administrative departments of the Group. Management fee, licence fee, rent and building management fee were determined on terms similar to those applicable to transactions with unrelated parties. Interest income was charged at the prevailing market rates based on outstanding balances during the year.

Rental services, property management services, leasing administration services and property administration services, asset management and maintenance services, advisory and consultancy services and other ordinary services (the contract for services with effect from 1st November, 2014 (details were disclosed in the announcement of the Company dated 31st October, 2014)) were charged at the terms agreed by both parties. These related party transactions also constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. Details of these continuing connected transactions are disclosed in the paragraph headed "Connected Transactions" in the section headed "Directors' Report" of this annual report.

Considerations received for the disposals of subsidiaries were determined after arm's length negotiations between both parties with reference to the consolidated net asset value of the respective subsidiaries at their respective date of completion.

Sales amounts recognised and deposit received for the disposals of the Group's stock of properties were determined with reference to the prevailing market values.

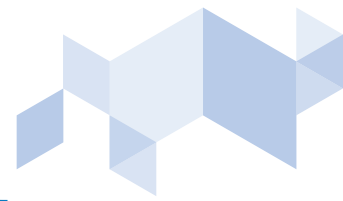
交易：(續)

秘書費用、會計費及顧問費乃按本集團之中央行政部門所產生之成本之適當分配而收取。管理費、許可費、租金及樓宇管理費乃按與無關連人士交易適用之類似條款而釐定。利息收入乃根據本年度未償還結餘按當時市場利率計算。

租賃服務、物業管理服務、租務行政服務及物業行政服務、資產管理及保養服務、諮詢及顧問服務以及其他一般服務（自二零一四年十一月一日起生效之服務合約（詳情披露於本公司日期為二零一四年十月三十一日之公布內））乃根據雙方協定之條款收取該等服務費。根據上市規則第14A章，此關連人士交易亦構成本公司之持續關連交易。該等持續關連交易之詳情載於本年報「董事會報告書」一節中「關連交易」一段內。

就出售附屬公司已收取之代價乃由雙方參考相關附屬公司於個別完成日之綜合資產淨值經公平磋商後釐定。

就出售本集團之物業存貨已確認之銷售額及已收取之按金乃參照當時市值釐定。



49. MATERIAL RELATED PARTY TRANSACTIONS 49. 重大關連人士交易 (續)

(Cont'd)

Transactions: (Cont'd)

Note:

Details of the Windsor Disposal (Note 42(c)) were set out in the announcements of the Company dated 23rd December, 2015, 2nd February, 2016, 1st September, 2016 and 5th October, 2016 and the circular of the Company dated 15th January, 2016.

Details of the One Disposal (Note 42(e)) were set out in the announcements of the Company dated 12th December, 2014, 15th July, 2015 and 13th August, 2015 and the circular of the Company dated 7th January, 2015.

Details of the Silvercord Disposal (Note 42(g)) were set out in the announcements of the Company dated 2nd September, 2014 and 13th January, 2015 and the circular of the Company dated 23rd September, 2014.

The above disposals constituted connected transactions of the Company under Chapter 14A of the Listing Rules.

Balances:

At the end of the reporting period, the Group had balances with the then Controlling Shareholder and companies controlled by the then Controlling Shareholder and/or his close family members of approximately HK\$18,349,000 (2015: HK\$13,186,000) in aggregate which were included in other receivables.

Details of the balances with other related parties at the end of the reporting period are set out in Notes 24 and 41.

Key management personnel emoluments:

Remuneration for key management personnel is disclosed in Notes 15 and 16. The remuneration of the Directors and senior executives is recommended by the Remuneration Committee for the approval of the board of Directors having regard to the performance of individuals, their respective duties and responsibilities in the Group and the prevailing market condition as appropriate.

交易：(續)

附註：

皇室大廈出售之詳情(附註42(c))已載列於本公司日期為二零一五年十二月二十三日、二零一六年二月二日、二零一六年九月一日及二零一六年十月五日之公布以及二零一六年一月十五日之通函內。

One出售之詳情(附註42(e))已載列於本公司日期為二零一四年十二月十二日、二零一五年七月十五日及二零一五年八月十三日之公布以及二零一五年一月七日之通函內。

銀高出售之詳情(附註42(g))已載列於本公司日期為二零一四年九月二日及二零一五年一月十三日之公布以及二零一四年九月二十三日之通函內。

根據上市規則第14A章，上述出售構成本公司之關連交易。

結餘：

於報告期末，本集團與當時之控股股東及其控制及／或與其關係密切之家庭成員控制之公司之交易結餘總額約為18,349,000港元(二零一五年：13,186,000港元)，已包括在其他應收賬項內。

於報告期末，與其他關連人士之交易結餘詳情載於附註24及41。

主要管理人員酬金：

主要管理人員酬金於附註15及16內披露。董事及高級行政人員之酬金由薪酬委員會參考個別人士表現、其於本集團內之職務與責任及當時市況(如適用)後向董事會建議批准。

50. PARTICULARS OF PRINCIPAL SUBSIDIARIES 50. 主要附屬公司詳情

The Directors are of the opinion that a complete list of the particulars of all subsidiaries would be of excessive length and therefore the following list contains only the subsidiaries as at 31st December, 2016 which principally affected the results or assets of the Group.

董事認為列出全部附屬公司之詳情令篇幅過於冗長。故此，下表只披露於二零一六年十二月三十一日對本集團之業績或資產有重要影響之附屬公司之詳情。

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of paid-up share capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Alpha Team Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Investment holding 投資控股
Both Talent Limited 才保有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	–	100%	Property development 物業發展
Cardin Factory Limited 嘉丹廠有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Property trading 物業買賣
Chinese Estates, Limited 華人置業有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1,000 1,000港元	100%	–	Investment holding and provision of management services 投資控股及 提供管理服務
Chinese Estates (Harcourt House) Limited	Hong Kong 香港	Ordinary 普通股	HK\$200 200港元	–	100%	Property investment 物業投資
Conduit Road Development Limited 干德道發展有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	–	70%	Property development 物業發展
Country Homes Limited	Hong Kong 香港	Ordinary 普通股 Non-voting deferred ordinary 無投票權 遞延普通股 Non-voting deferred founder 無投票權 遞延創始人股	HK\$200 200港元 HK\$164,400 164,400港元 HK\$1,000 1,000港元	–	100%	Property investment 物業投資
Dollar Union Limited 金怡彩有限公司	Hong Kong 香港	Ordinary 普通股	HK\$100 100港元	–	87.5%*	Property trading 物業買賣
Estate Rose Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資



50. PARTICULARS OF PRINCIPAL SUBSIDIARIES 50. 主要附屬公司詳情 (續)

(Cont'd)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of paid-up share capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Ever Ideal Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Evergo China Holdings Limited	Bermuda/ Hong Kong 百慕達/ 香港	Ordinary 普通股	HK\$100,775,869.10 100,775,869.10港元	–	100%	Investment holding 投資控股
Evergo Holdings (China) Company Limited 愛美高集團(中國)有限公司	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$2,509,454 2,509,454美元	–	100%	Investment holding 投資控股
Evergo Holdings Company Limited 愛美高集團有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1,000 1,000港元	–	100%	Investment holding 投資控股
Express Right Limited 迅正有限公司	British Virgin Islands/ United Kingdom 英屬維爾京群島/ 英國	Ordinary 普通股	US\$1 1美元	–	100%	Property investment 物業投資
Fair Eagle Finance Credit Limited 天發金融有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000,000 10,000,000港元	–	100%	Securities margin financing 證券保證金融資
Fair Eagle Futures Company Limited 天發期貨有限公司	Hong Kong 香港	Ordinary 普通股	HK\$5,000,000 5,000,000港元	–	100%	Brokering and dealing in futures contracts 期貨合約經紀及買賣
Fair Eagle Securities Company Limited 天發證券有限公司	Hong Kong 香港	Ordinary 普通股	HK\$228,000,000 228,000,000港元	–	100%	Provision of brokerage 提供經紀服務
Flying Ease Limited 翔安有限公司	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Global Stage Limited	British Virgin Islands/ Singapore 英屬維爾京群島/ 新加坡	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Grandhall Secretarial Services Limited 均豪秘書服務有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	–	100%	Secretarial services 秘書服務
Great Captain Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Hillsborough Holdings Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1美元	–	100%	Property investment 物業投資

50. PARTICULARS OF PRINCIPAL SUBSIDIARIES 50. 主要附屬公司詳情 (續)

(Cont'd)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of paid-up share capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Lucky Way Company Ltd. (Business name: Lucky Path Limited) (業務名稱: Lucky Path Limited)	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Oriental Master Ltd.	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	100%	–	Investment holding 投資控股
Paul Y. (New Tunnel) Limited 保華(新隧道)有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Investment holding 投資控股
Paul Y. Holdings Company Limited	Cayman Islands/ Hong Kong 開曼群島/ 香港	Ordinary 普通股	HK\$70,715,005.70 70,715,005.70港元	100%	–	Investment holding 投資控股
Perfect World Company Limited 忠信物業管理有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	–	100%	Estate management 物業管理
Pinecrest International Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Investment holding 投資控股
Rich Honour Limited 豐鴻有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Investment holding 投資控股
River Court Properties Limited	Isle of Man/ United Kingdom 馬恩島/ 英國	Ordinary 普通股	GBP2 2英鎊	–	100%	Property investment 物業投資
Smart Ocean Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Investment holding 投資控股
Speed Win Limited 迅運有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Property trading 物業買賣
Stable Castle Limited 安太有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	–	100%	Property development 物業發展
State Smart Limited 邦穎有限公司	British Virgin Islands/ United Kingdom 英屬維爾京群島/ 英國	Ordinary 普通股	US\$1 1美元	–	100%	Property investment 物業投資
The House of Kwong Sang Hong Limited 廣生堂有限公司	Hong Kong 香港	Ordinary 普通股	HK\$500,000 500,000港元	–	100%	Cosmetics distribution and trading 化妝品分銷及貿易
Tycoon Fame Limited 亨耀有限公司	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Investment holding 投資控股
愛美高(北京)企業管理有限公司 [△] (Evergo (Beijing) Corporate Management Co., Ltd.) [△]	PRC 中國	Registered 註冊資本	US\$500,000 500,000美元	–	100%	Property investment 物業投資



50. PARTICULARS OF PRINCIPAL SUBSIDIARIES 50. 主要附屬公司詳情 (續)

(Cont'd)

None of the subsidiaries had issued any debt securities subsisting at the end of the reporting period or at any time during the reporting period.

- * 75% owned by the Group and 25% owned by Power Jade Limited
- △ Wholly foreign-owned enterprise

於報告期末或於任何報告期間，並無附屬公司發行任何債務證券。

- * 本集團持有75%及Power Jade Limited持有25%
- △ 外商獨資企業

51. PARTICULARS OF PRINCIPAL ASSOCIATES 51. 主要聯營公司詳情

The Directors are of the opinion that a complete list of the particulars of all associates would be of excessive length and therefore the following list contains only the associates as at 31st December, 2016 which principally affected the results or assets of the Group.

董事認為列出全部聯營公司之詳情會令篇幅過於冗長。故此，下表只披露於二零一六年十二月三十一日對本集團之業績或資產有重要影響之聯營公司之詳情。

Name of associate 聯營公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of equity attributable indirectly to the Company 本公司間接應佔 股本之百分比	Principal activities 主要業務
Best Profit Limited 丰佳有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	25%	Property investment and trading 物業投資及買賣
Direct Win Development Limited 勝榮發展有限公司	Hong Kong 香港	Ordinary 普通股	HK\$900 900港元	33.33%	Property trading 物業買賣
Ever Sure Investments Limited 永瑞投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	50%	Property trading 物業買賣
Finedale Industries Limited 廣坤實業有限公司	Hong Kong 香港	Ordinary 普通股	HK\$9,999 9,999港元	33.33%	Property investment 物業投資
Power Jade Limited (Business name: Power Jade Capital Limited) (業務名稱: Power Jade Capital Limited)	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$20 20美元	50%	Investment holding 投資控股
The Kwong Sang Hong International Limited	Bermuda 百慕達	Ordinary 普通股	HK\$100,000 100,000港元	50%	Investment holding 投資控股
東方藝術大廈有限公司† Oriental Arts Building Co., Ltd.†	PRC 中國	Registered 註冊資本	US\$24,920,000 24,920,000美元	50%	Property investment and hotel operation 物業投資及酒店業務

† Sino-foreign equity joint venture enterprise

† 中外合資企業

52. STATEMENT OF FINANCIAL POSITION
AND RESERVES OF THE COMPANY

52. 本公司財務狀況報表及儲備

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Non-current assets	非流動資產		
Investments in subsidiaries	附屬公司投資	5,135,893	5,136,191
Loans to subsidiaries	附屬公司貸款	1,689,843	2,689,362
		6,825,736	7,825,553
Current assets	流動資產		
Amounts due from subsidiaries	附屬公司欠負款項	4,569,529	446,632
Other assets	其他資產	1,619	776
Bank balances	銀行結餘	243,332	1,875,747
		4,814,480	2,323,155
Current liabilities	流動負債		
Amounts due to subsidiaries	欠負附屬公司款項	23,373	54,721
Other liabilities	其他負債	1,454	1,041
		24,827	55,762
Net current assets	流動資產淨值	4,789,653	2,267,393
Total assets less current liabilities	資產總額減流動負債	11,615,389	10,092,946
Equity attributable to owners of the Company	本公司擁有人之應佔股本權益		
Share capital (Note 40)	股本(附註40)	190,762	190,762
Capital redemption reserve	資本贖回儲備	138,062	138,062
Other reserves	其他儲備	9	9
Retained profits	保留溢利	9,865,556	5,871,060
Total equity	股本權益總額	10,194,389	6,199,893
Non-current liabilities	非流動負債		
Loans from subsidiaries	附屬公司借貸	1,421,000	2,680,927
Amount due to an associate	欠負一間聯營公司款項	-	1,212,126
		1,421,000	3,893,053
		11,615,389	10,092,946

Approved and authorised for issue by the board of Directors on 9th March, 2017 and signed on its behalf by:

已獲董事會於二零一七年三月九日批准及授權發布，並由下列董事代表董事會簽署：

Chan, Sze-wan
Director

陳詩韻
董事

Lam, Kwong-wai
Director

林光蔚
董事



52. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Cont'd)

52. 本公司財務狀況報表及儲備 (續)

Reserve movement of the Company

本公司之儲備變動

		Capital redemption reserve	Other reserves	Retained profits
		資本贖回儲備	其他儲備	保留溢利
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1st January, 2015	於二零一五年一月一日	138,062	9	2,963,506
Profit for the year	本年度溢利	-	-	10,747,869
Interim dividend for 2015 paid	已付二零一五年中期股息	-	-	(572,286)
Final dividend for 2014 paid	已付二零一四年末期股息	-	-	(19,076)
Special interim dividends for 2015 paid	已付二零一五年特別 中期股息	-	-	(7,248,953)
At 31st December, 2015	於二零一五年 十二月三十一日	138,062	9	5,871,060
Profit for the year	本年度溢利	-	-	18,015,496
Interim dividend for 2016 paid	已付二零一六年中期股息	-	-	(19,076)
Final dividend for 2015 paid	已付二零一五年末期股息	-	-	(19,076)
Special interim dividends for 2016 paid	已付二零一六年特別 中期股息	-	-	(13,982,848)
At 31st December, 2016	於二零一六年 十二月三十一日	138,062	9	9,865,556

53. EVENTS AFTER THE REPORTING PERIOD

Save as disclosed elsewhere in these consolidated financial statements, the Group had the following transactions after the end of the reporting period:

(a) Win Kings Disposal

On 5th December, 2016, (i) Paul Y. Holdings Company Limited ("Paul Y."), a direct wholly-owned subsidiary of the Company; (ii) the Company, being the guarantor of Paul Y.; (iii) Creative Dragon Ventures Limited ("Creative Dragon Ventures"), a company wholly and beneficially owned by Ms. Chan, Hoi-wan, being an associate of three Directors (Ms. Chan, Sze-wan, Ms. Chan, Lok-wan and Mr. Lau, Ming-wai) and an associate of Mr. Joseph Lau; and (iv) Ms. Chan, Hoi-wan, being the guarantor of Creative Dragon Ventures, entered into a sale and purchase agreement, pursuant to which Paul Y. agreed to sell and Creative Dragon Ventures agreed to acquire the entire issued share capital of Win Kings Holding Ltd., an indirect wholly-owned subsidiary of the Company, and its subsidiary (collectively "Win Kings Group") ("Win Kings Disposal"). Win Kings Group owns a property development situated at No. 12 Shiu Fai Terrace, Mid-Levels East, Hong Kong.

Details of the Win Kings Disposal were set out in the announcement of the Company dated 5th December, 2016 and the circular of the Company dated 28th December, 2016.

On 13th January, 2017, the Win Kings Disposal was approved by the independent shareholders of the Company at the special general meeting of the Company. The Win Kings Disposal was completed on 10th February, 2017 at the final consideration of approximately HK\$889,554,000. Details of the completion of the Win Kings Disposal were set out in the announcement of the Company dated 10th February, 2017.

53. 報告期末後事項

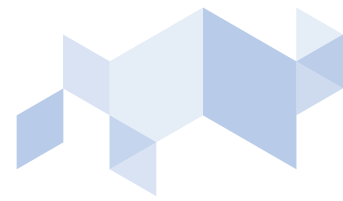
除本綜合財務報表其他部分所披露者外，本集團於報告期末後有以下交易：

(a) Win Kings出售

於二零一六年十二月五日，(i) Paul Y. Holdings Company Limited (「Paul Y.」) (本公司之一間直接全資擁有附屬公司)；(ii) 本公司，作為Paul Y.擔保人；(iii) Creative Dragon Ventures Limited (「Creative Dragon Ventures」) (一間由陳凱韻女士(彼為三位董事(即陳詩韻女士、陳諾韻女士和劉鳴煒先生)之聯繫人及劉鑾雄先生之聯繫人)全資及實益擁有之公司)；及(iv) 陳凱韻女士，作為Creative Dragon Ventures擔保人，訂立一項買賣協議。據此，Paul Y.同意出售及Creative Dragon Ventures同意購買Win Kings Holding Ltd. (本公司之一間間接全資擁有附屬公司)之全部已發行股本及其附屬公司(統稱「Win Kings集團」) (「Win Kings出售」)。Win Kings集團擁有位於香港半山區東部肇輝臺12號之一項物業發展項目。

Win Kings出售之詳情已載列於本公司日期為二零一六年十二月五日之公布及二零一六年十二月二十八日之通函內。

於二零一七年一月十三日，Win Kings出售已獲本公司獨立股東於本公司股東特別大會上批准。Win Kings出售於二零一七年二月十日完成，最終代價約為889,554,000港元。Win Kings出售完成之詳情已載列於本公司日期為二零一七年二月十日之公布內。



53. EVENTS AFTER THE REPORTING PERIOD

(Cont'd)

(b) Pinecrest Disposal

On 5th December, 2016, (i) New Silver Limited ("New Silver"), an indirect wholly-owned subsidiary of the Company; (ii) the Company, being the guarantor of New Silver; (iii) Strong Point Ventures Limited ("Strong Point Ventures"), a company wholly and beneficially owned by Mr. Lau, Ming-wai, being a Director; and (iv) Mr. Lau, Ming-wai, being the guarantor of Strong Point Ventures, entered into a sale and purchase agreement, pursuant to which New Silver agreed to sell and Strong Point Ventures agreed to acquire the entire issued share capital of Pinecrest International Limited ("Pinecrest"), an indirect wholly-owned subsidiary of the Company, and its subsidiaries (collectively "Pinecrest Group") ("Pinecrest Disposal"). Pinecrest Group owns certain shops of Lowu Commercial Plaza situated in Shenzhen, the PRC.

Details of the Pinecrest Disposal were set out in the announcement of the Company dated 5th December, 2016 and the circular of the Company dated 28th December, 2016.

On 13th January, 2017, the Pinecrest Disposal was approved by the independent shareholders of the Company at the special general meeting of the Company. The Pinecrest Disposal was completed on 10th February, 2017 at the final consideration of approximately HK\$352,221,000. Details of the completion of the Pinecrest Disposal were set out in the announcement of the Company dated 10th February, 2017.

53. 報告期末後事項 (續)

(b) Pinecrest出售

於二零一六年十二月五日，(i) New Silver Limited (「New Silver」) (本公司之一間間接全資擁有附屬公司)；(ii) 本公司，作為New Silver擔保人；(iii) Strong Point Ventures Limited (「Strong Point Ventures」) (一間由董事劉鳴煒先生全資及實益擁有之公司)；及(iv) 劉鳴煒先生，作為Strong Point Ventures擔保人，訂立一項買賣協議。據此，New Silver同意出售及Strong Point Ventures同意購買Pinecrest International Limited (「Pinecrest」) (本公司之一間間接全資擁有附屬公司)之全部已發行股本及其附屬公司(統稱「Pinecrest集團」) (「Pinecrest出售」)。Pinecrest集團擁有位於中國深圳之羅湖商業城若干商舖。

Pinecrest出售之詳情已載列於本公司日期為二零一六年十二月五日之公布及二零一六年十二月二十八日之通函內。

於二零一七年一月十三日，Pinecrest出售已獲本公司獨立股東於本公司股東特別大會上批准。Pinecrest出售於二零一七年二月十日完成，最終代價約為352,221,000港元。Pinecrest出售完成之詳情已載列於本公司日期為二零一七年二月十日之公布內。

53. EVENTS AFTER THE REPORTING PERIOD

(Cont'd)

(c) Appointment of executive Director

Ms. Chan, Hoi-wan has been appointed as an executive Director on 13th February, 2017.

(d) Restructuring of shareholding in the Company

On 1st March, 2017, after the distribution of all the shares in the Company indirectly held under a discretionary trust ("Share Trust") founded by Mr. Joseph Lau to certain eligible beneficiaries of the Share Trust, Mr. Lau, Ming-wai and Ms. Chan, Hoi-wan (as trustee for her minor children) indirectly hold shares representing approximately 24.97% and 50.02% of the total issued share capital of the Company as at 1st March, 2017 respectively. Details of the restructuring of shareholding were set out in the announcement of the Company dated 1st March, 2017.

53. 報告期末後事項 (續)**(c) 委任執行董事**

於二零一七年二月十三日，陳凱韻女士獲委任為執行董事。

(d) 本公司股權重組

於二零一七年三月一日，劉鑾雄先生所創立之酌情信託（「股份信託」）向若干合資格受益人分派其所有間接持有之本公司股份後，劉鳴煒先生及陳凱韻女士（作為其未成年子女之信託人）分別間接持有相當於於二零一七年三月一日本公司全部已發行股本約24.97%及50.02%之股份。有關股權重組之詳情載列於本公司日期為二零一七年三月一日之公布內。

54. AUTHORISATION FOR ISSUE OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of Directors on 9th March, 2017.

54. 授權刊發綜合財務報表

董事會已於二零一七年三月九日批准及授權發布綜合財務報表。

FIVE-YEAR FINANCIAL SUMMARY

五年財務概要



Summary of the results, assets and liabilities of the Group for the last five years is as follows: 本集團過去五年之業績、資產與負債概要如下：

		For the year ended 31st December				
		截至十二月三十一日止年度				
		2016	2015	2014	2013	2012
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Results	業績					
Revenue	收入	3,745,148	1,542,397	2,627,288	6,452,726	2,433,544
Profit before tax from continuing operations	來自持續經營業務之除稅前溢利	7,258,155	8,196,126	9,008,758	6,945,040	10,113,939
Income tax expense	所得稅開支	(564,966)	(476,395)	(255,859)	(443,919)	(299,090)
Profit for the year from continuing operations	本年度來自持續經營業務之溢利	6,693,189	7,719,731	8,752,899	6,501,121	9,814,849
Profit for the year from discontinued operation	本年度來自已終止經營業務之溢利	-	-	-	501	5,667
Profit for the year	本年度溢利	6,693,189	7,719,731	8,752,899	6,501,622	9,820,516
Attributable to:	應佔：					
Owners of the Company	本公司擁有人	6,360,312	7,727,208	8,744,927	6,317,737	9,794,937
Non-controlling interests	非控股權益	332,877	(7,477)	7,972	183,885	25,579
		6,693,189	7,719,731	8,752,899	6,501,622	9,820,516
Earnings per share (HK\$)	每股盈利(港元)					
Basic and diluted (note)	基本及攤薄(附註)	3.33	4.05	4.58	3.31	5.14
Final and interim dividends per share (HK cents)	每股末期及中期股息(港仙)	2	31	31	70	21
Special interim dividends per share (HK cents)	每股特別中期股息(港仙)	869	380	655	130	100

Note: The calculation of the basic and diluted earnings per share is based on the profit attributable to owners of the Company for the years and on the weighted average number of shares in issue during the relevant years. Diluted earnings per share was the same as the basic earnings per share as there were no diluting events during the relevant years.

附註：每股基本及攤薄盈利乃根據當年度本公司擁有人應佔溢利及有關年度已發行股份之加權平均數計算。由於並無攤薄事項，故有關年度之每股攤薄盈利與每股基本盈利相同。

		At 31st December				
		於十二月三十一日				
		2016	2015	2014	2013	2012
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Assets and liabilities	資產及負債					
Total assets	資產總額	45,775,735	63,055,217	71,424,931	75,810,226	74,529,259
Total liabilities	負債總額	(15,875,880)	(22,729,855)	(29,772,338)	(28,620,461)	(28,550,934)
Total equity	股本權益總額	29,899,855	40,325,362	41,652,593	47,189,765	45,978,325
Attributable to:	應佔:					
Owners of the Company	本公司擁有人	29,804,216	40,247,600	41,567,354	47,103,748	45,546,522
Non-controlling interests	非控股權益	95,639	77,762	85,239	86,017	431,803
		29,899,855	40,325,362	41,652,593	47,189,765	45,978,325
Net asset value per share attributable to owners of the Company (HK\$)	本公司擁有人應佔每股資產淨值(港元)	15.62	21.10	21.79	24.69	23.88
Number of shares issued	已發行股份數目	1,907,619,079	1,907,619,079	1,907,619,079	1,907,619,079	1,907,619,079

SCHEDULE OF PRINCIPAL PROPERTIES

主要物業附表

The following table sets forth the Group's major properties as at 31st December, 2016:

下表載列本集團於二零一六年十二月三十一日之主要物業：

PROPERTIES IN HONG KONG

香港物業

Properties held for investment

持作投資物業

Location 地點	Lot number 地段編號	Usage 用途	Category of the lease term 租期類別	Group's interest 集團 所佔權益
<p>1. Harcourt House (excluding 7th, 8th, 9th, 22nd, 23rd, 25th, 26th and 27th floors, rooms 1004 and 1805) 39 Gloucester Road Wanchai, Hong Kong (including 113 car parking spaces) 夏慤大廈 香港灣仔告士打道39號 (7、8、9、22、23、25、 26及27樓、1004及1805室除外) (包括113個車位)</p>	<p>Certain parts or shares of and in Inland Lot No. 8573 內地段8573號之 若干部分或份額</p>	<p>Commercial 商業</p>	<p>Long 長期</p>	<p>100%</p>
<p>2. Causeway Place* Various shops on ground floor, mezzanine floor, 1st and 2nd floors and their respective portions of exterior walls, together with flats C, I, J, K, L, N, O, P, Q (each including a flat roof) and H on 3rd floor Hong Kong Mansion nos. 1-7 Paterson Street and nos. 2-10 Great George Street Causeway Bay, Hong Kong 銅鑼灣地帶* 香港銅鑼灣 百德新街1-7號及 記利佐治街2-10號 香港大廈 地下、閣樓、1樓及2樓 若干商舖及 其各部分之外牆連同 3樓C、I、J、K、L、N、O、P、Q (包括各單位之平台)及H單位</p>	<p>Certain parts or shares of and in Inland Lot No. 7742 內地段7742號之 若干部分或份額</p>	<p>Residential/ Commercial 住宅／商業</p>	<p>Long 長期</p>	<p>100%</p>

* Certain shops have been sold
若干商舖已售出

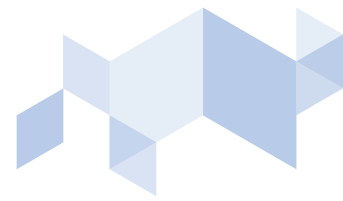
PROPERTIES IN HONG KONG (Cont'd)

香港物業 (續)

Properties held for investment (Cont'd)

持作投資物業 (續)

Location 地點	Lot number 地段編號	Usage 用途	Category of the lease term 租期類別	Group's interest 集團所佔權益
<p>3. Various Portions of No. 1 Hung To Road Kwun Tong, Kowloon, Hong Kong (comprising 391 workshop units and 77 car parking spaces) 香港九龍觀塘 鴻圖道1號若干單位 (包括391個工場單位及77個車位)</p>	<p>Certain parts or shares of and in Kwun Tong Inland Lot No. 415 觀塘內地段415號之若干部分或份額</p>	<p>Industrial 工業</p>	<p>Medium 中期</p>	<p>33.33%</p>
<p>4. Olympian City 3 1 Hoi Wang Road South West Kowloon, Hong Kong (including certain private car parking spaces and motorcycle parking spaces) 奧海城三期 香港西南九龍 海泓道1號 (包括若干私家車車位及電單車車位)</p>	<p>Certain parts or shares of and in Kowloon Inland Lot Nos. 11167 and 11168 九龍內地段11167及11168號之若干部分或份額</p>	<p>Commercial 商業</p>	<p>Medium 中期</p>	<p>25%</p>
<p>5. Coronation Circle 1 Yau Cheung Road South West Kowloon, Hong Kong (including certain private car parking spaces and motorcycle parking spaces) 中港薈 香港西南九龍 友翔道1號 (包括若干私家車車位及電單車車位)</p>	<p>Certain parts or shares of and in Kowloon Inland Lot No. 11073 九龍內地段11073號之若干部分或份額</p>	<p>Commercial 商業</p>	<p>Medium 中期</p>	<p>15%</p>



PROPERTIES IN HONG KONG (Cont'd)

香港物業 (續)

Properties held for sale

持作出售物業

Location 地點	Lot number 地段編號	Approx. saleable floor area (square feet) 實用面積約數 (平方呎)	Usage 用途	Group's interest 集團 所佔權益
1. 55 Conduit Road No. 55 Conduit Road Mid-Levels West Hong Kong 琥珀 香港半山區西部 干德道55號	Remaining Portion of Section A of Inland Lot No. 2138 Sub-section 1 of Section A of Inland Lot No. 2138 and Inland Lot No. 2612 內地段2138號A段餘下部分 內地段2138號A段1分段及 內地段2612號	13,964**	Residential 住宅	70%
* Certain units have been pre-sold 若干單位已預售				
# Excluding all car parking spaces area 不包括所有車位之面積				
2. One South Lane No. 1 South Lane Western District Hong Kong 南里壹號 香港西區 南里1號	Remaining Portion of Sub-section 2 of Section C Remaining Portion of Section A of Sub-section 1 of Section C Remaining Portion of Sub-section 1 of Section C and Remaining Portion of Section C Section A of Sub-section 2 of Section C Sub-section 1 of Section A of Sub-section 1 of Section C Section B of Sub-section 1 of Section C Sub-section 3 of Section C of Inland Lot No. 1300 內地段1300號 C段2分段餘下部分 C段1分段A部分餘下部分 C段1分段餘下部分及 C段餘下部分 C段2分段A部分 C段1分段A部分1分段 C段1分段B部分 C段3分段	938*	Residential/ Commercial 住宅/商業	100%
* Certain units have been pre-sold 若干單位已預售				

PROPERTIES IN HONG KONG (Cont'd)

香港物業 (續)

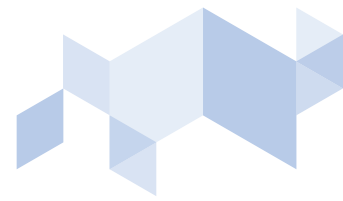
Property under development held for sale

持作出售之發展中物業

Location 地點	Lot number 地段編號	Stage of completion 完成階段	Estimated completion date 估計完成日期	Approx. site area (square feet) 地盤面積 (平方呎)	Estimated gross floor area (square feet) 估計總樓面面積 (平方呎)	Usage 用途	Group's interest 集團所佔權益
1. No. 12 Shiu Fai Terrace** Mid-Levels East Hong Kong 香港半山區東部 肇輝臺12號**	Section M of Inland Lot No. 2302 and the Extension thereto and Section X of Inland Lot No. 2302 and the Extension thereto 內地段2302號M段及 其延展部分以及 內地段2302號X段及 其延展部分	Superstructure work in progress 上蓋建築工程 進行中	Third quarter of 2017 二零一七年 第三季	12,030	41,000	Residential 住宅	100%

* Under redevelopment
重建中

The Group disposed the companies holding No. 12 Shiu Fai Terrace in February 2017
本集團已於二零一七年二月出售持有肇輝臺12號之公司



PROPERTIES IN MAINLAND CHINA

中國內地物業

Properties held for investment

持作投資物業

Location 地點	Usage 用途	Category of the lease term 租期類別	Group's interest 集團所佔權益
1. Hilton Beijing 1 Dongfang Road, North Dongsanhuan Road Chaoyang District, Beijing 北京希爾頓酒店 北京市朝陽區 東三環北路、東方路1號	Hotel/Commercial 酒店／商業	Short 短期	50%
2. Oriental Place 9 East Dongfang Road, North Dongsanhuan Road Chaoyang District, Beijing 東方國際大廈 北京市朝陽區 東三環北路、東方東路9號	Commercial 商業	Short 短期	50%
3. Lowu Commercial Plaza* 79 retail shops on 1st floor Jianshe Road, Luohu District Shenzhen, Guangdong Province 羅湖商業城* 廣東省深圳市羅湖區 建設路1樓79間零售商舖	Commercial 商業	Short 短期	100%

* The Group disposed the companies holding Lowu Commercial Plaza in February 2017
 本集團已於二零一七年二月出售持有羅湖商業城之公司



PROPERTIES IN THE UNITED KINGDOM

英國物業

Properties held for investment

持作投資物業

Location 地點	Usage 用途	Category of the lease term 租期類別	Group's interest 集團 所佔權益
<p>1. River Court 116-129 Fleet Street London, EC4, United Kingdom</p> <p>River Court 英國倫敦EC4 Fleet Street 116-129號</p>	Commercial 商業	Freehold 永久業權	100%
<p>2. 14 St George Street 14 St George Street London, W1, United Kingdom</p> <p>14 St George Street 英國倫敦W1 St George Street 14號</p>	Commercial 商業	Freehold 永久業權	100%
<p>3. 61-67 Oxford Street 61-67 (odd) Oxford Street and 11-14 Soho Street London, W1, United Kingdom</p> <p>61-67 Oxford Street 英國倫敦W1 Oxford Street 61-67號(單號)及 Soho Street 11-14號</p>	Residential/ Commercial 住宅/商業	Freehold 永久業權	100%

SCHEDULE OF PROPERTY DEVELOPMENT RIGHTS

物業發展權益附表

PROPERTY IN HONG KONG

香港物業

Property held for development

持作發展物業

Name of project 項目名稱	Lot number 地段編號	Stage of completion 完成階段	Estimated completion date 估計完成日期	Approx. site area (square feet) 地盤面積約數 (平方呎)	Estimated gross floor area (square feet) 估計總樓面面積 (平方呎)	Usage 用途	Group's interest 集團所佔權益
1. Kwun Tong Town Centre Project Development Areas 2 and 3 Kwun Tong Town Centre Kowloon, Hong Kong 觀塘市中心計劃 香港九龍 觀塘市中心 第二及第三發展區	New Kowloon Inland Lot No. 6514 新九龍 內地段6514號	Excavation and lateral support and pile cap works in progress 挖掘與側向承托及樁帽工程 進行中	First quarter of 2021 二零二一年 第一季	234,160	1,853,561	Residential/ Commercial 住宅／商業	10%

Note: The property development rights were granted pursuant to development agreement with the Urban Renewal Authority
附註：物業發展權乃根據與市區重建局訂立之發展協議授出

