



南海控股  
NAN HAI CORPORATION LIMITED

# NAN HAI CORPORATION LIMITED

南海控股有限公司

ANNUAL REPORT 2018 年報

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代碼: 680)

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# Corporate Information

## 公司資料

The information of the Company up to the date of this report was as follows:

### DIRECTORS

#### Executive

Mr. Yu Pun Hoi (*Chairman*)

Ms. Liu Rong (*Chief Executive Officer*)

#### Non-executive

Mr. Lam Bing Kwan

Mr. Lung King Cheong

#### Independent Non-executive

Mr. Lau Yip Leung

Mr. Xiao Sui Ning

Mr. Ho Yeung Nang

### COMPANY SECRETARY

Ms. Jay Shree Aggarwal

### AUDITOR

BDO Limited

Certified Public Accountants

Hong Kong

### BERMUDA LEGAL ADVISER

Appleby

### HONG KONG LEGAL ADVISER

Gerry K.C. Wai & Co., Solicitors

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

12/F., The Octagon

No.6 Sha Tsui Road

Tsuen Wan

New Territories

Hong Kong

截至本報告日期，本公司之資料如下：

### 董事

#### 執行董事

于品海先生(主席)

劉榮女士(行政總裁)

#### 非執行董事

林秉軍先生

龍景昌先生

#### 獨立非執行董事

劉業良先生

肖遂寧先生

何養能先生

### 公司秘書

Jay Shree Aggarwal 女士

### 核數師

香港立信德豪會計師事務所有限公司

執業會計師

香港

### 百慕達法律顧問

Appleby

### 香港法律顧問

韋智理律師行

### 香港主要營業地點

香港

新界

荃灣

沙咀道6號

嘉達環球中心12樓

### REGISTERED OFFICE

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

### PRINCIPAL SHARE REGISTRAR

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building  
69 Pitts Bay Road  
Pembroke HM 08  
Bermuda

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

### STOCK CODE

680

### PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited  
The Hongkong and Shanghai Banking Corporation Limited  
China CITIC Bank International Limited  
Bank of Communications Co., Limited  
Luso International Banking Ltd.  
China Merchants Bank Co., Ltd

### WEBSITE

<http://www.nanhaicorp.com>

### 註冊辦事處

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

### 主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building  
69 Pitts Bay Road  
Pembroke HM 08  
Bermuda

### 香港股份過戶登記分處

卓佳雅柏勤有限公司  
香港  
皇后大道東 183 號  
合和中心 22 樓

### 股份代號

680

### 主要往來銀行

星展銀行(香港)有限公司  
香港上海滙豐銀行有限公司  
中信銀行(國際)有限公司  
交通銀行股份有限公司  
澳門國際銀行股份有限公司  
招商銀行股份有限公司

### 網站

<http://www.nanhaicorp.com>



# Chairman's Statement

## 主席報告



# Chairman's Statement

## 主席報告

Nan Hai Corporation Limited ("Nan Hai") (the "Company") is a corporation listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (stock code: 680). On behalf of the board of directors (the "Board") of the Company, I present to our shareholders the annual report of the Company and its subsidiaries (collectively the "Group") for the year ended 31 December 2018.

The Group continued to operate in the areas of culture and media services, property development and enterprise cloud services, through Dadi Media (HK) Limited and its subsidiaries, Dadi Cinema Investment Limited and its subsidiaries and Oristar Technology (HK) Limited and its subsidiaries (collectively referred to as "Dadi Media"), Nan Hai Development Limited and its subsidiaries (collectively referred to as "Nan Hai Development") and Sino-i Technology Limited (stock code: 250) and its subsidiaries (collectively referred to as "Sino-i"), and the businesses have developed steadily. In the meantime, the Group has also commenced businesses stably through Dadi News Media (HK) Limited together with its subsidiaries (collectively referred to as "News Media Business") and Dadi Innovation (HK) Limited together with its subsidiaries (collectively referred to as "Innovative Business").

2018 was the tenth year of confirmation of the Group's three main businesses, which are culture and media services, corporate digitalization and smart operation, which has been transformed into enterprise cloud services, and property development, and also the second year of implementation of the OMO (Online – Merge – Offline) transformation and development strategy decided by the culture and media business segment. In 2018, the exploration of the OMO operating model by several entities of the Group has achieved initial results. Offline scenario advantages (cinema business) and organizational advantages (CE Dongli's extensive business and localization service network) played an increasingly greater role in supporting the Group's OMO transformation. "Regard Users as our Core" and "Driven by Operation" became the principles for almost all management teams during the year.

Nan Hai Corporation Limited (南海控股有限公司) (「南海」(「本公司」)) 為於香港聯合交易所有限公司(「聯交所」)上市之公司(股份代號: 680)。本人謹代表本公司董事會(「董事會」)向本公司股東呈報本公司及其附屬公司(統稱「本集團」)截至2018年12月31日止年度之年度報告。

本集團透過旗下大地傳播(香港)有限公司及其附屬公司、大地影院投資有限公司及其附屬公司及辰星科技(香港)有限公司及其附屬公司(統稱「大地傳播」)、南海發展有限公司及其附屬公司(統稱「南海發展」)和中國數碼信息有限公司(股份代碼: 250)及其附屬公司(統稱「中國數碼」)持續深耕於文化與傳播服務、房地產開發及企業雲服務領域,各項業務持續穩步推進。同時,本集團通過大地傳媒(香港)有限公司及其附屬公司(統稱「新聞傳播業務」)及大地創意商業(香港)有限公司及其附屬公司(統稱「創意商業」)繼續穩步佈局相關領域。

2018年是本集團確定三大產業方向,即文化與傳播服務、企業數字化智能經營(已轉型為企業雲服務)及房地產開發的第十個年頭,也是文化傳播業務板塊決定實施OMO(線上線下融合)轉型發展戰略的第二年。2018年,集團幾個業務體對OMO運營模式的探索已初見成效,線下的場景優勢(影院業務)和組織優勢(中企動力龐大的商務和本地化服務網絡)對於本集團OMO轉型所起到的支撐作用正在凸顯。「以用戶為核心」、「運營驅動」成為了本年度幾乎所有經營團隊最常用的語言。

# Chairman's Statement

## 主席報告

In 2018, as the business model of Crabtree & Evelyn has been transformed, the Group recorded a decline in earnings as compared to that in 2017 due to the loss caused by the necessary store closures. Although we maintained a high level of profitability, our profit was mainly derived from the property segment. In the next few years, our culture and media business will continue to deepen the OMO transformation launched in 2017, Sino-i will also continue to find the right time for business transformation in rapid feedback. After a series of product innovation and a number of new business attempts, the "News Media Business" has shown a leap-forward growth in various indicators and is expected to enjoy economic benefits in the future. Crabtree & Evelyn, as an innovative business, has repositioned its target users and adjusted its business model in 2018 and started its transition from the traditional retail model to the OMO model. As for the property development segment, the construction and sales of existing projects will be completed while achieving breakthroughs in new project development.

In fact, since the Group has decided to conduct internet transformation in 2017, our operation team, with an entrepreneurial spirit, has been continuously developing new businesses and conducting transformation of existing businesses. In the course of exploration, we have found that quantity and quality of (enterprise and individual) users are the important indicators for assessing corporate value in the internet age. In addition to our existing offline scenario advantages and organizational advantages, the Group has discovered another significant comparative advantage, which is C-side traffic (a huge number of cinema viewers) and corporate customers (CE Dongli's customer resources). Therefore, the Group has initiated research on the membership economic model and also began preparations for the pre-technical and commercial structure in 2018. We believe that the new paradigm of membership economy will be the next big wave in the internet age after the upgrade of consumer internet.

The construction work in the Group's headquarter which started in 2017 has begun to take effect. The Group initially established a management system for operation and the tracking of implementation. 2018 was a groundbreaking year for headquarters work. The organization construction has initially completed, and optimization will continue in the future. Sharing of resources within the group, multi-service linkage, and cross-industry collaborations will also continue to proceed. The leadership value of headquarter in terms of business models and organizational ecology is also emerging.

2018年，由於瑰柏翠的商業模式轉型，一些必要的關店損失導致集團盈利數據相對於2017年有所下滑，雖然我們保持了較高的盈利水平，但盈利主要來源於地產板塊的問題仍然較為突出。未來幾年，我們的文化與傳播業務將繼續深化2017年啟動的OMO轉型，中國數碼的業務轉型也將繼續在快速反饋中尋找合適的爆發點；「新聞傳播業務」經過了一輪產品革新、嘗試了若干新業務方向，各項指標出現了跳躍式增長，未來的經濟效益可期；「創意商業」的「瑰柏翠」在2018年進行了目標用戶的重新定位以及商業模式的調整，開始了從傳統零售模式向OMO模式的轉變；而房地產開發板塊則將在完成既有項目建設銷售的同時，實現新項目開發的突破。

事實上，自2017年本集團決定進行互聯網轉型以來，經營團隊一直在以創業心態，不斷進行新業務的開拓和既有業務的轉型，在摸索中我們發現，（企業和個人）用戶的數量和質量是互聯網時代評估企業價值的重要指標，而本集團所擁有的C端流量（影院巨大的觀影人次）和企業客戶（中企動力的客戶資源）是繼我們認識到線下場景優勢和組織優勢後發掘出的本集團又一巨大的比較優勢，因此，2018年本集團啟動了會員經濟模型的研究，也開始了前期技術及商業架構的準備工作，我們認為，全新範式的會員經濟將是互聯網時代下一個堪比消費互聯網升級的巨大浪潮。

2017年啟動的集團總部建設工作開始發揮效應，集團初步建立了經營落地和執行跟蹤的管理體系。2018年是總部工作的破局年，組織建設初步完成，未來將持續迭代優化，集團內資源共享，多業務聯動，跨行業協同等工作都在持續推進，總部在商業模式和組織生態方面的領導價值也在逐漸顯現。



# Chairman's Statement

## 主席報告

In the future, we will continue to adhere to the three major directions of culture and media services, property development and enterprise cloud services. Taking OMO as the entry point, we will establish an internet support system for related industries and endow our corporate users with capabilities. We will also promote a cross-business value integration and strategic synergy and add value to our individual users with a view to establishing the Group as a brand enterprise with the principles of people-oriented, business-driven and continuously value-added.

Last but not least, I would like to express my gratitude to the shareholders for their concern and support, and also to the Board, executive committee and all staff of the Company for their dedication and contribution.

**Yu Pun Hoi**

*Chairman*

Hong Kong, 28 March 2019

未來，我們將繼續堅持文化與傳播服務、房地產相關、企業雲服務三大產業方向，以OMO為切入點，打造相關產業互聯網支撐體系，賦能我們的企業用戶；促進跨業務領域的價值整合與戰略協同，增值我們的個人用戶，將本集團建設成為一個以人為本、商業驅動、持續增值的品牌企業。

最後，感謝各位股東對本集團的關注與支持，感謝本公司董事會、執行委員會和全體員工的辛勤努力。

**于品海**

*主席*

香港，2019年3月28日



# Management Discussion and Analysis

管理層討論  
及分析



# Management Discussion and Analysis

## 管理層討論及分析

The Group continued to operate in the areas of culture and media services, property development and enterprise cloud services, through Dadi Media, Nan Hai Development and Sino-i, and the businesses have developed steadily. In the meantime, the Group has also commenced businesses stably through News Media Business and Innovative Business.

The Group issued US\$120,000,000 guaranteed senior notes that bear interest at 9.75% per annum in May 2018, which was due 2019 and successfully listed on the Stock Exchange. The successful issuance of the notes further expanded the Group's financing sources, optimized its debt structure and further enhanced its capital operation capability, thereby supporting the Group's growth in the future.

During the year, revenue of the Group was approximately HK\$16,789.5 million (2017: HK\$15,900.9 million), representing an increase of approximately 5.6% as compared to the corresponding period of last year. Profit for the year of the Group was approximately HK\$974.3 million (2017: HK\$1,602.4 million). The decrease in profit was mainly due to the impairment of goodwill and assets arising from the Group's adjustment of the business model of Crabtree & Evelyn business, disposal of inventories and closure of stores as well as an increase in finance costs. The net assets of the Group were approximately HK\$6,955.3 million (2017: HK\$7,195.3 million).

本集團透過旗下大地傳播、南海發展和中國數碼持續深耕於文化與傳播服務、房地產開發及企業雲服務領域，各項業務持續穩步推進。同時，本集團通過新聞傳播業務及創意商業繼續穩步佈局相關領域。

本集團於2018年5月發行了一筆於2019年到期、按年利率9.75%計息的120,000,000美元擔保優先票據，並於聯交所成功上市。此次票據的成功發行將進一步拓展本集團融資渠道，優化債務結構，提升資本運作能力，從而支持本集團未來增長。

年內，本集團之收益同比增長約5.6%至167.895億港元(2017年：159.009億港元)，本集團年內溢利約9.743億港元(2017年：16.024億港元)。溢利減少的主要原因是由於本集團「瑰柏翠」業務商業模式調整，處理存貨及關店引發的商譽及資產減值，以及融資成本增加。本集團資產淨值約69.553億港元(2017年：71.953億港元)。

Revenue  
收益

16,789.5  
HK\$ million  
百萬港元

Net assets  
of the Group  
本集團資產淨值

6,955.3  
HK\$ million  
百萬港元

Earnings per share  
for profit attributable  
to the owners of the  
Company

本公司擁有人應佔溢  
利之每股盈利

1.66  
HK cent  
港仙



# Culture And Media Services

文化與傳播服務



# Management Discussion and Analysis 管理層討論及分析

## BUSINESS REVIEW

During the year, the revenue of the culture and media services segment was approximately HK\$4,931.5 million (2017: HK\$4,150.1 million). Loss before income tax was approximately HK\$660.4 million (2017: HK\$600.9 million).

## 業務回顧

年內，文化與傳播服務業務板塊之收益約為49.315億港元(2017年：41.501億港元)，除所得稅前虧損約為6.604億港元(2017年：6.009億港元)。



## Cinema Operation

In 2018, the national gross box office in China amounted to RMB56.58 billion (excluding service charges), representing a year-on-year increase of 8.0%. The annual admission of audiences was approximately 1.72 billion, representing a year-on-year increase of 6.2%. There were 81 films with box office over RMB100 million, including 45 domestic films.

## 影院終端

2018年中國電影票房為565.8億元人民幣(不含服務費)，同比增長8.0%；總人次為17.2億，同比增長6.2%；全年票房過億元影片81部，其中國產電影45部。



# Management Discussion and Analysis

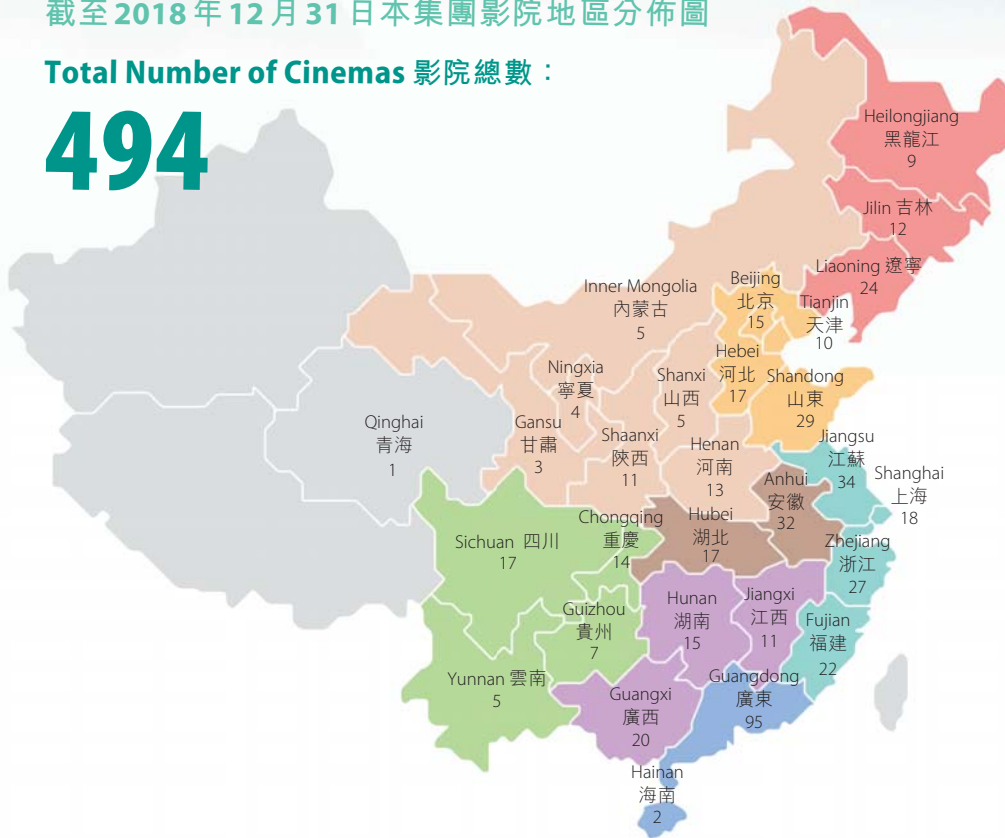
## 管理層討論及分析

### GEOGRAPHICAL DISTRIBUTION OF CINEMA OPERATION OF THE GROUP AS AT 31 DECEMBER 2018

截至2018年12月31日本集團影院地區分佈圖

Total Number of Cinemas 影院總數：

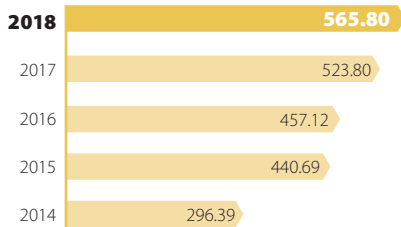
# 494



Heilongjiang	黑龍江	9
Jilin	吉林	12
Liaoning	遼寧	24
Beijing	北京	15
Hebei	河北	17
Shandong	山東	29
Tianjin	天津	10
Jiangsu	江蘇	34
Shanghai	上海	18
Zhejiang	浙江	27
Fujian	福建	22
Guangdong	廣東	95
Hainan	海南	2
Guangxi	廣西	20
Hunan	湖南	15
Jiangxi	江西	11
Anhui	安徽	32
Hubei	湖北	17
Henan	河南	13
Shanxi	山西	5
Shaanxi	陝西	11
Ningxia	寧夏	4
Inner Mongolia	內蒙古	5
Gansu	甘肅	3
Guizhou	貴州	7
Sichuan	四川	17
Yunnan	雲南	5
Chongqing	重慶	14
Qinghai	青海	1

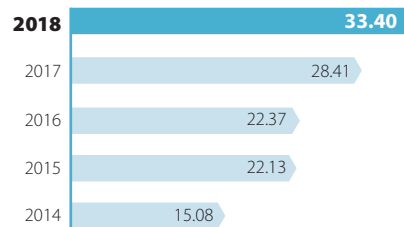
#### National Gross Box Office (RMB hundred million)

全國票房總額(人民幣億元)



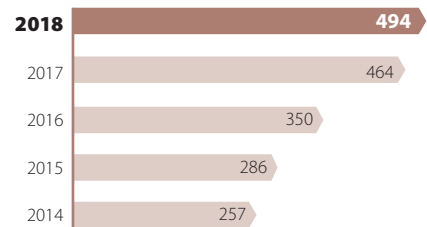
#### Box Office of the Group's Cinemas (tax included) (RMB hundred million)

本集團影院含稅票房(人民幣億元)



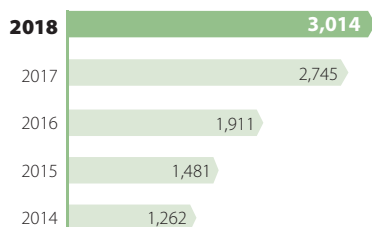
#### Number of the Group's Cinemas (Number)

本集團影院數量(家)



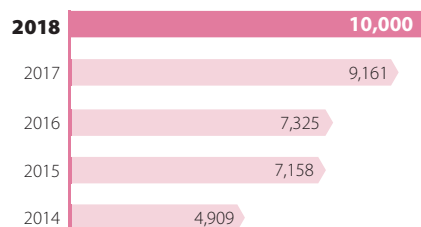
#### Number of Screens in the Group's Cinemas (pieces)

本集團影院銀幕數量(塊)



#### Number of Audiences in the Group's Cinemas (ten thousands)

本集團影院觀影人次(萬人)



# Management Discussion and Analysis

## 管理層討論及分析

During the year, the cinema business of the Company achieved a box office revenue (tax included) of RMB3,340 million, representing a year-on-year increase of approximately 17.6% and contributing to approximately 5.9% of the national box office receipts with the admission of audiences of approximately 100 million. The increase was attributable to the inclusion of box office (tax included) income of City Entertainment Corporation Limited (“OSGH”) in 2018 (the acquisition of OSGH was completed on 28 July 2017) and the ongoing optimization of its cinema business model. As of 31 December 2018, the Group has an aggregate of 494 cinemas with 3,014 screens operating in 29 provinces and 184 cities in China. In addition, there are 132 cinemas contracted to be opened but not yet in operation. In the future, the Group will consolidate its position of second in ranking among cinema investment and management companies throughout China and continue to increase its market shares.

In 2018, cities below the second-tier in China were still the main driving force to the growth of admission of audiences. The Group’s strategic advantages of its prospective plan and the advantages of cinema network under the OSGH in first-tier cities have generated synergy effect. At the same time, the Group’s “Film +” strategy achieved initial success. The Group established cooperation with Disney and obtained the official authorization to sell Disney’s plush toys and food. The Group also co-operated with Burger King to open its first restaurant in Hangzhou. “Shi Bu (十步)”, the Group’s food and beverage brand, has constantly enriched its type of products and expanded its market size. The “Music ME Live (音樂ME現場)” has officially launched. In 2018, the Group’s cinema business continued to develop and adjust in terms of business model and organization. After a year of repeated practice and optimization, the Group has basically confirmed to use the OMO business model with a user-centered approach based on two aspects of membership operation and improving service experience.

In 2018, the Group’s advertising income maintained stable growth. As for the products, in 2018, the Group effectively utilized the space in cinema lobby and shopping malls and optimized and transformed the digital projection platform. The Group also combined client’s idea with offline scenarios to achieve the conversion of scenarios from offline to online. As for the customers, the team actively expanded the direct sales customer base to the motor vehicles and internet industries in 2018. At the same time, the team actively explored and developed business customers around the cinemas as it is considered that contributions from such customers will be an important part of cinema advertising income in the future.

年內，本公司影院業務含稅票房收入達到33.4億元人民幣，同比增長約17.6%，全國佔比約為5.9%，觀影人次達到約1.0億。增長原因得益於本期計入了橙天嘉禾影業有限公司（「橙天嘉禾」）2018年的含稅票房收入（收購橙天嘉禾於2017年7月28日完成交割），以及旗下影院經營模式的不斷優化。截至2018年12月31日，本集團在全國擁有影院494家，銀幕3,014塊，遍佈全國29個省184個城市，除此之外，已簽約未開業影院數量為132家。未來，本集團將鞏固全國影院投資管理公司第二名的市場地位，繼續提升佔比。

2018年，全國二線以下城市仍為觀影人次增長主力。本集團前瞻性佈局的戰略優勢與旗下橙天嘉禾在一線城市佈局優勢已形成整合效益。同時，本集團「電影+」戰略佈局初見成效：與迪士尼合作，得到了其毛絨玩具、食品兩大類的售賣的官方授權；與漢堡王合作，在杭州開了第一家店；旗下餐飲品牌「十步」的產品種類不斷豐富，市場規模不斷擴大；演出「音樂ME現場」已正式啟動。2018年，本集團影院業務在商業模式和組織生態方面持續摸索和調整，經過一年的反覆實踐和優化，現已基本確定OMO業務模式的組織呈現，圍繞會員運營和提升服務體驗鋪開兩條主戰線，一切以用戶為核心。

2018年本集團廣告收入保持穩健增長。在產品方面，2018年團隊有效利用影院大堂、商場等空間，優化及改造了數字化投放平台，將廣告客戶需求與線下場景相結合，實現了線下場景向線上場景的轉化。在客戶方面，2018年團隊積極擴大直接銷售的客戶範圍，在汽車、互聯網等行業有了突破性的進展。與此同時，團隊積極探索和開拓影院周邊的商圈型客戶，我們認為該類客戶的貢獻未來會生成為影院廣告收入的重要組成部分。

# Management Discussion and Analysis

## 管理層討論及分析

### Dadi Film

In 2018, the film market in China continued to achieve new record highs. With continuous improvement in quality, domestic films have been recognised by the audience and the market. Like many consumer industries in China, the film market has reflected the transformation from “channel-oriented” to “quality-oriented” in 2018.

During the year, Dadi Media (HK) Limited and its subsidiaries (collectively referred to as “Dadi Film”) under Dadi Media continued to develop its business in three aspects of film content, animation and distribution.

In 2018, the Company invested in a number of blockbusters with high reputation. The Company also joined forces with the industry’s leading companies to initiate and implement relevant framework cooperation plans. During the year, the distribution team completed the distribution and promotion of several films. As for animation content industry, “Mini Force X”, which was invested by the Company, was published on Tencent and iQIYI, both are network video platforms, in October 2018 and achieved over 100 million click rates on Tencent within 3 months and top-ranked in the iQIYI Children’s Channel Hot List (愛奇藝少兒頻道熱度榜). At the same time, the team convened an authorized investment promotion conference to introduce the integration of the product development and product launch strategy of the licensee by formulating distribution and authorization plan for the overall IP operation with an aim to maximize its internal value.

### Oristar

After a decade of meticulous efforts, products of Oristar Technology (HK) Limited and its subsidiaries (collectively referred to as “Oristar”) are well recognised by the market. During the year, Oristar participated in facility construction for approximately 9,000 halls, and entered into technology service contracts with approximately 1,478 cinemas, covering 30 provinces, autonomous regions and municipalities across China.

During the year, Oristar launched the platform of “Huiyingyun” (慧影雲) with the big data of cinema users as the core, providing cinemas with comprehensive product development matrix in three major scenarios of marketing, operation and security, and setting up scene marketing channels and data platform for construction of cinemas and operation management to provide comprehensive services.

### 大地電影

2018年，中國電影市場繼續創新高，國產影片質量不斷提升，得到了觀眾和市場的認可。和中國的許多消費行業一樣，從「渠道為王」走向「品質為王」也在2018年的電影市場得到印證。

年內，大地傳播旗下大地傳播(香港)有限公司及其附屬公司(統稱「大地電影」)繼續在電影內容、動漫以及發行三個業務方向上工作。

本公司於2018年參與投資了多部高口碑高票房電影，同時與業內領先的公司共同發起並運作了相關框架合作計劃。年內，發行團隊完成了多部影片的發行及推廣。在動漫內容產業方面，本公司投資的《迷你特工隊X》於2018年10月登陸騰訊及愛奇藝網絡視頻平台，不到3個月的時間在騰訊視頻平台點擊量破億，愛奇藝少兒頻道熱度榜排名前列，並同期於2018年10月召開授權招商推介會，通過制定發行、授權整體IP運營方案，統合各授權商產品開發節奏及產品上市策略，最大限度挖掘其內在價值。

### 辰星科技

經過十年的深耕細作，辰星科技(香港)有限公司及其附屬公司(統稱「辰星科技」)的產品取得了良好的市場反響。年內，辰星科技累計建設覆蓋影廳近9,000個，技術服務簽約影院達1,478餘家，範圍涵蓋全國30個省、自治區和直轄市。

年內，辰星科技在業務上推出了「慧影雲」平台，以影院用戶大數據為核心，為影院提供營銷、運營、保障三大場景佈局影院全方位發展產品矩陣，並為影院建設、經營管理搭建場景營銷通路及數據化平台，提供全方位服務。

# Management Discussion and Analysis

## 管理層討論及分析

### PROSPECTS

Looking forward, the film market in China shows tremendous potential. In 2018, the box office in China hit a record high and achieved a higher growth rate as compared to that in North America and global markets. With 9,381 newly added screens across the country, the total number of screens has reached 61,439, which is the highest in the world. There are 19 domestic films with box office of more than RMB500 million and 9 domestic films with box office of over RMB1 billion.

As for the cinema operation business, the Group will continue to implement the OMO business model with a user-centered approach and further develop the membership system. We will use “U+” as our unified member brand and integrate our four major lines of cinemas, namely “Dadi Cinema”, “OSGH Cinemas”, “iFree Cineplex” and “Very Cinemas”. We will also effectively enhance the linkage among nearly 500 cinemas across the country by enhancing brand influence with chain and large-scale cinemas and integrating its resources in order to provide value services for our users, consolidate and expand our membership base and strengthen our member’s economic foundation.

The Group will further develop its “Film +” strategy. In the future, the Group will also provide various business value-added services items such as peripheral products, Disney’s plush toys and food, children’s entertainment area, co-operation with Burger King and live performance to increase production yield and gross profit, thereby achieving sound economic benefits. In 2019, along with commencement and development of diversification and digital operation of cinemas, we will also enrich our media products in cinemas by conducting IP cooperation and member joint marketing and providing entertainment scenario products in order to provide more marketing services of integrating cinemas scenario for customers.

As for the content, in 2019, Dadi Film will continue to put effort into developing and producing films with an aim to produce high-quality films that keep pace with the market for audiences. As for the animation content industry, the Group will keep exploring and developing authorized channels and seek for suitable product carrier and licensee based on nature and distribution concept of IP contents.

As for the cinema revenue services, regarding the fast-growing cinema industry in China, Oristar will launch the cinema revenue management cloud service system and smart cinema solutions and establish the Theatre Management System 4.0 (TMS4.0) + Advertising resources and screening management platform, so as to enhance its operational efficiency and profitability and provide quality online products and services for cinemas.

### 展望

展望未來，中國電影市場彰顯了無限潛力。2018年，中國電影票房刷新了歷史紀錄，增速高於北美及全球市場；全國新增銀幕9,381塊，總數達到61,439塊，位居世界首位；19部國產影片票房超過5億元人民幣，9部國產影片票房超過10億元人民幣。

在影院終端業務上，本集團將繼續在OMO業務模式上進行實踐，以用戶為核心，深度經營會員體系。我們將使用「U+」為統一的會員品牌，並以此整合旗下「大地影院」、「橙天嘉禾影城」、「自由人影城」、「中瑞國際影城」四大影院業務線；同時加強全國近500家影院的有效聯動，以連鎖化、規模化擴大品牌影響力和資源整合能力，不斷為我們的用戶提供價值服務，鞏固並擴大我們的會員規模，夯實集團的會員經濟基礎。

本集團將繼續深化「電影+」戰略。未來，集團將展開衍生品、迪士尼毛絨玩具及食品、兒童娛樂區、漢堡王合作店、演出現場等多業務增值服務，提高投入產出比和毛利，以達到良好的經濟效益。2019年隨著影院多元化及數字化經營的開展和深入，做為影院的媒體產品也將更加豐富，IP合作、會員聯合營銷、更多娛樂場景產品等，為客戶提供更多的影院場景融合營銷服務。

在內容端方面，2019年，大地電影將會繼續在電影內容的開發制作等環節發力，打造高質量精品電影內容適應市場變化，服務觀影人群。在動漫內容產業方面，本集團將會繼續拓展並深耕授權渠道，根據IP內容的特性及宣發理念尋找合適的產品載體及被授權商。

在影院收益服務方面，針對目前仍在高速發展中的中國影院行業，辰星科技將推出影院收益管理雲服務體系和智慧影院解決方案，集成影院硬件集中管控系統4.0 (TMS4.0)+廣告資源及放映管理平台，助力影城提升經營效率和盈利能力，為影院提供優質的互聯網化的產品和服務。



Management Discussion and Analysis  
管理層討論及分析

# Property Development

房地產開發



# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW

During the year, revenue of this business segment was approximately HK\$9,908.3 million (2017: HK\$9,958.1 million) and profit before income tax was approximately HK\$6,018.3 million (2017: HK\$5,820.4 million). Profit for the year was mainly attributable to the continuous recognition of the sales income of Phase 3 of “The Peninsula” property project of the Group during the year.

#### “The Peninsula” Project in Shenzhen

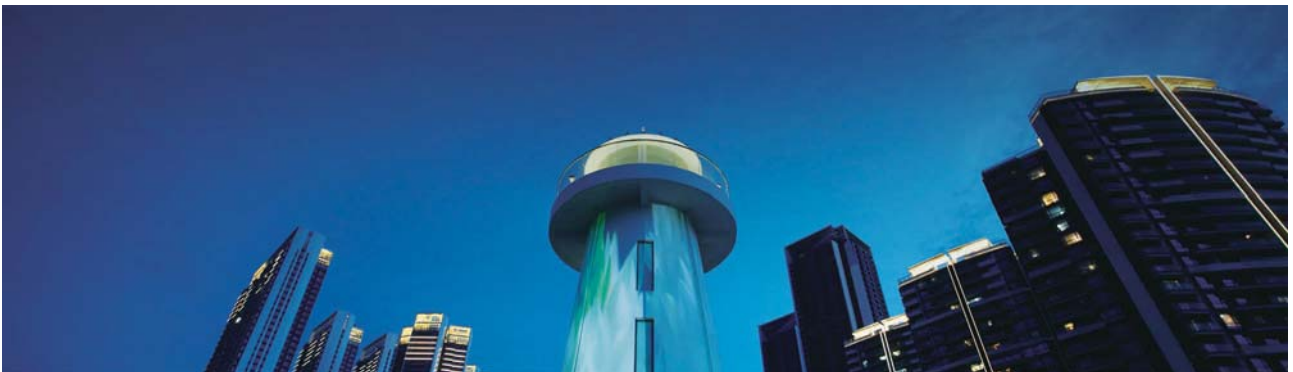
“The Peninsula” project of Nan Hai Development adheres to provide quality products with exquisite decorations. The sale of Phase 3 of “The Peninsula” was launched on 9 April 2016 in Shekou, Shenzhen. As of 31 December 2018, accumulated sales amounted to RMB20.303 billion. Up to 79,000 sq.m. in Phase 4 of “The Peninsula” will be made available for selling in 2019. The main construction has completed while the preparation for decorative work has commenced. The project also has a commercial area of approximately 55,800 sq.m., which is held by the Group and the operation will be commenced in the first half of 2020. It is expected to operate a number of businesses including smart hotel, social and creative business and shared offices.

### 業務回顧

年內，此業務部門之收益約99.083億港元，（2017年：99.581億港元），除所得稅前溢利約60.183億港元（2017年：58.204億港元），本期盈利的主要原因為「半島·城邦」三期在年內持續確認收入。

#### 深圳「半島·城邦」項目

南海發展旗下項目深圳「半島·城邦」，堅持以質量為核心，精益求精地打造高標準精裝修產品。「半島·城邦」三期，於2016年4月9日在深圳蛇口開盤銷售，截至2018年12月31日，累計銷售額達203.03億元人民幣。「半島·城邦」四期中7.90萬平方米住宅將於2019年進行銷售，目前主體工程已竣工，並開始精裝修的籌備工作；該項目另有約5.58萬平方米商業部分將由本集團自持，預計在2020年上半年開業，屆時將運營智能酒店、社交型創意商業、共享辦公等多個業態。



#### “Free Man Garden” Project in Guangzhou

“Free Man Garden” project of Nan Hai Development in Guangzhou is located at the junction of Baiyun District and Huadu District, which enjoys the favorable factors brought by the airport economic area and takes advantage of new environmental concepts, scarce urban green areas and excellent community operations to create a 1.5 million square meters residential area in north of Baiyun district, Guangzhou. There are a total of eight phases in “Free Man Garden” project, of which Phase 1, 2, 4 and 7 have been sold out before 2018. Phase 3 will be self-owned for commercial use while the delivery of possession of Phase 4 commenced in September 2018 and that of Phase 7 will be commenced in May 2019. Phase 5, 6 and 8 are saleable, while Phase 5 and 6 have launched on 1 December 2018. As of 31 December 2018, a total of 101 flats were sold with the area of 12,326 sq.m. and the sales amount of RMB296 million.

#### 廣州「自由人花園」項目

南海發展旗下項目廣州「自由人花園」處於白雲區和花都區的交界，享受空港經濟區的區域利好，更以新銳的環保理念、稀缺的城市綠地、卓越的社區運營，創寫廣州市白雲北150萬平方米生態人居版圖。廣州「自由人花園」總計八期，其中一期、二期、四期和七期均在2018年前售罄，三期為商業自持部分，四期已於2018年9月開始交樓，七期預計2019年5月開始交樓。五、六期和八期為可售部分，五、六期已於2018年12月1日推售，截至2018年12月31日，共售出101套，面積12,326平方米，銷售金額2.96億元人民幣。



In addition to two projects mentioned above, the Group actively explored a new model of cooperation in real estate business and developed domestic and overseas quality projects in various ways to achieve a stable and sustainable development in real estate business. Currently, the Group has entered into strategic cooperation agreements for various projects while invested in Guangzhou Jinghu Avenue project and successfully selected as the best applicant for the Taipei City One project. Guangzhou Jinghu Avenue project is located in the eastern side, opposite to Guangzhou Free Man Garden with the capacity building area (計容建築面積) of 78,000 sq.m., and will be developed into an integrated commercial project covering functions such as dining, hotel and entertainment.

### “City One” Project in Taipei

On 27 December 2018, the Department of Rapid Transit Systems, Taipei City Government announced that the Group has been selected as the best applicant for the City One project. As such, the Group will enter into the next phase of the bidding process and will commence negotiation on the terms of an investment agreement with the Taipei City authorities and it is expected to enter into such agreement in the first half of 2019 (as the case may be).

### Prospects

2018 was a challenging year for the real estate industry. Due to continuous increase in domestic policy regulation, corporate finance tightening and the weak land market, the property market will enter the stage of adjustment in 2019 and the central government is establishing a long term mechanism for the real estate industry. Under the new situation, Nan Hai Development will take advantage on its existing projects, grasp the historical opportunities arising from the prosperous urban development in China, utilize the benefits under the policies regarding the construction of Guangdong-Hong Kong-Macao Greater Bay Area and integrate its industrial resources to further optimize the strategic network. At the same time, Nan Hai Development will build a robust capital chain and establish an effective internal operation and risk management and control to ensure the strong corporate development.

The Group is committed to green building and environmental-friendly technology, focusing on stereoscopic greening, key technology research and development as well as commercial transformation in the field of ecological construction. Its subsidiary 深圳市翠籙科技綠化工程有限公司 (Shenzhen Cui Lu Technology Engineering Company Limited\*) has launched the first vertical greening system with international technology level in the country, solving a lot of technical problems in stereoscopic greening. The world's largest single three-dimensional green area, which is located in the “Free Man Garden” in Guangzhou, was completed in the second half of 2018 and perfectly integrated into the land with up to 33.5% green coverage.

除上述兩個項目外，本集團在2018年積極探索房地產業務合作新模式，在國內外以多種形式開拓優質項目，實現房地產業務的穩定可持續發展。目前，本集團已簽署多個項目的戰略合作協議，投資了廣州鏡湖大道項目，並成功獲選為台北City One項目最優申請人。其中，廣州鏡湖大道項目位於廣州自由人花園東側，與自由人花園隔路相望，計容建築面積7.8萬平方米，將建設成為涵蓋餐飲、酒店、娛樂等功能的綜合商業項目。

### 台北 City One 項目

於2018年12月27日，台北市政府捷運工程局宣布，本集團獲選為City One項目之最優申請人。因此，本集團將進入投標程序下一階段，開始與台北市有關當局磋商投資契約之條款，預期將於2019年上半年(視情況持續更新)訂立有關契約。

### 展望

2018年的房地產行業頗不平靜。國內政策調控持續加碼、企業融資收緊、土地市場走弱，2019年房產市場進入調整期，中央針對房地產的長效機制正在構建落實。新形勢下，南海發展將立足現有項目優勢，抓住中國城市群蓬勃發展的歷史性機遇，積極利用粵港澳大灣區建設的政策紅利，整合集團產業資源，進一步優化戰略佈局。與此同時，南海發展將打造更為穩健的資金鏈，做好內部運營和風險管控，確保企業發展動能強健。

本集團立志於綠色建築，科技環保，著重於立體綠化、生態建築領域的關鍵性技術研發及商業轉化，旗下深圳市翠籙科技綠化工程有限公司在國內率先推出具有國際技術水平的垂直綠化系統，解決了立體綠化中的諸多技術難題。2018年下半年，世界單體立體綠化面積最大的項目在廣州自由人花園落成，完美融入該項目高達33.5%綠地覆蓋率之中。

Management Discussion and Analysis  
管理層討論及分析

# Enterprise Cloud Services

企業雲服務

CE 中企动力  
GROW FORCE





# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW

By virtue of the comprehensive cloud computing infrastructure services, e-commerce and total “Internet+” solutions offered for corporate clients in China, this segment spent unremitting efforts on the development of digitalization and smart operation. Leveraging on its unremitting efforts, this segment has successfully established an outstanding nation-wide business and localized service network in the industry, so as to effectively address “the last kilometer” problems from service providers to corporate clients. In the meantime, in respect of product development, after prolonged exploration and promotion, this segment successfully launched a series of leading cloud services corporate digitalization and transformation in the industry. 中企動力科技股份有限公司 (CE Dongli Technology Company Limited, “CE Dongli”)’s portal business and 北京新網數碼信息技術有限公司 (Beijing Xinnet Cyber Information Company Limited, “Xinnet”)’s cloud computing services have also commenced stably, which played a significant role in promoting the growth of the number of users.

During the year, with key subsidiaries CE Dongli and Xinnet as Sino-i’s main business entities, more efforts were continuously made in the development of cloud services for corporate digitalization and smart operation by providing comprehensive IaaS (Infrastructure as a service), cloud application, corporate e-commerce services, “corporate digitalization transformation” total solutions and big data-based business intelligence cloud service to China market. During the year, revenue of this segment was approximately HK\$997.9 million (2017: HK\$829.3 million), representing an increase of approximately 20.3% over the corresponding period of last year, due to the increase in revenue generated from all-net portal products of CE Dongli. Loss before income tax was approximately HK\$125.1 million (2017: HK\$66.4 million).

### 業務回顧

本業務部門在向中國的企業客戶提供全方位的雲計算基礎設施服務、電子商務和互聯網+整體解決方案的基礎上，持續推進其數字化智能經營進程。通過長期不懈的努力，已經成功建立了業內首屈一指的全國性的商務和本地化服務網絡，有效解決了服務商到企業客戶的「最後一公里」的問題。同時，在產品發展上，本業務部門也進行了長期的探索和推進，並成功推出了一系列業內領先的賦能企業數字化轉型的雲服務，其中中企動力科技股份有限公司（「中企動力」）的全網門戶業務和北京新網數碼信息技術有限公司（「新網」）的雲計算服務穩定開展，對於用戶量的增長起到了明顯的推動作用。

年內，本業務部門致力於企業數字化智能經營雲服務的發展，以中國數碼核心企業中企動力及新網為經營主體，面向中國市場提供全方位的IaaS（基礎設施即服務）、雲應用、企業電子商務服務、「企業數字化轉型」整體解決方案以及基於大數據的商業智能雲服務。年內，由於中企動力全網門戶產品收入增加，本業務部門收益同比增長約20.3%至約9.979億港元（2017年：8.293億港元）；除所得稅前虧損約為1.251億港元（2017年：0.664億港元）。

# Management Discussion and Analysis

## 管理層討論及分析

### CE Dongli

With 19 years' experience of being a services provider for enterprises in China, CE Dongli has not only established a corporate "Internet+" product operating system but also built an extensive business and localized service network, providing one-stop solutions regarding a corporate smart operation for small and medium enterprises (SMEs). During the year, CE Dongli, on the basis of all-net portal services, continued to launch portal products for different industries and enterprises via its cloud platform, so as to meet the specific needs of different customers. While constantly improving its core business, CE Dongli is also committed to keep seeking breakthroughs in all key aspects of digital marketing, integrate its resources into key aspects such as transactions and customer management as well as launch new products in e-commerce and new retail business segment and foreign trade customer management segment. CE Dongli not only constantly improved its product system, but also continuously strengthened its management of direct branches across China and further enhanced its localized service capacity through the establishment of customer care divisions in various branches across China. In particular, the enhancement in service capacity of the "the last kilometer", which is crucial to enterprises, would make such services closer to user needs. In addition to providing digitalization and operation solutions for SMEs, CE Dongli is also constantly exploring new market opportunities. During the year, CE Dongli launched a high-end customized brand CE Ultimate (中企高呈), which is committed to providing high-end customers with a continuous "MarTech" digitalization and smart operation flagship service, continuously establishing digital marketing technology service capabilities, with a view to creating brand-new business value. Since its inception, CE Ultimate has provided a full range of digital operation for more than twenty Fortune Global 500 companies and approximately 100 top companies in various industries in China. In the meantime, in the process of meeting the complex digital needs of high-end customers, CE Dongli has continued to build its product and service capabilities, perform sampling and integration, and rely on the support of the middle structure of business (業務中台), gradually forming specific products and industry solutions for different industries and meeting the needs of customers at different stages. CE Dongli has also insisted to enhance the digital value of the enterprise and provide all customers groups with a full range of products and services of enterprise digital management suitable for their industry and its own development stage.

### 中企動力

中企動力基於為中國企業服務19年的經驗，不僅搭建了運營級的企業「互聯網+」產品體系，而且建立了龐大的商務和本地化服務網絡，有效的為中小企業提供企業智能經營一站式解決方案。年內，以中企動力雲平台為依托，在全網門戶的基礎上，持續推出針對不同行業和企業特點的門戶產品，以滿足不同客戶的特定需求。在不斷完善核心業務的同時，中企動力也致力於在企業數字化營銷的各關鍵環節不斷尋求突破，圍繞交易和客戶管理等主要環節集中資源，相繼在電商與新零售業務領域和外貿客戶管理領域推出新產品。中企動力不僅不斷完善產品體系，還持續加強全國各地的直屬分支機構的管理，並通過在全國各分支機構建立客戶管家部進一步提升其本地化的服務能力，尤其是對企業來說至為關鍵的「最後一公里」的服務能力，以期提供更貼近用戶的服務。除了為中小企業提供數字化經營解決方案外，中企動力也在不斷開拓新的市場機會。年內，中企動力推出高端定製品牌中企高呈，致力於為高端客戶提供持續的「MarTech」數字化智能經營旗艦級服務，不斷的沉澱數字營銷科技服務能力，以期創造全新商業價值。成立至今，中企高呈已為二十多家世界500強企業和近百家中國行業百強企業提供數字化經營全棧服務。與此同時，在滿足高端客戶複雜數字化需求的服務過程中，中企動力不斷沉澱產品與服務能力，抽樣整合，依托業務中台的支撐，逐漸形成了針對不同行業、滿足不同階段客戶需求的特定產品及行業解決方案，堅持以提升企業數字化價值為導向，為所有客戶群體提供適合其行業與自身發展階段的企業數字化經營全線產品與服務。

# Management Discussion and Analysis

## 管理層討論及分析

### Xinnet

During the year, Xinnet continued its cloud services such as IaaS, domain name hosting and synergistic communication for SMEs and micro-enterprises through internet online and distributor channels established across China. In 2018, relying on its core product “Arrow Cloud (箭頭雲)” and resources in the cloud data centre, Xinnet launched various solutions such as Public Cloud (公有雲), Proprietary Cloud (私有雲) and Hybrid Cloud (混合雲) to meet the growing business needs of users. The “Arrow Cloud” is also the first product to support IPv6 (Internet Protocol Version 6) with Trusted Cloud Qualification Certification (可信雲資質認證) and Computer Level 3 Protection Record (計算機三級等級保護備案), thereby enhancing product quality as well as improving and promoting the industry reputation and market brand awareness. In the meantime, Xinnet continued to improve the cloud business and operation platform, optimized customer experience and operational efficiency and ensured the effective implementation of strategies in the cloud computing business.



### 新網

年內，新網繼續通過網絡在線與遍布全國的代理商渠道，面向國內中小微企業提供IaaS、域名託管、協同通訊等雲服務。2018年依托核心產品「箭頭雲」及雲數據中心資源，推出了公有雲、私有雲及混合雲等解決方案來滿足用戶日益增長的業務需求；同時「箭頭雲」在國內率先支持IPv6 (Internet Protocol Version 6 互聯網協議第6版)，並取得可信雲資質認證及計算機三級等級保護備案，增強了產品品質，也提高和促進了業內口碑及市場品牌的認知；與此同時繼續完善雲業務及運營平台，優化客戶體驗和運營效率，有效保障了新網雲計算業務的戰略落地。



### PROSPECTS

The management of the Group considers that enterprises in China will continue to increase its investment in digitalization and transformation, and business intelligence services based on big data will be developed. Although it still takes time for market ramp-up and promotion, cloud services for corporate digitalization and smart operation and industrial solutions will enjoy the enormous room for development. Going forward, this segment will continue to improve its ground services capability by putting users as its core, relying on the industry and making full use of the Internet, which allows it to quickly respond to the needs of enterprises and provide timely solutions to issues. Meanwhile, this segment will enhance its overall operational capability and online services capability. In respect of product application, with an in-depth understanding of the industry's business scenarios, the Group will quickly respond to the needs of business scenarios in different industries based on the cloud product model and the middle structure of business (業務中台). Furthermore, this segment will also increase its capital investment in the data centre, cloud computing technology, automatic operation and maintenance technology as well as big data technology, and enhance its overall technical core competence to further develop and optimize its products and services for the enterprise's digital intelligent business scenario.

### 展望

本集團管理層認為，中國企業會持續加大數字化轉型的投入，基於大數據的商業智能服務將會得到發展，雖然仍需一定的市場培育和推廣時間，但面向企業數字化智能經營的雲服務和行業解決方案會擁有廣闊的市場空間。未來，本業務部門將以用戶為核心，以行業為依托，充分利用互聯網手段，不斷提升自己的地面服務能力，對企業的需求、問題進行快速響應，及時解決，同時全面提升運營支撐能力和在線服務能力。在產品應用方面，在深度理解行業商業場景的基礎上，以雲產品模型、業務中台做支撐，快速響應不同行業的商業場景需求。此外，本業務部門會持續加大對數據中心、雲計算技術、自動化運維技術、大數據技術的資本投入，全面提升核心技術能力，進一步研發和優化面向企業數字化智能經營商業場景的產品和服務。



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Management Discussion and Analysis  
管理層討論及分析

# News Media Business and Innovative Business

新聞傳播業務  
與創意商業





# Management Discussion and Analysis

## 管理層討論及分析

### NEWS MEDIA BUSINESS BUSINESS REVIEW

There are two business divisions under the news media business, namely “HK01” and “Duowei Media”. During the year, total revenue of the news media business was approximately HK\$222.0 million (2017: HK\$246.3 million), of which revenue from third parties increased from HK\$21.3 million to HK\$54.3 million. Loss before income tax was approximately HK\$385.9 million (2017: HK\$322.5 million).

Based in Hong Kong, “HK01” is a pioneer of innovative media, aiming to create an internet lifestyle platform for Hong Kong people, which is a new conception of combining internet with news media business. In 2018, the internet lifestyle platform has undergone a series of product revolutions by adding the “eatojoy (e 肚子)”, a food order and takeaway platform, preparing a platform for travel services and online donations, providing useful information such as weather and transportation as well as organizing various activities including market, concerts, film screenings, philosophy courses and forums. Traditional sports news has upgraded to “Sports Division” by strengthening the cooperation and service exchange with various internet services in order to provide Hong Kong people with a more comprehensive and quality internet service in all aspects based on news and information. During the year, the average number of daily page views of the website and mobile apps of HK01 reached 5 million, which was more than doubled versus that in 2017. Page views reached over 10 million at peak and the average traffic in the fourth quarter amounted to over 7.20 million. Active users of webpages and mobile applications reached over 760,000, representing an increase of 25% over last year. In respect of members, the average number of new members per day was more than doubled compared to 2017. With high quality news reports, HK01 won 34 news awards, including 4 awards in “Human Rights Press Awards (《人權新聞獎》)”, the Excellent Journalism Award (《年度卓越新聞獎》) by The Society of Publishers in Asia and the US Telly Awards, an internationally recognised award. In addition, HK01 won 17 awards in “The Spark Awards” with three large-scale projects and one special channel.

“Duowei Media” is a news media focused on China and international political information and commentary and adopts the dual-centre development strategy of news and operations to implement the concept of “data-driven operation, operation-driven content”. During the year, Duowei Media’s webpage views reached 300 million, representing a year-on-year increase of 59%. As of the end of December 2018, the number of active members of “Duowei Media” has reached approximately 70,000, representing an increase of more than 40% as compared with 2017.

### PROSPECTS

“HK01” strives to establish an internet lifestyle platform for Hong Kong people and will continue to further develop lifestyle platform functions and focus on strengthening its e-commerce, tourism services and convenient living services as well as continue to increase its effort in developing charity platform “01 heart (01 心意)”, “01 marathon (01 齊跑)” and “eatojoy (e 肚子)”. In the case of the news media business, the integration of the content and editing business of “HK01” and “Duowei Media” will enhance synergy effect and cost effectiveness. We will actively develop creative new products, create user value and establish membership system.

### 新聞傳播業務 業務回顧

新聞傳播業務包括「香港01」和「多維傳媒」兩個分部。年內，新聞傳播業務之總收益約2.220億港元(2017年：2.463億港元)(其中從第三方取得的收益呈現成倍增長，由0.213億港元增長至0.543億港元)，除所得稅前虧損3.859億港元(2017年：3.225億港元)。

「香港01」立足於香港，以倡議型媒體的先行者為出發點，旨在打造一個屬於香港人的互聯網生活平台，這是一種嶄新的互聯網與新聞媒體業務結合的新構想。於2018年，互聯網生活平台經過一輪產品革新，加入了外賣自取的「e肚子」業務，啟動了對旅遊服務、互聯網捐款平台的籌備，及天氣、交通等實用資訊；籌組了不同活動，包括墟市、演唱會、電影放映會、哲學課程及論壇等，傳統意義的體育資訊提升為「體育事業部」，加大了與各種互聯網服務之間的合作與服務交換，目的就是要為香港人提供更為全面更為優質的、以新聞資訊為基礎的全方位互聯網服務。年內，香港01網頁及手機應用的每日平均瀏覽量達5百萬，相比2017年平均數增長超過一倍，高峰時期超過一千萬，第四季度流量平均超過720萬；網頁及手機應用的活躍用戶超過76萬，相比去年增長了25%；在會員方面，日均新增數目亦比2017年多出兩倍。憑藉優質的新聞報道，香港01奪得34項新聞獎項，其中包括4項《人權新聞獎》、亞洲出版業協會《年度卓越新聞獎》，以及國際性的美國《Telly Awards》大獎。另外，香港01的3個大型項目及1個專題頻道亦勇奪17項《卓越傳媒大獎》，成績斐然。

「多維傳媒」是專注於中國及國際時政資訊和評論的新聞媒體，採用新聞及運營雙中心發展戰略，落實「以數據驅動運營，以運營驅動內容」的理念。年內，多維媒體的網頁瀏覽量高達3億，同比去年增長59%。截至2018年12月底，「多維傳媒」的有效活躍會員人數約為7萬，同比2017年增幅超過40%。

### 展望

「香港01」致力打造一個屬於香港人的互聯網生活平台，未來將繼續加大投入發展生活平台功能，業務重點將加強電子商務、旅遊服務、生活服務便利化，持續加大「01心意」慈善平台、「01齊跑」及「e肚子」等的投入與發展。從新聞傳播業務視角，啟動整合「香港01」和「多維傳媒」的內容與編輯業務，增強協同效應和成本效益，積極拓展有創意的產品，充分挖掘用戶價值，發展會員體系。

# Management Discussion and Analysis

## 管理層討論及分析

### INNOVATIVE BUSINESS BUSINESS REVIEW

During the year, revenue of innovative business was approximately HK\$831.9 million (2017: HK\$878.7 million) and loss before income tax was approximately HK\$1,047.8 million (2017: HK\$528.6 million). The decrease was due to the impairment of goodwill and assets arising from the adjustment of business model, disposal of inventories and closure of stores.

Crabtree & Evelyn, a world-renowned brand, broke its tradition and encountered new users and markets in 2018. After more than a year of preparation, we have begun to transform our brand position, product development, and operation mode etc.

According to our in-depth market exploration, Crabtree & Evelyn is set to target millennials and has completed the development of 58 new products of 3 series in 2018. Crabtree & Evelyn also attempted to transform from traditional retail to OMO operating model and is determined to pursue the OMO development path starting from e-commerce. As of the end of 2018, Crabtree & Evelyn has established its online shopping platform in UK, Australia, Singapore, Malaysia and Hong Kong etc. Thanks to the simple website design and user-friendly consumer experience, online income in Hong Kong achieved a significant growth. Moreover, Crabtree & Evelyn has also entered the China market in March 2018 by way of cross-border e-commerce through Tmall Global. During the "Double Eleven" shopping festival, Crabtree & Evelyn achieved the first place in the hand cream category of Tmall Global. On 30 November 2018, Crabtree & Evelyn opened its first offline experience flagship store in London. Adhering to the concept of "Growing up in exploration", Crabtree & Evelyn attracts users through social media and increases brand loyalty by various activities. It is expected that Crabtree & Evelyn's offline experience flagship store will be a place for customers to know each other and learn from each other through immersive activities.

### PROSPECTS

In 2019, Crabtree & Evelyn, our long-established brand, will inject new vitality, new concept, new product and new model, presenting a new look to our customers. We strongly believe that Crabtree & Evelyn will attract more users to become loyal customers along with the transformation of the operating model.

### 創意商業 業務回顧

年內，創意商業之收益約8.319億港元（2017年：8.787億港元），除所得稅前虧損約10.478億港元（2017年：5.286億港元），下降原因是商業模式調整，處理存貨及關店引發的商譽及資產減值。

2018年，是瑰柏翠(Crabtree & Evelyn)這一全球知名品牌打破傳統，面對全新的用戶和市場重新起航的一年。經過一年多的籌備，我們在品牌定位，產品開發，運營模式等領域都開始了重新佈局。

通過對市場的深入探索，瑰柏翠將目標客戶定位於千禧一族，已於2018年完成3個系列58種新產品的研發。瑰柏翠也在積極嘗試從傳統零售向OMO運營模式的轉型，業已確定了以電子商務為起點的OMO發展路徑，截至2018年年底，瑰柏翠英國、澳大利亞、新加坡、馬來西亞及香港等地的在線購物平台均已先後上線，得益於精簡化的網站設計及人性化的消費體驗，香港網銷收入增長喜人，此外，瑰柏翠通過天貓國際以跨境電商的方式於2018年3月進入中國大陸市場，並在「雙十一」銷售中，取得了天貓國際護手霜類別第一名的好成績。2018年11月30日瑰柏翠首家線下體驗旗艦店在倫敦開業，秉承「在探索中成長」的品牌理念，瑰柏翠將以社交為線索吸引我們的用戶，以豐富的活動構建我們的品牌凝聚力，未來瑰柏翠線下體驗旗艦店將成為客戶相互了解，相互學習的沉浸式活動俱樂部。

### 展望

2019年，瑰柏翠這一擁有一定歷史沉澱的品牌將換發全新的生命力，新理念、新產品、新模式將使瑰柏翠以全新的面貌呈現在消費者面前。我們堅信，隨著運營模式的轉型，瑰柏翠將會吸引更多的用戶成為瑰柏翠的粉絲。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL RESOURCES AND LIQUIDITY

The Group continued to adopt prudent funding and treasury policies. As at 31 December 2018, net assets attributable to the owners of the Company amounted to approximately HK\$6,199.8 million (31 December 2017: approximately HK\$6,143.2 million), including cash and bank balances of approximately HK\$8,297.6 million (31 December 2017: approximately HK\$13,069.8 million) which were mainly denominated in US dollars, Renminbi and Hong Kong dollars. As at 31 December 2018, the Group's aggregate borrowings were approximately HK\$19,959.8 million (31 December 2017: approximately HK\$24,156.0 million), of which approximately HK\$11,759.1 million (31 December 2017: approximately HK\$12,705.3 million) were bearing interest at fixed rates while approximately HK\$8,200.7 million (31 December 2017: approximately HK\$11,450.7 million) were at floating rates. The Group has partially managed interest rate risk through interest rate swap.

As at 31 December 2018, the gearing ratio of the Group, which is calculated as the net debt divided by the adjusted capital plus net debt was approximately 62.64% (31 December 2017: approximately 60.64%).

As at 31 December 2018, the capital commitment of the Group was approximately HK\$263.6 million (31 December 2017: approximately HK\$3,104.6 million), of which approximately HK\$31.1 million would be used for the renovation of the headquarters in Beijing, approximately HK\$97.5 million would be used as capital expenditures for the expansion of its cinema business and approximately HK\$135.0 million would be used for property development.

As at 31 December 2018, the Group's contingent liabilities were approximately HK\$20.4 million in connection with the guarantees given to secure credit facilities (31 December 2017: approximately HK\$19.5 million).

As at 31 December 2018, certain interests in leasehold land, buildings, other property, plant and equipment, properties under development and completed properties held for sale, investment properties and bank deposits with a total net carrying value of approximately HK\$11,997.2 million were pledged to secure the credit facilities granted to the Group (31 December 2017: approximately HK\$12,025.6 million). In addition, trading securities with a carrying value of approximately HK\$0.2 million and certain shares of several subsidiaries were pledged and bank accounts were charged for securing the Group's credit facilities (31 December 2017: approximately HK\$0.3 million).

Details of the bank and other borrowings and financing of the Group are set out in notes 29, 30 and 31 to the financial statements.

### 財務資源及流動資金

本集團繼續採取審慎之資金及財務政策。於2018年12月31日，本公司擁有人應佔資產淨值約為61.998億港元(2017年12月31日：約61.432億港元)，包括現金及銀行結存約為82.976億港元(2017年12月31日：約130.698億港元)，主要以美元、人民幣及港元為單位。於2018年12月31日，本集團之借貸總額約為199.598億港元(2017年12月31日：約241.560億港元)，其中約117.591億港元(2017年12月31日：約127.053億港元)乃按固定利率計息，而約82.007億港元(2017年12月31日：約114.507億港元)則按浮動利率計息。本集團已透過利率掉期管理部分風險。

於2018年12月31日，本集團之資本負債比率，即負債淨額除以已調整之資本加以負債淨額約為62.64%(2017年12月31日：約60.64%)。

於2018年12月31日，本集團之資本承擔約為2.636億港元(2017年12月31日：約31.046億港元)，其中約0.311億港元用作北京總部之翻新工程費用，約0.975億港元將用作為擴展影院業務之資本開支，及約1.350億港元將用作房地產開發。

於2018年12月31日，本集團之或然負債約為0.204億港元，乃就信貸融資提供之擔保所致(2017年12月31日：約0.195億港元)。

於2018年12月31日，本集團之信貸融資是以賬面淨值總額約為119.972億港元之若干租賃土地權益、樓宇、其他物業、廠房及設備、待發展及已落成待售物業、投資性物業及銀行存款作為抵押(2017年12月31日：約120.256億港元)。此外，本集團已質押賬面值約為200,000港元之交易證券、數間附屬公司之若干股份、及銀行賬戶作為本集團信貸融資之抵押(2017年12月31日：約300,000港元)。

本集團的銀行及其他借貸及融資詳情載於財務報表附註29、30及31。

# Management Discussion and Analysis

## 管理層討論及分析

### EXPOSURE TO FLUCTUATION IN EXCHANGE RATES

The Group operated mainly in the PRC, and its operating expenses and revenue were primarily denominated and settled in Renminbi. The Group adopted Hong Kong dollars as its reporting currency, and the reported assets, liabilities and results may be affected by Renminbi exchange rate. As the majority of the Group's borrowings were primarily denominated in US dollars and Renminbi, it was exposed to foreign exchange risk. The Group has partially managed such risk through cross currency swap. The Group will still keep reviewing and monitoring the fluctuation in exchange rates between relevant currencies and consider using foreign exchange hedging instruments from time to time to minimize the risk exposure arising from changes in exchange rates. The Group will also proactively choose the type of currency for assets and liabilities based on its prejudgment of currency trend under practicable circumstances.

### EMPLOYEE AND REMUNERATION POLICY

The Company employs and remunerates its employees based on their qualifications, experience and performance. In addition to basic salary payments, other benefits include housing, contributions to mandatory provident fund, group medical insurance, group personal accident insurance and examination leave. Employees are eligible to be granted share options under the Company's share option scheme at the discretion of the Board of the Group. In general, salary review is conducted annually. As at 31 December 2018, the Group had approximately 21,745 employees (2017: 20,813 employees). The salaries of and allowances for employees for the year ended 31 December 2018 were about HK\$2,519.8 million (2017: HK\$2,042.2 million). The Group focuses on providing skill and quality training for various levels of staff, and provides on-the-job capability training to its staff; in respect of staff quality, corresponding training on personal work attitude and work habits is also provided.

### 匯率波動風險

本集團之主要業務位於中國，經營開支及收入主要以人民幣計值並結算。本集團以港元為匯報貨幣，所錄之資產、負債以及業績可能會受人民幣匯率影響。本集團之借貸以美元、人民幣為主，面臨外匯風險。本集團通過交叉貨幣互換工具對此風險進行了部分管理。本集團仍將持續審視及監察相關貨幣的匯率波動，不時考慮利用外匯對沖工具，降低匯率變化帶來的風險；亦會在可能的情況下，根據集團對貨幣走勢的預判，主動選擇資產和負債的貨幣種類。

### 僱員及薪酬政策

本公司員工的聘用及薪酬均以員工之學歷、經驗和工作表現為基礎。除基本薪金外，其他福利包括住房、強制性公積金供款、團體醫療保險、團體個人意外保險及考試休假等。員工可根據本公司購股權計劃並按本公司董事會之酌情決定獲授購股權。一般而言，每年均會進行薪金檢討。於2018年12月31日，本集團約有21,745名員工(2017年：20,813名員工)。截至2018年12月31日止年度，員工之薪金及津貼共約25.198億港元(2017年：20.422億港元)。本集團注重對員工技能和素質的培訓，針對不同崗位的需求，對員工進行崗位能力的培訓；在員工素質方面，對個人工作態度及工作習慣等方面也進行相應的培訓。



# Report of the Directors

## 董事會報告

The Board herein present their report and the audited financial statements of the Group for the year ended 31 December 2018.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. During the year, the Group was principally engaged in culture and media services, property development, enterprise cloud services, and also news media business and innovative business.

### SEGMENT INFORMATION

Particulars of the Group's revenue and segment information for the year are set out in notes 5 and 6 to the financial statements respectively.

### BUSINESS REVIEW

The description of principal risks and uncertainties that the Group may be facing is provided in the Risk Management and Internal Control section on pages 75 to 80 of this annual report and a fair review of the Group's business during the year, and the probable future business development of each segment of the Company are provided in the Management Discussion and Analysis section on pages 8 to 27 of this annual report. Also, the financial risk management objectives and policies of the Group can be found in note 52 to the consolidated financial statements. Particulars of important events affecting the Group that have occurred since the end of the financial year ended 31 December 2018 are provided in the Management Discussion and Analysis section. An analysis of the Group's performance during the year using financial key performance indicators is provided in the Five-Year Financial Summary on page 312 of this annual report. In addition, discussions on the Group's environmental policies, relationships with its consumers and employees and compliance with relevant laws and regulations which have a significant impact on the Group are all contained in the Environmental, Social and Governance Report on pages 81 to 105 of this annual report.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated income statement on page 113.

The Board has recommended a final dividend of 0.15 HK cents per ordinary share for the year ended 31 December 2018 (for the year ended 31 December 2017: 0.23 HK cents per ordinary share). The proposed dividend is subject to the approval of the shareholders at the forthcoming annual general meeting.

董事會謹此提呈本集團截至2018年12月31日止年度之董事會報告及經審核財務報表。

### 主要業務

本公司之主要業務為投資控股。年內，本集團主要從事文化與傳播服務、房地產開發及企業雲服務，並佈局新聞傳播業務及創意商業領域。

### 分部資料

本集團於本年度之收益及分部資料分別載於財務報表附註5及6。

### 業務回顧

有關本集團可能面對之主要風險及不確定因素之描述載於本年報第75頁至第80頁之風險管理及內部監控一節；有關本集團年內業務之中肯審視及本公司各分部之可能日後業務發展載於本年報第8至27頁之管理層討論與分析一節。此外，本集團財務風險管理目標及政策可於綜合財務報表附註52閱覽。自截至2018年12月31日止財政年度結束以來所發生影響本集團之重要事件詳情載於管理層討論與分析一節。應用財務關鍵表現指標之本集團年內表現分析載於本年報第312頁之五年財政摘要。此外，有關本集團環境政策、與其消費者及僱員之關係以及遵守對本集團有重要影響之相關法例及規例之討論，全部載於本年報第81至105頁之環境、社會及管治報告。

### 業績及利潤分配

本集團於本年度之業績載於第113頁之綜合收益表。

董事會建議就截至2018年12月31日止年度派付末期股息每股普通股0.15港仙(截至2017年12月31日止年度：每股普通股0.23港仙)。建議股息須待股東於應屆股東周年大會批准後方可作實。

## FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 312.

## PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in note 13 to the financial statements.

## SUBSIDIARIES AND ASSOCIATES

Particulars of the Company's principal subsidiaries and associates as at 31 December 2018 are set out in notes 16 and 17 to the financial statements respectively.

## BANK AND OTHER BORROWINGS AND FINANCING

Details of the bank and other borrowings and financing of the Group as at 31 December 2018 are set out in notes 29, 30 and 31 to the financial statements respectively.

## SHARE CAPITAL AND SHARE PREMIUM

During the year, details of the movements in share capital and share premium of the Company are set out in notes 37 and 39 to the financial statements.

Pursuant to the special resolution passed at the Company's annual general meeting held on 30 May 2018, the shareholders of the Company resolved to reduce the amount at the share premium account by HK\$965.9 million and the amount arising from the reduction was transferred to the contributed surplus account of the Company.

## RESERVES

During the year, details of the movements in the reserves of the Company and the Group are set out in note 39 to the financial statements.

## DISTRIBUTABLE RESERVES

As at 31 December 2018, the amount of the Company's reserves available for distribution was approximately HK\$1,383.2 million. In addition, the Company's share premium account with a balance of approximately HK\$11,000 may be distributed in the form of fully paid bonus shares.

## MAJOR CUSTOMERS AND SUPPLIERS

The Group's sales to the five largest customers and purchases from the five largest suppliers for the year ended 31 December 2018 accounted for less than 30.00% of the Group's total revenue and purchases respectively.

## 五年財政摘要

本集團過去五個財政年度之業績、資產及負債之摘要載於第312頁。

## 物業、廠房及設備

年內，本集團之物業、廠房及設備之變動詳情載於財務報表附註13。

## 附屬公司及聯營公司

本公司於2018年12月31日之主要附屬及聯營公司之詳情分別載於財務報表附註16及17。

## 銀行及其他借貸及融資

本集團於2018年12月31日之銀行及其他借貸及融資之詳情分別載於財務報表附註29、30及31。

## 股本及股份溢價

年內，本公司股本及股份溢價之變動詳情載於財務報表附註37及39。

根據本公司於2018年5月30日舉行之股東周年大會通過之特別決議案，本公司股東議決削減股份溢價賬金額9.659億港元，削減金額已轉撥至本公司繳入盈餘賬。

## 儲備

年內，本公司及本集團儲備之變動詳情載於財務報表附註39。

## 可供分派儲備

本公司於2018年12月31日可供分派之儲備約為13.832億港元。此外，本公司股份溢價賬內約為11,000港元，可作已繳足紅股之方式派發。

## 主要客戶及供應商

本集團五大客戶及五大供應商截至2018年12月31日止年度之銷售及購貨百分比，分別佔本集團總收益額及購貨額少於30.00%。

# Report of the Directors

## 董事會報告

### DONATIONS

For the year ended 31 December 2018, the Company made charitable donations and other donations amounting to approximately HK\$35,473,000.

### DIRECTORS' EMOLUMENTS

Details of directors' emoluments are set out in note 45 to the financial statements.

### DIRECTORS' INTEREST IN COMPETING BUSINESS

The director below is deemed to be interested in the business which competes or is likely to compete either directly or indirectly, with business of the Group and is required to make disclosure of interests pursuant to Rule 8.10(2) of the Listing Rules.

Ms. Liu Rong, an executive director of the Company, is a director and ultimate shareholder of GD Cinema Circuit (廣東大地電影院線股份有限公司) (previously known as 廣東大地電影院線有限公司). GD Cinema Circuit invests in cinema business and therefore is deemed to compete with the cinema investment business of the Group. However, the Board believes that the competition does not pose any material threat to the Group's business prospects due to the fact that the cinemas operated by the Group and the cinemas invested by the above-mentioned director who is interested in the competing business focus on different market segments.

In 2018, most of the cinemas invested by GD Cinema Circuit are managed by the cinema management company controlled by the Group by way of entrusted management. We will make disclosure of such connected transaction according to the requirements under Chapter 14A of the Listing Rules when necessary.

In order to further safeguard the interest of the Group, those directors not interested in the competing business review on a regular basis the businesses and operations of the Group to ensure that its businesses are run on the basis that they are independent of, and at arm's length from, GD Cinema Circuit.

### PENSION SCHEME

Details of retirement benefit plans in respect of the year are set out in note 44 to the financial statements.

### 捐款

截至2018年12月31日止年度，本公司作出之慈善捐款及其他捐款約為35,473,000港元。

### 董事酬金

董事酬金之詳情載於財務報表附註45。

### 董事於競爭業務之權益

以下董事乃被視為於以下與本集團之業務構成或可能構成(不論直接或間接)競爭之業務中擁有權益，須根據上市規則第8.10(2)條作出披露：

本公司執行董事劉榮女士為廣東大地電影院線股份有限公司「大地院線」(前稱廣東大地電影院線有限公司)之董事兼最終股東。大地院線投資影院業務，故被視為與本集團之影院投資業務構成競爭。然而董事會相信該競爭不會對本集團業務前景帶來重大威脅，原因為由本集團所經營之影院與上述存有競爭利益之董事所投資之影院各自針對不同細分市場。

在2018年，大地院線投資的影院大部分以委託管理的方式由本集團控制的影院管理公司進行管理，對於此項關連交易，必要時我們會依據上市規則第14A章規定進行披露。

為了進一步保障本集團之利益，該等並無競爭業務權益之董事乃定期審閱本集團之業務及運作，以確保其業務與大地院線能在獨立及公平之基礎下經營。

### 退休金計劃

本年度退休福利計劃之詳情載於財務報表附註44。



## DIRECTORS

The directors of the Company during the year and up to the date of this report were as follows:

Mr. Yu Pun Hoi (*Chairman*)  
Ms. Liu Rong (*Chief Executive Officer*)  
Mr. Lam Bing Kwan<sup>#</sup>  
Mr. Lung King Cheong<sup>#</sup>  
Mr. Lau Yip Leung<sup>\*</sup>  
Mr. Xiao Sui Ning<sup>\*</sup>  
Mr. Ho Yeung Nang<sup>\*</sup>

<sup>#</sup> Non-executive directors

<sup>\*</sup> Independent non-executive directors

The Company has received annual confirmation from each of the existing independent non-executive directors of the Company confirming his independence to the Company pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules") and the Company considers that such directors are independent to the Company.

In accordance with Bye-law 99 of the Company's Bye-Laws ("Bye-Laws"), Ms. Liu Rong, Mr. Lau Yip Leung and Mr. Ho Yeung Nang shall retire at the forthcoming annual general meeting ("AGM"). All of the above retiring directors, being eligible, will offer themselves for re-election.

In accordance with Bye-Law 99 of the Bye-Laws, Mr. Lung King Cheong ("Mr. Lung") shall retire by rotation at the AGM. He will not offer himself for re-election due to his decision to devote more time to his personal endeavours. Mr. Lung confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange in relation to his retirement from the Board.

## 董事

於年內及截至本報告日期，本公司之董事如下：

于品海先生(主席)  
劉榮女士(行政總裁)  
林秉軍先生<sup>#</sup>  
龍景昌先生<sup>#</sup>  
劉業良先生<sup>\*</sup>  
肖遂寧先生<sup>\*</sup>  
何養能先生<sup>\*</sup>

<sup>#</sup> 非執行董事

<sup>\*</sup> 獨立非執行董事

本公司已接獲本公司各現任獨立非執行董事作出之年度確認書，確認其根據聯交所證券上市規則(「上市規則」)第3.13條於本公司之獨立性，而本公司認為該等董事獨立於本公司。

根據本公司的公司細則(「細則」)第99條，劉榮女士、劉業良先生及何養能先生將於應屆之股東周年大會(「股東周年大會」)上輪值退任。所有上述退任董事都符合資格並願意膺選連任。

根據細則第99條，龍景昌先生(「龍先生」)將於股東周年大會上輪值退任。彼將無意重選連任，原因為其決定投放更多時間於其個人業務。龍先生確定，彼與董事會並無意見分歧，亦無有關其退出董事會之事宜須提請本公司股東及聯交所垂注。

# Report of the Directors

## 董事會報告

### BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of directors and senior management of the Company as at the date of this report were as follows:

#### Biographical Details of Directors

##### *Executive Directors*

**Mr. Yu Pun Hoi**, aged 60, holding a degree of Doctor of Philosophy conferred by Peking University, joined the Board in September 2000. Mr. Yu is the chairman of the Board, the chairman of executive committee and nomination committee of the Company, and a controlling shareholder of the Company.

Mr. Yu Pun Hoi is also an executive director and a member of nomination committee of Sino-i, and a director of a number of subsidiaries of the Company. He served as the chairman of the board and the chairman of nomination committee of Sino-i from January 1997 to January 2018 and from March 2012 to January 2018, respectively.

**Ms. Liu Rong**, aged 47, graduated from the Law School of Anhui University with a Bachelor degree in Laws, and got a Master of Laws conferred by the Law Institute of Chinese Academy of Social Science, and is also a qualified lawyer in the PRC. In addition, Ms. Liu graduated from the International MBA School of National School of Development of Peking University in 2013. Prior to joining the Group, Ms. Liu worked in Chinese government departments and law firms.

Ms. Liu joined Sino-i group in April 2002 and has been appointed as an executive director and a member of executive committee of the Company since March 2009, a member of nomination committee since March 2017, and the chief executive officer of the Company in February 2018. Ms. Liu is responsible for the businesses in culture and media services of the Group.

Ms. Liu is also the chairlady of the board of director, the chairlady of nomination committee and a director of a number of subsidiaries of Sino-i, and a director and/or general manager of a number of subsidiaries of the Company.

### 董事及高級管理人員履歷詳情

截至本報告日期的本公司董事及高級管理人員履歷詳情如下：

#### 董事履歷詳情

##### *執行董事*

**于品海先生**，60歲，持有北京大學哲學博士學位，於2000年9月加入董事會，現擔任本公司董事會主席、執行委員會主席、提名委員會主席及控股股東。

于先生同時為中國數碼之執行董事及提名委員會成員，以及為若干本公司附屬公司之董事。於1997年1月至2018年1月期間，彼曾擔任中國數碼之董事會主席，以及於2012年3月至2018年1月期間擔任中國數碼之提名委員會主席。

**劉榮女士**，47歲，持有安徽大學法學學士學位、中國社會科學院法學碩士學位及中國律師資格，並於2013年畢業於北京大學國家發展研究院國際MBA學院。加入本集團前，劉女士曾在中國政府部門及律師事務所工作。

劉女士於2002年4月加入中國數碼集團，於2009年3月出任本公司執行董事及執行委員會成員，於2017年3月出任提名委員會成員，並於2018年2月出任本公司行政總裁。劉女士負責本集團之文化與傳播服務業務。

劉女士同時為中國數碼之董事會主席、提名委員會主席及其若干附屬公司之董事，以及為若干本公司附屬公司之董事及／或總經理。

# Report of the Directors

## 董事會報告

### Non-executive Director

**Mr. Lam Bing Kwan**, aged 69, graduated from the University of Oregon in the United States of America with a Bachelor degree in Business Administration in 1974. Prior to joining the Group, Mr. Lam had accumulated extensive experience in industries such as banking, property development and investment business.

Mr. Lam joined the Board in September 2000, and was re-designated as a non-executive director in April 2002. Mr. Lam is also a non-executive director of Sino-i, and an independent non-executive director of Lai Sun Development Company Limited, Lai Sun Garment (International) Limited and Lai Fung Holdings Limited. The securities of the above mentioned companies are listed on the Stock Exchange.

**Mr. Lung King Cheong**, aged 65, joined the Group in 2015 and joined the Board in September 2016. Mr. Lung was re-designated as a non-executive director of the Company on 1 April 2018.

Mr. Lung is an active member of the Hong Kong news media and has extensive publishing and editorial experience. Prior to joining the Group and starting from the 1980s, Mr. Lung had served as the deputy publisher and general manager of Hong Kong Daily News, the chief editor and publisher of Hong Kong Today, the editorial director and member of the executive committee of One Media Group Limited. Mr. Lung had also been the editor-in-chief of Ming Pao Weekly for 20 years. Mr. Lung is very familiar with the Hong Kong media industry and is one of the most experienced media people in Hong Kong.

### 非執行董事

**林秉軍先生**，69歲，於1974年畢業於美國俄立岡大學，持有工商管理學士學位。加入本集團前，林先生積極參與銀行界、物業發展及投資業務，在此等行業具備豐富經驗。

林先生於2000年9月加入董事會，於2002年4月被調任為非執行董事。林先生同時為中國數碼之非執行董事，以及為麗新發展有限公司、麗新製衣國際有限公司及麗豐控股有限公司之獨立非執行董事。上述公司之證券於聯交所上市。

**龍景昌先生**，65歲，於2015年加入本集團，並於2016年9月加入董事會。龍先生於2018年4月1日起調任為本公司非執行董事。

龍先生活躍於香港新聞界，在出版及編輯領域均擁有豐富經驗。龍先生加盟本集團前及自1980年代以來曾擔任香港《新報》副社長及總經理、《現代日報》總編輯及出版人、萬華媒體集團有限公司編務總監及執行委員會成員。龍先生亦曾擔任《明報周刊》總編輯達二十年。龍先生對香港傳媒業非常熟悉，是經驗最豐富的香港傳媒人之一。



# Report of the Directors

## 董事會報告

### Independent Non-executive Directors

**Mr. Lau Yip Leung**, aged 58, graduated from the City University of Hong Kong and awarded an honours degree of Bachelor of Arts in Accountancy in 1991, and also holds an MBA conferred by the University of Hull, UK. Mr. Lau is a fellow member of The Association of Chartered Certified Accountants, The Institute of Chartered Accountants in England and Wales, and the Hong Kong Institute of Certified Public Accountants. Mr. Lau is a certified public accountant in Hong Kong and started his public practice business in 1998. He is now the person-in-charge of Messrs. Fung Lau & Company, Certified Public Accountants.

Mr. Lau joined the Board in May 2006 and is also a member of audit committee and remuneration committee of the Company. In March 2012, Mr. Lau has been appointed as a member of nomination committee of the Company. Mr. Lau is appointed as the chairman of audit committee of the Company in September 2013.

**Mr. Xiao Sui Ning**, aged 71, graduated from Yunnan Finance and Management College (雲南經濟管理幹部學院) majoring in corporate management. Mr. Xiao is recognised as a senior economist by Bank of Communications. Mr. Xiao is currently an independent director of Beijing SPC Environment Protection Tech Co., Ltd. and an independent non-executive director of Haitong Securities Co., Ltd..

Mr. Xiao joined the Board in April 2016 and has been appointed as the chairman of remuneration committee, and a member of audit committee and nomination committee of the Company. Mr. Xiao is also an independent non-executive director, the chairman of remuneration committee, and a member of audit committee and nomination committee of Sino-i.

**Mr. Ho Yeung Nang**, aged 69, holds a Bachelor's Degree in Arts from The University of Hong Kong and a Master's Degree in Business Administration from The Chinese University of Hong Kong. Mr. Ho served in different managerial positions in banking industry both in Hong Kong and China during the period from about 1973 to 1988. During the period from about 1989 to 1991, Mr. Ho was in Canada running his own business. In about 1992, Mr. Ho joined the Group and worked as a general manager of the property division of the Group, who left the Group in July 2009 and engaged in the position of chief operating officer of a private company engaged in coal mining and iron sand mining businesses in Indonesia and the Philippines respectively.

Mr. Ho joined the Board in September 2016 and has been appointed as a member of audit committee, remuneration committee and nomination committee of the Company.

### 獨立非執行董事

**劉業良先生**，58歲，於1991年畢業於香港城市大學，持有會計學榮譽文學學士學位及英國赫爾大學工商管理碩士學位。劉先生為英國特許公認會計師公會、英格蘭及威爾斯特許會計師公會及香港會計師公會的資深會員。劉先生為香港執業會計師並於1998年開始執業，現為馮劉會計師公司（執業會計師）的負責人。

劉先生於2006年5月加入董事會，並出任為本公司審核委員會及薪酬委員會成員，於2012年3月出任為本公司提名委員會成員。於2013年9月，劉先生獲委任為本公司審核委員會主席。

**肖遂寧先生**，71歲，畢業於雲南經濟管理幹部學院，主修企業管理。肖先生獲交通銀行認為高級經濟師，現任北京清新環境技術股份有限公司之獨立董事及海通證券股份有限公司之獨立非執行董事。

肖先生於2016年4月加入董事會，並出任為本公司薪酬委員會主席兼審核委員會及提名委員會成員。肖先生同時為中國數碼之獨立非執行董事、薪酬委員會主席兼審核委員會及提名委員會成員。

**何養能先生**，69歲，何先生持有香港大學文學士學位及香港中文大學工商管理碩士學位。何先生約於1973至1988年期間曾在香港及中國銀行業擔任不同管理職位。約於1989年至1991年期間，何先生於加拿大自行經營業務。何先生約於1992年加盟本集團，擔任本集團地產部總經理，並於2009年7月離開本集團。自離開本集團以來何先生一直擔任一間私人公司之營運總監，該公司分別於印尼及菲律賓從事採煤及鐵砂開採業務。

何先生於2016年9月加入董事會，並出任為本公司審核委員會、薪酬委員會及提名委員會成員。

### Biographical Details of Senior Management

**Mr. Xue Bo Ying** (aged 50)

*General Manager*

Nan Hai Development Limited

*General Manager*

深圳半島城邦房地產開發有限公司 (The Peninsula Shenzhen Property Development Co., Ltd.)

Mr. Xue graduated from Huazhong University of Science and Technology and obtained a Master degree in architecture from Tsinghua University, and is a certified first-level architect and a certified town planner in the PRC. Prior to joining the Group, Mr. Xue worked in such senior positions as deputy general manager, senior architect and architectural design director in a number of corporations, and also worked in Guangzhou City Construction Commission.

Mr. Xue joined the Group in January 2006 as an architectural design director, responsible for overall architectural design of various property projects of the Group in the PRC. In February 2009, Mr. Xue was appointed as an executive deputy general manager of Nan Hai Development Limited, a wholly-owned subsidiary of the Company, and was promoted to general manager in July 2010 and appointed as a general manager of 深圳半島城邦房地產開發有限公司 (The Peninsula Shenzhen Property Development Co., Ltd.).

Mr. Xue is also a member of executive committee of the Company, and a director of a number of subsidiaries of the Company.

**Ms. Yu Xin** (aged 42)

*General Manager*

廣東大地影院建設有限公司 (Guangdong Dadi Cinema Construction Limited)

Ms. Yu has over 10 years' experience in financial management in addition to her in-depth experience and knowledge in media and culture services sector. Prior to joining the Group, Ms. Yu was a director of China region of Emile Woolf International Limited.

Ms. Yu joined the Company in January 2011 in the position of controller in fund management department. Ms. Yu was appointed as deputy general manager of 廣東大地影院建設有限公司 (Guangdong Dadi Cinema Construction Limited) ("Dadi Construction"), a subsidiary of the Company, in August 2011, and was then promoted to executive deputy general manager in December 2013, and further promoted to general manager in February 2015, responsible for daily operation management of Dadi Construction.

Ms. Yu is also a member of executive committee of the Company, and a director of a number of subsidiaries of the Company.

### 高級管理人員履歷詳情

**薛伯英先生** (50歲)

*總經理*

南海發展有限公司

*總經理*

深圳半島城邦房地產開發有限公司

薛先生畢業於華中科技大學，持有清華大學建築學碩士學位、國家一級註冊建築師與國家註冊城市規劃師資格。加入本集團前，薛先生曾在多家企業出任副總經理、高級建築師及建築設計總監等要職，並曾於廣州市建設委員會工作。

薛先生於2006年1月加入本集團，出任為設計總監，負責本集團在中國房地產項目的總體建築設計工作。於2009年2月出任為本公司全資附屬公司南海發展有限公司常務副總經理，於2010年7月晉升為總經理，並兼任深圳半島城邦房地產開發有限公司總經理。

薛先生亦為本公司執行委員會成員及若干本公司附屬公司之董事。

**于欣女士** (42歲)

*總經理*

廣東大地影院建設有限公司

于女士從事財務管理逾十年，並在文化與傳播服務領域具有豐富的經驗和專業積累。加入本集團前，于女士曾擔任 Emile Woolf International Limited 中國區總監。

于女士於2011年1月加入本公司，出任資金管理部總監，2011年8月獲委任本公司附屬公司廣東大地影院建設有限公司（「大地建設」）副總經理，於2013年12月晉升為常務副總經理，並於2015年2月晉升為總經理，負責大地建設的日常經營管理工作。

于女士亦為本公司執行委員會成員及若干本公司附屬公司之董事。

# Report of the Directors

## 董事會報告

### **Mr. Chen Ming Fei** (aged 42)

*General Manager*

中企動力科技股份有限公司 (CE Dongli Technology Company Limited)

*General Manager*

北京新網數碼信息技術有限公司 (Beijing Xinnet Cyber Information Company Limited)

Mr. Chen has more than 10 years' sales, and possesses with acute insight in IT business, and has extensive and professional experiences in product creation, business strategy planning and business management. Prior to joining Sino-i group, Mr. Chen worked in Vorwerk of Co. KG, a German company.

In 2000, Mr. Chen joined CE Dongli, and was appointed as a national commercial director, sales deputy general manager, executive deputy general manager and business general manager. In January 2012, Mr. Chen was promoted to a general manager, responsible for operation management of CE Dongli. Mr. Chen is also the general manager of Xinnet, responsible for operation management of Xinnet. Mr. Chen is also an executive director and a general manager of Sino-i, and a director and/or general manager of a number of subsidiaries of Sino-i. In January 2018, Mr. Chen was appointed as the chief executive officer of Sino-i.

Mr. Chen is also a member of executive committee of the Company.

### **Ms. Zhao Lei** (aged 39)

Ms. Zhao, with the bachelor degree in Economics from University of International Business and Economics, the master degree in Finance from University of York, and the accountant qualification of Association of Chartered Certified Accountants (ACCA).

Ms. Zhao had acted as the director of Accounting Department and Financial Department of the Company since December 2012, and was promoted as vice general manager in February 2015.

Ms. Zhao is also a member of executive committee of the Company, and a director of a number of subsidiaries of the Company.

### **陳鳴飛先生** (42歲)

*總經理*

中企動力科技股份有限公司

*總經理*

北京新網數碼信息技術有限公司

陳先生從事銷售工作逾十年，對於IT行業有著敏銳的市場洞察力，在產品創意、商務策略規劃與商務管理方面具有豐富的實戰經驗和專業積累。加入中國數碼集團前，陳先生曾在德國福維克公司工作。

陳先生於2000年加入中企動力，歷任全國商務總監、銷售副總經理、常務副總經理及業務總經理，於2012年1月晉升為總經理，負責中企動力的經營管理工作。陳先生亦擔任新網總經理，負責新網的經營管理工作。陳先生亦為中國數碼之執行董事兼總經理以及為若干中國數碼附屬公司之董事及／或總經理。於2018年1月，陳先生獲委任為中國數碼行政總裁。

陳先生亦為本公司執行委員會成員。

### **趙蕾女士** (39歲)

趙女士持有對外經濟貿易大學經濟學學士學位、英國約克大學金融學碩士學位及英國特許公認會計師公會 (ACCA) 會計師資格。

趙女士於2012年12月加入本公司，歷任本公司會計部總監、財務部總監，並於2015年2月晉升為副總經理。

趙女士亦為本公司執行委員會成員及若干本公司附屬公司之董事。



### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2018, the interests and short positions of the directors and chief executive of the Company in shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules were as follows:

#### The Company

Long and short positions in shares in issue

### 董事於股份及相關股份之權益及淡倉

於2018年12月31日，本公司董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中，擁有須記錄於根據證券及期貨條例第352條存置之登記冊中或已根據上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）或以其他方式知會本公司及聯交所之權益及淡倉如下：

#### 本公司

於已發行股份之好倉及淡倉

Name of Director	Capacity/ Nature of interest	Number of shares held	Approximate percentage holding	Notes
董事姓名	身份／權益性質	所持股份數目	持股概約 百分比	附註
Yu Pun Hoi ("Mr. Yu") 于品海（「于先生」）	Corporate interest 公司權益	40,673,177,261(L) 9,734,516,130(S)	59.25% 14.18%	1 2

Notes:

- These 40,673,177,261 shares were collectively held by Rosewood Assets Ltd., Pippen Limited, Staverley Assets Limited, First Best Assets Limited and Unicorn Assets Group Limited companies indirectly wholly owned by Mr. Yu through Dadi Holdings Limited, a company wholly owned by Mr. Yu.
- These 9,734,516,130 shares were charged by Pippen Limited, a company indirectly wholly owned by Mr. Yu through Dadi Holdings Limited, a company wholly owned by Mr. Yu.
- (L) denotes long position and (S) denotes short position.

附註：

- 該等40,673,177,261股股份分別由于先生透過其全資擁有的公司大地控股有限公司間接全資擁有的Rosewood Assets Ltd.、Pippen Limited、Staverley Assets Limited、First Best Assets Limited及Unicorn Assets Group Limited合共持有。
- 該等9,734,516,130股股份由于先生透過其全資擁有的公司大地控股有限公司間接全資擁有的Pippen Limited抵押。
- (L)指好倉，而(S)指淡倉。

# Report of the Directors

## 董事會報告

### Associated Corporations

As disclosed above, Mr. Yu is entitled to control the exercise of more than one-third of the voting power at general meetings of the Company. As such, Mr. Yu is taken to be interested in the shares of the associated corporations of the Company within the meaning of Part XV of the SFO. Sino-i is a company whose shares are listed on the Stock Exchange, and is an associated corporation of the Company within the meaning of Part XV of the SFO. As at 31 December 2018, the interests of the directors of the Company in shares and underlying shares of Sino-i were as follows:

### Sino-i

*Long position in shares in issue*

Name of Director	Capacity/Nature of interest	Number of shares held	Approximate percentage holding	Notes
董事姓名	身份／權益性質	所持股份數目	持股概約百分比	附註
Mr. Yu 于先生	Corporate interest 公司權益	12,838,585,316(L)	59.11%	1
Lung King Cheong 龍景昌	Personal interest 個人權益	150,000(L)	0.00069%	

Notes:

- These 12,838,585,316 shares were collectively held by Goalrise Investments Limited, View Power Investments Limited and Wise Advance Investments Limited, all of which are wholly-owned subsidiaries of the Company. Mr. Yu was taken to be interested in these shares by virtue of his controlling interests in shares of the Company.
- (L) denotes long position.

Save as disclosed above, as at 31 December 2018, none of the directors nor chief executive of the Company had any interests or short positions in shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 to the Listing Rules.

### 相聯法團

如上述所披露，于先生於本公司股東大會上可控制行使超過三分之一投票權。因此，于先生被視為於本公司相聯法團（定義見證券及期貨條例第XV部）之股份中佔有權益，中國數碼股份於聯交所上市，根據證券及期貨條例第XV部，被視為本公司之相聯法團。於2018年12月31日，本公司董事於中國數碼擁有之股份及相關股份之權益如下：

### 中國數碼

*於已發行股份之好倉*

Name of Director	Capacity/Nature of interest	Number of shares held	Approximate percentage holding	Notes
董事姓名	身份／權益性質	所持股份數目	持股概約百分比	附註
Mr. Yu 于先生	Corporate interest 公司權益	12,838,585,316(L)	59.11%	1
Lung King Cheong 龍景昌	Personal interest 個人權益	150,000(L)	0.00069%	

附註：

- 該等 12,838,585,316 股股份分別由本公司之全資附屬公司 Goalrise Investments Limited、View Power Investments Limited 及 Wise Advance Investments Limited 合共持有。于先生因於本公司股份持有控股權益而被視為於該等股份中擁有權益。
- (L) 指好倉。

除上文所披露者外，於2018年12月31日，本公司董事及主要行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有須記錄於根據證券及期貨條例第352條存置之登記冊中，或已根據上市規則附錄10所載之標準守則或以其他方式知會本公司及聯交所之權益或淡倉。

### SHARE OPTION SCHEME

On 28 May 2012, the Company adopted a share option scheme (the "Scheme"). Under the Scheme, share options may be granted to directors, employees of the Group and those who have contributed or will contribute to the Group at any time within ten years after its adoption at the discretion of the Board.

Since the adoption of the Scheme and during the year ended 31 December 2018, no share options have been granted under the Scheme by the Company. No share options were granted, exercised, cancelled or lapsed by the Company under the Scheme during the year ended 31 December 2018 and there were no outstanding share options under the Scheme as at 31 December 2018 and up to the date of this report.

A summary of the Scheme is as follows:

#### (1) Purpose

The purpose of the Scheme is to provide incentives or rewards to participants for their contribution or would-be contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any entity in which any member of the Group holds any equity interests (the "Invested Entity").

#### (2) Participants

The participants include:

- a. any employee (whether full time or part time employee, including any executive directors but not any non-executive director) of the Company, its subsidiaries and any Invested Entity;
- b. any non-executive director (including independent non-executive director) of the Company, any of its subsidiaries or any Invested Entity;
- c. any supplier of goods or services to any member of the Group or any Invested Entity;
- d. any customer of the Group or any Invested Entity;
- e. any person or entity that provides research, development or technological support or other services to the Group or any Invested Entity;
- f. any shareholder or any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; and
- g. any ex-employee who has contributed or may contribute to the development and growth of the Group and any Invested Entity.

### 購股權計劃

於2012年5月28日，本公司採納一項購股權計劃（「該計劃」）。根據該計劃，於採納後十年內，董事會可隨時酌情授出購股權予本集團之董事、僱員以及曾為或將為本集團作出貢獻之人士。

自採納該計劃以來及截至2018年12月31日止年度，本公司並無根據該計劃授出購股權。於截至2018年12月31日止年度，本公司概無根據該計劃已授出、獲行使、已註銷或已失效之購股權，而於2018年12月31日及截至本報告日期，於該計劃項下概無任何尚未行使購股權。

該計劃之概要如下：

#### (1) 目的

該計劃旨在提供鼓勵或獎賞參與者對本集團作出之貢獻或可能作出之貢獻及／或協助本集團聘請及留任能幹僱員及吸納對本集團與本集團任何成員公司持有其任何股本權益之公司（「所投資公司」）有價值之人才。

#### (2) 可參與之人士

可參與之人士包括：

- a. 本公司、其附屬公司及任何所投資公司之任何僱員（不論全職或兼職僱員，包括任何執行董事但不包括任何非執行董事）；
- b. 本公司、其任何附屬公司或任何所投資公司之任何非執行董事（包括獨立非執行董事）；
- c. 向本集團任何成員公司或任何所投資公司提供貨物或服務之任何供應商；
- d. 本集團或任何所投資公司之任何客戶；
- e. 向本集團或任何所投資公司提供研究、開發或技術支援或其他服務之任何人士或公司；
- f. 本集團或任何所投資公司之任何股東或任何成員公司，或本集團或任何所投資公司之任何成員公司所發行任何證券之任何持有人；及
- g. 對於本集團及任何所投資公司之發展及增長作出貢獻或可能作出貢獻之任何前僱員。



### (3) Maximum number of shares

The total number of shares which may be issued upon exercise of all share options to be granted under the Scheme must not in aggregate exceed 10% of the relevant class of shares of the Company in issue as at the date of approval of the Scheme and the limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other schemes must not exceed 30% of the relevant class of shares of the Company in issue from time to time. No share options may be granted under the Scheme and any other schemes of the Company if this will result in such limit exceeded. As at the date of this report, the number of shares available for issue in respect thereof is 6,864,553,579 shares representing approximately 10% of the total number of shares of the Company in issue.

### (4) Maximum entitlement of each participant

The total number of shares issued and to be issued upon exercise of the share options granted to each participant under the Scheme and any other schemes (including both exercised and outstanding options) in any 12-month period must not exceed 1 per cent. of the relevant class of shares of the Company in issue. Any further grant of share options above this limit shall be subject to certain requirements as stipulated in the rules of the Scheme and to the relevant rules under the Listing Rules.

### (5) The period within which the shares must be taken up under a share option

The period within which the shares must be taken up a share option shall be determined by the Board in its absolute discretion at the time of grant, but such period must not exceed 10 years from the date of grant of the relevant share option.

### (6) Minimum period for exercising a share option

The Board may at its discretion determine the minimum period for which a share option must be held before it can be exercised.

### (7) Acceptance and payment on acceptance

The share option shall be deemed to have been accepted when the duplicate letter duly signed by the grantee, together with a remittance of HK\$1.00 in favour of the Company by way of consideration for the grant thereof, is received by the Company. To the extent that the offer is not accepted within 28 days in the manner aforesaid, it will be deemed to have been irrevocable declined and lapsed automatically.

### (3) 股份最高數目

根據該計劃授出之購股權在悉數行使時可予發行之股份總數，不得超過該計劃獲採納之日時本公司已發行相關類別股份之10%及因悉數行使根據該計劃及其他計劃已授出但尚未行使之購股權而可予發行之股份數目限額，不得超過本公司不時已發行相關類別股份之30%。不得根據該計劃及本公司任何其他購股權計劃授出可能會導致超出此等限額之購股權。於本報告日期，購股權可予發行之股份數目最多為6,864,553,579股，相當於本公司已發行股份總數約10%。

### (4) 各參與者可獲授權益之上限

每名參與者在任何12個月內獲授根據該計劃及任何其他購股權計劃授出之購股權(包括已行使及尚未行使之購股權)予以行使時所發行及將發行之股份總數，不得超過本公司已發行相關類別股份之1%。任何進一步授出超過該限額之購股權將須受該計劃之規則及上市規則項下相關規則所訂明之若干規定所規限。

### (5) 購股權項下股份必須接納之期限

購股權涉及之股份必須接納之期限由董事會在授出購股權時全權決定，但該期限不得超過有關購股權授出之日起計十年。

### (6) 行使購股權之最短期限

董事會可酌情釐定購股權在可被行使前必須持有之最短期限。

### (7) 接納購股權及接納時所付款項

當本公司接獲由承授人簽署接納購股權之函件副本及向本公司繳付1.00港元之代價後，該購股權將被視為已獲承授人接納。倘要約並未以上述方式於28天內獲接納，該要約將被視為已不可撤回地拒絕及自動失效。

### (8) Basis of determining the subscription price

The subscription price for shares under the Scheme shall be a price determined by the directors of the Company, but it must not be at least the higher of (i) the closing price of the shares as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a business day; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheet for the five business days immediately preceding the date of grant; and (iii) the nominal value of the share.

### (9) Remaining life of the scheme

The Scheme will remain in force for a period of 10 years commencing on 29 May 2012 up to 28 May 2022.

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Except for the Scheme disclosed above, at no time during the year was the Company, or any of its subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company.

## DIRECTORS' SERVICE CONTRACTS

None of the Directors has entered into any service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than the statutory compensation.

## MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year.

## DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

Save as disclosed in the paragraph "Connected Transactions", "Continuing Connected Transactions" and "Related Party Transactions" below, no transaction, arrangement or contract of significance in relation to the Group's business to which the Company or its subsidiaries was a party, and in which any directors of the Company had a material interest, whether directly or indirectly, subsisted during or at the end of the year.

### (8) 釐定認購價之基準

該計劃項下之股份認購價由本公司董事釐定，惟不得低於下列三者中的最高者：(i) 股份於授予購股權授出當日（須為交易日）的收市價（以聯交所日報表所載者為準）；(ii) 股份於授予購股權授出日期前五個交易日的平均收市價（以聯交所日報表所載者為準）；及(iii) 股份面值。

### (9) 該計劃尚餘之有效期

該計劃之有效期為10年，由2012年5月29日起計，直至2022年5月28日止。

## 購買股份或債券之安排

除上述該計劃所披露外，年內，本公司或其附屬公司從未參與任何安排，致使本公司各董事藉收購本公司之股份或債券而獲益。

## 董事服務合約

概無董事與本公司簽訂本公司不可於一年內免賠償（法定賠償除外）而終止之服務合約。

## 管理合約

年內，概無訂立或存在任何有關本公司之全部或任何主要部分業務之管理及行政合約。

## 董事在交易、安排及合約中之重大權益

除下文「關連交易」、「持續關連交易」及「關聯方交易」各段所披露者外，本公司或其附屬公司於年終或年內任何時間並無簽訂任何有關本集團業務，而令本公司董事在其中直接或間接佔有重大利益之重要交易、安排或合約。

# Report of the Directors

## 董事會報告

### DIRECTORS' INDEMNITIES

Pursuant to the Company's Bye-Laws, save and except so far as the provisions of the Bye-Laws shall be avoided by any provisions of the statutes, the directors, managing directors, alternate directors, auditors, secretary and other officers for the time being of the Company and the trustees (if any) for the time being acting in relation to any of the affairs of the Company, and their respective executors or administrators, shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own wilful neglect or default, fraud and dishonesty respectively, and none of them shall be answerable for the acts, receipts, neglects or defaults of any other of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects of the Company shall be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of the Company shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, except as the same shall happen by or through their own wilful neglect or default, fraud and dishonesty respectively.

The Bermuda Companies Act permits a company to exempt and indemnify its directors and officers from liability in the following terms:

- A company may in its bye-laws or in any contract or arrangement between the company and any officer, or any person employed by the company as auditor, exempt such officer or person from, or indemnify him in respect of, any loss arising or liability attaching to him by virtue of any rule of law in respect of any negligence, default, breach of any duty or breach of trust of which the officer or person may be guilty in relation to the company or any subsidiary thereof.
- Any provision, whether contained in the bye-laws of a company or in any contract or arrangement between the company and any officer, or any person employed by the company as auditor, exempting such officer or person from, or indemnifying him against any liability which by virtue of any rule of law would otherwise attach to him in respect of any fraud or dishonesty of which he may be guilty in relation to the company shall be void.

This indemnification may also cover any liabilities which the officer incurs in defending any proceedings (criminal or civil) where relief is granted to him, where he is acquitted, or where judgement is given in his favour. A company may advance money to an officer for the costs of defending proceedings, on the condition that the advance shall be repaid if any allegation of fraud or dishonesty is proven.

The Company has arranged appropriate directors' and officers' liability insurance coverage for the directors and officers of the Group.

### 董事彌償

根據本公司細則，除非法規之條款免除本條公司細則之規定，否則本公司現屆董事、董事總經理、替任董事、核數師、秘書及其他高級職員和現時辦理本公司任何事務之信託人(如有)及彼等各方之遺產執行人與遺產管理人，如因應各自之職務或信託責任而在執行職責或據稱職責時作出、贊同或遺漏作出任何行為，以致彼等任何一方或其任何遺產執行人或遺產管理人蒙受或招致任何訴訟、費用、收費、損失、損害及開支，本公司將動用其資產作出彌償並確保彼等免責，惟彼等自身蓄意疏忽或失責、詐騙及不誠實招致或引起之訴訟、費用、收費、損失、損害及開支(如有)不在此限。彼等概毋須就下列事項承擔責任：彼等當中其他人作出之行為、出具之收據、疏忽或失責，或因依循規定而聯同出具收據，或負責持管或保管本公司任何款項或物品之銀行或其他人等，或本公司放貸或投資任何金錢之抵押不足或欠妥，或彼等執行各自職務或信託責任期間可能出現之任何其他損失、不幸事件或損害或相關事宜，惟本賠償規定概不引伸至上述任何人士所涉及及蓄意疏忽或失責、詐騙及不誠實之任何相關事項。

百慕達公司法批准公司於以下條款豁免及彌償其董事及高級職員之責任：

- 公司可於其細則或公司與任何高級職員，或任何受公司僱用為核數師之任何人士訂立之任何合約或安排中，豁免有關高級職員或人士，或彌償其有關因任何疏忽、失責、違反任何職責或違反誠信(當中該高級職員或人士可能涉及公司或其任何附屬公司之罪行)而導致之任何損失或其所附帶之責任。
- 任何條款(不論載於公司細則抑或公司與任何高級職員、或受公司僱用為核數師之任何人士訂立之任何合約或安排)，豁免有關高級職員或人士，或彌償其就任何詐騙及不誠實(當中可能涉及公司之罪行)因而任何法律法規附帶於彼之任何責任，將為無效。

在獲授救濟、無罪釋放或判決對其有利之情況下，本彌償亦涵蓋高級職員於抗辯任何司法程序(刑事或民事)時產生之任何責任。公司可就抗辯司法程序之費用向高級職員墊款，條件為倘證實任何欺詐或不誠實之指控，須償還有關墊款。

本公司已為本集團董事及高級職員安排適當董事及高級職員之責任保險。



### CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

Save as disclosed in this annual report, there was no contract of significance to which the Company or any of its subsidiaries was a party and in which any controlling shareholder had a material interest subsisted during the year ended 31 December 2018.

### CONTRACTS WITH CONTROLLING SHAREHOLDERS

Save as disclosed in this annual report, no contract of significance has been entered into among the Company or any of its subsidiaries and the controlling shareholders or any of their subsidiaries during the year ended 31 December 2018, and no contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder or any of its subsidiaries has been entered into during the year ended 31 December 2018.

### CHANGE IN THE BOARD OF DIRECTORS

There was no change in the Board since the date of the Company's 2018 interim report and up to the date of this report.

### CHANGES IN INFORMATION IN RESPECT OF DIRECTORS

Mr. Xiao Sui Ning, an independent non-executive director of the Company, resigned as an independent director of Zhongrun Resources Investment Corporation (listed on the Shenzhen Stock Exchange, stock code: 000506) in mid-2018.

Mr. Lam Bing Kwan, a non-executive director of the Company, retired as an independent non-executive director of eFORCE Holdings Limited (listed on the Stock Exchange, stock code: 943) in mid-2018.

### REMUNERATION POLICY

The Company remunerates its employees based on their qualifications, experience and performance. In addition to basic salary payments, other benefits include housing, contributions to mandatory provident fund, group medical insurance, group personal accident insurance and examination leave and etc. Employees are eligible to be granted share options under the Company's share option scheme at the discretion of the Board. In general, salary review is conducted annually.

### MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules.

Specific enquiries have been made to all the directors and the directors have confirmed that they have complied with the Model Code throughout the year ended 31 December 2018.

### 控股股東之合約權益

除本年報披露者外，於截至2018年12月31日止年度，本公司或其任何附屬公司概無訂立任何控股股東於當中擁有重大權益的任何重大合約。

### 與控股股東之合約

除本年報披露者外，於截至2018年12月31日止年度，本公司或其任何附屬公司並無與控股股東或彼等任何附屬公司訂立任何重大合約，而截至2018年12月31日止年度，控股股東或其任何附屬公司亦無就提供服務予本公司或其任何附屬公司訂立重大合約。

### 董事會變動

自本公司2018年中期報告日期以來直至本報告日期，概無董事會變動。

### 有關董事資料之變動

本公司獨立非執行董事肖遂寧先生於2018年年中退任中潤資源投資股份有限公司(深圳證券交易所上市公司，股票代號為000506)之獨立董事。

本公司非執行董事林秉軍先生於2018年年中退任意科控股有限公司(聯交所上市公司，股票代號為943)之獨立非執行董事。

### 薪酬政策

本公司員工的薪酬均以員工之學歷、經驗和工作表現為基礎。除基本薪金外，其他福利包括住房、強制性公積金供款、團體醫療保險及團體個人意外保險及考試休假等。員工可根據本公司購股權計劃並按董事會之酌情決定獲授購股權。一般而言，每年均會進行薪金檢討。

### 證券交易之標準守則

本公司已採納上市規則附錄10所載之標準守則。

本公司已向所有董事作出特定查詢，董事們確認，彼等於截至2018年12月31日止年度內一直遵守標準守則。

# Report of the Directors

## 董事會報告

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS

As at 31 December 2018, those persons (other than directors and chief executive of the Company) who had interests and short positions in shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

### 主要股東之權益及淡倉

於2018年12月31日，根據本公司按照證券及期貨條例第336條存置之登記冊所記錄，以下人士（本公司董事及最高行政人員除外）於本公司之股份或相關股份中擁有權益及淡倉：

Name of person holding an interest in shares which has been disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO 持有根據證券及期貨條例第XV部第2及3分部已向本公司披露股份權益之人士名稱／姓名	Nature of interest 權益性質	Number of shares held 所持股份數目	Approximate percentage of issued share capital of the Company 佔本公司已發行股本之概約百分比	
Dadi Holdings Limited 大地控股有限公司	Corporate interest 公司權益	40,673,177,261 (L)	59.25%	1
Rosewood Assets Ltd.	Beneficial interest 實益權益	9,734,516,130 (S)	14.18%	4
Pippen Limited	Beneficial interest 實益權益	8,041,150,210 (L)	11.71%	1
Staverley Assets Limited	Beneficial interest 實益權益	14,830,245,497 (L)	21.60%	1
First Best Assets Limited	Beneficial interest 實益權益	9,734,516,130 (S)	14.18%	1
Kung Ai Ming 龔愛明	Beneficial interest 實益權益	4,893,197,974 (L)	7.12%	1
Yu Ben Hei 于本熙	Beneficial interest 實益權益	9,544,736,998 (L)	13.90%	1
Macro Resources Ltd.	Corporate interest 公司權益	6,530,443,498 (L)	9.51%	2 & 5
Lim Siew Choon 林小春	Corporate interest 公司權益	6,461,043,498 (L)	9.41%	2 & 5
Empire Gate Industrial Limited	Beneficial interest 實益權益	4,361,043,498 (L)	6.35%	2 & 5
Central Huijin Investment Ltd.	Security interest 抵押權益	5,514,986,997 (L)	8.03%	3
China Construction Bank Corporation	Security interest 抵押權益	5,514,986,997 (L)	8.03%	3
	Corporate interest 公司權益	7,060,000,000 (L)	10.29%	6
	Corporate interest 公司權益	63,091,482 (L)	0.09%	6
	Security interest 抵押權益	7,060,000,000 (L)	10.29%	6
	Corporate interest 公司權益	63,091,482 (L)	0.09%	6

# Report of the Directors

## 董事會報告

### Notes:

1. Rosewood Assets Ltd., Pippen Limited, Staverley Assets Limited, First Best Assets Limited and Unicorn Assets Group Limited are companies indirectly wholly owned by Mr. Yu through Dadi Holdings Limited, a company wholly owned by Mr. Yu. Their interests in shares are disclosed as the corporate interests of Mr. Yu above.
2. Macro Resources Ltd. and K Resources Group Limited are held as to 50% each by Ms. Kung Ai Ming and Mr. Yu Ben Hei, the son of Mr. Yu. Their respective interest in 4,361,043,498 and 2,100,000,000 shares were included as interest held by Ms. Kung Ai Ming and Mr. Yu Ben Hei. Ms. Kung Ai Ming owns interest of 69,400,000 shares through Redmap Resources Limited, her wholly owned company.
3. Empire Gate Industrial Limited is wholly owned by Mr. Lim Siew Choon. Its interest in shares was included as interest held by Mr. Lim Siew Choon.
4. These 9,734,516,130 shares were charged by Pippen Limited, a company indirectly wholly owned by Mr. Yu through Dadi Holdings Limited, a company wholly owned by Mr. Yu.
5. Pursuant to Part XV of the SFO, if certain conditions are met, the shareholders of the Company are required to submit a disclosure of interest notice. In the event of changes in the shareholding of the shareholders in the Company, the shareholders will not be required to notify the Company and the Hong Kong Stock Exchange unless certain conditions are met. Therefore, the latest shareholding of the shareholders in the Company may be different from the shareholding submitted to the Hong Kong Stock Exchange.
6. These 7,123,091,482 shares were indirectly held by Central Huijin Investment Ltd. through China Construction Bank Corporation, CCB International Group Holdings Limited, CCB Financial Holdings Limited, CCB International (Holdings) Limited and CCB International Overseas Limited.
7. (L) denotes long position and (S) denotes short position.

Save as disclosed above, as at 31 December 2018, no person (other than directors and chief executive of the Company) had notified to the Company any interests or short positions in shares or underlying shares of the Company which was required to be recorded in the register kept by the Company under Section 336 of the SFO.

### 附註：

1. Rosewood Assets Ltd.、Pippen Limited、Staverley Assets Limited、First Best Assets Limited及Unicorn Assets Group Limited為于先生間接全資擁有之公司，透過彼全資擁有之大地控股有限公司持控，該等公司之股份權益於上文披露納入為于先生之公司權益。
2. 龔愛明女士及于先生之兒子于本熙先生各自持有Macro Resources Ltd.及K Resources Group Limited 50%權益。該等公司分別於4,361,043,498及2,100,000,000股股份之權益納入為龔愛明女士及于本熙先生所持有之權益。龔愛明女士透過其全資擁有之公司Redmap Resources Limited擁有69,400,000股股份之權益。
3. Empire Gate Industrial Limited為林小春先生之全資擁有公司。該公司擁有之股份權益納入為林小春先生所持有之權益。
4. 該等9,734,516,130股股份由于先生透過其全資擁有的公司大地控股有限公司間接全資擁有的Pippen Limited抵押。
5. 根據證券及期貨條例第XV部，倘若干條件達成，則本公司股東須呈交披露權益表格。倘股東於本公司的持股量變更，除非若干條件已達成，否則股東毋須知會本公司及香港聯交所，故股東於本公司之最新持股量可能與呈交予香港聯交所的持股量不同。
6. 該等7,123,091,482股股份由Central Huijin Investment Ltd.透過China Construction Bank Corporation, CCB International Group Holdings Limited, CCB Financial Holdings Limited, CCB International (Holdings) Limited及CCB International Overseas Limited間接持有。
7. (L)指好倉，而(S)指淡倉。

除上文所披露者外，於2018年12月31日，概無人士(本公司董事及最高行政人員除外)知會本公司，其於本公司之股份或相關股份中擁有須記錄於本公司按照證券及期貨條例第336條存置之登記冊之權益或淡倉。



# Report of the Directors

## 董事會報告

### RELATED PARTY TRANSACTIONS

Details of related party transactions of the Group are set out in note 50 to the financial statements.

Save for the transactions mentioned in the below section headed “Connected Transaction” and the section headed “Continuing Connected Transactions” which are subject to the disclosure and annual review requirements under Chapter 14A of the Listing Rules and are subject to all connected transaction requirements when any of the relevant the agreements is renewed or its terms are varied pursuant to Rule 14A.60 of the Listing Rules, certain transactions mentioned under the note also constituted connected transactions or continuing connecting transactions as defined in Chapter 14A of the Listing Rules but are exempt from the reporting, annual review, announcement, circular and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules. The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in relation to these connected transactions.

### CONNECTED TRANSACTION

On 26 February 2018, Nan Hai Zhichen Investment Consultancy (Beijing) Company Limited (an indirect wholly-owned subsidiary of the Company) as settlor and beneficiary and Bohai International Trust Company Limited as the trustee entered into the entrusted fund contract pursuant to which Nan Hai Zhichen Investment Consultancy (Beijing) Company Limited entrusted Bohai International Trust Company Limited with the entrusted fund for the purposes of granting the entrusted loan in the principal amount of RMB148,500,000 to Beijing Dadi Dreamworks Investment Partnership (Limited Partnership) (“Dadi Dreamworks”), with a term of five years. Bohai International Trust Company Limited as lending agent and Dadi Dreamworks as borrower, entered into the entrusted loan contract pursuant to which Bohai International Trust Company Limited granted the entrusted loan in the principal amount of RMB148,500,000 to Dadi Dreamworks, with a term of five years.

On 26 February 2018, Dadi Dreamworks is owned as to 50% and 50% by Ms. Liu Rong (an executive director of the Company and the chairlady of Guangdong Dadi Cinema Construction Limited) and Ms. Yu Xin (a director of certain subsidiaries of the Company and the general manager of Guangdong Dadi Cinema Construction Limited) respectively. Ms. Liu Rong is the general partner of Dadi Dreamworks and Ms. Yu Xin is the limited partner of Dadi Dreamworks. As such, Dadi Dreamworks is an associate of Ms. Liu Rong and Ms. Yu Xin, and thus a connected person of the Company under Chapter 14A of the Listing Rules, and the transactions under the entrusted fund contract and the entrusted loan contract therefore constitutes connected transactions of the Company. For details please refer to the announcement dated 26 February 2018 and the circular dated 28 March 2018 of the Company.

### 關聯方交易

本集團之關聯方交易詳情載於財務報表附註50。

除下文「關連交易」一節及「持續關連交易」一節所述交易須遵守上市規則第14A章項下的披露及年度審閱規定及於任何相關協議根據上市規則第14A.60條重續或其條款予以更改而須遵守所有關連交易規定外，附註項下所述若干交易亦構成關連交易或持續關連交易（定義見上市規則第14A章），惟豁免上市規則第14A章項下之申報、年度審閱、公告、通函及獨立股東批准規定。本公司已遵守上市規則第14A章有關該等關連交易之披露規定。

### 關連交易

於2018年2月26日，本公司之間接全資附屬公司南海智辰投資顧問（北京）有限公司（作為委託人及受益人）與渤海國際信托股份有限公司（作為受人）訂立委託資金合約，據此，南海智辰投資顧問（北京）有限公司向渤海國際信托股份有限公司委託一筆委託資金以向北京大地夢工廠投資合伙企业（有限合伙）（「大地夢工廠」）授出本金額為人民幣148,500,000元之委託貸款，為期五年。渤海國際信托股份有限公司（作為貸款代理）與大地夢工廠（作為借款人）已訂立委託貸款合約，據此，渤海國際信托股份有限公司向大地夢工廠（有限合伙）授出本金額為人民幣148,500,000元之委託貸款，為期五年。

於2018年2月26日，大地夢工廠由本公司執行董事兼廣東大地影院建設有限公司主席劉榮女士及本公司若干附屬公司之董事兼廣東大地影院建設有限公司總經理于欣女士分別擁有50%及50%權益。劉榮女士為大地夢工廠之普通合伙人，而于欣女士則為大地夢工廠之有限合伙人。因此，大地夢工廠為劉榮女士及于欣女士之聯繫人，故為上市規則第14A章項下本公司之關連人士。委託資金合約及委託貸款合約項下交易構成本公司之關連交易。詳情請參閱本公司日期為2018年2月26日之公告及2018年3月28日之通函。

## CONTINUING CONNECTED TRANSACTIONS

During the financial year under review, the Company and certain subsidiaries entered into certain continuing connected transactions. As per the Listing Rules, all such continuing connected transactions are required to be disclosed in the annual report of the Company:

1. On 1 January 2014, Digicine Oristar Technology Development (Beijing) Company Limited (“Oristar Technology”) entered into the Oristar Technology Cooperation Agreement with GD Cinema Circuit, pursuant to which Oristar Technology shall use its reasonable endeavours to sale the Projection Equipment (or any part of it) (including installation and training) to GD Cinema Circuit upon fulfillment of certain conditions for coping with its business development during a fixed term of six (6) years, from 1 January 2014 to 31 December 2019. Particulars of which have been disclosed in the announcement dated 19 August 2015 issued by the Company, all capitalized terms used hereinbelow shall have the same meanings used in such announcement unless otherwise the contexts hereinbelow specify.

Major terms: (1) Undertakings of Oristar Technology

Oristar Technology shall use its reasonable endeavours to provide the Projection Equipment (or any part of it) (including appropriate installation and training) for GD Cinema Circuit within a reasonable period of time for the purpose of coping with GD Cinema Circuit’s business development.

(2) Undertakings of GD Cinema

GD Cinema Circuit shall purchase the Projection Equipment (or any part of it) from Oristar Technology on the conditions that (a) the selling price of the Projection Equipment (or any part of it) quoted by Oristar Technology shall not be higher than the selling price of (i) such Projection Equipment (or any part of it) or (ii) any other compatible equipment, apparatus or system, quoted by other suppliers obtained by GD Cinema Circuit; and (b) the quality of the Projection Equipment (or any part of it) (including but not limited to functionality and operation) and after-sales service (including but not limited to maintenance and repair) quoted by Oristar Technology shall not be lower and less than those quoted by other suppliers obtained by GD Cinema Circuit.

## 持續關連交易

於回顧財政年內，本公司及其若干附屬公司訂立若干持續關連交易。根據上市規則，所有該等持續關連交易均須於本公司年報中披露：

1. 於2014年1月1日，數碼辰星科技發展(北京)有限公司(「數碼辰星」)與大地院線訂立數碼辰星合作協議，據此數碼辰星須合理地盡力根據大地院線的若干要求向其銷售放映設備(或其任何部分)(包括安裝及培訓)，從而確保配合其業務發展，固定期限為六(6)年，自2014年1月1日起至2019年12月31日止。有關詳情載於本公司所刊發日期為2015年8月19日之公告，除下文另有所指外，本報告所用詞彙與該等公告所界定者具有相同涵義。

主要條款：(1) 數碼辰星的承諾

數碼辰星須用其合理努力於合理期間內為大地院線提供放映設備(或其任何部分)(包括適當的安裝及培訓)，以便應對大地院線的業務發展。

(2) 大地院線的承諾

大地院線須自數碼辰星購買放映設備(或其任何部分)，條件是(a)數碼辰星所報放映設備(或其任何一部分)的售價不得高於大地院線所取得的任何其他供應商所報有關(i)該放映設備(或其任何部分)或(ii)任何兼容設備、裝置或系統的售價；及(b)數碼辰星所報放映設備(或其任何部分)(包括但不限於功能及運行情況)及售後服務(包括但不限於保養及維修)的質量不得低於及少於大地院線取得的其他供應商所報者。

# Report of the Directors

## 董事會報告

On 19 August 2015, Ms. Liu, a director of the Company, who is a connected person of the Company under Rule 14A.07 of the Listing Rules, (1) acquired 80% of Dadi Century Beijing (the remaining 20% has been owned by Mr. YCH, an associate of Mr. YPH, who is a connected person of the Company under Rule 14A.07 of the Listing Rules) which directly owns 85% equity interest of GD Cinema Circuit; and (2) gained an effective control of 15% equity interest of GD Cinema Circuit through 北京大地傳奇投資合作企業 (Beijing Dadi Legend Investment Partnership) ("Dadi Legend") which is an associate of Ms. Liu. Given the foregoing, Ms. Liu has gained control in GD Cinema Circuit, and each of Dadi Century Beijing and GD Cinema Circuit has become an associate of Ms. Liu pursuant to Rule 14A.12 of the Listing Rules. As a result, the continuing transactions contemplated under the Oristar Technology Cooperation Agreement have become continuing connected transactions effect from 19 August 2015.

The annual cap under Rule 14A.53 shall not be applied for the continuing connected transactions contemplated under the Oristar Technology Cooperation Agreement as such transactions have already been taken place since 1 January 2014 under the Oristar Technology Cooperation Agreement, i.e. before such transactions become connected transactions upon the gaining control in GD Cinema Circuit by Ms. Liu on 19 August 2015.

- On 30 November 2017, the Company entered into the Business Cooperation Framework Agreement with GD Cinema Circuit for a fixed term from 1 December 2017 to 30 November 2020, pursuant to which GD Cinema Circuit shall supply the Group with motion pictures and license the Group to project such motion pictures in its cinemas. Upon commencement of the Term, the Dadi Cinema Cooperation Agreement (i.e. the cooperation agreement entered into between Dadi Cinema and GD Cinema Circuit on 1 January 2015) and the Dadi Development Cooperation Agreement (i.e. the cooperation agreement entered into between Dadi Development and GD Cinema Circuit on 1 January 2015) shall be terminated and cease to take effect. As at the date of the Business Cooperation Framework Agreement, Ms. Liu Rong, owns 80% of Dadi Century Beijing, which directly owns 82.49% equity interest of GD Cinema Circuit. Ms. Liu Rong also has an effective control of 12.95% equity interest of GD Cinema Circuit through Dadi Legend, which is an associate of Ms. Liu Rong. In addition, Mr. Yu Cheung Hoi, an associate of Mr. Yu Pun Hoi (an executive director of the Company), owns 20% of Dadi Century Beijing. Given the foregoing, GD Cinema Circuit is a connected person of the Company. Particulars of which have been disclosed in the announcement dated 30 November 2017 issued by the Company, all capitalized terms used hereinbelow shall have the same meanings used in such announcement unless otherwise the contexts hereinbelow specify.

The fee payable for the motion pictures procured through the GD Cinema Circuit will either be paid as a Fixed Fee Motion Picture or a Box Sharing Motion Picture, both of which are explained below.

於2015年8月19日，本公司董事劉女士(按上市規則第14A.07條為本公司關連人士)(1)收購大地時代北京80%權益(餘下20%已由品海先生的聯繫人士于常海先生持有，根據上市規則第14A.07條，彼是本公司關連人士)，大地時代北京直接持有大地院線85%股權；及(2)透過北京大地傳奇投資合作企業(「大地傳奇」)(其為劉女士的聯繫人士)有效控制大地院線的15%股權。鑒於前述情況，劉女士獲得大地院線的控制權，而大地時代北京及大地院線各自根據上市規則第14A.12條已成為劉女士的聯繫人士。因此，數碼辰星合作協議項下擬進行的持續交易自2015年8月19日起成為持續關連交易。

第14A.53條項下的年度上限將不適用於數碼辰星合作協議項下擬進行的持續關連交易，原因為該等交易自2014年1月1日已根據數碼辰星合作協議進行，即劉女士於2015年8月19日取得大地院線控制權前該等交易已成為關連交易。

- 於2017年11月30日，本公司與大地院線訂立業務合作框架協議，年期為2017年12月1日至2020年11月30日，據此，大地院線將向本集團供應影片，並許可本集團在旗下影院放映有關影片。年期一經開始，大地影院合作協議(即大地影院與大地院線於2015年1月1日所訂立之合作協議)及大地影院發展合作協議(即大地影院發展與大地院線於2015年1月1日所訂立之合作協議)將告終止及失效。於業務合作框架協議日期，劉女士擁有大地時代北京80%權益，而大地時代北京則直接擁有大地院線82.49%股權。劉女士亦透過大地傳奇(即劉女士之聯繫人)實際控制大地院線之12.95%股權。此外，本公司執行董事于品海先生之聯繫人士于常海先生擁有大地時代北京20%權益。有鑑於此，大地院線為本公司之關連人士。有關詳情載於本公司所刊發日期為2017年11月30日之公告，除下文另有所指外，本報告所用詞彙與該等公告所界定者具有相同涵義。

透過大地院線採購影片所須支付之費用須按不分帳影片或分帳影片之形式支付，兩者之解釋如下。



### (a) Fixed Fee Motion Pictures

The Group shall pay monthly, a fixed licensing fee to the GD Cinema Circuit for licensing each Fixed Fee Motion Picture from the GD Cinema Circuit during the motion picture projection period and such fixed licensing fee shall be in accordance with the same terms offered by GD Cinema Circuit to its other cinema operators. GD Cinema Circuit shall not be entitled to sharing of the Net Box Office of the Fixed Fee Motion Pictures.

### (b) Box Sharing Motion Pictures

The Net Box Office of each Box Sharing Motion Picture shall be distributed in the following manner:

- (i) a sum equivalent to all fees payable to the distributor (from whom GD Cinema Circuit obtained its right to permit the Group to project such motion pictures in its cinemas) (the "Distributor Fees") shall be paid to the GD Cinema Circuit;
- (ii) the Group shall, during the Term, pay an amount of not more than 1% of the Net Box Office of the Box Sharing Motion Picture to the GD Cinema Circuit and the exact percentage of such payment shall be agreed upon between the Group and the GD Cinema Circuit prior to the screening of the motion picture; and
- (iii) the remaining portion of the Net Box Office shall belong to the Group.

### (a) 不分帳影片

本集團將就許可放映大地院線每部不分帳影片於影片放映期內向大地院線每月支付固定許可費用，而有關固定許可費用將根據與大地院線提供予其其他電影院運營商相同之條款而釐定。大地院線將無權分享不分帳影片之淨票房。

### (b) 分帳影片

每部分帳影片之淨票房將按以下方式分配：

- (i) 大地院線將獲支付金額相當於須支付予發行人(大地院線向其取得允許本集團在旗下影院放映有關影片之權利)之全部費用之款項(「發行人費用」)；
- (ii) 本集團將於年期內向大地院線支付不多於分帳影片淨票房1%之款項，而本集團與大地院線須於放映影片前協定有關款項具體百分比；及
- (iii) 淨票房餘下部分將歸本集團所有。

# Report of the Directors

## 董事會報告

Pursuant to the Business Cooperation Framework Agreement, the maximum amount of payment to be made by the Group to the GD Cinema Circuit in relation to the provision of motion pictures, less the Distributor Fees (the "Annual Caps") are set out below:

根據業務合作框架協議，本集團就獲提供影片將向大地院線支付之最高款項減發行人費用（「年度上限」）載列如下：

		<b>For the eleven months ended 30 November 2020</b> 截至2020年11月30日止11個月 (HK\$'000) (千港元)	<b>For the year ended 31 December 2019</b> 截至2019年12月31日止年度 (HK\$'000) (千港元)	<b>For the year ended 31 December 2018</b> 截至2018年12月31日止年度 (HK\$'000) (千港元)	<b>For the month ended 31 December 2017</b> 截至2017年12月31日止月份 (HK\$'000) (千港元)
Maximum amount payable by the Group to the GD Cinema Circuit in relation to provision of motion pictures, less the Distributor Fees	本集團就獲提供影片向大地院線應付之最高款項減發行人費用	92,000	80,000	50,000	4,000

All the independent non-executive directors of the Company have reviewed the above continuing connected transactions, and confirmed that all such continuing connected transactions were entered into:

- (1) in the ordinary and usual course of business of the Group;
- (2) on normal commercial terms or better; and
- (3) according to the agreements governing them on terms that are fair and reasonable and in the interests of the Company's shareholders as a whole.

本公司所有獨立非執行董事已審閱以上持續關連交易，並確認所有該等持續關連交易乃按以下方式訂立：

- (1) 本集團日常及一般營業過程中；
- (2) 正常或更佳商業條款；及
- (3) 根據規管有關交易的協議，按屬公平合理且符合本公司股東整體利益的條款訂立。

# Report of the Directors

## 董事會報告

In accordance with Rule 14A.56 of the Listing Rules, the Company has engaged its auditors to report on all continuing connected transactions as mentioned above, and the auditors have issued to the Board a letter confirming that nothing has come to their attention that causes them to believe that all such continuing connected transactions:

- (1) have not been approved by the Board;
- (2) were not entered into, in all material respects, in accordance with the relevant agreements governing the transactions; and
- (3) exceed the proposed annual caps as determined by the Company.

### PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Bye-Laws or the law in Bermuda.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

On 17 May 2018, Top Yield Ventures Limited (a wholly-owned subsidiary of the Company) issued the US\$120,000,000 guaranteed senior notes that bear interest at 9.75% per annum due 2019. The notes are listed on the Hong Kong Stock Exchange.

Save as disclosed above, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of its listed securities during the year ended 31 December 2018.

### PUBLIC FLOAT

Based on the publicly available information and to the best knowledge of the directors, the Company has maintained during the year and up to the date of this report sufficient public float as required under the Listing Rules.

### CORPORATE GOVERNANCE

Particulars of the Company's corporate governance practices are set out in the "Corporate Governance Report" on pages 59 to 80.

### AUDIT COMMITTEE

The Audit Committee comprises all the independent non-executive directors of the Company, namely Mr. Lau Yip Leung, Mr. Xiao Sui Ning and Mr. Ho Yeung Nang. The Audit Committee has reviewed with the auditor of the Company and management the accounting principles and practices adopted by the Group, the audited consolidated financial statements of the Group for the year ended 31 December 2018, and discussed the auditing, financial control, internal control and risk management systems.

根據上市規則第14A.56條，本公司已委聘其核數師匯報上述所有持續關連交易，而核數師已向董事會發出一封函件，確認彼等並不知悉任何導致彼等相信所有該等持續關連交易：

- (1) 並未獲董事會批准；
- (2) 並非於所有重大方面根據規管交易的相關協議訂立；及
- (3) 超逾由公司釐定的建議年度上限。

### 優先購買權

細則或百慕達法例並無有關優先購買權之規定。

### 購買、出售或贖回上市證券

於2018年5月17日，豐得創投有限公司(本公司之全資附屬公司)發行於2019年到期、按年利率9.75%計息的120,000,000美元擔保優先票據。有關票據已於香港聯交所上市。

除上文所披露者外，本公司或其任何附屬公司於截至2018年12月31日止年度內概無購買、出售或贖回其任何上市證券。

### 公眾持股量

按本公司從公眾可取閱資料所得及就董事所知，本公司於年內及截至本報告日期已維持依據上市規則規定的公眾持股量。

### 企業管治

本公司企業管治實務之詳情載於第59至80頁之「企業管治報告」。

### 審核委員會

審核委員會包括本公司全體獨立非執行董事，劉業良先生、肖遂寧先生及何養能先生。審核委員會已與本公司核數師及管理層審閱本集團所採納之會計準則及實務、本集團截至2018年12月31日止年度之經審核綜合財務報表，並檢討核數、財務監控、內部監控及風險管理制度事宜。



# Report of the Directors

## 董事會報告

### AUDITOR

The financial statements for the year ended 31 December 2018 were audited by BDO Limited ("BDO"). A resolution will be proposed at the forthcoming AGM of the Company to re-appoint BDO as auditor of the Company.

### STRUCTURED AGREEMENTS

Reference is made to the joint announcements of the Company and its listed subsidiary, Sino-i, dated 15 November 2013, 6 December 2013 and 31 July 2015 (collectively, the "Announcements") in relation to a discloseable transaction under which Xinnet Technology Information Company Limited ("XWHT"), an indirect wholly-owned subsidiary of Sino-i, by means of the Structured Agreements, shall be entitled to control over Xinnet's management, businesses and operations in substance in addition to recognise and receive all economic benefits of the business of Xinnet. All capitalized terms used hereinbelow shall have the same meanings as those defined in the Announcements unless otherwise stated in this annual report.

The Board hereby provides updated information in relation to the business operations of Xinnet through the Structured Agreements and the implications thereof as follows:

#### (a) Particulars and business activities of Xinnet:

Xinnet is a limited liability company established in the PRC and a wholly-owned subsidiary of ZQHT. Mr. Jiang is a PRC citizen, and an ultimate beneficial owner of 100% equity interest of ZQHT. Xinnet's main businesses are provision of virtual server hosting and maintenance services, provision of email services and registration of domain names in the PRC, which are all regarded as a kind of internet content services. Xinnet has obtained a valid licence for providing internet content services, issued by 北京市通信管理局 (Beijing Communications Administration).

#### (b) Summary of main terms of the Structured Agreement:

- (1) *Loan Agreement (dated 15 November 2013):*
  - (i) Parties: XWHT as lender; and Mr. Jiang as borrower
  - (ii) Loan amount: RMB1,500,000
  - (iii) The loan is interest free, and has no maturity date for repayment. Mr. Jiang shall have no right to effect any early repayment unless having the written consent from XWHT.

### 核數師

截至2018年12月31日止年度之財務報表均由香港立信德豪會計師事務所有限公司(「立信德豪」)審核。將於應屆股東周年大會上提呈一項續聘立信德豪為本公司核數師之決議案。

### 架構協議

茲提述本公司及其附屬公司中國數碼日期分別為2013年11月15日、2013年12月6日及2015年7月31日之聯合公告(統稱「該等公告」),內容有關須予披露交易,據此,新網華通信息技術有限公司(「新網華通」)(中國數碼之間接全資附屬公司)有權透過架構協議實質上掌控新網之管理、業務及營運,並同時確認及接收新網經營業務所得一切經濟利益。除本年報另有指明者外,本報告所用詞彙與該等公告所界定者具相同涵義。

董事會謹此提供有關透過架構協議經營新網業務之最新消息及有關影響如下:

#### (a) 新網之詳情及主要業務:

新網為於中國成立之有限公司,為中企華通之全資附屬公司。蔣先生為中國公民,為中企華通100%股權之最終實益擁有人。新網之主要業務為於中國提供虛擬伺服器寄存及維護服務、提供電子郵件服務及域名註冊服務。所有該等業務歸類為互聯網信息服務。新網已取得北京市通信管理局發出提供互聯網信息服務之有效牌照。

#### (b) 架構協議之主要條款摘要:

- (1) *借款協議(日期為2013年11月15日):*
  - (i) 訂約方:新網華通作為貸方;及蔣先生作為借方
  - (ii) 貸款額:人民幣1,500,000元
  - (iii) 貸款為免息及並無到期還款日。除非獲新網華通書面同意,否則蔣先生將無權提早還款。

# Report of the Directors

## 董事會報告

(2) *Equity Pledge Agreement (dated 15 November 2013):*

- (i) Parties: XWHT as pledgee; ZQHT as pledgor; and Xinnet
- (ii) Assets pledged: 80% equity interest of Xinnet, free from encumbrance, as first fixed charge to XWHT as security.
- (iii) ZQHT shall not dispose of the pledged 80% equity interest to any other party without obtaining the written approval of XWHT.

(3) *Management and Technology Services Agreement (dated 15 November 2013):*

- (i) Parties: XWHT; and Xinnet
- (ii) XWHT shall provide certain exclusive management and technology services to Xinnet.
- (iii) The Management and Technology Services Agreement is solely terminable by XWHT but not Xinnet. In return for the provision of the exclusive services, XWHT shall be entitled to receive a service fee which is equivalent to the net profit of Xinnet as per its yearly audited financial statements.

(4) *Option Agreement (dated 15 November 2013):*

- (i) Parties: XWHT as grantee; ZQHT as grantor; and Xinnet
- (ii) ZQHT shall grant an exclusive option to XWHT at an option price of RMB1.00 to acquire up to 100% equity interest in the registered capital of Xinnet (no limit on the number of times the option may be exercised by XWHT). The total subscription price for 100% equity interest of Xinnet shall be equivalent to the total loan amount (being RMB1,500,000) under the Loan Agreement, and the subscription price for each option exercised shall be paid by direct set off on a dollar-for-dollar basis against the outstanding loan amount under the Loan Agreement.

(2) *股權質押協議 (日期為2013年11月15日):*

- (i) 訂約方：新網華通作為質權人；中企華通作為出質人；及新網
- (ii) 抵押資產：以第一固定押記形式向新網華通質押新網並無產權負擔之80%股權。
- (iii) 除非獲新網華通書面同意，否則新網華通將不得向任何其他人士出售已抵押之80%股權。

(3) *管理及技術服務提供協議 (日期為2013年11月15日):*

- (i) 訂約方：新網華通；及新網
- (ii) 新網華通向新網提供多項獨家諮詢及技術服務。
- (iii) 管理及技術服務提供協議僅可由新網華通(而非新網)單方面終止。新網華通有權收取服務費作為提供獨家服務之回報，金額相等於新網經審核年度財務報表所示之純利。

(4) *購買權協議 (日期為2013年11月15日):*

- (i) 訂約方：新網華通作為承授方；中企華通作為授予方；及新網
- (ii) 中企華通將按購買權代價人民幣1.00元向新網華通授出獨家購買權，以認購新網註冊資本中100%股權(新網華通可行使購買權之次數不受限制)。新網100%股權之總認購價相當於借款協議項下之貸款總額(即人民幣1,500,000元)，而行使每份購買權所涉及認購價須按定額基準透過直接抵銷借款協議項下未償還貸款金額之形式支付。

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## 董事會報告

(5) Power of Attorney (dated 15 November 2013):

- (i) Parties: ZQHT; and XWHT
- (ii) It is an irrevocable power of attorney under which XWHT shall be the sole attorney of ZQHT. XWHT shall have full power, without having to obtain ZQHT's any further consent or approval, to exercise such rights in Xinnet as (a) all shareholder's rights and voting rights in accordance with the corporate memorandum of Xinnet; and (b) rights of nomination and appointment of legal representative, chairman of the board, directors, general manager and other senior management personnel of Xinnet.

The Loan Agreement, the Equity Pledge Agreement, the Management and Technology Services Agreement, the Option Agreement and the Power of Attorney shall be executed simultaneously with each other.

(5) 授權委託書(日期為2013年11月15日):

- (i) 訂約方: 中企華通; 及新網華通
- (ii) 此乃不可撤回授權書, 據此, 新網華通將為中企華通之唯一代理, 而新網華通可於毋須取得中企華通任何同意或批准之情況下, 全權行使於新網之權利, (a) 根據新網之公司章程例行使一切股東權利及投票權; 及(b) 提名及委任新網之法定代表人、董事長、董事、總經理及其他高級管理人員。

借款協議、股權質押協議、管理及技術服務提供協議、購買權協議與授權委託書將同時簽立。

### (c) The significance of business activities of Xinnet to the Group:

By means of the Structured Agreements, the Group may engage in the business of virtual server hosting and maintenance in the PRC and such business may widen the spectrum of services of the Group. The widened services are expected to lead the Group to having not only a stronger foothold against its competitors in the PRC but also an achievement of efficiency and cost-effectiveness in provision of virtual server hosting and maintenance services to the customers of the Group.

### (d) The financial impact of the Structured Agreements on the Group:

XWHT is a parent company of Xinnet as XWHT has the right to control Xinnet by virtual of the Structured Agreements. As a result, the financial position and operating results of Xinnet and its subsidiary shall be consolidated in the XWHT's financial statements from the date on which XWHT has gained control in Xinnet in accordance with the HKFRS.

During the year, Xinnet's revenue was approximately HK\$136,542,000 (2017: approximately of 117,937,000); loss before income tax was approximately HK\$26,744,000 (2017: approximately HK\$44,516,000); and total assets were approximately HK\$145,515,000 (2017: approximately HK\$144,339,000) have been consolidated into the Group's financial statement.

The loss for the year was mainly because the revenue arising from cloud business did not meet expectations.

### (c) 新網業務對本集團之重要性:

通過架構協議, 本集團可於中國從事虛擬伺服器寄存及維護業務, 該業務可能會拓闊本集團之服務範圍。據預料該額外業務帶領本集團不僅於中國打造較其他競爭對手更為穩固的基礎, 而且可以為本集團客戶提供虛擬伺服器寄存及維護服務達到具高效率及成本效益方式之成績。

### (d) 架構協議對本集團之財務影響:

由於新網華通有權透過架構協議控制新網, 故新網華通為新網之母公司。因此, 根據香港財務報告準則, 新網及其附屬公司之財務狀況及經營業績自新網華通取得新網之控制權當日起於新網華通之財務報表綜合入賬。

年內, 新網收益約為136,542,000港元(2017年: 約117,937,000港元); 所得稅前虧損約為26,744,000港元(2017年: 約44,516,000港元); 及總資產約為145,515,000港元(2017年: 約144,339,000港元)已於本集團財務報表綜合入賬。

年內虧損的主要因為雲業務的收入未達到預期。

**(e) The extent to which the Structured Agreements relate to requirement of applicable laws, rules and regulations other than the foreign ownership restriction:**

In view of the PRC legal opinion, (i) the Structured Agreements have complied with the laws, rules and regulations in the PRC, and complied with the respective articles of association of XWHT, ZQHT and Xinnet; (ii) there is no law, rule or regulation specifically disallows foreign investors from using any structured agreement to gain control of or operate the business of Xinnet; and (iii) the Structured Agreements would not be deemed as concealing illegal intentions with a lawful form and void under the PRC contract law.

**(f) Reasons for using the Structured Agreements and the risks associated therewith including actions taken to mitigate such risks:**

Xinnet's main businesses are classified as value-added telecommunication services which is a kind of business restricted to foreign investors in the PRC. By virtue of 外商投資電信企業管理規定 (Provisions on the Administration of Foreign Investment Telecommunication Enterprises), foreign investors are not allowed to hold more than 50% in the equity interest of a PRC enterprise providing value-added telecommunication services.

The main businesses of Xinnet are considered as value-added businesses which widen the spectrum of services of the Group for its customers and in turn enhance the Group's competitiveness in the PRC market. As the Group faces the aforesaid restriction in equity interest of a PRC company, the Structured Agreements shall be regarded as a strategic arrangement by which the Group may fully and effectively control Xinnet, which in turn enables the Group to achieve the aforesaid purposes. In addition, the Structured Agreements offer flexibility to the Group in control of Xinnet — (a) control of its management, businesses and operations; and (b) owning of its 100% equity interest by exercising the call option under the Option Agreement when the restriction in having more than 50% equity interest of a PRC enterprise by foreign investors is removed or repealed.

**(e) 架構協議與適用法律、規則及規例(而非外國所有權限制)規定相關之程度：**

中國法律意見認為，(i) 架構協議已符合中國法例、規則及規例，並符合新網華通、中企華通及新網各自之章程細則；(ii) 並無法例、規則或規例具體列明不允許外國投資者運用任何架構協議控制或經營新網；及(iii) 根據中國合同法，架構協議將不會視作以合法形式掩蓋非法目的，亦不會視作無效。

**(f) 使用架構協議之理由及與之相關風險(包括降低有關風險之措施)：**

新網之主要業務被歸類為增值電信服務，於中國為其中一類限制外商投資者之業務。根據外商投資電信企業管理規定，外商投資者不得擁有提供增值電信服務之中國企業超過50%權益。

新網之主要業務被視為增值業務，有助拓闊中國數碼集團向客戶提供之服務範圍，從而提高本集團於中國市場中之競爭力。由於本集團面臨著前述中國公司的股權限制，架構協議應被視為一項戰略安排，讓本集團可以充分地及有效地控制新網使本集團能夠實現前述目的。與此同時，架構協議為本集團控制新網方面提供靈活性 — (a) 控制其管理、業務及營運；及(b) 當有關外商投資者於中國企業擁有超過50%權益之限制被刪除或廢除時可透過行使購買權協議項下購買權而持有其100%權益。



# Report of the Directors

## 董事會報告

In addition to the foreign ownership restriction under the prevailing applicable laws and regulations, the Structured Agreements do not violate any PRC laws, rules and regulations, and the execution of the Structured Agreements by the parties thereto does not violate any article in the articles of association of the contracting parties; and such prevailing provision and notice issued by the PRC authorities as (i) 《外商投資電信企業管理規定》(Provisions on the Administration of Foreign Investment Telecommunication Enterprises) (amended in 2008) and 《外商投資產業指導目錄》(Catalogue for Guidance of Foreign Investment Industries) (amended in 2015) issued by the State Council of the PRC, under which foreign investor shall not have more than 50% in a corporation providing value-added telecommunication services; and (ii) 《關於加強外商投資經營增值電信業務管理的通知》(Notice of Strengthened Administration of Foreign Investment in and Operation of Value-Added Telecommunication Business) issued by the Ministry of Industry and Information Technology of the PRC in July 2006 under which a local PRC company holding an internet content provider licence shall not lease, transfer or sell the licence to foreign investors in any form, or provide any assistance to foreign investors to provide internet content services in the PRC, but such provision and notice are not governing or restricting the control of a PRC company through structured agreements.

Given the foregoing, the Structured Agreements shall be regarded as valid documents binding all parties thereto as at the date of this report. However, if any new applicable law or regulation were enacted in the future in the PRC, the validity and enforceability of the Structured Agreements might have been affected, and as a result, the structured agreements of controlling Xinnet would have been disruptive which in turn would have affected the business of the Group.

The Ministry of Commerce of the PRC has issued certain consultation paper (草案徵求意見稿) in respect of a bill namely 《中華人民共和國外國投資法》(Foreign Investment Law of the PRC) (the "Bill") in January 2015, which is to be enacted into an act or statute. As per sections 15 and 18 thereof, foreign investment means foreign investors directly or indirectly conduct certain investment activities, e.g. through structured agreements or trust arrangement to control a PRC company or holding equity interest of a PRC company. Any foreign investment in any business under the catalogue of restricted investment shall apply for an access permit from foreign investment authority under the State Council of the PRC as per section 27 thereof. There is no indication in the Bill that contracts under the contractual arrangement would be void.

此外，根據現行適用法律及法規項下的外商擁有權限制，架構協議並無違反任何中國法律、規則及法規，且訂約各方執行架構協議並無違反訂約各方之任何公司章程；及中國當局頒佈該現行之規定及通知（即(i) 中國國務院所頒佈《外商投資電信企業管理規定》(2008年修訂)及《外商投資產業指導目錄》(2015年修訂)，當中訂明外商投資者不得擁有提供增值電信服務之企業超過50%權益；及(ii) 中國工業和信息化部於2006年7月所頒佈《關於加強外商投資經營增值電信業務管理的通知》，當中訂明持有互聯網信息服務供應商牌照之當地的中國公司不得以任何形式向外商投資者租賃、轉讓或出售牌照，或向外商投資者於中國提供互聯網信息服務提供任何援助），惟有關規定及通知並無監管或限制透過架構協議控制中國公司。

鑑於上述情況，架構協議於本報告日期被視為有效文件，對訂約各方具有約束力。然而，倘中國將來實施任何新適用法律或法規，架構協議之有效性及強行執行性可能會受到影響，因此對控制新網之架構協議會造成破壞從而會影響本集團業務。

中國商務部於2015年1月頒佈若干《草案徵求意見稿》，有關一份名為《中華人民共和國外國投資法》的議案（「草案」），有待制定為法令或法規。根據草案第15條及第18條，外商投資指外商投資者直接或間接從事若干投資活動，例如透過架構協議或信託安排來控制中國公司或持有中國公司權益。根據草案第27條，《限制實施目錄》項下任何外商投資業務須向中國國務院外資投資主管部門申請准入許可。草案並無表明合約安排項下合約將失效。

Application for an access permit cited in the Bill could be viewed as a kind of administrative procedure rather than a prohibitive threshold, therefore, failure in obtaining the permit by fulfilling certain administrative procedures would not be very high. As Mr. Jiang is not a connected person of the Group, the risk of direct conflict of interest with the Group will be very low. It is unlikely for Mr. Jiang setting up another entity conducting business having a direct competition with Xinnet's, otherwise, Mr. Jiang would not execute and procure the execution of the Structured Agreements by which Mr. Jiang has given up the businesses of Xinnet. As at the date of this report, the Group is not aware that Mr. Jiang has carried out or is involved in any business having a direct competition with the businesses of the Group. If Mr. Jiang or ZQHT breaches any obligations or undertakings under any Structured Agreements, the operations of Xinnet would not be affected as the position of the Group in controlling Xinnet has been fully secured by (a) full control of the board of directors of Xinnet; and (b) obtaining a charge of 100% equity interest in Xinnet (as per the provision of the Loan Agreement, the pledgor has further charged the remaining 20% equity interest in Xinnet as first fixed charge in favour of the pledgee in October 2014).

Since the Bill has yet been enacted into an act or statute, the sections or provisions thereof might be further modified and amended after the consultation period, it is uncertain whether there will be any additional conditions imposed on foreign investors.

《中華人民共和國外商投資法》(Foreign Investment Law of the PRC) was promulgated on 15 March 2019 and will be implemented on 1 January 2020. The Foreign Investment Law does not clearly stipulate the legality or effectiveness of foreign-invested enterprises in adopting structured agreements to control domestic companies in the PRC, nor does it require explicit requirements on the specific form of the structured agreements or the specific content of the structured agreements legal documentation. Thus, after the Foreign Investment Law come into force, its provisions shall not affect the effectiveness of the structured agreements legal documentation. However, there are still uncertainties in the interpretation and application of the PRC laws and regulations on the effectiveness of the structured agreements, and the interpretation of the relevant authorities may be different from the above. Therefore, we cannot assure that the above structured agreement will not be adversely affected.

The Structured Agreements might be subject to scrutiny of the tax authorities in the PRC, and additional tax might be imposed, but the Group does not expect that such tax risk is high and will lead to any substantial financial impact on the Group.

### (g) Material change in the Structured Agreements:

No Structured Agreement has been supplemented or modified since the date of execution of all such Structured Agreements.

草案所訂明准入許可申請可被視為一項行政程序而非禁止性門檻。因此，履行若干行政程序後取得准入許可之失敗機會不高。蔣先生並非本集團之關連人士，故與本集團出現直接利益衝突之風險非常低。蔣先生不大可能建立另一實體從事與新網直接競爭之業務，否則蔣先生不會簽訂及促使執行架構協議（蔣先生據此放棄新網之業務）。於本報告日期，本集團並無發現蔣先生進行或參與任何與本集團業務構成直接競爭之業務。由於本集團控制新網之地位已完全受以下各項所保障：(a) 完全控制新網之董事會；及(b) 持有新網之100%股權作為抵押品（根據借款協議之條文，出質人於2014年10月以第一固定押記形式向質權人進一步抵押新網餘下20%股權），即使蔣先生或中企華通違反架構協議項下任何責任或承諾，新網之業務亦不會受到影響。

由於草案尚未制定為法令或法規，當中所載章節或條文可能於諮詢期後進一步修改及修訂，故無法確定會否對外商投資者施加任何額外條件。

《中華人民共和國外商投資法》於2019年3月15日頒佈並將於2020年1月1日實施，該《外商投資法》未就外商投資企業採用協議控制架構控制中國境內公司的合法性或有效性進行明確規定，也未就協議控制架構的具體形式或協議控制法律文件具體內容提出明確要求，因此《外商投資法》生效後，其條款不會對協議控制法律文件的既有效力產生影響。但是因中國法律法規對於協議控制結構效力的解釋和適用仍然存在不確定性，其有關機關的詮釋可能與以上的理解不同，因此，我們無法保證以上的架構協議將不會受到不利影響。

架構協議或會受到中國稅務機關監察，可能會徵收額外稅項，惟本集團預期有關稅項風險不高，亦不會對本集團帶來任何重大財務影響。

### (g) 架構協議之重大變化：

自簽訂架構協議日期以來，架構協議未作補充或修訂。

# Report of the Directors

## 董事會報告

### (h) Unwinding of the Structured Agreements:

No Structured Agreement has been unwound since the date of execution all such Structured Agreements. None of the Structured Agreement is to be unwound until and unless the restriction on ownership by foreign investors is removed or not in force. In the event of such restriction in foreign investment is removed or not in force, XHWT will exercise its option under the Option Agreement to acquire the entire equity interest in Xinnet. Upon completion of formal acquisition of the entire equity interest in Xinnet, the Structured Agreements will then be unwound.

On behalf of the Board

**Yu Pun Hoi**

*Chairman*

Hong Kong, 28 March 2019

### (h) 解除架構協議：

於簽訂架構協議日期以來，架構協議未被解除。除非及直至外商投資者擁有權限制被移除或失效，否則不會解除架構協議。倘外商投資有關限制遭解除或失效，新網華通將行使其根據購買權協議所獲授購買權以收購新網全部權益。於新網全部股權之正式收購完成後，屆時架構協議將解除。

代表董事會

**于品海**

*主席*

香港，2019年3月28日

# Corporate Governance Report

## 企業管治報告

The Board is pleased to present the Corporate Governance Report of the Company for the year ended 31 December 2018.

The Company is committed to maintain high corporate governance standard and unambiguous procedures to ensure the integrity, transparency and quality of disclosure in order to enhance its shareholders' value.

### COMPLIANCE WITH CORPORATE GOVERNANCE CODE

In the opinion of the Board, the Company has complied with the Corporate Governance Code (the "CG Code") and Corporate Governance Report as set out in Appendix 14 to the Listing Rules throughout the year ended 31 December 2018 and as of the date of this report, except for the deviations mentioned below:

CG Code Provision A.2.1 stipulates that the roles of chairman and chief executive officer (the "CEO") should be separated and should not be performed by the same individual.

Since 12 February 2018, the Company has rectified the previous deviation concerning CG Code Provision A.2.1 by the appointment of Ms. Liu Rong as the CEO with effect from 12 February 2018. Prior to 12 February 2018, the role of CEO was also performed by Mr. Yu Pun Hoi, the chairman of the Company. The Board believed that vesting the roles of both chairman and CEO in the same person provided the Company with strong and consistent leadership, and allowed for effective and efficient planning and implementation of business decisions and strategies. By appointing Ms. Liu Rong as the CEO with effect from 12 February 2018, the Company complied with the requirements under CG Code Provision A.2.1 since 12 February 2018.

### MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code.

Specific enquiries have been made to all the directors and the directors have confirmed that they have complied with the Model Code throughout the year ended 31 December 2018.

The Company has also established written guidelines on no less exacting than the Model Code (the "Employees Written Guidelines") for securities transactions by employees who are likely to be in possession of unpublished inside information of the Company.

No incident of non-compliance of the Employees Written Guidelines by the relevant employees was noted by the Company.

董事會欣然提呈本公司於截至2018年12月31日止年度的企業管治報告。

本公司致力於維持高水平的企業管治標準及清晰程序，以確保資料披露之完整性、透明度及質素，藉以提升股東效益。

### 遵守企業管治守則

董事會認為，截至2018年12月31日止整個年度內及截至本報告日期，本公司已遵守上市規則附錄14所載之企業管治守則（「企業管治守則」）及企業管治報告，惟下列所述偏差除外：

企業管治守則條文A.2.1訂明主席及行政總裁（「行政總裁」）的角色應有區分及不應由同一人擔任。

自2018年2月12日起，本公司透過委任劉榮女士為行政總裁，已糾正有關企業管治守則條文A.2.1之上述偏差，自2018年2月12日起生效。行政總裁之職責於2018年2月12日前亦由本公司主席於品海先生履行。董事會相信，將主席及行政總裁之角色歸於同一人，可使本公司獲得鞏固及貫徹之領導，於業務決策及策略方面可有效及高效率地計劃及執行。透過自2018年2月12日起委任劉榮女士為行政總裁，本公司自2018年2月12日起已符合企業管治守則條文A.2.1條之規定。

### 證券交易標準守則

本公司已採納標準守則。

本公司已向所有董事作出特別查詢，董事們確認，彼等於截至2018年12月31日止年度整個期間內已遵守標準守則。

本公司亦就可能擁有本公司未刊登之內幕消息之有關僱員制定有關僱員進行證券交易之書面指引（「僱員書面指引」），該指引不低於標準守則所訂之標準。

本公司概不知悉有關僱員不遵守僱員書面指引之情況。



# Corporate Governance Report

## 企業管治報告

### BOARD OF DIRECTORS

As at the date of this report, the current Board is made up of seven directors including two executive directors, two non-executive directors and three independent non-executive directors (the "INEDs"). The directors are, collectively and individually, aware of their responsibilities to the shareholders. The directors' biographical information is set out on pages 32 to 36 under the heading "Biographical Details of Directors and Senior Management". During the year ended 31 December 2018 and up to the date of this report, the Board consisted of the following:

#### Executive Directors

Mr. Yu Pun Hoi (*Chairman*)

Ms. Liu Rong (*Chief Executive Officer*)

#### Non-executive Directors

Mr. Lam Bing Kwan

Mr. Lung King Cheong (*re-designated with effect from 1 April 2018*)

#### Independent Non-executive Directors

Mr. Lau Yip Leung

Mr. Xiao Sui Ning

Mr. Ho Yeung Nang

The overall management of the Company's businesses is vested in the Board, which assumes the responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and monitoring its affairs. All directors should take decisions objectively in the best interests of the Company.

The day-to-day management, administration and operation of the Company are delegated to the senior management. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the abovementioned senior management of the Company.

The Board has the full support of its board committees and the senior management of the Company to discharge its responsibilities.

To the best knowledge of the Company, the Board members do not have any financial, business and family or other material/relevant relationship with each other. During the year, the Board held 13 meetings.

### 董事會

截至本報告日期，現行董事會由七名董事組成，包括兩名執行董事、兩名非執行董事及三名獨立非執行董事（「獨立非執行董事」）。董事們共同及個別知悉彼等對股東之責任。董事之履歷資料載於第32至36頁「董事及高級管理人員履歷詳情」一節。於截至2018年12月31日止年度及截至本報告日期，董事會由下列人士組成：

#### 執行董事

于品海先生（主席）

劉榮女士（行政總裁）

#### 非執行董事

林秉軍先生

龍景昌先生（自2018年4月1日起調任）

#### 獨立非執行董事

劉業良先生

肖遂寧先生

何養能先生

董事會獲賦予本公司業務之全面管理權，透過監控本公司事務，肩負起領導、監察及共同承擔推動本公司成功之責任。全體董事應就本公司最佳利益作出客觀決定。

本公司之日常管理、行政及營運乃委以高級管理人員負責，授權職能及工作任務定期進行檢討。於訂立任何重大交易前，上述本公司高級管理人員須先獲得董事會批准。

董事會獲本公司之董事委員會及高級管理人員全面支援以履行其職責。

就本公司所知，董事會各成員之間概無財務、業務及家庭或其他重大／關聯關係。年內，董事會曾舉行13次會議。

## Chairman and Chief Executive Officer

Code Provision A.2.1 stipulated that the roles of chairman and chief executive officer (the “CEO”) should be separated and should not be performed by the same individual.

Since 12 February 2018, the Company has rectified the previous deviation concerning CG Code Provision A.2.1 by the appointment of Ms. Liu Rong as the CEO with effect from 12 February 2018. Prior to 12 February 2018, the role of CEO was also performed by Mr. Yu Pun Hoi, the chairman of the Company. The Board believed that vesting the roles of both chairman and CEO in the same person provided the Company with strong and consistent leadership, and allowed for effective and efficient planning and implementation of business decisions and strategies. By appointing Ms. Liu Rong as the CEO with effect from 12 February 2018, the Company has complied with the requirements under CG Code Provision A.2.1 since 12 February 2018.

During the year, the chairman held a meeting with each of the non-executive directors and independent non-executive directors of the Company and obtained independent opinions relating to affairs of the Board and the Company without the presence of other executive directors.

## Non-executive Directors

Mr. Lung King Cheong, an executive director of the Company, has been re-designated as a non-executive director of the Company with effect from 1 April 2018.

Code Provision A.4.1 stipulated that non-executive directors should be appointed for a specific term subject to re-election.

The Company has entered into service contracts with each of its non-executive directors (including independent non-executive directors) for a term of two years with effect from the signing date of service contracts.

## 主席及行政總裁

守則條文 A.2.1 訂明主席及行政總裁（「行政總裁」）應為獨立角色及不應由同一人擔任。

自 2018 年 2 月 12 日起，本公司透過委任劉榮女士為行政總裁，已糾正有關企業管治守則條文 A.2.1 之上述偏差，自 2018 年 2 月 12 日起生效。行政總裁之職責於 2018 年 2 月 12 日前亦由本公司主席于品海先生履行。董事會相信，將主席及行政總裁之角色歸於同一人，可使本公司獲得鞏固及貫徹之領導，於業務決策及策略方面可有效及高效率地計劃及執行。透過自 2018 年 2 月 12 日起委任劉榮女士為行政總裁，本公司自 2018 年 2 月 12 日起已符合企業管治守則條文 A.2.1 條之規定。

年內，在其他執行董事缺席的情況下，主席與本公司各非執行董事及獨立非執行董事舉行會議，獲得與董事會及本公司事務相關的獨立意見。

## 非執行董事

本公司執行董事龍景昌先生調任為本公司非執行董事，自 2018 年 4 月 1 日起生效。

守則條文 A.4.1 訂明，非執行董事應按特定任期委任，並須受重選所規限。

本公司已與各非執行董事（包括獨立非執行董事）簽訂服務合約，彼等之任期均為自其簽訂服務合約之日起計兩年。

# Corporate Governance Report

## 企業管治報告

### Independent Non-executive Directors

Pursuant to Rules 3.10(1) and 3.10(2) of the Listing Rules, during the year ended 31 December 2018, the Company has appointed three INEDs of whom Mr. Lau Yip Leung is a certified public accountant in Hong Kong.

The Company has received, from each of the INEDs, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the INEDs are independent.

Notwithstanding that Mr. Lau Yip Leung has served as an independent non-executive director of the Company for more than nine years, (i) the Board has assessed and reviewed the annual confirmation of independence based on the requirement set out in Rule 3.13 of the Listing Rules and affirmed that Mr. Lau Yip Leung remains independent; (ii) the Nomination Committee of the Company has assessed and is satisfied of the independence of Mr. Lau Yip Leung; and (iii) the Board considers that Mr. Lau Yip Leung remains independent of management and free of any relationship which could materially interfere with the exercise of his independent judgement. Notwithstanding the length of his service, the Company believes that his valuable knowledge and experience in the Group's business will continue to benefit the Company and the shareholders as a whole.

### Directors' Training

According to the Code Provision A.6.5, all directors should participate in a programme of continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. The Company should be responsible for arranging and funding training, placing an appropriate emphasis on the roles, functions and duties of the directors.

From time to time, directors are provided with written materials to develop and refresh their professional skills on the latest development of applicable laws, rules and regulations for the purpose of assisting them in discharging their duties. The Company had received from each of the directors the confirmations on taking continuous professional training during the year.

### 獨立非執行董事

根據上市規則第3.10(1)及3.10(2)條之規定，截至2018年12月31日止年度，本公司已委任三名獨立非執行董事，其中劉業良先生為香港執業會計師。

本公司已收到各獨立非執行董事根據上市規則第3.13條規定作出之年度獨立性確認書。本公司認為所有獨立非執行董事均具獨立性。

儘管劉業良先生已擔任本公司獨立非執行董事超過九年，(i)本公司董事會已根據上市規則第3.13條所載準則評估及審閱獨立性年度確認書，並確認劉業良先生仍為獨立人士；(ii)本公司提名委員會已評估且滿意劉業良先生之獨立性；及(iii)董事會認為劉業良先生獨立於管理層，亦不存在任何以致嚴重影響彼等行使獨立判斷的關係。儘管彼等服務任期較長，但本公司相信，彼等於本集團業務之豐富知識及經驗將繼續為本公司及股東整體帶來利益。

### 董事培訓

根據守則條文A.6.5，全體董事應參與一項增進及重溫其知識及技能之持續專業發展課程，以確保彼等對董事會之貢獻仍屬知情及相關。本公司應負責安排培訓及撥款，適當重申董事之角色、職能及職責。

董事將不時獲發有關旨在增進及重溫其專業技能之最新發展的適用法例、規則及規例的書面材料，以協助彼等履行其職責。本公司已接獲各董事於年內參加持續專業培訓之確認書。

## BOARD COMMITTEES

The Board has established four board committees, namely Executive Committee, Audit Committee, Remuneration Committee and Nomination Committee, to oversee particular aspects of the Company's affairs and to assist in the execution of the Board's responsibilities.

### Executive Committee

The Company formulated written terms of reference for the Executive Committee. During the year ended 31 December 2018 and up to the date of this report, the Executive Committee consisted of executive directors and senior management of the Company as follows:

Mr. Yu Pun Hoi (*Chairman of the Executive Committee*)  
Ms. Liu Rong  
Mr. Chen Ming Fei\*  
Mr. Xue Bo Ying\*  
Ms. Yu Xin\*  
Ms. Zhao Lei\*

\* Senior Management

The primary duties of the Executive Committee are empowered to plan, determine, approve, implement, handle, arrange, review and amend all policies, operations, corporate governance functions and internal control of the Group, ensuring that the delegation of its powers to the senior management is clearly defined, and that a transparent reporting procedural system is in place and effectively monitored.

During the year, the Executive Committee held 3 meetings, in particular, to review the financial performance of the segments in the Group, review the Company's policies and practices on corporate governance, make decisions on the strategic layout of the Group.

### Audit Committee

The Company formulated written terms of reference for the Audit Committee in accordance with the requirements of the Listing Rules. During the year ended 31 December 2018 and up to the date of this report, the Audit Committee consisted of all INEDs as follows:

Mr. Lau Yip Leung (*Chairman of the Audit Committee*)  
Mr. Xiao Sui Ning  
Mr. Ho Yeung Nang

## 董事委員會

董事會成立四個董事委員會，即執行委員會、審核委員會、薪酬委員會及提名委員會，以監察本公司特定方面之事務及協助董事會履行責任。

### 執行委員會

本公司為執行委員會制定書面職權範圍。於截至2018年12月31日止年度及截至本報告日期，執行委員會由以下本公司執行董事及高級管理人員組成：

于品海先生(*執行委員會主席*)  
劉榮女士  
陳鳴飛先生\*  
薛伯英先生\*  
于欣女士\*  
趙蕾女士\*

\* 高級管理人員

執行委員會之職責為策劃、釐定、批准、實施、處理、安排、審核及修訂本集團之所有政策、營運、企業管治職能及內部監控，確保向高級管理人員之授權清晰界定及具透明度之流程系統有效地運作及受監控。

年內，執行委員會曾舉行3次會議，包括審閱本集團各分部之財務表現，檢討本公司的企業管治政策及常規並就本集團之戰略佈局作出決策。

### 審核委員會

根據上市規則之規定，本公司為審核委員會制定書面職權範圍。於截至2018年12月31日止年度及截至本報告日期，審核委員會由以下全體獨立非執行董事組成：

劉業良先生(*審核委員會主席*)  
肖遂寧先生  
何養能先生



# Corporate Governance Report

## 企業管治報告

The primary duties of the Audit Committee are to ensure the objectivity and credibility of financial reports and internal control procedures as well as to maintain an appropriate relationship with the external auditor of the Company.

During the year, the Audit Committee held 2 meetings, in particular, to review with management the accounting principles and practices adopted by the Group, the audited financial statements for the year ended 31 December 2017 and the unaudited interim results for the six months ended 30 June 2018, and discussed the auditing, financial control, internal control and risk management systems.

### Remuneration Committee

The Company formulated written terms of reference for the Remuneration Committee in accordance with the requirements of the Listing Rules. During the year ended 31 December 2018 and up to the date of this report, the Remuneration Committee consisted of all the INEDs as follows:

Mr. Xiao Sui Ning (*Chairman of the Remuneration Committee*)  
Mr. Lau Yip Leung  
Mr. Ho Yeung Nang

The Remuneration Committee has adopted the second model described in paragraph B.1.2(c) under the CG Code (i.e. making recommendation to the Board on the remuneration packages of individual executive director and senior management member). The primary duties of the Remuneration Committee are responsible for making recommendations to the Board on the establishing of formal and transparent procedures for developing remuneration policies and the remuneration packages of individual executive directors and senior management. It takes into consideration on salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group.

During the year, the Remuneration Committee held 2 meetings, in particular, to review and recommend to the Board the remuneration policies and the remuneration packages of the individual executive directors and senior management of the Company.

For the year ended 31 December 2018, the emoluments paid or payable to members of senior management were within the following band:

### Emolument band 酬金範圍

		Number of individuals 人數	
		2018	2017
Nil–HK\$1,000,000	零–1,000,000 港元	3	3
HK\$1,000,001–HK\$2,000,000	1,000,001 港元–2,000,000 港元	1	1

審核委員會之基本職責乃確保財務報告及內部監控程序之客觀性及可信性，以及與本公司之核數師維持適當關係。

年內，審核委員會曾舉行2次會議，包括與管理層審閱本集團採納之會計準則及實務、截至2017年12月31日止年度之經審核財務報表及截至2018年6月30日止六個月之未經審核中期業績，並檢討有關核數、財務監控、內部監控及風險管理制度事宜。

### 薪酬委員會

根據上市規則之規定，本公司為薪酬委員會制定書面職權範圍。於截至2018年12月31日止年度及截至本報告日期，薪酬委員會由以下全體獨立非執行董事組成：

肖遂寧先生 (*薪酬委員會主席*)  
劉業良先生  
何養能先生

薪酬委員會已採納企業管治守則第B.1.2(c)段所述的第二個模式(即向董事會提交個別執行董事及高級管理人員的薪酬待遇建議)。薪酬委員會之基本職責乃向董事會提議設立正規而具透明度程序以制訂薪酬政策及個別執行董事及高級管理人員之薪酬待遇，該薪酬政策會考慮同類公司支付的薪酬、須付出的時間及職責以及本集團內其他職位的僱用條件。

年內，薪酬委員會曾舉行2次會議，包括檢討及建議董事會薪酬政策及本公司個別執行董事及高級管理層之薪酬待遇。

截至2018年12月31日止年度，已付及應付高級管理人員之酬金介乎下列範圍：

### Nomination Committee

The Company formulated written terms of reference for the Nomination Committee in accordance with the requirements of the Listing Rules. During the year ended 31 December 2018 and up to the date of this report, the Nomination Committee consisted of the directors of the Company as follows:

Mr. Yu Pun Hoi (*Chairman of the Nomination Committee*)  
Ms. Liu Rong  
Mr. Lau Yip Leung\*  
Mr. Xiao Sui Ning\*  
Mr. Ho Yeung Nang\*

\* INED

The primary duties of the Nomination Committee are responsible for reviewing the structure, size and composition of the Board, formulating nomination policies, identifying individuals suitably qualified to become directors, assessing the independence of INEDs, and making recommendations to the Board on appointment of directors, and review the board diversity policy annually. The Nomination Committee has the authority given by the Board to seek external professional advice in the selection and recommendation for directorship, when required, fulfilling the requirements for professional knowledge and industry experience of any proposed candidates.

During the year, the Nomination Committee held 2 meetings, in particular, to review and assessment of the independence of all INEDs of the Company; to consider and recommend to the Board for approval the list of retiring directors for re-election at the annual general meeting held on 30 May 2018 (the "2018 AGM"); to review the structure, size and composition of the Board; and to appoint the chief executive officer.

### 提名委員會

根據上市規則之規定，本公司為提名委員會制定書面職權範圍。於截至2018年12月31日止年度及截至本報告日期，提名委員會由以下董事組成：

于品海先生 (*提名委員會主席*)  
劉榮女士  
劉業良先生\*  
肖遂寧先生\*  
何養能先生\*

\* 獨立非執行董事

提名委員會之基本職責乃檢討董事會的架構、人數及組成、制定提名政策、物色適當人士擔任董事、評核獨立非執行董事之獨立性、就委任董事向董事會提出建議，及每年檢討董事會多元化政策。董事會已授權提名委員會，於必要時可就有關任何建議人選之專業知識及業界經驗之符合要求在挑選及推薦董事人選之事宜尋求外部專業意見。

年內，提名委員會曾舉行2次會議，包括檢討並評估本公司全體獨立非執行董事的獨立性；考慮並建議董事會通過輪值退任的董事於2018年5月30日舉行的股東周年大會（「2018年股東周年大會」）上膺選連任；檢討董事會架構、人數及組成；及委任行政總裁。

# Corporate Governance Report

## 企業管治報告

### Nomination Policy

The Nomination Committee has adopted the nomination policy (the "Policy") which sets out the key nomination criteria and nomination procedures for the nomination of directors of the Company.

#### Key Nomination criteria

The Nomination Committee shall identify and nominate qualified individuals for appointment as additional Directors or to fill Board vacancies as and when they arise. The factors listed below would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate.

- Reputation for integrity
- Accomplishment and experience in any particular industry
- Professional and education background
- Commitment in respect of available time and relevant interest
- Diversity in all its aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service

The Nomination Committee shall make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the Chief Executive Officer.

### 提名政策

提名委員會已採納提名政策，當中載列有關提名本公司董事之主要提名準則及提名程序。

#### 主要提名準則

提名委員會將物色及提名合資格人士以委任為新增董事或於董事會出現空缺時填補有關空缺。提名委員會評估建議候選人是否合適時將參考下列因素。

- 信譽
- 於任何特定行業之成就及經驗
- 專業及教育背景
- 可投入時間及相關利益
- 董事會之各多元化方面，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及任期

提名委員會將就委任或重新委任董事以及董事(尤其是主席及行政總裁)之繼任計劃向董事會提供推薦意見。

### **Nomination Procedures**

1. Appointment of Directors  
The Nomination Committee identifies individual(s) suitably qualified to become Board members, having due regard to the Policy and the diversity policy of the Board (“Board Diversity Policy”), and assesses the independence of the proposed independent non-executive Director(s) as appropriate.
  - (1) The Nomination Committee makes recommendation(s) to the Board.
  - (2) The Board considers the individual(s) recommended by the Nomination Committee, having due regard to the Policy and the Board Diversity Policy.
  - (3) The Board confirms the appointment of the individual(s) as Director(s) or recommends the individual(s) to stand for election at a general meeting. Individual(s) appointed by the Board to fill a casual vacancy or as an addition to the Board will be subject to re-election by shareholders of the Company at the next annual general meeting after initial appointment in accordance with the Company’s Bye-Laws.
2. Re-appointment of Directors
  - (1) The Nomination Committee considers each retiring Director, having due regard to the Policy and the Board Diversity Policy and assesses the independence of each retiring independent non-executive Director.
  - (2) The Nomination Committee makes recommendation(s) to the Board.
  - (3) The Board considers each retiring Director recommended by the Nomination Committee having due regard to the Policy and the Board Diversity Policy.
  - (4) The Board recommends the retiring Directors to stand for re-election at the annual general meeting in accordance with the Company’s Bye-Laws.

The Nomination Committee will undertake the review and revision of the Policy, as and when needed.

### **提名程序**

1. 委任董事  
提名委員會在顧及本政策及董事會成員多元化政策後，物色具備合適資格可成為董事會成員之人士，並評估建議獨立非執行董事之獨立性（如合適）。
  - (1) 提名委員會向董事會作出推薦建議。
  - (2) 董事會在顧及本政策及董事會成員多元化政策後，考慮提名委員會所推薦人士。
  - (3) 董事會確認委任有關人士擔任董事或推薦有關人士於股東大會上參選董事。獲董事會委任填補臨時空缺或董事會新增席位之人士須根據本公司之細則於初次任命後之下屆股東周年大會上由本公司股東重選連任。
2. 重新委任董事
  - (1) 提名委員會在顧及本政策及董事會成員多元化政策後，考慮各退任董事並評估各退任獨立非執行董事之獨立性。
  - (2) 提名委員會向董事會作出推薦建議。
  - (3) 董事會在顧及本政策及董事會成員多元化政策後，考慮提名委員會所推薦各退任董事。
  - (4) 董事會建議退任董事根據本公司之細則於股東周年大會上重選連任。

提名委員會將於有需要時檢討及修訂提名政策。



# Corporate Governance Report

## 企業管治報告

### BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy in relation to the nomination and appointment of new directors, which sets out the selection of board candidates shall be based on a range of diversity perspectives with reference to the Company's business model and specific needs, including but not limited to gender, age, race, language, cultural background, educational background, industry experience and professional experience. Board appointments will continue to be made on a merit basis and candidates will be considered against objective criteria, with due regard for the benefits of diversity on the Board. The Nomination Committee will give consideration to the board diversity policy when identifying suitably qualified candidates to become members of the Board, and will review the board diversity policy, so as to develop and review measurable objectives for the implementing the board diversity policy and to monitor the progress on achieving these objectives.

The directors' biographical information as at the date of this report is set out on page 32 to 36 under the heading "Biographical Details of Directors and Senior Management". The Nomination Committee reviewed the board diversity policy and achievement of objectives and effectiveness of the board diversity policy, and recommended the Board that the existing Board was appropriately structured and no change was required.

### DIVIDEND POLICY

In deciding whether to propose a dividend and in determining the dividend amount, the Board of the Company takes into account, inter alia, the Group's earnings performance, financial position, general business conditions and strategies, interests of the shareholders of the Company, the Group's expected working capital requirements and future expansion plans, business cycle of the Group's business and other external or internal factors that may have an impact on the business, investment requirements and future prospects.

The proposed declaration of dividend is subject to the Board's decision and the declaration of any final dividend for any year is subject to shareholders' approval. The declaration of dividend is also subject to Bermuda law and the Company's Bye-laws.

### 董事會成員多元化政策

董事會已採納有關提名及委任新董事的董事會成員多元化政策。當中載明甄選董事會成員候選人將以一系列多元化範疇為基準，並參考本公司的業務模式和特定需求，包括但不限於性別、年齡、種族、語言、文化背景、教育背景、行業經驗和專業經驗。董事會成員委任乃基於用人唯才，而為有效達致董事會成員多元化，將考慮候選人的客觀條件。提名委員會將於物色合適且符合資格的候選人成為董事會成員時考慮董事會成員多元化政策，並檢討董事會成員多元化政策，以發展及審閱執行董事會成員多元化政策的計量目標，及監察達致該等目標的進度。

截至本報告日期的董事之履歷資料載於第32至36頁「董事及高級管理人員履歷詳情」一節。提名委員會已檢討董事會成員多元化政策以及多元化政策達標的情況及其成效，並建議董事會現有董事會架構合理，毋須作出改動。

### 股息政策

本公司董事會採納的股息政策為，決定是否建議派付股息及釐定股息金額時，本公司董事會應考慮(其中包括)本集團之盈利表現、財務狀況、整體業務狀況及策略、本公司股東之利益、本集團之預期營運資金需求及未來擴展計劃、本集團業務之業務週期以及可能影響業務、投資需求及未來前景之其他外部或內部因素。

建議派付股息視乎董事會的決定而定，而宣派任何年度的末期股息須待股東批准後方可作實。派付股息亦須遵守百慕達法律及本公司之公司細則。

## CORPORATE GOVERNANCE FUNCTIONS

The Executive Committee of the Company is responsible for performing the duties on corporate governance functions set out below:

- a. To develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- b. To review and monitor the training and continuous professional development of directors and senior management;
- c. To review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- d. To develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
- e. To review the Company's compliance with the code and disclosure in the Corporate Governance Report.

## 企業管治職能

本公司執行委員會負責履行下列企業管治職能責任：

- a. 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- b. 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- c. 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- d. 制定、檢討及監察僱員及董事的操守準則及合規手冊(如有)；及
- e. 檢討本公司遵守守則的情況及在企業管治報告內的披露。

# Corporate Governance Report

## 企業管治報告

### NUMBER OF MEETINGS AND DIRECTORS' ATTENDANCE

The attendance record of each director at the Board, Board committee meetings and general meetings of the Company held for the year ended 31 December 2018 is set out in the table below:

### 召開會議次數及董事出席記錄

下表列示各董事出席截至2018年12月31日止年度舉行的本公司董事會會議、董事委員會會議及股東大會的情況：

Name of Director	董事姓名	Attendance/Number of Meetings 出席/會議次數						
		Board Meeting 董事會會議	General Meeting 股東大會	Executive Committee Meeting 執行委員會會議	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	Continuous Professional Development 持續專業發展
<b>Executive Directors</b>								
Mr. Yu Pun Hoi	于品海先生	11	1	3	N/A 不適用	N/A 不適用	2	□
Ms. Liu Rong	劉榮女士	11	1	3	N/A 不適用	N/A 不適用	1	□
<b>Non-executive Directors</b>								
Mr. Lam Bing Kwan	林秉軍先生	11	1	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	□
Mr. Lung King Cheong (Note 1)	龍景昌先生(附註1)	8	1	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	□
<b>Independent Non-executive Directors</b>								
Mr. Lau Yip Leung	劉業良先生	9	1	N/A 不適用	2	2	2	□
Mr. Xiao Sui Ning	肖遂寧先生	7	-	N/A 不適用	2	2	2	□
Mr. Ho Yeung Nang	何養能先生	9	-	N/A 不適用	2	2	2	□
Number of meetings held during the year	年內召開會議次數	13	1	3	2	2	2	

Note:

附註：

(1) Mr. Lung King Cheong was re-designated as a non-executive director of the Company with effect from 1 April 2018.

(1) 龍景昌先生調任為本公司非執行董事，自2018年4月1日起生效。

## RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS AND AUDITOR'S REMUNERATION

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, inside information announcements and other disclosures required under the Listing Rules and other regulatory requirements.

The directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2018.

The statement of the external auditor of the Company about its reporting responsibilities on the financial statements is set out in the "Independent Auditor's Report" on pages 106 to 112.

The remuneration paid to the external auditors of the Group in respect of audit service and non-audit services for the year ended 31 December 2018 amounted to approximately HK\$16,027,000 and HK\$1,828,000, respectively. The non-audit services include professional advice on transactions as well broader business advisory and advisory service to assist the Company to comply with laws and regulations. An analysis of the remuneration paid to the external auditors of the Group is set out in note 8 to the financial statements.

## COMPANY SECRETARY

Ms. Jay Shree Aggarwal, who was an employee of the Company and became the Company Secretary with effect from 1 July 2018, has complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules.

## 有關財務報表之責任及核數師薪酬

根據上市規則及其他監管規定，董事會負責在年度報告、中期報告、涉及內幕消息事宜之公告及其他須披露資料內作出平衡、清晰及容易理解之評述。

董事得知彼等於編製本公司截至2018年12月31日止年度財務報表應負之責任。

本公司核數師就其關於財務報表之呈報責任發表之聲明載於第106至112頁之「獨立核數師報告」中。

截至2018年12月31日止年度，付予本集團核數師之核數服務及非核數服務之酬金分別約為16,027,000港元及1,828,000港元。非核數服務包括就交易提供專業意見以及提供廣泛業務諮詢及顧問服務以協助本公司遵守法律及法規。付予本集團核數師酬金之分析載於財務報表附註8內。

## 公司秘書

Jay Shree Aggarwal女士，為本公司僱員，自2018年7月1日起成為公司秘書，已遵守上市規則第3.29條有關專業培訓的規定。



# Corporate Governance Report

## 企業管治報告

### SHAREHOLDERS' RIGHTS

#### 1. Procedures for shareholders to convene an Special General Meeting (“SGM”)

Pursuant to the Bye-law 62 of the Bye-Laws, the board may, whenever it thinks fit, convene an SGM, and SGM shall also be convened on requisition, as provided by the Companies Act 1981 of Bermuda (the “Companies Act”), or, in default, may be convened by the requisitionists.

Under Section 74 of the Companies Act, the directors of the Company, notwithstanding anything in its Bye-Laws shall, on the requisition of shareholders of the Company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company, forthwith proceed duly to convene an SGM of the Company.

The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.

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

A meeting convened under Section 74 of the Companies Act by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by directors.

### 股東權利

#### 1. 股東召開股東特別大會（「股東特別大會」）之程序

根據細則第62條，董事會可在其認為適當之情況下召開股東特別大會，亦可按百慕達1981年公司法（「公司法」）之規定應請求召開股東特別大會，如董事會未能召開，則可由請求人召開股東特別大會。

在公司法第74條項下，不論公司細則有任何規定，本公司董事將於遞交請求日持有不少於附有本公司股東大會投票權之本公司已繳足股本十分之一（按遞交請求日計）的股東提出請求時，隨即正式召開股東特別大會。

請求之文件須註明會議目的並須由請求人簽署及遞交至本公司註冊辦事處，而該文件可由多份同樣形式之文件（每份由一位或多位請求人簽署）所組成。

倘董事並未於遞交請求日起計21日內正式召開大會，請求人或持有請求人總投票權超過半數的任何該等人士可自行召開大會，惟有關大會不得於遞交請求日起計滿三個月之後舉行。

如大會是根據公司法第74條由請求人召開，請求人須盡可能以董事召開大會之同等方式召開有關大會。

### 2. Procedures for putting forward proposals at shareholders' meeting

Subject to Section 79 of the Companies Act, it shall be the duty of the Company on the requisition in writing of such number of shareholders as is hereinafter specified, at the expense of the requisitionists unless the Company otherwise resolves:

- to give to the shareholders of the Company entitled to receive notice of the next AGM notice of any resolution which may properly be moved and is intended to be moved at that meeting;
- to circulate to shareholders entitled to have notice of any general meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

The number of shareholders necessary for a requisition under Section 79 of the Companies Act shall be:

- (a) either any number of shareholders representing not less than one-twentieth of the total voting rights of all the shareholders having at the date of the requisition a right to vote at the meeting to which the requisition relates; or
- (b) not less than one hundred shareholders.

Notice of any such intended resolution shall be given, and any such statement shall be circulated, to shareholders of the Company entitled to have notice of the meeting sent to them by serving a copy of the resolution or statement on each such shareholder in any manner permitted for service of notice of the meeting, and notice of any such resolution shall be given to any other shareholders of the Company by giving notice of the general effect of the resolution in any manner permitted for giving him notice of meetings of the Company, provided that the copy shall be served, or notice of the effect of the resolution shall be given, as the case may be, in the same manner and, so far as practicable, at the same time as notice of the meeting and, where it is not practicable for it to be served or given at that time, it shall be served or given as soon as practicable thereafter.

### 2. 於股東大會上提呈建議之程序

根據公司法第79條，本公司有責任在該等股東人數(定義見下文)提出書面請求時(除非本公司另行議決，否則費用由請求人自行承擔)：

- 向有權收取下屆股東周年大會通告之本公司股東，發出任何有可能在該大會上妥為動議並擬動議之任何決議案的通告；
- 向有權收取任何股東大會通告之股東傳閱任何不多於1,000字之陳述書，內容為有關在任何擬訂決議案所提述之事宜，或有關將在該大會上處理之事務。

根據公司法第79條提出請求之必要股東人數應為：

- (a) 代表不少於在請求日有權在該請求涉及的大會上表決之所有股東總表決權二十分之一的任何數目股東；或
- (b) 不少於100名股東。

任何此等擬訂決議案之通告及任何此等陳述書，應以准許用於送達大會通告之方式，將該決議案或陳述書之副本向有權收取大會通告之每位本公司股東發出及傳閱，而任何該決議案之通告，則須以准許用於向任何其他股東發出本公司會議通告之任何方式，向其發出該等決議案一般效力之通告送達，惟該副本之送達方式或該等決議案一般效力之通告之發出方式(視屬何情況而定)，須與會議通告發出之方式相同，而送達或發出之時間，亦須在切實可行範圍內與會議通告發出之時間相同，及如當時不能在切實可行情況送達或發出，則須於隨後在切實可行範圍內盡快送達或發出。

# Corporate Governance Report

## 企業管治報告

### 3. Shareholders' enquiries

Shareholders should direct their questions about their shareholdings to the branch share registrar of the Company in Hong Kong. Shareholders may at any time send their enquiries and concerns to the Board in writing at the Company's principal place of business in Hong Kong at 12/F., The Octagon, No.6 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong, or to the Company by email at [info@nanhaicorp.com](mailto:info@nanhaicorp.com). Shareholders may also make enquiries with the Board at the SGM/AGM.

The details of the rights of shareholders of the Company can be found in the Company's website at [www.nanhaicorp.com](http://www.nanhaicorp.com).

### INVESTOR RELATIONS

The Company is committed to safeguard shareholders' interests and believes that effective communication with shareholders and other stakeholders is essential for enhancing investor relations and investor understanding of the business performance and strategies of the Group.

The Board adopted a Shareholders Communication Policy which aims to set out the provisions with the objective of ensuring that the shareholders of the Company and potential investors are provided with ready, equal and timely access to balanced and understandable information about the Company, in order to enable shareholders of the Company to exercise their rights in an informed manner, and to allow shareholders of the Company and potential investors to engage actively with the Company.

The Company endeavours to disclose all material information about the Group to all interested parties on a timely basis. All such publications together with additional information of the Group are timely updated on the Company's website at [www.nanhaicorp.com](http://www.nanhaicorp.com).

### CONSTITUTIONAL DOCUMENTS

Pursuant to the special resolutions passed at the Company's annual general meeting held on 30 May 2018, the shareholders of the Company resolved to amend the Bye-laws in order to (i) expressly provide that the Company may by ordinary resolution make distribution out of the contributed surplus account of the Company; (ii) allow the Board to resolve to make distribution out of the contributed surplus account of the Company; (iii) remove the obsolete requirements for (a) notice of declaration of an interim dividend be given by advertisement in Hong Kong; and (b) newspaper advertisement for book closures, given that relevant announcements will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules; and (iv) effect the corresponding changes to the Bye-laws as a result of (i) and (ii) above.

Save as disclosed above, there is no significant change in the Company's constitutional documents during the year.

### 3. 股東查詢

股東應直接向本公司於香港之股份過戶登記分處提出有關其股權之疑問。股東可隨時以書面形式將其查詢及問題送達本公司之香港主要營業地址香港新界荃灣沙咀道6號嘉達環球中心12樓遞交致董事會或透過電郵地址 [info@nanhaicorp.com](mailto:info@nanhaicorp.com) 致本公司。股東亦可在本公司之股東特別大會／股東周年大會上向董事會作出查詢。

有關本公司股東權利的詳情，請瀏覽本公司網站 [www.nanhaicorp.com](http://www.nanhaicorp.com)。

### 投資者關係

本公司致力保障股東權益，並相信與股東及其他利益相關者進行有效溝通對鞏固投資者關係以至投資者對本集團業務表現及策略之理解極為重要。

董事會已採納股東通訊政策，其所載條文旨在確保本公司股東及有意投資者可適時取得本公司之全面、相同及容易理解之資料，一方面使本公司股東可在知情情況下行使權力，另一方面讓本公司股東及有意投資者能積極地與本公司聯繫。

本公司致力適時向所有有關各方披露所有有關本集團之重大資料。所有發佈及本集團之額外資料於本公司網站 [www.nanhaicorp.com](http://www.nanhaicorp.com) 定期更新。

### 章程文件

根據於2018年5月30日舉行之本公司股東周年大會批准的特別決議案，本公司股東決議修訂細則，以(i)明確規定本公司可通過普通決議案從本公司繳入盈餘賬作出分派；(ii)允許董事會議決從本公司繳入盈餘賬作出分派；(iii)刪除涉及(a)於香港以公告形式通知宣派中期股息；及(b)於報章刊登暫停辦理過戶登記手續相關公告之過時規定，原因為相關公告將根據上市規則刊載於聯交所網站及本公司網站；及(iv)就上文第(i)及(ii)項對細則作出相應更改。

除上文所披露者外，年內，本公司的章程文件並無重大變動。

### RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for overseeing the Group's risk management and internal control systems and reviewing their effectiveness at least annually through the Audit Committee. The Audit Committee assists the Board in monitoring the risk exposures and the operating effectiveness of the underlying risk management and internal control systems.

The Company assists the management in identifying, assessing, responding, monitoring and reporting corresponding risks through risk management and internal control structure. The system aims at managing instead of eliminating the risks of unfulfilled business goals that reasonably but not absolutely prevents the impact of material risks.

### RISK MANAGEMENT STRUCTURE

The Company has established a sound risk management and internal control structure, adopting a top-down organizational structure from the Board to the specific internal control units with well-defined duties. The Group's Internal Audit Department assists the Board and/or the Audit Committee in the ongoing review of the effectiveness of the Group's risk management and internal control systems. The Board, through Audit committee, is at least annually informed of significant risks that may impact on the Group's performance.

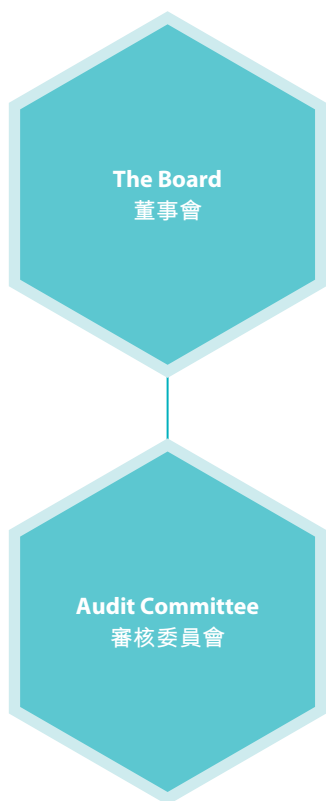
### 風險管理及內部監控

董事會知悉其監管本集團的風險管理及內部監控系統的責任，以及透過審核委員會至少每年檢討其成效。審核委員會協助董事會監察集團承受的風險水平、有關之風險管理和內部監控系統的運作成效。

本公司通過風險管理及內部控制的架構，協助管理層識別、評估、應對、監控、彙報相應的風險。該等系統旨在管理而非消除未能達成業務目標的風險，只合理而非絕對保證可防範重大風險的影響。

### 風險管理架構

本公司建立一個良好的風險管理及內部監控結構，搭建了從董事會到具體內控崗位的自上而下、職責明確的組織架構。集團內部審計部協助董事會及／或審核委員會持續檢討本集團風險管理及內部監控系統的成效。董事會透過審核委員會至少每年獲悉可能影響本集團表現的重大風險。



- ensure the maintenance of appropriate and effective risk management and internal control systems in order to safeguard the shareholders' investment and assets of the Group;
  - formulate a management structure with specific terms of reference; and
  - determine the nature and extent of significant risk that the Company is willing to take in achieving the strategic objectives, and formulate the Group's risk management strategies.
  - 確保維持合適及有效的風險管理及內部監控系統，以保障股東投資及本集團資產；
  - 制定有明確責任及權限的管理架構；及
  - 釐定本公司就達致戰略目標所願承擔之重大風險之性質及程度，並制定本集團之風險管理策略。
- 
- oversee the risk management and internal control systems of the Group;
  - review and discuss with the management annually to ensure that the management has performed its duty to maintain effective risk management and internal control systems; and
  - consider major findings on internal control matters and make recommendations to the Board.
  - 監察本集團之風險管理及內部監控系統；
  - 每年與管理層檢討並討論，以確保管理層履行其職責以維持風險管理及內部監控系統之有效性；及
  - 考慮有關內部監控事宜的重要調查結果並向董事會作出推薦建議。



# Corporate Governance Report

## 企業管治報告

### The Management (including heads of business units, departments and divisions)

管理層（包括業務單位、  
部門及分部主管）

### Internal Audit Department

內部審計部

- design, implement and monitor the risk management and internal control systems properly and ensure the systems are executed effectively;
  - monitor risks and take measures to mitigate risks in day-to-day operations;
  - give prompt responses to, and follow up the findings on, internal control matters raised by internal or external auditors; and
  - provide confirmation to the Board on the effectiveness of the risk management and internal control systems.
  - 妥善設計、實施及監督風險管理及內部監控系統，並確保該等系統得以有效執行；
  - 監督風險並採取措施降低日常營運風險；
  - 對內部或外部核數師提出之有關內部監控事宜之調查結果作出及時的回應及跟進；及
  - 向董事會確認風險管理及內部監控系統之有效性。
- identify the risks arising from external objectives of the Group's operation in the audit process and organize and conclude those risks to develop a systematic risk response strategies based on professional judgement, thereby reducing risks and facilitating the successful completion of goals of the Group's operations;
  - analyze and independently assess the soundness, applicability, effectiveness and enforceability of risk management and internal control system; and
  - make suggestions for the improving the design and implementation of risk management and internal control system to promote standardization of work.
  - 通過審計活動發現運營中之外向集團目標造成的風險，將其歸納、總結，根據專業判斷提出系統性的風險應對策略，從而降低風險，促使集團經營目標順利完成；
  - 對風險管理及內部監控系統之健全性、適用性和有效性及執行情況進行分析及獨立評估；及
  - 對風險管理及內部監控系統之設計和執行缺陷提出改進建議，以促進各項工作規範化。

## CONTROL APPROACH AND TOOLS

During the year, the management analyzed the control environment and the risks identified, and implemented various controls measures.

- approach taken:** the management conducts interviews with relevant staff members, reviews relevant documentation of the internal control system and evaluates findings of any deficiencies in the design of the Group's internal control system, provides recommendations for improvement and assesses the effectiveness of such recommendations, where appropriate. The scope and findings of review on the risk management and internal control are reported to and reviewed by the Audit Committee annually.
- management information systems and technologies:** such systems and technologies are employed to keep track of the inputs and outputs of the Group's operations, such as financial data system and human resources. They are also employed to track the audit process in the authorization system, in which permissions and responsibility of authorisation are clearly identified and adequate records can be maintained in the system.

## 監控方法及方式

於本年度內，管理層已對監控環境及其相關已識別風險作分析，並就此實施多項監控。

- 所採取方法：**管理層與相關員工進行面談，並審閱內部監控系統相關文件及評估本集團內部監控系統設計中所發現之任何不足，就改善措施提供推薦建議及評估實施有關推薦建議之有效性（倘適用）。對風險管理及內部監控審閱的範圍及結果會每年呈報審核委員會並經其審核。
- 管理信息系統及技術：**此用於控制業務活動，允許密切追蹤本集團業務之輸入及輸出，如財務數據系統及人力資源。其亦於授權系統追蹤審核程序，據此，授權許可及責任獲明確識別及該系統可維持足夠記錄。

- iii. **reports and variance analysis:** such reports and analysis of each segment are conducted on a regular basis such that the performance of each segment can be easily accessible.
- iii. **報告及差異分析：**定期對各分部進行有關報告及分析，故可易於瞭解各分部之表現。
- iv. **audit and supervision:** during the year, the Group conducts overall deployment and management of risk management and internal control according to the "Nan Hai Corporation Limited Internal Audit System (南海控股有限公司內部審計制度)". According to the internal audit system, the internal auditors conducts post-event auditing and verification of the Group's main business, finance, engineering, information technology and other fields. In the meantime, thorough inspection for defects in the internal system of the subsidiaries of the Group is conducted to ensure the compliance, rationality and risk controllability in the major business processes of the Company. By analyzing various internal control points relating to the business processes, we have a better picture of the current conditions of internal control, and unearthed and rectify defects and weaknesses of the internal control system in order to prevent the potential risks of operation management, and improve corporate governance and cost-effectiveness.
- iv. **審計監督：**年內，本集團依據《南海控股有限公司內部審計制度》，對風險管理和內部監控工作進行總體部署及管理。內部審計部依據內部審計制度，對集團主要業務、財務、工程、信息化等領域進行事後審計、核查，發現問題並提出改善方案。同時，對本集團各附屬公司內控制度進行查漏補缺，保證公司主要業務流程的合規性、合理性和風險可控性。通過分析有關業務流程的各個內部控制點，真實反映其內部控制的現況，找出內部控制體系的缺陷及薄弱環節，及時加以改進，以達成防範經營管理中潛在風險，並提升企業管治和經濟效益之目的。

## RISK MANAGEMENT

As an important element of quality corporate governance, the overall risk management process is overseen by the Board through the Audit Committee. Rather than a separate and standalone process, risk management is integrated into the business and decision-making processes, including strategy formulation, business planning, capital allocation, investment decisions, internal control and day-to-day operations.

The management is entrusted with duties to identify, analyze, evaluate, respond, monitor and communicate risks associated with any activity, function or process within its terms of reference. It endeavours to evaluate the level of risk and compare it against the predetermined levels of risk acceptable to the Company. For risk control and monitoring, it involves making decisions regarding acceptable risks and the ways to address unacceptable risks. The management will develop contingency plans for possible loss scenarios. Incidents and other situations incurring actual or potential loss will be investigated and properly documented as part of the effort to manage risks.

## 風險管理

董事會透過審核委員會監督集團的整體風險管理程序，是我們優良企業管治的重要一環。本公司深明風險管理不是分割、獨立的流程，而是納入各項業務及決策流程中，包括戰略製定、業務規劃、資金分配、投資決定、內部監控和日常運營。

管理層獲委派於其責任及權力範圍內識別、分析、評估、應對、監控及傳達與任何活動、職務或程序有關風險。其致力評估風險水平並與預先釐定之可接納風險水平進行比較。就風險監控及監管而言，其涉及對可接納風險及如何應對非可接納者作出決定。管理層將對可能出現之損失情況制定應急方案。造成損失或險些造成損失的事故及其他情況將被調查及妥為存檔作為致力管理風險之一部分。

# Corporate Governance Report

## 企業管治報告

### RISK EXPOSURES

The following illustrates the major risks of the Group. Since the last annual review, there was no significant change in the nature and extent of risks during the year.

*Risk of China's policies on real estate* — the property development business of the Company is operated in China. In 2018, adhering to the principle of “no speculation of residential properties”, the PRC government implemented local responsibility system, continued to make differentiated adjustments and established a solid and long term mechanism to promote a stable and healthy development of the real estate market. Compared to the previous year, the implementation of policies was relatively stable and is not expected to induce excessive volatility in the market. The management of the Company will monitor closely the development of the relevant policies and industry development trend to mitigate the risk.

*Quality risk on property projects* — quality of property projects not only affects the profitability of property developers, but also exerts a considerable impact on their corporate image and culture, and in turn their core competitiveness. The Company established a sound project control mechanism in relation to organizational structure, function division, recruitment and project management by clearly defining job flows, standards and reward and punishment system to enhance the implementation of other systems. Hence, the quality of the projects is guaranteed and improved.

*Risks associated with single revenue structure of cinemas* — subject to the nature of industry, box office receipts represent a large part of revenue structure of cinema business, which means that the revenue of cinemas relies highly on the films. If the performance of the overall movie market or the quality of movie content is poor, it will aggravate the Company's financial performance. To mitigate such risk, cinema business adopts a strategy to manage the film sources in a proactive and flexible manner, and also put more efforts into the introduction of other cultural and entertainment elements into cinemas to mitigate the risks associated with single revenue source.

*Technical risks* — the enterprise cloud services business is a technology-intensive company and its profitability is directly affected by the uncertainty in the technology landscape due to the rapid development in internet industry and the more frequent technology updates. If the Group cannot identify its technical defects in a timely manner in the future or the technicians cannot solve technical problems under the existing research and development conditions, the Group will be exposed to declining profitability and competitiveness, which in return will adversely affect the Company's operation. In view of the above risks, the Group will put more efforts in research and development, recruit high-calibre personnel, optimize the composition of our research staff, and develop towards technological diversification in respect of technology research and development, so as to reduce technical risks and provide technical support for product innovation and business growth of the Group.

### 風險狀況

下列各項闡述本集團數項主要風險，自上年檢討後，本年度風險性質及風險程度並無發生重大變化。

*中國的房地產政策風險* — 本公司的房地產開發業務均於中國經營，2018年，中國政府堅持「房住不炒」的定位，落實地方責任主體，繼續實行差別化調控，建立健全長效機制，促進房地產市場平穩健康發展。較往年相比，政策出台的趨勢穩定，預計不會造成市場過度波動。本公司管理層將密切關注相關政策動向及行業發展趨勢以降低風險。

*房地產項目質量風險* — 質量不僅影響房地產企業的獲利空間，且對企業形象、企業文化等產生不容忽視的影響，繼而直接關係到房地產企業核心競爭力的提升。本公司從組織架構、職能分工、招採及工程管理等方面入手，構建起完善的工程管控體系，通過明確作業流程、標準和獎懲機制來強化其他各項制度的落實與貫徹，以保證並不斷提升工程質量水平。

*影院收入結構單一風險* — 受限於行業本身，影院業務收入結構中票房佔比較高，導致影院的收入存在對影片較大的依賴性。若整體電影市場表現或電影內容質量不佳時，會制約本公司的財務業績表現。為降低此類風險，影院業務採用了積極靈活管理影片來源的策略，與此同時也加大了在影院場所加入其他文化娛樂的力度，以降低單一收入來源相關的風險。

*技術風險* — 企業雲服務業務屬技術密集型行業，由於互聯網行業的飛速發展，技術的更新越來越快，技術前景的不確定性將直接影響公司的盈利能力。未來期間本集團如不能及時發現技術缺陷，或在現有研發條件之下，技術人員無法逐一攻克技術難題，集團將面臨盈利能力下降、競爭力下降的風險，從而給集團經營帶來不利影響。針對上述風險，本集團將加大研發投入、引進高端人才、優化研發人員結構，並在技術研發方面朝技術多元化方向發展，從而降低技術方面的風險，為本集團產品的創新和業績增長提供技術保障。

*Exchange risk* — the Group is exposed to fluctuation in exchange rates as the Group's revenue is denominated in Renminbi while Hong Kong dollars are the reporting currency of the Group. The management will closely monitor the exchange exposure in order to keep the net exposure at an acceptable level and will consider hedging significant foreign currency exposure should the need arises.

### INTERNAL CONTROL

The Internal Audit Department is assigned with the task to perform regular reviews on the Group's internal control systems in respect of operational, financial and compliance aspects and will report the audit review findings or irregularities, if any, to the management and advise on the implementation of steps and actions required to enhance the Group's internal controls. The result of internal audit reviews and agreed action plans are reported to the Audit Committee and the Board.

Apart from reviewing the systems, the Audit Committee has also reviewed and is satisfied with the adequacy of resources, qualifications and experiences of staff of the Company's accounting and financial reporting function, and their training programs and budget. The Board acknowledges that the management has been progressively implementing an adequate internal control system to ensure the effective functioning of the Group's operational, financial and compliance areas, including the following key measures, policies and procedures:

i. **financial reporting management:**

- proper controls are in place to ensure the maintenance of a complete, accurate and timely record of accounting and management information;
- regular reports on revenue and ageing analysis of receivables and internal financial reports giving a balanced and understandable assessment of the Group's financial performance are prepared for the management;
- quarterly updates on internal financial statements giving a balanced and understandable assessment of the Group's performance, financial position and prospects in sufficient details are provided to all Directors; and
- annual audit is carried out by external auditor to ensure that the consolidated financial statements are prepared in accordance with generally accepted accounting principles, the Group's accounting policies and the applicable laws and regulations.

*匯率風險* — 本集團收入主要以人民幣計值，匯報貨幣為港幣，故此面臨外匯匯率波動風險。管理層會密切監控外匯風險並將淨風險維持在可接受水平，並將於必要時考慮對沖重大外匯風險。

### 內部監控

內部審計部被委派定期檢討本集團有關經營、財務及合規方面的內部監控系統，並向管理層報告審核檢討結果或不規範行為(如有)及就實施必要步驟及行動以提高本集團內部控制向彼等提供意見。內部審核檢討的結果及經協議之執行計劃乃向審核委員會及董事會匯報。

除檢討該等系統外，審核委員會亦已檢討本公司會計及財務匯報職能之資源、員工資格及經驗以及彼等之培訓計劃及預算之充足性並對此感到滿意。董事會知悉，管理層已逐步實施充分內部監控系統以確保本集團之營運、財務及合規範疇之有效運作，包括下列主要措施、政策及程序：

i. **財務報告管理：**

- 已建立適當的監控程序，確保全面、準確及適時記錄會計及管理資料；
- 定期為管理層編製收入及應收貸款賬齡的報告和內部財務報告，以提供本集團財務表現的持平及易於理解的評估；
- 每季度向全體董事提供內部財務報表的更新，以提供本集團表現、財務狀況及前景的持平及易於理解的評估，並具有充足詳情；及
- 外部核數師進行年度審核以保證綜合財務報表的編製符合公認會計準則、本集團的會計政策及適用法律及法規。



# Corporate Governance Report

## 企業管治報告

- ii. **the mechanism and procedures on disclosure of inside information** to ensure, with the assistance of an internal work team (if required), that any material information which comes to the knowledge of any one or more officers should be promptly identified, assessed and forwarded to the Board (if appropriate);
  - iii. **the policies and practices on compliance with legal and regulatory requirements** which shall be reviewed and monitored regularly by the Audit Committee designated by the Board;
  - iv. the Audit Committee designated by the Board to monitor, control and regularly review **continuing connected transactions** of the Company and ensure proper compliance with all relevant laws and regulations, the Listing Rules and the disclosure requirements; and
  - v. a **whistle-blowing policy** for employees of the Group and those who deal with the Group (e.g. customers and suppliers) to raise concerns, in confidence, about possible improprieties in financial reporting, internal control or other matters. The Group encourages reporting with real names and implements award policy if the reported suspicion is proved to be the case. Such arrangement will be reviewed by the Audit Committee to ensure that proper arrangement is in place for fair and independent investigation into the matters.
- ii. 內幕消息披露機制及程序，以在內部工作組（如需要）協助下，確保任何一名或多名高級人員得悉的任何重大資料須予及時識別、評估及提交（倘適用）董事會；
  - iii. 有關遵守法律及監管規定之政策與常規，由董事會委派之審核委員會定期檢討及監督；
  - iv. 由董事會委派之審核委員會監察、控制及定期檢討本公司之**持續關連交易**，確保妥為遵守一切相關法律及法規，上市規則以及披露規定；及
  - v. 設立**舉報政策**以讓本集團僱員及其他與本集團有往來者（如客戶及供應商）可暗中及保密的情況下就財務匯報、內部監控或其他事宜中的可能不當行為提出關注。鼓勵實名舉報，實行查實有獎政策。該等安排將由審核委員會檢討，確保有恰當安排就有關事項進行公平及獨立之調查。

The Board and the Audit Committee have reviewed the Group's systems for the year ended 31 December 2018 and are not aware of any significant issues that would have an adverse impact on the effectiveness and adequacy of the systems, accordingly consider the systems effective and adequate.

截至2018年12月31日止年度，董事會及審核委員會已審閱本集團之系統，亦並無知悉任何可能對本集團之該等系統的有效性及充足性產生不利影響的重大問題，故此認為該等系統有效及充足。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

This Report is prepared in accordance with the “Environmental, Social and Governance Reporting Guide” set out in Appendix 27 of the Listing Rules of the Stock Exchange. Following the disclosure of information regarding Environmental, Social and Governance (“ESG”) for the first time in 2016, the Group issued its ESG report for the third consecutive year, covering the policies, measures and performance regarding environmental, social and governance issues of the Group\*. During the year, the Group has complied with the “comply or explain” provisions set out in the “Environmental, Social and Governance Reporting Guide”.

### 1. ESG MANAGEMENT

The Group places great emphasis on ESG management. Through identifying the Group’s environmental, social and economic factors in a systematic manner, the Group establishes an effective management system and control procedures to achieve sustainable development of the Group and its stakeholders. In 2018, by continuously improving its communication methods with stakeholders, and analyzing the materiality of its ESG issues as required by the Stock Exchange, the Group strives to enhance the transparency of its operation and the satisfaction of stakeholders, such as the government, investors, customers, employees and partners.

本報告根據聯交所上市規則附錄二十七所載「環境、社會及管治報告指引」編製。繼2016年首次披露環境、社會及管治(ESG)信息後，本集團連續第三年發佈ESG報告，涵蓋本集團有關環境、社會及管治方面的政策、措施及表現\*。年內，本集團已遵守「環境、社會及管治報告指引」所載的「不遵守就解釋」條文。

### 1. ESG 管理

本集團高度重視ESG管理工作，通過系統識別集團在環境、社會及經濟各方面的影響要素，建立有效的管理體系及管控程序，以實現本集團及利益相關方的可持續發展。2018年，本集團持續完善與利益相關方的溝通方式，並根據聯交所要求進行ESG議題的重大性判定，致力於提升運營透明度，提高政府、投資者、客戶、員工和合作伙伴等利益相關方的滿意度。

\* The statistic scale of indicators in this report does not include Crabtree & Evelyn, except the total number of employees, the proportion of female employees, and the total workforce by gender, age group and geographical region.

\* 本報告統計範圍除僱員總數、女性員工佔比以及按性別、年齡組別及地區劃分的僱員總數，其他指標統計範圍均不含瑰柏翠。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### 1.1 ESG working group

The Group always insists on strengthening the management of the environmental, social and governance matters in the course of its development and operation, and establishes various environmental, social and governance related systems and an ESG working group to effectively manage the organization and planning, indicator management and performance evaluation of the Group's ESG matters.

### 1.1 ESG 工作小組

本集團在發展運營過程中始終堅持加強對環境、社會及管治事項的管理，建立多個與環境、社會及管治事項相關的制度並成立 ESG 工作小組對集團 ESG 事項的組織規劃、指標管理、績效考核等方面進行有效管理。



### 1.2 Communication with stakeholders

In order to fully understand the needs and expectations of stakeholders regarding the Group's economic, environmental and social sustainable development, the Group has identified its key stakeholders, established various communication methods to listen to feedbacks from stakeholders, and continued to improve the stakeholder engagement mechanism so as to strengthen the communication and interaction with stakeholders.

### 1.2 利益相關方溝通

為充分了解利益相關方對本集團經濟、環境、社會可持續發展的需求與期望，本集團識別出重要的利益相關方，並建立多種溝通渠道，傾聽各方聲音，不斷完善利益相關方參與機制，加強溝通和交流。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

Stakeholders 利益相關方	Requirements and expectations 需求與期望	Methods of communication and responses 溝通和回應方式
Government 政府	<ul style="list-style-type: none"> <li>— to comply with the laws and regulations</li> <li>— 遵守法律法規</li> <li>— to pay taxes in accordance with the laws</li> <li>— 依法納稅</li> <li>— support for economic development</li> <li>— 支持經濟發展</li> </ul>	<ul style="list-style-type: none"> <li>— compliance management</li> <li>— 合規管理</li> <li>— proactive tax payment</li> <li>— 主動納稅</li> <li>— to implement national policies</li> <li>— 執行國家政策</li> </ul>
Investors 投資者	<ul style="list-style-type: none"> <li>— returns and growth</li> <li>— 回報與增長</li> <li>— to enhance profitability</li> <li>— 提升盈利能力</li> <li>— stable operation</li> <li>— 穩健經營</li> <li>— information disclosure</li> <li>— 信息披露</li> </ul>	<ul style="list-style-type: none"> <li>— timely information disclosure on operation</li> <li>— 定時披露經營信息</li> <li>— general meetings</li> <li>— 股東大會</li> <li>— continuous growth</li> <li>— 持續增長</li> <li>— to guarantee shareholders' return</li> <li>— 保證股東回報</li> </ul>
Customers 客戶	<ul style="list-style-type: none"> <li>— provision of high-quality products and services</li> <li>— 提供高品質的產品和服務</li> <li>— to meet various needs of customers</li> <li>— 滿足客戶多元需求</li> <li>— to create value for customers</li> <li>— 為客戶創造價值</li> </ul>	<ul style="list-style-type: none"> <li>— innovative products</li> <li>— 創新產品</li> <li>— to guarantee quality of products</li> <li>— 保障產品質量</li> <li>— provision of diversified services</li> <li>— 提供多元化服務</li> <li>— customer satisfaction survey</li> <li>— 客戶滿意度調查</li> </ul>
Employees 員工	<ul style="list-style-type: none"> <li>— to protect employees' interests</li> <li>— 維護員工權益</li> <li>— established career path</li> <li>— 健全發展通道</li> <li>— to protect occupational health</li> <li>— 保障職業健康</li> <li>— work-life balance</li> <li>— 平衡工作生活</li> </ul>	<ul style="list-style-type: none"> <li>— remuneration payment in full and on time</li> <li>— 及時發放足額工資</li> <li>— to pay social insurances</li> <li>— 繳納社保</li> <li>— establishment of occupational health and safety management system</li> <li>— 建立職業健康安全管理体系</li> <li>— career development</li> <li>— 職業發展通道</li> <li>— staff training</li> <li>— 員工培訓</li> </ul>
Partners 合作夥伴	<ul style="list-style-type: none"> <li>— open, fair and equal procurement</li> <li>— 公開、公平、公正採購</li> <li>— fulfillment of contracts</li> <li>— 信守合約</li> <li>— sharing of experience</li> <li>— 經驗分享</li> </ul>	<ul style="list-style-type: none"> <li>— performance of contracts in accordance with the laws</li> <li>— 依法履行合同</li> <li>— open tender</li> <li>— 公開招標</li> <li>— to commence cooperation on projects</li> <li>— 開展項目合作</li> </ul>
Environment 環境	<ul style="list-style-type: none"> <li>— energy conservation and emission reduction</li> <li>— 節能減排</li> <li>— tackling climate change</li> <li>— 應對氣候變化</li> <li>— conservation of ecology</li> <li>— 保護生態</li> </ul>	<ul style="list-style-type: none"> <li>— management of emission</li> <li>— 管理排放物</li> <li>— enhancement of efficiency of resources and energy utilization</li> <li>— 提升資源和能源使用效率</li> <li>— participation in environment protection and public welfare activities</li> <li>— 參與環保公益</li> </ul>
Society and general public 社會和公眾	<ul style="list-style-type: none"> <li>— participation in community development</li> <li>— 參與社區發展</li> <li>— contribution to public welfare</li> <li>— 支持公益事業</li> <li>— environmental protection</li> <li>— 保護環境</li> </ul>	<ul style="list-style-type: none"> <li>— public welfare and charities</li> <li>— 公益慈善事業</li> <li>— volunteer services</li> <li>— 志願者服務</li> <li>— health and culture</li> <li>— 健康文化</li> </ul>



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### 1.3 Materiality analysis

To further determine the key areas of corporate environmental, social and governance practices and information disclosure and to enhance the relevance and responsiveness of the report, the Group identified ESG issues and performed materiality analysis according to the requirements of the “Environmental, Social and Governance Reporting Guide” of the Stock Exchange so as to ensure that the information disclosed in this report fully covered the key issues of concern to the development of the Group as well as the stakeholders.

### 1.3 重大性議題判定

為進一步明確企業環境、社會及管治實踐及信息披露的重點領域，提升報告的針對性與回應性，本集團依據聯交所《環境、社會及管治報告指引》要求，識別ESG議題並進行重大性判定，確保本報告披露的信息全面覆蓋本集團發展和利益相關方關注的重點議題。

Sources of issues  
議題來源

- Advice from management of the Group  
集團管理層建議
- Analysis and advice from internal and external experts  
內外部專家分析建議
- Multimedia information analysis  
多媒體信息分析
- Case studies conducted by domestic and foreign industry peers  
國內外同業對標研究
- “Environmental, Social and Governance Reporting Guide” of the Stock Exchange  
聯交所《環境、社會及管治報告指引》
- Guidelines on standards of social responsibilities  
社會責任標準指南

Selection criteria  
篩選標準

- Requirements under the “Environmental, Social and Governance Reporting Guide” of the Stock Exchange  
聯交所《環境、社會及管治報告指引》要求
- Contribution to sustainable development  
對可持續發展的貢獻
- General concerns of stakeholders  
利益相關方普遍關注
- To be in line with the strategic development of the Group  
符合集團戰略發展

The importance to the sustainable development of stakeholders  
對利益相關方可持續發展的重要性



The importance to the sustainable development of Nan Hai  
對南海可持續發展的重要性

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### 2. STABLE OPERATION

The Group principally engages in culture and media services, property development and enterprise cloud services, and develops news media business and innovative business steadily. The Group adheres to sustainable operation in compliance with laws and regulations, continuously improves its internal control and supervision and management systems, resolutely eliminates corruption, adopts effective measures to protect intellectual property, and improves customer service quality and supplier management.

#### The Group's awards in 2018:

- Dadi Cinema won the "Mall China New Value Award for Cross-industry Integration of Commercial Brands" from Mall China Golden Mall Development Committee
- CE Dongli won the "2017-2018 First Place in Market Share in the Enterprise Website Service Market in China" from ccidnet.com
- CE Dongli won the "Best IT Service SaaS Provider" from China SaaS Application Conference
- CE Dongli won the "2018 China Network Information Security Best Product Award" from China Network Information Security Summit
- CE Dongli won the "Best Presentation Award" from the 21st China Beijing International High-Tech Expo
- CE Dongli won the "Most Influential Network Marketing Service Provider" from the 4th Global Cross-border E-commerce Conference
- In 2018, HK01 won 34 news awards, including the "Awards for Editorial Excellence" from The Society of Publishers in Asia and Telly Awards in the USA and etc.

### 2. 穩健運營

本集團主要業務領域包括文化與傳播服務、房地產開發、企業雲服務等，並穩步佈局新聞傳播業務及創意商業等領域。本集團秉持可持續運營理念，堅持合法合規運營，不斷完善內部控制和監督管理體系，堅決杜絕貪污腐敗現象；採取有效措施保護知識產權，提升客戶服務質量，提高供應商管理水平。

#### 2018年本集團獲獎情況：

- 大地影院獲得中購聯購物中心發展委員會頒發的「中購聯中國商業品牌跨界融合新價值獎」
- 中企動力榮獲由賽迪網發佈的「2017-2018年度中國企業網站服務市場佔有率第一」
- 中企動力榮獲由中國SaaS應用大會頒發的「最佳IT服務SaaS服務商」
- 中企動力榮獲由中國網絡信息安全峰會頒發的「2018中國網絡信息安全最佳產品獎」
- 中企動力榮獲由第二十一屆中國北京國際科技產業博覽會頒發的「最佳展示獎」
- 中企動力榮獲由第四屆全球電子商務跨境大會頒發的「最具影響力網絡營銷服務商」
- 2018年香港01奪得34項新聞獎項，包括亞洲出版業協會《年度卓越新聞獎》及美國《Telly Awards》等

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### 2.1 Integrity and compliance in operation

The Group abides by the Company Law of the People's Republic of China (中華人民共和國公司法), the Listing Rules of the Stock Exchange and the local laws and regulations in which the Group operates, and requires all staff to strictly comply with relevant laws and regulations and achieve integrity and compliance in operation. The Group established a comprehensive internal control and management system and an internal audit system to define the responsibilities from the board of directors to specific internal control positions, developed an internal control and supervision mechanism from corporate level to various business process levels with a view to safeguard the lawful rights and interests of the Group and all shareholders, ensure compliance with laws and regulations when conducting operating activities, minimize the operational and management risks and effectively achieve the goals of the group companies.

The Group complies with the Law of the People's Republic of China Against Unfair Competition (中華人民共和國反不正當競爭法) to eliminate corruption such as bribery, extortion and money laundering. All subsidiaries strictly prohibit all kinds of corruption in its Staff Manual (員工手冊) and set up a complaint and whistle-blowing mechanism. In addition to regulating its employees' behavior, each subsidiary regularly organizes internal review, self-examination and self-correction works, conducts honesty and integrity education and training, and continuously enhances employees' awareness of anti-corruption to resist any form of corruptions such as commercial bribery and unfair competition.

In 2018, the Group had no corruption lawsuit.

### 2.2 Protection of intellectual property

The Group continuously strengthens the protection of intellectual property and respects others' intellectual property including patents, copyrights and trademarks. The Group strictly abides by the Patent Law of the People's Republic of China (中華人民共和國專利法) and standardizes the management of intellectual property protection, so as to prevent the loss, improper use, unauthorized disclosure and misappropriation of intellectual property in an effective manner.

- As for culture and media services segment, all subsidiaries clearly delegate the intellectual property protection and coordination works to functions and departments in charge and standardize the management of patents. Dadi Cinema developed the Regulations on the Management of Non-litigation Affairs of the Legal Department under Dadi Cinema (大地影院法務部非訴訟事務管理規定), which regulated the registration of trademarks, domain names and general-purpose websites and patent applications.

### 2.1 誠信合規運營

本集團遵守《中華人民共和國公司法》、聯交所《上市規則》以及運營地當地法律法規，要求員工嚴格遵守相關法律法規，依法誠信合規運營。集團擁有完善的內部控制管理體系，並建立了內部審計制度，明確了從董事會到具體內控崗位各層級的職責，制定了從公司到各業務流程層面的內部控制和監督機制，維護集團和全體股東的合法權益，確保經營活動合法合規，最大程度降低經營管理風險，更好地促進集團內公司各項目標的順利達成。

本集團遵守《中華人民共和國反不正當競爭法》，堅決杜絕任何賄賂、敲詐、洗錢等貪污腐敗行為。各附屬公司均在《員工手冊》中明確嚴禁各種貪污腐敗行為，並設立投訴舉報機制。除在制度中規範員工行為之外，各附屬公司定期組織內部審查、自查自糾工作，開展廉潔誠信教育培訓，不斷鞏固員工反腐敗思想意識，抵制商業賄賂和不正当竞争等各種貪污腐敗現象。

2018年，本集團未發生貪污訴訟案件。

### 2.2 保護知識產權

本集團不斷加強知識產權保護工作，尊重他人的專利權、著作權和商標權等知識產權，嚴格遵守《中華人民共和國專利法》，對知識產權保護進行規範管理，有效防止知識產權的遺失、非正常使用、非授權洩露及盜用。

- 在文化與傳播服務領域，各附屬公司明確了知識產權保護歸口和協調部門，對專利業務統一規範化管理。大地影院制定了《大地影院法務部非訴訟事務管理規定》，規範商標、域名、通用網址的註冊、專利申請等流程。

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- As for property development segment, Nan Hai Development included specific terms in its contracts to clarify the ownership of intellectual property.
- As for enterprise cloud services segment, CE Dongli formulated the Intellectual Property Management System (知識產權管理制度), which strictly regulated the registration of patents, copyrights, trademarks and domain names, and protected its intellectual property through various measures including monitoring, complaints and suggestions and litigations. CE Dongli also had a reward system in place to provide rewards to the research and development (R&D) team for active innovation and obtaining patents, which also became an important basis for promotion.

In 2018, the Group applied for 20 patents and was granted 11 patents.

### 2.3 Enhancement of customer services

By continuously implementing its business diversification strategy, each business segment is committed to improve service quality based on the characteristics of its own customers. Meanwhile, each business segment also actively provides various customized services, improves the after-sales service system; takes effective measures to protect customer information and privacy, and prevents illegal use, disclosure and abuse of information. In 2018, the number of complaints from the Group's customers was 3,414. The percentage of customer complaints addressed was 98% and the customer service satisfaction was 98%.

- As for culture and media services segment, the Group's cinemas provided membership services for its consumers, and set up customer service hotlines to collect feedbacks from customers and address their complaints. In addition, in 2018, the Group's cinemas gradually replaced its ordinary projectors with laser projectors to improve the overall quality of the projected image and significantly enhance the consumer's viewing experience.
- As for property development segment, the subsidiaries engaging in property development established a standard property service system, provided 24-hour housekeeping services for its customers, formulated the Property Housekeeping Service Standard (房地產管家服務標準) and achieved a percentage of 100% for customer complaints addressed. It also put great emphasis on protecting customer privacy and strictly controlled the management and use of customers' information.

- 在房地產開發領域，南海發展在合同中設立專門條款特別明確知識產權歸屬。

- 在企業雲服務領域，中企動力制定《知識產權管理制度》，對專利、著作權、商標、域名註冊等嚴格規範管理，通過監測、投訴建議、法院訴訟等多種途徑維護知識產權，並設置獎勵制度，針對積極創新並取得專利的研發團隊給予獎勵，並作為員工晉升的重要依據。

2018年，本集團共申請專利20項，專利授權11項。

### 2.3 提升客戶服務

本集團持續推進業務多元化戰略，各業務板塊針對各自客戶類型特點，不斷提升服務品質。同時，各業務板塊積極開展各種定制化服務，完善售後服務體系；採取有效措施保護客戶信息及隱私安全，防止信息的非法使用、洩露和濫用。2018年，集團客戶投訴量3,414件，客戶投訴辦結率98%，客戶服務滿意度98%。

- 在文化與傳播服務領域，本集團影院為消費者提供會員服務，設置客服熱線，及時聽取客戶意見、解決客戶投訴。此外，2018年本集團影院開始將普通放映機逐步改為激光放映機，全方位提高影片放映品質，顯著提升了消費者的觀影體驗。
- 在房地產開發領域，旗下物業公司建立了物業服務標準體系，為客戶設置24小時管家服務，制定了《房地產管家服務標準》，對客戶投訴進行100%回訪，注重保護客戶隱私，對客戶資料的管理和使用設置了嚴格的權限。



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- As for enterprise cloud services segment, CE Dongli launched an online membership system to improve its service efficiency. In order to assist its customers in adapting to the new online system, CE Dongli set up a housekeeping department and assigned one-to-one exclusive housekeeper for each customer.
- As for news media business segment, in 2018, HK01, as an internet new media enterprise, added various functions to provide practical information such as weather, transportation and food delivery platform, which offers convenience for its users daily life. In addition, HK01 assigned designated personnel to review all comments updated on its platform and filter illegal information and spams to provide a healthy network environment.
- 在企業雲服務領域，中企動力啟動線上會員中心系統以提升服務效率。為幫助客戶更快適應新的線上系統，公司成立了管家部門，為每個客戶設置了一對一專屬管家。
- 在新聞傳播業務領域，香港01作為互聯網新媒體企業，2018年新增了諸如天氣、交通、外賣平台等多項實用生活資訊功能，為用戶日常生活提供各種便利。此外，香港01設置了專人審核平台上傳信息，過濾違法信息和垃圾廣告，淨化網絡環境。

### 2.4 Strengthening supply chain management

The Group strictly complies with the Law of the People's Republic of China on Bid Invitation and Bidding (中華人民共和國招標投標法), Implementing Regulations on the Law of the People's Republic of China on Bid Invitation and Bidding (中華人民共和國招標投標實施條例) and the local laws and regulations in which the Group operates, and continues to strengthen supply chain management. Each business segment strictly manages its own suppliers and communicates with them on a regular basis, monitors their product and service quality, as well as identify, monitor and manage risks and opportunities in the supply chain.

- As for culture and media services segment, our suppliers include projector, server, screen and food and beverage providers. The Group's cinemas formulated relevant procurement systems, such as the Tendering and Procurement Management System (招標採購管理制度), which regulated the procedures of tendering and procurement, the departments in charge, supplier qualification review and procurement management to ensure open, fair and equal tendering and procurement. Oristar developed the Supplier Management Handbook (供應商管理手冊), which regulated the procedures of supplier management, established a list of qualified suppliers and evaluated its suppliers on a regular basis to reduce the risks in the supply chain.

### 2.4 強化供應鏈管理

本集團嚴格遵守《中華人民共和國招標投標法》、《中華人民共和國招標投標實施條例》以及運營地當地相關法律法規，持續強化供應鏈管理。各業務板塊對各自供應商進行嚴格管理，定期和供應商溝通，監督供應商產品和服務質量，識別、監測和管理供應鏈中的風險和機會。

- 在文化與傳播服務領域，涉及的供應商包括放映機、服務器、屏幕以及食品飲料提供方等。本集團影院制定《招標採購管理制度》等採購相關管理辦法，規定了招標採購的流程、負責部門、供應商資格審查、採購紀律等，確保招標採購的公開、公平、公正。辰星科技制定《供應商管理手冊》規範供應商管理流程，建立合格供應商名錄，定期開展供應商評審，降低供應鏈風險。

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- As for property development segment, our suppliers include construction engineering, equipment installation and decoration design service providers. Nan Hai Development formulated its own supplier management policies and supplier assessment procedures to ensure product and service quality. It also required its suppliers to sign honesty and integrity agreements to ensure compliance with laws and regulations and to eliminate any form of corruptions during the procurement process.
- As for enterprise cloud services segment, our suppliers include server, network equipment and spare part as well as computer providers. CE Dongli developed the Procurement Management System (採購管理制度) based on the principle of centralized management and planning, which clearly defined the responsibilities of each relevant department, stipulated the form, method and scope of procurement, clarified the development and evaluation procedures of suppliers, and established a list of qualified suppliers to ensure the procurement quality as well as improve procurement efficiency.
- 在房地產開發領域，涉及的供應商包括建築工程、設備安裝、裝飾設計服務提供方等。南海發展制定供應商管理政策以及供應商審核流程，確保產品和服務質量，並要求供應商簽署廉潔協議，確保採購過程的合法合規，杜絕採購過程中徇私舞弊行為的發生。
- 在企業雲服務領域，涉及的供應商包括服務器、網絡設備及配件、電腦提供方等。中企動力制定《採購管理制度》，採用統一管理、集中規劃的原則，明確各個相關部門的管理職責，規定採購形式、方式及範圍，對供應商開發和評審作出明確規定，建立合格供應商名錄，保證採購質量，提高採購效率。

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### 3. NURTURING TALENTS

Regarding its employees as the major driving forces for sustainable development of the Company, the Group upholds the people-oriented principle, protects the lawful rights and interests of employees, focuses on the development of employees by broadening their career development and building a talent pool, and cares about employees' lives by creating a good working environment, promoting work-life balance and fostering employee motivation.

#### 3.1 Protecting the lawful rights and interests of employees

The Group strictly complies with the national laws and regulations, such as the Labour Law of the People's Republic of China (中華人民共和國勞動法) and Labour Contract Law of the People's Republic of China (中華人民共和國勞動合同法), and signs labour contracts with all employees to avoid child and forced labour. The Group formulated and executed the Human Resources Planning and Recruitment Management Regulations (人力資源規劃與招聘管理規定) with an aim to prevent any form of discrimination against any employee on their gender, ethnicity, religion and age during recruitment, compensation, training and promotion. As of 31 December 2018, the Group had 21,745 employees, of which female employees accounted for 51.33%.

Each subsidiary of the Group formulated its Staff Manual (員工手冊), Performance Management System (績效管理), Human Resources System (人事制度) and Evaluation Management System (考勤管理制度) based on their own business characteristics, which stipulated the requirements on employee management, compensation, rest periods and welfare, performance and promotion, incentive schemes, dismissal, working hours and diversity to protect employees' rights and interests and create an equal and harmonious working environment. Furthermore, the Group had a well-established compliant and communication channel for its employees and established a mailbox to collect and respond to feedbacks and suggestions from its employees in a timely manner.

### 3. 培養人才

本集團視員工為推動公司可持續發展的主要動力，堅持以人為本，保障員工合法權益；關注員工成長，為員工提供廣闊的職業發展平台，打造人才隊伍；關愛員工生活，為員工創造良好的工作環境，促進工作與生活平衡，激發員工活力。

#### 3.1 保障員工合法權益

本集團嚴格遵守《中華人民共和國勞動法》及《中華人民共和國勞動合同法》等國家法律法規，與所有員工簽訂勞動合同，禁止僱傭童工以及禁止強制勞工。集團制定並執行《人力資源規劃與招聘管理規定》等規章制度，堅決杜絕在招聘、薪酬、培訓、晉升等事宜上一切形式的性別、民族、宗教、年齡等歧視。截至2018年12月31日，本集團擁有員工21,745人，其中女性員工佔比51.33%。

本集團各附屬公司針對自身業務特點制定了《員工手冊》、《績效管理》、《人事制度》、《考勤管理制度》等規章制度，對員工的僱傭管理、薪酬、休假福利、績效與晉升、激勵計劃、解僱、工作時數、鼓勵多元化等相關事宜作出規定，保障員工權益，為員工創造平等和諧的僱傭環境。此外，本集團建立了完善的員工申訴與溝通渠道，設立員工溝通郵箱，積極傾聽員工意見與建議並及時反饋。

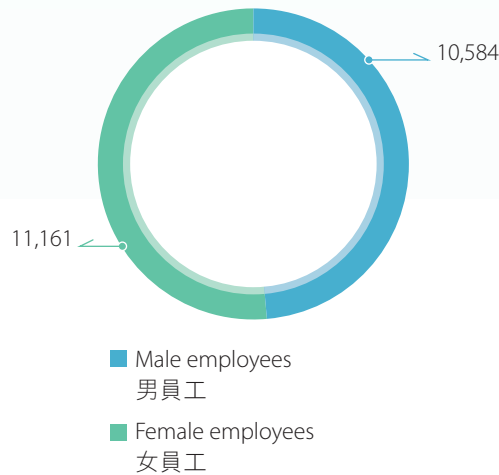
# Environmental, Social and Governance Report

## 環境、社會及管治報告

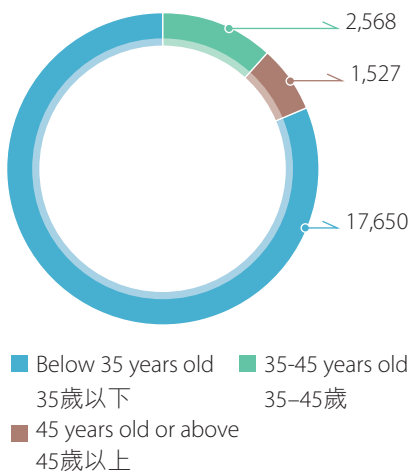
Total workforce by gender, age group and geographical region

按性別、年齡組別及地區劃分的僱員總數

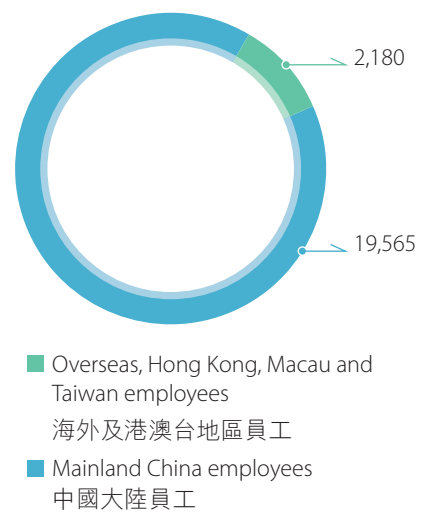
**Number of employees by gender**  
(Unit: person)  
按性別劃分的員工人數  
(單位：人)



**Number of employees by age**  
(Unit: person)  
按年齡劃分的員工人數  
(單位：人)



**Number of employees by geographical region**  
(Unit: person)  
按地區劃分的員工人數  
(單位：人)





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### 3.2 Attracting talents

The Group attaches great importance to attracting talents and is committed to recruiting employees in a lawful and efficient manner. Adhering to the principles of openness, equality and anti-discrimination, the Group requires employing new employees who are above the minimum legal working age. At the same time, the Group adopt diversified recruitment methods including recruitment of management trainees, internal referral, campus recruitment and general recruitment to attract professionals and talents in various fields.

### 3.2 吸引優秀人才

本集團重視人才引進，致力於招聘工作的合規與高效，堅持公開平等原則和反歧視原則，明確要求錄用新員工必須達到法定的最低就業年齡。同時，本集團積極運用管培生招聘、內部推薦、校園招聘和社會招聘等多元化招聘方式，吸引各領域專業性人才。

#### Case: Recruitment of management trainees under the “Dolphin Trainees Program” (海豚計劃)

##### 案例：「海豚計劃」管培生招聘

In 2018, the Group launched the “Dolphin Trainees Program” to recruit management trainees, aiming to select self-motivated talents with innovative thinking and development and leadership potentials among fresh graduates in accordance with its talent selection standards and strict recruitment process, and nurture them as core members for all business segments of the Company. By organizing different activities such as learning through educational games, meetings with senior management and sharing from professionals, the “Dolphin Trainees Program” managed to find the strengths of candidates in a relaxing and entertaining atmosphere, identify suitable positions for them and recruit high caliber talents. The “Dolphin Trainees Program” also provided customized training programs for management trainees, thereby allowing the management trainees to adjust their career path any time based on their own professional development. By participating in the job rotation programs throughout the Group, the management trainees not only had the chances to acquire knowledge and skills in their original departments, but also get familiar with the duties of each segment of the Group and have opportunities to join overseas training programs.

In 2018, the Group held 12 presentations and interviews in various universities and colleges in Beijing, Xi’an, Wuhan, Shanghai, Chengdu and Shenzhen, which successfully attracted a number of students and received favorable comments.

2018年本集團組織開展「海豚計劃」管培生招聘，旨在按照統一的人才標準和嚴格的招聘流程設定，在應屆生中選拔具有創新自驅動力、發展潛力和領導潛質的優秀人才，並將其培養成為公司各個領域的核心骨幹。「海豚計劃」通過開展益智類遊戲、高管會面以及大咖分享等多元活動，在娛樂輕鬆的氛圍中發現應聘者所長，辨別其適合的崗位，吸納優秀人才。「海豚計劃」為管培生提供定制化培養方案，隨時根據他們的自身職業發展特點調整其成長路徑。管培生將進行橫向縱向的多維度輪崗，不僅在崗位所屬部門內部學習，更會接觸到集團各板塊總部職責，並有機會獲得海外培養資格。

2018年集團分別在北京、西安、武漢、上海、成都、深圳等城市高校舉辦了12場精品宣講會與面試活動，吸引了學生的踴躍參與，獲得廣泛好評。



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### 3.3 Promoting employees' career development

Each subsidiary of the Group emphasizes on employees' career development and provides diversified career development platform. By developing the Human Resources Planning and Recruitment Management Regulations (人力資源規劃與招聘管理規定), Human Resources Management System (人力資源管理制度) and General Promotion and Approval Reference Documents (常用人員晉升審批參考文件), the Group established an advanced and rational human resources management system and provided clear promotion paths for its employees. The Group regularly evaluate and promote our employees based on their positions, performance appraisal results and recommendations from their supervisors.

With a well-established training system in place, each subsidiary of the Group developed and implemented the Management System on Trainings (培訓管理制度) to standardize the process of training and management. Covering all aspects and emphasizing on key areas, such system provided comprehensive or professional trainings for employees of different positions and levels to achieve self-development.

By organizing induction trainings for new employees and trainings for executives and the management, the Group's headquarters provided specific training programs for employees of different levels, invited industry professionals to share up-to-date knowledge and helped employees to achieve personal growth. Meanwhile, the subsidiaries under each business segment launched training programs based on their own business characteristics. For instance, as for enterprise cloud services segment, CE Dongli provided trainings for its sales team, back office and headquarters construction team to strengthen their business capabilities. CE Dongli also provided management training programs for middle-level staff in the R&D team and management skill training programs for business managers to strengthen their business capabilities and lay a solid foundation for their future development.

### 3.3 促進員工職業發展

本集團各附屬公司高度重視員工職業發展，提供多元化的職業發展平台，制定了《人力資源規劃與招聘管理規定》、《人力資源管理制度》、《常用人員晉升審批參考文件》等政策制度，以構築先進合理的人力資源管理體系，明確員工晉升途徑。本集團定期根據員工任職崗位、績效考評及領導認可程度等方面對員工表現進行評定，進行合理晉升。

本集團各附屬公司構建完善的培訓體系，制定並貫徹《培訓管理制度》等制度規定，規範培訓管理流程，以全面覆蓋、重點突出為原則，針對不同崗位、不同級別的員工提供綜合性或專業性的培訓課程，幫助員工實現自身發展。

集團總部通過新員工入職培訓、統管幹部培訓、集團管理層培訓等，為不同級別的員工安排針對性的培訓機會，並積極邀請行業大咖分享行業前沿知識，助力員工個人成長。同時，各業務板塊附屬公司基於自身業務特色，積極開展各類員工培訓活動。例如，在企業雲服務領域，中企動力通過開展銷售團隊培訓、支持崗位培訓和總部建設培訓等，加強各崗位業務能力；通過開展研發體系中層幹部管理課程培訓、商務經理層級的管理技能培訓集訓等，加強各級別員工的業務能力，為員工發展奠定基石。

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## 環境、社會及管治報告

### Case: Nan Hai organized industry professionals sharing lectures

案例：南海開展行業大咖講座

In 2018, the Group organized a series of sharing lectures from professionals by inviting internal and external industry elites to share the industry knowledge and up-to-date developments so as to promote information exchange within and outside the Group and expand the strategic horizons of its employees. Li Huailiang, the head of Humanities and Social Sciences Department (人文社科學部部長) and Dean of the School of Political Science and Law (政法學院院長) of the Communication University of China, shared his views on the development trends in international film market. Yu Pun Hoi, the chairman of Nan Hai, gave a talk on the "Relationships between Different Times and Enterprises" (時代發展與企業的關係).

2018年集團開展大咖分享系列講座，邀請內外部行業精英分享行業知識與前沿動態，促進集團對內、對外溝通交流，開拓員工的戰略視野。中國傳媒大學人文社科學部部長兼政法學院院長李懷亮分享了國際電影市場動態；南海董事長于品海進行了題為「時代發展與企業的關係」的主題講座。



### Case: Nan Hai organized Mentorship Program (伙伴計劃)

案例：南海組織「伙伴計劃」活動

To help new employees quickly adapt to the working environment, the Group's headquarters launched a Mentorship Program by assigning suitable experienced employees to act as the mentors of new employees at induction based on their job duties. The Mentorship Program effectively assisted new employees to quickly adapt to the Company's atmosphere and get familiar with their jobs, thereby creating a warm and respectful working environment for sharing and growing together.

為幫助新員工快速融入工作環境，集團總部開展了「伙伴計劃」活動，基於每一位新入職員工的崗位職責匹配最佳的有經驗的員工成為其入職伙伴。「伙伴計劃」有效地幫助新員工快速適應公司氛圍並熟悉工作崗位，並營造了「有溫度、受尊重、樂分享、共成長」的組織氛圍。



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### 3.4 Maintaining employees' health

The Group places great emphasis on employees' occupational health and safety and complies with the Law of the People's Republic of China on Work Safety (安全生產法) and the Law of the People's Republic of China on Prevention and Control of Occupational Diseases (職業病防治法). In addition to paying social insurances in a timely manner, the Group offers supplemental medical insurance and arranges health checkups for its employees every year. As for culture and media services segment, the cinemas under each subsidiary provided its staff with insurance and each department established its own safety management system and required its staff to strictly abide by the staff operation manual. Furthermore, each cinema holds a scheduled firefighting conference every month and organizes fire drills and safety tests every year to avoid any incident such as fire accident. As for property development segment, each subsidiary formulated and adhered to its Staff Manual, which stipulated that all employees must observe the labour disciplines during their work, implement safety production systems and follow operation regulations, obey the orders from management, properly wear and use personal protective equipment, and promptly stop any non-compliance event, so as to achieve safe operation and production.

The Group values the rights and health of female employees by providing maternity leaves and breastfeeding leaves and distributing gifts and cash to female employees on Women's Day to show concern and care for them.

In 2018, there were no work-related fatalities and the number of lost days due to work injury was 381 days.

### 3.5 Caring about employees' life

The Group pays attention to the physical and mental health of employees and promotes work-life balance. The Group also organizes various cultural and recreational activities to encourage healthy work-life balance for employees.

- The Group's headquarters organized spring trips, outreach trainings, annual dinners and special festive events on a regular basis.
- As for culture and media services segment, the Group's cinemas established a badminton team and provided sports ground for employees. Each cinema also conducted outreach trainings to encourage employees to do exercises and build a strong team spirit.

### 3.4 守護員工健康

本集團高度重視員工工作健康與安全，遵守《安全生產法》及《職業病防治法》等法律法規，在為員工按時繳納社保之外，還為員工提供醫療補充保險，並每年為員工安排體檢。在文化與傳播服務領域，各附屬公司旗下影院為工作人員提供保險，各個部門建立自身安全管理體系，要求員工嚴格遵守影院工作人員操作手冊。此外，各影院每月按期召開消防大會，每年舉辦防火演習、安全檢測，從源頭杜絕火災等危險事故的發生。在房地產開發領域，各附屬公司制定並遵守《員工手冊》，手冊明確了員工工作期間必須遵守的勞動紀律，認真執行安全生產規章制度和操作規程，服從管理，正確佩戴和使用勞動防護用品，並及時阻止他人違章作業，將安全作業、安全生產落到實處。

本集團重視女性員工權益與健康，為女性員工提供產假和哺乳假，在婦女節當日為女性員工發放禮品、禮金，將女性員工關愛落到實處。

2018年，未發生因工作關係死亡時間，工傷損失工作日381天。

### 3.5 關愛員工生活

本集團關注員工身心健康，倡導勞逸結合的工作方式，積極開展豐富多彩的文體活動，平衡員工的工作與生活，倡導健康的生活方式。

- 集團總部定期組織春游、拓展訓練、年會、以及針對各種節日的特色活動等。
- 在文化與傳播服務領域，本集團影院組建羽毛球隊，為員工提供運動場地，並以影院為單位開展拓展訓練活動，倡導員工進行體育鍛煉，培養團隊意識。



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## 環境、社會及管治報告

- As for property development segment, each subsidiary held athletic games to encourage employees to do exercises and enhance team cohesion.
- As for enterprise cloud services segment, CE Dongli organized various festive events, such as the Mother's Day Essay Competition (母親節有獎徵文活動), 1024 Programmer's Day (1024程序員節), to enrich employees' life and create a good working atmosphere.
- 在房地產開發領域，各附屬公司積極開展趣味運動會，鼓勵員工加強鍛煉，活動同時也能提高團隊凝聚力。
- 在企業雲服務領域，中企動力組織多樣的節日活動，例如母親節有獎徵文活動、「1024程序員節」等，豐富員工生活，營造良好的工作氛圍。



**Flower arrangement course for Chung Yeung Festival held at the Group's headquarters**  
集團總部重陽節插花教學活動

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Case: Nan Hai Development held the 5th Nan Hai Cup Group Badminton Game (Free and Fun Game)

案例：南海發展舉辦第五屆「南海杯」團體羽毛球賽暨「自由趣」運動會

In December 2018, Nan Hai Development under the Group's property development segment held the 5th Nan Hai Cup Group Badminton Game (Free and Fun Game). The employees of the property development segment actively participated in such event. Promoting the spirit of competition and teamwork, each participating team shows their enthusiasm and youthfulness with their wisdom and sweat.

2018年12月，本集團旗下房地產領域南海發展舉辦了第五屆「南海杯」團體羽毛球賽暨「自由趣」運動會，房地產領域各公司員工積極參與，各個參賽隊伍弘揚競技精神、注重團隊合作，用自己的智慧和汗水，在賽場上展現出拼搏精神和青春熱情。



**Free and Fun Games**  
自由趣運動會

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### 4. PRACTICING ENVIRONMENTAL PROTECTION

Adhering to the concept of sustainable business development, the Group pays attention to green development, environmental protection and energy conservation practices, and actively seeks for environmental protection and energy conservation measures for its construction projects. While promoting green development in the industry, the Group also strictly abides by the relevant environmental laws and regulations, advocates green operations, focuses on energy conservation and emissions reduction, carries out waste disposal in compliance with laws and regulations and fulfills its environmental responsibilities.

#### 4.1 Actively promoting the development of green buildings

As one of the core business segments of the Group, the subsidiaries engaging in property development continued to explore the green building sector, design and develop green building products, and share its green building experiences with industry peers, so as to create a harmonious living environment for both people and nature.

### 4. 踐行環保

本集團踐行可持續的經營發展理念，注重綠色開發、環保節能的實踐，積極探索建築項目的環保節能辦法，在推動行業綠色發展的同時，嚴格遵守環境相關法律法規，倡導綠色運營，踐行節能減排，合規處置廢棄物，履行環境責任。

#### 4.1 積極推動綠色建築發展

作為本集團核心業務領域，房地產板塊子公司在綠色建築領域不斷探索，設計開發綠色建築產品，並積極將綠色建築經驗與同行企業交流分享，打造人與自然和諧相處的居住環境。

#### Case: Nan Hai Development designed and developed "Free Man Garden" eco-community project

案例：南海發展設計開發「自由人花園」，打造綠色生態小區

In 2018, Nan Hai Development completed the construction of "Free Man Garden" with an aim to achieve low-carbon greening as well as energy conservation and environmental protection. The greatest features of the project include following the biological organization in nature, achieving organic integration of space through multi-level network design, maximizing the rational use of space, meeting the needs of occupants in terms of living, work, leisure and learning, and reducing the use of resources. The project has various advantages in terms of design, construction technology, irrigation technology, safety and sustainability. By adopting water-saving passive irrigation technology, coupled with drip irrigation and rainwater harvesting, the project conserves water sources through green plants and completes the ecological cycle of water, thereby saving 60% of water as compared to the traditional drip irrigation method. The buildings are all equipped with wall insulation materials and provide environmentally-friendly residential flats. As one of the major features, the vertical greening facade of the buildings not only beautifies the environment, but also contributes to noise reduction, dust removal, energy saving and cooling, thus creating a livable, beautiful and comfortable living environment for the residents.

In 2018, the stereoscopic greening project of "Free Man Garden" was awarded the "Stereoscopic Greening Demonstration Project in China and Singapore" (中國·新加坡立體綠化合作示範項目) by China Green Building Council, Singapore Green Building Council and Singapore Building & Construction Authority at the Stereoscopic Greening Conference for Tropical and Subtropical Regions (SGC), with a view to effectively promote green building industry development.

2018年，南海發展以低碳綠化、節能環保為目標，完成自由人花園小區建設。該小區仿照自然界生物組織形式，通過多層次網絡設計將空間有機結合，最大限度合理利用空間，滿足居住者生活、工作、休閒、學習等多重需求的同時，減少資源使用。該工程在方案設計、施工技術、澆灌技術、安全性和可持續性等幾方面具有諸多優點：採用節水型被動式灌溉技術，結合滴灌與雨水收集，通過綠色植物涵養水源，實現水的生態循環，從而達到了相較傳統滴灌方式省水60%的效果。樓宇全部採用牆體保溫材料進行隔熱，打造環保型住宅，樓宇外立面以垂直綠化作為主要元素進行營造，不僅美化了小區景觀，也起到降噪除塵、節能降溫的作用，為小區居民打造宜居、美居、安居的生活居住環境。

自由人花園立體綠化工程在2018年熱帶及亞熱帶地區立體綠化大會(SGC)上被中國綠色建築委員會、新加坡綠色建築委員會和新加坡建設局共同授予「中國·新加坡立體綠化合作示範項目」，有力地推動了綠色建築行業的發展。



# Environmental, Social and Governance Report 環境、社會及管治報告

Case: Nan Hai Development designed and developed “Free Man Garden” eco-community project

案例：南海發展設計開發「自由人花園」，打造綠色生態小區





# Environmental, Social and Governance Report

## 環境、社會及管治報告

### 4.2 Improving energy efficiency and resource utilization

The Group attaches great importance to energy and resource conservation, promotes green office, and continuously strengthens its control over the use of energy such as electricity, gasoline and natural gas as well as other resources such as water and paper. As a result, the Group achieved remarkable results in reducing energy and resources consumption and improving utilization. In 2018, the Group's comprehensive energy consumption was 28,536.79 tonnes of standard coal; the comprehensive energy consumption intensity was 0.018 tonnes of standard coal per HK\$10,000; the greenhouse gas emissions was 150,737.88 tonnes of CO<sub>2</sub>e; and the greenhouse gas emission intensity was 0.094 tonnes of CO<sub>2</sub>e per HK\$10,000.

- In 2018, Sino-i Campus, in which the Group's office in Beijing operates, added frequency converters to its central air conditioners to improve the efficiency and reduce power consumption. Meanwhile, it also monitored the water resources on a daily basis to address leakage issues in a timely manner. In addition, in 2018, the Group's headquarters carried out overall maintenance on the facade of its buildings, and used high-quality exterior wall insulation materials to enhance facade insulation and reduce energy waste.
- As for culture and media services segment, the Group's cinemas actively promote the use of e-tickets and no printed ticket is required for audience admission. In daily work, it requires its staff to set black and white as default on all printers and encourages them to print in double-sided. Human Resources related works such as attendance, leave application and overtime work are all processed through mobile app. The use of video conferencing to reduce unnecessary travels are also encouraged. Furthermore, the Group's cinemas offer shuttle buses for their headquarters staff and provides transportation subsidies for their staff to encourage the use of public transport to and from work.

### 4.2 提升能源及資源使用效率

本集團重視能源和資源節約，踐行綠色辦公，不斷加強對電、汽油和天然氣等能源以及水、辦公用紙等資源使用的管控，在降低能源資源消耗和提高利用效率方面取得明顯成效。2018年，本集團綜合能源消耗量為28,536.79噸標煤，綜合能源消耗密度為0.018噸標煤／萬港元；溫室氣體排放量為150,737.88噸二氧化碳當量，溫室氣體排放量密度為0.094噸二氧化碳當量／萬港元。

- 2018年集團北京辦公場所數碼莊園為中央空調添置變頻器以提高空調使用效率，從而降低耗電量，同時對水資源進行每日監控，及時解決跑冒滴漏問題。此外，2018年集團總部對辦公樓外牆進行整體維修，選取優質外牆保溫材料以增強辦公樓牆體保溫效果，減少能源浪費。
- 在文化與傳播服務領域，本集團影院積極推行電子票，觀眾購票後無需打印紙質票即可觀影。在日常辦公中，要求辦公室打印機默認黑白打印，並提倡二次利用單面打印紙；員工考勤、請休假、加班等人事工作均通過手機APP實現；鼓勵使用視頻電話會議，減少不必要的差旅。此外，本集團影院為員工配備通勤班車，並以交通補貼形式鼓勵員工通勤時使用公共交通工具。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

- As for property development segment, Nan Hai Development obtained ISO14001:2004 environmental management system certification, established a sound environmental management system and energy management system, and formed a standardized and integrated energy and resources management system, so as to strictly control the use of water, electricity, gasoline and materials. Nan Hai Development formulated the 2018 Office Resources Management Initiatives and Measures (2018年辦公資源管理措施及辦法), which required adopting paperless office, regular inspection of the operation of water and electricity equipment in the office, making full use of natural lighting and reducing power consumption. Nan Hai Development introduced new technologies to reduce energy and resources consumption. For example, its properties in Shenzhen introduced a drip irrigation control system to save water. Its properties in Guangzhou installed a power carrier lighting control system for its underground garages which automatically adjusted the brightness of the lightings according to motions and reduced the brightness when idle, thus effectively saving electricity consumed by garages.
- As for enterprise cloud services segment, in 2018, CE Dongli relocated its server room from Guangzhou to Beijing. The new server room is equipped with cloud servers, which greatly reduces the number of the servers as compared to traditional datacenters and significantly reduces energy consumption.
- 在房地產開發領域，南海發展通過了ISO14001：2004環境管理體系認證，建立了完善的環境管理體系和能源管理體系，形成一套規範完整的能源及資源管理制度，對用水、用電、汽油和材料的使用嚴格控制。南海發展制定了《2018年辦公資源管理措施及辦法》，要求實行無紙化辦公、定期檢查辦公場所用水用電設備運行情況，充分利用自然採光，減少耗電。南海發展引入各種新技術降低能源和資源消耗。例如，旗下深圳物業引入滴灌配合控制系統節約小區內綠化用水；旗下廣州物業為小區地下車庫配備電力載波燈光控制系統，根據人員活動情況自動調節燈光亮度，在無人時調暗燈光亮度，有效節約車庫照明用電。
- 在企業雲服務領域，2018年中企動力將廣州機房搬遷至北京，新機房使用雲服務器，相比傳統機房大量減少服務器的投入，從而大幅降低能耗。

### Case: Sino-i Campus introduced air energy equipment to reduce steam consumption

案例：數碼莊園引入空氣能設備，減少蒸汽使用量

In 2018, Sino-i Campus installed air energy equipment in the bathroom of its fitness center to provide steam during non-central heating period from March to November. The air energy equipment converts the heat energy in the air to heat up tap water. The heated hot water stored in the water tank of the bathroom is available for use around the clock. This air energy equipment with remarkable energy conservation effects consumes only electricity without using a large amount of purchased steam.

2018年數碼莊園為健身中心浴室安裝空氣能設備，用於在3月—11月的非集中供暖時期為浴室提供蒸汽。空氣能設備通過將空氣中的熱能與自來水進行熱能轉換加溫，加熱後的熱水儲存於水箱中供浴室每天24小時使用，空氣能設備僅消耗電能，避免了大量外購蒸汽的使用，具有顯著的節能效應。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### The Group's energy and resources consumption in 2018 2018年本集團能源和資源消耗量

Indicators 指標	Unit 單位	Consumption 消耗量
Total electricity consumption 總用電量	kWh 千瓦時	226,395,818.09
Total electricity consumption intensity 總用電量密度	kWh/HK\$10,000 千瓦時/萬港元	141.85
Municipal water consumption 市政用水量	tonnes 噸	1,272,941.09
Municipal water consumption intensity 市政用水量密度	tonnes/HK\$10,000 噸/萬港元	0.798
Reclaimed water consumption 中水使用量	tonnes 噸	20,199
Gasoline consumption 汽油使用量	tonnes 噸	89.53
Natural gas consumption 天然氣使用量	cubic meters 立方米	4,709.20
Outsourcing heat consumption 外購蒸汽使用量	tonnes 噸	4,469.31

### The Group Cinemas' packaging material purchase volume in 2018 2018年本集團影院包裝材料採購量

Indicators 指標	Purchase volume (piece) 採購量(個)
Food packaging box <sup>1</sup> 食品包裝盒 <sup>1</sup>	340,927
Drink cup <sup>2</sup> 飲料杯 <sup>2</sup>	591,297
Drink cup lid <sup>3</sup> 飲料杯杯蓋 <sup>3</sup>	396,958
Packaging Bag <sup>4</sup> 打包袋 <sup>4</sup>	18,516

1 Food packaging boxes include popcorn boxes.

2 Drink cups include coke cups, hot drink cups, clear plastic cups and etc.

3 Drink cup lids include clear plastic lids with a straw slot, hot drink lids, clear plastic lids with stoppers and etc.

4 Packaging bags include packaging bags for dual compartment combo meal (雙格套餐).

\* As the Group does not produce any products, the indicator of total packaging materials used for finished products and its intensity (i.e. per unit produced) are not applicable.

1 食品包裝盒如爆谷盒。

2 飲料杯包括可樂杯、熱飲杯、透明杯等。

3 飲料杯蓋包括單孔透明蓋、熱飲杯蓋、帶杯塞透明蓋等。

4 打包袋如雙格套餐打包袋。

\* 由於本集團不涉及產品生產，故制成品所用包裝材料的總量及其密度(即每生產單位)指標並不適用。

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## 環境、社會及管治報告

### 4.3 Disposal of solid wastes and emissions legitimately

The Group strictly complies with the Environmental Protection Law of the People's Republic of China (中華人民共和國環境保護法) and the Law of the People's Republic of China on the Prevention and Control of Environmental Pollution by Solid Waste (中華人民共和國固體廢物污染環境防治法) and disposes its wastes and emissions properly according to the laws and regulations. At the same time, the Group cleans the grease traps and flue pipes of the staff canteen kitchens on a regular basis to reduce emissions, and strictly separates the domestic wastes and office wastes for further collection and handling by recognised municipal companies. The Group also implements a sorting management system for recyclable and non-recyclable wastes to facilitate secondary degradation of recyclable wastes. Used furniture, equipment, computers and waste paper products are sorted and collected. After selling all valuable wastes, the remaining solid wastes are handled by external service providers on a regular basis. Hazardous wastes such as used toner cartridges and used light tubes are handled by qualified external service providers in a timely manner.

No industrial sewage is generated by the Group. All domestic sewage generated is connected to the urban municipal sewage pipeline network for treatment and discharge by urban sewage treatment plants according to the required standards.

### 4.3 合規處置排放物

本集團嚴格遵守國家《中華人民共和國環境保護法》及《中華人民共和國固體廢物污染環境防治法》，妥善合規處置廢棄物和排放物。同時，本集團定期對園區內員工食堂廚房的隔油池、煙道進行清理，減少排放，對園區內的生活垃圾和辦公垃圾進行嚴格的分類管理，並交由規範的市政公司進行統一的收納和處理；貫徹可回收和不可回收垃圾分類管理制度，對可回收垃圾進行二次分解；並對於產生的廢舊家具、設備、計算機、廢舊紙製品等廢棄物進行分類收集和回收，將有價值的廢棄物進行變賣處理後，定期將剩餘的固體廢棄物交由外部機構統一合規處置；對於廢舊硒鼓、廢舊燈管等有害廢棄物，本集團及時將其集中交由有資質的外部回收機構統一處置。

本集團不產生工業廢水，產生的生活廢水全部接入城市市政污水管網，由城市污水處理廠按達標要求處理和排放。

#### Waste generation of the Group in 2018 2018年本集團廢棄物產生量

Indicators 指標	Unit 單位	Yield 產生量
Obsolete assets generation 廢舊資產產生量	pieces 件	11,138
Used toner cartridges generation 廢舊硒鼓產生量	tonnes 噸	1.55
Used light tubes generation 廢舊燈管產生量	tonnes 噸	1.14
Waste paper products generation 廢舊紙質品產生量	tonnes 噸	34.61
Waste paper products generation intensity 廢舊紙質品產生量密度	kg/HK\$10,000 千克／萬港元	0.022



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### 5. PUBLIC WELFARE

The Group not only strives for own business development, but also actively participates in public welfare activities. Together with its partners, the Group participates in targeted poverty alleviation, and various charity activities to improve local residents life quality.

In 2018, the staff of the Group's headquarters joined caring visit for primary school students in Huairou Mountain Area, Beijing. Sino-i Campus supported local communities by organizing sports competitions, free film-watching and chorus performances. As for property development segment, Nan Hai Development actively participated in community activities to show its care for the elderly and needy families, encouraged its staff to join volunteer services, and made donations and provided personnel support for the cultural and recreational activities of local communities. As for enterprise cloud services segment, CE Dongli participated in China Philanthropy (公益中國) and some other charity events. It also established a charity fund to help employees to solve medical cost incurred by major disease. As for news media business segment, HK01, together with local communities, organized football game watching events for people with visual impairment with an aim to improve the quality of lives of disadvantaged groups.

In 2018, the Group made charitable donation of approximately HK\$35,473,000.

### 5. 奉獻公益

本集團在關注自身運營的同時也積極投身公益事業。本集團通過與合作伙伴合作開展精準扶貧，同時開展各類公益活動提升所在地區民眾的生活質量。

2018年集團總部組織員工去北京懷柔山區開展為小學生送溫暖活動，數碼莊園園區支持當地社區開展體育比賽、免費觀影、合唱演出等活動。在房地產開發領域，南海發展積極開展社區敬老、關愛困難戶活動，組織員工進社區開展義務勞動，並為當地社區開展文體活動提供資金和人員支持。在企業雲服務領域，中企動力參與「公益中國」公益聯盟等多項社會公益項目，並通過愛心公益基金幫助解決員工重大疾病醫療費用。在新聞傳播業務領域，香港01與當地社區合作組織視障人士觀看足球比賽活動，幫助提升弱勢群體生活質量。

2018年，本集團公益投入金額約為35,473,000港元。

#### Case: Walking Carnival in Huadu District jointly organized by Nan Hai Development

案例：南海發展地產協辦花都區徒步嘉年華活動

In May 2018, Huadu Furong Tourist Resort, Guangzhou organized Walking Carnival. Nan Hai Development supported this event by providing useful resources. The event was designed to link up all tourism resources of the whole Huadu District and offered routes with different difficulty levels for children, teenagers, middle-aged and elderly people and professionals. This event attracted a large number of participants, drove public fitness activities and promoted community harmonious development.

2018年5月，廣州花都區芙蓉旅遊度假區舉辦徒步嘉年華活動。南海發展為該項活動提供有力的資源支持。本次活動線路設計串聯了花都區全區旅遊資源，設置了多種難度的徒步線路，打造適合兒童、青少年、中老年以及專業人士的全民徒步嘉年華。本次活動吸引市民積極參與，帶動了市民參與健身熱潮，有力促進了城市社區的和諧發展。



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Case: CE Dongli cooperated with Bank of China to help targeted poverty alleviation by joining China Philanthropy

案例：中企動力聯手中國銀行加入「公益中國」，助力國家精準扶貧

In 2018, CE Dongli signed an Alliance of Charities Strategic Cooperation Agreement (公益聯盟戰略合作協議) with Beijing Branch of Bank of China and became an official member of China Philanthropy in China. As a "hematopoiesis" type of targeted poverty alleviation platform in China, China Philanthropy in China is a well-known of adopting "Internet + Charity" model. After joining China Philanthropy in China, CE Dongli focused on poverty alleviation, assumed its social responsibilities and promoted public welfare.

Through its platforms including Daai Supermarket (大愛超市), Shanyuan Shopping Mall (善源商場) and Shanyuan Charity Program (善源公益計劃), the company transformed consumption into charity and facilitated industrial development in poverty areas. Daai Supermarket (大愛超市), established a fast-track sales channel for special local products from the poverty areas and sold the agricultural byproducts produced by poor families all over the country by using its platform. Charity points will be awarded by purchasing agricultural byproducts from the poor families on the platform. As for Shanyuan Shopping Mall (善源商場), consumers can purchase the products provided by other members of the alliance at guaranteed lowest price by using their charity points. At the same time, the platform collected information from the poor families and helped them with donations, donating goods and crowdfunding to achieve targeted poverty alleviation. The platform also established a giving back mechanism, allowing consumers to purchase goods and services provided by other members of the alliance at a discounted price through "Shanyuan Shopping Mall (善源商場)" on the platform. As such, other members of the alliance can establish more sales channels and value-added branding channels, thus attracting more volunteers to join. After joining China Philanthropy, CE Dongli successfully helped tens of thousands of poor people and achieved good social benefits, thereby demonstrating the social value of the company.

2018年，中企動力與中國銀行北京分行共同簽署《公益聯盟戰略合作協議》，正式成為「公益中國」公益聯盟成員。「公益中國」作為中國「造血式」精準扶貧共享平台，以「互聯網+公益」模式享譽全國。中企動力加入「公益中國」公益聯盟成員後，聚焦脫貧攻堅，共同擔當社會責任，攜手推進公益事業。

公司通過平台大愛超市、善源商場、善源公益計劃，將消費行為轉化為公益行為，帶動貧困地區產業發展。大愛超市板塊建立貧困地區特產品銷售快捷通道，建檔立卡省內貧困家庭所生產的農副產品，並利用平台銷往全國各地。愛心人士在平台購買貧困戶農副產品，即可獲得公益積分。善源商場板塊中，產品由聯盟單位提供，愛心人士通過抵扣扶貧公益積分，能夠以全網最低價格購買。同時，平台收集貧困戶信息，以捐款、捐物、愛心眾籌的方式幫扶貧困戶，實現精準扶貧。該平台還建立了公益回饋機制，愛心人士可進入平台上的「善源商場」，以優惠價格購買由公益聯盟企業提供的商品和服務，為公益聯盟成員建立更多的商品銷售通道和品牌增值渠道，吸引更多的公益事業愛好者參與。中企動力加入「公益中國」後，已累計幫助數萬貧困人口，取得了良好的社會效益，彰顯了企業社會價值。

# Independent Auditor's Report

## 獨立核數師報告



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### TO THE SHAREHOLDERS OF NAN HAI CORPORATION LIMITED

南海控股有限公司

(incorporated in Bermuda with limited liability)

### OPINION

We have audited the consolidated financial statements of Nan Hai Corporation Limited (the "Company") and its subsidiaries (herein referred to as the "Group") set out on pages 113 to 310, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated income statement, 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 31 December 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### BASIS FOR OPINION

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

### 致 NAN HAI CORPORATION LIMITED (南海控股有限公司) 股東

(於百慕達註冊成立之有限公司)

### 意見

本核數師(以下簡稱「我們」)已審計列載於第113至310頁Nan Hai Corporation Limited(南海控股有限公司)(「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表,此綜合財務報表包括於2018年12月31日的綜合財務狀況報表與截至該日止年度的綜合收益表、綜合全面收益報表、綜合權益變動表及綜合現金流量報表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映貴集團於2018年12月31日的綜合財務狀況及其截至該日止年度的綜合財務表現及其綜合現金流量,並已按照香港公司條例的披露規定妥為編製。

### 意見基礎

我們根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計。該等準則規定我們的責任於本報告「核數師就審計綜合財務報表須承擔的責任」一節進一步描述。根據香港會計師公會頒佈的「專業會計師道德守則」(「守則」),我們獨立於貴集團,並已履行守則中的其他道德責任。我們相信,我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

# Independent Auditor's Report

## 獨立核數師報告

### KEY AUDIT MATTERS

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

#### **Impairment assessment of goodwill and other assets attributable to the cash generating units ("CGUs")**

*(Refer to note 21 to the consolidated financial statements and the Group's critical accounting estimates and assumptions set out in note 4.1)*

As at 31 December 2018, the Group had goodwill of HK\$5,337,967,000 which is allocated to the CGUs of cinema operation, innovative business, enterprise cloud services and property development segments for annual impairment testing.

The Company's directors have concluded that there was an impairment loss on goodwill amounted to HK\$157,480,000 and HK\$23,356,000 for the CGUs of innovative business and cinema operation segment respectively. This conclusion was based on the impairment testing carried out by the management for these CGUs in accordance with the Group's accounting policy in note 2.23 which is set out in detail in note 21 to the consolidated financial statements, which involved significant judgement and assumptions with respect to the determination of the pre-tax discount rates and the estimation of the underlying future cash flows.

We identified the impairment testing of goodwill and other assets of the relevant CGUs as a key audit matter because of its significance to the consolidated financial statements and because the impairment testing involved significant management judgement and estimates as explained above.

### 關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。該等事項是在我們審計整體綜合財務報表及出具意見時進行處理。我們不會對該等事項提供單獨意見。

#### **現金產生單位（「現金產生單位」）應佔商譽及其他資產的減值評估**

*(請參閱綜合財務報表附註21及附註4.1所載 貴集團的重要會計估計及假設)*

於2018年12月31日，貴集團之商譽為5,337,967,000港元，並分配至影院終端、創意商業、企業雲服務及房地產開發分部的現金產生單位作年度減值測試。

貴公司董事認為創意商業及影院終端分部現金產生單位之商譽減值虧損分別為157,480,000港元及23,356,000港元。此結論建基於管理層就該等現金產生單位根據綜合財務報表附註21詳述之 貴集團會計政策載於附註2.23進行之減值測試，當中涉及對釐定除稅前貼現率及估計相關未來現金流量的重大判斷及假設。

我們將相關現金產生單位之商譽及其他資產之減值測試分類為關鍵審計事項，原因為其對綜合財務報表而言屬重大，以及減值測試涉及管理層如上所述作出重大判斷及估計。



# Independent Auditor's Report

## 獨立核數師報告

### KEY AUDIT MATTERS (Continued)

#### Our response

Our procedures in relation to management's impairment assessment above included:

- Evaluating the models used by management in the value in use calculations for impairment testing;
- Assessing the reasonableness of discount rates and growth rates applied to the impairment testing;
- Challenging the reasonableness of other key assumptions based on our knowledge of the business and industry;
- Checking input data to supporting evidence, such as approved budget and considering the reasonableness of the budget;
- Checking the value in use calculations mathematically;
- Comparing the actual performance in 2018 with the forecast in 2017; and
- Performing sensitivity analysis including assessing the effect of a change in the key assumptions to the recoverable amounts of the CGUs.

#### Identification of assets and liabilities for newly acquired business

(Refer to note 43(a) to the consolidated financial statements and the Group's accounting policy set out in note 2.2)

In July 2018, the Group completed the acquisition of 浙江視博影業有限公司 ("浙江視博"), which the purchase price allocation ("PPA") involved significant judgement and assumptions.

Management has engaged independent valuer to assist management to determine the fair value of the identifiable assets acquired and liabilities assumed at the completion date. Fair value and corresponding deferred tax adjustments were made based on the PPA exercise, and goodwill has been recognised for the difference being the fair value of the purchase considerations in excess of the fair value of identifiable assets acquired and liabilities assumed in each case.

We consider this as a key audit matter because of its significance to the consolidated financial statements and because the fair value determination of items in the PPA involved significant management judgement and estimates.

### 關鍵審計事項(續)

#### 我們的回應

我們就管理層上述減值評估所採納程序包括：

- 評核管理層於減值測試之使用價值計算中採用之模式；
- 評估減值測試所應用貼現率及增長率的合理性；
- 基於我們對業務及行業的認識，質疑其他主要假設的合理性；
- 檢查支持證據的輸入數據，例如獲批准預算及考慮預算的合理性；
- 在算術上檢查使用價值計算方法；
- 比較2018年實際表現與2017年所作預測；及
- 進行敏感度分析，包括評估更改有關現金產生單位可收回金額之主要假設之影響。

#### 識別新收購業務的資產及負債

(請參閱綜合財務報表附註43(a)以及附註2.2所載 貴集團的會計政策)

於2018年7月，貴集團完成收購浙江視博影業有限公司(「浙江視博」)，當中收購價分配(「收購價分配」)涉及重大判斷及假設。

管理層已委聘獨立估值師，協助釐定於完成日期所收購可識別資產及所承擔負債的公允價值。公允價值及相應遞延稅項調整乃按收購價分配作出，而商譽按收購代價公允價值超出所收購可識別資產及所承擔負債公允價值的差額確認。

我們將此事項分類為關鍵審計事項，原因為其對綜合財務報表而言屬重大，以及釐定收購價分配中項目的公允價值時涉及管理層作出重大判斷及估計。

# Independent Auditor's Report

## 獨立核數師報告

### KEY AUDIT MATTERS (Continued)

#### Our response

Our procedures in relation to the management's PPA above included:

- Testing the mathematical accuracy of the calculations which we considered necessary;
- Checking the purchase consideration amounts against relevant supporting information;
- Considering and evaluating the reasonableness of the identification of assets acquired and liabilities assumed;
- Evaluating the PPA and fair value determination of the assets acquired and liabilities assumed by reference to independent valuer's reports obtained by the management; and
- Assessing the reasonableness of assumptions and inputs adopted in the fair value determination.

#### Impairment of trade receivables and deposits and other receivables

(Refer to note 3.1(ii), 20, 24 and 52.4 to the consolidated financial statements and the Group's accounting policy set out in note 2.12)

As at 1 January 2018 and 31 December 2018, the gross balances of trade receivables of the Group were HK\$709,731,000 and HK\$621,031,000 respectively and the gross balances of deposits and other receivables of the Group were HK\$2,072,634,000 and HK\$2,310,087,000 respectively. The Group recognises an impairment provision based on the expected credit loss ("ECL") approach under HKFRS 9 "Financial Instruments". We consider this as a key audit matter because the measurement of ECL requires the application of significant judgement and estimate, such as expected future cash flows and forward-looking factors specific to the debtors and the economic environment.

#### Our response

Our procedures in relation to the management's assessment on impairment provision included:

- Considering key internal controls which govern credit control, debt collection and estimate of expected credit losses;
- Assessing reasonableness of management's expected credit loss allowance by examining the information used by management to form such judgement and estimate, including relevant historical information;
- Checking the arithmetic calculation of the expected credit loss allowance; and
- Evaluating the reasonableness of the Group's provision for trade receivables and other receivables by reference to the Group's subsequent collection of the trade receivables and other receivables.

### 關鍵審計事項(續)

#### 我們的回應

我們就管理層上述收購價分配所採納程序包括：

- 測試我們認為屬必要的計算之算術準確性；
- 以相關支持資料檢查收購代價金額；
- 考慮及評核識別所收購資產及所承擔負債的合理性；
- 參照管理層取得的獨立估值師報告評核收購價分配以及所收購資產及所承擔負債的公允價值的釐定；及
- 評估釐定公允價值時所採用假設及輸入數據的合理性。

#### 應收貿易款項及按金及其他應收款項之減值

(請參閱綜合財務報表附註3.1(ii)、20、24及52.4及附註2.12所載 貴集團的會計政策)

於2018年1月1日及2018年12月31日，貴集團應收貿易款項結餘總額分別為709,731,000港元及621,031,000港元，貴集團按金及其他應收款項結餘總額則分別為2,072,634,000港元及2,310,087,000港元。貴集團根據香港財務報告準則第9號「金融工具」之預期信貸虧損（「預期信貸虧損」）法確認減值撥備。我們認為此乃關鍵審計事項，原因為預期信貸虧損之計量需要重大判斷及估計，例如預期日後現金流量、債務人相關之特定前瞻因素及經濟環境。

#### 我們的回應

我們就減值撥備之管理層評估程序包括：

- 考慮監管信貸監控、債務收回狀況及預期信貸虧損估計之主要內部監控；
- 包含相關過往資料，透過審查管理層所用資料評估管理層之預期信貸虧損撥備之合理性以作出有關判斷及估計；
- 檢查預期信貸虧損撥備之算術計算；及
- 參考 貴集團應收貿易款項及其他應收款項之其後收回狀況，評估 貴集團就應收貿易款項及其他應收款項作出撥備之合理性。

# Independent Auditor's Report

## 獨立核數師報告

### OTHER INFORMATION IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

### RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

### 年報中的其他資料

董事須就其他資料承擔責任。其他資料包括 貴公司年報中所載資料，但不包括綜合財務報表及我們的核數師報告。

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

就我們對綜合財務報表的審計而言，我們的責任是閱覽其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，倘我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。就此而言，我們無任何報告。

### 董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實而公平的綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

董事亦負責監督 貴集團財務報告過程，審核委員會協助董事履行彼等的職責。

### 核數師就審計綜合財務報表須承擔的責任

我們的目標是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並發出包括我們意見的核數師報告。我們僅向閣下(作為整體)按照百慕達1981年公司法第90條報告，除此之外，本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，倘合理預期彼等單獨或合併時可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

# Independent Auditor's Report

## 獨立核數師報告

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否公平反映交易和事項。
- 就貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

### 核數師就審計綜合財務報表須承擔的責任(續)

在根據香港審計準則進行審計的過程中，我們行使專業判斷，保持專業懷疑態度。我們亦：



# Independent Auditor's Report

## 獨立核數師報告

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

#### **BDO Limited**

*Certified Public Accountants*

#### **Chiu Wing Cheung Ringo**

Practising Certificate Number P04434

Hong Kong, 28 March 2019

### 核數師就審計綜合財務報表須承擔的責任(續)

我們已就(其中包括)計劃的審計範圍、時間安排、重大審計發現等,包括我們在審計中識別出內部控制的任何重大缺陷與審核委員會溝通。

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

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

#### 香港立信德豪會計師事務所有限公司

執業會計師

#### 招永祥

執業證書號碼 P04434

香港, 2019年3月28日

# Consolidated Income Statement

## 綜合收益表

For the year ended 31 December 2018 截至2018年12月31日止年度

		Notes 附註	2018 HK\$'000 千港元	2017 HK\$'000 千港元 (Re-presented) (經重列)
Revenue	收益	5(a)	<b>16,789,451</b>	15,900,885
Cost of sales and services provided	銷售及提供服務之成本	8	<b>(6,062,856)</b>	(5,763,012)
Gross profit	毛利		<b>10,726,595</b>	10,137,873
Other operating income	其他經營收入	5(b)	<b>678,316</b>	586,911
Selling and marketing expenses	銷售及市場推廣開支		<b>(3,776,421)</b>	(3,021,316)
Administrative expenses	行政開支		<b>(1,332,717)</b>	(1,083,184)
Other operating expenses	其他經營開支		<b>(2,145,993)</b>	(1,615,535)
Finance costs	融資成本	7	<b>(1,095,940)</b>	(823,731)
Expected credit loss on financial assets/ Impairment loss on trade receivables, deposits and other receivables	金融資產之預期信貸虧損/ 應收貿易款項、按金及 其他應收款項減值損失		<b>(37,415)</b>	(6,490)
Fair value change on financial liabilities at fair value through profit or loss	按公允價值於損益賬處理之 金融負債公允價值變動	32	<b>59,997</b>	26,809
Loss on deemed disposal of an associate	視作出售一間聯營公司之虧損		<b>-</b>	(162)
Share of results of associates	應佔聯營公司業績		<b>12,273</b>	12,913
Share of results of joint ventures	應佔合營企業業績		<b>466</b>	165
Gain on disposal of non-current assets held-for-sale	處置持作出售之非流動資產 之收益	19	<b>19,649</b>	-
Gain on fair value change on investment properties	投資物業公允價值變動之收益	14	<b>315,371</b>	2,137
<b>Profit before income tax</b>	<b>所得稅前溢利</b>	8	<b>3,424,181</b>	4,216,390
Income tax expense	所得稅開支	9	<b>(2,449,836)</b>	(2,613,955)
<b>Profit for the year</b>	<b>年內溢利</b>		<b>974,345</b>	1,602,435
<b>Profit/(Loss) for the year attributable to:</b>	<b>以下人士應佔年內溢利/(虧損)：</b>			
Owners of the Company	本公司擁有人		<b>1,140,854</b>	1,708,027
Non-controlling interests	非控股權益		<b>(166,509)</b>	(105,592)
			<b>974,345</b>	1,602,435
<b>Earnings per share for profit attributable to the owners of the Company during the year</b>	<b>年內本公司擁有人應佔溢利 之每股盈利</b>	11	<b>HK cent 港仙</b>	HK cent 港仙
— Basic	— 基本		<b>1.66</b>	2.49
— Diluted	— 攤薄		<b>1.63</b>	2.49

# Consolidated Statement of Comprehensive Income

## 綜合全面收益報表

For the year ended 31 December 2018 截至2018年12月31日止年度

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>Profit for the year</b>	年內溢利	<b>974,345</b>	1,602,435
<b>Other comprehensive income, including reclassification adjustments</b>	其他全面收益，包括重新分類調整		
<i>Item that will not be reclassified subsequently to profit or loss:</i>	其後將不會重新分類至損益賬之項目：		
Fair value change on financial assets at fair value through other comprehensive income, net of tax	按公允價值於其他全面收益處理之金融資產之公允價值變動（扣除稅項）	<b>4,836</b>	-
<i>Items that may be reclassified subsequently to profit or loss:</i>	其後可能重新分類至損益賬之項目：		
Exchange (loss)/gain on translation of financial statements of foreign operations	換算海外業務財務報表之匯兌（虧損）／收益	<b>(645,711)</b>	511,812
Exchange (loss)/gain on translation of financial statements of foreign associates	換算海外聯營公司財務報表之匯兌（虧損）／收益	<b>(5,139)</b>	6,266
Exchange (loss)/gain on translation of financial statements of foreign joint ventures	換算海外合營企業財務報表之匯兌（虧損）／收益	<b>(94)</b>	187
Exchange differences reclassified on deemed disposal of an associate, net of tax	視作出售一間聯營公司時重新分類之匯兌差額（扣除稅項）	-	359
<b>Other comprehensive income for the year, including reclassification adjustments</b>	年內其他全面收益，包括重新分類調整	<b>(646,108)</b>	518,624
<b>Total comprehensive income for the year</b>	年內全面收益總額	<b>328,237</b>	2,121,059
<b>Total comprehensive income attributable to:</b>	以下人士應佔全面收益總額：		
Owners of the Company	本公司擁有人	<b>507,150</b>	2,228,829
Non-controlling interests	非控股權益	<b>(178,913)</b>	(107,770)
		<b>328,237</b>	2,121,059

# Consolidated Statement of Financial Position

## 綜合財務狀況報表

As at 31 December 2018 於 2018 年 12 月 31 日

	Notes 附註	2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>ASSETS AND LIABILITIES</b>			
<b>Non-current assets</b>			
Property, plant and equipment	13	<b>5,217,394</b>	5,863,807
Investment properties	14	<b>757,669</b>	112,448
Prepaid land lease payments under operating leases	15	<b>22,860</b>	24,606
Interests in associates	17	<b>134,326</b>	145,593
Interests in joint ventures	18	<b>30,688</b>	5,413
Amounts due from related parties	50	<b>430,711</b>	254,324
Available-for-sale financial assets		-	135,915
Financial assets at fair value through other comprehensive income	23	<b>192,436</b>	-
Financial assets at fair value through profit or loss		<b>112</b>	-
Long term trade receivables	24	<b>764</b>	2,370
Deposits, prepayments and other receivables	20	<b>770,140</b>	901,850
Intangible assets	21	<b>6,516,732</b>	6,438,083
Deferred tax assets	36	<b>930,791</b>	596,985
Pledged and restricted bank deposits	25	<b>3,755,612</b>	3,591,605
		<b>18,760,235</b>	18,072,999
<b>Current assets</b>			
Inventories	22	<b>14,359,683</b>	15,319,232
Financial assets at fair value through profit or loss		<b>82,481</b>	199,474
Held-to-maturity investment		-	120,106
Trade receivables	24	<b>538,800</b>	677,298
Deposits, prepayments and other receivables	20	<b>2,923,593</b>	2,992,945
Amounts due from associates	28(b)	<b>15,129</b>	11,238
Amounts due from joint ventures	28(c)	<b>2,327</b>	2,491
Amounts due from related parties	50	<b>2,004</b>	4,064
Pledged and restricted bank deposits	25	<b>3,207,363</b>	5,080,474
Cash and cash equivalents	25	<b>1,334,598</b>	4,397,710
		<b>22,465,978</b>	28,805,032
Non-current assets held-for-sale	19	-	15,018
		<b>22,465,978</b>	28,820,050



# Consolidated Statement of Financial Position (Continued)

## 綜合財務狀況報表(續)

As at 31 December 2018 於2018年12月31日

	Notes 附註	2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>Current liabilities</b>			
Trade payables	26	1,894,306	2,137,185
Other payables and accruals	27	2,123,644	1,439,633
Contract liabilities	5(a)	4,337,189	–
Receipt in advance and deferred revenue		–	6,851,766
Provision for tax		4,844,022	3,823,364
Amount due to a director	28(a)	65,132	9,878
Amounts due to associates	28(b)	5,492	5,492
Amounts due to related parties	50	178,959	135,669
Other employee benefits	33	16,923	–
Bank and other borrowings	29	6,805,091	9,653,920
Finance lease liabilities	30	42,078	59,189
Convertible and exchangeable bonds	31	1,150,721	1,172,381
Financial liability at fair value through profit or loss	32	21,476	86,908
		<b>21,485,033</b>	25,375,385
<b>Net current assets</b>		<b>980,945</b>	3,444,665
<b>Total assets less current liabilities</b>		<b>19,741,180</b>	21,517,664
<b>Non-current liabilities</b>			
Long term trade payables	26	409	7,757
Other employee benefits	33	27,260	2,064
Bank and other borrowings	29	11,913,914	13,242,534
Finance lease liabilities	30	48,012	27,984
Provision for warranty	35	3,886	3,917
Financial liability at fair value through profit or loss	32	5,435	–
Deferred tax liabilities	36	786,925	1,038,158
		<b>12,785,841</b>	14,322,414
<b>Net assets</b>		<b>6,955,339</b>	7,195,250
<b>EQUITY</b>			
Share capital	37	686,455	686,455
Reserves	39	5,513,308	5,456,775
<b>Equity attributable to the Company's owners</b>		<b>6,199,763</b>	6,143,230
<b>Non-controlling interests</b>	41	<b>755,576</b>	1,052,020
<b>Total equity</b>		<b>6,955,339</b>	7,195,250

On behalf of the Board

代表董事會

**Yu Pun Hoi**  
于品海  
Director  
董事

**Liu Rong**  
劉榮  
Director  
董事

# Consolidated Statement of Cash Flows

## 綜合現金流量報表

For the year ended 31 December 2018 截至2018年12月31日止年度

		2018 HK\$'000 千港元	2017 HK\$'000 千港元 (Re-presented) (經重列)
<b>Cash flows from operating activities</b>	<b>經營活動之現金流量</b>		
Profit before income tax	所得稅前溢利	<b>3,424,181</b>	4,216,390
Adjustments for:	就下列項目調整：		
Interest income	利息收入	<b>(231,917)</b>	(241,316)
Finance costs	融資成本	<b>1,095,940</b>	823,731
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>1,094,751</b>	912,603
Amortisation of intangible assets other than goodwill	不包括商譽之無形資產攤銷	<b>150,953</b>	67,049
Write-off of property, plant and equipment	物業、廠房及設備撇銷	<b>61,012</b>	142,574
Write-off of intangible assets other than goodwill	不包括商譽之無形資產撇銷	<b>70,327</b>	670
Write-off of inventories	存貨撇銷	<b>81,318</b>	-
Write-off of deposits, prepayments and other receivables	按金、預付款項及其他 應收款項撇銷	-	15,707
Loss on deemed disposal of an associate	視作出售一間聯營公司之虧損	-	162
Operating lease charges on prepaid land leases	預付土地租賃之經營租賃款項	<b>524</b>	513
Expected credit loss on financial assets/ Impairment loss on trade receivables, deposits and other receivables	金融資產之預期信貸虧損/ 應收貿易款項、按金及 其他應收款項減值損失	<b>37,415</b>	6,490
Reversal of impairment loss on trade receivables and other receivables	應收貿易款項及其他應收款項 減值虧損撥回	<b>(4,250)</b>	(21,142)
Provision for impairment of property, plant and equipment	物業、廠房及設備減值撥備	<b>43,185</b>	125,762
Provision for impairment of intangible assets other than goodwill	不包括商譽之無形資產減值撥備	<b>25,938</b>	5,707
Provision for impairment of goodwill	商譽減值撥備	<b>180,836</b>	79,612
Provision for warranty	保修撥備	<b>401</b>	639
Loss on disposal of property, plant and equipment, net	出售物業、廠房及設備之淨虧損	<b>9,634</b>	182
Fair value change on financial assets at fair value through profit or loss	按公允價值於損益賬處理之金融資產 之公允價值變動	<b>34,058</b>	(13,834)
Fair value change on financial liabilities at fair value through profit or loss	按公允價值於損益賬處理之金融負債 之公允價值變動	<b>(59,997)</b>	(26,809)
Gain on fair value change on investment properties	投資物業公允價值變動收益	<b>(315,371)</b>	(2,137)
Gain on trading of financial assets at fair value through profit or loss	按公允價值於損益賬處理之金融資產 之買賣收益	<b>(21,895)</b>	(34,192)
Gain on disposal of non-current assets held-for-sale	處置持作出售之非流動資產之收益	<b>(19,649)</b>	-
Dividend income	股息收入	<b>(5,731)</b>	(6,464)
Share of results of associates	應佔聯營公司業績	<b>(12,273)</b>	(12,913)
Share of results of joint ventures	應佔合營企業業績	<b>(466)</b>	(165)

# Consolidated Statement of Cash Flows (Continued)

## 綜合現金流量報表(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Operating profit before working capital changes	營運資金變動前之經營溢利	<b>5,638,924</b>	6,038,819
Decrease/(Increase) in inventories	存貨減少/(增加)	<b>562,304</b>	(622,569)
(Increase)/Decrease in trade receivables, deposits, prepayments and other receivables	應收貿易款項、按金、預付款項及其他應收款項(增加)/減少	<b>(55,050)</b>	185,581
Increase in trade payables, other payables and accruals and other employee benefits	應付貿易款項、其他應付款項及應計費用及其他僱員福利增加	<b>396,361</b>	113,001
Decrease in contract liabilities/receipt in advance and deferred revenue	合約負債或預付款項及遞延收益減少	<b>(2,694,954)</b>	(606,260)
Decrease in amounts due from related parties	應收關連方款項減少	<b>1,919</b>	35,703
Decrease/(Increase) in amounts due from joint ventures	應收合營企業款項減少/(增加)	<b>36</b>	(212)
Decrease in amounts due to associates	欠聯營公司款項減少	<b>-</b>	(230)
Increase in amounts due to related parties	欠關連方款項增加	<b>54,344</b>	25,934
<i>Cash generated from operating activities</i>	<i>經營活動所得現金</i>	<b>3,903,884</b>	5,169,767
Income taxes paid	已付所得稅	<b>(1,641,926)</b>	(810,454)
<i>Net cash generated from operating activities</i>	<i>經營活動所得現金淨額</i>	<b>2,261,958</b>	4,359,313
<b>Cash flows from investing activities</b>	<b>投資活動之現金流量</b>		
Payments to acquire intangible assets	購進無形資產之付款	<b>(231,232)</b>	(93,527)
Payments to acquire property, plant and equipment	購進物業、廠房及設備之付款	<b>(674,530)</b>	(1,071,146)
Proceeds from financial assets at amortised costs	按攤銷成本列賬之金融資產所得款項	<b>130,024</b>	-
Net cash outflow arising from acquisition of interest in subsidiaries	購進附屬公司權益產生之現金流出淨額	<b>(333,891)</b>	(4,133,019)
Increase in long term deposits, other receivables and amount due from a related party	長期按金、其他應收款項及應收一名關連方款項增加	<b>(175,532)</b>	(376,231)
Decrease/(Increase) in pledged and restricted bank deposits	已抵押及受限制銀行存款減少/(增加)	<b>1,321,796</b>	(1,328,827)
Interest received	已收利息	<b>178,527</b>	129,746
Decrease/(Increase) in guarantee deposits	退回/(支付)保證按金	<b>69,418</b>	(269,248)
Decrease/(Increase) in financial assets at fair value through profit or loss	按公允價值於損益賬處理之金融資產減少/(增加)	<b>98,419</b>	(127,337)
Increase in financial assets at fair value through other comprehensive income/available-for-sale financial assets	按公允價值於其他全面收益處理之金融資產或可供出售金融資產增加	<b>(53,087)</b>	(135,591)
Proceeds from disposal of non-current assets held-for-sale	處置持作出售之非流動資產所得款項	<b>34,667</b>	-
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	<b>326</b>	459
Proceeds from disposal of partial interests in subsidiaries	出售附屬公司之部分權益所得款項	<b>-</b>	175,968
Dividend received from an associate	已收一間聯營公司股息	<b>-</b>	11,067
Dividend received from financial assets	已收金融資產股息	<b>5,731</b>	6,464
Payments for setting up and acquisition of associates	成立及收購聯營公司之付款	<b>(11,229)</b>	(56,142)
Payments for setting up a joint venture	成立一間合營企業之付款	<b>(24,903)</b>	-
<i>Net cash generated from/(used in) investing activities</i>	<i>投資活動所得/(所用)現金淨額</i>	<b>334,504</b>	(7,267,364)

# Consolidated Statement of Cash Flows (Continued)

## 綜合現金流量報表(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>Cash flows from financing activities</b>	<b>融資活動之現金流量</b>		
Proceeds from bank and other borrowings	銀行及其他借貸所得款項	<b>5,366,418</b>	12,722,113
Repayments of bank and other borrowings	償還銀行及其他借貸	<b>(9,147,899)</b>	(5,206,663)
Repayments of capital element of finance lease liabilities	償還融資租賃負債本金部分	<b>(56,584)</b>	(43,760)
Interest paid	已付利息	<b>(1,479,630)</b>	(1,241,634)
Repayments of interest element of finance lease liabilities	償還融資租賃負債利息部分	<b>(8,529)</b>	(7,974)
Advance from/(Repayment to) a director	來自一名董事之墊款/ (向一名董事還款)	<b>53,215</b>	(21,664)
Payments to acquire non-controlling interests of subsidiaries	就收購附屬公司非控股權益付款	<b>(4,652)</b>	(12,717)
Capital contribution by non-controlling equity holder of a subsidiary	一間附屬公司非控股權益持有人注資	-	3,715
Dividend paid to non-controlling equity holder of a subsidiary	向一間附屬公司非控股權益持有人 支付股息	<b>(198,118)</b>	-
Dividend paid	已付股息	<b>(157,885)</b>	(137,291)
<i>Net cash (used in)/generated from financing activities</i>	<i>融資活動(所用)/所得現金淨額</i>	<b>(5,633,664)</b>	6,054,125
Net (decrease)/increase in cash and cash equivalents	現金及等同現金項目 (減少)/增加淨額	<b>(3,037,202)</b>	3,146,074
Cash and cash equivalents at 1 January	於1月1日之現金及等同現金項目	<b>4,397,710</b>	1,172,620
Effect of foreign exchange rate changes, on cash held	外幣匯率變動對所持現金之影響	<b>(25,910)</b>	79,016
<b>Cash and cash equivalents at 31 December</b>	<b>於12月31日之現金及等同現金項目</b>	<b>1,334,598</b>	4,397,710
<b>Analysis of the balances of cash and cash equivalents</b>	<b>現金及等同現金項目結餘分析</b>		
Cash at banks and in hand	銀行及庫存現金	<b>1,334,598</b>	4,397,710



# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2018 截至2018年12月31日止年度

		Equity attributable to the Company's owners 本公司擁有人應佔權益								Non-controlling interests	Total equity	
		Share capital	Share premium	Capital reserve	General reserve	FVOCI reserve	Share-based payments reserve	Exchange reserve	Retained profits			Total
		股本	股份溢價	資本儲備	一般儲備	按公允價值計其他全面收益處理之儲備	以股份支付之儲備	匯兌儲備	保留溢利	總額	非控股權益	權益總額
		(note 37)	(note 39)	(note 39)	(note 39)	(note 39)	(note 39)	(note 39)	(note 39)	(note 39)	(note 41)	
		HK\$'000	HK\$'000	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	千港元	千港元
At 1 January 2017	於2017年1月1日	686,455	965,911	1,564,656	181,722	-	-	235,866	417,156	4,051,766	1,154,233	5,205,999
Profit/(Loss) for the year	年內溢利/(虧損)	-	-	-	-	-	-	-	1,708,027	1,708,027	(105,592)	1,602,435
Other comprehensive income	其他全面收益	-	-	-	-	-	-	520,802	-	520,802	(2,178)	518,624
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	-	520,802	1,708,027	2,228,829	(107,770)	2,121,059
Transfer to general reserve	撥入一般儲備	-	-	-	2,312	-	-	-	(2,312)	-	-	-
Acquisition of non-controlling interests in subsidiaries	收購附屬公司之非控股權益	-	-	(3,952)	-	-	-	-	-	(3,952)	(8,765)	(12,717)
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	-	-	12,028	12,028
Capital contribution by a non-controlling shareholder of a subsidiary	一間附屬公司非控股股東注資	-	-	-	-	-	-	-	-	-	3,715	3,715
Disposal of partial interest in a subsidiary without loss of control	部分出售於一間附屬公司之權益而未有失去控制權	-	-	3,878	-	-	-	-	-	3,878	(1,421)	2,457
Dividends relating to 2016	2016年相關股息	-	-	-	-	-	-	-	(137,291)	(137,291)	-	(137,291)
<b>At 31 December 2017 and at 1 January 2018</b>	<b>於2017年12月31日及2018年1月1日</b>	<b>686,455</b>	<b>965,911*</b>	<b>1,564,582*</b>	<b>184,034*</b>	<b>-*</b>	<b>-*</b>	<b>756,668*</b>	<b>1,985,580*</b>	<b>6,143,230</b>	<b>1,052,020</b>	<b>7,195,250</b>
Effect on adoption of HKFRS 15 (note 3.1)	採納香港財務報告準則第15號之影響(附註3.1)	-	-	-	-	-	-	-	(104,537)	(104,537)	-	(104,537)
Effect on adoption of HKFRS 9 (note 3.1)	採納香港財務報告準則第9號之影響(附註3.1)	-	-	-	-	(1,580)	-	-	(104,355)	(105,935)	-	(105,935)
<b>At 1 January 2018 (restated)</b>	<b>於2018年1月1日(經重述)</b>	<b>686,455</b>	<b>965,911</b>	<b>1,564,582</b>	<b>184,034</b>	<b>(1,580)</b>	<b>-</b>	<b>756,668</b>	<b>1,776,688</b>	<b>5,932,758</b>	<b>1,052,020</b>	<b>6,984,778</b>
Profit/(Loss) for the year	年內溢利/(虧損)	-	-	-	-	-	-	-	1,140,854	1,140,854	(166,509)	974,345
Other comprehensive income	其他全面收益	-	-	-	-	4,836	-	(638,540)	-	(633,704)	(12,404)	(646,108)
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	4,836	-	(638,540)	1,140,854	507,150	(178,913)	328,237
Transfer to general reserve	撥入一般儲備	-	-	-	18,420	-	-	-	(18,420)	-	-	-
Reduction of share premium	減少股份溢價	-	(965,900)	965,900	-	-	-	-	-	-	-	-
Issue of new shares under the restricted share award scheme	根據限制股份獎勵計劃發行新股	-	-	(82,103)	-	-	-	-	-	(82,103)	82,103	-
Share-based payment expenses (note 34)	以股份支付之開支(附註34)	-	-	-	-	-	178	-	-	178	-	178
Acquisition of non-controlling interests in subsidiaries	收購附屬公司之非控股權益	-	-	(335)	-	-	-	-	-	(335)	(4,317)	(4,652)
Acquisition of a non-wholly-owned subsidiary	收購一間非全資附屬公司	-	-	-	-	-	-	-	-	-	2,801	2,801
Dividends to non-controlling interest of a subsidiary	向一間附屬公司非控股權益支付之股息	-	-	-	-	-	-	-	-	-	(198,118)	(198,118)
Dividends relating to 2017 (note 10)	2017年相關股息(附註10)	-	-	-	-	-	-	-	(157,885)	(157,885)	-	(157,885)
<b>At 31 December 2018</b>	<b>於2018年12月31日</b>	<b>686,455</b>	<b>11*</b>	<b>2,448,044*</b>	<b>202,454*</b>	<b>3,256*</b>	<b>178*</b>	<b>118,128*</b>	<b>2,741,237*</b>	<b>6,199,763</b>	<b>755,576</b>	<b>6,955,339</b>

\* These reserve accounts comprise the consolidated reserves of HK\$5,513,308,000 (2017: HK\$5,456,775,000) in the consolidated statement of financial position.

\* 此等儲備賬目構成綜合財務狀況報表之綜合儲備5,513,308,000港元(2017年: 5,456,775,000港元)。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 1. GENERAL INFORMATION

Nan Hai Corporation Limited (the “Company”) is a limited liability company incorporated in Bermuda. The address of the Company’s registered office is Canon’s Court, 22 Victoria Street, Hamilton HM 12, Bermuda, and its principal place of business is 12/F., The Octagon, No. 6 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”).

The Company and its subsidiaries (the “Group”) are principally engaged in culture and media services, property development, enterprise cloud services, news media business and innovative business. Details of the principal activities of the Company’s subsidiaries are set out in note 16.

As at 31 December 2018, the directors of the Company consider the ultimate holding company to be Dadi Holdings Limited, a limited liability company incorporated in Hong Kong.

The financial statements for the year ended 31 December 2018 were approved for issue by the board of directors (the “Board”) on 28 March 2019.

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### 2.1 Basis of preparation

The financial statements on pages 113 to 310 have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) which collective term includes all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance. The financial statements also include the applicable disclosures required by the Rules Governing the Listing of Securities on Hong Kong Stock Exchange (the “Listing Rules”).

The significant accounting policies that have been used in the preparation of these financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of new or amended HKFRSs and the impacts on the Group’s financial statements, if any, are disclosed in note 3.

### 1. 一般資料

Nan Hai Corporation Limited (南海控股有限公司) (「本公司」) 乃於百慕達註冊成立之有限責任公司，本公司之註冊辦事處地址為 Canon’s Court, 22 Victoria Street, Hamilton HM 12, Bermuda，其主要營業地點位於香港新界荃灣沙咀道6號嘉達環球中心12樓。本公司股份於香港聯合交易所有限公司(「香港聯交所」) 主板上市。

本公司及其附屬集團(「本集團」) 主要從事文化與傳播服務、房地產開發、企業雲服務、新聞傳播業務及創意商業。本公司附屬公司主要業務詳情載於附註16。

於2018年12月31日，本公司董事認為最終控股公司為大地控股有限公司，為於香港註冊成立之有限公司。

截至2018年12月31日止年度之財務報表已於2019年3月28日獲董事會(「董事會」) 批准刊發。

### 2. 主要會計政策概要

#### 2.1 編製基準

第113至310頁之財務報表乃根據香港會計師公會(「香港會計師公會」) 所頒佈香港財務報告準則(「香港財務報告準則」)，包括所有適用之個別香港財務報告準則、香港會計準則(「香港會計準則」) 及詮釋以及香港公司條例之披露規定而編製。財務報表亦包括香港聯合交易所證券上市規則(「上市規則」) 之適用披露規定。

編製此等財務報表所用之主要會計政策於下文概述。除另有指明外，該等政策已於所有呈列年度貫徹應用。採納新訂或經修訂香港財務報告準則及對本集團財務報表之影響(如有) 於附註3內披露。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.1 Basis of preparation (Continued)

The financial statements have been prepared on the historical cost basis except for investment properties and financial instruments, which are measured at fair values as explained in the accounting policies set out below.

It should be noted that accounting estimates and assumptions are used in preparation of the financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 4.

#### 2.2 Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective dates of acquisition or up to the effective dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

### 2. 主要會計政策概要(續)

#### 2.1 編製基準(續)

如下文會計政策所詳述，除投資物業及金融工具按公允價值計量外，財務報表按歷史成本基準編製。

務請注意編製財務報表時曾使用會計估計及假設。儘管此等估計乃按管理層對現行事件及行動之最佳理解及判斷而作出，惟實際結果最終可能有別於該等估計。涉及高度判斷或複雜程度之範圍，或假設及估計對財務報表而言屬重大之範圍，在附註4內披露。

#### 2.2 業務合併及綜合賬目基準

綜合財務報表包括本公司及其附屬公司之財務報表。公司間之交易及集團內公司間之結餘連同未變現溢利於編製綜合財務報表時全數對銷。未變現虧損亦予以對銷，惟有證據顯示交易所轉讓資產出現減值則除外，於此情況下，虧損於損益賬內確認。

年內收購或出售之附屬公司之業績，分別由收購生效日期起計入綜合收益表或計至出售生效日期止(視情況而定)。如有需要，會對附屬公司之財務報表作出調整，以使其會計政策與本集團其他成員公司所採納者一致。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Business combination and basis of consolidation (Continued)

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

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

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

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

## 2. 主要會計政策概要(續)

### 2.2 業務合併及綜合賬目基準(續)

收購附屬公司或業務採用收購法列賬。一項收購之成本乃按本集團(作為收購方)所轉讓資產、所承擔負債及所發行之股權於收購當日之公允價值總額計量。所收購可識別資產及所承擔負債則主要按收購當日之公允價值計量。本集團先前所持收購對象之股權以收購當日之公允價值重新計量，而所產生之損益則於損益賬內確認。本集團可選擇以逐筆交易為基準按公允價值或於收購對象之可識別資產淨值應佔比例計量非控股權益，反映目前於附屬公司之擁有權權益。除非香港財務報告準則另有規定計量標準，否則所有其他非控股權益乃按公允價值計量。所產生之收購相關成本列作開支，惟於發行股本工具時產生者，則自權益扣除。

收購方將轉讓之任何或然代價按收購當日之公允價值確認。代價之其後調整僅於調整源自於計量期(最長為自收購日期起12個月)內所取得有關於收購當日之公允價值之新資料時方與商譽確認。分類為資產或負債之或然代價之所有其他其後調整均於損益中確認。

本集團於附屬公司並無導致失去控制權之權益變動列作權益交易入賬。本集團之權益與非控股權益之賬面值均予以調整，以反映彼等於附屬公司相對權益之變動。非控股權益之調整額與已支付或收取之代價之公允價值之間之任何差額，均直接於權益確認，並歸屬於本公司擁有人。

倘本集團失去附屬公司之控制權，出售損益乃按下列兩者之差額計算：(i) 所收取代價之公允價值與任何保留權益之公允價值之總額；及(ii) 該附屬公司之資產(包括商譽)及負債與任何非控股權益過往之賬面值。過往就該附屬公司於其他全面收益確認之款額按出售相關資產或負債時所規定之相同方式列賬。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Business combination and basis of consolidation (Continued)

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

### 2.3 Subsidiaries

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

De-facto control exists in situations where the Company has the practical ability to direct the relevant activities of the investee without holding the majority of the voting rights. In determining whether de-facto control exists the Company considers all relevant facts and circumstances, including:

- The size of the Company's voting rights relative to both the size and dispersion of other parties who hold voting rights;
- Substantive potential voting rights held by the Company and other parties who hold voting rights;
- Other contractual arrangements; and
- Historic patterns in voting attendance.

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

## 2. 主要會計政策概要(續)

### 2.2 業務合併及綜合賬目基準(續)

收購後，代表於附屬公司之目前擁有權權益之非控股權益之賬面值為該等權益於初步確認時之金額加以非控股權益應佔權益其後變動之部分。即使會導致非控股權益出現虧絀，全面收益總額仍歸屬於非控股權益。

### 2.3 附屬公司

附屬公司指本集團能夠對其行使控制權之投資對象。倘以下三項因素全部存在時，則本集團可控制投資對象：對投資對象之權力，承擔或有權享有投資對象之浮動回報及有能力運用權力影響該等浮動回報。當事實及情況顯示該等控制權之任何因素可能有變，則會重新評估控制權。

倘本公司擁有實際能力引導投資對象相關活動，而無需持有大多數投票權，則存在實際控制權。釐定實際控制權是否存在時，本公司考慮所有相關事實及情況，包括：

- 相對其他持有投票權人士之數量及分散情況，本公司投票權數量多少；
- 本公司及其他持有投票權人士所持有實際潛在投票權；
- 其他合約安排；及
- 參與投票之歷史模式。

於本公司之財務狀況表中，附屬公司之權益按成本扣除任何減值虧損計算，除非該附屬公司乃持作出售，或計入出售集團內。附屬公司之業績於報告日期按本公司已收及應收股息入賬。所有股息，不論是否從投資對象之收購前或收購後溢利中收取，均在本公司之損益內確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.4 Associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor a joint arrangement. Significant influence is the power to participate in the financial and operating policy decisions of the investee but not control or joint control over those policies.

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

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

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

In the Company's statement of financial position, investments in associates are carried at cost less impairment losses, if any. The results of associates are accounted for by the Company on the basis of dividends received and receivable during the year.

## 2. 主要會計政策概要(續)

### 2.4 聯營公司

聯營公司指並非附屬公司或合營安排，而本集團對其有重大影響之實體。重大影響為參與決定投資對象之財務及營運政策之權力，但並非控制或共同控制該等政策。

聯營公司以權益法入賬，初步按成本確認，其後賬面值按本集團應佔聯營公司資產淨值於收購後之變動作出調整，惟超逾本集團於聯營公司權益之虧損將不予確認，除非本集團有責任彌補該等虧損。

本集團與其聯營公司之間交易產生之損益僅於不相關投資者於聯營公司擁有權益時方才確認。該等交易產生之投資者分佔聯營公司溢利及虧損與聯營公司之賬面值對銷。倘未變現虧損證明資產轉移之減值，則即時於損益確認。

就聯營公司已付出超出本集團應佔所收購可識別資產、負債及或然負債公允價值之任何溢價會撥充資本，並計入該聯營公司之賬面值。倘有客觀證據顯示於聯營公司之投資出現減值，則投資賬面值以與其他非金融資產一致之方式進行減值測試。

於本公司之財務狀況報表，於聯營公司之投資按成本減減值虧損(如有)列賬。聯營公司之業績由本公司按年內所收及應收股息計量。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.5 Joint arrangements

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

The Group classifies its interests in joint arrangements as either:

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

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

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

The Group accounts for its interests in joint ventures in the same manner as investments in associates (i.e. using the equity method — see note 2.4).

## 2. 主要會計政策概要(續)

### 2.5 共同安排

當有合約安排賦予本集團及至少一名其他訂約方對安排之相關活動之共同控制權時，則本集團為共同安排之訂約方。共同控制權乃根據與附屬公司控制權之相同原則予以評估。

本集團將其於共同安排之權益分類為：

- 合營企業：本集團僅對共同安排之資產淨值擁有權利；或
- 合營業務：本集團對共同安排之資產擁有權利並有責任承擔共同安排之負債。

在評估於共同安排之權益分類時，本集團會考慮：

- 共同安排之架構；
- 透過單獨工具構建之共同安排之法律形式；
- 共同安排協議之合約條款；及
- 任何其他事實及情況(包括任何其他合約安排)。

本集團將合營企業之權益入賬之方法與將聯營公司之投資入賬之方法(即權益法，見附註2.4)一致。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.5 Joint arrangements (Continued)

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

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

In the Company's statement of financial position, investment in joint ventures are stated at cost less impairment losses, if any. Results of joint ventures are accounted for by the Company on the basis of dividends received and receivable during the year.

### 2.6 Foreign currency translation

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

Transactions entered into by the group entities in currencies other than the currency of the primary economic environment in which they operate (the "functional currency") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. 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. 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 differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

## 2. 主要會計政策概要(續)

### 2.5 共同安排(續)

合營企業投資已付任何溢價高於已收購本集團應佔可識別資產、負債及或然負債的公允價值撥充資本，計入合營企業的賬面值。倘有合營企業投資已經減值的客觀憑證，則按與其他非金融資產相同的方式就投資賬面值進行減值測試。

本集團於合營業務之權益乃根據其合約賦予之權利及義務，透過確認其應佔資產、負債、收入及開支入賬。

於合營公司之投資在本公司財務狀況報表按成本減減值虧損(如有)列賬。合營企業之業績於年內由本公司按已收及應收股息入賬。

### 2.6 外幣換算

財務報表以港元(「港元」)呈報，即本公司之功能貨幣。

集團實體以其經營所在主要經營環境之貨幣(「功能貨幣」)以外貨幣進行之交易，乃按交易進行時之匯率入賬。外幣貨幣資產及負債按報告期末當時匯率換算。以外幣計值按公允價值列賬之非貨幣項目按釐定公允價值當日匯率重新換算。以外幣按歷史成本計算之非貨幣項目不作重新換算。

結算與換算貨幣項目產生之匯兌差額於其產生期間於損益確認。重新換算按公允價值列賬之非貨幣項目產生之匯兌差額計入期內損益，惟重新換算有關收益及虧損於其他全面收益內確認之非貨幣項目所產生差額除外，在此情況下，匯兌差額亦於其他全面收益內確認。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.6 Foreign currency translation (Continued)

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as exchange reserve (attributed to minority interests as appropriate). Exchange differences recognised in profit or loss of group entities' separate financial statements on the translation of long term monetary items forming part of the Group's net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as exchange reserve.

On disposal of a foreign operation, the cumulative exchange differences recognised in the exchange reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of reporting period. Exchange differences arising are recognised in the exchange reserve.

## 2. 主要會計政策概要(續)

### 2.6 外幣換算(續)

於綜合入賬時，海外業務之收支項目按該年度平均匯率換算為本集團之呈列貨幣(即港元)，惟匯率於期內大幅波動則除外，在此情況下，則使用與交易進行時適用匯率相若之匯率。海外業務所有資產及負債按各報告期末之匯率換算。所產生匯兌差額(如有)於其他全面收益內確認，並於權益內累計為匯兌儲備(歸屬於少數股東權益(如適用))。於集團實體個別財務報表之損益內所確認換算長期貨幣項目(構成本集團於有關海外業務淨投資一部分)之匯兌差額重新歸類為其他全面收益，並於權益內累計為匯兌儲備。

出售海外業務時，於該業務相關之匯兌儲備確認截至出售日期之累計匯兌差額，重新分類為損益作為出售盈虧之一部分。

就於2005年1月1日或之後收購海外業務而產生之商譽及所收購可識別資產之公允價值調整乃作為該海外業務之資產及負債處理，並按各報告期末之現行匯率重新換算。所產生匯兌差額於匯兌儲備確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.7 Property, plant and equipment

Property, plant and equipment, other than construction in progress, are stated at acquisition cost less accumulated depreciation and accumulated impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Depreciation is provided to write off the cost less their residual values over their estimated useful lives on a straight-line method, at the following rates per annum:

Buildings	5%
Leasehold improvements, furniture, fixtures and equipment	2.5% to 33-1/3% over lease terms whichever involves shorter period
Motor vehicles and yachts	6-2/3% to 33-1/3%
Freehold land	No depreciation

The assets' residual values, depreciation methods and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

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

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.

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are recognised as an expense in profit or loss during the financial period in which they are incurred.

## 2. 主要會計政策概要(續)

### 2.7 物業、廠房及設備

物業、廠房及設備(在建工程除外)按購入成本減累計折舊及累計減值虧損列賬。資產成本包括購買價及將該資產達至其擬定用途之運作條件及位置之任何直接應佔成本。

折舊乃按下列年率，於其估計可使用年期以直線法計提，以撇銷有關成本減剩餘價值：

樓宇	5%
租賃物業裝修、傢俬、裝置及設備	按2.5%至33-1/3%或租賃期間(以較短者為準)
汽車及遊艇	6-2/3%至33-1/3%
永久業權土地	並無折舊

資產之剩餘價值、折舊方法及可使用年期於各報告日期檢討，在適當情況會作出調整。

倘一項資產之賬面值高於該資產之估計可收回金額，則該項資產立即撇減至其可收回金額。

按融資租賃持有之資產按與自有資產相同之基準於預計可使用年期或相關租期(以較短者為準)計算折舊。

報廢或出售盈虧按出售所得款項與資產賬面值之差額釐定，並於損益賬確認。

其後成本只有在該項目相關之未來經濟利益可能流入本集團，且該項目之成本能可靠計量時，方計入資產之賬面值或確認為獨立資產(視適用情況而定)。替換部份之賬面值則終止確認。維修及保養等所有其他成本，於其產生之財務期間自損益賬扣除。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.7 Property, plant and equipment (Continued)

Construction in progress represents assets under construction and is stated at cost less impairment losses. Cost comprises direct costs of construction as well as borrowing costs capitalised during the periods of construction and installation. Capitalisation of these costs ceases and the construction in progress is transferred to the appropriate class of property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided for in respect of construction in progress until it is completed and ready for its intended use.

The buildings comprise a portion that is held to earn rentals and the other portion that is held for administrative purpose. As the portion held to earn rentals cannot be sold separately and is insignificant, the building is classified as owner-occupied property rather than investment property.

#### 2.8 Investment properties

Investment property is property held either to earn rentals or for capital appreciation or for both, but not held for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment property is measured at cost on initial recognition and subsequently at fair value with any change therein recognised in profit or loss.

Properties under construction or development for future use as investment properties are classified as investment properties under construction. If the fair value cannot be reliably determined, the investment properties under construction will be measured at cost until such time as fair value can be determined or construction is completed.

### 2. 主要會計政策概要(續)

#### 2.7 物業、廠房及設備(續)

在建工程指在建資產，並按成本值減任何減值虧損入賬。成本包括在建設及安裝期間之直接建設成本及撥充資本之借貸成本。當完成準備資產作擬定用途之絕大部分所有活動時，該等成本不再撥充資本，而在建工程則轉撥至適當類別物業、廠房及設備。在建工程毋需作折舊撥備，直至其完成及準備作其擬定用途為止。

該樓宇包括持作賺取租金部分及持作行政用途之其他部分。由於持作賺取租金部分不可分拆出售且並非重大，該樓宇分類為業主自用物業而非投資物業。

#### 2.8 投資物業

投資物業為持作賺取租金或資本增值或兩者兼有之物業，惟並非持作在一般業務過程中出售、用作生產或供應商品或服務或用作行政用途。投資物業於初步確認時按成本計量，而其後任何公允價值變動則於損益賬確認。

未來用作投資物業之在建或開發中物業乃分類為在建投資物業。倘公允價值無法可靠釐定，在建投資物業將按成本計量，直至能夠釐定公允價值或建設工程完成之時為止。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.8 Investment properties (Continued)

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

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

For a transfer from inventories to investment properties, any difference between the fair value of the property at that date and its previous carrying amount is recognised in profit or loss.

### 2.9 Operating lease prepayments and land use right

Upfront payments made to acquire land held under an operating lease are stated at costs less accumulated amortisation and any accumulated impairment losses. The determination if an arrangement is or contains a lease and the lease is an operating lease is detailed in note 2.17. Amortisation is calculated on a straight-line basis over the term of the lease/right of use except where an alternative basis is more representative of the time pattern of benefits to be derived by the Group from use of the land.

## 2. 主要會計政策概要(續)

### 2.8 投資物業(續)

投資物業公允價值變動產生之損益於其產生年度之損益入賬。

報廢或出售投資物業而產生之任何損益於報廢或出售年度之損益確認。

倘存貨轉入投資物業，物業於該日之公允價值與其先前賬面值之任何差額會於損益確認。

### 2.9 經營租賃預付款項及土地使用權

就收購根據經營租約持有之土地所作出預付款項乃以成本減累計攤銷及任何累計減值虧損列值。安排是否屬於租賃或是否包含租賃以及該租賃是否屬於經營租賃之釐定方式於附註2.17詳述。攤銷乃於租賃／使用權期內以直線法計算，惟倘若有另一種基準更能反映本集團透過利用有關土地可產生收益之時間模式則除外。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.10 Goodwill

Set out below are the accounting policies on goodwill arising on acquisition of a subsidiary. Accounting for goodwill arising on acquisition of investment in an associate is set out in note 2.4.

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

Where the fair value of identifiable assets and liabilities exceed the aggregate of the fair value of consideration paid, the amount of any non-controlling interest in the acquiree and the acquisition date fair value of the acquirer's previously held equity interest in the acquiree, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units ("CGUs") that are expected to benefit from the synergies of the acquisition. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. A CGU to which goodwill has been allocated is tested for impairment annually, by comparing its carrying amount with its recoverable amount (see note 2.23), and whenever there is an indication that the unit may be impaired.

For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. However, the loss allocated to each asset will not reduce the individual asset's carrying amount to below its fair value less cost of disposal (if measurable) or its value in use (if determinable), whichever is the higher. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

## 2. 主要會計政策概要(續)

### 2.10 商譽

下文列載有關收購附屬公司所產生商譽之會計政策。收購聯營公司之投資所產生商譽之會計法載於附註2.4。

商譽指轉讓代價及就於收購對象之非控股權益已確認金額總和超過所收購之收購對象可識別資產、負債及或然負債之公允價值淨額之差額。

倘可識別資產及負債之公允價值超出所付代價、於收購對象任何非控股權益金額及收購方先前於收購對象所持股權之收購日期公允價值之公允價值總和，則超出部分在重估後於收購日期在損益賬確認。

商譽乃按成本減減值虧損計量。就減值測試而言，收購所產生之商譽乃被分配到預期自收購所產生協同效益中受益之各有關現金產生單位（「現金產生單位」）。現金產生單位指可大致獨立於其他資產或資產組別產生現金流入之最小可識別資產組別。獲分配商譽之現金產生單位每年（以其賬面值與可收回金額（見附註2.23）進行比較）及於出現可能減值之跡象時進行減值測試。

就財政年度內收購產生之商譽而言，獲分配商譽之現金產生單位於該財政年度末前進行減值測試。倘現金產生單位之可收回金額少於其賬面值，則首先會分配減值虧損以減少該單位獲分配之任何商譽之賬面值，再根據該單位各項資產之賬面值按比例分配至該單位之其他資產。然而，分配至各項資產之虧損將不會導致個別資產之賬面值低於其公允價值減出售成本（若可計量）或使用價值（若可釐定）（取較高者）。任何商譽減值虧損於損益賬確認，且不會於往後期間撥回。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.10 Goodwill (Continued)

On subsequent disposal of a subsidiary, the attributable amount of goodwill capitalised is included in the determination of the amount of gain or loss on disposal.

### 2.11 Other intangible assets and research and development activities

#### *Other intangible assets*

Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired in a business combination is fair value at the date of acquisition. After initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on straight-line basis over their estimated useful lives. Amortisation commences when the intangible assets are available for use. The following useful lives are applied:

Computer software	4 years
Customer relationships	2 years
Development cost	2–4 years
Licenses, brand names and franchise right	8–10 years
Distribution channel	6.5 years

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the computer software to which it relates. All other expenditure is expensed as incurred.

Intangible assets with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

Intangible assets, with finite and indefinite useful lives, are tested for impairment as described below in note 2.23.

## 2. 主要會計政策概要(續)

### 2.10 商譽(續)

其後出售附屬公司時，於釐定出售之盈虧時將計及已資本化之商譽應佔金額。

### 2.11 其他無形資產及研發活動

#### *其他無形資產*

獨立收購之無形資產初步按成本確認。於業務合併中購入無形資產之成本為於收購日期之公允價值。初步確認後，具有有限使用年期之無形資產按成本減累計攤銷及任何累計減值虧損入賬。具有有限使用年期之無形資產之攤銷於其估計可使用年期以直線法計提撥備。無形資產於可使用時開始攤銷。以下為所應用之可使用年期：

電腦軟件	4年
與客戶關係	2年
開發成本	2–4年
牌照、品牌名稱 及特許經營權	8–10年
分銷渠道	6.5年

其後開支只會在與其相關之電腦軟件之未來經濟利益增加時方撥充資本。所有其他開支於產生時支銷。

具無限使用年期之無形資產按成本減任何其後累計減值虧損入賬。

具有限及無限使用年期之無形資產根據下文附註2.23所述者作減值測試。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.11 Other intangible assets and research and development activities (Continued)

##### *Research and development costs*

Costs associated with research activities are expensed in profit or loss as they occur. Costs that are directly attributable to the development activities are recognised as intangible assets provided they meet the following recognition requirements:

- (i) demonstration of technical feasibility of the prospective product for internal use or sale;
- (ii) there is intention to complete the intangible asset and use or sell it;
- (iii) the Group's ability to use or sell the intangible asset is demonstrated;
- (iv) the intangible asset will generate probable economic benefits through internal use or sale;
- (v) sufficient technical, financial and other resources are available for completion; and
- (vi) the expenditure attributable to the intangible asset can be reliably measured.

Direct costs include employee costs incurred on development along with an appropriate portion of relevant overheads. The costs of internally generated developments are recognised as intangible assets. They are subject to the same subsequent measurement method as externally acquired intangible assets.

All other development costs are expensed as incurred.

### 2. 主要會計政策概要(續)

#### 2.11 其他無形資產及研發活動(續)

##### *研究及開發成本*

與研究活動相關之成本於產生時於損益賬支銷。開發活動直接應佔之成本於符合以下確認要求時確認為無形資產：

- (i) 顯示預期供內部使用或銷售之產品在技術上可行；
- (ii) 有意完成無形資產，並加以使用或出售；
- (iii) 顯示本集團有能力使用或出售該無形資產；
- (iv) 無形資產有可能透過內部使用或出售帶來經濟利益；
- (v) 備有足夠技術、財務及其他資源完成研發；及
- (vi) 能可靠計量無形資產應佔之開支。

直接成本包括開發過程中產生之僱員成本，以及適當部分之相關間接費用。開發產品產生之內部成本乃確認為無形資產。該資產其後之計量方法，與外購之無形資產相同。

所有其他開發成本於產生時支銷。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.12 Financial instruments (accounting policies applied from 1 January 2018)

#### 1. Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss, 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.

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

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

#### Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

## 2. 主要會計政策概要(續)

### 2.12 金融工具(自2018年1月1日起應用之會計政策)

#### 1. 金融資產

金融資產(並無重大融資部份之應收貿易款項除外)初步按公允價值另加(就並非按公允價值於損益賬處理之項目而言)收購或發行金融資產應佔之直接交易成本計量。並無重大融資部份之應收貿易款項初步按交易價格計量。

所有以常規方式購買及銷售之金融資產於交易日(即本集團承諾購買或出售資產當日)確認。常規買賣指規定於一般由市場規例或慣例確立期間內交付資產之金融資產買賣。

在確定具有嵌入衍生工具之金融資產之現金流是否純粹為本金及利息付款時,需從金融資產之整體考慮。

#### 債務工具

債務工具之後續計量取決於本集團管理資產之業務模式及該等資產之現金流量特徵。本集團將其債務工具分類為三種計量類別:



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.12 Financial instruments (accounting policies applied from 1 January 2018) (Continued)

1. *Financial assets (Continued)*

Debt instruments (Continued)

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

Fair value through other comprehensive income ("FVOCI"): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Debt investments at FVOCI are subsequently measured at fair value. Interest income calculated using the effective interest rate method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in other comprehensive income. On derecognition, gains and losses accumulated in other comprehensive income are reclassified to profit or loss.

### 2. 主要會計政策概要(續)

#### 2.12 金融工具(自2018年1月1日起應用之會計政策)(續)

1. 金融資產(續)

債務工具(續)

攤銷成本：倘持有資產旨在收取合約現金流量，而該等資產之現金流量純粹為本金及利息付款，該等資產按攤銷成本計量。按攤銷成本計量之金融資產其後使用實際利率法計量。利息收入、外匯收益及虧損以及減值於損益賬確認。終止確認產生之任何收益於損益賬確認。

按公允價值於其他全面收益處理(「按公允價值於其他全面收益處理」)：倘持有資產目的為收取合約現金流量及銷售金融資產，且資產之現金流量純粹為本金及利息付款，則按公允價值於其他全面收益處理計量。按公允價值於其他全面收益處理之債務工具其後按公允價值計量。使用實際利率法計算之利息收入、外匯收益及虧損以及減值於損益賬確認。其他收益及虧損淨額於其他全面收益確認。於終止確認時，於其他全面收益確認之累計收益及虧損重新分類至損益。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.12 Financial instruments (accounting policies applied from 1 January 2018) (Continued)

#### i. Financial assets (Continued)

##### Debt instruments (Continued)

Fair value through profit or loss ("FVTPL"): Financial assets at FVTPL include financial assets held for trading, financial assets designated upon initial recognition at FVTPL, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVTPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at FVOCI, as described above, debt instruments may be designated at FVTPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

##### Equity instruments

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. Equity investments at FVOCI are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss. All other equity instruments are classified as FVTPL, whereby changes in fair value, dividends and interest income are recognised in profit or loss.

## 2. 主要會計政策概要(續)

### 2.12 金融工具(自2018年1月1日起應用之會計政策)(續)

#### i. 金融資產(續)

##### 債務工具(續)

按公允價值於損益賬處理(「按公允價值於損益賬處理」): 按公允價值於損益賬處理之金融資產包括持作買賣之金融資產、於初步確認時指定按公允價值計入損益之金融資產, 或需要強制按公允價值計量之金融資產。倘金融資產乃為於近期進行出售或購置而收購, 則金融資產會分類為持作買賣。衍生工具(包括獨立嵌入式衍生工具)亦分類為持作買賣, 除非衍生工具指定為實際對沖工具, 則作別論。現金流量並非純粹用作支付本金及利息之金融資產分類為按公允價值於損益賬處理計量, 而不論業務模式。儘管如上文所述債務工具可分類為按攤銷成本或按公允價值計入其他全面收入, 倘能夠消除或顯著減少會計錯配, 則債務工具或會於初步確認時指定為按公允價值於損益賬處理。

##### 股本工具

於初次確認並非持作買賣用途之股本投資時, 本集團可不可撤回地選擇於其他全面收益中呈列投資公允價值後續變動。是項選擇乃按投資逐項作出。按公允價值於其他全面收益處理之股本投資乃按公允價值計量。股息收入於損益賬確認, 除非股息收入清楚呈列收回部分投資成本, 則作別論。其他收益及虧損淨額於其他全面收益確認, 亦不會重新分類至損益賬。所有其他股本工具分類為按公允價值於損益賬處理, 倘公允價值有所變動, 股息及利息收入於損益賬確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.12 Financial instruments (accounting policies applied from 1 January 2018) (Continued)

##### ii. Impairment loss on financial assets

The Group recognises loss allowances for expected credit losses ("ECLs") on trade receivables, financial assets measured at amortised cost and debt investments measured at FVOCI. The ECLs are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

The Group has elected to measure loss allowances for trade receivables and contract assets using HKFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets, the ECLs are based on the 12-months ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

### 2. 主要會計政策概要(續)

#### 2.12 金融工具(自2018年1月1日起應用之會計政策)(續)

##### ii. 金融資產之減值虧損

本集團就應收貿易款項、按攤銷成本計量之金融資產及按公允價值於其他全面收益處理之債務投資之預期信貸虧損(「預期信貸虧損」)確認虧損撥備。預期信貸虧損按以下其中一項基準計量：(1)12個月預期信貸虧損：此乃於報告日期後12個月內之潛在違約事件所導致預期信貸虧損；及(2)全期預期信貸虧損：此乃於金融工具預計年期內之所有潛在違約事件所導致預期信貸虧損。估計預期信貸虧損時所考慮最長期間為本集團面對信貸風險之最長合約期間。

預期信貸虧損為信貸虧損之概率加權估計。信貸虧損乃按根據合約應付本集團之所有合約現金流量與本集團預期收取之所有現金流量間之差額計量。該差額其後按與資產原有實際利率相若之利率貼現。

本集團已選用香港財務報告準則第9號簡化法計量應收貿易款項及合約資產之虧損撥備，並已根據全期預期信貸虧損計算預期信貸虧損。本集團已制定根據本集團過往信貸虧損經驗計算之撥備矩陣，並按與債務人相關之特定前瞻因素及經濟環境調整。

就其他債務金融資產而言，預期信貸虧損按12個月預期信貸虧損計算。然而，當自發生以來信貸風險顯著增加，撥備將按全期預期信貸虧損計算。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.12 Financial instruments (accounting policies applied from 1 January 2018) (Continued)

#### II. Impairment loss on financial assets (Continued)

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 analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 90 days past due.

The Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets interest income is calculated based on the gross carrying amount.

## 2. 主要會計政策概要(續)

### 2.12 金融工具(自2018年1月1日起應用之會計政策)(續)

#### II. 金融資產之減值虧損(續)

當釐定金融資產之信貸風險有否自初步確認以來顯著增加，並於估計預期信貸虧損時，本集團考慮相關及毋須付出不必要成本或精力即可獲得之合理可作為依據之資料。此包括根據本集團過往經驗及已知信貸評估得出之定量及定性資料分析，並包括前瞻資料。

本集團假設，倘金融資產逾期超過90日，則其信貸風險已顯著增加。

本集團認為金融資產於下列情況下出現信貸減值：(1) 借款人不可能在本集團無追索權(例如：變現擔保(如持有))下向本集團悉數支付其信貸責任；或(2) 該金融資產逾期超過90日。

信貸減值金融資產之利息收入按金融資產之攤銷成本(即賬面總值減虧損撥備)計算。非信貸減值金融資產之利息收入則按賬面總值計算。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.12 Financial instruments (accounting policies applied from 1 January 2018) (Continued)

##### III. Financial liabilities

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

Financial liabilities at fair value through profit or loss

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL.

Financial liabilities are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in profit or loss.

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial liability at FVTPL, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

### 2. 主要會計政策概要(續)

#### 2.12 金融工具(自2018年1月1日起應用之會計政策)(續)

##### III. 金融負債

本集團視乎所產生負債之目的將金融負債分類。按公允價值於損益賬處理之金融負債初步按公允價值計量，而按攤銷成本列賬之金融負債初步按公允價值計量並扣除已產生直接應佔成本。

按公允價值於損益賬處理之金融負債

按公允價值於損益賬處理之金融負債包括持作買賣之金融負債及於初步確認時指定為按公允價值於損益賬處理之金融負債。

倘收購金融負債旨在於短期內出售，則該金融負債分類為持有買賣。衍生工具(包括獨立嵌入式衍生工具)亦分類為持有買賣，除非彼等指定為有效對沖工具則作別論。持作買賣之負債所產生收益或虧損於損益賬確認。

倘合約包含一項或多項嵌入式衍生工具，則整份混合式合約可指定為按公允價值於損益賬處理之金融負債，惟倘嵌入式衍生工具並無令現金流量有重大變動或明確禁止分開處理嵌入式衍生工具則除外。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.12 Financial instruments (accounting policies applied from 1 January 2018) (Continued)

#### III. Financial liabilities (Continued)

Financial liabilities at fair value through profit or loss (Continued)

Financial liabilities may be designated upon initial recognition as at FVTPL if the following criteria are met: (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the liabilities or recognising gains or losses on them on a different basis; (ii) the liabilities are part of a group of financial liabilities which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy; or (iii) the financial liability contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, financial liabilities at FVTPL are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise, except for the gains and losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities at amortised cost

Financial liabilities at amortised cost including trade and other payables, borrowings, certain preference shares and the debt element of convertible and exchangeable bonds issued by the Group are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

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

## 2. 主要會計政策概要(續)

### 2.12 金融工具(自2018年1月1日起應用之會計政策)(續)

#### III. 金融負債(續)

按公允價值於損益賬處理之金融負債(續)

符合以下標準之金融負債可在初步確認時指定為按公允價值於損益賬處理：(i)有關指定消除或顯著減少因按不同基準計量負債或就其確認收益或虧損而造成之處理方法不一致情況；(ii)根據明文訂立之風險管理策略，該等負債為一類受管理而其表現乃按公允價值評估之金融負債其中部分；或(iii)有關金融負債包含須獨立入賬之嵌入式衍生工具。

於初步確認後，按公允價值於損益賬處理之金融負債按公允價值計量，並於產生之期間於損益賬確認公允價值變動，惟因本集團本身信貸風險而產生之收益及虧損除外，彼等於其他全面收益呈列，且其後不會重新分類至損益表。於損益表確認之公允價值收益或虧損淨額不包括就該等金融負債收取之任何利息。

按攤銷成本列賬之金融負債

按攤銷成本列賬之金融負債包括貿易及其他應付款項、借貸、若干優先股及本集團所發行可換股及可交換債券之債務部分其後採用實際利率法按攤銷成本計量。相關利息開支於損益賬確認。

當負債終止確認時，於損益賬確認收益或虧損並經攤銷處理。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.12 Financial instruments (accounting policies applied from 1 January 2018) (Continued)

##### IV. Convertible and exchangeable bonds

Convertible and exchangeable bonds issued by the Group that contain both the liability and conversion option components are classified separately into their respective items on initial recognition. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument.

On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the proceeds of the issue of the convertible loan notes and the fair value assigned to the liability component, representing the conversion option for the holder to convert the bonds into equity, is included in equity (convertible and exchangeable bonds equity reserve).

In subsequent periods, the liability component of the convertible and exchangeable bonds is carried at amortised cost using the effective interest method. The equity component, represented by the option to convert the liability component into ordinary shares, will remain in convertible and exchangeable bonds equity reserve until the embedded option is exercised (in which case the balance stated in convertible and exchangeable bonds equity reserve will be transferred to share capital and share premium. Where the option remains unexercised at the expiry dates, the balance stated in convertible and exchangeable bonds equity reserve will be released to the retained earnings. No gain or loss is recognised upon conversion or expiration of the option.

Transaction costs that relate to the issue of the convertible and exchangeable bonds are allocated to the liability and equity components in proportion to the allocation of the proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible and exchangeable bonds using the effective interest method.

### 2. 主要會計政策概要(續)

#### 2.12 金融工具(自2018年1月1日起應用之會計政策)(續)

##### IV. 可換股及可交換債券

本集團發行同時包含負債及兌換權部分之可換股及可交換債券於初步確認時獨立分類至各自相關項目。將透過以定額現金或其他金融資產交換一定數量之本公司自有股本工具結算之兌換權分類為股本工具。

於初步確認時，負債部分之公允價值採用相類不可換股債務適用當前市場利息釐定。發行可換股貸款票據所得款項與負債部分獲指定之公允價值間之差額(相當於可讓持有人將債券兌換為權益之兌換權)計入權益(可換股及可交換債券權益儲備)。

於隨後期間，可換股及可交換債券之負債部分採用實際利率法按攤銷成本列賬。權益部分(相當於可將負債部分兌換為普通股之選擇權)將於可換股及可交換債券權益儲備中保留，直至內含選擇權獲行使(在此情況下，於可換股及可交換債券權益儲備呈列之結餘將撥入股本及股份溢價)為止。倘選擇權於屆滿日期仍未行使，則於可換股及可交換債券權益儲備呈列之結餘將釋放至保留盈利。概無於選擇權獲兌換或屆滿時確認收益或虧損。

與發行可換股及可交換債券相關之交易成本按所得款項分配比例分配至負債及權益部分。與權益部分相關之交易成本直接於權益中扣除。與負債部分相關之交易成本計入負債部分之賬面值，並於可換股及可交換債券期限內採用實際利率法攤銷。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.12 Financial instruments (accounting policies applied from 1 January 2018) (Continued)

#### V. *Effective interest method*

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

#### VI. *Equity instruments*

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

#### VII. *Financial guarantee contracts*

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make 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. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the loss allowance, being the ECLs provision measured in accordance with principles of the accounting policy set out in note 2.12(II); and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the principles of HKFRS 15.

## 2. 主要會計政策概要(續)

### 2.12 金融工具(自2018年1月1日起應用之會計政策)(續)

#### V. 實際利率法

實際利率法為計算金融資產或金融負債之攤銷成本及按有關期間攤分利息收入或利息開支之方法。實際利率為確切貼現金融資產或負債之預計年期或(如適用)較短期間之估計未來現金收入或付款之利率。

#### VI. 股本工具

本公司發行之股本工具按收取之所得款項(扣除直接發行成本)列賬。

#### VII. 財務擔保合約

財務擔保合約乃要求發行人支付指定金額，以賠償持有人因指定債務人未能按債務工具原訂或經修訂條款如期還款而招致損失之合約。本集團發出並非指定按公允價值於損益賬處理之財務擔保合約初步按其公允價值減發出財務擔保合約直接應佔之交易成本確認。於初步確認後，本集團按以下各項中之較高者計量財務擔保合約：(i)虧損撥備金額(即根據附註2.12(II)所載會計政策原則計量之預期信貸虧損撥備)；及(ii)初步確認之金額減(如適用)根據香港財務報告準則第15號之原則確認之累計攤銷。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.12 Financial instruments (accounting policies applied from 1 January 2018) (Continued)

##### VIII. Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expiration or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

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

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

### 2. 主要會計政策概要(續)

#### 2.12 金融工具(自2018年1月1日起應用之會計政策)(續)

##### VIII. 終止確認

本集團於金融資產相關未來現金流量之合約權利屆滿時，或於金融資產已經轉讓且有關轉讓符合香港財務報告準則第9號之終止確認標準時終止確認金融資產。

當有關合約中訂明之義務獲解除、註銷或屆滿時，終止確認金融負債。

倘本集團因重新磋商金融負債之條款而向債權人發行其自有股本工具以全面或部分結付該負債，則所發行股本工具為已付代價，並於金融負債或其部分被註銷當日初步確認及按該日之公允價值計量。倘所發行股本工具之公允價值無法可靠計量，則股本工具按可反映被註銷金融負債之公允價值之金額計量。被註銷之金融負債或其部分之賬面值與已付代價間之差額於該年度損益賬確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.13 Financial instruments (accounting policies applied until 31 December 2017)

The Group has applied HKFRS 9 retrospectively, but has elected not to restate comparative information. Accordingly, the comparative financial information provided continues to be accounted for in accordance with the Group's previous accounting policy.

#### 1. Financial assets

The Group's accounting policies for financial assets other than investments in subsidiaries, associates and joint ventures are set out below.

Financial assets are classified into the following categories:

- financial assets at FVTPL
- loans and receivables
- held-to-maturity investments
- available-for-sale financial assets

Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

## 2. 主要會計政策概要(續)

### 2.13 金融工具(截至2017年12月31日前應用之會計政策)

本集團已追溯應用香港財務報告準則第9號，但選擇不重列比較資料。因此，所提供比較財務資料繼續根據集團過往會計政策入賬。

#### 1. 金融資產

本集團金融資產(除附屬公司、聯營公司及合營企業中之投資外)之會計政策呈列如下。

金融資產分為以下類別：

- 按公允價值於損益賬處理之金融資產
- 貸款及應收款項
- 持至到期投資
- 可供出售金融資產

管理層於初步確認時根據收購金融資產之目的釐定其金融資產之分類，及(倘允許及適用)於各報告日期重新評估該分類。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.13 Financial instruments (accounting policies applied until 31 December 2017) (Continued)

##### 1. Financial assets (Continued)

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. Regular way purchases of financial assets are recognised on trade date. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at FVTPL, directly attributable transaction costs.

Derecognition of financial assets occurs when the rights to receive cash flows from the financial assets expire or are transferred and substantially all of the risks and rewards of ownership have been transferred.

At each reporting date, financial assets are reviewed to assess whether there is objective evidence of impairment. If any such evidence exists, impairment loss is determined and recognised based on the classification of the financial asset.

##### (i) Financial assets at fair value through profit or loss

Financial assets at FVTPL include financial assets held for trading and financial assets designated upon initial recognition as at FVTPL.

Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term, or it is part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent pattern of short-term profit-making. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments or financial guarantee contracts.

### 2. 主要會計政策概要(續)

#### 2.13 金融工具(截至2017年12月31日前應用之會計政策)(續)

##### 1. 金融資產(續)

所有金融資產僅於本集團成為工具合約條文之訂約方後，方可確認。日常購置之金融資產於交易日確認。金融資產最初確認時，乃按公允價值計量，倘投資並非按公允價值於損益賬中計算，則加直接應佔交易成本計量。

倘從金融資產收取現金流量之權利屆滿或轉讓及擁有權之絕大部分風險及回報已轉讓時，則會終止確認金融資產。

於各報告日期會審閱金融資產，以評估是否有客觀證據表明金融資產減值。倘出現任何該等證據，則根據金融資產之分類釐定及確認減值虧損。

##### (i) 按公允價值於損益賬處理之金融資產

按公允價值於損益賬處理之金融資產包括持作買賣之金融資產及於最初確認時指定為按公允價值於損益賬處理之金融資產。

倘收購金融資產之目的為於短期內出售，或為已識別整體管理之金融工具組合一部分，且有證據顯示近期有賺取短期利潤模式，則分類為持作買賣。除非衍生工具(包括個別嵌入式衍生工具)指定作為有效對沖工具或財務擔保合約，否則亦列為持作買賣。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.13 Financial instruments (accounting policies applied until 31 December 2017) (Continued)

#### i. Financial assets (Continued)

- (i) Financial assets at fair value through profit or loss (Continued)

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial asset at FVTPL, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

Financial assets may be designated upon initial recognition as at FVTPL if the following criteria are met:

- the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or recognising gains or losses on them on a different basis; or
- the assets are part of a group of financial assets which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy and information about the group of financial assets is provided internally on that basis to the key management personnel; or
- the financial asset contains an embedded derivative that would need to be separately recorded.

## 2. 主要會計政策概要(續)

### 2.13 金融工具(截至2017年12月31日前應用之會計政策)(續)

#### i. 金融資產(續)

- (i) 按公允價值於損益賬處理之金融資產(續)

倘合約含有一項或多項嵌入式衍生工具，則整份合約可指定為按公允價值於損益賬處理之金融資產，惟倘嵌入式衍生工具不會令現金流量有重大變動或明確禁止分開處理嵌入式衍生工具則除外。

符合以下條件之金融資產可在最初確認時指定為按公允價值於損益賬處理：

- 分類將消除或顯著減少因按不同基準計量資產或確認收益或虧損而造成之處理方法不一致情況；或
- 根據明文訂立之風險管理策略，該等資產為一類受管理而其表現乃按公允價值評估之金融資產其中部分，而有關該類別金融資產之資料均按該基準提供予內部主要管理人員；或
- 有關金融資產包含需要獨立入賬之嵌入式衍生工具。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.13 Financial instruments (accounting policies applied until 31 December 2017) (Continued)

#### i. Financial assets (Continued)

- (i) Financial assets at fair value through profit or loss (Continued)

Subsequent to initial recognition, the financial assets included in this category are measured at fair value with changes in fair value recognised in profit or loss. Fair value is determined by reference to active market transactions or using a valuation technique where no active market exists. Fair value gain or loss does not include any dividend or interest earned on these financial assets. Dividend and interest income is recognised in accordance with the Group's policies in note 2.20 to these financial statements.

- (ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction cost. Gains and losses are recognised in the profit or loss when the loans and receivables are derecognised or impaired, as well as through the amortisation process.

## 2. 主要會計政策概要(續)

### 2.13 金融工具(截至2017年12月31日前應用之會計政策)(續)

#### i. 金融資產(續)

- (i) 按公允價值於損益賬處理之金融資產(續)

於初步確認後，計入此類別之金融資產乃按公允價值計量，並於損益賬確認公允價值之變動。公允價值乃參考活躍市場交易或(倘無活躍市場)採用估值方法予以釐定。公允價值盈虧並不包括此等金融資產已賺取之股息或利息。該等股息及利息收入根據財務報表附註2.20所載本集團政策予以確認。

- (ii) 貸款及應收款項

貸款及應收款項乃指並非於活躍市場報價而具備固定或可釐定付款之非衍生金融資產。貸款及應收款項其後採用實際利率法按攤銷成本減任何減值虧損計算。攤銷成本經計及任何收購折讓或溢價後計算，並包括屬於實際利率及交易成本組成部分之各項費用。有關盈虧當貸款及應收款項被終止確認或減值時於損益賬確認，也透過攤銷確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.13 Financial instruments (accounting policies applied until 31 December 2017) (Continued)

#### i. Financial assets (Continued)

##### (iii) Available-for-sale investments

Non-derivative financial assets that do not qualify for inclusion in any of the other categories of financial assets are classified as available-for-sale financial assets.

All financial assets within this category are subsequently measured at fair value. Gain or loss arising from a change in the fair value excluding any dividend and interest income is recognised in other comprehensive income and accumulated separately in the available-for-sale financial assets revaluation reserve in equity, except for impairment losses (see the policy below) and foreign exchange gains and losses on monetary assets, until the financial asset is derecognised, at which time the cumulative gain or loss is reclassified from equity to profit or loss. Interest calculated using the effective interest method is recognised in profit or loss.

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

##### (iv) Held-to-maturity investments

These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Group's management has the positive intention and ability to hold to maturity. Subsequent to initial recognition, held-to-maturity investments are measured at amortised cost using the effective interest method, less any identified impairment losses.

## 2. 主要會計政策概要(續)

### 2.13 金融工具(截至2017年12月31日前應用之會計政策)(續)

#### i. 金融資產(續)

##### (iii) 可供出售投資

不合資格列入任何其他類別金融資產之非衍生金融資產分類為可供出售金融資產。

該類別所有金融資產其後按公允價值計量。公允價值變動(不包括任何股息及利息收入)產生之盈虧於其他全面收益確認，並於權益內可供出售金融資產重估儲備內分開累計，惟減值虧損(見下述政策)以及貨幣資產之匯兌收益及虧損除外，有關累計收益或虧損於金融資產終止確認時方由權益重新分類至損益賬。以實際利率法計算之利息於損益賬確認。

在活躍市場上並無報價且公允價值無法可靠計量之可供出售股本投資，與該等非上市股本工具有關並須以交付該等工具結算之衍生工具，則須按成本減任何已識別減值虧損計量。

##### (iv) 持至到期投資

該等資產為具備固定或可釐定付款而本集團管理層有意及有能力持有至到期之非衍生金融資產。初步確認後，持至到期投資採用實際利率法按攤銷成本減任何可識別減值虧損計算。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.13 Financial instruments (accounting policies applied until 31 December 2017) (Continued)

##### II. Impairment loss on financial assets

At each reporting date, financial assets other than at FVTPL are reviewed to determine whether there is any objective evidence of impairment.

Objective evidence of impairment of individual financial assets includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

Loss events in respect of a group of financial assets include observable data indicating that there is a measurable decrease in the estimated future cash flows from the group of financial assets. Such observable data includes but not limited to adverse changes in the payment status of debtors in the group, national or local economic conditions that correlate with defaults on the assets in the group, and the failure to renegotiate the repayment terms of loan and receivables that would otherwise be past due or impaired.

### 2. 主要會計政策概要(續)

#### 2.13 金融工具(截至2017年12月31日前應用之會計政策)(續)

##### II. 金融資產之減值虧損

於各報告日期，本集團審閱並非按公允價值於損益賬處理之金融資產，以釐定是否有任何客觀減值證據。

個別金融資產減值之客觀證據包括本集團得悉下列一項或多項虧損事件之明顯數據：

- 債務人出現重大財政困難；
- 違反合約，例如拖欠或欠付利息或本金付款；
- 債務人可能會進行破產程序或其他財務重組；
- 科技、市場、經濟或法律環境出現對債務人有負面影響之重大變動；及
- 股本工具投資之公允價值大幅或長期下跌至低於其成本。

有關一組金融資產之虧損事件包括顯示該組金融資產之估計未來現金流量大幅減少之明顯數據。有關明顯數據包括但不限於該組債務人之付款狀況、與該組欠款資產相關之國家或地區經濟狀況之不利變動，以及未能重新磋商已逾期或減值之貸款及應收款項之還款期。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.13 Financial instruments (accounting policies applied until 31 December 2017) (Continued)

#### II. Impairment loss on financial assets (Continued)

If any such evidence exists, the impairment loss is measured and recognised as follows:

##### (i) Financial assets at amortised costs

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The amount of the loss is recognised in profit or loss of the period in which the impairment occurs.

If, in subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss of the period in which the reversal occurs.

##### (ii) Available-for-sale financial assets

When a decline in the fair value of an available-for-sale financial asset has been recognised directly in equity and there is objective evidence that the asset is impaired, an amount is removed from equity and recognised in the profit or loss as impairment loss. That amount is measured as the difference between the asset's acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in the profit or loss.

## 2. 主要會計政策概要(續)

### 2.13 金融工具(截至2017年12月31日前應用之會計政策)(續)

#### II. 金融資產之減值虧損(續)

若存在任何該等證據，則按以下方式計量及確認減值虧損：

##### (i) 按攤銷成本計量之金融資產

倘有客觀證據顯示按攤銷成本列賬之貸款及應收款項出現減值虧損，則虧損金額按資產之賬面值與按金融資產之原實際利率(即最初確認時計算之實際利率)貼現之估計未來現金流量(不包括未產生之未來信貸虧損)現值兩者之差額計量。虧損金額於減值出現期間在損益賬確認。

倘若其後減值虧損金額減少，而有關減幅可客觀地與確認減值後發生之事件聯繫，則撥回過往確認之減值虧損，惟不得導致金融資產於撥回減值當日之賬面值超過如無確認減值之原有攤銷成本。撥回金額於撥回發生期間在損益賬中確認。

##### (ii) 可供出售金融資產

當可供出售金融資產之公允價值減幅已直接於權益確認，且有客觀證據顯示資產已減值，有關數額將自權益剔除並於損益賬確認為減值虧損。該數額乃按資產收購成本(扣除任何本金還款及攤銷)與當時之公允價值兩者之差額，減去之前就該資產在損益賬確認之任何減值虧損計量。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.13 Financial instruments (accounting policies applied until 31 December 2017) (Continued)

II. *Impairment loss on financial assets (Continued)*

(ii) Available-for-sale financial assets (Continued)

Reversals in respect of investment in equity instruments classified as available-for-sale are not recognised in the profit or loss. The subsequent increase in fair value is recognised directly in other comprehensive income. Impairment losses in respect of debt securities are reversed if the subsequent increase in fair value can be objectively related to an event occurring after the impairment loss was recognised. Reversal of impairment losses in such circumstances are recognised in the profit or loss.

Financial assets other than financial assets at FVTPL, loans and receivables and held-to-maturity investments that are stated at amortised cost, impairment losses are written off against the corresponding assets directly. Where the recovery of loans and receivables is considered doubtful but not remote, the impairment losses for doubtful receivables are recorded using an allowance account. When the Group is satisfied that recovery of loans and receivables is remote, the amount considered irrecoverable is written off against loans and receivables directly and any amounts held in the allowance account in respect of that receivable are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

### 2. 主要會計政策概要(續)

#### 2.13 金融工具(截至2017年12月31日前應用之會計政策)(續)

II. 金融資產之減值虧損(續)

(ii) 可供出售金融資產(續)

就歸類為可供出售股本工具投資之撥回並不在損益賬中確認。日後之公允價值增加直接在其他全面收益中確認。若日後之公允價值增加能夠與減值虧損確認後發生之事件客觀相關，則債務證券之減值虧損將予撥回。在該等情況下，減值虧損之撥回於損益賬中確認。

就金融資產(按公允價值於損益賬處理之金融資產與按攤銷成本列賬之貸款及應收款項以及持至到期投資除外)而言，減值虧損乃直接與相應資產撇銷。倘貸款及應收款項被認為屬呆賬但並非不能收回，則屬呆賬之應收款項減值虧損會使用撥備賬列賬。當本集團信納不大可能收回貸款及應收款項時，則被認為屬不可收回之金額乃直接自貸款及應收款項撇銷，而於撥備賬內就有關應收款項持有之任何金額會予以撥回。其後收回過往計入撥備賬之金額自撥備賬撥回。撥備賬之其他變動及其後收回過往直接撇銷之金額乃於損益賬確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.13 Financial instruments (accounting policies applied until 31 December 2017) (Continued)

#### III. Financial liabilities

The Group's financial liabilities include bank and other borrowings, trade and other payables, convertible and exchangeable bonds and finance lease liabilities. They are included in line items in the statement of financial position as bank and other borrowings, finance lease liabilities, trade payables, other payables and accruals, amount due to a director, amounts due to associates, amounts due to subsidiaries, amounts due to related parties, convertible and exchangeable bonds and financial liabilities at FVTPL.

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. All related finance costs are recognised in accordance with the Group's accounting policy for finance costs (see note 2.25).

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

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

#### Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

## 2. 主要會計政策概要(續)

### 2.13 金融工具(截至2017年12月31日前應用之會計政策)(續)

#### III. 金融負債

本集團之金融負債包括銀行及其他借貸、應付貿易款項及其他應付款項、可換股及可交換債券以及融資租賃負債。此等項目在財務狀況報表內分別列入銀行及其他借貸、融資租賃負債、應付貿易款項、其他應付款項及應計費用、欠一名董事款項、欠聯營公司款項、欠附屬公司款項、欠關連方款項、可換股及可交換債券以及按公允價值於損益賬處理之金融負債。

金融負債於本集團成為工具之合約條文訂約方時確認。所有相關融資成本根據本集團有關融資成本之會計政策確認(見附註2.25)。

金融負債乃於有關負債承擔被解除或註銷或屆滿時終止確認。

倘一項現有金融負債被相同借貸人按基本上不同之條款提供之其他債項取代，或現有負債條款被重大修改，該取代或修改會被視作終止確認原有負債及確認一項新負債來處理，且各賬面值間之差額會在損益賬確認。

#### 借貸

借貸初步按公允價值扣除交易成本確認。其後借貸按攤銷成本列賬；所得款項(扣除交易成本)與贖回價值間之任何差額於借貸期內使用實際利率法於損益賬內確認。

除非本集團擁有無條件權利延遲至報告日期後至少12個月償付負債，否則借貸分類為流動負債。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.13 Financial instruments (accounting policies applied until 31 December 2017) (Continued)

##### III. Financial liabilities (Continued)

###### Trade and other payables

Trade and other payables are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method.

###### Convertible and exchangeable bonds

Convertible and exchangeable bonds with conversion options which are not settled by exchanging a fixed amount of cash for a fixed number of shares comprise a derivative component and a liability component.

At initial recognition, the derivative component of the convertible and exchangeable bonds is measured at fair value. Any excess of the proceeds over the amount initially recognised as the derivative component is recognised as the liability component. Transaction costs relating to the issue of the convertible and exchangeable bonds are allocated to the liability and derivative components in proportion to the allocation of proceeds. The portion of the transaction costs relating to the liability component is recognised initially as part of the liability component. The portion relating to the derivative component is recognised immediately in profit or loss.

The derivative component is subsequently remeasured at fair value, with changes in fair value recognised immediately in profit or loss. The liability component is subsequently measured at amortised cost. The interest expense recognised in profit or loss on the liability component is calculated using the effective interest method.

###### Finance lease liabilities

Finance lease liabilities are measured at initial value less the capital element of lease repayments (see note 2.17).

### 2. 主要會計政策概要(續)

#### 2.13 金融工具(截至2017年12月31日前應用之會計政策)(續)

##### III. 金融負債(續)

###### 應付貿易款項及其他應付款項

應付貿易款項及其他應付款項初步按公允價值確認，其後使用實際利率法按攤銷成本計量。

###### 可換股及可交換債券

附帶兌換權(並非透過以定額現金交換一定數量之股份結算)之可換股及可交換債券包括衍生部分及負債部分。

於初步確認時，可換股及可交換債券衍生部分按公允價值計量。所得款項超出初步確認為衍生部分之金額之部分確認為負債部分。與發行可換股及可交換債券有關之交易成本按所得款項分配比例分配至負債部分及衍生部分。與負債部分相關之部分交易成本初步確認為負債部分其中一部分。與衍生部分相關之部分於損益中即時確認。

衍生部分其後按公允價值重新計量，公允價值變動於損益中即時確認。負債部分其後按攤銷成本計量。就負債部分於損益確認之利息開支按實際利率法計算。

###### 融資租賃負債

融資租賃負債乃按初始價值減租賃還款之本金部分計量(見附註2.17)。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.13 Financial instruments (accounting policies applied until 31 December 2017) (Continued)

#### IV. Financial guarantees issued

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

Where the Group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income within other payables. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

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

## 2. 主要會計政策概要(續)

### 2.13 金融工具(截至2017年12月31日前應用之會計政策)(續)

#### IV. 已發出之財務擔保

財務擔保合約指持有人要求發行人(或擔保人)支付指定金額,以賠償持有人因指定債務人未能按債務工具條款如期還款所造成損失之合約。

當本集團發出財務擔保時,財務擔保之公允價值初步於其他應付款項中確認為遞延收入。如發出擔保時已收或應收代價,代價乃根據本集團有關資產類別適用之政策確認。若並無已收或應收代價,於初步確認遞延收益時會即時在損益中確認開支。

初步確認為遞延收入之擔保金額於擔保期在損益中攤銷,作為來自己發出財務擔保之收入。此外,如擔保持有人有可能根據擔保要求本集團還款,及向本集團索償之金額預期超逾現行賬面值(即初步確認之金額減累計攤銷(如適用)),則確認撥備。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.14 Inventories

Inventories are carried at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and applicable selling expenses.

(i) *Properties under development*

The cost of properties under development for sale comprises the acquisition cost of land, materials, labour and other direct expenses and an appropriate proportion of overheads, and capitalised finance cost (see note 2.25).

(ii) *Completed properties held-for-sale*

Cost is determined by apportionment of the total land and development costs for that development project attributable to the unsold properties.

(iii) *Food, beverages and merchandise goods*

Cost comprises the cost of purchased goods calculated using first-in, first-out ("FIFO") method.

(iv) *Projection equipment*

Cost comprises the manufacturing cost of product and the cost of purchased raw materials calculated using FIFO method.

(v) *Botanic-based personal care and fragrance products*

Cost comprises the manufacturing cost of product and the cost of purchased raw materials calculated using FIFO method.

### 2.15 Cash and cash equivalents

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

## 2. 主要會計政策概要(續)

### 2.14 存貨

存貨按成本及可變現淨值中之較低者入賬。可變現淨值乃以日常業務之估計售價減估計完工成本及適用銷售開支所得數額。

(i) *發展中物業*

發展中待售物業之成本包括土地之收購成本、物料、勞工及其他直接費用，以及適當比例之間接費用及已資本化之融資成本(見附註2.25)。

(ii) *已落成待售物業*

成本乃按未出售物業應佔該發展項目之土地及發展成本總額之比例釐定。

(iii) *食品、飲料及商品*

成本(包括購入貨物成本)以先進先出(「先進先出」)法計算。

(iv) *放映設備*

成本(包括製造產品成本及購入原材料成本)以先進先出法計算。

(v) *草本個人護理及香水產品*

成本(包括製造產品成本及購入原材料成本)以先進先出法計算。

### 2.15 現金及等同現金項目

現金及等同現金項目包括銀行現金及庫存現金、銀行或其他金融機構之活期存款，以及原到期日為三個月或以下可隨時轉換為已知數額現金且價值變動風險較少之短期高度流動性投資。就現金流量報表呈報而言，現金及等同現金項目包括按要求償還及屬本集團現金管理主要部分之銀行透支。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.16 Non-current assets held for sale and disposal groups

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

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

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

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

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

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

## 2. 主要會計政策概要(續)

### 2.16 持作出售之非流動資產及出售組別

倘出現以下情況，非流動資產及出售組別分類為持作出售：

- 其可供立即出售；
- 管理層承諾計劃出售；
- 計劃不大可能有重大改變或撤回；
- 已經開始積極尋找買家之計劃；
- 資產或出售組別按相對其公允價值而言屬合理之價格進行市場推廣；及
- 預期將會於澄清日期起計12個月內完成有關出售。

分類為持作出售之非流動資產及出售組別按以下兩者中之較低者計量：

- 其於緊接被分類為持作出售前根據本集團會計政策釐定之賬面值；及
- 公允價值減出售成本。

於其被分類為持作出售後，非流動資產(包括出售組別內者)不予折舊。

年內所出售業務之業績在損益賬內計至出售日期為止。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.17 Leases

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

(i) *Classification of assets leased to the Group*

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

(ii) *Assets acquired under finance leases*

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments of such assets, are included in property, plant and equipment and the corresponding liabilities, net of finance charges, are recorded as obligation under finance leases.

Subsequent accounting for assets held under finance lease agreements corresponds to those applied to comparable acquired assets. The corresponding finance lease liability is reduced by lease payments less finance charges.

Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

## 2. 主要會計政策概要(續)

### 2.17 租賃

倘本集團釐定一項安排(不論由一宗交易或一系列交易組成)附有權利可於協定期間內使用一項特定資產或多項資產以換取一項或多項付款,則該安排屬於或包含一項租賃。該釐定乃根據對該安排之內容評估而作出,而不論該安排是否為法定租賃形式。

(i) *租予本集團資產之分類*

倘本集團根據租賃持有資產,而其中擁有權絕大部分風險及利益均轉移至本集團,乃分類為根據融資租賃持有之資產。不會向本集團轉移擁有權絕大部分風險及利益之租賃乃分類為經營租賃。

(ii) *根據融資租賃購買之資產*

倘若本集團根據融資租賃購入資產使用權,乃按租賃資產之公允價值或該等資產之最低應付租賃款之現值兩者之較低者計入物業、廠房及設備內,而相應之負債在扣除融資費用後,則列作融資租賃之債務。

根據融資租賃協議所持資產之其後會計處理,與可資比較之收購資產所應用者一致。相應之融資租賃負債將按租金付款減融資費用減少。

租金付款內含之融資費用於租賃期自損益賬扣除,使各會計期間之融資費用佔責任餘額之比率大致相同。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.17 Leases (Continued)

#### (iii) Operating lease charges as the lessee

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss on a straight-line basis over the lease terms except where an alternative basis is more representative of the time pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rental are charged to profit or loss in the accounting period in which they are incurred.

#### (iv) Assets leased out under operating leases as the lessor

Assets leased out under operating leases are measured and presented according to the nature of the assets. 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 over the lease term on the same basis as the rental income.

Rental income receivable from operating leases is recognised in profit or loss on a straight-line basis over the periods covered by the lease term, except where an alternative basis is more representative of the time pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable.

## 2. 主要會計政策概要(續)

### 2.17 租賃(續)

#### (iii) 作為承租人之經營租賃費用

倘本集團以經營租賃持有資產使用權，則租賃費用將於租賃期間按直線法從損益中扣除，惟倘有另一種更能反映租賃資產衍生之利益模式之基準除外。已收取之租金優惠乃於損益賬內確認為應付累計租賃款項淨額之組成部分。或然租金於產生之會計期間計入損益賬。

#### (iv) 作為出租人根據經營租賃租出之資產

根據經營租賃租出之資產按資產性質計量及呈列。磋商及安排經營租賃產生之初期直接成本計入所出租資產之賬面值，並於租期內按租金收入之相同基準確認為開支。

根據經營租賃應收租金收入於租期所涉及期間按直線法於損益賬中確認，惟倘有另一基準能更清晰顯示自使用出租資產取得之利益時間模式則作別論。授出之租賃優惠於損益賬確認為應收租金淨額總和之一部分。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.18 Provisions and contingent liabilities

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

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

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

Contingent liabilities are recognised in the course of the allocation of purchase price to the assets and liabilities acquired in a business combination. They are initially measured at fair value at the date of acquisition, unless the fair value cannot be measured reliably, and subsequently measured at the higher of the amount that would be recognised in a comparable provision as described above and the amount initially recognised less any accumulated amortisation, if appropriate.

#### 2.19 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued. Any transaction costs associated with the issuing of shares are deducted from share premium (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

### 2. 主要會計政策概要(續)

#### 2.18 撥備及或然負債

倘本集團因過往事件而須承擔現有法定或推定責任，而履行該責任時有可能須耗用經濟利益，且涉及該責任之金額可作可靠估計，則確認有關撥備。若貨幣之時間價值屬重大，則撥備按履行該責任預計所需開支之現值列賬。

所有撥備於各報告日期檢討並調整以反映現時之最佳估計。

倘經濟利益流出之可能性較低，或無法對有關數額作出可靠估計，便會作為或然負債披露，惟經濟利益流出之可能性極低則除外。倘本集團之責任須視乎某宗或多宗本集團並不能完全控制之未來不確定事件是否發生才能確定是否存在，亦會披露為或然負債，惟經濟利益流出之可能性極低則除外。

或然負債乃於將購買價分配至在業務合併中所購入資產及負債之過程中確認。除非公允價值未能可靠計量，否則或然負債應於收購日期按公允價值初步予以計量，並在其後按上述類似條文中將予確認之金額與最初確認之金額減任何累計攤銷(如適用)兩者之較高者計量。

#### 2.19 股本

普通股乃分類為權益。股本採用已發行股份之面值釐定。任何與發行股份相關之交易成本，於屬股本交易之直接應佔遞增成本情況下，自股份溢價(減任何相關所得稅利益)中扣除。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.20 Revenue recognition

*Revenue recognition (accounting policies applied from 1 January 2018)*

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods or service.

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amounts receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. For contracts where the period between the payment and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

## 2. 主要會計政策概要(續)

### 2.20 收益確認

*收益確認(自2018年1月1日起應用之會計政策)*

來自客戶合約收益乃於向客戶轉移貨品之控制權或服務時按反映本集團預期就該等貨品或服務有權換取之代價金額確認，不包括代表第三方收回之金額。收益不包括增值稅或其他銷售稅，並經扣除任何貿易折扣。

視乎合約條款及適用於合約之法律，貨品之控制權或服務可能隨時間或在某個時間點轉移。倘本集團於履約過程中滿足下列條件，則貨品之控制權或服務乃隨時間轉移：

- 本集團履約所帶來之一切利益同時由客戶接收及消耗；
- 於本集團履約時創建或強化由客戶控制之資產；或
- 並無產生對本集團有替代用途之資產，且本集團可強制執行其權利以收回迄今已完成履約部分之款項。

倘貨品之控制權或服務隨時間轉移，參照在整個合約期間已完成履約義務之進度確認收益。否則，收益於客戶獲得貨品控制權或服務之某個時間點確認。

倘合約包括為客戶提供超過一年有關就向客戶轉移貨品或服務撥付資金之重大利益之融資部分，則收益按應收款項現值計量，並使用本集團與客戶之單獨融資交易所反映於交易開始時之貼現率貼現。倘合約包括為本集團提供重大融資利益之融資部分，則根據該合約確認之收益包括按實際利率法計算之合約負債所產生利息開支。就自付款至轉移承諾貨品或服務期間為一年或以內之合約而言，則採用香港財務報告準則第15號之實際可行權宜情況，不會就重大融資部分之影響調整交易價。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.20 Revenue recognition (Continued)

*Revenue recognition (accounting policies applied from 1 January 2018) (Continued)*

- (i) Sale of properties
- Revenue arising from the sale of properties developed for sale in the ordinary course of business is recognised when legal assignment is completed, which is the point in time when the customer has the ability to direct the use of the property and obtain substantially all of the remaining benefits of the property. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the statement of financial position under contract liabilities defined below.

When residential properties are marketed by the Group while the property is still under construction, the Group may offer a discount compared to the listed sales price, provided the customer agrees to pay the balance of the consideration early. In such cases, if the advance payments are regarded as providing a significant financing benefit to the Group, interest expense arising from the adjustment of time value of money will be accrued by the Group during the period between the payment date and the completion date of legal assignment. This accrual increases the balance of the contract liability during the period of construction, and therefore increases the amount of revenue recognised when control of the completed property is transferred to the customer. The interest is expensed as accrued unless it is eligible to be capitalised under HKAS 23, Borrowing costs, in accordance with the policies set out in note 2.25.

In the comparative period, revenue from sales of properties was recognised upon the later of the signing of the sale and purchase agreement and the completion of the properties, which was taken to be the point in time when the risks and rewards of ownership of the property had passed to the buyer. Deposits and instalments received on properties sold prior to the date of revenue recognition were included in the statement of financial position under receipt in advance and deferred revenue and no interest expense was accrued on payments received in advance. As a result of the change in accounting policy for accruing interest on payments in advance, adjustments have been made to opening balances as at 1 January 2018 (see note 3.1).

## 2. 主要會計政策概要(續)

### 2.20 收益確認(續)

*收益確認(自2018年1月1日起應用之會計政策)(續)*

- (i) 銷售物業
- 在日常業務中銷售待售物業產生之收益於法定轉讓完成時(當客戶有能力直接使用物業並獲得該物業的所有剩餘利益之某個時點時)確認。收益確認日期前就已出售物業所收到之按金及分期款項包括在財務狀況表內合約負債(定義見下文)。

當集團推廣在建住宅物業時，與上市售價相比，集團可提供折扣，惟客戶須同意提早支付代價結餘。在有關情況下，倘預付款項被視為向集團提供重大財務利益，集團應計將於支付日期至法定轉讓完成日期期間調整貨幣時間價值產生之利息開支。此項應計累用增加在建期間的合約負債結餘，因此，於已竣工物業的控制權轉嫁至客戶時增加已確認的收益。根據附註2.25所載政策，除非根據香港會計準則第23號，借貸成本合資格資本化，否則該利息按應計開支支銷。

於比較期間，來自出售物業之收益於簽訂買賣協議或物業竣工時(以較後者為準)確認，於這個時點該物業之所有風險及回報權已轉移至買方。於收益確認日期前出售物業收到之按金及分期款項包括在財務狀況表內預收款項及遞延收益，並無就預收款項應計利息開支。由於應計預付款項利息之會計政策變動，於2018年1月1日之期內結餘已作出調整(見附註3.1)。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.20 Revenue recognition (Continued)

Revenue recognition (accounting policies applied from 1 January 2018) (Continued)

- (ii) Cinema ticketing income  
Ticket income from the sale of tickets owned and controlled by the Group is recognised over the period when the corresponding movie presented to the ticket holders. No adjustment has been made to opening balances as a result of the adoption of new HKFRS 15.
- (iii) Advertising revenue  
Advertising revenue are recognised in the accounting period in which the services are rendered, by reference to completion of the specific transaction assessed on the basis of the actual service provided as a proportion of the total services to be provided. When services are performed by an indeterminate number of acts over a specified period of time, revenue is recognised over the specified period of time unless there is evidence that some other method better represents the stage of completion.
- (iv) Sales of personal care and fragrance products  
The Group sells personal care and fragrance products through chain of retail stores and e-commerce platforms. Revenue from the sale of goods is recognised when a group entity sells and has delivered a product to the customer and the Group received sales and acceptance confirmations, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Payment of the transaction price is due immediately when the customer purchases the goods.
- (v) Cloud service revenue  
Revenue from cloud services are recognised in the accounting period in which the services are rendered, by reference to completion of the specific transaction assessed on the basis of the actual service provided as a proportion of the total services to be provided. When services are performed by an indeterminate number of acts over a specified period of time, revenue is recognised on a straight-line basis over the specified period of time unless there is evidence that some other method better represents the stage of completion.

## 2. 主要會計政策概要(續)

### 2.20 收益確認(續)

收益確認(自2018年1月1日起應用之會計政策)(續)

- (ii) 影院票房收入  
銷售本集團擁有及控制之售票所得售票收入，於相關電影提呈予戲票持有人期間確認。由於採納香港財務報告準則第15號，故並無就期初結餘作出調整。
- (iii) 廣告收益  
廣告收益於提供服務之會計期間內參照按實質提供服務與將提供服務總計之比例評估之特定交易完成時間確認。倘服務乃於一段指定時期內透過不確定數量行動進行，除非有證據顯示有其他更佳方法表示完成階段，否則收益於該等指定時期確認。
- (iv) 個人護理及香水產品銷售  
本集團透過連鎖零售店舖及電子商務平台銷售個人護理及香水產品。貨物銷售收益於集團實體向客戶銷售及已向客戶交付產品，而本集團已收到銷售及驗收確認，且不存在會影響客戶接收產品之未履行義務時得以確認。當客戶購買貨物時，交易價格之款項須立即支付。
- (v) 雲服務收入  
雲服務收入於提供服務之會計期間，參考特定交易根據實際提供之服務佔所提供總服務之比例評估之完成階段確認。倘服務乃於一段指定時期內透過不確定數量行動進行，除非有證據顯示有其他更佳方法表示完成階段，否則收益按直線基準於該等指定時期確認。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.20 Revenue recognition (Continued)

*Revenue recognition (accounting policies applied from 1 January 2018) (Continued)*

- (vi) Other revenue  
Sales of food and beverages, merchandise and souvenir are recognised when goods are delivered. Interest income is recognised on a time-proportion basis using the effective interest method. Dividend income is recognised when the right to receive payment is established.

*Revenue recognition (accounting policies applied until 31 December 2017)*

Revenue arising from the sale of properties held for sale is recognised when the risks and rewards of the properties are transferred to the purchasers, which is when the construction of relevant properties has been completed and the properties have been delivered to the purchasers pursuant to the sales agreement and collectability of related receivables is reasonably assured. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the statement of financial position under receipt in advance and deferred revenue.

Sales of goods are recognised upon transfer of the significant risks and rewards of ownership to the customer. This is usually taken as the time when the goods are delivered and the customer has accepted the goods.

Sales of services are recognised in the accounting period in which the services are rendered, by reference to completion of the specific transaction assessed on the basis of the actual service provided as a proportion of the total services to be provided.

Cinema ticketing income from the sale of tickets owned and controlled by the Group is recognised as income when the ticket is issued.

Sales of food and beverages, merchandise and souvenir are recognised when goods are delivered.

Interest income is recognised on a time-proportion basis using the effective interest method.

Dividend income is recognised when the right to receive payment is established.

### 2. 主要會計政策概要(續)

#### 2.20 收益確認(續)

*收益確認(自2018年1月1日起應用之會計政策)(續)*

- (vi) 其他收入  
食品及飲料、商品及紀念品銷售於貨品交付時確認。利息收入乃採用實際利率法按時間比例基準確認。股息收入於收款權利確立時確認。

*收益確認(截至2017年12月31日前應用之會計政策)*

來自持作出售之物業銷售收益於物業之風險及回報轉嫁予買方時，即當有關物業建設工程已完成而物業已根據出售協議送交買方，而相關應收款項已獲合理保證可予收回之時，予以確認。就已出售物業於收益確認日期前收取之訂金及供款於財務狀況報表內列作預收款項及遞延收益。

銷售貨品收益在擁有權之重大風險及回報轉移至客戶時確認，通常於貨品交付及客戶收取貨品時進行。

服務銷售額於提供服務之會計期間，參考特定交易根據實際提供之服務佔所提供總服務之比例評估之完成階段確認。

銷售本集團擁有及控制之售票所得影院票房收入，於發出售票時確認為收益。

食品及飲料、商品及紀念品之銷售額於貨品交付時確認。

利息收入乃採用實際利率法按時間比例基準確認。

股息收入於收款權利確立時確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.20 Revenue recognition (Continued)

*Contract assets and liabilities (accounting policies applied from 1 January 2018)*

A contract asset represents the Group's right to consideration in exchange for services that the Group has transferred to a customer that is not yet unconditional. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

Any amount previously recognised as a contract asset is reclassified to trade receivables at the point at which it is invoiced to the customer. If the considerations (including advances received from customers) exceeds the revenue recognised to date under the output method then the Group recognises a contract liability for the difference.

*Contract costs (Accounting policies applied from 1 January 2018)*

The Group recognises an asset from the costs incurred to fulfil a contract when those costs meet all of the following criteria:

- (a) the costs relate directly to a contract or to an anticipated contract that the entity can specifically identify;
- (b) the costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and
- (c) the costs are expected to be recovered.

The asset recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the cost relate. The asset is subject to impairment review.

## 2. 主要會計政策概要(續)

### 2.20 收益確認(續)

*合約資產及負債(自2018年1月1日起應用之會計政策)*

合約資產指本集團就向客戶換取本集團已轉讓的商品或服務收取代價的權利(尚未成為無條件)。相反,應收款項指本集團收取代價的無條件權利,即只需待時間過去代價即須到期支付。

合約負債指本集團因已自客戶收取代價(或到期收取的代價),而須向客戶轉讓商品或服務的責任。

先前確認為合約資產的任何金額在向客戶開具發票時重新分類至應收貿易款項。倘代價(包括自客戶收取之墊款)超過根據輸出法確認迄今收益,本集團則就差異確認合約負債。

*合約成本(自2018年1月1日起應用之會計政策)*

本集團僅在成本符合以下所有標準的情況下方始將履行合約所產生的成本確認為資產:

- (a) 成本直接與實體可明確識別之合約或預期合約有關;
- (b) 成本產生或提升將用於履行(或持續履行)未來履約責任之本集團資源;及
- (c) 預計成本將可收回。

已確認資產其後應按與成本有關轉移至客戶的貨品或服務一致的系統基準攤銷至損益。該資產需要進行減值評估。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.21 Receipt in advance and deferred revenue (accounting policies applied until 31 December 2017)

Receipt in advance and deferred revenue consists primarily of deposits and instalments received on properties sold prior to the date of revenue recognition, deferred revenue from prepaid service fees received from customers and fair value of bonus liabilities granted to customers in accordance with the announced bonus point scheme and the Group's past experience on the level of redemption of points. Revenue from deposits and instalments received on properties sold is recognised when the properties have been delivered to the purchasers pursuant to the sales agreement and collectability of related receivables is reasonably assured. Revenue from prepaid service fees and bonus liabilities are recognised when the relevant services are rendered.

#### 2.22 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants are deferred and recognised in profit or loss over the period necessary to match them with the costs that the grants are intended to compensate. Government grants relating to the purchase of assets are included in liabilities as deferred government grants in the statement of financial position and are recognised in profit or loss on a straight-line basis over the expected lives of the related assets.

Government grants relating to income is presented in gross under "Other operating income" in profit or loss.

#### 2.23 Impairment of non-financial assets

Goodwill arising on an acquisition of subsidiary, other intangible assets, property, plant and equipment, prepaid land lease payments under operating leases, non-current portion of deposits and, interests in subsidiaries, associates and joint ventures are subject to impairment testing.

Goodwill and other intangible assets with indefinite useful life or those not yet available for use are tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. All other assets are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

### 2. 主要會計政策概要(續)

#### 2.21 預收款項及遞延收益(截至2017年12月31日前應用之會計政策)

預收款項及遞延收益主要包括確認收益日期前出售物業所收取按金及分期付款，向客戶收取之預付服務費用之遞延收益及按照已公佈之獎賞積分計劃以及本集團根據過往之積分兌換水平而釐定授予客戶之獎賞責任之公允價值。來自出售物業所收取按金及分期付款之收益於物業根據銷售協議交付予買方及有合理保證可收回相關應收款項時進行確認。預付服務費用之收入及獎賞責任在提供相關服務時確認。

#### 2.22 政府撥款

當合理確保將收取撥款且本集團將遵守全部附帶條件，來自政府之撥款按其公允價值確認。政府撥款會遞延處理且於需要與彼等擬補償之成本作出配對期間於損益確認。關於購買資產之政府撥款於財務狀況報表內計入負債，列為遞延政府撥款，並以直線法於有關資產之估計年期於損益確認。

關於收入之政府撥款之總額於損益賬呈列為「其他經營收入」。

#### 2.23 非金融資產減值

收購附屬公司產生之商譽、其他無形資產、物業、廠房及設備、經營租賃下之預付土地租賃費、按金之非流動部分以及於附屬公司、聯營公司及合營企業之權益須進行減值測試。

不論是否有任何減值跡象，商譽及無限使用年期或該等尚未可供使用之其他無形資產均須最少每年進行一次減值測試。所有其他資產於有任何跡象顯示資產賬面值可能無法收回時進行減值檢測。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.23 Impairment of non-financial assets (Continued)

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a CGU). As a result, some assets are tested individually for impairment and some are tested at CGU level. Goodwill in particular is allocated to those CGUs that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which the goodwill is monitored for internal management purpose.

Impairment losses recognised for CGUs, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the CGU, except that the carrying value of an asset will not be reduced below its individual fair value less cost to sell, or value in use, if determinable.

An impairment loss on goodwill is not reversed in subsequent periods. In respect of other assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

## 2. 主要會計政策概要(續)

### 2.23 非金融資產減值(續)

當資產之賬面值高於其可收回金額時，高出金額作為減值虧損被立即確認為開支。可收回金額為公允價值(反映市場情況)減去銷售成本與使用價值之較高者。評估使用價值時，以除稅前貼現率計算預計未來現金流量之現值，而該貼現率反映當時市場對貨幣時值之評估及該項資產之特有風險。

就評估減值而言，若一項資產所產生之現金流入不能獨立於其他資產所產生現金流入，可收回金額則以能獨立產生現金流入之最細資產類別(即現金產生單位)釐定。因此，部分資產個別進行減值測試，部分則在現金產生單位層次進行測試。特別是商譽，會被分配至預期可從相關業務合併之協同效應中獲益，及代表集團內為內部管理目的而監控商譽之最低單位之現金產生單位。

就已分配商譽之現金產生單位確認之減值虧損初步計入商譽之賬面值。除資產賬面值將不會調減至低於其個別公允價值減銷售成本或使用價值(如可釐定)外，任何剩餘減值虧損按比例自該現金產生單位之其他資產扣除。

商譽之減值虧損不可於往後期間撥回。就其他資產而言，倘用以釐定資產可收回金額之估計出現有利變動，減值虧損予以撥回，惟資產之賬面值不得超過倘並無確認減值虧損原應釐定之賬面值(經扣除折舊或攤銷)。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.24 Employee benefits

#### (i) Short-term employee benefits

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

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

#### (ii) Retirement benefits

The Group operates several staff retirement schemes for employees in Hong Kong and Mainland China, the People's Republic of China (the "PRC"), comprising defined contribution pension schemes and a Mandatory Provident Fund ("MPF") scheme. The assets of these schemes are held separately from those of the Group in independently administered funds. The retirement schemes are generally funded by payments from employees and by the relevant subsidiaries of the Group.

The subsidiaries operating in Mainland China are required to participate in the defined contribution retirement scheme for their employees, organised by the relevant local government authorities. They are required to make contributions to the retirement schemes at a rate of 10% to 22% (depending on the locations of the subsidiaries) of basic salaries of their employees and there are no other further obligations to the Group.

Before 1 December 2000, the Group operated a defined contribution retirement scheme (the "ORSO Scheme") in Hong Kong for all qualified employees. The rate of contribution payable by the Group was 5% of the individual employees' monthly basic salaries. The Group's contributions under the ORSO Scheme were reduced by contributions forfeited by those employees who left the scheme prior to vesting fully in the contributions. There are no legal or constructive obligations to pay further contributions after payment of the fixed contribution.

## 2. 主要會計政策概要(續)

### 2.24 僱員福利

#### (i) 短期僱員福利

僱員應享年假乃於應計予僱員時確認，並就截至報告日期止僱員提供服務所享有之年假之估計負債提撥準備。

病假及產假等非累計補假僅於休假時方予確認。

#### (ii) 退休福利

本集團為香港及中華人民共和國(「中國」)內地之僱員提供數項員工退休計劃，包括界定供款退休金計劃及強制性公積金(「強積金」)計劃。該等計劃之資產與本集團之資產分開保管，由獨立管理基金持有。退休計劃之資金一般來自僱員及本集團有關附屬公司之供款。

於中國內地經營之附屬公司須為彼等之僱員參與由有關地方政府機關統籌之界定供款退休計劃，並須按其僱員之基本薪金之10%至22%(取決於附屬公司所在地)向退休計劃作出供款，而本集團並無其他進一步責任。

於2000年12月1日前，本集團為其所有合資格僱員於香港設立一個界定供款退休金計劃(「職業退休計劃」)。本集團應付供款之比率為每位個別僱員每月基本薪金之5%。本集團根據職業退休計劃作出之供款，可以因僱員於可享有供款所得全部權益前退出該計劃而沒收之供款扣減。於支付定額供款後，本集團並無任何須支付進一步供款之法定或推定責任。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.24 Employee benefits (Continued)

#### (ii) Retirement benefits (Continued)

The Mandatory Provident Fund Schemes Authority has approved the ORSO Scheme as a Mandatory Provident Fund Exempted Occupational Retirement Scheme under the Mandatory Provident Fund Schemes Ordinance (the "MPF Schemes Ordinance"). With effect from 1 December 2000, the MPF Scheme was also set up under the MPF Schemes Ordinance for existing staff who opt for this scheme and eligible staff recruited on or after that date. When the underlying staff elects the MPF Scheme, pension scheme benefits attributed to the staff under the ORSO Scheme remain unchanged in the MPF Scheme. Under the MPF Scheme, eligible employees are required to contribute 5% of their monthly basic salaries whereas the Group's monthly contribution will be 5% of the relevant employee's basic salaries with a maximum monthly contribution of HK\$1,500 (2017: HK\$1,500). There are no legal or constructive obligations to pay further contributions after payment of the fixed contribution.

Contributions to defined contribution retirement plans are recognised as an expense in profit or loss when the services are rendered by the employees. Liabilities and assets may be recognised if underpayment or prepayment has occurred and are included in current liabilities or current assets as they are normally of a short term nature.

#### (iii) Share-based employee compensation

##### Share option

The Group operates equity-settled share-based compensation plans for remuneration of its employees.

Where share options are awarded to employees and others providing similar services, the fair value of the services received is measured by reference to the fair value of the options at the date of grant. Such fair value is recognised in profit or loss over the vesting period with a corresponding increase in the share option reserve within equity. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at the end of each reporting period so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. As long as all non-market vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

## 2. 主要會計政策概要(續)

### 2.24 僱員福利(續)

#### (ii) 退休福利(續)

強制性公積金計劃管理局根據強制性公積金計劃條例(「強積金條例」)批准職業退休計劃為強積金獲豁免職業退休計劃。由2000年12月1日起，本集團亦根據強積金條例設立強積金計劃。強積金計劃乃為選擇參與該計劃之現有員工及於該日或之後聘用之合資格員工而設。當相關員工選用強積金計劃，根據職業退休計劃屬於員工之職業退休計劃利益於強積金計劃中維持不變。根據強積金計劃，合資格僱員須按其每月基本薪金5%供款，而本集團之每月供款將為有關僱員基本薪金之5%，每月供款上限為1,500港元(2017年：1,500港元)。於支付固定供款後，本集團並無任何須支付進一步供款之法定或推定責任。

界定供款退休金計劃之供款於僱員提供服務時在損益賬中確認為開支。負債及資產可能於繳付不足或預繳時確認，並因其通常屬短期性質而計入流動負債或流動資產。

#### (iii) 以股份支付之僱員報酬

##### 購股權

本集團就其僱員薪酬設有以權益結算以股份支付之補償計劃。

倘購股權乃授予僱員及其他提供類似服務之人士，則所接收服務之公允價值乃參照購股權獲授出日期之公允價值計量。有關公允價值於歸屬期內於損益確認，並於權益內之購股權儲備作出相應增加。當中會考慮非市場歸屬條件，透過調整預期於各報告期末歸屬之股本工具數目，使最終於歸屬期內確認之累計金額以最終歸屬之購股權數目為基準。計算所授出購股權之公允價值時會考慮市場歸屬條件。只要所有非市場歸屬條件達成，不論是否達成市場歸屬條件，亦會作出扣賬。累計開支不會因無法達致市場歸屬條件而調整。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.24 Employee benefits (Continued)

(iii) *Share-based employee compensation (Continued)*

Share option (Continued)

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also recognised in profit or loss over the remaining vesting period.

Restricted Share Award Scheme

The Group operates a restricted share award scheme (the "Restricted Share Award Scheme") and restricted shares may be granted under the Restricted Share Award Scheme for remuneration of its employees and directors ("Restricted Shares").

All services received in exchange for the grant of any Restricted Shares are measured at fair value. These are indirectly determined by reference to the fair value of the Restricted Shares granted. Its value is appraised at the grant date and excludes the impact of any service and non-market performance vesting condition (for example, profitability and sales growth targets, if any).

All services received is ultimately recognised as an expense in profit or loss over the vesting period if vesting conditions apply, or recognised as an expense in full at the grant date when Restricted Shares granted vest immediately unless the expense qualifies for the recognition as asset, with a corresponding increase in "Share-based Payments Reserve" within equity. If service or non-market performance conditions apply, the expense is recognised over the vesting period, based on the best available estimate of the number of Restricted Shares expected to vest. Non-market performance and service conditions are included in assumptions about the number of Restricted Shares that are expected to vest. Estimates are subsequently revised, if there is any indication that the number of Restricted Shares expected to vest differs from previous estimates. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share-based payments reserve.

### 2. 主要會計政策概要(續)

#### 2.24 僱員福利(續)

(iii) *以股份支付之僱員報酬(續)*

購股權(續)

倘購股權之條款及條件於歸屬前獲修改，則緊接修改前及緊隨修改後計量之購股權公允價值之增幅亦會於餘下歸屬期內於損益確認。

限制股份獎勵計劃

本集團設有限制股份獎勵計劃(「限制股份獎勵計劃」)，並可能根據限制股份獎勵計劃向其僱員及董事授出限制股份(「限制股份」)作為報酬。

所有就換取授出任何限制股份而獲取之服務乃按公允價值計量，並經參考已授出限制股份之公允價值間接釐定。其價值於授出日期評定，且不計及任何服務及非市場表現歸屬條件(例如，盈利能力及銷售增長目標(如有))之影響。

除非有關開支符合資格確認為資產，否則所有獲取之服務最終於歸屬期(若歸屬條件適用)於損益賬確認為開支，或於已授出限制股份即時歸屬時於授出日期悉數確認為開支，並在權益之「以股份支付之儲備」作相應增加。倘服務或非市場表現歸屬條件適用，則開支會於歸屬期按照預期歸屬之限制股份數目最佳可得估計確認。於假設預期歸屬之限制股份數目時計及非市場表現及服務條件。倘有任何跡象顯示預期歸屬之限制股份數目與過往之估計不同，則會於其後修訂估計。修訂原有估計之影響(如有)於損益賬確認，致使累計開支反映經修訂之估計，並相應調整以股份支付之儲備。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.24 Employee benefits (Continued)

#### (iii) Share-based employee compensation (Continued)

##### Restricted Share Award Scheme (Continued)

Where a grant of Restricted Shares is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the grant is recognised immediately. This includes any grant where non-vesting conditions within the control of either the Group or the employee are not met.

The Restricted Shares awarded under the Restricted Share Award Scheme are issued by a subsidiary of the Company to custodian at nil consideration. When the Restricted Shares are transferred to the awardees upon vesting, the related service costs of Restricted Shares vested are debited to the "Share-based Payments Reserve" and credit to "Share Capital". Where the Restricted Shares held for employee share-based payments reserve are revoked and the revoked shares are disposed of, the related proceed is transferred to "Share Capital".

### 2.25 Capitalisation of borrowing costs

Borrowing costs attributable to the acquisition, construction or production of qualifying asset which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets. Income earned on temporary investments of specific borrowings pending their expenditure on those assets is deducted from borrowing costs capitalised. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

### 2.26 Accounting for income taxes

Income tax for the year comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of income tax expense in profit or loss.

## 2. 主要會計政策概要(續)

### 2.24 僱員福利(續)

#### (iii) 以股份支付之僱員報酬(續)

##### 限制股份獎勵計劃(續)

倘註銷授出限制股份，則被視為猶如其已於註銷日期歸屬，並即時確認尚未就授出確認之任何開支。此包括在受本集團或僱員控制之非歸屬條件並無達致之情況下作出之任何授出。

本公司一間附屬公司無償向託管人發行限制股份獎勵計劃項下限制股份。倘限制股份於歸屬時轉撥至承授人，則所歸屬限制股份相關服務成本自「以股份支付之儲備」扣除並計入「股本」。倘就僱員以股份支付之儲備持有之限制股份遭撤回且遭撤回股份被出售，則相關所得款項轉撥至「股本」。

### 2.25 借貸成本撥充資本

需要相當長時間方可作擬定用途或可供銷售的收購、興建或生產合資格資產而產生之借貸成本撥作該等資產的部分成本。特定借貸在用作該等資產開支前暫作投資所賺取之收入自撥充資本之借貸成本中扣除。所有其他借貸成本於其發生期間之損益確認。

### 2.26 所得稅之會計處理方法

年內所得稅包括即期及遞延稅項。

即期所得稅資產及／或負債包括現行或過往呈報期間與財務機關有關而於報告日期尚未支付之應付責任或應收申索。該等金額乃根據年內應課稅溢利按相關財政期間適用之稅率及稅法計算。即期稅項資產或負債之所有變動於損益賬確認為所得稅開支一部分。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.26 Accounting for income taxes (Continued)

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, associates and joint ventures, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the reporting date.

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

### 2.27 Segment reporting

The Group identifies operating segments and prepare segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major product and service lines.

## 2. 主要會計政策概要(續)

### 2.26 所得稅之會計處理方法(續)

本集團乃就資產及負債在財務申報上之賬面值與稅務上之相應金額兩者間之暫時差額確認遞延稅項。除商譽及不足以影響會計溢利或應課稅溢利之已確認資產及負債外，遞延稅項負債會就所有應課稅暫時差額確認。遞延稅項資產乃在可能有應課稅溢利可用於抵銷可扣稅暫時差額之情況下確認。

倘因商譽或因初步確認(並非業務合併)某項不影響應課稅或會計溢利或虧損之交易之資產及負債而產生暫時差額，則遞延稅項資產及負債不予確認。

就投資於附屬公司、聯營公司及合營企業產生之應課稅暫時差額確認為遞延稅項負債，惟倘若本集團能夠控制該暫時差額之撥回，以及有關暫時差額不大可能於可見未來撥回則另作別論。

遞延稅項乃按預期於負債清償或資產變賣期間適用之稅率計算(不作貼現)，惟有關稅率必須為於報告日期已頒行或實質上已頒行之稅率。

遞延稅項資產或負債之變動於損益賬確認，或倘與於其他全面收益扣除或計入其他全面收益或直接自權益扣除或計入權益之項目有關，則於其他全面收益或權益確認。

### 2.27 分部報告

本集團根據就執行董事作出有關向本集團各業務環節分配資源之決策及審閱該等環節表現向彼等報告之一般內部財務資料，釐定經營分部，並編製分部資料。向執行董事報告之內部財務資料所載業務環節下列按本集團主要產品及服務釐定。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.27 Segment reporting (Continued)

The Group has identified the following reportable segments:

- (a) Enterprise cloud services\*\*
- (b) Property development
- (c) Culture and media services
- (d) News media business\*
- (e) Innovative business

\* Despite operating in the novel form of internet, the core value of this segment is news media communication. Therefore, the name of the segment is amended from "Internet lifestyle platform" to "News media business" to reflect its commercial substance.

\*\* By virtue of the all-rounded internet-based services, e-commerce and total Internet+ resolutions offered for small and medium-sized enterprises and clients in the PRC, the Group remained adamant about the provision of cloud service for the development of digitalisation and smart operation, and has successfully launched a series of leading to enable cloud services corporate digitalisation and smart operation in the industry after prolonged exploration and unremitting efforts. Therefore, the segment and its revenue has changed its name from "Corporate IT application services" to "Enterprise cloud services" as cloud service has been becoming core of the business.

Information about other business activities and operating segments that are not reportable are combined and disclosed in "all other segments". All other segments included trading of securities and property management.

Each of these operating segments is managed separately as each of the product and service lines requires different resources as well as marketing approaches.

Inter-segment transactions are priced with reference to prices charged to external parties for similar order. Certain corporate income and expenses are not allocated to the operating segments as they are not included in the measure of segment's profit or loss that is used by the chief operating decision maker for assessment of segment performance.

## 2. 主要會計政策概要(續)

### 2.27 分部報告(續)

本集團已定出以下五項可呈報分部：

- (a) 企業雲服務\*\*
- (b) 房地產開發
- (c) 文化與傳播服務
- (d) 新聞傳播業務\*
- (e) 創意商業

\* 儘管該分部以互聯網之新形態經營，惟其所傳遞核心價值為新聞傳播溝通。因此，分部名稱由「互聯網生活平台」修訂為「新聞傳播業務」，以反映其商業性質。

\*\* 本分部在向中國中小企業及客戶提供全方位的互聯網基礎服務、電子商務和互聯網+整體解決方案的基礎上，本集團經過長期探索和持續推進雲服務、數字化智慧經營進程，成功推出了一系列業內領先的賦能企業數字化智慧經營的雲服務，並致力於將其作為業務發展的核心方向。因此，該業務分部及其收益名稱由「企業IT應用服務」變更為「企業雲服務」。

有關其他未能呈報業務活動及經營分部之資料已加以合併，於「所有其他分部」披露。所有其他分部包括證券買賣及物業管理。

由於各項產品及服務所需資源及推廣方針有所不同，各經營分部獨立管理。

分部間交易之定價乃參考類似訂單向外部人士收取之價格。若干企業收益及開支不會分配至經營分部，因其不包括在主要營運決策者評估分部表現所使用之分部損益之計量內。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.27 Segment reporting (Continued)

The measurement policies the Group uses for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except that:

- Certain depreciation and amortisation
- Certain bank and other interest income
- Certain finance costs
- Income tax expense
- Corporate income and expenses which are not directly attributable to the business activities or any operating segment

are not included in arriving at the operating results of the operating segment.

Segment assets include all assets directly attributable to the operating segments. Financial assets at FVOCI (2017: available-for-sale financial assets), amounts due from related parties, pledged and restricted bank deposits and other corporate assets are not allocated to any operating segment.

Segment liabilities exclude corporate liabilities which are not directly attributable to the business activities of any operating segment and are not allocated to a segment. These include provision for tax, bank and other borrowings and amount due to a director.

No asymmetrical allocations have been applied to reportable segments.

#### 2.28 Related parties

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of key management personnel of the Group or the Company's parent.

### 2. 主要會計政策概要(續)

#### 2.27 分部報告(續)

本集團根據香港財務報告準則第8號就報告分部業績採用之計量政策與根據香港財務報告準則於財務報表所採用者相同，惟：

- 若干折舊及攤銷
- 若干銀行及其他利息收入
- 若干融資成本
- 所得稅開支
- 並非直接歸入業務活動或任何經營分部之企業收益及開支

於計算經營分部之經營業績時並不包括在內。

分部資產包括直接歸屬於經營分部之所有資產。按公允價值於其他全面收益處理之金融資產(2017年：可供出售金融資產)、應收關連方款項、已抵押及受限制銀行存款及其他公司資產並無分配至任何經營分部。

分部負債不包括並非直接歸入任何經營分部之業務活動之企業負債，且不會分配至分部。此等項目包括稅項撥備、銀行及其他借貸，以及欠一名董事之款項。

並無對可呈報分部採用非對稱之分配。

#### 2.28 關連人士

- (a) 倘屬以下人士，即該人士或該人士之近親與本集團有關連：
- (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響；或
  - (iii) 為本集團或本公司母公司之主要管理層成員。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.28 Related parties (Continued)

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

## 2. 主要會計政策概要(續)

### 2.28 關連人士(續)

- (b) 倘符合下列任何條件，即實體與本集團有關連：
- (i) 該實體與本公司屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
  - (ii) 一間實體為另一實體之聯營公司或合營企業(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營企業)。
  - (iii) 兩間實體均為同一第三方之合營企業。
  - (iv) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。
  - (v) 實體為本集團或與本集團有關連之實體就僱員利益設立之離職福利計劃。
  - (vi) 實體受(a)所識別人士控制或受共同控制。
  - (vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體之母公司)主要管理層成員。
  - (viii) 向本集團或本集團之母公司提供主要管理層成員服務之實體或其所屬集團之任何成員公司。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.28 Related parties (Continued)

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

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

### 3. ADOPTION OF NEW/AMENDED HKFRSs

#### 3.1 Adoption of new/revised HKFRSs — effective 1 January 2018

In the current year, the Group has applied for the first time the following new/amended HKFRSs issued by the HKICPA, which are relevant to and effective for the Group's financial statements for the annual period beginning on 1 January 2018:

Annual Improvements to HKFRSs 2014–2016 Cycle	Amendments to HKAS 28, Investments in Associates and Joint Ventures
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions
HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers
Amendments to HKFRS 15	Revenue from Contracts with Customers (Clarifications to HKFRS 15)
Amendments to HKAS 40	Transfers of Investment Property
HK(IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration

### 2. 主要會計政策概要(續)

#### 2.28 關連人士(續)

某一人士之近親指預期可影響該人士與實體進行買賣或於買賣時受該人士影響之有關家族成員，並包括：

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

### 3. 採納新訂／經修訂香港財務報告準則

#### 3.1 採納新訂／經修訂香港財務報告準則 — 自2018年1月1日起生效

於本年度，本集團已首次應用以下由香港會計師公會頒佈與本集團於2018年1月1日開始之年度期間之財務報表有關及生效之新訂／經修訂香港財務報告準則：

香港財務報告準則 2014年至2016年週期年度改進	香港會計準則第28號於聯營公司及合營企業之投資之修訂
香港財務報告準則第2號之修訂	以股份支付之交易之分類及計量
香港財務報告準則第9號	金融工具
香港財務報告準則第15號	來自客戶合約收益
香港財務報告準則第15號之修訂	來自客戶合約收益(香港財務報告準則第15號之澄清)
香港會計準則第40號之修訂	轉撥投資物業
香港(國際財務報告詮釋委員會)一詮釋第22號	外幣交易及預付代價

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.1 Adoption of new/revised HKFRSs — effective 1 January 2018 (Continued)

*Annual Improvements to HKFRSs 2014–2016 Cycle — Amendments to HKAS 28, Investments in Associates and Joint Ventures*

The amendments issued under the annual improvements process make small, non-urgent changes to standards where they are currently unclear. They include amendments to HKAS 28, Investments in Associates and Joint Ventures, clarifying that a venture capital organisation's permissible election to measure its associates or joint ventures at fair value is made separately for each associate or joint venture.

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

The amendments provide requirements on the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments; share-based payment transactions with a net settlement feature for withholding tax obligations; and a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled.

The adoption of these amendments has no impact on these financial statements as the Group does not have any cash-settled share-based payment transaction and has no share-based payment transaction with net settlement features for withholding tax obligations.

### 3. 採納新訂／經修訂香港財務報告準則(續)

#### 3.1 採納新訂／經修訂香港財務報告準則 — 自2018年1月1日起生效(續)

*香港財務報告準則2014年至2016年週期年度改進 — 香港會計準則第28號於聯營公司及合營企業之投資之修訂*

年度改進過程項下頒佈之修訂對多項準則目前尚不明確之部分作出小幅之非緊急修訂。其中包括香港會計準則第28號於聯營公司及合營企業之投資之修訂，該修訂澄清風險資本組織可選擇按公允價值計量其聯營公司或合營企業，而該選擇須按各聯營公司或合營企業獨立作出。

*香港財務報告準則第2號之修訂 — 以股份支付之交易之分類及計量*

該等修訂規定以下方面之會計處理：歸屬及非歸屬條件對計量以現金結算以股份支付款項之影響；具有以淨額結算代扣稅款義務特徵之以股份支付之交易；以及對以股份支付之條款及條件作出會導致交易之分類由以現金結算改為以權益結算之修改。

採納該等修訂對該等財務報表並無影響，原因為本集團並無任何以現金結算以股份支付之交易，亦無具有以淨額結算代扣稅款義務特徵之以股份支付之交易。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSS (Continued)

#### 3.1 Adoption of new/revised HKFRSs — effective 1 January 2018 (Continued)

HKFRS 9 — Financial Instruments (“HKFRS 9”)

- (i) Classification and measurement of financial instruments
- HKFRS 9 replaces HKAS 39 Financial Instruments: Recognition and Measurement for annual periods beginning on or after 1 January 2018, bringing together all three aspects of the accounting for financial instruments: (1) classification and measurement; (2) impairment; and (3) hedge accounting. The adoption of HKFRS 9 from 1 January 2018 has resulted in changes in accounting policies of the Group and the amounts recognised in the consolidated financial statements.

The following tables summarise the impact, net of tax, of transition to HKFRS 9 on the opening balance of retained earnings and FVOCI reserve as of 1 January 2018 as follows (increase/(decrease)):

### 3. 採納新訂／經修訂香港財務報告準則(續)

#### 3.1 採納新訂／經修訂香港財務報告準則 — 自2018年1月1日起生效(續)

香港財務報告準則第9號 — 金融工具(「香港財務報告準則第9號」)

- (i) 金融工具之分類及計量
- 香港財務報告準則第9號於2018年1月1日或以後開始之年度期間取代香港會計準則第39號金融工具：確認及計量，合併金融工具會計之所有三個方面：(1)分類及計量；(2)減值；及(3)對沖會計。自2018年1月1日起採納香港財務報告準則第9號已導致本集團會計政策及綜合財務報表所確認金額產生變動。

下表概述過渡至香港財務報告準則第9號對截至2018年1月1日之保留盈利期初結餘及按公允價值於其他全面收益處理之儲備有如下影響(扣除稅項)(增加／(減少))：

		HK\$'000 千港元
<b>Retained earnings</b>	<b>保留盈利</b>	
Retained earnings as at 31 December 2017	於2017年12月31日之保留盈利	<b>1,985,580</b>
Increase in ECLs in trade receivables and deposits and other receivables (note (ii) below)	應收貿易款項及按金及其他應收款項之預期信貸虧損增加(下文附註(ii))	<b>(139,139)</b>
Increase in deferred tax assets relating to impairment provisions	有關減值撥備之遞延稅項資產增加	<b>34,784</b>
Restated retained earnings as at 1 January 2018	於2018年1月1日之經重列保留盈利	<b>1,881,225</b>
<b>FVOCI reserve</b>	<b>按公允價值於其他全面收益處理之儲備</b>	
Reserve balance at 31 December 2017	於2017年12月31日之儲備結餘	-
Restated reserve balance as at 1 January 2018	於2018年1月1日之經重列儲備結餘	<b>(1,580)</b>
FVOCI reserve as at 1 January 2018	於2018年1月1日之按公允價值於其他全面收益處理之儲備	<b>(1,580)</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.1 Adoption of new/revised HKFRSs — effective 1 January 2018 (Continued)

*HKFRS 9 — Financial Instruments (“HKFRS 9”) (Continued)*

(i) Classification and measurement of financial instruments  
(Continued)

HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities designated at FVTPL, where the amount of change in fair value attributable to change in credit risk of the liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities. However, it eliminates the previous HKAS 39 categories for financial assets of held to maturity financial assets, loans and receivables and available-for-sale financial assets. The adoption of HKFRS 9 has no material impact on the Group’s accounting policies related to financial liabilities and derivative financial instruments. The impact of HKFRS 9 on the Group’s classification and measurement of financial assets is set out below.

### 3. 採納新訂／經修訂香港財務報 告準則(續)

#### 3.1 採納新訂／經修訂香港財務 報告準則 — 自2018年1月1 日起生效(續)

*香港財務報告準則第9號 — 金融工  
具(「香港財務報告準則第9號」)(續)*

(i) 金融工具之分類及計量(續)

香港財務報告準則第9號保留香港會計準則第39號有關金融負債之確認、分類及計量之規定，惟指定按公允價值於損益賬處理之金融負債除外，其因負債信貸風險變動而引致之公允價值變動金額於其他全面收益賬確認，除非有關確認會導致出現或擴大會計錯配則作別論。此外，香港財務報告準則第9號保留香港會計準則第39號有關終止確認金融資產及金融負債之規定。然而，其剔除過往香港會計準則第39號有關持至到期金融資產、貸款及應收款項以及可供出售金融資產之金融資產類別。採納香港財務報告準則第9號對本集團有關金融負債及衍生金融工具之會計政策並無重大影響。香港財務報告準則第9號對本集團金融資產分類及計量之影響載於下文。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.1 Adoption of new/revised HKFRSs — effective 1 January 2018 (Continued)

HKFRS 9 — Financial Instruments (“HKFRS 9”) (Continued)

(i) Classification and measurement of financial instruments (Continued)

Under HKFRS 9, except for certain trade receivables (that the trade receivables do not contain a significant financing component in accordance with HKFRS 15), an entity shall, at initial recognition, measure a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs. A financial asset is classified as: (i) financial assets at amortised cost; (ii) financial assets at FVOCI; or (iii) financial assets at FVTPL (as defined above). The classification of financial assets under HKFRS 9 is generally based on two criteria: (i) the business model under which the financial asset is managed and (ii) its contractual cash flow characteristics (the “solely payments of principal and interest” criterion, also known as “SPPI criterion”). Under HKFRS 9, embedded derivatives is no longer required to be separated from a host financial asset. Instead, the hybrid financial instrument is assessed as a whole for the classification.

A financial asset is measured at amortised cost if it meets both of the following conditions and it has not been designated as at FVTPL:

- It is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that meet the SPPI criterion.

### 3. 採納新訂／經修訂香港財務報告準則(續)

#### 3.1 採納新訂／經修訂香港財務報告準則 — 自2018年1月1日起生效(續)

香港財務報告準則第9號 — 金融工具(「香港財務報告準則第9號」)(續)

(i) 金融工具之分類及計量(續)

根據香港財務報告準則第9號，除若干應收貿易款項(根據香港財務報告準則第15號，應收貿易款項並無包括重大融資部分)外，實體於初步確認時，將按公允價值計量金融資產，倘並非按公允價值於損益賬處理之金融資產，則另加交易成本。金融資產分類為：(i)按攤銷成本列賬之金融資產；(ii)按公允價值於其他全面收益處理之金融資產；或(iii)按公允價值於損益賬處理之金融資產(定義見上文)。根據香港財務報告準則第9號之金融資產分類一般基於兩個標準：(i)管理金融資產所依據業務模式及(ii)其合約現金流量特徵(「僅為支付本金及利息」準則，亦稱為「SPPI」準則)。根據香港財務報告準則第9號，嵌入式衍生工具不再須與主體金融資產分開列示。取而代之，混合式金融工具分類時須整體評估。

當金融資產同時符合以下條件，且並無指定按公允價值於損益賬處理，則該金融資產按攤銷成本計量：

- 在旨在持有金融資產以收回合約現金流量之業務模式下持有；及
- 該金融資產之合約條款於特定日期產生符合SPPI準則之現金流量。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.1 Adoption of new/revised HKFRSs — effective 1 January 2018 (Continued)

HKFRS 9 — Financial Instruments (“HKFRS 9”) (Continued)

(i) Classification and measurement of financial instruments (Continued)

A debt investment is measured at FVOCI if it meets both of the following conditions and it has not been designated as at FVTPL:

- It is held within a business model whose objective is to be achieved by both collecting contractual cash flows and selling financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that meet the SPPI criterion.

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment’s fair value in other comprehensive income. This election is made on an investment-by-investment basis. All other financial assets not classified at amortised cost or FVOCI as described above are classified as FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or FVOCI or FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

### 3. 採納新訂／經修訂香港財務報告準則(續)

#### 3.1 採納新訂／經修訂香港財務報告準則 — 自2018年1月1日起生效(續)

香港財務報告準則第9號 — 金融工具(「香港財務報告準則第9號」)(續)

(i) 金融工具之分類及計量(續)

當債務投資同時符合以下條件，且並無指定按公允價值於損益賬處理，則該債務投資按公允價值於其他全面收益處理計量：

- 在旨在收回合約現金流量及出售金融資產之業務模式下持有；及
- 金融資產之合約條款於特定日期產生符合SPPI準則之現金流量。

於初步確認並非持作買賣之股本投資時，本集團可不可撤回地選擇於其他全面收益中呈列投資公允價值後續變動。該選擇乃按投資逐項作出。上述所有並非分類為按攤銷成本列賬或按公允價值於其他全面收益處理之其他金融資產，均分類為按公允價值於損益賬處理。此包括所有衍生金融資產。於初步確認時，本集團可不可撤回地指定金融資產(於其他方面符合規定將按攤銷成本計量或按公允價值於其他全面收益處理)或按公允價值於損益賬處理，前提是有關指定可消除或大幅減少會計錯配發生。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.1 Adoption of new/revised HKFRSs — effective 1 January 2018 (Continued)

HKFRS 9 — Financial Instruments (“HKFRS 9”) (Continued)

- (i) Classification and measurement of financial instruments (Continued)

The following accounting policies would be applied to the Group’s financial assets as follows:

**FVTPL** FVTPL is subsequently measured at fair value. Changes in fair value, dividends and interest income are recognised in profit or loss.

**Amortised cost** Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

**FVOCI (debt investments)** Debt investments at FVOCI are subsequently measured at fair value. Interest income calculated using the effective interest rate method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in other comprehensive income. On derecognition, gains and losses accumulated in other comprehensive income are reclassified to profit or loss.

**FVOCI (equity investments)** Equity investments at FVOCI are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss.

### 3. 採納新訂／經修訂香港財務報告準則(續)

#### 3.1 採納新訂／經修訂香港財務報告準則 — 自2018年1月1日起生效(續)

香港財務報告準則第9號 — 金融工具(「香港財務報告準則第9號」)(續)

- (i) 金融工具之分類及計量(續)

以下會計政策將適用於本集團之金融資產如下：

**按公允價值於損益賬處理** 按公允價值於損益賬處理其後按公允價值計量。公允價值之變動、股息及利息收入均於損益確認。

**攤銷成本** 按攤銷成本列賬之金融資產其後採用實際利率法計量。利息收入、匯兌損益及減值均於損益確認。終止確認之任何收益均於損益確認。

**按公允價值於其他全面收益處理(債務投資)** 按公允價值於其他全面收益處理之債務投資其後按公允價值計量。利息收入採用實際利率法計量，匯兌損益及減值均於損益確認。其他收益及虧損淨額於其他全面收益確認。於終止確認時，於其他全面收益累計之收益及虧損重新分類至損益。

**按公允價值於其他全面收益處理(股本投資)** 按公允價值於其他全面收益處理之股本投資按公允價值計量。除非股息收入明確表示收回部分投資成本，否則股息收入於損益確認。其他收益及虧損淨額於其他全面收益確認，且不會重新分類至損益。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.1 Adoption of new/revised HKFRSs — effective 1 January 2018 (Continued)

HKFRS 9 — Financial Instruments (“HKFRS 9”) (Continued)

- (i) Classification and measurement of financial instruments (Continued)
- (a) As of 1 January 2018, certain investment in unlisted equity investments were reclassified from available-for-sale financial assets to FVOCI. The Group intends to hold these equity investments for long term strategic purposes. Under HKFRS 9, the Group has designated these equity investments at the date of initial application (the “DIA”) as measured at FVOCI. As a result, financial assets with a carrying value of HK\$135,591,000 were reclassified from available-for-sale financial assets at cost to FVOCI and fair value loss of HK\$1,580,000 were recognised to the FVOCI reserve on 1 January 2018.
- (b) In addition to (a) above, listed debt investments were reclassified from held-to-maturity investment to financial assets at amortised cost, as the Group’s business model is to collect contractual cash flow from these financial assets. These listed debt investments meet the SPPI criterion. As such, listed debt investments with a fair value of HK\$120,106,000 were reclassified from held-to-maturity investment to financial assets at amortised cost and there was no impact on the statement of financial position on 1 January 2018.

### 3. 採納新訂／經修訂香港財務報告準則(續)

#### 3.1 採納新訂／經修訂香港財務報告準則 — 自2018年1月1日起生效(續)

香港財務報告準則第9號 — 金融工具(「香港財務報告準則第9號」)(續)

- (i) 金融工具之分類及計量(續)
- (a) 於2018年1月1日，若干於非上市股本投資之投資由可供出售金融資產重新分類至按公允價值於其他全面收益處理。本集團擬持有該等股本投資作長期策略性用途。根據香港財務報告準則第9號，於初次應用日期(「初次應用日期」)，本集團已指定該等股本投資按公允價值於其他全面收益計量。因此，於2018年1月1日，賬面值為135,591,000港元之金融資產由按成本計量之可供出售金融資產重新分類至按公允價值於其他全面收益處理，以及公允價值虧損1,580,000港元於按公允價值於其他全面收益處理之儲備中確認。
- (b) 除上文(a)外，上市債務投資由持有至到期投資重新分類至按攤銷成本計量之金融資產處理，原因是本集團之業務模式乃旨在收取來自該等金融資產之合約現金流量。該等上市債務投資符合SPPI準則。因此，公允價值為120,106,000港元之上市債務投資由持有至到期投資重新分類至按攤銷成本計量之金融資產，對於2018年1月1日之財務狀況表並無影響。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.1 Adoption of new/revised HKFRSs — effective 1 January 2018 (Continued)

HKFRS 9 — Financial Instruments (“HKFRS 9”) (Continued)

- (i) Classification and measurement of financial instruments (Continued)

The following table summarises the original measurement categories under HKAS 39 and the new measurement categories under HKFRS 9 for each class of the Group’s financial assets as at 1 January 2018:

Financial assets	Original classification under HKAS 39	New classification under HKFRS 9	Carrying amount as at 1 January 2018 under HKAS 39	Carrying amount as at 1 January 2018 under HKFRS 9
金融資產	根據香港會計準則第39號原有類別	根據香港財務報告準則第9號之新類別	根據香港會計準則第39號於2018年1月1日之賬面值 HK\$’000 千港元	根據香港財務報告準則第9號於2018年1月1日之賬面值 HK\$’000 千港元
Listed equity investments	Held-for-trading	FVTPL	199,474	199,474
上市股本投資	持作買賣	按公允價值於損益賬處理		
Unlisted debt investments	Available-for-sale financial assets (at fair value)	FVOCI	324	324
非上市債務投資	可供出售金融資產 (按公允價值列賬)	按公允價值於其他全面收益處理		
Listed debt investments	Held-to-maturity investment (note (i)(b))	Amortised cost	120,106	120,106
上市債務投資	持有至到期投資 (附註 (i)(b))	攤銷成本		
Unlisted equity investments	Available-for-sale financial assets (at cost) (note (i)(a))	FVOCI	135,591	134,011
非上市股本投資	可供出售金融資產 (按成本列賬) (附註 (i)(a))	按公允價值於其他全面收益處理		
Trade receivables, deposits and other receivables	Loans and receivables	Amortised cost	2,724,822	2,585,683
應收貿易款項、按金及其他應收款項	貸款及應收款項	攤銷成本		
Other loans and receivables	Loans and receivables	Amortised cost	272,117	272,117
其他貸款及應收款項	貸款及應收款項	攤銷成本		
Pledged and restricted bank deposits	Loans and receivables	Amortised cost	8,672,079	8,672,079
已抵押及受限制銀行存款	貸款及應收款項	攤銷成本		
Cash and cash equivalents	Loans and receivables	Amortised cost	4,397,710	4,397,710
現金及等同現金項目	貸款及應收款項	攤銷成本		

### 3. 採納新訂／經修訂香港財務報告準則 (續)

#### 3.1 採納新訂／經修訂香港財務報告準則 — 自2018年1月1日起生效 (續)

香港財務報告準則第9號 — 金融工具 (「香港財務報告準則第9號」) (續)

- (i) 金融工具之分類及計量 (續)

下表概述本集團於2018年1月1日各類金融資產根據香港會計準則第39號原有計量類別及根據香港財務報告準則第9號之新計量類別：

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.1 Adoption of new/revised HKFRSs — effective 1 January 2018 (Continued)

HKFRS 9 — Financial Instruments (“HKFRS 9”) (Continued)

(ii) Impairment of financial assets

The adoption of HKFRS 9 has changed the Group’s impairment model by replacing the HKAS 39 “incurred loss model” to the “ECL model”. HKFRS 9 requires the Group to recognise ECLs for trade receivables, financial assets at amortised cost and debt investment at FVOCI earlier than HKAS 39. Cash and cash equivalents are subject to ECL model but the impairment is immaterial for the current year.

Under HKFRS 9, the losses allowances are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

#### Measurement of ECLs

ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets’ original effective interest rate.

The Group has elected to measure loss allowances for trade receivables using HKFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group’s historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

### 3. 採納新訂／經修訂香港財務報告準則(續)

#### 3.1 採納新訂／經修訂香港財務報告準則 — 自2018年1月1日起生效(續)

香港財務報告準則第9號 — 金融工具(「香港財務報告準則第9號」)(續)

(ii) 金融資產之減值

採納香港財務報告準則第9號更改本集團之減值模式，由香港會計準則第39號「已產生虧損模式」更改為「預期信貸虧損模式」。香港財務報告準則第9號規定本集團較香港會計準則第39號為先就應收貿易款項、按攤銷成本列賬之金融資產及按公允價值於其他全面收益處理之債務投資確認預期信貸虧損。現金及等同現金項目須受預期信貸虧損模式所限，惟本年度減值並不重大。

根據香港財務報告準則第9號，虧損撥備按以下其中一項基準計量：(1)12個月預期信貸虧損：此乃於報告日期後12個月內之潛在違約事件所導致預期信貸虧損；及(2)全期預期信貸虧損：此乃於金融工具預計年期內之所有潛在違約事件所導致預期信貸虧損。

#### 計量預期信貸虧損

預期信貸虧損乃基於根據合約應付之合約現金流量與本集團預期收取之所有現金流量間之差額。該差額其後按與資產原有實際利率相若之利率貼現。

本集團已選用香港財務報告準則第9號簡化法計量應收貿易款項之虧損撥備，並已根據全期預期信貸虧損計算預期信貸虧損。本集團已制定根據本集團過往信貸虧損經驗計算之撥備矩陣，並按與債務人相關之特定前瞻因素及經濟環境調整。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.1 Adoption of new/revised HKFRSs — effective 1 January 2018 (Continued)

HKFRS 9 — Financial Instruments (“HKFRS 9”) (Continued)

- (ii) Impairment of financial assets (Continued)  
Measurement of ECLs (Continued)

For other debt financial assets, the ECLs are based on the 12-month ECLs. The 12-month ECLs is the portion of the lifetime ECLs that results from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, 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. The Group’s debt investment at FVOCI are considered to have low credit risk since the issuers’ credit rating are high.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 90 days past due.

The Group considers a financial asset to be in default when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 360 days past due.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

### 3. 採納新訂／經修訂香港財務報告準則(續)

#### 3.1 採納新訂／經修訂香港財務報告準則 — 自2018年1月1日起生效(續)

香港財務報告準則第9號 — 金融工具(「香港財務報告準則第9號」)(續)

- (ii) 金融資產之減值(續)  
計量預期信貸虧損(續)

就其他債務金融資產而言，預期信貸虧損按12個月預期信貸虧損計算。12個月預期信貸虧損為全期預期信貸虧損其中一部分，其源自於報告日期後12個月內之金融工具潛在違約事件。然而，當自發生以來信貸風險顯著增加，撥備將按全期預期信貸虧損計算。當釐定金融資產之信貸風險有否自初步確認以來顯著增加，並於估計預期信貸虧損時，本集團考慮相關及毋須付出不必要成本或精力即可獲得之合理可作為依據之資料。此包括根據本集團過往經驗及已知信貸評估得出之定量及定性資料及分析，並包括前瞻資料。本集團按公允價值於其他全面收益處理之債務投資被視為低信貸風險，原因為發行人具備高信貸評級。

本集團假設，倘金融資產逾期超過90日，則其信貸風險已顯著增加。

本集團認為金融資產於下列情況下屬違約：(1) 借款人不可能在本集團無追索權(例如：變現擔保(如持有))下向本集團悉數支付其信貸責任；或(2) 該金融資產逾期超過360日。

估計預期信貸虧損時所考慮最長期間為本集團面對信貸風險之最長合約期間。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.1 Adoption of new/revised HKFRSs — effective 1 January 2018 (Continued)

HKFRS 9 — Financial Instruments (“HKFRS 9”) (Continued)

##### (ii) Impairment of financial assets (Continued)

##### Presentation of ECLs

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt investment at FVOCI, the loss allowance is recognised in other comprehensive income, instead of reducing the carrying amount of the assets.

##### Impact of the ECL model

##### (a) Impairment of trade receivables

As mentioned above, the Group applies the HKFRS 9 simplified approach to measure ECLs which adopts a lifetime ECLs for all trade receivables. To measure the ECLs, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The loss allowance as at 1 January 2018 was determined for trade receivables as follows:

		0-90 days past due 逾期 0-90日	91-180 days past due 逾期 91-180日	181-270 days past due 逾期 181-270日	271-360 days past due 逾期 271-360日	Overdue for more than 360 days 逾期 360日以上	Total 總計
1 January 2018	2018年1月1日						
Gross carrying amount (HK\$'000)	賬面總值(千港元)	379,390	223,654	31,496	26,653	48,538	709,731
Less: Individually assessed (HK\$'000)	減：按個別情況評估(千港元)	-	(52,043)	-	-	(19,977)	(72,020)
Carrying amount under collective measurement (HK\$'000)	根據集體計量之賬面值(千港元)	379,390	171,611	31,496	26,653	28,561	637,711
Expected credit loss rate (%)	預期信貸虧損率(%)	0.1%	1.0%	3.0%	5.0%	20.0%	
ECL loss allowance for collective measurement (HK\$'000)	就集體計量之預期信貸虧損之虧損撥備(千港元)	(379)	(1,716)	(945)	(1,334)	(5,712)	(10,086)
Individually assessed loss allowance (HK\$'000)	按個別情況評估之虧損撥備(千港元)	-	(52,043)	-	-	(19,977)	(72,020)
Total loss allowance (HK\$'000)	虧損撥備總額(千港元)	(379)	(53,759)	(945)	(1,334)	(25,689)	(82,106)

### 3. 採納新訂／經修訂香港財務報告準則(續)

#### 3.1 採納新訂／經修訂香港財務報告準則 — 自2018年1月1日起生效(續)

香港財務報告準則第9號 — 金融工具(「香港財務報告準則第9號」)(續)

##### (ii) 金融資產之減值(續)

##### 呈列預期信貸虧損

按攤銷成本計量之金融資產之虧損撥備自資產賬面總值中扣除。就按公允價值於其他全面收益處理之債務投資而言，虧損撥備於其他全面收益確認，而非自資產賬面總值中扣減。

##### 預期信貸虧損模式之影響

##### (a) 應收貿易款項之減值

誠如上文所述，本集團應用香港財務報告準則第9號簡化法計量預期信貸虧損，全部應收貿易款項採用全期預期信貸虧損。為計量預期信貸虧損，應收貿易款項已根據攤估信貸風險特點及逾期天數分類。應收貿易款項於2018年1月1日之虧損撥備釐定如下：



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.1 Adoption of new/revised HKFRSs — effective 1 January 2018 (Continued)

HKFRS 9 — Financial Instruments (“HKFRS 9”) (Continued)

(ii) Impairment of financial assets (Continued)

Impact of the ECL model (Continued)

(a) Impairment of trade receivables (Continued)

The increase in loss allowance for trade receivables upon the transition to HKFRS 9 as of 1 January 2018 were HK\$52,043,000. The loss allowances further increased by HK\$4,303,000 during the year ended 31 December 2018.

(b) Impairment of debt investments

All of the Group’s debt investments at amortised cost and FVOCI are considered to have low credit risk, and the loss allowance recognised during the year was therefore limited to 12 months ECLs. The directors considered that the loss allowance for the Group’s debt investments under 12 months ECLs are insignificant and no provision is made.

### 3. 採納新訂／經修訂香港財務報告準則(續)

#### 3.1 採納新訂／經修訂香港財務報告準則 — 自2018年1月1日起生效(續)

香港財務報告準則第9號 — 金融工具(「香港財務報告準則第9號」)(續)

(ii) 金融資產之減值(續)

預期信貸虧損模式之影響(續)

(a) 應收貿易款項之減值(續)

於2018年1月1日過渡至香港財務報告準則第9號後之應收貿易款項之虧損撥備增加52,043,000港元。截至2018年12月31日止年度，虧損撥備進一步增加4,303,000港元。

(b) 債務投資之減值

本集團全部按攤銷成本列賬及按公允價值於其他全面收益處理之債務投資被視為具備低信貸風險，因此年內確認之虧損撥備限於12個月預期信貸虧損。董事認為本集團根據12個月預期信貸虧損計算之債務投資虧損撥備並不重大，故此並無作出撥備。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.1 Adoption of new/revised HKFRSs — effective 1 January 2018 (Continued)

HKFRS 9 — Financial Instruments (“HKFRS 9”) (Continued)

- (ii) Impairment of financial assets (Continued)  
Impact of the ECL model (Continued)
- (c) Impairment of deposits and other receivables

As mentioned above, the Group applies the HKFRS 9 general approach to measure ECLs which adopts a 12-month ECLs for deposits and other receivables. To measure the ECLs, deposits and other receivables have been grouped based on shared credit risk characteristics and the days past due. The loss allowance as at 1 January 2018 was determined for deposits and other receivables as follows:

		0-90 days past due 逾期 0-90日	91-180 days past due 逾期 91-180日	181-270 days past due 逾期 181-270日	271-360 days past due 逾期 271-360日	Overdue for more than 360 days 逾期 360日以上	Total 總計
1 January 2018	2018年1月1日						
Gross carrying amount (HK\$'000)	賬面總值(千港元)	625,569	162,598	136,476	213,084	934,907	2,072,634
Less: Individually assessed (HK\$'000)	減：按個別情況評估(千港元)	(244,413)	(111,570)	(53,322)	(83,253)	(399,653)	(892,211)
Carrying amount under collective measurement (HK\$'000)	根據集體計量之賬面值(千港元)	381,156	51,028	83,154	129,831	535,254	1,180,423
Expected credit loss rate (%)	預期信貸虧損率(%)	0.1%	1.0%	3.0%	5.0%	10.0%	
ECL loss allowance for collective measurement (HK\$'000)	就集體計量之預期信貸虧損之虧損撥備(千港元)	(381)	(510)	(2,495)	(6,492)	(53,525)	(63,403)
Individually assessed loss allowance (HK\$'000)	按個別情況評估之虧損撥備(千港元)	-	-	-	-	(51,173)	(51,173)
Total loss allowance (HK\$'000)	虧損撥備總額(千港元)	(381)	(510)	(2,495)	(6,492)	(104,698)	(114,576)

The increase in loss allowance for deposits and other receivables upon the transition to HKFRS 9 as of 1 January 2018 were HK\$87,096,000. The loss allowances further increased by HK\$33,112,000 during the year ended 31 December 2018.

於2018年1月1日過渡至香港財務報告準則第9號後之按金及其他應收款項之虧損撥備增加87,096,000港元。截至2018年12月31日止年度，虧損撥備進一步增加33,112,000港元。

### 3. 採納新訂／經修訂香港財務報告準則(續)

#### 3.1 採納新訂／經修訂香港財務報告準則 — 自2018年1月1日起生效(續)

香港財務報告準則第9號 — 金融工具(「香港財務報告準則第9號」)(續)

- (ii) 金融資產之減值(續)  
預期信貸虧損模式之影響(續)
- (c) 按金及其他應收款項之減值

誠如上文所述，本集團應用香港財務報告準則第9號一般法計量預期信貸虧損，按金及其他應收款項採用12個月信貸虧損。為計量預期信貸虧損，按金及其他應收款項已根據攤佔信貸風險特點及逾期日數分類。按金及其他應收款項於2018年1月1日之虧損撥備釐定如下：

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.1 Adoption of new/revised HKFRSs — effective 1 January 2018 (Continued)

HKFRS 9 — Financial Instruments (“HKFRS 9”) (Continued)

(ii) Impairment of financial assets (Continued)

Impact of the ECL model (Continued)

As a result of the above changes, the impact of the new HKFRS 9 impairment model results in additional impairment allowance as follows:

		HK\$'000 千港元
Loss allowance as at 1 January 2018 under HKAS 39	根據香港會計準則第39號於2018年1月1日之虧損撥備	57,543
Additional impairment recognised for trade receivables	就應收貿易款項確認之額外減值	52,043
Additional impairment recognised for deposits and other receivables	就按金及其他應收款項確認之額外減值	87,096
Loss allowance as at 1 January 2018 under HKFRS 9	根據香港財務準則第9號於2018年1月1日之虧損撥備	196,682

(iii) Hedge accounting

Hedge accounting under HKFRS 9 has no impact on the Group as the Group does not apply hedge accounting in its hedging relationships.

### 3. 採納新訂／經修訂香港財務報告準則 (續)

#### 3.1 採納新訂／經修訂香港財務報告準則 — 自2018年1月1日起生效 (續)

香港財務報告準則第9號 — 金融工具 (「香港財務報告準則第9號」) (續)

(ii) 金融資產之減值 (續)

預期信貸虧損模式之影響 (續)

由於上述變動，新訂香港財務報告準則第9號減值模式之影響導致額外減值撥備如下：

(iii) 對沖會計處理

香港財務報告準則第9號項下對沖會計處理對本集團並無任何影響，原因為本集團並無於其對沖關係應用對沖會計處理。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.1 Adoption of new/revised HKFRSs — effective 1 January 2018 (Continued)

HKFRS 9 — Financial Instruments (“HKFRS 9”) (Continued)

(iv) Transition

The Group has applied the transitional provision in HKFRS 9 such that HKFRS 9 was generally adopted without restating comparative information. The reclassifications and the adjustments arising from the new ECLs rules are therefore not reflected in the statement of financial position as at 31 December 2017, but are recognised in the statement of financial position on 1 January 2018. This means that differences in the carrying amounts of financial assets and financial liabilities resulting from the adoption of HKFRS 9 are recognised in retained earnings and reserves as at 1 January 2018. Accordingly, the information presented for 2017 does not reflect the requirements of HKFRS 9 but rather those of HKAS 39.

The following assessments have been made on the basis of the facts and circumstances that existed at the DIA of HKFRS 9:

- The determination of the business model within which a financial asset is held;
- The designation and revocation of previous designations of certain financial assets and financial liabilities as measured at FVTPL; and
- The designation of certain investments in equity investments not held for trading as at FVOCI.

If an investment in a debt investment had low credit risk at the DIA, then the Group has assumed that the credit risk on the asset had not increased significantly since its initial recognition.

### 3. 採納新訂／經修訂香港財務報告準則 (續)

#### 3.1 採納新訂／經修訂香港財務報告準則 — 自2018年1月1日起生效 (續)

香港財務報告準則第9號 — 金融工具 (「香港財務報告準則第9號」) (續)

(iv) 過渡安排

本集團已應用香港財務報告準則第9號之過渡條文，以使香港財務報告準則第9號全面獲採納而毋須重列比較資料。因此，新預期信貸虧損規則產生之重新分類及調整並無於2017年12月31日之財務狀況表中反映，惟於2018年1月1日之財務狀況表中確認。此乃表示因採納香港財務報告準則第9號而引致之金融資產及金融負債之賬面值差額確認為於2018年1月1日之保留盈利及儲備。因此，就2017年呈列之資料並不反映香港財務報告準則第9號之規定，惟反映香港會計準則第39號之規定。

以下為基於香港財務報告準則第9號初次應用日期存在之事實及情況作出之評估：

- 釐定持有金融資產所依據業務模式；
- 指定及撤銷過往就若干按公允價值於損益賬處理之金融資產及金融負債之指定；及
- 指定若干於按公允價值於其他全面收益處理之並非持作買賣之股本投資之投資。

倘於債務投資之投資於初次應用日期具有低信貸風險，則本集團已假設該資產之信貸風險自其初步確認以來並無顯著增加。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.1 Adoption of new/revised HKFRSs — effective 1 January 2018 (Continued)

*HKFRS 15 — Revenue from Contracts with Customers (“HKFRS 15”)*

HKFRS 15 supersedes HKAS 11 Construction Contracts, HKAS 18 Revenue and related interpretations. HKFRS 15 has established a five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at the amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The Group has adopted HKFRS 15 using the cumulative effect method without practical expedients. The Group has recognised the cumulative effect of initially applying HKFRS 15 as an adjustment to the opening balance of retained earnings at the DIA (that is, 1 January 2018). As a result, the financial information presented for 2017 has not been restated.

The following tables summarised the impact, net of tax, of transition to HKFRS 15 on the opening balances of retained earnings (increase/(decrease)):

### 3. 採納新訂／經修訂香港財務報告準則(續)

#### 3.1 採納新訂／經修訂香港財務報告準則 — 自2018年1月1日起生效(續)

*香港財務報告準則第15號 — 來自客戶合約收益(「香港財務報告準則第15號」)*

香港財務報告準則第15號取代香港會計準則第11號建築合約、香港會計準則第18號收益及相關詮釋。香港財務報告準則第15號確立一個五步模式，以將來自客戶合約收益入賬。根據香港財務報告準則第15號，收益按能反映實體預期就向客戶轉移貨品或服務而有權換取之代價金額確認。

本集團已採用累計影響法(並無實際可行權宜情況)採納香港財務報告準則第15號。本集團已將初次應用香港財務報告準則第15號之累計影響確認為對於初次應用日期(即2018年1月1日)之保留盈餘期初結餘所作調整。因此，就2017年呈列之財務資料並未重列。

下表概述香港財務報告準則第15號之過渡安排對保留盈餘期初結餘之影響(扣除稅項)(增加／(減少))：

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.1 Adoption of new/revised HKFRSs — effective 1 January 2018 (Continued)

HKFRS 15 — Revenue from Contracts with Customers (“HKFRS 15”) (Continued)

		HK\$'000 千港元
<b>Retained earnings</b>	<b>保留盈利</b>	
Increase in contract liabilities (note (a)(b))	合約負債增加(附註(a)(b))	<b>(136,929)</b>
Increase in deferred tax assets	遞延稅項資產增加	<b>32,392</b>
Impact at 1 January 2018	於2018年1月1日之影響	<b>(104,537)</b>

The following tables summarised the impact of adopting HKFRS 15 on the Group’s consolidated statement of financial position as at 31 December 2018 and its consolidated income statement and consolidated statement of comprehensive income for the year ended 31 December 2018. There was no material impact on the Group’s consolidated statement of cash flows for the year ended 31 December 2018:

下表概述採納香港財務報告準則第15號對本集團於2018年12月31日之綜合財務狀況報表及其截至2018年12月31日止年度之綜合收益表及綜合全面收益報表之影響。本集團截至2018年12月31日止年度之綜合現金流量報表並無重大影響：

		As reported	Adjustments	Amount without application of HKFRS 15 並無應用香港財務報告準則第15號之金額
		如呈報 HK\$'000 千港元	調整 HK\$'000 千港元	HK\$'000 千港元
<b>Assets</b>	<b>資產</b>			
Deferred tax assets	遞延稅項資產	930,791	(50,494)	880,297
<b>Equity</b>	<b>權益</b>			
Retained earnings	保留盈利	2,741,237	165,134	2,906,371
<b>Liabilities</b>	<b>負債</b>			
Contract liabilities	合約負債	4,337,189	(4,337,189)	-
Receipt in advance and deferred revenue	預收款項及遞延收益	-	4,121,561	4,121,561

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.1 Adoption of new/revised HKFRSs — effective 1 January 2018 (Continued)

HKFRS 15 — Revenue from Contracts with Customers (“HKFRS 15”) (Continued)

### 3. 採納新訂／經修訂香港財務報告準則(續)

#### 3.1 採納新訂／經修訂香港財務報告準則 — 自2018年1月1日起生效(續)

香港財務報告準則第15號 — 來自客戶合約收益(「香港財務報告準則第15號」)(續)

		As reported	Adjustments	Amount without application of HKFRS 15
		如呈報 HK\$'000 千港元	調整 HK\$'000 千港元	並無應用香港財務報告準則第15號之金額 HK\$'000 千港元
Revenue	收益	16,789,451	(127,750)	16,661,701
Finance costs	融資成本	(1,095,940)	206,448	(889,492)
Profit before income tax	所得稅前溢利	3,424,181	78,698	3,502,879
Income tax expense	所得稅開支	(2,449,836)	(18,101)	(2,467,937)
<b>Profit for the year</b>	<b>年內溢利</b>	<b>974,345</b>	<b>60,597</b>	<b>1,034,942</b>
<b>Total comprehensive income for the year</b>	<b>年內全面收益總額</b>	<b>328,237</b>	<b>60,597</b>	<b>388,834</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.1 Adoption of new/revised HKFRSs — effective 1 January 2018 (Continued)

HKFRS 15 — Revenue from Contracts with Customers (“HKFRS 15”) (Continued)

Details of the new significant accounting policies and the nature of the changes to previous accounting policies in relation to the Group’s various goods and services are set out below:

Note	Product/Service	Nature of the goods or services, satisfaction of performance obligations and payment terms	Nature of change in accounting policy and impact on 1 January 2018
附註	產品／服務	產品或服務性質、完成履約義務及付款條款	對會計政策所作變動之性質及於2018年1月1日之影響
(a)	Property development	Customers obtain control of the property units when the properties were delivered to and have been accepted by them. Revenue is thus recognised upon when the customers accept the property units so delivered. In addition, it is the Group’s practice to provide standard decoration to customers to maintain the properties’ quality, therefore, decoration provision is also considered as a performance obligation by practice.	As of 1 January 2018, an increase in contract liabilities of HK\$129,558,000, and a decrease in retained earnings of HK\$97,166,000 were recognised for the financing components of the contracts, net of tax.
		<b>Right of return</b>	
		No right of return is noted from the Group’s contract with customers.	
(a)	房地產開發	客戶於物業獲交付及接收時取得物業單位控制權，因此收益於客戶接收獲交付物業單位時確認。此外，本集團之常規做法乃為客戶提供標準裝修，以維持其物業之質素，因此，提供裝修亦習慣上被視為一項履約義務。	截至2018年1月1日，合約負債增加129,558,000港元及保留盈利減少97,166,000港元於合約融資部分中確認（扣除稅項）。
		<b>退還權利</b>	
		本集團與客戶之合約並無訂有退還權利。	

### 3. 採納新訂／經修訂香港財務報告準則(續)

#### 3.1 採納新訂／經修訂香港財務報告準則 — 自2018年1月1日起生效(續)

香港財務報告準則第15號 — 來自客戶合約收益(「香港財務報告準則第15號」)(續)

與本集團各類貨品或服務有關之新主要會計政策及對過往會計政策所作變動之性質之詳情載列如下：



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.1 Adoption of new/revised HKFRSs — effective 1 January 2018 (Continued)

HKFRS 15 — Revenue from Contracts with Customers (“HKFRS 15”) (Continued)

Note	Product/Service	Nature of the goods or services, satisfaction of performance obligations and payment terms	Nature of change in accounting policy and impact on 1 January 2018 對會計政策所作變動之性質及於2018年1月1日之影響
附註	產品／服務	產品或服務性質、完成履約義務及付款條款	

(a) Property development (Continued)

**Financing component**

Should the contract contain a significant financing component, the transaction price should reflect the time value of money.

The Group is not required to consider the time value of money if the period between payment and the transfer of the property unit is one year or less, as a practical expedient. In assessing whether a contract contains a significant financing component, the Group considers various factors, including the length of time between when the Group expected to transfer the property unit to the customer and when the customer pays for them, and the interest rate in the contract and prevailing interest rates in the relevant market.

Revenue is discounted when the inflow of cash or cash equivalents is deferred. Interest is calculated and recognised using the effective interest method.

(a) 房地產開發 (續)

**融資部分**

如合約包含重大融資部分，則交易價格應反映貨幣時間價值。

倘物業單位之付款及轉讓期間為一年或以下，為簡易起見，本集團毋須考慮貨幣之時間價值。於評估合約是否包含重大融資部分時，本集團考慮多種因素，包括倘本集團預期向客戶轉讓物業單位與倘客戶就有關物業單位付款之時間，以及合約內之利率及相關市場之現行利率。

收益於現金及等價現金項目之現金流入遞延時貼現。利息乃採用實際利率法計算及確認。

### 3. 採納新訂／經修訂香港財務報告準則 (續)

#### 3.1 採納新訂／經修訂香港財務報告準則 — 自2018年1月1日起生效 (續)

香港財務報告準則第15號 — 來自客戶合約收益 (「香港財務報告準則第15號」) (續)

Nature of change in accounting policy and impact on 1 January 2018  
對會計政策所作變動之性質及於2018年1月1日之影響

(a) Property development (Continued)

**Financing component**

Should the contract contain a significant financing component, the transaction price should reflect the time value of money.

The Group is not required to consider the time value of money if the period between payment and the transfer of the property unit is one year or less, as a practical expedient. In assessing whether a contract contains a significant financing component, the Group considers various factors, including the length of time between when the Group expected to transfer the property unit to the customer and when the customer pays for them, and the interest rate in the contract and prevailing interest rates in the relevant market.

Revenue is discounted when the inflow of cash or cash equivalents is deferred. Interest is calculated and recognised using the effective interest method.

(a) 房地產開發 (續)

**融資部分**

如合約包含重大融資部分，則交易價格應反映貨幣時間價值。

倘物業單位之付款及轉讓期間為一年或以下，為簡易起見，本集團毋須考慮貨幣之時間價值。於評估合約是否包含重大融資部分時，本集團考慮多種因素，包括倘本集團預期向客戶轉讓物業單位與倘客戶就有關物業單位付款之時間，以及合約內之利率及相關市場之現行利率。

收益於現金及等價現金項目之現金流入遞延時貼現。利息乃採用實際利率法計算及確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.1 Adoption of new/revised HKFRSs — effective 1 January 2018 (Continued)

HKFRS 15 — Revenue from Contracts with Customers (“HKFRS 15”) (Continued)

### 3. 採納新訂／經修訂香港財務報告準則 (續)

#### 3.1 採納新訂／經修訂香港財務報告準則 — 自2018年1月1日起生效 (續)

香港財務報告準則第15號 — 來自客戶合約收益 (「香港財務報告準則第15號」) (續)

Note	Product/ Service	Nature of the goods or services, satisfaction of performance obligations and payment terms	Nature of change in accounting policy and impact on 1 January 2018 對會計政策所作變動之性質及於2018年1月1日之影響
附註	產品／服務	產品或服務性質、完成履約義務及付款條款	
(b)	Enterprise cloud service	<p>The Group provides a one-stop service from domain name registration, website design services to website constructions with specific add-on features to the website to small and medium enterprise (“SME”) customers. The Group accounts for these contracts as a bundle of goods and services and such bundled services as a whole is considered as a single performance obligation. Revenue from such bundled services is recognised over time by reference to the Group’s inputs to the satisfaction of the performance obligation relative to the total expected input. Payment received in advance that are related to the provision of such bundled services not yet delivered to customers are deferred and recognised as contract liabilities.</p> <p>The Group provides various corporate cloud products to SME customers. Revenue from the corporate cloud services is recognised on a straight-line basis over the contract period. Payment received in advance that are related to the provision of corporate cloud products not yet delivered to customers are deferred and recognised as contract liabilities.</p> <p>The Group also renders various internet-based services without further bundled services and maintenance service to customers. Revenue from provision of services is recognised when the services are rendered according to the terms of the agreements.</p>	<p>As of 1 January 2018, an increase in contract liabilities of HK\$7,371,000, and a decrease in retained earnings of HK\$7,371,000 were recognised for the change in the estimate stage of completion of performance obligations.</p>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.1 Adoption of new/revised HKFRSs — effective 1 January 2018 (Continued)

HKFRS 15 — Revenue from Contracts with Customers (“HKFRS 15”) (Continued)

Note	Product/Service	Nature of the goods or services, satisfaction of performance obligations and payment terms	Nature of change in accounting policy and impact on 1 January 2018 對會計政策所作變動之性質及於2018年1月1日之影響
附註	產品／服務	產品或服務性質、完成履約義務及付款條款	
(b)	企業雲服務	<p>本集團向中小企業(「中小企業」)客戶提供域名註冊、網站設計服務以至具有特定附加功能之網站建設之一站式服務。本集團將此等合約作為捆綁貨品及服務入賬，並將此捆綁服務整體視為單一履約義務。來自該捆綁服務之收益乃經參考本集團相對預期總投入就完成履約義務而作出之投入而隨時間確認。提前收取與向客戶提供尚未交付之該捆綁服務有關之付款會遞延處理並確認為合約負債。</p> <p>本集團向中小企業客戶提供各種企業雲產品。來自企業雲服務之收益於合約期按直線法基準確認。提前收取與向客戶提供尚未交付之企業雲產品有關之付款會遞延處理並確認為合約負債。</p> <p>本集團亦向客戶提供各種互聯網基礎服務而並無進一步捆綁服務及維修服務。提供服務之收益於根據協議條款提供服務時確認。</p>	<p>截至2018年1月1日，就估計完成履約義務階段之變動確認合約負債增加7,371,000港元及保留盈利減少7,371,000港元。</p>

### 3. 採納新訂／經修訂香港財務報告準則(續)

#### 3.1 採納新訂／經修訂香港財務報告準則 — 自2018年1月1日起生效(續)

香港財務報告準則第15號 — 來自客戶合約收益(「香港財務報告準則第15號」)(續)

Nature of change in accounting policy and impact on 1 January 2018  
對會計政策所作變動之性質及於2018年1月1日之影響

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.1 Adoption of new/revised HKFRSs — effective 1 January 2018 (Continued)

HKFRS 15 — Revenue from Contracts with Customers (“HKFRS 15”) (Continued)

### 3. 採納新訂／經修訂香港財務報告準則 (續)

#### 3.1 採納新訂／經修訂香港財務報告準則 — 自2018年1月1日起生效 (續)

香港財務報告準則第15號 — 來自客戶合約收益 (「香港財務報告準則第15號」)(續)

Note	Product/ Service	Nature of the goods or services, satisfaction of performance obligations and payment terms	Nature of change in accounting policy and impact on 1 January 2018 對會計政策所作變動之性質及於2018年1月1日之影響
附註	產品／服務	產品或服務性質、完成履約義務及付款條款	
(c)	Cinema ticketing income	<p>The Group has determined that for contracts with customers under cinema ticketing income, there is only one performance obligation, which is the provision of movie services in the Group’s cinema. The Group has determined that the customer simultaneously receives and consumes the benefits of the Group’s performance and thus the Group concludes that the service should be recognised over time.</p> <p>Tickets are issued according to contractual terms to individual customers which payment is made immediately. For tickets sell through agents, payment is usually payable within 30 days.</p>	<p>There is no impact on the adoption of HKFRS 15 for ticketing income as the revenue recognised for the ticketing income has been the same under HKAS 18 and HKFRS 15.</p>
(c)	票房收入	<p>本集團確認，票房收入項下與客戶之合約僅有一項履約義務，即於本集團影院提供電影服務。本集團確認，客戶同時接收及消耗本集團履約所帶來利益，因此本集團認為該服務乃隨時間確認。</p> <p>門票乃根據合約條款向個別客戶發放，款項立即支付。倘門票乃透過銷售代理出售，款項通常應於30日內支付。</p>	<p>採納香港財務報告準則第15號就票房收入而言並無影響，原因為就票房收入確認收益之規定與香港會計準則第18號及香港財務報告準則第15號項下規定相同。</p>



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.1 Adoption of new/revised HKFRSs — effective 1 January 2018 (Continued)

*Amendments to HKFRS 15 — Revenue from Contracts with Customers (Clarifications to HKFRS 15)*

The amendments to HKFRS 15 included clarifications on identification of performance obligations; application of principal versus agent; licenses of intellectual property; and transition requirements.

The adoption of these amendments has no impact on these financial statements as the Group had not previously adopted HKFRS 15 and took up the clarifications in this, its first year.

*Amendments to HKAS 40 — Transfers of Investment Property*

The amendments clarify that to transfer to or from investment properties there must be a change in use and provides guidance on making this determination. The clarification states that a change of use will occur when a property meets, or ceases to meet, the definition of investment property and there is supporting evidence that a change has occurred.

The amendments also re-characterise the list of evidence in the standard as a non-exhaustive list, thereby allowing for other forms of evidence to support a transfer.

The adoption of these amendments has no impact on these financial statements as the clarified treatment is consistent with the manner in which the Group has previously assessed transfers.

*HK(IFRIC)-Int 22 — Foreign Currency Transactions and Advance Consideration*

The interpretation provides guidance on determining the date of the transaction for determining an exchange rate to use for transactions that involve advance consideration paid or received in a foreign currency and the recognition of a non-monetary asset or non-monetary liability. The interpretations specifies that the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part thereof) is the date on which the entity initially recognises the non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration.

The adoption of this interpretation has no impact on these financial statements as the Group has not paid or received advance consideration in a foreign currency.

### 3. 採納新訂／經修訂香港財務報告準則(續)

#### 3.1 採納新訂／經修訂香港財務報告準則 — 自2018年1月1日起生效(續)

香港財務報告準則第15號之修訂 — 來自客戶合約收益(香港財務報告準則第15號之澄清)

香港財務報告準則第15號之修訂包括澄清有關識別履行義務之方式；應用主要委託代理人；知識產權許可；及過渡安排之規定。

採納該等修訂對該等財務報表並無任何影響，原因為本集團過往未曾採納香港財務報告準則第15號且於本年度首次採納有關澄清。

香港會計準則第40號之修訂 — 轉撥投資物業

修訂澄清轉入或轉出投資物業必須存在用途改變，並就作出釐定提供指引。有關澄清指明，當物業符合或不再符合投資物業之定義及有證據顯示用途已經改變，則發生用途改變。

修訂亦將該準則之證據列表重新定性為非詳盡列表，因此，其他形式之證據亦可證明有關轉撥。

採納該等修訂對該等財務報表並無任何影響，原因為所澄清處理方法與本集團過往評估轉撥所依據方法貫徹一致。

香港(國際財務報告詮釋委員會) — 詮釋第22號 — 外幣交易及預付代價

該詮釋就釐定涉及以外幣支付或收取預付代價之交易所用匯率而釐定交易日期，以及確認非貨幣資產或非貨幣負債提供指引。該詮釋指明，就釐定初步確認相關資產、開支或收入(或當中部分)所用匯率而言之交易日期，為實體初步確認支付或收取預付代價所產生非貨幣資產或非貨幣負債當日。

採納該等詮釋對該等財務報表並無任何影響，原因為本集團未曾以外幣支付或收取預付代價。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.2 Impact of new/amended HKFRSs which are issued but not yet effective

The following new/amended HKFRSs, potentially relevant to the Group's financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group's current intention is to apply these changes on the date they become effective.

Annual Improvements to HKFRSs 2015–2017 Cycle	Amendments to HKFRS 3, Business Combinations <sup>1</sup>
Annual Improvements to HKFRSs 2015–2017 Cycle	Amendments to HKFRS 11, Joint Arrangements <sup>1</sup>
Annual Improvements to HKFRSs 2015–2017 Cycle	Amendments to HKAS 12, Income Taxes <sup>1</sup>
Annual Improvements to HKFRSs 2015–2017 Cycle	Amendments to HKAS 23, Borrowing Costs <sup>1</sup>
Amendments to HKFRS 3	Definition of a Business <sup>2</sup>
Amendments to HKFRS 9	Prepayment Features with Negative Compensation <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to HKAS 1 and HKAS 8	Definition of Material <sup>2</sup>
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures <sup>1</sup>
HKFRS 16	Leases <sup>1</sup>
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2019

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2020

<sup>3</sup> The amendments were originally intended to be effective for periods beginning on or after 1 January 2017. The effective date has now been deferred/removed. Early application of the amendments continue to be permitted.

### 3. 採納新訂／經修訂香港財務報告準則(續)

#### 3.2 已頒佈但尚未生效之新訂／經修訂香港財務報告準則之影響

下列可能與本集團財務報表有關之新訂／經修訂香港財務報告準則已經頒佈，惟尚未生效亦未經本集團提早採納。本集團目前擬於該等變動生效當日應用該等變動。

香港財務報告準則 2015年至2017年週期年度改進	香港財務報告準則第3號業務合併之修訂 <sup>1</sup>
香港財務報告準則 2015年至2017年週期年度改進	香港財務報告準則第11號合同安排之修訂 <sup>1</sup>
香港財務報告準則 2015年至2017年週期年度改進	香港會計準則第12號所得稅之修訂 <sup>1</sup>
香港財務報告準則 2015年至2017年週期年度改進	香港會計準則第23號借貸成本之修訂 <sup>1</sup>
香港財務報告準則第3號之修訂	業務之定義 <sup>2</sup>
香港財務報告準則第9號之修訂	具負補償特性之提早還款 <sup>1</sup>
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間之資產出售或注資 <sup>3</sup>
香港會計準則第1號及香港會計準則第8號之修訂	重大之定義 <sup>2</sup>
香港會計準則第28號之修訂	於聯營公司及合營企業之長期權益 <sup>1</sup>
香港財務報告準則第16號	租賃 <sup>1</sup>
香港(國際財務報告詮釋委員會)一詮釋第23號	所得稅處理之不確定性 <sup>1</sup>

<sup>1</sup> 於2019年1月1日或之後開始之年度期間生效

<sup>2</sup> 於2020年1月1日或之後開始之年度期間生效

<sup>3</sup> 該等修訂原擬於2017年1月1日或之後開始之期間生效。生效日期現已遞延/移除。提早應用該等修訂仍獲准許。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.2 Impact of new/amended HKFRSs which are issued but not yet effective (Continued)

*Annual Improvements to HKFRSs 2015–2017 Cycle — Amendments to HKFRS 3, Business Combinations*

The amendments issued under the annual improvements process make small, non-urgent changes to standards where they are currently unclear. They include amendments to HKFRS 3 which clarifies that when a joint operator of a business obtains control over a joint operation, this is a business combination achieved in stages and the previously held equity interest should therefore be remeasured to its acquisition date fair value.

*Annual Improvements to HKFRSs 2015–2017 Cycle — Amendments to HKFRS 11, Joint Arrangements*

The amendments issued under the annual improvements process make small, non-urgent changes to standards where they are currently unclear. They include amendments to HKFRS 11 which clarify that when a party that participates in, but does not have joint control of, a joint operation which is a business and subsequently obtains joint control of the joint operation, the previously held equity interest should not be remeasured to its acquisition date fair value.

*Annual Improvements to HKFRSs 2015–2017 Cycle — Amendments to HKAS 12, Income Taxes*

The amendments issued under the annual improvements process make small, non-urgent changes to standards where they are currently unclear. They include amendments to HKAS 12 which clarify that all income tax consequences of dividends are recognised consistently with the transactions that generated the distributable profits, either in profit or loss, other comprehensive income or directly in equity.

### 3. 採納新訂／經修訂香港財務報告準則(續)

#### 3.2 已頒佈但尚未生效之新訂／經修訂香港財務報告準則之影響(續)

*香港財務報告準則2015年至2017年週期年度改進 — 香港財務報告準則第3號業務合併之修訂*

年度改進過程項下頒佈之修訂對多項準則目前尚不明確之部分作出小幅之非緊急修訂。其中包括香港財務報告準則第3號之修訂，澄清當業務之共同營運者取得共同營運之控制權，則屬分階段達致之業務合併，故過往持有之股權應重新計量為其收購當日之公允價值。

*香港財務報告準則2015年至2017年週期年度改進 — 香港財務報告準則第11號合同安排之修訂*

年度改進過程項下頒佈之修訂對多項準則目前尚不明確之部分作出小幅之非緊急修訂。其中包括香港財務報告準則第11號之修訂，澄清當參與但並非控制屬一項業務之共同營運且其後取得共同營運之共同控制權時，過往持有之股權不應重新計量為其收購當日之公允價值。

*香港財務報告準則2015年至2017年週期年度改進 — 香港會計準則第12號所得稅之修訂*

年度改進過程項下頒佈之修訂對多項準則目前尚不明確之部分作出小幅之非緊急修訂。其中包括香港會計準則第12號之修訂，澄清股息之所有所得稅後果按與產生可分派溢利之交易貫徹一致之方式於損失或其他全面收益確認或直接於權益確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.2 Impact of new/amended HKFRSs which are issued but not yet effective (Continued)

*Annual Improvements to HKFRSs 2015–2017 Cycle — Amendments to HKAS 23, Borrowing Costs*

The amendments issued under the annual improvements process make small, non-urgent changes to standards where they are currently unclear. They include amendments to HKAS 23 which clarifies that a borrowing made specifically to obtain a qualifying asset which remains outstanding after the related qualifying asset is ready for its intended use or sale would become part of the funds an entity borrows generally and therefore included in the general pool.

*Amendments to HKFRS 3 — Definition of a Business*

Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business.

### 3. 採納新訂／經修訂香港財務報告準則(續)

#### 3.2 已頒佈但尚未生效之新訂／經修訂香港財務報告準則之影響(續)

*香港財務報告準則2015年至2017年週期年度改進 — 香港會計準則第23號借貸成本之修訂*

年度改進過程項下頒佈之修訂對多項準則目前尚不明確之部分作出小幅之非緊急修訂。其中包括香港會計準則第23號之修訂，澄清就獲得合資格資產而特定作出之借貸，倘於相關合資格資產可供按其擬定用途使用或出售後仍維持未動用，則成為實體一般借取之資金其中一部分，故此計入一般組別。

*香港財務報告準則第3號之修訂 — 業務之定義*

香港財務報告準則第3號之修訂澄清業務之定義並提供有關額外指引。修訂澄清，就被視為業務之一組綜合活動及資產而言，必須至少包括投入及實質流程以共同為創造產出之能力作出重大貢獻。業務之存在毋須包括所有投入及為創造產出而進行之流程。修訂刪除有關市場參與者能否收購業務及繼續供應產出之評估。取而代之，重點放在所收購投入及所收購實質流程是否共同對創造產出之能力作出重大貢獻。修訂亦縮窄產出之定義，將重點放在向客戶提供之貨品或服務、投資收入或日常活動所得其他收益。此外，修訂提供指引，以評估所收購流程是否實質，並引入可選擇進行之公允價值集中測試，以便簡化評估所收購一組活動及資產是否不屬業務。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.2 Impact of new/amended HKFRSs which are issued but not yet effective (Continued)

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

The amendments clarify that prepayable financial assets with negative compensation can be measured at amortised cost or at FVOCI if specified conditions are met — instead of at FVTPL.

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

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

*Amendments to HKAS 1 and HKAS 8 — Definition of Material*

Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users.

*Amendments to HKAS 28 — Long-term Interests in Associates and Joint Ventures*

The amendments clarify that HKFRS 9 applies to long-term interests ("LTI") in associates or joint ventures which form part of the net investment in the associates or joint ventures and stipulate that HKFRS 9 is applied to these LTI before the impairment losses guidance within HKAS 28.

### 3. 採納新訂／經修訂香港財務報告準則(續)

#### 3.2 已頒佈但尚未生效之新訂／經修訂香港財務報告準則之影響(續)

香港財務報告準則第9號之修訂—具負補償特性之提早還款

修訂澄清，在符合特定條件之情況下，附帶負補償之預付金融資產可按攤銷成本計量或按公允價值於其他全面收益處理，而非按公允價值於損益賬處理。

香港財務報告準則第10號及香港會計準則第28號之修訂—投資者與其聯營公司或合營企業之間之資產出售或注資

修訂澄清實體向其聯營公司或合營企業進行資產出售或注資時，將予確認之收益或虧損程度。當交易涉及一項業務，則須確認全數收益或虧損；反之，當交易涉及不構成一項業務之資產，則僅須就不相關投資者於合營企業或聯營公司之權益確認收益或虧損。

香港會計準則第1號及香港會計準則第8號之修訂—重大之定義

香港會計準則第1號及香港會計準則第8號之修訂提供關於重大之全新定義。新定義指明，倘遺漏、錯誤陳述或掩蓋資料可合理預期影響一般目的財務報表之主要使用者根據此等財務報表作出之決定，則有關資料屬重大。修訂澄清重大程度將取決於資料性質或範圍。倘錯誤陳述資料可合理預期影響主要使用者作出之決定，則有關錯誤陳述之資料屬重大。

香港會計準則第28號之修訂—於聯營公司及合營企業之長期權益

修訂澄清，香港財務報告準則第9號適用於構成於聯營公司或合營企業之淨投資其中一部分之於聯營公司或合營企業之長期權益(「長期權益」)，並訂明香港財務報告準則第9號先於香港會計準則第28號減值虧損指引適用於該等長期權益。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.2 Impact of new/amended HKFRSs which are issued but not yet effective (Continued)

##### HKFRS 16 — Leases

HKFRS 16, which upon the effective date will supersede HKAS 17 “Leases” and related interpretations, introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Specifically, under HKFRS 16, a lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows. Also, the right-of-use asset and the lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under the predecessor standard, HKAS 17.

In respect of the lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

As at 31 December 2018, the Group has non-cancellable operating lease commitments of HK\$13,363,397,000. A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon application of HKFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

### 3. 採納新訂／經修訂香港財務報告準則(續)

#### 3.2 已頒佈但尚未生效之新訂／經修訂香港財務報告準則之影響(續)

##### 香港財務報告準則第16號 — 租賃

香港財務報告準則第16號由生效當日起將取代香港會計準則第17號「租賃」及相關詮釋，其引入單一承租人會計處理模式，並規定承租人就為期超過12個月之所有租賃確認資產及負債，除非相關資產為低價值資產則作別論。具體而言，根據香港財務報告準則第16號，承租人須確認使用權資產(表示其有權使用相關租賃資產)及租賃負債(表示其有義務支付租賃款項)。因此，承租人應確認使用權資產折舊及租賃負債利息，並將租賃負債之現金還款分類為本金部分及利息部分，以於現金流量報表內呈列。此外，使用權資產及租賃負債初步按現值基準計量。計量包括不可撤銷租賃付款，亦包括將在承租人合理地肯定行使選擇權延續租賃或行使選擇權終止租賃之情況下，於選擇權期間內作出之付款。此會計處理方法與承租人會計法顯著不同，後者適用於根據舊有準則香港會計準則第17號分類為經營租賃之租賃。

就出租人會計法而言，香港財務報告準則第16號大致保留香港會計準則第17號之出租人會計法規定。因此，出租人繼續將其租賃分類為經營租賃或融資租賃，並對兩類租賃進行不同會計處理。

於2018年12月31日，本集團之不可註銷經營租賃承擔為13,363,397,000港元。初步評估指該等安排將符合租賃之定義。應用香港財務報告準則第16號時，本集團將就所有該等租賃確認使用權資產及相應負債，除非彼等符合低值或短期租賃資格。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

#### 3.2 Impact of new/amended HKFRSs which are issued but not yet effective (Continued)

*HK(IFRIC)-Int 23 — Uncertainty over Income Tax Treatments*

The interpretation supports the requirements of HKAS 12, Income Taxes, by providing guidance over how to reflect the effects of uncertainty in accounting for income taxes. Under the interpretation, the entity shall determine whether to consider each uncertain tax treatment separately or together based on which approach better predicts the resolution of the uncertainty. The entity shall also assume the tax authority will examine amounts that it has a right to examine and have full knowledge of all related information when making those examinations. If the entity determines it is probable that the tax authority will accept an uncertain tax treatment, then the entity should measure current and deferred tax in line with its tax filings. If the entity determines it is not probable, then the uncertainty in the determination of tax is reflected using either the “most likely amount” or the “expected value” approach, whichever better predicts the resolution of the uncertainty.

The Group has already commenced an assessment of the impact of adopting the above standards and amendments to existing standards to the Group. Except as described above, the directors anticipate that the application of other new and amendments to HKFRSs and an interpretation will have no material impact on the Group's consolidated financial performance and positions and/or the disclosures to the consolidated financial statements of the Group.

### 3. 採納新訂／經修訂香港財務報告準則(續)

#### 3.2 已頒佈但尚未生效之新訂／經修訂香港財務報告準則之影響(續)

*香港(國際財務報告詮釋委員會)－詮釋第23號－所得稅處理之不確定性*

該詮釋透過就如何反映所得稅會計處理之不確定性提供指引，為香港會計準則第12號所得稅規定提供支持。根據該詮釋，實體須釐定個別或集中考慮各項不確定稅項處理，以更佳預測不確定性之解決方法。實體亦須假設稅務機關將查驗其有權檢討之金額，並在作出上述查驗時全面知悉所有相關資料。倘實體釐定稅務機關可能接受一項不確定稅項處理，則實體應按與其稅務申報貫徹一致之方式計量即期及遞延稅項。倘實體釐定稅務機關不可能接受一項不確定稅項處理，則採用「最可能金額」或「預期值」兩者中能更佳預測不確定性解決方法之方式反映釐定稅項之不確定性。

本集團已著手評估採納上述準則及修訂對本集團現有準則之影響。除上述者外，董事預期應用其他新訂香港財務報告準則及其修訂以及詮釋不會對本集團之綜合財務表現及狀況及／或本集團綜合財務報表之披露資料構成重大影響。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

#### 4.1 Critical accounting estimates and assumptions

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

##### *Depreciation and amortisation*

The Group depreciates and amortises property, plant and equipment and intangible assets other than goodwill on a straight-line basis over the estimated useful life, and after taking into account their estimated residual values, 2.5% to 33-1/3% per annum and 10% to 50% per annum, respectively, commencing from the date on which the assets are available for use. The estimated useful life reflects the directors' estimate of the periods that the Group intend to derive future economic benefits from the use of the Group's property, plant and equipment and intangible assets other than goodwill.

##### *Impairment of trade receivables, deposits and other receivables*

The Group makes provision for impairment of trade receivables, deposits and other receivables based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's historical default information, existing market conditions as well as forward-looking estimates at the end of reporting period.

As at 31 December 2018, accumulated impairment loss of trade receivables, deposits and other receivables amounted to approximately HK\$81,467,000 and HK\$141,886,000 respectively (2017: HK\$30,063,000 and HK\$27,480,000 respectively).

### 4. 重要會計估計及判斷

估計及判斷須根據過往經驗及其他因素(包括有關情況下相信為合理之未來事件預期)作出，並會持續進行評估。

#### 4.1 重要會計估計及假設

本集團就未來作出估計及假設。顧名思義，由此得出之會計估計將甚少等同相關實際結果。下文論述具有重大風險導致下個財政年度內資產及負債之賬面值須作重大調整之估計及假設：

##### *折舊及攤銷*

本集團對物業、廠房及設備以及不包括商譽之無形資產，按估計可使用年期以直線法進行折舊及攤銷，並於經計及其估計剩餘價值後，由該資產可供使用當日起分別按2.5%至33-1/3%及10%至50%之年率折舊及攤銷。估計可使用年期反映董事對本集團擬自使用本集團物業、廠房及設備及不包括商譽之無形資產而獲得未來經濟利益之期間之估計。

##### *應收貿易款項、按金及其他應收款項之減值*

本集團根據有關違約風險及預期虧損率之假設就應收貿易款項、按金及其他應收款項作出減值撥備。本集團根據本集團過往違約資料、現行市況及報告期末之前瞻性估計，在作出該等假設及選擇減值計算之輸入數據時作出判斷。

於2018年12月31日，應收貿易款項、按金及其他應收款項之累計減值虧損分別約81,467,000港元及141,886,000港元(2017年：分別為30,063,000港元及27,480,000港元)。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### 4.1 Critical accounting estimates and assumptions (Continued)

*Net realisable value of completed properties held for sale and properties under development*

Management determines the net realisable value of completed properties held for sale and properties under development by using prevailing market data such as most recent sale transactions, anticipated costs to completion and valuation reports provided by independent qualified professional valuers.

*Impairment of goodwill*

The Group tests annually whether goodwill has suffered any impairment in accordance with the accounting policy stated in note 2.23. The recoverable amounts of CGUs have been determined based on value in use calculations. These calculations require the use of estimates about future cash flows and discount rates. In the process of estimating expected future cash flows management makes assumptions about future revenues and profits. These assumptions relate to future events and circumstances. The actual results may vary and may cause a material adjustment to the carrying amount of goodwill within the next financial year. Determining the appropriate discount rate involves estimating the appropriate adjustment for market risk and for asset specific risk factors. Details of the estimates of the recoverable amounts of CGUs containing goodwill are disclosed in note 21.

*Impairment of assets*

The Group assesses whether there are any indicators of impairment for all non-financial assets at each reporting date. Indefinite life intangible assets are tested for impairment annually and at other times when such indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or CGU and choose a suitable discount rate in order to calculate the present value of those cash flows.

### 4. 重要會計估計及判斷(續)

#### 4.1 重要會計估計及假設(續)

*已落成待售物業以及發展中物業之可變現淨值*

管理層利用當時之市場數據，如最近銷售交易、估計落成成本及獨立合資格專業估值師提供之估值報告釐定已落成待售物業及發展中物業之可變現淨值。

*商譽減值*

本集團根據附註2.23所載會計政策，每年檢測商譽是否已減值。現金產生單位之可收回金額乃根據使用價值計算方法釐定。該等計算方法需估計未來現金流及貼現率。於估計未來現金流之過程中，管理層就未來收益及溢利作出假設。該等假設與未來事項及情況有關。實際結果可能存在差異，且可能對下個財政年度內商譽之賬面值帶來重大調整。釐定合適貼現率涉及對市場風險及資產特定風險因素作出合適調整。估計包括商譽之現金產生單位之可收回款項詳情於附註21披露。

*資產減值*

本集團於各報告日期評估所有非金融資產是否有任何減值跡象。具無限年期之無形資產須每年及於存在該跡象之其他時間進行減值測試。其他非金融資產於有跡象顯示賬面值可能無法收回時測試減值。管理層計算使用價值時，須估計資產或現金產生單位之預期未來現金流量，並選用合適之折現率以計算現金流量之現值。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### 4.1 Critical accounting estimates and assumptions (Continued)

##### *Impairment of interests in associates*

Management assesses impairment of interests in associates at each reporting date by evaluating conditions specific to the Group that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. Business value calculations performed in assessing recoverable amounts incorporate a number of key estimates and assumptions about future events, which are subject to uncertainty and might materially differ from the actual results. In making these key estimates and judgements, the management takes into consideration assumptions that are mainly based on market condition existing at the reporting dates and appropriate market and discount rates. These estimates are regularly compared to actual market data and actual transactions entered into by the Group.

##### *Current tax and deferred tax*

The Group is subject to income taxes in the PRC. Significant judgement is required in determining the amount of the provision for taxation and the timing of payment of the related taxations. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises taxes based on estimates of the likely outcome with reference to current tax laws and practices. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses will be recognised when management considers it is probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. Where the expectation is different from the original estimate, such differences will impact the recognition of deferred tax assets and taxation in the periods in which such estimate is changed.

### 4. 重要會計估計及判斷(續)

#### 4.1 重要會計估計及假設(續)

##### *於聯營公司之權益減值*

管理層於各報告日期透過評估本集團可能出現資產減值之特定情況評估於聯營公司之權益減值。倘存在導致減值之因素，則會釐定資產之可收回金額。評估可收回金額時計算之商業價值時，會納入多項有關未來事件之主要估計及假設，有關未來事件涉及不確定因素，並可能與實際結果極為不同。作出此等主要估計及判斷時，管理層考慮主要基於報告日期當時之市況及適當市場及貼現率之假設。本集團會定期將此等估計與實際市場數據及本集團訂立之實際交易作比較。

##### *即期稅項及遞延稅項*

本集團須繳納中國所得稅。釐定稅項撥備金額及支付相關稅項之時間須作出重大判斷。一般業務過程中有大量交易及計算無法確切釐定最終稅額。本集團參考現行稅法及慣例，根據估計可能出現之結果確認稅項。若該等事項最終之稅項與最初記錄之金額不同，其差額將影響作出有關釐定期間之所得稅及遞延稅項撥備。

管理層認為可能存在可用暫時差額或稅項虧損予以抵銷之未來應課稅溢利時，則確認與暫時差額及稅項虧損相關之遞延稅項資產。當預期與原有估計者不同，該等差額將影響於該等估計出現變動期間之遞延稅項資產及稅項之確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### 4.2 Critical judgements in applying the Group's accounting policies

##### *Current tax and deferred tax (Continued)*

The Group is subject to land appreciation tax ("LAT") in the PRC. However, the implementation and settlement of this tax varies among various tax jurisdictions in cities of the PRC, and the Group has not finalised its LAT calculation and payments with any local tax authorities in the PRC. Accordingly, significant judgement is required in determining the amount of the land appreciation and its related LAT. The Group recognised LAT based on management's best estimates according to their understanding on the tax rules.

##### *Going concern*

The Group's financial statements are prepared using the going concern basis which assumes the Group will be able to realise their assets and discharge their liabilities in the normal course of business. The application of the going concern basis requires the Company's directors making judgements in estimating future cashflows of the Group and likelihood of outcomes of contingent matters.

The operating and capital expenditure of the Group is funded by cash flow from operations, internal liquidity and financing by banks and other parties. The Group maintains a sufficient liquidity comprises cash and cash equivalents and other liquid assets. Taking into account of available banking facilities obtained during the year, the directors consider that all contractual and estimated obligations and operational requirements would be met.

### 4. 重要會計估計及判斷(續)

#### 4.2 應用本集團會計政策時作出之重要判斷

##### *即期稅項及遞延稅項(續)*

本集團須繳納中國土地增值稅(「土地增值稅」)。然而，中國城市不同稅收管轄區對土地增值稅之執行及結算不盡相同，而本集團尚未與中國任何地方稅務機關落實其土地增值稅之計算及付款方法。因此，須作出重大判斷以釐定土地增值額及其相關土地增值稅。本集團根據管理層以其對稅務規則之理解所作最佳估計確認土地增值稅。

##### *持續經營*

本集團財務報表乃按假設本集團將可於日常業務過程中變現其資產及償還其負債之持續經營基準編製。應用持續經營基準需要本公司董事於估計本集團未來現金流及或然事項結果之可能性時作出判斷。

本集團之營運及資本開支乃以經營業務現金流入、內部流動資金及來自銀行及其他方之融資撥付。本集團維持充裕流動資金，包括現金及等同現金項目以及其他流動資產。考慮到年內可取得之銀行融資，董事認為，將能夠應付所有合約及估計債務及經營需求。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### 4.2 Critical judgements in applying the Group's accounting policies (Continued)

##### *Research and development activities*

Careful judgement by the Group's management is applied when deciding whether the recognition requirements for development costs have been met. This is necessary as the economic success of any product development is uncertain and may be subject to future technical problems at the time of recognition. Judgements are based on the best information available at each reporting date. In addition, all internal activities related to the research and development of new software products are continuously monitored by the Group's management.

##### *Control through contractual arrangement*

Notwithstanding the lack of equity ownership in 北京新網數碼信息技術有限公司 (Beijing Xinnet Cyber Information Company Limited) ("Xinnet") and its existing subsidiaries (collectively as "Xinnet Group"), the Group is able to control, recognise and receive all the economic benefits of the business of Xinnet Group as the Group (1) shall have all requisite power and unrestricted rights, acting as a principal, to control and manage all aspects, at its sole decision and its own benefit, over Xinnet Group by virtue of the power of attorney; and (2) shall have right to assume all profits of Xinnet Group under the management and technology services agreement. In view of the foregoing reasons, the Group has determined that it has the practical ability to unilaterally direct the relevant activities of Xinnet Group and significant benefits derived from Xinnet Group and therefore has consolidated the Xinnet Group as wholly-owned subsidiaries.

### 4. 重要會計估計及判斷(續)

#### 4.2 應用本集團會計政策時作出之重要判斷(續)

##### *研究及開發活動*

本集團管理層於決定開發成本是否符合確認條件時會作出審慎判斷。由於在作出確認時，任何產品開發能否成功獲得經濟效益屬未知之數，且於未來可能遇到技術問題，故必須作出審慎判斷。判斷乃根據於各報告日期可取得之最佳資料作出。此外，本集團管理層不斷監察所有關於研究及開發新軟件產品之內部活動。

##### *透過架構安排之控制權*

儘管未能取得北京新網數碼信息技術有限公司(「新網」)及其現有附屬公司(統稱「新網集團」)股本擁有權，本集團有權控制、確認及接收新網集團經營業務所得一切經濟利益，原因為本集團(1)獲授權委託書賦予一切所需權力及不受限制權利，作為一位主理人，可於各方面全權及以其利益作決定控制及管理新網集團；及(2)有權根據管理及技術服務協議接收新網集團全部利潤。基於上述原因，本集團確定，其擁有實際權力單方面指引新網集團之相關活動及新網集團產生之重大利益，故已將新網集團列作全資附屬公司綜合入賬。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 5. REVENUE AND OTHER OPERATING INCOME

#### (a) Revenue

The Group's revenue represents revenue from its principal activities as set out below:

	<b>2018</b>	2017
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
Sales of properties and car parks	<b>9,818,655</b>	9,866,583
Enterprise cloud services	<b>997,865</b>	829,346
Property management services	<b>65,546</b>	63,343
Sales of decoration materials	<b>89,672</b>	91,483
Film distribution services	<b>12,106</b>	80,382
Cinema ticketing income	<b>3,785,438</b>	3,117,471
Sales of food and beverages	<b>524,272</b>	493,048
Cinema advertising income	<b>302,332</b>	220,223
Sales and leases of projection equipment	<b>18,773</b>	12,796
Digital media technology services	<b>288,582</b>	226,223
Publication of magazines and advertising income	<b>54,321</b>	21,299
Sales of botanic-based personal care and fragrance products	<b>829,533</b>	874,472
Innovative catering services	<b>2,356</b>	4,216
	<b>16,789,451</b>	15,900,885

All the Group's revenue is derived from contracts with customers.

The following table provides information about trade receivables and contract liabilities from contracts with customers:

	<b>31 December</b>	1 January
	<b>2018</b>	2018
	<b>於2018年</b>	於2018年
	<b>12月31日</b>	1月1日
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
		(Restated)
		(經重述)
Trade receivables	<b>539,564</b>	627,625
Contract liabilities	<b>4,337,189</b>	6,988,695

### 5. 收益及其他經營收入

#### (a) 收益

本集團之收益指來自其主要業務之下列各項收益：

本集團所有收益來自客戶合約。

下表載列有關來自客戶合約的應收貿易款項及合約負債的資料：

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 5. REVENUE AND OTHER OPERATING INCOME (Continued)

#### (a) Revenue (Continued)

The contract liabilities mainly relate to the advance consideration received from customers. Approximately HK\$4,548,681,000 of the contract liabilities as of 1 January 2018 has been recognised as revenue for the year ended 31 December 2018 from performance obligations satisfied in the current year due to the changes in the estimate stage of completion of some contract obligations.

#### (b) Other operating income:

### 5. 收益及其他經營收入(續)

#### (a) 收益(續)

合約負債主要關於自客戶收取之預付代價。由於若干合約責任完成的估計階段有所變動，於2018年1月1日，合約負債約4,548,681,000港元已確認為截至2018年12月31日止年度之來自本年度符合履約責任之收益。

#### (b) 其他經營收入：

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Bank interest income	銀行利息收入	168,308	217,224
Other interest income	其他利息收入	63,609	24,092
Interest income on financial assets not at FVTPL	並非按公允價值於損益賬處理之金融資產利息收入	231,917	241,316
Gain on fair value change on financial assets at FVTPL	按公允價值於損益賬處理之金融資產公允價值變動收益	-	13,834
Gain on trading of financial assets at FVTPL	買賣按公允價值於損益賬處理之金融資產收益	21,895	34,192
Exchange gain	匯兌收益	36,297	-
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	326	32
Rental income	租金收入	31,706	24,820
Government grants*	政府撥款*	117,602	111,772
Dividend income	股息收入	5,731	6,464
Sundry income	雜項收入	232,842	154,481
		<b>678,316</b>	586,911

\* Government grants have been received from the PRC governmental bodies in the form of the subsidies to cinema operations and subsidies to the development of IT business in the PRC. The purpose of the subsidy is to encourage innovation by granting financial assistance to commercial entities who operate cinemas and have research and development projects that meet certain criteria. There are no unfulfilled conditions or contingencies attaching to these grants.

\* 主要自中國政府機關收取之政府撥款乃以補貼形式發放予於中國之影院經營及資助IT業務發展。發放補貼旨在透過向經營影院以及擁有研究及開發項目且符合一定標準之商業機構給予財務資助，藉以推動創新。該等撥款並無附帶未達成條件或是或然責任。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 6. SEGMENT INFORMATION

The executive directors have identified the Group's five (2017: five) product and service lines as operating segments as further described in note 2.27.

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

The segment results for the years ended 31 December 2018 and 2017 are as follows:

### 6. 分部資料

執行董事已識別本集團五項(2017年：五項)產品及服務為經營分部，並於附註2.27詳述。

該等經營分部受到監控，並按經調整分部經營業績基準作出戰略決定。

截至2018年及2017年12月31日止年度之分部業績如下：

		Enterprise cloud services	Property development	Culture and media services	2018 News media business	Innovative business	All other segments	Total
		企業雲服務	房地產開發	文化與傳播服務	新聞傳播業務	創意商業	所有其他分部	總計
		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
Revenue	收益							
From external customers	來自對外客戶	997,865	9,908,327	4,931,503	54,321	831,889	65,546	16,789,451
From inter-segments	來自分部間	14,585	-	57,503	167,707	-	42,503	282,298
<b>Reportable and all other segments revenue</b>	<b>可呈報及所有其他分部收益</b>	<b>1,012,450</b>	<b>9,908,327</b>	<b>4,989,006</b>	<b>222,028</b>	<b>831,889</b>	<b>108,049</b>	<b>17,071,749</b>
<b>Reportable and all other segments (loss)/profit before income tax</b>	<b>可呈報及所有其他分部所得稅前(虧損)/溢利</b>	<b>(125,085)</b>	<b>6,018,298</b>	<b>(660,407)</b>	<b>(385,939)</b>	<b>(1,047,753)</b>	<b>(65,396)</b>	<b>3,733,718</b>
Bank interest income	銀行利息收入	361	110,009	3,969	11	348	4,074	118,772
Other interest income	其他利息收入	293	1,041	18,083	-	-	-	19,417
Interest income on financial assets not at fair value through profit or loss	並非按公允價值於損益賬處理之金融資產利息收入	654	111,050	22,052	11	348	4,074	138,189
Finance costs	融資成本	(1,370)	(628,837)	(268,041)	-	(21,109)	(3,712)	(923,069)
Depreciation and amortisation	折舊及攤銷	(57,448)	(30,500)	(1,036,057)	(16,099)	(99,418)	(1,706)	(1,241,228)
Gain on disposal of non-current assets held-for-sale	出售持作出售非流動資產之收益	-	-	-	-	19,649	-	19,649
Gain/(Loss) on disposal of property, plant and equipment	出售物業、廠房及設備之收益/(虧損)	14	(37)	(556)	-	(9,072)	-	(9,651)
Share of results of associates	應佔聯營公司業績	(6,815)	(859)	19,947	-	-	-	12,273
Share of results of joint ventures	應佔合營企業業績	-	-	466	-	-	-	466
Fair value change on financial liability at fair value through profit or loss	按公允價值於損益賬處理之金融負債公允價值變動	-	-	65,432	-	-	-	65,432
Provision for impairment of goodwill	商譽減值撥備	-	-	(23,356)	-	(157,480)	-	(180,836)
Provision for impairment of intangible assets other than goodwill	不包括商譽之無形資產減值撥備	(3,620)	-	(2,460)	-	(19,858)	-	(25,938)
Write-off of intangible assets other than goodwill	不包括商譽之無形資產撇銷	(1,356)	-	-	-	(68,971)	-	(70,327)
Income tax (expenses)/credit	所得稅(開支)/抵免	(3,648)	(2,413,120)	(24,595)	-	5,439	(246)	(2,436,170)
<b>Reportable and all other segments assets</b>	<b>可呈報及所有其他分部資產</b>	<b>502,754</b>	<b>25,408,671</b>	<b>10,970,795</b>	<b>80,277</b>	<b>1,523,799</b>	<b>355,114</b>	<b>38,841,410</b>
Interests in associates	於聯營公司之權益	35,002	43,911	55,413	-	-	-	134,326
Interests in joint ventures	於合營企業之權益	-	-	30,688	-	-	-	30,688
Additions to non-current segment assets during the year	年內添置非流動分部資產	57,574	55,068	644,048	8,921	128,039	5,499	899,149
<b>Reportable and all other segments liabilities</b>	<b>可呈報及所有其他分部負債</b>	<b>(352,225)</b>	<b>(14,765,569)</b>	<b>(6,203,916)</b>	<b>(22,539)</b>	<b>(909,853)</b>	<b>(99,264)</b>	<b>(22,353,366)</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 6. SEGMENT INFORMATION (Continued)

### 6. 分部資料(續)

		Enterprise cloud services 企業雲服務 HK\$'000 千港元	Property development 房地產開發 HK\$'000 千港元	Culture and media services 文化與 傳播服務 HK\$'000 千港元	2017 News media business 新聞傳播 業務 HK\$'000 千港元	Innovative business 創意商業 HK\$'000 千港元	All other segments 所有 其他分部 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue	收益							
From external customers	來自對外客戶	829,346	9,958,066	4,150,143	21,299	878,688	63,343	15,900,885
From inter-segments	來自分部間	3,899	-	54,563	224,951	17,818	7,287	308,518
<b>Reportable and all other segments revenue</b>	<b>可呈報及所有其他分部收益</b>	<b>833,245</b>	<b>9,958,066</b>	<b>4,204,706</b>	<b>246,250</b>	<b>896,506</b>	<b>70,630</b>	<b>16,209,403</b>
<b>Reportable and all other segments (loss)/profit before income tax</b>	<b>可呈報及所有其他分部所得稅前(虧損)/溢利</b>	<b>(66,363)</b>	<b>5,820,449</b>	<b>(600,860)</b>	<b>(322,491)</b>	<b>(528,570)</b>	<b>23,092</b>	<b>4,325,257</b>
Bank interest income	銀行利息收入	1,152	105,972	6,544	13	663	15,674	130,018
Other interest income	其他利息收入	591	-	1	-	-	15,327	15,919
Interest income on financial assets not at fair value through profit or loss	並非按公允價值於損益賬處理之金融資產利息收入	1,743	105,972	6,545	13	663	31,001	145,937
Finance costs	融資成本	(6,338)	(439,109)	(227,554)	-	(11,049)	(2,480)	(686,530)
Depreciation and amortisation	折舊及攤銷	(65,415)	(8,651)	(829,880)	(16,021)	(54,218)	(1,122)	(975,307)
Loss on deemed disposal of an associate	視作出售一間聯營公司之虧損	(162)	-	-	-	-	-	(162)
(Loss)/Gain on disposal of property, plant and equipment	出售物業、廠房及設備之(虧損)/收益	(52)	(160)	33	-	(3)	-	(182)
Share of results of associates	應佔聯營公司業績	(1,040)	(307)	14,260	-	-	-	12,913
Share of results of joint ventures	應佔合營企業業績	-	-	165	-	-	-	165
Fair value change on financial liability at fair value through profit or loss	按公允價值於損益賬處理之金融負債公允價值變動	-	-	26,809	-	-	-	26,809
Provision for impairment of goodwill	商譽減值撥備	-	-	-	-	(79,612)	-	(79,612)
Provision for impairment of intangible assets other than goodwill	不包括商譽之無形資產減值撥備	(5,530)	-	(177)	-	-	-	(5,707)
Write-off of intangible assets other than goodwill	不包括商譽之無形資產撇銷	-	-	-	-	(670)	-	(670)
Income tax credit/(expenses)	所得稅抵免/(開支)	915	(2,613,258)	18,673	-	(366)	(660)	(2,594,696)
<b>Reportable and all other segments assets</b>	<b>可呈報及所有其他分部資產</b>	<b>1,187,978</b>	<b>26,853,288</b>	<b>11,014,755</b>	<b>76,538</b>	<b>1,987,794</b>	<b>1,960,132</b>	<b>43,080,485</b>
Interests in associates	於聯營公司之權益	41,128	35,767	68,698	-	-	-	145,593
Interests in joint ventures	於合營企業之權益	-	-	5,413	-	-	-	5,413
Additions to non-current segment assets during the year	年內添置非流動分部資產	71,485	2,190	915,467	8,552	171,130	4,326	1,173,150
<b>Reportable and all other segments liabilities</b>	<b>可呈報及所有其他分部負債</b>	<b>(502,157)</b>	<b>(16,883,989)</b>	<b>(5,977,926)</b>	<b>(16,195)</b>	<b>(833,685)</b>	<b>(154,906)</b>	<b>(24,368,858)</b>



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 6. SEGMENT INFORMATION (Continued)

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

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Reportable segments revenue	可呈報分部收益	16,963,700	16,138,773
All other segments revenue	所有其他分部收益	108,049	70,630
Elimination of inter-segment revenue	分部間收益對銷	(282,298)	(308,518)
<b>Group revenue</b>	<b>本集團收益</b>	<b>16,789,451</b>	15,900,885
Reportable segments results before income tax	所得稅前可呈報分部業績	3,799,114	4,302,165
All other segments results before income tax	所得稅前所有其他分部業績	(65,396)	23,092
Bank interest income	銀行利息收入	49,536	87,206
Other interest income	其他利息收入	44,192	8,173
Interest income on financial assets not at FVTPL	並非按公允價值於損益賬處理之金融資產利息收入	93,728	95,379
Finance costs	融資成本	(172,871)	(137,201)
Depreciation and amortisation	折舊及攤銷	(5,000)	(4,858)
Unallocated corporate expenses	未分配企業開支	(225,394)	(62,187)
<b>Profit before income tax</b>	<b>所得稅前溢利</b>	<b>3,424,181</b>	4,216,390

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Reportable segments assets	可呈報分部資產	38,486,296	41,120,353
All other segments assets	所有其他分部資產	355,114	1,960,132
Amounts due from related parties	應收關連方款項	430,711	-
Available-for-sale financial assets	可供出售之金融資產	-	131,558
Financial assets at FVOCI	按公允價值於其他全面收益處理之金融資產	186,742	-
Pledged and restricted bank deposits	已抵押及受限制銀行存款	759,386	2,063,134
Other financial and corporate assets	其他金融及企業資產	1,007,964	1,617,872
<b>Group assets</b>	<b>本集團資產</b>	<b>41,226,213</b>	46,893,049

### 6. 分部資料(續)

本集團經營分部呈報之總額與本集團於財務報表呈列之主要財務數字對賬如下：

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 6. SEGMENT INFORMATION (Continued)

### 6. 分部資料(續)

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Reportable segments liabilities	可呈報分部負債	22,254,102	24,213,952
All other segments liabilities	所有其他分部負債	99,264	154,906
Amount due to a director	欠一名董事款項	65,132	9,878
Provision for tax	稅項撥備	161,585	148,618
Bank and other borrowings	銀行及其他借貸	11,609,529	15,088,724
Other corporate liabilities	其他企業負債	81,262	81,721
<b>Group liabilities</b>	<b>本集團負債</b>	<b>34,270,874</b>	<b>39,697,799</b>

Revenue is disaggregated by primary geographical markets and timing of revenue recognition as follows:

收益乃按主要地域市場及收益確認時間劃分如下：

		For the year ended 31 December 2018 截至2018年12月31日止年度						
		Enterprise cloud services	Property development	Culture and media services	News media business	Innovative business	All other segments	Total
		企業雲服務	房地產開發	文化與傳播服務	新聞傳播業務	創意商業	其他分部	總計
		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
<b>Primary geographical markets</b>	<b>主要地域市場</b>							
Mainland China	中國內地	997,764	9,908,327	4,931,503	-	21,182	65,546	15,924,322
Hong Kong	香港	101	-	-	54,071	90,941	-	145,113
North America	北美	-	-	-	250	425,534	-	425,784
Europe	歐洲	-	-	-	-	120,860	-	120,860
Australia	澳洲	-	-	-	-	73,356	-	73,356
Others	其他	-	-	-	-	100,016	-	100,016
<b>Total</b>	<b>總計</b>	<b>997,865</b>	<b>9,908,327</b>	<b>4,931,503</b>	<b>54,321</b>	<b>831,889</b>	<b>65,546</b>	<b>16,789,451</b>
<b>Timing of revenue recognition</b>	<b>收益確認時間</b>							
At a point in time	於某一時間點	38,495	9,908,327	543,045	1,827	831,889	-	11,323,583
Transferred over time	隨時間轉移	959,370	-	4,388,458	52,494	-	65,546	5,465,868
<b>Total</b>	<b>總計</b>	<b>997,865</b>	<b>9,908,327</b>	<b>4,931,503</b>	<b>54,321</b>	<b>831,889</b>	<b>65,546</b>	<b>16,789,451</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 6. SEGMENT INFORMATION (Continued)

### 6. 分部資料(續)

For the year ended 31 December 2017  
截至2017年12月31日止年度

	Enterprise cloud services	Property development	Culture and media services	News media business	Innovative business	All other segments	Total
	企業雲服務	房地產開發	文化與傳播服務	新聞傳播業務	創意商業	其他分部	總計
	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
Primary geographical markets							
Mainland China	826,878	9,958,066	4,150,143	-	1,461	63,343	14,999,891
Hong Kong	2,468	-	-	20,229	152,053	-	174,750
North America	-	-	-	1,070	385,658	-	386,728
Europe	-	-	-	-	147,684	-	147,684
Australia	-	-	-	-	93,625	-	93,625
Others	-	-	-	-	98,207	-	98,207
Total	829,346	9,958,066	4,150,143	21,299	878,688	63,343	15,900,885

Non-current assets (other than deferred tax assets, financial instruments, amounts due from related parties and pledged and restricted bank deposits) are divided into the following geographical areas:

非流動資產(除遞延稅項資產、金融工具、應收關連方款項及已抵押及受限制銀行存款外)按以下地域劃分:

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Mainland China	中國內地	11,688,168	11,314,670
Hong Kong	香港	154,545	169,103
North America	北美	522,569	746,521
Europe	歐洲	133,627	125,659
Australia	澳洲	50,805	89,337
Others	其他	179,812	202,341
Total	總計	12,729,526	12,647,631

The geographical location of customers is based on the location at which the services were provided or the goods were delivered. The geographical location of the non-current assets is based on the physical and operating location of the assets. The Company is an investment holding company incorporated in Bermuda where the Group does not have any activities, the Group has the majority of its operations and workforce in Mainland China, and therefore, Mainland China is considered as the Group's country of domicile for the purpose of the disclosures as required by HKFRS 8 "Operating Segments".

客戶之地區位置乃按提供服務或商品付運之地點劃分。非流動資產之地區位置乃按資產之實際及經營地點劃分。本公司為於百慕達註冊成立之投資控股公司，本集團於當地並無任何業務，本集團大部分業務及員工均位於中國內地，因此，就作出香港財務報告準則第8號「經營分部」之披露而言，本集團視中國內地為本集團之註冊國家。

During the years ended 31 December 2018 and 2017, the Group did not derive more than 10% of the Group's total revenue from any single customer.

截至2018年及2017年12月31日止年度，本集團並無自任何單一客戶取得超過本集團總收益10%之收入。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 7. FINANCE COSTS

### 7. 融資成本

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Interest on bank and other borrowings	銀行及其他借貸之利息	1,466,564	1,253,594
Interest on convertible and exchangeable bonds	可換股及可交換債券之利息	65,361	104,549
Interest on finance leases	融資租賃之利息	8,529	7,974
Interest on financing component in contracts with customers	與客戶合約融資組成部分之利息	206,448	-
Total finance costs on financial liabilities not at FVTPL	並非按公允價值於損益賬處理之金融負債融資成本總額	1,746,902	1,366,117
Less: Amount capitalised to properties under development*	減：就發展中物業資本化之金額*	(650,962)	(542,386)
		<b>1,095,940</b>	823,731

\* The finance costs have been capitalised at a rate of 4.99% to 7.13% (2017: 5.04% to 7.35%) per annum.

\* 融資成本乃按年率4.99%至7.13% (2017年：5.04%至7.35%)資本化。

### 8. PROFIT BEFORE INCOME TAX

### 8. 所得稅前溢利

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Profit before income tax is arrived at after charging/(crediting):	所得稅前溢利已扣除/(計入)以下各項：		
Amortisation of intangible assets other than goodwill*	不包括商譽之無形資產攤銷*	150,953	67,049
Auditors' remuneration	核數師薪酬		
— Audit service	— 審核服務	16,027	14,385
— Other service	— 其他服務	1,828	2,633
Cost of sales of properties and car parks	物業及車位銷售成本	3,138,198	3,306,215
Cost of provision of enterprise cloud services	提供企業雲服務成本	158,095	154,847
Cost of provision of property management services	提供物業管理服務成本	69,354	50,960
Cost of sales of decoration materials	裝修材料銷售成本	76,812	81,524
Cost of provision of film distribution services	提供電影發行服務成本	14,441	112,259
Cost of cinema ticketing	票房成本	1,577,852	1,330,723
Cost of sales of food and beverages	食品及飲料銷售成本	155,893	142,149
Cost of cinema advertising	影院廣告成本	4,572	1,764
Cost of sales and leases of projection equipment	放映設備銷售及租賃成本	15,950	14,099
Cost of digital media technology services	數碼媒體科技服務成本	58,438	13,904
Cost of publication of magazine and advertising	出版雜誌及廣告成本	303,253	227,254
Cost of sales of botanic-based personal care and fragrance products	草本個人護理及香水產品銷售成本	488,955	325,268
Cost of innovative catering services	創新餐飲服務成本	1,043	2,046
Cost of sales and services provided	銷售及提供服務之成本	<b>6,062,856</b>	5,763,012



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 8. PROFIT BEFORE INCOME TAX (Continued)

### 8. 所得稅前溢利(續)

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Loss/(Gain) on fair value change on financial assets at FVTPL	按公允價值於損益賬處理之金融資產公允價值變動之虧損/(收益)		
— Listed equity investments	— 上市股本投資	34,170	(13,834)
— Derivatives	— 衍生工具	(112)	-
Gain on fair value change on financial liabilities at FVTPL	按公允價值於損益賬處理之金融負債公允價值變動之收益		
— Derivatives	— 衍生工具	(59,997)	(26,809)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	9,960	214
Depreciation of property, plant and equipment — owned assets*	物業、廠房及設備折舊 — 自置資產*	1,072,679	901,155
Depreciation of property, plant and equipment — leased assets*	物業、廠房及設備折舊 — 租賃資產*	22,072	11,448
Write-off of deposits, prepayments and other receivables*	按金、預付款項及其他應收款項撇銷*	-	15,707
Write-off of property, plant and equipment*	物業、廠房及設備撇銷*	61,012	142,574
Write-off of intangible assets other than goodwill*	不包括商譽之無形資產撇銷*	70,327	670
Write-off of inventories*	存貨撇銷*	81,318	-
Minimum lease payments	最低租賃付款	999,260	763,997
Contingent rentals	或然租金	20,826	20,574
Operating lease recognised as expenses	經營租賃確認為開支	1,020,086	784,571
Operating lease charges on prepaid land lease*	預付土地租賃之經營租賃費用*	524	513
Direct operating expenses arising from investment properties that generated rental income during the year	年內產生租金收入之投資物業產生之直接營運開支	3,676	3,106
Provision for impairment of trade receivables#	應收貿易款項減值撥備#	4,303	2,920
Provision for impairment of deposits, prepayments and other receivables#	按金、預付款項及其他應收款項減值撥備#	33,112	3,570
Provision for impairment of intangible assets other than goodwill*	不包括商譽之無形資產減值撥備*	25,938	5,707
Provision for impairment of property, plant and equipment*	物業、廠房及設備減值撥備*	43,185	125,762
Provision for impairment of goodwill*	商譽減值撥備*	180,836	79,612
Research and development expenses*	研究及開發開支*	84,495	63,592

\* included in other operating expenses  
# included in ECLs on financial assets

\* 計入其他經營開支  
# 計入金融資產之預期信貸虧損

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 9. INCOME TAX EXPENSE

### 9. 所得稅開支

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
The income tax expense comprises:	所得稅開支包括：		
Current tax	即期稅項		
— Hong Kong Profits Tax	— 香港利得稅		
Tax charge for the year	年內稅項支出	10,532	11,192
Under-provision in respect of prior years	以往年度撥備不足	—	1,040
— PRC Enterprise Income Tax ("EIT")	— 中國企業所得稅(「企業所得稅」)		
Tax charge for the year	年內稅項支出	1,362,498	1,492,792
(Over)/Under-provision in respect of prior years	以往年度(超額撥備)/撥備不足	(243)	1,116
— Taxation for other jurisdictions	— 其他司法權區之稅項		
Tax charge for the year	年內稅項支出	423	366
— PRC LAT	— 中國土地增值稅		
Tax charge for the year	年內稅項支出	1,608,312	1,578,909
		<b>2,981,522</b>	3,085,415
Deferred tax	遞延稅項		
— Credit for the year (note 36)	— 於年內計入(附註36)	(531,686)	(471,460)
		<b>2,449,836</b>	2,613,955

Hong Kong Profits Tax has been provided at the rate of 16.5% (2017: 16.5%) on the estimated assessable profit for the year.

香港利得稅乃按年度估計應課稅溢利以16.5%(2017年:16.5%)之稅率作出撥備。

PRC EIT has been provided on the estimated assessable profits of subsidiaries operating in Mainland China at 25% (2017: 25%), unless preferential rates are applicable in the cities where the subsidiaries are located.

除非附屬公司所在城市設有優惠稅率，否則於中國內地經營之附屬公司估計應課稅溢利，已按25%(2017年:25%)之稅率作出中國企業所得稅撥備。

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

於其他司法權區所產生稅項乃按相關司法權區之現行稅率計算。

PRC LAT is levied at progressive rates from 30% to 60% (2017: 30% to 60%) on the estimated appreciation of land value, being the proceeds of sales of properties less deductible expenditure including cost of land use rights and development and construction expenditure.

中國土地增值稅乃就土地價值之估計增值(即出售物業所得款項減可扣稅開支，包括土地使用權成本以及開發及建築成本)按介乎30%至60%(2017年:30%至60%)之累進稅率計算。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 9. INCOME TAX EXPENSE (Continued)

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

		<b>2018</b>	2017
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Profit before income tax	所得稅前溢利	<b>3,424,181</b>	4,216,390
Tax on profit before taxation, calculated at the rates applicable to profits in the tax jurisdictions concerned	按有關稅務司法權區溢利適用之稅率計算之稅前溢利之稅項	<b>1,085,100</b>	1,175,546
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	<b>362,522</b>	190,440
Tax effect of non-taxable income	毋須課稅收入之稅務影響	<b>(234,247)</b>	(91,352)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	<b>417,647</b>	218,071
Utilisation of tax loss previously not recognised	動用以往未確認稅務虧損之稅務影響	<b>(28,863)</b>	(10,822)
Tax effect of PRC LAT	中國土地增值稅之稅務影響	<b>(402,078)</b>	(394,727)
Tax effect of temporary differences not recognised	未確認暫時差額之稅務影響	<b>(358,314)</b>	(54,266)
PRC LAT	中國土地增值稅	<b>1,608,312</b>	1,578,909
(Over)/Under-provision in respect of prior years	先前年度(超額撥備)/撥備不足	<b>(243)</b>	2,156
Income tax expense	所得稅開支	<b>2,449,836</b>	2,613,955

### 10. DIVIDEND

Subsequent to the end of the reporting period, a final dividend in respect of the year ended 31 December 2018 of 0.15 HK cents per ordinary share (2017: 0.23 HK cents per ordinary share), in an aggregate amount of approximately HK\$102,968,000 (2017: HK\$157,885,000), has been proposed by the directors of the Company and is subject to approval by the shareholders in the forthcoming annual general meeting.

### 9. 所得稅開支(續)

按適用稅率計算之所得稅開支與會計溢利之對賬如下：

### 10. 股息

報告期結束後，本公司董事建議派付截至2018年12月31日止年度之末期股息為每股普通股0.15港仙(2017年：每股普通股0.23港仙)，合共金額約為102,968,000港元(2017年：157,885,000港元)，須待股東於應屆股東周年大會上批准後方可作實。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 11. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the profit attributable to the owners of the Company of HK\$1,140,854,000 (2017: HK\$1,708,027,000) and on 68,645,535,794 (2017: 68,645,535,794) ordinary shares in issue during the year.

The calculation of diluted earnings per share is based on the profit for the year attributable to the owners of the Company adjusted for the effect of dilutive potential ordinary shares arising from adjustment to the share of loss of a subsidiary based on dilution of its loss per share. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, which is the same as the basic earnings per share calculation.

The calculation of basic and diluted earnings per share are based on:

### 11. 每股盈利

每股基本盈利乃按本公司擁有人應佔溢利1,140,854,000港元(2017年：1,708,027,000港元)及年內已發行普通股68,645,535,794股(2017年：68,645,535,794股)計算。

每股攤薄盈利乃按本公司擁有人應佔年內溢利計算，並根據其每股虧損攤薄調整所分佔一間子公司之虧損產生之潛在普通股攤薄影響。計算所用普通股加權平均數即用作計算每股基本盈利之年內已發行普通股數目。

每股基本及攤薄盈利乃根據以下方式計算：

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>Earnings</b>	<b>盈利</b>		
Profit attributable to owners of the Company, used in the basic earnings per share calculation	本公司擁有人應佔溢利 (用於計算每股基本盈利)	<b>1,140,854</b>	1,708,027
Effect of dilutive potential ordinary shares arising from adjustment to the share of loss of a subsidiary based on dilution of its loss per share*	根據其每股虧損攤薄調整所分佔一間附屬公司之虧損產生之潛在普通股攤薄影響*	<b>(19,454)</b>	-
Earnings for the purpose of diluted earnings per share	就計算每股攤薄盈利而言之盈利	<b>1,121,400</b>	1,708,027

\* Amount represented the increase in the Group's proportionate interest in the loss of a subsidiary of HK\$19,454,000 (2017: Nil) assuming all dilutive outstanding shares of a subsidiary were converted for ordinary shares at the beginning of the year.

\* 指假設一間子公司所有攤薄未償還股份於年初兌換成普通股，本集團於一間子公司虧損之按比例權益增加19,454,000港元(2017年：無)。

Diluted earnings per share for the year ended 31 December 2017 was the same as the basic earnings per share as the convertible and exchangeable bonds outstanding during the year had an anti-dilutive effect on the basic earnings per share.

截至2017年12月31日止年度之每股攤薄盈利與每股基本盈利相同，乃由於年內尚未行使之可換股及可交換債券對每股基本盈利有反攤薄影響。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 12. EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

### 12. 僱員福利開支(包括董事酬金)

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Directors' fee (note 45(a))	董事袍金(附註45(a))	732	675
Wages and salaries	工資及薪金	2,166,884	1,787,714
Pension costs — defined contribution plans	退休金成本 — 定額供款計劃	139,502	135,278
Staff welfare	員工福利	172,203	119,168
Other employee benefits (note 33)	其他僱員福利(附註33)	41,193	—
<b>Total employee benefit expenses</b>	<b>僱員福利開支總額</b>	<b>2,520,514</b>	<b>2,042,835</b>

### 13. PROPERTY, PLANT AND EQUIPMENT

### 13. 物業、廠房及設備

		Buildings 樓宇 HK\$'000 千港元	Leasehold improvements, furniture, fixtures and equipment 租賃物業裝修、傢俬、裝置及設備 HK\$'000 千港元	Motor vehicles and yachts 汽車及遊艇 HK\$'000 千港元	Freehold land 永久業權土地 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Year ended 31 December 2018</b>	<b>截至2018年12月31日止年度</b>					
Opening net carrying amount	期初賬面淨值	919,011	4,876,117	19,212	49,467	5,863,807
Additions	添置	35,580	722,100	3,396	—	761,076
Acquisition of subsidiaries (note 43)	收購附屬公司(附註43)	—	80,435	—	—	80,435
Disposal	出售	—	(9,960)	—	—	(9,960)
Write-off	撇銷	—	(61,004)	(8)	—	(61,012)
Depreciation	折舊	(55,924)	(1,033,153)	(5,674)	—	(1,094,751)
Provision for impairment	減值撥備	—	(43,011)	(174)	—	(43,185)
Exchange differences	匯兌差額	(47,171)	(229,960)	(1,024)	(861)	(279,016)
<b>Closing net carrying amount</b>	<b>期終賬面淨值</b>	<b>851,496</b>	<b>4,301,564</b>	<b>15,728</b>	<b>48,606</b>	<b>5,217,394</b>
<b>At 31 December 2018</b>	<b>於2018年12月31日</b>					
Cost	成本	1,063,990	7,464,525	49,175	48,606	8,626,296
Accumulated depreciation	累計折舊	(212,494)	(2,997,727)	(33,279)	—	(3,243,500)
Accumulated impairment	累計減值	—	(165,234)	(168)	—	(165,402)
<b>Net carrying amount</b>	<b>賬面淨值</b>	<b>851,496</b>	<b>4,301,564</b>	<b>15,728</b>	<b>48,606</b>	<b>5,217,394</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 13. PROPERTY, PLANT AND EQUIPMENT (Continued) 13. 物業、廠房及設備(續)

		Buildings	Leasehold improvements, furniture, fixtures and equipment 租賃物業裝修、傢俬、裝置及設備	Motor vehicles and yachts	Freehold land	Total
		樓宇	樓宇	汽車及遊艇	永久業權土地	總計
		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
At 1 January 2017	於2017年1月1日					
Cost	成本	690,268	5,001,961	44,513	48,671	5,785,413
Accumulated depreciation	累計折舊	(116,442)	(1,570,872)	(22,009)	-	(1,709,323)
Net carrying amount	賬面淨值	573,826	3,431,089	22,504	48,671	4,076,090
Year ended 31 December 2017	截至2017年12月31日止年度					
Opening net carrying amount	期初賬面淨值	573,826	3,431,089	22,504	48,671	4,076,090
Additions	添置	104,126	1,055,588	1,927	-	1,161,641
Acquisition of subsidiaries (note 43)	收購附屬公司(附註43)	98,288	1,272,914	-	-	1,371,202
Transfer from investment properties (note 14)	自投資物業轉撥(附註14)	137,361	-	-	-	137,361
Disposal	出售	-	(157)	(484)	-	(641)
Write-off	撇銷	-	(142,574)	-	-	(142,574)
Depreciation	折舊	(43,088)	(863,559)	(5,956)	-	(912,603)
Provision for impairment	減值撥備	-	(125,762)	-	-	(125,762)
Exchange differences	匯兌差額	48,498	248,578	1,221	796	299,093
Closing net carrying amount	期終賬面淨值	919,011	4,876,117	19,212	49,467	5,863,807
At 31 December 2017 and 1 January 2018	於2017年12月31日及2018年1月1日					
Cost	成本	1,088,420	7,346,928	48,329	49,467	8,533,144
Accumulated depreciation	累計折舊	(169,409)	(2,340,231)	(29,117)	-	(2,538,757)
Accumulated impairment	累計減值	-	(130,580)	-	-	(130,580)
Net carrying amount	賬面淨值	919,011	4,876,117	19,212	49,467	5,863,807

At the end of the year, the Group reassessed retailing stores and cinemas with poor operating and financial performance, and made a provision for impairment of approximately HK\$43,185,000 (2017: HK\$125,762,000) for certain property, plant and equipment after the assessment.

The net carrying amount of the Group's property, plant and equipment includes an amount of HK\$141,189,000 (2017: HK\$118,604,000) in respect of assets held under finance leases.

於年末，本集團重新評估營運及財務表現欠佳之零售店及影院，並於評估後就若干物業、廠房及設備作出減值撥備約43,185,000港元(2017年：125,762,000港元)。

本集團物業、廠房及設備之賬面淨值包括融資租賃下持有之資產141,189,000港元(2017年：118,604,000港元)。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 14. INVESTMENT PROPERTIES

### 14. 投資物業

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>Fair value</b>	<b>公允價值</b>		
At 1 January	於1月1日	<b>112,448</b>	230,394
Transfer from completed properties held for sale to investment properties	已落成待售物業撥入投資物業	<b>335,736</b>	-
Transfer to property, plant and equipment (note 13)	轉撥至物業、廠房及設備(附註13)	-	(137,361)
Fair value change	公允價值變動	<b>315,371</b>	2,137
Exchange differences	匯兌差額	<b>(5,886)</b>	17,278
<b>At 31 December</b>	<b>於12月31日</b>	<b>757,669</b>	112,448

The fair value of the Group's investment properties at 31 December 2018 and 2017 have been arrived at on market value basis carried out by 深圳市世聯土地房地產評估有限公司北京分公司, an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

Management has reviewed the independent property valuation and compared it with its own assumptions, with reference to comparable sales transaction data where such information is available, and has concluded that the independent property valuation of the Group's investment property portfolio is reasonable.

#### Fair value hierarchy

The Group's investment properties are measured at fair value. These investment properties are completed commercial properties in Mainland China. In 2018 and 2017, there were no transfers between different levels within the fair value hierarchy:

本集團投資物業於2018年及2017年12月31日之公允價值乃由獨立估值師深圳市世聯土地房地產評估有限公司北京分公司按市價基準進行，該獨立估值師持有認可相關專業資格，近期亦有評估投資物業所在地點及類別之經驗。

管理層已審閱獨立物業估值，並將之與其自有假設作比較，當中經參考可資比較銷售交易數據(倘可獲得有關資料)，認為本集團投資物業組合之獨立物業估值合理。

#### 公允價值層級

本集團之投資物業按公允價值計量。該等投資物業為中國內地之已落成商業物業。於2018年及2017年，公允價值層級不同層級之間並無轉撥：

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>Fair value hierarchy</b>	<b>公允價值層級</b>		
Level 3	第3層	<b>757,669</b>	112,448

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 14. INVESTMENT PROPERTIES (Continued)

#### Fair value hierarchy (Continued)

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>Fair value — level 3</b>	<b>公允價值 — 第3層</b>		
At 1 January	於1月1日	112,448	230,394
Transfer from completed properties held for sale to investment properties	已落成待售物業撥入投資物業	335,736	-
Transfer to property, plant and equipment (note 13)	轉撥至物業、廠房及設備(附註13)	-	(137,361)
Fair value change	公允價值變動	315,371	2,137
Exchange differences	匯兌差額	(5,886)	17,278
<b>At 31 December</b>	<b>於12月31日</b>	<b>757,669</b>	112,448

### 14. 投資物業(續)

#### 公允價值層級(續)

#### Valuation processes and techniques underlying management's estimate of fair value:

The valuation of the Group's completed investment property portfolio is derived by capitalising the rental income derived from existing tenancies with due provision for reversionary income potential and by making reference to recent comparable sales transactions available in the relevant property market.

The fair values of the Group's investment properties are sensitive to changes in both observable and unobservable inputs. If estimated rental income increase, the fair values increase. If the expected vacancy rates increase, the fair values decreased. The opposite is true for decreases in these inputs.

The Group reviews the valuations performed by the independent valuer for financial reporting purposes. Discussions of valuation processes and results are held between management and the independent valuer at least once every half year, in line with the Group's half year reporting dates.

#### 管理層估算公允價值所採用估值程序及方法：

本集團已落成投資物業組合的估值是將現有租約所得租金收入資本化，並為約滿後新訂租金之潛在收入變化作出適當備付，以及參考相關物業市場近期可資比較買賣交易而得出。

本集團投資物業之公允價值會同時受到可觀察及不可觀察輸入數據之變化所影響。倘估計租金收入上升，公允價值將會上升。倘預期空置率增加，公允價值將會減少。如該等輸入數據下降，情況則相反。

本集團會審核獨立估值師為財務報告用途而進行之估值。為配合本集團之半年度報告，管理層與獨立估值師最少每半年就估值程序及結果進行商討。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 14. INVESTMENT PROPERTIES (Continued)

#### Information about fair value measurements using significant unobservable inputs (Level 3):

### 14. 投資物業(續)

關於使用重要不可觀察輸入數據(第3層)進行公允價值計量之資料:

	Valuation technique(s) 估值方法	Significant unobservable inputs 重要不可觀察輸入數據	Range 範圍
<b>At 31 December 2018</b>			
<b>於2018年12月31日</b>			
Commercial properties in PRC	Direct comparison approach	Estimated market price (per square meter)	<b>RMB107,000 to RMB145,000</b>
中國商業物業	直接比較法	估計市價(每平方米)	人民幣107,000元 至人民幣145,000元
	Income approach	Estimated rental income (per square meter per month)	<b>RMB420 to RMB465</b>
	收入法	估計租金收入(每月每平方米)	人民幣420元至 人民幣465元
		Expected vacancy rate	<b>4%</b>
		預期空置率	<b>4%</b>
		Rental growth rate	<b>3%</b>
		租金增長率	<b>3%</b>
		Discount rate	<b>6%</b>
		貼現率	<b>6%</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 14. INVESTMENT PROPERTIES (Continued)

### 14. 投資物業(續)

#### Information about fair value measurements using significant unobservable inputs (Level 3): (Continued)

關於使用重要不可觀察輸入數據(第3層)進行公允價值計量之資料:(續)

	Valuation technique(s) 估值方法	Significant unobservable inputs 重要不可觀察輸入數據	Range 範圍
At 31 December 2017 於2017年12月31日			
Commercial properties in PRC 中國商業物業	Direct comparison approach 直接比較法	Estimated market price (per square meter) 估計市價(每平方米)	RMB100,000 to RMB140,000 人民幣100,000元 至人民幣140,000元
	Income approach 收入法	Estimated rental income (per square meter per month) 估計租金收入(每月每平方米)	RMB420 人民幣420元
		Expected vacancy rate 預期空置率	5% 5%
		Rental growth rate 租金增長率	3% 3%
		Discount rate 貼現率	6% 6%

Fair value is determined by a weighted average result of the direct comparison approach and the income approach. Under the direct comparison approach, fair value is estimated with reference to the recent transactions for similar commercial units in the proximity with adjustments for the differences in transaction dates, building age, floor area etc. Under the income approach, fair value is estimated by the discounted cash flow method, based on the estimated rental value of the commercial units. The valuation takes account of expected vacancy rates and rental growth rates of the commercial units. The discount rates have been adjusted for the condition and location of the buildings.

公允價值乃按直接比較法及收入法之加權平均結果釐定。根據直接比較法，公允價值乃參照鄰近類似商業單位之近期交易估計，並就交易日期、樓齡及建築面積等差異作出調整。根據收入法，公允價值乃基於商業單位之估計租金價值按折讓現金流方法估計。估值計及商業單位之預期空置率及租金增長率。貼現率已就樓宇情況及位置作出調整。

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

公允價值計量乃依據上述物業之最高及最佳且與其實際用途並無差別之用途得出。

Investment property is pledged to a bank to secure a mortgage loan and general banking facilities granted to the Group (note 48(c)).

投資物業質押予一家銀行，作為本集團獲授按揭貸款及一般銀行融資之抵押(附註48(c))。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 15. PREPAID LAND LEASE PAYMENTS UNDER OPERATING LEASES

The Group's interests in leasehold land/land use rights represent prepaid operating lease payments and their carrying amounts are analysed as follows:

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
At 1 January	於1月1日	24,606	23,429
Amortisation	攤銷	(524)	(513)
Exchange differences	匯兌差額	(1,222)	1,690
<b>At 31 December</b>	<b>於12月31日</b>	<b>22,860</b>	<b>24,606</b>

### 16. INTERESTS IN SUBSIDIARIES

Particulars of the principal subsidiaries at 31 December 2018 are as follows:

Name 名稱	Country/Place of incorporation/ establishment and operations 註冊成立/成立及 經營國家/地點	Particulars of issued and paid-up share capital/ registered capital 已發行及繳足 股本/註冊資本詳情	Percentage of equity interest held by the Company 本公司所持股權百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
China Enterprise ASP Limited ("CE ASP") 中國企業網控股有限公司(「中國企業網」)	Hong Kong 香港	Paid-up share capital of HK\$14,037,400 繳足股本14,037,400 港元	-	59.11%	Investment holding 投資控股
Dadi Cinema (HK) Limited 大地影院(香港)有限公司	Hong Kong 香港	Paid-up share capital of HK\$7,500 繳足股本7,500港元	-	100%	Investment holding, film distribution and production 投資控股、電影發行 及製作
Dadi Media Limited 大地傳播有限公司	Hong Kong 香港	Paid-up share capital of HK\$2 繳足股本2港元	-	59.11%	Investment holding 投資控股
Dadi Media (HK) Limited 大地傳播(香港)有限公司	Hong Kong 香港	Paid-up share capital of HK\$1 繳足股本1港元	100%	-	Investment holding 投資控股
Dadi News Media(HK) Limited 大地傳媒(香港)有限公司	Hong Kong 香港	Paid-up share capital of HK\$1 繳足股本1港元	100%	-	Investment holding 投資控股
Duowei Media(HK) Limited 多維傳媒(香港)有限公司	Hong Kong 香港	Paid-up share capital of HK\$1 繳足股本1港元	-	100%	News media 新聞傳播

### 15. 經營租賃下之預付土地租賃費

本集團於租賃土地/土地使用權之權益指預付經營租賃費，其賬面值分析如下：

### 16. 於附屬公司之權益

於2018年12月31日之主要附屬公司詳情如下：

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 16. INTERESTS IN SUBSIDIARIES (Continued)

### 16. 於附屬公司之權益(續)

Name 名稱	Country/Place of incorporation/ establishment and operations 註冊成立/成立及 經營國家/地點	Particulars of issued and paid-up share capital/ registered capital 已發行及繳足 股本/註冊資本詳情	Percentage of equity interest held by the Company 本公司所持股權百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
Goalrise Investments Limited	British Virgin Islands ("BVI")	1 ordinary share of US\$1 each	100%	–	Trading of securities
Goalrise Investments Limited	英屬維爾京群島 (「英屬維爾京群島」)	1 股每股面值 1 美元 之普通股			證券買賣
Hongkong New Media Interactive Advertising Co., Limited	Hong Kong	Paid-up share capital of HK\$100	–	59.11%	Investment holding and information technology business 投資控股及資訊科技業務
香港新米迪互動廣告有限公司	香港	繳足股本 100 港元			
Liu Wan Development (BVI) Company Limited	BVI	215,000,000 ordinary shares of US\$1 each	–	100%	Investment holding
六灣開發(BVI)有限公司	英屬維爾京群島	215,000,000 股每股面值 1 美元之普通股			投資控股
Liu Wan Investment Company Limited	Hong Kong	Paid-up share capital of US\$2	–	100%	Investment holding
六灣投資有限公司	香港	繳足股本 2 美元			投資控股
Nan Hai Development Limited	Hong Kong	Paid-up share capital of HK\$3,000,000,002	100%	–	Investment holding
南海發展有限公司	香港	繳足股本 3,000,000,002 港元			投資控股
Robina Profits Limited	BVI	1 ordinary share of US\$1 each	–	59.11%	Investment holding
Robina Profits Limited	英屬維爾京群島	1 股每股面值 1 美元之 普通股			投資控股
Sino-i Technology Limited ("Sino-i")	Hong Kong	Paid-up share capital of HK\$240,596,986	–	59.11%	Investment holding
中國數碼信息有限公司(「中國數碼」)	香港	繳足股本 240,596,986 港元			投資控股
View Power Investments Limited	BVI	1 ordinary share of US\$1 each	100%	–	Investment holding
View Power Investments Limited	英屬維爾京群島	1 股每股面值 1 美元之 普通股			投資控股
HK01 Company Limited	Hong Kong	Paid-up share capital of HK\$1	–	100%	News media
香港 01 有限公司	香港	繳足股本 1 港元			新聞傳播
Wise Advance Investments Limited	BVI	1 ordinary share of US\$1 each	100%	–	Investment holding
Wise Advance Investments Limited	英屬維爾京群島	1 股每股面值 1 美元之 普通股			投資控股

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For the year ended 31 December 2018 截至2018年12月31日止年度

### 16. INTERESTS IN SUBSIDIARIES (Continued)

### 16. 於附屬公司之權益(續)

Name 名稱	Country/Place of incorporation/ establishment and operations 註冊成立/成立及 經營國家/地點	Particulars of issued and paid-up share capital/ registered capital 已發行及繳足 股本/註冊資本詳情	Percentage of equity interest held by the Company 本公司所持股權百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
中企動力科技股份有限公司 ("CE Dongli") (note a)	PRC	RMB242,369,720	-	59.11%	Information technology business
中企動力科技股份有限公司 (「中企動力」)(附註a)	中國	人民幣 242,369,720 元			資訊科技業務
數碼慧谷置業管理股份有限公司 (note a)	PRC	RMB689,171,334	-	92.36%	Property development
數碼慧谷置業管理股份有限公司(附註a)	中國	人民幣 689,171,334 元			房地產開發
北京新米迪廣告有限公司 (note b)	PRC	RMB21,000,000	-	53.26%	Information technology business
北京新米迪廣告有限公司(附註b)	中國	人民幣 21,000,000 元			資訊科技業務
Xinnet* (note b)	PRC	RMB45,000,000	-	N/A*	Information technology business
新網*(附註b)	中國	人民幣 45,000,000 元		不適用*	資訊科技業務
深圳市半島城邦物業管理有限公司 (note b)	PRC	RMB10,000,000	-	100%	Property management
深圳市半島城邦物業管理有限公司(附註b)	中國	人民幣 10,000,000 元			物業管理
深圳半島城邦置業有限公司 (formerly known as 深圳市金益 田實業發展有限公司) (note b)	PRC	RMB18,000,000	-	100%	Property development
深圳半島城邦置業有限公司 (前稱深圳市金益田實業發展 有限公司)(附註b)	中國	人民幣 18,000,000 元			房地產開發
深圳半島城邦房地產開發有限公司 (note c)	PRC	RMB110,000,000	-	100%	Investment holding and property development
深圳半島城邦房地產開發有限公司(附註c)	中國	人民幣 110,000,000 元			投資控股及房地產開發
深圳市海諾誠裝飾工程有限公司 (note b)	PRC	RMB10,000,000	-	100%	Decoration service
深圳市海諾誠裝飾工程有限公司(附註b)	中國	人民幣 10,000,000 元			裝飾服務
天津美智瀚辰貿易有限公司 (note b)	PRC	RMB25,000,000	-	100%	Sales of decoration materials
天津美智瀚辰貿易有限公司(附註b)	中國	人民幣 25,000,000 元			裝飾材料銷售
廣東大地影院建設有限公司 (note b)	PRC	RMB1,146,427,999	-	90.10%	Operation of digital cinemas
廣東大地影院建設有限公司(附註b)	中國	人民幣 1,146,427,999 元			數碼影院經營
廣東自由人影城管理有限公司 (note b)	PRC	RMB10,000,000	-	90.10%	Operation of digital cinemas
廣東自由人影城管理有限公司(附註b)	中國	人民幣 10,000,000 元			數碼影院經營

\* controlled through contractual arrangement with effective interests of 59.11%.



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## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 16. INTERESTS IN SUBSIDIARIES (Continued)

### 16. 於附屬公司之權益(續)

Name 名稱	Country/Place of incorporation/ establishment and operations 註冊成立/成立及 經營國家/地點	Particulars of issued and paid-up share capital/ registered capital 已發行及繳足 股本/註冊資本詳情	Percentage of equity interest held by the Company 本公司所持股權百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
大地影院發展有限公司 (note b) 大地影院發展有限公司(附註b)	PRC 中國	RMB214,000,000 人民幣 214,000,000 元	-	90.10%	Operation of digital cinemas 數碼影院經營
陝西大地影院建設有限公司 (note b) 陝西大地影院建設有限公司(附註b)	PRC 中國	RMB30,000,000 人民幣 30,000,000 元	-	90.10%	Operation of digital cinemas 數碼影院經營
大地時代電影文化傳播(北京) 有限公司 (note b) 大地時代電影文化傳播(北京) 有限公司(附註b)	PRC 中國	RMB40,000,000 人民幣 40,000,000 元	-	100%	Investment holding 投資控股
大地時代電影發行(北京)有限公司 (note b) 大地時代電影發行(北京)有限公司(附註b)	PRC 中國	RMB1,000,000 人民幣 1,000,000 元	-	100%	Film distribution 電影發行
時代廣告(北京)有限公司 (note b) 時代廣告(北京)有限公司(附註b)	PRC 中國	RMB10,000,000 人民幣 10,000,000 元	-	90.10%	Providing advertising services 提供廣告服務
數碼辰星科技發展(北京)有限公司 (note b)	PRC	RMB150,000,000	-	100%	Trading of movie projectors and providing digital media technology services
數碼辰星科技發展(北京)有限公司 (附註b)	中國	人民幣 150,000,000 元	-		買賣電影放映機及 提供數碼媒體科技服務
重慶煥揚影院管理有限公司 (note b) 重慶煥揚影院管理有限公司(附註b)	PRC 中國	RMB19,000,000 人民幣 19,000,000 元	-	90.10%	Operation of digital cinemas 數碼影院經營
重慶嘉裕影視傳媒有限公司 (note b) 重慶嘉裕影視傳媒有限公司(附註b)	PRC 中國	RMB21,000,000 人民幣 21,000,000 元	-	90.10%	Operation of digital cinemas 數碼影院經營
重慶雄都影院有限公司 (note b) 重慶雄都影院有限公司(附註b)	PRC 中國	RMB18,000,000 人民幣 18,000,000 元	-	90.10%	Operation of digital cinemas 數碼影院經營
福建中瑞文化投資有限責任公司 (note b) 福建中瑞文化投資有限責任公司(附註b)	PRC 中國	RMB30,000,000 人民幣 30,000,000 元	-	90.10%	Investment holding 投資控股
福建中瑞國際影視有限公司 (note b) 福建中瑞國際影視有限公司(附註b)	PRC 中國	RMB30,000,000 人民幣 30,000,000 元	-	90.10%	Investment holding and operation of digital cinemas 投資控股及數碼影院經營

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For the year ended 31 December 2018 截至2018年12月31日止年度

### 16. INTERESTS IN SUBSIDIARIES (Continued)

### 16. 於附屬公司之權益(續)

Name 名稱	Country/Place of incorporation/ establishment and operations 註冊成立/成立及 經營國家/地點	Particulars of issued and paid-up share capital/ registered capital 已發行及繳足 股本/註冊資本詳情	Percentage of equity interest held by the Company 本公司所持股權百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
浙江視博影業有限公司("浙江視博") (note b)	PRC	RMB100,000,000	-	90.10%	Investment holding and operation of digital cinemas
浙江視博影業有限公司(「浙江視博」) (附註b)	中國	人民幣 100,000,000 元			投資控股及數碼影院經營
Listar Properties Limited	BVI	20,000,000 ordinary shares of US\$1 each	-	100%	Investment holding
Listar Properties Limited	英屬維爾京群島	20,000,000 股每股面值 1 美元之普通股			投資控股
廣州東鏡新城房地產有限公司 ("東鏡") (note c)	PRC	US\$42,000,000	-	100%	Property development
廣州東鏡新城房地產有限公司 (「東鏡」)(附註c)	中國	42,000,000 美元			房地產開發
CE Holdings Limited ("Crabtree & Evelyn")	BVI	114,249,495 ordinary shares of US\$1 each	-	70%	Investment holding
CE Holdings Limited (「Crabtree & Evelyn」)	英屬維爾京群島	114,249,495 股每股 面值 1 美元之普通股			投資控股
Crabtree & Evelyn, Ltd.	United States of America	494,068 shares of common stock 420,677 shares of preferred stock of US\$100 each issued and fully paid, respectively	-	70%	Manufacturing, retailing and distribution of toiletries
Crabtree & Evelyn, Ltd.	美利堅合眾國	494,068 股普通股 420,677 股每股面值 100 美元之已發行及 繳足優先股			製造、零售及分銷 盥洗用品

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## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 16. INTERESTS IN SUBSIDIARIES (Continued)

### 16. 於附屬公司之權益(續)

Name 名稱	Country/Place of incorporation/ establishment and operations 註冊成立/成立及 經營國家/地點	Particulars of issued and paid-up share capital/ registered capital 已發行及繳足 股本/註冊資本詳情	Percentage of equity interest held by the Company		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
Crabtree & Evelyn (Overseas) Limited	The United Kingdom	100,000 ordinary shares of £1 each 4,707,500 redeemable preference shares of £0.10 each 19,000,000 redeemable preference shares of £1 each	-	70%	Retailing and distribution of toiletries
Crabtree & Evelyn (Overseas) Limited	英國	100,000 股每股面值 1 英鎊之普通股 4,707,500 股每股面值 0.10 英鎊之可贖回優先股 19,000,000 股每股面值 1 英鎊之可贖回優先股			零售及分銷盥洗用品
Crabtree & Evelyn (Hong Kong) Limited	Hong Kong	Paid-up share capital of HK\$1,000,000	-	70%	Retailing and distribution of toiletries
Crabtree & Evelyn (Hong Kong) Limited	香港	繳足股本 1,000,000 港元			零售及分銷盥洗用品
Crabtree & Evelyn Australia, Pty Ltd	Australia	300,000 ordinary shares of AUD1 each	-	70%	Retailing and distribution of toiletries
Crabtree & Evelyn, Australia, Pty Ltd	澳洲	300,000 股每股面值 1 澳元之普通股			零售及分銷盥洗用品
C&E Canada Inc.	Canada	Class B: 200 shares Class C: 895 shares Class D: 4,380 shares	-	70%	Retailing and distribution of toiletries
C&E Canada Inc.	加拿大	乙類：200 股 丙類：895 股 丁類：4,380 股			零售及分銷盥洗用品
City Entertainment Corporation Limited	Hong Kong	Paid up share capital of HK\$1,170,000,000	-	100%	Investment holding
橙天嘉禾影城有限公司	香港	繳足股本 1,170,000,000 港元			投資控股
大地影院(集團)有限公司 (formerly known as 橙天嘉禾 影城(中國)有限公司) (note c)	PRC	RMB648,000,000	-	99.27%	Investment holding and operation of digital cinemas
大地影院(集團)有限公司(前稱 橙天嘉禾影城(中國)有限公司) (附註c)	中國	人民幣 648,000,000 元			投資控股及數碼影院經營

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 16. INTERESTS IN SUBSIDIARIES (Continued)

### 16. 於附屬公司之權益(續)

Name 名稱	Country/Place of incorporation/ establishment and operations 註冊成立/成立及 經營國家/地點	Particulars of issued and paid-up share capital/ registered capital 已發行及繳足 股本/註冊資本詳情	Percentage of equity interest held by the Company		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
上海星濠影城有限公司(note b)	PRC	RMB15,000,000	-	99.27%	Operation of digital cinemas 數碼影院經營
上海星濠影城有限公司(附註b)	中國	人民幣15,000,000元			
北京橙天嘉禾祥雲影城管理有限公司 (note b)	PRC	RMB1,000,000	-	99.27%	Investment holding and operation of digital cinemas 投資控股及數碼 影院經營
北京橙天嘉禾祥雲影城管理有限公司 (附註b)	中國	人民幣1,000,000元			
Amber Treasure Ventures Limited	BVI	1 ordinary share of US\$1 each	100%	-	Debt issue
Amber Treasure Ventures Limited	英屬維爾京群島	1股每股面值1美元之 普通股			債務發行
Top Yield Ventures Limited	BVI	1 ordinary share of US\$1 each	100%	-	Debt issue
豐得創投有限公司	英屬維爾京群島	1股每股面值1美元之 普通股			債務發行

The above table lists out the subsidiaries of the Company as at 31 December 2018 which, in the opinion of the directors, principally affected the Group's results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

Notes:

- (a) These subsidiaries are registered as joint stock limited company under the law of PRC.
- (b) These subsidiaries are registered as limited liability company under the law of PRC.
- (c) These subsidiaries are registered as Sino-foreign co-operative joint venture under the law of PRC.

Except for the convertible and exchangeable bonds set out in note 31 and two credit enhanced notes and a senior note as set out in note 29(c) and 29(d), the subsidiaries had not issued any debt securities at the end of the year.

上表列出本公司於2018年12月31日之附屬公司，而董事認為該等附屬公司對本集團本年度業績構成主要影響或構成本集團資產淨值之重大部分。董事認為，提供其他附屬公司之詳情會導致資料過於冗長。

附註：

- (a) 該等附屬公司根據中國法律註冊為股份有限公司。
- (b) 該等附屬公司根據中國法律註冊為有限責任公司。
- (c) 該等附屬公司根據中國法律註冊為中外合作合資企業。

除附註31所載可換股及可交換債券以及附註29(c)及附註29(d)所載二批信用增強票據及一批優先票據外，於年結日，附屬公司並無發行任何債務證券。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 17. INTERESTS IN ASSOCIATES

### 17. 於聯營公司之權益

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Share of net assets other than goodwill	應佔不包括商譽之資產淨值	106,171	115,895
Goodwill	商譽	28,155	29,698
Balance at 31 December	於12月31日之結餘	134,326	145,593

Particulars of the associates at 31 December 2018 and 31 December 2017 are as follows:

於2018年12月31日及2017年12月31日之聯營公司詳情如下：

Name 名稱	Country/Place of incorporation/ establishment and operations 註冊成立/成立及 經營國家/地點	Particular of issued and paid-up share capital/registered capital 已發行及繳足 股本/註冊資本詳情	Percentage of equity interest held by the Company 本公司所持股權百分比		Principal activities 主要業務
			2018	2017	
Genius Reward Company Limited *	Hong Kong	Paid-up capital of HK\$200	29.56%	32.2%	Inactive
Genius Reward Company Limited*	香港	繳足股本200港元			暫無業務
五洲電影發行有限公司("Wuzhou")*	PRC	RMB50,000,000	22.5%	22.5%	Film distribution
五洲電影發行有限公司("五洲")*	中國	人民幣50,000,000元			電影發行
北京東方大地影視投資管理 有限公司*	PRC	RMB5,000,000	47.5%	47.5%	Investment holding and management
北京東方大地影視投資管理 有限公司*	中國	人民幣5,000,000元			投資控股及管理
北京東方大地文化產業發展中心 (有限合夥)("Dongfangdadi")	PRC	RMB180,000,000	40.36%	40.36%	Consultation, film production and project management
北京東方大地文化產業發展中心 (有限合夥)("東方大地")	中國	人民幣180,000,000元			顧問、電影製作及 項目管理
Emperor Dadi Film Distribution Limited *	Hong Kong	Paid-up capital of HK\$2	50%	50%	Film distribution
英皇大地電影發行有限公司*	香港	繳足股本2港元			電影發行



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 17. INTERESTS IN ASSOCIATES (Continued)

### 17. 於聯營公司之權益(續)

Name 名稱	Country/Place of incorporation/ establishment and operations 註冊成立/成立及 經營國家/地點	Particular of issued and paid-up share capital/registered capital 已發行及繳足 股本/註冊資本詳情	Percentage of equity interest held by the Company 本公司所持股權百分比		Principal activities 主要業務
			2018	2017	
深圳天基絲路航天產業發展 有限公司*	PRC	RMB 500,000,000	<b>33%</b>	33%	Inactive
深圳天基絲路航天產業發展 有限公司*	中國	人民幣500,000,000元			暫無業務
華影天下(天津)電影發行 有限責任公司*(note a)	PRC	RMB100,000,000	<b>12%</b>	12%	Film distribution
華影天下(天津)電影發行 有限責任公司*(附註a)	中國	人民幣100,000,000元			電影發行
惠州太東橙天嘉禾影城有限公司*	PRC	RMB1,000,000	<b>39.71%</b>	39.71%	Operating of digital cinemas
惠州太東橙天嘉禾影城有限公司*	中國	人民幣1,000,000元			數碼影院經營
成都阿商信息技術有限公司* (note a)	PRC	RMB1,977,429	<b>17.73%</b>	19.3%	Information technology business
成都阿商信息技術有限公司* (附註a)	中國	人民幣1,977,429元			資訊科技業務
好哇網(成都)信息技術股份 有限公司*(note a)	PRC	RMB5,000,000	<b>5.91%</b>	6.45%	Information technology business
好哇網(成都)信息技術股份 有限公司*(附註a)	中國	人民幣5,000,000元			資訊科技業務
北京易企賣科技有限公司*	PRC	RMB93,255	<b>29.56%</b>	32.2%	Information technology business
北京易企賣科技有限公司*	中國	人民幣93,255元			資訊科技業務

\* unlisted limited liability company

\* 非上市有限責任公司

Note:

附註:

(a) The Group's equity interest in these companies are less than 20%. However, articles of association allow the Group to appoint directors to the board. The directors of the Company therefore consider they have power to exercise significant influence. As such, the Group has accounted for these companies as interests in associates.

(a) 本集團於該等公司之股權少於20%。然而，組織章程細則允許本集團委任董事會之董事，故本公司董事認為，彼等有權行使重大影響力。因此，本集團將該等公司入賬列作於聯營公司之權益。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 17. INTERESTS IN ASSOCIATES (Continued)

The summarised financial information of the Group's material associates extracted from their management accounts, adjusted for fair value adjustments made at the time of acquisition and for differences in accounting policies, if any, are as follows:

### 17. 於聯營公司之權益(續)

有關本集團主要聯營公司並就收購時所作公允價值調整及會計政策差異而作出調整後(如有)之財務資料概要(摘錄自其管理賬目)如下:

		Dongfangdadi 東方大地		Wuzhou 五洲	
		2018 HK\$'000 千港元	2017 HK\$'000 千港元	2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>Summarised statement of financial position:</b>	<b>財務狀況報表概要:</b>				
Non-current assets	非流動資產	-	-	798	1,484
Current assets	流動資產	128,853	139,411	578,594	604,458
Current liabilities	流動負債	-	(12)	(481,666)	(444,772)
Non-current liabilities	非流動負債	-	-	-	-
<b>Summarised statement of comprehensive income:</b>	<b>全面收益報表概要:</b>				
Revenue	收益	-	-	1,720,675	751,570
(Loss)/Profit for the year	年內(虧損)/溢利	(3,434)	(3,532)	63,487	69,311
Other comprehensive income for the year	年內其他全面收益	(7,112)	9,885	(13,004)	22,714
Total comprehensive income for the year	年內全面收益總額	(10,546)	6,353	50,483	92,025
Dividends payable/paid to shareholders	應付/已付股東股息	-	-	(113,927)	(45,141)
<b>Dividend receivable/ received from an associate</b>	<b>應收/已收一間聯營公司股息</b>	-	-	29,631	11,067
<b>Reconciled to the Group's interests in the associates:</b>	<b>本集團於聯營公司之權益之對賬:</b>				
Gross amounts of net assets of the associates	聯營公司資產淨值毛額	128,853	139,399	97,726	161,170
Group's effective interest	本集團實際權益	40.36%	40.36%	22.5%	22.5%
Group's share of net assets of the associates	本集團應佔聯營公司資產淨值	52,005	56,261	21,988	36,263
<b>Carrying amount in the consolidated financial statements</b>	<b>於綜合財務報表之賬面值</b>	<b>52,005</b>	56,261	<b>21,988</b>	36,263

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 17. INTERESTS IN ASSOCIATES (Continued)

The summarised financial information of the Group's immaterial associates (in aggregate) extracted from their management accounts, adjusted for fair value adjustments made at the time of acquisition and for differences in accounting policies, are as follows:

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Summarised statement of comprehensive income:	全面收益報表概要：		
Loss for the year	年內虧損	(2,557)	(6,659)
Other comprehensive income for the year	年內其他全面收益	(484)	3,784
Total comprehensive income for the year	年內全面收益總額	(3,041)	(2,875)

Notes:

The Group has discontinued recognition of its share of losses of four (2017: four) associates. The amount of unrecognised share of losses of the associates for the year and accumulated unrecognised share of losses of the associates amounted to HK\$333,000 (2017: HK\$296,000) and HK\$5,232,000 (2017: HK\$4,899,000) respectively.

### 17. 於聯營公司之權益(續)

有關本集團非主要聯營公司(合計)並就收購時所作公允價值調整及會計政策差異而作出調整後之財務資料概要(摘錄自其管理賬目)如下：

附註：

本集團終止確認其應佔四間(2017年：四間)聯營公司虧損。年內未確認應佔聯營公司虧損之金額及未確認應佔聯營公司虧損之累計金額分別為333,000港元(2017年：296,000港元)及5,232,000港元(2017年：4,899,000港元)。

### 18. INTERESTS IN JOINT VENTURES

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Share of net assets other than goodwill	應佔不包含商譽之資產淨值	30,688	5,413

In July 2017, the Group completed the acquisition of City Entertainment Corporation Limited, which holds 49% equity interest and voting right in 常州幸福藍海橙天嘉禾影城有限公司("常州幸福"). 常州幸福 is a separate structured vehicle incorporated and operating in PRC. The primary activity of the joint venture is cinema operation.

In August 2018, the Group set up SC Dadi Entertainment Corporation ("SC Dadi"), with a third party. The Group holds 50% equity interest and voting right in SC Dadi, which is a separate structured vehicle incorporated and operating in Japan. The primary activity of the joint venture is animation production.

### 18. 於合營企業之權益

於2017年7月，本集團完成收購橙天嘉禾影城有限公司。橙天嘉禾影城有限公司於常州幸福藍海橙天嘉禾影城有限公司(「常州幸福」)持有49%股權及投票權。常州幸福為於中國註冊成立及營運之獨立結構實體。合營企業之主要業務為影院營運。

於2018年8月，本集團與一名第三方成立 SC Dadi Entertainment Corporation (「SC Dadi」)。本集團於 SC Dadi 持有 50% 股權及投票權，SC Dadi 為於日本註冊成立及營運之獨立結構實體。合營企業之主要業務為動畫製作。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 18. INTERESTS IN JOINT VENTURES (Continued)

The summarised financial information of the Group's joint ventures extracted from their management accounts, adjusted for differences in accounting policies, are as follows:

### 18. 於合營企業之權益(續)

有關本集團合營企業並就會計政策差異而作出調整後之財務資料概要(摘錄自其管理賬目)如下:

		常州幸福		SC Dadi	
		2018 HK\$'000 千港元	2017 HK\$'000 千港元	2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>Summarised statement of financial position:</b>	<b>財務狀況報表概要:</b>				
Non-current assets	非流動資產	5,403	7,087	-	-
Current assets	流動資產	17,453	15,853	49,551	-
Current liabilities	流動負債	(10,663)	(11,689)	-	-
Non-current liabilities	非流動負債	(128)	(204)	-	-
Included in the above amounts are:	計入上述款項為:				
Cash and cash equivalents	現金及等同現金項目	14,118	12,565	49,551	-
<b>Summarised statement of comprehensive income:</b>	<b>全面收益報表概要:</b>				
Revenue	收益	23,859	9,812	-	-
Profit/(Loss) for the year	年內溢利/(虧損)	1,652	329	(687)	-
Other comprehensive income for the year	年內其他全面收益	(634)	389	434	-
Total comprehensive income for the year	年內全面收益總額	1,018	718	(253)	-
Included in the above amounts are:	計入上述款項為:				
Depreciation and amortisation	折舊及攤銷	(1,283)	(1,061)	-	-
Administrative expenses	行政開支	(736)	(289)	(689)	-
Interest income	利息收入	85	37	-	-
Income tax (expense)/credit	所得稅(開支)/抵免	(777)	122	-	-
<b>Reconciled to the Group's interests in the joint ventures:</b>	<b>與本集團於合營企業之權益對賬:</b>				
Gross amounts of net assets of the joint ventures	合營企業資產淨值毛額	12,065	11,047	49,551	-
Group's effective interest	本集團實際權益	49%	49%	50%	-
Group's share of net assets of the joint ventures	本集團應佔合營企業資產淨值	5,912	5,413	24,776	-
<b>Carrying amount in the consolidated financial statements</b>	<b>於綜合財務報表之賬面值</b>	<b>5,912</b>	<b>5,413</b>	<b>24,776</b>	<b>-</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 19. NON-CURRENT ASSETS HELD-FOR-SALE

In November 2016, the Group decided to cease the running of a warehouse of the Group's botanic-based personal care and fragrance product business located in Wales due to geographical relocation. The Group has actively marketed the freehold land and premises of the warehouse which meets the classification definition of HKFRS 5 as held-for-sale. The operation of the warehouse was ceased on 31 March 2017 and the Group sold the freehold land and premises of the warehouse on 29 March 2018 at a cash consideration of HK\$34,667,000 and a gain of approximately HK\$19,649,000 is recognised in profit or loss for the year.

### 20. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

Deposits and prepayments	按金及預付款項	<b>2,366,424</b>	2,535,754
Other receivables	其他應收款項	<b>1,469,195</b>	1,386,521
		<b>3,835,619</b>	3,922,275
Less: Provision for impairment of other receivables	減：其他應收款項減值撥備	<b>(141,886)</b>	(27,480)
		<b>3,693,733</b>	3,894,795
Less: Non-current portion	減：非流動部分		
Long term rental deposits	長期租賃之按金	<b>(385,936)</b>	(381,430)
Guarantee deposits and other receivables	保證按金及其他應收款項	<b>(334,347)</b>	(462,739)
Deposits for purchase of property, plant and equipment	購進物業、廠房及設備之訂金	<b>(49,857)</b>	(57,681)
		<b>(770,140)</b>	(901,850)
		<b>2,923,593</b>	2,992,945

The Group recognised impairment loss based on the accounting policy stated in note 2.12. Further details on the Group's credit policy and credit risk arising from deposits and other receivables are set out in note 52.4.

### 19. 持作出售之非流動資產

於2016年11月，由於地域配置，本集團決定終止營運本集團位於威爾士之草本個人護理及香水產品業務之倉庫。本集團積極推銷倉庫所在永久業權土地及物業，並符合香港財務報告準則第5號之分類定義，可分類為持作出售。倉庫於2017年3月31日終止營運，且本集團已於2018年3月29日以現金對價34,667,000港元出售倉庫所在永久業權土地及物業，獲得收益約19,649,000港元，於本年之損益賬確認。

### 20. 按金、預付款項及其他應收款項

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Deposits and prepayments	<b>2,366,424</b>	2,535,754
Other receivables	<b>1,469,195</b>	1,386,521
	<b>3,835,619</b>	3,922,275
Less: Provision for impairment of other receivables	<b>(141,886)</b>	(27,480)
	<b>3,693,733</b>	3,894,795
Less: Non-current portion		
Long term rental deposits	<b>(385,936)</b>	(381,430)
Guarantee deposits and other receivables	<b>(334,347)</b>	(462,739)
Deposits for purchase of property, plant and equipment	<b>(49,857)</b>	(57,681)
	<b>(770,140)</b>	(901,850)
	<b>2,923,593</b>	2,992,945

本集團按附註2.12所述會計政策確認減值虧損。有關本集團信貸政策以及按金及其他應收款項所產生信貸風險之進一步詳情，載於附註52.4。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 21. INTANGIBLE ASSETS

### 21. 無形資產

		Computer software	Development cost	Goodwill	Licenses, brand names and franchise right	Others	Total
		電腦軟件	開發成本	商譽	牌照、品牌名稱及特許經營權	其他	總計
		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
<b>Year ended 31 December 2018</b>	<b>截至2018年12月31日止年度</b>						
Opening net carrying amount	期初賬面淨值	89,773	71,761	5,200,337	982,861	93,351	6,438,083
Additions	添置	17,577	27,086	-	24,995	161,574	231,232
Acquisition of subsidiaries (note 43)	收購附屬公司(附註43)	-	-	485,400	2,359	2,371	490,130
Provision for impairment	減值撥備	-	(3,620)	(180,836)	(17,821)	(4,497)	(206,774)
Amortisation charge for the year	年內攤銷支出	(23,257)	(17,801)	-	(83,109)	(26,786)	(150,953)
Write-off	撇銷	(110)	(1,246)	-	(4,389)	(64,582)	(70,327)
Exchange differences	匯兌差額	(2,209)	(3,887)	(166,934)	(33,255)	(8,374)	(214,659)
<b>Closing net carrying amount at 31 December 2018</b>	<b>於2018年12月31日之期終賬面淨值</b>	<b>81,774</b>	<b>72,293</b>	<b>5,337,967</b>	<b>871,641</b>	<b>153,057</b>	<b>6,516,732</b>
<b>At 31 December 2018</b>	<b>於2018年12月31日</b>						
Cost	成本	139,602	117,637	5,634,472	1,028,187	252,350	7,172,248
Accumulated depreciation	累計折舊	(57,644)	(36,413)	-	(139,378)	(94,961)	(328,396)
Accumulated impairment	累計減值	(184)	(8,931)	(296,505)	(17,168)	(4,332)	(327,120)
<b>Net carrying amount</b>	<b>賬面淨值</b>	<b>81,774</b>	<b>72,293</b>	<b>5,337,967</b>	<b>871,641</b>	<b>153,057</b>	<b>6,516,732</b>
At 1 January 2017	於2017年1月1日						
Cost	成本	344,452	167,913	2,496,706	454,122	18,378	3,481,571
Accumulated depreciation	累計折舊	(298,702)	(104,026)	-	(16,944)	(225)	(419,897)
Accumulated impairment	累計減值	-	-	(36,914)	-	-	(36,914)
<b>Net carrying amount</b>	<b>賬面淨值</b>	<b>45,750</b>	<b>63,887</b>	<b>2,459,792</b>	<b>437,178</b>	<b>18,153</b>	<b>3,024,760</b>
<b>Year ended 31 December 2017</b>	<b>截至2017年12月31日止年度</b>						
Opening net carrying amount	期初賬面淨值	45,750	63,887	2,459,792	437,178	18,153	3,024,760
Additions	添置	47,185	21,877	-	7,808	16,657	93,527
Acquisition of subsidiaries (note 43)	收購附屬公司(附註43)	4,130	-	2,712,754	538,160	58,853	3,313,897
Provision for impairment	減值撥備	(177)	(5,530)	(79,612)	-	-	(85,319)
Amortisation charge for the year	年內攤銷支出	(10,308)	(13,389)	-	(40,446)	(2,906)	(67,049)
Write-off	撇銷	-	-	-	-	(670)	(670)
Exchange differences	匯兌差額	3,193	4,916	107,403	40,161	3,264	158,937
<b>Closing net carrying amount at 31 December 2017</b>	<b>於2017年12月31日之期終賬面淨值</b>	<b>89,773</b>	<b>71,761</b>	<b>5,200,337</b>	<b>982,861</b>	<b>93,351</b>	<b>6,438,083</b>
<b>At 31 December 2017 and 1 January 2018</b>	<b>於2017年12月31日及2018年1月1日</b>						
Cost	成本	401,459	192,653	5,316,862	1,039,187	97,192	7,047,353
Accumulated depreciation	累計折舊	(311,502)	(115,150)	-	(56,326)	(3,841)	(486,819)
Accumulated impairment	累計減值	(184)	(5,742)	(116,525)	-	-	(122,451)
<b>Net carrying amount</b>	<b>賬面淨值</b>	<b>89,773</b>	<b>71,761</b>	<b>5,200,337</b>	<b>982,861</b>	<b>93,351</b>	<b>6,438,083</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 21. INTANGIBLE ASSETS (Continued)

For the purpose of the annual impairment test, the carrying amount of goodwill is allocated to the following CGUs:

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Property development	房地產開發	1,529,887	1,526,825
Innovative business — Retailing	創意商業 — 零售	520,767	676,698
Enterprise cloud services	企業雲服務	76,883	83,320
Culture and media services — Cinema business	文化與傳播服務 — 影院業務	3,210,430	2,913,494
<b>Net carrying amount at 31 December</b>	<b>於12月31日之賬面淨值</b>	<b>5,337,967</b>	5,200,337

The recoverable amounts for the CGUs of “Enterprise cloud services” and “Culture and media services” were determined based on value in use calculations, covering a detailed five-year financial budgets which was approved by management, cash flows for certain CGUs are extrapolated using an estimated weighted average growth rate stated below, which does not exceed the long-term growth rate for the business in which the CGU operates.

The key assumptions used for value in use calculations for the year are as follows:

		Enterprise cloud services 企業雲服務		Culture and media services – cinema business 文化與傳播服務 — 影院業務	
		2018	2017	2018	2017
Revenue growth rates	收益增長率	8%–12%	8%–11%	3%–70%	3%–32%
Growth rates used to extrapolate cashflows beyond the budgeted years	用作推斷預算期間以外現金流量之增長率	0%	0%–3%	3%	3%
Pre-tax discount rates	除稅前貼現率	12%–18%	13%–18%	13%–17%	13%

The budgeted gross margin and net profit margin were determined by the management for each individual CGU based on past performance and its expectations for market development.

The growth rate used for each of the above CGU is determined by reference to the average growth rate for the corresponding industry to which the CGU belongs.

### 21. 無形資產(續)

就年度減值測試而言，商譽之賬面值分配至下列現金產生單位：

「企業雲服務」及「文化與傳播服務」之現金產生單位之可收回金額根據使用價值方法計算，當中涵蓋經管理層批准之五年詳細財政預算，若干現金產生單位之現金流量乃使用下列估計加權平均增長率推斷，並無超逾現金產生單位所經營業務之長期增長率。

用於計算該年度使用價值之主要假設如下：

預算邊際毛利及邊際純利乃由管理層按過往表現及其對市場發展之預期就各個個別現金產生單位釐定。

以上各現金產生單位採用之增長率乃參考該等現金產生單位所屬相應行業之平均增長率釐定。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 21. INTANGIBLE ASSETS (Continued)

The discount rates used are pre-tax and reflect specific risks relating to the relevant CGU.

Based on the assessment, impairment loss on goodwill from the CGU of culture and media services amounted to HK\$23,356,000 was recognised during the year ended 31 December 2018 (2017: Nil).

The recoverable amounts for the CGU of "Property development" of 東鏡 was determined based on value in use calculations, covering a detailed five-year financial budgets which was approved by management, cash flows for CGU are extrapolated using projection of future cash flows generated from the sales of properties less cost to completion prepared from the financial budgets.

Below are the key assumptions used for the discounted cash flow calculation:

### 21. 無形資產(續)

所用貼現率為除稅前並反映與相關現金產生單位有關之特定風險。

基於有關評估，截至2018年12月31日止年度，就文化與傳播服務之現金產生單位確認商譽減值虧損23,356,000港元(2017年：零)。

東鏡之「房地產開發」現金產生單位之可收回金額根據使用價值方法計算，當中涵蓋經管理層批准之五年詳細財政預算，現金產生單位之現金流量乃使用預測銷售物業所得現金流量減財政預算所編製落成成本推斷。

下列為用於計算貼現現金流量之主要假設：

		Property development 房地產開發	
		2018	2017
Estimated market price (per square meter)	估計市價(每平方米)	<b>RMB20,000</b> 人民幣20,000元	RMB16,000 人民幣16,000元
Pre-tax discount rate	除稅前貼現率	<b>26%</b>	59%

The estimated market price was determined by the management based on the market information at location nearby the construction project.

The discount rates used are pre-tax and reflect the cost of capital of the property development segment.

Based on the assessment, no impairment loss on goodwill was recognised in profit or loss during the year ended 31 December 2018 and 2017.

The recoverable amounts for the CGU of "Innovative business — Retailing" were determined based on value in use calculation, covering a detailed eight-year financial budgets which was approved by management, cash flows for geographical location within the CGU are extrapolated using an estimated weighted average growth rate stated below, which does not exceed the long-term growth rate for the business in which the CGU operates.

估計市價乃由管理層基於建設項目鄰近地區之市場資料釐定。

所用貼現率為除稅前並反映房地產開發分部之資本成本。

基於有關評估，截至2018年及2017年12月31日止年度，概無於損益賬確認商譽減值虧損。

「創意商業 — 零售」現金產生單位之可收回金額根據使用價值方法計算，當中涵蓋經管理層批准之八年詳細財政預算，現金產生單位所在地理位置之現金流量乃使用下列估計加權平均增長率推斷，並無超逾現金產生單位所經營業務之長期增長率。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 21. INTANGIBLE ASSETS (Continued)

The key assumptions used for value in use calculations for the year are as follows:

		Innovative business 創意商業	
		2018	2017
Revenue growth rate	收益增長率	2%–73%	3%–43%
Growth rate used to extrapolate cashflows beyond the budgeted years	用作推斷預算年度以外現金流量之增長率	2%	3%
Pre-tax discount rate	除稅前貼現率	16%–26%	15%–23%

Based on the assessment, an impairment loss on goodwill of HK\$157,480,000 (2017: HK\$79,612,000) was recognised to profit or loss during the year.

Apart from the considerations described in determining the value in use calculation of the CGUs above, the Group's management is not currently aware of any other probable changes that would necessitate changes in its key estimates.

### 21. 無形資產(續)

用於計算該年度使用價值之主要假設如下：

基於有關評估，年內於損益賬確認商譽減值虧損157,480,000港元(2017年：79,612,000港元)。

除上文就計算現金產生單位使用價值所述考慮因素外，本集團管理層目前並不知悉有任何其他可能出現之變動以致須更改其主要估計。

### 22. INVENTORIES

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>Property development:</b>	<b>房地產開發：</b>		
Properties under development	發展中物業	11,873,023	10,510,757
Completed properties held for sale	已落成待售物業	2,060,481	4,467,482
		<b>13,933,504</b>	14,978,239
<b>Other operations:</b>	<b>其他業務：</b>		
Food and beverages	食品及飲料	57,230	39,885
Botanic-based personal care and fragrance products	草本個人護理及香水產品	123,178	218,579
Projection equipment	放映設備	116,088	73,584
Others	其他	129,683	8,945
		<b>14,359,683</b>	15,319,232

All the above inventories are stated at the lower of cost and net realisable value.

### 22. 存貨

以上所有存貨均按成本與可變現淨值兩者中之較低者列賬。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 23. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

These financial assets are equity investments which were irrevocably designated at FVOCI as the Group considers these investments to be strategic in nature.

### 24. TRADE RECEIVABLES

Based on the invoice dates, the aging analysis of the trade receivables is as follows:

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
0-90 days	0至90日	<b>331,166</b>	379,390
91-180 days	91至180日	<b>110,863</b>	223,654
181-270 days	181至270日	<b>26,088</b>	31,496
271-360 days	271至360日	<b>22,884</b>	26,653
Over 360 days	超過360日	<b>130,030</b>	48,538
Trade receivables, gross	應收貿易款項毛額	<b>621,031</b>	709,731
Less: Provision for impairment of receivables	減：應收款項減值撥備	<b>(81,467)</b>	(30,063)
Trade receivables, net	應收貿易款項淨額	<b>539,564</b>	679,668
Less: Long term trade receivables	減：長期應收貿易款項	<b>(764)</b>	(2,370)
Current portion of trade receivables	應收貿易款項之即期部分	<b>538,800</b>	677,298

Trade receivables are due on presentation of invoices.

The long term trade receivables represent the outstanding balances receivable from customers who have granted a settlement schedule of 36 months from the Group. The current portion and non-current portion of the receivables were HK\$1,855,000 and HK\$764,000 respectively (2017: HK\$2,319,000 and HK\$2,370,000 respectively). All the remaining amounts are short term and hence the carrying values of the Group's trade receivables are considered to be a reasonable approximation of fair value.

The Group recognised impairment loss based on the accounting policy stated in note 2.12. Further details on the Group's credit policy and credit risk arising from trade receivables are set out in note 52.4.

### 23. 按公允價值於其他全面收益處理之金融資產

該等金融資產為不可撤回地指定為按公允價值於其他全面收益處理之股本投資，原因是本集團認為該等投資屬策略性質。

### 24. 應收貿易款項

應收貿易款項按發票日期作出之賬齡分析如下：

應收貿易款項於出示發票時到期。

長期應收貿易款項指應收獲本集團授予36個月之還款時間表之客戶之未償還結餘。有關應收款項之即期部分及非即期部分分別為1,855,000港元及764,000港元(2017年：分別為2,319,000港元及2,370,000港元)。所有餘額為短期應收貿易款項，故本集團應收貿易款項之賬面值被合理視為與公允價值相若。

本集團根據附註2.12所述之會計政策確認減值虧損。本集團之信貸政策及應收貿易款項產生之信貸風險之進一步詳情載於附註52.4。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 24. TRADE RECEIVABLES (Continued)

The aging analysis of trade receivables (net of impairment) that are not considered to be impaired is as follows:

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
0-90 days past due	逾期0至90日	330,835	379,390
91-180 days past due	逾期91至180日	109,754	222,997
181-270 days past due	逾期181至270日	25,305	30,603
271-360 days past due	逾期271至360日	21,740	26,641
Overdue for more than 360 days	逾期超過360日	51,930	20,037
		<b>539,564</b>	679,668

The directors of the Company consider that the fair value of trade receivables which are expected to be recovered within one year are not materially different from their carrying amounts because these balances have short maturity periods on their inception.

### 24. 應收貿易款項(續)

被視為並無減值之應收貿易款項(扣除減值)賬齡分析如下:

本公司董事認為，預期於一年內收回之應收貿易款項之公允價值與其賬面值並無重大差異，原因為該等結餘自產生時具有較短屆滿期。

### 25. CASH AND CASH EQUIVALENTS, PLEDGED AND RESTRICTED BANK DEPOSITS

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Cash and bank balances	現金及銀行結存	8,297,573	13,069,789
Less: Pledged and restricted bank deposits presented as non-current assets	減：列作非流動資產之已抵押及受限制銀行存款	(3,755,612)	(3,591,605)
Less: Pledged and restricted bank deposits presented as current assets	減：列作流動資產之已抵押及受限制銀行存款	(3,207,363)	(5,080,474)
Cash and cash equivalents as stated in the statement of financial position	財務狀況報表所示之現金及等同現金項目	<b>1,334,598</b>	4,397,710

### 25. 現金及等同現金項目、已抵押及受限制銀行存款

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 25. CASH AND CASH EQUIVALENTS, PLEDGED AND RESTRICTED BANK DEPOSITS (Continued)

Included in bank and cash balance of the Group is an aggregate amount of approximately HK\$7,529,467,000 (2017: HK\$11,753,713,000), which represented Renminbi ("RMB") deposits placed with banks in Mainland China.

RMB is not freely convertible into foreign currencies. Under the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks which are authorised to conduct foreign exchange business.

Pledged and restricted bank deposits earn interests at floating rates based on daily bank deposit rates or fixed-rates ranging from 2.10% to 3.30% per annum (2017: 1.50% to 3.30% per annum).

Restricted bank deposits represented the pre-sales proceeds received by the Group relating to the property development business. The restricted deposits are monitored by local government. The restriction will be released upon the completion of the related pre-sale properties.

### 26. TRADE PAYABLES

Based on the invoice dates, the aging analysis of the trade payables is as follows:

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
0-90 days	0至90日	<b>1,636,391</b>	1,944,465
91-180 days	91至180日	<b>89,254</b>	84,741
181-270 days	181至270日	<b>51,998</b>	21,826
271-360 days	271至360日	<b>26,970</b>	20,733
Over 360 days	超過360日	<b>90,102</b>	73,177
Trade payables	應付貿易款項	<b>1,894,715</b>	2,144,942
Less: Long term trade payables	減：長期應付貿易款項	<b>(409)</b>	(7,757)
Current portion of trade payables	應付貿易款項之即期部分	<b>1,894,306</b>	2,137,185

### 25. 現金及等同現金項目、已抵押及受限制銀行存款(續)

本集團銀行及現金結存包括總額約7,529,467,000港元(2017年：11,753,713,000港元)之款項，為本集團存於中國內地銀行之人民幣(「人民幣」)存款。

人民幣不得自由兌換為外幣，根據中國之外匯管制法規以及結匯、售匯及付匯管理規定，本集團獲准透過獲認可進行外匯業務之銀行將人民幣兌換為外幣。

已抵押及受限制銀行存款按根據每日銀行存款利率之浮動利率或按固定利率賺取利息，介乎年利率2.10厘至3.30厘(2017年：年利率1.50厘至3.30厘)。

受限制銀行存款指本集團就房地產開發業務收取之預售所得款項。受限制存款由地方政府監管。有關限制將於相關預售物業竣工時解除。

### 26. 應付貿易款項

應付貿易款項按發票日期作出之賬齡分析如下：

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 26. TRADE PAYABLES (Continued)

The long term trade payable represents the outstanding balance payable to a supplier who has granted a settlement schedule of 36 months to the Group. The current portion and long term portion of this payable were HK\$10,607,000 and HK\$409,000 respectively (2017: HK\$34,944,000 and HK\$7,757,000 respectively). All the remaining amounts are short term and hence the carrying values of the Group's trade payables are considered to be a reasonable approximation of fair value.

### 27. OTHER PAYABLES AND ACCRUALS

All amounts are short term and hence the carrying values of the Group's other payables and accruals are considered to be a reasonable approximation of fair value.

### 28. AMOUNT(S) DUE FROM/(TO) A DIRECTOR/ ASSOCIATES/JOINT VENTURES

#### (a) Amount due to a director

The amount due to a director is unsecured, interest-free and repayable on demand.

#### (b) Amounts due from/(to) associates

The amounts due from/(to) associates are unsecured, interest-free and repayable on demand.

#### (c) Amounts due from joint ventures

The amounts due from joint ventures are unsecured, interest-free and repayable on demand.

### 26. 應付貿易款項(續)

長期應付貿易款項指應付一名供應商之未償還結餘，該名供應商授予本集團36個月之結算期。該應付款項之即期部分及長期部分分別為10,607,000港元及409,000港元（2017年：分別為34,944,000港元及7,757,000港元）。所有餘額均屬短期性質，因此，本集團之應付貿易款項賬面值被視為公允價值之合理約數。

### 27. 其他應付款項及應計費用

所有金額均屬短期性質，因此，本集團其他應付款項及應計費用賬面值視為公允價值之合理約數。

### 28. 應收／(欠)一名董事／聯營公司／合營企業之款項

#### (a) 欠一名董事款項

欠一名董事款項為無抵押、免息及須按要求償還。

#### (b) 應收／(欠)聯營公司款項

應收／(欠)聯營公司款項為無抵押、免息及須按要求償還。

#### (c) 應收合營企業款項

應收合營企業款項為無抵押、免息及須按要求償還。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 29. BANK AND OTHER BORROWINGS

### 29. 銀行及其他借貸

		Notes 附註	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Bank loans	銀行貸款			
— Secured	— 有抵押	(a)	<b>9,793,929</b>	14,092,224
— Unsecured	— 無抵押	(a)	<b>294,560</b>	697,014
Other borrowings	其他借貸			
— Secured	— 有抵押	(a),(b),(c)	<b>7,689,558</b>	8,107,216
— Unsecured	— 無抵押	(a),(d)	<b>940,958</b>	—
			<b>18,719,005</b>	22,896,454

At 31 December 2018, the bank and other borrowings of the Group are repayable as follows:

於2018年12月31日，本集團之銀行及其他借貸須於以下年期償還：

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
On demand or within one year	按要求或一年內	<b>6,805,091</b>	9,653,920
In the second year	第二年	<b>8,195,413</b>	3,373,093
In the third to fifth years	第三至五年	<b>3,718,501</b>	9,869,441
Wholly repayable within five years	五年內悉數償還	<b>18,719,005</b>	22,896,454
Less: Portion due on demand or within one year under current liabilities	減：計入流動負債按要求或一年內到期之部分	<b>(6,805,091)</b>	(9,653,920)
Portion due over one year under non-current liabilities	計入非流動負債於超過一年到期之部分	<b>11,913,914</b>	13,242,534

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 29. BANK AND OTHER BORROWINGS (Continued)

At 31 December 2018, the carrying amounts of the borrowings are denominated in the following currencies:

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
RMB	人民幣	5,722,351	10,572,939
USD	美元	10,592,662	10,696,960
HK\$	港元	2,403,787	1,626,159
AUD	澳元	205	396
		<b>18,719,005</b>	22,896,454

Notes:

- (a) At 31 December 2018, bank and other borrowings amounted to HK\$8,200,718,000 (2017: HK\$11,450,731,000) carry interest at floating rates ranging from 3.32% to 7.13% per annum (2017: 2.09% to 9.50% per annum). The remaining balances carry interest at fixed rates ranging from 3.00% to 9.75% per annum (2017: 2.40% to 9.50% per annum). The carrying amounts of bank and other borrowings approximate their fair values.
- (b) Included in other borrowings of HK\$650,738,000 (2017: HK\$1,013,186,000) is amount due to financial institutions regarding thirteen (2017: thirteen) sales and leaseback arrangements for property, plant and equipment. The transactions are classified as loan financing and corresponding property, plant and equipment of HK\$778,128,000 (2017: HK\$1,113,338,000) are pledged under this arrangement.
- (c) On 25 May 2017, a direct wholly-owned subsidiary of the Company issued a three-year credit enhanced notes of US\$500,000,000 (equivalent to approximately HK\$3,885,350,000) at par with a coupon rate of 3.00% per annum. The effective interest rate is 3.41% per annum.
- On 21 July 2017, a direct wholly-owned subsidiary of the Company issued a three-year credit enhanced notes of US\$400,000,000 (equivalent to approximately HK\$3,124,121,000) at par with a coupon rate of 3.15% per annum. The effective interest rate is 3.54% per annum.
- (d) On 17 May 2018, a direct wholly-owned subsidiary of the Company issued a one-year senior note of US\$120,000,000 (equivalent to approximately HK\$941,676,000) with a coupon rate of 9.75% per annum. The effective interest rate is 12.12% per annum.

### 29. 銀行及其他借貸(續)

於2018年12月31日，借貸之賬面值按下列貨幣計值：

附註：

- (a) 於2018年12月31日，為數8,200,718,000港元(2017年：11,450,731,000港元)之銀行及其他借貸按浮動年利率介乎3.32厘至7.13厘(2017年：2.09厘至9.50厘)計息。餘額按固定年利率介乎3.00厘至9.75厘(2017年：2.40厘至9.50厘)計息。銀行及其他借貸之賬面值與其公允價值相若。
- (b) 其他借貸中包括就十三項(2017年：十三項)有關物業、廠房及設備之售後租回安排欠財務機構為數650,738,000港元(2017年：1,013,186,000港元)之款項。該等交易按貸款融資分類，為數778,128,000港元(2017年：1,113,338,000港元)之相應物業、廠房及設備根據此項安排抵押。
- (c) 於2017年5月25日，本公司之直接全資附屬公司發行500,000,000美元(相當於約3,885,350,000港元)票面年利率3.00%之三年期信用增強票據。實際年利率為3.41%。
- 於2017年7月21日，本公司之直接全資附屬公司發行400,000,000美元(相當於約3,124,121,000港元)票面年利率3.15%之三年期信用增強票據。實際年利率為3.54%。
- (d) 於2018年5月17日，本公司之直接全資附屬公司發行120,000,000美元(相當於約941,676,000港元)票面年利率為9.75%之一年期優先票據。實際年利率為12.12%。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 30. FINANCE LEASE LIABILITIES

(a) Total minimum lease payments is as follows:

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Due within one year	一年內到期	45,960	63,098
Due in the second year	第二年內到期	28,245	24,594
Due in the third to fifth years	第三至五年內到期	22,972	4,332
		<b>97,177</b>	92,024
Future finance charges on finance leases	融資租賃之未來財務費用	<b>(7,087)</b>	(4,851)
Present value of finance lease liabilities	融資租賃負債現值	<b>90,090</b>	87,173

(b) The present value of finance lease liabilities is as follows:

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Due within one year, included under current liabilities	一年內到期，計入流動負債	42,078	59,189
Due within second year, included under non-current liabilities	第二年內到期，計入非流動負債	25,892	23,738
Due in the third to fifth years, included under non-current liabilities	第三至五年內到期，計入非流動負債	22,120	4,246
		<b>90,090</b>	87,173

The Group has entered into finance leases for certain items of cinema equipment, office equipment and motor vehicles with remaining lease terms of one to three years (2017: one to three years). Interest rate under the leases is fixed at 3.3% to 10.7% (2017: 2.0% to 7.1%) per annum. The leases do not have options to renew or any contingent rental provisions. Under the lease terms, the Group has the option to purchase the leased asset at a price that is expected to be significantly or substantially lower than the fair value of the leased asset at the end of the leases.

Finance lease liabilities are secured by the underlying assets where the lessor has the rights to revert in event of default. The carrying amount of the finance lease liabilities are denominated in Hong Kong dollars and approximates their fair values.

(a) 最低租賃付款總額如下：

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Due within one year	一年內到期	45,960	63,098
Due in the second year	第二年內到期	28,245	24,594
Due in the third to fifth years	第三至五年內到期	22,972	4,332
		<b>97,177</b>	92,024
Future finance charges on finance leases	融資租賃之未來財務費用	<b>(7,087)</b>	(4,851)
Present value of finance lease liabilities	融資租賃負債現值	<b>90,090</b>	87,173

(b) 融資租賃負債現值如下：

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Due within one year, included under current liabilities	一年內到期，計入流動負債	42,078	59,189
Due within second year, included under non-current liabilities	第二年內到期，計入非流動負債	25,892	23,738
Due in the third to fifth years, included under non-current liabilities	第三至五年內到期，計入非流動負債	22,120	4,246
		<b>90,090</b>	87,173

本集團已就影院設備、辦公室設備及汽車若干項目訂立餘下租期為一至三年之融資租賃(2017年：一至三年)。該等租賃之年利率固定為3.3厘至10.7厘(2017年：2.0厘至7.1厘)。該租約並無續期選擇權或任何或然租金條文。根據租賃條款，本集團有權以預期遠低於租約結束時租賃資產公允價值之價格購買租賃資產。

融資租賃負債以相關資產作抵押，出租人有權在發生違約事件時收回出租項目。融資租賃負債之賬面值以港元計值，與其公允價值相若。

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## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 31. CONVERTIBLE AND EXCHANGEABLE BONDS

On 15 June 2016 ("Issue Date"), an indirect wholly-owned subsidiary of the Company (the "Issuer"), issued an aggregate of RMB1,000,000,000 convertible and exchangeable bonds (the "Bonds") which carry interest at 1.95% per annum with a maturity date of two years from the Issue Date ("Maturity Date"). Interest rate will be adjusted to 5.5% per annum upon redemption of the Bonds and the adjusted interests rate applied retrospectively for the whole life of the Bonds.

The conversion price is initially RMB266,667 per share, subject to adjustments for certain specified dilutive and other events, including the adjustment by reference to the box office revenue. The Bonds are secured by the shares of the Issuer and the Bond holder can convert the Bonds into Issuer's shares representing approximately 4.76% of the enlarged issued share capital of the Issuer or exchanged into 100% of a direct wholly-owned subsidiary of the Issuer.

Unless previously redeemed, converted or exchanged, the Issuer will redeem all the Bonds at the principal amount together with any accrued but unpaid interest on such principal amount on the third anniversary of the Issue Date.

Immediately prior to the closing of a fully underwritten registered public offering by an Issuer group company on an internationally recognised stock exchange (the "Qualified IPO") in respect of the Issuer, unless previously converted, exchanged or redeemed, the outstanding Bonds shall be automatically exchanged into 100% of the issued share capital of a subsidiary of the Issuer credited as fully paid, at any time between the Issue Date up to the close of business on the date falling on the third anniversary of the Issue Date (the "Exchange Period").

The holder of the Bonds shall have the right at its sole option to require the Issuer to redeem all of its Bonds outstanding at an amount which yields an internal rate of return of 5.50% per annum on the subscription amount paid by the holder following the Maturity Date, or in case of certain early redemption events happened.

The holder of the Bonds was granted an put option to request the Company to purchase the Bonds at a price that will yield an internal rate of return of 5.50% per annum on the subscription amount paid by the holder for the Bonds for a period of 90 days after the occurrence of an event of default or other events related to the application of a Qualified IPO (details of the Bonds are disclosed in the announcement dated 22 June 2016 issued by the Company).

### 31. 可換股及可交換債券

於2016年6月15日(「發行日期」)，本公司一間間接全資附屬公司(「發行人」)發行總額為人民幣1,000,000,000元之可換股及可交換債券(「債券」)，按年利率1.95厘計息，自發行日期起計兩年(「到期日」)到期。年利率將於贖回債券時調整至5.5厘，而經調整利率將追溯應用至債券整個年期。

兌換價初步為每股人民幣266,667元，可就若干特定攤薄及其他事件作出調整，包括經參考票房收益作出調整。債券由發行人股份作抵押，而債券持有人可將債券兌換為發行人股份(相當於發行人經擴大已發行股本約4.76%)，或可交換為發行人一間直接全資附屬公司之100%權益。

除非先前已贖回、兌換或交換，否則發行人將於發行日期第三週年按本金連同任何應計但未付本金之利息贖回全部債券。

於緊接有關發行人之發行人集團公司於國際認可證券交易所進行之全面包銷註冊公開發售(「合資格首次公開發售」)結束前，除非先前已兌換、交換或贖回，否則未償還債券將自發行日期起直至發行日期第三週年之日營業時間結束為止任何時間(「交換期」)自動交換為發行人一間附屬公司入賬列作繳足已發行股本之100%。

於到期日後或發生若干提早贖回事件，債券持有人可全權決定要求發行人贖回其全部未償還債券，價格為持有人所支付認購額產生之每年5.50厘內部回報率之金額。

於違約事件或其他與合資格首次公開發售申請有關之事件發生後90日期間，債券持有人獲予認沽期權，可要求本公司購入債券，價格為將為就債券持有人所支付認購額產生之每年5.50厘內部回報率之金額(債券詳情於本公司所刊發日期為2016年6月22日之公告披露)。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 31. CONVERTIBLE AND EXCHANGEABLE BONDS (Continued)

The related interest expense of the liability component of the Bonds for the year ended 31 December 2018 amounted to HK\$65,361,000 (2017: HK\$104,549,000), which was calculated using the effective interest method with an effective interest rate of 10.23% per annum.

The movements in the components of the Bonds during the year ended 31 December 2018 are set out below:

### 31. 可換股及可交換債券(續)

截至2018年12月31日止年度，債券負債部分之相關利息開支為65,361,000港元(2017年：104,549,000港元)，乃採用實際利率法按實際年利率10.23厘計算。

截至2018年12月31日止年度，債券各部分之變動載列如下：

		<b>Liability component</b> 負債部分 HK\$'000 千港元	<b>Embedded derivatives</b> 嵌入式衍生工具 HK\$'000 千港元	<b>Total 總計</b> HK\$'000 千港元
At 1 January 2017	於2017年1月1日	1,010,036	113,717	1,123,753
Change in fair value of embedded derivatives	嵌入式衍生工具公允價值 變動	-	(26,809)	(26,809)
Interest expense	利息開支	104,549	-	104,549
Interest paid	已付利息	(21,989)	-	(21,989)
Exchange differences	匯兌差額	79,785	-	79,785
At 31 December 2017 and 1 January 2018	於2017年12月31日及 2018年1月1日	<b>1,172,381</b>	<b>86,908</b>	<b>1,259,289</b>
Change in fair value of embedded derivatives	嵌入式衍生工具公允價值 變動	-	(65,432)	(65,432)
Interest expense	利息開支	<b>65,361</b>	-	<b>65,361</b>
Interest paid	已付利息	<b>(24,375)</b>	-	<b>(24,375)</b>
Exchange differences	匯兌差額	<b>(62,646)</b>	-	<b>(62,646)</b>
<b>At 31 December 2018</b>	<b>於2018年12月31日</b>	<b>1,150,721</b>	<b>21,476</b>	<b>1,172,197</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 32. FINANCIAL LIABILITY AT FAIR VALUE THROUGH PROFIT OR LOSS

### 32. 按公允價值於損益賬處理之金融負債

		Embedded derivatives (note (a)) 嵌入式 衍生工具 (附註(a)) HK\$'000 千港元	Others (note (b)) 其他 (附註(b)) HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2017	於2017年1月1日	113,717	-	113,717
Change in fair value	公允價值變動	(26,809)	-	(26,809)
At 31 December 2017 and 1 January 2018	於2017年12月31日及 2018年1月1日	<b>86,908</b>	<b>-</b>	<b>86,908</b>
Change in fair value	公允價值變動	<b>(65,432)</b>	<b>5,435</b>	<b>(59,997)</b>
<b>At 31 December 2018</b>	<b>於2018年12月31日</b>	<b>21,476</b>	<b>5,435</b>	<b>26,911</b>

Notes:

(a) Embedded derivatives

At 31 December 2018 and 2017, the amounts represent the fair value of the conversion option embedded in the convertible and exchangeable bonds as disclosed in note 31 to the consolidated financial statements.

The gain on fair value change of the embedded derivatives of the Bonds for the year ended 31 December 2018 of HK\$65,432,000 (2017: HK\$26,809,000) was recognised as "fair value change of financial liabilities at FVTPL" in the consolidated income statement.

(b) Others

The amount represents the fair value of liability component of a foreign currency and interest rate swap contract. The asset component of the swap contract was recognised as "Financial assets at FVTPL" in the consolidated financial statements.

The fair value of interest rate swap is calculated as the present value of the estimated future cash flows based on deserved yield curve.

The fair value of forward exchange contract is determined based on the forward exchange rate at reporting date.

附註：

(a) 嵌入式衍生工具

於2018年及2017年12月31日，有關金額指綜合財務報表附註31所披露可換股及可交換債券之嵌入式兌換期權之公允價值。

截至2018年12月31日止年度，債券之嵌入式衍生工具公允價值變動收益65,432,000港元(2017年：26,809,000港元)於綜合收益表確認為「按公允價值於損益賬處理之金融負債公允價值變動」。

(b) 其他

有關款項指外幣及利率掉期合約負債部分之公允價值。掉期合約之資產部分於綜合財務報表確認為「按公允價值於損益賬處理之金融資產」。

利率掉期之公允價值乃根據可觀察利率曲線計作估計未來現金流量之現值。

遠期匯率合約之公允價值乃根據報告日期之遠期匯率釐定。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 33. OTHER EMPLOYEE BENEFITS

In December 2017, CE Dongli, an indirectly subsidiary of the Company, implemented a scheme (the "Scheme") to incentivise the senior management personnel of CE Dongli (the "CE Senior Management"). The Scheme lasts for a period of 5 years up to 31 December 2021. Pursuant to the Scheme, the Group will effectively grant a total of 15,996,402 units of right to receive profit-share and bonus reward (the "Bonus Reward") to CE Senior Management. The recipients of such Bonus Reward have the rights to exercise at the price of RMB1 for each unit of Bonus Reward in return for one unit of equity interest in CE Dongli (the "CE interests"). Upon the exercising of all units of Bonus Reward, the CE Senior Management will in substance indirectly holding a total of approximately 6.6% of the CE Interests. Within one year after the expiry date of the Scheme (i.e. 31 December 2022), it is mandatory for the Group to buy back all of the CE Interests from the CE Senior Management (the "Buy-back") and there is no choice for the Group or the CE Senior Management to opt for alternative equity settlement. The Buy-back will be made at the pre-determined prices, depending on various performance conditions including CE Dongli's audited and approved revenue and net profit margin.

As at 31 December 2018, a total of 9,716,300 (2017: 3,436,220) units of Bonus Reward were granted to the CE Senior Management and 3,951,800 (2017: 1,718,110) units of the Bonus Reward were exercised. With reference to the probability of meeting the performance conditions set out in the Scheme, the Group estimated a provision for the Buy-back amounting to approximately RMB34,850,000 (equivalent to approximately HK\$41,193,000) (2017: Nil) for the year ended 31 December 2018.

As at 31 December 2018, a total provision of approximately RMB14,862,000 (equivalent to approximately HK\$16,923,000) (2017: Nil) and RMB23,940,000 (equivalent to approximately HK\$27,260,000) (2017: approximately RMB1,718,000 (equivalent to approximately HK\$2,064,000)) was recognised under the current liabilities and non-current liabilities in the consolidated statement of financial position respectively.

### 33. 其他僱員福利

於2017年12月，本公司間接附屬公司中企動力實施一項計劃（「該計劃」）以激勵中企動力之高級管理人員（「中企高級管理人員」）。該計劃直至2021年12月31日為止為期5年。根據該計劃，本集團將向中企高級管理人員實際授出合共15,996,402個收取溢利分享及花紅獎勵（「花紅獎勵」）之權位單位。獲授該等花紅獎勵人士有權按人民幣1元行使各花紅獎勵單位以換取中企動力一單位權益（「中企權益」）。於所有花紅獎勵獲行使後，中企高級管理層將實質上間接持有合共約6.6%中企權益。於計劃屆滿日期（即2022年12月31日）後一年內，本集團須向中企高級管理人員購回所有中企權益（「購回」），且本集團或中企高級管理人員均不得選擇其他權益結算方式。購回將按預設價格進行，取決於各項績效條件包括中企動力之經審核及經批准收益及淨利潤率。

於2018年12月31日，中企高級管理人員獲授合共9,716,300個（2017年：3,436,220個）花紅獎勵單位，其中3,951,800個（2017年：1,718,110個）花紅獎勵單位已獲行使。參考達成該計劃所載績效條件之可能性，本集團估計截至2018年12月31日止年度之購回撥備約為人民幣34,850,000元（相當於約41,193,000港元）（2017年：零）。

於2018年12月31日，於綜合財務狀況報表內之流動負債及非流動負債分別確認撥備總額約人民幣14,862,000元（相當於約16,923,000港元）（2017年：零）及人民幣23,940,000元（相當於約27,260,000港元）（2017年：約人民幣1,718,000元（相當於約2,064,000港元））。



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## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 34. RESTRICTED SHARE AWARD SCHEME

On 9 October 2018, Sino-i, a non-wholly owned subsidiary of the Company, adopted the Restricted Share Award Scheme to recognise the contributions by Sino-i group's personnel and to provide them with incentives in order to retain them for the continual operation and development of the Sino-i group.

On 19 December 2018, a total of 1,806,000,000 Restricted Shares were approved to issue to the custodian and held for selected participants. The Restricted Shares of Sino-i will be vested only after satisfactory completion of performance-based targets. The Restricted Share Award Scheme is subject to the administration of the board of Sino-i in accordance with the Restricted Share Award Scheme. As of 31 December 2018, 1,806,000,000 shares were held by the custodian for the Restricted Share Award Scheme.

The board of Sino-i shall not make any further grant of restricted shares which will result in the total number of shares granted by the board of Sino-i under the Restricted Share Award Scheme to exceed 2,462,000,000 shares.

Unless terminated earlier by the board of Sino-i, the Restricted Share Award Scheme shall be valid and effective for a term of 10 years from the date of its adoption.

### 34. 限制股份獎勵計劃

於2018年10月9日，本公司之非全資附屬公司中國數碼採納限制股份獎勵計劃，以肯定中國數碼集團之若干人員所作貢獻及向彼等提供獎勵，以留聘彼等協助中國數碼集團持續營運及發展。

於2018年12月19日，合共1,806,000,000股限制股份獲批准發行予託管人並就有關獲選參與者持有。中國數碼之限制股份僅於以績效為基礎之目標獲滿意完成後方會歸屬。限制股份獎勵計劃須由中國數碼董事會根據限制股份獎勵計劃管理。於2018年12月31日，1,806,000,000股股份由託管人就限制股份獎勵計劃持有。

倘任何進一步授出限制股份會導致中國數碼董事會根據限制股份獎勵計劃授出之股份總數超過2,462,000,000股，則中國數碼董事會不得作出有關授出。

除非由中國數碼董事會提早終止，否則，限制股份獎勵計劃將自採納日期起計為期十年有效及生效。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 34. RESTRICTED SHARE AWARD SCHEME (Continued)

Movements in the number of share held for the Restricted Share Award Scheme and the Restricted Shares of Sino-i are as follows:

		Number of shares held for Restricted Share Award Scheme 就限制股份獎勵計劃持有之股份數目 '000 千股	Number of Restricted Shares 限制股份數目 '000 千股
At the beginning of the year	年初	-	-
Granted (note (a))	授出(附註(a))	-	1,806,000
Allotted to custodian (note (b))	配發予託管人(附註(b))	1,806,000	-
<b>At the end of the year</b>	<b>年終</b>	<b>1,806,000</b>	<b>1,806,000</b>

Notes:

- (a) On 19 December 2018, the grant of 1,806,000,000 shares of Sino-i to be awarded to selected participants under the Restricted Share Award Scheme was approved by the independent shareholders of Sino-i and the shares would be transferred to the selected participants by the custodian at nil consideration upon satisfaction of its respective vesting conditions. As at the grant date, the fair value of each of the restricted share was HK\$0.055.
- (b) During the year ended 31 December 2018, 1,806,000,000 shares of Sino-i were allotted to the custodian of the Restricted Share Award Scheme at nil consideration.

During the year ended 31 December 2018, approximately HK\$178,000 was recognised as share-based compensation expense included in the profit or loss.

### 34. 限制股份獎勵計劃(續)

就限制股份獎勵計劃持有之股份及中國數碼之限制股份數目變動如下：

		Number of shares held for Restricted Share Award Scheme 就限制股份獎勵計劃持有之股份數目 '000 千股	Number of Restricted Shares 限制股份數目 '000 千股
At the beginning of the year	年初	-	-
Granted (note (a))	授出(附註(a))	-	1,806,000
Allotted to custodian (note (b))	配發予託管人(附註(b))	1,806,000	-
<b>At the end of the year</b>	<b>年終</b>	<b>1,806,000</b>	<b>1,806,000</b>

附註：

- (a) 於2018年12月19日，中國數碼獨立股東批准授出1,806,000,000股中國數碼股份，以供根據限制股份獎勵計劃獎勵獲選參與者，而有關股份可於其各自歸屬條件獲達成後由託管人無償轉讓予獲選參與者。於授出日期，各限制股份之公允價值為0.055港元。
- (b) 截至2018年12月31日止年度，1,806,000,000股中國數碼股份獲無償配發予限制股份獎勵計劃之託管人。

截至2018年12月31日止年度，約178,000港元款項確認為計入損益賬之以股份支付之補償開支。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 35. PROVISION FOR WARRANTY

### 35. 保修撥備

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
At 1 January	於1月1日	3,917	4,296
Additional provision	額外撥備	401	639
Utilisation during the year	年內動用	(222)	(1,315)
Exchange differences	匯兌差額	(210)	297
<b>At 31 December</b>	<b>於12月31日</b>	<b>3,886</b>	3,917

The Group provides one to three years warranty for its movie projection equipment, under which faulty products are repaired or replaced. The amount of the provision for the warranties is estimated based on sales volumes and past experience of the level of repairs and returns. The estimation basis is reviewed on an ongoing basis and revised where appropriate.

本集團為影院放映設備提供一至三年保修，故障產品可維修或更換。保修撥備金額乃根據銷售量以及維修及退貨水平之過往經驗估計。估計基準乃按持續基準審閱並於適當時作出修訂。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 36. DEFERRED TAX

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

#### Deferred tax assets

		Tax loss	Provision of PRC LAT	ECLs	Financing component	Others	Total
		稅項虧損	中國土地 增值稅撥備	預期 信貸虧損	融資部分	其他	總計
		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
At 1 January 2017	於2017年1月1日	2,164	153,473	-	-	5,811	161,448
Acquisition of subsidiaries (note 43)	收購附屬公司 (附註43)	-	-	-	-	1,581	1,581
Deferred tax credited to the income statement (note 9)	於收益表計入遞延 稅項(附註9)	-	338,779	-	-	85,371	424,150
Exchange differences	匯兌差額	(1,617)	14,486	-	-	(3,063)	9,806
At 31 December 2017 and 1 January 2018	於2017年12月31日及 2018年1月1日	<b>547</b>	<b>506,738</b>	-	-	<b>89,700</b>	<b>596,985</b>
Effect on adoption of HKFRS 9 (note 3.1)	採納香港財務報告 準則第9號之影響 (附註3.1)	-	-	<b>34,784</b>	-	-	<b>34,784</b>
Effect on adoption of HKFRS 15 (note 3.1)	採納香港財務報告 準則第15號之影響 (附註3.1)	-	-	-	<b>32,392</b>	-	<b>32,392</b>
At 1 January 2018 (restated)	於2018年1月1日 (經重列)	<b>547</b>	<b>506,738</b>	<b>34,784</b>	<b>32,392</b>	<b>89,700</b>	<b>664,161</b>
Deferred tax (charged)/ credited to the income statement (note 9)	於收益表(扣除)/ 計入遞延稅項 (附註9)	<b>(547)</b>	<b>330,196</b>	<b>4,778</b>	<b>18,102</b>	<b>(61,051)</b>	<b>291,478</b>
Exchange differences	匯兌差額	-	<b>(31,491)</b>	-	-	<b>6,643</b>	<b>(24,848)</b>
<b>Gross deferred tax assets at 31 December 2018</b>	<b>於2018年12月31日 之遞延稅項資產 毛額</b>	<b>-</b>	<b>805,443</b>	<b>39,562</b>	<b>50,494</b>	<b>35,292</b>	<b>930,791</b>

At 31 December 2018, the amount of unused tax losses for which no deferred tax assets is recognised in the consolidated statement of financial position is as follows:

### 36. 遞延稅項

年內遞延稅項資產及負債變動如下：

#### 遞延稅項資產

		Tax loss	Provision of PRC LAT	ECLs	Financing component	Others	Total
		稅項虧損	中國土地 增值稅撥備	預期 信貸虧損	融資部分	其他	總計
		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
At 1 January 2017	於2017年1月1日	2,164	153,473	-	-	5,811	161,448
Acquisition of subsidiaries (note 43)	收購附屬公司 (附註43)	-	-	-	-	1,581	1,581
Deferred tax credited to the income statement (note 9)	於收益表計入遞延 稅項(附註9)	-	338,779	-	-	85,371	424,150
Exchange differences	匯兌差額	(1,617)	14,486	-	-	(3,063)	9,806
At 31 December 2017 and 1 January 2018	於2017年12月31日及 2018年1月1日	<b>547</b>	<b>506,738</b>	-	-	<b>89,700</b>	<b>596,985</b>
Effect on adoption of HKFRS 9 (note 3.1)	採納香港財務報告 準則第9號之影響 (附註3.1)	-	-	<b>34,784</b>	-	-	<b>34,784</b>
Effect on adoption of HKFRS 15 (note 3.1)	採納香港財務報告 準則第15號之影響 (附註3.1)	-	-	-	<b>32,392</b>	-	<b>32,392</b>
At 1 January 2018 (restated)	於2018年1月1日 (經重列)	<b>547</b>	<b>506,738</b>	<b>34,784</b>	<b>32,392</b>	<b>89,700</b>	<b>664,161</b>
Deferred tax (charged)/ credited to the income statement (note 9)	於收益表(扣除)/ 計入遞延稅項 (附註9)	<b>(547)</b>	<b>330,196</b>	<b>4,778</b>	<b>18,102</b>	<b>(61,051)</b>	<b>291,478</b>
Exchange differences	匯兌差額	-	<b>(31,491)</b>	-	-	<b>6,643</b>	<b>(24,848)</b>
<b>Gross deferred tax assets at 31 December 2018</b>	<b>於2018年12月31日 之遞延稅項資產 毛額</b>	<b>-</b>	<b>805,443</b>	<b>39,562</b>	<b>50,494</b>	<b>35,292</b>	<b>930,791</b>

於2018年12月31日，未於綜合財務狀況報表確認為遞延稅項資產之未動用稅項虧損金額如下：

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Temporary differences attributable to:	以下項目應佔之暫時差額：		
— unused tax losses	— 未動用稅項之虧損	<b>3,746,107</b>	2,476,956

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 36. DEFERRED TAX (Continued)

Deferred tax asset in respect of these tax losses has not been recognised in the financial statements due to the unpredictability of future profit streams against which the tax losses can be utilised. The tax losses of the subsidiaries operating in Mainland China amounted to HK\$1,777,561,000 (2017: HK\$1,208,595,000) can be carried forward for five years while tax losses of the subsidiaries operating in Hong Kong and certain jurisdictions amounted to HK\$992,803,000 (2017: HK\$602,340,000) can be carried forward indefinitely under the current tax legislation. Tax losses of the subsidiaries operated in other jurisdictions amounted to HK\$975,743,000 (2017: HK\$666,021,000) can be carried forward up to twenty years.

#### Deferred tax liabilities

		Fair value adjustments arising from acquisition of subsidiaries	Fair value adjustments on investment properties	Temporary difference on receipt in advance	Temporary difference on contract liabilities	Total
		收購附屬公司產生之公允價值調整	投資物業之公允價值調整	預收款項之暫時差額	合約負債之暫時差額	總計
		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
At 1 January 2017	於2017年1月1日	841,241	45,800	19,849	-	906,890
Acquisition of subsidiaries (note 43)	收購附屬公司(附註43)	169,351	-	-	-	169,351
Deferred tax (credited)/charged to the income statement (note 9)	於收益表(計入)/扣除遞延稅項(附註9)	(47,844)	534	-	-	(47,310)
Exchange differences	匯兌差額	7,735	-	1,492	-	9,227
At 31 December 2017 and 1 January 2018	於2017年12月31日及2018年1月1日	<b>970,483</b>	<b>46,334</b>	<b>21,341</b>	-	<b>1,038,158</b>
Effect on adoption of HKFRS 15 (note 3.1)	採納香港財務報告準則第15號之影響(附註3.1)	-	-	(21,341)	21,341	-
At 1 January 2018 (restated)	於2018年1月1日(經重列)	<b>970,483</b>	<b>46,334</b>	-	<b>21,341</b>	<b>1,038,158</b>
Acquisition of subsidiaries (note 43)	收購附屬公司(附註43)	625	-	-	-	625
Deferred tax (credited)/charged to the income statement (note 9)	於收益表(計入)/扣除遞延稅項(附註9)	(316,677)	76,469	-	-	(240,208)
Exchange differences	匯兌差額	(10,542)	-	-	(1,108)	(11,650)
<b>Gross deferred tax liabilities at 31 December 2018</b>	<b>於2018年12月31日之遞延稅項負債毛額</b>	<b>643,889</b>	<b>122,803</b>	<b>-</b>	<b>20,233</b>	<b>786,925</b>

The Group is also subject to withholding tax at the rate of 5% (2017: 5%) and 10% (2017: 10%) on the distributions of profits generated from the Group's major PRC subsidiaries which are directly owned by the Group's subsidiaries incorporated in Hong Kong and BVI respectively.

### 36. 遞延稅項(續)

因無法預計可用以抵銷稅項虧損之日後溢利來源，故並無在財務報表中確認該等稅項虧損之遞延稅項資產。於中國內地營運之附屬公司稅項虧損1,777,561,000港元(2017年：1,208,595,000港元)可結轉五年，而根據現行稅法，於香港及若干司法權區營運之附屬公司稅項虧損992,803,000港元(2017年：602,340,000港元)可無限期結轉。於其他司法權區營運之附屬公司稅項虧損為975,743,000港元(2017年：666,021,000港元)可結轉最多二十年。

#### 遞延稅項負債

		Fair value adjustments arising from acquisition of subsidiaries	Fair value adjustments on investment properties	Temporary difference on receipt in advance	Temporary difference on contract liabilities	Total
		收購附屬公司產生之公允價值調整	投資物業之公允價值調整	預收款項之暫時差額	合約負債之暫時差額	總計
		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
At 1 January 2017	於2017年1月1日	841,241	45,800	19,849	-	906,890
Acquisition of subsidiaries (note 43)	收購附屬公司(附註43)	169,351	-	-	-	169,351
Deferred tax (credited)/charged to the income statement (note 9)	於收益表(計入)/扣除遞延稅項(附註9)	(47,844)	534	-	-	(47,310)
Exchange differences	匯兌差額	7,735	-	1,492	-	9,227
At 31 December 2017 and 1 January 2018	於2017年12月31日及2018年1月1日	<b>970,483</b>	<b>46,334</b>	<b>21,341</b>	-	<b>1,038,158</b>
Effect on adoption of HKFRS 15 (note 3.1)	採納香港財務報告準則第15號之影響(附註3.1)	-	-	(21,341)	21,341	-
At 1 January 2018 (restated)	於2018年1月1日(經重列)	<b>970,483</b>	<b>46,334</b>	-	<b>21,341</b>	<b>1,038,158</b>
Acquisition of subsidiaries (note 43)	收購附屬公司(附註43)	625	-	-	-	625
Deferred tax (credited)/charged to the income statement (note 9)	於收益表(計入)/扣除遞延稅項(附註9)	(316,677)	76,469	-	-	(240,208)
Exchange differences	匯兌差額	(10,542)	-	-	(1,108)	(11,650)
<b>Gross deferred tax liabilities at 31 December 2018</b>	<b>於2018年12月31日之遞延稅項負債毛額</b>	<b>643,889</b>	<b>122,803</b>	<b>-</b>	<b>20,233</b>	<b>786,925</b>

本集團亦須就分派本集團主要中國附屬公司所得溢利分別按5%(2017年：5%)及10%(2017年：10%)繳交預扣稅。該等中國附屬公司由本集團分別於香港及英屬維爾京群島註冊成立之附屬公司直接擁有。



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## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 37. SHARE CAPITAL

		Number of ordinary shares of HK\$0.01 each 每股面值0.01港元 之普通股數目	HK\$'000 千港元
Authorised: At 1 January 2017, 31 December 2017 and <b>31 December 2018</b>	法定： 於2017年1月1日、 2017年12月31日 及 <b>2018年12月31日</b>	<b>500,000,000,000</b>	<b>5,000,000</b>
Issued and fully paid: At 1 January 2017, 31 December 2017 and <b>31 December 2018</b>	已發行及繳足： 於2017年1月1日、 2017年12月31日 及 <b>2018年12月31日</b>	<b>68,645,535,794</b>	<b>686,455</b>

### 37. 股本

### 38. SHARE OPTION SCHEME

The Company operates a share option scheme.

Under the ordinary resolution passed at the annual general meeting on 28 May 2012, the Board of the Company adopted a new share option scheme and simultaneously terminated the share option scheme adopted on 29 August 2002. Under the new scheme, share options may be granted to directors, employees of the Group and those who have contributed or will contribute to the Group at any time within ten years after its adoption at the discretion of the Board of the Company.

There are no outstanding share options at 31 December 2018 (2017: Nil).

### 38. 購股權計劃

本公司推行一項購股權計劃。

根據於2012年5月28日之股東周年大會上通過之普通決議案，本公司董事會採納新購股權計劃，並同時終止於2002年8月29日採納之購股權計劃。根據新計劃，本公司董事會可在採納後十年內隨時酌情授出購股權予本集團之董事、僱員以及曾為或將為本集團作出貢獻之人士。

於2018年12月31日並無任何未行使之購股權(2017年：無)。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 39. RESERVES

#### Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 120 of the financial statements.

Notes:

- (a) Share premium is the excess of the proceeds received over the nominal value of the shares of the Company issued at a premium, less the amount of expenses incurred in connection with the issue of the shares. According to the annual general meeting held on 30 May 2018, the Company has decided to reduce the share premium account amounting to approximately HK\$965,900,000, and the amount arising from the reduction has been transferred to the contributed surplus account.
- (b) Capital reserve of the Group mainly represented the reserves arising from capital reduction pursuant to a special resolution passed on 30 April 2002 and the amount previously recognised in share option reserve arising from the exercise of share options and capital reserve arising from acquisition of subsidiaries.
- (c) General reserve of the Group mainly represented statutory reserves of subsidiaries established in Mainland China. These subsidiaries are required to transfer 10% of their profit after tax calculated in accordance with the PRC accounting regulations to the statutory reserve until the reserve reaches 50% of their respective capital upon which any further appropriation will be at the directors' recommendation. Such reserve may be used to reduce any losses incurred by the subsidiaries or be capitalised as paid-up capital of the subsidiaries.
- (d) FVOCI reserve represents fair value reserve comprises the cumulative net charge in the fair value of equity investment designated at FVOCI under HKFRS 9 that are held at the end of the reporting period.
- (e) Share-based payments reserve represents cumulative expenses recognised on the granting of Restricted Share Award Scheme to the employees over the vesting period.
- (f) Exchange differences arising from the translation of the net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. HK\$) are recognised directly in other comprehensive income and accumulated in the exchange reserve. The reserve is dealt with in accordance with the accounting policy of foreign currencies set out in note 2.6.

### 39. 儲備

#### 集團

本年度及過往年度本集團儲備金額及其變動載於財務報表第120頁之綜合權益變動表。

附註：

- (a) 股份溢價為已收所得款項超出本公司按溢價發行之股份面值之部分，扣除就發行股份產生之開支金額。根據於2018年5月30日舉行之股東周年大會，本公司決定削減股份溢價賬約965,900,000港元，削減金額已轉撥至繳入盈餘賬。
- (b) 本集團資本儲備主要指根據於2002年4月30日通過之特別決議案削減股本產生之儲備，因行使購股權而先於購股權儲備中確認之金額，以及收購附屬公司所產生之資本儲備。
- (c) 本集團一般儲備主要指於中國內地成立之附屬公司之法定儲備。該等公司須將按中國會計規則計算之除稅後溢利10%撥為法定儲備，直至該儲備達至相關資本之50%為止，其後之任何進一步轉撥可由董事酌情建議作出。該儲備可用以減低附屬公司產生之虧損或資本化作為附屬公司之實繳股本。
- (d) 按公允價值於其他全面收益處理之儲備指包括根據香港財務報告準則第9號指定為按公允價值於其他全面收益處理之權益投資公允價值累計淨變動並於報告期末持有之公允價值儲備。
- (e) 以股份支付之儲備指於歸屬期間向僱員授予限制股份獎勵計劃確認之累計開支。
- (f) 匯兌差額於將本集團海外業務之資產淨值由其功能貨幣換算為本集團之呈列貨幣（即港元）時產生，乃直接於其他全面收益中確認並於匯兌儲備累計。有關儲備乃根據附註2.6所載外幣之會計政策處理。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 39. RESERVES (Continued)

#### Company

### 39. 儲備(續)

#### 公司

		Share premium (note a)	Contributed surplus (note b)	Capital reserve (note c)	FVOCI reserve (note d)	Accumulated losses	Total
		股份溢價 (附註a)	繳入盈餘 (附註b)	資本儲備 (附註c)	按公允價值 於其他全面 收益處理之 儲備(附註d)	累計 虧損	總計
		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
At 1 January 2017	於2017年1月1日	965,911	1,971,857	7,480	-	(1,655,049)	1,290,199
Profit for the year	年內溢利	-	-	-	-	107,360	107,360
Dividend relating to 2016	2016年相關股息	-	-	-	-	(137,291)	(137,291)
At 31 December 2017 and 1 January 2018	於2017年12月31日 及2018年1月1日	<b>965,911</b>	<b>1,971,857</b>	<b>7,480</b>	<b>-</b>	<b>(1,684,980)</b>	<b>1,260,268</b>
Effect on adoption of HKFRS 9 (note 3.1)	採納香港財務 報告準則第9號 之影響(附註3.1)	-	-	-	(1,580)	-	(1,580)
At 1 January 2018 (restated)	於2018年1月1日 (經重列)	<b>965,911</b>	<b>1,971,857</b>	<b>7,480</b>	<b>(1,580)</b>	<b>(1,684,980)</b>	<b>1,258,688</b>
Profit for the year	年內溢利	-	-	-	-	288,274	288,274
Other comprehensive income	其他全面收益	-	-	-	4,950	-	4,950
Reduction of share premium	減少股份溢價	(965,900)	965,900	-	-	-	-
Dividend relating to 2017	2017年相關股息	-	-	-	-	(157,885)	(157,885)
<b>At 31 December 2018</b>	<b>於2018年12月31日</b>	<b>11</b>	<b>2,937,757</b>	<b>7,480</b>	<b>3,370</b>	<b>(1,554,591)</b>	<b>1,394,027</b>

Notes:

- (a) Share premium is the excess of the proceeds received over the nominal value of the shares of the Company issued at a premium, less the amount of expenses incurred in connection with the issue of the shares.
- (b) Contributed surplus of the Company includes the difference between the aggregate net asset value of the subsidiaries acquired and the nominal amount of the Company's shares issued for the acquisition and the reserves arising from capital reduction pursuant to a special resolution passed on 30 April 2002. Under the Bermuda Companies Act, the contributed surplus is distributable to the shareholders under certain circumstances. According to the annual general meeting held on 30 May 2018, the Company has decided to reduce the share premium account amounting to approximately HK\$965,900,000, and the amount arising from the reduction has been transferred to the contributed surplus account.
- (c) Capital reserve of the Company represents the amount of equity-settled share-based compensation previously recognised transferred from the share options reserve when the share options are exercised.
- (d) FVOCI reserve represents fair value reserve comprises the cumulative net change in the fair value of equity investment designated at FVOCI under HKFRS 9 that are held at the end of the reporting period.

附註:

- (a) 股份溢價為已收所得款項超出本公司按溢價發行之股份面值之部分，扣除就發行股份產生之開支金額。
- (b) 本公司之繳入盈餘包括所收購附屬公司之資產淨值總額與為收購而發行之本公司股份面值間之差額以及根據2002年4月30日通過之特別決議案削減股本產生之儲備。根據百慕達公司法，繳入盈餘於若干情況下可分派予股東。根據於2018年5月30日舉行之股東周年大會，本公司決定削減股份溢價賬約965,900,000港元，削減金額已轉撥至繳入盈餘賬。
- (c) 本公司之資本儲備指早前已確認之權益結算以股份支付酬金，乃於行使購股權時轉撥自購股權儲備。
- (d) 按公允價值於其他全面收益處理之儲備指包括根據香港財務報告準則第9號指定為按公允價值於其他全面收益處理之權益投資公允價值累計淨變動並於報告期末持有之公允價值儲備。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 40. HOLDING COMPANY STATEMENT OF FINANCIAL POSITION 40. 控股公司之財務狀況報表

	Notes 附註	2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>ASSETS AND LIABILITIES</b>			
<b>Non-current assets</b>			
Interests in subsidiaries	16	3,000,000	3,000,000
Available-for-sale financial assets		-	131,234
Financial assets at fair value through other comprehensive income		186,418	-
Financial assets at fair value through profit or loss		112	-
		<b>3,186,530</b>	3,131,234
<b>Current assets</b>			
Amounts due from subsidiaries		6,938,348	7,094,885
Deposits, prepayments and other receivables		95,898	6,298
Pledged and restricted bank deposits		57,009	-
Cash and cash equivalents		73,024	356,895
		<b>7,164,279</b>	7,458,078
<b>Current liabilities</b>			
Other payables and accruals		14,936	37,702
Provision for tax		594	130
Loan from subsidiaries		1,127,112	-
Amount due to a director		76,993	11,315
Amounts due to subsidiaries		3,756,910	4,190,379
Bank and other borrowings		3,288,347	1,804,037
		<b>8,264,892</b>	6,043,563
<b>Net current (liabilities)/assets</b>		<b>(1,100,613)</b>	1,414,515
<b>Total assets less current liabilities</b>		<b>2,085,917</b>	4,545,749
<b>Non-current liabilities</b>			
Loan from subsidiaries		-	1,046,644
Bank and other borrowings		-	1,552,382
Financial liability at fair value through profit or loss		5,435	-
		<b>5,435</b>	2,599,026
<b>Net assets</b>		<b>2,080,482</b>	1,946,723
<b>EQUITY</b>			
Share capital	37	686,455	686,455
Reserves	39	1,394,027	1,260,268
<b>Total equity</b>		<b>2,080,482</b>	1,946,723

On behalf of the Board

代表董事會

**Yu Pun Hoi**  
于品海  
Director  
董事

**Liu Rong**  
劉榮  
Director  
董事

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 41. NON-CONTROLLING INTERESTS

Sino-i, a 59.11% (2017: 64.45%) owned subsidiary of the Company, and Crabtree & Evelyn, a 70% owned subsidiary of the Company, has material non-controlling interests ("NCI"). The NCI of all other subsidiaries that are not 100% owned by the Group are considered to be immaterial.

Summarised financial information in relation to the NCI of Sino-i, before intra-group eliminations, is presented below:

### 41. 非控股權益

本公司擁有59.11% (2017年：64.45%) 權益之附屬公司中國數碼及本公司擁有70%權益之附屬公司Crabtree & Evelyn擁有重大非控股權益(「非控股權益」)。本集團非全資擁有之所有其他附屬公司之非控股權益被視為並不重大。

進行集團內抵銷前有關中國數碼非控股權益之財務資料概要呈列如下：

		<b>2018</b>	2017
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Non-current assets	非流動資產	<b>624,680</b>	1,906,539
Current assets	流動資產	<b>1,468,180</b>	600,163
Current liabilities	流動負債	<b>(529,357)</b>	(675,556)
Non-current liabilities	非流動負債	<b>(31,735)</b>	(7,758)
Net assets	資產淨值	<b>1,531,768</b>	1,823,388
Accumulated NCI	累計非控股權益	<b>622,001</b>	659,433
Revenue	收益	<b>1,012,450</b>	833,245
Profit for the year	年內溢利	<b>375,812</b>	10,022
Total comprehensive income for the year	年內全面收益總額	<b>296,146</b>	18,839
Profit allocated to NCI	分配予非控股權益之溢利	<b>152,700</b>	2,684
Dividend paid to NCI	已付非控股權益股息	<b>(198,118)</b>	-
Cash flows generated from operating activities	經營活動所得現金流量	<b>62,599</b>	13,902
Cash flows generated from investing activities	投資活動所得現金流量	<b>510,557</b>	312,289
Cash flows used in financing activities	融資活動所用現金流量	<b>(701,172)</b>	(117,627)
Net cash (outflows)/inflows	現金(流出)/流入淨額	<b>(128,016)</b>	208,564



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 41. NON-CONTROLLING INTERESTS (Continued)

Summarised financial information in relation to the NCI of Crabtree & Evelyn, before intra-group eliminations, is presented below:

### 41. 非控股權益(續)

進行集團內抵銷前有關Crabtree & Evelyn非控股權益之財務資料概要呈列如下：

		<b>2018</b>	2017
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Non-current assets	非流動資產	<b>572,440</b>	705,497
Current assets	流動資產	<b>388,812</b>	940,897
Current liabilities	流動負債	<b>(1,683,450)</b>	(1,573,813)
Non-current liabilities	非流動負債	<b>(5,578)</b>	(11,440)
Net assets	資產淨值	<b>(727,776)</b>	61,141
Accumulated NCI	累計非控股權益	<b>(12,293)</b>	238,840
Revenue	收益	<b>829,533</b>	874,472
Loss for the year	年內虧損	<b>(833,267)</b>	(406,707)
Total comprehensive income for the year	年內全面收益總額	<b>(788,917)</b>	(407,110)
Loss allocated to NCI	分配予非控股權益之虧損	<b>(251,132)</b>	(123,240)
Dividend paid to NCI	已付非控股權益股息	-	-
Cash flows generated from operating activities	經營活動所得現金流量	<b>58,275</b>	124,875
Cash flows used in investing activities	投資活動所用現金流量	<b>(110,317)</b>	(146,664)
Cash flows generated from financing activities	融資活動所得現金流量	<b>4,832</b>	39
Net cash outflows	現金流出淨額	<b>(47,210)</b>	(21,750)

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 41. NON-CONTROLLING INTERESTS (Continued)

During the year ended 31 December 2018, the Group's material acquisition of non-controlling interests is set out as follows:

On 14 March 2018, 大地影院發展有限公司, an indirect 90.1%-owned subsidiary of the Company, acquired the remaining 20% equity interest in 內蒙古大地影院管理有限公司 at a cash consideration of RMB2,010,000 (equivalent to approximately HK\$2,513,000). 內蒙古大地影院管理有限公司 was an indirect 72.08%-owned subsidiary of the Company right before the completion of the transaction and became an indirect 90.1%-owned subsidiary of the Company upon completion of the transaction.

The following summarised the effect of the changes in the Group's ownership interest in 內蒙古大地影院管理有限公司 on the equity attributable to owners of the Company:

### 41. 非控股權益(續)

截至2018年12月31日止年度，本集團之非控股權益重大收購事項載列如下：

於2018年3月14日，本公司擁有90.1%權益之間接附屬公司大地影院發展有限公司收購於內蒙古大地影院管理有限公司餘下20%股權，現金代價為人民幣2,010,000元(相當於約2,513,000港元)。內蒙古大地影院管理有限公司於交易完成前為本公司擁有72.08%權益之間接附屬公司，於交易完成後則成為本公司擁有90.1%權益之間接附屬公司。

本集團於內蒙古大地影院管理有限公司之所有權變動對本公司擁有人應佔權益之影響概述如下：

		<b>2018</b> <b>HK\$'000</b> 千港元
Carrying amount of non-controlling interests acquired	所收購非控股權益之賬面值	<b>2,424</b>
Consideration paid to non-controlling interests	已付非控股權益之代價	<b>(2,513)</b>
Excess of consideration paid recognised within equity	於權益中確認超逾已付代價之款額	<b>(89)</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 41. NON-CONTROLLING INTERESTS (Continued)

During the year ended 31 December 2017, the Group's material acquisition of non-controlling interests is set out as follows:

On 27 February 2017, 大地影院發展有限公司, an indirect 90%-owned subsidiary of the Company, acquired the remaining 30% equity interest in 陝西大地影院建設有限公司 at a cash consideration of RMB11,010,000 (equivalent to approximately HK\$12,415,000). 陝西大地影院建設有限公司 was an indirect 63%-owned subsidiary of the Company right before the completion of the transaction and became an indirect 90%-owned subsidiary of the Company upon completion of the transaction.

In June 2017, the Group further acquired 0.1% of 廣東大地影院建設有限公司, the immediate holding company of 大地影院發展有限公司. After the completion of transfer, 大地影院發展有限公司 and 陝西大地影院建設有限公司 became 90.1% owned subsidiaries of the Group.

The following summarised the effect of the changes in the Group's ownership interest in 陝西大地影院建設有限公司 on the equity attributable to owners of the Company:

		2017 HK\$'000 千港元
Carrying amount of non-controlling interests acquired	所收購非控股權益之賬面值	9,276
Consideration paid to non-controlling interests	已付非控股權益之代價	(12,415)
Excess of consideration paid recognised within equity	於權益中確認超逾已付代價之款額	(3,139)

### 42. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

#### (a) Major non-cash transactions

During the year ended 31 December 2018, certain non-current deposits and other receivables of the Group amounting to approximately HK\$22,226,000 (2017: HK\$90,495,000) were transferred to property, plant and equipment.

The Group entered into finance lease arrangements in respect of certain assets with a total capital value of approximately HK\$64,320,000 (2017: Nil) at the inception of the lease.

### 41. 非控股權益(續)

截至2017年12月31日止年度，本集團之非控股權益重大收購事項載列如下：

於2017年2月27日，本公司擁有90%權益之間接附屬公司大地影院發展有限公司收購陝西大地影院建設有限公司餘下30%股權，現金代價為人民幣11,010,000元（相當於約12,415,000港元）。陝西大地影院建設有限公司於交易完成前為本公司擁有63%權益之間接附屬公司，並於交易完成後成為本公司擁有90%權益之間接附屬公司。

於2017年6月，本集團進一步收購廣東大地影院建設有限公司（即大地影院發展有限公司之直接控股公司）0.1%權益。於轉讓完成後，大地影院發展有限公司及陝西大地影院建設有限公司成為本集團擁有90.1%權益之附屬公司。

本集團於陝西大地影院建設有限公司之所有權變動對本公司擁有人應佔權益之影響概述如下：

### 42. 綜合現金流量報表附註

#### (a) 主要非現金交易

截至2018年12月31日止年度，本集團約22,226,000港元（2017年：90,495,000港元）之若干非流動訂金及其他應收款項撥入物業、廠房及設備。

本集團就若干資產訂立融資租賃安排，於租賃開始時資本總值約為64,320,000港元（2017年：零）。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 42. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

### 42. 綜合現金流量報表附註(續)

#### (b) Reconciliation of liabilities arising from financing activities:

#### (b) 融資活動所產生負債之對賬：

		Bank and other borrowings (note 29)	Finance lease liabilities (note 30)	Convertible and exchangeable bonds (note 31)	Amount due to a director (note 28(a))	Total
		銀行及其他借貸 (附註29)	融資租賃負債 (附註30)	可換股及可交換債券 (附註31)	欠一名董事款項 (附註28(a))	總計
		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
At 1 January 2018	於2018年1月1日	22,896,454	87,173	1,172,381	9,878	24,165,886
<b>Changes from financing cash flows:</b>	<b>融資現金流量變動：</b>					
Proceeds from bank and other borrowings	銀行及其他借貸所得款項	5,366,418	-	-	-	5,366,418
Repayment of bank and other borrowings	償還銀行及其他借貸	(9,147,899)	-	-	-	(9,147,899)
Repayment of capital element of finance lease liabilities	償還融資租賃負債本金部分	-	(56,584)	-	-	(56,584)
Repayment of interest element of finance lease liabilities	償還融資租賃負債利息部分	-	(8,529)	-	-	(8,529)
Advance from a director	來自一名董事之墊款	-	-	-	53,215	53,215
Interest paid	已付利息	(1,455,255)	-	(24,375)	-	(1,479,630)
<b>Total changes from financing cash flows:</b>	<b>融資現金流量變動總額：</b>	<b>(5,236,736)</b>	<b>(65,113)</b>	<b>(24,375)</b>	<b>53,215</b>	<b>(5,273,009)</b>
<b>Exchange differences:</b>	<b>匯兌差額：</b>	<b>(407,277)</b>	<b>(4,819)</b>	<b>(62,646)</b>	<b>2,039</b>	<b>(472,703)</b>
<b>Other changes:</b>	<b>其他變動：</b>					
Interest expenses	利息開支	815,602	-	65,361	-	880,963
Capitalised borrowing costs	撥充資本之借貸成本	650,962	-	-	-	650,962
New finance leases	新增融資租賃	-	64,320	-	-	64,320
Finance charges on obligations under finance lease	融資租賃項下責任之融資開支	-	8,529	-	-	8,529
<b>Total other changes</b>	<b>其他變動總額</b>	<b>1,466,564</b>	<b>72,849</b>	<b>65,361</b>	<b>-</b>	<b>1,604,774</b>
<b>At 31 December 2018</b>	<b>於2018年12月31日</b>	<b>18,719,005</b>	<b>90,090</b>	<b>1,150,721</b>	<b>65,132</b>	<b>20,024,948</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 42. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

### 42. 綜合現金流量報表附註(續)

#### (b) Reconciliation of liabilities arising from financing activities: (Continued)

#### (b) 融資活動所產生負債之對賬：(續)

		Bank and other borrowings (note 29) 銀行及 其他借貸 (附註29) HK\$'000 千港元	Finance lease liabilities (note 30) 融資 租賃負債 (附註30) HK\$'000 千港元	Convertible and exchangeable bonds (note 31) 可換股及 可交換債券 (附註31) HK\$'000 千港元	Amount due to a director (note 28(a)) 欠一名 董事款項 (附註28(a)) HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2017	於2017年1月1日	14,381,866	75,501	1,010,036	30,108	15,497,511
Changes from financing cash flows:	融資現金流量變動：					
Proceeds from bank and other borrowings	銀行及其他借貸所得款項	12,722,113	-	-	-	12,722,113
Repayment of bank and other borrowings	償還銀行及其他借貸	(5,206,663)	-	-	-	(5,206,663)
Repayment of capital element of finance lease liabilities	償還融資租賃負債本金部分	-	(43,760)	-	-	(43,760)
Repayment of interest element of finance lease liabilities	償還融資租賃負債利息部分	-	(7,974)	-	-	(7,974)
Repayment to a director	償還一名董事款項	-	-	-	(21,664)	(21,664)
Interest paid	已付利息	(1,219,645)	-	(21,989)	-	(1,241,634)
Total changes from financing cash flows:	融資現金流量變動總額：	6,295,805	(51,734)	(21,989)	(21,664)	6,200,418
Exchange differences:	匯兌差額：	775,713	7,704	79,785	1,434	864,636
Acquisition of subsidiaries (note 43)	收購附屬公司(附註43)	189,476	47,728	-	-	237,204
Other changes:	其他變動：					
Interest expenses	利息開支	711,208	-	104,549	-	815,757
Capitalised borrowing costs	撥充資本之借貸成本	542,386	-	-	-	542,386
Finance charges on obligations under finance lease	融資租賃項下責任之融資開支	-	7,974	-	-	7,974
Total other changes	其他變動總額	1,253,594	7,974	104,549	-	1,366,117
At 31 December 2017	於2017年12月31日	22,896,454	87,173	1,172,381	9,878	24,165,886



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 43. BUSINESS COMBINATIONS

- (a) During the year ended 31 December 2018, the Group acquired equity interest of certain companies owned by independent third parties.

The Group's material business combination is detailed as follows:

During the year ended 31 December 2018, 廣東自由人影城管理有限公司, an indirect non-wholly owned subsidiary of the Company acquired 100% equity interest in 浙江視博, which is a company incorporated in the PRC. 浙江視博 and its subsidiaries are principally engaged in cinema operation in Zhejiang. The Group aims to expand its presence in Zhejiang through this acquisition. The acquisition was completed on 9 July 2018 (the "浙江視博 Acquisition Date").

The fair values of the identifiable assets and liabilities of 浙江視博 as at the 浙江視博 Acquisition Date were as follows:

### 43. 業務合併

- (a) 截至2018年12月31日止年度，本集團收購多間由獨立第三方擁有之公司之股權。

本集團主要業務合併之詳情如下：

截至2018年12月31日止年度，本公司之間接非全資附屬公司廣東自由人影城管理有限公司收購浙江視博100%股權，一間於中國註冊成立之公司全部股權。浙江視博及其附屬公司主要在浙江從事影院業務。本集團旨在透過此項收購擴大在浙江的市場份額。收購事項已於2018年7月9日（「浙江視博收購日期」）完成。

於浙江視博收購日期，浙江視博已識別資產及負債之公允價值如下：

		Fair value 公允價值 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	80,430
Intangible assets	無形資產	2,229
Inventories	存貨	15,553
Trade receivables (note (b))	應收貿易款項(附註(b))	10,062
Deposits, prepayments and other receivables (note (b))	按金、預付款項及其他應收款項(附註(b))	5,819
Cash and cash equivalents	現金及等同現金項目	18,693
Trade payables	應付貿易款項	(5,623)
Other payables and accruals	其他應付款項及應計費用	(8,242)
Contract liabilities	合約負債	(19,250)
Total identifiable net assets at fair value	按公允價值計算可識別資產淨額之總值	99,671
Goodwill (note (a))	商譽(附註(a))	472,367
Fair value of consideration	代價之公允價值	572,038
Purchase consideration	購買代價	(572,038)
Less: Consideration payables	減：應付代價	(223,845)
Add: cash and cash equivalents in subsidiaries acquired	加：收購附屬公司之現金及等同現金項目	18,693
Net cash outflows in acquisition	收購之現金流出淨額	(329,500)

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 43. BUSINESS COMBINATIONS (Continued)

(a) (Continued)

Notes:

- (a) The goodwill of HK\$472,367,000 arising from the acquisition of 浙江視博, which is not deductible for tax purposes, represents the synergistic effect by enabling the Group to expand its cinema coverage in a more efficient and cost-effective manner by taking the advantages of 浙江視博's existing customer network in Zhejiang.
- (b) The fair value and the gross amount of trade receivables and other receivables amounted to HK\$10,062,000 and HK\$5,819,000 respectively. None of these receivables was impaired and it was expected that the full contractual amounts could be collected.
- (c) The Group incurred transaction costs of HK\$286,000 for the acquisition which have been expensed and recognised as administrative expense in profit or loss for the year.
- (d) 浙江視博 contributed revenue of HK\$57,003,000 and net loss of HK\$7,011,000 to the Group since the 浙江視博 Acquisition Date to 31 December 2018. Had the acquisition occurred on 1 January 2018, consolidated revenue and consolidated profit for the year would have been HK\$16,864,039,000 and HK\$969,131,000 respectively.
- (b) During the year ended 31 December 2017, the Group acquired equity interest of certain companies owned by independent third parties.

The Group's material business combinations are detailed as follows:

- (i) On 25 January 2017, True Vision Limited, an indirect wholly-owned subsidiary of the Company, entered into a sale and purchase agreement to acquire Orange Sky Golden Harvest Cinemas (China) Company Limited through the acquisition of the total issued share capital of City Entertainment Corporation Limited ("OSGH"), which is a company incorporated in Hong Kong. OSGH and its subsidiaries are principally engaged in cinema operation in Mainland China. Through the acquisition, the Group is able to increase the number of cinemas and screens significantly that the Group operates and manages in the PRC and strengthen its position in the PRC cinema industry. The acquisition was completed on 28 July 2017 (the "OSGH Acquisition Date").

### 43. 業務合併(續)

(a) (續)

附註:

- (a) 收購浙江視博產生之商譽472,367,000港元不可扣稅，指讓本集團借助浙江視博在浙江之現有客戶網絡，以更具效率及成本效益之方式為擴展影院覆蓋範圍所產生之協同效益。
- (b) 應收貿易款項及其他應收款項之公允價值及總額分別為10,062,000港元及5,819,000港元。該等應收款項概無減值，預期合約金額將可全數收回。
- (c) 本集團就收購事項產生之交易成本286,000港元已支銷，並於截至本年度之損益賬確認為行政開支。
- (d) 自浙江視博收購日期至2018年12月31日止，浙江視博為本集團帶來收益及虧損淨額分別為57,003,000港元及7,011,000港元。倘收購事項於2018年1月1日產生，年度綜合收益及綜合溢利分別為16,846,039,000港元及969,131,000港元。
- (b) 截至2017年12月31日止年度，本集團收購多間由獨立第三方擁有之公司之股權。

本集團之重大業務合併之詳情如下：

- (i) 於2017年1月25日，本公司之間接全資附屬公司美視角有限公司訂立買賣協議，透過收購於香港註冊成立之公司橙天嘉禾影城有限公司(「橙天嘉禾」)之全部已發行股本收購橙天嘉禾影城(中國)有限公司。橙天嘉禾及其附屬公司主要於中國內地從事影院經營。本集團透過此項收購大幅增加本集團於中國經營及管理的影院及銀幕數目，並鞏固其於中國影城業之地位。此項收購於2017年7月28日(「橙天嘉禾收購日期」)完成。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 43. BUSINESS COMBINATIONS (Continued)

(b) (i) (Continued)

The fair values of the identifiable assets and liabilities of OSGH as at the OSGH Acquisition Date were as follows:

### 43. 業務合併(續)

(b) (i) (續)

橙天嘉禾可識別資產及負債於橙天嘉禾收購日期之公允價值如下：

		Fair value 公允價值 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	1,244,282
Interests in associates	於聯營公司之權益	1,285
Interest in a joint venture	於一間合營企業之權益	5,061
Intangible assets	無形資產	571,146
Inventories	存貨	12,813
Trade receivables (note (b))	應收貿易款項(附註(b))	195,085
Deposits, prepayments and other receivables (note (b))	按金、預付款項及其他應收款項(附註(b))	228,636
Cash and cash equivalents	現金及等同現金項目	178,729
Trade payables	應付貿易款項	(75,394)
Other payables and accruals	其他應付款項及應計費用	(375,816)
Receipt in advance and deferred revenue	預收款項及遞延收益	(175,531)
Bank and other borrowings	銀行及其他借貸	(169,006)
Finance lease liabilities	融資租賃負債	(47,728)
Deferred tax liabilities	遞延稅項負債	(158,178)
<b>Total identifiable net assets at fair value</b>	<b>按公允價值計算可識別資產淨額之總值</b>	<b>1,435,384</b>
Non-controlling interests (note (c))	非控股權益(附註(c))	(10,467)
Goodwill (note (a))	商譽(附註(a))	2,291,084
<b>Fair value of consideration</b>	<b>代價之公允價值</b>	<b>3,716,001</b>
Purchase consideration	購買代價	(3,716,001)
Add: cash and cash equivalents in subsidiaries acquired	加：收購附屬公司之現金及等同現金項目	178,729
<b>Net cash outflows in acquisition</b>	<b>收購之現金流出淨額</b>	<b>(3,537,272)</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 43. BUSINESS COMBINATIONS (Continued)

(b) (i) (Continued)

Notes:

- (a) The goodwill of HK\$2,291,084,000 arising from the acquisition of OSGH, which is not deductible for tax purposes, represents the synergistic effect by enabling the Group to expand its cinema coverage in a more efficient and cost-effective manner by taking the advantages of OSGH's existing customer network in Mainland China. The cinemas and screens that the Group operates and manages in the PRC increase significantly in number as well as geographical coverage.
- (b) The fair value and the gross amount of trade receivables and other receivables amounted to HK\$195,085,000 and HK\$228,636,000 respectively. None of these receivables was impaired and it was expected that the full contractual amounts could be collected.
- (c) The non-controlling interests recognised at the acquisition date were measured by reference to the non-controlling interest's proportionate share of the recognised amount of the net assets of these companies and amounted to HK\$10,467,000.
- (d) The Group incurred transaction costs of HK\$6,746,000 for the acquisition which have been expensed and recognised as administrative expense in profit or loss for the year ended 31 December 2017.
- (e) OSGH contributed revenue of HK\$453,994,000 and net loss of HK\$303,432,000 to the Group since the OSGH Acquisition Date to 31 December 2017. Had the acquisition occurred on 1 January 2017, consolidated revenue and consolidated profit for the year ended 31 December 2017 would have been HK\$16,531,704,000 and HK\$1,508,157,000 respectively.
- (ii) On 13 July 2017, 大地影院管理有限公司, an indirect non-wholly-owned subsidiary of the Company, entered into a sale and purchase agreement in respect of the acquisition of 100% equity interest in 福建中瑞文化投資有限責任公司 ("福建中瑞"), which is a company incorporated in the PRC. 福建中瑞 and its subsidiaries are principally engaged in cinema operation in Fujian. The Group aims to expand its presence in Fujian through this acquisition. The acquisition was completed on 9 August 2017 (the "福建中瑞 Acquisition Date").

### 43. 業務合併(續)

(b) (i) (續)

附註：

- (a) 收購橙天嘉禾之商譽 2,291,084,000 港元不可扣稅，指讓本集團借助橙天嘉禾於中國內地之現有客戶網絡，以更具效率及成本效益之方式為擴展影院覆蓋範圍所產生之協同效益。本集團於中國經營及管理的影院及銀幕在數目及覆蓋地區方面均大幅增加。
- (b) 應收貿易款項及其他應收款項之公允價值及總額分別為 195,085,000 港元及 228,636,000 港元。該等應收款項概無減值，預期合約金額將可全數收回。
- (c) 於收購日期確認之非控股權益乃參考非控股權益按比例分佔該等公司已確認資產淨值金額計量，為 10,467,000 港元。
- (d) 本集團就收購事項產生之交易成本 6,746,000 港元已支銷，並於截至 2017 年 12 月 31 日止年度之損益賬確認為行政開支。
- (e) 自橙天嘉禾收購日期起至 2017 年 12 月 31 日止期間，橙天嘉禾已向本集團貢獻收益 453,994,000 港元及虧損淨額 303,432,000 港元。倘收購事項於 2017 年 1 月 1 日進行，截至 2017 年 12 月 31 日止年度之綜合收益及綜合溢利將分別為 16,531,704,000 港元及 1,508,157,000 港元。
- (ii) 於 2017 年 7 月 13 日，本公司之間接非全資附屬公司大地影院管理有限公司已就收購於中國註冊成立之公司福建中瑞文化投資有限責任公司（「福建中瑞」）之全部股權訂立買賣協議。福建中瑞及其附屬公司主要於福建從事影院經營。本集團目標為透過此項收購在福建擴大佈局。收購事項於 2017 年 8 月 9 日（「福建中瑞收購日期」）完成。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 43. BUSINESS COMBINATIONS (Continued)

(b) (ii) (Continued)

The fair values of the identifiable assets and liabilities of 福建中瑞 as at the 福建中瑞 Acquisition Date were as follows:

### 43. 業務合併(續)

(b) (ii) (續)

福建中瑞之可識別資產及負債於福建中瑞收購日期之公允價值如下：

		Fair value 公允價值 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	126,807
Intangible assets	無形資產	29,997
Deferred tax assets	遞延稅項資產	1,581
Inventories	存貨	822
Trade receivables (note (b))	應收貿易款項(附註(b))	10,566
Deposits, prepayments and other receivables (note (b))	按金、預付款項及其他應收款項(附註(b))	57,780
Cash and cash equivalents	現金及等同現金項目	4,461
Trade payables	應付貿易款項	(12,763)
Other payables and accruals	其他應付款項及應計費用	(48,193)
Receipt in advance and deferred revenue	預收款項及遞延收益	(1,009)
Amount due to a related party	應付一名關連方款項	(2,791)
Bank and other borrowings	銀行及其他借貸	(20,470)
Deferred tax liabilities	遞延稅項負債	(11,173)
<b>Total identifiable net assets at fair value</b>	<b>按公允價值計算可識別資產淨額之總值</b>	<b>135,615</b>
Non-controlling interests (note (c))	非控股權益(附註(c))	(1,572)
Goodwill (note (a))	商譽(附註(a))	380,302
<b>Fair value of consideration</b>	<b>代價之公允價值</b>	<b>514,345</b>
Purchase consideration	購買代價	(514,345)
Add: cash and cash equivalents in subsidiaries acquired	加：收購附屬公司之現金及等同現金項目	4,461
<b>Net cash outflows in acquisition</b>	<b>收購之現金流出淨額</b>	<b>(509,884)</b>



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 43. BUSINESS COMBINATIONS (Continued)

(b) (ii) (Continued)

Notes:

- (a) The goodwill of HK\$380,302,000 arising from the acquisition of 福建中瑞, which is not deductible for tax purposes, represents the synergistic effect by enabling the Group to expand its cinema coverage in a more efficient and cost-effective manner by taking the advantages of 福建中瑞's existing customer network in Fujian.
- (b) The fair value and the gross amount of trade receivables and other receivables amounted to HK\$10,566,000 and HK\$57,780,000 respectively. None of these receivables was impaired and it was expected that the full contractual amounts could be collected.
- (c) The non-controlling interests recognised at the acquisition date were measured by reference to the non-controlling interest's proportionate share of the recognised amount of the net assets of these companies and amounted to HK\$1,572,000.
- (d) The Group incurred transaction costs of HK\$556,000 for the acquisition which have been expensed and recognised as administrative expense in profit or loss for the year ended 31 December 2017.
- (e) 福建中瑞 contributed revenue of HK\$56,067,000 and net profit of HK\$4,646,000 to the Group since the 福建中瑞 Acquisition Date to 31 December 2017. Had the acquisition occurred on 1 January 2017, consolidated revenue and consolidated profit for the year ended 31 December 2017 would have been HK\$15,992,864,000 and HK\$1,603,668,000 respectively.

- (iii) During the year ended 31 December 2017, 深圳半島城邦房地產開發有限公司, an indirect wholly-owned subsidiary of the Company, entered into a sale and purchase agreement in respect of the acquisition of entire equity interest in 北京奧萊惠通置業有限公司 ("奧萊惠通"), which is a company incorporated in the PRC. 奧萊惠通 aims to engage in property development in Beijing. The Group aims to expand its property development business through this acquisition. The acquisition was completed on 17 July 2017 (the "奧萊惠通 Acquisition Date").

### 43. 業務合併(續)

(b) (ii) (續)

附註：

- (a) 收購福建中瑞之商譽380,302,000港元不可扣稅，指讓本集團借助福建中瑞於福建之現有客戶網絡，以更具效率及成本效益之方式為擴展影院覆蓋範圍所產生之協同效益。
- (b) 應收貿易款項及其他應收款項之公允價值及總額分別為10,566,000港元及57,780,000港元。該等應收款項概無減值，預期合約金額將可全數收回。
- (c) 於收購日期確認之非控股權益乃參考非控股權益按比例分佔該等公司已確認資產淨值金額計量，為1,572,000港元。
- (d) 本集團就收購事項產生之交易成本556,000港元已支銷，並於截至2017年12月31日止年度之損益賬確認為行政開支。
- (e) 自福建中瑞收購日期起至2017年12月31日止期間，福建中瑞已向本集團貢獻收益56,067,000港元及溢利淨額4,646,000港元。倘收購事項於2017年1月1日進行，截至2017年12月31日止年度之綜合收益及綜合溢利將分別為15,992,864,000港元及1,603,668,000港元。

- (iii) 截至2017年12月31日止年度，本公司之間接全資附屬公司深圳半島城邦房地產開發有限公司就收購於中國註冊成立之北京奧萊惠通置業有限公司(「奧萊惠通」)全部股權訂立買賣協議。奧萊惠通計劃於北京從事房地產開發。本集團目標為透過此項收購擴大其房地產開發業務。收購事項於2017年7月17日(「奧萊惠通收購日期」)完成。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 43. BUSINESS COMBINATIONS (Continued)

(b) (iii) (Continued)

The fair values of the identifiable assets and liabilities of 奧萊惠通 as at the 奧萊惠通 Acquisition Date were as follows:

		Fair value 公允價值 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	39
Inventories	存貨	3,522
Deposits, prepayments and other receivables (note (b))	按金、預付款項及其他應收款項 (附註(b))	84,069
Cash and cash equivalents	現金及等同現金項目	5,834
Trade payables	應付貿易款項	(70)
Other payables and accruals	其他應付款項及應計費用	(42,450)
<b>Total identifiable net assets at fair value</b>	<b>按公允價值計算可識別資產淨額之總值</b>	<b>50,944</b>
Goodwill (note (a))	商譽(附註(a))	40,421
<b>Fair value of consideration</b>	<b>代價之公允價值</b>	<b>91,365</b>
Purchase consideration	購買代價	(91,365)
Add: cash and cash equivalents in a subsidiary acquired	加：收購附屬公司之現金及 等同現金項目	5,834
<b>Net cash outflows in acquisition</b>	<b>收購之現金流出淨額</b>	<b>(85,531)</b>

Notes:

- (a) The goodwill of HK\$40,421,000 arising from the acquisition of 奧萊惠通, which is not deductible for tax purposes, represents the synergistic effect by enabling the Group to expand its resource on property development.
- (b) The fair value and the gross amount of trade receivables and other receivables amounted to nil and HK\$84,069,000 respectively. None of these receivables was impaired and it was expected that the full contractual amounts could be collected.
- (c) The Group incurred transaction costs of HK\$104,000 for the acquisition which have been expensed and recognised as administrative expense in profit or loss for the year ended 31 December 2017.
- (d) 奧萊惠通 has contributed revenue of nil and net loss of HK\$76,000 to the Group since the 奧萊惠通 Acquisition Date to 31 December 2017. Had the acquisition occurred on 1 January 2017, consolidated revenue and consolidated profit for the year ended 31 December 2017 would have been HK\$15,900,885,000 and HK\$1,596,498,000 respectively.

附註：

- (a) 收購奧萊惠通之商譽40,421,000港元不可扣稅，指讓本集團擴展其房地產開發資源之協同效益。
- (b) 應收貿易款項及其他應收款項之公允價值及總額分別為零及84,069,000港元。該等應收款項概無減值，預期合約金額將可全數收回。
- (c) 本集團就收購事項產生之交易成本104,000港元已支銷，並於截至2017年12月31日止年度之損益賬確認為行政開支。
- (d) 自奧萊惠通收購日期起至2017年12月31日止期間，奧萊惠通已向本集團貢獻收益零元及虧損淨額76,000港元。倘收購事項於2017年1月1日進行，截至2017年12月31日止年度之綜合收益及綜合溢利將分別為15,900,885,000港元及1,596,498,000港元。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 44. RETIREMENT BENEFIT PLANS

#### Defined contribution retirement plans

The Group operates a MPF scheme and an ORSO scheme for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group in funds under the control of the trustees.

Under the ORSO scheme, contribution of 5% of the employee's monthly salaries are made by the employees and by the Group. The Group's contributions may be reduced by contributions forfeited by those employees who leave the schemes prior to vesting fully in the contributions. The Group also participates in the MPF schemes, which are available to all employees not joining the ORSO scheme in Hong Kong. Monthly contributions to the MPF scheme are made equal to 5% (2017: 5%), or a fixed sum of the employee's relevant income in accordance with the local legislative requirements.

Subsidiaries operating in Mainland China are required to participate in a defined contribution retirement scheme organised by the relevant government authorities whereby the subsidiaries are required to make contributions at the rate of 10% – 22% (2017: 10% – 22%) of the eligible employees' salary rate to the scheme. The Group has accrued for the required contributions which are remitted to the respective local government authorities when the contributions become due. The local government authorities are responsible for the pension obligations payable to the retired employees covered under the Schemes. Forfeited contributions could not be used by the Group to reduce the existing level of contributions.

The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions.

The total cost charged to the consolidated income statement of HK\$139,502,000 (2017: HK\$135,278,000) represents contributions payable to the schemes by the Group at the rates specified in the rules of the schemes.

### 44. 退休福利計劃

#### 定額供款退休計劃

本集團為其於香港所有合資格僱員設立強積金計劃及職業退休計劃。該等計劃之資產與本集團資產分開，並由信託人控制之基金持有。

根據職業退休計劃，僱員及本集團僱員作出相當於僱員月薪5%之供款。本集團作出之供款，可以因僱員於可享有供款所得全部權益前退出該計劃而沒收之供款扣減。本集團亦參與強積金計劃，供所有未參加職業退休計劃之香港僱員參與。根據本地立法規定，強積金計劃之每月供款相當於僱員相關收入之5% (2017年：5%) 或其中固定金額。

於中國內地經營之附屬公司均須參與由有關政府機關設立之定額供款退休福利計劃。其中，附屬公司須按合資格僱員薪金之10%至22% (2017年：10%至22%) 向計劃作出供款。本集團已累計所需供款，於有關供款到期時向相關地方政府當局匯款。地方政府當局負責應付計劃所涵蓋退休僱員之退休金責任。本集團不可使用已沒收之供款扣減現有供款水平。

本集團就退休福利計劃之唯一責任為作出指定供款。

自綜合收益表中扣除之總成本為139,502,000港元 (2017年：135,278,000港元)，即本集團按該等計劃之規則列明之比率須向計劃作出之供款。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 45. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS

### 45. 董事薪酬及高級管理層酬金

#### (a) Directors' emoluments

Directors' emoluments and fees are disclosed as follows:

#### (a) 董事酬金

董事酬金及袍金披露如下：

		Basic salaries, housing, other allowances and benefits in kind 基本薪金、 住房、 其他津貼 及實物利益	Discretionary bonus 酌情 花紅	Pension scheme contributions 退休金 計劃供款	Total 總計
		Fees 袍金 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>2018</b>	<b>2018年</b>				
<b>Executive directors</b>	<b>執行董事</b>				
YU Pun Hoi	于品海	-	360	18	378
LIU Rong	劉榮	-	799	39	838
LUNG King Cheong <sup>1</sup>	龍景昌 <sup>1</sup>	-	572	4	576
<b>Non-executive directors</b>	<b>非執行董事</b>				
LAM Bing Kwan	林秉軍	120	-	-	120
LUNG King Cheong <sup>1</sup>	龍景昌 <sup>1</sup>	90	-	-	90
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>				
LAU Yip Leung	劉業良	120	-	-	120
XIAO Sui Ning	肖遂寧	282	-	-	282
HO Yeung Nang	何養能	120	-	-	120
		<b>732</b>	<b>1,731</b>	<b>61</b>	<b>2,524</b>

1. Re-designated as a non-executive director of the Company with effect from 1 April 2018.

1. 自2018年4月1日起調任為本公司非執行董事。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

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

#### (a) Directors' emoluments (Continued)

	Fees	Basic salaries, housing, other allowances and benefits in kind	Discretionary bonus	Pension scheme contributions	Total
	袍金	基本薪金、住房、其他津貼及實物利益	酌情花紅	退休金計劃供款	總計
	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
<b>2017</b>					
<b>Executive directors</b>					
YU Pun Hoi	–	367	–	18	385
LIU Rong	–	689	–	–	689
LUNG King Cheong	40	1,956	–	18	2,014
CHEN Dan <sup>1</sup>	–	205	–	32	237
<b>Non-executive director</b>					
LAM Bing Kwan	120	–	–	–	120
<b>Independent non-executive directors</b>					
LAU Yip Leung	120	–	–	–	120
XIAO Sui Ning	275	–	–	–	275
HO Yeung Nang	120	–	–	–	120
	675	3,217	–	68	3,960

1. Resigned as executive director with effect from 31 March 2017

1. 自2017年3月31日起辭任執行董事

### 45. 董事薪酬及高級管理層酬金 (續)

#### (a) 董事酬金 (續)



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

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

### 45. 董事薪酬及高級管理層酬金 (續)

#### (b) Five highest paid individuals

None (2017: one) of the directors was included in the five highest paid individuals of the Group for the year, details of whose emoluments are set out above. The emoluments of the five (2017: four) employees are as follows:

#### (b) 五名最高薪人士

本年度並無董事(2017年：一名)屬本集團五名最高薪酬人士，彼等之酬金詳情已載於上文。其餘五名(2017年：四名)僱員之酬金如下：

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Basic salaries, other allowances and benefits in kind	基本薪金、其他津貼及實物利益	7,255	5,700
Discretionary bonus	酌情花紅	-	-
Pension contributions	退休金供款	79	78
		<b>7,334</b>	5,778

The emoluments of the five highest paid individuals, other than directors, fell within the following bands:

五名最高薪人士(董事除外)之酬金介乎下列範圍：

Emolument bands	酬金範圍	Number of highest paid individuals 最高薪人士數目	
		2018	2017
HK\$1,000,001 – HK\$1,500,000	1,000,001 港元至 1,500,000 港元	4	3
HK\$1,500,001 – HK\$2,000,000	1,500,001 港元至 2,000,000 港元	1	1

During the years ended 31 December 2018 and 31 December 2017, no emolument was paid to any of the Company's directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

截至2018年12月31日及2017年12月31日止年度，並無向本公司董事或五名最高薪人士支付任何酬金，以吸引彼等加盟或於加盟本集團時支付或作為離職補償。

None of the directors have waived or agreed to waive any emolument in respect of the years ended 31 December 2018 and 2017.

概無董事放棄或同意放棄截至2018年及2017年12月31日止年度之酬金。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

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

#### (c) Senior management

The emoluments paid or payable to members of senior management were within the following bands:

Emolument bands	酬金範圍	Number of individuals 人數	
		2018	2017
Nil – HK\$1,000,000	零至 1,000,000 港元	3	3
HK\$1,000,001 – HK\$2,000,000	1,000,001 港元至 2,000,000 港元	1	1

### 46. COMMITMENTS

#### (a) Capital commitments

At 31 December 2018, the Group had outstanding commitments as follows:

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Contracted but not provided for in respect of:	已訂約但未撥備：		
— renovation work	— 翻新工程	31,119	57,181
— properties under development	— 發展中物業	134,954	2,840,404
— expansion of cinema business	— 擴充影院業務	97,551	186,793
— others	— 其他	–	20,243
		<b>263,624</b>	3,104,621

### 45. 董事薪酬及高級管理層酬金 (續)

#### (c) 高級管理層

已付或應付高級管理層成員之酬金介乎下列範圍：

### 46. 承擔

#### (a) 資本承擔

於2018年12月31日，本集團有下列未支付承擔：

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 46. COMMITMENTS (Continued)

#### (b) Operating lease arrangement

At 31 December 2018, the Group's total future minimum lease payments under non-cancellable operating lease are payable as follows:

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>Land and buildings</b>	<b>土地及樓宇</b>		
Within one year	一年內	<b>1,036,848</b>	1,056,053
In the second to fifth years	於第二至第五年	<b>4,149,112</b>	4,508,469
Over five years	五年以上	<b>8,177,437</b>	9,655,677
		<b>13,363,397</b>	15,220,199

The Group leases a number of properties under operating leases. The leases run for an initial period of one to twenty years (2017: one to twenty years), with options to renew the lease terms at the expiry dates or at days as mutually agreed between the Group and the respective landlords. In addition, the Group paid additional rental expenses in respect of certain operating leases which are dependent on the level of revenue achieved by particular properties.

### 47. CONTINGENT LIABILITIES

Guarantees given in connection with credit facilities granted to/ guarantee payment recoverable from:

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
An associate (note)	一間聯營公司(附註)	<b>20,350</b>	19,522

Note:

In February 1993, a Group's associate borrowed a loan of US\$5 million from a Filipino bank namely de Oro Unibank (formerly known as Equitable PCI Bank Inc and then as Banco de Oro-EPCI Inc.) ("Banco Unibank"). The loan was secured by a guarantee executed by the Group ("Banco Unibank Guarantee"), and by share mortgage of 74,889,892 shares (the "Philippines shares") of Acesite (Philippines) Hotel Corporation Inc. ("Acesite Phils."). Due to the pending litigation as more particularly set out in note 49, the Group is not able to obtain updated indebtedness information from Banco Unibank. Given the foregoing limitation, it is estimated that the outstanding balance of the total indebtedness owing to Banco Unibank was approximately US\$2,599,000 (equivalent to approximately HK\$20,350,000) (2017: US\$2,498,000 (equivalent to approximately HK\$19,522,000)) by reference to the unaudited financial statements of the associate as at 31 December 2018.

### 46. 承擔(續)

#### (b) 經營租賃安排

於2018年12月31日，本集團根據不可撤銷經營租賃應付之未來最低租賃付款總額如下：

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>Land and buildings</b>	<b>土地及樓宇</b>		
Within one year	一年內	<b>1,036,848</b>	1,056,053
In the second to fifth years	於第二至第五年	<b>4,149,112</b>	4,508,469
Over five years	五年以上	<b>8,177,437</b>	9,655,677
		<b>13,363,397</b>	15,220,199

本集團根據經營租賃租用多項物業。租約初步為期一至二十年(2017年：一至二十年)，並有權於租賃到期日或本集團與各業主相互協定之日期重續租約。此外，本集團就若干經營租賃支付額外租金，金額視乎特定物業所得收入而定。

### 47. 或然負債

就下列各方所獲授信貸融資／自其收回之保證分派作出之擔保：

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
An associate (note)	一間聯營公司(附註)	<b>20,350</b>	19,522

附註：

於1993年2月，本集團聯營公司向菲律賓銀行Banco de Oro Unibank(前稱Equitable PCI Bank Inc.，其後稱為Banco de Oro-EPCI Inc.)(「Banco Unibank」)借取貸款5,000,000美元。本集團就該貸款提供擔保(「Banco Unibank保證」)，並以Acesite (Philippines) Hotel Corporation Inc. (「Acesite Phils.」)之74,889,892股股份(「菲律賓股份」)作出之股份押記作抵押。由於待決訴訟(詳情載於附註49)，本集團無法取得Banco Unibank之最新債務資料。鑑於上述限制，參考聯營公司於2018年12月31日之未經審核財務報表，估計Banco Unibank債項總額之未償還結餘約為2,599,000美元(相當於約20,350,000港元)(2017：2,498,000美元(相當於約19,522,000港元))。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 48. CREDIT FACILITIES

As at 31 December 2018 and 31 December 2017, the Group's credit facilities were secured by the following:

- (a) charge over interest in prepaid land lease payments under operating leases (note 15) with a net carrying value of approximately HK\$11,008,000 (2017: HK\$24,410,000);
- (b) charge over certain buildings (note 13) with total net carrying value of approximately HK\$662,343,000 (2017: HK\$705,834,000);
- (c) charge over certain investment properties (note 14), properties under development and completed properties held for sale (note 22) with a total carrying value of approximately HK\$4,197,003,000 (2017: HK\$3,294,348,000);
- (d) charge over financial assets at FVTPL with a net carrying value of approximately HK\$212,000 (2017: HK\$326,000);
- (e) nil share in Sino-i held by the Company indirectly was pledged (31 December 2017: 647,309,000 shares, approximately 5.04% of total interest of the Company in Sino-i with the market value of approximately HK\$56,963,000);
- (f) pledge of certain bank deposits (note 25) of approximately HK\$6,348,712,000 (2017: HK\$6,887,637,000), of which approximately HK\$2,593,411,000 (2017: HK\$2,415,410,000) were for standby letters of credit issued by banks for total amounts of US\$153,950,000 (2017: US\$273,000,000), RMB1,142,727,000 (2017: RMB595,000,000) and HK\$50,000,000 (2017: Nil);
- (g) personal guarantee given by directors;
- (h) charge over certain property, plant and equipment (note 13), other than certain buildings disclosed in note 48(b), of HK\$778,128,000 (2017: HK\$1,113,338,000); and
- (i) pledge of various share mortgages of certain subsidiaries, bank accounts charges and corporate guarantee of the Company.

### 48. 信貸融資

於2018年12月31日及2017年12月31日，本集團之信貸融資以下列各項作抵押：

- (a) 押記賬面淨值約為11,008,000港元(2017年：24,410,000港元)之經營租賃項下之預付土地租賃費之權益(附註15)；
- (b) 押記賬面淨值合共約為662,343,000港元(2017年：705,834,000港元)之若干樓宇(附註13)；
- (c) 押記賬面值合共約為4,197,003,000港元(2017年：3,294,348,000港元)之若干投資物業(附註14)、發展中物業及已落成待售物業(附註22)；
- (d) 押記賬面淨值約為212,000港元(2017年：326,000港元)之按公允價值於損益賬處理之金融資產；
- (e) 本公司並無質押間接持有中國數碼股份(2017年12月31日：647,309,000股，相當於本公司於中國數碼之總權益約5.04%，市值約56,963,000港元)；
- (f) 抵押若干銀行存款(附註25)約6,348,712,000港元(2017年：6,887,637,000港元)，其中約2,593,411,000港元(2017年：2,415,410,000港元)為銀行發出為數合共153,950,000美元(2017年：273,000,000美元)、人民幣1,142,727,000元(2017年：人民幣595,000,000元)及50,000,000港元(2017年：無)之備用信用狀；
- (g) 董事給予之個人擔保；
- (h) 押記若干物業、廠房及設備(附註13)(附註48(b)所披露之若干樓宇除外)為數778,128,000港元(2017年：1,113,338,000港元)；及
- (i) 多間附屬公司之股份抵押、銀行賬戶抵押及本公司之公司擔保作抵押。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 49. PENDING LITIGATIONS

(a) In respect of the purported sale of Philippines Shares, which were mortgaged by Acesite Limited ("Acesite"), by Banco Unibank, to Waterfront Philippines Inc. ("Waterfront"), a Filipino company, in February 2003, Acesite, a former subsidiary of Sino-i; Evallon Investment Limited, a wholly-owned subsidiary of Sino-i; Mr. Yu Pun Hoi, the executive director of both the Company and Sino-i and, South Port Development Limited, a former wholly-owned subsidiary of Sino-i as the first, second, third and fourth plaintiff respectively issued a claim against Banco Unibank and Waterfront, on the grounds that the purported sale of the Philippines Shares was unlawful as such sale was in breach of the terms of the mortgage; in breach of a compromise agreement reached in January 2003; and in other breaches, for damages; further or other relief; interest and costs and etc. in February 2006 under High Court Number of HCCL 5 of 2006 (the "Case"). The directors of the Company, after discussion with legal adviser on the outcome of the Case, considered that the Group would not incur any material outflow of resources as a result of the above matters.

(b) Dadi Media Limited, a wholly-owned subsidiary of Sino-i, as plaintiff, issued a claim against two minority shareholders of Digital HUIGU Real Estate Management Co., Ltd ("數碼慧谷置業管理股份有限公司"), a subsidiary of the Company, for the sum of HK\$27,750,498 together with interest thereon and costs in May 2004 under the High Court Number of HCA1130 of 2004. The two defendants filed a defence and counterclaim in June 2004 and then an amended defence and counterclaim in September 2004. The counterclaim was further amended and re-amended. In December 2004, the two defendants issued a claim against CE ASP, a wholly-owned subsidiary of Dadi Media Limited, for (1) the sum of HK\$806,250; (2) an award of compensation pursuant to section 32P of the Employment Ordinance; (3) the sum of HK\$13,000; and (4) interest and costs under High Court Number HCA2892 of 2004. CE ASP filed a defence in March 2005. These two cases are still in progress and no trial date has been fixed. The directors of the Company note that the cases have been dormant for a considerable period of time and take the view that the Group would not incur any material outflow of resources as a result thereof.

### 49. 待決訴訟

(a) 就 Banco Unibank 於 2003 年 2 月向菲律賓公司 Waterfront Philippines Inc. (「Waterfront」) 指稱出售由 Acesite Limited (「Acesite」) 作出抵押之菲律賓股份而言，中國數碼前附屬公司 Acesite、中國數碼全資附屬公司積德投資有限公司、身兼本公司和中國數碼執行董事之于品海先生以及中國數碼前全資附屬公司 South Port Development Limited，分別作為第一、第二、第三及第四原告於 2006 年 2 月就高等法院訴訟編號 HCCL 5-2006 項下損失、額外或其他補償、利息及費用等，向 Banco Unibank 及 Waterfront 提出索償，理據為指稱出售菲律賓股份屬違法，此乃由於該出售違反抵押條款；違反於 2003 年 1 月達成之妥協協議；及其他違反(「案件」)。與法律顧問就案件結果進行討論後，本公司董事認為，基於上述事宜，本集團將不會產生任何重大資源流出。

(b) 中國數碼全資附屬公司大地傳播有限公司作為原告，就最高法院訴訟編號 HCA1130-2004 項下為數 27,750,498 港元之金額，連同應計利息及費用，於 2004 年 5 月向本公司附屬公司數碼慧谷置業管理股份有限公司兩名少數股東索償。該兩名被告於 2004 年 6 月提出抗辯及反訴，其後於 2004 年 9 月提出經修訂抗辯及反訴。該反訴隨後進一步修訂及再修訂。2004 年 12 月，該兩名被告就最高法院訴訟編號 HCA2892-2004 項下(1)806,250 港元；(2) 就僱傭條例第 32P 條項下補償；(3)13,000 港元；及(4)利息及費用，向大地傳播有限公司全資附屬公司中國企業網提出索償。中國企業網於 2005 年 3 月提出抗辯。該兩宗案件至今仍在進行中，且尚未確定審訊日期。本公司董事注意到，該等案件已暫停一段長時間，並認為本集團將不會因有關事宜而產生任何重大資源流出。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 49. PENDING LITIGATIONS (Continued)

- (c) True Vision Limited (“True Vision”) (a wholly-owned subsidiary of the Company) and the Company entered into a sale and purchase agreement dated 25 January 2017 (the “Agreement”) with Giant Harvest Limited (“GHL”) and Orange Sky Golden Harvest Entertainment (Holdings) Limited (“Orange Sky”). Pursuant to the terms of the Agreement, True Vision agreed to acquire the entire equity interests in City Entertainment Corporation Limited (“OSGH”). Disputes arising from the Agreement have led to the following legal proceedings:
- a. According to the terms of the Agreement, the consideration for the above-mentioned acquisition was to be adjusted based on certain figures to be derived from a closing audit. The parties were not able to agree on the amount of adjustment. GHL commenced legal proceedings on 4 September 2018 to claim for the release of US\$37,383,975 out of US\$44,528,223 True Vision had placed on escrow on completion of the acquisition of OS GH. The amount of US\$44,528,223 placed in escrow far exceeds US\$37,383,975 being the amount claimed by GHL and Orange Sky.
- b. As GHL did not procure the extension of lease of cinema space in a mall in Shenzhen nor did it enter into any contract for substitute cinemas in accordance with the terms of the Agreement, GHL is, according to the Agreement, required to pay RMB380,000,000 to True Vision. True Vision commenced proceedings against GHL and Orange Sky on 31 October 2018 for their failure to compensate True Vision in the amount of RMB 380,000,000; and
- c. True Vision commenced proceedings against GHL and Orange Sky on 8 November 2018 for the recovery of, amongst other things, RMB82,145,795.38 as a result of breach of certain representations, warranties and undertakings that GHL had provided True Vision pursuant to the terms of the Agreement.

### 49. 待決訴訟(續)

- (c) 美視角有限公司(「美視角」)(本公司全資附屬公司)及本公司與鉅滿有限公司(「鉅滿」)及橙天嘉禾娛樂(集團)有限公司(「橙天」)訂立日期為2017年1月25日之買賣協議(「該協議」)。根據該協議條款，美視角同意收購橙天嘉禾影城有限公司(「橙天嘉禾影城」)全部股權。該協議產生之糾紛導致出現下列法律訴訟：
- a. 根據該協議條款，上述收購之代價根據交割審計將得出之若干數據作出調整。訂約方無法同意有關調整金額。鉅滿於2018年9月4日展開法律訴訟，要求在美視角就完成收購橙天嘉禾影城已存入託管代理之款項44,528,223美元中發放37,383,975美元。已存入託管代理之款項(即44,528,223美元)遠超鉅滿及橙天索償之款項37,383,975美元；
- b. 由於鉅滿並無促使延長在深圳購物商場的影院場所租約，亦無根據該協議條款就替代影院訂立任何合約，根據該協議條款，鉅滿須向美視角支付人民幣380,000,000元。美視角就鉅滿及橙天並無向美視角賠償人民幣380,000,000元而於2018年10月31日向鉅滿及橙天提出起訴；及
- c. 由於違反鉅滿根據該協議條款向美視角作出的若干聲明、保證及承諾，美視角於2018年11月8日向鉅滿及橙天提出起訴，以收回(其中包括)人民幣82,145,795.38元。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 50. RELATED PARTY TRANSACTIONS

- (a) The remuneration of the directors of the Company and other members of the key management during the year is disclosed in note 45.
- (b) During the year, the Group entered into the following transactions with related parties:

### 50. 關連方交易

- (a) 年內，本公司董事及主要管理層其他成員之薪酬於附註45披露。
- (b) 年內，本集團與關連方訂有以下交易：

	<b>Transaction amounts</b>	<b>Balance owed/ (owing)</b>
	交易金額	被結欠/ (結欠)結餘
	<b>2018</b>	<b>2018</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
	千港元	千港元
<b>Non-exempted continuing connected transactions</b> 非豁免持續關連交易		
Amount in relation to provision of motion pictures, less distributor fees by*: A company controlled by a director		
	<b>(24,822)</b>	<b>(166,456)</b>
Sales of projection equipment to: A company controlled by a director	-	<b>130</b>
<b>Non-exempted connected transactions</b> 非豁免關連交易		
Advance from: A non-controlling shareholder of a subsidiary	-	<b>(12,159)</b>
Loan to: A company controlled by a director	-	<b>227,739</b>
A company jointly controlled by a director	<b>175,532</b>	<b>169,096</b>
Interest income on loan to: A company controlled by a director	<b>21,277</b>	<b>33,876</b>
<b>Exempted connected transactions</b> 獲豁免關連交易		
Rental income from: Companies controlled by a director	<b>1,396</b>	<b>103</b>
Information service income from: Companies controlled by a director	<b>260</b>	<b>(156)</b>
Advertising income from: A company controlled by a director	<b>1,239</b>	<b>1,265</b>
Provision of information service by: A company controlled by a director	<b>(184)</b>	<b>(188)</b>
Provision of advertising services by: A company controlled by a director	<b>(611)</b>	-
Film investment income from: A company controlled by a director	<b>94</b>	<b>506</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 50. RELATED PARTY TRANSACTIONS (Continued)

(b) (Continued)

### 50. 關連方交易(續)

(b) (續)

	Transaction amounts	Balance owed/ (owing)
	交易金額	被結欠/ (結欠) 結餘
	2017	2017
	HK\$'000	HK\$'000
	千港元	千港元
<b>Non-exempted continuing connected transactions</b>		
Provision of motion pictures by:		
A company controlled by a director		
Amount in relation to provision of motion pictures	(1,056,095)	-
Amount in relation to provision of motion pictures, less the distributor fees*	(2,864)	(123,534)
Provision of advertising services to:		
A company controlled by a director	7,309	789
Sales of projection equipment to:		
A company controlled by a director	-	2,702
<b>Non-exempted connected transactions</b>		
Advance from:		
A non-controlling shareholder of a subsidiary	-	(12,135)
Loan to:		
A company controlled by a director	231,348	240,211
Interest income on loan to:		
A company controlled by a director	13,592	14,113
<b>Exempted connected transactions</b>		
Rental income from:		
Companies controlled by a director	1,443	131
Provision of advertising services by:		
A company controlled by a director	(2,366)	-
Information service income from:		
A company controlled by a director	1,101	5
Film investment income from:		
A company controlled by a director	421	437

\* The Group entered into a business cooperation framework agreement in relation to payment for box sharing motion pictures, on 30 November 2017. Per the agreement a certain percentage of the net box office for a box sharing motion picture was attributed to the distributor fees while only up to 1% was for the benefit of a company controlled by a director.

\* 本集團於2017年11月30日就分賬影片之付款訂立業務合作框架協議。根據協議，分賬影片淨票房之若干百分比歸屬發行人費用，而僅最多1%歸受一名董事控制之公司所有。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 50. RELATED PARTY TRANSACTIONS (Continued)

(b) (Continued)

The terms of above transactions are within normal trade credit terms and above balances owed/(owing) related parties are unsecured, interest-free and repayable on demand, except for the loan to a company controlled by a director, Ms. Liu Rong, of RMB200,000,000 (equivalent to approximately HK\$227,739,000) which is unsecured, due on 10 May 2020 and carries interest rate at 9.00% per annum and the loan to a partnership controlled by a director, Ms. Liu Rong, of RMB148,500,000 (equivalent to approximately HK\$169,096,000) which is secured, interest-free and due on 25 February 2023. The maximum outstanding balance during the year ended 31 December 2018 is equal to the balance as at 31 December 2018 (During the year ended 31 December 2017: approximately HK\$254,324,000).

The Group has not made any provision for bad or doubtful debts in respect of related party debtors nor has any guarantee been given or received during the year ended 31 December 2018 regarding related party transactions.

Except as disclosed elsewhere in these financial statements, there was no material related party transaction carried out during the year.

### 50. 關連方交易(續)

(b) (續)

上述交易之條款屬正常貿易信貸條款，而上述被結欠／(結欠)關連方結餘為無抵押、免息及須按要求償還，惟為數人民幣200,000,000元(相當於約227,739,000港元)為向由一名董事劉榮女士控制之公司之貸款(有關貸款為無抵押、於2020年5月10日到期並按9.00%年利率計息)及為數人民幣148,500,000元(相當於約169,096,000港元)為向由一名董事劉榮女士共同控制之合夥企業之貸款(有關貸款為有抵押、免息及於2023年2月25日到期)。截至2018年12月31日止年度最高未償還結餘相當於2018年12月31日結餘(截至2017年12月31日止年度：約254,324,000港元)。

本集團並無就關連公司債務人之呆壞賬作出任何撥備，亦無就關連公司交易於截至2018年12月31日止年度作出或獲得任何擔保。

除此等綜合財務報表其他地方所披露外，年內概無進行重大關連方交易。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 51. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

The carrying amounts presented in the consolidated statement of financial position relate to the following categories of financial assets and liabilities:

### 51. 按類別劃分之金融資產及金融負債概要

於綜合財務狀況報表呈列之賬面值與以下金融資產及負債類別有關：

		2018 Carrying amount 賬面值 HK\$'000 千港元	2018 Fair value 公允價值 HK\$'000 千港元	2017 Carrying amount 賬面值 HK\$'000 千港元	2017 Fair value 公允價值 HK\$'000 千港元
<b>Financial assets measured at fair value through profit or loss</b>	按公允價值於損益賬處理之金融資產				
— Listed equity investments	— 上市股本投資	82,481	82,481	199,474	199,474
— Derivatives	— 衍生工具	112	112	-	-
<b>Financial assets measured at fair value through other comprehensive income</b>	按公允價值於其他全面收益處理之金融資產				
— Unlisted equity investments	— 非上市股本投資	192,112	192,112	-	-
— Available-for-sale financial assets at cost	— 可供出售按成本計量之金融資產	-	-	135,591	N/A 不適用
— Available-for-sale financial assets at fair value	— 可供出售按公允價值計量之金融資產	-	-	324	324
— Unlisted debt investments	— 非上市債務投資	324	324	-	-
<b>Financial assets measured at amortised cost</b>	按攤銷成本計量之金融資產				
— Cash and cash equivalents	— 現金及等同現金項目	1,334,598	1,334,598	4,397,710	4,397,710
— Pledged and restricted bank deposits	— 已抵押及受限制銀行存款	6,962,975	6,962,975	8,672,079	8,672,079
— Trade receivables	— 應收貿易款項	539,564	539,564	679,668	679,668
— Deposits and other receivables	— 按金及其他應收款項	2,168,201	2,168,201	2,045,154	2,045,154
— Amounts due from associates	— 應收聯營公司款項	15,129	15,129	11,238	11,238
— Amounts due from joint ventures	— 應收合營企業款項	2,327	2,327	2,491	2,491
— Amounts due from related parties	— 應收關連方款項	432,715	432,715	258,388	258,388
— Held-to-maturity investment	— 持有至到期投資	-	-	120,106	120,106
		<b>11,730,538</b>	<b>11,730,538</b>	16,522,223	16,386,632
<b>Financial liabilities measured at fair value through profit or loss</b>	按公允價值於損益賬處理之金融負債				
— Derivatives	— 衍生工具	26,911	26,911	86,908	86,908
<b>Financial liabilities measured at amortised cost</b>	按攤銷成本計量之金融負債				
— Trade payables	— 應付貿易款項	1,894,715	1,894,715	2,144,942	2,144,942
— Other payables and accruals	— 其他應付款項及應計費用	2,091,610	2,091,610	1,362,414	1,362,414
— Amount due to a director	— 欠一名董事款項	65,132	65,132	9,878	9,878
— Amounts due to associates	— 欠聯營公司款項	5,492	5,492	5,492	5,492
— Amounts due to related parties	— 欠關連方款項	178,959	178,959	135,669	135,669
— Bank and other borrowings	— 銀行及其他借貸	18,719,005	18,719,005	22,896,454	22,896,454
— Finance lease liabilities	— 融資租賃負債	90,090	90,090	87,173	87,173
— Convertible and exchangeable bonds	— 可換股及可交換債券	1,150,721	1,150,721	1,172,381	1,172,381
— Other employee benefits	— 其他僱員福利	44,183	44,183	2,064	2,064
		<b>24,266,818</b>	<b>24,266,818</b>	27,903,375	27,903,375



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 51. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY (Continued)

#### (a) Financial instruments not measured at fair value

Financial instruments not measured at fair value include cash and cash equivalents, pledged and restricted bank deposits, trade receivables, deposits and other receivables, amounts due from associates, amounts due from joint ventures, amounts due from related parties, trade payables, other payables and accruals, finance lease liabilities, convertible and exchangeable bonds, bank and other borrowings, other employee benefits, amount due to a director, amounts due to associates and amounts due to related parties.

Due to their short term nature, the carrying value of pledged and restricted bank deposits and cash and cash equivalents, trade receivables, deposits and other receivables, amounts due from/(to) associates, amounts due from joint ventures, amounts due from/(to) related parties, convertible and exchangeable bonds, amount due to a director, trade payables and other payables and accruals approximates fair value.

The fair value of long term trade receivables, trade payables and finance lease liabilities approximated their carrying values as the impact of discounting were immaterial.

The carrying amounts of the bank and other borrowings approximated their fair values as these borrowings are mainly floating-rate borrowings.

#### (b) Financial instruments measured at fair value

The fair value of financial assets and liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices.

The valuation techniques and significant unobservable inputs used in determining the fair value measurement of level 2 and level 3 financial instruments, as well as the relationship between key observable inputs and fair value are set out below.

### 51. 按類別劃分之金融資產及金融負債概要(續)

#### (a) 並非按公允價值計量之金融工具

並非按公允價值計量之金融工具包括現金及等同現金項目、已抵押及受限制銀行存款、應收貿易款項、按金及其他應收款項、應收聯營公司款項、應收合營企業款項、應收關連方款項、應付貿易款項、其他應付款項及應計費用、融資租賃負債、可換股及可交換債券、銀行及其他借貸、其他僱員福利、欠一名董事款項、欠聯營公司款項及欠關連方款項。

由於到期日較短，故已抵押及受限制銀行存款以及現金及等同現金項目、應收貿易款項、按金及其他應收款項、應收/(欠)聯營公司款項、應收合營企業款項、應收/(欠)關連方款項、可換股及可交換債券、欠一名董事款項、應付貿易款項以及其他應付款項及應計費用之賬面值與公允價值相若。

長期應收貿易款項、應付貿易款項及融資租賃負債之公允價值與其賬面值相若，原因為貼現影響並不重大。

銀行及其他借貸之賬面值與其公允價值相若，原因為該等借貸主要為浮息借貸。

#### (b) 按公允價值計量之金融工具

具備標準條款及條件以及於活躍流通市場買賣之金融資產及負債之公允價值乃參考市場報價而釐定。

下文載列於釐定第二層及第三層金融工具之公允價值計量時所運用估值技術及重大而無法觀察之輸入資料，以及主要可觀察輸入資料與公允價值之間的關係。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 51. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY (Continued)

#### (b) Financial instruments measured at fair value (Continued)

##### Information about level 2 fair value measurements

The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observed yield curves.

The fair value of exchange rate swap is determined based on the forward exchange rate at the reporting date.

##### Information about level 3 fair value measurements

The fair value of the financial liability at FVTPL (i.e. the derivatives) of the convertible and exchangeable bonds was determined using the binomial model, and the inputs into the models at the end of reporting period were as follows:

		2018	2017
Conversion price	兌換價	<b>RMB187,580</b> <b>人民幣 187,580 元</b>	RMB187,580 人民幣 187,580 元
Risk free rate	無風險利率	<b>2.0%</b>	1.5%
Discount rate	折現率	<b>14.0%</b>	13.5%
Volatility	波幅	<b>40.0%</b>	35.0%

Risk free rate is based on the yield of Hong Kong government bond with similar maturity of the convertible and exchangeable bonds, plus country risk differential and converted into continuously compounded rate.

Volatility is calculated with reference to the Company's historical share price movement matching the period of the conversion option.

The gain on fair value change of the embedded derivatives of the Bonds for the year ended 31 December 2018 of HK\$65,432,000 (for the year ended 31 December 2017: HK\$26,809,000) was recognised as "Fair value change on financial liabilities at fair value through profit or loss" in the consolidated income statement.

The binomial model required the input of highly subjective assumptions, including the volatility of share price and discount rate accordingly, the changes in subjective input assumptions can materially affect the fair value estimates.

### 51. 按類別劃分之金融資產及金融負債概要(續)

#### (b) 按公允價值計量之金融工具(續)

##### 有關第二層公允價值計量之資料

利率掉期之公允價值乃根據可觀察利率曲線計作估計未來現金流量之現值。

利率掉期之公允價值乃根據報告日期之遠期匯率釐定。

##### 有關第三層公允價值計量之資料

可換股及可交換債券之按公允價值於損益賬處理之金融負債(即衍生工具)公允價值乃採用二項式估值模式釐定，而於報告期末輸入該模式之輸入數據如下：

無風險利率基準為與可換股及可交換債券到期日相若之香港政府債券收益率，加國家風險差額及兌換為持續複合利率。

波幅乃經參考兌換期權期間本公司過往股價變動計算。

截至2018年12月31日止年度，債券之嵌入式衍生工具公允價值變動收益65,432,000港元(截至2017年12月31日止年度：26,809,000港元)於綜合收益表確認為「按公允價值於損益賬處理之金融負債公允價值變動」。

二項式模型須作出高度主觀之假設，包括股價波幅及折現率，主觀輸入數據之假設變動可嚴重影響公允價值估計。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 51. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY (Continued)

#### (b) Financial instruments measured at fair value (Continued)

Increasing volatility by 1% would increase the fair value of embedded derivatives in convertible and exchangeable bonds by approximately HK\$2,277,000 (31 December 2017: HK\$4,804,000). Decreasing volatility by 1% would decrease the fair value of embedded derivatives in convertible bonds by approximately HK\$1,139,000 (31 December 2017: HK\$3,603,000).

Increasing discount rate by 0.5% would decrease the fair value of embedded derivatives in convertible and exchangeable bonds by approximately HK\$4,555,000 (31 December 2017: HK\$21,619,000). Decreasing discount rate by 0.5% would increase the fair value of embedded derivatives in convertible bonds by approximately HK\$9,110,000 (31 December 2017: HK\$31,227,000).

There were no changes in valuation techniques during the year.

The following table provides an analysis of financial instruments carried at fair value by level of fair value hierarchy:

Level 1:	Quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2:	Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3:	Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

### 51. 按類別劃分之金融資產及金融負債概要(續)

#### (b) 按公允價值計量之金融工具(續)

波幅增加1%可令可換股及可交換債券之嵌入式衍生工具公允價值增加約2,277,000港元(2017年12月31日: 4,804,000港元)。波幅減少1%可令可換股債券之嵌入式衍生工具公允價值減少約1,139,000港元(2017年12月31日: 3,603,000港元)。

貼現率增加0.5%可令可換股及可交換債券之嵌入式衍生工具公允價值減少約4,555,000港元(2017年12月31日: 21,619,000港元)。貼現率減少0.5%可令可換股債券之嵌入式衍生工具公允價值增加約9,110,000港元(2017年12月31日: 31,227,000港元)。

年內估值方法並無任何變動。

下表提供按公允價值層級劃分之按公允價值列賬之金融工具分析：

第1層：	相同資產或負債於活躍市場之報價(未經調整)；
第2層：	就資產或負債而直接(即價格)或間接(即從價格推算)可觀察之輸入數據(不包括第1層所包含之報價)；及
第3層：	並非根據可觀察市場數據而得出之資產或負債輸入數據(無法觀察輸入數據)。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 51. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY (Continued)

#### (b) Financial instruments measured at fair value (Continued)

The financial assets and liabilities measured at fair value in the statement of financial position are grouped into the fair value hierarchy as follows:

		Level 1 第1層 HK\$'000 千港元	Level 2 第2層 HK\$'000 千港元	Level 3 第3層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>As at 31 December 2018</b>	<b>於2018年12月31日</b>				
<b>Assets</b>	<b>資產</b>				
Financial assets at fair value	按公允價值列賬之 金融資產				
— Listed equity investments	— 上市股本證券投資	82,481	—	—	82,481
— Derivatives	— 衍生工具	—	112	—	112
— Unlisted equity investments	— 非上市股本投資	—	186,418	5,694	192,112
— Unlisted debt investments	— 非上市債務投資	—	324	—	324
<b>Total fair value</b>	<b>公允價值總額</b>	<b>82,481</b>	<b>186,854</b>	<b>5,694</b>	<b>275,029</b>
<b>Liabilities</b>	<b>負債</b>				
Financial liabilities at fair value	按公允價值列賬之 金融負債				
— Derivatives	— 衍生工具	—	5,435	21,476	26,911
<b>Total fair value</b>	<b>公允價值總額</b>	<b>—</b>	<b>5,435</b>	<b>21,476</b>	<b>26,911</b>
<b>As at 31 December 2017</b>	<b>於2017年12月31日</b>				
<b>Assets</b>	<b>資產</b>				
Financial assets at fair value	按公允價值列賬之 金融資產				
— Listed equity securities	— 上市股本證券	199,474	—	—	199,474
— Club debenture	— 會所債券	—	324	—	324
<b>Total fair value</b>	<b>公允價值總額</b>	<b>199,474</b>	<b>324</b>	<b>—</b>	<b>199,798</b>
<b>Liabilities</b>	<b>負債</b>				
Financial liability at fair value	按公允價值列賬之 金融負債				
— Embedded derivatives	— 嵌入式衍生工具	—	—	86,908	86,908
<b>Total fair value</b>	<b>公允價值總額</b>	<b>—</b>	<b>—</b>	<b>86,908</b>	<b>86,908</b>

During the year ended 31 December 2018, there have been no significant transfers between level 1, 2 and 3 in the reporting period (2017: no significant transfers). The methods and valuation techniques used for the purpose of measuring fair value are unchanged compared to the previous reporting period.

### 51. 按類別劃分之金融資產及金融負債概要(續)

#### (b) 按公允價值計量之金融工具(續)

於財務狀況報表內按公允價值計量之金融資產及負債劃分為以下公允價值層級：

截至2018年12月31日止年度，第1層、第2層及第3層之間於報告期間並無重大轉撥(2017年：並無重大轉撥)。用於計量公允價值之方法及估值技術與過往報告期間相比並無變動。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 51. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY (Continued)

#### (b) Financial instruments measured at fair value (Continued)

Reconciliation for financial instruments carried at fair value based on significant unobservable inputs (Level 3) are as follows:

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Financial assets at fair value through other comprehensive income — Unlisted equity investments	按公允價值於其他全面收益處理之金融資產 — 非上市股本投資		
At 1 January	於1月1日	-	-
Reclassified from available-for-sale financial assets upon adoption of HKFRS 9	於採納香港財務報告準則第9號時由可供出售金融資產重新分類	4,357	-
At 1 January (restated)	於1月1日(經重述)	4,357	-
Addition	新增	1,337	-
<b>At 31 December</b>	<b>於12月31日</b>	<b>5,694</b>	-
Financial liabilities at fair value through profit or loss — Embedded derivatives	按公允價值於損益賬處理之金融負債 — 嵌入式衍生工具		
At 1 January	於1月1日	86,908	113,717
Change in fair value of embedded derivatives	嵌入式衍生工具之公允價值變動	(65,432)	(26,809)
<b>At 31 December</b>	<b>於12月31日</b>	<b>21,476</b>	86,908

### 51. 按類別劃分之金融資產及金融負債概要(續)

#### (b) 按公允價值計量之金融工具(續)

按重大不可觀察輸入數據(第三層)計算之按公允價值列賬之金融工具之對賬如下:

### 52. FINANCIAL RISK MANAGEMENT

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The financial risks include market risk (including currency risk, interest risk and other price risk), credit risk and liquidity risk.

Financial risk management is coordinated at the Group's headquarters, in close co-operation with the Board. The overall objectives in managing financial risks focus on securing the Group's short to medium term cash flows by minimising its exposure to financial markets. Long term financial investments are managed to generate lasting returns with acceptable risk levels.

It is not the Group's policy to actively engage in the trading of financial instruments for speculative purposes. The Board from time to time identifies ways to access financial markets and monitors the Group's financial risk exposures.

### 52. 財務風險管理

本集團於日常業務及投資活動中使用金融工具而承擔財務風險。財務風險包括市場風險(包括貨幣風險、利率風險及其他價格風險)、信貸風險及流動資金風險。

財務風險管理由本集團總部與董事會緊密合作統籌。管理財務風險之整體目標旨在藉盡量降低本集團於金融市場之風險，從而確保本集團短期至中期之現金流。長期金融投資之管理為在可接受風險水平下帶來持續回報。

本集團之政策並非積極參與金融工具買賣投機。董事會不時物色進入金融市場之方法，並監察本集團之財務風險。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 52. FINANCIAL RISK MANAGEMENT (Continued)

#### 52.1 Foreign currency risk

*Transactions in foreign currencies and the Group's risk management policies*

Currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group has exposure to some of its borrowings which is denominated in United States Dollars (US\$) whereas the Group's major operations and cash flows are in Renminbi. The exposure to foreign exchange risk is shown as below.

The policy to manage foreign currency risk has been followed by the Group since prior years and is considered to be effective.

*Summary of exposure*

US\$ denominated financial assets and liabilities, translated into Hong Kong dollars at the closing rates, are as follows:

		<b>2018</b> <b>HK\$'000</b> 千港元	2017 HK\$'000 千港元
Cash and cash equivalents and pledged and restricted bank deposits	現金及等同現金項目以及已抵押及受限制銀行存款	<b>488,408</b>	553,382
Trade receivables	應收貿易款項	<b>13</b>	134
Trade payables	應付貿易款項	<b>(100)</b>	(697)
Other payables	其他應付款項	<b>(32,092)</b>	(30,864)
Other receivables	其他應收款項	<b>402,315</b>	259,381
Bank and other borrowings	銀行及其他借貸	<b>(10,592,662)</b>	(10,696,960)
		<b>(9,734,118)</b>	(9,915,624)

### 52. 財務風險管理(續)

#### 52.1 貨幣風險

以外幣交易及本集團之風險管理政策

貨幣風險指金融工具之公允價值或未來現金流量因匯率變動而出現波動之風險。本集團承受以美元(美元)計值之部分借貸之風險，而本集團主要營運及現金流量則以人民幣計值。本集團所承受之外幣風險載列如下。

本集團一直沿用過往年度之外幣風險管理政策，並認為其具有成效。

*風險概要*

以美元列值之金融資產及負債以收市匯率換算為港元，載列如下：

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 52. FINANCIAL RISK MANAGEMENT (Continued)

### 52. 財務風險管理(續)

#### 52.1 Foreign currency risk (Continued)

#### 52.1 貨幣風險(續)

##### Sensitivity analysis

##### 敏感度分析

The following table illustrate the sensitivity of the Group's profit for the year and equity in regards to a 0.5% (2017: 0.5%) strengthening/ (weakening) of US\$ against RMB at the reporting date and that all other variables in particular interest rates remain constant.

下表說明美元兌人民幣於報告日期升值/ (貶值) 0.5% (2017年: 0.5%) 而所有其他變數(特別是利率)維持不變之情況對本集團年內溢利及權益之敏感度。

		2018			2017		
		Changes in foreign exchange rates 外幣匯率 變動	(Decrease)/ Increase in profit for the year 年內溢利 (減少)/增加 HK\$'000 千港元	(Decrease)/ Increase in equity 權益 (減少)/增加 HK\$'000 千港元	Changes in foreign exchange rates 外幣匯率 變動	(Decrease)/ Increase in profit for the year 年內溢利 (減少)/增加 HK\$'000 千港元	(Decrease)/ Increase in equity 權益 (減少)/增加 HK\$'000 千港元
US\$/RMB	美元/人民幣	+0.5%	(48,668)	(48,668)	+0.5%	(49,578)	(49,578)
		-0.5%	48,668	48,668	-0.5%	49,578	49,578

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the end of the reporting period and had been applied to each of the group entities; exposure to currency risk for both derivative and non-derivative financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant.

敏感度分析乃假設外幣匯率於報告期末有所變動並適用於各集團實體；就於該日存在之衍生金融工具及非衍生金融工具面對貨幣風險以及所有其他變數(特別是利率)維持不變而釐定。

The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the next annual reporting date. Results of the analysis as presented in the above table represent an aggregation of the effects on each of the group entities' profit for the year and equity measured in the respective functional currencies, translated into Hong Kong dollars at the exchange rate ruling at the end of reporting period for presentation purposes. The analysis is performed on the same basis for 2017.

所述變動指管理層對外幣匯率於截至下一年度報告日期止期間之合理可能變動之評估。上表所呈列分析結果乃對各集團實體以就呈列而將各自功能貨幣按報告期末適用之匯率換算為港元計量之年內溢利及權益之影響彙總。有關分析乃按2017年之相同基準進行。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 52. FINANCIAL RISK MANAGEMENT (Continued)

#### 52.2 Cash flow interest rate risk

The Group is exposed to interest rate risk through the impact of interest rate changes on interest bearing bank and other borrowings, cash and cash equivalents, pledged and restricted bank deposits carrying interests at variable rates. Bank and other borrowings, cash and cash equivalents, pledged and restricted bank deposits carried at variable rates expose the Group to cash flow interest rate risk. The Group will review whether bank and other borrowings bearing fixed or floating rates should be drawn from time to time with reference to the trend of changes in interest rates. The interest rates and repayment terms of bank and other borrowings, cash and cash equivalents and pledged and restricted bank deposits of the Group are disclosed in the financial statements. The Group currently does not have an interest rate hedging policy. However, the directors monitor interest rate change exposure and will consider hedging significant interest rate exchange exposure should the need arise.

##### *Cash flow interest rate risk sensitivity*

At 31 December 2018, the Group was exposed to changes in market interest rates through its bank and other borrowings, cash and cash equivalents and pledged and restricted bank deposits, which are subject to variable interest rates. The following table illustrates the sensitivity of the profit for the year and equity to a change in interest rates of +50 basis points and -50 basis points (2017: +50 basis points and -50 basis points), with effect from the beginning of the year. The calculations are based on the Group's bank and other borrowings and bank balance held at each reporting date. All other variables are held constant.

### 52. 財務風險管理(續)

#### 52.2 現金流量利率風險

本集團就以浮動利率計息之銀行及其他借貸、現金及等同現金項目、已抵押及受限制銀行存款之利率變動承擔利率風險。按浮動利率計息之銀行及其他借貸、現金及等同現金項目以及已抵押及受限制銀行存款令本集團承擔現金流量利率風險。本集團將參考利率轉變走勢不時檢討提取按定息或浮息計息之銀行及其他借貸。本集團之銀行及其他借貸、現金及等同現金項目及已抵押及受限制銀行存款之利率及還款條款於財務報表披露。本集團現時並無利率對沖政策。然而，董事監控利率變動風險，並將於有需要時考慮對沖重大利率匯兌風險。

##### *現金流量利率風險敏感度*

於2018年12月31日，本集團因按浮動利率計息之銀行及其他借貸、現金及等同現金項目以及已抵押及受限制銀行存款而承擔市場利率變動之風險。下表闡述自年初起計，年內溢利及權益對利率變動+50個基點及-50個基點(2017年：+50個基點及-50個基點)之敏感度，此乃根據本集團於各報告日期持有之銀行及其他借貸以及銀行結餘計算。所有其他變數維持不變。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 52. FINANCIAL RISK MANAGEMENT (Continued)

### 52. 財務風險管理(續)

#### 52.2 Cash flow interest rate risk (Continued)

#### 52.2 現金流量利率風險(續)

		2018			2017		
		(Decrease)/	Increase in	(Decrease)/	(Decrease)/	Increase in	(Decrease)/
		Changes in	profit for	Increase	Changes in	profit for	Increase
		basis points	the year	in equity	basis points	the year	in equity
		基點變動	年內溢利	權益	基點變動	年內溢利	權益
		(減少)/增加	(減少)/增加	(減少)/增加	(減少)/增加	(減少)/增加	(減少)/增加
		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
Interest rate	利率	+50	(12,901)	(12,901)	+50	(1,016)	(1,016)
		-50	12,901	12,901	-50	1,016	1,016

#### 52.3 Other price risk

Other price risk relates to the risk that the fair values or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than changes in interest rates and foreign exchange rates). The Group is exposed to change in market prices in respect of its investments in listed equity securities classified as financial assets at fair value through profit and loss.

To manage its market price risk arising from these investments, the Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Board. The Group's listed investments are listed on the Stock Exchange of Hong Kong, Shenzhen and Shanghai, Mainland China. Decisions to buy or sell trading securities are based on daily monitoring of the performance of individual securities compared to that of the index and other industry indicators, as well as the Group's liquidity needs. Investments held in the available for sale portfolio have been chosen based on their longer term growth potential and are monitored regularly for performance against expectations.

The policies to manage other price risk have been followed by the Group since prior years and are considered to be effective.

##### Equity price sensitivity

For listed equity securities, an average volatility of 16.0% has been observed in 2018 (2017: 32.0%). The following table illustrates the sensitivity of the Group's profit for the year and equity in regards to 16.0% (2017: 32.0%) volatility in respect of listed equity securities classified as held for trading.

#### 52.3 其他價格風險

其他價格風險指金融工具之公允價值或未來現金流量因市場價格變動(利率及匯率變動除外)而出現波動之風險。本集團就其分類為按公允價值於損益賬處理之金融資產之上市股本證券投資承擔市場價格變動風險。

為管理該等投資產生之市場價格風險，本集團分散其投資組合。分散投資組合乃按照董事會所定限制作出。本集團之上市投資乃於香港聯合交易所以及中國內地深圳及上海證券交易所上市。買入或賣出證券之決定乃根據每日監察個別證券對指數或其他市場指標之表現及本集團之流動現金需要作出。於可供出售投資組合中持有之投資乃按其長期增長潛力選取，並定期監察其表現是否符合預期。

本集團一直沿用過往年度其他價格風險管理政策，認為其具有成效。

##### 股價敏感度

就上市股本證券而言，於2018年觀察得出之平均波幅為16.0%(2017年：32.0%)。下表說明分類為持作買賣之上市股本證券16.0%(2017年：32.0%)波幅對本集團之年內溢利及權益之敏感度。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 52. FINANCIAL RISK MANAGEMENT (Continued)

#### 52.3 Other price risk (Continued)

Equity price sensitivity (Continued)

		2018			2017		
		Increase/ (Decrease) in profit for the year		Increase/ (Decrease) in equity	Increase/ (Decrease) in profit for the year		Increase/ (Decrease) in equity
Changes in equity price	股本價格 變動	增加/(減少)	增加/(減少)	增加/(減少)	增加/(減少)	增加/(減少)	增加/(減少)
		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
Listed equity securities	上市股本證券	+16.0%	13,228	13,228	+32.0%	63,426	63,426
		-16.0%	(13,228)	(13,228)	-32.0%	(63,426)	(63,426)

The assumed volatilities of listed securities represent the management's assessment of a reasonably possible change in these security price over the next twelve-month period.

上市證券之假設波幅指管理層對該等證券價格於未來十二個月期間之合理可能變動之評估。

#### 52.4 Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group minimise credit risk by dealing exclusively with high credit rating counterparties.

The Group's credit risk on cash and cash equivalents and pledged bank deposits is limited because the counterparties are banks with good reputation.

##### Exposure to credit risk

As at reporting period end, the Group's maximum exposure to credit risk is the carrying amount of the respective recognised financial assets as stated in the statements of financial position. The Group's principal financial assets are trade receivables, deposits and other receivables, cash and cash equivalents and pledged and restricted bank deposits. The amounts presented in the statement of financial position are net of loss allowance.

#### 52.4 信貸風險

信貸風險指交易對手方不履行其合約責任導致本集團產生財務虧損之風險。本集團僅與高信貸評級之交易對手方交易，藉以將信貸風險減至最低。

本集團就現金及等同現金項目以及已抵押銀行存款之信貸風險有限，原因為交易對手方為信譽良好之銀行。

##### 所面對信貸風險

於報告期末，本集團所面對最大信貸風險為於財務狀況報表內呈列之相關已確認金融資產之賬面值。本集團之主要金融資產為應收貿易款項、按金及其他應收款項、現金及等同現金項目以及已抵押及受限制銀行存款。於財務狀況報表內呈列之金額已扣除虧損撥備。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 52. FINANCIAL RISK MANAGEMENT (Continued)

#### 52.4 Credit risk (Continued)

##### Exposure to credit risk (Continued)

The Group develops and maintains its credit risk gradings to categorise exposures according to their degree of risk of default. The Group uses its trading records to rate its major customers and other debtors. The Group's current credit risk framework comprises the following categories:

Category 類別	Description 描述
Performing	The counterparty has a low risk of default and does not have any past-due amounts.
良好	交易對手方的違約風險較低及並無任何逾期款項。
Doubtful	Amount is more than 1 year past due or there has been a significant increase in credit risk since initial recognition.
呆滯	有關款項逾期超過一年或自初步確認以來信貸風險顯著增加。
In default	Amount is more than 5 years past due or there is evidence indicating the asset is credit-impaired.
違約	有關款項逾期超過五年或有證據顯示資產出現信貸減值。
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery.
撇銷	有證據顯示債務人陷入嚴重財務困難且本集團不認為日後可收回有關款項。

### 52. 財務風險管理(續)

#### 52.4 信貸風險(續)

##### 所面對信貸風險(續)

本集團制定及設有其信貸風險評級，以根據有關違約風險程度將所面對風險分類。本集團使用其交易記錄為其主要客戶及其他債務人評級。本集團現行信貸風險框架包括以下類別：

##### Basis for recognising ECL 確認預期信貸虧損的基準

Trade receivables: lifetime ECL — not credit impaired  
Other financial assets and other items: 12-month ECL  
應收貿易款項：全期預期信貸虧損—並未發生信貸減值  
其他金融資產及其他項目：12個月預期信貸虧損

Lifetime ECL — not credit-impaired

全期預期信貸虧損—並未發生信貸減值

Lifetime ECL — credit-impaired

全期預期信貸虧損—發生信貸減值

Amount is written off

撇銷有關金額

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 52. FINANCIAL RISK MANAGEMENT (Continued)

#### 52.4 Credit risk (Continued)

*Exposure to credit risk (Continued)*

The tables below detail the credit quality of the Group's financial assets and other items, as well as maximum exposure to credit risk by credit risk rating grades:

Group	Notes	Internal credit rating	12-month/ Lifetime ECL 12個月或全期 預期信貸虧損	Gross carrying amount	Loss allowance	Net carrying amount
本集團	附註	內部信貸評級		賬面總值 HK\$'000 千港元	虧損撥備 HK\$'000 千港元	賬面淨值 HK\$'000 千港元
Trade receivables 應收貿易款項	24	Performing/Doubtful 良好/呆滯	Lifetime ECL 全期預期信貸虧損	621,031	(81,467)	539,564
Deposits and other receivables 按金及其他應收 款項	20	Performing/Doubtful 良好/呆滯	12-month/Lifetime ECL 12個月/全期 預期信貸虧損	2,310,087	(141,886)	2,168,201

*Trade receivables*

The aging analysis of trade debtors based on due dates that were not considered as impaired was as follows:

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
0-90 days past due	逾期0-90日	330,835	379,390
91-180 days past due	逾期91-180日	109,754	222,997
181-270 days past due	逾期181-270日	25,305	30,603
271-360 days past due	逾期271-360日	21,740	26,641
Overdue for more than 360 days	逾期360日以上	51,930	20,037
		539,564	679,668

Prior to 1 January 2018, an impairment loss was recognised only when there was objective evidence of impairment (see note 2.13 – accounting policy applied until 31 December 2017). As at 31 December 2017, trade receivables of approximately HK\$30,063,000 was determined to be impaired.

Trade receivables that were past due but not impaired related to a number of independent customers that had a good track record with the Group. Based on past experience, management believed that no impairment allowance was necessary in respect of these balances as there had been no significant change in credit quality and the balances were still considered fully recoverable. The Group did not hold any collateral or other credit enhancements over these balances.

### 52. 財務風險管理(續)

#### 52.4 信貸風險(續)

*所面對信貸風險(續)*

下表詳列本集團金融資產及其他項目之信貸質素以及按信貸風險評級劃分之最大信貸風險：

*應收貿易款項*

被視為已逾期但未減值之應收貿易款項賬齡分析如下：

於2018年1月1日前，僅於有客觀證據顯示減值時方會確認減值虧損(見附註2.13 — 截至2017年12月31日前應用之會計政策)。於2017年12月31日，應收貿易款項約30,063,000港元釐定為減值。

已逾期但並無減值之應收貿易款項涉及多名與本集團有良好往績記錄之獨立客戶。根據過往經驗，管理層認為毋須就該等結餘作出減值撥備，原因為有關信貸質素並無重大變動，且結餘仍被視作可全數收回。本集團並無就該等結餘持有任何抵押品或其他信貸增強措施。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 52. FINANCIAL RISK MANAGEMENT (Continued)

#### 52.4 Credit risk (Continued)

##### Trade receivables (Continued)

Movement in the loss allowance account in respect of trade receivables during the year is as follows:

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
At 1 January	於1月1日	30,063	24,675
Impact of initial application of HKFRS 9 (note 3.1(ii)(a))	初次應用香港財務報告準則第9號之影響(附註3.1(ii)(a))	52,043	-
At 1 January (restated)	於1月1日(經重列)	82,106	24,675
Provision of impairment	減值撥備	4,303	2,920
Write-back of impairment during the year	年內減值撥回	(3,670)	-
Exchange realignment	匯兌調整	(1,272)	2,468
<b>At 31 December</b>	<b>於12月31日</b>	<b>81,467</b>	<b>30,063</b>

##### Deposits and other receivables

The aging analysis of deposits and other receivables based on due dates that were not considered to be impaired was as follows:

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
0-90 days past due	逾期0-90日	249,358	625,569
91-180 days past due	逾期91-180日	143,825	162,598
181-270 days past due	逾期181-270日	188,622	136,476
271-360 days past due	逾期271-360日	60,822	213,084
Overdue for more than 360 days	逾期360日以上	1,525,574	907,427
		<b>2,168,201</b>	<b>2,045,154</b>

Prior to 1 January 2018, an impairment loss was recognised only when there was objective evidence of impairment (see note 2.13 — accounting policy applied until 31 December 2017). As at 31 December 2017, deposits and other receivables of approximately HK\$27,480,000 was determined to be impaired.

Deposits and other receivables that were past due but not impaired related to a number of independent customers that had a good track record with the Group. Based on past experience, management believed that no impairment allowance was necessary in respect of these balances as there had been no significant change in credit quality and the balances were still considered fully recoverable.

### 52. 財務風險管理(續)

#### 52.4 信貸風險(續)

##### 應收貿易款項(續)

年內應收貿易款項之虧損撥備賬變動如下:

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
At 1 January	30,063	24,675
Impact of initial application of HKFRS 9 (note 3.1(ii)(a))	52,043	-
At 1 January (restated)	82,106	24,675
Provision of impairment	4,303	2,920
Write-back of impairment during the year	(3,670)	-
Exchange realignment	(1,272)	2,468
<b>At 31 December</b>	<b>81,467</b>	<b>30,063</b>

##### 按金及其他應收款項

被視為並無減值之按金及其他應收款項賬齡分析如下:

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
0-90 days past due	249,358	625,569
91-180 days past due	143,825	162,598
181-270 days past due	188,622	136,476
271-360 days past due	60,822	213,084
Overdue for more than 360 days	1,525,574	907,427
	<b>2,168,201</b>	<b>2,045,154</b>

於2018年1月1日前，僅於有客觀證據顯示減值時方會確認減值虧損(見附註2.13 — 截至2017年12月31日前應用之會計政策)。於2017年12月31日，按金及其他應收款項約27,480,000港元釐定為減值。

已逾期但並無減值之按金及其他應收款項涉及多名與本集團有良好往績記錄之獨立客戶。根據過往經驗，管理層認為毋須就該等結餘作出減值撥備，原因為有關信貸質素並無重大變動，且結餘仍被視作可全數收回。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 52. FINANCIAL RISK MANAGEMENT (Continued)

#### 52.4 Credit risk (Continued)

*Deposits and other receivables (Continued)*

Movement in the loss allowance account in respect of deposits and other receivables during the year is as follows:

		<b>2018</b>	2017
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
At 1 January	於1月1日	<b>27,480</b>	43,851
Impact of initial application of HKFRS 9 (note 3.1(ii)(c))	初次應用香港財務報告準則第9號之影響(附註3.1(ii)(c))	<b>87,096</b>	-
At 1 January (restated)	於1月1日(經重列)	<b>114,576</b>	43,851
Provision of impairment	減值撥備	<b>33,112</b>	3,570
Write-back of impairment during the year	年內減值撥回	<b>(579)</b>	(21,142)
Write-off as uncollectible	撇銷不可收回款項	<b>(4,212)</b>	(1,302)
Exchange realignment	匯兌調整	<b>(1,011)</b>	2,503
<b>At 31 December</b>	<b>於12月31日</b>	<b>141,886</b>	27,480

#### 52.5 Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the Company's Board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's non-derivative and derivative financial liabilities, based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the reporting date) and the earliest date the Group can be required to pay.

### 52. 財務風險管理(續)

#### 52.4 信貸風險(續)

*按金及其他應收款項(續)*

年內按金及其他應收款項之虧損撥備賬變動如下：

#### 52.5 流動資金風險

本集團內個別經營實體負責其本身之現金管理，包括現金盈餘之短期投資及為應付預期現金需求之新增貸款，惟有關管理須於借貸超出機關之若干預定水平時經本公司董事會批准後方可作實。本集團之政策為定期監察其流動資金需要及是否符合借貸契諾，從而確保其維持充足現金儲備應付短期及長期流動資金需要。

下表列示本集團非衍生金融負債及衍生金融負債於報告期末之剩餘合約到期情況，此乃根據合約未貼現現金流量(包括按訂約利率或(若為浮息)按報告日期之即期利率計算之利息付款)及本集團可能須付款之最早日期得出。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 52. FINANCIAL RISK MANAGEMENT (Continued)

### 52. 財務風險管理(續)

#### 52.5 Liquidity risk (Continued)

#### 52.5 流動資金風險(續)

Specifically, for bank and other borrowings which contain a repayment on demand clause which can be exercised at the lenders' sole discretion, the analysis shows the cash outflow based on the earliest period in which the Group can be required to pay, that is if the lenders were to invoke their unconditional rights to call the loans with immediate effect. The maturity analysis for other bank borrowings is prepared based on the scheduled repayment dates.

具體而言，就包含可由貸款人全權酌情決定行使之須按要求還款條款之銀行及其他借貸而言，分析按本集團可能須付款之最早期限(即倘貸款人援引其無條件權利要求即時償還貸款)顯示現金流出。有關其他銀行借貸之到期情況分析乃按預定還款日期編製。

		Carrying amount	Total contractual undiscounted cash flow	On demand or within 1 year	More than 1 year but less than 2 years	More than 2 years but less than 5 years
		賬面值	未貼現合約現金流量總額	按要求或一年內	超過一年但少於兩年	超過兩年但少於五年
		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
<b>As at 31 December 2018</b>	<b>於2018年12月31日</b>					
<b>Non-derivatives:</b>	<b>非衍生工具:</b>					
Trade payables	應付貿易款項	1,894,715	1,894,784	1,894,375	409	-
Other payables and accruals	其他應付款項及應計費用	2,091,610	2,091,610	2,091,610	-	-
Amount due to a director	欠一名董事款項	65,132	65,132	65,132	-	-
Amounts due to associates	欠聯營公司款項	5,492	5,492	5,492	-	-
Amounts due to related parties	欠關連方款項	178,959	178,959	178,959	-	-
Bank and other borrowings	銀行及其他借貸	18,719,005	20,166,664	7,564,403	8,588,815	4,013,446
Convertible and exchangeable bonds	可換股及可交換債券	1,150,721	1,150,721	1,150,721	-	-
Other employee benefits	其他僱員福利	44,183	47,567	17,420	12,920	17,227
Finance lease liabilities	融資租賃負債	90,090	97,177	45,960	28,245	22,972
		<b>24,239,907</b>	<b>25,698,106</b>	<b>13,014,072</b>	<b>8,630,389</b>	<b>4,053,645</b>
Financial guarantee issued	已發出財務擔保					
Maximum amount guaranteed	最高擔保金額	-	20,350	20,350	-	-
<b>Derivatives:</b>	<b>衍生工具:</b>					
Financial liabilities at fair value through profit or loss	按公允價值於損益賬處理之金融負債	26,911	26,911	21,476	-	5,435



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 52. FINANCIAL RISK MANAGEMENT (Continued)

#### 52.5 Liquidity risk (Continued)

	Carrying amount	Total contractual undiscounted cash flow 未貼現合約 現金流量總額	On demand or within 1 year 按要求或 一年內	More than 1 year but less than 2 years 超過一年 但少於兩年	More than 2 years but less than 5 years 超過兩年 但少於五年
	賬面值 HK\$'000 千港元	現金流量總額 HK\$'000 千港元	按要求或 一年內 HK\$'000 千港元	超過一年 但少於兩年 HK\$'000 千港元	超過兩年 但少於五年 HK\$'000 千港元
As at 31 December 2017 於2017年12月31日					
Non-derivatives:					
Trade payables 應付貿易款項	2,144,942	2,145,659	2,137,796	7,863	-
Other payables and accruals 其他應付款項及應計費用	1,362,414	1,362,414	1,362,414	-	-
Amount due to a director 欠一名董事款項	9,878	9,878	9,878	-	-
Amounts due to associates 欠聯營公司款項	5,492	5,492	5,492	-	-
Amounts due to related parties 欠關連方款項	135,669	135,669	135,669	-	-
Bank and other borrowings 銀行及其他借貸	22,896,454	24,997,917	10,773,663	3,895,134	10,329,120
Convertible and exchangeable bonds 可換股及可交換債券	1,172,381	1,172,381	1,172,381	-	-
Other employee benefits 其他僱員福利	2,064	2,064	-	-	2,064
Finance lease liabilities 融資租賃負債	87,173	92,024	63,098	24,594	4,332
	27,816,467	29,923,498	15,660,391	3,927,591	10,335,516
Financial guarantee issued 已發出財務擔保					
Maximum amount guaranteed 最高擔保金額	-	19,522	19,522	-	-
Derivatives:					
Financial liabilities at fair value through profit or loss 按公允價值於損益賬 處理之金融負債	86,908	86,908	86,908	-	-

Taking into account the Group's financial position, the directors of the Company do not consider it's probable that the lenders will exercise its discretion to demand immediate repayment. The directors of the Company believe that such term loans and convertible and exchangeable bonds will be repaid in accordance with the scheduled payment dates set out in the agreements which are summarised in the table below:

考慮到本集團之財務狀況，本公司董事認為貸款人不大可能行使其酌情權要求即時還款。本公司董事相信，該等定期貸款及可換股及可交換債券將按照有關協議所載預定付款日期償還，有關概要載於下表：

	Carrying amount	Total contractual undiscounted cash flow 未貼現合約 現金流量總額	On demand or within 1 year 按要求或 一年內	More than 1 year but less than 2 years 超過一年 但少於兩年	More than 2 years but less than 5 years 超過兩年 但少於五年
	賬面值 HK\$'000 千港元	現金流量總額 HK\$'000 千港元	按要求或 一年內 HK\$'000 千港元	超過一年 但少於兩年 HK\$'000 千港元	超過兩年 但少於五年 HK\$'000 千港元
As at 31 December 2018 於2018年12月31日	19,869,726	21,399,498	8,087,518	9,298,534	4,013,446
As at 31 December 2017 於2017年12月31日	24,068,835	26,227,189	12,001,976	3,896,093	10,329,120

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 53. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholders value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the current and previous years.

The Group monitors capital using a gearing ratio, which is net debt divided by total equity plus net debt. Net debt is calculated as the sum of bank and other borrowings, convertible and exchangeable bonds and finance lease liabilities less the sum of pledged and restricted bank deposits and cash and cash equivalents as shown in the statements of financial position. The Group aims to maintain the gearing ratio at a reasonable level. The gearing ratios as at the reporting date were as follows:

### 53. 資本管理

本集團資本管理之主要目標為保持強勁信貸評級及穩健資本比率，以支持業務發展及提高股東價值。

本集團管理其資本結構，並因應經濟狀況之轉變作出調整。為維持或調整資本結構，本集團可能調整應付股東股息、向股東給予資本回報或發行新股。本集團於本年度及過往年度之資本管理目標、政策或程序並無變動。

本集團使用資產負債比率監控資本，即債務淨額除以總權益加債務淨額。債務淨額乃以於財務狀況報表所示銀行及其他借貸、可換股及可交換債券以及融資租賃負債之總和減已抵押及受限制銀行存款及現金及等同現金項目之總和計算。本集團之目標為維持資本負債比率於合理水平。於報告日期之資本負債比率如下：

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>Current liabilities</b>	<b>流動負債</b>		
Bank and other borrowings	銀行及其他借貸	6,805,091	9,653,920
Finance lease liabilities	融資租賃負債	42,078	59,189
Convertible and exchangeable bonds	可換股及可交換債券	1,150,721	1,172,381
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Bank and other borrowings	銀行及其他借貸	11,913,914	13,242,534
Finance lease liabilities	融資租賃負債	48,012	27,984
Total debt	債務總額	19,959,816	24,156,008
Less: Pledged and restricted bank deposits	減：已抵押及受限制銀行存款	(6,962,975)	(8,672,079)
Cash and cash equivalents	現金及等同現金項目	(1,334,598)	(4,397,710)
<b>Net debt</b>	<b>債務淨額</b>	<b>11,662,243</b>	11,086,219
<b>Total equity</b>	<b>權益總額</b>	<b>6,955,339</b>	7,195,250
<b>Total equity and net debt</b>	<b>權益總額及債務淨額</b>	<b>18,617,582</b>	18,281,469
<b>Gearing ratio</b>	<b>資產負債比率</b>	<b>62.64%</b>	60.64%

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 54. COMPARATIVE FIGURES

Comparative amount of impairment loss on trade receivables and impairment loss of deposits, prepayments and other receivables of approximately HK\$2,920,000 and HK\$3,570,000 have been reclassified from “Other operating expenses” in consolidated income statement and “Bad debt written-off and provision for impairment of receivables” in consolidated statement of cash flows to “Expected credit loss on financial assets/ impairment loss on trade receivables, deposits and other receivables” in the consolidated income statement and consolidated statement of cash flows for the year ended 31 December 2017 for comparative purpose.

### 54. 比較數字

截至2017年12月31日止年度，應收貿易款項減值虧損及按金、預付款項及其他應收款項減值虧損比較金額約2,920,000港元及3,570,000港元已由綜合收益表「其他經營開支」及綜合現金流量報表之「撇銷應收款項壞賬及減值撥備」重新分類至綜合收益表及綜合現金流量報表之「金融資產之預期信貸虧損／應收貿易款項、按金及其他應收款項減值損失」，以作比較之用。

# + List of Properties

## 物業一覽表

### PROPERTIES UNDER DEVELOPMENT

### 發展中物業

Location		Interest attributable to the Group in percentage 本集團應佔權益百分比	Floor area on completion in sq.m. (approx.) 落成時樓面面積(概約平方米)	Type of development 發展項目類別	Expected year of completion 估計完成年份	Stage of development 發展階段
物業地點						
Reclaimed site located at Liu Wan, Shekou, Shenzhen, Guangdong Province, the PRC	中國廣東省深圳蛇口六灣之填海土地	100	526,000	Shopping arcade/ residential/hotel/ recreational facilities 商場/住宅/ 酒店/娛樂設施	2022 2022年	Construction in progress 在建工程
A residential development located at Guanghua Gonglu, Huadu District, Guangdong Province, the PRC	中國廣東省花都區廣花公路之住宅物業發展	100	758,000	Commercial/ residential 商業/住宅	2022 2022年	Construction in progress 在建工程

# Five-Year Financial Summary

## 五年財政摘要

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out as follows:

本集團過去五個財政年度之業績及資產與負債之摘要載列如下：

		<b>2018</b> <b>HK\$'000</b> 千港元	2017 HK\$'000 千港元	2016 HK\$'000 千港元	2015 HK\$'000 千港元	2014 HK\$'000 千港元
Revenue	收益	<b>16,789,451</b>	15,900,885	9,050,870	4,200,117	3,153,015
Profit/(Loss) for the year attributable to:	以下人士應佔年內溢利/(虧損)：					
Owners of the Company	本公司擁有人	<b>1,140,854</b>	1,708,027	1,359,553	238,875	(701,731)
Non-controlling interests	非控股權益	<b>(166,509)</b>	(105,592)	(81,161)	16,555	(45,248)
Profit/(Loss) for the year	年內溢利/(虧損)	<b>974,345</b>	1,602,435	1,278,392	255,430	(746,979)
Total assets	總資產	<b>41,226,213</b>	46,893,049	32,747,051	17,469,258	12,661,095
Total liabilities	總負債	<b>(34,270,874)</b>	(39,697,799)	(27,541,052)	(13,552,693)	(8,838,752)
Net assets	資產淨值	<b>6,955,339</b>	7,195,250	5,205,999	3,916,565	3,822,343





南海控股  
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