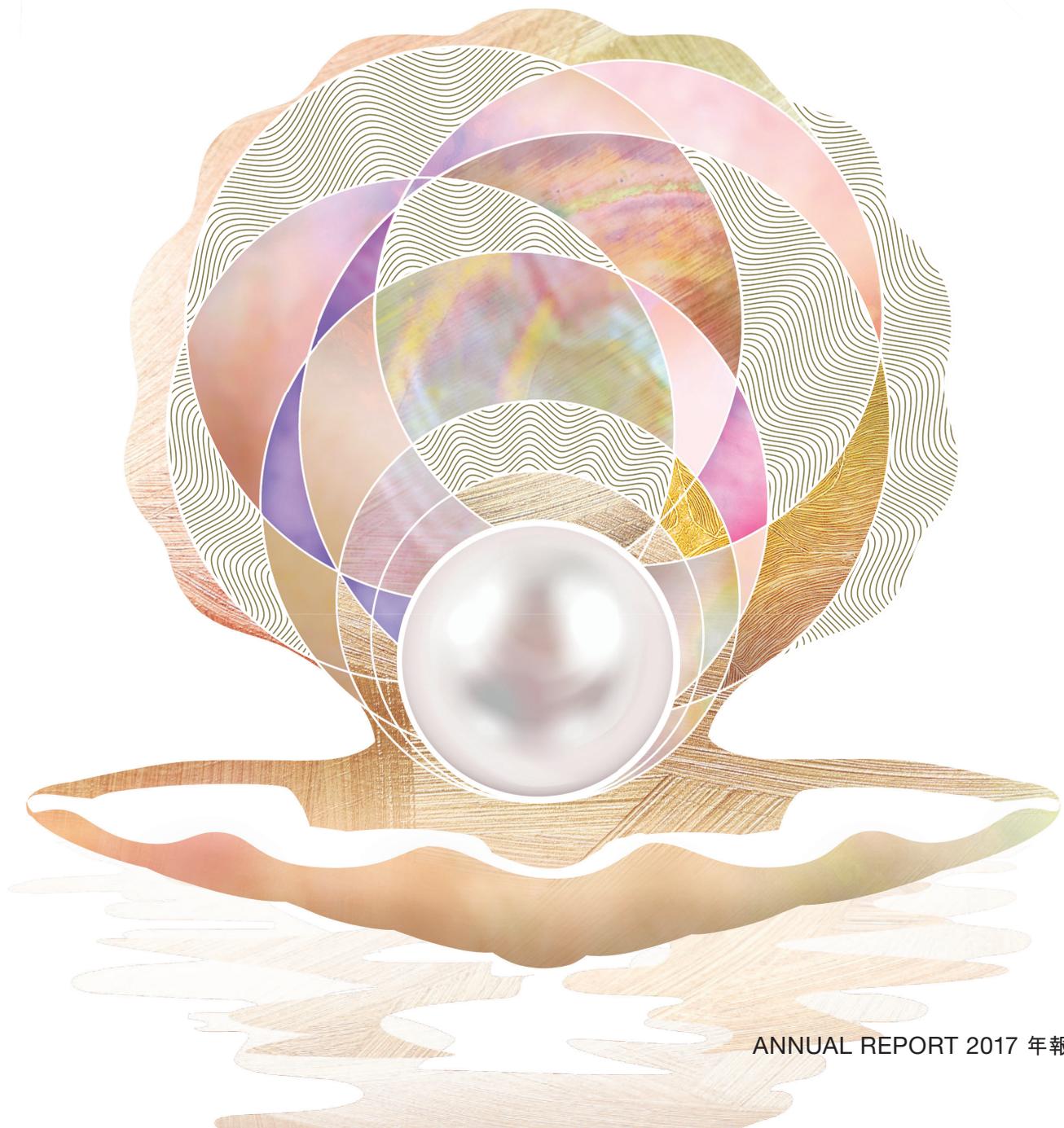




SUCCESS UNIVERSE GROUP LIMITED
實德環球有限公司

(Incorporated in Bermuda with limited liability) (於百慕達註冊成立之有限公司)
Stock Code 股份代號：00487

Embrace Infinite
SUCCESS
成就 無限 商機







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Corporate Information

公司資料

DIRECTORS

Executive Directors

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

Non-executive Director

Mr. Choi Kin Pui, Russelle

Independent Non-executive Directors

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

COMPANY SECRETARY

Ms. Chiu Nam Ying, Agnes

FINANCIAL CONTROLLER

Mr. Wong Chi Keung, Alvin

AUTHORISED REPRESENTATIVES

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

AUDIT COMMITTEE

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

REMUNERATION COMMITTEE

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

NOMINATION COMMITTEE

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

EXECUTIVE COMMITTEE

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

董事

執行董事

楊海成先生(*主席*)
馬浩文博士(*副主席*)

非執行董事

蔡健培先生

獨立非執行董事

楊慕嫦女士
錢永樂先生
莊名裕先生

公司秘書

趙藍英女士

財務總監

王志強先生

法定代表

馬浩文博士
趙藍英女士

審核委員會

錢永樂先生(*主席*)
蔡健培先生
楊慕嫦女士
莊名裕先生

薪酬委員會

楊慕嫦女士(*主席*)
楊海成先生
蔡健培先生
錢永樂先生
莊名裕先生

提名委員會

楊海成先生(*主席*)
蔡健培先生
楊慕嫦女士
錢永樂先生
莊名裕先生

執行委員會

楊海成先生(*主席*)
馬浩文博士

Corporate Information (Continued)

公司資料(續)

AUDITORS

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

LEGAL ADVISERS ON HONG KONG LAWS

lu, Lai & Li

LEGAL ADVISERS ON BERMUDA LAWS

Conyers Dill & Pearman

PRINCIPAL BANKERS

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

PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT IN BERMUDA

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

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

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

SHARE LISTING

The Stock Exchange of Hong Kong Limited
Stock Code: 00487

WEBSITE

www.successug.com

核數師

國衛會計師事務所有限公司
香港執業會計師

香港法律顧問

姚黎李律師行

百慕達法律顧問

Conyers Dill & Pearman

主要往來銀行

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

百慕達股份過戶登記總處

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

香港股份過戶登記分處

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心22樓

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

總辦事處及主要營業地點

香港
灣仔
港灣道23號
鷹君中心
16樓1601-2及8-10室

股份上市資料

香港聯合交易所有限公司
股份代號：00487

網址

www.successug.com

Our Vision

我們的遠見

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

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

Group Structure

集團架構



Business Highlights

業務概覽

- Revenue from continuing operations was approximately HK\$589.9 million and gross profit was approximately HK\$20.1 million for 2017
- Loss attributable to owners of the Company was approximately HK\$29.8 million for 2017
- Recorded a huge non-cash fair value gain on investment properties and a substantial increase of approximately sixty times in this segment results
- Jade Travel established a new business line in wholesale by providing ticketing fulfilment service for online travel agencies, and also worked closer with several leading online travel portals to provide more competitive price on ticket sales
- The Adjusted EBITDA* of Ponte 16, the Group's flagship investment project, was approximately HK\$225.3 million for 2017, and average occupancy rate of Sofitel Macau At Ponte 16 reached approximately 91% during the reporting year
- 二零一七年來自持續經營業務的收益約港幣 589,900,000 元，以及毛利約港幣 20,100,000 元
- 二零一七年本公司股東應佔虧損約港幣 29,800,000 元
- 投資物業錄得龐大非現金公平值收益，而此分部業績更錄得大幅增長約 60 倍
- Jade Travel 於批發業務新增設為網上旅遊代理提供票務的服務，亦與多個主要旅遊網站緊密合作，提供更具有競爭力的票價
- 二零一七年，本集團的旗艦投資項目十六浦之經修訂的除利息、稅項、折舊及攤銷前盈利*約為港幣 225,300,000 元，而於報告年度內，澳門十六浦索菲特大酒店的平均入住率達約 91%

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

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



Financial Highlights

財務概覽

		Year ended 31 December 截至十二月三十一日止年度		
		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
RESULTS	業績			
<i>CONTINUING OPERATIONS:</i>	持續經營業務：			
Revenue	收益			
Travel	旅遊	583,425	562,676	941,078
Property investment	物業投資	6,510	2,172	-
		589,935	564,848	941,078
Share of results of associates	應佔聯營公司 業績	(9,879)	17,513	29,288
Profit/(loss) for the year from continuing operations	來自持續經營業務之 本年度溢利/ (虧損)	4,369	(16,299)	7,500
<i>DISCONTINUED OPERATION:</i>	已終止經營業務：			
Loss for the year from discontinued operation:	來自己終止經營業務 之本年度虧損：			
Lottery	彩票	(37,825)	(20,766)	(19,143)
Loss for the year	本年度虧損	(33,456)	(37,065)	(11,643)
Loss attributable to owners of the Company	本公司股東應佔虧損	(29,810)	(30,977)	(6,670)

		At 31 December 於十二月三十一日		
		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
CONSOLIDATED STATEMENT OF FINANCIAL POSITION	綜合財務狀況表			
Total assets	資產總值	1,046,047	1,188,434	1,153,279
Total liabilities	負債總值	48,191	182,077	107,607
Net assets	資產淨值	997,856	1,006,357	1,045,672



Chairman's Statement

主席報告

2017 finished on a positive note for world's major economies, the Group will continue to pursue opportunities to keep up with the evolving marketplace and optimise its corporate strategy of creating long-term value for stakeholders.

2017年全球主要經濟體系呈現利好跡象，本集團將繼續把握機遇，與瞬息萬變的市場同步，致力優化其企業策略，為持份者締造長遠價值。

Chairman's Statement

主席報告

Dear Valued Shareholders,

On behalf of the board of directors (the "Board") of Success Universe Group Limited (the "Company", together with its subsidiaries, the "Group"), I am pleased to present the annual report of the Company for the year ended 31 December 2017.

2017 finished on a positive note for world's major economies, in spite of the shadow cast by an uncertain political climate in the Euro area. Among all, China managed to maintain its growth rate, dispelling fears over a potential sharp slowdown after decades of rapid growth; the Eurozone also staged a recovery after years of uncertainty; and various economic data of the United States of America signified an improved business environment. All these positive factors gave impetus to the long-term development of consumer spending and investment confidence.

With our deep-rooted industrial experiences and solidified entertainment and touristed-related businesses, we will continue to unearth new elements and ideas to enrich our customers' experience in every aspect. Our prudent while optimism approach would not only allows us to maintain our competitiveness, but also enables us to look for new business opportunities towards a stable and sustainable development irrespective of short-term market volatility.

TURNING TO A NEW CHAPTER

2018 marked the 10th anniversary of Ponte 16. This is certainly a milestone worth celebrating. Over the past decade, Ponte 16 transformed and marched forward together with Macau amidst opportunities and challenges. Along the ongoing structural changes in both macro economy and Macau gaming market, Ponte 16 and Macau have seized every opportunity to keep in step with the market, and even break through. This corporate value was fully demonstrated during the hit of Super Typhoon Hato, one of the strongest on record, in August 2017. We made timely actions to ensure the safety of our guests in Ponte 16 on the day, and resumed operations fully in about one month's time.

致尊貴的股東：

本人欣然代表實德環球有限公司(「本公司」，連同其附屬公司統稱「本集團」)董事會(「董事會」)，提呈本公司截至二零一七年十二月三十一日止年度的年報。

儘管歐元區政治氣氛未明朗，二零一七年全球主要經濟體系呈現利好跡象，包括中國維持經濟增長速度，消除了經過數十年高速增長後潛在急劇放緩的憂慮；歐元區經歷多年局勢不明朗後出現復甦；而美利堅合眾國各項經濟數據亦顯示其商業環境有所改善。這些正面因素均有助推動消費開支及投資信心的長遠發展。

憑藉深厚的行業經驗及穩固的娛樂及旅遊相關業務，我們將繼續發掘新元素及構想，全方位豐富客戶的體驗。我們審慎而樂觀的態度，不僅維持集團的競爭力，同時有助我們物色新商機，實現穩定及可持續發展，而不受短期市場波動所影響。

邁向新一頁

二零一八年標誌著澳門十六浦十周年誌慶，實在是值得慶賀的里程碑。過去十年經歷各種機遇及挑戰，十六浦與澳門共同轉型並邁步向前。隨著宏觀經濟及澳門博彩市場持續的結構性變化，十六浦與澳門均把握一切機會與時並進，並尋求突破。二零一七年八月，超強颱風天鴿襲澳期間，面對這個有紀錄以來最強颱風之一，十六浦充分展現其企業價值，我們及時採取行動確保十六浦酒店住客的安全，並於約一個月內全面恢復營運。

Chairman's Statement (Continued)

主席報告(續)

Turning to a new chapter in 2018, we believe it is destined to be a fascinating year and we are all looking forward to an exciting ride which will lead us to a new milestone. From “MJ Gallery” in 2010, indoor reality adventure game “Dangerous” in 2013, “Pier 16 Macau 3D World” in 2015, “Adventure Bouncer Zone” in 2016 and “G Racing Simulators” in 2017, we are committed to creating more values with more innovative entertainment offerings for the guests of Ponte 16. This year, Ponte 16 has introduced the new kids play zone featuring the European cartoon character Angry Birds, which is in the process of obtaining relevant licenses. Based on our past 10-year experience and expertise in the industry, we have strong faith in Macau's long term prospects and will continue to discover and bring the best multi-dimensional leisure and tourism experience into Macau.

HARNESS BUSINESS OPPORTUNITIES IN NEW MARKETS

The global travel and hospitality industry has entered a new era of growth and transformation. In addition to the usual recreation and sight-seeing, travellers nowadays are looking for a larger variety and exclusive tour selections. In view of this emerging trend, our travel business arm Jade travel, with a long history and brand in the wholesale travel network in Canada, did not stop moving forward but deepened its new ventures in the retail and online travel businesses since 2016, aiming to harness the opportunities in these markets and build a more sustainable business.

In 2017, we further delved into the retail market by introducing customerised tours and expanding its wholesale business by offering the ticketing fulfilment service for online travel agencies. We are in good faith that our endeavours will be paid off in the near future for it is a right direction to build an even bigger brand in the travel territory for a long-term development.

踏入二零一八年的新篇章，我們深信這將會是美好的一年，並期待著一次令人振奮的旅程帶領我們邁向新的里程碑。從二零一零年「米高積遜珍品廊」、二零一三年實感密室逃脫遊戲「危城解碼」、二零一五年「澳門十六浦3D奇幻世界」、二零一六年「冒險充氣樂園」、以及二零一七年「極速模擬賽車」，我們致力提升十六浦的價值，並為賓客提供更具創意的娛樂設施。本年度，十六浦更引進以歐洲卡通人物憤怒鳥為題的全新兒童遊樂區，現正辦理相關牌照事宜。憑藉過去十年在業內的經驗及專長，我們對澳門的長遠前景抱持堅定的信心，並將繼續為澳門發掘及引入最好的多元化休閒及旅遊體驗。

從新市場發展商機

全球旅遊及酒店業已進入增長及轉型的新時代。除一般娛樂及觀光活動外，現今的旅客追求更多種類和獨特的旅遊選擇。為迎合這個新興趨勢，我們經營旅遊業務的Jade Travel亦與時並進，不僅在加拿大批發旅遊網絡享有悠久歷史及品牌價值，自二零一六年起擴展零售及網上旅遊業務，務求在該等市場發掘機遇，以建立更符合可持續原則的業務。

於二零一七年，我們推出個人化旅程策劃以進一步深化零售市場，並擴充批發業務，為網上旅行代理提供票務服務。我們確信於旅遊領域建立更強大的品牌，是達致長遠發展的正確方向，我們的努力相信可於不久將來獲得回報。

INVESTING FOR GROWTH

Undoubtedly that commercial property in prime locations is a scarce resource in the densely-populated Hong Kong. We made timely decisions to accumulate an investment portfolio of commercial properties in prime locations when opportunities come. Foreseeing both the rental and price for offices in the central district in Hong Kong will continue their growth momentum, these property investments would provide us a capital appreciation potential in a longer term, as well as fruitful and recurring rental income. Underpinned by its growing property portfolios in Hong Kong, the Group will continue to create value from them which enhance our earnings quality and visibility.

APPRECIATION

Going forward, the Group will continue to pursue opportunities to keep up with the evolving marketplace and optimise its corporate strategy of creating long-term value for stakeholders.

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

Yeung Hoi Sing, Sonny
Chairman

Hong Kong
28 March 2018

投資增長

在人煙稠密的香港，黃金地段的商用物業實在是稀缺資源。我們把握機會並及時作出決定，於黃金地段累積商用物業投資組合。本集團預測香港中區寫字樓租金及價格的增長勢頭將會持續，該等物業投資會為我們提供長遠資本增值潛力，以及豐碩的經常性租金收入。在香港投資物業組合持續增長的基礎上，本集團將繼續藉此創造價值，從而提升盈利質量及知名度。

致謝

展望將來，本集團將繼續把握機遇，與瞬息萬變的市場同步，致力優化其企業策略，為持份者締造長遠價值。

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

主席
楊海成

香港
二零一八年三月二十八日

Management Discussion and Analysis

管理層討論及分析

Management Discussion and Analysis

管理層討論及分析

OVERVIEW

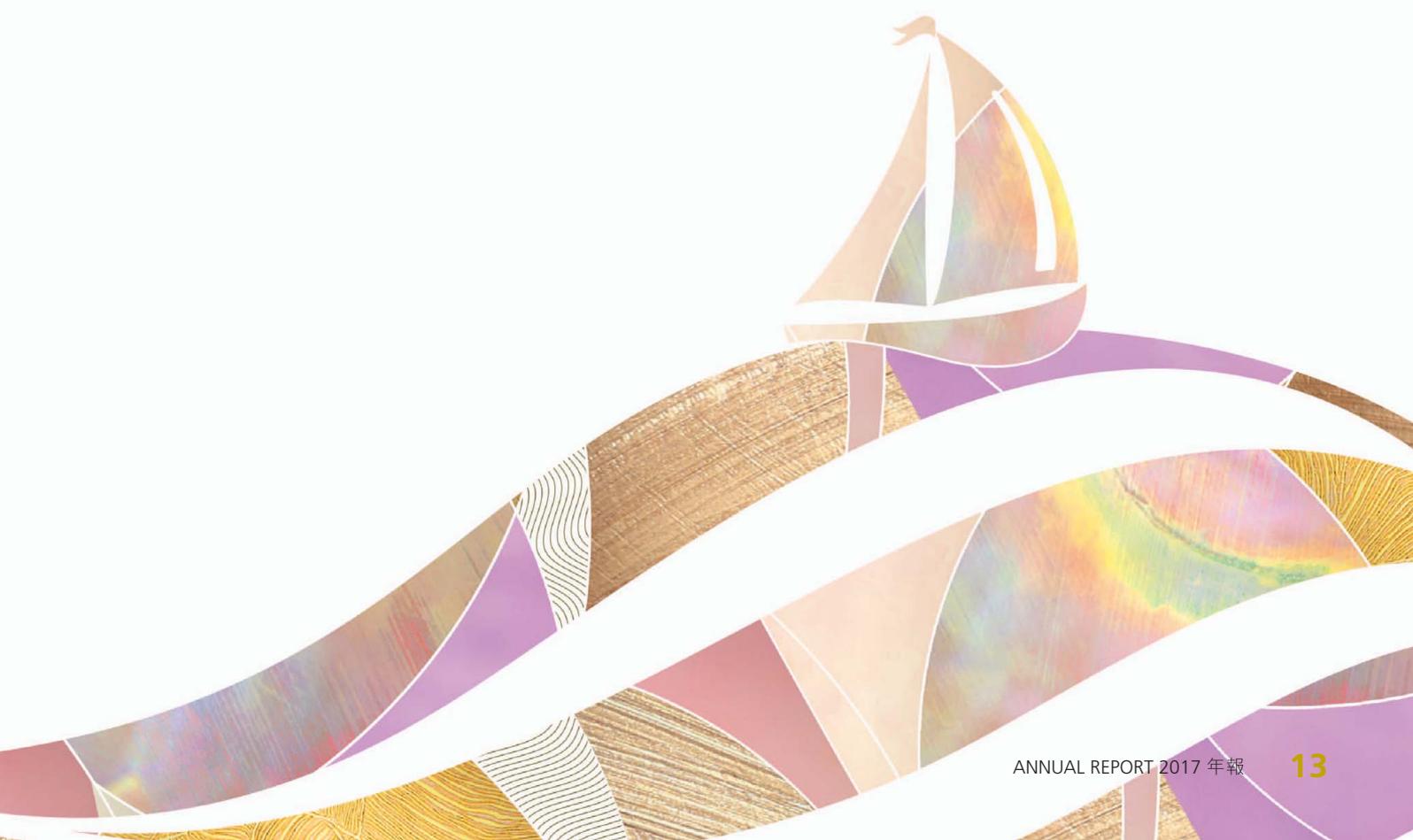
Global economies enjoyed the upswing in 2017 on the back of robust investment, improving consumer confidence and labour market, while Macau's gross gaming revenue ("GGR") experienced a recovery driven by the solid VIP and mass growth momentum in 2017 under such positive backdrop. The global economy is expected to grow at a strong pace and the Group is optimistic about the economic outlook for the year ahead. The Group has made further progress in its property investment business since 2016, and will continue to strengthen its competitiveness by exploring new opportunities. It will also strive to fortify its business portfolio to capture the enormous market potential, by leveraging on its experience in entertainment and tourist-related industries.

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

概覽

二零一七年環球經濟向好，主要由於投資暢旺、消費者信心及勞工市場改善。在這些利好因素下，二零一七年貴賓廳及中場穩健的增長勢頭，帶動澳門博彩毛收入復甦。環球經濟將繼續強勢增長，本集團對未來一年的經濟前景抱持樂觀態度。本集團的物業投資業務自二零一六年起邁步向前，並將繼續透過開拓新機遇以提升其競爭力。與此同時，本集團亦會致力增強其業務組合，憑藉其於娛樂及旅遊相關行業的經驗抓緊龐大的市場潛力。

以下討論應與本年報所載之綜合財務報表及相關附註一併閱讀。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

RESULTS

Loss attributable to owners of the Company for the year ended 31 December 2017 amounted to approximately HK\$29.8 million (2016: approximately HK\$31.0 million) including a loss recognised from the Disposal (as defined hereinafter) of approximately HK\$37.9 million, whilst loss per share from continuing and discontinued operations was 0.61 HK cents (2016: 0.63 HK cents). Notwithstanding the Group shared a loss of the associates relating to Ponte 16, the flagship investment project of the Group, for the year ended 31 December 2017 which was mainly due to the performance of Ponte 16 adversely affected by the Super Typhoon Hato in August 2017 and the increase in the loss of the Group's travel business, loss for the year reduced by approximately 10% to approximately HK\$33.5 million (2016: approximately HK\$37.1 million) which was mainly attributable to the fair value gain on investment properties.

CONTINUING OPERATIONS

For the year ended 31 December 2017, revenue of the Group was approximately HK\$589.9 million, increased by approximately 4% from approximately HK\$564.8 million for the same period of 2016. Gross profit decreased by approximately 2% to approximately HK\$20.1 million (2016: approximately HK\$20.6 million). The Group's shared loss of the associates relating to Ponte 16 for the year of 2017 was approximately HK\$9.9 million (2016: profit of approximately HK\$17.5 million). Earnings per share from continuing operations was 0.16 HK cents (2016: loss per share from continuing operations was 0.29 HK cents).

業績

截至二零一七年十二月三十一日止年度，本公司股東應佔虧損約港幣29,800,000元(二零一六年：約港幣31,000,000元)，包括出售事項(定義見下文)確認的虧損約港幣37,900,000元，而於持續及已終止經營業務之每股虧損為0.61港仙(二零一六年：0.63港仙)。雖然本集團應佔與其旗艦投資項目十六浦有關的聯營公司之表現主要受二零一七年八月超級颱風天鵝的不利影響，導致截至二零一七年十二月三十一日止年度錄得虧損，而旅遊業務的虧損亦於年內上升，但鑑於旗下投資物業之公平值帶來之收益，致使本集團年內的虧損減少約10%至約港幣33,500,000元(二零一六年：約港幣37,100,000元)。

持續經營業務

截至二零一七年十二月三十一日止年度，本集團的收益較二零一六年同期約港幣564,800,000元增加約4%至約港幣589,900,000元。毛利減少約2%至約港幣20,100,000元(二零一六年：約港幣20,600,000元)。於二零一七年，本集團應佔與十六浦有關的聯營公司虧損約港幣9,900,000元(二零一六年：溢利約港幣17,500,000元)。於持續經營業務之每股溢利為0.16港仙(二零一六年：於持續經營業務之每股虧損為0.29港仙)。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

DISCONTINUED OPERATION

Reference was made to the Company's announcement dated 8 September 2017 in relation to the disposal of the Group's lottery business at a consideration of HK\$12.0 million (the "Disposal"). Upon completion of the Disposal in September 2017, a loss of approximately HK\$37.9 million was recognised by the Group, and the Group ceased to carry on any lottery-related business in China.

In 2017, revenue of the lottery business amounted to approximately HK\$19.1 million (2016: approximately HK\$8.3 million). The segment loss was approximately HK\$37.8 million (2016: approximately HK\$20.8 million), including the loss of approximately HK\$37.9 million on the Disposal as mentioned above. Loss attributable to the owners of the Company from the discontinued operation of approximately HK\$37.9 million (2016: approximately HK\$16.6 million) was recorded for the reporting year.

DIVIDENDS

No interim dividend was paid in 2017 (2016: nil). The directors of the Company ("Director(s)") do not recommend any payment of a final dividend for the year ended 31 December 2017 (2016: nil).

已終止經營業務

茲提述本公司日期為二零一七年九月八日刊發之公佈，有關出售本集團之彩票業務(「出售事項」)，代價為港幣12,000,000元。於二零一七年九月完成出售事項後，本集團確認虧損約港幣37,900,000元，而本集團已終止於中國從事任何彩票相關業務。

於二零一七年，彩票業務之收益約港幣19,100,000元(二零一六年：約港幣8,300,000元)。此分部虧損約港幣37,800,000元(二零一六年：約港幣20,800,000元)，包括上述出售事項的虧損約港幣37,900,000元。於報告年度內，本公司股東應佔來自已終止經營業務之虧損約港幣37,900,000元(二零一六年：約港幣16,600,000元)。

股息

二零一七年並無派付中期股息(二零一六年：無)。本公司董事(「董事」)不建議就截至二零一七年十二月三十一日止年度派付任何末期股息(二零一六年：無)。

Travel Business

旅遊業務

The Group's travel business gained exposure in the retail market and extended the business coverage to integrated travel solutions, establishing a solid foundation for further development.

本集團旅遊業務成功在零售市場爭取曝光率，並將業務範圍擴展至綜合旅遊解決方案，為未來進一步發展奠下穩固根基。





REVIEW OF OPERATIONS

Travel Business

The Group operates Jade Travel Ltd. (“Jade Travel”), one of the largest travel agencies in Canada, and has developed two business segments in order to provide more professional services to customers. Air Booking Center was established in early 2017 to serve corporate customers, while the traditional Jade Tours targets at retail and tour customers.

業務回顧

旅遊業務

本集團經營的Jade Travel Ltd. (「Jade Travel」)是加拿大最大的旅行社之一，並已分拆兩個業務分部發展，旨在為客戶提供更專業的服務。Air Booking Center於二零一七年初成立為企業客戶提供服務，而傳統的翡翠旅遊則以零售及旅遊客戶為目標。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

REVIEW OF OPERATIONS (CONTINUED)

Travel Business (continued)

In view of the gradual economic recovery and the increasing demand for leisure travel, the Group strategically strengthened its operations by expanding the retail segment with its established brand in the region. With the increasing savvy and demand from travellers, Jade Travel extended its product offerings to provide featured and personalised travel packages, allowing travellers to enjoy in-depth and unique travel experience with extra fine delicacies and entertainment arrangements. Together with its online booking service platforms and 24-hour customer hotline service, the retail business was well received by the customers in 2017.

Jade Travel also worked closer with several leading domestic and international online travel portals to provide more competitive price on ticket sales. In order to achieve a more efficient resources allocation, Jade Travel established a new business line in wholesale by providing ticketing fulfilment service for online travel agencies in addition to its traditional wholesale business.

業務回顧(續)

旅遊業務(續)

隨著經濟逐漸復甦及休閒旅遊之需求日益增加，本集團策略性地強化其業務，以其於區內知名的品牌效應拓展零售業務。鑑於旅客的見識及需求越來越高，Jade Travel 將其產品組合伸延至特色及個人化的旅遊套票，豐富的佳餚及娛樂安排讓旅客享受深入及獨特的旅遊體驗。配合其網上預訂服務平台及二十四小時客戶熱線服務，零售業務於二零一七年深受客戶好評。

Jade Travel 亦與多個國內及國際的主要旅遊網站緊密合作，提供更具競爭力的票價。為達至更有效的資源分配，Jade Travel 於其傳統批發業務基礎上，新增設為網上旅遊代理提供票務的服務。



REVIEW OF OPERATIONS (CONTINUED)

Travel Business (continued)

During the reporting year, the ever-changing market trend and technology reshaped the attitude and habit toward travellers, Jade Travel has strived to respond and react to the market dynamics in order to stay ahead of the competition. Revenue of the segment increased to approximately HK\$583.4 million for the year ended 31 December 2017 (2016: approximately HK\$562.7 million). Loss in this segment amounted to approximately HK\$15.7 million (2016: approximately HK\$7.9 million), including an impairment loss on intangible assets of approximately HK\$4.6 million (2016: approximately HK\$3.2 million) which was recognised for the reporting year.

業務回顧(續)

旅遊業務(續)

於報告年度內，不斷變化的市場趨勢和科技，為旅客的態度和習慣重新定義，而 Jade Travel 亦致力回應市場動態及採取適當措施，以保持其競爭優勢。截至二零一七年十二月三十一日止年度之分部收益增加至約港幣 583,400,000 元(二零一六年：約港幣 562,700,000 元)。此分部虧損約港幣 15,700,000 元(二零一六年：約港幣 7,900,000 元)，包括於報告年度內就無形資產確認的減值虧損約港幣 4,600,000 元(二零一六年：約港幣 3,200,000 元)。

Property Investment Business 物業投資業務

The new segment of property investment business will provide a steady recurring rental income to the Group, broadening its revenue stream.

新的物業投資業務將為本集團帶來穩定的經常性租金收入，擴闊集團收益來源。





REVIEW OF OPERATIONS (CONTINUED)

Property Investment Business

The Group has built an investment portfolio of commercial properties in prime locations in Hong Kong for steady rental income and capital appreciation potential since mid of 2016. In February 2017, an indirect wholly-owned subsidiary of the Company entered into a sale and purchase agreement with an independent third party to acquire a property in Sing-Ho Finance Building, Wanchai at a consideration of approximately HK\$19.5 million and the acquisition was completed in April 2017. Coupled with the property in Admiralty Centre (the “Existing Property”), the Group currently owns two office premises in Hong Kong for investment purpose.

業務回顧(續)

物業投資業務

自二零一六年中甸，本集團已於香港黃金地段建立商用物業投資組合，以獲取穩定租金收入及資本升值潛力。於二零一七年二月，本公司一間間接全資附屬公司與一名獨立第三方訂立一份買賣協議，收購灣仔信和財務大廈的一項物業，代價約港幣19,500,000元，而該收購已於二零一七年四月完成。聯同位於海富中心之物業（「現有物業」），本集團目前擁有兩所香港寫字樓物業作投資用途。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

REVIEW OF OPERATIONS (CONTINUED)

Property Investment Business (continued)

Benefiting from the soaring property prices in Hong Kong, the Group recorded a huge non-cash fair value gain on investment properties and a substantial increase of approximately sixty times in this segment results. Revenue of the property investment business for the reporting year amounted to approximately HK\$6.5 million, representing an increase of approximately 200% as compared with approximately HK\$2.2 million for the last corresponding year, while segment profit was approximately HK\$83.4 million (2016: approximately HK\$1.3 million) including the fair value gain on investment properties of approximately HK\$79.2 million (2016: nil).

業務回顧(續)

物業投資業務(續)

受惠於香港物業價格上升，本集團的投資物業錄得龐大非現金公平值收益，而此分部業績更錄得大幅增長約60倍。於報告年度內，物業投資業務收益約港幣6,500,000元，較去年同期約港幣2,200,000元增加約200%，而分部溢利約為港幣83,400,000元(二零一六年：約港幣1,300,000元)，包括投資物業之公平值收益約港幣79,200,000元(二零一六年：無)。

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



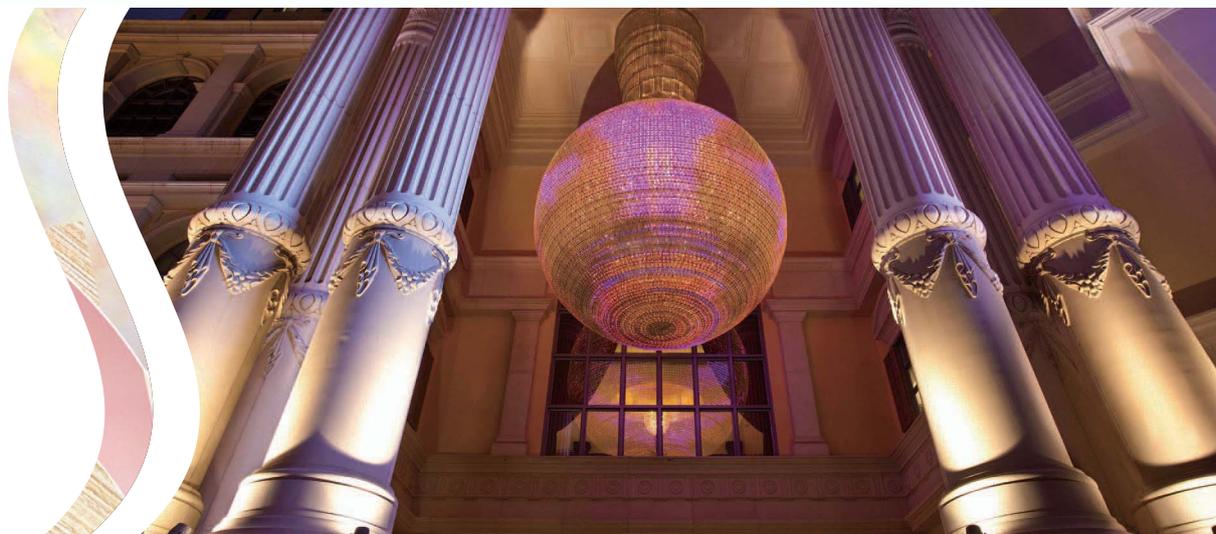


Investment Project – Ponte 16

投資項目一十六浦

2016 marked a turn-around of Macau gaming market, Ponte 16 continued to maintain its competitiveness and deliver comprehensive entertainment experience, upholding its leading position in the Inner Harbour of Macau.

澳門博彩市場於二零一六年扭轉逆勢，十六浦繼續保持競爭力及提供全方位娛樂體驗，鞏固其為澳門內港之領導地位。





REVIEW OF OPERATIONS (CONTINUED)

Investment Project — Ponte 16

The opening of new resorts and diversified entertainment offerings supported Macau to retrieve its economic growth momentum, where the total GGR in Macau reported a substantial year-on-year growth of 19% in 2017. However, the Super Typhoon Hato ripped through Macau in August 2017, caused widespread flood around the inner harbour of the Macau Peninsula and caused partial closure of Ponte 16's casino operation for about one month.

業務回顧(續)

投資項目 — 十六浦

澳門經濟受惠於多個新度假村的落成及多元化娛樂設施而恢復增長勢頭，澳門博彩毛收入總額於二零一七年按年大幅增長19%。然而，超強颱風天鴿於二零一七年八月襲澳，造成澳門半島內港一帶廣泛水浸，導致十六浦娛樂場部分營運需暫停約一個月。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

REVIEW OF OPERATIONS (CONTINUED)

Investment Project — Ponte 16 (continued)

As at 31 December 2017, the casino of Ponte 16 had 109 gaming tables, consisting of 96 mass gaming tables, 7 high-limit tables and 6 VIP tables. Adjusted EBITDA* for the reporting year decreased by approximately 19% to approximately HK\$225.3 million (2016: approximately HK\$277.4 million). Thanks to the increasing visitors to Macau and the continual effort and promotions at Ponte 16, there was a satisfactory improvement in the overall revenue of Sofitel Macau At Ponte 16 that the average occupancy rate reached to approximately 91% during the reporting year.

With its dedication in offering guests with top notch resort experience, Sofitel Macau At Ponte 16 received 16 honourable industry awards in 2017 as the recognitions of its outstanding quality and world-class services. These awards include “Best Luxury Hotel in Macau” and “Best Romantic Hotel in Macau” by Haute Grandeur Global Hotel Awards 2017, “Elegant Luxury Hotel of the year” by The Luxury Travel Guide and more. Privé was awarded with “My Favorite Hotel Restaurant” by iFood Award 2017, and “French Cuisine Country Winner” by 2017 World Luxury Restaurant Awards and So SPA was awarded with “Asia’s Top Wellness Spa” by NOW Travel Asia Awards 2017. The above awards have highly recognised the superior international standard and quality offered by Sofitel Macau At Ponte 16.

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

業務回顧(續)

投資項目 — 十六浦(續)

於二零一七年十二月三十一日，十六浦娛樂場共有109張賭桌，其中96張為中場賭桌、7張為高注碼賭桌及6張為貴賓賭桌。於報告年度內，經修訂的除利息、稅項、折舊及攤銷前盈利*減少約19%至約港幣225,300,000元(二零一六年：約港幣277,400,000元)。受惠於訪澳旅客的增加及十六浦持續努力和宣傳，澳門十六浦索菲特大酒店之整體收益改善令人滿意，於報告年度內平均入住率達約91%。

澳門十六浦索菲特大酒店向來致力給予賓客一流的度假體驗，於二零一七年榮獲16項行業大獎，表彰其超卓優質及世界級的服務。該等獎項包括二零一七年 Haute Grandeur Global Hotel Awards 頒發「澳門最佳奢華酒店大獎」及「澳門最佳浪漫酒店大獎」、The Luxury Travel Guide 頒發「年度優雅奢華酒店大獎」等。Privé 則榮獲二零一七年 iFood Award 頒發「我最喜愛的酒店餐廳」，以及二零一七年 World Luxury Restaurant Awards 頒發「法式料理大獎」，而 So SPA 亦榮獲二零一七年 NOW Travel Asia Awards 頒發「亞洲最佳水療度假酒店」。上述獎項足證澳門十六浦索菲特大酒店的卓越國際標準及質素。

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

REVIEW OF OPERATIONS (CONTINUED)

Investment Project — Ponte 16 (continued)

Taking advantage of higher volume of visitors to Macau, Ponte 16 continues to enhance its entertainment portfolio and marketing strategy to maintain its leading position as one of the most popular destinations in the Macau Peninsula. The only virtual and professional car racing facility in Macau — “G Racing Simulators” was introduced during the reporting year, which offers 16 stations of 4K racing simulation of the Macau Grand Prix Racing Event. Ponte 16 also embraces the prolific local cultures through inviting quality street performers to make great performances at the outdoor plaza, filling additional vitality and arts to the unique local culture of Macau’s inner harbour.

Ponte 16 has deep roots in the community and takes a proactive approach to address the sustainability challenges faced by its hotel and entertainment businesses. It also supports and promotes responsible gaming in accordance with the rules and regulations of the Macau government authorities, by upholding related policies and practices during daily operations.

With the implementation of environmental management system and the internal “Planet 21 Program”, Ponte 16 has continued to improve its performance in energy usage, water consumption, waste and emissions in the hotel operation. During the reporting year, Sofitel Macau At Ponte 16 was granted the “Silver Award” by Macao Green Hotel Award as a recognition of its continuous investment on environmental initiatives, in particular for the replacement of LED lights with higher energy efficiency, and the adoption of water recycling scheme that reused over 9,600m³ of grey water for toilet flushing purpose, as well as the installation of flow regulators to improve water consumption efficiency.

業務回顧(續)

投資項目 — 十六浦(續)

受惠於訪澳旅客人數上升，十六浦持續優化其娛樂組合及營銷策略，以維持作為澳門半島最受歡迎景點之一的領導地位。於報告年度內，十六浦引入澳門唯一的虛擬及專業賽車設施 — 「極速模擬賽車」，提供十六台澳門格蘭披治大賽車的4K模擬賽車系統。十六浦亦邀請優秀的街頭表演者於戶外廣場進行多姿多彩的表演，為澳門內港的獨特當地文化注入更多活力及藝術色彩。

十六浦紮根社區，向來以積極態度面對其酒店及娛樂業務可持續發展方面的挑戰。十六浦亦根據澳門政府機構的規則及規例，響應提倡負責任博彩的推廣宣傳，於日常營運中落實執行相關政策及常規。

十六浦的酒店營運過程中實施環境管理系統及內部「Plant 21可持續發展計劃」，不斷改善其能源使用、用水量、廢物及排放量的表現。於報告年度內，澳門十六浦索菲特大酒店榮獲澳門環保酒店獎「銀獎」，表彰其持續投資於環保措施，尤其是更換能源效益更高的LED燈，並採取水資源回收計劃循環再用逾9,600立方米的中水作沖廁用途，同時安裝流量調節器以提升用水效益。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

REVIEW OF OPERATIONS (CONTINUED)

Investment Project — Ponte 16 (continued)

In view of the maturity of the syndicated loan facilities granted to Pier 16 – Property Development Limited (“Pier 16 – Property Development”, an associate of the Group and is principally engaged in the investment, development and, through its subsidiaries, operation of Ponte 16) on 29 June 2017 and for the purposes of, among others, refinancing the syndicated loan facilities and financing the repayment of certain shareholders’ loans previously advanced to Pier 16 – Property Development, Pier 16 – Property Development entered into an amended and restated facility agreement (the “Amended Facility Agreement”) with, among others, a bank as lender in June 2017. Pursuant to the Amended Facility Agreement, the maturity date under the syndicated loan facilities agreement was extended to 28 June 2022 and the facility amount was revised to the aggregate amounts of HK\$735 million and MOP273 million (the “Revised Loan Facilities”).

FINANCIAL REVIEW

Liquidity, Financial Resources and Gearing

As at 31 December 2017, the Group had net current assets of approximately HK\$160.7 million (31 December 2016: approximately HK\$252.9 million) and net assets of approximately HK\$997.9 million (31 December 2016: approximately HK\$1,006.4 million). The Group adopts a conservative approach towards its treasury policies. The Group strives to reduce exposure to credit risk by monitoring the trade receivables of its customers on an ongoing basis. To manage liquidity risk, the Board closely monitors the Group’s liquidity position to ensure that the liquidity structure of the Group’s assets, liabilities and commitments can meet its funding requirements. Presently, there is no hedging policy with respect to the foreign exchange exposure. The Group’s transactional currency are Hong Kong dollars (“HK\$”) and Canadian dollars (“CAD”) as substantially all the revenues are in HK\$ and CAD. The Group’s transactional foreign exchange exposure was insignificant.

業務回顧(續)

投資項目 — 十六浦(續)

十六浦物業發展股份有限公司(「十六浦物業發展」, 本集團一間聯營公司, 主要從事投資、發展和透過其附屬公司營運十六浦)獲授的銀團貸款融資於二零一七年六月二十九日到期, 且為了(其中包括)將銀團貸款融資再融資和撥資償還先前墊付予十六浦物業發展的若干股東貸款, 十六浦物業發展於二零一七年六月與(其中包括)一間銀行(作為貸款人), 訂立經修訂及重列融資協議(「經修訂融資協議」)。根據經修訂融資協議, 將銀團貸款融資協議之到期日延長至二零二二年六月二十八日, 融資金額亦修訂至為合共港幣735,000,000元及273,000,000澳門元(「經修訂貸款融資」)。

財務回顧

流動資金、財務資源及資本負債

於二零一七年十二月三十一日, 本集團之流動資產淨值約港幣160,700,000元(二零一六年十二月三十一日: 約港幣252,900,000元), 而資產淨值約港幣997,900,000元(二零一六年十二月三十一日: 約港幣1,006,400,000元)。本集團採取保守之庫務政策, 致力於持續監管客戶之應收貿易賬款, 以減輕信貸風險。為管理流動資金風險, 董事會密切監察本集團之流動資金狀況, 以確保本集團由資產、負債及承擔組成之流動性結構足以應付其融資需要。目前, 本集團並無有關外匯風險之對沖政策。本集團所有重大收益均以港幣(「港幣」)及加元(「加元」)計值, 故本集團之交易貨幣定為港幣及加元。本集團在交易上所承受之外匯風險甚微。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

FINANCIAL REVIEW (CONTINUED)

Liquidity, Financial Resources and Gearing (continued)

On 1 December 2008, Mr. Yeung Hoi Sing, Sonny (“Mr. Yeung”, being the Chairman of the Board, an executive Director and a controlling shareholder of the Company) provided a HK\$200 million term loan facility to the Company which is unsecured and charged with interest at the prime rate quoted for Hong Kong dollars loans by The Hongkong and Shanghai Banking Corporation Limited. The principal amount of the loan facility was increased up to HK\$290 million on 14 April 2009 (the “Revised Mr. Yeung’s Loan Facility”) and the final repayment date of the loan and all other sums owing to Mr. Yeung under the Revised Mr. Yeung’s Loan Facility was further extended from 31 October 2016 to 31 October 2018 by a supplemental letter of agreement dated 15 March 2016. As at 31 December 2017, the Company had no outstanding loan owed to Mr. Yeung under the Revised Mr. Yeung’s Loan Facility (31 December 2016: nil).

In 2016, the Group obtained a secured bank facility which bears interest at Hong Kong interbank offered rate (HIBOR) plus 2% per annum. The proceeds of the facility were for the Group’s general operation. During the reporting year, the Company had repaid all the outstanding loans under such secured bank facility (31 December 2016: approximately HK\$122.5 million).

財務回顧(續)

流動資金、財務資源及資本負債(續)

於二零零八年十二月一日，本公司董事會主席、執行董事兼控股股東楊海成先生(「楊先生」)向本公司提供為數港幣200,000,000元之定期貸款融資，該貸款融資為無抵押，且按香港上海滙豐銀行有限公司所報之港元貸款最優惠利率計息。於二零零九年四月十四日，該貸款融資之本金金額增至港幣290,000,000元(「經修訂之楊先生之貸款融資」)，並通過日期為二零一六年三月十五日所訂立之協議補充函件，經修訂之楊先生之貸款融資之貸款及所有結欠楊先生之其他款項的最後還款日期，由二零一六年十月三十一日進一步延遲至二零一八年十月三十一日。於二零一七年十二月三十一日，本公司並無結欠楊先生於經修訂之楊先生之貸款融資項下的未償還貸款(二零一六年十二月三十一日：無)。

於二零一六年，本集團取得有抵押銀行融資，該貸款按香港銀行同業拆息加2%年利率計息。融資所得款項用於本集團之基本營運。於報告年度內，本公司已悉數償還該有抵押銀行融資項下的未償還貸款(二零一六年十二月三十一日：約港幣122,500,000元)。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

FINANCIAL REVIEW (CONTINUED)

Liquidity, Financial Resources and Gearing (continued)

Apart from the aforesaid loans, as at 31 December 2017, there was a loan from non-controlling shareholder of approximately CAD4.3 million, equivalent to approximately HK\$27.2 million (31 December 2016: approximately CAD4.0 million and HK\$7.3 million, totally equivalent to approximately HK\$30.7 million). The loan was interest-free and unsecured. As at 31 December 2017, total equity attributable to owners of the Company was approximately HK\$1,010.6 million (31 December 2016: approximately HK\$1,033.5 million). The gearing ratio, which was measured on the basis of the interest-bearing borrowings of the Group over total equity attributable to owners of the Company, as the Group has no interest-bearing borrowings as at 31 December 2017, the gearing ratio was zero (31 December 2016: approximately 12%).

Provision of Financial Assistance to Pier 16 – Property Development

References were made to the announcement dated 16 June 2017 (the “Financial Assistance Announcement”) and the circular dated 19 July 2017 (the “Financial Assistance Circular”) issued by the Company in relation to the provision of financial assistance to Pier 16 – Property Development (the “2017 Financial Assistance”). The estimated total exposure of the Company under the provision of the 2017 Financial Assistance was approximately HK\$532 million.

The provision of the 2017 Financial Assistance constituted a major transaction for the Company under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). On 16 June 2017, the Company obtained a written shareholder’s approval from a shareholder, which held approximately 52.10% of the entire issued share capital of the Company as at the date of such written approval, in respect of the provision of the 2017 Financial Assistance. For further details of the 2017 Financial Assistance, please refer to the Financial Assistance Announcement and the Financial Assistance Circular.

財務回顧(續)

流動資金、財務資源及資本負債(續)

除上述貸款外，於二零一七年十二月三十一日，非控股股東提供之一項貸款約4,300,000加元，相等於約港幣27,200,000元(二零一六年十二月三十一日：約4,000,000加元及港幣7,300,000元，合計相等於約港幣30,700,000元)。該貸款乃免息及無抵押。於二零一七年十二月三十一日，本公司股東應佔權益總值約港幣1,010,600,000元(二零一六年十二月三十一日：約港幣1,033,500,000元)。資本負債比率是按本集團計息借貸相對本公司股東應佔權益總值為計算基準，因本集團於二零一七年十二月三十一日並無計息借貸，故資本負債比率為零(二零一六年十二月三十一日：約12%)。

向十六浦物業發展提供財務資助

茲提述本公司日期為二零一七年六月十六日刊發之公佈(「財務資助公佈」)及日期為二零一七年七月十九日刊發之通函(「財務資助通函」)，有關向十六浦物業發展提供財務資助(「二零一七年財務資助」)。本公司提供二零一七年財務資助所承擔之估計風險總額約港幣532,000,000元。

根據香港聯合交易所有限公司證券上市規則(「上市規則」)，提供二零一七年財務資助構成本公司一項主要交易。於二零一七年六月十六日，本公司就提供二零一七年財務資助已取得一名股東的書面批准。該股東於其書面批准日期，持有本公司全部已發行股本約52.10%。有關二零一七年財務資助的進一步詳情，請參閱財務資助公佈及財務資助通函。

FINANCIAL REVIEW (CONTINUED)

Provision of Financial Assistance to Pier 16 – Property Development (continued)

Based on the valuation performed by an independent professional valuer, the Group has recognised financial guarantee contract liability of approximately HK\$3.2 million at the date of its issuance, and has a corresponding increase in its interests in associates as deemed capital contribution.

Pledge of Assets

As at 31 December 2017, the Group had secured the following assets:

- (a) the Group pledged the time deposits of approximately CAD1.5 million and United States dollars (“USD”) 0.1 million, totally equivalent to approximately HK\$10.1 million (31 December 2016: approximately CAD1.5 million and USD0.1 million, totally equivalent to approximately HK\$9.4 million) to certain banks for the issuance of a standby letter of credit and overdraft facility of approximately CAD1.5 million and a standby letter of credit of approximately USD0.1 million, totally equivalent to approximately HK\$10.0 million (31 December 2016: a standby letter of credit and overdraft facility of approximately CAD1.5 million and a standby letter of credit of approximately USD0.1 million, totally equivalent to approximately HK\$9.3 million) for the operation of the Group;
- (b) World Fortune Limited, an indirect wholly-owned subsidiary of the Company, pledged all (31 December 2016: all) of its shares in Pier 16 – Property Development to a bank in respect of the Revised Loan Facilities; and
- (c) the Group pledged one of its investment properties with a carrying amount of approximately HK\$269.0 million (31 December 2016: approximately HK\$191.7 million) to secure against a bank loan granted to the Group.

財務回顧(續)

向十六浦物業發展提供財務資助(續)

根據獨立專業估值師進行的估值，本集團已確認於財務擔保合約發出日期的財務擔保合約負債約為港幣3,200,000元，而相應地視為增加資本出資於其聯營公司的權益。

資產抵押

於二零一七年十二月三十一日，本集團已抵押下列資產：

- (a) 本集團向若干銀行抵押定期存款約1,500,000加元及100,000美元(「美元」)，合計相等於約港幣10,100,000元(二零一六年十二月三十一日：約1,500,000加元及100,000美元，合計相等於約港幣9,400,000元)，以就本集團營運取得約1,500,000加元的備用信用證及透支貸款和約100,000美元的備用信用證，合計相等於約港幣10,000,000元(二零一六年十二月三十一日：約1,500,000加元的備用信用證及透支貸款以及約100,000美元的備用信用證，合計相等於約港幣9,300,000元)；
- (b) 世兆有限公司(本公司一間間接全資附屬公司)就該經修訂貸款融資向一間銀行抵押其於十六浦物業發展的全部股份(二零一六年十二月三十一日：全部股份)；及
- (c) 本集團已抵押其中一項賬面值約港幣269,000,000元(二零一六年十二月三十一日：約港幣191,700,000元)投資物業，以作為本集團獲授銀行貸款的抵押品。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

FINANCIAL REVIEW (CONTINUED)

Contingent Liabilities

The Company gave a new corporate guarantee (the “New Guarantee”) to a bank in respect of the Revised Loan Facilities under the 2017 Financial Assistance. The maximum guarantee amount borne by the Company under the New Guarantee was HK\$490 million. The guarantee previously issued by the Company in the amount of HK\$1,176 million for the syndicated loan facilities granted to Pier 16 – Property Development, which had been fully repaid on 29 June 2017, was released during the year.

The outstanding loan under the Revised Loan Facilities as at 31 December 2017 was approximately HK\$635.0 million (31 December 2016: the outstanding loan under the previous syndicated loan facilities was approximately HK\$260.9 million).

HUMAN RESOURCES

As at 31 December 2017, the Group had a total of 114 employees. Remuneration is determined on the basis of qualifications, experience, responsibilities and performance. In addition to the basic remuneration, staff benefits include medical insurance and retirement benefits. Share options may also be granted to eligible employees of the Group as a long-term incentive.

財務回顧(續)

或然負債

根據二零一七年財務資助，本公司就該經修訂貸款融資向一間銀行提供新企業擔保(「新擔保」)。本公司根據新擔保承擔的最高保證金額為港幣490,000,000元。本公司曾就獲授予十六浦物業發展的銀團貸款融資(已於二零一七年六月二十九日悉數償還)提供為數港幣1,176,000,000元的擔保已於年內解除。

於二零一七年十二月三十一日，就該經修訂貸款融資的未償還貸款約為港幣635,000,000元(二零一六年十二月三十一日：就之前銀團貸款融資的未償還貸款約為港幣260,900,000元)。

人力資源

於二零一七年十二月三十一日，本集團共聘用114名僱員。薪酬乃按資歷、經驗、職責及表現而釐定。除基本薪酬外，員工福利包括醫療保險及退休福利。本集團亦會向合資格僱員授出購股權，作為長期獎勵。

PROSPECTS

With the solid economic foundation set in 2017, the outlook of global economic growth is expected to be positive in 2018 amid the political uncertainties. In order to capture the opportunities and benefit from the recovering market sentiment, the Group has significantly re-shaped the business portfolio with progressive development of property investment business and the Disposal, and will continue to evolve the offerings in the entertainment and tourist-related industries to create greater value.

The major infrastructure improvement and the Greater Bay Area initiatives are believed to increase Macau's exposure to domestic and international visitors. In addition to Macau government's supporting policies in transforming into the "World Centre of Tourism and Leisure", the Group is optimistic with the growth potential in Macau in the long-term. Nowadays, non-gaming facilities in particular of the family fun entertainment have emerged a higher priority for Macau visitors. The Group will continue to explore and enrich the spectrum of its entertainment offerings, while Ponte 16 is well-prepared to introduce new adventures and interactive games in order to remain competitive in the market.

Jade Travel's online ticketing fulfilment service is expected to grow steadily in 2018, with the ongoing advancement of the automated ticketing process on the online platform and the active advertising strategies on social media and APPs. Complementing the corporate and wholesale divisions, the retail division is well-positioned as a high-end customised tours provider in the market, it will also continue to develop a broader variety of creative and featured travel packages to maintain its competitive edge and market share.

前景

全球經濟於二零一七年奠定了紮實的基礎，儘管存在政治不明朗因素，但預期二零一八年的前景正面。為了抓住機遇，並從復甦的市場氛圍中受益，本集團大幅重組業務組合，包括逐步發展物業投資業務及出售事項，並將繼續改善其於娛樂及旅遊相關行業的服務，以創造更大價值。

本集團相信主要基建改善工程及粵港澳大灣區的舉措，勢將增加國內外遊客到訪澳門的機會，加上澳門政府推出政策以支持轉型為「世界旅遊休閒中心」，本集團長遠看好澳門的增長潛力。現時澳門遊客越來越重視非博彩娛樂設施，其中尤以家庭娛樂為甚。本集團將繼續開拓及豐富其娛樂產品種類，而十六浦亦為此作出充分準備，推出嶄新的冒險及互動遊戲，以維持市場競爭力。

Jade Travel不斷優化網上平台的自動票務流程，並於社交媒體及應用程序採取積極的營銷策略，預期於二零一八年的網上票務服務能錄得穩定增長。配合企業和批發業務，Jade Travel的零售業務具備了成為市場上高端個人化旅遊服務提供商的良好條件，並將繼續開發更具創意及特色的旅遊套票，以保持其競爭優勢及市場份額。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

PROSPECTS (CONTINUED)

Prime office rental in Hong Kong's central district showed consistent growth over the years, due to a lack of supply and strong demand from mainland companies. The Group is confident that both rental and price for offices in the central business district in Hong Kong will be able to maintain their growth momentum, and will explore good opportunity to enlarge its portfolio to capture potential capital appreciation of properties.

In January 2018, the Group entered into a preliminary sale and purchase agreement with an independent third party to acquire the entire issued share capital of and the related shareholders' loans to two companies which hold several commercial properties in Wanchai. The said acquisition is expected to be completed in April 2018. In addition, as announced by the Company on 13 February 2018, the Group entered into a sale and purchase agreement with a company which is direct wholly and beneficially owned by Mr. Yeung to acquire the entire issued share capital of and the related shareholders' loans to two companies which hold indirectly two commercial properties in Admiralty Centre which are located adjacent to the Existing Property (the "Proposed Acquisition"). The Proposed Acquisition constitutes a discloseable and connected transaction for the Company under the Listing Rules and is therefore subject to, among others, independent shareholders' approval. For details of the Proposed Acquisition, please refer to the announcement dated 13 February 2018 issued by the Company.

Looking forward in 2018, the Group will continue to strengthen its competitiveness in the entertainment and tourist-related industries in Asia-Pacific region and identify good opportunity to enlarge its property portfolio. The Group will also stay cautious and prudent towards the formulation and implementation of long-term corporate strategies.

前景(續)

面對供應缺乏及內地公司的強勁需求，多年來香港中區優質寫字樓租金持續增長。本集團相信，香港中央商業區寫字樓的租金及價格將能夠維持其增長勢頭，並將會擴大其組合以把握物業潛在資本升值良機。

於二零一八年一月，本集團與一名獨立第三方訂立初步買賣協議，以收購兩間於灣仔擁有若干商用物業公司之全部已發行股本及有關股東貸款。上述收購事項預期將於二零一八年四月完成。此外，誠如本公司於二零一八年二月十三日之公佈，本集團與一間由楊先生直接全資實益擁有的公司訂立買賣協議，以收購兩間公司的全部已發行股本及向該等公司提供的有關股東貸款，該兩間公司間接持有兩項位於海富中心與現有物業相連的商用物業（「建議收購事項」）。根據上市規則，該收購事項構成本公司須予披露及關連交易，因此須獲取(其中包括)獨立股東的批准。有關建議收購事項的詳情，請參閱本公司於二零一八年二月十三日刊發之公佈。

展望二零一八年，本集團將繼續加強其於亞太區娛樂及旅遊相關行業的競爭力，並物色良機擴大其物業組合，本集團亦將秉持謹慎及穩健原則，以制定及落實長遠企業策略。

Corporate Governance Report

企業管治報告

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

CORPORATE GOVERNANCE

In the opinion of the directors of the Company (“Director(s)”), the Company has complied with all the code provisions as set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) during the year ended 31 December 2017, save for deviation from the code provision E.1.2 which states that the chairman of the board should attend the annual general meeting and also invite the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend. In their absence, he should invite another member of the committee or failing this, his duly appointed delegate, to attend.

Mr. Yeung Hoi Sing, Sonny, being the chairmen of the board of Directors (the “Board”), the nomination committee (the “Nomination Committee”) and the executive committee (the “Executive Committee”) of the Board, was unable to attend the annual general meeting of the Company held on 8 June 2017 (the “2017 AGM”) due to another business engagement. However, Dr. Ma Ho Man, Hoffman, the Deputy Chairman of the Board (the “Deputy Chairman”) who is also a member of the Executive Committee, attended and chaired the 2017 AGM, and he together with the chairmen and/or other members of the audit committee (the “Audit Committee”) of the Board, the remuneration committee (the “Remuneration Committee”) of the Board and the Nomination Committee as well as the external auditors of the Company were available to answer questions at the 2017 AGM.

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

企業管治

本公司董事(「董事」)認為，於截至二零一七年十二月三十一日止年度內，本公司已遵守香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十四所載之企業管治守則(「企業管治守則」)當中所有守則條文，惟偏離有關守則條文第E.1.2條之規定則除外，該守則條文訂明，董事會主席應出席股東週年大會，並邀請審核委員會、薪酬委員會、提名委員會及任何其他委員會(視何者適用而定)的主席出席。若有關委員會主席未克出席，董事會主席應邀請另一名委員(或如該名委員未能出席，則其適當委任的代表)出席。

董事會(「董事會」)以及董事會轄下提名委員會(「提名委員會」)及執行委員會(「執行委員會」)之主席楊海成先生因有其他業務安排，未能出席於二零一七年六月八日舉行之本公司股東週年大會(「二零一七年股東週年大會」)。然而，董事會副主席馬浩文博士(「副主席」)(彼亦為執行委員會成員)已出席並主持二零一七年股東週年大會，彼連同董事會轄下審核委員會(「審核委員會」)、薪酬委員會(「薪酬委員會」)及提名委員會之主席及／或其他成員以及本公司之外聘核數師均在二零一七年股東週年大會上回答提問。

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

DIRECTORS' SECURITIES TRANSACTIONS

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

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

BOARD OF DIRECTORS

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

董事進行證券交易

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

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

董事會

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

BOARD OF DIRECTORS (CONTINUED)

The Board currently consists of six members, including two executive Directors, namely Mr. Yeung Hoi Sing, Sonny (Chairman) and Dr. Ma Ho Man, Hoffman (Deputy Chairman); a non-executive Director, namely Mr. Choi Kin Pui, Russelle (“NED”); and three independent non-executive Directors, namely Ms. Yeung Mo Sheung, Ann, Mr. Chin Wing Lok, Ambrose and Mr. Chong Ming Yu (collectively “INEDs” or each of them “INED”). All Directors, including the NED and all INEDs, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. The Board is also characterised by diversity, whether considered in terms of gender, age, educational background, professional experience, skills and knowledge and independence. A list of Directors identifying their role and function is available on the Company’s website and on the website of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Directors’ biographical information is set out in the biographical details of Directors and senior management on pages 103 to 107 of this annual report.

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

董事會(續)

董事會現時由六名成員組成，包括兩名執行董事，即楊海成先生(主席)及馬浩文博士(副主席)；一名非執行董事，即蔡健培先生(「非執行董事」)；以及三名獨立非執行董事，即楊慕嫦女士、錢永樂先生及莊名裕先生(統稱「獨立非執行董事」或各自為「獨立非執行董事」)。所有董事(包括非執行董事及全體獨立非執行董事)均為董事會帶來各種寶貴之營商經驗、知識及專業，使其有效率及有效地運作。從性別、年齡、教育背景、專業經驗、技能及知識以及獨立性等因素作考慮，董事會亦屬多元化。識別彼等之角色及職能之董事名單可參閱本公司網站及香港聯合交易所有限公司(「聯交所」)網站。董事之履歷資料載於本年報第103至第107頁董事及高級管理人員簡介內。

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

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

BOARD OF DIRECTORS (CONTINUED)

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

The Board includes three INEDs and one of them, Mr. Chin Wing Lok, Ambrose, is a certified public accountant (practising) and a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of The Association of Chartered Certified Accountants as well as a certified tax adviser and a fellow member of The Taxation Institute of Hong Kong. He has over 31 years of experience in auditing, accounting and taxation.

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

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

董事會(續)

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

董事會成員包括三名獨立非執行董事，其中錢永樂先生為香港會計師公會之執業會計師及資深會員、英國特許公認會計師公會之資深會員，以及香港稅務學會之註冊稅務師及資深會員。彼於審核、會計及稅務方面積逾31年經驗。

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

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

Corporate Governance Report (Continued)

企業管治報告(續)

BOARD OF DIRECTORS (CONTINUED)

董事會(續)

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

於回顧年度內曾舉行四次董事會常規會議及五次董事會非常規會議。董事出席於上述董事會會議之記錄詳情載列如下：

Directors	董事	Number of Board meetings attended/held 出席董事會會議次數／ 舉行董事會會議次數
Executive Directors		
Mr. Yeung Hoi Sing, Sonny (<i>Chairman</i>)	楊海成先生(主席)	8/9
Dr. Ma Ho Man, Hoffman (<i>Deputy Chairman</i>)	馬浩文博士(副主席)	9/9
Non-executive Director		
Mr. Choi Kin Pui, Russelle	蔡健培先生	9/9
Independent non-executive Directors		
Ms. Yeung Mo Sheung, Ann	楊慕嫦女士	9/9
Mr. Chin Wing Lok, Ambrose	錢永樂先生	9/9
Mr. Chong Ming Yu	莊名裕先生	9/9

Corporate Governance Report (Continued)

企業管治報告(續)

BOARD OF DIRECTORS (CONTINUED)

During the year under review, one general meeting of the Company, namely the 2017 AGM. Details of attendance of the Directors at the 2017 AGM are set out below:

董事會(續)

於回顧年度內本公司曾舉行一次股東大會，即二零一七年股東週年大會。董事出席二零一七年股東週年大會之記錄詳情載列如下：

Directors	董事	2017 AGM attendance 二零一七年 股東週年大會之 出席記錄
Executive Directors	執行董事	
Mr. Yeung Hoi Sing, Sonny (Chairman)	楊海成先生(主席)	0/1
Dr. Ma Ho Man, Hoffman (Deputy Chairman)	馬浩文博士(副主席)	1/1
Non-executive Director	非執行董事	
Mr. Choi Kin Pui, Russelle	蔡健培先生	1/1
Independent non-executive Directors	獨立非執行董事	
Ms. Yeung Mo Sheung, Ann	楊慕嫦女士	1/1
Mr. Chin Wing Lok, Ambrose	錢永樂先生	1/1
Mr. Chong Ming Yu	莊名裕先生	1/1

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

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

BOARD OF DIRECTORS (CONTINUED)

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

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

董事會(續)

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

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

Corporate Governance Report (Continued)

企業管治報告(續)

DELEGATION BY THE BOARD

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

AUDIT COMMITTEE

The Audit Committee was established by the Board with specific written terms of reference. The terms of reference for the Audit Committee is available on the Company's website and the website of the Stock Exchange. The Audit Committee currently consists of the NED and all INEDs and is chaired by Mr. Chin Wing Lok, Ambrose who possesses appropriate professional accounting qualification as required under the Listing Rules.

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

董事會權力之轉授

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

審核委員會

董事會已成立具備特定書面職權範圍之審核委員會。審核委員會之職權範圍可於本公司網站及聯交所網站查閱。審核委員會現時由非執行董事及全體獨立非執行董事組成，並由錢永樂先生出任主席。錢先生具備上市規則所要求之適當專業會計資格。

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

Corporate Governance Report (Continued)

企業管治報告(續)

AUDIT COMMITTEE (CONTINUED)

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

審核委員會(續)

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

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

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

審核委員會於年內履行之主要工作包括以下各項：

- | | |
|---|--|
| <ul style="list-style-type: none"> — Reviewed the draft annual report and accounts as well as the draft annual results announcement for the year ended 31 December 2016, and the draft interim report and accounts as well as the draft interim results announcement for the six months ended 30 June 2017; | <ul style="list-style-type: none"> — 審閱截至二零一六年十二月三十一日止年度之年報及賬目草擬稿以及年度業績公佈草擬稿，並審閱截至二零一七年六月三十日止六個月之中期報告及賬目草擬稿以及中期業績公佈草擬稿； |
| <ul style="list-style-type: none"> — Discussed with the External Auditors the nature and scope of the audit and reporting obligations; | <ul style="list-style-type: none"> — 與外聘核數師討論核數性質及範疇以及申報責任； |
| <ul style="list-style-type: none"> — Considered the re-appointment of the External Auditors; | <ul style="list-style-type: none"> — 考慮重新委任外聘核數師； |
| <ul style="list-style-type: none"> — Considered the engagement of an external independent consultant to provide internal audit function for the year ended 31 December 2017, which comprises, inter alia, enterprise risk assessment, review on the internal control system of the Group as well as review on the corporate governance practices of the Company; | <ul style="list-style-type: none"> — 考慮委聘外聘獨立顧問以提供截至二零一七年十二月三十一日止年度之內部審核功能(其中包括)企業風險評估、審閱本集團之內部監控系統以及審閱本公司之企業管治常規； |

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

AUDIT COMMITTEE (CONTINUED)

- Reviewed the effectiveness of the Risk Management and Internal Control Systems, including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting functions;
- Reviewed the Company's compliance with the CG Code and disclosure in the Corporate Governance Report contained in the annual report;
- Considered the terms of engagement of the External Auditors, including their proposed fees;
- Reviewed the arrangements for the employees of the Group ("Employees") to raise concerns about possible improprieties in financial reporting, internal control or other matters;
- Reviewed the Company's policies and practices on corporate governance;
- Reviewed the training and continuous professional development of all Directors and the senior management of the Company ("Senior Management");
- Reviewed the Company's policies and practices on compliance with legal and regulatory requirements; and
- Reviewed the codes of conduct, policy, guidelines and compliance manuals applicable to the Directors and the Employees.

審核委員會(續)

- 檢討風險管理及內部監控系統之成效，包括本公司在會計、內部審核及財務匯報職能方面之資源、其員工資歷及經驗是否足夠，以及員工所接受之培訓課程及有關預算是否充足；
- 檢討本公司遵守企業管治守則之情況及審閱年報所載企業管治報告內之披露；
- 審議外聘核數師之委聘條款包括其收費建議；
- 檢討為本集團僱員(「僱員」)所作之安排，以就財務匯報、內部監控或其他事宜可能出現之不當行為提出關注；
- 檢討本公司之企業管治政策及常規；
- 檢討全體董事及本公司高級管理人員(「高級管理人員」)之培訓及持續專業發展；
- 檢討本公司在遵守法律及監管規定方面之政策及常規；及
- 檢討適用於董事及僱員之行為守則、政策、指引及合規手冊。

REMUNERATION COMMITTEE

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

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

During the year under review, one Remuneration Committee meeting was held and details of attendance of the Remuneration Committee members at the said Remuneration Committee meeting are set out below:

薪酬委員會

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

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

於回顧年度內曾舉行一次薪酬委員會會議，而薪酬委員會成員出席上述薪酬委員會會議之記錄詳情載列如下：

Remuneration Committee members	薪酬委員會成員	Number of Remuneration Committee meeting attended/held 出席薪酬委員會會議次數／ 舉行薪酬委員會會議次數
Ms. Yeung Mo Sheung, Ann (Chairman of the Remuneration Committee)	楊慕嫦女士 (薪酬委員會主席)	1/1
Mr. Yeung Hoi Sing, Sonny	楊海成先生	1/1
Mr. Choi Kin Pui, Russelle	蔡健培先生	1/1
Mr. Chin Wing Lok, Ambrose	錢永樂先生	1/1
Mr. Chong Ming Yu	莊名裕先生	1/1

Corporate Governance Report (Continued)

企業管治報告(續)

REMUNERATION COMMITTEE (CONTINUED)

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

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

NOMINATION COMMITTEE

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

薪酬委員會(續)

薪酬委員會於年內履行之主要工作包括以下各項：

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

提名委員會

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

NOMINATION COMMITTEE (CONTINUED)

The major responsibilities of the Nomination Committee are to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board annually, to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on selection for directorships, to assess the independence of INEDs, to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning of Directors, and to review the Board diversity policy of the Company (the "Board Diversity Policy") as appropriate.

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

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

提名委員會(續)

提名委員會之主要職責為每年檢討董事會之架構、人數及組成(包括技能、知識、經驗及觀點與角度多元化)，物色具備合適資格可擔任董事會成員之人士，並甄選有關人士競選董事或就此向董事會作出推薦建議，評核獨立非執行董事之獨立性，就委任或重新委任董事及就董事之繼任計劃向董事會作出推薦建議，以及在適當時候檢討本公司之董事會成員多元化政策(「董事會成員多元化政策」)。

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

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

Corporate Governance Report (Continued)

企業管治報告(續)

NOMINATION COMMITTEE (CONTINUED)

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

提名委員會(續)

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

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

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

提名委員會於年內履行之主要工作包括以下各項：

- | | |
|--|--|
| <ul style="list-style-type: none"> — Considered the nomination of the retiring Directors for re-election as Directors at the 2017 AGM; — Reviewed the structure, size and composition of the Board; — Assessed the independence of all INEDs; — Reviewed the policy for the nomination of Directors; and — Reviewed the Board Diversity Policy. | <ul style="list-style-type: none"> — 考慮於二零一七年股東週年大會上提名膺選連任董事之退任董事； — 檢討董事會之架構、人數及組成； — 評核全體獨立非執行董事之獨立性； — 檢討提名董事之政策；及 — 檢討董事會成員多元化政策。 |
|--|--|

EXECUTIVE COMMITTEE

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

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

執行委員會

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

於回顧年度內曾舉行八次執行委員會會議，而執行委員會成員出席上述執行委員會會議之記錄詳情載列如下：

Executive Committee members	執行委員會成員	Number of Executive Committee meetings attended/held 出席執行委員會會議次數／ 舉行執行委員會會議次數
Mr. Yeung Hoi Sing, Sonny (Chairman of the Executive Committee)	楊海成先生 (執行委員會主席)	8/8
Dr. Ma Ho Man, Hoffman	馬浩文博士	8/8

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

RISK MANAGEMENT AND INTERNAL CONTROL

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

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

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

風險管理及內部監控

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

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

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

RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)

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

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

風險管理及內部監控(續)

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

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

Corporate Governance Report (Continued)

企業管治報告(續)

RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)

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

- Designated reporting channels from different departments/operation units informing any potential inside information to the Company Secretary;
- The access of information is restricted to a limited number of employees on a need-to-know basis. Employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality;
- Confidentiality agreements are in place when the Group enters into significant negotiations;
- The Senior Management to evaluate the potential inside information and to determine further escalation, and the executive Directors to determine disclosure as required; and
- The Deputy Chairman is the designated person who speaks on behalf of the Company when communicating with external parties, such as media, analysts or investors.

風險管理及內部監控(續)

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

- 特設匯報渠道，由不同部門／營運單位通知公司秘書任何潛在內幕消息；
- 消息僅限少數需要知情的僱員獲取。確保管有內幕消息之僱員已充分熟知其保密責任；
- 當本集團進行重大商議時，確保訂有適當保密協議；
- 由高級管理人員評估潛在的內幕消息及釐定是否需要進一步匯報，並由執行董事按需要釐定是否披露；及
- 於與傳媒、分析員或投資者等外界人士溝通時，副主席為本公司指定發言人。

RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)

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

風險管理及內部監控(續)

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

Corporate Governance Report (Continued)

企業管治報告(續)

DIRECTORS' AND AUDITORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

The statement of the External Auditors, HLB Hodgson Impey Cheng Limited ("HLB"), about their reporting responsibilities on the consolidated financial statements of the Group is set out in the paragraph headed "Auditors' Responsibilities for the Audit of the Consolidated Financial Statements" under the section headed "Independent Auditors' Report" on pages 114 to 116 of this annual report.

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

AUDITORS' REMUNERATION

For the year ended 31 December 2017, the amounts paid to the external auditors of the Group in respect of the following services provided to the Group are as follows:

		HK\$'000 港幣千元
Audit services	核數服務	925
Other advisory services (Note)	其他顧問服務(附註)	400
		1,325

Note: Other advisory services mainly comprised interim review services and acting as a reporting accountant in connection with the major transaction of the Company during the year.

董事及核數師對綜合財務報表之責任

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

外聘核數師國衛會計師事務所有限公司(「國衛」)就本集團綜合財務報表作出報告之責任聲明載於本年報第114至第116頁之「獨立核數師報告」一節中之「核數師就審計綜合財務報表承擔的責任」一段。

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

核數師酬金

截至二零一七年十二月三十一日止年度，本集團就獲提供以下服務向本集團外聘核數師支付之金額如下：

附註：其他顧問服務主要包括中期審閱服務，並於年內就本公司之主要交易擔任申報會計師。

COMMUNICATION WITH SHAREHOLDERS

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

The annual general meeting of the Company ("AGM(s)") provides a useful forum for the Shareholders to exchange views with the Board. The Chairman, also being the chairmen of the Nomination Committee and the Executive Committee respectively, was unable to attend the 2017 AGM due to another business engagement. However, Dr. Ma Ho Man, Hoffman, the Deputy Chairman who is also a member of the Executive Committee, attended and chaired the 2017 AGM, and he together with the chairmen and/or other members of the Audit Committee, the Remuneration Committee and the Nomination Committee were present at the 2017 AGM to answer the Shareholders' questions. HLB also attended the 2017 AGM for the purposes of answering questions about the conduct of the audit, the preparation and contents of the auditors' report, the accounting policies and auditors independence.

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

與股東溝通

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

本公司之股東週年大會(「股東週年大會」)為股東與董事會交流意見提供有用之平台。主席(同時分別為提名委員會及執行委員會主席)因有其他業務安排，未能出席二零一七年股東週年大會。然而，副主席馬浩文博士(彼亦為執行委員會成員)已出席並主持二零一七年股東週年大會，彼連同審核委員會、薪酬委員會及提名委員會之主席及／或其他成員均已出席二零一七年股東週年大會解答股東之提問。國衛亦已就解答有關審計工作、編製核數師報告及其內容、會計政策以及核數師獨立性之提問出席二零一七年股東週年大會。

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

Corporate Governance Report (Continued)

企業管治報告(續)

COMMUNICATION WITH SHAREHOLDERS (CONTINUED)

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

COMPANY SECRETARY

Ms. Chiu Nam Ying, Agnes is the Company Secretary. Her biographical information is set out in the sub-paragraph headed "Company Secretary" under the section headed "Biographical Details of Directors and Senior Management" on page 107 of this annual report.

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

SHAREHOLDERS' RIGHTS

Convening a SGM

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

與股東溝通(續)

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

公司秘書

公司秘書為趙藍英女士，其履歷資料載於本年報第107頁「董事及高級管理人員簡介」一節中之「公司秘書」分段。

於回顧年度內，根據上市規則第3.29條，公司秘書已接受不少於15小時之相關專業培訓。

股東權利

召開股東特別大會

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

SHAREHOLDERS' RIGHTS (CONTINUED)

Convening a SGM (continued)

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

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

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

Putting forward proposals at Shareholders' Meetings

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

股東權利(續)

召開股東特別大會(續)

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

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

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

於股東大會上提出建議

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

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

SHAREHOLDERS' RIGHTS (CONTINUED)

Putting forward proposals at Shareholders' Meetings (continued)

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

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

Shareholders' enquiries

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

CONSTITUTIONAL DOCUMENTS

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

股東權利(續)

於股東大會上提出建議(續)

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

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

股東查詢

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

憲章文件

於回顧年度內，本公司之組織章程大綱及公司細則並無變動。

Environmental, Social and Governance Report

環境·社會及管治報告

Success Universe Group Limited (the “Company”, together with its subsidiaries, collectively the “Group”) believes that the contribution to sustainable development is the determinant of embracing infinite success, and endeavours to promote social well-being and minimise environmental impacts in operation.

REPORTING APPROACH

This is the second Environmental, Social and Governance (“ESG”) report published by the Company, which summarises its on-going efforts and remarkable achievements in corporate social responsibility and sustainable development. This ESG report was prepared in compliance with the requirements set out in the ESG Reporting Guide under Appendix 27 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and the Company strictly adheres to principles in the disclosure of all material aspects of the business in a quantitative, balanced and consistent manner. Information regarding corporate governance is addressed in the section headed “Corporate Governance Report” on pages 35 to 58 of this annual report.

SCOPE OF REPORT

This report covers the same reporting period of the annual report which is from 1 January 2017 to 31 December 2017, reporting the environmental and social performance of the Group’s head office in Hong Kong and the travel-related business in Canada, while performance of lottery business in the People’s Republic of China (the “PRC”) was covered only until 8 September 2017, being the completion date of disposal of this business.

Property investment business in Hong Kong and the flagship investment project — Ponte 16 operation in Macau have been excluded from the scope of this report. The office premises of the property investment business are leased out to the tenants for their respective business operations; whilst Ponte 16 is not under the Company’s direct operational control.

實德環球有限公司(「本公司」，連同其附屬公司統稱「本集團」)相信，可持續發展是成就無限商機的關鍵因素，並致力促進社會福祉以及減低在業務營運中對環境的影響。

報告方針

此為本公司刊發的第二份環境、社會及管治(「環境、社會及管治」)報告，概述其於企業社會責任及可持續發展方面付出之持續努力及成效。本環境、社會及管治報告乃遵照香港聯合交易所有限公司證券上市規則附錄二十七之環境、社會及管治報告指引所載的要求而編製及呈報，而本公司嚴格遵循以量化、平衡及一致的原則，披露業務的所有重要範疇。有關企業管治的資料載列於本年報第35至58頁之「企業管治報告」一節。

報告範圍

本報告與年報的報告期一致，涵蓋於二零一七年一月一日至二零一七年十二月三十一日期間，本集團的香港總辦事處及加拿大旅遊相關業務在環境及社會方面的表現，而中華人民共和國(「中國」)彩票業務的表現則僅涵蓋至二零一七年九月八日，當此項業務完成出售事宜。

香港的物業投資業務及澳門營運的旗艦投資項目 — 十六浦均不包括於本報告範圍。物業投資業務的寫字樓物業為租賃予租戶以進行各自的業務運作；而十六浦則並非由本公司直接經營控制。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

STAKEHOLDERS' ENGAGEMENT

To better communicate with the stakeholders, the Group is dedicated to establish dialogues with its employees, shareholders, investors, clients and business partners. During the reporting period, the Group engaged with media and analysts in various interviews to present its long-term vision, and conducted a survey to receive both qualitative and quantitative feedback from stakeholders. The collected information has been used to formulate the corporate sustainable strategy as well as the structure of this ESG report.

As reflected by the survey result this year, stakeholders consider the following issues as the most important aspects for the Group to unleash sustainable potential:

- Social aspect
 - Work environment
 - Job satisfaction
 - Employee benefits and welfare
 - Management and employee communication
- Environment aspect
 - Energy and electricity consumption and efficiency
 - Efficiency use of material
 - General waste management

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

持份者參與

為與持份者加強溝通，本集團致力與其僱員、股東、投資者、客戶及業務夥伴建立對話。報告期內，本集團透過各種會面形式向傳媒及分析師闡述其長遠願景，以及進行一項意見調查以收集持份者質量兼備的反饋，並將有關資料應用於制定企業可持續策略和本環境、社會及管治報告大綱。

根據今年調查結果顯示，持份者認為以下事宜有助本集團發揮其可持續發展潛力的最重要領域：

- 社會方面
 - 工作環境
 - 工作滿意度
 - 僱員待遇及福利
 - 管理層與僱員溝通
- 環境方面
 - 能源及電力消耗及效率
 - 有效使用材料
 - 一般廢棄物處理

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

FOSTERING EMPLOYEE-FRIENDLY CULTURE

Assuring Comfortable and Safe Working Environment

Employees are precious resources and fundamental prerequisite for achieving sustainable development, the Group is dedicated to creating a safe and healthy workplace environment. The office environment was designed with extra attention to noise control, thermal comfort, lighting and ergonomics. Air circulation and temperature control systems were installed at offices to improve the indoor air quality, while smoking at indoor places is completely banned in the offices.

The Group also recognises the importance of preventive approach and adopts an occupational health and safety management system across business units, information bulletins on health and safety are also published to arouse staff awareness. During the reporting period, the Group recorded no work-related injury and fully complied with all the relevant labour regulations in respective regions, including the Occupational Safety and Health Ordinance of Hong Kong, Code of Occupational Disease Prevention of the PRC and Occupational Health and Safety Act of Canada.

Attracting and Retaining Talent Employment and labour standard

Having clear and transparent procedures on talent acquisition, the Group recruits suitable talents through conducting tests and interviews. The choice of the right candidates based strictly on their qualifications, capability, experiences, aspirations, acumen and motivation. Employment of child and forced labour are strictly prohibited in the Group. If any illegal labour practices is found, the human resources department will be responsible for the revision and take immediate action as appropriate. The Group did not notice any non-compliance with the labour regulations in respective regions during the reporting period.

培養僱員友善文化

確保工作環境舒適安全

僱員是實現可持續發展的寶貴資源及基本要素，本集團致力創建安全及健康的工作環境。辦公室環境的設計特別注重噪音控制、室溫舒適度、燈光及人體工學，已安裝通風及溫度控制系統，以改善辦公室的室內空氣質素，並於室內實施全面禁煙。

本集團亦明白預防措施的重要性，於旗下業務單位採用職業健康及安全管理系統，亦於佈告欄刊貼有關健康及安全的資訊以提高員工職安健的意識。於報告期內，本集團並無錄得任何工傷個案，同時全面遵守各地區的相關勞工法例，包括香港《職業安全及健康條例》、中國《職業病防治法》及加拿大《職業健康與安全法》(Occupational Health and Safety Act)。

吸納及挽留人才 僱傭及勞工標準

本集團設有清晰透明的人才招聘程序，透過進行測試及面試方式甄選出合適的人才，嚴格按照個人的資歷、能力、經驗、志向、敏銳度和動力挑選合適的應徵者。本集團嚴禁僱用童工及強制勞工，如發現任何非法勞工行為，人力資源部將負責糾正及立即採取適當行動。本集團於報告期內未發現任何違反各地區相關勞工法例的情況。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

FOSTERING EMPLOYEE-FRIENDLY CULTURE (CONTINUED)

Attracting and Retaining Talent (continued)

Employment and labour standard (continued)

To attract, motivate and retain talent for business operations, the Group provides a fair and competitive remuneration package which will be reviewed annually by referring to related industries and comparable organisations in the market, and also offers staff welfare, such as appropriate overtime allowance and compensatory leaves for overtime workers. In 2017, the Group has continued with its pay-for-performance policy of appraising and rewarding employees for their contribution and capabilities.

Remuneration and benefit packages

The Group offers competitive packages to its employees with reference to local market practices and standards. On this basis, the Group has established a performance evaluation system to ensure the corporate productivity and human resource management effectiveness for further improvement, and also motivate all employees through promotion and salary review. The employee welfare package includes:

- Comprehensive medical coverage
- Employee's compensation insurance for injuries at work
- Paid leaves (e.g. sick leave, maternity leave, marriage leave, birthday leave, compassionate leave and examination leave)
- Retirement savings plan contribution
- Food and travel allowances for overtime work
- Discounts or privileges to employees

培養僱員友善文化(續)

吸納及挽留人才(續)

僱傭及勞工標準(續)

本集團提供公平及具競爭力的薪酬待遇，以吸納、鼓勵及挽留人才處理業務運作，每年參考市場上的相關行業及同類機構進行檢討，亦為超時工作的員工提供適當加班津貼及補假等福利。於二零一七年，本集團繼續推行績效薪酬政策，評估及獎勵僱員的貢獻及才能。

薪酬及福利待遇

本集團參考當地市場慣例及標準，為僱員提供具競爭力的待遇。本集團已按此基準設立績效評估系統，確保企業生產力及人力資源管理有效性以作進一步提升，亦透過晉升和薪酬考核推動全體僱員。僱員福利待遇包括：

- 全面醫療保障
- 僱員工傷賠償保險
- 有薪假期(例如病假、產假、婚假、生日假、恩恤假及考試假)
- 退休儲蓄計劃供款
- 超時工作的膳食及交通津貼
- 僱員折扣及優待

FOSTERING EMPLOYEE-FRIENDLY CULTURE (CONTINUED)

Attracting and Retaining Talent (continued) *Equal opportunities and diversity*

The Group adheres to fair employment practices and promotes diversity and equal opportunity. It believes a diverse and inclusive human resource could constitute a competitive advantage, while the corporate vision could only be successfully achieved with the full engagement and cooperative spirit of diverse employees.

Moreover, the Group is committed to providing an inclusive and harmonious workplace for employees, free from inequality and discrimination, regardless of age, gender, race, religion belief and physical disability. The Group holds a vision of boosting business growth with a vibrant and inclusive working environment that develops engaged, loyal and diverse human resource.

The Group's human rights policy and principles are based on the core values of ethical business practices and respect for people. Such vision operates in conjunction with the corporate code of conduct. The Group has zero tolerance toward the exploitation of children or any worker engaged in unacceptably hazardous work, physical punishment, abuse, or involuntary servitude.

培養僱員友善文化(續)

吸納及挽留人才(續) *平等機會及多元化*

本集團堅守公平的僱傭慣例，鼓勵多元化及平等機會。本集團相信多元化及兼容的人力資源能成為競爭優勢，而公司願景亦有賴多元化僱員的全情投入及合作精神方可實現。

此外，本集團致力為僱員提供兼容及和諧的工作環境，不論年齡、性別、種族、宗教信仰及身體殘疾，均免受不平等待遇及歧視。本集團期望透過締造活力及包容的工作環境，有助人力資源朝向員工積極參與、忠誠及多元文化發展，從而促進業務增長。

本集團的人權政策及原則基於商業道德及尊重他人的核心價值，並與企業行為準則相結合。本集團絕不容忍剝削兒童，或任何工人從事不可接受的危險工作、體罰、虐待或非自願勞役。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

FOSTERING EMPLOYEE-FRIENDLY CULTURE (CONTINUED)

培養僱員友善文化(續)

Attracting and Retaining Talent (continued) Equal opportunities and diversity (continued)

吸納及挽留人才(續) 平等機會及多元化(續)

Employment (no. of people) 僱傭(人數)		Business Units 業務單位		
		The Head Office in Hong Kong 香港總辦事處	Travel Business in Canada 加拿大旅遊業務	Lottery Business in the PRC* 中國彩票業務*
Total Number of Employees 僱員總數		56	51	53
By Gender 性別	Male 男性	16	13	41
	Female 女性	40	38	12
By Employment Type 以僱傭類型劃分	Senior Management 高級管理人員	5	2	2
	Management 管理人員	12	5	15
	Office Staff 辦事處職員	31	44	0
	General Staff 一般職員	8	0	36
By Age Group 以年齡組別劃分	< 20	0	0	0
	21-30	3	3	31
	31-40	16	11	10
	41-50	20	13	10
	51-60	13	17	2
	> 60	4	7	0
Turnover Rate	流失率	5.5%	27.1%	1.5%

Remarks: Apart from the reported figures shown in the table, there were seven staffs working in the business units beyond the scope of this report

備註：除上表所呈之數字，另有七名員工在本報告範圍以外的業務單位工作

* As at 8 September 2017

* 截至二零一七年九月八日

FOSTERING EMPLOYEE-FRIENDLY CULTURE (CONTINUED)

Supporting Talents Development

Staff capacity building

In order to facilitate employees to reach their full potential, the Group is committed to providing continuous training and learning opportunities to enrich their expertise and catalyse their career development, encouraging them to build professional knowledge, ethics loyalty and integrity.

The Group provides a nurturing environment with a set of comprehensive human resources policies and talent management system. During the reporting period, the Group organised orientations for new employees to understand the company's mission, values, visions and practices, while employees' teamwork, interpersonal skills and social competences are effectively developed through regular team meetings and discussions.

Healthy work-life balance is crucial to increase staff motivation and sense of belonging, the Group recognises its importance and organises activities for the emotional, intellectual and social well-being of employees. The Group also offers Long Service Awards to acknowledge long-serving employees as encouragement to their proactive contribution during the period of service.

Employee communication

A corporate culture of open communication is one of the core values of the Group, and various communication channels are available to collect employees' feedback and expectations. These effective exchanges will facilitate the management to identify critical issues in the early stage, and create the mastery goal orientation for productivity enhancement.

培養僱員友善文化(續)

支持人才發展

提升員工潛能

為協助僱員充分發揮潛能，本集團致力提供持續培訓及學習機會，以豐富其專業知識及促進其事業發展，鼓勵他們建立專業知識、道德忠誠及誠信。

本集團提供完善的人力資源政策及人才管理系統。於報告期內，本集團為新入職僱員舉辦迎新會，藉此了解公司的使命、價值觀、願景和守則，同時透過定期小組會議及討論，以培養僱員的團隊精神、人際關係及社交技能。

健康生活與工作平衡對提升員工的積極性及歸屬感至關重要，本集團確認其重要性，並舉辦有關僱員情緒、知識及公益活動。本集團亦頒發長期服務獎予長期服務的僱員，以表揚其在職期間作出的貢獻。

僱員溝通

開放溝通的企業文化為本集團的核心價值之一，並設有不同溝通渠道收集僱員的反饋意見及期望。該等有效的交流有助管理層及早發現關鍵問題，創造掌握目標的方向，藉以提高生產力。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

FOSTERING EMPLOYEE-FRIENDLY CULTURE (CONTINUED)

Supporting Talents Development (continued)

Employee communication (continued)

The Group pays great attention to employees' opinion with full respect. Through the designated email channel, employees are able to communicate with the management and propose ideas for improving employee wellness and business operations. The Group believes that taking care of employees with tolerance, compassion, flexibility, and support them in difficult times, often leads to enhanced productivity.

Moreover, annual performance appraisal is conducted to encourage a dialogue between the employees and their supervisor, which not only considered as a tool to monitor and evaluate employee performance, but also understand the views of employee to aid in their professional development.

PROVIDING CUSTOMERS-ORIENTED SERVICES

Ensuring Product Responsibility

Quality services

The Group strives to earn the trust of customers and the community by providing the finest service in different areas, while quality considerations are integrated into all aspects of business by conforming to international quality standard. During the reporting period, the Group did not receive any complaints from customers, which reflected its commitment for high-standard service.

Customer data protection

The Group takes the issue of customer privacy seriously, while customers' information are being handled with care in order to ensure their rights are protected. Sensitive and personal information will be kept secure and confidential on the basis of the consent of the person concerned, while reasonable technological and measures are in place to preserve the data against unlawful loss and alteration.

培養僱員友善文化(續)

支持人才發展(續)

僱員溝通(續)

本集團充分尊重僱員的意見，僱員能透過指定電郵渠道與管理層溝通，並提出改善僱員福利及業務營運的建議。本集團相信，以寬容、同理心及靈活的態度關顧僱員，並在困難時期支持他們，往往更有助提高生產力。

此外，年度績效考核旨在鼓勵僱員與其主管進行對話，這不僅被視為監督及評估僱員表現的工具，亦能了解僱員對其專業發展的想法。

提供以客為本的服務

確保產品責任

優質服務

本集團致力於不同領域提供最優質的服務，以贏取客戶及社區的信賴，而品質考慮亦融入業務的每個範疇，以符合國際質量標準。本集團於報告期內未有接獲任何客戶投訴，足證其對優質服務的承諾。

客戶資料保障

本集團嚴肅處理客戶之私隱問題，故客戶資料必經審慎處理，以確保其權利得到保障。敏感性及個人資料將在有關人士的同意下確保其安全及保密，並透過合理技術及措施妥善保護以免資料遭受不合法流失及修改。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

PROVIDING CUSTOMERS-ORIENTED SERVICES (CONTINUED)

Ensuring Product Responsibility (continued)

Customer data protection (continued)

During the reporting period, the Group strictly complied with all the laws and regulations in respective countries, including the Personal Data (Privacy) Ordinance in Hong Kong and the Code of Advertising Standards in Canada. The Group has also implemented a new measure to handle expired file; document with confidential information were being sent to company which specialises on material destruction.

Intellectual property right

The Group highly values intellectual property right and considers it as an important asset; illegally-downloaded software or applications without copyright is strictly prohibited in daily operation. The Group will continue to stay aware of the operation and reconcile the behaviour if any violation is discovered.

Upholding Corporate Ethics and Integrity

The Group believes that maintaining an impeccable corporate image from corruption is crucial to the sustainable development, and thus has zero tolerance regarding bribery and corruption in any form. The demonstration of fair and honest business practices would allow the Group to expose to extensive business opportunities in long run.

To maintain high standards of business ethics and corporate governance, the Group implements its commitment through respective policies and guidelines addressing prevention of bribery, such as acceptance of gifts and conflicts of interest. Related procedures and guidelines are clearly set out in the Employee Handbook.

提供以客為本的服務(續)

確保產品責任(續)

客戶資料保障(續)

於報告期內，本集團嚴格遵守各國的所有法律及規例，包括香港《個人資料(私隱)條例》及加拿大廣告標準法規(Canadian Code of Advertising Standards)。本集團亦已實施一項新措施以處理逾期檔案；載有機密資料的文件會被送往專門處理銷毀資料的公司處理。

知識產權

本集團高度重視知識產權，並視其為重要資產，在日常營運過程中嚴禁使用非法下載的軟件或沒有版權的應用程式。本集團將繼續關注其營運，如發現任何違規行為將會作出糾正。

維持企業道德與誠信

本集團相信，遠離貪污以維持優秀的企業形象對可持續發展至關重要，因此絕不容忍任何形式的賄賂及貪污，而展示公平及誠實的業務常規更有助本集團長遠得到更多商機。

為保持高水平的商業道德及企業管治，本集團兌現承諾並落實各項政策及指引以防範賄賂行為，如收受禮物及利益衝突等，相關程序及指引已清晰載列於僱員手冊。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

PROVIDING CUSTOMERS-ORIENTED SERVICES (CONTINUED)

Upholding Corporate Ethics and Integrity (continued)

Whistle-blowing policy and email channel have been established since 2011 to ensure any concerns, improprieties or fraudulent acts can be reported in confidence by the employees and investigated confidentially. During the year of 2017, the audit committee of the board of directors of the Company reviewed and considered that the aforesaid arrangement was appropriate, and decided to maintain such arrangement.

During the reporting year, the Group did not record any case that violate the applicable corruption-related laws and regulations, including the Prevention of Bribery Ordinance of Hong Kong, the Company Law, Criminal Law and Anti-unfair Competition Law of the PRC, and the Corruption of Foreign Public Officials Act of Canada.

Developing Sustainable Supply Chain

The Group encourages responsible and effective practices throughout the supply chain, apart from incorporating the sustainable principles in its own operation. Responsible sourcing of products and services is the most important part of procurement process, and priority will be given to suppliers providing environmentally friendly products.

Since the core operations are confined to the office environment, the Group's purchasing products mainly refer to paper, office stationeries and IT equipment. Green purchasing principle is taken into consideration, while priority will be given to stationeries with replaceable components and chargeable battery. In terms of the procurement of electrical appliances, the Group is committed to considering energy-efficient products in air-conditioning, lighting and electronic system whenever appropriate.

提供以客為本的服務(續)

維持企業道德與誠信(續)

舉報政策及電郵渠道自二零一一年已經設立，以確保員工可以暗中呈報任何疑慮、不當或欺詐行為，並進行保密調查。於二零一七年期間，本公司董事會審核委員會曾經審閱及考慮，認為現有安排恰當，並決定維持有關安排。

於報告期內，本集團並無錄得任何違反貪污相關法律及規例的個案，包括香港的《防止賄賂條例》、中國的《公司法》、《刑法》、《反不正當競爭法》，以及加拿大的《外國公職人員貪污法》。

發展可持續供應鏈

本集團不僅於日常營運中貫徹可持續發展的原則，並在供應鏈鼓勵負責任及有效的做法。負責任採購產品及服務為採購過程的最重要部分，而提供環保產品的供應商將獲優先選用。

鑑於核心業務運作僅限於辦公室環境，本集團的採購產品主要為紙張、辦公室文儀及資訊科技設備。環保採購原則已被列為考慮因素，並優先考慮採用備有可更換部件和可充電式文儀用品。至於電器採購方面，本集團選擇空調、照明及電子系統時，會在合適情況下考慮高效節能產品。

BRINGING LOVE AND CARE TO THE SOCIETY

The Group is committed to good corporate citizenship and continue to serve the community through different charitable events, for the benefit to youth and family services, elderly services, rehabilitation services and social enterprises. In addition to corporate donations and sponsorships, the Group also encourages the employees to participate various community service and charitable fund-raising activities.

During the reporting period, the Group supported the Charity Walk organised by Suicide Prevention Services (SPS), a registered charity that promotes emotional health and helps people who are suicidal to their will to live on. Besides, employees were also encouraged to participate in the Tung Wah Group of Hospitals (TWGHs) Charity Challenge Race to raise fund for the Kwong Wah Hospital's Redevelopment Project which facilitated long-term development and provision of healthcare service by TWGHs, as well as various charity activities like Dress Casual Day organised by the Community Chest of Hong Kong and Tung Wah Flag Day.

PRESERVING THE ENVIRONMENT

Improving Resource Efficiency

Energy saving

With the operations mostly confined to the offices, the Group's environmental impact is relatively low as a whole, while emissions and energy consumption mainly come from the use of resources in offices. The Group has taken active steps to enhance energy efficiency and achieved steady progress in reducing energy consumption and carbon footprints.

為社會送上愛與關懷

本集團致力實踐良好企業公民，並持續透過各項公益活動服務社會，以助推動青年及家庭服務、長者服務、更生服務及社會企業。除企業捐款及贊助外，本集團亦鼓勵僱員參與不同社區服務及慈善籌款活動。

本集團於報告期內支持由註冊慈善組織生命熱線所籌辦的慈善步行，該機構一直致力推廣情緒健康，幫助有自殺傾向人士並激發他們的求生意志。此外，本集團亦鼓勵僱員參與東華三院慈善障礙挑戰賽，為廣華醫院重建項目籌款，促進東華三院的長遠發展及提供護理服務，以及各式各樣的慈善活動如香港公益金舉辦的便服日及東華三院賣旗日。

保護環境

改善資源效益

節能

整體而言，由於業務運作大部分限於辦公室範圍，本集團對環境造成的影響相對較低，而排放物及能源消耗主要來自辦公室使用的資源。本集團已積極採取措施提升能源效益，並已在減少能源消耗及碳足印方面取得穩步進展。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

PRESERVING THE ENVIRONMENT (CONTINUED)

Improving Resource Efficiency (continued)

Energy saving (continued)

Light Emitting Diode (LED) lights have been fully utilised at head office since 2016, the energy-saving performance was remarkable and the electricity consumption decreased by 10% when compared to the use of conventional incandescent light bulbs. Similarly, energy-saving air conditioning system has been fully utilised in the lottery business to minimise electricity consumption. The on-going effort has already started to yield results. When compared to figures in last year, head office has recorded a reduction in electricity consumption by 1.4%.

The Group believes behavioural change is the key to drive environmental improvement, and encourages environmentally responsible manner among employees. Guidelines and notice are in place to raise their energy-saving awareness, such as switching off unnecessary lighting and maintaining the air-conditioning system at 23-25 degree Celsius. The Group also took part in the "Earth Hour" campaign promoted by the environmental organization WWF-Hong Kong in 2017, showing the support for creating a more sustainable environment and reducing energy consumption.

保護環境(續)

改善資源效益(續)

節能(續)

總辦事處自二零一六年起已全面使用發光二極管(LED)燈，節能效果顯著，而耗電量較使用傳統白熾燈泡下降10%。同樣地，彩票業務亦全面使用節能空調系統，盡量減少用電量。這種持續的努力已開始取得成果，總辦事處的耗電量較去年減少1.4%。

本集團相信，改變行為是推動改善環境的關鍵因素，故鼓勵僱員採取對環境負責的態度，並制定指引及告示以提高僱員的節能意識，如關掉不必要的電燈及維持空調系統於攝氏23至25度。本集團亦參與環保組織世界自然基金會香港分會主辦的二零一七年「地球一小時」活動，以支持創造一個更可持續發展的環境及減少能源消耗。

Business Units	業務單位	Electricity Consumption (kWh) 耗電量(千瓦時)
The Head Office in Hong Kong	香港總辦事處	72,927
Travel Business in Canada	加拿大旅遊業務	260,000 #
Lottery Business in the PRC*	中國彩票業務*	158,349
Total	總計	491,276

The reported number is calculated based on the average dollar amount paid by different office locations divided by the dollar amount per kWh. The calculation method is consistent with that of last year.

* For the period from 1 January to 8 September 2017

呈報數字乃根據不同辦公室位置支付的平均每元金額除以每千瓦時每元金額計算。計算方法與去年所用方法一致。

* 由二零一七年一月一日至九月八日

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

PRESERVING THE ENVIRONMENT (CONTINUED)

Improving Resource Efficiency (continued)

Optimise usage of office supplies

The Group adheres to the principle of recycling and reduction, while an appropriate sourcing of paper products could preserve forests for the future generations. Since 2013, the Group has been using Forest Steward Council (FSC) certified paper which is sourced from well-managed forest for its interim and annual report printing, and has procured lighter paper in the head office since January 2017 to lower paper consumption.

In addition, paperless initiatives have been incorporated for the communication between internal and external stakeholders. To follow the trend of using digital communication channels, the Group's travel business has adopted e-marketing system to encourage customers referring to its website for the latest information of products and services, while the transaction processes could be completed on the internet instead of hard copies of documents. The Group also encourages employees to use recycled papers and preserve cartridge ink and return unused stationary for redistribution so as to reduce wastage at source.

Water efficiency

The water consumption of the Group was limited to the pantry and toilet of offices, employees are encouraged to minimise unnecessary water usage in these areas.

The head office and travel business are operated in commercial buildings of which water supply and discharge are directly managed by the building management office. Meter or data in respect of individual level of consumption to tenant were not provided, so no direct usage statistics are available for reporting purpose.

保護環境(續)

改善資源效益(續)

優化辦公用品的使用

本集團堅持循環再造及減少用量的原則，而適當採購紙製品更可為後代保護森林。自二零一三年起，本集團一直採用來自嚴格管理的森林、並經森林管理委員會(FSC)認證之紙張印製其中期及年度報告，而總辦事處亦由二零一七年一月起採購較輕的紙張以減少消耗量。

此外，內部及外部持份者之間的溝通方式亦採納了無紙化概念。配合採用數碼通訊方式之趨勢，本集團旅遊業務已採用電子營銷系統，藉此鼓勵客戶於其網站查閱產品及服務之最新資訊，並利用互聯網代替文件複印本完成交易程序。本集團亦鼓勵僱員使用循環再用紙及保存墨盒，並退還未經使用的文具以便重新分配，藉此達致源頭減廢。

水效益

本集團的用水量僅限於辦公室的茶水間及洗手間，故鼓勵僱員在這方面盡量減少不必要的用水量。

總辦事處及旅遊業務於商業大廈中營運，而用水供應及排放均由大廈管理處直接管理，未能提供個別租戶的水錶或數據，因此沒有直接使用統計數據可供呈報用途。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

PRESERVING THE ENVIRONMENT (CONTINUED)

Reducing Waste and Emission

Minimising waste

The business of the Group is mainly operated in office environment, the “4Rs of Environmental Protection” (i.e. Reduce, Reuse, Recycling and Replace) were adopted as the guiding principle in waste management, in particular of waste reduction. The Group has replaced disposable paper cups with reusable glasses or ceramics for guests since 2016. This policy effectively prevents the creation of single-use paper waste and has been successfully implemented during the reporting period.

Waste disposals of the head office and travel business are managed by the respective building management offices, thus no direct waste record is available for reporting purpose. In addition, due to the nature of the business, there was no significant hazardous waste produced by the Group during the reporting year.

Recycling

Apart from reducing wastes from source, the Group also participates in recycling programme to collect and transform waste papers, metals and plastics into useful products. The travel business of the Group has complied with the recycling programme promoted by the respective city governments, by setting up recycling bins in the offices for the disposal of wastes, such as plastic bottles, newspapers and metal cans.

During the reporting period, the Group’s head office has set up used toner collection points and supported the Recycling Scheme organised by the building management office, collecting wastes with higher recycling values on regular basis, like energy saving lamps, fluorescent tubes, printer cartridge and glass bottles.

保護環境(續)

減少廢棄物及排放物

減廢

本集團的業務主要於辦公室環境經營，故採用「環保4R」(即減少使用、物盡其用、循環再用及替代使用)作為管理廢棄物的指引原則，尤其是減廢。自二零一六年起，本集團招待客人時以可重覆使用的玻璃或陶瓷杯取代即棄紙杯。此政策有效防止產生一次性使用廢紙，並已於報告期內成功落實。

總辦事處及旅遊業務的廢物棄置由各自的大廈管理處處理，因此並沒有直接廢棄物記錄可供呈報用途。此外，鑑於業務性質，本集團於報告年度內並無產生重大的有害廢棄物。

循環再用

除著重源頭減廢外，本集團亦參與回收計劃，收集廢紙、金屬及塑膠以便轉化成有用產品。本集團的旅遊業務亦遵循各城市政府推廣的循環再用計劃，於各辦公室設置資源回收箱處理棄置膠樽、報紙及金屬罐等廢棄物。

於報告期內，本集團的總辦事處已設立廢舊碳粉匣收集點，並響應其大廈管理處籌辦的循環再用計劃，定期收集回收價值較高的廢棄物，如節能燈、光管、列印匣及玻璃瓶。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

PRESERVING THE ENVIRONMENT (CONTINUED)

Reducing Waste and Emission (continued)

Emission control

Air pollution and global warming are major environmental challenges to the world at present, which bring along with altered ecosystem, extreme weather, food crisis and public health problems. As a responsible corporation that operates business in various cities, the Group realises the obligation to control emission of its operations with respect to local standards, laws and regulations. Direct exhaust emission from six Group's vehicles and indirect electricity consumption from offices are the major sources of emission.

The travel business in Canada utilised natural gas in office, however, it was charged as common expenses by the landlord so there was no direct consumption record available for reporting purpose. Besides, the Group is not aware of any material non-compliance with the relevant pollution control laws and regulations in respective countries.

保護環境(續)

減少廢棄物及排放物(續)

控制排放

空氣污染及全球暖化是當前世界面對的主要環境挑戰，並衍生出生態系統變化、極端氣候、糧食危機和公共衛生等問題。本集團在多個城市經營業務，作為一間負責任企業，明白有責任根據當地標準、法律及規例控制營運過程中的排放物。而本集團的主要排放來源為六輛汽車直接廢氣排放，以及各辦公室的間接耗電。

加拿大旅遊業務在辦公室使用天然氣，但被業主列為一般開支，因此未能提供直接耗用量記錄作呈報用途。此外，本集團並不知悉任何重大不符合相關國家之污染控制法律及規例的情況。

Business Units	業務單位	Fuel Consumption (L) 燃油耗用量(升)
The Head Office in Hong Kong	香港總辦事處	50,055
Travel Business in Canada	加拿大旅遊業務	6,200 #
Lottery Business in the PRC*	中國彩票業務*	N/A 不適用
Total	總計	56,255

For the passenger car, the reported number was calculated based on the average amount paid divided by the amount per litre, not all petrol bills are available; For the private van, no fuel consumption was reported since it is a shuttle bus service and the Group is charged based on fixed fares.

* For the period from 1 January to 8 September 2017

就載客車而言，呈報數目根據已付平均金額除以每升金額計算，並非所有汽油賬單適用。就私人小巴而言，穿梭小巴服務並無呈報燃油耗用，而本集團按固定車資繳費。

* 由二零一七年一月一日至九月八日

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

LOOKING FORWARD

The Group believes sustainable solutions lie in collaborative efforts involving people and institutions with a stake in building a safer, healthier and more prosperous future. The Group will take great pride in its ability to provide excellent services to customers, and care to the environment and the community. The Group is fully committed to regularly reviewing its performance on ESG and setting specific goals for the future to enhance the Group's competitiveness, business success and sustainability.

展望將來

本集團相信，可持續發展的解決方案有賴人們與機構合作，共同構建一個更安全、更健康及更繁榮的未來。本集團以能夠為客戶提供優質服務、關心環境及社區為榮。本集團致力定期檢討其於環境、社會及管治方面的表現，並為未來訂立具體目標，以提升本集團之競爭力、商業成就及可持續發展。

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

PERFORMANCE TABLE

成效表

Environmental Performance

環境表現

Indicator 指標	Unit 單位	Performance during the Reporting Period 報告期內表現	Remarks 備註
Gaseous Emissions 氣體排放			
Particulate Matter (PM ₁₀ and PM _{2.5}) 懸浮粒子		3.87	
Sulphur Dioxide (SO ₂) 二氧化硫	kg 公斤	0.0030	
Nitrogen Oxides (NO _x) 二氧化氮		337.14	
Greenhouse Gas (GHG) Emissions 溫室氣體排放			
Total 總計		325.15	
Scope 1: Direct Emission 範圍1：直接排放	Tonnes of CO ₂ equivalent (tCO ₂ e-)	149.52	
Scope 2: Indirect Emission 範圍2：間接排放	公噸(二氧化碳當量)	175.63	
Scope 3: Other Indirect Emission 範圍3：其他間接排放		-	
GHG Intensity 溫室氣體強度	tCO ₂ e- / millions of revenue (HK\$) 公噸(二氧化碳當量) / 每百萬元(港幣) 收益	0.55	
Energy Usage 能源使用			
Total 總計		1,007.23	
Electricity 電力	MWh 兆瓦時	491.28	
Petrol 汽油		515.95	
Energy intensity 能源強度	MWh / millions of revenue (HK\$) 兆瓦時 / 每百萬元 (港幣) 收益	1.71	

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

PERFORMANCE TABLE (CONTINUED)

成效表(續)

Environmental Performance (Continued)

環境表現(續)

Indicator 指標	Unit 單位	Performance during the Reporting Period 報告期內表現	Remarks 備註
Water Consumption 耗水量			
Total 總計	m ³ 立方米	20	The reported figure represented the water consumed by the Lottery Business in the PRC only. 呈報數字僅為中國彩票業務的耗水量。
Water consumption intensity 耗水強度	m ³ / no. of employees in Lottery Business 立方米/彩票業務僱員數目	0.38	The reported figure represented the water consumption intensity of the Lottery Business in the PRC only. 呈報數字僅為中國彩票業務的耗水強度。
Hazardous Waste 有害廢棄物			
Total 總計	Tonnes 公噸	N/A 不適用	The Group did not produce hazardous waste in operation. 本集團並無於營運中產生有害廢棄物。
Non-Hazardous Waste 無害廢棄物			
Total 總計	Tonnes 公噸	N/A 不適用	The Group did not keep the record of non-hazardous waste in operation and may consider to establish a data collection system in the future. 本集團並無保存營運中無害廢棄物的記錄，日後或考慮設立數據收集系統。

Social Responsibility Performance

社會責任表現

Indicator 指標	Unit 單位	Performance during the Reporting Period 報告期內表現
Health and Safety 健康及安全		
Total number of work-related fatalities 因工作關係而死亡的人數	No. of people 人數	0
Lost days due to work injury 因工傷損失的工作日數	Days 日數	0
Anti-corruption 反貪污		
Number of concluded legal cases regarding corrupt practices 已審結的貪污訴訟案件數目	No. of case 案件數目	0

Report of Directors 董事會報告

The directors (“Director(s)”) of Success Universe Group Limited (the “Company”) is pleased to present their annual report together with the audited consolidated financial statements of the Company and its subsidiaries (collectively the “Group”) for the year ended 31 December 2017.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. Its subsidiaries were principally engaged in the travel-related, lottery and property investment businesses during the year. The Group ceased to carry on any lottery related business immediately after completion of the disposal of 80% interest in Honour Rich China Development Limited in September 2017. Details of the said disposal are set out in note 14 to the consolidated financial statements.

Particulars of the Company’s subsidiaries as at 31 December 2017 are set out in note 41 to the consolidated financial statements.

BUSINESS REVIEW

The business review of the Group for the year ended 31 December 2017 is set out in the sections headed “Chairman’s Statement” and “Management Discussion and Analysis” on pages 8 to 11 and pages 12 to 34 respectively of this annual report as well as the following sub-paragraphs headed “Environmental Policies and Performance”, “Compliance with Laws and Regulations” and “Relationships with Key Stakeholders”.

實德環球有限公司(「本公司」)董事(「董事」)欣然提呈本公司及其附屬公司(統稱「本集團」)截至二零一七年十二月三十一日止年度之年報連同經審核綜合財務報表。

主要業務

本公司為一間投資控股公司，於本年度內其附屬公司經營之主要業務為旅遊相關業務、彩票業務及物業投資業務。緊隨於二零一七年九月完成出售譽富中國發展有限公司80%權益後，本集團終止從事任何彩票相關業務。上述出售事項詳情載於綜合財務報表附註14。

本公司之附屬公司於二零一七年十二月三十一日之資料載於綜合財務報表附註41。

業務審視

本集團截至二零一七年十二月三十一日止年度之業務審視分別載於本年報第8至第11頁之「主席報告」一節以及第12至第34頁之「管理層討論及分析」一節，以及下文「環境政策及表現」、「遵守法律及規例」及「與主要持份者之關係」各分段。

Report of Directors (Continued)

董事會報告(續)

BUSINESS REVIEW (CONTINUED)

Environmental Policies and Performance

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

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

For details, please refer to the section headed “Environmental, Social and Governance Report” on pages 59 to 76 of this annual report.

Compliance with Laws and Regulations

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

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

業務審視(續)

環境政策及表現

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

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

詳情請參閱本年報第59至第76頁「環境、社會及管治報告」一節。

遵守法律及規例

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

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

BUSINESS REVIEW (CONTINUED)

Relationships with Key Stakeholders

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

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

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

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2017 are set out in the consolidated statement of profit or loss on page 117 of this annual report.

No interim dividend was paid during the year (2016: nil). The Directors do not recommend any payment of a final dividend for the year ended 31 December 2017 (2016: nil).

業務審視(續)

與主要持份者之關係

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

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

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

業績及分派

本集團截至二零一七年十二月三十一日止年度之業績載於本年報第117頁之綜合損益表。

於本年度內並無派付中期股息(二零一六年：無)。董事不建議就截至二零一七年十二月三十一日止年度派付任何末期股息(二零一六年：無)。

Report of Directors (Continued)

董事會報告(續)

CLOSURE OF REGISTER OF MEMBERS

The annual general meeting of the Company will be held on Tuesday, 5 June 2018 (the "2018 AGM"). For the purpose of determining the shareholders who are entitled to attend and vote at the 2018 AGM, the register of members of the Company will be closed from Thursday, 31 May 2018 to Tuesday, 5 June 2018, both days inclusive, during such period no transfer of shares of the Company will be effected. In order to be eligible to attend and vote at the 2018 AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 30 May 2018 for registration.

SEGMENT INFORMATION

An analysis of the Group's performance for the year ended 31 December 2017 by business and geographical segments is set out in note 6 to the consolidated financial statements.

FIVE-YEAR FINANCIAL SUMMARY

A financial summary of the Group for the past five financial years is set out on pages 278 and 279.

RESERVES

Details of the movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on page 121 of this annual report and note 40 to the consolidated financial statements respectively.

CHARITABLE CONTRIBUTIONS

No charitable and other donations were made by the Group during the year (2016: approximately HK\$100,000).

暫停辦理股份過戶登記手續

本公司將於二零一八年六月五日(星期二)舉行股東週年大會(「二零一八年股東週年大會」)。為確定股東符合資格出席並於二零一八年股東週年大會上投票，本公司將於二零一八年五月三十一日(星期四)至二零一八年六月五日(星期二)(包括首尾兩天)期間暫停辦理股份過戶登記手續，於此期間內本公司任何股份過戶將不予登記。為確保符合資格出席二零一八年股東週年大會並於會上投票，所有股份過戶文件連同有關股票必須不遲於二零一八年五月三十日(星期三)下午四時三十分送抵本公司之香港股份過戶登記分處卓佳登捷時有限公司，地址為香港皇后大道東183號合和中心22樓，以辦理登記手續。

分部資料

本集團截至二零一七年十二月三十一日止年度按業務及地區分部劃分之表現分析載於綜合財務報表附註6。

五年財務概要

本集團過去五個財政年度之財務概要載於第278及279頁。

儲備

本集團及本公司於本年度內之儲備變動之詳情分別載於本年報第121頁之綜合權益變動表及綜合財務報表附註40。

慈善捐款

於本年度內本集團並無作出慈善及其他捐款(二零一六年：約港幣100,000元)。

Report of Directors (Continued)

董事會報告(續)

PROPERTY, PLANT AND EQUIPMENT

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

INVESTMENT PROPERTIES

Details of the investment properties held by the Group as at 31 December 2017 are set out in note 18 to the consolidated financial statements and in the particulars of investment properties on page 280 of this annual report.

SHARE CAPITAL

There was no movement in the share capital of the Company during the year. Details of the share capital of the Company are set out in note 30 to the consolidated financial statements.

LOANS AND BORROWINGS

Details of the loans and borrowings of the Group as at 31 December 2017 are set out in notes 26 and 27 to the consolidated financial statements.

DIRECTORS

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

Executive Directors:

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

Non-executive Director (“NED”):

Mr. Choi Kin Pui, Russelle

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

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

物業、廠房及設備

本集團於本年度內之物業、廠房及設備變動之詳情載於綜合財務報表附註16。

投資物業

本集團於二零一七年十二月三十一日之投資物業之詳情載於綜合財務報表附註18及載於本年報第280頁之投資物業詳情。

股本

本公司之股本於本年度內並無變動。本公司股本之詳情載於綜合財務報表附註30。

貸款及借貸

本集團於二零一七年十二月三十一日之貸款及借貸之詳情載於綜合財務報表附註26及27。

董事

於本年度內及截至本報告日期止在任之董事為：

執行董事：

楊海成先生(主席)
馬浩文博士(副主席)

非執行董事(「非執行董事」)：

蔡健培先生

獨立非執行董事(「獨立非執行董事」)：

楊慕嫦女士
錢永樂先生
莊名裕先生

Report of Directors (Continued)

董事會報告(續)

DIRECTORS (CONTINUED)

In accordance with bye-law 87 of the bye-laws of the Company (the "Bye-laws"), Mr. Yeung Hoi Sing, Sonny and Mr. Chong Ming Yu shall retire by rotation and, being eligible, will offer themselves for re-election at the 2018 AGM.

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

CHANGES OF DIRECTORS' INFORMATION

Ms. Yeung Mo Sheung, Ann, an INED, resigned as an independent non-executive director of Trillion Grand Corporate Company Limited, a company whose issued shares are listed on the Growth Enterprise Market of the Stock Exchange, with effect from 1 November 2017.

Dr. Ma Ho Man, Hoffman, an executive Director and the Deputy Chairman of the Board, was appointed as a member of the National Committee of the Chinese People's Political Consultative Conference (the "CPPCC") and a Standing Committee member of the CPPCC Chongqing Committee in January 2018.

Save as disclosed above, there was no change in the information of the Directors required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules subsequent to the date of the Interim Report 2017 of the Company and up to the date of this report.

DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election at the 2018 AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

董事(續)

根據本公司之公司細則(「公司細則」)第87條，楊海成先生及莊名裕先生將於二零一八年股東週年大會上輪席告退，惟彼等符合資格並願意膺選連任。

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

董事資料之變更

獨立非執行董事楊慕嫦女士辭任萬泰企業股份有限公司(一間其已發行股份於聯交所創業板上市之公司)之獨立非執行董事，由二零一七年十一月一日起生效。

執行董事兼董事會副主席馬浩文博士於二零一八年一月獲委任為中國人民政治協商會議(「政協」)全國委員會委員，並獲委任為政協重慶市委員會常務委員。

除上文所披露者外，自本公司二零一七年年中期報告日期之後至本報告日期期間，概無任何根據上市規則第13.51B(1)條規定須予披露之董事資料變更。

董事之服務合約

擬於二零一八年股東週年大會重選之董事概無與本公司訂立不可由本公司於一年內終止而毋須支付任何賠償(法定賠償除外)之服務合約。

DIRECTORS' EMOLUMENTS

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

PERMITTED INDEMNITY PROVISIONS

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

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

董事酬金

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

獲准許的彌償條文

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

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

Report of Directors (Continued)

董事會報告(續)

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

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

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

關連交易／持續關連交易／董 事及控股股東於交易、安排或 重要合約中之重大權益

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

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

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

(1) (Continued)

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

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

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

(1) (續)

此外，最後還款日期已(i)透過日期為二零一三年三月十八日之協議函件進一步延遲至二零一四年十月三十一日；(ii)透過日期為二零一四年三月二十一日之另一份協議函件進一步延遲至二零一六年十月三十一日；及(iii)透過日期為二零一六年三月十五日之協議補充函件進一步延遲至二零一八年十月三十一日。

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

Report of Directors (Continued)

董事會報告(續)

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

(2) On 26 June 2017, Good Sun Development Limited (“Good Sun”, an indirect wholly-owned subsidiary of the Company) as landlord and Success International Management Services Limited (“SIMSL”, a company indirect wholly and beneficially owned by Mr. Yeung, the Chairman of the Board and an executive Director as well as a Controlling Shareholder) as tenant entered into a tenancy agreement (the “Tenancy Agreement”) in respect of the leasing of the premises situated at Office No. 1003 and Office No. 1004A on the 10th Floor of Tower 1 of Admiralty Centre, No. 18 Harcourt Road, Hong Kong (the “Existing Property”) for a term of two years commencing from 2 July 2017 (with an option to renew for a further term of two years at the then open market rental) at a monthly rental of HK\$465,348, exclusive of government rates, air-conditioning charges and management fees and all other outgoings. Further details of the Tenancy Agreement are set out in the announcement of the Company dated 26 June 2017.

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

(2) 於二零一七年六月二十六日，日佳發展有限公司(「日佳」，本公司之一間間接全資附屬公司，作為業主)與 Success International Management Services Limited (「SIMSL」，一間由董事會主席兼執行董事及控股股東楊先生間接全資實益擁有之公司，作為租戶)訂立一份租賃協議(「該租賃協議」)，內容有關租賃位於香港夏慤道18號海富中心1座10樓1003室及1004A室之物業(「現有物業」)，由二零一七年七月二日起計為期兩年(可選擇按當時公開市場租金進一步重續兩年)，月租港幣465,348元，不包括差餉、空調費用、管理費及所有其他支出。有關該租賃協議之進一步詳情載於本公司日期為二零一七年六月二十六日之公佈。

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

(2) (Continued)

Based on the monthly rental under the Tenancy Agreement, it was expected that the aggregate maximum amount payable by SIMSL to Good Sun under the Tenancy Agreement for each of the three financial years ending 31 December 2019 (“Annual Cap”) should not exceed HK\$1,846,000, HK\$5,585,000 and HK\$2,808,000 respectively. For the year ended 31 December 2017, the aggregate amount of rental paid by SIMSL to Good Sun amounted to HK\$1,845,880.

The transaction mentioned in this sub-paragraph (2) constitutes a continuing connected transaction for the Company under Chapter 14A of the Listing Rules. As the largest Annual Cap payable by SIMSL to Good Sun under the Tenancy Agreement for each of the three financial years ending 31 December 2019 was more than HK\$3,000,000 but all the applicable percentage ratios calculated on an annual basis pursuant to Rule 14.07 of the Listing Rules were less than 5%, this continuing connected transaction is subject to reporting, announcement and annual review requirements but is exempt from the circular (including independent financial advice) and shareholders’ approval requirements pursuant to Rule 14A.76(2) of the Listing Rules.

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

(2) (續)

根據該租賃協議項下的月租，預期截至二零一九年十二月三十一日止三個財政年度各年根據該租賃協議項下SIMSL應付日佳之最高總額(「年度上限」)分別不超過港幣1,846,000元、港幣5,585,000元及港幣2,808,000元。截至二零一七年十二月三十一日止年度，SIMSL已付日佳租金總額為港幣1,845,880元。

本分段(2)所述之交易根據上市規則第十四A章構成本公司一項持續關連交易。由於截至二零一九年十二月三十一日止三個財政年度各年根據該租賃協議項下SIMSL應付日佳之最大年度上限高於港幣3,000,000元，惟根據上市規則第14.07條按年計算之所有適用百分比率均低於5%，故根據上市規則第14A.76(2)條，此持續關連交易須遵守申報、公佈及年度審閱之規定，惟獲豁免遵守通函(包括獨立財務意見)及股東批准之規定。

Report of Directors (Continued)

董事會報告(續)

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

(2) (Continued)

All INEDs had reviewed the continuing connected transaction disclosed above and confirmed that the transaction has been entered into:

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

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

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

(2) (續)

全體獨立非執行董事已審閱上文所披露之持續關連交易，並確認交易乃按以下各項訂立：

- (a) 在本集團之日常及一般業務中訂立；
- (b) 按照一般商務條款或更佳條款進行；及
- (c) 依照規管交易之該租賃協議進行，條款公平合理，並且符合本公司股東之整體利益。

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

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

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

DIRECTORS' INTERESTS IN COMPETING BUSINESS

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

Name of company 公司名稱	Nature of competing business 競爭業務性質	Nature of interest 權益性質
Active Profit Investment Limited	property investment in Hong Kong (commercial building) 香港物業投資(商廈)	director and ultimate beneficial owner 董事及最終實益擁有人
Albright Trading Limited 明康貿易有限公司	property investment in Hong Kong (commercial building) 香港物業投資(商廈)	ultimate beneficial owner 最終實益擁有人
Asia City Holdings Limited 亞城集團有限公司	property investment in Hong Kong (commercial building) 香港物業投資(商廈)	owned as to 50% beneficial interest 實益擁有50%權益

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

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

董事於競爭業務之權益

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

Report of Directors (Continued)

董事會報告(續)

DIRECTORS' INTERESTS IN COMPETING BUSINESS (CONTINUED)

董事於競爭業務之權益(續)

Name of company 公司名稱	Nature of competing business 競爭業務性質	Nature of interest 權益性質
Crownpeak International Investment Limited 冠達國際投資有限公司	property investment in Hong Kong (commercial building) 香港物業投資(商廈)	director and ultimate beneficial owner 董事及最終實益擁有人
Famous Capital International Limited	property investment in Hong Kong (commercial building) 香港物業投資(商廈)	ultimate beneficial owner 最終實益擁有人
Lawman Company Limited 洛文有限公司	property investment in Hong Kong (commercial building) 香港物業投資(商廈)	ultimate beneficial owner 最終實益擁有人
Parhan (Holdings) Limited	property investment in Hong Kong (commercial building) 香港物業投資(商廈)	ultimate beneficial owner 最終實益擁有人
Powerful Concept Limited 權創有限公司	property investment in Hong Kong (commercial building) 香港物業投資(商廈)	ultimate beneficial owner 最終實益擁有人

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

Save as disclosed above, during the year ended 31 December 2017, none of the Directors was interested in any business, apart from the Group's business, which competes or is likely to compete, either directly or indirectly, with the Group's business, other than those business where the Directors were appointed as directors to represent the interests of the Group.

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

除上文所披露者外，截至二零一七年十二月三十一日止年度，除本集團業務外，概無董事於與本集團業務存在或可能存在直接或間接競爭之任何業務擁有權益，惟董事被委任以董事身份代表本集團權益之業務除外。

Report of Directors (Continued)

董事會報告(續)

MANAGEMENT CONTRACTS

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

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES

As at 31 December 2017, the Directors or chief executive of the Company and/or any of their respective associates had the following interests and short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise, notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Listing Rules:

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

Name of Director 董事姓名	Long position/ Short position 好倉／淡倉	Nature of interest 權益性質	Number of Shares held 所持股份數目	Approximate percentage of issued voting Shares as at 31 December 2017 於二零一七年 十二月三十一日 佔已發行 具投票權股份之 概約百分比 %
Mr. Yeung (Note) 楊先生(附註)	Long position 好倉	Corporate interest 公司權益	2,566,557,462	52.10

Note: Mr. Yeung, an executive Director and the Chairman of the Board, had a corporate interest in 2,566,557,462 Shares by virtue of the interest of the Shares held by Silver Rich Macau Development Limited, which is direct wholly and beneficially owned by Mr. Yeung.

管理合約

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

董事及最高行政人員於證券之權益

於二零一七年十二月三十一日，董事或本公司最高行政人員及／或彼等各自之任何聯繫人於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債券中擁有以下記錄於根據證券及期貨條例第352條之規定本公司須予存置之登記冊，或根據上市規則所載上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所之權益及淡倉：

於本公司股份(「股份」)之權益

附註：執行董事兼董事會主席楊先生擁有由勁富澳門發展有限公司持有之2,566,557,462股股份之公司權益。勁富澳門發展有限公司乃由楊先生直接全資實益擁有。

Report of Directors (Continued)

董事會報告(續)

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

Save as disclosed above, as at 31 December 2017, none of the Directors or chief executive of the Company, or their respective associates, had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise, notified to the Company and the Stock Exchange pursuant to the Model Code.

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

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

董事及最高行政人員於證券之權益(續)

除上文所披露者外，於二零一七年十二月三十一日，董事或本公司最高行政人員或彼等各自之聯繫人概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有任何記錄於根據證券及期貨條例第352條之規定本公司須予存置之登記冊，或根據標準守則須知會本公司及聯交所之權益或淡倉。

購股權計劃及董事購入股份或債券之權利

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

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

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

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

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

購股權計劃及董事購入股份或債券之權利(續)

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

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

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

Report of Directors (Continued)

董事會報告(續)

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

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

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

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

購股權計劃及董事購入股份或債券之權利(續)

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

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

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

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

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

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

No share options had been granted under the Share Option Scheme since its adoption and up to 31 December 2017.

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

EQUITY-LINKED AGREEMENTS

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

購股權計劃及董事購入股份或債券之權利(續)

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

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

自採納購股權計劃以來及截至二零一七年十二月三十一日止，概無根據購股權計劃授出任何購股權。

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

股票掛鈎協議

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

Report of Directors (Continued)

董事會報告(續)

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES

As at 31 December 2017, the following persons (other than a Director or chief executive of the Company) had, or were deemed or taken to have, interests or short positions in the Shares and underlying Shares as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

Interest in the Shares

Name of substantial shareholder 主要股東 名稱/姓名	Long position/ Short position 好倉/淡倉	Capacity 身份	Number of Shares held 所持股份數目	Approximate percentage of issued voting Shares as at 31 December 2017 於二零一七年 十二月三十一日 佔已發行 具投票權股份之 概約百分比 %
Silver Rich Macau Development Limited 劭富澳門發展有限公司	Long position 好倉	Beneficial owner 實益擁有人	2,566,557,462	52.10
Ms. Liu Siu Lam, Marian (Note) 廖小琳女士(附註)	Long position 好倉	Interest of spouse 配偶權益	2,566,557,462	52.10
Maruhan Corporation	Long position 好倉	Beneficial owner 實益擁有人	956,633,525	19.42

Note: Ms. Liu Siu Lam, Marian, being the spouse of Mr. Yeung, was deemed to be interested in 2,566,557,462 Shares in which Mr. Yeung had a corporate interest.

主要股東於證券之權益

於二零一七年十二月三十一日，下列人士（董事或本公司最高行政人員除外）於股份及相關股份中擁有或被視為或當作擁有以下記錄於根據證券及期貨條例第336條之規定而本公司須予存置之登記冊之權益或淡倉：

股份權益

附註：廖小琳女士（楊先生之配偶）被視為擁有由楊先生擁有公司權益之2,566,557,462股股份之權益。

Save as disclosed above, as at 31 December 2017, no other person (other than a Director or chief executive of the Company) had, or was deemed or taken to have, an interest or short position in the Shares and underlying Shares which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

除上文所披露者外，於二零一七年十二月三十一日，概無其他人士（董事或本公司最高行政人員除外）於股份及相關股份中擁有或被視為或當作擁有任何記錄於根據證券及期貨條例第336條之規定本公司須予存置之登記冊之權益或淡倉。

DISCLOSURE UNDER RULES 13.20 AND 13.22 OF THE LISTING RULES

References were made to the announcement dated 16 June 2017 and the circular dated 19 July 2017 issued by the Company in relation to the provision of financial assistance (the “2017 Financial Assistance”) to Pier 16 – Property Development Limited (“Pier 16 – Property Development”), a 49% owned associate of World Fortune Limited (“World Fortune”, an indirect wholly-owned subsidiary of the Company).

Based on the disclosure obligations under Rules 13.20 and 13.22 of the Listing Rules, the 2017 Financial Assistance, which was made by the Group by way of the shareholder’s loans provided by World Fortune, and a new corporate guarantee (“New Corporate Guarantee”) given by the Company to a bank in respect of the payment obligation of Pier 16 – Property Development under the revised loan facilities granted to Pier 16 – Property Development in the aggregate amounts of HK\$735 million and MOP273 million (the “Revised Facilities”), continued to exist as at 31 December 2017. Pier 16 – Property Development is principally engaged in the investment, development and, through its subsidiaries, operating Ponte 16, a world-class integrated casino-entertainment resort located in Macau. The 2017 Financial Assistance is mainly used for the development and operations of Ponte 16.

The amounts of the 2017 Financial Assistance as at 31 December 2017 were set out below:

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

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

根據上市規則第13.20條及第13.22條作出之披露

茲提述本公司刊發日期為二零一七年六月十六日之公佈及日期為二零一七年七月十九日之通函，內容有關向十六浦物業發展股份有限公司(「十六浦物業發展」)提供財務資助(「二零一七年財務資助」)，該公司為世兆有限公司(「世兆」，本公司之一間間接全資附屬公司)擁有49%股權之聯營公司。

根據上市規則第13.20條及第13.22條之披露責任，於二零一七年十二月三十一日，本集團須根據授予十六浦物業發展之經修訂貸款融資總額為港幣735,000,000元及273,000,000澳門元(「經修訂融資」)，繼續向十六浦物業發展提供財務資助。二零一七年財務資助以世兆提供之股東貸款及本公司就十六浦物業發展付款責任向一間銀行發出新企業擔保之方式(「新企業擔保」)作出。十六浦物業發展之主要業務為投資、發展及透過其附屬公司經營十六浦。十六浦為一個位於澳門之世界級綜合娛樂場度假村。二零一七年財務資助主要用作發展及經營十六浦。

二零一七年財務資助於二零一七年十二月三十一日之金額載列如下：

由世兆提供之股東貸款為無抵押、免息及無固定還款期。

Report of Directors (Continued)

董事會報告(續)

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

Further details are set out in notes 19 and 35 to the consolidated financial statements.

Set out below is a consolidated balance sheet of Pier 16 – Property Development and the Group's attributable interests in this associate according to its audited consolidated financial statements for the year ended 31 December 2017:

		Consolidated balance sheet	Group's attributable interests
		綜合資產負債表	本集團應佔權益
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Non-current assets	非流動資產	881,772	432,069
Current assets	流動資產	337,183	165,220
Current liabilities	流動負債	(418,987)	(205,304)
Non-current liabilities	非流動負債	(1,093,339)	(535,736)

CONVERTIBLE SECURITIES, OPTIONS, WARRANTS OR SIMILAR RIGHTS

The Company had no outstanding convertible securities, options, warrants or other similar rights as at 31 December 2017.

根據上市規則第13.20條及第13.22條作出之披露(續)

進一步資料載列於綜合財務報表附註19及35。

以下所載為十六浦物業發展之綜合資產負債表及本集團應佔該聯營公司之權益，此乃按照十六浦物業發展截至二零一七年十二月三十一日止年度之經審核綜合財務報表編製：

可換股證券、購股權、認股權證或類似權利

本公司於二零一七年十二月三十一日概無未行使之可換股證券、購股權、認股權證或其他類似權利。

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

During the year ended 31 December 2017, there was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the listed securities of the Company.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the five largest customers of the Group accounted for approximately 15.7% of total revenue of the Group, of which the largest customer accounted for approximately 4.5% and the five largest suppliers of the Group accounted for approximately 85.0% of total purchases of the Group, of which the largest supplier accounted for approximately 85.0%.

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

PRE-EMPTIVE RIGHTS

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

SUFFICIENCY OF PUBLIC FLOAT

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

購買、出售或贖回本公司上市證券

於截至二零一七年十二月三十一日止年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

主要客戶及供應商

於本年度內，本集團之五大客戶佔本集團之總收益約15.7%，其中最大客戶約佔4.5%；而本集團之五大供應商佔本集團之購貨總額約85.0%，其中最大供應商約佔85.0%。

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

優先購買權

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

足夠公眾持股量

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

Report of Directors (Continued)

董事會報告(續)

EMOLUMENT POLICY

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

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

RETIREMENT BENEFIT SCHEME

Details of the retirement benefit scheme of the Group are set out in note 32 to the consolidated financial statements.

CORPORATE GOVERNANCE

The Company has published its Corporate Governance Report, details of which are set out on pages 35 to 58 of this annual report.

薪酬政策

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

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

退休福利計劃

本集團之退休福利計劃詳情載於綜合財務報表附註32。

企業管治

本公司已刊發其企業管治報告，詳情載於本年報第35至第58頁。

EVENTS AFTER THE REPORTING PERIOD

- (1) In January 2018, the Group entered into a preliminary sale and purchase agreement (the “Preliminary Agreement”) with an independent third party to acquire the entire issued share capital of and the related shareholders’ loans to two companies which hold several commercial properties in Wanchai at a total consideration of approximately HK\$58.2 million (subject to adjustment based on the net current asset value of these two companies as defined in the Preliminary Agreement). The said acquisition is expected to be completed in April 2018.
- (2) As announced by the Company on 13 February 2018, the Group entered into a sale and purchase agreement (the “S&P Agreement”) with a company which is direct wholly and beneficially owned by Mr. Yeung, the Chairman of the Board and an executive Director as well as a Controlling Shareholder, to acquire the entire issued share capital of and the related shareholders’ loans to two companies which hold indirectly two commercial properties in Admiralty Centre which are located adjacent to the Existing Property at a total consideration of HK\$148 million (subject to adjustment based on the net current asset value of these two companies as defined in the S&P Agreement) (the “Proposed Acquisition”). The Proposed Acquisition constitutes a discloseable and connected transaction for the Company under the Listing Rules and is therefore subject to, among others, independent shareholders’ approval. For details of the Proposed Acquisition, please refer to the announcement dated 13 February 2018 issued by the Company.

報告期後事項

- (1) 於二零一八年一月，本集團與獨立第三方訂立初步買賣協議(「初步協議」)，以收購兩間公司之全部已發行股本及其相關之股東貸款，該兩間公司持有灣仔若干商用物業，總代價約為港幣58,200,000元(須根據初步協議釐定的該兩間公司之流動資產淨值予以調整)。上述收購事項預期於二零一八年四月完成。
- (2) 誠如本公司於二零一八年二月十三日所公佈，本集團與一間由董事會主席、執行董事兼控股股東楊先生直接全資實益擁有之公司訂立買賣協議(「買賣協議」)，以收購兩間公司之全部已發行股本及其相關之股東貸款，該兩間公司間接持有位於海富中心鄰近現有物業的兩個商用物業，總代價為港幣148,000,000元(須根據買賣協議釐定的該兩間公司之流動資產淨值予以調整)(「建議收購事項」)。建議收購事項根據上市規則構成本公司須予披露及關連交易，因此須遵守(其中包括)獨立股東之批准。有關建議收購事項的詳情，請參閱本公司刊發日期為二零一八年二月十三日之公佈。

Report of Directors (Continued)

董事會報告(續)

AUDITORS

The consolidated financial statements of the Group for the year ended 31 December 2017 have been audited by HLB, who shall retire at the 2018 AGM and, being eligible, will offer themselves for re-appointment.

On behalf of the Board
Yeung Hoi Sing, Sonny
Chairman

Hong Kong, 28 March 2018

核數師

本集團截至二零一七年十二月三十一日止年度之綜合財務報表經由國衛審核，其將於二零一八年股東週年大會上退任，惟其符合資格並願意獲重新委任。

代表董事會
主席
楊海成

香港，二零一八年三月二十八日

Biographical Details of Directors and Senior Management

董事及高級管理人員簡介

DIRECTORS

Executive Directors

Mr. Yeung Hoi Sing, Sonny, aged 63, joined the Group in 2003. He is an executive director of the Company and the Chairman of the board of directors (the “Board”) of the Company as well as a director of the subsidiaries of the Company. He is also the chairman of the nomination committee (the “Nomination Committee”) and the executive committee (the “Executive Committee”) of the Board, and a member of the remuneration committee (the “Remuneration Committee”) of the Board. Mr. Yeung is responsible for the overall corporate planning and business development of the Group. He was a member of the Eighth to Eleventh National Committee of the Chinese People’s Political Consultative Conference and has over 34 years of experience in finance industry in Hong Kong. Prior to joining the Group, Mr. Yeung held managerial roles in several financial service sectors such as leveraged foreign exchange trading, and securities and futures brokerage. He is presently the sole beneficial owner of Success Securities Limited (“Success Securities”), which is a licensed corporation under the Securities and Futures Ordinance as well as a participant of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), principally engaged in the provision of securities brokerage services. Mr. Yeung has private investments in certain properties and real estate development. He is also the sole beneficial owner and a director of Silver Rich Macau Development Limited, being a controlling shareholder of the Company. Mr. Yeung is the uncle of Dr. Ma Ho Man, Hoffman, an executive director of the Company and the Deputy Chairman of the Board.

董事

執行董事

楊海成先生，63歲，於二零零三年加盟本集團。彼為本公司之執行董事兼本公司董事會（「董事會」）主席以及本公司附屬公司之董事，彼亦出任董事會轄下之提名委員會（「提名委員會」）及執行委員會（「執行委員會」）之主席，並出任董事會轄下之薪酬委員會（「薪酬委員會」）之成員。楊先生負責本集團之整體企業規劃及業務發展工作。彼為第八至十一屆中國人民政治協商會議全國委員會委員，並於香港金融業累積逾34年經驗。在加盟本集團前，楊先生擔任槓桿外匯買賣、證券及期貨經紀等金融服務業務之管理角色。彼現時為實德證券有限公司（「實德證券」）之唯一實益擁有人，該公司為一間根據證券及期貨條例註冊之持牌法團及香港聯合交易所有限公司（「聯交所」）之參與者，主要從事提供證券經紀服務。楊先生擁有若干物業及房地產發展之私人投資。彼亦為劭富澳門發展有限公司之唯一實益擁有人及董事，該公司為本公司之控股股東。楊先生為本公司執行董事兼董事會副主席馬浩文博士之舅父。

Biographical Details of Directors and Senior Management (Continued)

董事及高級管理人員簡介(續)

DIRECTORS (CONTINUED)

Executive Directors (continued)

Dr. Ma Ho Man, Hoffman, aged 44, joined the Group in 2005. He is an executive director of the Company and the Deputy Chairman of the Board as well as a director of the subsidiaries of the Company. Dr. Ma is also a member of the Executive Committee. He is responsible for implementing the Company's strategies regarding the business development of the Group as well as managing the Group's business and operations. Dr. Ma has over 21 years of experience in the financial industry and years of managerial experience. He joined Success Securities, which is beneficially wholly-owned by Mr. Yeung Hoi Sing, Sonny ("Mr. Yeung"), being the Chairman of the Board and an executive director as well as a controlling shareholder of the Company, in 2000. He has been a director of Success Securities since November 2008 and is responsible for overseeing its marketing affairs. Dr. Ma is presently a member of the National Committee of the Chinese People's Political Consultative Conference (the "CPPCC") and a Standing Committee member of the CPPCC Chongqing Committee. Dr. Ma was awarded Fellowship by Canadian Chartered Institute of Business Administration and Honorary Doctorate of Management by Lincoln University in 2009 and 2010 respectively. He is the nephew of Mr. Yeung.

董事(續)

執行董事(續)

馬浩文博士，44歲，於二零零五年加盟本集團。彼為本公司之執行董事兼董事會副主席以及本公司附屬公司之董事。馬博士亦出任執行委員會之成員，彼負責執行就本集團之業務發展所制訂之本公司策略，以及管理本集團之業務及營運事宜。馬博士於金融業積逾21年經驗，在管理方面亦擁有多年經驗。彼於二零零零年加入實德證券(該公司由董事會主席兼本公司之執行董事及控股股東楊海成先生(「楊先生」)實益全資擁有)。彼自二零零八年十一月起出任實德證券之董事一職，並負責監督該公司之市場推廣事務。馬博士現擔任中國人民政治協商會議(「政協」)全國委員會委員，亦為政協重慶市委員會常務委員。馬博士分別於二零零九年及二零一零年獲加拿大特許管理學院頒授院士名銜及獲林肯大學頒授榮譽管理博士名銜。彼為楊先生之外甥。

Biographical Details of Directors and Senior Management (Continued)

董事及高級管理人員簡介(續)

DIRECTORS (CONTINUED)

Non-executive Director

Mr. Choi Kin Pui, Russelle, aged 63, joined the Group in 2003. He is a non-executive director of the Company as well as a member of the audit committee (the "Audit Committee") of the Board, the Remuneration Committee and the Nomination Committee. Mr. Choi graduated from St. Pius X High School in 1976. He has over 24 years of management experience in the telecommunication industry in Hong Kong, the United States of America (the "US") and the People's Republic of China (the "PRC"). Mr. Choi established Elephant Talk Limited in 1994, a wholly-owned subsidiary of Elephant Talk Communications Inc. ("ETCI"). ETCI was an American corporation whose securities were quoted on the Over-The-Counter Bulletin Board in the US and engaged in the provision of telecommunications services in Hong Kong and the US. Mr. Choi was a director of ETCI from 2002 to 2008 as well as the president and the chief executive officer of ETCI from 2002 to 2006 and was responsible for the planning of the overall strategy of ETCI. He also served as the chairman of ET Network Services Limited (now known as Guangdong Ming Ying Financial Leasing Co Limited), a Hong Kong company engaged in the provision of internet access and outsourcing services in the PRC and Hong Kong.

董事(續)

非執行董事

蔡健培先生，63歲，於二零零三年加盟本集團。彼為本公司之非執行董事，並出任董事會轄下之審核委員會(「審核委員會」)、薪酬委員會及提名委員會之成員。蔡先生於一九七六年畢業於St. Pius X High School。彼於香港、美利堅合眾國(「美國」)及中華人民共和國(「中國」)電訊業擁有逾24年之管理經驗。蔡先生於一九九四年成立廣像電訊有限公司，該公司為Elephant Talk Communications Inc. (「ETCI」)之全資附屬公司。ETCI過去為一間美國公司，其證券曾於美國場外電子交易板掛牌，並曾在香港及美國提供電訊服務。蔡先生曾於二零零二年至二零零八年出任ETCI之董事一職，以及於二零零二年至二零零六年擔任ETCI之主席兼行政總裁，負責規劃ETCI之整體策略。彼亦曾擔任廣像網絡服務有限公司(現稱廣東民盈融資租賃有限公司)(一間曾於中國及香港從事提供連接互聯網及外判服務之香港公司)之主席。

Biographical Details of Directors and Senior Management (Continued)

董事及高級管理人員簡介(續)

DIRECTORS (CONTINUED)

Independent Non-executive Directors

Ms. Yeung Mo Sheung, Ann, aged 53, joined the Group in 2004. She is an independent non-executive director of the Company. She is also the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee. Ms. Yeung holds a Bachelor degree of Retail Marketing with honours in the United Kingdom and a Diploma in Marketing from The Chartered Institute of Marketing. She pursued her further study on legal course and was awarded a Diploma in Legal Practice in the United Kingdom in 1998. Ms. Yeung has over 19 years of experience in legal field and is presently a consultant of Messrs. Fung & Fung, Solicitors, a legal firm in Hong Kong. She is also an independent non-executive director of Merdeka Financial Services Group Limited and E Lighting Group Holdings Limited, the issued shares of the said companies are listed on the Growth Enterprise Market of the Stock Exchange. Ms. Yeung was an independent non-executive director of Dejin Resources Group Company Limited, a company whose issued shares were listed on the Main Board of the Stock Exchange, and Trillion Grand Corporate Company Limited, a company whose issued shares are listed on the Growth Enterprise Market of the Stock Exchange.

Mr. Chin Wing Lok, Ambrose, aged 53, joined the Group in 2012. He is an independent non-executive director of the Company. He is also the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee. Mr. Chin is a certified public accountant (practising) and a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of The Association of Chartered Certified Accountants, The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators as well as a certified tax adviser and a fellow member of The Taxation Institute of Hong Kong. He has over 31 years of experience in auditing, accounting and taxation. Mr. Chin is presently the sole practitioner of CNT & Co., Certified Public Accountants.

董事(續)

獨立非執行董事

楊慕嫦女士，53歲，於二零零四年加盟本集團。彼為本公司之獨立非執行董事，彼亦出任薪酬委員會之主席，並出任審核委員會及提名委員會之成員。楊女士於英國持有零售市場學榮譽學士學位，及英國特許市場學學會之市場學文憑。彼其後於一九九八年在英國進修法律課程並獲頒執業律師法律實務文憑。楊女士於法律界積逾19年經驗，現為馮霄，馮國基律師行(一間香港律師行)之顧問律師。彼亦為萬德金融服務集團有限公司*及壹照明集團控股有限公司(上述公司之已發行股份均於聯交所創業板上市)之獨立非執行董事。楊女士曾出任德金資源集團有限公司(該公司之已發行股份曾於聯交所主板上市)及萬泰企業股份有限公司(該公司之已發行股份於聯交所創業板上市)之獨立非執行董事。

錢永樂先生，53歲，於二零一二年加盟本集團。彼為本公司之獨立非執行董事，彼亦出任審核委員會之主席，並出任薪酬委員會及提名委員會之成員。錢先生為香港會計師公會之執業會計師及資深會員、英國特許公認會計師公會、香港特許秘書公會及英國特許秘書及行政人員公會之資深會員，以及香港稅務學會之註冊稅務師及資深會員。彼於審核、會計及稅務積逾31年經驗。錢先生現為栢德會計師事務所之獨營執業者。

* 僅供識別

Biographical Details of Directors and Senior Management (Continued)

董事及高級管理人員簡介(續)

DIRECTORS (CONTINUED)

Independent Non-executive Directors (continued)

Mr. Chong Ming Yu, aged 44, joined the Group in 2014. He is an independent non-executive director of the Company as well as a member of the Audit Committee, the Remuneration Committee and the Nomination Committee. Mr. Chong holds a Bachelor degree of Laws and a Postgraduate Certificate in Laws from City University of Hong Kong. He has been admitted as a practising solicitor since January 1999, with focus on the field of conveyancing, civil litigation and commercial. Mr. Chong has over 21 years of experience in legal field and is presently a consultant to Messrs. Kong & Tang, Solicitors, a legal firm in Hong Kong.

SENIOR MANAGEMENT

Company Secretary

Ms. Chiu Nam Ying, Agnes, aged 44, joined the Group in 2003. She is the company secretary of the Company and is responsible for overseeing all legal matters of the Group. Ms. Chiu is a qualified solicitor and an associate member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. She holds a Master degree of Laws from The University of Sheffield, United Kingdom. Before joining the Group, Ms. Chiu was a practising solicitor in a local law firm and possessed experience in banking and finance as well as property related matters.

Financial Controller

Mr. Wong Chi Keung, Alvin, aged 55, joined the Group as the financial controller in 2008 until 2015 and rejoined the Group in 2018. He is the financial controller of the Group and is responsible for financial and accounting matters of the Group. Mr. Wong is a fellow member of the Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants as well as an associate member of The Chartered Institute of Management Accountants. He has over 30 years of experience in accounting and corporate finance gained in entertainment and travel-related, property development, construction and manufacturing companies.

董事(續)

獨立非執行董事(續)

莊名裕先生，44歲，於二零一四年加盟本集團。彼為本公司之獨立非執行董事，並出任審核委員會、薪酬委員會及提名委員會之成員。莊先生持有香港城市大學法律學學士學位及法學專業證書。彼自一九九九年一月起獲認許為執業律師，專門處理物業轉易、民事訴訟及商業事宜。莊先生於法律界積逾21年經驗，現為江鄧律師行(一間香港律師行)之顧問律師。

高級管理人員

公司秘書

趙藍英女士，44歲，於二零零三年加盟本集團。彼為本公司之公司秘書，並負責監督本集團之法律事宜。趙女士為合資格律師，並為香港特許秘書公會及英國特許秘書及行政人員公會之會員。彼持有英國The University of Sheffield頒發之法學碩士學位。於加盟本集團前，趙女士一直在本地一間律師事務所擔任執業律師，並於銀行、財務及物業相關事宜上擁有經驗。

財務總監

王志強先生，55歲，於二零零八年加盟本集團出任財務總監一職直至二零一五年，並於二零一八年重新加盟本集團。彼為本集團之財務總監，負責本集團之財務及會計事宜。王先生為香港會計師公會及英國特許公認會計師公會之資深會員，以及英國特許管理會計師公會會員。彼於娛樂及旅遊相關、物業發展、建築及製造等行業之公司積逾30年會計及企業財務經驗。

Independent Auditors' Report

獨立核數師報告



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

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The Landmark
11 Pedder Street
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**TO THE SHAREHOLDERS OF
SUCCESS UNIVERSE GROUP LIMITED**
(Incorporated in Bermuda with limited liability)

致實德環球有限公司各股東
(於百慕達註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of Success Universe Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 117 to 277, which comprise the consolidated statement of financial position as at 31 December 2017, and the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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 2017, 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.

意見

本核數師(以下簡稱「我們」)已審計列載於第117至第277頁的實德環球有限公司(以下簡稱「貴公司」)及其附屬公司(統稱為「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一七年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了貴集團於二零一七年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

意見的基礎

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

關鍵審計事項

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

Independent Auditors' Report (Continued)

獨立核數師報告(續)

Valuation of Investment Properties

Refer to Note 18 to the consolidated financial statements.

投資物業之估值

請參閱綜合財務報表附註18。

The Key Audit Matter

關鍵審計事項

How the matter was addressed in our audit

我們進行審計時處理該事項之方法

The Group's investment properties measured at fair value amounted to HK\$292,000,000 as at 31 December 2017 and there was a revaluation gain of approximately HK\$79,185,000 for the year then ended. The fair value was determined by the Group with reference to the valuations performed by independent professional valuers (the "valuers") engaged by the Group.

於二零一七年十二月三十一日，貴集團按公平值計量的投資物業為港幣292,000,000元，而截至該日止年度的重估收益約為港幣79,185,000元。有關公平值乃由貴集團參考貴集團委聘的獨立專業估值師（「估值師」）進行的估值而釐定。

The valuations of investment properties involved significant judgements and estimates including:

投資物業估值涉及重大判斷及估計，包括：

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

Considering the significance of judgements, estimates and the financial impacts of the valuations, we paid specific attention to this matter in our audit.

考慮到判斷及估計之重要性及估值之財務影響，我們於審核工作中對該事宜給予特別關注。

Our procedures in relation to the management's valuation of investment properties included:

我們就管理層對投資物業之估值開展之程序包括：

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

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

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

Impairment Assessment of Interests in Associates

Refer to Note 19 to the consolidated financial statements.

於聯營公司之權益之減值評估

請參閱綜合財務報表附註19。

The Key Audit Matter

關鍵審計事項

How the matter was addressed in our audit

我們進行審計時處理該事項之方法

The interests in associates is accounted for under the equity method. As at 31 December 2017, the interests in associates amounted to approximately HK\$537,087,000, including goodwill of approximately HK\$19,409,000, and the related loss on share of results of associates for the year ended 31 December 2017 was approximately HK\$9,879,000.

於聯營公司之權益採用權益法列賬。於二零一七年十二月三十一日，於聯營公司之權益(包括商譽約港幣19,409,000元)約為港幣537,087,000元，而截至二零一七年十二月三十一日止年度，相關應佔聯營公司業績的虧損約為港幣9,879,000元。

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

我們就管理層對於聯營公司之權益減值評估開展之程序包括：

- Evaluating the competency, capabilities and objectivity of the independent professional external valuer.

評估獨立專業外部估值師之資格、能力及客觀性。

Independent Auditors' Report (Continued)

獨立核數師報告(續)

Impairment Assessment of Interests in Associates (continued)

於聯營公司之權益之減值評估(續)

The Key Audit Matter

關鍵審計事項

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

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

How the matter was addressed in our audit

我們進行審計時處理該事項之方法

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

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

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

Independent Auditors' Report (Continued)

獨立核數師報告(續)

OTHER INFORMATION

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

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

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

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

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

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

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

其他信息

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

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

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

董事及審核委員會就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

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

審核委員會須負責監督貴集團的財務報告過程。

Independent Auditors' Report (Continued)

獨立核數師報告(續)

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

核數師就審計綜合財務報表承擔的責任

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

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

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

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

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

We communicate with 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 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.

核數師就審計綜合財務報表承擔的責任(續)

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

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

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

Independent Auditors' Report (Continued)

獨立核數師報告(續)

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

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

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

HLB Hodgson Impey Cheng Limited

Certified Public Accountants

Ng Ka Wah

Practising Certificate Number: P06417

Hong Kong, 28 March 2018

核數師就審計綜合財務報表承 擔的責任(續)

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

出具本獨立核數師報告的審計項目董事是吳家華。

國衛會計師事務所有限公司

香港執業會計師

吳家華

執業證書編號：P06417

香港，二零一八年三月二十八日

Consolidated Statement of Profit or Loss

綜合損益表

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

		Notes 附註	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Continuing Operations	持續經營業務			
Revenue	收益	6、7	589,935	564,848
Cost of sales	銷售成本		(569,843)	(544,241)
Gross profit	毛利		20,092	20,607
Other revenue and gains	其他收益及收入	8	13,285	23,021
Fair value gain on investment properties	投資物業之公平值收益	18	79,185	—
Administrative expenses	行政開支		(92,662)	(72,671)
Other operating expenses	其他經營開支	9(c)	(4,638)	(3,185)
Profit/(loss) from operations	經營溢利／(虧損)		15,262	(32,228)
Finance costs	財務成本	9(a)	(1,541)	(2,079)
Share of results of joint ventures	應佔合營企業業績		527	495
Share of results of associates	應佔聯營公司業績		(9,879)	17,513
Profit/(loss) before taxation	除稅前溢利／(虧損)	9	4,369	(16,299)
Taxation	稅項	10(a)	—	—
Profit/(loss) for the year from continuing operations	來自持續經營業務之本年度溢利／(虧損)		4,369	(16,299)
Discontinued operation	已終止經營業務			
Loss for the year from discontinued operation	來自已終止經營業務之本年度虧損	14	(37,825)	(20,766)
Loss for the year	本年度虧損		(33,456)	(37,065)
Attributable to:	由以下各項應佔：			
Owners of the Company	本公司股東		(29,810)	(30,977)
Non-controlling interests	非控股權益		(3,646)	(6,088)
Loss for the year	本年度虧損		(33,456)	(37,065)
(Loss)/earnings per share	每股(虧損)／盈利			
From continuing and discontinued operations	來自持續經營及已終止經營業務			
— Basic and diluted	— 基本及攤薄	15(a)	(0.61) HK cents 港仙	(0.63) HK cents 港仙
From continuing operations	來自持續經營業務			
— Basic and diluted	— 基本及攤薄	15(b)	0.16 HK cents 港仙	(0.29) HK cents 港仙

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

隨附之附註為本綜合財務報表之組成部份。

Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Loss for the year	本年度虧損	(33,456)	(37,065)
Other comprehensive income/(loss)	其他全面收益／(虧損)		
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益之項目：		
Release of exchange difference upon disposal of subsidiaries	解除出售附屬公司後之匯兌差額	3,169	—
Exchange differences on translation of financial statements of disposed subsidiaries	換算已出售附屬公司財務報表所產生之匯兌差額	2,126	(2,605)
Exchange differences on translation of financial statements of overseas subsidiaries	換算海外附屬公司財務報表所產生之匯兌差額	1,560	355
Total other comprehensive income/(loss) for the year, net of tax	除稅後之本年度其他全面收益／(虧損)總額	6,855	(2,250)
Total comprehensive loss for the year	本年度全面虧損總額	(26,601)	(39,315)
Attributable to:	由以下各項應佔：		
Owners of the Company	本公司股東	(22,904)	(32,654)
Non-controlling interests	非控股權益	(3,697)	(6,661)
Total comprehensive loss for the year	本年度全面虧損總額	(26,601)	(39,315)

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

隨附之附註為本綜合財務報表之組成部份。

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2017
於二零一七年十二月三十一日

		Note	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
		附註		
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	30,300	37,904
Intangible assets	無形資產	17	3,927	8,021
Investment properties	投資物業	18	292,000	191,708
Interests in associates	於聯營公司之權益	19	537,087	543,621
Interests in joint ventures	於合營企業之權益	20	4,411	3,884
			867,725	785,138
CURRENT ASSETS	流動資產			
Amount due from an associate	應收一間聯營公司款項	19	–	294,420
Trade and other receivables	應收貿易賬款及 其他應收賬款	21	18,602	35,014
Pledged bank deposits	已抵押銀行存款	22	10,064	9,353
Cash and cash equivalents	現金及現金等值項目	23	149,656	64,509
			178,322	403,296
CURRENT LIABILITIES	流動負債			
Trade and other payables	應付貿易賬款及 其他應付賬款	24	16,697	17,604
Deferred income	遞延收入	25	265	245
Bank loan	銀行貸款	26	–	122,500
Financial guarantee contract	財務擔保合約	28	644	10,000
			17,606	150,349
NET CURRENT ASSETS	流動資產淨值		160,716	252,947
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		1,028,441	1,038,085
NON-CURRENT LIABILITIES	非流動負債			
Deferred income	遞延收入	25	1,097	1,060
Loans payables	應付貸款	27	27,232	30,668
Financial guarantee contract	財務擔保合約	28	2,256	–
			30,585	31,728
NET ASSETS	資產淨值		997,856	1,006,357

Consolidated Statement of Financial Position (Continued)

綜合財務狀況表(續)

As at 31 December 2017

於二零一七年十二月三十一日

		Note 附註	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	30	49,265	49,265
Reserves	儲備		961,365	984,269
TOTAL EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司股東應佔 權益總值		1,010,630	1,033,534
NON-CONTROLLING INTERESTS	非控股權益		(12,774)	(27,177)
TOTAL EQUITY	權益總值		997,856	1,006,357

Approved and authorised for issue by the board of directors on 28 March 2018.

董事會已於二零一八年三月二十八日批准及授權刊發。

On behalf of the board

代表董事會

Yeung Hoi Sing, Sonny

楊海成
Director
董事

Ma Ho Man, Hoffman

馬浩文
Director
董事

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

隨附之附註為本綜合財務報表之組成部份。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

		Attributable to owners of the Company 本公司股東應佔						Non-controlling interests		Total equity
		Share capital 股本 HK\$'000 港幣千元	Share premium 股份溢價 HK\$'000 港幣千元 (note (a)) (附註(a))	Distributable reserve 可供分派儲備 HK\$'000 港幣千元 (note (b)) (附註(b))	Exchange reserve 匯兌儲備 HK\$'000 港幣千元 (note (c)) (附註(c))	Other reserve 其他儲備 HK\$'000 港幣千元	Accumulated losses 累計虧損 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元	Non-controlling interests 非控股權益 HK\$'000 港幣千元	Total equity 權益總值 HK\$'000 港幣千元
At 1 January 2016	於二零一六年一月一日	49,265	1,418,963	52,333	(9,988)	976	(445,361)	1,066,188	(20,516)	1,045,672
Loss for the year	本年度虧損	-	-	-	-	-	(30,977)	(30,977)	(6,088)	(37,065)
Other comprehensive loss for the year	本年度其他全面虧損	-	-	-	(1,677)	-	-	(1,677)	(573)	(2,250)
Total comprehensive loss for the year	本年度全面虧損總額	-	-	-	(1,677)	-	(30,977)	(32,654)	(6,661)	(39,315)
At 31 December 2016	於二零一六年十二月三十一日	49,265	1,418,963	52,333	(11,665)	976	(476,338)	1,033,534	(27,177)	1,006,357
At 1 January 2017	於二零一七年一月一日	49,265	1,418,963	52,333	(11,665)	976	(476,338)	1,033,534	(27,177)	1,006,357
Loss for the year	本年度虧損	-	-	-	-	-	(29,810)	(29,810)	(3,646)	(33,456)
Other comprehensive income/(loss) for the year	本年度其他全面收益/(虧損)	-	-	-	3,737	-	-	3,737	(51)	3,686
Total comprehensive income/(loss) for the year	本年度全面收益/(虧損)總額	-	-	-	3,737	-	(29,810)	(26,073)	(3,697)	(29,770)
Disposal of subsidiaries (note 31)	出售附屬公司(附註31)	-	-	-	3,169	-	-	3,169	18,100	21,269
At 31 December 2017	於二零一七年十二月三十一日	49,265	1,418,963	52,333	(4,759)	976	(506,148)	1,010,630	(12,774)	997,856

(a) Share premium

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

(b) Distributable reserve

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

(c) Exchange reserve

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

(a) 股份溢價

股份溢價賬之應用受百慕達一九八一年公司法第40條所規管。

(b) 可供分派儲備

可供分派儲備指本公司按照百慕達一九八一年公司法計算可供分派予股東之儲備。

(c) 匯兌儲備

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

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

隨附之附註為本綜合財務報表之組成部份。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

	Notes 附註	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
OPERATING ACTIVITIES	經營業務		
Profit/(loss) before taxation	除稅前溢利/(虧損)		
— Continuing operations	— 持續經營業務	4,369	(16,299)
— Discontinued operation	— 已終止經營業務	129	(20,766)
Adjustments for:	已就下列各項作出調整：		
Fair value gain on investment properties	投資物業公平值收益	(79,185)	—
Interest income	利息收入	(228)	(347)
Finance costs	財務成本	1,541	2,079
Depreciation on owned property, plant and equipment	自置物業、廠房及設備之折舊	4,850	5,049
Amortisation on financial guarantee contract	財務擔保合約攤銷	(10,322)	(19,995)
Share of results of joint ventures	應佔合營企業業績	(527)	(495)
Share of results of associates	應佔聯營公司業績	9,879	(17,513)
Impairment loss recognised on	就下列各項確認之減值虧損		
— intangible assets	— 無形資產	4,557	3,167
— trade receivables	— 應收貿易賬款	81	18
Write back of long-outstanding trade payables	長期欠付應付貿易賬款之撥回	(161)	(212)
Exchange alignment	匯兌調整	1,648	1,318
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	(875)	(1,405)
Operating loss before changes in working capital	營運資金變動前之經營虧損	(64,244)	(65,401)
(Increase)/decrease in trade and other receivables	應收貿易賬款及其他應收賬款(增加)/減少	(52,021)	22,425
Increase/(decrease) in trade and other payables	應付貿易賬款及其他應付賬款增加/(減少)	40,114	(12,698)
Decrease in deferred income	遞延收入減少	(43)	(155)
Cash used in operations	經營動用之現金	(76,194)	(55,829)
Income tax refunded	退回所得稅		
— Overseas tax refunded	— 退回海外稅項	—	702
NET CASH USED IN OPERATING ACTIVITIES	經營業務動用之現金淨額	(76,194)	(55,127)

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

			2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
INVESTING ACTIVITIES				
	投資活動			
Payment for purchase of property, plant and equipment	購買物業、廠房及設備所付款項	16	(251)	(22,869)
Net proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項淨額		875	3,159
Net cash inflow from disposal of subsidiaries	出售附屬公司之現金流入淨額	31	7,930	–
Net cash outflow from acquisition of assets	收購資產之現金流出淨額	33	–	(548)
Decrease in amounts due from associates	應收聯營公司款項減少		294,297	146,580
Decrease in amount due from a joint venture	應收一間合營企業款項減少		–	700
Decrease in pledged bank deposits	已抵押銀行存款減少		6	514
Interest income received	已收利息收入		221	344
Payment for purchase of investment property	購買投資物業所付款項	18	(21,107)	(191,708)
NET CASH GENERATED FROM/(USED IN) INVESTING ACTIVITIES	投資活動產生/(動用)之現金淨額		281,971	(63,828)
FINANCING ACTIVITIES	融資活動			
Loan from non-controlling shareholder	非控股股東貸款		3,152	6,141
Repayment of loan from non-controlling shareholder	償還非控股股東貸款		(1,072)	(2,400)
Repayment of bank loans	償還銀行貸款		(122,500)	–
New bank loan raised	新籌集銀行貸款		–	122,500
Loan from a director and controlling shareholder	一名董事兼控股股東貸款		25,000	101,000
Repayment of loan from a director and controlling shareholder	償還一名董事兼控股股東貸款		(25,000)	(121,000)
Finance costs paid	支付財務成本		(1,541)	(1,919)

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

	Note 附註	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
NET CASH (USED IN)/GENERATED FROM FINANCING ACTIVITIES	融資活動(動用)/ 產生之現金淨額	(121,961)	104,322
Net decrease in cash and cash equivalents	現金及現金等值項目 減少淨額	83,816	(14,633)
Cash and cash equivalents at the beginning of the year	年初現金及現金 等值項目	64,509	81,784
Effect of foreign exchange rate changes	匯率變動之影響	1,331	(2,642)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	年末現金及現金 等值項目	149,656	64,509
Analysis of balances of cash and cash equivalents	現金及現金等值 項目結餘分析		
Cash and bank balances	現金及銀行結餘	149,656	64,509

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

隨附之附註為本綜合財務報表之組成部份。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

1. ORGANISATION AND PRINCIPAL ACTIVITIES

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

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are set out in note 41 to the consolidated financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

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

1. 組織及主要業務

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

本公司之主要業務為投資控股，其附屬公司之主要業務載於綜合財務報表附註41。

2. 主要會計政策

(a) 守章聲明

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(a) Statement of compliance (continued)

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

(b) Basis of preparation of the consolidated financial statements

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

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

Basis of measurement

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

2. 主要會計政策(續)

(a) 守章聲明(續)

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

(b) 綜合財務報表之編製基準

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

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

計量基準

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

Basis of measurement (continued)

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

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

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

2. 主要會計政策(續)

(b) 綜合財務報表之編製基準(續)

計量基準(續)

歷史成本一般按交換貨品及服務時所付代價之公平值計量。

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

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

Basis of measurement (continued)

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

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

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

2. 主要會計政策(續)

(b) 綜合財務報表之編製基準(續)

計量基準(續)

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

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

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

Basis of measurement (continued)

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

(c) Subsidiaries and non-controlling interests

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

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

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

2. 主要會計政策(續)

(b) 綜合財務報表之編製基準(續)

計量基準(續)

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

(c) 附屬公司及非控股權益

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

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

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

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

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

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

2. 主要會計政策(續)

(c) 附屬公司及非控股權益(續)

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

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

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

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

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

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

Changes in the Group's ownership interests in existing subsidiaries

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

2. 主要會計政策(續)

(c) 附屬公司及非控股權益(續)

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

如有需要，附屬公司之財務報表會作出調整，使其會計政策與本集團會計政策一致。

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

本集團於現有附屬公司擁有權益之變動

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

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

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 "Financial Instruments: Recognition and Measurement" or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

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

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

2. 主要會計政策(續)

(c) 附屬公司及非控股權益(續)

本集團於現有附屬公司擁有權益之變動(續)

當本集團失去一間附屬公司之控制權時，收益或虧損會於損益中確認，並按(i)已收代價之公平值及任何保留權益之公平值之總額與(ii)附屬公司之資產(包括商譽)及負債以及任何非控股權益之先前賬面值之間的差額計算。所有先前於其他全面收益確認有關該附屬公司之款項，將按猶如本集團已直接出售該附屬公司之相關資產或負債入賬(即按適用香港財務報告準則所規定/許可重新分類至損益或轉撥至另一類權益)。於失去控制權當日於前附屬公司保留之任何投資之公平值按香港會計準則第39號「金融工具：確認及計量」，於其後入賬時被列作首次確認之公平值，或(如適用)於首次確認時於一間聯營公司或一間合營企業之投資成本。

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

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Associates and joint ventures

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

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

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

2. 主要會計政策(續)

(d) 聯營公司及合營企業

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

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

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Associates and joint ventures (continued)

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

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less cost of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

2. 主要會計政策(續)

(d) 聯營公司及合營企業(續)

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

在釐定是否需要就本集團於聯營公司或合營企業之投資確認任何減值虧損時，須應用香港會計準則第39號之規定。如有需要，投資(包括商譽)之全部賬面值會根據香港會計準則第36號作為單一資產，藉比較其可收回金額(即使用價值與公平值減出售成本之較高者)與其賬面值進行減值測試。任何已確認之減值虧損均構成投資賬面值之一部份。該減值虧損之任何撥回乃根據香港會計準則第36號確認，惟僅以投資之可收回金額其後增加為限。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Associates and joint ventures (continued)

The Group discontinues the use of equity method from the date when the investment ceases to be an associate or a joint venture, or when the investment is classified as held for sale. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with HKAS 39. The difference between the carrying amount of the associate or joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

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

2. 主要會計政策(續)

(d) 聯營公司及合營企業(續)

自投資不再作為聯營公司或合營企業當日，或投資分類為持作出售當日起，本集團即終止使用權益法。當本集團保留於前聯營公司或合營企業之權益，且保留權益為財務資產時，本集團按該日之公平值計量保留權益，而該公平值則被視為根據香港會計準則第39號首次確認時之公平值。聯營公司或合營企業於終止使用權益法當日之賬面值與任何保留權益之公平值及出售聯營公司或合營企業部份權益所得任何款項之間的差額，均計入釐定出售聯營公司或合營企業之損益。此外，本集團將先前於其他全面收益就該聯營公司或合營企業確認之所有金額入賬，基準與假設該聯營公司或合營企業直接出售相關資產或負債時所規定之基準相同。因此，倘若聯營公司或合營企業先前於其他全面收益確認之損益於出售相關資產或負債時重新分類至損益，則本集團將於終止使用權益法時將權益之收益或虧損重新分類至損益(列作重新分類調整)。

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Associates and joint ventures (continued)

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

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

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

(e) Goodwill

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

2. 主要會計政策(續)

(d) 聯營公司及合營企業(續)

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

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

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

(e) 商譽

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Goodwill (continued)

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

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

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

(f) Property, plant and equipment

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

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

2. 主要會計政策(續)

(e) 商譽(續)

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

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

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

(f) 物業、廠房及設備

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

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Property, plant and equipment (continued)

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

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

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

2. 主要會計政策(續)

(f) 物業、廠房及設備(續)

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

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

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Intangible assets (other than goodwill)

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

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

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

Derecognition of intangible assets

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

2. 主要會計政策(續)

(g) 無形資產(商譽除外)

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

客戶名單	15年
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資產之可使用年期及彼等之攤銷方法於每年進行檢討。

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

終止確認無形資產

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Investment properties

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

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

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

2. 主要會計政策(續)

(h) 投資物業

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

在建投資物業所產生之建築成本予以資本化為在建投資物業之賬面值之一部分。

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Leasing

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

The Group as lessor

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

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

The Group as lessee

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

2. 主要會計政策(續)

(i) 租賃

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

本集團作為出租人

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

經營租賃之租金收入於相關租約年期按直線法確認。磋商及安排經營租賃所產生之初步直接成本會加入租賃資產之賬面值，並於相關租約年期按直線法確認。

本集團作為承租人

經營租賃付款以直線法按相關租約年期確認為開支。作為訂立經營租賃之獎勵而已收取及應收取之優惠以直線法按相關租約年期確認為租金開支之減省。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Impairment of assets

(i) *Impairment of investments in debt and equity securities and other receivables*

Investments in debt and equity securities and other current and non-current receivables that are stated at cost or amortised cost or are classified as available-for-sale securities are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. If any such evidence exists, any impairment loss is determined and recognised as follows:

- For investments in associates and joint ventures accounted for under the equity method in the consolidated financial statements (see note 2(d)), the impairment loss is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with note 2(j)(ii). The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount in accordance with note 2(j)(ii).

2. 主要會計政策(續)

(j) 資產減值

(i) *債務及股本證券投資以及其他應收賬款之減值*

本集團於各報告期末審閱已按成本或攤銷成本列賬或已分類為可供出售證券之債務及股本證券投資以及其他流動及非流動應收賬款，以確定是否有客觀之減值證據。如有任何此等證據存在，則按以下方式釐定及確認任何減值虧損：

- 就於綜合財務報表中以權益法列賬之聯營公司及合營企業投資(見附註2(d))而言，減值虧損根據附註2(j)(ii)藉比較投資可收回金額與其賬面值計量。根據附註2(j)(ii)，倘用於釐定可收回金額之估計出現有利變動，則撥回減值虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Impairment of assets (continued)

(i) Impairment of investments in debt and equity securities and other receivables (continued)

- For unquoted equity securities and current receivables that are carried at cost, the impairment loss is measured as the difference between the carrying amount of the financial asset and the present value of estimated future cash flows, discounted at the current market rate of return for a similar financial asset where the effect of discounting is material. Impairment losses for current receivables are reversed if in a subsequent period the amount of the impairment loss decreases. Impairment losses for equity securities are not reversed.
- For financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets).

2. 主要會計政策(續)

(j) 資產減值(續)

(i) 債務及股本證券投資以及其他應收賬款之減值(續)

- 就按成本列賬之無報價股本證券及流動應收賬款而言，如貼現之影響屬重大，減值虧損則以財務資產之賬面值與以同類財務資產於當時之市場回報率貼現之估計未來現金流量現值間之差額計量。倘於往後期間之減值虧損減少，將撥回流動應收賬款之減值虧損。股本證券之減值虧損不可撥回。
- 就以攤銷成本列賬之財務資產而言，減值虧損按資產之賬面值與以其原有實際利率（即在首次確認有關資產時計算之實際利率）貼現之估計未來現金流量現值間之差額計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Impairment of assets (continued)

(i) Impairment of investments in debt and equity securities and other receivables (continued)

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

Impairment losses in respect of other receivables are reversed if the subsequent increase in fair value can be objectively related to an event occurring after the impairment loss was recognised. Reversals of impairment losses in such circumstances are recognised in profit or loss.

2. 主要會計政策(續)

(j) 資產減值(續)

(i) 債務及股本證券投資以及其他應收賬款之減值(續)

如減值虧損在往後期間減少，且客觀上與減值虧損確認後發生之事件有關，減值虧損則透過損益撥回。減值虧損撥回後資產之賬面值不能超逾其在過往年度並無確認任何減值虧損而應已釐定之數額。

倘公平值之其後增加可客觀地與確認減值虧損後發生之事件有關，則撥回有關其他應收賬款之減值虧損。在有關情況下撥回之減值虧損於損益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Impairment of assets (continued)

(ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- intangible assets;
- investments in subsidiaries, associates and joint ventures;
- goodwill; and
- investment properties

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, the recoverable amount is estimated annually whether or not there is any indication of impairment.

2. 主要會計政策(續)

(j) 資產減值(續)

(ii) 其他資產減值

內部及外部資料來源均於各報告期末審閱，以確認是否有跡象顯示以下資產可能出現減值或(就商譽而言除外)過往確認之減值虧損不再存在或可能已減少：

- 物業、廠房及設備；
- 無形資產；
- 於附屬公司、聯營公司及合營企業之投資；
- 商譽；及
- 投資物業

倘存在任何該等跡象，則估計資產之可收回金額。此外，就商譽而言，可收回金額會每年估計，以釐定有否出現任何減值跡象。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Impairment of assets (continued)

(ii) Impairment of other assets (continued)

- Calculation of recoverable amount

The recoverable amount of an asset is the greater of its net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a CGU).

- Recognition of impairment losses
An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the CGU to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying amount of asset will not be reduced below its individual fair value less costs to sell, or value in use, if determinable.

2. 主要會計政策(續)

(j) 資產減值(續)

(ii) 其他資產減值(續)

- 可收回金額之計算方法

資產之可收回金額為其售價淨額與使用價值兩者間之較高者。評估使用價值時，是以除稅前貼現率貼現估計未來現金流量至現值，而該貼現率反映當時市場對金錢之時間價值之評估及該項資產之特定風險。倘某項資產並無產生高度獨立於其他資產產生之現金流入，可收回金額則按產生獨立現金流入之最小資產組合(即現金產生單位)釐定。

- 確認減值虧損
當資產或其所屬現金產生單位賬面值高於其可收回金額時，會於損益內確認減值虧損。就現金產生單位確認之減值虧損會作出分配，首先減少已分配至該現金產生單位(或該組單位)之任何商譽賬面值，然後按比例減少該單位(或該組單位)內其他資產之賬面值；惟資產之賬面值不得減至低於其個別公平值減出售成本後所得數額或其使用價值(如能釐定)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Impairment of assets (continued)

(ii) Impairment of other assets (continued)

- Reversals of impairment losses
In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(k) Financial instruments

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at "fair value through profit or loss" ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

2. 主要會計政策(續)

(j) 資產減值(續)

(ii) 其他資產減值(續)

- 減值虧損撥回
就商譽以外之資產而言，倘用於釐定可收回金額之估計數額出現有利變動，減值虧損將予以撥回。商譽之減值虧損則不予撥回。

減值虧損撥回不得超過過往年度資產並無確認減值虧損而應已釐定之賬面值。減值虧損撥回於撥回獲確認之年度計入損益。

(k) 金融工具

當實體成為工具合約條文之訂約方時，則確認財務資產及財務負債。

財務資產及財務負債最初按公平值計量。應直接計入收購或發行財務資產及財務負債(按公平值於損益列賬(「按公平值於損益列賬」)之財務資產及財務負債除外)之交易成本，於首次確認時加入或從財務資產或財務負債之公平值扣減(如適用)。直接應佔收購按公平值於損益列賬之財務資產或財務負債之交易成本，即時於損益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (continued)

Financial assets

Financial assets are classified into the following specified categories: financial assets at FVTPL, “held-to-maturity” investments, “available-for-sale” financial assets and “loans and receivables”. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

2. 主要會計政策(續)

(k) 金融工具(續)

財務資產

財務資產分類為以下特定類別：按公平值於損益列賬之財務資產、「持至到期」投資、「可供出售」之財務資產及「貸款及應收款項」。財務資產之分類取決於其性質及用途並在首次確認時予以確定。所有財務資產之一般買賣於交易當日確認及終止確認。一般買賣指須根據市場規則或慣例訂定之時間內交付資產之財務資產買賣。

實際利率法

實際利率法指一種用於計算債務工具之攤銷成本以及在有關期間內分配利息收入之方法。實際利率指一種於債務工具之預期年限或(如適用)更短期間將估計未來現金收入(包括所有構成實際利率整體部分之已支付或已收取之全部費用及點子、交易成本及其他溢價或折價)準確貼現至首次確認時之賬面淨值之利率。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (continued)

Financial assets (continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including trade and other receivables, amount due from an associate, pledged bank deposits as well as cash and cash equivalents) are measured at amortised cost using the effective interest method, less any impairment.

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

2. 主要會計政策(續)

(k) 金融工具(續)

財務資產(續)

貸款及應收款項

貸款及應收款項是固定或可議定付款之非衍生財務資產且並未於交投活躍之市場內報價。貸款及應收款項(包括應收貿易賬款及其他應收賬款、應收一間聯營公司款項、已抵押銀行存款以及現金及現金等值項目)使用實際利率法按攤銷成本扣除任何減值計量。

利息收入使用實際利率法確認，惟於確認利息屬微不足道之短期應收款項除外。

財務資產之減值

於各報告期末，財務資產(按公平值於損益列賬者除外)被評定是否有減值跡象。當有客觀證據顯示投資之估計未來現金流量因於首次確認該財務資產後發生之一項或多項事件而受到影響時，即考慮對該財務資產作出減值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of other receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

2. 主要會計政策(續)

(k) 金融工具(續)

財務資產(續)

財務資產之減值(續)

就所有其他財務資產而言，減值之客觀證據包括：

- 發行人或交易對手出現重大財政困難；或
- 違約，如拖欠或未能償還利息或本金；或
- 借款人可能破產或須進行財務重組；或
- 因出現財政困難導致該財務資產失去活躍市場。

就按攤銷成本列賬之財務資產而言，已確認減值虧損之數額指資產之賬面值與估計未來現金流量按財務資產之原有實際利率貼現之現值間之差額。

所有財務資產之減值虧損會直接於財務資產之賬面值作出扣減，惟其他應收賬款除外，其賬面值會透過使用撥備賬作出扣減。當應收貿易賬款被視為不可收回時，其將於撥備賬內撇銷。其後收回先前已撇銷之款項，均計入撥備賬。撥備賬內之賬面值變動會於損益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (continued)

Financial liabilities

Other financial liabilities

Other financial liabilities (including trade and other payables, loans payables and bank loans) are subsequently measured at amortised cost using the effective interest method.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

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 payments when due in accordance with the terms of a debt instrument.

2. 主要會計政策(續)

(k) 金融工具(續)

財務負債

其他財務負債

其他財務負債(包括應付貿易賬款及其他應付賬款、應付貸款以及銀行貸款)其後以實際利率法按攤銷成本計量。

實際利率法

實際利率法指一種計算財務負債之攤銷成本以及在有關期間內分配利息開支之方法。實際利率指一種透過財務負債之預期期限或(如適用)更短期間內之估計未來現金付款(包括所有構成實際利率整體部分之已支付或已收取之全部費用及點子、交易成本及其他溢價或折價)準確貼現至首次確認時之賬面淨值之利率。

財務擔保合約

財務擔保合約指發行人須於合約持有人因指定債務人未能根據債務工具之條款支付到期款項而蒙受損失時，向該持有人償付指定款項之合約。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (continued)

Financial guarantee contracts (continued)

Financial guarantee contracts issued by the Group are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of the obligation under the contract, as determined in accordance with HKAS 37 “Provisions, Contingent Liabilities and Contingent Assets”; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised in accordance with the revenue recognition policies.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability.

2. 主要會計政策(續)

(k) 金融工具(續)

財務擔保合約(續)

本集團所發行之財務擔保合約最初按公平值計量，並無指定為按公平值於損益列賬者，則隨後按以下較高者計算：

- 根據香港會計準則第37號「撥備、或然負債及或然資產」所釐定之合約責任金額；及
- 首次確認之金額扣除(倘適用)按照收益確認政策確認之累計攤銷。

終止確認

只有當資產獲得現金流量之合約權利屆滿或轉讓財務資產及該資產擁有權之絕大部分風險及回報予另一實體時，本集團方會終止確認該項財務資產。倘若本集團並無轉移亦無保留擁有權之絕大部分風險及回報並繼續控制已轉讓資產，本集團將繼續按持續參與之幅度將資產確認入賬並確認相關負債。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (continued)

Derecognition (continued)

If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety, the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

2. 主要會計政策(續)

(k) 金融工具(續)

終止確認(續)

倘若本集團保留已轉讓財務資產之擁有權之絕大部分風險及回報，本集團則須繼續確認財務資產，亦須確認已收取所得款項涉及之有關抵押借貸。

於全面終止確認財務資產時，資產賬面值與已收及應收代價以及已於其他全面收益確認並於權益累計之累計收益或虧損之總和之差額，須於損益中確認。

除全面終止確認外，於終止確認財務資產時，本集團將財務資產之過往賬面值在其仍繼續確認之部分與不再確認之部分之間，按照該兩者於轉讓日期之相關公平值作出分配。不再確認部分獲分配之賬面值與該部分已收代價及其已於其他全面收益確認獲分配之任何累計收益或虧損之總和之差額，須於損益中確認。已於其他全面收益確認之累計收益或虧損按繼續確認部分及不再確認部分之相關公平值於該兩者間作出分配。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (continued)

Derecognition (continued)

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

(l) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

(m) Employee benefits

(i) *Short term employee benefits and contributions to defined contribution retirement plans*

Salaries, annual bonuses, paid annual leave, contributions to defined contribution plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

2. 主要會計政策(續)

(k) 金融工具(續)

終止確認(續)

本集團僅在其責任獲免除、取消或終止時，方會終止確認財務負債。獲終止確認之財務負債之賬面值與已付及應付代價間之差額會於損益中確認。

(l) 現金及現金等值項目

現金及現金等值項目包括銀行及手上現金、銀行及其他財務機構之活期存款以及短期及流動性高之投資，而有關投資可隨時兌換成可知數額現金及須承受之價值變動風險不大，且於收購時之屆滿期限為三個月內。

(m) 僱員福利

(i) *短期僱員福利及定額供款退休計劃供款*

薪金、年度花紅、有薪年假、定額供款計劃供款及非貨幣福利成本於僱員提供相關服務之年度計入。倘付款或結算有延誤及影響重大，則有關款額將以其現值列賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(m) Employee benefits (continued)

(ii) Termination benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

(n) Income tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "profit/(loss) before taxation" as reported in the consolidated statement of profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences.

2. 主要會計政策(續)

(m) 僱員福利(續)

(ii) 離職福利

離職福利只會在本集團有正式具體辭退計劃而並無撤回該計劃之實質可能性，並明確表示會終止僱用或由於自願遣散而提供福利時予以確認。

(n) 所得稅

所得稅開支指即期應付稅項及遞延稅項之總和。

即期稅項

即期應付稅項按本年度應課稅溢利計算。鑒於其他年度之應課稅或可扣稅收支項目及從未課稅或扣稅之項目，應課稅溢利有別於綜合損益表中呈報之「除稅前溢利／(虧損)」。本集團之即期稅項負債採用於報告期末前已頒佈或實質上已頒佈之稅率計算。

遞延稅項

綜合財務報表當中之資產及負債賬面值與用作計算應課稅溢利之相應稅基之暫時差額確認為遞延稅項。一般會就所有應課稅暫時差額確認為遞延稅項負債。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(n) Income tax (continued)

Deferred tax (continued)

Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

2. 主要會計政策(續)

(n) 所得稅(續)

遞延稅項(續)

遞延稅項資產一般就所有可扣減暫時差額於可能出現應課稅溢利對銷可用之可扣稅暫時差額時確認。倘暫時差額因商譽或不影響應課稅溢利或會計溢利之交易中首次確認(業務合併除外)之其他資產及負債所產生，有關遞延稅項資產及負債則不予確認。

遞延稅項負債就與附屬公司及聯營公司之投資以及於合營企業之權益相關的應課稅暫時差額予以確認，惟倘本集團可控制其撥回及暫時差額有可能不會於可見將來撥回則除外。因與有關投資及權益相關之可扣減暫時差額而產生之遞延稅項資產僅於可能產生足夠應課稅溢利以動用暫時差額溢利並預期可於可見將來撥回時確認。

遞延稅項資產之賬面值於各報告期末檢討，並於可能沒有足夠應課稅溢利收回全部或部分資產價值時作出調減。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(n) Income tax (continued)

Deferred tax (continued)

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

(o) Provisions and contingent liabilities

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

2. 主要會計政策(續)

(n) 所得稅(續)

遞延稅項(續)

基於在報告期末前已頒佈或實質上已頒佈之稅率(及稅法)，遞延稅項資產及負債按清償負債或變現資產期間的預期適用之稅率計算。

遞延稅項負債及資產之計量反映本集團預期於報告期末收回或清償有關資產及負債賬面值之稅務影響。

本年度之即期及遞延稅項

即期及遞延稅項於損益中確認，惟當即期及遞延稅項與其他全面收益內確認或直接在權益內確認之項目相關，則即期及遞延稅項亦分別於其他全面收益或直接於權益中確認。倘因業務合併之初始會計處理而產生即期或遞延稅項，則有關稅務影響會計入業務合併之會計處理內。

(o) 撥備及或然負債

當本集團因過去事項須承擔法定責任或推定責任，而履行該責任大有可能需要付出經濟利益及能可靠地估計時，則須為未確定時間或金額之其他負債確認撥備。倘若金錢之時間價值重大時，撥備將以履行責任預期所需支出之現值列報。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(o) Provisions and contingent liabilities (continued)

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

(p) Revenue recognition

Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

(i) *Travel-related agency service fee income*

- Revenue from the sale of air tickets is recognised when the tickets are issued.
- Revenue from the sale of tour packages is recognised when travel arrangements have been booked and confirmed with customers. Deposits from customers are reported as liabilities.
- Revenue from the sale of group tours is recognised at the point of group departure. Deposits from customers are reported as liabilities until the tour departs.

2. 主要會計政策(續)

(o) 撥備及或然負債(續)

當不大可能需要付出經濟利益，或其數額未能可靠地估計時，除非付出經濟利益之可能性極小，否則須披露該責任為或然負債。潛在責任僅能以一宗或數宗未來事件之發生或不發生來證實其存在，除非其付出經濟利益之可能性極小，否則亦須披露為或然負債。

(p) 收益確認

假設經濟利益大有可能流入本集團，且收益及成本(如適用)能可靠地計量，收益則按以下列方式於損益中確認：

(i) *旅遊相關代理服務費收入*

- 來自機票銷售之收益，於發出機票時確認。
- 來自旅行套餐銷售之收益，於已預訂旅遊安排及與客戶確定成團時確認。客戶訂金乃呈報為負債。
- 來自團體旅遊銷售之收益，於團體出發時確認。客戶訂金乃呈報為負債，直至旅行團出發為止。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(p) Revenue recognition (continued)

- (ii) Lottery commission and services income is recognised when the sales agency services are provided, net of business tax.
- (iii) Rental income in respect of investment property under operating lease is recognised on a straight-line basis over the respective lease term.
- (iv) Management fee income is recognised when the amounts are measurable and the ultimate collections are reasonably assumed.
- (v) Interest income is recognised on a time-apportioned basis using the effective interest method.
- (vi) Services income is recognised when services are provided.
- (vii) Deferred income comprises of a sign-up bonus for an on-line ticket processing system and is recognised as revenue in accordance with the terms of the agreement.
- (viii) Other income consists of revenue earned based on volume sales through various on-line ticket processing systems and is recognised when it is measurable and all contractual obligations have been fulfilled.

2. 主要會計政策(續)

(p) 收益確認(續)

- (ii) 彩票佣金及服務收入(已扣除營業稅)於提供銷售代理服務時確認。
- (iii) 就經營租賃項下之投資物業的租賃收入於各租賃期內按直線法確認。
- (iv) 管理費收入於款額可計量及可合理假定可收取最終款項時確認。
- (v) 利息收入按時間比例使用實際利率法確認。
- (vi) 服務收入於提供服務時確認。
- (vii) 遞延收入包括網上機票處理系統之訂約花紅，並根據該協議條款確認為收益。
- (viii) 其他收入包括根據透過不同網上機票處理系統所取得之大量銷售而賺取之收益，於可計量時，以及已履行所有合約責任時確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(q) Foreign currencies

In preparing the financial statements of each individual entity, transactions in currencies other than the Company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange difference arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of foreign currency translation reserve (attributed to non-controlling interests as appropriate).

2. 主要會計政策(續)

(q) 外幣

於編製各個別實體之財務報表時，以本公司功能貨幣以外之貨幣(外幣)進行之交易乃按於交易日之現行匯率予以確認。於報告期末，以外幣計值之貨幣項目乃按該日之現行匯率重新換算。按公平值列賬並以外幣計值之非貨幣項目乃按其公平值釐定當日之現行匯率重新換算。按外幣歷史成本計量之非貨幣項目毋須重新換算。

結算貨幣項目及重新換算貨幣項目所產生之匯兌差額在產生期間於損益確認。

為呈列綜合財務報表，本集團海外業務之資產及負債乃按於各報告期末之匯率換算為本集團之呈列貨幣(即港幣)。收入及開支乃按期內之平均匯率進行換算，除非匯率於該期間內出現大幅波動則另作別論，在該情況下則採用交易當日之匯率。所產生之匯兌差額(如有)於其他全面收益確認，並於權益內的外幣匯兌儲備累計(於適當時撥作非控股權益)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(q) Foreign currencies (continued)

On the disposal of a foreign operation (i.e. a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

For all other partial disposals (i.e. partial disposals of associates that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in equity under the heading of foreign currency translation reserve.

(r) Borrowing costs

Borrowing costs are expensed in profit or loss in the period in which they are incurred, except to the extent that they are capitalised as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale.

2. 主要會計政策(續)

(q) 外幣(續)

出售海外業務時(即出售涉及失去包括海外業務之聯營公司的重大影響力),本公司股東就該業務應佔之所有於權益累計之匯兌差額須重新分類至損益。

所有其他部分出售(例如並未導致本集團失去重大影響力或共同控制權之部分出售聯營公司)按比例分佔之累計匯兌差額重新分類至損益。

於收購海外經營業務時產生之有關已收購可識別資產之商譽及公平值調整作為該海外經營業務之資產及負債處理,並按各報告期末之現行匯率換算。產生之匯兌差額於權益內之外幣匯兌儲備確認。

(r) 借貸成本

借貸成本於產生期間在損益中列作開支,但與收購、建造或生產需要長時間才可以投入擬定用途或銷售之資產直接相關之借貸成本則予以資本化。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(r) Borrowing costs (continued)

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

(s) Related parties

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

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

2. 主要會計政策(續)

(r) 借貸成本(續)

屬於合資格資產成本一部分之借貸成本，在資產產生開支、借貸成本產生及使資產投入擬定用途或銷售所必須之準備工作進行期間開始資本化。在使合資格資產投入擬定用途或銷售所必須之絕大部分準備工作中止或完成時，借貸成本便會暫停或停止資本化。

(s) 關連人士

(a) 如屬以下人士，該人士或其近親家族成員則與本集團有關連：

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s) Related parties (continued)

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

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

2. 主要會計政策(續)

(s) 關連人士(續)

(b) 如符合下列任何條件，該實體則與本集團有關連：

- (i) 該實體與本集團屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
- (ii) 一間實體為另一間實體之聯營公司或合營企業(或該實體為與另一間實體同屬集團旗下之成員公司之聯營公司或合營企業)。
- (iii) 該實體與本集團均為同一第三方之合營企業。
- (iv) 一間實體為一間第三方實體之合營企業，而另一間實體為該第三方實體之聯營公司。
- (v) 該實體為本集團或本集團相關實體之僱員離職後福利計劃。
- (vi) 該實體受(a)項所指人士控制或共同控制。
- (vii) (a)(i)項所指人士可對該實體有重大影響力或屬該實體(或該實體之母公司)之主要管理人員。
- (viii) 該實體或該實體所屬集團之任何成員公司向本集團或本集團之母公司提供主要管理人員服務。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s) 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.

A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

(t) Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's chief operating decision maker ("CODM") for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical location.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

2. 主要會計政策(續)

(s) 關連人士(續)

該人士之近親家族成員指預期可於該人士處理實體交易時對其產生或受其影響之家族成員。

凡於關連人士之間進行資源或責任轉移之交易均被視為關連人士交易。

(t) 分部報告

經營分部及各分部項目於綜合財務報表呈報之金額，乃根據就分配資源至本集團不同業務及地理位置分部以及評估該等分部之表現而定期提供予本集團主要經營決策者(「主要經營決策者」)之財務資料識別。

就財務呈報而言，除非分部具備相似之經濟特徵及在產品及服務性質、生產工序性質、客戶類型或類別、用作分銷產品或提供服務之方法及監管環境之性質方面相似，否則個別重大之經營分部不會進行合算。個別非重大之經營分部，如果符合上述大部分標準，則可進行合算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(u) Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has applied for the first time, the following New HKFRSs issued by the HKICPA, which are effective for the Group's financial year beginning on 1 January 2017.

The New HKFRSs adopted by the Group in the consolidated financial statements are set out as follows:

HKAS 7 (Amendments)	Disclosure Initiative
HKAS 12 (Amendments)	Recognition of Deferred Tax Assets for Unrealised Losses
Amendments to HKFRSs	Annual Improvements to HKFRSs 2014–2016 cycle

2. 主要會計政策(續)

(u) 政府補助

政府補助於可合理確定本集團將遵守補助附帶之條件及收取補助時，方予確認。

作為已產生開支或虧損之補償或向本集團提供即時財務資助(並無日後相關成本)而可收取之政府補助，於其成為可收取之期間於損益中確認。

3. 應用新訂及經修訂之香港財務報告準則

於本年度，本集團首次應用以下由香港會計師公會頒佈之新香港財務報告準則，有關準則於本集團於二零一七年一月一日開始之財政年度生效。

本集團於綜合財務報表內所採納之新香港財務報告準則載列如下：

香港會計準則 第7號(修訂本)	披露計劃
香港會計準則 第12號(修訂本)	就未實現虧損確認之遞延稅項 資產
香港財務報告準則 (修訂本)	二零一四年至二零一六年週期 香港財務報告準則之年度 改進

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

HKAS 7 (Amendments) Disclosure Initiative

The Group has applied these amendments for the first time in the current year. The amendments require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both cash and non-cash changes. In addition, the amendments also require disclosures on changes in financial assets if cash flows from those financial assets were, or future cash flows will be, included in cash flows from financing activities.

Specifically, the amendments require the following to be disclosed: (i) changes from financing cash flows; (ii) changes arising from obtaining or losing control of subsidiaries or other businesses; (iii) the effect of changes in foreign exchange rates; (iv) changes in fair values; and (v) other changes.

A reconciliation between the opening and closing balances of these items is provided in note to the financial statements. Consistent with the transition provisions of the amendments, the Group has not disclosed comparative information for the prior year. Apart from the additional disclosure in note to the financial statements, the application of these amendments has had no impact on the Group's consolidated financial statements.

Except as described above, the application of these New HKFRSs in the current year has had no material impact on the Group's financial performance and position for the current and prior years and on the disclosures set out in these consolidated financial statements.

3. 應用新訂及經修訂之香港財務報告準則(續)

香港會計準則第7號(修訂本)披露計劃

本集團於本年度首次應用該等修訂本。該等修訂本規定實體提供披露事項以使財務報表使用者可評估融資活動而產生的負債變動，包括現金及非現金變動。此外，該等修訂本亦規定，如該等財務資產在過往產生現金流量或未來現金流量計入融資活動的現金流量，則須披露該等財務資產的變動。

具體而言，該等修訂本規定披露以下各項：(i) 融資現金流量產生之變動；(ii) 取得或失去附屬公司或其他業務控制權產生之變動；(iii) 外幣匯率變動之影響；(iv) 公平值變動；及 (v) 其他變動。

有關該等項目期初及期末結餘之對賬於財務報表之附註披露。符合該等修訂本之過渡條文，本集團並無披露去年之比較資料。除於財務報表附註額外披露之資料外，應用該等修訂本對本集團綜合財務報表並無造成影響。

除上述者外，於本年度應用此等新香港財務報告準則對本集團於本年度及過往年度之財務表現及狀況以及此等綜合財務報表所載披露並無重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

The Group has not early applied the following New HKFRSs that have been issued but are not yet effective.

HKAS 28 (Amendments)	Long Term Interests in Associates and Joint Ventures ²
HKAS 40 (Amendments)	Transfers of Investment Property ¹
HKFRS (Amendments)	Annual Improvements to HKFRSs 2014–2016 Cycle ¹
HKFRS (Amendments)	Annual Improvements to HKFRSs 2015–2017 Cycle ²
HKFRS 2 (Amendments)	Classification and Measurement of Share-based Payment Transaction ¹
HKFRS 4 (Amendments)	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts ¹
HKFRS 9	Financial Instruments ¹
HKFRS 9 (Amendments)	Prepayment Features with Negative Compensation ²
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
HKFRS 15	Revenue from Contracts with Customers ¹
HKFRS 15 (Amendments)	Clarifications to HKFRS 15 Revenue from Contracts with Customers ¹
HKFRS 16	Leases ²
HKFRS 17	Insurance Contract ⁴
HK(IFRIC) - Int 22	Foreign Currency Transactions and Advance Consideration ²
HK(IFRIC) - Int 23	Uncertainty Over Income Tax Treatments ²

3. 應用新訂及經修訂之香港財務報告準則(續)

本集團並無提早應用以下已頒佈但尚未生效之新香港財務報告準則：

香港會計準則 第28號(修訂本)	於聯營公司及合營企業的長期權益 ²
香港會計準則 第40號(修訂本)	轉讓投資物業 ¹
香港財務報告準則 (修訂本)	二零一四年至二零一六年週期香港財務報告準則之年度改進 ¹
香港財務報告準則 (修訂本)	二零一五年至二零一七年週期香港財務報告準則之年度改進 ²
香港財務報告準則 第2號(修訂本)	股份付款交易的分類及計量 ¹
香港財務報告準則 第4號(修訂本)	採用香港財務報告準則第4號保險合約時一併應用香港財務報告準則第9號金融工具 ¹
香港財務報告準則第9號	金融工具 ¹
香港財務報告準則 第9號(修訂本)	提早還款特性及負面補償 ²
香港財務報告準則 第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間的資產出售或注資 ³
香港財務報告準則 第15號	來自客戶合約的收入 ¹
香港財務報告準則 第15號(修訂本)	採用香港財務報告準則第15號來自客戶合約的收入的分類 ¹
香港財務報告準則 第16號	租賃 ²
香港財務報告準則 第17號	保險合約 ⁴
香港(國際財務報告詮釋委員會)詮釋第22號	外幣交易及預付對價 ²
香港(國際財務報告詮釋委員會)詮釋第23號	所得稅之不確定性之處理 ²

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

- ¹ Effective for annual periods beginning on or after 1 January 2018.
- ² Effective for annual periods beginning on or after 1 January 2019.
- ³ Effective for annual periods beginning on or after a date to be determined.
- ⁴ Effective for annual periods beginning on or after 1 January 2021.

HKFRS 16 "Leases"

HKFRS 16, which upon the effective date will supersede HKAS 17 "Leases", 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 payments of the lease liability into a principal portion and an interest portion and presents them in the consolidated statement of cash flows.

Also, the right-of-use asset and these lease liabilities 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 not 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.

3. 應用新訂及經修訂之香港財務報告準則(續)

- ¹ 於二零一八年一月一日或之後開始之年度期間生效。
- ² 於二零一九年一月一日或之後開始之年度期間生效。
- ³ 於有待釐定之日期或之後開始之年度期間生效。
- ⁴ 於二零二一年一月一日或之後開始之年度期間生效。

香港財務報告準則第16號「租賃」

香港財務報告準則第16號(將於生效日期起取代香港會計準則第17號「租賃」)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個月的所有租賃確認資產及負債，除非相關資產為低價值資產。具體而言，根據香港財務報告準則第16號，承租人須確認資產使用權(表示其有權使用相關租賃資產)及租賃負債(表示其有責任支付租賃款項)。

因此，承租人應確認資產使用權折舊及租賃負債利息，並將租賃負債的現金還款分類為本金部分及利息部分，在綜合現金流量表中呈列。

此外，資產使用權及該等租賃負債初步按現值基準計量。計量包括不可註銷租賃付款及亦包括在承租人合理肯定會行使選擇權延續租賃，或不行使選擇權而中止租賃的情況下，將於選擇權期間內作出付款。此會計處理方法與承租人就租賃採用的會計處理方法存在明顯差異，承租人所採用的會計處理方法適用於根據原準則香港會計準則第17號分類為經營租賃的租賃。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

HKFRS 16 "Leases" (continued)

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 these two types of leases differently.

As set out in note 34(b), total operating lease commitments of the Group as at 31 December 2017 amounted to approximately HK\$6,594,000 and had original lease term ranging from two to five years.

The Group is in the process of assessing the impact of HKFRS 16 to the financial position of the Group. It is not practicable to provide a reasonable estimate of the effect of the application of HKFRS 16 until the Group performs a detailed review.

HKFRS 9 "Financial Instruments"

HKFRS 9 will replace the current standard on accounting for financial instruments, HKAS 39, Financial instruments: Recognition and measurement. HKFRS 9 introduces new requirements for classification and measurement of financial assets, calculation of impairment of financial assets and hedge accounting. On the other hand, HKFRS 9 incorporates without substantive changes the requirements of HKAS 39 for recognition and derecognition of financial instruments and the classification measurement of financial liabilities. The Group has decided not to adopt HKFRS 9 until it becomes mandatory on 1 January 2018. Expected impacts of the new requirements on the Group's financial statements are as follows:

3. 應用新訂及經修訂之香港財務報告準則(續)

香港財務報告準則第16號「租賃」(續)

就出租人會計處理方法而言，香港財務報告準則第16號大致轉承香港會計準則第17號的出租人會計處理方法的規定。因此，出租人繼續將其租賃分類為經營租賃或融資租賃，並且以不同方式將兩類租賃入賬。

誠如附註34(b)所載，本集團於二零一七年十二月三十一日之經營租賃承擔總額約為港幣6,594,000元，而原租賃期介乎二至五年。

本集團正在評估香港財務報告準則第16號對本集團財務狀況的影響。直至本集團進行詳盡審閱為止，對應用香港財務報告準則第16號之影響作出合理估計屬不切實可行。

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號將取代有關金融工具會計處理的現有準則香港會計準則第39號「金融工具：確認及計量」。香港財務報告準則第9號引入分類及計量財務資產、計算財務資產減值及對沖會計處理的新規定。另一方面，香港財務報告準則第9號納入且並無大幅改動香港會計準則第39號有關確認及終止確認金融工具及計量財務負債之分類的規定。本集團決定於二零一八年一月一日強制採納前不予採納香港財務報告準則第9號。預期新規定將對本集團財務報表造成的影響如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

HKFRS 9 “Financial Instruments” (continued)

(a) Classification and measurement

HKFRS 9 contains three principal classification categories for financial assets: measured at (1) amortised cost, (2) fair value through profit or loss (FVTPL); and (3) fair value through other comprehensive income (FVTOCI). The Group currently does not have any financial assets measured at FVTPL or FVTOCI. Based on the assessment so far, the Group expects that its financial assets currently measured at amortised cost will continue with their respective classification and measurement upon the adoption of HKFRS 9.

The classification and measurement requirements for financial liabilities under HKFRS 9 are largely unchanged from HKAS 39, except that HKFRS 9 requires the fair value change of a financial liability designated at FVTPL that is attributable to changes of that financial liability's own credit risk to be recognised in other comprehensive income (without reclassification to profit or loss). The Group currently does not have any financial liabilities designated at FVTPL and therefore this new requirement may not have any impact on the Group on adoption of HKFRS 9.

3. 應用新訂及經修訂之香港財務報告準則(續)

香港財務報告準則第9號「金融工具」(續)

(a) 分類及計量

香港財務報告準則第9號載有三個主要財務資產分類類別：以(1)按攤銷成本；(2)按公平值於損益列賬；及(3)按公平值於其他全面收益列賬計量。本集團現時並無任何按公平值於損益列賬或按公平值於其他全面收益列賬計量的財務資產。根據迄今進行的評估，本集團預期現時以攤銷成本計量的財務資產將於採納香港財務報告準則第9號後繼續其個別的分類及計量。

香港財務報告準則第9號項下財務負債的分類及計量規定與香港會計準則第39號並無重大變化，惟香港財務報告準則第9號規定指定為按公平值於損益列賬的財務負債的公平值變動倘因財務負債本身的信貸風險變動所引致，則須於其他全面收益確認，而不得重新分類至損益。本集團目前並無任何指定為按公平值於損益列賬的財務負債，故於採納香港財務報告準則第9號時，此項新規定不會對本集團造成任何影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

HKFRS 9 “Financial Instruments” (continued)

(b) Impairment

The new impairment model in HKFRS 9 replaces the “incurred loss” model in HKAS 39 with an “expected credit loss” model. Under the expected credit loss model, it will no longer be necessary for a loss event to occur before an impairment loss is recognised. Instead, an entity is required to recognise and measure expected credit losses as either 12-month expected credit losses or lifetime expected credit losses, depending on the asset and the facts and circumstances. This new impairment model may result in an earlier recognition of credit losses on the Group’s trade receivables and other financial assets. Based on a preliminary assessment, the application of the new impairment model may not have a significant impact on the Group.

Based on the above assessment so far, the Group considers that the initial application of HKFRS 9 will not have a significant impact on the Group’s results of operations and financial position.

3. 應用新訂及經修訂之香港財務報告準則(續)

香港財務報告準則第9號「金融工具」(續)

(b) 減值

香港財務報告準則第9號的新減值模式以「預期信貸虧損」模式取代香港會計準則第39號的「已產生虧損」模式。根據預期信貸虧損模式，其將不再需要在確認減值虧損前發生虧損事件。作為替代，實體須將預期信貸虧損作為十二個月的預期信貸虧損或可使用年期內的預期信貸虧損確認及計量，惟視乎資產以及各種事實及情況而定。此新減值模式可能導致提早確認本集團應收貿易賬款及其他財務資產的信貸虧損。根據初步評估，應用新減值模式或不會對本集團造成重大影響。

根據上述迄今進行的評估，本集團認為首次應用香港財務報告準則第9號將不會對本集團的經營業績及財務狀況造成重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

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

Amendments to HKAS 28:

- The requirements on gains and losses resulting from transactions between an entity and its associate or joint venture have been amended to relate only to assets that do not constitute a business.
- A new requirement has been introduced that gains or losses from downstream transactions involving assets that constitute a business between an entity and its associate or joint venture must be recognised in full in the investor’s financial statements.
- A requirement has been added that an entity needs to consider whether assets that are sold or contributed in separate transactions constitute a business and should be accounted for as a single transaction.

3. 應用新訂及經修訂之香港財務報告準則(續)

香港財務報告準則第10號及香港會計準則第28號(修訂本)「投資者與其聯營公司或合營企業之間銷售或貢獻資產」

香港會計準則第28號之修訂：

- 有關實體與其聯營公司或合營企業進行交易所產生收益及虧損之規定已修訂為僅與並不構成一項業務之資產相關。
- 已引入一項新規定，實體與其聯營公司或合營企業如進行下游交易，而所涉及之資產構成一項業務，則相關收益或虧損必須全數於投資者之財務報表中確認。
- 新增一項規定，實體需考慮於獨立交易中出售或貢獻之資產是否構成一項業務，應否作為單一交易入賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

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

Amendments to HKFRS 10:

- An exception from the general requirement of full gain or loss recognition has been introduced into HKFRS 10 for the loss control of a subsidiary that does not contain a business in a transaction with an associate or a joint venture that is accounted for using the equity method.
- New guidance has been introduced requiring that gains or losses resulting from those transactions are recognised in the parent's profit or loss only to the extent of the unrelated investors' interests in that associate or joint venture. Similarly, gains and losses resulting from the remeasurement at fair value of investments retained in any former subsidiary that has become an associate or a joint venture that is accounted for using the equity method are recognised in the former parent's profit or loss only to the extent of the unrelated investors' interests in the new associate or joint venture.

The directors of the Company (the “Director(s)”) do not anticipate that the application of these amendments to HKFRS 10 and HKAS 28 will have a material impact on the Group's consolidated financial statements.

3. 應用新訂及經修訂之香港財務報告準則(續)

香港財務報告準則第10號及香港會計準則第28號(修訂本)「投資者與其聯營公司或合營企業之間銷售或貢獻資產」(續)

香港財務報告準則第10號之修訂：

- 就與聯營公司或合營企業(使用權益法入賬者)進行交易而喪失於不包含業務之附屬公司之控制權，已引入香港財務報告準則第10號作為全數確認收益或虧損之一般性規定之例外情況。
- 已引入新指引，規定該等交易所產生之收益或虧損須於母公司之損益中確認，惟以無關連投資者於該聯營公司或合營企業之權益為限。同樣地，按公平值重新計量於任何前附屬公司(已成為使用權益法入賬之聯營公司或合營企業者)之保留投資時，所產生之收益及虧損亦於該前母公司之損益中確認，惟以無關連投資者於新聯營公司或合營企業之權益為限。

本公司董事(「董事」)預期，應用香港財務報告準則第10號及香港會計準則第28號之修訂不會對本集團之綜合財務報表構成重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

HKFRS 15 “Revenue from Contracts with Customers”

In July 2014, HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 “Revenue”, HKAS 11 “Construction Contracts” and the related interpretations when it becomes effective.

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:

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

3. 應用新訂及經修訂之香港財務報告準則(續)

香港財務報告準則第15號「來自與客戶訂約之收益」

香港財務報告準則第15號於二零一四年七月頒佈，其制定一項單一全面模式以供實體用作將與客戶訂立合約之收益入賬。香港財務報告準則第15號於生效後將取代現時包括香港會計準則第18號「收益」、香港會計準則第11號「建築合約」及相關詮釋之收益確認指引。

香港財務報告準則第15號之核心原則為實體向客戶描述轉讓承諾貨品或服務之時確認收益，該金額應能反映該實體預期就交換該等貨品或服務有權獲得之代價。具體而言，該準則引入確認收益之五個步驟：

- 第一步：識別與客戶訂立之合約
- 第二步：識別合約中之履約責任
- 第三步：釐定交易價
- 第四步：將交易價分配至合約中之履約責任
- 第五步：於實體完成履約責任時(或就此)確認收益

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

HKFRS 15 “Revenue from Contracts with Customers” (Continued)

Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when ‘control’ of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

The Group plans to use the cumulative effect transition method for the adoption of HKFRS 15 and will recognise the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2018.

Based on the assessment so far, the Group considers that the initial application of HKFRS 15 will not have a significant impact on the Group’s results of operations and financial position.

Except for the New HKFRSs mentioned as above, the Directors anticipate that the application of all other New HKFRSs will not have material impact on the consolidated financial statements.

3. 應用新訂及經修訂之香港財務報告準則(續)

香港財務報告準則第15號「來自與客戶訂約之收益」(續)

根據香港財務報告準則第15號，實體於完成履約責任時(或就此)確認收益，即於涉及特定履約責任之相關貨品或服務之「控制權」移交客戶之時。香港財務報告準則第15號已就特殊情況之處理方法加入更明確之指引。此外，香港財務報告準則第15號要求更詳盡之披露。

本集團計劃就採納香港財務報告準則第15號使用累積效應過渡法，並將確認首次應用之累積效應，作為對二零一八年一月一日權益年初結餘之調整。

根據上述迄今進行的評估，本集團認為首次應用香港財務報告準則第15號將不會對本集團的經營業績及財務狀況造成重大影響。

除上述新香港財務報告準則外，董事預期應用所有其他新香港財務報告準則將不會對綜合財務報表造成重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

4. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

		At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Financial assets	財務資產		
Loans and receivables (including cash and cash equivalent)	貸款及應收款項(包括現金及現金等值項目)	488,427	709,785
Financial liabilities	財務負債		
Amortised costs	攤銷成本	43,929	170,772

(b) Financial risk management and fair values

The Group has exposure to credit risk, liquidity risk and market risk (including currency risk, interest rate risk and other price risk) from its use of financial instruments. This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital.

4. 金融工具

(a) 金融工具之類別

		At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Financial assets	財務資產		
Loans and receivables (including cash and cash equivalent)	貸款及應收款項(包括現金及現金等值項目)	488,427	709,785
Financial liabilities	財務負債		
Amortised costs	攤銷成本	43,929	170,772

(b) 財務風險管理及公平值

本集團因使用金融工具而面對信貸風險、流動資金風險及市場風險(包括貨幣風險、利率風險及其他價格風險)。本附註載有本集團面對上述各風險、本集團對於計量及管理風險之目標、政策及程序，以及本集團管理資本之資料。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

4. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management and fair values (continued)

(i) Credit risk

As at 31 December 2017, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties provided by the Group is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The management has established a credit policy under which credit evaluations are performed on all customers requiring credit. Trade receivables are due within 3 months from the date of billing. Trade receivables with balances that are more than 3 months are requested to settle all outstanding balance before any further credit is granted. Normally, the Group does not obtain collateral from customers.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. At the end of the reporting period, the Group does not have concentration of credit risk for 2017 and 2016.

4. 金融工具(續)

(b) 財務風險管理及公平值(續)

(i) 信貸風險

於二零一七年十二月三十一日，本集團因交易方不能履行本集團所規定之責任而導致本集團蒙受財務虧損之最高信貸風險乃因綜合財務狀況表內各已確認財務資產之賬面值而產生。

管理層已制定信貸政策，據此對需要信貸之所有客戶進行信貸評估。應收貿易賬款乃由出票當日起計三個月內到期。結餘超過三個月之應收貿易賬款，均被要求於進一步授出信貸前清償所有未償還結餘。本集團一般並無從客戶獲取抵押品。

本集團面對之信貸風險主要受到各客戶之個別特徵所影響。於報告期末，本集團在二零一七年及二零一六年之信貸風險並不集中。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

4. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management and fair values (continued)

(i) Credit risk (continued)

The maximum exposure to credit risk without taking account of any collateral held is represented by the carrying amount of each financial asset, including derivative financial instruments, in the consolidated statement of financial position after deducting any impairment allowance. Except for a financial guarantee given by the Company as set out in note 28, the Group does not provide any other guarantees which would expose the Group to credit risk. The maximum exposure to credit risk in respect of this financial guarantee at the Group's consolidated statement of financial position is disclosed in note 28.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in note 21.

(ii) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's policy is to regularly monitor its current and expected liquidity requirement and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

4. 金融工具(續)

(b) 財務風險管理及公平值(續)

(i) 信貸風險(續)

最高信貸風險(並無計及任何持有之抵押品)乃綜合財務狀況表內各財務資產(包括衍生金融工具)之賬面值(扣除任何減值撥備後)。除附註28所述本公司提供之財務擔保外,本集團並無提供任何致使本集團面對信貸風險之其他擔保。有關本集團綜合財務狀況表內所載該財務擔保之最高信貸風險於附註28披露。

有關本集團面對因應收貿易賬款及其他應收賬款而產生之信貸風險之其他定量披露載於附註21。

(ii) 流動資金風險

流動資金風險指本集團無法履行到期之財務責任之風險。本集團之政策乃定期監察現有及預期流動資金需求及遵守借貸契約之情況,確保維持充足現金儲備及獲得主要財務機構提供足夠信貸額度,以應付短期及長遠之流動資金需求。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

4. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management and fair values (continued)

(ii) Liquidity risk (continued)

The following table details the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, which are based on the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

		At 31 December 2017 於二零一七年十二月三十一日				
		Within 1 year or on demand 一年內或 按要求 HK\$'000 港幣千元	More than 1 year but less than 2 years 超過一年 但少於兩年 HK\$'000 港幣千元	More than 2 years but less than 5 years 超過兩年 但少於五年 HK\$'000 港幣千元	Total contractual undiscounted cash flow 合約未貼現 現金流量總額 HK\$'000 港幣千元	Carrying amount 賬面值 HK\$'000 港幣千元
Trade and other payables	應付貿易賬款及 其他應付賬款	16,697	-	-	16,697	16,697
Loans payables	應付貸款	-	27,232	-	27,232	27,232
		16,697	27,232	-	43,929	43,929

4. 金融工具(續)

(b) 財務風險管理及公平值(續)

(ii) 流動資金風險(續)

下表詳載於報告期末，本集團之非衍生財務負債之餘下合約到期日(按合約到期日計)。表內披露之款額乃合約未貼現現金流量(包括利用合約利率或(如為浮息)於報告期末之現行利率計算之利息付款)，以及本集團可被要求付款之最早日期：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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4. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management and fair values (continued)

(ii) Liquidity risk (continued)

4. 金融工具(續)

(b) 財務風險管理及公平值(續)

(ii) 流動資金風險(續)

		At 31 December 2016 於二零一六年十二月三十一日					
		Weighted average effective interest rate 加權平均 實際利率 %	Within 1 year or on demand 一年內或 按 要求 HK\$'000 港幣千元	More than 1 year but less than 2 years 超過一年 但少於兩年 HK\$'000 港幣千元	More than 2 years but less than 5 years 超過兩年 但少於五年 HK\$'000 港幣千元	Total contractual undiscounted cash flow 合約未貼現 現金流量總額 HK\$'000 港幣千元	Carrying amount 賬面值 HK\$'000 港幣千元
Trade and other payables	應付貿易賬款及 其他應付賬款	-	17,604	-	-	17,604	17,604
Loans payables	應付貸款	-	-	30,668	-	30,668	30,668
Bank loan (note)	銀行貸款(附註)	2.47	125,531	-	-	125,531	122,500
			143,135	30,668	-	173,803	170,772

Note:

There is a clause for repayment on demand under the facility letter regarding the bank loan granted to the Group. Thus, the bank loan is categorised into the time band of "within 1 year or on demand" in the above maturity analysis. As at 31 December 2017, there has no outstanding amount regarding to this bank loan (2016: the aggregate undiscounted principal amount and interest of bank loan was approximately HK\$125,531,000). Taking into account of the Group's financial position, the Directors believe that the bank exercising its discretionary rights to demand immediate repayment is remote and such bank loan shall be repaid one year after the end of the reporting period. For the year ended 31 December 2016, the aggregate principal and interest cash outflows will be in the amount of approximately HK\$125,531,000 calculated with weighted average effective interest rate.

附註：

有關授予本集團銀行貸款的融資函件項下訂有按要求償還之條款。因此，該銀行貸款於上文到期日分析內分類為「一年內或按需求」時間組別。於二零一七年十二月三十一日，該銀行貸款並無尚未償還款項(二零一六年：銀行貸款之未折現本金及利息總金額約港幣125,531,000元)。經考慮本集團之財務狀況，董事認為，銀行行使其酌情權要求即時還款之可能性甚微，而有關銀行貸款須於報告期末一年後償還。截至二零一六年十二月三十一日止年度，按加權平均實際利率計算之本金及利息現金流出總金額將約為港幣125,531,000元。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

4. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management and fair values (continued)

(ii) Liquidity risk (continued)

In view of the maturity of the syndicated loan facilities granted to Pier 16 – Property Development Limited (“Pier 16 – Property Development”, an associate of the Group) on 29 June 2017 and for the purposes of, among others, refinancing the syndicated loan facilities and financing the repayment of certain shareholders’ loans previously advanced to Pier 16 – Property Development, Pier 16 – Property Development entered into an amended and restated facility agreement (the “Amended Facility Agreement”) with, among others, a bank as lender in June 2017. Pursuant to the Amended Facility Agreement, the maturity date under the syndicated loan facilities agreement was extended to 28 June 2022 and the facility amount was revised to the aggregate amounts of HK\$735 million and Macau Patacas (“MOP”) 273 million (the “Revised Loan Facilities”). The Revised Loan Facilities are secured, among others, a serval guarantee provided by the Company.

The Company gave a new corporate guarantee (the “New Guarantee”) to a bank in respect of the Revised Loan Facilities during the year. The maximum guarantee amount borne by the Company under the New Guarantee was HK\$490 million. The guarantee previously issued by the Company in the amount of HK\$1,176 million for the syndicated loan facilities granted to Pier 16 – Property Development, which had been fully repaid on 29 June 2017, was released during the year.

4. 金融工具(續)

(b) 財務風險管理及公平值(續)

(ii) 流動資金風險(續)

十六浦物業發展股份有限公司(「十六浦物業發展」, 本集團一間聯營公司)獲授的銀團貸款融資於二零一七年六月二十九日到期, 且為了(其中包括)將銀團貸款融資再融資和撥資償還先前墊付予十六浦物業發展的若干股東貸款, 十六浦物業發展於二零一七年六月與(其中包括)一間銀行(作為貸款人), 訂立經修訂及重列融資協議(「經修訂融資協議」)。根據經修訂融資協議, 將銀團貸款融資協議之到期日延長至二零二二年六月二十八日, 融資金額亦修訂至為合共港幣735,000,000元及273,000,000澳門元(「澳門元」)(「經修訂貸款融資」)。經修訂貸款融資由(其中包括)本公司提供的若干擔保所抵押。

於年內, 本公司就該經修訂貸款融資向一間銀行提供新企業擔保(「新擔保」)。本公司根據新擔保承擔的最高保證金額為港幣490,000,000元。本公司曾就獲授予十六浦物業發展的銀團貸款融資(已於二零一七年六月二十九日悉數償還)提供為數港幣1,176,000,000元的擔保已於年內解除。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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4. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management and fair values (continued)

(ii) Liquidity risk (continued)

As at 31 December 2017 and 2016, it was not probable that the counterparties to the financial guarantee will claim under the contracts. Consequently, the carrying amount of the financial guarantee contract of approximately HK\$2.9 million (2016: approximately HK\$10.0 million) has not been presented above.

Guarantee given to bank in respect of banking facilities granted to an associate 就授予一間聯營公司之銀行融資向銀行作出之擔保

4. 金融工具(續)

(b) 財務風險管理及公平值(續)

(ii) 流動資金風險(續)

於二零一七年及二零一六年十二月三十一日，財務擔保之交易方不大可能根據合約作出申索。因此，財務擔保合約之賬面值約港幣2,900,000元(二零一六年：約港幣10,000,000元)並無於上文呈列。

	At 31 December 2017 於二零一七年十二月三十一日		At 31 December 2016 於二零一六年十二月三十一日	
	HK\$'000 港幣千元	Expiry period 屆滿期	HK\$'000 港幣千元	Expiry period 屆滿期
Guarantee given to bank in respect of banking facilities granted to an associate 就授予一間聯營公司之銀行融資向銀行作出之擔保	490,000	2022	1,176,000	2017

(iii) Currency risk

Presently, there is no hedging policy with respect to the foreign exchange exposure. The Group's transactional currency are HK\$, Renminbi ("RMB") and Canadian dollars ("CAD") as substantially all the revenue are in HK\$, RMB and CAD. The Group's transactional foreign exchange exposure was insignificant.

(iii) 貨幣風險

目前，本集團並無有關外匯風險之對沖政策。本集團之交易貨幣為港幣、人民幣(「人民幣」)及加元(「加元」)，原因為絕大部分收益乃以港幣、人民幣及加元計值。本集團在交易上所承受之外匯風險甚微。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

4. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management and fair values (continued)

(iv) Interest rate risk

Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate because of changes in market interest rates. Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group's cash flow interest rate risk relates primarily to floating-rate borrowing. The Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group currently does not have any interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

Sensitivity analysis on interest rate risk
Regarding the cash flow interest rate risk, the sensitivity analysis set out below has been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period. For variable-rate borrowings, the analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

4. 金融工具(續)

(b) 財務風險管理及公平值(續)

(iv) 利率風險

公平值利率風險指金融工具之價值因市場利率變動而波動之風險。現金流量利率風險指金融工具之未來現金流量因市場利率變動而波動之風險。

本集團之現金流量利率風險主要涉及浮動利率借貸。本集團之收入及經營現金流量大致不受市場利率變動影響。本集團現時並無任何利率對沖政策。然而，管理層監察利率風險，並考慮在必要時對沖重大利率風險。

利率風險敏感度分析
就現金流量利率風險而言，下文所載敏感度分析為根據報告期末非衍生工具承受之利率風險而釐定。就浮息借貸而言，分析乃假設於報告期末之未償還負債金額於整個年度仍為未償還而編製。增加或減少50個基點乃於向內部主要管理人員報告利率風險及陳述管理層對有關利率變動可能性之合理估計時使用。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

4. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management and fair values (continued)

(iv) Interest rate risk (continued)

Sensitivity analysis on interest rate risk (continued)

If interest rates had been 50 basis point higher/lower and all other variables were held constant, the Group's loss for the year ended 31 December 2017 would increase/decrease by approximately HK\$718,000 (2016: approximately HK\$152,000). This is mainly attributable to the Group's exposure to interest rates on its floating-rate borrowings.

(v) Fair value

The fair values of the Group's financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices or rates from observable current market transactions. The Directors consider that the carrying amounts of the financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements are not materially different from their fair values as at 31 December 2017 and 2016, except for the following financial instrument, for which their carrying amounts and fair value and the level of fair value hierarchy are disclosed below:

4. 金融工具(續)

(b) 財務風險管理及公平值(續)

(iv) 利率風險(續)

利率風險敏感度分析(續)

倘若利率上升/下降50個基點而所有其他因素維持不變，本集團於截至二零一七年十二月三十一日止年度之虧損將增加/減少約港幣718,000元(二零一六年：約港幣152,000元)，主要歸因於本集團之浮息借貸所面對之利率風險。

(v) 公平值

本集團財務資產及財務負債之公平值乃根據一般獲接納之定價模型釐定，並按採用可觀察之現行市場交易價格或利率進行之已貼現現金流量分析計算。董事認為，於綜合財務報表按攤銷成本記錄之財務資產及財務負債之賬面值與其於二零一七年及二零一六年十二月三十一日之公平值並無重大差異，惟下列金融工具則除外，其賬面值、公平值及公平值等級披露如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

4. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management and fair values (continued)

(v) Fair value (continued)

4. 金融工具(續)

(b) 財務風險管理及公平值(續)

(v) 公平值(續)

		Carrying amount at 31 December 2017 二零一七年十二月三十一日的賬面值 HK\$'000 港幣千元	Fair value at 31 December 2017 二零一七年十二月三十一日的公平值 HK\$'000 港幣千元	Fair value measurements as at 31 December 2017 categorised into: 於二零一七年十二月三十一日的公平值計量分類如下:		
				Level 1 第一級 HK\$'000 港幣千元	Level 2 第二級 HK\$'000 港幣千元	Level 3 第三級 HK\$'000 港幣千元
Financial guarantee contract	財務擔保合約	2,900	51	-	-	51
				Fair value measurements as at 31 December 2016 categorised into: 於二零一六年十二月三十一日的公平值計量分類如下:		
				Level 1 第一級 HK\$'000 港幣千元	Level 2 第二級 HK\$'000 港幣千元	Level 3 第三級 HK\$'000 港幣千元
Financial guarantee contract	財務擔保合約	10,000	2,220	-	-	2,220

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

5. ACCOUNTING ESTIMATES AND JUDGEMENTS

(a) Key sources of estimated uncertainty

In the process of applying the Group's accounting policies which are described in note 2, management has made certain key assumptions concerning the future, and other key sources of estimated uncertainty at the end of the reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, as discussed below:

(i) Impairment of property, plant and equipment and freehold land and buildings

The recoverable amount of an asset is the greater of its net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset, which requires significant judgement relating to the level of revenue and the amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of revenue and operating costs. Changes in these estimates could have a significant impact on the carrying amount of the assets and could result in additional impairment charge or reversal of impairment in future periods.

5. 會計估計及判斷

(a) 估計不明朗因素之主要來源

於應用附註2所述本集團之會計政策之過程中，管理層已作出關於未來之若干主要假設，以及於報告期末存在可能對下個財政年度之資產及負債賬面值作出重大調整之主要風險之估計不明朗因素之其他主要來源，茲討論如下：

(i) 物業、廠房及設備以及永久業權土地及樓宇減值

資產之可收回金額為其銷售淨價及其使用價值兩者中之較高者。評估使用價值時，是以除稅前貼現率將估計未來現金流量貼現至現值，而該貼現率反映當時市場對金錢之時間價值之評估及該項資產之特有風險，當中需要對收益水平及經營成本金額作出重大判斷。本集團運用所有可得資料，以釐定可收回金額之合理概約數字，包括根據對收益及經營成本之合理和具支持之假設和預測所作出之估計。該等估計之變動可能對資產賬面值產生重大影響，並可產生未來期間額外減值費用或撥回減值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

5. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(a) Key sources of estimated uncertainty (continued)

(ii) Impairment of receivables

The Group maintains impairment allowance for doubtful accounts based upon evaluation of the recoverability of the trade receivables and other receivables, where applicable, at the end of each reporting period. The estimates are based on the aging of the trade receivables and other receivables balances and the historical write-off experience, net of recoveries. If the financial condition of the debtors were to deteriorate, additional impairment allowance may be required.

(iii) Impairment of intangible assets

The Group performs annual test on whether there has been impairment of intangible assets in accordance with the accounting policy stated in note 2(j). The recoverable amounts of CGUs are determined based on value in use calculations. These calculations require the use of estimates and assumptions made by management on the future operation of the business, pre-tax discount rates, and other assumptions underlying the value in use calculations.

5. 會計估計及判斷(續)

(a) 估計不明朗因素之主要來源(續)

(ii) 應收賬款減值

本集團根據於各報告期末對應收貿易賬款及其他應收賬款(如適用)之可收回能力之評估,計提呆賬減值撥備。有關估計以應收貿易賬款及其他應收賬款結餘賬齡及歷史撇銷經驗扣除所收回款項為基礎。倘若債務人之財務狀況轉壞,則可能須作額外減值撥備。

(iii) 無形資產減值

本集團根據附註2(j)所載會計政策按年對無形資產有否減值進行測試,而現金產生單位之可收回金額乃按照使用價值計算方法釐定。計算過程中須採用管理層對未來業務營運狀況和除稅前貼現率所作出之估算和假設,以及其他與計算使用價值有關之假設。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

5. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(a) Key sources of estimated uncertainty (continued)

(iv) Useful lives of property, plant and equipment

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives, after taking into account the estimated residual value. The Group reviews the estimated useful lives of the property, plant and equipment regularly in order to determine the amount of depreciation expenses to be recorded during the any reporting period. The useful lives are based on the Group's historical experience with similar assets and taking into account the expected usage, wear and tear of the assets, as well as technical obsolescence arising from changes in the market demands or services output of the assets. The depreciation expenses for future periods are adjusted prospectively if there are significant changes from previous estimates.

5. 會計估計及判斷(續)

(a) 估計不明朗因素之主要來源(續)

(iv) 物業、廠房及設備之可使用年期

物業、廠房及設備於計及估計餘值後，按估計可使用年期以直線法折舊。本集團定期審閱物業、廠房及設備之估計可使用年期，以釐定於各報告期入賬之折舊開支金額。可使用年期以本集團在類似資產之歷史經驗為依據，並已考慮資產預期用途、損耗，以及市場需求轉變令技術過時或資產服務產出。倘過往估計出現重大變動，未來期間之折舊開支會予以調整。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

5. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(a) Key sources of estimated uncertainty (continued)

(v) Fair value of investment properties

As set out in note 18, investment properties were revalued as at 31 December 2017 on an open market value existing use basis by the independent professional valuer, whose have among their staff, fellow members of the Hong Kong Institute of Surveyor (the "Valuer(s)"). Such valuations were based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. In making the judgement, the Group considers information from current prices in an active market for similar properties and uses assumptions that are mainly based on market conditions existing at each of reporting period.

In the absence of current prices in an active market for similar properties, the Group considers information from a variety of sources, including:

- (a) current prices in an active market for properties of a different nature, condition or location (or subject to different leases or other contract), adjusted to reflect those differences; and

5. 會計估計及判斷(續)

(a) 估計不明朗因素之主要來源(續)

(v) 投資物業之公平值

如附註18所載，投資物業於二零一七年十二月三十一日按一間獨立專業估值師公司(其員工包括香港測量師學會資深會員)(「估值師」)所採用之公開市值現有使用基準重估。該等估值基於若干假設，涉及不明朗因素且可能與實際結果有重大差異。在作出判斷時，本集團會考慮活躍市場中類似物業之現有價格資料，及使用主要根據於各報告期之當時市況作出之假設。

倘缺乏類似物業在活躍市場之現行價格，本集團會考慮從多個途徑所蒐集資料，包括：

- (a) 不同性質、狀況或地點(或受不同租賃或其他合約所規限)之物業於活躍市場之現行價格(經調整以反映各項差異)；及

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

5. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(a) Key sources of estimated uncertainty (continued)

(v) Fair value of investment properties (continued)

- (b) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and discounted cash flow projections based on reliable estimates of future cash flows, supported by the terms of any existing lease and other contracts and (when possible) by external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flow.

The principal assumptions for the Group's estimation of the fair value include those related to current market rents for similar properties in the same location and condition, appropriate discount rates, expected future market rents and future maintenance costs.

5. 會計估計及判斷(續)

(a) 估計不明朗因素之主要來源(續)

(v) 投資物業之公平值(續)

- (b) 活躍程度稍遜之市場所提供類似物業之近期價格(經調整以反映自按該等價格進行交易當日以來經濟狀況之任何變動);及根據未來現金流量所作可靠估計預測之經貼現現金流量,此項預測以任何現有租約及其他合約之條款以及(在可行情況下)外來證據(如地點及狀況相同之類似物業現有市場租值)為憑證,並採用可反映有關現金流量金額及時間不明朗因素當時市場評估之貼現率。

本集團公平值估計之主要假設包括與地點及狀況相同之類似物業有關之當前市場租值、適當貼現率、預期未來市場租值及未來保養成本。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

5. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(b) Critical accounting judgements in applying the Group's accounting policies

In determining the carrying amounts of some assets and liabilities, the Group makes assumptions for the effects of uncertain future events on those assets and liabilities at the end of each reporting period. These estimates involve assumptions about such items as cash flows and discount rates used. The Group's estimates and assumptions are based on historical experience and expectations of future events and are reviewed periodically. In addition to assumptions and estimations of future events, judgements are also made during the process of applying the Group's accounting policies.

Impairment test for interests in associates

The Group completed its annual impairment test for interests in associates by comparing the recoverable amount of interests in associates to its carrying amount as at 31 December 2017. The Group has engaged the Valuer to carry out a valuation of the interests in associates as at 31 December 2017 based on the value in use calculations. This valuation uses cash flow projections based on financial estimates covering a five-year period, and a pre-tax discount rate of 12.19% (2016: 12.81%). The cash flows beyond the five-year period are extrapolated using a steady 3% (2016: 4.92%) growth rate for the casino and hotel industries in which are operated by associates.

5. 會計估計及判斷(續)

(b) 應用本集團會計政策之主要會計判斷

於釐定部分資產與負債之賬面值時，本集團就不明朗之未來事項對於各報告期末資產與負債之影響作出假設。該等估計涉及對現金流量及所採用貼現率等項目之假設。本集團之估計及假設以過往經驗及對未來事項之預測為依據，並將定期檢討。除對未來事項之假設及估計外，於應用本集團之會計政策時亦需作出判斷。

於聯營公司之權益之減值測試

本集團將其於聯營公司之權益之可收回金額與其於二零一七年十二月三十一日之賬面值作比較，藉以完成其對於聯營公司之權益之年度減值測試。本集團已委聘估值師，根據使用價值計算方法為二零一七年十二月三十一日於聯營公司之權益進行估值。是次估值採用根據涵蓋五年期之財務估計以及除稅前貼現率12.19%（二零一六年：12.81%）得出之現金流量預測進行。超逾五年期之現金流量則採用聯營公司所經營娛樂場及酒店業之穩定增長率3%（二零一六年：4.92%）推算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

5. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(b) Critical accounting judgements in applying the Group's accounting policies (continued)

Impairment test for interests in associates

Management has considered the above assumptions and valuation and also taken into account the business plan going forward. The valuation depends upon an estimate of future cash flows from the interests in associates and other key assumptions, which are based on the Directors' best estimates. The valuation is sensitive to these parameters. Changes in these parameters could lead to a material revision of the valuation which may have effects on the net assets and results of the Group.

6. SEGMENT INFORMATION

Operating segments are identified on the basis of internal reports which provide information about components of the Group. This information are reported to and reviewed by the CODM for the purposes of resource allocation and performance assessment.

The CODM considers the business from both geographic and service perspective.

The Group has presented the following two reportable segments.

- Travel business: sales of air tickets and provision of travel-related services.
- Property investment business: receiving profit streams from leasing office premises in Hong Kong.

5. 會計估計及判斷(續)

(b) 應用本集團會計政策之主要會計判斷(續)

於聯營公司之權益之減值測試

管理層已考慮上述假設及估值，亦已計及未來業務規劃。估值乃根據於聯營公司之權益於未來之估計現金流量及其他主要假設(該等假設乃根據董事之最佳估計而作出)而定。此估值易受該等參數影響。倘若該等參數出現變動，估值可能需作出重大修訂，繼而可能對本集團之資產淨值及業績構成影響。

6. 分部資料

經營分部按提供有關本集團組成部份資料之內部報告區分。該等資料乃提呈予主要經營決策者，並由其進行審閱，以分配資源及評估表現。

主要經營決策者從地區及服務兩方面考慮業務。

本集團已呈列以下兩個須予呈報分部：

- 旅遊業務：銷售機票及提供旅遊相關服務。
- 物業投資業務：自香港租賃辦公室物業獲取溢利。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

6. SEGMENT INFORMATION (CONTINUED)

The lottery business was discontinued for the year ended 31 December 2017. The segment information reported below does not include any amounts for this discontinued operation, which are described in more detail in note 14 to the consolidated financial statements.

(a) Segment results, assets and liabilities

The travel reportable operating segment derives their revenue primarily from sales of air tickets and provision of travel-related services. Geographically, management considers the performance of the travel business in North America.

The property investment reportable operating segment derives their revenue from leasing office premises in Hong Kong.

In accordance with HKFRS 8, segment information disclosed in these consolidated financial statements has been prepared in a manner consistent with the information used by the Group's CODM for the purposes of assessing segment performance and allocating resources between segments, the Group's CODM monitors the results, assets and liabilities attributable to each reportable segment on the following basis:

6. 分部資料(續)

彩票業務截至二零一七年十二月三十一日止年度已終止。下文呈報的分部資料並不包括該已終止經營業務的任何款項，更多詳情載於綜合財務報表附註14。

(a) 分部業績、資產及負債

旅遊須予呈報經營分部之收益主要來自銷售機票及提供旅遊相關服務。地區方面，管理層會考慮位於北美之旅遊業務表現。

物業投資須予呈報經營分部之收益來自香港租賃辦公室物業。

根據香港財務報告準則第8號，於此等綜合財務報表披露之分部資料乃按與本集團之主要經營決策者用以評估分部表現及於分部之間分配資源之資料貫徹一致之方式編製，本集團之主要經營決策者按照以下基準監察各須予呈報分部應佔之業績、資產及負債：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

6. SEGMENT INFORMATION (CONTINUED)

(a) Segment results, assets and liabilities (continued)

Segment profit represents the profit from each segment without allocation of corporate administrative costs such as directors' emoluments, share of results of associates and joint ventures and corporate finance costs. To arrive at reportable segment profit, the management additionally provides segment information concerning interest income, finance costs and major non-cash items such as depreciation, amortisation and impairment losses derived from reportable segments. Unallocated corporate income mainly comprises amortisation on financial guarantee contract, management fee income from an associate, interest income and other sundry income. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment. Taxation is not allocated to reportable segments.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments.

The revenue from external parties reported to the CODM is measured in a manner consistent with that in the consolidated statement of profit or loss.

All assets are allocated to reportable segments other than amount due from an associate, interests in associates and joint ventures. Unallocated corporate assets mainly include part of the property, plant and equipment as well as cash and cash equivalents of the central administration companies.

6. 分部資料(續)

(a) 分部業績、資產及負債(續)

分部溢利指各分部所賺取之溢利，而並無分配企業行政開支，如董事酬金、應佔聯營公司及合營企業業績以及企業財務成本。於計算須予呈報分部溢利時，管理層額外提供有關利息收入、財務成本及來自須予呈報分部之折舊、攤銷及減值虧損等主要非現金項目之分部資料。未分配企業收入主要包括財務擔保合約攤銷、來自一間聯營公司之管理費收入、利息收入及其他雜項收入。此乃就資源分配及表現評估向主要經營決策者匯報之計量標準。稅項並無分配至須予呈報分部。

收益及開支乃經參考有關分部產生之銷售及開支而分配至須予呈報分部。

呈報予主要經營決策者之外界人士之收益與綜合損益表所用之計量方法一致。

所有資產均分配至須予呈報分部，惟應收一間聯營公司款項、於聯營公司及合營企業的權益則除外。未分配企業資產主要包括中央行政公司之部份物業、廠房及設備以及現金及現金等值項目。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

6. SEGMENT INFORMATION (CONTINUED)

(a) Segment results, assets and liabilities (continued)

All liabilities are allocated to reportable segments other than corporate liabilities. Unallocated corporate liabilities mainly include financial guarantee contracts and part of other payables borne by the central administration companies.

Information regarding the Group's reportable segments as provided to the Group's CODM for the purposes of resource allocation and assessment of segment performance for the year is set out below:

6. 分部資料(續)

(a) 分部業績、資產及負債(續)

所有負債均分配至須予呈報分部，惟企業負債則除外。未分配企業負債主要包括財務擔保合約及中央行政公司承擔之部份其他應付賬款。

於本年度向本集團主要經營決策者提供有關本集團以作分配資源及評估分部表現之須予呈報分部資料載列如下：

Continuing operations 持續經營業務	Travel 旅遊		Property investment 物業投資		Total 合計	
	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Revenue from external customers and reportable segment revenue 外部客戶之收益及須予呈報分部收益	583,425	562,676	6,510	2,172	589,935	564,848
Reportable segment profit/(loss) 須予呈報分部溢利/(虧損)	(15,656)	(7,896)	83,415	1,293	67,759	(6,603)
Share of results of joint ventures 應佔合營企業業績					527	495
Share of results of associates 應佔聯營公司業績					(9,879)	17,513
Unallocated corporate income 未分配企業收入					11,137	20,830
Unallocated corporate expenses 未分配企業開支					(65,069)	(46,785)
Finance costs 財務成本					(106)	(1,749)
Consolidated profit/(loss) before taxation 除稅前綜合溢利/(虧損)					4,369	(16,299)
Taxation 稅項					-	-
Consolidated profit/(loss) for the year 本年度綜合溢利/(虧損)					4,369	(16,299)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

6. SEGMENT INFORMATION (CONTINUED)

6. 分部資料(續)

(a) Segment results, assets and liabilities (continued)

(a) 分部業績、資產及負債(續)

	Travel 旅遊		Property investment 物業投資		Total 合計	
	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Reportable segment assets 須予呈報分部資產	51,089	51,079	294,142	224,454	345,231	275,533
Assets relating to lottery business (now discontinued) 有關彩票業務的資產 (現已終止經營)					-	24,930
Unallocated corporate assets 未分配企業資產					537,087	543,621
— Interests in associates 於聯營公司之權益					-	294,420
— Amount due from an associate 應收一間聯營公司款項					4,411	3,884
— Interests in joint ventures 於合營企業之權益					159,318	46,046
— Corporate assets 企業資產						
					1,046,047	1,188,434
Reportable segment liabilities 須予呈報分部負債	39,873	32,719	1,015	124,298	40,888	157,017
Liabilities relating to lottery business (now discontinued) 有關彩票業務的負債 (現已終止經營)					-	11,885
Unallocated corporate liabilities 未分配企業負債					7,303	13,175
— Corporate liabilities 企業負債						
					48,191	182,077

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

6. SEGMENT INFORMATION (CONTINUED)

6. 分部資料(續)

(b) Other segment information

(b) 其他分部資料

Continuing operations 持續經營業務	Travel 旅遊		Property investment 物業投資		Other corporate entities 其他企業實體		Total 合計	
	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Interest income 利息收入	35	29	9	-	184	82	228	111
Fair value gain on investment properties 投資物業之公平值 收益	-	-	79,185	-	-	-	79,185	-
Depreciation on owned property, plant and equipment 自置物業、廠房及 設備之折舊	(684)	(643)	-	-	(3,472)	(2,878)	(4,156)	(3,521)
Impairment loss recognised on: 就下列各項確認之 減值虧損：								
— intangible assets — 無形資產	(4,557)	(3,167)	-	-	-	-	(4,557)	(3,167)
— trade receivables — 應收貿易賬款	(81)	(18)	-	-	-	-	(81)	(18)
Finance costs 財務成本	-	(4)	(1,435)	(326)	(106)	(1,749)	(1,541)	(2,079)
Additions to non-current assets* 添置非流動資產*	209	169	21,107	191,708	42	22,585	21,358	214,462

* Additions to non-current assets only include the additions to property, plant and equipment and investment properties during the year.

* 添置非流動資產僅只包括於年內添置之物業、廠房及設備以及投資物業。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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6. SEGMENT INFORMATION (CONTINUED)

(c) An analysis of the Group's revenue from all services is as follows:

Continuing operations 持續經營業務		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Sales of air tickets	銷售機票	531,746	510,504
Travel and related service fee income	旅遊及相關服務費收入	51,679	52,172
Rental income	租金收入	6,510	2,172
		589,935	564,848

(d) Geographical information

The following is an analysis of geographical location of (i) the Group's revenue from external customers; and (ii) the Group's non-current assets. The geographical location of customers refers to the location at which the services were provided. The Group's non-current assets included property, plant and equipment, investment properties, intangible assets, interests in associates and joint ventures.

The geographical location of property, plant and equipment and investment properties is based on the physical location of the asset under consideration. In the case of intangible assets, it is based on the location of operations to which these intangibles are allocated. In the case of interests in associates and joint ventures, it is based on the location of operations of such associates and joint ventures.

6. 分部資料(續)

(c) 本集團來自所有服務之收益分析如下：

(d) 地區資料

以下為(i)本集團來自外部客戶之收益；及(ii)本集團之非流動資產之地區地點分析。客戶之地區地點指提供服務之地點。本集團之非流動資產包括物業、廠房及設備、投資物業、無形資產、於聯營公司及合營企業之權益。

物業、廠房及設備以及投資物業之地區地點乃以所考慮資產之實際地點為基準。如屬無形資產，則以該等無形資產獲分配之經營地點為基準。如屬於聯營公司及合營企業之權益，則以該等聯營公司及合營企業之經營地點為基準。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

6. SEGMENT INFORMATION (CONTINUED)

6. 分部資料(續)

(d) Geographical information (continued)

(d) 地區資料(續)

Continuing operations 持續經營業務	Revenue from external customers 來自外部客戶之收益		Non-current assets 非流動資產	
	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Hong Kong (place of domicile) 香港(所在地)	6,510	2,172	314,614	217,407
Macau 澳門	-	-	537,087	543,621
North America 北美	583,425	562,676	15,873	19,620
The People's Republic of China ("PRC") 中華人民共和國(「中國」)	-	-	151	4,490
	589,935	564,848	867,725	785,138

(e) Major customer

There is no single external customer amount to 10% or more of the Group's revenue.

(e) 主要客戶

概無單一外部客戶之收益達至本集團收益10%或以上。

(f) Revenue from major services

The Group's revenue from its major services was listed in note 7 to the consolidated financial statements.

(f) 主要服務之收益

本集團之主要服務之收益載列於綜合財務報表附註7。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

7. REVENUE

The principal activities of the Group are engaged in the travel-related and property investment businesses.

Revenue represents travel-related agency service fee income and rental income. The amount of each significant category of revenue recognised in revenue during the year is as follows:

Continuing operations 持續經營業務

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Rental income	租金收入	6,510	2,172
Travel-related agency service fee income	旅遊相關代理服務費收入		
— Sales of air tickets	— 銷售機票	531,746	510,504
— Travel and related service fee income	— 旅遊及相關服務費收入	51,679	52,172
		583,425	562,676
		589,935	564,848

7. 收益

本集團之主要業務為從事旅遊相關及物業投資業務。

收益指旅遊相關代理服務費收入及租金收入。於年內，各項已於收益內確認之主要類別收益金額如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

8. OTHER REVENUE AND GAINS

8. 其他收益及收入

Continuing operations 持續經營業務		Note 附註	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Other revenue	其他收益			
Interest income	利息收入		228	111
Management fee income from an associate	來自一間聯營公司之 管理費收入		632	512
Write back of long-outstanding trade payables	長期欠付應付貿易賬款 之撥回		161	212
Gain on disposal of property, plant and equipment	出售物業、廠房及設備 之收益		875	1,405
Other income	其他收入		21	198
			1,917	2,438
Other gains	其他收入			
Amortisation on financial guarantee contract	財務擔保合約攤銷	28	10,322	19,995
Net exchange gain	外匯淨收益		1,046	588
			11,368	20,583
Total	合計		13,285	23,021

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

9. PROFIT/(LOSS) BEFORE TAXATION

9. 除稅前溢利／(虧損)

Profit/(loss) before taxation is arrived at after charging the following:

除稅前溢利／(虧損)已扣除下列項目：

Continuing operations 持續經營業務		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
(a) Finance costs	(a) 財務成本		
Interest on bank loans	銀行貸款之利息	1,435	326
Interest on bank overdraft	銀行透支之利息	-	4
Interest on loan from a director and controlling shareholder (note 36(a))	一名董事兼控股股東貸款之利息 (附註 36(a))	106	1,749
		1,541	2,079
(b) Staff costs	(b) 員工成本		
Salaries, wages and other benefits (including directors' emoluments)	薪金、工資及其他福利 (包括董事酬金)	38,448	38,369
Contributions to defined contribution retirement plan	定額供款退休計劃之供款	1,327	1,407
		39,775	39,776
(c) Other operating expenses	(c) 其他經營開支		
Impairment loss recognised on	就以下各項確認之減值虧損		
— intangible assets (note 17)	— 無形資產 (附註 17)	4,557	3,167
— trade receivables (note 21(b))	— 應收貿易賬款 (附註 21(b))	81	18
		4,638	3,185
(d) Other items	(d) 其他項目		
Auditors' remuneration	核數師酬金		
— Audit services	— 核數服務	925	835
— Other services	— 其他服務	400	280
Depreciation on owned property, plant and equipment	自置物業、廠房及設備之折舊	4,156	3,521
Operating lease rentals	經營租賃租金		
— properties	— 物業	7,663	6,932
— plant and equipment	— 廠房及設備	532	448

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

10. TAXATION IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

10. 於綜合損益表之稅項

(a) Taxation in the consolidated statement of profit or loss represents:

(a) 於綜合損益表之稅項指：

Continuing operations 持續經營業務		Note 附註	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Current tax	即期稅項		—	—
Deferred tax	遞延稅項	29(b)	—	—
Tax charge	稅項開支		—	—

Hong Kong Profits Tax is calculated at 16.5% (2016: 16.5%) of the estimated assessable profit for the year. No provision for Hong Kong Profits Tax has been made for both years as the Group has no assessable profits in Hong Kong.

香港利得稅乃就本年度估計應課稅溢利，按16.5%（二零一六年：16.5%）稅率計算。由於本集團於兩個年度內在香概無產生應課稅溢利，因此，概無就香港利得稅作出撥備。

Canadian subsidiaries are subject to Canadian Corporate Income Tax which comprises federal and provincial income taxes. The net federal income tax is calculated at 15% (2016: 15%) and the provincial income tax is calculated at the rates prevailing in the relevant provinces. No provision for Canadian Corporate Income Tax has been made for both years as the Group has no assessable profits arising in Canada.

加拿大附屬公司須繳付加拿大企業所得稅，當中包含聯邦及省級所得稅。淨聯邦所得稅按15%（二零一六年：15%）計算，而省級所得稅則按相關省份之當前稅率計算。由於本集團於兩個年度內概無在加拿大產生應課稅溢利，因此，概無就加拿大企業所得稅作出撥備。

PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% (2016: 25%). No provision for PRC Enterprise Income Tax has been made for both years as the Group has no assessable profits arising in the PRC.

中國附屬公司須按25%（二零一六年：25%）繳付中國企業所得稅。由於本集團於兩個年度內概無在中國產生應課稅溢利，因此，概無就中國企業所得稅作出撥備。

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

於其他司法權區產生之稅項按於相關司法權區之當前稅率計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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10. TAXATION IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

10. 於綜合損益表之稅項(續)

(b) Reconciliation between tax expense and accounting profit/(loss) at applicable tax rates:

(b) 按適用稅率計算之稅項開支與會計溢利／(虧損)之對賬：

Continuing operations 持續經營業務		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Profit/(loss) before taxation	除稅前溢利／(虧損)	4,369	(16,299)
Notional tax on profit/(loss) before tax, calculated at the tax rates applicable to profit/(loss) in the countries concerned	按適用於有關國家溢利／(虧損)之稅率計算之除稅前溢利／(虧損)名義稅項	615	(6,281)
Tax effect of share of results of associates	應佔聯營公司業績之稅項影響	(1,630)	2,890
Tax effect of share of results of joint ventures	應佔合營企業業績之稅項影響	87	82
Tax effect of non-deductible expenses	不可扣稅開支之稅項影響	7,667	5,247
Tax effect of non-taxable revenue	毋須課稅收入之稅項影響	(15,646)	(4,101)
Tax effect of unrecognised tax losses	未確認稅項虧損之稅項影響	8,839	2,686
Unrecognised temporary differences	未確認暫時性差額	68	(523)
Tax expense for the year	本年度稅項開支	—	—

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

11. DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Company Ordinance, Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation (Chapter 622G of the laws of Hong Kong) and the Listing Rules are as follows:

11. 董事酬金

根據公司條例第383(1)條、公司(披露董事利益資料)規例(香港法例第622G章)第2部及上市規則予以披露之董事酬金載列如下：

Name	姓名	Directors' fee		Salaries, allowance and other benefits		Retirement benefit scheme contributions		Total	
		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
<i>Executive Directors</i> 執行董事									
Yeung Hoi Sing, Sonny (Chairman)	楊海成 (主席)	-	-	-	-	-	-	-	-
Ma Ho Man, Hoffman (Deputy chairman)	馬浩文 (副主席)	-	-	607	607	18	18	625	625
<i>Non-executive Director</i> 非執行董事									
Choi Kin Pui, Russelle	蔡健培	120	120	-	-	-	-	120	120
<i>Independent Non-executive Directors</i> 獨立非執行董事									
Yeung Mo Sheung, Ann	楊慕端	120	120	-	-	-	-	120	120
Chin Wing Lok, Ambrose	錢永樂	120	120	-	-	-	-	120	120
Chong Ming Yu	莊名裕	120	120	-	-	-	-	120	120
		480	480	607	607	18	18	1,105	1,105

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

11. DIRECTORS' EMOLUMENTS (CONTINUED)

Notes:

- (a) For the years ended 31 December 2017 and 2016, no directors waived any emoluments and no emoluments were paid by the Group to any of the directors as an inducement to join or upon joining the Group or as compensation for loss of office.
- (b) Director's material interests in transaction, arrangement or contract is stated as below:

Pursuant to an agreement dated 1 December 2008 made between the Company and Mr. Yeung Hoi Sing, Sonny, being a Director and a controlling shareholder of the Company ("Mr. Yeung"), Mr. Yeung provided a HK\$200 million term loan facility to the Company with interest at the prime rate quoted for Hong Kong dollars loans by The Hongkong and Shanghai Banking Corporation Limited. The principal amount of the loan facility was increased up to HK\$290 million on 14 April 2009. The Company paid the interest of approximately HK\$106,000 for the year ended 31 December 2017 (2016: approximately HK\$1,749,000) in relation to this transaction. Other details of the transaction are set out in note 36 to the consolidated financial statements.

Save for contracts amongst group companies and the aforementioned transaction, no other significant transactions, arrangements and contracts to which the Company was a party and in which a director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

11. 董事酬金(續)

附註：

- (a) 截至二零一七年及二零一六年十二月三十一日止年度，概無董事放棄任何酬金，本集團亦無向任何董事支付任何酬金，作為加入本集團或於加入本集團時之獎勵，或作為離職補償。
- (b) 董事於交易、安排或合約中之重大權益載列如下：

根據本公司與董事兼本公司控股股東楊海成先生(「楊先生」)於二零零八年十二月一日訂立之協議，楊先生向本公司提供港幣200,000,000元按香港上海滙豐銀行有限公司所報之港幣貸款最優惠利率計息之有期貨款融資。於二零零九年四月十四日，該筆貸款融資之本金金額已增加至最多港幣290,000,000元。截至二零一七年十二月三十一日止年度，本公司已就此交易支付利息約港幣106,000元(二零一六年：約港幣1,749,000元)。交易之其他詳情載於綜合財務報表附註36。

除集團公司間之合約以及上述交易外，本公司概無訂立其他於年終或於本年度內任何時間仍然生效，而董事於當中直接或間接擁有重大權益之交易、安排及合約。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

12. SENIOR MANAGEMENT'S EMOLUMENTS AND INDIVIDUALS WITH HIGHEST EMOLUMENTS

12. 高級管理人員酬金及最高薪人士

(a) Five highest paid individuals

The five individuals with the highest emoluments were not the Directors for both years. The aggregate of the emoluments in respect of the other five (2016: five) individuals, included two (2016: one) senior management, are as follows:

(a) 五名最高薪人士

兩個年度之五名最高薪人士均並非董事。其餘五名(二零一六年：五名)人士當中包括兩名(二零一六年：一名)高級管理人員，其酬金總額載列如下：

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Salaries, allowances and other benefits	薪金、津貼及其他福利	4,491	4,693
Retirement benefit scheme contributions	退休福利計劃供款	90	81
		4,581	4,774

The emoluments of the five (2016: five) individuals with the highest emoluments are within the following band:

該五名(二零一六年：五名)最高薪人士之酬金介乎下列範圍內：

		Number of individuals 人數	
		2017 二零一七年	2016 二零一六年
Nil – HK\$1,000,000	零至港幣 1,000,000 元	4	3
HK\$1,000,001 to HK\$1,500,000	港幣 1,000,001 元至港幣 1,500,000 元	1	2

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

12. SENIOR MANAGEMENT'S EMOLUMENTS AND INDIVIDUALS WITH HIGHEST EMOLUMENTS (CONTINUED)

(b) Senior management of the Company

The emoluments of the senior management of the Company are within the following band:

		Number of individuals 人數	
		2017 二零一七年	2016 二零一六年
Nil – HK\$1,000,000	零至港幣 1,000,000 元	1	2
HK\$1,000,001 to HK\$1,500,000	港幣 1,000,001 元至 港幣 1,500,000 元	1	–

13. DIVIDENDS

No interim dividend was paid during the year under review (2016: Nil). The Directors do not recommend any payment of a final dividend for the year ended 31 December 2017 (2016: Nil).

12. 高級管理人員酬金及最高薪人士(續)

(b) 本公司高級管理人員

本公司高級管理人員之酬金介乎下列範圍內：

13. 股息

年內並無派付中期股息(二零一六年：無)。董事不建議就截至二零一七年十二月三十一日止年度派付任何末期股息(二零一六年：無)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

14. DISCONTINUED OPERATION

On 8 September 2017, Victory Devotion Limited (“Victory Devotion”), a direct wholly-owned subsidiary of the Company, as vendor entered into a sale and purchase agreement with an independent third party as purchaser to dispose of (i) the 80% equity interest in Honour Rich China Development Limited (“Honour Rich”, together with its subsidiaries (collectively, the “Honour Rich Group”)); (ii) all the shareholder’s loans due and owing by Honour Rich to Victory Devotion in amount of approximately HK\$113.3 million (the “Honour Rich Shareholder Loan”); and (iii) all the loans due and owing by a person who is the ultimate beneficial owner of Up Fly Limited (“Up Fly”), a company which holds 20% equity interest in Honour Rich (the “JV Partner”) in amount of approximately HK\$5.9 million (the “Related Loan”) at a consideration of HK\$12 million. The completion of the said disposal took place on the same date. The operation of the Honour Rich Group represented the entire business segment of lottery business of the Group and therefore the cessation of the business was treated as discontinued operation in these consolidated financial statements in accordance with HKFRS 5 “Non-current Assets Held for Sale and Discontinued Operations”.

The comparative consolidated statement of profit or loss and other comprehensive income, profit/(loss) before taxation stated in these consolidated financial statements and the relevant disclosure notes for profit or loss items are re-presented for discontinued operation in the current year.

14. 已終止經營業務

於二零一七年九月八日，本公司一間直接全資附屬公司致勝有限公司（「致勝」）（作為賣方）與一名獨立第三方（作為買方）訂立買賣協議，出售(i)譽富中國發展有限公司（「譽富」，連同其附屬公司（統稱「譽富集團」））的80%股權；(ii)譽富結欠致勝的所有股東貸款金額約為港幣113,300,000元（「譽富股東貸款」）；以及(iii)一名為飛升有限公司（「飛升」）（持有譽富的20%股權的公司）最終實益擁有人的人士（「合營夥伴」）結欠的所有貸款金額約為港幣5,900,000元（「相關貸款」），代價為港幣12,000,000元。上述出售事項於同日完成。譽富集團之營運乃本集團彩票業務分部之全部業務，故終止業務已按照香港財務報告準則第5號「持作銷售之非流動資產及已終止經營業務」於該等綜合財務報表作為已終止經營業務處理。

於綜合財務報表所載的比較綜合損益及其他全面收益表、除稅前溢利／（虧損）及相關披露損益項目的附註已於本年度就已終止經營業務重新呈報。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

14. DISCONTINUED OPERATION (CONTINUED)

14. 已終止經營業務(續)

(a) The analysis of the results of the discontinued operation included in the consolidated statement of profit or loss are as follows:

(a) 計入綜合損益表之已終止經營業務之業績分析如下：

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Revenue	收益	19,097	8,284
Cost of sales	銷售成本	(1,508)	(2,789)
Gross profit	毛利	17,589	5,495
Other revenue and gains	其他收益及收入	30	548
Administrative expenses	行政開支	(15,345)	(24,346)
Selling expenses	銷售開支	(2,145)	(2,463)
Profit/(loss) before taxation	除稅前溢利/(虧損)	129	(20,766)
Taxation	稅項	-	-
		129	(20,766)
Loss on disposal of subsidiaries (note 31)	出售附屬公司之虧損 (附註31)	(37,954)	-
Loss for the year from discontinued operation	來自已終止經營業務之 本年度虧損	(37,825)	(20,766)
Attributable to:	由以下各項應佔：		
Owners of the Company	本公司股東	(37,851)	(16,613)
Non-controlling interests	非控股權益	26	(4,153)
Loss for the year from discontinued operation	來自已終止經營業務之 本年度虧損	(37,825)	(20,766)
Other comprehensive income/(loss)	其他全面收益/(虧損)		
Exchange differences on translation of financial statements of disposed subsidiaries	換算已出售附屬公司 財務報表所產生之 匯兌差額	2,126	(2,605)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

14. DISCONTINUED OPERATION (CONTINUED)

14. 已終止經營業務(續)

(b) Profit/(loss) before taxation from discontinued operation is arrived at after charging the following:

(b) 來自已終止經營業務之除稅前溢利/(虧損)已扣除下列項目：

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Auditors' remuneration	核數師酬金	–	140
Depreciation on owned property, plant and equipment	自置物業、廠房及設備之折舊	694	1,528
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	5	–
Operating lease rentals of properties	物業經營租賃租金	1,070	1,666
Staff costs	員工成本	10,639	16,556
Other information: Addition to non-current assets	其他資料： 添置非流動資產	–	115

(c) Cash flows from discontinued operation:

(c) 已終止經營業務之現金流量：

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Net cash outflow from operating activities	經營業務之現金流出淨額	(7,496)	(14,883)
Net cash inflow from investing activities	投資活動之現金流入淨額	–	225
Net cash inflow/(outflow) from financing activities	融資活動之現金流入/(流出)淨額	7,521	(36,918)
Net increase/(decrease) in cash and cash equivalent	現金及現金等值項目增加/(減少)淨額	25	(51,576)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

15. (LOSS)/EARNINGS PER SHARE

(a) From continuing and discontinued operations:

The calculation of the basic loss per share attributable to the owners of the Company is based on the following data:

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Loss: Loss for the year attributable to the owners of the Company	虧損： 本公司股東應佔本年度虧損	(29,810)	(30,977)
		2017 二零一七年 '000 Shares 千股	2016 二零一六年 '000 Shares 千股
Number of shares: Weighted average number of shares for the purpose of basic loss per share	股份數目： 計算每股基本虧損之股份加權平均數	4,926,491	4,926,491

Diluted loss per share for the years ended 31 December 2017 and 2016 was the same as the basic loss per share. There were no potential dilutive ordinary shares outstanding for both years presented.

15. 每股(虧損)/盈利

(a) 來自持續經營及已終止經營業務：

本公司股東應佔每股基本虧損乃根據以下數據計算：

截至二零一七年及二零一六年十二月三十一日止年度，每股攤薄虧損相等於每股基本虧損。於該兩個呈報年度內概無發行在外之潛在攤薄普通股。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

15. (LOSS)/EARNINGS PER SHARE (CONTINUED)

15. 每股(虧損)/盈利(續)

(b) From continuing operations:

The calculation of the basic (loss)/earnings per share from continuing operations attributable to the owners of the Company is based on the following data:

(b) 來自持續經營業務：

本公司股東應佔持續經營業務之每股基本(虧損)/盈利乃根據以下數據計算：

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Loss:	虧損：		
Loss for the year attributable to the owners of the Company	本公司股東應佔本年度虧損	(29,810)	(30,977)
Add: Loss for the year attributable to the owners of the Company from discontinued operation	加：來自已終止經營業務之本公司股東應佔本年度虧損	37,851	16,613
		8,041	(14,364)

The denominators used are the same as those detailed above for both basic and diluted (loss)/earnings per share.

所用分母相等於上文所詳述每股基本及攤薄(虧損)/盈利之分母。

Diluted (loss)/earnings per share for the years ended 31 December 2017 and 2016 was the same as the basic (loss)/earnings per share. There were no potential dilutive ordinary shares outstanding for both years presented.

截至二零一七年及二零一六年十二月三十一日止年度，每股攤薄(虧損)/盈利相等於每股基本(虧損)/盈利。於該兩個呈報年度內概無發行在外之潛在攤薄普通股。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

15. (LOSS)/EARNINGS PER SHARE (CONTINUED)

(c) From discontinued operation:

The calculation of the basic loss per share from discontinued operation attributable to the owners of the Company is based on the following data:

	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Loss:		
Loss for the year attributable to the owners of the Company from discontinued operation	(37,851)	(16,613)
虧損：		
來自已終止經營業務之本公司股東應佔本年度虧損		

The denominators used are the same as those detailed above for both basic and diluted loss per share.

Diluted loss per share for the years ended 31 December 2017 and 2016 was the same as the basic loss per share. There were no potential dilutive ordinary shares outstanding for both years presented.

15. 每股(虧損)/盈利(續)

(c) 來自已終止經營業務：

本公司股東應佔已終止經營業務之每股基本虧損乃根據以下數據計算：

所用分母相等於上文所詳述每股基本及攤薄虧損之分母。

截至二零一七年及二零一六年十二月三十一日止年度，每股攤薄虧損相等於每股基本虧損。於該兩個呈報年度內概無發行在外之潛在攤薄普通股。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Freehold land and building 永久業權 土地及樓宇 HK\$'000 港幣千元	Leasehold improvements 租賃裝修 HK\$'000 港幣千元	Furniture, fittings and office equipment 傢俬、裝置 及辦公室設備 HK\$'000 港幣千元	Motor vehicles 汽車 HK\$'000 港幣千元	Motor yacht 遊艇 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
Cost	成本						
At 1 January 2016	於二零一六年一月一日	14,668	4,211	10,088	3,873	4,700	37,540
Additions	添置	-	85	237	2,500	20,047	22,869
Disposals	出售	(2,182)	(1,034)	(193)	(1,568)	-	(4,977)
Acquisition of assets (note 33)	收購資產(附註33)	-	-	-	54	-	54
Exchange alignment	匯兌調整	484	14	(546)	10	-	(38)
At 31 December 2016 and 1 January 2017	於二零一六年 十二月三十一日及 二零一七年一月一日	12,970	3,276	9,586	4,869	24,747	55,448
Additions	添置	-	64	138	49	-	251
Disposals	出售	-	-	(181)	-	(4,700)	(4,881)
Derecognised on disposal of subsidiaries (note 31)	於出售附屬公司時終止 確認(附註31)	-	(1,156)	(8,674)	-	-	(9,830)
Exchange alignment	匯兌調整	1,001	306	1,114	-	-	2,421
At 31 December 2017	於二零一七年 十二月三十一日	13,971	2,490	1,983	4,918	20,047	43,409
Accumulated depreciation	累計折舊						
At 1 January 2016	於二零一六年一月一日	1,781	2,685	4,081	2,155	4,700	15,402
Charge for the year	年內支出	327	309	1,613	1,129	1,671	5,049
Written back on disposals	出售時撥回	(252)	(768)	(184)	(1,568)	-	(2,772)
Exchange alignment	匯兌調整	56	143	(344)	10	-	(135)
At 31 December 2016 and 1 January 2017	於二零一六年 十二月三十一日及 二零一七年一月一日	1,912	2,369	5,166	1,726	6,371	17,544
Charge for the year	年內支出	327	182	933	1,403	2,005	4,850
Disposals	出售	-	-	(181)	-	(4,700)	(4,881)
Eliminate on disposal of subsidiaries (note 31)	出售附屬公司時對銷 (附註31)	-	(825)	(4,811)	-	-	(5,636)
Exchange alignment	匯兌調整	165	393	674	-	-	1,232
At 31 December 2017	於二零一七年 十二月三十一日	2,404	2,119	1,781	3,129	3,676	13,109
Carrying amount	賬面值						
At 31 December 2017	於二零一七年 十二月三十一日	11,567	371	202	1,789	16,371	30,300
At 31 December 2016	於二零一六年 十二月三十一日	11,058	907	4,420	3,143	18,376	37,904

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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16. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

16. 物業、廠房及設備(續)

		At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Freehold land and building held outside Hong Kong	於香港以外地區持有之 永久業權土地及樓宇	11,567	11,058

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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17. INTANGIBLE ASSETS

17. 無形資產

		Trademark 商標 HK\$'000 港幣千元	Client list 客戶名單 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
Cost	成本			
At 1 January 2016	於二零一六年一月一日	24,354	6,807	31,161
Exchange alignment	匯兌調整	797	224	1,021
At 31 December 2016 and 1 January 2017	於二零一六年 十二月三十一日及 二零一七年一月一日	25,151	7,031	32,182
Exchange alignment	匯兌調整	1,927	538	2,465
At 31 December 2017	於二零一七年 十二月三十一日	27,078	7,569	34,647
Accumulated amortisation and impairment losses	累計攤銷及減值虧損			
At 1 January 2016	於二零一六年一月一日	(13,521)	(6,807)	(20,328)
Impairment loss	減值虧損	(3,167)	-	(3,167)
Exchange alignment	匯兌調整	(442)	(224)	(666)
At 31 December 2016 and 1 January 2017	於二零一六年 十二月三十一日及 二零一七年一月一日	(17,130)	(7,031)	(24,161)
Impairment loss	減值虧損	(4,557)	-	(4,557)
Exchange alignment	匯兌調整	(1,464)	(538)	(2,002)
At 31 December 2017	於二零一七年 十二月三十一日	(23,151)	(7,569)	(30,720)
Carrying amount At 31 December 2017	賬面值 於二零一七年 十二月三十一日	3,927	-	3,927
At 31 December 2016	於二零一六年 十二月三十一日	8,021	-	8,021

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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17. INTANGIBLE ASSETS (CONTINUED)

Trademark

The trademark named as “Jade Tours” is a well-known travel agency brand registered in Canada. The Directors assessed that the trademark is having indefinite useful lives because the trademark was expected to contribute to net cash inflow indefinitely and can be renewed by the Group at minimal cost.

In accordance with HKAS 36, the Group completed its annual impairment test for the trademark by comparing its recoverable amount to its carrying amount as at 31 December 2017 and 2016. The Group has conducted a valuation of the trademark based on the value in use calculations. With reference to the valuations carried out by the Valuer, the recoverable amount of the trademark is lower than its carrying amount. The recoverable amount of trademark was reduced equivalent to approximately HK\$3,927,000 (2016: equivalent to approximately HK\$8,021,000). Therefore, an impairment loss equivalent to approximately HK\$4,557,000 has been recognised for the year ended 31 December 2017 (2016: equivalent to approximately HK\$3,167,000). The recognition of impairment loss is mainly contributed by the decline in profit forecast of the travel business in Canada. Any adverse change in the assumptions used in the calculation of the recoverable amount would result in further impairment loss.

17. 無形資產(續)

商標

「翡翠旅遊」商標名稱乃加拿大知名註冊旅遊代理品牌。由於商標預期可無限期貢獻現金流入淨額，並可由本集團以微不足道之成本續新，故董事評估商標之可使用年期為無限。

根據香港會計準則第36號，本集團將商標之可收回金額與其於二零一七年及二零一六年十二月三十一日之賬面值作比較，藉以完成對商標之年度減值測試。本集團已根據使用價值計算方法為商標進行估值。參考估值師進行之估值，商標之可收回金額低於其賬面值。商標之可收回金額減少至相等於約港幣3,927,000元(二零一六年：相等於約港幣8,021,000元)。故此，截至二零一七年十二月三十一日止年度已確認減值虧損相等於約港幣4,557,000元(二零一六年：相等於約港幣3,167,000元)。確認減值虧損主要由於加拿大旅遊業務溢利預測下降所致。用於計算可收回金額之假設如有任何不利變動，均可能產生進一步減值虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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17. INTANGIBLE ASSETS (CONTINUED)

Trademark (continued)

The valuation of the trademark is based on the relief-from-royalty method and uses cash flow projections based on financial estimates covering a five-year period, the expected sales deriving from the trademark in the travel CGU and a pre-tax discount rate of 25.82% (2016: 16.30%). The cash flows beyond the five-year period are extrapolated using a steady 2.00% (2016: 1.32%) growth rate. This growth rate does not exceed the long-term average growth rate for travel markets in which the Group operates. The values assigned to the above assumptions reflect past experience and are consistent with management plans for focusing operations in these markets. Management believes that the assumption is reasonably achievable.

Client List

The Directors assessed that the client list is having 15 years of useful lives from the date of acquisition. The carrying amount of the client list was fully impaired in the year ended 31 December 2014. The recognition of impairment loss is mainly contributed by the increase in contributory charge of fixed assets.

17. 無形資產(續)

商標(續)

商標之估值按免納專利權使用費方法計算，並採用根據涵蓋五年期之財務估計、預期來自旅遊現金產生單位之商標之銷售額以及除稅前貼現率25.82%(二零一六年：16.30%)得出之現金流量預測進行。超逾五年期之現金流量則採用穩定增長率2.00%(二零一六年：1.32%)推算。有關增長率並不超過本集團經營所在旅遊市場之長期平均增長率。上述假設之相關價值反映過往經驗，並與管理層專注於該等市場業務之計劃相符。管理層相信該假設可合理實踐。

客戶名單

董事評估客戶名單之可使用年期為收購日期起計15年。客戶名單之賬面值於截至二零一四年十二月三十一日止年度已全面減值。確認減值虧損主要來自固定資產之繳納支出增加。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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18. INVESTMENT PROPERTIES

18. 投資物業

Fair value		HK\$'000
公平值		港幣千元
At 1 January 2016	於二零一六年一月一日	—
Addition	添置	191,708
At 31 December 2016 and 1 January 2017	於二零一六年十二月三十一日及 二零一七年一月一日	191,708
Addition	添置	21,107
Increase in fair value recognised in the consolidated statement of profit or loss	於綜合損益表內確認之公平值增加	79,185
At 31 December 2017	於二零一七年十二月三十一日	292,000

A fair value gain on the investment properties of approximately HK\$79,185,000 was recognised in the consolidated statement of profit or loss for the year ended 31 December 2017 (2016: Nil). The direct operating expense from investment properties is amounting to approximately HK\$776,000 (2016: approximately HK\$381,000) and the rental income generated from the investment properties is approximately HK\$6,510,000 (2016: approximately HK\$2,172,000).

The fair value of the investment properties for the year ended 31 December 2017 and 2016 has been arrived at on the basis of valuations carried out on the respective date by the Valuers who have appropriate qualification and recent experience in the valuation of similar property in the relevant locations. The highest and best use of the investment properties are its current use in estimating the fair value of the properties.

The fair value of investment properties located in Hong Kong is determined using combination of income capitalisation method and direct comparison method (2016: direct comparison method) by reference to recent sales price of comparable properties on a price per saleable square foot basis.

截至二零一七年十二月三十一日止年度，投資物業之公平值收益約港幣79,185,000元於綜合損益表中確認(二零一六年：無)。來自投資物業之直接經營開支約為港幣776,000元(二零一六年：約港幣381,000元)，而來自投資物業之租金收入約為港幣6,510,000元(二零一六年：約港幣2,172,000元)。

截至二零一七年及二零一六年十二月三十一日止年度，投資物業之公平值已由具備適當資格並於相關地區之類似物業估值方面具有近期經驗之估值師，於相關日期按估值基準達致。在估計物業之公平值時，投資物業之最高及最佳用途為其目前用途。

位於香港之投資物業之公平值乃經參考可比較物業近期售價按每平方米實用面積價格基準以採用合併收入資本化法及直接比較法(二零一六年：直接比較法)釐定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

18. INVESTMENT PROPERTIES (CONTINUED)

The following tables analyses the fair value of investment properties at different levels defined as follows:

		Level 1	Level 2	Level 3
		第一級	第二級	第三級
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
Recurring fair value measurements	經常性公平值計量			
At 31 December 2017	於二零一七年 十二月三十一日	–	–	292,000
At 31 December 2016	於二零一六年 十二月三十一日	–	191,700	–

The Group's policy is to recognise transfers into and transfers out the fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

During the year, the valuation technique of certain investment properties, was changed from direct comparison method to combination of income capitalisation method and direct comparison method because it can more reliably reflect the conditions of the current property market in Hong Kong.

The fair value of the Existing Property (as defined hereinafter) categorised into level 2 of the fair value hierarchy was changed to level 3 of the fair value hierarchy.

18. 投資物業(續)

下表按不同層級分析投資物業的公平值，而有關層級的定義如下：

本集團之政策是當導致轉移之事件或情況變化發生之日之時確認公平值架構級別之轉入及轉出。

於年內，若干投資物業的估值方法由直接比較法轉為合併收入資本化法及直接比較法，此乃由於此更能可靠反映目前香港物業市場的狀況所致。

現有物業(定義見下文)的公平值分類由公平值架構第二級變更為公平值架構第三級。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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18. INVESTMENT PROPERTIES (CONTINUED)

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

18. 投資物業(續)

下表描述本集團投資物業的公平值層級計量：

Description	Fair value at 31 December 2017 於二零一七年十二月三十一日之公平值 HK\$'000 港幣千元	Valuation technique	Fair value hierarchy	Significant unobservable inputs	Range or weighted average
描述		估值方法	公平值層級	重大不可觀察輸入數據	範圍或加權平均
Units 1003-1004A, Tower 1, Admiralty Centre ("Existing Property") 海富中心1座1003室及1004A室(「現有物業」)	269,000	Income capitalisation method and direct comparison method 收入資本化法及直接比較法	Level 3 第三級	Estimated price per saleable square foot 估計每平方呎實用面積價格	HK\$31,994 to HK\$61,728 港幣31,994元至港幣61,728元
				Estimated monthly rent value per saleable square foot 估計每月每平方呎實用面積租金價值	HK\$52 to HK\$103 港幣52元至港幣103元
				Capitalisation rate 資本化率	1.8%
13/F, Sing-Ho Finance Building, Wanchai 灣仔信和財務大廈13樓	23,000	Income capitalisation method and direct comparison method 收入資本化法及直接比較法	Level 3 第三級	Estimated price per saleable square foot 估計每平方呎實用面積價格	HK\$17,347 to HK\$21,322 港幣17,347元至港幣21,322元
				Estimated monthly rent value per saleable square foot 估計每月每平方呎實用面積租金價值	HK\$28 to HK\$30 港幣28元至港幣30元
				Capitalisation rate 資本化率	2.5%
Description	Fair value at 31 December 2016 於二零一六年十二月三十一日之公平值 HK\$'000 港幣千元	Valuation technique	Fair value hierarchy	Significant observable inputs	Range or weighted average
描述		估值方法	公平值層級	重大可觀察輸入數據	範圍或加權平均
Units 1003-1004A, Tower 1, Admiralty Centre 海富中心1座1003室及1004A室	191,700	Direct comparison method 直接比較法	Level 2 第二級	Price per gross square foot 每平方呎建築面積價格	HK\$28,378 to HK\$36,191 港幣28,378元至港幣36,191元

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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18. INVESTMENT PROPERTIES (CONTINUED)

As at 31 December 2017, the valuations of investment properties were based on either the investment method which capitalises the rent receivables from the existing tenancies and the potential reversionary market rent of the properties or direct comparison method by reference to comparable market transactions.

A significant increase/(decrease) in estimated rental value per saleable square foot in isolation would result in a significantly higher/(lower) fair value of the investment properties. A significant increase/(decrease) in the capitalisation rate in isolation would result in a significantly lower/(higher) fair value of the investment properties.

A significant increase/(decrease) in price per saleable square foot in isolation would result in significantly higher/(lower) fair value of the investment properties.

The Directors believe that any possible changes in input values would not cause significant change in fair value of the investment properties.

The properties are either leased out in return of receiving rental income or held for capital appreciation and are measure using the fair value model and are classified and accounted as investment properties.

For the year ended 31 December 2017, the Group had pledged one of the investment properties with a carrying amount of approximately HK\$269.0 million (2016: approximately HK\$191.7 million) to secure a bank loan granted to the Group (note 26).

18. 投資物業(續)

於二零一七年十二月三十一日，投資物業乃根據投資法(即將物業的現行租賃應收之租金及潛在復歸市場租金資本化)或直接比較法(即參考可資比較市場交易)進行估值。

估計每平方呎實用面積租金價值單獨大幅增加/(減少)會令投資物業之公平值大幅上升/(下降)。資本化率單獨大幅增加/(減少)會令投資物業之公平值大幅下降/(上升)。

每平方呎實用面積價格單獨大幅增加/(減少)會令投資物業之公平值大幅上升/(下降)。

董事相信，輸入數據之任何可能變動將不會對投資物業之公平值造成重大變動。

物業是為換取租金收入而租出或持作資本升值，採用公平值模式計量並分類及入賬為投資物業。

截至二零一七年十二月三十一日止年度，本集團已抵押其中一項投資物業，賬面值約為港幣269,000,000元(二零一六年：約港幣191,700,000元)以為授予本集團的銀行貸款作出抵押(附註26)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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19. INTERESTS IN ASSOCIATES

19. 於聯營公司之權益

		Note	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Deemed capital contribution	視作資本出資	(b)	103,200	99,978
Goodwill	商譽	(c)	19,409	19,409
Share of results of associates	應佔聯營公司業績		96,936	106,815
			219,545	226,202
Amounts due from associates (note 36(b))	應收聯營公司款項 (附註 36(b))	(d)	317,542	611,839
			537,087	838,041
Less: Amounts shown under current assets	減：流動資產中列示 金額	(d)	–	(294,420)
Amount shown under non-current assets	非流動資產中列示金額		537,087	543,621

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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19. INTERESTS IN ASSOCIATES (CONTINUED)

Reconciliation of the above summarised financial information to the carrying amount of the interests in associates recognised in the consolidated financial statements:

19. 於聯營公司之權益(續)

上文概列之財務資料與綜合財務報表中所確認於聯營公司之權益賬面值之對賬：

		At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Net liabilities of the associates	聯營公司負債淨額	(293,371)	(279,131)
Add: Non-controlling interests	加：非控股權益	-	5,922
Net liabilities attributable to owners of associate	聯營公司股東應佔負債淨額	(293,371)	(273,209)
Proportion of the Group's ownership interest	本集團之擁有權權益比例	49%	49%
Share of net liabilities of the associates	應佔聯營公司負債淨額	(143,751)	(133,872)
Goodwill	商譽	19,409	19,409
Effect of fair value adjustments at acquisition	收購時公平值調整之影響	240,687	240,687
Deemed capital contribution	視作資本出資	103,200	99,978
Amounts due from associates (note 36(b))	應收聯營公司款項 (附註 36(b))	317,542	611,839
		537,087	838,041

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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19. INTERESTS IN ASSOCIATES (CONTINUED)

- (a) The following list contains only the particulars of associates, all of which are unlisted corporate entities, which principally affected the results or assets of the Group:

19. 於聯營公司之權益(續)

- (a) 下表僅載列對本集團業績或資產構成主要影響之聯營公司之詳情，該等聯營公司均為非上市法人實體：

Name of associate 聯營公司名稱	Place of incorporation/ operations 註冊成立/ 營業地點	Particulars of issued and paid up share capital 已發行及 繳足股本詳情	Proportion of ownership interest 擁有權益比例			Principal activity 主要業務
			Group's effective interest 本集團 實際權益 %	Held by the Company 由本公司 持有 %	Held by a subsidiary 由一間 附屬公司 持有 %	
Pier 16 – Property Development (note) 十六浦物業發展(附註)	Macau 澳門	100,000 shares of MOP100 each 100,000股每股面值 100澳門元之股份	49	–	49	Property holding 物業控股

Note: As at 31 December 2017 and 2016, Pier 16 – Property Development held the equity interests of the following companies with the details as below:

附註：於二零一七年及二零一六年十二月三十一日，十六浦物業發展持有下列公司股權，詳情如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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19. INTERESTS IN ASSOCIATES (CONTINUED)

19. 於聯營公司之權益(續)

(a) The following list contains only the particulars of associates, all of which are unlisted corporate entities, which principally affected the results or assets of the Group: (Continued)

(a) 下表僅載列對本集團業績或資產構成主要影響之聯營公司之詳情，該等聯營公司均為非上市法人實體：(續)

Name of associate 聯營公司名稱	Place of incorporation/ operations 註冊成立/ 營業地點	Particulars of issued and paid up share capital 已發行及繳足股本詳情	Proportion of effective interest held by Pier 16 – Property Development 由十六浦物業發展持有實際權益比例		Principal activity 主要業務
			2017 二零一七年 %	2016 二零一六年 %	
Pier 16 – Entertainment Group Corporation Limited 十六浦娛樂集團有限公司	Macau 澳門	2 shares of MOP24,000 and MOP1,000 respectively 2股分別面值24,000澳門元及1,000澳門元之股份	100	100	Provision of management services for casino operations 為娛樂場營運提供管理服務
Pier 16 – Gaming Promotion, Limited 十六浦中介人一人有限公司	Macau 澳門	1 share of MOP50,000 1股面值50,000澳門元之股份	100	100	Provision of gaming promotion services 提供博彩中介人服務
Pier 16 – Management Limited 十六浦管理有限公司	Macau/Hong Kong and Macau 澳門/香港及澳門	2 shares of MOP24,000 and MOP1,000 respectively 2股分別面值24,000澳門元及1,000澳門元之股份	100	100	Hotel management 酒店管理
Pier 16 – 3D Limited 十六浦3D有限公司	Macau 澳門	2 shares of MOP48,000 and MOP2,000 respectively 2股分別面值48,000澳門元及2,000澳門元之股份	100	51	Investment and management of play centre 投資及管理遊樂中心

Notes to the Consolidated Financial Statements (Continued)

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19. INTERESTS IN ASSOCIATES (CONTINUED)

(b) The deemed capital contribution is referenced to the financial guarantee contract (note 28) granted by the Group to the associates.

(c) **Goodwill**

Because goodwill is included in the carrying amount of the interests in associates and is not separately recognised, it is not tested for impairment separately by applying the requirements for impairment testing in HKAS 36. Instead, the entire carrying amount of the interests in associates is tested for impairment as set out in note 19(d) below.

(d) The amounts due from associates are unsecured, interest-free and have no fixed terms of repayment. Their carrying amounts are not materially different from their fair value.

In view of the maturity of the syndicated loan facilities granted to Pier 16 – Property Development on 29 June 2017 and for the purposes of, among others, refinancing the syndicated loan facilities and financing the repayment of certain shareholders' loans previously advanced to Pier 16 – Property Development, Pier 16 – Property Development entered into the Amended Facility Agreement with, among others, a bank as lender in June 2017. Pursuant to the Amended Facility Agreement, the maturity date under the syndicated loan facilities agreement was extended to 28 June 2022 and the facility amount was revised to the aggregate amounts of HK\$735 million and MOP273 million. The Revised Loan Facilities are secured, among others, a serval guarantee provided by the Company.

19. 於聯營公司之權益(續)

(b) 視作資本出資指本集團向聯營公司發出之財務擔保合約(附註28)。

(c) **商譽**

由於商譽列入於聯營公司之權益賬面值，並無獨立確認，故毋須應用香港會計準則第36號之減值測試規定進行獨立減值測試。然而，誠如下文附註19(d)所載，於聯營公司之權益之全部賬面值均接受減值測試。

(d) 應收聯營公司款項為無抵押、免息及並無固定還款期。該等款項之賬面值與其公平值並無重大差異。

十六浦物業發展獲授的銀團貸款融資於二零一七年六月二十九日到期，且為了(其中包括)將銀團貸款融資再融資和撥資償還先前墊付予十六浦物業發展的若干股東貸款，十六浦物業發展於二零一七年六月與(其中包括)一間銀行(作為貸款人)，訂立經修訂融資協議。根據經修訂融資協議，將銀團貸款融資協議之到期日延長至二零二二年六月二十八日，融資金額亦修訂為合共港幣735,000,000元及273,000,000澳門元。經修訂貸款融資由(其中包括)本公司提供的若干擔保所抵押。

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綜合財務報表附註(續)

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19. INTERESTS IN ASSOCIATES (CONTINUED)

(d) (Continued)

In 2016, as for the purpose of repayment of shareholders' loan, amount due from an associate of approximately HK\$294.4 million was reclassified to current assets as it is expected to be recoverable from the associate within next twelve months from the end of the reporting period.

The Group completed its annual impairment test for interests in associates by comparing the recoverable amount of interests in associates to its carrying amount as at 31 December 2017 and 2016. The Group has engaged the Valuer to carry out a valuation of the interests in associates as at 31 December 2017 based on the value in use calculations. This valuation uses cash flow projections based on financial estimates covering a five-year period, and a pre-tax discount rate of 12.19% (2016: 12.81%). The cash flows beyond the five-year period are extrapolated using a steady 3.00% (2016: 4.92%) growth rate for the casino and hotel industries in which are operated by associates. The values assigned to the above assumptions reflect past experience and are consistent with management plans for focusing operations in these markets. Management believes that the assumption is reasonably achievable.

19. 於聯營公司之權益(續)

(d) (續)

於二零一六年，就償還股東貸款而言，因預期應收一間聯營公司款項約港幣294,400,000元自報告期末起未來十二個月內可自該聯營公司收回，故此款項重新分類至流動資產。

本集團將其於聯營公司之權益之可收回金額與其於二零一七年及二零一六年十二月三十一日之賬面值作比較，藉以完成其對於聯營公司之權益之年度減值測試。本集團已委聘估值師根據使用價值計算方法為截至二零一七年十二月三十一日其於聯營公司之權益進行估值。是次估值採用根據涵蓋五年期之財務估計以及除稅前貼現率12.19%(二零一六年：12.81%)得出之現金流量預測進行。超逾五年期之現金流量採用聯營公司所經營娛樂場及酒店業之穩定增長率3.00%(二零一六年：4.92%)推算。上述假設之相關價值反映過往經驗，並與管理層專注於該等市場業務之計劃一致。管理層相信該假設可合理實踐。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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19. INTERESTS IN ASSOCIATES (CONTINUED)

- (e) The following is summary of aggregate amounts of assets, liabilities, revenue, and results of the Group's associates:

19. 於聯營公司之權益(續)

- (e) 本集團聯營公司之資產、負債、收益及業績總額概述如下：

		At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Non-current assets	非流動資產	881,772	1,092,509
Current assets	流動資產	337,183	645,831
Current liabilities	流動負債	(418,987)	(1,332,539)
Non-current liabilities	非流動負債	(1,093,339)	(684,932)
Net liabilities	負債淨額	(293,371)	(279,131)
		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Revenue	收益	609,668	721,435
Other revenue and gains	其他收益及收入	16,534	17,168
(Loss)/profit for the year	本年度(虧損)/溢利	(20,162)	33,324

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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20. INTERESTS IN JOINT VENTURES

20. 於合營企業之權益

		At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Share of net assets	應佔資產淨值	2,941	2,414
Amount due from a joint venture (note 36(b))	應收一間合營企業款項 (附註 36(b))	10,170	10,170
	(c)		
Less: Impairment loss	減：減值虧損	13,111 (8,700)	12,584 (8,700)
	(d)		
		4,411	3,884

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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20. INTERESTS IN JOINT VENTURES (CONTINUED)

Reconciliation of the above summarised financial information to the carrying amount of the interests in joint ventures recognised in the consolidated financial statements:

20. 於合營企業之權益(續)

上文概列之財務資料與綜合財務報表中所確認於合營企業之權益賬面值之對賬：

		At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Net assets of the joint venture	合營企業之資產淨值	11,604	10,284
Less: Non-controlling interests	減：非控股權益	(5,722)	(5,456)
Net assets attributable to owners of joint venture	合營企業股東應佔資產淨值	5,882	4,828
Proportion of the Group's ownership interest	本集團之擁有權權益比例	50%	50%
Share of net assets of the joint venture	應佔合營企業之資產淨值	2,941	2,414
Amount due from a joint venture (note 36(b))	應收一間合營企業款項 (附註 36(b))	10,170	10,170
Less: Impairment loss	減：減值虧損	(8,700)	(8,700)
		4,411	3,884

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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20. INTERESTS IN JOINT VENTURES (CONTINUED)

20. 於合營企業之權益(續)

(a) Details of the Group's interests in the joint ventures are as follows:

(a) 本集團於合營企業之權益詳情如下：

Name of joint venture	Form of business structure	Place of incorporation	Particulars of issued and paid up share capital	Group's effective interest	Principal activity
合營企業名稱	業務架構形式	註冊成立地點	已發行及繳足股本詳情	本集團實際權益	主要業務
Surplus Win Enterprises Limited (note) 盈勝企業有限公司(附註)	Incorporated 註冊成立	BVI 英屬處女群島	2 shares of USD1 each 2股每股面值1美元之股份	50%	Investment holding 投資控股

Note: As at 31 December 2017 and 2016, Surplus Win Enterprises Limited held 80% effective interests in Double Diamond International Limited ("Double Diamond", a company incorporated in the BVI with limited liability). The principal activity of Double Diamond is pier operation in Macau.

附註：於二零一七年及二零一六年十二月三十一日，盈勝企業有限公司持有 Double Diamond International Limited (「Double Diamond」，一間於英屬處女群島註冊成立之有限公司)之80%實際權益。Double Diamond 主要在澳門營運碼頭業務。

(b) Aggregate financial information of joint ventures that are not individually material:

(b) 個別並不重大之合營企業之財務資料總述：

		At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Non-current assets	非流動資產	29,293	29,293
Current assets	流動資產	3,003	1,568
Current liabilities	流動負債	(20,692)	(20,577)
Net assets	資產淨值	11,604	10,284

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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20. INTERESTS IN JOINT VENTURES (CONTINUED)

20. 於合營企業之權益(續)

(b) Aggregate financial information of joint ventures that are not individually material: (Continued)

(b) 個別並不重大之合營企業之財務資料總述：(續)

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Revenue	收益	1,731	1,632
Expenses	開支	(411)	(393)
Profit before taxation	除稅前溢利	1,320	1,239
Taxation	稅項	-	-
Profit for the year	本年度溢利	1,320	1,239

The above amounts of assets and liabilities include the following:

上述資產及負債金額包括以下各項：

		At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Cash and cash equivalents	現金及現金等值項目	3,003	1,568
Amounts due to shareholders	應付股東款項	(20,340)	(20,340)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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20. INTERESTS IN JOINT VENTURES (CONTINUED)

- (c) The amount due from a joint venture is unsecured, interest-free and has no fixed terms of repayment.
- (d) The Group has advanced HK\$12 million to the joint venture to finance the acquisition of certain assets. In the opinion of the Directors, the Group will not demand for repayment within twelve months from the end of the reporting period and is therefore classified as non-current assets.

As at 31 December 2017, the carrying amount of amount due from a joint venture was approximately HK\$10.2 million (2016: approximately HK\$10.2 million).

As at 31 December 2017, the accumulated impairment loss of interests in joint ventures was approximately HK\$8.7 million (2016: approximately HK\$8.7 million), which is considered to be adequate as there are no indication for further impairment. The recoverable amount of this advance is determined based on the net cash flows from operations estimated by the management for the coming five years.

20. 於合營企業之權益(續)

- (c) 應收一間合營企業款項為無抵押、免息及並無固定還款期。
- (d) 本集團已向合營企業墊付港幣12,000,000元，為收購若干資產提供資金。董事認為，本集團將不會要求於報告期末起十二個月內還款，故已將該筆墊款分類為非流動資產。

於二零一七年十二月三十一日，應收一間合營企業款項之賬面值約為港幣10,200,000元(二零一六年：約港幣10,200,000元)。

於二零一七年十二月三十一日，於合營企業之權益之累計減值虧損約為港幣8,700,000元(二零一六年：約港幣8,700,000元)，由於並無跡象顯示需進一步作出減值，故被視為足夠。該筆墊款之可收回金額乃按管理層對未來五年經營所得之現金流量淨額之估計釐定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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21. TRADE AND OTHER RECEIVABLES

21. 應收貿易賬款及其他應收賬款

		At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Trade receivables	應收貿易賬款	7,344	4,385
Less: Impairment loss recognised on trade receivables	減：就應收貿易賬款確認 之減值虧損	(81)	(18)
		7,263	4,367
Other receivables	其他應收賬款	651	14,676
Trade and other receivables	應收貿易賬款及其他應收 賬款	7,914	19,043
Prepayments and deposits	預付款項及按金	10,688	15,971
		18,602	35,014

All of the trade and other receivables are expected to be recovered within one year.

所有應收貿易賬款及其他應收賬款預期於一年內收回。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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21. TRADE AND OTHER RECEIVABLES (CONTINUED)

(a) Aging analysis

Included in trade and other receivables, the aging analysis for trade receivables, based on the due date and net of impairment loss, is as follows:

		At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Current	即期	4,921	3,514
31 to 60 days overdue	逾期31至60日	834	419
61 to 90 days overdue	逾期61至90日	962	129
Over 90 days overdue	逾期超過90日	546	305
		7,263	4,367

The Group normally allows an average credit period of 30 days to customers of travel business (2016: average credit period of 30 days). For the customers of property investment business, no credit period was granted. Further details on the Group's credit policy are set out in note 4(b)(i).

21. 應收貿易賬款及其他應收 賬款(續)

(a) 賬齡分析

包括在應收貿易賬款及其他應收賬款中之應收貿易賬款按到期日及扣除減值虧損後之賬齡分析如下：

本集團一般給予旅遊業務客戶30日之平均信貸期(二零一六年：30日之平均信貸期)。就物業投資業務客戶而言，並無授予信貸期。本集團信貸政策之進一步詳情載於附註4(b)(i)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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21. TRADE AND OTHER RECEIVABLES (CONTINUED)

(b) Impairment of trade receivables

Impairment losses in respect of trade receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly (see note 2(j)). At the end of the reporting period, an impairment loss of approximately HK\$81,000 (2016: approximately HK\$18,000) was recognised on trade receivables.

Movement in the impairment loss of trade receivables is as follows:

21. 應收貿易賬款及其他應收賬款(續)

(b) 應收貿易賬款減值

應收貿易賬款之減值虧損乃以撥備賬記錄，惟本集團信納收回該款項之機會極微則另作別論；在此情況下，減值虧損乃直接於應收貿易賬款撇銷(見附註2(j))。於報告期末，就應收貿易賬款確認之減值虧損約為港幣81,000元(二零一六年：約港幣18,000元)。

應收貿易賬款減值虧損之變動如下：

		At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Balance at the beginning of the year	年初結餘	18	240
Impairment loss recognised on trade receivables (note 9(c))	就應收貿易賬款確認之 減值虧損(附註9(c))	81	18
Amount written off as uncollectible	撇銷為不可收回之 金額	(99)	(240)
Balance at the end of the year	年末結餘	-	18

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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21. TRADE AND OTHER RECEIVABLES (CONTINUED)

(c) Trade receivables that are not impaired

The aging analysis of trade receivables that are neither individually nor collectively considered to be impaired are as follows:

	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Neither past due nor impaired 並無逾期或減值	4,921	3,514
Past due but not impaired 逾期但並無減值		
— Less than 1 month past due — 逾期不足一個月	834	419
— 1 to 3 months past due — 逾期一至三個月	1,508	434
	2,342	853
	7,263	4,367

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

21. 應收貿易賬款及其他應收賬款(續)

(c) 並無減值之應收貿易賬款

個別或共同不視為已減值之應收貿易賬款賬齡分析如下：

並無逾期或減值之應收賬款乃與近期並無拖欠還款記錄之各類型客戶有關。

逾期但並無減值之應收賬款乃與若干獨立客戶有關，該等客戶與本集團之往績記錄良好。根據過往經驗，管理層相信毋須就該等結餘計提減值撥備，原因為信貸質素並未出現重大變動，且該等結餘仍被視為可悉數收回。本集團並無就該等結餘持有任何抵押品。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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22. PLEDGED BANK DEPOSITS

The amounts are pledged to secure certain banking facilities granted to the Group (note 38). The pledged bank deposits carry fixed interest rate of approximately 0.35% to 0.75% per annum (2016: approximately 0.30% to 1.35% per annum).

22. 已抵押銀行存款

該等款項已予抵押，藉以取得授予本集團之若干銀行融資(附註38)。該等已抵押銀行存款按固定年利率約0.35%至0.75%(二零一六年：年利率約0.30%至1.35%)計息。

23. CASH AND CASH EQUIVALENTS

23. 現金及現金等值項目

		At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Cash and bank balances	現金及銀行結餘	29,571	32,500
Non-pledged bank deposits	無抵押銀行存款	120,085	32,009
Cash and cash equivalents in the consolidated statements of financial position and cash flow	綜合財務狀況表及綜合現金流量表之現金及現金等值項目	149,656	64,509

Deposits with banks carry interest at market rates which is approximately 0.15% to 0.60% per annum for current year (2016: approximately 1.00% per annum).

於本年度，銀行存款按市場年利率約0.15%至0.60%(二零一六年：年利率約1.00%)計息。

Included in cash and cash equivalents as at 31 December 2017 is an amount denominated in RMB of approximately RMB776,000 (equivalent to approximately HK\$941,000) (2016: approximately RMB2,938,000, equivalent to approximately HK\$3,316,000). Remittance of RMB out of the PRC is subject to exchange restrictions imposed by the PRC government.

於二零一七年十二月三十一日之現金及現金等值項目中，包括一筆以人民幣計值之款項約人民幣776,000元(相等於約港幣941,000元)(二零一六年：約人民幣2,938,000元，相等於約港幣3,316,000元)。將人民幣匯出中國境外須受中國政府實施之外匯管制規限。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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23. CASH AND CASH EQUIVALENTS (CONTINUED)

23. 現金及現金等值項目(續)

Reconciliation of liabilities arising from financing activities:

融資活動產生的負債對賬：

		Bank loan	Loan payables	Total
		銀行貸款	應付貸款	總計
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
		(note 26)	(note 27)	
		(附註26)	(附註27)	
At 1 January 2017	於二零一七年一月一日	122,500	30,668	153,168
Change in financing cash flows:	融資現金流量變動：			
Repayment in bank borrowings	償還銀行借貸	(122,500)	–	(122,500)
Repayment in loan from non-controlling shareholder	償還非控股股東貸款	–	(1,072)	(1,072)
Increase in loan from non-controlling shareholder	非控股股東貸款增加	–	3,152	3,152
Total changes in financing cash flows	融資現金流量變動總額	(122,500)	2,080	(120,420)
Exchange adjustments	匯兌調整	–	1,790	1,790
Other changes:	其他變動：			
Disposal of subsidiaries (note 31)	出售附屬公司 (附註31)	–	(7,306)	(7,306)
At 31 December 2017	於二零一七年 十二月三十一日	–	27,232	27,232

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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24. TRADE AND OTHER PAYABLES

24. 應付貿易賬款及其他應付賬款

		At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Trade payables	應付貿易賬款	5,821	4,757
Accrued charges and other payables	應計費用及其他應付賬款	10,876	12,847
		16,697	17,604

Aging analysis

Included in trade and other payables, the aging analysis of trade payables, based on the due date, is as follows:

賬齡分析

包括在應付貿易賬款及其他應付賬款中之應付貿易賬款按到期日之賬齡分析如下：

		At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Current	即期	4,562	3,021
31 to 60 days	31至60日	325	702
61 to 90 days	61至90日	211	380
Over 90 days	超過90日	723	654
		5,821	4,757

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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25. DEFERRED INCOME

Deferred income comprises of a sign-up bonus for an on-line ticket processing system and is recognised as revenue in accordance with the terms of the agreement. The agreement had been renewed for a period of five years in 2015. During the year, the contract period of this agreement was further extended to February 2024.

25. 遞延收入

遞延收入包括網上機票處理系統之訂約花紅，並根據協議條款確認為收益。該協議已於二零一五年續期五年。於本年度，該協議之合約期進一步延長至二零二四年二月。

26. BANK LOAN

26. 銀行貸款

		At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Bank loan, secured	有抵押銀行貸款	–	122,500
Carrying amount repayable: On demand or within one year	須於下列期間償還之賬面值： 按要求或一年內	–	122,500
Less: Amounts shown under current liabilities	減：流動負債列示金額	–	122,500
		–	(122,500)
Amounts shown under non-current liabilities	非流動負債列示金額	–	–

The Group had pledged one of its investment properties to secure the bank loan granted to the Group (note 18). The bank loan is carrying an interest rate at Hong Kong interbank offered rate (HIBOR) plus 2% per annum. The weighted average effective interest rate on the bank loans was approximately 2.46% per annum for the year ended 31 December 2017 (2016: approximately 2.47% per annum).

本集團已抵押其中一項投資物業(附註18)，作為本集團獲授銀行貸款之抵押品。銀行貸款按香港銀行同業拆息加2%年利率帶息。截至二零一七年十二月三十一日止年度，銀行貸款之加權平均實際年利率約為2.46%(二零一六年：年利率約2.47%)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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27. LOANS PAYABLES

27. 應付貸款

		Note	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Loans from non-controlling shareholders	非控股股東之貸款			
– 1034635 B.C. Ltd. (“1034635 BC”)	– 1034635 B.C. Ltd. (「1034635 BC」)	(i)	27,232	23,362
– Up Fly	– 飛升	(ii)	–	7,306
Amounts shown under non-current liabilities	非流動負債中列示金額		27,232	30,668

Notes:

- (i) 1034635 BC is a non-controlling shareholder of an indirect non-wholly owned subsidiary of the Company, namely 665127 British Colombia Ltd. (“665127 BC”). The loan is unsecured, interest-free and no demand for repayment within one year.
- (ii) During the year, Victory Devotion had entered into a sale and purchase agreement with an independent third party to dispose of the 80% equity interest in Honour Rich. Therefore, the Company then derecognised the loan from the non-controlling shareholder of Up Fly, a non-controlling shareholder of Honour Rich, please refer to note 14 to the consolidated financial statements for further details. For the year ended 31 December 2016, the loan was unsecured, interest-free and no demand for repayment within one year.

The carrying amounts of the loans payables are approximately to their fair value.

附註：

- (i) 1034635 BC 為本公司一間間接非全資附屬公司 665127 British Colombia Ltd. (「665127 BC」) 之非控股股東。該筆貸款為無抵押、免息及不會於一年內被要求償付。
- (ii) 於年內，致勝已與一名獨立第三方訂立買賣協議出售譽富的 80% 股權。因此本公司當時終止確認來自飛升（即譽富之非控股股東）之非控股股東之貸款，請參閱載於綜合財務報表附註 14 之詳情。截至二零一六年十二月三十一日止年度，該筆貸款並無抵押、免息及於一年內並無還款要求。

應付貸款之賬面值與其公平值相若。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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28. FINANCIAL GUARANTEE CONTRACT

28. 財務擔保合約

		At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Carrying amount	賬面值		
At the beginning of the year	於年初	10,000	29,995
Fair value of financial guarantee contract issued during the year	於年內發出財務擔保合約之公平值	3,222	–
Amortisation for the year	本年度攤銷	(10,322)	(19,995)
At the end of the year	於年末	2,900	10,000
Current liabilities	流動負債	644	10,000
Non-current liabilities	非流動負債	2,256	–
		2,900	10,000

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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28. FINANCIAL GUARANTEE CONTRACT (CONTINUED)

The Company gave the New Guarantee to a bank in respect of the Revised Loan Facilities during the year. The maximum guarantee amount borne by the Company under the New Guarantee was HK\$490 million. The guarantee previously issued by the Company in the amount of HK\$1,176 million in respect of the syndicated loan facilities granted to Pier 16 – Property Development, which had been fully repaid on 29 June 2017, was released during the year.

The outstanding loan under the Revised Loan Facilities as at 31 December 2017 was approximately HK\$635.0 million (2016: the outstanding loan under the previous syndicated loan facilities was approximately HK\$260.9 million). The contingent liabilities were disclosed in note 35.

Based on the valuation performed by the Valuer, the Directors considered that the fair value of the financial guarantee contract in respect of the New Guarantee was approximately HK\$3.2 million at the date of issuance of financial guarantee contract that has a corresponding increase in the Group's interests in associates as deemed capital contribution.

The carrying amount of the financial guarantee contract recognised in the Group's consolidated statements of financial position is in accordance with HKAS 39 "Financial Instruments: Recognition and Measurement" and is carried at amortised cost.

No provision for financial guarantee contracts has been made at 31 December 2017 and 2016 as the Directors considered the default risk is low.

28. 財務擔保合約(續)

於年內，本公司就經修訂貸款融資向一間銀行提供新擔保。本公司根據新擔保承擔的最高保證金額為港幣490,000,000元。本公司曾就獲授予十六浦物業發展的銀團貸款融資(已於二零一七年六月二十九日悉數償還)提供為數港幣1,176,000,000元的擔保已於年內解除。

於二零一七年十二月三十一日，經修訂貸款融資項下之未償還貸款約為港幣635,000,000元(二零一六年：就之前銀團貸款融資項下之未償還貸款約為港幣260,900,000元)。或然負債於附註35披露。

根據估值師進行之估值，董事認為於財務擔保合約發出日期之新擔保的財務擔保合約公平值約為港幣3,200,000元，而相應地視為增加資本出資於其聯營公司之權益。

根據香港會計準則第39號「金融工具：確認及計量」，財務擔保合約之賬面值已於本集團之綜合財務狀況表確認，並按攤銷成本列賬。

由於董事認為違約風險低，故於二零一七年及二零一六年十二月三十一日並無就財務擔保合約作出撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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29. TAXATION IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

29. 綜合財務狀況表內之稅項

(a) Current taxation in the consolidated statement of financial position

(a) 綜合財務狀況表內之即期稅項

		At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Refundable for overseas profit tax for the year	本年度海外利得稅退稅	-	-
Tax recoverable	應收回稅項	-	-

(b) Recognised deferred tax liabilities

The movements of deferred tax liabilities during the year are as follows:

(b) 已確認遞延稅項負債

遞延稅項負債於年內之變動如下：

		Accelerated depreciation 加速折舊 HK\$'000 港幣千元
At 1 January 2016	二零一六年一月一日	409
Disposal of property, plant and equipment	出售物業、廠房及設備	(422)
Exchange alignment	匯兌調整	13
At 31 December 2016, 1 January 2017 and 31 December 2017	於二零一六年十二月三十一日、 二零一七年一月一日及 二零一七年十二月三十一日	-

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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29. TAXATION IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

(b) Recognised deferred tax liabilities (Continued)

	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Net deferred tax liabilities recognised on the consolidated statement of financial position	於綜合財務狀況表確認之遞延稅項負債淨額	—

(c) Unrecognised deferred tax assets

Deferred tax assets are recognised for tax loss carried forward to the extent that the realisation of the related tax benefit through utilisation against future taxable profits is probable. At 31 December 2017, the Group had tax losses of approximately HK\$165.2 million (2016: approximately HK\$158.7 million) that are available to carry forward indefinitely for offsetting against future taxable profits. Estimated tax losses of approximately HK\$38.0 million (2016: approximately HK\$31.1 million and HK\$27.2 million will expire within 1 to 5 years and over 5 years respectively) will expire over 5 years.

No deferred tax asset has been recognised in respect of the unused tax losses due to the unpredictability of future tax profit streams.

29. 綜合財務狀況表內之稅項(續)

(b) 已確認遞延稅項負債(續)

	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Net deferred tax liabilities recognised on the consolidated statement of financial position	—	—

(c) 未確認遞延稅項資產

倘若有關稅務利益可能透過用作抵銷未來應課稅溢利變現，則遞延稅項資產就所結轉之稅項虧損確認入賬。於二零一七年十二月三十一日，本集團之稅項虧損約為港幣165,200,000元(二零一六年：約港幣158,700,000元)，可供無限期結轉以抵銷未來應課稅溢利。估計稅項虧損約港幣38,000,000元(二零一六年：約港幣31,100,000元及港幣27,200,000元將分別於一至五年內及五年後到期)將於五年後到期。

由於未來稅務溢利來源不可預測，故並無就未動用稅項虧損確認任何遞延稅項資產。

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綜合財務報表附註(續)

For the year ended 31 December 2017
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30. SHARE CAPITAL

30. 股本

	Number of shares	Nominal value
	股份數目	面值
	'000	HK\$'000
	千股	港幣千元
Authorised:		
Ordinary shares of HK\$0.01 each		
	法定：	
	每股面值港幣0.01元之	
	普通股	
At 1 January 2016, 31 December 2016, 1 January 2017 and 31 December 2017	於二零一六年一月一日、 二零一六年 十二月三十一日、 二零一七年一月一日 及二零一七年 十二月三十一日	
	160,000,000	1,600,000
Issued and fully paid:		
Ordinary shares of HK\$0.01 each		
	已發行及繳足：	
	每股面值港幣0.01元	
	之普通股	
At 1 January 2016, 31 December 2016, 1 January 2017 and 31 December 2017	於二零一六年一月一日、 二零一六年 十二月三十一日、 二零一七年一月一日 及二零一七年 十二月三十一日	
	4,926,491	49,265

The owners of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at general meetings of the Company. All ordinary shares rank pari passu in all respects among themselves.

普通股擁有人有權獲得不時宣派之股息及有權於本公司股東大會上按一股一票之方式投票。所有普通股彼此間在各方面均具有相同地位。

31. DISPOSAL OF SUBSIDIARIES

31. 出售附屬公司

On 8 September 2017, Victory Devotion entered into a sale and purchase agreement with an independent third party to dispose of (i) the 80% equity interest in Honour Rich; (ii) the Honour Rich Shareholder Loan; and (iii) the Related Loan at a total consideration of HK\$12 million. The completion of the said disposal took place on the same date.

於二零一七年九月八日，致勝與一名獨立第三方訂立一份買賣協議，按總代價港幣12,000,000元出售(i)譽富的80%股權；(ii)譽富股東貸款；以及(iii)相關貸款。上述出售事項於同日完成。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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31. DISPOSAL OF SUBSIDIARIES (CONTINUED)

Details of the assets and liabilities disposed of, and the calculation of the loss on disposal, are disclosed below:

(i) Consideration received

		As at 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Consideration received by the Group in cash and cash equivalents	本集團以現金及現金等值項目收取之代價	12,000

(ii) Analysis of assets and liabilities over which control was lost

		As at 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Property, plant and equipment	物業、廠房及設備	4,194
Trade and other receivables	應收貿易賬款及其他應收賬款	63,339
Cash and cash equivalents	現金及現金等值項目	4,070
Trade and other payables	應付貿易賬款及其他應付賬款	(41,477)
Loans payables	應付貸款	(7,306)
Net assets disposed	已出售資產淨值	22,820

31. 出售附屬公司(續)

已出售資產及負債之詳情及計算出售虧損之方法披露如下：

(i) 已收代價

(ii) 失去控制權之資產及負債分析

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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31. DISPOSAL OF SUBSIDIARIES (CONTINUED)

31. 出售附屬公司(續)

(iii) Loss on disposal of Honour Rich Group

(iii) 出售譽富集團之虧損

		As at 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Consideration received by the Group	本集團已收取之代價	12,000
Release of exchange difference upon disposal	解除出售後之匯兌差額	(3,169)
Net assets disposed of subsidiaries attributable to the Group	本集團應佔已出售附屬公司之資產淨值	(22,820)
Assignment of the Related Loan	相關貸款之轉讓	(5,865)
Derecognition of non-controlling interest	終止確認非控股權益	(18,100)
Loss on disposal of Honour Rich Group (note 14)	出售譽富集團之虧損 (附註 14)	(37,954)

(iv) Net cash inflow from disposal of Honour Rich Group

(iv) 出售譽富集團之現金流入淨額

		As at 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元
Total consideration received	已收代價總額	12,000
Less: Cash and cash equivalent balances disposal of	減：已出售之現金及現金等值項目結餘	(4,070)
Net cash inflow from disposal of Honour Rich Group	出售譽富集團之現金流入淨額	7,930

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綜合財務報表附註(續)

For the year ended 31 December 2017
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32. EMPLOYEE RETIREMENT BENEFITS

(a) Defined contribution retirement plan

The Group participates in a Mandatory Provident Fund Scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000 effective from 1 June 2014. Contributions to the plan vest immediately.

Pursuant to the regulations of the relevant authorities in the PRC, the Group participates in the relevant social retirement benefit schemes (the "PRC Schemes") whereby the Group is required to contribute to the PRC Schemes to fund the retirement benefits of the eligible employees. Contributions made to the PRC Schemes are calculated based on certain percentages of the applicable payroll costs as stipulated under the requirements in the PRC. The relevant authorities of the PRC are responsible for the entire pension obligations payable to the retired employees. The only obligation of the Group with respect to the PRC Schemes is to pay the ongoing required contributions under the PRC Schemes.

The retirement benefit schemes contribution represents gross contributions by the Group to the PRC Schemes operated by the relevant authorities of the PRC.

32. 僱員退休福利

(a) 定額供款退休計劃

本集團根據香港強制性公積金計劃條例，為香港僱傭條例管轄範圍內受聘之僱員參與強制性公積金計劃(「強積金計劃」)。強積金計劃為定額供款退休計劃，由獨立信託人管理。根據強積金計劃，僱主及其僱員各自須為計劃作出供款，金額為僱員有關收入之5%，每月有關收入之上限自二零一四年六月一日起為港幣30,000元。計劃供款將即時歸屬。

根據中國有關部門之法規，本集團參與相關社會退休福利計劃(「中國計劃」)，據此，本集團須向中國計劃供款，以支付合資格僱員之退休福利。根據中國之規定，向中國計劃所作供款按適用工資費用若干指定百分比計算。中國有關主管部門負責向退休僱員支付所有退休金。本集團於中國計劃之唯一責任為根據中國計劃持續支付所需供款。

退休福利計劃供款指本集團向中國有關主管部門管理之中國計劃所作之供款總額。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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32. EMPLOYEE RETIREMENT BENEFITS (CONTINUED)

(b) Share option scheme

The Company adopted a share option scheme on 5 June 2014 (the "Share Option Scheme") which became effective on 10 June 2014. Unless early termination by the Company in general meeting or by the board of Directors (the "Board"), the Share Option Scheme shall be valid and effective for a period of 10 years from the date of its adoption.

The purpose of the Share Option Scheme is to provide incentives or rewards to eligible persons for their contribution to the Group or any entity in which any member of the Group holds any equity interest and any subsidiary of such entity ("Invested Entity").

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

32. 僱員退休福利(續)

(b) 購股權計劃

本公司於二零一四年六月五日採納一項購股權計劃(「購股權計劃」)，並於二零一四年六月十日生效。除非由本公司於股東大會或由董事會(「董事會」)提早終止，否則購股權計劃將自採納日期起持續有效十年。

購股權計劃目的旨在提供激勵或獎勵予對本集團或本集團任何成員公司持有任何股權之任何實體以及該實體之任何附屬公司(「投資實體」)作出貢獻之合資格人士。

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

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綜合財務報表附註(續)

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32. EMPLOYEE RETIREMENT BENEFITS (CONTINUED)

(b) Share option scheme (continued)

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

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

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

32. 僱員退休福利(續)

(b) 購股權計劃(續)

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

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

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

32. EMPLOYEE RETIREMENT BENEFITS (CONTINUED)

(b) Share option scheme (continued)

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

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

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

32. 僱員退休福利(續)

(b) 購股權計劃(續)

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

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

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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32. EMPLOYEE RETIREMENT BENEFITS (CONTINUED)

(b) Share option scheme (continued)

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

No share options had been granted under the Share Option Scheme since its adoption and up to 31 December 2017 (2016: Nil).

33. ACQUISITIONS OF ASSETS

In June 2016, the Group acquired the entire issued share capital of Yield Bright Limited (“Yield Bright”) at a cash consideration of HK\$548,000 (the “Acquisition”). The Acquisition did not constitute a business combination and was for the purpose of acquiring the property, plant and equipment. In accordance with HKFRS 3, such Acquisition did not give rise to goodwill.

32. 僱員退休福利(續)

(b) 購股權計劃(續)

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

自採納購股權計劃以來及截至二零一七年十二月三十一日止，概無根據購股權計劃授出任何購股權(二零一六年：無)。

33. 收購資產

於二零一六年六月，本集團以現金代價港幣548,000元收購源亮有限公司(「源亮」)之全部已發行股本(「該收購」)。該收購並不構成業務合併，並旨在收購物業、廠房及設備。根據香港財務報告準則第3號，該收購並不帶來商譽。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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33. ACQUISITIONS OF ASSETS (CONTINUED)

The assets acquired and liabilities recognised at the date of the Acquisition are as follows:

33. 收購資產(續)

於該收購日之已收購資產及已確認負債如下：

		As at 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Net assets acquired:	已收購資產淨值：	
Property, plant and equipment (note 16)	物業、廠房及設備(附註16)	54
Deposit paid	已付按金	498
Accrued expenses	應計開支	(4)
		548
Total consideration, satisfied by:	總代價以下列方式撥付：	
Cash	現金	548
Net cash outflow arising on acquisition:	收購之現金流出淨額：	
Cash consideration paid	已付現金代價	(548)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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34. COMMITMENTS

- (a) At 31 December 2017, the Group had no outstanding capital commitments (2016: Nil).
- (b) At 31 December 2017, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

The Group as lessee

	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Within one year	5,598	5,902
In the second to fifth years, inclusive	996	5,834
	6,594	11,736

The Group lease certain office premises and office equipment under operating leases. The leases typically run for period ranging from two to five years. None of leases includes contingent rentals.

34. 承擔

- (a) 於二零一七年十二月三十一日，本集團並無未償還資本承擔(二零一六年：無)。
- (b) 於二零一七年十二月三十一日，本集團根據不可撤銷經營租賃之應付未來最低租賃付款總額如下：

本集團作為承租人

本集團根據經營租賃租用若干辦公室物業及辦公室設備。租約一般為期兩至五年。租約並不包括或然租金。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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34. COMMITMENTS (CONTINUED)

- (c) At 31 December 2017, the Group had contracted with the tenants for the following future minimum lease receivables:

The Group as lessor

		At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Within one year	一年內	5,710	5,799
In the second to fifth years, inclusive	於第二至第五年 (包括首尾兩年)	2,807	6,494
		8,517	12,293

Property rental income earned during the year was approximately HK\$6,510,000 (2016: approximately HK\$2,172,000). All of the Group's investment properties are held for rental purpose. It is expected to generate rent yield of approximately 1.93% (2016: approximately 3.02%) on an ongoing basis. The Group's rental property has committed tenant for the next two years.

34. 承擔(續)

- (c) 於二零一七年十二月三十一日，本集團與租戶訂約之未來最低應收租金如下：

本集團作為出租人

年內賺取之物業租金收入約為港幣6,510,000元(二零一六年：約港幣2,172,000元)。本集團所有投資物業持有作租賃用途，預期可持續產生約1.93%(二零一六年：約3.02%)之租金回報率。本集團之租賃物業已於未來兩年由租戶承租。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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35. CONTINGENT LIABILITIES

The Company gave the New Guarantee to a bank in respect of the Revised Loan Facilities during the year. The maximum guarantee amount borne by the Company under the New Guarantee was HK\$490 million (notes 19 and 28). The guarantee previously issued by the Company in amount of HK\$1,176 million in respect of the syndicated loan facilities granted to Pier 16 – Property Development, which had been fully repaid on 29 June 2017, was released during the year.

The outstanding loan under the Revised Loan Facilities as at 31 December 2017 was approximately HK\$635.0 million (2016: the outstanding loan under the previous syndicated loan facilities was approximately HK\$260.9 million).

35. 或然負債

於年內，本公司就經修訂貸款融資向一間銀行提供新擔保。本公司根據新擔保承擔的最高保證金額為港幣490,000,000元(附註19及28)。本公司曾就獲授予十六浦物業發展的銀團貸款融資(已於二零一七年六月二十九日悉數償還)提供為數港幣1,176,000,000元的擔保已於年內解除。

於二零一七年十二月三十一日，該經修訂貸款融資項下的未償還貸款約為港幣635,000,000元(二零一六年：就之前銀團貸款融資項下的未償還貸款約為港幣260,900,000元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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36. RELATED PARTY TRANSACTIONS

36. 關連人士交易

(a) The Group had the following transactions with the related parties during the year:

(a) 本集團於本年度內與關連人士進行以下交易：

	Notes 附註	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Management fee income received and receivable from an associate	已收及應收一間聯營公司之管理費收入 8,(i)	632	512
Interest expenses paid to a director and controlling shareholder	已支付一名董事兼控股股東之利息開支 9(a),(ii)	106	1,749
Rental income received and receivable from a related company	關聯公司已收及應收租金收入 36(f)	2,546	—

Note:

- (i) The management fee was charged on actual cost incurred by the Group for provision of management and technical services.
- (ii) The interest expenses were paid for a term loan granted by Mr. Yeung which is unsecured and bears interest at the prime rate quoted for Hong Kong dollars loans by The Hongkong and Shanghai Banking Corporation Limited. The final repayment date of the loan and all other sums owing to Mr. Yeung was further extended to 31 October 2018 by a supplemental letter of agreement dated 15 March 2016.

附註：

- (i) 管理費乃按本集團就提供管理及技術服務所產生之實際成本收取。
- (ii) 利息開支乃為楊先生授出的有期貸款而支付，該貸款為無抵押，且按香港上海滙豐銀行有限公司所報之港元貸款最優惠利率計息。貸款及所有結欠楊先生之其他款項的最後還款日期以日期為二零一六年三月十五日的之協議補充函件進一步延遲至二零一八年十月三十一日。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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36. RELATED PARTY TRANSACTIONS (CONTINUED)

(b) The outstanding balances with related parties at the end of the reporting period are as follows:

		Note	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Amounts due from associates	應收聯營公司款項	19	317,543	611,839
Amount due from a joint venture	應收一間合營企業款項	20	10,170	10,170
Other receivable from a related party	來自一名關連人士之其他應收賬款	(i)	–	5,867

Note:

(i) The amount of receivable was from JV Partner for his on-lending to a joint venture company of which the Company and the JV Partner held 80% and 20% interests respectively (the "JV Company"). The amount is secured by 20% equity interest of the JV Company, interest-free and has no fixed repayment terms. The amount of receivable was disposed during the year. For further details, please refer to the notes 14 and 31 to these consolidated financial statements.

36. 關連人士交易(續)

(b) 於報告期末與關連人士之未償還結餘如下：

附註：

(i) 該筆應收賬款來自合營夥伴，涉及彼轉借予一間合營公司（「合營公司」，由本公司與合營夥伴分別持有80%及20%權益）之款項。該款項以合營公司之20%股權作抵押，為免息及並無固定還款期。該筆應收賬款於年內出售。進一步詳情請參閱該等綜合財務報表附註14及31。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

36. RELATED PARTY TRANSACTIONS (CONTINUED)

(c) Key management personnel compensation

Compensation for key management personnel, including amounts paid to the Directors as disclosed in note 11, senior management of the Company and certain of the highest paid employees as disclosed in note 12 is as follows:

36. 關連人士交易(續)

(c) 主要管理人員補償

主要管理人員之補償(包括於附註11披露之已付董事款項及附註12披露之已付本公司高級管理人員及若干最高薪僱員之款項)如下:

		The Group 本集團	
		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
		Note 附註	
Salaries and other short-term employee benefits	薪金及其他短期 僱員福利		5,098
Retirement scheme contributions	退休計劃供款		99
Total emoluments are included in "staff costs"	報酬總額列入 「員工成本」	9(b)	5,197

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

36. RELATED PARTY TRANSACTIONS (CONTINUED)

(d) On 1 December 2008, the Company entered into a letter of agreement with Mr. Yeung regarding a term loan facility of up to HK\$200 million, the loan is unsecured and charged with interest at the prime rate quoted for Hong Kong dollars loans by The Hongkong and Shanghai Banking Corporation Limited. The principal amount of the loan facility was increased up to HK\$290 million on 14 April 2009 and the final repayment date of the loan and all other sums owing to Mr. Yeung under the Revised Loan Facility was further extended from 31 October 2016 to 31 October 2018 by a supplemental letter of agreement dated 15 March 2016. The said loan from Mr. Yeung constitutes a connected transaction under Chapter 14A of the Listing Rules, but is fully exempt from shareholders' approval and all disclosure requirements under Chapter 14A of the Listing Rules.

(e) Management and services contracts entered into between Jade Travel Ltd., an indirectly non-wholly owned subsidiary of the Company which was incorporated in Canada ("Jade Travel (Canada)") and a company owned by a director of Jade Travel (Canada) in an amount of equivalent to approximately HK\$732,000 (2016: equivalent to approximately HK\$715,000) also constitutes a connected transaction under Chapter 14A of the Listing Rules, but is fully exempt from shareholders' approval and all disclosure requirements under Chapter 14A of the Listing Rules.

36. 關連人士交易(續)

(d) 於二零零八年十二月一日，本公司與楊先生就一項金額最高達港幣200,000,000元之有期貸款融資訂立一份協議函件，該貸款為無抵押，且按香港上海滙豐銀行有限公司所報之港元貸款最優惠利率計息。於二零零九年四月十四日，該貸款融資之本金金額增至最高達港幣290,000,000元，且通過日期為二零一六年三月十五日所訂立之協議補充函件，經修訂貸款融資項下之貸款及所有結欠楊先生之其他款項之最後還款日期進一步由二零一六年十月三十一日延遲至二零一八年十月三十一日。根據上市規則第十四A章，上述來自楊先生之貸款構成一項關連交易，惟獲全面豁免遵守上市規則第十四A章項下之股東批准及所有披露規定。

(e) Jade Travel Ltd. (本公司於加拿大註冊成立的間接非全資擁有的附屬公司) (「加拿大Jade Travel」) 與一間由加拿大Jade Travel董事擁有的公司訂立金額相等於約港幣732,000元的管理及服務合約(二零一六年：相等於約港幣715,000元)，此根據上市規則第十四A章亦構成關連交易，惟獲全面豁免遵守上市規則第十四A章之股東批准及所有披露規定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

36. RELATED PARTY TRANSACTIONS (CONTINUED)

(f) In June 2017, the Group entered into a two-year tenancy agreement (the "Tenancy Agreement") in respect of leasing the Group's one of investment properties to a company which is wholly and beneficially owned by Mr. Yeung, the tenant therefore is a connected person of the Company. The rental chargeable under the Tenancy Agreement was determined after taking into account of the valuation conducted by the Valuer in connection with the market rental chargeable in May 2017 in respect of the said property. The entering into of the Tenancy Agreement constitutes a continuing connected transaction for the Company under Chapter 14A of the Listing Rules and complies all disclosure requirements under Chapter 14A of the Listing Rules. For further details, please refer to the announcement of the Company dated 26 June 2017.

(g) In June 2016, the Group acquired the entire issued share capital of Yield Bright Limited from the companies that were wholly-owned by Mr. Yeung. The Acquisition constituted a connected transaction under Chapter 14A of the Listing Rules, but was fully exempt from shareholders' approval and all disclosure requirements under Chapter 14A of the Listing Rules. For further details, please refer to note 33 to the consolidated financial statements.

36. 關連人士交易(續)

(f) 於二零一七年六月，本集團訂立為期兩年的租賃協議(「租賃協議」)，內容有關本集團向一間由楊先生全資實益擁有之公司出租本集團其中一項的投資物業，因此租戶為本公司之關連人士。於租賃協議項下的可收取租金經計及估值師就上述物業於二零一七年五月的市場可收取租金進行估值予以釐訂。根據上市規則第十四A章，訂立租賃協議構成本公司一項持續關連交易，並遵守上市規則第十四A章之所有披露規定。進一步詳情請參閱本公司日期為二零一七年六月二十六日的公佈。

(g) 於二零一六年六月，本集團自楊先生全資擁有的公司收購源亮有限公司之全部已發行股本。該收購事項根據上市規則第十四A章亦構成一項關連交易，惟獲全面豁免遵守上市規則第十四A章之股東批准及所有披露規定。進一步詳情請參閱綜合財務報表附註33。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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37. CAPITAL RISK MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholders returns that might be possible with higher level of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure on the basis of debt-to-capital ratio. For this purpose the Group defines debt as total borrowings which are bearing fixed interest rates and variable interest rate such as bank loan (note 26). Capital represents total equity attributable to owners of the Company in the consolidated statement of financial position.

The Group's strategy was to maintain the debt-to-capital ratio as low as feasible. In order to maintain or adjust the ratio, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. As the Company has no interest-bearing borrowings outstanding at 31 December 2017, the debt-to-capital ratio is zero for the year (2016: approximately 12%).

37. 資本風險管理

本集團管理資本之主要目的乃保障本集團能夠持續經營，致令其可繼續為股東帶來回報及為其他持份者帶來利益，並維持優良資本架構，以減低資本成本。

本集團積極及定期檢討及管理其資本架構，以在維持較高股東回報(可能帶來較高借貸水平)與穩健資本狀況所帶來之好處及保障之間取得平衡，以及因應經濟狀況轉變而調整資本架構。

本集團按債務對資本比率監控其資本架構。為此，本集團將債務界定為按固定利率計息及按浮動利率計息(如銀行貸款(附註26))之借貸總額。資本指綜合財務狀況表內之本公司股東應佔權益總值。

本集團之策略為盡力將債務對資本比率維持於低水平。為維持或調整該比率，本集團可能調整向股東派付之股息金額、向股東退還資本、發行新股或出售資產減低債務。由於本公司於二零一七年十二月三十一日並無未償還計息借貸，債務對資本比率於年內為零(二零一六年：約12%)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

38. PLEDGE OF ASSETS

As at 31 December 2017, the Group has pledged the following assets:

- (a) the Group pledged the time deposits of approximately HK\$10.1 million (2016: approximately HK\$9.4 million) to certain banks for the issuance of certain banking facilities of approximately HK\$10.0 million (2016: approximately HK\$9.3 million) for the operations of the Group (note 22);
- (b) World Fortune Limited pledged all (2016: all) of its shares in Pier 16 – Property Development to a bank in respect of the Revised Loan Facilities; and
- (c) the Group's one of investment properties with a carrying amount of approximately HK\$269.0 million (2016: approximately HK\$191.7 million) was pledged to secure against a bank loan granted to the Group (note 26).

38. 資產抵押

於二零一七年十二月三十一日，本集團已抵押下列資產：

- (a) 本集團向若干銀行抵押定期存款約港幣10,100,000元(二零一六年：約港幣9,400,000元)，以就本集團業務取得約港幣10,000,000元(二零一六年：約港幣9,300,000元)之數項銀行融資(附註22)；
- (b) 世兆有限公司就經修訂貸款融資向一間銀行抵押其於十六浦物業發展之全部股份(二零一六年：全部股份)；及
- (c) 本集團的其中一項賬面值約港幣269,000,000元(二零一六年：約港幣191,700,000元)之投資物業已被抵押，作為本集團獲授一筆銀行貸款之抵押品(附註26)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

39. EVENTS AFTER REPORTING PERIOD

- (a) In January 2018, the Group entered into a preliminary sale and purchase agreement with an independent third party to acquire the entire issued share capital of and the related shareholders' loans to two companies which hold several commercial properties in Wanchai at a total consideration of approximately HK\$58.2 million (subject to adjustment based on the net current asset value of these two companies as defined in the preliminary sale and purchase agreement). The said acquisition is expected to be completed in April 2018.
- (b) As announced by the Company on 13 February 2018, the Group entered into a sale and purchase agreement with a company which is direct wholly and beneficially owned by Mr. Yeung to acquire the entire issued share capital of and the related shareholders' loans to two companies which hold indirectly two commercial properties in Admiralty Centre which are located adjacent to the Existing Property at a total consideration of HK\$148 million (subject to adjustment based on the net current asset value of these two companies as defined in the said sale and purchase agreement) (the "Proposed Acquisition"). The Proposed Acquisition constitutes a discloseable and connected transaction for the Company under the Listing Rules and is therefore subject to, among others, independent shareholders' approval. For details of the Proposed Acquisition, please refer to the announcement dated 13 February 2018 issued by the Company.

39. 報告期後事項

- (a) 於二零一八年一月，本集團與一名獨立第三方訂立一份初步買賣協議，以收購兩間持有位於灣仔若干商用物業的公司的全部已發行股本及有關股東貸款，總代價約為港幣58,200,000元(可按該兩間公司的流動資產淨值(根據該初步買賣協議之定義)予以調整)。上述收購事項預期將於二零一八年四月完成。
- (b) 誠如本公司於二零一八年二月十三日公佈，本集團與一間由楊先生直接全資及實益擁有的公司訂立一份買賣協議，以收購兩間公司的全部已發行股本及有關股東貸款，該兩間公司間接持有兩項與位於海富中心的現有物業相連的商用物業，總代價為港幣148,000,000元(可按該兩間公司的流動資產淨值(根據上述買賣協議之定義)予以調整)(「建議收購事項」)。根據上市規則，建議收購事項構成本公司之須予披露及關連交易，因此須(其中包括)遵守獨立股東批准之規定。有關建議收購事項之詳情，請參閱本公司刊發日期為二零一八年二月十三日的公佈。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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40. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

40. 本公司之財務狀況表及儲備變動

(a) Statement of financial position of the Company

(a) 本公司之財務狀況表

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
NON-CURRENT ASSET	非流動資產		
Investments in subsidiaries	於附屬公司之投資	1,093,248	1,305,686
CURRENT ASSETS	流動資產		
Deposits, prepayments and other receivables	按金、預付款項及其他應收賬款	461	457
Pledged bank deposits	已抵押銀行存款	7,091	6,586
Cash and cash equivalents	現金及現金等值項目	129,300	8,792
		136,852	15,835
CURRENT LIABILITIES	流動負債		
Other payables and accruals	其他應付賬款及應計費用	8,407	119,927
Financial guarantee contract	財務擔保合約	644	10,000
		9,051	129,927
NET CURRENT ASSETS/(LIABILITIES)	流動資產/(負債)淨額	127,801	(114,092)
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債	1,221,049	1,191,594
NON-CURRENT LIABILITIES	非流動負債		
Financial guarantee contract	財務擔保合約	2,256	—
NET ASSETS	資產淨值	1,218,793	1,191,594

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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40. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (CONTINUED)

40. 本公司之財務狀況表及儲備變動(續)

(a) Statement of financial position of the Company (continued)

(a) 本公司之財務狀況表(續)

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
CAPITAL AND RESERVES	資本及儲備		
Share capital	股本	49,265	49,265
Reserves	儲備	1,169,528	1,142,329
TOTAL EQUITY	權益總值	1,218,793	1,191,594

Approved and authorised for issue by the board of directors on 28 March 2018.

董事會已於二零一八年三月二十八日批准及授權刊發。

On behalf of the board

代表董事會

Yeung Hoi Sing, Sonny

楊海成
Director
董事

Ma Ho Man, Hoffman

馬浩文
Director
董事

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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40. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (CONTINUED)

40. 本公司之財務狀況表及儲備變動(續)

(b) Reserve movement of the Company

(b) 本公司之儲備變動

		Share premium 股份溢價 HK\$'000 港幣千元	Accumulated losses 累計虧損 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1 January 2016	於二零一六年 一月一日	1,418,963	(235,483)	1,183,480
Loss and other comprehensive loss for the year	本年度虧損及 其他全面虧損	-	(41,151)	(41,151)
At 31 December 2016 and 1 January 2017	於二零一六年 十二月三十一日 及二零一七年 一月一日	1,418,963	(276,634)	1,142,329
Profit and other comprehensive income for the year	本年度溢利及 其他全面收益	-	27,199	27,199
At 31 December 2017	於二零一七年 十二月三十一日	1,418,963	(249,435)	1,169,528

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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41. PRINCIPAL SUBSIDIARIES

- (a) The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

All of these are controlled subsidiaries as defined under note 2(c) and have been consolidated into the consolidated financial statements of the Group.

41. 主要附屬公司

- (a) 下表僅載列對本集團業績、資產或負債構成主要影響之附屬公司詳情。除另有列明外，所持股份類別均指普通股。

所有該等公司均為附註2(c)所界定之受控附屬公司，並已綜合計入本集團之綜合財務報表。

Name of subsidiary 附屬公司名稱	Place of incorporation/ operations 註冊成立/ 營業地點	Particulars of issued shares and paid up share capital 已發行股份及繳足股本詳情	Proportion of ownership interest 擁有權益比例			Principal activities 主要業務
			Group's effective interest 本集團實際權益 %	Held by the Company 由本公司持有 %	Held by subsidiaries 由附屬公司持有 %	
Macau Success (Hong Kong) Limited 澳門實德(香港)有限公司	Hong Kong 香港	10,000,000 shares/ HK\$1,076,000 10,000,000股股份/ 港幣1,076,000元	100	100	-	Investment holding 投資控股
Macau Success Management Services Limited	Hong Kong 香港	100 shares/HK\$100 100股股份/港幣100元	100	-	100	Provision of administration services 提供行政服務
World Fortune Limited 世兆有限公司	Hong Kong 香港	1,000 shares/HK\$1,000 1,000股股份/ 港幣1,000元	100	-	100	Investment holding 投資控股
665127 BC	Canada 加拿大	9,400 common shares without par value 9,400股並無面值之 普通股	75	-	75	Investment holding 投資控股

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
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41. PRINCIPAL SUBSIDIARIES (CONTINUED)

(a) (Continued)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operations 註冊成立/ 營業地點	Particulars of issued shares and paid up share capital 已發行股份及 繳足股本詳情	Proportion of ownership interest 擁有權益比例			Principal activities 主要業務
			Group's effective interest 本集團 實際權益 %	Held by the Company 由本公司 持有 %	Held by subsidiaries 由附屬 公司持有 %	
Jade Travel (Canada) 加拿大Jade Travel	Canada 加拿大	15,000 class "A" non-voting special shares of CAD1,500,000 and 7 common shares without par value 為數1,500,000加元之 15,000股「A」類 無投票權特別股 及7股並無面值之 普通股	75	–	75	Wholesale and retail business of selling airline tickets and tour packages 銷售機票及旅行 套票之批發及 零售業務
Jade Travel Ltd.	United States of America 美利堅合眾國	100 common shares without par value 100股並無面值之 普通股	75	–	75	Wholesale and retail business of selling airline tickets and tour packages 銷售機票及旅行 套票之批發及 零售業務
Good Sun Development Limited 日佳發展有限公司	Hong Kong 香港	1 share/HK\$1 1股股份/港幣1元	100	–	100	Property investment 物業投資
Joint Cosmos Limited 暉途有限公司	Hong Kong 香港	100 shares/HK\$100 100股股份/港幣100元	100	–	100	Property investment 物業投資

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

41. PRINCIPAL SUBSIDIARIES (CONTINUED)

(b) Details of non-wholly owned subsidiaries that have material non-controlling interests

The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests:

Name of subsidiary 附屬公司名稱	Place of incorporation/operations 註冊成立/營業地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益所持擁有權益及投票權比例		Loss allocated to non-controlling interests 分配予非控股權益之虧損		Accumulated non-controlling interests 累計非控股權益	
		2017 二零一七年 %	2016 二零一六年 %	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK'000 港幣千元	2017 二零一七年 HK'000 港幣千元	2016 二零一六年 HK'000 港幣千元
665127 BC	Canada 加拿大	25	25	(3,762)	(1,935)	(12,774)	(8,626)
Honour Rich 譽富	BVI/PRC 英屬處女群島/中國	-	20	-	(4,153)	-	(18,551)

Summarised financial information in respect of Group's subsidiaries that has material non-controlling interests is set out below. The summaries financial information below represents amounts before intragroup eliminations.

41. 主要附屬公司(續)

(b) 擁有重大非控股權益之非全資附屬公司之詳情

下表顯示本集團擁有重大非控股權益之非全資附屬公司之詳情：

本集團擁有重大非控股權益之附屬公司之財務資料概列如下。下文概列之財務資料為未作集團內對銷前之金額。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

41. PRINCIPAL SUBSIDIARIES (CONTINUED)

41. 主要附屬公司(續)

(b) Details of non-wholly owned subsidiaries that have material non-controlling interests (continued)
665127 BC and its subsidiaries

(b) 擁有重大非控股權益之非全資附屬公司之詳情(續)

665127 BC及其附屬公司

		At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Non-current assets	非流動資產	15,873	19,620
Current assets	流動資產	33,999	31,172
Current liabilities	流動負債	(11,062)	(8,267)
Non-current liabilities	非流動負債	(100,106)	(85,296)
		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Revenue and other income	收益及其他收入	583,590	565,272
Expenses	開支	(598,279)	(572,490)
Loss for the year	本年度虧損	(14,689)	(7,218)
Other comprehensive loss	其他全面虧損	(50)	(25)
Loss and total comprehensive loss for the year	本年度虧損及全面虧損總額	(14,739)	(7,243)
Net cash outflow from operating activities	經營業務現金流出淨額	(11,103)	(956)
Net cash (outflow)/inflow from investing activities	投資活動現金(流出)/流入淨額	(105)	3,031
Net cash inflow from financing activities	融資活動現金流入淨額	8,052	10,591
Net cash (outflow)/inflow	現金(流出)/流入淨額	(3,156)	12,666

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

41. PRINCIPAL SUBSIDIARIES (CONTINUED)

(b) Details of non-wholly owned subsidiaries that have material non-controlling interests (continued)
Honour Rich and its subsidiaries

		At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 港幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 HK\$'000 港幣千元
Non-current assets	非流動資產	–	4,572
Current assets	流動資產	–	20,357
Current liabilities	流動負債	–	(4,579)
Non-current liabilities	非流動負債	–	(113,106)
		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Revenue	收益	–	8,833
Expenses	開支	–	(29,599)
Loss for the year	本年度虧損	–	(20,766)
Other comprehensive loss	其他全面虧損	–	(2,605)
Loss and total comprehensive loss for the year	本年度虧損及全面虧損總額	–	(23,371)
Net cash outflow from operating activities	經營業務現金流出淨額	–	(14,833)
Net cash inflow from investing activities	投資活動現金流入淨額	–	225
Net cash outflow from financing activity	融資活動現金流出淨額	–	(36,918)
Net cash outflow	現金流出淨額	–	(51,576)

41. 主要附屬公司(續)

(b) 擁有重大非控股權益之非全資附屬公司之詳情(續)

譽富及其附屬公司

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

41. PRINCIPAL SUBSIDIARIES (CONTINUED)

(c) Significant Restriction

Cash of RMB held in the PRC are subject to local exchange control regulations. These local exchange control regulations provide for restrictions on exporting capital from the PRC, other than through normal dividends.

42. COMPARATIVES

The comparative statement of profit or loss has been re-presented as the lottery business segment discontinued during the current year. Certain comparative amounts have been reclassified to conform to the current year's presentation. In the opinion of the Directors, such reclassification provide a more appropriate presentation on the Group's business segments.

41. 主要附屬公司(續)

(c) 重大限制

於中國持有以人民幣計值之現金須受當地外匯管制條例所規限。該等當地外匯管制條例就從中國輸出資本規定限制，惟透過正常股息除外。

42. 比較數字

因彩票業務分部已於本年度終止經營，故此損益表中比較數字已重新呈列。若干比較數字金額已作出重新分類以配合本年度的呈列。董事認為，該重新分類能為本集團業務分部提供更合適的呈列。

Five-Year Financial Summary

五年財務概要

RESULTS

業績

		Year ended 31 December 截至十二月三十一日止年度				
		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Continuing operations	持續經營業務					
Revenue	收益	589,935	564,848	941,078	1,103,544	1,430,182
Profit/(loss) before taxation from continuing operations	來自持續經營業務之 除稅前溢利/(虧損)	4,369	(16,299)	7,500	48,964	25,019
Taxation	稅項	-	-	-	-	173
Profit/(loss) after taxation from continuing operations	來自持續經營業務之 除稅後溢利/(虧損)	4,369	(16,299)	7,500	48,964	25,192
Discontinued operations	已終止經營業務					
(Loss)/profit after taxation from discontinued operations	來自已終止經營業務之 除稅後(虧損)/溢利	(37,825)	(20,766)	(19,143)	68,818	(12,947)
(Loss)/profit for the year	本年度(虧損)/溢利	(33,456)	(37,065)	(11,643)	117,782	12,245
Attributable to:	由以下各項應佔:					
Owners of the Company	本公司股東	(29,810)	(30,977)	(6,670)	96,890	18,644
Non-controlling interest	非控股權益	(3,646)	(6,088)	(4,973)	20,892	(6,399)
(Loss)/profit for the year	本年度(虧損)/溢利	(33,456)	(37,065)	(11,643)	117,782	12,245
(Loss)/earnings per share attributable to owners of the Company:	本公司股東應佔每股 (虧損)/盈利:					
From continuing and discontinued operations — Basic and diluted	來自持續經營及 已終止經營業務 — 基本及攤薄	(0.61)	(0.63)	(0.14)	1.97	0.42
		HK cents 港仙	HK cents 港仙	HK cents 港仙	HK cents 港仙	HK cents 港仙

Five-Year Financial Summary (Continued)

五年財務概要(續)

ASSETS AND LIABILITIES

資產及負債

		As at 31 December 於十二月三十一日				
		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Total assets	資產總值	1,046,047	1,188,434	1,153,279	1,205,737	1,199,307
Total liabilities	負債總額	(48,191)	(182,077)	(107,607)	(116,170)	(189,758)
Net assets	資產淨值	997,856	1,006,357	1,045,672	1,089,567	1,009,549
Total equity attributable to owners of the Company	本公司股東應佔 權益總值	1,010,630	1,033,534	1,066,188	1,078,202	984,724
Non-controlling interests	非控股權益	(12,774)	(27,177)	(20,516)	11,365	24,825
Total equity	權益總值	997,856	1,006,357	1,045,672	1,089,567	1,009,549

Particulars of Investment Properties

投資物業詳情

Particulars of the investment properties held by the Group at the end of the reporting period are as follows:

於報告期末，本集團持有的投資物業詳情如下：

Location 地點	Use/Status 用途／狀況	Type 類型	Tenure 租用年期	Attributable interest of the Group 本集團應佔權益
Office Unit Nos. 1003 and 1004A on the 10th Floor of Tower 1 of Admiralty Centre, No. 18 Harcourt Road, Admiralty, Hong Kong 香港金鐘夏慤道18號海富中心1座10樓1003室及1004A室	Rental 出租	Commercial building 商廈	Medium term lease 中期契約	100%
13th Floor, Sing-Ho Finance Building, Nos. 166/168 Gloucester Road, Wanchai, Hong Kong 香港灣仔告士打道166/168號信和財務大廈13樓	Rental 出租	Commercial building 商廈	Medium term lease 中期契約	100%



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