

ORIENT VICTORY TRAVEL GROUP COMPANY LIMITED

東勝旅遊集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 265



東勝旅遊

ORIENT VICTORY TRAVEL

2018

年報

Annual  
Report









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# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Executive Directors

Mr. Shi Baodong (Chairman) (Chief Executive Officer with effect from 11 May 2018)  
Mr. Mo Yueming (Vice-Chairman and regional Chief Executive Officer in the PRC with effect from 3 December 2018) (with effect from 2 May 2018)  
Mr. Zhao Huining (resigned as Chief Executive Officer with effect from 11 May 2018)  
Mr. Wang Jianhua (resigned with effect from 2 May 2018)

### Non-executive Director

Ms. Song Sining

### Independent Non-executive Directors

Mr. Dong Xiaojie  
Mr. He Qi  
Mr. Sui Feng-jih (with effect from 25 June 2018)  
Mr. Law Wang Chak, Waltery  
(retired with effect from 25 June 2018)

## AUDIT COMMITTEE

Mr. Sui Feng-jih (Chairman) (with effect from 25 June 2018)  
Mr. He Qi  
Ms. Song Sining  
Mr. Law Wang Chak, Waltery  
(retired with effect from 25 June 2018)

## REMUNERATION COMMITTEE

Mr. Dong Xiaojie (Chairman)  
Mr. Shi Baodong  
Mr. Sui Feng-jih (with effect from 25 June 2018)  
Mr. Law Wang Chak, Waltery  
(retired with effect from 25 June 2018)  
Mr. Zhao Huining (resigned with effect from 24 August 2018)

## NOMINATION COMMITTEE

Mr. Shi Baodong (Chairman)  
Mr. He Qi  
Mr. Sui Feng-jih (with effect from 25 June 2018)  
Mr. Law Wang Chak, Waltery  
(retired with effect from 25 June 2018)  
Mr. Zhao Huining (resigned with effect from 24 August 2018)

## COMPANY SECRETARY

Mr. Ip Pui Sum

## AUDITORS

KPMG  
Certified Public Accountants  
8/F, Prince's Building  
10 Chater Road  
Central, Hong Kong

## PRINCIPAL BANKERS

Industrial and Commercial Bank of China (Asia) Limited  
The Hong Kong and Shanghai Banking Corporation Limited  
Luso International Banking Limited

## REGISTERED OFFICE

P.O. Box 31119 Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
Grand Cayman, KY1-1205  
Cayman Islands

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 2603, 26/F, Harbour Centre  
25 Harbour Road, Wanchai  
Hong Kong

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited  
Suites 3301-04, 33/F  
Two Chinachem Exchange Square  
338 King's Road  
North Point  
Hong Kong

## STOCK CODE

265

## WEBSITE

<http://www.orientvictory.com.hk>

# Chairman's Statement







## CHAIRMAN'S STATEMENT





## Dear shareholders,

On behalf of the board (the “Board”) of directors (the “Director(s)”) of Orient Victory Travel Group Company Limited (the “Company”, together with its subsidiaries the “Group”), I am pleased to present the annual report (the “Annual Report”) of the Company for the year ended 31 December 2018 (the “Year”).

## SUMMARY OF RESULTS


The Group will continue to explore the opportunities to expand its diversified tourism products and services in order to add momentum to the growth of the Group.

During the Year, the Group continued to allocate resources and effort in promoting and marketing its diversified tourism products and services. For the benefit of the shareholders, the Group expanded its scope of services through broadening customer groups and types of services provided. The development of the high profitable products, such as MICE (Meetings, Incentives, Conferences and Exhibitions), is one of the successful achievements. This development enriches our customer base at the corporate level. We also work with certain global travel related solutions providers and gain remarkable market share in this area. Through the mutual corporation with our global travel management partners, certain global management practices have been introduced to the Hong Kong market which improved our services and methods significantly.

During the Year, the Group had acquired the entire interest in Dongsheng (Beijing) International Travel Co., Limited\* (東勝(北京)國際旅行社有限公司) (“Dongsheng Beijing”), whose principal business is provision of travel-related services business in the PRC, to extend its presence in the PRC market.

With reference to the results of certain studies and researches, the Board recognised that the potentiality and profitability in the development and operation of tourism attractions and culture spots, visitor accommodation and properties for sales are remarkable. The Group has been eager to expand its involvement in the integrated development business.

During the Year, the Group had acquired (a) 40% interest in Zhangjiakou Dakun Zhifang Real Estate Development Co., Limited\* (張家口大坤直方房地產開發有限公司) (“Dakun Zhifang”); and (b) 55% interest in Hebei Tu Men Travel Development Limited\* (河北土門旅遊開發有限公司) (“Tu Men Travel”) and 75% interest in Hebei Yidao Town Real Estate Development Limited\* (河北驛道小鎮房地產開發有限公司) (“Yidao Town Real Estate”), all of which are engaged in the provision of operating and management of tourism attractions, culture spots and development of tourism property. Besides, the Group also entered into a sale and purchase agreement regarding the acquisition of 40% interest in Great Ascent Limited (“Great Ascent”) and 40% interest in Jiangsu Yiersan Real Estate Development Co., Limited\* (江蘇一二三房地產開發有限公司) (“Yiersan”). Great Ascent (through its subsidiary) is principally engaged in providing exclusive travel services in the Hongshan Sports Park\* (紅山體育園) development project while Yiersan is principally engaged in real estate development and management, property services, real estate agencies, construction consulting services and sales of building materials. Upon completion of the acquisitions of Great Ascent and Yiersan, the integrated development segment will be expanded further.



In the long run, the Group intends to have its own tourism facilities spots to cater for its potential needs from its customers for accommodation, and explore further business opportunities to yield a higher return to the shareholders, by investing in property development for providing accommodation, such as self-services apartments and residential apartments around tourism attractions. These self-services apartments mainly focus on travelers with superior accommodation quality and comfort with housekeeping and laundry services while residential units mainly focus on intended purchasers who tend to live around scenic spots.

Apart from the diversified tourism products and services business and the integrated development business, the Group also operates the licensed corporations which carry on Type 4 (Advising on Securities), Type 6 (Advising on Corporate Finance) and Type 9 (Asset Management) regulated activities under the Securities Future Ordinances (Chapter 571 of the Laws of Hong Kong). The on-going Sino-US Trade War brings deteriorate effect to the global economy. Although the Group has put effort to optimize the services to the existing customer and broaden the customer segment, the performance of the financial services business did not meet the expectation. The Board will monitor the market situation with caution and alter the business strategy along with the market conditions.

In September 2018, the Group completed the disposal of trading and retail business in jewellery (the “Jewellery Business”). Despite the Group had tried various ways to improve their performance in previous years, the effects were not significant. In view of the benefit of the Group and its shareholders as a whole, the Group ceased the Jewellery Business such that the Group could improve the resources allocation to other segments of the Group.

Looking forward, there will be still challenges ahead. The Group is exploring other potential opportunities incidental to the travel industry, including but not limited to the acquisition of land and construction of tourism facilities spots. The potential investments, if materialized, are expected to enable the Group to expand its travel-related business vertically as well as generate synergy effects on the existing businesses of the Group. The Group will continue to take prudent and cautious steps in business development and seek for the interests of the Group and shareholders at a whole.



## BUSINESS OUTLOOK

In the future, the “Travel +” (Travel + Integrated Development + Finance) will be the main revenue driver of the Group, and therefore the Company will make vigorous effort to develop “Travel +” business, with the focus on investment in travel-related resources, increasing its market share in the tourism market and integrated development industries and enhancing its influence in the financial services business, aiming to turn the Group into a comprehensive service provider.

## APPRECIATION

On behalf of the Board, I wish to express my sincere gratitude to the shareholders and business partners of the Company for their continuous support as well as to the Board, management and all our staff members for their diligence, devotions and contributions.

Shi Baodong  
*Chairman*

Hong Kong, 29 March 2019

# MANAGEMENT DISCUSSION AND ANALYSIS



## BUSINESS REVIEW

### Diversified Tourism Products and Services Business

Diversified tourism products and services business is still the main stream of the Group's revenue. In 2018, despite facing all challenges from slowing down economic growth, decline in demand of high cabin corporate travel and intense competition from on-line travel agencies, the Group kept on making progress in diversified tourism products and services business with a slightly increase in turnover of approximately 5.10% from approximately HK\$236.29 million for the year ended 31 December 2017 to approximately HK\$248.34 million for the Year. The loss of the diversified tourism products and services business increased from approximately HK\$2.14 million for the year ended 31 December 2017 to approximately HK\$5.29 million for the Year. The increase in loss was mainly due to the acquisition of a subsidiary, Dongsheng Beijing, which engage in the provision of the travel-related services in the PRC during the Year. As this subsidiary is in the initial development stage, there was an operating loss for the Year. This led to the negative effect on the results of the diversified tourism products and services business.

The competition in diversified tourism products and services business was still keen and the prices of the air-tickets and other services were facing pressure. The stability in turnover is mainly

due to the experienced sales and marketing staff who capture of many new customers who are not only the individual but also the corporate clients, in relation to certain high profitable tourism products, including MICE (Meeting, Incentives, Conferences and Exhibitions) services, cruise services and hotel booking services.

In order to promote diversified tourism products and services business, the Group has worked with various global business partners to establish the travel management solutions which will provide effective and efficient scheme tailor-made to the needs of our corporate clients. In addition, the Group has also sponsored our staff to attend tourism-related courses operated by well-known institutes in order to enhance their knowledge, service quality and service standards tourism and travel-related business.

### Integrated Development Business

The Group started to operate the integrated development business since the completion of the acquisition of a piece of land in New Zealand since 2017. The Group planned to develop this piece of land in certain phases and the first phase is self-serviced units and residential units. During the Year, the Group expanded its market shares by completing the acquisition of certain companies in the PRC, namely Dakun Zhifang, Tu Men Travel and Yidao Town Real Estate, which principally engage in the operation and management of tourist attractions and culture



spots in the PRC. As the integrated development project in New Zealand is under progress and the acquisition of companies in the PRC, Tu Men Travel and Yidao Town Real Estate, was only completed in the second half of the Year, there was no revenue recorded for the Year. The loss of integrated development business was slightly decreased from approximately HK\$0.08 million for the year ended 31 December 2017 to approximately HK\$0.06 million for the Year.

Given (i) the first phase of New Zealand project is expected to be completed in the second half of 2019; and (ii) the acquisition of the tourist spots and culture spots in the PRC namely the acquisitions of Dakun Zhifang, Tu Men Travel and Yidao Town Real Estate having been completed, the Board believes that additional revenue would be brought to the Group for the year ending 31 December 2019 and the operating performance will be improved accordingly.

### Financial Services Business

The Group owns the licensed corporations which carry on Type 4 (Advising on Securities), Type 6 (Advising on Corporate Finance) and Type 9 (Asset Management) regulated activities under the Securities Future Ordinances (Chapter 571 of the Laws of Hong Kong). In 2018, the uncertainty due to the on-going Sino-US Trade War has brought negative effect to the global capital market. The turnover of the financial services business suffered from a deteriorate impact. The turnover of financial services business decreased significantly from approximately HK\$1.74 million for the year ended 31 December 2017 to approximately HK\$0.33 million for the Year, representing a decrease of approximately 81.03%. The loss of financial services business was narrowed from the loss of approximately HK\$2.80 million for the year ended 31 December 2017 to the profit of approximately HK\$0.49 million for the Year. The decrease in loss was mainly due to the disposal of a subsidiary named MAAM Limited at gain and reduction in administration expenses during the Year.

As the capital market is characterized by turbulence and intransquility, in order to get survival in the industry, the Group has put effort to resharpen the financial platform and services to our ultra high net worth individual and institutional clients. The

Group expects the effect in the financial and equity market from the on-going Sino-US Trade War will be minimized its importance gradually. The Board will keep caution on the market situation and alter the business strategy along with the market conditions.

### Investment Holding Business

Investment holdings business of the Group mainly represents the interests in associates of the Group. One of our associates engages in the provision of tourism-related and ticket-sales-related services and provision of brand name used by the franchisees in the PRC. As the economy growth in the PRC was not as rapid as few years ago and the demand of tourism in local and in overseas has been slowing down gradually. Despite this associate adopts cost control policies strictly, it still suffered from loss for the Year, which were mainly due to the losses on disposal of a subsidiary and an associate recorded by this associate. As a result, the share of losses of associates were recorded a significant increase of approximately 28.03% from approximately HK\$13.52 million for the year ended 31 December 2017 to approximately HK\$17.31 million for the Year.

### Jewellery Business

The Group ceased to engage in the Jewellery Business since September 2018. The Jewellery Business was not a core business of the Group and the Board did not expect that this business will be the meaningful driver of or contributor to the operating results of the Group with reference to its performance in previous years.

The turnover of Jewellery Business was slightly increased from approximately HK\$26.54 million for the year ended 31 December 2017 to approximately HK\$26.98 million for the Year, representing an increase of approximately 1.66%. The loss of Jewellery Business was improved from the loss of approximately HK\$3.13 million for the year ended 31 December 2017 to the profit of approximately HK\$2.10 million for the Year. The decrease in loss was mainly due to the gain on disposal of Jewellery Business of approximately HK\$2.85 million and eight months results was recorded in the Year while twelve months results was recorded for the year ended 31 December 2017.

## MANAGEMENT DISCUSSION AND ANALYSIS

### FINANCIAL ANALYSIS

#### a. Operating Performance

##### Continuing operations

The continuing operations of the Group are the provision of diversified tourism products and services, the provision of integrated development business, the provision of financial services and investment holding business.

##### Turnover

Revenue was approximately HK\$248.67 million for the Year while it was approximately HK\$238.03 million (restated) for the year ended 31 December 2017, representing an increase of approximately 4.47%.

	2018		2017	
	HK\$'000	%	HK\$'000	%
Diversified tourism products and services	248,342	99.87	236,289	99.27
Financial services	330	0.13	1,741	0.73
Total	248,672	100.00	238,030	100.00

The turnover of the Group increased slightly as compared with 2017. The increase in the Group's turnover was primarily contributed from the increase in turnover from the diversified tourism products and services segment.

The turnover generated from the diversified tourism products and services segment represented approximately 99.87% of total turnover of the Group in the Year, while it represented approximately 99.27% of total turnover of the Group in 2017. Under the diversified tourism products and services segment, the turnover was increased by approximately 5.10%, which amounted from approximately HK\$236.29 million in 2017 to approximately HK\$248.34 million in the Year. It was mainly attributed to the newly acquired subsidiary, Dongsheng Beijing, in the PRC which engages in the provision of travel-related services in the Year.

The turnover generated from the financial services segment represented approximately 0.13% of total turnover of the Group in the Year, while it represented approximately 0.73% of total turnover of the Group in 2017. The turnover was decreased by approximately 81.03%, which amounted from approximately HK\$1.74 million in 2017 to approximately HK\$0.33 million in the Year. The decrease in turnover is mainly due to the facts that the uncertainty of the on-going Sino-US Trade War which has brought the negative effect to the global capital market.

##### Gross profit

The gross profit margin (excluding the financial service income) was approximately 7.16% for the Year as compared with approximately 7.18% for the year ended 31 December 2017. The decrease in gross profit margin was mainly attributed to the increase in cost of sales in diversified tourism products and services business such as costs of tickets, but the increase in cost of sales cannot be shifted to customers.



## Loss for the year

A loss from continuing operations of approximately HK\$59.99 million was recorded for the Year as compared with a loss of approximately HK\$52.90 million for the year ended 31 December 2017, representing an increase of approximately 13.40%. The increase in loss were primarily attributable to:

- i. the increase in the share of losses of associates of the Group by approximately HK\$3.79 million from approximately HK\$13.52 million for the year ended 31 December 2017 to approximately HK\$17.31 million for the Year due to the losses on disposal of a subsidiary and an associate in aggregate of approximately HK\$13.64 million recorded by an associate;
- ii. the increase in finance costs by approximately HK\$4.72 million from net exchange gain of approximately HK\$2.55 million for the year ended 31 December 2017 to net exchange loss of approximately HK\$2.17 million arising from RMB saving deposits for the Year due to the depreciation of RMB during the Year;
- iii. the increase in other income by approximately HK\$1.03 million from approximately HK\$4.37 million for the year ended 31 December 2017 to approximately HK\$5.40 million for the Year mainly due to the interest income from a loan due from an associate calculated at an effective interest rate; and
- iv. the increase in gain on disposal of a subsidiary from HK\$Nil for the year ended 31 December 2017 to approximately HK\$0.49 million for the Year due to the disposal of an inactive company incorporated in the Cayman Islands at a cash consideration of US\$1 (equivalent to approximately HK\$8) during the Year.



Facilities in Hongshan Sports Park

## Geographical information

The principal source of turnover from continuing operations of the Group was derived from the diversified tourism products and services segment and the turnover of this segment which accounted for approximately 98.67% (2017: approximately 100%) of the Group's total turnover were generated from Hong Kong for the Year.

## Discontinued operation

The discontinued operation of the Group was the Jewellery Business.

The turnover generated from the Jewellery Business was increased by approximately 1.66%, which amounted from approximately HK\$26.54 million for the year ended 31 December 2017 to approximately HK\$26.98 million in the Year. The increase in turnover is mainly due to the facts that the negative effect of the blocked fences along the road in front of the flagship store in Nanjing has been removed gradually.

## MANAGEMENT DISCUSSION AND ANALYSIS

The gross profit margin of the trading and retail of jewellery segment was approximately 22.18% for the Year as compared with approximately 23.06% for the year ended 31 December 2017. The decrease in gross profit margin was mainly due to the increase in cost of jewellery and other direct costs, but the increase in cost of sales cannot be shifted to customers.

The profit of the Jewellery Business for the Year was approximately HK\$2.10 million as compared with a loss of approximately HK\$3.13 million for the year ended 31 December 2017, representing an increase of approximately 167.09%. The increase in profits were attributable to the gain on disposal of the Jewellery Business of approximately HK\$2.85 million and the decrease in operating loss by approximately HK\$2.15 million for the Year.

### b. Asset Quality

On 31 December 2018, the assets of the Group mainly included cash and cash equivalents, restricted bank deposits, trade receivables, prepayments, deposits and other receivables, inventories, interests in associates, other financial assets, intangible assets, lease prepayments and property, plant and equipment. The aggregated amount of cash and cash equivalents and restricted bank deposits were approximately HK\$200.67 million (2017: approximately HK\$401.14 million), of which approximately HK\$34.41 million (2017: approximately HK\$49.85 million), approximately HK\$0.73 million (2017: approximately HK\$20.81 million) and approximately HK\$0.95 million (2017: approximately HK\$8.95 million) were denominated in Renminbi (“RMB”), New Zealand dollars (“NZD”) and the United States dollars (“USD”), respectively.

On 31 December 2018, the amount of trade receivables of approximately HK\$25.58 million (2017: approximately HK\$28.16 million) were mainly due from the customers of a subsidiary of the Company, named Four Seas Tours Limited, which is one of the mostly well-known and large travel related enterprises in Hong Kong. The amount of its trade receivables with age below 90 days was approximately HK\$23.06 million (2017: approximately HK\$25.77 million), which represented approximately 90.16% (2017: approximately 91.51%) of total trade receivables on 31 December 2018.

On 31 December 2018, the amount of prepayments, deposits and other receivables were approximately HK\$81.68 million (2017: approximately HK\$15.25 million), which mainly represented the loans to associates of approximately HK\$62.90 million (2017: HK\$Nil), prepayments on a carnival tourism project of approximately HK\$6.76 million (2017: HK\$Nil) and prepayments on an acquisition cost of approximately HK\$4.63 million (2017: approximately HK\$11.68 million).

On 31 December 2018, the amount of inventories was approximately HK\$69.99 million (2017: approximately HK\$63.79 million), which mainly represented a piece of land in New Zealand of approximately HK\$59.65 million (2017: approximately HK\$50.47 million).

On 31 December 2018, interests in associates amounted to approximately HK\$391.25 million (2017: approximately HK\$399.27 million), which was mainly attributable to the intangible assets, including trademark and distribution network, owned by an associate. The decrease in the interests in associates were due to the losses on disposal of a subsidiary and an associate in aggregate of approximately HK\$13.64 million recorded by an associate during the Year.

On 31 December 2018, other financial assets was approximately HK\$71.06 million (2017: HK\$Nil), which representing a loan to an associate, Dakun Zhifang, with principle amount of approximately RMB71.10 million (equivalent to approximately HK\$80.95 million) which is unsecured, non-interest-bearing and repayable on 21 October 2021.

On 31 December 2018, intangible assets was approximately HK\$18.13 million (2017: approximately HK\$16.39 million). Intangible assets includes securities licence, travel licence and software. The increased in intangible assets which mainly represented the travel licence of approximately HK\$1.77 million acquired through the acquisition of a subsidiary, Dongsheng Beijing, during the Year.

On 31 December 2018, lease prepayments were approximately HK\$27.68 million (2017: HK\$Nil), which represented the land use rights of approximately HK\$27.68 million acquired through the acquisition of a subsidiary, Tu Men Travel, during the Year.

On 31 December 2018, property, plant and equipment was approximately HK\$103.58 million (2017: approximately HK\$2.02 million), which mainly represented the buildings and other equipment of approximately HK\$102.21 million acquired through the acquisition of a subsidiary, Tu Men Travel, during the Year.

### c. Liability Structure

On 31 December 2018, the liabilities of the Group mainly included trade payables, other payables and accruals and short-term borrowings. The amount of trade payables amounted to approximately HK\$26.70 million (2017: approximately HK\$33.39 million). The amount of the trade payables with age below 90 days was approximately HK\$26.70 million (2017: approximately HK\$33.23 million), which represented approximately 100.00% (2017: approximately 99.50%) of the total trade payables on 31 December 2018.

On 31 December 2018, other payables and accruals was approximately HK\$170.21 million (2017: approximately HK\$22.66 million), which mainly represented amounts due to related parties of approximately HK\$51.00 million (2017: approximately HK\$1.19 million), consideration payable regarding the acquisition of Tu Men Travel and Yidao Town Real Estate of approximately HK\$42.24 million (2017: HK\$Nil) and land and construction costs payable of approximately HK\$45.84 million (2017: HK\$Nil).

## LIQUIDITY AND FINANCIAL RESOURCES

During the Year, the Group's operations and investments continued to be mainly financed by internal resources and short-term borrowings. In addition, proceeds raised from the disposal of subsidiaries was an extra funding to the Group. Other than the funding assigned to the specific projects, the usage of funding are monitored by the Company. On 31 December 2018, the aggregated amount of the cash and cash equivalent and the restricted bank deposit of the Group were to approximately HK\$200.67 million (2017: approximately HK\$401.14 million), representing a decrease of approximately 49.98% (2017: approximately 9.0%) as compared to 31 December 2017.

The decrease of cash and cash equivalent and the restricted bank deposit was mainly attributable to (i) the payment of approximately HK\$61.61 million as the acquisition costs of companies, Dakun Zhifang, Tu Men Travel and Yidao Town Real Estate, in the PRC; (ii) an interest-free loan of approximately HK\$80.95 million lend to an associate, Dakun Zhifang; and (iii) the payment of the distribution of PCS of approximately HK\$26.08 million issued in March 2016 and October 2016.



## MANAGEMENT DISCUSSION AND ANALYSIS

On 31 December 2018, the short-term borrowings of the Group was approximately HK\$13.23 million (2017: approximately HK\$8.95 million), all of which were denominated in RMB, representing the borrowing from related parties of approximately HK\$13.23 million (2017: HK\$Nil), which is unsecured, bearing interest at a rate of 4.35% per annum and repayable within one year. On 31 December 2017, the short-term borrowings were the bank loans of approximately HK\$4.80 million, which were secured with the effective interest rate of approximately 4.35% per annum and other short-term borrowings of approximately HK\$4.15 million, which were unsecured and bearing rate at 6.5% per annum.

On 31 December 2018, the Group had a current ratio of approximately 1.79 (2017: approximately 7.82). The gearing ratio was not applicable as the Group had net cash and cash equivalents of HK\$175.65 million (2017: approximately HK\$348.75 million) on 31 December 2018.

### FOREIGN EXCHANGE EXPOSURE

Since the transactions of the Group were mainly denominated in HK\$, RMB and NZD, the Group is exposed to foreign currency risk on the cash and cash equivalents which are denominated in RMB and NZD whose functional currency is HK\$. During the Year, the Group had reviewed the hedged product in respect of foreign currency exposure of NZD but no hedging action was performed by the Group. The Directors will monitor the related foreign currency exposure and are prepared to take appropriate hedging action as and when necessary.

### CAPITAL COMMITMENTS

On 31 December 2018, the Group had capital commitments relating to investment in equity securities of approximately HK\$82.66 million (equivalent to approximately RMB72.60 million) (2017: HK\$4.8 million (equivalent to approximately RMB4.0 million)).

## ACQUISITION AND INVESTMENTS

### a) Acquisition of 100% Interest in Dongsheng Beijing

Pursuant to an agreement dated 3 January 2018 entered into between Dongsheng Cultural Tourism Group Co., Limited\* (東勝文化旅遊集團有限公司), a company incorporated in the PRC (“Dongsheng Cultural Tourism”) and Beijing Huayu Tourism Development Co., Ltd. (北京華譽旅遊開發有限公司) (“Orient Victory Hua Yu”), an indirect wholly-owned subsidiary of the Company, Dongsheng Cultural Tourism transferred 100% interest in Dongsheng Beijing to Orient Victory Hua Yu at a cash consideration of approximately HK\$1.20 million. All conditions precedent set out in the agreement have been fulfilled and completion of the acquisition of 100% interest in Dongsheng Beijing took place on 14 May 2018 in accordance with the terms and conditions of the agreement.

### b) Acquisition of 40% Interest in Great Ascent and Yiersan

Reference is made to the circular of the Company dated 10 October 2018 in relation to the acquisitions of 40% interest in each of Great Ascent and Yiersan (collectively the “Hongshan Acquisition”), The Hongshan Acquisition was approved by the independent shareholders of the Company in the extraordinary general meeting held on 30 October 2018.

Pursuant to the agreements for the acquisition of Great Ascent and Yiersan (collectively the “Hongshan Acquisition Agreement”), the vendors will transfer 40% interest in each of Great Ascent and Yiersan to the Company at an aggregate cash consideration of approximately HK\$65.80 million (equivalents to approximately RMB53.6 million). As at the date of this report, the conditions precedent under the Hongshan Acquisition Agreement have not been fulfilled in full and completion of the Hongshan Acquisition Agreement will take place when all the conditions precedent have been fulfilled.

### c) Acquisition of 40% Interest in Dakun Zhifang and Shareholders' Loan

Reference is made to the announcement of the Company dated 12 June 2018 in relation to, inter alia, the acquisition of 40% interest in Dakun Zhifang.

Pursuant to an agreement dated 12 June 2018 (the “Dakun Zhifang Agreement”) entered into between Mr. Ji Hai (冀海), Ms. Ji Ling (冀玲) and Zhangjiakou Chongliu Hua Yu Travel Co., Ltd.\* (張家口崇禮區華譽旅遊開發有限公司), a company established in the PRC and an indirect wholly-owned subsidiary of the Company (“Zhangjiakou Hua Yu”), Zhangjiakou Hua Yu shall pay RMB40.9 million (equivalent to approximately HK\$50.2 million) to Mr. Ji Hai (冀海) and Ms. Ji Ling (冀玲) and they shall transfer 40% interest in Dakun Zhifang and 40% interest in the shareholders' loan to Zhangjiakou Hua Yu. All conditions precedent set out in the Dakun Zhifang Agreement have been fulfilled and completion of the acquisition of 40% interest in Dakun Zhifang and 40% interest in the shareholders' loan took place on 7 August 2018 in accordance with the terms and conditions of the Dakun Zhifang Agreement.

### d) Acquisition of 55% Interest in Tu Men Travel and 75% Interest in Yidao Town Real Estate

Reference is made to the announcement of the Company dated 18 December 2018 in relation to, inter alia, the acquisition of 55% interests in Tu Men Travel and 75% interest in Yidao Town Real Estate.

Pursuant to an agreement dated 18 December 2018 (the “Tu Men Agreement”) entered into between Mr. Wang Aijun (王愛軍), Mr. Zhang Wenxue (張文學) and Mr. Cheng Tonghui (成同輝) (collectively as “Vendors”) and Hebei Tengming Tourism Development Co., Ltd.\* (河北滕鳴旅遊開發有限公司), an indirect wholly-owned subsidiary of the Company (“Hebei Tengming”), the

Vendors shall transfer 55% interest in Tu Men Travel to Hebei Tengming at a cash consideration of approximately HK\$53.6 million (equivalents to RMB47.1 million) and an agreement dated 18 December 2018 (the “Yidao Town Real Estate Agreement”) entered into between Eco-Town Development and Operation Limited\* (河北東勝生態小鎮開發運營有限公司), a company incorporated in the PRC (“Eco-Town Development”) and Hebei Xinmen Real Estate Development Co., Ltd.\* (河北鑫門房地產開發有限公司), an indirect wholly-owned subsidiary of the Company (“Xinmen Real Estate”), Eco-Town Development shall transfer 75% interest in Yidao Town Real Estate to Xinmen Real Estate at a cash consideration of approximately HK\$0.01 million (equivalents to RMB0.01 million). All conditions precedent set out in the Tu Men Agreement and Yidao Town Real Estate Agreement have been fulfilled and completion of the acquisitions of 55% interest in Tu Men Travel and 75% interest in Yidao Town Real Estate took place on 19 December 2018 in accordance with the terms and conditions of the Tu Men Agreement and the Yidao Town Real Estate Agreement.

### e) Disposal of 85% Interest in King Link Investments Limited (“King Link”)

Reference is made to the announcement of the Company dated 23 July 2018 in relation to, inter alia, the disposal of 85% interest in King Link.

Pursuant to an agreement dated 23 July 2018 entered into between South China Financial Holdings Limited (“South China”), a company incorporated in Hong Kong, whose shares are listed on The Stock Exchange of the Hong Kong Limited (the “Stock Exchange”) and the Company, the Company transferred 85% interest in King Link to South China at a cash consideration of approximately HK\$4.8 million. All conditions precedent set out in the agreement have been fulfilled and completion of the disposal of 85% interest in King Link took place on 18 September 2018 in accordance with the terms and conditions of the agreement.

## MANAGEMENT DISCUSSION AND ANALYSIS

### USE OF NET PROCEEDS

#### a) Issue of new ordinary shares under a specific mandate

The net proceeds from the issue of new ordinary shares under a specific mandate in October 2015 amounted to approximately HK\$265.78 million (after deducting the related cost and expenses). As at 31 December 2018, the Group had utilised all the net proceeds, details of which are set out as follows:

Net proceeds raised			
HK\$'000	Intended use of the net proceeds	Actual use of the net proceeds	HK\$'000
265,775	i) General working capital; and	Payment of operating expenses; and	16,342
	ii) Development of new business.	i) Partial payment of consideration for the acquisition of 49% equity interest in China Comfort Tourism Group Company Limited ("China Comfort"); and	241,244
		ii) Payment of acquisition cost of Hanli Investments Limited.	8,189
			265,775

#### b) Issue of 2016 March PCS

The net proceeds from the issue of perpetual convertible securities in March 2016 ("2016 March PCS") amounted to approximately HK\$165.35 million (after deducting the related cost and expenses). As at 31 December 2018, the Company had utilised all the net proceeds, details of which are set out as follows:

Net proceeds raised			
HK\$'000	Intended use of the net proceeds	Actual use of the net proceeds	HK\$'000
165,352	i) Repayment of the related party loan which was used to settle part of the consideration for the acquisition of China Comfort; and	Used as intended; and	123,783
	ii) Payment of the cost and fees in respect of such acquisition.	i) Payment of legal costs for the acquisition of China Comfort; and	7,300
		ii) Partial payment of a land cost in New Zealand.	34,269
			165,352



c) **Issue of new ordinary shares under the Bonus Warrants**

The net proceeds from the exercise of bonus warrants (the “Bonus Warrants”) amounted to approximately HK\$288.14 million (after deducting the related cost and expenses). As at 31 December 2018, the Group had utilised all the net proceeds, details of which are set out as follows:

Net proceeds raised			
HK\$'000	Intended use of the net proceeds	Actual use of the net proceeds	HK\$'000
288,137	i) Acquire potential assets;	i) Partial payment of the consideration for the acquisition of 49% equity interest in China Comfort;	152,927
		ii) Partial payment of a land cost in New Zealand;	16,232
		iii) Construction cost of New Zealand's properties;	2,330
		iv) Payment of acquisition costs; and	21,758
		v) Partial payment of the consideration for the acquisition of 40% equity interest and shareholder loan in Dakun Zhifang.	29,688
	ii) Payment of professional fees; and	Payment of professional fees; and	17,690
	iii) General working capital.	i) Payment of operating expenses;	16,334
		ii) Third, fourth and fifth distribution to the holders of 2016 March PCS; and	15,300
		iii) Third and fourth distribution to the holder of 2016 October PCS.	15,878
			288,137

## MANAGEMENT DISCUSSION AND ANALYSIS

### d) Issue of 2016 October PCS and Shares under the open offer

The net proceeds from the issue of offered shares with an alternative of unlisted perpetual convertible securities and under an open offer in October 2016 amounted to approximately HK\$291.62 million (after deducting the related cost and expenses). As at 31 December 2018, the Group has utilised approximately HK\$146.77 million of the net proceeds in accordance with the proposed application as set out in the section headed “Use of Proceeds” of the prospectus of the Company dated 29 September 2016, details of which are set out as follows:

Net proceeds raised			
HK\$'000	Intended use of the net proceeds	Actual use of the net proceeds	HK\$'000
291,623	i) Make initial capital injection to a fund to be established by a joint venture company and subscription price of 40% equity interest;	Pay the subscription price for 40% shares in a joint venture company;	7,800
	ii) General working capital;	First and second distribution to the holders of 2016 October PCS;	15,880
	iii) Setup a wholly-owned licensed corporation;	Has not been used yet;	n/a
	iv) 6% distribution reserve of 2016 March PCS; and	6% distribution reserve of 2016 March PCS; and	10,200
	v) If possible, acquire assets with potential appreciation.	i) Partial payment of the consideration for the acquisition of 40% equity interest and shareholder loan in Dakun Zhifang;	20,524
		ii) Payment of the shareholder loan to Dakun Zhifang; and	80,954
		iii) Payment of the consideration for the acquisition of 55% equity interest in Tu Men Travel and 75% equity interest in Yidao Town Real Estate.	11,410
			146,768

### PLEDGED OF ASSETS

On 31 December 2018, the Group pledged both of the entire interest in Shenzhen Dong Sheng Hua Yu Commercial Management Company Limited\* (深圳東勝華譽商業管理有限公司), which is an indirect wholly-owned subsidiary of the Company and the entire issued share capital of Donghui Hong Kong Holdings Limited which is an indirect wholly-owned subsidiary of the Company, to secure the issue of the perpetual convertible securities issued on 30 March 2016 in an aggregate principal amount of approximately HK\$170.00 million (31 December 2017: approximately HK\$170.00 million). Please refer to the Company's announcement dated 30 March 2016 and circular dated 29 January 2016 for details.

On 31 December 2017, amount of guaranteed deposits, other receivable and inventories of approximately HK\$33.25 million, approximately HK\$0.59 million and approximately HK\$8.40 million, respectively of the Group were pledged as collateral for borrowings obtained by its subsidiaries and associate.

### CONTINGENT LIABILITIES

On 31 December 2018, the Group had no contingent liabilities. On 31 December 2017, the Group had contingent liabilities in respect of a letter of credit secured for bank borrowings of an associate in an amount of approximately HK\$33.25 million.

### NUMBER AND REMUNERATION OF EMPLOYEES

On 31 December 2018, the total number of employees of the Group was approximately 200 (31 December 2017: approximately 130). Staff costs (including Directors' emoluments) amounted to approximately HK\$35.66 million for the Year (31 December 2017: approximately HK\$31.51 million).

In addition to salary, other fringe benefits such as medical insurance and mandatory provident fund schemes for employees, are offered to all employees of the Group. Performance of the employees is normally reviewed on an annual basis with adjustment to their salaries comparable to that of the market. Individual employees may also receive a discretionary bonus at the end of each year based on their individual performance.

\* denotes an English translation of the Chinese name for identification purpose only.



# BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

## DIRECTORS

### MR. SHI BAODONG (“Mr. Shi”)

#### *Chairman and Executive Director*

Mr. Shi, aged 50, was appointed as the Chairman and executive Director in September 2014 and Chief Executive Officer on 11 May 2018. Mr. Shi is a chairman of the nomination committee of the Company (the “**Nomination Committee**”) and a member of the remuneration committee of the Company (the “**Remuneration Committee**”). Mr. Shi graduated from the Hebei University of Architecture in 1989. He has over 19 years of experience in property development and he is a qualified engineer in the PRC.

Mr. Shi is the director of Orient Victory Group HK Holdings Limited\* (東勝集團香港控股有限公司) and the founder, shareholder and chairman of Orient Victory Cultural & Tourism Group Company Limited\* (東勝文化旅遊集團有限公司) (formerly known as Shijiazhuang Orient Victory Investments Group Limited\* (石家莊市東勝投資集團有限公司)) (“OVCT”), which is principally engaged in property development, including the development of residential properties, commercial properties, properties and ancillary facilities for the elderly, as well as an ecological park and a culture park in the PRC. In October 2015, Mr. Shi was appointed as president of China Comfort, an associate of the Group, and is responsible for the overall management of China Comfort.

Mr. Shi is the vice chairman of the China Real Estate Industry Association and a consultant of its Special Committee for China Urban Development, Special Committee for Elderly Residential Area and Special Committee for China Small Town Development. Mr. Shi is the standing vice president of Hebei Chamber of Commerce in Hong Kong and the director of its Ecological Industry Committee. At the same time, he is the standing vice president of Hebei Chamber of Commerce and the vice president of Chinese Rowing Association.

### MR. ZHAO HUINING (“Mr. Zhao”)

#### *Executive Director*

Mr. Zhao, aged 51, was appointed as the executive Director on 16 June 2017. Mr. Zhao was Chief Executive Officer and a member of the Remuneration Committee and the Nomination Committee and resigned on 11 May 2018 and 24 August 2018 respectively. Mr. Zhao graduated from the Transportation Management and Engineering Department (運輸管理工程系) of Northern Jiaotong University (北方交通大學), majoring in traffic and transportation (交通運輸專業) in 1990. In 2004, Mr. Zhao obtained a master degree of Arts from Flinders University of South Australia in International Relations in Economy and Trade which were jointly offered by Nankai University (南開大學) and Flinders University of South Australia and graduated from Yanshan University (燕山大學) with a doctor's degree in management science and engineering (管理科學與工程) in 2014. Mr. Zhao was conferred the title of senior economist qualification in PRC in 2002.

Mr. Zhao has extensive working experiences, including working as a staff member in Project Evaluation Division of Mechanical and Electrical Equipment Tendering Bureau of Hebei Province (河北省機電設備招標局項目評估處) from 1990 to 1992; staff member and senior staff member of the Traffic, Post and Telecommunications Division of Hebei Provincial Economic and Trade Commission (河北省經貿委交通郵電處) from 1992 to 1997; deputy director of Beijing office of Hebei Provincial Economic and Trade Commission (河北省經貿委北京辦事處) from 1997 to 1998; deputy director of Foreign Economic Relations Division of Hebei Provincial Economic and Trade Commission (河北省經貿委外經處) (“HPETC”) from 1998

## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

to 2000; deputy director of the office of HPETC and director of Beijing office of HPETC from 2000 to 2001 successively; legal representative, executive director and general manager of Hebei Economic and Trade Investment Co., Ltd. (河北省經濟貿易投資有限公司) from 2001 to 2005 successively; legal representative, executive director, general manager and secretary of Party Committee of Hebei Information Industry Investment Co., Ltd. (河北省信息產業投資有限公司) from 2005 to 2009 successively. He was elected as the vice chairman of the tenth session of the committee of Hebei Youth League (河北省青年聯合會) in December 2009. From 2009 to 2014, Mr. Zhao worked in Hebei Construction & Investment Group Co., Ltd (河北建設投資集團有限責任公司) with last position as chairman and secretary for the Party Committee. He was also the chairman and president of Gaokang Capital Investment Management Co., Ltd (高康資本投資管理有限公司), a subsidiary of China Energy Conservation and Environmental Protection Group (中國節能環保集團) from 2014 to 2016. Mr. Zhao is currently a director and the president of China Culture Industry Investment Fund Management Co., Ltd (中國旅遊文化產業投資基金管理公司), a subsidiary of the Group.

### MR. MO YUEMING (“Mr. Mo”)

#### *Executive Director*

Mr. Mo, aged 54, was appointed as the executive Director on 2 May 2018. Mr. Mo holds a degree of Executive Master of Business Administration from The HEC School of Management in Paris, France, a Master's degree in Business in Economics (商業經濟學) from the Chinese Academy of Social Sciences (中國社會科學院) and a Bachelor's degree in Accounting from Beijing Institute of Business\* (北京商學院).

Mr. Mo has over 20 years of experience in accounting and corporate management of the tourism industry and other industries, including working as the vice general manager and Chief Accountant of China Pan Travel Industry Development Co., Ltd.\* (中國泛旅實業發展股份有限公司) (now known as China Spacesat Co., Ltd. (中國天地衛星股份有限公司) (“China Spacesat”), a company listed on the Shanghai Stock Exchange with stock code 600118 and Mr. Mo has been a director of China Spacesat since June 2001; Mr. Mo has been a director of Zhejiang Yongfeng Environmental Sci&tech Co., Ltd. (浙江永峰環保科技股份有限公司) (“Zhejiang Yongfeng”), a company listed on National Equities Exchange and Quotations with Stock Code 838806 since 23 February 2016 for a term from 23 February 2016 to 22 February 2019; and the senior vice president of Orient Landscape Holdings Co., Ltd.\* (東方園林股份公司) and the Chief Operating Officer of Orient Brigade Group\* (東方文旅集團) from 28 April 2017 to 27 November 2017.

Mr. Mo currently serves as a co-vice Chairman of Orient Victory Group\* (東勝集團) and president of Orient Victory Culture & Travel Group (東勝文化旅遊集團), these two companies were controlled by Mr. Shi. Mr. Mo has been a director of China Comfort Tourism Group Company Ltd.\* (中國康輝旅遊集團有限公司) (formerly known as China Comfort Travel Group Company Ltd.\* (中國康輝旅行社集團有限責任公司)) (“China Comfort”) since April 2018, of which it is an associate of the Group. Besides, he is also the president of Comfort Cultural Tourism Industry holdings Co., Ltd.\* (康輝文化旅遊產業股份有限公司) since March 2018, of which China Comfort is the largest equity holder of this company.

## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

### MS. SONG SINING (“Ms. Song”)

#### *Non-executive Director*

Ms. Song, aged 41, was appointed as the non-executive Director on 16 June 2017. Ms. Song is a member of the audit committee off the Company (the “Audit Committee”). Ms. Song graduated from the Philosophy Department (哲學系) of Hebei University in Public Relation (公關專業) in 1997. She graduated from the Correspondence College of the Central School of Communist Party of China (中央黨校函授學院) in 2000, majoring in economic management (經濟管理專業). She completed a practical training course in real estate (實戰型房地產研修班) provided by Peking University in 2015. Ms. Song served as a senior management in other real estate companies for more than 15 years. She is currently a vice president of Orient Victory Real Estate Development Group Limited (東勝房地產開發集團有限公司), a company indirectly wholly-owned by Mr. Shi.

### MR. DONG XIAOJIE (“Mr. Dong”)

#### *Independent non-executive Director*

Mr. Dong, aged 56, was appointed as the independent non-executive Director in September 2014. Mr. Dong is a chairman of Remuneration Committee. Mr. Dong graduated from the Hebei Normal University, majoring in mathematics in 1984. He has been a principal partner of Shengyuan Investment Risk Consulting Management Co., Limited since 2011 and was appointed as a director of Robyn Hode Capital Limited in April 2015.

### MR. HE QI (“Mr. Qi”)

#### *Independent non-executive Director*

Mr. He, aged 63, was appointed as the independent non-executive Director in September 2014. Mr. He is a member of the Audit Committee and Nomination Committee. Mr. He has been an independent non-executive director of China Merchants Land Limited, a company listed on the Stock Exchange (stock code: 978), since 2013. He has also been an independent non-executive director of China Evergrande Group, a company listed on the Stock Exchange (stock code:

3333), since 2009. Mr. He was the deputy secretary of China Real Estate Association for the period from 2006 to 2016. Mr. He is currently a secretary of Real Estate in Distribution and Rental Committee of China Real Estate Association.

### MR. SUEI FENG-JIH (“Mr. Sui”)

#### *Independent non-executive Director*

Mr. Sui, aged 49, was appointed as the independent non-executive Director on 25 June 2018. Mr. Sui is a chairman of the Audit Committee and a member of Nomination Committee and Remuneration Committee. Mr. Sui graduated from National Cheng-Chi University (國立政治大學), Taipei with Bachelor of Science in Banking June 1993. In June 2005, he was awarded the Executive Master of Business Administration in Finance from National Central University (國立中央大學), Taipei and was further awarded the Master of Business Administration from University of Glasgow, United Kingdom in September 2006.

Mr. Sui has extensive experience in finance industry. He is a licensed person to carry on Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO and has been a responsible officer of Pamirs Capital (H.K.) Limited (“Pamirs”) responsible for the supervision of Type 4 and Type 9 regulated activities since September 2010 and Type 1 regulated activity since June 2012. Moreover, Mr. Sui was a director of ACF International Insurance Broker Co., Limited for the period from August 2016 to February 2019. During the period from November 2009 to April 2010, Mr. Sui was the Head of Product Team, Wealth Management at Taishin International Bank Co., Ltd (Hong Kong). Before that, from April 2007 to November 2009, he worked for KGI Wealth Management Limited with last position as a responsible officer for Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO. Besides, Mr. Sui worked at the trust division of Taipei Fubon Bank as assistant vice president during the period from October 2001 to December 2006.



### SENIOR MANAGEMENT

#### MR. CHEUNG LAP KEI (“Mr. Cheung”)

##### *Chief Financial Officer*

Mr. Cheung, aged 47, was appointed as the Chief Financial Officer of the Company in December 2018. He has over 25 years of experience in auditing, accounting and corporate finance fields with various international accounting firm and listed companies and in Hong Kong and Singapore.

He served as the financial controller, authorised representative and company secretary of China Ruifeng Renewable Energy Holdings Limited (stock code: 527) (previously known as Galaxy Semi-Conductor Holdings Limited), a Hong Kong Listed Company from February 2005 to January 2008. He was the chief financial officer, authorised representative and company secretary of United Photovoltaics Group Limited (previously known as Time Infrastructure Holdings Limited) (stock code: 686), a Hong Kong Listed Company from June 2008 to December 2008. From December 2008 to June 2016, he served as chief financial officer, authorised representative and company secretary of China Zhongwang Holdings Limited (stock code: 1333), a Hong Kong Listed Company. From July

2016 to January 2017, he served as chief financial officer of China Everbright Water Limited (stock code: U9E), which is a company listed on the Main Board of Singapore Exchange Limited and is a subsidiary of China Everbright International Limited (stock code: 257), a Hong Kong Listed Company. From January 2017 to January 2018, he served as the executive director, chief financial controller, authorised representative and company secretary of Wan Kei Group Holdings Limited (stock code: 1718), a Hong Kong Listed Company. Since November 2014, he serves as an independent non-executive director and chairman of audit committee of Austar Lifesciences Limited (stock code: 6118), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Hong Kong Listed Company”).

Mr. Cheung obtained a bachelor’s degree in commerce from Australian National University in 1994, and a master’s degree in business administration from Deakin University, Australia in 2006. He is a member of the Hong Kong Independent Non-Executive Director Association and the fellow member of the Hong Kong Institute of Certified Public Accountants and CPA Australia.

# REPORT OF THE DIRECTORS

The Board hereby presents the Report of the Directors and the audited consolidated financial statements of the Group for the Year.

## PRINCIPAL ACTIVITIES

During the Year, the Company was an investment holding company and its subsidiaries were principally engaged in the provision of diversified tourism products and services, the provision of integrated development, the provision of financial services, investment holding and the provision of trading and retail of jewellery products (ceased on 18 September 2018).

## BUSINESS REVIEW

The business review of the Group for the Year as required under Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), including a fair review of the business and a description of the principal risks and uncertainties facing the Group, particulars of important events affecting the Group that have occurred since the end of financial year 2018 and an indication of likely future development in the Group's business is set out in the Chairman's Statement and the Management Discussion and Analysis from pages 4 to 9 and pages 10 to 21 of this Annual Report, respectively. These discussions form part of this report of directors.

## COMPLIANCE WITH LAWS AND REGULATIONS

As far as the Board is aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group.

## RESULTS AND FINAL DIVIDENDS

The results of the Group for the Year are set out in the consolidated statement of profit or loss on page 102 of this Annual Report.

## THE DIVIDEND POLICY

The declaration, form, frequency and amount of any dividend payout of the Company must be in accordance with relevant laws, rules and regulations and subject to the articles of association of the Company (the "Articles of Association").

Provided there are distributable profits and without affecting the operations of the Group, the Company may consider to declare and pay dividends to the shareholders of the Company. In deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, included but not limited to: (i) the general financial condition of the Group; (ii) working capital and debt level of the Group; (iii) future cash requirements and availability for business operations, business strategies and future development needs; (iv) any restrictions on payment of dividends that may be imposed by the Group's lenders; (v) the general market conditions; and (vi) any other factors that the Board deems appropriate.

The payment of the dividend by the Company is also subject to any restrictions under the Companies Law of the Cayman Islands and the Articles of Association.

The Board does not recommend the payment of any final dividend for the Year (2017: Nil).

## FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited consolidated financial statements and restated/reclassified as appropriate, is set out on pages 243 to 244 of this Annual Report.

## PROPERTY, PLANT AND EQUIPMENT

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

## SHARE CAPITAL

During the Year, the issued share capital of the Company was changed from approximately HK\$63.75 million with 12,748,925,516 ordinary shares of HK\$0.005 each as at 1 January 2018 to approximately HK\$63.75 million with 12,749,925,516 ordinary shares of HK\$0.005 each as at 31 December 2018.

Details of movements in the share capital of the Company during the Year are set out in note 29 to the consolidated financial statements.

### PERPETUAL CONVERTIBLE SECURITIES

Details of the issue of the perpetual convertible securities of the Company during the Year are set out in note 30 to the consolidated financial statements.

### EQUITY-LINKED AGREEMENTS

For the Year, save as disclosed in this Annual Report, the Company has not entered into any equity-linked agreement.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association or the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands where the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing Shareholders.

### RESERVES

Details of movements in the reserves of the Company and the Group during the Year are set out in the note 29 and on page 107 in the consolidated statement of changes in equity, respectively.

### DISTRIBUTABLE RESERVES

The aggregate amount of reserves available for distribution to equity shareholders of the Company as at 31 December 2018 amounted to HK\$257,364,000 (2017: HK\$317,742,000), calculated in accordance with the provisions of the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

### MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the purchase from the Group's five largest suppliers accounted for 97.90% of the total purchases and purchase from the largest supplier included therein accounted for 91.70% of the total purchases. The revenue of the Group's

five largest customers accounted for 22.02% of the total revenue and the revenue of the largest customer included therein accounted for 6.40% of the total revenue.

None of our Directors or any of their respective close associates or, any Shareholder (so far as our Directors were aware, who owned 5% or more of our issued share capital as at 31 December 2018), had any interest in any of our five largest suppliers or our five largest customers in 2017 and 2018.

### DIRECTORS

The Directors during the Year and up to the date of this Annual Report were:

#### Executive Directors:

- Mr. Shi Baodong (Chairman)  
(Chief Executive Officer with effect from 11 May 2018)
- Mr. Mo Yueming (with effect from 2 May 2018)  
(Vice Chairman and regional Chief Executive Officer in the PRC with effect from 3 December 2018)
- Mr. Zhao Huining (resigned as Chief Executive Officer with effect from 11 May 2018)
- Mr. Wang Jianhua (resigned with effect from 2 May 2018)

#### Non-executive Director:

- Ms. Song Sining

#### Independent Non-executive Directors:

- Mr. Dong Xiaojie
- Mr. He Qi
- Mr. Sui Feng-jih (with effect from 25 June 2018)
- Mr. Law Wang Chak, Waltery  
(retired with effect from 25 June 2018)

In accordance with Articles 116 of the Articles of Association of the Company, at each annual general meeting, one-third of the Directors for the time being (or, if such number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director



## REPORT OF THE DIRECTORS

shall be subject to retirement at least once every three years at the annual general meeting. The Company's forthcoming circular for annual general meeting will contain the detailed information of the Directors standing for re-election.

Biographical details of the Directors are set out on pages 22 to 25 of this Annual Report.

### DIRECTORS' INDEMNITY

Pursuant to Article 179 of the Articles of Association, every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him as a Director in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted.

### CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received an annual confirmation of independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange from each of the independent non-executive Directors and the Company considers such Directors to be independent since the date of their respective appointment date and as at the date of this report, the Company still considers the independent non-executive Directors to be independent.

### DIRECTORS' SERVICE CONTRACTS AND LETTER OF APPOINTMENTS

None of the Directors 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).

### SHARE OPTION SCHEME

At the general meeting of the Company held on 5 June 2012, the shareholders approved the adoption of a new share option scheme (the "2012 Option Scheme") and became effective on 11 June 2012. No share option has been granted under the 2012 Option Scheme since its adoption.

### CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

Save as disclosed in this Annual Report, there was no contract of significance entered into between the Company or its holding company or any of its subsidiaries and any controlling Shareholder or any of its subsidiaries for the Year.

For the Year, none of the Company or any of its subsidiaries has entered into any contract of significance for the provision of services by any controlling Shareholders or any of its subsidiaries.

### DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in this Annual Report, none of the Directors or entities connected with the Directors had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the Year.

### EMOLUMENT POLICY

The Remuneration Committee was set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance of the Directors and senior management and comparable market practices.

### REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the Directors and five highest paid individuals are set out in notes 9 and 10 respectively to the consolidated financial statements in this Annual Report.

For the Year, Mr. Shi Baodong, Mr. Zhao Huining and Mr. Wang Jianhua (resigned with effect from 2 May 2018) agreed to waive director's remuneration of, respectively, approximately HK\$0.02 million, HK\$1.98 million and HK\$0.21 million (2017: Mr. Shi Baodong, Mr. Wang Jianhua (resigned with effect from 2 May 2018), Ms. Xu Yongmei (retired with effect from 16 June 2017) and Mr. Li Yankuan (retired with effect from 16 June 2017) agreed to waive director's remuneration of approximately HK\$0.02 million, HK\$0.62 million, HK\$0.28 million and HK\$0.01 million), respectively.

Save as disclosed above, during the Year, none of the Directors have waived their emoluments in relation to their services respectively.

## DIRECTORS' AND CHIEF EXECUTIVE'S LONG AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 December 2018, the long and short positions of the Directors and the chief executive of the Company (the "Chief Executive") in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the "SFO")) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including long and short positions which were taken or deemed to have under such provisions of the SFO), or (ii) which were required, pursuant to section 352 of the SFO, to be entered into the register maintained by the Company, or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 of the Listing Rules were as follows:

Name of director	Capacity	Number of shares held	Approximate percentage of shareholding
Shi Baodong ("Mr. Shi")	Interest in a controlled corporation	10,070,760,661 (Long Position) ("L") (note 1)	78.99%
Shi Baodong	Beneficial owner	130,239,145 (L) (note 2) 312,729,948 (L) (note 3)	1.02% 2.45%
Dong Xiaojie	Beneficial owner	2,014,285 (L)	0.02%

### Notes:

- Mr. Shi holds 100% equity interest in Orient Victory Real Estate Group Holdings Limited ("OVRE") and is deemed to be interested in the 10,070,760,661 shares held by OVRE under the SFO. The interests held by OVRE include the holding of (i) 8,008,042,880 ordinary shares; and (ii) the perpetual convertible securities (convertible into 2,062,717,781 ordinary shares).
- Mr. Shi beneficially owns 130,239,145 ordinary shares of the Company as at the date of this Annual Report.
- Reference is made to the Company's announcement dated 30 March 2016 and also the Company's circular dated 29 January 2016 in relation to the issue of the 2016 March PCS, the investment agreement of the Company dated 27 June 2015 as amended by a supplemental agreement dated 8 January 2016 (the "Investment Agreement") and Mr. Shi's personal guarantee in relation to the obligations of the Company, among other things, relating to the PCS. Mr. Shi would be interested in 312,729,948 shares of the Company upon the exercise of two put options in full as contemplated under the Investment Agreement by Outstanding Global Holdings Limited and Chance Talent Management Limited.

## REPORT OF THE DIRECTORS

Save as disclosed above, as at 31 December 2018, none of the Directors and the Chief Executive has or is deemed to have any long or short position in shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) that was required to be recorded in the register of the Company to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

## DIRECTOR'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this Annual Report, at no time during the year ended 31 December 2018 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company and any of its subsidiaries a party to any arrangement to enable the Directors, or their respective spouse or children under 18 years of age, to acquire such rights in any other body corporate.

## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2018, to the best knowledge of the Directors, the following entities had interests or short positions in the shares or underlying shares of the Company which fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

Name of substantial shareholder	Capacity	Number of ordinary shares and underlying shares held	Approximate percentage of shareholding in the Company
		(L) : Long Position (S) : Short Position	
Orient Victory Real Estate Group Holdings Limited <sup>(1)</sup>	Beneficial owner	10,070,760,661 (L)	78.99%
Outstanding Global Holdings Limited <sup>(2)</sup> ("OGH")	Beneficial Owner	620,333,793 (L)	4.87%
	Person having a security interest in shares of the Company	6,064,898,713 (L)	52.27%
Chance Talent Management Limited <sup>(3)</sup> ("CTM")	Beneficial Owner	128,771,155 (L)	1.01%
	Person having a security interest in shares of the Company	6,064,898,713 (L)	47.57%
Haitong International Investment Fund SPC – Fund 1 SP <sup>(4)</sup> ("Haitong Fund")	Person having a security interest in shares of the Company	2,028,717,781 (L)	15.91%

### Notes:

- (1) Mr. Shi (the chairman of the Board, an executive Director and Chief Executive Officer) holds 100% equity interest in OVRE. The interests held by OVRE include the holding of (i) 8,008,042,880 ordinary shares; and (ii) the perpetual convertible securities (convertible into 2,062,717,781 ordinary shares).

- (2) OGH is wholly owned by China Huarong International Holdings Limited, 88.10% of which is in turn owned by Huarong Real Estate Co., Ltd., which is in turn wholly owned by China Huarong Asset Management Co., Ltd. The aggregate interests in 6,685,232,506 shares represent (i) 6,064,898,713 shares of the Company pledged by OVRE to OGH as security; (ii) 436,375,000 shares of the Company beneficially held by OGH and (iii) 2016 March PCS (convertible into 183,958,793 shares of the Company as at the date of this Annual Report).
- (3) CTM is a limited liability business company incorporated under the laws of the British Virgin Islands and an indirectly wholly-owned special purpose vehicle of CCB International (Holdings) Limited. CCB International (Holdings) Limited is an investment services flagship which is indirectly wholly-owned by China Construction Bank Corporation, a joint-stock company incorporated in the PRC and listed on the Main Board of the Hong Kong Stock Exchange (stock code: 0939) and the Shanghai Stock Exchange (stock code: 601939). The interests held by CTM include the holding of (i) 6,064,898,713 security interest in shares; and (ii) the perpetual convertible securities (convertible into 128,771,155 ordinary shares).
- (4) Haitong Fund is an open-ended exempted segregated portfolio company. The interest held by Haitong Fund is security interest in the perpetual convertible securities (convertible into 2,028,717, 781 ordinary shares) pledged by OVRE.

Save as disclosed above, as at 31 December 2018, the Directors were not aware of any persons (who were not Directors or Chief Executive) who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to section 336 of the SFO, to be entered in the register referred to therein.

## DIRECTOR'S INTEREST IN COMPETING BUSINESS

During the Year and up to the date of this Annual Report, the following Director(s) is/are considered to have interests in the following businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group other than those businesses where the Director(s) of the Company was/were appointed as directors or represent the interests of the Company and/or the Group pursuant to the Listing Rules as set out below:

Name of Director	Name of entity which were considered to compete or likely to compete with the business of the Group	Description of competing business	Nature of interest
Shi Baodong	Orient Victory Group HK Holdings Limited 東勝集團香港控股有限公司 (“OVHK”)	Real Estate/ Property Development	Sole Director and Sole Shareholder
	Orient Victory Property Development Group Co., Ltd.* (東勝房地產開發集團有限公司) (“OVPD”)	Real Estate/ Property Development	Sole Director and Sole Shareholder

As (i) Mr. Shi is fully aware of his fiduciary duty to the Group, and will abstain from voting on any matter where there is or may be a conflict of interest; (ii) the Group engages only in travel-related property development projects which are located in the countryside



## REPORT OF THE DIRECTORS

while OVHK and OVPD engage in property development projects other than travel-related property development projects which are located in urban areas; and (iii) the Group have the first right of refusal on accepting the travel-related property development projects, the Group is capable of carrying its business independently of and at arm's length from the businesses of these entities.

Save as disclosed in this Annual Report, as at 31 December 2018, none of the Directors or any of their respective close associates had engaged in or had any interest in any business which causes or may cause any competition with the business of the Group or any conflicts with the interests of the Group.

## CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

### Connected Transactions

During the Year, the Group had the following connected transactions which were subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules:

#### (a) Acquisition of 40% Equity Interest in Great Ascent and Yiersan

Reference is made to the announcements of the Company dated 22 January 2018 and 6 June 2018 in relation to the acquisitions of 40% of the issued share capital of each of Great Ascent, a company incorporated in Hong Kong and Yiersan, a company established in the PRC (collectively, the “Acquisitions”) under the agreement dated 22 January 2018 entered into between the Company, OVHK, a company incorporated in Hong Kong and Heng Sheng Xin Ye (Beijing) Asset Management Co., Ltd.\* (恆晟鑫業(北京)資產管理有限公司), a company incorporated in the PRC (“Heng Sheng”), as purchasers, and Mr. Li Jun Bang, as vendor as amended and supplemented by a supplemental

agreement dated 6 June 2018 (the “Great Ascent Agreement”) and the agreement dated 22 January 2018 entered into between the Company, OVPD, a company established in the PRC and indirectly wholly owned by OVHK, and Heng Sheng, as purchasers, and Jiangsu Yinmao Holding (Group) Co., Ltd.\* (江蘇銀茂控股(集團)有限公司), a company established in the PRC (“Yinmao”) and Mr. Nie Jiangqiang as vendors in relation to the acquisition of the entire equity interest in Yiersan as amended and supplemented by a supplemental agreement dated 6 June 2018 (the “Yiersan Agreement”) respectively.

Pursuant to the Great Ascent Agreement and the Yiersan Agreement, the vendors will transfer 40% equity interest of each of Great Ascent and Yiersan to the Company upon completion. As at the date of this Annual Report, the conditions precedent under the Great Ascent Agreement and Yiersan Agreement have not been fulfilled in full and completion of the Great Ascent Agreement and Yiersan Agreement will take place when all the conditions precedent have been fulfilled.

As Mr. Shi Baodong, the chairman and an executive Director of the Company, is the director and ultimate shareholder of OVHK, which OVHK indirectly wholly owns OVPD. Therefore, each of OVHK and OVPD is a connected person of the Company under the Listing Rules. Accordingly, each of the Acquisitions constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules; therefore, subject to all the connected transaction requirements, including shareholders' approval, annual review and all disclosure requirements, under Chapter 14A of the Listing Rules.

#### (b) Acquisition of 40% Equity Interest and Shareholders' Loan in Dakun Zhifang

Reference is made to the announcement of the Company dated 12 June 2018 in relation to, inter alia, the acquisition of 40% of registered capital of Dakun Zhifang, a company established in the PRC.

Pursuant to the Dakun Zhifang Agreement entered into between Mr. Ji Hai (冀海), Ms. Ji Ling (冀玲) and Zhangjiakou Hua Yu, a company established in the PRC and an indirect wholly-owned subsidiary of the Company, Zhangjiakou Hua Yu shall pay RMB40.9 million (equivalent to approximately HK\$50.21 million) to Mr. Ji Hai (冀海) and Ms. Ji Ling (冀玲) and they shall transfer 40% of registered capital of Dakun Zhifang and 40% of shareholders' loan in Dakun Zhifang to Zhangjiakou Hua Yu. All conditions precedent set out in the Dakun Zhifang Agreement have been fulfilled and completion of the acquisition of 40% of registered capital of Dakun Zhifang took place on 7 August 2018 in accordance with the terms and conditions of the agreement.

As at the date of this Annual Report, Dakun Zhifang was owned as to 40% by Zhangjiakou Hua Yu (an indirect wholly-owned subsidiary of the Company), 40% by Dongsheng Real Estate Development (Zhangjiakou) Co., Ltd.\* (東勝房地產開發集團張家口有限公司), a company established in the PRC ("Zhangjiakou Dongsheng"), 19% by Heng Sheng, a company established in the PRC, 0.76% by Mr. Ji Hai (冀海) and 0.24% by Ms. Ji Ling (冀玲).

As Zhangjiakou Dongsheng is indirectly wholly-owned by Mr. Shi, the chairman, chief executive officer and an executive Director of the Company, Zhangjiakou Dongsheng is an associate of Mr. Shi and thus is a connected person of the Company under the Listing Rules. Accordingly, the acquisition constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios in respect of the acquisition exceed 0.1% but are all less than 5%, the acquisition contemplated under the Dakun Zhifang Agreement and the transactions contemplated thereunder are subject to reporting and announcement requirements under Chapter 14A of the Listing Rules, but are exempt from circular and independent Shareholders' approval requirements under Rule 14A.76(2)(a) of the Listing Rules.

### (c) Financial Assistance to Dakun Zhifang

Reference is made to the announcement of the Company dated 13 September 2018 in relation to an agreement entered into between Zhangjiakou Hua Yu and the other shareholders of Dakun Zhifang as lenders, and Dakun Zhifang as borrower in respect of a loan in the principal amount of RMB177.75 million (equivalent to approximately HK\$203.91 million) dated 13 September 2018 (the "Loan Agreement") in respect of the provision of financial assistance to Dakun Zhifang. Pursuant to the Loan Agreement, Zhangjiakou Hua Yu agreed to provide a loan up to RMB71.10 million (equivalent to approximately HK\$81.57 million) to be advanced by Zhangjiakou Hua Yu to Dakun Zhifang under the Loan Agreement (the "Loan"), representing 40% of the principal amount of RMB177.75 million (equivalent to approximately HK\$203.91 million) to be advanced by all the shareholders of Dakun Zhifang without interest for a term of 3 years commencing from the date on which the Loan is drawdown.

As Dakun Zhifang is owned as to 40% by Zhangjiakou Dongsheng, a company indirectly wholly-owned by Mr. Shi, the chairman, chief executive officer and an executive Director of the Company, Dakun Zhifang is an associate of Mr. Shi and thus is a connected person of the Company under the Listing Rules. Accordingly, the provision of financial assistance under the Loan Agreement, on the part of Zhangjiakou Hua Yu (i.e. the Loan), also constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. However, as the financial assistance is provided to Dakun Zhifang on normal commercial terms and in proportion to the equity interest directly held by the Company's subsidiary in Dakun Zhifang, the financial assistance provided by Zhangjiakou Hua Yu to Dakun Zhifang is fully exempt under Chapter 14A.89 of the Listing Rules. As such, the provision of financial assistance under the Loan Agreement, on the part of Zhangjiakou Hua Yu (i.e. the Loan), is only subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

## REPORT OF THE DIRECTORS

### (d) Acquisition of 75% Equity Interest in Yidao Town Real Estate

Reference is made to the announcement of the Company dated 18 December 2018 in relation to, inter alia, the acquisition of Yidao Town Real Estate, a company incorporated in the PRC.

Pursuant to the Yidao Town Real Estate Agreement entered into between Eco-Town Development, a company incorporated in the PRC and Xinmen Real Estate, an indirect wholly-owned subsidiary of the Company, Eco-Town Development shall transfer 75% equity interest of Yidao Town Real Estate to Xinmen Real Estate upon completion of the acquisition, and Yidao Town Real Estate will be owned as to 75% by the Group. All conditions precedent set out in the Yidao Town Real Estate Agreement have been fulfilled and completion of the acquisition of 75% of registered capital of Yidao Town Real Estate took place on 19 December 2018 in accordance with the terms and conditions of the agreement.

As Eco-Town Development is wholly-owned by Dongsheng Cultural Tourism, a company incorporated in the PRC and is owned as to 30% by Mr. Shi's mother and 70% by Mr. Shi, the Chairman, Chief Executive Officer and an executive Director of the Company, Eco-Town Development is an associate of Mr. Shi and thus is a connected person of the Company under the Listing Rules. Accordingly, the Yidao Agreement and the transaction contemplated thereunder constitute a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the consideration of the acquisition of 75% equity interest in Yidao Town Real Estate is less than HK\$3,000,000 and each of the applicable percentage ratios is less than 5%, the acquisition by Xinmen Real Estate contemplated under the aforesaid agreement and the transaction contemplated thereunder is a de minimis transaction and all the connected transaction requirements including shareholders' approval, annual review

and all disclosure requirements are fully exempted under Rule 14A.76(1)(c) of the Listing Rules. Despite its voluntary nature, the review of the acquisition of 75% equity interest in Yidao Town Real Estate would provide the Shareholders with a better understanding of the ongoing business development of the Company.

## CONTINUING CONNECTED TRANSACTIONS

During the Year, the Group had the following continuing connected transaction which was subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules:

Reference is made to the Circular of the Company dated 12 August 2014. On 4 September 2014, the Company, Four Seas (an indirect non-wholly owned subsidiary of the Company) and HK Four Seas entered into a service agreement (the "1st Service Agreement"). Pursuant to which, HK Four Seas agreed to provide certain information technology, trade mark licensing, back office support and air ticket purchase agency services to Four Seas for a monthly fee of HK\$100,000 (in addition to the agency fee payable by Four Seas to HK Four Seas) for a term of three years commencing from 4 September 2014.

As HK Four Seas was/is a connected person of the Company, the 1st Service Agreement and the transactions contemplated thereunder constituted a continuing connected transaction of the Company (the "CCT1") which was subject to independent shareholders' approval. The extraordinary general meeting of the Company for the CCT1 (the "CCT EGM") was held on 29 August 2014 and the CCT1 with annual caps (for both service fee and agency fee) at a total of HK\$2.32 million, HK\$7.29 million, HK\$7.66 million and HK\$5.36 million for the years ended 31 December 2014, 2015, 2016 and 2017, respectively, were approved during the CCT EGM. The 1st Service Agreement was terminated on 30 November 2016 and a 2nd service agreement (the "2nd Service Agreement") was entered into between the same parties for a term from 1 October 2016 to 3 September 2017 (both dates inclusive) (the "CCT2") with an annual cap (for both service and ticket and agency fee) at a total of HK\$109.58 million and HK\$309.36 million for

the year ended 31 December 2016 and 31 December 2017 respectively. The 2nd Service Agreement was terminated on 3 September 2017 and a 3rd service agreement (the “3rd Service Agreement”) was entered into between the same parties for a term from 4 September 2017 to 3 September 2018 (both dates inclusive) (the “CCT3”) with an annual cap (for both service and ticket and agency fee) at a total of HK\$95.67 million and HK\$209.55 million for the years ended 31 December 2017 and 31 December 2018 respectively. The 3rd Service Agreement was terminated on 3 September 2018 and a 4th service agreement (the “4th Service Agreement”) was entered into between the same parties for a term from 4 September 2018 to 3 September 2019 (both dates inclusive) (the “CCT4”). The scope of the services under the 1st Service Agreement, the 2nd Service Agreement, the 3rd Service Agreement and the 4th Service Agreement are fundamentally the same. The new annual caps (for both service fee and ticket and agency fee) for the CCT4 were determined at a total of HK\$242.11 million, i.e. HK\$75.87 million from 4 September 2018 to 31 December 2018 and HK\$166.24 million from 1 January 2019 to 3 September 2019. The previous annual caps have not been exceeded at any point in time. And none of directors of the Company have any material interest in the Service Agreement. The 4th Service Agreement is a continuation of the existing arrangements under the 1st Service Agreement, the 2nd Service Agreement and the 3rd Service Agreement.

As (i) HK Four Seas is a connected person at the subsidiary level of the Company; (ii) the continuing connected transactions contemplated under the Service Agreement are on normal commercial terms; and (iii) the Board (including all the independent non-executive Directors) has approved the CCT4 and confirmed that the terms of the CCT4 are fair and reasonable and that the CCT4 are on normal commercial terms and in the interests of the Company and the Shareholders as a whole, according to Rule 14A.101 of the Listing Rules, the CCT4 contemplated under the 4th Service Agreement are subject to the reporting and announcement requirements but are exempt from the circular, independent financial advice and shareholders’ approval requirements. For details, please refer to the announcements of the Company dated 16 November 2018.

The aggregated amount paid by Four Seas to HK Four Seas under the 3rd Service Agreement for the period from 1 January 2018 to 3 September 2018 amounted to approximately HK\$153.63 million and the aggregated amount paid by Four Seas to HK Four Seas under the 4th Service Agreement for the period from 4 September 2018 to 31 December 2018 amounted to approximately HK\$74.72 million. The Company confirms that the aggregated amount paid to HK Four Seas for the Year had not exceeded the annual caps for the Year.

The Company confirms further that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

## Confirmations from the independent non-executive Directors and auditors of the Company

Pursuant to Rule 14A.55 of the Listing Rules, the independent non-executive Directors have reviewed the above continuing connected transactions and other fully exempted continuing connected transaction(s) during the Year and confirmed that the transactions have been entered into:

- (i) in the ordinary and usual course of the business of the Group;
- (ii) on normal commercial terms; and
- (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

KPMG, the auditor of the Company (the “Auditor”), was engaged to report on the Group’s continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) “Assurance Engagements Other Than Audits or Reviews of Historical Financial Information” and with reference to Practice Note 740 “Auditor’s Letter on Continuing Connected Transactions under the Hong Kong Listing Rules” issued by the Hong Kong Institute of Certified Public Accountants. The Auditor has issued their unqualified letter containing the auditor’s findings and conclusions in respect of the continuing connected transactions disclosed by the Group in accordance with Main Board Listing Rule 14A.56. A copy of the auditor’s letter has been provided by the Company to The Stock Exchange of Hong Kong Limited.

Save as disclosed above, a summary of significant related party transactions, which do not constitute connected transactions, made during the Year is disclosed in note 33 to the consolidated financial statements.

## AUDIT COMMITTEE

The Company has established an Audit Committee with written terms of reference in compliance with the Listing Rules. The Audit Committee presently comprises two independent non-executive Directors, namely Mr. Suei Feng-jih (being the chairman of the Audit Committee with effect from 25 June 2018) and, Mr. He Qi and a non-executive Director, namely Ms. Song Sining. Mr. Law Wang Chak, Waltery was the chairman of the Audit Committee before his retirement with effect from 25 June 2018.



## REPORT OF THE DIRECTORS

The Group's annual results for the Year have been reviewed by the Audit Committee, which was of the opinion that the preparation of such annual results complied with the applicable accounting standards and requirements and that adequate disclosures were made.

### CODE OF CONDUCT REGARDING DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard set out in the Model Code contained in the Listing Rules. Specific enquiry has been made to all the Directors and the details of the compliance are set out on page 42 of this Annual Report.

### CORPORATE GOVERNANCE

Save as disclosed in the Corporate Governance Report on pages 38 to 46 of this Annual Report, the Company has complied with the code provisions as set out in the Corporate Governance Code (the "CG Code") as in Appendix 14 to the Listing Rules throughout the Year. The Company will continue to review and enhance its corporate governance practices to ensure compliance with the CG Code.

Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 38 to 46 of this Annual Report.

### SIGNIFICANT LEGAL PROCEEDINGS

During the Year, the Company had not involved in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened against the Company.

### SUFFICIENCY OF PUBLIC FLOAT

Based on information publicly available to the Company and to the knowledge of the Directors, at least 25% of the Company's total issued share capital, the prescribed minimum percentage of public float approved by the Stock Exchange and permitted under the Listing Rules, are held by the public at all times as of the date of this Annual Report.

## EVENTS AFTER THE REPORTING PERIOD

### (a) Top-Up Placing and Subscription

On 25 January 2019 (after trading hours), OVRE as vendor and certain number of individuals (who are independent third parties) as places (the "Placees") entered into the sale and purchase agreement (the "SPA"), under which OVRE agreed to sell and the Placees agreed to purchase the Shares of up to 156,460,000 Shares (the "Placing Shares") at HK\$0.145 per Share. On the same date, the Company as issuer entered into the subscription agreement with OVRE as subscriber (the "Subscription Agreement") for the subscription of 156,460,000 Shares at HK\$0.145 per Shares (the "Subscription").

Upon completion of the placing under the SPA and the Subscription under the Subscription Agreement and assuming the sale and purchase of all the Placing Shares will be completed, the aggregate gross proceeds from the Subscription will be approximately HK\$22,686,700 and the Company intends to use the net proceeds of approximately HK\$22,186,700 from the Subscription for (i) pursuing the strategy of the Company to develop travel services and characteristic towns and to expand project resources and business development opportunities; (ii) improving service quality of existing travel services projects of the Company; and (iii) general working capital use of the Company.

The Subscription would constitute a connected transaction for the Company that is exempted from all connected transaction requirements pursuant to Rule 14A.92(4) if it is completed within 14 days after the execution of the SPA. As such, the Subscription is not subject to Shareholders' approval as the Subscription Shares will be issued under the general mandate granted to the Directors pursuant to an ordinary resolution passed at the Company's annual general meeting held on 25 June 2018.

For details, please refer to the announcement of the Company dated 25 January 2019.

(b) **Change in control in the board of directors in Dakun Zhifang and Hongshan**

(i) *Change in composition of the board of directors of Dakun Zhifang*

Pursuant to a shareholders' resolution of Dakun Zhifang passed on and the revised articles of association dated 29 March 2019, the composition of the board of directors of Dakun Zhifang has been amended. Pursuant to these revisions, the directors of the Company consider that the Group will have the power to control Dakun Zhifang through its power to control the board of directors of Dakun Zhifang from that date onwards.

(ii) *Revisions to shareholder agreements on the Group's acquisitions of interests in other entities*

Subsequent to the announcements made by the Company on 22 January 2018 and 6 June 2018 in relation to the Group's acquisitions of 40% interests in Great Ascent and Yiersan, respectively, the Company and the other shareholders of these two entities have re-negotiated certain terms as stipulated in the previous agreements, including but not limited to revisions made to the power to appoint the board of directors of the respective entities, and entered into revised agreements on 29 March 2019. Pursuant to these revised agreements, the directors of the Company consider that the Group will have the power to control these two entities through its power to control the respective entities' board of directors upon completion of the acquisitions. At the date of this Annual Report, the above acquisitions have yet to be completed.

## REPURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the Year, the Company did not redeem any of its Shares listed on the Stock Exchange nor did the Company or any of its subsidiaries purchase or sell any such shares.

## INDEPENDENT AUDITOR

The consolidated financial statements of the Group for the Year have been audited by KPMG who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting.

On behalf of the Board

Mr. Shi Baodong  
Chairman

Hong Kong  
29 March 2019

# Corporate Governance Report









# CORPORATE GOVERNANCE REPORT

The Company is committed to the establishment of good corporate governance practices and procedures. The corporate governance principles of the Company emphasize accountability and transparency to its Shareholders. Periodic review will be made to the corporate governance practices to comply with the regulatory requirements. After review of the effectiveness of the risk management and internal control systems during the Year, the Company considered them effective and adequate.

## BOARD COMPOSITION AND BOARD PRACTICES

As at 31 December 2018, the Board consisted of seven Directors, including the Chairman, Mr. Shi Baodong, who is also the Chief Executive Officer and an executive Director, two additional executive Directors, one non-executive Director and three independent non-executive Directors. Not less than one-third of the Board is independent non-executive Directors. A list of Directors and their respective biographies are set out on pages 22 to 25 of this Annual Report.

The Board composition is regularly reviewed to ensure that it has a balance of skills and experience appropriate for the requirement of the business of the Group. A balanced composition of executive Directors and non-executive Directors is maintained to ensure independence and effective management. The Company has satisfied the relevant provision of the Listing Rules in having at least one of the independent non-executive Directors with appropriate professional qualifications or accounting or related financial management expertise.

The appointment of Directors is recommended by the Nomination Committee and approved by the Board based on a formal written procedure and policy for the appointment of new Director(s). When selecting potential candidates for Director(s), their skills, experience, expertise, devotion of time and conflicts of interests are the key factors. All the current non-executive Directors and independent non-executive Directors were appointed for a term of three years. All Directors (including non-executive and independent non-executive Directors) are subject to retirement by rotation at least once every three years in accordance with the Articles of Association.

The Board has adopted a policy on board diversity. With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

The Board is collectively responsible for the formulation of the Group's strategy, overseeing the management of the business and affairs of the Group. The Board delegates the day-to-day management, administration and operations of the Group's business to the management of the relevant segments and divisions. The management is responsible for the implementation and adoption of the Company's strategies and policies. The delegated functions and tasks are periodically reviewed by the Board.

Every newly appointed Director is provided with an induction on the first occasion of his/her appointment to ensure that he/she has adequate understanding of the businesses and operations of the Group. The Directors are also kept informed on a timely basis of their responsibilities and obligations under the Listing Rules, as well as other relevant statutory or regulatory requirements. The Company also encourages its Directors to participate in continuous professional development programmes.

All Directors have been fully consulted about any matters proposed for inclusion in the agenda of regular meetings. With the assistance of the executive Directors, the Chairman seeks to ensure that all Directors are properly briefed on issues arising at board meetings and have received adequate and reliable information in a timely manner.

The Board held 19 meetings in the Year:

	Attendance (Number of Meetings attended/ Eligible to attend)
<b>Executive Directors</b>	
Shi Baodong	19/19
Mo Yueming (with effect from 2 May 2018)	11/11
Zhao Huining	15/18
Wang Jianhua (resigned with effect from 2 May 2018)	6/6
<b>Non-executive Directors</b>	
Song Sining	19/19
<b>Independent Non-executive Directors</b>	
Dong Xiaojie	17/19
He Qi	18/19
Suei Feng-jih (with effect from 25 June 2018)	9/9
Law Wang Chak, Waltery (retired with effect from 25 June 2018)	9/10

Notices of at least fourteen days are given to the Directors for regular meetings, while relevant documents are sent to the Directors not less than three days before the intended date of a board or board committee meeting. With respect to other meetings, the Directors are given as much notice as is reasonable and practicable in the circumstances. The Directors can attend meetings in person or through other means of electronic communication in accordance with the Articles of Association. The company secretary of the Company (the “Company Secretary”) ensures that the procedures and all applicable rules and regulations are complied with. Minutes of board meetings and board committees meetings are kept by the Company Secretary and are available for inspection at any time on reasonable notice by any Director.

The Directors have full access to information on the Group and are able to obtain independent professional advice whenever they deem necessary. Memorandums are issued to the Directors from time to time to update them with legal and regulatory changes and matters of relevance to the Directors in the discharge of their duties.

## CORPORATE GOVERNANCE CODE

The Company has complied with the code provisions as set out in the CG Code and corporate governance report contained in Appendix 14 of the Listing Rules throughout the Year except for a deviation from code provisions A.2.1 and A.6.7 of CG Code.

Under code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. For the period from 11 May 2018 to date of this Annual Report, despite the responsibilities of the chairman and the chief executive officer of the Company vested in Mr. Shi Baodong, all major decisions are made in consultation with the Board. The Board considers that there is sufficient balance of power; and the current corporate arrangement maintains a strong management position of the Company. Save as the deviation from the code provision A.2.1 of the CG Code, in the opinion of the Directors, the Company has complied with all code provisions as set out in the CG Code during the Period and, where appropriate, the applicable recommended best practices of the CG Code.

The code provision A.6.7 of the CG Code requires that the independent non-executive directors and other non-executive directors, as equal board members, should attend general meetings and develop a balanced understanding of the views of shareholders. Ms. Song Sining, Mr. Dong Xiaojie and Mr. He Qi were unable to attend the annual general meetings of the Company held on 25 June 2018 and Ms. Song Sining, Mr. Dong Xiaojie, Mr. He Qi and Ms. Suei Feng-jih were unable to attend the extraordinary general meetings of the Company held on 30 October 2018 due to other important engagement.

### MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own code of conduct for dealings in securities of the Company by the Directors.

Specific enquiries have been made with all the Directors, who have confirmed that they complied with the required standards set out in the Model Code during the year ended 31 December 2018.

### RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for the maintenance of a sound and effective risk management and internal control systems of the Group and has established the Group's internal control policies and procedures for monitoring the internal control system. Such systems are designated to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

Recognizing that a well-designed and effective system of internal control is crucial to safeguard the assets of the Company and the Shareholders' investment and to ensure the reliability of financial reporting as well as compliance with the relevant requirement of the Listing Rules, a team, comprising qualified accountants and management of the Company, has been organized to carry out the internal audit function of the Company (the "IA Team").

Based on the assessment of risk exposure, the IA Team formulates audit plans periodically and ensures the audit programs cover key internal control areas of key operating subsidiaries for the review by the Audit Committee at regular intervals. The scopes and timing of audit review is usually determined according to risk assessment.

Special reviews may also be performed on areas of concern identified by management or the Audit Committee from time to time. Communication channel has been established between the IA Team and the members of Audit Committee.

The Audit Committee reviews the findings and recommendations of the internal audit department and the senior management in their meetings held at least twice a year and reports to the Board on such review. In respect of the Year, the Board, through the Audit Committee, reviewed the overall effectiveness of the Group's risk management and internal control systems, covering financial, operational and compliance controls and risk management functions, which included the adequacy of resources, qualifications and experience of staff of the accounting and financial reporting function, and their training programmes and budget.

The Board believes that there are no material internal controls deficiencies that may affect the Shareholders and an effective and adequate risk management and internal control system is in place to safeguard the assets of the Group. The Group will continue to enhance the system to cope with the changes in the business environment.

### RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group and ensure that the preparation of the consolidated financial statements of the Group is in accordance with statutory requirements and applicable accounting standards.

The statement of the Auditor's reporting responsibilities on the consolidated financial statements of the Group is set out in the Independent Auditor's Report on pages 93 to 101 of this Annual Report.

## AUDITORS' REMUNERATION

The consolidated financial statements for the Year was audited by KPMG of which the term of office will retire, being eligible offer themselves for re-appointment at the forthcoming annual general meeting as Auditor of the Company.

For the Year, the remuneration paid or payable to KPMG in respect of audit services and non-audit services are of approximately HK\$3.19 million and HK\$0.32 million, respectively. Details are set out below:

	Fee paid/payable HK\$'000
<b>Audit services</b>	
– statutory annual audit	3,188
<b>Non-audit services</b>	
– other non-audit service	319
	<b>3,507</b>

## COMPANY SECRETARY

Mr. Ip Pui Sum (“Mr. Ip”), the Company Secretary, is an external service provider to the Company and a Certified Public Accountant practicing in Hong Kong. He has taken no less than 15 hours of relevant professional training as required by Rule 3.29 of the Listing Rules.

## CONTINUOUS PROFESSIONAL DEVELOPMENT FOR DIRECTORS AND SENIOR MANAGEMENT

The Directors must keep abreast of their collective responsibilities. Each newly appointed Director receives an induction package covering the Group's businesses and the statutory and regulatory obligations of a director of a listed company.

Apart from updates on regulatory changes and governance developments provided by the Company, the Directors are encouraged to participate in professional trainings and seminars

to develop and refresh their knowledge and skill. During the Year, training had been provided by external professional parties. Further, the Company continuously provided reading materials and other updated information regarding latest development of the Listing Rules and other applicable regulations to Directors for their reference and studying.

The Company encourages the senior management to improve their professional knowledge by attending the external seminars and participate in the internal trainings provided by the Company.

## AUDIT COMMITTEE

For the Year, the Audit Committee consists of two independent non-executive Directors, namely Mr. Sui Feng-jih (being the chairman of the Audit Committee with effect from 25 June 2018) and Mr. He Qi and a non-executive Director, Ms. Song Sining. Mr. Law Wang Chak, Waltery was the chairman of the Audit Committee before his retirement with effect from 25 June 2018.

The principal duties of the Audit Committee, in accordance with its terms of reference, are substantially the same as those under the CG Code, including the review of the Group's financial reporting system and internal control procedures, review of financial information of the Group, review of half-yearly and annual results of the Group, unless expressly addressed by a separate risk committee, or the Board itself, review of the risk management and internal control systems, the effectiveness of the Company's internal audit function, and its other duties under the CG Code, and review of the relationship with the Auditor.

The Audit Committee has also been delegated by the Board to be responsible for performing the corporate governance duties under the CG Code, which includes developing and reviewing the Company's policies and practices on corporate governance and make recommendations to the Board, reviewing and monitoring the training and continuous professional development of Directors and senior management, reviewing and monitoring the Company's policies and practices compliance with the legal and regulatory requirements, and review the Company's compliance with the CG Code.



## CORPORATE GOVERNANCE REPORT

The Audit Committee had 3 meetings in the Year in which representatives of the management were present to review the interim and final results, the interim report and annual report and other financial, internal control and corporate governance matters. The Auditor was present in one of the meetings.

Audit Committee	Attendance (Number of Meetings attended/ Eligible to attend)
Suei Feng-jih ( <i>Chairman</i> ) (with effect from 25 June 2018)	2/2
Law Wang Chak, Waltery ( <i>Chairman</i> ) (retired with effect from 25 June 2018)	1/1
He Qi	3/3
Song Sining	3/3

The Audit Committee reviewed the Group's annual and interim results for the Year, the internal and external reports on the risk management, term of reference, internal control and the corporate governance policy.

## REMUNERATION COMMITTEE

The Remuneration Committee performs the remuneration function under the CG Code. The Remuneration Committee consists of one executive Director, namely Mr. Shi Baodong, and two independent non-executive Directors, namely Mr. Dong Xiaojie (Chairman of the Remuneration Committee) and Mr. Suei Feng-jih.

The principal duties of the Remuneration Committee, in accordance with its terms of reference, which are substantially the same as those under the CG Code, include determining the policy for the remuneration of executive Directors, assessing performance of executive Directors, approving the terms of executive Directors' service contracts, and making recommendations to the Board on the remuneration packages of individual executive Directors and senior management.

The Remuneration Committee had held 2 meetings in the Year and the attendance record is set out below:

Remuneration Committee	Attendance (Number of Meetings attended/ Eligible to attend)
Dong Xiaojie ( <i>Chairman</i> )	2/2
Shi Baodong	2/2
Zhao Huining (resigned with effect from 24 August 2018)	2/2
Suei Feng-jih (with effect from 25 June 2018)	1/1
Law Wang Chak, Waltery (retired with effect from 25 June 2018)	1/1

The Remuneration Committee reviewed the policies for the remuneration of executive Directors and senior management, including basic salaries, discretionary performance bonus and other emoluments, based on skills, knowledge, involvement in the Company's affairs and performance of the individual executive Director and senior management with reference to the Company's performance and profitability, as well as industry practice. Directors' fees for all Directors are subject to Shareholders' approval at general meeting.

Reimbursement is allowed for out-of-pocket expenses incurred in connection with the performance of their duties including attendance at board meetings and committee meetings.

## NOMINATION COMMITTEE

The Nomination Committee performs the nomination function under the CG Code. The Nomination Committee consists of one executive Director, namely Mr. Shi Baodong (Chairman of the Nomination Committee), and two independent non-executive Directors, namely Mr. He Qi and Mr. Suei Feng-jih.

The principal duties of the Nomination Committee, in accordance with its terms of reference, which are substantially the same as those under the CG Code, include review on the structure and composition of the Board, identification of suitably qualified Board candidates, and determining the policy for the nomination of Directors.

The Nomination Committee had held 4 meetings in the Year and the attendance record is set out below:

Nomination Committee	Attendance (Number of Meetings attended/ Eligible to attend)
Shi Baodong ( <i>Chairman</i> )	4/4
Zhao Huining (resigned with effect from 24 August 2018)	3/3
He Qi	4/4
Suei Feng-jih (with effect from 25 June 2018)	2/2
Law Wang Chak, Waltery (retired with effect from 25 June 2018)	2/2

The Nomination Committee reviewed the structure, size and composition of the Board, adopted a formal written procedure and policy for the appointment of new Directors, assessed the independence of independent non-executive Directors and made recommendations to the Board on the appointment and reappointment of the Directors.

Reimbursement is allowed for out-of-pocket expenses incurred in connection with the performance of their duties including attendance at board meetings and committee meetings.

## SHAREHOLDERS' RIGHTS

Information is communicated to the Shareholders mainly through the Company's corporate communications (such as interim and annual reports, announcements and circulars), annual general meetings and other general meetings, as well as disclosure on the website of the Company.

Interim reports, annual reports and circulars are sent to the Shareholders in a timely manner and are available on the website of the Company. The Company's website provides Shareholders with the corporate information of the Group.

Shareholders are provided with contact details of the Company to enable them to make enquiries with respect to the Company's affairs. Shareholders can also send their enquiries to the Company through these channels or contact Union Registrars Limited, the branch share registrar of the Company, in case of enquiries about their respective shareholdings in the Company.

Shareholders may at any time send their enquiries and concerns to the Board in writing to the Company's registered office in Hong Kong at 2603, 26th Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong. Shareholders may also send such enquiries and concerns to [ovchina@sjzdsjt.com](mailto:ovchina@sjzdsjt.com), an email specifically set up by the Company for investor communications.

Annual general meeting of the Company ("AGM(s)") allows the Directors to meet and communicate with Shareholders. The Company ensures that Shareholders' views are communicated to the Board. The chairman of the AGM proposes separate resolutions for each issue to be considered. Members of the Audit Committee, the Remuneration Committee and the Nomination Committee and the external auditor also attend the AGMs to answer questions from Shareholders. AGM proceedings are reviewed from time to time to ensure that the Company follows good corporate governance practices. Notices of AGMs are distributed to all Shareholders at least 20 clear business days prior to the respective AGMs. The accompanying circular sets out the details of each proposed resolution and other relevant information as required under the Listing Rules. Voting results are posted on the Company's website on the day of the AGM.

## CORPORATE GOVERNANCE REPORT

The Articles of Association set out the procedures for the Shareholders to convene general meetings, to move a resolution at general meetings and propose a person for election as a Director are available at the Company's corporate website <http://www.orientvictory.com.hk>.

Extraordinary general meetings of the Company ("EGM(s)") shall be convened on the requisition of any one Shareholder which is a recognized clearing house (or its nominee) or any two or more Shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Company Secretary for the purpose of requiring an EGM to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within 3 months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them may convene such meeting, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.



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## 公司資料

### 董事會

#### 執行董事

石保棟先生（主席）（首席執行官，  
自二零一八年五月十一日起生效）  
莫躍明先生（副主席兼中國區域行政總裁，  
自二零一八年十二月三日起生效）  
（自二零一八年五月二日起生效）  
趙會寧先生（自二零一八年五月十一日起辭任首席執行官）  
王建華先生（自二零一八年五月二日起辭任）

#### 非執行董事

宋思凝女士

#### 獨立非執行董事

東小杰先生  
何琦先生  
隋風致先生（自二零一八年六月二十五日起生效）  
羅宏澤先生（自二零一八年六月二十五日起退任）

### 審核委員會

隋風致先生（主席）（自二零一八年六月二十五日起生效）  
何琦先生  
宋思凝女士  
羅宏澤先生（自二零一八年六月二十五日起退任）

### 薪酬委員會

東小杰先生（主席）  
石保棟先生  
隋風致先生（自二零一八年六月二十五日起生效）  
羅宏澤先生（自二零一八年六月二十五日起退任）  
趙會寧先生（自二零一八年八月二十四日起辭任）

### 提名委員會

石保棟先生（主席）  
何琦先生  
隋風致先生（自二零一八年六月二十五日起生效）  
羅宏澤先生（自二零一八年六月二十五日起退任）  
趙會寧先生（自二零一八年八月二十四日起辭任）

### 公司秘書

葉沛森先生

### 核數師

畢馬威會計師事務所  
執業會計師  
香港中環  
遮打道10號  
太子大廈8樓

## 主要往來銀行

中國工商銀行（亞洲）有限公司  
香港上海滙豐銀行有限公司  
澳門國際銀行

## 註冊辦事處

P.O. Box 31119 Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
Grand Cayman, KY1-1205  
Cayman Islands

## 香港主要營業地點

香港  
灣仔港灣道25號  
海港中心26樓2603室

## 香港股份過戶登記分處

聯合證券登記有限公司  
香港  
北角  
英皇道338號  
華懋交易廣場二期  
33樓3301-04室

## 股份代號

265

## 網站

<http://www.orientvictory.com.hk>

# 主席報告







## 主席報告



## 尊敬的股東們，

本人謹代表東勝旅遊集團有限公司（「本公司」，連同其附屬公司統稱為「本集團」）董事（「董事」）會（「董事會」）欣然提呈本公司截至二零一八年十二月三十一日止年度（「本年度」）的年報（「年報」）。

## 業績概要

本集團將不斷探尋機遇擴展自身多樣化旅遊產品及服務，藉此推動本集團的增長勢頭。

本年度，本集團持續配置資源及人力以宣傳及推廣自身多樣化旅遊產品及服務。本集團以股東的利益為依歸通過拓展客戶群及服務種類擴展服務範疇。本集團對高利潤產品的開發，如會展激勵旅遊業務（即會議(Meetings)、激勵旅遊(Incentives)、大型會議(Conferences)及展覽活動(Exhibitions)）是我們的一項成就。其豐富了我們企業層面的客戶群。我們亦與若干全球旅遊相關方案供應商合作，成功於此領域佔據相當市場份額。通過與全球旅遊管理合作夥伴的協作，我們將若干全球管理實踐引入香港市場，此舉大大提升了我們的服務水平及方式。

於本年度，本集團已收購東勝（北京）國際旅行社有限公司（「東勝北京」），其主要業務為於中國提供旅遊相關服務業務的全部權益，以進軍中國市場。

有鑒於若干研究及調查結果，董事會認可開發及經營旅遊及文化景點、旅客住宿及銷售物業俱有極佳的潛力及盈利能力。本集團已開始銳意擴大自身綜合開發業務範疇。

於本年度，本集團已收購(a)張家口大坤直方房地產開發有限公司（「大坤直方」）40%權益；及(b)河北土門旅遊開發有限公司（「土門旅遊」）55%權益及河北驛道小鎮房地產開發有限公司（「驛道小鎮房地產」）75%權益，上述所有公司均從事提供旅遊及文化景點營運及管理以及旅遊物業開發業務。此外，本集團亦就收購振浩有限公司（「振浩」）及江蘇一二三房地產開發有限公司（「一二三」）各40%權益訂立買賣協議。振浩（透過其附屬公司），主要從事提供有關紅山體育園發展項目的獨家旅遊服務業務，而一二三則主要從事房地產開發及管理、物業服務、房地產代理、建築顧問服務及銷售建築材料業務。於完成收購振浩及一二三後，綜合發展分部將進一步擴大。

長遠而言，本集團擬打造自身的旅遊設施景點迎合客群對膳宿的潛在需求，並通過投資地產開發提供鄰近旅遊景點的自助式公寓及住宅公寓的方式進一步探尋商機為股東帶來更可觀的回報。此等自助式公寓以追求高品質住宿、房務及洗衣服務的旅客為主要客戶群；而住宅單位則針對有意於景點附近置居的潛在買家。

除多樣化旅遊產品及服務業務以及綜合發展業務外，本集團亦經營可進行香港法例第571章證券及期貨條例項下第4類（就證券提供意見）、第6類（就機構融資提供意見）及第9類（提供資產管理）受規管活動的持牌法團。中美貿易戰持續，拖累全球經濟。儘管本集團竭力提升向現有客戶提供的服務並擴大客戶群，惟金融服務業務的表現仍不符預期。董事會將審慎監察市場情況，並因應市場情況而調整業務策略。

於二零一八年九月，本集團完成出售珠寶貿易及零售業務（「珠寶業務」）。過去數年，本集團曾試以不同方法提升該等公司的表現，並無顯著成效。考慮到本集團及其股東的整體利益，本集團終止經營珠寶業務，使本集團可改善本集團其他分部的資源配置。

展望未來，本集團仍面臨各種挑戰。本集團正在尋求旅遊附屬產業的其他潛在機會，包括（但不限於）收購土地及建造旅遊設施景點。潛在投資一旦落實，預計本集團將可縱向擴張其旅遊相關業務並為本集團現有業務帶來協同效應。本集團將繼續以審慎嚴謹的態度發展業務，並為本集團及股東的整體利益物色機遇。

## 業務展望

未來，「旅遊+」（旅遊+綜合發展+金融）將成為本集團主要收入驅動力，故我們將大力發展「旅遊+」業務，著力投資旅遊相關資源，增加本集團於旅遊市場及綜合發展行業所佔市場份額，並提升自身於金融服務業務的影響力，致力將本集團打造成綜合服務供應商。

## 致謝

本人謹代表董事會向本公司股東及業務夥伴的不懈支持，以及董事會、管理層和全體員工的竭誠服務及貢獻致以誠摯謝意。

主席  
石保棟

香港，二零一九年三月二十九日



## 管理層討論及分析



土門驛道小鎮房地產夜景

### 業務回顧

#### 多樣化旅遊產品及服務業務

多樣化旅遊產品及服務業務仍然為本集團收入的主要來源。於二零一八年，儘管面對來自經濟增長放緩、對高級商務艙旅行需求下滑及來自線上旅行社的激烈競爭所帶來的各種挑戰，本集團仍能於多樣化旅遊產品及服務業務錄得增長，營業額略有增加約5.10%，由截至二零一七年十二月三十一日止年度約236.29百萬港元增加至本年度約248.34百萬港元。在此期間，多樣化旅遊產品及服務業務的虧損由截至二零一七年十二月三十一日止年度約2.14百萬港元增加至本年度約5.29百萬港元。虧損增加乃主要由於本年度收購附屬公司東勝北京（於中國從事提供旅遊相關服務業務）所致。由於此附屬公司仍處於初期發展階段，故於本年度錄得經營虧損。因此，多樣化旅遊產品及服務業務的業績受到負面影響。

多樣化旅遊產品及服務業務的競爭仍然激烈，而機票及其他服務的價格均面對壓力。營業額表現穩定則主要歸功於經驗豐富的銷售及營銷人員在若干高利潤旅遊產品上爭取

了包括個人及企業客戶在內的許多新客戶，其中涉及到高利潤旅遊產品包括會展激勵旅遊業務（即會議、激勵旅遊、大型會議及展覽活動）服務、郵輪服務及酒店預訂服務所致。

為了推廣多樣化旅遊產品及服務業務，本集團一直與多個全球業務夥伴攜手制定旅遊管理方案，從而提供專為滿足我們企業客戶需求而設的高效旅遊方案。此外，本集團亦贊助其員工報讀由知名院校開辦的旅遊相關課程，以提升彼等於旅遊及旅遊相關業務的知識、服務質素及服務水平。

#### 綜合發展業務

本集團自二零一七年完成收購於紐西蘭的一幅土地後即開始經營綜合發展業務。本集團計劃分若干階段開發此幅土地，其中第一階段為自助式單位及住宅單位。於本年度，本集團透過完成收購若干中國公司（即大坤直方、土門旅遊及驛道小鎮房地產，主要於中國從事旅遊及文化景點營運及管理業務）擴大其市場份額。由於紐西蘭的綜合發展項目

正在進行及收購中國公司（即土門旅遊及驛道小鎮房地產）剛於本年度下半年完成，故於本年度並無錄得收入。綜合發展業務的虧損由截至二零一七年十二月三十一日止年度約0.08百萬港元輕微減少至本年度約0.06百萬港元。

鑒於(i)預期紐西蘭項目的第一階段將於二零一九年下半年完成；及(ii)中國旅遊及文化景點收購事項（即大坤直方、土門旅遊及驛道小鎮房地產收購事項）經已完成，董事會相信，有關項目將於截至二零一九年十二月三十一日止年度為本集團帶來額外收入，而經營表現亦將得到相應提升。

### 金融服務業務

本集團擁有的持牌法團可經營於香港法例第571章證券及期貨條例項下的第4類（就證券提供意見）、第6類（就機構融資提供意見）及第9類（提供資產管理）受規管活動。於二零一八年，持續不休的中美貿易戰所產生的不確定因素為全球資本市場帶來負面影響，金融服務業務的營業額亦受到拖累。金融服務業務的營業額由截至二零一七年十二月三十一日止年度約1.74百萬港元顯著下跌約81.03%至本年度約0.33百萬港元。金融服務業務的虧損由截至二零一七年十二月三十一日止年度的虧損約2.80百萬港元扭轉至本年度的溢利約0.49百萬港元。虧損減少主要由於本年度出售附屬公司MAAM Limited錄得收益及行政開支減少所致。

由於資本市場素以表現波動及動蕩不安著稱，為了於該行業內生存，本集團已致力為我們的超高淨值個人及機構客

戶重塑金融平台及服務。本集團預期持續中的中美貿易戰對金融及股票市場的影響將逐步減至最低。董事會將密切關注市場環境，並因應市況調整業務策略。

### 投資控股業務

本集團的投資控股業務主要指於本集團聯營公司的權益。我們其中一間聯營公司於中國從事提供旅遊相關及票務銷售相關服務以及提供品牌名稱供加盟商使用業務。由於中國經濟增速不及數年前，且當地及海外的旅遊需求逐漸下降，故儘管此聯營公司採取嚴格的成本控制政策，於本年度其仍蒙受虧損。此項虧損乃主要由於此聯營公司錄得出售其附屬公司及聯營公司的虧損所致，因此，應佔聯營公司的虧損錄得顯著增加約28.03%，由截至二零一七年十二月三十一日止年度約13.52百萬港元增加至本年度約17.31百萬港元。

### 珠寶業務

本集團自二零一八年九月起終止經營珠寶業務。珠寶業務並非本集團的核心業務，因此董事會經參考其過往數年的表現，並不預期此項業務將對本集團的經營業績有實際推動作用或作出貢獻。

珠寶業務的營業額由截至二零一七年十二月三十一日止年度約26.54百萬港元略有增加約1.66%至本年度約26.98百萬港元。珠寶業務的虧損由截至二零一七年十二月三十一日止年度的虧損約3.13百萬港元改善至本年度的溢利約2.10百萬港元。虧損減少乃主要由於出售珠寶業務的收益約2.85百萬港元及本年度計入八個月業績，而截至二零一七年十二月三十一日止年度則計入十二個月業績所致。

## 管理層討論及分析

### 財務分析

#### a. 經營表現

##### 持續經營業務

本集團的持續經營業務為提供多樣化旅遊產品及服務、提供綜合發展業務、提供金融服務以及投資控股業務。

##### 營業額

本年度的收入約為248.67百萬港元，較截至二零一七年十二月三十一日止年度約238.03百萬港元（經重列）增加約4.47%。

	二零一八年		二零一七年	
	千港元	%	千港元	%
多樣化旅遊產品及服務	248,342	99.87	236,289	99.27
金融服務	330	0.13	1,741	0.73
總計	248,672	100.00	238,030	100.00

本集團的營業額較二零一七年輕微增加。本集團的營業額增加乃主要由於多樣化旅遊產品及服務分部的營業額增加所致。

多樣化旅遊產品及服務分部產生的營業額於本年度佔本集團總營業額約99.87%，而於二零一七年則佔本集團總營業額約99.27%。多樣化旅遊產品及服務分部的營業額由二零一七年約236.29百萬港元增加約5.10%至本年度約248.34百萬港元。此乃主要歸因於本年度新收購的中國附屬公司東勝北京（從事提供旅遊相關服務業務）。

金融服務分部產生的營業額於本年度佔本集團總營業額約0.13%，而於二零一七年則佔本集團總營業額約0.73%。營業額由二零一七年約1.74百萬港元減少約81.03%至本年度約0.33百萬港元。營業額減少乃主要由於持續不休的中美貿易戰所產生的不確定因素為全球資本市場帶來負面影響所致。

##### 毛利率

本年度毛利率（不包括金融服務收入）約為7.16%，而截至二零一七年十二月三十一日止年度則約為7.18%。毛利率下降乃主要歸因於多樣化旅遊產品及服務業務的銷售成本（如票務成本）增加，惟銷售成本增加無法轉嫁予客戶。

### 本年度虧損

本年度錄得持續經營業務虧損約59.99百萬港元，較截至二零一七年十二月三十一日止年度的虧損約52.90百萬港元增加約13.40%。虧損增加乃主要歸因於下列各項：

- i. 本集團應佔聯營公司虧損由截至二零一七年十二月三十一日止年度約13.52百萬港元增加約3.79百萬港元至本年度約17.31百萬港元，乃主要由於聯營公司錄得出售附屬公司及聯營公司的虧損合共約13.64百萬港元所致；
- ii. 財務費用增加約4.72百萬港元，由截至二零一七年十二月三十一日止年度的匯兌收益淨額約2.55百萬港元下跌至本年度的匯兌虧損淨額約2.17百萬港元，乃由於本年度人民幣貶值，本年度本集團存放於銀行的人民幣存款兌換港幣時錄得虧損所致；
- iii. 其他收入由截至二零一七年十二月三十一日止年度約4.37百萬港元增加約1.03百萬港元至本年度約5.40百萬港元，乃主要由於應收聯營公司貸款按實際利率計算的利息收入所致；及
- iv. 出售一間附屬公司的收益由截至二零一七年十二月三十一日止年度的零港元增加至本年度約0.49百萬港元，乃由於本年度按現金代價1美元（相當於約8港元）出售於開曼群島註冊成立的不活躍公司所致。



紅山體育園設施

### 地域資料

本集團持續經營業務的營業額主要來自多樣化旅遊產品及服務分部，而此分部於本年度的營業額佔本集團總營業額約98.67%（二零一七年：約100%），乃自香港賺取所得。

### 已終止經營業務

本集團的已終止經營業務為珠寶業務。

珠寶業務產生的營業額由截至二零一七年十二月三十一日止年度約26.54百萬港元增加約1.66%至本年度約26.98百萬港元。營業額增加乃主要由於南京旗艦店前沿路設置的圍籬所帶來的負面影響已逐漸消除所致。



## 管理層討論及分析

本年度珠寶貿易及零售分部的毛利率約為22.18%，而截至二零一七年十二月三十一日止年度則約為23.06%。毛利率下降乃主要由於珠寶成本及其他直接成本增加，惟銷售成本增加無法轉嫁予客戶所致。

本年度珠寶業務的溢利約為2.10百萬港元，較截至二零一七年十二月三十一日止年度的虧損約3.13百萬港元增加約167.09%。溢利增加乃歸因於本年度出售珠寶業務的收益約2.85百萬港元及經營虧損減少約2.15百萬港元。

### b. 資產質素

於二零一八年十二月三十一日，本集團的資產主要包括現金及現金等值項目、受限制銀行存款、應收貿易賬款、預付款項、按金及其他應收款項、存貨、於聯營公司的權益、其他金融資產、無形資產、租賃預付款項以及物業、廠房及設備。現金及現金等值項目及受限制銀行存款總額約為200.67百萬港元（二零一七年：約401.14百萬港元），其中約34.41百萬港元（二零一七年：約49.85百萬港元）、約0.73百萬港元（二零一七年：約20.81百萬港元）及約0.95百萬港元（二零一七年：約8.95百萬港元）分別以人民幣（「人民幣」）、紐西蘭元（「紐元」）及美元（「美元」）計值。

於二零一八年十二月三十一日，應收貿易賬款金額約為25.58百萬港元（二零一七年：約28.16百萬港元），主要為應收本公司附屬公司四海旅行社有限公司（香港知名和規模較大的旅遊相關企業之一）的客戶的賬款，其中金額約23.06百萬港元（二零一七年：約25.77百萬港元）的應收貿易賬款的賬齡是90天以內，佔於二零一八年十二月三十一日整體應收貿易賬款約90.16%（二零一七年：約91.51%）。

於二零一八年十二月三十一日，預付款項、按金及其他應收款項的金額約為81.68百萬港元（二零一七年：約15.25百萬港元），主要為給予聯營公司的貸款約62.90百萬港元（二零一七年：零港元）、嘉年華旅遊項目的預付款項約6.76百萬港元（二零一七年：零港元）及預付收購成本約4.63百萬港元（二零一七年：約11.68百萬港元）。

於二零一八年十二月三十一日，存貨金額約為69.99百萬港元（二零一七年：約63.79百萬港元），主要為紐西蘭的一幅土地約59.65百萬港元（二零一七年：約50.47百萬港元）。

於二零一八年十二月三十一日，於聯營公司的權益約為391.25百萬港元（二零一七年：約399.27百萬港元），主要歸因於聯營公司擁有的無形資產（包括商標及分銷網絡）。於聯營公司的權益減少乃由於聯營公司本年度錄得出售附屬公司及聯營公司的虧損合共約13.64百萬港元所致。

於二零一八年十二月三十一日，其他金融資產約為71.06百萬港元（二零一七年：零港元），為給予聯營公司大坤直方本金額約為人民幣71.10百萬元（相當於約80.95百萬港元）的貸款，該貸款為無抵押，不計息且須於二零二一年十月二十一日償還。

於二零一八年十二月三十一日，無形資產（包括證券牌照、旅遊牌照及軟件）約為18.13百萬港元（二零一七年：約16.39百萬港元），其有所增加主要由於本年度透過收購附屬公司東勝北京所收購的旅遊牌照約1.77百萬港元所致。

於二零一八年十二月三十一日，租賃預付款項約為27.68百萬港元（二零一七年：零港元），為於本年度透過收購附屬公司土門旅遊所收購的土地使用權約27.68百萬港元。

於二零一八年十二月三十一日，物業、廠房及設備約為103.58百萬港元（二零一七年：約2.02百萬港元），主要為於本年度透過收購附屬公司土門旅遊所收購的樓宇及其他設備約102.21百萬港元。

### c. 負債結構

於二零一八年十二月三十一日，本集團的負債主要包括應付貿易賬款、其他應付款項及應計費用以及短期借款。應付貿易賬款金額約為26.70百萬港元（二零一七年：約33.39百萬港元），其中金額約26.70百萬港元（二零一七年：約33.23百萬港元）的應付貿易賬款的賬齡是90天以內，佔二零一八年十二月三十一日整體應付貿易賬款約100.00%（二零一七年：約99.50%）。

於二零一八年十二月三十一日，其他應付款項及應計費用約為170.21百萬港元（二零一七年：約22.66百萬港元），主要為應付關聯方款項約51.00百萬港元（二零一七年：約1.19百萬港元）、收購土門旅遊及驛道小鎮房地產的相關應付代價約42.24百萬港元（二零一七年：零港元）及應付土地及建造成本約45.84百萬港元（二零一七年：零港元）。

## 流動資金及財務資源

於本年度，本集團繼續主要以內部資源及短期借款為其營運及投資提供資金。此外，出售附屬公司所籌得的所得款項為本集團提供額外資金。除分配予特定項目的資金外，本公司監察資金的使用情況。於二零一八年十二月三十一日，本集團的現金及現金等值項目及受限制銀行存款總額約為200.67百萬港元（二零一七年：約401.14百萬港元），較二零一七年十二月三十一日減少約49.98%（二零一七年：約9.0%）。

現金及現金等值項目及受限制銀行存款減少乃主要歸因於(i)支付約61.61百萬港元作為中國公司（即大坤直方、土門旅遊及驛道小鎮房地產）的收購成本；(ii)借予聯營公司大坤直方的免息貸款約80.95百萬港元及(iii)支付於二零一六年三月及二零一六年十月發行的永久可換股證券的分派約26.08百萬港元。

## 管理層討論及分析

於二零一八年十二月三十一日，本集團的銀行及其他短期借款約為13.23百萬港元（二零一七年：約8.95百萬港元），全部均以人民幣計值。為關聯方借款約13.23百萬港元（二零一七年：零港元）（無抵押，按年利率4.35%計息並須於一年內償還）。於二零一七年十二月三十一日，短期借款為銀行貸款約4.80百萬港元（有抵押及實際年利率約為4.35%）及其他短期借款約4.15百萬港元（無抵押及按年利率6.5%計息）。

於二零一八年十二月三十一日，本集團的流動比率約為1.79（二零一七年：約7.82）。本集團於二零一八年十二月三十一日的現金及現金等值項目淨額為175.65百萬港元（二零一七年：約348.75百萬港元），故資本負債比率並不適用。

### 外匯風險

由於本集團的交易主要以港元、人民幣及紐元計值，而本集團以港元作為功能貨幣，故本集團因以人民幣及紐元計值的現金及現金等值項目而面臨外匯風險。於本年度，本集團已就紐元的外匯風險審閱對沖產品，但本集團並未作出任何對沖行動。董事將監察相關外匯風險，並準備於必要時採取對沖行動。

### 資本承擔

於二零一八年十二月三十一日，本集團擁有有關於股本證券的投資約82.66百萬港元（相當於約人民幣72.60百萬元）（二零一七年：4.8百萬港元（相當於約人民幣4.0百萬元））的資本承擔。

## 收購事項及投資

### a) 收購東勝北京全部權益

根據東勝文化旅遊集團有限公司（一間於中國註冊成立的公司，「東勝文化旅遊」）與北京華譽旅遊開發有限公司（「東勝華譽」，本公司的間接全資附屬公司）所訂立日期為二零一八年一月三日的協議，東勝文化旅遊向東勝華譽轉讓東勝北京全部權益，現金代價約為1.20百萬港元。該協議所載的全部先決條件經已達成，而收購東勝北京全部權益已根據協議的條款及條件於二零一八年五月十四日完成。

### b) 收購振浩及一二三40%權益

茲提述本公司日期為二零一八年十月十日的通函，內容有關分別收購振浩及一二三40%股本權益（統稱「紅山收購事項」）。紅山收購事項已於二零一八年十月三十日舉行的股東特別大會上獲本公司獨立股東批准。

根據振浩及一二三收購協議（統稱「紅山收購協議」），賣方將分別向本公司轉讓振浩及一二三40%權益，總現金代價約為65.80百萬港元（相當於約人民幣53.6百萬元）。於本報告日期，紅山收購協議的先決條件尚未全部達成，而紅山收購協議將於所有先決條件達成時完成。

**c) 收購大坤直方40%權益及股東貸款**

茲提述本公司日期為二零一八年六月十二日的公告，內容有關（其中包括）收購大坤直方40%權益。

根據冀海先生、冀玲女士與張家口崇禮區華譽旅遊開發有限公司（一間於中國成立的公司，並為本公司的間接全資附屬公司，「張家口華譽」）所訂立日期為二零一八年六月十二日的協議（「大坤直方協議」），張家口華譽將向冀海先生及冀玲女士支付人民幣40.9百萬元（相等於約50.2百萬港元），而彼等將向張家口華譽轉讓大坤直方的40%權益及股東貸款的40%權益。大坤直方協議所載的全部先決條件經已達成，而收購大坤直方40%權益及股東貸款的40%權益已根據大坤直方協議的條款及條件於二零一八年八月七日完成。

**d) 收購土門旅遊55%權益及驛道小鎮房地產75%權益**

茲提述本公司日期為二零一八年十二月十八日的公告，內容有關（其中包括）收購土門旅遊55%權益及驛道小鎮房地產75%權益。

根據王愛軍先生、張文學先生及成同輝先生（統稱「該等賣方」）與河北滕鳴旅遊開發有限公司（本公司的間接全資附屬公司，「河北滕鳴」）所訂立日期為二零一八年十二月十八日的協議（「土門協議」），該等賣方將向河北滕鳴轉讓土門旅遊55%權益，現金代價

約為53.6百萬港元（相當於人民幣47.1百萬元），以及根據河北東勝生態小鎮開發運營有限公司（一間於中國註冊成立的公司，「河北東勝生態小鎮開發」）與河北鑫門房地產開發有限公司（本公司的間接全資附屬公司，「鑫門房地產」）所訂立日期為二零一八年十二月十八日的協議（「驛道小鎮房地產協議」），河北東勝生態小鎮開發將向鑫門房地產轉讓驛道小鎮房地產75%權益，現金代價約為0.01百萬港元（相當於人民幣0.01百萬元）。土門協議及驛道小鎮房地產協議所載的全部先決條件經已達成，而收購土門旅遊55%權益及驛道小鎮房地產75%權益已根據土門協議及驛道小鎮房地產協議的條款及條件於二零一八年十二月十九日完成。

**e) 出售聯勁投資有限公司（「聯勁」）85%權益**

茲提述本公司日期為二零一八年七月二十三日的公告，內容有關（其中包括）出售聯勁85%權益。

根據南華金融控股有限公司（「南華」，一間於香港註冊成立的公司，其股份在香港聯合交易所有限公司（「聯交所」）上市）與本公司所訂立日期為二零一八年七月二十三日之協議，本公司向南華轉讓聯勁85%權益，現金代價約為4.8百萬港元。協議所載的全部先決條件經已達成，而出售聯勁85%權益已根據協議的條款及條件於二零一八年九月十八日完成。



## 所得款項淨額的用途

### a) 根據特別授權發行新普通股

於二零一五年十月根據特別授權發行新普通股所得款項淨額約為265.78百萬港元（經扣除相關成本及開支）。於二零一八年十二月三十一日，本集團已使用所有所得款項淨額，詳情載列如下：

所得款項淨額			
千港元	所得款項淨額的擬定用途	所得款項淨額的實際用途	千港元
265,775	i) 一般營運資金；及	支付經營開支；及	16,342
	ii) 新業務發展。	i) 支付收購中國康輝旅遊集團有限公司（「中國康輝」）49%股本權益的部份代價；及	241,244
		ii) 支付收購瀚利投資有限公司的成本。	8,189
			265,775

### b) 發行二零一六年三月永久可換股證券

於二零一六年三月發行永久可換股證券（「二零一六年三月永久可換股證券」）所得款項淨額約為165.35百萬港元（經扣除相關成本及開支）。於二零一八年十二月三十一日，本公司已使用所有所得款項淨額，詳情載列如下：

所得款項淨額			
千港元	所得款項淨額的擬定用途	所得款項淨額的實際用途	千港元
165,352	i) 償還用作償付中國康輝收購事項部份代價的關聯方貸款；及	已按擬定用途動用；及	123,783
	ii) 支付有關該收購事項的成本及費用。	i) 支付收購中國康輝的法律成本；及	7,300
		ii) 支付部份紐西蘭土地成本。	34,269
			165,352

c) 根據紅利認股權證發行新普通股

行使紅利認股權證（「紅利認股權證」）的所得款項淨額約為288.14百萬港元（經扣除相關成本及開支）。於二零一八年十二月三十一日，本集團已使用所有所得款項淨額，詳情載列如下：

所得款項淨額			
千港元	所得款項淨額的擬定用途	所得款項淨額的實際用途	千港元
288,137	i) 收購具潛力資產；	i) 支付收購中國康輝49%股本權益的部分代價；	152,927
		ii) 支付部份紐西蘭土地成本；	16,232
		iii) 紐西蘭物業的建造成本；	2,330
		iv) 支付收購成本；及	21,758
		v) 支付收購大坤直方40%股本權益及股東貸款的部份代價。	29,688
	ii) 支付專業費用；及	支付專業費用；及	17,690
	iii) 一般營運資金。	i) 支付經營開支；	16,334
		ii) 向二零一六年三月永久可換股證券持有人第三次、第四次及第五次分派；及	15,300
		iii) 向二零一六年十月永久可換股證券持有人第三次及第四次分派。	15,878
			288,137

## 管理層討論及分析

### d) 根據公開發售發行二零一六年十月永久可換股證券及股份

於二零一六年十月根據公開發售發行出售股份或另行選擇非上市永久可換股證券的所得款項淨額約為291.62百萬港元（經扣除相關成本及開支）。於二零一八年十二月三十一日，本集團已根據本公司日期為二零一六年九月二十九日的招股章程「所得款項用途」一節所載列的建議用途使用所得款項淨額約146.77百萬港元，詳情載列如下：

所得款項淨額			
千港元	所得款項淨額的擬定用途	所得款項淨額的實際用途	千港元
291,623	i) 向合營公司將予設立的基金作出初步注資及認購40%股本權益；	支付合營公司40%股份的認購價；	7,800
	ii) 一般營運資金；	向二零一六年十月永久可換股證券持有人第一次及第二次分派；	15,880
	iii) 設立全資擁有的持牌法團；	尚未動用；	不適用
	iv) 二零一六年三月永久可換股證券的6%分派儲備；及	二零一六年三月永久可換股證券的6%分派儲備；及	10,200
	v) 如可行，收購具增值潛力的資產。	i) 支付收購大坤直方40%股本權益的部份代價及股東貸款；	20,524
		ii) 向大坤直方支付股東貸款；及	80,954
		iii) 支付收購土門旅遊55%股本權益及驛道小鎮房地產75%股本權益的代價。	11,410
			146,768

## 資產抵押

於二零一八年十二月三十一日，本集團抵押深圳東勝華譽商業管理有限公司（本公司的間接全資附屬公司）的全部權益及東滙香港控股有限公司（本公司的間接全資附屬公司）的全部已發行股本，以確保於二零一六年三月三十日以本金總額約170.00百萬港元（二零一七年十二月三十一日：約170.00百萬港元）發行永久可換股證券。詳情請參閱本公司日期為二零一六年三月三十日的公告及日期為二零一六年一月二十九日的通函。

於二零一七年十二月三十一日，本集團金額分別為約33.25百萬港元、約0.59百萬港元及約8.40百萬港元的有擔保存款、其他應收款項及存貨已作為其附屬公司及聯營公司獲授借款的抵押。

## 或然負債

於二零一八年十二月三十一日，本集團並無或然負債。於二零一七年十二月三十一日，本集團就聯營公司的銀行借款所提供信用證作擔保的或然負債額約為33.25百萬港元。

## 僱員數目及薪酬

於二零一八年十二月三十一日，本集團僱員總數約為200名（二零一七年十二月三十一日：約130名）。於本年度，員工成本（包括董事酬金）約為35.66百萬港元（二零一七年十二月三十一日：約31.51百萬港元）。

除薪金以外，本集團亦會向全體僱員提供僱員醫療保險及強制性公積金計劃等其他員工福利。僱員的表現通常每年評審，而其等薪金的調整亦與市場看齊。個別僱員亦可按其個人表現於每年年終獲取酌情花紅。



## 董事及高級管理層簡介

### 董事

石保棟先生（「石先生」）

主席兼執行董事

石先生，50歲，於二零一四年九月獲委任為主席兼執行董事，並於二零一八年五月十一日獲委任為首席執行官。石先生為本公司提名委員會（「提名委員會」）主席及本公司薪酬委員會（「薪酬委員會」）成員。石先生於一九八九年畢業於河北建築工程學院。彼於物業開發累積逾19年經驗及為中國合資格工程師。

石先生為東勝集團香港控股有限公司的董事及東勝文化旅遊集團有限公司（前稱為石家莊市東勝投資集團有限公司）（「東勝文旅」）的創辦人、股東兼董事長，該等公司主要於中國從事物業開發，包括發展住宅物業、商用物業、長者住宅物業及配套設施，以及生態園區及文化公園。於二零一五年十月，石先生獲委任為本集團聯營公司中國康輝的總裁，全面負責中國康輝的日常經營事務。

石先生為中國房地產業協會副會長，並擔任該協會的中國城市開發專業委員會顧問、老年住區專業委員會顧問及中國小城鎮開發專業委員會顧問。石先生為香港河北商會常務副會長並擔任其生態產業委員會主任。同時，彼亦為河北商會常務副會長及中國賽艇協會副主席。

趙會寧先生（「趙先生」）

執行董事

趙先生，51歲，於二零一七年六月十六日獲委任為執行董事。趙先生曾為首席執行官以及薪酬委員會及提名委員會成員，並分別於二零一八年五月十一日及二零一八年八月二十四日辭任。趙先生於一九九零年在北方交通大學運輸管理工程系交通運輸專業畢業。趙先生於二零零四年取得由南開大學與南澳大利亞弗林德斯大學聯辦的南澳大利亞弗林德斯大學國際經貿關係文學碩士學位，及於二零一四年在燕山大學管理科學與工程專業博士研究生畢業。趙先生於二零零二年獲授予中國高級經濟師的資格。

趙先生擁有非常豐富的工作經驗，包括於一九九零年至一九九二年期間於河北省機電設備招標局項目評估處擔任科員；於一九九二年至一九九七年期間先後曾擔任河北省經貿委交通郵電處科員及副主任科員；於一九九七年至一九九八年擔任河北省經貿委北京辦事處副主任；於一九九八年至二零零零年擔任河北省經貿委（「河北省經貿委」）外經處副處長；於二零零零年至二零零一年期間先後曾擔任河北省經貿委辦公室副主任及河北省經貿委北京辦事處主任；於二零零一年至二零零五年期間曾先後擔任河北省經濟貿易投資有限公司

法人代表、執行董事及總經理等職位；於二零零五年至二零零九年期間先後曾擔任河北省信息產業投資有限公司的法人代表、執行董事、總經理及黨委書記等職位；於二零零九年十二月當選河北省青年聯合會第十屆委員會副主席。於二零零九年至二零一四年，趙先生任職河北建設投資集團有限責任公司，離職時擔任董事長及黨委書記。彼亦於二零一四年至二零一六年擔任中國節能環保集團的附屬公司高康資本投資管理有限公司董事長及總裁。趙先生現擔任本集團附屬公司中國旅遊文化產業投資基金管理公司董事及總裁。

莫躍明先生（「莫先生」）

執行董事

莫先生，54歲，於二零一八年五月二日獲委任為執行董事。莫先生自法國巴黎HEC高等商學院獲得高級管理人員工商管理碩士學位，並自中國社會科學院獲得商業經濟學碩士學位以及自北京商學院獲得會計學士學位。

莫先生於旅遊業及其他行業擁有超過20年會計及企業管理經驗，當中包括於上海證券交易所上市的公司中國泛旅實業發展股份有限公司（現稱中國天地衛星股份有限公司（「中國衛星」）（股票代碼：600118）），任副總經理兼總會計師且莫先生自二零零一年六月起一直擔任中國衛星董事；莫先生自二零一六年二月二十三日起，於全國中小企業股份轉讓系統上市的公司浙江永峰環保科技股份有限公司（「浙江永峰」）（股票代碼：838806）任職董事，任期自二零一六年二月二十三日至二零一九年二月二十二日；及於二零一七年四月二十八日至二零一七年十一月二十七日期間任東方園林股份公司高級副總裁及東方文旅集團任營運總裁。

莫先生現為東勝集團聯席副主席及東勝文化旅遊集團總裁（兩間公司均由石先生控制）。莫先生自二零一八年四月起擔任中國康輝旅遊集團有限公司（前稱中國康輝旅行社集團有限責任公司，（「中國康輝」），為本集團聯繫人）的董事。此外，彼自二零一八年三月起亦為康輝文化旅遊產業股份有限公司（中國康輝為此公司的最大權益持有人）的總裁。

## 董事及高級管理層簡介

宋思凝女士 (「宋女士」)

非執行董事

宋女士，41歲，於二零一七年六月十六日獲委任為非執行董事。宋女士為本公司審核委員會 (「審核委員會」) 成員。宋女士於一九九七年畢業於河北大學哲學系公關專業。彼於二零零零年畢業於中央黨校函授學院經濟管理專業，於二零一五年完成北京大學實戰型房地產研修班學習。宋女士曾於其他房地產公司任職高管逾15年。彼目前為東勝房地產開發集團有限公司 (由石先生間接全資擁有的公司) 副總裁。

東小杰先生 (「東先生」)

獨立非執行董事

東先生，56歲，於二零一四年九月獲委任為獨立非執行董事。東先生為薪酬委員會主席。東先生於一九八四年畢業於河北師範學院數學系。彼自二零一一年起一直為香港盛元投資風險諮詢公司的主要合夥人，並於二零一五年四月獲委任為漢德資本有限公司的董事。

何琦先生 (「何先生」)

獨立非執行董事

何先生，63歲，於二零一四年九月獲委任為獨立非執行董事。何先生為審核委員會及提名委員會成員。何先生自二零一三年起一直擔任招商局置地有限公司 (一間於聯交所上市的公司，股份代號：978) 的獨立非執行董事。彼自二零零九年起亦一直為中國恒大集團 (一間於聯交所上市的公司，股份代號：3333) 的獨立非執行董事。何先生自二零零

六年至二零一六年期間出任中國房地產業協會副秘書長。何先生現任中國房地產業協會房地產流通與租賃委員會秘書長。

隋風致先生 (「隋先生」)

獨立非執行董事

隋先生，49歲，於二零一八年六月二十五日獲委任為獨立非執行董事。隋先生為審核委員會主席以及提名委員會及薪酬委員會成員。隋先生於一九九三年六月在台北國立政治大學取得金融理學學士學位。於二零零五年六月，彼榮獲台北國立中央大學財務金融學系碩士在職專班碩士，並於二零零六年九月取得英國格拉斯哥大學工商管理碩士。

隋先生於金融行業擁有豐富經驗。彼為可從事證券及期貨條例項下第1類 (證券交易)、第4類 (就證券提供意見) 及第9類 (提供資產管理) 受規管活動的持牌人士，且為高原證券有限公司 (「高原證券」) 的負責人，分別自二零一零年九月起及二零一二年六月起負責監管第4類及第9類受規管活動以及第1類受規管活動。此外，隋先生自二零一六年八月至二零一九年二月期間擔任源泉國際保險經紀有限公司的董事。於二零零九年十一月至二零一零年四月期間，隋先生為台新國際商業銀行股份有限公司香港分行的財富管理產品部負責人。在此之前，於二零零七年四月至二零零九年十一月，彼於凱基財富管理有限公司擔任可從事證券及期貨條例項下第1類 (證券交易)、第4類 (就證券提供意見) 及第9類 (提供資產管理) 受規管活動的負責人。此外，於二零零一年十月至二零零六年十二月期間，隋先生擔任台北富邦銀行信託部的助理副總裁。

## 高級管理層

張立基先生 (「張先生」)

首席財務官

張先生，47歲，於二零一八年十二月獲委任為本公司首席財務官。彼於審計、會計及企業融資方面擁有超過25年經驗，曾於香港及新加坡多間國際會計師事務所及上市公司工作。

於二零零五年二月至二零零八年一月，他曾擔任香港上市公司中國瑞風新能源控股有限公司（股份代號：527，前稱銀河半導體控股有限公司）的財務總監、授權代表及公司秘書。於二零零八年六月至二零零八年十二月，他曾於香港上市公司聯合光伏集團有限公司（前稱太益控股有限公司，股份代號：686）擔任首席財務官、授權代表及公司秘書。於二零零八年十二月至二零一六年六月，他曾擔任香港上

市公司中國忠旺控股有限公司（股份代號：1333）的首席財務官、授權代表及公司秘書。於二零一六年七月至二零一七年一月，他曾擔任中國光大水務有限公司（一間於新加坡交易所主板上市的公司，股份代號：U9E，並為香港上市公司中國光大國際有限公司（股份代號：257）的附屬公司）的首席財務官。於二零一七年一月至二零一八年一月，他曾擔任香港上市公司宏基集團控股有限公司（股份代號：1718）的執行董事、首席財務官、授權代表及公司秘書。自二零一四年十一月起，彼於奧星生命科技有限公司（一間於香港聯合交易所有限公司主板上市的公司（「香港上市公司」），股份代號：6118）擔任獨立非執行董事兼審計委員會主席。

張先生於一九九四年於澳洲國立大學取得商業學士學位，並於二零零六年於澳洲迪肯大學取得工商管理碩士學位。彼為香港獨立非執行董事協會會員以及香港會計師公會及澳洲會計師公會資深會員。

# 董事報告

董事會謹此提呈本集團本年度的董事報告及經審核綜合財務報表。

## 主要業務

於本年度，本公司為一間投資控股公司，其附屬公司主要從事提供多樣化旅遊產品及服務、提供綜合發展、提供金融服務、投資控股以及提供珠寶產品貿易及零售業務（於二零一八年九月十八日終止經營）。

## 業務回顧

香港法例第622章《公司條例》附表5所規定的本年度本集團業務回顧（包括對業務的中肯審視、對本集團面對的主要風險及不明朗因素的描述、於二零一八年財政年度完結後所發生對本集團有影響的重大事件的詳情以及本集團業務相當可能有的未來發展的揭示）分別載於本年報第50頁至第55頁及第56頁至第67頁的主席報告及管理層討論及分析。該等討論為本董事報告的一部分。

## 遵守法律及法規

就董事會所知，本集團已於重大方面遵守對本集團業務及營運具有重大影響的相關法律及法規。

## 業績及末期股息

本集團於本年度的業績載於本年報第102頁的綜合損益表。

## 股息政策

本公司任何股息的宣派、形式、次數及金額必須根據相關法律、規則及法規以及遵守本公司的組織章程細則（「組織章程細則」）。

倘有可供分派溢利且不影響本集團的營運，本公司可考慮向本公司股東宣派及派付股息。於決定是否建議派付股息及釐定股息金額時，董事會將考慮（包括但不限於）：(i)本集團的整體財務狀況；(ii)本集團的營運資金及債務水平；(iii)業務營運、業務策略及未來發展所需的未來現金需求及可獲得途徑；(iv)本集團債權人可能施加的任何股息派付限制；(v)整體經濟狀況；及(vi)董事會認為適當的任何其他因素。

本公司派付股息亦受開曼群島公司法及組織章程細則的任何限制所規限。

董事會不建議派發本年度的任何末期股息（二零一七年：無）。

## 五年財務摘要

本集團於過去五個財政年度的業績與資產、負債及非控股權益摘要摘錄自經審核綜合財務報表，並已作出適當重列／經重新分類，載列於本年報第243頁至第244頁。

## 物業、廠房及設備

本集團的物業、廠房及設備於本年度的變動詳情載於綜合財務報表附註13。

## 股本

於本年度，本公司已發行股本由二零一八年一月一日約63.75百萬港元（12,748,925,516股每股面值0.005港元的普通股）變為二零一八年十二月三十一日約63.75百萬港元（12,749,925,516股每股面值0.005港元的普通股）。

於本年度，本公司的股本變動詳情載於綜合財務報表附註29。



## 永久可換股證券

本公司於本年度發行的永久可轉換證券詳情載於綜合財務報表附註30。

## 股權相關協議

於本年度，除本年報所披露者外，本公司概無訂立任何股權相關協議。

## 優先購買權

組織章程細則或開曼群島（本公司註冊成立地）法例第22章公司法（一九六一年第3號法例，經綜合及修訂）項下並無載有優先購買權條文，規定本公司須按比例向現有股東提呈發售新股份。

## 儲備

於本年度，本公司及本集團的儲備變動詳情分別載於附註29及第107頁的綜合權益變動表。

## 可分派儲備

於二零一八年十二月三十一日，根據開曼群島法例第22章公司法（一九六一年第3號法例，經綜合及修訂）計算，本公司可供分派予權益股東的儲備總額為257,364,000港元（二零一七年：317,742,000港元）。

## 主要客戶及供應商

於本年度，本集團從五名最大供應商的採購額佔總採購額的97.90%，當中從最大供應商的採購額佔總採購額

的91.70%。本集團來自五名最大客戶的收入佔總收入的22.02%，當中最大客戶佔總收入的6.40%。

概無董事或彼等各自的緊密聯繫人或任何股東（根據董事所知於二零一八年十二月三十一日擁有本公司已發行股本5%或以上）於二零一七年及二零一八年在本公司五名最大供應商或五名最大客戶中擁有權益。

## 董事

於本年度及截至本年報日期止的董事如下：

### 執行董事：

石保棟先生（主席）  
（首席執行官，自二零一八年五月十一日起生效）  
莫躍明先生（自二零一八年五月二日起生效）  
（副主席兼中國區域行政總裁，  
自二零一八年十二月三日起生效）  
趙會寧先生（自二零一八年五月十一日起辭任首席執行官）  
王建華先生（自二零一八年五月二日起辭任）

### 非執行董事：

宋思凝女士

### 獨立非執行董事：

東小杰先生  
何琦先生  
隋風致先生（自二零一八年六月二十五日起生效）  
羅宏澤先生（自二零一八年六月二十五日起退任）

根據本公司組織章程細則第116條，在每屆股東週年大會上，當時三分之一董事（若人數並非三(3)的倍數，則以最接近但不少於三分之一的人數為準）將輪值告退，惟每名董事

## 董事報告

須至少每三年於股東週年大會上告退一次。本公司即將刊發有關股東週年大會的通函將載有膺選連任董事的詳細資料。

董事的簡介詳情載於本年報第68頁至第71頁。

### 董事的彌償保證

根據組織章程細則第179條，每位董事在其作為董事於獲判勝訴或獲判無罪的民事或刑事訴訟中進行辯護而招致或蒙受任何損失或責任，均可自本公司資產中獲得彌償。

### 確認獨立非執行董事的獨立性

本公司已收到各獨立非執行董事根據聯交所證券上市規則（「上市規則」）第3.13條發出的獨立性週年確認函，且本公司認為該等董事自彼等各自的委任日期起均為獨立人士，而於本報告日期，本公司仍認為該等獨立非執行董事為獨立人士。

### 董事服務合約及委任函

概無董事與本公司訂立不可於一年內在免付賠償的情況下（法定賠償除外）由本公司終止的服務合約。

### 購股權計劃

於二零一二年六月五日舉行的本公司股東大會上，股東批准採納一項新購股權計劃（「二零一二年購股權計劃」），並於二零一二年六月十一日生效。自二零一二年購股權計劃獲採納以來，並無根據該計劃授出購股權。

### 控股股東於合約的權益

除本年報所披露者外，於本年度，本公司或其控股公司或其任何附屬公司，及任何控股股東或其任何附屬公司概無訂立重要合約。

於本年度，本公司或其任何附屬公司概無就任何控股股東或其任何附屬公司提供服務而訂立任何重要合約。

### 董事於重要交易、安排或合約的權益

除本年報所披露者外，於本年度，概無董事或與董事有關的實體於本公司或其任何附屬公司作為參與方訂立與本集團業務有關的重要交易、安排或合約中直接或間接擁有重大權益。

### 酬金政策

薪酬委員會已告成立，以根據本集團的經營業績、董事及高級管理層的個人表現以及可資比較市場慣例，審閱本集團的酬金政策以及董事及本集團高級管理層的所有薪酬結構。

### 董事及五名最高酬金人士的薪酬

董事及五名最高薪酬人士的酬金詳情分別載於本年報綜合財務報表附註9及10。

於本年度，石保棟先生、趙會寧先生及王建華先生（自二零一八年五月二日起辭任）分別同意放棄約0.02百萬港元、1.98百萬港元及0.21百萬港元的董事薪酬（二零一七年：石保棟先生、王建華先生（自二零一八年五月二日起辭任）、許永梅女士（自二零一七年六月十六日起退任）及李彥寬先生（自二零一七年六月十六日起退任）分別同意放棄約0.02百萬港元、0.62百萬港元、0.28百萬港元及0.01百萬港元的董事薪酬）。

除上文所披露者外，於本年度，概無董事就其服務放棄收取酬金。

## 董事及最高行政人員於本公司或任何相聯法團的股份、相關股份及債權證中的好倉及淡倉

於二零一八年十二月三十一日，董事及本公司最高行政人員（「最高行政人員」）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）的股份、相關股份及債權證中擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的好倉及淡倉（包括根據證券及期貨條例的有關條文被當作或視為擁有的好倉及淡倉），或(ii)根據證券及期貨條例第352條須於本公司存置的登記冊登記的好倉及淡倉，或(iii)根據上市規則附錄十所載的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的好倉及淡倉如下：

董事姓名	身份	所持股份數目	持權量概約百分比
石保棟（「石先生」）	受控制法團權益	10,070,760,661 (好倉)（「L」）（附註1）	78.99%
石保棟	實益擁有人	130,239,145 (L)（附註2）	1.02%
		312,729,948 (L)（附註3）	2.45%
東小杰	實益擁有人	2,014,285 (L)	0.02%

附註：

1. 石先生持有東勝置業集團控股有限公司（「東勝置業」）100%股本權益，根據證券及期貨條例，彼被視作於東勝置業持有的10,070,760,661股股份中擁有權益。東勝置業所持有的權益包括持有(i) 8,008,042,880股普通股；及(ii)永久可換股證券（可轉換為2,062,717,781股普通股）。
2. 於本年報日期，石先生實益擁有本公司130,239,145股普通股。
3. 謹此提述本公司日期為二零一六年三月三十日的公告及本公司日期為二零一六年一月二十九日內容有關發行二零一六年三月永久可換股證券的通函、本公司日期為二零一五年六月二十七日的投資協議（「投資協議」），經日期為二零一六年一月八日的補充協議修訂以及石先生有關本公司責任（其中包括有關永久可換股證券的責任）的個人擔保。於Outstanding Global Holdings Limited及Chance Talent Management Limited按投資協議規定悉數行使兩份認沽期權後，石先生將於本公司312,729,948股股份中擁有權益。

## 董事報告

除上文所披露者外，於二零一八年十二月三十一日，概無董事及最高行政人員於或被視為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）的股份、相關股份或債權證中擁有須於本公司根據證券及期貨條例第352條存置的登記冊登記，或根據標準守則，須知會本公司及聯交所的好倉或淡倉。

### 董事認購股份或債權證的權利

除本年報另有所披露者外，於截至二零一八年十二月三十一日止年度任何時間，概無授出任何權利予任何董事、彼等各自的配偶或未滿18歲的子女，以透過收購本公司股份或債權證而獲利，彼等亦無行使任何該等權利；本公司及其任何附屬公司亦無訂立任何安排，以使董事、彼等各自的配偶或未滿18歲的子女於任何其他法人團體獲得該等權利。

### 主要股東於股份及相關股份中的權益及淡倉

就董事所深知，於二零一八年十二月三十一日，以下實體於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司及聯交所披露且須於本公司根據證券及期貨條例第336條存置的登記冊登記的權益或淡倉：

主要股東名稱	身份	所持普通股及相關股份數目		於本公司持股量 概約百分比
		(L)：好倉	(S)：淡倉	
東勝置業集團控股有限公司 <sup>(1)</sup>	實益擁有人	10,070,760,661 (L)		78.99%
Outstanding Global Holdings Limited <sup>(2)</sup> （「OGH」）	實益擁有人	620,333,793 (L)		4.87%
	於本公司股份中擁有 抵押權益的人士	6,064,898,713 (L)		52.27%
Chance Talent Management Limited <sup>(3)</sup> （「CTM」）	實益擁有人	128,771,155 (L)		1.01%
	於本公司股份中擁有 抵押權益的人士	6,064,898,713 (L)		47.57%
Haitong International Investment Fund SPC – Fund 1 SP <sup>(4)</sup> （「Haitong Fund」）	於本公司股份中擁有 抵押權益的人士	2,028,717,781 (L)		15.91%

附註：

- (1) 石先生（董事會主席、執行董事兼首席執行官）持有東勝置業100%股本權益。東勝置業所持有的權益包括持有(i) 8,008,042,880股普通股；及(ii)永久可換股證券（可轉換為2,062,717,781股普通股）。

- (2) OGH由中國華融國際控股有限公司全資擁有，而中國華融國際控股有限責任公司由華融置業有限責任公司擁有88.10%權益，而華融置業有限責任公司則由中國華融資產管理股份有限公司全資擁有。於6,685,232,506股股份的總權益指(i)由東勝置業作擔保抵押予OGH的6,064,898,713股本公司股份；(ii)OGH實益持有的436,375,000股本公司股份及(iii)二零一六年三月永久可換股證券（於本年報日期可轉換為183,958,793股本公司股份）。
- (3) CTM為一間根據英屬維爾京群島法律註冊成立的有限責任公司，為建銀國際（控股）有限公司間接全資擁有的特殊目的公司。建銀國際（控股）有限公司為中國建設銀行股份有限公司全資擁有的投資服務旗艦公司，後者為一間於中國註冊成立並於香港聯交所主板（股份代號：0939）上市及上海證券交易所（股份代號：601939）的聯合股份公司。CTM所持有的權益包括持有(i)於6,064,898,713股股份中的抵押權益；及(ii)永久可換股證券（可轉換為128,771,155股普通股）。
- (4) Haitong Fund為一間開放式獲豁免獨立投資組合有限公司。Haitong Fund所持有的權益為於東勝置業所抵押的永久可換股證券（可轉換為2,028,717,781股普通股）中的抵押權益。

除上文所披露者外，於二零一八年十二月三十一日，董事並不知悉任何人士（並非董事或最高行政人員）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部須向本公司及聯交所披露的權益或淡倉，或根據證券及期貨條例第336條須於該條所述登記冊登記的權益或淡倉。

## 董事於競爭性業務的權益

於本年度及截至本年報日期止，以下董事被視為於以下與本集團業務直接或間接構成或可能構成競爭的業務（本公司董事根據上市規則獲委任為董事或代表本公司及／或本集團利益的業務除外）中擁有權益：

董事姓名	被視為與本集團業務構成或可能構成競爭的實體名稱	競爭性業務內容	權益性質
石保棟	東勝集團香港控股有限公司 （「東勝香港」）	房地產／物業開發	唯一董事兼唯一股東
	東勝房地產開發集團有限公司 （「東勝房地產」）	房地產／物業開發	唯一董事兼唯一股東

由於(i)石先生完全知悉其對本集團的受信責任，並將就有或可能有利益衝突的任何事宜放棄投票；(ii)本集團僅參與位於郊區的旅遊相關物業開發項目，而東勝香港及東勝房地產則參與位於市區的旅遊相關物業開發項目以外的物業開發項目；及



## 董事報告

(iii)本集團就接納旅遊相關物業開發項目擁有優先購買權，故本集團的業務能夠獨立於該等實體的業務及按公平原則進行。

除本年報所披露者外，於二零一八年十二月三十一日，概無董事或彼等各自的緊密聯繫人從事與本集團業務構成或可能構成競爭或與本集團利益構成或可能構成衝突的任何業務或於該等業務中擁有任何權益。

## 關連交易及持續關連交易

### 關連交易

於本年度，本集團有以下須遵守上市規則第14A章申報及公告規定的關連交易：

#### (a) 收購振浩及一二三40%股本權益

茲提述本公司日期為二零一八年一月二十二日及二零一八年六月六日的公告，內容有關根據本公司、東勝香港（一間於香港註冊成立的公司）及恆晟鑫業（北京）資產管理有限公司（一間於中國註冊成立的公司，「恆晟」）（作為買方）與李俊邦先生（作為賣方）所訂立日期為二零一八年一月二十二日的協議（經日期為二零一八年六月六日的補充協議修訂及補充，「振浩協議」），以及本公司、東勝房地產（一間於中國成立的公司，由東勝香港間接全資擁有）及恆晟（作為

買方）與江蘇銀茂控股（集團）有限公司（一間於中國成立的公司，「銀茂」）及聶建強先生（作為賣方）就收購一二三全部股本權益所訂立日期為二零一八年一月二十二日的協議（經日期為二零一八年六月六日的補充協議修訂及補充，「一二三協議」），分別收購振浩（一間於香港註冊成立的公司）及一二三（一間於中國成立的公司）的40%已發行股本（統稱「收購事項」）。

根據振浩協議及一二三協議，賣方將於完成時分別向本公司轉讓振浩及一二三40%股本權益。於本年報日期，振浩協議及一二三協議的先決條件尚未全部達成，而振浩協議及一二三協議將於所有先決條件達成時完成。

由於本公司主席兼執行董事石保棟先生為東勝香港的董事及最終股東，而東勝香港間接全資擁有東勝房地產，故根據上市規則，東勝香港及東勝房地產各自為本公司的關連人士。故此，各收購事項構成上市規則第14A章項下的本公司關連交易；因此須遵守上市規則第14A章項下所有關連交易規定（包括股東批准、年度審閱及所有披露規定）。

#### (b) 收購大坤直方40%股本權益及股東貸款

茲提述本公司日期為二零一八年六月十二日的公告，內容有關（其中包括）收購大坤直方（一間於中國成立的公司）的40%註冊資本。

根據冀海先生、冀玲女士與張家口華譽（一間於中國成立的公司，並為本公司的間接全資附屬公司）所訂立的大坤直方協議，張家口華譽須向冀海先生及冀玲女士支付人民幣40.9百萬元（相等於約50.21百萬港元），而彼等須向張家口華譽轉讓大坤直方的40%註冊資本及大坤直方的40%股東貸款。大坤直方協議所載的全部先決條件經已達成，而收購大坤直方40%註冊資本已根據協議的條款及條件於二零一八年八月七日完成。

於本年報日期，大坤直方由張家口華譽（本公司的間接全資附屬公司）擁有40%權益、東勝房地產開發集團張家口有限公司（一間於中國成立的公司，「張家口東勝」）擁有40%權益、恆晟（一間於中國成立的公司）擁有19%權益、冀海先生擁有0.76%權益及冀玲女士擁有0.24%權益。

由於張家口東勝由本公司主席、首席執行官兼執行董事石先生間接全資擁有，故根據上市規則，張家口東勝為石先生的聯繫人，因而為本公司的關連人士。故此，收購事項構成上市規則第14A章項下的本公司關連交易。由於收購事項的一項或多項適用百分比率超過0.1%但全部均低於5%，故大坤直方協議項下擬進行的收購事項及其項下擬進行的交易須遵守上市規則第14A章項下的申報及公告規定，惟獲豁免遵守上市規則第14A.76(2)(a)條的通函及獨立股東批准規定。

### (c) 向大坤直方提供財務資助

茲提述本公司日期為二零一八年九月十三日的公告，內容有關張家口華譽及大坤直方其他股東（作為貸款方）與大坤直方（作為借款方）就向大坤直方提供財務資助的本金額為人民幣177.75百萬元（相等於約203.91百萬港元）的貸款所訂立日期為二零一八年九月十三日的協議（「貸款協議」）。根據貸款協議，張家口華譽同意向大坤直方提供貸款協議項下將由張家口華譽所墊支金額最多為人民幣71.10百萬元（相等於約81.57百萬港元）的貸款（「貸款」），即大坤直方全部股東將墊支的本金額人民幣177.75百萬元（相等於約203.91百萬港元）的40%。貸款為免息貸款，自貸款提取日期起計為期3年。

由於大坤直方由張家口東勝（一間由本公司主席、首席執行官兼執行董事石先生間接全資擁有的公司）擁有40%權益，故根據上市規則，大坤直方為石先生的聯繫人，因而為本公司的關連人士。故此，張家口華譽根據貸款協議提供財務資助（即貸款）亦構成上市規則第14A章項下的本公司關連交易。然而，由於向大坤直方提供財務資助乃按一般商業條款並根據本公司附屬公司於大坤直方的直接持股比例訂立，故張家口華譽向大坤直方提供財務資助根據上市規則第14A.89章獲全面豁免。因此，張家口華譽根據貸款協議提供財務資助（即貸款）僅須遵守上市規則第14章項下的申報及公告規定。

### (d) 收購驛道小鎮房地產75%股本權益

茲提述本公司日期為二零一八年十二月十八日的公告，內容有關（其中包括）收購驛道小鎮房地產（一間於中國註冊成立的公司）。

根據河北東勝生態小鎮開發（一間於中國註冊成立的公司）與鑫門房地產（本公司的間接全資附屬公司）所訂立的驛道小鎮房地產協議，河北東勝生態小鎮開發須於收購完成時向鑫門房地產轉讓驛道小鎮房地產75%股本權益，而驛道小鎮房地產將由本集團擁有75%權益。所有驛道小鎮房地產協議所載的先決條件經已達成，而收購驛道小鎮房地產75%註冊資本已根據協議的條款及條件於二零一八年十二月十九日完成。

由於河北東勝生態小鎮開發由東勝文化旅遊（一間於中國註冊成立的公司，由本公司主席、首席執行官兼執行董事石先生的母親及石先生分別擁有30%及70%權益）全資擁有，故根據上市規則，河北東勝生態小鎮開發為石先生的聯繫人，因而為本公司的關連人士。因此，驛道小鎮房地產協議及其項下擬進行的交易構成上市規則第14A章項下的本公司關連交易。

由於收購驛道小鎮房地產75%股本權益的代價低於3,000,000港元及各項適用百分比率均低於5%，故根據上市規則第14A.76(1)(c)條，鑫門房地產根據上述協議擬進行的收購事

項及其項下擬進行的交易為符合最低豁免水平的交易，且所有關連交易規定（包括股東批准、年度審閱及所有披露規定）均獲全面豁免。儘管公告屬自願性質，有關收購驛道小鎮房地產75%股本權益的審閱將使股東更清楚瞭解本公司的持續業務發展。

### 持續關連交易

於本年度，本集團已根據上市規則第14A章的申報及公告要求作出以下持續關連交易披露：

茲提述本公司日期為二零一四年八月十二日的通函。於二零一四年九月四日，本公司、四海（本公司間接非全資附屬公司）及香港四海訂立一項服務協議（「第一項服務協議」）。據此，香港四海同意向四海提供若干資訊科技、商標特許、後勤辦公室支援及代購機票服務並為此每月收取管理服務費100,000港元（不包括四海應付香港四海的代理費），協議由二零一四年九月四日起計為期三年。

由於香港四海乃本公司的關連人士，第一項服務協議及據此擬進行的交易構成本公司的持續關連交易（「持續關連交易一」），故須獲獨立股東批准。本公司就持續關連交易一的特別股東大會（「持續關連交易的股東特別大會」）乃於二零一四年八月二十九日舉行，於持續關連交易的股東特別大會上，於截至二零一四年、二零一五年、二零一六年及二零一七年十二月三十一日止各年度的持續關連交易一的年度上限（服務費和代理費）總額分別為2.32百萬港元、7.29百萬港元、7.66百萬港元及5.36百萬港元乃獲批准。第一項服務協議乃於二零一六年十一月三十日終止，且各方已訂立第二項服務協議（「第二項服務協議」），協議年期由二零一六年十月一日至二零一七年九月三日（包括首尾兩日）止（「持續關連交易二」），截至二零一六年十二月三十一日及二零一七年十二月三十一日止年度其年度上限（服務費和機票及代理費）總額分別為109.58百萬港元及309.36百萬港元。第二項服務協議乃於二零一七年九月三日終止，且各方已訂立第三項服務協議（「第三項服務協議」），協

議年期由二零一七年九月四日至二零一八年九月三日（包括首尾兩日）止（「持續關連交易三」），截至二零一七年十二月三十一日及二零一八年十二月三十一日止年度的年度上限（服務費和機票及代理費）總額分別為95.67百萬港元及209.55百萬港元。第三項服務協議乃於二零一八年九月三日終止，且各方已訂立第四項服務協議（「第四項服務協議」），協議年期由二零一八年九月四日至二零一九年九月三日（包括首尾兩日）止（「持續關連交易四」）。第一項服務協議、第二項服務協議、第三項服務協議及第四項服務協議項下的服務範圍基本相同。持續關連交易四的新年度上限（服務費和機票及代理費而言）總額釐定為242.11百萬港元，即自二零一八年九月四日至二零一八年十二月三十一日釐定為75.87百萬港元及自二零一九年一月一日至二零一九年九月三日釐定為166.24百萬港元。於任何時間，概無超過過往的年度上限。本公司董事概無於服務協議中擁有任何重大權益。第四項服務協議乃第一項服務協議、第二項服務協議及第三項服務協議項下現有安排的延續。

由於(i)香港四海乃本公司附屬公司級別的關連人士；(ii)服務協議項下擬進行的持續關連交易乃按一般商業條款訂立；及(iii)董事會（包括全體獨立非執行董事）已批准持續關連交易四，並確認持續關連交易四的條款乃屬公平合理及持續關連交易四乃按一般商業條款訂立並符合本公司及股東的整體利益，根據上市規則第14A.101條，第四項服務協議項下擬進行的持續關連交易四須遵守申報及公告要求的規定，惟豁免遵守刊發通函、獲得獨立財務意見及股東批准的規定。相關詳情請參閱本公司日期為二零一八年十一月十六日的公告。

根據第三項服務協議，自二零一八年一月一日至二零一八年九月三日止期間，四海支付予香港四海的費用總額約為153.63百萬港元，而根據第四項服務協議，自二零一八年九月四日至二零一八年十二月三十一日止期間，四海支付予香港四海的費用總額約為74.72百萬港元。本公司確認，本年度內支付予香港四海的費用金額並無超過本年度的年度上限。

本公司進一步確認其已根據上市規則第14A章遵守披露規定。

## 本公司獨立非執行董事及核數師的確認

根據上市規則第14A.55條，獨立非執行董事已審閱本年度的上述持續關連交易及其他獲全面豁免的持續關連交易，並確認該等交易乃：

- (i) 於本集團日常及一般業務過程中訂立；
- (ii) 按一般商業條款訂立；及
- (iii) 按照監管該等交易的相關協議訂立，其條款屬公平合理且符合股東整體利益。

本公司核數師畢馬威會計師事務所（「核數師」）獲委聘，按照香港會計師公會頒佈的香港鑒證業務準則第3000號（經修訂）「非審核或審閱過往財務資料的鑒證工作」，並參考實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」，就本集團的持續關連交易作出報告。核數師已根據主板上市規則第14A.56條發出無保留意見函件，而該函件載有核數師對本集團披露的持續關連交易的發現及結論。本公司已向香港聯合交易所有限公司提交核數師函件。

除上文所披露者外，本年度訂立的重大關聯方交易（並不構成關連交易）概要於綜合財務報表附註33披露。

## 審核委員會

本公司已成立審核委員會，並根據上市規則以書面制訂其職權範圍。該審核委員會現由兩名獨立非執行董事隋風致先生（自二零一八年六月二十五日起擔任審核委員會主席）及何琦先生，以及一名非執行董事宋思凝女士組成。羅宏澤先生自二零一八年六月二十五日起退任審核委員會主席。



## 董事報告

本集團本年度的全年業績已經審核委員會審閱，審核委員會認為該全年業績乃遵照適用會計準則及規定編製，且已作出充分披露。

### 董事進行證券交易的行為守則

本公司已採納董事進行證券交易的行為守則，其條款不遜於上市規則所載標準守則規定的準則。本公司已向全體董事作出特定查詢，有關合規的詳情載於本年報第88頁。

### 企業管治

除本年報第84頁至第92頁的企業管治報告所披露者外，本公司於整個年度已遵守上市規則附錄十四所載企業管治守則（「企業管治守則」）的守則條文。本公司將繼續檢討及提升其企業管治常規，以確保遵守企業管治守則。

本公司所採納企業管治常規的資料載於本年報第84頁至第92頁的企業管治報告內。

### 重大法律訴訟

於本年度，本公司概無涉及任何重大訴訟或仲裁，且據董事所知，本公司並無待決或面臨威脅的重大訴訟或索償。

### 充足公眾持股量

根據本公司可公開獲得的資料及就董事所知，截至本年報日期，本公司已發行股本總額的公眾持股量一直維持在不低於25%，即聯交所批准及上市規則許可的規定最低公眾持股百分比。

## 報告期後事項

### (a) 先舊後新配售事項及認購事項

於二零一九年一月二十五日（交易時段後），東勝置業（作為賣方）與若干人士（獨立第三方，作為承配人，「承配人」）訂立買賣協議（「買賣協議」），據此，東勝置業同意出售而承配人同意按每股股份0.145港元購買最多156,460,000股股份（「配售股份」）。於同日，本公司（作為發行方）與東勝置業（作為認購方）訂立認購協議（「認購協議」），按每股股份0.145港元認購156,460,000股股份（「認購事項」）。

於完成買賣協議項下的配售事項及認購協議項下的認購事項後，並假設所有配售股份買賣將會完成，認購事項的所得款項總額將約為22,686,700港元，且本公司擬將認購事項的所得款項淨額約22,186,700港元用作(i)實施本公司策略以發展旅遊服務及特色小鎮，並拓展項目資源及業務發展機會；(ii)提升本公司現有旅遊服務項目的服務質素；及(iii)本公司一般營運資金用途。

認購事項將構成本公司的關連交易，倘其於簽立買賣協議後14日內完成，則獲豁免遵守第14A.92(4)條的所有關連交易規定。因此，由於認購股份將根據本公司於二零一八年六月二十五日舉行的股東週年大會上通過的一項普通決議案而授予董事的一般性授權發行，故認購事項毋須經股東批准。

相關詳情請參閱本公司日期為二零一九年一月二十五日的公告。



(b) 大坤直方及紅山的董事會控制權變動

(i) 大坤直方的董事會組成變動

根據大坤直方於二零一九年三月二十九日通過的股東決議案及日期為二零一九年三月二十九日的經修訂組織章程細則，大坤直方的董事會組成經已修訂。根據此等修訂，本公司董事認為，本集團自該日起將透過其控制大坤直方董事會的權力而擁有控制大坤直方的權力。

(ii) 修訂有關本集團收購其他實體權益的股東協議

本公司於二零一八年一月二十二日及二零一八年六月六日作出有關本集團收購振浩及一二三分別40%權益的公告後，本公司與該兩個實體的其他股東重新磋商前協議所訂明的若干條款（包括但不限於對委任相關實體董事會權力作出修訂），並於二零一九年三月二十九日訂立經修訂協議。根據此等經修訂協議，本公司董事認為，於收購事項完成後，本集團將透過其控制該兩個實體董事會的權力而擁有控制相關實體的權力。於本報告日期，上述收購事項尚未完成。

購回、出售或贖回本公司的上市證券

於本年度，本公司並無贖回其於聯交所上市的任何股份，且本公司或其任何附屬公司概無購買或出售任何該等股份。

獨立核數師

本集團本年度的綜合財務報表已由畢馬威會計師事務所審核，畢馬威會計師事務所將於應屆股東週年大會上退任並符合資格及願意膺選連任。

代表董事會

主席  
石保棟先生

香港  
二零一九年三月二十九日

# 企業管治報告







## 企業管治報告

本公司致力建立良好的企業管治常規及程序，有關的企業管治原則強調給予其股東問責及透明度，對企業管治常規作出定期檢討以遵守監管規定。經檢討年內的風險管理及內部監控系統的有效性後，本公司認為其均為充分及有效。

### 董事會組成及董事會常規

於二零一八年十二月三十一日，董事會由七名董事組成，包括主席石保棟先生（亦為首席執行官兼執行董事）、另外兩名執行董事、一名非執行董事及三名獨立非執行董事。董事會不少於三分之一成員為獨立非執行董事。董事名單及其各自的簡介載於本年報第68頁至第71頁。

本公司會定期對董事會組成作出檢討，確保其於技能及經驗方面均達致適切本集團業務所需的平衡。董事會在執行董事及非執行董事人數比例上亦力求均衡，以確保其獨立性及有效管理。本公司亦符合上市規則的有關規定，最少一位獨立非執行董事具備適當的專業資格或會計或相關的財務管理專長。

董事的委任乃由提名委員會建議，並由董事會根據委任新董事的正式書面程序及政策予以批准。當篩選董事潛在候選人時，其技能、經驗、專長、可投放的時間及利益衝突均為主要因素。所有現任非執行董事及獨立非執行董事的任期均為三年。所有董事（包括非執行董事及獨立非執行董事）須根據組織章程細則最少每三年輪值退任一次。

董事會已採納一項董事會成員多元化政策。為達致可持續的均衡發展，本公司視董事會層面成員日益多元化為支持其達成策略目標及可持續發展的關鍵元素。本公司於設定董事會成員組成時從多方面考慮董事會成員多元化，包括（但不限於）性別、年齡、文化及教育背景、種族、專業經驗、技能、知識以及服務年期。所有董事會成員的委任均以用人唯才為原則，並在考慮人選時以客觀條件充份顧及董事會成員多元化的裨益。

董事會共同負責制訂本集團的策略，並監督本集團業務及事務的管理工作。董事會將本集團業務的日常管理、行政管理及營運委託相關分部及部門的管理層負責。管理層負責執行及採納本公司的戰略及政策。董事會定期審閱所委託的職能及任務。

每名新獲委任董事於首次獲委任時會獲得就任須知，以確保彼對本集團的業務及運營能有充分瞭解。董事亦會及時得知其於上市規則項下的責任與義務，以及其他相關法定或監管規定。本公司亦鼓勵董事參加持續專業發展計劃。

就擬納入定期會議議程的任何事項均已向所有董事作出充分諮詢。主席亦會在執行董事協助下，盡力確保全體董事均獲妥善匯報有關董事會會議上提出的事項，並已及時接收足夠及可靠的資訊。

於本年度董事會曾舉行19次會議：

	出席率 (出席會議次數／ 合資格出席)
<b>執行董事</b>	
石保棟	19/19
莫躍明 (自二零一八年五月二日起生效)	11/11
趙會寧	15/18
王建華 (自二零一八年五月二日起辭任)	6/6
<b>非執行董事</b>	
宋思凝	19/19
<b>獨立非執行董事</b>	
東小杰	17/19
何琦	18/19
隋風致 (自二零一八年六月二十五日起生效)	9/9
羅宏澤 (自二零一八年六月二十五日起退任)	9/10

召開定期會議時會向董事發出最少十四日通知，相關文件在預定召開董事會或董事委員會會議日期前最少三日送呈董事。就其他會議而言，董事將在合理及可行情況下獲發通知。董事可親身出席會議，或依據組織章程細則，利用其他電子通訊方式參與會議。本公司的公司秘書（「公司秘書」）確保已遵守有關程序及所有適用規則及規例。董事會及董事委員會會議的會議記錄由公司秘書保管，任何董事均可於任何時間作出合理通知後查閱會議記錄。

董事可全權取閱本集團的資料，並在認為必要時可徵詢獨立專業意見。董事不時收到經更新的章程大綱，以知悉最新的法律及監管變更及與董事履行其職責有關的事宜。

## 企業管治守則

於本年度，本公司一直遵守企業管治守則及上市規則附錄十四的企業管治報告所載的守則條文，惟偏離企業管治守則的守則條文第A.2.1及A.6.7條除外。

根據企業管治守則的守則條文第A.2.1條，主席與首席執行官的角色應予以區分，不應由同一人士兼任。自二零一八年五月十一日起至本年報日期止期間，儘管本公司主席及首席執行官的職責歸屬於石保棟先生，惟所有重大決定乃經諮詢董事會後作出。董事會認為，權力充分平衡及現有企業安排維持本公司穩健的管理狀況。除偏離企業管治守則的守則條文第A.2.1條外，董事認為，本公司於本期間已遵守企業管治守則所載的所有守則條文及（如適用）企業管治守則的適用推薦最佳常規。

企業管治守則的守則條文第A.6.7條規定，獨立非執行董事及其他非執行董事（作為與其他董事擁有同等地位的董事會成員）應出席股東大會，並對股東的意見有公正的了解。宋思凝女士、東小杰先生及何琦先生均無法出席本公司於二零一八年六月二十五日舉行的股東週年大會，而宋思凝女士、東小杰先生、何琦先生及隋風致先生均無法出席本公司於二零一八年十月三十日舉行的股東特別大會，乃由於彼等有其他重要事務所致。



### 證券交易的標準守則

本公司已採納標準守則作為董事進行本公司證券交易的行為守則。

本公司已向所有董事作出特定查詢，而彼等亦已確認於截至二零一八年十二月三十一日止年度一直遵守標準守則所載的規定標準。

### 風險管理與內部監控

董事會負責維持本集團穩健及高效的風險管理系統及內部監控系統，並已制定本集團的內部監控政策及程序，以監管內部監控系統。該系統旨在管理而非消除無法達致業務目標的風險，且僅可提供對重大陳述錯誤或虧損的合理而非絕對保證。

一套設計完善及有效的內部監控系統對保障本公司的資產、股東的投資、確保財務報告可靠性及符合上市規則有關方面的要求，確實甚為重要。因此，本公司已成立一個成員包括合資格會計師及本公司管理層的小組（「內審組」）以進行本公司的內部審核工作。

內審組會根據面對風險的評估定期制訂審核計劃，以確保審核工作按輪替基準涵蓋主要營運附屬公司的所有重要內部監控範圍，有關審核計劃須定期呈交審核委員會審閱。審核檢討的範圍及時間通常按風險評估而決定。

就管理層或審核委員會不時確認需關注的範圍，內審組可能須進行特別審核工作。內審組與審核委員會成員已建立溝通渠道。

審核委員會每年至少召開兩次會議，以審議內部審計部及高級管理層的調查結果及建議，並向董事會匯報有關檢討結果。就本年度而言，董事會透過審核委員會檢討本集團的風險管理及內部監控系統的整體成效，涵蓋財務、營運及合規管控與風險管理職能等，當中包括所需資源、會計及財務匯報職能的員工的資格及經驗以及相關僱員的培訓計劃及預算開支是否足夠。

董事會相信，並無重大內部監控缺陷可能影響股東，且本公司已設立有效且充分的風險管理及內部監控系統以保障本集團的資產。本集團將繼續改善系統以應對營商環境的變化。

### 編製綜合財務報表的責任

董事確認對編製本集團的綜合財務報表負有責任及須確保本集團綜合財務報表已遵照法定要求及適用會計準則而編製。

核數師對本集團綜合財務報表的申報責任的聲明，載於本年報第93頁至第101頁的獨立核數師報告內。

## 核數師酬金

本年度的綜合財務報表由畢馬威會計師事務所審核，而畢馬威會計師事務所的任期將於應屆股東週年大會屆滿並符合資膺選連任為本公司核數師。

於本年度，就審核服務及非審核服務已付及應付畢馬威會計師事務所的酬金分別約為3.19百萬港元及0.32百萬港元。詳情載列如下：

	已付／應付費用 千港元
審核服務	
－ 法定年度審核	3,188
非審核服務	
－ 其他非審核服務	319
	3,507

## 公司秘書

公司秘書葉沛森先生（「葉先生」）為本公司外部服務提供者及香港執業會計師。彼已按照上市規則第3.29條的規定接受不少於15小時相關專業培訓。

## 董事及高級管理層的持續專業發展

董事必須時刻瞭解其共同責任。每名新委任的董事將收到涵蓋本集團業務及上市公司董事法定及監管責任的簡介。

除本公司就監管政策變化和管治發展提供的最新資料外，亦鼓勵董事參加專業培訓及研討會以發展並更新其知識及技

能。於本年度，外部專業人士已提供培訓。此外，本公司持續向董事提供有關上市規則及其他適用規例最新發展的閱讀材料及其他更新資料供彼等參考及學習。

本公司鼓勵高級管理層參加外部研討會及參與本公司提供的內部培訓以提升彼等的專業知識。

## 審核委員會

於本年度，審核委員會由兩名獨立非執行董事隋風致先生（自二零一八年六月二十五日起擔任審核委員會主席）及何琦先生，以及一名非執行董事宋思凝女士組成。羅宏澤先生自二零一八年六月二十五日起退任審核委員會主席。

根據審核委員會的職權範圍，審核委員會的主要職責與企業管治守則所載者大致相同，包括檢視本集團的財務申報制度及內部監控程序；審閱本集團的財務資料；審閱本集團半年度及年度業績；（除非由獨立風險委員會或董事會自身會明確處理）檢討風險管理及內部監控系統、本公司內部審核職能的有效性、企業管治守則下的其他職務；以及檢討與核數師的關係。

根據企業管治守則，審核委員會亦獲董事會授權負責執行企業管治的職責，包括制定及檢討本公司企業管治的政策及慣例，並向董事會提供推薦建議；檢討及監察董事及高級管理層的培訓及持續專業發展；檢討及監察本公司遵守法定及監管規定的政策及慣例；審閱本公司是否遵守企業管治守則。

## 企業管治報告

於本年度，審核委員會舉行3次會議，其中管理層的代表亦有出席審閱中期及年度業績、中期報告及年報以及其他財務、內部監控及企業管治事項。核數師亦有出席其中一次會議。

	出席率 (出席會議次數／ 合資格出席)
審核委員會	
隋風致 (主席)	
(自二零一八年六月二十五日起生效)	2/2
羅宏澤 (主席)	
(自二零一八年六月二十五日起退任)	1/1
何琦	3/3
宋思凝	3/3

審核委員會已審閱本集團於本年度的全年及中期業績、風險管理內部及外部報告、職權範圍、內部監控及企業管治政策。

### 薪酬委員會

根據企業管治守則，薪酬委員會執行薪酬職能。薪酬委員會由一名執行董事石保棟先生及兩名獨立非執行董事東小杰先生（薪酬委員會主席）及隋風致先生組成。

根據薪酬委員會的職權範圍（其與企業管治守則所載者大致相同），薪酬委員會的主要職責包括釐定執行董事薪酬的政策、評估執行董事的表現、批准執行董事服務合約的期限，並就個別執行董事及高級管理層的薪酬待遇向董事會提出建議。

於本年度，薪酬委員會舉行2次會議，出席記錄載列如下：

	出席率 (出席會議次數／ 合資格出席)
薪酬委員會	
東小杰 (主席)	2/2
石保棟	2/2
趙會寧 (自二零一八年八月二十四日起辭任)	2/2
隋風致 (自二零一八年六月二十五日起生效)	1/1
羅宏澤 (自二零一八年六月二十五日起退任)	1/1

薪酬委員會檢討執行董事及高級管理層的薪酬政策，包括基本薪金、酌情業績花紅及其他酬金，乃根據執行董事及高級管理層個人技能、知識、於本公司事務的參與度及工作表現，並參考本公司的業績和盈利，以及行業慣例而釐定。董事袍金須經股東於股東大會上批准。

董事履行職責（包括出席董事會會議及委員會會議）時產生的實報實銷開支，均可獲得補償。

### 提名委員會

根據企業管治守則，提名委員會執行提名職能。提名委員會由一名執行董事石保棟先生（提名委員會主席）及兩名獨立非執行董事何琦先生及隋風致先生組成。

根據提名委員會的職權範圍（其與企業管治守則所載者大致相同），提名委員會的主要職責包括檢討董事會的架構及組成、甄選合資格的董事會候選人及釐定提名董事的政策。

於本年度，提名委員會舉行4次會議，出席記錄載列如下：

提名委員會	出席率 (出席會議次數／ 合資格出席)
石保棟 (主席)	4/4
趙會寧 (自二零一八年八月二十四日起辭任)	3/3
何琦	4/4
隋風致 (自二零一八年六月二十五日起生效)	2/2
羅宏澤 (自二零一八年六月二十五日起退任)	2/2

提名委員會檢討董事會的架構、規模及組成、採納新董事委任的正式書面程序及政策、評估獨立非執行董事的獨立性，並向董事會建議委任及重任董事。

董事履行職責（包括出席董事會會議及委員會會議）時產生的實報實銷開支，均可獲得補償。

## 股東權利

本公司主要透過企業通訊（包括中期報告及年報、公告及通函）、股東週年大會及其他股東大會，以及本公司網站披露向股東提供資訊。

本公司及時地向股東寄發中期報告、年報和通函，並將有關資訊載列於本公司的網站內。本公司的網站向股東提供有關本集團的企業資訊。

股東獲提供本公司聯絡詳情，以便查詢有關本公司事宜。股東亦可以透過該等渠道或聯絡本公司股份過戶登記分處－聯合證券登記有限公司查詢有關彼等各自於本公司股權的事宜。

股東可隨時以書面形式向董事會發出查詢及疑問，郵寄至本公司香港註冊辦事處香港灣仔港灣道25號海港中心26樓2603室。股東亦可以發送有關查詢及疑問至ovchina@sjzdsjt.com（本公司為方便投資者溝通專門開設的電子郵件）。

本公司的股東週年大會（「股東週年大會」）讓董事與股東會面及溝通。本公司確保股東意見可傳達至董事會。股東週年大會的主席就每項待考慮事宜提呈個別決議案。審核委員會、薪酬委員會及提名委員會成員，以及外聘核數師亦出席股東週年大會以解答股東的提問。本公司不時檢討股東週年大會的會議程序，以確保符合良好的企業管治常規。股東週年大會通告於相關股東週年大會舉行前至少足20個營業日寄發予所有股東。各個提呈決議案詳情及根據上市規則須提供的其他相關資料已載列於隨附通函內。投票表決的結果會於股東週年大會舉行當日上載於本公司網站內。

組織章程細則載列股東召開股東大會、於股東大會動議決議案及推選董事的程序於本公司的公司網站<http://www.orientvictory.com.hk>可供查閱。

任何一名身為獲認可結算所的股東（或其代名人）或任何兩名（或以上）於遞交要求日期持有本公司不少於十分之一在股東大會有投票權的已繳足股本的股東可以書面形式向董事會或公司秘書要求董事會為所列明的任何業務交易召開本公司股東特別大會（「股東特別大會」）。股東特別大會須於股東提出有關要求後3個月內舉行。若於提出有關要求21天內董事會未能著手召開有關會議，提出要求的股東或其任何持有逾二分之一股份投票權的股東可以召開有關會議，本公司會將因董事會未能召開有關會議而導致提出該項要求的股東產生的合理費用退回有關股東。



# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



Independent auditor's report to the shareholders of Orient Victory Travel Group Company Limited

(Incorporated in the Cayman Islands with limited liability)

### Opinion

We have audited the consolidated financial statements of Orient Victory Travel Group Company Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 102 to 242, which comprise the consolidated statement of financial position as at 31 December 2018, 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 cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

### Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "Code") together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the Cayman Islands, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

致東勝旅遊集團有限公司股東的獨立核數師報告

(於開曼群島註冊成立的有限公司)

### 意見

本核數師已審計列載於第102至242頁的東勝旅遊集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,當中包括於二零一八年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

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

### 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》(「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」部份中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(「守則」)以及與我們對開曼群島綜合財務報表的審計相關的道德要求,我們獨立於貴集團,並已履行這些道德要求以及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。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

#### Key audit matters

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

#### 關鍵審計事項

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

##### Equity accounting for the Group's interest in China Comfort 權益法核算貴集團於中國康輝的權益

Refer to Note 17(b) to the consolidated financial statements and the accounting policies in Notes 2(e) and 2(k)(ii).  
請參閱綜合財務報表附註17(b)以及附註2(e)及2(k)(ii)的會計政策。

##### The Key Audit Matter 關鍵審計事項

One of the Group's interests in associates relates to its 49% equity interest in China Comfort Tourism Group Company Limited ("China Comfort"), a group which operates in the travel market in the People's Republic of China (the "PRC") and was acquired by the Group in 2015.

貴集團其中一項於聯營公司的權益與其於中國康輝旅遊集團有限公司（「中國康輝」，一間於中華人民共和國（「中國」）旅遊市場營運的集團，於二零一五年被貴集團收購）的49%股本權益有關。

In order to apply the equity method of accounting, it is necessary at the time of acquisition of the interest in an associate to ascertain the fair values of that associate's identifiable net assets, by adopting the same concepts and procedures as are used at the time of acquisition of a subsidiary. In the case of the acquisition of the equity interest in China Comfort, the Group concluded that the identifiable net assets of China Comfort mainly comprised intangible assets with indefinite useful lives which represent China Comfort's trademark and distribution network.

為應用權益法核算方法，需要採用相同於收購附屬公司所使用的概念與程序，在收購聯營公司權益時確定聯營公司的可識別資產淨值的公平值。對於收購中國康輝的權益，貴集團認為中國康輝的可識別資產淨值主要由擁有無限可使用年期的無形資產（中國康輝的商標及銷售網路）所組成。

##### How the matter was addressed in our audit 我們的審計如何處理該事項

Our audit procedures to assess the impairment for the Group's interest in China Comfort included the following:

我們就評估權益法核算貴集團於中國康輝的權益的審計程序包括以下程序：

- evaluating management's identification of the CGU and the assets allocated to the CGU and assessing the methodology adopted by management of the Group in the preparation of the discounted cash flow forecast with reference to the requirements of the prevailing accounting standards;
- 評估管理層所識別的現金產生單位及分配至現金產生單位的資產，以及經參考現行會計準則的規定後評估貴集團管理層於編製折現現金流量預測時所採用的方法；

## Key audit matters (continued)

## 關鍵審計事項 (續)

Equity accounting for the Group's interest in China Comfort (continued)  
權益法核算貴集團於中國康輝的權益 (續)

Refer to Note 17(b) to the consolidated financial statements and the accounting policies in Notes 2(e) and 2(k)(ii).  
請參閱綜合財務報表附註17(b)以及附註2(e)及2(k)(ii)的會計政策。

The Key Audit Matter  
關鍵審計事項

How the matter was addressed in our audit  
我們的審計如何處理該事項

As these intangible assets are not recognised at fair value by China Comfort, the Group applies accounting policies consistent with the Group's policies in order to identify whether any adjustments need to be made by the Group on an ongoing basis when applying the equity method to measure the Group's share of China Comfort's profit/loss after acquisition. This includes assessing the intangible assets with indefinite useful lives for impairment on an annual basis and whenever there is any indication of impairment.

由於中國康輝並非按公平值確認該等無形資產，貴集團須使用與貴集團一致的會計政策，以持續的原則確定貴集團在應用權益法計量貴集團應佔中國康輝收購後溢利／虧損時是否需要作出調整。這包括每年或當出現減值跡象時對擁有無限可使用年期的無形資產進行減值評估。

- challenging the discounted cash flow forecast prepared by management of the Group by comparing data therein with the relevant data, including forecast revenue, cost of sales and other operating expenses, contained in the financial budget of China Comfort which was approved by management of China Comfort, and taking into account our understanding, experience and knowledge of the travel industry in the PRC and the future business plans for China Comfort;
- 透過比較貴集團管理層所編製的折現現金流量預測中的數據與中國康輝經中國康輝管理層批准的財政預算所載的相關數據（包括預測收入、銷售成本及其他經營開支）並經計及我們對中國旅遊業的見解、經驗及知識以及中國康輝的未來業務計劃，檢討貴集團管理層所編製的折現現金流量預測；
- comparing the actual results of the current year with management's assumptions and estimates in the discounted cash flow forecast for the previous year to assess the historical accuracy of the management's forecasting process;
- 比較本年度實際業績與管理層上一年度對折現現金流預測的假設及估計，以評估管理層過往管理層預測流程的準確性；

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

#### Key audit matters (continued)

#### 關鍵審計事項 (續)

##### Equity accounting for the Group's interest in China Comfort (continued)

##### 權益法核算貴集團於中國康輝的權益 (續)

Refer to Note 17(b) to the consolidated financial statements and the accounting policies in Notes 2(e) and 2(k)(ii).  
請參閱綜合財務報表附註17(b)以及附註2(e)及2(k)(ii)的會計政策。

##### The Key Audit Matter

##### 關鍵審計事項

As at 31 December 2018, management of the Group performed an impairment assessment of the intangible assets of China Comfort when applying the equity method of accounting in respect of the Group's interest in China Comfort. Management of the Group concluded that the business of China Comfort as a whole comprises a single cash-generating unit (the "CGU") and the recoverable amounts of the intangible assets were determined based on a value in use calculation by preparing a discounted cash flow forecast for the operations of China Comfort.

於二零一八年十二月三十一日，貴集團管理層對貴集團於中國康輝的權益按照權益法核算時，對中國康輝的無形資產進行了減值評估。貴集團管理層認為，中國康輝的整體業務由一個現金產生單位（「現金產生單位」）組成，而無形資產的可收回金額由營運中國康輝的折現現金流量預測計算的使用價值確定。

We identified equity accounting for the Group's interest in China Comfort as a key audit matter because the assessment of potential impairment of the intangible assets of China Comfort could have a significant impact on the Group's share of net assets of China Comfort and because the assessment of potential impairment of China Comfort's intangible assets is based on a discounted cash flow forecast which includes a number of assumptions and estimates, particularly in relation to forecast revenue, cost of sales and other operating expenses, the long-term growth rate for the travel industry and the discount rate applied, all of which require the exercise of significant judgement and could be subject to management bias.

我們將權益法核算貴集團於中國康輝的權益識別為關鍵審計事項，因為評估中國康輝無形資產的潛在減值對貴集團應佔中國康輝資產淨值可產生重大影響，並且該評估是基於折現現金流預測，該方法依賴於眾多假設和估計，特別是預測收入、銷售成本及其他經營開支、旅遊行業的長期增長率及折現率，涉及重要判斷並且可能存在管理層偏見。

##### How the matter was addressed in our audit

##### 我們的審計如何處理該事項

- comparing the long-term growth rate for the travel industry with external market data and, with the assistance of our internal valuation specialists, evaluating the discount rate applied in the discounted cash flow forecast by comparing it with those of comparable companies in the same industry; and
- 比較旅遊業的長期增長率與外部市場數據，並在我們內部估值專家的協助下，透過比較折現現金流量預測中所應用的折現率與相同行業可資比較公司的折現率，評估所應用的折現率；及
- obtaining from management of the Group sensitivity analyses of the key assumptions adopted in the discounted cash flow forecast, assessing the impact of changes in the long-term growth rate for the travel industry and the discount rate applied on the conclusions reached in the impairment assessment and considering whether there were any indicators of management bias in the selection of key assumptions.
- 自貴集團管理層獲取折現現金流量預測中所採用關鍵假設的敏感性分析、評估旅遊業長期增長率及所採用折現率變動對減值評估所達致結論的影響以及考量是否有任何跡象顯示選取關鍵假設存在管理層偏見。



### Information other than the consolidated financial statements and auditor's report thereon

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of the directors for the consolidated financial statements

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

### 綜合財務報表及其核數師報告以外的信息

董事需對其他信息負責。其他信息包括刊載於年報內的全部信息，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》的披露要求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控制負責。



## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

#### Responsibilities of the directors for the consolidated financial statements (continued)

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

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

#### Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, 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.

#### 董事就綜合財務報表須承擔的責任 (續)

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停止經營，或別無其他實際的替代方案。

審核委員會協助董事履行監督貴集團的財務報告過程的責任。

#### 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不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們是僅向整體股東報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

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匯總起來可能影響綜合財務報表使用者依賴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。

## Auditor's responsibilities for the audit of the consolidated financial statements (continued)

As part of an audit in accordance with HKSAs, 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.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

## 核數師就審計綜合財務報表承擔的責任 (續)

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。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。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

#### Auditor's responsibilities for the audit of the consolidated financial statements (continued)

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and 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)

- 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控制的任何重大缺陷。

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專業道德要求，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。

### Auditor's responsibilities for the audit of the consolidated financial statements (continued)

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

The engagement partner on the audit resulting in this independent auditor's report is Wan Chi Yau, Charles.

### 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合夥人是溫梓佑。

#### KPMG

*Certified Public Accountants*

8th Floor, Prince's Building

10 Chater Road

Central, Hong Kong

29 March 2019

#### 畢馬威會計師事務所

執業會計師

香港中環

遮打道十號

太子大廈八樓

二零一九年三月二十九日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 綜合損益表

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

(Expressed in Hong Kong dollars ("HK\$")) (以港元(「港元」)列示)

		Note 附註	2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元 (Restated) (經重列) (Note) (附註)
Continuing operations:	持續經營業務：			
REVENUE	收入	4	248,672	238,030
Cost of sales	銷售成本		(230,554)	(219,315)
Gross profit	毛利		18,118	18,715
Other income	其他收入	5	5,395	4,366
Selling, general and administrative expenses	銷售、一般及行政開支		(64,507)	(64,979)
Share of losses of associates	應佔聯營公司虧損	17	(17,314)	(13,517)
Loss from operations	經營虧損		(58,308)	(55,415)
Finance (costs)/income	財務(費用)/收入	6(a)	(2,174)	2,548
Gain on disposal of a subsidiary	出售一間附屬公司的收益	16(b)	492	–
LOSS BEFORE TAXATION	除稅前虧損	6	(59,990)	(52,867)
Income tax	所得稅	7	–	(36)
LOSS FOR THE YEAR FROM CONTINUING OPERATIONS	年內持續經營業務虧損		(59,990)	(52,903)
Discontinued operation:	已終止經營業務：			
Profit/(loss) for the year from discontinued operation	年內已終止經營業務溢利／(虧損)	8	2,097	(3,128)
LOSS FOR THE YEAR	年內虧損		(57,893)	(56,031)
Attributable to:	應佔方：			
Equity owners of the Company	本公司權益擁有人			
– continuing operations	– 持續經營業務		(58,494)	(45,106)
– discontinued operation	– 已終止經營業務		2,416	(1,740)
			(56,078)	(46,846)

The notes on pages 112 to 242 form part of these consolidated financial statements.

第112頁至第242頁所載的附註為綜合財務報表的一部份。



# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 綜合損益表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度  
(Expressed in Hong Kong dollars ("HK\$")) (以港元(「港元」)列示)

		Note 附註	2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元 (Restated) (經重列) (Note) (附註)
Non-controlling interests	非控股權益			
– continuing operations	– 持續經營業務		(1,496)	(7,797)
– discontinued operation	– 已終止經營業務		(319)	(1,388)
			(1,815)	(9,185)
<b>LOSS FOR THE YEAR</b>	<b>年內虧損</b>		<b>(57,893)</b>	<b>(56,031)</b>
Basic and diluted loss per share	每股基本及攤薄虧損	12	(HK\$0.64 cents) (0.64 港仙)	(HK\$0.46 cents) (0.46 港仙)

Note: The restatement of comparative information is attributable to the discontinued operation as disclosed in Note 8. The Group has initially applied HKFRS 15 and HKFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See Note 2(c).

附註：誠如附註8所披露，比較資料乃就已終止經營業務而重列。本集團於二零一八年一月一日首次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選的過渡法，比較資料並無重列。見附註2(c)。

The notes on pages 112 to 242 form part of these consolidated financial statements.

第112頁至第242頁所載的附註為綜合財務報表的一部份。

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度  
(Expressed in HK\$) (以港元列示)

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元 (Restated) (經重列) (Note) (附註)
LOSS FOR THE YEAR	年內虧損	(57,893)	(56,031)
OTHER COMPREHENSIVE INCOME FOR THE YEAR (AFTER TAX)	年內其他全面收入 (除稅後)		
Items that may be reclassified subsequently to profit or loss:	其後或會重新分類至損益的項目：		
– exchange differences on translation of financial statements of foreign operations	– 折算境外業務財務報表的匯兌差額	(22,951)	30,273
– exchange reserve recycled to profit or loss upon disposal of subsidiaries	– 出售附屬公司後重新歸入損益的匯兌儲備	(908)	–
		(23,859)	30,273
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年內全面收入總額	(81,752)	(25,758)
Attributable to:	應佔方：		
Equity owners of the Company	本公司權益擁有人		
– continuing operations	– 持續經營業務	(81,188)	(15,439)
– discontinued operation	– 已終止經營業務	1,358	(1,433)
		(79,830)	(16,872)
Non-controlling interests	非控股權益		
– continuing operations	– 持續經營業務	(1,484)	(7,743)
– discontinued operation	– 已終止經營業務	(438)	(1,143)
		(1,922)	(8,886)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年內全面收入總額	(81,752)	(25,758)

Note: The restatement of comparative information is attributable to the discontinued operation as disclosed in Note 8. The Group has initially applied HKFRS 15 and HKFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See Note 2(c).

附註：誠如附註8所披露，比較資料乃就已終止經營業務而重列。本集團於二零一八年一月一日首次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選的過渡法，比較資料並無重列。見附註2(c)。

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第112頁至第242頁所載的附註為綜合財務報表的一部份。

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 December 2018 於二零一八年十二月三十一日

(Expressed in HK\$) (以港元列示)

			2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元 (Note) (附註)
	Note 附註			
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	13	103,576	2,020
Intangible assets	無形資產	14	18,128	16,388
Lease prepayments	租賃預付款項	31(b)	27,684	–
Goodwill	商譽	15	12,994	–
Interests in associates	於聯營公司的權益	17	391,253	399,271
Other financial assets	其他金融資產	18	71,063	–
			624,698	417,679
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨	19	69,986	63,791
Trade receivables	應收貿易賬款	20	25,578	28,159
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	21	81,680	15,249
Restricted bank deposits	受限制銀行存款	22	11,794	43,448
Cash and cash equivalents	現金及現金等值項目	23	188,873	357,696
			377,911	508,343
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade payables	應付貿易賬款	24	26,701	33,391
Contract liabilities	合約負債	25	1,223	–
Other payables and accruals	其他應付款項及應計費用	26	170,209	22,655
Short-term borrowings	短期借款	27	13,226	8,948
			211,359	64,994
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		166,552	443,349

The notes on pages 112 to 242 form part of these consolidated financial statements.

第112頁至第242頁所載的附註為綜合財務報表的一部份。

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

### 綜合財務狀況表

As at 31 December 2018 於二零一八年十二月三十一日

(Expressed in HK\$) (以港元列示)

			2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元 (Note) (附註)
	Note 附註			
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>總資產減流動負債</b>		
			791,250	861,028
<b>NON-CURRENT LIABILITIES</b>		<b>非流動負債</b>		
Deferred tax liabilities	28	遞延稅項負債	6,790	2,704
<b>NET ASSETS</b>		<b>資產淨值</b>	784,460	858,324
<b>CAPITAL AND RESERVES</b>		<b>股本及儲備</b>		
Share capital	29	股本	63,750	63,745
Perpetual convertible securities	30	永久可換股證券	396,274	396,402
Reserves		儲備	283,576	391,625
Total equity attributable to equity owners of the Company		本公司權益擁有人應佔股本權益總值	743,600	851,772
Non-controlling interests		非控股權益	40,860	6,552
<b>TOTAL EQUITY</b>		<b>股本權益總值</b>	784,460	858,324

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See Note 2(c).

附註：本集團於二零一八年一月一日首次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選的過渡法，比較資料並無重列。見附註2(c)。

Approved and authorised for issue by the board of directors on 29 March 2019.

於二零一九年三月二十九日獲董事會核准及授權刊發。

Shi Baodong  
石保棟

Chairman  
主席

Mo Yueming  
莫躍明

Director  
董事

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第112頁至第242頁所載的附註為綜合財務報表的一部份。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度  
(Expressed in HK\$) (以港元列示)

Attributable to equity owners of the Company 本公司權益持有人應佔									
Note 附註	Share capital 股本 \$'000 千元	Share premium 股份溢價 \$'000 千元	Perpetual convertible securities 永久可換股證券 \$'000 千元	PRC statutory reserves 中國法定儲備 \$'000 千元	Exchange reserve 匯兌儲備 \$'000 千元	Accumulated losses 累計虧損 \$'000 千元	Total 總額 \$'000 千元	Non-controlling interests 非控股權益 \$'000 千元	Total equity 股本權益總值 \$'000 千元
	Note 29(b) 附註29(b)	Note 29(c) 附註29(c)	Note 30 附註30		Note 29(d) 附註29(d)				
Balance at 1 January 2017 於二零一七年一月一日結餘									
Changes in equity for 2017: 二零一七年權益變動：									
Loss for the year 年內虧損	-	-	-	-	-	(46,846)	(46,846)	(9,185)	(56,031)
Other comprehensive income 其他全面收入	-	-	-	-	29,974	-	29,974	299	30,273
Total comprehensive income	-	-	-	-	29,974	(46,846)	(16,872)	(8,886)	(25,758)
Contributions from non-controlling shareholders 來自非控股股東的撥款									
Distributions to holders of perpetual convertible securities 永久可換股證券持有人分派	-	-	-	-	-	-	-	11,622	11,622
Issuance of new shares upon exercise of warrants 於行使認股權證後發行新股份	30	-	-	-	-	(5,100)	(5,100)	-	(5,100)
Issuance of shares upon conversion of perpetual convertible securities 於轉換永久可換股證券後發行股份	29(b)(i)	3,503	131,704	-	-	-	135,207	-	135,207
		7	147	(154)	-	-	-	-	-
	3510	131,851	(154)	-	-	(5,100)	130,107	11,622	141,729
Balance at 31 December 2017 (Note)	63,745	611,083	396,402	683	3,721	(223,862)	851,772	6,552	858,324
於二零一七年十二月三十一日結餘(備註)									

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See Note 2(c).

附註：本集團於二零一八年一月一日首次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選的過渡法，比較資料並無重列。見附註2(c)。

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# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

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

(Expressed in HK\$) (以港元列示)

Attributable to equity owners of the Company 本公司權益持有人應佔									
	Share capital 股本 \$'000 千元	Share premium 股份溢價 \$'000 千元	Perpetual convertible securities 永久可換股證券 \$'000 千元	PRC statutory reserves 中國法定儲備 \$'000 千元	Exchange reserve 匯兌儲備 \$'000 千元	Accumulated losses 累計虧損 \$'000 千元	Total 總額 \$'000 千元	Non-controlling interests 非控股權益 \$'000 千元	Total equity 股本權益總值 \$'000 千元
Note 附註	Note 29(b) 附註29(b)	Note 29(c) 附註29(c)	Note 30 附註30		Note 29(d) 附註29(d)				
Balance at 1 January 2018 (as previously reported) 於二零一八年一月一日結餘 (如先前所呈報)	63,745	611,083	396,402	683	3,721	(223,582)	851,772	6,552	858,324
Impact on initial application of HKFRS 9 (Note 2(c)(i)) 首次應用香港財務報告準則第9號的影響 (附註2(c)(i))	-	-	-	-	-	(2,264)	(2,264)	(46)	(2,310)
Balance at 1 January 2018 (as restated) 於二零一八年一月一日的結餘 (經重列)	63,745	611,083	396,402	683	3,721	(226,126)	849,508	6,506	856,014
Changes in equity for 2018: 二零一八年權益變動：									
Loss for the year 年內虧損	-	-	-	-	-	(56,078)	(56,078)	(1,815)	(57,893)
Other comprehensive income 其他全面收入	-	-	-	-	(23,752)	-	(23,752)	(107)	(23,859)
Total comprehensive income 全面收入總額	-	-	-	-	(23,752)	(56,078)	(79,830)	(1,922)	(81,752)
Contributions from non-controlling shareholders 來自非控股股東的供款	-	-	-	-	-	-	-	4,900	4,900
Acquisitions of subsidiaries 收購附屬公司	-	-	-	-	-	-	-	33,222	33,222
Distributions to holders of perpetual convertible securities 永久可換股證券持有人分派	-	-	-	-	-	(26,078)	(26,078)	-	(26,078)
Issuance of shares upon conversion of perpetual convertible securities 於轉換永久可換股證券後發行股份	5	123	(128)	-	-	-	-	-	-
Disposal of discontinued operation 出售已終止經營業務	-	-	-	(683)	-	683	-	(1,846)	(1,846)
Balance at 31 December 2018 於二零一八年十二月三十一日結餘	63,750	611,206	396,274	-	(20,031)	(25,395)	(26,078)	36,276	784,460

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See Note 2(c).

附註：本集團於二零一八年一月一日首次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選的過渡法，比較資料並無重列。見附註2(c)。

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# CONSOLIDATED CASH FLOW STATEMENT

## 綜合現金流量表

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

(Expressed in HK\$) (以港元列示)

			2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元 (Note) (附註)
	Note 附註			
<b>Operating activities</b>	<b>經營活動</b>			
Loss before taxation:	除稅前虧損：			
– continuing operations	– 持續經營業務		(59,990)	(52,867)
– discontinued operation	– 已終止經營業務		2,097	(3,128)
			(57,893)	(55,995)
Adjustments for:	調整：			
Depreciation and amortisation	折舊及攤銷	13, 14	703	635
Loss on disposal of property, plant and equipment, net	出售物業、廠房及設備虧損	4	17	29
Interest income	利息收入	5, 8	(5,405)	(4,373)
Finance costs/(income)	財務費用／(收入)	6(a), 8	2,569	(1,924)
Share of losses of associates	應佔聯營公司虧損	17	17,314	13,517
Gain on disposal of discontinued operation	出售已終止經營業務的收益	8	(2,846)	–
Gain on disposal of a subsidiary	出售一間附屬公司的收益	16(b)	(492)	–
Changes in working capital:	營運資金變動：			
Increase in inventories	存貨增加		(7,155)	(47,781)
Decrease/(increase) in trade receivables	應收貿易賬款減少／(增加)		2,447	(2,305)
(Increase)/decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收款項 (增加)／減少		(8,350)	17,100
(Decrease)/increase in trade payables	應付貿易賬款 (減少)／增加		(6,624)	4,552
Increase in contract liabilities	合約負債增加		1,223	–
Increase/(decrease) in other payables and accruals	其他應付款項及應計費用增加／(減少)		38,863	(2,420)
<b>Cash used in operations</b>	<b>經營活動所用的現金</b>		<b>(25,629)</b>	<b>(78,965)</b>
Overseas tax paid	已付海外稅項		–	36
<b>Net cash used in operating activities</b>	<b>經營活動所用的現金淨額</b>		<b>(25,629)</b>	<b>(78,929)</b>

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See Note 2(c).

附註：本集團於二零一八年一月一日首次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選的過渡法，比較資料並無重列。見附註2(c)。

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## CONSOLIDATED CASH FLOW STATEMENT

### 綜合現金流量表

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

(Expressed in HK\$) (以港元列示)

			2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元 (Note) (附註)
	Note 附註			
<b>Investing activities</b>	<b>投資活動</b>			
Payments for the purchase of property, plant and equipment	購置物業、廠房及設備的款項		(286)	(1,139)
Payments for the purchase of intangible assets	購置無形資產的款項		(107)	–
Payments for the acquisition of subsidiaries, net of cash acquired	收購附屬公司的款項 (扣除已收購現金)	31	(9,376)	(6,138)
Payment for investment in an associate	於聯營公司投資的款項	17(a)	(20,583)	–
Loans to associates	給予聯營公司的貸款	18, 21	(143,850)	–
Refund of prepayments/(prepayments) for acquisitions	收購事項的預付款項退款／ (預付款項)		2,416	(10,675)
Net proceeds from disposal of discontinued operation, net of cash disposal of	出售已終止經營業務的所得款項 淨額 (扣除已出售現金)	8	2,345	–
Net decrease/(increase) in restricted bank deposits	受限制銀行存款減少／ (增加) 淨額		31,654	(10,055)
Interest received	已收利息		5,006	5,295
<b>Net cash used in investing activities</b>	<b>投資活動所用的現金淨額</b>		<b>(132,781)</b>	<b>(22,712)</b>
<b>Financing activities</b>	<b>融資活動</b>			
Proceeds from bank and other borrowings	銀行及其他借款所得款項	23(b)	13,226	9,236
Repayment of bank and other borrowings	償還銀行及其他借款	23(b)	(1,275)	(10,652)
Proceeds from issuance of new shares upon exercise of warrants	於行使認股權證後發行 新股份所得款項		–	135,207
Distributions paid to holders of perpetual convertible securities	永久可換股證券持有人分派	23(b)	(26,078)	(20,992)
Contributions from non-controlling interests	來自非控股權益的供款		4,900	11,622
Interest paid	已付利息	23(b)	(460)	(631)
<b>Net cash (used in)/generated from financing activities</b>	<b>融資活動 (所用)／產生的 現金淨額</b>		<b>(9,687)</b>	<b>123,790</b>

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# CONSOLIDATED CASH FLOW STATEMENT

## 綜合現金流量表

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

(Expressed in HK\$) (以港元列示)

			2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元 (Note) (附註)
	Note 附註			
Net (decrease)/increase in cash and cash equivalents		現金及現金等值項目 (減少)/增加淨額	(168,097)	22,149
Cash and cash equivalents at 1 January	23	於一月一日的現金及現金等值項目	357,696	334,627
Effect of foreign exchange rate changes		匯率變動的影響	(726)	920
Cash and cash equivalents at 31 December	23	於十二月三十一日的現金及現金等值項目	188,873	357,696

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See Note 2(c).

附註：本集團於二零一八年一月一日首次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選的過渡法，比較資料並無重列。見附註2(c)。

The notes on pages 112 to 242 form part of these consolidated financial statements.

第112頁至第242頁所載的附註為綜合財務報表的一部份。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

### 1 Corporate information

Orient Victory Travel Group Company Limited (the “Company”) is an exempted limited company incorporated in the Cayman Islands. The registered office of the Company is located at P. O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Upon the sale of its jewellery business in September 2018 as disclosed in Note 8, the Company and its subsidiaries (the “Group”) are principally engaged in the sale of air tickets and other travel related services, provision of financial services, property and tourism integrated development, and other investment holding business.

### 2 Significant accounting policies

#### (a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), accounting principles generally accepted in Hong Kong and the applicable disclosure requirements of the Hong Kong Companies Ordinance (the “Companies Ordinance”). These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”). Significant accounting policies adopted by the Group are disclosed below.

### 1 公司資料

東勝旅遊集團有限公司（「本公司」）為一間於開曼群島註冊成立的獲豁免有限公司。本公司的註冊辦事處位於P. O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands。本公司股份在香港聯合交易所有限公司（「聯交所」）的主板上市。

誠如附註8所披露，於二零一八年九月出售珠寶業務後，本公司及其附屬公司（「本集團」）主要從事機票銷售及其他旅遊相關業務、提供金融服務、房地產及旅遊綜合發展以及其他投資控股業務。

### 2 主要會計政策

#### (a) 合規聲明

本財務報表根據香港會計師公會（「香港會計師公會」）頒佈的所有適用香港財務報告準則（「香港財務報告準則」），該統稱包括所有適用的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香港公司條例（「公司條例」）適用披露規定編製。本財務報表亦符合香港聯交所證券上市規則（「上市規則」）適用披露條文的規定。本集團採納的重大會計政策披露如下。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

## 2 Significant accounting policies (continued)

### (a) Statement of compliance (continued)

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 2(c) provides information on any changes in accounting policies resulting from 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 financial statements.

### (b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2018 comprise the Group and the Group's interests in associates.

These financial statements are presented in HK\$ and all values are rounded to the nearest thousand ("'\$000'") except when otherwise indicated.

The measurement basis used in the preparation of the financial statements is the historical cost basis.

The preparation of 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 that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

## 2 主要會計政策 (續)

### (a) 合規聲明 (續)

香港會計師公會已頒佈若干新訂及經修訂香港財務報告準則，而該等準則於本集團現行會計期間首次生效或可供提早採納。附註2(c)提供因首次應用該等準則而導致，於現行及過往會計期間與本集團相關並在本財務報表中反映的會計政策變動的資料。

### (b) 財務報表的編製基準

截至二零一八年十二月三十一日止年度的綜合財務報表包括本集團及本集團於聯營公司的權益。

除另有註明者外，本財務報表乃以港元呈列，所有金額均調整至最接近的千元（「千元」）。

編製財務報表使用的計量基準為歷史成本基準。

編製符合香港財務報告準則的財務報表時，管理層須作出可影響政策應用及所呈報資產、負債、收入與開支金額的判斷、估計及假設。估計及相關假設乃基於過往經驗及多項於有關情況下相信屬合理之其他因素，相關結果則為判斷資產及負債賬面值的根據，而該等賬面值難以從其他途徑衡量。實際結果可能有別於該等估計。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

## 2 Significant accounting policies (continued)

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

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

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in Note 3.

### (c) Changes in accounting policies

The HKICPA has issued a number of new HKFRSs and amendments to HKFRSs that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group's financial statements:

- (i) HKFRS 9, *Financial instruments*
- (ii) HKFRS 15, *Revenue from contracts with customers*
- (iii) HK(IFRIC) 22, *Foreign currency transactions and advance consideration*

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period, except for the amendments to HKFRS 9, *Prepayment features with negative compensation*, which have been adopted at the same time as HKFRS 9.

## 2 主要會計政策 (續)

### (b) 財務報表的編製基準 (續)

估計及相關假設須作持續檢討。倘會計估計的修訂僅會對修訂估計的期間產生影響，則有關修訂會於該期間確認，而倘修訂影響現行及未來期間，則會於修訂及未來期間確認。

管理層於應用香港財務報告準則時所作出，且對財務報表有重要影響的判斷，以及估計不明朗因素的主要來源於附註3討論。

### (c) 會計政策變動

香港會計師公會已頒佈多項新香港財務報告準則及香港財務報告準則修訂，該等修訂在本集團當前的會計期間首次生效。其中，下列變動與本集團的財務報表相關：

- (i) 香港財務報告準則第9號，*金融工具*
- (ii) 香港財務報告準則第15號，*客戶合約收入*
- (iii) 香港（國際財務報告詮釋委員會）第22號，*外幣交易及預付代價*

除香港財務報告準則第9號的修訂，*具負補償的預付款特質*已於採納香港財務報告準則第9號時同時採納外，本集團並無應用任何尚未於現行會計期間生效的新訂準則或詮釋。

NOTES TO THE CONSOLIDATED  
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(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

## 2 Significant accounting policies (continued)

### (c) Changes in accounting policies (continued)

- (i) *HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation*

HKFRS 9 replaces HKAS 39, *Financial instruments: recognition and measurement*. It sets out the requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items.

The Group has applied HKFRS 9 retrospectively to items that existed at 1 January 2018 in accordance with the transition requirements. The Group has recognised the cumulative effect of initial application as an adjustment to the opening equity at 1 January 2018. Therefore, comparative information continues to be reported under HKAS 39.

The following table summarises the impact of transition to HKFRS 9 on accumulated losses and the related tax impact (if any) at 1 January 2018.

## 2 主要會計政策 (續)

### (c) 會計政策變動 (續)

- (i) 香港財務報告準則第9號，金融工具，包括香港財務報告準則第9號的修訂，具負補償的預付款特質

香港財務報告準則第9號取代香港會計準則第39號，金融工具：確認及計量。此準則載列確認及計量金融資產、金融負債及若干有關買賣非金融項目的合約的要求。

本集團已根據過渡規定對於二零一八年一月一日存在的項目追溯應用香港財務報告準則第9號。本集團已將首次應用的累計影響確認為對於二零一八年一月一日的年初權益的調整。因此，比較資料繼續根據香港會計準則第39號予以呈報。

下表概列於二零一八年一月一日過渡至香港財務報告準則第9號對累計虧損的影響及相關稅務影響（如有）。

		\$'000 千元
<b>Accumulated losses</b>	<b>累計虧損</b>	
Recognition of additional expected credit losses on financial assets measured at amortised cost	確認按攤銷成本計量的金融資產的額外預期信貸虧損	88
Share of the effect of recognition of additional expected credit losses on financial assets of the Group's associate measured at amortised cost (Note 17(b)(ii))	應佔確認本集團聯營公司按攤銷成本計量的金融資產的額外預期信貸虧損影響（附註17(b)(ii)）	2,176
Net increase in accumulated losses at 1 January 2018	於二零一八年一月一日的累計虧損增加淨額	2,264
<b>Non-controlling interests</b>	<b>非控股權益</b>	
Recognition of additional expected credit losses on financial assets measured at amortised cost and decrease in non-controlling interests at 1 January 2018	確認按攤銷成本計量的金融資產的額外預期信貸虧損及於二零一八年一月一日的非控股權益減少	46

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

## 2 Significant accounting policies (continued)

### (c) Changes in accounting policies (continued)

- (i) *HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation (continued)*

Further details of the nature and effect of the changes to previous accounting policies and the transition approach are set out below:

- a. Classification of financial assets and financial liabilities

HKFRS 9 categorises financial assets into three principal classification categories: measured at amortised cost, at fair value through other comprehensive income (“FVOCI”) and at fair value through profit or loss (“FVPL”). These supersede HKAS 39’s categories of held-to-maturity investments, loans and receivables, available-for-sale financial assets and financial assets measured at FVPL. The classification of financial assets under HKFRS 9 is based on the business model under which the financial asset is managed and its contractual cash flow characteristics.

## 2 主要會計政策 (續)

### (c) 會計政策變動 (續)

- (i) 香港財務報告準則第9號，金融工具，包括香港財務報告準則第9號的修訂，具負補償的預付款特質 (續)

有關過往會計政策變動的性質及影響以及過渡方法的進一步詳情載列如下：

- a. 金融資產和金融負債的分類

香港財務報告準則第9號將金融資產分為三個主要類別：按攤銷成本計量，按公平值計入其他全面收益（「按公平值計入其他全面收益」）及按公平值計入損益（「按公平值計入損益」）。這取代了香港會計準則第39號的類別，即持有至到期投資、貸款及應收款項、可供出售金融資產及按公平值計入損益計量的金融資產。香港財務報告準則第9號的金融資產分類乃根據管理金融資產的業務模式及其合約現金流量特徵釐定。

NOTES TO THE CONSOLIDATED  
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(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

## 2 Significant accounting policies (continued)

### (c) Changes in accounting policies (continued)

- (i) *HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation (continued)*

- a. Classification of financial assets and financial liabilities (continued)

The following table shows the original measurement categories for each class of the Group's financial assets under HKAS 39 and reconciles the carrying amounts of those financial assets determined in accordance with HKAS 39 to those determined in accordance with HKFRS 9.

## 2 主要會計政策 (續)

### (c) 會計政策變動 (續)

- (i) 香港財務報告準則第9號，金融工具，包括香港財務報告準則第9號的修訂，具負補償的預付款特質 (續)

- a. 金融資產和金融負債的分類 (續)

下表載列本集團各類別金融資產根據香港會計準則第39號的原計量類別，並將該等根據香港會計準則第39號釐定的金融資產賬面值與根據香港財務報告準則第9號釐定者進行對賬。

		HKAS 39 carrying amount at 31 December 2017 於二零一七年 十二月三十一日 根據香港會計 準則第39號 釐定的賬面值 \$'000 千元	Remeasurement 重新計量 \$'000 千元	HKFRS 9 carrying amount at 1 January 2018 於二零一八年 一月一日 根據香港財務 報告準則第9號 釐定的賬面值 \$'000 千元
Financial assets carried at amortised cost	按攤銷成本列賬 的金融資產			
Restricted bank deposits	受限制銀行存款	43,448	—	43,448
Cash and cash equivalents	現金及現金等值 項目	357,696	—	357,696
Trade receivables	應收貿易賬款	28,159	(134)	28,025
Other receivables and advances to related parties (included in prepayments, deposits and other receivables)	其他應收款項及 向關聯方墊款 (計入預付 款項、按金及 其他應收款項)	1,647	—	1,647
		430,950	(134)	430,816



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

## 2 Significant accounting policies (continued)

### (c) Changes in accounting policies (continued)

#### (i) HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation (continued)

##### a. Classification of financial assets and financial liabilities (continued)

For an explanation of how the Group classifies and measures financial assets and recognises related gains and losses under HKFRS 9, see respective accounting policy notes in Notes 2(j), 2(k)(i), 2(l) and 2(n).

The measurement categories for all financial liabilities remain the same. The carrying amounts for all financial liabilities at 1 January 2018 have not been impacted by the initial application of HKFRS 9.

##### b. Credit losses

HKFRS 9 replaces the “incurred loss” model in HKAS 39 with the “expected credit loss” (“ECL”) model. The ECL model requires an ongoing measurement of credit risk associated with a financial asset and therefore recognises ECLs earlier than under the “incurred loss” accounting model in HKAS 39.

The Group applies the new ECL model to financial assets measured at amortised cost (including cash and cash equivalents, trade and other receivables, and other financial assets).

For further details on the Group’s accounting policy for accounting for credit losses, see Note 2(k)(i).

## 2 主要會計政策 (續)

### (c) 會計政策變動 (續)

#### (i) 香港財務報告準則第9號，金融工具，包括香港財務報告準則第9號的修訂，具負補償的預付款特質 (續)

##### a. 金融資產和金融負債的分類 (續)

有關本集團根據香港財務報告準則第9號如何劃分及計量金融資產以及確認相關收益及虧損的解釋，請參閱附註2(j)、2(k)(i)、2(l)及2(n)內的相關會計政策附註。

所有金融負債的計量類別維持不變。於二零一八年一月一日，所有金融負債的賬面值並無受首次應用香港財務報告準則第9號所影響。

##### b. 信貸虧損

香港財務報告準則第9號以「預期信貸虧損」(「預期信貸虧損」) 模式取代香港會計準則第39號的「已產生虧損」模式。預期信貸虧損模式要求持續計量與金融資產有關的信貸風險，因此會較香港會計準則第39號的「已產生虧損」會計模式更早確認預期信貸虧損。

本集團就按攤銷成本計量的金融資產(包括現金及現金等值項目、貿易及其他應收款項以及其他金融資產)應用新的預期信貸虧損模式。

有關本集團信貸虧損會計的會計政策的進一步詳情，請參閱附註2(k)(i)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

## 2 Significant accounting policies (continued)

### (c) Changes in accounting policies (continued)

- (i) HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation (continued)

b. Credit losses (continued)

The following table reconciles the closing loss allowance determined in accordance with HKAS 39 at 31 December 2017 with the opening loss allowance determined in accordance with HKFRS 9 at 1 January 2018.

		\$'000 千元
Loss allowance at 31 December 2017 under HKAS 39	於二零一七年十二月三十一日根據香港會計準則第39號釐定的虧損撥備	33
Additional credit loss recognised at 1 January 2018 on trade receivables (Note 35(a))	於二零一八年一月一日就應收貿易賬款確認的額外預期信貸虧損(附註35(a))	134
Loss allowance at 1 January 2018 under HKFRS 9	於二零一八年一月一日根據香港財務報告準則第9號釐定的虧損撥備	167

## 2 主要會計政策 (續)

### (c) 會計政策變動 (續)

- (i) 香港財務報告準則第9號，金融工具，包括香港財務報告準則第9號的修訂，具負補償的預付款特質 (續)

b. 信貸虧損 (續)

下表將於二零一七年十二月三十一日根據香港會計準則第39號釐定的年末虧損撥備與於二零一八年一月一日根據香港財務報告準則第9號釐定的年初虧損撥備進行對賬。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

## 2 Significant accounting policies (continued)

### (c) Changes in accounting policies (continued)

- (i) *HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation (continued)*

#### c. Transition

Changes in accounting policies resulting from the adoption of HKFRS 9 have been applied retrospectively, except as described below:

- Information relating to comparative periods has not been restated. Differences in the carrying amounts of financial assets resulting from the adoption of HKFRS 9 are recognised in accumulated losses at 1 January 2018. Accordingly, the information presented for 2017 continues to be reported under HKAS 39 and thus may not be comparable with the current period.
- The assessment on the determination of the business model within which a financial asset is held has been made on the basis of the facts and circumstance that existed at 1 January 2018 (the date of initial application of HKFRS 9 by the Group).

## 2 主要會計政策 (續)

### (c) 會計政策變動 (續)

- (i) 香港財務報告準則第9號，金融工具，包括香港財務報告準則第9號的修訂，具負補償的預付款特質 (續)

#### c. 過渡

採納香港財務報告準則第9號導致的會計政策變動已被追溯應用，惟下列所述者除外：

- 有關比較期間的資料尚未經重列。採納香港財務報告準則第9號導致的金融資產賬面值差額於二零一八年一月一日的累計虧損確認。因此，二零一七年呈列的資料乃繼續根據香港會計準則第39號呈報，且因此可能不可與本期間進行比較。
- 釐定持有金融資產的業務模式的評估乃根據於二零一八年一月一日（本集團首次應用香港財務報告準則第9號之日）存在的事實及情況而作出。

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### 綜合財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

## 2 Significant accounting policies (continued)

### (c) Changes in accounting policies (continued)

- (i) *HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation (continued)*

c. Transition (continued)

- If, at the date of initial application, the assessment of whether there has been a significant increase in credit risk since initial recognition would have involved undue cost or effort, a lifetime ECL has been recognised for that financial instrument.

- (ii) *HKFRS 15, Revenue from contracts with customers*

HKFRS 15 establishes a comprehensive framework for recognising revenue and some costs from contracts with customers. HKFRS 15 replaces HKAS 18, *Revenue*, which covered revenue arising from sale of goods and rendering of services, and HKAS 11, *Construction contracts*, which specified the accounting for construction contracts.

HKFRS 15 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

## 2 主要會計政策 (續)

### (c) 會計政策變動 (續)

- (i) 香港財務報告準則第9號，金融工具，包括香港財務報告準則第9號的修訂，具負補償的預付款特質 (續)

c. 過渡 (續)

- 倘於首次應用日期評估信貸風險自初步確認以來有否大幅上升將涉及過多成本或努力，則就該金融工具確認整個存續期的預期信貸虧損。

- (ii) 香港財務報告準則第15號，客戶合約收入

香港財務報告準則第15號建立了一個確認客戶合約收入及若干成本的綜合框架。香港財務報告準則第15號取代香港會計準則第18號，收入（涵蓋銷售商品和提供服務產生的收入）和香港會計準則第11號，建造合約（規定了建造合約的會計處理方法）。

香港財務報告準則第15號亦引入額外定性及定量披露規定，旨在讓財務報表使用者了解客戶合約所產生的收入及現金流量的性質、金額、時間及不確定因素。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

## 2 Significant accounting policies (continued)

### (c) Changes in accounting policies (continued)

#### (ii) HKFRS 15, Revenue from contracts with customers (continued)

The Group has elected to use the cumulative effect transition method and there is no impact to the opening balance of equity at 1 January 2018 on the initial application of HKFRS 15. Comparative information has not been restated and continues to be reported under HKAS 18. As allowed by HKFRS 15, the Group has applied the new requirements only to contracts that were not completed before 1 January 2018.

Further details of the nature and effect of the changes on previous accounting policies are set out below:

#### a. Timing of revenue recognition

Previously, revenue arising from provision of services was recognised over time, whereas revenue from sale of goods was generally recognised at a point in time when the risks and rewards of ownership of the goods had passed to the customers.

## 2 主要會計政策 (續)

### (c) 會計政策變動 (續)

#### (ii) 香港財務報告準則第15號，客戶合約收入 (續)

本集團已選擇使用累計影響過渡法，而首次應用香港財務報告準則第15號對於二零一八年一月一日的年初權益結餘並無影響。比較資料未經重列並繼續根據香港會計準則第18號予以呈報。誠如香港財務報告準則第15號所允許，本集團已僅就於二零一八年一月一日前尚未完成的合約應用該等新規定。

有關過往會計政策變動的性質及影響的進一步詳情載列如下：

#### a. 收入確認時間

此前，提供服務所得收入於一般時間內確認，而銷售貨品所得收入通常於貨品所有權風險及回報轉移予客戶的時間點確認。



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2 Significant accounting policies  
(continued)

(c) Changes in accounting policies (continued)

(ii) HKFRS 15, Revenue from contracts with customers (continued)

a. Timing of revenue recognition  
(continued)

Under HKFRS 15, revenue is recognised when the customer obtains control of the promised good or service in the contract. This may be at a single point in time or over time. HKFRS 15 identifies the following three situations in which control of the promised good or service is regarded as being transferred over time:

- When the customer simultaneously receives and consumes the benefits provided by the entity's performance, as the entity performs.
- When the entity's performance creates or enhances an asset (for example work in progress) that the customer controls as the asset is created or enhanced.
- When the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

2 主要會計政策 (續)

(c) 會計政策變動 (續)

(ii) 香港財務報告準則第15號，客戶合約收入 (續)

a. 收入確認時間 (續)

根據香港財務報告準則第15號，收入於客戶獲得合約的承諾貨品或服務的控制權時確認。此可為單個時間點或一段時間。香港財務報告準則第15號確定了以下對承諾貨品或服務的控制權被視為於一段時間內轉移的三種情況：

- 當客戶於實體履約時同時接受及使用實體履約所提供的利益時。
- 當實體履約創造或增強一項於資產被創造或增強時由客戶控制的資產（如在建工程）時。
- 當實體的履約並無創造對實體而言具替代用途的資產，且該實體對迄今完成的履約付款具有可執行權利時。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

## 2 Significant accounting policies (continued)

### (c) Changes in accounting policies (continued)

#### (ii) HKFRS 15, Revenue from contracts with customers (continued)

##### a. Timing of revenue recognition (continued)

If the contract terms and the entity's activities do not fall into any of these 3 situations, then under HKFRS 15 the entity recognises revenue for the sale of that goods or service at a single point in time, being when control has passed. Transfer of risks and rewards of ownership is only one of the indicators that will be considered in determining when the transfer of control occurs.

The adoption of HKFRS 15 does not have a significant impact on when the Group recognises revenue from sale of goods and rendering of services (see Note 2(u)).

## 2 主要會計政策 (續)

### (c) 會計政策變動 (續)

#### (ii) 香港財務報告準則第15號，客戶合約收入 (續)

##### a. 收入確認時間 (續)

倘合約條款及實體活動並不屬於任何該3種情況，則根據香港財務報告準則第15號，實體於某一指定時間點（即控制權轉移時）就銷售貨品或服務確認收入。所有權風險及回報的轉移僅為釐定控制權轉移發生時將考慮的其中一項指標。

採納香港財務報告準則第15號對本集團確認銷售貨品及提供服務所得收入的時間並無重大影響（見附註2(u)）。

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(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

2 Significant accounting policies  
(continued)

(c) Changes in accounting policies (continued)

(ii) HKFRS 15, Revenue from contracts with customers (continued)

b. Presentation of contract assets and liabilities

Under HKFRS 15, a receivable is recognised only if the Group has an unconditional right to consideration. If the Group recognises the related revenue before being unconditionally entitled to the consideration for the promised goods and services in the contract, then the entitlement to consideration is classified as a contract asset. Similarly, a contract liability, rather than a payable, is recognised when a customer pays consideration, or is contractually required to pay consideration and the amount is already due, before the Group recognises the related revenue. For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis (see Note 2(l)).

The adoption of HKFRS 15 does not have a significant impact on the presentation of assets and liabilities at 1 January 2018, and accordingly, no adjustment has been made in this regard.

2 主要會計政策 (續)

(c) 會計政策變動 (續)

(ii) 香港財務報告準則第15號，客戶合約收入 (續)

b. 合約資產及負債的呈列

根據香港財務報告準則第15號，應收款項僅在本集團可無條件享有代價的情況下獲確認。倘本集團於無條件享有合約中所承諾貨物及服務的代價前，確認相關收入，則享有該代價的權利被分類為合約資產。同樣地，合約負債（而非應付款項）於顧客支付代價（或按合約規定須支付代價且款項已到期）時，在本集團確認相關收入前獲確認。就與顧客的單一合約而言，呈列淨合約資產或淨合約負債。就多個合約而言，不相關合約的合約資產及合約負債不會以淨額基準呈列（見附註2(l)）。

採納香港財務報告準則第15號對於二零一八年一月一日的資產及負債的呈列並無重大影響，故並無就此作出調整。

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## 2 Significant accounting policies (continued)

### (c) Changes in accounting policies (continued)

#### (iii) HK(IFRIC) 22, Foreign currency transactions and advance consideration

This interpretation provides guidance on determining “the date of the transaction” for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) arising from a transaction in which an entity receives or pays advance consideration in a foreign currency.

The interpretation clarifies that “the date of the transaction” is the date on initial recognition of the non-monetary asset or liability arising from the payment or receipt of advance consideration. If there are multiple payments or receipts in advance of recognising the related item, the date of the transaction for each payment or receipt should be determined in this way. The adoption of HK(IFRIC) 22 does not have any material impact on the financial position and the financial result of the Group.

## 2 主要會計政策 (續)

### (c) 會計政策變動 (續)

#### (iii) 香港 (國際財務報告詮釋委員會) 第22號，外幣交易及預付代價

該詮釋就釐定「交易日期」提供指引，旨在釐定於初步確認因實體收取或支付外幣預付代價的交易而產生的有關資產、開支或收入 (或其中部份) 所使用的匯率。

該詮釋澄清「交易日期」為初步確認因支付或收取預付代價而產生的非貨幣資產或負債之日。倘確認有關項目前存在多筆付款或收款，則應按該方式釐定每筆付款或收款的交易日期。採納香港 (國際財務報告詮釋委員會) 第22號對本集團財務狀況及財務業績並無產生任何重大影響。

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2 Significant accounting policies  
(continued)

(d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interest either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

2 主要會計政策 (續)

(d) 附屬公司及非控股權益

附屬公司指本集團控制的實體。當本集團能透過其參與承擔或享有實體可變回報的風險或權利，並能夠向實體使用其權力影響回報金額，即對該實體擁有控制權。評估本集團是否擁有權力時僅考慮本集團及其他人士所持有的實質權利。

於附屬公司的投資由持有控制權開始之日起併入綜合財務報表內，直至控制權終止之日為止。集團內公司間交易產生的集團內公司間結餘、交易及現金流量以及任何未變現溢利於編製綜合財務報表時全數對銷。集團內公司間交易產生的未變現虧損則僅在並無出現減值證據的情況下，以與對銷未變現收益相同的方式對銷。

非控股權益是指並非由本公司直接或間接擁有的附屬公司權益，而本集團並沒有同意與這些權益的持有人訂立任何可導致本集團整體就該等權益而承擔符合金融負債定義的合約義務的額外條款。對於每項業務合併，本集團可選擇按公平值或按非控股權益所佔附屬公司可識別資產淨值比例計算任何非控股權益。



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## 2 Significant accounting policies (continued)

### (d) Subsidiaries and non-controlling interests (continued)

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity owners of the Company.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate (see Note 2(e)) or joint venture.

## 2 主要會計政策 (續)

### (d) 附屬公司及非控股權益 (續)

非控股權益在綜合財務狀況表內的股本權益中列示，但與本公司權益擁有人應佔股本權益分開呈列。非控股權益佔本集團的業績，在綜合損益表與綜合損益及其他全面收益表內以非控股權益與本公司權益擁有人分配本年度損益總額及全面收益總額的方式列示。

本集團於一間附屬公司的權益變動，倘不會引致喪失控制權，則以權益交易入賬，並對綜合權益中控股及非控股權益的金額作調整，以反映相關的權益變動，惟概無對商譽作調整，且無確認收益或虧損。

倘本集團失去一間附屬公司的控制權，其將列作出售其於該附屬公司的全部權益，而因此產生的收益或虧損於損益中確認。前附屬公司任何留存權益按其於喪失控制權當日的公平值確認，而該款額將被列作金融資產首次確認的公平值，或（如適用）首次確認於聯營公司（見附註2(e)）或合營公司的投資的成本。

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2 Significant accounting policies  
(continued)

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

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see Note 2(k)(ii)), unless the investment is classified as held-for-sale.

(e) Associates

An associate is an entity in which the Group has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

An investment in an associate is accounted for in the consolidated financial statements under the equity method, unless it is classified as held-for-sale. Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment. Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investee's and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investee's other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

2 主要會計政策 (續)

(d) 附屬公司及非控股權益 (續)

於附屬公司的投資乃於本公司的財務狀況表內按成本減減值虧損 (見附註2(k)(ii)) 列賬，除非該投資分類為持作出售。

(e) 聯營公司

聯營公司指本集團對其管理層有重大影響力 (而非控制或共同控制)，包括參與財務及經營決策的實體。

於聯營公司的投資按權益法於綜合財務報表入賬，除非該投資分類為持作出售。根據權益法，投資初步按成本記賬，並按本集團應佔被投資公司於收購日期可識別資產淨值的公平值超出投資成本的差額 (如有) 作出調整。其後，投資乃就本集團應佔被投資公司收購後的資產淨值變動及與投資有關的任何減值虧損作出調整。收購日期超出成本的任何差額、本集團應佔被投資公司於收購後及除稅後業績以及本年度任何減值虧損乃於綜合損益表確認，而本集團應佔被投資公司於收購後及除稅後其他全面收益項目乃於綜合損益及其他全面收益表內確認。

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## 2 Significant accounting policies (continued)

### (e) Associates (continued)

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset.

## 2 主要會計政策 (續)

### (e) 聯營公司 (續)

當本集團應佔聯營公司的虧損超出其於聯營公司的權益時，本集團的權益將減至零，且不再確認進一步虧損，惟本集團已承擔法律或推定責任，或代被投資公司作出付款則除外。就此而言，本集團的權益為根據權益法計算的投資賬面值，連同實質上構成本集團於聯營公司淨投資一部份的本集團長期權益。

本集團與其聯營公司間的交易所產生的未變現損益，乃以本集團於被聯營公司的權益為限予以抵銷，除非未變現虧損顯示已轉讓資產出現減值，在此情況下，則該等未變現虧損乃即時於損益中確認。

倘本集團不再對聯營公司有重大影響力，其乃被視作出售於該被投資公司的全部權益，而其盈虧將於損益中確認。任何在喪失重大影響力的日期仍保留在該前被投資公司的權益按公平值確認，而此金額被視為初始確認金融資產的公平值。

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## 2 Significant accounting policies (continued)

### (f) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses (see Note 2(k)(ii)). The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

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

<u>Buildings</u>	5%
<u>Furniture and leasehold improvements</u>	10% to 25%, not exceeding the lease terms
<u>Machinery and equipment</u>	10% to 33.3%
<u>Motor vehicles</u>	10% to 33.3%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

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

## 2 主要會計政策 (續)

### (f) 物業、廠房及設備

物業、廠房及設備按成本減累計折舊及任何減值虧損列賬(見附註2(k)(ii))。物業、廠房及設備成本包括其購買價及使資產處於擬定用途的運作狀況及地點而產生的任何直接成本。

折舊以直線法計算，按每項物業、廠房及設備的估計使用年期撇銷其成本至其剩餘價值。就此而言，所使用的主要年率如下：

<u>樓宇</u>	5%
<u>傢俬及租賃裝修</u>	10%至25%，不超過租期
<u>機器及設備</u>	10%至33.33%
<u>車輛</u>	10%至33.3%

倘物業、廠房及設備的部份有不同的可使用年期，則該項目的成本須在各部份之間合理分攤，而各部份須單獨計算折舊。剩餘價值、可使用年期及折舊方法至少於各財政年度結算日進行檢討，並在適當情況下作出調整。

物業、廠房及設備項目(包括最初確認的任何主要部份)於出售時或於預期使用或出售不會產生未來經濟利益時終止確認。於終止確認資產的年度在損益確認的任何出售或報廢收益或虧損，為有關資產的銷售所得款項淨額與賬面值之間的差額。

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## 2 Significant accounting policies (continued)

### (g) Intangible assets (other than goodwill)

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see Note 2(k)(ii)).

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives.

Both the period and method of amortisation are reviewed annually.

Intangible assets are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is 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.

### (h) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

## 2 主要會計政策 (續)

### (g) 無形資產 (商譽除外)

本集團所購無形資產按成本減累計攤銷 (倘估計可使用年期為有限者) 及減值虧損 (見附註2(k)(ii)) 列賬。

具有限可使用年期的無形資產按直線法於資產的估計可使用年期內攤銷並自損益扣除。

攤銷年期及方法均每年進行檢討。

如無形資產的可使用年期被評估為無確定限期，則該等無形資產不會被攤銷。有關無形資產的可使用年期為無確定限期的任何結論，會每年檢討以釐定事件及情況是否繼續支持該資產的無確定限期可使用年期評估。倘不繼續支持，則可使用年期評估由無確定限期變為確定限期，並自變化的日期根據上述有確定使用年期的無形資產攤銷政策採用未來適用法處理。

### (h) 租賃資產

倘本集團釐定由一項交易事項或一系列交易事項組成的安排涵蓋個別資產或多項資產於協定年期內的使用權，以換取付款或一系列付款，則該項安排乃屬或包含一項租賃。有關釐定工作乃以評估該項安排的實質內容為基準，而不論該項安排是否擁有租賃的法律形式。



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## 2 Significant accounting policies (continued)

### (h) Leased assets (continued)

#### (i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

#### (ii) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

Payments made on the acquisition of land held under an operating lease are stated at cost less accumulated amortisation and impairment losses (see Note 2(k)(ii)). Amortisation is charged to profit or loss on a straight-line basis over the period of the lease term.

## 2 主要會計政策 (續)

### (h) 租賃資產 (續)

#### (i) 向本集團出租的資產分類

本集團將所有權的絕大部份風險及回報轉移予本集團的租賃持有的資產乃分類為融資租賃持有。不會將所有權的絕大部份風險及回報轉移予本集團的租賃則分類為經營租賃。

#### (ii) 經營租賃支出

倘本集團擁有根據經營租賃持有的資產使用權，根據該等租賃作出的付款乃於租賃期所涵蓋的會計期間內以等額分期付款方式自損益中扣除，惟倘有其他基準能更清楚反映租賃資產所產生的收益模式除外。已收取的租賃優惠乃於損益內確認為已付總租賃款項淨額的組成部份。或然租金於其產生的會計期間內自損益中扣除。

就收購根據經營租賃持有的土地的付款按成本減累計攤銷及減值虧損列賬（見附註2(k)(ii)）。攤銷乃於租賃期期間內按直線法計自損益中扣除。

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### 綜合財務報表附註

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## 2 Significant accounting policies (continued)

### (i) Goodwill

Goodwill represents the excess of:

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit ("CGU"), or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see Note 2(k)(ii)).

On disposal of a cash generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

## 2 主要會計政策 (續)

### (i) 商譽

商譽指以下兩者之差額：

- (i) 獲轉讓代價的公平值、於被收購方任何非控權權益的金額與本集團先前所持被收購方股本權益公平值的總和；超出
- (ii) 於收購日期所計量被收購方可識別資產及負債公平值淨值的差額。

倘(ii)超出(i)，則差額即時於損益中確認為議價收購的收益。

商譽按成本減累計減值虧損列賬。因業務合併而產生的商譽獲分配至各個現金產生單位（「現金產生單位」），或現金產生單位組別，而預期現金產生單位可從合併的協同效應中獲利，並須每年進行減值測試（見附註2(k)(ii)）。

年內出售現金產生單位時，所購入商譽的任何應佔金額會於出售時用於計算有關損益。

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2 Significant accounting policies  
(continued)

(j) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset (see Note 2(l)).

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see Note 2(k)(i)).

(k) Credit losses and impairment of assets

(i) Credit losses from financial instruments,  
contract assets and lease receivables

(A) Policy applicable from 1 January 2018

The Group recognises a loss allowance for ECLs on financial assets measured at amortised cost (including cash and cash equivalents, trade and other receivables, and loans to associates), contract assets and lease receivables.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

2 主要會計政策 (續)

(j) 貿易及其他應收款項

本集團會於擁有無條件權利收取代價時確認應收款項。倘該代價於到期收取前僅需經過一段時間，則收取代價的權利屬無條件權利。倘本集團於擁有無條件權利收取代價前確認收入，則有關收入金額呈列為合約資產（見附註2(l)）。

應收款項採用實際利率法減信貸虧損撥備按攤銷成本列賬（見附註2(k)(i)）。

(k) 信貸虧損及資產減值

(i) 金融工具、合約資產及應收租賃款項的  
信貸虧損

(A) 自二零一八年一月一日起適用的政策

本集團就按攤銷成本計量的金融資產（包括現金及現金等值項目、貿易及其他應收款項以及給予聯營公司的貸款）、合約資產以及應收租賃款項的預期信貸虧損確認虧損撥備。

預期信貸虧損的計量

預期信貸虧損為信貸虧損可能性的加權估計。信貸虧損按所有預期現金短缺（即根據合約應付本集團的現金流量與及本集團預期收取的現金流量之間的差額）的現值計量。

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## 2 Significant accounting policies (continued)

### (k) Credit losses and impairment of assets (continued)

#### (i) Credit losses from financial instruments, contract assets and lease receivables (continued)

##### (A) Policy applicable from 1 January 2018 (continued)

The expected cash shortfalls for trade and other receivables and contract assets are discounted using the effective interest rate determined at initial recognition or an approximation thereof, where the effect of discounting is material; and for lease receivables are discounted using the discount rate used in the measurement of the lease receivable.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

## 2 主要會計政策 (續)

### (k) 信貸虧損及資產減值 (續)

#### (i) 金融工具、合約資產及應收租賃款項的信 貸虧損 (續)

##### (A) 自二零一八年一月一日起適用的政策 (續)

貿易及其他應收款項以及合約資產的預期現金短缺乃採用初步確認時釐定的實際利率或其概約利率貼現，當中的貼現影響重大，而應收租賃款項則採用計量應收租賃款項時所用的貼現率貼現。

估計預期信貸虧損時所考慮的最長期間為本集團所面臨信貸風險的最長合約期間。

在計量預期信貸虧損時，本集團會考慮在毋需付出過多成本或努力下即可獲得的合理可靠的資料，當中包括有關過去事件、當前狀況及未來經濟狀況預測的資料。

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2 Significant accounting policies  
(continued)

(k) Credit losses and impairment of assets  
(continued)

(i) Credit losses from financial instruments,  
contract assets and lease receivables  
(continued)

(A) Policy applicable from 1 January 2018  
(continued)

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables, contract assets and lease receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

2 主要會計政策 (續)

(k) 信貸虧損及資產減值 (續)

(i) 金融工具、合約資產及應收租賃款項的信貸虧損 (續)

(A) 自二零一八年一月一日起適用的政策  
(續)

預期信貸虧損乃按下列其中一種基準計量：

- 12個月的預期信貸虧損：預期因報告日期後12個月內可能發生的違約事件導致的該等虧損；及
- 存續期內預期信貸虧損：預期因預期信貸虧損模式適用的項目於預期存續期內所有可能發生的違約事件導致的該等虧損。

應收貿易賬款、合約資產及應收租賃款項的虧損撥備一直按相等於整個存續期的預期信貸虧損的金額計量。該等金融資產的預期信貸虧損基於本集團過往信貸虧損經驗（並就債務人的特定因素作出調整）及於報告日期對目前及預期一般經濟狀況的評估採用撥備矩陣估計。



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## 2 Significant accounting policies (continued)

### (k) Credit losses and impairment of assets (continued)

#### (i) Credit losses from financial instruments, contract assets and lease receivables (continued)

##### (A) Policy applicable from 1 January 2018 (continued)

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

#### Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held). The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

## 2 主要會計政策 (續)

### (k) 信貸虧損及資產減值 (續)

#### (i) 金融工具、合約資產及應收租賃款項的信 貸虧損 (續)

##### (A) 自二零一八年一月一日起適用的政策 (續)

就所有其他金融工具而言，本集團按相等於12個月的預期信貸虧損確認虧損撥備，除非金融工具於初步確認以來的信貸風險大幅增加，在此情況下，虧損撥備按相等於整個存續期的預期信貸虧損金額計量虧損撥備。

#### 信貸風險大幅上升

評估金融工具的信貸風險自初步確認以來有否大幅上升時，本集團會比較於報告日期及於初步確認日期評估的金融工具發生違約的風險。作出重新評估時，本集團認為，倘借款人不大可能在本集團無追索權採取變現抵押（如持有）等行動的情況下向本集團悉數支付其信貸債務，則構成違約事件。本集團會考慮合理可靠的定量及定性資料，包括過往經驗及在毋需付出過多成本或努力下即可獲得的前瞻性資料。

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2 Significant accounting policies  
(continued)

(k) Credit losses and impairment of assets  
(continued)

(i) Credit losses from financial instruments,  
contract assets and lease receivables  
(continued)

(A) Policy applicable from 1 January 2018  
(continued)

In particular, the following information  
is taken into account when assessing  
whether credit risk has increased  
significantly since initial recognition:

- failure to make payments on  
their contractually due dates;
- an actual or expected significant  
deterioration in a financial  
instrument's external or internal  
credit rating (if available);
- an actual or expected significant  
deterioration in the operating  
results of the debtor; and
- existing or forecast changes  
in the market, economic or  
legal environment that have  
a significant adverse effect on  
the debtor's ability to meet its  
obligation to the Group.

2 主要會計政策 (續)

(k) 信貸虧損及資產減值 (續)

(i) 金融工具、合約資產及應收租賃款項的信  
貸虧損 (續)

(A) 自二零一八年一月一日起適用的政策  
(續)

具體而言，評估信貸風險自初始確認  
以來有否大幅上升時會考慮以下資  
料：

- 未能按合約到期日期支付款  
項；
- 金融工具外部或內部信貸測  
評的實際或預期顯著惡化（如  
有）；
- 債務人經營業績的實際或預期  
顯著惡化；及
- 市場、經濟或法律環境的目前  
或預期變動對債務人履行其對  
本集團責任的能力有重大不利  
影響。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

## 2 Significant accounting policies (continued)

### (k) Credit losses and impairment of assets (continued)

#### (i) Credit losses from financial instruments, contract assets and lease receivables (continued)

##### (A) Policy applicable from 1 January 2018 (continued)

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

## 2 主要會計政策 (續)

### (k) 信貸虧損及資產減值 (續)

#### (i) 金融工具、合約資產及應收租賃款項的信 貸虧損 (續)

##### (A) 自二零一八年一月一日起適用的政策 (續)

取決於金融工具的性质，信貸風險大幅上升的評估乃按個別基準或共同基準進行。倘評估為按共同基準進行，金融工具則按共同的信貸風險特徵（如逾期狀況及信貸風險評級）進行分組。

預期信貸虧損於各報告日期進行重新計量以反映金融工具自初始確認以來的信貸風險變動。預期信貸虧損金額的任何變動均於損益表中確認為減值收益或虧損。本集團就所有金融工具確認減值收益或虧損，並透過虧損撥備賬對彼等的賬面值作出相應調整。

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(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

2 Significant accounting policies  
(continued)

(k) Credit losses and impairment of assets  
(continued)

(i) Credit losses from financial instruments,  
contract assets and lease receivables  
(continued)

(A) Policy applicable from 1 January 2018  
(continued)

Basis of calculation of interest income

Interest income recognised in accordance with Note 2(u)(v) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in payments;

2 主要會計政策 (續)

(k) 信貸虧損及資產減值 (續)

(i) 金融工具、合約資產及應收租賃款項的信貸虧損 (續)

(A) 自二零一八年一月一日起適用的政策  
(續)

利息收入的計算基礎

根據附註2(u)(v)確認的利息收入按金融資產的總賬面值計算，除非該金融資產出現信貸減值，在此情況下，利息收入按金融資產的攤銷成本（即總賬面值減虧損撥備）計算。

於各報告日期，本集團評估金融資產是否出現信貸減值。當發生一項或多項對金融資產估計未來現金流量有不利影響的事件時，金融資產出現信貸減值。

金融資產信貸減值的證據包括以下可觀察事件：

- 債務人出現嚴重財務困難；
- 違反合約，如欠繳或拖欠付款；

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### 綜合財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

## 2 Significant accounting policies (continued)

### (k) Credit losses and impairment of assets (continued)

#### (i) Credit losses from financial instruments, contract assets and lease receivables (continued)

##### (A) Policy applicable from 1 January 2018 (continued)

- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation; or
- significant changes in the market, economic or legal environment that have an adverse effect on the debtor.

##### Write-off policy

The gross carrying amount of a financial asset, contract asset or lease receivable is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

## 2 主要會計政策 (續)

### (k) 信貸虧損及資產減值 (續)

#### (i) 金融工具、合約資產及應收租賃款項的信 貸虧損 (續)

##### (A) 自二零一八年一月一日起適用的政策 (續)

- 借款人很有可能將告破產或進行其他財務重組；或
- 市場、經濟或法律環境出現重大變動，對債務人有不利影響。

##### 撇銷政策

若日後實際上不可收回款項，本集團則會撇銷（部份或全部）金融資產、合約資產或應收租賃款項的總賬面值。該情況通常出現在本集團確定債務人沒有資產或可產生足夠現金流量的收入來源來償還應撇銷的金額。



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(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

2 Significant accounting policies  
(continued)

(k) Credit losses and impairment of assets  
(continued)

(i) Credit losses from financial instruments,  
contract assets and lease receivables  
(continued)

(A) Policy applicable from 1 January 2018  
(continued)

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

(B) Policy applicable prior to 1 January 2018

Prior to 1 January 2018, an “incurred loss” model was used to measure impairment losses on financial assets not classified as at FVPL (e.g. trade and other receivables). Under the “incurred loss” model, an impairment loss was recognised only when there was objective evidence of impairment.

Objective evidence of impairment included:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in payments;

2 主要會計政策 (續)

(k) 信貸虧損及資產減值 (續)

(i) 金融工具、合約資產及應收租賃款項的信貸虧損 (續)

(A) 自二零一八年一月一日起適用的政策  
(續)

隨後收回先前撇銷的資產於收回期間在損益表中確認為減值撥回。

(B) 於二零一八年一月一日前適用的政策

於二零一八年一月一日前，「已產生虧損」模式用於計量並無分類為按公平值計入損益的金融資產（如貿易及其他應收款項）的減值虧損。根據「已產生虧損」模式，僅於存在客觀減值證據時確認減值虧損。

減值的客觀證據包括：

- 債務人出現嚴重財務困難；
- 違反合約，如欠繳或拖欠付款；

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(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

## 2 Significant accounting policies (continued)

### (k) Credit losses and impairment of assets (continued)

#### (i) Credit losses from financial instruments, contract assets and lease receivables (continued)

#### (B) Policy applicable prior to 1 January 2018 (continued)

- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and
- significant changes in the market, economic or legal environment that have an adverse effect on the debtor.

## 2 主要會計政策 (續)

### (k) 信貸虧損及資產減值 (續)

#### (i) 金融工具、合約資產及應收租賃款項的信 貸虧損 (續)

#### (B) 於二零一八年一月一日前適用的政策 (續)

- 債務人很有可能將告破產或進行其他財務重組；及
- 市場、經濟或法律環境出現重大變動，對債務人有不利影響。

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(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

2 Significant accounting policies  
(continued)

(k) Credit losses and impairment of assets  
(continued)

(i) Credit losses from financial instruments,  
contract assets and lease receivables  
(continued)

(B) Policy applicable prior to 1 January 2018  
(continued)

If any such evidence existed, the impairment loss for trade and other receivables and other financial assets carried at amortised cost was 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, where the effect of discounting was material. This assessment was made collectively where these financial assets shared similar risk characteristics, such as similar past due status, and had not been individually assessed as impaired. Future cash flows for financial assets which were assessed for impairment collectively were based on historical loss experience for assets with credit risk characteristics similar to the collective group.

2 主要會計政策 (續)

(k) 信貸虧損及資產減值 (續)

(i) 金融工具、合約資產及應收租賃款項的信  
貸虧損 (續)

(B) 於二零一八年一月一日前適用的政策  
(續)

倘存在任何上等證據，則按攤銷成本列賬的貿易及其他應收款項以及其他金融資產的減值虧損按資產賬面值與估計未來現金流量現值的差額計量，倘貼現影響重大，則按金融資產原實際利率貼現。倘金融資產風險特徵相若（如近似的逾期情況）及並未個別被評估為發生減值，則該等金融資產的評估集體進行。集體進行減值評估的金融資產的未來現金流量，乃根據與該集體組別信貸風險特徵相若資產的過往虧損情況釐定。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

## 2 Significant accounting policies (continued)

### (k) Credit losses and impairment of assets (continued)

#### (i) Credit losses from financial instruments, contract assets and lease receivables (continued)

(B) Policy applicable prior to 1 January 2018  
(continued)

If in a subsequent period the amount of an impairment loss decreased and the decrease could be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss was reversed through profit or loss. A reversal of an impairment loss was only recognised to the extent that it did not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

When the recovery of trade and other receivables or other financial assets carried at amortised cost was considered doubtful but not remote, associated impairment losses were recorded using an allowance account. When the Group was satisfied that recovery was remote, the amount considered irrecoverable was written off against the gross carrying amount of those assets directly. Subsequent recoveries of amounts previously charged to the allowance account were reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly were recognised in profit or loss.

## 2 主要會計政策 (續)

### (k) 信貸虧損及資產減值 (續)

#### (i) 金融工具、合約資產及應收租賃款項的信 貸虧損 (續)

(B) 於二零一八年一月一日前適用的政策  
(續)

倘減值虧損在其後期間減少，而且可能客觀上與減值虧損確認後發生的事件有關，則透過損益撥回減值虧損。減值虧損的撥回僅於並無使資產的賬面值超過其在以往年度未確認任何減值虧損情況下釐定的數額時確認。

倘按攤銷成本列賬的貿易及其他應收款項或其他金融資產的可收回性被視為存疑但並非可能性極低，則相關減值虧損會採用撥備賬入賬。倘本集團確認收回的可能性極低，則被視為不可收回的金額會直接從該等資產的總賬面值中撇銷。倘之前計入撥備賬的款項在其後收回，則會自撥備賬撥回。撥備賬的其他變動及先前直接撇銷而其後收回的款項均於損益確認。

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(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

2 Significant accounting policies  
(continued)

(k) Credit losses and impairment of assets  
(continued)

(ii) Impairment of other non-current 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;
- pre-paid interests in leasehold land classified as being held under an operating lease;
- goodwill;
- interest in associates and loan to an associate; and
- investments in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

2 主要會計政策 (續)

(k) 信貸虧損及資產減值 (續)

(ii) 其他非流動資產減值

本集團會於各報告期末檢討內部及外部資料，以確定以下資產有否出現減值跡象，或過往確認的減值虧損是否不再存在或可能已減少（商譽除外）：

- 物業、廠房及設備；
- 無形資產；
- 分類為根據經營租賃持有的租賃土地的預付利息；
- 商譽；
- 於聯營公司的權益及給予一間聯營公司的貸款；及
- 本公司財務狀況表內於附屬公司的投資。

倘存在任何該等跡象，則會估計該資產的可收回金額。此外，就商譽及具有無限可使用年期的無形資產而言，無論有否任何減值跡象，每年均會估計可收回金額。



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### 綜合財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

## 2 Significant accounting policies (continued)

### (k) Credit losses and impairment of assets (continued)

#### (ii) Impairment of other non-current assets (continued)

##### – Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal 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. 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 cash-generating unit).

## 2 主要會計政策 (續)

### (k) 信貸虧損及資產減值 (續)

#### (ii) 其他非流動資產減值 (續)

##### – 計算可收回金額

資產的可收回金額乃其公平值減出售成本與使用價值的較高者。在評估使用價值時，估計未來現金流量會按照能反映當時市場對貨幣時間值及資產特定風險的評估的稅前貼現率貼現至其現值。倘資產所產生的現金流入基本上並非獨立於其他資產所產生的現金流入，則以能產生獨立現金流入的最小資產類別（即現金產生單位）釐定可收回金額。

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(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

2 Significant accounting policies  
(continued)

(k) Credit losses and impairment of assets  
(continued)

(ii) Impairment of other non-current assets  
(continued)

– Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (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 value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

– 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.

2 主要會計政策 (續)

(k) 信貸虧損及資產減值 (續)

(ii) 其他非流動資產減值 (續)

– 確認減值虧損

當資產或所屬現金產生單位的賬面值高於其可收回金額時，便會於損益中確認減值虧損。就現金產生單位確認的減值虧損會首先按比例沖減分配予該現金產生單位（或該單位組）內任何商譽的賬面值，其後則沖減該單位（或該單位組）內其他資產的賬面值，惟資產的賬面值不得減少至低於其個別公平值減出售成本（倘可計量）後所得數額或其使用價值（倘可釐定）。

– 撥回減值虧損

就商譽以外的資產而言，倘用以釐定可收回金額的估計數額出現有利變化，有關的減值虧損便會撥回。商譽的減值虧損不會撥回。

所撥回的減值虧損以假設在以往年度未確認任何減值虧損情況下應釐定的資產賬面值為限。撥回的減值虧損在確認撥回的年度內計入損益。

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### 綜合財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

## 2 Significant accounting policies (continued)

### (k) Credit losses and impairment of assets (continued)

#### (iii) Interim financial reporting and impairment

Under the Listing Rules, the Group is required to prepare an interim financial report in compliance with HKAS 34, *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see Notes 2(k)(i) and 2(k)(ii)).

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

### (l) Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see Note 2(u)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for ECL in accordance with the policy set out in Note 2(k)(i) and are reclassified to receivables when the right to the consideration has become unconditional (see Note 2(j)).

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see Note 2(u)). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see Note 2(j)).

## 2 主要會計政策 (續)

### (k) 信貸虧損及資產減值 (續)

#### (iii) 中期財務報告及減值

根據上市規則，本集團須遵照香港會計準則第34號中期財務報告就本財政年度首六個月編製中期財務報告。於中期期末，本集團應用與財政年末相同的減值測試、確認及撥回標準（見附註2(k)(i)及2(k)(ii)）。

於中期期間就商譽確認的減值虧損不會在其後期間撥回。即使僅在該中期期間相關的財政年度結束時評估減值並確認沒有或較少虧損，該等減值虧損亦不會撥回。

### (l) 合約資產及合約負債

在本集團有權無條件收取合約所載付款條款代價前確認收入（見附註2(u)）時確認合約資產。合約資產根據附註2(k)(i)所載政策就預期信貸虧損評估，並在收取代價的權利成為無條件時重新分類至應收款項（見附註2(j)）。

在本集團確認相關收入（見附註2(u)）前客戶支付代價時確認合約負債。倘本集團擁有無條件權利在本集團確認相關收入前收取代價，則亦會確認合約負債。於該情況下，亦會確認相應應收款項（見附註2(j)）。

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2 Significant accounting policies  
(continued)

(l) Contract assets and contract liabilities  
(continued)

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

(m) Inventories and other contract costs

(i) Inventories

Inventories are assets which are held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process or in the rendering of services.

Inventories are carried at the lower of cost and net realisable value as follows:

— Retail of jewellery products

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2 主要會計政策 (續)

(l) 合約資產及合約負債 (續)

就與顧客的單一合約而言，呈列淨合約資產或淨合約負債。就多個合約而言，不相關合約的合約資產及合約負債不會以淨額基準呈列。

(m) 存貨及其他合約成本

(i) 存貨

存貨為於日常業務過程中、於生產以作有關出售的程序中，或於生產程序中以將予消耗的材料或物資的方式或於提供服務時持作出售的資產。

存貨按成本及可變現淨值的較低者入賬如下：

— 珠寶產品零售

成本按加權平均成本公式計算，並包括所有購買成本、轉換成本及令存貨達至目前位置及狀況所產生的其他成本。

可變現淨值為在日常業務過程中的估計售價減完成的估計成本及進行銷售所必需的估計成本。

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### 綜合財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

## 2 Significant accounting policies (continued)

### (m) Inventories and other contract costs (continued)

#### (i) Inventories (continued)

- Property development

Inventories in respect of property development activities are carried at the lower of cost and net realisable value. The cost of properties under development for sale comprises specifically identified cost, including the acquisition cost of land, aggregate cost of development, materials and supplies, wages and other direct expenses, an appropriate proportion of overheads and borrowing costs capitalised (see Note 2(v)). Net realisable value represents the estimated selling price less estimated costs of completion and costs to be incurred in selling the property.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised.

The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

## 2 主要會計政策 (續)

### (m) 存貨及其他合約成本 (續)

#### (i) 存貨 (續)

- 物業開發

有關物業開發活動的存貨按成本及可變現淨值中的較低者列賬。待售發展中物業成本包括已明確識別的成本，當中包括收購土地成本、開發成本總額、材料及供應品、工資及其他直接開支以及適當比例的間接費用及資本化借貸成本（見附註2(v)）。可變現淨值指估計售價減估計完工成本及銷售物業將予產生的成本。

於出售存貨時，該等存貨的賬面值在確認相關收入的期間確認為開支。

任何撇減存貨至可變現淨值的金額及所有存貨虧損於產生撇減或虧損的期間確認為開支。任何存貨撇減的任何撥回金額於發生撥回的期間確認為已確認為開支的存貨金額的扣減。



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(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

2 Significant accounting policies  
(continued)

(m) Inventories and other contract costs  
(continued)

(ii) Other contract costs

Other contract costs are either the incremental costs of obtaining a contract with a customer or the costs to fulfil a contract with a customer which are not capitalised as inventories (see Note 2(m)(i)).

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained e.g. an incremental sales commission. Incremental costs of obtaining a contract are capitalised when incurred if the costs relate to revenue which will be recognised in a future reporting period and the costs are expected to be recovered. Other costs of obtaining a contract are expensed when incurred.

Costs to fulfil a contract are capitalised if the costs relate directly to an existing contract or to a specifically identifiable anticipated contract; generate or enhance resources that will be used to provide goods or services in the future; and are expected to be recovered. Costs that relate directly to an existing contract or to a specifically identifiable anticipated contract may include direct labour, direct materials, allocations of costs, costs that are explicitly chargeable to the customer and other costs that are incurred only because the Group entered into the contract (for example, payments to sub-contractors). Other costs of fulfilling a contract, which are not capitalised as inventories, are expensed as incurred.

2 主要會計政策 (續)

(m) 存貨及其他合約成本 (續)

(ii) 其他合約成本

其他合約成本指獲得客戶合約的增量成本或履行客戶合約的成本，其並無資本化為存貨（見附註2(m)(i)）。

獲得合約的增量成本指本集團在未獲得合約的情況下本不會產生就獲得客戶合約而產生的該等成本（例如增量銷售佣金）。倘有關收入的成本將於未來報告期內確認且預期將可收回成本，則獲得合約的增量成本於產生時資本化。獲得合約的其他成本於產生時支銷。

倘履行合約的成本直接與現有合約或特定可識別的預期合約有關；產生或增加日後將用於提供貨品或服務的資源；及預期將會收回，則予以資本化。直接與現有合約或特定可識別的預期合約有關的成本可能包括直接勞工、直接材料、成本分攤、可明確向客戶收取的成本及僅因本集團訂立合約而產生的成本（例如向分包商付款）。履行合約的其他成本（並無資本化為存貨、物業、廠房及設備或無形資產）於產生時支銷。

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### 綜合財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

## 2 Significant accounting policies (continued)

### (m) Inventories and other contract costs (continued)

#### (ii) Other contract costs (continued)

Capitalised contract costs are stated at cost less accumulated amortisation and impairment losses. Impairment losses are recognised to the extent that the carrying amount of the contract cost asset exceeds the net of (i) remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the asset relates, less (ii) any costs that relate directly to providing those goods or services that have not yet been recognised as expenses.

Amortisation of capitalised contract costs is charged to profit or loss when the revenue to which the asset relates is recognised. The accounting policy for revenue recognition is set out in Note 2(u).

### (n) 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. Cash and cash equivalents are assessed for ECL in accordance with the policy set out in Note 2(k)(i).

## 2 主要會計政策 (續)

### (m) 存貨及其他合約成本 (續)

#### (ii) 其他合約成本 (續)

資本化合約成本按成本減累計攤銷及減值虧損列賬。當合約成本資產的賬面值超過(i)本集團預期因交換資產相關貨品或服務而收取的代價餘額減(ii)直接與提供該等貨品或服務有關且尚未確認為開支的任何成本的淨額時，則確認減值虧損。

資本化合約成本攤銷於確認資產相關收入時於損益扣除。收入確認的會計政策載於附註2(u)。

### (n) 現金及現金等值項目

現金及現金等值項目包括銀行及手頭現金、銀行及其他金融機構的活期存款以及於購入後三個月內到期可隨時轉換為已知金額的現金且所涉及的價值改變風險不大的短期高流通性投資。本集團乃根據附註2(k)(i)所載的政策評估現金及現金等值項目的預期信貸虧損。

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(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

**2 Significant accounting policies  
(continued)**

**(o) Trade and other payables**

Trade and other payables are initially recognised at fair value. Trade and other payables are subsequently stated at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

**(p) Perpetual convertible securities**

Perpetual convertible securities are classified as equity if it is non-redeemable, or redeemable only at the Company's option, and any interests and distributions are discretionary. Interests and distributions on perpetual convertible securities classified as equity are recognised as distributions within equity.

**(q) Interest-bearing borrowings**

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see Note 2(v)).

**(r) Employee benefits**

**(i) Short-term employee benefits and contributions to defined contribution retirement plans**

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement 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)**

**(o) 貿易及其他應付款項**

貿易及其他應付款項初步按公平值確認。貿易及其他應付款項其後採用實際利率法按攤銷成本列賬，惟倘貼現影響並非重大，則會按成本列賬。

**(p) 永久可換股證券**

永久可換股證券倘不可贖回或僅可在本公司作出選擇的情況下贖回，則分類為股權，而任何權益及分派可酌情處理。分類為股權的永久可換股證券權益及分派在股權中確認為分派。

**(q) 計息借款**

計息借款初步按公平值減交易成本計量。於初步確認後，計息借款以實際利率法按攤銷成本列賬。利息開支根據本集團的借貸成本會計政策確認（見附註2(v)）。

**(r) 僱員福利**

**(i) 短期僱員福利及向定額供款退休計劃供款**

薪金、年度花紅、有薪年假、向定額供款退休計劃供款及非貨幣利益的成本乃於僱員提供相關服務的年度累計。倘延期付款或結算而影響屬重大，則該等金額會按其現值列賬。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

## 2 Significant accounting policies (continued)

### (r) Employee benefits (continued)

#### (i) Short term employee benefits and contributions to defined contribution retirement plans (continued)

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance. Contributions are made based on a percentage of the employees’ basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group’s subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a percentage of its payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

#### (ii) Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

## 2 主要會計政策 (續)

### (r) 僱員福利 (續)

#### (i) 短期僱員福利及向定額供款退休計劃供款 (續)

根據強制性公積金計劃條例，本集團實施一項定額供款強制性公積金退休福利計劃（「強積金計劃」）。供款按僱員基本薪金的某一百分比釐定並於根據強積基金計劃規則於需支付供款時在損益中扣除。強積金計劃的資產以獨立管理基金形式與本集團的資產分開持有。本集團向強積金計劃作出的僱主供款於供款時全部撥歸僱員。

本集團於中國大陸營運的附屬公司僱員必須參與由當地市政府設立的一項中央退休福利計劃。該等附屬公司須就其支付薪金的某一百分比向中央退休福利計劃作出供款。根據中央退休福利計劃的規定，供款視作應付款項自損益扣除。

#### (ii) 終止福利

終止福利於本集團不能取消提供該等福利時及本集團確認重組成本（涉及支付終止福利）時（以較早者為準）確認。

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(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

**2 Significant accounting policies  
(continued)**

**(s) Provisions and contingent liabilities**

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

**(t) Income tax**

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to business combinations, items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

**2 主要會計政策 (續)**

**(s) 撥備及或然負債**

倘本集團須就過往事件承擔法律或推定責任，而履行該責任很可能導致經濟利益流出且能夠可靠估計有關金額時，本集團會確認撥備。倘貨幣的時間值屬重大，則該撥備會按預期用於履行有關責任的開支現值列賬。

倘不大可能導致經濟利益流出，或無法可靠估計有關金額，則會將有關責任披露為或然負債，惟經濟利益流出的可能性甚微則除外。倘可能出現的責任須視乎某項或多項未來事件有否發生方可確定是否存在，有關責任亦會披露為或然負債，惟經濟利益流出的可能性甚微則除外。

**(t) 所得稅**

年內所得稅包括即期稅項以及遞延稅項資產及負債的變動。即期稅項以及遞延稅項資產及負債的變動均於損益確認，惟與業務合併相關的項目則於其他全面收益或直接於權益確認，於該情況下，相關稅項金額分別於其他全面收益或直接於權益確認。

即期稅項是年內應課稅收入按於報告期末已頒佈或實質頒佈的稅率計算的預期應付稅項，加上過往年度應付稅項的任何調整。



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### 綜合財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

## 2 Significant accounting policies (continued)

### (t) Income tax (continued)

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

## 2 主要會計政策 (續)

### (t) 所得稅 (續)

遞延稅項資產及負債分別自可扣減暫時性差異及應課稅暫時性差異產生。暫時性差異即資產及負債就財務報告的賬面值與該等資產及負債的稅基之間的差額。遞延稅項資產亦可自未動用稅務虧損及未動用稅務抵免產生。

除若干少數例外情況外，所有遞延稅項負債及所有遞延稅項資產（僅限於很可能獲得可利用該資產作抵銷的未來應課稅溢利）均予以確認。可支持確認自可扣減暫時性差異所產生遞延稅項資產的未來應課稅溢利包括因撥回現有應課稅暫時性差異而產生者，惟該等差額須與同一稅務機關及同一應課稅實體有關，並預期在可扣減暫時性差異預計撥回的同一期間或遞延稅項資產所產生稅項虧損可退還或結轉的期間內轉回。在決定現有應課稅暫時性差異是否足以支持確認自未動用稅務虧損及抵免所產生的遞延稅項資產時，亦會採用同一標準，即考慮該等差額是否與同一稅務機關及同一應課稅實體有關，並預期在能使用稅務虧損或抵免的同一期間內撥回。

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### 綜合財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

## 2 Significant accounting policies (continued)

### (t) Income tax (continued)

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

## 2 主要會計政策 (續)

### (t) 所得稅 (續)

確認遞延稅項資產及負債的少數例外情況包括因商譽產生且不可扣稅的暫時性差異、初步確認資產或負債並無影響會計處理或應課稅溢利（前題是不屬於業務合併的一部份）以及與於附屬公司的投資相關的暫時性差異（惟倘屬應課稅差異，則僅限於本集團控制撥回時間且在可見將來不大可能撥回的差異；或倘屬可抵扣差異，則僅限於很可能在日後撥回的差異）。

已確認遞延稅項的金額乃根據該項資產及負債的眼面值的預期變現及結算的方式，按在報告期終日已生效或實質生效的稅率計量。遞延稅項資產及負債不作折讓。

遞延稅項資產的眼面值乃於各報告期末審閱。倘認為並無足夠應課稅溢利以供扣減有關稅項利益，則遞延稅項資產會予以削減。有關削減金額可在可能有足夠應課稅溢利時撥回。

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## 2 Significant accounting policies (continued)

### (t) Income tax (continued)

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

### (u) Revenue recognition

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

## 2 主要會計政策 (續)

### (t) 所得稅 (續)

即期稅項結餘及遞延稅項結餘及其變動額會分開列示，並且不予抵銷。即期及遞延稅項資產僅會在本公司或本集團有法定行使權以即期稅項資產抵銷即期稅項負債，並且符合以下附帶條件的情況下，方可分別抵銷即期及遞延稅項負債：

- 就即期稅項資產及負債而言，本公司或本集團擬按淨額基準結算，或同時變現該資產及清償該負債；或
- 就遞延稅項資產及負債而言，該等資產及負債與同一稅務機關就以下其中一項徵收的所得稅有關：
  - 同一應課稅實體；或
  - 不同的應課稅實體，而該等實體於預期有大額遞延稅項負債需要清償或遞延稅項資產可以收回的每個未來期間內，按淨額基準變現即期稅項資產及清償即期稅項負債，或在變現資產的同時清償負債。

### (u) 收入確認

於本集團的日常業務過程中，收入由本集團按銷售貨品、提供服務或他人使用本集團的租賃資產產生的收入分類為收入。

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## 2 Significant accounting policies (continued)

### (u) Revenue recognition (continued)

Revenue is recognised when control over a product or service is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Further details of the Group's revenue and other income recognition policies are as follows:

#### (i) Sale of goods

Revenue is recognised when the customer takes possession of and accepts the products. If the products are a partial fulfilment of a contract covering other goods and/or services, then the amount of revenue recognised is an appropriate proportion of the total transaction price under the contract, allocated between all the goods and services promised under the contract on a relative stand-alone selling price basis.

In the comparative period, revenue from the sales of goods was recognised when the goods were delivered to the customers' premises, which was taken to be the point in time when the customer had accepted the goods and the related risks and rewards of ownership. The change in accounting policy for the sales of goods has no impact to opening balances at 1 January 2018 (see Note 2(c)(ii)).

## 2 主要會計政策 (續)

### (u) 收入確認 (續)

當產品或服務的控制權轉移給客戶，或承租人有權使用該資產時，按照本集團預期有權獲得的承諾對價金額確認收入，不包括代第三方收取的金額。收入不包括增值稅或其他銷售稅，並扣除任何貿易折扣。

本集團收入及其他收入確認政策的進一步詳情如下：

#### (i) 銷售貨品

本集團於客戶接管及接受產品時確認收入。倘產品屬部分履行涵蓋其他貨品及／或服務的合約，則所確認收入金額為合約項下交易總價的適當比例，乃按相對獨立售價基準在合約約定的所有貨品及服務之間分配。

於比較期間，銷售貨品所得收入於貨品交付予客戶處所時（即被視為客戶已接受貨品以及相關所有權風險及回報的某一時間點）確認。銷售貨品的會計政策變動對於二零一八年一月一日的年初結餘並無影響（見附註2(c)(ii)）。

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## 2 Significant accounting policies (continued)

### (u) Revenue recognition (continued)

#### (ii) Service income

Service income from the rendering of services is recognised using the percentage of completion method, and was recognised on a similar basis in the comparative period under HKAS 18.

#### (iii) Commission income

Commission income is recognised upon the completion of the related sale of goods and provision of services.

#### (iv) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable.

#### (v) Interest income

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see Note 2(k)(i)).

#### (vi) Dividend income

Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.

## 2 主要會計政策 (續)

### (u) 收入確認 (續)

#### (ii) 服務收入

提供服務所得的服務收入乃採用完工百分比法確認，並於比較期間根據香港會計準則第18號按類似基準確認。

#### (iii) 佣金收入

佣金收入會於完成相關貨品銷售及提供服務時確認。

#### (iv) 經營租賃的租金收入

根據經營租賃應收的租金收入乃於租賃期所涵蓋的期間內以等額分期收款方式於損益確認，惟倘有其他基準能更清楚反映使用租賃資產所產生的收益模式除外。已授出的租賃優惠乃於損益內確認為應收總租賃款項淨額的組成部份。

#### (v) 利息收入

利息收入於審計時採用實際利率法確認。就信貸並無減值並以攤銷成本計量的金融資產而言，實際利率用於該資產的總賬面值。就信貸出現減值的金融資產而言，實際利率用於該資產攤銷成本（即總賬面值扣除虧損撥備）（見附註2(k)(i)）。

#### (vi) 股息收入

來自非上市投資的股息收入會於股東有權收取股息時確認。



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## 2 Significant accounting policies (continued)

### (v) Borrowing costs

Borrowing costs that are 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 are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

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.

### (w) Foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. The transaction date is the date on which the Company initially recognises such non-monetary assets or liabilities.

## 2 主要會計政策 (續)

### (v) 借貸成本

倘一項資產需較長時間才可準備就緒用作預定用途或出售狀態，則直接歸屬於收購、興建或生產該項資產的借貸成本將被資本化為該項資產的成本的一部份。其他借貸成本於產生期間支銷。

當資產開支及借貸成本已經產生，且為使資產可用作擬定用途或可出售狀態所必要的活動已經開始，借貸成本即資本化為該合資格資產的成本的一部份。倘為使合資格資產可用作擬定用途或可出售狀態所必需的大部份活動中止或完成，借貸成本的資本化則隨之中止或停止。

### (w) 外幣

年內的外幣交易按交易日適用的匯率換算。以外幣計值的貨幣資產及負債按報告期末適用的匯率換算。匯兌收益及虧損於損益中確認。

按歷史成本法列賬並以外幣為單位的非貨幣項目按首次交易當日的匯率換算。交易日期為本公司首次確認相關非貨幣資產或負債的日期。

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## 2 Significant accounting policies (continued)

### (w) Foreign currencies (continued)

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollars. The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items, are translated into Hong Kong dollars at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

### (x) Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

## 2 主要會計政策 (續)

### (w) 外幣 (續)

本財務報表以本公司功能及呈列貨幣港元呈列。若干海外附屬公司的功能貨幣為港元以外的貨幣。海外業務的業績乃按與交易日期通行的匯率相若的匯率換算為港元。財務狀況表項目按報告期末的收市匯率換算為港元。所產生的匯兌差額於其他全面收益中確認，並於匯兌儲備的權益內單獨累計。

於出售海外業務時，與該海外業務有關的匯兌差額的累計金額將於確認出售損益時，由權益重新分類為損益。

### (x) 已終止經營業務

已終止經營業務是指本集團業務的一個組成部份，而這部份的經營和現金流量能與本集團其他部份明確地分開。已終止經營業務代表一項獨立的主要業務或一個主要經營地區，或是一項單一協調的擬對一項獨立的主要業務或一個主要經營地區進行處置的計劃的一部份，或只是為了再出售而收購的附屬公司。

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## 2 Significant accounting policies (continued)

### (x) Discontinued operations (continued)

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. It also occurs if the operation is abandoned.

Where an operation is classified as discontinued, a single amount is presented on the face of the statement of profit or loss, which comprises:

- the post-tax profit or loss of the discontinued operation; and
- the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

### (y) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or the Group's parent.

## 2 主要會計政策 (續)

### (x) 已終止經營業務 (續)

進行處置或經營符合劃歸為持有待售的條件(如為較早的時間)時，便會劃歸為已終止經營業務。放棄經營也會劃歸為已終止經營業務。

如果某項經營已劃歸為已終止經營業務，便會在損益表上以單一金額列示，包括以下金額：

- 已終止經營業務的稅後損益；及
- 按公平值減去出售成本後所得數額進行計量所確認的稅後收益或虧損，或者對構成已終止經營業務的資產或出售組合進行處置所確認的稅後收益或虧損。

### (y) 關聯方

- (a) 倘屬以下人士，則該人士或該人士的近親與本集團有關連：
  - (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本集團母公司主要管理人員的其中一名成員。

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## 2 Significant accounting policies (continued)

### (y) 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.
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) The entity is a post-employment benefit plan for the benefit of 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 Group's parent.

## 2 主要會計政策 (續)

### (y) 關聯方 (續)

- (b) 倘符合下列任何條件，則該實體與本集團有關連：
- (i) 該實體與本集團屬同一集團的成員公司。
  - (ii) 一間實體為另一實體的聯營公司或合營公司（或另一實體為集團旗下成員公司的聯營公司或合營公司的成員公司）。
  - (iii) 兩間實體均為同一第三方的合營公司。
  - (iv) 該實體為第三方實體的合營公司，而另一實體則為該第三方實體的聯營公司。
  - (v) 該實體為本集團或本集團相關實體就僱員利益設立的退休福利計劃。
  - (vi) 該實體受(a)項所識別的人士控制或共同控制。
  - (vii) (a)(i)項所提述人士對該實體有重大影響力或屬該實體（或該實體的母公司）的主要管理人員的其中一名成員。
  - (viii) 向本集團或向本集團的母公司提供主要管理人員服務的實體或其所屬集團的任何成員公司。

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**2 Significant accounting policies  
(continued)**

**(y) 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.

**(z) Segment reporting**

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

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 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)**

**(y) 關聯方 (續)**

任何人士的近親是指與該實體交易時預期可影響該名人士或受該人士影響的家庭成員。

**(z) 分部報告**

經營分部及財務報表內報告各分部項目的金額，乃取自向本集團主要高級行政管理層定期提供的用作向本集團各項業務及地點分配資源，並評估其表現的財務資料。

個別重大的經營分部不會為財務報告目的而合計，除非有關分部具有類似經濟特性，並且具有類似的產品及服務性質、客戶類型或類別、分銷產品或提供服務方法，以及監管環境性質。個別非重大的經營分部倘符合上述大多數準則可予合計。



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### 3 Accounting judgement and estimates

#### (a) Critical accounting judgement in applying the Group's accounting policies

In the process of applying the Group's accounting policies, management has made the following critical accounting judgement:

##### Franchise arrangements

The Group holds 49% equity interests in an associate, namely China Comfort Tourism Group Company Limited ("China Comfort"), and this investment is accounted for in the Group's consolidated financial statements under the equity method. To promote China Comfort's brand name (the "Business Brand") and to establish a network throughout the People's Republic of China (the "PRC"), China Comfort entered into certain business arrangements (the "Business Arrangements") with various parties, in which China Comfort and the said parties established various companies under the relevant laws in the PRC. In order to finance their respective establishments, China Comfort made contributions in the form as paid-in capital into these companies, hence China Comfort, from a legal perspective, holds equity interests ranging between 5% and 100% in these companies. China Comfort only maintains the rights to protect the Business Brand. Under such Business Arrangements, China Comfort is entitled to fixed amounts of annual fee from these companies but does not share the operating results of these companies.

### 3 會計判斷與估計

#### (a) 採用本集團會計政策時作出的重大會計判斷

於應用本集團的會計政策過程中，管理層已作出下列重大會計判斷：

##### 加盟安排

本集團持有聯營公司中國康輝旅遊集團有限公司（「中國康輝」）49%股本權益及該投資按權益法計入本集團的綜合財務報表。為推廣中國康輝品牌（「商業品牌」）及在中華人民共和國（「中國」）各地建立網絡，中國康輝與若干方訂立若干商業安排（「商業安排」），據此，中國康輝與上述各方根據相關中國法律設立若干公司。為向各公司撥付資金，中國康輝以繳足股本的方式向該等公司作出供款，因此，從法律角度來講，中國康輝持有該等公司介乎5%至100%之間的股本權益。中國康輝僅保留保護商業品牌的權利。根據該等商業安排，中國康輝有權向該等公司收取固定金額年費，但不會分佔該等公司的經營業績。

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### 3 Accounting judgement and estimates (continued)

#### (a) Critical accounting judgement in applying the Group's accounting policies (continued)

##### Franchise arrangements (continued)

Under the relevant laws of the PRC, the companies under the Business Arrangements are not regarded as franchisees. However, since the Business Arrangements only give China Comfort certain rights to protect its Business Brand but do not give China Comfort control or significant influence over these companies' relevant activities, or variable returns on the operating results of these companies, the directors of the Company consider the Business Arrangements, from an accounting perspective, do not result in these companies being regarded as subsidiaries, associates or other equity investments of China Comfort, and accordingly, these companies are not consolidated into China Comfort's consolidated financial statements. However, in a view to reflect the substance of the Business Arrangements, the directors of the Company consider it is appropriate to regard these companies as franchisees of China Comfort, where the fixed annual fees received/receivable are recognised as franchise fee income instead of capital distributions/dividends.

At the inception of the Business Arrangements, deposits (i.e. financing in the form of paid-in capital mentioned above) in these franchisees are initially accounted for as a financial instrument at fair value, and thereafter stated at amortised cost using the effective interest method. Annual fees received/receivable from the franchisees are recorded as franchise fee income, reflecting the purpose for which the fees are charged.

### 3 會計判斷與估計 (續)

#### (a) 採用本集團會計政策時作出的重大會計 判斷 (續)

##### 加盟安排 (續)

根據相關中國法律，商業安排下的公司不被視為加盟商。然而，由於商業安排僅授予中國康輝若干權利保護其商業品牌但並無授權中國康輝控制該等公司的相關活動或有關該等公司經營業績的可變回報或對其行使重大影響力，本公司的董事認為從會計角度來講，商業安排不會導致該等公司被視為中國康輝的附屬公司、聯營公司或其他股權投資，因此，該等公司不會被綜合併入中國康輝的綜合財務報表。然而，為了反映商業安排的實質，本公司董事認為將該等公司視作中國康輝的加盟商乃屬恰當，而已收／應收固定年費確認為加盟費收入而非資本分派／股息。

於最初訂立商業安排時，該等加盟商的按金（以上述繳足股本的形式提供資金）最初按公平值作為金融工具入賬，其後採用實際利息法按攤銷成本列賬。來自加盟商的已收／應收年費入賬列作加盟費收入，反映了收取該等費用的目的。

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### 3 Accounting judgement and estimates (continued)

#### (b) Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities, are described below.

##### (i) Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period, except where goodwill and indefinite life intangible assets are tested for impairment annually (see Note 2(k)(ii)). An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset or cash-generating unit. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows. Changes in these estimates could have a significant impact on the recoverable amount of the asset or cash-generating unit, and could result in additional impairment charge or reversal of impairment in future years.

### 3 會計判斷與估計 (續)

#### (b) 估計涉及的不確定性

於報告期末，與未來有關的關鍵假設及其他估計不確定性因素的主要來源闡述如下，彼等具有可能導致資產及負債賬面值出現重大調整的重大風險。

##### (i) 非金融資產的減值

本集團於每個報告期末評估全部非金融資產是否存在任何減值跡象，惟具無確定使用限期的無形資產每年進行減值測試（見附註2(k)(ii)）則除外。於一項資產或一現金產生單位的賬面值超出其可收回金額時會出現減值，可收回金額指其公平值減銷售成本與使用價值兩者中較高者。公平值減銷售成本乃根據由相類似的資產於公平且具約束力的交易所得的資料或可見的市場價格減出售該資產或現金產生單位而增加的成本計算。當計算使用價值時，管理層必須估計來自有關資產或現金產生單位的預期未來現金流量並選擇合適的折現率以計算該等現金流量的現值。該等估計變動可能會對資產或現金產生單位的可收回金額產生重大影響，並可能導致未來年度出現額外減值支出或減值撥回。

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### 3 Accounting judgement and estimates (continued)

#### (b) Estimation uncertainty (continued)

##### (ii) Expected credit losses of receivables

The management maintains an allowance for receivables for expected credit losses resulting from the inability of the debtors to make the required payments. The management bases the estimates on the historical credit loss experience, adjusted for factors that are specific to the debtors and assessments of both current and forecast general economic condition. If the financial condition of the debtors were to deteriorate, and/or the existing/forecast changes have a negative impact on the general economic conditions, expected credit losses would be higher than estimated.

### 3 會計判斷與估計 (續)

#### (b) 估計涉及的不確定性 (續)

##### (ii) 應收款項的預期信貸虧損

管理層就應收款項因債務人無法支付所需款項而產生的預期信貸虧損保持撥備賬。管理層基於過往信貸虧損經驗（並就債務人的特定因素作出調整）及對目前及預測整體經濟狀況的評估進行估計。倘債務人的財務狀況惡化及／或現有／預測變化對整體經濟狀況產生負面影響，則預期信貸虧損將高於估計者。

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### 綜合財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

#### 4 Revenue and segment reporting

##### (a) Revenue

The Group, upon the sale of its jewellery business, is principally engaged in the sale of air tickets and other travel related services, provision of financial services, property and tourism integrated development, and other investment holding business. Further details regarding the Group's principal activities are disclosed in Note 4(b).

Disaggregation of revenue from contracts with customers by major products or service lines is as follows:

#### 4 收入及分部報告

##### (a) 收入

本集團於出售其珠寶業務後主要從事機票銷售及其他旅遊相關服務、提供金融服務、房地產及旅遊綜合發展以及其他投資控股業務。有關本集團主要業務的進一步詳情於附註4(b)內披露。

按主要產品或業務線分拆的客戶合約收入如下：

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
<i>Continuing operations:</i>	<i>持續經營業務：</i>		
Revenue from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號範圍內的客戶合約收入		
Disaggregated by major products or service lines:	按主要產品或業務線分拆：		
– Sales of air tickets	– 機票銷售	234,928	226,007
– Commission and service income from travel related and other services	– 旅遊相關及其他業務的佣金及服務收入	13,414	10,282
– Financial services	– 金融服務	330	1,741
		248,672	238,030
<i>Discontinued operation:</i>	<i>已終止經營業務：</i>		
Revenue from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號範圍內的客戶合約收入		
Disaggregated by major products or service lines:	按主要產品或業務線分拆：		
– Trading and retail of jewellery	– 珠寶貿易及零售	24,773	23,926
– Commission income from sales of jewellery	– 珠寶銷售的佣金收入	2,203	2,614
		26,976	26,540
		275,648	264,570



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## 4 Revenue and segment reporting (continued)

### (a) Revenue (continued)

Disaggregation of revenue from contracts with customers by the timing of revenue recognition and by geographic markets is disclosed in Notes 4(b)(i) and 4(b)(ii) respectively.

The Group mainly engages in retail business, and the directors of the Company consider that the Group's customer base is diversified and has no customer with whom transactions have exceeded 10% of the Group's revenue for the years ended 31 December 2018 and 2017. Details of concentrations of credit risk are set out in Note 35(a).

### (b) Segment reporting

For management purposes, the Group is organised into business units based on their products and services, and has reportable operating segments as follows:

Continuing reportable segments:

- The diversified tourism products and services segment, which comprises the sale of air tickets and provision of other travel related services principally to corporate clients.
- The financial services segment, which mainly involves the provision of advisory services on corporate finance, securities and asset management.
- The integrated development segment, which involves the development and operation of tourism and cultural attractions, visitor accommodation and properties for sale.
- The investment holding segment, which mainly involves equity investment activities.

## 4 收入及分部報告 (續)

### (a) 收入 (續)

按收入確認時間及地域市場劃分的客戶合約收入分拆分別於附註4(b)(i)及4(b)(ii)內披露。

本集團主要從事零售業務，故本公司董事認為本集團的客戶基礎呈多樣化且並無與其進行的交易超過本集團截至二零一八年及二零一七年十二月三十一日止年度的收入10%的客戶。有關集中信貸風險的詳情載於附註35(a)。

### (b) 分部報告

作管理用途，本集團以其產品及服務組成業務單位及擁有以下可報告經營分部：

持續經營的可報告分部：

- 多樣化旅遊產品及服務分部，包括主要向商務客戶銷售機票及提供其他旅遊相關服務。
- 金融服務分部，主要涉及就企業融資、證券及資產管理提供諮詢服務。
- 綜合發展分部，涉及開發及經營旅遊及文化景點、旅客住宿及銷售物業。
- 投資控股股份部，主要涉及股權投資活動。

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#### 4 Revenue and segment reporting (continued)

##### (b) Segment reporting (continued)

Discontinued reportable segment:

- The trading and retail of jewellery segment, which involves the distribution and sale of jewellery products.

##### (i) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results attributable to each reportable segment on the following bases:

Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group's profit/(loss) before tax except that finance costs are excluded from such measurement.

Segment assets and liabilities include all assets and liabilities with the exception of cash and cash equivalents and restricted bank deposits which are managed centrally.

#### 4 收入及分部報告 (續)

##### (b) 分部報告 (續)

已終止經營的可報告分部：

- 珠寶貿易及零售分部，涉及珠寶產品的分銷及銷售業務。

##### (i) 分部業績、資產及負債

就評估分部表現及分配各分部間的資源而言，本集團的高級行政管理層按下列基準監管各可報告分部應佔業績：

分部表現乃根據可報告分部溢利／(虧損) (其為除稅前經調整溢利／(虧損) 的計量) 予以評估。除稅前經調整溢利／(虧損) 乃貫徹以本集團的除稅前溢利／(虧損) 計量，惟財務費用不包括於該計量之中。

分部資產及負債包括所有資產及負債，惟集中管理的現金及現金等值項目及受限制銀行存款除外。

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#### 4 Revenue and segment reporting (continued)

Disaggregation of revenue from contracts with customers by the timing of revenue recognition, as well as information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2018 and 2017 is set out below.

#### 4 收入及分部報告 (續)

截至二零一八年及二零一七年十二月三十一日止年度按收入確認時間分拆的客戶合約收入，以及本集團主要高級行政管理層就資源分配及評估分部表現而提供的有關本集團可報告分部的資料載列於下文。

		Continuing operations 持續經營業務										Discontinued operation 已終止經營業務			
		Diversified tourism products and services 多樣化旅遊產品及 服務		Financial services 金融服務		Integrated development 綜合發展		Investment holding 投資控股		Sub-total 小計		Trading and retail of jewellery 珠寶貿易及零售		Total 總額	
		2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
								(Restated) (經重列)	(Restated) (經重列)	(Restated) (經重列)	(Restated) (經重列)	(Restated) (經重列)	(Restated) (經重列)	(Restated) (經重列)	(Restated) (經重列)
						(Note) (附註)	(Note) (附註)	(Note) (附註)	(Note) (附註)	(Note) (附註)	(Note) (附註)	(Note) (附註)	(Note) (附註)		
Disaggregated by timing of revenue recognition:	按收入確認時間分拆：														
- Point in time	- 於某一時間點	245,601	236,289	-	-	-	-	-	-	245,601	236,289	26,976	26,540	272,577	262,829
- Over time	- 於一段時間內	2,741	-	330	1,741	-	-	-	-	3,071	1,741	-	-	3,071	1,741
Revenue from external customers	對外客戶收入	248,342	236,289	330	1,741	-	-	-	-	248,672	238,030	26,976	26,540	275,648	264,570
Segment results	分部業績	(5,294)	(2,142)	486	(2,796)	(64)	(82)	(52,944)	(50,395)	(57,816)	(53,415)	2,492	(2,504)	(55,324)	(57,919)
Finance (costs)/income	財務(費用)/收入									(2,174)	2,548	(395)	(624)	(2,569)	1,924
(Loss)/profit before taxation	除稅前(虧損)/溢利									(59,990)	(52,867)	2,097	(3,128)	(57,893)	(55,995)
Segment assets	分部資產	36,348	28,341	16,674	17,132	315,541	50,677	433,379	410,898	801,942	507,048	-	17,830	801,942	524,878
Corporate and other unallocated assets	企業及其他未分配資產													200,667	401,144
Total assets	總資產													1,002,609	926,022
Segment and total liabilities	分部及總負債	50,055	40,467	2,782	3,380	69,500	126	95,812	11,041	218,149	55,014	-	12,684	218,149	67,698
Other segment information:	其他分部資料：														
Share of losses of associates	應佔聯營公司虧損	-	-	-	-	-	-	17,314	13,517	17,314	13,517	-	-	17,314	13,517
Loss on disposal of property, plant and equipment, net	出售物業、廠房及設備虧損，淨額	-	-	-	5	-	-	-	-	-	5	17	24	17	29
Depreciation and amortisation	折舊及攤銷	251	170	12	1	195	-	199	402	657	573	46	62	703	635
Capital expenditure	資本支出	369	877	-	-	8	-	7	145	384	1,022	9	117	393	1,139

Note: The restatement of comparative information is attributable to the discontinued operation as disclosed in Note 8.

附註：誠如附註8所披露，比較資料乃就已終止經營業務而重列。

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#### 4 Revenue and segment reporting (continued)

##### (b) Segment reporting (continued)

###### (ii) Geographical information

The following table sets out information about the geographical location of the Group's revenue from external customers and the Group's assets. The geographical location of customers is based on the location at which the goods and services were sold or provided. The geographical location of the specified assets is based on the physical location of the assets or the location of the operations, in the case of property, plant and equipment, intangible assets, lease prepayments and current assets, the location of the lender's operation, in the case of other financial assets, and the location of operations, in the case of goodwill and interests in associates except for the associate's intangible assets in distribution network which is separately allocated based on the location receiving the substantial benefits.

#### 4 收入及分部報告 (續)

##### (b) 分部報告 (續)

###### (ii) 地域資料

下表載列有關本集團對外客戶收入及本集團資產的地域分佈資料。客戶的地域分佈乃按照商品及服務所售或提供的地點區分。指定資產的地域分佈按資產實際所在位置或營運所在地點（倘為物業、廠房及設備、無形資產、租賃預付款項以及流動資產）、債權人營運所在地點（倘為其他金融資產）及營運所在地點（倘為商譽及於聯營公司的權益（聯營公司於按收取大量利益的地點單獨分配的分銷網絡的無形資產除外））區分。

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4 Revenue and segment reporting (continued) 4 收入及分部報告 (續)

		Revenue from external customers (Continuing operations) 對外客戶收入 (持續經營業務)		Revenue from external customers (Discontinued operation) 對外客戶收入 (已終止經營業務)		Non-current assets 非流動資產		Current assets 流動資產		Total assets 總資產	
		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元	2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元	2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元	2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元	2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Hong Kong (place of domicile)	香港 (註冊成立地點)	245,350	238,030	-	-	365,495	384,651	211,591	409,255	577,086	793,906
Mainland China	中國大陸	3,322	-	26,976	26,540	259,200	33,023	98,427	28,368	357,627	61,391
New Zealand	紐西蘭	-	-	-	-	3	5	67,893	70,720	67,896	70,725
		248,672	238,030	26,976	26,540	624,698	417,679	377,911	508,343	1,002,609	926,022

5 Other income 5 其他收入

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元 (Restated) (經重列)
Bank interest income	銀行利息收入	4,742	4,366
Finance income in connection with interest-free loans to an associate (see Note 18)	給予一間聯營公司的免息貸款的相關財務收入 (見附註18)	653	-
		5,395	4,366



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### 6 Loss before taxation

Loss before taxation is arrived at after charging/  
(crediting):

#### (a) Finance costs/(income)

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元 (Restated) (經重列)
Net foreign exchange loss/(gain)	匯兌虧損／(收益) 淨值	2,174	(2,548)

#### (b) Staff costs (including directors' emoluments (Note 9))

### 6 除稅前虧損

除稅前虧損乃經扣除／(計入) 下列項目後得出：

#### (a) 財務費用／(收入)

#### (b) 員工成本 (包括董事酬金 (附註9))

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元 (Restated) (經重列)
Wages, salaries and other benefits	工資、薪金及其他福利	31,497	26,640
Pension scheme contributions	退休金計劃供款	1,438	791
		32,935	27,431

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6 Loss before taxation (continued)

(c) Other items

6 除稅前虧損 (續)

(c) 其他項目

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元 (Restated) (經重列)
Cost of inventories sold (Note 19(b))	已售存貨成本 (附註19(b))	230,554	219,315
Depreciation and amortisation (Notes 13 and 14)	折舊及攤銷 (附註13及14)	657	573
Impairment losses/(reversal of impairment losses) on trade receivables (Note 35(a))	應收貿易賬款減值虧損／ (減值虧損撥回) (附註35(a))	18	(828)
Minimum lease payments under operating leases	經營租賃最低租賃付款	6,369	5,667
Auditors' remuneration	核數師酬金	3,507	2,256
Loss on disposal of property, plant and equipment, net	出售物業、廠房及設備虧損淨額	—	5

7 Income tax in the consolidated  
statement of profit or loss

(a) Taxation in the consolidated statement of  
profit or loss represents:

7 計入綜合損益表的所得稅

(a) 計入綜合損益表的稅項指：

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元 (Restated) (經重列)
Current tax – Overseas	即期稅項 – 海外	—	36
Provision for the year	本年度撥備	—	36

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### 7 Income tax in the consolidated statement of profit or loss (continued)

#### (b) Reconciliation between income tax and accounting loss at applicable tax rates:

### 7 計入綜合損益表的所得稅 (續)

#### (b) 所得稅與按適用稅率計算的會計虧損對賬：

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元 (Restated) (經重列)
Loss before taxation	除稅前虧損	(59,990)	(52,867)
Notional tax on losses before taxation, calculated at the rates applicable to profits in the jurisdictions concerned	除稅前虧損的名義稅項 (按有關司法權區的溢利的適用稅率計算)	(5,312)	(4,051)
Tax effect of non-deductible expenses	不可扣稅開支的稅務影響	8	643
Tax effect of share of losses of associates	應佔聯營公司虧損的稅務影響	4,329	3,379
Tax effect of non-taxable income	毋須課稅收入的稅務影響	(762)	(1,396)
Tax effect of unused tax losses and temporary differences not recognised	未確認未動用的稅項虧損及暫時性差異的稅務影響	1,737	1,461
Actual tax expense	實際稅項開支	—	36

Notes:

附註：

- (i) Provision for Hong Kong Profit Tax for 2018 is calculated at 16.5% (2017: 16.5%) of the estimated assessable profits for the year. The Company and the subsidiaries of the Group incorporated in Hong Kong did not have assessable profits subject to Hong Kong Profit Tax for 2018 (2017: \$Nil).
- (ii) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (the "BVI"), the Group is not subject to any income tax in the Cayman Islands and the BVI.
- (iii) Pursuant to the rules and regulations of the PRC, the Group's subsidiaries established in Mainland China are subject to PRC Corporate Income Tax at the statutory rate of 25% during the year (2017: 25%), except for a subsidiary of the Group which is a small-scale enterprise and is subject to income tax rate at 20% (2017: 20%).
- (iv) Pursuant to the rules and regulations of the New Zealand, the Group's subsidiaries established in the New Zealand are subject to the Business Income Tax at the statutory rate of 28% during the year (2017: 28%).

- (i) 二零一八年香港利得稅撥備就本年度估計應課稅溢利按16.5% (二零一七年：16.5%) 稅率計算。本公司及本集團於香港註冊成立的附屬公司於二零一八年毋須繳納香港利得稅的應課稅溢利 (二零一七年：零港元)。
- (ii) 根據開曼群島及英屬維爾京群島 (「英屬維爾京群島」) 的規則及規例，本集團毋須繳納任何開曼群島及英屬維爾京群島所得稅。
- (iii) 根據中國規則及規例，本集團於中國大陸成立的附屬公司須於本年度按25% (二零一七年：25%) 的法定稅率繳納中國企業所得稅，惟本集團的一間屬小規模企業的附屬公司除外，該公司按20% (二零一七年：20%) 的稅率繳納所得稅。
- (iv) 根據紐西蘭規則及規例，本集團於紐西蘭成立的附屬公司須於本年度按28% (二零一七年：28%) 的法定稅率繳納企業所得稅。

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## 8 Discontinued operation

On 23 July 2018, the Company entered into a sale and purchase agreement with South China Financial Holdings Limited (“South China”) to sell its 85% equity interest in King Link Investments Limited (“King Link”) at a total consideration of \$4,800,000. King Link was an investment holding company incorporated in Hong Kong which held 65.45% equity interest in Nanjing South China Baoqing Jewellery Co., Ltd. (“Nanjing Baoqing”, a company incorporated in the PRC). Nanjing Baoqing was engaged in the distribution and sale of jewellery products.

The disposal of King Link was completed on 18 September 2018. Accordingly, the Group ceased to hold any interest in King Link and Nanjing Baoqing (collectively referred to as the “Nanjing Baoqing Group”). Upon completion of the transaction, all of the Group’s jewellery business was disposed of.

The consolidated results of the Nanjing Baoqing Group for the period from 1 January 2018 to 18 September 2018 have been presented as discontinued operations in the Group’s consolidated financial statements in accordance with HKFRS 5, *Non-current assets held for sale and discontinued operations*, and the comparative figures of the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, and corresponding notes have been restated to show the discontinued operation separately from continuing operations.

## 8 已終止經營業務

於二零一八年七月二十三日，本公司與南華金融控股有限公司（「南華」）訂立買賣協議，以出售其於聯勁投資有限公司（「聯勁」）的85%股本權益，總代價為4,800,000港元。聯勁為一間於香港註冊成立的投資控股公司，持有南京南華寶慶珠寶首飾有限公司（「南京寶慶」，一間於中國註冊成立的公司）65.45%股本權益。南京寶慶從事珠寶產品的分銷及銷售業務。

出售聯勁已於二零一八年九月十八日完成。因此，本集團不再於聯勁及南京寶慶（統稱「南京寶慶集團」）持有任何權益。於完成交易後，本集團已出售所有珠寶業務。

南京寶慶集團自二零一八年一月一日起至二零一八年九月十八日止期間的綜合業績已根據香港財務報告準則第5號持作出售的非流動資產及已終止經營業務於本集團綜合財務報表呈列為已終止經營業務，而綜合損益表與綜合損益及其他全面收益表的比較數字以及相關附註經已重列以將已終止經營業務及持續經營業務分開列示。

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## 綜合財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

### 8 Discontinued operation (continued)

#### (a) Results of discontinued operation

### 8 已終止經營業務 (續)

#### (a) 已終止經營業務業績

		Period from 1 January 2018 to 18 September 2018 自二零一八年 一月一日起至 二零一八年 九月十八日止 期間 \$'000 千元	2017 二零一七年 \$'000 千元
Revenue	收入	26,976	26,540
Cost of sales	銷售成本	(20,993)	(20,420)
Gross profit	毛利	5,983	6,120
Other income	其他收入	10	7
Selling, general and administrative expenses	銷售、一般及行政開支	(6,347)	(8,631)
Loss from operations	經營虧損	(354)	(2,504)
Finance costs	財務費用	(395)	(624)
Loss before taxation	除稅前虧損	(749)	(3,128)
Income tax	所得稅	—	—
Loss for the year	年內虧損	(749)	(3,128)
Gain on disposal of discontinued operation (Note 8(c))	出售已終止經營業務的收益 (附註8(c))	2,846	—
Profit/(loss) for the year from discontinued operation	年內已終止經營業務的 溢利/(虧損)	2,097	(3,128)
Attributable to:	應佔方：		
Equity owners of the Company	本公司權益擁有人	2,416	(1,740)
Non-controlling interests	非控股權益	(319)	(1,388)



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8 Discontinued operation (continued)  
(b) Cash flows generated from discontinued operation

8 已終止經營業務 (續)  
(b) 已終止經營業務產生的現金流量

		Period from 1 January 2018 to 18 September 2018 自二零一八年 一月一日起至 二零一八年 九月十八日止 期間 \$'000 千元	2017 二零一七年 \$'000 千元
Net cash generated from operating activities	經營活動產生的 現金淨額	2,650	1,691
Net cash generated from/(used in) investing activities	投資活動產生／(所用) 的現金淨額	14	(117)
Net cash used in financing activities	融資活動所用的 現金淨額	(1,890)	(1,293)
Net cash generated from discontinued operation	已終止經營業務產生的 現金淨額	774	281

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## 綜合財務報表附註

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### 8 Discontinued operation (continued) (c) Net assets disposed of as at the disposal date

### 8 已終止經營業務 (續) (c) 於出售日期所出售的資產淨值

		At 18 September 2018 於二零一八年九月十八日
		\$'000 千元
Property, plant and equipment (Note 13)	物業、廠房及設備 (附註13)	226
Inventories	存貨	11,292
Trade receivables	應收貿易賬款	194
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	1,222
Cash and cash equivalents	現金及現金等值項目	2,455
Trade payables	應付貿易賬款	(66)
Other payables and accruals	其他應付款項及應計費用	(3,400)
Short-term borrowings	短期借款	(7,220)
Non-controlling interests	非控股權益	(1,846)
<b>Net assets disposed of</b>	<b>所出售資產淨值</b>	<b>2,857</b>
Total cash consideration	總現金代價	4,800
Less: net assets disposed of	減：所出售資產淨值	2,857
Transaction costs incurred for disposal	出售所產生的交易成本	(5)
Exchange reserve recycled to profit or loss upon disposal attributable to equity owners of the Group	本集團權益擁有人應佔出售後重新歸入損益的匯兌儲備	908
<b>Gain on disposal of discontinued operation (Note 8(a))</b>	<b>出售已終止經營業務的利益 (附註8(a))</b>	<b>2,846</b>
Consideration received	已收代價	4,800
Less: net cash and cash equivalents disposed of	減：所出售現金及現金等值項目淨額	2,455
<b>Net cash inflows</b>	<b>現金流入淨額</b>	<b>2,345</b>

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## 9 Directors' emoluments

Directors' emoluments disclosed pursuant to section 383(1) of the Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

## 9 董事酬金

根據公司條例第383(1)條及《公司（披露董事利益資料）規例第2部》的規定而披露的董事酬金如下：

		Directors' fees	Salaries, allowances and benefits in kind	Pension scheme contributions	2018 Total
		董事袍金	薪金、津貼及實物利益	退休金計劃供款	二零一八年總額
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
Chairman	主席				
Mr. Shi Baodong	石保棟先生	—	1,920	18	1,938
Executive directors	執行董事				
Mr. Zhao Huining	趙會寧先生	—	640	6	646
Mr. Wang Jianhua	王建華先生	—	—	—	—
(resigned with effect from 2 May 2018)	(自二零一八年五月二日起辭任)	—	—	—	—
Mr. Mo Yueming	莫躍明先生	—	—	—	—
(appointed on 2 May 2018)	(於二零一八年五月二日獲委任)	—	—	—	—
Non-executive director	非執行董事				
Ms. Song Sining	宋思凝女士	—	—	—	—
Independent non-executive directors	獨立非執行董事				
Mr. Dong Xiaojie	東小杰先生	150	—	—	150
Mr. He Qi	何琦先生	150	—	—	150
Mr. Law Wang Chak, Waltery	羅宏澤先生	73	—	—	73
(retired with effect from 25 June 2018)	(自二零一八年六月二十五日起退任)	73	—	—	73
Mr. Sui Feng-jih	隋風致先生	78	—	—	78
(appointed on 25 June 2018)	(於二零一八年六月二十五日獲委任)	78	—	—	78
		451	2,560	24	3,035

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9 Directors' emoluments (*continued*)

9 董事酬金 (續)

		Directors' fees	Salaries, allowances and benefits in kind 薪金、津貼及實物利益	Pension scheme contributions 退休金計劃供款	2017 Total 二零一七年總額
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Chairman	主席				
Mr. Shi Baodong	石保棟先生	–	1,920	18	1,938
Executive directors	執行董事				
Mr. Zhao Huining	趙會寧先生				
(appointed on 16 June 2017)	(於二零一七年六月十六日獲委任)	–	1,304	5	1,309
Mr. Wang Jianhua	王建華先生	–	–	–	–
Ms. Xu Yongmei	許永梅女士				
(retired with effect from 16 June 2017)	(自二零一七年六月十六日起退任)	–	–	–	–
Non-executive directors	非執行董事				
Ms. Song Sining	宋思凝女士				
(appointed on 16 June 2017)	(於二零一七年六月十六日獲委任)	–	–	–	–
Mr. Li Yankuan	李彥寬先生				
(retired with effect from 16 June 2017)	(自二零一七年六月十六日起退任)	–	–	–	–
Independent non-executive directors	獨立非執行董事				
Mr. Dong Xiaojie	東小杰先生	150	–	–	150
Mr. He Qi	何琦先生	150	–	–	150
Mr. Law Wang Chak, Waltery	羅宏澤先生	150	–	–	150
		450	3,224	23	3,697

For the year ended 31 December 2018, Mr. Shi Baodong, Mr. Wang Jianhua and Mr. Zhao Huining agreed to waive director's remuneration of \$20,000, \$210,000, \$1,980,000, respectively (2017: Mr. Shi Baodong, Mr. Wang Jianhua, Ms. Xu Yongmei and Mr. Li Yankuan agreed to waive director's remuneration of \$20,000, \$620,000, \$283,671 and \$9,151, respectively).

截至二零一八年十二月三十一日止年度，石保棟先生、王建華先生及趙會寧先生分別同意放棄董事酬金20,000港元、210,000港元及1,980,000港元（二零一七年：石保棟先生、王建華先生、許永梅女士及李彥寬先生分別同意放棄董事酬金20,000港元、620,000港元、283,671港元及9,151港元）。

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## 10 Individuals with highest emoluments

Of the five individuals with the highest emoluments, two (2017: two) are directors whose emoluments are disclosed in Note 9. The aggregate of the emoluments in respect of the other three (2017: three) individuals are as follows:

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	3,426	4,188
Discretionary bonuses	酌情花紅	–	789
Pension scheme contributions	退休金計劃供款	48	54
		3,474	5,031

The emoluments of the three (2017: three) individuals with the highest emoluments are within the following bands:

## 10 最高酬金人士

於五大最高酬金人士中，兩名（二零一七年：兩名）為董事（其酬金披露於附註9）。其他三名（二零一七年：三名）人士的酬金總額如下：

三名（二零一七年：三名）最高酬金人士的酬金範圍如下：

		2018 二零一八年 Number of individuals 人數	2017 二零一七年 Number of individuals 人數
\$Nil – \$1,000,000	零港元 – 1,000,000港元	2	1
\$1,000,001 – \$1,500,000	1,000,001港元 – 1,500,000港元	–	1
\$2,000,001 – \$3,000,000	2,000,001港元 – 3,000,000港元	1	–
\$3,000,001 – \$3,500,000	3,000,001港元 – 3,500,000港元	–	1

## 11 Dividend

The board of directors of the Company does not recommend the payment of a final dividend for the year ended 31 December 2018 (2017: \$Nil).

## 11 股息

本公司董事會不建議派付截至二零一八年十二月三十一日止年度的末期股息（二零一七年：零港元）。



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#### 12 Loss per share

##### (a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to ordinary equity shareholders of the Company and the weighted average ordinary shares in issue during the year, calculated as follows:

##### (i) Loss for the purpose of calculating basic loss per share

#### 12 每股虧損

##### (a) 每股基本虧損

每股基本虧損乃基於本公司普通股權益股東應佔虧損及年內已發行普通股加權平均數計算，有關計算如下：

##### (i) 用以計算每股基本虧損的虧損

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Loss attributable to the equity owners of the Company	本公司權益擁有人應佔虧損	56,078	46,846
Distribution paid to the holders of perpetual convertible securities (Note 30)	永久可換股證券持有人分派 (附註30)	26,078	5,100
Accrued distribution to the holders of perpetual convertible securities (Note 30)	永久可換股證券持有人應計分派 (附註30)	—	5,197
Loss for the purpose of calculating basic loss per share	用以計算每股基本虧損的虧損	82,156	57,143

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12 Loss per share (continued)

(a) Basic loss per share (continued)

(ii) Weighted average number of ordinary shares

12 每股虧損 (續)

(a) 每股基本虧損 (續)

(ii) 普通股加權平均數

		2018 二零一八年 '000 千股	2017 二零一七年 '000 千股
Issued ordinary shares at 1 January	於一月一日的已發行普通股	12,748,925	12,047,043
Effect of warrants exercised	已行使認股權證的影響	—	489,860
Effect of issuance of shares upon conversion of perpetual convertible securities (Note 29(b)(i))	於轉換永久可換股證券後發行股份的影響 (附註29(b)(i))	493	141
Weighted average number of ordinary shares at 31 December	於十二月三十一日的普通股加權平均數	12,749,418	12,537,044

(b) Diluted loss per share

There were no dilutive potential ordinary shares outstanding for the years ended 31 December 2018 and 2017. The effect of the deemed conversion of the perpetual convertible securities was not included in the calculation of diluted loss per share as they are anti-dilutive during the years ended 31 December 2018 and 2017.

(b) 每股攤薄虧損

截至二零一八年及二零一七年十二月三十一日止年度並無尚未發行潛在可攤薄普通股。截至二零一八年及二零一七年十二月三十一日止年度，由於永久可換股證券具反攤薄效應，故視作轉換永久可換股證券的影響並未計入每股攤薄虧損的計算中。

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### 13 Property, plant and equipment

### 13 物業、廠房及設備

		Buildings	Furniture and leasehold improvements 傢俬及 租賃裝修	Machinery and equipment 機器及 設備	Motor vehicles 車輛	Total 總額
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
<b>Cost:</b>	<b>成本：</b>					
At 1 January 2018	於二零一八年一月一日	–	1,176	1,148	1,415	3,739
Additions	添置	–	6	260	20	286
Additions through acquisitions of subsidiaries (Note 31)	透過收購附屬公司添置 (附註31)	101,234	504	325	146	102,209
Disposals	出售	–	–	(42)	–	(42)
Disposal of discontinued operation (Note 8(c))	出售終止經營業務 (附註8(c))	–	(376)	(454)	(316)	(1,146)
At 31 December 2018	於二零一八年 十二月三十一日	101,234	1,310	1,237	1,265	105,046
<b>Accumulated depreciation:</b>	<b>累計折舊：</b>					
At 1 January 2018	於二零一八年一月一日	–	(379)	(590)	(750)	(1,719)
Charge for the year	本年度支出	–	(185)	(181)	(330)	(696)
Written back on disposals	出售撥回	–	–	25	–	25
Written back on disposal of discontinued operation (Note 8(c))	出售已終止經營 業務撥回 (附註8(c))	–	322	313	285	920
At 31 December 2018	於二零一八年 十二月三十一日	–	(242)	(433)	(795)	(1,470)
<b>Carrying amount:</b>	<b>賬面值：</b>					
At 31 December 2018	於二零一八年 十二月三十一日	101,234	1,068	804	470	103,576

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## 13 Property, plant and equipment (continued) 13 物業、廠房及設備 (續)

		Buildings	Furniture and leasehold improvements 傢俬及 租賃裝修	Machinery and equipment 機器及 設備	Motor vehicles 車輛	Total 總額
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
<b>Cost:</b>	<b>成本：</b>					
At 1 January 2017	於二零一七年一月一日	–	476	887	1,392	2,755
Additions	添置	–	665	474	–	1,139
Additions through acquisition of a subsidiary	透過收購附屬公司添置	–	13	–	–	13
Disposals	出售	–	(5)	(253)	–	(258)
Exchange adjustments	匯兌調整	–	27	40	23	90
At 31 December 2017	於二零一七年 十二月三十一日	–	1,176	1,148	1,415	3,739
<b>Accumulated depreciation:</b>	<b>累計折舊：</b>					
At 1 January 2017	於二零一七年一月一日	–	(216)	(626)	(400)	(1,242)
Charge for the year	本年度支出	–	(141)	(164)	(330)	(635)
Written back on disposals	出售撥回	–	–	229	–	229
Exchange adjustments	匯兌調整	–	(22)	(29)	(20)	(71)
At 31 December 2017	於二零一七年 十二月三十一日	–	(379)	(590)	(750)	(1,719)
<b>Carrying amount:</b>	<b>賬面值：</b>					
At 31 December 2017	於二零一七年 十二月三十一日	–	797	558	665	2,020

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14 Intangible assets

14 無形資產

		Securities licence 證券牌照 \$'000 千元	Travel licence 旅遊牌照 \$'000 千元	Software 軟件 \$'000 千元	Total 總計 \$'000 千元
<b>Cost:</b>	<b>成本：</b>				
At 1 January 2017	於二零一七年一月一日	9,011	–	–	9,011
Addition through acquisition of subsidiaries	透過收購附屬公司添置	7,377	–	–	7,377
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	16,388	–	–	16,388
Addition through acquisition of subsidiaries (Note 31)	透過收購附屬公司添置 (附註31)	–	1,765	–	1,765
Additions	添置	–	–	107	107
Exchange adjustments	匯兌調整	–	(124)	(1)	(125)
At 31 December 2018	於二零一八年十二月三十一日	16,388	1,641	106	18,135
<b>Accumulated amortisation:</b>	<b>累計攤銷：</b>				
At 1 January 2017, 31 December 2017 and 1 January 2018	於二零一七年一月一日、二零一七年十二月三十一日及二零一八年一月一日	–	–	–	–
Charge for the year	本年度支出	–	–	(7)	(7)
At 31 December 2018	於二零一八年十二月三十一日	–	–	(7)	(7)
<b>Carrying amount:</b>	<b>賬面值：</b>				
At 31 December 2018	於二零一八年十二月三十一日	16,388	1,641	99	18,128
At 31 December 2017	於二零一七年十二月三十一日	16,388	–	–	16,388

The intangible assets mainly represent the licences to carry out Type 4 (Advising on securities), Type 6 (Advising on corporate finance) and Type 9 (Asset management) activities under the Securities and Futures Ordinance (the “SFO”) (Chapter 571 of the Laws of Hong Kong) and the outboard travel licence for the Group to carry out outboard travel business. Management assessed that the economic useful lives of the licences to be indefinite.

無形資產主要指從事香港法例第571章證券及期貨條例 (「證券及期貨條例」) 項下第4類 (就證券提供意見)、第6類 (就機構融資提供意見) 及第9類 (提供資產管理) 活動的牌照以及本集團從事出境旅遊業務的出境旅遊業務牌照。管理層確定，有關牌照的經濟使用年期為無確定限期。



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## 15 Goodwill

As mentioned in Note 31(b), the Group acquired Hebei Tu Men Travel Development Limited (“Tu Men Travel”) in 2018. Goodwill amounted to \$12,994,000 was recognised on the acquisition of Tu Men Travel and has been allocated to the business of Tu Men Travel which has been identified by management of the Group as a CGU. The recoverable amount of this CGU to which the goodwill is allocated is determined based on value-in-use calculation. The calculation uses cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using an estimated weighted average growth rate of 3% which is consistent with the forecasts included in industry reports. The cash flows are discounted using a discount rate of 20.97%. The discount rate used is pre-tax and reflect specific risks relating to the business. Based on the results of the value-in-use calculation, the management of the Group considers that no impairment loss is required to be made on Tu Men Travel CGU, and hence, the goodwill.

## 15 商譽

誠如附註31(b)所述，本集團已於二零一八年收購河北土門旅遊開發有限公司（「土門旅遊」）。本集團已就收購土門旅遊確認商譽12,994,000港元，並已將其分配至獲本集團管理層識別為現金產生單位的土門旅遊業務。此現金產生單位獲分配商譽，其可收回金額按使用價值計算釐定。該計算使用根據管理層批准的五年期財務預算編製的現金流量預測。超出五年期的現金流量使用估計加權平均增長率3%推算，其與行業報告所載預測一致。現金流量以20.97%的貼現率貼現。現金流量採用稅前貼現率，並反映與業務相關的特定風險。根據使用價值計算的結果，本集團管理層認為，毋須對土門旅遊的現金產生單位及商譽計提減值虧損撥備。

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#### 16 Investments in subsidiaries

The following list only contains the particulars of the subsidiaries at 31 December 2018 which principally affected the results, assets or liabilities of the Group.

#### 16 於附屬公司的投資

以下列表僅包含於二零一八年十二月三十一日主要影響本集團業績、資產或負債的附屬公司詳情。

Name of company 公司名稱	Place of incorporation/ establishment 註冊成立／ 成立地點	Particulars of issued/ registered and paid-up capital 已發行／ 註冊及繳足股本詳情	Proportion of ownership interest 擁有權益百分比			Principal activity 主要業務活動
			The Group's effective interest 本集團 實際權益	Held by the Company 本公司 所持有	Held by a subsidiary 附屬公司 所持有	
1 Miller Rise Development Ltd.	New Zealand	New Zealand Dollar ("NZD") 100				Property development
1 Miller Rise Development Ltd.	紐西蘭	100紐西蘭元 (「紐元」)	100%		100%	房地產開發
173 Millwater Parkway Investment Ltd.	New Zealand	NZD100				Property development
173 Millwater Parkway Investment Ltd.	紐西蘭	100紐元	100%		100%	房地產開發
China Tourism & Culture Industrial Investment Fund Management Limited ("Tourism Fund") (Note (i))	The Cayman Islands	USD2,500,000				Investment holding
中國旅遊文化產業投資基金管理有限公司 (「旅遊基金」) (附註(i))	開曼群島	2,500,000美元	40%		40%	投資控股
Four Seas Tours Limited ("Four Seas Tours")	Hong Kong	3,000,000 shares				Sale of air tickets and provision of other travel related services
四海旅行社有限公司 (「四海」)	香港	3,000,000股股份	65%		65%	機票銷售及提供其他旅遊相 關業務
Orient Victory Azure Asset Management Limited	Hong Kong	5,650,000 shares				Provision of advisory services on securities and assets management
東勝瀛信資產管理有限公司	香港	5,650,000股股份	100%		100%	就證券及資產管理提供諮詢 服務
Orient Victory Azure Capital Limited ("Azure Capital")	Hong Kong	1,200,000 shares				Provision of advisory services on corporate finance
東勝瀛信財務顧問有限公司 (「瀛信財務」)	香港	1,200,000股股份	100%		100%	就企業融資提供諮詢服務

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16 Investments in subsidiaries  
(continued)

16 於附屬公司的投資 (續)

Name of company 公司名稱	Place of incorporation/ establishment 註冊成立／ 成立地點	Particulars of issued/ registered and paid-up capital 已發行／ 註冊及繳足股本詳情	Proportion of ownership interest 擁有權權益百分比			Principal activity 主要業務活動
			The Group's effective interest 本集團 實際權益	Held by the Company 本公司 所持有	Held by a subsidiary 附屬公司 所持有	
Shenzhen Dongsheng Huamei Cultural Travel Company Limited (深圳東勝華美 文化旅遊有限公司) (Note (ii))	Mainland China	Note (iii)				Investment holding
深圳東勝華美文化旅遊有限公司 (附註(ii))	中國大陸	附註(iii)	100%		100%	投資控股
Tu Men Travel (河北土門旅遊開發 有限公司) (Notes (ii) and 31(b))	Mainland China	RMB55,879,000				Tourism business
土門旅遊 (附註(ii)及31(b))	中國大陸	人民幣55,879,000元	55%		55%	旅遊業務
Dongsheng (Beijing) International Travel Co., Limited ("Dongsheng Beijing") (東勝(北京)國際旅行社有限公司) (Notes (ii) and 31(a))	Mainland China	Note (iv)				Tourism business
東勝(北京)國際旅行社有限公司 (「東勝北京」) (附註(ii)及31(a))	中國大陸	附註(iv)	100%	—	100%	旅遊業務
Hong Kong Orient Victory China Cultural & Tourism Industrial Development Limited ("HK Cultural & Tourism")	Hong Kong	500,000 shares				Tourism business
香港東勝中國文化旅遊產業發展有限公司 (「香港文化旅遊」)	香港	500,000股股份	51%	—	51%	旅遊業務
Hebei Yidao Town Real Estate Development Limited ("Yidao Town Real Estate") (河北驛道小鎮房地產開發有限公司) (Notes (ii) and 31(c))	Mainland China	Note (v)				Tourism business
河北驛道小鎮房地產開發有限公司 (「驛道小鎮房地產」) (附註(ii)及31(c))	中國大陸	附註(v)	75%	-	75%	旅遊業務

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#### 16 Investments in subsidiaries (continued)

Notes:

- (i) The Group has the power to control the entity through its power to appoint the majority of the board of directors.
- (ii) The English translation of the names are for reference only. The official names of these entities are in Chinese.
- (iii) The registered capital of this entity is RMB450,000,000. As of 31 December 2018, the registered capital has not been paid up.
- (iv) The registered capital of this entity is RMB10,000,000. As of 31 December 2018, the registered capital has not been paid up.
- (v) The registered capital of this entity is RMB120,000,000. As of 31 December 2018, the registered capital has not been paid up.

#### 16 於附屬公司的投資 (續)

附註：

- (i) 本集團透過其委任董事會大多數成員的權力享有實體的控制權。
- (ii) 名稱的英文翻譯僅供參考。該等實體的官方名稱以中文為準。
- (iii) 該實體的註冊資本為人民幣450,000,000元。於二零一八年十二月三十一日，註冊資本尚未繳足。
- (iv) 該實體的註冊資本為人民幣10,000,000元。於二零一八年十二月三十一日，註冊資本尚未繳足。
- (v) 該實體的註冊資本為人民幣120,000,000元。於二零一八年十二月三十一日，註冊資本尚未繳足。

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16 Investments in subsidiaries  
(continued)

(a) Details of the Group's subsidiaries that have material non-controlling interests are set out below:

16 於附屬公司的投資 (續)

(a) 擁有重大非控股權益的本集團附屬公司詳情載列如下：

		2018 二零一八年	2017 二零一七年
Percentage of equity interest held by non-controlling interests:	非控股權益持有的股權百分比：		
<i>Continuing operations</i>	<i>持續經營業務</i>		
– Tu Men Travel	– 土門旅遊	45%	N/A 不適用
– Tourism Fund	– 旅遊基金	60%	60%
		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Loss for the year allocated to non-controlling interests:	歸屬於非控股權益的本年度虧損：		
<i>Continuing operations</i>	<i>持續經營業務</i>		
– Tu Men Travel	– 土門旅遊	–	–
– Tourism Fund	– 旅遊基金	(1,423)	(6,959)
		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Accumulated balances of non-controlling interests at the reporting period:	於報告期間非控股權益的累計結餘：		
<i>Continuing operations</i>	<i>持續經營業務</i>		
– Tu Men Travel	– 土門旅遊	33,258	–
– Tourism Fund	– 旅遊基金	3,305	4,716



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### 16 Investments in subsidiaries (continued)

#### (a) Details of the Group's subsidiaries that have material non-controlling interests are set out below: (continued)

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

		Continuing Operations 持續經營業務		
		Tu Men Travel 土門旅遊	Tourism Fund 旅遊基金	
		2018 二零一八年 \$'000 千元	2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Revenue	收入	—	—	—
Total expenses	費用總額	—	(2,373)	(11,599)
Loss for the year	本年度虧損	—	(2,373)	(11,599)
Non-current assets	非流動資產	129,886	—	—
Current assets	流動資產	4,050	7,751	7,874
Current liabilities	流動負債	(56,354)	(2,228)	—
Non-current liabilities	非流動負債	(3,676)	—	—
Net assets	資產淨值	73,906	5,523	7,874

#### (b) Disposal of a subsidiary

In 2018, the Group disposed of its 100% equity interest in MAAM Limited, a subsidiary principally engaged in the provision of financial services at a consideration of \$8, and accordingly, a gain of \$492,000 has been recognised in 2018.

### 16 於附屬公司的投資 (續)

#### (a) 擁有重大非控股權益的本集團附屬公司詳情載列如下：(續)

下表列示上述附屬公司的財務資料概要，所披露金額為公司間交易抵銷前：

#### (b) 出售一間附屬公司

於二零一八年，本集團以代價8港元出售其於MAAM Limited (一間主要從事提供金融服務的附屬公司) 的100%股本權益，並因而於二零一八年確認收益492,000港元。

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17 Interests in associates

17 於聯營公司的權益

			2018	2017
			二零一八年	二零一七年
			\$'000	\$'000
			千元	千元
		Notes 附註		
Interest in Dakun Zhifang (as defined in Note 17(a))	於大坤直方的權益 (定義見附註17(a))	(a)	30,819	–
Interest in China Comfort	於中國康輝的權益	(b)	360,434	399,271
			391,253	399,271

			2018	2017
			二零一八年	二零一七年
			\$'000	\$'000
			千元	千元
		Notes 附註		
Share of losses of Dakun Zhifang	應佔大坤直方虧損	(a)	(204)	–
Share of losses of China Comfort	應佔中國康輝虧損	(b)	(17,110)	(13,517)
			(17,314)	(13,517)

(a) Acquisition of an associate

(a) 收購聯營公司

The following table lists out the particulars of Zhangjiakou Dakun Zhifang Real Estate Development Co., Limited (“Dakun Zhifang”), which is an unlisted entity.

下表載列非上市實體張家口大坤直方房地產開發有限公司(「大坤直方」)的詳情。

			Proportion of ownership interest 擁有權權益百分比			Principal activity 主要業務活動
Name of associate	Place of establishment	Particulars of registered and paid-up capital 註冊及繳足 股本詳情	The Group's effective interest 本集團 實際權益	Held by the Company 本公司 所持有	Held by a subsidiary 附屬公司 所持有	
聯營公司名稱	成立地點	股本詳情	實際權益	所持有	所持有	主要業務活動
Dakun Zhifang	Mainland China	RMB5,000,000	40%	–	40%	Real estate development and sales and other related service
大坤直方	中國大陸	人民幣5,000,000元				房地產開發及銷售以及其他相關服務

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#### 17 Interests in associates (*continued*)

##### (a) *Acquisition of an associate (continued)*

On 7 August 2018, the Group acquired 40% equity interest in Dakun Zhifang at a total consideration of \$20,583,000. Dakun Zhifang is accounted for using the equity method in the consolidated financial statements since the above acquisition date.

On the date of acquisition, the identifiable net assets acquired by the Group mainly included inventories, representing Dakun Zhifang's land under development. The fair value of the land under development was determined based on valuations carried out by a qualified surveyor, Memfus Wong Surveyors Limited, at the date of acquisition. The valuer has recent experience in the category of assets being valued. The Group's management has discussions with the valuer on the valuation assumptions and valuation results when the valuation was performed.

#### 17 於聯營公司的權益 (續)

##### (a) 收購聯營公司 (續)

於二零一八年八月七日，本集團以總代價20,583,000港元收購大坤直方40%股本權益。本集團自上述收購日期起採用權益法於綜合財務報表將大坤直方入賬。

於收購日期，本集團收購的可識別資產淨值主要包括存貨，即大坤直方正在開發的土地。正在開發的土地公平值根據合格測量師黃開基測計師行有限公司在收購日期進行的估值釐定。估值師在被評估資產類別方面有近期經驗。本集團管理層在進行估值時與估值師就估值假設及估值結果進行討論。

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**17 Interests in associates (continued)**

**(a) Acquisition of an associate (continued)**

*Summarised financial information of Dakun Zhifang*

Summarised financial information of Dakun Zhifang, adjusted for fair value adjustments made at the date of acquisition and any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements is disclosed below:

**17 於聯營公司的權益 (續)**

**(a) 收購聯營公司 (續)**

*大坤直方的財務資料概要*

大坤直方的財務資料概要 (已就於收購日期進行的公平值調整及會計政策的任何差異作調整及與綜合財務報表賬面值對賬) 披露如下：

		2018 二零一八年 \$'000 千元
Gross amounts of Dakun Zhifang's	大坤直方的總金額	
Current assets	流動資產	358,311
Current liabilities	流動負債	(105,179)
Non-current liabilities	非流動負債	(176,084)
Equity attributable to the Group	本集團應佔股本權益	77,048
Group's effective interest	本集團的實際權益	40%
Group's share of net assets of Dakun Zhifang and carrying amount in the consolidated financial statements	本集團應佔大坤直方的資產淨值及計入綜合財務報表的賬面值	30,819
Revenue for the period from 7 August 2018 to 31 December 2018	自二零一八年八月七日起至二零一八年十二月三十一日止期間收入	—
Net loss for the period from 7 August 2018 to 31 December 2018	自二零一八年八月七日起至二零一八年十二月三十一日止期間虧損淨額	(511)
Group's effective interest	本集團的實際權益	40%
Group's share of net loss of Dakun Zhifang in the consolidated financial statements	計入綜合財務報表的本集團應佔大坤直方的虧損淨額	(204)

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#### 17 Interests in associates (*continued*)

##### (b) China Comfort

The following table lists out the particulars of China Comfort, which is an unlisted entity.

#### 17 於聯營公司的權益 (續)

##### (b) 中國康輝

下表載列非上市實體中國康輝的詳情。

Name of associate	Place of establishment	Particulars of registered and paid-up capital 註冊及繳足股本詳情	Proportion of ownership interest 擁有權益百分比			Principal activity
			The Group's effective interest 本集團實際權益	Held by the Company 本公司所持有	Held by a subsidiary 附屬公司所持有	
聯營公司名稱	成立地點					主要業務活動
China Comfort	Mainland China	RMB70,000,000	49%	–	49%	Provision of tourism-related and ticket-sales-related services, and provision of brand name for use by the franchisees
中國康輝	中國大陸	人民幣70,000,000元				提供旅遊相關及票務銷售相關服務並提供品牌名稱供加盟商使用

On 22 September 2015, the Group acquired 49% equity interests in China Comfort at a total consideration of RMB441,000,000 (approximately \$541,573,000). China Comfort is accounted for using the equity method in the consolidated financial statements since the date of acquisition.

於二零一五年九月二十二日，本集團以總代價人民幣441,000,000元（約541,573,000港元）收購中國康輝49%股本權益。自收購日期起，中國康輝乃採用權益法於綜合財務報表入賬。



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**17 Interests in associates (continued)**

**(b) China Comfort (continued)**

*Summarised financial information of China Comfort*

Summarised financial information of China Comfort, adjusted for fair value adjustments made at the date of acquisition and any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements is disclosed below:

**17 於聯營公司的權益 (續)**

**(b) 中國康輝 (續)**

*中國康輝的財務資料概要*

中國康輝的財務資料概要 (已就於收購日期進行的公平值調整及會計政策的任何差異作調整及與綜合財務報表賬面值對賬) 披露如下：

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Gross amounts of China Comfort's	中國康輝的總金額		
Non-current assets (Note (i))	非流動資產 (附註(i))	1,133,116	1,138,155
Current assets (Note (ii))	流動資產 (附註(ii))	189,867	237,413
Current liabilities	流動負債	(353,061)	(310,252)
Non-current liabilities	非流動負債	(234,342)	(247,718)
Non-controlling interests	非控股權益	-	(2,761)
Equity attributable to the Group	本集團應佔股本權益	735,580	814,837
Group's effective interest	本集團的實際權益	49%	49%
Group's share of net assets of China Comfort and carrying amount in the consolidated financial statements	計入綜合財務報表的本集團應佔中國康輝的資產淨值及賬面值	360,434	399,271
		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Revenue for the year	本年度收入	624,291	758,245
Net loss for the year	本年度虧損淨額	(34,918)	(27,587)
Group's effective interest	本集團的實際權益	49%	49%
Group's share of net loss of China Comfort in the consolidated financial statements	計入綜合財務報表的本集團應佔中國康輝的虧損淨額	(17,110)	(13,517)

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#### 17 Interests in associates (continued)

##### (b) China Comfort (continued)

###### Summarised financial information of China Comfort (continued)

Note:

- (i) On the Acquisition Date, the identifiable net assets acquired by the Group included intangible assets (representing China Comfort's trademark and distribution network). These intangible assets are with indefinite useful lives and are allocated to the business of China Comfort as a whole, which is identified as a single cash-generating unit (i.e. China Comfort CGU). The carrying amount of these intangible assets at 31 December 2018 amounted to \$789,599,000. The management of the Group has carried out an impairment assessment on China Comfort CGU at 31 December 2018. The recoverable amount of China Comfort CGU is determined based on value-in-use calculation. The calculation uses cash flow projections covering a five-year period based on financial budgets prepared by the management of China Comfort and strategic projections representing the best estimated future performance of China Comfort, including the forecast revenue, cost of sales and other operating expenses. Cash flows beyond the five-year period are extrapolated using an estimate weighted average growth rate of 4% which is consistent with market consensus on long-term growth rate of travel industry in the PRC. The cash flows are discounted using a discount rate of 18.28%. The discount rate used is pre-tax and reflect specific risks relating to China Comfort CGU. Based on the results of the value-in-use calculation, the management of the Group considers that no impairment loss is required to be made on China Comfort CGU, and hence, the intangible assets.

#### 17 於聯營公司的權益 (續)

##### (b) 中國康輝 (續)

###### 中國康輝的財務資料概要 (續)

附註：

- (i) 於收購日期，本集團收購的可識別資產淨值包括無形資產（即中國康輝的商標及分銷網絡）。該等無形資產具有無限使用年期整體被分配予中國康輝業務，識別為單一現金產生單位（即中國康輝的現金產生單位）。該等無形資產的賬面值於二零一八年十二月三十一日達789,599,000港元。本集團管理層於二零一八年十二月三十一日對中國康輝的現金產生單位進行減值評估。中國康輝的現金產生單位的可收回款項按使用價值計算法釐定。該計算方法使用了五年期現流量預測，該預測基於中國康輝管理層編製的財務預算及戰略預測以反映中國康輝未來表現的最佳估計，包括預測收入、銷售成本及其他經營開支。超過五年期的現金流量採用估計加權平均增長率4%進行推算，此乃符合中國旅遊行業的長期增長率的市場共識。現金流量採用折現率18.28%進行折現。所使用的折現率為除稅前，並反映與中國康輝現金產生單位有關的特定風險。根據使用價值計算的結果，本集團管理層認為，毋須對中國康輝的現金產生單位及無形資產計提減值虧損撥備。

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**17 Interests in associates (continued)**

**(b) China Comfort (continued)**

*Summarised financial information of China Comfort (continued)*

- (ii) Upon the initial application of HKFRS 9, an adjustment to the opening equity at 1 January 2018 was made to recognise additional ECLs on trade receivables of China Comfort (see Note 2(c)(i)).

**17 於聯營公司的權益 (續)**

**(b) 中國康輝 (續)**

*中國康輝的財務資料概要 (續)*

- (ii) 於首次應用香港財務報告準則第9號後，本集團已於二零一八年一月一日對年初權益作出調整，以就中國康輝的應收貿易賬款確認額外預期信貸虧損（見附註2(c)(i)）。

**18 Other financial assets**

**18 其他金融資產**

		2018	2017
		二零一八年	二零一七年
		\$'000	\$'000
		千元	千元
Financial assets measured at amortised cost:	按攤銷成本計量的金融資產：		
– Loan to an associate	– 給予一間聯營公司的貸款	71,063	–

On 22 October 2018, pursuant to an agreement with other equity holders of Dakun Zhifang, the Group provided a long-term loan of RMB71,100,000 (approximately \$80,954,000) to its associate, Dakun Zhifang, which accounted for 40% of the total long-term loans granted by all equity holders. The loan is unsecured, non-interest-bearing and repayable on 21 October 2021. The loan was initially recognised at its fair value of \$70,433,000 and subsequently measured at amortised cost using the effective interest method. The fair value of the financial asset was determined by its present value with reference to the market interest rate of loans with similar terms. On initial recognition, the excess of the cash paid over the fair value of the financial asset of \$10,521,000 has been recognised as the Group's interest in Dakun Zhifang.

於二零一八年十月二十二日，根據與大坤直方其他權益持有人訂立的協議，本集團向其聯營公司大坤直方提供長期貸款人民幣71,100,000元（約80,954,000港元），佔全體權益持有人所授出長期貸款總額的40%。該貸款為無抵押，不計息且須於二零二一年十月二十一日償還。貸款初步按公平值70,433,000港元確認，其後採用實際利率法按攤銷成本計量。金融資產的公平值乃經參考具類似條款的貸款的市場利率而釐定。於初步確認時，已付現金超出金融資產公平值的金額10,521,000港元已確認為本集團於大坤直方的權益。

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## 綜合財務報表附註

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### 19 Inventories

(a) *Inventories in the consolidated statement of financial position comprise:*

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Raw materials	原材料	—	836
Work in progress	在製品	—	100
Finished goods	製成品	—	12,383
Land held for future development for sale	持作未來發展以供出售的土地	69,986	50,472
		69,986	63,791

The amount of land held for future development expected to be recovered after more than one year is \$54,423,000 (2017: \$50,472,000).

### 19 存貨

(a) *綜合財務狀況表內的存貨包括：*

預期於超過一年後收回的持作未來發展土地的金額為54,423,000港元（二零一七年：50,472,000港元）。

(b) *The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:*

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Carrying amount of inventories sold	已售存貨的賬面值	230,554	219,315

(b) *確認為開支並載入損益的存貨金額分析如下：*

(c) *The analysis of carrying value of land held for property development for sale is as follows:*

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
In New Zealand:	於紐西蘭：		
– 50 years or more (long leases)	– 50年或以上（長期租賃）	59,654	50,472
In Mainland China:	於中國大陸：		
– 40 years (medium-term leases)	– 40年（中期租賃）	10,332	—
		69,986	50,472

(c) *持作房地產開發以供出售的土地的賬面值的分析如下：*

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## 20 Trade receivables

## 20 應收貿易賬款

		31 December 2018 二零一八年 十二月 三十一日 \$'000 千元	1 January 2018 二零一八年 一月一日 \$'000 千元	31 December 2017 二零一七年 十二月 三十一日 \$'000 千元
Trade receivables	應收貿易賬款	25,730	28,192	28,192
Less: loss allowance (see Note 35(a))	減：虧損撥備（見附註35(a)）	(152)	(167)	(33)
		25,578	28,025	28,159

Note: Upon the adoption of HKFRS 9, an opening adjustment at 1 January 2018 was made to recognise additional ECLs on trade receivables (see Note 2(c)(i)).

附註：於採納香港財務報告準則第9號後，本集團已於二零一八年一月一日作出年初調整，以就應收貿易賬款確認額外預期信貸虧損（見附註2(c)(i)）。

### Ageing analysis

As at the end of the reporting period, the ageing analysis of trade receivables, based on the invoice date and net of loss allowance, is as follows:

### 賬齡分析

截至本報告期末，應收貿易賬款在扣除呆賬撥備後根據發票日期的賬齡分析如下：

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Within 90 days	90日內	23,060	25,768
91 to 180 days	91日至180日	1,902	2,272
181 to 365 days	181日至365日	429	119
Over 365 days	超過365日	187	—
		25,578	28,159

Trade receivables are due within 14 to 90 days (2017: 14 to 90 days) from the date of billing. Further details on the Group's credit policy and credit risk arising from trade receivables are set out in Note 35(a).

自發票日期起，應收貿易賬款於14至90日（二零一七年：14至90日）內到期。本集團信貸政策及應收貿易賬款所產生的信貸風險的進一步詳情載於附註35(a)。



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21 Prepayments, deposits and other receivables

21 預付款項、按金及其他應收款項

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Loans to associates (Note (ii))	給予聯營公司的貸款 (附註(ii))	62,896	–
Interest receivable	應收利息	164	418
Other deposits and receivables	其他按金及應收賬款	3,940	1,229
Financial assets measured at amortised cost	按攤銷成本計量的金融資產	67,000	1,647
Prepayments for other operating expenses	其他經營開支的預付款項	3,295	1,927
Prepayments for acquisition of business	收購業務的預付款項	4,629	11,675
Prepayments for development of tourism attraction project	開發旅遊景點項目的預付款項	6,756	–
		14,680	13,602
		81,680	15,249

Notes:

- (i) All of the prepayments, deposits and other receivables are expected to be recoverable or recognised as expenses within one year.
- (ii) At 31 December 2018, loans to associates represent short-term loans to Dakun Zhifang amounting to RMB22,900,000 (equivalent to approximately \$26,074,000) and China Comfort amounting to RMB32,340,000 (equivalent to approximately \$36,822,000), both of which are non-interest-bearing, unsecured and are repayable on demand.
- (iii) At 31 December 2018, other receivables of \$Nil (2017: \$599,700) were pledged as security for a third-party guarantee against the Group's bank loans.

附註：

- (i) 所有預付款項、按金及其他應收款項預期可於一年內收回或確認為開支。
- (ii) 於二零一八年十二月三十一日，給予聯營公司的貸款為提供予大坤直方人民幣22,900,000元（相當於約26,074,000港元）的短期貸款，以及提供予中國康輝人民幣32,340,000元（相當於約36,822,000港元）的短期貸款，兩者均不計息，無抵押並須按要求償還。
- (iii) 於二零一八年十二月三十一日，其他應收款項零港元（二零一七年：599,700港元）用作第三方擔保人就本集團銀行貸款獲授的擔保。

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## 22 Restricted bank deposits

## 22 受限制銀行存款

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Guaranteed deposits for a letter of credit (Note(i))	有關信用證的有擔保存款 (附註(i))	—	33,248
Restricted deposit for holding a travel licence	持有旅遊牌照的受限制存款	1,594	—
Restricted deposit for future distributions to perpetual convertible securities holders (Note(ii))	向永久可換股證券持有人作出的未來分派的受限制存款 (附註(ii))	10,200	10,200
		11,794	43,448

Notes:

附註：

- (i) The letter of credit was pledged as security for China Comfort's bank loan and had expired in 2018.
- (ii) For the perpetual convertible securities issued on 30 March 2016 (Note 30), the Group undertook to the holders that it would deposit an amount equivalent to 6% of the outstanding principal amount of the perpetual convertible securities at a designated bank account to serve as guaranteed deposit.

- (i) 信用證已抵押作為中國康輝銀行貸款的擔保，並已於二零一八年到期。
- (ii) 就二零一六年三月三十日已發行永久可換股證券而言 (附註30)，本集團向持有人承諾，其將於指定銀行賬戶存放一筆與永久可換股證券的尚未償還本金額6%等額的款項，作為有擔保存款。

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#### 23 Cash and cash equivalents and other cash flow information

##### (a) Cash and cash equivalents in the consolidated statement of financial position comprise:

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Cash at bank and on hand	銀行及手頭現金	118,755	35,632
Time deposits with original maturity of less than 3 months	原到期日少於三個月的定期存款	70,118	322,064
		188,873	357,696

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

#### 23 現金及現金等值項目以及其他現金流資料

##### (a) 綜合財務狀況表的現金及現金等值項目包括：

人民幣不可自由兌換成其他貨幣，但依據《中國大陸外匯管理條例》及《結匯、售匯及付匯管理規定》，准許本集團透過獲授權進行外匯業務的銀行將人民幣兌換為其他貨幣。

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**23 Cash and cash equivalents and other cash flow information (continued)**

**(b) Reconciliation of liabilities arising from financing activities**

**23 現金及現金等值項目以及其他現金流資料 (續)**

**(b) 融資活動產生的負債的對賬**

		Short-term borrowings 短期借款 \$'000 千元 (Note 27) (附註27)	Interest payable 應付利息 \$'000 千元	Distributions payable 應付分派 \$'000 千元 (Note 30) (附註30)	Total 總計 \$'000 千元
At 1 January 2017	於二零一七年一月一日	9,617	72	15,892	25,581
Changes from financing cash flows:	融資現金流量變動：				
Proceeds from bank and other borrowings	銀行及其他借款所得款項	9,236	—	—	9,236
Repayment of bank and other borrowings	償還銀行及其他借款	(10,652)	—	—	(10,652)
Interest paid	已付利息	—	(631)	—	(631)
Distributions paid to holders of perpetual convertible securities	已付永久可換股證券持有人分派	—	—	(20,992)	(20,992)
Total changes from financing cash flows	融資現金流量變動總額	(1,416)	(631)	(20,992)	(23,039)
Other changes:	其他變動：				
Distributions declared (Note 30)	已宣告分派 (附註30)	—	—	5,100	5,100
Interest expense on bank and other borrowings	銀行及其他借款利息開支	—	624	—	624
Exchange adjustments	匯兌調整	747	—	—	747
Total other changes	其他變動總額	747	624	5,100	6,471
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	8,948	65	—	9,013
Changes from financing cash flows:	融資現金流量變動：				
Proceeds from bank and other borrowings	銀行及其他借款所得款項	13,226	—	—	13,226
Repayment of bank and other borrowings	償還銀行及其他借款	(1,275)	—	—	(1,275)
Interest paid	已付利息	—	(460)	—	(460)
Distributions paid to holders of perpetual convertible securities	已付永久可換股證券持有人分派	—	—	(26,078)	(26,078)
Total changes from financing cash flows	融資現金流量變動總額	11,951	(460)	(26,078)	(14,587)
Other changes:	其他變動：				
Distributions declared (Note 30)	已宣告分派 (附註30)	—	—	26,078	26,078
Interest expense on bank and other borrowings	銀行及其他借款利息開支	—	395	—	395
Disposal of discontinued operation (Note 8)	出售已終止經營業務 (附註8)	(7,220)	—	—	(7,220)
Exchange adjustments	匯兌調整	(453)	—	—	(453)
Total other changes	其他變動總額	(7,673)	395	26,078	18,800
At 31 December 2018	於二零一八年十二月三十一日	13,226	—	—	13,226

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#### 24 Trade payables

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

		2018	2017
		二零一八年	二零一七年
		\$'000	\$'000
		千元	千元
Within 90 days	90日內	26,701	33,225
91 to 180 days	91日至180日	—	48
181 to 365 days	181日至365日	—	28
Over 365 days	超過365日	—	90
		26,701	33,391

Included in trade payables are payables of \$24,800,000 (2017: \$29,414,000) due to a non-controlling equity shareholder of a subsidiary which are repayable within 40 days from the date of billing.

All of the trade payables are expected to be settled within one year or are repayable on demand.

#### 24 應付貿易賬款

截至本報告期末，應付貿易賬款根據發票日期作出的賬齡分析如下：

應付貿易賬款中包括應付一間附屬公司非控股權益股東的應付款項24,800,000港元(二零一七年：29,414,000港元)，須自發票日期起於四十日內償還。

預計所有應付貿易賬款將於一年內清償或於要求時償還。

#### 25 Contract liabilities

		2018	2017
		二零一八年	二零一七年
		\$'000	\$'000
		千元	千元
Receipts in advance from customers	預收客戶款項	1,223	—

All of the receipts in advance from customers are expected to be recognised as revenue within one year.

#### 25 合約負債

所有預收客戶款項均預期於一年內確認為收入。



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## 26 Other payables and accruals

## 26 其他應付款項及應計費用

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Amounts due to related parties	應付關聯方款項	51,004	1,189
Payables to air tickets customers	應付機票客戶款項	6,641	6,185
Accrued legal and professional fees	應計法律及專業費用	5,111	6,809
Payable for acquisition of Tu Men Travel (Note 31(b)(i))	收購土門旅遊的應付款項 (附註31(b)(i))	42,241	—
Payables for acquisition and construction of property, plant and equipment and lease prepayments	收購及建造物業、廠房及設備的應付款項以及租賃預付款項	45,840	—
Deposits from tenants and payables for concession sales	租戶按金及特許專櫃銷售的應付款項	7,488	—
Other accruals and payables	其他應計費用及應付款項	11,884	8,472
Financial liabilities measured at amortised cost	按攤銷成本計量的金融負債	170,209	22,655

The amounts due to related parties are unsecured, non-interest-bearing and are repayable on demand. All of the other payables and accruals are expected to be settled within one year or are repayable on demand.

應付關聯方款項為無抵押、免息及須於要求時償還。預計所有其他應付款項及應計費用於一年內清償或按要求償還。

## 27 Short-term borrowings

## 27 短期借款

The analysis of the Group's short-term borrowings is as follows:

本集團短期借款分析如下：

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Bank loans	銀行貸款	—	4,798
Other borrowings:	其他借款：		
– from related parties	– 來自關聯方	13,226	—
– from third parties	– 來自第三方	—	4,150
		13,226	8,948

At 31 December 2018, other borrowings from related parties bear interest at a rate of 4.35% per annum and are repayable within one year.

於二零一八年十二月三十一日，來自關聯方的其他借款按年利率4.35%計息並須於一年內償還。

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#### 28 Income tax in the consolidated statement of financial position

##### (a) Deferred tax liabilities recognised

The movements of deferred taxation during the year are as follows:

		Fair value adjustment on non-current assets upon the acquisition of subsidiaries 於收購附屬公司後的 非流動資產 公平值調整 \$'000 千元
At 1 January 2017	於二零一七年一月一日	(1,487)
Addition through acquisition of a subsidiary	透過收購一間附屬公司添置	(1,217)
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及 二零一八年一月一日	(2,704)
Addition through acquisition of subsidiaries (Note 31)	透過收購一間附屬公司添置 (附註31)	(4,117)
Exchange adjustments	匯兌調整	31
At 31 December 2018	於二零一八年十二月三十一日	(6,790)

##### (b) Deferred tax assets not recognised

In accordance with the accounting policy set out in Note 2(t), the Group has not recognised deferred tax assets in respect of cumulative tax losses of approximately \$13,918,000 (2017: \$15,702,000), \$32,885,000 (2017: \$25,535,000) and \$893,000 (2017: \$200,000) related to the Group's subsidiaries in Hong Kong, Mainland China and New Zealand, respectively.

#### 28 綜合財務狀況表內所得稅

##### (a) 已確認的遞延稅項負債

年內遞延稅項變動如下：

##### (b) 未確認的遞延稅項資產

根據附註2(t)所載的會計政策，本集團並未就與本集團於香港、中國大陸及紐西蘭的附屬公司有關的累計稅務虧損分別約13,918,000港元（二零一七年：15,702,000港元）、32,885,000港元（二零一七年：25,535,000港元）及893,000港元（二零一七年：200,000港元）確認遞延稅項資產。

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## 29 Capital and reserves

### (a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

## 29 股本及儲備

### (a) 權益部份變動

本集團各綜合權益組成項目的期初與期末結餘對賬載於綜合權益變動表。本公司權益的個別組成項目於年初與年終的變動詳情如下：

		Share capital	Share premium	Perpetual convertible securities 永久可換股證券	Accumulated losses 累計虧損	Total 總額
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
	Notes 附註	Note 29(b) 附註29(b)	Note 29(c) 附註29(c)	Note 30 附註30		
Balance at 1 January 2017	於二零一七年一月一日結餘	60,235	479,232	396,556	(265,412)	670,611
Changes in equity for 2017:	二零一七年股本權益變動：					
Loss and total comprehensive income for the year	本年度虧損及全面收益總額	–	–	–	(22,829)	(22,829)
Distributions to holders of perpetual convertible securities	永久可換股證券持有人分派	30	–	–	(5,100)	(5,100)
Issuance of new shares upon exercise of warrants	於行使認股權證後發行新股份	3,503	131,704	–	–	135,207
Issuance of new shares upon conversion of perpetual convertible securities	於轉換永久可換股證券後發行新股份	29(b)(i)	7	147	(154)	–
Balance at 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日的結餘	63,745	611,083	396,402	(293,341)	777,889
Changes in equity for 2018:	二零一八年股本權益變動：					
Loss and total comprehensive income for the year	本年度虧損及全面收益總額	–	–	–	(34,423)	(34,423)
Distributions to holders of perpetual convertible securities	永久可換股證券持有人分派	30	–	–	(26,078)	(26,078)
Issuance of new shares upon conversion of perpetual convertible securities	於轉換永久可換股證券後發行新股份	29(b)(i)	5	123	(128)	–
Balance at 31 December 2018	於二零一八年十二月三十一日結餘	63,750	611,206	396,274	(353,842)	717,388

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### 29 Capital and reserves (continued)

#### (b) Share capital

### 29 股本及儲備 (續)

#### (b) 股本

		2018 二零一八年		2017 二零一七年	
		Number of ordinary shares 普通股數目		Number of ordinary shares 普通股數目	
		'000 千股	\$'000 千元	'000 千股	\$'000 千元
Authorised:	法定：				
Ordinary share at \$0.005 each	每股面值為0.005港元的 普通股	20,000,000	100,000	20,000,000	100,000
Issued and fully paid:	已發行及繳足：				
At 1 January	於一月一日	12,748,925	63,745	12,047,043	60,235
Issuance of new shares upon exercise of warrants	因行使認股權證而發行 新股份	—	—	700,552	3,503
Issuance of new shares upon conversion of perpetual convertible securities (Note (i))	於轉換永久可換股 證券後發行新股份 (附註(i))	1,000	5	1,330	7
At 31 December	於十二月三十一日	12,749,925	63,750	12,748,925	63,745

Notes:

- (i) During the year, 1,000,000 units (2017: 1,330,000 units) of the 2016 October PCS (as defined in Note 30) have been converted into 1,000,000 ordinary shares in the Company (2017: 1,330,000 shares). The amount of \$128,000 (2017: \$154,000) from the above conversion were credited to share capital and share premium account at the amounts of \$5,000 (2017: \$7,000) and \$123,000 (2017: \$147,000), respectively.

附註：

- (i) 年內，1,000,000份（二零一七年：1,330,000份）二零一六年十月永久可換股證券（定義見附註30）已轉換為1,000,000股本公司普通股（二零一七年：1,330,000股）。上述轉換中產生的金額128,000港元（二零一七年：154,000港元）已分別按金額5,000港元（二零一七年：7,000港元）及123,000港元（二零一七年：147,000港元）計入股本及股份溢價賬。

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29 Capital and reserves (*continued*)

(c) *Share premium*

Share premium represents the difference between the par value of the shares of the Company and proceeds received from the issuance of the shares of the Company. Under the Companies Law of the Cayman Islands, the share premium account of the Company is distributable to the equity shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company would be in a position to pay off its debts as they fall due in the ordinary course of business.

(d) *Exchange reserve*

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.

(e) *Capital management*

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

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

29 股本及儲備 (續)

(c) *股份溢價*

股份溢價指本公司的股份面值與發行本公司股份所收取所得款項之間的差額。根據開曼群島公司法，本公司的股份溢價賬可供分派予本公司的權益股東，惟緊隨建議分派股息日期後，本公司須能夠償付一般業務過程中其到期應付的債務。

(d) *匯兌儲備*

匯兌儲備包括所有由換算海外業務財務報表產生的外匯差額。

(e) *資本管理*

本集團資本管理的主要目標是為了確保本集團的持續營運能力及維持健康的資本比率，以支持其業務及盡量提高股東價值。

本集團會管理資本結構，並會根據經濟狀況的變動及其資產風險特性而對其作出調整。本集團可以通過調整向股東作出的股息付款、向股東發還資本或發行新股份以保持或調整資本結構。



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#### 30 Perpetual convertible securities

On 30 March 2016, the Company issued perpetual convertible securities in an aggregate principal amount of \$170,000,000 (the “2016 March PCS”). The net proceeds of \$155,668,000 were recorded as equity.

On 24 October 2016, the Company issued perpetual convertible securities in an aggregate principal amount of \$264,867,000 (the “2016 October PCS”, together with the 2016 March PCS, the “PCS”). The amount of \$240,888,000 were recorded as equity.

The PCS have no fixed maturity dates. The Company may at its option redeem in whole or in part of the PCS. The PCS are convertible at the option of the holders into ordinary shares in the Company on a one-to-one ratio at the conversion price of \$0.5436 and \$0.128 per ordinary share of the Company for the 2016 March PCS and the 2016 October PCS, respectively.

Distributions at a rate of 6% per annum shall be payable on the PCS semi-annually and may be deferred at the sole discretion of the Company unless compulsory distribution payment events (including a discretionary dividend to ordinary shareholders of the Company or repaying any securities of lower rank or early redemption of securities prior to its stated maturity) has occurred.

In 2018, 1,000,000 units (2017: 1,330,000 units) of the 2016 October PCS have been converted into ordinary shares in the Company (Note 29(b)(i)). At 31 December 2018, there are 2,066,942,901 units of the perpetual convertible securities (2017: 2,067,942,901 units) outstanding.

In 2018, the Company has paid distributions of \$26,078,000 (2017: \$5,100,000) to holders of the PCS.

#### 30 永久可換股證券

於二零一六年三月三十日，本公司發行本金總額為170,000,000港元的永久可換股證券（「二零一六年三月永久可換股證券」）。所得款項淨額155,668,000港元乃作為股權入賬。

於二零一六年十月二十四日，本公司發行本金總額為264,867,000港元的永久可換股證券（「二零一六年十月永久可換股證券」，連同二零一六年三月永久可換股證券統稱為「永久可換股證券」）。金額240,888,000港元作為股權入賬。

永久可換股證券並無固定到期日。本公司可選擇贖回全部或部份永久可換股證券。永久可換股證券持有人可選擇按一比一的比率以換股價每股二零一六年三月永久可換股證券0.5436港元及每股二零一六年十月永久可換股證券0.128港元將永久可換股證券轉換為本公司普通股。

永久可換股證券按每年6%的分派率每半年支付一次分派，而本公司可全權酌情選擇延遲支付分派，惟發生強制性分派付款事件（包括於其所述到期日前向本公司普通股股東分派酌情股息或償還任何次等證券或提早贖回證券）則除外。

於二零一八年，1,000,000份（二零一七年：1,330,000份）二零一六年十月永久可換股證券已兌換為本公司的普通股（附註29(b)(i)）。於二零一八年十二月三十一日，共有2,066,942,901份尚未兌換永久可換股證券（二零一七年：2,067,942,901份）。

於二零一八年，本公司已向永久可換股證券持有人支付26,078,000港元（二零一七年：5,100,000港元）。

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### 31 Acquisitions of subsidiaries

#### (a) Acquisition of Dongsheng Beijing

In January 2018, Beijing Huayu Tourism Development Co., Ltd., a non-wholly owned subsidiary of the Group, entered into a sale and purchase agreement with Dongsheng Cultural Tourism Group Co., Limited to acquire the 100% issued share capital of Dongsheng Beijing (formerly known as Beijing Heyou International Travel Service Company Ltd.) at a cash consideration of RMB980,000 (equivalent to approximately \$1,200,000). The acquisition was completed on 14 May 2018. Dongsheng Beijing is principally engaged in tourism business and owns an outbound travel licence.

The identifiable assets acquired and liabilities assumed in the above acquisition at the date of acquisition were as follows:

### 31 收購附屬公司

#### (a) 收購東勝北京

於二零一八年一月，本集團的非全資附屬公司北京華譽旅遊開發有限公司與東勝文化旅遊集團有限公司訂立一項買賣協議，以現金代價人民幣980,000元（相當於約1,200,000港元）收購東勝北京（前稱北京和遊國際旅行社有限公司）的100%已發行股本。收購已於二零一八年五月十四日完成。東勝北京主要從事旅遊業務，並持有出境旅遊牌照。

於收購日期，在上述收購事項中收購的可識別資產及承擔的負債如下：

		<i>Recognised values on acquisition 就收購事項 確認的價值</i>
		\$'000 千元
Intangible assets (Note 14)	無形資產（附註14）	1,765
Other current assets	其他流動資產	1,733
Cash and cash equivalents	現金及現金等值項目	234
Current liabilities	流動負債	(2,091)
Deferred tax liabilities (Note 28(a))	遞延稅項負債（附註28(a)）	(441)
<b>Total identifiable net assets</b>	<b>可識別資產淨值總額</b>	<b>1,200</b>
Consideration satisfied in cash	已償付現金代價	1,200
Less: cash and cash equivalents acquired	減：所收購的現金及現金等值項目	(234)
<b>Net cash outflow</b>	<b>現金流出淨額</b>	<b>966</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

#### 31 Acquisitions of subsidiaries (continued)

##### (a) Acquisition of Dongsheng Beijing (continued)

The intangible assets represent an outboard travel licence which allows Dongsheng Beijing to carry out outboard travel business. The fair value of the intangible assets of \$1,765,000 at the date of acquisition was with reference to valuation carried out by a qualified valuer. Management assessed that the economic useful lives of the licence to be indefinite.

For the period from the date of acquisition to 31 December 2018, Dongsheng Beijing contributed loss of \$3,298,000 to the Group's results. Had the acquisition occurred on 1 January 2018, the management estimates the Group's consolidated revenue and loss for the year would have been \$248,906,000 and \$57,893,000, respectively. In determining these amounts, management has assumed that the fair value adjustments that arose on the date of acquisition would have been the same if the acquisition had occurred on 1 January 2018.

##### (b) Acquisition of Tu Men Travel

On 18 December 2018, the Group entered into a sale and purchase agreement with three individual vendors to acquire 55% equity interest in Tu Men Travel at a cash consideration of RMB47,113,000 (equivalent to approximately \$53,642,000). Tu Men Travel is primarily involved in the management and operation of tourist attractions in Hebei Province. The acquisition was completed on 31 December 2018.

#### 31 收購附屬公司 (續)

##### (a) 收購東勝北京 (續)

無形資產指允許東勝北京從事出境旅遊業務的出境旅遊業務牌照。於收購日期，無形資產公平值1,765,000港元乃經參考合資格估值師進行的估值而釐定。管理層確定，有關牌照的經濟使用年期為無確定限期。

於收購日期起至二零一八年十二月三十一日止期間，東勝北京為本集團業績貢獻虧損3,298,000港元。倘收購事項已於二零一八年一月一日發生，管理層估計年內本集團綜合收入及虧損將分別為248,906,000港元及57,893,000港元。於釐定該等金額時，管理層已假設於收購日期產生的公平值調整與倘收購事項已於二零一八年一月一日發生的調整相同。

##### (b) 收購土門旅遊

於二零一八年十二月十八日，本集團與三名個別賣方訂立買賣協議，以收購土門旅遊55%的股本權益，現金代價為人民幣47,113,000元（相當於約53,642,000港元）。土門旅遊主要於河北省從事旅遊景點管理及經營業務。收購事項於二零一八年十二月三十一日完成。

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31 Acquisitions of subsidiaries (continued)

(b) Acquisition of Tu Men Travel Co., Ltd. (continued)

- (i) The identifiable assets acquired and liabilities assumed in the above acquisition at the date of acquisition were as follows:

31 收購附屬公司 (續)

(b) 收購土門旅遊有限公司 (續)

- (i) 於收購日期，在上述收購事項中收購的可識別資產及承擔的負債如下：

		<i>Recognised values on acquisition 就收購事項 確認的價值</i> \$'000 千元
Property, plant and equipment (Note 13)	物業、廠房及設備 (附註13)	102,202
Lease prepayments	租賃預付款項	27,684
Other current assets	其他流動資產	1,839
Cash and cash equivalents	現金及現金等值項目	2,211
Current liabilities	流動負債	(56,354)
Deferred tax liabilities (Note 28(a))	遞延稅項負債 (附註28(a))	(3,676)
Total identifiable net assets	可識別資產淨值總額	73,906
Non-controlling interests	非控股權益	(33,258)
The Group's share of the net assets acquired	本集團應佔所收購資產淨值	40,648
Total consideration	總代價	53,642
Less: payable for acquisition of Tu Men Travel (Note 26)	減：收購土門旅遊的應付款項 (附註26)	(42,241)
Consideration satisfied in cash	已償付現金代價	11,401
Less: cash and cash equivalents acquired	減：所收購的現金及現金等值項目	(2,211)
Net cash outflow	現金流出淨額	9,190

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#### 31 Acquisitions of subsidiaries (*continued*)

##### (b) Acquisition of Tu Men Travel Co., Ltd. (*continued*)

On the date of acquisition, the identifiable assets acquired by the Group mainly include property, plant and equipment and lease prepayments. The provisional fair value of property, plant and equipment and lease prepayments of \$102,202,000 and \$27,684,000, respectively, were determined based on valuations carried out by a qualified surveyor, at the date of acquisition. The valuer has recent experience in the category of assets being valued. The Group's management has discussions with the valuer on the valuation assumptions and valuation results when the valuation was performed.

Had the acquisition occurred on 1 January 2018, the management estimates the Group's consolidated revenue and loss for the year would have been \$256,445,000 and \$57,249,000, respectively. In determining these amounts, management has assumed that the fair value adjustments that arose on the date of acquisition would have been the same if the acquisition had occurred on 1 January 2018.

#### 31 收購附屬公司 (續)

##### (b) 收購土門旅遊有限公司 (續)

於收購日期，本集團所收購的可識別資產主要包括物業、廠房及設備以及租賃預付款項。於收購日期，物業、廠房及設備以及租賃預付款項的臨時公平值分別為102,202,000港元及27,684,000港元，乃根據合資格測量師進行的估值而釐定。該估值師近期曾對被估值資產類別進行估值。本集團管理層與該估值師已就所進行估值的估值假設及估值結果進行討論。

倘收購事項乃於二零一八年一月一日發生，則管理層估計本集團於本年度的綜合收入及虧損原應分別為256,445,000港元及57,249,000港元。於釐定該等金額時，管理層已假設於收購日期產生的公平值調整與倘收購事項乃於二零一八年一月一日發生下的調整相同。



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31 Acquisitions of subsidiaries (continued)  
(b) Acquisition of Tu Men Travel Co., Ltd.  
(continued)

(ii) Goodwill

Goodwill was recognised as a result of the acquisition:

		\$'000 千元
Total consideration	總代價	53,642
Less: the Group's share of the net assets acquired	減：本集團應佔所收購資產淨值	40,648
Goodwill (Note 15)	商譽 (附註15)	12,994

At the date of the acquisition, goodwill of \$12,994,000 was determined provisionally based on Tu Men Travel's provisional fair value of net identifiable assets acquired.

31 收購附屬公司 (續)  
(b) 收購土門旅遊有限公司 (續)

(ii) 商譽

本集團因收購事項而確認商譽：

		\$'000 千元
Total consideration	總代價	53,642
Less: the Group's share of the net assets acquired	減：本集團應佔所收購資產淨值	40,648
Goodwill (Note 15)	商譽 (附註15)	12,994

於收購日期，商譽12,994,000港元乃根據所收購土門旅遊可識別資產淨值的臨時公平值而臨時釐定。

(c) Acquisition of Yidao Town Real Estate

On 18 December 2018, the Group entered into a sale and purchase agreement with Hebei Dongsheng Eco Town Development and Operation Co., Ltd. to acquire 75% equity interest in Yidao Town Real Estate at a cash consideration of \$9,000. Yidao Town Real Estate is primarily involved in tourism real estate related business in Hebei Province. The acquisition was completed on 31 December 2018.

(c) 收購驛道小鎮房地產

於二零一八年十二月十八日，本集團與河北東勝生態小鎮開發運營有限公司訂立買賣協議，以收購驛道小鎮房地產75%的股本權益，現金代價為9,000港元。驛道小鎮房地產主要於河北省從事旅遊房地產相關業務。收購事項於二零一八年十二月三十一日完成。

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### 31 Acquisitions of subsidiaries (continued) (c) Acquisition of Yidao Town Real Estate (continued)

The identifiable assets acquired and liabilities assumed in the above acquisition at the date of acquisition were as follows:

### 31 收購附屬公司 (續) (c) 收購驛道小鎮房地產 (續)

於收購日期，在上述收購事項中所收購的可識別資產及所承擔的負債如下：

		Recognised values on acquisition 就收購事項 確認的價值 \$'000 千元
Property, plant and equipment (Note 13)	物業、廠房及設備 (附註13)	7
Inventories – land held for future development for sale	存貨 – 持作未來發展以供出售的土地	10,332
Other current assets	其他流動資產	135
Cash and cash equivalents	現金及現金等值項目	789
Current liabilities	流動負債	(11,405)
Total identifiable net liabilities	可識別負債淨額總額	(142)
Non-controlling interests	非控股權益	36
The Group's share of the net liabilities acquired	本集團應佔所收購負債淨額	(106)
Total consideration	總代價	9
Less: The Group's share of the net liabilities acquired	減：本集團應佔所收購負債淨額	(106)
Loss on the acquisition	收購事項虧損	115
Consideration satisfied in cash	已償付現金代價	9
Less: cash and cash equivalents acquired	減：所收購的現金及現金等值項目	(789)
Net cash inflow	現金流出淨額	(780)

Had the acquisition occurred on 1 January 2018, the management estimates the Group's consolidated revenue and loss for the year would have been \$248,672,000 and \$58,041,000, respectively. In determining these amounts, management has assumed that the fair value adjustments that arose on the date of acquisition would have been the same if the acquisition had occurred on 1 January 2018.

倘收購事項乃於二零一八年一月一日發生，則管理層估計本集團於本年度的綜合收入及虧損原應分別為248,672,000港元及58,041,000港元。於釐定該等金額時，管理層已假設於收購日期產生的公平值調整與倘收購事項乃於二零一八年一月一日發生下的調整相同。

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## 32 Commitments

### (a) Operating lease commitments

At 31 December 2018, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Within one year	一年內	1,578	5,377
In second to fifth year, inclusive	第二至第五年內 (包括首尾兩年)	—	6,886
After five years	五年以上	—	900
		1,578	13,163

The Group leases certain of its office properties under operating lease arrangements. Leases for office properties are negotiated for terms ranging from one to two years (2017: one to two years). None of the leases includes contingent rentals.

## 32 承擔

### (a) 經營租賃承擔

於二零一八年十二月三十一日，根據不可註銷經營租賃應付的未來最低租賃款項總額如下：

本集團根據經營租賃安排租用若干寫字樓物業。寫字樓物業經磋商的租賃期介乎一至兩年 (二零一七年：一至兩年)。該等租賃概不包含或然租金。

### (b) Properties leased out under operating leases

Tu Men Travel, the subsidiary of the Group, leases out areas at the tourism attractions to various tenants under operating leases. The leases typically run for an initial period of 2 years, where all terms are renegotiated upon renewal. Most of the leases include contingent rentals which are calculated based on a fixed percentage on the tenants' revenue.

### (b) 根據經營租賃出租的物業

本集團附屬公司土門旅遊根據經營租賃向不同租戶出租旅遊景點場地。初始租賃期一般為2年，而所有條款均於續約時重新磋商。大部分租賃均包括或然租金，而或然租金乃按租戶收入的固定百分比計算。

### (c) Capital commitments

At 31 December 2018, the Group had capital commitments in relation to investment in equity securities of approximately \$82,660,000 (2017: \$4,800,000).

### (c) 資本承擔

於二零一八年十二月三十一日，本集團擁有關於股本證券的投資約82,660,000港元 (二零一七年：4,800,000港元) 的資本承擔。

## 33 Material related party transactions

### (a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in Note 9 and certain of the highest paid employees as disclosed in Note 10, is as follows:

## 33 重大關聯方交易

### (a) 主要管理人員薪酬

本集團主要管理人員的薪酬，包括支付予附註9所披露的本公司董事及附註10所披露若干最高薪僱員的金額如下：

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Short-term employee benefits	短期僱員福利	6,437	8,651
Post-employment benefits	離職後福利	72	77
		6,509	8,728

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### 33 Material related party transactions (continued)

#### (b) Other related party transactions

The Group had the following material transactions with related parties during the year:

### 33 重大關聯方交易 (續)

#### (b) 其他關聯方交易

本集團於本年度內與關聯方有下列重大交易：

			2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
	Notes 附註			
<i>Transactions with companies controlled by the ultimate controlling shareholder of the Company:</i>		<b>與本公司最終控股股東控制的公司進行的交易：</b>		
Borrowings obtained from related parties	(i)	自關聯方獲取的借款	13,226	—
Increase/(decrease) in advances from related parties	(i)	關聯方的墊款增加／(減少)	49,815	(679)
Service income	(i)	服務收入	2,729	—
<i>Transactions with non-controlling shareholders of subsidiaries:</i>		<b>與附屬公司非控股股東進行的交易：</b>		
Purchase of air tickets	(ii)	購買機票	227,466	219,315
Management service fee	(ii)	管理服務費	880	1,200
Net proceeds from air tickets and travel related services sold	(i)	銷售機票及旅遊相關服務所得款項淨額	132	136
<i>Transactions with associates:</i>		<b>與聯營公司進行的交易：</b>		
Loans to associates	(ii)	給予聯營公司的貸款	143,850	—
Finance income in connection with non-interest-bearing loan to an associate	(i)	給予一間聯營公司的免息貸款的相關財務收入	653	—

Notes:

- (i) These related party transactions constitute exempted connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.
- (ii) These related party transactions constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.
- (iii) As disclosed in Note 31(a) and 31(c), during the year, the Group acquired equity interests in Dongsheng Beijing and Yidao Town Real Estate from companies controlled by the ultimate controlling shareholder of the Company. These related party transactions constitute connected transactions as defined in Chapter 14A of the Listing Rules.

附註：

- (i) 此等關聯方交易構成上市規則第14A章所定義的獲豁免關連交易或持續關連交易。
- (ii) 此等關聯方交易構成上市規則第14A章所定義的關連交易或持續關連交易。
- (iii) 誠如附註31(a)及31(c)所披露，於年內，本集團向本公司最終控股股東控制的公司收購東勝北京及驛道小鎮房地產的股本權益。此等關聯方交易構成上市規則第14A章所定義的關連交易。

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### 34 Company-level statement of financial position      34 公司層面的財務狀況表

			2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
	Notes 附註			
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備		440	830
Investments in subsidiaries	於附屬公司的投資	16	—	—
			440	830
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		6,136	9,444
Amounts due from subsidiaries	應收附屬公司款項		717,497	807,163
Restricted bank deposits	受限制銀行存款		10,200	10,200
Cash and cash equivalents	現金及現金等值項目		61,075	29,143
			794,908	855,950
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Other payables and accruals	其他應付款項及應計費用		9,462	10,188
Amounts due to subsidiaries	應付附屬公司款項		68,400	68,605
Amounts due to related parties	應付關聯方款項		98	98
			77,960	78,891
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		716,948	777,059
<b>NET ASSETS</b>	<b>資產淨值</b>		717,388	777,889
<b>CAPITAL AND RESERVES</b>	<b>股本及儲備</b>	29		
Share capital	股本		63,750	63,745
Perpetual convertible securities	永久可換股證券	30	396,274	396,402
Reserves	儲備		257,364	317,742
<b>TOTAL EQUITY</b>	<b>股本權益總值</b>		717,388	777,889

Approved and authorised for issue by the board of directors on 29 March 2019.

於二零一九年三月二十九日獲董事會核准及授權刊發。

Shi Baodong  
石保棟  
Chairman  
主席

Mo Yueming  
莫躍明  
Director  
董事



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#### 35 Financial risk management and fair values of financial instruments

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

##### (a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade receivables, contract assets and lease receivables. The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions with high credit standings, for which the Group considers to have low credit risk.

The Group does not provide any guarantees which would expose the Group to credit risk.

It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis. The Group's concentration of credit risk is mainly in Hong Kong and Mainland China by geographical location. The Group's credit risk exposure is spread over a number of counterparties and customers. Hence, it has no significant concentration of credit risk by a single debtor.

#### 35 財務風險管理及金融工具的公平值

本集團在日常業務過程中產生信貸、流動資金、利率及外匯風險。

本集團所面臨的該等風險及本集團為管理該等風險而採用的財務風險管理政策及慣例載述於下文。

##### (a) 信貸風險

信貸風險指交易對手違反合約義務導致本集團遭受財務損失的風險。本集團的信貸風險主要來自應收貿易賬款、合約資產及應收租賃款項。本集團所面臨來自現金及現金等值項目的信貸風險有限，乃因本集團的交易對手為具有高信用評級的銀行及金融機構，而本集團認為因該等銀行產生的信貸風險偏低。

本集團並無作出任何擔保致令本集團面臨信貸風險。

按本集團的政策，所有欲按信貸條款進行交易的客戶，必須經過信貸核實程序。此外，本集團持續監察應收款項結餘。因地理位置原因，本集團的信貸風險主要集中在香港及中國大陸。本集團的信貸風險均分散於若干交易對手和顧客。因此，沒有重大集中信貸風險於單一債務人。

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### 35 Financial risk management and fair values of financial instruments (continued)

#### (a) Credit risk (continued)

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables at 31 December 2018:

		Expected loss rate 預期虧損比率 %	Gross carrying amount 總賬面值 \$'000 千元	Loss allowance 虧損撥備 \$'000 千元
Current (not past due)	即期 (並無逾期)	0.36%	11,441	(41)
1-90 days past due	逾期1至90日	0.38%	13,063	(50)
91-180 days past due	逾期91至180日	3.71%	751	(28)
181-365 days past due	逾期181至365日	6.31%	272	(17)
365-730 days past due	逾期365至730日	7.57%	203	(16)
			25,730	(152)

The expected loss rates are based on actual loss experience over the past 4 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

### 35 財務風險管理及金融工具的公平值 (續)

#### (a) 信貸風險 (續)

本集團使用撥備矩陣計算的存續期內預期信貸虧損計量應收貿易賬款的虧損撥備。由於本集團的過往信貸虧損經驗並無顯示不同客戶分部的虧損模式具有明顯差異，故並無進一步區分本集團不同客戶群按逾期狀況的虧損撥備。

下表提供有關本集團於二零一八年十二月三十一日就應收貿易賬款所面臨信貸風險及預期信貸虧損的資料：

預期虧損比率乃按過往4年的實際虧損經驗為準。該等比率乃經調整，以反映收集歷史數據期間的經濟狀況、目前狀況以及本集團對應收款項的預期可用年期期間經濟狀況的看法的差異。

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#### 35 Financial risk management and fair values of financial instruments (continued)

##### (a) Credit risk (continued)

###### Comparative information under HKAS 39

Prior to 1 January 2018, an impairment loss was recognised only when there was objective evidence of impairment (see Note 2(k)(i) – Policy applicable prior to 1 January 2018). At 31 December 2017, trade receivables of \$33,000 were determined to be impaired. The ageing analysis of trade receivables that were not considered to be impaired was as follows:

		Gross carrying amount 總賬面值 \$'000 千元
Neither past due nor impaired	未逾期亦未減值	25,768
1-90 days past due	逾期1至90日	2,181
91-180 days past due	逾期91至180日	210
		28,159

Receivables that were neither past due nor impaired related to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired related to a number of independent customers that had a good track record with the Group. Based on past experience, management believed that no impairment allowance was necessary in respect of these balances as there had been no significant change in credit quality and the balances were still considered fully recoverable.

#### 35 財務風險管理及金融工具的公平值 (續)

##### (a) 信貸風險 (續)

###### 香港會計準則第39號的比較資料

於二零一八年一月一日前，減值虧損僅在有客觀減值證據時確認（見附註2(k)(i)，即二零一八年一月一日前適用的政策）。於二零一七年十二月三十一日，應收貿易賬款33,000港元已確定出現減值。未被視為減值的應收貿易賬款的賬齡分析如下：

未逾期亦未減值的應收款項與近期並無拖欠記錄的不同類別客戶有關。

已逾期但未減值的應收款項與多名在本集團有良好往績記錄的獨立客戶有關。根據過往經驗，管理層相信，因信貸質量並無重大變動及結餘仍被視為可悉數收回，故就此等結餘計提毋需減值撥備。

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**35 Financial risk management and fair values of financial instruments (continued)**

**(a) Credit risk (continued)**

Movements in the loss allowance account in respect of trade receivables during the year is as follows:

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Balance at 31 December 2017 under HKAS 39	於二零一七年十二月三十一日根據香港會計準則第39號的結餘	33	
Impact on initial application of HKFRS 9 (Note 2(c)(i))	首次應用香港財務報告準則第9號的影響 (附註2(c)(i))	134	
Balance at 1 January	於一月一日的結餘	167	828
Impairment loss recognised/(reversal of impairment loss) during the year (Note 6(c))	年內已確認減值虧損／(撥回減值虧損) (附註6(c))	18	(795)
Decrease through disposal of discontinued operation	透過出售已終止經營業務減少	(33)	—
Balance at 31 December	於十二月三十一日的結餘	152	33

**(b) Liquidity risk**

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g. trade receivables) and projected cash flows from operations. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans and other interest-bearing loans.

**35 財務風險管理及金融工具的公平值 (續)**

**(a) 信貸風險 (續)**

年內有關應收貿易賬款的虧損撥備賬的變動如下：

**(b) 流動性風險**

本集團採用循環的流動資金計劃工具監控資金短缺的風險。該工具考慮其涉及金融工具與金融資產（如應收貿易賬款）的到期日以及來自營運業務的預期現金流量。本集團旨在透過動用銀行貸款及其他附息貸款，維持資金持續性及彈性的平衡。

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### 35 Financial risk management and fair values of financial instruments (continued)

#### (b) Liquidity risk (continued)

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

### 35 財務風險管理及金融工具的公平值 (續)

#### (b) 流動性風險 (續)

根據已訂約未折現付款，本集團於報告期末的金融負債到期情況如下：

		2018	
		Contractual undiscounted cash outflow within 1 year or on demand	Carrying amount
		二零一八年	
		訂約未折現金流出	賬面值
		一年內或按要求	
		\$'000	\$'000
		千元	千元
Trade payables	應付貿易賬款	26,701	26,701
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	170,209	170,209
Short-term borrowings	短期借款	13,754	13,226
		210,664	210,136
		2017	
		Contractual undiscounted cash outflow within 1 year or on demand	Carrying amount
		二零一七年	
		訂約未折現金流出	賬面值
		一年內或按要求	
		\$'000	\$'000
		千元	千元
Trade payables	應付貿易賬款	33,391	33,391
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	22,655	22,655
Short-term borrowings	短期借款	9,052	8,948
		65,098	64,994



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35 Financial risk management and fair values of financial instruments (continued)

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from the Group's interest-bearing borrowings. The Group's exposure to interest rate risk is not significant.

(d) Currency risk

The Group operates in Hong Kong, Mainland China and New Zealand and is exposed to currency risk primarily through receivables, payables, cash and deposit balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relates. The Group has certain investments in Mainland China and New Zealand, whose net assets are exposed to translation risk.

35 財務風險管理及金融工具的公平值 (續)

(c) 利率風險

利率風險指金融工具的公平值或未來現金流量因市場利率變動而波動的風險。本集團的利率風險主要來自本集團的計息借款。本集團所面臨的利率風險並不重大。

(d) 貨幣風險

本集團於香港、中國大陸及紐西蘭經營業務並主要因產生外幣（交易相關的經營業務的功能貨幣以外的貨幣）計值的應收款項、應付款項、現金及存款結餘而面臨貨幣風險。本集團於中國大陸及紐西蘭的若干投資的資產淨值面對換算風險。

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### 35 Financial risk management and fair values of financial instruments (continued)

#### (d) Currency risk (continued)

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in Hong Kong dollars, translated using the spot rates at the end of the reporting period.

### 35 財務風險管理及金融工具的公平值 (續)

#### (d) 貨幣風險 (續)

下表詳列本集團於報告期末所面臨的因已確認資產或負債以相關實體功能貨幣以外的貨幣計值而引致的貨幣風險。就呈列目的而言，風險金額乃以港元列示，乃使用報告期末的即期匯率換算得出。

Exposure to foreign currencies (expressed in Hong Kong dollars)

外匯風險 (以港元列示)

		2018 二零一八年			2017 二零一七年		
		United States	New Zealand		United States	New Zealand	
		RMB	dollars	dollars	RMB	dollars	dollars
		人民幣	美元	紐西蘭元	人民幣	美元	紐西蘭元
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
Cash and cash equivalents	現金及現金等值項目	34,414	947	732	16,603	8,945	20,806
Restricted bank deposits	受限制銀行存款	-	-	-	33,248	-	-
Other receivables	其他應收款項	141,898	-	-	-	-	-
Trade payables	應付貿易賬款	-	-	-	(899)	(111)	-
Other payables and accruals	其他應付款項及應計費用	-	-	-	(1,998)	(386)	(126)
Exposure arising from recognised assets and liabilities	已確認資產及負債引致的風險	176,312	947	732	46,954	8,448	20,680

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35 Financial risk management and fair values of financial instruments (continued)

(d) Currency risk (continued)

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the RMB and NZD exchange rate, with all other variables held constant, of the Group's loss after tax. In this respect, it is assumed that the pegged rate between the Hong Kong dollar and the United States dollar would be materially unaffected by any changes in movement in value of the United States dollar against other currencies. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the Group's presentation currency.

35 財務風險管理及金融工具的公平值 (續)

(d) 貨幣風險 (續)

下表顯示在所有其他變量保持不變的情況下，本集團除稅後虧損於報告期末對人民幣及紐元匯率的合理可能波動的敏感度。就此而言，假設港元與美元之間的掛鈎匯率不會受到美元兌其他貨幣的價值變動的影響。該分析未計入因將海外業務的財務報表換算為本集團的呈列貨幣所產生的差異。

		2018 二零一八年		
		Change in foreign currency rate 匯率變動	Decrease/ (increase) in loss after tax 除稅後虧損 減少 / (增加) \$'000 千元	Increase/ (decrease) in equity 股本權益 增加 / (減少) \$'000 千元
If Hong Kong dollar weakens against RMB	如港元兌人民幣貶值	5%	8,816	8,816
If Hong Kong dollar strengthens against RMB	如港元兌人民幣升值	-5%	(8,816)	(8,816)
If Hong Kong dollar weakens against NZD	如港元兌紐元貶值	5%	37	37
If Hong Kong dollar strengthens against NZD	如港元兌紐元升值	-5%	(37)	(37)

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### 35 Financial risk management and fair values of financial instruments (continued)

#### (d) Currency risk (continued)

		2017 二零一七年		
		Change in foreign currency rate 匯率變動	Decrease/ (increase) in loss after tax 除稅後虧損 減少 / (增加) \$'000 千元	Increase/ (decrease) in equity 股本權益 增加 / (減少) \$'000 千元
If Hong Kong dollar weakens against RMB	如港元兌人民幣貶值	5%	2,348	2,348
If Hong Kong dollar strengthens against RMB	如港元兌人民幣升值	-5%	(2,348)	(2,348)
If Hong Kong dollar weakens against NZD	如港元兌紐元貶值	5%	1,034	1,034
If Hong Kong dollar strengthens against NZD	如港元兌紐元升值	-5%	(1,034)	(1,034)

#### (e) Fair value measurement

Management has assessed that the fair value of cash and cash equivalents, restricted bank deposits, trade receivables, financial assets included in prepayments, deposits and other receivables, trade payables, financial liabilities included in other payables and accruals, and bank and other borrowings approximate to their carrying amounts largely due to the short-term maturities of these instruments.

Other financial assets, as disclosed in Note 18, has been measured at fair value at initial recognition and subsequently measured at amortised cost using the effective interest method. Management has assessed that the fair value of other financial assets approximate to the carrying amount.

### 35 財務風險管理及金融工具的公平值 (續)

#### (d) 貨幣風險 (續)

		2017 二零一七年		
		Change in foreign currency rate 匯率變動	Decrease/ (increase) in loss after tax 除稅後虧損 減少 / (增加) \$'000 千元	Increase/ (decrease) in equity 股本權益 增加 / (減少) \$'000 千元
If Hong Kong dollar weakens against RMB	如港元兌人民幣貶值	5%	2,348	2,348
If Hong Kong dollar strengthens against RMB	如港元兌人民幣升值	-5%	(2,348)	(2,348)
If Hong Kong dollar weakens against NZD	如港元兌紐元貶值	5%	1,034	1,034
If Hong Kong dollar strengthens against NZD	如港元兌紐元升值	-5%	(1,034)	(1,034)

#### (e) 公平值計量

管理層估計現金及現金等值項目、受限制銀行存款、應收貿易賬款、計入預付款項、按金及其他應收款項的金融資產、應付貿易賬款、計入其他應付款項及應計費用的金融負債以及銀行及其他借款的公平值與其賬面值相若，主要是由於該等金融工具屬於短期性質。

誠如附註18所披露，其他金融資產於初步確認時按公平值計量，其後採用實際利率法按攤銷成本計量。管理層評估後認為其他金融資產的公平值與賬面值相近。

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**36 Non-adjusting events after the reporting period**

**(a) Top-up placing of existing shares and subscription of new shares under general mandate**

On 25 January 2019, the immediate parent of the Group, Orient Victory Real Estate Group Holdings Limited (“OVRE”), as vendor, and certain third-party individuals as placees (the “Placees”) entered into a sale and purchase agreement (the “SPA”), under which OVRE agreed to sell and the Placees agreed to purchase the shares of up to 156,460,000 shares (the “Placing Shares”) of the Company at \$0.145 per share. On the same date, the Company as issuer entered into the subscription agreement with OVRE as subscriber (the “Subscription Agreement”) for the subscription of 156,460,000 shares of the Company at \$0.145 per shares (the “Subscription”).

Upon completion of the placing under the SPA and the Subscription under the Subscription Agreement and assuming the sale and purchase of all the Placing Shares will be completed, the aggregate gross proceeds from the Subscription will be approximately \$22,687,000.

**(b) Distribution to holders of the 2016 October PCS and 2016 March PCS**

On 20 March 2019, the Company announced the distribution at the distribution rate of 6% per annum to the holders of the 2016 October PCS. The distribution will be made on 24 April 2019.

On 27 March 2018, the Company made a distribution of \$5,100,000, calculated at the distribution rate of 6% per annum, to the holders of the 2016 March PCS.

**36 報告期後的非調整事項**

**(a) 以先舊後新方式配售現有股份及根據一般授權認購新股份**

於二零一九年一月二十五日，本集團的直接母公司東勝置業集團控股有限公司（「東勝置業」，作為賣方）與若干第三方個別人士作為承配人（「承配人」）訂立買賣協議（「買賣協議」），據此，東勝置業同意出售而承配人同意按每股0.145港元的價格購買最多156,460,000股本公司股份（「配售股份」）。同日，本公司（作為發行人）與東勝置業（作為認購人）訂立認購協議（「認購協議」），以按每股0.145港元的價格認購156,460,000股本公司股份（「認購事項」）。

根據買賣協議完成配售事項及根據認購協議完成認購事項後，並假設所有配售股份買賣將獲完成，認購事項的所得款項總額將約為22,687,000港元。

**(b) 向二零一六年十月永久可換股證券及二零一六年三月永久可換股證券持有人分派**

於二零一九年三月二十日，本公司宣佈向二零一六年十月永久可換股證券持有人按每年6%的分派率作出分派。有關分派將於二零一九年四月二十四日作出。

於二零一八年三月二十七日，本公司向二零一六年三月永久可換股證券持有人作出按每年6%分派率計算的分派5,100,000港元。



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#### (c) *Change in composition of the board of directors of Dakun Zhifang*

Pursuant to a shareholders' resolution of Dakun Zhifang passed on and the revised articles of association dated 29 March 2019, the composition of the board of directors of Dakun Zhifang has been amended. Pursuant to these revisions, the directors of the Company consider that the Group will have the power to control Dakun Zhifang through its power to control the board of directors of Dakun Zhifang from that date onwards.

#### (d) *Revisions to shareholder agreements on the Group's acquisitions of equity interests in other entities*

Subsequent to the announcements made by the Company on 22 January 2018 and 6 June 2018 in relation to the Group's acquisitions of 40% equity interests in Great Ascent Limited and Jiangsu Yiersan Real Estate Development Co., Limited, respectively, the Company and the other shareholders of these two entities have re-negotiated certain terms as stipulated in the previous agreements, including but not limited to revisions made to the power to appoint the board of directors of the respective entities, and entered into revised agreements on 29 March 2019. Pursuant to these revised agreements, the directors of the Company consider that the Group will have the power to control these two entities through its power to control the respective entities' board of directors upon completion of the acquisitions. At the date of this report, the above acquisitions have yet to be completed.

### 37 Comparative figures

The Group has initially applied HKFRS 15 and HKFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. Further details of the changes in accounting policies are disclosed in Note 2(c). The restatement of comparative information attributable to the discontinued operation as disclosed in Note 8.

#### (c) *大坤直方的董事會組成變動*

根據大坤直方於二零一九年三月二十九日通過的股東決議案及日期為二零一九年三月二十九日的經修訂組織章程細則，大坤直方的董事會組成經已修訂。根據此等修訂，本公司董事認為，本集團自該日起將透過其控制大坤直方董事會的權力而擁有控制大坤直方的權力。

#### (d) *修訂有關本集團收購其他實體股本權益的股東協議*

本公司於二零一八年一月二十二日及二零一八年六月六日作出有關本集團收購振浩有限公司及江蘇一二三房地產開發有限公司分別40%權益的公告後，本公司與該兩個實體的其他股東重新磋商前協議所訂明的若干條款（包括但不限於對委任相關實體董事會權力作出修訂），並於二零一九年三月二十九日訂立經修訂協議。根據此等經修訂協議，本公司董事認為，於收購事項完成後，本集團將透過其控制該兩個實體董事會的權力而擁有控制相關實體的權力。於本報告日期，上述收購事項尚未完成。

### 37 比較數據

本集團於二零一八年一月一日初始應用香港財務報告準則第15號及香港財務報告準則第9號。根據已選取的過渡方法，並不會重列比較資料。有關會計政策變動的進一步詳情於附註2(c)披露。誠如附註8所披露，比較資料乃就已終止經營業務而重列。

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### 38 Immediate and ultimate controlling party

At 31 December 2018, the directors of the Company consider the immediate parent and ultimate controlling party of the Group to be OVRE, which is incorporated in the BVI, and Mr. Shi Baodong, respectively. OVRE does not produce financial statements available for public use.

### 39 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2018

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended 31 December 2018 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

### 38 直接及最終控股方

於二零一八年十二月三十一日，本公司董事認為本集團的直接母公司及最終控股方分別為於英屬維爾京群島註冊成立的東勝置業及石保棟先生。東勝置業並無刊發可供公眾使用的財務報表。

### 39 截至二零一八年十二月三十一日止年度已頒佈但尚未生效的修訂本、新訂準則及詮釋的可能影響

截至本財務報表刊發之日，香港會計師公會已頒佈多項準則修訂本及新訂準則、詮釋，該等修訂本、新訂準則及詮釋於截至二零一八年十二月三十一日止年度尚未生效，亦未於本財務報表中採納。該等修訂本、新訂準則及詮釋包括下列可能與本集團有關者。

		Effective for accounting periods beginning on or after 於以下日期 或之後開始的 會計期間生效
HKFRS 16, <i>Leases</i>	香港財務報告準則第16號，租賃	1 January 2019 二零一九年一月一日
HK(IFRIC) 23, <i>Uncertainty over income tax treatments</i>	香港（國際財務報告詮釋委員會）第23號， 所得稅處理的不確定性	1 January 2019 二零一九年一月一日
Annual Improvements to HKFRSs 2015-2017 Cycle	二零一五年至二零一七年週期香港財務報告 準則的年度改進	1 January 2019 二零一九年一月一日
Amendments to HKAS 28, <i>Long-term interest in associates and joint ventures</i>	香港會計準則第28號的修訂，於聯營公司及 合營企業的長期權益	1 January 2019 二零一九年一月一日

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### 綜合財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有註明，否則以港元列示)

#### 39 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2018 *(continued)*

The Group is in the process of making an assessment of what the impact of these amendments, new standards and interpretations is expected to be in the period of initial application. So far the Group has identified some aspects of HKFRS 16 which may have a significant impact on the consolidated financial statements. Further details of the expected impacts are discussed below. While the assessment has been substantially completed for HKFRS 16, the actual impact upon the initial adoption of this standard may differ as the assessment completed to date is based on the information currently available to the Group, and further impacts may be identified before the standard is initially applied in the Group's interim financial report for the six months ending 30 June 2019. The Group may also change its accounting policy elections, including the transition options, until the standard is initially applied in that financial report.

##### *HKFRS 16, Leases*

Currently the Group classifies leases into finance leases and operating leases and accounts for the lease arrangements differently, depending on the classification of the lease. The Group enters into some leases as the lessee.

#### 39 截至二零一八年十二月三十一日止年度已頒佈但尚未生效的修訂本、新訂準則及詮釋的可能影響 (續)

本集團正評估該等修訂本、新訂準則及詮釋預期對初步應用的期間產生的影響。迄今為止，本集團已識別可能對綜合財務報表構成重大影響的香港財務報告準則第16號若干方面。有關預期影響的進一步詳情於下文論述。儘管就香港財務報告準則第16號進行的評估絕大部份已完成，首次採納該準則的實際影響或會有所不同，因為迄今已完成的評估乃基於本集團的目前可得資料進行，而於該準則首次應用於本集團截至二零一九年六月三十日止六個月的中期財務報告前，可能會發現進一步影響。本集團亦可能會更改其會計政策選擇，包括過渡選擇，直至該準則首次應用於該財務報告內。

##### *香港財務報告準則第16號，租賃*

目前，本集團將租賃分為融資租賃及經營租賃，並根據租賃分類以不同方式對租賃安排進行會計處理。本集團作為承租人訂立若干租賃。

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39 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2018 (continued)

*HKFRS 16, Leases (continued)*

HKFRS 16 is not expected to impact significantly on the way that lessors account for their rights and obligations under a lease. However, once HKFRS 16 is adopted, lessees will no longer distinguish between finance leases and operating leases. Instead, subject to practical expedients, lessees will account for all leases in a similar way to current finance lease accounting, i.e. at the commencement date of the lease the lessee will recognise and measure a lease liability at the present value of the minimum future lease payments and will recognise a corresponding “right-of-use” asset. After initial recognition of this asset and liability, the lessee will recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the current policy of recognising rental expenses incurred under operating leases on a systematic basis over the lease term. As a practical expedient, the lessee can elect not to apply this accounting model to short-term leases (i.e. where the lease term is 12 months or less) and to leases of low-value assets, in which case the rental expenses would continue to be recognised on a systematic basis over the lease term.

HKFRS 16 will primarily affect the Group’s accounting as a lessee of leases for properties which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the statement of profit or loss over the period of the lease.

39 截至二零一八年十二月三十一日止年度已頒佈但尚未生效的修訂本、新訂準則及詮釋的可能影響 (續)

*香港財務報告準則第16號，租賃 (續)*

預期香港財務報告準則第16號將不會大幅影響出租人將其於租賃項下權利及義務入賬的方式。然而，一旦採用香港財務報告準則第16號，承租人將不再區分融資租賃及經營租賃。相反，受可行權宜方法的規限，承租人將按與現有融資租賃會計處理方法類似的方法將所有租賃入賬，即於租賃開始日期，承租人將按最低未來租賃款項的現值確認及計量租賃責任，確認相應的「使用權」資產。於初步確認該資產及負債後，承租人將確認租賃負債未償還結餘所產生的利息開支及使用權資產折舊，而非根據現有政策於租期內按系統基準確認根據經營租賃所產生的租賃開支。作為一項可行權宜方法，承租人可選擇不將此會計模式應用於短期租賃（即租期為12個月或以下）及低價值資產的租賃，於此情況下，租金開支將繼續於租期內按系統基準確認。

香港財務報告準則第16號將主要影響本集團作為租約承租人就物業（現時分類為經營租賃）的會計處理方法。預期應用新會計模式將導致資產及負債均有所增加，及影響租約期間於損益表確認開支的時間。



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### 綜合財務報表附註

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#### 39 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2018 (continued)

##### HKFRS 16, Leases (continued)

HKFRS 16 is effective for annual periods beginning on or after 1 January 2019. As allowed by HKFRS 16, the Group plans to use the practical expedient to grandfather the previous assessment of which existing arrangements are, or contain, leases. The Group will therefore apply the new definition of a lease in HKFRS 16 only to contracts that are entered into on or after the date of initial application. In addition, the Group plans to elect the practical expedient for not applying the new accounting model to short-term leases and leases of low-value assets.

The Group plans to elect to use the modified retrospective approach for the adoption of HKFRS 16 and will recognise the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2019 and will not restate the comparative information. As disclosed in Note 32, at 31 December 2018 the Group's future minimum lease payments under non-cancellable operating leases amounted to \$1,578,000, which is payable within 1 year after the reporting date. The initial adoption of HKFRS 16 is not expected to have a significant impact on the opening balance at 1 January 2019.

Other than the recognition of lease liabilities and right-of-use assets, the Group expects that the transition adjustments to be made upon the initial adoption of HKFRS 16 will not be material. However, the expected changes in accounting policies as described above could have a material impact on the Group's financial statement from 2019 onwards.

#### 39 截至二零一八年十二月三十一日止年度已頒佈但尚未生效的修訂本、新訂準則及詮釋的可能影響 (續)

##### 香港財務報告準則第16號，租賃 (續)

香港財務報告準則第16號將於二零一九年一月一日或之後開始的年度期間生效。經香港財務報告準則第16號准許，本集團將採用融入先前評估的可行權宜方法，當中現有安排為(或包含)租賃。本集團僅將香港財務報告準則第16號對租賃的新定義應用於首次應用日期或之後訂立的合約。此外，本集團計劃選擇不將新會計模式應用於短期租賃及低價值資產的租賃的可行權宜方法。

本集團計劃選擇以經修訂追溯法採納香港財務報告準則第16號，並將確認首次應用的累計影響為對於二零一九年一月一日的年初權益結餘的調整，且不會重列比較資料。誠如附註32所披露，於二零一八年十二月三十一日，本集團根據不可註銷經營租賃的未來最低租賃款項為1,578,000港元，須於報告日期後1年內償還。首次採納香港財務報告準則第16號預期不會對於二零一九年一月一日的年初結餘產生重大影響。

除確認租賃負債及使用權資產外，本集團預期將於首次採納香港財務報告準則第16號時作出的過渡調整並不重大。然而，上述會計政策的預期變動可能會對本集團自二零一九年起往後的財務報表產生重大影響。



# FIVE YEAR FINANCIAL SUMMARY

## 五年財務摘要

31 December 2018 二零一八年十二月三十一日  
(Expressed in HK\$) (以港元列示)

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements is set out below.

過去五個財政年度本集團的業績、資產、負債及非控股權益概要（摘自已刊發之經審核財務報表）已列於下表。

### Results

### 業績

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元 (restated) (經重列)	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
CONTINUING OPERATIONS:	持續經營業務：					
REVENUE	收入	248,672	238,030	109,417	66,444	127,429
(LOSS)/PROFIT BEFORE TAX	除稅前（虧損）／溢利	(59,990)	(52,867)	(194,065)	829	3,328
INCOME TAX	所得稅	–	(36)	–	20	(2,786)
(LOSS)/PROFIT FOR THE YEAR	本年度（虧損）／溢利	(59,990)	(52,903)	(194,065)	849	542
DISCONTINUED OPERATION:	已終止經營業務：					
PROFIT/(LOSS) FOR THE YEAR	本年度溢利／（虧損）	2,097	(3,128)	–	–	–
(LOSS)/PROFIT FOR THE YEAR	本年度（虧損）／溢利	(57,893)	(56,031)	(194,065)	849	542
ATTRIBUTABLE TO:	應佔方：					
EQUITY OWNERS	本公司權益擁有人					
OF THE COMPANY						
– CONTINUING OPERATIONS	– 持續經營業務	(58,494)	(45,106)	(191,816)	1,369	1,029
– DISCONTINUED OPERATIONS	– 已終止經營業務	2,416	(1,740)	–	–	–
		(56,078)	(46,846)	(191,816)	1,369	1,029
NON-CONTROLLING INTERESTS	非控股權益					
– CONTINUING OPERATIONS	– 持續經營業務	(1,496)	(7,797)	(2,249)	(520)	(487)
– DISCONTINUED OPERATIONS	– 已終止經營業務	(319)	(1,388)	–	–	–
		(1,815)	(9,185)	(2,249)	(520)	(487)
(LOSS)/PROFIT FOR THE YEAR	本年度（虧損）／溢利	(57,893)	(56,031)	(194,065)	849	542

## FIVE YEAR FINANCIAL SUMMARY

### 五年財務摘要

31 December 2018 二零一八年十二月三十一日

(Expressed in HK\$) (以港元列示)

#### Assets and liabilities

#### 資產及負債

		31 December 十二月三十一日				
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
TOTAL ASSETS	總資產	1,002,609	926,022	823,178	943,382	185,982
TOTAL LIABILITIES	總負債	(218,149)	(67,698)	(80,825)	(552,278)	(56,503)
TOTAL EQUITY	股本權益總值	784,460	858,324	742,353	391,104	129,479
ATTRIBUTABLE TO:	應佔方：					
EQUITY OWNERS OF THE COMPANY	本公司權益擁有人	743,600	851,772	738,537	384,796	122,349
NON-CONTROLLING INTERESTS	非控股權益	40,860	6,552	3,816	6,308	7,130
		784,460	858,324	742,353	391,104	129,479



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