同佳國際健康產業集團有限公司
Common Splendor International Health Industry Group Limited

股份代號 Stock Code：286

專注生命健康
FOCUS ON LIFE AND HEALTH

2018 年報
ANNUAL REPORT

CONTENTS 目錄

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

CORPORATE INFORMATION
公司資料

DIRECTORS

Executive Directors

Mr. Cheung Wai Kuen *(Chairman)*
Mr. Cheng Hau Yan *(Deputy Chairman)*
Mr. Ye Jiong Xian *(Chief Executive Officer)*

Non-executive Directors

Mr. Hou Kai Wen
Mr. Lin Jiang

Independent Non-executive Directors

Mr. Lam Chi Wing
Mr. Mai Yang Guang
Mr. Wong Yiu Kit, Ernest

AUDIT COMMITTEE

Mr. Wong Yiu Kit, Ernest *(Chairman)*
Mr. Lam Chi Wing
Mr. Mai Yang Guang

NOMINATION COMMITTEE

Mr. Mai Yang Guang *(Chairman)*
Mr. Lam Chi Wing
Mr. Wong Yiu Kit, Ernest

REMUNERATION COMMITTEE

Mr. Mai Yang Guang *(Chairman)*
Mr. Lam Chi Wing
Mr. Wong Yiu Kit, Ernest

COMPANY SECRETARY

Mr. Wong Wing Cheung

AUDITOR

HLB Hodgson Impey Cheng Limited
Certified Public Accountants
31st Floor, Gloucester Tower
The Landmark, 11 Pedder Street
Central, Hong Kong

董事

執行董事

張偉權先生*（主席）*
鄭孝仁先生*（副主席）*
葉炯賢先生*（行政總裁）*

非執行董事

侯凱文先生
林　江先生

獨立非執行董事

林至頴先生
麥楊光先生
黃耀傑先生

審核委員會

黃耀傑先生*（主席）*
林至頴先生
麥楊光先生

提名委員會

麥楊光先生*（主席）*
林至頴先生
黃耀傑先生

薪酬委員會

麥楊光先生*（主席）*
林至頴先生
黃耀傑先生

公司秘書

黃永祥先生

核數師

國衛會計師事務所有限公司
執業會計師
香港中環
畢打街11號置地廣場
告羅士打大廈31樓

CORPORATE INFORMATION (Continued)
公司資料(續)

PRINCIPAL BANKERS

Chong Hing Bank Limited
The Bank of East Asia Limited
Wing Lung Bank Limited

主要往來銀行

創興銀行有限公司
東亞銀行有限公司
永隆銀行有限公司

PLACE OF INCORPORATION

Bermuda

註冊成立地點

百慕達

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL OFFICE

Rooms 2709–10, 27th Floor, North Tower
Concordia Plaza, 1 Science Museum Road
Tsim Sha Tsui, Kowloon, Hong Kong

主要辦事處

香港九龍尖沙咀
科學館道1號康宏廣場
北座27樓2709–10室

PRINCIPAL REGISTRAR AND TRANSFER OFFICE

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

主要過戶登記處

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

BRANCH REGISTRAR AND TRANSFER OFFICE

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

過戶登記分處

卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心22樓

WEBSITE

www.cs-ih.com

網址

www.cs-ih.com

STOCK CODE

286

股份代號

286

BOARD LOT

2,000 shares

買賣單位

2,000股

INVESTOR RELATIONS

For enquiries relating to investor relations, please contact:
Tel: (852) 2620 6623
Fax: (852) 2620 6679
E-mail: ir@cs-ih.com

投資者關係

有關投資者關係之查詢，請聯絡：
電話：(852) 2620 6623
傳真：(852) 2620 6679
電郵：ir@cs-ih.com

CHAIRMAN'S STATEMENT
主席報告

Dear Shareholders,

I am pleased to present the results of Common Splendor International Health Industry Group Limited (the "Company") and its subsidiaries (collectively, the "Group") for the year ended 31 December 2018 (the "Year") to the shareholders of the Company (the "Shareholders").

尊敬的股東：

本人欣然呈報同佳國際健康產業集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至二零一八年十二月三十一日止年度(「本年度」)之業績予本公司股東(「股東」)。

PROSPECTS

The Group is committed to building itself into an international leading healthcare conglomerate. It is expected to focus on life healthcare and industrialization development in respect of human health solutions. By employing the development strategy of "global integration, global layout", the Group will continue to draw in top talent and technology, deploy services, products and various resources, and through acquisition and reorganization, in order to achieve rapid expansion in the life healthcare industry, as well as seeking various investment development opportunities from time to time in the healthcare field.

At present

Following the Group's adjustments to its development strategy in the recent years, the Group has already formed a complete business structure in the medical anti-aging sector, including "Life Anti-aging" which mainly aims at inner and "Medical Beauty Anti-aging" which mainly aims at outer, and "Health Preservation Base", an inherited Chinese cultural legacy, "Health Preservation Anti-aging". As long as China continues its economic growth, the wealthy population and the number of elites will continue to expand and their spending power will be strengthened. In addition to the basic clinical services, demand for life healthcare services is expected to be ever increasing. Despite the fearful competition in the market, the Company believes that the Group has established an respectable position in this arena and will gradually expand its businesses on such basis.

As disclosed in the Company's announcement dated 25 January 2019, the Company entered into an equity transfer agreement to acquire 88.5184% of the issued share capital of the Shenzhen Aidigong Maternity Health Management Co., Ltd. ("Aidigong"). Upon completion, Aidigong will become an indirect non-wholly owned subsidiary of the Company and its financial results will be consolidated to the consolidated financial statements of the Group. With the relaxation of its birth control policy through the implementation of the two-child policy in the PRC in 2015, together with the increase in the per capita disposable income and per capita healthcare expenditure in the PRC, the Directors are of the view that the maternal and child healthcare related services have a rigid demand and the overall market will continue to grow rapidly.

展望

本集團以打造國際一流的健康產業經營機構為目標，預期專注生命健康，致力於人類健康解決方案的產業化發展，以「全球整合，佈局全球」為發展戰略，不斷集合頂尖人才、技術、服務、產品及各項資源，及通過收購重組，快速建立生命健康核心業務，不時在大健康領域尋求各種投資發展機會。

目前

隨著集團近年來發展戰略的變動，本集團目前在醫學抗衰老領域已形成較完整的業務體系，包括以機體內部為主的「生命抗衰老」、以機體外部為主的「醫美抗衰老」業務、及以「養生基地」為承載源自中國傳統文化「養生抗衰老」。藉著中國經濟不斷發展，富裕階層及卓越人士數目不斷增加，消費能力越來越強，除基本的臨床醫療服務外，預期對生命健康的服務需求也越來越大。本公司相信，雖然市場競爭激烈，本集團目前在此領域已奠定良好地位，將在此基礎上穩步發展。

如本公司日期為二零一九年一月二十五日的公告所披露，本公司訂立股權轉讓協議，以收購深圳愛帝宮母嬰健康管理股份有限公司(「愛帝宮」)之88.5184%股權。若收購完成，愛帝宮將成為本公司的間接非全資附屬公司且其財務業績將綜合入賬於本集團之綜合財務報表。隨著於二零一五年中國透過實施二孩政策放寬計劃生育政策，連同中國人均可支配收入及人均醫療保健支出之增長，董事認為，母嬰健康相關服務是屬於剛性需求，整體市場將會持續快速增長。

The Board continues to be optimistic on the outlook of the healthcare industry and will, from time to time, adjust the Group's development strategy according to the industry changes as and when needed. The Group's overall strategy is to gradually optimise its main business, and develop its core businesses while holding the largest possible stake in such core businesses. Non-core businesses and segments of the Group is expected to be held by way of investments and be adjusted as and when appropriate based on the principle of profit maximisation, including disposals or held as investment funds.

董事會繼續看好健康產業未來的發展，也不時根據行業的變化且於有需要時調整本集團的發展策略，本集團整體戰略會逐步優化其主業，發展核心業務，而該等核心業務將以最大可能持股量持有。本集團預期非核心業務分部以投資的方式佈局，將會以收益最大化為原則適時調整，以包括出售或通過發行投資基金方式持有。

APPRECIATION

I would like to take this opportunity to express my gratitude to the Shareholders for their continued support, and the directors of the Company (the "Directors") and those who have worked for the Group for their valuable contributions.

致謝

本人謹此對股東之鼎力支持，以及本公司董事(「董事」)及竭誠為本集團付出寶貴貢獻之人士致以衷心感謝。

On behalf of the Board
Common Splendor International Health Industry Group Limited

Cheung Wai Kuen
Chairman

Hong Kong, 29 March 2019

承董事會命
同佳國際健康產業集團有限公司

主席
張偉權

香港，二零一九年三月二十九日

RESULTS FOR THE YEAR

Revenue of the Group for the Year amounted to HK$377,035,000 (2017: HK$474,933,000), which represented a year on year decrease of HK$97,898,000 or 20.6%. The decrease was mainly due to the net effect of (i) decrease in sales revenue of the natural health food business from HK$323,856,000 in 2017 to HK$249,795,000 in 2018; (ii) increase in sales revenue from the medical anti-aging health preservation base from HK$63,622,000 in 2017 to HK$108,132,000 in 2018; (iii) decrease in sales revenue of medical and healthcare industry investment management from HK$63,558,000 in 2017 to HK$6,843,000 in 2018; and (iv) decrease in loan interest income from HK$23,897,000 in 2017 to HK$12,265,000 in 2018.

Gross profit of the Group for the Year amounted to HK$97,543,000 (2017: HK$83,381,000), an increase of HK$14,162,000 or 17.0% as compared to previous year. Gross profit margin for the Year had increased and was 25.9% for 2018 (2017: 17.6%). The increase in the Group's gross profit and gross profit margin was mainly due to the increase in income generated from the medical beauty anti-aging group which has a high profit margin.

Profit before income tax of the Group for the Year increased by HK$1,637,000 or 9.0% from HK$18,239,000 in 2017 to HK$19,876,000 in 2018. The increase in profit was mainly due to the net effect of (i) having less convertible notes, guaranteed notes and bonds payable resulting in an decrease of finance costs amounting to approximately HK$37,724,000 in 2018 compared to HK$41,346,000 in 2017; (ii) the increase in revenue and gross profit of the medical anti-aging business; (iii) increase in dividend income from unlisted investments (included in other income) from nil in 2017 to HK$3,355,000 in 2018; (iv) increase in administrative expenses from HK$40,683,000 in 2017 to HK$64,005,000 in 2018; (v) increase in share of result of associates from HK$8,822,000 in 2017 to HK$17,731,000 in 2018; (vi) decrease in gain on disposal of subsidiaries from HK$12,617,000 in 2017 to nil in 2018 and (vii) increase in gain on derecognition of convertible notes from nil in 2017 to HK$7,391,000 in 2018.

Profit attributable to the owners of the Company for the Year was approximately HK$2,160,000 (2017: HK$1,422,000), which represented an increase of HK$738,000 or 51.9%, as compared to 2017. This resulted in the increase in basic and diluted earnings per share attributable to the owners of the Company of HK0.07 cents and HK0.07 cents respectively (2017: HK0.05 cents and HK0.05 cents respectively).

本年度業績

本年度本集團之收入為377,035,000港元（二零一七年：474,933,000港元），按年減少97,898,000港元或20.6%。減少主要由於以下各項的淨影響：(i)天然健康食品業務的銷售收入由二零一七年的323,856,000港元下降至二零一八年的249,795,000港元；(ii)醫學抗衰老養生基地之銷售收入由二零一七年的63,622,000港元增加至二零一八年的108,132,000港元；(iii)醫療及健康產業投資管理之銷售收入由二零一七年的63,558,000港元下降至二零一八年的6,843,000港元；及(iv)貸款利息收入由二零一七年的23,897,000港元下降至二零一八年的12,265,000港元。

本集團本年度毛利為97,543,000港元（二零一七年：83,381,000港元），較去年上升14,162,000港元或17.0%。本年度毛利率上升，於二零一八年為25.9%（二零一七年：17.6%）。本集團毛利及毛利率上升乃主要由於高利潤醫美抗衰老集團所產生的收入增加。

本集團本年度之除所得税前溢利增加1,637,000港元或9.0%，由二零一七年的18,239,000港元增至二零一八年的19,876,000港元。溢利增加乃主要由於以下各項的淨影響：(i)可換股票據、擔保票據及應付債券減少，引致二零一八年的財務成本由二零一七年的41,346,000港元下降至約37,724,000港元；(ii)醫學抗衰老業務之收入及毛利增加；(iii)非上市投資的股息收入（計入其他收入）由二零一七年的零上升至二零一八年的3,355,000港元；(iv)行政費用由二零一七年40,683,000港元增至二零一八年64,005,000港元；(v)攤佔聯營公司之業績由二零一七年8,822,000港元升至二零一八年17,731,000港元；(vi)出售附屬公司之收益由二零一七年的12,617,000港元減至二零一八年的零；及(vii)終止確認可換股票據之收益由二零一七年的零增至二零一八年7,391,000港元。

本年度內，本公司擁有人應佔的溢利約為2,160,000港元（二零一七年：1,422,000港元），較二零一七年上升738,000港元或51.9%。這導致本公司擁有人應佔之每股基本及攤薄盈利分別增加0.07港仙及0.07港仙（二零一七年：分別為0.05港仙及0.05港仙。）

BUSINESS REVIEW

During the Year, the Group was principally engaged in the business of healthcare industry, which included medical anti-aging and health preservation base, medical and healthcare industry investment management and trading of natural health food, and investment and finance activities.

Health Industry

Medical Anti-aging and Health Preservation Base

Realyoung Life is dedicated to life anti-aging business for high-end people "Body Purification, Functions Modulation and Repair and Reborn" trilogy life anti-aging. The Group has set up three Life Anti-aging Centres, namely, (i) Life Anti-aging Centre located at Guangzhou International Biological Island, the PRC; (ii) Life Anti-aging Centre situated at Qiaocheng East Road, Nanshan District, Shenzhen, the PRC; and (iii) Life Anti-aging Centre situated at Luofu Mountain, Guangdong, the PRC which is currently under construction.

With a view to expand the Group's business on life anti-aging, the Group had entered into a sale and purchase agreement to acquire a medical beauty anti-aging group in August 2017. The Company believes that the acquisition is mutually beneficial to the existing Medical Anti-aging business and the beauty anti-aging group resulting in more comprehensive and more competitive quality of health services provided to customers. The relevant business maintained a fast growing pace during the Year. It is expected that the market environment would be better in 2019.

The Group has acquired a parcel of land with land development right in Luofu Mountain for the construction of a Health Preservation Base. The project is under progress. The Health Preservation Base is targeted at the elites. It will provide integrated health preservation services such as Chinese medical health preservation, sleeping health preservation, and diet health preservation. Relevant health preservation properties are expected to be available for lease or for sale.

During the Year, revenue from Medical Anti-aging and Health Preservation Base amounted to approximately HK$108,132,000 (2017: HK$63,622,000), which represented an increase of approximately HK$44,510,000 compared to 2017. The increase was mainly attributable to the medical beauty anti-aging group acquired last year.

業務回顧

本年度內，本集團主要從事包括醫學抗衰老及養生基地、醫療及健康產業投資管理及天然健康食品貿易的健康產業業務以及投資及融資活動。

健康產業

醫學抗衰老及養生基地

瑞昂生命專注生命抗衰老業務，為高端人群提供「機體淨化、功能調理、修復再生」三位一體的生命抗衰老服務。本集團已設立三間生命抗衰老中心：(i)中國廣州國際生物島的生命抗衰老中心；(ii)中國深圳南山區僑城東路的生命抗衰老中心；及(iii)中國廣東羅浮山的生命抗衰老中心，其目前正在籌建中。

為拓展本集團的生命抗衰老業務，本集團於二零一七年八月訂立買賣協議，以收購一間醫美抗衰老集團。本公司相信，收購事項對現有醫學抗衰老業務及醫美抗衰老集團互惠互利，為客戶提供更全面及更具競爭力的優質健康服務。相關業務於本年度內保持急速增長，預期二零一九年的市場前景將更為理想。

本集團已收購羅浮山一幅土地並擁有土地發展權，以興建養生基地，項目正在進行中。養生基地主要是面向卓越人士，提供綜合養生服務，如中醫養生、睡眠養生、及食療養生等。預期相關的養生物業將予以出租或出售。

本年度，醫學抗衰老及養生基地收入達約108,132,000港元(二零一七年：63,622,000港元)，較二零一七年增加約44,510,000港元。收入增加主要由於去年收購醫美抗衰老集團。

BUSINESS REVIEW (Continued)

Health Industry (Continued)

Medical and Healthcare Industry Investment Management

The Group focuses on the development of Life Healthcare Industry and adjusts for its composition of businesses from time to time in order to develop its core businesses. The Group would also divest certain investments to take profit and to enhance the Group's income from time to time. Investment projects currently held by the Group includes JP Partners Medical Group, Fengshuo Bio Medical Tech Group and Aidigong Maternity Health Group. JP Partners Medical Group comprises eighteen private medical centres in Hong Kong. Fengshuo Bio Medical Tech Group is principally engaged in the research of the dioscorea composita root extract technology's commercial applications and production. Aidigong Maternity Health Group is mainly engaged in the operation of maternity health centres and the provision of material health services. Aidigong Maternity Health Group has established maternity health centres in Shenzhen Xiangmihu Resort, Shenzhen Yinhu, Shenzhen Nanshan, Chengdu and Beijing.

During the Year, revenue from medical and healthcare industry investment management amounted to approximately HK$6,843,000 (2017: HK$63,558,000), which represented a decrease of approximately HK$56,715,000 as compared to 2017.

The Group will gradually reduce the development on this business as the industry chain of such business requires the Group to operate a health-related and medical-related products trading business, which will develop in stages while such business volume was historically unstable with a lower gross profit margin.

Natural Health Food Business

Trading of grain and oil is main business of the Group's natural health food segment. It has been shown a drop in revenue. The Group's decrease in revenue which has generated approximately HK$323,856,000 in 2017 and decreased to approximately HK$249,795,000 in 2018. Although the Group and its customer have sustainable relationship, the gross profit margin of grain and oil trading is low and sales are susceptible to market fluctuations. The Group will adjust the prospective business development of the respective segment in a timely manner according to market conditions.

業務回顧(續)

健康產業(續)

醫療及健康產業投資管理

本集團專注生命健康產業發展，對產業鏈適時進行佈局，以促進集團核心業務發展，也會不時退出相關佈局以獲取溢利，增加集團收入，本集團現持有的產業投資項目包括莊柏醫療集團、豐碩生物醫藥科技集團及愛帝宮現代母嬰健康管理集團。莊柏醫療集團主要包括十八間位於香港的私人醫務中心，豐碩生物醫藥科技集團主要參與菊葉薯蕷及皂素領域的商業應用及生產的研究，愛帝宮現代母嬰健康管理集團主要業務為經營月子中心及母嬰健康管理，在深圳香密湖渡假村、深圳銀湖、深圳南山、成都及北京設有月子中心。

本年度，來自醫療及健康產業投資管理的收入約為6,843,000港元(二零一七年：63,558,000港元)，較二零一七年減少約56,715,000港元。

基於此項業務的產業鏈配套需要本集團經營健康相關及醫療相關產品貿易業務(其將分階段進行)，但由於過往業務量不穩定及毛利率較低，因此本集團將逐步減少此項業務發展。

天然健康食品業務

糧食及油貿易為本集團天然健康食品分部的主要業務，惟其收入一直呈跌勢。本集團之收入由二零一七年約323,856,000港元減至二零一八年約249,795,000港元。儘管本集團與客戶維持可持續關係，糧食和油貿易的毛利率較低，且銷售容易受市場波動影響。本集團將因應市況，適時調整相關分部的未來業務發展。

BUSINESS REVIEW (Continued)

Investment and Finance

During the Year, revenue from the Group's investment and finance segment amounted to approximately HK$12,265,000 (2017: HK$23,897,000), which represented a decrease of HK$11,632,000 as compared to 2017. As a result of decrease in loan amount lent out during the Year, the performance of this segment had deteriorated during the Year from segment loss of approximately HK$21,398,000 in 2017 to a segment loss of approximately HK$31,788,000 in 2018.

Among the revenue, interest income amounting to approximately HK$7,819,000 (2017: HK$16,684,000) was generated from the loan of Champion Dynasty Limited ("Champion Dynasty") and interest income from the money lending business amounted to approximately HK$4,446,000 (2017: HK$7,213,000). The revenue decrease of this segment was mainly due to the decrease in outstanding principal loan amount to Champion Dynasty during the Year as compared to 2017.

業務回顧(續)

投資及融資

本年度內，本集團投資及融資分部的收入約為12,265,000港元(二零一七年：23,897,000港元)，較二零一七年下降11,632,000港元。由於本年度借出之貸款金額減少，本分部表現於本年度內倒退；由二零一七年的分部虧損約21,398,000港元倒退至二零一八年的分部虧損約31,788,000港元。

收入中，本集團來自Champion Dynasty Limited(「Champion Dynasty」)貸款之利息收入約為7,819,000港元(二零一七年：16,684,000港元)，而來自放債業務之利息收入約為4,446,000港元(二零一七年：7,213,000港元)。此分部收入縮減主要由於本年度內Champion Dynasty的未償還貸款本金額較二零一七年減少。

FINANCIAL HIGHLIGHTS

Net asset value

As at 31 December 2018, total net assets of the Group amounted to approximately HK$962,227,000 (2017: HK$978,211,000), representing a decrease of HK$15,984,000, as compared to 2017. The decrease was mainly due to the net effect of (i) exchange loss on translating foreign operations arising during the Year of HK$27,317,000; (ii) profit for the Year of HK$11,108,000, and (iii) change in value of equity investments at fair value through other comprehensive income amounted to HK$2,067,000.

As at 31 December 2018, net asset value per issued ordinary shares of the Company was HK$0.32 (2017: HK$0.33).

The current ratio (calculate as current assets to current liabilities) for the Year was 1.35 (2017: 1.05 (Restated)).

Equity

The number of issued ordinary shares of the Company as at 31 December 2018 was 2,996,255,008 (2017: 2,996,255,008).

財務摘要

資產淨值

於二零一八年十二月三十一日，本集團總資產淨值約為962,227,000港元(二零一七年：978,211,000港元)，較二零一七年減少15,984,000港元。該減少主要歸因於以下各項的淨影響：(i)於本年度換算海外業務之匯兑虧損27,317,000港元；(ii)本年度錄得溢利11,108,000港元；及(iii)透過其他全面收益按公平值計算之股權投資價值變動2,067,000港元。

於二零一八年十二月三十一日，本公司每股已發行普通股的資產淨值為0.32港元(二零一七年：0.33港元)。

本年度內流動比率(按流動資產除以流動負債計算)為1.35(二零一七年：1.05(重列))。

股本

於二零一八年十二月三十一日之本公司已發行普通股數目為2,996,255,008股(二零一七年：2,996,255,008股)。

FINANCIAL HIGHLIGHTS (Continued)

Liquidity and financial resources

As at 31 December 2018, the Group has a principal amount of US$8,000,000 (equivalent to approximately HK$62,400,000) (31 December 2017: US$10,000,000 (equivalent to approximately HK$77,500,000)) secured convertible notes, HK$107,800,000 (31 December 2017: HK$121,600,000) unsecured bonds, HK$80,000,000 (31 December 2017: HK$100,000,000) secured guaranteed notes and approximately HK$16,138,000 (31 December 2017: HK$12,204,000) bank and other borrowings.

Save for disclosed above, the Group did not have any other borrowing as at 31 December 2018.

HK$1,000,000, 9% interest bearing, unsecured convertible bond issued to Changjiang Asset Management (HK) Limited

Reference is made to the Company's announcements dated 24 December 2015, 11 January 2016 and 10 January 2018 in relation to, among other things, convertible bond issued by the Company in a principal amount of HK$1,000,000. During the Year, such unsecured convertible bond was redeemed in full at the redemption price (together with accrued and unpaid interest thereon) of HK$1,090,000 on its date of maturity, and following the redemption, the convertible bond was cancelled.

財務摘要(續)

流動資金及財務資源

於二零一八年十二月三十一日，本集團已發行本金額為8,000,000美元(相等於約62,400,000港元)(二零一七年十二月三十一日：10,000,000美元(相等於約77,500,000港元))的有抵押可換股票據、107,800,000港元(二零一七年十二月三十一日：121,600,000港元)的無抵押債券及80,000,000港元(二零一七年十二月三十一日：100,000,000港元)的有抵押擔保票據，並擁有約16,138,000港元(二零一七年十二月三十一日：12,204,000港元)的銀行和其他借貸。

除上文所披露者外，於二零一八年十二月三十一日，本集團並無任何其他借貸。

向長江證券資產管理(香港)有限公司發行本金額1,000,000港元、按9厘利率計息的無抵押可換股債券

茲提述本公司日期為二零一五年十二月二十四日、二零一六年一月十一日及二零一八年一月十日之公告，乃關於(其中包括)本公司發行本金額1,000,000港元的可換股債券。於本年度，該等無抵押可換股債券已於到期日按贖回價1,090,000港元(連同應計及未付利息)全數贖回，而於贖回後，該可換股債券已註銷。

FINANCIAL HIGHLIGHTS (Continued)

Liquidity and financial resources (Continued)

HK$100,000,000, 11% interest bearing, secured and guaranteed note (the "WT Note") issued to Wan Tai Investments Limited ("Wan Tai")

Reference is made to the Company's announcements dated 14 December 2016, 21 December 2016 and 15 August 2018 regarding, among other things, the WT Note issued by the Company in a principal amount of HK$100,000,000 to Wan Tai, an indirect wholly-owned subsidiary of CCB International (Holdings) Limited. The WT Note was issued to Wan Tai on 21 December 2016 and it was matured on 15 August 2018 according to the terms of the WT Note. Wan Tai had given confirmation that the Company is not required to redeem the WT Note on the existing maturity date and did not constitute for any breach of the terms of the WT Note committed by the Company in connection with the expiry of the existing maturity date of the WT Note. In December 2018, HK$20,000,000 WT Note was redeemed and HK$80,000,000 WT Note was outstanding as at 31 December 2018. Subsequent to the Year, HK$10,000,000 WT Note was redeemed and HK$70,000,000 was outstanding up to the date of this report.

US$10,000,000, 9% interest bearing convertible bond (the "Great Wall CB") issued to China Great Wall AMC (International) Holdings Co., Ltd. (中國長城資產(國際)控股有限公司) ("Great Wall")

Reference is made to the Company's announcements dated 5 August 2016, 16 August 2016 and 15 August 2018 regarding, among other things, the Great Wall CB issued by the Company in a principal amount of US$10,000,000 to Great Wall. The Great Wall CB was issued to Great Wall on 15 August 2016 and it was matured on 15 August 2018 according to the terms of the Great Wall CB. Great Wall had given confirmation that the Company is not required to redeem the Great Wall CB on the existing maturity date and it did not constitute for any breach of the terms of the Great Wall CB committed by the Company in connection with the expiry of the existing maturity date. In December 2018, US$2,000,000 Great Wall CB was redeemed and US$8,000,000 Great Wall CB was outstanding as at 31 December 2018. Subsequent to the Year, US$1,000,000 Great Wall CB was redeemed and US$7,000,000 was outstanding up to the date of this report.

財務摘要(續)

流動資金及財務資源(續)

向萬鈦投資有限公司(「萬鈦」)發行本金額為100,000,000港元、按11厘利率計息的有抵押及擔保票據(「萬鈦票據」)

茲提述本公司日期為二零一六年十二月十四日、二零一六年十二月二十一日及二零一八年八月十五日之公告，乃關於(其中包括)本公司向建銀國際(控股)有限公司的間接全資附屬公司萬鈦發行本金額為100,000,000港元的萬鈦票據。萬鈦票據乃於二零一六年十二月二十一日發行予萬鈦，並已根據萬鈦票據之條款於二零一八年八月十五日到期。萬鈦已確認，本公司毋須按原有到期日贖回萬鈦票據，且並無構成違反本公司關於萬鈦票據現有到期日屆滿的萬鈦票據條款之承諾。於二零一八年十二月，已贖回20,000,000港元的萬鈦票據，而於二零一八年十二月三十一日，80,000,000港元的萬鈦票據則尚未行使。於本年度後，已贖回10,000,000港元的萬鈦票據，而直至本報告日期，70,000,000港元的萬鈦票據則尚未行使。

向中國長城資產(國際)控股有限公司(「長城」)發行本金額10,000,000美元、按9厘利率計息的可換股債券(「長城可換股債券」)

茲提述本公司日期為二零一六年八月五日、二零一六年八月十六日及二零一八年八月十五日之公告，乃關於(其中包括)本公司向長城發行本金額為10,000,000美元的長城可換股債券。長城可換股債券乃於二零一六年八月十五日發行予長城，並已根據長城可換股債券之條款於二零一八年八月十五日到期。長城已確認，本公司毋須按原有到期日贖回長城可換股債券，且並無構成違反本公司關於現有到期日屆滿的長城可換股債券條款之承諾。於二零一八年十二月，已贖回2,000,000美元的長城可換股債券，而於二零一八年十二月三十一日，8,000,000美元的長城可換股債券則尚未行使。於本年度後，已贖回1,000,000美元的長城可換股債券，而直至本報告日期，7,000,000美元的長城可換股債券則尚未行使。

FINANCIAL HIGHLIGHTS (Continued)

Liquidity and financial resources (Continued)

The Company is still negotiating the terms of extension of the WT Note and the Great Wall CB with the respective parties, and the Company will comply with the applicable requirements under the Listing Rules as required. The Company will keep its shareholders and the investing public updated of any development of the WT Note and the Great Wall CB as and when appropriate.

The Group maintains sufficient working capital and cash position for daily operations. Bank and cash balances as at 31 December 2018 amounted to approximately HK$8,016,000 (31 December 2017: HK$67,038,000). The low cash balance is due to the partial repayment of the secured convertible notes and the secured guaranteed notes in December 2018.

The cash and bank balances were denominated in Renminbi, Hong Kong dollar and United State dollar and the bank borrowings facilities available to the Group were denominated in Renminbi and bear floating interest rates. The Group continued to have no structured investment products, foreign exchange contracts and investment in listed shares, bonds and debentures. The Group is not exposed to material fluctuations risks in exchange rates.

Pledge of assets

As at 31 December 2018, the entire issued share capital of a wholly owned subsidiary of the Company, Common Splendor Hong Kong Investment Fund Management Limited ("CSHK Investment Fund Management"), was charged to China Great Wall AMC (International) Holdings Co., Limited as a security for convertible notes issued by the Company in the principal amount of US$8,000,000 (equivalent to approximately HK$62,400,000). As at 31 December 2018, total assets of CSHK Investment Fund Management and its subsidiaries amounted to approximately HK$308,064,000 (31 December 2017: HK$312,037,000). As at 31 December 2018, the entire issued capital of two wholly owned subsidiaries of the Company, namely Harvest Luck Investment Limited ("Harvest Luck") and Great King Limited ("Great King") were charged to Wan Tai Investments Limited, an indirect wholly-owned company of CCB International (Holdings) Limited, as a security for guaranteed notes issued by the Company in the principal amount of HK$80,000,000. As at 31 December 2018, total assets of Harvest Luck, Great King and their subsidiaries amounted to approximately HK$448,267,000 (31 December 2017: HK$460,488,000). Save as disclosed above, no asset was pledged by the Group as at 31 December 2018 and 31 December 2017.

財務摘要(續)

流動資金及財務資源(續)

本公司仍在與相關各方磋商延長萬鈦票據及長城可換股債券之年期，而本公司將於需要時遵守上市規則的適用規定。本公司將於適當時候向其股東及公眾投資者更新萬鈦票據及長城可換股債券之任何發展。

本集團維持足夠營運資本及現金狀況作日常營運。於二零一八年十二月三十一日之銀行及現金結餘約為8,016,000港元(二零一七年十二月三十一日：67,038,000港元)。現金結餘偏低，乃由於二零一八年十二月償還部分有抵押可換股票據及有抵押擔保票據。

現金及銀行結餘以人民幣、港元及美元計值，而本集團可用的銀行借貸融資以人民幣計值並按浮動利率計息。本集團依然沒有結構性投資產品、外匯合約以及上市股份、債券及債權證投資。本集團不會面臨重大匯率波動風險。

資產抵押

於二零一八年十二月三十一日，本公司全資附屬公司同佳香港投資基金管理有限公司(「同佳香港投資基金管理」)之全部已發行股本已押記給中國長城資產(國際)控股有限公司作為本公司發行本金額8,000,000美元(相等於約62,400,000港元)可換股票據的抵押物。於二零一八年十二月三十一日，同佳香港投資基金管理及其附屬公司之資產總值約為308,064,000港元(二零一七年十二月三十一日：312,037,000港元)。於二零一八年十二月三十一日，本公司兩間全資附屬公司吉盛投資有限公司(「吉盛」)及東帝有限公司(「東帝」)之全部已發行股本已押記給建銀國際(控股)有限公司的間接全資公司萬鈦投資有限公司，作為本公司發行本金額為80,000,000港元擔保票據的抵押物。於二零一八年十二月三十一日，吉盛、東帝及其附屬公司之資產總值合共約為448,267,000港元(二零一七年十二月三十一日：460,488,000港元)。除上文所披露者外，本集團於二零一八年十二月三十一日及二零一七年十二月三十一日並無資產抵押。

FINANCIAL HIGHLIGHTS (Continued)

Remuneration policies and share option scheme

It is the Group's policy to recruit the right person for each position based on the person's qualification and experience. The remuneration of each employee is reviewed every year based on the performance of the employee with reference to the prevailing market conditions. During the Year, total staff costs excluding Directors' emolument was approximately HK$14,972,000 (2017: HK$12,468,000).

At the annual general meeting of the Company held on 11 October 2012, the shareholders of the Company approved the adoption of a share option scheme ("2012 Share Option Scheme"). The purpose of the 2012 Share Option Scheme is to provide incentives or rewards to Eligible Participants (as defined in the 2012 Share Option Scheme) of the 2012 Share Option Scheme for their contribution to, and continuing efforts to promote the interests of the Group. The Eligible Participants include any employees of the Group (including any directors, whether executive or non-executive and whether independent or not, of the Company or any of its subsidiaries) and any customer, supplier, service provider, shareholder, adviser or consultant and any person who, in the sole discretion of the Board, has contributed or may contribute to the Group. Unless otherwise cancelled or amended, the 2012 Share Option Scheme will remain in force for ten years from the commencement date. For the year ended 31 December 2018, no share option was granted pursuant to the 2012 Share Option Scheme. As at 31 December 2018, no share option was outstanding (31 December 2017: Nil).

The Board has approved the adoption of a share award scheme (the "Scheme") on 5 July 2018 and it was approved by the shareholders of the Company at the special general meeting held on 30 August 2018. The purposes and objectives of the Scheme are to recognise the contributions by certain employee, director, officer, consultant or adviser of the Group and to provide them with incentives in order to retain them for the continual operation and development of the Group, and to attract suitable personnel for further development of the Group. For the period from 30 August 2018 to 31 December 2018, no share award was granted pursuant to the Scheme.

財務摘要(續)

薪酬政策及購股權計劃

本集團的政策是根據個人的資格和經驗為每個職位招聘合適的人選。每名僱員的薪酬每年根據僱員的表現參考現行市況進行檢討。本年度，員工總成本(不包括董事酬金)約為14,972,000港元(二零一七年：12,468,000港元)。

於二零一二年十月十一日舉行的本公司股東周年大會上，本公司股東批准採納購股權計劃(「二零一二年購股權計劃」)。二零一二年購股權計劃旨在對二零一二年購股權計劃的合資格參與者(定義見二零一二年購股權計劃)之貢獻予以激勵或獎勵，以繼續致力促進本集團利益。合資格參與者包括本集團的任何僱員(包括無論是執行或非執行董事，無論是獨立或非獨立於本公司或其任何附屬公司之任何董事)及任何客戶、供應商、服務供應商、股東、顧問或諮詢顧問，及任何由董事會全權酌情決定為本集團作出貢獻或可能向本集團作出貢獻的人士。除非另行取消或修訂，否則二零一二年購股權計劃將自生效日期起計十年內有效。截至二零一八年十二月三十一日止年度，概無根據二零一二年購股權計劃授出的購股權。於二零一八年十二月三十一日，概無尚未行使的購股權(二零一七年十二月三十一日：無)。

董事會於二零一八年七月五日批准採納股份獎勵計劃(「該計劃」)，而該計劃於二零一八年八月三十日舉行之股東特別大會上獲本公司之股東批准。該計劃的目的及宗旨乃為嘉許若干本集團之員工、董事、高級職員、諮詢顧問或顧問所作出的貢獻，提供激勵措施以挽留彼等並為本集團的持續業務營運及發展效力，及吸引合適的人士推動本集團的進一步發展。自二零一八年八月三十日至十二月三十一日期間，根據該計劃，並無授出股份獎勵。

FINANCIAL HIGHLIGHTS (Continued)

Capital commitment

As at 31 December 2018, the total capital commitment of the Group amounted to approximately RMB20,000,000 (equivalent to approximately HK$22,768,000) (2017: RMB20,500,000 (equivalent to approximately HK$24,615,000)) which is related to the construction of the Luofu Mountain Project.

Contingent liabilities

As at 31 December 2018, the Group did not have any material contingent liabilities (2017: Nil).

財務摘要(續)

資本承擔

於二零一八年十二月三十一日，本集團的資本承擔總額約為人民幣20,000,000元(相等於約22,768,000港元)(二零一七年：人民幣20,500,000港元(相等於24,615,000港元))，與羅浮山建造項目有關。

或然負債

於二零一八年十二月三十一日，本集團沒有任何重大或然負債(二零一七年：無)。

MATERIAL ACQUISITIONS AND DISPOSALS

The Group has no material acquisition or disposal of subsidiary during the Year.

Other Information

Profit guarantee in respect of the Group's medical beauty anti-aging business

Reference is made to the announcement of 3 January 2019, the profit target of Golden Time Ventures Limited and its subsidiaries (the "GTV Group") for the twelve-month period ended 31 October 2018 under the sale and purchase agreement dated 12 August 2017 has been fulfilled. Accordingly, the first tranche consideration shares issued to several vendors in October 2017, being 290,000,000 Shares, in aggregate, are no longer subject to the relevant lock-up undertaking.

重大收購及出售

本集團於本年度內並沒有重大收購或出售附屬公司。

其他資料

有關本集團之醫美抗衰老業務之溢利保證

茲提述二零一九年一月三日之公告，根據日期為二零一七年八月十二日之買賣協議，金泰創投有限公司及其附屬公司(「金泰創投集團」)截至二零一八年十月三十一日止十二個月期間的溢利目標已經達成。因此，第一批代價股份於二零一七年十月發行給多名賣方(合共290,000,000股股份)，且不再受相關禁售承諾的約束。

MATERIAL ACQUISITIONS AND DISPOSALS (Continued)

Other Information (Continued)

The remaining consideration shares, being 90,000,000 Shares, in aggregate, shall remain to be subject to the respective lock-up undertaking from each relevant vendor pending fulfilment of the relevant profit target of GTV Group.

Profit and technical guarantee of an associate

Reference is made to the announcements dated 23 November 2015, 28 March 2018. 6 September 2018, 30 November 2018 and 19 December 2018, the guarantee technical requirement of Guangdong Fengyuan Huake Bio Tech Company Limited ("Guangdong Fengyuan") has been achieved. However, the guarantee profit of RMB38 million for the year ended 31 December 2017 had not been met.

On 30 November 2018, among other parties, the Group and Guangdong Fengyuan Technology Innovation Bio Tech Company Limited* (廣東豐源科創生物科技有限公司) (the "Vendor"), Guangdong Fengyuan and Fengshuo Bio Medical Tech Company Limited entered into a supplemental agreement ("Supplemental Agreement"). According to the Supplemental Agreement, the Vendor has agreed to compensate the Group in the amount of RMB5.69 million. Under the Supplemental Agreement, the guarantee net profit of Guangdong Fengyuan for the years ending 31 December 2018, 31 December 2019 and 31 December 2020 will not be less than RMB20 million, RMB20 million and RMB38 million respectively. In the event that the guarantee net profits are not achieved, the Vendor shall transfer a percentage of the equity interest in Guangdong Fengyuan held by the Vendor to the Group at no further consideration based on the relevant formula. Please refer to the Company's announcements stated in the paragraph above.

重大收購及出售(續)

其他資料(續)

其餘代價股份(即合共90,000,000股股份)將繼續受限於相關賣方各自的禁售承諾,須待金泰創投集團達成相關溢利目標。

一間聯營公司的利潤及技術保證

茲提述日期為二零一五年十一月二十三日、二零一八年三月二十八日、二零一八年九月六日、二零一八年十一月三十日及二零一八年十二月十九日之公告,廣東豐源華科生物科技有限公司(「廣東豐源」)已達到保證技術要求,惟未能符合截至二零一七年十二月三十一日止年度人民幣38,000,000元之保證利潤。

於二零一八年十一月三十日,(其中包括)本集團及廣東豐源科創生物科技有限公司(「賣方」)、廣東豐源及廣東豐碩生物醫藥科技有限公司訂立補充協議(「補充協議」)。根據補充協議,賣方已同意向本集團賠償人民幣5,690,000元。根據補充協議,廣東豐源截至二零一八年十二月三十一日、二零一九年十二月三十一日及二零二零年十二月三十一日止年度之保證利潤淨額將分別不少於人民幣20,000,000元、人民幣20,000,000元及人民幣38,000,000元。倘未能達到保證利潤淨額,則賣方將在無需另付代價情況下轉讓其持有的廣東豐源以相關公式計算的百分比的股權予本集團。詳情請參閱本公司上段所述之公告。

DIRECTORS' REPORT
董事會報告

The Board is pleased to present to the Shareholders their report together with the audited consolidated financial statements of the Group for the Year.

董事會欣然向股東提呈董事會報告連同本集團本年度之經審核綜合財務報表。

PRINCIPAL BUSINESS

主要業務

The Company acts as an investment holding company. The principal business of its principal subsidiaries are set out in note 49 to the consolidated financial statements.

本公司為投資控股公司。其主要附屬公司之主要業務載於綜合財務報表附註49。

BUSINESS REVIEW

業務回顧

The business review of the Group for the Year, which forms part of this directors' report, is set out in the Management Discussion and Analysis on page 6 of this report.

本集團本年度的業務回顧(為董事會報告的構成部分)載於本報告第6頁的管理層討論與分析。

PROPERTY, PLANT AND EQUIPMENT

物業、廠房及設備

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

本集團於本年度內物業、廠房及設備的投資詳情載於綜合財務報表附註16。

REVENUE AND OPERATING SEGMENTS INFORMATION

收入及營運分部資料

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

本集團以主要業務劃分之本年度收入及經營溢利分析載於綜合財務報表附註7及8。

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

附屬公司、聯營公司及合營企業

Particulars of the Company's principal subsidiaries, associates and joint ventures as at 31 December 2018 are set out in notes 49, 19 and 20 to the consolidated financial statements respectively.

本公司於二零一八年十二月三十一日之主要附屬公司、聯營公司及合營企業之詳情分別載於綜合財務報表附註49、19及20。

RESULTS AND APPROPRIATIONS

業績及分配

The results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on page 106 of this report.

本集團本年度之業績載於本報告第106頁之綜合損益及其他全面收益表。

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

董事會不建議派付任何本年度末期股息(二零一七年:無)。

RISKS AND UNCERTAINTIES RELATING TO THE GROUP'S BUSINESS

The Group's financial condition, results of operations, businesses and prospects would be affected by a number of risks and uncertainties including business risks, operational risks, manpower and retention risks and financial risks. The Group's key risk exposures are summarised as follows:

Business risks	Performance of the Group's core business will be affected by various factors, including but not limited to economic conditions, performance of the healthcare market, performance of our investments held. The Group proactively monitors industry trends, technology innovations and responsive to changes in consumer behaviour.
Operational risks	Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Responsibility for managing operational risks basically rests with every function at divisional and departmental levels. Key functions in the Group are guided by their standard operating procedures, limits of authority and reporting framework. Our management will identify and assess key operational exposures regularly so that appropriate risk response can be taken.
Manpower and retention risks	The Group may face the risk of not being able to attract and retain key personnel and talents with appropriate and required skills, experience and competence which would meet the business objectives of the Group. The Group will provide attractive remuneration package to suitable candidates and personnel.
Compliance risks	The risk of loss resulting from breach of or non-compliance with applicable laws and regulations. The Group engages a legal advisory firm to provide relevant legal advice and compliance reviews on the Group's documentations and publications.
Financial risks	(i) foreign currency risk (ii) interest rate risk (iii) credit risk Details of the financial risk management are set out in note 5 to the consolidated financial statements.

有關本集團業務的風險及不確定因素

本集團的財務狀況、經營業績、業務及前景將受到多項風險及不確定因素的影響，包括業務風險、經營風險、人力及挽留風險以及財務風險。本集團面對的主要風險概述如下：

業務風險	本集團核心業務之表現將受到多項因素的影響，包括但不限於經濟狀況、健康市場表現、所持投資表現。本集團積極監察行業趨勢、技術創新及對應消費者行為變化。
經營風險	經營風險是因內部程序、人員及系統不足或失效或外界事件導致虧損的風險。管理經營風險的責任基本上設置於各部門的各職能。本集團的關鍵職能由其標準經營程序、權力限制及匯報框架引導。我們的管理層將定期鑒別及評估主要經營風險以採取適當風險回應。
人力及挽留風險	本集團可能面對無法吸引及挽留具備符合本集團業務目標的適當及必要技能、經驗及資歷的主要人員及人才的風險。本集團將向合適候選人及人員提供具吸引力的薪酬待遇。
合規風險	指因違反或不符合適用法例及規例而引致損失的風險。本集團委任法律顧問公司以提供相關法律意見及在本集團的文件及刊物內容上作合規審閱。
財務風險	(i) 外幣風險 (ii) 利率風險 (iii) 信貸風險 財務風險管理詳情載於綜合財務報表附註5。

RISKS AND UNCERTAINTIES RELATING TO THE GROUP'S BUSINESS (Continued)

There may be other risks and uncertainties in addition to those mentioned above which are not known to the Group or which may not be material now but could turn out to be material in the future.

For procedures and information of the Group's risk management and internal control system, please refer to the section headed "RISK MANAGEMENT AND INTERNAL CONTROL" in the Corporate Governance Report.

有關本集團業務的風險及不確定因素(續)

除上述者外，可能有本集團目前未知或現時未必重大但日後可能轉變為重大的其他風險及不確定因素。

有關本集團風險管理及內部監控系統的程序及資料，請參閱企業管治報告「風險管理及內部監控」一節。

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to achieving environmental sustainability. Our commitment to protect the environment is well reflected by our continuous efforts in promoting green measures and awareness in our daily business operations. The Group encourages environmental protection and promotes awareness towards environmental protection to the employees. The Group adheres to the principle of recycling and reducing. It implements green office practices such as double-sided printing and copying, setting up recycling bins, promoting using recycled paper and reducing energy consumption by switching off idle lightings and electrical appliance.

The Group endeavours to comply with the relevant laws and regulations regarding environmental protection and adopt effective measures to achieve efficient use of resources, waste reduction and energy saving. The Group will review its environmental practices from time to time and will consider implementing further eco-friendly measures and practices in the operation of the Group's businesses to move towards adhering the 3Rs – Reduce, Recycle and Reuse and enhance environmental sustainability.

For details, please refer to Environmental, Social and Governance Report in this annual report.

環境政策及表現

本集團致力於實現環境可持續性。我們保護環境的承諾充分體現於我們在日常業務營運中持續推行環保措施及意識。本集團鼓勵環保並向僱員宣傳環保意識。本集團遵守循環利用及減少使用的原則；實行綠色辦公室慣例，例如雙面打印及複印、設立回收桶、促進使用再生紙及關掉閒置照明設備與電器以減低能源消耗。

本集團致力於遵守環保相關法律及法規並採納有效措施實現資源的有效利用、減少廢物及節能。本集團將不時檢討其環保實務，並將考慮在本集團業務營運中實行進一步環保措施及慣例，以堅守減用、重造及重用(3R)原則並提高環境可持續性。

詳情請參閱本年報的環境、社會及管治報告。

COMPLIANCE WITH LAWS AND REGULATIONS

Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations in particular, those have significant impact on the Group. During the Year, as far as the Company is aware, there was no material breach of or non-compliance with applicable laws and regulations by the Group that has a significant impact on the business and operations of the Group.

法律及法規的合規事宜

本集團設有合規程序以確保遵守適用法律、規則及法規，尤其是對本集團有重大影響者。本年度內，就本公司所知，本集團並無嚴重違反或不遵守適用法律及法規，因而對本集團業務及經營造成重大影響。

COMPLIANCE WITH LAWS AND REGULATIONS (Continued)

As a listed company in Hong Kong, the shares of the Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the Company continuously complies with the requirements under the Rules Governing the Listing of Securities of the Stock Exchange (the "Listing Rules") including the disclosure requirements, corporate governance provisions and Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") therein. Under the Securities and Futures Ordinance (Cap. 571) (the "SFO"), the Company is required to maintain a register of interests in shares and short positions and a register of directors' and chief executives' interests and short positions and is obliged to the disclosure requirement of inside information. The Board will monitor the Group's policies and practices on compliance with legal and regulatory requirements and such policies are regularly reviewed. Any changes in the applicable laws, rules and regulations are brought to the attention of relevant employees and relevant operation units from time to time.

法律及法規的合規事宜(續)

作為香港上市公司，本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市，本公司持續遵守聯交所證券上市規則(「上市規則」)的規定，包括披露規定、企業管治條文及上市發行人董事進行證券交易的標準守則(「標準守則」)。根據證券及期貨條例(第571章)(「證券及期貨條例」)，本公司須存置股份權益及淡倉登記冊以及董事及最高行政人員權益及淡倉登記冊，並須遵守內幕消息披露規定。董事會將監察本集團有關遵守法律及法規規定的政策及常規，並會定期檢討該等政策。適用法律、規則及法規如有任何變動，將會不時提請相關僱員及相關經營單位注意。

FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five years is set out on pages 259 to 260 of this report.

財務概要

本集團過往五年之業績、資產及負債概要載於本報告第259至260頁。

SHARE CAPITAL AND SHARE OPTIONS

Movements in the share capital and share options of the Company during the Year are set out in notes 32 and 37 to the consolidated financial statements.

股本及購股權

本公司股本及購股權於本年度內之變動情況載於綜合財務報表附註32及37。

RESERVES

Movements in the reserves of the Group during the Year are set out on page 110 of this report.

As at 31 December 2018, the Company's reserves available for distribution, calculated in accordance with the Companies Act 1981 of Bermuda (as amended), was HK$105,887,000 (2017: HK$107,549,000).

儲備

本集團儲備於本年度內之變動情況載於本報告第110頁。

於二零一八年十二月三十一日，根據百慕達一九八一年公司法(經修訂)之規定所計算，本公司可供分派儲備為105,887,000港元(二零一七年：107,549,000港元)。

TAX RELIEF

The Company is not aware of any relief from taxation available to shareholders of the Company by reason of their holdings of Company's shares.

稅務優惠

本公司並不知悉有本公司股東因持有本公司股份而享有任何稅務優惠。

PRE-EMPTIVE RIGHTS

No pre-emptive rights exist under the Bye-laws of the Company (the "Bye-laws") and the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholders.

優先購買權

本公司公司細則(「公司細則」)及百慕達法律下並無優先購買權,這將使本公司須按比例向現有股東提呈發售新股份。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

購回、出售或贖回上市證券

本年度內,本公司或其任何附屬公司概無購回、出售或贖回本公司任何上市證券。

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in note 50 to the consolidated financial statements, there is no other significant events occurred after the reporting date and up to the date of this report.

報告期後事項

除綜合財務報表附註50所披露者外,於報告日期後及截至本年報日期,並無發生任何其他重大事件。

DIRECTORS

The Directors during the Year and up to the date of this report are:

Executive Directors

Mr. Cheung Wai Kuen ("Mr. Cheung") *(Chairman)*
Mr. Cheng Hau Yan ("Mr. Cheng") *(Deputy Chairman)*
Mr. Ye Jiong Xian ("Mr. Ye") *(Chief Executive Officer)*

Non-executive Directors

Mr. Hou Kai Wen ("Mr. Hou")
Mr. Lin Jiang ("Mr. Lin")

Independent Non-executive Directors

Mr. Lam Chi Wing ("Mr. Lam")
Mr. Mai Yang Guang ("Mr. Mai")
Mr. Wong Yiu Kit, Ernest ("Mr. Wong")

Pursuant to Bye-law 87 of the Bye-laws, Mr. Ye, Mr. Lin and Mr. Mai will retire from office by rotation at the forthcoming annual general meeting of the Company and being eligible, offer themselves for re-election as an executive Director, a non-executive Director and an independent non-executive director.

董事

本年度內及直至本報告日期止,董事為:

執行董事

張偉權先生(「張先生」)*(主席)*
鄭孝仁先生(「鄭先生」)*(副主席)*
葉炯賢先生(「葉先生」)*(行政總裁)*

非執行董事

侯凱文先生(「侯先生」)
林　江先生(「林先生」)

獨立非執行董事

林至頴先生(「林先生」)
麥楊光先生(「麥先生」)
黃耀傑先生(「黃先生」)

根據公司細則第87條,葉先生、林先生及麥先生將於本公司應屆股東周年大會上輪席卸任,並符合資格及願意重選連任為執行董事、非執行董事及獨立非執行董事。

SERVICE CONTRACTS OF DIRECTORS

No Director being proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

董事之服務合約

擬於應屆股東周年大會上重選連任之董事概無與本集團訂立不可於一年內終止且毋須支付賠償(法定賠償除外)之服務合約。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN THE SECURITIES OF THE COMPANY AND ASSOCIATED CORPORATIONS

董事及最高行政人員於本公司及相聯法團之證券權益

As at 31 December 2018, the interests and short positions of the Directors and the chief executive of the Company in the shares of the Company, underlying shares of the Company and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) or pursuant to section 352 of the SFO, to be entered into the register maintained by the Company, or otherwise required to notify the Stock Exchange pursuant to the Model Code are as follows:

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於本公司股份、本公司相關股份及本公司或其相聯法團(定義見證券及期貨條例第XV部)之債權證中，擁有根據證券及期貨條例第352條須記入本公司所備存的登記冊的權益及淡倉，或根據標準守則須知會聯交所的權益及淡倉如下：

	Number of shares 股份數目					
Name of Directors 董事姓名	Ordinary shares of the Company 本公司普通股	Underlying shares of the Company 本公司相關股份	Total 總數	Capacity 身份	*Notes 附註*	Percentage of issued share capital 佔已發行股本百分比
Mr. Cheung 張先生	930,379,671	–	930,379,671 (L)	Interest of controlled corporation 受控制法團權益	*1*	31.05%
Mr. Cheng 鄭先生	4,300,000	–	4,300,000 (L)	Beneficial owner/Interest of spouse 實益擁有人／配偶權益	*2*	0.14%

Remark:

The letter "L" denotes the long position in shares of the Company.

備註：

字母「L」指於本公司股份中的好倉。

Notes:

(1) Mr. Cheung, through his controlled corporation, Champion Dynasty is deemed to be interested in 930,379,671 shares of the Company held by Champion Dynasty.

(2) Mr. Cheng owned 4,000,000 Shares and his spouse, being a staff of a subsidiary of the Company, owned 300,000 Shares. Pursuant to the SFO, Mr. Cheng was deemed to be interested in same parcel of Shares which his spouse was interested.

附註：

(1) 張先生透過其受控法團Champion Dynasty被視為於Champion Dynasty持有的930,379,671股本公司股份中擁有權益。

(2) 鄭先生擁有4,000,000股份，而其配偶(為本公司附屬公司的員工)擁有300,000股份。根據證券及期貨條例，鄭先生被視為於其配偶擁有權益的同一批股份中擁有權益。

Save for disclosed above, as at 31 December 2018, none of the Directors, chief executives of the Company, nor their associates, had or was deemed to have any interest or short position in the shares of the Company, underlying shares of the Company or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), that was required to be recorded in the register maintained by the Company under section 352 of the SFO, or otherwise notified the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零一八年十二月三十一日，概無本公司董事、最高行政人員或彼等之聯繫人於本公司股份、本公司相關股份或本公司及其相聯法團(定義見證券及期貨條例第XV部)之債權證中，擁有或被視為擁有根據證券及期貨條例第352條須記入本公司所備存的登記冊的任何權益或淡倉，或根據標準守則已知會本公司及聯交所的任何權益或淡倉。

SUBSTANTIAL SHAREHOLDER'S INTEREST IN THE SECURITIES OF THE COMPANY

主要股東於本公司之證券權益

As at 31 December 2018, so far as are known to any Director or chief executive of the Company, the following party (other than the Directors or chief executive of the Company) was recorded in the register kept by the Company under section 336 of the SFO, or as otherwise notified the Company, as being directly or indirectly interested or deemed to be interested in 5% or more of the issued share capital of the Company:

據各董事及本公司最高行政人員所知悉，於二零一八年十二月三十一日，本公司根據證券及期貨條例第336條須備存之登記冊所載錄或另行知會本公司，直接或間接擁有或被視為擁有本公司已發行股本5%或以上之權益之人士(董事或本公司最高行政人員除外)如下：

Name of substantial Shareholder 主要股東名稱	Number of ordinary shares of the Company 本公司普通股股份數目	Capacity 身份	*Notes* *附註*	Percentage of issued share capital 佔已發行股本百分比
Champion Dynasty	930,379,671 (L)	Beneficial owner 實益擁有人	*1*	31.05%
Beauty Sunrise Investment Limited	300,000,000 (L)	Beneficial owner 實益擁有人	*2*	10.01%

Remark:

The letter "L" denotes the long position in shares of the Company.

Notes:

(1) Mr. Cheung is the sole director of Champion Dynasty and owned its entire issued capital.

(2) According to the relevant Disclosure of Interest Notice ("DI Notice") in connection with the Company available on www.hkex.com.hk as at 31 December 2018, Beauty Sunrise Investment Limited is a company wholly owned by Ms. Zhang Wenli.

備註：

字母「L」指於本公司股份中的好倉。

附註：

(1) 張先生為Champion Dynasty之唯一董事兼擁有其全部已發行股本之權益。

(2) 根據於二零一八年十二月三十一日於www.hkex.com.hk有關本公司的可得相關權益披露通知(「權益披露通知」)，Beauty Sunrise Investment Limited為一間由張文莉女士全資擁有的公司。

All the interests stated above represent long position which included interests in shares of the Company and underlying shares of the Company. Save for disclosed above, as at 31 December 2018, the Directors were not aware of any persons (who were not directors or chief executive of the Company) who had an interest or short position in the shares of the Company, underlying shares or bonds of the Company or its associated corporations which would fall to be disclosed 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.

上述所有權益均為好倉(包括本公司股份及本公司相關股份之權益)。除上文所披露者外，於二零一八年十二月三十一日，董事並不知悉有任何人士(並非本公司的董事或最高行政人員)於本公司股份、本公司或其相聯法團之相關股份或債券中，擁有根據證券及期貨條例第XV部第2及3分部須予披露的權益或淡倉，或根據證券及期貨條例第336條須記入該條所述之登記冊之權益或淡倉。

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the Year, none of the Directors was interested in any business which competed or was likely to compete, either directly or indirectly, with the Group's businesses.

董事於競爭業務之權益

本年度，概無董事在與本集團業務直接或間接構成競爭或可能構成競爭之任何業務中擁有權益。

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

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

購買股份或債權證之安排

本公司、其附屬公司、其控股公司或其控股公司之附屬公司概無於本年度內作出安排，以使董事可藉購入本公司或任何其他法人團體之股份或債權證而獲得利益。

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save for disclosed in the "Continuing Connected Transactions" below, no Director nor any entity connected with a Director is or was materially interested, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group or to which the Company or any of its subsidiaries, its parent company and the subsidiaries of its parent company was a party during or at the end of the Year.

董事於重大交易、安排或合約的權益

除下文「持續關連交易」所披露者外，概無董事或任何與董事有關的實體現在或過往在任何對本集團業務而言屬重大，或本公司或其任何附屬公司、其母公司及母公司附屬公司於本年度內或本年度末為訂約方的交易、安排或合約中直接或間接擁有重大權益。

CONTROLLING SHAREHOLDER'S INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save for disclosed in the "Continuing Connected Transactions" below, no controlling Shareholder or its subsidiaries had a material interest, either directly or indirectly, in any contract of significance, whether for the provision of services or otherwise, to the business of the Group, to which the Company or any of its subsidiaries was a party during the Year.

控股股東於重大合約的權益

除下文「持續關連交易」所披露者外，概無控股股東或其附屬公司在任何對本集團業務而言屬重大且本公司或其任何附屬公司於本年度內為訂約方的合約(不論為提供服務或其他合約)中直接或間接擁有重大權益。

CONTINUING CONNECTED TRANSACTIONS

On 27 September 2012, the Company, as lender, entered into a loan agreement with Champion Dynasty, a controlling shareholder of the Company, as borrower, and Mr. Cheung, as an individual guarantor, and Guangdong Allad Commercial Development Company Limited* (廣東奧理德商業發展有限公司) (formerly known as Guangdong Allad Yiliao Touzi Company Limited* (廣東奧理德醫療投資有限公司)), as a corporate guarantor, to grant a three-year revolving loan facility of up to HK$220,000,000 to Champion Dynasty at an interest rate of HIBOR plus 2.5% per annum (the "Loan Agreement"). The loan facility was approved by the independent Shareholders at the special general meeting held on 20 November 2012. The loan was repayable on demand.

持續關連交易

於二零一二年九月二十七日，本公司(作為貸方)與本公司之控股股東Champion Dynasty(作為借方)及張先生(作為個人擔保人)及廣東奧理德商業發展有限公司(前稱為廣東奧理德醫療投資有限公司)(作為公司擔保人)訂立一份貸款協議，向Champion Dynasty提供一筆最多220,000,000港元之三年期循環貸款融資，年利率為香港銀行同業拆息率加2.5厘(「貸款協議」)。該貸款融資已於二零一二年十一月二十日舉行之股東特別大會取得獨立股東批准。該貸款須於要求時償還。

CONTINUING CONNECTED TRANSACTIONS (Continued)

On 2 October 2015, the Company, as lender, entered into a new facility agreement and agreed to renew the Loan Agreement with Champion Dynasty, as borrower, and Mr. Cheung, as individual guarantor, for a period of three years from 20 November 2015 to 19 November 2018 in relation to a three-year revolving loan facility of up to HK$200,000,000 to Champion Dynasty at an interest rate of 10% per annum (the "First Renewed Shareholder Loan Transaction"). The First Renewed Shareholder Loan Transaction was approved by the independent Shareholders at the special general meeting held on 19 November 2015. The loan is repayable on demand.

On 5 October 2018, the Company, as lender, entered into a new facility agreement and agreed to renew the Loan Agreement with Champion Dynasty, as borrower, and Mr. Cheung, as individual guarantor, for a period of three years from 19 November 2018 to 18 November 2021 in relation to a three-year revolving loan facility of up to HK$200,000,000 to Champion Dynasty at an interest rate of 10% per annum (the "Second Renewed Shareholder Loan Transaction", together with the First Renewed Shareholder Loan Transaction, the "Loan Transactions"). The Second Renewed Shareholder Loan Transaction was approved by the independent Shareholders at the special general meeting held on 19 November 2018. The loan is repayable on demand.

Having reviewed the Loan Transactions, the INED, pursuant to Rule 14A.55 of the Listing Rules on the requirement to carry out annual review on all continuing connected transactions, other than fully exempt continuing connected transactions under the Listing Rules (if any), confirmed that the Loan Transactions was made in the ordinary and usual course of business of the Group, was made on normal commercial terms and in accordance with the relevant agreement governing on terms that was fair and reasonable and in the interests of the Shareholders as a whole.

The Company's auditor (the "Independent Auditor") were engaged to report on the Group's continuing connected transaction in accordance with Hong Kong Standard on Assurance Engagements 3000 "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 "HKICPA"). The Independent Auditor had issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions in accordance with Rule 14A.56 of the Listing Rules. A copy of the Independent Auditor's letter has been provided by the Company to the Stock Exchange.

持續關連交易(續)

於二零一五年十月二日,本公司(作為貸方)與Champion Dynasty(作為借方)及張先生(作為個人擔保人)就向Champion Dynasty提供一筆最多200,000,000港元之三年期、年利率10厘的循環貸款融資訂立一份新的融資協議及同意重續貸款協議,期限為二零一五年十一月二十日起至二零一八年十一月十九日止三年(「第一次重續股東貸款交易」)。第一次重續股東貸款交易已於二零一五年十一月十九日舉行之股東特別大會取得獨立股東批准。該貸款須於要求時償還。

於二零一八年十月五日,本公司(作為貸方)與Champion Dynasty(作為借方)及張先生(作為個人擔保人)就向Champion Dynasty提供一筆最多200,000,000港元之三年期、年利率10厘的循環貸款融資訂立一份新的融資協議及同意重續貸款協議,期限為二零一八年十一月十九日起至二零二一年十一月十八日止三年(「第二次重續股東貸款交易」,連同第一次重續股東貸款交易,統稱「貸款交易」)。第二次重續股東貸款交易已於二零一八年十一月十九日舉行之股東特別大會取得獨立股東批准。該貸款須於要求時償還。

在審閱貸款交易後,獨立非執行董事根據上市規則第14A.55條就所有持續關連交易進行年度審閱之規定(除按上市規則完全豁免之持續關連交易外(如有)),確認貸款交易乃於本集團之一般及日常業務過程中,按照一般商業條款,並根據該交易之相關協議條款進行,而交易條款屬公平及合理,且符合股東之整體利益。

本公司之核數師(「獨立核數師」)受委聘就本集團之持續關連交易,按照香港會計師公會(「香港會計師公會」)所頒佈的香港核證工作準則第3000號「歷史財務資料審計或審閱以外的核證業務」,以及參照《實務説明》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」出具報告。獨立核數師已按上市規則第14A.56條發出其無保留信函,包含其對有關持續關連交易作出之調查及結論。本公司已向聯交所呈交獨立核數師信函副本。

CONTINUING CONNECTED TRANSACTIONS (Continued)

持續關連交易(續)

Pursuant to Rule 14A.56 of the Listing Rules, the Independent Auditor confirmed that the Loan Transactions:

(i) had received the approvals of the Board;

(ii) had been entered into in accordance with the relevant agreements governing the Loan Transactions; and

(iii) had not exceeded the respective caps disclosed in the previous circulars of the Company dated 2 November 2015 and 5 November 2018.

Save for mentioned above, there were no other discloseable non-exempted connected transactions or non-exempted continuing connected transactions under the Listing Rules during the Year.

Material related party transactions, including the said continuing connected transaction, entered into by the Group for the Year are disclosed in note 46 to the consolidated financial statements. Saved for disclosed above, none of such transactions constituted a connected transaction of the Company pursuant to Chapter 14A of the Listing Rules. The Company has complied with the disclosure requirements under Chapter 14A of the Listing Rules as and where applicable and relevant during the Year.

To the extent of the related party transactions as disclosed in note 46 to the consolidated financial statements which constituted continuing connected transactions, the Company had complied with the relevant requirements under Chapter 14A of the Listing Rules during the Year.

獨立核數師已根據上市規則第14A.56條確認貸款交易：

(i) 已經由董事會批准；

(ii) 乃根據貸款交易之有關協議條款進行；及

(iii) 並無超逾先前本公司日期為二零一五年十一月二日及二零一八年十一月五日之通函分別所披露之上限。

除上文所述外，本年度內並無其他根據上市規則須作出披露之不獲豁免關連交易或不獲豁免持續關連交易。

於本年度，由本集團進行之重大關聯方交易，包括上述持續關連交易，已於綜合財務報表附註46披露。除上文所披露者外，根據上市規則第14A章，概無有關交易構成本公司的關連交易。於本年度，本公司已於適當及相關情況下遵守上市規則第14A章的披露規定。

於本年度內，倘綜合財務報表附註46所披露之關聯方交易構成持續關連交易，本公司已遵守上市規則第14A章下之有關規定。

REMUNERATION POLICIES, SHARE OPTION SCHEME AND SHARE AWARD SCHEME

酬金政策、購股權計劃及股份獎勵計劃

As at 31 December 2018, the Group had around 200 employees excluding Directors (2017: around 270). The total staff cost excluding Directors' emoluments was approximately HK$14,972,000 (2017: HK$12,468,000) during the Year. The Remuneration Committee was set up for reviewing the Group's overall 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.

於二零一八年十二月三十一日，本集團有約200名僱員(不包括董事在內)(二零一七年：約270名)。本年度員工成本總額(不包括董事酬金)約為14,972,000港元(二零一七年：12,468,000港元)。成立薪酬委員會乃為檢討本集團全體董事及高級管理層酬金的總體薪酬政策及架構，當中考慮到本集團營運業績、董事及高級管理層的個人表現以及可資比較市場慣例。

REMUNERATION POLICIES, SHARE OPTION SCHEME AND SHARE AWARD SCHEME (Continued)

Remuneration package comprised salaries and year ended bonuses based on individual merits. The Company adopted a share option scheme on 11 October 2012 (the "2012 Scheme"). During the Year, no share option was granted and no share option was outstanding as at 31 December 2018. The company adopted a share award scheme on 30 August 2018 (the "2018 Scheme"). During the year, no share award was granted. Details of the 2012 Scheme and the 2018 Scheme are set out in notes 37 and 38 to the consolidated financial statements.

酬金政策、購股權計劃及股份獎勵計劃(續)

酬金待遇包括以薪金及按個人表現釐定之年終花紅。本公司於二零一二年十月十一日採納了一項購股權計劃(「二零一二年計劃」)。本年度內並無授出購股權，且於二零一八年十二月三十一日，並無購股權發行在外。本公司於二零一八年八月三十日採納股份獎勵計劃(「二零一八年計劃」)。於年內並無授出任何股份獎勵。有關二零一二年計劃及二零一八年計劃的詳情載於綜合財務報表附註37及38。

RETIREMENT BENEFIT SCHEMES

The Group operates the provident fund scheme as defined in the Mandatory Provident Fund Schemes Ordinance, Chapter 485 of the laws of Hong Kong (the "MPF Scheme") for the Year. The MPF Scheme is defined contribution scheme and the assets of the scheme are managed by its trustee.

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

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 the profit or loss as they become payable in accordance with the rules of the central pension scheme.

Particulars of contribution to the retirement benefit scheme for the Year are set out in note 40 to the consolidated financial statements.

退休福利計劃

本集團本年度參與香港法例第485章《強制性公積金計劃條例》所界定之公積金計劃(「強積金計劃」)。強積金計劃為界定供款計劃，該計劃之資產由其受託人管理。

強積金計劃可供所有年齡介乎18至65歲並於香港連續受僱最少60日之本集團僱員參加。本集團根據員工之有關入息作出5%之供款。就供款而言，有關法定入息水平上限為每月30,000港元。不論其於本集團之服務年期，員工均可取得100%本集團供款連同應計回報，惟根據法例，有關利益須保留至65歲的退休年齡方可領取。

本集團於中國大陸經營之附屬公司之僱員須參加由當地市政府所運作的中央退休金計劃。該等附屬公司須按其薪金成本的某一百分比向該中央退休金計劃供款。有關供款於根據該中央退休金計劃之規則須支付時計入損益。

本年度退休福利計劃供款之詳情載於綜合財務報表附註40。

PERMITTED INDEMNITY PROVISION

According to the Bye-laws, among others, the Directors, acting in relation to any of the affairs of the Company shall be entitled to indemnified and secured harmless out of assets and profits of the Company from and against all, among others, actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain. The Company has taken out and maintained directors' and officers' liability insurance throughout the Year, which provides appropriate cover the certain legal actions brought against the Directors and officers.

獲准彌償條文

根據公司細則，(其中包括)就本公司任何事務行事的董事可從本公司的資產及利潤就該等人士或其中任何人士將或可能招致或蒙受的所有(其中包括)訴訟、費用、收費、損失、損害及開支獲得彌償並免就此受任何損害。本公司已於本年度全年取得及維持董事及高級職員的責任保險，這為針對董事及高級職員提起的若干法律訴訟提供了適當保障。

EQUITY-LINKED AGREEMENTS

On 5 August 2016, convertible notes of US$10 million ("USD Convertible Notes") were issued by the Company. Upon exercise in full of the subscription rights attaching to the USD Convertible Notes at the conversion price of HK$0.70 (subject to adjustment), a maximum of 110,714,285 ordinary shares of the Company will be issued, which no shares of the Company has been issued as at the date of this report under the USD Convertible Notes. The conversion rights under the USD Convertible Notes shall be exercisable during the conversion period commencing on the date of the USD Convertible Notes and ending on 180 days prior to the maturity date of the USD Convertible Notes. The net proceeds from the issue of the USD Convertible Notes amounts to HK$77,000,000. Details of which have been disclosed in the Company's announcements dated 5 August 2016 and 16 August 2016. In December 2018, USD Convertible Notes amounted to US$2 million was redeemed and US$8 million Convertible Notes was outstanding as at 31 December 2018. Subsequent to the Year, US$1,000,000 USD Convertible Notes was redeemed and US$7,000,000 was outstanding up to the date of this report.

The convertible bonds were issued to the subscriber on 15 August 2016. In accordance with the terms of the convertible bonds, the convertible bonds would mature on 15 August 2018. The Company is currently negotiating the terms of extension of the convertible bond with the subscriber. In addition, the subscriber had given confirmation that the Company is not required to redeem the convertible bonds on the existing maturity date and does not constitute for any breach of the terms of the convertible bonds committed by the Company in connection with the expiry of the existing maturity date.

The Group came across and negotiated investment opportunities related to the healthcare industry with potential mergers and acquisitions, while proactively raising fund necessary for the negotiation and identification of new investment opportunities, such proceeds may be applied to potential new investment opportunities and general working capital of the Group and for the development of existing healthcare business of the Group.

股票掛鈎協議

於二零一六年八月五日，本公司發行10,000,000美元的可換股票據(「美元可換股票據」)。按換股價0.70港元(可予調整)悉數行使美元可換股票據所附認購權後，將發行本公司最多110,714,285股普通股，於本報告日期並無根據美元可換股票據發行任何本公司股份。美元可換股票據下的換股權可於自美元可換股票據發行當日起至美元可換股票據的到期日前180日內行使。發行美元可換股票據所得款項淨額為77,000,000港元。詳情已於本公司日期為二零一六年八月五日及二零一六年八月十六日的公告中披露。於二零一八年十二月，已贖回2,000,000美元的美元可換股票據，而於二零一八年十二月三十一日，8,000,000美元的可換股票據則尚未行使。於本年度後，已贖回1,000,000美元的美元可換股票據，而直至本報告日期，7,000,000美元的美元可換股票據則尚未行使。

可換股債券已於二零一六年八月十五日發行予認購人。根據可換股債券之條款，可換股債券將於二零一八年八月十五日到期。本公司現正與認購人就延長可換股債券年期展開磋商。此外，認購人已確認，本公司毋須於現行到期日贖回可換股債券，而此不會構成違反本公司就可換股債券之條款所作出關於現行到期日屆滿之承諾。

本集團遇到並協商有關健康產業的投資機會，有可能進行併購，同時積極籌集必要資金以協商及物色新投資機會，有關所得款項可能用於潛在新投資機會及本集團一般營運資金以及用於發展本集團現有健康業務。

MANAGEMENT CONTRACTS

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

管理合同

本年度概無訂立或存在有關本公司整體或任何重要部分業務上的管理及行政合同。

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate turnover attributable to the Group's largest customer and five largest customers amounted for approximately 6% (2017: 14%) and 22% (2017: 33%) respectively, of the Group's total turnover for the Year.

The aggregate purchases attributable to the Group's largest supplier and five largest suppliers accounted for approximately 17% (2017: 13%) and 62% (2017: 51%) respectively, of the Group's total purchases for the Year.

None of the Directors, their close associates, or any Shareholders (which to the knowledge of the Directors owned more than 5% of the Company's issued shares) had beneficial interests in any of the Group's five largest customers and five largest suppliers during the Year.

主要客戶及供應商

本集團最大客戶及五大客戶之營業總額分別約佔本集團本年度營業總額之6%(二零一七年：14%)及22%(二零一七年：33%)。

本集團最大供應商及五大供應商之採購總額分別約佔本集團本年度採購總額之17%(二零一七年：13%)及62%(二零一七年：51%)。

董事、彼等之緊密聯繫人或任何股東(據董事所知擁有本公司已發行股份逾5%者)概無於本年度擁有本集團任何五大客戶及五大供應商之實益權益。

RELATIONSHIPS WITH KEY STAKEHOLDERS

The Group's success also depends on the support from key stakeholders which comprise employees, customers, suppliers, regulators and Shareholders. Employees are regarded as the most important and valuable assets of the Group. The Group maintains a good relationship with its employees and did not experience any major difficulties in recruitment, nor did it experience any material loss in manpower or suffer from any material labour dispute during the Year. The Group also understands the importance of maintaining a good relationship with its suppliers and customers to meet its short-term and long-term goals. It enjoys good relationships with suppliers and customers and strives to take an active part in the communities where they operate.

與主要持份者的關係

本集團的成功亦有賴主要持份者的支持，包括員工、客戶、供應商、監管機構及股東。員工被視為本集團最重要及有價值的資產。本年度本集團與其員工保持良好的關係及並無於招聘遇到任何重大困難，亦無遇到任何重大僱員流失或任何重大勞資糾紛。本集團亦明白為達致其短期及長期目標而與其供應商及客戶維持良好關係之重要性。其與供應商及客戶保持良好關係，並致力積極參與彼等營運所在社區之活動。

PUBLIC FLOAT

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

公眾持股量

根據本公司從公開途徑所得之資料及據董事於本報告刊發前最後實際可行日期所知，本公司於本年度內及截至本報告刊發前的最後實際可行日期已按上市規則規定維持指定數額之公眾持股量。

AUDITORS

The consolidated financial statements for the Year were audited by HLB Hodgson Impey Cheng Limited whose term of office will expire upon the forthcoming annual general meeting. A resolution for the re-appointment of HLB Hodgson Impey Cheng Limited as the Independent Auditors for the subsequent year will be proposed at the forthcoming annual general meeting. The consolidated financial statements for the year ended 31 December 2015 to 31 December 2018 were audited by HLB Hodgson Impey Cheng Limited. There has been no other change in the Independent Auditor in any of the preceding three years.

核數師

本年度之綜合財務報表已經由國衛會計師事務所有限公司審核，其任期於即將舉行之股東周年大會上屆滿。本公司於即將舉行之股東周年大會上提呈續聘國衛會計師事務所有限公司為隨後一年獨立核數師之決議案。自截至二零一五年十二月三十一日止年度至截至二零一八年十二月三十一日止年度之綜合財務報表已經由國衛會計師事務所有限公司審核。於過去三年的任何一年，獨立核數師概無其他變動。

On behalf of the Board
Common Splendor International Health Industry Group Limited

Cheung Wai Kuen
Chairman

Hong Kong, 29 March 2019

代表董事會
同佳國際健康產業集團有限公司

主席
張偉權

香港，二零一九年三月二十九日

EXECUTIVE DIRECTORS

Mr. Cheung Wai Kuen, aged 45, joined the Company as executive Director in August 2012 and has been appointed as the chairman of the Board (the "Chairman") in September 2012. He is also a director of certain subsidiaries of the Group. He has established a number of enterprises in various industries in the People's Republic of China (the "PRC") since 1997, including property investment, hospital and trading business. Mr. Cheung has over 15 years of experience in capital management and corporate management. He was appointed as an executive director of L'sea Resources International Holdings Limited (Stock Code: 195) on 4 December 2009. Mr. Cheung is a director of Champion Dynasty, a controlling shareholder of the Company.

Mr. Cheng Hau Yan, aged 72, joined the Company as executive Director in August 2012 and has been appointed as the deputy chairman of the Board (the "Deputy Chairman") since September 2012. He is also a director of certain subsidiaries of the Group. He was the deputy division chief of the Finance and Planning Division of Yunnan Provincial Geology and Mining Bureau from October 1984 to March 1986, and deputy director of the Economic Commission of Kunming for the period from April 1986 to April 1988. From May 1988 to 1996, he was the president of the Yunnan Branch of Bank of Communications. Mr. Cheng was an executive director of Yunnan Enterprises Holdings Limited (Stock Code: 455) from April 1998 to March 2006, and west China regional director of the Chinese Estates Holdings Limited (Stock Code: 127) from 2006 to 2010. He was appointed as an independent non-executive director of L'sea Resources International Holdings Limited (Stock Code: 195) on 23 December 2009 and re-designated as executive director from December 2010 to September 2012. Mr. Cheng obtained a master of Business Administration degree from the Shanghai Jiao Tong University in 1983.

Mr. Ye Jiong Xian, aged 54, joined the Company as executive Director in December 2015 and has been appointed as the chief executive officer of the Company (the "CEO") since December 2015. Mr. Ye is a chief surgeon, professor, doctor in management studies and doctoral advisor. He has over 30 years of experience in the fields of clinical medicine, teaching, scientific research and management. He once severed as senior executives in a number of top class Grade A hospitals. Mr. Ye also held administrative positions with health care authorities for a number of years where he led the preparation work for setting up large general hospitals and won great awards in China. He was once sent to international universities such as the Harvard University to study where he accumulated rich experience in health care management. Mr. Ye is currently the executive member of Logistics Management Special Committee under the Chinese Hospital Association* (中國醫院協會醫院後勤管理專業委員會常務委員), the executive director of the Hospital Architecture System Research Branch under the Chinese Hospital Association* (中國醫院協會醫院建築系統研究分會常務理事), the editorial board member of the book titled Architecture and Equipment of Chinese Hospitals* (《中國醫院建築與裝備》) and the chief editor of the books titled Practices in Setting up Hospitals* (《醫院籌建務實》) and Norms for Etiquette of Medical Workers* (《醫務人員禮儀規範》).

執行董事

張偉權先生，現年45歲，於二零一二年八月加入本公司，任職執行董事，並自二零一二年九月起為董事會主席(「主席」)。彼亦為本集團若干附屬公司之董事。彼自一九九七年起在中華人民共和國(「中國」)不同行業成立多間企業，從事業務包括物業投資、醫院及貿易。張先生在資本管理及企業管理方面具有逾十五年經驗。彼自二零零九年十二月四日起為利海資源國際控股有限公司(股份代號：195)執行董事。張先生是Champion Dynasty(即本公司的一名控股股東)之董事。

鄭孝仁先生，現年72歲，於二零一二年八月加入本公司，任職執行董事，並自二零一二年九月起為董事會副主席(「副主席」)。彼亦為本集團若干附屬公司之董事。彼於一九八四年十月至一九八六年三月期間出任雲南地質礦業局計劃財務處之副處長，並於一九八六年四月至一九八八年四月期間出任昆明市經濟委員會副主任。於一九八八年五月至一九九六年，彼為交通銀行雲南分行行長。於一九九八年四月至二零零六年三月，鄭先生亦曾擔任雲南實業控股有限公司(股份代號：455)之執行董事，並於二零零六年至二零一零年出任華人置業集團(股份代號：127)之華西地區主管。彼於二零零九年十二月二十三日獲委任為利海資源國際控股有限公司(股份代號：195)獨立非執行董事，並從二零一零年十二月至二零一二年九月調任為執行董事。鄭先生於一九八三年在上海交通大學取得工商管理碩士學位。

葉炯賢先生，現年54歲，於二零一五年十二月加入本公司，任職執行董事，並自二零一五年十二月獲委任為本公司行政總裁(「行政總裁」)。葉先生為外科主任醫師、教授、管理學博士及博士生導師。彼從事臨床醫學、教學、科研及管理工作超過三十年，在多所甲級醫院擔任高級管理工作。葉先生亦在衛生管理部門從事行政管理工作多年，曾主持籌建大型綜合性醫院並於中國獲得大獎，並曾獲派到哈佛大學等國際高等學府學習，積累了豐富的衛生管理經驗，現任中國醫院協會醫院後勤管理專業委員會常務委員、中國醫院協會醫院建築系統研究分會常務理事、《中國醫院建築與裝備》編委、《醫院籌建務實》及《醫務人員禮儀規範》著作主編。

NON-EXECUTIVE DIRECTORS

Mr. Lin Jiang, aged 54, joined the Company as non-executive Director of the Company in February 2013. Mr. Lin has over 20 years of experience in economic and financial sectors. He has earned both a Bachelor's degree and a Master's degree in Economics from Sun Yat-sen University, along with a Doctor's degree from Jinan University in Economics, and completed his postdoctoral research on Applied Economics in Zhongnan University of Economics and Law. Mr. Lin is currently a Deputy Director, Research Center of Hong Kong Macau and the Pearl River Delta, Sun Yat-sen University, as well as an Economics professor in Lingnan College of Sun Yat-sen University. Moreover, he serves as an instructional committee member of Public Financial Class of High Education Institute of the Ministry of National Education* (國家教育部高等學校財政學類教學指導委員會), a part-time researcher for Cross-Strait Research Center* (海峽兩岸研究中心兼職研究員), an advisory member of Guangzhou Municipal Financial Experts Committee* (廣州市財政專家諮詢委員會), a specialist researcher of the Taiwan Affairs Offices of the People's Government of Guangdong Province and Guangdong Taiwan Research Centre* (廣東省人民政府台灣事務辦公室和廣東台灣研究中心), strategic expert of Guangzhou People's Government, 4th session (廣州市人民政府第四屆決策諮詢專家) and a consultation expert of the Budget Committee of Guangzhou Municipal People's Congress, 15th session. In addition, He was then the deputy general manager for the financial division of China Merchant Group Limited.

Mr. Hou Kai Wen, aged 32, joined the Company as non-executive Director on 5 June 2017. Mr. Hou obtained a Bachelor's degree in Business Administration and Mathematics from Aston University in Birmingham, the United Kingdom in 2010. Subsequently, Mr. Hou obtained a Master's degree in International Accounting & Finance from London Cass Business School, City University in 2011. Mr. Hou joined the Banking Division of Guosen Securities Investment in May 2012, and he was principally responsible for initial public offering and capital markets related matters. He was involved in a number of healthcare and medical care related initial public offerings in the past. On February 2016, Mr. Hou joined China Great Wall AMC (International) Holdings Co., Ltd as a vice president, and since then, he was mainly responsible for investments in healthcare related businesses.

非執行董事

林江先生，現年54歲，於二零一三年二月加入本公司，任職本公司非執行董事。林先生於經濟金融領域累積超過二十多年經驗。彼持有中山大學經濟學學士學位及碩士學位、暨南大學經濟學博士學位及完成中南財經政法大學應用經濟學博士後研究工作。林先生現任中山大學港澳珠江三角洲研究中心副主任及中山大學嶺南學院經濟學教授。此外，彼現時為國家教育部高等學校財政學類教學指導委員會委員、海峽兩岸研究中心兼職專業研究員、廣州市財政專家諮詢委員會委員、廣東省人民政府台灣事務辦公室和廣東台灣研究中心特邀研究員、廣州市人民政府第四屆決策諮詢專家、廣州市第十五屆人民代表大會預算委員會諮詢專家。此外，林先生曾在招商局集團有限公司擔任金融事業部副總經理。

侯凱文先生，現年32歲，於二零一七年六月五日加入本公司，任職非執行董事。侯先生於二零一零年取得英國伯明罕阿斯頓大學工商管理及數學學士學位。其後，侯先生於二零一一年取得倫敦大學城市學院卡斯商學院國際會計及金融碩士學位。侯先生於二零一二年五月加入國信證券投資銀行部，而彼主要負責首次公開發售及資本市場相關事宜。彼過往曾參與多項保健及醫療相關首次公開發售。於二零一六年二月，侯先生加入中國長城資產(國際)控股有限公司，擔任副總裁，並自當時起主要負責多項健康相關業務之投資。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Mai Yang Guang, aged 54, joined the Company as INED in February 2013. He is also the chairman of the nomination committee (the "Nomination Committee") of the Company, the chairman of the remuneration committee (the "Remuneration Committee") of the Company and a member of the audit committee (the "Audit Committee") of the Company. Mr. Mai has over 20 years of experience in enterprise management in the PRC. He graduated from Thermal Engineering Department of Northeastern University in the PRC. Mr. Mai is the executive director and general manager of Shenzhen Xinyinji Enterprise Development Limited* (深圳市新銀基實業發展有限公司) and the chairman of board of directors and general manager of Shenzhen Haojiahua Investment Limited* (深圳市好嘉華投資有限公司).

Mr. Wong Yiu Kit, Ernest, aged 51, joined the Company as INED in September 2017. He is also the chairman of the Audit Committee, and a member of the Remuneration Committee and the Nomination Committee. Mr. Wong has over 25 years of experience in venture capital, corporate finance, business development and general management. He served as the president and group chief financial officer of KVB Kunlun Holdings Limited ("KVB") and as the executive director, the chief financial officer and the company secretary of KVB's subsidiary, KVB Kunlun Financial Group Limited, the shares of which are listed on the Stock Exchange (Stock Code: 6877). Mr. Wong also served as an independent non-executive director of Renheng Enterprise Holdings Limited (Stock Code: 3628), HongDa Financial Holding Ltd (Stock Code: 1822), Progressive Path Group Holdings Limited (Stock Code: 1581), China Regenerative Medicine International Limited (Stock Code: 8158), each of the shares of such companies are listed on the Stock Exchange. Mr. Wong also served several positions at Adamas Finance Asia Limited, a company listed on the London Stock Exchange (LSE Stock Code: ADAM), including its executive director from May 2008 to February 2014, its chief financial officer from May 2008 to October 2011 and its non-executive director since February 2014. Mr. Wong also served as an independent non-executive director of Legend Strategy International Holdings Group Company Limited (Stock Code: 1355) from November 2016 to September 2018.

獨立非執行董事

麥楊光先生,現年54歲,於二零一三年二月加入本公司,任職獨立非執行董事。彼亦為本公司之提名委員會(「提名委員會」)主席、本公司薪酬委員會(「薪酬委員會」)主席及本公司審核委員會(「審核委員會」)成員。麥先生於中國從事企業管理並累積逾二十年經驗。彼畢業於中國東北大學熱能工程系。麥先生現任深圳市新銀基實業發展有限公司之執行董事兼總經理及深圳市好嘉華投資有限公司董事長兼總經理。

黃耀傑先生,現年51歲,於二零一七年九月加入本公司,任職獨立非執行董事。彼亦為審核委員會主席以及薪酬委員會及提名委員會成員。黃先生於創業投資、企業財務、業務發展及一般管理方面擁有逾25年經驗。彼曾擔任KVB昆侖控股有限公司(「KVB」)的總裁及集團財務總監,並曾擔任KVB的附屬公司昆侖國際金融集團有限公司(其股份於聯交所上市,股份代號:6877)的財務總監及公司秘書。黃先生亦曾擔任仁恒實業控股有限公司(股份代號:3628)、弘達金融控股有限公司(股份代號:1822)、進昇集團控股有限公司(股份代號:1581)及中國再生醫學國際有限公司(股份代號:8158)的獨立非執行董事。該等公司的股份均於聯交所上市。黃先生亦於Adamas Finance Asia Limited(一間於倫敦證券交易所上市之公司,倫敦證券交易所股份編號:ADAM)擔任數職,包括自二零零八年五月至二零一四年二月期間擔任執行董事、自二零零八年五月至二零一一年十月期間擔任財務總監及自二零一四年二月起擔任非執行董事。黃先生亦曾於二零一六年十一月至二零一八年九月期間於朸濬國際集團控股有限公司(股份代號:1355)任職獨立非執行董事。

INDEPENDENT NON-EXECUTIVE DIRECTORS (Continued)

Mr. Wong obtained a bachelor's degree in business administration from The University of Hong Kong, a master's degree of science in investment management from The Hong Kong University of Science and Technology and a master's degree of science in electronic engineering from the Chinese University of Hong Kong. Mr. Wong was admitted as a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales. He was admitted as a chartered financial analyst of the Institute of Chartered Financial Analysts. He is a current member of the Hong Kong Securities Institute. He is also acting the deputy chairman of the HKU Convocation, the court member of The University of Hong Kong, and a committee member of the Association of Chartered Certified Accountants Hong Kong.

Mr. Lam Chi Wing, aged 39, joined the Company as INED in March 2016. He is also a member of the Remuneration Committee, the Nomination Committee and the Audit Committee. Mr. Lam obtained a Bachelor of Business Administration degree in Accounting & Finance at the University of Hong Kong in 2003. Subsequently, Mr. Lam obtained a Master of Science degree in Knowledge Management at the Hong Kong Polytechnic University in 2006 and a Master of Business Administration degree at the Chinese University of Hong Kong in 2010. Mr. Lam is currently a doctoral candidate in Global Creative Industries of the University of Hong Kong.

Mr. Lam served at PricewaterhouseCoopers in 2003. Mr. Lam subsequently joined Li & Fung Group, which he served as Group Chief Representative and General Manager, Southern China of Li & Fung Development (China) Limited prior to his departure. Mr. Lam currently serves as director or consultant at a number of companies in Hong Kong and the PRC.

獨立非執行董事(續)

黃先生擁有香港大學工商管理學士學位，香港科技大學投資管理學理學碩士學位，及香港中文大學電子工程理學碩士學位。黃先生獲認可為英國特許公認會計師公會、香港會計師公會及英格蘭及威爾斯特許會計師公會資深會員。彼獲認可為特許財務分析師學會之特許財務分析師。彼現時為香港證券專業學會會員。彼亦為香港大學畢業生議會副主席、香港大學校董及特許公認會計師公會香港分會會員。

林至頴先生，現年39歲，於二零一六年三月加入本公司，任職獨立非執行董事，彼亦為薪酬委員會、提名委員會及審核委員會成員。林先生於二零零三年取得香港大學工商管理(會計及金融)學士學位。之後，林先生於二零零六年取得香港理工大學理學(知識管理)碩士學位及於二零一零年取得香港中文大學工商管理碩士學位。林先生現為香港大學文化創意產業博士研究生。

林先生於二零零三年任職於羅兵咸永道會計師事務所，期後林先生加入香港馮氏(利豐)集團，離任前為利豐發展(中國)有限公司華南首席代表兼總經理。林先生現為香港及中國數家公司的董事或顧問。

INDEPENDENT NON-EXECUTIVE DIRECTORS (Continued)

Mr. Lam is a member of the Twelfth Guangdong Committee of the Chinese People's Political Consultative Conference* (中國人民政治協商會議第十二屆廣東省委員), and the Eleventh & Twelfth Zhongshan Committee of the Chinese People's Political Consultative Conference* (中國人民政治協商會議第十一屆、十二屆中山市委員), a member of the Committee of the Chinese Association of Hong Kong & Macao Studies* (全國港澳研究會港區特邀代表), a member of the Expert Committee to the Second Ministry of Commerce Advisory Committee for Economic & Trade Policy* (第二屆國家商務部經貿政策諮詢委員會專家), a deputy committee of the Zhongshan Public Diplomacy Association* (中山市公共外交協會), a deputy director of the Hong Kong Guangdong Youth Association* (香港廣東青年總會), Vice Chairman of the Hong Kong Zhongshan Youth Association* (香港中山青年協會), a member of The Hong Kong Professionals And Senior Executives Association (香港專業及資深行政人員協會), a member of The Y. Elites Association Limited (香港菁英會成員) and a member of the Chinese Academy of Governance (HK) Industrial and Commercial Professionals Alumni Association Limited* (中國國家行政學院(香港)工商專業同學會成員). Mr. Lam served as a part-time member of the Central Policy Unit of the Government of Hong Kong from 2011 to 2012, and is currently serving as an advisory committee of the Sustainable Agricultural Development Fund of the Government of Hong Kong, a committee member of the Appeal Panel (Housing) of the Government of Hong Kong, and a committee member of China Commerce & Trade Advisory Committee of the Hong Kong Trade and Development Council (香港貿易發展局內地商貿諮詢委員會).

Mr. Lam is currently the Vice Chairman of the Youth Division of China Commerce & Economy Society* (中國商業經濟學會), Vice Chairman of the Guangdong Society of Commercial Economy* (廣東省商業經濟學會), Deputy Dean of the Guangdong Asia Pacific E-Commerce Institute* (廣東亞太電子商務研究院), Deputy Secretary-General of the Society of Guangdong Logistics and Supply Chain* (廣東省物流與供應鏈學會), Honorary Chairman of the Hong Kong Cross-Border E-Commerce Association (香港跨境電子商務協會).

Mr. Lam is currently an Adjunct Professor at the Renmin University of China School of Business (中國人民大學商學院), a research fellow at each of the China Business Model Research Centre of the China Financial Research Institute at Tsinghua University School of Economics & Management* (清華大學經管學院中國金融研究中心商業模式研究工作室), Sun Yat-sen University's Centre for Information Economy and Policy* (中山大學資訊經濟與政策研究中心), Guangdong University of Finance and Economics' Research Institute of Circulation Economy* (廣東財經大學流通經濟研究所), Jinan University's Modern Distribution Research Centre* (暨南大學現代流通研究中心) and Shenzhen University's Center for Basic Laws of Hong Kong and Macau Special Administrative Regions* (深圳大學港澳基本法研究中心).

Mr. Lam has served as an independent non-executive director of Wai Hung Group Holdings Limited since March 2019, a company in which the shares are scheduled to be listed on the Main Board of Stock Exchange of Hong Kong on 23 April 2019.

獨立非執行董事(續)

林先生為中國人民政治協商會議第十二屆廣東省委員、中國人民政治協商會議第十一屆、第十二屆中山市委員、全國港澳研究會港區特邀代表、第二屆國家商務部經貿政策諮詢委員會專家、中山市公共外交協會常務理事、香港廣東青年總會常務會董、香港中山青年協會副主席、香港專業及資深行政人員協會會員、香港菁英會成員、中國國家行政學院(香港)工商專業同學會成員。林先生於二零一一年至二零一二年期間為香港特別行政區政府中央政策組非全職顧問,現為香港特別行政區政府農業持續發展基金委員、香港特別行政區政府運輸及房屋局上訴委員會(房屋)委員、香港貿易發展局內地商貿諮詢委員會會員。

林先生現任中國商業經濟學會委員兼青年分會副會長、廣東省商業經濟學會副會長、廣東亞太電子商務研究院副院長、廣東省物流與供應鏈學會副秘書長、香港跨境電子商務協會榮譽會長。

林先生現任中國人民大學商學院客座教授、清華大學經管學院中國金融研究中心商業模式研究工作室特聘高級研究員、中山大學資訊經濟與政策研究中心特聘研究員、廣東財經大學流通經濟研究所兼職研究員、暨南大學現代流通研究中心特約研究員、深圳大學港澳基本法研究中心特約研究員。

林先生自二零一九年三月起擔任偉鴻集團控股有限公司之獨立非執行董事,該公司的股份預定於二零一九年四月二十三日於香港聯交所主板上市。

SENIOR MANAGEMENT

Various aspects of the business and operations of the Group are respectively under direct responsibilities of the executive Directors who are regarded as the senior management of the Group.

高級管理層

被視為本集團之高級管理層之執行董事分別直接負責本集團各方面之業務及營運。

COMPANY SECRETARY

Mr. Wong Wing Cheung, joined the Group in September 2017 and was appointed as the financial controller of the Group, the company secretary (the "Company Secretary") and the authorized representative of the Company in December 2017. Mr. Wong is a practising member of the Hong Kong Institute of Certified Public Accountants and has over 13 years of experience in accounting, auditing and financial management. Mr. Wong graduated with a Bachelor's Degree in Business Administration (Honours) in Accountancy from the City University of Hong Kong in November 2005. He worked in several audit firms during 2006 to 2015. He also provides consultancy service on financial and internal control of several companies including listed companies. Prior to joining the Company, Mr. Wong worked for China Beidahuang Industry Group Holdings Limited (Stock code: 00039) as a group finance manager.

公司秘書

黃永祥先生，於二零一七年九月加入本集團，於二零一七年十二月獲委任為本集團財務總監、本公司之公司秘書(「公司秘書」)及授權代表。黃先生是香港會計師公會的執業會計師並於會計、審核及財務管理擁有逾十三年經驗。黃先生於二零零五年十一月在香港城市大學獲得工商管理榮譽學士(會計)學位。彼於二零零六年至二零一五年於多間會計師事務所任職。彼亦向數間公司(包括上市公司)就金融及內部控制提供顧問服務。在加入本公司前，黃先生於中國北大荒產業集團控股有限公司(股份代號：00039)擔任集團財務經理。

CHANGES TO INFORMATION IN RESPECT OF DIRECTORS

Save as disclosed in this annual report, there was no change to any of the information required to be disclosed in relation to any Director pursuant to paragraphs (a) to (e) and (g) of rule 13.51(2) of the Listing Rules for the Year.

關於董事資料變更

除本年報所披露者外，本年度根據上市規則第13.51(2)條第(a)至(e)及(g)段須予披露的有關任何董事的任何資料概無變更。

OBJECTIVE

The Board together with the Group is committed to maintain high standards of corporate governance so as to ensure high transparency and protection of the Shareholders' interests in general. The Board endeavours to ensure effective self-regulatory practices, to maintain sound internal control system and to absorb high calibre members to the Board.

The purpose of this Corporate Governance Report is to present to the Shareholders how the Company has applied the principles in the Corporate Governance Code (the "CG Code") under Appendix 14 to the Listing Rules throughout the Year.

理念

董事會連同本集團鋭意維持高水平企業管治，以確保運作具高透明度及全面保障股東利益。董事會致力確保制訂有效之自我監管常規，以維持良好之內部監控制度及吸納卓越之成員加入董事會。

本企業管治報告之目的是向股東呈示本公司本年度全年如何應用上市規則附錄十四《企業管治守則》(「企管守則」)之原則。

BOARD OF DIRECTORS

The Board is responsible for directing the Group, formulating overall strategy, monitoring operational and financial performance of the Group and overseeing the performance of the management of the Group (the "Management"). Each Director acts in good faith for the best interest of the Company. The Directors are collectively and individually responsible to the Company for the manner in which the affairs of the Company are managed, controlled and operated. They had devoted sufficient time and attention to the Company's affairs during the Year.

Structure

The Board currently comprises three executive Directors, two non-executive Directors and three INEDs. The INEDs represent more than one-third of the Board. The members of the Board during the year and as at the date of this report as follows:

Executive Directors

Mr. Cheung Wai Kuen *(Chairman)*
Mr. Cheng Hau Yan *(Deputy Chairman)*
Mr. Ye Jiong Xian *(CEO)*

Non-executive Directors

Mr. Hou Kai Wen
Mr. Lin Jiang

Independent Non-executive Directors

Mr. Lam Chi Wing
Mr. Mai Yang Guang
Mr. Wong Yiu Kit, Ernest

董事會

董事會負責領導本集團、制訂整體策略、監察本集團之營運及財務表現，以及監督本集團之管理層(「管理層」)之表現。每名董事均以本公司之最佳利益為前題，以誠信態度履行職責。董事在管理、控制及經營本公司事務上，共同及個別向本公司負責。本年度內，彼等已付出足夠時間及專注力以處理本公司事務。

架構

董事會目前由三名執行董事、兩名非執行董事及三名獨立非執行董事組成。獨立非執行董事之人數超過董事會成員總數之三分之一。於本年度內及於本報告日期，董事會成員如下：

執行董事

張偉權先生*(主席)*
鄭孝仁先生*(副主席)*
葉炯賢先生*(行政總裁)*

非執行董事

侯凱文先生
林　江先生

獨立非執行董事

林至潁先生
麥楊光先生
黃耀傑先生

BOARD OF DIRECTORS (Continued)

Structure (Continued)

The Directors' biographies are available on the Company's website. There is no personal relationship among members of the Board and in particular, between the Chairman and the CEO.

At least one of the INEDs has appropriate professional qualification as required by the Stock Exchange. The Company has received from each INED an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of the INEDs are independent.

The Directors (including the non-executive Directors and the INEDs) were appointed for specific terms.

Pursuant to Bye-law 87 of the Bye-laws, Messers Ye Jiong Xian, Lin Jiang and Mai Yang Guang will retire from office by rotation, and being eligible, will offer themselves for re-election at the relevant annual general meetings.

Every Director is therefore subject to retirement by rotation either under the Bye-laws or voluntarily, and eligible for re-election at the annual general meetings of the Company at least once every three years.

董事會(續)

架構(續)

董事簡歷可於本公司網頁瀏覽。董事會成員之間，尤其主席與行政總裁之間，並無私人關係。

最少一名獨立非執行董事具備聯交所規定之合適專業資格。本公司已接獲各獨立非執行董事之年度確認書，確認彼等符合上市規則第3.13條所載有關獨立性之規定。本公司認為全體獨立非執行董事均為獨立人士。

董事(包括非執行董事及獨立非執行董事)均按指定任期獲委任。

根據公司細則第87條，葉炯賢先生、林江先生及麥楊光先生將輪席卸任，並符合資格及願意於相關股東周年大會上重選連任。

因此，每名董事須根據公司細則或自願最少每三年於本公司股東周年大會上輪席卸任一次，並符合資格重選連任。

BOARD OF DIRECTORS (Continued)

Assistance to Directors in Decision Making

Throughout their period in office, the Directors have been informed of the Group's businesses, the competitive and regulatory environments in which it operates and other changes affecting the Group and the industries it operates in as a whole. They have also been advised on appointment of their legal and other duties and obligations as directors of a listed company and updated on changes to the legal and governance requirements of the Group and upon themselves as the Directors.

The Directors are given access to independent professional advice at the Company's expense, when they deem it is necessary in order for them to carry out their responsibilities from time to time.

To enhance the Directors' consciousness on the importance of the directors' duties under common law (which is also generally applicable to Bermuda where the Company was incorporated) and to comply with the requirements of the Companies Ordinance (Cap. 622, Laws of Hong Kong), "A Guide on Directors' Duties" in which the general principles a director should follow in the performance of his functions and exercise of his powers was distributed to the Directors.

Conduct of Meetings

The Directors are consulted and properly briefed for matters to be included in the meetings' agenda. The Board is supplied with relevant information as well as reports relating to operational and financial performance of the Group before each regular Board meeting. At least 14 days' notice of a regular Board's meeting is given to all Directors to provide them with the opportunity to attend the meeting. Board papers are dispatched to all Directors at least 3 days before the meetings to ensure that they have sufficient time to review the papers and will be adequately prepared for the meeting. The Management is invited to attend the meetings to address to the Board members' queries. This enables the Board to have pertinent data and insight for reaching a comprehensive and informed evaluation as part of the Board decision-making process.

董事會(續)

給予董事決策之協助

於董事在任的整段期間，彼等已獲知有關本集團業務、經營所在地之競爭及監管環境，以及整體上影響本集團及其經營行業之其他變動的資料。彼等亦就委任為上市公司董事之法定及其他職能以及職責獲提供意見，並於彼等成為董事後獲更新有關本集團之法定及監管規定之變動。

董事可就其不時所履行之職責所需於彼等認為有需要時尋求獨立專業意見，費用概由本公司承擔。

為提高董事對普通法(一般亦適用於本公司之註冊地百慕達)下董事職責重要性及遵守公司條例(香港法例第622章)要求之意識，一份載有董事於執行職能及行使權力時應遵守之一般原則之「董事責任指引」已分發予董事。

會議之舉行

董事可獲諮詢及適量簡述會議議程內所載之事宜，並於每次定期董事會會議前獲提供有關本集團營運及財務表現之相關資料及報告。定期董事會會議通知於會議前最少十四日送交全體董事，供其選擇是否出席會議。董事會文件於會議舉行前最少三日發給全體董事，以確保彼等具備足夠時間審閱文件，並為會議作好充份準備。管理層獲邀出席會議以解答董事會成員之提問。此舉令董事會在作出全面而知情之評估時，具有相關數據及認知，有助董事會作出決策。

BOARD OF DIRECTORS (Continued)

Conduct of Meetings (Continued)

The chairman of the meetings has delegated the responsibility to the Company Secretary for drawing up and approving the meeting's agenda for each Board's meeting, taking into account of any matter proposed by each Director for inclusion in the agenda.

The proceedings of the Board at its meetings are generally monitored by the chairman of the meetings who would ensure that sufficient time is allocated for discussion and consideration of each item on the agenda. Equal opportunities are given to each Director to express his views and concerns.

Each Director has to declare his interest and to abstain from voting on any Board resolution in which he or any of his associates has a material interest pursuant to the Bye-laws and the laws of Bermuda.

All Directors have full access to the advice and services of the Company Secretary to ensure the Board procedures, rules and regulations are followed. Draft and final versions of minutes of each Board meeting in sufficient details are sent to the Directors for comments and records within reasonable time after the meeting is held. The minutes of Board's meetings and of the Board committees' meetings are kept by the Company Secretary, which are open for inspection by the Directors on reasonable notice.

Seven Board meetings were held for the Year. The Company Secretary and the Management had attended the Board's meetings to report matters arising from corporate governance, risk management, statutory compliance, accounting, finance and business.

董事會(續)

會議之舉行(續)

會議之主席已委派公司秘書負責在考慮各董事之任何建議事宜後，編撰及批核每次董事會會議之議程。

董事會之議事程序一般由會議之主席主持，以確保分配充裕之時間作出討論及考慮議程內之各個項目。各董事均獲平等機會表達其意見及關注事宜。

根據公司細則及百慕達法例，各董事均須申報其權益，並就其本身或其任何聯繫人於當中擁有重大權益之任何董事決議案放棄投票。

全體董事有權全面尋求公司秘書之意見及服務，以確保遵守董事會程序、規則及規例。詳盡的各董事會會議記錄之初稿及最終稿將於舉行會議後之合理時間內，送交董事提供意見及記錄。董事會會議及董事會轄下委員會會議之記錄由公司秘書存置，並可由董事發出合理通知下供其查閱。

本年度董事會舉行共七次董事會會議。公司秘書及管理層均已出席董事會會議，匯報企業管治、風險管理、法規遵守、會計、財務及業務相關之事宜。

BOARD OF DIRECTORS (Continued)

董事會(續)

Conduct of Meetings (Continued)

會議之舉行(續)

Individual attendance of each Director at the meetings for the Year was as follows:

本年度各董事於該等會議之個人出席率如下：

Directors 董事		Number of Board meetings attended/held (Percentage of attendance in total) 出席／舉行董事會會議次數(總出席率)	Number of general meetings attended/held (Percentage of attendance in total) 出席／舉行股東大會次數(總出席率)
Executive Directors	**執行董事**		
Mr. Cheung Wai Kuen *(Chairman)*	張偉權先生*(主席)*	7/7 (100%)	3/3 (100%)
Mr. Cheng Hau Yan *(Deputy Chairman)*	鄭孝仁先生*(副主席)*	6/7 (85.7%)	3/3 (100%)
Mr. Ye Jiong Xian *(CEO)*	葉炯賢先生*(行政總裁)*	6/7 (85.7%)	1/3 (33.3%)
Non-executive Directors	**非執行董事**		
Mr. Hou Kai Wen	侯凱文先生	7/7 (100%)	3/3 (100%)
Mr. Lin Jiang	林　江先生	7/7 (100%)	1/3 (33.3%)
Independent Non-executive Directors	**獨立非執行董事**		
Mr. Lam Chi Wing	林至潁先生	7/7 (100%)	3/3 (100%)
Mr. Mai Yang Guang	麥楊光先生	7/7 (100%)	1/3 (33.3%)
Mr. Wong Yiu Kit, Ernest	黃耀傑先生	7/7 (100%)	2/3 (66.7%)

BOARD OF DIRECTORS (Continued)

Work Performed

During the Year, besides attending the Board's meetings to consider and make decision on corporate governance, risk management, statutory compliance, accounting, finance and business matters, the Directors had brought independent opinion and judgement on the Company's strategy, performance and standards of conduct; had taken the leave where potential conflicts of interests arose; had served on Board's committees; had ensured that the Board maintained high standards of financial and other mandatory reporting; had carried out reviews on matters reported by the Board's committees, and had provided adequate checks and balance to safeguard the interests of the Shareholders as a whole and the Company in general.

During the Year, the INEDs had actively participated in the Board's meetings, brought independent judgements and given their comments to the information or reports submitted to the meetings.

Besides holding the Board's or committees' meetings, in order to make timely decision and ensure effective implementation of the Company's policies and practices, the Board had also adopted written resolutions signed by all Directors for making decisions on corporate affairs from time to time.

As part of the continuing process on supervising the Company's affairs, the Directors, acting through by the Audit Committee, had reviewed the adequacy of resources (of the Company's accounting and financial reporting function), qualifications and experience of the Directors, and their training programmes and budget during the Year.

Model Code for Securities Transactions

The Company has adopted the Model Code as a code of conduct regarding securities transactions by Directors. Having made specific enquiry of all Directors, all Directors confirmed that they had complied with the required standards set out in the Model Code regarding securities transaction throughout the Year.

董事會(續)

履行之工作

本年度內,除了出席董事會會議以考慮及決定企業管治、風險管理、法規遵守、會計、財務及業務事宜外,董事對本公司之策略、表現及操守準則作出獨立意見及判斷;在有潛在利益衝突時已告退席;出任董事會轄下委員會成員;已確保董事會維持高水平之財務及其他強制申報準則;已審閱董事會轄下委員會報告之事項;以及提供足夠審查及平衡,以全面保障本公司與股東的整體利益。

本年度內,獨立非執行董事積極參與董事會會議,就會議事項作出獨立判斷,並就於會議上提交之資料或報告發表意見。

除了舉行董事會或委員會會議外,為了能及時作出決定及確保有效實施本公司之政策及實務,董事會亦不時採納獲全體董事簽署批准之書面決議案,為企業事務作出決定。

作為持續監督本公司事務之程序之一部分,董事已於本年度由審核委員會代行審閱本公司會計及財務匯報職能方面的資源、董事資歷及經驗與董事所接受的培訓課程及預算是否足夠。

進行證券交易之標準守則

本公司已採納標準守則作為董事進行證券交易的操守準則。經向全體董事作出具體查詢後,全體董事確認,彼等於本年度內一直遵守標準守則載列的有關證券交易之所需標準。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under the code provision A.2.1 of the CG Code, the roles of the Chairman and the CEO should be separate and performed by different individuals. During the Year, the Chairman of the Board and the CEO are separate positions held by Mr. Cheung and Mr. Ye, respectively, with clear distinction in responsibilities. The segregation is clearly established and set out in writing to ensure a clear distinction between the Chairman's responsibility to manage the Board and CEO's responsibility to manage the Group's businesses.

主席及行政總裁

根據企管守則之守則條文第A.2.1條，主席及行政總裁之角色須予分開，並由不同人士擔任。於本年度，董事會主席及行政總裁的職務分別由張先生及葉先生擔任，並已明確區分彼等的職責。此分配已清楚以書面訂立，並清楚劃分主席負責管理董事會，而行政總裁則負責管理本集團業務。

BOARD COMMITTEES

The Board has established the Audit Committee, the Nomination Committee and the Remuneration Committee with defined roles and terms of reference.

董事會轄下委員會

董事會已成立審核委員會、提名委員會及薪酬委員會，並界定其角色及職權範圍。

Audit Committee

Structure

The Audit Committee has been established with the role to assist the Board in establishing formal and transparent arrangements for considering how it will apply the financial reporting and the internal control principles and for maintaining an appropriate relationship with the Independent Auditor. It acts in an advisory capacity and makes recommendations to the Board. The terms of reference of the Audit Committee were revised and adopted by the Board on 29 March 2019 and effective on 1 January 2019.

All the Audit Committee's members possess diversified industry experience. The Audit Committee comprises all INEDs, namely:

Mr. Wong Yiu Kit, Ernest *(Chairman)*
Mr. Lam Chi Wing
Mr. Mai Yang Guang

審核委員會

架構

審核委員會已成立，其角色為協助董事會建立正式及具透明度之安排，讓董事會考慮如何應用財務匯報及內部監控原則，以及如何與獨立核數師維持恰當的關係。審核委員會具有顧問職能，並向董事會提供意見。審核委員會的職權範圍已於二零一九年三月二十九日經董事會修訂及採納，並於二零一九年一月一日生效。

審核委員會全體成員均具備多元化的行業經驗。審核委員會由全體獨立非執行董事組成，彼等為：

黃耀傑先生*(主席)*
林至頴先生
麥楊光先生

BOARD COMMITTEES (Continued)

Audit Committee (Continued)

Function

The Audit Committee's terms of reference can be found on the Company's website and the website of the Stock Exchange.

The major duties of the Audit Committee are summarised below:

(i) to make recommendations to the Board on the appointment, re-appointment and removal of the Independent Auditor, review and monitor their independence and objectivity as well as the effectiveness of the audit process;

(ii) to monitor the integrity of the interim and annual consolidated financial statements, reports and accounts and quarterly reports (if applicable) of the Company, and to review any significant financial reporting judgements contained in them; and

(iii) to review and ensure the effectiveness of the Company's financial control, internal control and risk management systems.

Conduct of Meetings

The Audit Committee shall meet with the Independent Auditor at least twice each year. As least 7 days' notice has to be given prior to any meeting being held unless all members of Audit Committee unanimously waive such notice. The Company prepares and delivers an information memorandum that includes all relevant information about the meetings to the Audit Committee's members at least 3 days prior to such meetings. During the Year, the Audit Committee's members reviewed the information memorandum with due care and discussed with the financial controller of the Group (who is also the Company Secretary) and other Management (if necessary) during the meetings.

During the Year, the Audit Committee held two meetings with the presence of the Management. Minutes drafted by the Company Secretary were circulated to the Audit Committee's members for comments within a reasonable time after each meeting. Executed minutes were kept by the Company Secretary and copies of the minutes were sent to the Audit Committee's members for records.

董事會轄下委員會(續)

審核委員會(續)

職能

有關審核委員會之職權範圍，可瀏覽本公司網頁及聯交所網頁。

審核委員會之主要職責概述如下：

(i) 就委任、續聘及罷免獨立核數師向董事會提供意見、審閱及監察彼等之獨立性及客觀性，以及審核程序之成效；

(ii) 監察本公司中期及年度綜合財務報表、報告和賬目及季度報告(如適用)之完整性，以及審閱上述各項所載之任何重大財務報告之判斷；及

(iii) 審閱及確保本公司財務監控、內部監控及風險管理系統之成效。

會議之舉行

審核委員會成員與獨立核數師每年須最少開會兩次。除非全體審核委員會成員一致通過豁免通知之要求，否則任何會議通知須最少於舉行前7天發出。本公司編製資料備忘錄，內容包括有關會議之所有相關資料，並於會議前最少三日派發予審核委員會成員。於本年度內，審核委員會成員謹慎地審閱資料備忘錄，並於會議上與本集團財務總監(彼亦為公司秘書)及其他管理層(如有需要)討論。

於本年度內，審核委員會舉行共兩次會議，而管理層均有出席。公司秘書草擬的會議記錄已於每次會議後一段合理時間內交予審核委員會成員傳閱及給予意見。經簽署之會議記錄已由公司秘書存置，會議記錄副本亦已送交審核委員會成員以作記錄。

BOARD COMMITTEES (Continued)

董事會轄下委員會(續)

Audit Committee (Continued)

審核委員會(續)

Conduct of Meetings (Continued)

會議之舉行(續)

Individual attendance of each committee's member at the meetings for the Year was as follows:

本年度各委員會成員於該等會議之個人出席率如下：

Members	成員	Number of meetings attended/held (Percentage of attendance in total) 出席／舉行會議次數(總出席率)
Mr. Wong Yiu Kit, Ernest *(Chairman)*	黃耀傑先生*(主席)*	2/2 (100%)
Mr. Lam Chi Wing	林至頴先生	2/2 (100%)
Mr. Mai Yang Guang	麥楊光先生	2/2 (100%)

Work Performed

履行之工作

The works performed by the members of Audit Committee in the Year were summarised below:

審核委員會成員本年度履行之工作概述如下：

(i) reviewed and considered the Group accounts and financial statements for the year ended 31 December 2017, and interim report of 2018;

(ii) reviewed, discussed and agreed with the Independent Auditor in respect of the audit fee for the Year; the terms of the engagement letters for the Year; and the nature, scope of audit and reporting obligations for the Year;

(iii) reviewed and assessed the adequacy and effectiveness of the Group's financial reporting and controls, internal control procedures and risk management systems, and the Group's internal audit function;

(iv) reviewed the corporate governance practices and monitored the progress of compliance of the CG Code;

(v) carried out annual review on the continuing connected transactions of the Company (including those fallen outside Rule 14A.33 of the Listing Rules and not required to be made public (if any)) and their financial implication in their capacity as INEDs;

(i) 審閱及考慮本集團截至二零一七年十二月三十一日止年度之賬目及財務報表，以及二零一八年之中期報告；

(ii) 與獨立核數師審閱、討論及商定本年度核數費用；本年度委聘書之條款；及本年度核數之性質、範圍及申報責任；

(iii) 審閱及評估本集團之財務匯報及監控、內部監控程序、風險管理系統及本集團內部審核功能是否足夠及有效；

(iv) 檢討企業管治常規及監察遵循企管守則之進度；

(v) 以獨立非執行董事之身份，對本公司之持續關連交易(包括上市規則第14A.33條所涵蓋的範圍以外及毋須向公眾披露者(如有))及其財務影響進行周年審閱；

BOARD COMMITTEES (Continued)

Audit Committee (Continued)

Work Performed (Continued)

(vi) reviewed the overall performance of the Group for the year ended 31 December 2018;

(vii) reviewed the adequacy of resources, qualifications and experience of the staff in accounting and financial reporting function, and the training programmes and budget; and

(viii) reported to the Board the works performed by the Audit Committee during the Year, presented its findings and made recommendations for the Board's consideration.

Overall, the Audit Committee was satisfied with the condition of the Company, including the corporate governance practices, internal control system, the conduct of the continuing connected transactions and adequacy of resources, qualifications and experience of the staff in accounting and financial reporting function, and the training programmes and budget.

On 29 March 2019, the Audit Committee reviewed the Group's accounts and the draft consolidated financial statements for the Year.

Nomination Committee

Structure

The Nomination Committee has been established since 1 April 2012 with the role to lead the process and make recommendations for appointments to the Board, whether as additional appointment or to fill up the casual vacancy of directorship as and when they arise, in the light of challenges and opportunities facing by the Company, as well as business development and requirements of the Company and to take approved action if within delegated authority. The terms of reference of the Nomination Committee were revised and adopted by the Board on 29 March 2019 and effective on 1 January 2019.

The Nomination Committee comprises all INEDs, namely:

Mr. Mai Yang Guang *(Chairman)*
Mr. Lam Chi Wing
Mr. Wong Yiu Kit, Ernest

董事會轄下委員會(續)

審核委員會(續)

履行之工作(續)

(vi) 審閱本集團截至二零一八年十二月三十一日止年度之整體表現；

(vii) 審閱會計及財務匯報職能方面的資源、員工資歷及經驗與員工所接受的培訓課程及有關預算是否足夠；及

(viii) 向董事會報告審核委員會本年度內已履行之工作，以及呈交其審核結果及向董事會提供建議以作考慮。

整體而言，審核委員會滿意本公司現狀，包括企業管治常規、內部監控制度、持續關連交易之進行，以及會計及財務匯報職能方面之資源、員工資歷及經驗與員工所接受的培訓課程及有關預算。

於二零一九年三月二十九日，審核委員會已審閱本集團本年度之賬目及綜合財務報表之草稿。

提名委員會

架構

提名委員會已於二零一二年四月一日成立，其角色為於是否需要額外委任董事或填補董事職務之臨時空缺時，在委任董事會成員之過程中作出領導及提出建議，並因應本公司面對之任何挑戰及機遇，以及在配合本公司之業務發展及需要下，於其獲授之權力範圍內採取認可之行動。提名委員會的職權範圍已於二零一九年三月二十九日經董事會修訂及採納，並於二零一九年一月一日生效。

提名委員會由全體獨立非執行董事組成，彼等為：

麥楊光先生*(主席)*
林至潁先生
黃耀傑先生

BOARD COMMITTEES (Continued)

Nomination Committee (Continued)

Function

The major duties of the Nomination Committee are summarised below:

(i) to review the structure, size, composition and diversity (including evaluation of the skills, knowledge, professional experience, cultural and education background, gender and age of the Board members) of the Board at least annually and make recommendation on any proposed change to the Board to complement the Company's corporate strategy;

(ii) to identify individual suitably qualified to become Board members and select or make recommendations to the Board on the selection of individual nominated for directorship;

(iii) to assess the independence of INEDs;

(iv) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman, the Deputy Chairman and the chief executive;

(v) to consult the Remuneration Committee about its remuneration proposals for the candidate to be appointed as a Director; and

(vi) to develop and maintain a policy for the nomination of Board members which includes the nomination procedures and the process and criteria adopted by the Nomination Committee to identify, select and recommend candidates for directorship, and to review periodically and disclose in the corporate governance report annually and the progress made towards achieving the objectives set out in the policy. The Nomination Committee should ensure that the selection process is transparent and fair, and that it considers a board range of candidates who are outside the Board's circle of contacts and in accordance with the Company's diversity policy.

The Nomination Committee's terms of reference can be found on the Company's website and the website of the Stock Exchange.

董事會轄下委員會(續)

提名委員會(續)

職能

提名委員會之主要職責概述如下：

(i) 至少每年檢討董事會的架構、人數、組成及多元化程度(包括對董事會成員之技能、知識、專業經驗、文化及教育背景、性別及年齡作評估)，並就任何為配合本公司之企業策略而擬對董事會作出的變動提出建議；

(ii) 物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；

(iii) 評核獨立非執行董事的獨立性；

(iv) 就董事委任或重新委任，以及董事(尤其是主席、副主席及高級行政人員)繼任計劃向董事會提出建議；

(v) 就即將被委任為董事之人選之薪酬建議諮詢薪酬委員會；及

(vi) 制定及維持董事會成員的提名政策，包括提名程序和提名委員會識別、甄選及推薦董事候選人的程序及準則，以及定期審議及在本公司的年度企業管治報告內披露政策和達致政策中所制定的目標的進度。提名委員會應確保甄選程序透明及公平，並確保提名委員會考慮在董事會聯繫圈外的各類候選人及符合本公司的多元化政策。

有關提名委員會之職權範圍，可瀏覽本公司網頁及聯交所網頁。

BOARD COMMITTEES (Continued)

Nomination Committee (Continued)

Function (Continued)

The Nomination Committee would consult the executive Directors about its proposals on appointment of other Directors and seek internal and external professional advices if considered necessary.

Conduct of Meetings

During the Year, the Nomination Committee held one meeting to consider and approve the nomination of the non-executive Directors and INEDs for the Year.

Individual attendance of each committee's member at the meeting for the Year was as follows:

董事會轄下委員會(續)

提名委員會(續)

職能(續)

提名委員會須就其他董事之提名建議諮詢執行董事，並在認為有需要時尋求內部及外界專業意見。

會議之舉行

本年度內，提名委員會舉行共一次會議，以考慮及批准本年度非執行董事及獨立非執行董事之提名。

本年度各委員會成員於該會議之個人出席率如下：

Members	成員	Number of meetings attended/held (Percentage of attendance in total) 出席／舉行會議次數(總出席率)
Mr. Mai Yang Guang *(Chairman)*	麥楊光先生*(主席)*	1/1 (100%)
Mr. Lam Chi Wing	林至頴先生	1/1 (100%)
Mr. Wong Yiu Kit, Ernest	黃耀傑先生	1/1 (100%)

The Nomination Committee shall meet at least once each year. At least 7 days' notice has been given prior to any meeting being held unless all members of the Nomination Committee unanimously waive such notice.

The Company prepared and delivered meeting papers that include all relevant information about the meeting to the Nomination Committee's members at least 3 days prior to such meeting. Minutes drafted by the Company Secretary were circulated to the Nomination Committee's members for comments within a reasonable time after this meeting. Executed minutes were kept by the Company Secretary and copies of the minutes were sent to the Nomination Committee's members for records.

提名委員會每年須最少開會一次。除非全體提名委員會成員一致通過豁免通知之要求，否則任何會議通知須最少於舉行前七日發出。

本公司編製會議文件，內容包括所有會議相關資料，並於有關會議前最少三日派發予提名委員會成員。公司秘書草擬的會議記錄已於此次會議後一段合理時間內交予提名委員會成員傳閱及給予意見。經簽署之會議記錄由公司秘書存置，會議記錄副本亦已送交提名委員會成員以作記錄。

BOARD COMMITTEES (Continued)

Nomination Committee (Continued)

Conduct of Meetings (Continued)

The Nomination Committee reviewed the diversity of the Board against the measurable objectives in accordance with the diversity policy of the Board.

Board Diversity Policy

The Company has adopted the Board Diversity Policy. It aims to set out the approach to achieve diversity on the Board of the Company. To achieve a sustainable and balanced development, the Company encourages increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing an appropriate composition of the Board, the diversity of the Board has been considered from a number of factors, including but not limited to gender, age, cultural and educational background, 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. While we recognise that the gender diversity at the Board level can be improved given its current composition of all-male Directors, we will continue to apply the principle of appointments based on merits with reference to our diversity policy as a whole.

Nomination Procedures, Process and Criteria

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

董事會轄下委員會(續)

提名委員會(續)

會議之舉行(續)

提名委員會按照董事會多元化政策審閱了董事會多元化可計量的目標。

董事會多元化政策

本公司已採納董事會多元化政策。有關政策旨在列明實現本公司董事會成員多元化之方式。為實現可持續及均衡發展,本公司鼓勵促進董事會成員多元化,並將其視為支持達致其策略目標及可持續發展的必要元素。在設計適當的董事會成員組合時,本公司已從多項因素考慮董事會成員多元化,當中包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務年期。所有董事會成員的委任均以用人唯才為原則,而在考慮人選時亦以客觀條件充分顧及董事會成員多元化的裨益。由於目前全體董事均為男性,我們認為董事會的性別多元化會有所改善,我們亦將繼續採用基於優點與參考多元化政策相結合的委聘原則。

提名程序、過程及準則

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

BOARD COMMITTEES (Continued)

董事會轄下委員會(續)

Nomination Committee (Continued)

提名委員會(續)

Continuous Professional Development of the Directors

董事之持續專業發展

During the Year and up to the date of this report, all Directors participated the following continuous professional development (CPD) to develop and refresh their knowledge and skills in compliance with code provision A.6.5 of the CG Code to ensure that their contribution to the Board remains informed and relevant. The Company is responsible for arranging and finding suitable training, placing an appropriate emphasis on the roles, functions and duties of the Directors.

於本年度及直至本報告之日，根據企管守則之守則條文第A.6.5條，所有董事已經參與以下持續專業發展(CPD)，以培養及更新彼等的知識及技能，確保彼等對董事會作出知情及相關之貢獻。本公司有責任安排及尋找合適且適當地着重董事角色、職能及職責的培訓。

Directors	董事	Type of training Directors 培訓類別 *(See Remarks)* *(見備註)*
Executive Directors	**執行董事**	
Mr. Cheung Wai Kuen *(Chairman)*	張偉權先生*(主席)*	B
Mr. Cheng Hau Yan *(Deputy Chairman)*	鄭孝仁先生*(副主席)*	B
Mr. Ye Jiong Xian *(CEO)*	葉炯賢先生*(行政總裁)*	A,B
Non-executive Directors	**非執行董事**	
Mr. Hou Kai Wen	侯凱文先生	B
Mr. Lin Jiang	林　江先生	A,B,C
Independent Non-executive Directors	**獨立非執行董事**	
Mr. Lam Chi Wing	林至頴先生	A,B,C
Mr. Mai Yang Guang	麥楊光先生	B
Mr. Wong Yiu Kit, Ernest	黃耀傑先生	A,B

Remarks:

A: attending seminars and/or training

B: reading Listing Rules, updates, articles and/or materials etc.

C: preparing and/or giving seminar presentations

備註：

A： 參與講座及／或培訓

B： 閱讀上市規則、最新資訊、文章及／或材料等

C： 準備及／或提供講座材料

BOARD COMMITTEES (Continued)

Remuneration Committee

Structure

The Remuneration Committee has been established with the role to assist the Board in reviewing and determining the framework or policy for remuneration packages of the Directors and the senior management of the Group, overseeing any major changes in employee benefit structures and considering other topics as defined by the Board.

The Remuneration Committee comprises all INEDs, namely:

Mr. Mai Yang Guang *(Chairman)*
Mr. Lam Chi Wing
Mr. Wong Yiu Kit, Ernest

Function

The major duties of the Remuneration Committee are summarised below:

(i) to set, review and make recommendations to the Board for approving the Group's overall remuneration policy and strategy;

(ii) to set, review and approve performance-based remuneration and individual remuneration packages for the executive Directors and the Management including terms and conditions of employment as well as compensation payable due to loss or termination of office, and dismissal or removal for misconduct; and

(iii) to make recommendations to the Board on the remuneration of non-executive Directors and INEDs.

The Remuneration Committee's terms of reference can be found on the Company's website and the website of the Stock Exchange.

The Remuneration Committee would consult the Chairman, the Deputy Chairman and/or the CEO about its proposals on remuneration of other executive Directors and seek internal and external professional advices if considered necessary.

董事會轄下委員會(續)

薪酬委員會

架構

薪酬委員會已成立,其角色為協助董事會檢討及釐定本集團董事及高級管理層薪酬待遇之框架或政策,監督僱員福利架構之任何重大變動,以及考慮董事會釐定之其他事項。

薪酬委員會由全體獨立非執行董事組成,彼等為:

麥楊光先生*(主席)*
林至頴先生
黃耀傑先生

職能

薪酬委員會之主要職責概述如下:

(i) 制訂及檢討本集團之整體薪酬政策及策略,並建議董事會批准;

(ii) 制訂、檢討及批准以表現為考慮基礎之薪酬,以及執行董事及管理層之個別薪酬待遇,包括僱傭條款及條件,以及因離職或終止受僱及因行為不當而遭解僱或罷免所產生需支付之賠償;及

(iii) 就非執行董事及獨立非執行董事之薪酬向董事會提供意見。

有關薪酬委員會之職權範圍,可瀏覽本公司網頁及聯交所網頁。

薪酬委員會將就其他執行董事之薪酬建議諮詢主席、副主席及/或行政總裁,並在其認為有需要時尋求內部及外界專業意見。

BOARD COMMITTEES (Continued)

Remuneration Committee (Continued)

Conduct of Meetings

During the Year, the Remuneration Committee held one meeting to consider and approve the annual remuneration of the Directors for the Year.

Individual attendance of each committee's member at the meeting for the Year was as follows:

董事會轄下委員會(續)

薪酬委員會(續)

會議之舉行

本年度內，薪酬委員會舉行共一次會議，以考慮及批准本年度董事之年度酬金。

本年度各委員會成員於該會議之個人出席率如下：

Members	成員	Number of meetings attended/held (Percentage of attendance in total) 出席／舉行會議次數(總出席率)
Mr. Mai Yang Guang *(Chairman)*	麥楊光先生*(主席)*	1/1 (100%)
Mr. Lam Chi Wing	林至頴先生	1/1 (100%)
Mr. Wong Yiu Kit, Ernest	黃耀傑先生	1/1 (100%)

The Remuneration Committee shall meet at least once each year. At least 7 days' notice has to be given prior to any meeting being held unless all members of Remuneration Committee unanimously waive such notice.

The Company prepared and delivered meeting papers that include all relevant information about the meeting to the Remuneration Committee's members at least 3 days prior to such meeting. Minutes drafted by the Company Secretary were circulated to the Remuneration Committee's members for comments within a reasonable time after this meeting. Executed minutes were kept by the Company Secretary and copies of the minutes were sent to the Remuneration Committee's members for records.

薪酬委員會每年須最少開會一次。除非全體薪酬委員會成員一致通過豁免通知之要求，否則任何會議通知須最少於舉行前七日發出。

本公司編製會議文件，內容包括所有會議相關資料，並於有關會議前最少三日派發予薪酬委員會成員。公司秘書草擬的會議記錄已於此次會議後一段合理時間內交予薪酬委員會成員傳閱及給予意見。經簽署之會議記錄由公司秘書存置，會議記錄副本亦已送交薪酬委員會成員以作記錄。

BOARD COMMITTEES (Continued)

Remuneration Committee (Continued)

Remuneration Policy

After annual review in the aforesaid meeting, the Directors' emoluments remain unchanged. The Chairman and the Deputy Chairman are entitled to an annual remuneration of HK$150,000. In addition, the Deputy Chairman and the CEO were entitled to monthly salary of HK$120,000 and HK$33,478 respectively, subject to annual review with reference to their duties and responsibilities as well as the prevailing market condition.

One of the non-executive Directors is entitled to an annual remuneration of HK$150,000 as a position of Director. The other non-executive Director is not entitled to annual remuneration but is entitled to, if any, discretionary bonus to be determined at the discretion of the Board and the remuneration committee of the Board.

The INEDs are not entitled to any other emoluments for holding office as the INEDs except for their entitlement of an annual remuneration of HK$150,000 determined by the Board subject to annual review with reference to their duties and responsibilities as well as the prevailing market condition.

The Company aims to attract, retain and motivate talented and recognised staff, the Management and Directors of the Group by adoption of share option scheme and share award scheme. The Company adopted a share option scheme on 11 October 2012. During the Year, no share options had been granted and no share option was outstanding as at 31 December 2018. The Company adopted a share award scheme on 30 August 2018 (the "2018 Scheme"). As at 31 December 2018, no share award was granted pursuant to the 2018 Scheme. The 2018 Scheme is a discretionary scheme of the Company, which does not constitute a share option scheme or an arrangement analogous to a share option scheme for purpose of Chapter 17 of the Listing Rules. Please refer to the Company's circular dated 15 August 2018 and notes to the financial statements for a summary and principal terms of its rules.

Remuneration payable to the senior management and highest paid employees of the Company by band is disclosed in Note 12 of the consolidated financial statements of the Group in this report.

董事會轄下委員會(續)

薪酬委員會(續)

薪酬政策

於上述會議經年度審閱後，董事酬金維持不變。主席及副主席每年享有150,000港元之酬金。另外，副主席及行政總裁分別享有月薪120,000港元及33,478港元，有關酬金須參考彼等職務與責任以及當時市況而每年作出檢討。

其中一名非執行董事就擔任董事職位每年享有150,000港元之酬金。另一名非執行董事並無權利享有年度薪酬，惟可享有酌情花紅(如有)，其由董事會及董事會轄下的薪酬委員會酌情釐定。

獨立非執行董事除每年享有150,000港元之酬金外，並無權利就擔任獨立非執行董事收取任何其他酬金。有關酬金須由董事會參考彼等之職務與責任以及當時市況而每年作出檢討。

本公司旨在通過採納購股權計劃及股份獎勵計劃，以吸引、保留及激勵有才能及獲肯定的本集團員工、管理層及董事。本公司於二零一二年十月十一日採納了一項購股權計劃。年內並無授出任何購股權，而於二零一八年十二月三十一日，並無購股權尚未行使。本公司於二零一八年八月三十日採納股份獎勵計劃(「二零一八年計劃」)。於二零一八年十二月三十一日，並無根據二零一八年計劃授出任何股份獎勵。二零一八年計劃為本公司之酌情計劃，不構成購股權計劃或上市規則第17章所指類似購股權計劃的安排。請參閱本公司日期為二零一八年八月十五日之通函及財務報表附註中其規則之概要及主要條款。

本公司高級管理層及最高薪酬僱員按組別劃分的應付薪酬已在本報告內本集團綜合財務報表附註12中披露。

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the functions set out in the code provision D.3.1 of the CG Code. During the Year, the Board has reviewed and monitored the Company's corporate governance policies and practices, training and CPD of Directors and senior management of the Group, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

企業管治職能

董事會負責履行企管守則之守則條文第D.3.1條所載職能。本年度內，董事會已審閱及監察本公司的企業管治政策及慣例、本集團董事及高級管理層的培訓及持續專業發展、本公司關於法律及監管規定的合規情況、標準守則的合規情況及本公司關於企管守則的合規情況以及本企業管治報告的披露。

MANAGEMENT FUNCTIONS

The executive Directors have defined clear directions on powers of management and delegated daily management and administration functions to the Management. The functions reserved to the Board and those delegated to the Management are reviewed from time to time. The Company would formalise the division of responsibility between the Board and the Management when the operational requirement of the Group justifies such division.

管理層職能

執行董事就管理層的權力給予清晰的指引，並指派管理層處理日常管理及行政職能。董事會所保留與委派予管理層之職能乃不時予以檢討。倘本集團之規模發展至須劃分董事會與管理層之職責時，本公司將制訂該等職責劃分。

INDEPENDENT AUDITORS

HLB Hodgson Impey Cheng Limited was appointed as the Independent Auditors by the Shareholders at the 2018 annual general meeting of the Company held on 6 June 2018 (the "2018 AGM"). In order to maintain the independence and objectivity of the Independent Auditors (which for these purposes include any entity under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party having knowledge of all relevant information would reasonably conclude as part of the audit firm nationally or internationally), they will not be engaged for non-audit work unless it has been pre-approved by the Audit Committee pursuant to the Company's non-audit services policy.

Independent Auditors were engaged on an ad hoc basis to provide non-audit services, such as to provide a confirmation letter to the Board and a copy of this letter to the Stock Exchange to confirm, among others, that the continuing connected transaction had not exceeded the stipulated caps for the transaction, as part of the process for the annual review of the transaction as required under the Listing Rules during the Year. The fundamental policy of the Group is to ensure that the engagement of the Independent Auditors for non-audit services will not harm their independence or cause any bias on audit works for the presentation of the consolidated financial statements of the Group. During the Year, the fees for engaging HLB Hodgson Impey Cheng Limited to carry out work in connection with the renewal and the annual review of a continuing connected transaction, and review of the profit guarantee of subsidiaries amounted to HK$330,000, in aggregate.

獨立核數師

國衛會計師事務所有限公司於二零一八年六月六日舉行之本公司二零一八年股東周年大會(「二零一八年股東周年大會」)上已獲股東聘任為獨立核數師。為保持獨立核數師之獨立性及客觀性(就此而言包括與核數師行受到共同控制、擁有或管理之任何實體，或合理及知情第三方在接獲一切相關資料後合理認為在國家或國際方面屬核數師行一部分之任何實體)，其將不會受聘進行非核數工作，除非已根據本公司之非審核服務政策獲審核委員會事先批准。

本年度內獨立核數師於特別情況下提供非審核之服務，如按上市規則規定提供確認書給予董事會及該信函副本給予聯交所，以確認(連同其他事項)持續關連交易並無超過該交易既定之上限，以作為該交易周年審閱之部分程序。本集團之基本政策乃確保獨立核數師對非審核服務之參與不會損害彼等獨立性或導致呈列本集團綜合財務報表時構成審核偏頗。本年度內，聘任國衛會計師事務所有限公司就持續關連交易之重續及周年審閱以及附屬公司溢利保證之審閱所進行之工作費用合計為330,000港元。

INDEPENDENT AUDITORS (Continued)

At the 2018 AGM, HLB Hodgson Impey Cheng Limited was appointed by the Shareholders as the Independent Auditors. The audit fees for auditing the consolidated financial statements of the Group for the Year was HK$1,500,000.

The accounts for the Year were audited by HLB Hodgson Impey Cheng Limited whose term of office will expire upon the forthcoming annual general meeting. The Audit Committee recommended to the Board that HLB Hodgson Impey Cheng Limited will be nominated for re-appointment as the Independent Auditors at the forthcoming annual general meeting.

獨立核數師(續)

於二零一八年股東周年大會上，國衛會計師事務所有限公司已獲股東聘任為獨立核數師。本年度本集團綜合財務報表之審核費用為1,500,000港元。

本年度之賬目經由國衛會計師事務所有限公司審核，其於即將舉行之股東周年大會上任滿。審核委員會已向董事會建議，於即將舉行之股東周年大會上提名國衛會計師事務所有限公司續聘為獨立核數師。

FINANCIAL REPORTING

The Company aims to present a clear, balanced and understandable assessment of its financial position and prospects. Financial results are announced as early as possible, with interim report and annual report as well as inside information announcements and financial disclosures published as required under the Listing Rules.

The Management provides explanation, information and progress update to the executive Directors and/or the Board in order for it to make an informed assessment of the financial and other issues put before the Board for approval and consideration.

Throughout the Year, the Directors had selected appropriate accounting policies and applied them consistently. The Directors acknowledge their responsibilities for preparing the financial accounts of the Group which give a true and fair view and are in accordance with generally accepted accounting standards published by the HKICPA. A statement by the HLB Hodgson Impey Cheng Limited about their reporting responsibilities for the Year is set out in the Independent Auditors' Report.

HLB Hodgson Impey Cheng Limited did not report for the Year that there was any material uncertainty relating to events or conditions that might cast significant doubt upon the Group's ability to continue as a going concern.

財務報告

本公司旨在對其財務狀況及前景作出清晰、平衡及可理解評估之呈報。財務業績以盡早發布為基礎，而中期報告及年報，連同內幕消息公告及財務披露則根據上市規則之規定而發布。

管理層向執行董事及／或董事會提供解釋、資料及最新進度，讓董事會就財務及其他事項於提交董事會審批及考慮前，可作出知情評估。

本年度全年內，董事已選取合適之會計政策並貫徹應用。董事確認彼等之責任為編製本集團之財務賬目，賬目須真實而公平，並根據香港會計師公會頒佈而普遍被採用之會計準則編製。國衛會計師事務所有限公司就其本年度之報告責任所發出之聲明已載於獨立核數師報告內。

國衛會計師事務所有限公司並無就本年度作出任何涉及可能對本集團持續經營能力存在重大疑問之事件或狀況之重大不確定因素之報告。

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, maintaining sound and effective risk management and internal control systems and reviewing their effectiveness to safeguard Shareholders' investment and the Group's assets. The management is responsible for setting the appropriate tone from the top, performing risk assessment, and owning the design, implementation and maintenance of internal control. Essential to this risk management and internal control systems are well defined policies and procedures that are properly documented and communicated to employees. To this end, the Company continues to allocate resources for internal control and risk management systems to provide reasonable, though not absolute, assurance against material misstatement or loss and to manage rather than eliminate the risk or failure to achieve business objectives.

During the Year, the Group has implemented an internal audit function to review the financial condition, operational condition, risk management, compliance control and internal control of the Group. The Audit Committee assists the Board to fulfill its oversight role over the Group's risk management and internal control function by reviewing and evaluating the effectiveness of our overall risk management and internal control system at least annually. During the Year, the Board has reviewed the adequacy and effectiveness of the Group's risk management and internal control systems, through the Audit Committee.

The Group's risk management and internal control systems are embedded within our business processes so that it functions as an integral part of the overall operation of the Group. The system comprises a comprehensive organisation structure with assignment of definite accountabilities and delegation of corresponding authorities to each post. Based on our organisation structure, a reporting system has been developed including reporting channels from division heads of business units to the Board.

The risk management and internal control systems and accounting system of the Group are aimed at identifying and evaluating the Group's risk and formulate risk mitigation strategies, and to provide reasonable assurance that assets are safeguarded against unauthorised use or disposition, transactions are executed in accordance with the management's authorisation, and the accounting records are reliable for preparing financial information used within the business for publication, maintaining accountability for assets and liabilities and ensuring the business operations are in accordance with relevant legislation, regulations and internal guidelines.

風險管理及內部監控

董事會全面負責評估及釐定為達成本集團戰略目標所願承擔的風險性質及程度、維持穩健及有效的風險管理和內部監控系統並檢討其成效，以保障股東的投資及本集團資產。管理層負責從頂層為監控定調、進行風險評估，並設計、實施及維護內部監控。對風險管理及內部監控系統而言，屬重要的是明確妥善訂立書面政策和程序，並向僱員傳達。為此，本公司持續投放資源予內部監控及風險管理系統，為不會有重大的失實陳述或損失作出合理(而非絕對)的保證，並管理(而非消除)未能達到業務目標的風險。

於本年度內，本集團已實施內部審核職能，以審閱本集團的財務狀況、營運狀況、風險管理、合規監控及內部監控。審核委員會通過至少每年審閱及評估我們風險管理及內部監控系統的整體成效，以協助董事會擔任其須監督本集團風險管理及內部監控職能的角色。於本年度內，董事會已透過審核委員會檢討本集團風險管理及內部監控系統的充足性及有效性。

本集團的風險管理及內部監控系統嵌入於業務程序當中，使其成為本集團整體營運的組成部分。該系統乃由一個結合明確責任分配並向各職位授出相應權力的綜合組織架構組成。基於我們的組織架構，報告系統(包括業務單位的部門主管向董事會報告的渠道)已發展完善。

本集團的風險管理及內部監控系統以及會計系統乃旨在識別及評估本集團的風險及制定降低風險策略並同時提供合理保證以確保資產獲得保障，避免未經授權使用或出售；確保交易乃根據管理層的授權進行；確保會計記錄的可靠程度足以用於編製業務中可供刊發的財務資料；維持對資產及負債的問責性；及確保業務的營運符合相關法律、法規及內部指引。

RISK MANAGEMENT AND INTERNAL CONTROL (Continued)

The Group has an organisational structure with defined lines of responsibility and authority. Each department is accountable for its daily operations and is required to report to executive Directors on a regular basis. Policies and procedures are set for each department, which includes establishing and maintaining effective policies to enhance the ability of risks identification to which the Group are exposed and taking appropriate actions to manage such risks, establishing a structure with defined authorities and proper segregation of duties; monitoring the strategic plan and performance; designing an effective accounting and information system; controlling price sensitive information; and ensuring swift actions and timely communication with our stakeholders.

The Group's risk governance structure and the main responsibilities of each level of the structure are summarized below:

The Board is responsible to determine the business strategies and objectives of the Group, and evaluates and determines the nature and extent of risks it is willing to take in achieving the Group's strategic objectives; ensures that the Group establishes and maintains appropriate and effective risk management and internal control systems; and oversees management in the design, implementation and monitoring of the risk management and internal control systems.

Audit Committee is responsible for assisting the Board to perform its responsibilities of risk management and internal control systems; overseeing the Group's risk management and internal control systems on an ongoing basis; reviewing the effectiveness of the Group's risk management and internal control systems at least annually, and such review should cover all material controls including financial, operational and compliance control; ensuring the adequacy of resources, staff qualifications and experience, training programmes and budget for the Group's accounting, internal audit and financial reporting functions; and considering major findings on risk management and internal control matters, and reports and makes recommendations to the Board.

The senior management designs, implements and maintains appropriate and effective risk management and internal control systems; identifies, evaluates and manages the risk that may potentially impact the major processes of the operations; monitors risk and take measures to mitigate risk in the day-to-day operations; gives prompt responses to and follow up the findings on risk management and internal control matters raised by the internal auditor or external risk management and internal control adviser; and provides confirmation to the Board and Audit Committee on the effectiveness of the risk management and internal control systems.

風險管理及內部監控(續)

本集團擁有一個可清楚界定職責及權力的組織架構。各部門須負責其日常運作，並須定期向執行董事報告。本集團已為各部門設立多項政策及程序，包括制定及維持有效政策以改善識別本集團所面臨風險的能力，並採取適當措施以管理該等風險、建立設有明確權力及合適職責分配的架構、監察戰略計劃及表現、制定有效會計及資訊系統、管制股價敏感資料、確保行動迅速且及時與持份者溝通。

本集團的風險管治架構以及架構內各階層的主要職責概述如下：

董事會負責釐定本集團的業務策略及目標，並評估及確定其願意為實現集團策略目標而承受的風險性質及程度；確保本集團設立及維持適當有效的風險管理及內部監控體系；及監督管理層對風險管理及內部監控體系的設計、實施及監察。

審核委員會負責協助董事會履行風險管理及內部監控體系的職責；持續監察本集團的風險管理及內部監控體系；每年至少檢討一次本集團風險管理及內部監控體系的成效，而有關檢討應涵蓋全部重大監控，包括財務、營運及合規監控；確保本集團會計、內部審核及財務報告職能具備充足的資源、員工資歷及經驗、培訓計劃以及預算；及考慮風險管理及內部監控事宜的主要調查結果，並向董事會報告及提出建議。

高級管理層設計、實施以及維持適當有效的風險管理及內部監控體系；識別、評估及管理可能影響業務主要流程的風險；於日常營運中監控風險及採取措施以減輕風險；及時回應並跟進內部核數師或外聘風險管理及內部監控顧問提出的風險管理及內部監控事宜的調查結果；及向董事會及審核委員會確保風險管理及內部監控體系的成效。

RISK MANAGEMENT AND INTERNAL CONTROL (Continued)

風險管理及內部監控(續)

Internal auditor is responsible for reviewing the adequacy and effectiveness of the Group's risk management and internal control systems; and reports to the Audit Committee on the findings of the review and makes recommendations to the Board and management to improve the material systems deficiencies or control weaknesses identified.

內部核數師負責審閱本集團風險管理及內部監控體系是否充足有效;及向審核委員會報告審閱結果,並向董事會及管理層提出建議,以改善重大體系缺陷或已識別的監控弱點。

The Board has conducted a review of the effectiveness of the risk management and internal control systems for the year ended 31 December 2018 and considers them effective and adequate.

董事會已對風險管理及內部監控體系於截至二零一八年十二月三十一日止年度的成效進行檢討並認為其屬有效及充足。

Risk Management Procedures

風險管理程序

In addition to the Board's responsibilities, the Company has developed a risk management process to identify, evaluate and manage significant risks and to resolve material internal control defects. Senior management is responsible for the annual risk reporting process. Internal auditor will meet with various members of the senior management to review and assess risks and discuss solutions to address material internal control defects, including any changes relevant to a given year. Risks are compiled, ratings are assigned and mitigation plans are documented. The risk assessment is reviewed by certain members of senior management and presented to the Audit Committee and the Board for their review.

除董事會的責任外,本公司已制定風險管理程序,以識別、評估及管理重大風險,並解決重大內部監控缺陷。高級管理層負責年度風險呈報程序。內部核數師將與高級管理層若干成員會面,檢討及評估風險,並探討重大內部監控缺陷的解決方案,包括有關年度適用的任何變動,對風險進行匯總、評級並記錄緩解計劃。風險評估乃由高級管理層若干成員進行審閱,並提呈審核委員會及董事會以供檢討。

Risks are evaluated by the Board and senior management based on (i) the severity of the impact of the risk on the Company's financial results; (ii) the probability that the risk will occur; and (iii) the velocity or speed at which a risk could occur.

董事會及高級管理層根據(i)本公司財務業績風險影響的嚴重程度;(ii)風險發生的概率;及(iii)風險可能發生的速率或速度評估風險。

Based on the risk evaluation, the Company will manage the risks as follows:

本公司將根據風險評估結果按以下方式管理風險:

Establish risk context – internal audit establishes common risk assessment and criteria and sets up risk reference tables for the Group.

設定風險背景-內部審核為本集團設定通用的風險評估準則及制定風險參照。

Risk identification – departments identify the risks that potentially impact the key process of their operations.

風險識別-各部門識別對其營運重要程序具有潛在影響的風險。

Risk assessment – departments assess and score the risks identified along with their impact on the business and the likelihood of their occurrence.

風險評估-各部門就已識別的風險對其業務的影響及其發生的可能性作出評估及評分。

Risk treatment – departments assess effectiveness of existing controls and provide treatment plans when required.

風險處理-各部門評估現有監控措施的成效,並在有需要時提供處理方案。

RISK MANAGEMENT AND INTERNAL CONTROL (Continued)

Risk Management Procedures (Continued)

Risk reporting and monitoring – departments monitor risk mitigating activities. Risks are regularly reported at appropriate level within the Group and assurance is provided on the progress of treatment plans.

Principal Risks

The Group faces a number of principal risks and uncertainties that if not properly managed could create an exposure for the Group. Thorough risk assessment and mitigation help ensure these risks are well managed and governed effectively. Principal risks identified by the Group are disclosed in the Directors' Report under the section headed "Risks and Uncertainties Relating to the Group's Business".

Procedures and Controls over Handling and Dissemination of Inside Information

With respect to the procedures and internal controls for the handling and dissemination of inside information, the Group has internal policy and procedures which strictly prohibit unauthorised use of inside information and has communicated to all staff; the Board is aware of its obligations to announce any inside information in accordance with the Listing Rules and conducts the affairs with reference to the "Guidelines on Disclosure of Inside Information" issued by the Securities and Futures Commission in June 2012. In addition, only Directors and delegated officers can act as the Group's spokesperson and respond to external enquiries about the Group's affairs.

風險管理及內部監控(續)

風險管理程序(續)

風險匯報及監察－各部門監察風險紓減工作。本集團內相關管理層級別會獲定期匯報風險，而處理方案進度亦會獲提供保證。

主要風險

本集團面對多項主要風險及不明朗因素，倘沒有妥善管理，可能會為本集團帶來影響。全面的風險評估及紓減風險措施有助本集團確保該等風險得到適當管理及有效控制。本集團識別的主要風險已於董事會報告「有關本集團業務的風險及不確定因素」一節內披露。

處理及發佈內幕消息的程序及控制

關於處理及發佈內幕消息的程序和內部監控措施，本集團設有內部政策及程序嚴禁未經授權使用內幕消息，並已傳遞給所有員工。董事會明白根據上市規則發佈任何內幕消息的責任及按照證券及期貨事務監察委員會於二零一二年六月發表的《內幕消息披露指引》行事。此外，只有董事及授權職員才可擔任本集團的發言人及回應外界對本集團事務的諮詢。

COMPANY SECRETARY

The Company Secretary is responsible for ensuring that Board procedures are followed and for facilitating information flows and communications among Directors as well as with Shareholders and the Management. The Company Secretary's biography is set out in the "Profiles of Directors and Senior Management" section of this report. During the Year, Mr. Wong Wing Cheung has been the Company Secretary. Mr. Wong Wing Cheung had undertaken not less than 15 hours of professional training in compliance with Rule 3.29 of the Listing Rules.

公司秘書

公司秘書負責確保董事會程序已獲遵守及促進董事、股東及管理層間的信息流通及溝通。公司秘書的簡歷已載於本報告「董事及高級管理層簡介」一節。於本年度，黃永祥先生曾擔任公司秘書。黃永祥先生已遵守上市規則第3.29條，參加不少於15小時的專業培訓。

SHAREHOLDERS' RIGHTS

The Company is committed to safeguarding the Shareholders' and the Company's interests as a whole and encourages the Shareholders to attend general meetings for participating in the important decisions of the Company for which the Shareholders' approval is required under the Listing Rules and the laws of Bermuda. The Company regards general meeting as an important event as it provides an important opportunity for direct communication between the Board and the Shareholders. Notices of the 2018 AGM, together with the annual report and circular, was sent to the Shareholders more than 20 clear business days before the meeting whereas notice of the special general meeting, together with circular, was sent to the Shareholders more than 10 clear business days before the meeting. These can allow more time for the Shareholders to digest information in the annual report and circulars, and to consider whether joining the meetings or not.

With the implementation of poll voting in lieu of show of hands at all general meetings of a listed company, shareholders can fully reflect their proprietary rights and interests by means of poll which is regarded as a fairer method of determination on business matters than voting on a show of hands at general meetings under the Listing Rules.

The Chairman acted as the chairman of the 2018 AGM and the special general meeting held on 30 August 2018. The Deputy Chairman acted as chairman of the special general meeting held on 19 November 2018. The chairman of each meeting took the initiative to demand for a poll at the commencement of the meetings and explained the detailed procedures for conducting a poll to the Shareholders. All resolutions were put to vote and passed by poll under the scrutiny of the independent share registrar. The poll results were made public by means of public announcements which were uploaded to the websites of the Company and the Stock Exchange.

Statutory announcements, financial and other information of the Group are made available on the Company's website, which are regularly updated.

The Shareholders may put their enquires to the Board and also put forward proposals at general meetings by way of a written notice addressed to the Company Secretary at the principal office of the Company in Hong Kong.

The way in which Shareholders can convene a Special General Meeting ("SGM")

The Directors of the Company, notwithstanding anything in its bye-laws shall, on the requisition of Shareholders of the Company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the company as at the date of the deposit carries the right of voting at general meetings of the Company, forthwith proceed duly to convene a SGM of the Company.

股東權利

本公司銳意保障股東及本公司之整體利益，並鼓勵股東出席股東大會，以參與上市規則及百慕達法例要求股東批准之重要決策。鑑於股東大會為董事會與股東直接溝通之重要機會，故本公司視股東大會為一項重要事項。二零一八年股東周年大會之通告，連同年報及通函，已在開會前，超過二十個完整營業日發送予股東，而股東特別大會之通告連同通函，已在開會前超過十個本公司營業日發送予股東，以讓股東有更多時間了解年報及通函之資料，及考慮是否參與會議。

根據上市規則，隨著上市公司於所有股東大會上以投票方式表決以代替舉手方式表決之落實，股東以投票方式表決能全面反映股東之財產權益及利益，且較於股東大會上以舉手方式表決以決定業務事宜被視為較公平的方法。

主席於二零一八年股東周年大會及於二零一八年八月三十日舉行的股東特別大會擔任會議主席，而副主席於二零一八年十一月十九日舉行的股東特別大會上擔任會議主席。各會議主席於會議開始時主動要求以按股數投票方式表決，並向股東解釋進行按投票表決之詳細程序。在獨立股份過戶登記處之監察下，所有決議案以投票方式表決及通過。投票方式表決之結果以公開公告之方式上載至本公司及聯交所之網頁。

本集團之法定公告、財務及其他資料可於本公司網頁瀏覽，並定期更新。

股東可向董事會作出提問，並以書面通知方式致本公司於香港之主要辦事處向公司秘書提交於股東大會提呈之建議。

股東可召開股東特別大會(「股東特別大會」)之方式

即使公司細則另有規定，本公司董事須於收到本公司股東要求而該等股東於送達要求日期持有本公司截至該日附帶本公司股東大會投票權的實繳股本不少於十分一時，立即展開正式召開本公司股東特別大會程序。

SHAREHOLDERS' RIGHTS (Continued)

The way in which Shareholders can convene a Special General Meeting ("SGM") (Continued)

The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited with the Company Secretary at the Company's principal place of business at Rooms 2709–10, 27th Floor, North Tower, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong, and may consist of several documents in like form each signed by one or more requisitionists.

The request will be verified with the Company's Share Registrars and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board of Directors to include the resolution in the agenda for the SGM.

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

The procedures for sending enquiries to the Board

The enquiries must be in writing with contact information of the requisitionists and deposited with the Company Secretary at the Company's principal place of business at Rooms 2709–10, 27th Floor, North Tower, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong.

The procedures for making proposals at Shareholders' Meetings

To put forward proposals at an Annual General Meeting ("AGM"), or SGM, the Shareholders should submit a written notice of those proposals with the detailed contact information to the Company Secretary at the Company's principal place of business at Rooms 2709–10, 27th Floor, North Tower, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong. The request will be verified with the Company's Share Registrars and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board to include the resolution in the agenda for the general meeting.

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

— At least 21 days' notice (the notice period must include not less than 20 clear business days) in writing if the proposal constitutes a resolution of the Company in AGM

股東權利(續)

股東可召開股東特別大會(「股東特別大會」)之方式(續)

該要求須註明有關會議之目的，並須由要求人簽署及送達本公司主要營業地點(地址為香港九龍尖沙咀科學館道1號康宏廣場北座27樓2709–10室)遞交予公司秘書。該要求可由多份同樣格式之文件組成，各文件由一位或以上之要求人簽署。

本公司會向股份過戶登記處核實該要求，於獲得股份過戶登記處確認該要求為恰當及適當後，公司秘書將要求董事會在股東特別大會的議程內加入有關決議案。

倘董事於要求之送達日期二十一日內並無正式召開會議，要求人(或代表所有要求人總投票權超過一半以上之任何要求人)可自行召開會議，惟所召開之任何會議不得於上述日期起計三個月屆滿後舉行。

向董事會提出查詢的程序

有關查詢須以書面方式連同查詢人之聯絡資料送達本公司之主要營業地點(地址為香港九龍尖沙咀科學館道1號康宏廣場北座27樓2709–10室)遞交予公司秘書。

於股東大會上提出提案的程序

為於股東周年大會(「股東周年大會」)或股東特別大會上提出提案，股東須以書面提交該等提案，連同詳細聯絡資料，送達本公司之主要營業地點(地址為香港九龍尖沙咀科學館道1號康宏廣場北座27樓2709–10室)遞交予公司秘書。本公司會向股份過戶登記處核實該要求，於獲得股份過戶登記處確認該要求為恰當及適當後，公司秘書將要求董事會在股東大會的議程內加入有關決議案。

就上述股東提出於股東周年大會或股東特別大會上考慮之提案而向全體股東發出通告之通知期因應提案之性質有所不同，詳情如下：

— 倘有關提案構成本公司股東周年大會之決議案，則須至少二十一日之書面通知(通知期須包括不少於二十個完整營業日)

SHAREHOLDERS' RIGHTS (Continued)

The procedures for making proposals at Shareholders' Meetings (Continued)

- At least 21 days' notice (the notice period must include not less than 10 clear business days) in writing if the proposal constitutes a special resolution of the Company in SGM

- At least 14 days' notice (the notice period must include not less than 10 clear business days) in writing for all other SGM of the Company

To safeguard shareholder interests and rights, separate resolutions are proposed at shareholder meetings on each substantial issue, including the election of individual Directors.

All resolutions put forward at a shareholder meeting will be taken by poll pursuant to the Listing Rules and the poll results will be posted on the websites of the Company and of the Stock Exchange after the shareholder meeting.

The Group will continue to maintain a close relationship with investors and develop greater understanding about the Group for international investors, to enhance investors' confidence in the Group.

- Right to put forward proposals at general meetings

  There are no provisions allowing shareholders to purpose new resolutions at the general meetings. However, shareholders are requested to follow Bye-laws 89 of the Bye-laws of the Company for including a resolution at an SGM. The requirements and procedures are set out above. Pursuant to Bye-law 89 of the Bye-laws of the Company, no person other than a Director retiring at a meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless not less than seven clear days before the date appointed for the meeting there shall have been lodged at the Office or at the Registration Office notice in writing signed by some Members (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected. The period for lodgment of the notice required under this Bye-law shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven days prior to the date of such meeting, provided that such period shall be at least seven days.

股東權利(續)

於股東大會上提出提案的程序(續)

- 倘有關提案構成本公司股東特別大會之特別決議案,則須至少二十一日之書面通知(通知期須包括不少於十個完整營業日)

- 就本公司所有其他股東特別大會而言,則須至少十四日之書面通知(通知期須包括不少於十個完整營業日)

為保障股東權益及權利,本公司就各重大事宜(包括選舉個別董事)於股東大會提呈獨立決議案。

股東大會上提呈之所有決議案將根據上市規則進行投票表決,且投票表決之結果將於股東大會結束後在本公司及聯交所網站上刊載。

本集團會繼續與投資者保持緊密關係,並讓國際投資者更深入了解本集團及加強投資者對本集團的信心。

- 於股東大會上提呈決議案的權利

  概無條文允許股東於股東大會上提呈新決議案。然而,股東須根據本公司公司細則第89條以將決議案載入股東特別大會。該等規定及程序載於上文。根據本公司之公司細則第89條,除非大會指定日期前不少於七個完整日向辦事處或註冊辦事處送交合資格出席大會並於會上投票的若干股東(將獲推薦之人士除外)書面簽署通告,列明其有意建議有關人士參選,以及由將獲推薦之人士書面簽署表明其出選意願的通知,否則除非獲董事推薦參選,概無人士(於會上退任的董事除外)合資格於任何股東大會上獲委任為董事。根據此公司細則的規定,遞交通知的期間不得早於寄發有關選舉的指定大會通告翌日開始,且不得遲於該大會日期前七日結束,惟有關期間須最少為七日。

INVESTOR RELATIONS

Accountability and transparency are indispensable for ensuring good corporate governance and, in this regard, timely communication with the Shareholders, including institutional investors, is crucial. The Company considers good investor relations as a key part of its operations and continues to promote investor relations and enhances communications with the investors.

The Company maintains a corporate website (www.cs-ih.com) to make the Group's information, statutory announcements, and other financial and non-financial information available on the internet to facilitate its communication with the Shareholders.

The Company welcomes suggestions from investors and the Shareholders, and invites them to share their views and suggestions by contacting the Investor Relations Team at ir@cs-ih.com

投資者關係

問責制及透明度乃確保良好企業管治之不二法門。就此,與股東(包括機構投資者)定時溝通更屬不可或缺之部分。本公司認為良好投資者關係乃其運作之主要部分,並持續促進投資關係及加強與投資者之溝通。

本公司設有公司網頁(www.cs-ih.com),使股東可透過互聯網取得本集團之資料、法定公告及其他財務和非財務資料,加強與股東之溝通。

本公司歡迎投資者及股東提出意見,並誠邀彼等通過ir@cs-ih.com聯繫投資者關係部分享彼等之意見及建議。

DIVIDEND POLICY

According to the dividend policy adopted by the Company, in deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account the following factors:

(a) the Group's future operations and earnings;

(b) the Group's capital requirements and surplus;

(c) the general financial conditions of the Group;

(d) contractual restrictions on payment of dividends; and

(e) any other factors that the Board consider relevant.

The declaration and payment of dividends by the Company shall be determined at the sole discretion of the Board and shall be subject to any restrictions under the Companies Act of the Bermuda and the Bye-laws of the Company. The dividend policy of the Company will be reviewed from time to time and there can be no assurance that dividends will be proposed or declared in any particular amount for any given period.

股息政策

根據本公司採納之股息政策,董事會於建議宣派股息及釐定股息金額時須考慮以下因素:

(a) 本集團的未來營運及盈利;

(b) 本集團的資金需求及盈餘;

(c) 本集團的整體財務狀況;

(d) 於派付股息上的合約限制;及

(e) 董事會認為相關的任何其他因素。

本公司之股息宣派及派付須由董事會全權酌情決定,亦須受限於百慕達公司法及本公司公司細則之任何限制。本公司之股息政策將不時予以檢討,且概不保證將在任何特定期間建議或宣派任何特定金額的股息。

CHANGE IN CONSTITUTIONAL DOCUMENTS

There is no change in the memorandum of association and the Bye-laws for the Year.

變更憲制性文件

於本年度,組織章程大綱及公司細則並沒有任何變更。

CORPORATE GOVERNANCE CODE

The Company had fully applied the principles and complied with the requirements of the CG Code, as set out in Appendix 14 of the Listing Rules throughout the Year.

企業管治守則

本公司於本年度一直全面應用上市規則附錄十四企管守則之原則，並遵守該守則之規定。

CONCLUSION

The Company has maintained a good standard of corporate governance during the Year. The Company believes that corporate governance principles and practices are essential to the business communities. Ongoing effort will be given to review its corporate governance practices from time to time so to accommodate the changing circumstances. The Company will strive to maintain and strengthen the standard and quality of its corporate governance.

總結

本公司於本年度內已達到良好水平之企業管治。本公司相信企業管治原則及常規對商業社會而言至關重要，故本公司亦將持續不時檢討其企業管治常規，以適應環境上之轉變。本公司將致力維持及加強其企業管治標準及質素。

INTRODUCTION, ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICIES AND REPORT

This Environmental, Social and Governance Report (the "ESG Report") summarizes the environmental, social and governance initiatives, plans and performance of the Group and demonstrates its commitment to sustainable development.

The core business of the Group is principally engaged in management of healthcare investments, natural health food business and the provision of life healthcare services.

The Group's vision is "to solve the health problems of people through our products and services so as to achieve "Healthy, Happy and Secure Life". To achieve this, the Group has implemented the principles of sustainable development at operational levels such as day-to-day operations, strategic planning and investment, adhered to the management policies of sustainable environmental, social and governance ("ESG") development. We are also committed to treating the Group's ESG affairs effectively and responsibly, which become a core part of our business strategy, as we believe this is the key to our continued success in the future.

The ESG Governance Structure

The Group has established the ESG Task Force (the "Task Force"). The Task Force comprises core members from different departments of the Group and is responsible for collecting relevant information on our ESG aspects for the preparation of the ESG Report. The Task Force reports to the Board of Directors (the "Board"), assists in identifying and assessing the Group's ESG risks, and assesses the effectiveness of the Group's ESG internal control mechanism. The Task Force will also examine and assess our performances in different aspects such as health and safety, labour standards, and product responsibility in the ESG area. The Board sets the general direction of the Group's ESG strategy and ensures the effectiveness of ESG risk control and internal control mechanism.

序言和環境、社會及管治方針與報告

本環境、社會及管治報告(「環境、社會及管治報告」)總結本集團在環境、社會及管治上的倡議、計劃及績效，並展示其在可持續發展方面的承諾。

本集團的核心業務主要從事醫療投資管理業務、天然健康食品業務以及提供生命健康服務。

本集團的願景為「通過我們提供的產品和服務，解決人民健康問題，達致『生命健康，快樂無憂』」，為達此願景，本集團在日常營運、策略性規劃及投資等業務層面，貫徹落實可持續發展則，秉承可持續發展的環境、社會及管治的管理方針，承諾有效及負責任地處理本集團的環境、社會及管治事務，並以此作為我們商業戰略的一個核心部分，因為我們相信這是讓我們在未來繼續取得成功的關鍵。

環境、社會及管治治理結構

本集團已成立了環境、社會及管治工作小組(簡稱「工作小組」)。工作小組由本集團不同部門的核心成員組成，負責搜集我們在環境、社會及管治方面的相關資料以編制環境、社會及管治報告。工作小組會向董事會彙報，協助辨識和評估本集團的環境、社會及管治風險以及評估本集團環境、社會及管治內部控制機制的有效性。工作小組亦會檢查和評估我們在環境、社會及管治範疇內環境、健康與安全、勞工標準、產品責任等不同方面的表現。董事會則會設定集團環境、社會及管治策略上的大方向，並確保環境、社會及管治風險控制及內部控制機制的有效性。

SCOPE OF REPORTING

Unless otherwise stated, this report mainly covers the principal subsidiaries of the Group providing life healthcare services, i.e. the two clinics under Realyoung International Life Medical Group Company Limited.

The Group continues to assess the significant ESG areas of different businesses or substantial subsidiaries to determine whether it is necessary to include them in the ESG reporting.

報告範圍

除非另有所述，本報告主要涵蓋集團提供生命健康服務之主要附屬公司，即瑞昂國際生命醫學集團有限公司旗下的兩個診所。

本集團會持續評估不同業務或主要附屬公司的重大環境、社會及管治範疇，以決定是否需納入環境、社會及管治報告範圍內。

REPORTING FRAMEWORK

The ESG Report is prepared pursuant to the Environmental, Social and Governance Reporting Guide under Appendix 27 of the Main Board Listing Rules of the Stock Exchange of Hong Kong Limited (the "ESG Reporting Guide").

The corporate governance practices of the Group are set out in the corporate governance report on pages 36 to 63 of this report.

報告框架

環境、社會及管治報告依照香港聯合交易所有限公司主板上市規則附錄二十七環境、社會及管治報告指引(「環境、社會及管治報告指引」)所編製編寫。

有關本集團的企業管治常規刊載於本報告第36至63頁的企業管治報告內。

REPORTING PERIOD

The ESG Report describes the ESG activities, challenges and measures taken by the Group during the year ended 31 December 2018 (the "Year").

報告期間

環境、社會及管治報告詳述本集團於截至二零一八年十二月三十一日止年度(「本年度」)，取得的環境、社會及管治方面的活動、挑戰和採取的措施。

STAKEHOLDER ENGAGEMENT

The Group places emphasis on stakeholders and their opinions on the business and ESG issues of the Group. To understand and respond to stakeholders' concerns, the Group communicates with key stakeholders (including employees, investors, customers, suppliers, government authorities, and local groups) through different channels, such as meetings, customer satisfaction surveys, electronic platforms, public events, etc. While formulating operational strategies and ESG measures, the Group considers the expectations of stakeholders and continuously improves its performance through mutual cooperation, thus creating greater value for society.

持份者參與

本集團重視持份者及其對本集團業務及環境、社會及管治事宜的意見。為瞭解及回應持份者關注事項，本集團與主要持份者(包括員工、投資者、客戶、供應商、政府機構及地區團體等)以不同管道溝通，例如會議、客戶滿意度調查、電子平台、公眾活動等。在制訂營運策略及環境、社會及管治措施時，本集團會考慮持份者的期望，透過彼此合作使本集團不斷改善其表現，為社會締造更大價值。

MATERIALITY ASSESSMENT

The management and staff of the Group's respective major functions have participated in the preparation of the ESG report to assist the Group in reviewing its operations and identifying relevant ESG issues, as well as assessing the importance of related matters to our business and each stakeholder. Based on the assessed significant ESG issues, a data collection questionnaire was prepared to collect information from relevant departments and business units of the Group.

重要範疇評估

本集團各主要職能的管理層與員工均有參與編製環境、社會及管治報告，以協助本集團檢討其運作情況及鑒別相關環境、社會及管治事宜，並評估相關事宜對我們的業務以及各持份者的重要性。根據經評估的環境、社會及管治重要事項，以編製資料收集問卷，向本集團相關部門及業務單位收集資料。

MATERIALITY ASSESSMENT (Continued)

重要範疇評估(續)

The following table is a summary of the Group's material ESG issues included in this report:

下表為本報告所載本集團屬重大環境、社會及管治事宜之摘要：

Report Guide		報告指引		The material ESG aspects of the Group	本集團環境、社會及管治重要範疇	
A.	**Environmental**	**A.**	**環境**			
A1.	Emissions	A1.	排放物	Exhaust Gas and Greenhouse Gas ("GHG") Emissions	廢氣及溫室氣體排放	P. 68
				Waste Management	廢物管理	P. 70
A2.	Use of Resources	A2.	資源使用	Energy Consumption	能源消耗	P. 74
				Water Consumption	水源消耗	P. 75
A3.	The Environment and Natural Resources	A3.	環境及天然資源	Noise Management	噪音管理	P. 76
B.	**Social**	**B.**	**社會**			
B1.	Employment	B1.	僱傭	Compensation and Benefits	薪酬福利	P. 77
				Recruitment, Promotion, Incentive and Dismissal	招聘、晉升、獎勵及解聘	P. 79
				Equal Opportunity	平等機會	P. 80
B2.	Health and Safety	B2.	健康與安全	Internal Health and Safety Management	內部健康與安全管理	P. 81
				Occupational Safety Training	職業安全培訓	P. 82
B3.	Development and Training	B3.	發展及培訓	Training Management	培訓管理	P. 83
				Training Courses	培訓課程	P. 83
B4.	Labour Standards	B4.	勞工準則	Prevent Child and Forced Labour	防止童工及強制勞工	P. 84
B5.	Supply Chain Management	B5.	供應鏈管理	Supply Chain Environmental and Social Risk Management	供應鏈環境及社會風險管理	P. 86
				Fair and Open Procurement	公平及公開採購	P. 86
B6.	Product Responsibility	B6.	產品責任	Quality of Medical Service	醫療服務品質	P. 87
				Customer Service	客戶服務	P. 88
B7.	Anti-corruption	B7.	反貪污	Prevent Corruption and Fraud	防止貪污及舞弊	P. 89
B8.	Community Investment	B8.	社區投資	Corporate Social Responsibility	企業社會責任	P. 90

During the Year, the Group confirmed that it has established appropriate and effective management policies and control systems for ESG issues and confirmed that the disclosed contents are in compliance with the requirements of the ESG Reporting Guide.

本年度，本集團確認已就環境、社會及管治事宜設立合適及有效的管理政策及監控系統，並確認所披露內容符合報告指引的要求。

CONTACT US

與本集團聯絡

We welcome stakeholders to provide their opinions and suggestions. You can provide valuable advice in respect of the ESG Report or our performance in sustainable development and email it to ir@cs-ih.com.

本集團歡迎持份者提供意見及建議。 閣下可就環境、社會及管治報告或我們在可持續發展方面的表現提供寶貴意見，並電郵至ir@cs-ih.com。

A. ENVIRONMENTAL

A1. Emissions

General Disclosure and Key Performance Indicators ("KPIs")

Environmental Protection Policy and Compliance Issues

The Group adheres to the strategy of sustainable development in its operations, focuses on sound environmental management, and strives to protect the environment in order to fulfill the Group's commitment on social responsibility.

The Group regularly follows the latest national and regional environmental protection laws and regulations, thereby focusing on strengthening environmental protection measures in order to comply with local government-related laws and regulations and fully implement environmental policies. The Group complies with applicable laws and regulations. The relevant laws in Mainland China include the "Water Pollution Prevention and Control Law of the People's Republic of China"《中華人民共和國水污染防治法》, the "Regulations on Urban Drainage and Sewage Treatment"《城鎮排水與污水處理條例》, the "Regulations on the Administration of Medical Wastes"《醫療廢物管理條例》, the "Law of the People's Republic of China on the Prevention and Control of Environmental Pollution by Solid Wastes"《中華人民共和國固體廢物污染環境防治法》, etc.

In the course of business operation of the Group, in addition to the general emission of greenhouse gases ("GHG") and the discharge of domestic waste and sewage, medical waste is discharged during the provision of medical services which causes potential impacts on the environment and may exposes the Group to relevant compliance risk. Therefore, the Group has formulated relevant rules and regulations for the effective control and orderly management of medical wastewater, medical waste, and other pollutants generated during operation, and supervising the implementation of environmental protection measures by various departments. Such measures aim to prevent and reduce pollutants against the environment, protect and improve the environment, and protect the health of employees, so as to achieve the environmental objectives and indicators of the Group.

A. 環境

A1. 排放物

一般披露和關鍵績效指標(「關鍵績效指標」)

環境保護政策及合規事宜

本集團在營運上堅持可持續發展的戰略，重視良好的環境管理，努力保護環境，以落實本集團應承擔的社會責任。

本集團定期追蹤最新國家和地區環境保護法律法規，以此為依據專注於加強環境保護的措施，以遵守當地政府相關的法律法規和貫徹落實環境政策。本集團遵守適用法律法規，中國內地相關的法律包括《中華人民共和國水污染防治法》、《城鎮排水與污水處理條例》、《醫療廢物管理條例》、《中華人民共和國固體廢物污染環境防治法》等。

在本集團業務營運過程中，除了一般的溫室氣體排放以及生活垃圾污水的排放以外，提供醫療服務過程中亦會產生醫療廢棄物的排放，對環境造成潛在影響，亦可能會讓本集團面對相關合規風險。因此，本集團制定了相關規章制度，對辦公過程中產生的醫療廢水及和醫療廢棄物等污染物進行有效控制及有序管理，監督各部門對環境保護措施的實施情況，以防治和減少污染物對環境的污染，保護和改善環境，保障職工的健康，以此來實現集團的環境目標及指標。

A. ENVIRONMENTAL (Continued)

A1. Emissions (Continued)

General Disclosure and Key Performance Indicators ("KPIs") (Continued)

Environmental Protection Policy and Compliance Issues (Continued)

The responsible persons in charge of the Group's environmental affairs supervise the implementation of the above measures and relevant environmental protection policies. Under the strict supervision and guidance, various departments endeavour to implement the environmental protection policies of the Group and ensure that all operation processes comply with legal requirements. The responsible persons at all levels of environmental protection continue to review the policies and implementation procedures of the Group and report back to the management appropriately. Suggestions would be made if necessary. When unexpected incident causes to abnormal discharge during operation, the responsible person should take emergency measures immediately to prevent the outspread of pollution and report to the management in a timely manner for efficient coordination.

During the Year, the Group did not have any material violations of relevant local environmental laws and regulations in relation to exhaust gas and GHG emissions, water and land discharge, and the generation of hazardous and non-hazardous waste that have a significant impact on the Group.

Exhaust Gas and Greenhouse Gas ("GHG") Emissions

Exhaust Gas Emissions

Due to our business nature, the Group does not generate significant amount of exhaust gas emissions directly during its operations.

A. 環境(續)

A1. 排放物(續)

一般披露和關鍵績效指標(「關鍵績效指標」)(續)

環境保護政策及合規事宜(續)

本集團環境事務相關負責人員會監督上述措施及相關環保政策的實施情況。讓各部門在嚴格的監察及指導下,盡其所能執行集團的環保政策,確保所有業務流程符合法律要求。各級環保事務負責人員會持續審視集團的政策及實行程式,並適當彙報予管理層,如有需要會提出建議措施。在營運過程中,出現突發事件造成排污異常,負責人應該立即採取應急措施,防止污染擴大,並及時向管理層彙報,以做好協調工作。

本年度,本集團並沒有任何就空氣及溫室氣體、排放物、水及土地的排污以及有害及無害廢棄物產生、對本集團有重大影響的當地相關環境法律法規之重大違規事件。

廢氣及溫室氣體排放

廢氣排放

基於業務性質,本集團的營運過程中並不會直接產生大量廢氣排放。

A. ENVIRONMENTAL (Continued)

A1. Emissions (Continued)

Exhaust Gas and Greenhouse Gas ("GHG") Emissions (Continued)

GHG Emissions

The principal GHG emissions of the Group are generated from purchased electricity as it causes emission of GHG. The Group actively adopts electricity conservation and energy saving measures to reduce GHG emissions, including:

- Actively adopt measures for environmental protection, energy conservation, and water saving. Relevant measures are described in "Electricity Consumption" and "Water Consumption" under Aspect A2;
- Actively adopt paper saving measures in office. The relevant measures are described in the section "Other Waste Reduction Measures — Office Paper Management" in this Aspect.

The overview of GHG emissions performance:

A. 環境(續)

A1. 排放物(續)

廢氣及溫室氣體排放(續)

溫室氣體排放

本集團的主要溫室氣體排放來源於外購電力造成的能源溫室氣體排放。本集團積極採取節電和節能措施,以減少溫室氣體排放,包括:

- 積極採取環保節能節水措施,相關措施將在A2部分中「能源消耗」及「水源消耗」兩節中說明;
- 在辦公室積極採取節約紙張措施,相關措施將在本章「其他減廢措施－辦公室用紙管理」說明。

溫室氣體排放表現概述:

Indicator[1] 指標[1]	2018 Total emissions (tCO_2e) 排放總量(噸二氧化碳當量)	Intensity[2] (tCO_2e/employee) 密度[2](噸二氧化碳當量/僱員)	2017 Total emissions (tCO_2e) 排放總量(噸二氧化碳當量)	Intensity (tCO_2e/employee) 密度(噸二氧化碳當量/僱員)
GHG emissions 溫室氣體排放	103.22	1.59	92.65	2.38

The increase in total GHG emission was mainly attributable to the increase in electricity consumption (please refer to "Energy Consumption" section under Aspect A2 in this report), while the decrease in intensity was resulted from the increase in the number of employees during the Year.

溫室氣體排放總量增加是因為用電量增加(請參見本報告A2部分「能源消耗」)所致,而排放密度下降是因為員工數目在本年度有所增加。

Notes:

1. The GHG emissions data are presented in terms of carbon dioxide equivalent, with reference to, but not limited to, the latest released emission factors of China's regional power grid basis.
2. As at 31 December 2018, the number of employees of the subsidiaries covered by the ESG Report was 65, which would also be used for calculating other intensity data.

備註:

1. 溫室氣體排放數據按二氧化碳當量呈列,並參照包括但不限於最新發佈的中國區域電網基準線排放因子。
2. 截止二零一八年十二月三十一日,本環境、社會及管治報告包涵蓋之附屬公司員工總數為65人,此數據亦作為計算其他密度數據的依據。

A. ENVIRONMENTAL (Continued)

A1. Emissions (Continued)

Waste Management

The Group adopts targeted treatment measures for the following types of solid waste:

Medical Wastes

The business of the Group shall comply with environmental laws and regulations, including the provisions for the treatment of medical waste. A comprehensive set of procedures has been established in accordance with the "Regulations on the Administration of Medical Wastes of Guangdong Province"《廣東省醫療廢物管理條例》and the "Measures for Medical Wastes Management of Medical of Health Institutions"《醫療衛生機構醫療廢物管理辦法》. If medical waste is not properly disposed, it will pose threat to the environment and human health; therefore, we are responsible to handle waste in statutory, safe and professional manner. For the medical wastes such as syringe, infusion set, blood transfusion tool, pharmaceutical bottle, blood purification materials, cotton swab for disinfection, cotton swab and pad, indwelling needle, therapeutic sheet and waste medicines, etc., the Group has formulated and effectively implemented relevant written procedures for the treatment of medical wastes to ensure proper management and safe disposal of the wastes.

The Group provides training to all frontline staff to ensure that all related staff are familiar with the relevant procedures. The relevant procedures and systems are as follows:

- Identification and separation of types of waste: separate and classify different types of waste from sources (ward, laboratory, inspection room, etc.) under the supervision of responsible personnel with clear operational guidelines and manuals according to the "Classified Catalogue of Medical Wastes"《醫療廢物分類目錄》;
- Transportation and storage of wastes: use puncture-proof and leak-proof container, bags are properly bundled and sealed, use special transport trolleys, store waste in covered areas away from normal access, and take safety measures to prevent unauthorized reuse;
- Use of personal protective equipment: identify and provide special clothing, gloves, masks and eye protection to employees responsible for waste transportation and disposal; and

A. 環境(續)

A1. 排放物(續)

廢物管理

對於以下類別的固體廢棄物，本集團採取有針對性的處理措施：

醫療廢物

本集團業務須遵守環境法規，包括醫療廢物處理的規定，按照《廣東省醫療廢物管理條例》和《醫療衛生機構醫療廢物管理辦法》建立了一套完整的程序。倘並無妥善處理醫療廢物，會對環境及人體健康構成危險，因此我們有責任按法定、安全及專業方式處理廢物。對醫療廢物如注射器、輸液器、輸血器、配藥用藥瓶、血淨耗材、消毒用的棉簽、棉簽敷貼、留置針、治療巾及廢棄藥物等，本集團制定了並有效實施處理醫療廢物的相關書面程序，確保妥善管理及安全處置有關廢物。

本集團向全體前線員工提供培訓，確保所有相關員工熟悉有關程序。相關程序及制度如下：

- 廢物類型的識別及分離：根據《醫療廢物分類目錄》以明確的操作指引及手冊在負責人員監督下從源頭(病房、化驗室、檢查室等)分離及分類不同類型廢物；
- 廢物運輸與儲存：使用防刺穿及防滲漏容器、袋子妥善地捆紮及密封、使用專用的運輸手推車、將廢物保存在遠離正常通道的有蓋區域，並採取安全措施防止未經授權再利用；
- 個人防護裝備的使用：識別並向負責廢物運輸及處置的員工提供特殊服裝、手套、口罩及眼睛保護；及

A. ENVIRONMENTAL (Continued)

A1. Emissions (Continued)

Waste Management (Continued)

Medical Wastes (Continued)

- Proper waste disposal: collect and follow-up disposal by qualified and licensed service providers specialized in the treatment of medical waste (including incineration, landfill or chemical and biochemical treatment of applicable types of wastes) at the final stage. Such wastes are generally not recyclable and reusable because of their hazardous nature.

The overview of medical wastes discharge performance:

2018		2017	
Total medical wastes discharged (calculated in tonnes) 醫療廢物排放總量(以噸計算)	Intensity (tonnes/employee) 密度(噸/僱員)	Total medical wastes discharged (calculated in tonnes) 醫療廢物排放總量(以噸計算)	Intensity (tonnes/employee) 密度(噸/僱員)
0.67	0.01	1.12	0.03

Despite increasing number of patients in the clinics in the reporting period, the medical waste discharge in the Year was reduced as the Group improved its control on pollutant discharge.

Non-hazardous Wastes

In addition to medical waste, the Group generates general non-hazardous wastes during its operations, including paper, paper towels, masks, plastic gloves, disposable protective gowns, disposable shoe covers, and other uncontaminated containers. After collection and classification, such wastes will eventually be collected and disposed by property management company. Recyclable wastes (such as paper) will be recycled for reuse.

A. 環境(續)

A1. 排放物(續)

廢物管理(續)

醫療廢物(續)

- 妥善處理廢物:最後由專業從事醫療廢物處理的合資格且持牌服務供應商(包括適用廢物類型的焚化、填埋或化學及生物化學處理)進行收集及後續處理。由於該等廢物具有害性,通常不可回收再利用。

醫療廢物排放表現概述:

儘管診所治療人數在報告期內增加,但本集團在污染物排放管理上的改善令醫療廢物排放量在本年度減少。

無害廢棄物

除醫療廢物外,本集團營運過程中亦會產生一般無害廢物,包括紙張、刷手紙、口罩、塑膠手套、一次性保護袍、一次性鞋套,以及其他未受污染的容器等。經收集及分類後,該類廢物最終會統一由物業管理商收集及處理,可循環再造的廢物(如紙張等)則會得到回收以再利用。

A. ENVIRONMENTAL (Continued)

A1. Emissions (Continued)

Waste Management (Continued)

Non-hazardous Wastes (Continued)

The overview of major non-hazardous wastes discharge performance:

Type of waste 廢物類別	2018 Total non-hazardous waste discharged (unit) 無害廢物排放總量(單位)	2018 Intensity (unit/employee) 密度(單位/僱員)	2017 Total non-hazardous waste discharged (unit) 無害廢物排放總量(單位)	2017 Intensity (unit/employee) 密度(單位/僱員)
Paper 紙張	0.11 tonnes	0.002 tonnes/ Employee	0.16 tonnes	0.004 tonnes/ Employee
	0.11噸	0.002噸/僱員	0.16噸	0.004噸/僱員
	25,000 sheets	384.62 sheets/ Employee	37,500 sheets	961.54 sheets/ employee
	25,000張	384.62張/僱員	37,500張	961.54張/僱員

Paper consumption has declined in the Year as the Group improved its control on the use of paper in offices.

During the Year, the Group did not measure the amount of general non-hazardous wastes other than paper. The Group will continue to improve its information collection and disclosure system in 2019 to enhance the transparency of information disclosure in respect of the discharge performance of the Group.

Other Waste Reduction Measures — Office Paper Management

The Group is committed to establishing an electronic office. The office makes full use of the online system, general business notices and data transmissions are conducted through the Internet system, printing and copying are minimized to the largest extent, office paper is used both sides, promoting the use of recycled paper. The office is responsible for supervising the amount of paper usage; waste paper is collected and disposed by the administrative department and the office. Besides, the Group has been exploring opportunities to upgrade and strengthen clinic management and administrative information technology systems, such as planning to upgrade our electronic medical record software system to reduce the use of paper.

A. 環境(續)

A1. 排放物(續)

廢物管理(續)

無害廢棄物(續)

主要無害廢物排放表現概述:

本集團在辦公室用紙管理上有改善,所以紙張用量在本年度有所減少。

本年度,本集團並沒有統計除紙張以外一般無害廢物的用量。本集團將於二零一九年繼續完善本集團的信息收集及披露系統,以提高本集團排放表現的信息披露透明度。

其他減廢措施—辦公室用紙管理

本集團致力於建立一個電子化的辦公室。辦公室內充分利用網上系統,一般事務性通知、資料傳送等通過網路系統進行,儘量避免列印及複印檔,辦公用紙儘量雙面使用及促進使用再生紙。辦公室負責監督紙張用量;廢棄紙張由行政管理部及辦公室統一回收處理。此外,本集團一直探索升級及加強診所管理及行政資訊科技系統的機會,如計劃升級我們的電子醫療記錄軟體系統,以減少紙張的使用。

A. ENVIRONMENTAL (Continued)

A1. Emissions (Continued)

Waste Management (Continued)

Wastewater Discharge and Treatment

The Group discharges operational water and medical wastewater during its daily operation process, the disinfected medical wastewater, together with employees' operational and domestic wastewater are discharged into the municipal sewage pipeline network for processing in regional water purification plant. After wastewater inspection, the water discharge of the Group satisfied the level 3 standard requirement of the second time-period of "Discharge Limits of Water Pollutants"《水污染物排放限值》(DB44/26-2001) of Guangdong Province.

Since the Group's wastewater is discharged into the municipal sewage pipeline network for processing in regional water purification plant, the amount of the Group's water consumption represents the wastewater discharge volume. The data of wastewater discharge volume will be described in "Water Consumption" of Aspect A2.

A2. Use of Resources

General Disclosure and KPIs

The Group aims to actively promote the effective use of resources, real-time monitoring of the potential impacts of business operations on the environment, and promote green office and operating environment based on three basic principles, i.e. reduce, recycle and reuse, thus minimizing the Group's environmental impacts and enhancing its environmental sustainability. The Group supervises the use of water, electricity and other resources, measures usage on monthly basis, conducts targeted administration of major energy-consuming equipment, and standardizes equipment operation procedures to accomplish full and effective use of energy.

The Group strictly complies with the "Water Law of the People's Republic of China"《中華人民共和國水法》, "Electricity Power Law of the People's Republic of China"《中華人民共和國電力法》, "Energy Conservation Law of the People's Republic of China"《中華人民共和國能源節約法》 and other relevant laws and regulations. During the Year, the Group was not aware of any material non-compliance of the above laws and regulations.

A. 環境(續)

A1. 排放物(續)

廢物管理(續)

廢水排放及處理

本集團在日常運營過程中會排放辦公用水及醫療廢水，排放的醫療廢水經消毒處理後和員工辦公生活污水一併排入市政污水管網送區域水質淨化廠處理。經廢水檢測，本集團總排放出水口滿足廣東省標準《水污染物排放限值》(DB44/26-2001)第二時段三級標準要求。

由於本集團的廢水會經市政污水管網送區域水質淨化廠處理，因此本集團耗水量即為污水排放量，污水排放量數據將於A2部分中「水源消耗」一節中説明。

A2. 資源使用

一般披露和關鍵績效指標

本集團以積極推動有效使用資源為宗旨，即時監察業務營運對環境帶來的潛在影響，並通過減少、重造及重用三個基本原則，推廣綠色辦公及營運環境，將本集團營運對環境的影響減至最低，並提高環境可持續性。本集團對水、電等資源使用進行管理，每月統計用量，對主要耗能設備進行重點管理，規範設備作業流程，以充分有效地利用能源。

本集團嚴格遵守《中華人民共和國水法》、《中華人民共和國電力法》、《中華人民共和國能源節約法》以及其他相關法律及法規。於本年度，本集團並不知悉任何重大違反上述法律及法規的重大事宜。

A. ENVIRONMENTAL (Continued)

A2. Use of Resources (Continued)

General Disclosure and KPIs (Continued)

Energy Consumption

The major energy consumption of the Group during its daily operation is operational electricity consumption. The Group has formulated rules and regulations to achieve the goal of electricity saving and effective use of electricity. The relevant specific measures are as follows:

- Using energy-saving equipment, appliances and lamps in office;
- Running idle equipment, unreasonable electric wiring distribution, etc. are forbidden;
- Requiring employees to pull down the main gate switch, the water curtain wall switch and the electric switch of the front glass door before off duty, and pull them up the next morning;
- Turning on electrical equipment, including lighting equipment, air conditioners, fans, etc. during business hours depending on actual needs, and encouraged to turn off the power when not in use or before off duty;
- Regulating the use of air conditioners strictly, the temperature shall not be lower than the default, and turn off the air conditioner in all VIP rooms and treatment rooms when they are not in use; and
- Enhancing the maintenance and overhaul of equipment, maintain the best condition of all electronic equipment for effective use of electricity.

In addition, the Group installed LED energy-saving lamps in all lighting areas, and instils the consciousness of energy conservation and environmental protection into the work and life of every employee through posting power-saving slogans, etc. In addition, the Group has gradually replaced obsolete equipment with energy-saving certified alternatives to reduce energy consumption and consequent GHG emissions.

A. 環境(續)

A2. 資源使用(續)

一般披露和關鍵績效指標(續)

能源消耗

在日常運營中，本集團的主要能源消耗為營運耗電。本集團制定了規章制度以達到節約用電及有效使用電力的目標，相關具體措施如下：

- 辦公室中要選用節電的設備、電器和燈具；
- 嚴禁設備空運轉、配電線路佈線不合理等現象；
- 要求員工在下班前必須拉下總閘開關、水幕墻開關及正門玻璃門的電動開關，次日早上再打開；
- 於上班時間按實際需要開啟用電設備，包括照明設備、空調機、風扇等，並鼓勵員工不使用時及下班前關掉電源；
- 嚴格規定空調的使用，溫度不得低於預設的溫度，平時關閉所有貴賓室和診療室的空調；及
- 加強對設備的維護檢修，將各電子設備保持最佳的狀態，有效地使用電力。

另外，本集團在全部照明區域安裝LED節能燈，並通過張貼節電標語等方式，將節能環保意識滲透到每位員工的工作和生活中。此外，本集團亦逐步用節能認證的新設備替代過時的設備以減少能源消耗以及由此而來的溫室氣體排放。

A. ENVIRONMENTAL (Continued)

A. 環境(續)

A2. Use of Resources (Continued)

A2. 資源使用(續)

General Disclosure and KPIs (Continued)

一般披露和關鍵績效指標(續)

Energy Consumption (Continued)

能源消耗(續)

During the Year, the electricity consumption of the Group and its intensity were as follows:

本年度，本集團耗電量和其密度為：

Type of energy 能源種類	2018 Energy consumption (kWh) 能源消耗量(千瓦時)	2018 Intensity (kWh/employee) 密度(千瓦時/僱員)	2017 Energy consumption (kWh) 能源消耗量(千瓦時)	2017 Intensity (kWh/employee) 密度(千瓦時/僱員)
Electricity 電力	186,793.00	2,873.74	146,989.00	3,768.95

The increase in electricity consumption was attributable to the increase in the number of patients in the clinics, while the decrease in intensity was caused by the significant increase in the number of employees.

本集團電力用量增加是因為診所治療人數增加，而排放密度下降是由於員工數目大幅增加。

Water Consumption

水源消耗

Water consumption of the Group contains mainly of office water usage and medical water consumption. We encourage all employees and customers to develop the habit of conserving water consciously. The Group has been strengthening its water-saving promotion, posting water-saving slogans, and guiding employees to use water reasonably.

本集團的用水主要是辦公區用水及醫療用水。我們鼓勵所有員工和客戶養成自覺節約用水的習慣，本集團一直加強節水宣傳，張貼節水標語，引導員工合理用水。

During the Year, the water consumption (i.e. wastewater discharge) of the Group and its intensity were as follows:

於本年度，本集團耗水量(即污水排放量)和其密度為：

2018 Water consumption (calculated in tonnes) 用水量(以噸計算)	2018 Intensity (tonnes/employee) 密度(噸/僱員)	2017 Water consumption (calculated in tonnes) 用水量(以噸計算)	2017 Intensity (tonnes/employee) 密度(噸/僱員)
1,226.98	18.88	1,332.00	34.15

The decrease in water consumption was due to the encouragement from the Group's management to employees on water conservation, thus achieving a preliminary result. The decrease in intensity was due to the significant increase in the number of employees.

本集團用水量減少是因為本集團管理層鼓勵員工節約用水，並取得初步成效。排放密度下降是因為員工數目大幅增加。

A. ENVIRONMENTAL (Continued)

A2. Use of Resources (Continued)

Use of Packaging Materials

In addition, due to our business nature, the Group neither produce any final products, nor does it have any industrial facilities. Therefore, it does not consume significant amount of packaging materials during its daily operation.

A3. The Environment and Natural Resources

General Disclosure and KPIs

The Group pursues environmental best practice and focuses its business impact on the environment and natural resources. In addition to complying with environmental related regulations and international standards to appropriately protect the natural environment, the Group has integrated the concept of environmental protection into its internal management and daily operational activities and is committed to achieving environmental sustainability.

Noise Management

Noise may also be generated during the operation of the Group; therefore, the Group has taken measures such as sound insulation, noise reduction and shockproof for sound-generating equipment. The office area and medical treatment area of the Group satisfy the relevant requirements of the "Emission Standard for Community Noise"《社會生活環境噪聲排放標準》(GB22337–2008).

B. Social

B1. Employment

General Disclosure

Employees are the greatest and most valuable asset and the core competitive advantage of the Group; therefore, the success of the Group is highly dependent on its capability to attract, cultivate and retain employees. The Group adheres to a people-oriented approach, respects and safeguards the legitimate interests of every employee, standardizes labour employment management, protects employees' occupational health and safety. The Group also enhances democratic management, protects the vital interests of employees, and fully respects and values their enthusiasm, initiative and creativity in order to build a harmonious staff relationship.

A. 環境(續)

A2. 資源使用(續)

包裝材料使用

此外,基於業務性質,本集團不生產任何最終產品,亦沒有任何工業設施,因此在日常營運過程中並不會消耗大量包裝材料。

A3. 環境及天然資源

一般披露和關鍵績效指標

本集團追求與環境的最佳實務,著重本集團業務對環境及天然資源的影響。除了遵循環境相關法規及國際準則,適切地保護自然環境外,本集團亦將環境保護的概念融入內部管理及日常營運活動當中,致力達成環境永續之目標。

噪音管理

在本集團營運過程亦可能產生噪音,因此本集團已經對聲源設備採取了隔聲、降噪、防震等措施。本集團辦公區域及診療區域均符合《社會生活環境噪聲排放標準》(GB22337-2008)的相關要求。

B. 社會

B1. 僱傭

一般披露

員工是本集團最大及具價值的資產和競爭優勢的核心,因此本集團的成功十分依賴於吸引、培養及留住員工的能力。本集團堅持以人為本,尊重和保障每一位員工的合法權益,規範勞動僱傭管理,保障員工職業健康安全。本集團亦加強民主管理,維護員工切身利益,充分尊重和重視激發員工積極性、能動性和創造力,以構建和諧的勞動關係。

B. SOCIAL (Continued)

B1. Employment (Continued)

General Disclosure (Continued)

The Group actively complied with laws and regulations, such as the "Labour Law of the People's Republic of China"《中華人民共和國勞動法》("Labour Law") and the "Labour Contract Law of the People's Republic of China"《中華人民共和國勞動合同法》("Labour Contract Law"). The Company has accordingly formulated a series of relevant personnel management policy to provide employees with a healthy, positive and motivative working atmosphere, and guides employees to actively integrate personal pursuits into the long-term development of the Group.

During the Year, the Group did not identify any material non-compliance of laws and regulations in respect of human resources.

Compensation and Benefits

The Group has established a fair, equitable, reasonable, and competitive remuneration system for salary payments to employees based on the principle of fairness, competition, incentives, reasonableness, and legitimacy. The remuneration of the Group's employees comprises basic salary, performance bonus, overtime payment, position subsidy, related subsidies and other various bonuses. In addition, the Group conducts annual assessments in accordance to changes in macroeconomic factors (e.g. national policies and price levels), industry and regional remuneration levels, changes in the Group's development strategy, and the overall effectiveness of the Group, and makes corresponding adjustments to staff remuneration.

The Group has signed and executed labour contracts with employees in accordance with the "Labour Contract Law". The signing rate of the labour contracts is 100%. In accordance with the law, the Group legally pays "five social insurance and one housing fund" for its employees, namely endowment insurance, medical insurance, unemployment insurance, employment injury insurance, maternity insurance, and housing provident fund, to ensure that employees are covered by social insurance.

B. 社會(續)

B1. 僱傭(續)

一般披露(續)

本集團積極遵守《中華人民共和國勞動法》(「《勞動法》」)、《中華人民共和國勞動合同法》(「《勞動合同法》」)等法律法規。本公司據此制定了一系列相關人事管理政策，為員工提供健康、陽光和向上的工作氛圍，引導員工積極將個人追求融入到本集團長遠發展之中。

本年度，集團並未發現任何違反有關人力資源的法例和法規的重大事宜。

薪酬福利

本集團建立了一套公平、公正、合理且有競爭力的薪酬體系，基於公平、競爭、激勵、合理及合法原則，為員工發放薪酬。本集團員工薪酬由基本工資、績效工資、加班工資、崗位補貼、相關補貼和各種獎金等組成。此外，本集團每年對國家政策和物價水準等宏觀因素的變化、行業及地區薪資水準、本集團發展戰略變化以及本集團整體效益情況進行評估，並對員工薪酬等作相應調整。

本集團按照《勞動合同法》依法與員工簽訂並履行勞動合同，勞動合同簽約率為100%。本集團依法為員工繳納「五險一金」，即養老保險、醫療保險、失業保險、工傷保險、生育保險以及住房公積金，確保員工受到社會保險的保障。

B. SOCIAL (Continued)

B1. Employment (Continued)

General Disclosure (Continued)

Compensation and Benefits (Continued)

The Group earnestly safeguards the legitimate interests of labour in accordance with the requirements in "Labour Law" and related national and local laws and regulations, respects the rights of employees to rest and leave, and regulates their working hours and their rights for various types of rest times and holidays. In accordance with the "Labour Law", we implement five-day work, weekend shift duty, eight working hours per day, and follow the "Regulation on Paid Annual Leave for Employees"《職工帶薪年休假條例》 and other relevant regulations to implement the paid leave system for employees. Meanwhile, overtime wage is paid for labour exceeding statutory working hours in accordance with national laws and regulations.

The Group has been committed to providing thoughtful and comprehensive employee benefits and actively organizing various activities. On one hand, it creates a warm family atmosphere with meticulous care to employees. On the other hand, it helps employees to enjoy work-life balance through such benefits. The relevant benefits and activities are as follows:

- Provide family vacation benefits such as marriage leave and maternity leave so that employees can spend time with their families;
- Deliver festive foods such as moon cakes and dumplings to employees during certain traditional festivals (such as Lunar New Year and Mid-Autumn Festival) in recognition of their contributions and dedicated work to the Group; and
- Organize various group activities for employees to create a dynamic company atmosphere, promote communication and interaction among colleagues, and enhance team spirit. During the Year, the Group has organized activities as follow:
  - An autumn outing activity to enjoy a good time in Mid-Autumn Festival at Guangzhou City in September 2018; and
  - 2018 annual company gathering.

B. 社會(續)

B1. 僱傭(續)

一般披露(續)

薪酬福利(續)

本集團按照《勞動法》等國家和地方相關法律法規的要求切實保障勞動者合法權益，尊重員工的休息和休假的權利，規範員工的工作時間及其享有的各類休息時間和假期的權利。我們依據《勞動法》實行每週五天工作制，週末輪休，每天工作時間為八小時，並按照《職工帶薪年休假條例》等相關規定，實施員工帶薪休假制度。同時亦按照國家法律法規為超出法定工作時間的勞動支付超時工資報酬。

本集團一直致力於提供周到全面的員工福利，積極組織豐富多彩的活動，一方面營造溫暖的大家庭氛圍，讓員工感受到無微不至的關懷，另一方面亦透過這些福利幫助員工在工作與私人生活之間達致平衡。相關福利及活動如下：

- 提供家庭休假福利，例如結婚假及產假，以便員工與家人共度時光；
- 在某些傳統節日(比如農曆新年及中秋節)，向員工分發月餅及糭子等節日食品，藉以致謝他們對本集團之貢獻及辛勤工作；及
- 為員工舉辦不同團體活動，以創造活躍的公司氛圍，促進同事之間的交流互動，增強團隊間的凝聚力。本年度，本集團舉辦的活動如下：
  - 二零一八年九月於廣州市舉行中秋好時光秋遊活動；及
  - 二零一八年度的公司年會。

B. SOCIAL (Continued)

B1. Employment (Continued)

General Disclosure (Continued)

Recruitment, Promotion, Incentive and Dismissal

The Group has continuously established and improved its recruitment and selection system. In the recruitment process, we will standardize the hiring procedures and recruitment principles, adhere to the hiring principles of morality, knowledge, ability, experience and fitness applicable to job positions as well as the principles of justice, fairness, equality, and openness, so as to continuously attract talents.

The Group manages front-line employees and office staff separately, specifies the basis and process for staff promotion, transfer and demotion management, regulates the departure and dismissal process, and protects the interests of both employees and the Group.

The Group has already implemented a reward system and also rewarded employees who have made outstanding contributions to the Group. Staff providing constructive advices will be awarded based on the level of rationalization of the advices. Besides, the Group will conduct regular employee assessment to reward employees with outstanding performance.

The Group has implemented a fair and open assessment system to provide employees with opportunities for promotion and development based on their work performance and internal assessment results so as to explore their potential at work. In order to optimize the allocation of human resources within the Group, to provide more opportunities and platforms for employees' career development and to meet the Group's needs of sustainable development, the Group establishes a reserve talent pool and arranges tailor-made trainings and leadership positions for key training targets. The Group gives priority to promote employees who contribute more than the others.

B. 社會(續)

B1. 僱傭(續)

一般披露(續)

招聘、晉升、獎勵及解聘

本集團不斷建立和完善人才招聘選拔制度。在招聘過程中規範錄用流程和招聘原則，堅持品德優秀、學識、能力、經驗和體格適合於所任崗位的聘任原則，堅持公正、公平、平等及公開原則，從而不斷吸引和招攬優秀人才。

本集團對前線員工和辦公室入職進行分類管理，明確人員晉升、調動和降級管理的依據及流程，規範離職及解聘流程，保護員工和本集團雙方的利益。

本集團已經落實了一套獎勵制度亦獎勵對本集團有突出貢獻的員工。員工提出具有建設性的建議，根據合理性等級來獎勵。此外，本集團定期進行優秀員工的評選，對於表現突出的員工進行獎勵。

本集團已經落實了一套公平公開的考核制度，按照員工的工作表現及內部考核結果，為員工提供晉升及發展的機會，以發掘其工作潛能。為實現本集團內部人力資源的優化配置，為員工的職業發展提供更多的機會和平台，滿足本集團可持續發展需求。本集團建立了後備人才庫，對重點培養對象安排有針對性的培訓和領導崗位鍛煉。本集團優先提拔貢獻良多的僱員。

B. SOCIAL (Continued)

B1. Employment (Continued)

General Disclosure (Continued)

Equal Opportunity

The Group strictly complies with national and local government regulations by adopting a fair, just and open recruitment process and developing relevant system files to eliminate discrimination in the recruitment process, whose employees faces no discrimination regardless of race, gender, colour, age, family background, ethnic tradition, religion, physical fitness and nationality, thus allowing them to enjoy fair treatment in every aspect including recruitment, salary, training and promotion, with an endeavour to attract professionals with diverse backgrounds joining the Group.

B2. Health and Safety

General Disclosure

The Group recognizes the importance of the health and safety of its employees, commits itself to providing employees with a healthy, safe and comfortable working environment and strives to eliminate potential health and safety hazards at workplaces. We enforce relevant laws and regulations such as the "Labour Law of the People's Republic of China"《中華人民共和國勞動法》, "Production Safety Law of the People's Republic of China"《中華人民共和國安全生產法》, "Law of the People's Republic of China on Prevention and Control of Occupational Diseases"《中華人民共和國職業病防治法》and "Fire Protection Law of the People's Republic of China"《中華人民共和國消防法》.

During the Year, the Group did not record any accident that resulted in death or serious physical injury and no claim or compensation were paid to our employees due to such events. No material non-compliance of laws and regulations in respect of health and safety of employees were found.

B. 社會(續)

B1. 僱傭(續)

一般披露(續)

平等機會

本集團嚴格遵守國家及地方政府各項法規，採取公平、公正、公開的招聘流程，制定了相關制度檔以杜絕招聘過程中的歧視現象，不因種族、性別、膚色、年齡、家庭背景、民族傳統、宗教、身體素質和國籍等因素歧視任何一位員工，讓員工在招聘、薪酬、培訓和晉升等各個階段享受公平待遇，以盡力羅致不同背景的專才加入本集團。

B2. 健康與安全

一般披露

本集團高度重視員工的健康與安全，致力於為員工提供健康、安全和舒適的工作環境，努力消除潛在工作場所健康及安全危害。我們嚴格執行《中華人民共和國勞動法》、《中華人民共和國安全生產法》、《中華人民共和國職業病防治法》、《中華人民共和國消防法》等相關法律法規。

本年度，本集團並無錄得任何導致死亡或嚴重肢體受傷的意外事件、並無因該等事件而向我們的僱員支付索償或補償以及並未發現任何違反僱員健康與安全相關的法律法規的重大事宜。

B. SOCIAL (Continued)

B2. Health and Safety (Continued)

General Disclosure (Continued)

Internal Health and Safety Management

The Group has formulated a series of professional protection standards in accordance with laws and regulations such as the "Law of the People's Republic of China on the Prevention and Treatment of Infectious Diseases"《中華人民共和國傳染病防治法》and maintained a set of internal health and safety management systems, including but not limited to the "Policy on the Infectious Disease Prevention and Control" and "Remaining Drugs Recycling Management", etc., so as to ensure the health and safety of customers, the public and employees in the operation. The Group has set up relevant committees to supervise and inspect the Group's work on infectious disease control and management. Specifically, the Group has established the following occupational safety measures for employees:

- For the prevention of infectious pathogens, laboratories and medical personnel should wear gloves, masks with anti-permeation function, goggles, face masks, or even isolation gowns or aprons with anti-permeation function;
- When infectious patients, or those in close contact with them is found among employees or clients, employees should take necessary measures of isolation, treatment and spread control, and report to the local disease control centre in a timely manner;
- To control the potential spread of infectious diseases in clinics or laboratories, regular sterilization should be conducted in both areas. Regular cleaning of air-conditioning systems and sanitization of carpets should be arranged while the cleanliness of the passageway and work environment should be maintained;
- A dangerous goods classification system in medical laboratories has been set up to classify and specify the hazards of chemicals, reagents, and equipment, and a comprehensive and systematic system has been established to manage dangerous goods and reduce their risk; and
- An operating license has been issued by "China Food and Drug Administration" to ensure the safety of relevant medical devices.

B. 社會(續)

B2. 健康與安全(續)

一般披露(續)

內部健康與安全管理

本集團根據《中華人民共和國傳染病防治法》等法律法規，制訂了一系列專業防護標準，並維持一系列內部健康及安全管理制度，包括但不限於《傳染病防治工作制度》及《剩餘藥品回收管理》等，以確保營運過程中客戶、公眾及員工的健康及安全。本集團有設立相關委員會負責監督、檢查本集團的傳染病防治管理工作。具體而言，本集團建立了以下員工職業安全的措施：

- 為預防感染病源物質，實驗室及醫務人員應戴手套、具有防滲透性能的口罩、防護眼鏡、面罩甚至具有防滲透性能的隔離衣或者圍裙；
- 在員工或客戶間發現傳染病人或病人的密切接觸者時，採取必要的隔離、治療及控制傳播措施，並及時向當地疾病控制中心報告；
- 為控制傳染性疾病在診所或實驗室的潛在傳播，對兩者進行定期消毒，並定期安排冷氣系統的清洗以及地毯的消毒處理，同時一直保持通道及工作環境的乾淨整潔；
- 在醫學實驗室設立危險品分類系統，把化學品、試劑、設備等分類並列明其危險性，並設立全面及系統化的制度以管理危險品及降低其風險程度；及
- 相關醫療機器已獲得「國家食品藥品監督管理局」發出經營許可證，以確保其安全性。

B. SOCIAL (Continued)

B2. Health and Safety (Continued)

General Disclosure (Continued)

Occupational Safety Training

Medical safety and quality trainings

As medical work is exposed to greater occupational risks, the Group places special emphasis on prevention of occupational hazards and related trainings. The Group has formulated the "Policy on the Medical Quality and Safety Training", organized various kind of safety education by different means such as the trade unions, and formulated safety operation procedures as the major content of occupational safety education based on medical treatment subjects and medical equipment. We implemented "three-level" safety education for our employees, including orientation trainings, position trainings and on-site trainings. The Group has provided trainings and examinations on policies and regulations related to healthcare management, the regulations of the Group's clinic, the regulations on the operation of medical equipment, medical waste treatment and occupational protection, as well as medical safety working experience, so to assist employees to familiarize the operational procedures and regulations of occupational health and safety, and strengthen their ability of controlling occupational hazards. In addition, we also make use of trainings, billboards, and pamphlets to raise our employees' awareness of self-care. We will also organize a series of occupational health talks such as disease prevention lectures to enhance our employees' health awareness.

Fire Safety Training

The Group has also formulated fire safety systems in accordance with the "Fire Protection Law of the People's Republic of China"《中華人民共和國消防法》and the "Provisions on Supervision and Administration of Fire Control at Construction Projects"《建設工程消防監督管理規定》. By implementing the principle of "mainly prevention, combining prevention and elimination", fire drills are conducted to popularize knowledge of fire prevention, staff's awareness of fire prevention are raised and fire evacuation plans are improved to strengthen employees' ability to escape from a fire scene. In addition, we also have first aid kits and fire extinguishers in workplace in response to emergencies.

B. 社會(續)

B2. 健康與安全(續)

一般披露(續)

職業安全培訓

醫療安全及質量培訓

由於醫務工作面臨較大的職業風險，本集團尤其重視職業危害的防護以及相關培訓。本集團制定了《醫療質量及安全培訓制度》，利用職工會等形式進行多種形式的安全教育，並根據診療科目及醫療設備制定安全操作規程，作為職業安全教育的主要內容。我們對員工實行「三級」安全教育，包括入職教育、崗位教育及現場教育。本集團對員工進行醫療衛生管理相關政策法規、本集團診所規章制度、診療及醫療設備操作規範、醫療廢物處理和職業防護、以及醫療安全工作經驗等相關知識與技能的培訓和考試，幫助員工熟悉職業健康與安全的規章制度和操作流程，增強控制職業危害的能力。此外，我們亦有利用培訓、宣傳欄和發放小冊子等形式提高員工的自我保健意識。我們亦會組織一系列職業健康講座如疾病預防知識講座以提高員工的健康意識。

消防安全培訓

本集團亦根據《中華人民共和國消防法》和《建設工程消防監督管理規定》制定消防安全制度，貫徹「預防為主、防消結合」的原則，進行火警演練以普及防火知識、加強全體員工的防火意識和改進消防疏散計劃，提高員工在火災現場逃生的能力。此外，我們亦有在工作場所設置急救箱和滅火器以應對緊急情況。

B. SOCIAL (Continued)

B3. Development and Training

General Disclosure

The Group focuses on corporate internal management training and the establishment of development system. Through multiple training modes of induction training, management personnel training, technical personnel training and pre-post training, diverse needs of employees at all levels are fulfilled and their skills are enhanced such that they can continue to provide high-quality services to assist the Group's sustainable development while in turn supporting them in personal growth and development.

Training Management

The Group has developed training related procedures to regulate the training management of employees. The management regularly formulates training proposals and establishes corporate training files. The management regularly reviews the effectiveness of different training programs and courses to help improve the efficiency of the Group's training system. According to the training proposals, the Group evaluates and monitors the implementation of its training courses to provide appropriate training courses for different levels of employees.

Training Courses

The in-house corporate training of the Group includes various forms of training courses (including seminars and lectures), visits and inspections, business studies, distribution and posting of promotional materials, field rehearsals and self-study. Outsourcing training includes engaging tertiary institutions, research and development agencies, government agencies and industry management departments to provide lectures for the Group.

Newly recruited employees are required to receive short-term induction training. The contents mainly include the introduction of the Group and our business, the development and trend of medical anti-aging business, professional basic knowledge, internal corporate organizational structure and management system, and daily conduct standards. The company's business department will also arrange new employees to visit the Group's agencies in field, so as to help them understand corporate culture and systems at a faster pace.

B. 社會(續)

B3. 發展及培訓

一般披露

本集團注重企業內部管理培訓與發展體系的建立，通過入職培訓、管理人員培訓、技術人員培訓和崗前培訓等多元化培訓模式來滿足各級各類員工的不同需求，提升員工技能，使員工能夠持續提供高品質的服務，協助本集團可持續發展，同時幫助員工個人成長及發展。

培訓管理

本集團制定了培訓相關程序以規範員工的培訓管理工作。由管理層定期擬定培訓計劃，建立企業培訓檔案。管理層會定期審視不同培訓方案及課程的有效性以協助提高本集團培訓制度的效率。根據培訓計劃，本集團評估及監控其培訓課程的執行，以為不同級別的員工提供適當的培訓課程。

培訓課程

本集團企業內部培訓包括舉辦各類培訓班(含研修班、講座)、參觀考察、業務學習、發放和張貼宣傳資料、實地演習和自學等多種形式。委外培訓包括委託大專院校、研究及發展機構、政府機關和行業管理部門為本集團提供講座。

新入職員工均需要接受短期的入職培訓，內容主要為對本集團及我們的業務的介紹、醫學抗衰老業務的發展與趨勢、專業基本知識、公司內部組織架構和管理制度及日常行為規範。新員工也會被所屬公司的業務部門安排實地機構參觀，以幫助他們更快的瞭解企業的文化和制度。

B. SOCIAL (Continued)

B3. Development and Training (Continued)

General Disclosure (Continued)

Training Courses (Continued)

The medical professionals of the Group can participate in academic activities related to their majors, including international academic conferences, academic forums in China, academic seminars, continuous medical education projects in national level, and academic lectures by well-known local and overseas experts, etc.

The Group also recognizes the importance of occupational safety training and fire training to protect the personal safety of employees. The relevant policies have been described in detail in sections B2 "Occupational Safety Training" and "Fire Safety Training".

B4. Labour Standards

General Disclosure

Prevent Child and Forced Labour

The Group has complied with the "Convention Concerning the Abolition of Forced Labour" (《廢除強迫勞動公約》) in respect of employment of labour, the "Labor Law of the People's Republic of China"《中華人民共和國勞動法》in respect of the prevention of child labor, and the "Provisions on Prohibition of Child Labor"《禁止使用童工規定》, which has been enacted and implemented since 1 December 2002.

The Group strictly prohibits the employment of any child labor and forced labor. Employment will only be permitted for staff at an age of 16 or above. New employees are required to provide true and accurate personal data when they are employed. Recruiters should strictly review the entry data including medical examination reports, academic credentials, ID cards, household registration, degree certificates and other information. The Group has established comprehensive recruitment procedures to check the background of candidates in order to prevent any child labor or forced labor in operation.

The Group and its employees signed legal labor contracts in accordance with laws, so that there is no compulsory use of labor. For the use of false information or in violation of the provisions of the Group, the probation period shall be immediately terminated or the labor contract shall be terminated.

B. 社會(續)

B3. 發展及培訓(續)

一般披露(續)

培訓課程(續)

本集團的醫學專業人員可以參加與其專業有關的學術活動,包括國際學術交流會議、國內學術論壇、學術研修會、國家級繼續醫學教育專案、國內外知名專家學術講座活動等等。

本集團亦極為重視職業安全培訓及消防培訓以保障員工個人安全,相關政策已經在B2部分「職業安全培訓」及「消防安全培訓」一節詳細描述。

B4. 勞工準則

一般披露

防止童工或強制勞工

本集團已遵守有關僱用勞工《廢除強迫勞動公約》、有關防止童工的《中華人民共和國勞動法》,以及自二零零二年十二月一日起制定及執行的《禁止使用童工規定》。

本集團嚴格禁止僱用任何童工及強制勞工。本集團明確規定只僱用16歲以上的員工,並要求新員工入職時提供真實準確的個人資料,招聘人員嚴格審查入職資料包括體檢報告、學歷證明、身份證、戶口、學位證等資料。本集團已建立需檢查候選人背景的完善的招聘流程,以防止經營中存在的任何童工或強制勞動。

本集團與員工依法簽訂合法用工勞動合同,因此並無強制使用勞工行為。對於使用虛假資料或違背本集團規定者立即終止試用期或解除勞動合同。

B. SOCIAL (Continued)

B4. Labour Standards (Continued)

General Disclosure (Continued)

Prevent Child and Forced Labour (Continued)

In addition, the Group's employees' overtime work complies with the principle of voluntariness, so as to avoid violation of labor standards and effectively protect the rights and interests of employees. The Group also prohibits punitive measures, management methods and behaviors such as verbal abuse, physical punishment, violence, and mental oppression on employees for any reason.

During the Year, no material non-compliance of the laws and regulations in respect of the prevention of child labor or forced labor have been identified by the Group.

B5. Supply Chain Management

General Disclosure

In addition to purchasing medical equipment and drugs according to the specifications of the required products, price trends of medical devices and drugs, and product demand, the Group also places great emphasis on the management of potential environmental and social risks in the supply chain. The Group has established a rigorous and regulated procurement system and supplier selection procedures, and put forward requirements for suppliers on environmental and social risk control.

In the process of supply chain management, the Group strictly complies with the "Pharmaceutical Administration Law of the People's Republic of China"《中華人民共和國藥品管理法》, "Regulations for the Implementation of the Pharmaceutical Administration Law of the People's Republic of China"《中華人民共和國藥品管理法實施條例》, "Regulations for the Control of Narcotic Drugs and Psychotropic Drugs"《麻醉藥品和精神藥品管理條例》, the "Measure for the Supervision and Administration of Medical Devices"《醫療器械監督管理辦法》, etc., and other relevant laws and regulations to minimize the potential environmental and social risks in the supply chain.

B. 社會(續)

B4. 勞工準則(續)

一般披露(續)

防止童工或強制勞工(續)

此外，本集團員工加班遵循自願原則，以避免違反勞工準則，切實維護員工權益。本集團亦禁止以任何理由對員工進行辱罵、體罰、暴力、精神壓迫等懲罰性措施、管理方法和行為。

本年度，集團並未識別任何違反防止童工或強制勞工相關的法律法規的重大事宜。

B5. 供應鏈管理

一般披露

除了根據所需產品的規格、醫療器材及藥品的價格趨勢及產品需求採購醫療器材及藥品外，本集團亦高度重視供應鏈中潛在環境和社會風險的管理。本集團建立了嚴格而規範的採購體系及供應商甄選流程，並對供應商提出了環境及社會風險控制方面的要求。

本集團在供應鏈管理過程中，嚴格遵守《中華人民共和國藥品管理法》、《中華人民共和國藥品管理法實施條例》、《麻醉藥品和精神藥品管理條例》及《醫療器械監督管理辦法》等相關法律法規，以最大限度的減少供應鏈中潛在的環境及社會風險。

B. SOCIAL (Continued)

B5. Supply Chain Management (Continued)

General Disclosure (Continued)

Supply Chain Environmental and Social Risk Management

The Group expects suppliers to meet our standards in many aspects such as environment, quality, society, corporate governance, and business ethics. We have formulated relevant regulatory documents on environmental, social and ethical standards requiring suppliers to bring a positive impact on environmental and social matters. Major scope covers legal compliance, human rights protection, employee safety and health, social responsibility, business ethics and environmental protection.

Drugs

The review introduction and procurement of the drugs shall be discussed and concluded by the medical professionals of the Group.

Medical Equipment and Medical Consumables

The review introduction of medical equipment and medical consumables as well as the temporary purchase of licensed pharmaceuticals shall all subject to discussion and decision by medical professionals of the Group. The relevant medical equipment suppliers shall possess relevant qualifications such as the "Operation Permit for Medical Device" (醫療器械經營許可證), otherwise the Group will terminate its supply contract.

Fair and Open Procurement

The Group's procurement process strictly follows the relevant provisions of the "Bidding Law of the People's Republic of China"《中華人民共和國招標投標法》and other relevant regulations, and is in an open, fair and impartial environment. The Group will not discriminate against any suppliers, and will not allow any corruption or bribery, and employees and other individuals who have interest in relevant suppliers will not be permitted to participate in related procurement activities. The Group focuses on the integrity of its suppliers and partners. We will only select suppliers and partners who have good business records in the past and have committed in any serious law or business ethics.

B. 社會(續)

B5. 供應鏈管理(續)

一般披露(續)

供應鏈環境及社會風險管理

本集團期望供應商能夠在環境、品質、社會、企業管治、商業道德等多方面合符我們的標準。我們就環境、社會及道德標準制定了相關規章檔，要求對供應商在環境及社會事宜上產生正面的影響，主要範疇包括營運合規合法、人權保障、員工安全與健康、社會責任、商業道德、及環境保護等。

藥品

藥物的評審引進以及採購均需經過本集團醫學方面的專業人士討論決定。

醫療設備及醫療耗材

醫療設備及醫療耗材的評審引進以及特許藥品的臨時採購均需經過本集團醫學方面的專業人士討論決定。相關醫療設備供應商必須擁有《醫療器械經營許可證》等相關資質，否則本集團會對其終止供應合同。

公平及公開採購

本集團採購過程嚴格參照《中華人民共和國招標投標法》等相關規定，在公開、公平、公正的條件下進行，不會對任何供應商有歧視性待遇，不允許任何貪污賄賂行為，與相關供應商有利益關係的員工及其他個人不會被允許參與相關採購活動。本集團關注供應商及合作夥伴的誠信。我們只會挑選過去營商紀錄良好，沒有任何嚴重違規或違反商業道德行為的供應商及合作夥伴。

B. SOCIAL (Continued)

B6. Product Responsibility

General Disclosure

The Group places great emphasis on the quality of medical services and corporate reputation. The Group employs professional medical teams with medical licenses to manage the Group's products and medical service quality by the standard of hospital management. We also actively ensure the quality of our services through internal controls and are committed to providing medical services that meet international industry standards. We have also been maintaining communication with our customers to ensure that we understand and cater to their needs and expectations. We also expect to grasp the degree of satisfaction of our customers so as to continuously improve our service quality. We strictly comply with relevant laws and regulations. According to the "Regulation on the Administration of Medical Institutions"《醫療機構管理條例》and its provisions of implementation rules, all our medical institutions can only operate subject to obtaining "The Practice License of Medical Institutions" (醫療機構執業許可證). At the same time, we also actively comply with consumer protection laws and regulations such as the "Law of the People's Republic of China on the Protection of Consumer Rights and Interests"《中華人民共和國消費者權益保護法》, the "Advertising Law of the People's Republic of China"《中華人民共和國廣告法》, and the "Measures for the Administration of Medical Advertisements"《醫療廣告管理辦法》.

During the Year, the Group did not identify any material non-compliance of the laws and regulations in respect of its quality of products and services.

Quality of Medical Service

The Group provides professional, high-quality and highly efficient services to different customers in various ways, actively creates value for customers, concerns, explores and responds to customer needs, and strives to provide customers with services beyond their expectations.

B. 社會(續)

B6. 產品責任

一般披露

本集團十分重視醫療服務品質及企業信譽。本集團聘用具有醫生執照的專業醫務團隊，以管理醫院的標準管理本集團的產品及醫療服務品質。我們亦積極透過內部監控確保服務質素，致力提供符合國際行業標準的醫療服務。我們亦一直保持與顧客的溝通，確保理解和滿足顧客的需求和期望，並希望瞭解客戶的滿意情況，以對我們的服務品質不斷作出改進。我們嚴格遵守相關法律法規，根據《醫療機構管理條例》及其實施細則的規定，我們所有醫療機構必須獲取《醫療機構執業許可證》方可營運。同時，我們亦積極遵守《中華人民共和國消費者權益保護法》、《中華人民共和國廣告法》、《醫療廣告管理辦法》等消費者保護相關法律法規的規定。

本年度，本集團並未發現任何違反其產品及服務品質相關的法律法規的重大事宜。

醫療服務品質

本集團通過多種方式為不同顧客提供專業、優質、高效服務，積極為客戶創造價值，關注、挖掘和回應客戶需求，努力為客戶提供超越預期的服務。

B. SOCIAL (Continued)

B6. Product Responsibility (Continued)

Quality of Medical Service (Continued)

In order to maintain service quality, the Group has formulated the "Policy on the Medical Quality and Safety Training" for medical centres. Through employees' training, we guarantee the quality and safety of medical services we provide to our customers, details of which is in Aspect B2 "Occupational Safety Training". The Group also ensures the quality of medical services by improving staff's professional standards through continuous training of employees, especially medical staff, details of which is described in Aspect B3 "Training Courses".

During the Year, the Group joined the Guangzhou Bioindustry Alliance (廣州市生物產業聯盟), which is a local and non-profit social organization voluntarily formed by upstream and downstream enterprises in the city's biological industry chain, scientific research institutes, high schools, industry organizations, medical institutions, and investment and financing institutions, with an objective of integration of "government, enterprises, institutions, researchers and users (政產學研用)", focusing on the significant needs of industry development, through government guidance and socialization to improve the biological ecological chain and promote the development of bio-pharmaceutical industry. The Group has joined the Alliance, which aims to leverage the group of top and highly influential expert consultants and university research resources backed by the Alliance platform so as to further consolidate our technological advantages and provide customers with more professional and qualified medical service.

Customer Service

Feedback Collection and Research

The Group has a dedicated customer service function to collect and analyze customer feedback. Through active extension of services and communication, Customer Service Division becomes an important constituent to ensure patients' positive experience. We conduct customer satisfaction surveys through questionnaires, results of which are used to establish benchmarks that monitor changes in customer experience and satisfaction in areas of specific services delivery.

B. 社會(續)

B6. 產品責任(續)

醫療服務品質(續)

為維持服務質素，本集團已為醫務中心制定《醫療質量及安全培訓制度》，通過對員工的培訓保證我們為客戶提供的醫療服務的質量及安全性，具體內容已經在B2部分「職業安全培訓」一節詳細說明。本集團亦通過對員工尤其是醫務工作人員的持續培訓提高他們的專業水準以確保醫療服務的質量，具體內容已經在B3部分「培訓課程」一節詳細說明。

本年度，本集團加入了廣州市生物產業聯盟。廣州市生物產業聯盟是全市生物產業鏈上下游的企業、科研院所、高校、行業組織、醫療機構和投資融資機構自願組成的地方性、非營利性社會團體，以「政產學研用」一體為目標，聚焦行業發展重大需求，通過政府引導和社會化運作，完善生物生態鏈，促進生物醫藥產業大發展。本集團加入廣州市生物產業聯盟，志在背靠產業聯盟平台的高水準、高影響力專家顧問團以及大學科研資源，使我們的技術優勢得以進一步的鞏固，為客戶提供更專業、更優質的醫療服務。

客戶服務

意見收集及研究

本集團設有專責客戶服務職能以收集及分析客戶回饋。通過主動延伸服務及積極溝通，客戶服務部是確保患者體驗積極的重要組成部分。我們會通過問卷方式進行客戶滿意度調查，有關結果用於建立監控特定服務提供領域內客戶體驗及滿意度變化的基準。

B. SOCIAL (Continued)

B6. Product Responsibility (Continued)

Customer Service (Continued)

Feedback Collection and Research (Continued)

The Group also cooperates with third parties from time to time to conduct comprehensive surveys, analysis and studies, so as to organize, analyze and study relevant information on customer experience and satisfaction obtained from the above methods, thus demonstrating the improvement of our medical service standards.

Complaint Management

Customers can file complaints by mail, telephone, or in person. The Group is committed to solving all patient complaints in the shortest time or on the spot (if possible). For material complaints that involve clinical safety or may affect health, the Group will immediately take actions to prevent or minimize the adverse impact on customers. We require that every complaint should be properly submitted to and handled by the responsible personnel and manager and prohibit staff from reaching a private settlement with the complainant.

B7. Anti-corruption

General Disclosure

Prevent Corruption and Fraud

The Group believes that a clean corporate culture is the key to our continued success. Therefore, we attach great importance to anti-corruption work and system building, commit ourselves to building a clean and transparent corporate culture, and pay special attention to the professional ethics of hospital staff. We strictly comply with the provisions of laws and regulations such as the "Company Law of the People's Republic of China"《中華人民共和國公司法》, "Bidding Law of the People's Republic of China"《中華人民共和國招標投標法》, and "Interim Provisions on Banning Commercial Bribery"《關於禁止商業賄賂行為的暫行規定》. In addition, we strictly comply with the relevant medical laws and regulations formulated by Chinese government departments, including the "Code of Conduct for the Practitioners of Medical Institutions"《醫療機構從業人員行為規範》, the "Notice on Printing and Circulating of "Nine Prohibitions" for Enhancing the Construction of Medical Health Industry Style"《關於印發加強醫療衛生行風建設「九不准」的通知》, and the "Notice of the Ministry of Health on Issuing the Provisions on the Establishment of Commercial Bribery Record in the Purchase and Sales Medicines"《關於建立醫藥購銷領域商業賄賂不良記錄的規定》etc. We implement a zero-tolerance policy on any accepted bribery of medical personnel. Any employee found to violate our anti-corruption and bribery policies will be dismissed.

B. 社會(續)

B6. 產品責任(續)

客戶服務(續)

意見收集及研究(續)

本集團亦會不時與第三方合作進行全面調查及分析研究，以整理、分析及研究從上述方式取得的客戶體驗及滿意度相關資料，從而說明我們提高醫療服務的水準。

投訴管理

客戶可通過郵件、電話或親自提交投訴。本集團致力於在最短時間內或當場(如可能)解決所有患者投訴。對於涉及臨床安全或可能影響健康的重大投訴，本集團將立即積極採取行動防止或儘量減少對客戶的不利影響。我們要求每一項投訴都通過負責人員及經理妥善提交及處理，禁止員工與投訴人達成私下和解。

B7. 反貪污

一般披露

防止貪污及舞弊

本集團相信廉潔的企業文化是我們持續成功的關鍵，因此我們極為重視反腐倡廉的工作及制度建設，致力於建設廉潔公開透明的企業文化，特別注重醫院工作人員的職業道德。我們嚴格遵守《中華人民共和國公司法》、《中華人民共和國招標投標法》和《關於禁止商業賄賂行為的暫行規定》等法律法規的規定。此外，我們嚴格遵守中國政府部門制定的醫療相關相關法律法規，包括《醫療機構從業人員行為規範》、《關於印發加強醫療衛生行風建設「九不准」的通知》和《關於建立醫藥購銷領域商業賄賂不良記錄的規定》等。我們針對醫務人員的任何收受賄賂行為實施零容忍政策，倘我們發現任何雇員違反我們的反貪污賄賂政策，其將會被解僱。

B. SOCIAL (Continued)

B7. Anti-corruption (Continued)

General Disclosure (Continued)

Prevent Corruption and Fraud (Continued)

During the Year, the Group did not identify any material non-compliance of laws and regulations in respect of the prevention of bribery, blackmail, fraud and money laundering.

B8. Community Investment

General Disclosure

Corporate Social Responsibility

The Group believes that corporation is a social cell that grows with the nurturing of social maternity while shoulders the responsibility of returning to society. As a responsible medical service operator, the Group has always been committed to supporting various public welfare and community activities and hopes to give back to the community through the medical profession. The Group actively fulfills its social responsibilities as a corporate citizen and cultivates its employees' sense of social responsibility. Therefore, the Group encourages employees to participate in charity activities during their work and private time to make greater contributions to society. It has also been arranging for the Group's staff to participate in activities such as charity events related to environmental issues, donations for students and social services. We believe that through personally participating in activities that contribute to the community, employees' civic awareness can be raised to establish the correct values.

B. 社會(續)

B7. 反貪污(續)

一般披露(續)

防止貪污及舞弊(續)

本年度，本集團並未發現任何違反有關防止賄賂、勒索、欺詐及洗黑錢的法律法規的重大事宜。

B8. 社區投資

一般披露

企業社會責任

本集團相信，企業是社會的細胞，因社會母體的哺育而成長，同時也肩負回報社會的責任。作為負責任的醫療服務營運商，本集團一直致力支持各項公益及社區活動，並希望以醫療專業回饋社會。本集團積極履行作為企業公民的社會責任，培養員工的社會責任感，因此一直鼓勵員工於工作期間及私人時間參與社會公益活動，為社會作更大貢獻，亦一直安排本集團員工參與環保公益、捐資助學和社會服務等活動。我們相信，借著親身參與回饋社會的活動，可以令員工的公民意識得以提升，以樹立正確的價值觀。

THE ESG REPORTING GUIDE CONTENT INDEX OF THE STOCK EXCHANGE OF HONG KONG LIMITED

香港聯合交易所有限公司的《環境、社會及管治報告指引》內容索引表

Subject Areas, Aspects, General Disclosures and KPIs 層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明	Page 頁數
Aspect A1: Emissions **層面A1：排放物**			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to Exhaust Gas and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	Emissions — Environmental Protection Policy and Compliance Issues	P.67
一般披露	有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	排放物－環境保護的政策及合規事宜	
KPI A1.1 ("comply or explain")	The types of emissions and respective emissions data.	Emissions — Exhaust Gas and Greenhouse Gas ("GHG") Emissions, Waste Management and Wastewater Discharge and Treatment	P.68
關鍵績效指標A1.1 (「不遵守就解釋」)	排放物種類及相關排放數據。	排放物－廢氣及溫室氣體排放、廢物管理及廢水排放及處理	
KPI A1.2 ("comply or explain")	GHG emissions in total (in tonnes) and intensity.	Emissions — Exhaust Gas and Greenhouse Gas ("GHG") Emissions	P.68
關鍵績效指標A1.2 (「不遵守就解釋」)	溫室氣體總排放量(以噸計算)及密度。	排放物－廢氣及溫室氣體排放	
KPI A1.3 ("comply or explain")	Total hazardous waste produced (in tonnes) and intensity.	Emissions — Waste Management	P.70
關鍵績效指標A1.3 (「不遵守就解釋」)	所產生有害廢棄物總量(以噸計算)及密度。	排放物－廢物管理	
KPI A1.4 ("comply or explain")	Total non-hazardous waste produced (in tonnes) and intensity.	Emissions — Waste Management	P.70
關鍵績效指標A1.4 (「不遵守就解釋」)	所產生無害廢棄物總量(以噸計算)及密度。	排放物－廢物管理	
KPI A1.5 ("comply or explain")	Description of measures to mitigate emissions and results achieved.	Emissions — Exhaust Gas and Greenhouse Gas ("GHG") Emissions	P.68
關鍵績效指標A1.5 (「不遵守就解釋」)	描述減低排放量的措施及所得成果。	排放物－廢氣及溫室氣體排放	
KPI A1.6 ("comply or explain")	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved.	Emissions — Waste Management	P.70
關鍵績效指標A1.6 (「不遵守就解釋」)	描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	排放物－廢物管理	

THE ESG REPORTING GUIDE CONTENT INDEX OF THE STOCK EXCHANGE OF HONG KONG LIMITED (Continued)

香港聯合交易所有限公司的《環境、社會及管治報告指引》內容索引表(續)

Subject Areas, Aspects, General Disclosures and KPIs 層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節/聲明	Page 頁數
Aspect A2: Use of Resources **層面A2:資源使用**			
General Disclosure	Policies on the efficient use of resources, including energy, water and other raw materials.	Use of Resources — Energy Consumption, Water Consumption	P.73
一般披露	有效使用資源(包括能源、水及其他原材料)的政策。	資源使用-能源消耗、水源消耗	
KPI A2.1 ("comply or explain")	Direct and/or indirect energy consumption by type in total and intensity.	Use of Resources — Energy Consumption	P.74
關鍵績效指標A2.1 (「不遵守就解釋」)	按類型劃分的直接及/或間接能源總耗量及密度。	資源使用-能源消耗	
KPI A2.2 ("comply or explain")	Water consumption in total and intensity.	Use of Resources — Water Consumption	P.75
關鍵績效指標A2.2 (「不遵守就解釋」)	總耗水量及密度。	資源使用-水源消耗	
KPI A2.3 ("comply or explain")	Description of energy use efficiency initiatives and results achieved.	Use of Resources — Energy Consumption	P.74
關鍵績效指標A2.3 (「不遵守就解釋」)	描述能源使用效益計劃及所得成果。	資源使用-能源消耗	
KPI A2.4 ("comply or explain")	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved.	Use of Resources — Water Consumption	P.75
關鍵績效指標A2.4 (「不遵守就解釋」)	描述求取適用水源上可有任何問題,以及提升用水效益計劃及所得成果。	資源使用-水源消耗	
KPI A2.5 ("comply or explain")	Total packaging material used for finished products (in tonnes) and with reference to per unit produced	Not applicable — explained	P.76
關鍵績效指標A2.5 (「不遵守就解釋」)	製成品所用包裝材料的總量(以噸計算)及每生產單位佔量。	不適用-已解釋	

THE ESG REPORTING GUIDE CONTENT INDEX OF THE STOCK EXCHANGE OF HONG KONG LIMITED (Continued)

香港聯合交易所有限公司的《環境、社會及管治報告指引》內容索引表(續)

Subject Areas, Aspects, General Disclosures and KPIs 層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明	Page 頁數
Aspect A3: The Environment and Natural Resources **層面A3：環境及天然資源**			
General Disclosure	Policies on minimising the issuer's significant impact on the environment and natural resources.	The Environment and Natural Resources	P.76
一般披露	減低發行人對環境及天然資源造成重大影響的政策。	環境及天然資源	
KPI A3.1 ("comply or explain")	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	The Environment and Natural Resources — Noise Management	P.76
關鍵績效指標A3.1(「不遵守就解釋」)	描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	環境及天然資源－噪音管理	
Aspect B1: Employment **層面B1：僱傭**			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	Employment — Compensation and Benefits, Recruitment, Promotion, Incentive and Dismissal, Equal Opportunity	P.76
一般披露	有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	僱傭－薪酬福利、招聘、晉升、獎勵及解聘、平等機會	

THE ESG REPORTING GUIDE CONTENT INDEX OF THE STOCK EXCHANGE OF HONG KONG LIMITED (Continued)

香港聯合交易所有限公司的《環境、社會及管治報告指引》內容索引表(續)

Subject Areas, Aspects, General Disclosures and KPIs 層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節╱聲明	Page 頁數
Aspect B2: Health and Safety **層面B2：健康與安全**			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	Health and Safety — Internal Health and Safety Management, Occupational Safety Training, Fire Safety Training	P.80
一般披露	有關提供安全工作環境及保障僱員避免職業性危害的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	健康與安全－內部健康與安全管理、職業安全培訓、消防安全培訓	
Aspect B3: Development and Training **層面B3：發展及培訓**			
General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	Development and Training — Training Management, Training Courses	P.83
一般披露	有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	發展與培訓－培訓管理、培訓課程	
Aspect B4: Labour Standards **層面B4：勞工準則**			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	Labour Standards — Prevent Child and Forced Labour	P.84
一般披露	有關防止童工或強制勞工的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	勞工準則－防止童工及強制勞工	

THE ESG REPORTING GUIDE CONTENT INDEX OF THE STOCK EXCHANGE OF HONG KONG LIMITED (Continued)

香港聯合交易所有限公司的《環境、社會及管治報告指引》內容索引表(續)

Subject Areas, Aspects, General Disclosures and KPIs 層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明	Page 頁數
Aspect B5: Supply Chain Management **層面B5：供應鏈管理**			
General Disclosure	Policies on managing environmental and social risks of the supply chain.	Supply Chain Management — Supply Chain Environmental and Social Risk Management, Fair and Open Procurement	P.85
一般披露	管理供應鏈的環境及社會風險政策。	供應鏈管理－供應鏈環境及社會風險管理、公開及公平採購	
Aspect B6: Product Responsibility **層面B6：產品責任**			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	Product Responsibility — Quality of Medical Service, Customer Service	P.87
一般披露	有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	產品責任－醫療服務品質、客戶服務	
Aspect B7: Anti-corruption **層面B7：反貪污**			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	Anti-corruption — Prevent Corruption and Fraud	P.89
一般披露	有關防止賄賂、勒索、欺詐及洗黑錢的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	反貪污－防止貪污及舞弊	

THE ESG REPORTING GUIDE CONTENT INDEX OF THE STOCK EXCHANGE OF HONG KONG LIMITED (Continued)

香港聯合交易所有限公司的《環境、社會及管治報告指引》內容索引表(續)

Subject Areas, Aspects, General Disclosures and KPIs 層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節/聲明	Page 頁數
Aspect B8: Community Investment **層面B8:社區投資**			
General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	Community Investment — Corporate Social Responsibility	P.90
一般披露	有關以社區參與來瞭解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	社區投資-企業社會責任	

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

31/F, Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

香港
中環
畢打街11號
置地廣場
告羅士打大廈31樓

TO THE SHAREHOLDERS OF
COMMON SPLENDOR INTERNATIONAL HEALTH INDUSTRY GROUP LIMITED
(Incorporated in Bermuda with limited liability)

致同佳國際健康產業集團有限公司股東
（於百慕達註冊成立之有限公司）

OPINION

We have audited the consolidated financial statements of Common Splendor International Health Industry Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 106 to 258, which comprise the consolidated statement of financial position as at 31 December 2018, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

意見

吾等已審核第106頁至第258頁所載同佳國際健康產業集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，當中包括於二零一八年十二月三十一日之綜合財務狀況報表、截至該日止年度之綜合損益及其他全面收益報表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註(包括主要會計政策概要)。

吾等認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映　貴集團於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　貴集團的綜合財務表現及其綜合現金流量，並已按照香港《公司條例》的披露規定妥為編製。

BASIS FOR OPINION

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

意見基準

吾等已根據香港會計師公會頒佈的香港核數準則進行審核。吾等於該等準則下的責任於本報告「核數師有關審核綜合財務報表的責任」一節進一步闡述。按照香港會計師公會的《專業會計師道德守則》(「守則」),吾等獨立於 貴集團,並已按照守則履行其他道德責任。吾等相信,吾等所獲得的審核憑證足以且適當地為吾等的意見提供基礎。

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. 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.

關鍵審核事宜

關鍵審核事宜為根據吾等的專業判斷,對吾等審核本年度綜合財務報表最為重要的事宜。此等事宜於吾等審核綜合財務報表及就此出具意見時一併處理,吾等不會就此等事宜另行提供意見。

Key Audit Matters 關鍵審核事宜	How our audit address the key audit matters 吾等的審核如何處理關鍵審核事宜
Impairment assessment of intangible assets and goodwill **對無形資產及商譽的減值評估** Refer to notes 3,17 and 18 in the Group's consolidated financial statements. 參照　貴集團綜合財務報表附註3、17及18。	
As at 31 December 2018, the Group had intangible assets and goodwill of approximately HK$214,288,000 and HK$229,010,000 respectively. 於二零一八年十二月三十一日，　貴集團的無形資產及商譽分別約為214,288,000港元及229,010,000港元。 In deciding whether the intangible assets and goodwill were impaired or not, these assets were allocated to cash generating units ("CGUs") of health industry segment, and the recoverable amount of the CGU was determined by management and valuer based on value-in-use calculations using cash flow projections. In carrying out the impairment assessments, significant management judgement was involved in respect of the discount rates and the underlying cash flows. Management has concluded that there is no impairment in respect of the intangible assets and goodwill. 為判定無形資產及商譽有否出現減值，該等資產分配至健康產業的現金產生單位(「現金產生單位」)，現金產生單位的可收回金額乃由管理層及估值師按現金流預測的使用價值計算基準釐定。執行減值評核時涉及有關折現率及相關現金流量的重大管理判斷。管理層的結論是無形資產及商譽沒有減值。	Our procedures in relation to management's impairment assessment of the Group's key businesses included: 吾等就管理層對　貴集團主要業務減值評核所採納之程序包括： • Assessing management's identification of CGUs based on the Group's accounting policies and our understanding of the Group's business; 評核管理層根據　貴集團的會計政策及吾等對　貴集團業務的理解識別現金產生單位； • Assessing the appropriateness of the valuation methodologies used and the key assumptions based on our knowledge of the business and the relevant industry; and 評估使用的估值方法的適用性以及吾等對業務和相關行業知識的重要假設；及 • Checking, on a sampling basis, the accuracy and relevance of the input data used. 抽樣檢查所用輸入資料的準確性及相關性。 We found that the key assumptions were supported by the available evidence. 吾等發現重要假設均得到合理證據支持。

Key Audit Matters 關鍵審核事宜	How our audit address the key audit matters 吾等的審核如何處理關鍵審核事宜
Impairment assessment on loan to a shareholder and short-term loans receivable **借予股東貸款及應收短期貸款賬項的減值評估** Refer to notes 3, 26 and 27 in the Group's consolidated financial statements. 參照　貴集團綜合財務報表附註3、26及27。	
As at 31 December 2018, the carrying amount of loan to a shareholder and short-term loans receivable were approximately HK$28,574,000 and HK$40,048,000 respectively. 於二零一八年十二月三十一日，借予股東貸款及應收短期貸款賬項的賬面值分別約為28,574,000港元及40,048,000港元。 For the purpose of determining the allowance for loan to a shareholder and short-term loans receivable, the management considers the credit history including default or delay in payments, settlement records, subsequent settlements and aging analysis of the loan to a shareholder and short-term loans receivable. 為釐定借予股東貸款及應收短期貸款賬項的撥備，管理層考慮包括借予股東貸款及應收短期貸款賬項的違約或延期支付、還款記錄、期後還款及賬齡分析等信貸記錄。	Our procedures in relation to valuations of loan to a shareholder and short-term loans receivable included: 吾等對借予股東貸款及應收短期貸款賬項評估所採取的程序包括： • Discussing the Group's procedures on credit limits and credit periods given to shareholder and customers with the management; 與　貴集團管理層討論有關授予股東及客戶信貸限期及信貸期的程序； • Evaluating the management's impairment assessment of the loan to a shareholder and short-term loans receivable; and 評價管理層對借予股東貸款及應收短期貸款賬項的減值評估；及 • Checking, on a sample basis, the accuracy and relevance of information included in the impairment assessment of loan to a shareholder and short-term loans receivable. 抽樣檢查借予股東貸款及應收短期貸款賬項的減值評估所包括資料的準確性及相關性。 We considered management's conclusion to be consistent with the available information. 吾等認為管理層的結論與可得資料一致。

Key Audit Matters 關鍵審核事宜	How our audit address the key audit matters 吾等的審核如何處理關鍵審核事宜
Net realisable value of properties under development **發展中物業之可變現淨值**	
We identified the determination of the net realisable value ("NRV") of the Group's properties under development as a key audit matter due to significant judgements involved in the determination of the NRV and the estimation of future cost to completion by the management of the Group. 吾等將釐定　貴集團發展中物業之可變現淨值(「可變現淨值」)識別為關鍵審核事宜，乃由於　貴集團管理層釐定可變現淨值及估計未來竣工成本時須作出重大判斷。 The Group's properties under development are stated at the lower of cost and NRV. As at 31 December 2018, the Group's properties under development amounted to HK$209,174,000. 貴集團之發展中物業於成本及可變現淨值之較低者列賬。於二零一八年十二月三十一日，　貴集團之發展中物業為209,174,000港元。 As disclosed in note 3 to the consolidated financial statements, the NRV is determined with reference to the estimated selling price in the ordinary course of business less the estimated costs of completion for properties under development and the estimated costs necessary to make the sale. 誠如綜合財務報表附註3所披露，可變現淨值乃按照一般業務過程中的估計售價減去估計完成發展中物業之成本及作出銷售所需的估計成本而釐定。	Our procedures in relation to the NRV of the properties under development included: 吾等就發展中物業之可變現淨值所採納之程序包括： • Challenging the assumptions and judgements applied by management in estimating the NRV including evaluating the accuracy of management's prior period estimation; • 透過評估管理層過往估計之準確性，核實管理層對可變現淨值之估計假設及判斷； • Evaluating the reasonableness of the management's estimation of the future costs to completion for the properties under development, on a sampling basis, by comparing them to the actual development costs of similar completed properties of the Group and comparing to the relevant market information; and • 以抽樣方式，比較發展中物業之未來竣工成本及　貴集團同類型已完成物業之實際開發成本，並比較有關市場資料作出之調整，從而評估管理層對發展中物業未來完成成本估計之合理性；及 • Assessing the appropriateness of the selling price estimated by the management, on a sampling basis, by comparing the estimated selling price to recent market prices in the same projects or comparable properties, based on the current market conditions in the real estate industry and our knowledge of the Group's business. • 就當前市場發展趨勢以及吾等對　貴集團業務之了解，以抽樣方式，將相同項目或同類物業之近期市場價格與估計銷售價格進行比較，從而評估管理層對銷售價格估計之恰當性。 We found that the management's estimates were supported by the available evidence. 吾等發現重要假設均得到合理證據支持。

OTHER INFORMATION

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

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

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

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

其他信息

董事負責其他信息。其他信息包括年報所載的信息,但不包括綜合財務報表及我們的核數師報告(「其他信息」)。

吾等對綜合財務報表的意見並不涵蓋其他信息,吾等亦不對其他信息發表任何形式的鑒證結論。

審核綜合財務報表時,吾等的責任為閱讀其他信息,於此過程中,考慮其他信息是否與綜合財務報表或吾等於審計過程中所瞭解的情況有重大抵觸,或者似乎有重大錯誤陳述。

倘若基於吾等已進行的工作,吾等認為其他信息有重大錯誤陳述,則吾等須報告有關事實。吾等並無任何相關報告。

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

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

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

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

貴公司董事及審核委員會有關綜合財務報表的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製並真實兼公平地呈列綜合財務報表,並為其認為使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述而言屬必需的內部監控負責。

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

審核委員會的責任是監察 貴集團的財務報告程序。

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師有關審核綜合財務報表的責任

吾等的目標為合理確定綜合財務報表整體是否不存在由於欺詐或錯誤而導致的任何重大錯誤陳述，並發出載有吾等意見的核數師報告。吾等僅向　閣下(作為整體)按照百慕達一九八一年公司法第90節報告，除此之外本報告別無其他目的。吾等不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理確定屬高層次核證，但不能擔保根據香港審計準則進行的審核工作總能發現所有存在的重大錯誤陳述。錯誤陳述可源於欺詐或錯誤，倘個別或整體於合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

根據香港審計準則進行審核時，吾等運用專業判斷，於整個審核過程中抱持專業懷疑態度。吾等亦：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致的重大錯誤陳述風險，因應此等風險設計及執行審核程序，獲得充足及適當審核憑證為吾等的意見提供基礎。由於欺詐涉及合謀串通、偽造、故意遺漏、誤導性陳述或淩駕內部控制，因此未能發現由此造成的重大錯誤陳述風險較未能發現由於錯誤而導致的重大錯誤陳述風險更高。

- 瞭解與審核有關的內部控制，以設計恰當的審核程序，但並非旨在對　貴集團內部控制的有效程度發表意見。

- 評估所用會計政策是否恰當，以及董事所作會計估算及相關披露是否合理。

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

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

- 總結董事採用以持續經營為基礎的會計法是否恰當，並根據已獲取的審核憑證，總結是否有對 貴集團持續經營的能力構成重大疑問的事件或情況等重大不確定因素。倘吾等總結認為存在重大不確定因素，吾等需於核數師報告中提請注意綜合財務報表內的相關資料披露，或如果相關披露不足，則修訂吾等的意見。吾等的結論以截至核數師報告日期所獲得的審核憑證為基礎，惟未來事件或情況可能導致 貴集團不再具有持續經營的能力。

- 評估綜合財務報表(包括資料披露)的整體列報、架構及內容，以及綜合財務報表是否已公平反映及列報相關交易及事項。

- 就 貴集團內各實體或業務活動的財務資料獲得充足的審核憑證，以就綜合財務報表發表意見。吾等須負責指導、監督及執行集團的審核工作。吾等須為吾等的審核意見承擔全部責任。

吾等與審核委員會就(其中包括)審核工作的計劃範圍及時間安排及重大審核發現，包括吾等於審核期間識別出內部監控的任何重大缺陷溝通。

吾等亦向審核委員會提交聲明，說明吾等已遵守有關獨立性的道德要求，並就所有被合理認為可能影響吾等的獨立性的關係及其他事宜及相關防範措施(如適用)作溝通。

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 year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

吾等從與審核委員會溝通的事項中,決定哪些事項對本年度綜合財務報表的審核工作最為重要,因而構成關鍵審核事項。除非法律或法規不容許公開披露此等事項,或於極罕有的情況下,吾等認為披露此等事項可合理預期的不良後果將超越公眾知悉此等事項的利益而不應於報告中披露,否則吾等會於核數師報告中描述此等事項。

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

出具獨立核數師報告的審計業務董事為吳家華。

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Ng Ka Wah
Practising Certificate Number: P06417

Hong Kong, 29 March 2019

國衛會計師事務所有限公司
執業會計師

吳家華
執業證書編號:P06417

香港,二零一九年三月二十九日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
綜合損益及其他全面收益報表

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

		Notes 附註	2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Revenue	收入	7	**377,035**	474,933
Cost of sales	銷售成本		**(279,492)**	(391,552)
Gross profit	毛利		**97,543**	83,381
Other income	其他收入	9	**3,627**	63
Administrative expenses	行政費用		**(64,005)**	(40,683)
Selling and distribution expenses	銷售及分銷費用		**(1,318)**	(4,305)
Share of result of associates	攤佔聯營公司之業績		**17,371**	8,822
Profit from operations	營運溢利		**53,218**	47,278
Fair value change on derivative financial liabilities	衍生金融負債公平值變動		**(2,438)**	(310)
Gain on disposal of subsidiaries	出售附屬公司收益		**–**	12,617
Loss on deemed disposal of associates	視作出售聯營公司虧損		**(571)**	–
Gain on derecognition of convertible note	終止確認可換股票據之收益		**7,391**	–
Finance cost	財務成本	10	**(37,724)**	(41,346)
Profit before income tax	除稅前溢利	11	**19,876**	18,239
Income tax expense	所得稅開支	13	**(8,768)**	(8,798)
Profit for the year	年度溢利		**11,108**	9,441
Other comprehensive (expense)/income, net of income tax	**其他全面(開支)/收益,已扣除所得稅**			
Items that may be reclassified subsequent to profit or loss	*其後可能重新分類至損益的項目*			
Exchange differences on translating foreign operations	換算境外業務產生之匯兌差額		**(27,317)**	45,133
Reclassification on disposal of interests in subsidiaries	重新分類出售附屬公司權益		**–**	(298)
Items that will not be reclassified to profit or loss	*將不會重新分類至損益的項目*			
Change in value of equity investments at fair value through other comprehensive income	透過其他全面收益按公平值計算之股權投資價值變動		**2,067**	–
Other comprehensive (expense)/income for the year, net of income tax	年度其他全面(開支)/收益,已扣除所得稅		**(25,250)**	44,835
Total comprehensive (expense)/income for the year	**年度全面(開支)/收益總額**		**(14,142)**	54,276

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

		Notes 附註	2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Profit for the year attributable to:	**應佔年度溢利：**			
Owners of the Company	本公司擁有人		**2,160**	1,422
Non-controlling interests	非控股權益		**8,948**	8,019
			11,108	9,441
Total comprehensive (expense)/income for the year attributable to:	**應佔年度全面(開支)／收益總額：**			
Owners of the Company	本公司擁有人		**(12,988)**	31,648
Non-controlling interests	非控股權益		**(1,154)**	22,628
			(14,142)	54,276
Earnings per share for the year attributable to owners of the Company	**本公司擁有人之年度每股盈利**	15		
Basic and diluted (HK cents per share)	基本及攤薄(每股港仙)		**0.07**	0.05

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

As at 31 December 2018 於二零一八年十二月三十一日

		Notes 附註	2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Non-current assets	**非流動資產**			
Property, plant and equipment	物業、機器及設備	16	30,106	240,148
Intangible assets	無形資產	17	214,288	221,095
Goodwill	商譽	18	229,010	229,010
Interests in associates	於聯營公司之權益	19	223,789	211,272
Equity investments at fair value through other comprehensive income	透過其他全面收益按公平值計算之股權投資	21	77,684	–
Available-for-sale financial assets	待售金融資產	21	–	76,395
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	22	111,350	94,673
			886,227	1,072,593
Current assets	**流動資產**			
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	22	135,266	125,400
Trade receivables	應收貿易款項	23	31,351	12,771
Inventories	存貨	24	29,062	5,092
Properties under development	開發中物業	25	209,174	–
Loan to a shareholder	借予股東貸款	26	28,574	49,143
Short-term loans receivable	應收短期貸款賬項	27	40,048	40,200
Bank and cash balances	銀行及現金結餘	28	8,016	67,038
			481,491	299,644
Current liabilities	**流動負債**			
Trade payables	應付貿易款項	29	442	824
Accruals, deposits received and other payables	應計款項、已收按金及其他應付款項	30	35,574	68,812
Contract liabilities	合同負債	30	87,227	–
Obligation under finance leases	融資租賃責任	31	367	6
Bank and other borrowings	銀行及其他借貸	36	16,138	12,204
Convertible notes	可換股票據	33	–	75,480
Derivative financial liabilities	衍生金融負債	33	–	7,316
Guaranteed notes and bonds payable	擔保票據及應付債券	35	213,209	120,893
Tax payable	應付税項		2,811	820
			355,768	286,355
Net current assets	**流動資產淨值**		125,723	13,289
Total assets less current liabilities	**資產總額減流動負債**		1,011,950	1,085,882

As at 31 December 2018 於二零一八年十二月三十一日

		Notes 附註	2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Capital and reserves	**資本及儲備**			
Share capital	股本	32	29,962	29,962
Reserves	儲備		720,535	735,371
Equity attributable to owners of the Company	本公司擁有人應佔股本權益		750,497	765,333
Non-controlling interests	非控股權益		211,730	212,878
Total equity	**股本權益總額**		962,227	978,211
Non-current liabilities	**非流動負債**			
Deferred tax liabilities	遞延税項負債	34	15,157	14,949
Obligation under finance leases	融資租賃責任	31	983	25
Guaranteed notes and bonds payable	擔保票據及應付債券	35	33,583	92,697
			49,723	107,671
			1,011,950	1,085,882

The consolidated financial statements were approved and authorised for issue by the Board of Directors of the Company on 29 March 2019 and are signed on its behalf by:

綜合財務報表已獲本公司董事會於二零一九年三月二十九日批准及授權發佈，並由下列代表簽署：

Cheung Wai Kuen
張偉權
Director
董事

Cheng Hau Yan
鄭孝仁
Director
董事

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

綜合財務報表附註乃綜合財務報表的一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
綜合權益變動表

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

		Share capital 股本 HK$'000 千港元	Share premium 股份溢價 HK$'000 千港元	Translation reserve 匯兑儲備 HK$'000 千港元	Equity investment at fair value through other comprehensive income reserve 透過其他全面收益按公平值計算之股權投資 HK$'000 千港元	Statutory reserve 法定儲備 HK$'000 千港元	Share options reserve 購股權儲備 HK$'000 千港元	Other reserve 其他儲備 HK$'000 千港元	Retained earnings 保留溢利 HK$'000 千港元	Sub-total 小計 HK$'000 千港元	Attributable to non-controlling interests 非控股股東權益 HK$'000 千港元	Total equity 股本權益總額 HK$'000 千港元
At 1 January 2017	於二零一七年一月一日	25,962	425,198	(45,472)	–	8,436	3,836	(59,029)	104,985	463,916	203,634	667,550
Profit for the year	年度溢利	–	–	–	–	–	–	–	1,422	1,422	8,019	9,441
Other comprehensive income	其他全面收益											
Exchange differences on translating foreign operations arising during the year	年度換算境外業務產生之匯兑差額	–	–	28,843	–	–	–	–	–	28,843	14,609	43,452
Share of other comprehensive income of associates	攤佔聯營公司之其他全面收益	–	–	1,681	–	–	–	–	–	1,681	–	1,681
Reclassification on disposal of interests in subsidiaries	重新分類出售附屬公司權益	–	–	(298)	–	–	–	–	–	(298)	–	(298)
Total comprehensive income for the year	年度全面收益總額	–	–	30,226	–	–	–	–	1,422	31,648	22,628	54,276
Acquisition of subsidiaries *(note 41)*	收購附屬公司*(附註41)*	4,000	256,000	–	–	–	–	–	–	260,000	20,247	280,247
Change in non-controlling interests arising from acquisition of subsidiaries *(note 43)*	收購附屬公司產生之非控股權益變動*(附註43)*	–	–	–	–	–	–	9,769	–	9,769	(9,769)	–
Disposal of subsidiaries *(note 42(b))*	出售附屬公司*(附註42(b))*	–	–	–	–	(334)	–	–	334	–	(23,862)	(23,862)
Lapse of share options	購股權失效	–	–	–	–	–	(3,836)	–	3,836	–	–	–
Transfer to statutory reserve	轉撥至法定儲備	–	–	–	–	3,028	–	–	(3,028)	–	–	–
At 31 December 2017	於二零一七年十二月三十一日	29,962	681,198	(15,246)	–	11,130	–	(49,260)	107,549	765,333	212,878	978,211
Initial application of HKFRS 9	首次應用香港財務報告準則第9號	–	–	–	(1,191)	–	–	–	(3,156)	(4,347)	(342)	(4,689)
As restated	如重列	29,962	681,198	(15,246)	(1,191)	11,130	–	(49,260)	104,393	760,986	212,536	973,522
Profit for the year	年度溢利	–	–	–	–	–	–	–	2,160	2,160	8,948	11,108
Other comprehensive income	其他全面收益											
Exchange differences on translating foreign operations arising during the year	年度換算境外業務產生之匯兑差額	–	–	(13,869)	–	–	–	–	–	(13,869)	(11,011)	(24,880)
Change in value of equity investments at fair value through other comprehensive income	透過其他全面收益按公平值計算之股權投資價值變動	–	–	–	1,158	–	–	–	–	1,158	909	2,067
Share of other comprehensive income of associates	攤佔聯營公司之其他全面收益	–	–	(2,437)	–	–	–	–	–	(2,437)	–	(2,437)
Total comprehensive (expenses)/income for the year	年度全面(開支)/收益總額	–	–	(16,306)	1,158	–	–	–	2,160	(12,988)	(1,154)	(14,142)
Change in non-controlling interests arising from disposal of a subsidiary *(note 43)*	出售一間附屬公司產生之非控股權益變動*(附註43)*	–	–	–	–	–	–	2,499	–	2,499	348	2,847
Transfer to statutory reserve	轉撥至法定儲備	–	–	–	–	666	–	–	(666)	–	–	–
At 31 December 2018	於二零一八年十二月三十一日	29,962	681,198	(31,552)	(33)	11,796	–	(46,761)	105,887	750,497	211,730	962,227

SHARE PREMIUM

The application of share premium is governed by Section 40 of the Companies Act 1981 of Bermuda (as amended). The share premium account may be distributed in the form of fully paid bonus shares.

股份溢價

股份溢價之運用受百慕達一九八一年公司法(經修訂)第40條規管。股份溢價賬可作為繳足股款之紅股方式分派。

TRANSLATION RESERVE

Exchange differences relating to the translation of the net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (Hong Kong dollars ("HK$")) are recognised directly in other comprehensive income and accumulated in the translation reserve. Such exchange differences accumulated in the translation reserve are reclassified to profit or loss on the disposal of the foreign operations.

匯兑儲備

本集團海外業務之資產淨值由其功能貨幣換算為本集團之呈列貨幣(即港元「港元」)相關之匯兑差額,直接於其他全面收益中確認及於匯兑儲備中累計。該等於匯兑儲備中累計之匯兑差額將於出售海外業務時重新分類至損益賬內。

STATUTORY RESERVE

The statutory reserve of the Group refers to the statutory reserve fund in the People's Republic of China (the "PRC"). Appropriations to such reserve fund are made out of profit after tax as recorded in the statutory financial statements of the PRC subsidiaries. The amount should not be less than 10% of the profit after tax as recorded in the statutory financial statements unless the aggregate amount exceeds 50% of the registered capital of the PRC subsidiaries. The statutory reserve can be used to make up prior year losses, if any, and can be applied in conversion into the PRC subsidiaries' capital by means of capitalisation issue.

法定儲備

本集團法定儲備指中華人民共和國(「中國」)的法定儲備金。有關儲備金撥自中國附屬公司法定財務報表所入賬除税後溢利。該數額不得低於法定財務報表所入賬除税後溢利的10%,惟總額超過中國附屬公司註冊資本的50%則除外。法定儲備可用於補足過往年度虧損(如有),及可以資本化發行方式轉換為中國附屬公司的資本。

SHARE OPTIONS RESERVE

The share options reserve comprises the fair value of the share options granted which are yet to be exercised. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to retained profit when the related options being lapsed.

購股權儲備

購股權儲備包括已授出但尚未行使之購股權公平值。倘相關購股權獲行使時,有關金額將轉撥至股份溢價賬;或於相關購股權失效時,有關金額則轉撥至保留溢利。

OTHER RESERVE

Other reserve represents the difference between the consideration paid to obtain additional non-controlling interests in subsidiaries and its carrying amount on the date of acquisition.

其他儲備

其他儲備指就獲取額外附屬公司非控股權益所支付代價與其於收購日之賬面值的差額。

CONSOLIDATED STATEMENT OF CASH FLOWS
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

		Notes 附註	**2018 二零一八年 HK$'000 千港元**	2017 二零一七年 HK$'000 千港元
Cash flows from operating activities	**來自經營業務之現金流量**			
Profit before tax	除稅前溢利		**19,876**	18,239
Adjustments for:	對下列事項之調整：			
Interest income	利息收入		**(12,271)**	(23,921)
Interest expense	利息開支	10	**37,724**	41,346
Depreciation of property, plant and equipment	物業、機器及設備折舊	16	**14,229**	8,474
Written-off plant and equipment	撇銷廠房及設備		**730**	–
Impairment losses reversed in respect of trade receivables	應收貿易款項的減值虧損撥回	23	**(30)**	–
Impairment losses recognised in respect of other receivables	其他應收款項確認的減值虧損	22	**3,702**	–
Impairment losses reversed in respect of loan to a shareholder	借予股東貸款的減值虧損撥回	26	**(46)**	–
Gain on disposal of subsidiaries	出售附屬公司收益	42	**–**	(12,617)
Loss on deemed disposal of an associate	視作出售聯營公司虧損	19	**571**	–
Share of result of associates	攤佔聯營公司之業績		**(17,371)**	(8,822)
Gain on derecognition of convertible note	終止確認可換股票據之收益		**(7,391)**	–
Fair value change on derivative financial instruments	衍生金融工具公平值變動		**2,438**	310
Operating cash flows before movements in working capital	**營運資金變動前之經營現金流量**		**42,161**	23,009
Increase in trade receivables	應收貿易款項增加		**(17,968)**	(4,720)
(Increase)/decrease in inventories	存貨(增加)／減少		**(23,970)**	13,788
Increase in deposits, prepayment and other receivables	按金、預付款項及其他應收款項增加		**(20,214)**	(90,903)
Decrease in trade payables	應付貿易款項減少		**(420)**	(468)
Decrease in loan from associates	聯營公司借款減少		**–**	(12,300)
Increase in contract liabilities	合約負債增加		**87,227**	–
(Decrease)/increase in accruals, deposits received and other payables	應計款項、已收按金及其他應付款項(減少)／增加		**(48,660)**	32,743
Cash generated from/(used in) operating activities	來自／(用於)經營業務之現金		**18,156**	(38,851)
Bank interest received	已收銀行利息		**6**	24
Income tax paid	已付所得稅		**(10,480)**	(10,845)
Net cash generated from/(used in) operating activities	**來自／(用於)經營業務之現金淨額**		**7,682**	(49,672)
Cash flows from investing activities	**來自投資業務之現金流量**			
Purchase of property, plant and equipment	購買物業、機器及設備		**(25,531)**	(20,946)
Loan interest received	已收貸款利息		**12,265**	23,897
Dividend received from an associate	聯營公司的已收股息	19	**1,325**	2,650
Net cash outflow on acquisition of associate	收購聯營公司的現金流出淨額		**–**	(90,025)
Net cash outflow on acquisition of subsidiaries	收購附屬公司的現金流出淨額	41	**–**	(48,388)

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

		Notes 附註	2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Net cash inflow from disposal of partial interest in a subsidiary	出售一間附屬公司部分權益的現金流入淨額	43	2,847	–
Net cash inflow on disposal of subsidiaries	出售附屬公司的現金流入淨額	42	–	67,899
Changes in loan to a shareholder	借予股東貸款變動		20,615	28,404
Changes in short-term loans receivable	應收短期貸款賬項變動		–	18,000
Net cash generated from/(used in) investing activities	**來自/(用於)投資業務之現金淨額**		11,521	(18,509)
Cash flows from financing activities	**來自融資業務之現金流量**			
Proceeds from issue of guaranteed notes and bonds, net of related expenses	發行擔保票據及債券之所得款項,扣除相關支出		8,028	48,402
Repayment of borrowings and bonds	償還借款及債券		(65,004)	(7,000)
Interest paid	已付利息		(19,307)	(24,021)
Repayment of convertible notes	償還可換股票據		(1,000)	(16,000)
Proceeds from bank and other borrowings	銀行及其他借貸所得款項	36	11,138	12,204
Addition of obligation under a finance lease	融資租賃責任增加		1,500	38
Repayment of obligation under a finance lease	償還融資租賃責任		(181)	(13)
Net cash (used in)/generated from financing activities	**(用於)/來自融資業務產生之現金淨額**		(64,826)	13,610
Net decrease in cash and cash equivalents	**現金及現金等值項目減少淨額**		(45,623)	(54,571)
Cash and cash equivalents at the beginning of the year	**年初之現金及現金等值項目**		67,038	109,721
Effect of foreign exchange rate changes	**匯率變動之影響**		(13,399)	11,888
Cash and cash equivalents at the end of the year	**年終之現金及現金等值項目**		8,016	67,038
Analysis of the balance of cash and cash equivalents	**現金及現金等值項目結餘分析**			
Bank and cash balances	銀行及現金結餘		8,016	67,038

1. GENERAL INFORMATION

The Company is an exempted company incorporated in Bermuda with limited liability and shares of the Company are listed on The Stock Exchange of Hong Kong Limited ("Stock Exchange"). The directors of the Company consider its parent and ultimate holding company is Champion Dynasty Limited (a company incorporated in the British Virgin Islands with limited liability). The addresses of the Company's registered office and principal office in Hong Kong are disclosed in the "Corporate Information" section of the annual report.

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

The Company's principal activity is investment holding and the principal activities of its principal subsidiaries are set out in note 49.

1. 一般資料

本公司為一間於百慕達註冊成立之受豁免有限公司及本公司股份於香港聯合交易所有限公司(「聯交所」)上市。本公司董事認為，其母公司及最終控股公司為於英屬維爾京群島註冊成立之有限公司Champion Dynasty Limited。本公司註冊辦事處及在香港之主要辦事處之地址於本年報「公司資料」一節中披露。

此綜合財務報表以港元(「港元」)呈列，港元亦為本公司與其附屬公司(「本集團」)之功能貨幣，除另有説明外，所有價值均四捨五入至最接近之千位數(千港元)。

本公司之主要業務為投資控股，其主要附屬公司之主要業務載於附註49。

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

(a) New and amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following new and amended standards, amendments and interpretations (the "new and amended HKFRSs") issued by the Hong Kong Institution of Certified Public Accountants (the "HKICPA"):

HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers and the related Amendments
HK(IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
Amendments to HKAS 28	As part of the Annual Improvements to HKFRSs 2014–2016 Cycle
Amendments to HKAS 40	Transfers of Investment Property

Except as described below, the application of the new and amendments to HKFRSs in the current year has had no material impact on the Group's financial performance and positions for the current year and prior year and/or on the disclosures set out in these consolidated financial statements.

The above new HKFRSs have been applied in accordance with the relevant transition provisions in the respective standards and amendments which results in changes in accounting policies, amounts reported and/or disclosures as described below.

2. 應用香港財務報告準則(「香港財務報告準則」)之新訂及修訂版本

(a) 採納本年度強制生效之香港財務報告準則新訂及修訂版本

於本年度，本集團已應用以下由香港會計師公會(「香港會計師公會」)頒佈之新訂及經修訂準則、修訂本及詮釋(「新訂及經修訂香港財務報告準則」)：

香港財務報告準則第9號	金融工具
香港財務報告準則第15號	客戶合約收益及相關修訂
香港(國際財務報告詮釋委員會)－詮釋第22號	外幣交易及墊付代價
香港財務報告準則第2號(修訂)	以股權基礎支出交易的分類及計量
香港財務報告準則第4號(修訂)	應用香港財務報告準則第4號保險合約時一併應用香港財務報告準則第9號金融工具
香港會計準則第28號(修訂)	香港財務報告準則二零一四年至二零一六年周期之年度改進的一部分
香港會計準則第40號(修訂)	轉移投資物業

除下文所述者外，於本年度應用香港財務報告準則之新訂及修訂版本對本集團於當前及過往年度之財務表現及狀況及／或此等綜合財務報表所載之披露並無重大影響。

上述新訂香港財務報告準則已按照相應準則及修訂本中的相關過渡條文應用，導致下文所述會計政策、呈報金額及／或披露資料變動。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(a) New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

(a) Impact on the consolidated financial statements

The following tables show the adjustments recognised for each individual line item. Line items that were not affected by the application of new HKFRSs have not been included. As a result, the sub-totals and totals disclosed cannot be recalculated from the numbers provided. The adjustments are explained in more detail by standard below.

2. 應用香港財務報告準則(「香港財務報告準則」)之新訂及修訂版本(續)

(a) 採納本年度強制生效之香港財務報告準則新訂及修訂版本(續)

(a) 對綜合財務報表的影響

下表顯示就各個別項目確認之調整。概無載入並無因應用新訂香港財務報告準則而受到影響之項目。因此,不能從所提供之數字重新計算所披露之小計及總計。有關調整於下表作更詳細解釋。

Consolidated statement of financial position (extract)	綜合財務狀況報表(摘錄)	31 December 2017 二零一七年十二月三十一日 HK$'000 千港元	HKFRS 9 香港財務報告準則第9號 HK$'000 千港元	HKFRS 15 香港財務報告準則第15號 HK$'000 千港元	1 January 2018 二零一八年一月一日 HK$'000 千港元
Non-current assets	**非流動資產**				
Available-for-sale financial assets	待售金融資產	76,395	(76,395)	–	–
Equity investments at fair value through other comprehensive income	透過其他全面收益按公平值計算之股權投資	–	75,617	–	75,617
Current assets	**流動資產**				
Trade receivables	應收貿易款項	12,771	(67)	–	12,704
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	125,400	(3,608)	–	121,792
Short-term loans receivable	應收短期貸款賬項	40,200	(152)	–	40,048
Loan to a shareholder	借予股東貸款	49,143	(84)	–	49,059
Current liabilities	**流動負債**				
Accruals, deposit received and other payables	應計款項、已收按金及其他應付款項	68,812	–	(35,342)	33,470
Contract liabilities	合約負債	–	–	35,342	35,342
Capital and reserves	**資本及儲備**				
Reserves	儲備	735,371	(4,347)	–	731,024
Non-controlling interest	非控股權益	212,878	(342)	–	212,536

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(a) New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

HKFRS 15 "Revenue from Contracts with Customers" ("HKFRS 15")

The Group has applied HKFRS 15 for the first time in the current reporting year. HKFRS 15 superseded HKAS 18 "Revenue", HKAS 11 "Construction Contracts" and the related interpretations.

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this Standard recognised at the date of initial application, 1 January 2018. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group has elected to apply the standard retrospectively only to contracts that are not completed at 1 January 2018. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 18 "Revenue" and the related interpretations.

The Group is mainly engaged in the business of healthcare industry which included medical anti-aging and health preservation base, medical and healthcare industry investment management, trading of natural health food and investment and finance activities.

Summary of effects arising from initial application of HKFRS 15

The Group recognises revenue mainly from sales of natural health food and services income from medical beauty business.

Information about the Group's performance obligations and the accounting policies resulting from application of HKFRS 15 are disclosed in the note 3 to consolidated financial statement.

The application on HKFRS 15 has no material impact on the Group's retained earnings at 1 January 2018.

2. 應用香港財務報告準則(「香港財務報告準則」)之新訂及修訂版本(續)

(a) 採納本年度強制生效之香港財務報告準則新訂及修訂版本(續)

香港財務報告準則第15號「客戶合約收益」(「香港財務報告準則第15號」)

本集團已於本報告年度首次應用香港財務報告準則第15號。香港財務報告準則第15號取代香港會計準則第18號「收益」、香港會計準則第11號「建築合約」以及相關詮釋。

本集團已追溯應用香港財務報告準則第15號,而首次應用該準則之累積影響已於首次應用日期(二零一八年一月一日)確認。於首次應用日期之任何差額已於期初保留溢利確認,且並無重列比較資料。再者,根據香港財務報告準則第15號之過渡條文,本集團已選擇僅對於二零一八年一月一日尚未完成之合約追溯應用該準則。由於比較資料乃根據香港會計準則第18號「收益」及相關詮釋編製,因此,若干比較資料可能無法比較。

本集團主要從事的健康產業業務包括醫學抗衰老及養生基地、醫療及健康產業投資管理、天然健康食品貿易,以及投資及融資活動。

首次應用香港財務報告準則第15號之影響概述

本集團主要從銷售天然健康食品及醫學美容業務之服務收入確認收益。

有關本集團因應用香港財務報告準則第15號產生之履約責任及會計政策的資料於綜合財務報表附註3披露。

應用香港財務報告準則第15號對本集團於二零一八年一月一日之保留溢利並無重大影響。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

2. 應用香港財務報告準則(「香港財務報告準則」)之新訂及修訂版本(續)

(a) New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

(a) 採納本年度強制生效之香港財務報告準則新訂及修訂版本(續)

HKFRS 15 "Revenue from Contracts with Customers" ("HKFRS 15") (Continued)

香港財務報告準則第15號「客戶合約收益」(「香港財務報告準則第15號」)(續)

Summary of effects arising from initial application of HKFRS 15 (Continued)

首次應用香港財務報告準則第15號之影響概述(續)

The following adjustment was made to the amounts recognised in the consolidated statement of financial position at the date of initial application (1 January 2018). Line items that were not affected by the changes have not been included.

以下調整乃就於首次應用日期(二零一八年一月一日)的綜合財務狀況報表內確認的金額作出。不受變動影響的項目並不包括在內。

		Carrying amount previously reported at 31 December 2017 先前於二零一七年十二月三十一日呈報的賬面值 HK$'000 千港元	Reclassification 重新分類 HK$'000 千港元	Carrying amounts under HKFRS 15 at 1 January 2018 根據香港財務報告準則第15號於二零一八年一月一日的賬面值 HK$'000 千港元
Current Liabilities	**流動負債**			
Accruals, deposits received and other payables	應計款項、已收按金及其他應付款項	68,812	(35,342)	33,470
Contract liabilities	合約負債	–	35,342	35,342

At the date of initial application, included in the accruals, deposits received and other payables amounting to HK$28,742,000 and HK$6,600,000 are related to deposits received from customers on sales of natural health food and deferred income for medical beauty business respectively. These balances were reclassified to contract liabilities upon application of HKFRS 15.

於首次應用日期,應計款項、已收按金及其他應付款項中包括28,742,000港元及6,600,000港元,乃分別關於銷售天然健康食品而應收客戶之按金及醫學美容業務之遞延收入。該等結餘於應用香港財務報告準則第15號後已重新分類為合約負債。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

(a) New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

HKFRS 15 “Revenue from Contracts with Customers” (“HKFRS 15”) (Continued)

Significant financing component

For contracts where the period between the payment by the customer and transfer of the promised property or service exceeds one year, the transaction price should be adjusted for the effects of a financing component, if significant. The Group has assessed that the financing component effect was insignificant.

HKFRS 9 “Financial Instruments” (“HKFRS 9”)

In the current year, the Group has applied HKFRS 9 and the related consequential amendments to other HKFRSs. HKFRS 9 introduces new requirements for (1) the classification and measurement of financial assets and financial liabilities, (2) expected credit losses (“ECL”) for financial assets and (3) general hedge accounting.

The Group has applied HKFRS 9 in accordance with the transition provisions set out in HKFRS 9, i.e. applied the classification and measurement requirements (including impairment under ECL model) retrospectively to instruments that have not been derecognised as at 1 January 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at 1 January 2018. The difference between carrying amounts as at 31 December 2017 and the carrying amounts as at 1 January 2018 are recognised in the opening retained earnings and other components of equity, without restating comparative information.

Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 39 “Financial Instruments: Recognition and Measurement”.

2. 應用香港財務報告準則(「香港財務報告準則」)之新訂及修訂版本(續)

(a) 採納本年度強制生效之香港財務報告準則新訂及修訂版本(續)

香港財務報告準則第15號「客戶合約收益」(「香港財務報告準則第15號」)(續)

重大融資組成部分

對於客戶付款與轉移承諾物業或服務之間的時間超過一年的合約，交易價格應就融資組成部分的影響進行調整(如重大)。本集團已經評估，融資組成部分的影響不大。

香港財務報告準則第9號「金融工具」(「香港財務報告準則第9號」)

於本年度，本集團已應用香港財務報告準則第9號及其他香港財務報告準則相應之有關修訂。香港財務報告準則第9號引入(1)金融資產及金融負債之分類及計量；(2)金融資產的預期信貸虧損(「預期信貸虧損」)；及(3)一般對沖會計處理的新規定。

本集團已按照香港財務報告準則第9號所載的過渡條文應用香港財務報告準則第9號，即對於二零一八年一月一日(首次應用日期)並無終止確認的工具追溯應用分類及計量規定(包括預期信貸虧損模式下的減值)，而並無對已於二零一八年一月一日終止確認的工具應用有關規定。二零一七年十二月三十一日之賬面值與二零一八年一月一日之賬面值之間的差額於期初保留溢利及其他權益部分確認，而不會重列比較資料。

因此，比較資料乃根據香港會計準則第39號「金融工具：確認及計量」而編製，所以若干比較資料可能無法比較。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

2. 應用香港財務報告準則(「香港財務報告準則」)之新訂及修訂版本(續)

(a) New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

(a) 採納本年度強制生效之香港財務報告準則新訂及修訂版本(續)

HKFRS 9 "Financial Instruments" ("HKFRS 9") (Continued)

香港財務報告準則第9號「金融工具」(香港財務報告準則第9號)(續)

Summary of effects arising from initial application of HKFRS 9

首次應用香港財務報告準則第9號所產生的影響概要

(i) Classification and measurement

The table below illustrates the classification and measurement of financial assets and financial liabilities and other items subject to ECL under HKFRS 9 and HKAS 39 at the date of initial application, 1 January 2018.

(i) 分類及計量

下表説明於首次應用日期二零一八年一月一日根據香港財務報告準則第9號及香港會計準則第39號須受預期信貸虧損規限的金融資產及金融負債以及其他項目的分類及計量。

		Available-for-sale financial assets 待售金融資產 HK$'000 千港元	Equity investments at FVTOCI 透過其他全面收益按公平值計算之股權投資 HK$'000 千港元
Closing balance at 31 December 2017 under HKAS 39	根據香港會計準則第39號於二零一七年十二月三十一日之期終結餘	76,395	–
Initial application of HKFRS 9:	首次應用香港財務報告準則第9號:		
Reclassification from available-for-sale financial assets to equity investments at fair value through other comprehensive income ("FVTOCI")	自待售金融資產重新分類至透過其他全面收益按公平值(「透過其他全面收益按公平值」)計算的股權投資	(76,395)	76,395
Opening balance at 1 January 2018, as restated	於二零一八年一月一日之期初結餘(如重列)	–	76,395

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(a) New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

HKFRS 9 "Financial Instruments" ("HKFRS 9") (Continued)

From Available-for-sale financial assets to equity investments at fair value through other comprehensive income ("FVTOCI")

The Group elected to present in other comprehensive income for the fair value changes of all its unquoted equity investments previously unquoted measured at cost less impairment under HKAS 39. They are not held for trading and not expected to be sold in the foreseeable future. At the date of initial application of HKFRS 9, the fair value change of approximately HK$436,000 relating to those unquoted equity investments previously carried at cost less impairment was adjusted to investments in equity instruments designated at FVTOCI and FVTOCI reserve as at 1 January 2018, and HK$342,000 has been recognised against non-controlling interests.

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

2. 應用香港財務報告準則(「香港財務報告準則」)之新訂及修訂版本(續)

(a) 採納本年度強制生效之香港財務報告準則新訂及修訂版本(續)

香港財務報告準則第9號「金融工具」(香港財務報告準則第9號)(續)

自待售金融資產轉為透過其他全面收益按公平值計算(「透過其他全面收益按公平值計算」)之股權投資

本集團選擇於其他全面收益呈列其先前根據香港會計準則第39號按成本扣除減值非報價計量之所有非報價股權投資之公平值變動。此等投資並非持作買賣用途,且預期在可見將來不會出售。於首次應用香港財務報告準則第9號日期,與先前按成本扣除減值計量之該等非報價股權投資有關之公平值變動約436,000港元已調整為於二零一八年一月一日之指定為透過其他全面收益按公平值計算之股本工具之投資及透過其他全面收益按公平值計算之儲備,而342,000港元已於非控股權益中確認。

所有金融負債之計量分類維持不變。所有金融負債於首次應用日期之賬面值並無受到首次應用香港財務報告準則第9號之影響。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

2. 應用香港財務報告準則(「香港財務報告準則」)之新訂及修訂版本(續)

(a) New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

(a) 採納本年度強制生效之香港財務報告準則之新訂及修訂版本(續)

HKFRS 9 "Financial Instruments" ("HKFRS 9") (Continued)

香港財務報告準則第9號「金融工具」(香港財務報告準則第9號)(續)

The following tables summarised the impact, net of tax, of transition HKFRS 9 on the opening balance of reserve 1 January 2018 as follow:

下表概述香港財務報告準則第9號之過渡條文對於二零一八年一月一日期初儲備結餘的除稅後影響:

		FVTOCI reserve 透過其他全面收益按公平值計算之儲備 HK$'000 千港元	Retained earnings 保留溢利 HK$'000 千港元	Non-controlling interests 非控股權益 HK$'000 千港元
Reserves	**儲備**			
As at 31 December 2017	於二零一七年十二月三十一日	–	107,549	212,878
Reclassification to FVTOCI *(note)*	重新分類至透過其他全面收益按公平值計算(*附註*)	(755)	755	–
Remeasurement from cost model to fair value model *(note 2(a)(ii))*	自成本模式轉為公平值模式重新計量(*附註2(a)(ii)*)	(436)	–	(342)
Increase in expected credit loss ("**ECLs**") in	以下各項之預期信貸虧損(「**預期信貸虧損**」)增加			
– Trade receivables	– 應收貿易款項	–	(67)	–
– Deposits and other receivables	– 按金及其他應收款項	–	(3,608)	–
– Short-term loans receivable	– 應收短期貸款賬項	–	(152)	–
– Loan to a shareholder	– 借予股東貸款	–	(84)	–
As at 1 January 2018, as restated	於二零一八年一月一日(如重列)	(1,191)	104,393	212,536

Note:

Upon the initial application of HKFRS 9, an impairment losses on available-for-sale financial assets previously recognised HK$755,000 were transferred from retained earnings to FVTOCI reserve as at 1 January 2018.

附註:

應用香港財務報告準則第9號後,先前確認待售金融資產之減值虧損755,000港元已於二零一八年一月一日從保留溢利轉撥至透過其他全面收益按公平值計算之儲備。

(ii) Impairment under expected credit loss model

The Group applies the HKFRS 9 simplified approach to measure ECL which uses a lifetime ECL for trade receivables. The ECL on these assets are assessed individually for debtors with significant balances and/or collectively using a provision matrix with appropriate groupings.

(ii) 預期信貸虧損模式下之減值

本集團應用香港財務報告準則第9號的簡化方式以計量預期信貸虧損,其就應收貿易款項採用全期預期信貸虧損。該等資產之預期信貸虧損乃就大額應收賬款個別予以評估及/或採用撥備矩陣適當分組集體予以評估。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

2. 應用香港財務報告準則(「香港財務報告準則」)之新訂及修訂版本(續)

(a) New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

(a) 採納本年度強制生效之香港財務報告準則新訂及修訂版本(續)

HKFRS 9 "Financial Instruments" ("HKFRS 9") (Continued)

香港財務報告準則第9號「金融工具」(香港財務報告準則第9號)(續)

(ii) Impairment under expected credit loss model (Continued)

(ii) 預期信貸虧損模式下之減值(續)

ECL for other financial assets at amortised cost, including deposit and other receivables, loan to a shareholder, short-term loans receivable, bank and cash balances, are assessed on 12 months ("12m") ECL basis as there had been no significant increase in credit risk since initial recognition.

按攤銷成本計量的其他金融資產(包括按金及其他應收款項、借予股東貸款、應收短期貸款賬項以及銀行及現金結餘)之預期信貸虧損乃按十二個月(「十二個月」)預期信貸虧損基準評估,原因為信貸風險自初始確認以來並無顯著增加。

All loss allowances, including trade receivables, other receivables, short-term loans receivable and loan to a shareholder as at 31 December 2017 reconciled to the opening loss allowances as at 1 January 2018 are as follows:

於二零一七年十二月三十一日之所有虧損撥備(包括應收貿易款項、其他應收款項、應收短期貸款賬項及借予股東貸款)與於二零一八年一月一日之期初虧損撥備對賬如下:

		Trade receivables 應收貿易款項 HK$'000 千港元	Other receivables 其他應收款項 HK$'000 千港元	Short-term loans receivable 應收短期貸款賬項 HK$'000 千港元	Loan to a shareholder 借予股東貸款 HK$'000 千港元
Closing balance at 31 December 2017 under HKAS 39	根據香港會計準則第39號於二零一七年十二月三十一日之期終結餘	–	–	–	–
Initial application of HKFRS 9:	首次應用香港財務報告準則第9號:				
Amounts re-measured through opening – accumulated loss	於期初重新計量之款項－累計虧損	(67)	(3,608)	(152)	(84)
Opening balance at 1 January 2018, as restated	於二零一八年一月一日之期初結餘(如重列)	(67)	(3,608)	(152)	(84)

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(a) New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

Amendments to HKAS 40 "Transfers of Investment Property"

The amendments clarify that a transfer to, or from, investment property necessitates an assessment of whether a property meets, or has ceased to meet, the definition of investment property, supported by observable evidence that a change in use has occurred. The amendments further clarify that situations other than the ones listed in HKAS 40 may evidence a change in use, and that a change in use is possible for properties under construction. For example, change in use for transfer from properties under development for sale in the ordinary course of business to investment properties could be evidenced by inception of an operating lease to another party.

2. 應用香港財務報告準則(「香港財務報告準則」)之新訂及修訂版本(續)

(a) 採納本年度強制生效之香港財務報告準則新訂及修訂版本(續)

香港會計準則第40號「轉移投資物業」之修訂

該等修訂釐清轉至或轉自投資物業必需評估物業是否符合或不再符合投資物業之定義,該定義須以可觀察證據支持其用途改變。該等修訂進一步釐清香港會計準則第40號所列者以外之情況或可證明用途改變,而該用途改變可能適用於在建中物業。例如,日常業務過程中將供出售發展中物業改變用途為投資物業,可透過與另一方訂立經營租賃證明。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(b) New and revised HKFRSs that have been issued but are not yet effective

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective:

HKAS 1 and HKAS 8 (Amendments)	Definition of Material[3]
HKAS 19 (Amendments)	Plan Amendment, Curtailment or Settlement[1]
HKAS 28 (Amendments)	Long-term Interests in Associates and Joint Ventures[1]
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2015–2017 Cycle[1]
HKFPS 3 (Amendments)	Definition of a Business[2]
HKFRS 9 (Amendments)	Prepayment Features with Negative Compensation[1]
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[5]
HKFRS 16	Leases[1]
HKFRS 17	Insurance Contracts[4]
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatment[1]

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

2 Effective for business combination and assets acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.

3 Effective for annual periods beginning on or after 1 January 2020.

4 Effective for annual periods beginning on or after 1 January 2021.

5 Effective for annual periods beginning on or after a date to be determined.

2. 應用香港財務報告準則(「香港財務報告準則」)之新訂及修訂版本(續)

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用下列已頒佈但尚未生效的新訂及經修訂香港財務報告準則：

香港會計準則第1號及香港會計準則第8號(修訂)	重大之定義[3]
香港會計準則第19號(修訂)	計劃修訂、縮減或結算[1]
香港會計準則第28號(修訂)	於聯營公司及合營企業的長期權益[1]
香港財務報告準則(修訂)	香港財務報告準則二零一五年至二零一七年周期之年度改進[1]
香港財務報告準則第3號(修訂)	業務之定義[2]
香港財務報告準則第9號(修訂)	負面賠償的預先付款特性[1]
香港財務報告準則第10號及香港會計準則第28號(修訂)	投資者與其聯營公司或合營企業之資產出售或注資[5]
香港財務報告準則第16號	租賃[1]
香港財務報告準則第17號	保險合約[4]
香港(國際財務報告詮釋委員會)－詮釋第23號	所得税處理之不確定性[1]

1 於二零一九年一月一日或之後開始之年度期間生效。

2 對收購日期為二零二零年一月一日或之後開始之首年度期間或開始之後之業務合併及資產收購生效。

3 對二零二零年一月一日或之後開始之年度期間生效。

4 於二零二一年一月一日或之後開始之年度期間生效。

5 於待釐定日期或之後開始之年度期間生效。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(b) New and revised HKFRSs that have been issued but are not yet effective (Continued)

HKFRS 16 Leases

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 Leases and the related interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. In addition, HKFRS 16 requires sales and leaseback transactions to be determined based on the requirements of HKFRS 15 as to whether the transfer of the relevant asset should be accounted as a sale. HKFRS 16 also includes requirements relating to subleases and lease modifications.

Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for owned use and those classified as investment properties while other operating lease payments are presented as operating cash flows. Upon application of HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows by the Group.

2. 應用香港財務報告準則(「香港財務報告準則」)之新訂及修訂版本(續)

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號「租賃」

香港財務報告準則第16號就識別租賃安排以及出租人及承租人之會計處理引進一個綜合模式。香港財務報告準則第16號生效後將取代香港會計準則第17號租賃及相關詮釋。

香港財務報告準則第16號根據所識別資產是否由客戶控制來區分租賃及服務合約。此外,香港財務報告準則第16號規定售後租回交易根據香港財務報告準則第15號有關轉讓相關資產是否應作為銷售入賬的規定而釐定。香港財務報告準則第16號亦包括有關分租及租賃修改的規定。

除短期租賃及低值資產租賃外,經營租賃及融資租賃的差異自承租人會計處理中移除,並由承租人須就所有租賃確認使用權資產及相應負債的模式替代。

使用權資產初步按成本計量,並隨後以成本(惟若干例外情況除外)減累計折舊及減值虧損計量,並就租賃負債之任何重新計量作出調整。租賃負債初步按租賃付款(非當日支付)之現值計量。隨後,租賃負債就(其中包括)利息及租賃付款以及租賃修訂的影響作出調整。就現金流量之分類,本集團現時將前期預付租賃款項呈列為自用租賃土地之投資現金流量及分類為投資物業之現金流量,而其他經營租賃付款則呈列為經營現金流量。於應用香港財務報告準則第16號時,有關租賃負債的租賃付款將分配至本金及利息部分,列作本集團融資現金流量。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(b) New and revised HKFRSs that have been issued but are not yet effective (Continued)

HKFRS 16 Leases (Continued)

Furthermore, extensive disclosures are required by HKFRS 16.

As at 31 December 2018, the Group has non-cancellable operating lease commitments of HK$19,467,000 as disclosed in note 39(a). A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon application of HKFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

The application of new requirements may result in changes in measurement, presentation and disclosure as indicated above. The Group intends to elect the modified retrospective approach for the application of HKFRS 16 as leases and will recognise the cumulative effect of initial application to opening retained earnings without restating comparative information. Therefore, the Group will not reassess whether the contracts are, or contain a lease which already existed prior to the date of initial application.

2. 應用香港財務報告準則(「香港財務報告準則」)之新訂及修訂版本(續)

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號「租賃」(續)

此外,香港財務報告準則第16號亦要求較廣泛的披露。

於二零一八年十二月三十一日,本集團擁有不可撤銷經營租賃承擔19,467,000港元(如附註39(a)所披露)。初步評估顯示,該等安排將符合租賃定義。於應用香港財務報告準則第16號時,本集團將就所有該等租賃確認使用權資產及相應負債,除非有關租賃符合低值或短期租賃之資格。

應用新的規定或會導致如上所述的計量、呈列及披露變化。本集團擬就應用香港財務報告準則第16號租賃選擇經修訂追溯法,並將初步應用之累積影響在期初保留溢利確認,而不會重列比較資料。因此,本集團將不會重新評估合約是否於初步應用日期前已存在或當中包含於初步應用日期已存在之租約。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Listing Rules and by the Hong Kong Companies Ordinance ("CO").

3. 主要會計政策概要

(a) 合規聲明

綜合財務報表已根據香港會計公會頒佈之香港財務報告準則編製。此外,綜合財務報表包含上市規則及香港公司條例(「公司條例」)規定的適當披露。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instrument which are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

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

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

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

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

3. 主要會計政策概要(續)

(b) 編製基準

綜合財務報表乃按歷史成本法編製,惟於各報告期末按公平值計算之若干金融工具除外(在下文所載的會計政策闡釋)。

歷史成本一般按就換取貨物及服務所給予代價之公平值計算。

公平值為於計量日市場參與者之間於有序交易中出售資產將收取或轉讓負債支付之價格,不論該價格是否可直接觀察或使用其他估值方法估計。於估計資產或負債之公平值時,本集團考慮該資產或負債的特點,猶如市場參與者於計量日就資產或負債定價時考慮該等特點。於該等綜合財務報表計量及╱或披露之公平值是按此基準釐定,惟屬於香港財務報告準則第2號範圍內之以股權基礎支出交易、屬於香港會計準則第17號範圍內之租賃交易及與公平值相似但並非公平值之計量除外,例如香港會計準則第2號存貨內之可變現淨值或香港會計準則第36號資產減值內之使用值。

此外,根據公平值計量之輸入變數的可觀察程度及其對整體公平值計量之重要性分為第一、第二或第三級,以作財務報告之用,敘述如下:

- 第一級的輸入值指實體能於計量日在活躍市場上得到相同的資產或負債的報價(未予調整);
- 第二級的輸入值指輸入除包含在第一級的報價以外,可直接或間接觀察得到的資產或負債的輸入變數;及
- 第三級的輸入值指資產或負債不可觀察得到的輸入數據。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Basis of consolidation

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

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

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

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

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

3. 主要會計政策概要(續)

(c) 綜合賬目基準

綜合財務報表包括本公司及本集團所控制實體(包括結構性實體)之財務報表。於本公司符合以下各項時取得控制權:

- 可控制該投資對象之權力;
- 因參與投資對象從而承擔或享有不同回報的風險或權利;及
- 有能力運用其控制權以影響回報。

倘有事實或情況顯示上述三項控制因素中,有一項或以上出現變數,本集團會重新評估其是否控制投資對象。

當本集團於被投資對象擁有少於多數投票權時,而投票權足以讓其具有實際能力單方面指令該投資對象之有關活動,則其對投資對象具有權力。本集團考慮所有相關事實和情況,並評估本集團對被投資單位的表決權是否足以發揮權力,包括:

- 本集團持有投票權的規模相對於其他選票持有人持有投票權的規模及分散性;
- 本集團、其他選票持有人或其他各方持有的潛在投票權;
- 其他合同安排產生的權利;及
- 於將需作出決定時,表明本集團當前是否能夠掌控相關業務的任何額外事實及情況(包括於過往股東大會上的投票方式)。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Basis of consolidation (Continued)

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

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

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

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

(d) Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

3. 主要會計政策概要(續)

(c) 綜合賬目基準(續)

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

損益及其他全面收益各組成部分歸屬於本公司擁有人及非控股權益。附屬公司的全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘。

如有需要，將對附屬公司之財務報表作出調整，以使其會計政策與本集團之會計政策一致。

與本集團成員公司之間交易有關之所有集團內資產及負債、權益、收益、開支及現金流量已於綜合賬目時悉數對銷。

(d) 業務合併

收購業務按收購法入賬。於業務合併中轉讓之代價以公平值計量，公平值則按本集團所轉讓資產、由本集團向被收購人前擁有人所產生之負債以及本集團為換取被收購人之控制權而發行股本權益之收購日公平值總和計算。與收購有關之成本一般會於產生時在損益確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Business combinations (Continued)

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 and HKAS 19 respectively;
- liabilities or equity instruments related to share-based payment arrangement of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquire are measured in accordance with HKFRS 2 at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

3. 主要會計政策概要(續)

(d) 業務合併(續)

於收購日,已收購之可辨別資產及須承擔之負債按其公平值予以確認,惟:

- 遞延稅項資產或負債以及有關僱員福利安排之負債或資產已分別根據香港會計準則第12號及香港會計準則第19號確認及計量;
- 涉及被收購人以股權基礎支出安排或為取代被收購人之以股權基礎支出安排而訂立之本集團股權基礎支出安排之負債或股本工具按香港財務報告準則第2號於收購日予以計量;及
- 按香港財務報告準則第5號分類為待售資產的資產(或出售組別)按該準則予以計量。

商譽按轉讓代價、被收購人之任何非控股權益金額及收購人先前於被收購人持有之股本權益公平值(如有)之總和超出所收購可辨別資產扣除所承擔負債後於收購日期之金額之差額計量。倘經重新評估後,所收購可辨別資產扣除所承擔負債後於收購日期之金額超出轉讓代價、被收購人之任何非控股權益金額及收購人先前於被收購人持有之股本權益公平值(如有)之總額,則該差額即時在損益內確認為議價收購收益。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 主要會計政策概要(續)

(d) Business combinations (Continued)

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction by transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in another HKFRS.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments made against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with the corresponding gain or loss being recognised in profit or loss.

(d) 業務合併(續)

屬現時所有權權益且於清盤時讓持有人有權按比例分佔實體資產淨值的非控股權益,可初步按公平值或非控股權益應佔被收購方可辨別資產淨值的已確認金額比例計量。計量基準視乎每項交易而作出選擇。其他類別的非控股權益乃按其公平值或(如適用)另一項香港財務報告準則規定的基準計量。

倘本集團在業務合併中轉讓之代價包括或然代價安排所產生之資產或負債,則或然代價按其收購日公平值計量,並視為業務合併中轉讓之部分代價。符合計量期間調整條件之或然代價公平值變動將會追溯調整,並相應調整商譽。計量期間調整指在「計量期間」(不能超過收購日起計一年)所獲取涉及於收購日已存在事實和情況之額外資料而引致的調整。

或然代價公平值變動倘不符合計量期間調整之條件,則其後續入賬須視乎或然代價如何分類而定。分類為股本權益之或然代價於後續報告日期不會重新計量,而其後續結算則會在股本權益中入賬。分類為資產或負債之或然代價在後續報告日期重新計量,相關收益或虧損會在損益中確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Business combinations (Continued)

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

(e) Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

3. 主要會計政策概要(續)

(d) 業務合併(續)

倘業務合併分階段完成，本集團將於收購日期(即本集團獲得控制權之日)將先前所持於被收購人之權益重新計量至公平值，而所產生之收益或虧損(如有)於損益內確認。於收購日期前因於被收購人之權益而產生且先前已於其他全面收益中確認之金額重新分類至損益，前提為該處理方法在該權益已出售之情況下屬恰當。

倘業務合併之初步會計處理於合併發生之報告期末尚未完成，則本集團會報告尚未完成會計處理項目之臨時金額。該等臨時金額會於計量期間予以調整，並確認額外資產或負債，以反映於收購日已存在而倘知悉將會影響該日已確認款額之事實與情況所取得之新資訊。

(e) 獨立財務報表

於附屬公司之投資乃按成本扣除減值列賬。成本包括投資直接應佔成本。附屬公司之業績乃由本公司按已收及應收股息列賬。

於收取該等投資股息時，倘股息超出附屬公司於宣派股息期間的全面收益總額，或倘獨立財務報表內的投資賬面值超出投資對象的資產淨值(包括商譽)在綜合財務報表的賬面值，則須對於附屬公司之投資進行減值測試。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of CGU) that is expected to benefit from the synergies of the combination.

A CGU to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the CGU to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in the profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

(g) Interests in associates/joint ventures

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

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

3. 主要會計政策概要(續)

(f) 商譽

收購業務所產生之商譽按於收購業務當日確立之成本扣除累計減值虧損(如有)列賬。

就減值測試而言，商譽會分配至本集團各預期可受惠於合併之協同效益之現金產生單位(或多組現金產生單位)。

商譽所屬之現金產生單位會每年(或於有跡象顯示該單位可能出現減值時更頻密地)進行減值測試。就於報告期間內進行收購產生之商譽，商譽獲分配之現金產生單位須於該報告期間結束前進行減值測試。倘現金產生單位之可收回金額低於其賬面值，則減值虧損會先分配以調減該單位任何商譽之賬面值，其後則按該單位內各項資產之賬面值之比例分配至該單位之其他資產。任何商譽之減值虧損會直接於損益確認。商譽之已確認減值虧損不會於往後期間撥回。

出售相關現金產生單位時，就出售釐定損益會計入商譽所佔金額。

(g) 於聯營公司╱合營企業之權益

聯營公司為本集團對其有重大影響力的實體。重大影響力指參與投資對象財務及經營政策決策的權力，但並非對該等政策有控制權或共同控制權。

合營企業為對共同安排擁有共同控制權之各方對共同安排之資產淨值擁有權利之共同安排。共同控制為對一項安排控制權的合約協定分佔，而此僅於相關活動需要分佔控制權各方一致同意時方會存在。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Interests in associates/joint ventures (Continued)

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

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

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

3. 主要會計政策概要(續)

(g) 於聯營公司/合營企業之權益(續)

聯營公司或合營企業之業績及資產與負債利用會計權益法計入綜合財務報表,惟倘投資或其部分分類為持作出售,在該情況下根據香港財務報告準則第5號入賬。根據權益法,於聯營公司或合營企業之權益初始按成本在綜合財務狀況報表確認,及隨後作出調整以確認本集團攤佔聯營公司或合營企業損益及其他全面收益。倘本集團攤佔聯營公司或合營企業之虧損高出其所佔該聯營公司或合營企業權益(包括任何實質上構成本集團於該聯營公司或合營企業之淨投資一部分之任何長期權益),則本集團會終止確認其攤佔之其他虧損。額外攤佔之虧損僅在本集團已產生法定或推定責任或代表該聯營公司或合營企業付款的情況下方會確認。

於聯營公司或合營企業之投資乃自投資對象成為聯營公司或合營企業當日起按權益法入賬。收購於聯營公司或合營企業之投資時,投資成本超出本集團應佔該投資對象之可識別資產及負債之公平值淨額之任何金額會確認為商譽,並計入該投資之賬面值。本集團應佔可識別資產及負債之公平值淨額超出投資成本之任何金額(於重新評估後)即時在收購該投資之期間內於損益表確認。

應用香港會計準則的規定釐定是否有必要就本集團所持聯營公司或合營企業權益確認任何減值虧損。倘必要,投資(包括商譽)的整個賬面值會根據香港會計準則第36號作為單一資產透過將其可收回數額(使用價值與公平值減出售成本之較高者)與賬面值比較進行減值測試,任何已確認減值虧損屬於投資賬面值的一部分。該減值虧損的任何撥回根據香港會計準則第36號確認,惟以投資其後所增加之可收回數額為限。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Interests in associates/joint ventures (Continued)

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

(h) Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating unites, or otherwise they are allocated to the smallest group of CGU for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

3. 主要會計政策概要(續)

(g) 於聯營公司╱合營企業之權益(續)

當集團實體與本集團聯營公司或合營企業交易時，則僅於交易所產生損益與本集團於聯營公司或合營企業之權益無關時，方於本集團之綜合財務報表確認。

(h) 商譽以外之有形及無形資產減值

於各報告期末，本集團審閱其有形及無形資產賬面值，以釐定有否任何跡象顯示該等資產已出現減值虧損。如果存在任何此類跡象，則會對資產之可收回金額作出估計，以確定減值虧損之程度(如有)。倘無法估計個別資產之可收回金額，本集團會估計該資產所屬之現金產生單位之可收回金額。倘能識別合理一致之分配基礎，公司資產亦應分配至個別現金產生單位，否則應按能識別合理一致之分配基礎將公司資產分配至最小之現金產生單位組合。

可使用年期無限之無形資產及尚未能使用之無形資產均於最少每年進行減值檢測，而不論有否任何跡象顯示資產可能出現減值。

可收回金額是指公平值減去銷售費用後之餘額與使用價值兩者中之較高者。在評估使用價值時，估計未來現金流量會採用稅前貼現率貼現為其現值，該稅前貼現率反映貨幣時間價值之當前市場評價及該資產特有之風險(未針對該風險調整估計未來現金流量)。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Impairment of tangible and intangible assets other than goodwill (Continued)

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or the CGU) is reduced to its recoverable amount. An impairment loss is recognised immediately in the profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or CGU) in prior years. A reversal of an impairment loss is recognised immediately in the profit or loss.

(i) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories is calculated using the weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

(j) Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 since 1 January 2018. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

3. 主要會計政策概要(續)

(h) 商譽以外之有形及無形資產減值(續)

倘估計資產(或現金產生單位)之可收回金額低於其賬面值，則將該資產(或現金產生單位)之賬面值減至其可收回金額。減值虧損則即時在損益內確認。

如減值虧損於其後撥回，資產(或現金產生單位)之賬面值會提高至其經修訂之估計可收回金額，惟所提高之賬面值不得高於在過往年度未有就資產(或現金產生單位)確認減值虧損之情況下應已釐定之賬面值。減值虧損之撥回會即時在損益內確認。

(i) 存貨

存貨按成本與可變現淨值兩者之間較低者列賬。存貨成本採用加權平均法計算。可變現淨值指存貨估計售價減所有估計完成成本及銷售所需成本。

(j) 金融工具

金融資產及金融負債於集團實體成為該工具合約條文的訂約方時在綜合財務狀況報表確認。

金融資產及金融負債按公平值初始計量，惟因客戶合約產生的貿易應收款項除外，其自二零一八年一月一日起根據香港財務報告準則第15號初始計量。收購或發行金融資產及金融負債(透過損益按公平值計算的金融資產或金融負債除外)直接應佔的交易成本於初步確認時加入或從金融資產或金融負債的公平值扣除(倘適用)。收購透過損益按公平值計算的金融資產或金融負債直接應佔的交易成本即時在損益中確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 主要會計政策概要(續)

(j) Financial instruments (Continued)

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss. The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Financial assets

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2)

Trade receivables arising from contracts with customers are initially measured in accordance with HKFRS 15.

Other than trade receivables, all financial assets are recognised and derecognised on a trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the timeframe established by the market concerned, and are initially measured at fair value, plus transaction costs except for those financial assets classified as financial asset at FVTPL. Transaction costs directly attributable to the acquisition of financial assets classified as at FVTPL are recognised immediately in profit or loss.

All recognised financial assets that are within the scope of HKFRS 9 are required to be subsequently measured at amortised cost or fair value on the basis of the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

(j) 金融工具(續)

倘估計一項資產(或現金產生單位)的可收回金額。實際利率法為計算金融資產或金融負債的攤銷成本與分配相關期間的利息收入及利息開支之方法。實際利率乃於初步確認時按金融資產或金融負債的預期可使用年期或適用的較短期間內確切貼現估計未來現金收入及款項(包括構成實際利率不可或缺部分的所有已付或已收費用及點數、交易成本及其他溢價或貼現)至賬面淨值的利率。

金融資產

金額資產的分類及其後計量(於根據附註2的過渡條文應用香港財務報告準則第9號後)

因客戶合約產生的貿易應收款項根據香港財務報告準則第15號初始確量。

除貿易應收款項外,倘根據合約(其條款規定須於相關市場規定的時限內交付金融資產)購入或出售一項資產,所有金額資產按交易日基準確認及終止確認,並按公平值加交易成本初始計量,惟分類為透過損益按公平值計算的金融資產除外。收購分類為透過損益按公平值計算的金融資產直接應佔的交易成本即時在損益中確認。

所有於香港財務報告準則第9號範圍內已確認的金融資產其後須按本集團管理金融資產的業務模式及金融資產的合約現金流量特性以攤銷成本或公平值計量。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2) (Continued)

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Except for financial assets at FVTPL, all other financial assets including trade receivables, deposits and other receivables, restricted bank deposits and bank balances and cash are subsequently measured at amortised costs.

3. 主要會計政策概要(續)

(j) 金融工具(續)

金融資產(續)

金額資產的分類及其後計量(於根據附註2的過渡條文應用香港財務報告準則第9號後)(續)

符合以下條件的金融資產其後按攤銷成本計量:

- 以收取合約現金流量為目的而持有金融資產之經營模式下持有之金融資產;及
- 合約條款規定於指定日期產生之現金流量純粹為支付本金及未償還本金之利息之金融資產。

所有其他金融資產其後按公平值計量。

倘符合下列條件,則金融資產乃分類為持作買賣:

- 其乃主要獲收購以於短期內出售;或
- 於初步確認時,其為本集團共同管理之可識別金融工具組合的一部分,並具有短期套利的近期實際模式;或
- 其並非指定及實際用作對沖工具的衍生工具。

除透過損益按公平值計算的金融資產外,所有其他金融資產(包括貿易應收款項、按金及其他應收款項、受限制銀行存款以及銀行結餘及現金)其後按攤銷成本計量。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2) (Continued)

Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the assets is no longer credit-impaired.

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or fair value through other comprehensive income ("FVTOCI") are measured at FVTPL with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item.

Financial assets at FVTOCI

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVTOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method.

Foreign exchange gains and losses are presented in other gains/(losses) and impairment loss are presented as separate line item in the consolidated statement of profit or loss.

3. 主要會計政策概要(續)

(j) 金融工具(續)

金融資產(續)

金額資產的分類及其後計量(於根據附註2的過渡條文應用香港財務報告準則第9號後)(續)

攤銷成本及利息收入

利息收入乃就其後按攤銷成本計量的金融資產及債務工具,使用實際利息法予以確認。就金融工具而言(除購買或原先出現信貸減值的金融資產外),利息收入乃對一項金融資產賬面總值應用實際利率予以計算,惟其後出現信貸減值的金融資產除外。就其後出現信貸減值的金融資產而言,自下一報告期起,利息收入乃對金融資產攤銷成本應用實際利率予以確認。倘信貸減值金融工具的信貸風險好轉,使金融資產不再出現信貸減值,於釐定資產不再出現信貸減值後,自報告期開始起利息收入乃對金融資產賬面總值應用實際利率予以確認。

透過損益按公平值計算的金融資產

不符合按攤銷成本或透過其他全面收益按公平值(「透過其他全面收益按公平值」)計量準則的金融資產透過損益按公平值計算,任何公平值收益或虧損於損益中確認。於損益中確認的收益或虧損淨額包括於金融資產賺取的任何股息或利息,並計入「其他收益及虧損」項目。

透過其他全面收益按公平值計算的金融資產

對於持有目的為收回合同現金流量及出售的金融資產,倘資產現金流量僅為本金及利息的支付,則透過其他全面收益按公平值計算。賬面值的變動乃計入其他全面收益,惟減值損益、利息收入與匯兑收益及虧損於損益中確認除外。金融資產終止確認時,先前於其他全面收益中確認的累計收益或虧損由權益重新分類至損益,並於其他收益/(虧損)確認。來自該等金融資產的利息收入按實際利率法計入融資收入。

外匯收益及虧損於其他收益/(虧損)呈列,而減值虧損於綜合損益表呈列為個別項目。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2) (Continued)

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established. Impairment losses (and reversal of impairment losses) on equity investments measured at FVTOCI are not reported separately from other changes in fair value.

Impairment of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2)

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12m ECL represents the portion of lifetime ECL that is expected to result from default events that are possible within twelve months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the end of reporting period as well as the forecast of future conditions.

The Group recognises lifetime ECL for trade receivables arising from revenue from contracts with customers. The ECL on trade receivables from customers are assessed collectively using a provision matrix with appropriate groupings.

3. 主要會計政策概要(續)

(j) 金融工具(續)

金融資產(續)

金額資產的分類及其後計量(於根據附註2的過渡條文應用香港財務報告準則第9號後)(續)

股本工具

本集團所有股本工具其後按公平值計量。如果本集團管理層選擇將股本工具的公平值損益計入其他全面收益，則終止確認投資之後不可再將公平值損益重新分類至損益。當本集團收取付款之權利確立時，該類投資的股息將繼續在損益中作為其他收入予以確認。透過其他全面收益按公平值計算的權益投資的減值虧損(及減值虧損撥回)並無與其他公平值變動分開列示。

金融資產減值(於根據附註2的過渡條文應用香港財務報告準則第9號後)

本集團確認根據香港財務報告準則第9號須受減值規限的金融資產預期信貸虧損的虧損撥備。預期信貸虧損的金額於各報告日期更新，以反映自初始確認起信貸風險的變動。

全期預期信貸虧損指於有關工具估計年期內可能發生之所有可能違約事件而產生之預期信貸虧損。相反，十二個月預期信貸虧損指預期於報告日期後十二個月內發生之違約事件而產生之預期信貸虧損的部分。評估乃根據本集團的過往信貸虧損經驗進行，並根據債務人特有的因素、一般經濟狀況及於報告日期末當前狀況的評估以及對未來狀況的預測作出調整。

本集團確認客戶合約收益產生的貿易應收款項全期預期信貸虧損。來自客戶貿易應收款項的預期信貸虧損按適當組別的撥備矩陣集體評估。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2) (Continued)

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the end of the reporting period with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, 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.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

3. 主要會計政策概要(續)

(j) 金融工具(續)

金融資產(續)

金融資產減值(於根據附註2的過渡條文應用香港財務報告準則第9號後)(續)

就所有其他工具而言，本集團計量相等於十二個月預期信貸虧損的虧損撥備，除非自初始確認後信貸風險顯著增加，則本集團確認全期預期信信虧損。是否應確認全期預期信貸虧損的評估乃基於自初始確認以來發生違約之可能性或風險有否顯著增加。

(i) 信貸風險顯著增加

於評估自初始確認後信貸風險是否顯著增加時，本集團將於報告期末金融工具發生之違約風險與初始確認日起金融工具發生之違約風險進行比較。在進行該評估時，本集團會考慮合理且可支持的定量和定性資料，包括無需付出不必要的成本或努力而可得之過往經驗及前瞻性資料。

尤其是，在評估信貸風險是否顯著增加時，會考慮以下資料：

- 金融工具的外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 外部市場信貸風險指標的顯著惡化，如信貸利差大幅增加，債務人的信貸違約掉期價格；
- 預計會導致債務人償還債務責任能力大幅下降的業務、財務或經濟狀況的現有或預測的不利變化；

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2) (Continued)

(i) Significant increase in credit risk (Continued)

- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the aforegoing, the Group assumes that the credit risk on the restricted bank deposits and most of the bank balances has not increased significantly since initial recognition as the restricted bank deposits and most of the bank balances are determined to have low credit risk at the reporting date. The restricted bank deposits and most of the bank deposits are considered to have low credit risk as they are deposited with the financial institutions which have an internal or external credit rating of "investment grade" as per globally understood definition.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

3. 主要會計政策概要(續)

(j) 金融工具(續)

金融資產(續)

金融資產減值(於根據附註2的過渡條文應用香港財務報告準則第9號後)(續)

(i) 信貸風險顯著增加(續)

- 債務人經營業績的實際或預期顯著惡化;
- 導致債務人償還債務責任能力大幅下降的監管、經濟或技術環境狀況的實際或預期的重大不利變化。

不論上述評估結果,本集團認為,當合約付款逾期超過三十天,則自初始確認以來信貸風險已顯著增加,除非本集團有合理且可支持之資料證明其他情況則作別論。

儘管上文所述,倘受限制銀行存款及大部分銀行結餘於報告日期被釐定為低信貸風險,則本集團假設受限制銀行存款及大部分銀行結餘之信貸風險自初始確認以來並無顯著增加。倘受限制銀行存款及大部分銀行結餘存放於內部或外部信貸評級為國際通用之「投資評級」金融機構,則認為其具有低信貸風險。

本集團定期監控用以識別信貸風險有否顯著增加的標準之效益,且修訂標準(如適用),以確保標準能在金額逾期前識別信貸風險顯著增加。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2) (Continued)

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, The Group considers that default has occurred when a financial assets is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

(a) significant financial difficulty of the issuer or the borrower;

(b) a breach of contract, such as a default or past due event;

(c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or

(e) the disappearance of an active market for that financial asset because of financial difficulties.

3. 主要會計政策概要(續)

(j) 金融工具(續)

金融資產(續)

金融資產減值(於根據附註2的過渡條文應用香港財務報告準則第9號後)(續)

(ii) 違約定義

就內部信貸風險管理而言，本集團認為，違約事件在內部制訂或得自外界來源的資料顯示債務人不大可能向債權人(包括本集團)悉數償還(未計及本集團所持任何抵押品)時發生。

不論上文為何，本集團認為，金融資產逾期超過90日，則已發生違約，惟本集團有合理及具支持資料顯示更加滯後的違約標準更為恰當則除外。

(iii) 信貸虧損金融工具

金融資產在一項或以上違約事件(對該金融資產估計未來現金流量構成不利影響)發生時即屬信貸減值。金融資產為信貸減值的證據包括有關下列事件的可觀察數據：

(a) 發行人或借款人出現重大財務困難；

(b) 違反合約(如違約或逾期事件)；

(c) 借款人的貸款人因有關借款人財困的經濟或合約理由而向借款人批出貸款人不會另行考慮的優惠；

(d) 借款人將可能陷入破產或其他財務重組；或

(e) 因財務困難而導致金融資產不再活躍於市場。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2) (Continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, or in the case of trade receivables, when the student drops out from the tuition programme, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward looking information. Estimation of ECL reflects an unbiased and probability weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

3. 主要會計政策概要(續)

(j) 金融工具(續)

金融資產(續)

金融資產減值(於根據附註2的過渡條文應用香港財務報告準則第9號後)(續)

(iv) 撇銷政策

資料顯示對手方處於嚴重財困及實際復甦無期或(如有貿易應收款項)學生退學時(以較早發生者為準),本集團則撇銷金融資產。經考慮法律意見後(倘適用),遭撇銷的金融資產可能仍須按本集團收回程序進行強制執行活動。撇銷構成終止確認事項。任何其後收回在損益中確認。

(v) 預期信貸虧損之計量及確認

預期信貸虧損之計量為違約概率、違約虧損(即違約時虧損大小)及違約時風險敞口之函數。違約概率及違約虧損之評估乃基於歷史數據按前瞻性資料作出調整。預期信貸虧損的估計乃無偏概率加權平均金額,以各自發生違約的風險為權重確定。

一般而言,預期信貸虧損為根據合約應付本集團之所有合約現金流量與本集團預期收取之所有現金流量之間的差額(按初始確認時釐定之實際利率貼現)。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2) (Continued)

(v) Measurement and recognition of ECL (continued)

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the below basis:

- Nature of financial instruments (i.e. the Group's trade receivables are assessed as a separate group. Other financial assets including deposits and other receivables, restricted bank deposits and bank balances are assessed for expected credit losses on an individual basis);
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income 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 amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account.

3. 主要會計政策概要(續)

(j) 金融工具(續)

金融資產(續)

金融資產減值(於根據附註2的過渡條文應用香港財務報告準則第9號後)(續)

(v) 預期信貸虧損之計量及確認(續)

倘預期信貸虧損按集體基準計量或迎合個別工具水平證據未必存在的情況,則金融工具按以下基準歸類:

- 金融工具性質(即本集團貿易應收款項評為獨立組別。其他金融資產包括按金及其他應收款項、受限制銀行存款以及銀行結餘就預期信貸虧損個別評估);
- 逾期狀況;
- 債務人的性質、規模及行業;及
- 外部信貸評級(倘有)。

歸類工作經管理層定期檢討,以確保各組別成分繼續分擔類似信貸風險特性。

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,則利息收入按金融資產的攤銷成本計算。

本集團透過調整賬面值於損益確認所有金融工具的減值收益或虧損,惟貿易應收款項除外,其相關調整乃透過虧損撥備賬予以確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 January 2018)

The Group's financial assets are classified into one of the two categories, including loans and receivables and available-for-sale financial assets. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. The accounting policies adopted in respect of such category of financial assets are set out below:

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at fair value through profit or loss.

Loans and receivables

Loans and receivables (including deposits and other receivables, trade receivables, amount due from a shareholder, loan to a shareholder, short-term loans receivables and bank and cash balances) are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment.

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

3. 主要會計政策概要(續)

(j) 金融工具(續)

金融資產(續)

金融資產分類及其後計量(於二零一八年一月一日應用香港財務報告準則第9號前)

本集團的金融資產分類為下列兩類別的其中一類,包括貸款及應收款項以及待售金融資產。有關分類取決於金融資產的性質及目的而定,並於初步確認時釐定。所有以常規方式購入或出售金融資產乃按交易日期基準確認及終止確認。以常規方式購入或出售指須於市場規定或慣例所訂時限內交付資產的金融資產購入或出售。有關金融資產分類所採用的會計政策載列如下:

實際利率法

實際利率法為於有關期間計算債務工具及分配利息收入的攤銷成本之方法。實際利率乃於初步確認時按債務工具的預期可使用年期或適用的較短期間內確切貼現估計未來現金收入(包括構成實際利率不可或缺部分的所有已付或已收費用及點數、交易成本及其他溢價或貼現)至賬面淨值的利率。

收入按債務工具的實際利息基準確認,除列作透過損益按公平值計算的金融資產外。

貸款及應收款項

貸款及應收款項(包括按金及其他應收款項、貿易應收款項、應收股東款項、借予股東貸款、應收短期貸款賬項以及銀行及現金結餘)為未於活躍市場報價而附帶固定或可議定付款的非衍生金融資產。貸款及應收款項按實際利率法以攤銷成本扣除任何減值計量。

利息收入應用實際利率確認,除利息確認並不重大的應收短期貸款賬項外。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 January 2018) (Continued)

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated as available-for-sale or are not classified as any of the other categories under HKAS 39.

Debt securities held by the Group that are classified as available-for-sale financial assets and are traded in an active market are measured at fair value at the end of each reporting period. Changes in the carrying amount of available-for-sale monetary financial assets relating to interest income calculated using the effective interest method are recognised in profit or loss.

Other changes in the carrying amount of available-for-sale financial assets are recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss.

Available-for-sale financial assets equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity investments are measured at cost less any identified impairment losses at the end of each reporting period.

Impairment of financial assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For available-for-sale financial assets equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

3. 主要會計政策概要(續)

(j) 金融工具(續)

金融資產(續)

金融資產分類及其後計量(於二零一八年一月一日應用香港財務報告準則第9號前)(續)

待售金融資產

待售金融資產為被指定為待售或根據香港會計準則第39號未被分類為任何其他類別的非衍生工具。

本集團所持有被分類為待售金融資產及於活躍市場上買賣之債務證券按各報告期末之公平值計量。與利息收入相關及使用實際利率法計算的待售貨幣金融資產之賬面值變動於損益中確認。

待售金融資產之其他賬面值變動於其他全面收益確認及在投資重估儲備項下累計。倘投資被出售或被釐定為已減值,則過往於投資重估儲備累計的累積收益或虧損會重新分類至損益。

於活躍市場並無市場報價及其公平值無法可靠計量之待售金融資產股本投資及與該無報價股本投資掛鈎及須通過交付該無報價股本投資進行結算的衍生工具於各報告期末以成本減任何已識別減值虧損計量。

金融資產減值

金融資產(透過損益按公平值計算的金融資產除外)會於各報告期末評估其是否有任何減值跡象。倘若有任何客觀證據證明,由於一個或多個於初始確認金融資產後發生的事項,導致金融資產的估計未來現金流量受到影響,則金融資產被視為已減值。

就待售金融資產股本投資而言,證券公平值顯著下跌或長期低於成本,均被視為減值的客觀證據。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 January 2018) (Continued)

Impairment of financial assets (Continued)

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

3. 主要會計政策概要(續)

(j) 金融工具(續)

金融資產(續)

金融資產分類及其後計量(於二零一八年一月一日應用香港財務報告準則第9號前)(續)

金融資產減值(續)

就所有其他金融資產而言，減值的客觀證據包括：

- 發行人或交易對手方出現重大財務困難；或
- 違約事件，如欠繳或拖欠利息或本金付款；或
- 借款人將可能陷入破產或財務重組；或
- 因財務困難而導致金融資產不再活躍於市場。

貿易應收款項、資產等被評估為非個別減值的若干金融資產類別，另行按整體基準進行減值評估。應收款項組合的客觀減值證據可包括本集團的過往收款經驗、組合內超逾平均信貸期延遲付款之數目增加以及全國或地方經濟狀況出現與拖欠應收款項有關之明顯變動。

就按成本列賬的金融資產而言，減值虧損金額按資產的賬面值與按金融資產原實際利率貼現的估計未來現金流量現值之差額確認。

就按成本列賬之金融資產而言，減值虧損金額按資產的賬面值與根據現時市場就類似金融資產可得回報率計算的估計未來現金流量貼現的現值的差額計量。有關減值虧損不會於往後期間撥回。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 January 2018) (Continued)

Impairment of financial assets (Continued)

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in the profit or loss. When a trade receivable is considered uncollectable, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against to profit or loss.

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

In respect of available-for-sale equity investments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. In respect of available-for-sale debt investments, impairment losses are subsequently reversed through profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

3. 主要會計政策概要(續)

(j) 金融工具(續)

金融資產(續)

金融資產分類及其後計量(於二零一八年一月一日應用香港財務報告準則第9號前)(續)

金融資產減值(續)

所有金融資產的減值虧損會直接於金融資產的賬面值中作出扣減,惟貿易應收款項則除外,其賬面值會透過撥備賬作出扣減。撥備賬內的賬面值變動會於損益確認。當貿易應收款項被視為無法收回,則於撥備賬撇銷。先前已撇銷的款項如其後收回,則於損益入賬。

倘待售金融資產被視為已減值,先前已於其他全面收益確認的累計收益或虧損會重新分類至期內損益。

就按攤銷成本計量之金融資產而言,倘於其後期間減值虧損金額減少,而該減少可客觀地與確認減值後發生之事件有關,則先前確認之減值虧損透過損益撥回,惟該資產於撥回減值當日之賬面值不得超過未確認減值時之攤銷成本。

就待售股本投資而言,先前於損益內確認的減值虧損不會透過損益撥回。確認減值虧損後倘公平值有任何增加,均會在其他全面收益內確認及累計入投資重估儲備內。就待售債務投資而言,倘投資的公平值增加可客觀地與確認減值虧損後的事件有關,則減值虧損其後透過損益撥回。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial instruments (Continued)

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Convertible notes

If the conversion option of convertible notes exhibits characteristics of an embedded derivative, it is separated from its liability component. On initial recognition, the derivative component of the convertible notes is measured at fair value and presented as part of derivative financial instruments. Any excess of proceeds over the amount initially recognised as the derivative component is recognised as the liability component. Transaction costs are apportioned between the liability and derivative components of the convertible notes based on the allocation of proceeds to the liability and derivative components when the instruments are initially recognised. The portion of the transaction costs relating to the liability component is recognised initially as part of the liability. The portion relating to the derivative component is recognised immediately in the income statement.

3. 主要會計政策概要(續)

(j) 金融工具(續)

金融負債及股本工具

分類為債務或股本

由集團實體發行的債務及股本工具根據所訂立合約安排的內容及金融負債及股本工具的定義分類為金融負債或股本。

股本工具

股本工具乃證明實體的資產經扣除其所有負債後的剩餘權益的任何合約。本集團發行的股本工具按已收所得款項(經扣除直接發行成本後)確認。

購回本公司自身股本工具於股本中確認及直接扣除。購買、銷售、發行或註銷本公司自身股本工具產生的收益或虧損不會於損益中確認。

可換股票據

倘可換股票據的換股期權顯示嵌入式衍生工具的特徵,則與其負債部分分開入賬。於初步確認時,可換股票據的衍生工具部分按公平值計量,並列為衍生財務工具部分。若所得款項超出初步確認為衍生工具部分的金額,則超出金額確認為負債部分。交易成本根據所得款項於工具初步確認時在負債與衍生工具部分間的分配,分別列為可換股票據負債部分的交易成本及衍生工具部分的交易成本。有關負債部分的交易成本部分於初步確認時確認為負債部分。有關衍生工具部分則即時在收益表內確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or other financial liabilities.

Financial liabilities at fair value through profit or loss

Financial liabilities are classified at fair value through profit or loss when the financial liability is either held for trading or it is designated at fair value through profit or loss on initial recognition.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

3. 主要會計政策概要(續)

(j) 金融工具(續)

金融負債及股本工具(續)

金融負債

金融負債分類為透過損益按公平值計算的金融負債或其他金融負債。

透過損益按公平值計算的金融負債

倘金融負債持作買賣或於初步確認時指定為透過損益按公平值計算,則分類為透過損益按公平值計算。

倘屬下列情況,金融負債分類為持作買賣:

- 主要用於在不久將來購回;或
- 在初步確認時為本集團集中管理的可識辨金融工具組合的一部分,並具有短期獲利的近期實際模式;或
- 其並非指定及實際作為對沖工具的衍生工具。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities (Continued)

Financial liabilities at fair value through profit or loss (Continued)

A financial liability other than a financial liability held for trading may be designated at fair value through profit or loss upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 Financial Instruments: Recognition and Measurement permits the entire combined contract to be designated at fair value through profit or loss; or
- Financial liabilities at fair value through profit or loss are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss.

3. 主要會計政策概要(續)

(j) 金融工具(續)

金融負債及股本工具(續)

金融負債(續)

透過損益按公平值計算的金融負債(續)

倘屬下列情況，金融負債(持作買賣之金融負債除外)可於初步確認後指定為透過損益按公平值計算之金融負債：

- 有關指定可對銷或大幅減少可能出現之不一致計量或確認；或
- 金融負債為金融資產或金融負債組別或兩者之組成部分，而根據本集團明文訂立風險管理或投資策略，其乃按照公平值基準管理及評估表現，且有關分類資料會以該基準由內部提供；或
- 其為包括一項或多項嵌入式衍生工具之合約之組成部分，而香港會計準則第39號金融工具：確認及計量容許將整份合併合約指定為透過損益按公平值計算；或
- 透過損益按公平值計算之金融負債以公平值列賬，重新計量產生之任何收益或虧損於損益中確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Other financial liabilities

Other financial liabilities (including trade payables, accruals, deposits received and other payables, convertible notes, amount due to an associate, loan from associate, guaranteed notes and bonds payable and obligation under a finance lease) are subsequently measured at amortised cost, using the effective interest method.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis other than financial liabilities classified as at fair value through profit or loss.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the assets expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfer nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

3. 主要會計政策概要(續)

(j) 金融工具(續)

金融負債及股本工具(續)

其他金融負債

其他金融負債(包括應付貿易款項、應計款項、已收按金及其他應付款項、可換股票據、應付聯營公司款項、聯營公司借款、擔保票據及應付債券,以及融資租賃責任)其後乃採用實際利率法按攤銷成本計量。

實際利率法

實際利率法為計算金融負債的攤銷成本與分配相關期間的利息開支之方法。實際利率乃於初步確認時按金融負債的預期可使用年期或適用的較短期間內確切貼現估計未來現金付款項(包括構成實際利率不可或缺部分的所有已付或已收費用及點數、交易成本及其他溢價或貼現)至賬面淨值的利率。

利息開支按實際利息基準確認,除列作透過損益按公平值計算的金融負債外。

終止確認

倘本集團自資產獲得現金流量之合約權利屆滿或倘轉讓金融資產及本集團已轉讓該資產所有權的絕大部分風險及回報予另一實體,則本集團方會終止確認該項金融資產。倘本集團概無轉讓亦無保留所有權的絕大部分風險及回報惟繼續控制該資產,則本集團按其持續參與之程度繼續確認該項資產以及確認相關負債。倘本集團保留所轉讓金融資產所有權的絕大部分風險及回報,則本集團會繼續確認該項金融資產,亦會就已收所得款項確認有抵押借貸。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial instruments (Continued)

Derecognition (Continued)

On derecognition of a financial asset in its entirely, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety, the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognized and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognized in profit or loss.

3. 主要會計政策概要(續)

(j) 金融工具(續)

終止確認(續)

於全面終止確認金融資產時，資產賬面值與已收及應收代價以及已於其他全面收益確認並於股本累計之累計收益或虧損之總和兩者之差額，乃於損益中確認。

除全面終止確認外，於終止確認金融資產時，本集團以金融資產之過往賬面值在其仍繼續確認部分及不再確認部分之間，按照該等部分於轉讓日期之相關公平值作出分配。不再確認部分獲分配之賬面值與該部分已收取代價及其任何已於其他全面收益確認之已分配累計損益之總值之差額於損益內確認。已於其他全面收益確認之累計損益乃於繼續確認部分及不再確認部分之間按該等部分之相關公平值作出分配。

本集團僅會於本集團責任遭解除、註銷或屆滿時終止確認金融負債。已終止確認之金融負債賬面值與已付及應付代價之差額於損益中確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 主要會計政策概要(續)

(k) Property, plant and equipment

Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the profit or loss in the reporting period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the property, plant and equipment, the expenditure is capitalised as an additional cost of that asset.

Construction in progress as at 31 December 2018 mainly represented the properties which are under construction in the PRC.

The above items of property, plant and equipment, other than construction in progress, are depreciated over their estimated useful lives and after taking into account their estimated residual values, using the straight-line method, as follows:

(k) 物業、機器及設備

物業、機器及設備乃按成本減隨後累計折舊及隨後累計減值虧損(如有)在綜合財務狀況報表列賬。

資產成本包括購買價及將資產達致其使用狀況及地點作擬定用途之任何直接應佔費用。物業、機器及設備投產後產生之開支，如維修保養費，一般於產生之報告期間計入損益。倘有關開支明顯可提高日後使用物業、機器及設備預期將獲得之經濟利益，則有關開支將作為該項資產之額外成本撥充資本。

截至二零一八年十二月三十一日止在建工程主要為中國正在建設的房地產。

上述物業、機器及設備除在建工程外，以直線法計算其估計可使用年期及估計剩餘價值折舊，具體如下：

Leasehold improvements	租賃裝修	Over the shorter of lease terms and 5 years 租約期及五年之較短者
Office equipment	辦公室設備	30%
Furniture and fixture	傢俬及裝置	20%
Computer software	電腦軟件	30%
Equipment under finance lease	融資租賃設備	20%
Motor vehicle	汽車	25%
Medical equipment	醫療設備	10%

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Property, plant and equipment (Continued)

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Buildings under development for future owner-occupied purpose

When buildings are in the course of development for production or for administrative purposes, the amortisation of land use rights provided during the construction period is included as part of costs of buildings under construction. Buildings under construction are carried at cost, less any identified impairment losses. Depreciation of buildings commences when they are available for use (i.e. when they are in the location and condition necessary for them to be capable of operating in the manner intended by management).

(l) Revenue and other income recognition

Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transition in note 2)

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

3. 主要會計政策概要(續)

(k) 物業、機器及設備(續)

根據融資租賃持有之資產乃於其估計可使用年期按與自有資產相同之基準折舊。然而，倘擁有權未能在租賃期完結前合理地確定，則資產須以其租賃期及其可使用年期之較短者折舊。

當出售時或當繼續使用資產預期不會產生任何未來經濟利益時，物業、機器及設備項目將終止確認。處置或報廢一項物業、機器及設備產生之盈虧，應按出售所得款項與該資產賬面值之差額予以確定，並於損益確認。

日後自用的開發中建築物

當建築物正在開發生產或作行政用途時，施工期間提供的土地使用權攤銷將作為在建工程費用的一部分。正在建造的建築物以成本減去任何已識別的減值損失入賬。建築物的折舊在可供使用時開始(即當其處於必要的位置和條件，並能夠以管理層擬定的方式運作)。

(l) 收益及其他收入確認

客戶合約收益(根據附註2之過渡規定應用香港財務報告準則第15號後)

根據香港財務報告準則第15號，本集團於(或隨著)履約責任獲達成時確認收益，即於特定履約責任相關的貨品或服務的「控制權」轉移予客戶時。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(l) Revenue and other income recognition (Continued)

Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transition in note 2) (Continued)

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same. Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- The Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- The Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance complete to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. A contract asset and a contract liability relating to a contract are accounted for an presented on a net basis.

For contracts that contain more than one performance obligation, the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

3. 主要會計政策概要(續)

(l) 收益及其他收入確認(續)

客戶合約收益(根據附註2之過渡應用香港財務報告準則第15後)(續)

履約責任指可區分的單一貨品及服務(或組合貨品或服務)或大致相同的一系列可區分貨品或服務。倘符合下列其中一項標準,按已完成相關履約責任的進度逐步轉移控制權及確認收益:

- 於本集團履約時客戶同時收取及耗用由本集團履約所帶來的利益;
- 本集團的履約導致創建及提升一項資產,該資產於本集團履約時即由客戶控制;或
- 本集團履約並無產生對本集團有替代用途的資產,且本集團可享有強制執行權,以收取至今已履約部分的款項。

否則,收益於客戶獲得可區分的貨品或服務的控制權時確認。

合約資產指本集團就向客戶換取本集團已轉讓的商品或服務收取代價的權利(尚未成為無條件)。其根據香港財務報告準則第9號評估減值。相反,應收款項指本集團收取代價的無條件權利,即只需待時間過去代價即須到期支付。

合約負債指本集團因已自客戶收取代價(或到期的代價金額),而須向客戶轉移貨品或服務的責任。與合約有關的合約資產及合約負債以淨額入賬及呈列。

就包含超過一項履約責任之合約,本集團按相關單獨售價基準將交易價分配至各項履約責任。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(l) Revenue and other income recognition (Continued)

Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transition in note 2) (Continued)

(i) Sales of natural health food and pharmaceutical products

Revenue from the sales of natural health food and pharmaceutical products are recognised when control of the products has transferred, being at the point the products are delivered to the customer and the customer has accepted the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specified location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

Revenue from these sales is recognised based on the price specified in the contract, net of discounts, returns and value added taxes.

A receivable is recognised when the products are delivered and the customers accept the products, as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

(ii) Interest income

Interest income is recognised as it accrues using the effective interest method. When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted of the original effective, interest rate of the instrument and continues unwinding the discount as interest income.

3. 主要會計政策概要(續)

(l) 收益及其他收入確認(續)

客戶合約收益(根據附註2之過渡應用香港財務報告準則第15後)(續)

(i) 銷售天然健康食品及藥品

銷售天然健康食品及藥品之收益於產品之控制權轉移時確認,即於產品交付客戶而客戶已接收產品,且當中並無未履行責任可影響客戶接受產品之時。交付於產品已運至指定地點、過時及損失風險已轉移至客戶,且客戶已根據銷售合約接受產品,接受條款已失效,或本集團有客觀證據證明所有接受標準已達成時,方會發生。

此等銷售之收益乃按合約訂明之價格確認,並扣除折扣、退貨及增值税。

應收款項當產品已付運及客戶接受產品時確認,由於此乃代價因只需待時間推移便會到期付款而成為無條件之時點。

(ii) 利息收入

利息收入於產生時以實際利率法確認。 當貸款及應收款減值時,本集團將其賬面值減至其可回收金額(即按該工具之原實際利率貼現之估計未來現金流量),並持續解除貼現作為利息收入。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(l) Revenue and other income recognition (Continued)

Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transition in note 2) (Continued)

(iii) Provision of healthcare services

Revenue is recognised when service treatments are delivered to customers. Payments that are related to services not yet rendered are deferred and shown as contract liabilities in the statement of financial position. Upon expiry of prepaid packages of beauty and wellness services, the corresponding deferred revenue is fully recognised in profit or loss.

Revenue recognition (prior to 1 January 2018)

Revenue from provision of health management service is recognised when the services are rendered.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

(m) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "profit before tax" as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rate that have been enacted or substantively enacted by the end of the reporting period.

3. 主要會計政策概要(續)

(l) 收益及其他收入確認(續)

客戶合約收益(根據附註2之過渡應用香港財務報告準則第15後)(續)

(iii) 健康護理服務撥備

收益當服務療程交付予客戶時確認。有關尚未提供服務之付款乃遞延處理，並於財務狀況表內呈列為合約負債。美容及護至服務之預付套票到期時，相應遞延收益會全數於損益確認。

收益確認(於二零一八年一月一日前)

提供健康管理服務的收入於服務提供時確認。

當本集團有可能獲得經濟利益，且收入金額能可靠地計量，則會確認金融資產之利息收入。利息收入乃就本金結餘按適用實際利率及時間比例計算。有關利率指於金融資產預計年期內將估計未來現金收入準確貼現至該資產於首次確認之賬面淨值之利率。

(m) 稅項

所得稅開支指當期應付稅項及遞延稅項之總和。

當期稅項

當期應付稅項按年度應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益報表所報「除稅前溢利」不同，此乃由於其他年度應課稅或可扣減之收入或開支項目，及永不課稅或扣減之項目。本集團之當期稅項負債於報告期末以已頒佈或實質頒佈之稅率計算。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Taxation (Continued)

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary differences will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

3. 主要會計政策概要(續)

(m) 稅項(續)

遞延稅項

遞延稅項按綜合財務報表內資產及負債賬面值與用於計算應課稅溢利之相關稅基兩者之暫時差異確認。遞延稅項負債通常會就所有應課稅暫時差異確認。遞延稅項資產通當會就所有可扣減暫時差異確認，惟其限於較可能取得應課稅溢利，並可用以抵銷可扣減暫時差異者。若暫時差異因商譽或因於一項既不影響應課稅溢利亦不影響會計溢利之交易(業務合併除外)中首次確認其他資產及負債而引致，則不會確認該等遞延稅項資產及負債。

本集團會就於附屬公司及聯營公司之投資以及合營企業權益所產生之應課稅暫時差異確認遞延稅項負債，惟本集團有能力控制暫時差異之撥回及暫時差異不大可能於可見將來撥回則另作別論。與該等投資及權益有關之可扣減暫時差異產生之遞延稅項資產，僅於可能將有充足之應課稅溢利以使用暫時差異之利益以及預期於可見將來可撥回時，方予確認。

遞延稅項資產之賬面值於各報告期末均作檢討，並在不大可能再有足夠應課稅溢利收回全部或部分資產時減少。

遞延稅項資產及負債以負債獲清償或資產獲變現之期間預期適用之稅率計量，並根據於報告期末已頒佈或實質上已頒佈之稅率(和稅法)計量。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Taxation (Continued)

Deferred tax (Continued)

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax liabilities or deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

(n) Leasing

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

The Group as lessor

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

3. 主要會計政策概要(續)

(m) 税項(續)

遞延税項(續)

遞延税項負債及資產之計量反映隨本集團預期於報告期末時收回或償還其資產及負債賬面值所產生之税務後果。

就計量遞延税項負債或遞延税項資產而言，利用公平值模式計量之投資物業之賬面值乃假設通過銷售全數收回，除非該假設被推翻則除外。當投資物業可予折舊及於一個業務模式(其業務目標是隨著時間流逝(而非銷售)消耗該等投資物業大部分經濟利益)內持有時，有關假設會被推翻。

年內當期及遞延税項

當期税項及遞延税項會於損益中確認，惟若有關項目於其他全面收益或直接於股本權益之中確認，則其當期税項及遞延税項亦會於其他全面收益或直接於股本權益中確認。若當期税項或遞延税項乃因首次就業務合併入賬而產生，則其税務影響會納入業務合併之會計處理中。

(n) 租賃

凡租約條款規定將租賃資產擁有權之絕大部分風險及回報轉移至承租人之租約均列為融資租賃。所有其他租約分類為經營租賃。

本集團為出租人

經營租賃之租金收入會以直線法按有關租約年期確認。磋商及安排經營租賃時產生之初步直接成本會加入租賃資產之賬面值，並以直線法按租約年期確認為開支。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Leasing (Continued)

The Group as lessee

Assets held under finance leases are initially recognised as assets of the Group at their fair values at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in the profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits form the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

3. 主要會計政策概要(續)

(n) 租賃(續)

本集團作為承租人

根據融資租賃持有之資產乃於租賃開始時按公平值或(如較低)最低租賃付款現值確認為本集團之資產。對出租人負有之相應債項於綜合財務狀況報表內列作一項融資租賃責任。

租金款項會於融資費用及租約債務扣減中作出分配,以為負債結餘計算一個穩定利率。融資費用直接於損益確認,除非有關費用直接與合資格資產有關,在此情況下,則根據本集團借貸成本政策撥充資本。或然租金於產生期間確認為開支。

經營租賃付款於租期內按直線法確認為開支,惟倘有另一系統基準更能代表從租賃資產獲得經濟利益之時間模式則另當別論。經營租賃所產生之或然租金於其產生期間確認為開支。

倘就訂立經營租賃獲得租賃優惠,則有關優惠確認為負債。優惠利益總額乃按直線法確認為租金開支之扣減,惟倘有另一系統基準更能代表從租賃資產獲得經濟利益之時間模式則另當別論。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(o) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in the profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on transactions entered into in order to hedge certain foreign currency risks; and
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

(p) Retirement benefits cost

Payments to defined contribution retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

3. 主要會計政策概要(續)

(o) 外幣

在編製個別集團實體之財務報表時，以實體功能貨幣以外之貨幣(外幣)進行之交易按交易日通用之匯率記錄。於報告期末，以外幣列值之貨幣項目以報告期末通用之匯率重新換算。以外幣列值並按公平值列賬之非貨幣項目以釐定公平值當日通用之匯率重新換算。以外幣列值並以歷史成本計量之非貨幣項目不會重新換算。

貨幣項目之匯兌差額乃於產生期間內於損益確認，惟以下各項例外：

- 當有關日後生產用途之在建資產外幣借貸匯兌差額被視為外幣借貸之利息成本調整時，匯兌差額將計入該等資產之成本內；
- 進行交易之匯兌差額為對沖若干外幣風險；及
- 應收或應付海外業務之貨幣項目匯兌差額，既無計劃結算，發生結算之可能性亦不大，故其構成海外業務投資淨額之一部分，並初步於其他全面收益確認及於償還貨幣項目時由股本權益重新分類至損益。

(p) 退休福利成本

界定供款退休福利計劃之供款於僱員提供服務以有權取得供款時確認為開支。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Share-based payment arrangements

Share-based payment transactions of the Company

For grants of share options that are conditional upon satisfying specified vesting conditions, the fair value of services received is determined by reference to the fair value of share options granted at the date of grant and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in the profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve.

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to retained earnings.

(r) Provisions

Provisions are recognised when the Group has a present obligation (legal or constitutive) as a result of a past event, and it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows where the effect of the time value of money is material.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

3. 主要會計政策概要(續)

(q) 股權基礎支出安排

本公司股權基礎支出交易

對於須待指定歸屬條件獲履行後方始授出之購股權而言，獲提供服務之公平值乃參考所授購股權於授出日期之公平值釐定，在歸屬期以直線法確認為開支，股本權益(購股權儲備)則相應增加。

於報告期末，本集團修訂其預期最終歸屬之購股權估計數目。若原先估計數目有所修訂(如有)，則修訂估計之影響在損益確認，使累計開支反映經修訂估計，並於購股權儲備中作相應調整。

就於授出日即時歸屬之購股權而言，所授出購股權公平值隨即於損益中列為開支。

購股權行使時，先前於購股權儲備中確認之金額將轉撥至股份溢價。當購股權於歸屬日期後被沒收或於屆滿日期仍未獲行使，則先前於購股權儲備中確認之金額將轉撥至保留盈利。

(r) 撥備

當本集團因過往事件而承擔現有法定或推定責任，導致本集團將有可能就該責任付款，而該責任款額能可靠地估計時確認撥備。

確認為撥備之款額乃於報告期末就支付現有責任所需之代價之最佳估計，當中已考慮涉及有關責任之風險及不確定因素。倘撥備使用估計支付現有責任之現金流進行計量，其賬面值即為該等現金流之現值(倘金錢之時間值影響屬重大)。

當預期可向第三方收回就撥備付款所需之部分或全部經濟利益，則會於實質上肯定將獲償付款項及應收款項金額能可靠地計量時，將應收款項確認為資產。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Related parties transactions

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

(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 of a parent of the Group.

(b) An entity is related to the Group if any of the following conditions applies:

(i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiaries is related to the others);

(ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group 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;

3. 主要會計政策概要(續)

(s) 關連人士交易

下列人士視為與本集團有關連：

(a) 倘屬以下人士，即該人士或與該人士關係密切的家庭成員與本集團有關連：

(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的主要管理人員。

(b) 倘符合下列任何條件，即該實體與本集團有關連：

(i) 該實體與本集團屬同一集團之成員(即各母公司、附屬公司及同系附屬公司彼此間有關連)；

(ii) 一實體為另一實體的聯營公司或合營企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)；

(iii) 兩間實體均為同一第三方的合營企業；

(iv) 一實體為一第三方實體之合營企業，而另一實體為該第三方實體之聯營公司；

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Related parties transactions (Continued)

(b) An entity is related to the Group if any of the following conditions applies: (Continued)

(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. If the Group is itself such a plan, the sponsoring employees are also 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); or

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

A related party is a transfer of resources, services or obligations between the Company and a related party, regardless of whether a price is charged.

Close members of the family of a person are those family members who may be expected to influence, or be influence by, that person in their dealings with the entity and include:

(a) that person's children and spouse or domestic partner;

(b) children of that person's spouse or domestic partner; and

(c) dependants of that person or that person's spouse or domestic partner.

3. 主要會計政策概要(續)

(s) 關連人士交易(續)

(b) 倘符合下列任何條件，即該實體與本集團有關連：(續)

(v) 該實體為本集團或與本集團相關之實體之僱員離職後福利計劃。如果本集團本身是一項計劃，則贊助僱員也與本集團有關；

(vi) 該實體受(a)項所述人士控制或共同控制；

(vii) 於(a)(i)項所述人士對實體有重大影響力或屬該實體(或該實體之母公司)之主要管理人員；或

(viii) 該實體，或有部分團體的股東，向本集團或本集團的母公司提供關鍵管理人員服務。

交易被認為關連人士是指本公司與關連人士之間轉移資源、服務或責任，不論是否收取價款。

個別人士關係密切的家庭成員是指與該實體交易時預期可影響該個別人士或受該個別人士影響的家庭成員，包括：

(a) 該人的子女和配偶或家庭伴侶；

(b) 該人配偶或家庭伴侶的子女；及

(c) 該人或該人的配偶或家庭伴侶的家屬。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(t) Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Contingent assets are not recognised but are disclosed in the notes to the consolidated financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

(u) Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's chief operating decision maker 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 nature of production processes, the type or class of customers, the methods used to distribute the products or to 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.

3. 主要會計政策概要（續）

(t) 或然負債及或然資產

或然負債乃來自過去事件所帶來之可能債務，而其存在與否僅由不屬本集團全然掌握之一件或以上未確定未來事件之發生或不發生所確定。或然負債亦可以是過去事件所產生之現時債務，而由於不大可能導致經濟資源流失，或債務數額不能可靠地衡量而未予確認。或然負債雖未予確認，惟於綜合財務報表附註披露。倘資源外流可能性發生變動，以致經濟資源有可能流失時，則或然負債將會確認為撥備。

或然資產乃指因過往事件而可能獲得之資產，其存在僅可視乎將來發生或不發生一件或以上非本集團所能完全控制之不明確未來事件予以確定。或然資產雖未予確認，惟於經濟利益有可能流入時，於綜合財務報表附註中作出披露。當確定有關利益流入時，將會確認為資產。

(u) 分部呈報

經營分部及綜合財務報表內報告各分部項目的金額，乃從財務資料中識別，有關財務資料乃定期向本集團主要營運決策者提供用作本集團各項業務及地點分配資源並評估其表現。

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、生產工序性質、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。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Properties under development

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

The cost of properties under development comprises land costs, construction costs, borrowing costs capitalized according to the Group's accounting policy and directly attributable expenses incurred during the development period.

3. 主要會計政策概要(續)

(v) 發展中物業

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

發展中物業之成本包括土地成本、建築成本、根據本集團之會計政策而撥充成本之借貸成本及於發展期間直接產生之開支。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next reporting period are discussed below.

Impairment of other receivables and short-term loans receivable

The policy for the impairment of other receivables and short-term loans receivable of the Group is based on the forward looking basis the expected credit losses associated with its assets carried at amortised cost. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables including the Group's historical records, existing market conditions and forward looking estimates at the end of reporting period. If the financial condition of the Group's other receivables and short-term loans receivable was deteriorated, resulting in an impairment of their abilities to make payments, additional allowances may be required.

Impairment of goodwill and intangible asset

Determining whether goodwill is impaired requires an estimation of the value in use of the CGU to which goodwill and intangible asset has been allocated. The value in use calculation requires the management of the Company to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate present value.

4. 重大會計判斷及估計不明確因素之主要來源

估計及判斷將不斷評估，按過往經驗及其他因素為準，包括於有關情況下被視為合理之預期日後事件。

本集團對未來作出估計及假設。顧名思義，會計估計很少等同相關實際情況。下文論述可能會導致於下個財政年度內對資產及負債之賬面值作出重大調整之巨大風險之估計及假設。

其他應收款項及應收短期貸款賬項減值

本集團其他應收賬款及短期應收貸款之減值政策乃根據與其按攤銷成本列賬的資產有關之預期信貸虧損按前瞻性基準而釐定。評估該等應收款項之最終變現能力需作出大量判斷，包括本集團之過往記錄、現時市況及於報告期末的前瞻性估計。倘本集團之其他應收賬款及短期應收貸款之財務狀況惡化，從而削弱其付款能力，或需計提額外撥備。

商譽及無形資產之減值

釐定商譽是否減值須對獲分配商譽及無形資產之現金產生單位之使用價值作出估計。計算使用價值時，本公司管理層須估計預期產生自現金產生單位之未來現金流量及適當之貼現率以計算現值。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Provision of allowance for credit losses for trade receivables

The Group uses provision matrix to calculate ECL for trade receivables. The provision rates are based on internal credit ratings as groupings of various debtors that have similar loss patterns. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportive available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade receivables with significant balance and credit impaired are assessed for ECL individually.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables are disclosed in notes 5 and 23.

Useful lives of property, plant and equipment

In accordance with HKAS 16, the Group estimates the useful lives of property, plant and equipment in order to determine the amount of depreciation expenses to be recorded. The useful lives are estimated at the time the assets are acquired based on historical experience, the expected usage, wear and tear of the assets, as well as technical obsolescence arising from changes in the market demands or service output of the assets. The Group also performs annual reviews on whether the assumptions made on useful lives continue to be valid.

Income taxes

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

4. 重大會計判斷及估計不明確因素之主要來源(續)

應收貿易款項信貸虧損撥備

本集團透過撥備矩陣計算應收貿易款項之預期信貸虧損。由於不同債務人組別具有類似虧損型態，故撥備率乃以內部信貸評級為基準。撥備率乃基於本集團的歷史違約率，並考慮合理可支持且毋須付出不必要成本及努力即可獲得之前瞻性資料，減少。於各報告日期，可觀察的歷史違約率會重新評估，並考慮前瞻性資料的變動。此外，具有重大結餘及已減值信貸之應收貿易款項將個別評估預期信貸虧損。

預期信貸虧損撥備對估計變動敏感。有關預期信貸虧損及本集團應收貿易款項的資料於附註5及23披露。

物業、機器及設備之可使用年期

根據香港會計準則第16號，本集團估計物業、機器及設備之可使用年期，以釐定須予記錄之折舊開支。可使用年期於收購資產時按過往經驗、預期用量、資產損耗及市場需求或資產提供之服務變動所產生的技術過時而作出估計。本集團亦每年審閱就可使用年期作出之假設以確保該等假設持續生效。

所得税

本集團須繳納多個司法權區之所得稅。在確定全球所得稅之撥備時，本集團須作出重大判斷，多項交易之計算在日常業務過程中難以明確釐定最終稅務。本集團根據會否需要繳納額外稅項之估計，確認對預期稅務審核事宜之責任。倘該等事宜之最終稅務結果與最初入賬金額有所不同，該等差額將影響稅務釐定期內之所得稅及遞延稅項撥備。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Fair value measurements and valuation processes

Certain assets and liabilities of the Group are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. At the end of each reporting period, the Group works closely with the qualified external valuers to establish and determine the appropriate valuation techniques and inputs for Level 2 and Level 3 fair value measurements. The Group will first consider and adopt Level 2 inputs where inputs can be derived from observable quoted prices in the active market. When Level 2 inputs are not available, the Group will adopt valuation techniques that include Level 3 inputs. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to the directors of the Company.

Information about the valuation techniques and inputs used in the determination of the fair value of various assets and liabilities are disclosed in note 5(c).

Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and variable selling expenses. These estimates are based on the current market condition and the historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to severe industry cycle. The directors of the Company reassess the estimations at the end of reporting period.

Estimated net realisable value on properties under development

In determining whether allowances should be made for the Group's properties under development, the Group takes into consideration the current market environment and the estimated net realisable value (i.e. the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale). An allowance is made if the estimated or actual net realisable value of the properties under development is less than expected as a result of change in market condition and/or significant variation in the budgeted development cost, material provision for impairment losses may result. As at 31 December 2018, the carrying amount of the properties under development is HK$209,174,000.

4. 重大會計判斷及估計不明確因素之主要來源(續)

公平值衡量及估值流程

就財務報告而言,本集團的若干資產及負債按公平值計量,在估計資產或負債的公平值,本集團利用可得的市場觀察數據。其中第一級輸入數據並非可得資料,本集團須委聘第三方合資格的估值師進行估值。在各報告期末,本集團與合資格的外聘估值師密切合作,為第2級及第3級公平值計量建立和確定合適的估值技術和輸入數據。本集團將首先考慮及採用第2級輸入數據,即有關輸入數據可自活躍市場上的可觀察報價獲得。倘並無第2級的輸入數據,本集團則會採用包括第3級輸入數據之估值技術。倘資產公平值出現重大變動,則會向本公司董事報告有關波動之原因。

有關釐定各項資產和負債公平值所使用的估計技術和輸入數據之資料於附註5(c)披露。

存貨可變現淨值

存貨可變現淨值乃按其於日常業務過程中的估計售價,減估計完成成本及銷售費用。該等估計乃基於目前市場狀況及製造與銷售同類性質產品之以往經驗。其可能會因為消費喜好的改變及競爭對手為應對嚴峻行業形勢而採取的行動出現重大變化。本公司董事於各報告期末重新評估該等估計。

發展中物業之估計可變現淨值

在確定是否應向本集團的發展中物業作出撥備,本集團需要考慮在目前的市場環境及估計可變現淨值(即於一般業務過程中的估計售價減去估計竣工成本及作出銷售所需的估計成本)。倘發展中物業的估計或實際可變現淨值由於市場條件的變化及/或重大偏離預算開發成本而低於預期,需作出重大減值虧損撥備。於二零一八年十二月三十一日,發展中物業之賬面值為209,174,000港元。

5. FINANCIAL INSTRUMENTS

5. 金融工具

(a) Categories of financial instruments

(a) 金融工具類別

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Financial assets	**金融資產**		
Measurement at amortised cost	按攤銷成本計量		
Loan and receivables	貸款及應收款項	172,787	201,240
Equity investments at fair value through other comprehensive income	透過其他全面收益按公平值計算之股權投資	77,684	–
Available-for-sale financial assets	待售金融資產	–	76,395
Financial liabilities	**金融負債**		
Amortised cost	攤銷成本	300,296	370,941
Fair value through profit or loss	透過損益按公平值計算	–	7,316

The Group's major financial instruments include available-for-sale financial assets, equity investments at FVTOCI, deposits and other receivables, trade receivables, loan to a shareholder, short-term loans receivable, bank and cash balances, trade payables, accruals, deposits received and other payables, convertible notes, bank and other borrowings, guaranteed notes and bonds payable and obligation under a finance lease. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these are set out below. The management of the Company manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

本集團之主要金融工具包括待售金融資產、透過其他全面收益按公平值計算之股權投資、按金及其他應收款項、應收貿易款項、借予股東貸款、應收短期貸款賬項、銀行及現金結餘、應付貿易款項、應計款項、已收按金及其他應付款項、可換股票據、銀行及其他借貸、擔保票據及應付債券及融資租賃責任。該等金融工具詳情於各附註披露。下文載列與該等金融工具有關之風險及如何降低該等風險之政策。本公司管理層管理及監控該等風險，以確保及時和有效地採取適當之措施。

There has been no change to the Group's risk exposure in respect of financial instruments or the manner in which it manages and measures the risks.

本集團有關金融工具之風險或管理及計量該等風險之方式並無變動。

5. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

Foreign currency risk

The Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash and bank balance that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transaction relate. The currencies giving rise to this risk are primarily HK$ and Renminbi ("RMB").

Certain cash and bank balances are denominated in RMB. The conversion of RMB into other currencies is subject to the rules and regulations of foreign exchange control promulgated by PRC. The Group is exposed to foreign exchange risk in respect of exchange fluctuation of HK$ against RMB. The Group currently does not have a foreign currency hedging policy in respect of foreign currency assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

The Group are not exposed to foreign currency risk in respect to HK$ against the United States dollars (US$) as long as this currency is pegged.

The carrying amounts of the Group's foreign currency denominated monetary assets and liabilities at the end of the reporting period are as follows:

5. 金融工具(續)

(b) 金融風險管理目標及政策

外幣風險

本集團主要因買賣產生以外幣(即非交易相關營運的功能貨幣的貨幣)計值應收款項、應付款項及現金及銀行結餘而面對貨幣風險。產生該風險的貨幣主要為港元及人民幣(「人民幣」)。

若干現金及銀行結餘以人民幣計值。人民幣兑換為其他貨幣須遵守中國政府頒佈的外匯管制法規及規則。本集團面對港元兑人民幣匯兑波動的外匯風險。本集團現時並無任何外幣資產及負債之外幣對沖政策。本集團將密切監管其外幣風險,並於必要時考慮對沖重大外幣風險。

只要港元與美元(「美元」)一直掛鈎,本集團不會就港元兑美元面臨外匯風險。

本集團以外幣計值之貨幣資產及負債於報告期末之賬面值如下:

5. FINANCIAL INSTRUMENTS (Continued)

5. 金融工具(續)

(b) Financial risk management objectives and policies (Continued)

(b) 金融風險管理目標及政策(續)

Foreign currency risk (Continued)

外幣風險(續)

		Assets 資產		Liabilities 負債	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	**2018 二零一八年 HK\$'000 千港元**	2017 二零一七年 HK\$'000 千港元
RMB	人民幣	**73,600**	45,365	**20,060**	7,931

Sensitivity analysis

The following table details the Group sensitivity to a 5% increase and decrease in functional currency of the Group against the relevant foreign currencies. 5% represents the management of the Company's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the reporting date or a 5% change in foreign currency rates. A positive number below indicates a decrease in loss or an increase in profit where functional currency of the Group weakens 5% against the relevant foreign currency. For a 5% strengthen of functional currency of the Group against the relevant foreign currency, there would be an equal and opposite impact on the profit or loss, and the balance below would be negative.

敏感度分析

下表詳列本集團對其功能貨幣兑有關外幣升值及貶值5%之敏感度詳情。5%指本公司管理層評估外幣匯率變動的可能合理變動。敏感度分析僅包括以外幣計值的未償還貨幣項目,並於報告日期就外幣匯率的5%變動調整其換算。當本集團功能貨幣兑相關外幣貶值5%時,下表中的正數表示虧損減少或溢利增加;當本集團的功能貨幣兑相關外幣升值5%時,會對損益產生一個相等或相反的影響,以下結餘也將變成負數。

5. FINANCIAL INSTRUMENTS (Continued)

5. 金融工具(續)

(b) Financial risk management objectives and policies (Continued)

(b) 金融風險管理目標及政策(續)

Foreign currency risk (Continued)

外幣風險(續)

Sensitivity analysis (Continued)

敏感度分析(續)

		Profit before tax 除税前溢利	
		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
RMB	人民幣	2,677	1,872

Interest rate risk

The Group has interest-bearing assets and liabilities including time deposits and bank balances, short-term loans receivable, loan to a shareholder, bank and other borrowings, convertible notes, bonds payable and guaranteed notes. Details of these financial instruments are disclosed in respective notes. The Group currently does not have interest rate hedging policy. However, the management of the Company monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of The Hong Kong Interbank Offered Rates ("HIBOR").

利率風險

本集團之計息資產及負債包括定期存款及銀行結餘、應收短期貸款賬項、借予股東貸款、銀行及其他借貸、可換股票據、應付債券及擔保票據。該等金融工具之詳情於各附註披露。本集團現時並無採用任何利率對沖政策。然而，本公司管理層會監控利率風險，並於需要時考慮對沖重大利率風險。

本集團之現金流量利率風險主要集中於香港銀行同業拆息(「香港銀行同業拆息」)之波動。

5. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Interest rate risk (Continued)

Sensitivity analysis

If the floating rates had been 50 basis points (2017: 50 basis points) higher/lower and all other variables were held constant, the Group's profit before tax for the year ended 31 December 2018 would increase/decrease by approximately HK$143,000 (2017: HK$246,000). This is mainly attributable to the Group's exposure to interest rates on its loan to a shareholder (2017: loan to a shareholder).

Credit risk

The Group's credit risk is mainly attributable to trade receivables, deposits and other receivables, loan to a shareholder, short-term loans receivable and bank and cash balances. The management of the Company has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

In respect of cash deposited at banks, the credit risk is considered to be low as the counterparties are reputable banks. The existing counterparties do not have defaults in the past. Therefore, expected credit loss rate of cash at bank is assessed to be close to zero and no provision was made as of 31 December 2018.

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected credit loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics. The Group has performed historical analysis and identified the key economic variables impacting credit risk and expected credit loss. It considers available reasonable and supportive forwarding-looking information.

As at 31 December 2018, trade receivables that are individually significant have been separately assessed for impairment. The Group makes periodic assessments on the recoverability of the receivables based on the background and reputation of the customers, historical settlement records and past experience.

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

利率風險(續)

敏感度分析

在全部其他變數維持不變之情況下,倘浮動利率上升/降低50個基點(二零一七年:50個基點),則本集團截至二零一八年十二月三十一日止年度之除税前溢利將增加/減少約143,000港元(二零一七年:246,000港元)。此乃主要由於本集團所承受關於借予股東貸款(二零一七年:借予股東貸款)之利率風險所致。

信貸風險

本集團信貸風險主要來自應收貿易款項、按金及其他應收款項、借予股東貸款、應收短期貸款賬項以及銀行及現金結餘。本公司管理層設有信貸政策,持續監察面對的該等信貸風險。

由於交易方為信譽良好的銀行,故銀行現金存款的信貸風險被視為低微。現有交易方過往並無違約。因此,銀行現金之預期信貸虧損率乃評定為接近零,因此,於二零一八年十二月三十一日,並無作出任何撥備。

本集團採用簡易法,就香港財務報告準則第9號訂明之預期信貸虧損作出撥備,該準則允許就所有應收貿易款項採用全期預期信貸虧損撥備。為計量預期信貸虧損,已按照相同之信貸風險特徵,將應收貿易款項分門別類。本集團已進行歷史分析,並識別出影響信貸風險及預期信貸虧損之主要經濟變數。本集團有考慮現有合理且具支持性質之前瞻資料。

於二零一八年十二月三十一日,已就個別重大之應收貿易款項單獨作出減值評估。本集團基於客戶背景及聲譽、過往結賬記錄及以往經驗,對應收款項之可收回程度定期進行評估。

5. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk (Continued)

The Group has certain concentration of credit risk as 47.3% (2017:37.7%) and 92.8% (2017: 79.3%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively. In view of the history of business dealings with the debtors and the sound collection history of the receivables due from them, management believes that there is no material credit risk inherent in the Group's outstanding receivable balance due from these debtors saved for the debtor related to the impaired trade receivable disclosed in the below. Management makes periodic assessment on the recoverability of the trade and other receivables based on historical payment records, the length of overdue period, the financial strength of the debtors and whether there are any disputes with the debtors.

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.

In order to minimise the credit risk, the management has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts.

Other receivables relating to accounts that are long overdue with significant amounts, known insolvencies or non-response to collection activities, they are assessed individually for impairment allowance. The Group recognised the provision for expected credit losses by assessing the credit risk characteristics of debtor, discount rate and the likelihood of recovery and considering the prevailing economic conditions.

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

信貸風險(續)

本集團有信貸集中風險，為分別應收本集團最大客戶及五大客戶之款項總額之47.3%(二零一七年：37.7%)及92.8%(二零一七年：79.3%)。鑒於與債務人的業務買賣歷史及應收債務人款項的良好收款記錄，管理層認為，本集團未收回的應收該等債務人款項結餘並無重大信貸風險，惟下文所披露與已減值之應收貿易款項有關之債務人除外。管理層定期基於過往付款記錄、逾期時間長短、債務人之財政實力及與債務人是否有任何糾紛，評估應收貿易款項及其他應收款項之可收回情況。

本集團按等同於整個有效期的預期信貸虧損的金額計量應收貿易款項之虧損撥備，其乃使用提列矩陣進行計算。由於本集團過往的信貸虧損並未就不同客戶分部顯示重大不同虧損模式，基於逾期狀態的虧損撥備不會進一步於本集團不同客戶基礎之間進一步區分。

為使信貸風險減至最低，管理層已委派一支團隊負責釐定信貸額度、信貸批准及確保對逾期債務採取跟進行動之其他監察程序。

有關長期逾期且金額重大、具有已知無力償債情況或對收款活動毫無回應之賬目，乃個別評估減值撥備。本集團透過評定債務人之信貸風險特徵、貼現率及收回款項之可能性，組考慮現行經濟收況後，就預期信貸虧損確認撥備。

5. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk (Continued)

In relation to the short-term loans receivable and loan to a shareholder, the Group estimates the ECL under HKFRS 9 ECL models. In assessing whether the credit risk of short-term loans receivable and loan to a shareholder has increased significantly since initial recognition, the Group consider 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.

Liquidity risk

The Group manages liquidity risk by regularly monitoring current and expected liquidity requirements and ensuring sufficient liquid cash and intended credit lines of funding from major financial institutions to meet the Group's liquidity requirements in the short and long term. The liquidity risk is under continuous monitoring by the management of the Group. The Group will raise bank borrowings whenever necessary.

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

信貸風險(續)

就應收短期貸款賬項及借予股東貸款而言，本集團根據香港財務報告準則第9號之預期信貸虧損模式估計預期信貸虧損。於評估應收短期貸款賬項及借予股東貸款之信貸風險自初始確認以來有否大幅增加時，倘借款人在本集團並追溯權採取行動(如變現抵押品(如持有))之情況下，不大可能向本集團全數支付其信貸責任時，本集團認為發生失責事件。本集團會考慮合理及可支持之定量及定性資料，包括過往經驗及毋須付出不必要成本或努力即可獲得的前瞻性資料。

流動資金風險

本集團管理流動資金風險之方法為定期監察現時及預測之流動資金需要，並確保具備足夠流動現金及取得來自主要金融機構之擬定融資額，以應付本集團之短期及長期流動資金需要。本集團管理層會持續監察流動資金風險，本集團將於必要時籌集銀行借貸。

5. FINANCIAL INSTRUMENTS (Continued)

5. 金融工具(續)

(b) Financial risk management objectives and policies (Continued)

(b) 金融風險管理目標及政策(續)

Liquidity risk (Continued)

The following tables detail the Group's contractual maturity for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of the financial liabilities based on the earliest dates on which the Group can be required to pay. The amounts disclosed in the table are based on the contractual undiscounted payments, are as follows:

流動資金風險(續)

下表載列本集團非衍生金融負債之合約到期日詳情。各表乃根據本集團可被要求償還之最早日期，按金融負債之未貼現現金流量而編製。下表所披露款項乃基於以下合約未貼現付款：

		Weight average effective interest rate 加權平均實際利率	On demand or less than 1 year 按要求或少於一年	Between 1–5 years 一至五年	Over 5 years 超過五年	Total contractual undiscounted cash flows 已訂約未貼現現金流量總額	Total carrying amount 賬面總值
		%	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
		%	千港元	千港元	千港元	千港元	千港元
At 31 December 2018	**於二零一八年十二月三十一日**						
Non-derivative financial liabilities	**非衍生金融負債**						
Trade payables	應付貿易款項	–	442	–	–	442	442
Accruals, deposits received and other payables	應計款項、已收按金及其他應付款項	–	35,574	–	–	35,574	35,574
Guaranteed notes and bonds payable	擔保票據及應付債券	17.4	260,306	46,287	–	306,593	246,792
Bank and other borrowings	銀行及其他借貸	8.72	17,545	–	–	17,545	16,138
Obligation under a finance lease	融資租賃責任	8.07	397	1,148	–	1,545	1,350
Total	**總計**		314,264	47,435	–	361,699	300,296
At 31 December 2017	於二零一七年十二月三十一日						
Non-derivative financial liabilities	非衍生金融負債						
Trade payables	應付貿易款項	–	824	–	–	824	824
Accruals, deposits received and other payables	應計款項、已收按金及其他應付款項	–	68,812	–	–	68,812	68,812
Convertible notes	可換股票據	17.96	89,001	–	–	89,001	75,480
Derivative financial liabilities	衍生金融負債	–	7,316	–	–	7,316	7,316
Guaranteed notes and bonds payable	擔保票據及應付債券	11.19	135,111	102,338	–	237,449	213,590
Bank and other borrowings	銀行及其他借貸	7.80	12,204	–	–	12,204	12,204
Obligation under a finance lease	融資租賃責任	12.74	8	27	–	35	31
Total	總計		313,276	102,365	–	415,641	378,257

5. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value of financial instruments

Fair value of the Group's financial assets and financial liabilities are determined as follows:

- the fair values of financial assets and financial liabilities with standard terms and conditions and traded in active markets are determined with reference to quoted market bid prices and ask prices respectively;
- the fair values of derivative instruments are calculated using quoted prices. When such prices are not available, a discounted cash flow analysis is performed using the applicable yield curve for the duration of the instruments for non-optional derivatives, and option pricing models for optional derivatives; and
- the fair values of other financial assets and financial liabilities (excluding those described above) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

Except as detailed in the following table, the directors of the Company consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements are approximate to their fair values:

5. 金融工具(續)

(c) 金融工具之公平值

本集團金融資產及金融負債之公平值釐定如下：

- 具有標準條款及條件並於活躍市場買賣之金融資產及金融負債，乃分別參考所報市場買盤價及賣盤價釐定公平值；
- 衍生工具之公平值按報價計算。倘未能獲得有關價格，則以非期權衍生工具之工具期限的適用孳息曲線，以及期權衍生工具的期權定價模式進行貼現現金流量分析；及
- 其他金融資產及金融負債(不包括上述者)之公平值乃根據使用貼現現金流量分析之普遍採納定價模式釐定。

除下表所詳述者外，本公司董事認為綜合財務報表中已確認金融資產及金融負債之賬面值均與其公平值相若：

		2018 二零一八年		2017 二零一七年	
		Carrying Amount 賬面值 HK$'000 千港元	Fair Value 公平值 HK$'000 千港元	Carrying Amount 賬面值 HK$'000 千港元	Fair Value 公平值 HK$'000 千港元
Financial liabilities	**金融負債**				
Obligation under finance leases *(Note)*	融資租賃責任*(附註)*	1,350	1,350	31	31
Convertible notes	可換股票據	–	–	75,480	83,405

Note: The fair value of obligation under finance leases is estimated to be approximately HK$1,350,000 (2017: HK$31,000) using 12.74% discount rate based on bank interest rate for instalment loan.

附註： 按基於銀行分期貸款利率之12.74%貼現率計算，融資租賃責任之公平值估計約為1,350,000港元(二零一七年：31,000港元)。

5. FINANCIAL INSTRUMENTS (Continued)　5. 金融工具(續)

(c) Fair value of financial instruments (Continued)　(c) 金融工具之公平值(續)

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

下表載列於初步確認後按公平值計量之金融工具分析，並根據其公平值可觀察程度分為第1至第3級別：

		Level 1 第1級 HK$'000 千港元	Level 2 第2級 HK$'000 千港元	Level 3 第3級 HK$'000 千港元	Total 總計 HK$'000 千港元
At 31 December 2018	**於二零一八年十二月三十一日**				
Equity investments at FVTOCI	透過其他全面收益按公平值計算之股權投資	–	–	77,684	77,684
At 31 December 2017	於二零一七年十二月三十一日				
Other financial liabilities	**其他金融負債**				
Derivative financial liabilities	衍生金融負債	–	–	7,316	7,316

The equity investments at FVTOCI with carrying amount of approximately HK$77,684,000 (2017: N/A) was classified as level 3 measurement at 31 December 2018.

於二零一八年十二月三十一日，賬面值約為77,684,000港元(二零一七年：不適用)之透過其他全面收益按公平值計算之股權投資乃分類為第3級計量。

The fair values of the financial liabilities included in level 3 category above represented convertible notes which have been determined in accordance with generally accept pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

上文計入第3級類別的金融負債公平值指已根據普通採納定價模式並基於貼現現金流量分析釐定之可換股票據，其中最重要輸入數據為反映對手方信貸風險之貼現率。

There is no transfer into and out of level 3 for the year ended 31 December 2018 and 2017.

截至二零一八年及二零一七年十二月三十一日止年度，並無轉入或轉出第3級。

5. FINANCIAL INSTRUMENTS (Continued)

5. 金融工具(續)

(c) Fair value of financial instruments (Continued)

(c) 金融工具之公平值(續)

Financial assets under level 3 measurement

第3級計量之金融資產

Fair value estimation

公平值估計

The following table analysed the financial assets as at 31 December 2018 which are measured at fair value at the end of the reporting period into the three-level hierarchy.

下表分析於二零一八年十二月三十一日在報告期末在三個級別內按公平值計量之金融資產。

Financial assets 金融資產	Fair value 公平值 2018 HK$'000 千港元	Fair value hierarchy 公平值級別	Valuation techniques and key inputs 估值方法及主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據
Unlisted equity investments presented as equity investments measured at FVTOCI 呈列為透過其他全面收益按公平值計算之股權投資之非上市股權投資	77,684	Level 3 第3級	Discounted cash flow: projected cash flow and discount rate 貼現現金流量:預期現金流量及貼現率	Projected cash flow taking into account management's experience and the estimated terminal value *(note)* 已考慮管理層之經驗及估計終端價值之預期現金流量*(附註)*

Note: The higher the estimated terminal value, the higher the fair value. The higher the discount rate, the lower the fair value.

附註: 估計終端價值越追,公平值越高,而貼現率越高,公平值越低。

Sensitivity analysis

敏感度分析

The sensitivity analysis below has been determined based on the exposure to price risk at the end of financial period.

下列敏感度分析及基於財務期末所面對價格風險之程度而定。

If prices had been 5% higher/lower, the Group's other component of equity for the year ended 31 December 2017 would increase/decrease by approximately HK$3,884,000 as a result of the changes in fair value of equity investments at FVTOCI.

截至二零一七年十二月三十一日止年度,倘價格上升/下降5%,本集團之其他股權組成部分將增加/減少約3,884,000港元,原因為透過其他全面收益按公平值計算之股權投資之公平值變動。

5. FINANCIAL INSTRUMENTS (Continued)

5. 金融工具(續)

(c) Fair value of financial instruments (Continued)

(c) 金融工具之公平值(續)

Financial liabilities under level 3 measurement

第3級計量之金融負債

Fair value estimation

公平值估計

The fair values of the embedded derivatives in the convertible notes at 31 December 2017 are calculated using the Binomial Pricing Model. The inputs into the model are as follows:

於二零一七年十二月三十一日，可換股票據內嵌入式衍生工具的公平值乃使用二項式定價模式計算。輸入該模式之數據如下：

		31 December 2017 二零一七年 十二月三十一日	
Principal amount ('000)	本金金額(千元)	HK$1,000 1,000港元	US$10,000 10,000美元
Expected volatility (%)	預期波幅(%)	16.01	28.81
Expected life (years)	預期年期(年)	0.031	0.631
Expected dividend yield (%)	預期股息率(%)	0.00	0.00
Risk-free rate (%)	無風險率(%)	1.295	1.41
Share price (HK$)	股價(港元)	0.69	0.69

The Binomial Pricing Model requires the input of highly subjective assumptions, including the future share price, therefore the changes in subjective input assumptions can materially affect the fair value estimates.

二項式權定價模式需運用高度主觀之假設，包括未來股價，故此主觀輸入假設之變動可對公平值估計造成重大影響。

5. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value of financial instruments (Continued)

Financial liabilities under level 3 measurement (Continued)

Sensitivity analysis

For the year ended 31 December 2017, increase in share price of the Company by 10% would decrease the fair value of embedded derivatives in the convertible notes by approximately HK$3,668,000. Decrease in share price by 10% would increase the fair value of embedded derivatives in the convertible notes by approximately HK$3,203,000.

The following table presents the changes in convertible notes which are classified as level 3 instruments for the years ended 31 December 2018.

5. 金融工具(續)

(c) 金融工具之公平值(續)

第3級計量之金融負債(續)

敏感度分析

截至二零一七年十二月三十一日，本公司股價上升10%，將令可換股票據之嵌入式衍生工具公平值減少約3,668,000港元；股價下跌10%，將令可換股票據之嵌入式衍生工具公平值增加約3,203,000港元。

下表呈列截至二零一八年十二月三十一日止年度分類為第3級工具之可換股票據之變動。

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
At 1 January (originally stated)	於一月一日(如原來呈列)	7,316	7,006
Fair value change on derivative financial liabilities	衍生金融負債之公平值變動	2,438	310
Gain on derecognition of convertible note	終止確認可換股票據之收益	(9,754)	–
At 31 December	於十二月三十一日	–	7,316

6. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from 2017.

The capital structure of the Group consists of borrowings (comprising convertible notes, bank and other borrowings, guaranteed notes and bonds payable and obligation under finance leases) and equity (comprising share capital and reserves).

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital. The gearing ratio at the end of the reporting period was as follows:

6. 資本風險管理

本集團管理其資本以確保本集團將能夠繼續作持續經營,同時最大限度地通過債務和股本權益平衡的優化回報利益相關者。本集團的整體策略與二零一七年維持不變。

本集團的資本結構由借款(包括可換股票據、銀行及其他借貸、擔保票據及應付債券以及融資租賃責任)和股本權益(包括股本和儲備)組成。

本公司董事定期檢討資本架構。作為檢討一部分,本公司董事會考慮與各資本類別有關的資本成本和風險。在報告期末的資本負債率如下:

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Total borrowings:	借貸總額:		
Convertible notes *(note 33)*	可換股票據(*附註33*)	–	75,480
Bank and other borrowings *(note 36)*	銀行及其他借貸(*附註36*)	16,138	12,204
Guaranteed notes and bonds payable *(note 35)*	擔保票據及應付債券(*附註35*)	246,792	213,590
Obligation under finance leases *(note 30)*	融資租賃責任(*附註30*)	1,350	31
		264,280	301,305
Total equity	股本權益總額	962,227	978,211
Gearing ratio	資產負債率	27.5%	30.8%

7. REVENUE 7. 收入

		2018 二零一八年 HK$'000 千港元	2017 (Note) 二零一七年 (附註) HK$'000 千港元
Revenue from contracts with customers within the scope of HKFRS 15:	**香港財務報告準則第15號範圍內之客戶合約收益：**		
Disaggregated by major products or service lines	按主要產品或服務系列分開呈列		
– Natural health food	– 天然健康食品	249,795	323,856
– General healthcare services	– 一般健康護理服務	108,132	63,622
– Investment and sales of pharmaceutical products	– 醫藥產品投資與銷售	6,843	63,558
		364,770	451,036
Timing of revenue recognition	收入確認時間		
– Good transferred at a point in time	– 貨物於某一時間點轉移	255,647	384,624
– Services provided over time	– 服務隨時間提供	109,123	66,412
		364,770	451,036
Revenue from other sources:	**其他收入來源：**		
Interest income from investment and finance	投資及融資利息收入	12,265	23,897
		377,035	474,933

Note: The Group has initially applied HKFRS 15 using the cumulative effect method. Under this method, the comparative information is not restated and was prepared in accordance with HKAS 18 and HKAS 11.

附註： 本集團已採用累積影響法首次應用香港財務報告準則第15號。根據此方法，並無重列比較資料，並按照香港會計準則第18號及香港會計準則第11號編製。

All revenue contracts are for period of one year or less, as permitted by practical expedient under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

所有收益合約為期一年或一年以下，根據香港財務報告準則第15號允許的可行權宜方法，並未披露分配至該等未履行合約的交易價格。

8. OPERATING SEGMENTS

The Group manages its businesses by divisions which are organised by business lines. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following two reportable segments.

Health industry	–	included medical anti-aging and health preservation base, medical and healthcare industry investment management and natural health food business
Investment and finance	–	investing and financing activities

The Group's reportable segments are strategic business units that operate different activities. They are managed separately because each business has different markets and requires different marketing strategies.

Information about major customers

No individual customer contributed over 10% of the total revenue of the Group during the year ended 31 December 2018 (2017: 1 customer) as follows:

8. 營運分部

本集團根據業務流程組織管理業務組別。本集團以內部匯報資料給本集團最高行政管理人員用以分配資源及考核業績者一致的方式，呈報下列兩項可呈報分部。

健康產業	–	包括醫學抗衰老及養生基地、醫療及健康產業投資管理以及天然健康食品業務
投資及融資	–	投資及融資活動

本集團可呈報分部以營運不同活動為策略業務單元。彼等受個別管理，此乃由於各業務擁有不同市場，且要求不同市場策略。

主要客戶之資料

截至二零一八年十二月三十一日止年度，並無個別客戶貢獻本集團收益總額超過10%(二零一七年：1名客戶)，詳情如下：

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Customer A[1]	客戶A[1]	N/A不適用[2]	68,673

1 Revenue from natural health food business

2 The corresponding revenue did not contribute over 10% of the total revenue of the Group.

1 收入來自天然健康食品業務

2 所對應收入佔本集團收入總額未超過10%。

8. OPERATING SEGMENTS (Continued) 8. 營運分部(續)

Operating segment information is presented below:

營運分部資料呈列如下：

Segment revenues and results

分部收益及業績

	Health Industry 健康產業											
	Natural Health Food 天然健康食品		Medical Anti-aging and Health Preservation Base 醫學抗衰老及養生基地		Medical and Healthcare Industry Investment Management 醫療及健康產業投資管理		Sub-total 小計		Investment and Finance 投資及融資		Consolidated 綜合	
	2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Revenue 收入												
Revenue from external customer 來自外部客戶之收入	249,795	323,856	108,132	63,622	6,843	63,558	364,770	451,036	12,265	23,897	377,035	474,933
Results 業績												
Segment results for reportable segment 可呈報分部之分部業績	1,245	185	53,715	26,964	14,350	22,153	69,310	49,302	(31,788)	(21,398)	37,522	27,904
Bank interest income 銀行利息收入	2	3	2	16	1	2	5	21	1	3	6	24
Unallocated expenses, net* 未分攤開支，淨額*											(17,081)	(9,689)
Loss on deemed disposal of associate 視作出售聯營公司之虧損											(571)	–
Income tax expense 所得稅開支	(162)	(356)	(7,668)	(2,304)	(938)	(6,138)	(8,768)	(8,798)	-	–	(8,768)	(8,798)
Profit for the year 年度溢利											11,108	9,441

* Unallocated expenses mainly include certain depreciation on property, plant and equipment, general office expenses and unallocated employee benefit expenses.

* 未分攤開支主要包括物業、廠房及設備、一般辦公室開支及未分攤僱員福利開支之若干折舊。

8. OPERATING SEGMENTS (Continued) 8. 當運分部(續)

Segment asset and liabilities *分部資產及負債*

		Health Industry 健康產業											
		Natural Health Food 天然健康食品		Medical Anti-aging and Health Preservation Base 醫學抗衰老及養生基地		Medical and Healthcare Industry Investment Management 醫療及健康產業投資管理		Sub-total 小計		Investment and Finance 投資及融資		Consolidated 綜合	
		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Assets	**資產**												
Segment assets for reportable segments	可呈報分部之分部資產	98,834	78,737	1,134,356	1,080,982	46,293	25,520	1,279,483	1,185,239	72,115	136,489	1,351,598	1,321,728
Unallocated assets	未分攤之資產											16,120	50,509
Total assets	資產總額											1,367,718	1,372,237
Liabilities	**負債**												
Segment liabilities for reportable segments	可呈報分部之分部負債	53,865	31,364	44,409	43,689	11,966	5,829	110,240	80,882	283,485	301,386	393,725	382,268
Unallocated liabilities	未分攤之負債											11,766	11,758
Total liabilities	負債總額											405,491	394,026

8. OPERATING SEGMENTS (Continued)

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales during the Year (2017: Nil).

Segment results represent the profit earned/(the loss incurred) by each segment without allocation of corporate expenses, bank interest income and income tax expense.

For the purposes of monitoring segment performance and allocating resources between segments:

All assets are allocated to reportable segments other than unallocated corporate assets which mainly include property, plant and equipment, prepayments and deposits and corporate bank balances.

All liabilities are allocated to reportable segments other than unallocated corporate liabilities which mainly include accruals, deposits received and other payables.

Geographical information

In determining the Group's geographical information, revenue information is based on the location of the customers, and asset information is based on the location of the assets.

The Group's revenue from external customers and information about its non-current assets by geographical location are detailed below:

8. 營運分部(續)

上文呈報分部收入指來自外部客戶之收入。本年度沒有內部分部銷售(二零一七年:無)。

分部業績指各分部賺取之溢利/(產生之虧損),並未分攤企業開支、銀行利息收入及所得稅開支。

就監察分部表現及於分部間分攤資源而言:

除未分攤企業資產外(主要包括物業、機器及設備、預付款項及按金及企業銀行結餘)外,所有資產已分攤至可呈報分部。

除未分攤企業負債(主要包括應計款項、已收按金及其他預付款項)外,所有負債已分攤至可呈報分部。

地區資料

在決定本集團之地區資料時,收入資料由客戶所在地決定,資產資料則由資產所在地決定。

本集團來自外部客戶之收入及有關其非流動資產之資料的地域位置,詳情如下:

		Revenue from external customers 來自外部客戶之收入		Non-current assets* 非流動資產*	
		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
The People's Republic of China (the "PRC")	中華人民共和國(「中國」)	273,639	431,969	240,618	465,986
Hong Kong	香港	103,396	42,964	344,136	318,940

* Non-current assets excluded those relating to interests in associates and available-for-sale financial assets/equity investments at fair value through other comprehensive income.

* 非流動資產不包括有關於聯營公司之權益、待售金融資產/透過其他全面收益以公平值計算之股權投資。

8. OPERATING SEGMENTS (Continued) 8. 營運分部(續)

Other segment information 其他分部資料

		Health Industry 健康產業		Investment and Finance 投資及融資		Unallocated 未分配		Consolidated 綜合	
		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Depreciation of property, plant and equipment	物業、機器及設備折舊	14,229	8,474	–	–	–	–	14,229	8,474
Share of result of associates	攤佔聯營公司之業績	17,371	8,822	–	–	–	–	17,371	8,822
Interests in associates	於聯營公司之權益	223,789	211,272	–	–	–	–	223,789	211,272
Capital expenditure*	資本開支*	25,531	27,560	–	–	–	–	25,531	27,560

* Capital expenditure consists of addition to property, plant and equipment and assets acquired from acquisition of subsidiaries.

* 資本開支包括物業、機器及設備的添置及收購附屬公司的已收購資產。

9. OTHER INCOME 9. 其他收入

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Bank interest income	銀行利息收入	6	24
Dividend income from unlisted investments	非上市投資之股息收入	3,355	–
Others	其他	266	39
		3,627	63

10. FINANCE COST 10. 財務成本

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Interest on convertible notes *(note 33)*	可換股票據利息(*附註33*)	7,807	14,691
Interest on guaranteed notes and bonds payable *(note 35)*	擔保票據及應付債券利息(*附註35*)	28,766	25,894
Interest on bank and other borrowings	銀行及其他借貸利息	1,151	127
Interest on loan from associates	聯營公司借款利息	–	634
		37,724	41,346

11. PROFIT BEFORE INCOME TAX 11. 除所得稅前溢利

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Profit for the year has been arrived at after charging/(crediting):	年度溢利已扣除/(計入):		
Total staff costs including remuneration of the directors of the Group:	僱員成本總額(包括本集團董事薪酬):		
Salaries and other benefits	薪金及其他福利	17,064	14,658
Retirement benefit scheme contributions	退休福利計劃供款	1,014	808
		18,078	15,466
Auditors' remuneration for audit services	審核服務的核數師酬金	1,500	1,500
Auditors' remuneration for non-audit services	非審核服務的核數師酬金	330	50
Fair value changes on derivative financial liabilities	衍生金融負債公平值變動	2,438	310
Written-off of property, plant and equipment	撇銷物業、機器及設備	730	–
Cost of inventories recognised as expenses*	確認為開支之存貨成本*	247,584	382,864
Exchange loss, net	匯兌虧損淨額	149	1
Impairment losses/(reversal of impairment) of	以下各項減值虧損/(減值撥回)		
– trade receivables	一應收貿易款項	(30)	–
– other receivables	一其他應收款項	3,702	–
– loan to a shareholder	一借予股東貸款	(46)	–
Depreciation of property, plant and equipment	物業,機器及設備折舊	14,229	8,474
Operating lease rentals in respect of rented premises (excluding rented premise for director of the Company)	租用物業之經營租賃租金費用(不包括本公司董事的租用物業)	11,218	8,515

* Included in "Cost of sales" of the consolidated statement of profit or loss and other comprehensive income

* 已計入綜合損益及其他全面收益報表內之「銷售成本」

12. DIRECTORS', SENIOR MANAGEMENT'S AND EMPLOYEES' EMOLUMENTS

12. 董事、高級管理層及僱員酬金

(a) Directors' emoluments

Fees and other emoluments paid or payable to the directors of the Company for the years ended 31 December 2018 and 2017 were as follows:

(a) 董事酬金

截至二零一八年及二零一七年十二月三十一日止年度，已付或應付予本公司各董事之袍金及其他酬金如下：

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度：

		Fees 袍金 HK$'000 千港元	Salaries and allowances 薪金及津貼 HK$'000 千港元	Contributions to retirement benefit scheme 供款至退休福利計劃 HK$'000 千港元	Total 總額 HK$'000 千港元
Executive directors	**執行董事**				
Mr. Cheung Wai Kuen *(Chairman)*	張偉權先生*(主席)*	150	–	–	150
Mr. Cheng Hau Yan *(Deputy Chairman)*	鄭孝仁先生*(副主席)*	150	1,560	18	1,728
Mr. Ye Jiong Xian *(Chief Executive Officer)*	葉炯賢先生*(行政總裁)*	–	460	18	478
Non-executive directors:	**非執行董事**				
Mr. Hou Kaiwen *(note i)*	侯凱文先生*(附註i)*	–	–	–	–
Mr. Lin Jiang	林江先生	150	–	–	150
Independent non-executive directors:	**獨立非執行董事**				
Mr. Lam Chi Wing	林至潁先生	150	–	–	150
Mr. Mai Yang Guang	麥楊光先生	150	–	–	150
Mr. Wong Yiu Kit, Ernest *(note ii)*	黃耀傑先生*(附註ii)*	150	–	–	150
Total	**總額**	900	2,020	36	2,956

12. DIRECTORS', SENIOR MANAGEMENT'S AND EMPLOYEES' EMOLUMENTS (Continued)

12. 董事、高級管理層及僱員酬金(續)

(a) Directors' emoluments (Continued)

(a) 董事酬金(續)

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度:

		Fees 袍金 HK$'000 千港元	Salaries and allowances 薪金及津貼 HK$'000 千港元	Contributions to retirement benefit scheme 供款至退休福利計劃 HK$'000 千港元	Total 總額 HK$'000 千港元
Executive directors	**執行董事**				
Mr. Cheung Wai Kuen *(Chairman)*	張偉權先生*(主席)*	150	–	–	150
Mr. Cheng Hau Yan *(Deputy Chairman)*	鄭孝仁先生*(副主席)*	150	1,560	18	1,728
Mr. Ye Jiong Xian *(Chief Executive Officer)*	葉炯賢先生*(行政總裁)*	–	460	18	478
Non-executive directors:	**非執行董事**				
Mr. Bai Yinghai *(note iii)*	白英海先生*(附註iii)*	5	–	–	5
Mr. Hou Kaiwen *(note i)*	侯凱文先生*(附註i)*	–	–	–	–
Mr. Lin Jiang	林江先生	150	150	–	300
Independent non-executive directors:	**獨立非執行董事**				
Mr. Lam Chi Wing	林至頴先生	150	–	–	150
Mr. Mai Yang Guang	麥楊光先生	150	–	–	150
Mr. Wong Yiu Kit, Ernest *(note ii)*	黃耀傑先生*(附註ii)*	42	–	–	42
Mr. Yau Chi Ming *(note iv)*	丘志明先生*(附註iv)*	150	–	–	150
Total	總額	947	2,170	36	3,153

12. DIRECTORS', SENIOR MANAGEMENT'S AND EMPLOYEES' EMOLUMENTS (Continued)

(a) Directors' emoluments (Continued)

No emoluments were paid by the Group to the directors of the Company, its chief executive officer and senior management of the highest paid individuals as a discretionary bonus or an inducement to join or upon joining the Group or as compensation for loss of office during the years ended 31 December 2018 and 2017.

None of the directors of the Company and chief executive officer of the Company agreed to receive or waived any emoluments in the years ended 31 December 2018 and 2017.

The share-based payment represents the fair value of share options granted to the directors of the Company under the Company's share option scheme. The value of these share options is measured according to the Group's accounting policies for share-based payment transactions as set out in note 3.

No share option was held by directors as at 31 December 2018 and 2017. Details of the share award scheme are disclosed in note 38.

Notes:

(i) Mr. Hou Kaiwen was appointed as non-executive director of the Company with effect from 5 June 2017.

(ii) Mr. Wong Yiu Kit, Ernest was appointed as independent non-executive director of the Company with effect from 20 September 2017.

(iii) Mr. Bai Yinghai was resigned as non-executive director of the Company with effect from 5 June 2017.

(iv) Mr. Yau Chi Ming was resigned as independent non-executive director of the Company with effect from 1 July 2017.

12. 董事、高級管理層及僱員酬金(續)

(a) 董事酬金(續)

截至二零一八年及二零一七年十二月三十一日止年度,本集團概無支付任何薪酬予本公司董事、行政總裁及最高薪酬人士的高級管理層,以作為吸引加入本集團或於加入本集團時的酌情花紅或獎勵或作為離職的彌償。

本公司董事及行政總裁概無於截至二零一八年及二零一七年十二月三十一日止年度內同意收取或放棄收取任何酬金。

股權基礎支出指根據本公司購股權計劃授予本公司董事之購股權的公平值。該等購股權的價值根據附註3所載本集團股權基礎支出交易的會計政策計量。

董事於二零一八年及二零一七年十二月三十一日概無持有購股權。股份獎勵計劃詳情於附註38披露。

附註:

(i) 侯凱文先生已獲委任為非執行董事,自於二零一七年六月五日起生效。

(ii) 黃耀傑先生已獲委任為獨立非執行董事,自二零一七年九月二十日起生效。

(iii) 白英海先生已辭任本公司非執行董事,自二零一七年六月五日起生效。

(iv) 丘志明先生已辭任本公司獨立非執行董事,自二零一七年七月一日起生效。

12. DIRECTORS', SENIOR MANAGEMENT'S AND EMPLOYEES' EMOLUMENTS (Continued)

12. 董事、高級管理層及僱員酬金(續)

(b) Five highest paid employees

Of the five individuals with the highest emoluments in the Group, two (2017: two) were directors of the Company whose emoluments were included in note 12(a) above. The emoluments of the remaining three (2017: three) individuals were as follows:

(b) 五名最高薪酬僱員

在本集團五名最高薪酬僱員中,兩名(二零一七年:兩名)為本公司董事,其酬金資料載列於上文附註12(a)。餘下三名(二零一七年:三名)僱員之酬金如下:

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Salaries and other allowances	薪金及其他津貼	1,914	2,445
Contribution to retirement benefits scheme	供款至退休福利計劃	53	54
		1,967	2,499

Their emoluments were within the following bands:

彼等之酬金在以下範圍內:

		2018 二零一八年	2017 二零一七年
Nil to HK$1,000,000	零至1,000,000港元	3	2
HK$1,000,001 to HK$1,500,000	1,000,001港元至1,500,000港元	–	1

At the end of the reporting period, there was no forfeited contribution, which arose upon employees leaving the retirement benefits scheme and which are available to reduce the contribution payable in the futures years.

於報告期末,並無因僱員離開退休福利計劃而產生,且可用於減少未來年度應付供款的沒收貢獻。

13. INCOME TAX EXPENSE

13. 所得稅開支

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Income tax expense comprises	所得稅開支包括		
Current tax:	當期稅項:		
PRC Enterprise Income Tax	中國企業所得稅	**(449)**	(7,894)
Hong Kong Profits Tax	香港利得稅	**(7,230)**	–
Under-provision in prior year	上一年度撥備不足	**(881)**	(821)
Deferred tax	遞延稅項	**(208)**	(83)
		(8,768)	(8,798)

Hong Kong Profits Tax is calculated at 16.5% on the estimated assessable profit for the year ended 31 December 2017.

香港利得稅乃根據截至二零一七年十二月三十一日止年度之估計應課稅溢利按稅率16.5%計算。

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No.7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day.

於二零一八年三月二十一日,香港立法會通過《二零一七年稅務(修訂)(第7號)條例草案》(「條例草案」),引入利得稅兩級制。該條例草案於二零一八年三月二十八日經簽署成為法律,並於翌日刊憲。

Under the two-tiered profits tax rates regime, the first HK$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK$2 million will be taxed at 16.5%.

根據利得稅兩級制,合資格集團實體首2,000,000港元溢利的稅率為8.25%,而超過2,000,000港元溢利的稅率為16.5%。

Accordingly, starting from the year ended 31 December 2018, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK$2 million. The profits of group entities not qualified for the two-tiered profits tax rates regime continue to be taxed at a flat rate of 16.5%.

因此,自截至二零一八年十二月三十一日止年度起,合資格集團實體首2,000,000港元估計應課稅溢利及2,000,000港元以上的估計應課稅溢利乃分別按8.25%及16.5%稅率計算香港利得稅。不符合利得稅兩級制資格的集團實體之溢利繼續按16.5%劃一稅率計算。

Under the Law of the PRC on Enterprise Income Tax ("EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

根據中國企業所得稅法(「企業所得稅法」)及其實施條例,中國附屬公司的稅率自二零零八年一月一日起為25%。

13. INCOME TAX EXPENSE (Continued)

13. 所得稅開支(續)

The income tax expense for the year can be reconciled to the profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

本年度之所得稅開支與綜合損益及其他全面收益報表之除稅前溢利對賬如下：

		2018 二零一八年 HK$'000 千港元	2018 二零一八年 % %	2017 二零一七年 HK$'000 千港元	2017 二零一七年 % %
Profit before tax	除稅前溢利	19,876		18,239	
Tax at the Hong Kong Profits Tax rate of 16.5% (2017: 16.5%)	按香港利得稅稅率16.5%(二零一七年：16.5%)計算之稅項	(3,280)	(16.5)	(3,009)	(16.5)
Tax effect of share of result of associates	攤佔聯營公司之業績之稅務影響	3,990	20.0	1,456	8.0
Tax effect of income not taxable for tax purpose	就稅務而言毋須課稅收入之稅務影響	555	2.8	3,995	21.9
Tax effect of expenses not deductible for tax purpose	就稅務而言不可扣減開支之稅務影響	(7,235)	(36.4)	(6,395)	(35.1)
Tax effect of tax losses not recognised	未確認之稅項虧損之稅務影響	(1,519)	(7.6)	(1,057)	(5.8)
Tax effect of utilisation of tax losses previously not recognised	動用早前未確認稅項虧損之稅務影響	698	3.5	104	0.6
Under provision in prior year	過往年度撥備不足	(881)	(4.4)	(821)	(4.5)
Estimated tax effect of temporary differences	暫時差異的估計稅務影響	(208)	(1.0)	(83)	(0.4)
Income tax at concessionary rate	按優惠稅率計算之所得稅	495	2.5	–	–
Tax effect of different tax rates of subsidiaries operating in other jurisdictions	在其他司法權區經營的附屬公司不同稅率之稅務影響	(1,383)	(7.0)	(2,988)	(16.4)
Income tax expense	所得稅開支	(8,768)	(44.1)	(8,798)	(48.2)

14. DIVIDENDS

The directors of the Company do not recommend any payments of interim and final dividend for the year (2017: Nil).

14. 股息

本公司董事不建議就本年度派付任何中期及末期股息(二零一七年：無)。

15. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to owners of the Company is based on the following data:

15. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃按照下列數據計算：

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Earnings	*盈利*		
Earnings for the purpose of basic and diluted earnings per share (profit for the year attributable to owners of the Company)	用以計算每股基本及攤薄盈利之盈利(年度本公司擁有人應佔溢利)	2,160	1,422
Number of shares ('000)	*股份數目(千股)*		
Weighted average number of ordinary shares for the purpose of basic and diluted earnings per share	用以計算每股基本及攤薄盈利之普通股加權平均數	2,996,255	2,671,871

For the year ended 31 December 2017, the diluted earnings per share did not assume conversion of convertible notes since their assumed conversion had an anti-dilutive effect.

截至二零一七年十二月三十一日止年度，每股攤薄盈利並無假設可換股票據獲兑換，原因是其假設兑換具有反攤薄影響。

For the year ended 31 December 2018, there were no potential ordinary shares in issue.

截至二零一八年十二月三十一日止年度，並無潛在已發行普通股。

16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、機器及設備

		Leasehold improvements 租賃物業裝修 HK$'000 千港元	Office equipment 辦公室設備 HK$'000 千港元	Furniture and fixture 傢俬及裝置 HK$'000 千港元	Computer software 電腦軟件 HK$'000 千港元	Equipment under finance lease 融資租賃項下設備 HK$'000 千港元	Motor vehicle 汽車 HK$'000 千港元	Medical equipment 醫療設備 HK$'000 千港元	Construction in progress 在建工程 HK$'000 千港元	Total 總額 HK$'000 千港元
Cost:	**成本:**									
At 1 January 2017	於二零一七年一月一日	18,617	977	1,186	264	33	5,078	3,574	188,852	218,581
Additions	增加	4,421	543	11	1	33	–	1,334	14,603	20,946
Acquisition of subsidiaries *(note 41)*	收購附屬公司 *(附註41)*	1,388	–	464	–	–	–	4,762	–	6,614
Disposal of subsidiaries *(note 42(b))*	出售附屬公司 *(附註42(b))*	–	–	–	–	–	(861)	–	–	(861)
Written off	撇銷	–	(16)	–	–	(33)	–	–	–	(49)
Exchange alignment	匯兌調整	1,057	149	82	11	–	92	266	14,582	16,239
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	25,483	1,653	1,743	276	33	4,309	9,936	218,037	261,470
Additions	增加	2,353	34	1,262	–	–	1,949	17,419	2,514	25,531
Transfer to properties under development	轉撥至開發中物業	–	–	–	–	–	–	–	(209,174)	(209,174)
Written off	撇銷	(183)	(75)	(201)	–	–	–	(441)	–	(900)
Exchange alignment	匯兌調整	(653)	(8)	(57)	(8)	–	(48)	(204)	(11,377)	(12,355)
At 31 December 2018	**於二零一八年十二月三十一日**	**27,000**	**1,604**	**2,747**	**268**	**33**	**6,210**	**26,710**	**–**	**64,572**
Accumulated depreciation and impairment:	**累計折舊及減值:**									
At 1 January 2017	於二零一七年一月一日	8,503	698	487	196	28	1,651	480	–	12,043
Charge for the year	年度支出	4,289	711	267	9	8	956	2,234	–	8,474
Disposal of subsidiaries *(note 42(b))*	出售附屬公司*(附註42(b))*	–	–	–	–	–	(191)	–	–	(191)
Written off	撇銷	–	(16)	–	–	(33)	–	–	–	(49)
Exchange alignment	匯兌調整	853	70	33	–	–	34	55	–	1,045
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	13,645	1,463	787	205	3	2,450	2,769	–	21,322
Charge for the year	年度支出	4,243	226	314	23	7	936	8,480	–	14,229
Written off	撇銷	(52)	(5)	(2)	–	–	–	(111)	–	(170)
Exchange alignment	匯兌調整	(310)	(131)	(91)	(5)	–	(33)	(345)	–	(915)
At 31 December 2018	**於二零一八年十二月三十一日**	**17,526**	**1,553**	**1,008**	**223**	**10**	**3,353**	**10,793**	**–**	**34,466**
Carrying amounts:	**賬面值:**									
At 31 December 2018	**於二零一八年十二月三十一日**	**9,474**	**51**	**1,739**	**45**	**23**	**2,857**	**15,917**	**–**	**30,106**
At 31 December 2017	於二零一七年十二月三十一日	11,838	190	956	71	30	1,859	7,167	218,037	240,148

16. PROPERTY, PLANT AND EQUIPMENT (Continued)

Leased assets

Motor vehicles with carrying amount of approximately HK$1,851,000 were carried under a finance lease (refer the note 31 for further details).

16. 物業、機器及設備(續)

租賃資產

汽車的賬面值約為1,851,000港元,乃根據融資租賃列賬(進一步詳情請參閱附註31)。

17. INTANGIBLE ASSETS

17. 無形資產

		Land development right 土地開發權 HK$'000 千港元	Trademark 商標 HK$'000 千港元	Total 總計 HK$'000 千港元
At 1 January 2017	於二零一七年一月一日	122,150	–	122,150
Acquisition of subsidiaries *(note 41)*	收購附屬公司 *(附註41)*	–	89,900	89,900
Exchange alignment	匯兑調整	9,045	–	9,045
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	131,195	89,900	221,095
Exchange alignment	匯兑調整	(6,807)	–	(6,807)
At 31 December 2018	於二零一八年十二月三十一日	124,388	89,900	214,288

The land development right was acquired by the Company through the acquisition of 100% equity interests of Harvest Luck Investment Limited ("Harvest Luck") during the year ended 31 December 2016. The management of the Group considered that the legal rights of the land development rights is capable of being renewed indefinitely at insignificant cost and it is expected to generate positive cash flows indefinitely. The development rights will not be amortised until its useful life is determined to be finite upon reassessment of its useful life annually by the management. Instead, it will be tested for impairment and whenever there is an indication that it may be impaired.

土地開發權乃本公司於截至二零一六年十二月三十一日止年度收購吉盛投資有限公司(「吉盛」)100%股權而獲得。本集團管理層認為,土地開發權的合法權利可按極低成本無限期地予以重續且預期會無限期地產生正現金流。管理層於每年重新評估開發權可使用年期時倘釐定為有限時,方予以攤銷,惟開發權在有跡象顯示可能已減值時將作減值測試。

17. INTANGIBLE ASSETS (Continued)

The trademark was acquired by the Company through the acquisition of 100% equity interests of Golden Time Ventures Limited ("Golden Time Ventures") during the year ended 31 December 2017. The management of the Group considered that the trademark is expected to generate positive cash flows indefinitely and therefore it has indefinite useful lives. The trademark will not be amortised until its useful life is determined to be finite upon reassessment of its useful life annually by the management. Instead, it will be tested for impairment and whenever there is an indication that it may be impaired.

Impairment testing of intangible assets

For the purpose of impairment testing, intangible asset has been allocated to the following CGU. The carrying amount of intangible asset (net of accumulated impairment losses) at 31 December 2018 and 2017 was allocated as follow:

17. 無形資產(續)

截至二零一七年十二月三十一日止年度，本公司透過收購金泰創投有限公司(「金泰創投」)的100%股權取得商標。本集團管理層認為，商標將無限期地產生正面現金流量，故具有無限可使用年期。管理層於每年重新評估商標可使用年期時倘釐定為有限時，方將其予以攤銷，惟須在有跡象顯示可能已減值時作減值測試。

無形資產減值測試

為進行減值測試，無形資產已分配至以下現金產生單位。於二零一八年及二零一七年十二月三十一日，無形資產之賬面值(扣除累計減值虧損)分配如下：

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Health industry	健康產業	**214,288**	221,095

For impairment testing, please refer to note 18 for details.

有關減值測試詳情請參閱附註18。

18. GOODWILL

18. 商譽

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Cost	**成本**		
At 1 January	於一月一日	229,010	53,382
Acquisition of subsidiaries *(note 41)*	收購附屬公司*(附註41)*	–	229,010
Disposal of subsidiaries *(note 42(b))*	出售附屬公司*(附註42(b))*	–	(53,382)
At 31 December	於十二月三十一日	229,010	229,010
Accumulated impairment losses	**累計減值虧損**		
At 1 January and 31 December	於一月一日及十二月三十一日	–	–
Carrying amounts	**賬面值**		
At 31 December	於十二月三十一日	229,010	229,010

Impairment testing of goodwill

For the purpose of impairment testing, goodwill has been allocated to the following CGU. The carrying amount of goodwill (net of accumulated impairment losses) at 31 December 2018 and 2017 was allocated as follow:

商譽減值測試

為進行減值測試，商譽已分配至以下現金產生單位。於二零一八年及二零一七年十二月三十一日，商譽之賬面值(扣除累計減值虧損)分配如下：

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Health industry	健康產業	229,010	229,010

18. GOODWILL (Continued)

Health industry

The recoverable amount of the "Medical Anti-aging and Health Preservation Base" segment as a CGU is determined based on a value-in-use calculation which uses cash flow projections based on financial budgets approved by the directors of the Company covering a five-year period, and a pre-tax discount rate of 13.80% per annum (2017: 12.21%). Cash flows beyond that five-year period have been extrapolated using a terminal growth rate of relevant industries. This growth rate is based on the relevant industry growth forecasts and does not exceed the average long-term growth rate for the relevant industry. Key assumptions included gross margin and discount rate which were determined by valuer and confirmed by the directors of the Company based on past performance and its expectation for market development. The values assigned to key assumptions are based on historical experience, current market condition, approved forecasts and consistent with external information sources. The directors of the Company believe that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the carrying amount of the goodwill generated from the relevant CGU exceed the aggregated its recoverable amount.

The valuation of the intangible assets and goodwill that allocated to Health Industry CGU was prepared based on a 5-year projection. The growth rates used are based on the estimated growth rate of each unit taking into account the industry growth rate, past experience and the medium or long term growth target of medical beauty business. Profit margins were estimated with reference to the latest financial performance of Golden Time Ventures and its subsidiaries. Capital expenditure for the 5-years projection were forecasted based on management's experience and future business development under the current operation conditions. The terminal growth rate of the Health Industry CGU is 3%.

Based on the value in use calculation determined by the management and independent valuer, the recoverable amount of Health Industry CGU exceeded its carrying amounts of goodwill and intangible assets allocated to CGU, no provision for impairment was recognised during both years.

The management believes that any reasonable possible change in any of these valuation assumptions would not cause the aggregate recoverable amount exceed its carrying amount of CGU.

18. 商譽(續)

健康產業

作為現金產生單位的「醫學抗衰老及養生基地」分部的可收回金額乃按使用價值計算基準釐定,當中運用現金流量預測,乃基於本公司董事所批准的五年期財務預算,其稅前貼現率每年13.80%(二零一七年:12.21%)。超過該五年期的現金流量採用相關行業終極增長率。該增長率乃基於相關行業增長預測及不超過相關行業的平均長期增長率。主要假設包括由估值師基於過往表現及其對市場發展的預期所釐定並經本公司董事確認的毛利率及貼現率。賦予主要假設的數值乃基於過往經驗、目前市況、經批准的預測及與外部資料來源的一致性。本公司董事相信,在計算可收回金額所依據的主要假設任何合理可能變動,將不會導致相關現金產生單位的商譽賬面金額值超過其可收回金額總額。

分配至健康產業現金產生單位之無形資產及商譽之估值乃按照五年期預測編製。該增長率按每單位的估計增長率釐定,並經考慮行業增長率、過往經驗及醫學美容業務之中或長期增長目標。參考金泰創投及其附屬公司最近期之財務表現,利潤率予以估計。五年期預測之資本開支乃依據管理層之經驗及在現行營運狀況下未來業務發展預計得出。健康產業現金產生單位之終端增長率為3%。

基於管理層及獨立估值師釐定之使用價值,健康產業現金產生單位之可收回金額超出已分配至現金產生單位之商譽及無形資產之賬面值,故兩個年度均並無確認減值撥備。

管理層相信,任何此等估值假設之任何合理可能變動將不會致令總可收回金額超出商譽之賬面值。

19. INTERESTS IN ASSOCIATES

19. 於聯營公司之權益

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Interests in associates, included in non-current assets:	於聯營公司之權益，包括在非流動資產：		
Share of net assets	攤佔淨資產	**108,922**	96,405
Goodwill on acquisition recognised by the Group	本集團確認收購產生的商譽	**114,867**	114,867
Interests in associates	於聯營公司之權益	**223,789**	211,272
Dividend from the associate during the year	年內聯營公司股息	**1,325**	2,650

Notes:

(a) On 14 November 2017, the Group acquired 49% equity interests in Shenzhen Wanqi Marine Bio Tech Company Limited ("Shenzhen Wanqi") at consideration of HK$90,025,000.

(b) In May 2017, the equity interests of Allad Ophthalmology Group with carrying amount of approximately HK$17,124,000 was disposed through the disposal of a Group's partially-owned subsidiary, Zhao Long International Management Group Limited ("Zhao Long BVI") (note 42(b)).

(c) On 1 August 2018, Dragon Pride Enterprises Limited ("Dragon Pride"), an associate of the Group, issued shares to independent third parties in relation to acquisition of two subsidiaries, which result the Group's interests in Dragon Pride were diluted from 26.5% to 24.4%. A loss on deemed disposal of approximately HK$571,000 was recognised in the consolidated statement of profit or loss.

附註：

(a) 於二零一七年十一月十四日，本集團收購深圳市萬騏海洋生物科技有限公司(「深圳萬騏」)之49%股權，代價為90,025,000港元。

(b) 於二零一七年五月，奧理德視光集團賬面值約為17,124,000港元之股權通過出售本集團部分擁有之附屬公司Zhao Long International Management Group Limited(「Zhao Long BVI」)而出售(附註42(b))。

(c) 於二零一八年八月一日，本集團聯營公司傲龍企業有限公司(「傲龍」)就收購兩間附屬公司向獨立第三方發行股份，導致本集團於傲龍的權益由26.5%攤薄至24.4%。視作出售之虧損約571,000港元於綜合損益表確認。

19. INTERESTS IN ASSOCIATES (Continued)

19. 於聯營公司之權益(續)

Details of the Group's associates, which are held indirectly by the Company at the end of reporting period, are as follows:

本公司間接持有之本集團聯營公司於報告期末的詳情如下：

Name of associate 聯營公司名稱	Form of business and structure 業務組建形式	Place of incorporation 註冊成立地點	Class of registered capital held 所持註冊股本類別	Proportion of ownership interest and voting rights interest held by the Group 本集團所持所有權權益及投票權比例	Principal activities 主要業務
Guangdong Fengyuan Huake Bio Tech Company Limited* 廣東豐源華科生物科技有限公司	Incorporated 註冊成立	The PRC 中國	Registered capital 註冊股本	22.72%	Research, development and manufacturing of pharmaceutical products 研究，發展和製造醫藥產品
Yangxi Fengyuan Huake Agriculture Integrated Development Company Limited* 陽西豐源華科農業綜合開發有限公司	Incorporated 註冊成立	The PRC 中國	Registered capital 註冊股本	22.72%	Research, development and manufacturing of pharmaceutical products 研究，發展和製造醫藥產品
Shanyang Fengyuan Huake Bio Tech Limited* 山陽豐源華科生物科技有限公司	Incorporated 註冊成立	The PRC 中國	Registered capital 註冊股本	22.72%	Research, development and manufacturing of pharmaceutical products 研究，發展和製造醫藥產品
Shenzhen Wanqi Marine Bio Tech Company Limited* 深圳市萬騏海洋生物科技有限公司	Incorporated 註冊成立	The PRC 中國	Registered capital 註冊股本	49.00%	Research, development and manufacturing of pharmaceutical products 研究，發展和製造醫藥產品
Dragon Pride Enterprises Limited 傲龍企業有限公司	Incorporated 註冊成立	The British Virgin Islands 英屬維爾京群島	Registered 註冊	24.40%	Investment holding 投資控股
JP Partners Medical Centre Limited 莊柏醫務中心有限公司	Incorporated 註冊成立	Hong Kong 香港	Ordinary 普通股	24.40%	Provision of medical services 提供醫療服務
JP Partners Medical Limited 莊柏醫療有限公司	Incorporated 註冊成立	Hong Kong 香港	Ordinary 普通股	24.40%	Provision of medical services 提供醫療服務
Grand Glacier Group Limited 浩川集團有限公司	Incorporated 註冊成立	The British Virgin Islands 英屬維爾京群島	Registered 註冊	24.40%	Provision of medical services 提供醫療服務
The Grand HD Endoscopy Centre Limited 高清腸胃內視鏡中心有限公司	Incorporated 註冊成立	Hong Kong 香港	Ordinary 普通股	24.40%	Provision of medical services 提供醫療服務
Endoscopy Centre for Stomach Cancer and Colon Cancer Limited 胃癌腸癌內視鏡中心有限公司	Incorporated 註冊成立	Hong Kong 香港	Ordinary 普通股	24.40%	Provision of medical services 提供醫療服務

* *For identification purpose only*

* *僅供識別*

19. INTERESTS IN ASSOCIATES (Continued)

19. 於聯營公司之權益(續)

Material associate disclosures

The following table illustrates the summarised financial information of the material associate and have been adjusted to reflect the fair values of identifiable assets and liabilities at the completion dates of acquisition by the Group, and reconciled to the carrying amount in the consolidated financial statements:

重大聯營公司披露

下列列示重大聯營公司的財務資料概要，並已作調整以反映於本集團完成收購當日可識別資產及負債之公平值，並與綜合財務報表之賬面值對賬：

Shenzhen Wanqi

深圳萬騏

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Non-current assets	非流動資產	284	–
Current assets	流動資產	33,544	17,226
Current liabilities	流動負債	(1,946)	(1,987)
Net assets attributable to shareholders of the associates	聯營公司股東應佔淨資產	31,882	15,239
Reconciliation to the Group's investments in the associates	**與本集團於聯營公司的投資對賬**		
Proportion of the Group's ownership interest in the Shenzhen Wanqi	本集團於深圳萬騏之擁有權權益比例	49.0%	49.0%
Group's share of net assets of the associates, excluding goodwill	本集團攤佔聯營公司淨資產，不包括商譽	15,622	7,467
Goodwill on acquisition recognised by the Group	本集團確認收購產生的商譽	82,714	82,714
Carrying amount of the Group's interests in the Shenzhen Wanqi	本集團於深圳萬騏權益之賬面值	98,336	90,181

There is no commitment and contingent liability under the associates.

聯營公司沒有承擔及或然負債。

19. INTERESTS IN ASSOCIATES (Continued) 19. 於聯營公司之權益(續)

Material associate disclosures (Continued) 重大聯營公司披露(續)

Shenzhen Wanqi (Continued) *深圳萬騏(續)*

Other disclosures **其他披露**

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Revenue	收入	**22,184**	10,429
Profit for the period	期間溢利	**14,245**	1,039
Profit for the period attributable to shareholders of the associate	聯營公司股東應佔期間溢利	**14,245**	1,039
Other comprehensive (expense)/income for the period	期間其他全面(開支)/收益	**(1,104)**	42
Other comprehensive (expense)/income for the period attributable to shareholders of the associates	聯營公司股東應佔期間其他全面(開支)/收益	**(1,104)**	42
Share of the associates' profit for the period	攤佔聯營公司期間溢利	**6,980**	509
Share of the associates' other comprehensive (expense)/income for the year	攤佔聯營公司年度其他全面(開支)/收益	**(541)**	21

19. INTERESTS IN ASSOCIATES (Continued) 19. 於聯營公司之權益(續)

Material associate disclosures (Continued) 重大聯營公司披露(續)

Fengyuan Group *豐源集團*

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Current assets	流動資產	**206,457**	191,615
Non-current assets	非流動資產	**27,372**	29,654
Current liabilities	流動負債	**(82,968)**	(70,757)
Net assets	淨資產	**150,861**	150,512
Less: Non-controlling interests	減：非控股權益	**(7,965)**	(7,947)
Net assets attributable to shareholders of the associates	聯營公司股東應佔淨資產	**142,896**	142,565
Reconciliation to the Group's investments in the associates	**與本集團於聯營公司的投資對賬**		
Proportion of the Group's ownership interest in the Fengyuan Group	本集團於豐源集團之擁有權權益比例	**22.72%**	22.72%
Group's share of net assets of the associates, excluding goodwill	本集團攤佔聯營公司的淨資產，不包括商譽	**32,466**	32,391
Goodwill on acquisition recognised by the Group	本集團確認收購產生的商譽	**17,943**	17,943
Other reconciling items *(note (i))*	其他協調項目*(附註(i))*	**52,443**	51,737
Carrying amount of the Group's interests in the Fengyuan Group	本集團於豐源集團權益之賬面值	**102,852**	102,071

Notes:

(i) Other reconciling items mainly represented (i) additional capital injection attributable by the Group in 2016 and (ii) exchange differences on translating foreign operations.

(ii) There is no commitment and contingent liabilities under the associates.

附註：

(i) 其他協調項目主要為(i)本集團於二零一六年應佔額外資金注資及(ii)換算海外業務匯兑差額。

(ii) 聯營公司沒有承擔及或然負債。

19. INTERESTS IN ASSOCIATES (Continued) 19. 於聯營公司之權益(續)

Material associate disclosures (Continued) 重大聯營公司披露(續)

Fengyuan Group (Continued) *豐源集團(續)*

Other disclosures 其他披露

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Revenue	收入	62,969	60,714
Profit for the year	年度溢利	34,006	24,746
Profit for the year attributable to shareholders of the associate	聯營公司股東應佔年度溢利	27,461	23,439
Other comprehensive (expense)/income for the year	年度其他全面(開支)／收益	(8,367)	7,307
Other comprehensive (expense)/income for the year attributable to shareholders of the associates	聯營公司股東應佔年度其他全面(開支)／收益	(8,345)	6,921
Share of the associates' profit for the year	攤佔聯營公司年度溢利	6,239	5,622
Share of the associates' other comprehensive (expense)/income for the year	攤佔聯營公司年度其他全面(開支)／收益	(1,896)	1,660

19. INTERESTS IN ASSOCIATES (Continued)

19. 於聯營公司之權益(續)

Disclosure on other associates that are not individually material

The following tables illustrate the aggregate financial information of the Group's associates that are not individually material:

個別而言並不重大的聯營公司之披露

下表列示本集團聯營公司並非個別重大的財務資料：

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Share of the associates' profit for the year	攤佔聯營公司年度溢利	**4,152**	2,691
Share of the associates' other comprehensive expense for the year	攤佔聯營公司年度其他全面開支	**–**	–
Share of net assets of the associates, that are not individually material excluding goodwill recognised by the Group	攤佔個別而言並不重大的聯營公司淨資產，不包括本集團確認的商譽	**8,391**	4,810
Goodwill on acquisition recognised by the Group	本集團確認收購產生的商譽	**14,210**	14,210
Carrying amount of the Group's interests in the associates that are not individually material	本集團於個別而言並不重大的聯營公司的權益之賬面值	**22,601**	19,020

20. INTERESTS IN JOINT VENTURES 20. 於合營企業之權益

Details of the Group's interest are as follows:

本集團權益詳情如下：

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Cost of investments in joint ventures	於合營企業投資之成本		
Unlisted outside Hong Kong	於香港境外非上市	73,235	73,235
Amounts due from joint ventures	應收合營企業款項	60,330	60,330
		133,565	133,565
Impairment loss recognised	已確認減值虧損	(133,565)	(133,565)
		–	–

Details of the Group's joint ventures, which are held indirectly by the Company at the end of reporting period, are as follows:

本公司間接持有之本集團合營企業於報告期末之詳情如下：

Name of joint venture 合營企業名稱	Form of business and structure 業務組建形式	Place of incorporation 註冊成立地點	Class of shares held 所持股份類別	Proportion of ownership interest and voting rights held by the Group 本集團所持所有權權益及投票權比例	Principal activities 主要業務
Golden Royce Investment Limited 金萊斯投資有限公司	Incorporated 註冊成立	Hong Kong 香港	Ordinary 普通股	40%	Dormant 暫無營業

21. EQUITY INVESTMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME/AVAILABLE-FOR-SALE FINANCIAL ASSETS

21. 透過其他全面收益按公平值計算之股權投資/待售金融資產

Equity investments at fair value through other comprehensive income

As at 31 December 2018, the Group's equity investments at FVTOCI represent investment in unlisted equity investment outside Hong Kong which is not held for trading, and the Group was irrevocably elected at initial recognition in this category. This is a strategic investment and the Group consider this classification is more relevant.

透過其他全面收益按公平值計算之股權投資

於二零一八年十二月三十一日，本集團透過其他全面收益按公平值計算之股權投資指於並非持作買賣且於香港境外的非上市股權投資之投資，且本集團已不可撤回地選擇於此類別初始確認。此為策略投資，而本集團認為此類別更為相關。

		HK$'000 千港元
Balance at 31 December 2017, as originally presented	**於二零一七年十二月三十一日之結餘(按原來呈列)**	–
Change in accounting policy	會計政策變動	
– Reclassify from available-for-sale financial assets to equity investments at FVTOCI	一由待售重新分類至透過其他全面收益按公平值計算之股權投資	76,395
– Initial application of HKFRS 9	一首次應用香港財務報告準則第9號	(778)
Balance at 1 January 2018, as restated	**於二零一八年一月一日之結餘(如重列)**	75,617
Fair value gain on revaluation recognised in other comprehensive income	於其他全面收益確認的重估公平值收益	2,067
Balance at 31 December 2018	**於二零一八年十二月三十一日之結餘**	77,684

(a) *Available-for-sale financial assets*

As at 31 December 2017, the Group's AFS with carrying amount of approximately HK$76,395,000 represents investments in unlisted equity investment which are carried at cost less impairment.

On disposal of these equity investments, any related balance within the FVTOCI reserve is reclassified to retained earnings. Note 2 explains the change of accounting policy and the reclassification of certain equity investments from available-for-sale financial assets to equity instruments at fair value through other comprehensive income. Note 3 sets out the accounting policies.

(a) *待售金融資產*

於二零一七年十二月三十一日，本集團待售的賬面值金額約76,395,000港元指於按成本扣除減值列賬非上市股權投資之投資。

於出售該等股權投資時，任何於透過其他全面收益按公平值計算儲備內之相關結餘重新分類至保留溢利。附註2解釋會計政策變動及若干股權投資由待售金融資產重新分類至透過其他全面收益按公平值計算之股權工具。附註3載列會計政策。

22. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

22. 按金、預付款項及其他應收款項

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Deposits	按金	3,767	3,443
Prepayments *(note i)*	預付款項*(附註i)*	181,818	187,985
Other receivables *(note ii)*	其他應收款項*(附註ii)*	68,341	28,645
		253,926	220,073
Less: Allowance for credit losses	減：信貸虧損撥備	(7,310)	–
		246,616	220,073
Analysed for reporting purposes as:	為報告目的所作的分析：		
Non-current	非即期	111,350	94,673
Current	即期	135,266	125,400
		246,616	220,073

The directors of the Company consider that carrying amounts of deposits paid and other receivables approximate to their fair values.

本公司董事認為已付按金及其他應收款項之賬面值與其公平值相若。

Notes:

(i) The prepayments mainly comprised of (i) prepaid land cost situated at Luofu Mountain in Guangdong Province of approximately HK$20,491,000, (ii) prepaid construction and development costs for Luofu Mountain projects of approximately HK$90,859,000 and (iii) prepaid cost for procurement of raw material and finished goods for health industry business of approximately HK$59,112,000 (2017: HK$21,613,000, HK$73,060,000 and HK$75,435,000 respectively).

(ii) As at 31 December 2018, the other receivables mainly comprised of advance payment to suppliers and distributors related to medical anti-aging business and healthcare industry investment business of approximately HK$56,770,000 (2017: HK$19,548,000).

附註：

(i) 預付款項主要包括(i)位於廣東省羅浮山的預付土地成本約20,491,000港元；(ii)羅浮山項目的建築及開發成本約為90,859,000港元；及(iii)就健康產業業務採購原材料及製成品之預付款約59,112,000港元(二零一七年：分別為21,613,000港元、73,060,000港元及75,435,000港元)。

(ii) 於二零一八年十二月三十一日，其他應收款項主要包括就醫學抗衰老業務及健康產業投資業務向供應商及分銷商支付的預付款項約56,770,000港元(二零一七年：19,548,000港元)。

22. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

22. 按金、預付款項及其他應收款項(續)

Movement in the loss allowance account in respect of deposits and other receivables during the year is as follows:

年內按金及其他應收款項之虧損撥備賬變動如下:

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Balance at 1 January, originally stated	於一月一日之結餘(如原來呈列)	–	–
Initial application of HKFRS 9 *(note 2)*	首次應用香港財務報告準則第9號*(附註2)*	3,608	–
Balance at 1 January, as restated	於一月一日之結餘(如重列)	3,608	–
Impairment losses recognised during the year	年內已確認減值虧損	3,702	–
Balance at 31 December	於十二月三十一日之結餘	7,310	–

Details of allowance for expected credit losses assessment for the year ended 31 December 2018 are set out in note 5(b).

截至二零一八年十二月三十一日止年度,預期信貸虧損評估之撥備詳情載於附註5(b)。

Included in the above allowance for credit losses on other receivables of approximately HK$4,497,000 (2017: HK$Nil) was individually impaired other receivables relate to debtor that were in default or delinquency in payments and only a portion of the receivables is expected to be recovered. The carrying amounts of other receivables approximate their fair values.

於上述其他應收款項信貸虧損撥備中包括約4,497,000港元(二零一七年:零港元)。個別已減值之其他應收款項乃與失責或拖延付款之債務人有關,且預計只有部分應收款項可以收回。其他應收款項之賬面值與其公平值相若。

23. TRADE RECEIVABLES

23. 應收貿易款項

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Trade receivables	應收貿易款項	**31,388**	12,771
Less: Allowance for credit losses	減：信貸虧損撥備	**(37)**	–
		31,351	12,771

The Group generally allows an average credit period ranging from 30 to 90 days (2017: 30 to 90 days) to its trade customers. The following is an aged analysis of trade receivables (net of allowance for doubtful debts), at the end of the reporting period:

本集團一般允許其貿易客戶介乎30至90日(二零一七年：30至90日)的平均信貸期。應收貿易款項(扣除呆賬撥備)於報告期末之賬齡分析如下：

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
0 to 30 days	0至30日	**2,575**	12,352
31 to 60 days	31至60日	**14,832**	–
61 to 90 days	61至90日	**9,288**	–
91 to 120 days	91至120日	**34**	–
121 to 180 days	121至180日	**4,622**	62
181 to 365 days	181至365日	**–**	251
Over 365 days	365日以上	**–**	106
		31,351	12,771

Loss allowance of approximately HK$37,000 have been recognised for trade receivables as at 31 December 2018 (2017: HK$ Nil).

於二零一八年十二月三十一日，已就應收貿易款項確認虧損撥備約37,000港元(二零一七年：零港元)。

The Group maintains a defined credit policy to assess the credit quality of each counterparty. The collection is closely monitored to minimise any credit risk associated with these trade receivables.

本集團已制訂明確之信貸政策，以評估每名交易對手之信貸質素。本集團密切監察收款情況，務求盡量減低有關該等應收貿易款項之信貸風險。

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group or with sound financial background. For any significant amounts past due, the Group would actively seek repayment from the debtors and the Group would enforce its legal right to the contractually due amount when considered necessary. There have been no disputes over the balances due from these customers, therefore the balances are considered fully recoverable. The Group does not hold any collateral over these balances.

逾期但未減值的應收款項與眾多與本集團保持良好往績記錄或擁有穩建財務背景的獨立客戶有關。對於逾期的大筆款項，本集團將積極向債務人追討欠款，而本集團在必要時會對合約到期款項執行其法律權利。由於並無就該等應收客戶結餘引起糾紛，故該等結餘被視為可全數收回。本集團並無就該等結餘持有任何抵押品。

23. TRADE RECEIVABLES (Continued)

23. 應收貿易款項(續)

Movement in the loss allowance account in respect of trade receivables during the year is as follows:

本年度有關貿易應收款項的虧損撥備賬變動如下：

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Balance at 31 December	於十二月三十一日之結餘	–	–
Initial application of HKFRS 9	首次應用香港財務報告準則第9號	67	–
Balance at 1 January, as restated	於一月一日之結餘（如重列）	67	–
Impairment losses reversed during the year	本年度減值虧損撥回	(30)	–
Balance at 31 December	於十二月三十一日之結餘	37	–

Details of impairment assessment under expected credit loss model of trade receivables for the year ended 31 December 2018 set out in note 5.

截至二零一八年十二月三十一日止年度，根據預期信貸虧損模式，應收貿易款項之減值評估詳情載於附註5。

24. INVENTORIES

24. 存貨

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Finished goods	製成品	29,062	5,092

The directors of the Company have assessed the net realisable values and condition of the Group's inventories as at 31 December 2018 and have considered no write-down of obsolete inventories to be made (2017: HK$Nil).

本公司董事已對於二零一八年十二月三十一日本集團存貨之可變現淨值及其狀況作出評估，認為毋須撇減陳舊存貨（二零一七年：零港元）。

25. PROPERTIES UNDER DEVELOPMENT

25. 開發中物業

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Properties under development comprised of: – Construction costs and capitalised expenditures	開發中物業包括： – 建築成本及已資本化開支	209,174	–

During the year ended 31 December 2018, the Group reviewed and reassessed the project in Luofu Mountain, the PRC, and concluded that properties are intended for sale after completion of development and will be completed in normal operating cycle. The management of the Group considered that there was a change in use for those properties based on the latest development plan and were therefore reclassified from construction in progress under property, plant and equipment.

截至二零一八年十二月三十一日止年度，本集團已審閱及重新評估中國羅浮山的項目，並決定物業擬於開發完成後作銷售用途，且將於日常營運周期內完成。本集團管理層認為，根據最新發展計劃，該等物業之用途有所改變，故自物業、機器及設備項下的在建工程重新分類。

26. LOAN TO A SHAREHOLDER

26. 借予股東貸款

On 27 September 2012, the Company, as lender, entered into a loan agreement with Champion Dynasty Limited ("Champion Dynasty"), as borrower, and Mr. Cheung Wai Kuen, as an individual guarantor, and Guangdong Allad Commercial Development Company Limited* (廣東奧理德商業發展有限公司), as a corporate guarantor, to grant a three-year revolving loan facility of up to HK$220,000,000 to Champion Dynasty at an interest rate of HIBOR plus 2.5% per annum. The loan was carried with the term of repayable on demand clause.

於二零一二年九月二十七日，本公司(作為貸方)與Champion Dynasty Limited(「Champion Dynasty」)(作為借方)及張偉權先生(作為個人擔保人)及廣東奧理德商業發展有限公司(作為公司擔保人)訂立一份貸款協議，向Champion Dynasty提供一筆最多220,000,000港元之三年期循環貸款融資，此貸款之年利率為香港銀行同業拆息加2.5%。該筆貸款乃訂有按要求償還條款。

On 2 October 2015, the Company, as lender, renewed the loan agreement with Champion Dynasty, as borrower, and Mr. Cheung Wai Kuen, as an individual guarantor, to grant a three-year revolving loan facility of up to HK$200,000,000 to Champion Dynasty at an interest rate of 10% per annum. The loan was carried with the term of repayable on demand clause.

於二零一五年十月二日，本公司(作為貸方)與Champion Dynasty(作為借方)及張偉權先生(作為個人擔保人)重新訂立一份貸款協議，向Champion Dynasty提供一筆最多200,000,000港元之三年期循環貸款融資，此貸款之年利率為10%。該筆貸款乃訂有按要求償還條款。

On 21 December 2016, the Company entered into a supplemental agreement to increase the interest rate of the three-year revolving facility from 10% per annum to 11% per annum.

於二零一六年十二月二十一日，本公司訂立一份補充協議，以增加三年期循環貸款利率，由年利率10%增加至11%。

26. LOAN TO A SHAREHOLDER (Continued)

26. 借予股東貸款(續)

On 5 October 2018, the Company, as lender, further entered into a new facility agreement and agreed to renew the previous facility agreements for a period of three years from 19 November 2018 to 18 November 2021 at an interest rate of 12% per annum.

於二零一八年十月五日，本公司(作為貸方)進一步訂立新的融資協議及同意重續先前貸款融資協議，期限為二零一八年十一月十九日至二零二一年十一月十八日止三年，年利率為12%。

Details of the loan were set out in the Company's circular dated 2 November 2018.

貸款詳情載於本公司日期為二零一八年十一月二日的通函。

Name of a shareholder	股東姓名	Maximum amount outstanding during the year 年內最高未償還金額 HK$'000 千港元	2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Champion Dynasty	Champion Dynasty	77,875	**28,574**	49,143

Movement in the loss allowance account in respect of loan to a shareholder during the year is as follows:

本年度有關借予股東貸款的虧損撥備賬變動如下：

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Balance at 1 January, originally stated	於一月一日之結餘(如原來呈列)	**–**	–
Initial application of HKFRS 9 *(note 2)*	首次應用香港財務報告準則第9號*(附註2)*	**84**	–
Adjusted balance at 1 January, as restated	於一月一日之經調整結餘(如重列)	**84**	–
Impairment losses reversed during the year	本年度減值虧損撥回	**(46)**	–
Balance at 31 December	於十二月三十一日之結餘	**38**	–

27. SHORT-TERM LOANS RECEIVABLE

27. 應收短期貸款賬項

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Loans receivable With no guarantee *(note (i))*	應收貸款 無擔保*(附註(i))*	**40,048**	40,200
Carrying amount within one year *(note (ii))*	一年內賬面值*(附註(ii))*	**40,048**	40,200

Notes:

(i) Loans receivable are denominated in Hong Kong dollars and carried at fixed effective interest of 12% (2017: 12%) per annum.

(ii) The following is an aged analysis for the loans receivable at the end of the reporting period:

附註:

(i) 應收貸款以港元計值，並按12%(二零一七年：12%)的固定實際年利率計息。

(ii) 於報告期末應收貸款的賬齡分析如下：

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
31 to 60 days	31至60日	**24,909**	10,000
Over 90 days	90日以上	**15,139**	30,200
		40,048	40,200

Total short-term loans receivable at 31 December 2018 and 2017 was not past due. The amount due are based on the scheduled repayment dates set out in the loan agreements. All loans are repayable within one year.

於二零一八年及二零一七年十二月三十一日的應收短期貸款賬項總額並無逾期。到期款項乃根據貸款協議所載原定償還日期計算。所有貸款須於一年以內償還。

Movement in the loss allowance account in respect of short-term loans receivable during the year is as follows:

本年度有關應收短期貸款賬項的虧損撥備賬變動如下：

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Balance at 1 January, originally stated	於一月一日之結餘(如原來呈列)	**–**	–
Initial application of HKFRS 9 *(note 2)*	首次應用香港財務報告準則第9號*(附註2)*	**152**	–
Balance at 1 January, as restated and 31 December	於一月一日之結餘(如重列)及十二月三十一日	**152**	–

28. BANK AND CASH BALANCES

Cash at bank earns interest at floating rates based on daily bank deposit rates. Short term time deposits are denominated in HK$ and RMB which made for varying periods between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates.

The time deposits carry interests at prevailing market deposit rates and mature within one month. The Group does not hold collateral over the balances.

At 31 December 2018, the Group's bank and cash balances denominated in RMB are approximately HK$2,996,000 (2017: HK$30,387,000).

The 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.

28. 銀行及現金結餘

銀行現金按基於每日銀行存款利率的浮動利率賺取利息。短期定期存款以港元及人民幣計值，期限介乎一日至三個月，視乎本集團即時現金需求而定，並按相關短期定期存款利率賺取利息。

定期存款按當時之市場存款利率計息，並於一個月內到期。本集團並無就結餘持有抵押品。

於二零一八年十二月三十一日，本集團之銀行及現金結餘按人民幣計值，約為2,996,000港元(二零一七年：30,387,000港元)。

人民幣並不可自由兑換為其他貨幣，然而，根據中國大陸的《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲允許透過獲授權進行外匯業務的銀行將人民幣兑換為其他貨幣。

29. TRADE PAYABLES

The following is an aged analysis of trade payables, based on the invoice date:

29. 應付貿易款項

根據發票據日期計算之應付貿易款項之賬齡分析如下：

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
0 to 30 days	0至30日	**246**	732
181 to 365 days	181至365日	**154**	58
Over 365 days	365日以上	**42**	34
		442	824

The average credit period granted by suppliers ranges from 0 to 30 days.

各供應商授予的平均信貸期一般介乎0至30日。

30. ACCRUALS, DEPOSITS RECEIVED AND OTHER PAYABLES/CONTRACT LIABILITIES

30. 應計款項、已收按金及其他應付款項╱合約負債

(a) Accruals, deposits received and other payables

(a) 應計款項、已收按金及其他應付款項

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Accruals	應計款項	7,800	10,777
Other payables *(note (i))*	其他應付款項*(附註(i))*	27,774	18,302
Receipt in advance *(note (ii))*	預收款項*(附註(ii))*	–	39,733
		35,574	68,812

Notes:

(i) Other payables mainly comprised of approximately (a) HK$12,256,000 (2017: HK$5,737,000) consideration payable to third parties for development and construction of the Luofu Mountain project; and (b) HK$12,286,000 (2017: HK$9,355,000) interest payable for the convertible notes, guaranteed notes and bonds payable.

(ii) At 31 December 2017, receipt in advance mainly comprised of (a) HK$28,742,000 of deposits received from customers on sales of raw materials and finished goods of natural health food and (b) HK$6,600,000 of deferred income for medical beauty business. The aggregate amount of approximately HK$35,342,000 was reclassified to contract liabilities.

附註：

(i) 其他應付款項主要包括(a)就發展及建設羅浮山項目應付第三方之代價約12,256,000港元(二零一七年：5,737,000港元)；及(b)可換股票據、擔保票據及應付債券的應付利息約12,286,000港元(二零一七年：9,355,000港元)。

(ii) 於二零一七年十二月三十一日，預收款項主要包括(a)銷售天然健康食品的原材料及製成品而應收客戶之按金28,742,000港元及(b)醫學美容業務之遞延收入6,600,000港元。合共約35,342,000港元乃分類為合約負債。

(b) Contract liabilities

(b) 合約負債

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Contract liabilities *(note (iii))*	合約負債*(附註(iii))*	87,227	–

Note:

(iii) At 31 December 2018, contract liabilities mainly comprised of (a) HK$53,577,000 of deposits received from customers on sales of raw materials and finished goods of natural health food and (b) HK$26,499,000 of deferred income relating to medical beauty business. Included in the contract liabilities as at 1 January 2018 of approximately HK$33,042,000 were recognised as revenue during the year ended 31 December 2018.

附註：

(iii) 於二零一八年十二月三十一日，合約負債主要包括(a)就銷售天然健康食品之原材料及製成品而自客戶收取之按金53,577,000港元；(b)與醫學美容業務有關之遞延收入26,499,000港元。約33,042,000港元計入二零一八年一月一日的合約負債，並於截至二零一八年十二月三十一日止年度確認為收益。

31. OBLIGATION UNDER FINANCE LEASES

31. 融資租賃責任

The Group leased certain of its motor vehicles and office equipment under finance leases. The lease term was ranged from 4 to 5 years. The borrowing rate was ranging from 7.92% to 16.12% per annum as at 31 December 2018. All leases were on a fixed repayment basis and no arrangement was entered into for contingent rental payments.

本集團根據融資租賃租賃其若干汽車及辦公室設備。租期為4年至5年。於二零一八年十二月三十一日，借款年利率為7.92%至16.12%。所有租賃按固定還款基準，並無就或然租金付款訂立任何安排。

At the end of the reporting period, the total future minimum lease payments under finance lease and present value were as follows:

於報告期末，融資租賃之未來最低租賃付款總額及現值如下：

		Minimum lease payments 最低租賃付款		Present value of minimum lease payment 最低租賃付款之現值	
		31 December 2018 二零一八年十二月三十一日 HK$'000 千港元	31 December 2017 二零一七年十二月三十一日 HK$'000 千港元	31 December 2018 二零一八年十二月三十一日 HK$'000 千港元	31 December 2017 二零一七年十二月三十一日 HK$'000 千港元
Amounts payable under finance leases:	根據融資租賃應付款項：				
Within one year	一年內	412	8	367	6
Later than one year but not later than five years	一年以上但不超過五年	1,032	27	983	25
		1,444	35	1,350	31
Less: future finance charges	減：日後融資費用	(94)	(4)	–	–
Present value of lease obligation	租賃責任之現值	1,350	31	1,350	31
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：於十二個月內到期清償之款項(呈列作流動負債)			(367)	(6)
Amount due for settlement after 12 months	於十二個月後到期清償之款項			983	25

The Group's obligation under a finance lease is secured by the lessor's charge over the leased asset with the carrying amount of approximately HK$1,350,000 (2017: HK$31,000).

本集團的融資租賃責任由出租人對所租賃資產之押記作抵押，該資產賬面值約為1,350,000港元(二零一七年：31,000港元)。

All obligation under a finance lease is denominated in Hong Kong dollar.

所有融資租賃責任以港元計值。

32. SHARE CAPITAL

32. 股本

		Number of shares 股份數目 '000 千股	Share capital 股本 HK$'000 千港元
Ordinary shares of HK$0.01 each	每股面值0.01港元之普通股		
Authorised:	法定股本:		
At 1 January 2017, 31 December 2017, 1 January 2018 and 31 December 2018	於二零一七年一月一日、二零一七年十二月三十一日、二零一八年一月一日及二零一八年十二月三十一日	80,000,000	800,000
Issued and fully paid:	已發行及繳足股本:		
At 1 January 2017	於二零一七年一月一日	2,596,255	25,962
Issued in consideration for the acquisition of a subsidiary *(note)*	發行以支付收購附屬公司之代價*(附註)*	400,000	4,000
At 31 December 2017, 1 January 2018 and 31 December 2018	於二零一七年十二月三十一日、二零一八年一月一日及二零一八年十二月三十一日	2,996,255	29,962

Note: During the year ended 31 December 2017, 400,000,000 ordinary shares of the Company were issued in relation to acquisition of Golden Time Ventures (note 41).

附註: 截至二零一七年十二月三十一日年度,本公司就收購金泰創投而發行400,000,000股普通股(附註41)。

33. CONVERTIBLE NOTES

33. 可換股票據

		2017 二零一七年 HK$'000 千港元
Liability component	負債部分	
Current liabilities	流動負債	75,480
Non-current liabilities	非流動負債	–
		75,480
Derivative component	衍生工具	7,316
		82,796

33. CONVERTIBLE NOTES (Continued)

On 11 January 2016 and 5 August 2016, the Company issued convertible notes due on the second anniversary of the date of issuance with a principal amount of HK$1,000,0000 (the "January CB") and US$10,000,000 (the "August CB") and both carried at interest rate of 9% coupon rate per annum (the "2016 CBs"). The convertible notes were issued for general working capital of the Group and for the development of existing healthcare business of the Group. The convertible notes were recognised as liabilities and derivative embedded components upon initial recognition, and are convertible into fully paid ordinary shares with a par value of HK$0.01 each of the Company at an initial conversion price of HK$0.858 and HK$0.70 respectively. The effective interest rates are ranging from 17.62% to 39.44%.

On issuance of the convertible notes, the fair value of the derivative component, representing the embedded derivative of the conversion option, is determined using an option pricing model and this amount is carried as a derivative component of the liability until extinguished on conversion or redemption. The remainder of the proceeds is allocated to the liability component and is carried as a liability on the amortised cost basis until extinguished on conversion or redemption. The derivative component is measured at fair value on the issue date and any subsequent changes in fair value of the derivative component are recognised in the consolidated income statement.

On 10 January 2018, the Company repaid the January CB in the principal amount of HK$1,000,000. Details of the repayment was set out in the Company's announcement dated 10 January 2018.

The Company and the noteholders are currently negotiating the terms of modification and extension of the August CB. According to the preliminary draft of amendment deed, the convertible component of the convertible notes cancelled. On 15 August 2018, the liability and derivative component of the convertible notes before extension was extinguished and being transferred to the bonds payable.

33. 可換股票據(續)

於二零一六年一月十一日及二零一六年八月五日，本公司發行本金額為1,000,000港元(「一月可換股票據」)及10,000,000美元(「八月可換股票據」)的可換股票據，於發行日期起計兩週年到期，其票面年利率均為9%(「2016年可換股票據」)。發行可換股票據為本集團一般營運資金及發展現有之健康產業之用。可換股票據於初步確認時確認為負債及衍生工具嵌入部分，並按初始換股價分別為0.858港元及0.70港元兑換本公司每股面值0.01港元之已繳足普通股股份。實際利率為17.62%至39.44%。

在發行可換股票據時，衍生工具部分的公平值(即轉換期權的嵌入式衍生工具)，是使用期權定價模型而確定，此金額被確認為負債的衍生部分直至被轉換或被贖回。發行的剩餘款項被分配為負債部分並以負債計入攤銷成本，直至被轉換或被贖回。衍生部分以發行日之公平值計量，其後於報告期末之任何衍生部分之公平值變動在損益中確認。

於二零一八年一月十日，本公司償還本金額為1,000,000港元的一月可換股票據。償還詳情載於本公司日期為二零一八年一月十日的公告。

本公司及票據持有人目前就修訂條款及延長八月可換股票據進行磋商。根據修訂契據的初步草擬本，可換股票據的可換股部分會被註銷。於二零一八年八月十五日，延長前可換股票據的負債及衍生部分乃予以註銷及將轉撥至應付債券。

33. CONVERTIBLE NOTES (Continued)

33. 可換股票據(續)

The convertible notes recognised in the statement of financial position were calculation as follows:

於財務狀況報表中確認的可轉換票據計算如下：

		2015 CB 二零一五年 可換股票據 HK$'000 千港元	2016 CBs 二零一六年 可換股票據 HK$'000 千港元	Total 總額 HK$'000 千港元
Liability component	**負債部分**			
At 31 December 2017	於二零一七年一月一日	15,039	70,496	85,535
Interest expenses *(note 10)*	利息開支*(附註10)*	2,401	12,290	14,691
Interest paid	已付利息	(1,440)	(7,306)	(8,746)
Redemption of convertible notes	贖回可換股票據	(16,000)	–	(16,000)
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	–	75,480	75,480
Interest expenses *(note 10)*	利息開支*(附註10)*	–	7,807	7,807
Interest paid	已付利息	–	(7,150)	(7,150)
Repayment of convertible notes	償還可換股票據	–	(1,000)	(1,000)
Loss on derecognition of convertible note	終止確認可換股票據之虧損	–	2,363	2,363
Transfer to bonds payable *(note 35)*	轉撥至應付債券*(附註35)*	–	(77,500)	(77,500)
At 31 December 2018	**於二零一八年十二月三十一日**	**–**	**–**	**–**
Derivative component	**衍生工具部分**			
At 1 January 2017	於二零一七年一月一日	120	6,886	7,006
Fair value adjustment	公平值調整	(120)	430	310
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	–	7,316	7,316
Fair value adjustment	公平值調整	–	2,438	2,438
Gain on derecognition of convertible note	終止確認可換股票據之收益	–	(9,754)	(9,754)
At 31 December 2018	**於二零一八年十二月三十一日**	**–**	**–**	**–**

34. DEFERRED TAX LIABILITIES

34. 遞延税項負債

The following was the major deferred tax liabilities provided (assets recognised) by the Group and movements thereon during the current and prior reporting periods:

以下為本集團於本報告期間及過往報告期間作出撥備之主要遞延税項負債(已確認資產)及其變動：

		Intangible assets 無形資產 HK$'000 千港元	Property, plant and equipment 物業、機器及設備 HK$'000 千港元	Total 總額 HK$'000 千港元
At 1 January 2017	二零一七年一月一日	–	32	32
Charge to the consolidated statement of profit or loss and other comprehensive income	於綜合損益及其他全面收益報表中抵扣	–	83	83
Acquisition of subsidiaries	收購附屬公司	14,834	–	14,834
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	14,834	115	14,949
Charge to the consolidated statement of profit or loss and other comprehensive income	於綜合損益及其他全面收益報表中抵扣	–	208	208
At 31 December 2018	**二零一八年十二月三十一日**	**14,834**	**323**	**15,157**

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred tax has not been provided for in the consolidated financial statements in respect of temporary differences attributable to the profits earned by the PRC subsidiaries as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

根據中國企業所得税法，就中國附屬公司自二零零八年一月一日起所賺取溢利宣派的股息須繳納預扣税。由於本集團可控制暫時差額撥回的時間及暫時差額於可預見未來可能不會撥回，因此並無就中國附屬公司所賺取溢利應佔的暫時差額在綜合財務報表計提遞延税項撥備。

At 31 December 2018, the Group has unused tax losses of approximately HK$589,541,000 (2017: HK$609,612,000) available for offset against future profits. No deferred tax assets have been recognised due to the unpredictability of future profit streams. All unused tax losses may be carried forward indefinitely.

於二零一八年十二月三十一日，本集團可用作對銷未來溢利但尚未動用之税項虧損約為589,541,000港元(二零一七年：609,612,000港元)。由於未能預測日後溢利來源，故本集團並無確認遞延税項資產。所有未動用之税項虧損可無限期結轉。

35. GUARANTEED NOTES AND BONDS PAYABLE 35. 擔保票據及應付債券

Guaranteed notes: 擔保票據：

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
At 1 January	於一月一日	**99,710**	99,493
Imputed interest expenses	估算利息開支	**11,545**	11,250
Repayment	還款	**(20,000)**	–
Interest paid	已付利息	**(6,856)**	(7,018)
Interest payable	應付利息	**(4,089)**	(4,015)
At 31 December	**於十二月三十一日**	**80,310**	99,710
Current liabilities	流動負債	**80,310**	99,710

On 21 December 2016, the Company issued guaranteed notes due 15 August 2018 with an aggregate principal amount of HK$100,000,000. As at 31 December 2017, the net proceeds of the issued guaranteed notes received by the Company were approximately HK$99,479,000, with total issue cost amounting to approximately HK$521,000 guaranteed notes are interest bearing at 11% per annum.

於二零一六年十二月二十一日，本公司發行本金總額100,000,000港元、於二零一八年八月十五日到期之擔保票據。於二零一七年十二月三十一日，本公司收取發行擔保票據的所得款項淨額約99,479,000港元，總發行成本約為521,000港元。擔保票據年利率為11%。

During the year ended 31 December 2018, the Company repaid a portion of the note in the principal amount of HK$20,000,000. The Company and Wan Tai Investments Limited (the "Purchaser") is currently amending and negotiating certain terms in the original agreement and the original note instrument. The effective interest rate for the guaranteed notes is 13.01% per annum (2017: 11.61% per annum). The Group recognised approximately HK$11,545,000 (2017: HK$11,250,000) of interest expense on the guaranteed notes for the year ended 31 December 2018.

截至二零一八年十二月三十一日止年度，本公司償還部分票據本金金額20,000,000港元。本公司及萬鈦投資有限公司(「買方」)正在就原有協議及原有票據工具的若干條款進行修訂及磋商。擔保票據的實際利率為每年13.01%(二零一七年：每年11.61%)。本集團於截至二零一八年十二月三十一日止年度確認約11,545,000港元(二零一七年：11,250,000港元)的擔保票據利息開支。

The carrying amount of the guaranteed notes as at 31 December 2018 was approximately HK$80,310,000 (2017: HK$99,710,000).

於二零一八年十二月三十一日的擔保票據賬面值約為80,310,000港元(二零一七年：99,710,000)。

The obligations of the Company under the guaranteed notes are guaranteed by (i) the shares of Sassoon Global Limited and Harvest Luck; and (ii) undertaking granted from Champion Dynasty and Mr. Cheung Wai Kuen. Details of the information were set out in the Company's announcement dated 15 December 2016.

本公司於擔保票據項下責任獲下列各項作擔保(i)Sassoon Global Limited及吉盛之股份；及(ii)Champion Dynasty和張偉權先生的承諾。詳細資料已載於本公司日期為二零一六年十二月十五日之公告。

35. GUARANTEED NOTES AND BONDS PAYABLE (Continued)　35. 擔保票據及應付債券(續)

Long-term and short-term bonds payable:　長期及短期應付債券：

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
At 1 January	於一月一日	113,880	67,164
Initial recognition, net of related expenses	初始確認，扣除相關支出	8,028	48,402
Transfer from convertible note *(note 33)*	轉撥可換股票據(*附註33*)	77,500	–
Repayment	償還	(37,800)	(7,000)
Imputed interest expenses	估計利息開支	17,221	14,644
Interest paid	已付利息	(4,150)	(4,148)
Interest payable	應付利息	(8,197)	(5,182)
At 31 December	**於十二月三十一日**	166,482	113,880
Current liabilities	流動負債	132,899	21,183
Non-current liabilities	非流動負債	33,583	92,697
		166,482	113,880

(i) During the year ended 31 December 2016, the Company, as an issuer, entered into a placing agreement with a placing agent. The placing agent has conditionally agreed to procure, on a best effort basis, independent places in cash for the bonds of an aggregate principal amount of principal amount of HK$70,600,000. The bonds will be due between July 2018 and December 2019. The effective interest rates are ranging from 6.35% to 12.55%. During the year ended 31 December 2018, the Company repaid HK$17,300,000 of principal of the long-term bonds payable was repaid.

In 2017, the Company further issued long-term bonds due between January 2019 and November 2020 with an aggregate principal amount of HK$46,000,000. The effective interest rates are ranging from 10.39% to 10.49%.

During the year ended 31 December 2018, the Company issued long-term bonds due between June 2021 to November 2021 with the aggregate principal amount of HK$8,500,000. The effective interest rate are ranging from 6.38% to 12.39%.

(i) 截至二零一六年十二月三十一日止年度，本公司(作為發行人)與配售代理訂立配售協議。配售代理已有條件同意按盡力基準促成本金總額70,600,000港元債券的現金獨立配售。債券將於二零一八年七月至二零一九年十二月期間到期。實際利率為6.35%至12.55%。截至二零一八年十二月三十一日止年度，本公司償還長期應付債券本金17,300,000港元。

於二零一七年，本公司進一步發行於二零一九年一月至二零二零年十一月期間到期的長期債券，本金總額為46,000,000港元。實際利率為10.39%至10.49%。

截至二零一八年十二月三十一日止年度，本公司發行於二零二一年六月至二零二一年十一月期間到期的長期債券，本金總額為8,500,000港元。實際利率為6.38%至12.39%。

35. GUARANTEED NOTES AND BONDS PAYABLE (Continued)

Long-term and short-term bonds payable: (Continued)

(i) (Continued)

The long-term bonds are interest bearing at 6% per annum. The net proceeds are intended to be used for general capital of the Group. The long-term bonds are subsequently measured at amortised cost. Imputed interest of approximately HK$10,843,000 was recognised in profit or loss during the year.

(ii) On 7 December 2017, the Company issued a short-term bond due in December 2018 with the aggregate principal amount of HK$5,000,000. The short-term bonds are interest bearing at 4% per annum. The net proceeds are intended to be used for general capital of the Group. The short-term bonds are subsequently measured at amortised cost. The effective interest rate are 28.54%. Imputed interest of approximately HK$824,000 was recognised in profit or loss during the year. The Company repaid the short-term bonds in full in December 2018.

The short-term bonds are subsequently measured at amortised cost. The effective interest rate are ranging from 6.35% to 12.55% (2017: 20.28%) per annum.

(iii) On 15 August 2018, the liability and derivative component of the convertible bonds before extension was derecognised and being transferred to the bonds payable. Based on the preliminary understanding agreed by the Company and the bond holder, the bonds will be redeemed in December 2019. In December 2018, HK$15,500,000 of principal of the short-term bond was repaid. The bonds are interest bearing at 9% per annum. The net proceeds were used for general capital of the Group.

35. 擔保票據及應付債券(續)

長期及短期應付債券:(續)

(i) (續)

長期債券每年按6%計息。所得款項淨額擬作本集團一般資金用途。長期債券其後按攤銷成本計量。本年度推算利息約10,843,000港元於損益中確認。

(ii) 於二零一七年十二月七日,本公司發行於二零一八年十二月到期的短期債券,本金總額為5,000,000港元。短期債券每年按4%計息。所得款項淨額擬作本集團一般資金用途。短期債券其後按攤銷成本計量。實際利率為28.54%。本年度推算利息約824,000港元於損益中確認。本公司已於二零一八年十二月悉數償還短期債券。

短期債券其後按攤銷成本計量。實際年利率介乎6.35%至12.55%(二零一七年:20.28%)。

(iii) 於二零一八年八月十五日,可換股債券的負債及衍生部分於延長前終止確認及將轉撥至應付債券。根據本公司與債券持有人協定的初步諒解,債券將於二零一九年十二月贖回。於二零一八年十二月,已償還短期債券本金15,500,000港元。債券每年按9%計息。所得款項淨額擬作本集團一般資金用途。

36. BANK AND OTHER BORROWINGS 36. 銀行及其他借貸

Bank and other borrowings comprised of: 銀行及其他借貸包括：

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Bank borrowings, unsecured *(note (i))*	銀行借貸，無抵押(*附註(i)*)	–	7,204
Bank borrowings, guaranteed *(note (ii))*	銀行借貸，有擔保(*附註(ii)*)	1,138	–
Other borrowings, unsecured *(note (iii))*	其他借貸，無抵押(*附註(iii)*)	15,000	5,000
Total borrowings	**總借貸**	16,138	12,204

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Carrying amount repayable:	須償還賬面值：		
Within one year or on demand	一年內或按要求	16,138	12,204

Notes:

(i) At 31 December 2017, the bank borrowings with carrying amount of approximately HK$7,204,000 are carried at fixed rate. The annual interest rate of the above loan was 6.96%. The principal is repayable within one year.

(ii) At 31 December 2018, the bank borrowings with carrying amount of approximately HK$1,138,000 was carried at 5.0025% and repayable within one year. The obligation of the Company under the bank borrowings is guaranteed by Ms. Tan Xiao Li, a supervisor of Guangzhou Realyoung Integrated Clinix Limited, a non-wholly-owned subsidiary of the Company.

(iii) At 31 December 2018, the other borrowings of HK$15,000,000 (2017: HK$5,000,000) were provided by a private company and an independent third party. The interest rate was charged at 9.00% per annum. The principal is repayable within one year.

附註：

(i) 於二零一七年十二月三十一日，賬面值約7,204,000港元的銀行借貸以固定利率計息。上述貸款年利率為6.96%。本金須於一年內償還。

(ii) 於二零一八年十二月三十一日，銀行借貸的賬面值約1,138,000港元按5.0025%列賬，並須於一年內償還。本公司於銀行借貸項下責任由本公司非全資附屬公司廣州瑞昂綜合門診有限公司監事Tan Xiao Li女士作擔保。

(iii) 於二零一八年十二月三十一日，其他借貸15,000,000港元(二零一七年：5,000,000港元)乃由一間私人公司及一名獨立第三方提供。年利率已按9.00%收取。本金須於一年內償還。

The Group's borrowings are denominated in the following currencies:

本集團借貸乃以下列貨幣計值：

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Hong Kong Dollar	港元	15,000	5,000
RMB	人民幣	1,138	7,204
		16,138	12,204

37. SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Share Option Scheme") pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 11 October 2012.

The major terms of the Share Option Scheme are summarised as follows:

(a) The primary purpose of the Share Option Scheme is to provide incentives or rewards to eligible participants for their contribution to the Group.

(b) The Share Option Scheme will expire on 10 October 2022.

(c) The eligible participants include:

(1) any employee (whether full time or part time, including any executive director of the Company and non-executive director of the Company) of any member of the Company, any of its subsidiaries or any entity ("Invested Entity");

(2) any independent non-executive directors of the Company of any member of the Group or any Invested Entity;

(3) any supplier of goods or services to any member of the Group or any Invested Entity;

(4) any customer of any member of the Group or any Invested Entity;

(5) any person or entity that provides research, development or other support (technical or otherwise) to any member of the Group or any Invested Entity;

(6) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;

(7) any adviser or consultant (professional or otherwise) to any area of business or business development of any member of the Group or any Invested Entity; and

37. 購股權計劃

本公司根據其於二零一二年十月十一日舉行之股東周年大會上通過之一項普通決議案採納一項購股權計劃(「購股權計劃」)。

購股權計劃之主要條款概述如下：

(a) 購股權計劃旨在就合資格參與者向本集團所作之貢獻，向彼等提供獎勵或回報。

(b) 購股權計劃將於二零二二年十月十日屆滿。

(c) 合資格參與者包括：

(1) 本公司任何成員公司或其任何附屬公司或任何實體(「所投資公司」)之任何僱員(不論是全職或兼職，包括任何本公司執行董事及本公司非執行董事)；

(2) 本集團任何成員公司或任何所投資公司之任何本公司獨立非執行董事；

(3) 本集團任何成員公司或任何所投資公司供應貨物或提供服務之任何供應商；

(4) 本集團任何成員公司或任何所投資公司之任何客戶；

(5) 本集團任何成員公司或任何所投資公司提供研發或其他方面的支援(不論是否屬技術性質)的任何人士或公司；

(6) 本集團任何成員公司或任何所投資公司之任何股東或本集團任何成員公司或任何所投資公司發行之任何證券之任何持有人；

(7) 本集團任何成員公司或任何所投資公司之任何業務範疇或業務發展方面之任何諮詢人或顧問(不論是否屬專業性質)；及

37. SHARE OPTION SCHEME (Continued)

(c) The eligible participants include: (Continued)

(8) any other group or classes of participants who have contributed or may contribute by way of joint ventures, business alliance or other business arrangement to the development and growth of the Group.

and, for the purpose of the Share Option Scheme, any grant may be made to any company controlled by one or more eligible participants.

(d) Maximum number of Shares:

(1) The overall limit on the number of share which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Group must not exceed 30% of the shares in issues from time to time. The total number of shares available for issue under the Share Option Scheme is 259,625,000 Shares, which represent 8.66% of the total issued share capital of the Company as at the date of the report.

(2) Subject to the above overall limit, the total number of shares which may be issued upon exercise of all share options to be granted under the Share Option Scheme and all other share option scheme of the Group must not, in aggregate, exceed 10% of the shares in issue as at the date of approval of the Share Option Scheme (the "General Scheme Limit"). The Company may refresh the General Scheme Limit subject to approval of the shareholders in general meeting, provided that the General Scheme Limit as refreshed must not exceed 10% of the shares in issue as at the date of the approval of the refreshed limit.

(e) A non-refundable nominal consideration of HK$1.00 is payable by the grantee upon acceptance of the grant of share options. Share options may be exercised at any time during the period to be determined and identified by the board of directors of the Company, but in any event no later than ten years from the date of grant but subject to the early termination of the Share Option Scheme.

37. 購股權計劃(續)

(c) 合資格參與者包括:(續)

(8) 以合營企業、業務聯盟或其他業務安排的方式,將本集團之發展及成長作出(或可能作出)貢獻之任何其他組別或級別的參與者。

而就購股權計劃而言,亦可向一名或以上合資格參與者控制之任何公司授出。

(d) 股份之最高數目:

(1) 根據購股權計劃及本集團之任何其他購股權計劃已授出但尚待行使之任何尚未行使購股權獲行使時可發行之股份數目之整體限額,不得超過不時已發行股份之30%。購股權計劃可供發行股份總數為259,625,000股,即本公司截至報告日期已發行股本總額8.66%。

(2) 根據上述整體限額,因根據購股權計劃及本集團任何其他購股權計劃將予授出之所有購股權獲行使而可能發行之股份總數,合共不得超過於購股權計劃獲通過當日已發行股份之10%(「一般計劃限額」)。本公司可於股東大會上獲股東批准之情況下更新一般計劃限額,惟經更新之一般計劃限額不得超過更新限額獲批當日之已發行股份10%。

(e) 承授人須於接納所授購股權時支付1.00港元之不可退回象徵式代價。購股權可於本公司董事會釐定及識別之期間內隨時行使,惟於任何情況下最遲為授出日期起計十年,惟視乎購股權計劃有否提早終止而定。

37. SHARE OPTION SCHEME (Continued)

(f) The subscription prices for shares under the Share Option Scheme shall be a price determined by the board of directors of the Company, but shall not be less than the highest of:

(1) the closing price of the shares at stated in the Stock Exchange's daily quotations sheets on the date of offer for the grant;

(2) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of offer for the grant; and

(3) the nominal value of the shares.

(g) Share options granted should be accepted within 21 days from date of offer.

(h) Share options granted vested at the date of grant.

(i) Share options are valid for a period from 18 December 2012 to 10 October 2022 (both days inclusive) with remaining life of approximately 4.5 years as at the date of this report and can be exercisable in full or in part. The share options granted can be exercised since 18 December 2012 until they are exercised or lapsed.

On 18 December 2012, the Company granted an aggregate of 168,000,000 share options, carrying the right to subscribe for the ordinary shares at HK$0.01 each in the share capital of the Company, under the Share Option Scheme adopted by the Company on 11 October 2012 to a director of the Company, and certain employees and consultants of the Group.

37. 購股權計劃(續)

(f) 購股權計劃項下之股份認購價須由本公司董事會釐定，惟不得低於以下三者其中之最高者：

(1) 股份於授出之要約日期於聯交所每日報價表所列股份收市價；

(2) 股份於緊接授出之要約日期前五個營業日於聯交所刊發之每日報價表所列之平均收市價；及

(3) 股份之面值。

(g) 授出之購股權須於要約日期起計21日內接納。

(h) 所授出之購股權於授出日期歸屬。

(i) 購股權之有效期由二零一二年十二月十八日起至二零二二年十月十日止(包括首尾兩天在內)，於本報告日期餘下年期約4.5年，並可行使全部或部分。所授出購股權可由二零一二年十二月十八日起行使，直至其獲行使或失效。

於二零一二年十二月十八日，根據本公司於二零一二年十月十一日採納之購股權計劃，本公司已向一位本公司董事及本集團若干僱員及顧問授出合共168,000,000份購股權，附有認購本公司股本中每股面值0.01港元之普通股之權利。

37. SHARE OPTION SCHEME (Continued)

On 5 November 2014, the Company granted an aggregate of 16,680,000 share options, carrying the right to subscribe for the ordinary share at HK$0.01 each in the share capital of the Company, under the Share Option adopted by the Company on 11 October 2012 to directors of the Company, and certain employees and consultants of the Group.

On 5 January 2016, the Company granted an aggregate of 35,800,000 share options, carrying the right to subscribe for the ordinary share at HK$0.01 each in the share capital of the Company, under the Share Option Scheme adopted by the Company on 11 October 2012 to directors of the Company, and certain employees and consultants of the Group.

Details of the share options were as follows:

37. 購股權計劃(續)

於二零一四年十一月五日，根據本公司於二零一二年十月十一日採納之購股權計劃，本公司已向本公司董事及本集團若干僱員及顧問授出合共16,680,000份購股權，附有認購本公司股本中每股面值0.01港元之普通股之權利。

於二零一六年一月五日，根據本公司於二零一二年十月十一日採納之購股權計劃，本公司已向本公司董事及本集團若干僱員及顧問授出合共35,800,000份購股權，附有認購本公司股本中每股面值0.01港元之普通股之權利。

該等購股權之詳情如下：

Grant date 授出日期	Exercise period 行使期間	Exercise price 行使價	Fair value at grant date 授出日期之公平值
18 December 2012 二零一二年十二月十八日	18 December 2012 to 10 October 2022 二零一二年十二月十八日至二零二二年十月十日	HK$0.315 0.315港元	HK$0.186 0.186港元
5 November 2014 二零一四年十一月五日	5 November 2014 to 4 November 2015 二零一四年十一月五日至二零一五年十一月四日	HK$0.750 0.750港元	HK$0.0495 0.0495港元
5 January 2016 二零一六年一月五日	5 January 2016 to 4 January 2017 二零一六年一月五日至二零一七年一月四日	HK$0.750 0.750港元	HK$0.1071 0.1071港元

37. SHARE OPTION SCHEME (Continued)

37. 購股權計劃(續)

The fair value of the share options granted on 18 December 2012, 5 November 2014 and 5 January 2016 are determined using a binomial option pricing model by an independent professional valuer. The following table lists the significant inputs to the model used at the date of grant.

於二零一二年十二月十八日、二零一四年十一月五日及二零一六年一月五日授出之購股權公平值乃由專業評估師按二項式期權定價模式釐定。下表載列於授出日期所用模式之重要輸入參數。

Grant date 授出日期		18 December 2012 二零一二年十二月十八日	5 November 2014 二零一四年十一月五日	5 January 2016 二零一六年一月五日
Grant date share price (HK$)	授出日期股價(港元)	0.315	0.55	0.67
Exercise price (HK$)	行使價(港元)	0.315	0.75	0.75
Expected volatility (%)	預期波幅(%)	93.04	48.99	52.38
Share option life (years)	購股權年期(年)	9.8	1.0	1.0
Dividend yield (%)	股息率(%)	1.504	0.00	0.000
Risk-free interest rate (%)	無風險利率(%)	0.665	0.13	0.111

Expected volatility was determined by using the historical volatility of the Company's share price over certain historical periods. The expected life used in the model has been adjusted, based on the management of the Company's best estimate, for the effects of non-transferability, exercise restrictions and behavioral considerations.

預期波幅透過採用過往一定期間本公司股價的過往波幅釐定。模式所用預期年期按本公司管理層的最佳估計就不可轉讓性、行使限制及行為考慮因素作出調整。

At the end of the reporting period, the number of shares in respect of which may be issued upon exercise of share options granted and remain outstanding under the Share Option Scheme was Nil (2017: nil), representing 0% (2017: 0%) of the shares of the Company in issue at that date.

於報告期末,根據購股權計劃已授出及尚未行使之購股權獲行使後可能發行之股份數目為0股(二零一七年:0股),相當於本公司於該日之已發行股份之0%(二零一七年:0%)。

37. SHARE OPTION SCHEME (Continued)

37. 購股權計劃(續)

The following share options were outstanding under the Share Option Scheme during the year:

本年內購股權計劃項下尚未行使之購股權如下：

2018

二零一八年

Name of categories of participants 參與者類別名稱		Outstanding as at 1 January 2018 於二零一八年一月一日尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed during the year 年內失效	Outstanding as at 31 December 2018 於二零一八年十二月三十一日尚未行使
Directors	**董事**					
Mr. Ye Jiong Xian	葉炯賢先生	–	–	–	–	–
Mr. Lin Jiang	林江先生		–	–	–	–
Mr. Mai Yang Guang	麥楊光先生	–	–	–	–	–
Consultants	**顧問**					
In aggregate	總計	–	–	–	–	–
Employees	**僱員**					
In aggregate	總計	–	–	–	–	–
		–	–	–	–	–
Exercisable at the end of the year	於年終可行使					–
Weighted average exercise price	加權平均行使價		–			–

37. SHARE OPTION SCHEME (Continued)

37. 購股權計劃(續)

The following share options were outstanding under the Share Option Scheme during the year: (Continued)

本年內購股權計劃項下尚未行使之購股權如下:(續)

2017

二零一七年

Name of categories of participants 參與者類別名稱		Outstanding as at 1 January 2017 於二零一七年一月一日尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed during the year 年內失效	Outstanding as at 31 December 2017 於二零一七年十二月三十一日尚未行使
Directors	**董事**	–	–	–	–	–
Mr. Ye Jiong Xian	葉炯賢先生	10,000,000	–	–	(10,000,000)	–
Mr. Lin Jiang	林江先生	1,000,000	–	–	(1,000,000)	–
Mr. Mai Yang Guang	麥楊光先生	1,000,000	–	–	(1,000,000)	–
Mr. Yau Chi Ming	丘志明先生	1,000,000	–	–	(1,000,000)	–
Consultants	**顧問**					
In aggregate	總計	12,700,000	–	–	(12,700,000)	–
Employees	**僱員**					
In aggregate	總計	10,100,000	–	–	(10,100,000)	–
		35,800,000	–	–	(35,800,000)	–
Exercisable at the end of the year	於年終可行使					–
Weighted average exercise price	加權平均行使價		–			–

During the year ended 31 December 2018, no share options were exercised (2017: Nil).

截至二零一八年十二月三十一日年度,無購股權可予行使(二零一七年:無)。

38. SHARE AWARD SCHEME

A share award scheme (the "Common Splendor International Health Industry Group Limited Share Award Scheme") was adopted on 30 August 2018 by the Company to recognize the contributions by certain personnel of the Group, to provide them with incentives in order to retain them for the continued operation and development of the Group, and to attract suitable personnel for further development of the Group. Subject to any early termination determined by the Board of Directors of the Company, the Common Splendor International Health Industry Group Limited Share Award Scheme is valid and effective for a period of ten years commencing on 30 August 2018. The Board of Directors of the Company may at its discretion grant any eligible participant awarded shares, provided that the total number of awarded shares shall not exceed 3% of the issued share capital of the Company as at the date of grant.

The Common Splendor International Health Industry Group Limited Share Award Scheme is operated through a trustee which is independent of the Group. The Board may either (i) cause to allot and issue new Shares to the Trustee at the Subscription Price under the Scheme Mandate or the General Mandate (as the case may be) (1) as Awarded Shares in the event that the Board has selected certain Eligible Persons as Selected Participants or (2) from time to time for future Award, and the Board shall in such events cause an amount equal to the Subscription Price of such new Shares to be allotted and issued under the Scheme Mandate or the General Mandate (as the case may be) be transferred from the Company's resources as soon as practicable prior to the allotment and issuance of such Shares as subscription monies for the new Shares to the Trustee or (ii) from time to time instruct the Trustee in writing to purchase Shares on the Stock Exchange out of the Trust Fund.

In the event that the aggregate interests of connected persons of the Company under the Share Award Scheme exceeds 30% at any time during the life of the Share Award Scheme, the Trustee will become a connected person of the Company under the Listing Rules. In such event, any issue and allotment of new Shares to the Trustee in satisfaction of Awards granted under the Share Award Scheme will constitute connected transactions of the Company subject to independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

No share award has been granted since the adoption of the Share Award Scheme.

38. 股份獎勵計劃

本公司於二零一八年八月三十日採納股份獎勵計劃(「同佳國際健康產業集團有限公司股份獎勵計劃」),表彰本集團若干人員的貢獻,並給予獎勵以挽留彼等為本集團之持續經營及發展而努力,亦為本集團進一步發展吸引合適之人才。在本公司董事會釐定的任何提前終止規限下,同佳國際健康產業集團有限公司股份獎勵計劃由二零一八年八月三十日起十年期間有效及生效。本公司董事會可酌情授予任何合資格參與者獎勵股份,惟獎勵股份總數不得多於本公司於授予日期已發行股本的3%。

同佳國際健康產業集團有限公司股份獎勵計劃通過一名獨立於本集團的受託人運作。董事會可(i)根據計劃授權或一般授權(視乎情況而定)按認購價配發及發行新股份予受託人,以作為(1)股份獎勵(倘董事會已選擇若干合資格人士作為選定參與者);或(2)日後不時之獎勵,而董事會在上述情況下應在配發及發行新股份前之實際可行情況下盡快促使自本公司資源向受託人轉撥一筆相等於根據計劃授權或一般授權(視情況而定)將予配發及發行新股份之認購價的款項作為新股份的認購款項;或(ii)不時以書面指示受託人以信託基金於聯交所上購買股份。

倘股份獎勵計劃項下本公司關連人士權益總額於股份獎勵計劃期間任何時間超過30%,受託人將根據上市規則成為本公司之關連人士。在該情況下,向受託人發行及配發任何新股份以償付根據股份獎勵計劃授出的獎勵將根據上市規則第14A章構成本公司的關連交易,須遵守獨立股東批准的規定。

自採納股份獎勵計劃起,並無授出股份獎勵。

39. COMMITMENTS

(a) Operating leases commitment

At the end of reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of rented premises with lease terms which fall due as follows:

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Within one year	一年內到期	7,868	6,246
In the second to fifth year inclusive	兩年至五年內到期	6,587	7,291
Over five years	五年後到期	5,012	–
		19,467	13,537

Rentals are fixed and no arrangement has been entered into for contingent rental payment.

(b) Capital commitment

As at 31 December 2018, the Group had a capital commitment amounted to approximately RMB20,000,000 (equivalent to approximately HK$22,768,000) (2017: RMB20,500,000 (equivalent to approximately HK$24,615,000)) which is related to the construction of Luofu Mountain Project.

39. 承擔

(a) 經營租賃承擔

於報告期末，本集團在有關租賃物業之不可撤銷經營租賃下之未來最低租約付款承擔到期情況如下：

租金為固定，並無就或然租金付款訂立任何安排。

(b) 資本承擔

於二零一八年十二月三十一日，本集團的資本承擔約為人民幣20,000,000元（相等於約22,768,000港元）（二零一七年：人民幣20,500,000元（相等於約24,615,000港元）），與羅浮山項目有關。

40. RETIREMENT BENEFIT SCHEME

The Group operates the Mandatory Provident Fund Scheme ("MPF Scheme"). Contributions to the MPF Scheme are based on a percentage of employees' salaries ranging from 5% to 10%, depending upon the length of service of the employees. From 1 December 2000, newly joined employees are compulsorily required to join the MPF Scheme. The employer and its employees are each required to make contributions to the scheme at rates specified in the rules of the MPF Scheme.

The employees employed in the PRC subsidiaries are members of the state-managed retirement benefits schemes operated by the China government. The PRC subsidiaries are required to contribute to the retirement benefits schemes based on a certain percentage of their payroll to fund the benefits. The only obligation of the Group with respect to these retirement benefits schemes is to make the required contributions under the schemes.

The total costs charged to the consolidated statement of profit or loss and other comprehensive income approximately HK$1,014,000 (2017: HK$808,000) represented contributions payable to these schemes by the Group for the year.

40. 退休福利計劃

本集團參與強制性公積金計劃(「強積金計劃」)。本集團向強積金計劃作出僱員薪酬5%至10%之供款(視乎僱員服務年資而定)。由二零零零年十二月一日起加入本集團之新僱員均須參加強積金計劃。僱主及僱員均需為強積金計劃規則內列明之比率供款。

中國附屬公司所僱用僱員為中國政府經營的國家管理退休福利計劃的成員。中國附屬公司須按彼等工資的一定比例向退休福利計劃供款以撥付福利。本集團有關該等退休福利計劃的唯一責任為根據計劃作出規定供款。

於綜合損益及其他全面收益報表扣除之總成本約為1,014,000港元(二零一七年：808,000港元)，即本集團於本年度向該等計劃應付之供款。

41. ACQUISITION OF SUBSIDIARIES

Acquisition of Golden Time Ventures

In August 2017, the Group, through its wholly-owned subsidiary, entered into an agreement with One Heart Global Limited, Red Summit Limited, Outstanding Global Investments Limited, Ultimate Winner Ventures Limited, Wealth Choice Global Limited, Fortune Sky Developments Limited and Ever Edge International Limited in relation to acquisition of the entire equity interests in Golden Time Ventures at a consideration of HK$50,000,000 in cash and 400,000,000 of shares of the Company. Golden Time Ventures and its 80% non-wholly owned subsidiaries (collectively, the "Golden Time Ventures Group") mainly operate in provision of beauty clinical services. The acquisition was completed on 9 September 2017.

The acquisition has been accounted for using the acquisition method.

Acquisition-related costs amounting to HK$369,000 have been recognised as an expense in the period, within the "administrative expenses" line item in the consolidated statement of profit or loss and other comprehensive income.

41. 收購附屬公司

收購金泰創投

於二零一七年八月，本集團(透過其全資附屬公司)與一心環球有限公司、紅峰有限公司、出色環球投資有限公司、至勝創投有限公司、裕選環球有限公司、運天發展有限公司及恆利國際有限公司訂立協議，內容有關收購金泰創投全部股權，代價為現金50,000,000港元及本公司股份400,000,000股。金泰創投及其擁有80%股權之非全資附屬公司(統稱「金泰創投集團」)主要從事提供美容診所服務。收購事項於二零一七年九月九日完成。

收購事項已按收購法入賬。

收購相關成本369,000港元已於期內在綜合損益及其他全面收益報表項下「行政開支」項目中確認為開支。

		HK$'000 千港元
Fair value of the assets acquired and liabilities recognised at the date of acquisition	**於收購日期已確認所收購資產及負債之公平值**	
Bank and cash balances	銀行及現金結餘	1,612
Property, plant and equipment *(note 16)*	物業、機器及設備*(附註16)*	6,614
Trademark *(note 17)*	商標*(附註17)*	89,900
Inventory	存貨	2,170
Trade and other receivables and prepayments	應收貿易及其他款項以及預付款項	23,874
Trade and other payables	應付貿易及其他款項	(8,099)
Deferred tax liabilities	遞延税項負債	(14,834)
Net assets acquired	收購資產淨值	101,237
Non-controlling interests	非控股權益	(20,247)
Goodwill *(note 18)*	商譽*(附註18)*	229,010
Consideration comprised of cash and shares of the Company	代價，包括現金及本公司股份	310,000

41. ACQUISITION OF SUBSIDIARIES (Continued) 41. 收購附屬公司(續)

Acquisition of Golden Time Ventures (Continued) 收購金泰創投(續)

The consideration of the acquisition is satisfied as follows:

收購代價乃以下列方式支付：

		HK$'000 千港元
Consideration satisfied by	**代價以下列方式支付：**	
Cash	現金	50,000
Consideration share *(note)*	代價股份(*附註*)	260,000
Total consideration	總代價	310,000

		HK$'000 千港元
Net cash outflow in respect of acquisition of subsidiaries	**收購附屬公司的現金流出淨額**	
Consideration paid	已付代價	50,000
Cash and cash equivalent balance acquired	已收購現金及現金等值項目結餘	(1,612)
Net cash outflow	現金流出淨額	48,388

Note: Include in the consideration was an allotment and issue of 400,000,000 new ordinary shares of the Company at the contract price of HK$0.63 per share. The fair value of the ordinary shares issued was determined by referring to the publish price of HK$0.65 per share on the completion date.

附註： 代價包括按合約價每股0.63港元配發及發行本公司400,000,000股新普通股。已發行普通股之公平值乃經參考於完成日期發佈的價格每股0.65港元後釐定。

Impact of acquisition on the results of the Group

Included in the revenue and profit for the year ended 31 December 2017 with revenue of approximately HK$20,352,000 and profit of HK$7,022,000 were attributable to the Golden Time Ventures Group.

Had this acquisition been effected at 1 January 2017, the revenue of the Group would have been approximately HK$487,509,000, and the profit for the year ended 31 December 2017 would have been approximately HK$10,965,000. The directors of the Company consider these "pro-forma" numbers to represent an approximate measure of the performance of the combined group on an annualised basis and to provide a reference point for comparison in future periods.

The non-controlling interests were recognised at their proportionate share of the recognised amounts of acquirees's identifiable net assets.

收購事項對本集團業績的影響

截至二零一七年十二月三十一日止年度的收益及溢利包括金泰創投集團應佔收益約20,352,000港元及應佔溢利約7,022,000港元。

倘收購事項於二零一七年一月一日已生效，本集團收益約為487,509,000港元，而截至二零一七年十二月三十一日止年度的溢利約為10,965,000港元。本公司董事認為，該等「備考」數字反映按年度基準計量之近似方法，並為未來期間提供可作比較之參考數字。

非控股權益乃按彼等佔被收購人可供識別資產淨值已確認金額的相關份額予以確認。

42. DISPOSAL OF SUBSIDIARIES

(a) Disposal of Shenzhen Weijingfang Bio Tech Food Company Limited

In May 2017, the Group, through its partially-owned subsidiary Guangdong Weijingfang entered into an agreement with 深圳市前海慧谷農業發展有限公司 in which the Group agreed to disposal of 87% equity interests in Shenzhen Weijingfang Bio Tech Food Company Limited ("Shenzhen Weijingfang") at a consideration of RMB1 (equivalent to approximately HK$1). The carrying amount of Shenzhen Weijingfang residual interest was approximately HK$4,000. Upon completion of the above transaction, the Group's interests in Shenzhen Weijingfang was decreased from 100% to 13% and result of Shenzhen Weijingfang became an equity investment and were classified as available-for-sale financial assets of the Group. The Group then recognised HK$4,000 loss on disposal of a subsidiary in the consolidated statement of profit or loss for the year ended 31 December 2017. Summary of the effect of the disposal of the subsidiary is as follows:

42. 出售附屬公司

(a) 出售深圳唯菁坊生物科技食品有限公司

於二零一七年五月，本集團透過其部分擁有附屬公司廣東維菁坊與深圳市前海慧谷農業發展有限公司訂立協議，其中本集團同意出售深圳唯菁坊生物科技食品有限公司(「深圳唯菁坊」)87%股權，代價為人民幣1元(相等於約1港元)。深圳唯菁坊剩餘權益的賬面值約為4,000港元。完成上述交易後，本集團於深圳唯菁坊的權益已由100%減少至13%，而引致深圳唯菁坊成為股權投資，並分類為本集團待售金融資產。本集團其後於截至二零一七年十二月三十一日止年度的綜合損益表中就出售附屬公司確認4,000港元的虧損。出售附屬公司的影響概要如下：

		HK$'000 千港元
Consideration:	**代價：**	
Cash received	已收取現金	–
Analysis of assets and liabilities over which control was lost:	**已失去控制權的資產及負債分析：**	
Bank and cash balances	銀行及現金結餘	4
Net assets disposed of	所出售資產淨值	4
Loss on disposal:	**出售虧損：**	
Consideration	代價	–
Net assets disposed of	所出售資產淨值	(4)
Loss on disposal of a subsidiary	**出售附屬公司的虧損**	(4)
Net cash outflow arising on disposal:	**因出售而產生的現金流出淨額：**	
Cash consideration received	已收取現金代價	–
Less: bank balances and cash disposed of	減：所出售銀行結餘及現金	(4)
		(4)

42. DISPOSAL OF SUBSIDIARIES (Continued)

42. 出售附屬公司(續)

(b) Disposal of Zhao Long International Medical Investment Management Group Limited

On 22 May 2017, the Group entered into a disposal agreement with Billion High Worldwide Investment Limited ("Billion High"), a non-controlling shareholder of a subsidiary of the Company, Zhao Long BVI. Pursuant to the agreement, the Group agreed to dispose 70% equity interest of Zhao Long BVI at a consideration of HK$68 million in cash. Details of which have been disclosed in the Company's announcement on 22 May 2017. Summary of the effect of the disposal of the subsidiary is as follows:

(b) 出售Zhao Long International Medical Investment Management Group Limited

於二零一七年五月二十二日，本集團與億高環球投資有限公司(「億高」)(本公司的附屬公司Zhao Long BVI的非控股股東)簽訂一份出售協議。根據該協議，本集團同意以68,000,000港元之代價出售Zhao Long BVI 70%權益。相關詳情已於本公司二零一七年五月二十二日之公告中披露。出售附屬公司之影響概述如下：

		HK$'000 千港元
Consideration:	**代價：**	
Cash received	已收取現金	68,000
Analysis of assets and liabilities over which control was lost:	**已失去控制權的資產及負債分析：**	
Property, plant and equipment *(note 16)*	物業、機器及設備*(附註16)*	670
Goodwill *(note 18)*	商譽*(附註18)*	53,382
Investments in associates	於聯營公司的投資	17,124
Trade and other receivables	應收貿易及其他款項	14,597
Tax recoverable	應收税項	132
Bank and cash balances	銀行及現金結餘	97
Trade and other payables	應付貿易及其他應付款項	(6,463)
Net assets disposed of	所出售資產淨值	79,539
Gain on disposal:	**出售收益：**	
Consideration	代價	68,000
Net assets disposed of	所出售資產淨值	(79,539)
Non-controlling interests	非控股權益	23,862
Cumulative exchange differences in respect of the net assets of the subsidiaries reclassified from equity to profit or loss on loss of control of the subsidiaries	就附屬公司淨資產由權益重新分類至失去附屬公司控制權的損益的累計匯兑差額	298
Gain on disposal of subsidiaries	**出售附屬公司的收益**	12,621

42. DISPOSAL OF SUBSIDIARIES (Continued)

42. 出售附屬公司(續)

(b) Disposal of Zhao Long International Medical Investment Management Group Limited (Continued)

(b) 出售Zhao Long International Medical Investment Management Group Limited(續)

		HK$'000 千港元
Net cash inflow arising on disposal:	**因出售而產生的現金流入淨額：**	
Cash consideration received	已收取現金代價	68,000
Less: bank balances and cash disposed of	減：所出售銀行結餘及現金	(97)
		67,903

43. TRANSACTIONS WITH NON-CONTROLLING INTERESTS

43. 非控股權益交易

(a) During the year ended 31 December 2018, the Group, through its wholly-owned subsidiary, Guangzhou Common Splendor Health Technology Limited disposed 49% equity interest in Guangzhou Common Splendor Stem Cell Limited at an aggregate consideration of RMB2,500,001 (equivalent to approximately HK$2,847,000), with carrying amount of the non-controlling interests in Guangzhou Common Splendor Stem Cell Limited was approximately HK$348,000. All relevant approvals from the competent regulatory authorities in the PRC under the applicable PRC laws and regulations for the transfer have been obtained, and the transfer was completed on 11 October 2018. Upon completion of the above transaction, the Group's interests in Guangzhou Common Splendor Stem Cell Limited was decreased from 100% to 51%, and result an increase in equity attributable to owners of the Company of approximately HK$2,499,000.

(a) 截至二零一八年十二月三十一日止年度，本集團透過其全資附屬公司廣州同佳醫療科技有限公司出售於廣州同佳細胞科技有限公司49%權益，總代價為人民幣2,500,001元(相當於約2,847,000港元)，其中廣州同佳細胞科技有限公司非控股權益之賬面值約348,000港元。已根據中國適用法律及法規於中國主管監管機關就轉讓取得一切有關批准，而轉讓已於二零一八年十月十一日完成。上述交易完成後，本集團於廣州同佳細胞科技有限公司之權益由100%降至51%，以致本公司擁有人應佔權益增加約2,499,000港元。

43. TRANSACTIONS WITH NON-CONTROLLING INTERESTS (Continued)

(b) On 2 November 2017, the Company acquired an additional of 0.5% equity interest of Realyoung Life Medical Group at a consideration of US$5 (equivalent to approximately HK$40). The carrying amount of the non-controlling interests in Realyoung Life Medical Group was approximately HK$9,769,000. Upon completion of the acquisition, Realyoung Life Medical Group became wholly-owned subsidiaries of the Group and result an increase in equity attributable to owners of the Company of approximately HK$9,769,000.

43. 非控股權益交易（續）

(b) 於二零一七年十一月二日，本公司收購瑞昂生命醫學集團的額外0.5%股權，代價為5美元（相等於約40港元）。瑞昂生命醫學集團的非控股權益賬面值約為9,769,000港元。完成收購事項後，瑞昂生命醫學集團成為本集團的全資附屬公司，導致本公司擁有人應佔權益增加約9,769,000港元。

44. MAJOR NON-CASH TRANSACTIONS

During the current year, the Group entered into the following non-cash investing and financing activities which are not reflected in the consolidated statement of cash flow:

- the Group acquired motor vehicle of approximately HK$1,948,000, of HK$1,500,000 was carried under finance lease (2017: HK$Nil).

- on 1 August 2018, Dragon Pride, an associate of the Group, issued shares to independent third parties in relation to acquisition of two subsidiaries, which result the Group's interests in Dragon Pride diluted from 26.5% to 24.4%. A loss on deemed disposal of approximately HK$571,000 was recognised in the consolidated statement of profit or loss.

44. 重大非現金交易

於本年度，本集團進行以下並無於綜合現金流量表中反映的非現金投資及融資活動：

- 本集團根據融資租賃購入約1,948,000港元的汽車，當中1,500,000港元以融資租賃列賬（二零一七年：零港元）。

- 於二零一八年八月一日，本集團聯營公司傲龍就收購兩間附屬公司向獨立第三方發行股份，導致本集團於傲龍的權益由26.5%攤薄至24.4%。視作出售之虧損約571,000港元於綜合損益表確認。

45. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

45. 融資活動產生之負債對賬

		Bank and other borrowings (note 36) 銀行及其他借貸(附註36) HK$'000 千港元	Obligation under a finance lease (note 31) 融資租賃責任(附註31) HK$'000 千港元	Guaranteed notes and bonds payable (note 35) 擔保票據及應付債券(附註35) HK$'000 千港元	Convertible notes (note 33) 可換股票據(附註33) HK$'000 千港元	Total 總額 HK$'000 千港元
At 1 January 2017	於二零一七年一月一日	–	6	166,658	85,535	252,199
Proceeds from borrowings and bonds	借貸及債券所得款項	12,204	–	48,402	–	60,606
Repayment of bond payable	償還應付債券	–	–	(7,000)	–	(7,000)
Repayment of convertible note	償還可換股票據	–	–	–	(16,000)	(16,000)
Repayment of obligation under a finance lease	償還融資租賃責任	–	(13)	–	–	(13)
Interest paid	已付利息	–	–	(15,148)	(8,746)	(23,894)
Non-cash changes	**非現金變動**					
Interest payable	應付利息	–	–	(5,216)	–	(5,216)
Imputed interest expenses	估計利息費用	–	–	25,894	14,691	40,585
New finance lease	新融資租賃	–	38	–	–	38
At 31 December 2017	**於二零一七年十二月三十一日**	12,204	31	213,590	75,480	301,305
At 1 January 2018	於二零一八年一月一日	12,204	31	213,590	75,480	301,305
Proceeds from borrowings and bonds	借貸及債券所得款項	11,138	–	8,028	–	19,166
Repayment of borrowings and bonds	償還借貸及債券	(7,204)	–	(57,800)	–	(65,004)
Repayment of convertible note	償還可換股票據	–	–	–	(1,000)	(1,000)
Repayment of obligation under a finance lease	償還融資租賃責任	–	(181)	–	–	(181)
Interest paid	已付利息	(941)	(210)	(11,006)	(7,150)	(19,307)
Non-cash changes	**非現金變動**					
Interest payable	應付利息	–	–	(12,286)	–	(12,286)
Finance cost recognised	已確認財務成本	941	210	28,766	7,807	37,724
Loss from modification of convertible note	修訂可換股票據之虧損	–	–	–	2,363	2,363
Transfers	轉移	–	–	77,500	(77,500)	–
New finance lease	新融資租賃	–	1,500	–	–	1,500
At 31 December 2018	**於二零一八年十二月三十一日**	16,138	1,350	246,792	–	264,280

46. MATERIAL RELATED PARTIES TRANSACTIONS

46. 重大關連人士交易

In addition to the transactions and balances detailed elsewhere in the consolidated financial statements, the Group and the Company had the following material transactions with related parties during the year:

除財務報表其他部分所詳述交易及結餘外，本集團及本公司於本年度與關連人士進行以下重大交易：

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Interest income on loan to a shareholder *(note)*	借予股東貸款之利息收入（附註）	7,819	16,788
Salaries and other allowances paid to a spouse of a director of the Company	向本公司一名董事之配偶支付之薪金及其他津貼	884	884
Contributions to retirement benefit scheme paid to a spouse of a director of the Company	向本公司一名董事之配偶作出退休福利計劃供款	18	18

Note: At 31 December 2018 and 2017, the Group lent to Champion Dynasty with the sum of HK$28,574,000 and HK$48,875,000 which bearing interest rate at 12% and 11% per annum respectively.

附註： 於二零一八年及二零一七年十二月三十一日，本集團借予Champion Dynasty分別28,574,000港元及48,875,000港元之貸款，按年利率分別為12%及11%計息。

Pursuant to Rules 14A.25 and 14A.31 of the Listing Rules, the loan to a shareholder constitutes financial assistance and a continuing connected transaction of the Company. An ordinary resolution was passed at the special general meeting of the Company held on 19 November 2018 to approve the renewal of the loan and the annual cap amounts.

根據上市規則第14A.25條及第14A.31條，借予股東貸款構成財政援助及本公司一項持續關連交易。本公司於二零一八年十一月十九日召開股東大會通過普通決議案，以批准重續貸款及年度上限金額。

Balances with related parties:

Details of the balances with related parties at the end of reporting period are set out in notes 19 and 26.

與關連人士之交易結餘：

於報告期末，與關連人士之交易結餘詳情載於附註19及26。

Key management personnel emoluments:

Remuneration for key management personnel is disclosed in note 12.

主要管理人員酬金：

主要管理人員酬金於附註12內披露。

47. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

47. 本公司財務狀況報表之資料

The Company's statement of financial position at 31 December 2018 and 2017 are as follows:

本公司於二零一八年及二零一七年十二月三十一日之財務狀況報表如下：

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Non-current asset	**非流動資產**		
Interests in subsidiaries	於附屬公司之權益	783,127	798,684
Current assets	**流動資產**		
Deposits, prepayment and other receivables	按金、預付款項及其他應收款項	2,556	14,052
Loan to a shareholder	借予股東貸款	28,574	49,143
Bank and cash balances	銀行及現金結餘	235	32,470
		31,365	95,665
Current liabilities	**流動負債**		
Accruals, deposits received and other payables	應計款項、已收按金及其他應付款項	10,833	10,425
Convertible notes	可換股票據	–	75,480
Derivative financial liabilities	衍生金融負債	–	7,316
Guaranteed notes and bonds payable	擔保票據及應付債券	213,209	120,893
Other borrowings	其他借貸	15,000	5,000
		239,042	219,114
Net current liabilities	**流動負債淨值**	(207,677)	(123,449)
Total assets less current liabilities	**資產總額減流動負債**	575,450	675,235
Capital and reserves	**資本及儲備**		
Share capital	股本	29,962	29,962
Reserves	儲備	501,245	544,593
Total equity	**股本權益總額**	531,207	574,555

47. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

47. 本公司財務狀況報表之資料(續)

The Company's statement of financial position at 31 December 2018 and 2017 are as follows:

本公司於二零一八年及二零一七年十二月三十一日之財務狀況報表如下:

		2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Non-current liabilities	**非流動負債**		
Amount due to subsidiaries	應付附屬公司款項	10,660	7,983
Guaranteed notes and bonds payable	擔保票據及應付債券	33,583	92,697
		44,243	100,680
		575,450	675,235

The financial statement were approved and authorised for issue by the board of directors of the Company on 29 March 2019 and signed on its behalf by:

財務報表已獲本公司董事會於二零一九年三月二十九日批准及授權發佈,並由下列代表簽署:

Cheung Wai Kuen
張偉權
Director
董事

Cheng Hau Yan
鄭孝仁
Director
董事

48. RESERVES OF THE COMPANY

48. 公司儲備

		Share capital 股本 HK$'000 千港元	Share premium 股份溢價 HK$'000 千港元	Share options reserve 購股權儲備 HK$'000 千港元	Accumulated losses 累積虧損 HK$'000 千港元	Total equity 股本權益總額 HK$'000 千港元
At 1 January 2017	於二零一七年一月一日	25,962	425,198	3,836	(67,764)	387,232
Loss for the year	年度虧損	–	–	–	(72,677)	(72,677)
Total comprehensive expense for the year	年度全面開支總額	–	–	–	(72,677)	(72,677)
Lapse of share option	購股權失效	–	–	(3,836)	3,836	–
Acquisition of subsidiaries	收購附屬公司	4,000	256,000	–	–	260,000
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	29,962	681,198	–	(136,605)	574,555
Loss for the year	年度虧損	–	–	–	(43,348)	(43,348)
Total comprehensive expense for the year	年度全面開支總額	–	–	–	(43,348)	(43,348)
At 31 December 2018	**於二零一八年十二月三十一日**	**29,962**	**681,198**	**–**	**(179,953)**	**531,207**

49. INTERESTS IN SUBSIDIARIES

49. 於附屬公司之權益

Details of the Group's major subsidiaries at the end of the reporting period are as follows.

有關本集團於報告期末之重大附屬公司之詳情載列如下。

Name of associate 附屬公司名稱	Place of incorporation/ operation 註冊成立/經營地點	Class of shares/ registered capital held 所持股份/註冊資本類別	Fully paid share capital/ registered capital 繳足股本/註冊資本	Proportion of nominal value of paid capital/ registered capital held by the Company 本公司所持繳足股本/註冊資本面值之百分比 Directly 直接	Indirectly 間接	Principal activities 主要業務
G-Prop Services Limited	Hong Kong 香港	Ordinary 普通股	HK$2 2港元	–	100%	Investment and finance 投資及融資
Golden Circle Investment Limited 金元投資有限公司	Hong Kong 香港	Ordinary 普通股	HK$2 2港元	–	100%	Provision of management services 提供管理服務
Guangdong Common Splendor Supply Chain Management Limited* 廣東同佳供應鏈管理有限公司	The PRC 中國	Registered as limited liability company 註冊為有限責任公司	HK$187,282,375/ HK$300,000,000 187,282,375港元/ 300,000,000港元	–	100%	Precision life healthcare services 精準生命健康服務
Guangdong Fengshuo Bio Medical Tech Company Limited* 廣東豐碩生物醫藥科技有限公司	The PRC 中國	Registered as limited liability company 註冊為有限責任公司	RMB75,000,000/ RMB75,000,000 人民幣75,000,000元/ 人民幣75,000,000元	–	100%	Bio-medical technology 生物醫藥科技
Guangdong Weijingfang Food Limited* ("Guangdong Weijingfang") 廣東維菁坊食品有限公司(「廣東維菁坊」)	The PRC 中國	Registered as limited liability company 註冊為有限責任公司	RMB15,000,000/ RMB30,000,000 人民幣15,000,000元/ 人民幣30,000,000元	–	51%	Natural health food trading 天然健康食品貿易
Realyoung International Life Medical Group (Hong Kong) Company Limited 瑞昂國際生命醫學集團(香港)有限公司	Hong Kong 香港	Ordinary 普通股	HK$2 2港元	–	100%	Precision life healthcare services 精準生命健康服務
Guangzhou Common Splendor Health Technology Limited* 廣州同佳醫療科技有限公司	The PRC 中國	Registered 註冊	HK$7,734,289/ HK$30,000,000 7,734,289港元/ 30,000,000港元	–	97.725%	Precision life healthcare services 精準生命健康服務

49. INTERESTS IN SUBSIDIARIES (Continued)

49. 於附屬公司之權益(續)

Details of the Group's major subsidiaries at the end of the reporting period are as follows. (Continued)

有關本集團於報告期末之重大附屬公司之詳情載列如下。(續)

Name of associate 附屬公司名稱	Place of incorporation/ operation 註冊成立/經營地點	Class of shares/ registered capital held 所持股份/註冊資本類別	Fully paid share capital/ registered capital 繳足股本/註冊資本	Proportion of nominal value of paid capital/ registered capital held by the Company 本公司所持繳足股本/註冊資本面值之百分比 Directly 直接	Indirectly 間接	Principal activities 主要業務
Guangzhou Realyoung Integrated Clinix Limited* 廣州瑞昂綜合門診有限公司	The PRC 中國	Registered 註冊	RMB7,900,000/ RMB10,000,000 人民幣7,900,000元/人民幣10,000,000元	–	97.725%	Precision life healthcare services 精準生命健康服務
Huizhou Chuangxing Zhangliang Property Limited* 惠州市創興中量置業有限公司	The PRC 中國	Registered 註冊	RMB1,000,000/ RMB1,000,000 人民幣1,000,000元/人民幣1,000,000元	–	51%	Precision life healthcare services 精準生命健康服務
Huizhou Eastern Zhongliang Investment Limited* 惠州市東方中量投資有限公司	The PRC 中國	Registered 註冊	RMB10,000,000/ RMB10,000,000 人民幣10,000,000元/人民幣10,000,000元	–	51%	Precision life healthcare services 精準生命健康服務
Huizhou Zhangliang Health Services Limited* 惠州市中量健康服務有限公司	The PRC 中國	Registered 註冊	N/A/ RMB10,000,000 不適用/人民幣10,000,000元	–	51%	Precision life healthcare services 精準生命健康服務
eAesthetic Holdings Limited 醫美堂控股有限公司	Hong Kong 香港	Ordinary 普通股	HK$1 1港元	–	80%	Aesthetic and beauty treatment 美學與美容療程
eClinix Holdings Limited 醫診所控股有限公司	Hong Kong 香港	Ordinary 普通股	HK$1 1港元	–	80%	Aesthetic and beauty treatment 美學與美容療程
Medik Pro Aesthetics & Anti Aging Institution Limited 美得堡醫學抗衰老中心有限公司	Hong Kong 香港	Ordinary 普通股	HK$100,000 100,000港元	–	80%	Aesthetic and beauty treatment 美學與美容療程

Details of the Group's major subsidiaries at the end of the reporting period are as follows.

有關本集團於報告期末之重大附屬公司之詳情載列如下。

* For identification purpose only

* 僅供識別

49. INTERESTS IN SUBSIDIARIES (Continued)

49. 於附屬公司之權益(續)

None of the subsidiaries had issued any debt securities subsisting at the end of the reporting period or at any time during the reporting period.

於報告期末或於報告期內任何時間，並無附屬公司發行任何仍然有效之債務證券。

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

上表載列本公司董事認為主要影響本集團業績或資產的附屬公司。本公司董事認為，提供其他附屬公司詳情將導致篇幅過於冗長。

The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests:

下表列示持有重大非控股權益的本集團非全資附屬公司的詳情：

Name of subsidiaries 附屬公司名稱	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益所持所有權權益及投票權比例		Profit/(loss) allocated to non-controlling interests 分配至非控股權益的溢利／(虧損)		Accumulated non-controlling interests 累計非控股權益	
	2018 二零一八年 %	2017 二零一七年 %	2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元
Guangdong Weijingfang 廣東維青坊	49.00	49.00	433	(30)	10,194	10,308
Guangdong Common Splendor Zhongliang Healthcare Industry Limited 廣東同佳中量健康產業有限公司	49.00	49.00	(333)	(401)	130,998	138,566
High Choice Developments Limited 高擇發展有限公司	80.00	80.00	5,735	597	7,553	1,818
Individually immaterial subsidiaries with non-controlling interests 擁有非控制權益之個別非重大附屬公司			3,113	7,853	62,985	62,186
			8,948	8,019	211,730	212,878

49. INTERESTS IN SUBSIDIARIES (Continued)

49. 於附屬公司之權益(續)

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

有關持有重大非控股權益之本集團各附屬公司的財務資料概要如下。下述財務資料概要指集團內公司間抵銷前的數額。

At 31 December 2018	於二零一八年十二月三十一日	Guangdong Weijingfang 廣東維菁坊 HK$'000 千港元	Guangdong Common Splender Zhongliang Healthcare Industry 廣東同佳中量健康產業 HK$'000 千港元	High Choice Investments Limited 高擇發展有限公司 HK$'000 千港元
Current assets	流動資產	74,637	336,888	52,675
Non-current assets	非流動資產	33	111,350	4,834
Current liabilities	流動負債	(53,865)	(180,895)	(19,746)
Non-current liabilities	非流動負債	–	–	–
Equity attributable to owners of the Company	本公司擁有人應佔權益	10,611	136,345	30,210
Non-controlling interest	非控股權益	10,194	130,998	7,553

49. INTERESTS IN SUBSIDIARIES (Continued) 49. 於附屬公司之權益(續)

For the year ended 31 December 2018	截至二零一八年十二月三十一日止年度	Guangdong Weijingfang 廣東維菁坊 HK$'000 千港元	Guangdong Common Splender Zhongliang Healthcare Industry 廣東同佳中量健康產業 HK$'000 千港元	High Choice Investments Limited 高擇發展有限公司 HK$'000 千港元
Revenue	收入	249,795	–	56,674
Expenses	開支	(249,075)	(679)	(28,000)
Profit/(loss) for the year	年度溢利╱(虧損)	883	(679)	28,674
Profit/(loss) attributable to the owners of the Company	本公司擁有人應佔溢利╱(虧損)	450	(346)	22,939
Profit/(loss) attributable to non-controlling interest	非控股權益應佔溢利╱(虧損)	433	(333)	5,735
Profit/(loss) for the year	本年度溢利╱(虧損)	883	(679)	28,674
Other comprehensive expenses attributable to the owners of the Company	本公司擁有人應佔其他全面開支	(569)	(7,531)	–
Other comprehensive expenses attributable to non-controlling interest	非控股權益應佔其他全面開支	(547)	(7,235)	–
Other comprehensive expenses	其他全面開支	(1,116)	(14,766)	–
Total comprehensive (expenses)/income attributable to the owners of the Company	本公司擁有人應佔全面(開支)╱收入總額	(119)	(7,877)	22,939
Total comprehensive (expenses)/income attributable to non-controlling interest	非控股權益應佔全面(開支)╱收入總額	(114)	(7,568)	5,735
Total comprehensive (expenses)/income	全面(開支)╱收入總額	(233)	(15,445)	28,674
Net cash inflow from operating activities	經營業務之現金流入淨額	2,457	2,500	3,902
Net cash outflow from investing activities	投資業務之現金流出淨額	–	(2,514)	(2,273)
Net cash outflow from financing activities	融資業務之現金流出淨額	(2,277)	–	–
Net cash (outflow)/inflow	現金(流出)╱流入淨額	(180)	(14)	1,629

50. EVENTS AFTER REPORTING PERIOD

The Group had the following transaction after the end of the reporting period:

(i) Acquisition of subsidiaries and issue of shares

On 24 January 2019, a wholly-owned subsidiary of the Company (the "Purchaser"), the Company and the vendors entered into an equity transfer agreement, pursuant to which, among other matters, the vendors conditionally agreed to sell and the Purchaser conditionally agreed to acquire 88.5184% of the issued share capital of Shenzhen Aidigong Maternity Health Management Co., Limited (the "Target Company"), at the aggregate maximum consideration of RMB888,000,000 (equivalent to approximately HK$1,025,404,000) (subject to downward adjustments), which will be satisfied by way of cash.

On 25 January 2019 (after trading hours), the Company and the subscribers entered into a subscription agreement (the "Subscription") pursuant to which, subject to the fulfillment of the conditions precedent as mentioned herein, each of the first subscriber and the second subscriber will respectively subscribe for, and the Company will allot and issue up to 222,006,334 and 42,093,632 new shares (the "Subscription Shares"), at the subscription price of HK$0.70 per Subscription Share. The aggregate nominal value of the 264,099,966 Subscription Shares is approximately HK$2,641,000. The Subscriptions are subject to the shareholders' approval. The Subscription Shares will be issued and allotted pursuant to the specific mandate to be sought from the shareholders at the special general meeting. The gross proceeds from the Subscriptions are expected to be approximately HK$184.87 million. The management of the Group was in the midst of determining the financial effect of the transaction. Details of the above acquisition and the Subscription were set out in the Company's announcement dated 25 January 2019.

50. 報告期後事項

本集團於報告期末後有以下交易：

(i) 收購附屬公司及發行股份

於二零一九年一月二十四日，本公司之全資附屬公司(「買方」)、本公司及該等賣方訂立股權轉讓協議，據此(其中包括)，該等賣方有條件同意出售及買方有條件同意購買深圳愛帝宮母嬰健康管理股份有限公司(「目標公司」)已發行股本之88.5184%，最高代價總額為人民幣888,000,000元(相當於約1,025,404,000港元(可予下調))，將以現金支付。

於二零一九年一月二十五日(交易時段後)，本公司與該等認購人訂立了認購協議(「認購事項」)，據此，待本年報所述先決條件獲達成後，第一認購人及第二認購人各方將分別認購及本公司將分別向其配發及發行最多222,006,334股及42,093,632股新股份(「認購股份」)，認購價為每股認購股份0.70港元。264,099,966股認購股份之面值總額約為2,641,000港元。認購事項須待股東批准後方可作實。認購股份將根據股東於股東特別大會上尋求的特別授權而予以發行及配發。認購事項之所得款項總額預期將約為184,870,000港元。本集團管理層正在釐定交易之財務影響。有關上述收購事項及認購事項之詳情，請參閱本公司日期為二零一九年一月二十五日之公告。

50. EVENTS AFTER REPORTING PERIOD (Continued)

(ii) Acquisition of additional interest in a subsidiary and disposal of partial interest in an associate

On 6 March 2019, Wealthy Kingdom Group Limited ("Wealthy Kindgom"), a non wholly-owned subsidiary of the Company, as the vendor, and Yellow Dragon Medical Alliance Limited ("Yellow Dragon"), as the purchaser, entered into a disposal agreement, pursuant to which, Yellow Dragon has agreed to purchase and Wealthy Kingdom has agreed to sell approximately 12.2% of the issued shares of Dragon Pride Enterprises Limited, which is an associate of the Company, at a consideration of approximately HK$19.52 million.

On 6 March 2019, Gold Stable Limited ("Gold Stable"), a wholly-owned subsidiary of the Company, as the purchaser, and Billion High Worldwide Investments Limited ("Billion High"), as the vendor, entered into an acquisition agreement, pursuant to which, Gold Stable has conditionally agreed to purchase and Billion High has conditionally agreed to sell the 30% of the issued shares of Wealthy Kingdom at a consideration of approximately HK$11.71 million.

50. 報告期後事項(續)

(ii) 收購一間附屬公司額外權益及出售於一間聯營公司之部分權益

於二零一九年三月六日,本公司非全資附屬公司Wealthy Kingdom Group Limited(「Wealthy Kingdom」)(作為賣方)與Yellow Dragon Medical Alliance Limited(「Yellow Dragon」)(作為買方)訂立出售協議,據此,Yellow Dragon已同意購買,而Wealthy Kingdom已同意出售傲龍企業有限公司(本公司之聯營公司)已發行股份約12.2%,代價約為19,520,000港元。

於二零一九年三月六日,本公司全資附屬公司Gold Stable Limited(「Gold Stable」)(作為買方)與億高環球投資有限公司(「億高」)(作為賣方)訂立收購協議,據此,Gold Stable已有條件同意購買,而億高已有條件同意出售Wealthy Kingdom已發行股份30%,代價約為11,710,000港元。

51. COMPARATIVE FIGURES

The Group has initially applied HKFRS 15 and HKFRS 9 on 1 January 2018. Under the transition method, comparative information is not restated. Further details of the change in accounting policies are disclosed in note 2.

51. 比較數字

本集團已於二零一八年一月一日初步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。根據過渡法,並無重列比較數字。有關會計政策變動之進一步詳情於附註2披露。

52. AUTHORISATION FOR ISSUE OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors of the Company on 29 March 2019.

52. 授權刊發綜合財務報表

本公司董事會已於二零一九年三月二十九日批准及授權刊發綜合財務報表。

FIVE-YEAR FINANCIAL SUMMARY
五年財務概要

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

Summary of the results, assets and liabilities of the Group for the last five years are as follows:

本集團過去五年之業績、資產與負債概要如下：

RESULTS

業績

		For the year ended 31 December 截至十二月三十一日止年度				
		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
Continuing operations	**持續經營業務**					
Revenue	收入	377,035	474,933	554,962	530,290	359,818
Profit/(loss) before tax	除税前溢利／(虧損)	19,876	18,239	56,259	49,052	(32,957)
Income tax expense	所得税開支	(8,768)	(8,798)	(9,098)	(6,946)	(7,627)
Profit/(loss) for the year from continuing operations	年度來自持續經營業務之溢利／(虧損)	11,108	9,441	47,161	42,106	25,330
Discontinued operation	**已終止經營業務**					
Profit for the year from discontinued operations	年度來自已終止經營業務之溢利	–	–	–	–	7,063
Profit for the year	年度溢利	11,108	9,441	47,161	42,106	32,393
Profit for the year attributable to:	應佔年度溢利：					
Owners of the Company	本公司擁有人	2,160	1,422	42,096	34,009	27,505
Non-controlling interest	非控股權益	8,948	8,019	5,065	8,097	4,888
		11,108	9,441	47,161	42,106	32,393
Earning per share (HK cents)	每股盈利(港仙)					
Basic	基本	0.07	0.05	1.62	1.36	1.13
Diluted	攤薄	0.07	0.05	1.62	1.36	1.06
Final and interim dividend per share (HK cents)	每股末期及中期股息(港仙)	–	–	–	–	–
Special dividend per share (HK cents)	每股特別股息(港仙)	–	–	–	–	–

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

ASSETS AND LIABILITIES 資產及負債

		At 31 December 於十二月三十一日				
		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$'000 千港元
Total assets	資產總額	1,367,718	1,372,237	972,649	672,631	559,257
Total liabilities	負債總額	(405,491)	(394,026)	(305,099)	(126,276)	(101,468)
		962,227	978,211	667,550	546,355	457,789
Net asset value per share attributable to owners of the Company (HK$)	本公司擁有人應佔每股資產淨值(港元)	0.32	0.33	0.26	0.21	0.18
Number of share issued	已發行股份數目	2,996,255,008	2,996,255,008	2,596,255,008	2,596,255,008	2,428,255,008


同佳健康
CS Health
香港主板上市 00286
生命健康 快樂無憂
www.cs-ih.com