

### ALLIED PROPERTIES (H.K.) LIMITED

### 聯合地產(香港)有限公司

(Stock Code 股份代號︰56)



### Allied Properties (H.K.) Limited 聯合地產(香港)有限公司

Interim Report 中期業績報告

For the six months ended 30th June, 2019 截至二零一九年六月三十日止六個月 Contents

目錄

### Page頁次

Corporate Information	2	公司資料
Condensed Consolidated Statement of Profit or Loss	4	簡明綜合損益表
Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income	5	簡明綜合損益及 其他全面收益表
Condensed Consolidated Statement of Financial Position	6	簡明綜合財務狀況表
Condensed Consolidated Statement of Changes in Equity	8	簡明綜合權益變動表
Condensed Consolidated Statement of Cash Flows	10	簡明綜合現金流量表
Notes to the Condensed Consolidated Financial Statements	12	簡明綜合財務報表附註
Report on Review of Condensed Consolidated Financial Statements	62	簡明綜合財務報表審閱報告
Interim Dividend	63	中期股息
Financial Highlights	63	財務摘要
Financial Review	64	財務回顧
Operational Review	68	業務回顧
Business Outlook	70	業務展望
Directors' Interests	71	董事之權益
Substantial Shareholders' and Other Persons' Interests	72	主要股東及其他人士之權益
Corporate Governance and Other Information	73	企業管治及其他資料
Audit Committee Review	75	審核委員會之審閱
Purchase, Sale or Redemption of Shares	76	購回、出售或贖回股份

### 公司資料

### **BOARD OF DIRECTORS**

Arthur George Dew Chairman and Non-Executive Director Lee Seng Hui Chief Executive and Executive Director Mark Wong Tai Chun Executive Director Li Chi Kong Non-Executive Director Steven Samuel Zoellner Independent Non-Executive Director Alan Stephen Jones Independent Non-Executive Director David Craig Bartlett Independent Non-Executive Director

**EXECUTIVE COMMITTEE** Lee Seng Hui *Chairman* 

Mark Wong Tai Chun

AUDIT COMMITTEE Alan Stephen Jones Chairman Arthur George Dew Steven Samuel Zoellner David Craig Bartlett

### **REMUNERATION COMMITTEE**

Alan Stephen Jones Chairman Arthur George Dew Steven Samuel Zoellner David Craig Bartlett

NOMINATION COMMITTEE

Arthur George Dew Chairman Steven Samuel Zoellner David Craig Bartlett

### BANKERS

Bank of China (Hong Kong) Limited China CITIC Bank International Limited Fubon Bank (Hong Kong) Limited OCBC Wing Hang Bank Limited Public Bank (Hong Kong) Limited Standard Chartered Bank (Hong Kong) Limited 

 董事會

 秋亞法

 主席兼非執行董事

 李成輝

 行政總裁兼執行董事

 王大鈞

 執行董事

 李志剛

 非執行董事

 Steven Samuel Zoellner

 獨立非執行董事

 Alan Stephen Jones

 獨立非執行董事

 白禮德

 獨立非執行董事

**執行委員會** 李成輝 *主席* 王大鈞

**審核委員會** Alan Stephen Jones *主席* 狄亞法 Steven Samuel Zoellner 白禮德

### 薪酬委員會

Alan Stephen Jones *主席* 狄亞法 Steven Samuel Zoellner 白禮德

**提名委員會** 狄亞法 *主席* Steven Samuel Zoellner 白禮德

**往來銀行** 中國銀行(香港)有限公司 中信銀行(國際)有限公司 富邦銀行(香港)有限公司 華僑永亭銀行有限公司 大眾銀行(香港)有限公司 渣打銀行(香港)有限公司



### **REGISTERED OFFICE**

22nd Floor Allied Kajima Building 138 Gloucester Road Wanchai Hong Kong Tel : 2519 2288 Fax : 2598 5518 / 2598 0419 E-mail: contactapl@aphk.com

### SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited Shops 1712–1716 17th Floor Hopewell Centre 183 Queen's Road East Wanchai Hong Kong

### **COMPANY SECRETARY**

Lau Tung Ni

### AUDITOR

Deloitte Touche Tohmatsu

### SOLICITORS

Fred Kan & Co. P. C. Woo & Co. Woo Kwan Lee & Lo

### **STOCK CODE**

56

### WEBSITES

http://www.alliedproperties.com.hk http://www.irasia.com/listco/hk/alliedproperties/index.htm

### 註冊辦事處

香港 灣仔 告士打道138號 聯合鹿島大廈 22樓 電話:2519 2288 傳真:2598 5518 / 2598 0419 電郵:contactapl@aphk.com

### 股份過戶登記處

香港中央證券登記有限公司 香港 灣仔 皇后大道東183號 合和中心 17樓 1712-1716室

### 公司秘書

劉冬妮

### 核數師

德勤 • 關黃陳方會計師行

### 律師

簡家聽律師行 胡百全律師事務所 胡關李羅律師行

### 股份代號

56

### 網站

http://www.alliedproperties.com.hk http://www.irasia.com/listco/hk/alliedproperties/index.htm



# Condensed Consolidated Statement of Profit or Loss

for the six months ended 30th June, 2019

The board of directors ("Board") of Allied Properties (H.K.) Limited ("Company") is pleased to announce that the unaudited consolidated results of the Company and its subsidiaries ("Group") for the six months ended 30th June, 2019 with the comparative figures for the corresponding period in 2018 are as follows:

### 截至二零一九年六月三十日止六個月

聯合地產(香港)有限公司(「本公司」)之董事會 (「董事會」)欣然宣佈,本公司及其附屬公司 (「本集團」)截至二零一九年六月三十日止六個 月之未經審核綜合業績連同二零一八年同期之 比較數字如下:

			Six months ende 截至六月三十日	日止六個月
		Notes 附註	2019 Unaudited 二零一九年 未經審核 HK\$ Million 百萬港元	2018 Unaudited 二零一八年 未經審核 HK\$ Million 百萬港元
Revenue Interest income Other revenue	收入 利息收入 其他收入	4	2,111.2 395.0	2,036.3 332.8
Other income	其他收入		2,506.2 20.9	2,369.1 142.8
Total income	總收入		2,527.1	2,511.9
Cost of sales and other direct costs Brokerage and commission expenses Selling and marketing expenses Administrative expenses Changes in values of properties Net gain on financial assets and	銷售成本及其他直接成本 經紀費及佣金費用 銷售及市場推廣費用 行政費用 物業價值變動 透過損益賬按公平價值處理	5	(281.8) (22.5) (70.5) (672.9) 178.6	(215.6) (25.3) (67.9) (726.1) 646.2
liabilities at fair value through profit or loss Net exchange gain (loss) Net impairment losses on financial	之金融資產及負債收益 淨額 匯兑收益(虧損)淨額 金融工具之減值虧損		783.7 27.2	636.7 (38.5)
instruments Other operating expenses Finance costs Share of results of associates Share of results of joint ventures	淨額 其他經營費用 融資成本 應佔聯營公司業績 應佔合營公司業績	6 7	(469.4) (56.4) (247.8) 516.8 75.4	(443.0) (57.7) (214.1) 391.5 278.3
Profit before taxation Taxation	除税前溢利 税項	8 9	2,287.5 (147.8)	2,676.4 (124.7)
Profit for the period	本期間溢利		2,139.7	2,551.7
Attributable to: Owners of the Company Non-controlling interests	應佔方: 本公司股東 非控股權益		1,513.0 626.7	1,885.2 666.5
			2,139.7	2,551.7
Famings now chave	有吸劢利	10	HK cents 港仙	HK cents 港仙
<b>Earnings per share</b> Basic	<b>每股盈利</b> 基本	10	22.21	27.67
Diluted	攤薄		22.19	27.67

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

for the six months ended 30th June, 2019

截至二零一九年六月三十日止六個月

		Six months ende 截至六月三十	
		2019 Unaudited 二零一九年 未經審核 HK\$ Million 百萬港元	2018 Unaudited 二零一八年 未經審核 HK\$ Million 百萬港元
Profit for the period	本期間溢利	2,139.7	2,551.7
Other comprehensive income (expenses):	其他全面收益(費用):		
Items that will not be reclassified to profit or loss: Fair value gain (loss) on investments in equity instruments at fair value	將不會重新分類至損益賬之 項目: 透過其他全面收益按公平價值 處理之權益工具投資之公平		
through other comprehensive income Share of other comprehensive	價值收益(虧損) 應佔聯營公司其他全面	67.3	(37.7)
expenses of associates	費用 應佔合營公司其他全面	(111.8)	(132.5)
Share of other comprehensive (expenses) income of joint ventures	(費用)收益	(1.8)	1.7
		(46.3)	(168.5)
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益賬之 項目:		
Exchange differences arising on translation of foreign operations	折算海外業務賬項而產生之 匯兑差額	0.8	(112.4)
Reclassification adjustment to profit or loss on disposal of an associate		-	(7.6)
Share of other comprehensive expenses of associates	應佔聯營公司其他全面 費用	(4.0)	(50.8)
Share of other comprehensive income (expenses) of joint ventures	應佔合營公司其他全面 收益(費用)	2.0	(6.7)
		(1.2)	(177.5)
		(1.2)	(177.5)
Other comprehensive expenses for the period, net of tax	本期間其他全面費用, 已扣除税項	(47.5)	(346.0)
Total comprehensive income for the period	本期間全面收益總額	2,092.2	2,205.7
Attributable to: Owners of the Company Non-controlling interests	應佔方: 本公司股東 非控股權益	1,446.8 645.4	1,637.0 568.7
		2,092.2	2,205.7

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

at 30th June, 2019

於二零一九年六月三十日

	·			
			At 30th June, 2019	At 31st December, 2018
			Unaudited	Audited
			於二零一九年	於二零一八年
			六月三十日	十二月三十一日
		Notes	未經審核 HK\$ Million	經審核 HK\$ Million
		附註	百萬港元	百萬港元
Non-current assets	非流動資產			
Investment properties	投資物業	12	10,487.6	10,291.6
Property, plant and equipment	物業、廠房及設備		1,058.0	1,051.9
Right-of-use assets	使用權資產	13	205.9	-
Net investments in finance lease	融資租賃投資淨額		2.7	_
Prepaid land lease payments	預繳地價		-	4.0
Goodwill	商譽		2,498.7	2,498.7
Intangible assets	無形資產		894.2	895.1
Interests in associates	於聯營公司之權益 於合營公司之權益		13,575.8	13,257.8
Interests in joint ventures Financial assets at fair value through	透過其他全面收益按公平		3,530.7	3,455.0
other comprehensive income	價值處理之金融資產	14	247.4	206.5
Amounts due from associates	聯營公司欠款	14	265.1	266.7
Loans and advances to consumer	一年後到期之消費金融		203.1	200.7
finance customers due after one year	客戶貸款及墊款	15	2,750.7	2,618.9
Mortgage loans	按揭貸款	16	1,745.1	1,956.8
Deferred tax assets	遞延税項資產		769.4	730.3
Financial assets at fair value through	透過損益賬按公平價值			
profit or loss	處理之金融資產	14	6,810.8	6,360.9
Term loans	有期貸款	17	200.6	56.6
Trade receivables, prepayments and	應收貿易款項、預付款項			
other receivables	及其他應收款項	18	26.4	22.9
			45,069.1	43,673.7
	<b>子</b> 司 次 <del>立</del>			
Current assets	<b>流動資產</b>		0.2	0.3
Other inventories Financial assets at fair value through	其他存貨 透過損益賬按公平價值		0.2	0.5
profit or loss	處理之金融資產	14	3,603.7	4,378.6
Prepaid land lease payments	一 <u></u>	1-1		0.1
Loans and advances to consumer finance customers due within	一年內到期之消費金融 客戶貸款及			
one year	<b>本</b> ) 員 秋 及 塾 款	15	7,317.4	7,150.8
Mortgage loans	~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~	16	1,848.4	1,897.4
Term loans	有期貸款	17	3,612.5	4,039.8
Trade receivables, prepayments and	應收貿易款項、預付款項	17	3,01213	1,000.0
other receivables	及其他應收款項	18	398.3	447.8
Amounts due from brokers	經紀欠款		668.1	507.1
Amounts due from associates	聯營公司欠款		187.1	266.3
Amounts due from joint ventures	合營公司欠款		2.1	9.8
Tax recoverable	可收回税項		5.4	6.1
Short-term pledged bank deposits	短期抵押銀行存款			
and bank balances	及銀行結餘	19	33.1	20.0
Bank deposits	銀行存款	19	271.3	353.5
Cash and cash equivalents	現金及現金等價物	19	5,296.1	5,031.6
			23,243.7	24,109.2



Condensed Consolidated Statement of Financial Position (Cont'd)

at 30th June, 2019

於二零一九年六月三十日

at sour june, 2015				
		Notes 附註	At 30th June, 2019 Unaudited 於二零一九年 六月三十日 未經審核 HK\$ Million 百萬港元	At 31st December, 2018 Audited 於二零一八年 十二月三十一日 經審核 HK\$ Million 百萬港元
Current liabilities	<b>流動負債</b> 應什网目款面,其他應付			
Trade payables, other payables and accruals	應付貿易款項、其他應付款項及應計款項	20	460.6	346.6
Financial assets sold under repurchase agreements	回購協議下出售之金融 資產	21	426.3	1,216.5
Financial liabilities at fair value through profit or loss	透過損益賬按公平價值 處理之金融負債	14	384.9	425.3
Amount due to a holding company Amounts due to associates	欠一間控股公司款項 欠聯營公司款項		41.2 7.5	27.8 7.4
Amounts due to joint ventures	欠聯營公司款項 欠合營公司款項		40.1	40.1
Tax payable Bank and other borrowings	應付税項 一年內到期之銀行及		238.9	188.6
due within one year Notes/paper payable	其他借貸 應付票據	22 23	7,635.1 831.2	7,569.8 749.5
Lease liabilities	租賃負債	24	105.3	-
Provisions	撥備		126.0	105.1
			10,297.1	10,676.7
Net current assets	流動資產淨值		12,946.6	13,432.5
Total assets less current liabilities	總資產減流動負債		58,015.7	57,106.2
<b>Capital and reserves</b> Share capital Reserves	<b>股本及儲備</b> 股本 儲備	25	4,250.6 33,355.8	4,250.6 32,487.1
Equity attributable to owners of the Company	本公司股東 應佔權益		37,606.4	36,737.7
Shares held for employee ownership scheme	為僱員股份擁有計劃 持有股份		(26.8)	(29.7)
Employee share-based compensation reserve	以股份支付之僱員酬金 儲備		8.0	10.5
Share of net assets of subsidiaries	應佔附屬公司淨資產		10,597.5	11,162.3
Non-controlling interests	非控股權益		10,578.7	11,143.1
Total equity	權益總額		48,185.1	47,880.8
Non-current liabilities Bank and other borrowings due after one year Notes/paper payable Lease liabilities Deferred tax liabilities Provisions	<b>非流動負債</b> 一年後到期之銀行及 其他借貸 應付票據 租賃負債 遞延税項負債 撥備	22 23 24	2,490.0 6,911.4 94.1 329.7 5.4 9,830.6	1,961.8 6,926.5 - 332.2 4.9 9,225.4
			58,015.7	57,106.2

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簡明綜合權益變動表

for the six months ended 30th June, 2019

截至二零一九年六月三十日止六個月

				Attrik	Attributable to owners of the Company 本公司股東應佔	ers of the Comp 2東應佔	any				Non-controlling interests 非控股權益	ng interests 權益		
		Share Share 应apital 股本 HK\$ Million 百萬港元	Property revaluation reserve 會業 由儲儲 HKS Million 百萬港元	Investment revaluation reserve 重估儲備 HKS Million 百萬港元	Translation reserve 麗兌儲備 HKS Million 百萬港元	Capital and other reserves 資本及 其他儲備 HK\$ Million 百萬港元	Accumulated profits 累計溢利 HK\$ Million 百萬港元	Dividend reserve 股息儲備 HKS Million 百萬港元	Total 總計 用K\$ Million 百萬港元	Shares held for employee ownership 家cheme 海痛員股份 排名計劃 持有股份 HKS Million 百萬港元	Employee share-based compensation reserve 更全储 酬金儲備 HKS Million 百萬港元	Share of net assets of subsidiaries 應占 階屬公司 帶資產 HKK Million 百萬港元	Total HK\$ 適許 百萬港元	Total equity 權益總額 HK\$ Million 百萬港元
At 31st December, 2017 (audited)	放二零一七年十二月三十一日 (經審核) ************************************	4,250.6	336.4	324.8	100.3	(8.6)	29,470.7	545.0	35,019.2	(7.6)	5.1	12,277.6	12,275.1	47,294.3
inipact on mual application of HKFRS 9	且以應用有他別的我內平則 第9號之影響			(224.3)			201.8		(22.5)			(50.4)	(50.4)	(72.9)
At 1st January, 2018 (audited)	於二零一八年一月一日 (經審核)	4,250.6	336.4	100.5	100.3	(8.6)	29,672.5	545.0	34,996.7	(9.7)	5.1	12,227.2	12,224.7	47,221.4
Profit for the period	本期間溢利 ★mm世小へ而	I	I	I	I	I	1,885.2	I	1,885.2	I	I	666.5	666.5	2,551.7
Other comprehensive expenses for the period	<sup>本</sup> 朔囘共虺王闾 費用		(0.1)	(50.8)	(196.1)	(1.2)			(248.2)			(97.8)	(97.8)	(346.0)
Total comprehensive income (expenses) for the period	本期間全面收益(費用) 總額 山在一開融盛公司吐神磁陸進	I	(0.1)	(50.8)	(196.1)	(1.2)	1,885.2	I	1,637.0	I	I	568.7	568.7	2,205.7
profits on disposal of an associate Purchase of shares held for the		I	I	(2.0)	I	4.1	(2.1)	I	I	I	I	I	I	I
employee ownership scheme of a subsidiary Recognition of equity-settled	擁有計劃購買 股份 確認一間附屬公司之股權	I	I	I	I	I	I	I	I	(15.1)	I	I	(15.1)	(15.1)
share-based payments of a subsidiary	結算以股份為基礎 付款 ——IIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIII	I	I	I	I	I	I	I	I	I	5.8	I	5.8	5.8
vesuing of strates of the employee ownership scheme of a subsidiary Dividend distribution to		I	I	I	I	I	I	I	I	4.5	(4.5)	I	I	I
non-controlling interests Dividend paid	ルwww.w.1.**1±00 權益 已付股息	1 1	1 1	1 1	1 1	1 1	1 1	- (545.0)	- (545.0)	1 1	1 1	(128.7) -	(128.7) -	(128.7) (545.0)
At 30th June, 2018 (unaudited)	於二零一八年六月三十日 (未經審核)	4,250.6	336.3	47.7	(95.8)	(5.7)	31,555.6		36,088.7	(18.2)	6.4	12,667.2	12,655.4	48,744.1

Condensed Consolidated Statement of Changes in Equity (Cont'd)

簡明綜合權益變動表(續)

				Attrib	Attributable to owners of the Company 本公司股東應佔	rs of the Comp 東應佔	hu				Non-controlling interests 非控股權益	ng interests 權益		
		Share capital 版本 HK\$ Million 田萬港儿	Property revaluation reserve 重古儲備 HKS Million 百萬港元	Investment revaluation reserve 重估儲補 HKS Million 日萬港元	Translation reserve 麗兄儲備 HK\$ Million 百萬港元	Capital and other meserves 資本及 其他儲備 HK\$ Million 日萬港元	Accumulated profits 累計溢利 HK\$ Million 百萬港元	Dividend reserve 股息儲備 HK\$ Million 百萬港元	Total MK\$ 用Million 百萬港元	Shares held for employee ownership scheme 藻瘤計劃 转有段份 HKS Million 百萬港元	Employee share-based compensation reserve 要金儲滿 HKS Million 百萬港元	Share of net assets of subsidiaries 應合 融資產 用KS Million 百萬港元	Total 總計 百萬港元	Total equity 種益總額 HK\$ Million 百萬港元
At 1st January, 2019 (unaudited)	於二零一九年一月一日 (未經審核)	4,250.6	335.7	(15.1)	(262.7)	(1.5)	31,885.7	545.0	36,737.7	(29.7)	10.5	11,162.3	11,143.1	47,880.8
Profit for the period	本期間溢利	I	I	1	I	I	1,513.0	I	1,513.0	I	I	626.7	626.7	2,139.7
Other comprehensive income (expenses) for the period	本期间具他全面 收益(費用)	'	'	41.3	(105.9)	(1.6)	'	ľ	(66.2)			18.7	18.7	(47.5)
Total comprehensive income (expenses) for the period	本期間全面收益(費用) 總額 確止一即略然八司辞佛之	ı	ı	41.3	(105.9)	(1.6)	1,513.0	ı	1,446.8	I	ı	645.4	645.4	2,092.2
are or transfer of reserve of an associate	隠口──同審宮公司爾禰人 轉撥 止曄 盟115回シコ→	I	I	I	(2.7)	I	2.7	I	I	I	I	I	ı	I
Acquisition of additional interest in a subsidiary	_	ı	I	I	I	I	13.4	I	13.4	I	I	(21.5)	(21.5)	(8.1)
Amounts paid for shares repurchased and cancelled by a subsidiary Purchase of shares held for the	1 一间附屬公司與回及註類成份 之已付款項 一間附屬公司之僱員股份	I	I	I	I	I	18.9	I	18.9	I	I	(39.0)	(39.0)	(20.1)
	施行計劃購買 一次 一次 一個 一個	I	I	I	I	I	I	I	I	(4.7)	I	I	(4.7)	(4.7)
1.	帷龄一月的窗台可之以催 结算以股份為基礎付款 一個趾屬八司之烏月盹仏	I	I	I	I	I	I	I	I	I	5.1	I	5.1	5.1
vesting of shares of the chiproyee ownership scheme of a subsidiary		I	I	I	I	I	I	I	I	7.6	(7.6)	I	I	I
Capital recentproof of non-controlling interests Transfer (to) from accumulated	↑.tr.txt電量へ 資本贖回 輔膝(云)白男斗	I	I	I	I	I	(65.4)	I	(65.4)	I	I	(666.1)	(666.1)	(731.5)
nausier (w) nom accumuted profits Dividend distribution to	特%(土/日%8) 溢利 分派昭自为非姓昭	I	I	(11.8)	I	I	11.8	I	I	I	I	I	I	I
non-controlling interests Dividend paid	ルWKASA PTICA 離益 已付股息							- (545.0)	(545.0)			(483.6)	(483.6)	(483.6) (545.0)
At 30th June, 2019 (unaudited)	於二零一九年六月三十日 (未經審核)	4,250.6	335.7	14.4	(371.3)	(3.1)	33,380.1		37,606.4	(26.8)	8.0	10,597.5	10,578.7	48,185.1

ALLIED PROPERTIES (H.K.) LIMITED 聯合地產(香港)有限公司

截至二零一九年六月三十日止六個月

		Six months ende 截至六月三十	
		2019 Unaudited	2018 Unaudited
		二零一九年	二零一八年
		未經審核	未經審核
		HK\$ Million 百萬港元	HK\$ Million 百萬港元
Operating activities	經營業務		
Cash from operations	經營所產生之現金		
– (Decrease) increase in financial assets sold under repurchase agreements	<ul> <li>         -回購協議下出售之金融資產         (減少)增加         </li> </ul>	(790.2)	72.8
– Increase in loans and advances to consumer	一消費金融客戶貸款及	(7 50.2)	72.0
finance customers	墊款增加	(766.2)	(437.3)
– Decrease (increase) in mortgage loans	- 按揭貸款減少(增加)	250.3	(896.4)
– Decrease (increase) in term loans	- 有期貸款減少(增加)	274.4	(267.2)
– Other operating cash flows	- 其他經營現金流量	2,647.4	1,803.3
		1,615.7	275.2
Interest paid	已付利息	(515.8)	(192.0)
Taxation paid	已繳税項	(138.7)	(110.4)
Net cash from (used in) operating	經營業務所產生(所用)		
activities	之現金淨額	961.2	(27.2)
Investing activities	投資業務		
Dividends received from associates	來自聯營公司之股息	246.2	224.3
Amounts repaid by associates	聯營公司還款	211.2	70.4
Proceeds from disposal of long-term financial assets at fair value through	出售透過損益賬按公平價值 處理之長期金融資產		
profit or loss	所得款項	172.0	138.5
Net fixed deposits with banks withdrawn	提取銀行定期存款淨額	71.2	179.1
Amounts repaid by joint ventures	合營公司還款	7.7	7.0
Proceeds from disposal of an investment	出售一項投資物業所得	F 3	
property Proceeds from disposal of financial assets	款項 出售透過其他全面收益	5.3	_
at fair value through other	按公平價值處理之		
comprehensive income	金融資產所得款項	1.6	-
Proceeds from disposal of property,	出售物業、廠房及設備		
plant and equipment Rental receipt from net investments	所得款項 自融資租賃投資淨額	0.6	0.3
in finance lease	山融員祖員议員伊領 收取租金	0.4	_
Purchase of long-term financial assets at fair	購入透過損益賬按公平價值		
value through profit or loss	處理之長期金融資產	(177.4)	(781.2)
Acquisition of additional interests in associates	收購於聯營公司之 額外權益	(162.0)	(9.0)
Amounts advanced to associates	墊款予聯營公司	(96.1)	(188.8)
Purchase of property, plant and equipment	購入物業、廠房及設備	(40.7)	(32.7)
Additions to investment properties	添置投資物業	(27.1)	(0.3)
Payment of deposits for right-of-use assets	就使用權資產支付按金	(7.1)	-
Prepaid rental for right-of-use assets Proceeds from disposal of an associate	就使用權資產預付租金 出售一間聯營公司所得款項	(5.4)	- 119.3
Proceeds from disposal of a joint venture	出售一間合營公司所得款項	-	37.5
Capital injection to a joint venture	向一間合營公司注資		(74.7)
Net cash from (used in) investing	投資業務所產生(所用)之		
activities	現金淨額	200.4	(310.3)

截至二零一九年六月三十日止六個月

		Six months ende 截至六月三十	
		2019 Unaudited 二零一九年 未經審核 HK\$ Million 百萬港元	2018 Unaudited 二零一八年 未經審核 HK\$ Million 百萬港元
<b>Financing activities</b> New bank and other borrowings raised Proceeds from issue of notes/paper Amounts advanced from associates	<b>融資業務</b> 籌集所得新造銀行及其他借貸 發行票據所得款項 聯營公司墊款	15,103.0 1,008.5 0.1	2,605.8 245.1 0.1
Repayment of bank and other borrowings Capital redemption of non-controlling interests	償還銀行及其他借貸 非控股權益之 資本贖回	(14,528.7) (730.4)	(768.1)
Repayment of notes/paper Dividends paid to equity shareholders Dividends distribution to	償還票據 已付權益股東股息 分派股息予非控股	(636.1) (545.0)	(576.4) (545.0)
non-controlling interests Lease payments Amounts paid for shares repurchased and	權益 租賃付款 一間附屬公司購回及註銷股份	(483.6) (47.8)	(128.7)
cancelled by a subsidiary Acquisition of additional interest in a subsidiary	之已付款項 收購一間附屬公司之 額外權益	(20.1)	-
Purchase of shares for employee ownership scheme of a subsidiary Amount advanced from a joint venture	就一間附屬公司僱員股份擁有 計劃收購股份 一間合營公司墊款	(4.7)	(15.1) 40.0
Net cash (used in) from financing activities	融資業務(所用)所產生之 現金淨額	(892.9)	857.7
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	268.7	520.2
Effect of foreign exchange rate changes	匯率變動之影響	(4.2)	(36.5)
Cash and cash equivalents at the beginning of the period	於期初之現金及 現金等價物	5,031.6	2,409.7
Cash and cash equivalents at the end of the period	於期末之現金及 現金等價物	5,296.1	2,893.4



### 1. DISCLOSURE IN ACCORDANCE WITH SECTION 436 OF THE HONG KONG COMPANIES ORDINANCE

The financial information relating to the financial year ended 31st December, 2018 included in these unaudited condensed consolidated financial statements as comparative information does not constitute the Company's statutory annual financial statements for that financial year but is derived from those financial statements. Further information relating to these statutory financial statements disclosed in accordance with section 436 of the Hong Kong Companies Ordinance is as follows:

The Company has delivered the financial statements for the year ended 31st December, 2018 to the Registrar of Companies in accordance with section 662(3) of, and Part 3 of Schedule 6 to, the Hong Kong Companies Ordinance. The Company's auditor has reported on those financial statements for 2018. The auditor's report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under sections 406(2), 407(2) or (3) of the Hong Kong Companies Ordinance.

### 2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Stock Exchange") and with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

Except as described in note 3, the accounting policies applied are consistent with those of the annual financial statements for the year ended 31st December, 2018, as described in those annual financial statements.

截至二零一九年六月三十日止六個月

### 1. 按照香港公司條例第436條之披露

該等未經審核簡明綜合財務報表所載有關 截至二零一八年十二月三十一日止財政年 度的財務資料作為比較資料,並不構成本 公司於該財政年度的法定年度財務報表, 惟乃摘錄自該等財務報表。有關該等法定 財務報表之進一步資料須按照香港公司條 例第436條披露如下:

本公司已按照香港公司條例第662(3)條及 附表6第3部之規定,向公司註冊處處長遞 交截至二零一八年十二月三十一日止年度 之財務報表。本公司核數師已對二零一八 年度之該等財務報表發表報告。核數師報 告並無保留意見;其中並無載有核數師在 不出具保留意見的情況下以強調的方式提 請注意的任何事項;亦無載有根據香港公 司條例第406(2)、第407(2)或(3)條作出的 陳述。

### 2. 編製基準

本未經審核簡明綜合財務報表乃按香港聯 合交易所有限公司(「聯交所」)證券上市規 則附錄十六所載之適用披露規定及香港會 計師公會(「香港會計師公會」)頒佈之香港 會計準則第34號「中期財務報告」編製。

除附註3所述外,所應用之會計政策與截 至二零一八年十二月三十一日止年度之年 度財務報表所應用者(見有關年度財務報 表)一致。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments, which are measured at fair value.

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards ("HKFRSs"), the accounting policies and methods of computation used in the unaudited condensed consolidated financial statements for the six months ended 30th June, 2019 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31st December, 2018.

### Application of new and amendments to HKFRSs

In the current interim period, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the HKICPA which are mandatorily effective for the annual period beginning on or after 1st January, 2019 for the preparation of the Group's unaudited condensed consolidated financial statements:

HKFRS 16	Leases
HK(IFRIC)-Int 23	Uncertainty over Income Tax
	Treatments
Amendments to	Prepayment Features with Negative
HKFRS 9	Compensation
Amendments to	Plan Amendment, Curtailment or
HKAS 19	Settlement
Amendments to	Long-term Interests in Associates and
HKAS 28	Joint Ventures
Amendments to	Annual Improvements to HKFRSs
HKFRSs	2015-2017 Cycle

The new and amendments to 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. 截至二零一九年六月三十日止六個月

### 3. 主要會計政策概要

除若干物業及金融工具以公平價值計量 外,本未經審核簡明綜合財務報表乃按歷 史成本基準編製。

除應用新訂及經修訂的香港財務報告準則 (「香港財務報告準則」)導致的會計政策變 動,截至二零一九年六月三十日止六個月 的未經審核簡明綜合財務報表所應用的會 計政策及計算方法與編製本集團截至二零 一八年十二月三十一日止年度的年度財務 報表所依據者一致。

### 應用新訂及經修訂的香港財務報告準則

於本中期期間,本集團就編製本集團的未 經審核簡明綜合財務報表首次應用下列由 香港會計師公會頒佈及於二零一九年一月 一日或之後開始的年度期間強制生效的新 訂及經修訂的香港財務報告準則:

香港財務報告準則第16號	租賃
香港(國際財務報告詮釋	所得税處理的不確定
委員會)-詮釋第23號	性
香港財務報告準則第9號	具有負補償之預付款
修訂本	特性
香港會計準則第19號	計劃修訂、縮減或結
修訂本	算
香港會計準則第28號	於聯營公司及合營公
修訂本	司的長期權益
香港財務報告準則修訂本	香港財務報告準則
	二零一五年至二零
	一七年週期年度改
	進

已根據導致下文所述會計政策、所呈報金 額及/或披露之變動的各相關準則及修訂 之相關過渡條文採納新訂及經修訂的香港 財務報告準則。



14

#### for the six months ended 30th June, 2019

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases

The Group has applied HKFRS 16 for the first time in the current interim period. HKFRS 16 superseded HKAS 17 Leases ("HKAS 17"), and the related interpretations.

### 3.1.1 Key changes in accounting policies resulting from application of HKFRS 16

The Group applied the following accounting policies in accordance with the transition provisions of HKFRS 16.

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception or modification date. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed. 截至二零一九年六月三十日止六個月

3. 主要會計政策概要(續)

### 3.1 應用香港財務報告準則第16號「租賃」 的影響及會計政策變動

於本中期期間,本集團首次應用香港 財務報告準則第16號。香港財務報告 準則第16號取代香港會計準則第17 號「租賃」(「香港會計準則第17號」)以 及相關詮釋。

### 3.1.1 應用香港財務報告準則第16號 產生的會計政策的主要變動

本集團已根據香港財務報告準則 第16號的過渡條文應用下列會 計政策。

租賃的定義

倘合約為換取代價而給予在一段 時間內控制已識別資產使用的權 利,則該合約是租賃或包含租 賃。

就於首次應用日期或之後訂立或 修改的合約而言,本集團根據香 港財務報告準則第16號的定義 於初始或修改日期評估該合約是 否為租賃或包含租賃。除非合約 的條款及條件其後出現變動,否 則有關合約將不予重新評估。



### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Cont'd)

### 3.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (Cont'd)

As a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or nonlease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative standalone price of the lease component and the aggregate stand-alone price of the non-lease components.

As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the financial statements would not differ materially from individual leases within the portfolio.

Non-lease components are separated from lease component on the basis of their relative standalone prices.

#### Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of its office properties, outlets and signboards that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term. 截至二零一九年六月三十日止六個月

- 3. 主要會計政策概要(續)
  - 3.1 應用香港財務報告準則第16號「租賃」 的影響及會計政策變動(續)
    - 3.1.1 應用香港財務報告準則第16號 產生的會計政策的主要變動(續)

作為承租人

分配代價予合約組成部分

對於包含一項租賃組成部分及一 項或多項額外的租賃或非租賃組 成部分的合約,本集團根據租賃 組成部分的相對單獨價格及非租 賃組成部分的單獨價格總和將合 約代價分配至各個租賃組成部 分。

根據實際經驗,當本集團合理預 期對財務報表的影響與組合內單 一租賃的區別不大時,具有類似 特徵的租賃按組合基準入賬。

非租賃組成部分與租賃組成部分 按彼等各自相對單獨價格基準區 分。

短期租賃及低價值資產租賃

對於租期自開始日期起計為12 個月或以內且並無包含購買選擇 權的辦公室物業、門店及招牌租 賃,本集團應用短期租賃確認豁 免。本集團亦對低價值資產租賃 應用確認豁免。短期租賃及低價 值資產租賃的租賃付款按直線基 準於租期內確認為費用。



16

#### for the six months ended 30th June, 2019

- 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)
  - 3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Cont'd)

### 3.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (Cont'd)

### As a lessee (Cont'd)

### Right-of-use assets

Except for short-term leases and leases of low-value assets, the Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use) and are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are depreciated on a straightline basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the condensed consolidated statement of financial position.

簡明綜合財務報表附註(續)

截至二零一九年六月三十日止六個月

- 3. 主要會計政策概要(續)
  - 3.1 應用香港財務報告準則第16號「租賃」 的影響及會計政策變動(續)
    - 3.1.1 應用香港財務報告準則第16號 產生的會計政策的主要變動(續)

作為承租人(續)

#### 使用權資產

除短期租賃及低價值資產租賃 外,本集團於租賃開始日期(即 相關資產可供使用的日期)確認 使用權資產及按成本計量,減去 任何累計折舊及減值虧損,並就 租賃負債的任何重新計量作出調 整。

使用權資產的成本包括:

- 租賃負債的初步計量金額;
- 於開始日期或之前作出的 任何租賃付款,減任何已 收租賃優惠;
- 本集團產生的任何初始直 接成本;及
- 本集團於拆解及搬遷相關 資產、復原相關資產所在 場地或復原相關資產至租 賃的條款及條件所規定的 狀況而產生的成本估計。

使用權資產按直線基準於其估計 使用年期及租期(以較短者為準) 內計提折舊。

本集團於簡明綜合財務狀況表內將使用權資產呈列為單獨項目。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Cont'd)

### 3.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (Cont'd)

#### As a lessee (Cont'd)

#### Leasehold land and building

For payments of a property interest which includes both leasehold land and building elements, the entire property is presented as property, plant and equipment of the Group when the payments cannot be allocated reliably between the leasehold land and building elements, except for those that are classified and accounted for as investment properties.

### Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets. 截至二零一九年六月三十日止六個月

### 3. 主要會計政策概要(續)

- 3.1 應用香港財務報告準則第16號「租賃」 的影響及會計政策變動(續)
  - 3.1.1 應用香港財務報告準則第16號 產生的會計政策的主要變動(續)

作為承租人(續)

租賃土地及樓宇

就包含租賃土地及樓宇元素的物 業權益付款而言,當付款無法於 租賃土地及樓宇項目之間可靠分 配時,一切物業均列為本集團的 物業、廠房及設備,惟分類及入 賬列作投資物業者除外。

### 可退還租賃按金

已付可退還租賃按金根據香港財 務報告準則第9號入賬,並初步 按公平價值計量。於初步確認時 對公平價值的調整被視為額外租 賃付款,並計入使用權資產成 本。 18

### for the six months ended 30th June, 2019

- 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)
  - 3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Cont'd)

### 3.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (Cont'd)

### As a lessee (Cont'd)

#### Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate;
- amounts expected to be paid under residual value guarantees;
- the exercise price of a purchase option reasonably certain to be exercised by the Group; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

簡明綜合財務報表附註(續)

截至二零一九年六月三十日止六個月

- 3. 主要會計政策概要(續)
  - 3.1 應用香港財務報告準則第16號「租賃」 的影響及會計政策變動(續)
    - 3.1.1 應用香港財務報告準則第16號 產生的會計政策的主要變動(續)

作為承租人(續)

### 租賃負債

於租賃開始日期,本集團按該日 未付的租賃付款現值確認及計量 租賃負債。於計算租賃付款現值 時,本集團使用租賃開始日期的 遞增借貸利率計算。

租賃付款包括:

- 固定付款(包括實質性的固 定付款)減任何應收租賃優 惠;
- 跟隨指數或比率而定的可 變租賃付款;
- 根據剩餘價值擔保預期將 支付的金額;
- 本集團合理確定行使購買 權的行使價;及
- 倘租期反映本集團會行使 選擇權終止租賃,則計入 終止租賃的罰款。

於開始日期後,租賃負債就應計 利息及租賃付款作出調整。



### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Cont'd)

### 3.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (Cont'd)

As a lessee (Cont'd)

### Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the standalone price for the increase in scope and any appropriate adjustments to that standalone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

### Taxation

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 Income Taxes requirements to the leasing transaction as a whole. Temporary differences relating to rightof-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on rightof-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences. 截至二零一九年六月三十日止六個月

### 3. 主要會計政策概要(續)

- 3.1 應用香港財務報告準則第16號「租賃」 的影響及會計政策變動(續)
  - 3.1.1 應用香港財務報告準則第16號 產生的會計政策的主要變動(續)

作為承租人(續)

### 租賃的修改

倘出現以下情況,本集團將租賃 的修改作為一項單獨的租賃進行 入賬:

- 該項修改通過增加使用一 項或多項相關資產的權利 擴大了租賃範圍;及
- 調增租賃的代價,增加的 金額相當於範圍擴大對應 的單獨價格,加上按照特 定合約的實際情況對單獨 價格進行的任何適當調整。

就未作為一項單獨租賃入賬的租 賃修改而言,本集團基於透過使 用修改生效日期的經修訂貼現率 貼現經修訂租賃付款的經修改租 賃的租期重新計量租賃負債。

### 税項

就計量本集團確認使用權資產及 相關租賃負債的租賃交易的遞延 税項而言,本集團首先釐定税務 扣減是否與使用權資產或租賃負 債有關。

就税務扣減與租賃負債有關的租 賃交易而言,本集團就整體租賃 交易應用香港會計準則第12號 「所得税」規定。與使用權資產及 租賃負債有關的臨時差額按淨額 基準評估。使用權資產折舊超出 主要租賃負債部分的租賃付款者 導致可扣減臨時差額淨額。



20

#### for the six months ended 30th June, 2019

- 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)
  - 3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Cont'd)

### 3.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (Cont'd)

#### As a lessor

Allocation of consideration to components of a contract

Effective on 1st January, 2019, the Group applies HKFRS 15 Revenue from Contracts with Customers ("HKFRS 15") to allocate consideration in a contract to lease and nonlease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

#### Refundable rental deposits

Refundable rental deposits received are accounted under HKFRS 9 and initially measured at fair value.

### Sublease

When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sub-lease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset.

### Lease modification

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease. 截至二零一九年六月三十日止六個月

- 3. 主要會計政策概要(續)
  - 3.1 應用香港財務報告準則第16號「租賃」 的影響及會計政策變動(續)
    - 3.1.1 應用香港財務報告準則第16號 產生的會計政策的主要變動(續)

作為出租人

將代價分配至合約成分

自二零一九年一月一日起,本集 團應用香港財務報告準則第15 號「來自客戶之合約收入」(「香港 財務報告準則第15號」),將合 約中的代價分配予租賃及非租賃 組成部分。非租賃組成部分根據 其相對單獨售價與租賃組成部分 分開。

### 可退還租賃按金

已收可退還租賃按金根據香港財 務報告準則第9號入賬,並初步 按公平價值計量。

### 轉租

當本集團為中間出租人時,其就 原租約及轉租入賬為兩份獨立合 約。轉租乃參考原租約之使用權 資產(非參考相關資產)分類為融 資或經營租賃。

### 租賃的修改

本集團將經營租賃的修改作為從 該修改生效日期開始的新租賃入 賬,將與原租賃有關的任何預付 或應計租賃付款視為新租賃的部 分租賃付款。



### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Cont'd)

### 3.1.2 Transition and summary of effects arising from initial application of HKFRS 16

#### Definition of a lease

The Group has elected to apply a practical expedient as set out in HKFRS 16 to contracts that were previously identified as leases according to HKAS 17 or HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease. As a result, the Group will not apply these standards to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1st January, 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

### As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1st January, 2019. Any difference at the date of initial application is recognised in the opening accumulated profits and comparative information has not been restated. The Group has measured (i) the lease liability at the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application and; (ii) the right-of-use asset at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the condensed consolidated statement of financial position immediately before the date of initial application.

截至二零一九年六月三十日止六個月

- 3. 主要會計政策概要(續)
  - 3.1 應用香港財務報告準則第16號「租賃」 的影響及會計政策變動(續)

### 3.1.2 因首次應用香港財務報告準則第 16號的過渡及產生的影響概要

### 租賃的定義

本集團已選擇就先前應用香港會 計準則第17號或香港(國際財務 報告詮釋委員會)-詮釋第4號 「釐定安排是否包括租賃」識別為 租賃的合約應用香港財務報告 準則第16號所載的可行權宜方 法。故此,本集團並不會對先前 該等準則。因此,本集團並無重 新評估於首次應用日期前已存在 的合約。

就於二零一九年一月一日或之後 訂立或修訂的合約而言,本集團 於評估合約是否包含租賃時根據 香港財務報告準則第16號所載 的規定應用租賃的定義。

作為承租人

本集團已追溯應用香港財務報告 準則第16號,累計影響於首次 應用日期(二零一九年一月一日) 確認。於首次應用日期的任何差 額於期初累計溢利確認且比較 資料不予重列。本集團已計量(i) 餘下租賃付款的租賃負債現值, 並就於初始應用日期採用遞增 員員的使用權資產,並就緊 接初始應用日期前於簡明綜合財 務狀況表確認的租賃付款金額作出調 整。



22

#### for the six months ended 30th June, 2019

- 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)
  - 3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Cont'd)

### 3.1.2 Transition and summary of effects arising from initial application of HKFRS 16 (Cont'd)

### As a lessee (Cont'd)

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- relied on the assessment of whether leases are onerous by applying HKAS 37 Provisions, Contingent Liabilities and Contingent Assets as an alternative of impairment review;
- elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application;
- excluded initial direct costs from measuring the right-of-use assets at the date of initial application; and
- applied a single discount rate to a portfolio of leases with a similar remaining terms for similar class of underlying assets in similar economic environment.

截至二零一九年六月三十日止六個月

- 3. 主要會計政策概要(續)
  - 3.1 應用香港財務報告準則第16號「租賃」 的影響及會計政策變動(續)
    - 3.1.2 因首次應用香港財務報告準則第 16號的過渡及產生的影響概要 (續)

作為承租人(續)

於過渡時應用香港財務報告準 則第16號項下的經修訂追溯方 法時,本集團按逐項租賃基準就 先前根據香港會計準則第17號 分類為經營租賃且與各租賃合約 相關的租賃應用以下可行權宜方 法:

- 通過應用香港會計準則第 37號「撥備、或然負債及或 然資產」作為減值審閱的替 代方法,以評估租賃是否 屬有償;
- 選擇不就租期於首次應用 日期起計12個月內結束的 租賃確認使用權資產及租 賃負債;
- 於首次應用日期計量使用 權資產時撇除初始直接成 本;及
- 就類似經濟環境內相似類 別相關資產的類似剩餘租 期的租賃組合應用單一貼 現率。



### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Cont'd)

### 3.1.2 Transition and summary of effects arising from initial application of HKFRS 16 (Cont'd)

### As a lessee (Cont'd)

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average lessee's incremental borrowing rate applied is 4.3%. 截至二零一九年六月三十日止六個月

- 3. 主要會計政策概要(續)
  - 3.1 應用香港財務報告準則第16號「租賃」 的影響及會計政策變動(續)
    - 3.1.2 因首次應用香港財務報告準則第 16號的過渡及產生的影響概要 (續)

作為承租人(續)

於確認先前分類為經營租賃的 租賃的租賃負債時,本集團已 應用於首次應用日期相關本集團 實體的遞增借貸利率。所應用的 加權平均承租人遞增借貸利率為 4.3%。

		At 1st January, 2019 於二零一九年 一月一日 HK\$ Million 百萬港元
Operating lease commitments disclosed as at 31st December, 2018	於二零一八年十二月三十一日 披露的經營租賃承擔	225.6
Less:	減:	
Recognition exemption – short-term leases Discounting effects using relevant	確認豁免-短期租賃 使用相關遞增借貸利率的	(50.4)
incremental borrowing rates	貼現影響	(6.7)
Add: Adjustment on renewable option	加: 按續期選擇權作出調整	26.0
Lease liabilities as at	於二零一九年一月一日的	
1st January, 2019	租賃負債	194.5
Analysed as:	分析為:	
Current liabilities	流動負債	89.2
Non-current liabilities	非流動負債	105.3
		194.5



### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Cont'd)

### 3.1.2 Transition and summary of effects arising from initial application of HKFRS 16 (Cont'd)

As a lessee (Cont'd)

The carrying amount of right-of-use assets as at 1st January, 2019 comprises the following:

截至二零一九年六月三十日止六個月

- 3. 主要會計政策概要(續)
  - 3.1 應用香港財務報告準則第16號「租賃」 的影響及會計政策變動(續)
    - 3.1.2 因首次應用香港財務報告準則第 16號的過渡及產生的影響概要 (續)

作為承租人(續)

於二零一九年一月一日的使用權 資產賬面值包括以下各項:

		Notes 註解	Right-of-use assets 使用權資產 HK\$ Million 百萬港元
Right-of-use assets relating to operating leases recognised upon application of HKERS 16	應用香港財務報告準則第16號 後與已確認經營租賃相關的 使用權資產	H-rry / 4 1	194.5
Reclassified from prepaid land	重新分類自		
lease payments Reclassified from rental prepayments Amounts included in property, plant and equipment under HKAS 17	預繳地價 重新分類自預付租金 根據香港會計準則第17號計入 物業、廠房及設備的款項	(a) (b)	4.1 7.7
– Restoration and reinstatement costs	一恢復及翻修成本	(C)	1.4
			207.7
By class: Leasehold lands	按類別: 租賃土地		4.1
Land and buildings	土地及樓宇		203.6
			207.7

#### Notes:

- (a) Upfront payments for leasehold lands in the People's Republic of China ("PRC") were classified as prepaid land lease payments as at 31st December, 2018. Upon application of HKFRS 16, the current and non-current portion of prepaid land lease payments amounting to HK\$0.1 million and HK\$4.0 million respectively were reclassified to right-of-use assets.
- (b) Rental prepayments previously included in prepayment, deposits and other receivables amounting to HK\$7.7 million were reclassified to right-of-use assets as at 1st January, 2019.
- (c) In relation to the leases of office properties that the Group acts as lessee, the carrying amount of the estimated costs of reinstating the rented premises previously included in property, plant and equipment amounting to HK\$1.4 million as at 1st January, 2019 were included as right-of-use assets.

註解:

- (a) 中華人民共和國(「中國」) 租賃土地的預付款項於二 零一八年十二月三十一日 分類為預繳地價。應用香 港財務報告準則第16號 後,預繳地價的流動及非 流動部分分別為0.1百萬港 元及4.0百萬港元,已重新 分類至使用權資產。
- (b) 先前計入預付款項、按金 及其他應收款項的預付租 金為數7.7百萬港元於二零 一九年一月一日重新分類 至使用權資產。
- (c) 就本集團為承租人的辦公 物業租賃而言,先前計入 物業、廠房及設備的租賃 物業的估計翻修成本賬面 值於二零一九年一月一日 為1.4百萬港元,作為使用 權資產入賬。



24

### 4. SEGMENTAL INFORMATION

Analysis of the Group's revenue and results by reportable and operating segments is as follows:

截至二零一九年六月三十日止六個月

### 4. 分部資料

本集團按可報告及經營分部劃分之收入及 業績分析如下:

### Six months ended 30th June, 2019 截至二零一九年六月三十日止六個月

			1111 1111 11111 111111111111111111111	-ルキハ月ニTF	山口八回月	
		Investment and finance 投資及金融 HK\$ Million 百萬港元	Consumer finance 消費金融 HK\$ Million 百萬港元	Property rental, hotel operations and management services 物業租賃、 濟店業務及 管理服務 HK\$ Million 百萬港元	Others 其他 HK\$ Million 百萬港元	Total 總額 HK\$ Million 百萬港元
Segment revenue	分部收入	504.0	1,694.8	266.3	51.0	2,516.1
Less: inter-segment revenue	減:分部間之收入	(2.2)		(7.7)		(9.9)
Segment revenue from external customers	來自外部客戶之分部收入	501.8	1,694.8	258.6	51.0	2,506.2
Segment results Reversal of impairment loss on interest in an associate	分部業績 撥回於一間聯營公司之權益 之減值虧損	1,031.1	652.2	253.8	5.7	1,942.8 0.3
Finance costs	融資成本					(247.8)
Share of results of associates	應佔聯營公司業績					516.8
Share of results of joint ventures	應佔合營公司業績	-	-	75.4	-	75.4
Profit before taxation	除税前溢利					2,287.5
Taxation	税項					(147.8)
Profit for the period	本期間溢利					2,139.7



### 4. SEGMENTAL INFORMATION (CONT'D)

截至二零一九年六月三十日止六個月

### 4. 分部資料(續)

				hs ended 30th Ju 一八年六月三十日		
		Investment and finance 投資及金融 HK\$ Million 百萬港元	Consumer finance 消費金融 HK\$ Million 百萬港元	Property rental, hotel operations and management services 物業租賃、 酒店業務及 管理服務 HK\$ Million 百萬港元	Others 其他 HK\$ Million 百萬港元	Total 總額 HK\$ Million 百萬港元
Segment revenue Less: inter-segment revenue	分部收入 減:分部間之收入	336.9 (2.0)	1,737.7	259.7 (7.3)	44.1	2,378.4 (9.3)
Segment revenue from external customers	來自外部客戶之分部收入	334.9	1,737.7	252.4	44.1	2,369.1
Segment results Reversal of impairment loss on interests in associates Finance costs	分部業績 撥回於聯營公司之權益之 減值虧損 融資成本	903.6	609.2	615.6	3.3	2,131.7 89.0 (214.1)
Share of results of associates Share of results of joint ventures	應佔聯營公司業績 應佔合營公司業績	3.1	-	275.2	-	391.5 278.3
Profit before taxation Taxation	除税前溢利 税項					2,676.4 (124.7)
Profit for the period	本期間溢利					2,551.7

Inter-segment transactions have been entered into on terms agreed by the parties concerned.

分部間之交易乃按有關訂約各方所議定之 條款訂立。

(A) The geographical information of revenue is disclosed as follows:

(A) 收入之地域資料披露如下:

		Six months end 截至六月三十	
		2019	2018
		二零一九年	二零一八年
		HK\$ Million	HK\$ Million
		百萬港元	百萬港元
Revenue from external customers by	按營運地點劃分的外部客戶		
location of operations	所得收入		
Hong Kong	香港	2,072.0	1,727.0
Mainland China	中國內地	432.8	637.6
Others	其他	1.4	4.5
		2,506.2	2,369.1

26



### 4. SEGMENTAL INFORMATION (CONT'D)

(B) Revenue from contracts with customers are included in the segment revenue as follows:

### 截至二零一九年六月三十日止六個月

### 4. 分部資料(續)

(B) 來自客戶之合約收入計入分部收入, 列示如下:

### Six months ended 30th June, 2019 截至二零一九年六月三十日止六個月

Six months ended 30th June, 2018

				70   7 () <u></u>		
				Property		
				rental, hotel		
				operations		
				and		
				management		
				services		
		Investment	Consumer	物業租賃、		
		and finance	finance	酒店業務及	Others	Total
		投資及金融	消費金融	管理服務	其他	總額
		HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
Hotel operations	酒店業務	-	-	32.9	-	32.9
Management services	管理服務	0.2	-	122.2	-	122.4
Service income and others	服務收入及其他	52.0	10.3	-	-	62.3
Elderly care services	護老服務				50.9	50.9
Revenue from contracts with customers	來自客戶之合約收入	52.2	10.3	155.1	50.9	268.5

			截至二零一	一八年六月三十日	目止六個月	
				Property		
				rental, hotel		
				operations		
				and		
				management		
		L	C	services 姗丧和任		
		Investment and finance 投資及金融 HK\$ Million	Consumer finance 消費金融 HK\$ Million	物業租賃、 酒店業務及 管理服務 HK\$ Million	Others 其他 HK\$ Million	Total 總額 HK\$ Million
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
Hotel operations	酒店業務	_	-	31.6	-	31.6
Management services	管理服務	0.2	-	116.8	-	117.0
Service income and others	服務收入及其他	5.0	15.9	-	-	20.9
Elderly care services	護老服務				43.8	43.8
Revenue from contracts with customers	來自客戶之合約收入	5.2	15.9	148.4	43.8	213.3



截至二零一九年六月三十日止六個月

#### 5.

CHANGES IN VALUES OF PROPERTIES	J	5.	物業價值	交到	
				Six months ende 截至六月三十	
				2019	2018
				二零一九年	二零一八年
				HK\$ Million	HK\$ Million
				百萬港元	百萬港元
Changes in values of properties comprise:	物業價值變動包括:				
Net increase in fair value of investment properties Impairment loss recognised	投資物業之公平價 增加淨額 確認酒店物業之	價值		180.9	647.2
for hotel property	減值虧損			(2.3)	(1.0)
				178.6	646.2



截至二零一九年六月三十日止六個月

## 6. NET IMPAIRMENT LOSSES ON FINANCIAL INSTRUMENTS

### 6. 金融工具之減值虧損淨額

		Six months end 截至六月三十	
		2019 二零一九年	2018 二零一八年
		ー <del>、</del> ール中 HK\$ Million 百萬港元	一令一八中 HK\$ Million 百萬港元
Loans and advances to consumer finance customers	消費金融客戶貸款及 墊款		
Net impairment losses	減值虧損淨額	(470.6)	(545.3)
Recoveries of amounts previously written off	已收回先前撤銷的 款項	97.3	96.7
		(373.3)	(448.6)
Mortgage loans Net impairment (losses) gains Recoveries of amounts	按揭貸款 減值(虧損)收益淨額 已收回先前撇銷的	(0.1)	1.4
previously written off	款項		0.7
		(0.1)	2.1
Term loans	有期貸款		
Net impairment (losses) gains	減值(虧損)收益淨額	(53.6)	6.9
Trade and other receivables Net impairment losses	貿易及其他應收款項 減值虧損淨額	(42.6)	(4.2)
Recoveries of amounts previously written off	已收回先前撤銷的 款項	0.2	0.8
		(42.4)	(3.4)
		(469.4)	(443.0)

### 7. FINANCE COSTS

7. 融資成本

		Six months end 截至六月三十	- /
		2019 二零一九年 HK\$ Million 百萬港元	2018 二零一八年 HK\$ Million 百萬港元
Total finance costs included in:	計入下列項目內之融資成本 總額:		
Cost of sales and other direct costs Finance costs	銷售成本及其他直接成本 融資成本	139.3 247.8	81.3 214.1
		387.1	295.4



簡明綜合財務報表附註(續)

for the six months ended 30th lune, 2019

#### 8.

截至二零一九年六月三十日止六個月

PROFIT BEFORE TAXATION		益利	
		Six months end 截至六月三十	
		2019 二零一九年 HK\$ Million 百萬港元	2018 二零一八年 HK\$ Million 百萬港元
Profit before taxation has been arrived at after charging:	除税前溢利已 扣除:		
Amortisation of intangible assets – computer software Amortisation of prepaid land	無形資產攤銷- 電腦軟件 預繳地價	1.0	1.0
lease payments Depreciation of property,	攤銷 物業、廠房及設備	-	0.1
plant and equipment	折舊	36.1	38.7
Depreciation of right-of-use assets	使用權資產折舊	48.5	_
Interest expense of lease liabilities Loss on disposal of a joint venture (included in other operating	租賃負債之利息費用 出售一間合營公司之虧損 (計入其他經營	3.8	_
expenses) Net loss on disposal/write-off of	費用) 出售/撤銷物業、廠房及	-	0.4
property, plant and equipment	設備之虧損淨額	0.4	0.4
and after crediting:	並已計入:		
Dividend income from listed equity securities Dividend income from	上市股本證券 股息收入 非上市股本證券	8.7	2.4
unlisted equity securities Gain on disposal of an associate	股息收入 出售一間聯營公司之收益	2.2	2.3
(included in other income) Gain on disposal of an investment	(計入其他收入) 出售一項投資物業之收益	-	36.8
property (included in other income) Reversal of impairment loss on interests in associates	(計入其他收入) 撥回於聯營公司之權益 之減值虧損	1.6	-
(included in other income) *	(計入其他收入)*	0.3	89.0

Sun Hung Kai & Co. Limited ("SHK") disposed of 70% interest in its wholly-owned subsidiary Sun Hung Kai Financial Group Limited ("SHKFGL") in June 2015 and classified the remaining 30% equity interest as an associate. The recoverable amount was measured at fair value less cost of disposal of SHKFGL. The fair value was measured by discounted cash flow approach at the reporting date using a discount rate of 16.4%. As part of the disposal, the Group was awarded a put right on the 30% equity interest of SHKFGL. This put right recorded a valuation gain during the period of HK\$51.0 million (2018: loss of HK\$15.0 million) classified under net gain on financial assets and liabilities at fair value through profit or loss ("FVTPL"). A reversal of impairment loss on interest in SHKFGL amounting to HK\$0.3 million (2018: HK\$82.4 million) was included in the amount of reversal of impairment loss on interests in associates for the period ended 30th June, 2019.

於二零一五年六月,新鴻基有限公司(「新鴻 基」)出售其全資附屬公司新鴻基金融集團有限 公司(「新鴻基金融集團」)之70%權益,並將餘 下30%股權分類作一間聯營公司處理。可收回 金額以新鴻基金融集團的公平價值減出售成本 計量。結算日公平價值以貼現率16.4%的折現 現金流方法所計量。作為出售事項的一部分, 本集團獲授予新鴻基金融集團的30%股權的 認沽權。該認沽權於本期間錄得估值收益51.0 百萬港元(二零一八年:虧損15.0百萬港元), 歸類於透過損益賬按公平價值處理(「透過損益 賬按公平價值處理」)之金融資產及負債收益淨 額。截至二零一九年六月三十日止期間,計入 撥回於聯營公司之權益之減值虧損金額包括撥 回於新鴻基金融集團之權益之減值虧損0.3百萬 港元(二零一八年:82.4百萬港元)。



截至二零一九年六月三十日止六個月

9. TAXATION
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税項

			Six months ended 30th June, 截至六月三十日止六個月		
		2019 二零一九年 HK\$ Million 百萬港元	2018 二零一八年 HK\$ Million 百萬港元		
The income tax charged (credited) comprises:	所得税支出(抵免) 包括:				
Current tax Hong Kong PRC and other jurisdictions	本期税項 香港 中國及其他司法地區	135.5 53.4	99.6 73.6		
		188.9	173.2		
Deferred tax	遞延税項	(41.1)	(48.5)		
		147.8	124.7		

9.

Hong Kong Profits Tax is calculated at the rate of 16.5% of the estimated assessable profits for both reporting periods.

PRC subsidiaries are subject to PRC Enterprise Income Tax at the rate of 25% (2018: 25%).

Taxation arising in other jurisdictions is calculated on the estimated assessable profits for the period at the rates of taxation prevailing in the countries in the relevant jurisdictions.

Deferred tax recognised in other comprehensive income was immaterial in both periods presented.

香港利得税於兩個報告期內均按估計應課 税溢利之税率16.5%計算。

於中國之附屬公司須付税率25%(二零 一八年:25%)之中國企業所得税。

來自其他司法地區之税項按期內估計應課 税溢利以有關司法地區內各國之現行税率 計算。

兩個呈列期內,於其他全面收益中確認之 遞延税項並不重大。

### **10. EARNINGS PER SHARE**

The calculation of basic and diluted earnings per share attributable to owners of the Company is based on the following data:

截至二零一九年六月三十日止六個月

### 10. 每股盈利

本公司股東應佔每股基本及攤薄盈利乃根 據以下數據計算:

		Six months end 截至六月三↑ 2019 二零一九年 HK\$ Million 百萬港元	-日止六個月 2018 二零一八年
Earnings Earnings for the purpose of basic earnings per share (profit attributable to owners of the Company) Adjustments to profit in respect of impact of contingently issuable shares under the employee ownership	<u>盈利</u> 就計算每股基本盈利 之盈利 (本公司股東 應佔溢利) 就一間附屬公司之僱員股份 擁有計劃而可能發行股份之 影響對溢利	1,513.0	1,885.2
scheme of a subsidiary	作出調整	(1.3)	(0.3)
Earnings for the purpose of diluted earnings per share	就計算每股攤薄盈利 之盈利	1,511.7	1,884.9
<u>Number of shares</u> Weighted average number of shares in issue for the purpose of	<u>股份數目</u> 就計算每股基本及攤薄盈利之 已發行股份加權	Million shares 百萬股	Million shares 百萬股
basic and diluted earnings per share	平均數	6,812.2	6,812.2

### 11. DIVIDENDS

The Board does not recommend the declaration of an interim dividend for the six months ended 30th June, 2019 (2018: Nil).

截至二零一九年六月三十日止六個月

### 11. 股息

董事會不建議宣派截至二零一九年六月 三十日止六個月之中期股息(二零一八 年:無)。

### Six months ended 30th June,

		截至六月三十日止六個月		
		2019	2018	
		二零一九年	二零一八年	
		HK\$ Million	HK\$ Million	
		百萬港元	百萬港元	
Dividends recognised as distribution	期內確認分派之			
during the period:	股息:			
2018 interim dividend	二零一八年中期股息			
(in lieu of a final dividend)	(代替末期股息)			
of HK8 cents per share	每股8港仙(二零一八年:			
(2018: 2017 interim dividend	二零一七年中期股息			
(in lieu of a final dividend)	(代替末期股息)			
of HK8 cents per share)	每股8港仙)	545.0	545.0	



34

for the six months ended 30th June, 2019

截至二零一九年六月三十日止六個月

INVESTMENT PROPERTIES	<b>S</b>					
		Hong Kong	PRC	USA	UK	Total
		香港	中國	美國	英國	總計
		HK\$ Million				
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
Fair value	公平價值					
At 1st January, 2018	於二零一八年一月一日	9,005.3	54.6	267.9	209.3	9,537.1
Exchange adjustments	匯兑調整	-	(2.8)	0.7	(11.0)	(13.1)
Additions	添置	10.6	_	-	_	10.6
Increase (decrease) in fair value	於損益確認之公平價值					
recognised in profit or loss	增加(減少)	752.8	(0.9)	6.7	(1.6)	757.0
At 31st December,	於二零一八年					
2018	十二月三十一日	9,768.7	50.9	275.3	196.7	10,291.6
Exchange adjustments	匯兑調整	-	0.1	(0.8)	(2.2)	(2.9)
Additions	添置	27.1	_	_	_	27.1
Transferred to property,	轉撥至物業、廠房及					
plant and equipment	設備	-	(5.4)	_	-	(5.4)
Disposals	出售	(3.7)	-	-	-	(3.7)
Increase (decrease) in fair value	於損益確認之公平價值					
recognised in profit or loss	增加(減少)	184.1	(0.2)		(3.0)	180.9
At 30th June, 2019	於二零一九年六月三十日	9,976.2	45.4	274.5	191.5	10,487.6

The fair values of the Group's investment properties on the dates of transfer, acquisition and at the reporting dates have been arrived at on the basis of a valuation carried out at these dates by Norton Appraisals Holdings Limited, Whitney & Associates and Savills (UK) Limited, firms of independent and qualified professional valuers not connected with the Group.

For properties located in Hong Kong, PRC and the United Kingdom ("UK"), the fair value was determined based on the investment approach, where the market rentals of all lettable units of the properties are assessed and discounted at the market yield expected by investors for this type of properties. The market rentals are assessed by taking into account the current passing rents and the reversionary income potential of tenancies. For the properties which are currently vacant, the valuation was based on capitalisation of the hypothetical and reasonable market rents with a typical lease term or direct comparison approach. The discount rate is determined by reference to the yields derived from analysing the sales transactions of similar properties in Hong Kong, PRC and UK, and adjusted to take into account the market expectation from property investors to reflect factors specific to the Group's investment properties.

本集團投資物業於轉讓、收購日期及於結 算日之公平價值已根據Norton Appraisals Holdings Limited、Whitney & Associates 及Savills (UK) Limited於該等日期進行之 估值釐定,該等公司均為與本集團概無關 連的獨立合資格專業估值師。

就位於香港、中國及英國(「英國」)的物 業而言,公平價值乃根據投資法釐定, 據此,物業的全部可出租單位的市值租金 乃作評估,並按投資者預期此類物業之市 值回報貼現。評估市值租金時,已考慮到 現有租金及租約調整收入潛力。就目前空 置之物業而言,估值乃根據假設及合理市 值租金之市值,連同典型租期,或採用直 接比較法作出。貼現率乃參考香港、中國 及英國類似物業之銷售交易之分析之結果 釐定,並已作調整,以計入物業投資者之 市場預期,反映本集團投資物業特有之因 素。
#### 12. INVESTMENT PROPERTIES (CONT'D)

For property located in the United States of America ("USA"), the fair value was determined based on the sales comparison approach – land analysis, where the market sales of the observable transactions in neighbourhood areas are assessed and adjusted to take into account the location, size, condition and physical characteristic of this investment property.

There has been no change from the valuation technique used in the prior periods. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

#### 13. RIGHT-OF-USE ASSETS

The Group leases several types of assets including leasehold land and buildings. The average lease term of right-of-use assets at 30th June, 2019 is below:

截至二零一九年六月三十日止六個月

#### 12. 投資物業(續)

就位於美利堅合眾國(「美國」)之物業而 言,公平價值乃根據銷售比較法一土地分 析釐定,據此,鄰近地區市場上出售之可 觀察交易乃作評估並考慮該投資物業的位 置、規模、條件及物理特性作出調整。

過往期間採用的估值方法並無變動。在估 計物業公平價值時,物業的最大及最佳用 途為其當前用途。

#### 13. 使用權資產

本集團租賃若干類別資產,包括租賃土地 及樓宇。於二零一九年六月三十日的使用 權資產平均租期如下:

Leasehold lands	45 years	租賃土地		45年
Retail shops	2.5 years	零售店		2.5年
			At 30th June, 2019 於二零一九年 六月三十日 HK\$ Million 百萬港元	At 1st January, 2019 於二零一九年 一月一日 HK\$ Million 百萬港元
Net carrying amount	賬面淨值		4.1	4.1
Leasehold lands	租賃土地		201.8	203.6
Land and buildings	土地及樓宇		205.9	207.7

Additions to right-of-use assets amount to HK\$46.6 million in the interim reporting period.

於中期報告期間添置使用權資產46.6百萬 港元。

		Six months ended 30th June, 2019 截至 二零一九年 六月三十日 止六個月 HK\$ Million 百萬港元
Amount recognised in profit or loss Depreciation on right-of-use assets Interest expense on lease liabilities Expense relating to short-term leases	於損益確認之金額 使用權資產折舊 租賃負債之利息費用 有關短期租賃之費用	48.5 3.8 24.1

The total cash outflow for leases amount to  $\mathsf{HK}\$71.9$  million.

租賃之現金流出總額為71.9百萬港元。

#### 14. FINANCIAL ASSETS AND LIABILITIES

The following table provides an analysis of financial assets and liabilities of the Group that are measured at fair value subsequent to initial recognition. 截至二零一九年六月三十日止六個月

#### 14. 金融資產及負債

下表分析本集團於首次確認後按公平價值 計量之金融資產及負債。

		At 30th June, 2019 於二零一九年六月三十日			
			Fair value 公平價值		
		Level 1 第一級 HK\$ Million 百萬港元	Level 2 第二級 HK\$ Million 百萬港元	Level 3 第三級 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
Financial assets at fair value through other comprehensive income	透過其他全面收益按公平價值 處理之金融資產				
Listed equity securities in Hong Kong	香港上市股本證券	107.3	-	-	107.3
Listed equity securities outside Hong Kong	香港以外地區上市股本證券	131.6	-	-	131.6
Unlisted overseas equity securities	非上市海外股本證券			8.5	8.5
Analysed for reporting purposes as non-current assets	為呈報目的分析為非流動 資產	238.9		8.5	247.4



#### 14. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

截至二零一九年六月三十日止六個月

#### 14. 金融資產及負債(續)

			At 30th Ju 於二零一九年		
			Fair value 公平價值		
		Level 1 第一級 HK\$ Million 百萬港元	Level 2 第二級 HK\$ Million 百萬港元	Level 3 第三級 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
Financial assets at fair value through profit or loss	透過損益賬按公平價值處理 之金融資產				
Listed equity securities in Hong Kong Listed equity securities outside Hong Kong Over the counter equity currency derivatives	香港上市股本證券 香港以外地區上市股本證券 場外股本貨幣衍生丁具	1,296.6 318.7		-	1,296.6 318.7 0.3
Forward currency contract	遠期貨幣合約 禾进11月14日11日1日日11日日11日日11日日11日日11日日11日日11日日	-	56.4	-	56.4
Unlisted options and futures outside Hong Kong Unlisted put right for shares in an associate	省沧以介地回升上印别惟 <u>风</u> 别員 北上市之一間聯營公司股份認沽權	-	26.6	- 1,171.0	26.6 1,171.0
Unlisted call option for club memberships Unlisted call option for shares listed	這期貨幣合約 香港以外地區非上市期權及期貨 非上市之一間聯營公司股份認沽權 非上市之會所會籍認購期權 香港以外地區上市股份之非上市	_	_	14.4	14.4
outside Hong Kong	認購期權	-	-	2.1	2.1
Contracts for difference	差價合約	-	14.3	-	14.3
Unlisted bonds issued by unlisted companies	非上市公司發行之非上市債券	-	600.2 9.2	-	600.2 9.2
Listed bonds issued by listed companies Unlisted convertible preferred and ordinary	上市公司發行之上市債券 一間非上市公司發行之非上市 可糖始復生职及普通职	-		-	
shares issued by an unlisted company Unlisted preferred shares issued	可轉換優先股及普通股 非上市公司發行之非上市	-	110.6	-	110.6
by unlisted companies Unlisted convertible preferred shares issued by	優先股 非上市公司發行之非上市可轉換	-	-	60.9	60.9
unlisted companies	優先股	_	104.4	-	104.4
Unlisted shares issued by unlisted companies Unlisted convertible bonds issued	非上市公司發行之非上市股份 非上市公司發行之非上市	-	32.1	34.4	66.5
by unlisted companies Unlisted overseas equity securities	可轉換債券 含股份認沽權之非上市海外股本	-	25.0	19.6	44.6
with a put right for shares	證券	-	-	790.7	790.7
Unlisted overseas equity securities	非上市海外股本證券	-	75.9	-	75.9
Unlisted overseas investment funds Unlisted trust fund	非上市海外投資基金 非上市信託基金	-	-	5,622.7 28.4	5,622.7 28.4
	开工巾佰乱坐並			20.4	20.4
	<u> 1 - 11 - 14 67 16 - 2 / 17</u>	1,615.3	1,055.0	7,744.2	10,414.5
Analysed for reporting purposes as: Non-current assets Current assets	為呈報目的所作之分析: 非流動資產 流動資產				6,810.8 3,603.7
					10,414.5
Financial liabilities at fair value through profit or loss	透過損益賬按公平價值處理 之金融負債				
Held for trading	持作交易用途				
Unlisted futures and options in Hong Kong	香港非上市期貨及期權	-	15.9	-	15.9
Listed futures and options outside Hong Kong Unlisted futures and options outside	香港以外地區上市期貨及期權 香港以外地區非上市期貨	-	4.6	-	4.6
Hong Kong	及期權	-	6.7	-	6.7
Listed futures and options in Hong Kong Foreign currency contracts	香港上市期貨及期權 貨幣期貨	-	3.7 1.0	-	3.7 1.0
Over the counter equity derivatives	員市 場外股本 衍生工具	-	1.0		17.0
Short position in listed equity securities under	借股安排項下之				
stock borrowing arrangement Contracts for difference	上市股本證券淡倉 差價合約	334.0	2.0		334.0 2.0
Analysed for reporting purposes as current liabilities	為呈報目的分析為 流動負債	334.0	33.9	17.0	384.9
	加西方民	55110	5515	17.0	301.5



38

for the six months ended 30th June, 2019

截至二零一九年六月三十日止六個月

14. 金融資產及負債(續)

#### 14. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

			At 31st Dece 於二零一八年† Fair value 公平價值	,	
		Level 1 第一級 HK\$ Million 百萬港元	Level 2 第二級 HK\$ Million 百萬港元	Level 3 第三級 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
Financial assets at fair value through other comprehensive income Listed equity securities in Hong Kong	透過其他全面收益按公平價值處理 之金融資產 香港上市股本證券	76.0			76.0
Listed equity securities in Flong Kong Listed equity securities outside Hong Kong Unlisted overseas equity securities	香港以外地區上市股本證券 非上市海外股本證券	108.9	-	21.6	108.9
Analysed for reporting purposes as non-current assets	為呈報目的分析為非流動資產	184.9		21.6	206.5



#### 14. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

截至二零一九年六月三十日止六個月

#### 14. 金融資產及負債(續)

			At 31st Dece 於二零一八年十		
			Fair value 公平價值		
		Level 1 第一級 HK\$ Million 百萬港元	Level 2 第二級 HK\$ Million 百萬港元	Level 3 第三級 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
Financial assets at fair value through profit or loss Listed equity securities in Hong Kong Listed equity securities outside Hong Kong Forward currency contract Listed options and futures outside Hong Kong Unlisted put right for shares in an associate	透過損益賬按公平價值處理之金融資產 香港上市股本證券 香港以外地區上市股本證券 遠期貨幣合約 香港以外地區上市期權及期貨 非上市之一間聯營公司股份認沽權	360.8 903.7 	- 44.2 42.2	- - 1,120.0	360.8 903.7 44.2 42.2 1,120.0
Unlisted call option for club memberships Unlisted call option for shares listed outside Hong Kong	非上市之會所會籍認購期權 香港以外地區上市股份之非上市 認購期權	-	-	13.3	13.3
Contracts for difference Unlisted bonds issued by unlisted companies Listed bonds and notes issued by listed companies	6047571年 差價合約 非上市公司發行之非上市債券 上市公司發行之上市債券及票據	-	9.9 1,483.7 253.5	۲.0 – –	9.9 1,483.7 253.5
Listed bonds and notes issued by instea companies Unlisted convertible preferred and ordinary shares issued by an unlisted company	非上市公司發行之上市債券及票據 一間非上市公司發行之非上市可轉換 優先股及普通股	-	38.3 56.3	-	255.5 38.3 56.3
Unlisted preferred shares issued by unlisted companies Unlisted convertible preferred shares issued	₿人応公司發行之非上市 優先股 一間非上市公司發行之非上市可轉換	-	-	57.2	57.2
by an unlisted company Unlisted redeemable preferred shares issued	優先股 一間非上市公司發行之非上市可贖回 優先股	-	93.0 64.6	-	93.0 64.6
by an unlisted company Unlisted shares issued by unlisted companies Unlisted convertible bonds issued	非上市公司發行之非上市股份 非上市公司發行之非上市可轉換	-	64.6 16.6	42.0	58.6
by unlisted companies Unlisted overseas equity securities with a put right for shares	債券 含股份認沽權之非上市海外股本 證券	-	-	21.0 856.6	21.0 856.6
Unlisted overseas equity security Unlisted overseas investment funds Unlisted trust fund	非上市海外股本證券 非上市海外投資基金 非上市信託基金		76.4	5,157.3 28.5	76.4 5,157.3 28.5
		1,264.5	2,178.7	7,296.3	10,739.5
Analysed for reporting purposes as: Non-current assets Current assets	為呈報目的所作之分析: 非流動資產 流動資產				6,360.9 4,378.6
					10,739.5
Financial liabilities at fair value through profit or loss Held for trading	透過損益賬按公平價值處理 之金融負債 持作交易用途				
Unlisted futures and options in Hong Kong Listed futures and options outside Hong Kong Unlisted futures and options outside Hong Kong Foreign currency contracts Over the counter equity derivatives	香港非上市期貨及期權 香港以外地區上市期貨及期權 香港以外地區非上市期貨及期權 貨幣期貨 場外股本衍生工具	- - -	25.2 3.0 32.9 10.4	- - - 22.9	25.2 3.0 32.9 10.4 22.9
Short position in listed equity securities under stock borrowing arrangement Contracts for difference	借股安排項下之 上市股本證券淡倉 差價合約	288.2	42.7		288.2 42.7
Analysed for reporting purposes as current liabilities	為呈報目的分析為流動負債	288.2	114.2	22.9	425.3

40

for the six months ended 30th June, 2019

#### 14. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

On the basis of its analysis of the nature, characteristics and risks of the equity securities, the Group has determined that presenting them by nature and type of issuers is appropriate.

Fair values are grouped from level 1 to 3 based on the degree to which the fair values are observable.

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 fair value measurements are those derived from input other than quoted prices included within level 1 that are observable for the assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 fair value measurements are those derived from valuation techniques that include input for the assets or liabilities that are not based on observable market data.

The fair values of bonds under level 2 at the reporting date were derived from quoted prices from pricing services. Where level 1 and level 2 inputs are not available, the Group engages external valuers to perform the valuation for certain complex or material financial assets and liabilities.

The fair values of level 3 financial assets and liabilities are mainly derived from valuation technique using an unobservable range of data. In estimating the fair value of a financial asset or a financial liability under level 3, the Group engages external valuers or establishes appropriate valuation techniques internally to perform the valuations which are reviewed by the relevant management of the group companies. 簡明綜合財務報表附註(續)

截至二零一九年六月三十日止六個月

#### 14. 金融資產及負債(續)

基於股本證券之性質、特點及風險分析, 本集團釐定以發行人性質及類別呈列實屬 適宜。

公平價值按其可觀察度分類為一至三級。

第一級公平價值計量按相同的資產或負債 於活躍市場的報價(無調整)計算。

第二級公平價值計量乃除第一級計入之報 價外,就資產或負債可直接(即價格)或間 接(即自價格衍生)觀察輸入數據得出。

第三級公平價值計量乃計入並非根據可觀 察市場數據之資產或負債之估值方法得 出。

於結算日,屬第二級之債券之公平價值乃 源自定價服務所報之價格。倘無第一級及 第二級輸入數據,本集團聘用外部估值師 就若干複雜或重大金融資產及負債進行估 值。

第三級金融資產及負債之公平價值主要來 自一系列不可觀察資料的估值方法。於估 計第三級金融資產或金融負債之公平價值 時,本集團委聘外部估值師或自行設立合 適之估值方法以進行估值,並由集團公司 之相關管理層審閱。



#### 14. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

The following tables provide further information regarding the valuation of material financial assets under level 3.

截至二零一九年六月三十日止六個月

#### 14. 金融資產及負債(續)

下表提供有關第三級重大金融資產估值之進一步資料。

			At 30th June, 2019 於二零一九年六月三十日		
	Valuation technique 估值方法	Unobservable inputs 不可觀察的輸入數據	Input values 輸入數據值	Fair value 公平價值 HK\$ Million 百萬港元	Sensitivity analysis 敏感度分析
Financial assets at fair value through profit or loss 透過損益賬按公平價值 處理之金融資產					
Marke Jan Kage Unlisted put right for shares in an associate 非上市之一間聯營公司 股份認沽權	Option model 期權模型	Expected volatility 預計波幅 Equity growth rate 權益增長率 Estimated equity value 權益價值估值 Discount rate (for estimated equity value) 折現率 (就權益價值估值)	12.0% 1.0% HK\$1,083 million 1,083百萬港元 16.4%	1,171.0	An increase in volatility would result in an increase in the fair value. 波幅增加將導致公平價值上升。 An increase in equity growth rate would result in a decrease in the fair value. 權益增長率上升將導致公平價值下降。 An increase in estimated equity value would result in a decrease in fair value. 權益價值估值增加將導致公平價值 下降。 An increase in discount rate would result in a decrease in the fair value. 折現率上升將導致公平價值下降。
Unlisted preferred shares issued by an unlisted company 一間非上市公司發行之 非上市優先股	Recent transaction and equity allocation method 近期交易及權益分配法	Expected volatility 預計波幅	6.1%	54.7	An increase in volatility would result in a decrease in the fair value. 波幅增加將導致公平價值下降。
Unlisted overseas equity securities with a put right for shares 含股份認沽權之非上市海外 股本證券	Market approach and option model 市場法及期權模型	Expected volatility 預計波幅 Risk-free rate 無風險比率 Equity growth rate 權益增長率	3.0% 1.8% 0.1%	790.7	An increase in volatility would result in an increase in the fair value. 波幅增加將導致公平價值上升。 An increase in risk-free rate would result in a decrease in the fair value. 無風險比率上升將導致公平價值下降。 An increase in equity growth rate would result in a decrease in the fair value. 權益增長率上升將導致公平價值下降。
Unlisted overseas investment funds 非上市海外投資基金	Net asset value 資產淨值	Note 1 <i>註解1</i>	Note 1 <i>註解1</i>	5,622.7	Note 1 註解1



#### 14. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

截至二零一九年六月三十日止六個月

#### 14. 金融資產及負債(續)

_	At 31st December, 2018 於二零一八年十二月三十一日					
	Valuation technique 估值方法	Unobservable inputs 不可觀察的輸入數據	Input values 輸入數據值	Fair value 公平價值 HK <b>\$</b> Million 百萬港元	Sensitivity analysis 敏感度分析	
Financial assets at fair value through profit or loss 透過損益賬按公平價值 處理之金融資產						
Unlisted put right for shares in an associate 非上市之一間聯營公司 股份認沽權	Option model 期權模型	Expected volatility 預計波幅 Equity growth rate 權益增長率 Estimated equity value 權益價值估值 Discount rate (for estimated equity value) 折現率 (就權益價值估值)	10.4% 1.4% HK\$1,131.0 million 1,131.0百萬港元 17%	1,120.0	An increase in volatility would result in an increase in the fair value. 波幅增加將導致公平價值上升。 An increase in equity growth rate would result in a decrease in the fair value. 權益增長率上升將導致公平價值下降。 An increase in estimated equity value would result in a decrease in fair value. 權益價值估值增加將導致公平價值 下降。	
Unlisted overseas equity securities with a put right for shares 含股份認沽權之非上市海外 股本證券	Market approach and option model 市場法及期權模型	Expected volatility 預計波幅 Risk-free rate 無風險比率 Equity growth rate 權益增長率	4.7% 2.5% -0.9%	856.6	An increase in volatility would result i an increase in the fair value. 波幅增加將導致公平價值上升。 An increase in risk-free rate would resu in a decrease in the fair value. 無風險比率上升將導致公平價值下降。 An increase in equity growth rate woul result in a decrease in the fair value. 權益增長率上升將導致公平價值下降。	
Unlisted overseas investment funds 非上市海外投資基金	Net asset value 資產淨值	Note 1 <i>註解1</i>	Note 1 <i>註解1</i>	5,157.3	Note 1 <i>註解1</i>	

Note 1: The significant unobservable input of the Group's investments in unlisted overseas investment funds is the net asset value of the underlying investments made by the funds. The higher the net asset value of the underlying investments, the higher the fair value of the financial assets at FVTPL will be. The Group has determined that the reported net asset values represent the fair values of the unlisted overseas investment funds. 註解1:本集團非上市海外投資基金投資的重大不可 觀察輸入數據為基金作出的相關投資的資產 淨值。相關投資的資產淨值越高,透過損益 賬按公平價值處理之金融資產的公平價值將 會越高。本集團以呈報之資產淨值作為非上 市海外投資基金的公平價值。



#### 14. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

The reconciliation of financial assets and liabilities under level 3 fair value measurements is as follows: 截至二零一九年六月三十日止六個月

#### 14. 金融資產及負債(續)

第三級公平價值計量下之金融資產及負債 對賬如下:

		2019 二零一九年							
		Balance at 1st January,			gains or losses 收益或虧損 Other			Balance at 30th June, 2019	Unrealised gain or loss for six months ended 30th June, 2019 截至 二零一九年 六月三十日
		2019 於二零一九年 一月一日 之結餘 HK\$ Million HI 百萬港元	Transfer 轉移 HK\$ Million 百萬港元	Profit or loss 損益 HK\$ Million 百萬港元	comprehensive income 其他全面收益 HK\$ Million 百萬港元	Purchase 購入 HK\$ Million 百萬港元	Disposal 出售 HK\$ Million 百萬港元	2019 於二零一九年 六月三十日 之結餘 HK\$ Million 百萬港元	ハタニーロ 止六個月 之未變現 收益或虧損 HK\$ Million 百萬港元
Financial assets at fair value through other comprehensive income	透過其他全面收益 按公平價值處理 之金融資產								
Unlisted overseas equity securities	非上市海外股本證券	21.6	-	-	11.9	-	(25.0)	8.5	-
Financial assets at fair value through profit or loss Unlisted put right for shares	透過損益賬按公平價值 處理之金融資產 非上市之一間聯營公司								
in an associate Unlisted call option	股份認沾權 非上市之會所會籍	1,120.0	-	51.0	-	-	-	1,171.0	51.0
for club memberships Unlisted call option for shares listed outside	認購期權 香港以外地區上市 股份之非上市	13.3	-	1.1	-	-	-	14.4	1.1
Hong Kong Unlisted preferred shares issued	認購期權 非上市公司發行	0.4	-	1.7	-	-	-	2.1	1.7
by unlisted companies Unlisted shares issued	之非上市優先股一間非上市公司發行	57.2	-	3.7	-	-	-	60.9	3.7
by an unlisted company Unlisted convertible bonds issued	之非上市股份 非上市公司發行之	42.0	-	(7.6)	-	-	-	34.4	(5.0)
by unlisted companies Unlisted overseas equity securities	非上市可轉換債券 含股份認沽權之非	21.0	-	(1.4)	-	-	-	19.6	(1.4)
with a put right for shares Unlisted overseas investment funds	上市海外股本證券 非上市海外投資基金	856.6 5,157.3	-	(65.9) 485.1	-	- 152.3	- (172.0)	790.7 5,622.7	(65.9) 432.5
Unlisted trust fund	非上市信託基金	28.5	-	1.5	-	29.1	(30.7)	28.4	-
Financial liabilities at fair value through profit or loss	透過損益賬按公平價值 處理之金融負債								
Over the counter equity derivatives	場外股本衍生工具	(22.9)		5.9				(17.0)	5.9



#### 截至二零一九年六月三十日止六個月

#### 14. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

14. 金融資產及負債(續)

2018 二零一八年

					_令	八十			
		Balance at 1st January,		Recognised 已確認	gains or losses 收益或虧損			Balance at 31st December, 2018	Unrealised
		2018 於二零一八年 一月一日 之結餘 HK\$ Million 百萬港元	Transfer 轉移 HK\$ Million 百萬港元	Profit or loss 損益 HK\$ Million 百萬港元	Other comprehensive income 其他全面收益 HK\$ Million 百萬港元	Purchase 購入 HK\$ Million 百萬港元	Disposal 出售 HK\$ Million 百萬港元	於二零一八年 十二月 三十一日 之結餘 HK\$ Million 百萬港元	gain or loss for the year 年內未變現 收益或虧損 HK\$ Million 百萬港元
Financial assets at fair value through other comprehensive income	透過其他全面收益 按公平價值處理 之金融資產								
Unlisted overseas equity securities	非上市海外股本證券	21.6	-	-	-	-	-	21.6	-
Financial assets at fair value through profit or loss	透過損益賬按公平價值 處理之金融資產								
Over the counter equity derivatives	場外股本衍生工具	0.7	-	(0.7)	-	-	-	-	(0.7)
Unlisted put right for shares	非上市之一間聯營公司	1 052 0		(7.0				1 100 0	(= 0
in an associate Unlisted call option	股份認沾權 非上市之會所會籍	1,053.0	-	67.0	-	-	-	1,120.0	67.0
for club memberships	チエルと皆の皆相 認購期權	10.9	_	2.4	_	_	_	13.3	2.4
Unlisted call option for shares listed		10.5		2.1				15.5	2.1
outside Hong Kong Unlisted preferred shares issued	之非上市認購期權 非上市公司發行	10.9	-	(10.5)	-	-	-	0.4	(10.5)
by unlisted companies	之非上市優先股	17.1	3.9	3.8	-	53.4	(21.0)	57.2	(0.1)
Unlisted shares issued by	一間非上市公司發行								(1.5)
an unlisted company Unlisted convertible bonds issued	之非上市股份	41.4	-	(1.9)	-	2.5	-	42.0	(1.9)
by unlisted companies	非上市公司發行之非上 市可轉換債券	21.0	_	_	_	_	_	21.0	_
Unlisted overseas equity securities	含股份認沾權之非上市	21.0						21.0	
with a put right for shares	海外股本證券	811.5	-	45.1	-	-	-	856.6	45.1
Unlisted overseas investment funds	非上市海外投資基金	4,302.2	(3.9)	443.4	-	1,047.8	(632.2)	5,157.3	302.8
Unlisted trust fund	非上市信託基金	-	-	(1.0)	-	29.5	-	28.5	(1.0)
Financial liabilities at fair value through profit or loss Over the counter equity derivatives	透過損益賬按公平價值 處理之金融負債 場外股本衍生工具	(8.8)	_	(14.1)	_	_	_	(22.9)	(14.1)
Over the counter equity derivatives	勿开展律用工工并	(0.0)		(14.1)				(22.3)	(14.1)



44

截至二零一九年六月三十日止六個月

15. 消費金融客戶貸款及墊款

#### 15. LOANS AND ADVANCES TO CONSUMER FINANCE CUSTOMERS

		2019 於二零一九年	At 31st December, 2018 於二零一八年 十二月三十一日 HK\$ Million 百萬港元
Loans and advances to consumer finance customers Hong Kong Mainland China Less: impairment allowance	消費金融客戶貸款 及墊款 香港 中國內地 減:減值撥備	8,328.8 2,376.5 (637.2)	
Analysed for reporting purposes as: Non-current assets Current assets	為呈報目的所作之分析: 非流動資產 流動資產	10,068.1 2,750.7 7,317.4 10,068.1	9,769.7 2,618.9 7,150.8 9,769.7

The following is an aged analysis for the loans and advances to consumer finance customers that are past due at the reporting date:

以下為於結算日已逾期之消費金融客戶貸 款及墊款之賬齡分析:

		2019 於二零一九年 六月三十日	At 31st December, 2018 於二零一八年 十二月三十一日 HK\$ Million 百萬港元
Less than 31 days past due	逾期少於31日	426.0	528.6 50.4
31 to 60 days 61 to 90 days	31至60日 61至90日	56.3 335.1	11.9
91 to 180 days Over 180 days	91至180日 180日以上	93.3 65.5	48.2 109.2
		976.2	748.3



截至二零一九年六月三十日止六個月

#### 16. MORTGAGE LOANS

Mortgage loans

Hong Kong

46

16. 按揭貸款 At At 30th June, 31st December, 2019 2018 於二零一八年 於二零一九年 六月三十日 十二月三十一日 **HK\$** Million HK\$ Million 百萬港元 百萬港元 按揭貸款 香港 3,603.3 3,863.9 Less: impairment allowance 減:減值撥備 (9.8)(9.7)

		3,593.5	3,854.2
Analysed for reporting purposes as: Non-current assets Current assets	為呈報目的所作之分析: 非流動資產 流動資產	1,745.1 1,848.4	1,956.8 1,897.4
		3,593.5	3,854.2

The following is an aged analysis for the mortgage loans that are past due at the reporting date:

以下為於結算日已逾期之按揭貸款之賬齡 分析:

		At     At       30th June,     31st December,       2019     2018       於二零一九年     於二零一八年       六月三十日     十二月三十一日       HK\$ Million     HK\$ Million       百萬港元     百萬港元
Less than 31 days past due	逾期少於31日	<b>159.2</b> 306.0
31 to 60 days	31至60日	<b>222.2</b> 285.5
61 to 90 days	61至90日	<b>165.4</b> 61.4
91 to 180 days	91至180日	<b>8.7</b> 22.5
Over 180 days	180日以上	<b>159.6</b> 7.5
		<b>715.1</b> 682.9



截至二零一九年六月三十日止六個月

#### 17. TERM LOANS

17. 有期貸款 At At 30th June, 31st December, 2019 2018 於二零一八年 於二零一九年 六月三十日 十二月三十一日 **HK\$** Million HK\$ Million 百萬港元 百萬港元 Secured term loans 有抵押有期貸款 3,244.3 2,679.0 Unsecured term loans 無抵押有期貸款 1,570.7 775.7 4,020.0 4,249.7 Less: impairment allowance 減:減值撥備 (206.9)(153.3)4,096.4 3,813.1 為呈報目的所作之分析: Analysed for reporting purposes as: Non-current assets 非流動資產 200.6 56.6 Current assets 流動資產 3,612.5 4,039.8 3,813.1 4,096.4



48

for the six months ended 30th June, 2019

截至二零一九年六月三十日止六個月

#### 18. TRADE RECEIVABLES, PREPAYMENTS AND OTHER RECEIVABLES

#### 18. 應收貿易款項、預付款項及其他應收 款項

		2019 於二零一九年	At 31st December, 2018 於二零一八年 十二月三十一日 HK\$ Million 百萬港元
Trade receivables - accounts receivable from customers Less: impairment allowance	應收貿易款項-來自客戶之 應收款項 減:減值撥備	63.9 (1.1)	59.6 (0.5)
		62.8	59.1
Other receivables Deposits Others Less: impairment allowance	其他應收款項 按金 其他 減:減值撥備	65.3 324.4 (42.0)	
Trade and other receivables at amortised cost Prepayments	按攤銷成本列賬之貿易及 其他應收款項 預付款項	<u> </u>	390.2 449.3 21.4
		424.7	470.7
Analysed for reporting purposes as: Non-current assets Current assets	為呈報目的所作之分析: 非流動資產 流動資產	26.4 398.3	22.9 447.8
		424.7	470.7



#### 18. TRADE RECEIVABLES, PREPAYMENTS AND OTHER RECEIVABLES (CONT'D)

The following is an aged analysis of the trade and other receivables based on the date of invoice/contract note at the reporting date:

截至二零一九年六月三十日止六個月

- **18.** 應收貿易款項、預付款項及其他應收 款項(續)
  - 以下為於結算日之貿易及其他應收款項根 據發票/合約單據日期作出之賬齡分析:

		2019 於二零一九年	At 31st December, 2018 於二零一八年 十二月三十一日 HK\$ Million 百萬港元
Less than 31 days 31 to 60 days	少於31日 31至60日	85.6 13.5	310.8 16.4
61 to 90 days 91 to 180 days	61至90日 91至180日	9.3 5.8	7.6 3.9
Over 180 days	180日以上	<u> </u>	0.4
Trade and other receivables without aging Less: impairment allowances	並無賬齡之貿易及其他 應收款項 減:減值撥備	337.5 (43.1)	110.7
Trade and other receivables at amortised cost	按攤銷成本列賬之貿易及 其他應收款項	410.5	449.3

#### 19. BANK DEPOSITS, CASH AND CASH EQUIVALENTS

#### 19. 銀行存款、現金及現金等價物

		2019 於二零一九年 六月三十日	31st December, 2018
Bank balances and cash	銀行結餘及現金	2,692.5	2,827.4
Fixed deposits with banks with a term within 3 months	於三個月內到期之 銀行定期存款	2,603.6	2,204.2
Cash and cash equivalents Short-term pledged bank deposits	現金及現金等價物 短期抵押銀行存款及	5,296.1	5,031.6
and bank balances	銀行結餘	33.1	20.0
Fixed deposits with banks with a term between 4 to 12 months	於四至十二個月內到期之 銀行定期存款	271.3	353.5
		5,600.5	5,405.1



#### 20. TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS

The following is an aged analysis of the trade payables, other payables and accruals based on the date of invoice/ contract note at the reporting date:

截至二零一九年六月三十日止六個月

# 20. 應付貿易款項、其他應付款項及應計款項

以下為於結算日之應付貿易款項、其他應 付款項及應計款項根據發票/合約單據日 期作出之賬齡分析:

		2019 於二零一九年 六月三十日	At 31st December, 2018 於二零一八年 十二月三十一日 HK\$ Million 百萬港元
Less than 31 days	少於31日	41.0	48.3
31 to 60 days	31至60日	7.1	11.2
61 to 90 days	61至90日	6.5	12.9
91 to 180 days	91至180日	0.6	1.3
Over 180 days	180日以上	1.2	0.7
Accrued staff costs, other accrued	並無賬齡之應付員工成本、	56.4	74.4
expenses and other payables without aging	其他應計費用及 其他應付款項	404.2	272.2
		460.6	346.6

#### 21. FINANCIAL ASSETS SOLD UNDER REPURCHASE 21. 回購協議下出售之金融資產 AGREEMENTS

		2019 於二零一九年 六月三十日	At 31st December, 2018 於二零一八年 十二月三十一日 HK\$ Million 百萬港元
Analysed by collateral type: Debt instruments classified as: Financial assets at FVTPL	按抵押品類別之分析: 債務工具分類為: 透過損益賬按公平價值 處理之金融資產	426.3	1,216.5

As at 30th June, 2019, debt instruments which are classified as financial assets at FVTPL with carrying amount of HK\$563.4 million (at 31st December, 2018: HK\$1,483.7 million) were sold under repurchase agreements with other financial institutions. All repurchase agreements are due within 12 months from the end of the reporting period.

於二零一九年六月三十日,賬面值為 563.4百萬港元(於二零一八年十二月 三十一日:1,483.7百萬港元)之分類為透 過損益賬按公平價值處理之金融資產之債 務工具根據與其他財務機構訂立之回購協 議售出。所有回購協議均於報告期末起計 12個月內到期。



截至二零一九年六月三十日止六個月

#### 22. BANK AND OTHER BORROWINGS

		2019 於二零一九年	At 31st December, 2018 於二零一八年 十二月三十一日 HK\$ Million 百萬港元
Bank loans Other borrowings	銀行貸款 其他借貸	10,063.0 62.1	9,469.5 62.1
U		10,125.1	9,531.6
Analysed as: Secured Unsecured	列為: 有抵押 無抵押	2,849.8 7,275.3 10,125.1	3,137.3 6,394.3 9,531.6
Bank loans are repayable as follows: On demand or within one year More than one year but not exceeding two years Bank loans with a repayment on demand clause are repayable	銀行貸款償還期限如下: 要求時償還或一年內 一年以上但不超過 兩年 具有按要求償還條文之 銀行貸款償還期限	5,024.8 2,427.9	3,767.0 1,899.7
as follows: Within one year More than one year but not exceeding two years More than two years but not exceeding five years	如下: 一年內 一年以上但不超過 兩年 兩年以上但不超過 五年	2,136.3 474.0 –	3,300.8 56.0 446.0
Other borrowings are repayable over five years	工, 其他借貸於五年後 償還	10,063.0	9,469.5
Less: Amount repayable within one year shown under current liabilities	減:須於一年內償還及列 於流動負債之款項	10,125.1 (7,635.1)	9,531.6 (7,569.8)
Amount due after one year	一年後到期之款項	2,490.0	1,961.8



截至二零一九年六月三十日止六個月

23. 應付票據

#### 23. NOTES/PAPER PAYABLE

At At 30th June, 31st December, 2019 2018 於二零一八年 於二零一九年 六月三十日 十二月三十一日 **HK\$** Million HK\$ Million 百萬港元 百萬港元 US dollar denominated notes 美元票據 ("US\$ Notes") (「美元票據」) 於二零二一年五月到期之 4.75% US dollar denominated notes maturing in May 2021 4.75%美元票據 ("4.75% Notes") (「4.75%票據」) 2,752.0 2,750.7 4.65% US dollar denominated 於二零二二年九月到期之 notes maturing in September 2022 4.65%美元票據 ("4.65% Notes") (「4.65%票據」) 4,279.8 4.289.1 HK dollar denominated notes/paper 港元票據 ("HK\$ Notes/Paper") (「港元票據」) HK dollar denominated notes/paper 港元票據 710.8 636.2 7,742.6 7,676.0 Analysed for reporting purposes as: 為呈報目的所作之分析: Current liabilities 流動負債 831.2 749.5 Non-current liabilities 非流動負債 6,911.4 6,926.5 7,742.6 7,676.0

The US\$ Notes and HK\$ Notes were issued by Sun Hung Kai & Co. (BVI) Limited, a subsidiary of SHK, under a US\$2 billion guaranteed medium term note programme.

The HK\$ Notes/Paper were issued by Sun Hung Kai (ECP) Limited, a subsidiary of SHK, under a US\$1 billion guaranteed commercial paper programme.

The 4.75% Notes are listed on the Stock Exchange. The nominal value of the 4.75% Notes after eliminating the intra-group holdings was US\$354.9 million or equivalent to HK\$2,772.9 million (at 31st December, 2018: US\$354.9 million or equivalent to HK\$2,779.0 million) at the reporting date. The fair value of the 4.75% Notes after eliminating the intra-group holdings based on the price quoted from pricing service at the reporting date was HK\$2,782.4 million (at 31st December, 2018: HK\$2,716.6 million) which was categorised as level 2.

新鴻基之附屬公司Sun Hung Kai & Co. (BVI) Limited根據20億美元擔保中期票據 發行計劃發行了美元票據及港元票據。

新鴻基之附屬公司Sun Hung Kai (ECP) Limited根據10億美元擔保商業票據發行 計劃發行了港元票據。

4.75% 票據已於聯交所上市。於結算日, 經扣除集團間持有之票據後,4.75% 票據 之面值為354.9百萬美元或相當於2,772.9 百萬港元(於二零一八年十二月三十一 日:354.9百萬美元或相當於2,779.0百萬 港元)。於結算日,經扣除集團間持有之 票據後,根據定價服務所報價格,4.75% 票據之公平價值為2,782.4百萬港元(於二 零一八年十二月三十一日:2,716.6百萬 港元),分類為第二級。

#### 23. NOTES/PAPER PAYABLE (CONT'D)

The 4.65% Notes are listed on the Stock Exchange. The nominal value of the 4.65% Notes after eliminating the intra-group holdings was US\$540.8 million or equivalent to HK\$4,225.5 million (at 31st December, 2018: US\$540.8 million or equivalent to HK\$4,234.7 million) at the reporting date. The fair value of the 4.65% Notes after eliminating the intra-group holdings based on the price quoted from pricing service at the reporting date was HK\$4,275.3 million (at 31st December, 2018: HK\$4,062.1 million) which was categorised as level 2.

#### 24. LEASE LIABILITIES

53

截至二零一九年六月三十日止六個月

#### 23. 應付票據(續)

4.65%票據已於聯交所上市。於結算日, 經扣除集團間持有之票據後,4.65%票據 之面值為540.8百萬美元或相當於4,225.5 百萬港元(於二零一八年十二月三十一 日:540.8百萬美元或相當於4,234.7百萬 港元)。於結算日,經扣除集團間持有之 票據後,根據定價服務所報價格,4.65% 票據之公平價值為4,275.3百萬港元(於二 零一八年十二月三十一日:4,062.1百萬 港元),分類為第二級。

#### 24. 租賃負債

		At	At
		30th June,	1st January,
		2019	2019
		於二零一九年	於二零一九年
		六月三十日	一月一日
		HK\$ Million	HK\$ Million
		百萬港元	百萬港元
Current liabilities	流動負債	105.3	89.2
Non-current liabilities	非流動負債	94.1	105.3
		199.4	194.5
Maturity analysis:	到期日分析:		
Not later than one year Later than one year and not later than	一年內 超過一年但少於	105.3	89.2
five years	五年	94.1	105.3
		199.4	194.5

#### 25. SHARE CAPITAL

25. 股本

		Number of shares 股份數目	<b>Value</b> 價值 HK\$ Million 百萬港元
Issued and fully paid:	已發行及繳足:		
At 1st January, 2018,	於二零一八年一月一日、		
31st December, 2018,	二零一八年十二月三十一日、		
1st January, 2019 and	二零一九年一月一日及		
30th June, 2019	二零一九年六月三十日	6,812,201,460	4,250.6



#### **26. CONTINGENT LIABILITIES**

At the end of the reporting period, the Group had guarantees on indemnities on banking facility made available to joint venture and other guarantees as follows:

#### 截至二零一九年六月三十日止六個月

#### 26. 或然負債

於報告期末,本集團就對給予合營公司的 銀行信貸額之彌償及其他擔保作出之保證 如下:

		At	At
		30th June,	31st December,
		2019	2018
			於二零一八年
		六月三十日	十二月三十一日
		HK\$ Million	HK\$ Million
		百萬港元	百萬港元
At 1st January	於一月一日	107.0	112.7
Additions	新增	390.7	_
Exchange adjustments	匯兑調整	(0.2)	(5.7)
		497.5	107.0

#### 27. COMMITMENTS

#### 27. 承擔

(a) 其他承擔

(a) Other commitments

		А	t At
		30th June	, 31st December,
		2019	9 2018
		於二零一九年	■ 於二零一八年
		六月三十日	1 十二月三十一日
		HK\$ Million	n HK\$ Million
		百萬港テ	<b>亡</b> 百萬港元
Capital commitments for funds	基金資本承擔	579.	<b>B</b> 476.4
Other capital commitments	其他資本承擔	31.	1 17.4
		610.9	9 493.8

#### (b) Lease commitments

At 31st December, 2018, the Group had commitments for future aggregate minimum lease payments under non-cancellable operating leases related to its office premises and office equipment which fall due as follows:

#### (b) 租賃承擔

於二零一八年十二月三十一日,本集 團根據不可撤銷經營租約,為辦公室 物業及辦公室設備而須於未來支付的 最低租賃付款期限如下:

		At 31st December, 2018 於二零一八年 十二月三十一日 HK\$ Million 百萬港元
Within one year In the second to fifth year inclusive	一年內 第二至第五年(包括首尾兩年)	130.7 94.9
		225.6

#### 27. COMMITMENTS (CONT'D)

#### (b) Lease commitments (Cont'd)

The lease payments represent rentals payable by the Group for its office premises and office equipment under operating lease arrangements. Leases are generally negotiated for terms ranging from one to five years. The lease commitments include rental payable to a holding company of HK\$0.1 million, an associate of HK\$1.2 million and a joint venture of HK\$42.6 million as at 31st December, 2018.

At 30th June, 2019, the Group is committed to HK\$11.3 million (at 31st December, 2018: HK\$50.1 million) for short-term leases.

The maturity profile of the lease liabilities are disclosed in note 24.

#### (c) Loan commitments

截至二零一九年六月三十日止六個月

#### 27. 承擔(續)

#### (b) 租賃承擔(續)

租賃付款指本集團根據經營租賃安排 就其辦公室物業及辦公室設備應付之 租金。租賃之年期一般經磋商為期一 至五年。於二零一八年十二月三十一 日,租賃承擔包括應付一間控股公司 之租金0.1百萬港元、應付一間聯營 公司之租金1.2百萬港元及應付一間 合營公司之租金42.6百萬港元。

於二零一九年六月三十日,本集團就 短期租賃承擔11.3百萬港元(於二零 一八年十二月三十一日:50.1百萬港 元)。

租賃負債之到期日分析披露於附註 24。

(c) 貸款承擔

		At	At
		30th June,	31st December,
		2019	2018
		於二零一九年	於二零一八年
		六月三十日	十二月三十一日
		HK\$ Million	HK\$ Million
		百萬港元	百萬港元
Within one year	一年內	1,566.5	1,318.9

#### 28. PLEDGE OF ASSETS

At the end of the reporting period, certain of the Group's investment properties and land and buildings with an aggregate carrying value of HK\$9,391.6 million (at 31st December, 2018: HK\$8,896.5 million), bank deposits and bank balances of HK\$33.1 million (at 31st December, 2018: HK\$20.0 million) together with certain securities in respect of a listed subsidiary with investment cost of HK\$276.8 million (at 31st December, 2018: HK\$276.6 million) were pledged to secure loans and general banking facilities to the extent of HK\$4,624.2 million (at 31st December, 2018: HK\$3,735.7 million) granted to the Group. Facilities amounting to HK\$2,849.8 million (at 31st December, 2018: HK\$3,137.3 million) were utilised at the end of the reporting period.

#### 28. 資產抵押

於報告期末,本集團賬面總值9,391.6百 萬港元(於二零一八年十二月三十一日: 8,896.5百萬港元)之若干投資物業及土地 及樓宇、銀行存款及銀行結餘33.1百萬港 元(於二零一八年十二月三十一日:20.0 百萬港元),連同一間上市附屬公司投資 成本276.8百萬港元(於二零一八年十二月 三十一日:276.6百萬港元)之若干證券, 已用作多達4,624.2百萬港元(於二零一八 年十二月三十一日:3,735.7百萬港元)授 予本集團之貸款及一般銀行信貸之抵押。 於報告期末,已提用信貸額為2,849.8百 萬港元(於二零一八年十二月三十一日: 3,137.3百萬港元)。



#### 29. RELATED PARTY TRANSACTIONS

During the period, the Group entered into the following significant transactions with related parties.

#### (a) Summary of transactions

截至二零一九年六月三十日止六個月

#### 29. 有關連人士交易

- 期內,本集團與有關連人士訂立以下重大 交易。
  - (a) 交易概要

(a)	Summary of transactions	(d) 又勿	加成安	
			(Income)/E (收入)/ Six months endd 截至六月三十	
			2019 二零一九年 HK\$ Million 百萬港元	2018 二零一八年 HK\$ Million 百萬港元
	A holding company Rent, property management, air-conditioning fee and other property related	一間控股公司 租金、物業管理、 空調費及 其間昭22世1		(2.7)
	service fee income Share of management service	相關服務費收入 應佔管理服務	(2.4)	(2.7)
	expenses Share of administrative expenses	費用 應佔行政費用	21.4 0.2	20.4 0.2
	Fellow subsidiaries Interest expense	<b>同系附屬公司</b> 利息費用	5.8	6.2
	Associates Loan referral fee and participation fee income Interest income Management and service fees income Manager's fee Rent, property management and air-conditioning fee income	聯營公司 貸款轉介費及參與費 收入 利息收入 管理及服務費 收入 管理人費用 租金、物業管理及 空期費 公	(6.6) (3.4) (1.6) (1.4) (0.6)	(1.9) (1.9) (2.5) (1.3) (1.0)
	Interest expense Service fees Rent and property management fee	利息費用 服務費 短期租賃租金及物業	2.8 2.3	2.8 2.3
	for short-term leases Insurance premiums paid Brokerage expenses	管理費 已付保險費 經紀費用	1.5 1.3 0.6	2.1 0.8 1.8
	Joint ventures Administration, agency, management and services fee income Rent, property management and air-conditioning fee Interest expense on lease liabilities*	<b>合營公司</b> 行政、代理、 管理及服務費 收入 租金、物業管理及 空調費 租賃負債之利息費用*	(2.9) 14.1 0.8	(2.9) 14.7
	Director of the Company Rental income	<b>本公司董事</b> 租金收入	_	(0.5)
	Entities controlled by a director of a holding company	一間控股公司董事控制之 實體		
	Rental income Logistics and warehouse	租金收入 物流及倉庫	(6.5)	(6.5)
	services fee	服務費	0.2	0.2

\* As at 30th June, 2019, the Group has lease liabilities of HK\$41.9 million to a joint venture, of which HK\$39.8 million was recognised after date of initial application of HKFRS 16, i.e. 1st January, 2019.

於二零一九年六月三十日,本集團就 租賃負債付予一問合營公司41.9百萬港 元,其中39.8百萬港元於首次應用香港 財務報告準則第16號當日(即二零一九年 一月一日)後確認。

\*



#### 29. RELATED PARTY TRANSACTIONS (CONT'D)

(b) Key management personnel compensation

簡明綜合財務報表附註(續)

57

截至二零一九年六月三十日止六個月

#### 29. 有關連人士交易(續)

#### (b) 主要管理層人員酬金

		Six months ended 30th June, 截至六月三十日止六個月	
		2019 二零一九年 HK\$ Million 百萬港元	2018 二零一八年 HK\$ Million 百萬港元
Short-term benefits (Note) Post-employment benefits	短期福利(註解) 退休福利	33.6 	36.7 0.3
		33.9	37.0

Note: As informed by Allied Group Limited, the Company's holding company, 2018 discretionary bonuses were released in July 2019.

- (c) During the period, loans of HK\$96.1 million (2018: HK\$188.5 million) were advanced to associates and HK\$211.2 million (2018: HK\$70.4 million) were repaid by associates.
- (d) During the period ended 30th June, 2018, a loan of HK\$40.0 million was advanced from a joint venture.
- (e) During the period ended 30th June, 2018, HK\$66.7 million was paid to an associate for subscription of the unlisted redeemable preferred shares issued by it.
- (f) During the period ended 30th June, 2018, sales proceeds of HK\$119.8 million was received from an associate for disposal of another associate to it.

#### **30. FINANCIAL RISK MANAGEMENT**

Risk is inherent in the financial service business and investing activities and sound risk management is a cornerstone of prudent and successful financial practice. The Group acknowledges that a balance must be achieved between risks control and business growth. The principal financial risks inherent in the Group's business are market risk (includes equity risk, interest rate risk and foreign exchange risk), credit risk and liquidity risk. The Group's risk management objective is to enhance shareholders' value while retaining exposure within acceptable thresholds. Risk management is managed and controlled through relevant group companies. 註解:按本公司之控股公司聯合集團有限公司 告之,二零一八年度之酌情花紅已於二 零一九年七月發放。

- (c) 期內,已向聯營公司墊支96.1百萬港 元(二零一八年:188.5百萬港元)之 貸款及獲聯營公司償還211.2百萬港 元(二零一八年:70.4百萬港元)之貸 款。
- (d) 截至二零一八年六月三十日止期間, 已從一間合營公司墊支40.0百萬港元 之貸款。
- (e) 截至二零一八年六月三十日止期間, 已向一間聯營公司支付66.7百萬港元 作為認購該聯營公司發行之非上市可 贖回優先股。
- (f) 截至二零一八年六月三十日止期間, 已從一間聯營公司收取119.8百萬港 元銷售所得款項作為向其出售另一間 聯營公司。

#### 30. 金融風險管理

金融服務業及投資活動本身存在風險,因此訂立一個妥善的風險管理制度,是企業 審慎而成功的做法。本集團深信風險管理 與業務增長兩者同樣重要。本集團的業務 存在的主要金融風險為市場風險(包括股 票風險、利率風險及外匯風險)、信貸風 險及流動資金風險。本集團的風險管理目 標是將所面對的風險局限於可接受水平內 之餘,同時致力提高股東價值。風險管理 乃透過相關集團公司管理及監控。



#### 30. FINANCIAL RISK MANAGEMENT (CONT'D)

The Group's risk management governance structure is designed to cover all business activities and to ensure all relevant risk classes are properly managed and controlled by relevant group companies. The Group has adopted a sound risk management and organisational structure equipped with comprehensive policies and procedures which are reviewed regularly and enhanced when necessary in response to changes in markets, the Group's operating environment and business strategies. The Group's relevant independent control functions play an important role in the provision of assurance to the relevant board of directors and senior management that a sound internal risk management mechanism is implemented, maintained and adhered to.

#### (a) Market Risk

(i) Equity Risk

There are many asset classes available for investment in the marketplace. One of the Group's key business undertakings is investing in equity and is concentrated in the investment and finance segment. Market risk arising from any equity investments is driven by the daily fluctuations in market prices or fair values. The ability to mitigate such risk depends on the availability of any hedging instruments and the diversification level of the investment portfolios undertaken by the segment. More importantly, the knowledge and experience of the trading staff of the segment managing the risk are also vital to ensure exposure is being properly hedged and rebalanced in the most timely manner. Proprietary trading across the segment is subject to limits approved by senior management of the relevant group companies. Valuation of these instruments is measured on a "mark-to-market" and "mark-to-fair-value" basis depending on whether they are listed or unlisted. Value at Risk ("VaR") and stress tests are employed in the assessment of risk. Meanwhile other non-VaR limits such as "maximum loss" and "position" limits are also set out to restrict excessive risk undertakings. VaR and stress tests are approaches which are widely used in the financial industry as tools to quantify risk by combining the size of a position and the extent of a potential market movement into a potential financial impact.

The Group's market-making and proprietary trading positions and their financial performance are reported daily to the relevant senior management of the group companies in the segment for review. Relevant internal audit also performs regular checks to ensure there is adequate compliance in accordance with the established market risk limits and guidelines. 截至二零一九年六月三十日止六個月

#### 30. 金融風險管理(續)

本集團的風險管治架構旨在涵蓋所有業務 活動,以確保所有有關風險類別已由相關 集團公司妥為管理及監控。本集團已採納 一個妥善的風險管理與組織架構,並附有 完善的政策及程序,有關政策及程序會 定期進行檢討,並在有需要時因應市場、 本集團經營環境及業務策略之變動而加 強。本集團的有關獨立監控職能擔任重要 角色,向相關董事會及高級管理層確保實 施、維持及遵守穩健的內部風險管理機 制。

#### (a) 市場風險

(i) 股票風險

市場內有不少可供投資的資產類 **別**,而本集團所進行之主要業務 之一為股票投資並集中於投資及 金融分部。任何股票投資所產生 之市場風險皆因每日市價或公平 價值波動而起,緩和該等風險的 能力視乎有否預備任何對沖工具 及分部所擁有投資組合的分散程 度。更重要的是,分部進行交易 之員工必須擁有管理風險的知識 及經驗,確保風險在最適當的時 機下獲妥善對沖及重整。分部之 自營買賣活動須受相關集團公司 之高級管理層審批之限額限制, 並視乎該等工具為上市或非上市 按「市場價格」及「公平價格」計算 價值。評估風險時會使用風險值 (「風險值」)及壓力測試。同時, 亦設定其他非風險值限額如「虧 蝕上限」及「持倉」限額以限制所 面對的超限風險。風險值及壓力 測試獲金融業廣泛使用,透過結 合持倉之規模及潛在市場變化對 財務產生之潛在影響,作為量化 風險的工具。

本集團所有營造市場及自營買賣 活動持倉狀況及財務表現,均每 日匯報予分部內集團公司之相關 高級管理層以供審閱。相關內部 審核部門亦會作出定期審查,確 保充份遵守既訂市場風險限額及 指引。



#### 30. FINANCIAL RISK MANAGEMENT (CONT'D)

#### (a) Market Risk (Cont'd)

(ii) Interest Rate Risk

Interest rate risk is the risk of loss due to changes in interest rates. The Group's interest rate risk exposure arises predominantly from term financing in the investment and finance segment and loans and advances to consumer finance customers in consumer finance segment and bank and other borrowings. Interest spreads are managed with the objective of maximising spreads to ensure consistency with liquidity and funding obligations.

(iii) Foreign Exchange Risk

Foreign exchange risk is the risk to earnings or capital arising from movements in foreign exchange rates.

The Group's foreign exchange risk primarily arises from currency exposures originating from proprietary trading positions, and loan and advances denominated in foreign currencies, mainly in Australian dollars, Renminbi and British pounds. Foreign exchange risk is managed and monitored by senior management of the relevant group companies. The risk arises from open currency positions are subject to management approved limits and are monitored and reported daily.

#### 截至二零一九年六月三十日止六個月

#### 30. 金融風險管理(續)

- (a) 市場風險(續)
  - (ii) 利率風險

利率風險為利率變動所引致虧損 之風險。本集團的利率風險主要 來自投資及金融分部之有期放款 以及消費金融分部之消費金融客 戶貸款及墊款以及銀行及其他借 貸。本集團管理息差,目的在於 盡量令息差符合資金之流動性及 需求。

(iii) 外匯風險

外匯風險乃外幣匯率變動對盈利 或資本造成之風險。

本集團之外匯風險主要來自自營 買賣活動持倉狀況及以外幣列值 之貸款及墊款,主要為澳元、人 民幣及英鎊。外匯風險由相關集 團公司之高級管理層作出管理及 監察。就外幣未平倉合約產生之 外匯風險須受由管理層審批之限 額限制,並須每日受其監控及向 其匯報。

#### 30. FINANCIAL RISK MANAGEMENT (CONT'D)

#### (b) Credit Risk

Credit risk arises from the failure of a customer or counterparty to meet settlement obligations. As long as the Group lends, trades and deals with third parties, there will be credit risk exposure.

The Group's credit procedures, governed by the relevant executive committee of the relevant group companies, sets out the credit approval processes and monitoring procedures, which are established in accordance with sound business practices.

The Group takes into consideration forward-looking information that is available without undue cost or effort in its assessment of significant increase in credit risk as well as in its measurement of expected credit losses. The Group employs experts who use external and internal information to generate a 'base case' scenario of future forecast of relevant economic variables along with a representative range of other possible forecast scenarios. The external information includes economic data and forecasts published by governmental bodies and monetary authorities.

The Group applies probabilities to the forecast scenarios identified. The base case scenario is the single most-likely outcome and consists of information used by the Group for strategic planning and budgeting. The Group has identified and documented key drivers of credit risk and credit losses for each portfolio of financial instruments and, using a statistical analysis of historical data, has estimated relationships between macro-economic variables and credit risk and credit losses. The Group has not changed in the estimation techniques or significant assumptions during the reporting period. 截至二零一九年六月三十日止六個月

#### 30. 金融風險管理(續)

#### (b) 信貸風險

客戶或交易對手未能履行交收責任, 將導致信貸風險。一旦本集團借款予 第三方,並與之交易及買賣,即會有 信貸風險。

本集團信貸程序(受相關集團公司有 關執行委員會規管)詳列批准信貸及 監管程序。該等程序乃按照良好的商 業慣例而制定。

評估信貸風險顯著增加及計量預期信 貸虧損時,本集團考慮無需不必要的 成本或努力即可取得的前瞻性資料。 本集團聘請專家使用外部及內部資 料,得出相關經濟變量未來預測的 「基本方案」情景,以及其他具代表性 的可能預測情景。外部資料包括政府 機關及貨幣機構發佈的經濟數據及預 測。

本集團將概率應用於已識別的預測情 景。基本方案情景為最可能發生的單 一結果,包括本集團用於策略規劃及 預算的資料。本集團已識別及記錄各 金融工具組合的信貸風險及信貸虧損 推動因素,並使用歷史數據的統計分 析評估宏觀經濟變量與信貸風險及信 貸虧損之間的關係。於報告期內,本 集團並無改變估計方法或重大假設。



#### 30. FINANCIAL RISK MANAGEMENT (CONT'D)

#### (c) Liquidity Risk

The goal of liquidity management is to mitigate risk that a given security or asset cannot be traded quickly enough in the market to prevent a loss or make the required profit. Another goal is to enable the Group, even under adverse market conditions, to actively manage and match funds inflow against all maturing repayment obligations to achieve maximum harmony on cash flow management.

The Group manages its liquidity position to ensure a prudent and adequate liquidity ratio. This is achieved by a transparent and collective monitoring approach across the Group involving the management of the relevant group companies.

# 31. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the management of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

In preparing the unaudited condensed consolidated financial statements, the significant judgments made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the audited consolidated financial statements for the year ended 31st December, 2018.

The directors of the Group consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the condensed consolidated financial statements approximate their fair values. 截至二零一九年六月三十日止六個月

#### 30. 金融風險管理(續)

#### (c) 流動資金風險

流動資金管理旨在減輕指定抵押品或 資產未能迅速在市場上買賣以防止損 失或賺取所需溢利的風險,以及使本 集團即使在不利的市場條件下亦可就 所有到期償還責任靈活管理及配合資 金流入,並達到現金流量管理之高度 和諧性。

本集團監管其流動資金狀況,確保有 審慎而充裕之流動資金比率。本集團 相關集團公司管理層以高透明度及集 體方式進行監察。

#### 31. 主要會計判斷及估計不確定因素之主 要來源

應用本集團會計政策時,本公司管理層須 對無法依循其他途徑輕易得知的資產及負 債賬面值作出判斷、估計及假設。

該等估計及相關假設按照過往經驗及被視 為相關的其他因素作出。實際結果或有別 於該等估計。

該等估計及相關假設會持續審閱。如會計 估計修訂只會影響當前期間,則於當期確 認有關會計估計修訂;如修訂會影響當前 及未來期間,則會在當前及未來期間確認 有關修訂。

管理層於編製未經審核簡明綜合財務報表 時就應用本集團會計政策所作出之重大判 斷以及估計不確定因素之主要來源,與截 至二零一八年十二月三十一日止年度之經 審核綜合財務報表所應用者相同。

本集團董事認為,於簡明綜合財務報表內 按攤銷成本入賬之金融資產及金融負債之 賬面值與其公平價值相若。



Report on Review of Condensed Consolidated 簡明綜合財務報表審閱 **Financial Statements** 

# Deloitte.

#### TO THE BOARD OF DIRECTORS OF ALLIED PROPERTIES (H.K.) LIMITED

#### Introduction

We have reviewed the condensed consolidated financial statements of Allied Properties (H.K.) Limited (the "Company") and its subsidiaries (collectively referred to the "Group") set out on pages 4 to 61, which comprise the condensed consolidated statement of financial position as of 30th June, 2019 and the related condensed consolidated statement of profit or loss, statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

#### **Scope of Review**

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of these condensed consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

#### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

**Deloitte Touche Tohmatsu** Certified Public Accountants Hong Kong

21st August, 2019

報告



#### 致聯合地產(香港)有限公司董事會

#### 引言

我們已審閱載於第4頁至第61頁聯合地產(香 港)有限公司(「貴公司」)及其附屬公司(統稱為 「貴集團」)之簡明綜合財務報表,其包括於二 一九年六月三十日之簡明綜合財務狀況表與 截至該日止六個月期間之相關簡明綜合損益 表、損益及其他全面收益表、權益變動表和現 金流量表及若干説明附註。香港聯合交易所有 限公司證券上市規則規定,就在約期務資料編 製之報告必須符合當中有關條文以及香港會計 師公會頒佈之香港會計準則第34號「中期財務 報告」(「香港會計準則第34號」)。 貴公司董 報告」(「自他會前年前年34號」)。 事須負責根據香港會計準則第34號編製及呈列 該等簡明綜合財務報表。我們的責任為根據審 閲對該等簡明綜合財務報表發表結論,並按照 委聘之協定條款僅向作為實完全,閣下報告結 論,而並無其他目的。我們不會就本報告內容 向任何其他人士負上或承擔任何責任。

#### 審閲範圍

我們已根據香港會計師公會頒佈之香港審閱委 聘準則第2410號「實體獨立核數師對中期財務 資料之審閱」進行審閱。審閱此等簡明綜合財 務報表包括主要向負責財務和會計事務之人員 查詢,並應用分析和其他審閱程序。審閱範圍 遠小於根據香港核數準則進行審核之範圍,故 不能令我們保證將知悉在審核中可能發現之所 有重大事項。因此,我們不發表審核意見。

#### 結論

按照我們之審閱,並無發現任何事項,令我們 相信簡明綜合財務報表在各重大方面未有根據 香港會計準則第34號編製。

德勤 • 關黃陳方會計師行 執業會計師 香港

二零一九年八月二十一日



The Board does not recommend the payment of an interim dividend for the six months ended 30th June, 2019 (2018: Nil).

#### **Financial Highlights**

中期股息

董事會不建議派發截至二零一九年六月三十日 止六個月之中期股息(二零一八年:無)。

#### 財務摘要

		Six months ended 30th June, 截至六月三十日止六個月	
		截至八方三 2019 二零一九年 HK\$ Million 百萬港元	2018 二零一八年
Revenue	收入	2,506.2	2,369.1
Profit for the period attributable to owners of the Company Equity attributable to owners of the Company at the end of	本公司股東應佔期間 溢利 於報告期末 本公司股東應佔	1,513.0	1,885.2
the reporting period	權益	37,606.4	36,088.7
Return on equity attributable to owners of the Company	本公司股東應佔權益 回報率	<b>4.0</b> %	5.2%
Earnings per share	每股盈利	HK cents 港仙	HK cents 港仙
– Basic	一基本	22.21	27.67
– Diluted	一攤薄	22.19	27.67
		At	At
			31st December,
		2019 於二零一九年 六月三十日	2018 於二零一八年 十二月三十一日
Net asset value per share attributable to owners of the Company	本公司股東應佔每股 資產淨值	HK\$5.5 港元	HK\$5.4 港元
Gearing ratio	資本負債比率	32.6%	32.1%

#### **Financial Results**

The revenue of the Group for the period was HK\$2,506.2 million (2018: HK\$2,369.1 million). The increase is mainly due to higher interest income arising from loan business.

The profit attributable to the owners of the Company for the period was HK\$1,513.0 million (2018: HK\$1,885.2 million), a decrease of HK\$372.2 million, or 19.7%.

The decrease in profit attributable to the owners of the Company was primarily a mixed result of:

- a lower fair value gain on revaluation of investment properties of the Group; and
- improved result of consumer finance business.

#### Earnings per share

Basic earnings per share amounted to HK22.21 cents (2018: HK27.67 cents).

#### 財務回顧

#### 財務業績

期內,本集團收入為2,506.2百萬港元(二零 一八年:2,369.1百萬港元)。增加主要乃由於 貸款業務產生之利息收入增加所致。

期內,本公司股東應佔溢利為1,513.0百萬港 元(二零一八年:1,885.2百萬港元),減少 372.2百萬港元或19.7%。

本公司股東應佔溢利減少乃主要由於下列各項 的綜合影響:

- 本集團重估投資物業之公平價值收益減
   少;及
- 一 消費金融業務業績改善。

每股盈利

每股基本盈利為22.21港仙(二零一八年: 27.67港仙)。

#### Financial Resources, Liquidity and Capital Structure

The Group is principally financed by cash inflow from operating activities and banking facilities granted by the banks. The banking facilities of the Group are reviewed from time to time and new banking facilities will be obtained or renewed to meet the funding requirements for capital commitments, investments and operations of the Group.

The 4.75% US dollar denominated notes ("4.75% Notes") are listed on The Stock Exchange of Hong Kong Limited. The nominal value of the 4.75% Notes after eliminating the intra-group holdings was US\$354.9 million or equivalent to HK\$2,772.9 million (at 31st December, 2018: US\$354.9 million or equivalent to HK\$2,779.0 million) at the reporting date.

The 4.65% US dollar denominated notes ("4.65% Notes") are listed on The Stock Exchange of Hong Kong Limited. The nominal value of the 4.65% Notes after eliminating the intra-group holdings was US\$540.8 million or equivalent to HK\$4,225.5 million (at 31st December, 2018: US\$540.8 million or equivalent to HK\$4,234.7 million) at the reporting date.

At 30th June, 2019, the Group's net borrowings amounted to HK\$12,267.2 million (at 31st December, 2018: HK\$11,802.5 million), representing bank and other borrowings and notes/paper payable totalling HK\$17,867.7 million (at 31st December, 2018: HK\$17,207.6 million) less bank deposits, bank balances and cash of HK\$5,600.5 million (at 31st December, 2018: HK\$5,405.1 million) and the Group had equity attributable to owners of the Company of HK\$37,606.4 million (at 31st December, 2018: HK\$36,737.7 million). Accordingly, the Group's gearing ratio of net borrowings to equity attributable to owners of the Company was 32.6% (at 31st December, 2018: 32.1%).

#### 財務資源、流動資金及股本結構

本集團之資金主要來自經營業務之現金流入及 銀行授出之銀行信貸。本集團會不時審視銀行 信貸額並會借入新銀行信貸或重續信貸額,以 滿足本集團在資本承擔、投資及營運方面之資 金需求。

4.75%美元票據(「4.75%票據」)已於香港聯合 交易所有限公司上市。於結算日,經扣除集團 間持有之票據後,4.75%票據之面值為354.9 百萬美元或相當於2,772.9百萬港元(於二零 一八年十二月三十一日:354.9百萬美元或相 當於2,779.0百萬港元)。

4.65%美元票據(「4.65%票據」)已於香港聯合 交易所有限公司上市。於結算日,經扣除集團 間持有之票據後,4.65%票據之面值為540.8 百萬美元或相當於4,225.5百萬港元(於二零 一八年十二月三十一日:540.8百萬美元或相 當於4,234.7百萬港元)。

於二零一九年六月三十日,本集團之借貸淨 額為12,267.2百萬港元(於二零一八年十二月 三十一日:11,802.5百萬港元),相當於銀行 及其他借貸及應付票據合共17,867.7百萬港元 (於二零一八年十二月三十一日:17,207.6百 萬港元)減銀行存款、銀行結餘及現金5,600.5 百萬港元(於二零一八年十二月三十一日: 5,405.1百萬港元),而本集團之本公司股東 應佔權益為37,606.4百萬港元(於二零一八年 十二月三十一日:36,737.7百萬港元)。因 此,本集團借貸淨額與本公司股東應佔權益之 資本負債比率為32.6%(於二零一八年十二月 三十一日:32.1%)。

#### Financial Resources, Liquidity and Capital Structure (Cont'd)

#### 財務資源、流動資金及股本結構(續)

		2019 於二零一九年	At 31st December, 2018 於二零一八年 十二月三十一日 HK\$ Million 百萬港元
Bank loans are repayable as follows: On demand or within one year More than one year but	銀行貸款償還期限如下: 要求時償還或一年內 一年以上但不超過	5,024.8	3,767.0
not exceeding two years Bank loans with a repayment on demand clause are repayable as follows:	兩年 具有按要求償還條文之銀行貸款 償還期限如下:	2,427.9	1,899.7
Within one year More than one year but not	一年內 一年以上但不超過	2,136.3	3,300.8
exceeding two years More than two years but not	兩年 兩年以上但不超過	474.0	56.0
exceeding five years	五年		446.0
		10,063.0	9,469.5
Other borrowings are repayable over five years	其他借貸於五年後 償還	62.1	62.1
US dollar denominated notes are repayable as follows:	美元票據償還期限 如下:		
Within one year More than one year but	一年內 一年以上但不超過	120.4	113.3
not exceeding five years HK dollar denominated notes/	五年 港元票據於一年內	6,911.4	6,926.5
paper are repayable within one year	償還	710.8	636.2
		7,742.6	7,676.0
		17,867.7	17,207.6

At 30th June, 2019, the current ratio (current assets/current liabilities) of the Group was 2.3 times (at 31st December, 2018: 2.3 times).

Other than the US dollar denominated notes and HK dollar denominated notes/paper, most of the bank and other borrowings of the Group are charged at floating interest rates. There are no known seasonal factors in the Group's borrowing profile. 於二零一九年六月三十日,本集團之流動比率 (流動資產/流動負債)為2.3倍(於二零一八年 十二月三十一日:2.3倍)。

除美元票據以及港元票據外,本集團之大部分 銀行及其他借貸均按浮動利率計息。本集團之 借貸組合並無已知季節性因素。



#### **Material Acquisition and Disposal**

On 27th June, 2019, United Asia Finance Limited ("UAF") completed the repurchase of ordinary shares from ORIX Asia Capital Limited, a minority shareholder which held 7.27% of the then entire issued ordinary shares of UAF, at a cash consideration of JPY10 billion (equivalent to HK\$730.4 million). As a result, the Group's beneficial equity interest in UAF increased from 58.18% to 62.74%. Further details are disclosed in the joint announcements of the Company, Allied Group Limited and Sun Hung Kai & Co. Limited ("SHK") dated 20th and 27th June, 2019.

On 25th April, 2019, Allied Properties Investments (1) Company Limited ("API"), an indirect wholly-owned subsidiary of the Company, was allotted 145,557,338 rights shares of APAC Resources Limited ("APAC"), an associate of the Company, at a consideration of HK\$160.1 million pursuant to the rights issue of APAC. In addition, API acquired additional 1,600,000 shares in APAC from the market at a consideration of HK\$1.9 million during the period. As a result, the Group's beneficial equity interest in APAC increased from 35.78% as at 31st December, 2018 to 35.92% as at 30th June, 2019.

Save as disclosed above, there were no material acquisitions or disposals of subsidiaries, associates or joint ventures during the period.

#### **Segment Information**

Detailed segmental information in respect of the revenue and profit or loss is shown in note 4 to the condensed consolidated financial information on pages 25 to 27.

#### **Risk of Foreign Exchange Fluctuation**

The Group is required to maintain foreign currency exposure to cater for its recurring operating activities and present and potential investment activities, meaning it will be subject to reasonable exchange rate exposure. However, the Group will closely monitor this risk exposure as required.

#### **Contingent Liabilities**

Details regarding the contingent liabilities are set out in note 26 to the condensed consolidated financial statements on page 54.

#### **Pledge of Assets**

Details regarding the pledge of assets are set out in note 28 to the condensed consolidated financial statements on page 55.

#### **Events after the Reporting Date**

There are no important events affecting the Group which have occurred after the end of financial period for the six months ended 30th June, 2019 and up to the date of this interim report.

#### 重大收購及出售事項

於二零一九年六月二十七日,亞洲聯合財務有 限公司(「亞洲聯合財務」)完成向歐力士亞洲資 本有限公司回購普通股,該公司為持有亞洲聯 合財務當時全部已發行普通股7.27%的少數權 益股東,交易現金代價為100億日圓(相當於 730.4百萬港元)。於回購後,本集團於亞洲聯 合財務的實益股權由58.18%增加至62.74%。 更多詳情載於本公司、聯合集團有限公司及新 鴻基有限公司(「新鴻基」)日期為二零一九年六 月二十日及二十七日的聯合公佈內。

於二零一九年四月二十五日,本公司之間接 全資附屬公司Allied Properties Investments (1) Company Limited(「API」)根據本公司之聯營公 司亞太資源有限公司(「亞太資源」)之供股獲配 發145,557,338股亞太資源供股股份,代價為 160.1百萬港元。此外,API於期內從市場額外 購入1,600,000股亞太資源股份,代價為1.9百 萬港元。因此,本集團於亞太資源的實益股權 由二零一八年十二月三十一日的35.78%增加 至二零一九年六月三十日的35.92%。

除上文所披露者外,期內概無任何附屬公司、 聯營公司或合營公司之重大收購或出售。

#### 分部資料

有關收入及損益之詳細分部資料列載於第25頁 至第27頁簡明綜合財務資料附註4。

#### 外幣匯兑波動風險

本集團需要就經常性營運活動以及現有及潛在 投資活動而持有外匯結餘,此亦表示本集團會 承受一定程度之匯率風險。然而,本集團將按 需要密切監控所承擔之風險。

#### 或然負債

有關或然負債之詳情載於第54頁簡明綜合財務 報表附註26。

#### 資產抵押

有關資產抵押之詳情載於第55頁簡明綜合財務 報表附註28。

#### 結算日後之事項

於截至二零一九年六月三十日止六個月之財務 期間結束後及直至本中期業績報告日,概無發 生對本集團有重大影響之事件。 67



#### Properties

#### Hong Kong

- The Group's rental income from its Hong Kong property portfolio maintained a steady level compared to 2018.
- The net gain in the value of the Group's property portfolio, including investment properties owned by SHK was HK\$178.6 million during the period, lower than that of 2018 by HK\$467.6 million.
- The hotel operation reported a profit contribution similar to that in 2018.
- Allied Kajima Limited, the Group's 50% joint venture, holding various properties including Allied Kajima Building, Novotel Century Hong Kong hotel, Sofitel Philippine Plaza Hotel and the Wanchai Jaffe Road hotel redevelopment, reported a decrease in its profit contribution of 72.6% mainly due to lower fair value gain of its property portfolio during the period. Superstructure work on the Jaffe Road hotel site is in progress.

#### Mainland PRC

- The profit attributable to the owners of Tian An China Investments Company Limited ("TACI") was HK\$853.5 million (2018: HK\$836.9 million).
- The slight increase in profit of TACI was mainly due to an increase in the share of results of joint ventures which was partially off-set by a decrease in recognised sales for completed properties and a decrease in fair value gains in respect of its investment properties and transfer to investment properties during the period.
- TACI's rental income slightly decreased by 2% as compared with 2018, which was mainly due to the devaluation of Renminbi.
- TACI has a total of 15 cyberparks over 12 cities. The overall contribution of TACI's cyberpark unit has increased during the period. Those cyberparks on the Pearl River Delta have been contributing most and TACI will concentrate on developing new cyberparks and urban renewal projects in this region where it has ample manpower and marketing resources.
- Phase 2 Part 1 of TACI's urban renewal project, Tian An Cloud Park, in Huawei New City Area in the Longgang District of Shenzhen, with gross floor area ("GFA") of approximately 250,600 m<sup>2</sup> was completed in the first half of 2019 and the remaining part of Phase 2 with GFA of approximately 348,800 m<sup>2</sup> is under construction and is expected to be completed in second half of 2019.
- Asiasec Properties Limited, the listed subsidiary of TACI, reported a profit attributable to its shareholders of HK\$64.1 million (2018: HK\$78.2 million).

#### 業務回顧

#### 物業

香港

- 本集團來自香港物業組合的租金收入較二 零一八年保持穩定。
- 計及新鴻基持有之投資物業,本集團之物 業組合期內之價值增加淨額為178.6百萬 港元,較二零一八年減少467.6百萬港元。
- 酒店業務錄得的溢利貢獻與二零一八年相若。
- 本集團擁有50%權益之合營公司Allied Kajima Limited持有多項物業,包括聯合 鹿島大廈、香港諾富特世紀酒店、Sofitel Philippine Plaza Hotel及灣仔謝斐道酒店 重建,錄得溢利貢獻減少72.6%,主要由 於其物業組合於期內公平價值收益減少所 致。謝斐道酒店地盤的上蓋建築工程正在 進行中。

#### 中國內地

- 天安中國投資有限公司(「天安」)股東應 佔溢利為853.5百萬港元(二零一八年: 836.9百萬港元)。
- 天安之溢利輕微增加乃主要由於應佔合營 公司業績增加,惟部分已被期內已竣工物 業銷售確認減少及有關投資物業及轉撥至 投資物業的公平價值收益減少所抵銷。
- 天安之租金收入較二零一八年輕微下跌
   2%,主要因為人民幣貶值所致。
- 天安於12個城市共有15個數碼城。天安 數碼城期內的整體貢獻有所上升。位於珠 江三角洲的數碼城貢獻尤甚,天安將在其 擁有充足的人力及營銷資源的區域集中發 展新的數碼城及城市更新項目。
- 天安位於深圳龍崗華為新城片區的城市更 新項目天安雲谷第二期一批,於二零一九 年上半年之已竣工樓面面積(「樓面面積」) 約250,600平方米,第二期剩餘部分的在 建樓面面積約348,800平方米並預期於二 零一九年下半年竣工。
- 天安的上市附屬公司亞證地產有限公司 錄得其股東應佔溢利64.1百萬港元(二零 一八年:78.2百萬港元)。



#### **Financial Services**

#### Investment and Finance

- The profit attributable to owners of SHK was HK\$1,028.9 • million (2018: HK\$1,058.0 million). SHK delivered a sound result with a significant contribution from UAF.
- The total investment assets of SHK's principal investment portfolio amounted to HK\$14.4 billion at the end of June 2019 and this division which included the structured finance business contributed a pre-tax contribution of HK\$580.4 million to SHK (2018: HK\$680.4 million).
- Sun Hung Kai Credit Limited made a pre-tax profit contribution of HK\$68.5 million (2018: HK\$48.8 million). Its mortgage loan portfolio was HK\$3.6 billion at the end of June 2019 (at 31st December, 2018: HK\$3.9 billion).

#### Consumer Finance

- Profit attributable to owners of UAF for the period • amounted to HK\$541.1 million (2018: HK\$505.6 million).
- During the period, UAF has maintained a prudent • approach towards credit approvals in mainland China as the operating and economic environment of mainland China remained challenging. UAF's business in Hong Kong achieved satisfactory growth and profitability.
- At the end of the period, the consolidated consumer • finance gross loan balance amounted to HK\$10.7 billion, representing an increase of HK\$0.3 billion from the end of 2018.
- UAF continued to reduce costs by closing 15 branches . in mainland China during the period. Developing online business remained the key focus in mainland China. At the end of the reporting period, UAF had 31 branches in mainland China and maintained 49 branches in Hong Kong.
- In June 2019, UAF completed the repurchase of its • ordinary shares from ORIX Asia Capital Limited, a minority shareholder which held 7.27% of the then entire share ordinary shares of UAF, at a consideration of JPY10 billion. As a result, SHK's beneficial equity interest in UAF increased from 58% to 63%.

業務回顧(續)

#### 金融服務

投資及金融

- 新鴻基股東應佔溢利為1,028.9百萬港元 . (二零一八年:1,058.0百萬港元)。新鴻 基錄得良好業績,亞洲聯合財務對此作出 了重大貢獻。
- 於二零一九年六月底,新鴻基的主要投資 組合的投資資產總值為144億港元,該分 部(包括結構性融資業務)為新鴻基作出除 税前貢獻580.4百萬港元(二零一八年: 680.4百萬港元)。
- 新鴻基信貸有限公司作出除税前溢利貢獻 . 68.5百萬港元(二零一八年:48.8百萬港 元)。其按揭貸款組合於二零一九年六月 底為36億港元(二零一八年十二月三十一 日:39億港元)。

#### 消費金融

- 期內,亞洲聯合財務股東應佔溢利為 541.1百萬港元(二零一八年:505.6百萬 港元)。
- 期內,由於中國內地的經營及經濟環境仍 • 然充滿挑戰,故亞洲聯合財務對審批中國 內地信貸保持保守的放貸策略。亞洲聯合 財務於香港的業務取得令人滿意的增長及 盈利。
- . 於期末,綜合消費金融貸款結餘總額為 107億港元,較二零一八年底增加3億港 元。
- 期內,亞洲聯合財務繼續縮減成本,並減 少了15間中國內地分行。發展網上業務仍 然是於中國內地的重心。於報告期末,亞 洲聯合財務於中國內地有31間分行及於香 港保持49間分行。
- 於二零一九年六月,亞洲聯合財務完成向 歐力士亞洲資本有限公司回購普通股,該 公司為持有亞洲聯合財務當時全部已發行 普通股7.27%的少數權益股東,交易代價 為100億日圓。於回購後,新鴻基於亞洲 聯合財務的實益股權由58%增加至63%。

#### **Employees**

The total number of headcount of the Group at 30th June, 2019 was 3,544 (at 31st December, 2018: 4,262). The net decrease in headcount is mainly the result of the branch consolidation of UAF in mainland China, as the business migrated further online. The Group reviews remuneration packages from time to time. In addition to salary payments, other staff benefits include contributions to employee provident funds, medical subsidies and a discretionary bonus scheme.

#### **Business Outlook**

The protracted trade war between USA and China is the main uncertainty affecting the global and local economic outlook, while the development of Brexit and the effects arising therefrom are difficult to forecast. The recent protests in Hong Kong have also exerted serious pressure upon the local economy.

The consumer finance business is sensitive to local economic conditions such as consumption and unemployment. UAF will remain alert to factors which may affect these conditions and make corresponding adjustments to its strategy whilst on the lookout for any opportunities.

In July 2019, the US Federal Reserve cut interest rates by 0.25%. This may signal the start of a downward interest rate trend, which will be beneficial to the local property market. However we have yet to quantify the effects from the recent city protests on the local economy.

For the mainland property market, there have been various measures by the authorities to regulate the high housing demand. However, as the trade war between China and USA has become fiercer in recent month, this will have a negative impact on China economy. It is expected that the China Government will implement different measures to stimulate the economy should it be necessary.

The Group maintains a solid financial position and diversified income streams. The Board will continue to adopt a prudent approach in implementing the Group's stated strategies for the benefit of the Group and all its shareholders. 業務回顧(續)

#### 僱員

於二零一九年六月三十日,本集團之總人數為 3,544名(於二零一八年十二月三十一日:4,262 名)。員工數目淨額減少,主要由於亞洲聯合 財務於中國內地的業務進一步遷移線上而實施 分行整合所致。本集團不時檢討薪酬福利。除 支付薪金外,僱員尚有其他福利,包括僱員公 積金供款計劃、醫療津貼及酌情花紅計劃。

#### 業務展望

中國及美國之間的貿易戰持續不斷,形成影響 全球及本地經濟前景的主要不確定因素,而英 國脱歐的發展進程及所帶來的影響亦難以預 測。香港近期的示威活動亦對本地經濟造成沉 重壓力。

消費金融業務易受本地經濟情況(如消費及失 業)影響。亞洲聯合財務對於可影響該等情況 的各種因素保持警惕,並調整應對策略,與此 同時尋求任何機遇。

於二零一九年七月,美國聯邦儲備局減息 0.25%,這可能意味著減息周期開始,減息周 期開始會有利本地樓市。然而,我們尚未量化 近期本港示威活動對本地經濟所造成的影響。

就中國內地物業市場方面,監管機構一直實施 不同措施以控制高企的房屋需求。然而,近月 中國及美國之間的貿易戰變得更加激烈,這將 對中國經濟產生負面影響。預期中國政府需要 時將採取不同措施以刺激經濟。

本集團維持穩健的財務狀況及多元化收入來 源。董事會將繼續以審慎態度落實本集團既定 策略,讓本集團及其全體股東得益。



#### **Directors' Interests**

At 30th June, 2019, Messrs. Lee Seng Hui and Steven Samuel Zoellner, Directors, had the following interests in the shares or underlying shares of the Company and its associated corporations, within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"), as recorded in the register required to be kept under Section 352 of the SFO:

#### 董事之權益

於二零一九年六月三十日,根據證券及期貨條例(「證券及期貨條例」)第352條規定所存置之 登記冊所載,董事李成輝先生及Steven Samuel Zoellner先生於本公司及其相聯法團(釋義見證 券及期貨條例第XV部)之股份或相關股份中持 有以下權益:

Name of Directors 董事姓名	Name of companies 公司名稱	Number of shares interested 擁有股份 之數目	Approximate % of the total number of issued shares 佔已發行 股份總數 之概約百分比	Nature of interests 權益性質
Lee Seng Hui 李成輝	the Company 本公司	5,108,911,521 (Note 1) (附註1)	74.99%	Other Interests 其他權益
Steven Samuel Zoellner	the Company 本公司	22,402 (Note 3) (附註3)	0.00%	Corporate interests (interest of controlled corporation) 法團權益 (受控法團之權益)
	Sun Hung Kai & Co. Limited ("SHK") (Note 2) 新鴻基有限公司 (「新鴻基」)(附註2)	17,200 (Note 4) (附註4)	0.00%	Corporate interests (interest of controlled corporation) 法團權益 (受控法團之權益)

Notes:

- 1. The interests include the holding of: (i) an interest in 1,973,216,190 shares of the Company ("Shares") held by Capscore Limited ("Capscore"); (ii) an interest in 45,903,120 Shares held by Citiwealth Investment Limited ("Citiwealth"); (iii) an interest in 2,121,437,331 Shares held by Sunhill Investments Limited ("Sunhill"); and (iv) an interest in 968,354,880 Shares held by Allied Group Limited ("AGL"). Capscore, Citiwealth and Sunhill are all wholly-owned subsidiaries of AGL. AGL was therefore deemed to have an interest in the Shares in which Capscore, Citiwealth and Sunhill were interested. Mr. Lee Seng Hui together with Ms. Lee Su Hwei and Mr. Lee Seng Huang are the trustees of Lee and Lee Trust, being a discretionary trust. The Lee and Lee Trust controlled approximately 74.95% of the total number of issued shares of AGL (inclusive of Mr. Lee Seng Hui's personal interests) and was therefore deemed to have an interest of shares of AGL (inclusive of Mr. Lee Seng Hui's personal interests) and was therefore deemed to have an interest in 5,108,911,521 Shares in which AGL was interested.
- 2. SHK is the indirect non wholly-owned subsidiary of the Company. Therefore, SHK is an associated corporation of the Company within the meaning of Part XV of the SFO.
- 3. This represents an interest in 22,402 Shares.
- 4. This represents an interest in 17,200 shares of SHK.
- 5. All interests stated above represent long positions.

Save as disclosed above, at 30th June, 2019, none of the Directors and chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations, within the meaning of Part XV of the SFO, as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules").

附註:

- 該權益包括:由(i) Capscore Limited(「Capscore」)持 有之1,973,216,190股本公司股份(「股份」)之權益;
   (ii)開鵬投資有限公司(「開鳻」)持有之45,903,120股 股份之權益;
   (iii)陽山投資有限公司(「陽山」)持有之 2,121,437,331股股份之權益;及(iv)聯合集團有限 公司(「聯合集團」)持有之968,354,880股股份之權 益。Capscore、開鵬及陽山均為聯合集團之全資附 屬公司。因此,聯合集團被視作擁有Capscore、開 鵬及陽山所持股份之權益。李成輝先生連同李淑慧 女士及李成煌先生均為Lee and Lee Trust(全權信託) 之信託人。Lee and Lee Trust控制聯合集團已發行 股份總數約74.95%(包括李成輝先生之個人權益), 因此,Lee and Lee Trust被視為擁有聯合集團所持之 5,108,911,521股股份之權益。
- 新鴻基為本公司之間接非全資附屬公司。因此,新鴻 基為本公司之相聯法團(釋義見證券及期貨條例第XV 部)。
- 3. 該權益指於22,402股股份之權益。
- 4. 該權益指於新鴻基17,200股股份之權益。
- 5. 上述所有權益均屬好倉。

除上文所披露者外,於二零一九年六月三十 日,本公司之各董事及最高行政人員概無於本 公司或其任何相聯法團(釋義見證券及期貨條 例第XV部)之任何股份、相關股份或債權證仲 擁有須記錄於根據證券及期貨條例第352條規 定所存置之登記冊內,或根據香港聯合交易所 有限公司(「聯交所」)證券上市規則(「上市規 則」)附錄十所載之上市發行人董事進行證券交 易的標準守則(「標準守則」)須另行知會本公司 及聯交所之任何權益或淡倉。

#### Substantial Shareholders' and Other Persons' Interests

To the best of Directors' knowledge, at 30th June, 2019, the following shareholders of the Company had interests in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

# 主要股東及其他人士之權益

盡董事所知,於二零一九年六月三十日,根據 證券及期貨條例第336條規定所存置之登記冊 所載持有本公司股份或相關股份權益之本公司 股東如下:

Name of shareholders	Number of shares interested	Approximate % of the total number of issued shares 佔已發行	Notes
股東名稱	擁有股份 之數目	股份總數 之概約百分比	附註
Allied Group Limited ("AGL") 聯合集團有限公司(「聯合集團」)	5,108,911,521	74.99%	1
Lee and Lee Trust	5,108,911,521	74.99%	2, 3
Vigor Online Offshore Limited ("Vigor")	342,444,972	5.03%	_
China Spirit Limited ("China Spirit")	342,444,972	5.03%	4, 5
Chong Sok Un ("Ms. Chong") 莊舜而 (「莊女士」)	343,944,972	5.05%	6

#### Notes:

# 1. The interests include the holding of: (i) an interest in 1,973,216,190 shares of the Company ("Shares") held by Capscore Limited ("Capscore"); (ii) an interest in 45,903,120 Shares held by Citiwealth Investment Limited ("Citiwealth"); (iii) an interest in 2,121,437,331 Shares held by Sunhill Investments Limited ("Sunhill"); and (iv) an interest in 968,354,880 Shares held by AGL. Capscore, Citiwealth and Sunhill are all wholly-owned subsidiaries of AGL. AGL was therefore deemed to have an interest in the Shares in which Capscore, Citiwealth and Sunhill and were interested.

- 2. This represents the same interests of AGL in 5,108,911,521 Shares.
- 3. Mr. Lee Seng Hui, Director, together with Ms. Lee Su Hwei and Mr. Lee Seng Huang are the trustees of Lee and Lee Trust, being a discretionary trust. The Lee and Lee Trust controlled approximately 74.95% of the total number of issued shares of AGL (inclusive of Mr. Lee Seng Hui's personal interests) and was therefore deemed to have an interest in the Shares in which AGL was interested.
- 4. This represents the same interest of Vigor in 342,444,972 Shares.
- 5. Vigor is a wholly-owned subsidiary of China Spirit. China Spirit was therefore deemed to have an interest in the Shares in which Vigor was interested.
- 6. The interests include the holding of: (i) an interest in 342,444,972 Shares held by Vigor, a wholly-owned subsidiary of China Spirit; and (ii) an interest in 1,500,000 Shares held by Bilistyle Investments Ltd ("Bilistyle Investments"). Ms. Chong owned the entire issued share capital of China Spirit and Bilistyle Investments respectively and was therefore deemed to have an interest in the shares in which China Spirit and Bilistyle Investments were interested.
- 7. All interests stated above represent long positions.

#### 附註:

5.

- 該權益包括由:(i) Capscore Limited(「Capscore」)持 有之1,973,216,190股本公司股份(「股份」)之權益;
   (ii)開鵬投資有限公司(「開鵬」)持有之45,903,120股 股份之權益;(iii)陽山投資有限公司(「陽山」)持有之 2,121,437,331股股份之權益;及(iv)聯合集團持有之 968,354,880股股份之權益。Capscore、開鵬及陽山 均為聯合集團之全資附屬公司。因此,聯合集團被視 作擁有Capscore、開鵬及陽山所持股份之權益。
- 該權益指聯合集團於5,108,911,521股股份之相同權益。
- 董事李成輝先生連同李淑慧女士及李成煌先生均為 Lee and Lee Trust(全權信託)之信託人。Lee and Lee Trust控制聯合集團已發行股份總數約74.95%(包括李 成輝先生之個人權益),因此,Lee and Lee Trust被視 作擁有聯合集團所持股份之權益。
- 4. 該權益指Vigor於342,444,972股股份之相同權益。
  - Vigor為China Spirit之全資附屬公司。因此,China Spirit被視作擁有Vigor所持股份之權益。
- 該權益包括由:(i) Vigor(China Spirit之全資附屬公司)持有之342,444,972股股份之權益;及(ii) Bilistyle Investments Ltd(「Bilistyle Investments」)持有之 1,500,000股股份之權益。莊女士分別擁有China Spirit及Bilistyle Investments之全部已發行股本,及因 此被視作擁有China Spirit及Bilistyle Investments所持 股份之權益。
- 7. 上述所有權益均屬好倉。

72



#### **Corporate Governance and Other Information**

#### CORPORATE GOVERNANCE CODE

During the six months ended 30th June, 2019, the Company has applied the principles of, and complied with, the applicable code provisions of the Corporate Governance Code and Corporate Governance Report ("CG Code") as set out in Appendix 14 of the Listing Rules, except for certain deviations which are summarised below:

#### Code Provisions B.1.2 and C.3.3

Code provisions B.1.2 and C.3.3 of the CG Code stipulate that the terms of reference of the remuneration committee and audit committee should include, as a minimum, those specific duties as set out in the respective code provisions.

The terms of reference of the remuneration committee ("Remuneration Committee") adopted by the Company are in compliance with the code provision B.1.2 of the CG Code except that the Remuneration Committee shall make recommendations to the Board on the remuneration packages of the Executive Directors only and not senior management (as opposed to executive directors and senior management under the code provision).

The terms of reference of the audit committee ("Audit Committee") adopted by the Company are in compliance with the code provision C.3.3 of the CG Code except that the Audit Committee (i) shall recommend (as opposed to implement under the code provision) the policy on the engagement of the external auditors to supply non-audit services; (ii) only possesses the effective ability to scrutinise (as opposed to ensure under the code provision) whether management has performed its duty to have effective risk management and internal control systems; and (iii) can promote (as opposed to ensure under the code provision) the co-ordination between the internal and external auditors, and check (as opposed to ensure under the code provision) whether the internal audit function is adequately resourced.

The reasons for the above deviations were set out in the Corporate Governance Report contained in the Company's Annual Report for the financial year ended 31st December, 2018. The Board considers that the Remuneration Committee and the Audit Committee should continue to operate according to the relevant terms of reference as adopted by the Company. The Board will review the terms at least annually and make appropriate changes if considered necessary.

#### 企業管治守則

於截至二零一九年六月三十日止六個月內,除 下列摘要之若干偏離行為外,本公司已應用及 一直遵守上市規則附錄十四所載之企業管治守 則及企業管治報告(「企業管治守則」)之原則及 適用之守則條文:

#### 守則條文B.1.2及C.3.3

企業管治守則之守則條文B.1.2及C.3.3規定薪 酬委員會及審核委員會在職權範圍方面應最低 限度包括相關守則條文所載之該等特定職責。

本公司已採納之薪酬委員會(「薪酬委員會」)之 職權範圍乃遵照企業管治守則之守則條文B.1.2 之規定,惟薪酬委員會僅會就執行董事(不包 括高級管理人員)(而非守則條文所述之執行董 事及高級管理人員)之薪酬待遇向董事會提出 建議。

本公司已採納之審核委員會(「審核委員會」) 之職權範圍乃遵照企業管治守則之守則條文 C.3.3之規定,惟審核委員會(i)應就委聘外聘 核數師提供非核數服務之政策作出建議(而非 守則條文所述之執行);(ii)僅具備有效能力監 察(而非守則條文所述之確保)管理層已履行其 職責建立有效之風險管理及內部監控系統;及 (iii)可推動(而非守則條文所述之確保)內部和 外聘核數師之工作得到協調,及檢閱(而非守 則條文所述之確保)內部審計功能是否獲得足 夠資源運作。

有關上述偏離行為之理由已載於本公司截至二 零一八年十二月三十一日止財政年度年報之企 業管治報告內。董事會認為薪酬委員會及審核 委員會應繼續根據本公司已採納之有關職權範 圍運作。董事會將最少每年檢討該等職權範圍 一次,並在其認為需要時作出適當更改。 73

#### CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as its code of conduct regarding securities transactions by the Directors. All Directors have confirmed, following a specific enquiry by the Company, that they have fully complied with the required standard as set out in the Model Code throughout the period under review.

#### CHANGES IN DIRECTORS' INFORMATION

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in information on Directors are as follows:

## Experience including other directorships held in the last three years and major appointments

Mr. Li Chi Kong, a Non-Executive Director of the Company, has been appointed as the chairman and a non-executive director of Da Yu Financial Holdings Limited, a company listed on the Stock Exchange with effect from 25th July, 2019.

# Changes in Directors' emoluments and the basis of determining Directors' emoluments

As informed by AGL, the Company's holding company, the monthly salaries of the Chief Executive and Executive Director, namely Mr. Lee Seng Hui and an Executive Director, namely Mr. Mark Wong Tai Chun, were increased by approximately 5% and 3% respectively with effect from 1st January, 2019 as compared with 2018. The monthly salary of the Non-Executive Director, namely Mr. Li Chi Kong, was increased by approximately 4% with effect from 1st January, 2019 as compared with the period from 1st July, 2018 to 31st December, 2018.

The change in emoluments of the Chairman, namely Mr. Arthur George Dew, was attributable to the 3% increase of services fee with effect from 1st January, 2019 as compared with 2018.

#### 董事進行證券交易之行為守則

本公司已採納標準守則作為其董事進行證券交 易之行為守則。經本公司作出特定查詢後,所 有董事確認彼等於回顧期內已完全遵守標準守 則所規定之標準。

#### 董事之資料變更

根據上市規則第13.51B(1)條,董事之資料變更如下:

#### 包括於過去三年擔任其他董事職務及主要任命 之經驗

本公司非執行董事李志剛先生自二零一九年七 月二十五日起獲委任為大禹金融控股有限公司 (一間於聯交所上市之公司)之主席及非執行董 事。

#### 董事酬金及計算董事酬金的基準之變更

按本公司之控股公司聯合集團告知,自二零 一九年一月一日起,行政總裁兼執行董事 李成輝先生及執行董事王大鈞先生之月薪較二 零一八年分別上調約5%及3%。自二零一九年 一月一日起,非執行董事李志剛先生之月薪 較二零一八年七月一日至二零一八年十二月 三十一日期間上調約4%。

主席狄亞法先生之酬金變動乃由於自二零一九 年一月一日起生效之服務費較二零一八年增加 3%所致。



#### CHANGES IN DIRECTORS' INFORMATION (CONT'D)

## Changes in Directors' emoluments and the basis of determining Directors' emoluments (Cont'd)

Bonuses for the year ended 31st December, 2018 were paid to the Chairman, namely Mr. Arthur George Dew, the Chief Executive and Executive Director, namely Mr. Lee Seng Hui, the Executive Director, namely Mr. Mark Wong Tai Chun, and the Non-Executive Director, namely Mr. Li Chi Kong, who was the Executive Director of the Company for the period from 1st January, 2018 to 30th June, 2018, by AGL. Of the total bonuses paid by AGL, the amounts of HK\$1,238,000, HK\$18,585,000, HK\$1,130,000 and HK\$136,000 for Messrs. Arthur George Dew, Lee Seng Hui, Mark Wong Tai Chun and Li Chi Kong respectively were allocated and charged to AGL's listed subsidiaries, including the Company.

All such remuneration is directly paid by AGL and allocated and charged to AGL's listed subsidiaries, including the Company, pursuant to the sharing of administrative services and management services agreement entered into between AGL and its listed subsidiaries, including the Company.

#### Audit Committee Review

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including a general review of the unaudited interim financial report for the six months ended 30th June, 2019. In carrying out this review, the Audit Committee has relied on a review conducted by the Group's external auditors in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants, and on the interim results announcements of the listed associates, as well as reports obtained from management. The Audit Committee has not undertaken detailed independent audit checks.

#### 董事之資料變更(續)

#### 董事酬金及計算董事酬金的基準之變更(續)

主席狄亞法先生、行政總裁兼執行董事李成輝 先生、執行董事王大鈞先生及非執行董事 李志剛先生(其於二零一八年一月一日至二零 一八年六月三十日期間為本公司之執行董事) 截至二零一八年十二月三十一日止年度之花紅 由聯合集團支付。由聯合集團支付之花紅總 額中,支付予狄亞法先生、李成輝先生、王大 鈞先生及李志剛先生並分配及計入聯合集團 之上市附屬公司(包括本公司)之費用分別為 1,238,000港元、18,585,000港元、1,130,000 港元及136,000港元。

所有該等酬金由聯合集團直接支付,及根據聯 合集團與其上市附屬公司(包括本公司)訂立之 行政服務及管理服務分攤協議分配及計入聯合 集團之上市附屬公司(包括本公司)之費用內。

#### 審核委員會之審閱

審核委員會連同管理層已審閱本集團所採納之 會計原則及慣例,並就內部監控及財務匯報事 項進行商討,包括對截至二零一九年六月三十 日止六個月之未經審核中期財務報告作出概括 之審閱。審核委員會乃倚賴本集團外聘核數師 按照香港會計師公會頒佈之香港審閱工作準則 第2410號「由實體的獨立核數師對中期財務資 料的審閱」所作出之審閱結果、上市聯營公司 之中期業績公佈,以及管理層之報告進行上述 審閱。審核委員會並無進行詳細之獨立核數審 查。



#### Purchase, Sale or Redemption of Shares

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's shares during the six months ended 30th June, 2019.

On behalf of the Board Arthur George Dew Chairman

76

Hong Kong, 21st August, 2019

購回、出售或贖回股份

本公司或其任何附屬公司概無於截至二零一九 年六月三十日止六個月內購回、出售或贖回本 公司之任何股份。

承董事會命 *主席* **狄亞法** 

香港,二零一九年八月二十一日



# ALLIED PROPERTIES (H.K.) LIMITED

聯合地產(香港)有限公司

