



TALENT PROPERTY GROUP LIMITED

新天地产集团有限公司\*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號: 760)

2014  
Annual Report 年報

廣州荔灣區站西路18號舊改項目  
Redevelopment of No. 18 Zhan Xi Road, Liwan, Guangzhou

3-28开业盛典  
繁华绽放 璀璨天伦

\* For identification purposes only  
• 僅供識別







# CONTENTS 目錄

Corporate Information 公司資料	2
Chairman's Statement 主席報告書	4
Business and Financial Review 業務及財務回顧	7
Biographical Details of Directors and Senior Management 董事及高級管理人員之履歷	18
Corporate Governance Report 企業管治報告	20
Report of the Directors 董事會報告書	27
Independent Auditors' Report 獨立核數師報告書	35
Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收入報表	37
Consolidated Statement of Financial Position 綜合財政狀況表	40
Statement of Financial Position 財政狀況表	42
Consolidated Statement of Cash Flows 綜合現金流量表	43
Consolidated Statement of Changes in Equity 綜合權益變動表	46
Notes to the Consolidated Financial Statements 綜合財務報表附註	48

## CORPORATE INFORMATION 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

NG Pui Keung (*Chairman*)  
YOU Xiaofei

#### Independent Non-executive Directors

LO Wai Hung  
PANG Yuen Shan, Christina  
CHAN Chi Mong, Hopkins

### COMPANY SECRETARY

LEE Wai Kuen

### AUTHORIZED REPRESENTATIVES

NG Pui Keung  
YOU Xiaofei

### AUDIT COMMITTEE

LO Wai Hung (*Chairman*)  
PANG Yuen Shan, Christina  
CHAN Chi Mong, Hopkins

### REMUNERATION COMMITTEE

PANG Yuen Shan, Christina (*Chairman*)  
NG Pui Keung  
YOU Xiaofei  
LO Wai Hung  
CHAN Chi Mong, Hopkins

### NOMINATION COMMITTEE

NG Pui Keung (*Chairman*)  
YOU Xiaofei  
LO Wai Hung  
PANG Yuen Shan, Christina  
CHAN Chi Mong, Hopkins

### AUDITORS

Cheng & Cheng Limited  
10/F., Allied Kajima Building  
138 Gloucester Road  
Wanchai, Hong Kong

### LEGAL ADVISER IN HONG KONG

Jack Fong & Co. Solicitors

### LEGAL ADVISER ON BERMUDA LAW

Conyers, Dill & Pearman

### 董事會

#### 執行董事

伍沛強 (*主席*)  
尤孝飛

#### 獨立非執行董事

盧偉雄  
彭婉珊  
陳之望

### 公司秘書

李偉權

### 法定代表

伍沛強  
尤孝飛

### 審核委員會

盧偉雄 (*主席*)  
彭婉珊  
陳之望

### 薪酬委員會

彭婉珊 (*主席*)  
伍沛強  
尤孝飛  
盧偉雄  
陳之望

### 提名委員會

伍沛強 (*主席*)  
尤孝飛  
盧偉雄  
彭婉珊  
陳之望

### 核數師

鄭鄭會計師事務所有限公司  
香港灣仔  
告士打道138號  
聯合鹿島大廈10樓

### 香港法律顧問

方聲澤律師行

### 百慕達法律顧問

Conyers, Dill & Pearman



**REGISTERED OFFICE**

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

**PRINCIPAL PLACE OF BUSINESS  
IN HONG KONG**

Unit 1217  
North Tower Concordia Plaza  
No 1 Science Museum Road  
Tsim Sha Tsui East  
Hong Kong

**PRINCIPAL PLACE OF BUSINESS IN THE PRC**

25/F Tianlun Building  
No. 45 Tianhe Road  
Guangzhou, PRC

**PRINCIPAL SHARE REGISTRAR**

Codan Services Limited  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

**HONG KONG BRANCH SHARE REGISTRAR**

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

**PRINCIPAL BANKERS**

Ping An Bank Co., Ltd.  
Bank of Communications Co., Ltd. Hong Kong Branch

**WEBSITE**

[www.760hk.com](http://www.760hk.com)

**STOCK CODE**

760 (Main Board of The Stock Exchange of Hong Kong Limited)

**註冊辦事處**

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

**香港主要營業地點**

香港  
尖沙咀東  
科學館道一號  
康宏廣場北座  
1217 室

**中國主要營業地點**

中國廣州市  
天河路45號  
天倫大廈25樓

**主要股份過戶登記處**

Codan Services Limited  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

**香港股份過戶登記分處**

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

**主要往來銀行**

平安銀行股份有限公司  
交通銀行股份有限公司香港分行

**網址**

[www.760hk.com](http://www.760hk.com)

**股份代號**

760 (香港聯合交易所有限公司主板)



# CHAIRMAN'S STATEMENT

## 主席報告書

Dear Shareholders,

On behalf of the board of directors of Talent Property Group Limited (the "Company"), I am pleased to present the audited consolidated results of the Company and its subsidiaries (the "Group") for the year ended 31 December 2014.

### FINANCIAL RESULTS

The consolidated revenue for 2014 amounted to approximately RMB185.7 million (2013: RMB397.4 million) with a profit attributable to the owners of the Company of RMB17.7 million (2013: loss of RMB238.0 million).

The accounting treatment of non-cash finance costs and fair value changes on convertible notes as part of the consideration of the real estate business acquired by the Company in 2010 and the recognition of costs of sales of real estate projects, in accordance with relevant accounting principles, continued bringing negative effect to the consolidated financial statements since then. Pre-sales of our flagship project, Xintian Banshan (新天半山), is on-going and delivery of units sold commenced in November of the year. As the pace of sales was slower than expected and sluggish till the end of the year, provision for impairment loss has been made accordingly. The Group also completed the disposal of hotel business in December, a one-off post-tax gain was recorded.

### OPERATING REVIEW AND OUTLOOK

China has gone through some consolidation in the economy and the property sector over the last two years with the new Chinese government looking forward to improve the efficiency of the economy and stamp out corruption. Sluggish sales during most time of 2014 have rocked confidence in the residential sector while also built up significant volumes of unsold stock in the market. Decrease in price has been stabilised in the fourth quarter of 2014. As a result of targeted measures by the government and PBOC to support the vital pillar sector of the economy, reduced interest rate, lowered down payment requirement, along with changes in home purchasing restriction, is anticipated to support transaction volume in 2015.

尊敬的各位股東

本人謹代表新天地產集團有限公司(「本公司」)，提呈本公司及其附屬公司(「本集團」)截至二零一四年十二月三十一日止年度的經審核綜合業績。

### 財務業績

本公司於二零一四年度錄得綜合營業額約人民幣185.7百萬元(二零一三年：人民幣397.4百萬元)，而本公司擁有人應佔收益為人民幣17.7百萬元(二零一三年：虧損人民幣238.0百萬元)。

根據相關會計原則對作為本公司二零一零年收購房地產業務之部分代價的可換股票據的非現金財務費用及公平值變動的會計處理以及確認房地產項目之銷售成本，一直對綜合財務報表產生負面影響。我們的旗艦項目新天半山正在持續預售，自該年11月開始交付已售出單位。銷情遜於預期，直至年末一直增長無幾，本公司已相應計提減值虧損。本集團亦於十二月完成出售酒店業務，錄得一次過稅後收益。

### 經營回顧和展望

於過去兩年，中國經濟及房地產業進行多次合併，新的中國政府致力提升經濟效益及反腐。二零一四年多數時間銷售呆滯衝擊住宅行業信心，同時使市場未售存量大幅上升。價格下跌於二零一四年第四季度方趨穩定。隨著政府和中國人民銀行相應採取措施支持經濟支柱產業，降低利率、下降首付要求和放寬限購，預計會提振二零一五年的成交量。



## CHAIRMAN'S STATEMENT 主席報告書

Xintian Banshan, featured with panoramic views of hills and lake in Nanhu Zone of Baiyun District in Guangzhou, is under development. The project, with a total saleable residential GFA of 98,000 square meters, offers large-sized high-rise housing units and grand-sized luxurious villas. Structural works of the high-rise building was substantially completed. The Group is targeting to accelerate the structural works of the villa units as well as the progress of internal decoration, gardening and landscaping of the whole project in order to enhance the marketing effort.

The Chinese footwear industry has been growing steadily in last couple of years owing to the recent urbanization in China as well as the increase in personal disposable income in the country. Redevelopment of the newly acquired commercial property at Zhan Xi Shoe Market was completed. The property, namely Talent Shoes Trading Center, is now a 10-storey complex building with GFA over 11,000 square meters and 9,800 square meters for commercial use and office use, respectively. Half of these was already leased out and the grand opening ceremony was held on 28 March 2015. A stable return from rental income is expected to be achieved.

The Group has partnered with Sun Hung Kai Properties in carrying out the Linhe Cun Rebuilding Project (林和村重建項目). It is located in the business zone of Tianhe District in Guangzhou and near the Guangzhou East Railway Station. The total saleable GFA of residential buildings (namely Forest Hill ("峻林")) and commercial buildings (namely Guangzhou Commerce Centre ("GCC廣貿中心")) is totalling around 200,000 square meters. The first batch of residential units of over 40,000 square meters was virtually sold out and substantially delivered before year-end. The pre-sale of second batch residential units of over 40,000 square meters was also well received and to be delivered in mid-2015.

After disposal of Hilton Guangzhou Tianhe, the Group also managed to sell the commercial units of Tianlun Garden ("天倫花園") for other better investment opportunities. The sale of basement floor was completed. Whereas, the Group is carrying out various actions pushing forward the completion of the sale of the remaining floors.

位處廣州白雲區南湖板塊、背山面湖之高檔豪華住宅別墅項目新天半山正在開發中。可售住宅總建築面積為98,000平方米的該項目提供大型高層住宅單元及超大型豪華別墅。高層樓宇結構工程已基本落成。本集團計劃加速別墅單位的結構工程和室內裝修、整個項目的園林景觀進程，加大市場推廣力度。

過去數年，隨著中國推行城鎮化及國內個人可支配收入提高，中國之鞋履業穩步發展。位處站西鞋城之新收購商用物業已完成重新發展。該物業（即天倫鞋業交易中心）現為十層高綜合樓宇，其中建築面積11,000平方米及9,800平方米分別作商業用途及辦公用途。已租出一半且已於二零一五年三月二十八日舉行大型開業典禮。預計會獲得穩定的租金收入回報。

本集團與新鴻基地產合作開發林和村重建項目。林和村重建項目位處廣州天河區商業中心，鄰近廣州火車東站，住宅樓宇（即峻林）及商業樓宇（即GCC廣貿中心）的可售建築面積共約200,000平方米。逾40,000平方米的首批住宅單位幾近售罄，大部分已於年底前交付。逾40,000平方米的第二批住宅單位預售亦銷情良好，將於二零一五年中交付。

完成出售廣州天河新天希爾頓酒店後，本集團亦設法出售天倫花園的商業單位用於其他更佳投資機會。地庫出售已完成。然而，本集團正採取多種措施推動完成餘下樓層的出售。



## CHAIRMAN'S STATEMENT 主席報告書

The convertible notes issued as part of the consideration for the acquisition of the real estate business is to be matured on 10 December 2015. In view of this, the Board initiated preliminary dialogue with notes holders. A major note holder indicated that he would consider various measures and any other feasible and permissible way to resolve the outstanding issue instead of demanding cash repayment. The Board will keep liaising with all the notes holders and pursue any re-organization, debt-restructuring and re-financing where it thinks fit.

In order to reduce the market risk and to bring fruitful results to the shareholders, the Group is identifying business opportunities other than properties. Nevertheless, I expect that a stable macroeconomic growth is to continue and the more robust, dynamic and healthy economy and business environment we are going to see in the coming years will support the continued improvement in nation's property market.

### APPRECIATION

On behalf of our board of directors, I would like to take this opportunity to thank our Shareholders, note holders, customers, banks and business partners for their trust and support and all our employees for their hard work and dedication. The Company and our board of directors will continue to enhance the integrated competitiveness of the Group and prudently seek opportunities for development, so as to ensure a steady growth of the results of the Group and create value for our Shareholders and the community.

**Ng Pui Keung**

*Chairman and Executive Director*  
PRC Hong Kong

30 March 2015

作為收購房地產業務代價一部分的已發行可換股票據於二零一五年十二月十日到期。有鑑於此，董事會與票據持有人展開初步商討。主要票據持有人表示會考慮各種措施及任何其他可行且許可的方式解決未決問題，而非要求償還現金。董事會將與全體票據持有人保持溝通，適時進行任何重組、債務重組及再融資。

為降低市場風險及為股東帶來豐厚成果，本集團正物色物業以外的商機。儘管如此，本人預計未來數年我們會見證宏觀經濟的持續穩定增長以及愈加興旺、活躍和健康的經商環境，支持國家物業市場的持續發展。

### 致謝

本人謹代表董事會，藉此機會衷心感謝廣大股東、票據持有人、客戶、銀行和合作夥伴對本集團的信賴與支持，以及感謝全體員工辛勤努力不懈的工作。本公司與董事會將繼續提升本集團的綜合競爭力，謹慎尋求發展機會，實現本集團業績的穩健發展，創造價值回饋股東和社會。

**伍沛強**

*主席兼執行董事*  
中國香港

二零一五年三月三十日



## BUSINESS AND FINANCIAL REVIEW

The principal activity of Talent Property Group Limited (the "Company") is investment holding. On 10 December 2010, the Company completed the acquisition of Talent Central Limited which, through its subsidiaries, holds interests in various real estate projects in the PRC (the "Previous Acquisition") from Talent Trend Holdings Limited ("Talent Trend"). In previous year, the Company and its subsidiaries (collectively "the Group") had undergone certain reorganisation of its businesses and projects with an objective to streamline its operation into more property focus in first-tier cities in the PRC. After completion of the disposal of hotel business in December 2014, the Group engages in the business of (i) real estate development, (ii) property investment and (iii) property management in Guangzhou, the PRC.

## REVENUE AND GROSS PROFIT

For the year ended 31 December 2014, the Group recorded a revenue and gross profit from its continuing operations of RMB185.7 million and RMB19.7 million, respectively, as compared to revenue of RMB397.4 million and gross profit of RMB25.6 million for the year ended 31 December 2013.

Revenue for the year reduced significantly. In 2013, revenue of RMB210.0 million was attributable to the delivery of residential units and car parking spaces of Yuhaiwan (譽海灣) in Haikou. The project companies of Yuhaiwan were disposed in 2013. As a result of various tightening measures against residential property market by central government, the residential market in Guangzhou was sluggish. In 2014, revenue of RMB125.2 million was recorded upon delivery of the newly completed luxury high-rise residential units of Xintian Banshan (新天半山) in Guangzhou. Revenue from the sales of remaining villas & car parking spaces of South Lake Village Phase 1 (南湖山莊第一期), Shangyu Garden (上譽花園) and Jingang Garden (金港華園) reduced to totaling RMB50.2 million (2013: RMB166.5 million).

Rental income generated from investment properties and car parking spaces of the Group reduced slightly to RMB9.0 million in 2014 as compared to RMB9.2 million in 2013.

## 業務及財務回顧

新天地產集團有限公司(「本公司」)之主要業務為投資控股。於二零一零年十二月十日，本公司完成自Talent Trend Holdings Limited(「Talent Trend」)收購Talent Central Limited，該公司透過旗下附屬公司於中國持有多項房地產項目之權益(「原收購事項」)。上一年度，本公司及其附屬公司(統稱「本集團」)重組了若干業務及項目，務求將業務精簡至較偏重中國一線城市的物業業務。於二零一四年十二月完成出售酒店業務後，本集團在中國廣州從事(i)房地產開發；(ii)物業投資及(iii)物業管理業務。

## 收益及毛利

截至二零一四年十二月三十一日止年度，本集團錄得持續業務收益及毛利分別人民幣185.7百萬元及人民幣19.7百萬元，而截至二零一三年十二月三十一日止年度分別為收益人民幣397.4百萬元及毛利人民幣25.6百萬元。

本年度的收益大幅減少。於二零一三年，收益人民幣210.0百萬元來自交付海口譽海灣住宅單位及車位。譽海灣項目公司於二零一三年售出。由於中央政府對住宅物業市場採取各種緊縮措施，廣州住宅市場不景氣。於二零一四年，收益人民幣125.2百萬元來自交付新竣工的廣州新天半山豪華高層住宅單位。來自銷售南湖山莊第一期、上譽花園及金港華園餘下別墅及車位的收益合共減至人民幣50.2百萬元(二零一三年：人民幣166.5百萬元)。

於二零一四年，本集團投資物業及車位租金收入略減至人民幣9.0百萬元，而二零一三年為人民幣9.2百萬元。

## BUSINESS AND FINANCIAL REVIEW

### 業務及財務回顧

Regarding the property management business of the Group, revenue of RMB1.3 million was recorded in 2014 as compared to RMB11.7 million in 2013. In 2013, substantial portion of income was generated from sub-letting a leased property. This leased property was a 2-storey commercial building located at No. 18 Zhan Xi Road of Liwan District in Guangzhou. Subsequent to its acquisition by the Group in November 2013, most of the sub-letting business had been suspended temporarily for the commencement of redevelopment of the entire building into a 10-storey complex building, namely Talent Shoes Trading Center (天倫鞋業交易中心). As such, sub-letting income therefrom was reduced substantially during the redevelopment period. The redevelopment was completed and the grand opening ceremony had been held on 28 March 2015.

A gross profit and overall gross profit margin of RMB19.7 million and 10.6%, respectively, were recorded in 2014 as compared to RMB25.6 million and 6.4%, respectively, in 2013. It was because residential units of Xintian Banshan got a higher gross margin than Yuhaiwan.

#### DISTRIBUTION COSTS

In 2014, distribution cost of RMB9.3 million was recorded. Substantial portion of which was attributable to marketing activities of Xintian Banshan. Whereas, in 2013, distribution cost of RMB35.6 million was mainly attributable to Xintian Banshan and as well as the two disposed residential projects in Hainan.

#### ADMINISTRATIVE AND OTHER OPERATING EXPENSES

The group is responsible to the on-time delivery of residential suites of the newly constructed resettlement buildings to the original occupiers of the Linhe Cun Rebuilding project (林和村重建項目) in Guangzhou. Details of the project was described in the paragraphs with the heading "Share of loss of an associate". The progress of the construction of resettlement buildings was hindered primarily by more rainy days during the construction period, site stoppage during Asian Game and checkup required by Guangzhou metro underneath the site. As such, the delivery was delayed from April 2014 to August 2014. Compensation totalling RMB49.9 million, representing extra relocation fee on a monthly basis, was paid to the original occupiers for such delay resettlement in according with the terms of the project.

於二零一四年，本集團的物業管理業務錄得收益人民幣1.3百萬元，而二零一三年錄得人民幣11.7百萬元。於二零一三年，大部分收入來自分租租賃物業。該租賃物業為位於廣州荔灣區站西路18號的一幢兩層高商業樓宇。於二零一三年十一月被本集團收購後，大部分分租業務暫停，以動工將整幢樓宇重建為一幢十層高綜合樓宇，即天倫鞋業交易中心。因此，分租收入於重建期間大幅減少。於二零一五年三月二十八日完成重建並舉行隆重的開業典禮。

於二零一四年，錄得毛利人民幣19.7百萬元，整體毛利率為10.6%，而二零一三年則分別為人民幣25.6百萬元及6.4%，是由於新天半山住宅單位的毛利率較譽海灣高。

#### 分銷成本

於二零一四年，分銷成本為人民幣9.3百萬元，其中大部分來自新天半山的營銷活動。然而，於二零一三年，分銷成本人民幣35.6百萬元主要來自新天半山及海南兩項已售住宅項目。

#### 行政及其他經營開支

本集團負責按時向廣州林和村重建項目原業主交付新建回遷房。該項目詳情載於「分佔一間聯營公司之虧損」段落。回遷房的施工進度受阻，主要是由於施工期間多陰雨天，亞運會期間場地停工及場地下方廣州地鐵要求檢查。因此，交付由二零一四年四月延遲至二零一四年八月。補償合共人民幣49.9百萬元，指根據該項目條款就延遲回遷每月向原業主支付的額外搬遷費用。



Save as the one-time charge as stated above and disposal of Hainan projects, the Group carried out tighter control on administrative expenses, recurring administrative expenses such as staff costs, legal & professional fee, office and business development expenses. As a result, administrative and other operating expenses reduced from RMB109.3 million in 2013 to RMB97.1 million in 2014.

#### GAIN ON DISPOSAL OF SUBSIDIARIES

The amount as recorded in 2013 represents a one-off gain on disposal of Hainan White Horse Swan Bay Garden Properties Limited and Hainan Honglun Properties Limited.

#### LOSS ON DISPOSAL OF INVESTMENT PROPERTIES

In October 2014, the Group had entered into agreements for the disposal of all the commercial units of Tianlun Garden with an independent third party. The disposal of commercial units of basement floor was completed. A loss was recorded after taking into account of business tax and sundry expenses. As at the date of this announcement, despite a deposit of RMB20 million was received for the disposal of the remaining commercial units at first to fourth floor of the property, the purchaser does not yet paid the consideration in accordance with the sales and purchase agreement. As such, the Group has taken various actions including legal action to execute the terms as stated in the agreement. Details of the disposal was stated in the circular to shareholders of the Company dated 26 November 2014.

除上述及出售海南項目的一次性支出外，本集團嚴格控制行政開支、員工成本、法律及專業費用、辦公與業務發展開支等經常行政開支。因此，行政及其他經營開支由二零一三年的人民幣109.3百萬元減至二零一四年的人民幣97.1百萬元。

#### 出售附屬公司收益

於二零一三年錄得的金額指出售海南白馬天鵝灣置業有限公司及海南宏倫置業有限公司的一次過收益。

#### 出售投資物業虧損

於二零一四年十月，本集團與獨立第三方訂立協議，出售天倫花園的所有商用單位。商用單位的地庫出售已完成。經計及營業稅及雜項開支後錄得虧損。截至本公佈日期，儘管就出售該物業第一層至第四層餘下商用單位獲得按金人民幣20百萬元，買主仍未根據買賣協議支付代價。因此，本集團已採取多項措施（包括法律訴訟）執行協議所列條款。出售事項詳情載於本公司於二零一四年十一月二十六日致股東的通函。

## BUSINESS AND FINANCIAL REVIEW

### 業務及財務回顧

#### IMPAIRMENT LOSS AND FAIR VALUE CHANGES ON PROPERTIES PORTFOLIO

Regarding our investment properties, a net revaluation surplus of RMB1.7 million (2013: deficit of RMB13.7 million) was recorded in 2014. It was attributable to commercial units of Tianlun Garden prior to its disposal as stated in paragraph above as well as the redeveloped investment property Talent Shoes Trading Center.

Regarding residential property sector, austerity measures launched by the Chinese Government and local authorities in recent years continue put pressure on the local market especially on large-sized and luxurious residential properties. During the year, results from various marketing effort carried out by the Group in order to boost the sales of the high-rise residential units of Xintian Banshan were not prominent. Contracted sales of approximately RMB188 million (2013: RMB307 million) for a gross floor area of approximately 6,600 square meters ("sq.m.") (2013: 10,300 sq.m.) was made in 2014. Internal decoration for the unsold residential units of the high-rise buildings and the structural work of the grand-sized luxurious villas are ongoing. After consideration of market conditions, paces of contract sales, further development costs to be incurred as well as the latest revaluation, an impairment loss of RMB125.8 million (2013: RMB171.6 million) has been provided for the properties under development and completed properties held for sale.

The above revaluation was conducted by an independent qualified professional valuer.

#### FAIR VALUE CHANGES ON DERIVATIVE FINANCIAL INSTRUMENTS

According to applicable accounting standards, the fair value of the derivative component of the convertible notes issued by the Company for Previous Acquisition has to be re-measured. The Company's right to redeem the convertible notes before its maturity date represents this derivative component. Its fair value will vary with its unexpired period to maturity, outstanding face value as well as the Company's share price and its volatility. A fair value deficit of RMB14.2 million (2013: RMB84.9 million) was recorded in 2014 after re-assessment conducted by an independent qualified professional valuer.

#### 物業組合之減值虧損及公平值變動

於二零一四年，我們的投資物業錄得重估盈餘淨額人民幣1.7百萬元（二零一三年：虧絀人民幣13.7百萬元），與上段所述出售前的天倫花園商用單位及重建投資物業天倫鞋業交易中心有關。

對於住宅物業分部，中國政府及地方機構近年來推出的緊縮措施持續對當地市場施壓，尤其是大型豪華住宅物業。年內，本集團為增加新天半山高層住宅單位的銷量開展各種營銷活動，但效果並不明顯。於二零一四年，總樓面面積約6,600平方米（「平方米」）（二零一三年：10,300平方米）錄得合約銷售額約人民幣188百萬元（二零一三年：人民幣307百萬元）。高層樓宇的未售出住宅單位的內部裝修及豪華別墅的地基工程仍在進行中。經計及市況、合約銷售進度、將產生進一步開發成本及最近重估，已就發展中物業及已竣工持作出售物業計提人民幣125.8百萬元（二零一三年：人民幣171.6百萬元）的減值虧損。

上述重估由獨立合資格專業估值師進行。

#### 衍生金融工具之公平值變動

根據適用會計準則，本公司就原收購事項發行的可換股票據衍生工具部分之公平值須重新計量。本公司於到期日前贖回可換股票據的權利指該衍生工具部分，其公平值會隨到期日前的未屆滿期、未贖回面值與本公司股價及波幅而變化。獨立合資格專業估值師重估後，於二零一四年錄得公平值虧絀人民幣14.2百萬元（二零一三年：人民幣84.9百萬元）。



### SHARE OF LOSS OF AN ASSOCIATE

The Linhe Cun Rebuilding project is an old village redevelopment project located in the CBD of Tianhe District in Guangzhou and adjacent to the Guangzhou East Railway station. The project involves compensation and relocation of original occupiers of the village, demolition of existing village buildings, construction of new buildings for the resettlement of existing occupiers and construction of new high-end residential (namely Forest Hills (峻林)) and commercial buildings for sale. The project is carried out by an associate which is owned as to 30% and 70% by the Group and Sun Hung Kai Properties Group, respectively. Encouraging result was achieved from the pre-sale of first two phases. During the year, the first phase pre-sold residential units were delivered and a post-tax profit was recorded in the books of the associate. After taking into account the acquisition costs from Previous Acquisition, the Group recorded a share of loss of RMB4.4 million (2013: RMB19.1 million).

### FINANCE COST

Imputed finance cost totalling RMB109.0 million (2013: RMB119.7 million) was arising from the convertible notes issued for the Previous Acquisition. On repayment of more bank and other borrowing by spare cash, finance costs therefrom (before capitalisation) reduced to RMB45.9 million (2013: RMB69.3 million).

### INCOME TAX CREDIT

In 2014, an income tax credit of RMB36.6 million was recorded (2013: RMB48.9 million). It was primarily the results of reversal of previous provided deferred tax led by revaluation deficit of our properties portfolio.

### GAIN FOR THE YEAR FROM DISCONTINUED OPERATION

According to applicable accounting standard, results arising from hotel operation, electronic products operation, trading of commodities and listed equity and provision of loan financing were classified and presented as a separate item in the consolidated statement of profit or loss and other comprehensive income.

The Group completed the disposal of its businesses of electronic products, loan financing, equity and commodities investments in May 2013. In December 2014, the Group also completed the disposal of 100% equity interest of Guangzhou Junyu Hotel Investment Limited ("Guangzhou Junyu"). In accordance with relevant terms as stipulated in the sales and purchase agreements and its supplements, the Group recorded a gain of RMB276.4 million from such discontinued operation. Detail of the disposal was stated in the circular to the shareholders of the Company dated 26 June 2013.

### 分佔一間聯營公司之虧損

林和村重建項目是一項舊村改造項目，位於廣州天河區CBD，毗鄰廣州火車東站。該項目涉及賠償及該村莊原業主搬遷、拆除現有村莊建築、新建樓宇安置現有業主及興建新的高端住宅（「峻林」）及商業樓宇以供出售。該項目由本集團及新鴻基地產集團分別持有30%及70%權益的一間聯營公司進行。前兩期預售均取得驕人成績。年內，第一期預售住宅單位已交付並將稅後溢利於該聯營公司賬簿中列賬。經計及原收購事項的收購成本後，本集團錄得分佔虧損人民幣4.4百萬元（二零一三年：人民幣19.1百萬元）。

### 融資成本

估算融資成本合共人民幣109.0百萬元（二零一三年：人民幣119.7百萬元），來自為原收購事項而發行的可換股票據。由於多數銀行及其他借貸以閒置現金償還，故融資成本（資本化前）減至人民幣45.9百萬元（二零一三年：人民幣69.3百萬元）。

### 所得稅抵免

於二零一四年，錄得所得稅抵免人民幣36.6百萬元（二零一三年：人民幣48.9百萬元），主要是由於物業組合重估虧絀導致先前撥備的遞延稅項撥回所致。

### 年度已終止業務收益

根據適用會計準則，酒店營運、電子產品營運、買賣商品及上市證券以及提供貸款融資的業績於綜合損益及其他全面收入報表分類及列為單獨項目。

本集團於二零一三年五月完成出售電子產品、貸款融資、證券及商品投資業務。於二零一四年十二月，本集團亦完成出售廣州君譽酒店投資有限公司（「廣州君譽」）全部股權。根據買賣協議及其補充協議規定的相關條款，本集團自該已終止業務錄得收益人民幣276.4百萬元。出售詳情載於本公司於二零一三年六月二十六日致股東的通函。

## BUSINESS AND FINANCIAL REVIEW

### 業務及財務回顧

#### PROFIT (LOSS) FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

As a result of the above, the Group recorded a profit attributable to owners of the Company of RMB17.7 million in 2014 (2013: Loss of RMB238.0 million).

#### PROSPECT

Revealed from recent statistics from the National Bureau of Statistics of China, the property market has been adjusting since last years, with falling sales, slowing investment growth and widening regional disparity. The government is aware that the slowing down economy and does not want to suffocate one of the pillar industries of the economy, while also want to step back and allow the market to have a more meaningful role, has also recently decided not to request local governments to set house price targets for local markets. This should mean that it will be easier for developers of high-end projects to gain pre-sales approval, something that proved to be difficult for some developments in previous years. On 27 March 2015, China's Ministry of Land and Resources and Ministry of Housing and Urban-Rural Development have jointly issued notices, urging local governments to support the needs to improve residential housing conditions. These are all signs that the government is unlikely to introduce any new measures which might decrease demand, given the weakening state of the market. In addition, the market also expected the government to announce fresh measures to support the struggling property sector soon.

The Group would closely observe the market reaction to the latest government move and carry out scheme to boost sales and delivery of Xintian Banshan. Talent Shoes Trading Center, a redeveloped 10-storey complex building, was newly opened on 28 March 2015. Over half of the areas for commercial and office use was rented out. A stable cash inflow stream is expected soon. The Group will have sufficient liquidity and strengthened capacity to face the challenging environment. The Group is currently exploring the possibilities of money lending business and is also identifying any favorable business opportunities to strive for a sustainable growth in long term.

#### 本公司擁有人應佔年度溢利(虧損)

由於上述因素，本集團於二零一四年錄得本公司擁有人應佔溢利人民幣17.7百萬元(二零一三年：虧損人民幣238.0百萬元)。

#### 前景

中國國家統計局最新數據顯示，由於銷售下滑、投資增長緩慢以及地區差異不斷擴大，房地產市場自去年起一直在進行調整。政府意識到經濟逐漸趨緩且無意束縛經濟支柱產業，與此同時計劃退居二線，讓市場擔當更加重要的角色，故近期決定不要求地方政府就當地市場設定房價目標。此舉意味著高端項目開發商更容易取得預售批准，而於往年若干開發項目難以取得該等批准。於二零一五年三月二十七日，中國國土資源部與住房和城鄉建設部聯合發佈通知，促使地方政府支持改善居民住房條件的需要。鑑於市場的疲軟狀態，該等跡象均表明政府很不大可能推出或會降低需求的新措施。此外，市場亦期望政府盡快公佈新措施，支持步履維艱的房地產行業。

本集團會密切監控市場對最新政府動態的反應，並實行計劃促進新天半山的銷售及交付。天倫鞋業交易中心(一幢重建的十層高綜合樓宇)於二零一五年三月二十八日開業。已出租過半，作商業及辦公室用途。預期會有穩定的現金流入。本集團有充足流動資金和非凡的實力應對環境的挑戰。本集團現正發掘放貸商機，亦正物色有利商機，力求長遠可持續增長。



## PORTFOLIO OF PROPERTIES

As at 31 December 2014, the Group's properties and projects on hand are shown in the table below:

## 物業組合

二零一四年十二月三十一日，本集團的現有物業及項目載列於下表：

### Investment properties

### 投資物業

Project and address 項目及地址	Purpose 用途	Lease term of land 土地租賃 期限	Gross floor area (sq.m.) 總樓面面積 (平方米)	Percentage interest 權益百分比 %
Commercial units of Tianlun Garden, No. 17-29 Jianshe Si Ma Lu, Yuexiu District, Guangzhou City, Guangdong Province, the PRC ("Tianlun Garden") <sup>#</sup> 中國廣東省廣州市越秀區建設四馬路17-29號 天倫花園(「天倫花園」)之商用單位	Commercial 商業	Medium 中期	11,777	100%
Commercial units of Shangyu Garden, No. 45 Tianhe Road, Tianhe District, Guangzhou City, Guangdong Province, the PRC ("Shangyu Garden") 中國廣東省廣州市天河區天河路45號 上譽花園(「上譽花園」)之商用單位	Commercial 商業	Medium 中期	2,198	100%
A 2-storey commercial building built over a basement of 3 levels, which accommodates commercial/ storage spaces, car park and equipment rooms.** No. 18 Zhan Xi Road, Liwan District, Guangzhou City, Guangdong Province, the PRC 中國廣東省廣州市荔灣區站西路18號 一幢建於三層地庫上用作商業／倉庫、車庫及 器材室之兩層高商業樓宇	Commercial 商業	Medium 中期	17,737**	100%
House No. 52, Casa Marina II, No. 1 Lo Ping Road, Tai Po New Territories, Hong Kong 香港新界 大埔露屏路1號 淺月灣2期52號屋	Residential 住宅	Medium 中期	151*	100%

\* Being saleable area excluding the bay window and ancillary areas.

\*\* Construction Planning Permit has been issued by Guangzhou Urban Planning Bureau in February 2013. The Property is allowed to be reconstructed to a 10-storey complex building with 3-level of basement of a total areas of 35,545 square meters. Construction was substantially completed. Application of relevant permit certificates from the local authorities is in progress.

<sup>#</sup> As at 29 October 2014, the Group entered into an agreement for the disposal of this subject properties. As at 31 December 2014, this disposal was not yet completed. The relevant properties are shown as "Assets classified as held for sale" in the consolidated statement of financial position.

\* 為不包括窗台及附屬面積之銷售面積。

\*\* 廣州市規劃局於二零一三年二月發出建設工程規劃許可證，該物業獲准重建為一幢10層高連三層地庫之綜合樓宇，總面積為35,545平方米。工程已基本落成。本集團正在向當地機構申請相關許可證。

<sup>#</sup> 二零一四年十月二十九日，本集團就出售該物業訂立協議。二零一四年十二月三十一日，該出售尚未完成。相關物業於綜合財政狀況表列作「分類為持作出售之資產」。

# BUSINESS AND FINANCIAL REVIEW

## 業務及財務回顧

### Properties under development

### 發展中物業

Project and address 項目及地址	Site area (sq.m.) 地盤面積 (平方米)	Planned Saleable GFA (sq.m.) 計劃可銷售 總建築面積 (平方米)	Percentage interest % 權益 百分比 %	Stage of completion 完成階段	Expected completion date 預計完工日期
Xintian Banshan South Lake Village Phase II, Tonghe Road, Baiyun District, Guangzhou City, Guangdong Province, the PRC ("Xintian Banshan") 新天半山 南湖山莊第二期 中國廣東省廣州市白雲區同和路 (「新天半山」)	118,102	87,000*	100%	Under development 開發中	2016 二零一六年
Forest Hills Linhe Rebuilding Project Tianhe District, Guangzhou City, Guangdong Province, the PRC 峻林 林和村重建項目 中國廣東省廣州市天河區	57,793	140,000	30%	Under development 開發中	2015-2018 二零一五年至 二零一八年

\* It excludes area delivered and area completed for delivery.

\* 不包括已交付面積及已竣工待交付面積。



Completed properties held for sale

持作出售之已竣工物業

Project and address 項目及地址	Gross floor area (sq.m.) 總樓面面積 (平方米) (Note) (附註)	Percentage interest % 權益 百分比 %
Residential units of Xintian Banshan completed for delivery 已竣工待交付的新天半山之住宅單位	7,140	100%
Residential units of South Lake Village Phase I, Tonghe Road, Baiyun District, Guangzhou City, Guangdong Province, the PRC 位於 中國廣東省廣州市 白雲區同和路 南湖山莊第一期 之住宅單位	7,538	100%
Car parking spaces of Dongming Xuan, Tianlun Garden and Shangyu Garden 位於 東鳴軒、天倫花園及上譽花園之車位	N/A 不適用	100%

## BUSINESS AND FINANCIAL REVIEW

### 業務及財務回顧

#### LIQUIDITY AND FINANCIAL RESOURCES

The Group's total assets as at 31 December 2014 were approximately RMB3,893.2 million (31 December 2013: approximately RMB5,893.3 million) which were financed by the total equity and total liabilities (including convertible notes) of approximately RMB222.0 million (31 December 2013: approximately RMB244.5 million) and approximately RMB3,671.3 million (31 December 2013: approximately RMB5,648.8 million) respectively.

The convertible notes would be matured on 10 December 2015. The Group was indicated by a major note holder that he would consider various measures and any other feasible and permissible way to resolve the outstanding issue instead of demanding cash repayment. The Board will keep liaising with all the notes holders and pursue any re-organization, debt-restructuring and re-financing when and where it thinks fit. Save for this, the directors consider the Group will have sufficient working capital for its operations and financial resources for financing future investment opportunities.

The Group borrowings were all denominated in Renminbi. Bank balances and cash were mainly denominated in Hong Kong Dollars, United States Dollars and Renminbi. As at 31 December 2014, there were no outstanding forward contracts in foreign currency committed by the Group that might involve it in significant foreign exchange risks and exposures.

#### CAPITAL STRUCTURE

On 10 December 2010, convertible notes and promissory notes in principal amount of HK\$3,100 million and HK\$160 million respectively were issued as part of the consideration for the Acquisition. The Group's gearing ratio then computed as total debts over total assets was approximately 94.3% as at 31 December 2014 (31 December 2013: 95.9%). As at 31 December 2014, bank borrowings which includes the loans classified in liabilities associated with assets held for sales were amounted to RMB187 million (2013: RMB1,083.8 million) carried interest rate varied in accordance with the base rate of People's Bank of China. Whereas other borrowings amounted to RMB191.5 million (2013: RMB226.7 million) and RMB Nil (2013: RMB119.4 million) carried fixed interest rate and interest free respectively.

#### 流動資金及財務資源

於二零一四年十二月三十一日，本集團資產總值約為人民幣3,893.2百萬元(二零一三年十二月三十一日：約人民幣5,893.3百萬元)，由權益總額及負債總額(包括可換股票據)分別約人民幣222.0百萬元(二零一三年十二月三十一日：約人民幣244.5百萬元)及約人民幣3,671.3百萬元(二零一三年十二月三十一日：約人民幣5,648.8百萬元)撥資。

可換股票據將於二零一五年十二月十日屆滿。一名主要票據持有人向本集團表明其將考慮各種措施及任何其他可行及許可的方法，以解決上述問題而不會要求現金還款。董事會與所有票據持有人保持聯絡，於適當時候進行重組、債務重組及再融資。除此之外，董事認為本集團將具備充裕營運資金，足以應付業務所需，且具備充裕財務資源，可在未來投資良機出現時，提供所需資金。

本集團之借貸均以人民幣計值。銀行結餘及現金主要以港元、美元和人民幣結算。於二零一四年十二月三十一日，本集團並無致使面臨重大外匯風險之未平倉遠期外匯合約。

#### 資本架構

於二零一零年十二月十日，本公司就收購事項發行本金額分別為3,100百萬港元及160百萬港元之可換股票據及承兌票據，作為一部分代價。本集團於二零一四年十二月三十一日之負債比率按債務總額除以資產總值計算為約94.3%(二零一三年十二月三十一日：95.9%)。於二零一四年十二月三十一日，人民幣187百萬元(二零一三年：人民幣1,083.8百萬元)之銀行借貸(包括分類為持作出售之資產的相關負債的貸款)之利率跟隨中國人民銀行之基本利率浮動，而人民幣191.5百萬元(二零一三年：人民幣226.7百萬元)及人民幣零元(二零一三年：人民幣119.4百萬元)之其他借貸則分別以固定利率計息及免息。

### EXPOSURE TO FOREIGN EXCHANGE

The revenue of the Group is mainly denominated in Renminbi, and the cost of production and purchase are mainly denominated in Renminbi. Therefore, the Group is not exposed to any other material foreign currency exchange risk. The convertible notes of the Company is denominated in Hong Kong dollars. An average rate and a closing rate of HK\$1.2611: RMB1 and HK\$1.2607: RMB1, respectively, were applied on consolidation of the financial statements for the year ended 31 December 2014.

### CHARGES ON ASSETS

As at 31 December 2014, certain assets which includes assets classified as held for sale of the Group with an aggregate amount of approximately RMB648.5 million (31 December 2013: RMB3,617.0 million), represented by pledged time deposits for short term finance of approximately RMB Nil (31 December 2013: RMB98 million), properties under development of approximately RMB532.3 million (31 December 2013: RMB1,249.0 million), completed properties held for sale of approximately RMB116.2 million (31 December 2013: RMB29.6 million), investment properties of approximately RMB Nil (31 December 2013: RMB894 million), property, plant and equipment of approximately RMB Nil (31 December 2013: RMB468.8 million) and land use right of approximately RMB Nil (31 December 2013: RMB877.6 million), were pledged to secure general banking facilities.

### NUMBERS AND REMUNERATION OF EMPLOYEES

As at 31 December 2014, the Group had approximately 186 (31 December 2013: 658) employees, with about 181 in the Mainland China and 5 in Hong Kong. All employees are remunerated based on industry practice and in accordance with prevailing labor law. In Hong Kong, apart from basic salary, staff benefits including medical insurance, performance related bonus, and mandatory provident fund would be provided by the Group.

The adoption of a new share option scheme was approved by the shareholders meeting held on 20 May 2013. No new share options were granted during the current year.

### CAPITAL COMMITMENT AND FINANCIAL GUARANTEE

Details of the capital commitment and financial guarantee are set out in notes 39 and 42 respectively to the consolidated financial statements.

### 外匯風險

本集團的收益與生產及採購成本主要以人民幣計值。因此，本集團並無面對任何其他重大外匯風險。本公司的可換股票據以港元計值。截至二零一四年十二月三十一日止年度之綜合財務報表，分別採用平均匯率及收市匯率1.2611港元兌人民幣1元及1.2607港元兌人民幣1元。

### 資產抵押

於二零一四年十二月三十一日，本集團總額約為人民幣648.5百萬元(二零一三年十二月三十一日：人民幣3,617.0百萬元)之若干資產(包括分類為持作出售之資產)已抵押予銀行以取得一般銀行融資，包括作短期融資的有抵押定期存款約人民幣零元(二零一三年十二月三十一日：人民幣98百萬元)、發展中物業約人民幣532.3百萬元(二零一三年十二月三十一日：人民幣1,249.0百萬元)、持作出售之已竣工物業約人民幣116.2百萬元(二零一三年十二月三十一日：人民幣29.6百萬元)、投資物業約人民幣零元(二零一三年十二月三十一日：人民幣894百萬元)、物業、廠房及設備約人民幣零元(二零一三年十二月三十一日：人民幣468.8百萬元)及土地使用權約人民幣零元(二零一三年十二月三十一日：人民幣877.6百萬元)。

### 僱員人數及薪酬

於二零一四年十二月三十一日，本集團僱用約186名員工(二零一三年十二月三十一日：658名)，其中約181人駐中國內地及5人駐香港。全體員工之薪酬均按業內慣例及根據現行勞工法例釐定。於香港，除基本薪金外，本集團亦提供員工福利，當中包括醫療保險、按表現派發之花紅及強制性公積金。

二零一三年五月二十日舉行的股東大會批准採納新購股權計劃。於本年度內，並無授出新購股權。

### 資本承擔及財務擔保

有關資本承擔及財務擔保之詳情分別載於綜合財務報表附註39及42。



## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理人員之履歷

#### EXECUTIVE DIRECTORS

**Mr. NG Pui Keung** — aged 46, is the Chairman of the board of directors, responsible for business development and project investment, and is also the head of the urban rebuilding development research center. Mr. Ng obtained his bachelor degree in international relations from Meiji Caikuin University, Japan. Mr. Ng is a member of commissary of the people's political consultative conference of Liwan District, Guangzhou City. He has over 18 years of experience in the property development industry. He was the general manager of business development department in Talent Holdings Limited and was responsible for finalising the cooperation with the manager of Hilton Guangzhou Tianhe. He was also involved in the negotiation leading to the cooperation and financing of the Linhe Rebuilding project. Prior to that, he worked for Asset Managers (Asia) Co., Ltd. (Japan) focusing on property investment for approximately 10 years. He joined the Group in December 2010.

**Mr. YOU Xiaofei** — aged 51, is the vice president of the Group, responsible for the financial, treasury and tax management of PRC property development projects. Mr. You obtained his bachelor degree in accounting from Jinan University. He is a qualified accountant in the PRC and has over 28 years of experience in finance and management. He was a director, deputy general manager and chief financial officer of Heilongjiang Tianlun Real Estate Development Co., Ltd, a listed company in the PRC engaging in property development, investment and mining, from 11 November 2006 to 1 September 2010. Prior to that, he worked in various companies in Hong Kong and the PRC engaging in property development, manufacturing and tourism. He joined the Group in December 2010.

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. LO Wai Hung** — aged 55, obtained a bachelor degree in Commerce from James Cook University of North Queensland, Australia. Mr. Lo is an associate member of Institute of Chartered Accountants in Australia and a fellow member of Hong Kong Institute of Certified Public Accountants. Mr. Lo is an independent non-executive director of Shandong Weigao Group Medical Polymer Company Limited (stock code: 1066) and C Cheng Holdings Limited (stock code: 8320), which are listed on Main Board and GEM Board of The Stock Exchange of Hong Kong Limited, respectively. Mr. Lo is also an independent director of China Merchant Property Development Co. Ltd. (stock code: 24) which is listed on Shenzhen Stock Exchange. Mr. Lo was an independent non-executive director of Ngai Lik Industrial Holdings Limited (stock code: 332) during the period from May 2011 to January 2013. Mr. Lo joined the Group in February 2011.

#### 執行董事

**伍沛強先生** — 46歲，為董事會主席，負責業務發展及項目投資，亦是城市改造開發研究中心的負責人。伍先生於日本的Meiji Caikuin University取得國際關係學士學位。伍先生為廣州市荔灣區人民政治協商會議代表成員。彼具備逾18年物業開發行業經驗，曾為天倫控股有限公司業務發展部總經理，負責落實與廣州天河新天希爾頓酒店之管理公司的合作，並參與有關林和村改造項目合作及融資之磋商。此前，彼曾任職亞盛亞洲有限公司(日本)約十年，專責物業投資。彼於二零一零年十二月加入本集團。

**尤孝飛先生** — 51歲，為本集團副總裁，負責中國物業開發項目之財務、庫務及稅務管理。尤先生於暨南大學取得會計學學士學位。彼為中國合資格會計師，對財務及管理具備超過28年經驗。彼於二零零六年十一月十一日至二零一零年九月一日在於中國從事物業開發、投資及採礦業務的上市公司黑龍江天倫置業股份有限公司擔任董事、副總經理及財務總監。此前，彼曾於香港及中國多間從事物業開發、製造及旅遊業務的公司工作。彼於二零一零年十二月加入本集團。

#### 獨立非執行董事

**盧偉雄先生** — 55歲，獲澳洲北昆士蘭詹姆斯庫克大學(James Cook University of North Queensland)頒授商學學士學位。盧先生為澳洲特許會計師公會會員及香港會計師公會資深會員。盧先生現時出任分別於香港聯合交易所有限公司主板及創業板上市的山東威高集團醫用高分子製品股份有限公司(股份代號：1066)及思城控股有限公司(股份代號：8320)之獨立非執行董事。盧先生亦為深圳證券交易所上市公司招商局地產控股股份有限公司(證券代碼：24)之獨立董事。二零一一年五月至二零一三年一月，盧先生曾任毅力工業集團有限公司(股份代號：332)之獨立非執行董事。盧先生於二零一一年二月加盟本集團。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員之履歷

**Ms. PANG Yuen Shan Christina** — aged 42, graduated from City University of Hong Kong in 1995 and obtained a Bachelor of Law with Honors (LL.B.), she also obtained a Master of Laws in International & Commercial Laws (LL.M) from City University of Sheffield, UK in 1996, a Postgraduate Certificate in Laws (PCLL) from City University of Hong Kong in 1997 and is qualified as a practicing solicitors since September, 1999 and has been in private practice during the period from 1999 to 2000 and from 2007 to date. Ms. Pang was an in-house legal counsel with the Young Champion Group between April 2000 and September 2002. Ms. Pang is currently acting as the inhouse legal counsel of Waldorf Group since September, 2006. She is now also a consultant lawyer of Tso Au Yim Yeung, a solicitors firm in Hong Kong. Ms. Pang is an independent non-executive director of Speedy Global Holdings Limited (stock code: 540) since January 2013. Ms. Pang was independent executive director of Dejin Resources Group Company Limited (stock code: 1163) during the period from May 2011 to December 2014 and was an independent non-executive director and an executive director of New Smart Energy Group Limited (stock code: 91) during the period from August 2009 to September 2009 and during the period from September 2009 to June 2011, respectively. Ms. Pang joined the Group in January 2012.

**Mr. CHAN Chi Mong, Hopkins** — aged 57, is the founder member of the Institute of Leadership and Management, U.K.. Mr. Chan has over twenty years' experiences in finance and management. He served as the vice president and associate director of Dean Witter Reynolds (H.K.) Ltd., and the executive director of Silver Grant International Finance Ltd. He is the president of Chengdu Arkian Scientific Research Ltd. He is the supervisor of Hong Kong Pui Ching Middle School, and Hong Kong Pui Ching Primary School. In social service, he is the board chairman of Baptist Oi Kwan Social Service. He is an independent non-executive director of Pacific Online Limited (stock code: 543) since May 2012. Mr. Chan joined the Group in January 2013.

### COMPANY SECRETARY

**Mr. LEE Wai Kuen** — aged 41, is the Company Secretary and Chief Financial Officer of the Company. He is responsible for execution, supervision and advisory of financial reporting, internal control, reorganisation, corporate governance and company secretarial matters of the Company. Mr. Lee holds a bachelor degree in accountancy from the Hong Kong Polytechnic University. He is a Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Lee had worked in an international firm of certified public accountants and had held company secretary and senior financial positions in various companies listed in the Hong Kong Stock Exchange. Mr. Lee joined our Group in May 2011.

**彭婉珊女士** — 42歲，於一九九五年畢業於香港城市大學並取得法律學榮譽學士學位，後於一九九六年取得英國謝菲爾德大學(City University of Sheffield)國際法及商業法學碩士學位及於一九九七年取得香港城市大學之法律學深造證書。彼於一九九九年九月取得執業律師資格，並於一九九九年至二零零零年期間及二零零七年至今以私人身份執業。彭女士曾於二零零零年四月至二零零二年九月期間出任利高集團之內部法律顧問。自二零零六年九月以來，彭女士一直出任華都集團之內部法律顧問。彼現時亦兼任香港律師行曹歐嚴楊律師行之顧問律師。彭女士自二零一三年一月起出任迅捷環球控股有限公司(股份代號：540)之獨立非執行董事。彭女士於二零一一年五月至二零一四年十二月期間擔任德金資源集團有限公司(股份代號：1163)獨立執行董事，並於二零零九年八月至二零零九年九月及二零零九年九月至二零一一年六月期間先後出任駿新能源集團有限公司(股份代號：91)之獨立非執行董事及執行董事。彭女士於二零一二年一月加入本集團。

**陳之望先生** — 57歲，為英國Institute of Leadership and Management創會會員。陳先生有超過二十年的金融和行政經驗。彼曾為Dean Witter Reynolds (H. K.) Ltd.之副總裁兼聯席董事及銀建國際財務有限公司之執行董事。彼現為成都雅潔恩斯科研有限公司董事長；香港培正中學及香港培正小學校監。在社會服務方面，彼現為浸信會愛群社會服務處董事會主席。彼從二零一二年五月起為太平洋網絡有限公司(股份代號：543)之獨立非執行董事。陳先生於二零一三年一月加入本集團。

### 公司秘書

**李偉權先生** — 41歲，為本公司之公司秘書及財務總監。彼負責本公司財務匯報、內部監控、重組、企業管治及公司秘書等事務之執行、監察及建議。李先生持有香港理工大學會計學學士學位。彼為香港會計師公會之執業會計師及英國特許公認會計師公會之資深會員。李先生曾於一間國際執業會計師公司任職，並曾擔任多間在香港聯交所上市之公司的公司秘書及高級財務職位。李先生於二零一一年五月加入本集團。

## CORPORATE GOVERNANCE REPORT 企業管治報告

The board of directors (the “Board”) of the Company is committed to ensuring high standards of corporate governance in the interests of shareholders and devotes effort to identifying and formalising best practices. The Company has applied the principles and the code provisions as set out in the Code on Corporate Governance Practices (the “Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“Listing Rules”).

### THE BOARD

To protect and enhance shareholder value, the Board acts with integrity and due care for the best interests of the Company and its shareholders. The Board is collectively responsible for leadership and for promoting the success of the Company by directing and supervising its affairs. Leading the Group in a responsible and effective manner, the Board adopts formal terms of reference which detail its functions and responsibilities, including, but not limited to, ensuring competent management, approving objectives, strategies and business plans and monitoring integrity in the Company’s conduct of affairs.

本公司董事會(「董事會」)致力於為股東之利益維持高水平企業管治，並致力尋找及制定最佳常規。本公司已應用載於香港聯合交易所有限公司證券上市規則(「上市規則」)附錄14之企業管治常規守則(「守則」)之原則及守則條文。

### 董事會

為保障及提升股東價值，董事會秉承忠誠謹慎之態度，並以本公司及其股東之最佳利益為依歸。董事會亦透過對本公司事務作出指示及監督，共同負責領導本公司，並促進本公司之成功。董事會以盡責之態度和有效方式領導本集團，採納正式且詳列其職能及責任之職權範圍。董事會之職能及責任包括但不限於確保管理層有足夠能力進行管理、審批目標、策略及業務計劃，以及監察本公司事務之道德操守。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The attendance of individual Directors at meetings of the Company during the financial year ended 31 December 2014, was as follows:

截至二零一四年十二月三十一日止財政年度，個別董事於本公司會議之出席率如下：

	Number of attendance*/meetings held in 2014 出席次數*／於二零一四年舉行之會議				Annual General Meeting 股東 週年大會
	The Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	
Executive Director 執行董事					
Mr. Ng Pui Keung (Chairman of the Board)** 伍沛強先生(董事會主席)**	8/8	N/A 不適用	2/2	1/1	1/1
Mr. You Xiaofei** 尤孝飛先生**	8/8	N/A 不適用	2/2	1/1	1/1
Independent non-executive Director 獨立非執行董事					
Mr. Lo Wai Hung** 盧偉雄先生**	5/8	2/2	2/2	1/1	1/1
Ms. Pang Yuen Shan, Christina** 彭婉珊女士**	5/8	2/2	2/2	1/1	1/1
Mr. Chan Chi Mong, Hopkins** 陳之望先生**	5/8	2/2	2/2	1/1	1/1

\* The Directors can attend meetings in person, by phone or through other means of electronic communication in accordance with the Company's Articles of Association.

\* 董事可親身出席，或根據本公司之組織章程以電話或以其他電子通訊方式參加會議。

\*\* During the year ended 31 December 2014, each of these Directors participated in seminars and conferences as well as reading newspapers, journals and updates relating to the economy, general business, real estate or Directors' duties and responsibilities, etc. The Group also continuously updates the Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirements.

\*\* 截至二零一四年十二月三十一日止年度，各董事參與討論會及會議，閱覽報章、期刊及有關經濟、整體業務、房地產的最新資訊或履行董事職責等。本集團亦持續告知董事有關上市規則及其他適用監管規定的最新發展。

Currently, the Company does not appoint chief executive officer. In view of the operation of the Group, the Board believes that the present structure of the Board will provide a strong leadership for the Group to implement prompt decisions and to formulate efficient strategies, which is for benefits of the Group.

本公司現時並無委任行政總裁。鑑於本集團之經營狀況，董事會相信董事會現時之架構將為本集團提供強勢領導，以迅速作出決策及制訂有效策略，對本集團有利。

## CORPORATE GOVERNANCE REPORT 企業管治報告

Moreover, the day-to-day operation of the Group's businesses are shared among those executive directors and the management of the Company. Therefore, there should be a clear division of the responsibilities at the board level to ensure a balance of power and authority, so that power is not concentrated in any one individual.

Together with a balanced of skill and experience for the business of the Group, a balanced composition of executive and independent non-executive director of the Board shall exercise effective independent judgment. Currently, the Board comprises of five directors, of which two are executive directors, namely Mr. Ng Pui Keung ("Mr. Ng") and Mr. You Xiaofei ("Mr. You") and three independent non-executive directors, namely Mr. Lo Wai Hung ("Mr. Lo"), Ms. Pang Yuen Shan, Christina ("Ms. Pang") and Mr. Chan Chi Mong, Hopkins ("Mr. Chan").

As at 31 December 2014, all the independent non-executive directors were appointed for a term of two years and subject to retirement and re-election in accordance with the bye-laws of the Company. In accordance with the bye-laws of the Company, at each annual general meeting of the Company one third of the directors shall retire from office by rotation. The Board considers that sufficient measures will be taken to ensure the corporate governance practices of the Company are not less exacting than those in the Code A4.1 and 4.2.

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

The management is obliged to supply the Board with adequate information in a timely manner to enable the members to make informed decisions and to discharge their duties and responsibilities. Each director has separate and independent access to the Group's senior management to acquire more information and to make further enquiries if necessary.

此外，本集團業務之日常營運由本公司執行董事及管理層分擔。因此，董事會層面之職責有明確劃分，可確保權責平衡，故權力並非集中於任何一位人士。

董事會之執行及獨立非執行董事具備各方面技能和經營本集團業務經驗，組成了平衡之董事會，行使有效之獨立判斷。目前，董事會包括五名董事，其中兩名為執行董事，即伍沛強先生（「伍先生」）及尤孝飛先生（「尤先生」）；三名為獨立非執行董事，分別為盧偉雄先生（「盧先生」）、彭婉珊女士（「彭女士」）及陳之望先生（「陳先生」）。

於二零一四年十二月三十一日，全體獨立非執行董事從當天開始任期兩年，且須按本公司之公司細則退任並膺選連任。根據本公司之公司細則，於本公司每屆股東週年大會上三分之一董事須輪席告退。董事會認為，本公司將採取足夠措施確保本公司之企業管治常規不遜於守則第A4.1及4.2條規定者。

本公司已接獲每名獨立非執行董事根據上市規則第3.13條就其獨立性作出之年度確認。本公司認為，所有獨立非執行董事均為獨立。

管理層有責任及時向董事會提供足夠資料，以讓成員可作出知情決定以及履行其職務及職責。每名董事可個別地及獨立地與本集團之高級管理層人員接觸，以於有需要時取得更多資料及作出進一步查詢。

## BOARD COMMITTEES

The Board has established three committees, namely, the Nomination Committee, Remuneration Committee and Audit Committee, for overseeing particular aspects of the Board and the Company's affairs. All Board committees are established with defined written terms of reference which are available to shareholders on the Company's website. The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

## NOMINATION COMMITTEE

A nomination committee of the Company had been established by the Board with written terms of reference. The nomination committee comprises two executive directors and three independent non-executive Directors. The nomination committee is chaired by Mr. Ng. The principal duties of the Nomination Committee include, but are not limited to, making recommendations to the Board on the structure, size and composition of the Board and relevant matters relating to the appointment or re-appointment of Directors and succession planning for Director and assessing the independence of independent non-executive Directors. The Nomination Committee met once during the year ended 31 December 2014 to review the above matters.

## BOARD DIVERSITY POLICY

During the year, the Board adopted a board diversity policy setting out the approach to achieve diversity on the Board. The Company considered diversity of board members can be achieved through consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

The Nomination Committee is mainly responsible for identifying talent with adequate qualification to serve as a board member, and will take into account the Board Diversity Policy. After assessing the suitability of the directors' skills and experience to the Company's business, the Nomination Committee confirmed that the existing Board was appropriately structured and no change was required. The Board Diversity Policy would be reviewed by the Board on a regular basis to ensure continuous efficiency.

## 董事會委員會

董事會設立三個委員會，即提名委員會、薪酬委員會及審核委員會，以監管董事會的具體事宜及本公司事務。所有董事會委員會均訂立書面職權範圍，可供股東於本公司網站查閱。董事會委員會獲得足夠資源履行職責，並應合理要求可於適當情況下徵求獨立專業建議，費用由本公司承擔。

## 提名委員會

董事會已成立本公司之提名委員會，並書面釐定其職權範圍。提名委員會由兩名執行董事及三名獨立非執行董事組成，伍先生為提名委員會主席。提名委員會的主要職責包括但不限於就董事會的架構、規模、組成及董事的委任、重新委任及董事的繼任計劃向董事會提出建議，以及評估獨立非執行董事的獨立性。截至二零一四年十二月三十一日止年度，提名委員會共召開一次會議以審查以上事項。

## 董事會成員多元化政策

年內，董事會採納董事會成員多元化政策，載列為達致董事會成員多元化而採取之方針。本公司認為可透過考慮多方面因素實現董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。往後董事會所有委任均會以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

提名委員會主要負責物色合資格擔任董事會成員的人才，亦會考慮上述董事會成員多元化政策。在評估董事的技能及經驗對本公司業務的合適程度後，提名委員會確認現時董事會架構合理，毋須作出調整。董事會將定期審閱董事會成員多元化政策確保其效能。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

A remuneration committee of the Company had been established by the Board with written terms of reference. The remuneration committee comprises two executive directors and three independent non-executive Directors. The remuneration committee is chaired by Ms. Pang. The remuneration committee is responsible for assisting the Board in achieving its objective of attracting and retaining Directors and senior management of the highest caliber and experience needed to develop the Group's business successfully. The remuneration committee is also responsible for the development of a fair and transparent procedure in determining the remuneration policies for the Directors and senior management of the Company and for recommendation to their remuneration packages. During the year ended 31 December 2014, the Remuneration Committee met twice to review the above matters.

All employees are remunerated based on industry practice and in accordance with the prevailing labour law. In Hong Kong, apart from basic salary, staff benefits include medical insurance, performance related bonus and mandatory provident fund would be provided by the Group.

### ACCOUNTABILITY AND AUDIT

The Board is responsible for the preparation of the financial statements of the Company and the Group. In preparing the financial statements, the Board has adopted Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants that are relevant to its operations.

The Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group's ability to continue as a going concern, the Board has prepared the financial statements on a going concern basis.

### 董事及高級管理層人員之薪酬

董事會已成立本公司之薪酬委員會，並書面釐定其職權範圍。薪酬委員會由兩名執行董事及三名獨立非執行董事組成，彭女士為薪酬委員會主席。薪酬委員會負責協助董事會達致其吸引及挽留具備成功發展本集團業務所需經驗之優秀董事及高級管理人員。薪酬委員會亦負責制訂公平及具透明度之程序以釐定本公司董事及高級管理人員之薪酬政策及對彼等之薪酬待遇提出建議。截至二零一四年十二月三十一日止年度，薪酬委員會共召開兩次會議以審查以上事項。

所有僱員按行業慣例及根據現行勞動法獲得酬勞。在香港，除基本薪金外，本集團亦提供員工福利，當中包括醫療保險、按表現派發之花紅及強制性公積金。

### 問責性及審核

董事會負責編製本公司及本集團之財務報表。在編製財務報表時，董事會採用香港會計師公會頒佈並適用於其業務營運之香港財務報告準則、香港會計準則及詮釋。

董事會並不知悉有任何重大不明朗因素，乃有關於可能使本集團持續經營之能力存在重大疑問之事件或狀況，董事會已按持續經營基準編製財務報表。

### AUDIT COMMITTEE

The audit committee comprises three independent non-executive directors (the "Audit Committee") and reports to the board of directors. A written terms of reference had been established. The Audit Committee meets the external auditors at least once a year to discuss any areas of concerns during the audits without the presence of the management. During the year, the Audit Committee reviewed the adequacy and effectiveness of the internal control systems and focused not only on the impact of the changes in accounting policies and practices but also on the compliance with accounting standards, the Listing Rules and the legal requirements in the review of the Company's interim and annual reports.

For the year ended 31 December 2014, the fees paid/payable to the auditor of the Company in respect of the audit services and non audit services in 2014 were amounted to approximately RMB0.79 million and RMB0.29 million respectively.

### INTERNAL CONTROL

The Board, through the Audit Committee, has reviewed the effectiveness of the Group's internal control system covering all material controls, including financial, operational and compliance controls, risk management functions and adequacy of training, resources, qualifications and experience of staff of accounting and financial reporting functions.

### DELEGATION BY THE BOARD

The Board is responsible for determining the overall strategy and corporate development and ensuring the business operations are properly monitored. The Board reserves the right to decide all policy matters of the Group and material transactions. The Board delegates the day-to-day operations to general managers and department heads who are responsible for different aspects of the operations of the Group.

### COMMUNICATION WITH SHAREHOLDER AND INVESTOR RELATIONS

The Company believes in regular and timely communication with shareholders as part of its efforts to help shareholders understand its business better and the way the Company operates. To promote effective communication with the public at large, the Company maintains a website (<http://www.760hk.com>) on which comprehensive information about the Company's major businesses, financial information and announcements, annual and interim reports and shareholders circulars are being made available.

### 審核委員會

審核委員會(「審核委員會」)由三名獨立非執行董事組成，向董事會負責。書面職權範圍已訂立。審核委員會每年至少一次在管理層避席下會見外聘核數師，以討論審核過程中須關注之事項。年內，審核委員會審閱內部監控制度之足夠性及有效性，除會計政策及常規變動之影響外，亦於審閱本公司中期及年度報告時檢討是否已遵守會計準則、上市規則及法律規定。

於截至二零一四年十二月三十一日止年度，就於二零一四年審核服務及非審核服務已付／應付予本公司核數師之費用分別約為人民幣0.79百萬元及人民幣0.29百萬元。

### 內部監控

董事會透過審核委員會已對本集團內部監控制度之有效性進行檢討，範圍涵蓋所有重要監控，包括財務、營運及合規方面之監控、風險管理功能，以及檢討會計及財務申報功能之僱員培訓、資源、資歷及經驗是否足夠。

### 董事會之授權

董事會負責釐定整體策略和企業發展方向，確保業務營運受到適當的監察。董事會保留關於本集團所有政策事宜及重要交易之決策權。董事會將日常營運事宜委以總經理及負責本集團營運不同方面之部門主管。

### 與股東之溝通及投資者關係

本公司相信定期和及時與股東溝通，有助協助股東更佳地了解本公司業務及經營方式。為推動與公眾保持有效溝通，本公司設立網站(<http://www.760hk.com>)，提供有關本公司主要業務、財務資料及公佈、年報及中期報告以及股東通函等全面資訊。

## CORPORATE GOVERNANCE REPORT 企業管治報告

All shareholders of the Company are given at least 20 clear business days' notice of the date and venue of the annual general meeting. According to the Listing Rules, the Board will conduct voting at the forthcoming annual general meeting by vote.

By-law 58 of the Company's bye-laws provides that any shareholder holding not less than 10% of the paid up capital of the Company can deposit a requisition to the principal place of business of the Company in Hong Kong with the attention to the board or the Company secretary of the Company to require a special general meeting to be called by the board for the transaction of any business specified in such requisition.

The Board is endeavour to maintain an on-going dialogue with shareholders. The chairman of the Board, chairman of the Audit Committee, chairman of the remuneration committee and chairman of the nomination committee, or in their absence, other members of the respective committees and the auditor of the Company, are available to answer any queries that shareholders may have in the annual general meeting.

Shareholders are provided with contact details of the Company, such as telephone number, fax number, email address and postal address, in order to enable them to make any query that they may have with respect to the Company. They can also send their enquiries to the Board through these means. In addition, shareholders can contact the Computershare Hong Kong Investor Services Limited, the share registrar of the Company, if they have any enquiries about their shareholdings and entitlements to dividend.

### MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules for directors' securities transactions. Having made specific enquiries of all directors of the Company, they have confirmed that they complied with required standard set out in the Model Code throughout the accounting period covered by the annual report.

本公司所有股東均會收到最少足20個營業日之通知，內容有關股東週年大會之舉行日期及地點。根據上市規則，董事會將於應屆股東週年大會上以投票表決方式進行投票。

本公司之公司細則第58條規定，任何持有本公司已繳足股本不少於10%之股東可於本公司之香港主要營業地點遞交致本公司董事會或公司秘書之呈請，以要求董事會就處理任何該呈請所指定之事宜召開股東特別大會。

董事會致力維持與股東持續對話。董事會主席、審核委員會主席、薪酬委員會主席及提名委員會主席（倘彼等未能出席，則為各委員會之其他成員）及本公司核數師須出席股東週年大會，以回答股東可能於股東週年大會之任何提問。

股東獲提供本公司的聯絡詳情，例如電話號碼、傳真號碼、電郵地址及郵遞地址，以便於需要時查詢有關本公司的事宜，亦可通過以上方式向董事會查詢。另外，股東可於查詢股權及股息權益時聯絡本公司股份登記處香港中央證券登記有限公司。

### 證券交易之標準守則

本公司已採納上市規則附錄10所載有關董事進行證券交易之標準守則。經向本公司全體董事作具體查詢後，彼等確認已於年報涵蓋之會計期間遵守載於標準守則中所規定之準則。



## REPORT OF THE DIRECTORS 董事會報告書

Directors are pleased to present their report and the audited consolidated financial statements for the year ended 31 December 2014.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. Details of the principal activities of the principal subsidiaries and associate are set out in notes 19 and 20 to the consolidated financial statements. Its subsidiaries are principally engaged in property development, investment and management in the People's Republic of China ("PRC").

### MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, the Group sold less than 30% of its goods and services to its 5 largest customers in its continuing operation. Whereas, purchases of the Group's five largest suppliers and contractors accounted for 70.3% (2013: 55.0%) of the total purchases for the year and purchases from the largest supplier and contractor included therein amounted to 31.6% (2013: 33.8%) of the total purchases.

As far as the directors are aware, neither the directors, their associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules")) nor those shareholders (which, to the knowledge of the directors, own more than 5% of the Company's issued share capital) had any interest in the Group's five largest customers or suppliers.

### RESULTS

The results of the Group for the year ended 31 December 2014 and the state of affairs of the Company and the Group at that date are set out in the consolidated financial statement on pages 37 to 39.

### DIVIDEND

The Directors do not recommend the payment of a final dividend for the years ended 31 December 2013 and 2014.

### RESERVES

Details of movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on pages 46 to 47 and note 36 to the consolidated financial statements respectively.

董事欣然呈列彼等之報告書及截至二零一四年十二月三十一日止年度之經審核綜合財務報表。

### 主要業務

本公司為投資控股公司。主要附屬公司及聯營公司主要業務之詳情載於綜合財務報表附註19及20。附屬公司主要於中華人民共和國(「中國」)從事物業發展、投資及管理。

### 主要客戶及供應商

於回顧年度，本集團於持續業務中向五大客戶出售少於30%的貨物及服務。然而，本集團向五大供應商和承建商之採購佔本年度採購總額之70.3%(二零一三年：55.0%)，而向其中最大供應商及承建商之採購佔採購總額之31.6%(二零一三年：33.8%)。

據董事所知，董事、彼等之聯繫人士(定義見香港聯合交易所有限公司證券上市規則(「上市規則」))或就董事所知擁有本公司已發行股本5%以上之股東概無擁有本集團五大客戶或供應商之任何權益。

### 業績

本集團截至二零一四年十二月三十一日止年度業績與本公司及本集團於該日之財務狀況載於第37至39頁之綜合財務報表。

### 股息

董事不建議派付截至二零一三年及二零一四年十二月三十一日止年度末期股息。

### 儲備

本集團及本公司儲備於本年度之變動詳情分別載於第46至47頁之綜合權益變動表及綜合財務報表附註36。

# REPORT OF THE DIRECTORS

## 董事會報告書

### SUBSTANTIAL INVESTMENT AND ACQUISITION

There was no substantial investment and acquisition.

### SHARE CAPITAL AND SHARE OPTIONS

Details of movements during the year in the share options and share capital of the Company are set out in notes 33 and 35 to the consolidated financial statements.

In 2010, convertible notes of principal amount of HK\$3,100 million were issued as part of the consideration for the acquisition of Talent Central Limited and its subsidiaries (details of which were set out in the circular to shareholders dated 29 October 2010). As at 31 December 2014, the outstanding principle amount is HK\$2,331,270,000. Details of the convertible notes are set out in note 34 to the consolidated financial statements.

### FIXED ASSETS

Details of the movements during the year in the investment properties and property, plant and equipment of the Group are set out in notes 16 and 17 respectively to the consolidated financial statements.

### BORROWINGS

Particulars of borrowings of the Group as at 31 December 2014 are set out in note 31 to the consolidated financial statements.

### 重大投資及收購

並無重大投資及收購。

### 股本及購股權

本公司購股權及股本於本年度之變動詳情載於綜合財務報表附註33及35。

於二零一零年，已發行本金額3,100,000,000港元之可換股票據，作為收購Talent Central Limited及其附屬公司（詳情載於日期為二零一零年十月二十九日之致股東通函）之部分代價。於二零一四年十二月三十一日，未償還本金額為2,331,270,000港元。可換股票據詳情載於綜合財務報表附註34。

### 固定資產

本集團投資物業與物業、廠房及設備於本年度之變動詳情分別載於綜合財務報表附註16及17。

### 借貸

本集團於二零一四年十二月三十一日之借貸詳情載於綜合財務報表附註31。

# REPORT OF THE DIRECTORS

## 董事會報告書

### FINANCIAL SUMMARY

#### Consolidated Results

### 財務摘要

#### 綜合業績

		Year ended 31 December 截至十二月三十一日止年度				
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元 (restated)* (重列)*	2011 二零一一年 RMB'000 人民幣千元 (restated)* (重列)*	2010 二零一零年 RMB'000 人民幣千元 (restated)* (重列)*
Revenue	收益	375,924	647,317	832,257	578,354	357,120
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(18,900)	(309,784)	(747,861)	(1,122,091)	312,495
Income tax credit/(expenses)	所得稅抵免/(開支)	36,628	52,116	134,488	177,077	340
Profit/(loss) for the year	年度溢利/(虧損)	17,728	(257,668)	(613,373)	(945,014)	312,835
Attributable to:	下列人士應佔：					
Owners of the Company	本公司擁有人	17,728	(237,999)	(544,708)	(800,288)	313,585
Non-controlling interests	非控股權益	—	(19,669)	(68,665)	(144,726)	(750)
		17,728	(257,668)	(613,373)	(945,014)	312,835

### Consolidated Assets, Equity and Liabilities

### 綜合資產、權益及負債

		As at 31 December 於十二月三十一日				
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元 (restated)* (重列)*	2011 二零一一年 RMB'000 人民幣千元 (restated)* (重列)*	2010 二零一零年 RMB'000 人民幣千元 (restated)* (重列)*
ASSETS	資產					
Non-current assets	非流動資產	1,460,292	1,735,156	2,358,498	2,708,204	2,900,329
Current assets	流動資產	2,432,955	4,158,191	4,512,275	3,949,664	4,665,190
		3,893,247	5,893,347	6,870,773	6,657,868	7,565,519
LIABILITIES	負債					
Current liabilities	流動負債	3,278,537	3,276,972	2,963,581	2,161,759	1,543,076
Non-current liabilities	非流動負債	392,719	2,371,873	3,209,477	3,284,870	4,060,906
		3,671,256	5,648,845	6,173,058	5,446,629	5,603,982
EQUITY	權益					
Attributable to:	下列人士應佔：					
Owners of the Company	本公司擁有人	201,799	224,510	386,226	831,085	1,456,657
Non-controlling interests	非控股權益	20,192	19,992	311,489	380,154	504,880
Total Equity	權益總額	221,991	244,502	697,715	1,211,239	1,961,537

\* The figures for the years from 2010 to 2012 have been restated to reflect the change in presentation currency from HK\$ to RMB.

\* 重列二零一零年至二零一二年之數據，以反映呈列貨幣由港元變更為人民幣。

# REPORT OF THE DIRECTORS

## 董事會報告書

### DIRECTORS

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

#### Executive Directors:

Mr. NG Pui Keung (*Chairman*)  
Mr. YOU Xiaofei

#### Independent Non-executive Directors:

Mr. LO Wai Hung  
Ms. PANG Yuen Shan, Christina  
Mr. CHAN Chi Mong, Hopkins

In accordance with the Company's bye-laws, all of the directors are subject to retirement by rotation and re-election. Mr. Ng Pui Keung ("Mr. Ng") and Mr. Lo Wai Hung ("Mr. Lo") will retire by rotation at the forthcoming annual general meeting. Mr. Lo, being eligible, will offer himself for re-election. Whereas, Mr. Ng will not offer himself for re-election.

### BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 18 to 19 of the annual report.

### DIRECTORS' SERVICE CONTRACTS

Each of independent non-executive directors, had entered into a service contract with the Company for a term of two years and each of these contracts is subject to termination by either party giving not less than 1 month's written notice.

Apart from the foregoing, no director proposed for re-election at the forthcoming annual general meeting has a service contract, which is not determinable by the Company within one year without payment other than statutory compensation.

### DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### 董事

於本年度及直至本報告日期，本公司董事如下：

#### 執行董事：

伍沛強先生(主席)  
尤孝飛先生

#### 獨立非執行董事：

盧偉雄先生  
彭婉珊女士  
陳之望先生

根據本公司之公司細則，全體董事均須輪值告退並能應選連任。伍沛強先生(「伍先生」)及盧偉雄先生(「盧先生」)將於應屆股東週年大會上輪值告退。盧先生符合資格並願意膺選連任，而伍先生則不膺選連任。

### 董事及高級管理人員之履歷

本公司董事及本集團高級管理人員之詳盡履歷載於本年報第18至19頁。

### 董事之服務合約

獨立非執行董事已各自與本公司訂立服務合約，為期兩年，而各合約均可由訂立的任何一方發出不少於一個月之書面通知終止。

除上述者外，各擬於應屆股東週年大會上應選連任之董事概無訂立於一年內本公司可毋須付款(法定補償除外)而終止之服務合約。

### 董事於重大合同之權益

於本年度結算日及年內任何時間，本公司或其任何附屬公司概無訂立本公司董事直接或間接於其中擁有重要權益之重大合同。



### COMPETING INTERESTS

None of the directors or the management shareholders of the Company or any of their respective associates (as defined in the Listing Rules) had any business which was considered to compete or was likely to compete with the businesses of the Group.

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 December 2014, none of the Directors nor the chief executive of the Company had registered any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (the "SFO")) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of SFO), or which were required to be and are recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### 競爭權益

董事或本公司管理層股東或彼等任何各自聯繫人士(定義見上市規則)概無經營任何被視為或可能與本集團業務競爭之業務。

### 董事及行政總裁於本公司或任何相聯法團之股份、相關股份及債權證之權益及短倉

於二零一四年十二月三十一日，本公司董事及行政總裁概無於本公司或其任何相聯法團(按證券及期貨條例(「證券及期貨條例」)第XV部之涵義)之股份、相關股份或債權證中，登記擁有須根據證券及期貨條例第XV部第7及8分部通知本公司及聯交所的權益或短倉(包括彼等根據證券及期貨條例有關條文擁有或視作擁有之權益或短倉)，或須及已於本公司根據證券及期貨條例第352條規定須存置之登記冊記錄的權益或短倉，或根據標準守則通知本公司及聯交所的權益或短倉。

## REPORT OF THE DIRECTORS 董事會報告書

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

So far as is known to the Directors or chief executives of the Company, as at 31 December 2014, the interests or short positions of substantial shareholders (other than Directors or the chief executives of the Company) in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of SFO or were recorded in the register required to be kept by the Company under Section 336 of SFO were as follows:

### 主要股東於本公司股份及相關股份之權益及短倉

據本公司董事或行政總裁所知，於二零一四年十二月三十一日，主要股東（本公司董事或行政總裁除外）於本公司股份或相關股份擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露或於本公司根據證券及期貨條例第336條規定須存置之登記冊記錄之權益或短倉如下：

Name	Note	Number of ordinary shares held	Number of underlying shares interest	Percentage of the Company's issued share capital 佔本公司已發行 股本百分比
名稱	附註	持有普通股數目	相關股份權益數目	
Winspark Venture Limited	1	829,509,340	—	25.69%
Talent Trend Holdings Limited	2	—	5,848,030,303	118.13%
Top Rich Limited	3	—	1,151,515,151	35.67%

Notes:

- (1) The entire issued share capital of Winspark Venture Limited is directly, beneficially and wholly owned by Mr. Chan Yuen Ming.
- (2) The entire issued share capital of Talent Trend Holdings Limited is directly, beneficially and wholly owned by Mr. Zhang. Mr. Zhang personally holds 99,995,000 shares of the Company, representing approximately 3.10% issued share capital of the Company.
- (3) The entire issued share capital of Top Rich Limited is held by Top One Limited, which is directly, beneficially and wholly owned by Mr. Choi Chiu Fai, Stanley.

附註：

- (1) Winspark Venture Limited全部已發行股本由陳遠明先生直接、實益及全資擁有。
- (2) Talent Trend Holdings Limited全部已發行股本由張先生直接、實益及全資擁有。張先生個人擁有99,995,000股本公司股份，相當於本公司已發行股本約3.10%。
- (3) Top One Limited持有Top Rich Limited之全部已發行股本，而Top One Limited乃由蔡朝暉先生直接、實益及全資擁有。

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

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

## PRE-EMPTIVE RIGHTS

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

## PURCHASE, SALE OR REDEMPTION OF SECURITIES

There was no purchase, sale or redemption of shares or other securities of the Company by the Company or its subsidiaries during the year.

## CONNECTED AND RELATED PARTY TRANSACTIONS

During the year, there was no continuing connected transaction that was subject to reporting, annual review, announcement and independent shareholders' approval.

Details of related party transactions are set out in note 43 to the consolidated financial statements.

## CORPORATE GOVERNANCE

The Company's Corporate Governance Report is set out on pages 20 to 26 of the annual report.

## CONFIRMATION OF INDEPENDENCE FROM INDEPENDENT NON-EXECUTIVE DIRECTORS

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

## 購買股份或債權證之安排

於年內任何時間，本公司或其任何附屬公司均無參與任何安排以使本公司董事可藉購買本公司或任何其他法人團體之股份或債權證而獲益。

## 優先購買權

本公司公司細則並無優先購買權條文，百慕達法例亦無要求本公司按比例向現有股東發售新股的相關權利限制。

## 購買、出售或贖回證券

本公司或其附屬公司年內概無購買、出售或贖回本公司股份或其他證券。

## 關連及關聯人士交易

年內，本公司並無持續關連交易須遵守申報、年度審閱、公告及獨立股東批准規定。

關聯人士交易詳情載於綜合財務報表附註43。

## 企業管治

本公司之企業管治報告載於本年報第20至26頁。

## 獨立非執行董事之獨立性確認書

本公司已接獲各獨立非執行董事根據上市規則第3.13條就有關彼等之獨立性發出之年度確認書。本公司認為全體獨立非執行董事均屬獨立人士。

## REPORT OF THE DIRECTORS 董事會報告書

### SUFFICIENCY OF PUBLIC FLOAT

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

### AUDITORS

A resolution will be tabled in the forthcoming annual general meeting to re-appoint Messrs. Cheng & Cheng Limited as auditors of the Company.

### 足夠公眾持股量

於本報告日期，根據本公司可公開獲得之資料及據本公司董事所知，本公司一直維持上市規則所指定之公眾持股量。

### 核數師

有關續聘鄭鄭會計師事務所有限公司為本公司核數師之決議案將於應屆股東週年大會提出。

On behalf of the Board

**NG Pui Keung**

*Chairman*

PRC Hongkong, 30 March 2015

代表董事會

主席

**伍沛強**

中國香港，二零一五年三月三十日



# INDEPENDENT AUDITORS' REPORT 獨立核數師報告書

## CHENG & CHENG LIMITED

CERTIFIED PUBLIC ACCOUNTANTS

鄭鄭會計師事務所有限公司

執業會計師

### To the shareholders of Talent Property Group Limited

(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Talent Property Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 37 to 176, which comprise the consolidated and Company's statements of financial position as at 31 December 2014, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

### DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

### AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

### 致新天地產集團有限公司股東

(於百慕達註冊成立之有限公司)

吾等已審核新天地產集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)載於第37至176頁的綜合財務報表，包括二零一四年十二月三十一日之綜合及公司財政狀況表、截至該日止年度的綜合損益及其他全面收入報表、綜合權益變動表及綜合現金流量表以及主要會計政策概要及其他解釋。

### 董事就綜合財務報表須承擔的責任

貴公司董事負責遵照香港會計師公會頒佈的香港財務報告準則及香港公司條例之披露規定編製及真實而公平地呈列該等綜合財務報表，以及採取董事認為必要的有關內部監控，以確保綜合財務報表之編製並無重大錯誤陳述(不論是否因欺詐或錯誤引起)。

### 核數師的責任

吾等的責任是遵照百慕達一九八一年公司法第90節根據吾等審核工作的結果，對該等綜合財務報表發表意見，並僅向閣下報告吾等的意見，除此以外本報告並無其他用途。吾等不會就本報告的內容向任何人士承擔或負上任何責任。

吾等已根據香港會計師公會頒佈的香港審核準則進行審核。該等準則規定吾等須遵守道德規範以安排及進行審核，以合理確定綜合財務報表是否不存有任何重大錯誤陳述。

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告書

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgments, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2014 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

### EMPHASIS OF MATTER

Without qualifying our opinion, we draw attention to note 2.2 in the consolidated financial statements which indicates that the Group's current liabilities exceeded its current assets by RMB845,582,000 as at 31 December 2014. This condition indicates the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern. As explained in note 2.2 to the consolidated financial statements, these consolidated financial statements have been prepared on a going concern basis.

審核包括進行程序以取得與綜合財務報表所載金額及披露事項有關的審核憑證。所選取的程序視乎核數師的判斷而定，包括評估綜合財務報表出現重大錯誤陳述（不論是否因欺詐或錯誤引起）的風險。在作出該等風險評估時，核數師考慮與公司編製及真實而公平地呈列綜合財務報表有關的內部監控，以設計適當審核程序，但並非對公司的內部監控是否有效表達意見。審核亦包括評價董事所採用的會計政策是否恰當及所作的會計估算是否合理，以及評價綜合財務報表的整體呈列方式。

相信吾等已取得充分恰當的審核憑證，作為吾等審核意見的基礎。

### 意見

吾等認為，綜合財務報表按照香港財務報告準則真實與公平地反映 貴公司及 貴集團於二零一四年十二月三十一日的財政狀況及 貴集團截至該日止年度的收益和現金流量，並已按照香港公司條例之披露規定妥善編製。

### 重點事項

在毋須作出保留意見的情況下，吾等注意到綜合財務報表附註2.2，其中指出 貴集團於二零一四年十二月三十一日的流動負債超過流動資產人民幣845,582,000元。該情況顯示有重大不明朗因素可能導致對 貴集團的持續經營能力存在重大疑問。按綜合財務報表附註2.2所述，該等綜合財務報表乃按持續經營基準編製。

**Cheng & Cheng Limited**  
Certified Public Accountants (Practising)  
Hong Kong, 30 March 2015

**Cheng Hong Cheung**  
Practising Certificate number P01802

**鄭鄭會計師事務所有限公司**  
執業會計師  
香港，二零一五年三月三十日

**鄭康祥**  
執業證書編號：P01802

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收入報表

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

		Notes 附註	2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
<b>Continuing operations</b>	<b>持續業務</b>			
<b>Revenue</b>	<b>收益</b>	6	<b>185,710</b>	397,413
Cost of sales	銷售成本		<b>(165,981)</b>	(371,837)
Gross profit	毛利		<b>19,729</b>	25,576
Other revenue and net income	其他收益及收入淨額	7	<b>68,498</b>	61,947
Gain on bargain purchase of subsidiaries	議價收購附屬公司之收益	38	–	27,544
Gain on disposal of subsidiaries	出售附屬公司之收益	37	–	153,418
Loss on disposal of investment properties	出售投資物業虧損		<b>(1,006)</b>	–
Fair value changes on investment properties	投資物業公平值變動		<b>1,652</b>	(13,683)
Impairment loss of completed properties held for sale and properties under development	持作出售之已竣工物業及發展中物業減值虧損		<b>(125,757)</b>	(171,584)
Fair value changes on derivative financial instruments	衍生金融工具公平值變動		<b>(14,234)</b>	(84,906)
Distribution costs	分銷成本		<b>(9,313)</b>	(35,555)
Administrative and other operating expenses	行政及其他經營開支		<b>(97,085)</b>	(109,291)
Share of loss of an associate	分佔聯營公司虧損		<b>(4,350)</b>	(19,051)
Finance costs	融資成本	8	<b>(133,449)</b>	(150,613)
<b>Loss before income tax</b>	<b>除所得稅前虧損</b>	9	<b>(295,315)</b>	(316,198)
Income tax credit	所得稅抵免	12	<b>36,628</b>	48,933
<b>Loss for the year from continuing operations</b>	<b>年內來自持續業務之虧損</b>		<b>(258,687)</b>	(267,265)
<b>Discontinued operations</b>	<b>已終止業務</b>			
Gain for the year from discontinued operations	年內來自已終止業務之收益	13	<b>276,415</b>	9,597
<b>Profit/(loss) for the year</b>	<b>年度溢利/(虧損)</b>		<b>17,728</b>	(257,668)

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收入報表

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

		Notes 附註	2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
<b>Other comprehensive (loss)/income for the year (after reclassification adjustments)</b>	年度其他全面(虧損)/收入(重新分類調整後)			
Items that will be reclassified subsequently to profit or loss:	將於其後重新分類至損益的項目：			
Unrealised gain/(loss) on available-for-sale financial assets	可供出售金融資產未變現收益/(虧損)		186	(318)
Release of translation reserve upon disposal of subsidiaries	出售附屬公司時撥回之兌換儲備		—	39,925
Exchange (loss)/gain on translation of financial statements of foreign operations	換算海外業務之財務報表之匯兌(虧損)/收益		(13,116)	36,676
<b>Other comprehensive (loss)/income for the year</b>	年度其他全面(虧損)/收入		(12,930)	76,283
<b>Total comprehensive income/(loss) for the year</b>	年度全面收入/(虧損)總額		4,798	(181,385)
<b>Profit/(loss) attributable to:</b>	下列人士應佔溢利/(虧損)：			
Owners of the Company	本公司擁有人	14	17,728	(237,999)
Non-controlling interests	非控股權益		—	(19,669)
			17,728	(257,668)



# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收入報表

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

	Notes 附註	2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
<b>Total comprehensive income/(loss) attributable to:</b>	下列人士應佔全面收入／(虧損)總額：		
Owners of the Company	本公司擁有人	<b>4,798</b>	(161,716)
Non-controlling interests	非控股權益	—	(19,669)
		<b>4,798</b>	(181,385)
		<b>RMB</b> 人民幣	<b>RMB</b> 人民幣
<b>Earnings/(loss) per share</b>	每股盈利／(虧損)	15	
<b>From continuing and discontinued operations</b>	來自持續及已終止業務		
Basic	基本	<b>0.549 cents</b> 分	(7.371 cents) 分
Diluted	攤薄	<b>0.549 cents</b> 分	(7.371 cents) 分
<b>From continuing operations</b>	來自持續業務		
Basic	基本	<b>(8.012 cents)</b> 分	(7.669 cents) 分
Diluted	攤薄	<b>(8.012 cents)</b> 分	(7.669 cents) 分
<b>From discontinued operations</b>	來自已終止業務		
Basic	基本	<b>8.561 cents</b> 分	0.297 cents 分 (Restated) (重列)
Diluted	攤薄	<b>8.561 cents</b> 分	0.297 cents 分

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財政狀況表

(As at 31 December 2014) (於二零一四年十二月三十一日)

			2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
	Notes 附註			
<b>ASSETS AND LIABILITIES</b>		<b>資產及負債</b>		
<b>Non-current assets</b>		<b>非流動資產</b>		
Investment properties	16	投資物業	805,592	1,038,780
Property, plant and equipment	17	物業、廠房及設備	2,346	5,881
Interests in an associate	20	於一間聯營公司之權益	533,268	536,859
Available-for-sale financial assets	21	可供出售金融資產	1,965	1,279
Loan receivables	22	應收貸款	117,121	152,357
			<b>1,460,292</b>	1,735,156
<b>Current assets</b>		<b>流動資產</b>		
Properties under development	23	發展中物業	1,509,488	1,561,208
Completed properties held for sale	24	持作出售之已竣工物業	267,882	199,197
Trade receivables	25	應收賬款	1,137	1,023
Prepayments, deposits and other receivables	26	預付款項、按金及其他應收款項	140,882	470,395
Tax recoverable		可退回稅項	24	46,065
Pledged time deposits for short term finance		作短期融資的有抵押定期存款	—	98,000
Cash and cash equivalents	27	現金及現金等價物	247,542	399,938
			<b>2,166,955</b>	2,775,826
Assets classified as held for sale	28	分類為持作出售之資產	266,000	1,382,365
			<b>2,432,955</b>	4,158,191

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財政狀況表

(As at 31 December 2014) (於二零一四年十二月三十一日)

		Notes 附註	2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables	應付賬款	29	(28,481)	—
Accruals and other payables	應計費用及其他應付款項	30	(820,836)	(1,466,021)
Provision for tax	稅項撥備		(328,798)	(134,189)
Borrowings	借款	31	(378,480)	(847,268)
Convertible notes	可換股票據	34	(1,721,942)	—
			(3,278,537)	(2,447,478)
Liabilities associated with assets classified as held for sale	分類為持作出售之資產的 相關負債	28	—	(829,494)
			(3,278,537)	(3,276,972)
<b>Net current (liabilities)/assets</b>	<b>流動(負債)/資產淨值</b>		<b>(845,582)</b>	881,219
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>614,710</b>	2,616,375
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債	32	(392,719)	(445,410)
Borrowings	借款	31	—	(38,340)
Convertible notes	可換股票據	34	—	(1,888,123)
			(392,719)	(2,371,873)
<b>Net assets</b>	<b>資產淨值</b>		<b>221,991</b>	244,502
<b>EQUITY</b>	<b>權益</b>			
Share capital	股本	35	12,452	12,452
Reserves	儲備	36	189,347	212,058
Equity attributable to the owners of Company	本公司擁有人應佔權益		201,799	224,510
Non-controlling interests	非控股權益		20,192	19,992
<b>Total equity</b>	<b>權益總額</b>		<b>221,991</b>	244,502

**Ng Pui Keung**  
伍沛強  
Director  
董事

**You Xiaofei**  
尤孝飛  
Director  
董事

# STATEMENT OF FINANCIAL POSITION

## 財政狀況表

(As at 31 December 2014) (於二零一四年十二月三十一日)

		Notes 附註	2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	17	1	1
Interests in subsidiaries	於附屬公司之權益	19	–	–
			1	1
<b>Current assets</b>	<b>流動資產</b>			
Amounts due from subsidiaries	應收附屬公司款項	19	1,915,773	1,897,900
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	26	439	230,884
Tax recoverable	可收回稅項		11	11
Cash and cash equivalents	現金及現金等價物	27	208	2,400
			1,916,431	2,131,195
<b>Current liabilities</b>	<b>流動負債</b>			
Accruals and other payables	應計費用及其他應付款項	30	(3,983)	(1,494)
Amounts due to subsidiaries	應付附屬公司款項	19	(81,603)	(8,578)
Convertible notes	可換股票據	34	(1,721,942)	–
			(1,807,528)	(10,072)
<b>Net current assets</b>	<b>流動資產淨值</b>		108,903	2,121,123
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		108,904	2,121,124
<b>Non-current liability</b>	<b>非流動負債</b>			
Convertible notes	可換股票據	34	–	(1,888,123)
<b>Net assets</b>	<b>資產淨值</b>		108,904	233,001
<b>EQUITY</b>	<b>權益</b>			
Share capital	股本	35	12,452	12,452
Reserves	儲備	36	96,452	220,549
<b>Total equity</b>	<b>權益總額</b>		108,904	233,001

**Ng Pui Keung**  
伍沛強  
Director  
董事

**You Xiaofei**  
尤孝飛  
Director  
董事



# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

		Notes 附註	2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Profit/(loss) before income tax	除所得稅前溢利／(虧損)			
From continuing operations	來自持續業務		<b>(295,315)</b>	(316,198)
From discontinued operations	來自已終止業務		<b>535,759</b>	6,414
			<b>240,444</b>	(309,784)
Adjustments for:	調整：			
Interest income on financial assets carried at amortised costs	按攤銷成本入賬之金融資產利息收入		<b>(902)</b>	(1,140)
Loss on disposal of investment properties	出售投資物業虧損		<b>1,006</b>	—
Fair value changes on investment properties	投資物業公平值變動		<b>(1,652)</b>	13,683
Fair value changes on derivative financial instruments	衍生金融工具公平值變動		<b>14,234</b>	84,906
Gain on bargain purchase of subsidiaries	議價收購附屬公司之收益		—	(27,544)
Gain on disposal of subsidiaries	出售附屬公司之收益		<b>(518,055)</b>	(176,400)
Management fee income from an associate	應收聯營公司管理費收入		<b>(639)</b>	—
Interest income on loan to an associate	給予聯營公司貸款之利息收入	7	<b>(8,949)</b>	(7,475)
Impairment loss of completed properties held for sale and properties under development	持作出售之已竣工物業及發展中物業減值虧損		<b>125,757</b>	171,584
Share of loss of an associate	分佔聯營公司虧損		<b>4,350</b>	19,051
Unrealised loss on financial assets at fair value through profit or loss	按公平值經損益入賬之金融資產未變現虧損	13	—	757
Finance costs	融資成本	8 & 13	<b>167,892</b>	194,114
Depreciation on property, plant and equipment	物業、廠房及設備折舊			
— Owned assets	— 自有資產	9 & 13	<b>3,534</b>	27,021
— Leased assets	— 租賃資產	13	—	20
(Gain)/loss on disposal of property, plant and equipment	出售物業、廠房及設備之(收益)/虧損		<b>(9)</b>	2
Loss on written off of property, plant and equipment	撇銷物業、廠房及設備之虧損	9 & 13	<b>1,198</b>	1,855
Amortisation of leasehold land and land use rights	攤銷租賃土地及土地使用權	13	—	13,278
Amortisation of capitalised deferred product development costs	攤銷資本化遞延產品開發成本		—	154
Provision for slow moving inventories	滯銷存貨撥備	13	—	429
Provision for impairment of trade receivables recognised	已確認應收賬款減值撥備	9	<b>286</b>	367
Gains on cancellation of convertible notes	註銷可換股票據之收益		<b>(27,341)</b>	—
Written off of payables	撇銷應付款項		<b>(2,770)</b>	—
Reversal of impairment losses of completed properties held for sale	撥回持作出售已竣工物業之減值虧損		<b>(8,016)</b>	—
Reversal of over-provision of compensation paid in previous years	撥回往年補償支出超額撥備		<b>(10,855)</b>	—

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

	Notes 附註	2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Operating cash flow before working capital changes	營運資金變動前之經營現金流量	(20,487)	4,878
Decrease in inventories	存貨減少	(24)	7,724
Increase in properties under development and completed properties held for sale	發展中物業及持作出售之已竣工物業增加	(134,706)	(164,061)
(Increase)/decrease in trade receivables	應收賬款(增加)/減少	(783)	25,642
Increase in prepayments, deposits and other receivables	預付款項、按金及其他應收款項增加	39,327	(7,896)
Increase/(decrease) in trade payables	應付賬款增加/(減少)	31,429	(128,014)
(Decrease)/increase in accruals and other payables	應計費用及其他應付款項(減少)/增加	(96,854)	507,882
Cash generated (used in)/from operations	經營業務(所用)/所得之現金	(182,098)	246,155
Land appreciation tax paid	已付土地增值稅	(7,012)	(17,824)
Income tax paid	已付所得稅	(27,455)	(115,588)
<b>Net cash generated (used in)/from operating activities</b>	<b>經營業務(所用)/所得之現金淨額</b>	<b>(216,565)</b>	<b>112,743</b>
<b>Cash flows from investing activities</b>	<b>投資業務之現金流量</b>		
Purchase of property, plant and equipment	購買物業、廠房及設備	(1,036)	(14,929)
Purchase of investment property	購買投資物業	(62,248)	(23,699)
Additions to deferred product development costs	增添遞延產品開發成本	—	(105)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	12	—
Proceeds from disposal of investment properties	出售投資物業所得款項	30,194	—
Proceeds from disposal of subsidiaries	出售附屬公司所得款項	423,780	663,676
Proceeds from acquisition of subsidiary	收購附屬公司所得款項	—	1,804
Deposits received for disposal of investment properties	出售投資物業已收按金	20,000	—
Purchase of available-for-sale financial assets	購買可供出售金融資產	(500)	—
Interest received	已收利息	902	785

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

		Notes 附註	2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
<b>Net cash generated from investing activities</b>	<b>投資業務所得之現金淨額</b>		<b>411,104</b>	627,532
<b>Cash flows from financing activities</b>	<b>融資業務之現金流量</b>			
Repayment of bank loans	償還銀行貸款		(395,722)	(343,063)
Repayment of other unsecured loan	償還其他無抵押貸款		(37,458)	(190,300)
Decrease in restricted cash	受限制現金減少		98,000	124,934
Finance costs	融資成本		(36,746)	(52,506)
Proceeds from non-controlling interest	非控股權益所得款項		200	—
Repayment of obligations under finance lease	償還融資租賃債務		—	(23)
<b>Net cash (used in) financing activities</b>	<b>融資業務(所用)之現金淨額</b>		<b>(371,726)</b>	(460,958)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額		<b>(177,187)</b>	279,317
Cash and cash equivalents at 1 January	於一月一日之現金及現金等價物		<b>423,813</b>	150,610
Effect of foreign exchange rate changes	匯率變動之影響		<b>916</b>	(6,114)
Cash and cash equivalents at 31 December	於十二月三十一日之現金及現金等價物		<b>247,542</b>	423,813
<b>Analysis of cash and cash equivalents</b>	<b>現金及現金等價物分析</b>			
Bank balances and cash	銀行結餘及現金	27	<b>247,542</b>	399,938
Bank balances and cash included in assets classified as held for sale	計入分類為持作出售之資產的銀行結餘及現金	28	—	23,875
			<b>247,542</b>	423,813

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

		Attributable to owners of the Company 本公司擁有人應佔權益											
		Share capital	Share premium*	Currency translation reserve*	Capital reserve*	Contributed surplus*	Capital redemption reserve*	Fair value reserve for available-for-sale financial assets*	Convertible notes reserve*	Accumulated loss*	Total	Non-controlling interests	Total equity
		股本	股份溢價*	貨幣兌換儲備*	資本儲備*	繳入盈餘*	資本贖回儲備*	可供出售金融資產公平值儲備*	可換股票據儲備*	累計虧損*	合計	非控股權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2014	於二零一四年一月一日	12,452	610,850	(22,658)	861	301,799	82	(974)	463,828	(1,141,730)	224,510	19,992	244,502
<b>Changes in equity for 2014:</b>	<b>二零一四年權益變動：</b>												
Profit for the year	年度溢利	-	-	-	-	-	-	-	-	17,728	17,728	-	17,728
Other comprehensive loss for the year:	年度其他全面虧損：												
Unrealised gain on available-for-sale financial assets	可供出售金融資產未變現收益	-	-	-	-	-	-	186	-	-	186	-	186
Exchange loss on translation of financial statement of foreign operations	換算海外業務之財務報表之匯兌虧損	-	-	(13,116)	-	-	-	-	-	-	(13,116)	-	(13,116)
Total comprehensive income for the year	年度全面收入總額	-	-	(13,116)	-	-	-	186	-	17,728	4,798	-	4,798
Contribution from non-controlling interests	非控股權益貢獻	-	-	-	-	-	-	-	-	-	-	200	200
Cancellation of convertible notes	註銷可換股票據	-	-	-	-	-	-	-	(68,646)	41,137	(27,509)	-	(27,509)
<b>As at 31 December 2014</b>	<b>於二零一四年十二月三十一日</b>	<b>12,452</b>	<b>610,850</b>	<b>(35,774)</b>	<b>861</b>	<b>301,799</b>	<b>82</b>	<b>(788)</b>	<b>395,182</b>	<b>(1,082,865)</b>	<b>201,799</b>	<b>20,192</b>	<b>221,991</b>

\* These reserve accounts comprise the consolidated reserves of approximately RMB189,347,000 (2013: approximately RMB212,058,000) in the consolidated statement of financial position.

\* 該等儲備賬包括綜合財政狀況表中綜合儲備約人民幣189,347,000元(二零一三年：約人民幣212,058,000元)。



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

		Attributable to owners of the Company 本公司擁有人應佔權益												
		Share capital	Share premium	Currency translation reserve	Capital reserve	Contributed surplus	Capital redemption reserve	Property revaluation reserve	Fair value reserve for available-for-sale financial assets	Convertible notes reserve	Accumulated loss	Total	Non-controlling interests	Total equity
		股本	股份溢價	貨幣兌換儲備	資本儲備	繳入盈餘	資本贖回儲備	物業重估儲備	可供出售金融資產公平值儲備	可換股票據儲備	累計虧損	合計	非控股權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2013	於二零一三年一月一日	12,452	610,850	(99,259)	861	301,799	82	20,591	(656)	463,828	(924,322)	386,226	311,489	697,715
<b>Changes in equity for 2013:</b>	<b>二零一三年權益變動：</b>													
Loss for the year	年度虧損	-	-	-	-	-	-	-	-	-	(237,999)	(237,999)	(19,669)	(257,668)
Other comprehensive income for the year:	年度其他全面收入：													
Unrealised loss on available-for-sale financial assets	可供出售金融資產未變現虧損	-	-	-	-	-	-	-	(318)	-	-	(318)	-	(318)
Exchange gain on translation of financial statement of foreign operations	換算海外業務之財務報表之匯兌收益	-	-	36,676	-	-	-	-	-	-	-	36,676	-	36,676
Release of translation reserve upon disposal of subsidiaries	出售附屬公司時撥回之兌換儲備	-	-	39,925	-	-	-	-	-	-	-	39,925	-	39,925
Total comprehensive loss for the year	年度全面虧損總額	-	-	76,601	-	-	-	-	(318)	-	(237,999)	(161,716)	(19,669)	(181,385)
Release upon disposal of subsidiaries	出售附屬公司時撥回	-	-	-	-	-	-	(20,591)	-	-	20,591	-	-	-
Release of non-controlling interests upon disposal of subsidiaries	出售附屬公司時撥回之非控股權益	-	-	-	-	-	-	-	-	-	-	-	(271,828)	(271,828)
As at 31 December 2013	於二零一三年十二月三十一日	12,452	610,850	(22,658)	861	301,799	82	-	(974)	463,828	(1,141,730)	224,510	19,992	244,502

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 1. GENERAL INFORMATION

Talent Property Group Limited (the “Company”) is a limited liability company incorporated in Bermuda and domiciled in Hong Kong. The addresses of its registered office and principal place of business of the Company are disclosed in the corporate information section to the annual report. The Company’s shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Company is an investment holding company. The principal activities of the principal subsidiaries are including (i) real estate development, (ii) property investment and (iii) property management.

The Group was also engaged in the manufacture and sale of electronic products, trading of listed equity investments and commodities and provision of loan financing until 31 May 2013 when the Group disposed of and discontinued such businesses.

Whereas, the Group had entered into an agreement on 16 May 2013 for the disposal of its hotel operation segment and the disposal was completed on 22 December 2014. Before the completion of the disposal, the Group was engaged in the hotel operation.

The consolidated financial statements for the year ended 31 December 2014 were approved for issue by the board of directors on 30 March 2015.

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### 2.1 Basis of preparation

The consolidated financial statements on pages 37 to 176 have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

### 1. 一般資料

新天地產集團有限公司(「本公司」)為於百慕達註冊成立之有限公司，以香港為業務所在地。本公司之註冊辦事處及主要營業地點在年報中公司資料一節披露。本公司之股份於香港聯合交易所有限公司(「聯交所」)上市。

本公司為投資控股公司。主要附屬公司之主要業務包括(i)房地產開發、(ii)物業投資及(iii)物業管理。

本集團亦從事電子產品製造及銷售、上市股本投資及商品交易和提供貸款融資，直至於二零一三年五月三十一日本集團出售並終止該等業務止。

然而，本集團為出售酒店業務分部而於二零一三年五月十六日訂立協議。於二零一四年十二月二十二日，是項出售已完成，而在是項出售完成前，本集團仍參與酒店業務。

截至二零一四年十二月三十一日止年度之綜合財務報表已於二零一五年三月三十日獲董事會批准刊發。

### 2. 主要會計政策概要

#### 2.1 編製基準

第37至176頁之綜合財務報表已按照香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)(包括所有適用之個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計準則及香港公司條例披露規定編製。該等綜合財務報表亦遵守香港聯合交易所有限公司證券上市規則的相關披露規定。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

The significant accounting policies that have been used in the preparation of these consolidated financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of new or amended HKFRSs and the impacts on the Group's consolidated financial statements, if any, are disclosed in note 3.

The consolidated financial statements have been prepared under the historical cost basis except for investment properties, financial instruments classified as available-for-sale or at fair value through profit or loss and derivative component included in convertible notes which are stated as fair value as explained in the accounting policies set out below. The measurement bases are fully described in the accounting policies below.

Non-current assets and disposal groups held for sale are stated at the lower of carrying amount and fair value less costs to sell (see note 2.26).

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

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

The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in note 4.

## 2. 主要會計政策概要(續)

### 2.1 編製基準(續)

用以編製綜合財務報表之主要會計政策已摘錄如下。除非另有說明，該等政策已貫徹應用於所有呈報年度。採納新訂或經修訂香港財務報告準則及對本集團之綜合財務報表之影響(如有)於附註3披露。

除了投資物業、分類為可供出售及按公平值經損益入賬之金融工具以及計入可換股票據之衍生工具部分乃按下文會計政策所述以公平值列賬外，本綜合財務報表已按歷史成本基準編製。計量基準全面載述於下列會計政策。

持作出售之非流動資產及出售組別按賬面值與公平值減出售成本之較低者入賬(見附註2.26)。

編製符合香港財務報告準則的財務報表時需要管理層對於報告期末應用之會計政策及所呈報之資產、負債、收入及開支，以及披露或然負債作出判斷、估計及假設。該等估計及相關假設乃基於以往經驗及相信於有關情況下屬合理的多個其他因素作出，而有關結果乃作為該等不可基於其他資料來源而顯易得出的資產及負債之賬面值的判斷基準。實際結果可能會與該等估計不同。

該等估計及相關假設會持續檢討。對會計估計進行修訂時，若修訂會計估計僅影響修訂估計的期間，則修訂會計估計會在該段期間確認；若修訂影響當期以及未來期間，則在修訂期間以及未來期間確認。

涉及較高程度或較複雜之範圍或對綜合財務報表屬重大之假設及估計範圍已於附註4披露。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Going Concern Basis

As at 31 December 2014, the Group had net assets of approximately RMB221,991,000. With the classification of the convertible notes of the Company, with face value of HK\$2,331,270,000 (equivalent to carrying amount of approximately RMB1,721,942,000) and maturity date on 10 December 2015, as current liability, the consolidated statement of financial position of the Group shown a net current liabilities of approximately RMB845,582,000. Such condition indicates the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. The Group may be unable to realise its assets at its carrying amounts in the normal course of business and discharge its liabilities.

The Group had discussed with a major holder of the convertible notes. The convertible note holder stated that he would consider arrangements including using part of the properties of the Group to set off all or portion of the convertible notes, and/or exercising all or portion of the conversion rights of the convertible notes, and/or accepting extension of the maturity date of all or portion of the convertible notes and/or any other feasible and permissible way to resolve this outstanding issue instead of demanding cash repayment. The directors consider agreement with this convertible note holder can likely be reached. In addition, the directors will consider possible equity and/or debt fund raising exercise as and when appropriate to improve the Group's cash flow position.

The consolidated financial statements have been prepared on a going concern basis, the validity of which is dependent on the Group's ability to generate sufficient cash flow and carrying out of any arrangements acceptable by the convertible notes holders and the Group on or before its maturity date. The directors are therefore of the opinion that it is appropriate to prepare the consolidated financial statements on a going concern basis. Should the Group be unable to continue as a going concern, adjustments would have to be made to the consolidated financial statements to adjust the value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities, respectively.

## 2. 主要會計政策概要(續)

### 2.2 持續經營基準

於二零一四年十二月三十一日，本集團有資產淨值約人民幣221,991,000元。由於本公司將面值2,331,270,000港元（賬面值約相當於人民幣1,721,942,000元）而二零一五年十二月十日到期的可換股票據歸類為流動負債，因此本集團的綜合財政狀況表有淨流動負債約人民幣845,582,000元。上述狀況表示存在重大不確定因素，可能使本集團能否繼續經營有重大疑問。本集團未必可以在日常業務過程中將資產按賬面值變現及解除負債。

本集團曾與可換股票據主要持有人磋商。該可換股票據持有人表示會考慮若干安排，包括運用本集團部分物業抵銷全部或部分可換股票據，及／或行使全部或部分可換股票據的換股權，及／或接受延長全部或部分可換股票據的屆滿日期及／或其他可行及許可的方法，以解決上述問題而不會要求現金還款。董事認為很可能與該可換股票據持有人達成協議。此外，董事將於適當時候考慮可能的權益及／或債務基金集資活動，改善本集團的現金流狀況。

綜合財務報表以持續經營基準編製，是否成立取決於本集團能否在可換股票據到期前獲得足夠現金流，及能否作出可換股票據持有人與本集團均接納的安排。因此，董事認為應當按持續經營基準編製綜合財務報表。倘若本集團不能繼續經營，則須對綜合財務報表作出調整，將本集團的資產調整至可收回金額，就可能出現的其他負債作出撥備，並且將非流動資產及負債分別重新歸類為流動資產及負債。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.3 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries (see note 2.4 below) made up to 31 December.

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

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

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the company. Non-controlling interests in the results of the group are presented on the face of the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with note 2.20 depending on the nature of the liability.

## 2. 主要會計政策概要(續)

### 2.3 綜合基準

綜合財務報表包括本公司及其附屬公司(見下文附註2.4)截至十二月三十一日止之財務報表。

於附屬公司的投資由控制開始當日至控制終止當日綜合計入綜合財務報表。集團內公司間的結餘、交易及現金流量與任何因集團內公司間交易而產生的未變現溢利均在編製綜合財務報表時全數對銷。集團內公司間交易所產生的未變現虧損以處理未變現收益的同樣方式對銷，惟僅會在無減值跡象的情況下進行。

非控股權益指公司直接或間接應佔的附屬公司權益以及集團未因該等權益持有人協定額外條款而導致集團整體須就該等符合金融負債之權益承擔合約責任。對於各項業務合併，集團可選擇以公平值或非控股權益所佔附屬公司可識別資產淨值之比例計量任何非控股權益。

非控股權益於綜合財政狀況表之權益內與公司權益股本應佔權益分開呈列。於集團業績之非控股權益於綜合損益及其他全面收入報表呈列為非控股權益與公司權益股東之間年度損益總額及全面收益總額之間的分配。來自非控股權益持有人之貸款及該等持有人之其他合約責任根據附註2.20視乎責任的性質於綜合財政狀況表呈列為金融負債。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.3 Basis of consolidation (Continued)

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

When the Group loses control of a subsidiary, it (i) derecognises the assets (including any goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost, (ii) derecognises the carrying amount of any non-controlling interests in the former subsidiary at the date when control is lost (including any components of other comprehensive income attributable to them), and (iii) recognises the aggregate of the fair value of the consideration received and the fair value of any retained interest, with any resulting difference being recognised as a gain or loss in profit or loss attributable to the Group. When assets of the subsidiary are carried at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Group had directly disposed of the related assets (i.e. reclassified to profit or loss or transferred directly to retained earnings as specified by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 "Financial instruments: Recognition and measurement" or, when applicable, the cost on initial recognition of an investment in an associate or a jointly controlled entity.

### 2. 主要會計政策概要(續)

#### 2.3 綜合基準(續)

未導致集團於附屬公司失去控制權之權益變動入賬列為股本交易，但須於綜合權益內調整控股及非控股權益之數額以反映相關權益之變動，惟毋須調整商譽且無確認任何損益。

本集團失去對一間附屬公司之控制權時，會(i)在失去控制權之日終止確認附屬公司資產(包括任何商譽)與負債之賬面值；(ii)在失去控制權之日終止確認前附屬公司任何非控股權益(包括彼等應佔之其他全面收入)之賬面值；及(iii)確認所收代價之公平值與任何保留權益之公平值總和，任何因此產生之差額則於損益確認為本集團應佔盈餘或虧損。倘附屬公司資產按重估金額或公平值列賬，而相關累計損益已於其他全面收入確認及於權益累計，則原先於其他全面收入確認及於權益累計之金額按猶如本集團已直接出售相關資產入賬(即根據適用之香港財務報告準則重新分類至損益或直接轉至保留盈利)。前附屬公司之任何保留投資於失去控制權當日之公平值，根據香港會計準則第39號「金融工具：確認及計量」視作初步確認時之公平值，以供隨後會計處理，或(如適用)於初步確認聯營公司或共同控制實體投資時視作成本。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.4 Subsidiaries

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

In consolidated financial statements, acquisition of subsidiaries (other than those under common control) is accounted for by applying the acquisition method. This involves the estimation of fair value of all identifiable assets and liabilities, including contingent liabilities of the subsidiary, at the acquisition date, regardless of whether or not they were recorded in the financial statements of the subsidiary prior to acquisition. On initial recognition, the assets and liabilities of the subsidiary are included in the consolidated statement of financial position at their fair values, which are also used as the bases for subsequent measurement in accordance with the Group's accounting policies.

In the Company's statement of financial position, subsidiaries are carried at cost less any impairment loss unless the subsidiary is held for sale or included in a disposal group. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the reporting date. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.

### 2.5 Associates

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

An investment in an associate is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale or included in a disposal group. Under the equity method, the investment is initially recorded at cost and adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment.

## 2. 主要會計政策概要(續)

### 2.4 附屬公司

附屬公司為本集團控制之實體。本集團享有或有權獲得參與實體活動所產生的各項收益並可通過行使對該實體之權利影響其收益，即對該實體擁有控制權。於評估本集團是否控制另一實體時，僅會考慮本集團及其他方所持實際權利。

在綜合財務報表內，附屬公司之收購（除受共同控制之附屬公司外）乃採取收購法入賬。此情況涉及估計該附屬公司所有可識別資產及負債（包括或然負債，而不論該等資產及負債於收購前是否記錄於該附屬公司之財務報表）於收購日期之公平值。於初步確認時，該附屬公司之資產及負債會按公平值計入綜合財政狀況表，並按本集團之會計政策用作其後計量之基準。

於本公司之財政狀況表中，除非附屬公司乃持作出售或計入出售組別，否則附屬公司按成本值減任何減值虧損列賬。附屬公司之業績由本公司按於報告日已收及應收股息之基準列賬。所有股息（不論從被投資公司收購前或收購後溢利收取）均於本公司之損益中確認。

### 2.5 聯營公司

聯營公司為本集團可對其管理（包括參與財務及經營決策）發揮重大影響力但並無控制或共同控制權之實體。

於聯營公司之投資除非分類為持作出售或計入出售組別，否則須採用權益法列入綜合財務報表。根據權益法，投資初步按成本入賬，並就本集團所佔收購日期被投資公司可識別淨資產公平值與投資成本之差額（如有）作出調整，其後就本集團所佔被投資公司收購後之淨資產變動及任何涉及投資之減值虧損作出調整。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.5 Associates (Continued)

The Group's share of the post-acquisition post-tax results of the investees and any impairment losses for the year are recognised in profit or loss in the consolidated statement of profit or loss and other comprehensive income, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the class of other comprehensive income in the consolidated statement of profit or loss and other comprehensive income.

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

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

For investments in associates recognised using the equity method, the impairment loss is measured by comparing the recoverable amount of the investment as a whole with its carrying amount and recognised in profit or loss. A reversal of impairment losses is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

## 2. 主要會計政策概要(續)

### 2.5 聯營公司(續)

年內本集團分佔被投資公司於收購後之除稅後業績及任何減值虧損於綜合損益及其他全面收入報表內之損益中確認，而本集團分佔被投資公司之收購後除稅後的其他全面收入項目則在綜合損益及其他全面收入報表中其他全面收入分類中確認。

當本集團分佔聯營公司之虧損超出其於該聯營公司之權益時，本集團之權益減至零，且不再確認虧損，惟倘本集團已承擔法定或推定責任或代被投資公司付款則作別論。就此而言，本集團之權益為根據權益法所持投資連同實質上屬本集團於該聯營公司所持淨投資之長期權益之賬面值。

除未變現虧損證明所轉讓的資產出現減值(在該情況下即時於損益確認)外，因本集團與其聯營公司進行交易而產生之未變現盈虧均予對銷，以本集團於被投資公司所持權益為限。

就採用權益法確認之聯營公司投資而言，計量減值虧損之方法為將投資之整體可收回金額與其賬面值作比較，並於損益中確認。減值虧損之撥回金額以未於過往年度確認減值虧損所釐定之資產賬面值為限。撥回之減值虧損於確認撥回之年度計入損益。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.6 Business combination

The acquisition of businesses is accounted for using the acquisition method. The cost of the acquisition is measured at the aggregate of fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under HKFRS 3 "Business combinations" are recognised at their fair values at the acquisition date.

Goodwill arising on acquisition is recognised as an asset and initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities. If, after reassessment, the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognised immediately in the profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value.

## 2. 主要會計政策概要(續)

### 2.6 業務合併

收購業務乃採用收購法入賬。收購成本乃按本集團於交換日期就交換被收購方控制權所給予資產、所招致或所承擔負債及所發行權益工具之合計公平值計量。收購相關成本一般按所產生者於損益確認。被收購方之可識別資產、負債及或然負債在符合香港財務報告準則第3號「業務合併」確認條件之情況下按其於收購日期之公平值確認。

因收購而產生之商譽確認為資產，即業務合併之成本超出本集團於被收購方之可識別資產、負債及或然負債公平淨值權益部分，初步按成本計量。倘於重新計量後本集團於被收購方可識別資產、負債及或然負債之公平淨值權益超出業務合併之成本，超額部分即時在損益確認為議價購買收益。

屬於現時擁有權權益並賦予其持有人於清盤時按比例分佔被收購方資產淨值之非控股權益可以公平值或以非控股權益按比例分佔被收購方可識別資產淨值之已確認金額初步計量，並根據個別交易選擇計量基準。其他類型之非控股權益乃按其公平值計量。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.7 Foreign currency translation

The consolidated financial statements are presented in thousands of units of Renminbi (RMB'000), which is different from the functional currency of the Company, Hong Kong Dollars (HK\$). As the Renminbi ("RMB") denominated transactions and balance became a more significant component to the consolidated financial statements, the management considers that it is more appropriate to use RMB as the presentation currency for the Group's.

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the end of the reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the reporting date retranslation of monetary assets and liabilities are recognised in the profit or loss.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined and are reported as part of the fair value gain or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into Renminbi. Assets and liabilities have been translated into Renminbi at the closing rates at the reporting date. Income and expenses have been converted into Renminbi at the exchange rates ruling at the transaction dates, or at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been recognised in other comprehensive income and accumulated separately in the currency translation reserve in equity.

## 2. 主要會計政策概要(續)

### 2.7 外幣換算

綜合財務報表以人民幣千元呈列，人民幣有別於本公司之功能貨幣港元。由於人民幣計值交易及結餘成為綜合財務報表的更重要部分，管理層認為使用人民幣作為本集團呈列貨幣更加合適。

於綜合實體之獨立財務報表內，外幣交易按交易當日之匯率換算為個別實體之功能貨幣。於報告日期末，外幣計值之貨幣資產及負債均按該日的適用外幣匯率換算。因結算該等交易及因報告日換算貨幣資產及負債所產生之匯兌收益及虧損，均於損益中確認。

按公平值入賬並以外幣計值之非貨幣項目按釐定公平值當日之適用匯率換算，並作為部分公平值收益或虧損呈報。以外幣為單位按歷史成本計值之非貨幣項目概不重新換算。

於綜合財務報表內，原本以本集團之呈列貨幣以外之貨幣呈列之海外業務所有獨立財務報表已轉換為人民幣。資產及負債已按報告日之收市匯率換算為人民幣。倘若匯率無重大波動，收入及開支已按交易日之匯率或報告期之平均匯率換算為人民幣。從此程序產生之任何差額已於其他全面收入中確認並於權益內之貨幣兌換儲備分別累計。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.7 Foreign currency translation (Continued)

When a foreign operation is sold, such cumulative amount of the exchange differences are reclassified from equity to profit or loss as part of the gain or loss on sale.

### 2.8 Revenue recognition

Revenue comprises the fair value for the sale of goods and the use by others of the Group's assets yielding interest and dividends, net of rebates and discounts. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised as follows:

Sales of goods are recognised upon transfer of the significant risks and rewards of ownership to the customer. This is usually taken as the time when the goods are delivered and the customer has accepted the goods.

Revenue from sales of properties is recognised when the risks and rewards of properties are transferred to the purchasers, which is when the construction of relevant properties has been completed and the properties are ready for delivery to the purchasers pursuant to the sale agreement and collectability of related receivables is reasonably assured. To the extent that the Group has to perform further work on the properties already delivered to the purchasers, the relevant expenses shall be recognised simultaneously. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the consolidated statement of financial position under current liabilities as forward sales deposit and instalments received.

Interest income is recognised on a time-proportion basis using the effective interest method.

Rental income of property leasing under operating leases is recognised on a straight-line basis over the lease terms.

Hotel revenue from room rentals, food and beverage sales and other ancillary services is recognised when the services are rendered.

## 2. 主要會計政策概要(續)

### 2.7 外幣換算(續)

於出售海外業務時，此匯兌差額從權益重新分類至損益並作為出售之部分盈虧。

### 2.8 收入確認

收益包括出售貨物及其他人士使用本集團資產所產生之利息及股息的公平值，減去回扣和折扣。在有關經濟利益流向本集團及有關收益及成本(如適用)能可靠計量之情況下，收益將確認如下：

貨品之銷售額於擁有權之重大風險及回報轉移至客戶時確認，一般視為貨品已交付及客戶已接納貨品之時。

銷售物業所得收益於物業之風險及回報轉移至買方時確認，即當有關物業之建築工程已完成，而物業可隨時根據銷售協議交付買方，且能合理確定可收到有關應收款項時。倘本集團須在物業已交付買方後對有關物業進行工程，有關支銷須同時確認。於確認收益日期之前就已售物業收訖之訂金及分期付款項均列入綜合財政狀況表之流動負債，作為已收銷售訂金及分期付款項處理。

利息收入按時間比例基準使用實際利率法確認。

經營租約所涉租賃物業之租金收入於租期內按直線基準確認。

來自房租、餐飲銷售及其他配套服務之酒店收益於提供服務時確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.9 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Depreciation on other assets, is provided to write off the cost or revalued amounts less their residual values over their estimated useful lives, using the straight-line method, at the following rates per annum:

Buildings  
Leasehold improvements  
Plant and machinery  
Furniture, fixtures and office equipments

Motor vehicles

The asset's residual values, depreciation methods and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

The gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other costs, such as repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

### 2. 主要會計政策概要(續)

#### 2.9 物業、廠房及設備

物業、廠房及設備按成本減累計折舊及減值虧損列賬。

其他資產之折舊乃按下列年率就其估計可使用年期以直線法撇銷成本值或重估金額減彼等之剩餘價值計算：

樓宇	2-3.03%
租賃裝修	5-50%
廠房及機器	10-20%
傢俬、裝置及辦公室設備	10-33.33%
汽車	20%

該等資產之剩餘價值、折舊方法及可使用年期於各報告日審核及調整(如適用)。

報廢或出售產生之收益或虧損，按銷售所得款項與資產賬面值之差額釐定，並於損益中確認。

其後成本僅於與該項目相關之日後經濟利益有可能流入本集團，且該項目之成本能可靠計算時，計入資產之賬面值或確認為獨立資產(如適用)。所有其他開銷、包括維修及保養均於產生之財政期間自損益中扣除。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.10 Leasehold land and land use rights

Upfront payments made to acquire land held under an operating lease are stated at costs less accumulated amortisation and any accumulated impairment losses. The determination if an arrangement is or contains a lease and the lease is an operating lease is detailed in note 2.13. Amortisation is calculated on a straight line basis over the term of the lease/right of use except where an alternative basis is more representative of the time pattern of benefits to be derived by the Group from use of the land.

### 2.11 Impairment of non-financial assets

Property, plant and equipment, leasehold land and land use rights, deferred product development costs and interests in associate and subsidiaries are subject to impairment testing.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount unless the relevant asset is carried at a revalued amount under the Group's accounting policy, in which case the impairment loss is treated as a revaluation decrease according to that policy. Recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

## 2. 主要會計政策概要(續)

### 2.10 租賃土地及土地使用權

就收購根據以經營租約持有之土地所作預付款項乃以成本減累計攤銷及任何累計減值虧損列值。一項安排是否屬於租賃或是否包含租賃以及該租賃是否屬於經營租賃之釐定方式，乃於附註2.13詳述。攤銷乃於租期／使用權有效期內以直線法計算，惟倘若有另一種基準更能反映本集團透過利用有關土地可產生收益之時間模式則除外。

### 2.11 非金融資產減值

物業、廠房及設備、租賃土地及土地使用權、遞延產品開發成本以及於聯營公司及附屬公司之權益均須進行減值測試。

減值虧損按資產之賬面值超出其可收回金額之差額立即確認為虧損，除非有關資產乃根據本集團之會計政策按重估金額列賬，則減值虧損根據該政策視為重估減值處理。可收回金額為反映市況之公平值減銷售成本與使用價值兩者之較高者。評估使用價值時，估計未來現金流量乃採用反映現時市場對貨幣價值及資產特定風險之除稅前貼現率貼現至其現時價值。

就評估減值而言，倘資產未能產生大致上獨立於其他資產之現金流入，則可收回金額按能單獨產生現金流入之最小資產類別（即現金產生單位）釐定。因此，部分資產個別進行減值測試而部分資產則以現金產生單位之水平進行測試。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.11 Impairment of non-financial assets

(Continued)

As assessment is made at the end of each reporting periods as to whether there is any indication that previously recognised impairment loss may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset. A reversal of impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

### 2.12 Investment properties

Property that is held for long-term rental yields and/or for capital appreciation, and that is not occupied by the Group, is classified as investment property. Property that is currently being constructed or developed for future use as investment property is classified as investment property.

Investment property comprises land held under operating leases. Land held under operating leases are classified and accounted for as investment property when the rest of the definition of investment property is met (see note 2.13).

Investment property is measured initially at its cost, including related transaction costs.

Subsequent to initial recognition, investment property is measured at fair value. Where fair value of investment property under construction is not reliably measurable, the property is measured at cost until the earlier of the date construction is completed or the date at which fair value becomes reliably measurable.

## 2. 主要會計政策概要(續)

### 2.11 非金融資產減值(續)

於各報告期末評估有否任何跡象顯示過往已確認之減值虧損不再存在或可能減少。若出現有關跡象，則估計可收回數額。只有當用以釐定資產可收回數額之估計方法有變時，方會撥回先前已確認之資產(商譽除外)減值虧損。減值虧損撥回以過往年度並無確認任何減值虧損的情況中所釐定的資產賬面值為限。減值虧損之撥回於確認撥回之年度計入損益，除非有關資產按重估值列賬，在此情況下，減值虧損撥回根據該重估資產之相關會計政策列賬。

### 2.12 投資物業

長期持有以賺取租金回報及／或資本增值且並非由本集團佔用之物業分類為投資物業。現正興建或發展以供日後用作投資物之物業亦分類為投資物業。

投資物業包括根據經營租約持有之土地。倘符合投資物業之定義，根據經營租約持有之土地分類及入賬列為投資物業(見附註2.13)。

投資物業初始按成本(包括相關交易成本)計量。

首次確認後，投資物業按公平值計量。倘無法可靠計量興建中投資物業之公平值，則物業按成本計量，直至興建工程完成之日或能夠可靠計量公平值之日(以較早為準)為止。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.12 Investment properties (Continued)

Subsequent expenditure is charged to the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to profit or loss during the financial period in which they are incurred.

Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss.

If an item of inventories becomes an investment property because its use has been changed, any difference resulting between the carrying amount and the fair value of this item at the date of transfer is recognised in profit or loss.

### 2.13 Leases

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

## 2. 主要會計政策概要(續)

### 2.12 投資物業(續)

往後支出僅於有關項目涉及之未來經濟利益很有可能流入本集團，而項目之成本能可靠計量時方自資產之賬面值扣除。所有其他維修保養成本均於產生之財政期間自損益扣除。

任何因公平值變動或因報廢或出售投資物業導致之收益或虧損於損益中確認。

倘某項存貨因改變用途而成為投資物業，該項目之賬面值與其於改變用途當日之公平值兩者間之差額於損益確認。

### 2.13 租賃

倘本集團確定一項安排涉及在約定期限內使用特定資產的權利，以換取一筆或一連串付款，則該安排（涉及一項交易或連串交易）即為或包括一項租賃。上述判斷乃基於安排內容細節之評估而作出，並不論該安排的法律形式是否為租賃。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.13 Leases (Continued)

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

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

- property held under operating leases that would otherwise meet the definition of an investment property is classified as an investment property on a property-by-property basis and, if classified as investment property, is accounted for as if held under a finance lease; and
- land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is clearly held under an operating lease. For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

#### (ii) Operating lease charges as the lessee

Where the Group has the right to use of assets held under operating leases, payments made under the leases are charged to profit or loss on a straight-line basis over the lease terms except where an alternative basis is more representative of the time pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rental are charged to profit or loss in the accounting period in which they are incurred.

## 2. 主要會計政策概要(續)

### 2.13 租賃(續)

#### (i) 本集團租賃資產分類

本集團根據租賃持有而擁有權的絕大部分風險及回報轉讓予本集團的資產列為融資租賃持有。未有將擁有權的絕大部分風險及回報轉讓至本集團的租賃均列為經營租賃，惟下列情況除外：

- 根據經營租賃持有而符合投資物業定義之物業視乎個別物業分類為投資物業，而倘獲分類為投資物業，則在入賬時視作根據融資租賃持有；及
- 根據經營租賃持作自用而其公平值無法與其上所建樓宇於租賃生效時之公平值分開計量之土地，以根據融資租賃持有之形式入賬，除非該樓宇明顯是根據經營租約持有則另當別論。就此而言，租約生效指本集團初次訂立租約或自前承租人承讓租約之時間。

#### (ii) 作為承租人之經營租賃開支

如本集團有權以經營租賃獲得資產之使用權，有關租賃之支出於租賃期間按直線法於損益確認為開支，除非其他基準可更貼切反映租賃資產所產生收益的時間模式。所獲得之租賃優惠在損益中確認為租賃淨付款總額之組成部分。或然租金在產生之會計期間內在損益中扣除。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.13 Leases (Continued)

#### (iii) Operating lease charges as the lessor

Assets leased out under operating leases are included in investment properties in the consolidated statement of financial position. Rental receivable under the operating leases are credited to profit or loss on the straight-line basis over the lease terms.

### 2.14 Inventories

#### (i) Properties under development for sale

Properties under development for sale are stated at the lower of cost and net realisable value. Net realisable value takes into account the price ultimately expected to be realised, less applicable variable selling expenses and anticipated cost to completion.

Cost comprises both the prepaid lease payments for the land and development cost of the property. Development cost of properties comprises construction costs, capitalised borrowing costs and other direct development cost according to the Group's accounting policy and directly attributable cost incurred during the development period. On completion, the properties under development are transferred to completed properties held for sale. Properties under development are classified as current assets unless those will not be realised in one normal operating cycle.

#### (ii) Completed properties held for sale

Completed properties remaining unsold at the end of each reporting period are stated at the lower of cost and net realisable value.

Cost comprises development costs attributable to the unsold properties.

Net realisable value is determined by reference to the estimated selling price in the ordinary course of business, less applicable estimated selling expenses to make the sale.

## 2. 主要會計政策概要(續)

### 2.13 租賃(續)

(iii) 作為出租人之經營租賃開支  
根據經營租賃出租之資產於綜合財政狀況表中列作投資物業。經營租賃之應收租金於租賃期內按直線法計入損益。

### 2.14 存貨

#### (i) 持作出售之發展中物業

持作出售之發展中物業按成本與可變現淨值兩者中之較低者列賬。可變現淨值計及最終預計可變現之價格，減適用之浮動銷售開支及預計竣工所需成本。

成本包括土地之預付租賃款項及物業之發展成本。物業之發展成本包括符合本集團會計政策之建築成本、資本化借貸成本及其他直接發展成本及發展期內產生之直接應計成本。於竣工時，發展中物業轉撥至持作出售之已竣工物業。發展中物業分類為流動資產，惟不會於正常經營週期內變現者則不在此限。

#### (ii) 持作出售之已竣工物業

於各報告期末仍未售出之已竣工物業按成本與可變現淨值兩者中之較低者列賬。

成本包括待售物業之應佔發展成本。

可變現淨值參考日常業務中之估計售價減出售所需之估計銷售開支釐定。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.15 Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand, demand deposits with banks and short-term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

### 2.16 Financial assets

The Group's accounting policies for financial assets other than interests in subsidiaries and associate are set out below. Financial assets are classified into the following categories:

- financial assets at fair value through profit or loss
- loans and receivables
- available-for-sale financial assets

Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. Regular way purchases of financial assets are recognised on trade date. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred.

## 2. 主要會計政策概要(續)

### 2.15 現金及現金等價物

現金及現金等價物包括存放於銀行及手頭現金、存放於銀行之活期存款以及原定到期日為三個月或以下、隨時可轉換為已知金額現金及價值變動風險不大且於購入時三個月內到期之高度流通短期投資。

### 2.16 金融資產

本集團就金融資產(於附屬公司及聯營公司之權益除外)採納之會計政策載列如下。金融資產分類為以下類別：

- 按公平值經損益入賬之金融資產
- 貸款及應收款項
- 可供出售金融資產

管理層於首次確認時，視乎購入金融資產之目的，以釐定其金融資產之分類，並在允許及合適情況下，於每個報告日重新評估該指定。

所有金融資產於且僅於本集團成為工具合約條款訂約方時確認。以常規方式購入金融資產乃於交易日確認。金融資產首次確認時按公平值計量，而非按公平值經損益入賬之金融資產，則按公平值加直接應佔之交易成本計量。

倘收取投資所產生的現金流量之權利失效或被轉讓，且擁有權之絕大部分風險及回報已經轉移，須取消確認金融資產。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.16 Financial assets (Continued)

At each reporting date, financial assets are reviewed to assess whether there is objective evidence of impairment. If any such evidence exists, impairment loss is determined and recognised based on the classification of the financial asset.

#### (i) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction cost.

#### (ii) Available-for-sale financial assets

Non-derivative financial assets that do not qualify for inclusion in any of the other categories of financial assets are classified as available-for-sale financial assets.

All financial assets within this category are subsequently measured at fair value. Gain or loss arising from a change in the fair value excluding any dividend and interest income is recognised in other comprehensive income and accumulated separately in the fair value reserve for available-of-sale financial assets in equity, except for impairment losses and foreign exchange gains and losses on monetary assets, until the financial asset is derecognised, at which time the cumulative gain or loss is reclassified from equity to profit or loss. Interest calculated using the effective interest method is recognised in profit or loss.

## 2. 主要會計政策概要(續)

### 2.16 金融資產(續)

於各報告日，會檢討金融資產以評估是否存在減值之客觀證據。倘若存在該等客觀證明，將根據金融資產之分類釐定並確認減值虧損。

#### (i) 貸款及應收款項

貸款及應收款項為沒有活躍市場報價而具備固定或可釐定款項之非衍生金融資產。貸款及應收款項隨後採用實際利率法按攤銷成本，減任何減值虧損計量。攤銷成本乃於計及任何收購折讓或溢價後計算，並包括屬於實際利率及交易成本中重要部分之費用。

#### (ii) 可供出售金融資產

不合資格歸入金融資產任何其他類別之非衍生金融資產歸類為可供出售金融資產。

歸入此類別之所有金融資產按公平值計算。因公平值變動產生之盈虧(不包括任何股息及利息收入)於其他全面收入中確認，並於權益內可供出售金融資產之公平值儲備中分開累計，惟減值虧損及有關貨幣資產之外匯盈虧除外，直至金融資產解除確認為止，屆時，累計盈虧會從權益重新分類至損益。用實際利率法計算之利息於損益中確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.16 Financial assets (Continued)

##### (ii) Available-for-sale financial assets (Continued)

The fair value of available-for-sale monetary assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the reporting date. The change in fair value attributable to translation differences that result from a change in amortised cost of the asset is recognised in profit or loss, and other changes are recognised in other comprehensive income.

For available-for-sale investments in equity securities that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses at each reporting date subsequent to initial recognition.

##### Impairment of financial assets

At each reporting date, financial assets other than at fair value through profit or loss are reviewed to determine whether there is any objective evidence of impairment.

Objective evidence of impairment of individual financial assets includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

### 2. 主要會計政策概要(續)

#### 2.16 金融資產(續)

##### (ii) 可供出售金融資產(續)

以外幣計值之可供出售貨幣資產之公平值於報告日以該外幣釐定並以現行匯率換算。因資產攤銷成本改變導致換算差異而產生之公平值變動於損益內確認，其他變動於其他全面收入中確認。

可供出售股本證券投資(並無活躍市場之市價報價，而其公平值未能可靠計量)及與無報價權益工具掛鉤及須以交付該無報價權益工具結算之衍生工具，均於首次確認後之各報告日按成本減任何已識別減值虧損計量。

##### 金融資產減值

於各報告日檢討金融資產(按公平值經損益入賬者除外)以釐定是否存在任何減值之客觀證據。

個別金融資產之客觀減值證據包括本集團獲悉有關下列一項或多項虧損事件之可觀察數據：

- 債務人陷入重大財務困難；
- 違反合約，例如拖欠或延遲償還利息或本金；
- 債務人可能會破產或經歷其他財務重整；
- 科技、市場、經濟或法律環境之重大改變對債務人有負面影響；及
- 對權益工具之投資之公平值出現重大或長期下跌至低於成本值。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.16 Financial assets (Continued)

#### *Impairment of financial assets (Continued)*

Loss events in respect of a group of financial assets include observable data indicating that there is a measureable decrease in the estimated future cash flows from the group of financial assets. Such observable data includes but not limited to adverse changes in the payment status of debtors in the group and, national or local economic conditions that correlate with defaults on the assets in the group.

If any such evidence exists, the impairment loss is measured and recognised as follows:

- (i) Financial assets carried at amortised cost  
If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The amount of the loss is recognised in profit or loss of the period in which the impairment occurs.

If, in subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss of the period in which the reversal occurs.

## 2. 主要會計政策概要(續)

### 2.16 金融資產(續)

#### *金融資產減值(續)*

一組金融資產之虧損事項包括顯示該組金融資產之估計未來現金流量出現可計量跌幅之可觀察數據。該等可觀察數據包括但不限於組別內債務人之付款狀況，以及與組別內資產有關連之國家或當地經濟狀況出現逆轉。

倘存在任何該等證明，則減值虧損按以下方式計量及確認：

- (i) 按攤銷成本列賬之金融資產  
倘有客觀證據表明按攤銷成本列賬之貸款及應收款項已產生減值虧損，該虧損按資產賬面值與估計未來現金流量（不包括尚未產生之未來信貸虧損）以該資產之原實際利率（即首次確認之實際利率）貼現之現值之差額計算。虧損金額於減值出現期間內於損益內確認。

於其後之期間，倘減值虧損減少且該減少客觀地與減值虧損確認後發生之事件有關，則撥回過往確認之減值虧損，惟撥回不應使金融資產之賬面值超過於減值撥回日期尚未確認減值時之攤銷成本。撥回金額於產生期間內於損益內確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.16 Financial assets (Continued)

#### *Impairment of financial assets (Continued)*

- (ii) Available-for-sale financial assets
- When a decline in the fair value of an available-for-sale financial asset has been recognised in other comprehensive income and accumulated in equity and there is objective evidence that the asset is impaired, an amount shall be reclassified from equity to profit and loss as impairment loss. That amount is measured as the difference between the asset's acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in profit or loss.

Reversals in respect of investment in equity instruments classified as available-for-sale are not recognised in profit or loss. The subsequent increase in fair value is recognised in other comprehensive income. Impairment losses in respect of debt securities are reversed if the subsequent increase in fair value can be objectively related to an event occurring after the impairment loss was recognised. Reversal of impairment losses in such circumstances are recognised in profit or loss.

- (iii) Financial assets carried at cost
- The amount of impairment loss is measured as the difference between the carrying amount of the financial asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset.

## 2. 主要會計政策概要(續)

### 2.16 金融資產(續)

#### *金融資產減值(續)*

- (ii) 可供出售金融資產
- 當可供出售金融資產之公平值減少已於其他全面收入中確認並於權益內累計及有客觀證據表明資產減值時，從權益中重新分類有關金額至損益內作為減值虧損。該金額按資產收購成本(扣除任何本金償還及攤銷)及當時公平值，減該資產先前於損益內確認之任何減值虧損計量。

分類為可供出售之權益工具投資之撥回，不得於損益中確認。公平值之隨後增加於其他全面收入中確認。倘公平值之隨後增加客觀上與減值虧損確認之後發生之事項有關，則債務證券之減值虧損將予撥回。在此情況下，減值虧損之撥回於損益內確認。

- (iii) 按成本列賬之金融資產
- 減值虧損數額以金融資產賬面值與按同類金融資產現行市場回報率貼現之估計日後現金流量現值之差額計算。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.16 Financial assets (Continued)

#### *Impairment of financial assets (Continued)*

##### (iii) Financial assets carried at cost (Continued)

Financial assets other than financial assets at fair value through profit or loss and trade receivables that are stated at amortised cost, impairment losses are written off against the corresponding assets directly. Where the recovery of trade receivables is considered doubtful but not remote, the impairment losses for doubtful receivables are recorded using an allowance account. When the Group is satisfied that recovery of trade receivables is remote, the amount considered irrecoverable is written off against trade receivables directly and any amounts held in the allowance account in respect of that receivable are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

Impairment losses in respect of unquoted equity securities carried at cost are not reversed in a subsequent period.

### 2.17 Accounting for income taxes

Income tax comprises current tax and deferred tax.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss.

## 2. 主要會計政策概要(續)

### 2.16 金融資產(續)

#### *金融資產減值(續)*

##### (iii) 按成本列賬之金融資產(續)

就按攤銷成本列賬之金融資產(不包括按公平值經損益入賬之金融資產及貿易應收款項)而言，減值虧損直接與相應資產撇銷。倘貿易應收款項視作有可能但並非不能收回，則屬呆賬之應收款項減值虧損會使用撥備賬列賬。當本集團信納不大可能收回貿易應收款項時，則視作不可收回之金額直接自貿易應收款項中撇銷，而於撥備賬內就有關應收款項持有之任何金額會予以撥回。其後收回過往自撥備賬扣除之金額撥回至撥備賬。撥備賬之其他變動及其後收回過往直接撇銷之金額於損益內確認。

以成本列賬之無報價股本證券之減值虧損，於其後期間不予撥回。

### 2.17 所得稅之會計方法

所得稅包括即期稅項及遞延稅項。

本期及過往期間之即期稅項資產及負債根據於報告期末已頒佈或已實質頒佈之稅率及稅法，計及本集團經營所在國家現行之詮釋及慣例計算而預期向稅收機關收回或支付之金額計量。即期稅項資產或負債之所有變動於損益中確認為稅務開支部分。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.17 Accounting for income taxes (Continued)

Deferred tax is calculated using the liability method on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the consolidated financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary differences, will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of a deferred tax asset is reviewed at each end of the reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

## 2. 主要會計政策概要(續)

### 2.17 所得稅之會計方法(續)

遞延稅項指就報告日綜合財務報表中資產及負債之賬面值與相應稅基之間之暫時差額，使用負債法計算。遞延稅項負債通常就所有應課稅暫時差額確認。遞延稅項資產通常就所有可扣減暫時差額、可結轉之稅項虧損，以及其他未動用稅項抵免確認，以應課稅溢利(包括現有應課稅暫時差額)可供對銷可扣減暫時差額、未動用稅項虧損及未動用稅項抵免為限。

倘於交易中首次確認(除業務合併外)資產及負債而產生之暫時差額不影響稅務及會計盈虧，則該等遞延稅項資產及負債不予確認。

遞延稅項負債會因源自於附屬公司投資的應課稅暫時差額確認，惟倘本集團能夠控制該暫時差額之撥回且該暫時差額於可見將來很可能不會撥回則另作別論。與該等投資及權益有關之可扣減暫時差額產生之遞延稅項資產，僅於可能有充足應課稅溢利可用以抵銷暫時差額利益及預計於可見將來撥回時方予以確認。

遞延稅項資產之賬面值於各個報告期末評估。若不再可能有足夠應課稅溢利使相關稅務利益實現，則遞延稅項資產之賬面值會相應減少，惟倘可能有足夠之應課稅溢利，該減值將被撥回。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.17 Accounting for income taxes (Continued)

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the reporting date.

For the purposes of measuring deferred tax liabilities or deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly in equity.

Current tax assets and current tax liabilities are presented in net if, and only if,

- (a) the Group has the legally enforceable right to set off the recognised amounts; and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

## 2. 主要會計政策概要(續)

### 2.17 所得稅之會計方法(續)

遞延稅項乃按報告日已頒佈或實質頒佈且預期適用於負債清償或資產變現期間之稅率(毋須貼現)計算。

計算按公平值模式計量之投資物業的遞延稅項負債或遞延稅項資產時，乃假定該等物業透過出售收回全部賬面值，除非該假定遭駁回。倘投資物業可予折舊及以旨在隨時間而非透過出售消耗該投資物業所含絕大部分經濟利益之商業模式持有，則該假定會遭駁回。

遞延稅項資產或負債之變動，均於損益確認，或倘若其與直接於其他全面收入或權益中扣除或計入之項目有關，則直接在其他全面收入或權益中確認。

即期稅項資產及即期稅項負債僅在以下情況以淨額呈列：

- (a) 本集團具有抵銷確認金額之法定權利；及
- (b) 計劃以淨額結算，或變現該資產，同時清償該負債。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.17 Accounting for income taxes (Continued)

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if,

- (a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
  - (i) the same taxable entity; or
  - (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

#### 2.18 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Any transaction costs associated with the issuing of shares are deducted from share premium (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

### 2. 主要會計政策概要(續)

#### 2.17 所得稅之會計方法(續)

本集團僅在以下情況以淨額呈列遞延稅項資產與遞延稅項負債：

- (a) 該實體依法有執行權可將即期稅項資產與即期稅項負債抵銷；及
- (b) 遞延稅項資產與遞延稅項負債是關於同一稅務機關就以下任何一項所徵收之所得稅：
  - (i) 同一應課稅實體；或
  - (ii) 計劃於各段預期在有關期間內清償或收回大額遞延稅項負債或資產之未來期間，以淨額基準結算即期稅項負債與資產或同時變現資產及清償負債之不同應課稅實體。

#### 2.18 股本

普通股歸類為權益。股本以已發行股份面值釐定。

發行股份產生之任何交易成本均自股份溢價(扣除任何相關所得稅利益)扣減，惟交易成本必須為該項股權交易直接應佔之遞增成本。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.19 Employee benefits

#### *Retirement benefits*

Retirement benefits to employees are provided through defined contribution plans.

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance, for all of its employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ basic salaries. Contributions are recognised as an expense as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group’s subsidiaries which operate in the People’s Republic of China (the “PRC”) are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute certain percentage of its payroll costs to the central pension scheme. Contributions are recognised as an expense in profit or loss as employees render services during the year. The Group’s obligations under the plans is limited to the fixed percentage contributions payable. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post retirement benefits of its employees. The assets of these plans are held separately from those of the Group in independently administered funds managed by the PRC government.

## 2. 主要會計政策概要(續)

### 2.19 僱員福利

#### *退休福利*

僱員退休福利乃透過界定供款計劃向僱員提供。

本集團根據強制性公積金計劃條例為合資格參加強制性公積金計劃的僱員設立一個定額供款強制性公積金計劃(「強積金計劃」)。供款數目乃按僱員基本薪金若干百分比作出。供款於根據強積金計劃規則須支付時入賬為支出。強積金計劃之資產與本集團之資產分開管理。本集團之僱員在強積金計劃之供款全歸僱員所有。

本集團於中華人民共和國(「中國」)經營之附屬公司的僱員，須參與地方市政府所管理之中央退休金計劃。該等附屬公司須將其薪金成本之若干百分比繳入中央退休金計劃。僱員在年內提供服務時，其供款於損益確認為開支。本集團根據該等計劃之責任僅為應付供款之固定百分比。除每月供款外，本集團再無責任為其僱員之退休及其他退休後福利付款。該等計劃之資產與本集團之資產分開管理，由中國政府管理之獨立基金持有。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.19 Employee benefits (Continued)

#### *Short-term employee benefits*

Salaries, annual bonuses, paid annual leave and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

#### *Termination benefits*

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

### 2.20 Financial liabilities

The Group's financial liabilities include trade payables, accruals and other payables, borrowings and convertible notes.

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. All interest related charges are recognised in accordance with Group's accounting policy for borrowing cost (see note 2.25).

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amount is recognised in profit or loss.

## 2. 主要會計政策概要(續)

### 2.19 僱員福利(續)

#### *短期僱員福利*

薪金、年度花紅、帶薪年假及非貨幣福利成本於僱員提供相關服務年度內累計。倘延遲付款或結算而影響重大，則相關款項按現值列賬。

病假及產假等非累積之補假於休假時方予以確認。

#### *終止福利*

終止福利僅在本集團明顯承諾終止僱用或因自願接受裁員而提供福利(已設有詳細正式計劃且不大可能撤回)時方予確認。

### 2.20 金融負債

本集團之金融負債包括應付賬款、應計費用及其他應付款項、借貸及可換股票據。

金融負債在本集團成為工具合約條文之訂約方時確認。所有與利息相關之開支均根據本集團關於借貸成本之會計政策(見附註2.25)確認。

當負債所涉責任獲解除或註銷或屆滿時，則終止確認金融負債。

倘現有金融負債由相同貸出方按另一項絕大部分條款有所不同的金融負債取代或現有負債之絕大部分條款已被修改，則有關取代或修改視為終止確認原有負債及確認新負債，而各自賬面值之差額於損益中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.20 Financial liabilities (Continued)

#### *Borrowings*

Borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

#### *Convertible notes*

Convertible notes that can be converted to equity share capital at the option of the holder, where the number of shares that would be issued on conversion and the value of the consideration that would be received at that time do not vary, are accounted for as compound financial instruments which contain both a liability component and an equity component.

At initial recognition the liability components of the convertible notes is measured as the present value of the future interest and principal payments, discounted at the market rate of interest applicable at the time of initial recognition to similar liabilities that do not have a conversion option. Any excess of proceeds over the amount initially recognised as the liability component is recognised as the equity component. Transaction costs that relate to the issue of a compound financial instrument are allocated to the liability and equity components in proportion to the allocation of proceeds.

The liability component is subsequently carried at amortised cost. The interest expense recognised in profit or loss on the liability component is calculated using the effective interest method. The equity component is recognised in the capital reserve until either the note is converted or redeemed.

## 2. 主要會計政策概要(續)

### 2.20 金融負債(續)

#### *借貸*

借貸初步按公平值減應計交易成本確認。於初步確認後，借貸按攤銷成本列賬，而初步確認金額與贖回價值兩者間之任何差額則於借貸期內採用實際利息法連同任何應付利息及費用於損益中確認。

除非本集團享有無條件權利可將償債期限推遲至報告期末之後至少十二個月，否則借貸分類為流動負債。

#### *可換股票據*

持有人可選擇將可換股票據轉換為股本，而將於轉換時發行之股份數目及收取之代價價值維持不變之可換股票據，乃以複合金融工具形式入賬，即包含負債及權益部分。

於初步確認時，可換股票據之負債部分乃按未來利息及本金之現值計量，按初步確認時之適用市場利率貼現至並無兌換選擇權之類似負債。所得款項超出初步確認為負債部分之金額確認為權益部分。涉及發行複合金融工具之交易成本乃按所得款項之分配比例分配至負債及權益部分。

負債部分其後按攤銷成本列賬。就負債部分於損益確認之利息支出採用實際利息法計算。權益部分於資本儲備中確認，直至有關票據獲兌換或贖回為止。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.20 Financial liabilities (Continued)

#### *Convertible notes (Continued)*

If the note is converted, the capital reserve, together with the carrying amount of the liability component at the time of conversion, is transferred to share capital and share premium as consideration for the shares issued. If the note is redeemed, the capital reserve is released directly to retained profits.

#### *Other financial liabilities*

Trade payables and accruals and other payables are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method, unless the effect of discounting would be immaterial, in which case they are stated at cost.

### 2.21 Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the group are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

## 2. 主要會計政策概要(續)

### 2.20 金融負債(續)

#### *可換股票據(續)*

倘票據獲兌換，資本儲備連同負債部分於兌換時之賬面值轉撥至股本及股份溢價，作為所發行股份之代價。倘票據獲贖回，資本儲備直接撥回保留溢利。

#### *其他金融負債*

應付賬款、應計費用及其他應付款項初步以其公平值確認，其後則採用實際利率法以攤銷成本計量，除非貼現影響不大，在此情況下，則按成本入賬。

### 2.21 撥備及或然負債

當本集團因過去事項須承擔現有責任(法定或推定)，而履行該責任很可能需要付出經濟利益及能可靠估計責任涉及款項時，則須確認撥備。倘金錢之時間價值重大，撥備會以履行責任預期所需支出之現值列報。

所有撥備均於各報告日審閱並作出調整，以反映當時最準確的估計。

當不可能導致經濟利益流出，或其數額未能可靠估計，除非經濟利益流出之可能性極小，否則須披露該責任為或然負債。其存在僅能以一項或數項未來不確定事項(並非本集團可完全控制者)之發生或不發生來證實之潛在責任，除非經濟利益流出之可能性極小，否則亦須披露為或然負債。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.21 Provisions and contingent liabilities

(Continued)

Contingent liabilities are recognised in the course of the allocation of purchase price to the assets and liabilities acquired in a business combination. They are initially measured at fair value at the date of acquisition and subsequently measured at the higher of the amount that would be recognised in a comparable provision as described above and the amount initially recognised less any accumulated amortisation, if appropriate.

### 2.22 Financial guarantees issued

A financial guarantee contract is a contract that requires the issuer (or guarantor) to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income within accruals and other payables. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised if and when it becomes probable that the holder of the guarantee will call upon the Group under the guarantee and the amount of that claim on the Group is expected to exceed the current carrying amount i.e. the amount initially recognised less accumulated amortisation, where appropriate.

## 2. 主要會計政策概要(續)

### 2.21 撥備及或然負債(續)

或然負債乃於將購買價分配至業務合併中所購入資產及負債之過程中確認。或然負債於收購日期初步按公平值計量，其後按於上述可比較撥備中確認之金額與初步確認之金額減任何累計攤銷(如適用)兩者之較高者計量。

### 2.22 所發出的財務擔保

財務擔保合約乃要求發行人(或擔保人)就持有人因特定債務人未能根據債務工具的條款於到期時付款而蒙受的損失向持有人支付特定款項的合約。

當本集團發出財務擔保，則該擔保之公平值最初確認為應計費用及其他應付款內的遞延收入。倘在發行該擔保時收取或可收取代價，該代價則根據適用於該類資產的本集團政策予以確認。倘並無有關已收取或應收取代價，則於初步確認任何遞延收入時，即時於損益內確認開支。

初步確認為遞延收入的擔保金額按擔保年期於損益內攤銷為所發出的財務擔保收入。此外，倘擔保持有人可能根據擔保要求本集團還款，及對本集團的申索金額預期超過現時結算金額(即初步確認的金額減累計攤銷(如適用))，則確認有關撥備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.23 Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
  - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a); and
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

### 2. 主要會計政策概要(續)

#### 2.23 關連人士

符合以下情況的人士視為與本集團有關連：

- (a) 該人士為其家族成員或近親，而該人士
  - (i) 對本集團有控制權或共同控制權；
  - (ii) 對本集團產生重大影響；或
  - (iii) 為本集團或本集團之母公司主要管理層成員；

或

- (b) 該人士為實體，且符合以下情況：
  - (i) 該實體及本集團為同一集團之成員公司(即各母公司、附屬公司及同系附屬公司相互關聯)；
  - (ii) 該實體為其他實體(或其他實體所屬集團成員公司之聯營公司或合營企業)之聯營公司或合營企業；
  - (iii) 該實體及本集團為同一第三方之合營企業；
  - (iv) 該實體為第三方實體之合營企業及其他實體為第三方實體之聯營公司；
  - (v) 該實體屬提供福利予本集團或與本集團關聯之實體之僱員離職後福利計劃；
  - (vi) 該實體由一名於(a)項指明之人士控制或共同控制；及
  - (vii) 於(a)(i)項指明對該實體產生重大影響之人士或該實體(或該實體之母公司)之主要管理層成員。

一名人士的近親指與實體交易時預計對該人士有或受該人士影響的家族成員。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.24 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major products and service lines.

The executive directors have identified the Group's four (2013: seven) products and service lines as operating segments as follows:

- (a) Electronic products consists of the manufacturing and sales of electronic products, which is considered as the discontinued operation as detailed in note 13 to the consolidated financial statements;
- (b) Equity and commodity investments consists of investments in equity securities and precious metals, which is considered as the discontinued operation as detailed in note 13 to the consolidated financial statements;
- (c) Provision of loan finance consists of loan financing services, which is considered as the discontinued operation as detailed in note 13 to the consolidated financial statements;
- (d) Properties development consists of the sales of properties which were completed;
- (e) Properties investment consists of the leasing of properties;
- (f) Hotel operation consists of the operating the hotel, which is considered as the discontinued operation as detailed in note 13 to the consolidated financial statements;
- (g) Property management consists of the provision of property management services.

## 2. 主要會計政策概要(續)

### 2.24 分部報告

本集團乃根據定期向執行董事呈報以供彼等審閱業務成份表現之內部財務資料來識別營運分部及編製分部資料。向執行董事進行內部財務資料呈報之業務成份乃根據本集團主要產品及服務釐定。

執行董事已確定本集團之四個(二零一三年:七個)產品及服務系列為經營分部,茲述如下:

- (a) 電子產品,包括製造及銷售電子產品,視為已終止業務,詳情載於綜合財務報表附註13;
- (b) 證券及商品投資,包括股本證券投資及貴重金屬,視為已終止業務,詳情載於綜合財務報表附註13;
- (c) 提供貸款融資,包括貸款融資服務,視為已終止業務,詳情載於綜合財務報表附註13;
- (d) 物業發展,包括銷售已竣工之物業;
- (e) 物業投資,包括租賃物業;
- (f) 酒店經營,包括經營酒店,視為已終止業務,詳情載於綜合財務報表附註13;
- (g) 物業管理,包括提供物業管理服務。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.24 Segment reporting (Continued)

Each of these operating segments is managed separately as each of the product and service lines requires different resources as well as marketing approaches. All inter-segment transfers are carried out at arms length prices.

The measurement policies the Group uses for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except that part of operating lease charges, gain on bargain purchase of subsidiaries, gain on disposal of subsidiaries, fair value changes on derivative financial instruments, share of loss of an associate, part of finance costs and corporate income and expenses which are not directly attributable to the business activities of any operating segment are not included in arriving at the operating results of the operating segment. In addition, the segment assets include all assets with the exception of interests in associates, available-for-sale financial assets and other corporate assets. Segment liabilities include all liabilities with the exception of convertible notes, deferred tax liabilities and other corporate liabilities.

Segment assets are all operating assets that are employed by a segment in its operating activities and that either directly attributable to the segment or can be allocated to the segment on a reasonable basis. In addition, corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to a segment, which primarily applies to the Group's headquarter.

Segment liabilities are all operating liabilities that are employed by a segment in its operating activities and that either directly attributable to the segment or can be allocated to the segment on a reasonable basis. In addition, corporate liabilities which are not directly attributable to the business activities of any operating segment are not allocated to a segment, which primarily applies to the Group's headquarter.

## 2. 主要會計政策概要(續)

### 2.24 分部報告(續)

上述營運分部於各產品及服務(須使用不同資源及營銷方法)獨立管理。所有分部間轉撥乃以公平磋商之價格進行。

本集團根據香港財務報告準則第8號就報告分部業績所採用之計量政策，與根據香港財務報告準則編製財務報表所採用者相同，惟部份經營租賃費用、議價購買附屬公司收益、出售附屬公司收益、衍生金融工具公平值變動、應佔一間聯營公司虧損、部分融資成本及並非任何營運分部直接應佔之業務活動之企業收入及開支於計算營運分部之經營業績時並不包括在內。此外，分部資產包括於聯營公司之權益、可供出售金融資產及其他公司資產以外的所有資產，而分部負債包括可換股票據、遞延稅項負債及其他公司負債以外的所有負債。

分部資產為分部進行經營活動而使用之所有經營資產，其為分部直接應佔或按合理基準可分配至分部。此外，並非任何營運分部直接應佔之業務活動之企業資產(主要適用於本集團總部)並不分配至分部。

分部負債為分部進行經營活動而使用之所有經營負債，其為分部直接應佔或按合理基準可分配至分部。此外，並非任何營運分部直接應佔之業務活動之企業負債(主要適用於本集團總部)並不分配至分部。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.25 Borrowing costs

Borrowing costs incurred for the acquisition, construction or production of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Other borrowing costs are expensed when incurred.

Borrowing costs are capitalised as part of the cost of a qualifying asset when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are being undertaken. Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

### 2.26 Non-current assets held for sale and discontinued operations

#### (i) Non-current assets held for sale

A non-current asset (or disposal group) is classified as held for sale if it is highly probable that its carrying amount will be recovered through a sale transaction rather than through continuing use and the asset (or disposal group) is available for sale in its present condition. A disposal group is a group of assets to be disposal of together as a group in a single transaction, and liabilities directly associated with those assets that will be transferred in the transaction.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

## 2. 主要會計政策概要(續)

### 2.25 借貸成本

收購、建設或製造任何合資格資產所產生之借貸成本，於完成建設及將資產達致擬定用途所需時間期限內資本化。合資格資產為需要長時間達到擬定用途或銷售狀況之資產。其他借貸成本於產生時列作開支。

借貸成本於資產產生開支、借貸成本及使資產投入擬定用途或銷售所須之準備工作進行期間資本化，作為合資格資產成本之一部分。在使合資格資產投入擬定用途或銷售所須之絕大部分準備工作完成時，不再將借貸成本資本化。

### 2.26 持作出售之非流動資產及已終止業務

#### (i) 持作出售之非流動資產

倘非流動資產(或出售組別)之賬面值極可能透過銷售交易而非持續使用收回，以及該資產(或出售組別)之現況為可供出售，則分類為持作出售。出售組別為一組於單一交易將予出售之資產組別，以及與將於交易轉讓之相關資產有直接關聯之負債。

當本集團致力於一項銷售計劃涉及損失一間附屬公司的控制權，當上述標準都滿足時，該附屬公司的資產和負債將被列為持作出售，不論本集團在出售後是否在其前附屬公司保留非控股利益。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.26 Non-current assets held for sale and discontinued operations (Continued)

##### (i) Non-current assets held for sale (Continued)

Immediately before classification as held for sale, the measurement of the non-current assets (and all individual assets and liabilities in a disposal group) is brought up-to-date in accordance with the accounting policies before the classification. Then on initial classification as held for sale and until disposal, the non-current assets, or the disposal group, are recognised at the lower of their carrying amount and fair value less costs to sell. The principal exceptions to this measurement policy so far as the financial statements of the Group and the Company are concerned are deferred tax assets, assets arising from employee benefits, financial assets (other than investments in subsidiaries, associates and joint ventures) and investment properties. These assets, even if held for sale, would continue to be measured in accordance with the policies set out elsewhere in note 2.

Impairment losses on initial classification as held for sale, and on subsequent remeasurement while held for sale, are recognised in profit or loss. As long as a non-current asset is classified as held for sale, or is included in a disposal group that is classified as held for sale, the non-current asset is not depreciated or amortised.

### 2. 主要會計政策概要(續)

#### 2.26 持作出售之非流動資產及已終止業務(續)

##### (i) 持作出售之非流動資產(續)

緊接分類為持作出售前，非流動資產及出售組別之所有獨立資產及負債於分類前根據會計政策重新計量。其後，於初步分類為持作出售直至出售前，非流動資產或出售組別按其賬面值與公平值減出售成本之較低者確認。該計量政策於本集團及本公司之財務報表中的例外情況主要包括遞延稅項資產、僱員福利資產、金融資產（於附屬公司、聯營公司及合營企業之投資除外）及投資物業。該等資產即使持作出售，亦會繼續依照附註2所述政策計量。

初步分類為持作出售及其後於持作出售時重新計量產生之減值虧損於損益確認。只要非流動資產仍分類為持作出售或列入分類為持作出售之出售組別，則非流動資產將不予折舊或攤銷。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.26 Non-current assets held for sale and discontinued operations (Continued)

#### (ii) Discontinued operations

A discontinued operation is a component of the group's business, the operations and cash flows of which can be clearly distinguished from the rest of the group and which represents a separate major line of business or geographical area of operations, or is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale (see (i) above), if earlier. It also occurs if the operation is abandoned.

Where an operation is classified as discontinued, a single amount is presented on the face of the statement of profit or loss, which comprises:

- the post-tax profit or loss of the discontinued operation; and
- the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

## 2. 主要會計政策概要(續)

### 2.26 持作出售之非流動資產及已終止業務(續)

#### (ii) 已終止業務

已終止業務為本集團業務一部分，其業務及現金流量與本集團其他業務有明顯區別，相當於獨立的主要業務線或經營地區，或為出售獨立的主要業務線或經營地區之單一協調計劃的一部分，或僅為轉售而收購之附屬公司。

業務出售時或符合分類為持作出售業務標準時(見上述(i))(倘較早)分類為已終止業務。放棄之業務亦歸類為已終止業務。

倘業務歸類為已終止業務，則於損益表呈列單一金額，包括：

- 已終止業務除稅後溢利或虧損；及
- 按公平值減銷售成本計量時，或於該資產或構成已終止業務出售組別出售時確認的除稅後收益或虧損。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has applied, for the first time, the following amendments to Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA:

HKFRS 10, HKFRS 12 and HKAS 27 (Amendments)	Investment Entities
HKAS 32 (Amendments)	Offsetting Financial Assets and Financial Liabilities
HKAS 36	Recoverable Amount and Disclosures for Non-Financial Assets
HKAS 39 (Amendments)	Novation of Derivatives and Continuation of Hedge Accounting
HK(IFRIC)-Int 21	Leases

Except as explained below, the adoption of the amendments has no significant impact on the Group's consolidated financial statements.

#### Amendments to HKFRS 10, HKFRS 12 and HKAS 27 Investment Entities

The Group has applied the amendments to HKFRS 10, HKFRS 12 and HKAS 27 Investment Entities for the first time in the current year. The amendments to HKFRS 10 define an investment entity and require a reporting entity that meets the definition of an investment entity not to consolidate its subsidiaries but instead to measure its subsidiaries at fair value through profit or loss in its consolidated and separate financial statements.

To qualify as an investment entity, a reporting entity is required to:

- Obtain funds from one or more investors for the purpose of providing them with investment management services;
- Commit to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and
- Measure and evaluate performance of substantially all of its investments on a fair value basis.

Consequential amendments have been made to HKFRS 12 and HKAS 27 to introduce new disclosure requirements for investment entities.

### 3. 採納新訂及經修訂香港財務報告準則

於本年度內，本集團首次應用下列由香港會計師公會頒佈之經修訂香港財務報告準則（「香港財務報告準則」）：

香港財務報告準則第10號、 香港財務報告準則 第12號及香港會計準則 第27號（修訂本）	投資實體
香港會計準則第32號 （修訂本）	抵銷金融資產及金融負債
香港會計準則第36號	非金融資產可收回金額及披露
香港會計準則第39號 （修訂本）	衍生工具之更替及對沖會計法之延續
香港（國際財務報告詮釋委員會）— 詮釋第21號	徵費

除下述者外，採納修訂本對本集團的綜合財務報表並無重大影響。

#### 香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號投資實體之修訂

本集團於本年度首次應用香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號投資實體之修訂。香港財務報告準則第10號之修訂界定了投資實體，規定符合投資實體定義的申報實體不得將附屬公司綜合入賬，而須於綜合及獨立財務報表中透過損益按公平值列賬。

為符合資格作為投資實體，申報實體須：

- 從一個或以上投資者取得資金以為彼等提供投資管理服務；
- 向投資者承諾其業務目標乃僅為賺取資本升值收益、投資收入或兩者兼具而投入資金；及
- 按公平值計量及評估絕大部分投資的表現。

香港財務報告準則第12號及香港會計準則第27號已作出相應修訂，以納入有關投資實體的新披露規定。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

#### Amendments to HKFRS 10, HKFRS 12 and HKAS 27 Investment Entities (Continued)

As the Company is not an investment entity (assessed based on the criteria set out in HKFRS 10 as at 1 January 2014), the application of the amendments has had no impact on the disclosures or the amounts recognised in the Group's consolidated financial statement.

#### Amendments to HKAS 32 Offsetting Financial Assets and Financial Liabilities

The Group has applied the amendments to HKAS 32 Offsetting Financial Assets and Financial Liabilities for the first time in the current year. The amendments to HKAS 32 clarify the requirements relating to the offset of financial assets and financial liabilities. Specifically, the amendments clarify the meaning of 'currently has a legally enforceable right of set-off' and 'simultaneous realisation and settlement'.

The amendments have been applied retrospectively. The Group has assessed whether certain of its financial assets and financial liabilities qualify for offset based on the criteria set out in the amendments and concluded that the application of the amendments has had no impact on the amounts recognised in the Group's consolidated financial statements.

#### Amendments to HKAS 36 Recoverable Amount Disclosures for Non-Financial Assets

The Group has applied the amendments to HKAS 36 Recoverable Amount Disclosures for Non-Financial Assets for the first time in the current year. The amendments to HKAS 36 remove the requirement to disclose the recoverable amount of a cash-generating unit (CGU) to which goodwill or other intangible assets with indefinite useful lives had been allocated when there has been no impairment or reversal of impairment of the related CGU. Furthermore, the amendments introduce additional disclosure requirements applicable to when the recoverable amount of an asset or a CGU is measured at fair value less costs of disposal. These new disclosures include the fair value hierarchy, key assumptions and valuation techniques used which are in line with the disclosure required by HKFRS 13 Fair Value Measurements.

The application of these amendments has had no material impact on the disclosures in the Group's consolidated financial statements.

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### 香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號投資實體之修訂(續)

由於本公司並非投資實體(按二零一四年一月一日香港財務報告準則第10號所載標準評估)，因此應用有關修訂不會對披露事項或本集團綜合財務報表所確認的金額有影響。

#### 香港會計準則第32號抵銷金融資產及金融負債之修訂

本集團於本年度首次應用香港會計準則第32號抵銷金融資產及金融負債之修訂。香港會計準則第32號之修訂澄清有關抵銷金融資產及金融負債的規定。特別是，有關修訂澄清「當前有合法可執行權利可抵銷」及「同時變現及結算」之涵義。

有關修訂已追溯應用。本集團基於有關修訂所載標準評估若干金融資產及金融負債是否合資格進行抵銷，認為應用有關修訂不會對本集團綜合財務報表所確認的金額有影響。

#### 香港會計準則第36號非金融資產可收回金額披露之修訂

本集團於本年度首次應用香港會計準則第36號非金融資產可收回金額披露之修訂。倘獲分配商譽或具有無限使用年期的其他無形資產的現金產生單位並無出現減值或減值撥回，香港會計準則第36號之修訂取消就有關現金產生單位可收回金額作出披露的規定。此外，倘資產或現金產生單位的可收回金額按公平值減出售成本釐定，該等修訂引入有關的額外披露規定。該等新披露包括與香港財務報告準則第13號公平值計量所規定披露一致的公平值等級、主要假設及估值技巧。

應用該等修訂不會對本集團綜合財務報表的披露有重大影響。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

The Group has not early adopted the following new and revised standards, amendments or interpretation that have been issued but are not yet effective.

Amendments to HKAS 1	Disclosure Initiative <sup>3</sup>
Amendments to HKAS 19	Defined Benefit Plans: Employee Contributions <sup>1</sup>
HKFRS 9	Financial Instruments <sup>2</sup>
Amendments to HKFRSs	Annual Improvements to HKFRSs 2010–2012 cycle <sup>1</sup>
Amendments to HKFRSs	Annual Improvements to HKFRSs 2011–2013 cycle <sup>1</sup>
Amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011)	Investment Entities: Applying the Consolidation Exception <sup>3</sup>
Amendments to HKFRS 10 and HKAS 28	Sales or Contributions of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
HKFRS 14	Regulatory Deferred Accounts <sup>3</sup>
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations <sup>3</sup>
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation <sup>3</sup>
Amendments to HKFRSs	Annual Improvements 2012–2014 cycle <sup>3</sup>
Amendments to HKAS 16 and 41	Agriculture: Bearer Plants <sup>3</sup>
Amendments to HKAS 27	Equity method in Separate Financial Statements <sup>3</sup>
HKFRS 15	Revenue from Contracts with Customers <sup>4</sup>

- 1 Effective for annual periods beginning on or after 1 July 2014
- 2 Effective for annual periods beginning on or after 1 January 2018
- 3 Effective for annual periods beginning on or after 1 January 2016
- 4 Effective for annual periods beginning on or after 1 January 2017

### 3. 採納新訂及經修訂香港財務報告準則(續)

本集團並未提早採用下列已頒佈但尚未生效之新訂及經修訂之準則、修訂或詮釋。

香港會計準則第1號 (修訂本)	披露計劃 <sup>3</sup>
香港會計準則第19號 (修訂本)	界定福利計劃：僱員供款 <sup>1</sup>
香港財務報告準則第9號 香港財務報告準則 (修訂本)	金融工具 <sup>2</sup> 二零一零年至二零一二年 週期之年度改進 <sup>1</sup>
香港財務報告準則 (修訂本)	二零一一年至二零一三年 週期之年度改進 <sup>1</sup>
香港財務報告準則 第10號、香港財務報告 準則第12號及香港會計 準則第28號 (二零一一年)(修訂本)	投資實體：應用合併 豁免 <sup>3</sup>
香港財務報告準則第10號 及香港會計準則第28號 (修訂本)	投資者與其聯繫人或合營 企業之間出售資產或 注資 <sup>3</sup>
香港財務報告準則第14號 香港財務報告準則第11號 (修訂本)	監管遞延賬目 <sup>3</sup> 收購合營業務權益之會計 處理 <sup>3</sup>
香港會計準則第16號及 香港會計準則第38號 (修訂本)	澄清折舊及攤銷可接受之 方法 <sup>3</sup>
香港財務報告準則 (修訂本)	二零一二年至二零一四年 週期之年度改進 <sup>3</sup>
香港會計準則第16號及 第41號(修訂本)	農業：生產性植物 <sup>3</sup>
香港會計準則第27號 (修訂本)	獨立財務報表之權益法 <sup>3</sup>
香港財務報告準則第15號	與客戶之合約收益 <sup>4</sup>

- 1 於二零一四年七月一日或之後開始之年度生效
- 2 於二零一八年一月一日或之後開始之年度生效
- 3 於二零一六年一月一日或之後開始之年度生效
- 4 於二零一七年一月一日或之後開始之年度生效

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experiences and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the consolidated financial statements:

#### Preparation of consolidated financial statements on going concern basis

At 31 December 2014, the Group's current liabilities exceeded its current assets by RMB845,582,000. Such condition indicates the existence of a significant uncertainty that may cast significant doubt about the Group's ability to continue as a going concern. However, as disclosed in note 2.2 of the consolidated financial statements, the directors of the Company consider that it is appropriate to prepare these consolidated financial statements on a going concern basis.

#### Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

### 4. 關鍵會計估計及判斷

估算及判斷須根據過往經驗及其他因素(包括在不同情況下對於未來事件相信為合理之預期)進行持續評估。

#### 判斷

應用本集團之會計政策時，除相關估計外，管理層作出以下對綜合財務報表已確認金額有重大影響之判斷：

#### 按持續經營基準編製綜合財務報表

於二零一四年十二月三十一日，本集團的流動負債超過流動資產人民幣845,582,000元。該情況顯示有重大不明朗因素可能導致對本集團的持續經營能力存在重大疑問。然而，根據綜合財務報表附註2.2所披露，本公司董事認為按持續經營基準編製該等綜合財務報表屬適當。

#### 關鍵會計估計及假設

本集團就未來作出估算及假設。顧名思義，所達致之會計估算通常有別於相關實際結果。下文論述有關具有重大風險導致資產與負債之賬面值於下一個財政年度出現重大調整之估算及假設。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### Critical accounting estimates and assumptions

(Continued)

##### (i) Income taxes and deferred taxation

Some subsidiaries of the Group operate in the PRC and are subject to income tax in the PRC. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations for which the ultimate determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such difference will impact the income tax and deferred tax provision in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised when management considers to be probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. The outcome of their actual utilisation may be different.

##### (ii) PRC land appreciation taxes

Some subsidiaries of the Group are subject to land appreciation taxes in the PRC. However, the implementation and settlement of these taxes varies among various tax jurisdictions in cities of the PRC, and those subsidiaries have not finalised all of their land appreciation taxes calculation and payments with any local tax authorities in the PRC. Accordingly, significant judgement is required in determining the amount of the land appreciation taxes. The Group recognised these land appreciation taxes based on management's best estimates according to the interpretation of the tax rules. The final tax outcome could be different from the amounts that were initially recorded, and these differences will impact the income tax expense and tax provisions in the periods in which such taxes have been finalised with local tax authorities.

### 4. 關鍵會計估計及判斷(續)

#### 關鍵會計估計及假設(續)

##### (i) 所得稅及遞延稅項

本集團之若干附屬公司於中國營運，須繳納中國企業所得稅。在釐定所得稅撥備時須作出重大判斷。在日常業務過程中，多項交易及計算方式之最終釐定金額均未確定。倘該等事項所致最終稅項金額與最初記錄的款額有所差異，有關差額將會影響釐定會計期間之所得稅及遞延稅項撥備。

倘管理層認為有可能動用未來應課稅溢利以抵銷暫時差額或稅項虧損，則確認有關若干暫時差額及稅項虧損的遞延稅項資產。實際動用結果或會有異。

##### (ii) 中國土地增值稅

本集團之若干附屬公司須繳納中國土地增值稅。然而，由於有關稅項的實施及結算在中國各城市不同稅務司法權區均有所不同，而該等附屬公司尚未向任何中國地方稅務機關落實其土地增值稅計算結果與付款金額。因此，本集團須作出重大判斷以釐定土地增值稅金額。本集團根據管理層按其對稅務規則詮釋的理解所作出最佳估計，確認此等土地增值稅。最終稅款可能有別於最初估算的金額，而有關差額將影響與地方稅務機關確定該等期間的所得稅開支及稅項撥備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### Critical accounting estimates and assumptions

(Continued)

##### (iii) Deferred taxation on investment properties

For the purposes of measuring deferred tax liabilities arising from investment properties that are measured using the fair value model, the directors have reviewed the Group's investment property portfolios and concluded that the amount of RMB319,592,000 (2013: RMB347,778,000) of the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, the directors have determined that the "sale" presumption set out in the amendments to HKAS 12 is not rebutted. As a result, the Group has not recognised any deferred taxes on changes in fair value of investment properties situated in Hong Kong as the Group is not expected to have tax consequence on disposal of those investment properties. For investment properties situated in PRC with the fair value of RMB306,900,000 (2013: RMB335,200,000), the Group has recognised deferred taxes on changes in fair value as those properties are subject to land appreciation taxes and enterprise income taxes upon disposal as appropriate.

For other investment properties amounting to RMB752,000,000 (2013: RMB691,000,000), they are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. For these investment properties, the presumption is rebutted. The Group has recognised deferred taxes on changes in fair value as those properties are subjected to enterprise income taxes.

### 4. 關鍵會計估計及判斷(續)

#### 關鍵會計估計及假設(續)

##### (iii) 投資物業之遞延稅項

為計算按公平值模式計量之投資物業所產生的遞延稅項負債，董事檢討本集團投資物業組合，認為本集團投資物業當中人民幣319,592,000元(二零一三年：人民幣347,778,000元)並非按旨在隨時間而非透過出售消耗投資物業所含絕大部分經濟利益之商業模式持有。因此，董事確定香港會計準則第12號修訂本所載「銷售」假定不會遭駁回。由於本集團預計出售位於香港的投資物業不會產生稅務影響，因此本集團並無確認該等投資物業公平值變動所產生的任何遞延稅項。對於位於中國的公平值為人民幣306,900,000元(二零一三年：人民幣335,200,000元)的投資物業，本集團確認公平值變動的遞延稅項，原因在於出售該等物業時須繳納土地增值稅及企業所得稅(如適用)。

金額為人民幣752,000,000元(二零一三年：人民幣691,000,000元)的其他投資物業乃按旨在隨時間而非透過出售消耗該投資物業所含絕大部分經濟利益之商業模式持有。對於該等投資物業，相關假定會遭駁回。由於該等物業須繳納企業所得稅，本集團已就公平值變動確認遞延稅項。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

#### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

##### Critical accounting estimates and assumptions

(Continued)

##### (iv) Depreciation, useful lives and residual values of property, plant and equipment

The Group's management exercises its judgement in estimating the useful lives and residual values of the depreciable property, plant and equipment other than CIP. The estimated useful lives and residual values reflect the management's estimate of the periods the Group intends to derive future economic benefits from the use of these assets.

The Group depreciates its property, plant and equipment other than CIP in accordance with the accounting policies stated in note 2.9. The carrying amount of property, plant and equipment is disclosed in note 17.

##### (v) Estimates for net realisable value of properties under development and completed properties held for sale

As at 31 December 2014, the carrying amounts of properties under development and completed properties held for sale are approximately RMB1,509,488,000 (2013: approximately RMB1,561,208,000) and approximately RMB267,882,000 (2013: approximately RMB199,197,000), respectively. The Group assesses the carrying amounts of properties under development and properties held for sale according to their net realisable value based on the realisability of these properties. Net realisable value for properties under development is determined by reference to management's estimates of the selling price based on prevailing market conditions, less applicable variable selling expenses and the anticipated costs to completion (including land costs). Net realisable value for properties held for sale is determined by reference to management's estimates of the selling price based on prevailing market conditions, less applicable variable selling expenses.

#### 4. 關鍵會計估計及判斷(續)

##### 關鍵會計估計及假設(續)

##### (iv) 物業、廠房及設備之折舊、可用年期及剩餘價值

本集團管理層於估計應折舊之物業、廠房及設備(在建工程除外)之可使用年期及剩餘價值時須作出判斷。估計可使用年期及剩餘價值反映期內管理層就本集團擬使用該等資產以獲取未來經濟利益之估計。

本集團按照附註2.9所載會計政策計算物業、廠房及設備(在建工程除外)之折舊金額。物業、廠房及設備之賬面值於附註17披露。

##### (v) 發展中物業及持作出售之已竣工物業的可變現淨值之估計

於二零一四年十二月三十一日，發展中物業及持作出售之已竣工物業之賬面值分別約為人民幣1,509,488,000元(二零一三年：約人民幣1,561,208,000元)及約人民幣267,882,000元(二零一三年：約人民幣199,197,000元)。本集團根據發展中物業及持作出售物業之可變現情況按其可變現淨值評估其賬面值。發展中物業的可變現淨值乃參考管理層根據當前市況對售價的估計，減適用的可變銷售開支與預計竣工成本(包括土地成本)而釐定。持作出售物業之可變現淨值乃參考管理層根據當前市況減適用的可變銷售開支釐定。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### Critical accounting estimates and assumptions

(Continued)

##### (vi) Estimated impairment on receivables

The Group's management assesses the collectability of receivables. This estimate is based on the past collection, credit history and ageing analysis of the Group's receivables, as well as the current economy and market condition. Impairment on receivables is made based on the estimation of the future cash flow expected to arise and the original effective interest rate in order to calculate the present value. The Group's management determines impairment of its receivables on a regular basis and reassesses the impairment of receivables at the reporting date.

##### (vii) Impairment of interests in subsidiaries

The Group's management follows the guidance of HKAS 36 Impairment of assets, in determining whether interests in subsidiaries are impaired requires the assumption made regarding the financial health of near-term business outlook for the investment, including factors such as industry and sector performance, changes in technology and operational and financing cash flow.

Based on the Group's assessment there is no requirement to provide for any allowance for impairment in value of interests in subsidiaries. The Company's carrying amount of interests in subsidiaries at 31 December 2014 was RMB6 (2013: RMB6).

##### (viii) Impairment of interests in associate

The Group's management follows the guidance of HKAS 36 Impairment of assets, in determining whether interests in associate are impaired requires the assumption made regarding the financial health of near-term business outlook for the investment, including factors such as industry and sector performance, changes in technology and operational and financing cash flow.

Based on the Group's assessment there is no requirement to provide for any allowance for impairment in value of interests in associate. The Group's carrying amount of interests in associate at 31 December 2014 was approximately RMB533,268,000 (2013: approximately RMB536,859,000).

### 4. 關鍵會計估計及判斷(續)

#### 關鍵會計估計及假設(續)

##### (vi) 應收賬款減值估算

本集團管理層評估應收款項之可收回程度。此估算乃按照過往收款情況、信貸記錄及本集團應收款項賬齡分析，以及現時經濟及市況而釐定。應收款項減值根據預期產生之估計未來現金流並以原來實際利率計算現值而作出。本集團管理層定期釐定應收款項之減值並於報告日期重新評估應收款項減值。

##### (vii) 於附屬公司之權益減值

本集團管理層遵照香港會計準則第36號資產減值的指引，在釐定於附屬公司之權益有否減值時，需要就有關投資項目短期業務前景之財務穩健程度作出假設，其中包括行業及分部表現、科技轉變以及營運及財務現金流量等因素。

根據本集團評估，毋須就於附屬公司之權益作出任何減值撥備。於二零一四年十二月三十一日，本公司於附屬公司權益之賬面值為人民幣6元(二零一三年：人民幣6元)。

##### (viii) 於聯營公司之權益減值

本集團管理層遵照香港會計準則第36號資產減值的指引，釐定於聯營公司之權益有否減值時，需要就有關投資項目短期業務前景之財務穩健程度作出假設，其中包括行業及分部表現、科技轉變以及營運及財務現金流量等因素。

根據本集團評估，無須就於聯營公司之權益作出任何減值撥備。於二零一四年十二月三十一日，本集團於聯營公司之權益之賬面值約為人民幣533,268,000元(二零一三年：約人民幣536,859,000元)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### Critical accounting estimates and assumptions

(Continued)

##### (ix) Estimation of fair value of investment properties

Investment properties are revalued at the end of each reporting period based on the appraised market value provided by independent professional qualified valuers. Such valuations were based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. In making the estimation, information from current prices in an active market for similar properties is considered and assumptions that are mainly based on market conditions existing at the end of each reporting period are used.

##### (x) Recognition and allocation of construction cost on properties under development

Development costs of properties are recorded as properties under development during the construction stage and will be transferred to completed properties held for sale upon completion. Apportionment of these costs will be recognised in the profit or loss upon the recognition of the sale of the properties. Before the final settlement of the development costs and other costs relating to the sale of properties, these costs are accrued by the Group based on management's best estimate.

When developing properties, the Group may divide the development projects into phases. Specific costs directly related to the development of a phase are recorded as the cost of such phase. Costs that are common to phases are allocated to individual phases based on the estimated saleable area of the entire project.

When the final settlement of costs and the related cost allocation is different from the initial estimates, any increase or decrease in the development costs and other costs would affect the profit or loss in future years.

### 4. 關鍵會計估計及判斷(續)

#### 關鍵會計估計及假設(續)

##### (ix) 投資物業之公平值估計

投資物業於各報告期末根據獨立專業合資格估值師提供之經評估市值重估。有關估值乃根據若干假設計算，而有關假設受不確定因素影響，且可能與實際結果存在重大差異。作出估計時考慮相若物業之活躍市場之現價資料，及主要根據各報告期末之市況作出假設。

##### (x) 確認及分配發展中物業之建築成本

物業之開發成本於建築期內記錄為發展中物業，並於竣工時轉撥至持作出售之已竣工物業。該等成本之分攤部分於確認銷售物業時於損益確認。於結清最後一期開發成本及與銷售物業相關之其他成本前，上述成本由本集團根據管理層之最佳估計計入成本。

發展物業時，本集團可將發展項目分期進行。直接與發展某一期相關之特定成本記錄為該期之成本。多個發展期共同之成本根據整個項目之估計可銷售面積分配至個別發展期。

倘最後一期結清成本之款項及相關成本分配與最初估計有所不同，發展成本及其他成本之增減會影響未來年度之損益。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 5. SEGMENT INFORMATION

The Group is organised into four (2013: seven) business units, based on which information is prepared and reported to the Group's chief decision makers, for the purposes of resource allocation and assessment of performance.

Information of the Group's operating and reportable segments are shown as follows:

For the year ended 31 December 2014

### 5. 分部資料

本集團設立四個(二零一三年：七個)業務單位，並為作出資源分配及評核表現而按業務單位編製有關資料及向本集團主要決策人報告。

本集團之營運及可報告分部之資料列示如下：

截至二零一四年十二月三十一日止年度

		Continuing operations			Discontinued operations		Total
		Properties development	Properties investment	Properties management	Sub-total	Hotel operation	
		物業發展	物業投資	物業管理	小計	酒店營運	總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Reportable segment revenue</b>	<b>可報告分部收益</b>						
External revenue	外界收益	175,403	8,999	1,308	185,710	190,214	375,924
Inter-segment revenue	分部間收益	-	-	-	-	482	482
		175,403	8,999	1,308	185,710	190,696	376,406
<b>Reportable segment (loss)/profit</b>	<b>可報告分部(虧損)/溢利</b>	(97,675)	9,758	(4,380)	(92,297)	17,358	(74,939)
— Reversal of impairment losses of completed properties held for sale	— 撥回持作出售已竣工物業之減值虧損	8,016	-	-	8,016	-	8,016
— Business tax and other levies	— 營業稅及其他徵費	(8,878)	(1,538)	(73)	(10,489)	(10,802)	(21,291)
— Depreciation on property, plant and equipment	— 物業、廠房及設備折舊	(190)	-	-	(190)	-	(190)
— Distribution costs	— 分銷成本	(9,292)	-	(21)	(9,313)	-	(9,313)
— Compensation paid	— 已付補償	(3,470)	(1,378)	-	(4,848)	-	(4,848)
— Impairment losses of completed properties held for sale and properties under development	— 持作出售之已竣工物業及發展中物業減值虧損	(125,757)	-	-	(125,757)	-	(125,757)
— Fair value changes on investment properties	— 投資物業公平值變動	-	1,652	-	1,652	-	1,652
— Loss on disposal of investment properties	— 出售投資物業虧損	-	(1,006)	-	(1,006)	-	(1,006)
— Written off of payables	— 撇銷應付款項	-	2,770	-	2,770	-	2,770
— Reversal of over-provision of compensation in previous years	— 撥回往年超額補償	10,855	-	-	10,855	-	10,855
— Sundry income	— 雜項收入	5,875	-	-	5,875	-	5,875
— Finance costs	— 融資成本	-	-	-	-	(34,443)	(34,443)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 5. SEGMENT INFORMATION (Continued)

As at 31 December 2014

### 5. 分部資料(續)

於二零一四年十二月三十一日

		Continuing operations			
		持續業務			
		Property development	Property investment	Property management	Total
		物業發展	物業投資	物業管理	總額
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Reportable segment assets	可報告分部資產	1,947,105	1,076,046	6,390	3,029,541
Additions to non-current segment assets during the year	年內添置之非流動 分部資產	15	62,248	–	62,263
Reportable segment liabilities	可報告分部負債	(527,783)	(329,080)	(2,135)	(858,998)

For the year ended 31 December 2013

截至二零一三年十二月三十一日止年度

		Continuing operations				Discontinued operations					
		持續業務				已終止業務					
		Properties development	Properties investment	Properties management	Sub-total	Electronic products	Equity and commodity investments	Provision of loan finance	Hotel operation	Sub-total	Total
		物業發展	物業投資	物業管理	小計	電子產品	證券及 商品投資	貸款融資 提供	酒店營運	小計	總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<hr/>											
Reportable segment revenue	可報告分部收益										
External revenue	外界收益	376,472	9,194	11,747	397,413	76,115	-	-	173,789	249,904	647,317
Inter-segment revenue	分部間收益	-	-	-	-	-	-	-	1,252	1,252	1,252
<hr/>											
		376,472	9,194	11,747	397,413	76,115	-	-	175,041	251,156	648,569
<hr/>											
Reportable segment loss	可報告分部虧損	(186,378)	(15,275)	(922)	(202,575)	(4,134)	(772)	(12)	(23,770)	(28,688)	(231,263)
<hr/>											
— Reversal of impairment losses of completed properties held for sale	— 撥回持作出售之已竣工物業之減值虧損	17,767	-	-	17,767	-	-	-	-	-	17,767
— Depreciation on property, plant and equipment	— 物業、廠房及設備折舊	-	-	-	-	(1,545)	-	-	(17,084)	(18,629)	(18,629)
— Amortisation of leasehold land and land use rights	— 租賃土地及土地使用權攤銷	-	-	-	-	(84)	-	-	(13,194)	(13,278)	(13,278)
— Business tax and other levies	— 營業稅及其他徵費	(14,880)	(1,681)	(581)	(17,142)	-	-	-	(9,957)	(9,957)	(27,099)
— Distribution costs	— 分銷成本	(35,100)	-	(455)	(35,555)	(2,479)	-	-	-	(2,479)	(38,034)
— Compensation paid	— 已付補償	(7,750)	(10,144)	-	(17,894)	-	-	-	-	-	(17,894)
— Amortisation of deferred product development costs	— 遞延產品開發成本攤銷	-	-	-	-	(154)	-	-	-	(154)	(154)
— Impairment losses of completed properties held for sale and properties under development	— 持作出售之已竣工物業及發展中物業減值虧損	(171,584)	-	-	(171,584)	-	-	-	-	-	(171,584)
— Fair value changes on investment properties	— 投資物業公平值變動	-	(13,683)	-	(13,683)	-	-	-	-	-	(13,683)
— Finance costs	— 融資成本	(11,156)	-	-	(11,156)	-	-	-	(37,279)	(37,279)	(48,435)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 5. SEGMENT INFORMATION (Continued)

As at 31 December 2013

### 5. 分部資料(續)

於二零一三年十二月三十一日

		Continuing operations			Discontinued operations		
		持續業務			已終止業務		
		Property development	Property investment	Property management	Sub-total	Hotel operation	Total
		物業發展	物業投資	物業管理	小計	經營酒店	總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Reportable segment assets	可報告分部資產	1,921,832	1,184,771	4,112	3,110,715	1,376,168	4,486,883
Additions to non-current segment assets during the year	年內添置之非流動分部資產	-	702,683	-	702,683	6,401	709,084
Reportable segment liabilities	可報告分部負債	(602,317)	(310,401)	(4,184)	(916,902)	(631,885)	(1,548,787)



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 5. SEGMENT INFORMATION (Continued)

The following is an analysis of the Group's revenue and results by reportable and operating segments:

### 5. 分部資料(續)

以下為本集團按可報告及營運分部劃分之收益及業績分析：

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
<b>Revenue</b>	<b>收益</b>		
Total revenue from reportable segments	可報告分部總收益	<b>185,710</b>	397,413
Elimination of inter-segment revenue	分部間收益抵銷	–	–
Consolidated revenue	綜合收益	<b>185,710</b>	397,413
<b>Loss</b>	<b>虧損</b>		
Reportable segment loss	可報告分部虧損	<b>(92,297)</b>	(202,575)
Elimination of inter-segment profits	分部間溢利抵銷	–	–
Reportable segment loss derive from Group's external customers	來自本集團外界客戶的可報告分部虧損	<b>(92,297)</b>	(202,575)
Operating lease charges	經營租賃支出	<b>(2,990)</b>	(3,178)
Fair value changes on derivative financial instruments	衍生金融工具公平值變動	<b>(14,234)</b>	(84,906)
Share of loss of an associate	分佔聯營公司虧損	<b>(4,350)</b>	(19,051)
Discontinued operations	已終止業務	<b>276,415</b>	9,597
Gain on disposal of subsidiaries	出售附屬公司之收益	–	153,418
Gain on bargain purchase of subsidiaries	議價收購附屬公司之收益	–	27,544
Finance costs	融資成本	<b>(133,449)</b>	(150,613)
Unallocated expenses	未分配開支	<b>(86,266)</b>	(71,490)
Unallocated income	未分配收入	<b>38,271</b>	34,653
Loss before income tax	除所得稅前虧損	<b>(18,900)</b>	(306,601)
Income tax credit	所得稅抵免	<b>36,628</b>	48,933
Profit/(loss) for the year	年度收益／(虧損)	<b>17,728</b>	(257,668)
Reportable segment assets	可報告分部資產	<b>3,029,541</b>	3,110,715
Assets classified as held for sale	分類為持作出售之資產	–	1,382,365
Corporate assets	公司資產	<b>863,706</b>	1,400,267
Group assets	集團資產	<b>3,893,247</b>	5,893,347
Reportable segment liabilities	可報告分部負債	<b>(858,998)</b>	(916,902)
Liabilities associated with assets classified as held for sale	分類為持作出售之資產的相關負債	–	(829,494)
Corporate liabilities	公司負債	<b>(2,812,258)</b>	(3,902,449)
Group liabilities	集團負債	<b>(3,671,256)</b>	(5,648,845)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 5. SEGMENT INFORMATION (Continued)

There was no single customer individually contributed over 10% of the Group's total revenue during the year ended 31 December 2014 (2013: Nil).

The Group's revenues from external customers and its non-current assets (other than financial instruments) are divided into the following geographical areas:

Revenue from external customers:

### 5. 分部資料(續)

截至二零一四年十二月三十一日止年度，概無單一客戶個別對本集團總收益的貢獻超過10%（二零一三年：無）。

本集團來自外界客戶之收益及其非流動資產（不包括金融工具）分為以下地區：

來自外界客戶之收益：

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
<b>Continued operations</b>	<b>持續業務</b>		
Hong Kong (domicile) (note (a))	香港(業務所在地)(附註(a))	285	195
Mainland China	中國內地	185,425	397,218
		<b>185,710</b>	<b>397,413</b>
<b>Discontinued operations</b>	<b>已終止業務</b>		
Hong Kong (domicile) (note (a))	香港(業務所在地)(附註(a))	—	4,066
North America (note (b))	北美洲(附註(b))	—	11,280
Europe (note (c))	歐洲(附註(c))	—	5,996
Japan	日本	—	52,138
Mainland China	中國內地	190,214	174,202
Others (note (d))	其他(附註(d))	—	2,222
		<b>190,214</b>	<b>249,904</b>
<b>Total</b>	<b>總計</b>	<b>375,924</b>	<b>647,317</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 5. SEGMENT INFORMATION (Continued)

Non-current assets:

### 5. 分部資料(續)

非流動資產：

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
<b>Continuing operations</b>	<b>持續業務</b>		
Hong Kong (domicile) (note (a))	香港(業務所在地)(附註(a))	<b>12,691</b>	14,272
Mainland China	中國內地	<b>1,328,515</b>	1,030,389
		<b>1,341,206</b>	1,044,661
<b>Discontinued operations</b>	<b>已終止業務</b>		
Mainland China	中國內地	—	1,349,317
<b>Total</b>	<b>總計</b>	<b>1,341,206</b>	<b>2,393,978</b>

Notes:

- (a) The place of domicile is determined based on the location of central management.
- (b) Principally included the United States of America ("the USA") and Canada.
- (c) Principally included the United Kingdom, France, Germany and the Mainland Europe.
- (d) Principally included Taiwan, Korea and elsewhere in Asia.

The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical locations of the non-current assets and interests of associate are based on the physical location of the assets and location of operation respectively.

附註：

- (a) 業務所在地乃根據中央管理層位處所在釐定。
- (b) 主要包括美利堅合眾國(「美國」)及加拿大。
- (c) 主要包括英國、法國、德國及歐洲大陸。
- (d) 主要包括台灣、韓國及亞洲其他地區。

客戶所在地乃以提供服務或交付貨物之地點為基準。非流動資產及聯營公司權益所在地乃以資產及經營業務之實際地點為基準。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 6. REVENUE

The Group's principal activities are disclosed in note 1 to these consolidated financial statements. Turnover of the Group is the revenue from these activities. Revenue from the Group's principal activities recognised during the year is as follows:

### 6. 收益

本集團之主要業務載於該等綜合財務報表附註1。來自有關業務之收益亦即本集團營業額。年內確認之本集團主要業務之收益如下：

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
<b>Continuing operations</b>	<b>持續業務</b>		
Sales of properties	銷售物業	<b>175,403</b>	376,472
Gross rental income from investment properties	投資物業之租金收入總額	<b>8,999</b>	9,194
Rental income from sub-letting of leased assets	分租租賃資產之租金收入	<b>268</b>	10,259
Properties management fees	物業管理費	<b>1,040</b>	1,488
<b>Total</b>	<b>總計</b>	<b>185,710</b>	397,413

### 7. OTHER REVENUE AND NET INCOME

### 7. 其他收益及收入淨額

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
<b>Continuing operations</b>	<b>持續業務</b>		
<b>Other revenue</b>	<b>其他收益</b>		
Interest income on financial assets carried at amortised costs	按攤銷成本入賬之金融資產之利息收入	<b>902</b>	952
Interest income on loan to an associate	給予聯營公司貸款之利息收入	<b>8,949</b>	7,475
Bad debt recovery	壞賬收回	<b>—</b>	4,424
Compensation from vendors	賣方之補償	<b>893</b>	—
Written off of payable	撇銷應付款項	<b>2,770</b>	8,708
Management fee income from an associate	應收聯營公司管理費收入	<b>639</b>	12,117
Gain on disposal of plant and equipment	出售廠房及設備之收益	<b>9</b>	—
Reversal of impairment loss of completed properties held for sale	撥回持作出售已竣工物業之減值虧損	<b>8,016</b>	17,767
Reversal of over-provision of compensation paid in previous years	撥回往年補償支出超額撥備	<b>10,855</b>	—
Over-provision of trade payable	應付賬款超額撥備	<b>—</b>	2,404
Gains on cancellation of convertible notes	註銷可換股票據之收益	<b>27,341</b>	—
Others	其他	<b>7,283</b>	3,408
		<b>67,657</b>	57,255
<b>Other net income</b>	<b>其他收入淨額</b>		
Exchange gain, net	匯兌收益，淨額	<b>841</b>	4,692
		<b>68,498</b>	61,947

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 8. FINANCE COSTS

### 8. 融資成本

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
<b>Continuing operations</b>	<b>持續業務</b>		
Interest on bank loan borrowing, gross	銀行借貸之利息總額	<b>23,763</b>	53,613
Less: amount capitalised to properties under development (note (b))	減：資本化為發展中物業之金額(附註(b))	<b>17,313</b>	36,404
amount capitalised to investment property (note (a))	資本化為投資物業之金額(附註(a))	<b>4,147</b>	1,982
Interest on bank loan borrowing, net	銀行借貸之利息淨額	<b>2,303</b>	15,227
Interest on other loans wholly repayable within five years	須於五年內悉數償還之其他貸款之利息	<b>22,138</b>	15,651
Interest on convertible notes	可換股票據之利息	<b>109,008</b>	119,735
		<b>133,449</b>	150,613

Note:

- (a) The borrowing costs have been capitalised of a range from 3.98% to 7.68% (2013: 6.19%) per annum.
- (b) The borrowing costs have been capitalised of a range from 7.21% to 7.53% (2013: 7.71% to 12.69%) per annum.

附註：

- (a) 借貸成本按年利率3.98%至7.68%(二零一三年：6.19%)資本化。
- (b) 借貸成本按年利率7.21%至7.53%(二零一三年：7.71%至12.69%)資本化。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 9. LOSS BEFORE INCOME TAX

### 9. 除所得稅前虧損

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
<b>Continuing operations</b>	<b>持續業務</b>		
Loss before income tax is arrived at after charging/(crediting):	除所得稅前虧損已扣除／(計入)：		
Cost of properties sold	已售物業成本	150,432	343,093
Cost of properties management	物業管理成本	5,061	11,603
Business tax and other levies (note (b))	營業稅及其他徵費 (附註(b))	10,488	17,141
Depreciation on property, plant and equipment (note (a))	物業、廠房及設備折舊 (附註(a))		
— Owned assets	— 自有資產	3,534	6,687
Operating lease charges in respect of land and buildings	土地及樓宇之經營租賃支出	3,044	3,178
Auditors' remuneration	核數師酬金	793	1,054
Provision for impairment of trade receivables recognised	已確認應收賬款減值撥備	286	367
Loss on written off of property, plant and equipment	撇銷物業、廠房及設備之虧損	166	—
Rental income from investment properties less direct outgoings (note (c))	投資物業租金收入減直接開支 (附註(c))	(8,999)	(9,194)

Notes:

附註：

**(a) Depreciation expenses**

Depreciation expenses of approximately RMB3,534,000 (2013: approximately RMB6,687,000) have been included in administrative expenses respectively.

**(a) 折舊開支**

折舊開支約人民幣3,534,000元(二零一三年：約人民幣6,687,000元)已分別計入行政費用。

**(b) Business tax and other levies**

The Group with business operation in the PRC is subject to business taxes on their revenue at the following rates:

**(b) 營業稅及其他徵費**

本集團於中國經營業務須就其收益按以下稅率繳納營業稅：

Category 類別	Rate 稅率
----------------	------------

Sales of properties and car park units	銷售物業及車位	5%
Rental income from investment properties and car park units	投資物業及車位之租金收入	5%

**(c) Rental income from investment properties**

There are no direct outgoings incurred for investment properties for the years ended 31 December 2014 and 2013.

**(c) 投資物業租金收入**

截至二零一四年及二零一三年十二月三十一日止年度，投資物業並無直接開支。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 10. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS)

### 10. 僱員福利開支(包括董事薪酬)

	2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Wages and salaries 工資及薪金	45,057	74,161
Pension costs — defined contribution plans 退休成本 — 定額供款計劃	5,006	9,169
	50,063	83,330

### 11. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS

### 11. 董事酬金及高級管理人員薪酬

#### 11.1 Directors' emoluments

Executive directors and independent non-executive directors:

#### 11.1 董事酬金

執行董事及獨立非執行董事：

2014

二零一四年

	Directors' fees RMB'000 人民幣千元	Salaries, allowances & benefits in kind 薪金、津貼及實物利益 RMB'000 人民幣千元	Discretionary bonus 酌情花紅 RMB'000 人民幣千元	Contribution to defined contribution plan 定額供款計劃供款 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Executive directors 執行董事</b>					
Mr. Ng Pui Keung 伍沛強先生	—	1,363	106	13	1,482
Mr. You Xiaofei 尤孝飛先生	—	973	61	43	1,077
<b>Independent non-executive directors 獨立非執行董事</b>					
Mr. Lo Wai Hung 盧偉雄先生	200	—	—	—	200
Ms. Pang Yuen Shan, Christina 彭婉珊女士	181	—	—	—	181
Mr. Chan Chi Mong, Hopkins 陳之望先生	152	—	—	—	152
	533	2,336	167	56	3,092

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 11. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

#### 11.1 Directors' emoluments (Continued)

Executive directors and independent non-executive directors:

2013

	Directors' fees	Salaries, allowances & benefits in kind	Discretionary bonus	Contribution to defined contribution plan	Total
	董事袍金	薪金、津貼及實物利益	酌情花紅	定額供款計劃供款	總計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Executive directors</b>					
<b>Mr. Ng Pui Keung</b>					
Mr. Ng Pui Keung	—	1,297	—	12	1,309
Mr. You Xiaofei	—	882	—	48	930
<b>Independent non-executive directors</b>					
<b>Mr. Cheung Chung Leung, Richard (Note 1)</b>	10	—	—	—	10
Mr. Lo Wai Hung	190	—	—	—	190
Ms. Pang Yuen Shan, Christina	168	—	—	—	168
Mr. Chan Chi Mong, Hopkins (Note 2)	134	—	—	—	134
	502	2,179	—	60	2,741

Note 1: Mr. Cheung Chung Leung, Richard resigned as an independent non-executive director on 31 January 2013.

Note 2: Mr. Chan Chi Mong, Hopkins appointed as an independent non-executive director on 31 January 2013.

During the year ended 31 December 2014 and 31 December 2013, no emoluments were paid by the Group to any directors as an inducement to join or upon joining the Group or as compensation for loss of office.

There were no arrangements under which a director waived or agreed to waive any remuneration during the year (2013: Nil).

### 11. 董事酬金及高級管理人員薪酬 (續)

#### 11.1 董事酬金 (續)

執行董事及獨立非執行董事：

二零一三年

	Directors' fees	Salaries, allowances & benefits in kind	Discretionary bonus	Contribution to defined contribution plan	Total
	董事袍金	薪金、津貼及實物利益	酌情花紅	定額供款計劃供款	總計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Executive directors</b>					
<b>Mr. Ng Pui Keung</b>					
Mr. Ng Pui Keung	—	1,297	—	12	1,309
Mr. You Xiaofei	—	882	—	48	930
<b>Independent non-executive directors</b>					
<b>Mr. Cheung Chung Leung, Richard (Note 1)</b>	10	—	—	—	10
Mr. Lo Wai Hung	190	—	—	—	190
Ms. Pang Yuen Shan, Christina	168	—	—	—	168
Mr. Chan Chi Mong, Hopkins (Note 2)	134	—	—	—	134
	502	2,179	—	60	2,741

附註1：張仲良先生於二零一三年一月三十一日辭任獨立非執行董事。

附註2：陳之望先生於二零一三年一月三十一日獲委任為獨立非執行董事。

於截至二零一四年十二月三十一日及二零一三年十二月三十一日止年度，本集團概無向董事支付任何酬金作為加入本集團或於加入時之獎勵或離職之補償。

各董事於年內概無作出放棄或同意放棄任何酬金之安排(二零一三年：無)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 11. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

#### 11.2 Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included two (2013: two) directors whose emoluments are reflected in the analysis presented in note 11.1. The emoluments payable to the remaining three (2013: three) individuals during the year are as follows:

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	2,883	3,040
Retirement scheme contributions	退休金計劃供款	69	71
		2,952	3,111

The emoluments fell within the following bands:

該等酬金屬於下列組別：

		Number of individuals 僱員人數	
		2014 二零一四年	2013 二零一三年
Emolument bands	酬金組別		
RMB1,500,001–RMB2,000,000	人民幣 1,500,001 元至 人民幣 2,000,000 元	1	–
RMB1,000,001–RMB1,500,000	人民幣 1,000,001 元至 人民幣 1,500,000 元	1	1
RMB500,001–RMB1,000,000	人民幣 500,001 元至 人民幣 1,000,000 元	–	2
RMB0–RMB500,000	人民幣 0 元至 人民幣 500,000 元	1	–

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 12. INCOME TAX CREDIT

### 12. 所得稅抵免

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
<b>Continuing operations</b>	<b>持續業務</b>		
<b>Current tax</b>	<b>即期稅項</b>		
The PRC — Corporate Income Tax	中國 — 企業所得稅		
— Tax for the year	— 本年度稅項	—	27,871
— Under provision in respect of prior years	— 以往年度撥備不足	1,277	632
		1,277	28,503
The PRC — Land appreciation tax	中國 — 土地增值稅		
— Current year	— 本年度	14,788	(8,206)
— Under provision in respect of prior years	— 以往年度撥備不足	—	858
		14,788	(7,348)
Deferred tax	遞延稅項		
— Current year	— 本年度	(52,916)	(70,071)
— Under/(over) provision in respect of prior years	— 以往年度撥備不足／(超額撥備)	223	(17)
		(52,693)	(70,088)
<b>Total income tax credit</b>	<b>所得稅抵免總額</b>	<b>(36,628)</b>	<b>(48,933)</b>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 12. INCOME TAX CREDIT (Continued)

Reconciliation between tax credit and accounting loss at applicable tax rates:

### 12. 所得稅抵免(續)

稅項抵免與按適用稅率計算會計虧損之對賬：

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Loss before taxation	除稅前虧損	(295,315)	(316,198)
Income tax at Hong Kong profits tax rate of 16.5%	按香港利得稅稅率 16.5% 徵收之所得稅	(48,726)	(52,172)
Tax effect of different taxation rates in other tax jurisdictions	其他稅務司法權區不同稅率之稅務影響	(15,508)	(28,073)
Under provision in prior years	以往年度撥備不足	1,500	1,473
Tax effect of non-taxable revenue	毋須繳稅收益之稅務影響	(5,222)	(37,733)
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	36,284	82,419
Tax effect of temporary differences not provided	未撥備暫時差額之稅務影響	925	4,971
Tax effect of prior year's unrecognised tax losses utilised this year	年內使用以往年度未確認稅項虧損之稅務影響	(21,274)	(9,031)
Tax effect of unused tax losses not recognised	未確認未使用稅項虧損之稅務影響	708	2,862
Tax effect of share of loss of an associate	分佔聯營公司虧損之影響	1,088	—
PRC land appreciation tax	中國土地增值稅	14,788	(8,206)
Effect of PRC land appreciation tax	中國土地增值稅之影響	(4,513)	1,837
Land appreciation tax on fair value changes on investment properties	投資物業公平值變動產生的土地增值稅	3,262	(7,584)
Others	其他	60	304
Income tax credit	所得稅抵免	(36,628)	(48,933)

Hong Kong profits tax has been provided at the rate of 16.5% (2013: 16.5%) on the estimated assessable profits for the year. Taxation on overseas profits has been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the countries in which the Group operates.

The income tax provision of the Group in respect of operations in Mainland China has been calculated at the rate of 25% (2013: 25%) on the estimated assessable profits for the year, based on the existing legislation, interpretations and practices in respect thereof.

香港利得稅乃根據本年度之估計應課稅溢利按 16.5% (二零一三年：16.5%) 之稅率撥備。海外溢利之稅款根據本年度之估計應課稅溢利，按本集團營運所在國家之現行稅率計算。

本集團就中國內地業務作出之所得稅撥備乃根據本年度估計應課稅溢利，在現行法例、詮釋及慣例基礎下按 25% (二零一三年：25%) 稅率計算。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 12. INCOME TAX CREDIT (Continued)

PRC land appreciation tax is levied at progressive rate ranging from 30% to 60% on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including lease charges of land use rights and all properties development expenditures.

Furthermore, in accordance with the Detailed Implementation Regulations for implementation of the new Corporate Income Tax Law issued on 6 December 2007, a 10% withholding tax shall be levied on the dividends remitted by the companies established in the PRC to their foreign investors starting from 1 January 2008. Dividends coming from the profits generated by the PRC companies after 1 January 2008 shall be subject to this withholding tax. As at 31 December 2014, the Group has not accrued any withholding income tax for the earnings of its PRC subsidiaries (2013: nil), because the Group does not have a plan to distribute earnings from its PRC subsidiaries generated in the period from 1 January 2008 to 31 December 2014 in the foreseeable future.

### 13. DISCONTINUED OPERATIONS Master Base Group

On 12 April 2013, the Group had entered into an agreement for the disposal of its entire equity interest in Master Base Limited ("Master Base"). On 31 May 2013, the disposal was completed and Master Base ceased to be a subsidiary of the Company and the businesses of manufacture and sale of electronic products, trading of listed equity investments and commodities and provision of loan financing operations which are solely carried out by the subsidiaries of Master Base, have become discontinued operations of the Group.

#### Junyu Hotel

On 16 May 2013, the Group had entered into another agreement for the disposal of its entire interest in Guangzhou Junyu Hotel Investments Limited ("Junyu Hotel"). On 22 December 2014, the disposal was completed and Junyu Hotel cease to be a subsidiary of the Company and the business of hotel operation which is solely carried out by Junyu Hotel, has become discontinued operations of the Group.

### 12. 所得稅抵免(續)

中國土地增值稅根據土地價值之增長(即銷售物業所得款項扣除可扣減開支(包括土地使用權租賃費用以及所有物業發展支出))按累進稅率30%至60%徵收。

此外，根據於二零零七年十二月六日頒佈之新企業所得稅法實施細則，自二零零八年一月一日起，在中國成立之公司向其外資投資者匯出股息須徵收10%預扣稅。來自中國公司於二零零八年一月一日之後所賺溢利之股息須徵收此項預扣稅。於二零一四年十二月三十一日，本集團並無就其中國附屬公司之盈利為預扣所得稅作撥備(二零一三年：無)，因本集團並無計劃於可預見將來分派旗下中國附屬公司由二零零八年一月一日至二零一四年十二月三十一日期間賺獲之盈利。

### 13. 已終止業務 Master Base Group

本集團於二零一三年四月十二日訂立協議出售所持Master Base Limited(「Master Base」)全部股權。二零一三年五月三十一日完成出售事項，Master Base不再為本公司附屬公司，而Master Base附屬公司單獨進行的製造及銷售電子產品、買賣上市證券及商品投資及提供貸款融資等業務成為本集團已終止業務。

#### 君譽酒店

本集團於二零一三年五月十六日訂立另一份協議出售所持廣州君譽酒店投資有限公司(「君譽酒店」)全部股權。出售事項於二零一四年十二月二十二日完成，君譽酒店不再為本公司之附屬公司，而君譽酒店獨立經營的酒店業務已成為本集團已終止業務。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 13. DISCONTINUED OPERATIONS (Continued)

The gain for the year from discontinued operations is analysed as follows:

### 13. 已終止業務(續)

年度已終止業務收益分析如下：

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Loss of Master Base Group for the year	年度 Master Base Group 虧損	—	(18,374)
Profit of Junyu Hotel for the year	年度君譽酒店溢利	17,704	4,989
Gain on disposal of Master Base Group (note 37)	出售 Master Base Group 收益 (附註 37)	—	22,982
Gain on disposal of Junyu Hotel (note 37)	出售君譽酒店收益 (附註 37)	258,711	—
Gain from discontinued operations	已終止業務收益	276,415	9,597

The results of Junyu Hotel presented as discontinued operations included in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2014, were as follows:

截至二零一四年十二月三十一日止年度之綜合損益及其他全面收入報表所載列作已終止業務的君譽酒店的業績如下：

		Junyu Hotel 君譽酒店 RMB'000 人民幣千元
Revenue	收益	
— Hotel operation income	— 酒店營運收入	190,214
Cost of income	收入成本	(132,873)
Gross profit	毛利	57,341
Other revenue and net income	其他收益及收入淨額	1,222
Administrative and other operating expenses	行政及其他經營開支	(6,416)
Finance costs	融資成本	
— Interest on bank loan borrowing	— 銀行借貸之利息	(34,443)
Profit before income tax	除所得稅前溢利	17,704
Income tax expense	所得稅開支	—
Profit for the year	年度溢利	17,704

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 13. DISCONTINUED OPERATIONS (Continued)

Profit before income tax for the year ended 31 December 2014 from discontinued operations included the following:

### 13. 已終止業務(續)

截至二零一四年十二月三十一日止年度已終止業務除所得稅前溢利包括以下各項：

		Junyu Hotel 君譽酒店 RMB'000 人民幣千元
Profit before income tax is arrived at after charging/(crediting):	除所得稅前溢利已扣除／(計入)：	
Rental income from sub-letting of leased assets	分租租賃資產之租金收入	(1,070)
Cost of hotel operation	酒店營運成本	121,951
Business tax and other levies	營業稅及其他徵費	10,862
Operating lease charges in respect of land and buildings	土地及樓宇之經營租賃支出	1,064
Loss on written off of property, plant and equipment	撇銷物業、廠房及設備之虧損	1,032
Staff cost	僱員成本	
— Wages and salaries	— 工資及薪金	31,094
— Pension costs — defined contribution plans	— 退休成本 — 定額供款計劃	3,530

Cash flows from discontinued operations for the year ended 31 December 2014 were as follows:

截至二零一四年十二月三十一日止年度已終止業務所得現金流量如下：

		Junyu Hotel 君譽酒店 RMB'000 人民幣千元
Net cash generated from operating activities	經營業務所得之現金淨額	12,618
Net cash used in investing activities	投資業務所用之現金淨額	(883)
Net cash used in financing activities	融資業務所用之現金淨額	(77,705)
Net decrease in cash and cash equivalent	現金及現金等價物減少淨額	(65,970)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 13. DISCONTINUED OPERATIONS (Continued)

The results of this Master Base Group and Junyu Hotel presented as discontinued operations included in the consolidated statement of profit and loss and other comprehensive income for the year ended 31 December 2013, were as follows:

### 13. 已終止業務(續)

Master Base Group與君譽酒店之業績於截至二零一三年十二月三十一日止年度之綜合損益及其他全面收入報表呈列為已終止業務，如下所示：

		Master Base Group RMB'000 人民幣千元	Junyu Hotel 君譽酒店 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
Revenue	收益			
— Sales of electronic products	— 電子產品銷售	76,115	—	76,115
— Hotel operation income	— 酒店營運收入	—	173,789	173,789
		76,115	173,789	249,904
Cost of sales/income	銷售成本／收入	(61,896)	(124,878)	(186,774)
Gross profit	毛利	14,219	48,911	63,130
Other revenue and net income	其他收益及收入淨額	828	29,774	30,602
Distribution costs	分銷成本	(2,479)	—	(2,479)
Administrative and other operating expenses	行政及其他經營開支	(24,604)	(39,716)	(64,320)
Finance costs	融資成本			
— Interest on promissory note	— 承兌票據之利息	(6,222)	—	(6,222)
— Interest on bank loan borrowing	— 銀行借貸之利息	—	(37,279)	(37,279)
(Loss)/profit before income tax	除所得稅前(虧損)／溢利	(18,258)	1,690	(16,568)
Income tax (expense)/credit	所得稅(開支)／抵免	(116)	3,299	3,183
(Loss)/profit for the year	年度(虧損)／溢利	(18,374)	4,989	(13,385)



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 13. DISCONTINUED OPERATIONS (Continued)

Loss before income tax for the year ended 31 December 2013 from discontinued operations included the following:

### 13. 已終止業務(續)

截至二零一三年十二月三十一日止年度已終止業務之除所得稅前虧損包括以下各項：

		Master Base Group	Junyu Hotel 君譽酒店	Total 總額
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Loss before income tax is arrived at after charging/(crediting):	除所得稅前虧損已扣除／(計入)：			
Product development income	產品開發收入	(384)	—	(384)
Consultancy fee income	諮詢費收入	—	(26,000)	(26,000)
Compensation from constructor	建築商之補償	—	(2,472)	(2,472)
Compensation income	補償收入	(372)	—	(372)
Rental income from sub-letting of leased assets	分租租賃資產之租金收入	—	(976)	(976)
Cost of inventories sold	已售存貨成本	46,655	—	46,655
Cost of hotel operation	酒店營運成本	—	114,921	114,921
Business tax and other levies	營業稅及其他徵費	—	9,957	9,957
Depreciation on property, plant and equipment	物業、廠房及設備折舊			
— Owned assets	— 自有資產	3,250	17,084	20,334
— Leased assets	— 租賃資產	20	—	20
Amortisation of leasehold land and land use rights	租賃土地及土地使用權攤銷	84	13,194	13,278
Operating lease charges in respect of land and buildings	土地及樓宇之經營租賃支出	3,043	500	3,543
Research and development costs (including amortisation charge on capitalised deferred product development costs)	研發費用(包括資本化遞延產品開發成本之攤銷費用)	306	—	306
Unrealised loss on financial assets at fair value through profit or loss	按公平值經損益入賬之金融資產之未變現虧損	757	—	757
Provision for slow moving inventories	滯銷存貨撥備	429	—	429
Loss on written off of property, plant and equipment	撇銷物業、廠房及設備之虧損	—	1,855	1,855
Staff cost	僱員成本			
— Wages and salaries	— 工資及薪金	20,723	28,733	49,456
— Pension costs — defined contribution plans	— 退休成本 — 一定額供款計劃	1,580	5,806	7,386

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 13. DISCONTINUED OPERATIONS (Continued)

Cash flows from discontinued operations for the year ended 31 December 2013 were as follows:

### 13. 已終止業務(續)

截至二零一三年十二月三十一日止年度已終止業務之現金流量如下所示：

		Master Base Group	Junyu Hotel 君譽酒店	Total 總額
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Net cash generated from operating activities	經營業務所得之現金淨額	3,809	20,604	24,413
Net cash used in investing activities	投資業務所用之現金淨額	(394)	(6,223)	(6,617)
Net cash used in financing activities	融資業務所用之現金淨額	(23)	(80,541)	(80,564)
Net increase/(decrease) in cash and cash equivalent	現金及現金等價物增加／(減少)淨額	3,392	(66,160)	(62,768)

### 14. PROFIT/(LOSS) ATTRIBUTABLE TO THE OWNERS OF THE COMPANY

Of the consolidated profit attributable to the owners of the Company of approximately RMB17,728,000 (2013: loss of approximately RMB237,999,000), a loss of approximately RMB98,626,000 (2013: approximately RMB161,379,000) has been dealt with in financial statements of the Company.

### 14. 本公司擁有人應佔溢利／(虧損)

在本公司擁有人應佔綜合溢利約人民幣17,728,000元(二零一三年：虧損約人民幣237,999,000元)中，虧損約人民幣98,626,000元(二零一三年：約人民幣161,379,000元)已於本公司財務報表中反映。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 15. EARNINGS/LOSS PER SHARE

#### Basic earnings/(loss) per share

The calculation of earnings/(loss) per share for continuing and discontinued operations is based on the profit attributable to the owners of the Company of approximately RMB17,728,000 (2013: loss of approximately RMB237,999,000) and on the weighted average of 3,228,682,010 (2013: 3,228,682,010) ordinary shares in issue during the year.

The calculation of loss per share for continuing operations is based on the loss attributable to the owners of the Company of approximately RMB258,687,000 (2013: loss of approximately RMB247,596,000) and on the weighted average of 3,228,682,010 (2013: 3,228,682,010) ordinary shares in issue during the year.

The calculation of earnings per share for discontinued operations is based on the profit attributable to the owners of the Company of approximately RMB276,415,000 (2013: profit of approximately RMB9,597,000) and the weighted average of 3,228,682,010 (2013: 3,228,682,010) ordinary shares in issue during the year.

#### Diluted earnings/(loss) per share

Diluted (loss)/earnings per share for continuing and/or discontinued operations for the years ended 31 December 2014 and 2013 is not presented because the impact of the conversion of convertible notes is anti-dilutive.

### 15. 每股盈利／虧損

#### 每股基本盈利／(虧損)

持續及已終止業務每股盈利／(虧損)乃根據本公司擁有人應佔溢利約人民幣17,728,000元(二零一三年：虧損約人民幣237,999,000元)及年內已發行普通股之加權平均數3,228,682,010股(二零一三年：3,228,682,010股)計算。

持續業務每股虧損乃根據本公司擁有人應佔虧損約人民幣258,687,000元(二零一三年：虧損約人民幣247,596,000元)及年內已發行普通股之加權平均數3,228,682,010股(二零一三年：3,228,682,010股)計算。

已終止業務每股盈利基於年內本公司擁有人應佔溢利約人民幣276,415,000元(二零一三年：溢利約人民幣9,597,000元)及已發行普通股之加權平均數3,228,682,010股(二零一三年：3,228,682,010股)計算。

#### 每股攤薄盈利／(虧損)

由於轉換可換股票據具有反攤薄影響，故並無呈列截至二零一四年及二零一三年十二月三十一日止年度持續及／或已終止業務之每股攤薄(虧損)／盈利。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 16. INVESTMENT PROPERTIES — GROUP

### 16. 投資物業 — 本集團

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
At 1 January	於一月一日	1,038,780	350,093
Exchange realignment	匯兌調整	112	(313)
Additions	添置	62,248	23,699
Addition from acquisition of subsidiaries	因收購附屬公司而增加	—	678,984
Disposals	出售	(31,200)	—
Gain/(loss) from fair value adjustment	公平值調整盈利/(虧損)	1,652	(13,683)
Reclassified as held for sale	重新分類為持作出售	(266,000)	—
At 31 December	於十二月三十一日	805,592	1,038,780

The analysis of the net carrying amount of investment properties according to lease periods as at 31 December were as follows:

投資物業於十二月三十一日按租期之賬面淨值分析如下：

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
In Hong Kong, held on:	於香港持有：		
Lease of between 10 to 50 years	租期介乎 10 至 50 年	12,691	12,580
Outside Hong Kong, held on:	於香港境外持有：		
Lease of between 10 to 50 years	租期介乎 10 至 50 年	792,901	1,026,200
		805,592	1,038,780

The fair values of the investment properties of the Group as at 31 December 2014 were assessed by B.I. Appraisals Limited, an independent qualified valuer. B.I. Appraisals Limited are members of the Hong Kong Institute of Surveyors. For financial reporting purpose, discussions and review of valuation processes and results are held among the Group's chief financial officer, senior officers of relevant operation departments and the independent professional valuer. The results are being directly reported back to the executive directors of the Company.

本集團之投資物業於二零一四年十二月三十一日之公平值經獨立合資格估值師保柏國際評估有限公司估值。保柏國際評估有限公司為香港測量師學會的成員。為進行財務匯報，估值程序及結果由本集團財務總監、相關營運部門高級職員及獨立專業估值師討論及檢討，而相關結果則直接向本公司執行董事匯報。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 16. INVESTMENT PROPERTIES — GROUP

(Continued)

The valuation for completed investment properties was arrived at by considering the capitalised income derived from the existing tenancies and the reversionary potential of the properties or, where appropriate by reference to market evidence of transaction prices for similar properties in the similar locations and conditions.

The valuation for investment properties under construction was arrived at by making reference to comparable transactions available in the relevant market. The construction cost incurred, estimated construction cost to complete the development, discount rate and estimated developer's profit at the date of valuation are also taken into account.

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

Certain of the Group's investment properties are leased to third parties under operating leases, further summary details of which are included in note 40.

As at 31 December 2014, none of investment properties were pledged to banks to secure general banking facilities granted to the Group. As at 31 December 2013, investment properties of approximately RMB894,000,000 were pledged to banks to secure general banking facilities granted to the Group to the extent of RMB242,460,000.

The following table presents the Group's investment properties measured at fair value in the consolidated statements of financial position in accordance with the fair value hierarchy. The hierarchy groups the investment properties into three levels based on the relative reliability of significant inputs used in measuring the fair value of the investment properties. The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available; and
- Level 3: inputs for the asset that are not based on observable market data (unobservable inputs).

### 16. 投資物業 — 本集團(續)

已竣工投資物業估值乃考慮現有租約產生的資本化收入及物業復歸收入潛力或(如適用)參考相同位置及狀況下同類物業交易價格的市場證據而進行。

在建投資物業估值乃參考相關市場可比較交易而進行，亦會計及於估值日已產生的建築成本、完成開發的估計建築成本、貼現率及估計開發商溢利。

本集團根據經營租賃持有以賺取租金或待資本增值的所有物業權益，採用公平值模式計量，分類及入賬列為投資物業。

本集團若干投資物業乃根據經營租賃出租予第三方，有關詳情之進一步摘要載於附註40。

於二零一四年十二月三十一日，概無投資物業已抵押予銀行，以取得本集團獲授之一般銀行融資。於二零一三年十二月三十一日，約人民幣894,000,000元之投資物業已抵押予銀行，以取得本集團獲授之一般銀行融資人民幣242,460,000元。

下表呈列本集團根據公平值級別於綜合財政狀況表按公平值計量之投資物業。投資物業根據計量該等投資物業公平值所用重大輸入數據之相對可靠程度按級別分為三級。公平值級別包括以下各級：

- 第一級：相同資產之活躍市場報價(未經調整)；
- 第二級：第一級所包括報價以外就資產觀察所得輸入數值，並無使用重大無法觀察之輸入數據。無法觀察之輸入數據並無市場數據；及
- 第三級：並非以觀察所得市場數據為準之資產輸入數值(無法觀察之輸入數值)。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 16. INVESTMENT PROPERTIES — GROUP

(Continued)

The Group's investment properties stated at fair value in the consolidated statements of financial position at each reporting date is grouped into the fair value hierarchy as follows:

### 16. 投資物業 — 本集團(續)

於各報告日期，本集團在綜合財政狀況表以公平值列賬之投資物業分為以下公平值級別：

		Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Investment property located in Hong Kong	香港投資物業	—	—	12,691	12,691
Investment properties located in Guangzhou, the PRC	中國廣州投資物業	—	—	792,901	792,901
Investment properties located in Guangzhou, the PRC classified held for sale	中國廣州投資物業，歸類為持作出售	266,000	—	—	266,000
At 31 December 2014	於二零一四年十二月三十一日	266,000	—	805,592	1,071,592

During the year ended 31 December 2014, there was transfer of approximately RMB266,000,000 from Level 3 to Level 1 because the Group had entered into an agreement for the disposal of investment properties (see note 28). The fair value of investment properties held for sale is determined by reference to that agreement. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

截至二零一四年十二月三十一日止年度，由於本集團訂立出售投資物業之協議（見附註28），故自第三級轉撥約人民幣266,000,000元至第一級。持作出售之投資物業的公平值經參考該協議釐定。本集團的政策是於產生公平值層級變更的報告期末確認相關變更。

		Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Investment property located in Hong Kong	香港投資物業	—	—	12,580	12,580
Investment properties located in Guangzhou, the PRC	中國廣州投資物業	—	—	1,026,200	1,026,200
At 31 December 2013	於二零一三年十二月三十一日	—	—	1,038,780	1,038,780

There were no transfers between Level 1 and 2, or transfers into or out of Level 3 during 2013. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

於二零一三年內，第一級與第二級之間並無任何轉撥，亦無轉撥至第三級或自第三級轉撥。本集團的政策是於產生公平值層級變更的報告期末確認相關變更。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 16. INVESTMENT PROPERTIES — GROUP

(Continued)

#### Information about Level 3 fair value measurements

### 16. 投資物業 — 本集團 (續)

#### 第三級公平值計量資料

	Valuation techniques	Unobservable input	Range	Relationship of unobservable inputs to fair value
	估值技巧	無法觀察之輸入數值	範圍	無法觀察之輸入數值與公平值的關係
Completed investment property in Hong Kong 香港已竣工投資物業	Market approach — investment method 市場法 — 投資法	Market rent 市場租金	HK\$22–HK\$24 per square feet 每平方呎 22 港元至 24 港元	The higher the market rent, the higher the value 市場租金越高，公平值越高
		Reversionary yield 復歸收益率	2.7%–3.0% 2.7%–3.0%	The higher the reversionary yield, the lower the value 復歸收益率越高，公平值越低
Completed investment properties in Guangzhou, the PRC 中國廣州已竣工投資物業	Market approach — investment method 市場法 — 投資法	Market rent 市場租金	RMB40–RMB230 per square meter 每平方米人民幣 40 元至人民幣 230 元	The higher the market rent, the higher the value 市場租金越高，公平值越高
		Reversionary yield 復歸收益率	4.8%–6.1% 4.8%–6.1%	The higher the reversionary yield, the lower the value 復歸收益率越高，公平值越低
Investment property under construction in the PRC 中國在建投資物業	Combination of investment method and residual method 投資法與餘值法相結合	Estimated costs to completion 估計竣工成本	RMB21.2 million 人民幣 21.2 百萬元	The higher the outstanding costs of development, the lower the value 欠付開發成本越高，公平值越低
		Market rent 市場租金	RMB50–RMB136 per square meter for office and RMB128–RMB3,600 per square meter for retails 辦公室每平方米人民幣 50 元至人民幣 136 元，零售單位每平方米人民幣 128 元至人民幣 3,600 元	The higher the market rent, the higher the value 市場租金越高，公平值越高
		Estimated developer's profit* 估計開發商溢利*	20% 20%	The higher the allowance, the lower the value 撥備越高，公平值越低
		Reversionary yield 復歸收益率	2.1%–6.5% for office and 5.6%–11.6% for retails 辦公室 2.1%–6.5%，零售單位 5.6%–11.6%	The higher the reversionary yield, the lower the value 復歸收益率越高，公平值越低

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 16. INVESTMENT PROPERTIES — GROUP

(Continued)

#### Information about Level 3 fair value measurements

(Continued)

The movements during the year in the balance of these Level 3 fair value measurements are as follows:

### 16. 投資物業 — 本集團(續)

#### 第三級公平值計量資料(續)

年內，第三級公平值計量的結餘變動如下：

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Investment properties located in Hong Kong and Guangzhou, the PRC:	於香港及中國廣州的投資物業：		
Exchange realignment	匯兌調整	112	(313)
At 1 January	於一月一日	1,038,780	350,093
Addition from acquisition of subsidiaries	因收購附屬公司而增加	—	678,984
Addition	添置	62,248	23,699
Loss from fair value adjustment	公平值調整虧損	1,652	(13,683)
Disposals	出售	(31,200)	—
Reclassified as held for sale	重新分類為持作出售	(266,000)	—
At 31 December	於十二月三十一日	805,592	1,038,780

Fair value adjustment of investment properties is recognised in the line item "fair value changes on investment properties" on the face of the consolidated statement of profit or loss and other comprehensive income.

投資物業的公平值調整於綜合損益及其他全面收入報表之「投資物業公平值變動」確認。

\* Estimated developer's profit represents allowance on risk associated with completing the project and investor's return expressed in terms of a percentage.

\* 估計開發商溢利指完成項目所涉及的風險撥備及投資者回報，以百分比列示。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 17. PROPERTY, PLANT AND EQUIPMENT Group

### 17. 物業、廠房及設備 本集團

		Buildings	Leasehold improvements	Plant and machinery	Furniture, fixture and office equipments	Motor vehicles	Hotel operating equipment	Total
		樓宇	租賃物業裝修	廠房及機器	傢俬、裝置及辦公室設備	汽車	營運設備	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Cost</b>	<b>成本</b>							
At 1 January 2013	於二零一三年一月一日	433,961	25,033	123,168	95,516	12,417	46,866	736,961
Exchange realignment	匯兌調整	(606)	(365)	(1,129)	(266)	(172)	–	(2,538)
Additions	添置	1,469	5,147	387	722	–	4,466	12,191
Addition from acquisition of subsidiaries	因收購附屬公司而增加	–	–	–	–	141	–	141
Written off	撇銷	(1,980)	–	–	(80)	–	–	(2,060)
Disposals of subsidiaries	出售附屬公司	(37,589)	(22,329)	(70,191)	(16,251)	(5,413)	–	(151,773)
Reclassified as held for sale	重新分類為持作出售	(395,255)	–	(52,235)	(77,789)	(4,385)	(51,332)	(580,996)
At 31 December 2013 and 1 January 2014	於二零一三年十二月三十一日及二零一四年一月一日	–	7,486	–	1,852	2,588	–	11,926
Exchange realignment	匯兌調整	–	2	–	1	24	–	27
Additions	添置	–	–	–	153	–	–	153
Disposal	出售	–	–	–	(7)	–	–	(7)
Written off	撇銷	–	(166)	–	–	–	–	(166)
At 31 December 2014	於二零一四年十二月三十一日	–	<b>7,322</b>	–	<b>1,999</b>	<b>2,612</b>	–	<b>11,933</b>
<b>Deduct: accumulated depreciation and impairment loss</b>	<b>減：累計折舊及減值虧損</b>							
At 1 January 2013	於二零一三年一月一日	–	21,752	83,319	51,338	2,916	32,473	191,798
Exchange realignment	匯兌調整	–	(352)	(959)	(242)	(70)	–	(1,623)
Depreciation	折舊	6,689	5,555	2,890	4,239	1,655	6,013	27,041
Disposals of subsidiaries	出售附屬公司	(1,550)	(21,929)	(60,472)	(14,914)	(2,786)	–	(101,651)
Eliminated on written off	於撇銷時抵銷	(125)	–	–	(77)	–	–	(202)
Reclassified as held for sale	重新分類為持作出售	(5,014)	–	(24,778)	(39,542)	(1,498)	(38,486)	(109,318)
At 31 December 2013 and 1 January 2014	於二零一三年十二月三十一日及二零一四年一月一日	–	5,026	–	802	217	–	6,045
Exchange realignment	匯兌調整	–	–	–	1	11	–	12
Depreciation	折舊	–	2,181	–	470	883	–	3,534
Eliminated on disposal	於出售時抵銷	–	–	–	(4)	–	–	(4)
At 31 December 2014	於二零一四年十二月三十一日	–	<b>7,207</b>	–	<b>1,269</b>	<b>1,111</b>	–	<b>9,587</b>
<b>Net book amount</b>	<b>賬面淨值</b>							
At 31 December 2014	於二零一四年十二月三十一日	–	<b>115</b>	–	<b>730</b>	<b>1,501</b>	–	<b>2,346</b>
At 31 December 2013	於二零一三年十二月三十一日	–	2,460	–	1,050	2,371	–	5,881

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 17. PROPERTY, PLANT AND EQUIPMENT

(Continued)

#### Company

### 17. 物業、廠房及設備(續)

#### 本公司

		Leasehold Improvement 租賃物業裝修 RMB'000 人民幣千元	Furniture and fixtures 傢俬及裝置 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Cost</b>	<b>成本</b>			
At 1 January 2013	於二零一三年一月一日	10	120	130
Exchange realignment	匯兌調整	–	(3)	(3)
At 31 December 2013 and 1 January 2014	於二零一三年十二月三十一日 及二零一四年一月一日	10	117	127
Exchange realignment	匯兌調整	–	1	1
At 31 December 2014	於二零一四年十二月三十一日	10	118	128
<b>Deduct: accumulated depreciation</b>	<b>減：累計折舊</b>			
At 1 January 2013	於二零一三年一月一日	10	118	128
Exchange realignment	匯兌調整	–	(3)	(3)
Depreciation	折舊	–	1	1
At 31 December 2013 and 1 January 2014	於二零一三年十二月三十一日 及二零一四年一月一日	10	116	126
Exchange realignment	匯兌調整	–	1	1
Depreciation	折舊	–	–	–
At 31 December 2014	於二零一四年十二月三十一日	10	117	127
<b>Net book amount</b>	<b>賬面淨值</b>			
At 31 December 2014	於二零一四年十二月三十一日	–	1	1
At 31 December 2013	於二零一三年十二月三十一日	–	1	1



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 18. LEASEHOLD LAND AND LAND USE RIGHTS — GROUP

The Group's interests in leasehold land and land use rights represent prepaid operating lease payments and the movements in their net carrying amounts are analysed as follows:

### 18. 租賃土地及土地使用權 — 本集團

本集團於租賃土地及土地使用權之權益是指預付經營租賃款項與其賬面淨值變動，分析如下：

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Opening net carrying amount	期初賬面淨值	—	897,723
Exchange realignment	匯兌調整	—	(109)
Amortisation	攤銷	—	(13,278)
Disposals of subsidiaries	出售附屬公司	—	(6,697)
Reclassified as asset held for sale	重新歸類為持作出售資產	—	(877,639)
Closing net carrying amount	期末賬面淨值	—	—
Less: Current portion	減：即期部分	—	—
Non-current portion	非即期部分	—	—

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 19. INTERESTS IN SUBSIDIARIES — COMPANY

### 19. 於附屬公司之權益 — 本公司

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Investments at costs	按成本之投資		
Unlisted shares	非上市股份	—	—
Amounts due from subsidiaries (note (a))	應收附屬公司之款項 (附註(a))	2,632,230	2,608,054
Less: Provision for impairment	減：減值撥備	(716,457)	(710,154)
		1,915,773	1,897,900
Amounts due to a subsidiary (note (a))	應付附屬公司款項(附註(a))	(81,603)	(8,578)

Notes:

(a) The amounts due from/(to) subsidiaries are in the nature of current accounts and are unsecured, interest free and have no fixed terms of repayment.

附註：

(a) 應收／(付)附屬公司之款項屬往來賬性質，並為無抵押、免息且無固定還款期。

Movements in provision for impairment of amounts due from subsidiaries during the year were as follows:

應收附屬公司款項之減值撥備於年內之變動如下：

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
At the beginning of the year	於年初	710,154	547,218
Exchange realignment	匯兌調整	6,303	(13,290)
Impairment loss recognised	已確認減值虧損	—	176,226
At the end of the year	於年末	716,457	710,154

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 19. INTERESTS IN SUBSIDIARIES — COMPANY

(Continued)

Particulars of the subsidiaries at 31 December 2014 were as follows:

### 19. 於附屬公司之權益 — 本公司

(續)

於二零一四年十二月三十一日，附屬公司之詳情如下：

Name 名稱	Place/ country of incorporation/ registration 註冊成立/ 註冊地點/ 國家	Issued and fully paid share/paid-in capital 已發行及 繳足股份/ 實收資本	Group's effective interest 本集團 實際權益	Proportion of ownership interest 持有權益比例		Principal activities and places of operations 主要業務及營業地點
				Held by the Company 本公司 持有	Held by a Subsidiary 附屬公司 持有	
Canton Million Investments Limited (iii)	British Virgin Islands ("BVI") 英屬處女群島	US\$1 1 美元	100%	100%	—	Investment holding in Hong Kong 於香港從事投資控股
Guangzhou Fanzhan Trading Limited (i), (iii) & (iv) 廣州帆展貿易有限公司 (i)、(iii) 及 (iv)	The PRC 中國	RMB2,158,425 人民幣 2,158,425 元	100%	—	100%	Inactive 暫無業務
Guangzhou Gaotian Investment Limited (ii) & (iv) 廣州高田投資有限公司 (ii) 及 (iv)	The PRC 中國	RMB20,000,000 人民幣 20,000,000 元	100%	—	100%	Property development and property investment in the PRC 於中國從事物業發展及 物業投資
Guangzhou Kinyang Real Estate Development Co., Ltd. (i) & (iv) 廣州建陽房地產發展有限公司 (i) 及 (iv)	The PRC 中國	RMB112,000,000 人民幣 112,000,000 元	100%	—	100%	Property development and property investment in the PRC 於中國從事物業發展 及物業投資
Guangzhou Xianzhuang Properties Development Limited (ii) & (iv) 廣州賢莊房地產開發有限公司 (ii) 及 (iv)	The PRC 中國	RMB33,000,000 人民幣 33,000,000 元	100%	—	100%	Property development in the PRC 於中國從事物業發展
Guangzhou Xinzhuo Properties Management Limited (ii) & (iv) 廣州新卓物業管理有限公司 (ii) 及 (iv)	The PRC 中國	RMB3,000,000 人民幣 3,000,000 元	100%	—	100%	Property management in the PRC 於中國從事物業管理
Guangzhou Yongxiang Investment Limited (ii) & (iv) 廣州永祥投資有限公司 (ii) 及 (iv)	The PRC 中國	RMB11,000,000 人民幣 11,000,000 元	100%	—	100%	Investment holding in the PRC 於中國從事投資控股
Guangzhou Fengmao Real Estate Development Limited (iii), (iii) & (iv) 廣州豐茂房地產開發有限公司 (iii)、(iii) 及 (iv)	The PRC 中國	RMB10,000,000 人民幣 10,000,000 元	100%	—	100%	Investment holding in the PRC 於中國從事投資控股

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 19. INTERESTS IN SUBSIDIARIES — COMPANY

(Continued)

### 19. 於附屬公司之權益 — 本公司

(續)

Name 名稱	Place/ country of incorporation/ registration 註冊成立/ 註冊地點/ 國家	Issued and fully paid share/paid-in capital 已發行及 繳足股份/ 實收資本	Group's effective interest 本集團 實際權益	Proportion of ownership interest 持有權益比例		Principal activities and places of operations 主要業務及營業地點
				Held by the Company 本公司 持有	Held by a Subsidiary 附屬公司 持有	
Guangzhou Huangpu Caming Real Estate Development Limited (i) & (iv) 廣州黃埔金成房產開發有限公司 (i) 及 (iv)	The PRC 中國	US\$13,000,000 13,000,000 美元	100%	—	100%	Property development in the PRC 於中國從事物業發展
Haikou Yicheng Industries Limited (i), (iii) & (iv) 海口易晟實業有限公司 (i) · (iii) 及 (iv)	The PRC 中國	RMB10,000,000 人民幣 10,000,000 元	100%	—	100%	Investment holding in the PRC 於中國從事投資控股
Talent Property Group Limited (ii) & (iv) 新天地產集團有限公司 (ii) 及 (iv)	The PRC 中國	RMB50,000,000 人民幣 50,000,000 元	100%	—	100%	Investment holding in the PRC 於中國從事投資控股
Profit Venture Investment Limited 永陽投資有限公司	Hong Kong 香港	HK\$10,000 10,000 港元	100%	—	100%	Investment holding in the PRC 於中國從事投資控股
Sure Win Inc. Limited 永盈興業有限公司	Hong Kong 香港	HK\$100 100 港元	100%	—	100%	Property Investment in Hong Kong and investment holding in the PRC 於香港從事投資物業及 於中國從事投資控股
Talent Central Limited (iii)	BVI 英屬處女群島	US\$101 101 美元	100%	—	100%	Investment holding in Hong Kong 於香港從事投資控股
Talent Property Limited 新天地產有限公司	Hong Kong 香港	HK\$10,000 10,000 港元	100%	—	100%	Inactive 暫無業務
Talent Prosper Corporation (iii) 天倫興業有限公司 (iii)	BVI 英屬處女群島	US\$2 2 美元	100%	—	100%	Investment holding in Hong Kong 於香港從事投資控股
Yunnan Xin Tian Culture Travel Development Limited (ii), (iii) & (iv) 雲南新天文化旅遊發展有限公司 (ii) · (iii) 及 (iv)	The PRC 中國	RMB50,000,000 人民幣 50,000,000 元	60%	—	60%	Inactive 暫無業務

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 19. INTERESTS IN SUBSIDIARIES — COMPANY

(Continued)

### 19. 於附屬公司之權益 — 本公司

(續)

Name 名稱	Place/ country of incorporation/ registration 註冊成立／ 註冊地點／ 國家	Issued and fully paid share/paid-in capital 已發行及 繳足股份／ 實收資本	Group's effective interest 本集團 實際權益	Proportion of ownership interest 持有權益比例		Principal activities and places of operations 主要業務及營業地點
				Held by the Company 本公司 持有	Held by a Subsidiary 附屬公司 持有	
Neo Bloom Limited (iii) 新興有限公司 (iii)	BVI 英屬處女群島	US\$1 1美元	100%	—	100%	Investment holding in Hong Kong 於香港從事投資控股
Mark World Properties Limited 德滙置業有限公司	Hong Kong 香港	HK\$1 1港元	100%	—	100%	Investment holding in the PRC 於中國從事投資控股
Guangzhou Yijie Cleaning Company Limited (i) & (iv) 廣州邑潔保潔有限公司 (i)及 (iv)	The PRC 中國	RMB1,000,000 人民幣 1,000,000元	100%	—	100%	Investment holding in the PRC and provision of cleaning services 於中國從事投資控股 及提供清潔服務
Guangzhou City Liwan Qi Che Pei Factory Company Limited (ii) & (iv) 廣州市荔灣汽車制配廠有限公司 (ii) 及 (iv)	The PRC 中國	RMB10,000,000 人民幣 10,000,000元	100%	—	100%	Property investment in the PRC 於中國從事物業投資
Guangzhou Talent Shoes Market Management Limited (ii) & (iv) 廣州天倫鞋業市場經營管理有限公司 (ii) 及 (iv)	The PRC 中國	RMB1,800,000 人民幣 1,800,000元	90%	—	90%	Property management in the PRC 於中國從事物業管理

Notes:

- (i) The above companies are registered as a wholly foreign owned enterprises under the PRC law.
- (ii) The above companies are registered as limited companies under the PRC law.
- (iii) The statutory financial statements of these subsidiaries are not audited by Cheng & Cheng Limited reflect total net assets at approximately RMB1,124,851,000 and no turnover constituting the related consolidated totals.
- (iv) The names of certain companies referred in these consolidated financial statements represent management's best effort in translation of the Chinese names of these companies as no English names have been registered or available.

附註：

- (i) 上述公司根據中國法律註冊為外商獨資企業。
- (ii) 上述公司根據中國法律註冊為有限公司。
- (iii) 該等附屬公司的法定財務報表並非由鄭鄭會計師事務所有限公司審核，總資產淨額及營業額分別佔相關總額約人民幣 1,124,851,000 元及零。
- (iv) 由於並無註冊或可用之英文名稱，本綜合財務報表所提述若干公司之名稱為管理層盡力對該等公司之中文名稱所作之英文翻譯。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 19. INTERESTS IN SUBSIDIARIES — COMPANY

(Continued)

The following table lists out the information relating to Yunnan Xin Tian Culture Travel Development Limited, the subsidiary of the Group which has material non-controlling interest (NCI). The summarised financial information presented below represents the amounts before any inter-company elimination.

#### Yunnan Xin Tian Culture Travel Development Limited

### 19. 於附屬公司之權益 — 本公司

(續)

下表載列本集團擁有重大非控股權益的附屬公司雲南新天文化旅遊發展有限公司的資料，以下所列財務資料概要乃公司間抵銷前金額。

#### 雲南新天文化旅遊發展有限公司

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
NCI percentage	非控股權益比例	40%	40%
Current assets	流動資產	50,052	50,052
Non-current assets	非流動資產	—	—
Current liabilities	流動負債	(73)	(73)
Non-current liabilities	非流動負債	—	—
Net assets	資產淨值	49,979	49,979
Carrying amount of NCI	非控股權益賬面值	19,992	19,992
Revenue	收益	—	—
Loss for the year	年度虧損	—	(2)
Total comprehensive income	全面收入總額	—	(2)
Loss allocated to NCI	分配至非控股權益的虧損	—	(1)
Dividend paid to NCI	付予非控股權益的股息	—	—
Cash flows from operating activities	經營活動所得現金流量	—	—
Cash flows from investing activities	投資活動所得現金流量	—	1
Cash flows from financing activities	融資活動所得現金流量	—	—

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 20. INTERESTS IN AN ASSOCIATE — GROUP

### 20. 於一間聯營公司之權益 — 本集團

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Share of net assets	分佔資產淨值	550,393	554,743
Less: unrealised profit in associate	減：於聯營公司之未變現溢利	(17,125)	(17,884)
		533,268	536,859

The following list contains the particulars of the associate which is unlisted corporate entity whose quoted market price is not available:

下表載列無市場報價之非上市企業實體聯營公司詳情：

Name 名稱	Country of registration 註冊國家	Paid-in capital 實收資本	Group's effective interest 本集團 實際權益	Held by the Company 本公司持有	Held by a Subsidiary 附屬公司持有	Principal activities and places of operations 主要業務及營業地點
Guangzhou Xintian Properties Development Limited (i), (ii) & (iii) 廣州新天房地產發展有限公司(i)、(ii)及(iii)	The PRC 中國	RMB710,503,607 人民幣710,503,607元	30%	—	30%	Property development in the PRC (iv) 於中國從事物業發展(iv)

Notes:

- (i) The English name of above company referred in these consolidated financial statements represent management's best effort in translation of the Chinese names of this company as no English names have been registered or available.
- (ii) The statutory financial statement of above associate is not audited by Cheng & Cheng Limited.
- (iii) The above company is registered as limited company under the PRC law.
- (iv) Guangzhou Xintian Properties Development Limited operates ("Guangzhou Xintian") in the PRC and is a strategic partner for the Group in developing the property development where Guangzhou Xintian has expertise and financial support from its holding company.

附註：

- (i) 由於並無註冊或可用之英文名稱，此等綜合財務報表所提述之上述公司之英文名稱為管理層盡力對該等公司之中文名稱所作之英文翻譯。
- (ii) 上述聯營公司之法定財務報表並非由鄭鄭會計師事務所有限公司進行審核。
- (iii) 上述公司根據中國法律註冊為有限公司。
- (iv) 廣州新天房地產發展有限公司(「廣州新天」)於中國營運，為本集團房地產開發業務的戰略合作夥伴，而廣州新天於房地產開發方面獲其控股公司的專業及財務支持。

The above associate is accounted for using the equity method in the consolidated financial statements.

上述聯營公司採用權益法於綜合財務報表入賬。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 20. INTERESTS IN AN ASSOCIATE — GROUP

(Continued)

Summarised financial information of the associate, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements are disclosed below:

### 20. 於一間聯營公司之權益 — 本集團

(續)

聯營公司財務資料摘要、就會計政策差異所作調整及與綜合財務報表內賬面值之對賬披露如下：

		Guangzhou Xintian Properties Development Limited	
		廣州新天房地產發展有限公司	
		2014	2013
		二零一四年	二零一三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Gross amounts of the associate	聯營公司總額		
Current assets	流動資產	5,276,810	4,591,277
Non-current assets	非流動資產	2,485	2,494
Current liabilities	流動負債	(2,803,202)	(2,344,517)
Non-current liabilities	非流動負債	(654,210)	(412,870)
Equity	權益	1,821,883	1,836,384
Revenue	收益	1,052,477	—
Loss for the year	年度虧損	(14,501)	(63,504)
Other comprehensive income	其他全面收入	—	—
Total comprehensive income	全面收入總額	(14,501)	(63,504)
Dividend received from the associate	來自聯營公司的股息	—	—
Reconcile to the Group's interests in the associate	與本集團所持聯營公司的權益對賬		
Gross amounts of net assets of the associate	聯營公司淨資產總額	1,821,883	1,836,384
Group's effective interest	本集團實際權益	30%	30%
Group's share of net assets of the associate	本集團分佔聯營公司資產淨值	546,565	550,915
Goodwill	商譽	3,828	3,828
Less: unrealised profit in associate	減：於聯營公司之未變現溢利	(17,125)	(17,884)
Carrying amount in the consolidated financial statements	於綜合財務報表的賬面值	533,268	536,859

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 21. AVAILABLE-FOR-SALE FINANCIAL ASSETS — GROUP

### 21. 可供出售金融資產 — 本集團

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Unlisted equity securities outside Hong Kong, at market value (note (a))	於香港以外地區之非上市股本證券，按市值 (附註(a))	965	779
Unlisted equity securities outside Hong Kong, at cost (note (b))	於香港以外地區之非上市股本證券，按成本 (附註(b))	1,000	500
Total	總計	1,965	1,279

#### Notes:

- (a) Unlisted equity securities are stated at fair value. The fair value of the investment in unlisted equity securities outside Hong Kong have been determined directly by reference to their quoted bid prices at the reporting date.
- (b) The unlisted equity securities represented investment in a private company registered in the PRC. The amount is stated at cost less impairment as the investment does not have a quoted market price and range of reasonable fair value estimate is so significant that the directors of the Company are of the opinion that the fair value cannot be measured reliably. The Group did not intend to dispose of the securities in the foreseeable future.

#### 附註：

- (a) 非上市股本證券乃按公平值列賬。於香港以外地區之非上市股本證券投資之公平值乃參考於報告日期所報買入價直接釐定。
- (b) 非上市股本證券指於中國成立之私營企業的投資，金額按成本扣除減值計量。由於是項投資並無市場報價且合理公平值估計範圍很大，故本公司董事認為無法可靠計量公平值。本集團無意於可見將來出售證券。

All available-for-sale financial assets are denominated in RMB.

所有可供出售金融資產均以人民幣計值。

The fair value of the Group's investments in unlisted equity securities classified as available-for-sale financial assets has been measured as described in note 44(g).

本集團歸類為可供出售金融資產之非上市股本證券投資之公平值乃按附註44(g)所述方式計量。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 22. LOAN RECEIVABLES — GROUP

### 22. 應收貸款 — 本集團

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Amount due from an associate (Note (a))	應收聯營公司款項(附註(a))	117,121	152,357

Note:

- (a) As at 31 December 2014, the amount due from an associate was unsecured, charged at 5% per annum and repayable in 2 years.

The amount due from an associate was previously recorded as current assets under the item of "prepayments, deposits and other receivables" in the consolidated statement of financial position. As at 31 December 2013, the Group and the associate agreed to extend the repayment of the loan to 3 years and thus the loan was reclassified as non-current assets accordingly.

附註：

- (a) 二零一四年十二月三十一日，應收聯營公司款項無抵押，按每年5%計息，須於2年內償還。

應收聯營公司款項先前於綜合財政狀況表「預付款項、按金及其他應收款項」項目下列作流動資產。二零一三年十二月三十一日，本集團及聯營公司協定將貸款還款期延長至三年，因此有關貸款重新分類為非流動資產。

### 23. PROPERTIES UNDER DEVELOPMENT FOR SALE — GROUP

### 23. 發展中物業 — 本集團

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Properties under development include:	發展中物業包括：		
— Construction costs and capitalised expenditures	— 建築成本及已資本化支出	1,463,609	1,527,099
— Interest capitalised	— 已資本化利息	45,879	34,109
		1,509,488	1,561,208

All properties under development are located in the PRC. Land use rights are held on leases over 50 years.

All properties under development expected to be completed within the one operating cycle.

As at 31 December 2014, the properties under development of approximately RMB532,300,000 (2013: approximately value RMB1,248,966,000) were pledged as collateral for the Group's bank borrowings granted to the Group to the extent of RMB187,000,000 (2013: RMB297,000,000).

所有發展中物業均位於中國。土地使用權的租期超過50年。

所有發展中物業預期於一個經營周期內竣工。

於二零一四年十二月三十一日，約人民幣532,300,000元(二零一三年：價值約為人民幣1,248,966,000元)之發展中物業，已抵押作為本集團獲授銀行借貸達人民幣187,000,000元(二零一三年：人民幣297,000,000元)之抵押品。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 24. COMPLETED PROPERTIES HELD FOR SALE — GROUP

### 24. 持作出售之已竣工物業 — 本集團

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Completed properties held for sale, at cost	持作出售之已竣工物業 — 按成本	<b>267,882</b>	199,197

The completed properties held for sale are located in the PRC.

持作出售之已竣工物業均位於中國。

As at 31 December 2014, the completed properties held for sale of approximately RMB116,148,000 (2013: RMB29,606,000) were pledged as collateral for the Group's bank borrowings granted to the Group to the extent of RMB187,000,000 (2013: RMB297,000,000).

於二零一四年十二月三十一日，約人民幣116,148,000元(二零一三年：人民幣29,606,000元)之持作出售之已竣工物業，已抵押作為本集團獲授銀行借貸人民幣187,000,000元(二零一三年：人民幣297,000,000元)之抵押品。

### 25. TRADE RECEIVABLES — GROUP

### 25. 應收賬款 — 本集團

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Trade receivables	應收賬款	<b>3,290</b>	2,890
Less: Provision for impairment of trade receivables recognised	減：已確認應收賬款 減值撥備	<b>(2,153)</b>	(1,867)
Trade receivables — net	應收賬款 — 淨值	<b>1,137</b>	1,023

The directors considered that the fair value of trade receivables are not materially different from their carrying amounts because these amounts have short maturity periods on their inspection.

董事認為應收賬款之公平值與其賬面值並無重大差異，乃由於該等款項於進行查察時均於短期內到期。

As at 31 December 2014 and 31 December 2013, trade receivables are mainly arose from rental income from investment properties and sales of properties. Proceeds are to be received in accordance with the terms of related tenancy agreements and sales and purchases agreements.

二零一四年十二月三十一日及二零一三年十二月三十一日，應收賬款主要來自投資物業租金收入及物業銷售。所得款項根據相關租約及買賣協議條款收取。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 25. TRADE RECEIVABLES — GROUP (Continued)

Provision for impairment of trade receivables is recorded using an allowance account unless the Group is satisfied that the recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly. Movement in the provision for impairment on trade receivable is as follows:

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
At the beginning of the year	於年初	1,867	1,756
Exchange realignment	匯兌調整	—	(4)
Provision for impairment of trade receivables recognised	已確認應收賬款之減值撥備	286	367
Disposal of subsidiaries	出售附屬公司	—	(252)
At the end of the year	於年末	2,153	1,867

At each reporting date, the Group reviews trade receivables for evidence of impairment on both an individual and collective basis. As at 31 December 2014, the Group's trade receivables of approximately RMB2,153,000 (2013: approximately RMB1,867,000) were individually determined to be impaired. The individually impaired receivables related to customers that were in financial difficulties and the management assessed that the receivables were not expected to be recovered.

### 25. 應收賬款 — 本集團(續)

應收賬款之減值撥備使用撥備賬記錄，惟倘本集團信納收回該等款項之機會甚微，於此情況下，減值虧損乃直接與應收賬款沖銷。應收賬款之減值撥備變動如下：

本集團於各報告日期按個別及整體基準檢討應收賬款有否減值。於二零一四年十二月三十一日，本集團按個別基準確定應收賬款約人民幣2,153,000元(二零一三年：約人民幣1,867,000元)出現減值。個別減值的應收賬款與財政困難的客戶相關，管理層評估認為應收賬款不大可能收回。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 25. TRADE RECEIVABLES — GROUP (Continued)

Based on the invoice date, the ageing analysis of the trade receivables is as follows:

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
0 to 90 days	0至90日	541	803
91 to 180 days	91至180日	53	148
181 to 365 days	181至365日	81	72
Over 365 days	超過365日	462	—
		<b>1,137</b>	<b>1,023</b>

The ageing analysis of the Group's trade receivables that were past due as at the reporting date but not impaired, based on due date is as follows:

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Neither past due	並無逾期	—	—
Within 30 days past due	逾期30日以下	371	400
31 to 60 days past due	逾期31至60日	79	403
61 to 90 days past due	逾期61至90日	91	—
Over 90 days past due	逾期超過90日	596	220
		<b>1,137</b>	<b>1,023</b>

Trade receivables that were neither past due nor impaired related to a large number of diversified customers for whom there was no recent history of default of payments. The concentration of credit risk is limited due to the customer base being large and unrelated.

Trade receivables that were past due but not impaired related to a large number of diversified customers that had a good track record of credit with the Group. Based on past credit history, management believe that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and these balances are still considered to be recoverable.

### 25. 應收賬款 — 本集團(續)

應收賬款按發票日之賬齡分析如下：

本集團於報告日期已逾期惟尚未減值之應收賬款按到期日之賬齡分析如下：

並無逾期或減值之應收賬款與大量不同類別客戶有關，該等客戶並無近期拖欠還款記錄。由於客戶基礎龐大且互無關連，因此集中信貸風險有限。

已逾期惟尚未減值之應收賬款與大量不同類別客戶有關。該等客戶於本集團之過往信貸紀錄良好。根據過往信貸紀錄，管理層相信，由於信貸質素並無重大變動且該等結餘仍被視作可收回，故毋須為該等結餘計提減值撥備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 25. TRADE RECEIVABLES — GROUP (Continued)

The Group did not hold any collateral in respect of trade receivables.

As at 31 December 2014, the Group's trade receivables are denominated in RMB (2013: RMB), no interest is charged on trade receivables.

### 25. 應收賬款 — 本集團(續)

本集團並無就應收賬款持有任何抵押品。

二零一四年十二月三十一日，本集團應收賬款均以人民幣(二零一三年：人民幣)計值，並無就應收賬款收取利息。

### 26. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

### 26. 預付款項、按金及其他應收款項

		Group 本集團		Company 本公司	
		2014	2013	2014	2013
		二零一四年	二零一三年	二零一四年	二零一三年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Deposits	按金	5,403	5,966	—	—
Prepayments	預付款項	1,970	4,064	439	134
Other receivables (note)	其他應收款項(附註)	133,509	460,365	—	230,750
		140,882	470,395	439	230,884

Note:

As at 31 December 2013, the amount of other receivables included the amount of RMB73,000,000 which is indemnified by Talent Trend Holdings Limited ("Talent Trend") according to the sales and purchase agreement for the acquisition of Talent Central Limited by the Group. Talent Trend settled RMB307,000,000 by set off with the consideration for the disposal of Neo Bloom Limited to the Group.

In December 2013, the Group completed the disposal of subsidiary, Hainan Honglun Properties Limited, by cancellation of convertible notes with face value of HK\$337 million. The convertible notes were cancelled subsequently on 15 January 2014 and thus receivable of RMB230.8 million was recorded as at 31 December 2013. This amount would be set off with the equivalent carrying amount of convertible notes subsequently.

附註：

於二零一三年十二月三十一日，其他應收款項包括 Talent Trend Holdings Limited (「Talent Trend」) 根據有關本集團收購 Talent Central Limited 之買賣協議而應補償之金額人民幣 73,000,000 元。Talent Trend 通過撤銷向本集團出售 Neo Bloom Limited 的代價結清人民幣 307,000,000 元。

二零一三年十二月，本集團通過註銷面值 337 百萬港元的可換股票據而完成出售附屬公司海南宏倫置業有限公司。本集團其後於二零一四年一月十五日註銷可換股票據，因此截至二零一三年十二月三十一日錄得應收款項人民幣 230.8 百萬元，該金額隨後會以可換股票據等值賬面值撤銷。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 27. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include the following components:

### 27. 現金及現金等價物

現金及現金等價物包括以下組成部分：

		Group 本集團		Company 本公司	
		2014	2013	2014	2013
		二零一四年	二零一三年	二零一四年	二零一三年
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Cash at bank and in hand	銀行及手頭現金	247,542	399,938	208	2,400

Included in bank and cash balances of the Group approximately RMB246,465,000 (2013: approximately RMB395,997,000) was denominated in Renminbi ("RMB") placed with banks in the PRC. RMB is not a freely convertible currency. Under the PRC's Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks that are authorised to conduct foreign exchange business.

本集團銀行及現金結餘包括存放於中國境內銀行以人民幣(「人民幣」)計值之款項約人民幣246,465,000元(二零一三年：約人民幣395,997,000元)。人民幣為不能自由兌換之貨幣。根據中國外匯管理條例及結匯、售匯和付匯管理規定，本集團獲許透過經授權可進行外匯業務之銀行將人民幣兌換為外幣。

### 28. ASSETS CLASSIFIED AS HELD FOR SALE/ LIABILITIES ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

#### Guangzhou Kinyang

On 29 October 2014, the Group had entered into an agreement for the disposal of investment properties of 廣州建陽房地產發展有限公司 (Guangzhou Kinyang Real Estate Development Co., Ltd.) ("Guangzhou Kinyang") with the carrying amount of RMB266,000,000. Details of this disposal were set out in the circular dated on 26 November 2014. As at 31 December 2014, the disposal was not yet completed.

#### Junyu Hotel

On 16 May 2013, the Group had entered into another agreement for the disposal of its entire interest in Guangzhou Junyu Hotel Investments Limited ("Junyu Hotel"). On 22 December 2014, the disposal was completed and Junyu Hotel cease to be a subsidiary of the Company and the business of hotel operation which is solely carried out by Junyu Hotel, has become discontinued operations of the Group.

The investment properties of Guangzhou Kinyang and the assets and liabilities attributable to Junyu Hotel, which are expected to be sold or equity transfer to be taken place within twelve months, have been classified as a disposal group held for sale and are presented separately in the consolidated statement of financial position.

### 28. 分類為持作出售之資產／分類為持作出售之資產的相關負債

#### 廣州建陽

於二零一四年十月二十九日，本集團就出售賬面值人民幣266,000,000元的廣州建陽房地產發展有限公司(「廣州建陽」)之投資物業訂立協議。該出售事項詳情載於二零一四年十一月二十六日之通函。截至二零一四年十二月三十一日，該出售尚未完成。

#### 君譽酒店

本集團於二零一三年五月十六日訂立另一份協議出售所持廣州君譽酒店投資有限公司(「君譽酒店」)全部股權。出售事項於二零一四年十二月二十二日完成，君譽酒店不再為本公司之附屬公司，而君譽酒店獨立經營的酒店業務已成為本集團已終止業務。

廣州建陽的投資物業及君譽酒店的資產與負債預期十二個月內出售或進行股權轉讓，因而分類為持作出售的出售組別，並於綜合財政狀況表中獨立呈列。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 28. ASSETS CLASSIFIED AS HELD FOR SALE/ LIABILITIES ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE (Continued)

The major classes of assets and liabilities of Junyu Hotel classified as held for sale are as follows:

### 28. 分類為持作出售之資產／分類為持 作出售之資產的相關負債(續)

分類為持作出售的君譽酒店資產與負債的  
主要類別如下：

		2013 二零一三年 Junyu Hotel 君譽酒店 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	471,678
Leasehold land and land use rights	租賃土地及土地使用權	877,639
Inventories	存貨	1,300
Trade receivables	應收賬款	5,029
Trade receivable from group companies	來自集團公司之應收賬款	153
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	2,844
Amounts due from group companies	應收集團公司款項	616,447
Cash and cash equivalents	現金及現金等價物	23,875
		1,998,965
Less: Amounts due from group companies eliminated on consolidation	減：綜合賬目對銷的 應收集團公司款項	(616,600)
Total assets classified as held for sale	分類為持作出售之資產總額	1,382,365
Accruals, deposits received and other payables	應計費用、已收按金及其他應付款項	(84,831)
Trade payables	應付賬款	(2,918)
Amounts due to group companies	應付集團公司款項	(310,334)
Bank loans	銀行貸款	(544,365)
Deferred taxation liabilities	遞延稅項負債	(197,380)
		(1,139,828)
Less: Amounts due to group companies eliminated on consolidation	減：綜合賬目對銷的 應付集團公司款項	310,334
Total liabilities classified as held for sale	分類為持作出售之負債總額	(829,494)
Net assets classified as held for sales	分類為持作出售之資產淨額	552,871

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 28. ASSETS CLASSIFIED AS HELD FOR SALE/ LIABILITIES ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE (Continued)

Notes:

- (a) The bank borrowings carry interest with reference to benchmark loan rates of financial institutions set by The People's Bank of China. Interest is repriced annually.
- (b) As at 31 December 2013, the property, plant and equipment and leasehold land and land use rights for the amounts of approximately RMB468,791,000 and RMB877,639,000 respectively were pledged as collateral for the bank borrowings granted to the Group to the extent of approximately RMB544,365,000.
- (c) As at 31 December 2013, the range of effective interest rates (which are also equal to contractual interest rates) on the bank borrowings are range from 6.6% to 6.84% and secured by the property, plant and equipment and leasehold land and land use rights.

The fair value of the bank borrowings approximates their carrying amounts at each of the reporting dates for the reason that the impact of discounting is not significant or the bank borrowings carry floating rate interests.

As at 31 December 2013, the bank borrowings were all denominated in RMB.

### 28. 分類為持作出售之資產／分類為持 作出售之資產的相關負債(續)

附註：

- (a) 銀行借貸按中國人民銀行規定金融機構的基準貸款利率計息。每年重新定息一次。
- (b) 於二零一三年十二月三十一日，物業、廠房及設備和租賃土地及土地使用權分別約人民幣468,791,000元及人民幣877,639,000元已抵押作為本集團獲授銀行借貸約人民幣544,365,000元的抵押品。
- (c) 於二零一三年十二月三十一日，銀行借貸之實際利率(亦相等於訂約利率)介乎6.6厘至6.84厘，並由物業、廠房及設備和租賃土地及土地使用權作抵押。

於各報告日期，銀行借貸之公平值與其賬面值相若，原因為貼現影響並不重大或銀行借貸按浮動利率計息。

截至二零一三年十二月三十一日，所有銀行借貸均以人民幣計值。

### 29. TRADE PAYABLES — GROUP

Based on the invoice dates, the ageing analysis of the trade payables were as follows:

### 29. 應付賬款 — 本集團

應付賬款按發票日之賬齡分析如下：

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
0 to 90 days	0至90日	28,481	—
91 to 180 days	91至180日	—	—
Over 365 days	超過365日	—	—
		28,481	—

All amounts are short term and hence the carrying values of trade payables are considered to be a reasonable approximation of fair value.

所有款項均屬短期性質，因此，應付賬款之賬面值被視為與其公平值合理相若。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 30. ACCRUALS AND OTHER PAYABLES

### 30. 應計費用及其他應付款項

		Group 本集團		Company 本公司	
		2014	2013	2014	2013
		二零一四年	二零一三年	二零一四年	二零一三年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Deposits received (note (a))	已收按金(附註(a))	7,740	713,341	—	—
Receipts in advance	客戶預付款				
from customers		260,473	274,669	—	—
Accruals	應計費用	98,725	117,324	1,206	1,494
Other payables (notes (b)&(c))	其他應付款項				
	(附註(b)及(c))	453,898	360,687	2,777	—
		820,836	1,466,021	3,983	1,494

Notes:

- (a) As at 31 December 2014, the amount of deposit received included the approximate amount of RMBNil (2013: RMB707,580,000) which was the deposit received for disposal of subsidiaries.
- (b) As at 31 December 2014, the amount of other payables included the approximate amount of RMB391,994,000 (2013: RMB339,657,000) which was the amounts due to an associate. This amount was unsecured, interest-free and no repayment term except for the approximate amount of RMB60,000,000 (2013: RMB Nil) was charged at 4% per annum and repayable on demand.
- (c) As at 31 December 2014, the approximate amount of RMB16,530,000 (2013: RMB8,983,000) which was the amounts due to Mr. Zhang, the convertible notes' holder was unsecured, interest-free and no repayment term.

附註:

- (a) 於二零一四年十二月三十一日，已收按金包括約人民幣零元(二零一三年：人民幣707,580,000元)之出售附屬公司所收按金。
- (b) 於二零一四年十二月三十一日，其他應付款項包括約人民幣391,994,000元(二零一三年：人民幣339,657,000元)之應付聯營公司款項，為無抵押、免息且無還款期，除了約人民幣60,000,000元(二零一三年：人民幣零元)按每年4%計息，且須於要求時償還。
- (c) 於二零一四年十二月三十一日，應付可換股票據持有人張先生的款項約人民幣16,530,000元(二零一三年：人民幣8,983,000元)為無抵押、免息及無還款期。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 31. BORROWINGS — GROUP

### 31. 借款 — 本集團

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Borrowings included in non-current liabilities:	計入非流動負債之借款：		
Bank borrowings — secured (Note (a))	銀行借款 — 有抵押(附註(a))	187,000	539,460
Other borrowings — unsecured	其他借款 — 無抵押	191,480	346,148
		378,480	885,608
Less: current portion of long-term borrowings — secured (Note (a))	減：有抵押長期借款之即期部分(附註(a))	(187,000)	(501,120)
current portion of other borrowings — unsecured (Note (b))	其他無抵押借款之即期部分(附註(b))	(191,480)	(346,148)
		(378,480)	(847,268)
		—	38,340

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 31. BORROWINGS — GROUP (Continued)

The maturity of the borrowings included in non-current liabilities is as follows:

### 31. 借款 — 本集團(續)

計入非流動負債之借款之到期情況如下：

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Between 1 and 2 years	一年至兩年間	—	12,000
Between 2 and 5 years	兩年至五年間	—	26,340
		—	38,340

Notes:

- (a) The Group has variable-rate bank borrowings which carry interest ranged from the People's Bank of China 3–15 year loan base rate. Interest is repriced annually.

As at 31 December 2014, the effective interest rates (which are also equal to contractual interest rates) on the Group's bank loans are 7.38% and secured by certain properties under development and completed properties held for sale.

As at 31 December 2013, the range of effective interest rates (which are also equal to contractual interest rates) on the Group's bank loans are range from 6% to 7.84% and secured by certain investment properties, properties under development, completed properties held for sale, land use rights and property, plant and equipment.

The fair value of the Group's current bank borrowings approximates their carrying amounts at each of the reporting dates for the reason that the impact of discounting is not significant or the bank borrowings carry floating rate interests.

The fair values of the Group's non-current bank borrowings approximate their carrying amounts at each of the reporting dates as all the non-current bank borrowings carry floating rate interests.

As at 31 December 2014 and 2013, the Group's bank loans were all denominated in RMB.

- (b) As at 31 December 2014, the effective interest rates on Group's other unsecured borrowings are 5% (2013: 5% to 8.78%).

As at 31 December 2014 and 2013, the fair value of the Group's current unsecured borrowings approximates their carrying amounts at each of the reporting dates for the reason that the impact of discounting is not significant.

As at 31 December 2014 and 2013, the Group's unsecured borrowings were all denominated in RMB.

附註：

- (a) 本集團之浮息銀行借款按中國人民銀行三年至十五年貸款基本利率計息，每年重新定息一次。

於二零一四年十二月三十一日，本集團銀行貸款之實際利率（亦相等於訂約利率）為7.38厘，由若干發展中物業及持作出售之已竣工物業作抵押。

於二零一三年十二月三十一日，本集團銀行貸款之實際利率（亦相等於訂約利率）介乎6厘至7.84厘，並由若干投資物業、發展中物業、持作出售之已竣工物業、土地使用權及物業、廠房及設備作抵押。

於各報告日期，本集團流動銀行借款之公平值均與其賬面值相若，原因為貼現影響並不重大或銀行借款按浮動利率計息。

於各報告日期，本集團非流動銀行借款之公平值均與其賬面值相若，原因為所有非流動銀行借款均按浮動利率計息。

於二零一四年及二零一三年十二月三十一日，本集團所有銀行貸款均以人民幣計值。

- (b) 於二零一四年十二月三十一日，本集團其他無抵押借款之實際利率為5厘（二零一三年：介乎5厘至8.78厘）。

於二零一四年及二零一三年十二月三十一日，本集團流動無抵押借款之公平值均與其賬面值相若，原因為貼現影響並不重大。

於二零一四年及二零一三年十二月三十一日，本集團無抵押借款均以人民幣計值。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 32. DEFERRED TAX — GROUP

Deferred taxation is calculated in full on temporary differences under the liability method using the applicable tax rates prevailing in the countries in which the Group operates.

The Group has total tax losses arising in Hong Kong and the PRC of approximately RMB109,130,000 (2013: approximately RMB189,772,000), subject to the agreement of relevant tax authorities, that are available for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses which arose in subsidiaries with unpredictability of future profit streams.

Deferred tax liabilities in respect of the temporary differences associated with the undistributed earnings of subsidiaries have not been provided as the Group is in a position to control the timing of reversal of these differences and it is probable that such differences will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The offset amounts of deferred tax liabilities of the Group is as follows:

### 32. 遞延稅項 — 本集團

遞延稅項乃根據負債法按本集團業務經營國家當時適用之稅率就暫時差額計算全額。

本集團有來自香港及中國之稅項虧損合共約人民幣109,130,000元(二零一三年:約人民幣189,772,000元),待有關稅務機構同意後,可用作抵銷該等虧損公司之未來應課稅溢利。倘若該等附屬公司未能預測未來溢利的產生,則不會就有關虧損確認遞延稅項資產。

並無就附屬公司未分派盈利相關暫時差額之遞延稅項負債作出撥備,此乃由於本集團能夠控制該等差額之撥回時間及該等差額於可見將來很可能不會撥回。

倘存在可依法執行權利將即期稅項資產與即期稅項負債互相抵銷,而遞延稅項涉及同一財務機關,則遞延所得稅資產及負債可予以抵銷。本集團遞延稅項負債之抵銷款額如下:

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Deferred income tax liabilities to be settled after more than 12 months	於超過12個月後結付之遞延所得稅負債	392,719	445,410

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 32. DEFERRED TAX — GROUP (Continued)

The net movements on the deferred taxation are as follows:

### 32. 遞延稅項 — 本集團(續)

遞延稅項之淨變動如下：

		Accelerated tax depreciation	Revaluation of properties	Fair value adjustments arising from acquisition of subsidiaries 因收購附屬 公司所產生之 公平值調整	LAT	Tax losses	Total
		加速稅項折舊 RMB'000 人民幣千元	重估物業 RMB'000 人民幣千元	公平值調整 RMB'000 人民幣千元	土地增值稅 RMB'000 人民幣千元	稅項虧損 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
At 1 January 2013	於二零一三年一月一日	12,459	240,686	259,743	77,835	(2,949)	587,774
Exchange realignment	匯兌調整	(6)	(69)	—	—	—	(75)
Addition from acquisition of subsidiaries	因收購附屬公司而增加	7,339	119,956	—	—	—	127,295
Deferred tax charged/(credited) to the income statement during the year	年內扣除/(計入)收入報表之遞延稅項	1,553	(4,191)	(53,953)	(10,113)	(1,197)	(67,901)
Disposal of subsidiaries	出售附屬公司	—	(4,303)	—	—	—	(4,303)
Reclassified as held for sale	重新分類為持作出售	—	(197,380)	—	—	—	(197,380)
As at 31 December 2013 and at 1 January 2014	於二零一三年十二月三十一日及於二零一四年一月一日	21,345	154,699	205,790	67,722	(4,146)	445,410
Exchange realignment	匯兌調整	2	—	—	—	—	2
Deferred tax charged/(credited) to the income statement during the year	年內扣除/(計入)收入報表之遞延稅項	2,226	(1,472)	(43,468)	3,292	(13,271)	(52,693)
As at 31 December 2014	於二零一四年十二月三十一日	23,573	153,227	162,322	71,014	(17,417)	392,719

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 33. SHARE OPTION SCHEME

On 20 May 2013, the Company adopted a new share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include the Company's directors, including executive, non-executive or independent non-executive directors, other employees of the Group, suppliers of goods or services to the Group, customers of the Group, the Company's shareholders, and any non-controlling shareholder of the Company's subsidiaries. The Scheme will remain in force for a period of 10 years from 20 May 2013 unless otherwise cancelled or amended.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share-based employee compensation will be settled in equity. The Group has no legal or constructive obligation to repurchase or settle the options in cash. Share options granted to a director, chief executive or substantial shareholder of the company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the company or to any of their associates, in excess of 0.1% of the shares of the company in issue at any time or with an aggregate value (based on the price of the company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

### 33. 購股權計劃

於二零一三年五月二十日，本公司採納新的購股權計劃（「該計劃」），旨在激勵及獎勵為本集團之成功運作作出貢獻之合資格參與者。該計劃之合資格參與者包括本公司董事（包括執行、非執行或獨立非執行董事）、本集團其他僱員、本集團貨品或服務供應商、本集團客戶、本公司股東及本公司附屬公司任何非控股股東。除非另行撤銷或修訂，該計劃於二零一三年五月二十日起計十年內有效。

目前根據該計劃可授出之尚未行使購股權數目（於購股權獲行使時）最多不得超過公司於任何時間已發行股份之10%。於任何十二個月期間內，根據購股權計劃可向該計劃各合資格參與者發行之股份數目最多不得超過本公司於任何時間已發行股份之1%。任何超出此限額之額外授出購股權均須於股東大會上取得股東批准。

以股份為基礎之僱員獎勵將以權益支付。本集團概無法律或推定責任須以現金購回或支付購股權。向本公司董事、行政總裁或主要股東或彼等任何聯繫人士授出購股權須經獨立非執行董事事先批准。此外，於任何十二個月期間內，向本公司主要股東或獨立非執行董事或彼等任何聯繫人士授出的任何購股權，如超出本公司於任何時間已發行股份0.1%，或合共價值（按本公司股份於授出當日之價格計算）超逾5百萬港元，則須事先於股東大會取得股東批准。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

#### 33. SHARE OPTION SCHEME (Continued)

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. An option may be exercised under the Scheme at any time during a period not exceeding 10 years after the date when the option is granted and expiring on the last date of such period.

The exercise price of the share options is determinable by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of an ordinary share.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

As at 31 December 2014, there is no option granted and outstanding under the Scheme.

#### 33. 購股權計劃(續)

承授人支付合共1港元之象徵式代價後可於提呈當日起計二十八日內接納提呈授出之購股權。該計劃所涉購股權可於購股權授出當日起計不超過十年內隨時行使，直至該期間之最後一天結束為止。

購股權之行使價由董事釐定，惟不可低於(i)本公司股份於提呈授出購股權當日在聯交所之收市價；(ii)本公司股份於緊接提呈授出購股權日期前五個交易日在聯交所之平均收市價；及(iii)普通股面值三者之較高者。

購股權並不賦予其持有人獲取股息或於股東大會投票之權利。

於二零一四年十二月三十一日，概無根據該計劃授出任何購股權。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 34. CONVERTIBLE NOTES — GROUP AND COMPANY

On 10 December 2010, the Company issued convertible notes with a principal amount of HK\$3,100 million as part of the consideration to acquire Talent Central Limited. The convertible notes were denominated in Hong Kong Dollars, unsecured, transferrable and interest-free. The convertible notes entitled the holders thereof to convert the convertible notes, in whole or in part, into ordinary shares of the Company at a conversion price of HK\$0.33 per share, at any time after the expiry of the put option to and including 10 December 2015 (the "Maturity Date"). The Company has option to redeem the outstanding principal amount of the convertible notes at any time after the third anniversary from the date of the issue of the convertible notes at 100% of the face amount thereof.

The principal amount of HK\$1,090 million of the convertible notes are pledged and will be released to Talent Trend Holdings Limited ("Talent Trend") which is the vendor of Talent Central Limited according to the sale and purchase agreement signed between Talent Trend and Canton Million Investments Limited which is a directly owned subsidiary of the Company for the acquisition of Talent Central Limited.

At the date of completion of the Acquisition, the fair value of the convertible notes was HK\$2,574,228,000 which included the equity component of fair value HK\$602,879,000. The fair value of the liability component was HK\$1,971,349,000.

The embedded derivatives relating to the Company's redemption option which are not closely related to the host contract shall be separately measured and included together with the liabilities component as a financial liability. The fair value of the derivative component is determined based on the valuation performed by B.I. Appraisals Limited ("BI") using Black-Scholes Option Pricing Model. The fair value of the liabilities component is determined based on the valuation performed by BI using discounted cash flow method. The effective interest rate of the host contract is determined to be 6.42%. The residual amount is assigned as the equity component for the conversion option and was included in the convertible notes equity reserve.

### 34. 可換股票據 — 本集團及本公司

於二零一零年十二月十日，本公司發行本金額為3,100百萬港元之可換股票據，作為收購Talent Central Limited之部分代價。可換股票據以港元計值，乃無抵押、可轉讓及免息。可換股票據賦予其持有人權利，可於認沽期權屆滿後至二零一五年十二月十日（「期滿日」）（包括該日）任何時間內，按換股價每股0.33港元將可換股票據全部或部分轉換為本公司之普通股。本公司有權選擇於可換股票據發行日期起計第三週年後，隨時按賬面金額100%贖回可換股票據之尚未行使本金額。

可換股票據為數1,090,000,000港元之本金額已予質押，並將根據Talent Central Limited之賣方Talent Trend Holdings Limited（「Talent Trend」）與本公司直接擁有之附屬公司Canton Million Investments Limited就收購Talent Central Limited所簽訂買賣協議發放予Talent Trend。

於收購完成日期，可換股票據之公平值為2,574,228,000港元，包括公平值之權益部分602,879,000港元。負債部分之公平值則為1,971,349,000港元。

有關本公司贖回權之嵌入式衍生工具與主合約並無密切關係，應分開計量並以金融負債之形式計入負債部分。衍生工具部分之公平值，乃根據保柏國際評估有限公司（「保柏國際」）以柏力克—舒爾斯期權定價模式所進行估值而釐定；而負債部分之公平值則根據保柏國際以貼現現金流量法所進行估值而釐定。主合約之實際利率釐定為6.42%。剩餘金額乃歸入換股權之權益部分，並計入可換股票據權益儲備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 34. CONVERTIBLE NOTES — GROUP AND COMPANY (Continued)

The liability component is carried as a short term liability on the amortised cost basis until extinguished on conversion or redemption. The derivative component of the Convertible Notes is subsequently measured at fair value with changes recognised in the consolidated statement of profit or loss and other comprehensive income. The value of the equity component is not remeasured in subsequent years.

### 34. 可換股票據 — 本集團及本公司(續)

負債部分乃按攤銷成本基準列作短期負債，直至獲轉換或贖回為止。可換股票據之衍生工具部分其後按公平值計量，其變動則於綜合損益及其他全面收入報表確認。權益部分之價值不會於往後年度重新計量。

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Liability component	負債部分	1,740,704	1,927,071
Derivative component	衍生工具部分	(18,762)	(38,948)
		1,721,942	1,888,123
<b>Liability component</b>	<b>負債部分</b>		
At beginning of the year	於年初	1,927,071	1,852,323
Exchange realignment	匯兌調整	17,139	(44,987)
Cancellation of convertible notes	註銷可換股票據	(312,514)	—
Imputed finance cost	估算融資成本	109,008	119,735
At end of the year	於年末	1,740,704	1,927,071
<b>Derivative component</b>	<b>衍生工具部分</b>		
At beginning of the year	於年初	(38,948)	(126,937)
Exchange realignment	匯兌調整	(346)	3,083
Cancellation of convertible notes	註銷可換股票據	6,298	—
Fair value change	公平值變動	14,234	84,906
At end of the year	於年末	(18,762)	(38,948)
<b>Carrying amount</b>	<b>賬面值</b>	<b>1,721,942</b>	<b>1,888,123</b>

At 31 December 2014, convertible notes with principal amounts of HK\$2,331,270,000 (2013: HK\$2,776,270,000) remained outstanding.

於二零一四年十二月三十一日，本金額為2,331,270,000港元(二零一三年：2,776,270,000港元)之可換股票據仍未行使。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 35. SHARE CAPITAL

### 35. 股本

		2014 二零一四年		2013 二零一三年	
		Number of shares	HK\$'000	Number of shares	HK\$'000
		股份數目	千港元	股份數目	千港元
Authorised:	法定：				
Ordinary shares of HK\$0.004 each	每股面值0.004港元之 普通股				
At 1 January and at 31 December	於一月一日及 十二月三十一日	125,000,000,000	500,000	125,000,000,000	500,000

  

		2014 二零一四年			2013 二零一三年		
		Number of shares	HK\$'000	Equivalent to RMB'000 相等於	Number of shares	HK\$'000	Equivalent to RMB'000 相等於
		股份數目	千港元	人民幣千元	股份數目	千港元	人民幣千元
Issued and fully paid:	已發行及繳足：						
Ordinary shares of HK\$0.004 each	每股面值0.004港元 之普通股						
At 1 January and at 31 December	於一月一日及 於十二月三十一日	3,228,682,010	12,915	12,452	3,228,682,010	12,915	12,452

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 36. RESERVES

#### (a) Group

The amounts of the Group's reserves and the movements therein during the year are presented in the consolidated statement of changes in equity.

#### (i) *Share premium and capital redemption reserve*

The application of share premium account is governed by Section 40 of the Companies Act 1981 of Bermuda (as amended).

#### (ii) *Contributed surplus*

The contributed surplus of the Group represents the surplus arising from the Group's capital reorganisation in respect of its capital reduction, share subdivision and share consolidation in 2003.

Under the Companies Act 1981 of Bermuda (as amended), contributed surplus is available for distribution to shareholders. However, a company cannot declare or pay a dividend, or make a distribution out of contributed surplus; if:

- the company is, or would after the payment be, unable to pay its liabilities as they become due; or
- the realisable value of the company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

#### (iii) *Capital reserve*

Reserve are transferred from retained earnings for compensation if loss and any accident incurred in the future. The capital reserve arose due to the acquisition of PRC subsidiaries in previous year and re-organisation of Hong Kong subsidiaries in previous years.

### 36. 儲備

#### (a) 本集團

本集團年內之儲備金額及其變動已於綜合權益變動表呈列。

#### (i) 股份溢價及股本贖回儲備

股份溢價賬之應用受百慕達一九八一年公司法(經修訂)第40節規管。

#### (ii) 繳入盈餘

本集團之繳入盈餘指涉及於二零零三年削減本集團股本、拆細股份及股份合併之本集團股本重組而產生之盈餘。

根據百慕達一九八一年公司法(經修訂)，繳入盈餘可分派予股東。然而，於下列情況下，一間公司不可自繳入盈餘宣佈或派發股息或作出分派：

- 此公司在繳款後無法或將無法支付到期之債項；或
- 此公司之資產可變現值低於其負債及已發行股本及股份溢價賬之總額。

#### (iii) 資本儲備

該儲備於日後產生虧損及任何事故時由保留盈利轉撥作賠償。資本儲備因往年收購中國附屬公司及於往年重組香港附屬公司而產生。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 36. RESERVES (Continued)

#### (a) Group (Continued)

##### (iv) Currency translation reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 2.7.

##### (v) Convertible notes reserve

On 10 December 2010, the Company issued five years zero-coupon Hong Kong Dollar convertible notes, due on 10 December 2015 for a principal amount of HK\$3,100,000,000 which was part of the consideration for the acquisition of Talent Central Limited. The convertible notes are convertible, at the option of noteholders into ordinary shares of HK\$0.004 each of the Company at an initial conversion price of HK\$0.33 per share, at any time after the expiry of the Put Option up to and including 10 December 2015.

The convertible notes contain two components, liability and equity element. The liability component is carried as a long term liability on the amortised cost basis until extinguished on conversion or redemption. The equity element is presented in equity as "Convertible notes reserve".

##### (vi) Fair value reserve

The fair value reserve comprises the cumulative net change in the fair value of available-for-sale securities held at the end of each reporting period and is dealt with in accordance with the accounting policy set out in note 2.16(ii).

##### (vii) Property revaluation reserve

The revaluation reserve has been set up and is dealt with in accordance with the accounting policies adopted for land and buildings.

### 36. 儲備 (續)

#### (a) 本集團 (續)

##### (iv) 貨幣兌換儲備

匯兌儲備包括因換算海外業務財務報表而產生之所有匯兌差額。該儲備乃根據附註2.7所載會計政策處理。

##### (v) 可換股票據儲備

於二零一零年十二月十日，本公司發行本金額3,100,000,000港元將於二零一五年十二月十日到期之五年期零息港元可換股票據，作為收購Talent Central Limited之部分代價。票據持有人可於認沽期權到期日起直至二零一五年十二月十日（包括該日）止期間，隨時選擇以每股0.33港元之初步兌換價將可換股票據兌換為本公司每股面值0.004港元之普通股。

可換股票據由負債及權益兩個部分組成。負債部分按攤銷成本基準列為長期負債，直至因兌換或贖回而被註銷為止。權益部分於權益呈列為「可換股票據儲備」。

##### (vi) 公平值儲備

公平值儲備包括於各報告期間結算日所持可供出售證券之公平值累計變動淨額，並根據附註2.16(ii)所載會計政策處理。

##### (vii) 物業重估儲備

重估儲備已成立，並根據就土地及樓宇採納之會計政策處理。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 36. RESERVES (Continued) (b) Company

### 36. 儲備(續) (b) 本公司

		Share premium	Capital redemption reserve	Contributed surplus	Convertible notes reserve	Accumulated losses	Currency translation reserve	Total
		股份溢價	贖回儲備	繳入盈餘	票據儲備	累計虧損	貨幣兌換儲備	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2013	於二零一三年一月一日	610,850	82	393,107	463,828	(867,318)	(213,825)	386,724
Loss for the year and total comprehensive loss for the year	年內虧損及年內全面虧損總額	-	-	-	-	(161,379)	(4,796)	(166,175)
At 31 December 2013 and at 1 January 2014	於二零一三年十二月三十一日及 於二零一四年一月一日	610,850	82	393,107	463,828	(1,028,697)	(218,621)	220,549
Loss for the year and total comprehensive loss for the year	年內虧損及年內全面虧損總額	-	-	-	(68,646)	(57,488)	2,037	(124,097)
<b>At 31 December 2014</b>	<b>於二零一四年十二月三十一日</b>	<b>610,850</b>	<b>82</b>	<b>393,107</b>	<b>395,182</b>	<b>(1,086,185)</b>	<b>(216,584)</b>	<b>96,452</b>

The contributed surplus of the Company represents (i) the difference between the consolidated shareholders' funds of subsidiaries when they were acquired by the Company and the nominal amount of the Company's share capital issued for the acquisition and (ii) the capital reorganisation as disclosed in note 35(a)(ii).

本公司之繳入盈餘指(i)附屬公司被本公司收購時之綜合股東資金與本公司就收購所發行股本面值之差額；及(ii)附註35(a)(ii)所披露之股本重組。

At 31 December 2014 and 2013, the Company had no balance of distribution reserves available for distribution to the owners.

於二零一四年及二零一三年十二月三十一日，本公司並無儲備結餘可供分派予擁有人。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 37. DISPOSAL OF SUBSIDIARIES

#### Junyu Hotel

On 22 December 2014, the Group disposed Junyu Hotel, its wholly owned subsidiary, at a consideration of RMB1,164,665,000. A gain on disposal of Junyu Hotel of approximately RMB258,711,000 was recognised in the consolidated statement of profit or loss and other comprehensive income. Summary of the effect of the disposal of Junyu Hotel is as follows:

Net assets disposed of:

### 37. 出售附屬公司

#### 君譽酒店

於二零一四年十二月二十二日，本集團以代價人民幣1,164,665,000元出售其全資附屬公司君譽酒店。出售君譽酒店之收益約人民幣258,711,000元於綜合損益及其他全面收入報表確認。出售君譽酒店之影響概要如下：

所出售資產淨額：

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	471,529
Leasehold land and land use rights	租賃土地及土地使用權	877,639
Inventories	存貨	1,324
Trade receivables	應收賬款	5,412
Prepayment, deposits and other receivables	預付款項、按金及其他應收款項	234,663
Cash and cash equivalents	現金及現金等價物	33,305
Trade payables	應付賬款	(5,866)
Accruals, deposits received and other payables	應計費用、已收按金及其他應付款項	(42,200)
Bank loans	銀行貸款	(501,103)
Deferred tax liabilities	遞延稅項負債	(197,380)
		877,323
Gain on disposal of discontinued operations (note 13)	出售已終止業務收益 (附註13)	258,711
Total consideration, satisfied by cash	以現金償付的總代價	1,164,665
Payables taken up by the buyer	買方代還款項	230,713
Related income tax expenses	相關所得稅開支	(259,344)
Total net consideration	總代價淨額	1,136,034

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 37. DISPOSAL OF SUBSIDIARIES (Continued)

#### Master Base Group

On 31 May 2013, the Group disposed Master Base, its wholly owned subsidiary, at a consideration of HK\$200,000 which is equivalent to RMB156,000. A gain on disposal of Master Base of approximately RMB22,982,000 was recognised in the consolidated statement of profit or loss and other comprehensive income. Summary of the effect of the disposal of Master Base and its subsidiaries is as follows:

Net liabilities disposed of:

### 37. 出售附屬公司(續)

#### Master Base Group

本集團於二零一三年五月三十一日以代價200,000港元(相當於人民幣156,000元)出售全資附屬公司Master Base。出售Master Base的收益約人民幣22,982,000元於綜合損益及其他全面收入報表確認。出售Master Base及其附屬公司的影響概述如下：

所出售負債淨額：

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	50,122
Leasehold land and land use rights	租賃土地及土地使用權	6,697
Deferred product development costs	遞延產品開發成本	264
Financial assets at fair value through profit or loss	按公平值經損益入賬之金融資產	2,411
Inventories	存貨	18,059
Trade and bill receivables	應收賬款及應收票據	10,492
Prepayment, deposits and other receivables	預付款項、按金及其他應收款項	5,897
Cash and cash equivalents	現金及現金等價物	27,953
Trade payables	應付賬款	(17,051)
Accruals, deposits received and other payables	應計費用、已收按金及其他應付款項	(20,055)
Provision for tax	稅項撥備	(555)
Obligations under finance lease	融資租賃承擔	(175)
Provision for long service payment	長期服務金撥備	(1,440)
Promissory notes	承兌票據	(141,067)
Deferred tax liabilities	遞延稅項負債	(4,303)
		(62,751)
Reclassification of exchange differences upon disposal of subsidiaries	出售附屬公司時重新分類匯兌差額	39,925
		(22,826)
Gain on disposal of discontinued operations (note 13)	出售已終止業務收益(附註13)	22,982
Total consideration, satisfied by cash	以現金償付的總代價	156

Upon disposal of the subsidiary, the related property revaluation reserve previously recognised in equity is transferred to accumulated loss.

出售附屬公司後，先前於權益確認的相關物業重估儲備轉至累計虧損。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 37. DISPOSAL OF SUBSIDIARIES (Continued)

#### Swan Bay Group

On 30 May 2013, the Group disposed 海南白馬天鵝灣置業有限公司 (Hainan White Horse Swan Bay Garden Properties Limited) ("Swan Bay") and its subsidiary at a consideration of RMB85,100,000. A gain on disposal of Swan Bay Group of approximately RMB11,736,000 was recognised in the consolidated statement of profit or loss and other comprehensive income. Summary of the effect of the disposal of the subsidiaries is as follows:

Net assets disposed of:

### 37. 出售附屬公司(續)

#### 天鵝灣集團

本集團於二零一三年五月三十日以代價人民幣85,100,000元出售海南白馬天鵝灣置業有限公司(「天鵝灣」)及其附屬公司。出售天鵝灣集團的收益約人民幣11,736,000元於綜合損益及其他全面收入報表確認。出售附屬公司的影響概述如下：

所出售資產淨值：

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	27,894
Properties under development	發展中物業	850,537
Prepayment, deposits and other receivables	預付款項、按金及其他應收款項	391,700
Cash and cash equivalents	現金及現金等價物	6,099
Restricted cash	受限制現金	7,774
Tax recoverable	可退回稅項	6,906
Trade payables	應付賬款	(3,384)
Accruals, deposits received and other payables	應計費用、已收按金及其他應付款項	(648,244)
Bank borrowings	銀行借款	(255,200)
Deferred tax liabilities	遞延稅項負債	(90,794)
Non-controlling interests	非控股權益	(219,966)
		73,322
Cost directly attributable to the disposal	出售直接應佔成本	42
		73,364
Gain on disposal of subsidiaries	出售附屬公司收益	11,736
Total consideration, satisfied by cash	以現金償付的總代價	85,100

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 37. DISPOSAL OF SUBSIDIARIES (Continued)

#### Hainan Honglun

On 25 December 2013, the Group disposed 海南宏倫置業有限公司 (Hainan Honglun Properties Limited) ("Hainan Honglun") at a consideration payable by cancellation of convertible notes with the carrying amount of approximately RMB230,750,000. A gain on disposal of Honglun of approximately RMB141,682,000 was recognised in the consolidated statement of profit or loss and other comprehensive income statement. Summary of the effect of the disposal of the subsidiary is as follows:

Net assets disposed of:

### 37. 出售附屬公司(續)

#### 海南宏倫

本集團於二零一三年十二月二十五日按代價(以註銷賬面值約人民幣230,750,000元的可換股票據的方式支付)出售海南宏倫置業有限公司(「海南宏倫」)。出售宏倫的收益約人民幣141,682,000元於綜合損益及其他全面收入報表確認。出售附屬公司的影響概述如下：

所出售資產淨值：

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	557
Completed properties held for sale	持作出售之已竣工物業	336,123
Trade receivables	應收賬款	1,648
Prepayment, deposits and other receivables	預付款項、按金及其他應收款項	84,782
Cash and cash equivalents	現金及現金等價物	9,965
Restricted cash	受限制現金	15,298
Tax recoverable	可退回稅項	1,370
Trade payables	應付賬款	(51,905)
Accruals, deposits received and other payables	應計費用、已收按金及其他應付款項	(247,909)
Tax payables	應付稅項	(1,276)
Deferred tax liabilities	遞延稅項負債	(7,723)
Non-controlling interests	非控股權益	(51,862)
		89,068
Gain on disposal of subsidiary	出售附屬公司收益	141,682
Total consideration, satisfied by cancellation of convertible notes	以註銷可換股票據的方式償付的總代價	230,750

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 38. ACQUISITION OF SUBSIDIARY

On 18 November 2013, the Group acquired 100% equity interest of Neo Bloom Limited ("Neo Bloom") for a total consideration of RMB307,000,000 by set off with receivables owed by the vendor. This acquisition has been accounted for using the acquisition method. Neo Bloom and its subsidiaries ("Neo Bloom Group") is engaged in investment holding, provision of cleaning services and property investment.

Assets acquired and liabilities of Neo Bloom and its subsidiaries recognised at the date of acquisition are as follows:

### 38. 收購附屬公司

於二零一三年十一月十八日，本集團收購賣方所持Neo Bloom Limited(「Neo Bloom」)全部股權，總代價人民幣307,000,000元以應收款項抵銷。是次收購以收購法入賬。Neo Bloom及其附屬公司(「Neo Bloom集團」)從事投資控股、提供清潔服務業務及物業投資。

Neo Bloom及其附屬公司於收購日期所收購資產及所確認負債如下：

		RMB'000 人民幣千元
Plant and equipment	廠房及設備	141
Investment property	投資物業	678,984
Available-for-sale financial assets	可供出售金融資產	500
Other receivables	其他應收款項	48,394
Pledged time deposits for short term finance	作短期融資的有抵押定期存款	98,000
Cash and cash equivalents	現金及現金等價物	1,804
Accruals and other payables	應計費用及其他應付款項	(55,637)
Bank borrowings	銀行借款	(192,120)
Other unsecured borrowings	其他無抵押借款	(118,227)
Deferred tax liabilities	遞延稅項負債	(127,295)
		334,544

Gain on bargaining purchase from acquisition:

來自收購之議價購買收益：

		RMB'000 人民幣千元
Set off with receivables	以應收款項抵銷	307,000
Less: Net assets acquired	減：所收購資產淨值	(334,544)
Gains on bargaining purchase from acquisition	來自收購之議價購買收益	(27,544)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 38. ACQUISITION OF SUBSIDIARY (Continued)

Acquisition-related cost amounting to RMB1,276,000 has been excluded from the consideration transferred and has been recognised as an expenses during the year ended 31 December 2013, within the “administrative and other operating expenses” line item in the consolidated statement of profit or loss and other comprehensive income.

Gain on bargaining purchase arose from the excess of fair value of identifiable assets and liabilities of the Neo Bloom Group over the cost of acquisition. No revenue of the Neo Bloom Group for the period from 18 November 2013 to 31 December 2013 was contributed to the revenue of the Group. Loss of the Neo Bloom Group for the period from 18 November 2013 to 31 December 2013 was approximately RMB887,000.

Had these business combinations been effected at 1 January 2013, the revenue of the Neo Bloom Group from continuing operations would have been RMB4,800,000, and the profit for the year from continuing operations would have been RMB20,510,000. The directors of the Group consider these ‘pro-forma’ numbers to represent an approximate measure of the performance of Neo Bloom Group on an annualised basis and to provide a reference point for comparison in future periods.

Net cash inflow arising on acquisition:

### 38. 收購附屬公司(續)

與收購有關之成本人民幣1,276,000元沒有計入已轉讓代價，並於截至二零一三年十二月三十一日止年度在綜合損益及其他全面收入報表之「行政及其他經營開支」確認為開支。

議價購買收益乃Neo Bloom集團可識別資產及負債之公平值超過收購成本部分。於二零一三年十一月十八日至二零一三年十二月三十一日，Neo Bloom集團並無為本集團貢獻收益。Neo Bloom集團於二零一三年十一月十八日至二零一三年十二月三十一日之虧損約為人民幣887,000元。

倘該等業務合併於二零一三年一月一日生效，Neo Bloom集團來自持續業務之收益為人民幣4,800,000元，而來自持續業務之年度溢利為人民幣20,510,000元。本集團董事認為，該等「備考」數字代表對Neo Bloom集團年度表現之概約計量，並為未來期間之比較提供參考。

收購產生之現金流入淨額：

		RMB'000 人民幣千元
Cash and bank balances acquired	所收購現金及銀行結餘	1,804

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 39. CAPITAL COMMITMENTS Group

### 39. 資本承擔 本集團

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Capital commitments (contracted but not provided for):	資本承擔(已訂約但未撥備):		
Capital injection into a subsidiary	向一間附屬公司注資	8,342	8,342
Capital injection into an associate	向一間聯營公司注資	26,249	26,249
Construction costs of properties under development and investment properties	發展中物業及投資物業建築成本	321,974	398,722
		356,565	433,313
Capital commitments (authorised but not contracted for):	資本承擔(已授權但未訂約):		
Construction costs of properties under development	發展中物業建築成本	268,423	389,815
		624,988	823,128

#### Company

The Company does not have any significant commitments as at 31 December 2014 and 2013.

#### 本公司

於二零一四年及二零一三年十二月三十一日，本公司概無任何重大承擔。

### 40. OPERATING LEASE COMMITMENTS Group As Lessee

As at 31 December 2014, the total future minimum lease payments under non-cancellable operating leases in respect of land and building are payable by the Group as follows:

### 40. 經營租賃承擔 本集團 作為承租人

於二零一四年十二月三十一日，本集團根據不可撤銷經營租賃就土地及樓宇應付之日後最低租賃款項總額如下：

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Within one year	一年內	495	1,382
In the second to fifth years	第二至第五年	—	389
		495	1,771

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 40. OPERATING LEASE COMMITMENTS

(Continued)

#### Group (Continued)

##### As Lessee (Continued)

The Group leases a number of properties under operating leases. The leases run for an initial period of one year to three years (2013: one to three years), with an option to renew the lease and renegotiated the terms at the expiry date as mutually agreed between the Group and respective landlords. None of the leases include contingent rental.

##### As Lessor

At 31 December 2014, the total future minimum lease receivable under non-cancellable operating leases in respect of land and building are receivable by the Group as follows:

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Within one year	一年內	2,295	3,931
In the second to fifth years	第二至第五年	3,778	2,981
Later than five years	五年後	1,365	1,575
		7,438	8,487

#### Company

The Company does not have any significant operating lease commitments as lessee and lessor as at 31 December 2014 and 2013.

### 40. 經營租賃承擔(續)

#### 本集團(續)

##### 作為承租人(續)

本集團根據經營租賃租用若干物業。該等租約首個出租期間為期一年至三年(二零一三年：一年至三年)，本集團可選擇與有關業主於屆滿日期共同協定續租及重新磋商條款。概無租約包含或然租金。

##### 作為出租人

於二零一四年十二月三十一日，本集團根據不可撤銷經營租賃就土地及樓宇應收之日後最低租賃款項總額如下：

#### 本公司

於二零一四年及二零一三年十二月三十一日，本公司(作為承租人及出租人)並無任何重大經營租賃承擔。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 41. BANKING FACILITIES

#### Group

As at 31 December 2014, the banking facilities including bank loans are secured by the Group's property under development and completed properties held for sale with the approximate value of RMB648,492,000. The total banking facilities amounted to RMB187,000,000 of which RMB187,000,000 were utilised at the end of the reporting period.

As at 31 December 2013, the banking facilities including bank loans are secured by the Group's bank deposit, investment properties, properties under development, completed properties held for sale and certain assets classified as held for sale with the approximate value of RMB3,617,003,000 and corporate guarantee from third party. The total banking facilities amounted to RMB1,083,826,000 of which RMB1,083,826,000 were utilised at the end of the reporting period.

There are no banking facilities granted to subsidiaries which are secured by the corporate guarantee of the Company as at 31 December 2014 and 2013.

#### Company

The Company does not have any banking facilities granted and utilised as at 31 December 2014 and 2013.

### 41. 銀行融資

#### 本集團

於二零一四年十二月三十一日，銀行貸款等銀行融資由本集團發展中物業及持作出售之已竣工物業（合共約人民幣648,492,000元）作抵押。銀行融資總額為人民幣187,000,000元，於報告期末已動用當中人民幣187,000,000元。

於二零一三年十二月三十一日，銀行貸款等銀行融資乃以本集團銀行存款、投資物業、發展中物業、持作出售之已竣工物業及若干分類為持作出售之資產（合共約人民幣3,617,003,000元）以及第三方提供之公司擔保作抵押。銀行融資總額為人民幣1,083,826,000元，於報告期末已動用當中人民幣1,083,826,000元。

於二零一四年及二零一三年十二月三十一日，概無授予附屬公司之銀行融資乃以本公司之公司擔保作抵押。

#### 本公司

於二零一四年及二零一三年十二月三十一日，本公司概無任何已授及已動用之銀行融資。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 42. FINANCIAL GUARANTEES

#### Group

### 42. 財務擔保

#### 本集團

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Guarantee in respect of mortgage facilities for certain purchasers of the Group's property units (note (a))	本集團部分物業單位買家之按揭融資擔保(附註(a))	12,920	63,280

Notes:

- (a) The Group has in cooperation with certain financial institutions arranged mortgage loan facility for its purchasers of property and provided guarantees to secure obligations of such purchasers for repayments. As at 31 December 2014, the outstanding guarantees amounted to RMB12,920,000 (2013: RMB63,280,000). Such guarantees will be discharged upon the earlier of (i) issuance of the real estate ownership certificate which will generally be available within one year after the purchasers take possession of the relevant property; and (ii) the satisfaction of relevant mortgage loan by purchasers.

Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers, the Group is responsible to repay the outstanding mortgage principals together with any accrued interest and penalty owed by the defaulted purchasers to the banks, and the Group is entitled to take over the legal title and possession of the related properties. The Group's guarantee starts from the dates the mortgagees grant the mortgage loans. No provision has been made for the guarantees as the management is of the view that the net realisable value of the related properties can cover the repayment of the outstanding mortgage principals together with the accrued interest and penalty in case of any default in payments.

#### Company

As at 31 December 2014 and 2013, the Company did not have any significant financial guarantee and pledge of assets.

附註：

- (a) 本集團已與若干金融機構合作，為物業買家安排按揭貸款融資及提供擔保以確保相關買家的還款責任。於二零一四年十二月三十一日，人民幣12,920,000元(二零一三年：人民幣63,280,000元)之未償還擔保款項將於下列較早時間解除：(i) 簽發房地產所有權證，一般為買家取得相關物業之所有權後一年內；及(ii)物業買家清還按揭貸款。

根據擔保條款，倘該等買家支付按揭款項時出現違規，本集團須負責向銀行償還違約買家尚欠銀行之按揭本金連同應計利息及罰款，而本集團有權取得有關物業之法定業權及所有權。本集團之擔保自抵押人授出按揭貸款日期開始。由於管理層認為相關物業之可變現淨值可抵銷償還未結算按揭本金連同應計利息及罰款(倘拖欠付款)，因此並無就擔保計提撥備。

#### 本公司

於二零一四年及二零一三年十二月三十一日，本公司並無任何重大財務擔保及抵押資產。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 43. RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group had the following significant transactions with related parties:

#### (a) Compensation of key management personnel:

The directors are of the opinion that the key management personnel were the executive and non-executive director of the Company, details of whose emoluments are set out in note 11.1.

#### (b) Balance with related party:

### 43. 關聯人士交易

除於該等財務報表其他部分披露之交易及結餘外，本集團曾與關聯人士進行下列重大交易：

#### (a) 主要管理人員補償：

董事認為，本公司之執行及非執行董事為主要管理人員，彼等之薪酬詳情載於附註 11.1。

#### (b) 與關聯人士之結餘：

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Balances due from/(to) a related party	應收／(應付)關聯人士之結餘		
— included in loan receivables	— 計入應收貸款		
<b>Associate:</b> Guangzhou Xintian Properties Development Limited (note (a)&(d))	<b>聯營公司：</b> 廣州新天房地產發展有限公司 (附註 (a) 及 (d))	<b>117,121</b>	152,357
— included in prepayment, deposits and other receivables	— 計入預付款項、按金及 其他應收款項		
<b>Associate:</b> Guangzhou Xintian Properties Development Limited (note (b)&(d))	<b>聯營公司：</b> 廣州新天房地產發展有限公司 (附註 (b) 及 (d))	<b>49,199</b>	42,304
— included in accruals and other payables	— 計入應計費用及其他應付款項		
<b>Associate:</b> Guangzhou Xintian Properties Development Limited (note (c))	<b>聯營公司：</b> 廣州新天房地產發展有限公司 (附註 (c))	<b>(391,994)</b>	(339,657)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 43. RELATED PARTY TRANSACTIONS (Continued)

#### (c) Transaction with related party:

### 43. 關聯人士交易(續)

#### (c) 與關聯人士之交易：

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Interest income on loan to a related party	給予關聯人士貸款之利息收入		
<b>Associate:</b>	<b>聯營公司：</b>		
Guangzhou Xintian Properties Development Limited (note (a)&(b))	廣州新天房地產發展有限公司 (附註(a)及(b))	6,642	7,475
Interest paid on current account to a related company	就往來賬付予關聯公司之利息		
<b>Associate:</b>	<b>聯營公司：</b>		
Guangzhou Xintian Properties Development Limited (note(c))	廣州新天房地產發展有限公司 (附註(c))	(1,045)	—
Management fee income from a related party	來自關聯人士之管理費收入		
<b>Associate:</b>	<b>聯營公司：</b>		
Guangzhou Xintian Properties Development Limited (note (e))	廣州新天房地產發展有限公司 (附註(e))	639	12,117

Notes:

附註：

- (a) Balances due from an associate are unsecured, charged at 5% per annum and repayable in the year ended 31 December 2016.
- (b) Balances due from an associate are unsecured, interest free and repayable in the year ended 31 December 2014 and 31 December 2013.
- (c) Balances due to an associate are unsecured, interest free and no repayment terms in the year ended 31 December 2014 and 31 December 2013 except for the approximate amount of RMB60,000,000 (2013:RMBNil) was charged at 4% per annum and repayable on demand.
- (d) No provision for impairment have been made in respect of this balance.
- (e) Management fee income from an associate was charged at a negotiated value.

- (a) 應收聯營公司結餘為無抵押、按每年5%計息及須於截至二零一六年十二月三十一日止年度償還。
- (b) 應收聯營公司結餘為無抵押、免息及須於截至二零一四年十二月三十一日及二零一三年十二月三十一日止年度償還。
- (c) 截至二零一四年十二月三十一日及二零一三年十二月三十一日止年度，應付聯營公司結餘為無抵押、免息及無還款期，惟約人民幣60,000,000元(二零一三年：人民幣零元)按每年4%計息及須於要求時償還除外。
- (d) 未有就該結餘計提減值撥備。
- (e) 來自聯營公司之管理費收入按議定價值計算。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

#### 44. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The financial risks include market risk (including currency risk, interest risk and other price risk), credit risk and liquidity risk.

The Group does not have written risk management policies and guidelines. Generally, the Group employs a conservative strategy regarding its risk management. Financial risk management is coordinated at the Group's headquarters, in close co-operation with the board of directors periodically. The overall objectives in managing financial risks focus on securing the Group's short to medium term cash flows by minimising its exposure to financial markets. Long term financial investments are managed to generate lasting returns with acceptable risk levels. As the Group's exposure to market risk (including currency risk, interest risk and other price risk), credit risk and liquidity risk are kept at a minimum level, the Group has not used any derivative or other instruments for hedging purposes. The Group does not hold or issue derivative financial instruments for trading purposes. The most significant financial risks to which the Group is exposed are discussed below.

#### 44. 財務風險管理及公平值計量

本集團須就其於日常業務及投資活動中使用之金融工具承受財務風險。財務風險包括市場風險(包括貨幣風險、利率風險及其他價格風險)、信貸風險及流動資金風險。

本集團並無書面的風險管理政策及指引。一般而言，本集團就其風險管理採用保守策略。財務風險管理主要在本集團總部協調，並定期與董事會緊密合作。整體財務風險管理目標集中於將所承受之財務市場風險減至最低，從而保障本集團短期至中期之現金流量。在可接受風險水平內，管理長期財務投資以產生持久回報。由於本集團所承受之市場風險(包括貨幣風險、利率風險及其他價格風險)、信貸風險及流動資金風險維持於最低水平，故本集團並無使用任何衍生工具或其他工具作對沖用途。本集團並無持有或發行衍生金融工具作買賣用途。本集團須承受之最重大財務風險於下文論述。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 44. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

As at the reporting date, the Group's and the Company's financial instruments mainly consisted of available-for-sale financial assets, pledged time deposits for short term finance, cash and cash equivalents, trade receivables, deposits and other receivables, loan receivables, trade payables, accruals and other payables, amounts due from and to subsidiaries, borrowings and convertible notes.

#### (a) Categories of financial assets and liabilities

The carrying amounts presented in the Group's and the Company's statements of financial position relate to the following categories of financial assets and financial liabilities:

### 44. 財務風險管理及公平值計量(續)

於報告日期，本集團及本公司之金融工具主要包括可供出售金融資產、作短期融資的有抵押定期存款、現金及現金等價物、應收賬款、按金及其他應收款項、應收貸款、應付賬款、應計費用及其他應付款項、應收及應付附屬公司款項、借款及可換股票據。

#### (a) 金融資產及負債之類別

本集團及本公司財政狀況報表呈列之賬面值與以下金融資產及金融負債類別有關：

		Group 本集團		Company 本公司	
		2014 二零一四年	2013 二零一三年	2014 二零一四年	2013 二零一三年
Financial assets 金融資產		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Available-for-sale financial assets	可供出售金融資產	1,965	1,279	—	—
Loans and receivables	貸款及應收款項				
— Loan receivables	— 應收貸款	117,121	152,357	—	—
— Trade receivables	— 應收賬款	1,137	1,023	—	—
— Amounts due from subsidiaries	— 應收附屬公司款項	—	—	1,915,773	1,897,900
— Deposits and other receivables (note 26)	— 按金及其他應收款項(附註26)	138,912	466,331	—	230,750
— Pledged time deposits for short term finance	— 作短期融資的有抵押定期存款	—	98,000	—	—
— Cash and cash equivalents	— 現金及現金等價物	247,542	399,938	208	2,400
		504,712	1,117,649	1,915,981	2,131,050
		506,677	1,118,928	1,915,981	2,131,050



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 44. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

#### (a) Categories of financial assets and liabilities (Continued)

		Group 本集團		Company 本公司	
		2014 二零一四年	2013 二零一三年	2014 二零一四年	2013 二零一三年
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Financial liabilities</b>					
<b>金融資產</b>					
Financial liabilities measured at amortised cost	按攤銷成本計量之金融負債				
— Trade payables	— 應付賬款	(28,481)	—	—	—
— Accruals and other payables	— 應計費用及其他應付款項	(820,836)	(1,466,021)	(3,983)	(1,494)
— Amounts due to subsidiaries	— 應付附屬公司款項	—	—	(81,603)	(8,578)
— Borrowings	— 借款	(378,480)	(885,608)	—	—
— Convertible notes	— 可換股票據	(1,721,942)	(1,888,123)	(1,721,942)	(1,888,123)
		(2,949,739)	(4,239,752)	(1,807,528)	(1,898,195)

#### (b) Foreign currency risk

Currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign currency.

The functional currency of the Company and its major subsidiaries in Hong Kong is HK\$ in which most of the transactions are denominated. The functional currency of those subsidiaries operating in PRC is RMB in which most of its transactions are denominated. Certain bank balances of the Group are denominated in HK\$ and RMB respectively. As at the reporting date, foreign currencies were translated into RMB at the closing rate.

The management considers future commercial transactions, monetary assets and liabilities are denominated in the functional currency of each entity of the Group. Therefore, the foreign currency risk is immaterial.

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

The policies to manage foreign currency risk have been followed by the Group since prior years and are considered to be effective.

#### (b) 外匯風險

貨幣風險指金融工具之公平值或未來現金流量會隨匯率變動而波動之風險。

本公司及位於香港的主要附屬公司的功能貨幣為港元，大部分交易以港元結算。於中國經營的附屬公司的功能貨幣為人民幣，大部分交易以人民幣結算。本集團若干銀行結餘分別以港元及人民幣結算。於報告日期，外幣乃按收市匯率換算為人民幣。

管理層認為日後商貿、貨幣資產及負債均以本集團各實體之功能貨幣計值，因此外匯風險微乎其微。

本集團目前並無外幣對沖政策。然而，管理層監督外匯風險，並於必要時考慮對沖重大外幣風險。

本集團自過去數年以來一直沿用管理外匯風險之政策，並認為該等政策屬有效。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 44. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

#### (c) Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. The Group's exposure to credit risk mainly arises from granting credit to customers in the ordinary course of its operations.

The carrying amounts of loan receivables, trade receivables, deposits and other receivables and cash and cash equivalent included in the face of the consolidated statement of financial position represent the Group's maximum exposure to credit risk in relation to its financial assets.

For the sale of and rents receivables from properties, the Group has policies in place to ensure that sales and leases are made to customers with an appropriate financial strength and appropriate percentage of down payments and rental deposits. It also has other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews regularly the recoverable amount of each individual trade receivables to ensure that adequate impairment losses are made for irrecoverable amounts. The Group has no significant concentrations of credit risk, with exposure spread over a large number of counterparties and customers.

The Group maintains its cash and cash equivalents with reputable banks in Hong Kong and the PRC, therefore the directors consider that the credit risk for such is minimal.

The credit and investment policies to manage credit risk have been followed by the Group since prior years and are considered to have been effective in limiting the Group's exposure to credit risk to a desirable level.

### 44. 財務風險管理及公平值計量(續)

#### (c) 信貸風險

信貸風險指金融工具之交易對手未能根據金融工具之條款履行其責任而令本集團蒙受財務損失之風險。本集團承受之信貸風險主要來自於日常業務過程中向客戶授予信貸。

載於綜合財政狀況表之應收貸款、應收賬款、按金及其他應收款項以及現金及現金等價物賬面值為本集團就其財務資產承受之最大信貸風險。

就物業銷售及應收租金而言，本集團已實施政策確保向具有合適理想財政狀況及支付適當百分比首期款項及租賃按金之客戶進行銷售及租賃。本集團亦設有其他監控程序以確保採取跟進措施收回逾期債務。此外，本集團定期審閱各個別應收賬款之可收回金額，以確保就不可收回金額計提足夠減值虧損。鑑於所承受風險與眾多交易對手及客戶有關，故本集團並無重大集中信貸風險。

本集團將其現金及現金等價物存放於香港及中國信譽良好之銀行，因此，董事認為就此承受之信貸風險極微。

本集團自過去數年以來一直沿用管理信貸風險之信貸及投資政策，並認為該等政策已有效地將本集團之信貸風險限制於理想水平。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 44. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

#### (d) Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group's interest rate risk arises from interest bearing bank deposits, bank borrowings, loan receivables and unsecured loan. Bank borrowings at variable rates expose the Group to cash flow interest rate risk. In addition, loan receivables and unsecured loan at fixed rates expose the Group to fair value interest rate risk.

The Group has interest-bearing assets and liabilities in relation to cash at bank and borrowings. Details of which are disclosed in note 31. The Group currently does not have any interest rate hedging policy and will consider enter into interest rate hedging should the need arise. The Group ensures that it borrows at competitive interest rates under favourable terms and conditions.

At 31 December 2014, if interest rates had been 100 basis points higher/lower, with all other variables held constant, post-tax loss and accumulated loss would have been approximately RMB1,403,000 higher/lower respectively, as a result of increase/decrease in net interest expenses (including interest expenses net of interest income) on borrowings and bank deposit at variables rates.

At 31 December 2013, if interest rates had been 100 basis points higher/lower, with all other variables held constant, post-tax loss and accumulated loss would have been approximately RMB5,915,000 higher/lower respectively, as a result of increase/decrease in net interest expense (including interest expenses net of interest income) on borrowings and bank deposit at variable rates.

The policies to manage interest rate risk have been followed by the Group since prior years and are considered to be effective.

### 44. 財務風險管理及公平值計量(續)

#### (d) 利率風險

利率風險乃與金融工具之公平值或現金流量會隨市場利率變動而波動之風險有關。

本集團之利率風險主要來自計息銀行存款、銀行借款、應收貸款及無抵押貸款。本集團就按浮動利率計息之銀行借款面對現金流量利率風險。此外，本集團就按固定利率計息之應收貸款及無抵押貸款面對公平值利率風險。

本集團有計息資產及負債，涉及銀行現金及借款，有關詳情於附註31披露。本集團目前並無任何利率對沖政策，惟會於必要時考慮訂立利率對沖。本集團確保在有利條款及條件下，按具競爭力的利率籌得借款。

於二零一四年十二月三十一日，倘利率上升／下降100基點，而所有其他可變因素維持不變，除稅後虧損及累計虧損將分別增加／減少約人民幣1,403,000元，此乃由於按浮動利率計息之借款及銀行存款所產生利息開支淨額(包括經扣除利息收入之利息開支)增加／減少。

於二零一三年十二月三十一日，倘利率上升／下降100基點，而所有其他可變因素維持不變，除稅後虧損及累計虧損將分別增加／減少約人民幣5,915,000元，此乃由於按浮動利率計息之借款及銀行存款所產生利息開支淨額(包括經扣除利息收入之利息開支)增加／減少。

本集團自過去數年一直沿用管理利率風險之政策，並認為該等政策屬有效。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 44. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

#### (e) Other price risk

Other price risk relates to the risk that the fair values or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than changes in interest rates and foreign exchange rates).

##### *Equity price risk*

The Group is exposed to change in market prices of unlisted equity in respect of its investments classified as available-for-sale financial assets.

The management manages this exposure by maintaining a portfolio of investments.

The sensitivity analyses below have been determined based on the exposure to equity price risk at the reporting date. For sensitivity analysis purpose, the sensitivity rate is 30% in the current year as a result of the volatile financial market.

In respect of the investments in unlisted equity classified as available-for-sale financial assets, if equity prices had been 30% higher/lower, the impact on other comprehensive loss for the year ended 31 December 2014 would decrease/increase by RMB289,000 respectively (2013: RMB234,000). This is mainly due to the change in fair value of available-for-sale financial assets.

The policies to manage other price risk have been followed by the Group since prior years and are considered to be effective.

### 44. 財務風險管理及公平值計量(續)

#### (e) 其他價格風險

其他價格風險與金融工具之公平值或未來現金流量會隨市場價格變動(利率及匯率變動除外)而波動之風險有關。

##### *證券價格風險*

本集團就其分類為可供出售金融資產之投資而承受非上市證券之市場價格變動風險。

管理層通過持有投資組合管理上述風險。

下列敏感度分析乃按於報告日期承受之證券價格風險而釐定。就敏感度分析而言，本年度之敏感度為30%，乃由於金融市場波動所致。

就分類為可供出售金融資產之非上市證券投資而言，倘證券價格上升／下跌30%，截至二零一四年十二月三十一日止年度之其他全面虧損將分別減少／增加人民幣289,000元(二零一三年：人民幣234,000元)，此乃主要由於可供出售金融資產之公平值變動所致。

本集團自過去數年一直沿用管理其他價格風險之政策，並認為該等政策屬有效。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 44. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

#### (f) Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial assets. The Group is exposed to liquidity risk in respect of settlement of trade payables, accruals and other payables, borrowings and convertible notes, and also in respect of its cash flow management. The Group's objective is to maintain an appropriate level of liquid assets and committed lines of funding to meet its liquidity requirements in the short and longer term.

The Group manages its liquidity needs on a consolidated basis by carefully monitoring the cash inflows and outflows due in day to day business. Liquidity needs are monitored in various time bands, on a day to day and week to week basis, as well as on the basis of a rolling 30 day projection. Long term liquidity needs for a 180-day and 365-day lookout period are identified monthly.

The Group's liquidity is mainly dependent upon the cash received from its customers of trading goods and property held for sale, and funds financing for property under construction. The directors of the Company are satisfied that the Group will be able to meet in full its financial obligations as and when they fall due in the foreseeable future.

The liquidity policies have been followed by the Group since prior years and are considered to be effective in managing liquidity risks.

### 44. 財務風險管理及公平值計量(續)

#### (f) 流動資金風險

流動資金風險與本集團未能達成其以現金或另一金融資產清償財務負債責任之風險有關。本集團在清償應付賬款、應計費用及其他應付款項、借款及可換股票據以及現金流量管理方面承受流動資金風險。本集團之目標在於維持流動資產及承諾資金於適當水平，以滿足其短期及長期流動資金需求。

本集團透過審慎監察日常業務現金流入及流出，以綜合管理其流動資金需要。流動資金需求按不同時段監察，包括按日及按星期，以及按30日滾存預測。每月釐定180日及365日監察期，監察長期流動資金需要。

本集團之流動資金主要取決於就貨品及持作買賣物業交易向其客戶收取之現金以及在建物業之資金融資。本公司董事信納，本集團將有能力悉數償還於可見將來到期之財務承擔。

本集團自過去數年起一直沿用流動資金政策，並認為該等政策可有效管理流動資金風險。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 44. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

#### (f) Liquidity risk (Continued)

The following tables detail the remaining contractual maturities at the reporting date of the Group's and the Company's non-derivative financial liabilities (including liabilities associated with assets classified as held for sale), which are based on contractual undiscounted cash flows and the earliest date the Group and the Company can be required to pay:

#### Group

		As at 31 December 2014 於二零一四年十二月三十一日					
		Carrying amount	Total contractual undiscounted cash flow 合約未貼現現金流量總額	Within one year or on demand 一年內或按要求	Between one year and two years 一年至兩年間	Between two years and five years 兩年至五年間	More than five years 超過五年
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Trade payables	應付賬款	28,481	28,481	(28,481)	-	-	-
Accruals and other payables (principal amount plus interest)	應計費用及其他應付款項 (本金額加利息)	820,836	823,236	(823,236)	-	-	-
Borrowings (principal amount plus interest)	借款 (本金額加利息)	378,480	401,855	(401,855)	-	-	-
Convertible notes	可換股票據	1,721,942	1,849,187	(1,849,187)	-	-	-
		2,949,739	3,102,759	(3,102,759)	-	-	-

		As at 31 December 2013 於二零一三年十二月三十一日					
		Carrying amount	Total contractual undiscounted cash flow 合約未貼現現金流量總額	Within one year or on demand 一年內或按要求	Between one year and two years 一年至兩年間	Between two years and five years 兩年至五年間	More than five years 超過五年
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Trade payables	應付賬款	2,918	2,918	(2,918)	-	-	-
Accruals and other payables	應計費用及其他應付款項	1,550,852	1,550,852	(1,550,852)	-	-	-
Borrowings (principal amount plus interest)	借款 (本金額加利息)	1,429,973	1,729,422	(977,227)	(90,780)	(240,676)	(420,739)
Convertible notes	可換股票據	1,888,123	2,182,791	-	(2,182,791)	-	-
		4,871,866	5,465,983	(2,530,997)	(2,273,571)	(240,676)	(420,739)

### 44. 財務風險管理及公平值計量(續)

#### (f) 流動資金風險(續)

下表詳列本集團及本公司非衍生金融負債(包括分類為持作出售之資產的相關負債)於報告日期之剩餘合約期限,此乃基於合約未貼現現金流量及本集團及本公司可能被要求支付款項之最早日期而作出:

#### 本集團



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 44. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

#### (f) Liquidity risk (Continued)

##### Company

### 44. 財務風險管理及公平值計量 (續)

#### (f) 流動資金風險 (續)

##### 本公司

As at 31 December 2014

於二零一四年十二月三十一日

		Total				
		Carrying amount	contractual undiscounted cash flow	Within one year or on demand	Between one year and two years	Between two years and five years
		賬面值	現金流量總額	一年內或按要求	一年至兩年間	兩年至五年間
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Accruals and other payables	應計費用及其他應付款項	3,983	3,983	(3,983)	-	-
Amounts due to subsidiaries	應付附屬公司款項	81,603	81,603	(81,603)	-	-
Convertible notes	可換股票據	1,721,942	1,849,187	(1,849,187)	-	-
		1,807,528	1,934,773	(1,934,773)	-	-

As at 31 December 2013

於二零一三年十二月三十一日

		Total				
		Carrying amount	contractual undiscounted cash flow	Within one year or on demand	Between one year and two years	Between two years and five years
		賬面值	現金流量總額	一年內或按要求	一年至兩年間	兩年至五年間
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Accruals and other payables	應計費用及其他應付款項	1,494	1,494	(1,494)	-	-
Amounts due to a subsidiary	應付附屬公司款項	8,578	8,578	(8,578)	-	-
Convertible notes	可換股票據	1,888,123	2,182,791	-	(2,182,791)	-
		1,898,195	2,192,863	(10,072)	(2,182,791)	-

The basis of preparing these consolidated financial statements under the going concern assumption have been disclosed in note 2.2.

按持續經營假設編製該等綜合財務報表之基準披露於附註2.2。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

#### 44. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

##### (g) Fair value measurement recognised in the consolidated statement of financial position

The hierarchy groups financial assets and liabilities into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets and liabilities. The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available; and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level in the fair value hierarchy within which the financial asset or liability is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

#### 44. 財務風險管理及公平值計量(續)

##### (g) 於綜合財政狀況表確認之公平值計量

金融資產及負債根據計量該等金融資產及負債公平值所用重大輸入數據之相對可靠程度按級別分為三級。公平值級別包括以下各級：

- 第一級：相同資產及負債之活躍市場報價(未經調整)；
- 第二級：第一級所包括報價以外就資產或負債觀察所得輸入數值，並無使用重大無法觀察之輸入數據。無法觀察之輸入數據並無市場數據；及
- 第三級：並非以觀察所得市場數據為準之資產及負債輸入數值(無法觀察之輸入數值)。

金融資產或負債所屬公平值級別層次完全基於對公平值計量屬重大之最低水平輸入數據分類。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 44. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

#### (g) Fair value measurement recognised in the consolidated statement of financial position (Continued)

The financial assets and liabilities measured at fair value in the consolidated statement of financial position are grouped into the fair value hierarchy as follows:

### 44. 財務風險管理及公平值計量(續)

#### (g) 於綜合財政狀況表確認之公平值計量(續)

於綜合財政狀況表按公平值計量之金融資產及負債歸類為以下公平值級別：

		2014 — Group 二零一四年 — 本集團			
		Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Assets</b>	<b>資產</b>				
Available-for-sale financial assets	可供出售金融資產	965	—	—	965
Derivative financial instruments under convertible notes	可換股票據之衍生金融工具部分	—	—	18,762	18,762
		965	—	18,762	19,727

		2013 — Group 二零一三年 — 本集團			
		Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Assets</b>	<b>資產</b>				
Available-for-sale financial assets	可供出售金融資產	779	—	—	779
Derivative financial instruments under convertible notes	可換股票據之衍生金融工具部分	—	—	38,948	38,948
		779	—	38,948	39,727

During the year ended 31 December 2014, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3 (2013: nil). The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

截至二零一四年十二月三十一日止年度，第一級及第二級之間並無轉撥，亦無轉撥至或轉出第三級(二零一三年：無)。根據本集團政策，將於發生的報告期末確認公平值等級各級別之間的轉撥。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

### 44. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

#### (g) Fair value measurement recognised in the consolidated statement of financial position (Continued)

The movement during the period in the balance of Level 3 fair value measurements is as follows:

### 44. 財務風險管理及公平值計量(續)

#### (g) 於綜合財政狀況表確認之公平值計量(續)

期內第三級公平值計量結餘之變動如下：

		Derivative financial instruments under convertible notes 可換股票據之衍生金融工具部分 RMB'000 人民幣千元
At 1 January 2013	於二零一三年一月一日	126,937
Exchange realignment	匯兌調整	(3,083)
Fair value change	公平值變動	(84,906)
At 31 December 2013	於二零一三年十二月三十一日	38,948
Exchange realignment	匯兌調整	346
Cancellation of convertible notes	註銷可換股票據	(6,298)
Fair value change	公平值變動	(14,234)
At 31 December 2014	於二零一四年十二月三十一日	18,762

Fair value changes on derivative financial instruments under convertible notes are included in consolidated statement of profit or loss and other comprehensive income.

可換股票據之衍生金融工具部分的公平值變動計入綜合損益及其他全面收入報表。

The methods and valuation techniques used for the purpose of measuring fair value are unchanged compared to the previous reporting periods.

計量公平值所用方法及估值技巧與以往報告期間相同。

The available-for-sale financial assets at fair value are denominated in RMB. Fair values have been determined by reference to their quoted bid prices at the reporting date and have been translated using the spot foreign currency rates at the end of the reporting period where appropriate.

按公平值列賬的可供出售金融資產以人民幣計值。公平值參考報告日期買入報價釐定，並已於適用情況下應用報告期末即期匯率換算。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

#### 44. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

##### (g) Fair value measurement recognised in the consolidated statement of financial position (Continued)

The derivative financial instruments under convertible notes are denominated in HK\$. Fair values have been determined by reference to the valuation made by an independent qualified valuer by using the Black-Scholes Option Pricing Model that includes some assumption that are not supportable by observable market prices or rates. The significant unobservable input used in the fair value measurement is the expected volatility at 2.67% (2013: 2.46%). The fair value measurement is positively correlated to the expected volatility. As at 31 December 2014, it is estimated that with all other variables held constant, an increase/decrease in the expected volatility by 1% would have increased/decreased the Group's profit.

#### 45. CAPITAL MANAGEMENT

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern and to provide an adequate return to shareholders by pricing goods and services commensurately with the level of risk.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group, prevailing and projected capital expenditures and projected strategic investment opportunities.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

#### 44. 財務風險管理及公平值計量(續)

##### (g) 於綜合財政狀況表確認之公平值計量(續)

可換股票據之衍生金融工具以港元計值，其公平值參考獨立合資格估值師利用柏力克-舒爾斯期權定價模式進行的估值釐定。柏力克-舒爾斯期權定價模式涉及若干並無可觀察市場價格或利率佐證的假設。公平值計量所用重大無法觀察之輸入數據為預計波幅2.67%（二零一三年：2.46%）。公平值計量與預計波幅正面相關。截至二零一四年十二月三十一日，預計所有其他變量保持不變，預計波幅上升／下降1%會導致本集團增加／減少溢利。

#### 45. 資本管理

本集團之資本管理目標為確保本集團能持續營運，及透過為貨品及服務訂立與風險水平相稱之價格為股東提供充分回報。

本集團積極及定期檢討與管理其資本架構，同時考慮到本集團之未來資本需要、目前及預計資本開支，以及預計策略投資機會，確保達致最佳資本架構及股東回報。

為維持或調整資本結構，本集團可能調整向股東派付之股息、向股東退回資本、發行新股或出售資產以減輕債務。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

(For the year ended 31 December 2014) (截至二零一四年十二月三十一日止年度)

#### 45. CAPITAL MANAGEMENT (Continued)

The Group regards total equity attributable to the owners of the Company presented on the face of the consolidated statement of financial position as capital, for capital management purpose. The amount of capital as at 31 December 2014 amounted to approximately RMB201,799,000 (2013: approximately RMB224,510,000), which the management considers as optimal having considered the projected capital expenditures and the forecast strategic investment opportunities.

The Group is not subject to externally imposed capital requirements.

#### 46. ULTIMATE HOLDING COMPANY

The directors consider Winspark Venture Limited, which is incorporated in the BVI, to be the ultimate holding company.

#### 45. 資本管理(續)

就資本管理而言，本集團將綜合財政狀況表所呈列之本公司擁有人應佔總權益視作資本。於二零一四年十二月三十一日之資本金額約人民幣201,799,000元(二零一三年：約人民幣224,510,000元)，經考慮預計資本開支及預測策略投資機會後，管理層認為已達致最佳資本水平。

本集團並無受制於外界施加之資本規定。

#### 46. 最終控股公司

董事視於英屬處女群島註冊成立之 Winspark Venture Limited為最終控股公司。







**TALENT PROPERTY GROUP LIMITED**  
新天地产集團有限公司\*

**TALENT PROPERTY GROUP LIMITED**  
新天地产集團有限公司\*

Add 地址 : Room 1217, North Tower, Concordia Plaza,  
1 Science Museum Road, Kowloon  
香港九龍尖沙咀東部科學館道一號  
康宏廣場北座1217室

Tel 電話 : 2620 6028  
Fax 傳真 : 2620 6098