

Lifestyle

International Holdings Ltd.
利福國際集團有限公司

Stock Code 股份代號 : 1212

Annual Report
2019 年報

INSPIRATION
FOR LIFE



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CORPORATE 企業簡介 PROFILE

Lifestyle International Holdings Limited (together with its subsidiaries, the “Group”) is a Hong Kong-based premier retail operator that specializes in the operation of mid to upper-end department stores in Hong Kong. The Group’s two SOGO stores in Hong Kong including the flagship store in Causeway Bay, the largest and leading department store in Hong Kong, as well as the Tsim Sha Tsui store. Characterized by the “one-stop shopping” concept with unparalleled brand equity, the Group’s department stores offer a wide variety of goods ranging from daily necessities to luxury products as well as personal care services, such as beauty salons, in a comfortable shopping environment.

As part of its continuous efforts to enrich customer experience at its store, the Group operates the Wa San Mai Japanese restaurant as a complementary facility of the flagship department store in Causeway Bay to provide a convenient alternative for customers. To capture the rising purchasing power in the East Kowloon area, the Kai Tak Project commenced ground-breaking in December 2017, with its foundation construction work progressing satisfactorily. The construction of the twin blocks of commercial buildings that upon completion in 2022, will host a new SOGO department store along with complementary retailing, entertainment, dining and lifestyle facilities in East Kowloon. The twin-tower is set to become a new landmark in East Kowloon and will further strengthen the Group’s foothold in the Hong Kong retailing market. With the Group’s strong financial position and operating cash flows as well as its unparalleled brand equity, the Group is always prepared to take on new investment opportunities to drive sustainable growth and long-term prosperity.

利福國際集團有限公司（連同其附屬公司，「本集團」）是扎根於香港的龍頭零售營運商，在香港專門經營中高檔次百貨店。本集團在香港的兩家崇光百貨分別為全港最大型位於銅鑼灣的旗艦店以及尖沙咀店。在「一站式購物」概念及優越的品牌認受性下，本集團的百貨店於舒適購物環境提供廣泛種類的貨品，從日常必需品至奢侈品以及個人護理服務，例如美妍中心。

作為不斷豐富顧客於店舖內的體驗的一部分，本集團營運「和三味」日式餐廳，以作為銅鑼灣的旗艦百貨店的輔助設施，為顧客提供一個方便的選擇。為了吸納九龍東地區不斷上升的購買力，啟德項目於二零一七年十二月動工，地基建設工程進度令人滿意。兩幢商業大廈的建設工程將於二零二二年竣工，屆時東九龍將開設一間全新崇光百貨店，並設有其他零售、娛樂、餐飲及生活時尚的配套設施。該兩幢商業大廈將成為東九龍的新地標，並進一步增強本集團於香港零售市場的地位。本集團的財務狀況及經營性現金流強健、品牌認受性無可比擬，並時刻準備就緒，把握帶動可持續增長及長遠興盛的新投資機遇。



CORPORATE 企業資料 INFORMATION

Board of Directors

Executive Directors

Mr. Lau Kam Sen
Ms. Lau Kam Shim

Non-executive Directors

Mr. Lau Luen Hung, Thomas (Chairman)
Mr. Doo Wai Hoi, William
Ms. Lau Yuk Wai, Amy

Independent Non-executive Directors

Mr. Lam Siu Lun, Simon
The Hon. Shek Lai Him, Abraham
Mr. Hui Chiu Chung
Mr. Ip Yuk Keung

Company Secretary

Mr. Poon Fuk Chuen

Audit Committee

Mr. Lam Siu Lun, Simon (Chairman)
The Hon. Shek Lai Him, Abraham
Mr. Hui Chiu Chung
Mr. Ip Yuk Keung

Remuneration Committee

Mr. Lau Luen Hung, Thomas
Mr. Lam Siu Lun, Simon (Chairman)
The Hon. Shek Lai Him, Abraham
Mr. Hui Chiu Chung

Nomination Committee

Mr. Lau Luen Hung, Thomas
Mr. Lam Siu Lun, Simon (Chairman)
The Hon. Shek Lai Him, Abraham
Mr. Hui Chiu Chung

Registered Office

Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

董事會

執行董事

劉今晨先生
劉今蟾小姐

非執行董事

劉鑾鴻先生(主席)
杜惠愷先生
劉玉慧女士

獨立非執行董事

林兆麟先生
石禮謙議員
許照中先生
葉毓強先生

公司秘書

潘福全先生

審核委員會

林兆麟先生(主席)
石禮謙議員
許照中先生
葉毓強先生

薪酬委員會

劉鑾鴻先生
林兆麟先生(主席)
石禮謙議員
許照中先生

提名委員會

劉鑾鴻先生
林兆麟先生(主席)
石禮謙議員
許照中先生

註冊辦事處

Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head Office and Principal Place of Business in Hong Kong

20th Floor, East Point Centre
555 Hennessy Road
Causeway Bay, Hong Kong

Principal Banker

Bank of China (Hong Kong) Limited

Auditor

PricewaterhouseCoopers
Certified Public Accountants and
Registered PIE Auditor

Solicitors

Reed Smith Richards Butler
Sit, Fung, Kwong & Shum

Hong Kong Share Registrar and Transfer Office

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

Cayman Islands Share Registrar and Transfer Office

SMP Partners (Cayman) Limited
Royal Bank House, 3rd Floor
24 Shedden Road, P.O. Box 1586
Grand Cayman, KY1-1110
Cayman Islands

Share Information

Place of listing: The Stock Exchange of Hong Kong Limited
Stock code: 1212
Board lot: 500 shares
Financial year end: 31 December
Closing share price at 31 December 2019: HK\$8.94
Market capitalization at 31 December 2019: HK\$13,427 million

Website

www.lifestylehk.com.hk

總辦事處及香港主要營業地點

香港銅鑼灣
軒尼詩道 555 號
東角中心 20 樓

主要往來銀行

中國銀行(香港)有限公司

核數師

羅兵咸永道會計師事務所
執業會計師及
註冊公眾利益實體核數師

律師

禮德齊伯禮律師行
薛馮鄭岑律師行

香港股份過戶登記處

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

開曼群島股份過戶登記處

SMP Partners (Cayman) Limited
Royal Bank House, 3rd Floor
24 Shedden Road, P.O. Box 1586
Grand Cayman, KY1-1110
Cayman Islands

股份資料

上市地點：香港聯合交易所有限公司
股份代號：1212
每手買賣單位：500股
財政年度年結日：十二月三十一日
於二零一九年十二月三十一日股份收市價：8.94港元
於二零一九年十二月三十一日市值：134.27億港元

網址

www.lifestylehk.com.hk

FINANCIAL 財務摘要

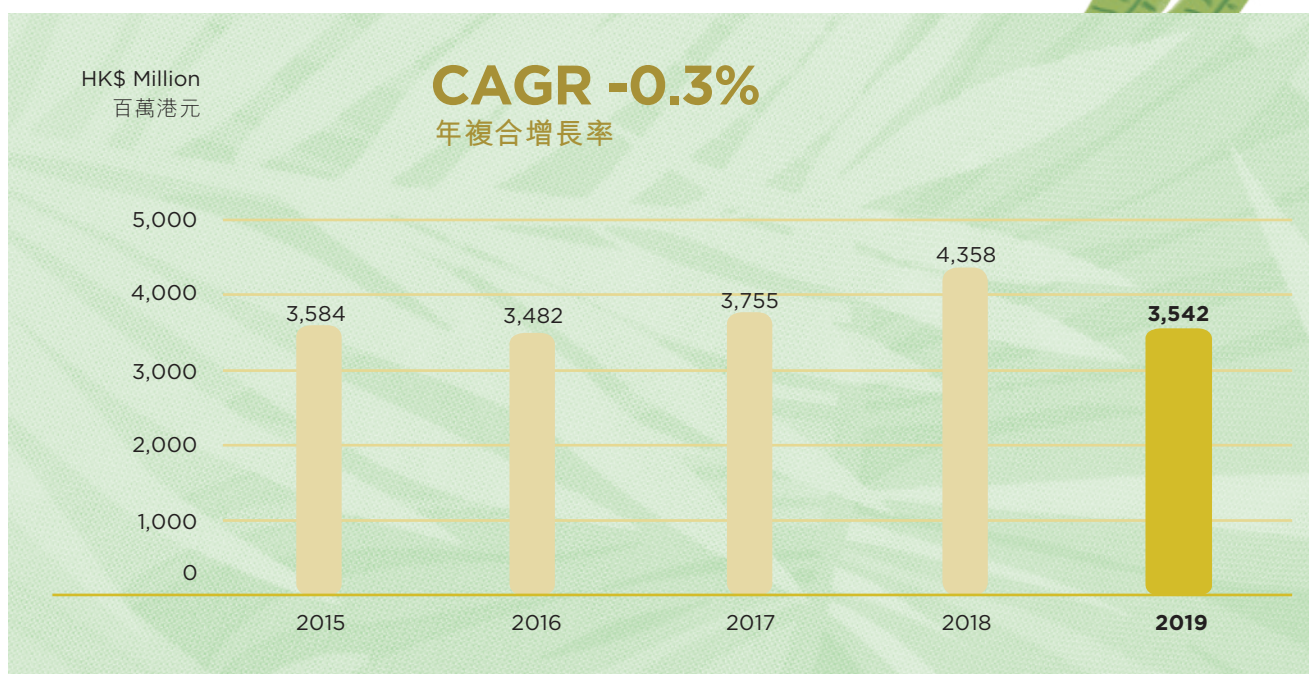
HIGHLIGHTS

For the year ended 31 December 截至十二月三十一日止年度

Operating Results 經營業績

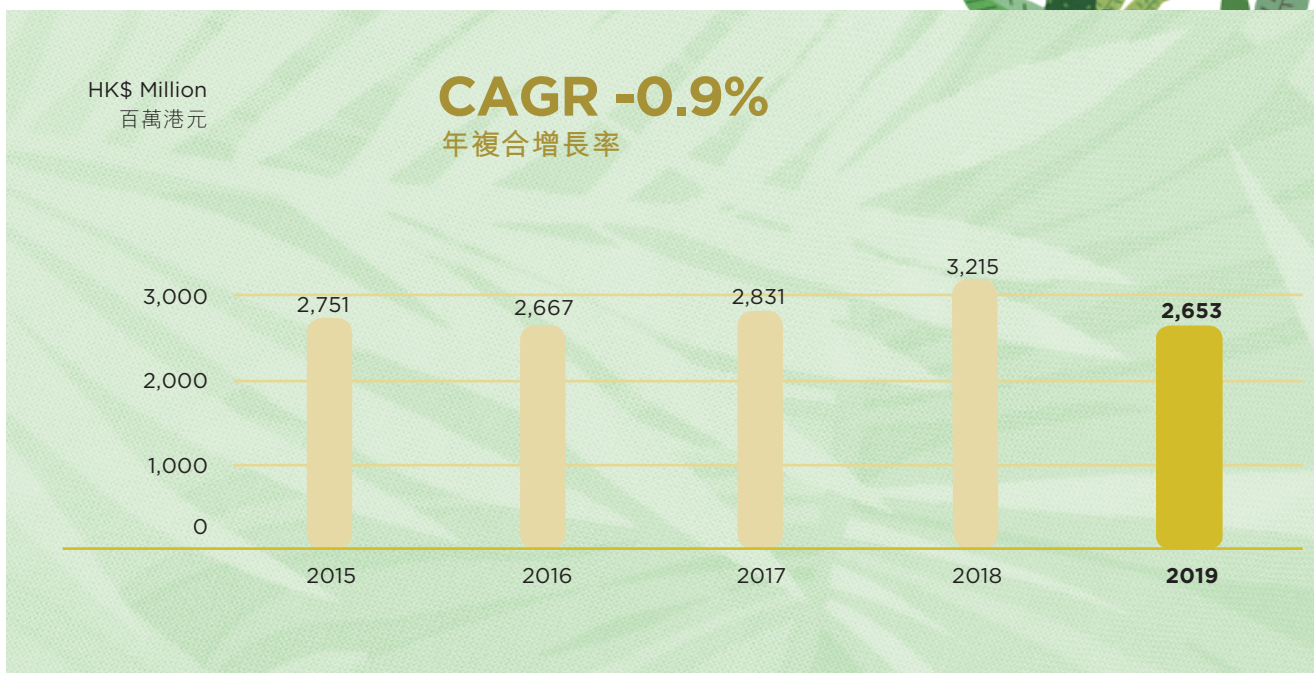
HK\$'000 千港元	2015	2016	2017	2018	2019
Sales proceeds 銷售所得款項	13,836,382	9,605,804	10,316,508	11,707,732	9,445,511
Turnover 營業額	6,171,393	4,671,971	3,755,092	4,358,010	3,542,032
Profit before taxation 除稅前溢利	2,675,411	1,938,603	3,412,689	2,162,376	2,116,176
Profit for the year attributable to owners of the Company 本年度本公司擁有人應佔溢利	1,914,392	1,600,907	2,875,674	1,690,070	1,890,676
Basic earnings per share (HK\$) 每股基本盈利(港元)	1.19	1.00	1.79	1.08	1.26
Total dividends per share (HK cents) 每股股息總額(港仙)	63.2	63.2	63.2	66.5	30.0

Turnover 營業額



For the year ended 31 December 截至十二月三十一日止年度

Gross Profit 毛利



2019 Sales Proceeds By Store 二零一九年按門店劃分之銷售所得款項





CHAIRMAN'S 主席報告 STATEMENT

Lau Luen Hung, Thomas 劉鑾鴻
Chairman 主席

Dear Shareholders,

2019 marked a year of unprecedented challenges and volatility. World economic growth experienced a synchronized slowdown and in the wake of a protracted trade war with the US, China's economy grew at its' slowest pace in almost three decades. As a consequence of China-US trade tensions and ongoing social unrest, Hong Kong slipped into its first economic recession in over a decade.

During the second half of 2019, prolonged and intensifying social unrest throughout the city brought about severe disruption to business operations and acutely hit upon the retail industry as a result of a sharp downturn in visitor arrivals and souring local sentiment. In view of the prioritization of both the safety of our employees and customers, our SOGO stores have been subject to a shortening of operating hours or full closures, which has significantly impacted our business particularly during the peak holiday shopping season under the fourth quarter. A total of approximately 60 business days were affected during the second half of 2019. As a result of these exceptional circumstances, the Group's gross sales revenue plummeted 36.0% in the second half of the year and reported a 19.3% decline for the full year, tracking the plunge of the general Hong Kong retail market.

For the year ended 31 December 2019, the Group's turnover decreased by 18.7%, largely due to the business downturn experienced in the second half. Profit attributable to shareholders however saw an unexpected increase of 11.9% to HK\$1.89 billion, which was mainly lifted by a significant increase in fair value gain on the Group's financial investment portfolio. In view of the deteriorating operating environment and continued uncertainties, we believe that these exceptional circumstances call for decisive measures that are geared towards the safeguarding of our business. As a result, for the first time since the Company's listing, the board of directors has resolved to not recommend the payment of the final dividend. We believe that this measure is a prudent and responsible means of preserving cash for the long-term financial health of the Group.

致各位股東：

二零一九年是充滿動盪的一年，所面對的挑戰前所未有。環球經濟增長同步放緩，中美貿易戰曠日持久，中國經濟以接近三十年來最緩慢的速度增長。由於中美貿易局勢緊張及社會爭拗持續不斷，香港陷入了十多年來的首次經濟衰退。

二零一九年下半年，香港的社會動盪持續並不斷加劇，導致商業運作大受影響，訪港旅客驟降及本地氣氛轉差，嚴重打擊零售行業。員工及顧客的安全是我們的首要考慮，崇光百貨店無奈縮短營業時間甚至完全關閉，第四季度節日購物旺季的業務尤受打擊。二零一九年下半年合共約60個營業日受到影響。由於出現這些特殊情況，本集團業績跟隨香港整體零售市場下滑，下半年的銷售收入總額大跌36.0%，全年則錄得19.3%的跌幅。

截至二零一九年十二月三十一日止年度，本集團的營業額下跌18.7%，主要是由於下半年業務低迷所致。然而，股東應佔溢利出乎意料地增加11.9%至18.9億港元，主要受惠於本集團金融投資組合的公平值收益大幅增加。鑒於經營環境轉差及不明朗因素持續，我們認為必須持盈保泰，採取果斷措施應對這些特殊情況。因此，董事會議決不建議派發末期股息，是本公司上市以來的首次。我們認為，為本集團的長遠財務健康著想而保留現金是審慎及負責任的做法。

In recent months, the outbreak of the novel coronavirus in China has further dealt a heavy blow upon the Hong Kong economy, severely affecting both inbound tourism and local consumption. This will place further pressure upon the already weakening Chinese economy and could derail fledging global economic growth in the short to medium term. In view of these ongoing uncertainties, for the first time, management retains a pessimistic outlook for the Hong Kong retail market in the coming year, as a prolonged virus outbreak and potential local social unrest could continue and further undermine local business and consumer sentiment.

In face of these headwinds, our dedicated management team will remain focused upon further bolstering the resilience of our core business in order to preserve our long-term competitiveness within an increasingly turbulent market. We will continue to regularly review our strategic plans within the business and re-evaluate our organizational structure in preparation for extremities. Increasingly, we view key stakeholder engagement as critical towards ensuring the long-term strength of our business. In face of the difficulties over the past year, the cooperation and trust of our business partners has been crucial towards our business operations. The challenges have given us an opportunity to demonstrate the importance of our partnership philosophy and we intend to further strengthen the long-standing relationships with each of our vendors in the coming future.

With regards to the Kai Tak Project, construction of the Project has been progressing satisfactorily despite logistical delays caused by recent viral outbreak. Management will continue to work closely with our contractors to continue pushing the project forward. Upon completion, the twin towers will host a SOGO department store in addition to complementary retailing, entertainment, dining and lifestyle servicing facilities. We remain confident that this project will become a new landmark in East Kowloon, further strengthening our foothold in the Hong Kong retail market.

On behalf of the board of directors, I would like to express my sincere gratitude to all our staff, especially our front-line colleagues and those of our business partners, who have displayed steadfast devotion to their duty throughout the difficult year. Their dedication and tireless efforts are a testament to our corporate values of teamwork and partnership that are all the more crucial under these challenging times, and I am confident that these values will enable us to thrive in the long-run. Lastly, I would like to extend my heartfelt thanks to our customers, business partners and shareholders for their trust and support for the Group over the years. We shall be grateful for your continuing patronage in the years to come.

Lau Luen Hung, Thomas
Chairman

9 March 2020

近幾個月來，新型冠狀病毒肆虐中國進一步打擊香港經濟，嚴重影響訪港旅客數字及本地消費。這將使本來已經轉弱的中國經濟進一步受壓，在短至中期可能使全球經濟失去初現的增長動力。鑒於不明朗因素持續，管理層首次對來年的香港零售市場前景持悲觀態度，因為疫情及潛在的本地社會風波可能延續，並進一步損害本地的營商及消費者意欲。

面對這些不利因素，我們專心致志的管理團隊將繼續專注於進一步提升核心業務的適應力，以維持我們在日益動盪的市場中的長期競爭力。我們將繼續定期檢討業務策略規劃，並重新審視組織架構以為極端情況作好準備。我們認為主要持份者參與對確保業務的長遠優勢有著關鍵作用，並越來越重要。面對過去一年的困境，業務夥伴的合作與信任對我們的業務營運至為重要。這些挑戰印證了我們與夥伴通力合作的營商理念，未來我們計劃進一步強化與各供應商的悠久關係。

啟德項目方面，雖然近期的疫情對物流安排造成延誤，但該項目的建設工程進展順利。管理層將繼續與承建商緊密合作，持續推進項目建設。兩幢大樓竣工後，將開設一間崇光百貨店，並設有零售、娛樂、餐飲及生活時尚服務等配套設施。我們仍然相信該項目將成為東九龍的新地標，並進一步增強我們於香港零售市場的地位。

本人謹代表董事會向全體員工致謝，尤其是我們及業務夥伴的前線同事，感謝他們在如此艱難的一年依然盡忠職守。他們的竭誠付出和不懈努力充分體現了我們的團隊及合作精神，這些企業價值在當前充滿挑戰的時期尤為重要，而本人相信這些價值長遠將有利我們蓬勃發展。最後，本人藉此向我們的顧客、業務夥伴和股東致以衷心謝意，感謝他們過往多年對本集團的信任和支持。我們期待各位往後繼續蒞臨本店，並在此先行致謝。

劉鑾鴻
主席

二零二零年三月九日

MANAGEMENT DISCUSSION AND 管理層討論及分析 ANALYSIS

Market Overview

The world economy grew at its slowest pace in a decade as prolonged trade tensions and the associated uncertainties weighed on business sentiment and economic activities globally. China reported in 2019 its lowest annual growth rate in 29 years amid lingering trade disputes with the US. The world's second largest economy saw its gross domestic product expand 6.1% last year, down from 6.6% in 2018. Total retail sales of consumer goods in China rose 8% in 2019, shrinking from 9% growth in 2018.

The Group's home market Hong Kong saw the first annual contraction since the global financial crisis a decade ago as local social incidents dealt a severe blow to an economy already weakened by a synchronized global economic slowdown and China-US trade war. The city's GDP contracted by 1.2% in 2019, compared with a 3% growth in 2018. Hong Kong's retail sales also plunged in 2019 as tourism and local spending were hit hard by the months-long social unrests began in June alongside the external headwinds. Visitor arrivals to Hong Kong turned from a positive growth of 13.9% in the first half of the year to a negative growth of 14.2% for the full year, with an aggregate of 55.9 million visitors. Visitations from mainland China reported a 14.2% decline for the full year, again turning from a positive growth of 16.4% in the first half of the year. For the whole year, retail sales in Hong Kong sank 11.1% year-on-year, compared with 8.8% growth in 2018. Sales of luxury goods categories, including jewelry and watches, dropped 22.4% whereas department store sales decreased 13% year-on-year.

市場概覽

全球營商意欲及經濟活動受長期的貿易緊張局勢及相關不明朗因素影響，世界經濟以十年來最慢的速度增長。中美貿易糾紛持續，中國於二零一九年錄得二十九年來最低的年增長率。作為全球第二大經濟體系，中國去年的國內生產總值擴張幅度為6.1%，較二零一八年的6.6%為低。中國消費品零售銷售總額於二零一九年上升8%，亦較二零一八年的9%增長為低。

香港是本集團的本土市場，社會事件嚴重打擊本已因全球經濟同步放緩及中美貿易戰而削弱的本地經濟，導致香港出現自十年前環球金融危機以來的首次按年收縮。香港的本地生產總值於二零一九年下跌1.2%，而二零一八年則錄得3%升幅。自六月起持續數月的社會風波以及外圍的不利因素使旅遊業及本地消費遭受重創，香港的零售銷售額於二零一九年大幅下滑。訪港旅客總數由上半年增長13.9%，轉變為全年負增長14.2%至55.9百萬人次，當中中國內地訪港旅客亦由上半年增長16.4%，轉變為全年計錄得14.2%跌幅。全年計，香港的零售銷售額按年下跌11.1%，而二零一八年則錄得8.8%增長。奢侈品類商品（包括珠寶及手錶）銷售額按年減少22.4%，而百貨店銷售額則按年下跌13%。



FULL OF FUN AND HAPPINESS

讓生活洋溢樂趣與幸福



Financial Review 2019

Notwithstanding the challenging operating environment, the Group persistently enhanced its operational efficiency and reinforced customer loyalty to fortify its footing in the Hong Kong retail market. While the Group proved its mettle in the first half of the year by repeatedly outperforming the broader industry when the retail market showed weakening momentum, the drastic deterioration in consumer sentiment caused by local social incidents and the associated disruptions to the city's economy in the second half of the year took a heavy toll on the retailing market and significantly affected the Group's operations. The sudden deterioration of the retailing environment in the second half of the year saw an accelerating decline in the Group's sales, from a negative growth of 2.4% recorded in the first half of the year to a negative growth of 19.3% for the full 2019, as comparing to 2018.

Turnover and Sales Proceeds

For the year ended 31 December 2019, the Group's department store operations saw its turnover decreased by 18.7% over the previous year to HK\$3,542.0 million, while total gross sales proceeds, derived from direct, After Purchase Order ("APO") and concessionaire sales transactions, were down by 19.3% to approximately HK\$9.4 billion. The decline in turnover of the Group was caused by a decrease in direct sales of approximately 22.4% while commission income derived from APO and concessionaire sales saw a relatively mild drop of approximately 17.9%.

二零一九年財務回顧

儘管經營環境充滿挑戰，惟本集團不斷提高經營效率及增強顧客忠誠度，以鞏固其在香港零售市場的地位。雖然上半年在零售市道轉趨疲弱的情況下，本集團全力以赴，表現再度傲視同儕，但下半年本地社會事件及對經濟造成的破壞導致消費者情緒急轉直下，零售市場遭受沉重打擊，對本集團的營運造成嚴重影響。下半年零售環境突然惡化，導致本集團銷售額加速下降，與二零一八年相比，二零一九年上半年為負增長2.4%，而全年則為負增長19.3%。

營業額及銷售所得款項

截至二零一九年十二月三十一日止年度，本集團百貨店業務的營業額較去年下跌18.7%至3,542.0百萬港元，而自營、銷售後訂單（「銷售後訂單」）及特許專櫃銷售交易產生的總銷售所得款項總額亦減少19.3%至約94億港元。本集團營業額下跌，是由於自營銷售額減少約22.4%，而銷售後訂單及特許專櫃銷售產生的佣金收入則錄得相對輕微之17.9%跌幅。

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Gross Profit and Concessionaire Rates

The Group's gross profit margin as a percentage of turnover increased to 74.9% from 73.8% in 2018 as the drop in concessionaire commission, which gross margin is theoretically 100%, was less than the decline in direct sales. Gross profit amounted to HK\$2,653.2 million, down 17.5% from HK\$3,215.3 million in 2018 as sales tumbled. The blended average concessionaire rate for the Group proved to be relatively stable and remained at last year's level of approximately 24.8%.

Net Profit Attributable to Shareholders

Net profit attributable to owners of the Company for the year amounted to HK\$1,890.7 million, up 11.9% from HK\$1,690.1 million recorded in 2018. The unexpected profit increase amid sales decline was primarily attributable to the fact that while the operating profit has suffered as a result of a drop in sales revenue amidst sluggish traffic footfall and consumer spending, the profit was lifted by a fair value gain of approximately HK\$403.9 million this year as comparing to a fair value loss of HK\$516.0 million last year on the Group's financial investment portfolio. On the other hand, the Group's profit was weighed down by a fair value loss of HK\$174.0 million on the Group's investment property under development in Kai Tak whereas it was a fair value gain of HK\$251.2 million in 2018, due mainly to a correction in the property market following the months-long social unrest last year. Without counting the above-mentioned non-cash fair value changes, the Group's operating profit for the year would have shrunk 18.2% to HK\$1,632.1 million from HK\$1,996.3 million recorded in the previous year, with HK\$642.4 million being recorded in the second half of 2019, plummeted 35.1% from the HK\$989.7 million recorded in the first half of the year as sales fell.

Selling and Distribution Costs

The aggregate selling and distribution costs of the Group decreased 3.4% over the previous year and represented 7.4% (2018: 6.2%) of the Group's gross sales proceeds as the fall in sales proceeds was relatively larger. The decrease in absolute amount was mainly attributable to a drop in rental equivalent expenses for the TST store as well as a lower staff compensation costs.

毛利及特許專櫃扣率


本集團按營業額計算的毛利率由二零一八年的73.8%提升至74.9%，是由於特許專櫃佣金（毛利率理論上為100%）的跌幅少於自營銷售額的跌幅。毛利為2,653.2百萬港元，乃因銷售額下滑而較二零一八年的3,215.3百萬港元減少17.5%。本集團的平均特許專櫃扣率相對穩定及維持於24.8%，與去年水平相約。

股東應佔溢利淨額

年內本公司擁有人應佔溢利淨額為1,890.7百萬港元，較二零一八年錄得的1,690.1百萬港元增加11.9%。銷售額下跌而溢利卻出乎意料地增加，主要是由於雖然客流量及消費開支呆滯，經營溢利因銷售收入減少而受挫，但溢利因本年度本集團金融投資組合錄得公平值收益約403.9百萬港元而提升，而去年則錄得公平值虧損516.0百萬港元。另一方面，主要來說由於去年為期數月的社會動盪後，房地產市場調整，本集團位於啟德的發展中投資物業錄得的公平值虧損174.0百萬港元，使本集團的溢利受到拖累，而二零一八年則為251.2百萬港元的公平值收益。若不計上述非現金公平值變動，本集團本年度之營業溢利將由去年之1,996.3百萬港元減少18.2%至1,632.1百萬港元，受到銷售下跌影響，該等溢利於二零一九年下半年為642.4百萬港元，較上半年錄得的989.7百萬港元大幅下跌35.1%。

銷售及分銷成本

由於銷售所得款項跌幅較大，本集團的銷售及分銷成本總額較去年減少3.4%，佔本集團銷售所得款項總額7.4%（二零一八年：6.2%）。絕對金額減少主要是由於尖沙咀店的租金等值支出減少以及較低員工薪酬費用。

An illustration featuring a man in a grey suit using a smartphone, a woman in a purple top working at a computer, and a large tablet in the foreground displaying 'SOGO Rewards'. The background includes a colorful geometric pattern and green foliage.

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FINGERTIPS

Administrative Expenses

The Group's general administrative expenses remained at a level similar to last year of approximately HK\$137.8 million as most of the Group's general administrative expenses are relatively fixed.

Staff Costs

Staff costs (excluding those of the directors) of the Group decreased 7.2% to approximately HK\$220.7 million during the year under review. While the annual general increment of salaries and wages for the Group's employees was largely in line with the market trend and general inflation, remuneration adjustments and bonuses are based on performance of individual staff and financial performance of the Group. The total number of full-time staff of the Group decreased to 659 at the end of 2019 from 685 at the end of 2018.

Other Income, Gains and Losses

These comprise mainly management fee, credit card recharges, miscellaneous incomes received from the counters and tenants, and other sundry incomes and exchange gain/loss. Increase in other income, gains and losses of the Group during the year was mainly attributable to an exchange gain to the tune of HK\$20.5 million whereas it was an exchange loss of HK\$10.1 million in 2018, mainly arising from translating the Group's USD denominated bonds payable as the USD weakened against the HKD at the end of 2019.

Interest and Investment Gains/(Losses)

For the year 2019, the Group recorded a net investment income of HK\$740.2 million, comparing to a net investment loss of HK\$271.0 million in 2018. Investment income comprised mainly interest income to the tune of HK\$201.7 million from the Group's bank deposits and net investment gain of HK\$538.5 million, which consisted of fair value gain of HK\$403.9 million (2018: fair value loss of HK\$516.0 million), investment income received and receivable, and dividend income from the Group's investment in financial assets.

行政開支

本集團的一般行政開支與去年的水平相若，約為137.8百萬港元，是由於本集團大部分一般行政開支相對固定。

員工成本

於回顧年度，本集團的員工成本(不包括董事酬金)下跌7.2%至約220.7百萬港元。雖然本集團員工的薪金及工資的全年整體升幅與市場走勢及整體通脹大致同步，但薪酬調整及花紅乃根據個別員工的表現及本集團的財務表現而定。本集團於二零一九年年底的全職員工總數由二零一八年年底的685名減少至659名。

其他收入、收益及虧損

其他收入、收益及虧損主要包括從專櫃及租戶收取的管理費收入、信用卡費用回扣及其他收入，以及其他雜項收入和匯兌收益/虧損。本集團年內的其他收入、收益及虧損增加，乃主要由於匯兌收益20.5百萬港元所致，而二零一八年則錄得匯兌虧損10.1百萬港元，主要是由於在二零一九年年底美元兌港元走弱時換算本集團以美元計值的應付債券所致。

利息及投資收益/(虧損)

於二零一九年，本集團錄得投資收入淨額740.2百萬港元，而二零一八年則錄得投資虧損淨額271.0百萬港元。投資收入主要包括來自本集團銀行存款的利息收入201.7百萬港元及投資收益淨額538.5百萬港元，當中包括來自本集團投資金融資產的公平值收益403.9百萬港元(二零一八年：公平值虧損516.0百萬港元)、已收和應收投資收入，以及股息收入。

Finance Costs

The Group's total finance cost consisted mainly of finance charges and interest expenses on bank loans and bonds payable. The aggregate amount of finance costs and interest incurred, before capitalization, was approximately HK\$619.3 million (2018: HK\$494.6 million) for the full year, including HK\$12.4 million interest in respect of lease liabilities following adoption of the new accounting standard at the beginning of the year. The substantial increase in the overall interest costs was mainly due to higher interest incurred in respect of the Group's HIBOR-based Hong Kong dollar bank loans as the HIBOR stayed at relatively higher level throughout the year as comparing to 2018. Furthermore, there was additional interest being incurred in the second half of the year on the US\$300 million bond payable which was only issued in July 2019. Finance costs charged to the profit or loss account during the year amounted to HK\$365.2 million (2018: HK\$282.2 million) after some HK\$254.1 million (2018: HK\$212.4 million) of the borrowing costs relating to the Group's Kai Tak project has been capitalized.

Liquidity and Financial Resources

The Group's EBITDA (excluding fair value changes on the Group's financial assets at fair value through profit or loss ("FA at FVPL"), club debentures and investment property) for the year decreased 13.8% to HK\$2,494.6 million (2018: HK\$2,893.7 million), due mainly to a fall in sales revenue. As at the end of 2019, before counting the Group's FA at FVPL valued at approximately HK\$3,306.1 million (2018: HK\$3,077.2 million), the Group's net debt increased from approximately HK\$9,674.8 million in 2018 to HK\$10,053.2 million. The Group's cash at banks and time deposits amounted to approximately HK\$8,621.3 million (2018: HK\$6,196.0 million) as at the end of 2019. Of the cash kept at banks in Hong Kong, approximately 99.1% was denominated in US dollar ("US\$ or USD") and Hong Kong dollar ("HK\$") and approximately 0.9% was in Renminbi ("RMB") and other foreign currencies.

融資成本

本集團的總融資成本主要包括銀行貸款及應付債券的財務費用及利息開支。整個年度資本化前的融資成本及利息總額約為619.3百萬港元(二零一八年：494.6百萬港元)，包括年初應用新會計準則後有關租賃負債的利息12.4百萬港元。整體利息成本大幅增加，主要是由於與二零一八年相比，香港銀行同業拆息全年維持於相對較高水平，導致本集團參考香港銀行同業拆息的港元銀行貸款產生較高利息。此外，於二零一九年七月發行的300百萬美元應付債券使下半年產生額外利息。與本集團啟德項目相關的借貸成本約254.1百萬港元(二零一八年：212.4百萬港元)資本化後，年內於損益賬中扣除的融資成本為365.2百萬港元(二零一八年：282.2百萬港元)。

流動資金及財務資源

本集團年內的未計利息、稅項、折舊及攤銷前的盈利(不包括本集團按公平值計入損益之金融資產(「按公平值計入損益之金融資產」)、會所債券及投資物業的公平值變動)減少13.8%至2,494.6百萬港元(二零一八年：2,893.7百萬港元)，主要是由於銷售收入下跌所致。於二零一九年年底，未計及估值約為3,306.1百萬港元(二零一八年：3,077.2百萬港元)的本集團按公平值計入損益之金融資產，本集團的淨負債由二零一八年約9,674.8百萬港元增加至10,053.2百萬港元。於二零一九年年底，本集團的銀行現金及定期存款約為8,621.3百萬港元(二零一八年：6,196.0百萬港元)。於香港銀行存放的現金當中，約99.1%以美元(「美元」)及港元(「港元」)計值，約0.9%則以人民幣(「人民幣」)及其他外幣計值。

The Group's outstanding bank loans at the end of 2019 amounted to approximately HK\$11,712.2 million (2018: HK\$11,214.2 million) and bonds payable amounted to approximately HK\$6,962.2 million (2018: HK\$4,656.5 million). The bank loans comprised HK\$4,500 million term loan and HK\$3,000 million revolving loan drawn under the Hong Kong dollar denominated five-year (due July 2021) HK\$8,000 million secured loan facility, which interest is calculated with reference to HIBOR. The HK\$4,500 million term loan is repayable semi-annually over the loan life, with the first repayment started from January 2019. The bank loans consisted of also a term loan of HK\$3,691 million drawn under the HK\$9,000 million project loan facility for financing payment of part of the land premium of the Kai Tak Land. This HK\$9,000 million project loan facility bear interest calculated with reference to HIBOR and does not require repayment until the end of the 5-year term in the year 2022. The remaining bank loans represented short-term US\$ loans totaling US\$73.6 million (equivalent to HK\$573.4 million) drawn under an aggregate US\$320.0 million facilities, which are secured against certain of the Group's investment in financial assets, which interest are calculated either with reference to LIBOR or at fixed rate of 2.35%.

As at the year end, the Group had aggregate unutilized banking facilities in the amount equivalent to approximately HK\$7,228.4 million (2018: HK\$7,702.0 million).

The bonds payable of HK\$6,962.2 million at the year-end (US\$900 million at maturity) represented outstanding unsecured guaranteed bonds issued by the Group, which comprised a US\$300 million 10-year (bearing interest at 4.25% and maturing in October 2022), a US\$300 million 5-year (bearing interest at 4.875% and maturing in July 2024) which was issued during the year, and a US\$300 million 10-year (bearing interest at 4.5% and maturing in June 2025).

As at 31 December 2019, the Group's net debt to equity ratio or net gearing (defined as total borrowings less cash and bank balances (before counting the Group's FA at FVPL) divided by equity attributable to owners of the Company) was 261.7% (2018: 330.0%). The relatively high level of net gearing was due to the fact that the Group's self-owned store property in Causeway Bay, Hong Kong is stated at historical cost less depreciation and amortization, thereby its fair value has not been taken into account in the calculation of the equity attributable to owners of the Company.

於二零一九年年底，本集團的未償還銀行貸款約為11,712.2百萬港元(二零一八年：11,214.2百萬港元)及應付債券約為6,962.2百萬港元(二零一八年：4,656.5百萬港元)。銀行貸款包括根據以港元計值有抵押五年期貸款融資8,000百萬港元(於二零二一年七月到期)而提取的4,500百萬港元定期貸款及3,000百萬港元可循環貸款，該貸款融資乃參考香港銀行同業拆息計息。該4,500百萬港元定期貸款於貸款年內須每半年還款一次，首次還款期由二零一九年一月已經開始。銀行貸款亦包括根據就支付部分啟德地皮地價撥付資金的9,000百萬港元項目貸款融資而提取的3,691百萬港元定期貸款。該9,000百萬港元項目貸款融資乃參考香港銀行同業拆息計息，直至於二零二二年的五年期結束時才須還款。其餘的銀行貸款為在320.0百萬美元融資額度下提取，以若干本集團投資金融資產作抵押取得的合共73.6百萬美元(相等於573.4百萬港元)的短期美元貸款，此貸款乃參考倫敦銀行同業拆息或按固定利率2.35%計息。

於年底，本集團未動用的累計銀行貸款額度折合約7,228.4百萬港元(二零一八年：7,702.0百萬港元)。

於年底，金額為6,962.2百萬港元(於到期日為900百萬美元)的應付債券指本集團發行的未償還無抵押擔保債券，包括一筆十年期300百萬美元(利率為4.25%及於二零二二年十月到期)、一筆於年內發行五年期300百萬美元(利率為4.875%及於二零二四年七月到期)，及一筆十年期300百萬美元(利率為4.5%及於二零二五年六月到期)的無抵押擔保債券。

於二零一九年十二月三十一日，本集團的淨負債與權益比率或淨資本負債率(即總借貸減現金及銀行結存(未計及本集團按公平值計入損益之金融資產)除以本公司擁有人應佔權益)為261.7%(二零一八年：330.0%)。較高的淨資本負債率乃由於本集團於香港銅鑼灣店自有物業按歷史成本減折舊及攤銷入賬，其公平值於計算本公司擁有人應佔權益時並無計算在內。

Foreign Exchange Management

The functional currency of the Company and its major subsidiaries is Hong Kong dollar, in which most of the transactions are denominated. As described under the "Liquidity and Financial Resources" section above, certain monetary assets and liabilities of the Group are denominated in USD and, to a small extent, other foreign currencies. The Group currently does not require a sophisticated and comprehensive foreign currency hedging policy as the Hong Kong dollar, in which most of the Group's transactions are denominated, is pegged to the USD in which certain of the Group's borrowings and cash are denominated. Accordingly, the Group's exposure to foreign currency fluctuation to certain extent is somewhat limited. As at 31 December 2019, there existed two outstanding cross currency swap contracts with an aggregate notional commitment of US\$100 million.

Pledge of Assets

As at 31 December 2019, certain of the Group's leasehold land and buildings in Hong Kong with carrying values aggregating approximately HK\$1,172.0 million (2018: HK\$1,217.4 million), together with shares of certain subsidiaries of the Group, were pledged to secure the HK\$8,000 million (2018: HK\$8,000 million) loan facility granted to the Group, of which HK\$8,000 million (2018: HK\$7,000 million) was utilized.

In addition, the entire Kai Tak Project, comprising the land under development and investment property under development, with an aggregate carrying value of HK\$9,762.2 million (2018: HK\$9,185.7 million) was pledged to secure the HK\$9,000 million loan facility granted to the Group for financing the Kai Tak Land acquisition and its construction, of which HK\$3,691.0 million (2018: HK\$3,691.0 million) was utilized as at the year end. Moreover, certain of the Group's FA at FVPL with carrying value amounting to approximately HK\$1,391.8 million (2018: HK\$1,256.7 million) were pledged to secure loan facilities in the amount of approximately US\$320 million (2018: US\$255 million).

Contingent Liabilities

The Group did not have any material contingent liabilities as at 31 December 2019.

Material Acquisitions and Disposals

The Group did not have any material acquisitions or disposals during the year.

外匯監管

本公司及其主要附屬公司的功能貨幣為港元，大部分交易以港元結算。如上文「流動資金及財務資源」部分所述，本集團有若干以美元計值及少部分以其他外幣計值的貨幣資產及負債。本集團現時並無一套精密而全面的外幣對沖政策，是由於本集團大部分交易以港元結算及本集團若干借貸及現金以美元計算，而港元與美元掛鈎，因此本集團因外幣匯率變動而引致的風險有限。於二零一九年十二月三十一日，有兩份交叉貨幣掉期合約，名義承諾總額為100百萬美元。

資產抵押

於二零一九年十二月三十一日，本集團已將賬面總值約1,172.0百萬港元(二零一八年：1,217.4百萬港元)的若干香港租賃土地及樓宇，連同本集團若干附屬公司的股份，作為本集團獲得貸款融資額8,000百萬港元(二零一八年：8,000百萬港元)的抵押品，其中8,000百萬港元(二零一八年：7,000百萬港元)已被動用。

此外，本集團將賬面總值9,762.2百萬港元(二零一八年：9,185.7百萬港元)的整個啟德項目(包括在建土地及在建投資物業)作為本集團獲得貸款融資額9,000百萬港元的抵押品，用作撥付購買啟德地皮及其建築工程，其中3,691.0百萬港元(二零一八年：3,691.0百萬港元)在年末已被動用。另外，本集團將若干賬面值約1,391.8百萬港元(二零一八年：1,256.7百萬港元)按公平值計入損益之金融資產作為貸款融資額約320百萬美元(二零一八年：255百萬美元)的抵押品。

或然負債

於二零一九年十二月三十一日，本集團並無任何重大或然負債。

重大收購及出售

本集團於年內並無任何重大收購或出售。

Review of Operations

Against the backdrop of a global economic slowdown and protracted social unrest in Hong Kong, the Group's seasoned management team stayed committed to the sound long-term growth strategies anchored by the Group's strong brand equity, loyal clientele and solid execution ability that have been instrumental to the Group's long-running success in the industry.

SOGO CWB

As lingering global trade tensions and subdued local economy weighed on the consumer confidence, a weaker Chinese currency and domestic social instability further dampened tourism and consumption-related activities. Sales at the flagship SOGO Causeway Bay ("SOGO CWB") as a result plunged 33.8% year on year during the second half of the year and a drop of 19.4% for the full year.

Faced with frequent business disruptions resulting from protests and other social incidents that took place in the vicinity of our stores in the second half of the year, the store was subject to a shortening of operating hours or full closures, which has significantly impacted our business particularly during the peak holiday shopping season in the fourth quarter. As a result, a total of approximately 60 business days were affected during the second half of 2019. The overall traffic footfall for 2019 saw a decrease of 15.5%, and the stay-and-buy ratio dropped by 0.3 percentage point to 33.8%. Average ticket size (excluding transactions from the Freshmart supermarket) of the store however remained steady at HK\$1,489.

During the year, the Group's SOGO Rewards program continued to deepen customer engagement and improve customer services by offering greater convenience to shoppers, thereby further reinforcing the Group's brand equity.

In addition, CVISION, the outdoor full-HD LED advertising screen at the building façade of SOGO CWB that the Group launched in late 2017, continued to act as an effective advertising platform for our business partners. Whilst being able to generate stable advertising income to the Group, it also further reinforces our flagship store's position as a prominent retail landmark in Hong Kong.

業務回顧

在全球經濟放緩及香港社會動盪不止的背景下，本集團經驗豐富的管理團隊繼續致力落實穩健的長遠增長策略，而本集團優越的品牌認受性、忠實的顧客基礎及強大的執行能力一直是本集團賴以成功的關鍵因素。

銅鑼灣崇光

全球貿易局勢持續緊張及本地經濟疲弱導致消費者信心受挫，而人民幣轉弱及本地社會不穩更進一步削弱旅遊業及消費相關活動。因此，銅鑼灣崇光（「銅鑼灣崇光」）旗艦店的銷售收入下半年按年減少33.8%，而全年則按年下跌19.4%。

下半年期間，附近的示威活動及其他社會事件迫使業務經常中斷，店舖的營業時間亦因此縮短或完全關閉，第四季度節日購物旺季的業務尤受打擊。因此，在二零一九年下半年共影響了大約60個營業日。於二零一九年，整體客流量下降15.5%，而逗留購買比率下跌0.3個百分點至33.8%。該店的平均每宗交易額（不包括崇光超市）為1,489港元，保持穩定。

年內，本集團的SOGO Rewards計劃透過為購物人士提供更多便利，繼續吸引顧客及提升顧客服務質素，進一步增強本集團的品牌認受性。

此外，本集團於二零一七年年底在銅鑼灣崇光外牆啟用的戶外全高清LED廣告屏幕CVISION繼續為我們的業務合作夥伴提供有效的廣告平台。此不但能夠為本集團帶來穩定的廣告收入，亦進一步加強該旗艦店作為香港主要零售地標的地位。

SOGO TST

With a well-tailored merchandise portfolio, SOGO Tsim Sha Tsui (“SOGO TST”) has established itself as a popular shopping destination especially for tourists and enjoyed remarkable sales growth in the past several years. However, due to the dramatic fall in inbound tourism and weak local consumption in the second half of 2019, sales at our SOGO TST reversed its growth trend for the first time since 2015 with sales revenue plummeted 46.0% in the second half of 2019 and down 18.8% for the full year, comparing to 2018. The months-long civil unrest and social instability that started in June 2019 has hit the city’s inbound tourism badly and significantly affected the operations of the SOGO TST as, similar to the CWB store, the store was also subject to a shortening of operating hours or full closures, leading to drop in both traffic footfall and stay-and-buy ratio for the full year.

Wa San Mai

Located at the same building as our SOGO CWB, business of our Wa San Mai restaurant was also badly hit during the second half of the year. Its business receipts in 2019 declined 16.7% year on year to approximately HK\$59.5 million.

Kai Tak Project

To capture the rising purchasing power and untapped customer base in the East Kowloon area, the Group through government tender acquired in 2016 a plot of land in Kai Tak — East Kowloon, at a price of HK\$7,388 million. The accessibility of the Kai Tak redevelopment area has been greatly enhanced by the newly opened Kai Tak Station of the new Shatin-Central Link, and its development is expected to be further bolstered by a government supported redevelopment plan.

With a site area of approximately 14,159 square metres, the Group’s Kai Tak Land will be developed into two blocks of commercial buildings to provide space for both retailing and office use, with a total gross floor area of approximately 101,000 square metres. The retailing portion is planned to house a full-fledged department store and other facilities complementary to the operations of a department store as well as to use for the operation of a shopping mall and other entertaining and dining facilities. The proposed development is expected to be completed by end of 2022, and it is believed that this Kai Tak Project will be able to create a landmark position in the new Kai Tak redevelopment and East Kowloon area and will further broaden and solidify the Group’s presence in the Hong Kong retailing market.

尖沙咀崇光

尖沙咀崇光(「尖沙咀崇光」)憑藉度身訂做的商戶組合，將自身打造為旅客購物熱點，並且在過去數年取得驚人的銷售增長。然而，由於二零一九年下半年訪港旅客大減及本地消費疲弱，尖沙咀崇光的銷售升勢自二零一五年以來首次出現逆轉，與二零一八年相比，二零一九年下半年的銷售收入大幅下跌46.0%，而全年則下跌18.8%。自二零一九年六月起持續數月的騷亂及社會動盪令本地入境旅遊業大受打擊，嚴重影響尖沙咀崇光的營運，與銅鑼灣崇光類似，尖沙咀崇光亦因此縮短營業時間或完全關閉，導致全年客流量及逗留購買比率雙雙下降。

和三味

和三味餐廳與銅鑼灣崇光位於同一幢物業，其業務於下半年亦大受影響。於二零一九年，其業務收入按年下跌16.7%至約59.5百萬港元。

啟德項目

為吸納九龍東地區不斷上升的購買力及新的顧客群，本集團透過政府招標，於二零一六年以7,388百萬港元購入位於九龍東啟德發展區的一幅地皮。啟德重建地區內交通配套因新沙中線最近啟用的啟德站而大幅改善，獲政府支持的重建計劃亦將進一步促進該區發展。

本集團的啟德地皮佔地面積約14,159平方米，將發展成兩幢商業大廈，提供空間作零售及辦公室用途，總建築面積約101,000平方米。零售部分計劃設立一間全面的百貨店和配合百貨店營運的其他設施，以及用作購物商場和其他娛樂及餐飲設施。有關建築發展項目預期於二零二二年底竣工，相信啟德項目將成為新啟德重建及九龍東區的新地標，並將進一步擴充及鞏固本集團於香港零售市場的地位。

Construction work of the Kai Tak Project has been progressing satisfactorily despite logistical delays caused by the recent viral outbreak. The Group will work closely with contractors with an aim to complete the foundation construction work around middle of 2020.

Outlook and Plan

The Group takes a pessimistic view on the outlook for the retailing market and believes that 2020 is set to be an extremely challenging year for Hong Kong, as lingering global geopolitical and trade tensions and ongoing domestic strife would continue to undermine tourist arrivals and consumer sentiment.

While Hong Kong's economy is bracing for contraction amidst sluggish global trade and subdued world economy, the novel coronavirus outbreak in China during the country's peak Spring Festival travelling season has resulted in a number of cities in China being sealed off, which would no doubt hit the already weakening Chinese economy and could derail a fledgling global economic recovery. To prevent the epidemic from spreading in the city, Hong Kong has been taking precautionary protective measures which are set to further dampen inbound tourism and domestic consumption in the city.

Although it is difficult if not impossible to estimate how much longer the situation will persist, the stand-still situation of the society in the past few weeks has already caused severe impact to the local economy and that unemployment rate is set to rise in the coming months. As a leading retail operator in Hong Kong, the Group will closely monitor the development of the situation and work with our business partners to weather the current turmoil. Leveraging on its strong brand equity and seasoned management team, the Group will strive to offer inspirational shopping environment and captivating shopping experiences for customers by employing a strategic mix of engaging and efficient services as well as sensible promotions, thereby driving store traffic and sales.

As always, the Group remains open to new strategic investment and lucrative business opportunities, with a view to generating higher returns for its shareholders and also further solidifying the business foundation for the profitable growth of the Group in the long term.

儘管近期的病毒爆發導致物流延誤，啟德項目的建築工程進度仍然令人滿意。然而，本集團將與承包商緊密合作，目標在二零二零年中左右完成地基建設工程。

展望與計劃

本集團對零售市場的前景持悲觀的態度，鑒於全球地緣政治和貿易局勢持續緊張以及本地社會衝突不斷將繼續打擊訪港旅客及消費者信心，相信二零二零年對香港零售業將為充滿挑戰的一年。

環球貿易及世界經濟萎靡不振，香港經濟正面臨收縮，而春運高峰期間新型冠狀病毒肆虐中國，多個城市實施進出管制，勢必打擊已呈弱態的中國經濟，打亂全球經濟復甦步履。香港為阻止疫情擴散而採取的預防性保護措施，亦將進一步削弱本港入境旅遊業及本地消費。

雖然非常困難甚至不可能估計這種情況將持續多久，但過去幾週的社會停滯狀態已經對本地經濟造成了嚴重影響，失業率預期在未來幾個月內上升。本集團作為香港龍頭零售營運商，將密切留意事態發展並與商業夥伴攜手抵禦當前的動盪。憑藉其強大的品牌認受性及經驗豐富的管理團隊，本集團將策略性地結合優質高效的服務及適時的推廣活動，致力為顧客提供舒適的購物環境及愉快的購物體驗，進而帶動門店的人流及銷售額。

一如既往，本集團對策略性投資及利潤可觀的新商機持開放態度，務求為股東爭取更高回報及進一步鞏固業務基礎，使本集團達致長期盈利增長。



ENVIRONMENTAL, SOCIAL AND 環境、社會及管治報告 GOVERNANCE REPORT



As the premier department store operator in Hong Kong, Lifestyle International is committed to its' conduct as a responsible, ethical and sustainable corporate citizen. We strive to offer a one-stop shopping experience that focuses upon providing our customers with a wide range of quality goods and services within a comfortable and enjoyable shopping environment.

作為香港龍頭百貨店營運商，利福國際堅持其負責任、道德及可持續的企業公民品德。我們致力提供一站式購物體驗，重點為顧客在舒適愉悅的購物環境下提供多種類優質貨品及服務。



Our business philosophy comprises the engagement of our various key stakeholders:

我們的業務理念有賴各主要持份者的參與：

1. **Customers:** our main goal is to satisfy our customers and provide them with a world-class shopping environment and experience.
 2. **Employees:** our people are our most precious asset and their well-being is essential for the productivity and growth of our business.
 3. **Business partners:** we treat each brand retailer as our long-term business partner and conduct all businesses with integrity and in a responsible manner.
 4. **Community:** we act as a conscientious member of the society and are dedicated towards contributing to the well-being of our environment and to providing help to those who are in need.
 5. **Shareholders:** we strive to maximize long-term value and return for our shareholders.
1. **顧客：**我們的主要目標為滿足顧客並為其提供世界級購物環境及體驗。
 2. **僱員：**我們的員工為我們最寶貴的資產，其身心健康對旗下業務的生產力及增長至關重要。
 3. **業務夥伴：**我們視各品牌零售商為長期業務夥伴，並以真誠及負責任的態度進行所有業務。
 4. **社區：**我們身為社會上認真負責的一份子，致力為環境健康作出貢獻，並向有需要人士提供幫助。
 5. **股東：**我們致力達致股東的長期價值及爭取最大回報。

The commitment towards our stakeholders provides us guidance in our corporate responsibility policy, where we strive to ensure that the values of our social and environmental responsibilities are integrated within our daily operations and business code of conduct.

We believe that the pursuit of integrating our sustainability goals within our business is an ever-evolving process and we hope to further improve upon our performance in the years to come.

Corporate Responsibility Policy

1. Ethical Standards and Responsibility

We strive to conduct our business with the highest level of integrity and responsibility when engaging with our business partners.

2. Support and Respect our Staff

Employees are our greatest asset and we treat them with fairness and respect, providing them with a supportive working environment within which they can reach their greatest potential.

3. Environmental Responsibility

We aim to cultivate an environmentally conscious culture within our company and endeavor to minimize the carbon impact of our business activities.

4. Striving for Excellence

We continue to ceaselessly set high standards for ourselves and encourage our partners to embrace these ideals.

We aim to holistically integrate our values and corporate responsibility commitments into our business model and company culture that in turn will support our growth in the long run.

Materiality Assessment

The materiality assessment is the exercise through which we identify issues of importance to the Group from a sustainability perspective and to prioritize those which are considered material. Through the engagement of the Group's various stakeholders, ESG issues that are of most relevance to our stakeholders are identified, helping us to determine our long-term ESG goals and strategies in the coming years.

With the help of sustainability consultant, we conducted a comprehensive materiality assessment with our employees in 2018. We continue to devise our ESG strategies and initiatives based upon the findings of the assessment.

我們對持份者的承諾為企業責任政策提供指引，據此我們盡力確保社會及環境責任價值整合至日常營運及業務操守準則。

我們相信旗下業務納入追求可持續發展目標的過程不斷演變，並期望未來數年可進一步提升績效。

企業責任政策

1. 道德標準及責任

我們致力以最高誠信及責任水平與業務夥伴合作。

2. 支持及尊重員工

僱員為我們最大的資產，我們公平對待及尊重僱員，為其提供支持性的工作環境，讓其可發揮最大潛能。

3. 環境責任

我們旨在於本公司內培育環保意識文化，並盡力將業務活動的碳影響減至最低。

4. 追求卓越

我們不斷自訂高標準，並鼓勵夥伴接納該等理想。

我們旨在整體上整合我們的價值及企業責任承諾至業務模式及公司文化，從而長遠支持業務增長。

重要性評估

重要性評估乃從可持續角度識別出對本集團而言屬重要的事宜，並優先處理該等被視為重大的事宜。通過本集團各持份者的參與，我們得以識別與持份者最為相關的環境社會管治事宜，以助我們釐定未來數年的長遠環境社會管治目標及策略。

在可持續顧問的協助下，我們於二零一八年與我們的僱員進行全面的重要性評估。我們繼續根據評估結果制定環境社會管治策略及措施。



Stakeholder engagement

持份者參與



Engagement Channels

- Shareholders' meetings
- Investors & Analysts meetings
- Results Presentations
- Financial Reports, Announcements & Circulars
- Training & Workshops
- Volunteer Activities
- Interviews & Meetings
- Project Collaborations
- Public Events & Social Gatherings
- Sponsorships & Donations
- Social media platforms
- Surveys
- Industry events

參與渠道

- 股東大會
- 投資者及分析員會議
- 業績發佈
- 財務報告、公告及通函
- 培訓及工作坊
- 義工活動
- 面談及會議
- 項目合作
- 公開活動及社交聚會
- 贊助及捐獻
- 社交媒體平台
- 調查
- 業界活動

Corporate Governance

管治架構



The Board is the highest governing body of the Company and holds the ultimate responsibility on the overall strategic development and corporate governance of the Company. To ensure high governance standards in ESG matters, the Company has a robust ESG governance structure with clearly defined responsibilities in place.

The formulation of ESG strategy and the day-to-day management and reporting on ESG matters resides with the ESG Committee, which is headed by our Executive Director and comprises members from all major departments. The responsibilities of the ESG Committee includes the formulation of ESG strategies, sustainability reporting, stakeholder engagement, materiality assessment, monitoring the performance of ESG initiatives and the promotion of ESG issues both internally and externally.

Since the beginning of 2019, a biannual report which covers the performance of ESG initiatives and forthcoming plans has been distributed to the Board to provide them with timely updates regarding the progress of ESG activities and thus, enhancing the oversight of the Board on ESG issues of the Group.

To ensure the effective implementation of ESG strategies and identify any potential ESG-related risks and opportunities, the ESG Committee conducts regular meetings to discuss a range of pre-defined ESG initiatives and to follow up upon the works of business units which are charged with carrying out measures and setting appropriate policies to align with our overall ESG strategy. For instance, we will strengthen further in the coming year the risk assessment works on potential ESG-related risks to include the climate change-related risks so as to facilitate the formulation of corresponding risk mitigation measures.

The ESG Committee continues to keep abreast of the latest developments on sustainability issues and remains committed towards promoting the integration of sustainable and socially responsible best practices into our daily operations and decision making processes across all levels of the Group. With the collaborative efforts of all business units, we are dedicated towards improving our ESG performance and fulfilling the expectations of our stakeholders.

In 2019, the Group was awarded an Honourable Mention in the Hong Kong Corporate Governance Excellence Awards by The Chamber of Hong Kong Listed Companies as a compliment in respect of the improvements made by the Group to the Board and the many productive measures in promoting independence.

董事會為本公司之最高監管機構，並對本公司整體策略發展及企業管治承擔最終責任。為確保環境社會管治事宜秉持高管治標準，本公司已針對環境社會管治設有穩健並清晰界定職責的管治架構。

環境社會管治委員會負責制定環境社會管治策略，以及對環境社會管治事宜進行日常管理及匯報。該委員會由執行董事領導，其成員來自所有主要部門。環境社會管治委員會的職責包括制定環境社會管治策略、可持續匯報、與持份者交流、重要性評估、監察環境社會管治措施的表現，以及於本公司內外推廣環境社會管治事宜。

自二零一九年起，我們向董事會派發半年一次報告，內容涵蓋環境社會管治措施的表現及即將推行的計劃，以及時向彼等提供關於環境社會管治工作進度的最新消息，從而加強董事會對本集團環境社會管治事宜的監管。

為了確保環境社會管治策略得到有效落實，以及識別任何與環境社會管治相關的潛在風險與機遇，環境社會管治委員會定期舉行會議，以討論一系列預先界定的環境社會管治措施，並跟進負責推行措施的業務單位的工作，同時制定與我們整體環境社會管治策略相符的適當政策。例如，我們將於來年進一步對潛在的環境社會管治相關風險加強風險評估工作，以包括氣候變化相關的風險，從而促進制定相應的風險減緩策略。

環境社會管治委員會不斷跟進可持續發展事宜的最新發展，並繼續致力推動將可持續及具社會責任的最佳實務，與本集團各層面的日常營運及決策過程相融合。憑藉各業務單位的通力合作，我們致力改善我們的環境社會管治表現，並滿足我們的持份者的期望。

於二零一九年，本集團於香港公司管治卓越獎中獲香港上市公司商會頒發特別嘉許，表揚本集團對董事會所作出的改進及多項提升獨立性的有效措施。

United Nations Sustainable Development Goals

The Group strives to deliver business growth while driving the sustainable economic development. We have identified 10 of 17 United Nations Sustainable Development Goals ("UNSDGs") which are relevant to our business.

聯合國可持續發展目標

本集團致力於達致業務增長的同時，推動可持續的經濟發展。在17項聯合國可持續發展目標（「聯合國可持續發展目標」）中，我們已識別出10項與我們的業務相關的目標。



Sustainability commitments 可持續發展承諾

Environment 環境

- Adopt green practices, initiatives and procedures to minimize our carbon footprint
採納環保實務、措施及程序，以減少我們的碳足印
- Promote green living and lifestyle through our marketing activities
通過我們的營銷活動，推廣綠色生活及生活模式
- Continuous efforts to raise environmental consciousness amongst our employees & business partners
持續致力於僱員及業務夥伴間提升環保意識



Relevant UNSDGs

相關的聯合國可持續發展目標



Clean water and sanitation	清潔飲水和衛生設施
Affordable and clean energy	經濟適用的清潔能源
Responsible consumption and production	負責任消費和生產
Climate action	氣候行動
Life below water	水下生物
Life on land	陸地生物



People 人們

- Provide a healthy working environment, equal opportunities and development programmes to our employees
為僱員提供健康的工作環境、平等機會及發展計劃
- Cater to the well-being of our staff by providing adequate wellness programmes and recreational activities
提供充足的福利計劃及康樂活動，滿足員工身心健康之需要



Good health and well-being	良好健康與福祉
Quality education	優質教育
Decent work and economic growth	體面工作和經濟增長
Reduced inequalities	減少不平等



Community 社區

- Support education and youth development initiatives through volunteering works and partnerships
透過義務工作及夥伴計劃，支持教育及青年發展舉措
- Promote arts & culture by holding regular exhibitions at our stores
於旗下店舖內舉辦定期展覽，推廣藝術與文化



Quality education	優質教育
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Environment

Environmental Policy

Lifestyle International's Environmental Policy targets to reduce our environmental carbon footprint and promote an environmentally sustainable culture within our store operations. We will:

- Quantify the environmental impacts of our operations and design measures to reduce our greenhouse gas emissions
- Consistently work to improve the efficiency of our energy consumption
- Ensure a healthy and comfortable indoor environment within our business premises
- Adopt green practices and technologies to better conserve our natural resources
- Ensure compliance with applicable environmental and related legislations with our staff, business partners & other stakeholders
- Minimize our waste generation and manage our waste in a responsible manner
- Cultivate an environmentally conscious mindset amongst all employees through regular internal communications and trainings

Energy Efficiency and Water Conservation

As a leading department store operator, we continuously strive to reduce overall energy consumption and maximize the efficiency of all our facilities within our buildings with respect to the consumption of electricity, water and gas, which are the main sources of energy used in our operations.

環境

環境政策

利福國際的環境政策旨在降低我們的環境碳足跡及於店舖營運內推廣可持續環保文化。我們將：

- 量化營運的環境影響，並設計減少溫室氣體排放的措施
- 持續著力改善能源消耗的效率
- 確保商業物業的室內環境健康舒適
- 採納綠色做法及技術以更有效保存天然資源
- 與員工、業務夥伴及其他持份者確保遵守適用環境及相關法例
- 將我們產生的廢物減至最低及以負責任的態度處理廢物
- 透過定期內部溝通及培訓培育全體僱員的環保意識

能源效益及節約用水

作為龍頭百貨店營運商，我們繼續竭盡所能降低整體能源消耗，亦盡力提高旗下樓宇內所有設施耗用電力、水及燃氣的效益，而電力、水及燃氣均為我們營運所用的主要能源。



In order to monitor and improve our energy consumption, a comprehensive record for different zones of the buildings is kept for the purpose of both data compilation and verification. Data is analyzed on a regular basis so that the equipment and facilities are being maintained at optimal operating conditions.

The majority of electricity is consumed by the air conditioning systems, vertical transportation (lifts and escalators), general lighting, refrigeration systems, plumbing & drainage systems and I.T. facilities (servers, personal computers and Point of Sales system). Measures are in place to ensure that the facilities are maintained to function at their optimal operational conditions. Such measures include considering models with the highest efficiency standards when making new equipment procurement decisions, timely replacement of inefficient parts, and conducting preventive maintenance programmes by contractors and/or in-house maintenance team.

Our properties are lit by LED lighting devices. In addition, to minimize the impact of light pollution to our local communities, all the external lighting facilities of our stores such as LED screens, light boxes, logo signage are operated in full compliance with the requirements under "Charter on External Lighting" by Environment Bureau.

The LED lighting systems of our corporate office are equipped with sensor controls as well as being arranged into small zones, so as to reduce energy consumption. Motion sensors have also been installed in accessible toilets for more efficient use of the lightings.

An overhaul of the hydraulic system for the car lift at the Causeway Bay store was carried out during the course of 2019, with major components of the hydraulic system such as gear pumps, motors, hydraulic control valves and gaskets being replaced. This overhaul will not only increase the operating efficiency and life span of the system, but also greatly minimize the downtime occurrence.

Comparing to electricity, water consumption is relatively insignificant in our business operations. Water is mainly used for sanitary facilities for both customers and staff within the department stores and office premises. Sensor water taps and flushing facilities have been installed to minimize the water consumption in washrooms.

為了監測及改善能源消耗，我們保存樓宇不同區域的全面記錄以作數據編製及驗證，並定期分析數據，使設備及設施得以保持最佳運作狀態。

大部分電力耗用於空調系統、垂直運輸(升降機及自動扶梯)、一般照明、製冷系統、管道及排水系統以及資訊科技設施(伺服器、個人電腦及銷售點系統)。我們已制定措施確保此等設施保持以最佳狀態運作。有關措施包括作出新設備採購決策時考慮具最高效益標準的型號、適時更換缺乏效益的部件以及由承包商及/或內部維修團隊進行預防維修計劃。

我們的物業由LED照明設備照明。此外，為盡量減少光污染對附近社區的影響，旗下店舖所有戶外燈光設施，如LED屏幕、燈箱、商標標誌牌等，其運作均全面遵守環境局「戶外燈光約章」的要求。

我們的企業辦公室LED照明系統均配備感應監控，並劃分為多個細小區域，以減少消耗能源。暢通易達水廁間亦已安裝動態感應器，以更有效地使用照明。

於二零一九年中，銅鑼灣店的汽車升降機已進行液壓系統檢修，更換齒輪泵、發動機、液壓控制閥及墊圈等液壓系統的主要部分。該檢修不但將增加系統的運作效率及壽命，而且大幅減少停機發生。

與電力相比，我們的業務營運的用水量較不顯著。耗水主要用於百貨店及辦公場所內為顧客及員工而設的衛生設施。為盡量減少洗手間的耗水，我們已安裝感應水龍頭及沖水裝置。



Energy and Water Consumption

The aggregate energy and water consumption at our Causeway Bay, Tsim Sha Tsui department stores and auxiliary supporting facilities for 2018–2019 is presented as below:

能源消耗及用水量

於二零一八年至二零一九年，銅鑼灣百貨店、尖沙咀百貨店及其配套設施的能源消耗及用水總量呈列如下：

Item 項目		2019 二零一九年	2019 二零一九年 (Intensity by square meter) (每平方米密度)	2018 二零一八年	2018 二零一八年 (Intensity by square meter) (每平方米密度)
GHG Emissions (Scope 2) 溫室氣體排放物(範圍2)	Total kg CO ₂ e 二氧化碳當量總公斤	17,613,555 kg 17,613,555公斤	287.55 Kg/m ² 每平方米287.55公斤	17,927,613 kg 17,927,613公斤	292.68 Kg/m ² 每平方米292.68公斤
Purchased Electricity 購買電力	Total KWh 總千瓦小時	22,820,652 kWh 22,820,652千瓦小時	372.56 kWh/m ² 每平方米372.56千瓦小時	23,518,102 kWh 23,518,102千瓦小時	383.95 kWh/m ² 每平方米383.95千瓦小時
Purchased Towngas 購買煤氣	Mega Joules (MJ) 兆焦耳	1,764,240 MJ 1,764,240兆焦耳	28.80 MJ/m ² 每平方米28.80兆焦耳	1,699,296 MJ 1,699,296兆焦耳	27.74 MJ/m ² 每平方米27.74兆焦耳
Potable water 飲用水	Meter cube 立方米	97,615 m ³ 97,615立方米	1.59 m ³ /m ² 每平方米1.59立方米	89,308 m ³ 89,308立方米	1.46 m ³ /m ² 每平方米1.46立方米

Remarks:

- Total operating area used for computation of energy intensity is 61,253.33 m².
- Emission Factor used for purchased electricity from Hong Kong Electric and CLP is **0.80** (2018: 0.79) and **0.51** (2018: 0.51) respectively. Emission Factor for Towngas from Hong Kong and China Gas is **0.065 per MJ** (2018: 0.065 per MJ).
- GHG emissions is calculated basing on purchased electricity and Towngas only, excluding those electricity consumptions by central air-conditioning systems which are not under our operating control that consumption data cannot be readily available and reliably measured.

As a result of certain energy saving initiatives implemented this year, purchased electricity decreased 3.0% when compared to 2018. The 3.8% increase in purchased Towngas was due to the full year effect of consumption by our Wan San Mai Japanese restaurant, which was acquired by the Group in July 2018. Overall, the overall GHG emissions were reduced by 1.8%.

Sustainable Construction

In 2019, we rolled out a number of initiatives with respect to sustainable and green construction practices, including implementation of the “Green Fit-Out Guideline”, sharing of façade hoarding and use of air purifiers during construction. Through these practices, we have achieved savings, both in terms of time and costs, for our renovation projects. minimized the nuisance to the public, kept dust and odours generated through renovations to a minimum, as well as reduced the overall generation of construction waste.

備註：

- 計算能源密度所用總營運面積為61,253.33平方米。
- 就香港電燈及中電購買電力所用排放係數分別為**0.80**(二零一八年：0.79)及**0.51**(二零一八年：0.51)。就香港中華煤氣購買煤氣所用排放係數為**每兆焦耳0.065**(二零一八年：每兆焦耳0.065)。
- 溫室氣體排放物僅根據購買電力及煤氣計算，不包括並非由我們操作監控的中央空調系統所耗電力，原因為不容易取得及可靠計量該等耗電數據。

由於本年度實施若干節約能源措施，購買電力較二零一八年減少3.0%。購買煤氣增加3.8%乃由於本集團和三味日式餐廳之全年消耗影響，而該餐廳為本集團於二零一八年七月收購。整體溫室氣體排放物減少1.8%。

可持續建築

於二零一九年，我們推出多項可持續綠色建築實踐措施，包括實施「綠色裝修指引」(Green Fit-Out Guideline)、共享外牆圍板及於建築過程中使用空氣淨化器。通過該等實踐，我們在裝修項目上節省了時間及成本、對公眾的滋擾減至最低、將因裝修產生的灰塵及氣味保持在最低水平，以及減少整體建築廢料的產生。

Waste Management and Recycling

Waste prevention and management plays an indispensable role within our overall environmental policy. In addition to minimizing any environmental impact, we believe that waste prevention increases operational efficiency and generates long-term cost savings. We recognize the importance of promoting waste consciousness amongst our various stakeholders in order to effectively implement our waste management policy that includes the promotion of recycling and practices that support the reduction of material consumption.

A recycling machine, namely the Reverse Vending Machine, which is placed at our SOGO Tsim Sha Tsui Store, has collected over 600 pieces of non-refillable PET bottles from our customers in 2019, saving approximately 150 kg of carbon emissions.

In addition, by applying the sustainable and green construction practices to a major shop renovation project during the year, around 80% of construction waste generated from this renovation project had been successfully collected for recycling.

Workplace Conduct

To deepen our commitment towards environmental protection and sustainability, we have adopted the following practices to reducing the paper consumption in our office:

- Use of digital medium in meeting rooms for the sharing of meeting materials
- Black & white and double-sided printing is set as the default printing option of office computers
- Designated trays are made available in office equipment rooms for the collection of reusable paper

In addition, initiatives have also been taken to reduce water consumption, which include installation of automatic faucets and water flow controllers to all taps, providing guidelines for the cleaning staff to do the washing up in a water container instead of under running water, as well as encouraging staff to bring their own cups to meetings to minimize the use and cleaning of guest glasses.

In 2019, the Group was awarded the "Green Office Awards Labelling Scheme (GOALS)" for the third year and "Eco-Healthy Workplace" label by the World Green Organization ("WGO") in recognition of our support in promoting sustainability and improving workplace environment.

廢物管理及回收

廢物預防及管理在我們的整體環境政策中擔當不可或缺的角色。除了減少任何環境影響外，我們認為避免產生廢物可提高營運效率，長遠而言可減省成本。我們確認加強各持份者減廢意識的重要性，以便有效實施廢物管理政策，包括推廣回收及支持減少消耗物料的做法。

我們在尖沙咀崇光裝設一部循環回收機(即透明膠樽回收機)，於二零一九年已向顧客收集超過600個不可再裝注的透明塑膠瓶，減省約150公斤的碳排放量。

此外，通過於年內一項主要店舖翻新工程應用可持續綠色建築實踐，已成功回收此翻新工程產生的約80%建築廢料以作循環再用。

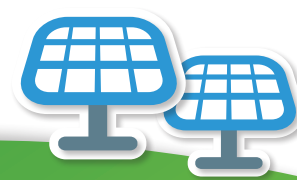
工作場所操守

為增強對環境保護及可持續發展方面的承諾，我們已採取以下措施來減少辦公室的紙張消耗：

- 於會議室使用數碼媒體共享會議資料
- 辦公室電腦預設打印選項定為黑白及雙面打印
- 辦公設備室提供指定的文件盤，用於收集可重用的紙張

此外，亦採取減少用水的措施，包括在所有水龍頭上安裝自動水龍頭及水流控制器、為清潔人員在盛水容器中而不是在自來水下進行洗滌提供指引，並鼓勵員工攜帶自己的杯子參加會議，以盡量減少使用及清潔訪客的水杯。

於二零一九年，本集團第三年獲世界綠色組織(WGO)頒發「綠色辦公室獎勵標籤計劃」(GOALS)及「健康工作間」標籤，表揚我們支持促進可持續發展及改善工作環境。



Environmentally Friendly Shopping

To advocate environmentally responsible shopping, we sell reusable shopping bags and provide P-life biodegradable plastic shopping bags as carrying options for our customers. Moreover, we regularly hold different environmentally friendly promotional activities within our stores to arouse and encourage our customers to adopt a more environmentally conscious and mindful lifestyle.

In 2019, we organized and supported the following initiatives to promoting eco-friendly living:

- Tote bags, snack bags, cutlery set, stainless steel drinking straws and eco-friendly cotton handkerchiefs available for redemption upon purchase
- WWF Earth Hour
- Umbrella bag redemption and used umbrella collection for recycling
- Water refilling machine available at the Kids Fashion & Toys department of our Causeway Bay store

Food Recycling

Due to operational needs, certain food waste is being generated on a daily basis. To avoid such waste going to the landfills, we adopt proper waste segregation procedures and support recycling waste into valuable resources.

In addition, the cooking processes at the eateries within our premises produce waste cooking oil. As improper handling or storage of cooking oil waste may lead to environmental contamination, we have followed guidelines issued by the Environmental Protection Department to ensure the proper storage and record of cooking oil waste. We engage qualified contractor to collect and ship it to designated facilities of the Environmental Protection Department so that the cooking oil waste can be disposed in a proper and professional manner.

We hold responsibility in minimizing food waste. We manage to reduce food waste by educating staff on how to properly sort food waste. Daily food waste collected under our food recycling programme is turned into compost or animal feed. In 2019, around 26,185 kg of food waste was collected, saving approximately 14,824 kg of CO₂e emissions from the landfill, a decrease of 53% when compared to 2018. The decrease in food waste was mainly due to adjustment of the pack size of certain fresh produce sold.

We have also been donating foods to "Food Angel", the local food bank, to help those in need and to raise the awareness towards treasuring food as a precious resource. In 2019, Food Angel has collected approximately 865 kg from us as food rescue donations, a decrease of 57% compared to 2018 as a result reduction of food waste this year.

環保購物

為了倡導環保購物，我們出售可循環使用的購物袋，並向顧客提供使用P-life生物分解塑料購物袋盛載貨品的選項。此外，我們定期於旗下店舖舉辦各式各樣的環保活動，以促使及鼓勵顧客採納更具環保意識的生活模式。

於二零一九年，我們曾舉辦及支持以下環保活動：

- 提供環保袋、便攜輕食袋、環保餐具、不繡鋼飲管套裝、環保棉質手帕等供顧客換購
- 世界自然基金會地球一小時
- 換領雨傘袋及回收二手雨傘
- 於銅鑼灣店童裝及玩具部提供飲用水機

食品回收

基於運營需要，我們每天都會產生若干廚餘。為免此類廢物送往堆填區，我們採用適當的廢物分類程序，支持將廢物循環再造為珍貴的資源。

此外，旗下處所內餐廳的烹飪過程會產生廢食油。由於不當處理或存儲食油廢料可導致環境污染，我們已遵循環境保護署發佈的指引，以確保妥當存儲及記錄食油廢料。我們委聘合資格承包商收集並運送廢食油到環境保護署的指定設施，以便妥當且專業地棄置廢食油。

我們有責任盡量減少廚餘。我們通過教育員工如何正確分類廚餘來設法減少廚餘。根據我們的食物回收計劃收集的日常廚餘將轉化為堆肥或動物飼料。於二零一九年，已收集到約26,185公斤廚餘，減省約14,824公斤二氧化碳當量的排放物送往堆填區，數量較二零一八年減少53%。廚餘減少乃主要由於對銷售的若干新鮮食品包裝大小進行調整所致。

此外，我們持續向食物銀行「惜食堂」捐贈食品，援助有需要人士及提高珍惜寶貴食物的意識。於二零一九年，惜食堂自我們收集約865公斤食品作援助食品之用，數量在本年度廚餘減少的情況較二零一八年減少57%。

Employees

Staff and workplace

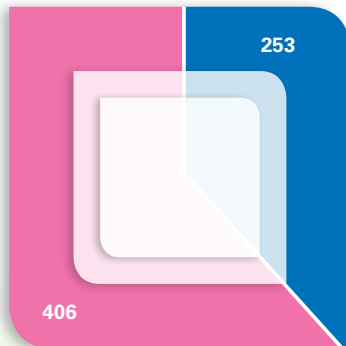
As at 31 December 2019, Lifestyle International employed a total of 659 staff and they are all based in Hong Kong. The gender and age distribution of our staff are as follows:

僱員

員工和工作場所

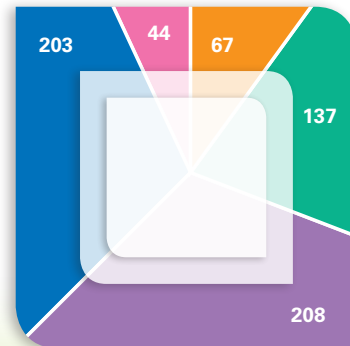
於二零一九年十二月三十一日，利福國際合共聘用659名員工，彼等均在香港工作。我們員工的性別及年齡分佈如下：

Gender Distribution 性別分佈



Age Group 年齡組別

- 21 to 30
21至30歲
- 31 to 40
31至40歲
- 41 to 50
41至50歲
- 51 to 60
51至60歲
- 61 or above
61歲或以上



Lifestyle International has consistently complied with the relevant laws, rules and regulations on compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare throughout the year.

A performance management system is used to objectively review staff members' performance level. Observations and evaluations of staff members' work behavior and accomplishments form the basis for decision making within the reward system. These decisions include wage, salary, and benefit determinations; promotion, demotion, transfer, or termination actions; and coaching and counseling, training, or career development options.

Lifestyle International has put in place appropriate policies and procedures to prevent the occurrence of forced labour or child labour, and also ensure that such cases do not happen through indirect involvement with our suppliers or business partners, including consignment counters, contractors, labour brokers or recruitment agencies. Throughout the reporting year, we have no reporting of non-compliance cases in the aforesaid areas.

利福國際全年一直持續遵守有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的相關法律、法規及規例。

績效管理制度乃用於客觀檢討員工表現水平。觀察及評估員工工作行動及成就為獎勵制度作出決策奠定基礎。此等決策包括釐定工資、薪金及福利；晉升、降級、調職或解僱行動；及輔導和諮詢、培訓或職業發展選擇。

利福國際設有適當政策及程序防止出現強制勞工或童工，並確保此等情況不會經我們的供應商或業務夥伴（包括寄售專櫃、承包商、勞務經紀人或招聘機構）間接參與而發生。於整個報告年度中，我們並無上述範圍內任何不合規情況的報告。



Anti-corruption

Lifestyle International regards fair play, honesty and integrity as our important commercial assets in business. Our anti-corruption policy sets out the basic standard of expected conduct of all staff members. Periodic seminars are arranged for our staff to reinforce their knowledge of recognizing and dealing with bribery and corruption. We have complied with relevant standards, rules and regulations on bribery, extortion, fraud and money laundering throughout the year. No whistleblowing case has been reported during the reporting year.

Staff Training and Development

Lifestyle International regards human resources as a critical asset. Our mission in talent development is closely intertwined with the goals and objectives of the Group. Through the provision of innovative customer and service-oriented training programs, staff members are equipped with the necessary skill-sets to be able to stay competitive under the ever-evolving retailing industry.

Staff received an average of around 5.5 training hours in 2019. Focusing upon effective communication and building a high quality team, workshops were tailor-made for staff members at different levels. Programs organized during the year included:

- Professional Grooming & Skin Care Workshop
- Computer Skills Workshop
- Effective Coaching Skills Workshop
- Effective Presentation Skills Workshop
- Creative Team Building by LEGO® Serious Play Workshop
- Successful Team with Effective Supervisory Skills Workshop

反貪污

利福國際視公平競爭、誠實和誠信為業務中的重要商業資產。我們的反貪污政策載列所有員工預期操守的基本標準。我們為員工安排定期研討會，以增進識別及處理賄賂及貪污的知識。我們全年一直遵守有關賄賂、勒索、欺詐及洗黑錢的相關標準、法規及規例。於報告年度，概無報告任何舉報案件。

員工培訓與發展

利福國際視人力資源為重要的資產。我們在人才培育方面的使命與本集團的企業目標息息相關。通過提供創新的顧客及服務為本培訓計劃，員工獲得能在不斷發展的零售業中保持競爭力的必要技能。

於二零一九年，員工平均接受約5.5小時培訓。我們為不同職級的員工特設注重有效溝通及建設優質團隊的工作坊。本年度舉辦的課程包括：

- 專業禮儀及護膚工作坊
- 電腦技能工作坊
- 有效輔導技能工作坊
- 有效匯報技能工作坊
- 樂高認真玩創意團隊建立工作坊
- 成功團體及有效監管技能工作坊



With emphasis upon personal development and growth, staff members are encouraged to proactively pursue their own development. Through the performance management system, staff members meet regularly their immediate supervisors and managers to discuss their work performance, personal objectives and potential training opportunities.

我們著重個人發展與成長，因此我們鼓勵員工積極尋求員工本身的發展。透過績效管理制度，員工會與其直屬上司和經理定期會面，討論其工作表現、個人目標和潛在的培訓機會。



Based on the performance review and regular discussions, staff members are able to obtain feedback on their works and share their aspirations and expectations with their superiors. Training plans are developed and appropriate resources are allocated to help achieve both the staff member's personal as well as corporate development goals.

Health and Safety

Lifestyle International considers the health and safety of its' staff, customers, visitors and members of the public at large to be of the greatest importance.

To provide a risk and hazard-free environment for all, we are committed to:

- Conduct regular inspections of all parts of the Group's premises
- Conduct fire drills for staff members to practice evacuation procedures of department stores in the event of a fire or other emergencies
- Obtain professional advice on best health and safety practices where necessary
- Provide staff members with advisory service on health and safety matters
- Provide information and training to enhance staff members' awareness on health and safety issues
- Promote health & safety at work and gather staff members' feedback through the Health & Safety Committee

Every staff member may participate and share the responsibility to help formulate and monitor the procedures and arrangements for workplace health and safety. Through the Health & Safety Committee, which comprises representatives from different functions within the Group, staff members may share duties in:

通過表現檢討及定期面談，員工能獲得其工作反饋，並與其上司分享其抱負及期望。我們將制定培訓計劃並分配適當的資源，以助員工實現個人及企業的發展目標。

健康與安全

利福國際視其員工、顧客、訪客和普羅大眾的健康和安全至關重要。

為向大眾提供一個無風險與危害的環境，我們致力於：

- 對本集團處所所有部分進行定期檢查
- 為員工舉辦消防演習，以練習在火災或其他緊急情況下百貨店的疏散程序
- 在必要時獲取有關最佳健康及安全實踐的專業意見
- 向員工提供關於健康及安全事宜的諮詢服務
- 提供資料及培訓，以提高員工對健康及安全的意識
- 透過健康及安全委員會推廣工作健康及安全，並收集員工反饋

每名員工可參與並分擔協助制定及監測工作場所健康與安全程序和安排的責任。通過由本集團不同職能代表組成的健康及安全委員會，員工或分擔以下職責：



- Identifying, reporting and rectifying workplace hazards in relation to health and safety and report such hazards promptly
- Assisting the investigation of any accident, injury or near accident to minimize re-occurrence
- Adopting safe working methods and procedures
- Providing advices and suggestions for the improvement and maintenance of health and safety standards

To promote health and safety in the workplace, we have organized workshops and seminars on different topics, and a total of 430 hours of health and safety training workshops were attended by our staff members this year. Training workshops included:

- Crime prevention seminar
- Pain Relief Stretches & Exercises Workshop
- Health Talk by Registered Chinese Medicine Practitioner
- Breast Health Talk
- Mindfulness-Based Stress Reduction Seminar
- Health booth with medical consultation by Registered Chinese Medicine Practitioners

Mental health is one of the most important elements of personal health. To take care of the overall well-being of our staff members, consultative services provided by a professional organization under the Employee Assistance Program have been made available since June 2018. Confidential consultative service is provided by qualified counsellors to staff members through a 24-hour hotline or face-to-face appointments, covering both work and non-work related issues.

Staff recreation activities such as cooking classes, hand-made natural perfumed soap workshop and preserved flower in glass display case workshop were organized for staff members to relax and socialize with their peers.

- 識別、報告及糾正工作場所中與健康及安全有關的危害，並立即報告有關危害
- 協助調查任何事故、受傷或準事故，以盡量減少有關情況再次發生
- 採用安全的工作方法和程序
- 提供關於改進和維持健康和安全的標準的意見和建議

為了促進工作健康及安全，我們已舉辦不同題目的工作坊及講座，本年度我們的員工出席健康及安全培訓工作坊共430小時。培訓工作坊包括：

- 預防罪案講座
- 舒緩痛楚伸展及運動工作坊
- 註冊中醫師健康講座
- 乳房健康講座
- 正念減壓講座
- 註冊中醫師健康診療室

心理健康是個人健康的最重要元素之一。為了照顧我們員工的整體福祉，自二零一八年六月起，提供由專業組織根據僱員協助計劃提供的諮詢服務。合資格顧問通過24小時熱線或預約面談為員工提供保密的諮詢服務，當中涵蓋與工作及非工作相關的問題。

我們為員工舉辦了烹飪課程、手工天然香味肥皂工作坊及保鮮花玻璃盒工作坊等員工康樂活動，讓員工放鬆身心，與同儕相聚交流。



Social and Community Support

Lifestyle International is committed in actively connecting and interacting with the community in a sustainable manner and fostering harmony between the people and the environment. The Group focuses on contributing our time and resources towards the following four main aspects:

- Community support
- Environmental protection and sustainability
- Education and youth development
- Arts and Culture Promotion

In 2019, our volunteer services team has organized 5 activities, and a total of 754 hours of charity works were completed. Our partnering charitable organizations included:

- Hong Kong PHAB Association
- Suicide Prevention Service
- Ronald McDonald House Charities Hong Kong
- Po Leung Kuk
- The Hong Kong Breast Cancer Foundation

The volunteering and charitable activities included innovation workshop with kids from low income families, gathering event for kids suffering from sickness, sports day with disabled people, and a charity walk for the promotion of breast cancer prevention.

In addition, we are dedicated towards cultivating the young generation and supporting vocational education. Internship opportunities for both front-line sales operations as well as back office supporting departments are offered to students from secondary schools and universities in Hong Kong.

To promote health consciousness and caring for the community, the 5th SOGO Charity Run event was held on 3 March 2019. The event was well received and brought in 2,500 participants and a portion of the runners' enrollment fee was donated to Suicide Prevention Services to raise public awareness on suicide. Moreover, in support of environmental protection, we partnered with WWF-Hong Kong to put up its 100% Solar Mobile Café at the event venue to promote sustainable energy. Our finisher medals were made with FSC certified wood and that water dispenser facilities were made available onsite in replacing disposable water bottles.

社會及社區支援

利福國際致力於主動以可持續的方式與社區聯繫及互動，並促進人們與環境之間的和諧。本集團將時間和資源集中用於下列四個主要方面：

- 社區支援
- 環境保護和可持續性
- 教育及青年發展
- 文化藝術推廣

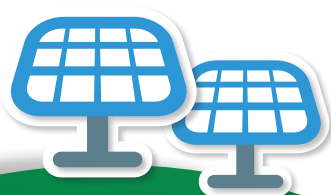
於二零一九年，我們的義工服務團隊已舉辦5項活動，並完成共754小時的慈善工作。我們合作的慈善組織包括：

- 香港傷健協會
- 生命熱線
- 香港麥當勞叔叔之家慈善基金
- 保良局
- 香港乳癌基金會

義工及慈善活動包括來自低收入家庭兒童的創新工作坊、患病兒童聚會、殘疾人士運動會及推廣預防乳癌的慈善步行籌款活動。

此外，我們致力培育年青一代，支持職業教育。我們向香港中學生及大學生提供前線銷售營運以及後勤辦公室支援部門的實習機會。

為推廣健康意識及關心社區，我們於二零一九年三月三日舉行第五屆崇光慈善跑，有關活動廣受歡迎並吸引到2,500名人士參加。我們將部分跑手的報名費捐贈予生命熱線，以提高普羅大眾對有自殺傾向人士的關注。此外，為了支持環保，我們與世界自然基金會香港分會合作，於活動場地設置其100%太陽能流動咖啡車，以推廣可持續能源。我們頒發予完成賽事者的獎牌乃使用森林管理委員會認證的木材製造，且現場提供飲水機設施以取代即棄水樽。



In 2019, a number of community activities and charity events were also organized as follows:

- Outing with the elderly to visit the West Kowloon Station and Xiqu Centre
- Forest bathing experience at Tai Po Kau Nature Reserve for our customers
- Family orienteering outing for our customers and underprivileged families
- Leave No Trace Hiking & Workshop
- Live in Pink campaign to raise funds for Hong Kong Breast Cancer Foundation to help promote breast cancer prevention messages to our customers and the public, in which health activities, workshop and showing of educational video were organized
- "SOGO X Infinite Wrap®" Xmas edition to support a creative invention of multiuse wrapping paper by a local graphic designer, where customers could redeem it through a monetary donation to Make-A-Wish Hong Kong
- Partnered up with Momonittu to host the charity soft toy competition and Xmas charity sale for The Salvation Army

於二零一九年，我們亦舉辦了以下社區活動及慈善活動：

- 與長者外出參觀西九龍站及戲曲中心
- 為顧客於大埔滘自然護理區提供森林浴體驗
- 為顧客及貧苦家庭舉辦家庭野外定向
- 山野無痕登山活動及工作坊
- 為香港乳癌基金會籌款的Live in Pink活動，向我們的顧客及公眾推廣預防乳癌，當中舉辦了健康活動、工作坊及展示教育影片
- 「SOGO X Infinite Wrap®」聖誕特別版，支持本地平面設計師的多用途包裝紙創意發明，顧客可通過向Make-A-Wish Hong Kong捐款換購
- 與Momonittu合作舉辦慈善布公仔創作比賽及聖誕慈善義賣，以捐助救世軍



Operating Practices

Supply Chain Management

We are committed to managing our supply chain in a socially and environmentally responsible manner. We continue to enhance our working procedures and strengthen collaboration with our business partners and suppliers to mitigate and manage potential risks in our supply chain. In addition, we have an established green procurement policy for general office supplies.

Product Safety

Product safety is of utmost importance to our business and our Product Safety Policy reinforces our commitment towards the sales of safe merchandises, particularly under the Kids Fashion & Toys product category which covers all baby and children products. Our product safety practices are being executed vigorously to ensure that our merchandise selection is in strict compliance with relevant laws and regulations.

We require all our suppliers to focus on the quality of their products, with primary concern placed upon the health and safety of the end users of their products. We maintain a manual which documents all the latest requirements under relevant ordinances and regulations, including the Toys and Children's Products Safety Ordinance; Toys and Children's Product Safety Regulation; Consumer Goods Safety Ordinance & Regulations; The Trade Mark Ordinance; The Copyright Ordinance; The Trade Descriptions Ordinance; and the Prevention of Copyright Piracy Ordinance.

Lifestyle International will:

- Comply fully with the Toys and Children's Products Safety Ordinance and the Consumer Goods Safety Regulation, as these are the basic standards and fundamental to us
- Conduct regular examinations on our suppliers and business partners to ensure that products they supply are in strict compliance with the safety standards
- Act in accordance with the Trade Mark Ordinance and perform continuous inspections as set out in the standards
- Keep abreast of latest changes of standards, evaluate their impacts and develop up-to-date policies to maintain continuous safety control on our merchandise
- Enhance the standards on product safety by adopting the best practices
- Provide regular training to staff to keep their awareness on product safety concerns at all times

Food Safety

We attach great importance to food products offered to our customers at our stores and we make every effort, from sourcing ingredients, products selection to food quality control, to provide assurance on the quality and safety of our food products.

營運慣例

供應鏈管理

我們承諾以對社會及環境負責任的方式，管理我們的供應鏈。我們繼續優化工作程序及加強與業務夥伴和供應商的合作，以減緩及管理供應鏈中的潛在風險。此外，我們已就一般文儀用品訂立綠色採購政策。

產品安全

產品安全為我們業務至為重要的一環。我們的產品安全政策強化我們對銷售安全產品，特別是兒童時裝及玩具(包括所有嬰兒及兒童商品)的承諾。我們厲行產品安全常規，確保所挑選的產品嚴格遵守相關法律及規例。

我們要求所有供應商重視產品質量，首要關注產品最終用家的健康及安全。我們設有手冊，載列包括《玩具及兒童產品安全條例》、《玩具及兒童產品安全規例》、《消費品安全條例及規例》、《商標條例》、《版權條例》、《商品說明條例》及《防止盜用版權條例》等相關條例及規例的所有最新要求。

利福國際將：



- 全面遵守《玩具及兒童產品安全條例》及《消費品安全規例》，原因是有關規定是我們的基準標準及業務基石
- 對供應商及業務夥伴定期進行檢查，確保其供應的產品嚴格遵守安全標準
- 根據《商標條例》的規定執行，並按照標準所載持續進行檢查
- 緊貼最新標準變更、評估其影響及制定最新政策，持續對商品進行安全監控
- 透過採納最佳常規，提高產品安全標準
- 為員工提供定期培訓，時刻維持其對產品安全問題的意識

食品安全

我們非常重視在旗下店舖為顧客提供的食品，從原料採購、產品選擇到食品質量控制，我們均竭盡全力提供食品質量及安全保證。



Multiple control measures are in place to ensure that the sources of products are meeting the highest quality and safety standards. All suppliers must go through stringent selection processes, under which their track records as well as their commitment in offering socially and environmentally sustainable products are taken into consideration.

Our policies and procedures require regular site visits being made to the suppliers' production facilities and that selected products must comply with all regulatory requirements and are accompanied by qualified certificates.

Customer Services

Our mission is to satisfy the needs of our customers and to provide them with a world-class shopping experience. We respect, listen and take into serious consideration all the views and feedback from our customers. We actively work to improve our dialogue (via comment notes, emails, social media and phone calls) with our customers to better understand their needs and expectations.

Maintaining high-quality customer services is part of our core business philosophy. Our customer services are extended to the after-sales journey which we believe is even more important in our endeavour to cultivating a lifetime relationship with each customer.

In order to engage and better understand expectations and needs of members of our SOGO Rewards program, an online survey was conducted in November 2019 and over 700 members responded. The satisfaction level on staff, service and product quality was 3.8/5 and 3.9/5 and 4.5/5 respectively. The findings from the survey helped on ways to devising and continuously enhancing our services to customers.

As part of our overall store service proposition, customer services play an important and direct role in the in-store shopping experiences of our customers. Our customer services team acts as an effective communication channel between our stores and the customers we serve, which in turn contributes towards the building of long-term customer loyalty. We strive to provide swift, sincere and helpful response to any queries or issues raised by our customers, in order to fully meet and exceed their expectations.

Advertising and Marketing

Following the launch of our SOGO Rewards membership program in July 2016, our CRM program has become a major communication channel with our customers. By shifting our marketing budgets to digital means, the quantity of printed direct mailers in 2019 has decreased by 10% in comparison to 2018. In addition, installation of LED display panels within our stores also helped to provide promotional information to our customers in an environmentally friendly way. While we continued to distribute printed leaflets for our weekly newsletters and Thankful Week events, FSC paper from responsible suppliers are being used and that the quantity being printed and distributed are being monitored very closely and adjustments are made from time to time.

我們已採取多種控制措施，以確保產品來源符合最高的質量及安全標準。所有供應商均須經過嚴格的甄選過程，其中會考慮彼等的往績記錄及彼等在提供社會及環境可持續產品方面的承諾。

我們的政策及程序要求對供應商的生產設施進行定期實地視察，所選產品必須符合所有法規要求並附有合格的證書。

顧客服務

我們的使命是滿足顧客的需求，並為彼等提供世界一流的購物體驗。我們尊重、聽取並認真考慮所有顧客的意見和反饋，積極努力通過意見表、電郵、社交媒體及電話改善我們與顧客的溝通，更深入了解其需求和期望。

保持高品質的顧客服務是我們的核心理念其中一環。我們的顧客服務延伸至售後服務上，我們認為此舉對致力與各名顧客建立終生關係而言甚為重要。

為更了解SOGO Rewards計劃會員的期望及需要，並與他們進行互動，我們於二零一九年十一月進行了一次網上調查，有超過700名會員參與，以5分為滿分，對員工、服務及產品質量的滿意度分別為3.8分、3.9分及4.5分。調查結果有助制定及持續提升我們向顧客提供的服務。

作為我們整體店舖服務方針一部分，顧客服務於顧客的店內購物體驗中起著重要及直接的作用。我們的顧客服務團隊充當旗下店舖與顧客之間的有效溝通渠道，從而有助於長遠建立顧客忠誠度。我們努力為顧客提出的任何疑問或問題提供快速、真誠和有用的回應，務求完全滿足甚至超越彼等的期望。

廣告及營銷

自於二零一六年七月推出我們的SOGO Rewards會員計劃後，我們的顧客關係管理計劃已成為與顧客的主要溝通渠道。通過將營銷預算轉移為數碼方式，二零一九年的印刷直銷函件數量較二零一八年減少10%。此外，於旗下店舖內安裝LED顯示屏幕亦有助以環保方式向顧客提供促銷資訊。儘管我們繼續派發印刷的每周推廣單張及感謝周單張，我們採用負責任供應商的FSC紙張，且密切監察印刷及派發數量，並不時作出調整。

In terms of promoting arts and culture, we worked with local and overseas artists and galleries during the year and organized the following programs to the public:

- Artificial landscape: showcasing the digital works of young artists on our CVISION
- Essence — Japan and Hong Kong Ceramics Exhibition: featuring ceramics works by 28 Hong Kong and Japanese artists
- Yayoi Kusama and Contemporary Art Exhibition Sale: featuring over 250 spectacular art pieces by Japanese contemporary artists

Consumer Data Management

With the aim of enhancing our customers' shopping experience and increasing their engagement with our SOGO stores via events and promotions, Lifestyle International has leveraged upon consumers' personal information, to the extent allowed by the relevant privacy laws, for our various direct marketing (including cross-marketing) purposes. We respect the privacy and inviolability of the rights of our customers and we do not reveal or use customer information for any other purpose. Customers have the right to request us to update their personal information or delete their data from our records.

Lifestyle International takes it seriously regarding personal data protection and strives to ensure that adequate resources are deployed to protect customers' personal data against any unauthorized use, access, modification or disclosure. Compliance procedures are in place to ensure strict adherence to applicable laws, rules and regulations, including but not limited to the Personal Data (Privacy) Ordinance.

We place utmost importance in protecting privacy of our customers throughout the cycle of collection, processing and usage of their personal data. We strive to ensure that customers' personal data is always securely processed and stored and only for the purposes for which it has been collected. During the reporting year, no complaint was received concerning possible breach of customer privacy laws and loss of customer data.

在促進藝術及文化方面，我們於年內與本地及海外藝術家及畫廊合作，並為公眾舉辦了以下活動：

- 人造風景：在我們的CVISION上展示年輕藝術家的數碼作品
- 陶藝精神 — 日本與香港陶藝展覽：展出28位香港及日本藝術家的陶藝作品
- 草間彌生暨當代藝術展銷會：展出逾250件日本當代藝術家創作的藝術品

消費者數據管理

為提升顧客的購物體驗，並通過活動和促銷活動增加彼等與崇光店的互動，利福國際借助相關私隱法例允許下取得的消費者個人資料作不同直銷（包括交叉營銷）用途。我們尊重顧客的私隱權和不受侵犯的權利，不會出於任何其他目的披露或使用顧客資料。顧客有權要求我們更新其個人資料或將之從我們的記錄中刪除。

利福國際嚴肅看待個人資料的保護，並致力確保投放足夠資源保護顧客的個人資料免受任何未經授權的挪用、存取、修改或披露。我們設有合規程序，以確保嚴格遵守適用法律、法規及規例，包括但不限於《個人資料(私隱)條例》。

我們在收集、處理及使用顧客個人資料的整個流程中對保障彼等的私隱給予最高度的重視。我們致力確保顧客的個人資料僅按收集時指定的用途安全處理及保存。於報告年度，概無接獲有關可能違反顧客私隱法例及遺失顧客資料的投訴。



Environmental, Social and Governance Reporting Guide of The Stock Exchange of Hong Kong Limited

香港聯合交易所有限公司的環境、社會及管治報告指引

A. Environment 環境	Reference 參考
A1. Emissions 排放物	
— Information on (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	— Environment — Environment Policy, Energy Efficiency and Water Conservation, Energy and Water Consumption, Sustainable Construction, Waste Management and Recycling 環境 — 環境政策、能源效益及節約用水、能源消耗及用水量、可持續建築、廢物管理及回收
— KPI A1.1 The types of emissions and respective emissions data. 關鍵績效指標A1.1排放物種類及相關排放數據。	— Environment — Energy and Water Consumption 環境 — 能源消耗及用水量
— KPI A1.2 Greenhouse gas emissions in total and intensity. 關鍵績效指標A1.2溫室氣體總排放量及密度。	— Environment — Energy and Water Consumption 環境 — 能源消耗及用水量
— KPI A1.3 Total hazardous waste produced and intensity. 關鍵績效指標A1.3所產生有害廢棄物總量及密度。	— Considered to be not material 被視為不重大
— KPI A1.4 Total non-hazardous waste produced and intensity. 關鍵績效指標A1.4所產生無害廢棄物總量及密度。	— Considered to be not material 被視為不重大
— KPI A1.5 Description of measures to mitigate emissions and results achieved. 關鍵績效指標A1.5描述減低排放量的措施及所得成果。	— Environment — Energy Efficiency and Water Conservation, Energy and Water Consumption, Sustainable Construction, Waste Management and Recycling 環境 — 能源效益及節約用水、能源消耗及用水量、可持續建築、廢物管理及回收
— KPI A1.6 Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 關鍵績效指標A1.6描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	— Environment — Waste Management and Recycling 環境 — 廢物管理及回收



A2. Use of Resources 資源使用	
<ul style="list-style-type: none"> — Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。 	<ul style="list-style-type: none"> — Environment — Environment Policy 環境 — 環境政策
<ul style="list-style-type: none"> — KPI A2.1 Direct and/or indirect energy consumption by type and intensity. 關鍵績效指標A2.1按類型劃分的直接及/或間接能源總耗量及密度。 	<ul style="list-style-type: none"> — Environment — Energy and Water Consumption 環境 — 能源消耗及用水量
<ul style="list-style-type: none"> — KPI A2.2 Water consumption in total and intensity. 關鍵績效指標A2.2總耗水量及密度。 	<ul style="list-style-type: none"> — Environment — Energy and Water Consumption 環境 — 能源消耗及用水量
<ul style="list-style-type: none"> — KPI A2.3 Description of energy use efficiency initiatives and results achieved. 關鍵績效指標A2.3描述能源使用效益計劃及所得成果。 	<ul style="list-style-type: none"> — Environment — Energy Efficiency and Water Conservation 環境 — 能源效益及節約用水
<ul style="list-style-type: none"> — KPI A2.4 Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 關鍵績效指標A2.4描述求取適用水源上可有任何問題, 以及提升用水效益計劃及所得成果。 	<ul style="list-style-type: none"> — Environment — Energy and Water Consumption 環境 — 能源消耗及用水量
<ul style="list-style-type: none"> — KPI A2.5 Total packaging material used for finished products. 關鍵績效指標A2.5製成品所用包裝材料的總量。 	<ul style="list-style-type: none"> — Considered to be not material 被視為不重大

A3. The Environment and Natural Resources 環境及天然資源	
<ul style="list-style-type: none"> — Policies on minimising the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。 	<ul style="list-style-type: none"> — Environment — Environment Policy 環境 — 環境政策
<ul style="list-style-type: none"> — KPI A3.1 Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 關鍵績效指標A3.1描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。 	<ul style="list-style-type: none"> — Environment — Energy Efficiency and Water Conservation, Waste Management and Recycling 環境 — 能源效益及節約用水、廢物管理及回收



B. Social
社會



Reference
參考

Employment and Labour Practices 僱傭及勞工常規

B1. Employment
僱傭

— Information on (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。

— Employees — Staff and Workplace

僱員 — 員工和工作場所

— KPI B1.1 Total workforce by gender, employment type, age group and geographical region. 關鍵績效指標B1.1按性別、僱傭類型、年齡組別及地區劃分的僱員總數。

— Employees — Staff and Workplace

僱員 — 員工和工作場所

B2. Health and Safety
健康與安全

— Information on (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。

— Employees — Health and Safety

僱員 — 健康與安全

B3. Development and Training
發展及培訓

— Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。

— Employees — Staff Training and Development

僱員 — 員工培訓與發展

B4. Labour Standards
勞工準則

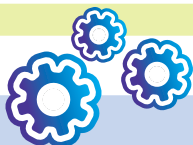
— Information on (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工及強制勞工的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。

— Employees — Staff and Workplace

僱員 — 員工和工作場所



Operating Practices 營運慣例



B5. Supply Chain Management

供應鏈管理

<p>— Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。</p>	<p>— Operating Practices — Supply Chain Management 營運慣例 — 供應鏈管理</p>
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B6. Product Responsibility

產品責任

<p>— Information on (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。</p>	<p>— Operating Practices — Product Safety, Food Safety 營運慣例 — 產品安全、食品安全</p>
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<p>— KPI B6.5 Description of consumer data protection and privacy policies, how they are implemented and monitored. 關鍵績效指標B6.5 描述消費者資料保障及私隱政策，以及相關執行及監察方法。</p>	<p>— Operating Practices — Consumer Data Management 營運慣例 — 消費者數據管理</p>
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B7. Anti-corruption

反貪污

<p>— Information on (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。</p>	<p>— Employees — Anti-corruption 僱員 — 反貪污</p>
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Community 社區

B8. Community Investment

社區投資

<p>— Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。</p>	<p>— Social and Community Support 社會及社區支援</p>
<p>— KPI B8.1 Focus areas of contribution. 關鍵績效指標B8.1 專注貢獻範疇。</p>	<p>— Social and Community Support 社會及社區支援</p>
<p>— KPI B8.2 Resources contributed. 關鍵績效指標B8.2 所動用資源。</p>	<p>— Social and Community Support 社會及社區支援</p>



Corporate Governance Report

企業管治報告

Corporate Governance Principles

The board of directors (“Board”) and management of the Company are committed to maintaining good corporate governance practices appropriate to the businesses of the Group. The Company has adopted the code provisions in the Corporate Governance Code (“CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities (“Listing Rules”) on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) as its guidelines and focus on a quality Board, sound internal controls, and transparency and accountability to all stakeholders.

Corporate Governance Code Compliance

The Company has complied with the code provisions of the CG Code for the year ended 31 December 2019.

The Board

(1) Board Composition

As at the date of this report, the Board consists of a total of nine directors, including two executive directors, three non-executive directors and four independent non-executive directors. More than one-third of the Board is represented by independent non-executive directors with one of whom being a certified public accountant. The Board believes that the number of executive and non-executive directors is reasonable and adequate to provide sufficient checks and balances that would safeguard the interests of the shareholders and the Company. The directors possess professional qualification and knowledge and industry experience and expertise, which enable them to make valuable and diversified advice and guidance to the Group’s business activities and development.

Details of the composition of the Board are set out in the “Corporate Information” in this annual report. During the year and up to the date of this report, there was no change in the composition of the Board. The directors’ biographical details and the relationships among them are set out in the “Profile of Directors” in this annual report.

The independence of the independent non-executive directors is assessed according to the relevant rules and requirements under the Listing Rules. The Company has received written annual confirmation of independence from each of the independent non-executive directors and the Company is of the view that all independent non-executive directors meet the independence guidelines as set out in Rule 3.13 of the Listing Rules and are independent.

企業管治原則

本公司董事會（「董事會」）及管理層致力對本集團業務維持恰當的良好企業管治常規。本公司已採納香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四之《企業管治守則》（「企管守則」）之守則條文為指引，並著重高質素之董事會、健全之內部監控，以向所有持份者提供透明度及問責。

遵守企業管治守則

本公司截至二零一九年十二月三十一日止年度內已遵守企管守則之守則條文。

董事會

(1) 董事會組成

截至本報告日期，董事會由合共九位董事組成，包括兩位執行董事、三位非執行董事及四位獨立非執行董事。超過三分之一董事會成員由獨立非執行董事出任，其中一人為執業會計師。董事會相信，執行董事與非執行董事之數目是合理且足以提供監察及起平衡作用，以保障股東及本公司之利益。各董事擁有專業資格和知識及行業經驗和專門知識，可為本集團業務活動及發展帶來寶貴貢獻及提供不同意見與指引。

董事會組成詳情列載於本年報「企業資料」內。於年內直至本報告日期，董事會組成並無變動。各董事之個人履歷詳情及董事間的關係，列載於本年報「董事簡介」內。

獨立非執行董事的獨立性乃根據上市規則相關條例及規定而作出評核。本公司已接獲各獨立非執行董事書面發出確認其獨立性之週年確認書，本公司認為所有獨立非執行董事皆符合上市規則第3.13條之獨立性指引，並為獨立人士。

(2) Board Diversity Policy

The Company adopted a Board diversity policy in accordance with the requirements set out in the code provisions of the CG Code. The Company recognizes the benefits of having a diverse Board, and sees diversity at the Board level is essential in achieving a sustainable and balanced development. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, educational background, ethnicity, professional experience, skills, knowledge, industry experience and expertise. All Board appointments are based on meritocracy and considered against a variety of criteria, having due regard for the benefits of diversity on the Board.

(3) Chairman and Executive Directors

The Chairman of the Board is responsible for setting overall strategic plan and development of the Group whereas the executive directors are responsible, in addition to assisting in setting the Group's strategic plan, for implementing the Board's decisions, monitoring and supervising the Group's overall performance, ensuring adequate capital and managerial resources are available to implement the business strategies being adopted from time to time, setting out and monitoring targets, plans and direction for management, reporting to the Board on the Group's performance and proposing business plans and strategies for further evaluation and assessment by the Board.

There is a clear segregation of duties and responsibilities between the Chairman and the executive directors.

(4) Responsibilities

The Board is charged with promoting the success of the Company by directing and supervising its affairs in a responsible and effective manner. The Board steers and oversees the management of the Company including, establishing the strategic direction and setting long-term objectives for the Company, monitoring the performance of management, protecting and maximizing the interests of the Company and its shareholders, and reviewing, considering and approving and the subsequent reviewing and monitoring of the annual budget against actual performances and results. The Board has delegated management, under the leadership of the executive directors, with authorities and responsibilities for the day-to-day operations and administration of the Group.

Each director has a duty to act in good faith in the best interests of the Company. The directors are aware of their collective and individual responsibilities to the Company and the shareholders in respect of the manner in which the affairs of the Company are being controlled and managed.

(2) 董事會成員多元化政策

本公司根據企管守則之守則條文規定採納董事會成員多元化政策。本公司確認並深信董事會成員多元化裨益良多，且將董事會層面之多元化視作達致可持續及均衡發展的關鍵元素。本公司在設定董事會成員組合時，會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、教育背景、種族、專業經驗、技能、知識、行業經驗及專門知識。董事會所有委任均以用人唯才為原則，並以各種標準充分顧及董事會成員多元化的裨益。

(3) 主席及執行董事

董事會主席負責制定本集團整體策略計劃及發展，而執行董事除協助制定本集團的策略規劃外，亦負責執行董事會決策、監察與監督本集團整體表現、確保具備充裕資金及管理資源以執行不時所採納之業務策略、為管理層制定及監察目標、計劃及方向、就本集團表現向董事會匯報以及提呈業務計劃和策略以讓董事會作進一步的分析及評估。

主席與執行董事之間的職務及職責劃分清晰。

(4) 責任

董事會以負責任、重效益的態度領導及監管本公司，促使其成功。董事會負責領導及監管本公司管理層，工作包括制訂本公司之策略方向、訂立本公司長遠目標、監控管理層表現、保障及盡力提高本公司與其股東之利益，以及審閱、考慮及批准及隨後審查及監控年度預算、並對實際表現及業績作考評。董事會委派由執行董事所領導的管理層，授權負責管理本集團日常業務及行政事宜。

各董事均有責任真誠地以本公司的最佳利益為前提行事。董事明白，須就本公司的監控和管理事宜向本公司及股東承擔共同和個別的責任。

Directors are requested to make declaration of their direct or indirect interests, if any, in any proposals or transactions to be considered by the Board. If a director has a potential conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter will be dealt with in accordance with applicable rules and regulations and, if appropriate, an independent board committee will be set up to deal with the matter.

All directors have full access to and are provided with adequate, reliable and timely information about the operations and latest development of the Group to enable them to discharge their responsibilities and make timely decision. Updates have also been provided to all members of the Board on a regular basis to enable them to discharge their duties. Operational and financial information and analysis of the Group can be accessed directly through briefing and reporting by the executive directors and management during Board meetings. Through the company secretary, independent professional advice, on the account of the Company, could be sought should such advice be considered necessary by any director for carrying out his/her duties properly.

(5) Appointment and Re-election of Directors

After recommendation from the nomination committee, appointment of new director(s), if any, is vested with the Board. Under the Company's articles of association, the Board may from time to time appoint a director either to fill a casual vacancy or as an addition to the Board. Any such new director shall hold office until the first general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board) after his/ her appointment and shall then be eligible for re-election at the same general meeting.

All non-executive directors (including independent non-executive directors) are appointed for a specific term of one year or three years and all directors (including non-executive directors) are subject to retirement by rotation at least once every three years and are subject to re-election in accordance with the Company's articles of association.

董事會在考慮任何方案或交易時，董事須申報其直接或間接利益(如有)。若有董事在董事會將予考慮的事項中存有潛在董事會認為重大的利益衝突，有關事項將根據適用的規則及規例處理，並成立獨立董事委員會處理(如適用)。

全體董事均可全面取得及獲提供有關本集團之營運及最新發展之足夠、可靠及適時的資料，使彼等履行其責任及作出適時決策。本公司亦定期向董事會全體成員提供更新資料，以便彼等可履行彼等職責。本集團的營運及財務資料與分析可直接透過執行董事及管理層於董事會會議匯報及報告時取得。若任何董事於妥為履行職務時認為有必要尋求獨立專業意見，公司秘書可代為安排，費用由本公司支付。

(5) 董事之委任及重選

經提名委員會推薦後，新董事的委任權(如有)歸董事會。根據本公司組織章程細則，董事會可不時委任董事以填補臨時空缺或增添董事會成員。任何新任董事之任期至其委任後本公司首個股東大會止(如屬填補臨時空缺)或至本公司下屆股東週年大會(如屬增添董事會成員)為止，並有資格於同一股東大會上重選連任。

所有非執行董事(包括獨立非執行董事)以一年或三年之指定任期獲委任及根據本公司組織章程細則，所有董事(包括非執行董事)須至少每三年輪值退任，並須經重選連任。

(6) Meetings

The Board held four meetings during the year to review and approve, among other matters, the Group's interim and final results announcements and financial statements, continuing connected transaction, and to review quarterly operating performance of the Group.

Board members attended the Company's Board meetings either in person or through telephone conferencing means in accordance with the provisions of the Company's articles of association. The attendance record of each director at the Board meetings and annual general meeting held during the year is set out below:

Directors	董事	Number of meetings attended/held 出席／舉行會議次數	
		Board Meetings 董事會會議	Annual General Meeting 股東週年大會
Executive Directors			
Mr. Lau Kam Sen	執行董事 劉今晨先生	4/4	1/1
Ms. Lau Kam Shim	劉今蟾小姐	4/4	1/1
Non-executive Directors			
Mr. Lau Luen Hung, Thomas	非執行董事 劉鑾鴻先生	4/4	1/1
Mr. Doo Wai Hoi, William	杜惠愷先生	4/4	0/1
Ms. Lau Yuk Wai, Amy	劉玉慧女士	4/4	0/1
Independent Non-executive Directors			
Mr. Lam Siu Lun, Simon	獨立非執行董事 林兆麟先生	4/4	1/1
The Hon. Shek Lai Him, Abraham	石禮謙議員	4/4	1/1
Mr. Hui Chiu Chung	許照中先生	4/4	1/1
Mr. Ip Yuk Keung	葉毓強先生	4/4	1/1

(7) Practices and Conduct of Board and Board Committee Meetings

The company secretary is responsible for ensuring the proper convening and conducting of the Board and Board committee meetings, with the relevant notices, agenda and Board and Board committee papers being provided to the directors and relevant Board committee members in a timely manner before the meetings.

The company secretary is responsible for keeping minutes of all Board and Board committee meetings. Board and Board committee minutes are available for inspection by the directors and Board committee members.

(6) 會議

董事會於年內曾召開四次會議，以審閱及批准(其中包括)本集團的中期及末期業績公告及財務報表，持續關連交易，及審閱本集團的季度經營表現。

根據本公司組織章程細則條文規定，董事會成員可親身或以電話會議方式參與本公司董事會會議。各董事於年內出席董事會會議及股東週年大會之記錄載列如下：

(7) 董事會及其轄下委員會會議之常規及準則

公司秘書負責確保合規地召開及舉行董事會及其轄下委員會會議，並於舉行會議前適時向董事及其轄下有關委員會成員提供相關通知、會議議程及董事會及其轄下委員會會議文件。

公司秘書負責保存所有董事會及其轄下委員會會議記錄。董事會及其轄下委員會會議記錄可供董事及其轄下委員會成員查閱。

(8) Directors' Induction and Continuous Professional Development

Induction package covering the Group's businesses and the statutory and regulatory obligations of a director of a listed company will be provided to each newly appointed director, if any. The Company continuously updates the directors on the Group's businesses and the latest developments regarding the Listing Rules and other applicable regulatory requirements.

During the year, the directors participated the following training:

Directors	董事	Types of Training 培訓類型
Executive Directors		
Mr. Lau Kam Sen	執行董事 劉今晨先生	A, C
Ms. Lau Kam Shim	劉今蟾小姐	A, C
Non-executive Directors		
Mr. Lau Luen Hung, Thomas	非執行董事 劉鑾鴻先生	A, C
Mr. Doo Wai Hoi, William	杜惠愷先生	A, C
Ms. Lau Yuk Wai, Amy	劉玉慧女士	A, C
Independent Non-executive Directors		
Mr. Lam Siu Lun, Simon	獨立非執行董事 林兆麟先生	A, B, C
The Hon. Shek Lai Him, Abraham	石禮謙議員	A, B, C
Mr. Hui Chiu Chung	許照中先生	A, B, C
Mr. Ip Yuk Keung	葉毓強先生	A, B, C

A — reading materials provided by the Company relating to the Company's businesses and regular updates on the Listing Rules and other applicable regulatory requirements relevant to director's duties and responsibilities

B — attending briefings/seminars/conferences/forums relevant to director's duties and responsibilities

C — reading newspapers and journals relating to corporate governance matters, environment and social issues or director's duties and responsibilities

(8) 董事啟導及持續專業發展

每名新委任之董事(如有)皆獲得整套包括本集團業務及上市公司董事在法律及監管規定上責任的啟導資料。本公司持續地向董事提供有關本集團業務近況、上市規則及其他適用監管規定的最新發展。

年內，董事已參與以下培訓：

A — 閱讀由本公司提供有關本公司業務以及有關董事職務及責任的上市規則及其他適用監管規定的定期更新資料

B — 出席有關董事職務及責任的簡報會／研討會／會議／論壇

C — 閱讀有關企業管治事宜、環境及社會課題或董事職務及責任的報章及期刊

Directors' Securities Transactions

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard set out in Appendix 10 to the Listing Rules ("Model Code"). After specific enquiries by the Company, all directors confirmed that they have complied with the required standard set out in the Model Code and the Company's own code during the year ended 31 December 2019.

Directors' Responsibility for Financial Statements

The directors acknowledged their responsibility for overseeing the preparation of the financial statements of the Group for the year ended 31 December 2019. The directors have ensured that the financial statements of the Group are prepared so as to give a true and fair view of the Group's state of affairs, the results and cash flow for the year, and on a going concern basis in accordance with the statutory requirements and applicable accounting and financial reporting standards.

The directors also ensure timely publication of the Group's financial statements and aim to present a clear, balanced and understandable assessment of the Group's performance and position through all its publications and communications to the public. They are also aware of the requirements under the applicable rules and regulations about timely disclosure of inside information.

The report from the auditor of the Company regarding their responsibilities and opinion on the financial statements of the Group for the year ended 31 December 2019 is set out in the "Independent Auditor's Report" in this annual report. The Board has taken steps to ensure the continued objectivity and independence of the external auditor. For the year ended 31 December 2019, the remunerations paid/ payable to the external auditor of the Company were approximately HK\$1.7 million and approximately HK\$0.9 million in respect of audit and non-audit services provided to the Group respectively. Details of significant non-audit services and the fees incurred are as follows:

Review of interim financial information for the six months ended 30 June 2019	HK\$0.5 million
Services provided relating to issuance of bonds	HK\$0.4 million

董事進行之證券交易

本公司已就董事進行證券交易採納一套操守準則，其條款不低於上市規則附錄十所載之標準守則所規定之標準（「標準守則」）。經本公司作出特定查詢後，截至二零一九年十二月三十一日止年度內，所有董事確認彼等均遵守標準守則及本公司自訂守則所規定之標準。

董事對財務報表之責任

董事確認彼等有責任監督編製本集團截至二零一九年十二月三十一日止年度之財務報表。董事已確保按照法定規定及適用會計及財務報告準則，及按持續經營基準編製財務報表，以真實公平地呈報本集團年內之事務狀況、業績及現金流量。

董事並須確保本集團財務報表適時予以刊發，並旨在透過其向公眾刊發的訊息及溝通就本集團之表現及狀況提供清晰、均衡及易於理解的評估。彼等亦知悉根據適用的規則和法規而適時披露內幕消息之規定。

本公司核數師對本集團截至二零一九年十二月三十一日止年度財務報表之責任及意見之報告載於本年報「獨立核數師報告」。董事會已採取措施確保外聘核數師的持續客觀及獨立性。截至二零一九年十二月三十一日止年度，本公司外聘核數師就向本集團提供核數及非核數服務之已付／應付費用分別約1.7百萬港元及約0.9百萬港元。重要非核數服務及所產生費用之詳情如下：

審閱截至二零一九年六月三十日 止六個月之中期財務資料	0.5百萬港元
就發行債券提供的服務	0.4百萬港元

Board Committees

As at the date of this report, the audit committee, the remuneration committee and nomination committee are in operation and they have been established with specific terms of references to assist the Board in discharging its responsibilities.

(1) Audit Committee

The audit committee comprises four members, namely, Mr. Lam Siu Lun, Simon, The Hon. Shek Lai Him, Abraham, Mr. Hui Chiu Chung and Mr. Ip Yuk Keung, all are independent non-executive directors. The audit committee is chaired by Mr. Lam Siu Lun, Simon, who is a certified public accountant. The audit committee is provided with sufficient resources to discharge its responsibilities.

The terms of reference of the audit committee setting out the committee's authorities and duties, which follow closely the guidelines of the code provisions of the CG Code, are available on the Company's website.

The principal duties of the audit committee are as follows:

- (i) to review the services and appointment of the Company's external auditor, the nature and scope of auditing, and the related audit fees;
- (ii) to review the Company's financial statements and reports, the changes in accounting policies and practices, and the compliance with applicable accounting standards, the Listing Rules and legal requirements;
- (iii) to oversee the Group's financial reporting system, risk management and internal control systems; and
- (iv) to review and monitor the corporate governance functions as set out in the CG Code.

The audit committee held four meetings during the year. The attendance record of each committee member is set out below:

Audit committee members	審核委員會成員	Number of meetings attended/held 出席／舉行會議次數
Mr. Lam Siu Lun, Simon (Chairman)	林兆麟先生(主席)	4/4
The Hon. Shek Lai Him, Abraham	石禮謙議員	4/4
Mr. Hui Chiu Chung	許照中先生	4/4
Mr. Ip Yuk Keung	葉毓強先生	4/4

In the meetings, the audit committee (i) reviewed with external auditor the Group's interim and annual financial statements and reports before they were submitted to the Board for consideration and approval; (ii) reviewed with the external auditor the accounting principles and practices adopted by the Group; (iii) reviewed the effectiveness of the risk management and internal control systems; (iv) reviewed the corporate governance functions of the Group; and (v) made recommendation to the Board on the appointment of new external auditor.

董事會轄下的委員會

截至本報告日期，審核委員會、薪酬委員會及提名委員會正運作，且彼等均以各自的職權範圍成立，以協助董事會履行應有職責。

(1) 審核委員會

審核委員會由四名成員組成，即林兆麟先生、石禮謙議員、許照中先生及葉毓強先生，全體成員均為獨立非執行董事。審核委員會由林兆麟先生出任主席，彼為執業會計師。審核委員會獲提供充裕資源以履行其職責。

按企管守則的守則條文訂定之審核委員會職權範圍詳列委員會之權力及職責已登載於本公司網站。

審核委員會之主要職責如下：

- (i) 審閱本公司外聘核數師之服務及其委任以及核數性質與範疇及相關核數費用；
- (ii) 審閱本公司之財務報表及報告、會計政策與慣例之變動，及是否遵守適用會計準則、上市規則及法例規定；
- (iii) 監察本集團之財務申報制度、風險管理及內部監控制度是否恰當；及
- (iv) 檢討及監控企管守則載列之企業管治的職能。

年內，審核委員會曾舉行四次會議。各委員會成員出席會議之記錄載列如下：

Audit committee members	審核委員會成員	Number of meetings attended/held 出席／舉行會議次數
Mr. Lam Siu Lun, Simon (Chairman)	林兆麟先生(主席)	4/4
The Hon. Shek Lai Him, Abraham	石禮謙議員	4/4
Mr. Hui Chiu Chung	許照中先生	4/4
Mr. Ip Yuk Keung	葉毓強先生	4/4

審核委員會於會上(i)與外聘核數師審閱本集團中期及年度財務報表及報告後始呈交董事會以供考慮及批准；(ii)與外聘核數師審閱本集團所採納之會計原則及慣例；(iii)審閱風險管理及內部監控制度之有效性；(iv)審閱本集團之企業管治職能；及(v)向董事會推薦委聘新外聘核數師。

(2) Remuneration Committee

Members of the remuneration committee comprise three independent non-executive directors, namely, Mr. Lam Siu Lun, Simon who is the chairman of the remuneration committee, The Hon. Shek Lai Him, Abraham and Mr. Hui Chiu Chung and one non-executive director, namely, Mr. Lau Luen Hung, Thomas. The remuneration committee is provided with sufficient resources to discharge its responsibilities.

The terms of reference of the remuneration committee setting out the committee's authorities and duties, which follow closely the guidelines of the code provisions of the CG Code, are available on the Company's website.

The principal duties of the remuneration committee are to provide advices and recommendations to the Board on (i) the remuneration packages of the directors and senior management; (ii) any specific remuneration packages with reference to market conditions, performance of the Group and the individuals with reference to the goals and targets as set by the Board from time to time; and (iii) if necessary, any compensation arrangement for termination of office of directors or senior management.

The remuneration committee held one meeting during the year. The attendance record of each committee member is set out below:

Remuneration committee members**薪酬委員會成員**

Mr. Lau Luen Hung, Thomas	劉鑾鴻先生
Mr. Lam Siu Lun, Simon (Chairman)	林兆麟先生(主席)
The Hon. Shek Lai Him, Abraham	石禮謙議員
Mr. Hui Chiu Chung	許照中先生

In the meeting, the remuneration committee reviewed and recommended for the Board's approval (i) the discretionary bonus for the executive directors for the year 2018; and (ii) the remuneration packages of the directors for the year 2019.

(3) Nomination Committee

Members of the nomination committee comprise three independent non-executive directors, namely, Mr. Lam Siu Lun, Simon who is the chairman of the nomination committee, The Hon. Shek Lai Him, Abraham and Mr. Hui Chiu Chung and one non-executive director, namely, Mr. Lau Luen Hung, Thomas. The nomination committee is provided with sufficient resources to discharge its responsibilities.

The terms of reference of the nomination committee setting out the committee's authorities and duties, which follow closely the guidelines of the code provisions of the CG Code, are available on the Company's website.

(2) 薪酬委員會

薪酬委員會成員由三名獨立非執行董事林兆麟先生(彼為薪酬委員會之主席)、石禮謙議員及許照中先生以及一名非執行董事劉鑾鴻先生組成。薪酬委員會獲提供充裕資源以履行其職責。

按企管守則的守則條文訂定之薪酬委員會職權範圍詳列委員會之權力及職責已登載於本公司網站。

薪酬委員會之主要職責為就下列各項向董事會提供建議及推薦：(i)董事及高級管理層之薪酬待遇；(ii)任何具體薪酬待遇(經參考市場情況、本集團及個人表現及參考董事會不時制定之目標及目的)；及(iii)於必要時就董事或高級管理層終止任期之任何賠償安排。

年內，薪酬委員會曾舉行一次會議。各委員會成員出席會議之記錄載列如下：

**Number of meetings attended/held
出席／舉行會議次數**

	1/1
	1/1
	1/1
	1/1

薪酬委員會於會上審閱及推薦董事會批准(i)執行董事於二零一八年度之酌情花紅；及(ii)二零一九年度之董事薪酬待遇。

(3) 提名委員會

提名委員會成員由三名獨立非執行董事林兆麟先生(彼為提名委員會之主席)、石禮謙議員及許照中先生以及一名非執行董事劉鑾鴻先生組成。提名委員會獲提供充裕資源以履行其職責。

按企管守則的守則條文訂定之提名委員會職權範圍詳列委員會之權力及職責已登載於本公司網站。

The principal duties of the nomination committee are as follows:

- (i) to review the structure, size and composition (including skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (ii) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships; and
- (iii) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive.

The above principal duties are regarded as the key nomination criteria and principles for the nomination of directors of the Company, which also form part of the nomination policy of the Company. In selecting and recommending candidates for directorship to the Board, the nomination committee would consider various aspects such as candidate's qualification, time commitment to Company and contributions that will bring to the Board as well as factors concerning board diversity as set out in the Company's Board diversity policy, before making recommendation to the Board on the appointment of directors.

The nomination committee is also responsible for assessing the independence of the independent non-executive directors.

The nomination committee held one meeting during the year. The attendance record of each committee member is set out below:

Nomination committee members	提名委員會成員	Number of meetings attended/held 出席／舉行會議次數
Mr. Lau Luen Hung, Thomas	劉鑾鴻先生	1/1
Mr. Lam Siu Lun, Simon (Chairman)	林兆麟先生(主席)	1/1
The Hon. Shek Lai Him, Abraham	石禮謙議員	1/1
Mr. Hui Chiu Chung	許照中先生	1/1

In the meeting, the nomination committee (i) reviewed the existing structure, size and composition of the Board; (ii) reviewed the independence of independent non-executive directors; and (iii) made recommendations to the Board on the proposed re-election of the retiring directors at the forthcoming annual general meeting.

提名委員會之主要職責如下：

- (i) 至少每年檢討董事會的架構、成員人數及組合(包括技能、知識及經驗方面)，並就任何為配合本公司的公司策略而擬對董事會作出的建議變動提出建議；
- (ii) 物色具備合適資格可擔任董事會成員的人士，並挑選或推薦出任董事的人選向董事會提名有關人選；及
- (iii) 就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃的有關事宜向董事會提出建議。

上述主要職責視為提名本公司董事的主要提名準則及原則，亦同時構成本公司提名政策的一部分。於選擇及向董事會建議董事候選人時，提名委員會會多方面作出考慮，例如候選人資歷、投入予本公司的時間及將為董事會帶來的貢獻，以及載於本公司董事會成員多元化政策中，有關董事會成員多元化之因素，其後方會就任命董事事宜向董事會作出建議。

提名委員會亦負責評估獨立非執行董事的獨立性。

年內，提名委員會曾舉行一次會議。各委員會成員出席會議之記錄載列如下：

提名委員會於會上(i)檢討現時董事會架構、成員人數及組合；(ii)審閱獨立非執行董事之獨立性；及(iii)向董事會建議於即將舉行之股東週年大會上重選退任董事之建議。

Risk Management and Internal Controls

The Board has overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and maintaining sound and effective risk management and internal control systems. As such, the Board not only sets and communicates the Group's strategies and objectives but also oversees the Group's risk management and internal controls systems on an ongoing basis, and to ensure that a review of the effectiveness of the Group's risk management and internal controls systems has been conducted at least annually.

The audit committee plays a vital role in overseeing the risk management and internal controls systems on behalf of the Board. The audit committee reviews, on at least an annual basis, the Group's risk management and internal controls systems to ensure that management has fulfilled its duties in establishing and maintaining an effective risk management and internal controls systems. It also assesses the extent and frequency of the communication of the monitoring results to the Board, as well as considering the results of any investigation into the Group's risk management practices and internal controls and management's responses to the findings of such investigations. The audit committee performs annual review for the adequacy of budget and resources, staff qualification and experience, and the quality of training program of the Group's internal audit, accounting and financial reporting functions.

The Group's system of internal controls which includes a defined management structure with limit of authority is designed to help the achievement of business objectives, safeguard assets against unauthorized use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for external publication, and ensure compliance with relevant legislation and regulations. The system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in the operational systems for the achievement of the Group's objectives.

The Group also regulates the handling and dissemination of inside information and procedures are in place for the handling of confidential commercial information to ensure that inside information remains confidential until the disclosure of such information is approved, and its dissemination effectively made.

風險管理及內部監控

董事會負上整體責任，評估及確定為達致本集團策略目標而願意承擔風險的性質及程度，以及維持風險管理及內部監控的穩健系統。因此，董事會不僅制訂及傳達本集團的策略及目標，亦持續監管本集團的風險管理及內部監控系統，並確保最少每年一次審閱本集團風險管理及內部監控系統的有效性。

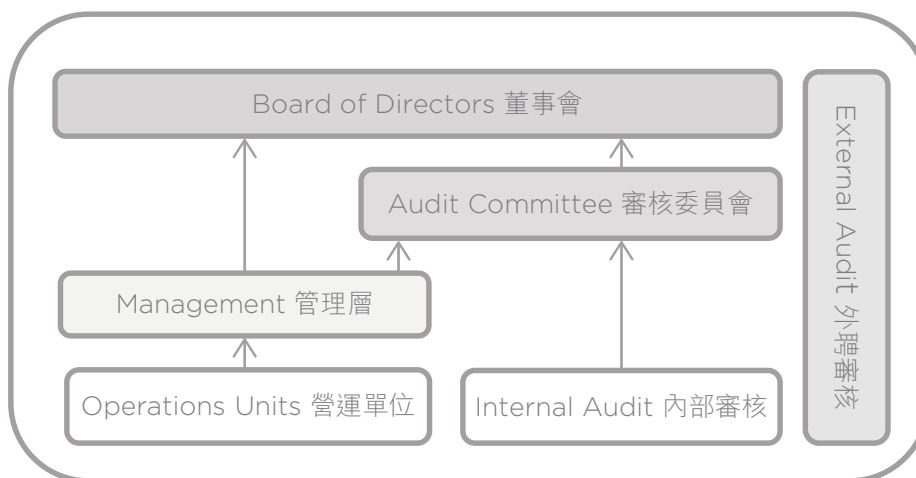
審核委員會於代表董事會監管風險管理及內部監控系統上扮演重要角色。審核委員會最少每年一次審閱本集團的風險管理及內部監控系統，以確保管理層已履行其建立及維持有效風險管理及內部監控系統的職責。其亦評估向董事會傳達監察結果的程度及頻密次數，以及於本集團的風險管理實踐及內部監控上考慮任何調查結果以及管理層對有關調查結果的回應。審核委員會就預算及資源充足程度、員工資格及經驗以及本集團內部審核、會計及財務申報職能的培訓計劃質量進行年度審閱。

本集團的內部監控制度包括界定管理架構及相關的權限，以協助集團達致業務目標、保管資產以防未經授權使用或處理、確保適當的會計記錄得以保存並可提供可靠的財務資料供內部使用或對外發放，並確保符合相關法例及規例。制度旨在合理(但並非絕對)保證並無重大失實陳述或損失，並管理(但並非完全消除)營運系統失誤及達致本集團之目標。

本集團亦規範內幕消息的處理及發佈，並設有處理機密商業資料的程序，以確保內幕消息在有關資料獲批准披露及有效發佈前保持機密。

The main features of the Group's risk management and internal controls systems are illustrated below:

本集團風險管理及內部監控系統的主要特點說明如下：



The Group has established an organizational structure with defined levels of responsibility and reporting procedures. Monthly management accounts are available for review of the senior management and the Board (in a concise format of a Monthly Report) for monitoring the Group's financial and operating results. The management, supported by the operation units and the internal audit team, are responsible for formulating, implementing and monitoring sound risk management and internal control systems, and reporting to the Board and the audit committee on the result of risk assessment, as well as the assessment on the effectiveness of risk management and internal control systems.

本集團已建立責任及申報程序明確的組織架構。每月管理賬目可供高級管理層及董事會查閱(以月報報告的簡潔格式)，以監察本集團的財務及營運業績。由營運單位及內部審核團隊支援的管理層負責制訂、實施及監察穩健的風險管理及內部監控系統，並向董事會及審核委員會報告風險評估以及風險管理及內部監控系統有效性的結果。

The internal audit provides an independent appraisal on the adequacy and effectiveness of the Group's risk management and internal control systems. The yearly internal audit plan is derived based on the assessed risk of the Group's major operations and business and, taking into account also result of internal audit activities conducted in the preceding period, are reported to the audit committee for approval. In addition to its scheduled internal audit works, the internal audit team may be requested to conduct other review or investigative work. The results of internal audit reviews and agreed management action plans in response to recommendations of the internal audit are reported to the executive directors and audit committee periodically. The internal audit also follows up with management regarding the implementation of the agreed action plans to ensure that operation procedures and internal controls are continuously enhanced.

內部審核提供對本集團風險管理及內部監控系統的充足程度及有效性之獨立評估。年度內部審核計劃乃基於本集團主要營運及業務的經評估風險，並計及於上一期間進行的內部審核結果，向審核委員會報告以供批准。除其計劃內部審核工作外，內部審核團隊可能被要求進行其他審閱或調查工作。內部審核審閱結果及因應內部審核建議的協定管理行動計劃定期向執行董事及審核委員會報告。內部審核亦就實施協定行動計劃與管理層跟進，以確保營運程序及內部監控得以持續提升。

In addition to the assessment and review of risk management and internal controls undertaken internally, the half-yearly review and annual audit conducted by our external auditors, aim to provide assurance that the Group's financial statements are prepared in accordance with generally accepted accounting principles, the Group's accounting policies and applicable laws, rules and regulations, will also provide to certain extent independent checks on the Group's internal controls system.

For the year ended 31 December 2019, management has conducted regular reviews during the year on the effectiveness of the risk management and internal control systems covering all material aspects related to financial, operational and compliance controls, various functions for risk management and security of physical assets and information systems. The audit committee had been reported during the audit committee meetings of key findings identified by internal auditors and external auditors and discussed findings and actions or measures taken in addressing those findings relating to the Group's risk management and internal controls. No material issues on the risk management and internal controls system have been identified during the year ended 31 December 2019 and no significant areas of concern which might require rectification works or affect our stakeholders, including our shareholders. The Board and its audit committee considered the risk management and internal control system to be effective and adequate, including the adequacy of resources, staff qualifications and experience, training and budget of its accounting, internal audit and financial reporting functions.

Commitment to Transparency

The Board emphasizes in creating and maintaining a high level of transparency through timely disclosure of relevant information on the Group's business and activities to the shareholders, investors, media and investing public, through regular press releases, analysis's briefings, press conferences, as well as timely updating of the Company's website. Our executive directors and management, who look after the business operation, are committed to respond to enquiries from regulators, shareholders and business partners.

除內部進行風險管理及內部監控評估及審閱外，半年度審閱及年度審核由外聘核數師負責進行，旨在保證本集團的財務報表根據公認會計原則編製，本集團的會計政策及適用法律、規則及規例亦將會提供以對本集團的內部監控系統進行若干程度獨立檢查。

截至二零一九年十二月三十一日止年度，管理層於年內定期檢討風險管理及內部監控制度之成效，該制度涵蓋一切有關財務、營運及合規監控、各種風險管理工作以及實物資產及資訊系統保安等重要層面。內部核數師及外聘核數師於審核委員會會議向審核委員會匯報有關本集團風險管理及內部監控之主要發現，並就有關發現所採取之行動或措施作過討論。截至二零一九年十二月三十一日止年度內，並無發現重大的風險管理及內部監控系統問題及重大關注事宜須予糾正或影響我們的持份者，包括股東。董事會及其審核委員會認為風險管理及內部監控系統有效及充足，包括資源充足程度、員工資格及經驗、其會計、內部審核及財務申報職能的培訓及預算。

提高企業透明度

董事會著重透過定期新聞發佈、分析員簡介、記者招待會，以及適時更新本公司網站，向股東、投資者、媒體及公眾投資人士適時披露本集團的業務及活動的相關資料，以締造及維持高透明度。執行董事及負責業務運作的管理層樂意對監管機構、股東及業務夥伴提出之查詢作積極回應。

Investors' Relations and Communication with Shareholders

The Company regards high quality reporting as an essential element in building successful relationships with its shareholders. The Company always seeks to provide relevant information to existing and potential investors, not only to comply with the different regulatory requirements in force but also to enhance transparency and communications with the shareholders and the investing public. This is part of a continuous communication program that encompasses meetings and relevant announcements to the market in addition to periodic written reports in the form of preliminary results announcement and the publication of interim and annual reports. The annual general meeting of the Company also provides an opportunity for communication between the Board and the shareholders.

In addition, the Company also maintains a corporate website on which comprehensive information about the Group is made available on a timely basis. Regular meetings are also held with institutional investors and research analysts to provide them with timely updates on the Group's latest business developments which are not inside information (as defined under the Listing Rules) in nature. These activities will keep the public informed of the Group's activities and foster effective communications.

The Group also participated in investment conferences and forums during the year in order to enhance the awareness of the investing public of the Group's business operations and development strategies.

The Company is committed to ensuring that it is fully complied with disclosure obligations stipulated in the Listing Rules and other applicable laws and regulations, and that all shareholders and potential investors have an equal opportunity to receive and obtain externally available information released by the Group.

Dividend Policy

With a view to providing stable financial return to shareholders, it is the Company's intention to maintain a pay-out ratio of not less than 35% as its dividend policy through the distribution of interim and final dividend each year.

The exact payout ratio and amount of dividend each year however will be subject to the discretion of the Board and will depend on a number of factors including the Group's operating results and financial performance each year and its expected future earnings and cash flows; availability of the Company's cash and distributable reserves; investment and working capital requirement; and general and financial market conditions.

投資者關係及與股東之溝通

本公司認為高質素的滙報為與股東成功建立關係之重要元素。本公司一直致力向現有及潛在投資者提供有關資料，所提供資料不單符合不同的監管規定，亦同時提高透明度及加強與股東及公眾投資者之溝通。持續的溝通除以初步業績公告以及按中期報告及年報形式定期刊發書面報告外，還包括舉行會議及向市場作出相關公告。本公司之股東週年大會亦為董事會及股東提供一個溝通渠道。

再者，本公司亦設有公司網站，定時提供有關本集團之全面資料。本公司亦定期與機構投資者及證券分析員會面，以及時提供本集團非內幕消息（定義見上市規則）之最新業務發展。該等活動可讓公眾得知本集團業務狀況，並促進有效溝通。

本集團於年內亦出席投資會議及論壇，以提高公眾投資者對本集團業務運作及發展策略之認識。

本公司致力確保全面遵守上市規則及其他適用法例與法規訂明之披露責任，而全體股東及潛在投資者均同樣可獲得及取得本集團公佈之公開資料。

股息政策

為了向股東提供穩定的財務回報，本公司擬通過每年派付中期及末期股息，以維持派息比率不低於35%的股息政策。

然而，每年的確實派息比率及股息金額將由董事會酌情釐定，並將取決於多項因素，當中包括本集團每年的經營業績及財務表現以及其預期的未來盈利及現金流量；本公司可用的現金及可供分派儲備；投資及營運資金需求；以及一般及金融市場狀況。

Shareholders' Rights

Pursuant to Article 58 of the articles of association of the Company, any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the shareholder(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the shareholder(s) as a result of the failure of the Board shall be reimbursed to the shareholder(s) by the Company.

The above written requisition shall be addressed to the Company's head office at 20th Floor, East Point Centre, 555 Hennessy Road, Causeway Bay, Hong Kong.

The procedures regarding proposing a person for election as a director are set out under the "Corporate Governance" on the homepage of the Company's website.

Shareholders may at any time send their enquiries to the Board in writing through the company secretary whose contact details are as follows:

Company Secretary
Lifestyle International Holdings Limited
20th Floor, East Point Centre
555 Hennessy Road, Causeway Bay
Hong Kong
Fax: (852) 2838 2030
Email: info@lifestylehk.com.hk

Constitutional Documents

The Company adopted an amended and restated articles of association on 30 April 2019. The consolidated version of the Company's memorandum and articles of association has been published at the websites of the Stock Exchange and the Company. Save as disclosed above, no other amendments have been made to the Company's memorandum and articles of association during the year.

股東權益

根據本公司組織章程細則第58條，任何一名或多名股東於存放請求書之日持有在本公司股東大會上具有表決權利之本公司繳足資本不少於十分之一，於任何時間均有權向董事會或本公司之公司秘書發出書面請求，要求董事會召開股東特別大會，以處理請求書指明之任何事項；而大會須在存放請求書後兩(2)個月內舉行。如在存放後二十一(21)日內，董事會未能著手召開大會，股東可親自以同樣方式召開大會，本公司須向股東付還股東因董事會未能召開大會而招致之所有合理費用。

以上之書面請求須送交本公司之總辦事處，地址為香港銅鑼灣軒尼詩道555號東角中心20樓。

提名一位人士推選為董事之程序，載列於本公司網頁內「企業管治」之部分。

股東可於任何時間以書面形式透過公司秘書向董事會提出查詢，聯絡詳情如下：

公司秘書
利福國際集團有限公司
香港
銅鑼灣軒尼詩道555號
東角中心20樓
傳真：(852) 2838 2030
電郵：info@lifestylehk.com.hk

組織章程文件

本公司於二零一九年四月三十日採納經修訂及重列的組織章程細則。本公司組織章程大綱及細則的合併版本已登載於聯交所及本公司網站。除上文所披露者外，年內概無對本公司組織章程大綱及細則作出其他修訂。

Profile of Directors

董事簡介

Executive Directors

Mr. Lau Kam Sen

Mr. Lau, aged 31, was appointed as an executive director in June 2017. He is responsible for project management of the Group. Mr. Lau holds a Bachelor of Arts degree from Columbia University in the City of New York and a Master of Arts degree from New York University. He has previously worked in investment banking with a global financial institution in Hong Kong. Mr. Lau is a trustee of the Board of Trustees of China Institute in America. Mr. Lau is the son of Mr. Lau Luen Hung, Thomas, the brother of Ms. Lau Kam Shim and the nephew of Ms. Lau Yuk Wai, Amy.

Ms. Lau Kam Shim

Ms. Lau, aged 32, was appointed as an executive director in March 2016. She also acts as director of subsidiaries of the Company. Ms. Lau joined the Group in October 2012 and was responsible for international boutiques and sales promotion division of the Group. She holds a Bachelor of Arts degree from King's College London, University of London and a Master of Arts degree from Columbia University in the City of New York. Ms. Lau is the daughter of Mr. Lau Luen Hung, Thomas, the sister of Mr. Lau Kam Sen and the niece of Ms. Lau Yuk Wai, Amy.

Non-executive Directors

Mr. Lau Luen Hung, Thomas Chairman

Mr. Lau, aged 66, joined the Company in January 2004. He has been the Chairman of the Company since 2015. Mr. Lau is also the chairman, chief executive officer and an executive director of Lifestyle China Group Limited, a company listed on the Stock Exchange. He is a member of the Chinese People's Political Consultative Conference Shanghai Committee and a member of the board of directors of the Shanghai Jiao Tong University, the PRC. Mr. Lau is the father of Mr. Lau Kam Sen and Ms. Lau Kam Shim, and the brother of Ms. Lau Yuk Wai, Amy.

Mr. Doo Wai Hoi, William (JP)

Mr. Doo, aged 75, joined the Company in March 2005. He is also the vice-chairman and non-executive director of New World Development Company Limited and an independent non-executive director of Shanghai Industrial Urban Development Group Limited, both being companies listed on the Stock Exchange. Mr. Doo is also the chairman and director of Fungseng Prosperity Holdings Limited (previous known as Fung Seng Enterprises Holdings Limited). He is a Justice of the Peace appointed by the Government of the Hong Kong Special Administrative Region. He is also the Honorary Consul General of the Kingdom of Morocco in Hong Kong and Macau, and a Governor of the Canadian Chamber of Commerce in Hong Kong. Mr. Doo was further awarded the Officier de l'Ordre National de la Légion d'Honneur by the Republic of France in 2019.

執行董事

劉今晨先生

劉先生現年31歲，於二零一七年六月獲委任為執行董事。彼負責本集團項目管理。劉先生持有紐約市哥倫比亞大學文學學士學位及紐約大學文學碩士學位。彼曾於香港一間國際金融機構從事投資銀行工作。劉先生為華美協進社理事會成員。劉先生為劉鑾鴻先生之兒子、劉今蟾小姐之胞弟及劉玉慧女士之侄兒。

劉今蟾小姐

劉小姐現年32歲，於二零一六年三月獲委任為執行董事。彼亦擔任本公司附屬公司之董事。劉小姐於二零一二年十月加盟本集團及負責本集團國際品牌及銷售推廣部。彼持有倫敦大學倫敦國王學院文學學士學位及紐約市哥倫比亞大學文學碩士學位。劉小姐為劉鑾鴻先生之女兒、劉今晨先生之胞姊及劉玉慧女士之侄女。

非執行董事

劉鑾鴻先生 主席

劉先生現年66歲，於二零零四年一月加盟本公司。彼自二零一五年起為本公司之主席。劉先生亦為利福中國集團有限公司（為聯交所上市公司）之主席兼首席執行官及執行董事。彼為中國人民政治協商會議上海市委員會委員及中國上海交通大學董事會成員。劉先生為劉今晨先生及劉今蟾小姐之父親以及劉玉慧女士之胞弟。

杜惠愷先生(太平紳士)

杜先生現年75歲，於二零零五年三月加盟本公司。彼亦為新世界發展有限公司之副主席兼非執行董事以及上海實業城市開發集團有限公司之獨立非執行董事（均為聯交所上市公司）。杜先生亦為豐盛企業集團有限公司之主席兼董事。彼獲香港特別行政區政府頒授太平紳士榮銜。彼亦為摩洛哥王國駐香港和澳門名譽總領事，以及加拿大商會駐港總監。杜先生於二零一九年再獲法國政府頒授「榮譽軍團軍官勳章」。

Ms. Lau Yuk Wai, Amy

Ms. Lau, aged 67, joined the Company in March 2004. She is also a non-executive director of Chinese Estates Holdings Limited, a company listed on the Stock Exchange. Ms. Lau holds a Bachelor of Science degree and a Doctor of Dental Surgery degree from University of Toronto, Canada. She is a retired dentist registered with the Royal College of Dental Surgeons of Ontario, Canada. Ms. Lau is the sister of Mr. Lau Luen Hung, Thomas, and the aunt of Mr. Lau Kam Sen and Ms. Lau Kam Shim.

Independent Non-executive Directors

Mr. Lam Siu Lun, Simon (ACA, FTIHK)

Mr. Lam, aged 70, joined the Company in March 2004. Mr. Lam graduated from The University of Hong Kong with a Bachelor of Arts degree. After graduation, he worked at KPMG Peat Marwick and obtained his qualification as a chartered accountant from The Institute of Chartered Accountants in England and Wales in 1979 and certified public accountant from the Hong Kong Society of Accountants (now known as the Hong Kong Institute of Certified Public Accountants) in 1980. He is also a fellow member of the Taxation Institute of Hong Kong. Mr. Lam has been a practicing accountant for over 25 years and is the proprietor of Messrs. S.L. Lam & Company, a firm of certified public accountants. He has served as a member of the Insider Dealing Tribunal on a number of occasions. He is an independent non-executive director of Le Saunda Holdings Limited, a company listed on the Stock Exchange.

The Hon. Shek Lai Him, Abraham (Abraham Razack) (GBS, SBS, JP)

Mr. Shek, aged 74, joined the Company in March 2004. He has been a member of the Legislative Council for the Hong Kong Special Administrative Region representing real estate and construction functional constituency since 2000. Mr. Shek is a member of the Court of The Hong Kong University of Science and Technology and Council Member of The University of Hong Kong. Mr. Shek is a non-executive director of the Mandatory Provident Fund Schemes Authority and a member of the Advisory Committee on Corruption of the Independent Commission Against Corruption. Mr. Shek is an independent non-executive director of Paliburg Holdings Limited, NWS Holdings Limited, Chuang's Consortium International Limited, Chuang's China Investments Limited, ITC Properties Group Limited, Country Garden Holdings Company Limited, Hop Hing Group Holdings Limited, SJM Holdings Limited, China Resources Cement Holdings Limited, Lai Fung Holdings Limited, Cosmopolitan International Holdings Limited, Goldin Financial Holdings Limited, Everbright Grand China Assets Limited, CSI Properties Limited and Far East Consortium International Limited, all being companies listed on the Stock Exchange. He is also an independent non-executive director of Eagle Asset Management (CP) Limited (the manager of Champion Real Estate Investment Trust which is listed on the Stock Exchange) and Regal Portfolio Management Limited (the manager of Regal Real Estate Investment Trust which is listed on the Stock Exchange). Mr. Shek holds a Bachelor of Arts degree and has extensive experience in the property development field. Mr. Shek was awarded the Silver Bauhinia Star and Gold Bauhinia Star by the Government of the Hong Kong Special Administrative Region in 2007 and 2013 respectively.

劉玉慧女士

劉女士現年67歲，於二零零四年三月加盟本公司。彼亦為Chinese Estates Holdings Limited(華人置業集團)(為聯交所上市公司)之非執行董事。劉女士持有加拿大多倫多大學理學士學位及牙科博士學位。彼為加拿大安大略省皇家牙科醫學院註冊之退休牙科醫生。劉女士為劉鑾鴻先生之胞姊以及劉今晨先生及劉今蟾小姐之姑母。

獨立非執行董事

林兆麟先生(ACA, FTIHK)

林先生現年70歲，於二零零四年三月加盟本公司。林先生畢業於香港大學，並獲得文學士學位。畢業後，彼曾於畢馬威會計師事務所工作，並於一九七九年獲得英格蘭及威爾士特許會計師公會確認之特許會計師資格，後於一九八零年獲得Hong Kong Society of Accountants(現稱香港會計師公會)確認之執業會計師資格。彼亦為香港稅務學會資深會員。林先生從事執業會計師超過25年，現為執業會計師事務所林兆麟會計師事務所東主。彼曾多次擔任內幕交易審裁處成員。彼為萊爾斯丹控股有限公司(為聯交所上市公司)之獨立非執行董事。

石禮謙議員(GBS, SBS, 太平紳士)

石先生現年74歲，於二零零四年三月加盟本公司。彼自二零零零年起為香港特別行政區立法會代表地產及建造界功能界別的議員。石先生為香港科技大學顧問委員會成員以及香港大學校務委員會成員。石先生為強制性公積金計劃管理局之非執行董事以及為香港廉政公署貪污問題諮詢委員會委員。石先生為百利保控股有限公司、新創建集團有限公司、莊士機構國際有限公司、莊士中國投資有限公司、德祥地產集團有限公司、碧桂園控股有限公司、合興集團控股有限公司、澳門博彩控股有限公司、華潤水泥控股有限公司、麗豐控股有限公司、四海國際集團有限公司、高銀金融(集團)有限公司、光大永年有限公司、CSI Properties Limited(資本策略地產有限公司)及遠東發展有限公司(全部公司均為聯交所上市公司)的獨立非執行董事。彼亦為鷹君資產管理(冠君)有限公司(冠君產業信託的管理人，該信託於聯交所上市)及富豪資產管理有限公司(富豪產業信託的管理人，該信託於聯交所上市)的獨立非執行董事。石先生持有文學士學位，於物業發展方面擁有豐富經驗。石先生分別於二零零七年及二零一三年榮獲香港特別行政區政府頒授銀紫荊星章及金紫荊星章。

Mr. Hui Chiu Chung (JP)

Mr. Hui, aged 72, joined the Company in July 2005. Mr. Hui is the chairman and chief executive officer of Luk Fook Financial Services Limited and has over 48 years of experience in the securities and investment industry. He had for years been serving as a council member and vice chairman of the Stock Exchange, a member of the advisory committee of the Hong Kong Securities and Futures Commission, a director of the Hong Kong Securities Clearing Company Limited, a member of the listing committee of the Hong Kong Exchanges and Clearing Limited, an appointed member of the Securities and Futures Appeal Tribunal, a member of Standing Committee on Company Law Reform, and an appointed member of the Hong Kong Institute of Certified Public Accountants Investigation Panel A. He was also a member of the Committee on Real Estate Investment Trusts of the Hong Kong Securities and Futures Commission and a member of Government "Appointees" (independent member) of Appeal Panel of the Travel Industry Council of Hong Kong. Mr. Hui was appointed by the Government of the Hong Kong Special Administrative Region a Justice of the Peace in 2004 and has served as a member of the Zhuhai Municipal Committee of the Chinese People's Political Consultative Conference from 2006 to 2017. He is a fellow member of the Hong Kong Institute of Directors and senior fellow member of the Hong Kong Securities and Investment Institute. Mr. Hui also serves as an independent non-executive director of Zhuhai Holdings Investment Group Limited, Gemdale Properties and Investment Corporation Limited, China South City Holdings Limited, SINOPEC Engineering (Group) Co., Ltd., Agile Group Holdings Limited and FSE Services Group Limited and a non-executive director of Luk Fook Holdings (International) Limited, all being companies listed on the Stock Exchange.

許照中先生 (太平紳士)

許先生現年72歲，於二零零五年七月加盟本公司。許先生現為六福金融服務有限公司之主席兼行政總裁，並具備逾48年之證券及投資經驗。彼多年來曾出任聯交所理事會理事兼副主席、香港證券及期貨事務監察委員會諮詢委員會委員、香港中央結算有限公司董事、香港交易及結算所有有限公司上市委員會委員、證券及期貨事務上訴審裁處委員、公司法改革常務委員會委員及香港會計師公會調查小組A組委員。彼曾為香港證券及期貨事務監察委員會房地產投資信託基金委員會委員及香港旅遊業議會上訴委員會獨立委員。許先生於二零零四年獲香港特別行政區政府頒授太平紳士榮銜，並自二零零六年至二零一七年擔任中國珠海市人民政治協商會議政協委員。彼為香港董事學會資深會員及香港證券及投資學會傑出資深會員。許先生亦為珠海控股投資集團有限公司、金地商置集團有限公司、華南城控股有限公司、中石化煉化工程(集團)股份有限公司、雅居樂集團控股有限公司及豐盛服務集團有限公司之獨立非執行董事以及六福集團(國際)有限公司之非執行董事(全部公司均為聯交所上市公司)。

Mr. Ip Yuk Keung

Mr. Ip, aged 67, joined the Company in April 2014. He is an international banking and real estate professional with over 30 years of experience in the United States, Asia and Hong Kong. His expertise are in real estate finance, corporate banking, risk management, wealth management and transaction banking. Previously managing director and corporate bank head of Citigroup and managing director of investments at Merrill Lynch (Asia Pacific), Mr. Ip was also an executive director and the chief executive officer of Langham Hospitality Investments ("LHI") and Langham Hospitality Investments Limited (listed on the Stock Exchange) and LHIL Manager Limited (the trustee-manager of LHI). He is currently a non-executive director of Eagle Asset Management (CP) Limited (the manager of Champion Real Estate Investment Trust which is listed on the Stock Exchange). Mr. Ip also serves as an independent non-executive director of Power Assets Holdings Limited, TOM Group Limited, New World Development Company Limited and Hutchison Telecommunications Hong Kong Holdings Limited, all being companies listed on the Stock Exchange.

Mr. Ip is an Adjunct Professor of City University of Hong Kong, The Hong Kong University of Science and Technology, The Hang Seng University of Hong Kong and The Chinese University of Hong Kong. He is also an Honorary Professor at Lingnan University, a Member of the International Advisory Board of College of Business at City University of Hong Kong, a Council Member, a Member of the Business School Advisory Council and an Honorary Advisor of School of Humanities and Social Science at The Hong Kong University of Science and Technology, a Professor of Practice (International Banking and Real Estate) at The Hong Kong Polytechnic University, a member of the International Advisory Committee and Adjunct Distinguished Professor in Practice at University of Macau, a trustee of the Board of Trustees at Washington University in St. Louis and an honorary fellow of Vocational Training Council. He is a vice chairman of the World Green Organization.

Mr. Ip holds a Bachelor of Science degree in Applied Mathematics and Computer Science at Washington University in St. Louis (summa cum laude), a Master of Science degree in Applied Mathematics at Cornell University and a Master of Science degree in Accounting and Finance at Carnegie-Mellon University.

葉毓強先生

葉先生現年67歲，於二零一四年四月加盟本公司。彼為國際銀行及房地產方面的專才，在美國、亞洲及香港擁有逾30年經驗。彼之專業領域涵蓋房地產融資、企業銀行、風險管理、財富管理及交易銀行。葉先生曾任花旗集團董事總經理及企業銀行主管以及美林(亞太)投資部資深執行總裁，彼亦曾任朗廷酒店投資(「朗廷酒店投資」)與朗廷酒店投資有限公司(於聯交所上市)以及朗廷酒店管理人有限公司(朗廷酒店投資的託管人一經理)之執行董事兼行政總裁。彼現為鷹君資產管理(冠君)有限公司(冠君產業信託之管理人，該信託於聯交所上市)之非執行董事。葉先生為電能實業有限公司、TOM集團有限公司、新世界發展有限公司及和記電訊香港控股有限公司之獨立非執行董事(全部公司均為聯交所上市公司)。

葉先生為香港城市大學、香港科技大學、香港恒生大學及香港中文大學之兼任教授。彼亦為嶺南大學榮譽教授、香港城市大學商學院之學院國際諮詢委員會成員、香港科技大學校董會成員、商學院顧問委員會成員及人文社會科學學院榮譽顧問、香港理工大學實務教授(國際金融及房地產)、澳門大學國際顧問委員會委員及特邀實務特聘教授、聖路易斯華盛頓大學之校董會校董以及職業訓練局榮譽院士。彼為世界綠色組織副主席。

葉先生持有聖路易斯華盛頓大學應用數學及計算機科學理學士學位(最優等)、康乃爾大學應用數學理碩士學位及卡內基梅隆大學會計/金融理碩士學位。

Directors' Report

董事會報告

The board of directors ("Board") of the Company present their annual report and the audited consolidated financial statements for the year ended 31 December 2019.

Principal Activities

The Company acts as an investment holding company and the principal activities of its subsidiaries are the operation of department stores in Hong Kong and other retailing format and property development and property investment.

Particulars of the Company's principal subsidiaries are set out in note 35 to the consolidated financial statements.

Results and Appropriations

The results of the Group for the year ended 31 December 2019 are set out in the consolidated statement of profit or loss and other comprehensive income on page 82.

The Board does not recommend the payment of a final dividend for the year ended 31 December 2019.

Business Review

A review of the business of the Group for the year ended 31 December 2019, comprising the discussion of the future business development and the principal risks and uncertainties facing the Group, are set out in the "Chairman's Statement" and "Management Discussion and Analysis" on pages 6 to 7 and pages 8 to 21 of this annual report.

An analysis of the Group's performance during the year using financial key performance indicators is provided in the "Five-Year Group Financial Summary" on page 171. Since early 2020, the novel coronavirus outbreak has spread across China and other countries, and it has dealt a heavy blow upon the Hong Kong economy, severely affecting both inbound tourism and local consumption. The Group's business has been hard hit as the store traffic dropped and a prolonged viral outbreak could continue and further undermine local business and consumer sentiment and therefore affecting the financial performance of the Group.

Discussions on the Group's environmental policies and performance, relationships with key stakeholders, and compliance with the relevant laws and regulations are contained in the "Environmental, Social and Governance Report" on pages 22 to 44 of this annual report.

本公司董事會（「董事會」）謹此提呈其年報及截至二零一九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

本公司為一間投資控股公司，及其附屬公司之主要業務為於香港經營百貨店及其他零售業務以及物業發展及物業投資。

本公司主要附屬公司詳情載於綜合財務報表附註35。

業績及分配

本集團截至二零一九年十二月三十一日止年度之業績載於第82頁綜合損益及其他全面收益表。

董事會不建議派付截至二零一九年十二月三十一日止年度之末期股息。

業務回顧

本集團截至二零一九年十二月三十一日止年度之業務回顧包括對未來業務發展以及本集團所面臨主要風險及不明朗因素的討論，載於本年報第6至7頁及第8至21頁之「主席報告」及「管理層討論及分析」。

採用財務表現關鍵指標對本集團於年內表現的分析載於第171頁之「五年集團財務摘要」。自二零二零年初以來，新型冠狀病毒爆發已遍及中國和其他國家，對香港經濟造成重擊，嚴重影響訪港旅客數字及本地消費。隨著門店人流下降，本集團的業務已大受打擊，而疫情延續可能持續進一步損害本地的營商及消費者意欲，因而影響本集團的財務表現。

有關本集團環境政策及表現、與主要持份者的關係及相關法律及法規合規事宜的討論載於本年報第22至44頁之「環境、社會及管治報告」。

Shares

Details of movements during the year in the shares of the Company are set out in note 26 to the consolidated financial statements.

Debentures

Details of the bonds issued by the Group are set out in note 24 to the consolidated financial statements. Save for the above, the Group has not issued any debentures during the year.

Distributable Reserves

Details of distributable reserves of the Company are set out in note 36 to the consolidated financial statements.

Pre-emptive Rights

There are no provisions for pre-emptive rights under the Company's articles of association although there are no restrictions against such rights under the laws in the Cayman Islands.

Major Suppliers and Customers

The Group is principally involved in retail business which consists of direct sales, and income from APO and concessionaire sales. In the year, the five largest suppliers of the Group in respect of our direct and consignment sales accounted for approximately 56% of the Group's total purchase and the largest supplier of the Group accounted for approximately 23% of the Group's total purchase. The five largest customers of the Group accounted for less than 30% of the Group's turnover during the year.

None of the directors, their close associates or any shareholder so far as is known to the directors having more than 5% of the number of issued shares of the Company, within the knowledge of the directors, has any interest in any of the Group's five largest suppliers during the year.

Donations

During the year, the Group made charitable and other donations amounting to HK\$10.8 million (2018: HK\$0.6 million).

Management Contracts

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

股份

本公司股份於年內之變動詳情載於綜合財務報表附註26。

債權證

本集團發行債券之詳情載於綜合財務報表附註24。除上述者外，本集團於年內並無發行任何債權證。

可供分派儲備

本公司之可供分派儲備之詳情載於綜合財務報表附註36。

優先購買權

儘管開曼群島法例並無有關優先購買權之限制，惟本公司之組織章程細則並無限制有關權利之條文。

主要供應商及顧客

本集團主要從事包括自營銷售及銷售後訂單以及特許專櫃銷售之收入的零售業務。於本年度，本集團五大供應商佔本集團直銷與寄售總採購額約56%，而本集團最大供應商佔本集團總採購額約23%。年內，本集團五大顧客佔本集團營業額不足30%。

董事、彼等的緊密聯繫人或就董事所知任何擁有本公司5%以上已發行股份數目的股東，據董事所知悉，年內概無於本集團任何五大供應商中擁有任何權益。

捐款

年內，本集團作出之慈善及其他捐款為10.8百萬港元(二零一八年：0.6百萬港元)。

管理合約

年內，本公司並無就整體業務或任何重要部分業務之管理及行政工作簽訂或存有任何合約。

Directors

The directors of the Company during the year and up to the date of this report were:

Executive Directors

Mr. Lau Kam Sen
Ms. Lau Kam Shim

Non-executive Directors

Mr. Lau Luen Hung, Thomas (Chairman)
Mr. Doo Wai Hoi, William
Ms. Lau Yuk Wai, Amy

Independent Non-executive Directors

Mr. Lam Siu Lun, Simon
The Hon. Shek Lai Him, Abraham
Mr. Hui Chiu Chung
Mr. Ip Yuk Keung

In accordance with Article 84 of the articles of association of the Company, Mr. Lau Luen Hung, Thomas, The Hon. Shek Lai Him, Abraham and Mr. Ip Yuk Keung will retire from office by rotation at the forthcoming annual general meeting and, all being eligible, offer themselves for re-election.

None of the directors proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

Changes in Information of Directors

Below are the changes in director's information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

Mr. Lau Kam Sen and Ms. Lau Kam Shim

- both voluntarily offered to take 30% salary reduction for a period of 4 months with effect from 1 March 2020

Mr. Ip Yuk Keung

- appointed as an independent non-executive director of Hutchison Telecommunications Hong Kong Holdings Limited (a company listed on the Stock Exchange) with effect from 31 December 2019
- appointed as an Honorary Advisor of School of Humanities and Social Science at The Hong Kong University of Science and Technology
- ceased to be an executive fellow in Asia at Washington University in St. Louis
- ceased as a member of the committee on Certification for Principalship at the Education Bureau of the Hong Kong Special Administrative Region upon expiration of the term of office

董事

於本年度及截至本報告日期期間，本公司董事如下：

執行董事

劉今晨先生
劉今蟾小姐

非執行董事

劉鑾鴻先生(主席)
杜惠愷先生
劉玉慧女士

獨立非執行董事

林兆麟先生
石禮謙議員
許照中先生
葉毓強先生

根據本公司之組織章程細則第84條規定，劉鑾鴻先生、石禮謙議員及葉毓強先生將於應屆股東週年大會上輪值退任，而以上董事均合資格並願意重選連任。

概無擬於應屆股東週年大會重選連任之董事訂有本集團不作賠償(法定賠償除外)則不可於一年內終止之服務合約。

董事資料變更

以下是根據上市規則第13.51B(1)條之規定，須予披露之董事資料變更。

劉今晨先生及劉今蟾小姐

- 均自願提出由二零二零年三月一日起減薪30%，為期4個月

葉毓強先生

- 自二零一九年十二月三十日起獲委任為和記電訊香港控股有限公司(為聯交所上市的公司)獨立非執行董事
- 獲委任為香港科技大學人文社會科學學院榮譽顧問
- 卸任為聖路易斯華盛頓大學亞洲區行政院士
- 於香港特別行政區政府教育局校長資格認證委員會委員任期屆滿後不再為其委員

Directors' and Chief Executive's Interests in Shares, Underlying Shares and Debentures

As at 31 December 2019, the directors' and the chief executive's interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules") were as follows:

(i) Long position in shares of the Company

Name of director 董事姓名	Nature of interest 權益性質	Number of shares held 持有股份數目	Percentage of issued shares 佔已發行股份之百分比
Mr. Lau Luen Hung, Thomas 劉鑾鴻先生	Beneficial owner 實益擁有人	113,403,292	7.55%
	Interest of controlled corporations (Note 1) 受控制法團權益(附註1)	1,011,694,500	67.36%
	Trustee (Note 2) 受託人(附註2)	951,000	0.06%
Mr. Lau Kam Sen 劉今晨先生	Beneficiary of a trust (Note 2) 信託受益人(附註2)	951,000	0.06%
Ms. Lau Kam Shim 劉今蟾小姐	Beneficiary of a trust (Note 2) 信託受益人(附註2)	951,000	0.06%
Ms. Lau Yuk Wai, Amy 劉玉慧女士	Beneficiary of a trust and Trustee (Note 2) 信託受益人及受託人(附註2)	951,000	0.06%

Notes:

1. The 1,011,694,500 shares comprise:

- (i) 540,000,000 shares held by United Goal Resources Limited ("United Goal"). United Goal is ultimately owned as to 80% by Mr. Lau Luen Hung, Thomas through his controlled corporations and as to 20% by certain family members of Mr. Lau Luen Hung, Joseph, the elder brother of Mr. Lau Luen Hung, Thomas. By virtue of the SFO, Mr. Lau Luen Hung, Thomas is deemed to be interested in the same parcel of shares in which United Goal is interested.
- (ii) 471,694,500 shares held by Dynamic Castle Limited ("Dynamic Castle"), which is wholly owned by Mr. Lau Luen Hung, Thomas. By virtue of the SFO, Mr. Lau Luen Hung, Thomas is deemed to be interested in the same parcel of shares held by Dynamic Castle.

董事及最高行政人員於股份、相關股份及債權證之權益

於二零一九年十二月三十一日，各董事及最高行政人員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部所界定者)之股份、相關股份及債權證中持有根據證券及期貨條例第352條規定記錄於須置存之登記冊內或根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十所載之《上市發行人董事進行證券交易的標準守則》(「標準守則」)須知會本公司及聯交所之權益及淡倉載列如下：

(i) 於本公司股份之好倉

Name of director 董事姓名	Nature of interest 權益性質	Number of shares held 持有股份數目	Percentage of issued shares 佔已發行股份之百分比
Mr. Lau Luen Hung, Thomas 劉鑾鴻先生	Beneficial owner 實益擁有人	113,403,292	7.55%
	Interest of controlled corporations (Note 1) 受控制法團權益(附註1)	1,011,694,500	67.36%
	Trustee (Note 2) 受託人(附註2)	951,000	0.06%
Mr. Lau Kam Sen 劉今晨先生	Beneficiary of a trust (Note 2) 信託受益人(附註2)	951,000	0.06%
Ms. Lau Kam Shim 劉今蟾小姐	Beneficiary of a trust (Note 2) 信託受益人(附註2)	951,000	0.06%
Ms. Lau Yuk Wai, Amy 劉玉慧女士	Beneficiary of a trust and Trustee (Note 2) 信託受益人及受託人(附註2)	951,000	0.06%

附註：

1. 該1,011,694,500股股份包括：

- (i) 540,000,000股股份由United Goal Resources Limited (「United Goal」)持有。United Goal由劉鑾鴻先生通過其受控制法團最終擁有80%股份權益及由劉鑾雄先生(為劉鑾鴻先生之胞兄)若干家族成員最終擁有20%股份權益。根據證券及期貨條例，劉鑾鴻先生被視為擁有United Goal所持有的相同股份權益。
- (ii) 471,694,500股股份由劉鑾鴻先生全資擁有之Dynamic Castle Limited (「Dynamic Castle」)持有。根據證券及期貨條例，劉鑾鴻先生被視為擁有Dynamic Castle所持有的相同股份權益。

Notes: (continued)

2. These shares are held by a trust for an estate in which certain family members of Mr. Lau Luen Hung, Thomas have interest. Mr. Lau Luen Hung, Thomas and Ms. Lau Yuk Wai, Amy are the trustees of the trust and each of Mr. Lau Kam Sen, Ms. Lau Kam Shim and Ms. Lau Yuk Wai, Amy is a beneficiary under the trust, and therefore each of them is deemed to be interested in such shares by virtue of the SFO.

附註：(續)

2. 該等股份由劉鑾鴻先生若干家族成員於當中擁有權益之遺產信託持有。劉鑾鴻先生及劉玉慧女士為該信託的受託人，以及劉今晨先生、劉今蟾小姐及劉玉慧女士各自為信託下之受益人，因此，根據證券及期貨條例，其各自被視為擁有該等股份權益。

(ii) Interest in debentures of associated corporations of the Company**(ii) 於本公司相聯法團債權證的權益****(a) LS Finance (2022) Limited
– 4.25% guaranteed bonds due 2022****(a) LS Finance (2022) Limited
– 4.25%於2022年到期有擔保債券**

Name of director 董事姓名	Nature of interest 權益性質	Amount of debentures held (US\$) 所持債權證金額(美元)
Mr. Doo Wai Hoi, William 杜惠愷先生	Interest of controlled corporation (Note) 受控制法團權益(附註)	10,000,000

Note: These debentures are held by a company which is wholly owned by Mr. Doo Wai Hoi, William. By virtue of the SFO, Mr. Doo Wai Hoi, William is deemed to be interested in the same parcel of debentures in which such company is interested.

附註：該等債權證由杜惠愷先生全資擁有的公司持有。根據證券及期貨條例，杜惠愷先生被視為擁有該公司持有的相同債權證權益。

**(b) LS Finance (2017) Limited
– 4.875% guaranteed bonds due 2024****(b) LS Finance (2017) Limited
– 4.875%於2024年到期有擔保債券**

Name of director 董事姓名	Nature of interest 權益性質	Amount of debentures held (US\$) 所持債權證金額(美元)
Mr. Lau Kam Sen 劉今晨先生	Interest of controlled corporation (Note 1) 受控制法團權益(附註1)	10,000,000
Ms. Lau Kam Shim 劉今蟾小姐	Interest of controlled corporation (Note 2) 受控制法團權益(附註2)	10,000,000
Mr. Doo Wai Hoi, William 杜惠愷先生	Interest of controlled corporation (Note 3) 受控制法團權益(附註3)	10,000,000

Notes:

1. These debentures are held by Magic Achieve Limited ("Magic Achieve"), which is wholly owned by Mr. Lau Kam Sen. By virtue of the SFO, Mr. Lau Kam Sen is deemed to be interested in the same parcel of debentures in which Magic Achieve is interested.
2. These debentures are held by Dynasty Sky Limited ("Dynasty Sky"), which is wholly owned by Ms. Lau Kam Shim. By virtue of the SFO, Ms. Lau Kam Shim is deemed to be interested in the same parcel of debentures in which Dynasty Sky is interested.
3. These debentures are held by a company which is wholly owned by Mr. Doo Wai Hoi, William. By virtue of the SFO, Mr. Doo Wai Hoi, William is deemed to be interested in the same parcel of debentures in which such company is interested.

附註：

1. 該等債權證由Magic Achieve Limited(「Magic Achieve」)持有，該公司由劉今晨先生全資擁有。根據證券及期貨條例，劉今晨先生被視為擁有Magic Achieve持有的相同債權證權益。
2. 該等債權證由Dynasty Sky Limited(「Dynasty Sky」)持有，該公司由劉今蟾小姐全資擁有。根據證券及期貨條例，劉今蟾小姐被視為擁有Dynasty Sky持有的相同債權證權益。
3. 該等債權證由杜惠愷先生全資擁有的公司持有。根據證券及期貨條例，杜惠愷先生被視為擁有該公司持有的相同債權證權益。

(c) **LS Finance (2025) Limited**
– 4.50% guaranteed bonds due 2025

Name of director 董事姓名	Nature of interest 權益性質
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Mr. Lau Luen Hung, Thomas 劉鑾鴻先生	Beneficial owner 實益擁有人
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Mr. Lau Kam Sen 劉今晨先生	Interest of controlled corporation (Note 1) 受控制法團權益(附註1)
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Ms. Lau Kam Shim 劉今蟾小姐	Interest of controlled corporation (Note 2) 受控制法團權益(附註2)
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Notes:

- These debentures are held by Magic Achieve, which is wholly owned by Mr. Lau Kam Sen. By virtue of the SFO, Mr. Lau Kam Sen is deemed to be interested in the same parcel of debentures in which Magic Achieve is interested.
- These debentures are held by Dynasty Sky, which is wholly owned by Ms. Lau Kam Shim. By virtue of the SFO, Ms. Lau Kam Shim is deemed to be interested in the same parcel of debentures in which Dynasty Sky is interested.

(c) **LS Finance (2025) Limited**
– 4.50%於2025年到期有擔保債券

Amount of debentures held (US\$) 所持債權證金額(美元)

4,000,000

15,000,000

10,000,000

附註：

- 該等債權證由Magic Achieve持有，該公司由劉今晨先生全資擁有。根據證券及期貨條例，劉今晨先生被視為擁有Magic Achieve持有的相同債權證權益。
- 該等債權證由Dynasty Sky持有，該公司由劉今蟾小姐全資擁有。根據證券及期貨條例，劉今蟾小姐被視為擁有Dynasty Sky持有的相同債權證權益。

Save as disclosed above, as at 31 December 2019, none of the directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or which are required to be notified to the Company and the Stock Exchange pursuant to the Model Code. Nor any of the directors and chief executive had any interest in, or had been granted any right to subscribe for the securities of the Company and its associated corporations (within the meaning of Part XV of the SFO) or had exercised any such right during the year under review.

除上文所披露者外，於二零一九年十二月三十一日，本公司董事及最高行政人員概無持有根據證券及期貨條例第352條規定記錄於須置存之登記冊內或根據標準守則須知會本公司及聯交所之本公司或其任何相聯法團(按證券及期貨條例第XV部所界定者)之任何股份、相關股份或債權證的權益或淡倉。於回顧年內，各董事及最高行政人員概無擁有或獲授任何可認購本公司及其相聯法團(按證券及期貨條例第XV部所界定者)證券之權利，亦無行使任何該等權利。

Interests of Shareholders Discloseable under the SFO

As at 31 December 2019, the following persons (other than a director or the chief executive of the Company) had an interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO or notified to the Company:

Long position in shares of the Company

Name	Nature of interest	Number of shares held	Percentage of issued shares
名稱	權益性質	持有股份數目	佔已發行股份之百分比
United Goal	Beneficial owner (Note 3) 實益擁有人(附註3)	540,000,000	35.95%
Asia Prime Assets Limited ("Asia Prime")	Interest of controlled corporation (Notes 1 and 3) 受控制法團權益(附註1及3)	540,000,000	35.95%
Sand Cove Holdings Limited ("Sand Cove")	Interest of controlled corporation (Notes 2 and 3) 受控制法團權益(附註2及3)	540,000,000	35.95%
Dynamic Castle	Beneficial owner (Note 3) 實益擁有人(附註3)	471,694,500	31.41%

Notes:

- Asia Prime, a company indirectly controlled by Mr. Lau Luen Hung, Thomas, holds 80% of the entire issued share capital of United Goal. By virtue of the SFO, Asia Prime is deemed to be interested in the same parcel of shares comprising 540,000,000 shares in which United Goal is interested as beneficial owner.
- Sand Cove, which is wholly owned and directly controlled by Mr. Lau Luen Hung, Thomas, is entitled to exercise or control the exercise of 100% voting power at general meetings of Asia Prime. By virtue of SFO, Sand Cove is deemed to be interested in the same parcel of shares in which Asia Prime is deemed to be interested as set out in Note 1 above.
- Mr. Lau Luen Hung, Thomas, Mr. Lau Kam Sen and Ms. Lau Kam Shim are directors of United Goal and Sand Cove. Mr. Lau Luen Hung, Thomas is also the sole director of Asia Prime and Dynamic Castle.

Save as disclosed above, the Company has not been notified by any person (other than a director or the chief executive of the Company) who had an interest or short position in the shares or underlying shares of the Company as at 31 December 2019 which were recorded in the register required to be kept under Section 336 of the SFO or notified to the Company.

根據證券及期貨條例須予披露之股東權益

於二零一九年十二月三十一日，下列人士(不包括本公司董事或最高行政人員)於本公司之股份及相關股份中持有根據證券及期貨條例第336條規定記錄於須置存之登記冊內或知會本公司之權益或淡倉載列如下：

於本公司股份之好倉

Name	Nature of interest	Number of shares held	Percentage of issued shares
名稱	權益性質	持有股份數目	佔已發行股份之百分比
United Goal	Beneficial owner (Note 3) 實益擁有人(附註3)	540,000,000	35.95%
Asia Prime Assets Limited ("Asia Prime")	Interest of controlled corporation (Notes 1 and 3) 受控制法團權益(附註1及3)	540,000,000	35.95%
Sand Cove Holdings Limited ("Sand Cove")	Interest of controlled corporation (Notes 2 and 3) 受控制法團權益(附註2及3)	540,000,000	35.95%
Dynamic Castle	Beneficial owner (Note 3) 實益擁有人(附註3)	471,694,500	31.41%

附註：

- Asia Prime為劉鑾鴻先生間接控制之公司，其持有80% United Goal全部已發行股本。根據證券及期貨條例，Asia Prime被視為於United Goal實益擁有的540,000,000股股份中擁有相同權益。
- Sand Cove由劉鑾鴻先生全資擁有及直接控制，其有權在Asia Prime股東大會上行使或控制行使100%的投票權。根據證券及期貨條例，Sand Cove被視為擁有上述附註1所述Asia Prime所視為擁有的相同股份權益。
- 劉鑾鴻先生、劉今晨先生及劉今蟾小姐為United Goal及Sand Cove之董事。劉鑾鴻先生亦為Asia Prime及Dynamic Castle之唯一董事。

除上文所披露者外，概無任何人士(本公司董事或最高行政人員除外)向本公司通知其於二零一九年十二月三十一日持有根據證券及期貨條例第336條規定記錄於須置存之登記冊內或知會本公司之本公司股份或相關股份的權益或淡倉。

Share Options

The share option scheme ("2009 Share Option Scheme") was approved by the shareholders of the Company on 3 March 2009 for a period of 10 years commencing from 3 March 2009 as incentive or rewards for the contribution of the eligible participants to the growth of the Group and to provide to the Group with a more flexible means to reward, remunerate, compensate and/or provide benefits to the eligible participants. Under the 2009 Share Option Scheme, the Company may grant options to any employee, director, consultant or adviser, distributor, contractor, supplier, service provider, agent, customer and business partner of the Company and/or any subsidiary who, at the sole determination of the Board, have contributed or will contribute to the Company and/or any subsidiary.

There is no general requirement on the minimum period for which an option must be held or the performance targets which must be achieved before an option can be exercised under the terms of the 2009 Share Option Scheme. However, the Board may offer to grant any options subject to such terms and conditions in relation to the minimum period of the options to be held and/or the performance targets to be achieved before such options can be exercised and/or any other terms as the Board may determine in its absolute discretion.

The total number of shares which may be issued upon exercise of all options which may be granted under the 2009 Share Option Scheme and any other share option schemes of the Company must not, in aggregate, exceed 166,860,950 shares, representing 10% of the issued shares of the Company as at 3 March 2009, the date on which the 2009 Share Option Scheme was approved by the shareholders of the Company, which represented approximately 11.11% of the issued shares of the Company as at the date of this report.

Unless otherwise approved by the shareholders, the total number of shares issued and to be issued upon exercise of the options granted to each eligible participant (including both exercised and outstanding options under the 2009 Share Option Scheme) in any 12-month period must not exceed 1% of the issued share capital of the Company.

購股權

本公司股東於二零零九年三月三日批准採納購股權計劃("二零零九年購股權計劃")，自二零零九年三月三日起為期十年，作為合資格參與者對本集團發展作出貢獻之激勵或獎賞，並讓本集團更具彈性地向合資格參與者提供獎賞、報酬、補償及／或提供福利。根據二零零九年購股權計劃，本公司經董事會全權決定，可授予購股權予已對或將會對本公司及／或任何附屬公司作出貢獻之本公司及／或任何附屬公司之任何僱員、董事、專家顧問或顧問、分銷商、承包商、供應商、服務供應商、代理、顧客及業務夥伴。

對於購股權可以根據二零零九年購股權計劃之條款行使前必須持有購股權之最低期限或須達致之表現目標，並無設立一般性規定。然而，董事會授予任何購股權時可設立有關條款及條件，規限在有關購股權可以行使前必須持有購股權之最低期限及／或須達致之表現目標，及／或董事會可絕對酌情釐定之任何其他條款。

因行使根據二零零九年購股權計劃及本公司任何其他購股權計劃授予之所有購股權而可發行之股份總數，合計不得超過166,860,950股股份，相當於本公司於二零零九年三月三日獲股東批准之二零零九年購股權計劃當日本公司已發行股份10%，相當於本公司於本報告日期之已發行股份約11.11%。

除獲股東另外批准外，各合資格參與者於任何12個月內因行使其獲授購股權(包括二零零九年購股權計劃項下已行使及尚未行使之購股權)而已發行及將發行之股份總數，不得超過本公司已發行股本之1%。

Where options are proposed to be granted to a substantial shareholder or an independent non-executive director of the Company or any of their respective associates, and the proposed grant of options will result in the total number of share issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the issued share capital of the Company on the date of offer and having an aggregate value, based on the closing price of the shares at the date of each grant, in excess of HK\$5 million, such grant of options must be subject to the approval of the shareholders taken on a poll at general meeting. The connected person involved in such proposed grant to options and all other connected persons of the Company must abstain from voting in such general meeting (except that any connected person may vote against the proposed grant provided that his intention to do so has been stated in the relevant circular to the shareholders).

Option granted must be taken up within the time limit specified in the offer letter (which shall not be later than 5 days from the date of offer), upon payment of HK\$1 on acceptance of the offer. Options may be exercised at any time during a period to be notified by the Board to each grantee which shall not be more than 10 years from the date of the offer. The exercise price is determined by the directors of the Company, and will be at least the highest of (i) the closing price of the Company's shares on the date of grant, (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's share.

No options were granted or subsisted at any time during the year. The 2009 Share Option Scheme expired on 2 March 2019.

Arrangements to Purchase Shares or Debentures

Other than the share option scheme of the Company, at no time during the year was the Company, its holding company, or any of its subsidiaries or fellow 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.

Equity-linked Agreements

Save for the share option scheme described above, the Group has not entered into any equity-linked agreements during the year.

倘於截至及包括授予日期前任何12個月內建議向本公司主要股東、獨立非執行董事或彼等各自之任何聯繫人授予購股權，會使該人士因行使所有已獲授及將獲授購股權（包括已行使、註銷及尚未行使之購股權）而已發行及將發行之股份總數合計超過本公司於要約日期已發行股本之0.1%，而有關總值（按各授予日期股份收市價計算）超過5百萬港元，則該次購股權授予須在股東大會上獲得股東按股數投票表決批准。涉及該次建議授予購股權之關連人士以及本公司之所有其他關連人士須在上述股東大會上放棄投票（然而，任何關連人士均可投票反對授予建議，惟其相關意向須載列於致股東之相關通函內）。

授予之購股權須於要約函件所指定時限（不得遲於要約日期起計5日）內接納，於接納要約時須支付1港元。購股權可於董事會知會各承授人間隔內隨時行使，惟於要約日期起計不得超過10年。行使價由本公司董事釐定，將至少為下列三者中之最高者：(i) 授予日期本公司股份收市價；(ii) 緊接授予日期前五個營業日股份平均收市價；及(iii) 本公司股份面值。

於年內任何時間並無授出或存續購股權。二零零九年購股權計劃已於二零一九年三月二日到期。

購買股份或債權證之安排

除本公司之購股權計劃外，於年內任何時間，本公司、其控股公司或其任何附屬公司或同系附屬公司概無訂立任何安排，致使本公司董事藉收購本公司或任何其他法人團體股份或債權證而獲益。

股票掛鈎協議

除上文所述之購股權計劃外，本集團於年內並無訂立任何股票掛鈎協議。

Directors' Interests in Competing Businesses

The following directors have interests in the following businesses which are considered to compete or are likely to compete, either directly or indirectly, with the businesses of the Group as disclosed pursuant to Rule 8.10 of the Listing Rules:

董事於競爭業務之權益

下列董事被視為擁有根據上市規則第8.10條所披露與本集團業務直接或間接構成競爭或可能構成競爭之業務權益：

Name of director	Name of entity	Description of businesses	Nature of interest of the director in the entity
董事姓名	實體名稱	業務簡介	董事於該實體之權益性質
Mr. Doo Wai Hoi, William 杜惠愷先生	New World Development Company Limited group of companies 新世界發展有限公司旗下集團	Property development and investment and department store operations 物業發展及投資及百貨營運	Director 董事
	Ace Action Ltd. group of companies Ace Action Ltd. 旗下集團	Property investment 物業投資	Director and shareholder 董事及股東
	Amelia Gold Limited group of companies Amelia Gold Limited 旗下集團	Property investment 物業投資	Director and shareholder 董事及股東
	Fortune Success Limited group of companies 勝運有限公司旗下集團	Property investment 物業投資	Director and shareholder 董事及股東
	Fung Seng Enterprises Investment Company Limited group of companies 豐盛企業投資有限公司旗下集團	Property investment 物業投資	Director and shareholder 董事及股東
	Fung Seng Enterprises Limited group of companies 豐盛創建企業有限公司旗下集團	Property investment and management 物業投資及管理	Director and shareholder 董事及股東
	Golden Wealth Investment Limited group of companies 金寶投資有限公司旗下集團	Property investment and development 物業投資及發展	Director and shareholder 董事及股東
	Oriental Triumph Inc. group of companies 東凱有限公司旗下集團	Property and hotel investment 物業及酒店投資	Director and shareholder 董事及股東

Name of director 董事姓名	Name of entity 實體名稱	Description of businesses 業務簡介	Nature of interest of the director in the entity 董事於該實體之權益性質
Mr. Doo Wai Hoi, William (continued) 杜惠愷先生(續)	Silver City International Limited group of companies Silver City International Limited 旗下集團	Property investment 物業投資	Director and shareholder 董事及股東
	Sunshine Dragon Group Limited group of companies Sunshine Dragon Group Limited 旗下集團	Property investment 物業投資	Director and shareholder 董事及股東
Ms. Lau Yuk Wai, Amy 劉玉慧女士	Chinese Estates Holdings Limited Chinese Estates Holdings Limited (華人置業集團)	Property investment and development 物業投資及發展	Director 董事

As the Board of the Company is independent of the boards of the above-mentioned companies and none of the above directors are in control of the Board of the Company, the Group is therefore capable of carrying on its businesses independently and at arm's length with the businesses of these companies.

本公司董事會乃獨立於上述公司的董事會，且概無上述董事可控制本公司董事會，故本集團有能力獨立於該等公司的業務及按公平磋商進行其業務。

Directors' Interests in Transactions, Arrangements and Contracts

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

董事於交易、安排及合約之權益

本公司董事或與董事有關連的任何實體概無於本公司或其任何附屬公司所訂立且於本年度年結日或年內任何時間仍然生效之重大交易、安排或合約中，直接或間接擁有重大權益。

Permitted Indemnity Provision

Pursuant to the Company's articles of association, every director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto. There is appropriate directors' and officers' liability insurance coverage for the directors and officers of the Group.

獲准許之彌償條文

根據本公司之組織章程細則，每位董事有權就其任期內，或因執行其職務而可能遭致或發生與此相關之一切損失或責任從本公司資產中獲得彌償。本公司已為本集團董事及高級職員購買適當的董事及高級職員責任保險作為保障。

Specific Performance Covenant on Controlling Shareholders

In July 2016, the Company as guarantor and through its wholly-owned subsidiary as borrower entered into a HK\$8 billion 5-year secured loan facility agreement with a group of banks.

In April 2017, a wholly-owned subsidiary of the Company, as borrower, entered into a facility agreement with a syndicate of financial institutions for a term loan of up to HK\$9 billion. The final maturity date of the facility shall be the earlier of the date falling (i) 60 months from the utilisation date of the facility; and (ii) 6 months after issuance of a certificate of compliance by the Director of Lands for the development of the New Kowloon Land Lot No. 6557, Kai Tak Area 1E Site 2, Kowloon, Hong Kong.

Under the aforesaid facility agreements, unless with the banks' written consent, Mr. Lau Luen Hung, Thomas, his family members and/or his family trust arrangements and Mr. Lau Luen Hung, Joseph's family members and/or his family trust arrangements shall remain the major shareholders of the Company with shareholding interest, directly or indirectly, of not less than 50.1% and retain management control of the Group.

Related Party Transactions

None of the related party transactions in note 33 to the consolidated financial statements constituted connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

Purchase, Sale or Redemption of the Company's Securities

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any listed securities of the Company during the year ended 31 December 2019.

Remuneration Policy

The remuneration policy of the Group is set on the basis of the employees' merit, qualifications and competence. The emoluments of the directors of the Company are reviewed by the remuneration committee, taking into consideration of the Company's operating results, individual performance and comparable market statistics.

Employees

As at 31 December 2019, the Group employed a total of 659 employees in Hong Kong. Staff costs (excluding directors' emoluments) amounted to HK\$220.7 million (2018: HK\$237.9 million) for the year. The Group ensures that the pay levels of its employees are competitive and in line with the market trend and its employees are rewarded on a performance related basis within the general framework of the Group's salary and bonus system.

控股股東須履行之特定責任

於二零一六年七月，本公司(作為擔保人)及透過其全資附屬公司(作為借款人)與一銀團訂立80億港元5年期有抵押貸款融資協議。

於二零一七年四月，本公司之全資附屬公司(作為借款人)與若干金融機構訂立總金額不超過90億港元貸款融資協議。該融資額度的最終到期日將為(i)自該融資額度提款之日起60個月；及(ii)地政總署署長簽發有關香港九龍啟德第1E區2號土地的新九龍內地段第6557號開發之合規證明後6個月屆滿之日(以較早者為準)。

根據上述融資協議，除非銀行書面同意，劉鑾鴻先生、其家族成員及/或家族信託安排以及劉鑾雄先生的家族成員及/或家族信託安排需繼續為本公司的主要股東，合共持有的股權(不論直接或間接)不低於50.1%，並繼續對本集團擁有管理控制權。

關連人士交易

於綜合財務報表附註33的關連人士交易並無構成上市規則第14A章界定之關連交易或持續關連交易。

購買、出售或贖回本公司證券

於截至二零一九年十二月三十一日止年度內，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

薪酬政策

本集團之薪酬政策按僱員之表現、資歷及能力而制定。本公司董事之酬金乃由薪酬委員會經考慮本公司經營業績、個別表現及比較市場數據而作出檢討。

僱員

於二零一九年十二月三十一日，本集團於香港共僱用659名僱員。本年度之員工成本(不包括董事酬金)為220.7百萬港元(二零一八年：237.9百萬港元)。本集團確保僱員薪酬水平符合市場趨勢並具競爭力，僱員之薪酬乃根據本集團之一般薪金及花紅制度因應僱員表現釐定。

Sufficiency of Public Float

Based on information publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's shares has been held by the public as at the date of this report.

Auditor

Messrs. Deloitte Touche Tohmatsu ("Deloitte") has resigned as the auditor of the Company with effect from 4 November 2019 and Messrs. PricewaterhouseCoopers ("PwC") has been appointed as the auditor of the Company with effect from 11 November 2019 to fill the vacancy following the resignation of Deloitte.

The consolidated financial statements for the year have been audited by PwC. A resolution will be submitted to the forthcoming annual general meeting of the Company to reappoint PwC as auditor of the Company.

On behalf of the Board

Lau Kam Shim

Executive Director

9 March 2020

足夠公眾持股量

根據本公司所獲之公開資料及據董事所知悉，於本報告日期，公眾人士最少持有本公司股份之25%。

核數師

德勤•關黃陳方會計師行(「德勤」)已退任本公司核數師，自二零一九年十一月四日起生效，而羅兵咸永道會計師事務所(「羅兵咸永道」)已獲委任為本公司核數師，自二零一九年十一月十一日生效，以填補德勤辭任之空缺。

本年度綜合財務報表已經由羅兵咸永道審核。本公司將於即將舉行之股東週年大會提呈續聘羅兵咸永道為本公司核數師之決議案。

代表董事會

劉今蟾

執行董事

二零二零年三月九日

Independent Auditor's Report

獨立核數師報告



**TO THE SHAREHOLDERS OF
LIFESTYLE INTERNATIONAL HOLDINGS LIMITED**
(incorporated in the Cayman Islands with limited liability)

Opinion

What we have audited

The consolidated financial statements of Lifestyle International Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 82 to 170, which comprise:

- the consolidated statement of financial position as at 31 December 2019;
- the consolidated statement of profit or loss and other comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

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

羅兵咸永道

致利福國際集團有限公司股東

(於開曼群島註冊成立的有限公司)

意見

我們已審計的內容

利福國際集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第82至170頁的綜合財務報表，包括：

- 於二零一九年十二月三十一日的綜合財務狀況表；
- 截至該日止年度的綜合損益及其他全面收益表；
- 截至該日止年度的綜合權益變動表；
- 截至該日止年度的綜合現金流量表；及
- 綜合財務報表附註，包括主要會計政策概要。

我們的意見

我們認為，該等綜合財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了貴集團於二零一九年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

意見的基礎

我們已根據香港會計師公會頒布的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

Independence

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Key audit matter identified in our audit is related to valuation of investment property.

Key Audit Matter 關鍵審計事項

Valuation of investment property 投資物業的估值

Refer to note 3 and 14 to the consolidated financial statements.
請參閱綜合財務報表附註3及14。

The Group's investment property, represented its Kai Tak development project, amounted to HK\$5,420 million as at 31 December 2019 and a fair value loss of HK\$174 million was recognised under "fair value changes on investment property" in the consolidated financial statements.

於二零一九年十二月三十一日，本集團的投資物業（即啟德發展項目）達5,420百萬港元，並於綜合財務報表「投資物業的公平值變動」確認公平值虧損174百萬港元。

Management engaged an independent professional valuer ("valuer") to evaluate the fair value of the investment property. The valuation was derived using income approach. The valuation is dependent on certain key assumptions that require significant management judgements including capitalisation rates, prevailing market rents and estimated costs to completion.

管理層委聘獨立專業估值師（「估值師」）評估投資物業的公平值。估值乃使用收入法得出。估值取決於若干關鍵假設，規定重大管理層判斷，包括資本化比率、現行市場租金及估計竣工成本。

The existence of significant judgments in the assumptions used in the property valuation warrants specific audit focus and attention on this area. 物業估值所使用的假設存在重大判斷，故審計過程中需著重關注相關領域。

獨立性

根據香港會計師公會頒布的《專業會計師道德守則》（以下簡稱「守則」），我們獨立於貴集團，並已履行守則中的其他專業道德責任。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。我們在審計中識別的關鍵審計事項與投資物業的估值有關。

How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項

Our procedures in relation to the assessment of the key assumptions used in management's valuation of the investment property included: 就管理層對投資物業所進行之估值中採用的關鍵假設，我們的程序包括：

- Evaluating the competence, capability and objectivity of the valuer;
評估估值師的資歷、能力和客觀性；
- Reviewing the valuation report prepared by the valuer;
審閱估值師編製的估值報告；
- Discussing with the valuer key assumptions applied and assessing the methodologies used by the valuer with the involvement of our in-house valuation experts;
與估值師討論估值師所應用的關鍵假設，並讓我們內部估值專家參與評估估值師所採用的方法；

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

- Assessing key assumptions used by the valuer by comparing them with our own expectation using evidence from comparable market transactions, historical records and approved budgets with the involvement of our in-house valuation experts, including:
透過本所內部估值專家的參與，基於可比市場交易、歷史記錄及已批核預算成本等憑證得出的預期值，與估值師所使用的關鍵假設進行比較，當中包括：
 - Comparing capitalisation rates to published market yields; and
將資本化比率與公佈的市場收益率進行比較；及
 - Comparing market rents to leasing transactions of comparable properties.
將市場租金與可比物業的租賃交易進行比較。
- Comparing estimated costs to completion to approved budgets.
將估計竣工成本與已批核預算進行比較。

We found the key assumptions used in management's valuation of investment property were supported by the available evidence.

我們發現，管理層對投資物業進行估值時所採用的關鍵假設有據可依。

其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，但不包括綜合財務報表及我們的核數師報告。

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

Other Information

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

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

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

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

Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及治理層就綜合財務報表須承擔的責任

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

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

治理層須負責監督 貴集團的財務報告過程。

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向 閣下（作為整體）報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負責或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
 - Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：
- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
 - 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。
 - 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
 - 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
 - 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
 - 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Cheng Woon Yin Michael.

除其他事項外，我們與治理層溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

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

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

出具本獨立核數師報告的審計項目合夥人是鄭煥然。

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 9 March 2020

羅兵咸永道會計師事務所
執業會計師

香港，二零二零年三月九日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

for the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Note 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Turnover	營業額	4	3,542,032	4,358,010
Cost of sales	銷售成本		(888,869)	(1,142,748)
Gross profit	毛利		2,653,163	3,215,262
Other income, gains and losses	其他收入、收益及虧損	6	147,165	108,507
Selling and distribution costs	銷售及分銷成本		(697,344)	(721,950)
Administrative expenses	行政開支		(137,787)	(137,485)
Interest and investment gains/(losses)	利息及投資收益/(虧損)	7	740,176	(270,971)
Fair value changes on investment property	投資物業公平值變動	14	(173,959)	251,200
Finance costs	融資成本	8	(365,238)	(282,187)
Profit before taxation	除稅前溢利		2,166,176	2,162,376
Taxation	稅項	9	(275,500)	(472,306)
Profit for the year	本年度溢利	10	1,890,676	1,690,070
Profit for the year attributable to owners of the Company	本公司擁有人應佔 本年度溢利		1,890,676	1,690,070
Other comprehensive income	其他全面收益			
<i>Items that will not be reclassified to profit or loss:</i>	<i>隨後不會重新分類至損益之項目：</i>			
Fair value change on financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產的公平值變動		25,528	—
Other comprehensive income for the year (net of tax)	本年度其他全面收益 (扣除稅項)		25,528	—
Total comprehensive income for the year attributable to owners of the Company	本公司擁有人應佔本年度 全面收入總額		1,916,204	1,690,070
Earnings per share for profit attributable to owners of the Company — Basic and diluted	本公司擁有人應佔溢利 之每股盈利 — 基本 及攤薄	13	HK\$1.26	HK\$1.08

Consolidated Statement of Financial Position

綜合財務狀況表

at 31 December 2019 於二零一九年十二月三十一日

		Note 附註	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元
Non-current assets	非流動資產			
Investment property	投資物業	14	5,420,000	5,132,000
Property, plant and equipment	物業、廠房及設備	15	6,291,532	5,876,308
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產	18	633,121	—
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	19	15,871	19,137
Deposits	按金		72,248	63,503
			12,432,772	11,090,948
Current assets	流動資產			
Inventories	存貨	16	38,615	44,783
Trade and other receivables	應收賬款及其他應收款項	17	102,811	154,781
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	19	3,306,082	3,080,999
Time deposits	定期存款	20	1,508,698	4,782,877
Cash and cash equivalents	現金及現金等價物	20	7,112,561	1,413,115
			12,068,767	9,476,555
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款項	21	826,275	1,046,371
Contract liabilities	合約負債	22	138,294	153,496
Lease liabilities	租賃負債		76,144	—
Tax payable	應繳稅項		490,926	290,459
Bank borrowings — due within one year	銀行借貸 — 一年內到期	23	4,070,966	3,099,958
Financial liabilities at fair value through profit or loss	按公平值計入損益之金融負債	19	12	3,773
			5,602,617	4,594,057
Non-current liabilities	非流動負債			
Bank borrowings — due after one year	銀行借貸 — 一年後到期	23	7,641,212	8,114,291
Bonds — due after one year	債券 — 一年後到期	24	6,962,233	4,656,499
Lease liabilities	租賃負債		210,876	—
Deferred tax liabilities	遞延稅項負債	25	243,297	271,272
			15,057,618	13,042,062
			3,841,304	2,931,384

Consolidated Statement of Financial Position (continued) 綜合財務狀況表(續)
at 31 December 2019 於二零一九年十二月三十一日

		Note 附註	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元
Capital and reserves	資本及儲備			
Share capital	股本	26	7,510	7,510
Reserves	儲備		3,833,794	2,923,874
Equity attributable to owners of the Company	本公司擁有人應佔權益		3,841,304	2,931,384

The consolidated financial statements on pages 82 to 170 were approved and authorised for issue by the Board of Directors on 9 March 2020 and are signed on its behalf by:

第82至170頁綜合財務報表獲董事會於二零二零年三月九日批准及授權刊發，並由下列董事代表簽署：

Ms. Lau Kam Shim
劉今蟾小姐
Executive Director
執行董事

Mr. Lau Kam Sen
劉今晨先生
Executive Director
執行董事

Consolidated Statement of Changes in Equity

綜合權益變動表

for the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔部分						
		Share capital	Capital redemption reserve	Asset revaluation reserve	Merger reserve	Investment revaluation reserve	Retained profits	Total
		股本	資本贖回儲備	資產重估儲備	合併儲備	投資重估儲備	保留溢利	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
					(note a) (附註a)			
At 1 January 2018	於二零一八年一月一日	8,013	687	3,680	—	—	3,866,286	3,878,666
Profit and total comprehensive income for the year	本年度溢利及全面收益總額	—	—	—	—	—	1,690,070	1,690,070
Share repurchase	股份購回							
— repurchase of shares	— 購回股份	(503)	—	—	—	—	—	(503)
— premium on repurchase of shares	— 購回股份溢價	—	—	—	—	—	(1,542,403)	(1,542,403)
— transfer	— 轉讓	—	503	—	—	—	(503)	—
Dividend paid to Majestic Eagle Limited	支付予Majestic Eagle Limited的股息	—	—	—	—	—	(36,258)	(36,258)
Acquisition of an entity under common control	收購一間受共同控制實體公司	—	—	—	(52,000)	—	—	(52,000)
Transfer from retained profits	自保留溢利轉移	—	—	—	52,000	—	(52,000)	—
Transactions with owners in their capacity as owners:	與擁有人以其擁有人身份進行的交易							
Dividends paid (Note 12)	已派付股息(附註12)	—	—	—	—	—	(1,006,188)	(1,006,188)
At 31 December 2018	於二零一八年十二月三十一日	7,510	1,190	3,680	—	—	2,919,004	2,931,384
Profit for the year	本年度溢利	—	—	—	—	—	1,890,676	1,890,676
Other comprehensive income for the year	本年度其他全面收益	—	—	—	—	25,528	—	25,528
Transactions with owners in their capacity as owners:	與擁有人以其擁有人身份進行的交易							
Dividends paid (Note 12)	已派付股息(附註12)	—	—	—	—	—	(1,006,284)	(1,006,284)
At 31 December 2019	於二零一九年十二月三十一日	7,510	1,190	3,680	—	25,528	3,803,396	3,841,304

Note:

a. Merger reserve arose from the application of merger accounting method in relation to the acquisition of an entity under common control.

附註：

a. 合併儲備乃因收購一間受共同控制實體公司而採用合併會計處理而產生。

Consolidated Statement of Cash Flows

綜合現金流量表

for the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
OPERATING ACTIVITIES	經營業務		
Profit before taxation	除稅前溢利	2,166,176	2,162,376
Adjustments for:	經作出以下調整：		
Interest income on bank deposits	銀行存款之利息收入	(201,670)	(159,022)
Finance costs	融資成本	365,238	282,187
Depreciation of property, plant and equipment	物業、廠房及設備折舊	271,384	185,078
Dividend income from financial assets at fair value through profit or loss	按公平值計入損益之金融資產之股息收入	(59,650)	(74,934)
Dividend income from financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產之股息收入	(2,919)	—
Interest income from financial assets at fair value through profit or loss	按公平值計入損益之金融資產之利息收入	(72,086)	(11,052)
(Gain)/loss on disposal/write off of property, plant and equipment	出售/撤銷物業、廠房及設備(收益)/虧損	(168)	2,922
Fair value changes in respect of financial assets at fair value through profit or loss	按公平值計入損益之金融資產之公平值變動	(403,851)	515,979
Fair value changes on investment property	投資物業之公平值變動	173,959	(251,200)
Unrealised exchange (gain)/loss	未變現之匯兌(收益)/虧損	(19,703)	13,598
Provision/(reversal of provision) for obsolete inventories	滯銷存貨撥備/(撥回)	22	(26)
(Reversal of provision)/provision for trade and other receivables, net	就應收賬款及其他應收款項(撥回)/撥備，淨額	(11)	18
Operating cash flows before movements in working capital	營運資金變動前經營現金流量	2,216,721	2,665,924
Decrease/(increase) in inventories	存貨減少/(增加)	6,146	(6,452)
Decrease in trade and other receivables	應收賬款及其他應收款項減少	48,751	8,724
Decrease in trade and other payables	應付賬款及其他應付款項減少	(329,272)	(13,277)
Decrease in contract liabilities	合約負債減少	(15,202)	(3,290)
Cash generated from operations	經營業務所得現金	1,927,144	2,651,629
Interest received	已收利息	204,900	136,733
Hong Kong Profits Tax paid	已繳香港利得稅	(103,008)	(344,847)
NET CASH FROM OPERATING ACTIVITIES	經營業務所得現金淨額	2,029,036	2,443,515

Consolidated Statement of Cash Flows (continued) 綜合現金流量表(續)
for the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
INVESTING ACTIVITIES	投資活動		
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平值計入損益之金融資產所得款	5,451,901	1,833,116
Interest received from financial assets at fair value through profit or loss	按公平值計入損益之金融資產之已收利息	93,413	11,052
Dividend received from financial assets at fair value through profit or loss	從按公平值計入損益之金融資產之已收股息	59,650	74,934
Dividend received from financial assets at fair value through other comprehensive income	從按公平值計入其他全面收益之金融資產之已收股息	2,919	—
Purchase of financial assets at fair value through profit or loss	購買按公平值計入損益之金融資產	(5,289,201)	(2,075,559)
Purchase of financial assets at fair value through other comprehensive income	購買按公平值計入其他全面收益之金融資產	(607,593)	—
Purchase of property, plant and equipment	購買物業、廠房及設備	(239,343)	(265,825)
Deposit paid for acquisition of property, plant and equipment	收購物業、廠房及設備之已付按金	(36,274)	—
Additions to investment property	購買投資物業	(218,170)	(154,528)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款	225	11
Decrease/(increase) of time deposits, net	定期存款減少/(增加)·淨額	3,274,179	(4,782,877)
NET CASH GENERATED FROM/(USED IN) INVESTING ACTIVITIES	投資活動所得/(所用)現金淨額	2,491,706	(5,359,676)
FINANCING ACTIVITIES	融資活動		
New bank borrowings raised	新借銀行貸款	1,233,237	39,343
Proceeds from new bonds issued	新發行債券之所得款	2,326,899	—
Shares repurchased	已購回股份	—	(1,542,906)
Cash consideration paid upon acquisition of an entity under common control	收購一間受共同控制的實體公司時支付之現金代價	—	(52,000)
Repayment of bank borrowings	償還銀行貸款	(765,589)	(40,926)
Dividends paid	已派付股息	(1,006,284)	(1,006,188)
Repayment of principal elements of lease liabilities	償還租賃負債之本金部分	(65,988)	—
Dividend paid to Majestic Eagle	支付予Majestic Eagle之股息	—	(36,258)
Finance costs paid	已付融資成本	(529,871)	(454,934)
NET CASH GENERATED FROM/(USED IN) FINANCING ACTIVITIES	融資活動所得/(所用)現金淨額	1,192,404	(3,093,869)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加/(減少)淨額	5,713,146	(6,010,030)
EFFECT OF FOREIGN EXCHANGE RATE DIFFERENCE	匯率差異之影響	(13,700)	77
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	年初現金及現金等價物	1,413,115	7,423,068
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	年終現金及現金等價物	7,112,561	1,413,115

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

1. General

Lifestyle International Holdings Limited (the “Company”) is incorporated as an exempted company with limited liability under the Companies Law in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section of the annual report. The Company is an investment holding company. Its subsidiaries are principally engaged in the operation of department stores, property development and investment in Hong Kong.

The Company’s ultimate controlling party is Mr. Lau Luen Hung, Thomas (“Mr. Lau”), who is the Chairman and a non-executive director of the Company.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company.

2. Summary of significant accounting policies

The principal accounting policies applied in the preparation of those consolidated financial statements are set out below. These policies have been consistently applied to all the years presently unless otherwise stated.

(a) Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants and disclosure requirements of the Hong Kong Companies Ordinance (“HKCO”) (Cap. 622).

The consolidated financial statements have been prepared on a historical cost basis, except for the financial assets and liabilities at fair value through profit or loss/other comprehensive income and investment property, which are measured at fair value. The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 3.

Certain comparative figures have been reclassified to conform to the current year’s presentation.

1. 一般事項

利福國際集團有限公司(「本公司」)為一間於開曼群島根據開曼群島公司法註冊成立為受豁免有限公司，其股份於香港聯合交易所有限公司(「聯交所」)上市。本公司的註冊辦事處及香港主要營業地點之地址於年報企業資料一節內披露。本公司為投資控股公司。其附屬公司主要於香港從事百貨店經營、物業發展及投資。

本公司的最終控制方為本公司的主席兼非執行董事劉鑾鴻先生(「劉先生」)。

綜合財務報表以港元(「港元」)列值，該貨幣亦為本公司功能貨幣。

2. 主要會計政策概要

編製該等綜合財務報表所應用的主要會計政策載列如下。除另有指明外，此等政策於呈列的所有年度貫徹應用。

(a) 綜合基準

本集團的綜合財務報表乃根據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」)及香港法例第622章《香港公司條例》(「香港公司條例」)的披露規定編製。

綜合財務報表乃根據歷史成本基準編製，惟以公平值計入損益/其他全面收益之金融資產及負債以及投資物業按公平值計量則除外。遵照香港財務報告準則編製財務報表時，需使用若干重大會計估計。管理層亦須於應用本集團的會計政策時行使其判斷。涉及高度判斷或複雜性的範疇，或涉及對於綜合財務報表作出重大假設及估計的範疇於附註3披露。

若干比較數字已重新分類以符合本年度之呈列。

2. Summary of significant accounting policies (continued)

(a) Basis of preparation (continued)

(i) *New and amendments to HKFRSs that are mandatorily effective for the current year*

The Group has applied the following new and amendments to HKFRSs and an interpretation issued by the HKICPA for the first time in the current year:

HKAS 19 (Amendment)	Plan amendment, curtailment or settlement
HKAS 28 (Amendment)	Long-term investments in associates and joint ventures
HKFRS 9 (Amendment)	Prepayment features with negative compensation
HKFRS 16	Leases
HK (IFRIC)-Int 23	Uncertainty over income tax treatments
Annual improvement project	Annual improvement 2015-2017 cycle

Except as described below, the application of the new and amendments to HKFRSs and the interpretation in the current year has had no material impact on the Group's financial performance and position for the current and prior year and/or on the disclosures set out in these consolidated financial statements.

HKFRS 16 "Leases" — Impact of adoption

The Group has adopted HKFRS 16 from 1 January 2019, resulting in changes in accounting policies and adjustments to the amounts recognised in the consolidated financial statements. In accordance with the transition provisions in HKFRS 16, the Group has adopted the simplified approach for transition to the new lease standard. The reclassification and the adjustments arising from the new rules are therefore not reflected in the consolidated statement of financial position as at 31 December 2018, but are recognised in the opening consolidated statement of financial position on 1 January 2019.

2. 主要會計政策概要(續)

(a) 綜合基準(續)

(i) 於本年度強制生效之新訂及經修訂香港財務報告準則

本集團於本年度首次應用以下香港會計師公會頒佈之新訂及經修訂香港財務報告準則以及詮釋：

香港會計準則第19號 (修訂本)	計劃修改、縮減或解決
香港會計準則第28號 (修訂本)	於聯營公司和合資企業的長期投資
香港財務報告準則第9號(修訂本)	具有負補償的提前還款特徵
香港財務報告準則第16號	租賃
香港(國際財務報告詮釋委員會)一詮釋第23號	所得稅處理的不確定性
年度改善項目	二零一五年至二零一七年週期之年度改善

除下文所述外，於本年度應用之新訂及經修訂香港財務報告準則以及詮釋，對本集團於本年度及過往年度之財務表現及狀況及／或於該等綜合財務報表所載列之披露並無重大影響。

香港財務報告準則第16號「租賃」— 應用之影響

從二零一九年一月一日，本集團應用香港財務報告準則第16號，導致會計政策變更以及於綜合財務報表中對已確認金額作出調整。根據香港財務報告準則第16號的過渡條文，本集團已採用簡化方法過渡至新租賃準則。因此，根據新規則產生的重新分類和調整未反映在二零一八年十二月三十一日之綜合財務狀況表中，而是於二零一九年一月一日的期初綜合財務狀況表中確認。

2. Summary of significant accounting policies (continued)

(a) Basis of preparation (continued)

(i) New and amendments to HKFRSs that are mandatorily effective for the current year (continued)

HKFRS 16 "Leases" — Impact of adoption (continued)

On adoption of HKFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as "operating leases" under the principles of HKAS 17 "Leases". These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 January 2019. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 1 January 2019 was 3.5%.

2. 主要會計政策概要(續)

(a) 綜合基準(續)

(i) 於本年度強制生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號「租賃」— 應用之影響(續)

於應用香港財務報告準則第16號，本集團就先前根據香港會計準則第17號「租賃」的原則分類為「經營租賃」的租賃確認租賃負債。該等負債以剩餘租賃付款金額的現值計量，並使用承租人於二零一九年一月一日的增量借款利率進行折現。於二零一九年一月一日適用於租賃負債之承租人加權平均增量借款利率為3.5%。

		2019 二零一九年 HK\$'000 千港元
Operating lease commitments disclosed as at 31 December 2018	於二零一八年十二月三十一日披露的經營租賃承擔	390,807
Discounted using the lessee's incremental borrowing rate at the date of initial application	於首次應用日期時，以承租人的增量借款利率折現	356,203
Less: low-value leases not recognised as a liability	減：不確認為負債之低價值租賃	(3,195)
Lease liability recognised as at 1 January 2019	於二零一九年一月一日確認之租賃負債	353,008

The associated right-of-use assets were measured at the amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position as at 31 December 2018. There were no onerous lease contracts that would have required an adjustment to the right-of-use assets at the date of initial application.

相關使用權資產按相等於租賃負債的金額計量，並以於二零一八年十二月三十一日在財務狀況表確認有關租賃的任何預付或應計租賃付款的金額作出調整。於初次應用日期，並無具限制條件之租賃合約，須就使用權資產作出調整。

2. Summary of significant accounting policies (continued)

(a) Basis of preparation (continued)

(i) **New and amendments to HKFRSs that are mandatorily effective for the current year (continued)**

HKFRS 16 "Leases" — Impact of adoption (continued)

From 1 January 2019, leases are recognised as a right-of-use asset (included in property, plant and equipment which are presented in the consolidated statement of financial position) and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

In applying HKFRS 16 for the first time, the Group has used the following practical expedients permitted by the standard:

- the use of a single discount rate to a portfolio of leases with reasonably similar characteristics;
- reliance on previous assessments on whether leases are onerous;
- the exclusion of initial direct costs for the measurement of the right-of-use asset at the date of initial application.

2. 主要會計政策概要(續)

(a) 綜合基準(續)

(i) 於本年度強制生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號「租賃」— 應用之影響(續)

自二零一九年一月一日起，在本集團可使用租賃資產之日，租賃確認為一項使用權資產(計入綜合財務狀況表呈列的物業、廠房及設備)及相應負債。每筆租賃付款均在負債與融資成本之間分攤。融資成本在租賃期內計入損益，以使各期負債餘額產生一致的定期利率。使用權資產按平均等額法在資產可使用年期與租賃期(以較短者為準)內計提折舊。

於首次應用香港財務報告準則第16號時，本集團已使用該準則所允許的以下可行權宜方法：

- 對具有合理相似特徵的租賃組合使用單一貼現率；
- 根據前期評估判斷租賃是否具限制條件；
- 撇除於初始應用日期計量使用權資產的初始直接成本。

2. Summary of significant accounting policies (continued)

(a) Basis of preparation (continued)

(i) New and amendments to HKFRSs that are mandatorily effective for the current year (continued)

HKFRS 16 "Leases" — Impact of adoption (continued)

The adjustments on the consolidated statement of financial position as at 1 January 2019 are summarised below:

Consolidated Statement of Financial Position (extract)	綜合財務狀況表 (摘錄)	At 31 December 2018 於二零一八年十二月三十一日 HK\$'000 千港元 (as originally presented) (原本列賬)	Effect of adoption of HKFRS 16 應用香港財務報告準則第16號之影響 HK\$'000 千港元	At 1 January 2019 於二零一九年一月一日 HK\$'000 千港元 (restated) (重列)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	5,876,308	353,008	6,229,316
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	—	(287,019)	(287,019)
Current liabilities	流動負債			
Lease liabilities	租賃負債	—	(65,989)	(65,989)
		5,876,308	—	5,876,308

2. 主要會計政策概要(續)

(a) 綜合基準(續)

(i) 於本年度強制生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號「租賃」— 應用之影響(續)

於二零一九年一月一日對綜合財務狀況表作出以下調整，概括如下：

2. Summary of significant accounting policies (continued)

(a) Basis of preparation (continued)

(ii) *New and amendments to HKFRSs in issue but not yet effective*

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

New standards and amendments

新訂及經修訂準則

New standards and amendments		Effective for accounting periods beginning on or after
新訂及經修訂準則		於以下日期或之後開始的會計期間生效
HKAS 1 and HKAS 8 (amendments) 香港會計準則第1號及香港會計準則第8號(修訂本)	Definition of material 重大性的定義	1 January 2020 二零二零年一月一日
HKAS 39, HKFRS 7 and HKFRS 9 (amendments) 香港會計準則第39號、香港財務報告準則第7號及香港財務報告準則第9號(修訂本)	Hedge accounting 對沖會計處理	1 January 2020 二零二零年一月一日
HKFRS 3 (amendment) 香港財務報告準則第3號(修訂本)	Definition of a business 業務的定義	1 January 2020 二零二零年一月一日
Conceptual Framework for Financial Reporting 2018 二零一八年財務報告之概念框架	Revised conceptual framework for financial reporting 財務報告之經修訂概念框架	1 January 2020 二零二零年一月一日
HKFRS 17 香港財務報告準則第17號	Insurance contracts 保險合約	1 January 2021 二零二一年一月一日
HKFRS 10 and HKAS 28 (amendments) 香港財務報告準則第10號及香港會計準則第28號(修訂本)	Sale or contribution of assets between an investor and its associate or joint venture 投資者與其聯營公司或合資企業之間的出售或注入資產	To be announced 有待公佈

Management is in the process of making an assessment of the impact of these new standards and amendments in the period of initial application. These new standards and amendments are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

2. 主要會計政策概要(續)

(a) 綜合基準(續)

(ii) *已頒佈但未生效之新訂及經修訂香港財務報告準則*

本集團並無提早採用以下已頒佈但未生效之新訂及經修訂香港財務報告準則：

Effective for accounting periods beginning on or after 於以下日期或之後開始的會計期間生效

管理層正評估該等新訂及經修訂準則對首次應用期間的影響。預期該等新訂及經修訂準則不會於目前或未來報告期間及對本集團及可見未來交易有重大影響。

2. Summary of significant accounting policies (continued)

(b) Consolidation

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

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

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

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

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

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

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

2. 主要會計政策概要(續)

(b) 綜合入賬

綜合財務報表包括本公司與本公司所控制實體及其附屬公司的財務報表。控制得到實現是當本公司：

- 對被投資方有控制權；
- 對其因參與被投資方的可變回報之風險或權力；及
- 有能力運用其權力影響其回報。

倘事實及情況反映上文所列三項控制因素其中一項或多項改變，則本集團會重估是否仍然控制被投資方。

本集團獲得附屬公司控制權時便開始將附屬公司綜合入賬，於本集團喪失控制權時則終止入賬。具體而言，年內所收購或出售附屬公司之收入及開支於本集團獲得控制權日期綜計入綜合損益及其他全面收益表，直至本集團不再控制該附屬公司為止。

必要時會調整附屬公司財務報表以使其會計政策與本集團會計政策一致。

所有有關本集團成員之間的集團內資產及負債、權益、收入、開支及現金流量會於綜合時全數對銷。

於附屬公司之非控股權益與本集團於當中的權益分開呈列，指現時擁有之權益且賦予持有人權利於清盤時按比例分佔相關附屬公司淨資產。

2. Summary of significant accounting policies (continued)

(b) Consolidation (continued)

Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the statement of financial position where the Group currently has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The Group has also entered into arrangements that do not meet the criteria for offsetting but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or the termination of a contract.

(c) Revenue from contracts with customers

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer. The revenues are presented as turnover in the consolidated statement of profit or loss and other comprehensive income.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

2. 主要會計政策概要(續)

(b) 綜合入賬(續)

獨立財務報表

於附屬公司的投資按成本扣除減值入賬。成本包括投資的直接歸屬成本。本公司將附屬公司的業績按已收及應收股息基準入賬。

倘自附屬公司收取的股息超出該附屬公司於宣派股息期間的綜合收益總額，或該項投資於獨立財務報表的賬面價值超出合併財務狀況表所示被投資方的淨資產(包括商譽)的賬面價值，則須於收取該股息時對於附屬公司的該等投資進行減值測試。

抵銷金融工具

當本集團現時有法定可執行權力可抵銷已確認金額，並有意圖按淨額基準結算或同時變現資產和結算負債時，金融資產與負債可互相抵銷，並在財務狀況表報告其淨額。本集團亦訂立不符合抵銷標準的安排，但在部份情況下仍允許相關金額抵銷，例如破產或終止合約。

(c) 來自顧客合約之收益

根據香港財務報告準則第15號，本集團於完成履約責任時(或就此)確認收益，即於特定履約責任相關的商品或服務的「控制權」轉讓予顧客時。收入於綜合損益及其他全面收益表中以營業額呈列。

履約責任代表可分別的或一系列可分別的貨品或服務(或一捆子貨品或服務)。

2. Summary of significant accounting policies (continued)

(c) Revenue from contracts with customers (continued)

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

For direct sales of goods, revenue is recognised when control of the goods has transferred, being at the point the customer purchases the goods at the department stores.

For income from concessionaire and "After Purchase Order" ("APO") sales, the Group recognises commission income over time which it is entitled to and is based on certain percentage of sales made by the concessionaires and the APO clients in accordance with the terms of contracts. When they fail to meet the minimum guarantee income in accordance with the terms of certain contracts, the minimum guarantee amount is recognised as income as it is the amount that the Group has the right to receive.

For service income, it represents advertisement and promotional income from customers and the revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation when the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

2. 主要會計政策概要(續)

(c) 來自顧客合約之收益(續)

控制權隨時間轉讓，而倘達成以下其中一個條件，則收益參照相關履約責任完成程度，隨時間確認：

- 本集團履約時，顧客同時收取及消耗本集團履約所提供的利益；
- 本集團履約以創造及提升顧客控制的資產；或
- 本集團履約並無創造對本集團另有用途的資產，及本集團對截至該日已履約的付款擁有強制執行的權利。

否則，當顧客對特定貨品或服務取得控制權時，即確認收益。

就自營銷售貨品而言，收益於貨品的控制權轉移時確認，即顧客於百貨公司購買貨品之時。

就來自特許專櫃及銷售後訂單(「銷售後訂單」)銷售收入而言，本集團於有權收取佣金收入，並按特許專櫃及銷售後訂單顧客根據合約條款作出的若干銷售百分比予以確認。倘彼等無法根據若干合約條款達成最低保證收入，因本集團有權收取該最低保證金額，該金額將會確認為收入。

就服務收入而言，其指來自顧客的廣告及宣傳收入，收益隨時間參考顧客同時收取及消耗本集團履約所提供的利益時完全履行有關履約責任的進度確認。

合約負債指本集團向顧客收取代價(或應收代價金額已到期)而向顧客轉移貨品或服務的責任。

2. Summary of significant accounting policies (continued)

(c) Revenue from contracts with customers (continued)

Contracts with multiple performance obligations (including allocation of transaction price)

For contracts that contain more than one performance obligations including obligation to provide goods or services to customers on complementary basis and customer's options to acquire additional goods or services for free or at a discount in future granted under loyalty reward program, the Group allocates the transaction price to each performance obligation on a relative standalone selling price basis.

The stand-alone selling price of the distinct good or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell a promised good or service separately to a customer.

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

Accounting for unredeemed gift certificate and reward points under customer loyalty program

The unredeemed gift certificate and reward points under customer loyalty program is recorded as contract liabilities, and reflect the value that is expected to be redeemed, i.e. anticipated breakage.

Breakage will need to be estimated considering the guidance on constraining estimates of variable consideration as well as the Group's historical experience with gift certificate and loyalty points under loyalty reward program. Revenue is recognised in regard to breakage in the proportion of gift certificate and loyalty points redeemed in that period and likely to result in the acceleration of revenue when the possibility of redemption becomes remote.

2. 主要會計政策概要(續)

(c) 來自顧客合約之收益(續)

擁有多重履約責任的合約(包括分配交易價格)

就包含多於一項履約責任(包括以補充形式向顧客提供貨品或服務)的合約,而顧客可選擇免費獲取額外貨品或服務,或根據忠誠獎勵計劃所授出的日後折扣,本集團以相關獨立售價基準,將交易價格分配至各項履約責任。

各項履約責任相關的特定貨品或服務獨立售價,乃於合約開始時釐定。有關獨立售價指本集團將承諾的貨品或服務獨立出售予顧客時的價格。

按時間確認收益:計量完成履約責任之進度

完成履約責任之進度乃根據產量法計量,即根據直接計量迄今已轉讓予顧客之貨品或服務價值與合約項下承諾提供之餘下貨品或服務價值相比較確認收益,此方法最能反映本集團於轉讓貨品或服務控制權方面之履約情況。

未兌換禮券及忠誠獎勵計劃下之獎賞積分的會計處理

尚未兌換之禮券及忠誠獎勵計劃下之獎賞積分記錄為合約負債,並反映預期兌換的價值,即預期撇賬。

考慮到可變代價估計之限制上的指引,以及本集團於禮券及忠誠獎勵計劃下之積分的過往經驗,因此將需要就撇賬作出估計。有關撇賬按與該期間已兌換的禮券及忠誠獎勵計劃下之積分的比例確認收益,當兌換的可能性變低時,可能導致收入加快。

2. Summary of significant accounting policies (continued)

(c) Revenue from contracts with customers (continued)

Variable consideration

For contracts that contain variable consideration, the Group recognises the amount of consideration to which it is entitled using the most likely amount, which better predicts the amount of consideration to which the Group is entitled.

The amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

The Group updates the estimated transaction price based on issued statements to consignors and concessionaires (including assessment of whether the variable consideration is constrained) to represent fairly the circumstances present at the end of the reporting period.

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified goods or services before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that goods or services is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

The Group acts as an agent for concessionaire and APO sales as the Group does not control the specific goods provided by the consignors and concessionaires before goods transferred to a customer.

2. 主要會計政策概要(續)

(c) 來自顧客合約之收益(續)

可變代價

就包含可變代價的合約而言，本集團採用最可能的金額，就其有權收取的代價金額作出確認，更適合預測本集團有權收取的代價金額。

交易價格包括可變代價金額，惟僅以當與可變代價相關的不確定性於日後得到解決，而將可變代價金額納入交易價格中將極可能不會導致日後出現重大收益撥回下，方可作出有關納入。

本集團根據已向寄售商及特許專櫃發出的月結單更新預計之交易價格(包括評估可變代價是否受到限制)，以公平地呈列於報告期末存在之情況。

委託人對代理人

當另一方亦有參與提供貨品或服務予顧客時，本集團釐定其應允之性質是否一項提供特定貨品或服務本身的履約責任(即本集團為委託人)，或有關應允之性質為由其他方提供該等貨品或服務的安排(即本集團為代理人)。

倘於特定貨品或服務轉讓予顧客前，本集團對有關貨品或服務擁有控制權，本集團即為委託人。

倘履約責任為安排另一方提供特定貨品或服務，本集團即為代理人。在此情況下，於該貨品或服務轉讓予顧客前，本集團並無對由另一方提供的特定貨品或服務擁有控制權。當本集團為代理人時，本集團因為另一方提供的特定貨品或服務作出安排，而預期有權收取的任何費用或佣金金額確認收益。

由於本集團於貨品轉讓予顧客前，並無由寄售商及特許專櫃提供的特定貨品擁有控制權，因此本集團就特許專櫃及銷售後訂單充當代理人。

2. Summary of significant accounting policies (continued)

(d) Property, plant and equipment

Property, plant and equipment including buildings held for use in the production or supply of goods or services, or for administrative purposes (other than construction in progress) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy.

Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use.

Depreciation is recognised so as to write off the cost of assets (other than construction in progress) less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Items of property, plant and equipment, other than construction in progress, are depreciated after taking into account their estimated residual value, using straight-line method over the following useful lives:

Leasehold land and buildings	Over the lease terms or 40 years
Store and leasehold improvements	Over the shorter of lease terms or 10 years
Plant and machinery	5 to 10 years
Furniture, fixtures and equipment	5 to 10 years
Motor vehicles	5 years

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

2. 主要會計政策概要(續)

(d) 物業、廠房及設備

物業、廠房及設備包括建築物持作用於生產或提供商品或服務，或用作行政用途(在建工程除外)於綜合財務狀況表中乃按成本減其後累計折舊及其後累計減值虧損(如有)列賬。

在建工程以供生產、供應或管理之物業乃按成本減任何已確認減值虧損列賬。成本包括專業費用及按本集團會計政策於合資格資產被資本化借貸成本。

該等物業於落成及備妥作擬定用途時，將適當分類為物業、廠房及設備。

折舊乃按資產成本(除在建工程外)估計可使用年期，減其估計剩餘價值後，以平均等額法撇銷其成本計算。估計可使用年期、估計剩餘價值及折舊方法於每個報告結算日審閱，而任何估計變動之影響以前瞻性基準列賬。

除在建工程外，物業、廠房及設備項目乃計及其估計剩餘價值後，以平均等額法按下列使用年期計算折舊：

租賃土地及樓宇	按租約年期或四十年
店舖及租賃物業裝修	按租約年期或十年(以較短者為準)
廠房及機器	五年至十年
傢俬、固定裝置及設備	五年至十年
汽車	五年

物業、廠房及設備項目於出售時或預期日後將不會自持續使用資產獲得經濟利益時剔除確認。出售或報廢物業、廠房及設備項目產生之任何收益或虧損(按出售所得款與資產賬面值之差額計算)於損益確認。

2. Summary of significant accounting policies (continued)

(e) Investment property

Investment property is property held to earn rentals and/or for capital appreciation (including properties under construction for such purposes).

Investment property is initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment property is measured at their fair values. Gains or losses arising from changes in the fair value of investment property is included in profit or loss for the period in which they arise.

Construction costs incurred for investment property under construction is capitalised as part of the carrying amount of the investment property under construction.

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

(f) 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 control the use of an identified asset for a period of time in exchange for consideration. Such determination is made on an evaluation of the substance of the arrangement, regardless of whether the arrangements take the legal form of a lease.

From 1 January 2019, leases are recognised as right-of-use assets and the corresponding lease liabilities at the dates at which the leased assets are available for use by the Group.

Assets and liabilities arising from a lease are initially measured on a present value basis.

2. 主要會計政策概要(續)

(e) 投資物業

投資物業為持有以賺取租金及/或資本增值之物業(包括作該等用途之在建中之物業)。

投資物業初始按成本計算,包括任何直接應佔開支。於初步確認後,投資物業採用公平值計算。投資物業公平值變動產生之收益或虧損計入產生期間之損益。

在建投資物業產生的工程成本已資本化,作為在建投資物業賬面值的一部分。

投資物業於出售時或當投資物業永久不再使用及預期出售投資物業不會帶來未來經濟利益時剔除確認。剔除確認物業產生之任何收益或虧損(按該資產之出售所得款淨額與賬面值間之差額計算)於該項目被剔除確認之期間計入損益。

(f) 租賃

倘本集團釐定一項安排(包括一項交易或一系列交易)為轉讓一項已識別資產在一段間內的使用控制權,以換取代價,則該項安排即為或包含租賃成分。有關決定乃根據評估該項安排的實質作出,不論該項安排是否採用租賃的法律形式。

自二零一九年一月一日起,在本集團可使用租賃資產之日,租賃應被確認為使用權資產和相應租賃負債。

租賃產生的資產及負債按現值基礎進行初始計量。

2. Summary of significant accounting policies (continued)

(f) Leases (continued)

(i) Lease liabilities

Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable; and
- payments of penalties for terminating the lease, if the lease term reflects the Group, as a lessee, exercising an option to terminate the lease.

The lease payments are discounted using the interest rate implicit in the lease, if that rate can be determined, or the Group's incremental borrowing rate, being the rate that the Group would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar term and condition.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the Group as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing; and
- makes adjustments specific to the lease.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until effective. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

2. 主要會計政策概要(續)

(f) 租賃(續)

(i) 租賃負債

租賃負債包括以下租賃付款額的淨現值：

- 固定付款(包括實質固定付款)減任何應收租賃優惠；及
- 終止租賃的罰款金額，前提是租賃期反映出本集團(作為承租人)將行使終止該租賃的選擇權。

租賃付款額按照租賃內含利率(如果可以確定該利率)或本集團的遞增借款利率(即本集團為在類似經濟環境下獲得價值相近的資產，以類似條款及條件借入資金而必須支付的利率)折現。

為釐定遞增借款利率，本集團：

- 在可能情況下，以本集團最近獲得的第三方融資為出發點，並進行調整以反映融資條件自獲得第三方融資後的變化；
- 對於近期未獲得第三方融資下本集團所持有的租賃，採用以無風險利率為出發點的累加法，並按照租賃的信貸風險作出調整；及
- 針對租賃做出特定調整。

本集團未來可能會根據指數或比率而增加可變租賃付款額，所增加之可變租賃付款額在實際發生前不會計入租賃負債。當根據指數或比率對租賃付款作出的調整生效時，租賃負債會根據使用權資產進行重新評估及調整。

2. Summary of significant accounting policies (continued)

(f) Leases (continued)

(i) Lease liabilities (continued)

Lease payments are allocated between the principal and finance cost. The finance cost is charged to the consolidated income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

(ii) Right-of-use assets

Right-of-use assets are measured at cost comprising the followings:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date, less any lease incentive received;
- any initial direct costs; and
- restoration costs.

The right-of-use assets are amortised over the shorter of the assets' useful lives and the lease terms on a straight-line basis.

The Group measures the right-of-use assets that meet the definition of investment property using the fair value model applied to its investment property. Right-of-use assets linked to owner occupied buildings are measured applying the cost model relevant to that specific class of property, plant and equipment.

After 1 January 2019, all leases that meet the definition of investment property are classified as investment property and measured at fair value.

(iii) Low value and short-term leases

Payments associated with all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss.

2. 主要會計政策概要(續)

(f) 租賃(續)

(i) 租賃負債(續)

租賃付款額在本金及財務費用之間分攤。財務費用在租賃期限內計入綜合收益表，以令各期負債餘額產生的利率保持一致。

(ii) 使用權資產

使用權資產按成本計量，其中成本包括以下項目：

- 租賃負債初始計量金額；
- 在租賃期開始日或之前支付的租賃付款額，扣除收到的租賃優惠；
- 任何初始直接費用；及
- 復原成本。

使用權資產按照平均等額法以資產可使用年期與租賃期(以較短者為準)計提攤銷。

本集團將應用於投資物業的公平值模式用於計量符合投資物業定義的使用權資產。與業主自用樓宇相連的使用權資產應用物業、廠房及設備特定類別相關的成本模式計量。

自二零一九年一月一日後，所有符合投資物業定義的租賃均分類為投資物業，並按公平值計量。

(iii) 低價值及短期租賃

與所有低價值資產租賃有關的付款按平均等額法於損益確認為開支。

2. Summary of significant accounting policies (continued)

(f) Leases (continued)

(iv) The Group as lessor

Rental income which are derived from the Group's ordinary course of business are presented as turnover in the consolidated statement of profit or loss and other comprehensive income.

Accounting policies applied until 31 December 2018

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

The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset. Other than investment property measured under fair value model, such costs are recognised as an expense on a straight-line basis over the lease term.

Rental income which are derived from the Group's ordinary course of business are presented as turnover.

The Group as lessee

Operating lease payments, including the cost of acquiring land under operating leases, are recognised as an expense on a straight-line basis over the lease term. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

2. 主要會計政策概要(續)

(f) 租賃(續)

(iv) 本集團作為出租人

來自本集團一般業務過程之租金收入於綜合損益及其他全面收益表呈列為營業額。

應用至二零一八年十二月三十一日為止的會計政策

當租賃條款將涉及擁有權之絕大部分風險及回報轉讓予承租人時，該租賃乃分類為融資租賃。所有其他租賃均分類為經營租賃。

本集團作為出租人

經營租賃之租金收入乃按相關租賃年期以平均等額法於損益確認。於磋商及安排經營租賃產生之初始直接成本，加以租賃資產之賬面值。除按公平價值計量之投資物業外，其成本則按租賃年期以平均等額法確認作開支。

來自本集團一般業務過程之租金收入呈列為營業額。

本集團作為承租人

經營租賃款項(包括以經營租賃購入之土地成本)於有關租賃期間按平均等額法確認為開支。於經營租賃產生或然租金於產生期間確認為支出。

若訂立經營租賃時獲得租賃優惠，該優惠將被確認為負債。該優惠總利益將按平均等額法扣減租金支出確認。

2. Summary of significant accounting policies (continued)

(f) Leases (continued)

(iv) The Group as lessor (continued)

Accounting policies applied until 31 December 2018 (continued)

Leasehold land and buildings

When the Group makes payment for a property interest which includes both leasehold land and building elements, the Group assesses the classification of each element separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire property is accounted as an operating lease. Specifically, the entire consideration (including any lump-sum upfront payments) are allocated between the leasehold and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model. When the payments cannot be allocated reliably between the leasehold land and building elements, the entire property is generally classified as if the leasehold land is under finance lease.

(g) Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

2. 主要會計政策概要(續)

(f) 租賃(續)

(iv) 本集團作為出租人(續)

應用至二零一八年十二月三十一日為止的會計政策(續)
租賃土地及樓宇

當本集團就一項包含租賃土地及樓宇兩元素之物業權益付款時，本集團會將按每個元素擁有權附帶的絕大部分風險和回報是否已轉移到本集團，以獨立評估各元素的分類。除非很明顯地該兩個元素均是經營租賃，在這種情況下，整項物業則列作為經營租賃入賬。具體來說，整項代價(包括任何一次性提前預付款)於初始確認時將按土地元素及樓宇元素內土地權益相關的公平值，按比例分配到土地及樓宇。

倘在一定程度上相關付款能可靠地作分配，租賃土地權益可以「預付租賃款項」形式在綜合財務狀況報表列賬為經營租賃，並在租賃期內按平均等額法攤銷，惟在公平值模式下分類和列賬為投資物業除外。當付款無法可靠地分配在租賃土地及樓宇元素時，整項物業一般將視該租賃土地為融資租賃作歸類。

(g) 撥備

倘本公司因過往事件須即時負上法定或推定責任，資源或須流出以履行有關責任，而相關金額能可靠估計時，則會確認撥備。

倘出現多項類似責任，經由考慮整體責任類別釐定清償責任會否導致資源流出。即使同類責任內任何一個項目導致資源流出的可能性不大，仍會確認撥備。

2. Summary of significant accounting policies (continued)

(g) Provisions (continued)

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

(h) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated using closing rate. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using exchange rate at the date of the transactions.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

2. 主要會計政策概要(續)

(g) 撥備(續)

撥備以稅前利率按照預期需清償有關責任的開支的現值計量，該利率反映當前市場對金錢時間值和有關責任特定風險的評估。隨著時間過去而增加的撥備確認為利息開支。

(h) 外幣

於編製各個別集團實體之財務報表時，以該實體之功能貨幣以外貨幣(外幣)進行之交易按交易日期適用之匯率確認。於報告期間結算日，以外幣結算之貨幣項目按結算日之匯率重新換算。按過往成本以外幣計算之非貨幣項目以交易日之匯率換算。

結算貨幣性項目，及重新換算貨幣項目引起匯兌差異，於其發生期間確認損益。

2. Summary of significant accounting policies (continued)

(i) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before taxation because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

2. 主要會計政策概要(續)

(i) 稅項

所得稅支出指現行應繳稅項與遞延稅項之總和。現行應繳稅項乃按本年度應課稅溢利計算。應課稅溢利不計入其他年度的應課稅或可扣稅收支項目，亦不計入毋須課稅或不獲扣稅項目，故有別於稅前溢利。本集團有關現行稅項之負債按於結算日已實施或大致上已實施之稅率計算。

遞延稅項按綜合財務報表中資產及負債賬面值與計算應課稅溢利所用相應稅基間差額確認。所有暫時應課稅差額一般都會確認為遞延稅項負債。遞延稅項資產則於應課稅溢利有可能抵銷可扣稅暫時差額予以確認。但倘若有關暫時差額是由初步確認(非業務合併)既不影響應課稅溢利亦不影響會計溢利的交易的資產和負債所引起，則不會確認該等遞延資產和負債。

遞延稅項負債乃就於附屬公司之投資所產生之暫時應課稅差額確認，惟倘本集團能控制暫時差額之撥回以及暫時差額有機會不會於可見將來撥回除外。可扣減暫時差額產生之遞延稅項資產(與該等投資有關)僅於可能將有足夠應課稅溢利可動用暫時差額之利益，且彼等預期於可預見將來撥回之情況下予以確認。

遞延稅項資產賬面值於報告期間結算日檢討，並於不可能有足夠應課稅溢利以收回全部或部分資產時作出扣減。

遞延稅項資產及負債乃按照於報告期間結算日已實施或大致實施之稅率及稅法，於清償有關負債或變賣有關資產時，按預計有關期間適用稅率計算。

2. Summary of significant accounting policies (continued)

(i) Taxation (continued)

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred taxes for investment property 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.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis. Current and deferred tax are recognised in profit or loss.

For the purpose of measuring deferred tax arising from investment property that is measured using the fair value model, the directors of the Company have reviewed the Group's investment property portfolio and concluded that the Group's investment property is held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time.

Therefore, in determining the Group's deferred taxation on investment property, the directors of the Company have determined that the presumption that the carrying amounts of investment property measured using the fair value model are recovered entirely through sale is rebutted. Accordingly, deferred tax relating to investment property is determined on the basis of recovery through use.

The Group considers the lease as a single transaction in which the asset and liability are integrally linked, so there is no net temporary difference at inception. Subsequently, as differences arise on settlement of the liability and the amortisation of the leased asset, there will be a net temporary difference on which deferred tax is recognised.

2. 主要會計政策概要(續)

(i) 稅項(續)

遞延稅項負債及資產之計量反映出於報告期間結算日將依循本集團所預計以收回或清償其資產及負債賬面金額之方式之稅務後果。

在計算以公平值計量之投資物業的遞延稅項資產時，其賬面價值假定是從出售中全部收回，除非被駁回。當投資物業是可折舊的，以及是透過按隨時間消耗大部分含於該等投資物業經濟利益的商業模式持有，而不是通過出售，以上假設將被駁回。

倘有法定可行使權利將即期稅項資產及即期稅項抵銷，且兩者與同一稅務機構徵收之所得稅有關，而本集團擬按淨額基準結算即期稅項資產及負債，則可抵銷遞延稅項資產及負債。即期及遞延稅項於損益確認。

就計量採用公平價值模式計量的投資物業所產生遞延稅項而言，本公司董事已檢視本集團的投資物業組合，總結本集團的投資物業乃根據旨在將投資物業所包含絕大部分之經濟利益隨著時間消耗之商業模式持有。

因此，於釐定本集團投資物業的遞延稅項時，本公司董事認為按公平價值模式計量的投資物業賬面金額將透過出售方式全數收回的假設將被推翻。因此，有關投資物業的遞延稅項以透過使用收回基準釐定。

本集團將租賃視為資產及負債緊密相連的單一交易，因此開始時並無臨時差異淨額。隨後，由於結付負債及租賃資產攤銷產生差異，則就產生臨時差異淨額確認遞延稅項。

2. Summary of significant accounting policies (continued)

(j) Impairment losses on non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of its non-financial assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of non-financial assets are estimated individually, or when it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

The recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated to reduce the carrying amount of the assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

2. 主要會計政策概要(續)

(j) 非金融資產減值虧損

於各呈報期結算日，本集團審閱其有限期非金融資產之賬面值，以確定有否任何跡象顯示該等資產蒙受減值虧損。倘存在任何有關跡象，則會估計相關資產之可收回金額，以確定減值虧損(如有)的程度。

非金融資產可收回金額會單獨評估，或於倘無法估計個別資產的可收回金額，則本集團將估計資產所屬現金產生單位之可收回金額。倘可識別合理一致的分配基準，公司資產亦會被分配至個別現金產生單位，否則會被分配至可識別合理一致的分配基準之最小現金產生單位組別中。

可收回金額為公平值減出售成本與使用價值之較高者。評估使用價值時，估計未來現金流量按稅前貼現率貼現至其現值。該貼現率反映現時市場對貨幣時間值及未調整未來現金流量估計之資產(或現金產生單位)特定風險的評估。

倘估計資產(或現金產生單位)的可收回金額低於其賬面值，則資產(或現金產生單位)賬面值扣減至其可收回金額。在分配減值損失時，減值虧損乃根據該單位各項資產的賬面值按比例分配以減少資產的賬面值。資產的賬面值不會被減值至低於其公平價值減去處置費用(如可計量)，其使用價值(如可確定)和零價值之最高價值。原本已分配予該資產的減值損失金額按比例分配給該單位的其他資產。減值虧損即時於損益確認。

倘減值虧損其後撥回，則資產(或現金產生單位)賬面值須增至其重新估計之可收回金額，惟增加後之賬面值不得超過假設該項資產(或現金產生單位)於過往年度未有確認減值虧損而會釐定的賬面值。減值虧損撥回即時於損益中確認。

2. Summary of significant accounting policies (continued)

(k) Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss ("FVPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Financial assets

Classification and subsequent measurement of financial assets
Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

2. 主要會計政策概要(續)

(k) 金融工具

當本集團旗下實體成為金融工具合約條文之訂約方時確認金融資產及金融負債。所有以正常方式購買或出售之金融資產按交易日基準確認及剔除確認。正常購買或出售方式指須於規例或市場慣例設定之時限內以交付資產方式購買或出售金融資產。

金融資產及金融負債初步按公平值計量，除顧客合約產生的應收賬款初步根據香港財務報告準則第15號計量除外。收購或發行金融資產及金融負債(按公平值計入損益(「公平值計入損益」)之金融資產或金融負債除外)產生之直接應佔交易成本，於初步確認金融資產或金融負債之公平值加入或扣除(視適用情況而定)。

收購按公平值計入損益之金融資產或金融負債時產生之直接應佔交易成本即時於損益確認。

實際利率法

實際利率法是一種計算有關期間內金融資產或金融負債之攤銷成本及分配利息收入及利息開支的方法。實際利率指將金融資產或金融負債在預計年期或較短期間(倘適用)之估計未來現金收入及付款(包括構成實際利率的所有已付或已收費用和點數、交易成本及其他溢價或折讓)準確貼現至初步確認時賬面淨值之利率。

金融資產

金融資產的分類及期後計量
符合以下條件而其後按攤銷成本計量的金融資產：

- 於一個經營模式下持有之金融資產，而其持有的目的是為了收取合約現金流量；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

2. Summary of significant accounting policies (continued)

(k) Financial instruments (continued)

Financial assets (continued)

All other financial assets are subsequently measured at fair value.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or fair value through other comprehensive income ("FVOCI") as measured at FVPL if doing so eliminates or significantly reduces an accounting mismatch.

Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

2. 主要會計政策概要(續)

(k) 金融工具(續)

金融資產(續)

所有其他金融資產其後按公平值計量。

倘符合下列條件，則金融資產乃分類為持作買賣：

- 購入的主要目的以於短期內出售；或
- 於初始確認時，其為本集團共同管理之可識別金融工具組合的一部分，並具有短期套利的近期實際模式；或
- 其屬並非指定及作為對沖工具生效的衍生工具。

此外，倘若可消除或大幅減少會計錯配，則本集團可不可撤銷地指定符合按攤銷成本或按公平值計入其他全面收益(「按公平值計入其他全面收益」)之金融資產按公平值計入損益。

攤銷成本及利息收入

其後按攤銷成本計量的金融資產乃使用實際利息法予以確認。利息收入乃對一項金融資產賬面總值應用實際利率予以計算，惟其後出現信貸減值的金融資產除外。就其後出現信貸減值的金融資產而言，自下一報告期間起，利息收入乃對金融資產攤銷成本應用實際利率予以確認。倘信貸減值金融工具的信貸風險好轉，使金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期間初始起利息收入乃對金融資產賬面總值應用實際利率予以確認。

2. Summary of significant accounting policies (continued)

(k) Financial instruments (continued)

Financial assets (continued)

Financial assets at FVPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVOCI or designated as FVOCI are measured at FVPL.

Financial assets at FVPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset which is included in the “interest and investment gains/(losses)” line item.

Financial assets at FVOCI

Where the Group’s management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognized in profit or loss as “interest and investment gains/(losses)” when the Group’s right to receive payments is established.

Impairment of financial assets

The Group recognises a loss allowance for expected credit loss (“ECL”) on financial assets which are subject to impairment requirements under HKFRS 9 (including trade and other receivables, time deposits and bank balances). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

The Group assesses on a forward-looking basis the ECL associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see note 30 for further details.

2. 主要會計政策概要(續)

(k) 金融工具(續)

金融資產(續)

按公平值計入損益之金融資產

不符合按攤銷成本或按公平值計入其他全面收益或指定為按公平值計入其他全面收益標準的金融資產會以按公平值計入損益計量。

於每個報告期間末按公平值計入損益之金融資產按公平值計量，任何公平值收益或虧損確認入損益。確認入損益中之淨收益或虧損不包括計入「利息及投資收益／(虧損)」項目的自金融資產賺取的任何股息或利息。

按公平值計入其他全面收益之金融資產

倘本集團管理層選擇於其他全面收益內呈列股本投資之公平值收益及虧損，則於終止確認投資後不會將公平值收益及虧損其後重新分類至損益。來自有關投資之股息將於本集團收取付款權利確立時繼續於損益中確認為「利息及投資收益／(虧損)」。

金融資產減值

本集團就金融資產的預期信貸損失(「預期信貸損失」)確認虧損撥備，有關撥備受香港財務報告準則第9號之減值要求(包括應收賬款及其他應收款項、定期存款及銀行結存)所限。預期信貸損失金額於各報告日更新，以反映自初始確認以來信貸風險的變動。

本集團對其按攤銷成本列賬及按公平值計入其他全面收益列賬的債務工具的相關預期信貸損失將會作出前瞻性基準評估。所用的減值方法取決於信用風險有否顯著增加。

就應收賬款而言，本集團應用香港財務報告準則第9號允許的簡化方法，規定自初始確認應收款項起確認預期全期虧損，進一步詳情請參閱附註30。

2. Summary of significant accounting policies (continued)

(k) Financial instruments (continued)

Impairment of financial assets (continued)

Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

2. 主要會計政策概要(續)

(k) 金融工具(續)

金融資產減值(續)

信貸風險大幅增加

於評估信貸風險是否自初始確認以來已大幅增加時，本集團將於報告日金融工具發生違約的風險，與於初始確認日期金融工具發生違約的風險進行比較。於進行此評估時，本集團考慮合理而具理據的定量及定質資料，包括過往經驗及可在毋須付出不必要成本或資源即可取得的前瞻性資料。

尤其是，當評估信貸風險是否已大幅增加時，將會考慮以下資料：

- 金融工具的外部(如有)或內部信貸評級實際或預期發生重大惡化；
- 外在市場信貸風險指標顯著惡化，例如信貸利差大幅增加、債務人的信貸違約掉期價格；
- 目前或預測業務、財務或經濟狀況出現不利變動，預期會大幅削弱債務人履行其債務責任的能力；
- 債務人營運業績實際或預期出現大幅惡化；
- 法規、經濟或債務人的技術環境實際或預期出現重大不利變動，導致大幅削弱債務人履行其債務責任的能力。

除非本集團有合理及具理據的資料另有所指，不論上述評估的結果為何，當合約款項逾期超過30日，本集團即假設信貸風險自初始確認以來已大幅增加。

2. Summary of significant accounting policies (continued)

(k) Financial instruments (continued)

Impairment of financial assets (continued)

Significant increase in credit risk (continued)

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when the instrument is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

2. 主要會計政策概要(續)

(k) 金融工具(續)

金融資產減值(續)

信貸風險大幅增加(續)

儘管如上文所述，倘債務工具於報告日釐定為具低信貸風險，本集團假設債務工具信貸風險自初始確認以來並無大幅增加。倘出現以下情況，債務工具即釐定為具低信貸風險：i) 其違約風險低；ii) 借款人於近期擁有強健能力，以滿足其合約現金流的責任；及iii) 於較長遠的時期內，經濟及業務狀況的不利變動可能但不一定降低借款人滿足其合約現金流責任的能力。當債務工具的內部或外部信貸評級獲得符合全球公認的「投資級別」定義時，本集團即認為債務工具的信貸風險為低。

本集團定期監控用以識別信貸風險有否顯著增加的標準之效益，且修訂標準(如適當)來確保標準能在金額逾期前識別信貸風險顯著增加。

違約定義

就內部信貸風險管理而言，本集團認為，違約事件在內部制訂或得自外界來源的資料顯示債務人不大可能悉數向債權人(包括本集團)還款(未計及本集團所持任何抵押品)時發生。

不論以上所述，本集團認為除非本集團有合理及具理據資料來顯示更加滯後的違約標準更為恰當，工具逾期超過90日後即產生違約。

2. Summary of significant accounting policies (continued)

(k) Financial instruments (continued)

Impairment of financial assets (continued)

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over one year past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

2. 主要會計政策概要(續)

(k) 金融工具(續)

金融資產減值(續)

信貸減值金融資產

金融資產在一項或以上違約事件(對該金融資產估計未來現金流量構成不利影響)發生時已屬信貸減值。金融資產已信貸減值的證據包括有關下列事件的可觀察數據:

- (a) 發行人或借款人的重大財困;
- (b) 違反合約(如違約或逾期事件);
- (c) 借款人的貸款人因有關借款人財困,以經濟或合約理由而向借款人批出在其他情況不會考慮之寬免;
- (d) 借款人將可能陷入破產或其他財務重組;或
- (e) 金融資產的活躍市場因財政困難而消失。

撇銷政策

當資料顯示對手方處於嚴重財困及無實際收回可能時(例如對手方被清盤或已進入破產程序時,或倘為應收賬款,則當金額已逾期超過一年(以較早發生者為準)),本集團則撇銷金融資產。經考慮法律意見後(倘合適),遭撇銷的金融資產可能仍須按本集團收回程序進行強制執行活動。撇銷構成取消確認事項。任何其後收回於損益中確認。

預期信貸損失的計量及確認

預期信貸損失的計量為違約概率、違約損失率(即出現違約時的損失程度)以及違約之風險的函數。違約概率及違約損失率的評估乃根據經前瞻性資料調整的歷史數據而作出。預期信貸損失的估算乃無偏概率加權平均金額,以各自發生違約的風險為權重確定。

2. Summary of significant accounting policies (continued)

(k) Financial instruments (continued)

Impairment of financial assets (continued)

Measurement and recognition of ECL (continued)

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVPL.

2. 主要會計政策概要(續)

(k) 金融工具(續)

金融資產減值(續)

預期信貸損失的計量及確認(續)

一般而言，預期信貸損失為本集團根據合約應收的所有合約現金流，與本集團預期收取的現金流之間的差異，並經於初始確認時釐定的實際利率進行折現。

利息收入乃根據金融資產的賬面總值計算，除由金融資產已作信貸減值，在此情況下，利息收入根據金融資產的攤銷成本計算。

剔除確認金融資產

當只有資產現金流量的合同權利屆滿，或轉移金融資產及幾乎所有該資產的風險和回報所有權給另一個實體時，本集團才剔除確認金融資產。

於全面剔除確認一項金融資產時，資產賬面值與已收及應收代價之總和間之差額於損益確認。

金融負債及股本工具

分類為債務或權益

本集團旗下實體發行之債務及股本工具按所訂立訂約安排內容以及金融負債及股本工具之定義分類。

股本工具

股本工具為體現實體資產經扣除所有負債後餘下權益之任何合約。由本公司發行的股本工具在已收所得款項扣除直接發行成本後確認。

購回本公司股本直接在權益中確認及扣除。購買、出售、發行或註銷本公司的股本工具並不會於損益中確認任何收益或虧損。

金融負債

所有金融負債隨後使用實際利率法按攤銷成本或按公平值計入損益計量。

2. Summary of significant accounting policies (continued)

(k) Financial instruments (continued)

Financial liabilities and equity instruments (continued)

Financial liabilities at amortised cost

Financial liabilities including bank borrowings, bonds and trade and other payables are subsequently measured at amortised cost, using the effective interest method.

Derivative financial instruments

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

(l) Trade and other payables

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method. Trade and other payables are classified as current liabilities unless payment is not due within 12 months after the reporting period.

(m) Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are calculated using the weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

(n) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

2. 主要會計政策概要(續)

(k) 金融工具(續)

金融負債及股本工具(續)

按攤銷成本計量之金融負債

金融負債包括銀行借貸、債券、應付賬款及其他應付款項，其後採用實際利率法按攤銷成本計量。

衍生金融工具

衍生工具初始於衍生合同訂立之日按公平值確認，其後在報告期間末重新計量其公平價值。所產生的收益或虧損立即於損益中確認。

剔除確認金融負債

本集團之金融負債會於及只會於本集團之責任遭免除、註銷或屆滿時剔除確認。剔除確認之金融負債賬面值與已付及應付代價間之差額於損益確認。

(l) 應付賬款及其他應付款項

應付賬款及其他應付款項初始按公平值確認及其後使用實際利率法按攤銷成本計量。除非付款並非報告期間後12個月內到期，否則應付賬款及其他應付款項會分類為流動負債。

(m) 存貨

存貨以成本及可變現淨值較低者入賬。存貨成本以加權平均方法計算。可變現淨值指存貨估計售價減所有估計完成成本及銷貨所需成本。

(n) 借貸成本

因收購、建設或生產合資格資產(即需相當長時間準備方可作擬定用途或出售的資產)而直接產生的借貸成本計入該等資產的成本，直至該等資產實質可作擬定用途或出售為止。

所有其他借貸成本均於產生期間於損益確認。

2. Summary of significant accounting policies (continued)

(o) Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset. A liability is recognised for benefits accruing to employees (such as wages and salaries and annual leave) after deducting any amount already paid.

(p) Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

(q) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker ("CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Directors of the Company that makes strategic decisions.

(r) Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for expected credit loss. Trade and other receivables are generally due for settlement within 30 days and therefore are all classified as current.

(s) Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents includes cash on hand and deposits held at call with financial instruments and short-term bank deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(t) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2. 主要會計政策概要(續)

(o) 短期僱員福利

短期僱員福利在僱員提供服務時以預計須支付的未折現福利金額確認。所有短期僱員福利確認為費用，除非另一項香港財務報告準則要求或允許將該利益納入資產成本。在扣除已經支付的任何金額後，對僱員應得的福利(如工資、薪金和年假)確認為負債。

(p) 退休福利成本

定額供款退休福利計劃供款，在僱員提供服務而有權獲得供款時列作支出。

(q) 分部報告

經營分部與呈報予主要營運決策者(「主要營運決策者」)的內部報告方式一致。資源分配及對營運分部表現評估之主要營運決策者，已確定為作出主要營運決策之本公司執行董事。

(r) 應收賬款及其他應收款項

應收賬款及其他應收款項初始按公平值確認及其後使用實際利率法按攤銷成本，扣除預期信貸損失撥備而計量。應收賬款及其他應收款項一般於30天內到期，因此全部分類為流動。

(s) 現金及現金等值物

就於綜合現金流量表呈列而言，現金及現金等值物包括手頭現金、金融工具之通知存款及隨時可轉換已知金額現金及承受不重大價值變動風險，且原到期日為三個月或以下的短期銀行存款。

(t) 股本

普通股分類為權益。直接歸屬於發行新股份或購股權的新增成本在權益中列為所得款項的扣減項目(扣除稅項)。

2. Summary of significant accounting policies (continued)

(u) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs.

To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as finance costs.

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 reporting period.

(v) Interest income

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

(w) Dividend distribution

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

2. 主要會計政策概要(續)

(u) 借貸

借貸最初乃按公平值(扣除已產生的交易成本)確認。借貸其後按攤銷成本列賬。如扣除交易成本之後的所得款項與贖回價值之間出現差額,則於借貸期內以實際利率法確認。在貸款將很有可能部份或全部將獲提取的情況下,就設立貸款融資支付的費用乃確認為貸款交易成本。在此情況下,該費用將遞延至提取貸款發生時。

在並無跡象顯示該融資將很有可能部份或全部將獲提取的情況下,該費用撥充資本作為流動資金服務的預付款項,並於其相關融資期間內予以攤銷。

當合約列明的債務被解除、取消或到期時,借貸自財務狀況表中刪除。已消除或轉撥至另一方的金融負債的賬面值與已付代價的差額,包括任何已轉撥的非現金資產或已承擔負債,在損益中確認為融資成本。

除非本集團擁有無條件權利將負債之結算遞延至報告期間後最少12個月,否則借貸分類為流動負債。

(v) 利息收入

利息收入採用實際利率法按時間比例確認。

(w) 股息分派

就於報告期間末或之前已宣派但於報告期末間並未分派之任何股息金額(已經適當授權及再不由實體酌情決定)作出撥備。

3. Critical accounting estimates and judgements

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

Significant estimates and assumptions concerning the future may be required in selecting and applying accounting methods and policies in these financial statements. The Group bases its estimates and assumptions on historical experience and various other assumptions that it believes are reasonable under the circumstances. Actual results may differ from these estimates or assumptions.

The following is a review of the more significant estimates and assumptions used in the preparation of these financial statements.

(a) Fair value of financial assets at FVPL and financial assets at FVOCI

The fair value of financial assets at FVPL and financial assets at FVOCI that are not traded in an active market is determined by using valuation techniques. The Group uses its judgement to select a variety of methods and determine the fair values primarily based on the purchase price paid by the Group, net asset value and taking into account of the analysis of the investees' financial trends and results, risk profile, prospects, industry trends and other factors. The key assumptions adopted on projected cash flow are based on management's best estimates.

(b) Valuation of investment property

The fair value of investment property under development is determined by reference to independent valuation. For the Group's investment property under development, the fair value reflects the expectations of market participants of the value of the property when it is completed, less deductions for the costs required to complete the project and appropriate adjustments for profit and risk. The valuation and all key assumptions used in the valuation should reflect market conditions at the end of each reporting period. The key assumptions include relevant market rents, capitalisation rates, estimated total construction costs for the proposed development and the cost that have been expended on the development works in arriving at the market value of the property.

3. 關鍵會計估計及判斷

根據過往經驗及其他因素，包括在有關情況下相信為合理之對未來事件之預測，估計和判斷會被持續評估。

在選擇會計方法及政策以及將其應用於集團之財務報表時，可能需要作出有關未來的關鍵估計及假設。本集團乃根據過往經驗及其認為在當時情況下屬於合理之多項其他假設作出其估計及假設。實際結果可能會與該等估計及假設不同。

以下概述於編製財務報表時較重要的估計及假設。

(a) 按公平值計入損益的金融資產及按公平值計入其他全面收益的金融資產的公平值

非於活躍市場交易的按公平值計入損益的金融資產及按公平值計入其他全面收益的金融資產之公平值乃使用估值技術釐定。本集團按其判斷選擇多項方法，主要按本集團支付的收購價、資產淨值，經考慮對投資對象的財務趨勢及業績、風險組合、前景、行業趨勢的分析及其他因素後釐定公平值。預期現金流量所採納的主要假設乃根據管理層的最佳估算。

(b) 投資物業估值

在建投資物業的公平值乃參照獨立估值釐定。就本集團的在建投資物業而言，公平值反映市場參與者對該物業於竣工時價值的預期，扣減完成該項目所需的成本及就溢利及風險作出適當調整。估值及進行估值時採用之所有主要假設應反映於每個報告期末日之市場狀況。主要假設包括相關市場租金、資本化比率、估計建議發展的總建設成本及開發工作已支付的成本而釐定物業市值。

4. Turnover

Turnover represents the amount received and receivable for goods sold by the Group to the customers (net of discounts), income from concessionaire sales, income from APO sales, service income and rental income during the year in Hong Kong, and is analysed as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Recognised at a point in time:	在某個時間點確認：		
Sales of goods — direct sales	貨品銷售 — 自營銷售	1,212,022	1,562,484
Recognised over time:	隨著時間確認：		
Income from concessionaire sales	來自特許專櫃銷售之收入	1,698,204	2,095,041
Income from APO sales	來自銷售後訂單銷售之收入	461,455	535,326
Service income	服務收入	129,404	125,470
Revenue from contracts with customers	與顧客合約的收益	3,501,085	4,318,321
Rental income	租金收入	40,947	39,689
Total turnover	總營業額	3,542,032	4,358,010

The Group recognises revenue from the following major sources which arise from contracts with customers:

For direct sales of goods, revenue is recognised when control of the goods is transferred, being at the point the customer purchases the goods at the department stores. Payment of the transaction price is due immediately at the point the customer purchases the goods.

For income from concessionaire and APO sales, the concessionaires and consignors will pay the Group at the higher of minimum guarantee commission and certain percentage of their sales in accordance with the terms of contracts. The Group receives the entire sales proceeds from customers on behalf of the concessionaires and consignors and reimburse the sales proceeds back to concessionaires and consignors after deducting its share of the income.

4. 營業額

營業額指本集團年內於香港向顧客出售貨品的已收及應收款項減折扣、來自特許專櫃銷售之收入、來自銷售後訂單銷售之收入、服務收入以及租金收入，茲分析如下：

本集團確認來自以下主要來源(與顧客的合約)的收益：

就自營銷售貨品而言，收益於貨品的控制權轉移時確認，即顧客於百貨公司購買貨品之時。交易價格付款於顧客購買貨品之時立刻到期。

就來自特許專櫃及銷售後訂單銷售收入而言，特許專櫃及寄售商將根據合約條款按最低保證佣金及若干銷售百分比(以較高者為準)支付佣金。本集團代表特許專櫃及寄售商向顧客全數收取銷售所得款，並於扣除佣金收入後將銷售所得款退還予特許專櫃及寄售商。

5. Segment information

The Group's operating activities are attributable to a single operating segment under HKFRS 8 "Operating Segments" which focuses on the operation of department stores, property development and investment in Hong Kong. This operating segment has been identified on the basis of internal management reports prepared in accordance with accounting policies that conform to HKFRSs as disclosed in note 2, that are regularly reviewed by the chief operating decision makers ("CODM") (i.e. the executive directors of the Company). The CODM regularly reviews revenue analysis and profit for the year of the Group as a whole to make decisions about resource allocation. Accordingly, no separate segment information other than entity level information is prepared.

The Group's operations are located in Hong Kong. The Group's non-current assets are all based in Hong Kong. The Group has no customers that contributed over 10% of the total revenue of the Group for the current year (2018: Same).

6. Other income, gains and losses

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Management fee income	管理費收入	76,463	64,953
Credit card recharge	信用卡費用回扣	25,295	28,107
Net exchange gain/(loss)	淨匯兌收益/(虧損)	20,531	(10,091)
Others	其他	24,876	25,538
		147,165	108,507

7. Interest and investment gains/(losses)

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Interest income on bank deposits	銀行存款之利息收入	201,670	159,022
Dividend income from financial assets at FVPL	按公平值計入損益之金融資產之股息收入	59,650	74,934
Dividend income from financial assets at FVOCI	按公平值計入其他全面收益之金融資產之股息收入	2,919	—
Interest income from financial assets at FVPL	按公平值計入損益之金融資產之利息收入	72,086	11,052
Fair value change of financial assets/liabilities at FVPL	按公平值計入損益之金融資產/負債之公平值變動	403,851	(515,979)
		740,176	(270,971)

5. 分部資料

根據香港財務報告準則第8號「經營分部」，本集團的經營活動歸屬於單一經營分部，在香港專注於百貨店的經營、物業發展及投資。該經營分部乃根據符合香港財務報告準則(如附註2所露)的會計政策編製的內部管理報告確定，並由主要營運決策者(「主要營運決策者」)(即本公司執行董事)定期審閱。主要營運決策者定期審閱本集團整體收益分析及年內溢利，以作出資源分配決策。因此，並無編製實體資料以外的個別分部資料。

本集團的業務位於香港。本集團的非流動資產以香港為基地。於本年度，本集團並無顧客貢獻超過本集團總收益10%。(二零一八年：相同)

6. 其他收入、收益及虧損

7. 利息及投資收益/(虧損)

8. Finance costs

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Interest expenses on:	以下項目之利息：		
Bank borrowings	銀行借貸	340,011	281,896
Bonds	債券	266,956	212,676
Lease liabilities	租賃負債	12,355	—
		619,322	494,572
Less: Amounts capitalised in construction in progress and investment property under development	減：在建工程及在建投資物業之資本化金額	(254,084)	(212,385)
		365,238	282,187

Borrowing costs capitalised are interest expenses incurred for financing the development of qualifying assets. The capitalisation rate used to determine the amounts of borrowing costs eligible for the capitalisation is 3.5% (2018: 2.7%) per annum.

已資本化之借貸成本為就發展中的合資格資產之融資所產生的利息支出。用於合資格資本化的借貸成本之資本化年利率為3.5% (二零一八年：2.7%)。

9. Taxation

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Hong Kong Profits Tax:	香港利得稅：		
Current tax	本期稅項	334,021	423,874
Overprovision in prior years	過往年度過多撥備	(30,546)	(454)
		303,475	423,420
Deferred tax (credit)/charge (note 25)	遞延稅項(抵扣)/支出(附註25)	(27,975)	48,886
		275,500	472,306

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The directors of the Company considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

9. 稅項

於二零一八年三月二十一日，香港立法會通過《2017年稅務(修訂)(第7號)條例草案》(「條例草案」)，引入利得稅兩級制。該條例草案於二零一八年三月二十八日經簽署成為法律，並於翌日刊憲。根據利得稅兩級制，合資格集團實體首2百萬港元溢利的稅率為8.25%，而超過2百萬港元溢利的稅率為16.5%。集團實體之溢利不符合利得稅兩級制將繼續以單一16.5%稅率納稅。

本公司董事認為，於實施利得稅兩級制後涉及之金額就綜合財務報表而言並不重大。香港利得稅乃根據兩個年度之估計應課稅溢利按16.5%計算。

9. Taxation (continued)

The taxation for the year can be reconciled to the profit before taxation in the consolidated statement of profit or loss and other comprehensive income as follows:

9. 稅項(續)

本年度稅項與綜合損益及其他全面收益表所示除稅前溢利之對賬如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Profit before taxation	除稅前溢利	2,166,176	2,162,376
Tax at Hong Kong Profits Tax rate	按香港利得稅率計算之稅項	357,419	356,792
Tax effect of income not taxable for tax purposes	毋須課稅收入之稅項影響	(109,228)	(45,017)
Tax effect of expense not deductible for tax purposes	不可扣稅開支之稅項影響	38,480	153,489
Tax effect on utilisation of tax losses previously not recognised	動用早前未確認稅項虧損之稅項影響	(1,327)	(192)
Tax effect of tax losses not recognised	未確認稅項虧損之稅項影響	21,278	7,642
Overprovision in prior years	過往年度過多撥備	(30,546)	(454)
Others	其他	(576)	46
Taxation for the year	本年度稅項	275,500	472,306

10. Profit for the year

10. 本年度溢利

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Profit for the year has been arrived at after charging/(crediting):	本年度之溢利已扣除/(計入)下列項目：		
Directors' remuneration (note 11):	董事酬金(附註11)：		
Fees	袍金	2,600	2,600
Salaries and allowances	薪酬及津貼	8,400	7,500
Bonus	花紅	—	15,000
Retirement benefits scheme contributions	退休福利計劃供款	36	36
Staff costs, excluding directors' remuneration	除董事酬金外之員工成本	11,036	25,136
Salaries and wages	薪酬及工資	211,949	229,036
Retirement benefits scheme contributions, net of forfeited contributions for staff	退休福利計劃供款減沒收員工供款	8,725	8,888
Total staff costs	總員工成本	231,710	263,060
Auditor's remuneration	核數師酬金	2,376	2,364
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	271,384	185,078
Rental expenses relating to variable lease payments	可變租賃付款相關之租金支出	62,811	—
Rental payments paid under operating lease in respect of leasehold land and buildings	就經營租約下租賃土地及樓宇支付之租金款項	—	171,739
(Gain)/loss on disposal/write-off of property, plant and equipment	出售/撇銷物業、廠房及設備之(收益)/虧損	(168)	2,922
Cost of inventories recognised as expenses (Reversal of provision)/provision for trade and other receivables, net	確認為支出之存貨成本 應收賬款及其他應收款項 (撥回)/撥備，淨額	888,869	1,142,748
Provision/(reversal of provision) for obsolete inventories, net (included in cost of sales)	滯銷存貨撥備/(撥回)，淨額 (計入銷售成本)	(11)	18
		22	(26)

11. Directors' and employees' remuneration

Directors' remuneration for the year, disclosed pursuant to the applicable Listing Rules and HKCO, are as follows:

11. 董事及僱員酬金

年內董事的酬金已根據適用的上市規則及香港公司條例披露，酬金如下：

		Directors' fees	Salaries and allowances	Bonus*	Contributions to retirement benefits scheme	Total
		董事袍金	薪金及津貼	花紅*	退休福利計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
For the year ended 31 December 2019	截至二零一九年十二月三十一日止年度					
Executive directors	執行董事					
Ms. Lau Kam Shim	劉今蟾小姐	200	4,200	—	18	4,418
Mr. Lau Kam Sen	劉今晨先生	200	4,200	—	18	4,418
Non-executive directors	非執行董事					
Mr. Lau Luen Hung, Thomas	劉鑾鴻先生	1,000	—	—	—	1,000
Mr. Doo Wai Hoi, William	杜惠愷先生	200	—	—	—	200
Ms. Lau Yuk Wai, Amy	劉玉慧女士	200	—	—	—	200
Independent non-executive directors	獨立非執行董事					
Mr. Lam Siu Lun, Simon	林兆麟先生	200	—	—	—	200
Mr. Shek Lai Him, Abraham	石禮謙先生	200	—	—	—	200
Mr. Hui Chiu Chung	許照中先生	200	—	—	—	200
Mr. Ip Yuk Keung	葉毓強先生	200	—	—	—	200
		2,600	8,400	—	36	11,036
For the year ended 31 December 2018	截至二零一八年十二月三十一日止年度					
Executive directors	執行董事					
Ms. Lau Kam Shim	劉今蟾小姐	200	3,750	7,500	18	11,468
Mr. Lau Kam Sen	劉今晨先生	200	3,750	7,500	18	11,468
Non-executive directors	非執行董事					
Mr. Lau Luen Hung, Thomas	劉鑾鴻先生	1,000	—	—	—	1,000
Mr. Doo Wai Hoi, William	杜惠愷先生	200	—	—	—	200
Ms. Lau Yuk Wai, Amy	劉玉慧女士	200	—	—	—	200
Independent non-executive directors	獨立非執行董事					
Mr. Lam Siu Lun, Simon	林兆麟先生	200	—	—	—	200
Mr. Shek Lai Him, Abraham	石禮謙先生	200	—	—	—	200
Mr. Hui Chiu Chung	許照中先生	200	—	—	—	200
Mr. Ip Yuk Keung	葉毓強先生	200	—	—	—	200
		2,600	7,500	15,000	36	25,136

The executive directors' emoluments shown above were for their services in connection with management of the affairs of the Company and the Group.

上述執行董事酬金乃彼等向本公司及本集團管理事務上提供服務之董事酬金。

The non-executive directors' emoluments shown above were for their services as directors of the Company.

上述非執行董事酬金乃彼等作為本公司之董事所提供服務之酬金。

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

上述獨立非執行董事酬金乃彼等作為本公司董事所提供服務之酬金。

* The bonus was determined with reference to performance and market trends.

* 花紅取決於集團業績及市場趨勢。

11. Directors' and employees' remuneration (continued)

There was no arrangement under which a director waived or agreed to waive any remuneration during the years.

Of the five highest paid individuals of the Group for the year ended 31 December 2019, two of them (2018: two) were directors of the Company whose remuneration are disclosed above. The remaining three (2018: three) are employees of the Group, details of whose remuneration are as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Employees:	僱員：		
Salaries, allowances and other benefits	薪金、津貼及其他福利	5,700	5,986
Retirement benefits scheme contributions	退休福利計劃供款	54	54
Performance related incentive payments	與表現掛鈎獎金	—	778
		5,754	6,818

The emoluments of the remaining three (2018: three) were within the following bands:

		2019 二零一九年 HK\$'000 人數	2018 二零一八年 HK\$'000 人數
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	—
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1	1
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	—	1
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	1	1

During the year ended 31 December 2019, no remuneration was paid by the Group to the directors of the Company or the three (2018: three) highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office.

11. 董事及僱員酬金(續)

於年內，沒有董事放棄或同意放棄任何酬金之安排。

截至二零一九年十二月三十一日止年度，本集團五名最高薪人士中，兩名(二零一八年：兩名)為本公司董事，彼之酬金於上文披露。另外三名(二零一八年：三名)則為本集團僱員，彼等之酬金詳情載列如下：

其餘三名(二零一八年：三名)最高薪人士之薪酬介乎以下範圍：

截至二零一九年十二月三十一日止年度，本集團並無向本公司董事或三名(二零一八年：三名)最高薪僱員支付酬金，以吸引彼等加入本集團或作為加入本集團之獎金或離職補償。

12. Dividends

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Dividends paid in cash and recognised as distributions during the year:	年內以現金派付及確認為分派的股息：		
Final dividend for prior year: HK cents 37.0 per share (2018: HK cents 34.3 per share)	過往年度末期股息： 每股37.0港仙(二零一八年： 每股34.3港仙)	555,709	549,687
Interim dividend for current year: HK cents 30.0 per share (2018: HK cents 29.5 per share)	本年度中期股息： 每股30.0港仙(二零一八年： 每股29.5港仙)	450,575	456,501
Total	總計	1,006,284	1,006,188

Note: Subsequent to the end of the reporting period, the directors of the Company resolved not to recommend payment of a final dividend (2018: HK cents 37.0 per share).

附註：於報告期間結束後，本公司董事決定不建議派付末期股息(二零一八年：每股37.0港仙)。

13. Earnings per share

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

13. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃根據以下數據計算：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Earnings for the year attributable to owners of the Company	本年度本公司擁有人應佔盈利		
Earnings for the year attributable to owners of the Company	本年度本公司擁有人應佔盈利	1,890,676	1,690,070

		2019 二零一九年 '000 千股	2018 二零一八年 '000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares	普通股加權平均數	1,501,916	1,567,701

		2019 二零一九年 HK\$1.26	2018 二零一八年 HK\$1.08
Basic and diluted earnings per share	每股基本及攤薄盈利		

13. Earnings per share (continued)

The diluted earnings per share for the year ended 31 December 2019 equals to the basic earnings per share as there are no potential dilutive ordinary shares to issue during the year (2018: Same).

14. Investment property

At 1 January 2018	於二零一八年一月一日	4,620,000
Additions	添置	260,800
Fair value change	公平值變動	251,200
At 31 December 2018	於二零一八年十二月三十一日	5,132,000
Additions	添置	382,736
Adjustments	調整	79,223
Fair value change	公平值變動	(173,959)
At 31 December 2019	於二零一九年十二月三十一日	5,420,000

All of the Group's property interests held under leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment property.

The fair values of the Group's investment property at 31 December 2019 and 31 December 2018 were arrived at based on a valuation using income approach carried out on that date by Cushman & Wakefield was determined based on recent comparable rental transactions in the relevant market (on the assumption that the property had already been completed at the valuation date). It also takes into account the estimated total construction costs for the proposed development and the cost that have been expended on the development works plus the developer's estimated profit and margin for risk. In estimating the fair value of the property, the highest and best use of the property is their current use (2018: Same).

13. 每股盈利(續)

截至二零一九年十二月三十一日止年度的每股攤薄盈利等於每股基本盈利，乃由於年內沒有任何潛在可攤薄普通股(二零一八年：相同)。

14. 投資物業

**Under
development**
在建
HK\$'000
千港元

本集團以賺取租金收入或以資本增值為目的之租賃下持有的所有物業權益採用公平值模式計量，並分類及入賬為投資物業。

本集團投資物業於二零一九年十二月三十一日及二零一八年十二月三十一日的公平值乃根據戴德梁行於該日使用收入法進行估值而釐定，並根據近期相關物業市場的可比租賃交易(假設該物業已在估值日期完成)。其已考慮到估計建議發展的總建設成本及就發展工程已產生的成本，再加上開發商的估算利潤和風險。在估算物業的公平值時，最高和最佳使用為該等物業當前使用用途(二零一八年：相同)。

14. Investment property (continued)

The following table gives information about how the fair values of investment property are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

Fair value hierarchy 公平值等級 架構	Valuation technique(s) and key input(s) 估值方法和主要輸入的參數	Significant unobservable input(s) 重大無法觀察的輸入參數	Relationship of unobservable inputs to fair value 無法觀察的輸入參數與公平值的關係
Investment property under development: HK\$5,420 million (2018: HK\$5,132 million) 在建投資物業：5,420百萬港元(二零一八年：5,132百萬港元)			
Level 3 第三級	Income approach The key inputs are: 收入法主要輸入：		
	(1) Capitalisation rate; and 資本化比率：及	Capitalisation rates: 資本化比率： Office: 3.125% (2018: 3.125%) 辦公室：3.125%(二零一八年：3.125%) Retail: 4.000% (2018: 4.000%) 零售：4.000%(二零一八年：4.000%)	The higher the capitalisation rate, the lower the fair value. 資本化比率越高，公平值越低。
	(2) Market rent: 每月市場租金：	Market rent: 市場租金： Office: HK\$39 p.s.f. (2018: HK\$41 p.s.f.) 辦公室：每平方呎39港元 (二零一八年：每平方呎41港元) Retail: HK\$58 p.s.f.(2018: HK\$60 p.s.f.). 零售：每平方呎58港元 (二零一八年：每平方呎60港元)	The higher the price per square foot, the higher the fair value 每平方呎價格越高，公平值越高。
		Estimated project development cost of the property is HK\$5,829 million (2018: HK\$5,829 million) 估算項目發展的物業成本為5,829百萬港元 (二零一八年：5,829百萬港元)	The higher the estimated project development cost, the lower the fair value. 估算項目發展成本越高，公平值越低。
		Developer's estimated profit and margin for risk: 10% (2018: 10%) 開發商的估算利潤和風險：10%(二零一八年：10%)	The higher the developer's estimated profit and margin for risk, the lower the fair value. 開發商的估算利潤和風險越高，公平值越低。

Details of the pledge of assets are set out in note 32.

14. 投資物業(續)

下表載列如何釐定投資物業公平值(尤其是估值方法及所使用輸入參數)的資料以及公平值等級架構，根據公平值等級，公平值計量基於公平值計量參數的可觀察程度分為一至三級。

有關資產抵押詳情載於附註32。

15. Property, plant and equipment

15. 物業、廠房及設備

		Leasehold land and buildings 租賃土地及樓宇 (Note) (附註) HK\$'000 千港元	Store and leasehold improvements 店舖及 租賃物業裝修 (Note) (附註) HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、固定裝置 及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Construction in progress 在建工程 (Note) (附註) HK\$'000 千港元	Total 總計 HK\$'000 千港元
COST	成本							
At 1 January 2018	於二零一八年一月一日	2,538,642	506,126	235,553	422,550	14,635	3,796,185	7,513,691
Additions	添置	—	50,096	11,625	37,007	—	257,515	356,243
Disposals/write-offs	出售/撤銷	—	(18,027)	(3,153)	(7,694)	—	—	(28,874)
At 31 December 2018	於二零一八年十二月三十一日	2,538,642	538,195	244,025	451,863	14,635	4,053,700	7,841,060
Impact of HKFRS 16 adoption	採納香港財務報告準則第16號影響	—	353,008	—	—	—	—	353,008
At 1 January 2019 (restated)	於二零一九年一月一日(重列)	2,538,642	891,203	244,025	451,863	14,635	4,053,700	8,194,068
Additions	添置	—	19,861	2,899	21,556	802	367,762	412,880
Adjustments	調整	—	—	—	—	—	(79,223)	(79,223)
Disposals/write-offs	出售/撤銷	—	(306)	(99)	(466)	(954)	—	(1,825)
At 31 December 2019	於二零一九年十二月三十一日	2,538,642	910,758	246,825	472,953	14,483	4,342,239	8,525,900
DEPRECIATION	折舊							
At 1 January 2018	於二零一八年一月一日	1,158,564	309,872	155,264	170,236	11,679	—	1,805,615
Provided for the year	年內撥備	47,975	63,527	13,961	58,069	1,546	—	185,078
Disposals/write-offs	出售/撤銷	—	(17,224)	(1,849)	(6,868)	—	—	(25,941)
At 31 December 2018	於二零一八年十二月三十一日	1,206,539	356,175	167,376	221,437	13,225	—	1,964,752
Provided for the year	年內撥備	47,975	150,589	13,448	58,428	944	—	271,384
Disposals/write-offs	出售/撤銷	—	(306)	(99)	(409)	(954)	—	(1,768)
At 31 December 2019	於二零一九年十二月三十一日	1,254,514	506,458	180,725	279,456	13,215	—	2,234,368
NET BOOK VALUES	賬面淨值							
At 31 December 2019	於二零一九年十二月三十一日	1,284,128	404,300	66,100	193,497	1,268	4,342,239	6,291,532
At 1 January 2019 (restated)	於二零一九年一月一日(重列)	1,332,103	535,028	76,649	230,426	1,410	4,053,700	6,229,316
At 31 December 2018	於二零一八年十二月三十一日	1,332,103	182,020	76,649	230,426	1,410	4,053,700	5,876,308

Notes:

Included in construction in progress are borrowing costs capitalised during the year amounting to approximately HK\$120,911,000 (2018: HK\$106,113,000).

From 1 January 2019, leases are recognised as a right-of-use asset (in which leasehold land and properties leases are presented within property, plant and equipment in the consolidated statement of financial position) and a corresponding liability at the date at which the leased asset is available for use by the Group.

附註：

在建工程包括年內已資本化之借貸成本約為120,911,000港元(二零一八年：106,113,000港元)。

自二零一九年一月一日起，租賃乃於租賃資產可供本集團使用日期確認為使用權資產(當中租賃土地及物業租賃乃呈列於綜合財務狀況表之物業、廠房及設備中)及相應負債。

15. Property, plant and equipment (continued)

Details of the right-of-use assets are as follows:

		31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元	1 January 2019 二零一九年 一月一日 HK\$'000 千港元
Right-of-use assets	使用權資產		
Leasehold land	租賃土地	978,260	1,003,235
Store and leasehold improvements	店舖及租賃物業裝修	274,160	358,472
Construction in progress	在建物業	3,400,967	3,473,369
		4,653,387	4,835,076
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Depreciation charge of right-of-use assets	使用權資產折舊支出		
Leasehold land	租賃土地	24,974	—
Store and leasehold improvements	店舖及租賃物業裝修	84,313	—
Construction in progress	在建物業	72,402	—
		181,689	—

There are no addition of right-of-use assets during the year.

In 2019, the cash outflow related to principal elements of lease liabilities and finance cost were HK\$65,988,000 and HK\$12,355,000 respectively.

Details of the pledge of assets are set out in note 32.

16. Inventories

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Finished goods	製成品	38,644	44,790
Less: provision for obsolete inventories	減：滯銷存貨撥備	(29)	(7)
		38,615	44,783

15. 物業、廠房及設備(續)

使用權資產詳情如下：

年內並無添置使用權資產。

於二零一九年，租賃負債本金部分及融資成本相關之現金流出分別為65,988,000港元及12,355,000港元。

有關資產抵押詳情，載於附註32。

16. 存貨

17. Trade and other receivables

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trade receivables, gross	應收賬款，總額	37,322	91,633
Less: Provision for expected credit loss	減：預期信貸損失撥備	(2,201)	(2,212)
		35,121	89,421
Prepayments	預付賬款	30,348	24,892
Deposits paid	已付按金	2,847	2,293
Interest receivables	應收利息	31,070	34,300
Others	其他	3,425	3,875
		102,811	154,781

As at 31 December 2019, trade receivables from contracts with customers amounted to HK\$37,322,000 (2018: HK\$91,633,000).

The Group's retail sales to customers are mainly made in cash, through debit card or credit card payments. Its major trade receivables arising from credit card sales which are normally settled in one to two business days in arrears and the rental income receivables are normally settled 30 days in arrears. The following is an aged analysis of trade receivables net of the expected credit loss presented based on the invoice date:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
0-30 days	0日至30日	27,989	86,079
31-60 days	31日至60日	4,335	3,276
61-90 days	61日至90日	1,703	59
Over 90 days	超過90日	1,094	7
		35,121	89,421

17. 應收賬款及其他應收款項

於二零一九年十二月三十一日，來自顧客合約的應收賬款為37,322,000港元(二零一八年：91,633,000港元)。

本集團向顧客作出的零售銷售主要以現金、透過記賬卡或信用卡付款。本集團主要應收賬款來自一般於一至兩個工作日收回的信用卡銷售及通常於三十日內收回應收租金收入。以下為應收賬款(扣除預期信貸損失)根據發票日期之賬齡分析：

17. Trade and other receivables (continued)
Movement in the provision for expected credit loss on trade receivables

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Balance at beginning of the reporting period	報告期初結餘	2,212	2,194
(Reversal of provision)/provision for expected credit loss recognised	已確認預期信貸損失(撥回)/撥備	(11)	18
Balance at end of the reporting period	報告期末結餘	2,201	2,212

The fair value of the trade and other receivables approximates to its carrying value.

17. 應收賬款及其他應收款項(續)
應收賬款預期信貸損失撥備之變動

應收賬款及其他應收款項之公平值與其賬面值相若。

18. Financial assets at fair value through other comprehensive income

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Non-current assets	非流動資產		
Financial assets at FVOCI:	按公平值計入其他全面收益之金融資產：		
— Equity securities listed overseas	— 於海外上市股票	243,621	—
— Unlisted equity security	— 非上市股票	389,500	—
		633,121	—

Note:

Financial assets at FVOCI comprise equity securities which are not held for trading, and which the Group has irrevocably elected at initial recognition to recognise in this category. These are strategic investments and the Group considers this classification to be more relevant.

At 31 December 2019, certain financial assets at FVOCI were pledged as security for short-term loan facilities granted to the Group. Details of the pledge of assets are set out in note 32.

18. 按公平值計入其他全面收益之金融資產

附註：

按公平值計入其他全面收益之金融資產包括並非持作買賣之股票，而本集團已於初始確認時不可撤銷地選擇於此類別確認有關股票。此乃策略性投資，本集團認為此分類較具關聯。

於二零一九年十二月三十一日，若干按公平值計入其他全面收益之金融資產乃抵押作為獲取授予本集團短期貸款融資。有關資產抵押詳情，載於附註32。

19. Financial assets/liabilities at fair value through profit or loss

19. 按公平值計入損益之金融資產／負債

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Non-current assets	非流動資產		
Financial assets at FVPL:	按公平值計入損益之金融資產：		
— Club debentures	— 會所債券	15,871	19,137
Current assets	流動資產		
Financial assets at FVPL:	按公平值計入損益之金融資產：		
— Equity securities listed in Hong Kong	— 於香港上市股票	756,990	814,245
— Equity securities listed overseas	— 於海外上市股票	750,450	922,514
— Listed debt securities (note a)	— 上市債券(附註a)	1,203,759	434,833
— Listed investment funds	— 上市投資基金	111,960	455,275
— Unlisted hedge funds	— 非上市對沖基金	18,666	161,017
— Unlisted investment funds	— 非上市投資基金	146,721	280,082
— Unlisted debt security	— 非上市債券	234,583	—
— Cross currency and interest rate swaps (notes d and e)	— 交叉貨幣及利率掉期(附註d及e)	51,738	153
— Unlisted equity-linked notes (note c)	— 非上市股權掛鈎債券(附註c)	31,215	—
— Written put options (note b)	— 認沽期權(附註b)	—	12,880
		3,306,082	3,080,999
Current liabilities	流動負債		
Financial liabilities at FVPL:	按公平值計入損益之金融負債：		
— Written put options (note b)	— 認沽期權(附註b)	12	—
— Cross currency and interest rate swaps (notes d and e)	— 交叉貨幣及利率掉期(附註d及e)	—	3,773
		12	3,773

Notes:

(a) The listed debt securities mainly represent investment in corporate bonds which are mainly listed in Hong Kong and Singapore.

附註：

(a) 上市債券主要指在香港及新加坡上市之企業債券投資。

19. Financial assets/liabilities at fair value through profit or loss (continued)

Notes: (continued)

- (b) The written put options are derivative financial instruments. Details of the written put options are as follows:

Underlying variables	Strike	Notional amount/ unit	Expiry date
相關資產	行使價	名義金額/ 單位	到期日
At 31 December 2019			
於二零一九年十二月三十一日			
1 Month GBP Put US\$ Call 1個月英鎊認沽/美元認購期權	1.2900	GBP 5 million 5百萬英鎊	09 January 2020 二零二零年一月九日
At 31 December 2018			
於二零一八年十二月三十一日			
EURO STOXX 50 Index (exercisable only at expiry date) 歐洲斯托克50指數(於到期日才能夠行使)	2,975 to 3,200 points 2,975點至3,200點	643	18 January 2019 to 15 March 2019 二零一九年一月十八日至 二零一九年三月十五日
S&P 500 ETF Trust (exercisable anytime until the expiry date) 標準普爾500指數ETF基金(可於到期日前任何時間行使)	US\$230 to US\$267 230美元至267美元	39,400	18 January 2019 to 15 February 2019 二零一九年一月十八日至 二零一九年二月十五日
Nikkei 225 Index (exercisable only at expiry date) 日經平均指數(於到期日才能夠行使)	20,750 to 22,000 points 20,750點至22,000點	51,000	11 January 2019 to 8 March 2019 二零一九年一月十一日至 二零一九年三月八日

- (c) As at 31 December 2019, the unlisted equity-linked notes were denominated in United States Dollars ("US\$") with a principal amount of US\$4,000,000. They had a tenor of 4 to 5 months. The unlisted equity-linked notes were linked with shares listed in the United Kingdom (the "Underlying Shares"). The final redemption amount at the maturity date was with reference to the performance of the share price of the Underlying Shares. The maturity dates of the unlisted equity-linked notes outstanding as at 31 December 2019 were within one year and were therefore classified as current assets (2018: Nil).

19. 按公平值計入損益之金融資產/負債(續)

附註：(續)

- (b) 認沽期權屬金融衍生工具。認沽期權的詳情如下：

- (c) 於二零一九年十二月三十一日，非上市股權掛鈎債券以美元(「美元」)計值，本金額為4,000,000美元。該等債券年期為4至5個月。非上市股權掛鈎債券與英國的上市股份(「相關股份」)掛鈎。於到期日的最終贖回金額乃參考相關股份的股價表現。於二零一九年十二月三十一日，非上市股權掛鈎債券之到期日在一年內，因此分類為流動資產(二零一八年：無)。

19. Financial assets/liabilities at fair value through profit or loss (continued)

Notes: (continued)

(d) Major terms of the interest rate swaps are as follows:

Notional amount	Period	Pay fixed	Receive floating
名義金額	期間	支付固定 利息之利率	收取浮動利息之利率
At 31 December 2019			
於二零一九年 十二月三十一日			
HK\$500,000,000 each contract 每張合約500,000,000港元	15 July 2019 to 5 September 2024 二零一九年七月十五日至二零二四年九月五日	1.48% p.a. -1.65% p.a. 年息1.48厘至年 息1.65厘	1-month HIBOR 一個月之香港銀行同業拆息
At 31 December 2018			
於二零一八年 十二月三十一日			
HK\$1,300,000,000 each contract 每張合約1,300,000,000港元	3 April 2018 to 3 April 2019/ 29 March 2018 to 29 March 2019 二零一八年四月三日至二零一九年四月三日/ 二零一八年三月二十九日至二零一九年 三月二十九日	1.66% p.a. 年息1.66厘	1-month HIBOR 一個月之香港銀行同業拆息

The Group will pay fixed interest on the notional amount quarterly and receive floating interest on the notional amount monthly based on the interest rate swaps contracts (2018: Same).

These interest rate swap contracts can be terminated by the Group at any time before the maturity date (2018: Same).

19. 按公平值計入損益之金融資產／負債(續)

附註：(續)

(d) 利率掉期之主要條款如下：

按利率掉期合約，本集團將於每季度按名義金額支付固定利息和按名義金額收取每月浮動利息(二零一八年：相同)。

本集團可以於到期日前任何時間終止該等利率掉期合約(二零一八年：相同)。

19. Financial assets/liabilities at fair value through profit or loss (continued)

Notes: (continued)

(e) Major terms of the cross currency swaps are as follows:

Notional amount	Maturity	Pay fixed	Receive fixed	Exchange rate
名義金額	到期日	支付固定 利息之利率	收取固定 利息之利率	匯率
At 31 December 2019				
於二零一九年十二月三十一日				
US\$50,000,000/HK\$387,500,000 each contract 每張合約50,000,000美元/ 387,500,000港元	26 June 2025 二零二五年六月二十五日	4.32% p.a. -4.38% p.a. 年息4.32厘至年 息4.38厘	4.5% p.a. 年息4.5厘	US\$1:HK\$7.75 1美元兌7.75港元

The Group will pay fixed interest of 4.32% p.a. to 4.38 p.a. on notional amount of HK\$387,500,000 quarterly and receive fixed interest of 4.5% p.a. on notional amount of US\$50,000,000 semi-annually.

本集團將於每季度按名義金額387,500,000港元支付年息4.32厘至年息4.38厘固定利息和按名義金額50,000,000美元收取半年年息4.5厘固定利息。

At 31 December 2018

於二零一八年十二月三十一日

US\$50,000,000/HK\$387,500,000 each contract 每張合約50,000,000美元/ 387,500,000港元	26 June 2025 二零二五年六月二十六日	4.38% p.a. 年息4.38厘	4.5% p.a. 年息4.5厘	US\$1:HK\$7.75 1美元兌7.75港元
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The Group will pay fixed interest of 4.38% p.a. on notional amount of HK\$387,500,000 quarterly and receive fixed interest of 4.5% p.a. on notional amount of US\$50,000,000 semi-annually.

本集團將於每季度按名義金額387,500,000港元支付年息4.38厘固定利息和按名義金額50,000,000美元收取半年年息4.5厘固定利息。

These cross currency swap contracts can be terminated by the Group at any time before the maturity date. (2018: Same)

本集團可以於到期日前任何時間終止該等交叉貨幣掉期合約(二零一八年:相同)。

At 31 December 2019, certain financial assets at FVPL were pledged as security for short-term loan facilities granted to the Group. Details of the pledge of assets are set out in note 32.

於二零一九年十二月三十一日,若干按公平值計入損益之金融資產已抵押作為獲取授予本集團短期貸款融資。有關資產抵押詳情載於附註32。

20. Cash and cash equivalents and time deposits

Time deposits represent bank deposits with original maturity date of over three months and within one year. The balance as at 31 December 2019 carried fixed interest rates ranging from 2.83% to 3.55% per annum (2018: 2.51% to 4.45% per annum). Cash and cash equivalents and time deposits carried interest at prevailing market rates ranging from 0.01% to 3.78% per annum (2018: 0.01% to 4.35% per annum).

Included in time deposits and cash and cash equivalents are the following amounts denominated in currencies other than the functional currencies of the respective Group entities:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
US\$	美元	2,752,628	621,448
GBP	英鎊	42,645	4,489
RMB	人民幣	27,481	26,569

21. Trade and other payables

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trade payables	應付賬款	43,674	72,082
Concessionaire sales payables	應付特許專櫃銷售款項	347,085	540,500
APO sales payables	應付銷售後訂單銷售款項	94,262	126,659
Rental deposits received	已收租賃按金	16,193	16,831
Accrued expenses	應計支出	168,873	224,967
Interest payables	應付利息	90,974	37,956
Others	其他	65,214	27,376
		826,275	1,046,371

20. 現金及現金等值物以及定期存款

定期存款為原定到期日超過三個月及於一年內的銀行存款。於二零一九年十二月三十一日之結餘按固定年利率2.83厘至3.55厘計息(二零一八年：年利率2.51厘至4.45厘)。現金及現金等值物以及定期存款按現行市場利率計息，年利率介乎0.01厘至3.78厘(二零一八年：年利率介乎0.01厘至4.35厘)。

定期存款以及現金及現金等值物包括下列以相關集團實體功能貨幣以外貨幣計算的款項：

21. 應付賬款及其他應付款項

21. Trade and other payables (continued)

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
0-30 days	0日至30日	16,128	46,376
31-60 days	31日至60日	23,996	23,114
61-90 days	61日至90日	2	777
Over 90 days	超過90日	3,548	1,815
		43,674	72,082

The average credit period of trade payables and concessionaire sales payables is within 45 days from the invoice date. The Group has financial risk management policies in place to ensure that most payables are settled within the credit time frame.

21. 應付賬款及其他應付款項(續)

以下為於報告期間末應付賬款根據發票日期之賬齡分析：

應付賬款及應付特許專櫃銷售款項之平均信貸期為由發票日期計起45日以內。本集團設有財務風險管理政策，確保大部分應付款項於信貸期限內支付。

22. Contract liabilities

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Gift certificates	禮券	134,181	137,071
Deferred advertising income	遞延廣告收入	2,524	13,123
Reward points under customer loyalty program	忠誠獎勵計劃下之積分獎賞	1,589	3,302
		138,294	153,496

22. 合約負債

		Gift certificates 禮券		Deferred advertising income 遞延廣告收入		Reward points under customer loyalty program 忠誠獎勵計劃下之積分獎賞	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Revenue recognised from contract liabilities at the beginning of the year	年初確認自合約負債之收益	91,964	115,043	13,123	3,480	3,302	8,131

22. Contract liabilities (continued)

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

— Gift certificates

The Group sells gift certificates to customers who redeem them for goods and services offered at the department stores. The gift certificates are non-refundable and valid for three years from the date of issue.

— Deferred advertising income

The Group receives consideration in advance from customers for using the Group's product displaying and advertising services at a future date. The future obligation to deliver the services result in contract liabilities being recognised until the customers receive the service.

— Reward points under customer loyalty program

Under the Group's customer loyalty program, customers who participate in the loyalty program can earn one reward point for every dollar of their spending. For 10,000 points earned, customers can redeem gift certificate with the face value of HK\$50, which can be redeemed for goods or services offered at the department stores. Rewards points earned from preceding twelve months to 30 June expire on 30 September every year.

The following table shows the amount of unsatisfied performance obligations resulting from reward points under customer loyalty program with an original expected duration of one year or more:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Expected to be recognised within one year	預期於一年內確認	1,589	3,302

The following table shows the amount of unsatisfied performance obligations resulting from gift certificates sold to customers with an original expected duration of one year or more:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Expected to be recognised within one year	預期於一年內確認	77,825	79,501
Expected to be recognised after one year	預期於一年後確認	56,356	57,570

22. 合約負債(續)

對經確認合約負債金額構成影響的一般支付條款如下：

— 禮券

本集團向顧客出售禮券，而該禮券可兌換百貨公司提供之貨品及服務。禮券是不可退回及自發出日期起三年內有效。

— 遞延廣告收入

當顧客就未來日期使用本集團產品展示和廣告服務時，本集團會向顧客預先收取代價。於未來提供服務的責任，導致合約負債被確認，直至顧客取得該等服務。

— 忠誠獎勵計劃下之積分獎賞

在本集團之忠誠獎勵計劃下，參與忠誠獎勵計劃之顧客每消費1港元可賺取1分。賺取每滿10,000分後，顧客可兌換面值50港元之禮券，該禮券可兌換百貨公司提供之貨品或服務。每年由六月三十日前十二個月賺取之積分獎賞於其後九月三十日到期。

下表所示為產生自忠誠獎勵計劃(原定預期期限為一年或以上)下之積分獎賞之未達成履約責任金額：

下表所示為產生自向顧客出售之禮券(原定預期期限為一年或以上)之未達成履約責任金額：

23. Bank borrowings

23. 銀行借貸

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Bank borrowings comprise bank loans and are analysed as follows:	銀行借貸由銀行貸款組成，並按以下分析：		
Secured	有抵押	11,712,178	11,214,249
Carrying amount repayable based on contractual repayment dates:	按合約中償還日期分類之應償還賬面值：		
Within one year (Note)	一年內償還(附註)	4,070,966	3,099,958
More than one year, but not exceeding two years	一年後但不超過兩年	3,980,587	496,355
More than two years, but not exceeding three years	兩年後但不超過三年	3,660,625	3,970,841
More than three years, but not exceeding four years	三年後但不超過四年	—	3,647,095
		11,712,178	11,214,249
Less: Amount due within one year shown under current liabilities	減：列入流動負債於一年內到期之款項	(4,070,966)	(3,099,958)
Amount due after one year	一年後到期之款項	7,641,212	8,114,291

Note:

An amount of approximately HK\$573.4 million (2018: HK\$603.6 million) was subject to repayable on demand clauses.

附註：

約573.4百萬港元(二零一八年：603.6百萬港元)款項須受限於按要求償還條款。

23. Bank borrowings (continued)

Variable rate borrowings comprise:

23. 銀行借貸(續)

浮息借貸包括：

		Carrying amount 賬面值	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
HK\$ bank loans at Hong Kong Interbank Offered Rate ("HIBOR") + 0.81% per annum ⁽¹⁾	港元銀行貸款，按香港銀行同業拆息加年息0.81厘計息 ⁽¹⁾	7,478,160	6,963,551
HK\$ bank loans at HIBOR + 0.85% per annum ⁽²⁾	港元銀行貸款，按香港銀行同業拆息加年息0.85厘計息 ⁽²⁾	3,660,625	3,647,095
Swiss franc ("CHF") bank loans at London Interbank Offered Rate ("LIBOR") + 0.65% per annum ⁽³⁾	瑞士法郎銀行貸款，按倫敦銀行同業拆息加年息0.65厘計息 ⁽³⁾	—	5,795
Euro bank loans at Euro Interbank Offered Rate ("EURIBOR") + 0.65% per annum ⁽³⁾	歐羅銀行貸款，按歐洲銀行同業拆息加年息0.65厘計息 ⁽³⁾	—	193,202
Japanese Yen ("JPY") bank loans at LIBOR + 0.65% per annum ⁽³⁾	日元銀行貸款，按倫敦銀行同業拆息加年息0.65厘計息 ⁽³⁾	340,912	404,606
British Pound ("GBP") bank loans at LIBOR + 0.65% per annum ⁽³⁾	英鎊銀行貸款，按倫敦銀行同業拆息加年息0.65厘計息 ⁽³⁾	85,273	—
US\$ bank loans at LIBOR + 0.65% per annum ⁽³⁾	美元銀行貸款，按倫敦銀行同業拆息加年息0.65厘計息 ⁽³⁾	6,100	—
		11,571,070	11,214,249

⁽¹⁾ The bank borrowings comprised approximately HK\$7,500.0 million (2018: approximately HK\$7,000.0 million) and were set off by approximately a HK\$21.8 million (2018: approximately HK\$36.4 million) amortised upfront arrangement fee paid to financial institution. The amount is repayable within two years (2018: three years) and interest rates will be repriced every one month to three months.

⁽²⁾ The bank borrowings comprised approximately HK\$3,691.0 million (2018: approximately HK\$3,691.0 million) and were set off by approximately HK\$30.4 million (2018: approximately HK\$43.9 million) of upfront arrangement fees paid to a financial institution. The amount is repayable in three years (2018: four years) and interest rates will be repriced every one month to three months.

⁽³⁾ Repayable in one year and interest rate will be repriced one to three months.

The range of effective interest rates of the borrowings is 1.78% to 3.29% (2018: 1.54% to 2.89%) per annum.

⁽¹⁾ 此銀行貸款包括約7,500.0百萬港元(二零一八年：約7,000.0百萬港元)，並已由向金融機構支付的攤銷前期安排費用約21.8百萬港元(二零一八年：約36.4百萬港元)抵銷。此金額需於兩年(二零一八年：三年)內償還，而利率每隔一至三個月重新定價。

⁽²⁾ 此銀行貸款包括約3,691.0百萬港元(二零一八年：約3,691.0百萬港元)，並已由向金融機構支付的攤銷前期安排費用約30.4百萬港元(二零一八年：約43.9百萬港元)抵銷。此金額需於三年(二零一八年：四年)內償還，而利率每隔一至三個月重新定價。

⁽³⁾ 需於一年內償還，而利率將每隔一至三個月重新定價。

借貸實際利率幅度介乎年息1.78厘至3.29厘(二零一八年：1.54厘至2.89厘)。

23. Bank borrowings (continued)

At the end of the reporting period, the Group had undrawn banking facilities as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Floating rate	浮息		
— expiring beyond one year	— 一年後到期	7,228,407	7,702,047

24. Bonds

23. 銀行借貸(續)

於報告期間末，本集團之未提取銀行融資額如下：

24. 債券

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Carrying amount repayable:	應償還賬面值：		
More than two years, but not more than three years	超過兩年但不超過三年	2,325,778	—
More than three years, but not more than four years	超過三年但不超過四年	—	2,334,004
More than four years, but not more than five years	超過四年但不超過五年	2,322,256	—
After five years	超過五年	2,314,199	2,322,495
		6,962,233	4,656,499
US\$300.0 million bond with a fixed coupon rate of 4.25% per annum, payable semi-annually, maturing in October 2022	300.0百萬美元債券，固定票面年利率為4.25厘，每半年支付一次，直至二零二二年十月到期為止	2,325,778	2,334,004
US\$300.0 million bond with a fixed coupon rate of 4.875% per annum, payable semi-annually, maturing in July 2024	300.0百萬美元債券，固定票面年利率為4.875厘，每半年支付一次，直至二零二四年七月到期為止	2,322,256	—
US\$300.0 million bond with a fixed coupon rate of 4.50% per annum, payable semi-annually, maturing in June 2025	300.0百萬美元債券，固定票面年利率為4.50厘，每半年支付一次，直至二零二五年六月到期為止	2,314,199	2,322,495
		6,962,233	4,656,499

24. Bonds (continued)

In October 2012, LS Finance (2022) Limited, a wholly owned subsidiary of the Company, concluded a public offering of US\$300.0 million bonds (equivalent to approximately HK\$2,325.0 million). The bonds carry a fixed coupon rate of 4.25% per annum, payable semi-annually in arrears. The bonds, issued at discount, have an effective interest rate of 4.43% per annum. The principal amount of the bonds is repayable 10 years from the date of issue of the bonds, i.e. October 2022 and are unconditionally and irrevocably guaranteed by the Company.

In June 2015, LS Finance (2025) Limited, a wholly owned subsidiary of the Company, concluded a public offering of US\$300.0 million bonds (equivalent to approximately HK\$2,325.0 million). The bonds carry a fixed coupon rate of 4.50% per annum, payable semi-annually in arrears. The bonds, issued at discount, have an effective interest rate of 4.70% per annum. The principal amount of the bonds is repayable 10 years from the date of issue of the bonds, i.e. June 2025 and are unconditionally and irrevocably guaranteed by the Company.

In July 2019, LS Finance (2017) Limited, a wholly owned subsidiary of the Company, concluded a public offering of US\$300.0 million bonds (equivalent to approximately HK\$2,326.0 million). The bonds carry a fixed coupon rate of 4.875% per annum, payable semi-annually in arrears. The bonds, issued at par, have an effective interest rate of 5.03% per annum. The principal amount of the bonds is repayable 5 years from the date of issue of the bonds, i.e. July 2024 and are unconditionally and irrevocably guaranteed by the Company.

The purpose of the bonds is to satisfy funding requirements for capital expenditure relating to store renovation and new department store projects. The bonds are subject to redemption, in whole but not in part, at their principal amounts, together with interest accrued to the date of redemption, at the option of LS Finance (2022) Limited, LS Finance (2025) Limited and LS Finance (2017) Limited at any time in the event of certain changes affecting taxes of the British Virgin Islands and the Cayman Islands. The Bonds also contain a provision for redemption at the option of the bondholders under certain conditions at 101% of the principal amount of each bond, together with interest accrued to the date for redemption, upon a change of controlling shareholder with respect to LS Finance (2022) Limited, LS Finance (2025) Limited or LS Finance (2017) Limited.

24. 債券(續)

於二零一二年十月，本公司的全資附屬公司LS Finance (2022) Limited完成公開發售300.0百萬美元之債券(等值約為2,325.0百萬港元)。債券之固定票面年利率為4.25厘，每半年支付一次。債券以折讓價發行，實際年利率為4.43厘。債券的本金將會在以債券之發行日期計起的十年後償還，即二零二二年十月，並且是由本公司無條件及不可撤回地作擔保。

於二零一五年六月，本集團的全資附屬公司LS Finance (2025) Limited完成公開發售300.0百萬美元之債券(等值約為2,325.0百萬港元)。債券之固定票面年利率為4.50厘，每半年支付一次。債券以折讓價發行，實際年利率為4.70厘。債券的本金將會在以債券之發行日期計起的十年後償還，即二零二五年六月，並且是由本公司無條件及不可撤回地作擔保。

於二零一九年七月，本集團的全資附屬公司LS Finance (2017) Limited完成公開發售300.0百萬美元之債券(等值約為2,326.0百萬港元)。債券之固定票面年利率為4.875厘，每半年支付一次。債券以平價發行，實際年利率為5.03厘。債券的本金將會在以債券之發行日期計起的五年後償還，即二零二四年七月，並且是由本公司無條件及不可撤回地作擔保。

發行債券的目的是滿足有關店舖裝修及新百貨店項目資本開支的資金需求。當任何時間出現改變而影響英屬維爾京群島和開曼群島的稅項時，LS Finance (2022) Limited、LS Finance (2025) Limited及LS Finance (2017) Limited有權選擇贖回全部而非部分的債券之本金連同直至贖回日的應付利息。另外，債券包含一條款，當LS Finance (2022) Limited、LS Finance (2025) Limited或LS Finance (2017) Limited的控股股東有變化的時候，債券持有人於若干條件下可選擇以各債券之101%本金連同直至贖回日的應付利息贖回債券。

25. Deferred tax liabilities

The following are the major deferred tax liabilities recognised and movements thereon during the current and prior years:

		Accelerated tax depreciation 加快稅項 折舊 HK\$'000 千港元	Revaluation of investment property 投資物業 重新估值 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	86,549	135,837	222,386
Charged to profit or loss (note 9)	於損益扣除 (附註9)	7,427	41,459	48,886
At 31 December 2018	於二零一八年 十二月三十一日	93,976	177,296	271,272
Credit to profit or loss (note 9)	於損益抵扣 (附註9)	(876)	(27,099)	(27,975)
At 31 December 2019	於二零一九年 十二月三十一日	93,100	150,197	243,297

At the end of the reporting period, the Group had unused tax losses of approximately HK\$189.8 million (2018: approximately HK\$76.4 million) available for offset against future profits. No deferred tax asset was recognised in respect of tax losses due to unpredictability of future profit streams. Tax losses in Hong Kong may be carried forward indefinitely.

25. 遞延稅項負債

以下為已確認之主要遞延稅項負債以及於本年度及過往年度的變動：

於報告期間末，本集團有未動用稅項虧損約189.8百萬港元(二零一八年：約76.4百萬港元)可用作抵銷日後溢利。由於日後溢利流量難以預測，故並無就此稅項虧損確認遞延稅項資產。香港的稅項虧損均可無限定期結轉。

26. Share capital

Details of the changes in the Company's share capital during both years are as follows:

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Authorised:	法定：		
Ordinary shares of HK\$0.005 each as at 1 January 2018, 31 December 2018, and 31 December 2019	於二零一八年一月一日、 二零一八年十二月三十一日及 二零一九年十二月三十一日 每股面值0.005港元之普通股	4,000,000,000	20,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2018	於二零一八年一月一日	1,602,586,500	8,013
Shares repurchased and cancelled	股份購回及註銷	(100,670,500)	(503)
At 31 December 2018, and 31 December 2019	於二零一八年十二月三十一日及 二零一九年十二月三十一日	1,501,916,000	7,510

None of the Company's subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

26. 股本

於兩個年度，本公司之股本變動詳情如下：

本公司附屬公司於本年度概無購買、出售或贖回本公司任何上市證券。

26. Share capital (continued)

In 2018, the Company repurchased its own ordinary shares through The Stock Exchange as follows:

Month of repurchase	購回月份	No. of ordinary shares of HK\$0.005 each 每股面值0.005港元 普通股數目	Price per share 每股價格		Aggregate consideration paid 已付代價總額 HK\$'000 千港元
			Lowest 最低 HK\$ 港元	Highest 最高 HK\$ 港元	
June	六月	11,420,500	15.6	16.7	185,921
July	七月	11,710,500	15.8	17.1	194,405
August	八月	25,151,000	14.4	15.8	379,813
September	九月	32,112,500	14.7	15.7	489,317
October	十月	20,276,000	13.3	15.5	293,450
		100,670,500			1,542,906

The above ordinary shares were cancelled at 31 December 2018.

26. 股本(續)

於二零一八年，本公司透過聯交所購回其自有普通股如下：

上述普通股於二零一八年十二月三十一日已註銷。

27. Share option scheme

The Company's share option scheme was adopted pursuant to a resolution passed on 3 March 2009 for a period of 10 years for the primary purpose of providing incentives to directors and eligible employees. Under the scheme, the Company may grant options to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares in the Company. Additionally, the Company may, from time to time, grant share options to outside third parties for settlement in respect of goods or services provided to the Company. Details of the share option scheme are disclosed in the Directors' Report of this annual report.

The Group did not grant any share option under the share option scheme of the Company for the year and there was no outstanding share option as at 31 December 2019 (2018: Same).

27. 購股權計劃

根據於二零零九年三月三日通過的決議案，本公司之購股權計劃獲採納，為期10年，主要目的為獎勵董事及合資格僱員。根據該計劃，本公司可向合資格僱員，包括本公司及其附屬公司董事授出購股權，以認購本公司股份。此外，本公司可不時向外部第三方授出購股權，以結算向本公司提供的商品或服務。購股權計劃詳情披露於本年報董事會報告。

本集團於本年度內並無根據本公司的購股權計劃授出任何購股權，且於二零一九年十二月三十一日亦無任何尚未行使之購股權(二零一八年：相同)。

28. Commitments

(a) Non-cancellable operating leases

Minimum lease payments receivable on leases are as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within one year	一年內	1,468	2,264
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	1,633	254
		3,101	2,518

Leases are generally negotiated for terms ranging from one year to three years.

(b) Capital commitments

Significant capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
For property, plant and equipment and investment property in relation to the property development project	物業、廠房及設備以及有關物業發展項目之投資物業	4,713,089	918,934

29. Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from the prior year.

The capital structure of the Group consists of bank borrowings and bonds and equity attributable to owners of the Company, comprising issued share capital and reserves including retained profits.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through the payment of dividends, new share issues and shares buyback as well as issue of new debt or redemption of existing debt.

28. 承擔

(a) 不可撤銷之經營租賃

租賃應收最低租約款項如下：

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within one year	1,468	2,264
In the second to fifth year inclusive	1,633	254
	3,101	2,518

租賃一般按介乎一至三年之年期協商達成。

(b) 資本承擔

於報告期末已訂約惟未確認為負債之重大資本支出如下：

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
For property, plant and equipment and investment property in relation to the property development project	4,713,089	918,934

29. 資本風險管理

本集團管理其資本，以確保本集團之實體能繼續持續經營，同時透過優化債務及股本結餘，為持份者提供最佳回報。本集團之整體策略與去年相同。

本集團之資本架構包括銀行借貸及債券及本公司擁有人應佔權益(包括已發行股本及儲備(包括保留溢利))。

本公司董事定期檢討資本架構。作為該檢討之一部分，本公司董事會考慮資本成本及各類資本相關之風險。根據本公司董事之建議，本集團將透過派付股息、發行新股及股份購回以及發行新債項或贖回現有債項以平衡其整體資本架構。

30. Financial instruments Categories of financial instruments

30. 金融工具 金融工具類別

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Financial assets	金融資產		
Financial assets measured at amortised cost (including cash and cash equivalents)	按攤銷成本計量之金融資產 (包括現金及現金等值物)	8,690,875	6,323,588
Financial assets of FVOCI (note 18)	按公平值計入其他全面收益之金融資產(附註18)	633,121	—
Financial assets at FVPL (note 19)	按公平值計入損益之金融資產 (附註19)	3,321,953	3,100,136
		12,645,949	9,423,724
Financial liabilities	金融負債		
Financial liabilities measured at amortised cost	按攤銷成本計量之金融負債	19,313,350	16,664,410
Financial liabilities at FVPL (note 19)	按公平值計入損益之金融負債 (附註19)	12	3,773
		19,313,362	16,668,183

Financial risk management objectives and policies

The Group's major financial instruments include bank balances and cash, time deposits, financial assets at FVPL and FVOCI, trade and other receivables, trade and other payables, bank borrowings and bonds. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Currency risk

The functional currency of the Company and its majority subsidiaries is HK\$ in which most of the transactions are denominated.

財務風險管理目的及政策

本集團之主要金融工具包括銀行結存及現金、定期存款、按公平值計入損益及按公平值計入其他全面收益之金融資產、應收賬款及其他應收款項、應付及其他應付款項、銀行借貸及債券。該等金融工具之詳情披露於相關附註。該等金融工具相關風險及如何減低有關風險之政策載於下文。管理層會管理及監控該等風險，以確保及時與有效地採取適當措施。

外幣風險

本公司及其大部分附屬公司之功能貨幣為港元，當中大部分交易以港元計值。

30. Financial instruments (continued) Financial risk management objectives and policies (continued)

Currency risk (continued)

The Group has certain bank balances and time deposits which are denominated in US\$, GBP and RMB (being currencies other than the functional currency of the respective group entities) amounting to HK\$2,752,628,000 (2018: HK\$621,448,000), HK\$42,645,000 (2018: HK\$4,489,000) and HK\$27,481,000 (2018: HK\$26,569,000), respectively. Furthermore, the Group has certain bank borrowings which are denominated in EUR, JPY, CHF, GBP and US\$ (being currencies other than the functional currency of the respective group entities) amounting to HK\$nil (2018: HK\$193,202,000), HK\$340,912,000 (2018: HK\$404,606,000), HK\$nil (2018: HK\$5,795,000), HK\$85,273,000 (2018: HK\$nil) and HK\$147,208,000 (2018: HK\$nil), respectively. Moreover, the Group has bonds which are denominated in US\$ (being currency other than the functional currency of the respective group entities) amounting to HK\$6,962,233,000 (2018: HK\$4,656,499,000).

In addition, certain financial assets at FVPL are denominated in US\$, EUR, GBP, JPY and RMB (being currencies other than the functional currency of the respective group entities) amounting to approximately HK\$2,099,824,000 (2018: HK\$1,653,322,000), HK\$47,500,000 (2018: HK\$218,061,000), HK\$15,070,000 (2018: HK\$17,181,000), HK\$348,580,000 (2018: HK\$359,191,000) and HK\$nil (2018: HK\$10,137,000), respectively. Certain financial assets at FVOCI are denominated in US\$ and GBP (being currencies other than the functional currency of the respective group entities) amounting to approximately HK\$389,500,000 (2018: HK\$nil), HK\$243,621,000 (2018: HK\$nil).

The Group currently does not have a foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

Notwithstanding HK\$ is effectively pegged to US\$ under the pegged exchange rate system in Hong Kong, given the Group's large amount of net liabilities denominated in US\$, the Group is still exposed to the exchange risk of US\$ against HK\$ within the band of US\$1 to HK\$7.75 and 7.85. The Group is also exposed to foreign currency risk of US\$/EUR/JPY/GBP against the HK\$ and, in the opinion of the directors of the Company, other foreign currency risks are not significant to the consolidated financial statements and hence no sensitivity analysis is presented.

30. 金融工具(續) 財務風險管理目的及政策(續)

外幣風險(續)

本集團有若干以美元、英鎊及人民幣計值的銀行結存及定期存款(相關集團實體的功能貨幣以外之貨幣)，分別為2,752,628,000港元(二零一八年：621,448,000港元)、42,645,000港元(二零一八年：4,489,000港元)及27,481,000港元(二零一八年：26,569,000港元)。此外，本集團有若干以歐羅、日圓、瑞士法郎、英鎊及美元(相關集團實體的功能貨幣以外之貨幣)計值的銀行借貸，分別為零港元(二零一八年：193,202,000港元)、340,912,000港元(二零一八年：404,606,000港元)、零港元(二零一八年：5,795,000港元)及147,208,000港元(二零一八年：零港元)。此外，本集團以美元(相關集團實體的功能貨幣以外之貨幣)計值的債券，金額為6,962,233,000港元(二零一八年：4,656,499,000港元)。

此外，以美元、歐羅、英鎊、日圓及人民幣(相關集團實體的功能貨幣以外之貨幣)計值的按公平值計入損益的若干金融資產，分別約為2,099,824,000港元(二零一八年：1,653,322,000港元)、47,500,000港元(二零一八年：218,061,000港元)、15,070,000港元(二零一八年：17,181,000港元)、348,580,000港元(二零一八年：359,191,000港元)及零港元(二零一八年：10,137,000港元)。以美元及英鎊(相關集團實體的功能貨幣以外之貨幣)計值的按公平值計入其他全面收益的若干金融資產約為389,500,000港元(二零一八年：零港元)及243,621,000港元(二零一八年：零港元)。

本集團現時並無外幣對沖政策。然而，管理層會監控外匯風險，並於需要時考慮對沖重大外幣風險。

儘管港元在香港聯繫匯率制下與美元掛鈎，鑑於本集團有大量以美元計價的淨負債，本集團仍面對美元兌港元匯率在1美元兌7.75至7.85港元區間之風險。本集團也面對美元/歐羅/日圓/英鎊兌港元的外幣風險，而本公司董事認為，其他外幣風險對綜合財務報表並沒有重大影響，故並無呈報敏感度分析。

30. Financial instruments (continued) Financial risk management objectives and policies (continued)

Currency risk (continued)

The following table details the Group's sensitivity to a reasonably possible change of 0.5% (2018: 0.5%) for exchange rate of US\$ against HK\$, and 3% (2018: 3%) in the exchange rate of EUR/JPY/GBP against the HK\$, while all other variables are held constant. Those sensitivity rate used when reporting foreign currency risk internally to the key management personnel and represents the management's assessment of the reasonably possible change in foreign currency rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 0.5% (2018: 0.5%) change in US\$ against HK\$ and a 3% (2018: 3%) change in EUR/JPY/GBP against the HK\$. A positive number below indicates an increase in profit for the year where the HK\$ weakens against the relevant foreign currency. Where the HK\$ strengthens against the relevant foreign currency, there would be an equal and opposite impact on the post-tax profit for the year and the balances below would be negative.

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
US\$ against HK\$	美元兌港元	(9,337)	(11,909)
EUR against HK\$	歐羅兌港元	1,614	746
JPY against HK\$	日圓兌港元	232	(1,362)
GBP against HK\$	英鎊兌港元	6,482	650

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate bank deposits and fixed coupon rate bonds (2018: fixed rate bank deposits and fixed coupon rate bonds). The Group is also exposed to cash flow interest rate risk relating to the Group's variable-rate bank deposits and bank borrowings. The Group currently does not have an interest rate hedging policy. However, management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

30. 金融工具(續) 財務風險管理目的及政策(續)

外幣風險(續)

下表詳列本集團於美元兌港元之匯率可能出現0.5%(二零一八年:0.5%)，以及歐羅/日圓/英鎊兌港元之匯率可能出現3%(二零一八年:3%)合理變動時之敏感度，而所有其他變數維持不變。向主要管理人員內部匯報外幣風險時將使用該等外幣風險敏感率，亦代表管理層對外幣匯率可能合理變動的評估。敏感度分析僅包括於報告期末以外幣計值的貨幣性項目，並以0.5%(二零一八年:0.5%)作美元兌港元及3%(二零一八年:3%)作歐羅/日圓/英鎊兌港元變動進行換算。下列正數表示港元兌相關外幣匯率減弱，使年度溢利增加。當港元兌相關外幣匯率增強時，對年度的除稅後溢利會有相等及相反的影響，使下列結餘成負數。

管理層認為，由於年結日之風險並無反映年內風險，故敏感度分析並不代表固有外匯風險。

利率風險

本集團對有關的固定利率銀行定期存款及固定票面利率債券面對公平值利率風險。(二零一八年:固定利率銀行定期存款及固定票面利率債券)。本集團亦對有關其浮息銀行存款及銀行借貸面對現金流量利率風險。本集團現時並無任何利率對沖政策。然而，管理層會監控利率風險，並於需要時考慮對沖重大利率風險。

30. Financial instruments (continued) Financial risk management objectives and policies (continued)

Interest rate risk (continued)

The Group's sensitivity to cash flow interest rate risk has been determined based on the exposure to interest rates for bank borrowings (excluding the specific bank borrowings for construction purposes) at the end of the reporting period and the reasonably possible change taking place at the beginning of each year and held constant throughout the year. No sensitivity analysis is presented in relation to bank balances as management considers the impact is insignificant. 50 basis points (2018: 50 basis points) increase or decrease is used for variable-rate balances when reporting interest rate risk internally to key management personnel and represents management's assessment of reasonably possible change in interest rates. The Group's sensitivity to interest rate risk at the end of the reporting period while all other variables were held constant after taking into account the impact of the tax and excluding finance costs capitalised in construction in progress and investment property under development is as follows:

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
(Decrease)/increase in post-tax profit for the year	年內除稅後溢利(減少)/增加		
— as a result of increase in interest rate	— 由於利率上升	(23,060)	(19,600)
— as a result of decrease in interest rate	— 由於利率下降	23,060	19,600

In management's opinion, the sensitivity is unrepresentative of the inherent interest rate risk as the year end exposure does not reflect the exposure during the year.

30. 金融工具(續) 財務風險管理目的及政策(續)

利率風險(續)

本集團對現金流利率風險之敏感度，乃根據於報告期間結算日銀行借貸(不包括特定作建築用途之銀行借貸)以及於每年年初合理地可能出現之變動而於全年維持不變釐定。銀行結存之敏感度分析並無呈報乃由於管理層認為並無重大影響。當向主要管理人員內部匯報利率風險時，50個基點(二零一八年：50基點)增加或減少用於浮息結餘，並代表管理層對利率可能合理變動的評估。當所有其他變數維持不變，經考慮稅項及扣除資本化於在建工程及在建投資物業之融資成本後，本集團於報告期間結算日對利率風險敏感度如下：

管理層認為，由於年結日之風險並不反映年內風險，故敏感度分析並不代表固有利率風險。

30. Financial instruments (continued) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations as at 31 December 2019 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position.

Trade receivables

Retail sales are mainly on a cash basis, either in cash, debit card or credit card payments. In order to minimise the credit risk, management of the Group has formulated a defined fixed credit policy and delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model on trade balances individually or based on provision matrix. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Except for bank credit card receivables at the gross carrying amount of HK\$31,304,000 and those credit-impaired trade receivables at the gross carrying amount of HK\$2,201,000, the Group determines the expected credit loss on the remaining balances at the gross carrying amount of HK\$6,018,000 by using a provision matrix, grouped by internal credit rating.

The credit risk on bank credit card receivables is limited because the counterparties are banks/financial institutions with high external credit ratings assigned by international credit-rating agencies ranging from Aa1 to Baa2. In addition, the directors of the Company consider those not credit-impaired trade receivables were collectible based on historical observed default rates over the expected life of the debtors and adjusted for forward-looking information that is available without undue cost or effort. Therefore, provision for expected credit loss was insignificant and thus negligible to be made.

30. 金融工具(續) 財務風險管理目的及政策(續)

信貸風險及減值評估

於二零一九年十二月三十一日，本集團就對手方未能履行其責任而按各類別已確認金融資產面對之最高信貸風險，乃指綜合財務狀況表所述該等資產之賬面值。

應收賬款

零售銷售主要以現金進行，可以現金、記賬卡或信用卡付款。為盡量減低信貸風險，本集團管理層已制定明確之既定信貸政策，並委任一組人員，專責釐定信貸限額、批核信貸額及進行其他監管程序，以確保能跟進有關逾期債務之追討事宜。此外，本集團進行預期信用損失模式下的減值評估，個別評估或按撥備矩陣評估貿易結餘。就此，本公司董事認為，本集團之信貸風險已大幅減少。

本集團已就香港財務報告準則第9號應用簡化法，計量存續期預期信貸損失的虧損撥備。除賬面總值為31,304,000港元的銀行信用卡應收款及賬面總值為2,201,000港元的該等信貸減值應收賬款外，本集團透過撥備矩陣釐定賬面總值為6,018,000港元的餘下結餘的預期信貸損失，並由內部信貸評級歸類。

由於對手方為國際信貸評級機構評為Aa1至Baa2的高外部信貸評級的銀行/金融機構，因此銀行信用卡應收款的信貸風險有限。此外，本公司董事認為，根據債務人於預期年期的過往觀察所得的違約率及按無需不必要成本及努力即可獲得的前瞻性資料作出調整，該等非信貸減值應收賬款可予收回。因此，預期信貸損失撥備並不重大，且無提供撥備。

30. Financial instruments (continued) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Trade receivables (continued)

For the credit-impaired trade receivables, a reversal of provision for expected credit loss of HK\$11,000 was made during the year ended 31 December 2019. The following table shows the movement in loss allowance that has been recognised for trade receivables under the simplified approach.

		Life-time ECL (credit impaired) 存續期預期 信貸損失 (信貸減值) HK\$'000 千港元
As at 1 January 2018 under HKFRS 9	根據香港財務報告準則第9號 於二零一八年一月一日	2,194
— change in expected credit loss	— 預期信貸損失變動	18
As at 31 December 2018	於二零一八年十二月三十一日	2,212
— change in expected credit loss	— 預期信貸損失變動	(11)
As at 31 December 2019	於二零一九年十二月三十一日	2,201

The Group did not write off any trade receivables during the year.

Other receivables, time deposits and bank balances

Other receivables mainly comprise interest receivables due from banks. The credit risk on other receivables, time deposits and bank balances is limited because the counterparties are banks/financial institutions with high external credit ratings assigned by international credit-rating agencies ranging from Aa1 to Baa2. Provision for expected credit loss was insignificant and thus negligible to be made since the management considers the probability of default is negligible.

The Group has no significant concentration of credit risk in relation to trade and other receivables, with exposure spread over a number of counterparties and customers.

30. 金融工具(續) 財務風險管理目的及政策(續)

信貸風險及減值評估(續)

應收賬款(續)

就信貸減值應收賬款而言，截至二零一九年十二月三十一日止年度已撥回11,000港元的預期信貸損失撥備。下表列示根據簡化法已就應收賬款確認的虧損撥備變動。

年內，本集團並無撇銷任何應收賬款。

其他應收款項、定期存款及銀行結存

其他應收款項主要包括應收銀行利息。由於對手方為國際信貸評級機構評為Aa1至Baa2的高外部信貸評級的銀行/金融機構，因此其他應收款項、定期存款及銀行結存的信貸風險有限。由於管理層認為拖欠的機會極微，預期信貸損失撥備並不重大，因此無提供撥備。

本集團並無應收賬款及其他應收款項的重大且集中的信貸風險，而風險分佈於多個對手方及顧客。

30. Financial instruments (continued) Financial risk management objectives and policies (continued)

Price risk

The Group's financial assets at FVPL are measured at fair value at the end of the reporting period. Therefore, the Group is exposed to price risk. Management manages this exposure by maintaining a portfolio of investments with different risk profiles. Details of the financial assets at FVPL are set out in note 19.

The Group's sensitivity to price risk on the financial assets at FVPL at the end of the reporting period while all other variables were held constant is as follows:

		HK\$'000 千港元
2019	二零一九年	
Reasonably possible change in price Increase/(decrease) in post-tax profit for the year	價格之可能合理變動 年內除稅後溢利增加/(減少)	5%
— as a result of increase in price	— 由於價格增加	153,591
— as a result of decrease in price	— 由於價格減少	(153,591)
2018	二零一八年	
Reasonably possible change in price Increase/(decrease) in post-tax profit for the year	價格之可能合理變動 年內除稅後溢利增加/(減少)	5%
— as a result of increase in price	— 由於價格增加	143,674
— as a result of decrease in price	— 由於價格減少	(143,674)

Liquidity risk

In management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. Management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

The Group relies on bank borrowings and bonds as a significant source of liquidity. As at 31 December 2019, the Group had available unutilised borrowing facilities of approximately HK\$7,228.4 million (2018: HK\$7,702.0 million). Details of bank borrowings are set out in note 23.

30. 金融工具(續) 財務風險管理目的及政策(續)

價格風險

本集團按公平值計入損益之金融資產乃按報告期間結算日之公平值計量。因此，本集團面對價格風險。管理層透過維持具不同風險之投資組合以管理是項風險。按公平值計入損益之金融資產之詳情載於附註19。

在其他變數維持不變下，本集團於報告期間結算日對按公平值計入損益之金融資產之價格風險敏感度如下：

流動資金風險

於管理流動資金風險時，本集團監察及維持管理層視為足以應付本集團業務所需資金水平之現金及現金等價物，並減低現金流量波動影響。管理層監察銀行借貸之運用，確保遵守貸款契諾。

本集團依靠銀行借貸及債券作為重要的流動資金來源。於二零一九年十二月三十一日，本集團之未提取銀行借貸融資額度為約7,228.4百萬港元(二零一八年：7,702.0百萬港元)。有關銀行借貸之詳情載於附註23。

30. Financial instruments (continued) Financial risk management objectives and policies (continued)

Liquidity risk (continued)

In relation to the coronavirus epidemic since early January 2020, the Group expects there would be a net cash outflow for the next 12 months. However, given the Group has a strong cash and bank position of HK\$7,112.6 million as at 31 December 2019 and available unutilised borrowing facilities of HK\$7,228.4 million, the Group is able to meet its obligation in the ordinary course of business.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest rates are floating rate, the undiscounted amount is derived from an interest rate curve at the end of the reporting period.

In addition, the following table details the Group's liquidity analysis for its derivative financial instruments. The tables have been drawn up based on the undiscounted gross (inflows) and outflows on those derivatives that require gross settlement. When the amount payable is not fixed, the amount disclosed has been determined by reference to the projected interest rates/exchange rates as illustrated by the interest rate/exchange rate existing at the end of the reporting period. The liquidity analysis for the Group's derivative financial instruments are prepared based on the contractual maturities as the management considers that the contractual maturities are essential for an understanding of the timing of the cash flows of derivatives.

30. 金融工具(續) 財務風險管理目的及政策(續)

流動資金風險(續)

因應自二零二零年一月初起蔓延之冠狀病毒，本集團預期未來12個月將出現現金淨流出。然而，鑑於在二零一九年十二月三十一日，本集團具備7,112.6百萬港元的強勁現金及銀行狀況及未動用借貸融資7,228.4百萬港元可供使用，本集團能夠於正常業務過程中履行其責任。

下表詳列本集團非衍生金融負債餘下合約到期日。下表乃按照本集團可能被要求還款之最早日期，以金融負債之非貼現現金流量顯示。

具體而言，不論銀行選擇行使其權利之可能性，載有應還款要求條款之銀行貸款計入最早時段。其他非衍生金融負債之到期日根據協定還款日期釐定。

下表已載列利息及本金現金流。若利率為浮動利率，未貼現金額根據在報告期末利率曲線計算所得。

此外，下表詳列本集團的衍生金融工具的流動性分析。該表根據需總額結算之衍生工具未貼現總(流入)及流出量制定。當應付金額不固定，披露金額參考預計利率/匯率(如在報告期末現有利率/匯率所示)釐定。本集團的衍生金融工具的流動性分析基於合約到期日編製，因為管理層認為，合約到期日對了解衍生工具的現金流量時間非常重要。

30. Financial instruments (continued) Financial risk management objectives and policies (continued)

Liquidity risk (continued)

Liquidity and interest risk tables

30. 金融工具(續) 財務風險管理目的及政策(續)

流動資金風險(續)

流動資金及利息風險表

		Weighted average Effective interest rate 加權平均 實際利率 %	On demand/ less than 1 month 按要求/ 一個月內 HK\$'000 千港元	1-3 months 一至三個月 HK\$'000 千港元	3 months to 1 year 三個月至一年 HK\$'000 千港元	1-5 years 一至五年 HK\$'000 千港元	Over 5 years 五年以上 HK\$'000 千港元	Total undiscounted cash flows 總非貼現 現金流量 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
31 December 2019	二零一九年十二月三十一日								
Non-derivative financial liabilities	非衍生金融負債								
Trade and other payables	應付賬款及其他應付款項		571,253	65,963	1,724	—	—	638,940	638,940
Lease liabilities	租賃負債		—	19,566	66,624	223,350	—	309,540	287,020
Bank borrowings — fixed rate (note a)	銀行借貸 — 固定利率(附註a)	2.35%	141,317	—	—	—	—	141,317	141,108
Bank borrowings — variable rate (note a)	銀行借貸 — 浮動利率(附註a)	3.40%	2,715,882	1,062,810	393,197	8,028,738	—	12,200,627	11,571,070
Bonds	債券	4.54%	56,964	—	261,452	8,138,603	—	8,457,019	6,962,232
			3,485,416	1,148,339	722,997	16,390,691	—	21,747,443	19,600,370
Derivative — gross settlement	衍生工具 — 總額結算								
Interest rate swaps	利率掉期								
— Inflow	— 流入		(7,512)	(14,681)	(44,802)	(222,503)	—	(289,498)	
— Outflow	— 流出		4,657	9,217	41,900	201,257	—	257,031	
			(2,855)	(5,464)	(2,902)	(21,246)	—	(32,467)	(38,106)
Derivative — gross settlement	衍生工具 — 總額結算								
Cross currency swaps	交叉貨幣掉期								
— Inflow	— 流入		—	—	(35,023)	(139,762)	(792,391)	(967,176)	
— Outflow	— 流出		—	8,255	25,408	133,920	791,602	959,185	
			—	8,255	(9,615)	(5,842)	(789)	(7,991)	(13,632)
31 December 2018	二零一八年十二月三十一日								
Non-derivative financial liabilities	非衍生金融負債								
Trade and other payables	應付賬款及其他應付款項		729,224	62,742	1,696	—	—	793,662	793,662
Bank borrowings — variable rate (note a)	銀行借貸 — 浮動利率(附註a)	2.98%	2,881,888	43,851	454,391	8,663,922	—	12,044,052	11,214,249
Bonds	債券	4.38%	—	—	205,538	3,177,022	2,401,853	5,784,413	4,656,499
			3,611,112	106,593	661,625	11,840,944	2,401,853	18,622,127	16,664,410
Derivative — gross settlement	衍生工具 — 總額結算								
Interest rate swaps	利率掉期								
— Inflow	— 流入		(1,881)	(8,343)	(2,478)	—	—	(12,702)	
— Outflow	— 流出		118	3,957	5,321	—	—	9,396	
			(1,763)	(4,386)	2,843	—	—	(3,306)	112
Derivative — gross settlement	衍生工具 — 總額結算								
Cross currency swaps	交叉貨幣掉期								
— Inflow	— 流入		—	—	(17,862)	(71,498)	(26,867)	(116,227)	
— Outflow	— 流出		—	4,181	12,966	68,638	25,698	111,483	
			—	4,181	(4,896)	(2,860)	(1,169)	(4,744)	3,508
Derivative — gross settlement	衍生工具 — 總額結算								
Written put options	認沽期權								
— Outflow (note b)	— 流出(附註b)		180,206	153,420	—	—	—	333,626	(12,880)

30. Financial instruments (continued) Financial risk management objectives and policies (continued)

Liquidity risk (continued)

Liquidity and interest risk tables (continued)

Notes:

- (a) Bank borrowings with a repayment on demand clause are included in the "on demand or less than 1 month" time band in the above maturity analysis. As at 31 December 2019, the aggregate undiscounted principal amounts of these bank loans amounted to HK\$573.4 million (2018: HK\$603.6 million). Taking into account the Group's financial position, the directors of the Company do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such bank loans will be repaid within one year from the end of the reporting period in accordance with the scheduled repayment dates set out in the loan agreements. At that time, the aggregate principal and interest cash outflows will amount to HK\$573.8 million (2018: HK\$603.8 million).
- (b) The amount included above for written put options is the maximum amount the Group is obliged to settle under the written put option arrangements if the underlying index or ETF goes to zero upon the exercise or expiry of the written put options. In 2018, certain written put options amounting to HK\$77,574,000 are included in the "on demand" time band in the above maturity analysis as those options could be exercised at any time before the expiration dates. The remaining written put options are included in the respective time bands according to the expiration dates of the options since the options could only be exercised on those dates. Based on expectations at the end of the reporting period, the Group considers that it is very unlikely that such an amount will be payable under the written put option arrangements as the chance of the index or ETF dropping to zero is remote. However, this estimate is subject to change depending on the market volatility of underlying index and ETF of the written put options, and final settlement price of the options along with other factors.

The amounts included above for variable interest rate instruments for non-derivative financial liabilities is subject to change if changes in variable interest rates differ from the estimates of interest rates determined at the end of the reporting period.

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

30. 金融工具(續) 財務風險管理目的及政策(續)

流動資金風險(續)

流動資金及利息風險表(續)

附註:

- (a) 附帶按要求還款條款的銀行借貸在上述到期分析被歸類為「按要求或一個月內」到期。於二零一九年十二月三十一日，該等非貼現的銀行貸款本金合共573.4百萬港元(二零一八年：603.6百萬港元)。考慮到本集團的財務狀況，本公司董事相信銀行可能不會行使酌情權要求即時償還上述的借貸。本公司董事亦認為該等銀行貸款會於由報告期期末起一年內按照貸款協議所載的預定還款日期償還。屆時合計的本金與利息現金流出將為573.8百萬港元(二零一八年：603.8百萬港元)。
- (b) 當行使認沽期權或認沽期權到期，如相關指數或交易所買賣基金跌至零，上述金額為本集團就認沽期權合約所需結算之最大金額。於二零一八年，若干價值77,574,000港元認沽期權在上述到期分析歸類為「按要求」是由於該等認沽期權可於到期日前任何時間行使。其餘認沽期權則根據期權到期日分類至所屬時間範圍，因該期權只能於這些日期行使。根據於報告期期末時推算，因有關指數及交易所買賣基金會跌至零的機會很微，本集團認為根據認沽期權合約需要支付該金額的可能性很低。然而，此估計會因認沽期權有關指數及交易所買賣基金之市場波動及期權最終結算價以及其他因素而改變。

上文就非衍生金融負債之浮動利率工具包括之金額，會因浮動利率變動有別於報告期間結算日所釐定利率估計而有變。

本集團經常性按公平值計量的金融資產及金融負債之公平值

本集團部分金融資產及金融負債在每個報告期末時按公平值計量。下表提供有關如何確定該等金融資產及金融負債的公平值(尤其是估值方法和使用的輸入參數)。

30. Financial instruments (continued) Financial risk management objectives and policies (continued)

Liquidity risk (continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (continued)

30. 金融工具(續) 財務風險管理目的及政策(續)

流動資金風險(續)

本集團經常性按公平值計量的金融資產及金融負債之公平值(續)

Financial assets/liabilities 金融資產/負債	Fair value as at 公平值於		Fair value hierarchy 公平值等級架構	Valuation technique(s) and key input(s) 估值方法和主要輸入參數
	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元		
Financial assets at FVPL/FVOCI 按公平值計入損益/按公平值計入其他 全面收益之金融資產				
1. Listed equity securities 上市股票	1,751,061	1,736,759	Level 1 等級一	Quoted bid prices in active markets. 於活躍市場中的買入價。
2. Listed debt securities 上市債券	1,203,759	434,833	Level 2 等級二	Quoted prices in over-the-counter markets. 場外交易市場報價。
3. Listed investment funds 上市投資基金	111,960	455,275	Level 2 等級二	Quoted market prices provided by brokers which are financial institutions 作為經紀的金融機構提供的市場價格
4. Unlisted equity security 非上市股票	389,500	—	Level 3 等級三	Note 附註
5. Unlisted investment funds 非上市投資基金	146,721	280,082	Level 3 等級三	Note 附註
6. Unlisted hedge funds 非上市對沖基金	18,666	161,017	Level 3 等級三	Note 附註
7. Unlisted debt security 非上市債券	234,583	—	Level 3 等級三	Note 附註
8. Unlisted equity-linked notes 非上市股權掛鈎債券	31,215	—	Level 3 等級三	Note 附註
9. Cross currency and interest rate swaps 交叉貨幣及利率掉期	51,738	153	Level 2 等級二	Discounted cash flow: Future cash flows are estimated based on i) forward interest rates (from observable yield curves at the end of the reporting period) and contract interest rates for interest rate swaps, and ii) difference between predetermined forward exchange rate at the end of reporting period and discounted at a rate that reflects the credit risk of various counterparties for cross currency swaps. 貼現現金流量：未來現金流量乃基於(i)利率掉期以遠期利率(從報告期末時可 觀察收益率曲線)和合約利率計算，及(ii)交叉貨幣掉期以在報告期末約定 遠期利率及反映各交易對手信貸風險的折扣率之差別計算。
10. Written put options 認沽期權	—	12,880	Level 2 等級二	Quoted prices in over-the-counter markets. 場外交易市場的報價。
11. Club debentures 會所債券	15,871	19,137	Level 2 等級二	Quoted prices in over-the-counter markets. 場外交易市場的報價。
Financial liabilities at FVPL 按公平值計入損益之金融負債				
12. Cross currency and interest rate swaps 交叉貨幣及利率掉期	—	3,773	Level 2 等級二	Discounted cash flow: Future cash flows are estimated based on i) forward interest rates (from observable yield curves at the end of the reporting period) and contract interest rates for interest rate swaps, and ii) difference between predetermined forward exchange rate at the end of reporting period and discounted at a rate that reflects the credit risk of various counterparties for cross currency swaps. 貼現現金流量：未來現金流量乃基於(i)利率掉期以遠期利率(從報告期末時可 觀察收益率曲線)和合約利率計算，及(ii)交叉貨幣掉期以在報告期末約定 遠期利率及反映各交易對手信貸風險的折扣率之差別計算。
13. Written put options 認沽期權	12	—	Level 2 等級二	Quoted prices in over-the-counter markets. 場外交易市場的報價。

30. Financial instruments (continued) Financial risk management objectives and policies (continued)

Liquidity risk (continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (continued)

Note: Given majority of the Level 3 instruments comprised unlisted investment funds, unlisted debt security, unlisted equity security, unlisted hedge funds and unlisted equity-linked notes, the fair value is determined primarily based on the purchase price paid by the Group and/or taking into account of the analysis of the investees' financial position and results, risk profile, prospects, industry trend and other factors, it is not practical to quote a range of key unobservable inputs.

There were no transfers between Level 1, 2 and 3 during both years.

Fair value measurements and valuation processes

Except as detailed in the following table, the directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values:

		2019 二零一九年		2018 二零一八年	
		Carrying amount 賬面值 HK\$'000 千港元	Fair value 公平值 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元	Fair value 公平值 HK\$'000 千港元
Financial liabilities	金融負債				
Bonds	債券	6,962,233	6,927,964	4,656,499	4,423,729

30. 金融工具(續) 財務風險管理目的及政策(續)

流動資金風險(續)

本集團經常性按公平值計量的金融資產及金融負債之公平值(續)

附註：鑑於大部分等級三之工具包括非上市投資基金、非上市債券、非上市股票、非上市對沖基金及非上市股權掛鈎債券，公平值乃主要按本集團所付之購買價及／或經計及投資方之財務狀況及業績、風險概況、前景、行業趨勢及其他因素後釐定，列報一系列主要不可觀察輸入參數並不實際。

第一級、第二級和第三級之間在兩個年度並無任何轉移。

公平值計量及估值流程

除載於下表，本公司董事認為，在綜合財務報表按攤銷成本列賬的金融資產和金融負債的賬面值與其公平值相若：

30. Financial instruments (continued)
Fair value hierarchy

30. 金融工具(續)
公平值等級架構

		2019 二零一九年			
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial assets at FVPL/FVOCI:	按公平值計入損益/按公平值計入其他全面收益之金融資產:				
— Listed equity securities	— 上市股票	1,751,061	—	—	1,751,061
— Listed debt securities	— 上市債券	—	1,203,759	—	1,203,759
— Listed investment funds	— 上市投資基金	—	111,960	—	111,960
— Unlisted equity security	— 非上市股票	—	—	389,500	389,500
— Unlisted investment funds	— 非上市投資基金	—	—	146,721	146,721
— Unlisted hedge funds	— 非上市對沖基金	—	—	18,666	18,666
— Unlisted debt security	— 非上市債券	—	—	234,583	234,583
— Unlisted equity-linked notes	— 非上市股權掛鈎債券	—	—	31,215	31,215
— Cross currency and interest rate swaps	— 交叉貨幣及利率掉期	—	51,738	—	51,738
— Club debentures	— 會所債券	—	15,871	—	15,871
Total	總計	1,751,061	1,383,328	820,685	3,955,074
Financial liabilities at FVPL:	按公平值計入損益之金融負債:				
— Written put options	— 認沽期權	—	12	—	12
Total	總計	—	12	—	12

30. Financial instruments (continued)
Fair value hierarchy (continued)

30. 金融工具(續)
公平值等級架構(續)

		2018 二零一八年			Total
		Level 1 第一級	Level 2 第二級	Level 3 第三級	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Financial assets at FVPL:	按公平值計入損益之金融 資產：				
— Listed equity securities	— 上市股票	1,736,759	—	—	1,736,759
— Listed debt securities	— 上市債券	—	434,833	—	434,833
— Listed investment funds	— 上市投資基金	—	455,275	—	455,275
— Unlisted investment funds	— 非上市投資基金	—	—	280,082	280,082
— Unlisted hedge funds	— 非上市對沖基金	—	—	161,017	161,017
— Cross currency and interest rate swaps	— 交叉貨幣及利率掉期	—	153	—	153
— Written put options	— 認沽期權	—	12,880	—	12,880
— Club debentures	— 會所債券	—	19,137	—	19,137
Total	總計	1,736,759	922,278	441,099	3,100,136
Financial liabilities at FVPL:	按公平值計入損益之金融 負債：				
— Cross currency and interest rate swaps	— 交叉貨幣及利率掉期	—	3,773	—	3,773
Total	總計	—	3,773	—	3,773

31. Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

31. 融資活動產生的負債對賬

下表詳述本集團來自融資活動的負債變動，包括現金及非現金變動。融資活動產生的負債是指在本集團綜合現金流量表中分類為融資活動之現金流的以往或未來的現金流以作撥付之負債。

		Bank borrowings	Bonds	Interest payable	Accruals of Commitment fee for bank borrowings	Dividend payable	Lease payable	Payable in relation to repurchase of shares	Cash consideration paid upon acquisition of an entity under common control	Total
		銀行借貸	債券	應付利息	應計銀行借貸 承諾費用	應付股息	應付租賃	回購股份之 應付賬款	收購一間共同 控制下的實體 現金代價	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2018	於二零一八年一月一日	11,184,138	4,637,641	32,575	4,738	—	—	—	—	15,859,092
Financing cash flows	融資現金流	(1,583)	—	(437,756)	(17,178)	(1,042,446)	—	(1,542,906)	(52,000)	(3,093,869)
Exchange difference	匯兌差額	3,514	18,858	(6,982)	—	—	—	—	—	15,390
Interest expenses	利息支出	28,180	—	237,734	16,273	—	—	—	—	282,187
Capitalisation of interest expenses	已資本化利息支出	—	—	212,385	—	—	—	—	—	212,385
Dividends declared	已宣派股息	—	—	—	—	1,006,188	—	—	—	1,006,188
Dividend declared to Majestic Eagle	宣派予Majestic Eagle之股息	—	—	—	—	36,258	—	—	—	36,258
Share repurchased	股份購回	—	—	—	—	—	—	1,542,906	—	1,542,906
Non-cash item	非現金項目	—	—	—	—	—	—	—	52,000	52,000
At 31 December 2018	於二零一八年十二月三十一日	11,214,249	4,656,499	37,956	3,833	—	—	—	—	15,912,537
Financing cash flows	融資現金流	467,648	2,326,899	(502,215)	(15,301)	(1,006,284)	(78,343)	—	—	1,192,404
Exchange difference	匯兌差額	2,142	(21,165)	(8,627)	—	—	—	—	—	(27,650)
Interest expenses	利息支出	28,139	—	309,776	14,968	—	12,355	—	—	365,238
Capitalisation of interest expenses	已資本化利息支出	—	—	254,084	—	—	—	—	—	254,084
Dividends declared	已宣派股息	—	—	—	—	1,006,284	—	—	—	1,006,284
Addition to lease payable	增添應付租賃	—	—	—	—	—	353,008	—	—	353,008
At 31 December 2019	於二零一九年十二月三十一日	11,712,178	6,962,233	90,974	3,500	—	287,020	—	—	19,055,905

32. Pledge of assets

At 31 December 2019, the Group pledged certain leasehold land and buildings in Hong Kong with carrying values of approximately HK\$1,172.0 million (2018: HK\$1,217.4 million), together with certain shares of the Company's certain subsidiaries, to secure banking facilities of HK\$8,000 million (2018: HK\$8,000 million) granted to the Group. In addition, financial assets at FVOCI/FVPL with a carrying value of approximately HK\$1,391.8 million (2018: HK\$1,256.7 million) have been pledged to secure loan facilities in the amount of approximately US\$320 million (equivalent to approximately HK\$2,492.8 million) (2018: US\$255 million (equivalent to approximately HK\$1,996.7 million)).

Moreover, the entire Kai Tak Project, comprising the construction in progress and investment property under development, with an aggregate carrying value of HK\$9,762.2 million (31 December 2018: HK\$9,185.7 million) was pledged to secure the HK\$9,000 million loan facility granted to the Group for financing the development of the Kai Tak Project. As at 31 December 2019, HK\$3,691 million was utilised (2018: HK\$3,691 million).

33. Related party disclosures

(a) Transactions

During the year, there were no significant transactions with the related parties.

(b) Compensation of key management personnel

The remuneration of executive directors being the key management personnel, were determined by the remuneration committee of the Group having regard to the performance of the individuals and market, details of which, together with the other three (2018: three) highest paid employees, are disclosed in note 11.

32. 資產抵押

於二零一九年十二月三十一日，本集團將賬面值約為1,172.0百萬港元(二零一八年：1,217.4百萬港元)位於香港之若干租賃土地及樓宇，連同本公司若干附屬公司若干股份抵押，以取得授予本集團的銀行融資額8,000百萬港元(二零一八年：8,000百萬港元)。此外，賬面值約為1,391.8百萬港元之按公平值計入其他全面收益／損益之金融資產(二零一八年：1,256.7百萬港元)已作抵押以取得約320百萬美元(相當於約2,492.8百萬港元)(二零一八年：255百萬美元(相當於約1,996.7百萬港元))貸款融資額。

此外，賬面總值9,762.2百萬港元(二零一八年十二月三十一日：9,185.7百萬港元)的整個啟德項目(包括在建工程及在建設物業)已抵押以取得授予本集團的貸款融資額9,000百萬港元，用作撥付啟德項目發展的資金。於二零一九年十二月三十一日，已動用3,691百萬港元之融資額(二零一八年：3,691百萬港元)。

33. 有關連人士披露

(a) 交易

年內，概無與有關連人士進行重大交易。

(b) 主要管理人員薪酬

執行董事為主要管理人員，其酬金乃由本集團薪酬委員會按個別表現及市場狀況釐定，彼等之酬金連同其餘三名(二零一八年：三名)最高收入員工之酬金詳情於附註11披露。

34. Retirement benefits schemes

The total cost charged to profit or loss in respect of the above mentioned schemes amounted to HK\$8,761,000 (2018: HK\$8,924,000).

Hong Kong

The Group participates in a defined contribution scheme under Occupational Retirement Schemes Ordinance (“ORSO Scheme”) and Mandatory Provident Fund Scheme (“MPF Scheme”).

For members of the MPF Scheme, both the Group and the employee contribute 5% of the employee’s relevant income, subject to a cap of monthly relevant income of HK\$30,000. No forfeited contribution was available to reduce the contribution payable in the future years.

The ORSO Scheme is funded by monthly contributions from both employees and the Group at 5% of the employee’s remuneration.

Where there are employees who leave the ORSO Scheme prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions.

34. 退休福利計劃

有關上述的計劃中計入損益的總成本為8,761,000港元(二零一八年：8,924,000港元)。

香港

本集團參與職業退休計劃條例下界定供款計劃(「職業退休計劃」)及強制性公積金計劃(「強積金計劃」)。

作為強積金計劃成員，本集團及員工均以5%有關入息向計劃供款，有關每月入息上限為30,000港元。無沒收供款可用作減低將來年度應付供款。

職業退休計劃由員工及本集團每月按員工薪酬之5%出資供款。

倘僱員於可全數獲得供款前退出職業退休計劃，則所沒收供款將用作扣減本集團之應付供款。

35. Particulars of principal subsidiaries

At 31 December 2019 and 2018, the details of the Company's principal subsidiaries are as follows:

35. 主要附屬公司詳情

於二零一九年及二零一八年十二月三十一日，本公司之主要附屬公司詳情如下：

Name of company 公司名稱	Place of incorporation/ operation (if different) and date of incorporation 註冊成立/營業地點(如不同) 及註冊成立日期	Issued and fully paid share capital/registered capital 已發行及實繳/註冊股本		Attributable equity interest of the Group (note) 本集團應佔權益(附註)		Principal activities 主要業務
		2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年	
Ambitious Global Limited	British Virgin Islands/Hong Kong 9 July 2019 英屬維爾京群島/香港 二零一九年七月九日	US\$1 1美元	n/a 不適用	100%	n/a 不適用	Financial investment 金融投資
Anfield Capital Limited	British Virgin Islands/Hong Kong 6 September 2011 英屬維爾京群島/香港 二零一一年九月六日	US\$1 1美元	US\$1 1美元	100%	100%	Financial investment 金融投資
Blossom Atlas Limited	British Virgin Islands/Hong Kong 6 March 2018 英屬維爾京群島/香港 二零一八年三月六日	US\$1 1美元	US\$1 1美元	100%	100%	Financial investment 金融投資
Broad Shine Investments Limited	British Virgin Islands/Hong Kong 2 January 2013 英屬維爾京群島/香港 二零一三年一月二日	US\$1 1美元	US\$1 1美元	100%	100%	Financial investment 金融投資
Eastlord Development Limited 加諾發展有限公司	Hong Kong 21 August 1987 香港 一九八七年八月二十一日	HK\$500,000 500,000港元	HK\$500,000 500,000港元	100%	100%	Property holding and leasing 物業持有及租賃
Everwin Worldwide Limited 永盛環球有限公司	Hong Kong 17 November 2000 香港 二零零零年十一月十七日	HK\$2 2港元	HK\$2 2港元	100%	100%	Property holding and leasing 物業持有及租賃
Forceworld Investments Limited 可偉投資有限公司	Hong Kong 15 July 1988 香港 一九八八年七月十五日	HK\$500,000 500,000港元	HK\$500,000 500,000港元	100%	100%	Property holding and leasing 物業持有及租賃
Future Develop Limited	British Virgin Islands/Hong Kong 12 December 2003 英屬維爾京群島/香港 二零零三年十二月十二日	US\$3 3美元	US\$3 3美元	100%	100%	Investment holding 投資控股
Global Top Limited 世高有限公司	Hong Kong 12 January 2006 香港 二零零六年一月十二日	HK\$1 1港元	HK\$1 1港元	100%	100%	Restaurant operator 餐廳經營

35. Particulars of principal subsidiaries (continued)

35. 主要附屬公司詳情(續)

Name of company 公司名稱	Place of incorporation/ operation (if different) and date of incorporation 註冊成立/營業地點(如不同) 及註冊成立日期	Issued and fully paid share capital/registered capital		Attributable equity interest of the Group (note)		Principal activities 主要業務
		已發行及實繳/註冊股本		本集團應佔權益(附註)		
		2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年	
Grand Kinetic Limited 堅享有限公司	Hong Kong 7 February 2001 香港 二零零一年二月七日	HK\$2 2港元	HK\$2 2港元	100%	100%	Property holding and leasing 物業持有及租賃
Knight Prosper Limited	British Virgin Islands/Hong Kong 6 March 2018 英屬維爾京群島/香港 二零一八年三月六日	US\$1 1美元	US\$1 1美元	100%	100%	Financial investment 金融投資
Leading Rainbow Limited 領彩有限公司	Hong Kong 2 September 2016 香港 二零一六年九月二日	HK\$1 1港元	HK\$1 1港元	100%	100%	Advertising 廣告
Leader Bright Limited 領耀有限公司	Hong Kong 18 December 2015 香港 二零一五年十二月十八日	HK\$1 1港元	HK\$1 1港元	100%	100%	Properties development 物業發展
LS Finance (2017) Limited	British Virgin Islands/Hong Kong 1 November 2011 英屬維爾京群島/香港 二零一一年十一月一日	US\$1 1美元	US\$1 1美元	100%	100%	Financing 融資
LS Finance (2022) Limited	British Virgin Islands/Hong Kong 27 September 2012 英屬維爾京群島/香港 二零一二年九月二十七日	US\$1 1美元	US\$1 1美元	100%	100%	Financing 融資
LS Finance (2025) Limited	British Virgin Islands/Hong Kong 2 June 2015 英屬維爾京群島/香港 二零一五年六月二日	US\$1 1美元	US\$1 1美元	100%	100%	Financing 融資
Pacific Trump Development Limited 沛駿發展有限公司	Hong Kong 6 July 1995 香港 一九九五年七月六日	HK\$2 2港元	HK\$2 2港元	100%	100%	Property holding and leasing 物業持有及租賃
Public Might Limited 群量有限公司	Hong Kong 30 August 1984 香港 一九八四年八月三十日	HK\$1,000 1,000港元	HK\$1,000 1,000港元	100%	100%	Property holding and leasing 物業持有及租賃

35. Particulars of principal subsidiaries (continued)

35. 主要附屬公司詳情(續)

Name of company 公司名稱	Place of incorporation/ operation (if different) and date of incorporation 註冊成立/營業地點(如不同) 及註冊成立日期	Issued and fully paid share capital/registered capital 已發行及實繳/註冊股本		Attributable equity interest of the Group (note) 本集團應佔權益(附註)		Principal activities 主要業務
		2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年	
Ronson Kwok Asia Pacific Limited	Hong Kong 5 October 1993 香港 一九九三年十月五日	HK\$1,000,000 1,000,000港元	HK\$1,000,000 1,000,000港元	100%	100%	Club operator 會所營運
Sogo Hong Kong Company Limited 崇光(香港)百貨有限公司	Hong Kong 23 September 1983 香港 一九八三年九月二十三日	HK\$4,000,000 4,000,000港元	HK\$4,000,000 4,000,000港元	100%	100%	Retailing business 零售業務
Superlite Limited	British Virgin Islands/Hong Kong 3 April 2001 英屬維爾京群島/香港 二零零一年四月三日	US\$1 1美元	US\$1 1美元	100%	100%	Property holding and leasing 物業持有及租賃
Tycoon Achieve Limited	British Virgin Islands/Hong Kong 23 October 2014 英屬維爾京群島/香港 二零一四年十月二十三日	US\$1 1美元	US\$1 1美元	100%	100%	Financial investment 金融投資

Note: LS Finance (2017) Limited, LS Finance (2022) Limited and LS Finance (2025) Limited are directly held by the Company. Other subsidiaries are indirectly held by the Company.

附註：LS Finance (2017) Limited、LS Finance (2022) Limited及LS Finance(2025) Limited乃由本公司直接持有。其他附屬公司乃由本公司間接持有。

The above table lists the subsidiaries of the Group which, in the opinion of the directors of the Company, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

上述列表列出本公司董事認為主要影響本集團業績或資產之本集團附屬公司。本公司董事認為，提供其他附屬公司資料會導致詳情過長。

36. Statement of financial position and reserves of the Company

Information about the statement of financial position of the Company at the end of the reporting period includes:

36. 本公司財務狀況表及儲備

於報告期間末，本公司財務狀況表資料包括：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司投資	4,194	4,194
Amounts due from subsidiaries (note a)	應收附屬公司款項(附註a)	10,791,412	13,206,462
		10,795,606	13,210,656
Current assets	流動資產		
Other receivables	其他應收款項	248	1,042
Amounts due from subsidiaries (note b)	應收附屬公司款項(附註b)	549	222,164
Cash and cash equivalents	現金及現金等價物	37,236	96,991
		38,033	320,197
Current liabilities	流動負債		
Other payables	其他應付款項	3,607	3,513
Amounts due to subsidiaries (note c)	應付附屬公司款項(附註c)	9,635,834	12,333,671
Tax payable	應繳稅項	22,739	440
		9,662,180	12,337,624
Net current liabilities	流動負債淨值	(9,624,147)	(12,017,427)
Net assets	資產淨值	1,171,459	1,193,229
Capital and reserves	資本及儲備		
Share capital	股本	7,510	7,510
Reserves (note d)	儲備(附註d)	1,163,949	1,185,719
		1,171,459	1,193,229

36. Statement of financial position and reserves of the Company (continued)

Movement of the reserves of the Company is as follows:

		Capital redemption reserve 資本贖回儲備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	687	1,287,386	1,288,073
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	—	2,446,237	2,446,237
Dividends paid	已派付股息	—	(1,006,188)	(1,006,188)
Share repurchased	股份購回	503	(1,542,906)	(1,542,403)
At 31 December 2018	於二零一八年十二月三十一日	1,190	1,184,529	1,185,719
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	—	984,514	984,514
Dividends paid	已派付股息	—	(1,006,284)	(1,006,284)
At 31 December 2019	於二零一九年十二月三十一日	1,190	1,162,759	1,163,949

Notes:

- As at 31 December 2019, the amounts due from subsidiaries are unsecured and have no fixed repayment terms. An amount of HK\$3,698,000,000 (2018: HK\$4,003,496,000) bears prevailing interest rate and the remaining amount of HK\$7,093,412,000 (2018: HK\$9,202,966,000) is interest-free. In the opinion of the directors, based on their assessment as at the end of the reporting period of the estimated future cash flows from the subsidiaries, the amount due from subsidiaries will not be repayable within one year from the end of the reporting period, accordingly the amount is classified as non-current.
- The amounts due from subsidiaries are unsecured, interest-free, and repayable on demand.
- As at 31 December 2019, the amounts due to subsidiaries are unsecured and repayable on demand. An amount of HK\$5,408,880,000 (2018: HK\$6,003,496,000) is interest bearing and the remaining amounts of HK\$4,226,954,000 (2018: HK\$6,330,175,000) is interest-free.
- The Company's reserves available for distribution as at 31 December 2019 consisted of retained profits of HK\$1,162,759,000 (2018: HK\$1,184,529,000).

36. 本公司財務狀況表及儲備(續)

本公司的儲備變動如下：

		Capital redemption reserve 資本贖回儲備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	687	1,287,386	1,288,073
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	—	2,446,237	2,446,237
Dividends paid	已派付股息	—	(1,006,188)	(1,006,188)
Share repurchased	股份購回	503	(1,542,906)	(1,542,403)
At 31 December 2018	於二零一八年十二月三十一日	1,190	1,184,529	1,185,719
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	—	984,514	984,514
Dividends paid	已派付股息	—	(1,006,284)	(1,006,284)
At 31 December 2019	於二零一九年十二月三十一日	1,190	1,162,759	1,163,949

附註：

- 於二零一九年十二月三十一日，應收附屬公司之款項乃無抵押，沒有固定還款條款。金額3,698,000,000港元(二零一八年：4,003,496,000港元)以現行利率計息，剩餘金額7,093,412,000港元(二零一八年：9,202,966,000港元)免息。董事認為，根據彼等在報告期末評估附屬公司的估算未來現金流，應收附屬公司款項將不會在報告期末一年以內償還，故此被分類為非流動。
- 應收附屬公司款項乃無抵押、免息及按要求償還。
- 於二零一九年十二月三十一日，應付附屬公司之款項乃無抵押及按要求償還。5,408,880,000港元(二零一八年：6,003,496,000港元)為計息，而剩餘金額4,226,954,000港元(二零一八年：6,330,175,000港元)為免息。
- 於二零一九年十二月三十一日，本公司可供分派儲備包括保留溢利約1,162,759,000港元(二零一八年：1,184,529,000港元)。

37. Subsequent events

Since early 2020, the coronavirus epidemic (“the COVID-19 outbreak”) has spread across China and other countries, and it has affected retail business in Hong Kong and economic activities of the Group to some extent. As an operator of department stores in Hong Kong, the Group’s revenue, cash flows and profit from the operation are expected to decrease as compared to the same period in 2019 due to the impact from the COVID-19 outbreak.

In preparing the consolidated financial statements, the Group applies fair value model to measure its investment property, financial assets at fair value through other comprehensive income and financial assets at fair value through profit or loss. In 2020, fair value of the Group’s investment property and financial assets at fair value may be subject to fluctuations due to the COVID-19 outbreak.

Up to the date on which these consolidated financial statements are issued, the Group is still in the process of assessing the impacts of the COVID-19 on the financial performance and position of the Group and is currently unable to estimate the quantitative impacts to the Group. The management of the Group will pay close attention to the development of the COVID-19 outbreak and perform further assessment of its financial impact.

The COVID-19 outbreak is a non-adjusting event after the financial year end and does not result in any adjustments to the consolidated financial statements for the year ended 31 December 2019.

37. 結算日後事項

自二零二零年初以來，冠狀病毒爆發(「COVID-19疫情」)已遍及中國和其他國家，並在一定程度上影響了香港的零售業務和本集團的經濟活動。作為一個香港百貨公司的經營者，由於COVID-19疫情的影響，預計本集團的收入、現金流量和經營利潤將比二零一九年同期下降。

在編製綜合財務報表時，本集團採用公平價值模型計量其投資物業、按公平值計入其他全面收益之金融資產以及按公平值計入損益之金融資產。在二零二零年，本集團投資物業和金融資產的公平價值可能因COVID-19疫情出現波動。

截至本綜合財務報表發佈之日，本集團仍在評估COVID-19疫情對本集團財務業績和狀況的影響，目前尚無法量化估計對本集團的影響。本集團管理層將密切關注COVID-19疫情的發展，並對其財務影響進行進一步評估。

COVID-19疫情是在財政年結日後的非調整性事件，因此不會對截至二零一九年十二月三十一日止年度之綜合財務報表作出任何調整。

Five-Year Group Financial Summary

五年集團財務摘要

Results

For the year ended 31 December

業績

截至十二月三十一日止年度

		2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Turnover	營業額	6,171,393	4,671,971	3,755,092	4,358,010	3,542,032
Profit attributable to owners of the Company	本公司擁有人應佔溢利	1,914,392	1,600,907	2,875,674	1,690,070	1,890,676
Earnings per share (HK\$)	每股盈利(港元)					
— Basic	— 基本	1.19	1.00	1.79	1.08	1.26
— Diluted	— 攤薄	N/A	N/A	N/A	N/A	N/A
Total dividends per share (HK cents)	每股股息總額(港仙)	63.2	63.2	63.2	66.5	30.0

Assets and liabilities

At 31 December

資產及負債

於十二月三十一日

		2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Total assets	資產總值	28,804,274	21,117,336	21,363,554	20,567,503	24,501,539
Total liabilities	負債總額	(15,708,143)	(18,669,420)	(17,484,888)	(17,636,119)	(20,660,235)
Net assets	資產淨值	13,096,131	2,447,916	3,878,666	2,931,384	3,841,304
Non-controlling interests	非控股權益	(1,973,072)	(597,542)	—	—	—
Net assets attributable to owners of the Company	本公司擁有人應佔資產淨值	11,123,059	1,850,374	3,878,666	2,931,384	3,841,304
Net assets per share (HK\$)	每股資產淨值(港元)	8.17	1.53	2.42	1.95	2.56
Net assets per share attributable to owners of the Company (HK\$)	本公司擁有人應佔每股資產淨值(港元)	6.94	1.15	2.42	1.95	2.56
Number of shares issued	已發行股份數目	1,602,586,500	1,602,586,500	1,602,586,500	1,501,916,000	1,501,916,000

Particulars of Major Property

主要物業詳情

Property under development

發展中物業

	Gross floor area	Site area	Nature of property	Attributable interest to the Group	Category of lease	Stage of completion	Expected completion	Lot number
	總樓面面積	佔地面積	物業性質	本集團應佔權益	租賃類別	完成階段	預計竣工	宗地編號
	sq.m. 平方米	sq.m. 平方米						
Property under development located at New Kowloon Inland Kai Tak, Area 1E Site 2, Kowloon, Hong Kong 位於香港九龍啟德第1E區2號地盤的新九龍內地段之發展中物業	101,900*	14,159	Commercial 商業	100%	Medium 中期	Under development 發展中	End of 2022 二零二二年底	6557

* Approximately 49.0% of the development is expected to be for own use.

* 項目約49.0%預計作自用。



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