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Vanke Property (Overseas) Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01036)

2018 Annual Report

This annual report is printed on environmentally friendly paper

Contents

Corporate Information

BOARD OF DIRECTORS

Executive Directors

ZHANG Xu *(Chairman)*
QUE Dongwu *(Chief Executive Officer)*

Non-Executive Directors

CHAN Chi Yu
LEE Kai-Yan
LIN Lily

Independent Non-Executive Directors

CHAN Wai Hei, William
LAW Chi Yin, Cynthia
SHIUM Soon Kong
(resigned with effect from 28 February 2019)
ZHANG Anzhi
(appointed with effect from 1 March 2019)

AUDIT COMMITTEE

CHAN Wai Hei, William *(Chairman)*
CHAN Chi Yu
LAW Chi Yin, Cynthia

REMUNERATION COMMITTEE

SHIUM Soon Kong *(Chairman)*
(resigned with effect from 28 February 2019)
ZHANG Anzhi *(Chairman)*
(appointed with effect from 1 March 2019)
QUE Dongwu
CHAN Wai Hei, William

NOMINATION COMMITTEE

LAW Chi Yin, Cynthia *(Chairman)*
ZHANG Xu
SHIUM Soon Kong
(resigned with effect from 28 February 2019)
ZHANG Anzhi
(appointed with effect from 1 March 2019)

COMPANY SECRETARY

LAI Ivy

AUDITOR

KPMG

LEGAL ADVISORS TO THE COMPANY

Reed Smith Richards Butler *(as to Hong Kong law)*
Maples and Calder *(as to Cayman Islands law)*

PRINCIPAL BANKER

Bank of China (Hong Kong) Limited

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Cayman Islands

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Wan Chai
Hong Kong

Biographical Details of Directors

EXECUTIVE DIRECTORS

Mr. Zhang Xu, aged 55, was appointed an Executive Director of Vanke Property (Overseas) Limited (the "Company", together with its subsidiaries, the "Group") in July 2012 and Chairman in February 2019. He is also a member of the Nomination Committee of the Company and a director of certain subsidiaries of the Group. Mr. Zhang joined China Vanke Co., Ltd. ("China Vanke"), a company listed on The Stock Exchange of Hong Kong Limited ("SEHK") (stock code: 2202) and a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), in November 2002, and was further appointed as an Executive Director of China Vanke on 30 June 2017. He is currently an Executive Vice President and the Chief Operating Officer of China Vanke as well as a director of Vanke Property (Hong Kong) Company Limited ("Vanke HK"), an intermediate holding company of the Company, and a non-executive non-independent director of Banyan Tree Holdings Limited, a company listed on Singapore Stock Exchange Limited ("SGX") (stock code: B58.SG). Mr. Zhang has approximately 20 years of experience in real estate business. He obtained a bachelor's degree in Industrial and Civil Construction from Hefei University of Technology in the PRC in August 1984 and a part-time Professional Master of Business Administration from the Troy State University, United States in June 2001. Before joining China Vanke, he has worked at China Overseas Group.

Ms. Que Dongwu, aged 52, was appointed an Executive Director of the Company in July 2012 and Chief Executive Officer in February 2019. She is also a member of the Remuneration Committee of the Company and a director of certain subsidiaries of the Group. Ms. Que joined China Vanke, a company listed on SEHK (stock code: 2202) and a substantial shareholder of the Company within the meaning of Part XV of the SFO, in May 1993 and is currently a Vice President of China Vanke and the General Manager of Overseas Business Department of China Vanke responsible for managing China Vanke's overseas investment and development platforms. She is also a director of Vanke HK. Ms. Que has over 15 years of experience in corporate finance and real estate investment. She graduated from Fudan University, PRC in July 1999 with a Master of Economics.

NON-EXECUTIVE DIRECTORS

Mr. Chan Chi Yu, aged 64, was appointed Non-Executive Director of the Company in July 2012. He is also a member of the Audit Committee of the Company. Mr. Chan was a director of China Vanke, a company listed on SEHK (stock code: 2202) and a substantial shareholder of the Company within the meaning of the Part XV of the SFO, from May 1997 to April 2008 and a consultant of China Vanke from April 2008 to April 2016. Mr. Chan is also a director of certain subsidiaries and affiliates of China Vanke. Mr. Chan has received various training in accounting, business administration, corporate governance and security brokerage. He is a fellow member of The Hong Kong Institute of Directors, a full member of The Hong Kong Management Association and also an affiliated member of The Association of International Accountants.

Mr. Lee Kai-Yan, aged 41, was appointed Non-Executive Director of the Company in October 2018. Mr. Lee joined Vanke Holdings (USA) LLC, a wholly-owned subsidiary of China Vanke Co., Ltd. and a fellow subsidiary of the Company, in 2013 as its managing director to lead its establishment, expansion, and operations. Mr. Lee has more than 14 years of professional experience in real estate and financial markets, including through his prior work at the World Economic Forum LLC between 2010 and 2013, Federal Reserve Bank of Boston between 2007 and 2010, and San Joaquin Council of Governments from 2001 to 2004. Mr. Lee previously was appointed as the Redevelopment Commissioner of the Redevelopment Commission of the City of Stockton, California between 2002 and 2004. He is currently on the Executive Director Board of the China General Chamber of Commerce (USA) and on the Executive Committee of the Association of Foreign Investors in Real Estate (AFIRE). Mr. Lee obtained his undergraduate degree in architecture from the University of California, Berkeley, in 2000, and his master degrees from Harvard University in public policy and from Massachusetts Institute of Technology (MIT) in city planning, both in 2007.

Ms. Lin Lily, aged 40, was appointed Non-Executive Director of the Company in October 2018. Ms. Lin joined Vanke Holdings (UK) Limited, a wholly-owned subsidiary of China Vanke Co., Ltd. and a fellow subsidiary of the Company, in January 2015 as its managing director. She is responsible for the overall management of the company's investments in the United Kingdom. Previously Ms. Lin worked at UBS AG in London between 2007 and 2015. Prior to that Ms. Lin worked on the investment team at Ascendas in Shanghai, between 2003 and 2005. Ms. Lin graduated from the University of Southern California with a Bachelor of Science in Business Administration in 2000, and a Bachelor of Arts in French in 2001. She obtained a Master of Business Administration from INSEAD in France in 2006.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Wai Hei, **William**, aged 61, was appointed Independent Non-Executive Director of the Company in September 2012. He is also the Chairman of the Audit Committee and a member of the Remuneration Committee of the Company. Mr. Chan has over 30 years of experience in accounting and finance. He worked for Messrs. Li, Tang, Chen & Co., Certified Public Accountants (Practicing) since June 1980 and was admitted as a partner from April 1989 until 2018. He is currently working for Roger K.C. Tou & Co. as a senior consultant. Mr. Chan graduated from Hong Kong Shue Yan College (currently known as Hong Kong Shue Yan University) in July 1980 with a Diploma in Accounting. Mr. Chan was the President of The Hong Kong Institute of Accredited Accounting Technicians Limited (which is a wholly-owned subsidiary of the Hong Kong Institute of Certified Public Accountants) from 1992 to 1995. Mr. Chan is currently a fellow member of the Hong Kong Institute of Certified Public Accountants, an associate member of The Institute of Chartered Accountants in England and Wales, a member of The Society of Chinese Accountants and Auditors of Hong Kong, a fellow member of The Association of Chartered Certified Accountants, a fellow member of The Taxation Institute of Hong Kong and a fellow member of The Hong Kong Institute of Directors.

Ms. Law Chi Yin, **Cynthia**, aged 53, was appointed Independent Non-Executive Director of the Company in May 2015. She is also the Chairman of the Nomination Committee and a member of the Audit Committee of the Company. Ms. Law has over 27 years of experience in banking and finance. Ms. Law joined The Hongkong and Shanghai Banking Corporation Limited ("HSBC") in 1987 and worked there until her retirement as the Managing Director and Deputy Head of Global Banking of HSBC, China in August 2014. Ms. Law is a veteran banker possessing banking, capital markets and management experience across HSBC's key global businesses including retail banking and wealth management, commercial banking, global trade and receivable finance and had, since 1996, been specialised in global banking and markets in Mainland China. She is currently an adviser to JL Capital Pte. Ltd., a fund management company licensed by the Monetary Authority of Singapore, in relation to their China related investments. Ms. Law graduated from the University of Toronto with a double major degree in Computer Science for Data Management and Commerce. She is a chartered financial analyst.

Mr. Shium Soon Kong, aged 64, was an Independent Non-Executive Director of the Company from September 2012 to February 2019. He is also the Chairman of the Remuneration Committee and a member of the Nomination Committee of the Company. Mr. Shium has over 30 years of experience in real estate investment and operations. Mr. Shium started his career with Singapore's public housing authority, the Housing and Development Board. He was a Principal Officer in its Estates & Lands Division when he left in 1995. In the same year, he joined Pidemco Land Limited (the predecessor of CapitaLand Limited) as Vice President until early 1999. He subsequently joined Xin Rou Properties Pte. Ltd., a Singapore real estate company, as the director for its real estate investment portfolio from 1999 to 2001. Mr. Shium was the Senior Vice President in GIC Real Estate Pte. Ltd. from 2001 to 2008; and was the President of Ping An Real Estate Co., Ltd. from January 2009 till early 2012. Currently, he is a director of Thong Ching Pte. Ltd., an investment company in Singapore, and a director of Man Won Company Limited, an investment company registered in Hong Kong. He is also the director for business development in Raffles Medical Group, an integrated medical and healthcare company registered in Singapore and listed on SGX. Mr. Shium obtained a Bachelor of Science Honours Degree in Estate Management from The University of Singapore (the predecessor of National University of Singapore) in May 1979 and a Master of Science Degree in Urban Land Appraisal from University of Reading in the United Kingdom in December 1982.

Mr. Zhang Anzhi, aged 47, was appointed Independent Non-Executive Director of the Company in March 2019. He is also the chairman of the Remuneration Committee and a member of the Nomination Committee of the Company. Mr. Zhang has extensive experience in investment banking, corporate finance, investment and general management. Mr. Zhang worked at Deutsche Bank Aktiengesellschaft from 2009 to 2018, during which period he served in various management positions and his last position was managing director and vice chairman of Greater China Corporate Finance. Prior to that, he worked at Merrill Lynch (Asia Pacific) Limited from 2004 to 2009 and his last position was director and Head of Corporate Finance China. Before joining Merrill Lynch, Mr. Zhang worked at J.P. Morgan plc and The Hongkong and Shanghai Banking Corporation Limited as an investment banker. Mr. Zhang currently serves as chairman of Tempus Investment Holding Hongkong Limited.

Management Discussion and Analysis

BUSINESS REVIEW

The Group's revenue is derived from the leasing of units and car parking spaces in Regent Centre. Revenue for the year was approximately HK$101.8 million (2017: HK$96.5 million), representing an increase of approximately 5%. The increase was mainly due to the improved occupancy and the increase in passing rent for the units in Regent Centre during the year.

The Group's investment in Regent Centre was at a fair value at approximately HK$1,968.0 million as at 31 December 2018 (31 December 2017: HK$1,830.0 million), representing an increase of approximately 8%. There has been no change in the valuation methodology of the Group's investment properties. After netting off the additions to investment properties of approximately HK$2.0 million, the fair value gain amounted to approximately HK$136.0 million for the year (2017: HK$101.0 million).

Excluding the change in fair value of Regent Centre, the Group's underlying profit for the year was approximately HK$540.8 million (2017: HK$54.2 million), representing an increase of approximately 898%. The increase was mainly due to an increase in revenue from the Group's rental and property management business, interest income and share of profits of associates.

Rental and property management

The Group's investment properties comprise various portions of Regent Centre (the "Property"), which is located at 63 Wo Yi Hop Road and 70 Ta Chuen Ping Street, Kwai Chung, New Territories, Hong Kong. The Group owns a total gross floor area of approximately 657,000 square feet in Regent Centre, representing 64% of the total gross floor area.

During the year, the Group renewed a majority of the leases at a positive rental reversion. Occupancy of the Property was maintained at a level of 99% as at 31 December 2018 (31 December 2017: 97%) against an increase in monthly passing rent to HK$9.7 per square foot as at 31 December 2018 (31 December 2017: HK$9.5 per square foot). Apart from monthly rent, the tenants are responsible for payment of a property management fee to the landlord, whose income has been accounted for as part of the revenue of the Group. Total revenue from the leasing of units and car parking spaces in Regent Centre was approximately HK$101.8 million (2017: HK$96.5 million).

Gross profit from operation for the year increased to approximately HK$79.0 million (2017: HK$74.9 million), mainly due to an increase in revenue. In October 2016, the Group commenced upgrading the air conditioning system in Regent Centre by replacing the existing air conditioning units with new ones using environmentally friendly refrigerants, which are more energy efficient and deliver a better cooling performance. The replacement works were completed in the first quarter of 2018 and the total expenditure was approximately HK$31.0 million.

Segment profit after deducting property management fees payable to a service provider, carpark management expenses, leasing commission and other operating expenses but before change in fair value of the Property amounted to approximately HK$77.4 million for the year (2017: HK$72.6 million). The increase was mainly due to an increase in gross profit from operation.

BUSINESS REVIEW *(continued)*

Property development and financing

The Group's property under development is represented by investment in Ultimate Vantage Limited ("Ultimate Vantage"), a 20% associate of the Group. Ultimate Vantage is a special purpose vehicle established in January 2013 for the development of the West Rail Tsuen Wan West Station TW6 Property Development Project (the "TW6 Project" and also known as "The Pavilia Bay"). Up to the date hereof, over 99% of the units have been sold at gross proceeds of approximately HK$10.0 billion and substantially all sold units of The Pavilia Bay have been handed over to the buyers in the fourth quarter of 2018.

Gold Value Limited ("Gold Value"), a 20% associate of the Group, was formed by the Group and the joint venture partner in Ultimate Vantage (the "TW6 Partner") in November 2016 for the purpose of providing first and second mortgage financing to the buyers of the TW6 Project on market terms (the "Provision of Mortgages"). Finance for the business of Gold Value is provided by the Group and the TW6 Partner by way of interest-bearing shareholder's loans on a several basis and in proportion to each of the parties' shareholding interest in Gold Value.

The Group's total investment in Ultimate Vantage and Gold Value (collectively, the "Associates"), comprising the share of net assets of the Group in the Associates as well as amounts due from the Associates, amounted to approximately HK$346.4 million as at 31 December 2018 (31 December 2017: HK$372.7 million). The decrease in total investment of the Group during the year was mainly due to the repayment of amount due from Ultimate Vantage of approximately HK$207.1 million (out of the sales proceeds received by Ultimate Vantage on The Pavilia Bay), and partial repayment of amount due from Gold Value of approximately HK$20.8 million (out of the repayment of mortgages by the buyers of The Pavilia Bay to Gold Value), and the receipt of dividends from Ultimate Vantage of approximately HK$325.0 million (collectively, "Associates' Payments"). During the year, the Group has also granted additional advances to Gold Value of approximately HK$60.9 million for the Provision of Mortgages and share profit of associates of HK$465.7 million.

Segment profit amounted to approximately HK$473.2 million for the year (2017: HK$3.2 million), representing an increase of approximately 14,688%. The increase was mainly due to the significant increase in share of profit of associates and interest on advances granted to Gold Value.

The Group's share of profit of associates amounted to HK$465.7 million for the year (2017: HK$46,000). The significant increase was mainly due to recognition of profits by Ultimate Vantage on the sale of The Pavilia Bay.

Head office and corporate expenses

Head office and corporate expenses, net of unallocated income, were approximately HK$10.2 million during the year (2017: HK$12.2 million). The decrease was mainly due to the decrease in staff costs during the year.

Finance income

Remaining net proceeds generated from the Rights Issue (as defined below) and a portion of Associates' Payments have been placed with banks to earn interest income during the year. Finance income for the year amounted to approximately HK$20.8 million (2017: HK$5.6 million), comprising interest income on bank deposits and bank balances of HK$13.5 million (2017: HK$3.2 million) due to the increase in both of bank interest rates and bank balances, and interest income on shareholders' loans due from Gold Value which amounted to approximately HK$7.3 million (2017: HK$2.4 million).

FINANCIAL REVIEW

Rights issue

In August 2015, the Group raised net proceeds of HK$1,032.2 million through a rights issue on the basis of one rights share for every two existing shares of the Company held on 13 July 2015 at the subscription price of HK$8.04 per rights share (the "Rights Issue").

As disclosed in the announcement of the Company dated 26 February 2018 and as at the date thereof, the remaining net proceeds of the Rights Issue amounted to approximately HK$392.9 million and the Group resolved to reallocate the use of all of the then remaining net proceeds of the Rights Issue to acquisition of land or property projects.

During the year, the net proceeds from the Rights Issue has been utilised by the Company or is intended by the Company to be utilised as follows:

Purpose	Aggregate amount unutilised as at 1 January 2018	Amount utilised during the year	Amount re-allocated on 26 February 2018	Aggregate amount unutilised as at 31 December 2018	Aggregate amount utilised as at 31 December 2018
	HK$ million	*HK$ million*	*HK$ million*	*HK$ million*	*HK$ million*
Land or property acquisition	259	–	134	393	–
Provision of Mortgages through Gold Value	122	(15)	(107)	–	(243)
Sales and marketing expenses and other expenditure not covered by permitted use of the TW6 Banking Facilities	19	–	(19)	–	(46)
Upgrading the air conditioning system in Regent Centre	13	(5)	(8)	–	(27)
Total	**413**	**(20)**	**–**	**393**	**(316)**

There has been no material change in the proposed use of proceeds as disclosed in the announcement of the Company on 26 February 2018. The Group intends to apply the remaining net proceeds of the Rights Issue to the acquisition of land or property when suitable opportunities arise.

For details, please refer to the Company's announcements dated 24 December 2015, 13 January 2016, 9 August 2016, 5 June 2017 and 26 February 2018 relating to the change of use of the net proceeds from the Rights Issue.

FINANCIAL REVIEW *(continued)*

Liquidity and financial resources

Equity attributable to shareholders of the Company amounted to approximately HK$3,666.7 million as at 31 December 2018 (31 December 2017: HK$3,001.6 million). The increase was due to the profit attributable to the shareholders of the Company for the year of approximately HK$676.8 million less payment of 2017 final dividend of approximately HK$11.7 million.

The Group had no interest-bearing debts and undrawn banking facilities as at 31 December 2018 (31 December 2017: nil). The Group's bank balances and cash amounted to approximately HK$1,425.1 million as at 31 December 2018 (31 December 2017: HK$865.9 million), of which approximately HK$392.9 million (31 December 2017: HK$413.4 million) was attributable to the remaining net proceeds from the Rights Issue. The increase in bank balances and cash was primarily attributable to the receipt of the Associate's Payments of approximately HK$552.8 million. The Group has reallocated part of the remaining proceeds from the Rights Issue for funding its future acquisition of land or property projects. The Group's investment properties, which are debt free for the time being, can be leveraged into additional cash resources as and when required. Taking these into account, it is expected that the Group should have sufficient working capital for its current requirements.

Treasury policies

The Group operates in Hong Kong and all its assets and liabilities are denominated in Hong Kong dollars. As a result, it has no exposure to foreign exchange rate fluctuations.

The Group has no exposure to interest rate risks, as it does not have any interest-bearing debts for the time being.

Capital commitments

The Group had no significant capital commitments as at 31 December 2018. As at 31 December 2017, the Group had a commitment of approximately HK$6.8 million in respect of capital expenditure to be incurred at the time in upgrading the air conditioning system in Regent Centre, of which approximately HK$2.8 million had been contracted for and approximately HK$4.0 million had been authorised but not contracted for.

Contingent liabilities and financial guarantees

The Group had no outstanding contingent liabilities and financial guarantees as at 31 December 2018 (31 December 2017: nil).

Pledge of assets

There was no pledge on the Group's assets as at 31 December 2018 (31 December 2017: nil).

Significant investments held, material acquisitions and disposals of subsidiaries and associates

Other than those outlined elsewhere in this report, there were no other significant investments held, material acquisitions or disposals of subsidiaries and associates during the year.

Key performance indicators ("KPIs")

The Directors manage the business of the Group through a number of KPIs as below.

FINANCIAL REVIEW *(continued)*

Key performance indicators ("KPIs") *(continued)*

(i) Occupancy rate of the Property

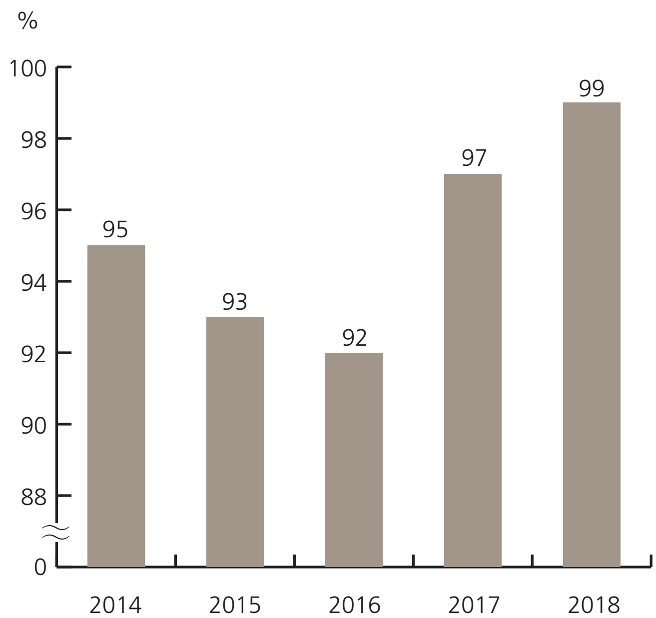
- Definition and calculation: Occupancy rate is a measure of leasing performance. It is defined as gross floor area that have been rented out as a percentage of total gross floor area available for renting.

- Purpose: Occupancy rate is a key driver in maintaining revenue.

- Source of underlying data: Internal company data.

- Quantified KPI data: The graph below shows the year-end occupancy rate of the Property since the change of controlling shareholder of the Company in July 2012 (the "Relevant Period") — 2014: 95%; 2015: 93%; 2016: 92%; 2017: 97%; 2018: 99%.

Occupancy rate



- No changes have been made to the source of data or calculation methods used over the periods shown.

FINANCIAL REVIEW *(continued)*

Key performance indicators ("KPIs") *(continued)*

(ii) Passing rent of the Property

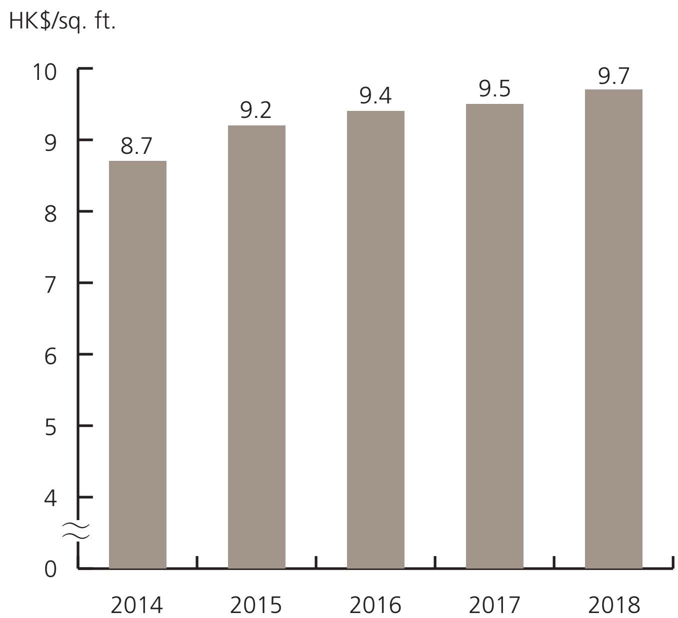
- Definition and calculation: Passing rent is another measure of leasing performance. It is defined as the average rental rate of existing tenancies weighted by gross floor area.

- Purpose: Passing rent is a key driver in achieving revenue growth.

- Source of underlying data: Internal company data.

- Quantified KPI data: The graph below shows the passing rent of the Property at the end of each financial years during the Relevant Period — 2014: HK$8.7 per sq. ft.; 2015: HK$9.2 per sq. ft.; 2016: HK$9.4 per sq. ft, 2017: HK$9.5 per sq. ft, 2018: HK$9.7 per sq. ft.

Passing rent



- No changes have been made to the source of data or calculation methods used over the periods shown.

FINANCIAL REVIEW *(continued)*

Key performance indicators ("KPIs") *(continued)*

(iii) Cost of services to revenue ratio

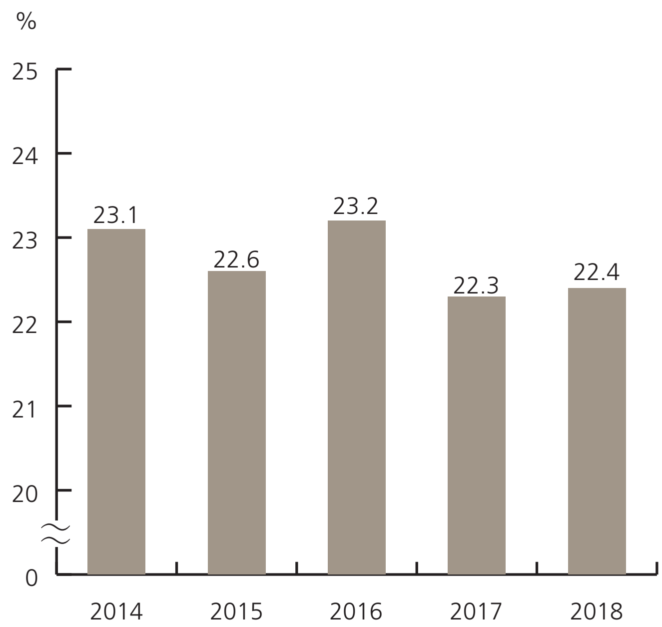
- Definition and calculation: Cost of services to revenue ratio measures the operation efficiency by expressing cost of services as a percentage of revenue.

- Purpose: It is a cost control tool, which reflects the direct cost incurred in generating every dollar of revenue.

- Source of underlying data: Figures from the financial statements prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs").

- Quantified KPI data: The graph below shows the cost of services to revenue ratio for the Property during the Relevant Period — 2014: 23.1%; 2015: 22.6%; 2016: 23.2%; 2017: 22.3%; 2018: 22.4%.

Cost of services to revenue ratio



- No changes have been made to the source of data or calculation methods used over the periods shown.

FINANCIAL REVIEW *(continued)*

Key performance indicators ("KPIs") *(continued)*

(iv) Gearing ratio

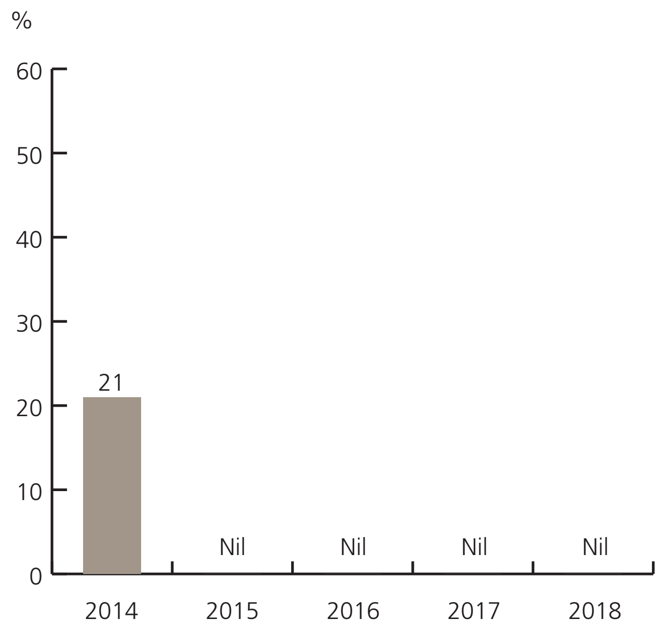
- Definition and calculation: Gearing ratio is a measure of financial leverage, demonstrating the degree to which the Group's activities are funded by interest-bearing debts. It is calculated by first subtracting the bank balances and cash from total interest-bearing debts and then divided the figure by equity attributable to shareholders of the Company.

- Purpose: The Group carefully manages its gearing ratio to strike a balance of obtaining funds through debt financing while maintaining its financial health.

- Source of underlying data: Figures from the financial statements prepared in accordance with HKFRSs.

- Quantified KPI data: The graph shows below the gearing ratio of the Group at the end of each financial years during the Relevant Period — 2014: 21%; 2015: nil; 2016: nil; 2017: nil; 2018: nil.

Gearing ratio



- No changes have been made to the source of data or calculation methods used over the periods shown.

FINANCIAL REVIEW *(continued)*

Key performance indicators ("KPIs") *(continued)*

(v) Return on equity

- Definition and calculation: Return on equity measures the efficiency of the Group at generating profits from each dollar of shareholder equity. It is calculated by dividing profit attributable to shareholders of the Company by average shareholders' equity.

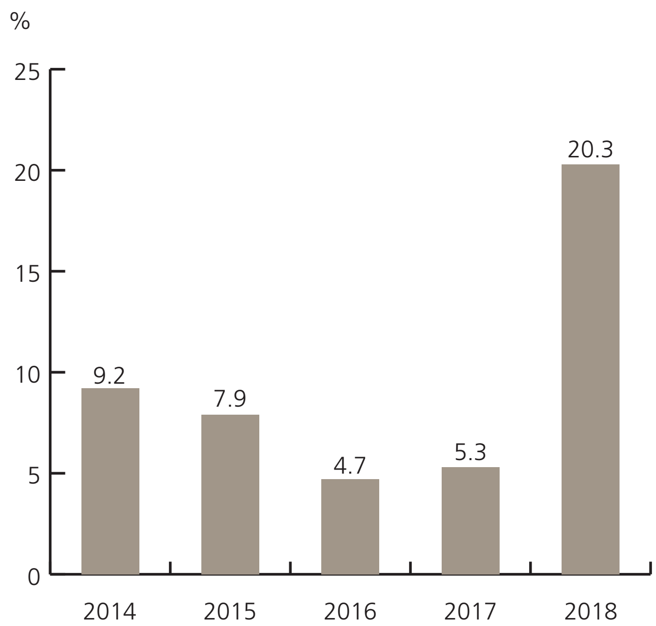
- Purpose: The Group aims to satisfy shareholders' expectation by delivering a stable return on equity.

- Source of underlying data: Figures from the financial statements prepared in accordance with HKFRSs.

- Reconciliation of financial statement information: Average shareholders' equity = Weighted average of share capital and share premium during the year + (Opening balance of other reserves plus closing balance of other reserves)/2

- Quantified KPI data: The graph shows below the return on equity of the Group at the end of each financial years during the Relevant Period — 2014: 9.2%; 2015: 7.9%; 2016: 4.7%; 2017: 5.3%; 2018: 20.3%.

Return on equity



- No changes have been made to the source of data or calculation methods used over the periods shown.

- The significant increase in the return on equity is primarily attributable to a significant increase in the Group's revenue from the Group's rental and property management business, interest income and share of profits of associates. Please refer to the Business Review of the Group set out on pages 5 to 6 of Annual Report for further details.

FINANCIAL REVIEW *(continued)*

Principal risks and uncertainties

The Group's businesses, results of operations, financial conditions and prospects are subject to risks and uncertainties, which may or may not be controllable by the Group. The factors below set out those risks and uncertainties, which in the opinion of the Directors principally affect the Group's businesses, results of operations, financial conditions or prospects. Such factors are by no means exhaustive. There may be other risks and uncertainties which are not identified for the time being or turn out to be material in the future.

(i) Economic conditions and property market in Hong Kong

The Group's revenue and operating profit are solely derived from the leasing of the Property in Hong Kong. As a result, the performance of the Group is susceptible to the economic conditions in Hong Kong, particularly the performance of the property market. Any adverse changes in the social, political, economic and legal environments in Hong Kong, unfavorable government policies on the property market, increase in supply of properties, global financial crisis or interest rate hikes may adversely affect the Hong Kong property market. These are beyond the control of the Group and, may adversely affect the revenue and profitability of the Group and thus the value of the Property.

The Group has a property development project in Hong Kong through its investment in an associate. Out of the total of 983 residential units, 979 units have been sold and 977 sold units have been handed over to the buyers up to the date of this annual report.

(ii) Business partners

The leasing and management of the units and car parking spaces in Regent Centre are conducted by independent service providers under close supervision of the Group's management. However, there can be no assurance on the performance of the property managers. Any unsatisfactory performance of the property managers may potentially lead to drop in property occupancy and passing rent, chances of improper property maintenance and/or repairs of damaged property facilities and increased tenant dissatisfaction, resulting in an adverse impact on revenue and profitability of the Group and thus the value of the Property.

The Group relies on the joint venture partner in the management of its property development project in Hong Kong. However, there can be no assurance on the performance of the joint venture partner. Any unsatisfactory performance of the partner and the contractors may potentially lead to construction cost overrun, project delay and drop in profitability of the project, resulting in an adverse impact on investment return and perhaps a diminution in value of the Group's investment in associates.

In addition, our business partners may have economic or business interests or goals that are inconsistent with those of the Group, take action contrary to the Group's policies and objectives, be unable or unwilling to fulfil their contractual obligations or cease to provide services out of their own accord. These may result in an adverse impact on the Group's businesses, results of operations, financial conditions or prospects.

(iii) Mergers and acquisitions

The Group has remaining net proceeds of the Rights Issue of HK$392.9 million for acquisition of land or property projects. However, there can be no assurance that the Group will identify the right target at the right timing and at the right price. Although due diligence and detailed analyses will be conducted, there is always a risk of failing to identify all hidden problems and potential liabilities. Valuation of the target conducted by the Group or its professionals is based on numerous assumptions and there can be no assurance that the assumptions are complete, accurate, and appropriate and will not change over time.

FINANCIAL REVIEW *(continued)*

Principal risks and uncertainties *(continued)*

(iv) Financial resources to fund property acquisitions

Property development and investment are capital intensive. The Group's ability to obtain funding for property acquisition and development is dependent on a number of factors such as general economic conditions, the Group's financial performance, willingness of banks to lend and/or investors to invest and monetary policies in Hong Kong, which are predominately beyond the control of the Group. As a result, there can be no assurance that the Group will obtain funding from the capital or debt markets on commercially reasonable terms or at all. This may potentially lead to increased funding costs and perhaps an inability to capitalise on potential investment opportunities.

(v) Staff continuity

The operation of the Group will continue to be dependent on the services of its employees. Competition for skilled and experienced workforce is intense in the property industry. Any significant staff turnover with no suitable replacements being identified in a timely manner may cause disruption to the Group's businesses. The ability of the Group to expand may also be hindered if the Group is unable to identify, hire, train and retain suitably skilled and qualified employees for its businesses.

(vi) Reputation risk

The Group may be involved from time to time in dispute with various parties in the development, leasing and management of the Group's properties, including contractors, suppliers, property managers, tenants and the joint venture partner. The operation of the Group is also subject to compliance of applicable external rules, regulations, laws and standards. Any non-compliance with law or dispute with stakeholders may potentially result in damage to the Group's reputation, disruption to the Group's businesses, financial loss and diversion of resources and management attention.

(vii) Competing interests

At present, China Vanke has two investment platforms for its property businesses in Hong Kong, namely (a) the Group, in which China Vanke has an indirect shareholding interest of 75%, and (b) Vanke HK, in which China Vanke has an indirect shareholding interest of 100%. Both Mr. Zhang Xu and Ms. Que Dongwu, Executive Directors of the Company (the "Executive Directors"), are executives of China Vanke and also directors of Vanke HK. Mr. Chan Chi Yu, a non-executive Director of the Company ("Non-Executive Director"), is closely connected to China Vanke, including being the director of certain subsidiaries and affiliates of China Vanke. Each of Mr. Lee Kai-Yan and Ms. Lin Lily, each a Non-Executive Director, is connected to China Vanke by virtue of his/her current position as a director of a subsidiary of China Vanke. As a result, the Group and Vanke HK may compete with each other in their property businesses in Hong Kong.

The Group has formulated a risk management policy in response to the amendments to the Corporate Governance Code contained in Appendix 14 of the Listing Rules ("CG Code") requirements regarding internal control. A risk management system has been established to provide the Board of Directors and the management an effective oversight of the risks the Group is facing, promote accountability across the organisation and ensure efficient controls are in place to mitigate the top risks the Group is facing. Key risk indicators have also been established for the purpose of enhancing the Board's oversight of key risk exposures, monitoring changes in the levels of risk exposure and contributing to the early warning signals that enable the Company to report risks, prevent crises and mitigate in time.

FINANCIAL REVIEW *(continued)*

Environmental policies

The Group is committed to build a better environment by adopting an environmental-friendly approach in its business operation. The Group is committed to comply with all applicable environmental laws and regulations in conducting its business. The Group aims to reduce emissions and use of resources in its operation through the following:

(i) Enhancing the efficiency of use of resources in the Group's business operation;

(ii) Adopting the use of energy-efficient equipment across the Group's properties and offices;

(iii) Encouraging employees to minimise their daily use of resources such as electricity;

(iv) Engaging tenants to adopt environmental-friendly initiatives to minimise their use of resources such as water and electricity consumption;

(v) Providing support to tenants on environmental-friendly practices, for example, provision of recycling facilities;

(vi) Encouraging contractors and/or service providers to adopt environmental-friendly practices in their design, services and products;

(vii) Undertaking property development projects which is conducive to environmental protection and to obtain environmental certification such as BEAM Plus, LEED, China GBL, and other equivalent green building labels, where practicable; and

(viii) Encouraging responsible investment by taking sustainability considerations into the Group's investment decisions, where practicable.

The Group favours service providers, contractors, suppliers and business partners who follow environmental-friendly practices in providing their design, services and products and will continue to promote environmental awareness among the Group's key stakeholders, including tenants, business partners, shareholders and employees, through ongoing communication and engagement.

During the year, the Group was not aware of any environmental laws or regulations that might have a material impact on the property rental and management business of the Group or any non-compliance with any relevant environmental laws that might have a significant impact on the businesses of the Group.

Compliance with laws and regulations

During the year, the Group was not aware of any non-compliance with any relevant laws and regulations that might have a significant impact on the businesses of the Group.

Relationship with suppliers, customers and employees

Suppliers

The Group appoints external service providers in respect of the leasing and management of its owned premises and car parking spaces in Regent Centre (the "Property Managers"). Common areas and common facilities in Regent Centre are managed by an independent third party estate manager (the "Estate Manager") pursuant to a deed of mutual covenant and management agreement dated 24 March 1997. The Property Managers and the Estate Manager are familiar with the tenancy and property management affairs in Regent Centre, as they have been entrusted with such responsibilities since completion of development of the project in 1996. Relationship with the Property Managers and the Estate Manager dated back to July 2012 when China Vanke became the controlling shareholder of the Company. The Group works closely with the Property Managers and the Estate Manager on all tenancy and property management affairs, including sourcing and assessment of tenants, rental receivable management and general property maintenance. In addition, regular meetings are held to facilitate two-way communications.

FINANCIAL REVIEW *(continued)*

Relationship with suppliers, customers and employees *(continued)*

Customers

The tenants in Regent Centre are the Group's key customers. The Group is committed to provide quality services to its customers. During the year, the Group maintained active dialogue with the Property Managers and the Estate Manager and carried out independent customer satisfaction survey on all aspects of property management and leasing affairs in Regent Centre. A customer service hotline has also been established for the tenants to voice its comments, feedback and complaints to the Group.

Employees

The Group values its employees and encourages its staff to achieve a good work-life balance. Staff turnover rate was 89% in 2018 (2017: 17%). The increase in the staff turnover rate is mainly attributable to normal staff replacement and enhancement of work efficiency. The average length of services of the employees in the Group, since the change of controlling shareholder of the Company to China Vanke in July 2012, was 2.6 years (31 December 2017: 2.8 years) as at 31 December 2018.

EMPLOYEES AND REMUNERATION POLICY

The Group had three employees as at 31 December 2018 (31 December 2017: six). As a result of the decrease in the number of employees, there was a decrease in staff costs (including Directors' emoluments) to approximately HK$5.4 million (2017: HK$7.8 million) during the year.

Vanke HK provides administrative and management support to the Group on a cost basis. Total fee payable to Vanke HK in relation to administrative and management support to the Group amounted to approximately HK$2.2 million during the year (2017: HK$2.6 million), with the decrease mainly attributable to the decrease in office overhead expenses.

The Executive Directors periodically review the adequacy of the staffing of the Group by reference to the Group's business requirements. Should there be employees recruited under the Group, their remuneration and benefit packages will be structured on market terms with regard to individual responsibility and performance. All eligible employees in Hong Kong are enrolled to a defined mandatory provident fund scheme. Other employment benefits are awarded at the discretion of the Group.

OUTLOOK

It is expected that the Hong Kong and global economy will be full of uncertainties in 2019, as a result of the trade war between the US and China, the slowing growth of mainland China economy, Brexit event and the trend of interest rate hike. These uncertainties have an impact on the economy, the property market and the market sentiment of Hong Kong.

The Group has been evaluating business opportunities in Hong Kong and certain overseas markets and will continue to do so with the objective to diversify and expand the Group's business. The Company will update its shareholders of such business plan in compliance with applicable laws and regulations as and when appropriate.

The Group's investment property in Hong Kong, Regent Centre, is expected to maintain the current level of high occupancies and passing rent in 2019. The Group will continue to work closely with the property manager in order to maintain the leasing performance.

FINAL DIVIDEND

Dividend Policy

The Company adopts a general dividend policy that aims to provide shareholders of the Company with a reasonable dividend payout to the extent practicable.

In proposing the final dividend, the Board has taken into account, inter alia:

- the Group's actual and expected financial performance;
- the interests of the Shareholders as a whole;
- retained earnings and distributable reserves of the Company and each of the other members of the Group;
- the level of the Group's debts to equity ratio, return on equity and financial covenants to which the Group is subject;
- any restrictions on payment of dividends by the Company to its Shareholders or by the Company's subsidiaries to the Company;
- the Group's expected working capital requirements and future expansion plans;
- liquidity position and future commitments at the time of declaration of dividend;
- taxation considerations;
- possible effects on the Group's creditworthiness;
- general economic conditions, business cycle of the Group's business and other internal or external factors that may have an impact on the business or financial performance and position of the Group; and
- other factors that the Board deem appropriate.

Any dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Board for the exclusive benefit of the Company until claimed subject to and in accordance with the Company's Articles of Association. Any dividends unclaimed for six years after having been declared may be forfeited by the Board and shall revert to the Company subject to and in accordance with the Company's Articles of Association.

Recommendation

The Directors recommend the payment of a final dividend of HK$0.09 per share (2017: HK$0.03 per share), which is to be approved by the shareholders of the Company at the forthcoming annual general meeting of the Company.

On behalf of the Board

Zhang Xu
Chairman and Executive Director

Hong Kong, 13 February 2019

Report of the Directors

The Directors have pleasure in submitting their report and the audited financial statements for the year ended 31 December 2018.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The names, particulars and principal activities of its subsidiaries are set out on pages 87 to 88 of the Annual Report.

BUSINESS REVIEW

A discussion and analysis of the Group's performance, including a discussion of the principal risks and uncertainties facing the Group, can be found in the Management Discussion and Analysis set out on pages 5 to 18 of the Annual Report. The discussion and analysis forms part of this directors' report.

RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated statement of comprehensive income on page 44 of the Annual Report.

During the board meeting on 13 February 2019, the Directors recommended a final dividend for the year ended 31 December 2018 of HK$0.09 per share totalling approximately HK$35,058,000 (2017: HK$0.03 per share totalling approximately HK$11,686,000), which will be payable on or about 5 June 2019 if approved by the shareholders at the 2019 AGM.

PRE-EMPTIVE RIGHTS

No pre-emptive rights exist in the Cayman Islands being the jurisdiction in which the Company was incorporated.

SHARE CAPITAL

There was no movement in the share capital of the Company during the year.

RESERVES

Movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on page 46 of the Annual Report and note 20(a) to the financial statements respectively.

DISTRIBUTABLE RESERVES

Under the Companies Law of the Cayman Islands, the balance in the share premium account is distributable. Accordingly, total distributable reserves of the Company amounted to HK$1,378,656,000 as at 31 December 2018.

CHARITABLE DONATIONS

No charitable donations was made by the Group during the year.

DIRECTORS

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

Executive Directors

Zhang Xu *(Chairman)*
Que Dongwu *(Chief Executive Officer)*

Non-Executive Directors

Chan Chi Yu
Lee Kai-Yan (appointed on 23 October 2018)
Lin Lily (appointed on 23 October 2018)

Independent Non-Executive Directors

Chan Wai Hei, William
Law Chi Yin, Cynthia
Shium Soon Kong

Mr. Zhang Xu and Mr. Shium Soon Kong retired pursuant to Article 116 of the Company's Articles of Association and were re-elected as directors of the Company at the annual general meeting of the Company held on 18 May 2018 (the "2018 AGM").

Pursuant to Article 116 of the Company's Articles of Association, Mr. Chan Wai Hei, William and Ms. Law Chi Yin, Cynthia will retire by rotation at the 2019 AGM and, being eligible, offer themselves for re-election.

Pursuant to Article 99 of the Company's Articles of Association, Mr. Lee Kai-Yan and Ms. Lin Lily (together with Mr. Zhang Anzhi whose appointment as independent non-executive director will become effective after the date of this report) will hold office only until the 2019 AGM and, being eligible, offer themselves for re-election.

None of the Directors has a service contract with the Company which is not terminable by the Company within one year without payment of compensation (other than statutory compensation).

BIOGRAPHICAL DETAILS OF DIRECTORS

Brief biographical details of Directors of the Group are set out on pages 3 to 4 of the Annual Report.

DIRECTORS' INTERESTS IN EQUITY OR DEBT SECURITIES

As at 31 December 2018, the interests or short positions of the Directors in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register kept under section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

Interests in an associated corporation, China Vanke

		Number of ordinary shares held						
Name of Director	Type of shares	Interests held as beneficial owner	Interests held by spouse	Interests held by controlled corporations	Other interests	Number of underlying shares held under equity derivatives	Total Interests	Percentage of issued share capital *(Note)*
Zhang Xu	A shares	904,039	–	–	–	–	904,039	0.009%
Que Dongwu	A shares	150,700	–	–	–	–	150,700	0.002%
Chan Chi Yu	H shares	–	–	500,203	–	–	500,203	0.038%

Note: The total number of ordinary A shares of China Vanke in issue as at 31 December 2018 was 9,724,196,533 and the total number of ordinary H shares of China Vanke in issue as at 31 December 2018 was 1,314,955,468. The percentage of issued share capital shown above is calculated based on the number of issued shares in the relevant class alone, without taking into account the issued share capital of the other classes.

All the interests in the shares disclosed under this section represent long position in the shares of the associated corporations of the Company. Save as disclosed herein, as at 31 December 2018, none of the Directors or any of their spouses or children aged under eighteen years of age had any interests or 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 SFO) which was required to be recorded in the register kept by the Company under section 352 of the SFO or which was required to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Pursuant to a business partnership scheme adopted by China Vanke in 2014, certain employees of the China Vanke Group have been admitted as business partners entrusting part of their bonuses into a collective account (the "collective bonuses") for investment management by Shenzhen Yang'an Financial Advisory Limited, including the introduction of leveraged finance for investment. All business partners in the scheme have undertaken that the collective bonuses and derivative assets will be centralised under closed-end management, without any payment to specific individuals, before the release of the contingent obligation requiring the return of the collective bonuses to China Vanke, and before the payment of principal and interest leveraged finance. A letter of authorisation and undertaking was executed by all business partners. Mr. Zhang Xu and Ms. Que Dongwu are business partners in the scheme.

Save for the above, at no time during the year was the Company or any of its subsidiaries or the Company's holding company or a subsidiary of the Company's holding company a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

The Company and its subsidiaries did not have any share option scheme in force during the year.

SUBSTANTIAL SHAREHOLDERS

Apart from the interests or short positions of the Directors in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) as disclosed in the section "Directors' Interests in Equity or Debt Securities", the register kept under section 336 of the SFO (the "Register") shows that as at 31 December 2018 the Company has been notified of the following interests or short positions in the shares of the Company:

Name of substantial shareholder	Long position/ short position	Capacity of interest	Total number of shares in which the shareholder is interested	Percentage of shareholding
China Vanke *(Note 1)*	Long position	Held by controlled corporations	292,145,949	75.0%
CITIC Securities Company Limited *(Note 2)*	Long position	Held by controlled corporations	30,080,000	7.72%

Notes:

1. *As recorded in the Register, the 292,145,949 ordinary shares of the Company are held by China Vanke through Wkland Investments Company Limited, which is an indirect wholly-owned subsidiary of China Vanke. Wkland Investments Company Limited is a direct wholly-owned subsidiary of Wkland Limited. Wkland Limited is a direct wholly-owned subsidiary of Vanke HK. Vanke HK is a direct wholly-owned subsidiary of Shanghai Vanke Real Estate Company Limited. Shanghai Vanke Real Estate Company Limited is a direct wholly-owned subsidiary of Shanghai Vanke Investment and Management Company Limited. Shanghai Vanke Investment and Management Company Limited is a direct wholly-owned subsidiary of China Vanke.*

2. *As recorded in the Register, the 30,080,000 ordinary shares of the Company are held by CSI Capital Management Limited, which is a direct wholly-owned subsidiary of CITIC Securities International Company Limited, which in turn is a direct wholly-owned subsidiary of CITIC Securities Company Limited.*

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company maintained the percentage prescribed under the Listing Rules of the Company's shares in public hands as at the latest practicable date prior to the issue of this Annual Report.

INDEMNITY OF DIRECTORS

The Articles of Association of the Company provides that every Director is entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him/her as a Director in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour, or in which he/she is acquitted.

The Company has taken out and maintained directors' liability insurance throughout the year, which provides appropriate cover for the directors of the Company and its subsidiaries.

Save for the above, during the year ended 31 December 2018, the Company was not aware of any permitted indemnity provision in force for the benefit of one or more (existing or former) directors of the Company (whether entered into by the Company or not) or its associated companies (if made by the Company).

MANAGEMENT CONTRACTS

On 31 December 2018, the Group renewed the agreement relating to the sharing of administrative services with Vanke HK on a cost basis for a period of three years commencing from 1 January 2019, which is terminable by either party on giving no less than one month's notice. Total fees payable to Vanke HK for such services amounted to HK$2,211,000 for the year (2017: HK$2,623,000).

DIRECTORS' INTERESTS IN CONTRACTS

As disclosed in the section "Management Contracts", the Company entered into a contract with Vanke HK in relation to the sharing of administrative services on a cost basis. The Company is an indirect 75% owned subsidiary of Vanke HK, which in turn is an indirect wholly-owned subsidiary of China Vanke. Mr. Zhang Xu and Ms. Que Dongwu are directors of Vanke HK and each of them is an executive of and beneficially interested in the issued shares of China Vanke. Mr. Chan Chi Yu is beneficially interested in the issued shares of China Vanke.

Save as disclosed above, no contracts of significance were entered into between the Company or any of its subsidiaries and the Company's holding company or a subsidiary of the Company's holding company, nor were there any contracts of significance in relation to the Group's businesses in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

Set out below is information disclosed pursuant to Rule 8.10(2) of the Listing Rules.

(a) The following Directors are also directors and/or officers of China Vanke and/or its subsidiaries and affiliates as set out in the table below.

Name of Director	Position held in China Vanke and/or its subsidiaries and affiliates
Zhang Xu	Executive Director, Executive Vice President and Chief Operating Officer
Que Dongwu	Vice President and General Manager of Overseas Business Department
Chan Chi Yu	Director of certain subsidiaries and affiliates of China Vanke
Lee Kai-Yan	Director of a subsidiary of China Vanke
Lin Lily	Director of a subsidiary of China Vanke

At present, the Group owns an investment property in Hong Kong and a 20% interest in a property under development in Hong Kong. Vanke HK and its subsidiaries (excluding the Group) ("Vanke HK Group") also own properties under development in Hong Kong. Depending on circumstances, either the Group or Vanke HK Group participates in acquisitions of land or property development projects in Hong Kong from the Hong Kong Government or entities controlled by the Hong Kong Government through public auction or tender on a sole basis or by way of a joint venture arrangement with independent third parties.

Vanke HK is an indirect wholly-owned subsidiary of China Vanke. Mr. Zhang Xu and Ms. Que Dongwu, both being executives of China Vanke, are common directors of the Company and Vanke HK. Mr. Chan Chi Yu is closely connected to China Vanke by virtue of his positions as a former director of China Vanke from May 1997 to April 2008 and a former consultant of China Vanke from April 2008 to April 2016 and his current position as director of certain subsidiaries and affiliates of China Vanke. Each of Mr. Lee Kai-Yan and Ms. Lin Lily is connected to China Vanke by virtue of his/her current position as a director of a subsidiary of China Vanke. Mr. Zhang Xu, Ms. Que Dongwu and Mr. Chan Chi Yu have beneficial interests in the issued shares of China Vanke.

Mr. Lee Kai-Yan and Ms. Lin Lily, the Non-Executive Directors, and Mr. Chan Wei Hei, William, Ms. Law Chi Yin, Cynthia and Mr. Shium Soon Kong, the Independent Non-Executive Directors, do not participate in the routine business of Vanke HK. The Independent Non-Executive Directors, with the assistance of the Company Secretary and the Financial Controller of the Company, exercise due care and skills in ensuring that the Group is capable of carrying on its business at arm's length and independently from Vanke HK.

Save as disclosed above, the Directors are not aware of any other business of China Vanke which competes or is likely to compete, either directly or indirectly, with the Group's business.

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's shares during the year.

MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers respectively during the year is as follows:

	Sales	Purchases
The largest customer	9.7%	
Five largest customers in aggregate	26.4%	
The largest supplier		72.4%
Five largest suppliers in aggregate		88.3%

At no time during the year have the Directors, their close associates or any shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) had any interest in these major customers and suppliers.

BANK LOANS AND OTHER BORROWINGS

The Group had no outstanding bank loans and other interest-bearing borrowings as at 31 December 2018.

PROPERTIES

Particulars of the properties and property interests of the Group as at 31 December 2018 are set out on page 89 of the Annual Report.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 90 of the Annual Report.

AUDITOR

The financial statements have been audited by KPMG who will retire and, being eligible, offer themselves for re-appointment at the 2019 AGM. A resolution for the re-appointment of KPMG as auditor of the Company is to be proposed at the 2019 AGM.

On behalf of the Board

Zhang Xu
Chairman and Executive Director

Hong Kong, 13 February 2019

Environmental, Social and Governance Report

BASIS OF PREPARATION

This Environmental, Social and Governance ("ESG") Report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide ("ESG Guide") in Appendix 27 to the Listing Rules. The ESG Report includes the Company and all of its subsidiaries covering the period from 1 January to 31 December 2018. The Group has complies with the "Comply or Ex-plain" provisions set out in the ESG Guide for the year ended 31 December 2018.

BUSINESS OPERATION OF THE GROUP

During the year, the Group was principally engaged in property development and financing, and property rental and management activities in Hong Kong.

REPORT BOUNDARY

Pending acquisition of new projects, the Group's property development and financing activities are currently conducted through the TW6 Project and Gold Value in which the Group has a 20% equity interest. The 80% joint venture partner in the TW6 Project, assuming the role of project manager and sales and marketing manager, is responsible for overseeing all aspects of the property development from design to tendering, sales and marketing to property handover, as well as arranging and managing the Provision of Mortgages. The Group understands that the joint venture partner adopts a holistic approach on environmental sustainability of its property development projects. Given the Group has no direct control, the ESG aspects relating to the TW6 Project do not fall within the report boundary.

As such, the matters being dealt with in this report relate only to the Group's property rental and management activities. During the year, the Group's investment properties comprised various portions of Regent Centre, which is an industrial property situated in Hong Kong.

ENVIRONMENTAL PROTECTION

The Group is committed to build a better environment by adopting an environmental friendly approach in our business operation.

As one of our ESG initiatives, the Group has set aside a budget of HK$35 million to upgrade the duct-type air conditioning units within our owned premises in Regent Centre to new ones with a higher coefficient of performance and the use of environmentally friendly refrigerant R410A. The project kick started in October 2016 and completed in the first quarter of 2018. The Group hopes to attain a higher customer satisfaction through regular upgrade of our facilities while at the same time promote the tenants' awareness of the importance of environmental protection through leading by example.

Regular meetings are held with the estate manager of Regent Centre for the purpose of ensuring, among other things, environmental compliance is being maintained through routine monitoring and inspection of the building facilities.

The Group's main emissions, being greenhouse gas ("GHG") emissions, and wastes produced by the Group are primarily attributable to its use of electricity, water and paper. The Group is not aware of any hazardous waste produced, other emissions (other than GHG emissions) nor packaging material used for finished products from the Group's operation.

Given the nature of the Group's business, the Group believes that its environmental impact and use of natural resources is minimal.

ENVIRONMENTAL PROTECTION *(continued)*

Electricity

The Group works in collaboration with the estate manager to reduce electricity use in Regent Centre by implementing green initiatives such as gradual replacement of lighting fixtures to LEDs in the common area in Regent Centre. The electricity consumption by the Group, being predominantly indirect energy consumption, was approximately 2,526,000 kWh (2017: 2,501,000) producing CO_2 equivalent GHG emissions of approximately 1,389.3 tonnes (2017: 1,350.5 tonnes) and an energy consumption intensity of approximately 72.8 kWh per square meter (2017: 72.3 kWh per square meter) during the year.

Water

The Group utilised a total of approximately 19,762 m^3 (2017: 18,000 m^3) of water with a water consumption intensity of approximately 0.6 m^3 per square meter (2017: 0.5 m^3 per square meter) during the year. Most of the water was consumed by tenants in Regent Centre and is therefore beyond the Group's direct control. However, tenants in Regent Centre have been encouraged to minimise their resource consumption. The Group also collects and monitors water consumption data from the estate manager.

Paper

Recycling facilities are provided in Regent Centre. The estate manager collects, labels and stores recyclable paper for handling on a regular basis and ensures that the non-reusable or non-recyclable waste were disposed properly. During the year, paper of approximately 69,000 kg (2017: 64,000 kg) in total were recycled in Regent Centre.

The Group encourages employees to re-use paper and conserve paper usage by printing double sided to the extent practicable. During the year, the Group used a total of approximately 204 kg (2017: 264 kg) of print paper in its normal business operation.

EMPLOYMENT

The Group promotes fair competition and prohibits discrimination against any employee on his/her gender, age, marital status, religion, race, nationality, disability or any status protected by law.

Equal opportunities principles are applied in all employment policies, in particular to recruitment, training, career development and promotion of employees. Remuneration and benefit packages of employees are structured in accordance with market terms with regard to individual responsibility and performance. All eligible employees are enrolled in a defined contribution mandatory provident fund scheme. Other employment benefits are awarded at the discretion of the Group.

The Group values employee satisfaction and encourage its staff to provide feedback. The Group has channels such as a whistle blowing system in place for its employees to express grievances and complaints which will be dealt with fairly according to the predetermined procedures to ensure equality to all employees.

The Group prohibits the employment of child and forced labour. During the year, there were no reported instances on child or forced labour, nor were there any on discrimination or harassment incidents. Staff turnover rate was 89% in 2018 (2017: 17%). The increase in the staff turnover rate is mainly attributable to normal staff replacement and enhancement of work efficiency. The average length of service of the employees in the Group, since the change of the controlling shareholder of the Company to China Vanke in July 2012, was 2.6 years as at 31 December 2018 (31 December 2017: 2.8 years).

HEALTHY AND SAFE WORKING ENVIRONMENT

The Group is committed to providing a healthy and safe workplace for employees. Safety guidelines are formulated and communicated to all employees. Employees are encouraged to participate in occupational health and safety courses. Regular checks on our facilities and equipment across Regent Centre and office have been carried out to ensure the provision of a safe environment to employees, tenants, workers and members of the general public. During the year, the Group had no major accidents and work related injuries.

DEVELOPMENT AND TRAINING

The Group encourages sustainable learning of its employees through coaching and further studies. In-house training and online learning materials are provided for all employees. Training subsidies are provided to employees on a merit basis.

SUPPLY CHAIN MANAGEMENT

The leasing and management of the units and car parking spaces in Regent Centre are conducted by external service providers. The Group closely supervises and monitors the works rendered by the service providers on all tenancy and property management affairs, including sourcing and assessment of tenants, and general property maintenance. Regular meetings are held to facilitate two-way communication.

In selecting service providers, contractors, suppliers and business partners, the Group favours those who follow environmental-friendly practices in providing their design, services and products.

PRODUCT RESPONSIBILITY

The Group is committed to provide quality services to its tenants. The estate manager in Regent Centre has been accredited ISO 9001 for its property management services since 2005. The water plumbing system in Regent Centre is also maintained in good condition and the Quality Water Supply Scheme — Freshwater has been obtained since 2014.

During the year, the Group has maintained active dialogue with the service providers and ensured the well-being of its tenants in Regent Centre have been properly taken care of. The Group communicates with its tenants by conducting satisfaction surveys periodically with the purpose of identifying potential areas for improvement. A customer hotline and a designated email account have also been established for the tenants to voice their opinion, feedback or complaints directly to the Group about property rental and management services.

ANTI-CORRUPTION

The Group is committed to maintaining high ethical standards, professionalism and integrity in its business operation. There is a whistle blowing system in place which allows employees to report without fear of retaliation any suspected wrongdoing or malpractice within the Group to the Executive Directors or the Audit Committee. During the year, the Group had no reported instances on fraud, corruption or any wrongful act.

COMMUNITY INVESTMENT

The Group cares for the community and encourages employees to actively participate in corporate social responsibility ("CSR") activities. During the year, the Group participated in charity event to show care and love to the child. The Group shall reinforce initiatives, such as sponsoring community services, arts and cultural events and promoting participation of the Group's stakeholders in such events, for the betterment of the communities in which the Group serves.

COMPLIANCE

During the year, the Group was not aware of any non-compliance with any relevant environmental and social regulatory laws and regulations that might have a significant impact on the businesses of the Group.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company has complied with the code provisions set out in the Corporate Governance Code (the "CG Code") set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") during the year ended 31 December 2018, except for the following deviations:

Code provision A.2.1

Code provision A.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and the chief executive should be clearly established and set out in writing.

The Company has not appointed Chairman and Chief Executive since 1 September 2012. Until 13 February 2019, all duties of chairman and chief executive under code provisions A.2.2 to A.2.9 and B.1.1 are shared between Mr. Zhang Xu and Ms. Que Dongwu, the Executive Directors.

The Board has reviewed the current arrangement and after taking into consideration the Company's intention to expand and diversify its business, the Board considers that it would be in the interest of the Company and its shareholders to appoint a chairman and a chief executive officer with clear division of their responsibility so as to prepare the Company for its future expansion and development. As disclosed in the Company's announcement dated 13 February 2019, Mr. Zhang Xu and Ms. Que Dongwu have been appointed as Chairman and Chief Executive Officer respectively on 13 February 2019.

Code provision A.2.7

Code provision A.2.7 stipulates that the chairman should at least annually hold meetings with the non-executive directors (including independent non-executive directors) without the executive directors present.

As the Company has not appointed chairman of the Board during the year, this code provision is not applicable to the Company.

Code provision F.1.3

Code provision F.1.3 stipulates that the company secretary should report to the board chairman and/or the chief executive.

During the year, the Company Secretary reported to the Executive Directors, as there was no chairman or chief executive.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code") as its own code of conduct regarding Directors' securities transactions. Having made specific enquiries to the Directors, all the Directors confirmed that they had complied with the required standard set out in the Model Code during the year ended 31 December 2018. The Company has also established written guidelines on no less exacting terms than the Model Code for relevant employees (as such term is defined in the CG Code) in respect of their dealings in the securities of the Company. The Board reviews and monitors the compliance of such codes and guidelines periodically.

THE BOARD

The Board is responsible for determining the overall strategies and policies and approving the business plan of the Group, and ensuring the Group's business operations are properly planned, authorised, undertaken and monitored. The implementation of strategies and policies and day-to-day operations of the Group's business are delegated to the management led by the Executive Directors. All policy matters of the Group, material transactions or transactions where there is conflict of interests are reserved for the Board's decision. The principal functions of the Board are:

- to determine the overall objectives, strategies, policies and business plan of the Group;
- to monitor and control operating and financial performance;
- to approve major funding, investment and divestment proposals;
- to oversee the processes for evaluating the adequacy of internal controls, risk management, financial reporting and compliance;
- to approve the nominations of directors and appointment of key personnel; and
- to assume responsibility for corporate governance.

Board Composition: As at the date of this report, the Board comprises two Executive Directors, three Non-Executive Directors and three Independent Non-Executive Directors.

Executive Directors:
Mr. Zhang Xu
Ms. Que Dongwu

Non-Executive Directors (in alphabetical order):
Mr. Chan Chi Yu
Mr. Lee Kai-Yan
Ms. Lin Lily

Independent Non-Executive Directors (in alphabetical order):
Mr. Chan Wai Hei, William
Ms. Law Chi Yin, Cynthia
Mr. Shium Soon Kong

Biographical details of the Directors, and the relationship (if any) among them, are set out on pages 3 to 4 of this Annual Report. Non-Executive Directors and Independent Non-Executive Directors provide the Board with diversified skills, expertise and experience. An updated list of the Directors identifying their roles and functions is available on the websites of the Company and the Stock Exchange.

Appointment, re-election and removal of Directors: Each of the Directors has entered into a letter of appointment with the Company for a specific term, out of which all Non-Executive Directors (including Independent Non-Executive Directors) are appointed for terms of three years. His/her directorship is subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company.

The Board may from time to time and at any time appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then eligible for re-election. In addition, the Directors are to retire at the annual general meeting of the Company once every three years.

THE BOARD *(continued)*

Independent Non-Executive Directors: The Company has three Independent Non-Executive Directors, which meets the requirements under the Listing Rules that at least one third of the Board comprises independent non-executive directors. Mr. Chan Wai Hei, William possesses the appropriate qualification in accounting. Each of the Independent Non-Executive Directors had confirmed his/her independence with the Stock Exchange and has provided an annual confirmation of his/her independence to the Company pursuant to Rule 3.13 of the Listing Rules. None of the Independent Non-Executive Directors has served the Company for more than nine years. Based on the Nomination Committee's assessment, the Board considers that all the existing Independent Non-Executive Directors are independent.

Board Meetings: Regular meetings are scheduled in advance to facilitate the maximum attendance. Four board meetings were held during the year ended 31 December 2018 and the attendance of each Director is set out in the section headed "Attendance at Meetings" of this report. In addition, a board meeting was held on 27 February 2019 for the purpose of, amongst other things, approving the Group's audited financial statements and announcement of results and recommending a final dividend for the year ended 31 December 2018.

INDUCTION, UPDATES AND TRAINING

Each newly appointed Director will be given an induction regarding the governance policies of the Company, businesses and operation of the Group as well as their duties and responsibilities under the statute and common law and relevant rules and regulations. Monthly updates are provided to the Directors for the purpose of giving them a balanced and understandable assessment of the Group's performance, position and prospects.

Directors have participated in continuing professional development to develop and refresh their knowledge and skills. Each Director is required to submit his/her training record to the Company on an annual basis. The Company Secretary will also assist the Directors to fulfill the training requirement by keeping the Directors notified on details of the relevant seminars and training courses from time to time. The Board also reviews and monitors the training and continuous professional development of the Directors periodically. A summary of training record received by the Directors for the year ended 31 December 2018 is set out as follows:

Name of Director	Reading materials and/or updates relating to corporate governance and businesses of the Group	Attending training courses, seminars and/or forums	Receiving briefings from the Financial Controller & the Company Secretary
Executive Directors			
Zhang Xu	✓		✓
Que Dongwu	✓	✓	✓
Non-Executive Directors			
Chan Chi Yu	✓	✓	✓
Lee Kai-Yan (appointed on 23 October 2018)	✓	✓	✓
Lin Lily (appointed on 23 October 2018)	✓	✓	✓
Independent Non-Executive Directors			
Chan Wai Hei, William	✓	✓	✓
Law Chi Yin, Cynthia	✓	✓	✓
Shium Soon Kong	✓		✓

REMUNERATION OF DIRECTORS

Details of the remuneration of Directors are set out in note 8 to the financial statements in this Annual Report.

Principles of Remuneration Policy:

The major principles of the Group's remuneration policy are:

- no individual is involved in determining his/her own remuneration;
- remuneration should align with those offered for comparable position by comparable companies of similar size and business scope in the market; and
- remuneration should reflect work complexity, time commitment, responsibility and performance (both financial and qualitative) with a view to attracting, motivating and retaining high performers.

Remuneration of Executive Directors: Each of the Executive Directors received a fee of HK$200,000 per annum for being a director of the Company. No other remuneration is payable to the Executive Directors for the time being.

Remuneration of Non-Executive Directors, including the Independent Non-Executive Directors: Each of the Non-Executive Directors received a fee of HK$150,000 per annum for being a director of the Company. One of the Non-Executive Directors and all Independent Non-Executive Directors are entitled to an allowance of HK$10,000 for attending each meeting. No other remuneration is payable to the Non-Executive Directors or the Independent Non-Executive Directors for the time being.

None of the Directors has waived or agreed to waive any remuneration for the year.

Remuneration Committee: The Company established a Remuneration Committee with written terms of reference on 1 April 2005. The current committee is chaired by Mr. Shium Soon Kong, an Independent Non-Executive Director, and comprising a majority of the Independent Non-Executive Directors. The other members of the committee are Mr. Chan Wai Hei, William, an Independent Non-Executive Director, and Ms. Que Dongwu, an Executive Director.

The principal duties and functions of the Remuneration Committee are:

- to make recommendations to the Board regarding the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
- to determine the specific remuneration packages of all Executive Directors and senior management;
- to make recommendations to the Board of the remuneration of Non-Executive Directors; and
- to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time.

For the remuneration of the Executive Directors, the Remuneration Committee adopted the model described in code provision B.1.2(c)(i) of the CG Code.

The latest terms of reference of the Remuneration Committee are posted on the websites of the Company and the Stock Exchange.

The Remuneration Committee held two meetings for the year ended 31 December 2018 (in March 2018 and October 2018, respectively) and a summary of work done of the Remuneration Committee include, among other things:

- reviewing the Company's policy and structure for all Directors' and senior management's remuneration; and
- determining the specific remuneration packages of all Directors and senior management for the year ended 31 December 2018 after considering and assessing the performances of the Directors and senior management.

The attendance of each member of the Remuneration Committee to its meeting is set out in the section headed "Attendance at Meetings" of this report.

NOMINATION OF DIRECTORS

The Board, through the Nomination Committee, reviews its structure, size, composition and diversity from time to time to ensure that it has the balance of skills and experience and independent element appropriate for the requirement of the Group's businesses.

Nomination Committee: The Company established a Nomination Committee with written terms of reference revised on 13 February 2019. The current committee is chaired by Ms. Law Chi Yin, Cynthia, an Independent Non-Executive Director, and comprising a majority of the Independent Non-Executive Directors. The other members of the committee are Mr. Shium Soon Kong, an Independent Non-Executive Director, and Mr. Zhang Xu, an Executive Director.

The principal duties and functions of the Nomination Committee are:

- to review the structure, size, composition and diversity of the Board and make recommendations to the Board regarding any proposed changes as and when necessary;
- to develop and maintain a policy for the nomination of Board members which includes the nomination procedures and the process and criteria adopted by the Committee to identify, select and recommend candidates for directorship during the year and review periodically and disclose in this report the policy and the progress made towards achieving the objectives set in the policy;
- to identify and nominate qualified individuals to the Board for appointment as additional Directors or to fill Board vacancies as and when they arise;
- to assess the independence of Independent Non-Executive Directors;
- to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors.
- to review the board diversity policy of the Board (the "Board Diversity Policy") and make disclosure of its review results in this report; and
- to conform to any requirement or direction that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or any applicable law or regulation.

The latest terms of reference of the Nomination Committee are posted on the websites of the Company and the Stock Exchange.

The Company adopted the Board Diversity Policy which was revised on 13 February 2019 and sets out the approach to achieve diversity on the Board. The policy is summarized as follows:

— in reviewing the Board's composition, the Nomination Committee will consider a number of aspects including skills, regional and industry experience, background, race, gender and other qualities of Directors and take into account such differences in determining the optimum composition of the Board;

— in identifying qualified individuals to become Board members, nomination of the individuals for Board approval will be made by the Nomination Committee based on merit while taking into account diversity (including but not limited to diversity in gender, age, cultural and educational background, professional experience, skills, knowledge and length of service); and

— the Nomination Committee will discuss and agree annually measurable objectives for implementing diversity on the Board and recommend them to the Board for adoption.

Having considered the business needs of the Company, the Nomination Committee considers that the current Board is sufficiently diversified in terms of its skills, experience, knowledge, expertise, culture, independence, age and gender.

NOMINATION OF DIRECTORS *(continued)*

On top of the Board Diversity Policy, the Nomination Committee has also adopted a nomination policy (the "Nomination Policy") which sets out, inter alia, the selection criteria and procedure for selecting and recommending candidates for directorship during the year. The selection criteria used in assessing the suitability of a candidate include the candidate's character, skills, knowledge, experience and those criteria set out in Rule 3.08 of the Listing Rules. Where the candidate is appointed for the position of Independent Non-Executive Director, the Committee will also assess his/her independence with reference to the requirements set out in the Listing Rules. In the case of re-appointment of Director, the Nomination Committee would take into account factors such as contribution from the retiring Directors. The procedure of appointing and re-appointing a Director is summarised as follows:

- the Nomination Committee to identify potential candidates possibly with the assistance from external agencies and/or advisors;
- the Nomination Committee to evaluate candidates' suitability to become a member of the board based on the criteria set out in the Nomination Policy by means of interviews (or other ways);
- the Nomination Committee to nominate one or more qualified candidates for the Board's consideration;
- the Board to agree on a preferred candidate;
- the Chairman of the Board to negotiate terms of appointment with the preferred candidate; and
- the Chairman of the Board, in consultation with the chairmen of the Remuneration Committee and the Nomination Committee, finalises a letter of appointment for the Board's approval.

Any shareholder who wishes to nominate any person for election as a director at the Company's general meeting may make a written submission to the Company at its principal place of business in Hong Kong at 55th Floor, Bank of China Tower, 1 Garden Road Central, Hong Kong containing such information as may be required within the period commencing no earlier than the day after the despatch of the notice of the meeting and ending no later than seven days prior to the date of such meeting. The Nomination Committee will consider the suitability of the candidate on the basis of qualifications, experience and background based on the Nomination Policy. Details of the nomination procedures are available on the Company's website.

The Nomination Committee held one meeting in each of March 2018 and October 2018, respectively and a summary of work done of the Nomination Committee include, among other things:

- reviewing the structure, size, composition and diversity of the Board;
- assessing the independence of Independent Non-Executive Directors;
- reviewing and recommending the appointments of each of Mr. Lee Kai-Yan and Ms. Lin Lily as a Non-Executive Director;
- recommending to the Board the re-appointment of retiring Directors at the 2018 AGM after considering the Directors' contribution; and
- reviewing the disclosure of the Board Diversity Policy in the corporate governance report.

The attendance of each member of the Nomination Committee to its meetings is set out in the section headed "Attendance at Meetings" of this report.

ACCOUNTABILITY AND AUDIT

Financial Reporting: The Directors acknowledge their responsibilities for the preparation of financial statements which give a true and fair view, and to ensure that appropriate accounting policies are selected and applied consistently. The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

ACCOUNTABILITY AND AUDIT *(continued)*

The external auditor of the Company has included a statement of its reporting responsibilities on the Group's financial statements in its Independent Auditor's Report on pages 40 to 43 of the Annual Report.

Risk management and internal control: The Board is responsible for overseeing the Group's risk management and internal control systems and for reviewing their effectiveness for each financial year at least annually. The Audit Committee supports the Board in monitoring the key risks to the Group and in the design and operating effectiveness of the Group's risk management and internal control systems. Management of the Group, comprising the Executive Directors, the Chief Financial Officer (prior to his resignation) and the Financial Controller, assesses and presents to the Audit Committee on a regular basis its assessment of the key risks of the Group, the strengths and weaknesses of the overall internal control system, with action plan to address weaknesses being identified. The Group does not have an internal audit function in view of its small size and simplicity of operation. Instead, the Group engaged an independent consultant to carry out agreed testing procedures on the internal control system of the Group in a risk-focused manner.

The Group adopts a top-down as well as a bottom-up approach in identifying and assessing risks of the Group. Detailed risk registers and key risk indicators have been drawn up for each of the key risks being identified for evaluation and management of the relevant risks. Management is responsible to assess the key risks on an ongoing basis by reference to any changes in the external environment and the business model of the Group. Standard operating procedures with built-in controls such as authorizations and approvals, verifications, reconciliations and segregation of duties have been established governing the key operating activities of the Group. The Board and the Audit Committee are responsible for overseeing the monitoring activities of the Group's risk management and internal control systems. Internal control deficiencies, if any, are communicated in a timely manner to those parties responsible for taking corrective action, including management and the Board, as appropriate.

Risk management and internal control systems are designed for the purpose of managing rather than eliminating the risk of failure to achieve business objectives. As a result, the systems can only provide reasonable and not absolute assurance against material misstatement or loss. The Board has conducted a review of the effectiveness of the risk management and internal control system of the Group. Based on the review and having considered the independent consultant's findings and recommendations, the management's assessment and recommendation from the Audit Committee, the Board is satisfied that the Group has maintained effective and adequate risk management and internal control systems during the year ended 31 December 2018. In addition, the Board is satisfied with the effectiveness of the Company's processes for financial reporting and Listing Rule compliance as well as the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting functions.

Audit Committee: The Company established an Audit Committee with written terms of reference on 17 December 1998. The current committee is chaired by Mr. Chan Wai Hei, William, an Independent Non-Executive Director. The other members of the committee are Mr. Chan Chi Yu, a Non-Executive Director, and Ms. Law Chi Yin, Cynthia, an Independent Non-Executive Director.

The principal duties and functions of the Audit Committee are:

- to recommend to the Board the appointment, re-appointment and removal of the external auditor, to approve the remuneration and to assess the independence of the external auditor;
- to review the Group's interim and annual financial statements;
- to oversee the Group's financial reporting system;
- to oversee the Group's internal control and risk management systems; and
- to discuss issues arising from the audits and any matters raised by the external auditor.

The latest terms of reference of the Audit Committee are posted on the websites of the Company and the Stock Exchange.

ACCOUNTABILITY AND AUDIT *(continued)*

The Audit Committee held three meetings during the year ended 31 December 2018 and a summary of work done of the Audit Committee include, among other things:

- review the half-yearly and annual results of the Group with management and the external auditor;
- review the accounting policies and practices adopted by the Group;
- consider policies and practices of the Company on corporate governance and make recommendations to the Board;
- recommend to the Board the re-appointment of KPMG as the external auditor;
- consider the independence and remuneration of the external auditor;
- discuss the external auditor's audit plan and findings;
- review reports on the Company's compliance with the CG Code and disclosures in this report;
- assess the effectiveness of the risk management and internal control systems for the Group;
- review reports on the agreed testing procedures carried out in respect of the internal control system of the Group; and
- review reports on the agreed testing procedures carried out in respect of the risk management and internal control systems of the Group.

The attendance of each member of the Audit Committee at its meetings is set out in the section headed "Attendance at Meetings" of this report.

AUDITORS' REMUNERATION

Remuneration in respect of audit and non-audit services provided by KPMG during the year ended 31 December 2018 is analysed as follows:

Services rendered:	**Remuneration** HK$'000
Audit services	828
Non-audit services	250

The non-audit services provided during the year ended 31 December 2018 consisted of the review of the Group's interim results for the period ended 30 June 2018 and internal control.

COMPANY SECRETARY

Mr. Luk Chi Chung, Peter acted as the Chief Financial Officer and Company Secretary of the Company until 29 January 2018. He was a full-time employee of the Group and had day-to-day knowledge of the Group's affairs. Mr. Luk reported to the Executive Directors, as the Company had no Chairman or Chief Executive for the time being.

On 29 January 2018, Ms. Lai Ivy was appointed as the Company Secretary of the Company. Ms. Lai is not an employee of the Group but is given access to Ms. Que Dongwu, an Executive Director from time to time in order to have an up-to-date knowledge about the Group's affairs.

Ms. Lai, the Company Secretary of the Company since 29 January 2018, confirmed that she had taken no less than 15 hours of relevant professional training during the year ended 31 December 2018.

INSIDE INFORMATION

The Group issues guidelines to its directors, officers and employees governing the disclosure of inside information as defined under Part XIVA of the Securities and Future Ordinance, Chapter 571. Unless the inside information falls within any of the safe harbors as permitted under the Securities and Future Ordinance, the Group is required to disseminate such information through the electronic publication system operated by the Stock Exchange to the public in a timely manner.

INSIDE INFORMATION *(continued)*

Where any director, officer or employee of the Group is aware of the existence of any potential inside information or information that may be material to the trading volume or price of the shares of the Company, he/she is required to inform a designated officer within the Group (the "Designated Officer"), who shall in consultation with professional advisers (if required), form a preliminary view as to whether the information should be regarded as inside information or any of the safe harbor provisions is applicable to the Company. The Designated Officer shall notify the Board on any information regarded as inside information and seek its approval to handle subsequent compliance matters.

All Directors, officers and relevant employees are required to take reasonable precautions for preserving the confidentiality of inside information and the relevant announcement (if applicable) before publication. If the Group believes that the necessary degree of confidentiality cannot be maintained, the Group will immediately disclose the information to the public as soon as reasonably practicable.

COMMUNICATION WITH SHAREHOLDERS

The Company adopted a shareholder communication policy on 28 March 2012 to promote effective communication of the Company with its shareholders. Information relating to the Group is mainly disseminated to the shareholders through publication of notices, announcements and circulars at the websites of the Company and the Stock Exchange and despatch of interim reports, annual reports and circulars to the shareholders. Annual general meetings and other general meetings are held in compliance with the Listing Rules' and legal requirements to provide a forum for shareholders to exchange their views with the Board. Directors will be present at the meeting to answer questions from shareholders.

On 18 May 2018, the 2018 AGM was held for the shareholders to consider and approve the results of the Group for the year ended 31 December 2017, the payment of a final dividend for the year ended 31 December 2017, the re-appointment of Ms. Que Dongwu as an Executive Director, the re-appointment of Mr. Chan Chi Yu as a Non-Executive Director, the re-appointment of the external auditor and the granting of a share issue mandate and a share repurchase mandate to the Board.

The attendance of each Director at the 2018 AGM is set out in the section headed "Attendance at Meetings" of this report.

SHAREHOLDERS' RIGHTS

Convening of Extraordinary General Meeting (the "EGM") on requisition by shareholders

Under Article 72 of the Company's Articles of Association, general meetings could be convened by such requisitionists, as provided by Section 566 of the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "Hong Kong Companies Ordinance"). In accordance with Section 566 of the Hong Kong Companies Ordinance, shareholder(s) holding at the date of the deposit of the requisition not less than one-twentieth of such of the paid-up capital of the Company which as at the date of the deposit carries the right of voting at general meetings of the Company, may require the Directors to convene an EGM. The written requisition must state the objects of the meeting and must be signed by the shareholder(s) concerned and deposited at the registered office of the Company. The requisition may consist of several documents in like form, each signed by one or more of the shareholders concerned. If the Directors do not within 21 days from the date of the deposit of the requisition proceed duly to convene an EGM for a day not more than 28 days after the date on which the notice convening the EGM is given, the shareholder(s) concerned, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene an EGM, provided that the EGM so convened shall not be held after the expiration of three months from the said date. The EGM convened by shareholders shall be convened in the same manner, as nearly as possible, as that in which general meetings are to be convened by the Directors.

SHAREHOLDERS' RIGHTS *(continued)*

Procedures for directing shareholders' enquiries to the Board

Shareholders may at any time send their enquiries and concerns in writing to the Board, whose contact details are as follows:

The Board of Directors
Vanke Property (Overseas) Limited
55th Floor, Bank of China Tower
1 Garden Road
Central
Hong Kong
Email: vkoverseas.ir@vanke.com
Fax: (852) 2328 8097

The Board and/or relevant board committees of the Company will consider the enquiries and concerns raised by the Shareholders and reply as appropriate.

Procedures for putting forward proposals at general meetings by shareholders

A shareholder who wishes to propose a resolution must requisition the convening of a general meeting in accordance with Article 72 of the Company's Articles of Association. The written requisition must be signed by the shareholder(s) concerned and deposited at the registered office of the Company.

Without prejudice to the foregoing, any shareholder who wishes to nominate any person for election as a director at the Company's general meeting shall make a written submission to the Company at its principal place of business in Hong Kong at Vanke Property (Overseas) Limited, 55th Floor, Bank of China Tower, 1 Garden Road, Central,Hong Kong containing such information as may be required within the period commencing no earlier than the day after the despatch of the notice of the meeting and ending no later than seven days prior to the date of such meeting. The Nomination Committee will consider the suitability of the candidate on the basis of qualifications, experience and background.

AMENDMENT OF THE COMPANY'S CONSTITUTIONAL DOCUMENTS

There was no change in the Company's constitutional documents, being the Company's Memorandum and Articles of Association, during the year ended 31 December 2018.

The Company's Memorandum and Articles of Association are posted on the websites of the Company and the Stock Exchange.

ATTENDANCE AT MEETINGS

The attendance of individual Directors at the Board and Committee Meetings during the year ended 31 December 2018 is set out below.

Name of Director	Board Meetings (Attended/Held)	Remuneration Committee Meeting (Attended/Held)	Nomination Committee Meeting (Attended/Held)	Audit Committee Meetings (Attended/Held)
Executive Directors				
Zhang Xu	4/4	–	2/2	–
Que Dongwu	4/4	2/2	–	–
Non-Executive Directors				
Chan Chi Yu	4/4	–	–	3/3
Lee Kai-Yan (appointed on 23 October 2018)	2/2	–	–	–
Lin Lily (appointed on 23 October 2018)	2/2	–	–	–
Independent Non-Executive Directors				
Chan Wai Hei, William	4/4	2/2	–	3/3
Law Chi Yin, Cynthia	4/4	–	2/2	3/3
Shium Soon Kong	4/4	2/2	2/2	–

The attendance of individual Directors at the general meeting of the Company during the year ended 31 December 2018 is set out below. Save for the 2018 AGM held on 18 May 2018, no other general meeting was held for the year ended 31 December 2018 by the Company.

Name of Director	2018 AGM
Executive Directors	
Zhang Xu	✓
Que Dongwu	✓
Non-Executive Directors	
Chan Chi Yu	✓
Lee Kai-Yan (appointed on 23 October 2018)	N/A
Lin Lily (appointed on 23 October 2018)	N/A
Independent Non-Executive Directors	
Chan Wai Hei, William	✓
Law Chi Yin, Cynthia	✓
Shium Soon Kong	✓

Independent Auditor's Report

Independent auditor's report to the shareholders of Vanke Property (Overseas) Limited
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Vanke Property (Overseas) Limited (the "Company") and its subsidiaries (the "Group") set out on pages 44 to 88, which comprise the consolidated statement of financial position as at 31 December 2018, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

KEY AUDIT MATTERS *(continued)*

Valuation of investment properties

Refer to note 13 to the consolidated financial statements and the accounting policies on note 2(f).

The Key Audit Matter	How the matter was addressed in our audit
The fair value of the Group's investment properties as at 31 December 2018 totalled HK$1,968 million which represented 53% of the Group's total assets as at that date. The fair value of the Group's investment properties as at 31 December 2018 was assessed by the directors based on valuations prepared by an independent firm of surveyors. The changes in fair value of investment properties recorded in the consolidated statement of comprehensive income represented 20% of the Group's profit before taxation for the year ended 31 December 2018. The Group's investment properties, which are located in Hong Kong, comprise industrial premises. We identified the valuation of investment properties as a key audit matter because of the significance of investment properties to the Group's total assets and the significance of the changes in fair value of investment properties to the Group's profit before taxation and because the valuation of investment properties can be inherently subjective and requires significant judgement and estimation, particularly in relation to selecting the appropriate valuation methodology, capitalisation rates and market unit rent rates, which increases the risk of error or potential management bias.	Our audit procedures to assess the valuation of investment properties included the following: • obtaining and inspecting the valuation reports prepared by the independent firm of surveyors engaged by the Group on which the directors' assessment of the valuation of investment properties was based; • assessing the qualifications and experience of the external surveyors, their expertise in the properties being valued and their objectivity and independence; • discussing with the external surveyors their valuation methodology in a separate private session and challenging the key estimates and assumptions adopted in the valuations, including the capitalisation rates and market unit rent rates, by comparing assumptions made in prior years with the current year's assumptions and current publicly available data, with the assistance of our internal property valuation specialists; and • comparing tenancy information, including committed rents and occupancy rates, provided by the Group to the external surveyors with underlying contracts and related documentation, on a sample basis.

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

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

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

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

AUDITOR’S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

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

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

- 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.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Yeung Yuk Fan.

KPMG
Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

13 February 2019

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2018

	Note	2018 HK$'000	2017 HK$'000
Revenue	4	**101,780**	96,460
Cost of services		**(22,804)**	(21,520)
Gross profit		**78,976**	74,940
Other income	5	**440**	1,057
Administrative, leasing and marketing expenses		**(12,092)**	(14,798)
Increase in fair value of investment properties	13	**136,005**	100,970
Operating profit		**203,329**	162,169
Finance income	6(a)	**20,779**	5,576
		224,108	167,745
Share of results of associates		**465,682**	46
Profit before taxation	6	**689,790**	167,791
Taxation charge	7(a)	**(12,947)**	(12,642)
Profit and total comprehensive income for the year and attributable to shareholders of the Company		**676,843**	155,149
		HK$	HK$
Earnings per share — basic and diluted	11	**1.74**	0.40

The notes on pages 48 to 88 form part of these consolidated financial statements. Details of dividends paid and payable to shareholders of the Company attributable to the profit for the year are set out in note 10.

Consolidated Statement of Financial Position

At 31 December 2018

	Note	2018 HK$'000	2017 HK$'000
Non-current assets			
Plant and equipment	12	**137**	216
Investment properties	13	**1,968,000**	1,830,000
Interests in associates	15	**338,435**	223,772
		2,306,572	2,053,988
Current assets			
Trade and other receivables	16	**5,074**	5,860
Amounts due from associates	15	**7,973**	148,884
Tax recoverable		**1,827**	2,759
Bank balances and cash		**1,425,085**	865,905
		1,439,959	1,023,408
Current liabilities			
Other payables and accruals	17	**(31,919)**	(34,667)
Amount due to an intermediate holding company	18	**(1,322)**	(2,277)
Tax payable		**(5,557)**	(662)
		(38,798)	(37,606)
Net current assets		**1,401,161**	985,802
Total assets less current liabilities		**3,707,733**	3,039,790
Non-current liabilities			
Deferred tax liabilities	19	**(40,966)**	(38,180)
NET ASSETS		**3,666,767**	3,001,610
CAPITAL AND RESERVES			
Share capital	20(b)	**3,895**	3,895
Reserves		**3,662,872**	2,997,715
TOTAL EQUITY		**3,666,767**	3,001,610

Approved and authorised for issue by the board of directors on 13 February 2019.

Zhang Xu
Director

Que Dongwu
Director

The notes on pages 48 to 88 form part of these consolidated financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31 December 2018

		Attributable to shareholders of the Company			
	Note	Share capital HK$'000	Share premium HK$'000	Retained profits HK$'000	Total equity HK$'000
At 1 January 2018		**3,895**	**1,030,877**	**1,966,838**	**3,001,610**
Changes in equity for 2018:					
Profit and total comprehensive income for the year		**–**	**–**	**676,843**	**676,843**
Final dividend approved in respect of the previous year	10(b)	**–**	**–**	**(11,686)**	**(11,686)**
At 31 December 2018		**3,895**	**1,030,877**	**2,631,995**	**3,666,767**
At 1 January 2017		3,895	1,030,877	1,823,375	2,858,147
Changes in equity for 2017:					
Profit and total comprehensive income for the year		–	–	155,149	155,149
Final dividend approved in respect of the previous year	10(b)	–	–	(11,686)	(11,686)
At 31 December 2017		3,895	1,030,877	1,966,838	3,001,610

The notes on pages 48 to 88 form part of these consolidated financial statements.

Consolidated Cash Flow Statement

For the year ended 31 December 2018

	2018 HK$'000	2017 HK$'000
Operating activities		
Profit before taxation	**689,790**	167,791
Adjustments for:		
Share of results of associates	**(465,682)**	(46)
Finance income	**(20,779)**	(5,576)
Depreciation of plant and equipment	**98**	96
Increase in fair value of investment properties	**(136,005)**	(100,970)
Operating profit before changes in working capital	**67,422**	61,295
Decrease in trade and other receivables	**1,228**	381
Decrease in deposit for land tendering	**–**	25,000
Increase in other payables and accruals	**3,337**	8,255
(Decrease)/increase in amount due to an intermediate holding company	**(955)**	269
Cash generated from operations	**71,032**	95,200
Hong Kong Profits Tax paid	**(4,583)**	(12,118)
Hong Kong Profits Tax refunded	**249**	–
Net cash generated from operating activities	**66,698**	83,082
Investing activities		
Payments for additions to investment properties	**(8,080)**	(26,125)
Payment for additions of plant and equipment	**(19)**	–
Bank interest received	**13,016**	2,903
Interest received from associates	**71,637**	2,383
Dividend received from an associate	**325,000**	–
Repayments from associates	**163,516**	383,685
Advances to associates	**(60,902)**	(272,259)
Net cash generated from investing activities	**504,168**	90,587
Financing activity		
Dividends paid	**(11,686)**	(11,686)
Net cash used in financing activity	**(11,686)**	(11,686)
Net increase in cash and cash equivalents	**559,180**	161,983
Cash and cash equivalents at 1 January	**865,905**	703,922
Cash and cash equivalents at 31 December	**1,425,085**	865,905
Analysis of the balances of cash and cash equivalents at 31 December		
Bank balances and cash	**1,425,085**	865,905

The notes on pages 48 to 88 form part of these consolidated financial statements.

Notes to the Financial Statements

1 GENERAL INFORMATION

Vanke Property (Overseas) Limited (the "Company" and together with its subsidiaries, the "Group") is a limited liability company incorporated under the laws of the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"). The registered office of the Company is P.O. Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands and the address of its principal office in Hong Kong is 55th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong. The principal activities of the Group are property investment and management, and property development and financing.

The Board of Directors of the Company considers that the Company's ultimate holding company is China Vanke Co., Ltd., a joint stock company with limited liability incorporated in the People's Republic of China and the H shares and A shares of which are listed on the Hong Kong Stock Exchange and the Shenzhen Stock Exchange, respectively.

2 SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

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

The HKICPA has issued certain new and revised HKFRSs that are first effective for the current accounting period of the Group. Note 25 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

(b) Basis of preparation of the consolidated financial statements

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

The measurement basis used in the preparation of the consolidated financial statements is the historical cost basis except that the investment properties are stated at their fair value as explained in note 2(f).

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

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(b) Basis of preparation of the consolidated financial statements *(continued)*

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

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

(c) Subsidiaries and non-controlling interests

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

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

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

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

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

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

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 2(i)(ii)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(d) Associates

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

An investment in an associate is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the associate's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate that forms part of the Group's equity investment. Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the associate's net assets and any impairment loss relating to the investment (see note 2(i)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the associates and any impairment losses for the year are recognised in the consolidated income statement, whereas the Group's share of the post-acquisition post-tax items of the associates' other comprehensive income is recognised in the consolidated statement of comprehensive income.

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

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

If an investment in an associate becomes an investment in a joint venture or vice versa, retained interest is not remeasured. Instead, the investment continues to be accounted for under equity method.

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

(e) Goodwill

Goodwill represents the excess of

(i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over

(ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(e) Goodwill *(continued)*

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 2(i)).

On disposal of a cash-generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

(f) Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see note 2(h)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

Investment properties are stated at fair value, unless they are still in the course of construction or development at the end of the reporting period and their fair value cannot be reliably measured at that time. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss. Rental income from investment properties is accounted for as described in note 2(p)(i).

When the Group holds a property interest under an operating lease to earn rental income and/or for capital appreciation, the interest is classified and accounted for as an investment property on a property-by-property basis. Any such property interest which has been classified as an investment property is accounted for as if it were held under a finance lease (see note 2(h)), and the same accounting policies are applied to that interest as are applied to other investment properties leased under finance leases. Lease payments are accounted for as described in note 2(h).

(g) Plant and equipment

The following items of plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 2(i)).

— Office and carpark equipment

Gains or losses arising from the retirement or disposal of an item of plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

— Office and carpark equipment	5 years

Both the useful life of an asset and its residual value, if any, are reviewed annually.

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Leased assets

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

(i) Classification of assets leased to the Group

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

— property held under operating leases that would otherwise meet the definition of an investment property is classified as an investment property on a property-by-property basis and, if classified as investment property, is accounted for as if held under a finance lease (see note 2(f)); and

— land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease. For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

(ii) Assets held for use in operating leases

When the Group leases out assets under operating leases, the assets are included in the consolidated statement of financial position according to their nature. Revenue arising from operating leases is recognised in accordance with the Group's revenue recognition policies as set out in note 2(p)(i).

(iii) Operating lease charges

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

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term except where the property is classified as an investment property (see note 2(f)).

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(i) Credit losses and impairment of assets

(i) Credit losses from financial instruments

(A) Policy applicable from 1 January 2018

The Group recognises a loss allowance for expected credit losses ("ECLs") on the following items:

— financial assets measured at amortised cost (including cash and cash equivalents, trade and other receivables and amounts due from associates).

Financial assets measured at fair value, are not subject to the ECL assessment.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

— fixed-rate financial assets and trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof; and

— variable-rate financial assets: current effective interest rate.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

— 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and

— lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(i) Credit losses and impairment of assets *(continued)*

(i) Credit losses from financial instruments (continued)

(A) Policy applicable from 1 January 2018 (continued)

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is two months past due. 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 since initial recognition:

— failure to make payments of principal or interest on their contractually due dates;

— an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);

— an actual or expected significant deterioration in the operating results of the debtor; and

— existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments (continued)

(A) Policy applicable from 1 January 2018 (continued)

Basis of calculation of interest income

Interest income recognised in accordance with note 2(p)(iv) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

— significant financial difficulties of the debtor;

— a breach of contract, such as a default or delinquency in interest or principal payments;

— it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation; or

— significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

Write-off policy

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(i) Credit losses and impairment of assets *(continued)*

(i) Credit losses from financial instruments *(continued)*

(B) Policy applicable prior to 1 January 2018

Prior to 1 January 2018, an "incurred loss" model was used to measure impairment losses on financial assets not classified as at fair value through profit or loss (e.g. trade and other receivables). Under the "incurred loss" model, an impairment loss was recognised only when there was objective evidence of impairment. Objective evidence of impairment included:

— significant financial difficulties of the debtor;

— a breach of contract, such as a default or delinquency in interest or principal payments;

— it becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and

— significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

If any such evidence existed, an impairment loss was determined and recognised as follows:

— For trade and other receivables and other financial assets carried at amortised cost, impairment loss was measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate, where the effect of discounting was material. This assessment was made collectively where these financial assets shared similar risk characteristics, such as similar past due status, and had not been individually assessed as impaired. Future cash flows for financial assets which were assessed for impairment collectively were based on historical loss experience for assets with credit risk characteristics similar to the collective group.

  If in a subsequent period the amount of an impairment loss decreased and the decrease could be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss was reversed through profit or loss. A reversal of an impairment loss was only recognised to the extent that it did not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

  When the recovery of a trade debtor or other financial assets carried at amortised cost was considered doubtful but not remote, associated impairment losses were recorded using an allowance account. When the Group was satisfied that recovery was remote, the amount considered irrecoverable was written off against the gross carrying amount of those assets directly. Subsequent recoveries of amounts previously charged to the allowance account were reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly were recognised in profit or loss.

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(i) Credit losses and impairment of assets *(continued)*

(ii) Impairment of other non-current assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

— plant and equipment;

— goodwill; and

— interests in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, the recoverable amount is estimated annually whether or not there is any indication of impairment.

— *Calculation of recoverable amount*
The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

— *Recognition of impairment losses*
An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

— *Reversals of impairment losses*
In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(i) Credit losses and impairment of assets *(continued)*

(iii) Interim financial reporting and impairment

Under the Listing Rules, the Group is required to prepare an interim financial report in compliance with HKAS 34, *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 2(i)(i) and (ii)).

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

(j) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Receivables are stated at amortised cost using the effective interest method, less allowance for credit losses (see note 2(i)(i)).

(k) Trade and other payables

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

(l) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement. Cash and cash equivalents are assessed for expected credit losses in accordance with the policy set out in note 2(i)(i).

(m) Employee benefits

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(n) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to interests in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

Where investment properties are carried at their fair value in accordance with the accounting policy set out in note 2(f), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the end of the reporting period unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(n) Income tax (continued)

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

— in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or

— in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:

  — the same taxable entity; or

  — different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(o) Provisions and contingent liabilities

(i) Provisions and contingent liabilities

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

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

(ii) Onerous contracts

An onerous contract exists when the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Provisions for onerous contracts are measured at the present value of the lower of expected cost of terminating the contract and the net cost of continuing with the contract.

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Revenue and other income

Income is classified by the Group as revenue when it arises from the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue is recognised when control over a service is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties.

Further details of the Group's revenue and other income recognition policies are as follows:

(i) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

(ii) Property management income and handling fee income

Property management income and handling fee income are recognised when the relevant services are provided.

(iii) Dividends

Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.

(iv) Interest income

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 2(i)(i)).

(q) Related parties

(a) A person, or a close member of that person's family, is related to the Group if that person:

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or the Group's parent.

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(q) Related parties *(continued)*

(b) An entity is related to the Group if any of the following conditions applies:

(i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(iii) Both entities are joint ventures of the same third party.

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

(vi) The entity is controlled or jointly controlled by a person identified in (a).

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

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

(r) Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

3 CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the process of applying the Group's accounting policies, management has made the following judgement:

Valuation of investment properties

Investment properties are included in the consolidated statement of financial position at their market value, which are assessed annually by external qualified valuers, after taking into consideration the net rental income allowing for reversionary income potential.

The fair value of investment properties reflects, among other things, rental income from current leases and assumptions about rental income from future leases in the light of current market conditions. The fair value also reflects, on a similar basis, any cash outflows that could be expected in respect of the investment properties.

4 REVENUE AND SEGMENT INFORMATION

(a) Revenue recognised during the year is as follows:

	2018 HK$'000	2017 HK$'000
Revenue within the scope of HKAS 17		
Rental income from investment properties	**86,304**	81,954
Revenue from contracts with customers within the scope of HKFRS 15		
Property management fee income	**15,476**	14,506
	101,780	96,460

Total future minimum lease payments under non-cancellable operating leases and related services will be recognised as revenue and receivable by the Group in future periods as follows:

	2018 HK$'000	2017 HK$'000
Within 1 year	**73,829**	73,193
After 1 year but within 5 years	**55,882**	73,502
	129,711	146,695

4 REVENUE AND SEGMENT INFORMATION *(continued)*

(b) Segment reporting

The Group's chief operating decision maker assesses the performance of the operating segment primarily based on segment profit. Segment profit represents the profit earned by the segment and excludes mainly head office and corporate expenses (net of unallocated income), finance income, finance costs and taxation charge.

In a manner consistent with the way in which information is reported internally to the Group's chief operating decision maker for the purposes of resource allocation and performance assessment, the Group has presented the following two segments:

Rental and property management:	The leasing of the Group's investment properties to earn rental and management fee income and to gain from the appreciation in properties' values in the long term
Property development and financing:	Share of the results of associates that principal activities are property development and financing, the handling fee income and interest income from an associate

During the year ended 31 December 2018, the Group does not have any customers with revenue which exceeded 10% of the Group's revenue (2017: Nil).

Operating segments

The segment results are as follows:

For the year ended 31 December 2018

	Rental and property management HK$'000	Property development and financing HK$'000	Total HK$'000
Revenue	**101,780**	**–**	**101,780**
Segment results before changes in fair value of investment properties	**77,352**	**473,217**	**550,569**
Increase in fair value of investment properties	**136,005**	**–**	**136,005**
Segment results	**213,357**	**473,217**	**686,574**
Head office and corporate expenses (net of unallocated income)			**(10,242)**
Finance income — bank interest income			**13,458**
Profit before taxation			**689,790**
Taxation charge			**(12,947)**
Profit for the year			**676,843**

4 REVENUE AND SEGMENT INFORMATION *(continued)*

Operating segments *(continued)*

For the year ended 31 December 2017

	Rental and property management HK$'000	Property development and financing HK$'000	Total HK$'000
Revenue	96,460	–	96,460
Segment results before changes in fair value of investment properties	72,633	3,232	75,865
Increase in fair value of investment properties	100,970	–	100,970
Segment results	173,603	3,232	176,835
Head office and corporate expenses (net of unallocated income)			(12,237)
Finance income — bank interest income			3,193
Profit before taxation			167,791
Taxation charge			(12,642)
Profit for the year			155,149

Geographical information

No geographical information is shown as the revenue and operating profit of the Group's operations are all derived from activities in Hong Kong.

5 OTHER INCOME

	2018 HK$'000	2017 HK$'000
Handling fee income from an associate	**214**	803
Compensation received from tenants on early lease termination	**32**	123
Others	**194**	131
	440	1,057

6 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging/(crediting):

		2018 HK$'000	2017 HK$'000
(a)	**Finance income**		
	Interest income on bank deposits and bank balances	**(13,458)**	(3,193)
	Interest income on an amount due from an associate	**(7,321)**	(2,383)
		(20,779)	(5,576)
(b)	**Staff costs (including directors' emoluments)**		
	Contributions to defined contribution plan	**68**	107
	Salaries, wages and other benefits	**5,360**	7,717
		5,428	7,824

The Group participates in a Mandatory Provident Fund Scheme (the "MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% (2017: 5%) of the employees' relevant income, subject to a cap of monthly relevant income of HK$30,000 (2017: HK$30,000). Contributions to the plan vest immediately.

		2018 HK$'000	2017 HK$'000
(c)	**Others**		
	Auditors' remuneration		
	— audit services	**828**	700
	— non-audit services	**250**	220
	Depreciation	**98**	96
	Rental and related income from investment properties less direct outgoings of HK$22,804,000 (2017: HK$21,520,000)	**(78,976)**	(74,940)

7 TAXATION CHARGE

(a) Taxation charge represents:

	2018 HK$'000	2017 HK$'000
Current tax		
Hong Kong Profits Tax	**10,255**	7,616
Over-provision in prior years	**(94)**	(48)
	10,161	7,568
Deferred tax		
Origination and reversal of temporary differences	**2,786**	5,074
	12,947	12,642

Provision for Hong Kong Profits Tax is calculated at 16.5% (2017: 16.5%) on the estimated assessable profits for the year.

Share of an associate's taxation charge of HK$79,072,000 (2017: HK$12,000) is included in the share of results of associates for the year ended 31 December 2018.

(b) Reconciliation between tax expense and profit before taxation at an applicable tax rate:

	2018 HK$'000	2017 HK$'000
Profit before taxation	**689,790**	167,791
Notional tax on profit before taxation calculated at 16.5% (2017: 16.5%)	**113,815**	27,686
Tax effect of non-deductible expenses	**719**	2,234
Tax effect of non-taxable income	**(101,499)**	(17,195)
Tax effect of tax losses not recognised	**6**	4
Tax effect of prior year's unrecognised tax losses utilised	**–**	(39)
Over-provision in prior years	**(94)**	(48)
Tax expense	**12,947**	12,642

8 DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation is as follows:

	2018				
	Directors' fees HK$'000	Salaries, allowances and benefits in kind HK$'000	Discretionary bonuses HK$'000	Retirement scheme contributions HK$'000	Total HK$'000
Executive Directors					
Mr. Zhang Xu	**200**	**–**	**–**	**–**	**200**
Ms. Que Dongwu	**200**	**–**	**–**	**–**	**200**
	400	**–**	**–**	**–**	**400**
Non-Executive Directors					
Mr. Chan Chi Yu	**150**	**80**	**–**	**–**	**230**
Mr. Lee Kai-Yan (appointed on 23 October 2018)	**29**	**–**	**–**	**–**	**29**
Ms. Lin Lily (appointed on 23 October 2018)	**29**	**–**	**–**	**–**	**29**
	208	**80**	**–**	**–**	**288**
Independent Non-Executive Directors					
Mr. Chan Wai Hei, William	**150**	**100**	**–**	**–**	**250**
Ms. Law Chi Yin, Cynthia	**150**	**100**	**–**	**–**	**250**
Mr. Shium Soon Kong	**150**	**90**	**–**	**–**	**240**
	450	**290**	**–**	**–**	**740**
	1,058	**370**	**–**	**–**	**1,428**

8 DIRECTORS' EMOLUMENTS (continued)

	2017				
	Directors' fees HK$'000	Salaries, allowances and benefits in kind HK$'000	Discretionary bonuses HK$'000	Retirement scheme contributions HK$'000	Total HK$'000
Executive Directors					
Mr. Zhang Xu	200	–	–	–	200
Ms. Que Dongwu	200	–	–	–	200
	400	–	–	–	400
Non-Executive Director					
Mr. Chan Chi Yu	150	80	–	–	230
Independent Non-Executive Directors					
Mr. Chan Wai Hei, William	150	90	–	–	240
Ms. Law Chi Yin, Cynthia	150	90	–	–	240
Mr. Shium Soon Kong	150	70	–	–	220
	450	250	–	–	700
	1,000	330	–	–	1,330

9 INDIVIDUALS WITH THE HIGHEST EMOLUMENTS

The five highest paid individuals in the Group for the year include no directors (2017: no directors). The aggregate emoluments in respect of the five (2017: five) highest paid individuals is as follows:

	2018 HK$'000	2017 HK$'000
Salaries, allowances and benefits in kind	**3,087**	5,436
Discretionary bonuses	**349**	428
Retirement scheme contributions	**54**	90
	3,490	5,954

The emoluments of the five (2017: five) highest paid individuals are within the following bands:

	Number of individuals 2018	 2017
Nil–HK$1,000,000	**5**	3
HK$1,000,001–HK$1,500,000	**–**	1
HK$1,500,001–HK$2,000,000	**–**	–
HK$2,000,001–HK$2,500,000	**–**	–
HK$2,500,001–HK$3,000,000	**–**	1
	5	5

10 DIVIDENDS

(a) Dividends attributable to the year

	2018 HK$'000	2017 HK$'000
Final dividend proposed after the end of reporting period of HK$0.09 (2017: HK$0.03) per share	**35,058**	11,686

At a meeting held on 13 February 2019, the Directors recommended a final dividend of HK$0.09 per share. This proposed dividend is not reflected as a dividend payable in the Group's consolidated financial statements until it has been approved by the shareholders of the Company and will be reflected as an appropriation of reserves in the year ending 31 December 2019.

10 DIVIDENDS *(continued)*

(b) Dividends attributable to the previous financial year, approved and paid during the year

	2018 HK$'000	2017 HK$'000
Final dividend in respect of the previous financial year, approved and paid during the year, of HK$0.03 (2017: HK$0.03) per share	**11,686**	11,686

11 EARNINGS PER SHARE

The calculation of basic earnings per share is based on profit attributable to shareholders of the Company of HK$676,843,000 (2017: HK$155,149,000) and 389,527,932 (2017: 389,527,932) shares in issue during the year.

Diluted earnings per share equals to the basic earnings per share as the Company had no dilutive potential shares in issue during the year (2017: Nil).

12 PLANT AND EQUIPMENT

	Office and carpark equipment	
	2018	2017
	HK$'000	HK$'000
Cost:		
At 1 January	**480**	480
Addition for the year	**19**	–
At 31 December	**499**	480
Accumulated depreciation:		
At 1 January	**(264)**	(168)
Charge for the year	**(98)**	(96)
At 31 December	**(362)**	(264)
Net book value:		
At 31 December	**137**	216

13 INVESTMENT PROPERTIES

(a) Valuation

	2018 HK$'000	2017 HK$'000
At 1 January	**1,830,000**	1,700,810
Additions	**1,995**	28,220
Fair value gain	**136,005**	100,970
At 31 December	**1,968,000**	1,830,000

(b) Fair value measurement of investment properties

(i) Fair value hierarchy

The following table presents the fair value of the Group's investment properties measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

— Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date

— Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available

— Level 3 valuations: Fair value measured using significant unobservable inputs

	Fair value at 31 December	Fair value measurements at 31 December 2018 categorised into		
	2018 HK$'000	Level 1 HK$'000	Level 2 HK$'000	Level 3 HK$'000
Recurring fair value measurement				
Investment properties:				
— Industrial — Hong Kong	1,968,000	–	–	1,968,000

	Fair value at 31 December	Fair value measurements at 31 December 2017 categorised into		
	2017 HK$'000	Level 1 HK$'000	Level 2 HK$'000	Level 3 HK$'000
Recurring fair value measurement				
Investment properties:				
— Industrial — Hong Kong	1,830,000	–	–	1,830,000

13 INVESTMENT PROPERTIES *(continued)*

(b) Fair value measurement of investment properties *(continued)*

(i) Fair value hierarchy *(continued)*

During the year ended 31 December 2018, there were no transfers between Level 1 and Level 2 (2017: Nil), or transfers into or out of Level 3 (2017: Nil). The Group's policy is to recognise transfers between levels of fair value hierarchy at the end of the reporting period in which they occur.

All of the Group's investment properties were revalued at 31 December 2018. The valuations were carried out by an independent firm of surveyors, Jones Lang LaSalle Corporate Appraisal and Advisory Limited, which has among its staff experienced Members of the Hong Kong Institute of Surveyors with recent experience in the location and category of the property being valued. Management has discussion with the surveyors on the valuation assumptions and valuation results when the valuation is performed at each interim and annual reporting date.

(ii) Information about Level 3 fair value measurements

	Valuation techniques	Significant unobservable input	Range (weighted average)
Investment properties	Term and reversionary approach	Term period — capitalisation rate	3.5% (2017: 3.75%)
		Reversionary period — capitalisation rate	4% (2017: 4.25%)
		— market unit rent rate (HK$/sq.ft.)	9.5–10.3 (9.9) (2017: 9.9–10.3 (10.1))

The fair value of investment properties is determined by taking into account the net rental income of the property derived from the existing leases with due allowance for the reversionary income potential of the leases, which have been then capitalised to determine the market value at appropriate capitalisation rates, and with reference to the comparable sale transactions as available in the market. The fair value measurement is positively correlated to the market unit rent rates, and negatively correlated to the capitalisation rates.

The movements during the year in the balance of these Level 3 fair value measurements are set out in note 13(a) to the consolidated financial statements.

Fair value adjustment of investment properties is recognised in the line item "Increase in fair value of investment properties" on the face of the consolidated statement of comprehensive income.

All the gains recognised in profit or loss for the year arise from the investment properties held at the end of the reporting period.

13 INVESTMENT PROPERTIES *(continued)*

(c) The analysis of valuation of investment properties is as follows:

	2018 HK$'000	2017 HK$'000
In Hong Kong:		
— medium term leases	**1,968,000**	1,830,000

(d) The Group leases out investment properties under operating leases. The leases typically run for an initial period of 1 to 3 years. None of the leases includes contingent rentals.

(e) The gross carrying amount of investment properties held for use in operating leases is HK$1,968,000,000 (2017: HK$1,830,000,000).

14 INTERESTS IN SUBSIDIARIES

	The Company	
	2018 HK$'000	2017 HK$'000
Unlisted shares, at cost (note (a))	**–**	–
Amounts due from subsidiaries (note (b))	**394,502**	540,300
	394,502	540,300

Notes:

(a) The balance represents the subsidiaries' unlisted shares (at cost) of HK$40 (2017: HK$17).

(b) The amounts due from subsidiaries classified under non-current assets are unsecured, interest-free and recoverable on demand. The directors do not expect these amounts will be recovered within twelve months from the end of the reporting period, accordingly, these amounts are classified as non-current assets.

(c) Particulars of the subsidiaries are set out on note 27.

15 INTERESTS IN ASSOCIATES AND AMOUNTS DUE FROM ASSOCIATES

	2018 HK$'000	2017 HK$'000
Share of net assets	**79,714**	3,348
Amount due from an associate (non-current) (note (a))	**258,721**	220,424
	338,435	223,772
Amounts due from associates (current) (note (a))	**7,973**	148,884

Details of the Group's interests in associates, which are accounted for using the equity method in the consolidated financial statements, are as follows:

				Proportion of ownership interest			
Name of associate	Form of business structure	Place of incorporation and business	Particulars of issued and paid up capital	Group's effective interest	Held by the Company	Held by a subsidiary	Principal activity
Ultimate Vantage Limited*	Incorporated	Hong Kong	100 ordinary shares (HK$100)	20%	–	20%	Property development (note (b))
Gold Value Limited*	Incorporated	Hong Kong	100 ordinary shares (HK$100)	20%	–	20%	Property financing (note (b))

* Unlisted corporate entity whose quoted market price is not available

Notes:

(a) Amounts due from associates comprise of:

(i) An amount due from Gold Value Limited ("GVL") of HK$266,694,000 (2017: HK$226,625,000) is unsecured, interest-bearing at Hong Kong Prime Rate minus 2.1% (2017: 2.1%) per annum and recoverable on demand. The amount of HK$7,973,000 (2017: HK$6,201,000) is expected to be recovered within one year, while the remaining amount of HK$258,721,000 (2017: HK$220,424,000) will be recovered after one year.

(ii) An amount due from Ultimate Vantage Limited ("UVL") of HK$142,683,000 at 31 December 2017 was unsecured, interest-bearing at Hong Kong Interbank Offered Rate plus 2.2% per annum and recovered in full during the year.

(b) Investment in UVL, a property developer based in Hong Kong, enables the Group to expand its business activities from property investment to property investment and development. UVL is the holder of the rights to the development of the West Rail Tsuen Wan West Station TW6 Project Development (the "TW6 Project" and also known as "The Pavilia Bay"). The Group also owns 20% equity interest in GVL, which is engaged in the provision of mortgage loans to purchasers of TW6 Project.

(c) On 22 April 2014, a shareholders' agreement (the "Shareholders' Agreement") was entered into between, inter alia, the Company, Wkdeveloper Limited ("Wkdeveloper", a wholly-owned subsidiary of the Company and owns 20% equity interest in UVL), another shareholder of UVL (the "JV Partner Subsidiary"), the parent of the JV Partner Subsidiary (the "JV Partner") and UVL to regulate the relationship of the shareholders of UVL inter se and the management of the affairs of UVL.

The Shareholders' Agreement contains a provision whereby the Company and the JV Partner agreed that a non-defaulting party would have the right to acquire all the interest in UVL represented by the defaulting party and its affiliates upon the occurrence of certain events of default. Such right is reciprocal, and no consideration was paid or is payable by the Company or the JV Partner for the grant by the other party of the above-mentioned right. Details of the transaction are disclosed in the Company's announcement dated 22 April 2014 and the Company's circular dated 15 May 2014.

15 INTERESTS IN ASSOCIATES AND AMOUNTS DUE FROM ASSOCIATES *(continued)*

Summarised financial information of the associates, reconciled to the carrying amount in the consolidated financial statements, are disclosed below.

UVL

	2018 HK$'000	2017 HK$'000
Gross amounts of UVL		
Non-current assets	**65,609**	–
Current assets	**1,292,489**	9,908,706
Current liabilities	**(960,155)**	(9,892,346)
Equity	**397,943**	16,360
Revenue	**9,958,595**	–
Profit/(loss) for the year	**2,006,583**	(148)
Total comprehensive income	**2,006,583**	(148)
Dividend received from UVL	**325,000**	–
Interest received from UVL	**64,316**	–
Reconciled to the Group's interest in UVL		
Gross amounts of net assets of UVL	**397,943**	16,360
Group's effective interest	**20%**	20%
Group's share of net assets of UVL	**79,589**	3,272
Amount due from UVL — current portion	**–**	142,683
Carrying amount in the consolidated financial statements	**79,589**	145,955

15 INTERESTS IN ASSOCIATES AND AMOUNTS DUE FROM ASSOCIATES (continued)

GVL

	2018 HK$'000	2017 HK$'000
Gross amounts of GVL		
Non-current assets	**1,251,279**	1,094,756
Current assets	**83,286**	39,188
Current liabilities	**(40,044)**	(31,127)
Non-current liabilities	**(1,293,895)**	(1,102,437)
Equity	**626**	380
Revenue	**38,713**	16,973
Profit for the year	**246**	380
Total comprehensive income	**246**	380
Reconciled to the Group's interest in GVL		
Gross amounts of net assets of GVL	**626**	380
Group's effective interest	**20%**	20%
Group's share of net assets of GVL	**125**	76
Amount due from GVL — non-current portion	**258,721**	220,424
Amount due from GVL — current portion	**7,973**	6,201
Carrying amount in the consolidated financial statements	**266,819**	226,701

16 TRADE AND OTHER RECEIVABLES

	2018 HK$'000	2017 HK$'000
Trade receivables	**530**	735
Unamortised rent receivables	**944**	1,913
Other receivables	**870**	409
Other deposits	**2,603**	2,529
Prepayments	**127**	274
	5,074	5,860

Ageing analysis

As at the end of the reporting period, the ageing analysis of trade receivables based on the date of revenue recognition, is as follows:

	2018 HK$'000	2017 HK$'000
0 to 30 days	**500**	717
31 to 90 days	**30**	18
	530	735

Trade receivables are due within 15 days from the date of revenue recognition. Further details on the Group's credit policy and credit risk arising from trade receivables are set out in note 21(a).

17 OTHER PAYABLES AND ACCRUALS

	2018 HK$'000	2017 HK$'000
Other payables	**1,658**	1,502
Rental and other deposits received	**24,673**	23,934
Accruals	**5,588**	9,231
	31,919	34,667

Except for the rental and other deposits received on properties and other payables of HK$15,015,000 (2017: HK$9,441,000) which are expected to be settled after one year, all of the other payables, rental and other deposits received and accruals are expected to be settled within one year or repayable on demand.

18 AMOUNT DUE TO AN INTERMEDIATE HOLDING COMPANY

The amount due to an intermediate holding company is unsecured, interest-free and repayable on demand.

19 DEFERRED TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

The components of deferred tax liabilities/(assets) recognised in the consolidated statement of financial position and the movements during the year are as follows:

	Depreciation allowances in excess of related depreciation HK$'000	Future benefit of tax loss HK$'000	Total HK$'000
Deferred tax arising from:			
At 1 January 2018	**39,189**	**(1,009)**	**38,180**
Charged to profit or loss	**2,541**	**245**	**2,786**
At 31 December 2018	**41,730**	**(764)**	**40,966**
At 1 January 2017	34,392	(1,286)	33,106
Charged to profit or loss	4,797	277	5,074
At 31 December 2017	39,189	(1,009)	38,180

	2018 HK$'000	2017 HK$'000
Net deferred tax liabilities recognised on the consolidated statement of financial position	**40,966**	38,180

Deferred tax assets not recognised:

The Group has not recognised deferred tax assets of HK$18,000 (2017: HK$12,000) in respect of accumulated tax losses as the availability of future taxable profits against which the assets can be utilised is uncertain at 31 December 2018. The tax losses do not expire under current tax legislation.

20 TOTAL EQUITY

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below.

The Company

	Share capital HK$'000	Share premium HK$'000	Retained profits HK$'000	Total HK$'000
At 1 January 2018	**3,895**	**1,030,877**	**345,835**	**1,380,607**
Changes in equity for 2018:				
Profit and total comprehensive income for the year	**–**	**–**	**13,630**	**13,630**
Final dividend approved in respect of the previous year (note 10(b))	**–**	**–**	**(11,686)**	**(11,686)**
At 31 December 2018	**3,895**	**1,030,877**	**347,779**	**1,382,551**

	Share capital HK$'000	Share premium HK$'000	Retained profits HK$'000	Total HK$'000
At 1 January 2017	3,895	1,030,877	354,740	1,389,512
Changes in equity for 2017:				
Profit and total comprehensive income for the year	–	–	2,781	2,781
Final dividend approved in respect of the previous year (note 10(b))	–	–	(11,686)	(11,686)
At 31 December 2017	3,895	1,030,877	345,835	1,380,607

20 TOTAL EQUITY *(continued)*

(b) Share capital

The Company

	2018		2017	
	No. of shares	**Amount HK$'000**	No. of shares	Amount HK$'000
Authorised:				
Ordinary shares of HK$0.01 each	**750,000,000**	**7,500**	750,000,000	7,500
Issued and fully paid:				
Ordinary shares at 1 January and 31 December (HK$0.01 each)	**389,527,932**	**3,895**	389,527,932	3,895

(c) Share premium

The share premium account is governed by the Cayman Companies Law and may be applied by the Company subject to the provisions, if any, of its memorandum and articles of association in such manner as the Company may, from time to time, determine including, but without limitation (a) paying distributions or dividends to equity shareholders; (b) paying up unissued shares of the Company to be issued to equity shareholders as fully paid bonus shares; (c) the redemption and repurchase of shares (subject to the provisions of section 37 of the Cayman Companies Law); (d) writing-off the preliminary expenses of the Company; and (e) writing-off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the Company.

No distribution or dividend may be paid to the equity shareholders out of the share premium account unless immediately following the date on which the distribution or dividend is proposed to be paid, the Company will be able to pay its debts as they fall due in the ordinary course of business.

(d) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, to meet its financial obligations and continue to provide returns for shareholders and benefits for other stakeholders.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in the Group's business portfolio and economic conditions.

The Group monitors its capital structure by reviewing its net debt-to-equity ratio and cash flow requirements, taking into account of its future financial obligations and commitments. For this purpose, the Group defines net debt as total interest bearing borrowings less bank balances and cash. Shareholders' equity comprises issued share capital and reserves attributable to equity shareholders of the Company.

20 TOTAL EQUITY *(continued)*

(d) Capital management *(continued)*

The net debt-to-equity ratio at the end of the reporting period is as follows:

	2018 HK$'000	2017 HK$'000
Interest bearing borrowings	–	–
Less: Bank balances and cash	**(1,425,085)**	(865,905)
Net cash	**(1,425,085)**	(865,905)
Shareholders' equity	**3,666,767**	3,001,610
Net debt-to-equity ratio	**N/A**	N/A

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirement.

21 FINANCIAL RISK MANAGEMENT AND FAIR VALUES

Exposure to credit, liquidity, interest rate and foreign currency risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade receivables and amounts due from associates. The Group's exposure to credit risk arising from bank balances and cash is limited because the counterparties are banks and financial institutions with sound credit ratings, for which the Group considers to have low credit risk.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, the Group does not have any significant concentration of credit risk.

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 15 days from the date of billing. Reminders are issued bi-weekly when trade receivables have been overdue for 15 days, and legal actions will be taken when the trade receivables have been overdue for two months. Normally, the Group does not obtain collateral from customers.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. Given the Group has not experienced any significant credit losses in the past and holds sufficient rental deposits from tenants to cover the potential exposure to credit risk, the allowance for expected credit losses is insignificant.

21 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(a) Credit risk (continued)

Comparative information under HKAS 39

Prior to 1 January 2018, an impairment loss was recognised only when there was objective evidence of impairment (see note 2(i)(i) — policy applicable prior to 1 January 2018). At 31 December 2017, none of trade receivables was determined to be impaired. The ageing analysis of trade receivables that were not considered to be impaired was as follows:

	2017 HK$'000
Less than 1 month past due	717
1 to 3 months past due	18
	735

Receivables that were neither past due nor impaired related to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired related to a number of independent customers that had a good track record with the group. Based on past experience, management believed that no impairment allowance was necessary in respect of these balances as there had been no significant change in credit quality and the balances were still considered fully recoverable.

Amounts due from associates are reviewed at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

(b) Liquidity risk

Cash management of the Company and wholly-owned subsidiaries of the Group are substantially centralised at the Group level. The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants (if appropriate), to ensure that it maintains sufficient cash reserves to meet its liquidity requirements in the short and longer term.

The following tables detail the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows and the earliest date the Group can be required to pay:

	Contractual undiscounted cash flow				
	Within 1 year or on demand HK$'000	**More than 1 year but less than 2 years** HK$'000	**More than 2 years but less than 5 years** HK$'000	**Total** HK$'000	**Carrying amount** HK$'000
At 31 December 2018					
Other payables and accruals	**16,904**	**9,957**	**5,058**	**31,919**	**31,919**
Amount due to an intermediate holding company	**1,322**	**–**	**–**	**1,322**	**1,322**
	18,226	**9,957**	**5,058**	**33,241**	**33,241**

	Contractual undiscounted cash flow				
	Within 1 year or on demand HK$'000	More than 1 year but less than 2 years HK$'000	More than 2 years but less than 5 years HK$'000	Total HK$'000	Carrying amount HK$'000
At 31 December 2017					
Other payables and accruals	25,226	6,441	3,000	34,667	34,667
Amount due to an intermediate holding company	2,277	–	–	2,277	2,277
	27,503	6,441	3,000	36,944	36,944

21 FINANCIAL RISK MANAGEMENT AND FAIR VALUES *(continued)*

(c) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group has no interest bearing borrowings at the end of the reporting period (2017: Nil). As a result, the Group has no exposure to interest rate risk at 31 December 2018 and 2017.

(d) Foreign currency risk

The Group owns assets and conducts its business in Hong Kong with its cash flows denominated in Hong Kong dollars. As a result, the Group has no exposure to foreign currency risk at 31 December 2018 and 2017.

(e) Fair values

All financial instruments are carried at amounts not materially different from their fair values at 31 December 2018 and 2017.

22 CAPITAL COMMITMENTS

Capital commitments outstanding at 31 December 2018 not provided for in the consolidated financial statements were as follows:

	2018	2017
	HK$'000	HK$'000
Contracted for	**–**	2,755
Authorised but not contracted for	**–**	4,024
	–	6,779

23 MATERIAL RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these consolidated financial statements, the Group entered into the following material related party transactions in its ordinary course of business:

	2018	2017
	HK$'000	HK$'000
Management and administrative fee payable to an intermediate holding company (note (a))	**2,211**	2,623
Key management compensation (note (b))	**2,018**	4,369

Notes:

(a) Management and administrative fee is charged at terms agreed by both parties. The details of the amount due to this intermediate holding company are set out in note 18. This transaction constitutes a continuing connected transaction to the Company under the Listing Rules, which is exempted from shareholders' approval, annual review and all disclosure requirements.

(b) Key management personnel represent the directors and senior management of the Company.

24 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

	Note	2018 HK$'000	2017 HK$'000
Non-current assets			
Interests in subsidiaries	14	**394,502**	540,300
Current assets			
Other receivables		**885**	587
Bank balances and cash		**1,332,606**	842,718
		1,333,491	843,305
Current liabilities			
Other payables and accruals		**(1,898)**	(1,645)
Amount due to an intermediate holding company		**(633)**	(599)
Amounts due to subsidiaries		**(342,881)**	(753)
Tax payable		**(30)**	(1)
		(345,442)	(2,998)
Net current assets		**988,049**	840,307
NET ASSETS		**1,382,551**	1,380,607
CAPITAL AND RESERVES	20(a)		
Share capital		**3,895**	3,895
Reserves		**1,378,656**	1,376,712
TOTAL EQUITY		**1,382,551**	1,380,607

Approved and authorised for issue by the board of directors on 13 February 2019.

Zhang Xu	**Que Dongwu**
Director	*Director*

25 CHANGES IN ACCOUNTING POLICIES

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

(i) HKFRS 9, *Financial instruments*

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

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

(i) HKFRS 9, *Financial instruments*

HKFRS 9 replaces HKAS 39, *Financial instruments: Recognition and measurement*. HKFRS 9 introduces new requirements for classification and measurement of financial assets, including the measurement of impairment for financial assets and hedge accounting. The Group has been impacted by HKFRS 9 in relation to measurement of impairment for financial assets.

The new impairment model in HKFRS 9 replaces the "incurred loss" model in HKAS 39 with an "expected credit loss" model. Under the expected credit loss model, it will no longer be necessary for a loss event to occur before an impairment loss is recognised. Instead, an entity is required to recognise and measure either a 12-month expected credit loss or a lifetime expected credit loss, depending on the asset and the facts and circumstances. The application of the expected credit loss model will result in earlier recognition of credit losses, but with no material financial impact to the Group.

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

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

Currently the Group's property development activities are carried out in Hong Kong by an associate only. The pre-sale of the only property project started in 2017 and the project is completed and handed over to the customers in the second half of 2018. The Group has assessed that under the transfer-of-control approach in the new standard, revenue from property sales will be recognised when the legal assignment is completed, which is the point in time when the customer has the ability to direct the use of the property and obtain substantially all of the remaining benefits of the property. Accordingly, the adoption of HKFRS 15 has no impact on the Group's consolidated financial statements.

26 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2018

Up to the date of issue of these consolidated financial statements, the HKICPA has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended 31 December 2018 and which have not been adopted in these consolidated financial statements. The Group is in the process of making an assessment of what the impact of these amendments, new standards and interpretations is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the Group's results of operations and financial position.

27 LIST OF SUBSIDIARIES

Name of subsidiary	Issued share capital		Proportion of ownership interest: Group's effective interest	Held by the Company	Held by a subsidiary	Principal activities
Access Rich Limited	Ordinary	HK$1	100%	–	100%	Property investment
Best Wealth Limited	Ordinary	HK$1	100%	–	100%	Inactive
Brannan One Limited (note (a))	Ordinary	US$1	100%	100%	–	Inactive
Brannan Two Limited (note (a))	Ordinary	US$1	100%	100%	–	Inactive
Cheer Win Limited	Ordinary	HK$1	100%	–	100%	Property investment
Chericourt Company Limited	Ordinary	HK$1,000,000	100%	–	100%	Property investment
Excellent Champ Limited	Ordinary	HK$1	100%	–	100%	Inactive
Far Growth Investment Limited (note (b))	Ordinary	US$1	100%	–	100%	Investment holding
Future Best Developments Limited (note (b))	Ordinary	US$1	100%	100%	–	Investment holding
Jubilant Castle Limited (note (b))	Ordinary	US$1	100%	–	100%	Investment holding
Mainland Investments Group Limited (note (b))	Ordinary	US$1	100%	100%	–	Investment holding
Vanke Holdings (Hong Kong) Company Limited (formerly known as Vanke Best Company Limited)	Ordinary	HK$1	100%	100%	–	Provision of administrative services
Vanke Overseas Investment Holding Company Limited (note (b))	Ordinary	US$1	100%	100%	–	Investment holding
Vanke UK Investment Company Limited (note (b))	Ordinary	US$1	100%	–	100%	Inactive
Vanke US Investment Company Limited (note (b))	Ordinary	US$1	100%	–	100%	Inactive
Wealth Honour Limited	Ordinary	HK$1	100%	–	100%	Inactive
WK Parking Limited	Ordinary Deferred	HK$18,000,000 HK$2,000,000 (note (c))	100% –	– –	100% –	Property investment
WK Property Financial Limited	Ordinary	HK$840	100%	–	100%	Investment holding, property investment and group finance company
Wkdeveloper Limited (note (b))	Ordinary	US$1	100%	–	100%	Investment holding

27 LIST OF SUBSIDIARIES *(continued)*

Notes:

(a) These companies are incorporated in Cayman Islands.

(b) These companies are incorporated in the British Virgin Islands.

(c) The deferred shares are held by Winner Company (Hong Kong) Limited and Tatkit (Nominees) Limited, companies in which a former director of the Company has beneficial interest. According to the Memorandum and Articles of Association of WK Parking Limited, the holders of deferred shares practically carry no rights to dividends or to receive notice of or to attend or vote at any general meeting of WK Parking Limited or to participate in any distribution on winding up unless the assets of WK Parking Limited to be returned on winding up exceed the value of HK$100,000,000,000.

(d) Unless stated otherwise, all companies are incorporated and operate principally in Hong Kong. None of the subsidiaries have issued any debt securities.

List of Properties

At 31 December 2018

(a) Completed and held for investment

Location	Lease expiry	Site area (sq. ft.)	Gross floor area (sq. ft.)	Type	Effective interest
Regent Centre, 63 Wo Yi Hop Road and 70 Ta Chuen Ping Street, The Remaining Portion of Lot No.299 in D.D. No.444, Kwai Chung, New Territories, Hong Kong	2047	103,500	657,000 (remaining portion)	Industrial/ Godown	100%

(b) Completed and held for sale

Location	Lease expiry	Site area (sq. ft.)	Gross floor area (sq. ft.)	Type	Effective interest	Year of completion
The Pavilia Bay Tsuen Wan Town Lot No. 402, West Rail Tsuen Wan West Station, Tsuen Wan, New Territories, Hong Kong	2063	148,586	675,021	Residential	20%	2018

* Up to the date hereof, 979 units have been sold and 4 units remained unsold.

Five-Year Financial Summary

Group results

	Year ended 31 December				
	2018	2017	2016	2015	2014
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Revenue	**101,780**	96,460	91,244	89,067	85,809
Profit for the year	**676,843**	155,149	131,320	161,705	137,555
Attributable to shareholders of the Company	**676,843**	155,149	131,320	161,705	137,555

Summary consolidated statement of financial position

	At 31 December				
	2018	2017	2016	2015	2014
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Non-current assets	**2,306,572**	2,053,988	2,187,439	2,080,410	1,904,185
Net current assets/(liabilities)	**1,401,161**	985,802	704,000	689,498	(322,169)
Total assets less current liabilities	**3,707,733**	3,039,790	2,891,439	2,769,908	1,582,016
Non-current liabilities	**(40,966)**	(38,180)	(33,292)	(31,395)	(29,593)
Net assets	**3,666,767**	3,001,610	2,858,147	2,738,513	1,552,423
Equity attributable to shareholders of the Company and total equity	**3,666,767**	3,001,610	2,858,147	2,738,513	1,552,423