



德祥地產集團有限公司

ITC PROPERTIES GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股份代號：199

2016-2017

ANNUAL REPORT 年報

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Cheung Hon Kit (*Chairman*)
Mr. Chan Fut Yan (*Managing Director*)
Mr. Cheung Chi Kit
Mr. Chan Yiu Lun, Alan
Mr. Wong Lai Shun, Benny

Independent Non-executive Directors

Hon. Shek Lai Him, Abraham, *GBS, JP (Vice Chairman)*
Mr. Kwok Ka Lap, Alva
Mr. Chan Pak Cheong Afonso

BOARD COMMITTEES

Audit Committee

Mr. Chan Pak Cheong Afonso (*Chairman*)
Hon. Shek Lai Him, Abraham, *GBS, JP*
Mr. Kwok Ka Lap, Alva

Remuneration Committee

Mr. Chan Pak Cheong Afonso (*Chairman*)
Mr. Chan Fut Yan
Hon. Shek Lai Him, Abraham, *GBS, JP*
Mr. Kwok Ka Lap, Alva

Nomination Committee

Hon. Shek Lai Him, Abraham, *GBS, JP (Chairman)*
Mr. Cheung Hon Kit
Mr. Kwok Ka Lap, Alva
Mr. Chan Pak Cheong Afonso

Corporate Governance Committee

Mr. Cheung Hon Kit (*Chairman*)
Mr. Cheung Chi Kit
Mr. Kwok Ka Lap, Alva

Investment Committee

Mr. Cheung Hon Kit
Mr. Chan Fut Yan
Mr. Cheung Chi Kit
Mr. Chan Yiu Lun, Alan
Mr. Wong Lai Shun, Benny

COMPANY SECRETARY

Mr. Wong Kim Man

AUTHORISED REPRESENTATIVES

Mr. Cheung Hon Kit
Mr. Cheung Chi Kit
Mr. Wong Kim Man
(*Alternate to Mr. Cheung Hon Kit*)
Mr. Wong Kim Man
(*Alternate to Mr. Cheung Chi Kit*)

董事會

執行董事

張漢傑先生 (*主席*)
陳佛恩先生 (*董事總經理*)
張志傑先生
陳耀麟先生
黃禮順先生

獨立非執行董事

石禮謙, *GBS, JP (副主席)*
郭嘉立先生
陳百祥先生

董事委員會

審核委員會

陳百祥先生 (*主席*)
石禮謙, *GBS, JP*
郭嘉立先生

薪酬委員會

陳百祥先生 (*主席*)
陳佛恩先生
石禮謙, *GBS, JP*
郭嘉立先生

提名委員會

石禮謙, *GBS, JP (主席)*
張漢傑先生
郭嘉立先生
陳百祥先生

企業管治委員會

張漢傑先生 (*主席*)
張志傑先生
郭嘉立先生

投資委員會

張漢傑先生
陳佛恩先生
張志傑先生
陳耀麟先生
黃禮順先生

公司秘書

黃建文先生

法定代表

張漢傑先生
張志傑先生
黃建文先生
(*張漢傑先生之替任人*)
黃建文先生
(*張志傑先生之替任人*)

CORPORATE INFORMATION

公司資料

LEGAL ADVISORS

Conyers Dill & Pearman (*Bermuda*)
Iu, Lai & Li, Solicitors (*Hong Kong*)
Vincent T. K. Cheung, Yap & Co. (*Hong Kong*)
Leong Hon Man, Advogado (*Macau*)

AUDITOR

Deloitte Touche Tohmatsu

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
The Bank of East Asia, Limited
China Construction Bank (Asia) Corporation Limited
Industrial and Commercial Bank of China (Asia) Limited
Bank of China (Hong Kong) Limited
Industrial Bank Co., Ltd.
United Overseas Bank Limited

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 3102, 31/F., Bank of America Tower
12 Harcourt Road
Central
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Corporate Services (Bermuda) Limited
(formerly known as "Codan Services Limited")
Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

WEBSITE

<http://www.itcproperties.com>

STOCK CODE

Hong Kong Stock Exchange 199

法律顧問

Conyers Dill & Pearman (百慕達)
姚黎李律師行 (香港)
張葉司徒陳律師事務所 (香港)
梁瀚民大律師 (澳門)

核數師

德勤•關黃陳方會計師行

主要往來銀行

香港上海滙豐銀行有限公司
東亞銀行有限公司
中國建設銀行(亞洲)股份有限公司
中國工商銀行(亞洲)有限公司
中國銀行(香港)有限公司
興業銀行股份有限公司
大華銀行有限公司

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港主要營業地點

香港
中環
夏慤道12號
美國銀行中心31樓3102室

主要股份登記及過戶處

Conyers Corporate Services (Bermuda) Limited
(前稱「Codan Services Limited」)
Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

香港股份登記及過戶分處

卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心22樓

網址

<http://www.itcproperties.com>

股份代號

香港聯交所 199

FINANCIAL HIGHLIGHTS

財務摘要

Year ended 31st March
截至三月三十一日止年度
2017 2016
二零一七年 二零一六年

<i>HK\$ million</i>	港幣百萬元		
Revenue	收益		
Per consolidated statement of profit or loss	根據綜合損益表	189	143
Property income and hotel revenue	物業收入及酒店收益		
– share of associates and joint ventures	– 應佔聯營公司及合營公司	990	4,832
– by way of disposal of interest in an associate	– 透過出售於聯營公司之權益	–	113
		1,179	5,088
Net profit	純利	303	1,459

<i>HK cents</i>	港仙		
Basic earnings per share	每股基本盈利	35	177
Dividends per share	每股股息		
– interim	– 中期	10	10
– final	– 末期	12	10
– special	– 特別	–	10
		22	30

FINANCIAL HIGHLIGHTS

財務摘要

Revenue 收益

HK\$' million
港幣百萬元

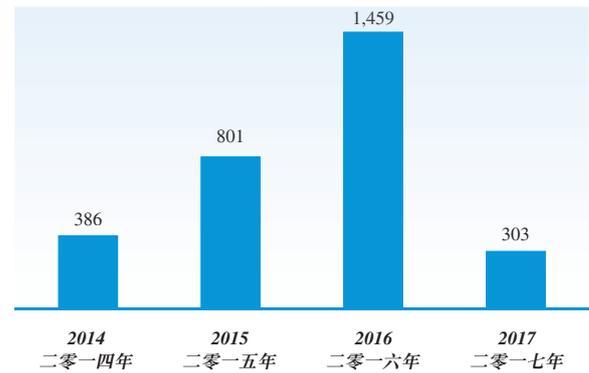


■ From subsidiaries
來自附屬公司

■ Share of associates & joint ventures
應佔聯營公司及合營公司

Net Profit 純利

HK\$' million
港幣百萬元



Total Assets 資產總額

HK\$' million
港幣百萬元



Total Shareholders' Fund 股東資金總額

HK\$' million
港幣百萬元



CHAIRMAN'S STATEMENT

主席報告書

TO OUR SHAREHOLDERS

On behalf of the board (the "Board") of directors (the "Directors"), I am pleased to present the annual report of ITC Properties Group Limited (the "Company") and its subsidiaries (collectively, the "Group") for the financial year ended 31st March, 2017.

FINAL DIVIDEND

The Board has resolved to recommend the payment of a final dividend of HK12 cents per ordinary share of the Company (the "Share(s)") (2016: HK10 cents per Share) for the year ended 31st March, 2017, which will be payable in cash, with an option to elect scrip dividend of Shares to the shareholders of the Company (the "Shareholders") whose names appear on the register of members of the Company as at the close of business on Wednesday, 23rd August, 2017. The proposed final dividend is expected to be paid to the Shareholders on or about Friday, 29th September, 2017, conditional upon the passing of the relevant ordinary resolution at the forthcoming annual general meeting of the Company to be held on Friday, 11th August, 2017.

BUSINESS REVIEW

For the year ended 31st March, 2017, the Group's revenue amounted to HK\$188.9 million (2016: HK\$143.4 million), representing a surge of nearly 32%, and gross profit increased to HK\$88.8 million (2016: HK\$73.9 million). The opening of Le Petit Rosedale Hotel in October 2016, rental income from Cheuk Nang Plaza (to be renamed as ITC Building) after completion of its acquisition in October 2015 and increase in income from loan financing during the year under review contributed to the increment in revenue. Administrative and other expenses decreased to HK\$308.2 million (2016: HK\$380.2 million) since less one-off preliminary expenses were incurred for exploration of investment opportunities during the year. However, as there was a significant decrease in the share of profits from an associate, Empresa De Fomento Industrial E Comercial Concórdia, S.A. ("Concordia"), during the year under review, the Group recorded a profit for the year attributable to owners of the Company of HK\$303.2 million, representing a reduction of 79.2% as compared to HK\$1,460.1 million for the previous year.

致列位股東

本人謹代表董事(「董事」)會(「董事會」)欣然提呈德祥地產集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至二零一七年三月三十一日止財政年度之年報。

末期股息

董事會已議決建議向於二零一七年八月二十三日(星期三)營業時間結束時名列本公司股東名冊之本公司股東(「股東」)派付截至二零一七年三月三十一日止年度之末期股息每股本公司普通股(「股份」)12港仙(二零一六年:每股10港仙),股息將以現金派付,並可選擇以股代息。擬派末期股息須待於二零一七年八月十一日(星期五)舉行之本公司應屆股東周年大會上通過有關普通決議案後,方可作實,預期將於二零一七年九月二十九日(星期五)或前後派付予股東。

業務回顧

截至二零一七年三月三十一日止年度,本集團之收益為港幣188,900,000元(二零一六年:港幣143,400,000元),大幅上升近32%,而毛利則增至港幣88,800,000元(二零一六年:港幣73,900,000元)。珀麗尚品酒店於二零一六年十月開幕及於二零一五年十月完成收購卓能廣場(將易名為德祥大廈)後取得租金收入,加上回顧年度內貸款融資收入增加,為收益增長作出貢獻。行政及其他費用減至港幣308,200,000元(二零一六年:港幣380,200,000元),原因為年內開拓投資機遇所產生之一次性前期費用較少。然而,由於回顧年度內應佔一間聯營公司,聯生發展股份有限公司(「聯生」)之溢利大幅減少,故本集團錄得本公司擁有人應佔本年度溢利為港幣303,200,000元,較去年港幣1,460,100,000元減少79.2%。



Sky Oasis
金峰名匯

BUSINESS REVIEW (Cont'd)

Property

Macau

The Group continued to recognise a considerable profit of over HK\$400 million from its 35.5% effective interest in Concordia, the developer of a residential and commercial project named “One Oasis” in Cotai South, Macau. As most of the sale of presold units of One Oasis had been recognised upon their handover to the end buyers in previous years and much less sale was recognised during the year under review upon handover of the remaining presold units, profits recognised by Concordia for the year under review dropped. As a result, there was a significant decrease in the share of profits from Concordia by the Group as compared with the previous year.

There are special units with saleable area in an aggregate of 160,000 sq. ft. and 600 car parking spaces of blocks 1 to 12 retained in stock. The marketing of these stocks will be launched at opportune time which sale will instantly make profit contribution to the Group.

業務回顧 (續)

物業

澳門

本集團繼續就其於聯生所持35.5%實際權益確認可觀溢利超過港幣400,000,000元，該公司為澳門路環南岸之商住發展項目「金峰南岸」之發展商。由於過往數年金峰南岸大部份預售單位之銷售額已在交付最終買家時入帳，於回顧年度交付之餘下單位銷售額入帳遠少於去年，所以聯生於回顧年度入帳之溢利下跌。因此，本集團應佔聯生之溢利較去年大幅減少。

第一至十二座總銷售面積達160,000平方呎之多個特色單位及600個車位尚保留在存貨內。該等未售單位及車位將於適當時機推出市面，一經發售本集團可即時獲利。

CHAIRMAN'S STATEMENT

主席報告書

BUSINESS REVIEW (Cont'd)

Property (Cont'd)

Macau (Cont'd)

On top of the remarkable sales performance having achieved and the acclaimed quality of our delivered products, we continue to strive to put more effort for pursuing excellence in design and standard for the remaining phases to enhance the sale value. "Sky Oasis", an extension of One Oasis, is the first ever international yoo-branded residence in Macau. Approximately 370 units of Sky Oasis have been launched for pre-sale since early October 2016 which were almost sold out within a short period of time. Another 120 deluxe units branded The Lux Mansion have also been marketed for pre-sale in June 2017. The pre-sale of the remaining saleable area under development of 1,200,000 sq. ft. will be launched by phases in the coming two years.

With the good market reputation of One Oasis, we are confident that we can achieve good sale response on the residential units of Sky Oasis which will significantly surpass the average selling price of One Oasis.

Hong Kong

The redevelopment plan for No. 23 Po Shan Road in Mid-levels, in which the Group has 40% interest, has been approved by the Building Department, resulting in an increase in the gross floor area of the site to 80,000 sq. ft.. The foundation works for constructing a super luxury residential mid-rise building over the site have been commenced.

The renovation works of Cheuk Nang Plaza, which is a 31-storey commercial building with 25 car parks situated at the heart of Wanchai district along Hennessy Road, are ongoing. The building will be renamed as "ITC Building". Part of the premises is for self-use while the remaining floor area will continue to be for leasing.

The demand-led redevelopment project of the Urban Renewal Authority ("URA") for the development of Nos. 205-211A Hai Tan Street in Sham Shui Po has been progressing as scheduled. Upon completion, this project will provide a total gross floor area of 38,000 sq. ft., mainly for residential use with a few shops.

業務回顧 (續)

物業 (續)

澳門 (續)

除取得傑出銷售表現及產品質素贏盡口碑外，我們繼續對項目餘下各期在設計及規格上精益求精，務求提升銷售價值。金峰南岸延伸項目「金峰名匯」為澳門首個加入國際級豪宅品牌 yoo 元素之住宅項目。自二零一六年十月初已推出約370個金峰名匯單位進行預售，並於短時間內售出幾乎全部單位。另外以The Lux Mansion命名的120個豪宅單位亦已於二零一七年六月推出市場預售。餘下在建銷售面積1,200,000平方呎將於未來兩年分階段推出市面預售。

鑑於金峰南岸市場聲譽良好，我們有信心金峰名匯住宅單位可取得卓越銷售反應，大幅超越金峰南岸之平均售價。

香港

本集團擁有40%權益之半山寶珊道23號之重建計劃已獲屋宇署批准，因而上址總建築面積增至80,000平方呎。於上址興建中層超級豪宅的地基工程亦已展開。

卓能廣場為位於灣仔心臟地帶之31層高商業大廈，臨軒尼詩道而立，共設25個車位，有關裝修工程仍在進行。該大廈將易名為「德祥大廈」。部份物業留作自用，餘下樓面面積將繼續出租。

位於深水埗海壇街205-211A號之市區重建局（「市建局」）需求主導重建項目如期進行。完成後，此項目將提供總建築面積38,000平方呎，主要作住宅用途及少量商舖。

BUSINESS REVIEW (Cont'd)

Property (Cont'd)

Hong Kong (Cont'd)

The Group has acquired the last shop unit on the ground floor at No. 41 Pau Chung Street, To Kwa Wan and now owns the entire property interests of the whole site located at Nos. 41, 43 and 45 of Pau Chung Street. The site would be redeveloped into a residential tower with retail shops at lower-levels. Site clearance works are in progress.

There was much less share of profit from a 50%-joint venture which was the developer of yoo Residence during the year under review since most of the sale of its residential units had already been completed in the previous years. In June, 2017, the joint venture entered into an agreement to dispose of all the remaining property interests in this project development.

PRC

The first parcel of land within the Cisco (Guangzhou) Smart City Project was listed for sale under government-prescribed procedure in April 2017. Since the conditions for the listing for sale imposed considerable restrictions over the sale of the properties after completion of the development, after critical assessment, the Group decided not to participate in the listing for sale. The preliminary expenses incurred in this respect will be reimbursed by the joint venture partner who continued this project on its own.

Overseas

In April 2016, the Group, through its 28%-owned joint ventures, acquired a parcel of land, together with the buildings erected thereon, along Alberni Street in the West End area of Vancouver, Canada. The site is within the walking distance to the Central Business District, the main retail artery in Downtown Vancouver as well as the main retail artery of the West End. The existing buildings on the site will be demolished and the site is planned to be redeveloped into mixed residential and commercial towers of about 648,000 sq. ft. for sale. The share of their preliminary expenses has been included in the share of results of joint ventures.

In September 2016, the Group, through its 90%-owned subsidiary, acquired Townsend House, which is a freehold 4-storey office building situated at Greycoat Place, London, United Kingdom. The building is prominently located on a corner plot within a five-minute walk from both Victoria and St James's Park mainline and underground stations. The existing net floor area of 26,500 sq. ft. is leased for rental income. The Group plans to redevelop this property for both office, residential and restaurant uses. Town planning application works are in progress.

業務回顧(續)

物業(續)

香港(續)

本集團已完成收購土瓜灣炮仗街41號最後一個地舖單位，現時擁有炮仗街41、43及45號之全部物業權益。上址將重建為一座低層設有零售商舖之住宅大樓。上址現正進行清拆工程。

於回顧年度內應佔擁有50%權益之合營公司(為yoo Residence之發展商)之溢利較少，此乃由於過往年度已完成銷售大部分住宅單位。於二零一七年六月，合營公司訂立協議，出售該發展項目所有餘下物業權益。

中國

思科(廣州)智慧城項目第一幅土地已於二零一七年四月依循政府指定程序掛牌出售。由於掛牌出售之條件對竣工後物業銷售設置大量限制，經慎重評估後，本集團決定不參與掛牌出售。就此產生之前期費用將獲繼續自行發展該項目之合營夥伴補償。

海外

於二零一六年四月，本集團透過其擁有28%權益之數間合營公司收購一幅位於加拿大溫哥華西端區Alberni Street一帶之土地連同其上蓋所建樓宇，由上址前往中心商務區、溫哥華市中心主要零售點及西端區主要零售點迅步可達。現計劃將上址現有樓宇拆卸，並重建為面積約648,000平方呎之綜合住宅及商業大樓以供銷售。應佔該等公司之前期費用已計入應佔合營公司業績。

於二零一六年九月，本集團透過其擁有90%權益之一間附屬公司收購位於英國倫敦市Greycoat Place區之Townsend House。Townsend House為坐落於街角之四層高永久業權辦公室大樓，步行五分鐘內便可抵達維多利亞(Victoria)及聖詹姆士公園(St James's Park)主線及地鐵站。現時淨樓面面積為26,500平方呎，並已出租以賺取租金。本集團計劃重建該物業作辦公室、住宅及餐廳用途。現正進行城鎮規劃申請工作。

CHAIRMAN'S STATEMENT

主席報告書



Le Petit Rosedale Hotel
珀麗尚品酒店

BUSINESS REVIEW (Cont'd)

Hotel and Leisure

There were improvements in both the hotel occupancy and average room rate, revenue from this segment during the year was HK\$130.0 million (2016: HK\$111.2 million), mainly generated from hotel operations of Rosedale Hotel Kowloon. The segmental loss amounted to HK\$23.1 million (2016: HK\$226.7 million).

Le Petit Rosedale Hotel with 94 rooms at No. 7 Moreton Terrace, Causeway Bay has commenced its business in early October 2016, and contributes good income to the Group.

In December 2016, the Group completed the acquisition of 50% interest in The Westin Bayshore Vancouver, which is located at a landmark waterfront site in Downtown Vancouver. It is a first class (four diamond) full-serviced hotel comprising 511 guest rooms. In addition, there are a six-slip marina, plenty of car parking spaces, ample meeting amenity and retail spaces. In the long run, the Group together with the joint venture partner will further explore the redevelopment potential of this hotel. A gain of HK\$54.2 million arising from this acquisition has been included in other income, gains and losses.

業務回顧 (續)

酒店及消閒

酒店入住率及平均房價均有所改善，此分部於本年度之收益為港幣130,000,000元(二零一六年：港幣111,200,000元)，主要來自九龍珀麗酒店之酒店業務。分部虧損為港幣23,100,000元(二零一六年：港幣226,700,000元)。

位於銅鑼灣摩頓臺7號設有94間客房之珀麗尚品酒店已於二零一六年十月初開業，並為本集團帶來可觀收入。

於二零一六年十二月，本集團完成收購溫哥華灣岸威斯汀酒店之50%權益，該酒店位於溫哥華市中心海濱地標。該酒店為頂級(四鑽)全服務式酒店，提供511間客房。此外，該酒店設有容納六個船位之碼頭、大量車位、寬敞之會議設施及零售空間。長遠而言，本集團與合營夥伴將進一步探索該酒店之重建潛力。是項收購產生之收益港幣54,200,000元已計入其他收入、溢利及虧損。

CHAIRMAN'S STATEMENT

主席報告書



The Westin Bayshore Vancouver
溫哥華灣岸威斯汀酒店

BUSINESS REVIEW (Cont'd)

Outlined below is a summary of the Group's prevailing interests in properties significant to its operations as at the date of this report:

業務回顧 (續)

於本報告書日期對本集團業務屬重大之物業現有權益概列如下：

Location	地點	Usage 用途	Group's interests 本集團 應佔權益 (%)	Attributable gross floor area 應佔 建築面積 (sq. ft.) (平方呎)
Macau	澳門	Residential/ Commercial 住宅/商業	35.5	777,000
One Oasis and Sky Oasis situated at Estrada de Seac Pai Van	位於石排灣馬路之金峰南岸及金峰名匯			
Sub-total	小計			777,000

CHAIRMAN'S STATEMENT

主席報告書

BUSINESS REVIEW (Cont'd)

業務回顧 (續)

Location	地點	Usage 用途	Group's interests 本集團 應佔權益 (%)	Attributable gross floor area 應佔 建築面積 (sq. ft.) (平方呎)
Hong Kong	香港			
Redevelopment project situated at No. 23 Po Shan Road, Mid-levels	位於半山寶珊道23號之重建項目	Residential 住宅	40	32,000
Redevelopment project situated at Nos. 41, 43 and 45, Pau Chung Street, To Kwa Wan	位於土瓜灣炮仗街41號、43號及45號之重建項目	Residential/Shops 住宅/商舖	100	30,000
Redevelopment project situated at Nos. 205 – 211A Hai Tan Street, Sham Shui Po	位於深水埗海壇街205 – 211A號之重建項目	Residential/ Commercial 住宅/商業	100	38,000
Premises situated at 30/F., Bank of America Tower, 12 Harcourt Road, Central	位於中環夏慤道12號美國銀行中心30樓之物業	Office 辦公室	100	13,880
Cheuk Nang Plaza situated at Nos. 244, 246, 248 and 250 Hennessy Road, Wanchai	位於灣仔軒尼詩道244號、246號、248號及250號之卓能廣場	Office 辦公室	100	55,600
Le Petit Rosedale Hotel situated at No. 7 Moreton Terrace, Causeway Bay	位於銅鑼灣摩頓臺7號之珀麗尚品酒店	Hotel 酒店	100	31,000
Rosedale Hotel Kowloon situated at 86, Tai Kok Tsui Road, Tai Kok Tsui	位於大角咀大角咀道86號之九龍珀麗酒店	Hotel 酒店	40	44,000
Sub-total	小計			244,480
PRC	中國			
Land situated at the Cyber Park, Sanya City, Hainan Province	位於海南省三亞市創意產業園之土地	Hotel 酒店	100	886,000
Sub-total	小計			886,000

CHAIRMAN'S STATEMENT

主席報告書

BUSINESS REVIEW (Cont'd)

業務回顧 (續)

Location	地點	Usage 用途	Group's interests 本集團 應佔權益 (%)	Attributable gross floor area 應佔 建築面積 (sq. ft.) (平方呎)
Overseas	海外			
Redevelopment project situated at 1444 Alberni Street, 711 Broughton Street & 740 Nicola Street, Vancouver, BC, Canada	位於加拿大英屬哥倫比亞省溫哥華 1444 Alberni Street, 711 Broughton Street 及 740 Nicola Street 之重建項目	Residential/ Commercial 住宅/商業	28	181,000
The Westin Bayshore situated at 1601 Bayshore Drive, Vancouver, BC, Canada	位於加拿大英屬哥倫比亞省溫哥華 1601 Bayshore Drive 之溫哥華灣岸威斯汀酒店	Hospitality/ conference/ ancillary uses 酒店/會議/ 配套用途	50	221,000
Townsend House situated at Greycoat Place, London, United Kingdom	位於英國倫敦市 Greycoat Place 區 之 Townsend House	Commercial 商業	90.1	23,900
Sub-total	小計			425,900
Total	總計			2,333,380

Securities Investments

During the year, revenue and segmental profit from securities investment were HK\$4.6 million (2016: Nil) and HK\$19.9 million (2016: segmental loss of HK\$44.2 million) respectively.

At the end of the reporting period, the Group had equity investments totaling HK\$339.6 million, mainly composed of securities listed in Hong Kong.

Finance

As part of its ongoing treasury management arrangement, the Group subscribed the 3-year 9.5% loan notes issued by Master Glory Group Limited in the principal amount of HK\$500 million in November 2016. In addition, the Group has advanced HK\$167.2 million to a joint venture partner in connection with the acquisition of 50% interest in The Westin Bayshore Vancouver. As a result, the Group had interest income of HK\$40.1 million from other loan receivables during the year under review, recording an increase from last year of HK\$18.2 million. At the end of the reporting period, other loan receivables of the Group amounted to HK\$667.2 million.

證券投資

年內，證券投資所得收益及分部溢利分別為港幣4,600,000元(二零一六年：零)及港幣19,900,000元(二零一六年：分部虧損港幣44,200,000元)。

於報告期末，本集團所持股權投資總值為港幣339,600,000元，以香港上市證券為主。

融資

作為其持續庫務管理安排一部分，本集團於二零一六年十一月認購由凱華集團有限公司發行本金額為港幣500,000,000元之三年期9.5厘貸款票據。此外，本集團就收購溫哥華灣岸威斯汀酒店之50%權益向合營夥伴墊付港幣167,200,000元。因此，於回顧年度，本集團來自其他應收貸款之利息收入為港幣40,100,000元，較去年港幣18,200,000元錄得增加。於報告期末，本集團之其他應收貸款為港幣667,200,000元。

CHAIRMAN'S STATEMENT

主席報告書

FINANCIAL REVIEW

During the year, the Group had issued 4.75% loan notes due 2021, which is listed on the Stock Exchange, in the aggregate principal amount of US\$200.0 million. The net proceeds of US\$194.7 million have been retained by the Group for its working capital use. As at 31st March, 2017, the Group had total bank and other borrowings of HK\$1,588.7 million and loan notes of HK\$1,515.6 million. After netting off bank balances and cash of HK\$1,728.7 million and comparing with the Group's shareholders' funds of HK\$5,574.3 million, the Group's net gearing ratio at 31st March, 2017 was 0.25 (2016: 0.11). All of the bank and other borrowings are subject to floating interest rates while the loan notes are subject to fixed interest rates. The Group will closely monitor and manage its exposure to the interest rate fluctuations and will consider engaging hedging instruments as and when appropriate.

As at 31st March, 2017, the Group had unused banking facilities of HK\$277.9 million which can be utilised to finance the construction of properties and the working capital of the Group. During the year ended 31st March, 2017, a total of HK\$963.9 million bank borrowings were drawn down to finance the development of Le Petit Rosedale Hotel, the URA project at Hai Tan Street, the acquisition of Townsend House and the working capital of the Group as well as the repayments of loan notes of HK\$200.0 million in order to reduce the finance costs. An aggregate amount of HK\$502.7 million of the Group's borrowings will be due for repayment in the coming year in accordance with the repayment schedule while another HK\$961.8 million was classified as current liabilities since the lenders have rights to demand immediate repayment. The Group will continue to closely monitor its liquidity and working capital requirement to ensure appropriate financing arrangements are made when necessary.

The majority of the Group's assets and liabilities is denominated in Hong Kong dollars, Renminbi, Macau Pataca, United State dollars and Canadian dollars. Though no hedging instruments were engaged, the Group will closely monitor its foreign exchange risk exposure.

財務回顧

年內，本集團發行本金總額為200,000,000美元於二零二一年到期之4.75厘貸款票據，並於聯交所上市。本集團將所得款項淨額194,700,000美元保留作營運資金用途。於二零一七年三月三十一日，本集團之銀行及其他借貸總額為港幣1,588,700,000元及貸款票據為港幣1,515,600,000元。扣除銀行結餘及現金港幣1,728,700,000元及與本集團股東資金港幣5,574,300,000元比較下，本集團於二零一七年三月三十一日之淨資產負債比率為0.25（二零一六年：0.11）。所有銀行及其他借貸均按浮動利率計息，而貸款票據則按固定利率計息。本集團將密切監察及處理利率波動風險，並於適當情況下考慮使用對沖工具。

於二零一七年三月三十一日，本集團之尚未動用銀行信貸額度為港幣277,900,000元，可用於提供物業施工所需資金及本集團營運資金。截至二零一七年三月三十一日止年度，已提取銀行借貸合共港幣963,900,000元以撥資發展珀麗尚品酒店、海壇街之市建局項目、收購Townsend House以及用作本集團營運資金，並償還貸款票據港幣200,000,000元以減少財務費用。本集團合共港幣502,700,000元之借貸按照還款安排將於來年到期償還，另外港幣961,800,000元因貸款人有權要求即時償還分類為流動負債。本集團將不斷密切監察其流動資金及營運資金需求，確保在有需要時作出適當融資安排。

本集團之資產及負債大部份以港幣、人民幣、澳門元、美元及加幣列值。本集團並無使用任何對沖工具，惟將密切監察外匯風險。

PROSPECTS

Despite the repeated administrative measures adopted by the Hong Kong SAR government and the Macau SAR government and the doubts over the economies, property prices continue to soar in both Hong Kong and Macau. The external conditions remain uncertain with macro-economic policies that vary in scale and intensity across countries, including but not limited to the speculation on the US interest rate hike, the volatility in Renminbi and the impacts of Brexit. Nevertheless, the huge success in One Oasis and Sky Oasis has already contributed and will continue to contribute to the Group a substantial financial return and valuable experiences for carrying out its mission and dealing with challenges ahead. In addition to stepping its businesses further to Canada and the United Kingdom, we will keep on improving earnings and enhancing the Shareholders' value by working hard on the projects on hand and at the same time, be selective and cautious on replenishing the Group's portfolio when suitable opportunities arise.

PLEDGE OF ASSETS

As at 31st March, 2017, the Group's general credit facilities granted by the banks and other lender were secured by pledges of the Group's investment properties of HK\$754.0 million, stock of properties of HK\$605.6 million, interest in a joint venture of HK\$49.1 million and property, plant and equipment of HK\$787.9 million.

CONTINGENT LIABILITIES

At 31st March, 2017, the Group provided corporate guarantees on a several basis to the extent of (i) HK\$21.0 million (2016: HK\$21.0 million), HK\$362.2 million (2016: Nil) and HK\$138.7 million (2016: Nil) in respect of the banking facilities granted to three joint ventures (which are owned as to 50%, 50% and 28% equity interests by the Group respectively) with the total outstanding amounts of HK\$18.8 million (2016: HK\$19.8 million), HK\$349.6 million (2016: Nil) and HK\$138.7 million (2016: Nil); and (ii) HK\$565.7 million (2016: HK\$525.8 million) in respect of the banking facilities granted to an associate (which is owned as to 40% equity interests by the Group) with the total outstanding amount of HK\$331.4 million (2016: HK\$256.0 million).

NUMBER OF EMPLOYEES AND REMUNERATION POLICIES

As at 31st March, 2017, the total number of employees of the Group was 273 (2016: 267). Employees are remunerated according to their qualifications, experience, job nature and performance and under the pay scales aligned with market conditions. Other benefits to employees include medical, insurance coverage, share option scheme and retirement scheme.

展望

儘管香港特區政府及澳門特區政府不斷採取行政措施及經濟存在疑慮，香港及澳門物業價格均持續攀升。各國之宏觀經濟政策在規模及力度上各有不同，令外圍環境仍欠明朗，包括但不限於市場揣測美國可能加息、人民幣匯率波動及英國脫歐。然而，金峰南岸及金峰名匯空前成功，已經及繼續為本集團帶來鉅額財務回報及寶貴經驗，以便實踐其宗旨並應對未來挑戰。除將業務進一步擴展至加拿大及英國外，本集團將傾力發展手頭項目，繼續改善盈利及提升股東價值，並於合適機遇出現時精挑細選，審慎補充本集團投資組合。

資產抵押

於二零一七年三月三十一日，銀行及其他貸款人向本集團授出之一般信貸額度乃以為數港幣754,000,000元之投資物業、港幣605,600,000元之物業存貨、港幣49,100,000元之於一間合營公司之權益以及港幣787,900,000元之物業、機械及設備作抵押。

或然負債

於二零一七年三月三十一日，本公司按個別基準(i)就本集團分別擁有50%、50%及28%股本權益之三間合營公司所獲授銀行融資之未償還總金額港幣18,800,000元(二零一六年：港幣19,800,000元)、港幣349,600,000元(二零一六年：無)及港幣138,700,000元(二零一六年：無)提供公司擔保港幣21,000,000元(二零一六年：港幣21,000,000元)、港幣362,200,000元(二零一六年：無)及港幣138,700,000元(二零一六年：無)；及(ii)就本集團擁有40%股本權益之一間聯營公司所獲授銀行融資之未償還總金額港幣331,400,000元(二零一六年：港幣256,000,000元)提供公司擔保港幣565,700,000元(二零一六年：港幣525,800,000元)。

僱員人數及薪酬政策

於二零一七年三月三十一日，本集團之僱員總人數為273名(二零一六年：267名)。本集團按員工之資歷及經驗、工作性質及表現以及市場薪酬情況釐定薪酬待遇。其他僱員福利包括醫療、保險、購股權計劃及退休計劃。

CHAIRMAN'S STATEMENT

主席報告書

SECURITIES IN ISSUE

During the year ended 31st March, 2017, (i) a total of 26,687,275 new Shares were issued by the Company pursuant to the scrip dividend schemes in relation to the final and special dividends for the year ended 31st March, 2016 and the interim dividend for the six months ended 30th September, 2016 and (ii) 365,000 new Shares were issued by the Company upon exercise by holders of the share options granted under the share option scheme of the Company adopted on 17th August, 2012 (the "2012 Share Option Scheme") at the exercise price of HK\$3.00 per Share. In addition, 130,000 share options under the 2012 Share Option Scheme lapsed.

As at 31st March, 2017, (i) there were 887,246,135 Shares in issue and (ii) 4,245,000 share options granted by the Company at an initial exercise price of HK\$3.00 per Share (subject to adjustments) pursuant to the 2012 Share Option Scheme remained outstanding.

Save as disclosed above, there was no movement in the securities in issue of the Company during the year ended 31st March, 2017.

APPRECIATION

I would like to take this opportunity to express my appreciation to the Shareholders for their support, to the management and staff for their dedicated efforts to the Group and to our clients, consultants and partners for all their valuable assistance offered during the past year.

Cheung Hon Kit

Chairman

Hong Kong, 23rd June, 2017

已發行證券

截至二零一七年三月三十一日止年度，(i) 本公司根據以股代息計劃就截至二零一六年三月三十一日止年度之末期及特別股息以及截至二零一六年九月三十日止六個月之中期股息合共發行 26,687,275 股新股份及 (ii) 本公司根據於二零一二年八月十七日採納之購股權計劃（「二零一二年購股權計劃」）所授出購股權獲其持有人按行使價每股港幣 3.00 元行使後發行 365,000 股新股份。此外，二零一二年購股權計劃項下有 130,000 份購股權已失效。

於二零一七年三月三十一日，(i) 本公司有 887,246,135 股已發行股份及 (ii) 本公司根據二零一二年購股權計劃按初步行使價每股港幣 3.00 元（可予調整）所授出合共 4,245,000 份購股權仍未獲行使。

除上文所披露外，截至二零一七年三月三十一日止年度，本公司之已發行證券概無變動。

致謝

本人謹藉此機會就股東之鼎力支持、管理層及員工對集團之竭誠服務以及客戶、顧問及業務夥伴於過去一年給予之寶貴協助致以衷心感謝。

主席

張漢傑

香港，二零一七年六月二十三日

BIOGRAPHIES OF DIRECTORS AND COMPANY SECRETARY

董事及公司秘書履歷

DIRECTORS

Executive Directors

Mr. Cheung Hon Kit, aged 63, joined the Company as the Chairman and an executive director in April 2005 and is also a director of various members of the Group. He is also the chairman of the Corporate Governance Committee, and a member of the Nomination Committee and the Investment Committee of the Company. Mr. Cheung graduated from the University of London with a bachelor of arts degree. He has over 39 years of experience in real estate development, property investment and corporate finance and has worked in key executive positions in various leading property development companies in Hong Kong. Mr. Cheung is an independent non-executive director of Future Bright Holdings Limited (00703.HK), a listed company in Hong Kong. He had previously been an executive director and the managing director of Rosedale Hotel Holdings Limited (01189.HK), a listed company in Hong Kong, since October 2003 and re-designated from the managing director to the chairman in May 2009, and he resigned from the positions on 30th December, 2014. Mr. Cheung resigned as an independent non-executive director of International Entertainment Corporation (01009.HK), a listed company in Hong Kong, with effect from 10th June, 2017.

Mr. Chan Fut Yan, aged 63, joined the Company as the Managing Director and an executive director in April 2005 and is also a director of various members of the Group. He is also a member of the Remuneration Committee and the Investment Committee of the Company. Mr. Chan has over 44 years of experience in the local construction field specialising in planning of construction business. He resigned as an executive director of ITC Corporation Limited (now known as PT International Development Corporation Limited) (00372.HK), a listed company in Hong Kong, on 28th March, 2017.

Mr. Cheung Chi Kit, aged 51, joined the Company in 2005 and was appointed as an executive director in August 2006. He is responsible for the finance and accounting functions of the Group. Mr. Cheung is also a director of various members of the Group and a member of the Corporate Governance Committee and the Investment Committee of the Company. He has over 29 years of experience in auditing, accounting and financial management. Mr. Cheung holds a bachelor's degree in accounting. He is a member of The Hong Kong Institute of Certified Public Accountants, The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators of the United Kingdom.

董事

執行董事

張漢傑先生，63歲，於二零零五年四月加入本公司出任主席兼執行董事，並為本集團多間成員公司之董事。彼亦為本公司企業管治委員會之主席，並為提名委員會及投資委員會之成員。張先生畢業於倫敦大學，持有文學學士學位。彼於地產發展、物業投資及企業融資方面擁有逾三十九年經驗，並曾於香港多間具領導地位的物業發展公司擔任主要行政職務。張先生為香港上市公司佳景集團有限公司(00703.HK)之獨立非執行董事。彼自二零零三年十月起曾為香港上市公司珀麗酒店控股有限公司(01189.HK)之執行董事及董事總經理，及於二零零九年五月由董事總經理調任為主席，彼並於二零一四年十二月三十日辭任該等職務。張先生於二零一七年六月十日辭任為香港上市公司國際娛樂有限公司(01009.HK)之獨立非執行董事。

陳佛恩先生，63歲，於二零零五年四月加入本公司出任董事總經理兼執行董事，並為本集團多間成員公司之董事。彼亦為本公司薪酬委員會及投資委員會之成員。陳先生於本地建築業擁有逾四十四年經驗，專長於建築業務策劃。彼於二零一七年三月二十八日辭任為香港上市公司德祥企業集團有限公司(現稱為保德國際發展企業有限公司)(00372.HK)之執行董事。

張志傑先生，51歲，於二零零五年加入本公司，並於二零零六年八月獲委任為執行董事。彼負責本集團之財務及會計工作。張先生亦為本集團多間成員公司之董事及本公司企業管治委員會和投資委員會之成員。彼在審核、會計及財務管理方面擁有逾二十九年經驗。張先生持有會計學士學位。彼為香港會計師公會、香港特許秘書公會及英國特許秘書及行政人員公會之會員。

BIOGRAPHIES OF DIRECTORS AND COMPANY SECRETARY

董事及公司秘書履歷

DIRECTORS (Cont'd)

Executive Directors (Cont'd)

Mr. Chan Yiu Lun, Alan, aged 33, joined the Company as an executive director in March 2010 and is also a director of various members of the Group. He is also a member of the Investment Committee of the Company. He graduated from Trinity College of Arts and Sciences of Duke University, United States of America, with a bachelor of arts degree in Political Science – International Relations. Mr. Chan previously worked in the investment banking division of The Goldman Sachs Group, Inc. He is a director of Burcon NutraScience Corporation whose issued shares are listed on the Toronto Stock Exchange (TSX:BU), the Frankfurt Stock Exchange (BNE.FWB) and the NASDAQ Global Market (NASDAQ:BUR). He is also an advisor of the Bisagni Environmental Enterprise (BEE Inc.). Mr. Chan ceased to be an alternate director to Dr. Chan Kwok Keung, Charles (“Dr. Charles Chan”) following the retirement of Dr. Charles Chan as a non-executive director of PYI Corporation Limited (00498.HK), a listed company in Hong Kong, on 5th September, 2014, and was re-designated from an executive director to a non-executive director with effect from 22nd July, 2016 and thereafter resigned as a non-executive director with effect from 25th April, 2017. Also, he resigned as an executive director of ITC Corporation Limited (now known as PT International Development Corporation Limited) (00372.HK), a listed company in Hong Kong, on 28th March, 2017. Mr. Chan is the son of Dr. Charles Chan and Ms. Ng Yuen Lan, Macy, who are the substantial shareholders of the Company, and the details of their interests in the Company are disclosed in the section headed “Interests of Substantial Shareholders and Other Persons” in the Directors’ Report.

Mr. Wong Lai Shun, Benny, aged 56, joined the Company as an executive director in December 2014 and is also a director of various members of the Group. He is the managing director of the Group’s Rosedale hotel division and is responsible for the overall hotel development, operation and management functions of the Group. Mr. Wong is also a member of the Investment Committee of the Company. He graduated from The Chinese University of Hong Kong with a bachelor of arts degree with honours. Mr. Wong has over 24 years of management experience in the hospitality, media, construction and building management industry. He has been the head of a well-established management team with expertise and experience in the hotel field covering city and business hotel management since 2004. He had been an executive director of several listed companies prior to 2004.

董事(續)

執行董事(續)

陳耀麟先生，33歲，於二零一零年三月加入本公司出任執行董事，亦為本集團多間成員公司之董事。彼亦為本公司投資委員會之成員。彼畢業於美國杜克大學(Duke University, United States of America) Trinity College of Arts and Sciences，持有政治學國際關係文學學士學位。陳先生曾任職於高盛集團(The Goldman Sachs Group, Inc.)之投資銀行部。彼亦為Burcon NutraScience Corporation之董事，該公司之已發行股份於多倫多證券交易所(TSX:BU)、法蘭克福證券交易所(BNE.FWB)及納斯達克全球市場(NASDAQ:BUR)上市。彼亦為安生態有限公司(BEE Inc.)之顧問。隨著陳國強博士(「陳國強博士」)於二零一四年九月五日退任為香港上市公司保華集團有限公司(00498.HK)之非執行董事，陳先生停任為其替任董事，並自二零一六年七月二十二日起由執行董事調任為非執行董事，之後再於二零一七年四月二十五日辭任為非執行董事。此外，陳先生於二零一七年三月二十八日辭任為香港上市公司德祥企業集團有限公司(現稱為保德國際發展企業有限公司)(00372.HK)之執行董事。陳先生為本公司之主要股東陳國強博士及伍婉蘭女士之兒子，陳國強博士及伍婉蘭女士於本公司的股份權益之詳情載於董事會報告書「主要股東及其他人士之權益」一節內。

黃禮順先生，56歲，於二零一四年十二月加入本公司出任執行董事，亦為本集團多間成員公司之董事。彼為本集團珀麗酒店部門之董事總經理，負責本集團整體酒店發展、營運及管理職務。黃先生亦為本公司投資委員會之成員。彼畢業於香港中文大學，持有榮譽文學學士學位。黃先生於酒店、傳媒、建築及樓宇管理行業擁有逾二十四年之管理經驗。彼自二零零四年起已為一隊優秀管理團隊之主管，此團隊於酒店範疇具備城市及商務酒店管理方面之專業知識及經驗。彼於二零零四年前曾任多間上市公司之執行董事。

BIOGRAPHIES OF DIRECTORS AND COMPANY SECRETARY

董事及公司秘書履歷

DIRECTORS (Cont'd)

Independent Non-executive Directors

Hon. Shek Lai Him, Abraham, GBS, JP, aged 71, joined the Company as the Vice Chairman and an independent non-executive director in September 2010. He is also the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee of the Company. Mr. Shek graduated from the University of Sydney, Australia with a bachelor of arts degree and a diploma in education. He has been a member of the Legislative Council of the Hong Kong Special Administrative Region (the "HKSAR") of the People's Republic of China (the "PRC") representing the real estate and construction functional constituency since 2000. He was appointed as a Justice of the Peace in 1995. He was awarded Silver Bauhinia Star in 2007 and was further awarded the Gold Bauhinia Star in 2013. Mr. Shek is the chairman and an independent non-executive director of Chuang's China Investments Limited (00298.HK), a listed company in Hong Kong. He is also an independent non-executive director of China Resources Cement Holdings Limited (01313.HK), Chuang's Consortium International Limited (00367.HK), Cosmopolitan International Holdings Limited (00120.HK), Country Garden Holdings Company Limited (02007.HK), Hop Hing Group Holdings Limited (00047.HK), Lai Fung Holdings Limited (01125.HK), Lifestyle International Holdings Limited (01212.HK), Midas International Holdings Limited (01172.HK), MTR Corporation Limited (00066.HK), NWS Holdings Limited (00659.HK), Paliburg Holdings Limited (00617.HK) and SJM Holdings Limited (00880.HK), all of which are listed companies in Hong Kong. He is also an independent non-executive director of Eagle Asset Management (CP) Limited – the manager of Champion Real Estate Investment Trust (02778.HK) and an independent non-executive director of Regal Portfolio Management Limited – the manager of Regal Real Estate Investment Trust (01881.HK), both of which are listed companies in Hong Kong. He was appointed as an independent non-executive director of Goldin Financial Holdings Limited (00530.HK), a listed company in Hong Kong, with effect from 9th January, 2017. Mr. Shek ceased to serve as an independent non-executive director of Dorsett Hospitality International Limited (a company whose shares have withdrawn from listing on The Stock Exchange of Hong Kong Limited effective from 17th October, 2015) on 11th March, 2016, and resigned as an independent non-executive director of TUS International Limited (00872.HK) and ITC Corporation Limited (now known as PT International Development Corporation Limited) (00372.HK), listed companies in Hong Kong, on 6th January, 2017 and 28th March, 2017 respectively. Mr. Shek is a member of the Committee on Strategic Development of the Central Policy Unit of the Government of the HKSAR, a member of the Court of the Hong Kong University of Science and Technology, a member of both of the Court and the Council of The University of Hong Kong and a non-executive director of the Mandatory Provident Fund Schemes Authority.

董事 (續)

獨立非執行董事

石禮謙, GBS, JP, 71歲, 於二零一零年九月加入本公司出任副主席兼獨立非執行董事。彼亦為本公司提名委員會之主席及審核委員會和薪酬委員會之成員。石先生畢業於澳洲雪梨大學, 持有文學學士學位及教育文憑。自二零零零年起, 彼為中華人民共和國(「中國」)香港特別行政區(「香港特別行政區」)立法會代表地產及建造界功能界別之議員。彼於一九九五年獲委任為太平紳士。彼於二零零七年獲頒授銀紫荊星章及於二零一三年再獲頒授金紫荊星章。石先生為香港上市公司莊士中國投資有限公司(00298.HK)之主席兼獨立非執行董事。彼亦為華潤水泥控股有限公司(01313.HK)、莊士機構國際有限公司(00367.HK)、四海國際集團有限公司(00120.HK)、碧桂園控股有限公司(02007.HK)、合興集團控股有限公司(00047.HK)、麗豐控股有限公司(01125.HK)、利福國際集團有限公司(01212.HK)、勤達集團國際有限公司(01172.HK)、香港鐵路有限公司(00066.HK)、新創建集團有限公司(00659.HK)、百利保控股有限公司(00617.HK)及澳門博彩控股有限公司(00880.HK)之獨立非執行董事, 該等公司均為香港上市公司。彼亦為香港上市冠君產業信託(02778.HK)之管理人鷹君資產管理(冠君)有限公司之獨立非執行董事, 以及香港上市富豪產業信託(01881.HK)之管理人富豪資產管理有限公司之獨立非執行董事。彼於二零一七年一月九日獲委任為香港上市公司高銀金融(集團)有限公司(00530.HK)之獨立非執行董事。石先生於二零一六年三月十一日停任帝盛酒店集團有限公司(一間其股份已於二零一五年十月十七日起從香港聯合交易所有限公司撤銷上市之公司)之獨立非執行董事, 並分別於二零一七年一月六日及二零一七年三月二十八日辭任為香港上市公司啟迪國際有限公司(00872.HK)及德祥企業集團有限公司(現稱為保德國際發展企業有限公司)(00372.HK)之獨立非執行董事。石先生亦為香港特別行政區政府中央政策組策略發展委員會委員、香港科技大學顧問委員會成員、香港大學校董會及校務委員會成員及強制性公積金計劃管理局非執行董事。

BIOGRAPHIES OF DIRECTORS AND COMPANY SECRETARY

董事及公司秘書履歷

DIRECTORS (Cont'd)

Independent Non-executive Directors (Cont'd)

Mr. Kwok Ka Lap, Alva, aged 69, joined the Company as an independent non-executive director in October 2001. He is also a member of the Audit Committee, the Remuneration Committee, the Nomination Committee and the Corporate Governance Committee of the Company. Mr. Kwok was a marketing manager in an international company engaging in the design of business administration system. He has over 34 years of experience in the insurance and investment business, principally in the senior managerial position leading a sizable sales team. Mr. Kwok is an independent non-executive director of Master Glory Group Limited (formerly known as Hanny Holdings Limited) (00275.HK) and Rosedale Hotel Holdings Limited (01189.HK), both of which are listed companies in Hong Kong.

Mr. Chan Pak Cheong Afonso, aged 70, joined the Company as an independent non-executive director in August 2015. He is also the chairman of each of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee of the Company. Mr. Chan has over 37 years of experience in the financial and accounting industries. He is the sole owner of Chan Pak Cheong (Auditor) Accountant Office, an accounting and auditing firm. He has been a Certified Public Accountant for more than 37 years and acted as the vice director and the vice president of Macau Society of Accountants during the year from 1980 to 2008 and from 2008 to 2018 respectively. Mr. Chan is an independent non-executive director of Future Bright Holdings Limited (00703.HK), a company listed in Hong Kong. He acted as a Commissioner of the Finance Department of Macau – Commission of the Revision of Profit Tax from 1984 to 1996 and also from 2011 to 2014, as well as one of the Examination Commissioners of the Commission of Registry of the Auditors and the Accountants from 2006 to 2011. Mr. Chan holds a bachelor's degree in accountancy.

The executive directors of the Company are regarded as members of the Group's senior management.

COMPANY SECRETARY

Mr. Wong Kim Man was appointed as the company secretary of the Company with effect from 21st March, 2017. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants, and holds a bachelor degree in Business Administration from The Chinese University of Hong Kong. Mr. Wong has over 20 years' experience in auditing, finance and accounting. Mr. Wong joined the Company in 2007 and is also the financial controller of the Company.

董事(續)

獨立非執行董事(續)

郭嘉立先生，69歲，於二零零一年十月加入本公司出任獨立非執行董事。彼亦為本公司審核委員會、薪酬委員會、提名委員會及企業管治委員會之成員。郭先生曾出任一間從事設計商業行政系統之國際公司之市場經理。彼在保險及投資業務方面擁有逾三十四年經驗，且主要為高級管理人員，管理具規模之營業隊伍。郭先生為凱華集團有限公司(前稱錦興集團有限公司)(00275.HK)及珀麗酒店控股有限公司(01189.HK)之獨立非執行董事，該兩間公司均為香港上市公司。

陳百祥先生，70歲，於二零一五年八月加入本公司出任獨立非執行董事。彼亦為本公司審核委員會及薪酬委員會之主席以及提名委員會之成員。陳先生擁有逾三十七年財務及會計業務經驗。彼為會計及核數公司陳百祥會計師樓之唯一擁有人。彼已擔任執業會計師逾三十七年，並由一九八零年至二零零八年期間及由二零零八至二零一八年期間分別擔任澳門核數師會計師公會副理事長及副會長。陳先生現為香港上市公司佳景集團有限公司(00703.HK)之獨立非執行董事。彼曾於一九八四年至一九九六年期間以及由二零一一年至二零一四年擔任澳門財政部利得稅評稅委員會委員，並於二零零六年至二零一一年期間擔任澳門核數師暨會計師註冊委員會之評核委員。陳先生持有會計系學士學位。

本公司之執行董事同時為本集團之高層管理人員。

公司秘書

黃建文先生，已獲委任為本公司之公司秘書，自二零一七年三月二十一日起生效。黃先生為香港會計師公會會員及英國特許公認會計師公會資深會員，並於香港中文大學獲取工商管理學系學士學位。黃先生於審計、財務及會計專業方面擁有逾二十年經驗。黃先生於二零零七年加盟本公司，並且為本公司財務總監。

DIRECTORS' REPORT

董事會報告書

The directors of the Company (the “Directors”) have pleasure in presenting their report and the audited consolidated financial statements of the Company and its subsidiaries (collectively, the “Group”) for the year ended 31st March, 2017.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company is an investment holding company. The principal activities of the Group are property development and investment in Macau, the People’s Republic of China (the “PRC”), Hong Kong and Canada, development, investment and operation of hotels and leisure business in the PRC, Hong Kong and Canada, securities investments and provision of loan financing services. The principal activities of the Company’s principal subsidiaries are set out in note 45 to the consolidated financial statements.

Further discussion and analysis of the above activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a fair review of the business of the Group, a discussion of the principal risks and uncertainties facing the Group and an indication of likely future development in the Group’s business, is set out in the “Financial Highlights”, “Chairman’s Statement”, “Corporate Governance Report”, “Environmental, Social and Governance Report” and “Financial Summary” sections of this annual report. The relevant discussions in these sections form part of this report.

There are no important events affecting the Group that have occurred since the end of the financial year ended 31st March, 2017.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31st March, 2017 are set out in the consolidated statement of profit or loss on page 90.

The board of Directors (the “Board”) has resolved to recommend the payment of a final dividend of HK12 cents per ordinary share of the Company (the “Share(s)”) (2016: HK10 cents per Share) for the year ended 31st March, 2017 to the shareholders of the Company (the “Shareholders”), whose names appear on the register of members of the Company (the “Register of Members”) as at the close of business on Wednesday, 23rd August, 2017, subject to the approval of the Shareholders at the forthcoming annual general meeting of the Company to be held on Friday, 11th August, 2017 (the “AGM”).

本公司之董事(「董事」)欣然提呈本公司及其附屬公司(統稱「本集團」)截至二零一七年三月三十一日止年度之報告書及經審核綜合財務報表。

主要業務及業務審視

本公司為投資控股公司。本集團之主要業務為於澳門、中華人民共和國(「中國」)、香港及加拿大從事物業發展及投資、於中國、香港及加拿大發展、投資及營運酒店及消閒業務、證券投資及提供貸款融資服務。本公司各主要附屬公司之主要業務載於綜合財務報表附註45。

就香港公司條例附表5所要求對上述業務之進一步討論及分析，包括對本集團業務的中肯審視、對本集團面對的主要風險及不明朗因素的討論及本集團業務相當可能有的未來發展的揭示，已刊載於本年報「財務摘要」、「主席報告書」、「企業管治報告書」、「環境、社會及管治報告書」及「財務概要」章節內，而當中相關討論構成本報告書之一部份。

於二零一七年三月三十一日止財政年度終結後概無發生對本集團有影響之重大事件。

業績及分派

本集團截至二零一七年三月三十一日止年度之業績載於第90頁之綜合損益表。

董事會(「董事會」)已議決建議向於二零一七年八月二十三日(星期三)營業時間結束時名列本公司股東名冊(「股東名冊」)之本公司股東(「股東」)派付截至二零一七年三月三十一日止年度之末期股息每股本公司普通股(「股份」)12港仙(二零一六年：每股10港仙)，惟須待股東於二零一七年八月十一日(星期五)舉行之本公司應屆股東周年大會(「股東周年大會」)上批准通過。

DIRECTORS' REPORT

董事會報告書

RESULTS AND APPROPRIATIONS (Cont'd)

The Board has also proposed that the final dividend should be satisfied in cash, with an option to elect scrip dividend of Shares, in respect of part or all of such dividend. The issue price of the Shares to be issued under the scrip dividend proposal will be fixed by reference to the average of the closing prices of the Shares for the three consecutive trading days ending Wednesday, 23rd August, 2017 less a discount of five percent of such average price or par value of the Shares, whichever is higher. The scrip dividend proposal is conditional upon The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting the listing of, and permission to deal in, the new Shares to be issued and the passing of the relevant ordinary resolution at the AGM to approve the final dividend. A circular containing full details of the scrip dividend proposal and a form of election will be sent to the Shareholders.

Together with the interim dividend of HK10 cents per Share paid on 20th January, 2017, the total dividend for the year ended 31st March, 2017 shall be HK22 cents per Share (2016 total dividend: HK30 cents per Share, comprising (i) an interim dividend of HK10 cents; and (ii) a final dividend of HK10 cents and a special dividend of HK10 cents).

CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining Shareholders' entitlement to attend and vote at the AGM, the Register of Members will be closed from Tuesday, 8th August, 2017 to Friday, 11th August, 2017, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, Shareholders must lodge all transfer documents accompanied by the relevant share certificates with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration by no later than 4:30 p.m. on Monday, 7th August, 2017.

For the purpose of ascertaining Shareholders' entitlement to the proposed final dividend, the Register of Members will be closed from Tuesday, 22nd August, 2017 to Wednesday, 23rd August, 2017, both days inclusive, during which period no transfer of the Shares will be registered. In order to be entitled to the proposed final dividend, Shareholders must lodge all transfers documents accompanied by the relevant share certificates with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at the abovementioned address for registration by no later than 4:30 p.m. on Monday, 21st August, 2017.

業績及分派 (續)

董事會另建議以現金派付末期股息，惟可選擇收取股份以代替部份或全部有關股息。根據以股代息方案將予發行股份之發行價，將參考股份於截至二零一七年八月二十三日(星期三)止連續三個交易日之平均收市價減該平均價5%之折讓或股份面值(以較高者為準)計算。以股代息方案須待香港聯合交易所(「聯交所」)批准將予發行之新股份上市及買賣，且在股東周年大會上通過有關批准末期股息之普通決議案後，方可作實。股東將獲寄發載有以股代息方案全部詳情之通函及選擇表格。

連同已於二零一七年一月二十日派付之中期股息每股股份10港仙，截至二零一七年三月三十一日止年度之股息總額將為每股股份22港仙(二零一六年股息總額：每股股份30港仙，包括(i)中期股息10港仙；及(ii)末期股息10港仙及特別股息10港仙)。

暫停辦理股份過戶登記

為釐定有權出席股東周年大會並於會上投票之股東身份，本公司將於二零一七年八月八日(星期二)至二零一七年八月十一日(星期五)(包括首尾兩日)暫停辦理股份過戶登記，於此期間不會辦理股份過戶登記手續。為符合資格出席股東周年大會並於會上投票，股東須不遲於二零一七年八月七日(星期一)下午四時三十分將所有股份過戶文件連同有關股票交回本公司於香港之股份登記及過戶分處卓佳秘書商務有限公司(地址為香港皇后大道東183號合和中心22樓)以辦理登記手續。

為釐定股東獲派建議末期股息之權利，本公司將由二零一七年八月二十二日(星期二)至二零一七年八月二十三日(星期三)(包括首尾兩日)暫停辦理股份過戶登記，於此期間不會辦理股份過戶登記手續。為符合資格獲發擬派末期股息，股東須不遲於二零一七年八月二十一日(星期一)下午四時三十分將所有股份過戶文件連同有關股票送交本公司於上述地址之香港股份登記及過戶分處卓佳秘書商務有限公司辦理登記手續。

DIRECTORS' REPORT

董事會報告書

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 214.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 15 to the consolidated financial statements.

PRINCIPAL PROPERTIES

Particulars of the Group's principal properties as at 31st March, 2017 are set out on pages 215 and 216.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 32 to the consolidated financial statements.

RESERVES

Details of movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on page 94 and note 44(a) to the consolidated financial statements.

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for distribution to its Shareholders as at 31st March, 2017 and 2016 were as follows:

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Contributed surplus	繳入盈餘	113,020	113,020
Retained profit	保留溢利	2,493,995	1,919,601
		2,607,015	2,032,621

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus of the Company is available for distribution. However, the Company cannot declare or pay any dividend, or make a distribution out of its contributed surplus if:

- (a) it is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of its assets would thereby be less than its liabilities.

五年財務概要

本集團過去五個財政年度之業績和資產及負債概要載於第214頁。

物業、機械及設備

本集團於年內之物業、機械及設備變動詳情載於綜合財務報表附註15。

主要物業

本集團於二零一七年三月三十一日之主要物業詳情載於第215及216頁。

股本

本公司於年內之股本變動詳情載於綜合財務報表附註32。

儲備

本集團及本公司於年內之儲備變動詳情載於第94頁之綜合權益變動表以及綜合財務報表附註44(a)。

本公司可供分派儲備

本公司於二零一七年及二零一六年三月三十一日可供分派予其股東之儲備如下：

根據百慕達一九八一年公司法(經修訂)，本公司之繳入盈餘可供分派。然而，本公司於以下情況不得自繳入盈餘宣派或派付任何股息或作出分派：

- (a) 倘本公司現時或於派付後將會無法償付其到期負債；或
- (b) 倘本公司資產之可變現價值將因而減至低於其負債。

DIRECTORS' REPORT

董事會報告書

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

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

Executive Directors:

Mr. Cheung Hon Kit (*Chairman*)
Mr. Chan Fut Yan (*Managing Director*)
Mr. Cheung Chi Kit
Mr. Chan Yiu Lun, Alan
Mr. Wong Lai Shun, Benny

Independent Non-executive Directors:

Hon. Shek Lai Him, Abraham, *GBS, JP* (*Vice Chairman*)
Mr. Kwok Ka Lap, Alva
Mr. Chan Pak Cheong Afonso

Biographical details of the Directors are set out on pages 17 to 20.

Pursuant to bye-laws 87(1) and 87(2) of the bye-laws of the Company (the "Bye-laws") and the Corporate Governance Code and Corporate Governance Report (the "CG Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), Mr. Cheung Chi Kit ("Mr. CK Cheung") and Mr. Wong Lai Shun, Benny ("Mr. Benny Wong"), both executive Directors, and Mr. Kwok Ka Lap, Alva ("Mr. Alva Kwok"), an independent non-executive Director, shall retire from office at the AGM. All these three retiring Directors, being eligible, have offered themselves for re-election at the AGM.

None of the Directors being proposed for re-election at the AGM has a service contract with the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

The term of office of each of the non-executive Directors (including the independent non-executive Directors) appointed from time to time is fixed subject to retirement by rotation and re-election in accordance with the requirements of code provisions A.4.1 and A.4.2 of the CG Code which state that non-executive directors should be appointed for a specific term, subject to re-election, and that all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment and every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors an annual written confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. Despite the fact that Mr. Alva Kwok has served as an independent non-executive Director on the Board for more than nine years, the Board is of the view that his duration of service will not interfere with his exercise of independent judgement in carrying out his duties and responsibilities as an independent non-executive Director and believes that his valuable knowledge and experience in the Group's business will continually benefit the Company and the Shareholders as a whole. As such, the Company considers all the independent non-executive Directors are independent.

董事及董事服務合約

年內及截至本報告書日期止之董事如下：

執行董事：

張漢傑先生 (*主席*)
陳佛恩先生 (*董事總經理*)
張志傑先生
陳耀麟先生
黃禮順先生

獨立非執行董事：

石禮謙, *GBS, JP* (*副主席*)
郭嘉立先生
陳百祥先生

董事履歷詳情載於第17至20頁。

根據本公司之公司細則(「公司細則」)第87(1)和87(2)條細則及聯交所證券上市規則(「上市規則」)附錄十四所載《企業管治守則》及《企業管治報告》(「企業管治守則」)，執行董事張志傑先生(「張志傑先生」)及黃禮順先生(「黃禮順先生」)以及獨立非執行董事郭嘉立先生(「郭嘉立先生」)將於股東周年大會退任。所有三位退任董事均符合資格並願意於股東周年大會重選連任。

擬於股東周年大會重選連任之董事，概無與本集團訂有本集團不得於一年內終止而毋須作出賠償(法定賠償除外)之服務合約。

各不時獲委任之非執行董事(包括獨立非執行董事)均訂有固定任期，並須根據企業管治守則之守則條文第A.4.1及A.4.2條之規定輪值退任及重選連任，該等條文訂明非執行董事之委任應有指定任期，並須接受重選，而所有獲委任以填補臨時空缺之董事均須於彼等獲委任後之首屆股東大會接受股東選舉，各董事(包括按指定任期獲委任者)均須至少每三年輪值退任一次。

獨立非執行董事之獨立性

本公司已接獲各獨立非執行董事根據上市規則第3.13條就其獨立性作出之年度書面確認書。儘管郭嘉立先生作為獨立非執行董事為董事會服務已超過九年，惟董事會認為有關服務年期不會妨礙彼於履行獨立非執行董事職責及職務時作出獨立判斷，並相信彼於本集團業務累積之寶貴知識及經驗將繼續令本公司及股東整體獲益。因此，本公司認為全體獨立非執行董事均為獨立。

DIRECTORS' REPORT

董事會報告書

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31st March, 2017, the interests and short positions of the Directors and chief executive of the Company and/or their respective close associates in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), (a) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) which were required to be recorded in the register required to be kept by the Company under section 352 of the SFO; or (c) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules, were as follows:

(I) The Company

Name of Director 董事姓名	(i) Capacity 身份 (ii) Nature of interest 權益性質	Number of issued Shares held 所持已發行 股份數目	Number of underlying Shares held 所持相關 股份數目	Total 總計	Approximate percentage of the total issued Shares as at 31st March, 2017 佔於二零一七年 三月三十一日 總已發行股份 概約百分比
Mr. Cheung Hon Kit ("Mr. HK Cheung") 張漢傑先生 (「張漢傑先生」)	(i) Beneficial owner 實益擁有人 (ii) Personal interests 個人權益	47,800,000	1,400,000 (Note 2) (附註2)	49,200,000	5.55%
Mr. Chan Fut Yan ("Mr. FY Chan") 陳佛恩先生 (「陳佛恩先生」)	(i) Beneficial owner 實益擁有人 (ii) Personal interests 個人權益	3,390,594	1,050,000 (Note 2) (附註2)	4,440,594	0.50%
Mr. CK Cheung 張志傑先生	(i) Beneficial owner 實益擁有人 (ii) Personal interests 個人權益	2,850,000	–	2,850,000	0.32%
Mr. Chan Yiu Lun, Alan ("Mr. Alan Chan") 陳耀麟先生 (「陳耀麟先生」)	(i) Beneficial owner 實益擁有人 (ii) Personal interests 個人權益	3,715,820	–	3,715,820	0.42%

董事及最高行政人員於股份、相關股份及債券之權益及淡倉

於二零一七年三月三十一日，董事及本公司最高行政人員及／或彼等各自之緊密聯繫人於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債券中，擁有(a)須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益及淡倉(包括彼等根據證券及期貨條例有關條文被當作或視作擁有之權益及淡倉)；或(b)須載於本公司根據證券及期貨條例第352條須存置之登記冊之權益及淡倉；或(c)須根據上市規則附錄十所載《上市發行人董事進行證券交易的標準守則》(「標準守則」)知會本公司及聯交所之權益及淡倉如下：

(I) 本公司

DIRECTORS' REPORT

董事會報告書

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (Cont'd)

(I) The Company (Cont'd)

董事及最高行政人員於股份、相關股份及債券之權益及淡倉 (續)

(I) 本公司 (續)

Name of Director 董事姓名	(i) Capacity 身份 (ii) Nature of interest 權益性質	Number of issued Shares held 所持已發行 股份數目	Number of underlying Shares held 所持相關 股份數目	Total 總計	Approximate percentage of the total issued Shares as at 31st March, 2017 佔於二零一七年 三月三十一日 總已發行股份 概約百分比
Mr. Benny Wong 黃禮順先生	(i) Beneficial owner 實益擁有人 (ii) Personal interests 個人權益	230,000	–	230,000	0.03%
Hon. Shek Lai Him, Abraham, GBS, JP (“Mr. Abraham Shek”) 石禮謙, GBS, JP (「石禮謙先生」)	(i) Beneficial owner 實益擁有人 (ii) Personal interests 個人權益	236,698	185,000 (Note 2) (附註2)	421,698	0.05%
Mr. Alva Kwok 郭嘉立先生	(i) Beneficial owner 實益擁有人 (ii) Personal interests 個人權益	623,453	–	623,453	0.07%

(II) Associated corporation of the Company

Mr. HK Cheung in his capacity as a beneficial owner had a personal interest in the principal amount of US\$1 million under the 4.75% guaranteed notes due 2021 in the aggregate principal amount of US\$200 million issued by Treasure Generator Limited, a wholly-owned subsidiary of the Company.

Notes:

- All interests of the Directors in the Shares, underlying Shares and debenture as disclosed above were long positions.
- All the interests of the respective Directors in the underlying Shares as disclosed above represented the share options granted by the Company (being regarded as unlisted physically settled equity derivatives) on 17th October, 2013. Details of the share options are disclosed in the section headed “Share Option Scheme” below.

(II) 本公司之相聯法團

張漢傑先生作為實益擁有人於本公司全資附屬公司 Treasure Generator Limited 所發行並於二零二一年到期的總本金金額為 200,000,000 美元之 4.75% 的擔保票據中持有本金金額 1,000,000 美元的個人權益。

附註：

- 上文所披露董事於股份、相關股份或債券之所有權益均為好倉。
- 上文所披露各董事於相關股份之所有權益均為本公司於二零一三年十月十七日授出之購股權（現被視為以實物交收之非上市股本衍生工具）。購股權之詳情於下文「購股權計劃」一節內披露。

DIRECTORS' REPORT

董事會報告書

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (Cont'd)

Save as disclosed above, as at 31st March, 2017, none of the Directors or chief executive of the Company and/or their respective close associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), (a) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any such Director or chief executive was taken or deemed to have taken under such provisions of the SFO); or (b) which were required pursuant to section 352 of the SFO to be recorded in the register required to be kept by the Company; or (c) which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

SHARE OPTION SCHEME

The existing share option scheme (the "2012 Scheme") was approved and adopted by the Shareholders pursuant to an ordinary resolution passed on 17th August, 2012 with scheme limit refreshed on 15th August, 2013, 15th August, 2014, 14th August, 2015 and 12th August, 2016 respectively. The primary purpose of the 2012 Scheme is to retain, reward, motivate and give incentives to eligible persons. The 2012 Scheme shall be valid and effective for a period of ten (10) years commencing from its date of adoption on 17th August, 2012 (the "Adoption Date") and expiring on 16th August, 2022.

Under the 2012 Scheme, the Directors may grant share options to the following eligible persons to subscribe for the Shares:

- (i) any employee or proposed employee (whether full-time or part-time) or executives, including executive director, of any member of the Group, the controlling shareholder (as defined in the Listing Rules) of the Company (the "Controlling Shareholders"), any entity in which any member of the Group holds any direct or indirect equity interests (the "Invested Entity") and/or their respective subsidiaries; or
- (ii) any non-executive director (including independent non-executive directors) of any member of the Group, the Controlling Shareholder or any Invested Entity; or
- (iii) any consultant, adviser or agent (legal, financial or professional) engaged by any member of the Group or any Invested Entity; or
- (iv) any vendor, supplier of goods or services or customer of or to any member of the Group or any Invested Entity.

董事及最高行政人員於股份、相關股份及債券之權益及淡倉 (續)

除上文披露者外，於二零一七年三月三十一日，董事或本公司最高行政人員及／或彼等各自之緊密聯繫人概無於本公司或其任何相關法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中，擁有任何(a)須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益或淡倉（包括任何該董事或主要行政人員根據證券及期貨條例有關條文被當作或視作擁有之權益及淡倉）；或(b)須根據證券及期貨條例第352條載於本公司須存置之登記冊之權益或淡倉；或(c)須根據標準守則知會本公司及聯交所之權益或淡倉。

購股權計劃

現有購股權計劃（「二零一二年計劃」）已獲股東根據於二零一二年八月十七日通過之普通決議案批准及採納，計劃限額分別於二零一三年八月十五日、二零一四年八月十五日、二零一五年八月十四日及二零一六年八月十二日更新。二零一二年計劃之主要目的為挽留、獎勵、激勵及給予合資格人士回報。二零一二年計劃自採納日期二零一二年八月十七日（「採納日期」）起計十（10）年期間內有效及生效，並將於二零一二年八月十六日屆滿。

根據二零一二年計劃，董事可向下列合資格人士授出可認購股份之購股權：

- (i) 本集團任何成員公司、本公司控股股東（「控股股東」，定義見上市規則）、本集團任何成員公司持有任何直接或間接股本權益之任何實體（「投資實體」）及／或彼等各自之附屬公司之僱員或準僱員（不論全職或兼職）或行政人員（包括執行董事）；或
- (ii) 本集團任何成員公司、控股股東或任何投資實體之非執行董事（包括獨立非執行董事）；或
- (iii) 本集團任何成員公司或任何投資實體聘用之法律、財務或專業諮詢顧問、顧問或代理人；或
- (iv) 本集團任何成員公司或任何投資實體之賣方、產品或服務供應商或客戶。

DIRECTORS' REPORT

董事會報告書

SHARE OPTION SCHEME (Cont'd)

Share options granted should be accepted within twenty-one (21) days of the date of grant, upon payment of HK\$1 per each grant of the share options. The exercise price shall be determined by the Board and shall be at least the highest of: (i) the closing price of the Shares on the date of grant of the share options; or (ii) the average closing price of Shares for the five (5) business days immediately preceding the date of grant; or (iii) the nominal value of a Share on the date of grant.

There is no specific requirement that an option must be held for any minimum period before it can be exercised but the Board is empowered to impose at its discretion any such minimum period at the time of grant of any particular option. The period during which an option may be exercised is determined by the Board at its absolute discretion, save that no option may be exercised more than ten (10) years from the date of grant.

The total number of Shares which may be issued upon exercise of all the share options to be granted under the 2012 Scheme and any other share option scheme(s) of the Company must not in aggregate exceed 10% of the aggregate of the Shares in issue as at the Adoption Date of the 2012 Scheme (the "Scheme Limit"). The Scheme Limit may be refreshed by an ordinary resolution of the Shareholders in general meeting provided that the Scheme Limit so refreshed shall not exceed 10% of the total number of Shares in issue as at the date of such Shareholders' approval. Furthermore, the maximum aggregate number of Shares which may be issued upon the exercise of all outstanding share options granted and yet to be exercised under the 2012 Scheme and any other share option schemes of the Company must not in aggregate exceed 30% of the total number of Shares in issue from time to time. Since the Adoption Date, refreshments were made to the Scheme Limit due to issue of additional Shares upon conversion of convertible notes, exercise of share options and payment of dividend by way of scrip Shares. As at 31st March, 2017, the Scheme Limit as refreshed was 86,019,386 Shares.

購股權計劃 (續)

所授出之購股權須於授出日期起計二十一(21)天內獲接納，屆時須就每次授出之購股權支付港幣1元。行使價由董事會釐定，及至少為以下最高者：(i)股份於授出購股權日期之收市價；或(ii)股份於緊接授出日期前五(5)個營業日之平均收市價；或(iii)股份於授出日期之面值。

概無有關在購股權可予行使前之最短持有期之特別規定，惟董事會有權於授出任何特定購股權時酌情釐定任何該等最短持有期。購股權之可予行使期間由董事會全權釐定，惟概無購股權可於授出日期起計十(10)年後獲行使。

根據二零一二年計劃及本公司任何其他購股權計劃將予授出之購股權獲悉數行使時可能發行之股份總數，合共不得超過二零一二年計劃採納日期已發行股份總數之10%（「計劃限額」）。股東可於股東大會以普通決議案更新計劃限額，惟所更新之計劃限額不得超過於該股東批准當日已發行股份總數之10%。此外，根據二零一二年計劃及本公司任何其他購股權計劃授出但尚未行使之購股權獲悉數行使後可能發行之股份總數上限合共不得超過不時已發行股份總數之30%。自採納日期起，由於因兌換可換股票據、行使購股權及以股代息派付股息而發行額外股份，故計劃限額有所更新。截至二零一七年三月三十一日，經更新之計劃限額為86,019,386股股份。

SHARE OPTION SCHEME (Cont'd)

The maximum number of Shares (issued and to be issued) upon exercise of the share options granted under the 2012 Scheme and any other share option scheme(s) of the Company (including options exercised, cancelled or outstanding) to each eligible person in any 12-month period shall not exceed 1% of the total number of Shares in issue unless approval of the Shareholders is obtained. Any grant of share options to a Director, the chief executive or substantial Shareholder of the Company, or Controlling Shareholder or any of their respective close associates (as defined in the Listing Rules), is subject to approval by the independent non-executive Directors (excluding independent non-executive Director who is the grantee of the share options). In addition, where any grant of share options to a substantial Shareholder or an independent non-executive Director or any of their respective close associates, and such share options, if exercised in full, would result in the total number of Shares issued and to be issued upon exercise of all the share options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the past 12-month period up to and including the date of grant in excess of 0.1% of the total number of Shares in issue and with an aggregate value (based on the closing price of the Shares at the date of grant) in excess of HK\$5,000,000, such further grant of share options is subject to the Shareholders' approval in general meeting.

As at 31st March, 2017 and as at the date of this report, the total number of Shares available for issue under the 2012 Scheme is 85,654,386, representing approximately 9.65% of the existing total issued share capital of the Company. During the year ended 31st March, 2017, there were (i) no share options granted or cancelled; (ii) a total of 365,000 share options exercised; and (iii) a total of 130,000 share options lapsed under the 2012 Scheme.

購股權計劃 (續)

於任何十二個月期間根據二零一二年計劃及本公司任何其他購股權計劃向各合資格人士授出購股權(包括已行使、註銷或尚未行使購股權)獲悉數行使時之股份(已發行及將予發行)最高數目,不得超過已發行股份總數之1%,除非獲股東批准則另作別論。倘向本公司董事、最高行政人員或主要股東或控股股東或彼等各自之任何緊密聯繫人(定義見上市規則)授出任何購股權,則須待獨立非執行董事(不包括身為購股權承授人之獨立非執行董事)批准後,方可作實。此外,倘若向主要股東或獨立非執行董事或彼等各自之任何緊密聯繫人授出任何購股權,而有關購股權獲悉數行使將導致於過去十二個月期間直至授出日期(包括該日)已授予或將授予有關人士之購股權(包括已行使、註銷及尚未行使購股權)獲悉數行使時已發行及將予發行之股份數目,超過已發行股份總數之0.1%及總值(按股份於授出日期之收市價計算)超過港幣5,000,000元,則有關進一步授出購股權須待股東於股東大會批准後,方可作實。

於二零一七年三月三十一日及於本報告書日期,二零一二年計劃項下可予發行股份總數為85,654,386股,相當於本公司現有已發行股本總數約9.65%。截至二零一七年三月三十一日止年度內,根據二零一二年計劃,(i)概無購股權獲授出或註銷,(ii)合共365,000份購股權獲行使及(iii)二零一二年計劃項下合共130,000份購股權失效。

DIRECTORS' REPORT

董事會報告書

SHARE OPTION SCHEME (Cont'd)

The following table sets out the movements in the share options during the year ended 31st March, 2017:

購股權計劃 (續)

下表載列購股權於截至二零一七年三月三十一日止年度之變動：

Category and name of participant 參與者類別及姓名	Number of share options 購股權數目				Outstanding as at 31st March, 2017 於二零一七年三月三十一日尚未行使	Weighted average closing price of Shares immediately before the date on which the share options were exercised 緊接購股權行使日期前之股份加權平均收市價 (HK\$) (港幣)	Approximate percentage of the total issued Shares 佔已發行股本之概約百分比
	Outstanding as at 1st April, 2016 於二零一六年四月一日尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled/lapsed during the year 年內註銷/失效			
Directors 董事							
Mr. HK Cheung 張漢傑先生	1,400,000	-	-	-	1,400,000	N/A 不適用	0.16%
Mr. FY Chan 陳佛恩先生	1,050,000	-	-	-	1,050,000	N/A 不適用	0.12%
Mr. Abraham Shek 石禮謙先生	185,000	-	-	-	185,000	N/A 不適用	0.02%
Mr. Alva Kwok 郭嘉立先生	80,000	-	(80,000)	-	-	3.46	0.00%
	<u>2,715,000</u>	<u>-</u>	<u>(80,000)</u>	<u>-</u>	<u>2,635,000</u>		<u>0.30%</u>
Employees 僱員	1,595,000	-	(285,000)	(130,000)	1,180,000	3.17	0.13%
Other participants 其他參與者	430,000	-	-	-	430,000	N/A 不適用	0.05%
Total 總計	<u>4,740,000</u>	<u>-</u>	<u>(365,000)</u>	<u>(130,000)</u>	<u>4,245,000</u>		<u>0.48%</u>

Note: The above-mentioned share options were granted under the 2012 Scheme on 17th October, 2013 and the exercise price per share option is HK\$3.00. The period during which the share options can be exercised under the 2012 Scheme is from 17th October, 2014 to 16th October, 2017, provided that up to a maximum of 50% of the share options shall be exercisable during the second-year period commencing from 17th October, 2014 to 16th October, 2015 and the balance of the share options not yet exercised shall be exercisable during the period commencing from 17th October, 2015 to 16th October, 2017.

附註：上述購股權根據二零一二年計劃於二零一三年十月十七日授出，每份購股權之行使價為港幣3.00元。購股權可根據二零一二年計劃於二零一四年十月十七日至二零一七年十月十六日期間行使，惟其中最多50%之購股權僅可於二零一四年十月十七日至二零一五年十月十六日止之第二年期間行使，而餘下仍未行使之購股權則可於二零一五年十月十七日至二零一七年十月十六日期間行使。

DIRECTORS' REPORT

董事會報告書

EQUITY-LINKED AGREEMENT

Save as disclosed in the section headed "Share Option Scheme" above, no equity-linked agreements were entered into by the Company during the year ended 31st March, 2017 or subsisted at the end of the year.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than the 2012 Scheme as disclosed above, at no time during the year ended 31st March, 2017 was the Company or any of its subsidiaries 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, and neither the Directors, nor chief executive of the Company, or any of their spouses or children under the age of 18 had any interests in, or had been granted, any rights to subscribe for any securities in or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), or had exercised any such rights during the year.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

As at 31st March, 2017, interests of Directors in competing businesses of the Group were as follows:

Name of Director 董事姓名	Nature of competing business 競爭業務性質	(i) (ii)	Nature of interest 競爭權益性質 Name of company 公司名稱
Mr. HK Cheung 張漢傑先生	Property investment in Hong Kong 香港物業投資	(i)	As a beneficial shareholder 作為實益股東
		(ii)	Cosmo Luck Limited Ocean Region Limited Treasure Avenue Limited 盛希有限公司 City Corporation Ltd. Ready Access Limited Hi Park Limited 高泊有限公司 Red Seal Investments Ltd Cyber Unity International Limited Vinny Investments Limited Mint Spirit Limited Wise Merchant Limited 招旺來有限公司 Export Success Investment Ltd Ever Rise Properties Limited Sino Energy Investments Limited 傲群投資有限公司 Century Investment Development Ltd 世紀投資發展有限公司 Elegant Limited 欣建有限公司

股票掛鈎協議

除上文「購股權計劃」一節所披露者外，本公司截至二零一七年三月三十一日止年度內並無訂立或於本年度終結時並無存在任何股票掛鈎協議。

董事購買股份或債券之權利

除上文所披露之二零一二年計劃外，於截至二零一七年三月三十一日止年度內任何時間，本公司或其任何附屬公司概無訂立任何安排，致使董事可藉收購本公司或任何其他法人團體之股份或債券而獲益；亦概無董事、本公司最高行政人員或彼等之配偶或十八歲以下之子女於年內擁有或獲授予認購本公司或其任何相聯法團（定義見證券及期貨條例第 XV 部）任何證券或債券之任何權利，或已行使任何該等權利。

董事於競爭業務之權益

於二零一七年三月三十一日，董事於本集團競爭業務之權益如下：

DIRECTORS' REPORT

董事會報告書

DIRECTORS' INTERESTS IN COMPETING BUSINESSES (Cont'd) 董事於競爭業務之權益 (續)

Name of Director 董事姓名	Nature of competing business 競爭業務性質	(i) (ii)	Nature of interest 競爭權益性質 Name of company 公司名稱
Mr. HK Cheung 張漢傑先生 (Cont'd) (續)	Property investment in Hong Kong (Cont'd) 香港物業投資 (續)	(i)	As a director and a shareholder 作為董事及股東
		(ii)	China Development Limited 中之傑發展有限公司
			Artnos Limited 朗隆有限公司
			Co-Forward Development Limited 互勵發展有限公司
			Orient Centre Limited 東名有限公司
			Strong Prosper Limited
		(i)	As a director and a beneficial shareholder 作為董事及實益股東
		(ii)	Big Gold Limited
			Clever Eagle Limited 騰智有限公司
			Universal Mega Trade Limited 環球兆業有限公司
		(i)	As a shareholder 作為股東
		(ii)	Asia City Holdings Limited 亞城集團有限公司
	Property investment in Macau 澳門物業投資	(i)	As a director and a shareholder 作為董事及股東
		(ii)	Kun Hang Construction Limited 冠衡建設有限公司
		(i)	As a non-voting shareholder 作為無投票權股東
		(ii)	Big Idea Holdings Limited
	Hotel management 酒店管理	(i)	As a director and managing director 作為董事及董事總經理
		(ii)	Rosedale Hotel Management Limited 珀麗酒店管理 有限公司
Mr. HK Cheung and Mr. Benny Wong 張漢傑先生及 黃禮順先生	Hotel ownership and operation in the PRC 於中國擁有及經營酒店	(i)	As a director 作為董事
		(ii)	Rosedale Hotel Guangzhou Co., Ltd. 廣州珀麗酒店有限公司
			Rosedale Hotel Shenyang Company Limited 瀋陽珀麗酒店 有限公司
	Hotel and properties management in the PRC 於中國管理酒店及物業	(i)	As a director 作為董事
		(ii)	Rosedale Hotel Properties Management (Guangzhou) Limited 珀麗酒店物業管理(廣州)有限公司
	Hotel operation in Hong Kong 於香港經營酒店	(i)	As a director 作為董事
		(ii)	Rosedale Park Limited

DIRECTORS' INTERESTS IN COMPETING BUSINESSES (Cont'd) 董事於競爭業務之權益 (續)

Name of Director 董事姓名	Nature of competing business 競爭業務性質	(i) (ii)	Nature of interest 競爭權益性質 Name of company 公司名稱
Mr. Benny Wong 黃禮順先生	Hotel management 酒店管理	(i) (ii)	As a director and deputy managing director 作為董事及副董事總經理 Rosedale Hotel Management Limited 珀麗酒店管理 有限公司

Mr. HK Cheung, the Chairman and an executive Director of the Company, is principally responsible for the Group's overall strategic planning and management of the operations of the Board. His role is clearly separated from that of the managing Director, Mr. FY Chan, who is principally responsible for the Group's overall operations and business development.

張漢傑先生為本公司主席兼執行董事，主要負責本集團整體策略規劃及管理董事會運作。彼之職務與董事總經理陳佛恩先生之職務清晰劃分，陳佛恩先生主要負責本集團整體營運及業務發展。

Mr. Benny Wong, an executive Director, is also the managing director of the Group's Rosedale hotel division and is responsible for the overall hotel development, operation and management functions of the Group.

執行董事黃禮順先生亦為本集團旗下珀麗酒店部門之董事總經理，負責本集團整體酒店發展、營運及管理職能。

In addition, any significant business decision of the Group is to be determined by the Board. Any Director who has interest in any subject matter being resolved will abstain from voting. In view of the above, the Board considers that the interests of each of Mr. HK Cheung and Mr. Benny Wong in other companies will not prejudice his capacity as a Director or compromise the interests of the Group and the Shareholders.

此外，本集團任何重大業務決策須由董事會決定。任何董事須就彼擁有任何權益之決議事項放棄投票。基於以上所述，董事會認為張漢傑先生及黃禮順先生各自於其他公司之權益不會影響彼出任董事職務，亦不會犧牲本集團及股東利益。

Save as disclosed above, as at 31st March, 2017, none of the Directors or their respective close associates was interested in any business (apart from the Group's businesses) which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

除上文所披露者外，於二零一七年三月三十一日，董事或彼等各自之緊密聯繫人概無於任何與本集團業務直接或間接構成或可能構成競爭之業務(本集團業務除外)中擁有權益。

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

董事之重大交易、安排或合約權益

Other than as disclosed under the section headed "Continuing Connected Transaction" below and in note 42 to the consolidated financial statements, no transactions, arrangements or contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director or an entity connected with a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

除下文「持續關連交易」一節及綜合財務報表附註42所披露者外，於年終或年內任何時間，概無訂立本公司或其任何附屬公司為立約一方且董事或與該董事有關連的實體於當中直接或間接擁有重大權益之重大交易、安排或合約。

DIRECTORS' REPORT

董事會報告書

CHANGES IN INFORMATION ON DIRECTORS

Pursuant to Rule 13.51B(1) of the Listing Rules, changes in information on the Directors since the last published 2016–2017 interim report of the Company and up to the date of this report are set out below:

- (a) Mr. Abraham Shek resigned as an independent non-executive director of TUS International Limited (00872.HK), a listed company in Hong Kong, with effect from 6th January, 2017 and was appointed as an independent non-executive director of Goldin Financial Holdings Limited (00530.HK), a listed company in Hong Kong, with effect from 9th January, 2017.
- (b) Mr. FY Chan and Mr. Alan Chan resigned as executive directors and Mr. Abraham Shek resigned as an independent non-executive director of ITC Corporation Limited (“ITC Corporation”) (now known as PT International Development Corporation Limited) (00372.HK), a listed company in Hong Kong, all with effect from 28th March, 2017.
- (c) Mr. Alan Chan resigned as a non-executive director of PYI Corporation Limited (00498.HK), a listed company in Hong Kong, with effect from 25th April, 2017.
- (d) Mr. HK Cheung resigned as an independent non-executive director of International Entertainment Corporation (01009.HK), a listed company in Hong Kong, with effect from 10th June, 2017.
- (e) Mr. HK Cheung, Mr. FY Chan, Mr. CK Cheung and Mr. Alan Chan were appointed and Mr. HK Cheung, Mr. FY Chan and Mr. CK Cheung resigned as directors of certain members of the Group respectively. Mr. CK Cheung was appointed as an alternate director to Mr. Alan Chan in certain members of the Group.
- (f) Details of the Directors' emolument for the year are set out in note 12(a) to the consolidated financial statements. Starting from 1st April, 2017, Mr. Alan Chan is entitled to receive an annual director's fee of HK\$10,000, a basic salary of HK\$2,640,000 per annum and discretionary bonus, which will be reviewed by the Remuneration Committee of the Company with reference to the prevailing market conditions, his duties and responsibilities and time spent on the affairs of the Group as well as his performance.

Save as disclosed above, there is no change in information on the Directors required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules since the date of the Company's last published 2016–2017 interim report and up to the date of this report.

董事資料變動

根據上市規則第13.51B(1)條，董事資料自本公司最近期刊發之二零一六年至二零一七中期報告起至本報告書日期止之變動如下：

- (a) 石禮謙先生於二零一七年一月六日辭任為香港上市公司啟迪國際有限公司(00872.HK)之獨立非執行董事，並於二零一七年一月九日獲委任為香港上市公司高銀金融(集團)有限公司(00530.HK)之獨立非執行董事。
- (b) 陳佛恩先生和陳耀麟先生辭任為香港上市公司德祥企業集團有限公司(「德祥企業」)(現改名為保德國際發展企業有限公司)(00372.HK)之執行董事，而石禮謙先生則辭任為該公司之獨立非執行董事，均自二零一七年三月二十八日起生效。
- (c) 陳耀麟先生於二零一七年四月二十五日辭任為香港上市公司保華集團有限公司(00498.HK)之執行董事。
- (d) 張漢傑先生於二零一七年六月十日辭任為香港上市公司國際娛樂有限公司(01009.HK)之獨立非執行董事。
- (e) 張漢傑先生、陳佛恩先生、張志傑先生和陳耀麟先生分別獲委任為及張漢傑先生、陳佛恩先生和張志傑先生辭任本集團若干成員公司之董事。張志傑先生於本集團若干成員公司獲委任為陳耀麟先生之替任董事。
- (f) 有關年內董事酬金之詳情載於綜合財務報表附註12(a)。自二零一七年四月一日起，陳耀麟先生有權收取年度董事袍金港幣10,000元、基本年薪港幣2,640,000元及酌情花紅，有關金額經由本公司薪酬委員會參照當時市況、彼之職務及職責、為本集團事務所投放之時間及表現作出審閱。

除上文所披露者外，自本公司最近期刊發之二零一六年至二零一七中期報告日期起至本報告書日期止，概無董事資料變動須根據上市規則第13.51B(1)條予以披露。

CONTINUING CONNECTED TRANSACTION

On 14th November, 2014, Great Intelligence Limited (“Great Intelligence”), an indirect wholly-owned subsidiary of the Company, as landlord entered into a tenancy agreement (the “Tenancy Agreement”) with ITC Management Limited (“ITCM”), an indirect wholly-owned subsidiary of ITC Corporation, as tenant in respect of the leasing of a portion of the premises of 30th Floor (with a total rental area of approximately 3,450 sq. ft.) and two (2) car parking spaces numbered 4088 and 4089 on 4th Floor of Bank of America Tower, 12 Harcourt Road, Central, Hong Kong, for a lease term of three (3) years commencing from 16th November, 2014 at a fixed rental of HK\$217,000 per month and management fee and air conditioning charges of HK\$15,870 in aggregate (subject to adjustments) per month. The aggregate maximum amount of the total rental and other charges receivable by Great Intelligence under the Tenancy Agreement for each year would not exceed HK\$3,000,000.

As at the date of the Tenancy Agreement, ITC Corporation was a then substantial Shareholder, which beneficially held 237,210,438 Shares (representing approximately 31.12% of the then total number of issued Shares), and was also a then close associate of Dr. Chan Kwok Keung, Charles (“Dr. Charles Chan”) who was a then substantial Shareholder. ITCM was therefore a then connected person of the Company, by virtue of its being an indirect wholly-owned subsidiary of ITC Corporation. The Tenancy Agreement was carried out on a continuing basis and in the ordinary and usual course of business of the Company and constituted a then continuing connected transaction for the Company under Rule 14A.31 of the Listing Rules. Details of the transaction were set out in the announcement of the Company dated 14th November, 2014 (the “Announcement”). As ITC Corporation had ceased to be a substantial Shareholder and a close associate of Dr. Charles Chan since 25th January, 2017, ITCM is therefore no longer a connected person of the Company and the Tenancy Agreement no longer constitutes a continuing connected transaction of the Company thereafter. The total sum received by the Group under the Tenancy Agreement for the period from 1st April, 2016 to 24th January, 2017 was HK\$2,276,000, which had not exceeded the relevant annual cap as disclosed in the Announcement.

The independent non-executive Directors have reviewed the above continuing connected transaction and confirmed that such transaction has been entered into by the Group in the ordinary and usual course of business of the Group, on normal commercial terms, and in accordance with the relevant agreement governing such transaction on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

持續關連交易

於二零一四年十一月十四日，本公司之間接全資附屬公司 Great Intelligence Limited (「Great Intelligence」) 作為業主，與德祥企業之間接全資附屬公司德祥企業管理有限公司 (「德祥企業管理」) 作為承租人，就租賃香港中環夏慤道12號美國銀行中心30樓之部分物業 (總租賃面積約為3,450平方呎) 及兩(2)個位於4樓之停車位 (編號為4088及4089) 訂立一份租約 (「租約」)，租期由二零一四年十一月十六日起計為期三(3)年，固定租金為每月港幣217,000元，另加管理費及空調費合共每月港幣15,870元 (可予調整)。Great Intelligence 根據租約應收之租金總額及其他費用最高總金額將不會超過每年港幣3,000,000元。

於租約日期，德祥企業為當時主要股東實益持有237,210,438股股份 (相當於本公司當時已發行股份總數目約31.12%)，德祥企業亦為當時主要股東陳國強博士 (「陳國強博士」) 之一名緊密聯繫人，因此，德祥企業管理作為德祥企業之一間間接全資附屬公司而成為本公司當時之關連人士。租約按持續基準於本公司一般及日常業務過程中進行，根據上市規則第14A.31條構成本公司當時之持續關連交易。交易詳情載於本公司日期為二零一四年十一月十四日之公佈 (「公佈」)。由於德祥企業自二零一七年一月二十五日起已經不再是本公司之主要股東及陳國強博士之緊密聯繫人，故德祥企業管理不再是本公司之關連人士及租約再不構成本公司之持續關連交易。本集團根據租約於二零一六年四月一日至二零一七年一月二十四日期間所收取總金額為港幣2,276,000元，並無超出公佈所披露之有關年度上限。

獨立非執行董事已審閱上述持續關連交易，並確認該交易乃於本集團之一般及日常業務過程中按一般商業條款訂立，並根據規管該交易之相關協議條款進行，條款屬公平合理，並符合股東整體利益。

DIRECTORS' REPORT

董事會報告書

CONTINUING CONNECTED TRANSACTION (Cont'd)

Pursuant to Rule 14A.56 of the Listing Rules, the auditor of the Company (the "Auditor") had performed review work on the above continuing connected transaction in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transaction under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants and reported that in respect of the continuing connected transaction during the year ended 31st March, 2017 as stated above, (i) nothing has come to the Auditor's attention that causes them to believe that the said continuing connected transaction had not been approved by the Board; (ii) nothing has come to the Auditor's attention that causes them to believe that the transaction was not entered into, in all material respects, in accordance with the relevant agreement governing such transaction; and (iii) with respect to the amount of the said continuing connected transaction, nothing has come to the Auditor's attention that causes them to believe that the said continuing connected transaction had exceeded the annual cap as disclosed in the Announcement.

Save as disclosed above, there is no connected transaction or continuing connected transaction undertaken by the Company during the year ended 31st March, 2017 and up to the date of this report which is required to be disclosed pursuant to Chapter 14A of the Listing Rules. The related party transactions disclosed in note 42 to the consolidated financial statements did not constitute connected transactions or continuing connected transactions of the Company, or were either disclosed previously pursuant to the Listing Rules or exempt from reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. The Directors confirm that the Company has complied with the disclosure requirements under Chapter 14A of the Listing Rules.

持續關連交易 (續)

根據上市規則第14A.56條，本公司核數師（「核數師」）已根據香港會計師公會頒佈之香港核證委聘準則第3000號（修訂）「審核或審閱歷史財務資料以外核證委聘」，並參考實務指引第740號「有關香港上市規則項下持續關連交易之核數師函件」就上述持續關連交易進行審閱，並就上述於截至二零一七年三月三十一日止年度進行之持續關連交易作出報告，(i)核數師概不知悉任何事項令其相信上述持續關連交易未獲董事會批准；(ii)核數師概不知悉任何事項令其相信有關交易在各重大方面未有根據規管該交易之相關協議訂立；及(iii)就上述持續關連交易之金額而言，核數師概不知悉任何事項令其相信上述持續關連交易超過公佈所披露之年度上限。

除上文所披露者外，本公司於截至二零一七年三月三十一日止年度及直至本報告書日期止未有進行任何須根據上市規則第十四A章須予披露之關連交易或持續關連交易。於綜合財務報表附註42披露之有關連人士交易並不構成本公司之關連交易或持續關連交易，或過往亦已根據上市規則披露或獲豁免上市規則第十四A章項下申報、年度審閱、公告及獨立股東批准規定。董事確認本公司已遵守上市規則第十四A章之披露規定。

DIRECTORS' REPORT

董事會報告書

INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS

As at 31st March, 2017, so far as being known to the Directors or chief executive of the Company, the interests and short positions of the substantial Shareholders or other persons (other than the Directors or chief executive of the Company) in the Shares and underlying Shares of the Company which have been disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO and have been recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

主要股東及其他人士之權益

於二零一七年三月三十一日，據董事或本公司主要行政人員所知，主要股東或其他人士（董事或本公司最高行政人員除外）於本公司股份及相關股份中擁有已根據證券及期貨條例第XV部第2及3分部之條文向本公司披露，以及已記錄於本公司根據證券及期貨條例第336條存置之登記冊之權益及淡倉如下：

Name 姓名／名稱	(i) Capacity 身份 (ii) Nature of interest 權益性質	Number of issued Shares held 所持已發行 股份數目	Approximate percentage of the total issued Shares as at 31st March, 2017 佔於二零一七年 三月三十一日總已發行 股份概約百分比
(I) Substantial Shareholders 主要股東			
Dr. Charles Chan (Note 5) 陳國強博士(附註5)	(i) Beneficial owner 實益擁有人	165,861,937	18.69%
	(ii) Personal interests 個人權益		
	(i) Interest of controlled corporation 受控制法團權益	66,795,984	7.53%
	(ii) Corporate interests 公司權益		
	(i) Interest of spouse 配偶權益	214,859,748	24.22%
	(ii) Family interests 家族權益		
		447,517,669	50.44%
		(Note 3) (附註3)	
Fortune Crystal Holdings Limited ("Fortune Crystal") 達穎控股有限公司 (「達穎」)	(i) Beneficial owner 實益擁有人	214,859,748	24.22%
	(ii) Personal interests 個人權益	(Note 4) (附註4)	
Record High Enterprises Limited ("Record High")	(i) Interest of controlled corporation 受控制法團權益	214,859,748	24.22%
	(ii) Corporate interests 公司權益	(Note 4) (附註4)	

DIRECTORS' REPORT

董事會報告書

INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS (Cont'd) 主要股東及其他人士之權益 (續)

Name 姓名/名稱	(i) Capacity 身份 (ii) Nature of interest 權益性質	Number of issued Shares held 所持已發行 股份數目	Approximate percentage of the total issued Shares as at 31st March, 2017 佔於二零一七年 三月三十一日總已發行 股份概約百分比
Ms. Ng Yuen Lan, Macy ("Ms. Macy Ng") (Note 5) 伍婉蘭女士 (「伍婉蘭女士」)(附註5)	(i) Interest of controlled corporation 受控制法團權益	214,859,748	24.22%
	(ii) Corporate interests 公司權益		
	(i) Interest of spouse 配偶權益 (ii) Family interests 家族權益	232,657,921	26.22%
		447,517,669 (Note 4) (附註4)	50.44%
(II) Other persons 其他人士			
Galaxyway Investments Limited ("Galaxyway")	(i) Beneficial owner 實益擁有人	66,795,984	7.53%
	(ii) Personal interests 個人權益	(Note 3) (附註3)	
ITC Holdings Limited ("ITC Holdings") 德祥集團有限公司 (「德祥集團」)	(i) Interest of controlled corporation 受控制法團權益	66,795,984 (Note 3) (附註3)	7.53%
	(ii) Corporate interests 公司權益	(附註3)	

Notes:

- All the interests in the Shares as disclosed above were long positions.
- No underlying Shares were held by the substantial Shareholders and other persons stated above.
- Galaxyway owned 66,795,984 Shares and was a wholly-owned subsidiary of ITC Holdings which in turn was wholly owned by Dr. Charles Chan. As such, ITC Holdings and Dr. Charles Chan were deemed to be interested in the 66,795,984 Shares held by Galaxyway by virtue of Part XV of the SFO.

In addition, Dr. Charles Chan was deemed to be interested in the 214,859,748 Shares held by Fortune Crystal set out in note 4 below by virtue of his being the spouse of Ms. Macy Ng for the purpose of Part XV of the SFO.

In addition to the 165,861,937 Shares beneficially owned by him, Dr. Charles Chan was interested in and deemed to be interested in a total of 447,517,669 Shares by virtue of Part XV of the SFO.

附註：

- 上文所披露於股份之所有權益均為好倉。
- 概無相關股份由上述主要股東和其他人士持有。
- Galaxyway 持有 66,795,984 股股份，並為德祥集團之全資附屬公司，而德祥集團則為陳國強博士全資擁有。故此，就證券及期貨條例第 XV 部而言，德祥集團及陳國強博士被視為為 Galaxyway 所持有之 66,795,984 股股份中擁有權益。

此外，就證券及期貨條例第 XV 部而言，陳國強博士作為伍婉蘭女士之配偶而被視為為達穎所持有之 214,859,748 股股份(載於下文附註4)中擁有權益。

陳國強博士於 165,861,937 股股份中擁有實益權益之外，就證券及期貨條例第 XV 部而言，陳國強博士於合共 447,517,669 股股份中擁有權益及被視為擁有權益。

INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS (Cont'd)

Notes: (Cont'd)

4. Fortune Crystal owned 214,859,748 Shares and was a wholly-owned subsidiary of Record High which in turn was wholly owned by Ms. Macy Ng. As such, Record High and Ms. Macy Ng were deemed to be interested in the 214,859,748 Shares held by Fortune Crystal by virtue of the Part XV of the SFO.

In addition, Ms. Macy Ng was deemed to be interested in the 66,795,984 Shares held by Galaxyway and the 165,861,937 Shares beneficially owned by Dr. Charles Chan by virtue of her being the spouse of Dr. Charles Chan for the purpose of Part XV of the SFO.

Accordingly, Ms. Macy Ng was deemed to be interested in a total of 447,517,669 Shares by virtue of Part XV of the SFO.

5. Mr. Alan Chan, an executive Director, is the son of Dr. Charles Chan and Ms. Macy Ng.

Save as disclosed above, as at 31st March, 2017, the Company had not been notified of any other interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

MANAGEMENT CONTRACTS

Save for employment contracts, no other contracts relating to the management and administration of the whole or any substantial part of the business of the Company were entered into or subsisted during the year.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31st March, 2017, the largest customer of the Group accounted for approximately 9.3% of the Group's total turnover and the aggregate amount of turnover attributable to the Group's five largest customers was approximately 31.6% of the Group's total turnover.

The aggregate purchases attributable to the five largest suppliers of the Group during the year were less than 30% of the purchases of the Group.

Save as disclosed herein, none of the Directors and their respective close associates or any Shareholders of the Company (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) has any interest in any of the Group's five largest customers and five largest suppliers.

主要股東及其他人士之權益 (續)

附註：(續)

4. 達穎持有 214,859,748 股股份，並為 Record High 之全資附屬公司，而 Record High 則為伍婉蘭女士全資擁有。故此，就證券及期貨條例第 XV 部而言，Record High 及伍婉蘭女士被視為於達穎所持有之 214,859,748 股股份中擁有權益。

此外，就證券及期貨條例第 XV 部而言，伍婉蘭女士作為陳國強博士之配偶而被視為於 Galaxyway 所持有之 66,795,984 股股份及陳國強博士實益持有之 165,861,937 股股份中擁有權益。

因此，就證券及期貨條例第 XV 部而言，伍婉蘭女士被視為於合共 447,517,669 股股份中擁有權益。

5. 執行董事陳耀麟先生為陳國強博士及伍婉蘭女士之兒子。

除上文所披露者外，於二零一七年三月三十一日，本公司並未獲悉任何其他於股份或相關股份中已根據證券及期貨條例第 XV 部第 2 及 3 分部之條文向本公司披露或已記錄於本公司根據證券及期貨條例第 336 條存置之登記冊之權益或淡倉。

管理合約

於年度內，概無訂立或存在與本公司業務全部或任何重大部份有關的管理及行政合約（僱傭合約除外）。

主要客戶及供應商

截至二零一七年三月三十一日止年度，本集團最大客戶佔本集團總營業額約 9.3%，而本集團五大客戶之營業額合共佔本集團總營業額約 31.6%。

年內，本集團五大供應商應佔採購總額佔本集團採購額不足 30%。

除本文披露者外，各董事及彼等各自之緊密聯繫人或據董事所知擁有本公司已發行股本超過 5% 之任何本公司股東概無於本集團五大客戶及五大供應商中擁有任何權益。

DIRECTORS' REPORT

董事會報告書

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31st March, 2017.

COMPLIANCE WITH LAWS AND REGULATIONS

As far as the Company is aware, there was no material breach of or non-compliance with all applicable laws and regulations that had a significant impact on the business and operations of the Group during the year.

REMUNERATION POLICY

The remuneration policy regarding the Directors, top management and other employees of the Group was formulated and will be reviewed by the Remuneration Committee of the Company from time to time. Directors, top management and employees are remunerated according to their qualifications and experience, job nature and performance and under the pay scales aligned with market conditions. In addition to the contractual remuneration, other benefits including discretionary bonus, medical, insurance coverage, retirement scheme and share options may also be offered upon the determination of the Group.

Information on the Group's retirement benefit schemes is set out in note 41 to the consolidated financial statements.

The Company has adopted a share option scheme as an incentive to the Directors and eligible employees of the Group. Details of the share option scheme are set out in the section headed "Share Option Scheme" above.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the year. The Company has arranged insurance coverage in respect of legal action against its Directors and officers during the year.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Bye-laws or the laws of Bermuda, which would oblige the Company to offer new Shares on a pro-rata basis to the existing Shareholders.

購買、出售或贖回本公司之上市證券

截至二零一七年三月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

遵守法律及規例

據本公司所知悉，年內概無嚴重違反或不遵守對本集團業務及營運造成重大影響的所有適用法律及規例之情況。

薪酬政策

董事、本集團高級管理層及其他僱員之薪酬政策已獲制訂並將由本公司薪酬委員會不時檢討。董事、高級管理層及僱員之薪酬待遇乃按彼等之資歷及經驗、工作性質及表現以及市場薪酬情況釐定。除合約酬金外，本集團亦可決定提供其他福利，包括酌情花紅、醫療、保險、退休計劃及購股權。

有關本集團退休福利計劃之資料載於綜合財務報表附註41。

本公司已採納購股權計劃作為給予董事及本集團合資格僱員之獎勵，有關詳情載於上文「購股權計劃」一節。

獲准許的彌償條文

獲准許的彌償條文正於惠及董事之情況下有效且於年內有效。本公司已於年內就其董事及高級職員可能面對之法律行動投購保險。

優先購買權

公司細則或百慕達法例並無有關優先購買權之條文，規定本公司須按比例向現有股東提呈發售新股份。

DIRECTORS' REPORT

董事會報告書

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float of its Shares as required under the Listing Rules throughout the year ended 31st March, 2017 and as at the date of this report.

DONATIONS

During the year, the Group made donations of approximately HK\$220,000 to charitable and non-profit-making organisations.

AUDITOR

A resolution will be submitted at the AGM to re-appoint Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board

Cheung Hon Kit

Chairman

Hong Kong, 23rd June, 2017

足夠公眾持股量

根據本公司所得之公開資料及據董事所知悉，本公司於截至二零一七年三月三十一日止年度及於本報告書日期一直維持根據上市規則所規定之足夠公眾持股量。

捐款

年內，本集團向慈善及非牟利團體捐出約港幣220,000元。

核數師

本公司將於股東周年大會提呈決議案以續聘德勤•關黃陳方會計師行為本公司核數師。

代表董事會

主席

張漢傑

香港，二零一七年六月二十三日

CORPORATE GOVERNANCE REPORT

企業管治報告書

The Company is committed to maintaining high standard of corporate governance practices and procedures and complying with the statutory and regulatory requirements with an aim to maximising the values and interests of the shareholders of the Company (the “Shareholders”) as well as enhancing the transparency and accountability to the stakeholders.

CORPORATE GOVERNANCE PRACTICES

The Company has adopted the code provisions of the Corporate Governance Code and Corporate Governance Report (the “CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”) as its own code of corporate governance. Throughout the year ended 31st March, 2017, the Company has complied with all the code provisions of the CG Code and applied the principles contained therein.

CORPORATE STRATEGY AND LONG-TERM BUSINESS MODEL

The Company and its subsidiaries (collectively, the “Group”) are principally engaged in property development and investment in Macau, the People’s Republic of China (the “PRC”), Hong Kong and Canada. The Group is also engaged in the development, investment and operation of hotels and leisure business in the PRC, Hong Kong and Canada, the securities investments and the provision of loan financing services. Our corporate objective is to create and enhance value for the Shareholders. To achieve this corporate objective, our business strategies are to maintain continuous growth and profitability of the Company by obtaining property sites with good locations at relatively low costs for redevelopment, while sale of property upon completion of development is the primary profit driver. The Group will also build a property investment portfolio with appreciation potential in order to secure a recurring and reliable source of income. Other businesses, including the securities investments and the provision of loan financing services, are part of the Group’s treasury management when there is surplus cash, and supplement to the Group’s core businesses of property development and investment.

Investment by way of forming joint ventures with partners having similar investment philosophy is a preferred mode of holding structure which can on the one hand diversify the risks and on the other hand share the expertise of the partners.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has continued to adopt the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the directors of the Company (the “Directors”). In response to specific enquiries made by the Company, all the Directors confirmed that they had complied with the required standards set out in the Model Code throughout the year ended 31st March, 2017. The Company has also continued to adopt a code of conduct governing securities transactions by its employees who may possess or have access to inside information relating to the Company.

本公司致力維持高水平企業管治常規及程序，並遵守法定及監管規定，務求為本公司股東（「股東」）帶來最大回報及利益，同時提高對持份者之透明度及問責性。

企業管治常規

本公司已採納香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載《企業管治守則》及《企業管治報告》（「企業管治守則」）之守則條文，作為本身之企業管治守則。截至二零一七年三月三十一日止年度，本公司一直遵守企業管治守則所有守則條文及應用當中列載之原則。

企業策略及長遠業務模式

本公司及其附屬公司（統稱「本集團」）主要於澳門、中華人民共和國（「中國」）、香港及加拿大從事物業發展及投資業務。本集團亦從事於中國、香港及加拿大發展、投資及營運酒店及消閒業務、證券投資及提供貸款融資服務。本集團視創造及提升股東回報為企業宗旨。為達致此企業宗旨，本集團採取之業務策略為以相對較低之重建成本取得地點優越之物業地盤，藉此維持本公司之持續增長及盈利，並透過出售竣工物業發展項目締造主要利潤來源。本集團亦將建立具增值潛力之物業投資組合，以確保可靠的經常性收入來源。其他業務包括證券投資及提供貸款融資服務，作為本集團財務管理下其中一項善用現金盈餘之政策，並對本集團旗下物業發展及投資之核心業務起補助作用。

透過與秉持類似投資理念之合作夥伴組成合營公司進行投資實為控股架構之首選模式，既可分散風險，亦能分享合作夥伴之專長。

董事進行證券交易

本公司繼續採納上市規則附錄十所載《上市發行人董事進行證券交易的標準守則》（「標準守則」），作為其本身有關本公司董事（「董事」）進行證券交易之行為守則。經本公司作出特定查詢後，所有董事確認彼等於截至二零一七年三月三十一日止年度內一直遵守標準守則所載之規定標準。本公司亦繼續採納一套行為守則以規管可能擁有或取得本公司內幕消息之僱員進行證券交易。

CORPORATE GOVERNANCE REPORT

企業管治報告書

BOARD OF DIRECTORS

Members of the board of Directors (the “Board”) are individually and collectively responsible for leadership and control, and for promoting the success, of the Company by operating and developing the Group’s business operations and implementing the Group’s business strategies. As at the date of this report, the Board consists of eight (8) Directors, including five (5) executive Directors and three (3) independent non-executive Directors. Further details of the composition of the Board are set out on page 2. Each of the Directors had signed a formal letter of appointment setting out the key terms and conditions of his appointment. A list containing the names of all the Directors and their role and function has been published on the respective websites of the Stock Exchange and the Company pursuant to code provision A.3.2 of the CG Code, and will be updated from time to time as and when there are any changes.

The Company has always maintained a sufficient number of independent non-executive Directors representing more than one-third of the Board as required under the Listing Rules. With three (3) members of the Board being independent non-executive Directors who possess professional expertise and a diverse range of experience, the Board can effectively and efficiently exercise independent judgment, give independent advice to the management of the Company and make decisions objectively to the benefits and in the interests of the Company and the Shareholders as a whole. The biographical details of the Directors are set out on pages 17 to 20. There is no financial, business, family or other material/relevant relationship among the members of the Board.

The Board has delegated the executive Board or other committees with authority and responsibility for handling the management functions and operations of the day-to-day business of the Group while specifically reserving certain important matters and decisions for the Board’s approval, such as annual and interim financial reporting and control, equity fund-raising, declaration of interim dividend, recommendation of final dividend or other distributions, decisions regarding notifiable transactions and connected transactions under Chapter 14 and Chapter 14A of the Listing Rules respectively and making recommendation for capital reorganisation or scheme of arrangement of the Company. The Company has established the Audit Committee, the Remuneration Committee, the Nomination Committee, the Corporate Governance Committee and the Investment Committee with specific written terms of reference which clearly define their respective roles, authorities and functions. Additional information of the said committees is set out below in this report.

董事會

董事會（「董事會」）成員個別及共同負責領導及監控本公司，並透過經營及發展本集團業務運作及執行本集團之業務策略，推動本公司邁向成功。於本報告書日期，董事會由八（8）名董事組成，包括五（5）名執行董事及三（3）名獨立非執行董事。董事會組成的詳情載於第2頁。各董事已簽訂正式委任書，當中載列主要委任條款及條件。根據企業管治守則之守則條文第A.3.2條，載列全體董事姓名及彼等之角色與職能之名單已分別刊載於聯交所及本公司網站，並不時因應各種變動予以更新。

根據上市規則之規定，本公司一直維持足夠數目之獨立非執行董事，人數超過董事會三分之一。其中三（3）名董事會成員為獨立非執行董事，具備專業知識及廣泛經驗，帶領董事會有效且高效地作出獨立判斷，為本公司管理層提供獨立建議，並作出符合本公司及股東整體利益及福祉之客觀決定。董事履歷詳情載於第17至20頁。董事會各成員之間概無財務、業務、家屬或其他重大／相關關係。

董事會向執行董事會或其他委員會授出行使管理職能及執行本集團日常業務運作之權力及責任，惟特別保留若干重要事項及決定之審批權予董事會，如年度及中期財務報告及監控、籌集股本資金、宣派中期股息、建議派付末期股息或其他分派、有關上市規則第十四章及第十四A章分別界定之須予公佈交易及關連交易之決定，以及就本公司股本重組或債務償還安排提出推薦意見。本公司已成立審核委員會、薪酬委員會、提名委員會、企業管治委員會及投資委員會，並以書面訂明特定職權範圍，明確界定其各自之角色、權力及職能。上述委員會之進一步資料載於本報告書下文。

CORPORATE GOVERNANCE REPORT

企業管治報告書

BOARD OF DIRECTORS (Cont'd)

Regular Board meetings are held at least four (4) times a year with at least fourteen (14) days' prior notice being given to all the Directors. Additional Board meeting(s) will be arranged and held as and when required. The Directors may attend the Board meetings either in person or through electronic means of communication. A total of six (6) full Board meetings (including four (4) regular Board meetings) were held during the year ended 31st March, 2017. There were additional meetings held and attended by certain executive Directors during the year for normal course of business and/or for matters under authorisation and/or delegation by the Board. Apart from the said meetings, there were written resolutions of Directors circulated and signed by all Board members for certain significant matters requiring the Board's approval.

The Directors are provided with all relevant information in advance to enable them to make informed decisions and appropriate arrangements are in place to ensure that they are given every opportunity to include matters in the agendas for the regular Board meetings. All Directors have separate and independent access to the advice and services of the Group's senior management and consultants with a view to ensuring that Board procedures and all applicable laws, rules and regulations are observed and complied with. The chairman of the Board (the "Chairman") meets at least annually with the independent non-executive Directors without the executive Directors present.

The composition of the Board and the attendance record of each individual Board member (on a named basis) at the meetings of the Board and various committees of the Board and the annual general meeting of the Company (the "AGM") held during the year under review are as follows:

董事會 (續)

董事會每年最少舉行四(4)次定期會議，全體董事將於會議舉行前最少十四(14)天接獲通知。如有需要，董事會亦會於適當時候安排及舉行額外會議。董事可親身或以電子通訊方式出席董事會會議。截至二零一七年三月三十一日止年度，董事會合共舉行六(6)次全體會議，包括四(4)次定期董事會會議。年內另曾舉行其他有關日常業務及／或獲董事會授權及／或指派事務之會議，由若干執行董事出席。除上述會議外，就若干須獲董事會批准之重大事項向全體董事會成員傳閱董事書面決議案，並經彼等簽署。

董事獲提前提供一切相關資料，以便作出知情決定，另亦作出適當安排，確保彼等有機會於定期董事會會議議程中加入事項。全體董事均可各自個別獲得本集團高層管理人員及顧問提供之意見及服務，以確保遵循及符合董事會程序以及所有適用法例、規則及規例。董事會主席(「主席」)於執行董事避席之情況下最少每年與獨立非執行董事會面一次。

下表為董事會架構及以記名方式載列各個別董事會成員出席於回顧年度內舉行之董事會及董事會轄下各委員會會議以及本公司股東周年大會(「股東周年大會」)之記錄：

Name of Director	董事姓名	Meetings Attended/Eligible to Attend 已出席會議／合資格出席會議次數					AGM 股東 周年大會
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Corporate Governance Committee 企業管治 委員會	
Executive Directors:		執行董事：					
Mr. Cheung Hon Kit (Chairman)	張漢傑先生 (主席)	6/6	-	-	1/1	1/1	1/1
Mr. Chan Fut Yan (Managing Director)	陳佛恩先生 (董事總經理)	6/6	-	1/1	-	-	1/1
Mr. Cheung Chi Kit	張志傑先生	6/6	-	-	-	1/1	1/1
Mr. Chan Yiu Lun, Alan	陳耀麟先生	4/6	-	-	-	-	1/1
Mr. Wong Lai Shun, Benny	黃禮順先生	6/6	-	-	-	-	1/1
Independent Non-executive Directors:		獨立非執行董事：					
Hon. Shek Lai Him, Abraham, GBS, JP (Vice Chairman)	石禮謙, GBS, JP (副主席)	6/6	4/4	1/1	1/1	-	1/1
Mr. Kwok Ka Lap, Alva	郭嘉立先生	6/6	4/4	1/1	1/1	1/1	1/1
Mr. Chan Pak Cheong Afonso	陳百祥先生	5/6	4/4	1/1	1/1	-	1/1

CORPORATE GOVERNANCE REPORT

企業管治報告書

BOARD OF DIRECTORS (Cont'd)

During the year under review, the Company has arranged insurance coverage in respect of legal action against the Directors and officers arising out of their duties. Such insurance coverage will be reviewed at least annually to ensure the adequacy of its coverage.

Chairman and Managing Director

The roles of the Chairman and the Managing Director, held by separate individuals, i.e. Mr. Cheung Hon Kit and Mr. Chan Fut Yan respectively, are clearly segregated with an aim to providing a balance of power and authority. The Chairman is principally responsible for the strategic planning of the Group and the management of the operations of the Board. The Managing Director is mainly responsible for the operations and business development of the Group.

Non-executive Directors

Pursuant to the bye-laws of the Company (the "Bye-laws") and the CG Code, every Director is subject to re-election and retirement by rotation at least once every three (3) years. All the non-executive Directors are subject to the aforesaid retirement requirements and are appointed for a specific term of not more than three (3) years.

The Board has three (3) independent non-executive Directors with at least one (1) of whom has the appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10 of the Listing Rules. The Company has received from each of the independent non-executive Directors an annual written confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. Despite the fact that Mr. Kwok Ka Lap, Alva has served as an independent non-executive Director on the Board for more than nine (9) years, the Board is of the view that his duration of service will not interfere with his exercise of independent judgement in carrying out his duties and responsibilities as an independent non-executive Director and believes that his valuable knowledge and experience in the Group's business will continually benefit the Company and the Shareholders as a whole. Accordingly, the Company considers all the independent non-executive Directors are independent.

董事會 (續)

於回顧年度內，本公司已就董事及高級職員於彼等執行職責時可能面對之法律行動投購保險，並將最少每年檢討一次，以確保提供足夠保障。

主席及董事總經理

主席及董事總經理分別由兩名個別人士張漢傑先生及陳佛恩先生出任，其職責清晰劃分，以維持權力及職權之平衡。主席主要負責本集團之策略規劃以及管理董事會之運作；而董事總經理則主要負責本集團之營運及業務發展。

非執行董事

根據本公司之公司細則（「公司細則」）及企業管治守則，每名董事須最少每三（3）年重選連任及輪值退任一次。全體非執行董事亦須遵守上述退任規定，並根據不超過三（3）年之指定任期獲委任。

董事會現有三（3）名獨立非執行董事，其中最少一（1）名獨立非執行董事根據上市規則第3.10條之規定具備適當專業資格或會計或相關財務管理專業知識。本公司已接獲各獨立非執行董事根據上市規則第3.13條發出之年度獨立性書面確認書。儘管郭嘉立先生作為獨立非執行董事為董事會服務超過九（9）年，惟董事會認為有關服務年期不會妨礙彼於履行獨立非執行董事職責及職務時作出獨立判斷，並相信彼於本集團業務累積之寶貴知識及經驗將繼續令本公司及股東整體獲益。據此，本公司認為全體獨立非執行董事均為獨立。

CORPORATE GOVERNANCE REPORT

企業管治報告書

BOARD OF DIRECTORS (Cont'd)

Directors' Training

In order to uphold good corporate governance, briefings on specific topics of significance and interests with the relevant reading materials will be arranged for the Directors so as to provide the continuous professional development (the "CPD") training as required by the CG Code.

During the year under review, the Directors present at the regular Board meeting on 21st March, 2017 attended a briefing on the draft environmental, social and governance report for the reporting period from 1st April, 2016 to 31st March, 2017 of the Company, with the relevant reading materials provided by the Company as part of their CPD training.

Based on the training record confirmations provided by the Directors to the Company, a summary of the training received by each of them, on a named basis, for the year ended 31st March, 2017 is as follows:

董事會 (續)

董事培訓

為維持良好企業管治，本公司會就特定重要性及受關注之議題安排簡報會，並向董事提供相關閱讀材料，以便遵照企業管治守則之規定提供持續專業發展（「持續專業發展」）培訓。

於回顧年度內，列席於二零一七年三月二十一日舉行之定期董事會會議的董事均已出席有關本公司就由二零一六年四月一日至二零一七年三月三十一日之環境、社會及管治報告書草稿之簡報會，會上本公司提供相關閱讀材料，作為董事之持續專業發展培訓之一部分。

根據董事向本公司提供之培訓記錄確認書，以記名方式列載各董事於截至二零一七年三月三十一日止年度所接受之培訓概要如下：

Name of Director	董事姓名	Types of Training	
		Reading materials 閱讀資料	Attending internal and/or external training/seminars 出席內部及／或外部培訓／研討會
Executive Directors:			
Mr. Cheung Hon Kit	張漢傑先生	✓	✓
Mr. Chan Fut Yan	陳佛恩先生	✓	✓
Mr. Cheung Chi Kit	張志傑先生	✓	✓
Mr. Chan Yiu Lun, Alan	陳耀麟先生	✓	
Mr. Wong Lai Shun, Benny	黃禮順先生	✓	✓
Independent Non-executive Directors:			
Hon. Shek Lai Him, Abraham, GBS, JP	石禮謙，GBS, JP	✓	✓
Mr. Kwok Ka Lap, Alva	郭嘉立先生	✓	✓
Mr. Chan Pak Cheong Afonso	陳百祥先生	✓	✓

BOARD OF DIRECTORS (Cont'd)

Nomination, Appointment and Re-election of Directors

The Board has delegated its authority to the Nomination Committee for the appointment and nomination of new Directors and nomination of the Directors for re-election by the Shareholders at the AGM. Pursuant to the Bye-laws, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board who will be subject to retirement and re-election at the next following general meeting or the next following AGM after his/her appointment. The Board has adopted a board diversity policy (as revised on 10th March, 2016) (the "Board Diversity Policy") for ensuring a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business within the Board. Selection of candidates for appointment to the Board will be based on a range of perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional and industrial experience, business perspectives, skills, knowledge and length of service. All Board appointments will be based on merit and contribution on an equal-opportunity principle, and selected candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. A candidate to be appointed as an independent non-executive Director must satisfy the independence criteria set out in Rule 3.13 of the Listing Rules. Pursuant to code provision A.4.3 of the CG Code, Mr. Kwok Ka Lap, Alva, an independent non-executive Director who was appointed on 29th October, 2001, serving the Board for more than nine (9) years could be relevant to the determination of his independence. As such, his re-appointment shall be subject to retirement by rotation at the forthcoming AGM by way of a separate resolution to be approved by the Shareholders. During the year under review, no Director was involved in fixing his own terms of appointment and no independent non-executive Director participated in assessing his own independence.

Every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three (3) years, and pursuant to the Bye-laws, one-third of the Directors for the time being shall retire from office by rotation at each AGM, such that each Director shall be subject to retirement at least once every three (3) years at the AGM.

董事會 (續)

提名、委任及重選董事

董事會授權提名委員會負責委任及提名新董事，並提名董事以供股東於股東周年大會重選。根據公司細則，董事有權不時及隨時委任任何人士出任董事，以填補董事會之臨時空缺或作為現有董事會之新增成員，惟有關人士須於獲委任後首次股東大會或首次股東周年大會退任及重選連任。董事會已採納董事會多元化政策（於二零一六年三月十日修訂）（「董事會多元化政策」），確保董事會內技能、經驗均衡，且觀點多元化，切合本公司業務需要。甄選董事會候選人時會從多方面考慮，包括但不限於性別、年齡、文化及教育背景、種族、專業及行業經驗、營商視野、技能、知識及服務年期。所有董事會委任將以平等機會原則按人選的長處及貢獻，並在考慮所揀選之人選時以客觀條件充分顧及董事會成員多元化的裨益。獲委任為獨立非執行董事之候選人須符合上市規則第3.13條所載獨立性標準。根據企業管治守則之守則條文第A.4.3條，於釐定獨立非執行董事郭嘉立先生（於二零零一年十月二十九日獲委任）之獨立性時須納入彼已服務董事會超過九(9)年一事以作考慮。因此，彼須於應屆股東周年大會輪值退任並經由股東以獨立決議案批准後方可連任。於回顧年度內，概無董事參與釐定本身之委任條款，亦無獨立非執行董事參與評估本身之獨立性。

各董事（包括按指定任期獲委任者）須最少每三(3)年輪值退任一次，而根據公司細則，於每屆股東周年大會上，當時三分之一的董事須輪值退任，使各董事須最少每三(3)年於股東周年大會輪值退任一次。

CORPORATE GOVERNANCE REPORT

企業管治報告書

NOMINATION COMMITTEE

The Board has established the Nomination Committee with specific written terms of reference which clearly define its role, authority and function. As at the date of this report, the Nomination Committee comprises four (4) members, namely Hon. Shek Lai Him, Abraham, *GBS, JP* (chairman of the Nomination Committee), Mr. Cheung Hon Kit, Mr. Kwok Ka Lap, Alva and Mr. Chan Pak Cheong Afonso. With the exception of Mr. Cheung Hon Kit who is an executive Director, all the other members of the Nomination Committee are independent non-executive Directors.

The main responsibilities of the Nomination Committee include making recommendations to the Board on relevant matters relating to the appointment or re-appointment of the Directors and succession planning for the Directors; assessing the independence of the independent non-executive Directors; reviewing the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy; and reviewing the Board Diversity Policy and the progress on achieving the measurable objectives, if any, that the Board has set for implementing such policy. The terms of reference of the Nomination Committee have been published on the respective websites of the Stock Exchange and the Company. For effective functioning in the course of the Director's nomination process, the Board has also adopted (i) the procedures for the Shareholders to propose a person for election as a Director in accordance with the Bye-laws (such procedures have been published on the website of the Company pursuant to Rule 13.51D of the Listing Rules); (ii) the nomination policy setting out the guidelines and criteria for selecting and recommending the candidates for directorship (the "Nomination Policy"); and (iii) the Board Diversity Policy. The Nomination Committee has been provided with sufficient resources to perform its duties.

During the year under review, the Nomination Committee held one (1) meeting to (i) review the structure, size and composition of the Board and assess the independence of the existing independent non-executive Directors; and (ii) review, consider and make recommendations to the Board for approval on (a) the terms of reference of the Nomination Committee, the Nomination Policy and the Board Diversity Policy; and (b) the re-appointment of the Directors retiring by rotation at the AGM.

提名委員會

董事會已成立提名委員會，並以書面訂明特定職權範圍，明確界定其角色、權力及職能。於本報告書日期，提名委員會由四(4)名成員組成，分別為石禮謙，*GBS, JP* (提名委員會主席)、張漢傑先生、郭嘉立先生及陳百祥先生。除張漢傑先生為執行董事外，提名委員會之其他成員均為獨立非執行董事。

提名委員會之主要職責包括就董事委任或重新委任以及董事繼任計劃之相關事宜向董事會提出推薦意見；評估獨立非執行董事之獨立性；最少每年檢討董事會之架構、人數及組成(包括技能、知識、經驗及多元化的觀點及角度)，並就任何為配合本公司企業策略而擬對董事會作出之變動提出推薦意見；及檢討董事會多元化政策及董事會為執行該政策而制定的可計量目標(如有)之達標進度。提名委員會之職權範圍分別刊載於聯交所及本公司網站。為於董事提名過程中有效行使職能，董事會亦已(i)根據公司細則採納股東建議選舉個別人士為董事之程序(有關程序已根據上市規則第13.51D條於本公司網站刊載)；(ii)採納提名政策，當中載列挑選及推薦董事候選人之指引及準則(「提名政策」)；及(iii)採納董事會多元化政策。提名委員會獲提供充裕資源以履行其職責。

於回顧年度內，提名委員會曾舉行一(1)次會議，以(i)檢討董事會之架構、人數及組成，以及評估現任獨立非執行董事之獨立性；及(ii)審閱、考慮及向董事會提出推薦意見，以批准(a)提名委員會之職權範圍、提名政策及董事會多元化政策；和(b)重新委任於股東周年大會輪值退任之董事。

CORPORATE GOVERNANCE REPORT

企業管治報告書

CORPORATE GOVERNANCE COMMITTEE

The Board has established the Corporate Governance Committee with specific written terms of reference which clearly define its role, authority and function. As at the date of this report, the Corporate Governance Committee comprises three (3) members, of whom two (2) are executive Directors, namely Mr. Cheung Hon Kit (chairman of the Corporate Governance Committee) and Mr. Cheung Chi Kit, and one (1) is an independent non-executive Director, namely Mr. Kwok Ka Lap, Alva. The Board has also adopted the compliance policy, the corporate governance policy and the code of conduct for internal guidance purpose.

The Board has delegated its corporate governance functions set out in code provision D.3.1 of the CG Code to the Corporate Governance Committee. The principal duties of the Corporate Governance Committee include making recommendations to the Board on the Company's policies and practices on corporate governance; and reviewing and monitoring (i) the training and CPD of the Directors and the senior management of the Company, (ii) the Company's policies and practices on compliance with the legal and regulatory requirements, (iii) the code of conduct and compliance manual (if any) applicable to the Company's employees and the Directors, and (iv) the Company's compliance with the CG Code and disclosure in the Corporate Governance Report. The Corporate Governance Committee has been provided with sufficient resources to perform its duties.

During the year ended 31st March, 2017, the Corporate Governance Committee held one (1) meeting to (i) review, consider and make recommendations to the Board for approval on (a) the terms of reference of the Corporate Governance Committee, (b) the corporate governance policy, the Shareholders' communication policy, the compliance policy and the code of conduct of the Company, (c) the Company's practices and procedures on corporate governance, and (d) the compliance with the CG Code and the disclosure of the Corporate Governance Report; and (ii) consider the training and CPD of the Directors and the company secretary of the Company (the "Company Secretary").

企業管治委員會

董事會已成立企業管治委員會，並以書面訂明特定職權範圍，明確界定其角色、權力及職能。於本報告書日期，企業管治委員會由三(3)名成員組成，其中兩(2)名為執行董事張漢傑先生(企業管治委員會主席)及張志傑先生，及一(1)名為獨立非執行董事郭嘉立先生。董事會亦已採納合規政策、企業管治政策及行為守則作內部指引用途。

董事會授權企業管治委員會履行企業管治守則之守則條文第D.3.1條所載企業管治職能。企業管治委員會之主要職責包括就本公司企業管治政策及常規向董事會提出推薦意見；及檢討和監察(i)董事及本公司高級管理人員之培訓及持續專業發展、(ii)本公司在遵守法律及監管規定方面之政策及常規、(iii)本公司僱員及董事適用之行為守則及合規手冊(如有)，及(iv)本公司遵守企業管治守則之情況及企業管治報告書所載披露資料。企業管治委員會獲提供充裕資源以履行其職責。

截至二零一七年三月三十一日止年度，企業管治委員會曾舉行一(1)次會議，以(i)審閱、考慮及向董事會提出推薦意見，以批准(a)企業管治委員會之職權範圍、(b)企業管治政策、股東通訊政策、合規政策及本公司之行為守則、(c)本公司之企業管治常規及程序，及(d)遵守企業管治守則之情況及企業管治報告書所載披露資料；及(ii)考慮董事及本公司之公司秘書(「公司秘書」)之培訓與持續專業發展。

CORPORATE GOVERNANCE REPORT

企業管治報告書

REMUNERATION COMMITTEE

The Board has established the Remuneration Committee with specific written terms of reference which clearly define its role, authority and function. As at the date of this report, the Remuneration Committee comprises four (4) members, namely Mr. Chan Pak Cheong Afonso (chairman of the Remuneration Committee), Mr. Chan Fut Yan, Hon. Shek Lai Him, Abraham, GBS, JP and Mr. Kwok Ka Lap, Alva. With the exception of Mr. Chan Fut Yan who is an executive Director, all the other members of the Remuneration Committee are independent non-executive Directors.

The main responsibilities of the Remuneration Committee include (i) making recommendations to the Board on the Company's remuneration policy and structure for all the Directors and senior management of the Company and on the establishment of a formal and transparent procedure for developing remuneration policy as well as (ii) determining the remuneration packages of the executive Directors and senior management of the Company. The terms of reference of the Remuneration Committee have been published on the respective websites of the Stock Exchange and the Company. The Remuneration Committee has been provided with sufficient resources to perform its duties.

During the year ended 31st March, 2017, the Remuneration Committee held one (1) meeting to review and make recommendations to the Board for approval on the terms of reference of the Remuneration Committee and the remuneration policy for the Directors and senior management of the Company. The Remuneration Committee had also, during the year, reviewed and approved the revised remuneration package of a senior staff and the discretionary bonus to the executive Directors and management of the Group for the year ended 31st March, 2017 by means of written resolutions.

Details of the remuneration packages of the Directors are set out in note 12(a) to the consolidated financial statements. During the year under review, no Director or any of his associates was involved in deciding his own remuneration package.

薪酬委員會

董事會已成立薪酬委員會，並以書面訂明特定職權範圍，明確界定其角色、權力及職能。於本報告書日期，薪酬委員會由四(4)名成員組成，分別為陳百祥先生(薪酬委員會主席)、陳佛恩先生、石禮謙，GBS, JP及郭嘉立先生。除陳佛恩先生為執行董事外，薪酬委員會之其他成員均為獨立非執行董事。

薪酬委員會之主要職責包括(i)就本公司全體董事及高層管理人員之薪酬政策及架構，及就設立正規而具透明度之薪酬政策制訂程序向董事會提出推薦意見；及(ii)釐定本公司執行董事及高級管理人員之薪酬待遇。薪酬委員會之職權範圍分別刊載於聯交所及本公司網站。薪酬委員會獲提供充裕資源以履行其職責。

截至二零一七年三月三十一日止年度，薪酬委員會曾舉行一(1)次會議，以檢討及向董事會提出推薦意見，以批准薪酬委員會之職權範圍及董事和本公司高級管理人員之薪酬政策。薪酬委員會於年內亦以書面決議案檢討及批准一位高層員工的經調整的薪金以及執行董事及本集團管理層截至二零一七年三月三十一日止年度之酌情花紅。

董事薪酬待遇詳情載於綜合財務報表附註12(a)。於回顧年度內，概無董事或其任何聯繫人參與決定其本身之薪酬待遇。

AUDIT COMMITTEE

The Board has established the Audit Committee with specific written terms of reference which clearly define its role, authority and function. As at the date of this report, the Audit Committee comprises three (3) members, all being independent non-executive Directors, namely Mr. Chan Pak Cheong Afonso (chairman of the Audit Committee), Hon. Shek Lai Him, Abraham, *GBS, JP* and Mr. Kwok Ka Lap, Alva. Mr. Chan Pak Cheong Afonso is a qualified accountant with extensive experience in financial reporting and controls as required by the Listing Rules. The Board has at all times complied with the requirements of Rule 3.21 of the Listing Rules for a minimum of three (3) non-executive Directors and at least one (1) of them is an independent non-executive Director with appropriate professional qualifications in the Audit Committee.

The principal duties of the Audit Committee include reviewing the Group's interim and final results prior to recommending them to the Board for its approval; making recommendation on the appointment of external auditor and acting as the key representative body for overseeing the Company's relations with its external auditor; and reviewing the Group's financial information and financial reporting system. The Audit Committee is also responsible for reviewing the adequacy and effectiveness of the Group's risk management and internal control systems, and the effectiveness of the internal audit function of the Company. The terms of reference of the Audit Committee have been published on the respective websites of the Stock Exchange and the Company. The Board has also adopted the internal control policy and the procedures for the employees of the Group to raise concerns about possible improprieties in financial reporting, internal controls or other matters. The Audit Committee has been delegated by the Board with the responsibility for reviewing such procedures and related arrangements. The Audit Committee has been provided with sufficient resources to perform its duties.

During the year ended 31st March, 2017, the Audit Committee held four (4) meetings. During these meetings, the members of the Audit Committee had reviewed and made recommendations for the Board's approval in respect of (i) the draft audited financial statements for the year ended 31st March, 2016 and the draft unaudited interim financial statements for the six months ended 30th September, 2016; (ii) the re-appointment of the external auditor for the Shareholders' approval at the AGM and the fees charged by the external auditor; (iii) the internal control practices; and (iv) the revised internal audit checklists of the Company. In addition to the review of the financial results, the Audit Committee had also held discussions and reviewed with the management and the external auditor of the Company on the changes in accounting standards and requirements which might affect the Group.

The Board and the members of the Audit Committee did not have any differences in opinion during the year ended 31st March, 2017.

審核委員會

董事會已成立審核委員會，並以書面訂明特定職權範圍，明確界定其角色、權力及職能。於本報告書日期，審核委員會由三(3)名成員組成，彼等均為獨立非執行董事，分別為陳百祥先生(審核委員會主席)、石禮謙，*GBS, JP*及郭嘉立先生。陳百祥先生為合資格會計師，於財務申報及監控方面具備上市規則所規定之豐富經驗。董事會一直符合上市規則第3.21條有關審核委員會最少三(3)名非執行董事且其中至少一(1)名獨立非執行董事具備適當專業資格之規定。

審核委員會之主要職責包括於提呈董事會批准前審閱本集團中期及末期業績；就委任外聘核數師提出推薦意見並以主要代表身份監察本公司與外聘核數師之關係；及審閱本集團財務資料以及財務申報制度。審核委員會亦負責檢討本集團風險管理及內部監控制度之充足性及有效性，以及本公司內部審核職能之有效性。審核委員會之職權範圍分別刊載於聯交所及本公司網站。董事會亦採納內部監控政策及本集團僱員就財務報告、內部監控或其他事宜之可能不正當行為而提出關注的程序。審核委員會獲董事會授權負責檢討有關程序及相關安排。審核委員會獲提供充裕資源以履行其職責。

截至二零一七年三月三十一日止年度，審核委員會曾舉行四(4)次會議。於該等會議上，審核委員會成員已審閱並向董事會提出推薦意見，以批准(i)截至二零一六年三月三十一日止年度之經審核財務報表草稿及截至二零一六年九月三十日止六個月之未經審核中期財務報表草稿；(ii)續聘外聘核數師以供股東於股東周年大會批准及外聘核數師所收取之費用；(iii)內部監控常規；及(iv)本公司之經修訂內部審核清單。除檢討財務業績外，審核委員會亦與本公司管理層及外聘核數師討論及審視可能影響本集團之會計準則及規定的變更。

截至二零一七年三月三十一日止年度，董事會與審核委員會成員並無任何意見分歧。

CORPORATE GOVERNANCE REPORT

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INVESTMENT COMMITTEE

The Board has established the Investment Committee which comprises any two (2) executive Directors. Specific written terms of reference were adopted to clearly define its role, authority and function.

The main responsibilities of the Investment Committee include (i) making recommendations to the Board on strategies and risk control policies for the Group's investments and reviewing the efficiency and effectiveness of their implementation; and relevant matters relating to acquisitions and disposals of, investments in assets, companies, businesses or projects, and their funding requirements; (ii) conducting necessary research and gathering necessary information before making any investment decisions; and (iii) reviewing financial performance of the investment portfolio of the Group. The Investment Committee has been provided with sufficient resources to perform its duties.

COMPANY SECRETARY

The Company Secretary is responsible for ensuring that Board procedures are followed and Board activities are effectively and efficiently conducted and for the Company's compliance with all obligations of the Listing Rules and all other relevant rules and regulations, including but not limited to the preparation, publication and despatch of the Company's annual and interim reports within the prescribed time limit as required by the Listing Rules and arrangement of Directors' CPD training as required by the CG Code.

In addition, the Company Secretary advises the Directors on their obligations for the disclosure of interests and dealings in the Company's securities, connected transactions and inside information and ensures that the standards and disclosures as required by the Listing Rules and all other relevant rules and regulations are fulfilled and, if required, shall be reflected in the annual and/or interim reports of the Company.

Mr. Wong Kim Man ("Mr. Wong") was appointed as the Company Secretary in replacement of Ms. Tam Lai Kwan Terry with effect from 21st March, 2017. Mr. Wong is an employee of the Group and confirmed that he had complied with all the qualifications, experience and training requirements as required by the Listing Rules since his appointment. The said change of the Company Secretary has been approved by the Board at a physical Board meeting pursuant to the Listing Rules.

投資委員會

董事會已成立投資委員會，由任何兩(2)名執行董事組成，並已採納以書面訂明之特定職權範圍，明確界定其角色、權力及職能。

投資委員會之主要職責包括(i)就本集團投資策略及風險監控政策向董事會提出推薦意見，並檢討其執行效率及效益，以及就有關收購和出售以及投資資產、公司、業務或項目之相關事宜及其融資要求向董事會提出推薦意見；(ii)作出任何投資決定前進行所需研究及收集所需資料；及(iii)審閱本集團投資組合之財務表現。投資委員會獲提供充裕資源以履行其職責。

公司秘書

公司秘書負責確保遵循董事會程序以及董事會活動有效及高效地進行，亦確保本公司遵守上市規則一切責任以及所有其他相關規則及規例，包括但不限於在上市規則所規定之期限內編製、刊發及發送本公司之年報及中期報告，以及遵照企業管治守則之規定為董事安排持續專業發展培訓。

此外，公司秘書就董事披露彼等於本公司證券之權益及買賣、關連交易及內幕消息方面之責任提供意見，確保遵守上市規則規定之標準及披露，以及符合所有其他相關規則及規例，並將於有需要時在本公司年報及／或中期報告中反映。

黃建文先生(「黃先生」)於二零一七年三月二十一日起獲委任為公司秘書，以替代譚麗群小姐。黃先生為本集團僱員及確認自其獲委任起已遵守上市規則所需一切有關資歷、經驗及培訓之規定。此公司秘書變更已根據上市規則透過實地舉行之董事會會議獲董事會批准。

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企業管治報告書

FINANCIAL REPORTING

The Directors acknowledge their responsibilities for preparing the financial statements for each financial period to give a true and fair view of the state of affairs of the Group and of the results and cash flows of the Group for that period. The Group has maintained a team of qualified accountants to oversee its financial reporting and other accounting-related issues in accordance with the relevant laws, rules and regulations.

In preparing the financial statements for the year ended 31st March, 2017, the Directors have selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the financial statements on a going concern basis. The Board is not aware of any material uncertainties relating to any events or conditions that may cause significant doubt upon the Group's ability to continue as a going concern. The statement of the external auditor of the Company regarding its reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report, which is set out on pages 84 to 89.

Pursuant to code provision C.1.2 of the CG Code, the management of the Company has been providing all members of the Board with monthly updates giving a balanced and understandable assessment of the Company's performance, position and prospects in sufficient detail to enable the Board as a whole and each Director to discharge their duties under Rule 3.08 and Chapter 13 of the Listing Rules.

財務申報

董事知悉彼等須負責就各財政期間編製財務報表，以真實及公平地反映本集團之事務狀況以及本集團於該期間之業績及現金流量。本集團擁有合資格會計師團隊，以根據相關法例、規則及規例監察其財務申報及其他會計相關事宜。

於編製截至二零一七年三月三十一日止年度之財務報表時，董事選定合適會計政策並貫徹應用及作出審慎、公平與合理之判斷及估計，並按持續經營基準編製財務報表。董事會並不知悉有關對本集團持續經營之能力可能構成重大疑問之事宜或情況之任何重大不明朗因素。本公司外聘核數師就其對本集團財務報表之申報責任所編製之聲明，載於第84至89頁之獨立核數師報告書。

根據企業管治守則之守則條文第C.1.2條，本公司管理層為所有董事會成員提供每月更新資料，充分詳列有關對本公司表現、狀況及前景所作出中肯且易於理解之評估，使董事會全體及各董事可根據上市規則第3.08條及第十三章履行彼等之職責。

CORPORATE GOVERNANCE REPORT

企業管治報告書

AUDITOR'S REMUNERATION

Deloitte Touche Tohmatsu (“Deloitte”) was re-appointed by the Shareholders at the last AGM held on 12th August, 2016 as the Company’s external auditor to hold office until the forthcoming AGM. For the year ended 31st March, 2017, the total auditor’s remuneration in respect of statutory audit and non-audit services provided by Deloitte is set out below:

核數師酬金

德勤•關黃陳方會計師行(「德勤」)於二零一六年八月十二日舉行之上屆股東周年大會上獲股東續聘為本公司外聘核數師，任期至應屆股東周年大會為止。截至二零一七年三月三十一日止年度，就德勤所提供法定審核及非審核服務之核數師酬金總額載列如下：

Services rendered	所提供服務	Fees paid/payable 已付／應付費用 HK\$'000 港幣千元
Statutory audit fee (Note)	法定審核費用(附註)	4,580
Fees for non-audit services:	非審核服務費用：	
Ad-hoc projects	特別項目	5,896
Review of interim results	審閱中期業績	682
Tax related service	稅務有關服務	137
Total auditor’s remuneration for the year	年內核數師酬金總額	11,295

Note: Statutory audit fee charged to profit and loss for the year ended 31st March, 2017 was HK\$4,689,000, comprising amounts of HK\$4,580,000 and HK\$109,000 paid and payable to Deloitte and other auditors of certain subsidiaries of the Company respectively.

附註：截至二零一七年三月三十一日止年度於損益扣除之法定審核費用為港幣4,689,000元，包括已付及應付德勤及本公司若干附屬公司之其他核數師之款項分別港幣4,580,000元及港幣109,000元。

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibility for maintaining a sound and effective system of risk management and internal control for reviewing its effectiveness, particularly in respect of the key controls on finance, operations and compliance through risk management assessment, to integrate into the Group’s business strategies and business operations.

The Board has adopted an internal control policy of the Group, which has been developed with a primary objective of providing general guidance and recommendations on a basic framework of risk management and internal control. The Company’s risk management and internal control systems include a well-established organisation structure, comprehensive policies and standards, periodic reviews on the implementation of the internal control systems in respect of operation, financial function and compliance of all the business of the Group including the newly acquired investments. Procedures have been designed to secure and safeguard assets against unauthorised use or disposition, to ensure maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication and to ensure compliance with the Group’s accounting policies and all applicable laws, rules and regulations.

風險管理及內部監控

董事會整體負責維持穩健及有效之風險管理及內部監控制度，並檢討其成效，特別是透過風險管理評估有關財務、營運及合規之主要監控，以便融入本集團之業務策略及日常營運。

董事會已採納本集團之內部監控政策，制定有關政策旨在就風險管理及內部監控之基本框架上提供一般指引及推薦意見。本公司之風險管理及內部監控系統包括完善之組織架構、全面之政策與準則，定期審閱本集團所有業務(包括新收購業務)之營運、財務職能及合規監控狀況之內部監控系統實施情況。本公司已制定程序確保及防止未經授權使用或棄置資產，並確保就提供可靠財務資料作內部或刊發用途維持完善會計記錄，以及確保符合本集團之會計政策及一切適用法例、規則及規例。

CORPORATE GOVERNANCE REPORT

企業管治報告書

RISK MANAGEMENT AND INTERNAL CONTROL (Cont'd)

The aim of the Group's internal control policy is to provide reasonable, but not absolute, assurance against material misstatement or loss, rather than to eliminate risks of failure in operational systems, and for achievements of the objectives of the Group. The Board is responsible for the design, implementation and monitoring of the Group's risk management and internal control systems on an ongoing basis and a cyclical review has been conducted on their effectiveness. The Board has also ensured that adequate resources have been spent on the Company's accounting, internal audit and compliance functions which are run by professional staff with appropriate qualifications, experience and training.

The Company has also established and maintained appropriate and effective systems and procedures for the handling and dissemination of inside information. The Board has adopted the policy on disclosure of inside information, pursuant to which an internal committee has been established to review and assess any material information which requires to be escalated for the attention of the Board and to be disclosed. Procedures have also been implemented for responding to external communications so that only designated personnel can respond to enquiries about the Company's affairs.

The internal audit function of the Group is an independent function that reports directly to the Audit Committee. During the year, the internal audit team has reviewed the Group's business operations, risk management and internal control system based on the internal audit work plan as approved by the Audit Committee. The Audit Committee periodically reviewed the internal audit checklists and reports prepared by the internal audit team which were subsequently presented to the Board for consideration and approval. The Board oversees the Group's risk management, including the identification and assessment of the key risks exposure of the Group and formulation of corresponding mitigating strategies and measures.

During the year under review, no significant irregularity or deficiency in risk management and internal control systems was required to draw the attention of the Audit Committee, and the Board reviewed the Group's risk management and internal control systems and considered them to be effective and adequate.

風險管理及內部監控(續)

本集團之內部監控政策旨在就重大錯誤陳述或遺漏提供合理但並非絕對保證，而非消除營運系統及達致本集團目標過程中之失效風險。董事會負責持續監督管理本集團風險管理及內部監控系統之設計、實施及監察，並已就其成效作出週期性檢討。董事會亦已確保本公司向具備適當資歷經驗和培訓並負責會計、內部審核及合規職能之員工提供充足資源。

本公司亦已就處理及發佈內幕消息制定及維持適當有效的制度及程序。董事會已採納內幕消息披露政策，並根據該政策成立內部委員會，以審閱及評估任何需要促請董事會垂注及予以披露之重大資料。本公司亦已實施程序應對外部通訊，確保只有指定人員方可回應有關本公司事務之提問。

本集團之內部審核職能屬獨立職能，直接向審核委員會匯報。年內，內部審核團隊已按照內部審核工作計劃(經審核委員會批准)檢討本集團之業務營運、風險管理以及內部監控系統。審核委員會定期審閱由內部審核團隊編製之內部審核清單及報告，其後提呈予董事會考慮及批准。董事會監察本集團之風險管理，包括識別及評估本集團所面對之主要風險，以及制定減低有關風險缺失之策略及措施。

於回顧年度內，風險管理及內部監控系統概無重大不當或不足之處須審核委員會注意，而董事會亦已檢討本集團之風險管理及內部監控制度並認為均屬有效及適當。

CORPORATE GOVERNANCE REPORT

企業管治報告書

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's business, financial condition and results of operations are subject to various risks and uncertainties. The principal factors have been identified and are set out below:

1. Associates and joint ventures

A large proportion of the Group's project developments and investments are carried out through associates and joint ventures. The Group may therefore expose to risks of having business partners who may withdraw from the joint ventures due to the change of their business strategies, take some unfavourable actions to the Group, fail to perform their duties and fulfill their obligations in accordance with the joint venture agreements, or undergo a change of ownership and control or experience material business and financial difficulties hindering their contributions to the joint venture projects.

2. Highly competitive industries

The Group's principal business operations face keen competition across the markets. Competition risks faced by the Group may include: (i) numerous developers undertaking property investment and development in the markets including Hong Kong where the Group's property business conducts; (ii) keen competition and pricing pressure from other developers; and (iii) competition with other hotels for guests.

3. Cooling measures on property markets

Due to the introduction of the government's cooling measures on property markets in regions where the Group conducts its business, the Group may experience market pressures to reduce effective prices for properties sale or rental.

4. Laws and regulations

The Group's activities on its investment and development properties are limited by zoning and other regulations. Development projects and hotel operation require government approvals or permits, and some of such approvals and permits may require an unexpected long period of time to be granted and issued, which may lead to a delay in completion of the project and adverse effects on the hotel operation. The authorities may also from time to time impose new regulations on property owners which may require the Group to increase manpower and incur additional costs and expenses to comply with such requirements, and in some cases, may adversely affect the Group's property sales performance.

主要風險及不確定因素

本集團之業務、財務狀況及經營業績受多項風險及不確定因素影響。已識別之主要因素載列如下：

1. 聯營公司及合營公司

本集團大部分項目發展及投資乃透過聯營公司及合營公司進行。因此，本集團承受業務夥伴可能因改變業務策略而退出合營公司；或可能無法根據合營安排履行其職責及義務；或可能出現擁有權或控制權變動；或因遭遇重大業務及財務困難而妨礙其對合營項目作出貢獻所涉及的風險。

2. 行業存在激烈競爭

本集團之主要業務面對市場上之激烈競爭。本集團面對之競爭風險包括：(i) 本集團經營物業業務所在市場，包括香港，存在大批從事物業投資及發展之發展商；(ii) 來自其他發展商之激烈競爭及定價壓力；及 (iii) 為吸引住客入住而與其他酒店競爭。

3. 冷卻樓市措施

由於本集團經營業務所在地區之政府推出冷卻樓市措施，本集團可能在市場壓力下調低物業之實際售價或租金。

4. 法律及規例

本集團涉及投資及發展物業之活動受分區及其他規例限制。發展項目及酒店營運必須取得政府批准或許可，而若干批准及許可或須經過一段無法預料之漫長時間始獲批出，以致項目延遲落成及對酒店營運構成不利影響。當局亦可能不時對物業業主實施新規例，導致本集團可能須就遵守有關規定而增加人手及承擔額外費用及開支，在若干情況下可能對本集團之物業銷售表現構成不利影響。

CORPORATE GOVERNANCE REPORT

企業管治報告書

PRINCIPAL RISKS AND UNCERTAINTIES (Cont'd)

5. Currency fluctuations

The results of the Group are recorded in Hong Kong dollars but its various subsidiaries, associates and joint ventures may receive revenue and incur expenses in other currencies, including Renminbi and Canadian Dollars. Any significant currency fluctuations on translation of the overseas accounts may therefore impact on the Group's results of operations, financial position and cash flow.

6. Global economic uncertainties

The outlook for the global economy and financial markets remains uncertain. In Hong Kong, social movements, negative sentiment towards inbound PRC tourists and consumer confidence continue to have adverse impact on the overall economy. Since 2014, China's economy has been facing downward pressure due to the sluggish foreign demand, excess production capacity and adjustments in the real estate market. The unprecedented Brexit may cast deep uncertainties over the future of the United Kingdom. These global economic uncertainties could adversely affect the business activities and the economic and market conditions globally.

7. Natural disaster

A natural disaster could result in severe personal injury, property damage and environmental damage, which may curtail the Group's operations.

COMMUNICATION WITH SHAREHOLDERS

Pursuant to code provision E.1.4 of the CG Code, the Board has adopted and will review from time to time the Shareholders' communication policy which was designed with the objective of ensuring that the Shareholders are provided with ready, equal and timely access to balanced and understandable information about the Company in order to enable them to exercise their rights in an informed manner.

The Company communicates with the Shareholders through the publication of annual and interim reports, announcements and circulars as well as the dissemination of additional information about the Group's activities, business strategies and developments. All such information is available on the Company's website at <http://www.itcproperties.com>.

The Board strives to maintain an ongoing and transparent communication with all the Shareholders and, in particular, use general meetings as a means to communicate with the Shareholders and encourage their participation.

主要風險及不確定因素 (續)

5. 貨幣波動

本集團之業績以港幣列賬，惟旗下之附屬公司、聯營公司及合營公司之收支則可能以其他貨幣為單位，包括人民幣及加拿大元，故在換算海外賬目上如出現任何重大貨幣波動，可能影響本集團之經營業績、財務狀況及現金流量。

6. 全球經濟存在不穩定因素

全球經濟及金融市場之前景仍欠明朗。香港方面，屢次出現社會運動、針對訪港中國旅客之不滿情緒及消費信心疲弱持續打擊整體經濟。自二零一四年以來，中國經濟因外來需求呆滯、產能過盛及房地產市場出現調整而備受下行壓力。英國前所未見脫歐或會為英國前景帶來深遠不明朗因素。上述全球性經濟不穩定因素足以對全球之商業活動以至經濟及市場狀況構成不利影響。

7. 自然災害

自然災害足以導致嚴重人身損傷、損毀財產及破壞環境，可能令本集團之業務營運縮減。

與股東之溝通

根據企業管治守則之守則條文第E.1.4條，董事會已採納並不時檢討股東通訊政策，旨在確保股東可隨時、公平並及時獲提供中肯且易於理解之本公司資料，讓彼等以知情方式行使其權利。

本公司透過刊發年報及中期報告、公佈及通函，以及發佈有關本集團活動、業務策略及發展之其他資料與股東溝通。所有該等資料可於本公司網站<http://www.itcproperties.com>查閱。

董事會致力與所有股東維持持續及高透明度之溝通，特別是透過股東大會與股東溝通，並鼓勵彼等參與。

CORPORATE GOVERNANCE REPORT

企業管治報告書

COMMUNICATION WITH SHAREHOLDERS (Cont'd)

During the year under review, Mr. Cheung Hon Kit, the Chairman, and representatives from Deloitte attended the AGM and were available to answer questions raised by the Shareholders at the meeting. Notice of not less than twenty (20) clear business days was sent to the Shareholders for the AGM. At the last AGM, a separate resolution in respect of each distinctively separate issue put forward for consideration was proposed by the chairman of the meeting, and voting on each resolution was conducted by poll with detailed procedures explained by the Company Secretary. The results of the poll were published on the respective websites of the Stock Exchange and the Company in compliance with the requirements of the Listing Rules.

The Bye-laws of the Company have been published on the respective websites of the Stock Exchange and the Company in compliance with Rule 13.90 of the Listing Rules.

SHAREHOLDERS' RIGHTS

Proposing a Person for Election as a Director

Pursuant to bye-law 88 of the Bye-laws, if a Shareholder wishes to propose a person other than a retiring Director for election as a Director at a general meeting, he/she can deposit a written notice at the Company's principal place of business in Hong Kong at Unit 3102, 31/F., Bank of America Tower, 12 Harcourt Road, Central, Hong Kong or at the branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. The period for lodgment of such notice will commence no earlier than the day after the despatch of the notice of the general meeting and end no later than seven (7) days prior to the date of such general meeting. The procedures for a Shareholder to propose a person for election as a Director at general meeting are set out in the "Corporate Governance" section of the Company's website at <http://www.itcproperties.com>.

Convening a Special General Meeting

Pursuant to bye-law 58 of the Bye-laws, Shareholder(s) holding at the date of deposit of the requisition not less than one-tenth (10%) of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require a special general meeting to be called by the Board. The requisition must state the purpose(s) of the meeting, and signed by the requisitionist(s) and deposited at the registered office of the Company at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda or its principal place of business in Hong Kong at Unit 3102, 31/F., Bank of America Tower, 12 Harcourt Road, Central, Hong Kong. Such meeting shall be held within two (2) months after the deposit of such requisition.

與股東之溝通 (續)

於回顧年度內，主席張漢傑先生及德勤之代表已出席股東周年大會，並於大會上回答股東提問。股東於股東周年大會舉行前不少於二十(20)個完整營業日接獲通知。於上屆之股東周年大會上，就各項須提呈考慮之個別特殊事項而言，大會主席已提呈獨立決議案，而各決議案亦已按股數投票，有關投票之詳細程序由公司秘書作出解釋。本公司已根據上市規則之規定分別於聯交所及本公司網站刊載投票結果。

本公司之公司細則已根據上市規則第13.90條於聯交所及本公司各自之網站刊載。

股東權利

提名人士參選董事

根據公司細則之第88條細則，如股東欲於股東大會提名個別人士(退任董事除外)參選董事，彼可將書面通知送交本公司於香港之主要營業地點，地址為香港中環夏慤道12號美國銀行中心31樓3102室，或香港股份登記及過戶分處卓佳秘書商務有限公司，地址為香港皇后大道東183號合和中心22樓。遞交該通知之期間不得早於寄發舉行股東大會通告翌日開始，且不得遲於該股東大會舉行日期前七(7)天結束。股東於股東大會建議選舉個別人士為董事之程序載於本公司網站<http://www.itcproperties.com>內「企業管治」一欄。

召開股東特別大會

根據公司細則之第58條細則，於遞交呈請日期持有本公司繳足股本不少於十分之一(10%)，並附帶權利可於本公司股東大會上投票之股東，將隨時有權向董事會或公司秘書遞交書面呈請，以要求董事會召開股東特別大會。呈請必須列明會議目的及由呈請者簽署，並送達本公司之註冊辦事處，地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda，或其於香港之主要營業地點，地址為香港中環夏慤道12號美國銀行中心31樓3102室。該大會須於遞交呈請後兩(2)個月內舉行。

CORPORATE GOVERNANCE REPORT

企業管治報告書

SHAREHOLDERS' RIGHTS (Cont'd)

Convening a Special General Meeting (Cont'd)

If the Board does not within twenty-one (21) days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionist(s), or any of them representing more than one-half of the total voting rights of all of them, may themselves convene a special general meeting, but any meeting so convened shall not be held after the expiration of three (3) months from the said date of the deposit of the requisition. Any reasonable expenses incurred by the requisitionist(s) by reason of the failure of the Board duly to convene a special general meeting shall be repaid to the requisitionist(s) by the Company.

Putting forward Proposals at General Meetings

Pursuant to Sections 79 and 80 of the Companies Act 1981 of Bermuda (as amended), (i) any number of Shareholders representing not less than one-twentieth (5%) of the total voting rights of all the Shareholders having at the date of the requisition a right to vote at the general meeting to which the requisition relates; or (ii) not less than one hundred (100) Shareholders, can submit a requisition in writing to the Company:

- (a) to give to the Shareholders entitled to receive notice of the next AGM notice of any resolution which may properly be moved and is intended to be moved at that meeting; and
- (b) to circulate to the Shareholders entitled to have notice of any general meeting sent to them any statement of not more than one thousand (1,000) words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

The written requisition must be signed by the requisitionist(s) and deposited at the registered office of the Company at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda with a sum reasonably sufficient to meet the Company's relevant expenses and not less than six (6) weeks before the meeting in case of a requisition requiring notice of a resolution and not less than one (1) week before the general meeting in case of any other requisition.

Enquiries to the Board

Shareholders may at any time send their enquiries and comments to the Board by addressing them to the Company Secretary by post to the Company's principal place of business in Hong Kong at Unit 3102, 31/F., Bank of America Tower, 12 Harcourt Road, Central, Hong Kong, or by email to info@itcproperties.com, or by fax at (852) 2858 2697.

股東權利 (續)

召開股東特別大會 (續)

倘董事會於遞交呈請日期起計二十一(21)天內未有正式召開有關大會，則呈請者或任何持有呈請者當中總投票權之過半數之呈請者可自行召開股東特別大會，惟有關召開之大會不得遲於由上述遞交呈請日期起計三(3)個月屆滿後召開。本公司須向呈請者支付因董事會未有正式召開股東特別大會而導致呈請者產生之任何合理開支。

於股東大會提呈議案

根據百慕達一九八一年公司法(經修訂)第79及80條，(i)於遞交呈請日期持有不少於全體股東總投票權(賦予於呈請所涉股東大會上之投票權)二十分之一(5%)之股東(不論人數)；或(ii)不少於一百(100)名股東，可向本公司遞交書面呈請：

- (a) 向有權接收下一屆股東周年大會通告之股東發出通知，以告知任何可能於該大會上正式動議並擬於會上動議之決議案；及
- (b) 向有權獲發送任何股東大會通告之股東傳閱不超過一千(1,000)字之陳述書，以告知於該大會上提呈之決議案所述事宜或將處理之事項。

書面呈請須經呈請者簽署及送達本公司之註冊辦事處，地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda，並交付一筆足以應付本公司相關開支之合理款項。倘為對決議案通知規定之呈請，須於股東大會舉行前不少於六(6)星期前送達；倘為任何其他呈請，則須於股東大會舉行前不少於一(1)星期前送達。

向董事會查詢

股東可隨時將彼等對董事會之查詢及意見以郵遞方式寄交本公司於香港之主要營業地點，地址為香港中環夏慤道12號美國銀行中心31樓3102室，或電郵至info@itcproperties.com，或傳真至(852) 2858 2697，註明公司秘書收。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告書

ABOUT THE ESG REPORT

ITC Properties Group Limited (the “Company”) and its subsidiaries (the “Group”) are principally engaged in property development and investment in Macau, the People’s Republic of China (the “PRC”), Hong Kong and Canada. The Group is also engaged in the development, investment and operation of hotels and leisure business in the PRC, Hong Kong and Canada, securities investments and the provision of loan financing services. The Company is pleased to present its first ever Environmental, Social and Governance (“ESG”) Report of the Group for the year ended 31st March, 2017 (the “ESG Report”) which has been reviewed and approved by the board of the Company (the “Board”).

With its corporate philosophy of “be well-positioned as to location, timing and strategy to maximize returns for the Company and its shareholders (the “Shareholders”)” and “be persistent in excellent development design and execution” as its guiding principles, the Company is embedded with a strong corporate culture for corporate social responsibilities that forms an integral part of its business strategies. The Group endeavours to create a harmonious and sustainable community through cultivating its responsible corporate citizenship and integrates ESG concerns into its businesses and operations with an aim of aligning the interests and benefits of its valuable Shareholders, key stakeholders, the wider community, the society at large and the environment as a whole.

REPORTING FRAMEWORK AND SCOPE

The ESG Report was prepared in accordance with the ESG Reporting Guide (the “ESG Guide”) set out in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”).

The ESG Report covers the reporting period from 1st April, 2016 to 31st March, 2017 (the “Reporting Period”) and summarizes the ESG-related policies, initiatives and performances of the Group’s principal operations in the property and hotel businesses during the Reporting Period with reference to the “comply or explain” reporting requirements covering “general disclosures” and “environmental key performance indicators” as set out in the ESG Guide.

The ESG Report is published at the respective websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.itcproperties.com>) in both English and Chinese.

關於環境、社會及管治報告書

德祥地產集團有限公司(「本公司」)及其附屬公司(「本集團」)主要於澳門、中華人民共和國(「中國」)、香港及加拿大從物業發展及投資。本集團亦於中國、香港及加拿大從事發展、投資及營運酒店及消閒業務、證券投資及提供貸款融資服務。本公司欣然提呈本集團於截至二零一七年三月三十一日止年度的第一份環境、社會及管治(「環境、社會及管治」)報告書(「環境、社會及管治報告書」)該報告書已經本公司之董事會(「董事會」)審閱和批准。

以「洞燭先機、選點計策、把握盛期、嚴守理念，為本公司及其股東(「股東」)創富」為其企業理念和「貫切高質素的發展項目設計並切實執行」為其指引原則，本公司就企業社會責任擁有強大的企業文化並為其業務策略的組成部份。本集團致力於透過培育其為負責任的企業公民，創造一個和諧和可持續的社區及就環境、社會及管治關注以融入其業務和營運，旨在為其寶貴股東、主要持份者、廣泛社區、整個社會及整體環境調整利益和福利。

報告框架及範疇

環境、社會及管治報告書根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄二十七載列的環境、社會及管治報告指引(「環境、社會及管治指引」)而編製。

環境、社會及管治報告書涵蓋由二零一六年四月一日至二零一七年三月三十一日的報告期(「報告期」)和概述本集團主要營運的物業和酒店業務的環境、社會及管治相關政策、倡議和表現並參考環境、社會及管治指引載列涵蓋「一般披露」和「環境關鍵績效指標」之「不遵守就解釋」的報告規定。

環境、社會及管治報告書各自於聯交所(<http://www.hkexnews.hk>)及本公司(<http://www.itcproperties.com>)之網站以中英文刊載。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告書

STAKEHOLDER ENGAGEMENT AND MATERIALITY ASSESSMENT

The Board has an overall responsibility of the ESG strategy and reporting as set out in the ESG Guide. The Group has established an ESG reporting team to engage its management and employees across functions in order to identify the relevant ESG issues for its businesses and operations and demonstrate its continued commitment to stakeholder engagement in pursuing its sustainable growth and development.

The Group values materiality identification and assessment and develops a structured stakeholder communication system so as to meet its key stakeholders' concerns and expectations from time to time in line with the ESG Guide. The Group communicates with its key stakeholders by maintaining on-going and comprehensive communication channels during the Reporting Period to enhance their active participation in its corporate development and strategy setting and to facilitate its understanding of their concerns and expectations relating to the ESG issues.

持份者參與及重要性評估

董事會乃全權負責環境、社會及管治指引載列之環境、社會及管治策略和報告。本集團已成立環境、社會及管治報告團隊，致使其管理層和各職能員工參與，以便為其業務和營運確定相關的環境、社會及管治事宜和展現其對持份者參與的持續承諾以尋求其可持續增長和發展。

本集團重視重要性的確定和評估，並制定一個結構性的持份者溝通制度，不時根據環境、社會及管治指引以符合主要持份者的關注和期望。於報告期內，本集團透過持續和全面的溝通渠道與其主要持份者溝通，以加強彼等積極參與其企業發展和策略設置，及促進其理解彼等對環境、社會及管治有關事宜的關注和期望。

Key Stakeholders 主要持份者	Communication Channels 溝通渠道	Expectations 期望
1. <i>Shareholders and investors</i> 股東和投資者	<ul style="list-style-type: none"> Annual and interim reports 年報和中期報告 Announcements and circulars 公佈及通函 General meetings 股東大會 Meetings and interviews 會議和訪問 Press releases 新聞發佈會 Website 網站 	<ul style="list-style-type: none"> Financial performance 財務表現 Corporate transparency 企業透明度 Sustainable development 可持續發展 Social investment 社會投資
2. <i>Customers</i> 顧客	<ul style="list-style-type: none"> Daily operations 日常營運 Events 活動 Brochures and leaflets 小冊子及單張 	<ul style="list-style-type: none"> Quality products and services 優質產品和服務 Data privacy 資料私隱 Business integrity and conduct 業務誠信和行為
3. <i>Employees</i> 僱員	<ul style="list-style-type: none"> Training programs, seminars and briefing sessions 培訓計劃、研討會和簡報會 New hire orientation 新員工入職講座 Regular performance reviews 定期表現評估 Meetings and discussions 會議和討論 Charitable activities 慈善活動 Employees activities 僱員活動 	<ul style="list-style-type: none"> Health and safety 健康與安全 Remuneration and benefits 薪酬和福利 Career development 職業發展 Equal opportunities 平等機會

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告書

STAKEHOLDER ENGAGEMENT AND MATERIALITY ASSESSMENT (Cont'd) 持份者參與及重要性評估 (續)

Key Stakeholders 主要持份者	Communication Channels 溝通渠道	Expectations 期望
4. Suppliers and contractors 供應商和承建商	<ul style="list-style-type: none"> • Quotations 報價 • Contracts and agreements 合同和協議 • Tenders 投標 • After-sale services 售後服務 	<ul style="list-style-type: none"> • Product quality and safety 產品質量與安全 • Corporate reputation 企業信譽 • Environmental responsibilities 環境責任 • Long-term relationship 長期合作關係 • Supply chain responsibilities 供應鏈責任
5. Business partners 業務合作夥伴	<ul style="list-style-type: none"> • Mutual development and sharing of resources 相互發展和共享資源 • Joint projects 合作項目 • Cooperation 合作 	<ul style="list-style-type: none"> • Mutual trust and synergies 相互信任和協同效應 • Long-term partnership 長期合作夥伴關係
6. Community 社區	<ul style="list-style-type: none"> • Charitable donation 慈善捐贈 • Community investment 社區投資 • Volunteering activities 志願活動 	<ul style="list-style-type: none"> • Social contribution 社會貢獻 • Environmental responsibilities 環境責任
7. Regulatory bodies and government authorities 監管機構和政府機關	<ul style="list-style-type: none"> • Compliance management 合規管理 • Meetings 會議 • Seminars 研討會 	<ul style="list-style-type: none"> • Compliance 合規 • Laws, regulations and practices 法律、法規和常規 • Business ethics 商業道德 • Community participation 社區參與

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告書

During the Reporting Period, the Group obtained feedbacks from its key stakeholders through the above communication channels and then launched a materiality analysis to identify the material ESG issues. The results are summarized in the following table:

於報告期內，本集團透過上述的溝通渠道取得主要持份者的意見，並開展重要性分析以鑒別重要環境、社會及管治事宜。結果於下表中概述：

Subject Areas 主要範疇	ESG Aspects 環境、社會及管治層面	Material ESG Issues 重要環境、社會及管治事宜
A. Environmental 環境	A1. Emissions 排放物	<ul style="list-style-type: none"> Air Emissions 廢氣排放 Waste Management 廢物管理 Greenhouse Gas Emissions 溫室氣體排放
	A2. Use of Resources 資源使用	<ul style="list-style-type: none"> Energy Consumption 耗能量 Water Consumption 耗水量
	A3. The Environment and Natural Resources 環境及天然資源	<ul style="list-style-type: none"> Indoor Air Quality 室內空氣質量 External Lightings 戶外照明 Noise Management 噪音管理 Workplace Hygiene 工作環境衛生
B. Social 社會	<i>Employment and Labour Practices</i> 僱傭及勞工常規	
	B1. Employment 僱傭	<ul style="list-style-type: none"> Employment Practices and Relations 僱傭常規和關係
	B2. Health and Safety 健康與安全	<ul style="list-style-type: none"> Workplace Health and Safety 工作環境健康與安全
	B3. Development and Training 發展及培訓	<ul style="list-style-type: none"> Talent Development 人才發展
	B4. Labour Standards 勞工準則	<ul style="list-style-type: none"> No Child and Forced Labour 防止童工及強制勞工
	<i>Operating Practices</i> 營運慣例	
	B5. Supply Chain Management 供應鏈管理	<ul style="list-style-type: none"> Fair and Green Procurement Practices 公平和綠色採購常規
	B6. Product Responsibility 產品責任	<ul style="list-style-type: none"> Products and Services Standards 產品和服務標準 Customer Services 顧客服務 Data Privacy and Information Security 資料私隱和信息安全 Fair Marketing 公平營銷 Protection of Intellectual Property Rights 保護知識產權
B7. Anti-corruption 反貪污	<ul style="list-style-type: none"> Anti-bribery and Anti-corruption 反賄賂和反貪污 	
<i>Community</i> 社區		
B8. Community Investment 社區投資	<ul style="list-style-type: none"> Corporate Citizenship 企業公民 	

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告書

A. ENVIRONMENTAL

With a view to undertaking environmental protection as part of the Group's corporate responsibilities and achieving sustainable development in its business operations, the Group has implemented a number of green management measures and initiatives, such as reducing carbon emissions, increasing energy efficiency and conserving natural resources in order to deliver its long-standing commitment to the environmental protection according to its environmental policies.

During the Reporting Period, the Group was not aware of any material non-compliance with relevant laws and regulations relating to the environmental issues.

A1. Emissions

As a property developer, the Group understands that its business activities inevitably give rise to certain environmental impacts, especially due to the air emissions, water discharges and wastes generated directly or indirectly from its operations. Therefore, the Group strives to conduct its businesses in a responsible manner according to its Waste Management Policy and encourages sound environmental management practices to reduce the air emissions and greenhouse gases, waste disposal and generation of hazardous and non-hazardous wastes, aiming at achieving sustainable development for the Group, the wider community, the society at large and the environment as a whole.

Air Emissions

Although no significant air emissions were generated directly from the Group's operations during the Reporting Period since the construction activities of its development projects have been outsourced, the Group has been working closely with its contractors in minimizing the impacts resulted from their work on the environment.

The Group has taken its initiative in joining the Leadership in Energy and Environmental Design ("LEED") programme, the world's leading green building standard which covers both the design and construction of the properties the Group developed. The Group has required its contractors to adopt a series of air emission reduction measures so as to minimize the negative environmental impacts and fulfill the LEED requirements. The Group has monitored its contractors' environmental protection practices regularly by requiring the submission of monthly reports of their green performance including pollution controls.

A. 環境

以保護環境作為本集團企業責任的一部份，並於其業務營運實現可持續發展，本集團已推行一系列環保管理措施和倡議，如減少碳排放、提高能源效益和節約天然資源，根據其環境政策以履行其對環境保護的長期承諾。

於報告期內，本集團未有發現任何嚴重違反與環境有關的相關法律和法規的事宜。

A1. 排放物

作為物業發展商，本集團明白其業務活動會對環境產生不可避免的若干影響，特別是由其營運直接或間接產生的廢氣排放、排水及廢物。因此，本集團致力根據其廢物管理政策以負責任的態度經營其業務和鼓勵採取健全的環境管理常規，以減少廢氣排放和溫室氣體、廢物處置及產生有害和無害廢物，旨在為本集團、廣泛社區、整個社會和整體環境實現可持續發展。

廢氣排放

於報告期內，由於本集團已對外承包發展項目的建造工程，故此營運上沒有直接產生大量廢氣排放，但本集團一直與承建商保持緊密合作，以盡量減少對環境所造成的影響。

本集團主動參與領先能源與環境設計(「LEED」)計劃，該計劃為世界領先的綠色建築標準，且涵蓋本集團已發展物業的設計和建造。本集團已要求其承建商採取一系列廢氣減排措施，以盡量減低對環境的負面影響，並符合LEED的規定。本集團已定期監察其承建商的環保常規，包括每月由承建商呈交污染監控的環保表現報告。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告書

A. ENVIRONMENTAL (Cont'd)

A1. Emissions (Cont'd)

Air Emissions (Cont'd)

Two of the Group's properties, namely "Rosedale Hotel Kowloon" and "yoo Residence", have achieved the LEED GOLD standard while "Le Petit Rosedale Hotel" is currently in the certification process for the same standard.

In addition to managing the emissions from outsourced construction activities, the Group has used non-chlorofluorocarbon (CFC) based refrigerants in the air-conditioning systems to avoid the depletion of the ozone layer, and deployed hydro-vent system to effectively filter oil and odour from the exhaust of kitchens operating in the hotels, and low emitting materials have been used for adhesives, sealants, paints and coatings in property projects. Regular cleaning of the exhaust fan and air dust are conducted.

Waste Management

Being committed to taking part in the waste management, the Group upholds its Waste Management Policy in applying the "4Rs" (i.e. "reduce", "reuse", "recycle" and "replace") waste management principles on the proper handling and disposal of all wastes generated in compliance with the relevant laws and regulations. These principles have been incorporated into the Group's property projects, hotel operations as well as other business activities.

Although the construction wastes were not directly generated by the Group during the Reporting Period, the Group shouldered its responsibility by monitoring the waste management practices of its contractors. The contractors have been required to develop and implement construction waste management plans for proper handling and disposal of wastes. They were also encouraged to recycle or salvage non-hazardous construction and demolition debris. In particular, recycling bins, paper recycling boxes and steel scraps recycling area have been designated to facilitate better waste management. Regular training on waste handling and reduction have also been provided to site workers. In addition, staff are requested to enhance the accuracy of materials budgeting to avoid wastage.

During the Reporting Period, the major type of waste generated from the Group's direct-managed activities was paper used for work-related purposes, amounting to 8.997 tonnes¹.

¹ The purchase quantity of the above item by the Group during the Reporting Period has been considered as the amount disposed.

A. 環境 (續)

A1. 排放物 (續)

廢氣排放 (續)

本集團其中兩個物業，即「九龍珀麗酒店」及「yoo Residence」，均已獲取LEED金級認證，而「香港珀麗尚品酒店」目前亦在同一級別的認證過程中。

除管理對外承包的建造活動所產生的排放外，本集團於空調系統中已使用非氯氟碳化合物(CFC)的製冷劑，以避免破壞臭氧層、並配置水壓排放系統有效地過濾酒店廚房排出的油煙和氣味，而於物業項目中亦使用低排放物料的粘合劑、密封劑、油漆和塗料。定期進行清洗排氣風扇和通風管道。

廢物管理

本集團致力參與廢物管理，堅持其廢物管理政策的「環保四用」之原則(即「減少使用」、「重複使用」、「循環再用」及「回收再用」)，按照相關法律和法規妥善處理和處置所產生的所有廢物。這些原則已納入在本集團的物業項目、酒店營運及其他業務活動中。

於報告期內，雖然本集團並沒有直接產生建築廢物，但本集團仍承擔其責任並監督其承建商的廢物管理常規。本集團規定承建商制定和推行建築廢物管理計劃，以妥善處理和處置廢物，並鼓勵彼等循環使用或再利用無害的建築和拆卸碎片。尤其指定使用回收箱、廢紙回收箱及鋼屑回收區，以進行更有效的廢物管理。此外，定期向工地人員提供廢物處理及減廢的培訓。同時亦要求員工提高物料預算的準確性以避免浪費。

於報告期內，本集團直接管理活動所產生的主要廢物類型為用於工作有關用途的紙張，數量為8.997噸¹。

¹ 於報告期內，本集團就上述項目的購買數量已被視為處置數量。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告書

A. ENVIRONMENTAL (Cont'd)

A1. Emissions (Cont'd)

Waste Management (Cont'd)

Furthermore, there were no significant hazardous wastes produced directly from its operations during the Reporting Period.

The Group has implemented various waste handling and reduction measures across its operations. Internally, a waste classification system in its offices for recycling and reuse has been established to alleviate burden on landfills. The general non-hazardous wastes, such as kitchen wastes, bottles, paper, etc. are properly handled in an environmentally responsible manner on a regular basis. In addition, recycling facilities have been placed in its operations as well. Used kitchen oil from its hotel operations have been collected and recycled by licensed contractors. The procurement of environmentally friendly consumables was encouraged to be made by the recycled materials with minimal packaging and was reusable. Meanwhile, used computers and other accessories were donated to charitable organizations. Besides, the Group has substituted paper materials to electronic ones and making double-sided printing as a mandate for reducing paper waste. Used paper with no confidential information have been reused, while shredded paper have been sent for recycling. Most of the paper consumed by the Group was Forest Stewardship Council (FSC) certified.

Greenhouse Gas Emissions

The Group's major sources of the carbon emissions were from the consumption of electricity, water and disposal of wastes. During the Reporting Period, there were 3,039.48 tonnes of the carbon dioxide equivalent (CO₂e)² generated from its direct operations, with an intensity of 0.0161 kg CO₂e per Hong Kong dollar of revenue. The Group has put in place a series of initiatives to help reduce its carbon footprint. Please refer to the "A2. Use of Resources" section below for details.

During the Reporting Period, the Group was not aware of any material non-compliance with relevant laws and regulations and it did not have any major incident relating to environmental pollution.

2 Carbon emissions are calculated with reference to the Greenhouse Gas Protocol using carbon conversion factors published by the Environmental Protection Department and electricity providers.

A. 環境 (續)

A1. 排放物 (續)

廢物管理 (續)

此外，於報告期內，本集團沒有因其營運直接產生重大的有害廢物。

本集團於其營運中已推行各種廢物處理和減少措施。在內部措施方面，辦公室已設立用於回收再造和重用的廢物分類系統，以減輕堆填區的負擔。一般無害的廢物，如廚房廢物、瓶子、紙張等等，以對環境負責任的方式定期妥善處理。此外，本集團已在營運中設置了回收再造設施。來自其酒店業務的二手廚房油已由持牌承包商收集和回收。本集團鼓勵採購由回收物料製成而具有最少包裝和可重複使用的環保消耗品。同時，二手電腦和其他配件已捐贈予慈善機構。此外，本集團以電子方式替代紙張材料，並利用雙面打印方式以減少紙張浪費。不涉及機密資料的紙張會被重用，而碎紙則會被回收。本集團大部份消耗的紙張均為森林管理委員會 (FSC) 認證。

溫室氣體排放

本集團碳排放的主要來源為耗電、耗水和廢物處置。於報告期內，其直接營運所產生的二氧化碳當量 (二氧化碳當量)² 為 3,039.48 噸，每港元收益的密度為 0.0161 千克二氧化碳當量。本集團已推行一系列的措施，有助減少其碳足跡，詳情請參考「A2. 資源使用」一節。

於報告期內，本集團未有發現任何嚴重違反與環境污染有關的相關法律和法規的情況及嚴重事故。

2 碳排放量乃參考環境保護署和電力供應商公佈之碳轉換係數，根據「溫室氣體議定書」所載之方法計算。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告書

A. ENVIRONMENTAL (Cont'd)

A2. Use of Resources

Aiming at achieving operational optimization, the Group advocates the effective and efficient use of resources and enhances the recycling and reuse of wastes and resources in order to make a positive difference for both the global environment through the conservation of resources and its financial performance. In view of achieving its sustainable development in the environmental performance, the Group has implemented its Environmental Policy to endeavour its efforts in lowering energy and water consumption not only in the stages of operations but throughout life-cycle and carbon footprints in its business operations and resulting in a reduction of its operating costs in the short run and improving its operational efficiency in the long run.

As energy and water were the Group's two major types of resources during the Reporting Period, the respective consumption and reduction measures are listed as follows:

Energy Consumption

During the Reporting Period, the Group's main types of energy consumption were summarized in the following table:

Type of energy 能源類型	Unit 單位	Property Projects 物業項目		Hotel Operations 酒店營運		Offices 辦公室	
		Amount ³ 數量 ³	Intensity (by gross floor area) 密度 (按建築面積)	Amount ³ 數量 ³	Intensity (by room- night) 密度 (按房晚)	Amount ³ 數量 ³	Intensity (by gross floor area) 密度 (按建築面積)
Electricity 電力	kWh 千瓦時	44,092	13.29	4,439,886	28.72	335,416	134.27
Towngas 煤氣	Unit 單位	-	-	23,329	0.15	-	-
Diesel 柴油	L 公升	38,235	11.52	-	-	-	-

3 The amounts represent the energy directly consumed and controlled by the Group, as well as those used and reported by its contractors during the Reporting Period.

A. 環境 (續)

A2. 資源使用

旨在實現營運優化，本集團提倡有效和高效使用資源及加強循環再用和重複使用廢物和資源，並透過資源保護和其財務表現對全球環境產生積極的影響。就環境表現實現其可持續發展，本集團已推行其環境政策，致力不僅於日常營運階段，而於其業務營運的整個週期和碳足跡中努力減低耗能量和耗水量，並於短期內減低其營運成本，從長遠來看提高其營運效益。

於報告期內，本集團的兩大主要資源為能源和水，各自的消耗量和減少措施列舉如下：

耗能量

於報告期內，本集團主要耗能量概述如下表：

3 數量指本集團直接消耗和控制的能源，以及其承建商於報告期內已使用和報告的能源。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告書

A. ENVIRONMENTAL (Cont'd)

A2. Use of Resources (Cont'd)

Energy Consumption (Cont'd)

The Group has implemented a series of reduction measures in its offices, property projects and hotel operations to help reduce its energy consumption as follows:

- implementation of building management system (BMS) and installation of devices for monitoring of energy consumption;
- use of high energy efficiency fans, pumps and chiller with auto sequencing programme for machineries;
- adoption of low lighting power density (LPD) standard and use of energy efficient lightings;
- achieving the LEED standard on energy efficient building design;
- use of chiller heat recovery for hot water supply;
- regular reporting of energy consumption and resources usage;
- procurement of energy saving electrical appliances, including those being accredited with Energy Star® or The Electronic Product Environmental Assessment Tool (EPEAT); and
- implementation of key card system to save energy when the hotel room is empty.

A. 環境 (續)

A2. 資源使用 (續)

耗能量 (續)

本集團在辦公室、物業項目及酒店營運中實行一系列的減低耗能量措施如下：

- 推行樓宇管理系統(BMS)和安裝監測耗能量的設備；
- 使用高效能風機、泵和設有自動排序的冷卻機組的機械；
- 採用低照度功率密度(LPD)標準和使用節能照明；
- 達致節能建築設計的LEED標準；
- 使用冷卻機組熱能回收進行熱水供應；
- 定期報告耗能量和使用資源情況；
- 採購節能的電器，包括已取得能源之星®或電子產品環境影響評估工具(EPEAT)的認證；及
- 酒店房間空置時推行鑰匙卡系統以節約能源。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告書

A. ENVIRONMENTAL (Cont'd)

A2. Use of Resources (Cont'd)

Energy Consumption (Cont'd)

In addition, the Group promotes environmental protection among its employees by enhancing their awareness about energy conservation through establishment of a low-carbon workplace by electricity and paper economization in its daily operations, including a diverse set of the following energy saving programs:

- habit of turning off electrical appliances and lights during lunch hours and for office spaces not in use;
- installation of LED lighting in all office areas and business areas to further reduce energy consumption;
- control of temperature settings of air conditioners in places of business and offices to save energy, and perform regular cleaning maintenance to ensure energy efficiency;
- switching off office equipment and electrical appliances to energy-saving mode when not in use;
- use of green signages and energy saving tips to promote best practices and increase staff awareness;
- duplex printing and copying, recycling used paper and scrapping of paper for notepads; and
- telephone conferencing meetings instead of face-to-face meetings for counterparties in different locations.

A. 環境 (續)

A2. 資源使用 (續)

耗能量 (續)

此外，本集團在日常營運中透過節約用電和用紙營造一個低碳工作環境，以提高其僱員的節能意識，藉以推動對環保觀念，其中包括以下一系列的節能計劃：

- 於午餐時段及辦公室不使用時段關掉電器和燈光的習慣；
- 於所有辦公範圍和業務範圍安裝LED照明，以進一步降低耗能量；
- 調節業務和辦公室範圍的空調溫度，以節省能源，並定期進行清潔保養以確保能源效益；
- 把辦公設備和電器在不使用時段設換為節能模式；
- 使用綠色標誌和節能提示，以宣傳最佳常規和增加員工的意識；
- 雙面打印和影印、循環再用廢紙和將廢紙改作記事簿；及
- 以電話會議方式進行會議，替代在不同地點進行的面對面會議。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告書

A. ENVIRONMENTAL (Cont'd)

A2. Use of Resources (Cont'd)

Water Consumption

During the Reporting Period, the total amount of water consumed by the Group⁴ was 41,523 m³, with detailed consumption and intensity summarized in the following table:

	Unit 單位	Property Projects 物業項目		Hotel Operations 酒店營運		Offices 辦公室	
		Amount 數量	Intensity (by gross floor area) 密度 (按建築面積)	Amount 數量	Intensity (by room- night) 密度 (按房晚)	Amount 數量	Intensity (by gross floor area) 密度 (按建築面積)
Use of Water 用水	m ³ 立方米	1,350	0.4069	39,968	0.2585	205	0.0821

Water usage is integral to the Group's property and hotel businesses. In order to consume water responsibly throughout its operations, the Group has formulated the following water conservation initiatives which not only bring about environmental benefits but also reduce water usage across its offices, property projects and hotel operations:

- installation of water efficient and/or low-flow water fixtures including faucet and showerhead;
- achieving the LEED standard on water efficient building design;
- reuse of water to maximize utilization;
- reduction of irrigation water by growing plants which are suitable for the climate of Hong Kong;
- regular reporting of water consumption and saving measures; and
- promotion of water saving awareness and best practices.

Packaging Materials

During the Reporting Period, no material packaging materials were identified by the Group due to its business nature.

⁴ The amount represents the water consumed and controlled by the Group in its offices, property projects and hotel operations, as well as those used and reported by its contractors during the Reporting Period.

A. 環境 (續)

A2. 資源使用 (續)

耗水量

於報告期內，本集團的總耗水量⁴為41,523立方米，下表詳細概述耗量和密度：

用水為本集團物業及酒店業務的主要部份。為使整個業務過程中能負責任地用水，本集團已制定以下節約用水措施，不僅為環境帶來效益，而且亦能減少其辦公室、物業項目和酒店業務的用水量：

- 安裝節約用水及／或低流量的設施包括水龍頭和淋浴花灑頭；
- 達致水利建築設計的LEED標準；
- 最有效地再重用水；
- 種植適合香港氣候的植物以減少灌溉用水；
- 定期報告耗水量和節約措施；及
- 提高節約用水的意識及宣傳最佳常規。

包裝材料

於報告期內，本集團因其業務性質確定沒有大量包裝材料。

⁴ 於報告期內，數量指本集團在辦公室、物業項目及酒店營運中所消耗和控制的用水量，以及承建商已使用及報告的用水量。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告書

A. ENVIRONMENTAL (Cont'd)

A3. *The Environment and Natural Resources*

In order to assist in the creation of a green living environment, the Group is a supporter of environmental protection with an aim to constantly improving operational efficiencies and reducing adverse operational impacts on the global environment through its Environment and Natural Resources Policy with various initiatives, including implementation of long-term environmental initiatives, introduction of eco-friendly low-carbon measures to minimize wastage in its daily operations and business management, and promotion of resource-efficient and environmentally-responsible green building design.

The Group regularly evaluates its business activities and operations to identify potential environmental risks and timely implements mitigating actions to ensure that adequate controls and measures are in place. The Group upholds its environmental protection policies with various measures in its ordinary course of business development. The Group has adopted the LEED building rating system, which addresses the whole life cycle of the property and can lower its operating costs and increase its value, conserve energy and natural resources. A number of projects of the Group are awarded with LEED certification through incorporating green features and meeting stringent environmental standards, including the residential and hotel development projects in Hong Kong and Macau. Meanwhile, the Group aims at minimizing the impact of construction and improving building performance in order to achieve sustainable and environmental building development. The Group also sponsored the PRC environmental fund for the course of environmental protection.

During the Reporting Period, the Group has dedicated its efforts in improving the following environmental issues:

Indoor Air Quality

The Group recognizes the importance of indoor air quality to human health. Ventilating systems with ventilation rate which is 30% higher than the standard set by American Society of Heating, Refrigerating and Air-Conditioning Engineers have been used in the Group's property projects. Meanwhile, at the Group's offices, regular cleaning of dust filters has been performed by the respective building managers. Air purifiers have also been used to control airborne allergens, viruses, bacteria and odours. The Group has committed to use materials with minimal or no Volatile Organic Compound (VOC) as possible for its renovation and pest control work to maintain high air quality for its employees and guests.

A. 環境(續)

A3. 環境及天然資源

為協助創造一個綠色的生活環境，本集團作為環境保護的支持者，旨在透過其環境和天然資源政策與各種措施，包括推行長遠環保措施、在日常營運和業務管理中採用環保低碳措施以盡量減少廢物、並提倡節約資源和對環境負責任的綠色建築設計，藉以不斷提高營運效益和減少對全球環境不利的經營影響。

本集團定期評估其業務活動和營運，以確定潛在的環境風險，並及時推行減緩行動，以確保採取適當的監控和措施。本集團在日常業務發展過程中，採取多項措施維護環保政策。本集團已採用LEED建築評級制度，適用於物業的整個生命週期和可減低其營運成本以及增加其價值、節約能源和天然資源。本集團的多個項目透過加入環保特點及符合嚴格的環保標準，獲頒發LEED認證，包括香港及澳門的住宅及酒店發展項目。同時，本集團旨在盡量減少建造的影響和提高建築表現，以實現可持續和環境建設發展。本集團亦就環境保護的過程中贊助中國環境保護基金。

於報告期內，本集團致力於改善以下有關環境的事宜：

室內空氣質量

本集團認識到室內空氣質量對人體健康的重要性。本集團物業項目採用的通風系統的通風量較美國採暖、製冷和空調工程師協會設定的標準高30%。同時，在本集團的辦公室裏，相關樓宇管理經理已定期清洗防塵過濾器，亦使用空氣淨化器以控制空氣中的過敏原、病毒、細菌和氣味。本集團承諾盡可能使用少量或不含揮發性有機化合物(VOC)的物料進行翻新及除蟲工作，為其僱員和客人保持高空氣質量。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告書

A. ENVIRONMENTAL (Cont'd)

A3. The Environment and Natural Resources (Cont'd)

External Lightings

To uphold the slogan of “go green” and minimize light nuisance and electricity consumption, “Rosedale Hotel Kowloon” has taken initiatives in joining the “Charter on External Lighting” of the Environment Bureau (“EB”) to voluntarily switching off all lighting installations of decorative, promotional or advertising purposes that affect outdoor environment from 23:00 to 07:00 on the following day and received “Platinum Award” from the EB as a recognition for taking up its social responsibility in saving electricity.

Noise Management

Construction activities may generate significant level of noise and therefore the Group’s contractors are required to strictly follow the requirements of relevant regulations, in particular the Noise Control Ordinance (Chapter 400 of the Laws of Hong Kong), and perform the work only during the unrestricted hours as stipulated in the Ordinance.

Workplace Hygiene

The Group has engaged green, certified cleaning service providers to perform regular cleaning and pest control so as to maintain good hygiene conditions in the workplace and hotel operations. Moreover, “Rosedale Hotel Kowloon” has been awarded “Quality Fresh Water” certificate for its compliance with the standards of the Quality Water Supply Scheme for Buildings (Basic Plan) by the Director of Water Supplies on 25th October, 2016.

During the Reporting Period, the Group was not aware of any material non-compliance with relevant laws and regulations relating to the environment-related issues.

A. 環境 (續)

A3. 環境及天然資源 (續)

戶外照明

本集團堅持以「走進綠色」為口號並盡量減少燈光滋擾和耗電量，「九龍珀麗酒店」已主動參與環境局（「環境局」）的「戶外燈光約章」，由晚上十一時至翌日早上七時自願關掉用作裝飾、宣傳或廣告用途而對戶外環境有影響的燈光裝置，並獲環境局頒發的「鉑金獎」以表揚其承擔起節約能源的社會責任。

噪音管理

建築活動可能產生重大的噪音，因此本集團的承建商須嚴格遵守有關規例，尤其是噪音管制條例（香港法例第400章）的規定，及僅在條例規定之無限制時段內進行工作。

工作環境衛生

本集團已聘用綠色認證的清潔服務供應商，定期清潔及除蟲，以保持工作環境及酒店營運的良好衛生條件。此外，「九龍珀麗酒店」遵守大廈優質供水認可計劃（基本級別）的標準，並於二零一六年十月二十五日獲水務署署長頒發「優質食水」證書。

於報告期內，本集團未有發現任何嚴重違反與環境有關的相關法律和法規的事宜。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告書

B. SOCIAL

Being a socially responsible corporate citizen, the Group aims to build a mutually beneficial relationship with its key stakeholders (including the Shareholders and investors, customers, employees, suppliers and contractors, business partners, community, regulatory bodies and government authorities).

Employment and Labour Practices

B1. Employment

Employment Practices and Relations

The Group values high-quality talent as an important asset to its corporate contribution and a comprehensive Human Resources Policy has been developed covering various human resources aspects, including recruitment, compensation, promotion, movement, working hour, rest period and equal opportunity as a guiding principle for reinforcing satisfaction, loyalty and commitment of its employees. Attractive and competitive remuneration packages are offered to its employees and reviewed individually at least on an annual basis with reference to performance, contribution and development of its staff. Other fringe benefits include comprehensive medical and life insurance coverage and retirement fund contribution. Share options are also granted as a motivation to its employees by building direct correlation between their rewards and the Group's performance. Annual dinner and festive luncheons at which its employees can interact socially and enjoy fellowships are organized by the Group. In addition, long service awards are presented as a token to appreciate dedication and contribution to its loyal staff members serving the Group. Seasonal presents are given to its staff members by the Group on special days, such as Mid-Autumn Festival, Christmas and Chinese New Year. Furthermore, office closes early on these special occasions such that staff can enjoy longer quality personal hours.

As at 31st March, 2017, the total number of employees of the Group was 273 (2016: 267).

B. 社會

作為一個對社會負責的企業公民，本集團旨在與其主要持份者(包括股東和投資者、顧客、僱員、供應商和承建商、業務合作夥伴、社區、監管機構和政府機關)建立互利關係。

僱傭及勞工常規

B1. 僱傭

僱傭常規和關係

本集團重視高素質人才以作為對企業貢獻的重要資產，並已制定全面人力資源政策，涵蓋各種人力資源方面，包括招聘、薪酬、晉升、變動、工作時數、休息時間和平等機會作為主要原則，以加強其員工的滿意度、忠誠度和承諾。本集團向其僱員提供具吸引力和競爭力的薪酬待遇，就其僱員的表現、貢獻和發展情況至少每年進行個別檢討。其他附帶福利包括綜合醫療和人壽保險以及退休金供款。此外，本集團亦向其僱員授出股票期權以作為彼等與本集團業績之間掛鈎的回報。本集團舉辦周年晚宴和節日午餐，讓其僱員可享有社交及聯誼活動。此外，本集團亦頒發長期服務獎，以表揚一直為本集團服務和貢獻的忠誠員工。於特別節日如中秋節、聖誕節和農曆新年，送予員工應節禮物。此外，辦公室於這些特別節日提早下班，讓員工可以享受更長的優質個人時間。

於二零一七年三月三十一日，本集團之僱員總人數為273名(二零一六年：267名)。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告書

B. SOCIAL (Cont'd)

Employment and Labour Practices (Cont'd)

B1. Employment (Cont'd)

Employment Practices and Relations (Cont'd)

The Group is an equal opportunity employer and believes that each individual has his or her unique strengths and contributions that can be harnessed to add values to its corporation and the society at large. The Group is also explicitly against any kind of discrimination on age, gender, marital status, race, nationality, religion, disability and family status. In addition, the Group strictly abides by all of its internal code of conduct, rules and regulations, as well as labour laws and employment guidelines in its business operations and offices.

The Group encourages its staff to maintain a well-balanced life and supports its staff to actively pursue their personal development by participating in different roles and activities in the community. Moreover, the Group is devoted to strengthening a sense of belonging of its staff by demonstrating care and support in all aspects.

During the Reporting Period, the Group strictly followed all labour-related laws, rules and regulations in human resources practices with no non-compliance cases noted relating to the employment, and no discrimination cases were reported.

B2. Health and Safety

Workplace Health and Safety

As human resources are valued as a key to success and maintaining sustainability of the corporation, the Group dedicatedly provides a fair, safe, healthy and harmonious working environment with a great sense of team spirit and employee involvement that is conducive to personal growth and career development.

The Group is committed to providing and maintaining a healthy and safe workplace for its staff and other persons likely to be affected by its business activities and operations. Through its Health and Safety Policy, the Group promotes a high degree of awareness and accountability of health and safety at work to its employees, with regular trainings, standard codes of practices and various health and safety measures to be implemented by the Group so as to promote an injury-free culture.

B. 社會 (續)

僱傭及勞工常規 (續)

B1. 僱傭 (續)

僱傭常規和關係 (續)

本集團作為平等機會僱主，認為每個人都有自己獨特的優勢，可以為其企業和整個社會增加價值並作出貢獻。本集團明確反對任何形式的歧視，包括年齡、性別、婚姻狀況、種族、國籍、宗教、殘疾和家庭狀況。此外，本集團嚴格遵守其所有內部行為守則、規則和法規，以及勞工法例和業務營運及辦公室的僱傭指引。

本集團鼓勵其員工保持平衡的生活，並支持其員工參與社區上不同的工作和活動，積極追求彼等的個人發展。此外，本集團致力於各方面展現關懷和支持，以增強其員工的歸屬感。

於報告期內，本集團嚴格遵守人力資源常規的所有與勞工有關的法律、規則和法規，沒有發現違反與僱傭有關的事件，並沒有歧視事件的報告。

B2. 健康與安全

工作環境健康與安全

由於人力資源被視為成功的關鍵，並維持企業的可持續發展，本集團致力於提供一個公平、安全、健康及和諧的工作環境，具有良好的團隊精神和僱員參與，有利於個人成長和職業發展。

本集團致力為其員工及其他可能受其業務活動及營運影響的人士提供及維持一個健康與安全的工作環境。透過其健康與安全政策，本集團提倡具有高度意識和對職業健康與安全問責性予其僱員，本集團推行定期培訓、實務守則和各種健康與安全的措施，從而促進無損傷的文化。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告書

B. SOCIAL (Cont'd)

Employment and Labour Practices (Cont'd)

B2. Health and Safety (Cont'd)

Workplace Health and Safety (Cont'd)

Periodic cleaning of air-conditioning systems, regular floor care maintenance, routine pest control service and disinfection treatment of carpets are carried out to ensure a hygienic working environment. The Group also participates in the annual fire and evacuation drill organized by the respective building management offices so that staff members are familiarized with the fire evacuation route and strengthened their awareness of fire precaution. In addition, the Group conducts a regular inspection of the facilities and safety measures at its workplace.

Besides, health and safety is a critical component of property construction management. The Group advocates a high standard of occupational safety and protection from occupational hazards. Additional and special safety work guidelines and equipment are provided and well-maintained for its employees who work on its construction sites. In order to place heavy emphasis on ensuring the safety and security of its guests during their worry-free stay as its first priority, "Rosedale Hotel Kowloon" participated in "Project VanGUARD" which was jointly organized by Kowloon West Region Police and Hong Kong Hotels Association. Throughout the year, all of the Group's workplace practices and arrangements were in accordance with the applicable laws, rules, regulations and other related requirements.

During the Reporting Period, no injury case was reported and the Group was not aware of any material non-compliance with the laws, rules and regulations relating to the health and safety issues.

B. 社會 (續)

僱傭及勞工常規 (續)

B2. 健康與安全 (續)

工作環境健康與安全 (續)

本集團定期清洗空調系統、定期進行地板保養、例行的除蟲服務及地毯消毒處理，以確保工作環境的衛生。本集團亦參與相關大廈管理處舉辦的周年火警及疏散演習，以促使員工熟悉火警疏散路線和加強彼等的防火意識。此外，本集團定期檢查工作環境的設施和安全措施。

此外，健康與安全為物業建設管理的關鍵元素。本集團提倡高標準的職業安全和保護職業危害，於其建築工地工作的僱員提供額外和特別的安全工作指引和設備。為確保其客人享有無憂的住宿安全和保障為其首要任務，「九龍珀麗酒店」參與由西九龍總區及香港酒店業協會聯合主辦的「西九龍警衛先鋒計劃」。於本年度，本集團的所有工作環境常規和安排均符合適用的法律、規則、法規和其他相關的規定。

於報告期內，本集團沒有受傷事件的報告及並未有發現任何嚴重違反與健康與安全有關的法律、規則和法規的事宜。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告書

B. SOCIAL (Cont'd)

Employment and Labour Practices (Cont'd)

B3. Development and Training

Talent Development

Employee development is an important area of human capital investment to pursue long-term enhancement of its internal capacity. In order to enhance personal development, technical advancement and professional achievement of its employees and achieve a sustainable growth together with its staff, the Group has established its Development and Training Policy to reinforce its manpower and define its corporate principles on developing its human capital by providing a wide spectrum of in-house and external training and development courses, seminars, workshops and conferences to equip its staff members with knowledge, skills and experience in performing their job duties effectively and efficiently and serving its key stakeholders with a high level of standard. Corporate orientation programs and briefings are introduced to its new staff to help them in familiarizing with its corporate culture and practices. Continuous professional development training programs and briefings are provided to the directors of the Company (the "Directors") and senior management of the Group.

B4. Labour Standards

No Child and Forced Labour

The Group respects human rights and strongly prohibits child and forced labour by having effective controls in its recruitment process. A No Child and Forced Labour Policy has been established to ensure that no abuse, physical punishment and assignment of tasks with extremely high risks of all kinds are allowed in its workplace and business operations. Furthermore, the Group does not engage any suppliers or contractors that have known cases of child or forced labour in their business operations and construction sites to ensure that they are adhering to the same standard adopted by the Group.

As the Group strictly adheres to the labour legislations in its business operations, no child or forced labour was permitted under any circumstances and there were no cases of non-compliance against child or forced labour related regulations during the Reporting Period.

B. 社會 (續)

僱傭及勞工常規 (續)

B3. 發展及培訓

人才發展

僱員發展為人力資本投資的一個重要領域，以提升其長遠增長的內部能力。為提高其僱員的個人發展、技術進步和專業成就，並與其員工一同實現可持續增長，本集團已制定其發展及培訓政策，以加強其人力資源，及確立其企業原則，以發展人力資本，並提供廣泛的內部和外部培訓及發展課程、研討會、工作坊和會議，致使其員工能夠有效地和高效地履行彼等工作職責的知識、技能和經驗，並以高水平的標準為其主要持份者服務。新入職員工參加企業入職講座和簡報會，以助彼等熟悉其企業文化和常規。此外，亦為本公司的董事（「董事」）及本集團高級管理層提供持續的專業發展培訓和簡報會。

B4. 勞工準則

防止童工及強制勞工

本集團尊重人權和堅決禁止童工和強制勞工，於其招聘過程中實行有效監控。本集團已制定防止童工及強制勞工政策，以確保在其工作環境和業務活動中不允許濫用、體罰和分配具有極高風險的工作。此外，本集團不會聘用任何於其業務營運及建築工地內有童工或強制勞工事件的供應商或承建商，以確保彼等遵守本集團所採納的同一標準。

由於本集團於業務營運中嚴格遵守勞工法規，在任何情況下不允許童工或強制勞工，於報告期內沒有違反與童工或強制勞工有關的相關法規的事件。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告書

B. SOCIAL (Cont'd) Operating Practices

B5. Supply Chain Management

Fair and Green Procurement Practices

The Group, through its Supply Chain Management Policy, continues to work closely with its supply chain partners in order to facilitate its effective governance of supply chain practices which are essential for maintaining a high quality of its property projects and customer services, and enhance a close connection to have shared values and responsibilities with its supply chain management system in pursuing its business integrity, service excellence and long-term mutually beneficial relationships with its valuable key stakeholders. The Group has established diverse and stringent procedures for the selection of suppliers with a regular monitoring and periodic review as key assessments of sustainability performance of its suppliers. This Policy stresses on fair and transparent treatments of all key stakeholders so as to ensure equitable business dealings and compliance with applicable laws and regulations. Furthermore, this Policy also emphasizes green procurement by considering ESG performance in its purchases in terms of all relevant financial, environmental and social costs and benefits over the entire lifecycle of the delivery of products and services.

In order to promote its sustainable development, the Group assures that its suppliers and contractors are in compliance with all the applicable laws and regulations; and they have no instances of child and forced labour, discrimination, bribery, corruption or other unethical practices and environmental pollution.

B. 社會(續) 營運慣例

B5. 供應鏈管理

公平和綠色採購常規

本集團透過其供應鏈管理政策，不斷與其供應鏈合作夥伴緊密合作，以促使其有效管治供應鏈的常規，對其保持高質量的物業項目和顧客服務至為重要，並加強緊密聯繫與其供應鏈管理系統共享價值和責任，奉行業務誠信、卓越的服務以及與其寶貴主要持份者的長期互利關係。本集團已制定多元化及嚴格的程序選擇供應商，以定期監測和定期審查作為其供應商可持續發展表現的主要評估。此政策強調對所有主要持份者進行公平和透明的處理，以確保公平的商業交易和遵守適用的法律和法規。此外，此政策亦強調綠色採購，考慮其採購中對環境、社會及管治表現的所有相關財務、環境和社會成本以及於交付產品和服務的整個週期的益處。

為促進其可持續發展，本集團承諾確保其供應商和承建商遵守所有適用的法律和法規；並且沒有童工和強制勞工、歧視、賄賂、貪污或其他不道德行為和環境污染的情況。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告書

B. SOCIAL (Cont'd)

Operating Practices (Cont'd)

B6. Product Responsibility

Products and Services Standards

The Group has established its Products and Services Responsibility Policy to offer socially responsible products and services to the public and direct its efforts in being a green company while maintaining its customers' satisfactions and increasing its Shareholders' values. This Policy advocates environmental sustainability and utmost business ethics when serving the public through its businesses and operations.

The Group has implemented various measures to ensure that health and safety, advertising and labelling of its offerings are in compliance with applicable laws and regulations.

During the Reporting Period, the Group did not note any non-compliance cases of the relevant laws and regulations relating to the products and services standards.

Customer Services

The Group, through its Customer Services Policy, strives to enhance customer experience by demonstrating professionalism, responsiveness and caring for its customers and stipulates the principle of delivering a high standard of customer services. The Group's service offerings are customer-focused, community-oriented and environmentally-friendly.

Adhering to its "Consistent, Comfort and Care" motto, the Group places customers' satisfaction as priority in its hotel operations by providing its valuable customers with thoughtful services experience and embellishing guest satisfaction through various communication channels and key service parameters. The Group enables its guests to stay connected with the world by providing a free "handy" smartphone in their stay for unlimited 3G internet access, local calls anywhere and IDD calls in selected countries. As a strong supporter for social integration, the Group creates a barrier-free environment and culture at its hotels by providing convenient access to its customers and guests in special needs.

B. 社會 (續)

營運慣例 (續)

B6. 產品責任

產品和服務標準

本集團已制定產品及服務責任政策，向公眾提供對社會負責的產品和服務，並努力成為一家綠色公司，以保持其顧客的滿意度和增加其股東的價值。此政策透過業務和營運為公眾提倡環境可持續性和最大的商業道德。

本集團已推行各項措施，以確保其產品的健康與安全、廣告及標籤符合適用法律和法規。

於報告期內，本集團沒有發現任何違反與產品和服務標準有關的相關法律和法規的情況。

顧客服務

本集團透過其客戶服務政策，以展現專業、適時回應和關懷顧客致力提高顧客體驗，並堅持提供高水平的顧客服務為原則。本集團的服務範圍以顧客為先、以社區及環保為本。

秉承其「全心全意 無微不至」的口號，本集團於其酒店業務以顧客的滿意度為優先，為其寶貴的顧客提供周到的服務體驗，以及透過各種溝通渠道和主要服務參數為顧客帶來滿意的體驗。本集團於其客人入住時提供免費「方便」智能手機，以無限3G互聯網、撥打本地任何地區的電話和指定國家的長途電話，致使其客人與世界保持聯繫。作為社會融合的堅定支持者，本集團於酒店締造無障礙環境和文化，為有特殊需要的顧客和客人提供方便。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告書

B. SOCIAL (Cont'd)

Operating Practices (Cont'd)

B6. Product Responsibility (Cont'd)

Data Privacy and Information Security

In view of high public concern over data privacy especially in recent years, the Group, through its Data Privacy Policy, strictly adheres to legal requirements relating to data privacy protection in order to fulfill its key stakeholders' expectations on information security and confidentiality.

The Group strongly ensures a high standard of security and confidentiality of personal data throughout its businesses and operations, requiring its staff to fully comply with the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) and similar regulations overseas in handling information of its business partners, customers and employees in the collection, processing, use and keeping of their personal data.

During the Reporting Period, no violations of laws and regulations were observed relating to data privacy.

Fair Marketing

The Group strictly follows the Residential Properties (First-hand Sales) Ordinance in Hong Kong and similar regulations overseas which requires provision of true and accurate marketing and information materials of properties, including sales brochures and leaflets, price lists, show flats, promotion advertisements and registers of sales transactions, etc. The Independent Commission Against Corruption's Best Practice Checklist for estate agents and sales offices is highly upheld to avoid any misconduct and to close any corruption loopholes.

Protection of Intellectual Property Rights

The Group protects its intellectual property rights by prolonged use and registration of domain names and trademarks and has applied and/or registered trademarks in various classes in Hong Kong, Macau, the PRC and other relevant jurisdictions. Such domain names and trademarks are being constantly reviewed and renewed upon their expiration.

B. 社會 (續)

營運慣例 (續)

B6. 產品責任 (續)

資料私隱和信息安全

鑑於近年來公眾對資料私隱的高度關注，本集團透過其資料私隱政策，嚴格遵守與資料私隱保護有關的法律規定，以滿足其主要持份者對信息安全和保密性的期望。

本集團堅持確保個人資料於整個業務及營運中的高度安全性及保密性，要求其員工完全遵守個人資料(私隱)條例(香港法例第486章)及依據海外類似法規處理其業務合作夥伴、顧客和僱員於收集、處理、使用和保存彼等個人資料的信息。

於報告期內，本集團沒有發現違反與資料私隱有關的法律和法規的情況。

公平營銷

本集團嚴格遵守香港的一手住宅物業銷售條例及海外類似的法規，規定提供真實準確的物業營銷及資料，包括售樓說明書及單張、價目表、示範單位、宣傳廣告及銷售交易登記冊等等。本集團堅持廉政公署的地產代理及銷售辦事處的防貪錦囊，以避免任何不當行為，並打擊任何貪污漏洞。

保護知識產權

本集團長期使用和註冊域名和商標，以保護其知識產權，並已向香港、澳門、中國及其他相關司法管轄區申請及/或註冊不同類別的商標，並不時為此類域名和商標進行審查和續期。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告書

B. SOCIAL (Cont'd)

Operating Practices (Cont'd)

B7. Anti-corruption

Anti-bribery and Anti-corruption

In order to cultivate an ethical corporate culture and maintain a fair and equitable business environment, the Group has established its Code of Conduct and Anti-corruption Policy to emphasize the principles of anti-bribery and anti-corruption, which integrity, honesty, respect, trust and judgment are its core values to counter bribery, corruption, extortion, money-laundering and other fraudulent activities. The Group complies with relevant laws and regulations and implements proper internal controls and reporting mechanisms for preventing, detecting and handling cases of bribery, corruption, extortion, money-laundering and other fraudulent activities.

The Group requires its staff to possess high ethical standard and demonstrate professional conducts in its businesses and operations. Employees are notified not to have any form of corruption and also not to request, receive or accept any form of benefits from any persons, companies or organizations having business transactions with the Group. The Group initiates the selection of suppliers and/or contractors by provision of competitive quotations for comparison and the finalization of operational contracts and/or agreements by a fair and equitable system of bidding procedures. In addition, a tendering procedure is adopted for the projects and all tender documents are kept confidentially and restricted to concerned parties.

During the Reporting Period, no legal cases regarding bribery, corruption, extortion, fraud and money laundering-related laws and regulations were brought against the Group or its employees.

B. 社會 (續)

營運慣例 (續)

B7. 反貪污

反賄賂和反貪污

為培育良好的企業文化和維護公平和公正的業務環境，本集團已制定其行為守則和反貪污政策，強調反賄賂和反貪污的原則，以誠信、誠實、尊重、信任和判斷為其核心價值，藉以打擊賄賂、貪污、勒索、洗黑錢和其他欺詐活動。本集團遵守相關法律和法規，並推行適當的內部監控和報告機制以作預防、監察和處理賄賂、貪污、勒索、洗黑錢和其他欺詐活動。

本集團要求其員工擁有高度的道德標準，並於其業務和營運中展現專業操守。僱員不可有任何形式的貪污，亦不可要求、接收或接受任何與本集團有業務交易的人士、公司或組織的任何形式的利益。本集團透過提供競爭性報價進行比較，並以公平和公正的招標程序確定最終營運合同及／或協議，從而選擇供應商及／或承建商。此外，項目採用招標程序及所有招標文件需保密，並受限於有關人士。

於報告期內，本集團或其僱員沒有發生涉及賄賂、貪污、勒索、欺詐和洗黑錢相關法律和法規的法律事件。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告書

B. SOCIAL (Cont'd)

Community

B8. Community Investment

Corporate Citizenship

As a global corporate citizen, the Group actively serves the society in a number of ways through community investment. The Group is strongly committed to serving the community with love and care through various charitable services, donations, fund-raising, sponsorships and volunteering services.

The Group, as a long-standing supporter of a number of charity groups, has established its Community Investment Policy which sets out its mission of leveraging its resources to improve the community in which it operates and encourage its stakeholder engagement in a regular and strategic manner.

During the Reporting Period, the Group made donations of approximately HK\$220,000 to the charitable and non-profit making organizations, including but not limited to Hong Kong Spinal Cord Injury Fund and The Community Chest of Hong Kong. Staff members are encouraged to participate in charitable events and activities, such as “Dress Casual Day” and “Community Chest Flag Day” organized by The Community Chest of Hong Kong, “Blood Donation Campaign” organized by Hong Kong Red Cross and “Organ Donation” organized by Department of Health, etc. Moreover, the Group donated some used computers to the charitable organizations to demonstrate care for the ones in need and put excessive equipment in meaningful use. In addition, the Group has been actively promoting local sports and sponsoring a table tennis team, namely “ITC Properties”, to advocate sports to the potential players and the society at large. “Rosedale Hotel Kowloon” has been cooperating with Hong Kong Community College of The Hong Kong Polytechnic University in providing a 3-month internship programme for students of hotel management. Meanwhile, “Rosedale Hotel Kowloon” participated as a supporting organization for “Work Experience Movement 2016/17” which was organized by the Education Bureau in providing career exploration opportunities for the secondary students.

B. 社會 (續)

社區

B8. 社區投資

企業公民

作為全球的企業公民，本集團透過社區投資以不同方式積極服務社會。本集團致力於透過各種慈善服務、捐款、籌款、贊助和志願服務，以愛心和關懷服務社區。

本集團作為一些慈善團體的長期支持者，已制定其社區投資政策，以運用其資源改善其營運所在的社區為使命，並鼓勵其持份者定期和策略性地參與。

於本報告期內，本集團向慈善和非牟利機構，包括但不限於香港脊髓損傷基金會和香港公益金捐款約220,000港元。本集團鼓勵員工參與慈善活動，如香港公益金舉辦的「便服日」和「公益金賣旗日」、香港紅十字會舉辦的「捐血運動」及衛生署舉辦的「器官捐贈」等等。此外，本集團向慈善機構捐贈一些二手電腦，藉以向有需要的人士展示關懷，並將過多的設備捐出作更有意義的用途。此外，本集團一直積極推廣本地運動及贊助乒乓球團隊，即「德祥地產」，向有潛質人士和整個社會宣揚運動。「九龍珀麗酒店」與香港理工大學香港專上學院合作，為酒店管理學生提供為期三個月的實習計劃。同時，「九龍珀麗酒店」作為支援機構，參與由教育局舉辦的「2016/17工作體驗運動」，為中學生提供職業探索機會。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告書

C. GOVERNANCE

Referring to the keystones of its corporate philosophy, the Group upholds a high standard of corporate governance practices and procedures, business ethics and corporate integrity and ensures a high level of compliance with the legal and regulatory requirements in order to maximize the Shareholders' values and benefits and to convey a sense of balance and responsibility for its key stakeholders over the long-term perspectives in a sustainable manner.

The Group believes that ESG should be embedded in its core businesses and operations. Its sound corporate governance system and professional working team have enabled the Group to lay a solid foundation for its ESG initiatives so as to enhance accountability, integrity, transparency and honesty which drives the Group forward.

The Company's highest governance body is the Board in which a balanced composition with diverse backgrounds and experiences ensures that the Board's judgment is exercised independently. A list of policies and code of conduct setting out clear guidelines to have fair operations and to avoid any misconduct are approved by the Board for the Group.

Adhering to the principles of segregation of duties and delegation of powers, the Board has established delegated committees, including the Audit Committee, the Remuneration Committee, the Nomination Committee, the Corporate Governance Committee and the Investment Committee with specific written terms of reference, authorities and responsibilities and implementation of policies, including the Board Diversity Policy, the Nomination Policy, the Remuneration Policy, the Compliance Policy, the Corporate Governance Policy, the Shareholders' Communication Policy, the Internal Control Policy, the Investment Policy and the Policy on Disclosure of Inside Information, etc. The governance practices and procedures are reviewed from time to time to ensure they remain in compliance with the legal and regulatory requirements.

For more information on the "Governance" section, please refer to the Company's Corporate Governance Report included in its Annual Report 2016–2017 for details.

During the Reporting Period, no incidents of misconduct were identified.

C. 管治

依據其企業理念作為基石，本集團堅持高水平的企業管治常規和程序、商業道德和企業誠信，並確保高水平地遵守法律和監管規定，為股東帶來最大回報和利益，以長遠的角度，以可持續的方式，為其主要持份者傳達平衡和負責任的信息。

本集團認為環境、社會及管治應納入其核心業務和營運。其良好企業管治制度和專業工作團隊，使本集團能夠為其環境、社會及管治的措施奠定穩固的基礎，藉以提升問責性、守信、透明度和誠實以推動本集團向前發展。

本公司最高管治主體為董事會，由具有不同背景和經驗的人士組成，確保董事會可獨立行使判斷。董事會批准一系列的集團政策和行為守則，列明清晰的指引進行公平營運和避免任何不當行為。

堅守職責分離和授予權力的原則，本集團已設立授權委員會，包括審核委員會、薪酬委員會、提名委員會、企業管治委員會和投資委員會，具體的書面職權範圍、權限和責任以及政策的推行，包括董事會多元化政策、提名政策、薪酬政策、合規政策、企業管治政策、股東溝通政策、內部監控政策、投資政策和內幕消息披露政策等。本集團不時為管治常規和程序進行審閱，以確保其遵守法律和監管規定。

有關「管治」一節的更多資訊，詳情請參閱本公司二零一六年至二零一七年年報內包含的企業管治報告書。

於報告期內，本集團沒有發現不當行為的事件。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告書

LOOKING FORWARD

As a forward-looking corporation, the Group will continue to uphold its corporate philosophy as a corestone in actively fulfilling ESG responsibilities and strongly adhering to the path of its sustainable growth and development.

The Group will further enhance corporate governance that goes beyond law and regulatory compliance, particularly with a robust system of internal controls and risk management which is integral to putting sustainability at the heart of its corporate strategies and maximizing its economic benefits over the long-term perspectives.

Going forward, the Group will strive to demonstrate its continued stakeholder-centric commitment with a comprehensive materiality assessment through on-going communication with the Shareholders and its key stakeholders.

Facing the immense challenges associated with climate change and environmental degradation, the Group will efficiently use resources, optimise energy and water consumption and minimize environmental footprints arising from its businesses and operations through its green procurement, eco-friendly policies and various saving initiatives and recycling measures.

In order to create values and maximize returns to its key stakeholders and the Shareholders in the long run, the Group will continuously manage its sustainable supply chain network through close collaboration and mutually beneficial relationships with its business partners with an aim of enhancing operational efficiency and providing high-quality products and excellent services to its customers and guests.

In pursuit of a talented workforce to support its sustainable operations, the Group will continue to encourage best practices in workplace with stringent policies, maintain a health and safety framework for its human capital, promote work-life balance to its employees and motivate their potentials by extensive training and development programmes.

Looking ahead in the years to come, the Group with a harmonious culture and a strong enthusiasm in public welfare will keenly support various kinds of charitable initiatives and contribute its community engagements with care and warmth to those in need and the society at large.

On behalf of the Board

Cheung Hon Kit
Chairman

Hong Kong, 23rd June, 2017

展望未來

作為具前瞻性的企業，本集團將繼續堅持其企業理念為核心，積極履行環境、社會及管治責任和堅持走向可持續增長和發展之路。

本集團將進一步加強企業管治並超越法律和法規的遵從，特別是強化內部監控和風險管理制度，將可持續發展作為其企業策略的核心，長遠為發揮其最大的經濟效益。

展望未來，本集團將透過與股東及其主要持份者的持續溝通，進行全面的重要性評估，以展現其對持份者作為中心的持續承諾。

面對氣候變化和環境惡化帶來的巨大挑戰，本集團將透過綠色採購、環保政策和各種節約及循環再用措施，有效地利用資源、優化耗能量和耗水量及就其業務和營運對環境帶來最少的影響。

長遠為其主要持份者和股東創造更多價值和最大回報，本集團透過與其業務合作夥伴的緊密合作和互利關係，將繼續管理其可持續的供應鏈網絡，旨在提高營運效率和提供高質素的產品和優質的服務予其顧客和客人。

為尋求有才能的勞動力支持其可持續發展業務，本集團將繼續鼓勵以嚴格的政策在工作環境中實踐最佳常規，於其人力資本中維護一個健康與安全的框架，提倡平衡的工作與生活予其僱員，廣泛的培訓和發展計劃以激發彼等的潛能。

展望未來日子，本集團具有和諧的文化和對公益事業的熱誠，將踴躍地支持各種慈善活動和貢獻其社區參與，為有需要的人士和整個社會提供關懷和溫暖。

代表董事會

主席
張漢傑

香港，二零一七年六月二十三日



TO THE MEMBERS OF ITC PROPERTIES GROUP LIMITED
(incorporated in Bermuda with limited liability)

致德祥地產集團有限公司列位股東
(於百慕達註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of ITC Properties Group Limited (the “Company”) and its subsidiaries (collectively referred to as “the Group”) set out on pages 90 to 213, which comprise the consolidated statement of financial position as at 31st March, 2017, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31st March, 2017, 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 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”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

意見

本核數師行(以下簡稱「本行」)已完成審核列載於第90至213頁德祥地產集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表,其中包括於二零一七年三月三十一日之綜合財務狀況表及截至該日止年度之綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註,包括主要會計政策概要。

本行認為,綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實公平地反映 貴集團於二零一七年三月三十一日之綜合財務狀況及截至該日止年度之綜合財務表現及綜合現金流量,並已遵照香港公司條例之披露規定妥為編製。

意見基礎

本行根據香港會計師公會頒佈之香港審計準則(「香港審計準則」)進行審核。在該等準則下,本行之責任在本行之報告內「核數師就審核綜合財務報表須承擔之責任」一節進一步闡述。根據香港會計師公會之「職業會計師道德守則」(「守則」),本行獨立於 貴集團,並已遵循守則履行其他道德責任。本行相信,本行所獲得之審核憑證能充足及適當地為本行之審核意見提供基礎。

KEY AUDIT MATTERS

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

關鍵審計事項

根據本行之專業判斷，關鍵審計事項為本行審核於本期間之綜合財務報表中最重要之事項。本行在審核綜合財務報表及就此達致意見時處理此等事項，而不會就此等事項單獨發表意見。

Key audit matter

關鍵審計事項

How our audit addressed the key audit matter

於審計中處理關鍵審計事項之方法

Allowance on other loan receivables

其他應收貸款之撥備

We identified the allowance on other loan receivables as a key audit matter due to the significant judgment exercised by the management in respect of the collectability of other loan receivables.

本行將其他應收貸款之撥備識別為關鍵審計事項，原因為管理層須就其他應收貸款之可收回能力作出重大判斷。

Referring to Note 4 to the consolidated financial statements, the management performs ongoing evaluation of collectability in assessing the ultimate realisation of the other loan receivables, including the repayment history, subsequent settlements, financial conditions and current creditworthiness of each borrower. Where the financial conditions of the borrowers were to deteriorate, resulting in an impairment of their ability to make repayments, allowance may arise. As at 31st March, 2017, the carrying amount of other loan receivables was HK\$667,235,000 (2016: HK\$421,289,000). No allowance was provided for both years.

謹此提述綜合財務報表附註4，管理層於評估其他應收貸款之最終可變現情況時持續評核可收回能力，包括各借款人之還款記錄、其後清償情況、財政狀況及目前信貸評級。倘借款人財政狀況轉壞導致還款能力減弱，則須計提撥備。於二零一七年三月三十一日，其他應收貸款之賬面值為港幣667,235,000元（二零一六年：港幣421,289,000元）。兩個年度均無計提撥備。

Our procedures in relation to allowance on other loan receivables included:

本行就其他應收貸款之撥備所採取程序包括：

- Understanding the management's assessment in relation to the collectability of other loan receivables; 了解管理層就其他應收貸款可收回能力作出之評估；
- Understanding the terms and conditions of and inspecting the relevant loan agreements; and 了解相關貸款協議之條款及條件，並查核相關貸款協議；及
- Evaluating the reasonableness of management's assessment in relation to the collectability of other loan receivables by referencing to the management accounts, audited financial statements, fair value of collaterals, repayment history and subsequent settlements of each borrower. 評核管理層就其他應收貸款可收回能力作出之評估是否合理，當中參考管理賬目、經審核財務報表、抵押品公平值以及各借款人之還款記錄及其後清償情況。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

KEY AUDIT MATTERS (Cont'd)

關鍵審計事項 (續)

Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 於審計中處理關鍵審計事項之方法
<p>Valuation of investment properties 投資物業估值</p> <p>We identified the valuation of investment properties as a key audit matter due to the judgment involved in the valuation of investment properties. 本行將投資物業估值識別為關鍵審計事項，原因為投資物業估值涉及判斷。</p> <p>Referring to Note 4 to the consolidated financial statements, the valuation of investment properties was based on valuation on these properties conducted by independent professional valuers using property valuation techniques which involve certain assumptions of market conditions. Favourable or unfavourable changes to these assumptions would result in changes in the valuation of the Group's investment properties and corresponding adjustments to the fair value changes reported in the consolidated statement of profit or loss. As at 31st March, 2017, investment properties are carried in the consolidated statement of financial position at their fair values of HK\$754,000,000 (2016: HK\$1,254,000,000). 謹此提述綜合財務報表附註4，投資物業估值建基於獨立專業估值師運用物業估值技術對該等物業進行之估值，當中涉及對市況之若干假設。該等假設之有利或不利變動會導致 貴集團投資物業之估值出現變動及對綜合損益表內所呈報公平值變動作出相應調整。於二零一七年三月三十一日，投資物業按公平值港幣754,000,000元(二零一六年：港幣1,254,000,000元)於綜合財務狀況表入賬。</p>	<p>Our procedures in relation to evaluating the appropriateness of estimated allowance of inventories included: 本行就評核估計存貨撥備是否恰當所採取程序包括：</p> <ul style="list-style-type: none">• Evaluating the competence, capabilities and objectivity of the independent professional valuers; 評核獨立專業估值師之實力、能力及客觀性；• Obtaining an understanding from the independent professional valuer about the valuation methodology, significant assumptions adopted and critical judgment on key inputs and data used in the valuation; 向獨立專業估值師了解估值方法、於估值時所採用重大假設及對所用主要輸入資料及數據作出之重大判斷；• Checking the relevance of market transaction prices used by the independent professional valuers on a sample basis by benchmarking them to relevant market information; and 抽樣查核獨立專業估值師所用市場交易價格是否適當，方法為將該等資料與相關市場資料進行基準測試；及• Evaluating the reasonableness of adjusting factors on the locations and conditions of the properties made by the independent professional valuers by comparing them with historical adjusting factors applied, comparability and other market factors for similar properties. 評核獨立專業估值師對物業地點及狀況作出調整之因素是否合理，方法是比較往年所使用之調整數據及類似物業之可比性及其他市場因素。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

其他資料

貴公司董事為其他資料負責。其他資料包括年報所載資料，惟不包括綜合財務報表及本行之核數師報告。

本行對綜合財務報表表達之意見並不涵蓋其他資料，本行亦不會就此表達任何形式之保證結論。

就本行對綜合財務報表進行之審計工作而言，本行負責審閱其他資料，並考慮其他資料是否與綜合財務報表或本行從審計工作所獲得資料之間出現重大不相符情況，又或在其他方面出現重大錯誤陳述。倘本行基於所進行工作而得出其他資料有重大錯誤陳述之結論，則本行須匯報有關情況。就此，本行並無須匯報之事宜。

董事及治理層就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露要求，編製真實公平地反映情況之綜合財務報表，及董事釐定對編製綜合財務報表屬必要之有關內部監控，以使該等綜合財務報表不會存在由於欺詐或錯誤而導致之重大錯誤陳述。

在編製綜合財務報表時，董事負責評估貴集團持續經營之能力，並在適用情況下披露與持續經營有關之事宜，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際替代方案。

治理層負責監督貴集團之財務申報程序。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

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 solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- 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.

核數師就審核綜合財務報表須承擔之責任

本行之目標是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致之重大錯誤陳述取得合理保證，並出具載有本行意見之核數師報告，按照百慕達公司法第90條僅向整體股東報告，除此以外，本報告並不作其他用途。本行並不就本報告之內容對任何其他人士負責或承擔責任。合理確定屬高層次之核證，惟根據香港審計準則進行之審核工作不能保證總能察覺所存在之重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出之經濟決定時，則被視為重大錯誤陳述。

在根據香港審計準則進行審計之過程中，本行運用專業判斷，保持專業懷疑態度。本行亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險，設計及執行審計程序以應對該等風險，以及獲取充足和適當之審計憑證，作為本行意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控之情況，因此未能發現因欺詐而導致之重大錯誤陳述之風險高於未能發現因錯誤而導致之重大錯誤陳述之風險。
- 了解與審計相關之內部監控，以設計適當之審計程序，惟並非旨在對貴集團內部監控之有效性發表意見。
- 評估董事所採用會計政策之恰當性及作出會計估計和相關披露之合理性。
- 對董事採用持續經營會計基礎之恰當性作出結論，並根據所獲取之審計憑證，確定是否存在與事項或情況有關之重大不確定性，從而可能導致對貴集團之持續經營能力產生重大疑慮。倘本行認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中之相關披露。倘有關披露不足，則修訂本行意見。本行結論乃基於截至核數師報告日期止所取得之審計憑證。然而，未來事項或情況可能導致貴集團無法持續經營。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

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

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

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

The engagement partner on the audit resulting in the independent auditor's report is Lam Sau Fung.

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong
23rd June, 2017

核數師就審核綜合財務報表須承擔之責任 (續)

- 評估綜合財務報表之整體呈報方式、結構及內容，包括披露資料，以及綜合財務報表是否中肯反映相關交易和事項。
- 就 貴集團內實體或業務活動之財務資料獲取充足及適當之審計憑證，以便對綜合財務報表發表意見。本行負責集團審計之方向、監督和執行。本行為審核意見承擔全部責任。

本行與治理層就 (其中包括) 審計之計劃範圍、時間安排及重大審計發現溝通，該等發現包括本行在審計過程中識別之內部監控之任何重大缺失。

本行亦向治理層作出聲明，指出本行已符合有關獨立性之相關道德要求，並與彼等溝通可能被合理認為會影響本行獨立性之所有關係及其他事宜，以及相關防範措施 (如適用)。

從與治理層溝通之事項中，本行釐定對本期間綜合財務報表之審計至關重要之事項，因而構成關鍵審計事項。本行在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見之情況下，倘合理預期在本行報告中溝通某事項造成之負面後果超出產生之公眾利益，則本行決定不應在報告中傳達該事項。

出具獨立核數師報告之審計項目合夥人為林秀鳳。

德勤•關黃陳方會計師行
執業會計師

香港
二零一七年六月二十三日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS 綜合損益表

for the year ended 31st March, 2017 截至二零一七年三月三十一日止年度

			2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
		NOTES 附註		
Revenue	收益	5 & 6	188,871	143,402
Hotel operation income	酒店業務收入		130,021	111,208
Property income	物業收入		14,117	14,033
			144,138	125,241
Direct cost	直接成本		(55,310)	(51,337)
Gross profit	毛利		88,828	73,904
Income from loan financing	貸款融資收入		40,147	18,161
Net gain (loss) on financial instruments	金融工具溢利(虧損)淨額	7	20,915	(43,369)
Other income, gains and losses	其他收入、溢利及虧損	8	133,177	29,970
Net increase (decrease) in fair value of investment properties	投資物業公平值增加(減少)淨額	16	10,272	(86,192)
Gain on disposal of an associate	出售一間聯營公司之溢利	36	-	22,460
Administrative and other expenses	行政及其他費用		(308,155)	(380,233)
Finance costs	財務費用	9	(67,424)	(45,929)
Share of results of associates	應佔聯營公司業績	20	464,318	1,882,197
Share of results of joint ventures	應佔合營公司業績	19	(79,229)	(3,123)
Profit before taxation	除稅前溢利		302,849	1,467,846
Taxation	稅項	10	(24)	(9,227)
Profit for the year	本年度溢利	11	302,825	1,458,619
Profit (loss) for the year attributable to:	下列人士應佔本年度溢利(虧損):			
Owners of the Company	本公司擁有人		303,238	1,460,094
Non-controlling interests	非控股權益		(413)	(1,475)
			302,825	1,458,619
Earnings per share	每股盈利	14		
- Basic (HK dollar)	- 基本(港幣)		0.35	1.77
- Diluted (HK dollar)	- 攤薄(港幣)		0.35	1.77

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

for the year ended 31st March, 2017 截至二零一七年三月三十一日止年度

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Profit for the year	本年度溢利	302,825	1,458,619
Other comprehensive expense	其他全面開支		
<i>Item that will not be reclassified to profit or loss:</i>	<i>不會重新分類至損益之項目：</i>		
Net gain (loss) on fair value changes of financial assets designated as at fair value through other comprehensive income ("FVTOCI")	指定為按公平值列賬及計入其他全面收益（「按公平值列賬及計入其他全面收益」）之金融資產之公平值變動溢利（虧損）淨額	189	(74,875)
<i>Items that may be subsequently reclassified to profit or loss:</i>	<i>其後可能會重新分類至損益之項目：</i>		
Reclassification adjustments of translation reserve to profit or loss upon:	就下列事項於換算儲備作出重新分類調整至損益：		
– loss of control over subsidiaries	– 失去附屬公司控制權	–	(7,486)
– disposal of an associate	– 出售一間聯營公司	–	342
Exchange differences arising on translation of foreign operations	換算海外業務之匯兌差異	(63,153)	(7,097)
Share of translation reserve of associates and joint ventures	應佔聯營公司及合營公司換算儲備	981	(4,468)
Other comprehensive expense for the year	本年度其他全面開支	(61,983)	(93,584)
Total comprehensive income for the year	本年度全面收益總額	240,842	1,365,035
Total comprehensive income (expense) for the year attributable to:	下列人士應佔本年度全面收益（開支）總額：		
Owners of the Company	本公司擁有人	241,254	1,366,617
Non-controlling interests	非控股權益	(412)	(1,582)
		240,842	1,365,035

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

at 31st March, 2017 於二零一七年三月三十一日

			2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
	Notes 附註			
Non-current assets		非流動資產		
Property, plant and equipment	15	物業、機械及設備	800,409	215,212
Investment properties	16	投資物業	754,000	1,254,000
Equity investments	17	股權投資	255,020	233,414
Debt investment	18	債權投資	–	7,924
Interests in joint ventures	19	於合營公司之權益	1,093,094	644,193
Amounts due from joint ventures	19	應收合營公司款項	598,584	512,578
Interests in associates	20	於聯營公司之權益	2,003,907	2,361,800
Amount due from an associate	20	應收一間聯營公司款項	91,686	–
Other loan receivables	21	其他應收貸款	667,235	–
Other non-current assets	22	其他非流動資產	128,434	126,030
			6,392,369	5,355,151
Current assets		流動資產		
Inventories – food, beverages and general stores		存貨 – 餐飲及一般商品	768	575
Deposits paid for acquisition of leasehold land	23	收購租賃土地之已付按金	338,463	353,486
Stock of properties	24	物業存貨	731,373	400,256
Other loan receivables	21	其他應收貸款	–	421,289
Debtors, deposits and prepayments	25	應收賬款、按金及 預付款項	158,285	520,342
Equity investments	17	股權投資	84,577	12,674
Debt investment	18	債權投資	7,960	–
Bank balances and cash	26	銀行結餘及現金	1,728,748	615,357
			3,050,174	2,323,979
Current liabilities		流動負債		
Creditors, deposits and accrued charges	27	應付賬款、按金及應計開支	164,187	133,704
Amounts due to associates	20	應付聯營公司款項	418,915	602,994
Tax payables		應繳稅項	177,550	179,108
Loan notes – due within one year	28	一年內到期之貸款票據	–	190,544
Obligations under finance leases – due within one year	29	一年內到期之融資租賃承擔	109	113
Bank and other borrowings – due within one year	30	一年內到期之銀行及 其他借貸	1,464,526	807,535
			2,225,287	1,913,998
Net current assets		流動資產淨值	824,887	409,981
Total assets less current liabilities		總資產減流動負債	7,217,256	5,765,132

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

at 31st March, 2017 於二零一七年三月三十一日

			2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
		Notes 附註		
Non-current liabilities	非流動負債			
Loan notes – due after one year	一年後到期之貸款票據	28	1,515,550	–
Obligations under finance leases – due after one year	一年後到期之融資租賃承擔	29	126	234
Bank and other borrowings – due after one year	一年後到期之銀行及其他借貸	30	124,154	250,000
			1,639,830	250,234
			5,577,426	5,514,898
Capital and reserves	股本及儲備			
Share capital	股本	32	8,873	8,602
Reserves	儲備		5,565,402	5,508,147
Equity attributable to owners of the Company	本公司擁有人應佔權益		5,574,275	5,516,749
Non-controlling interests	非控股權益		3,151	(1,851)
			5,577,426	5,514,898

The consolidated financial statements on pages 90 to 213 were approved and authorised for issue by the Board of Directors on 23rd June, 2017 and are signed on its behalf by:

第90至213頁所載綜合財務報表已於二零一七年六月二十三日由董事會批准及授權刊發，並由下列董事代為簽署：

CHEUNG HON KIT
張漢傑
CHAIRMAN
主席

CHEUNG CHI KIT
張志傑
EXECUTIVE DIRECTOR
執行董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動表

for the year ended 31st March, 2017 截至二零一七年三月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔部分											
		Share capital	Share premium	Contributed surplus	Capital redemption reserve	Share- based payment reserve	Investment revaluation reserve	Special reserve	Translation reserve	Retained profits	Total	Non- controlling interests	Total
		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		(note) (附註)											
At 1st April, 2015	於二零一五年四月一日	7,998	2,898,535	113,020	9,185	4,667	(198,156)	(8,908)	9,961	1,357,768	4,194,070	(283)	4,193,787
Profit (loss) for the year	本年度溢利(虧損)	-	-	-	-	-	-	-	-	1,460,094	1,460,094	(1,475)	1,458,619
Net loss on fair value changes of financial assets designated as at FVTOCI	指定為按公平值列賬及計入其他全面收益之金融資產之公平值變動虧損淨額	-	-	-	-	-	(74,875)	-	-	-	(74,875)	-	(74,875)
Transfer from investment revaluation reserve upon disposal of financial assets designated as at FVTOCI	於出售指定為按公平值列賬及計入其他全面收益之金融資產時轉撥自投資重估儲備	-	-	-	-	-	1,200	-	-	(1,200)	-	-	-
Reclassification adjustments of translation reserve to profit or loss upon:	就下列事項於換算儲備作出重新分類調整至損益：	-	-	-	-	-	-	-	(7,486)	-	(7,486)	-	(7,486)
- loss of control over subsidiaries	- 失去附屬公司控制權	-	-	-	-	-	-	-	-	-	-	-	-
- disposal of an associate	- 出售一間聯營公司	-	-	-	-	-	-	-	342	-	342	-	342
Exchange differences arising on translation of foreign operations	換算海外業務之匯兌差異	-	-	-	-	-	-	-	(6,990)	-	(6,990)	(107)	(7,097)
Share of translation reserve of associates and joint ventures	應佔聯營公司及合營公司換算儲備	-	-	-	-	-	-	-	(4,468)	-	(4,468)	-	(4,468)
Total comprehensive (expense) income for the year	本年度全面(開支)收益總額	-	-	-	-	-	(73,675)	-	(18,602)	1,458,894	1,366,617	(1,582)	1,365,035
Exercise of share options	行使購股權	54	19,626	-	-	(3,369)	-	-	-	-	16,311	-	16,311
Recognition of equity-settled share-based payments	確認以股權結算以股份形式支付	-	-	-	-	1,630	-	-	-	-	1,630	-	1,630
Issue of shares pursuant to scrip dividend scheme for:	根據以股代息計劃發行股份	-	-	-	-	-	-	-	-	-	-	-	-
- 2015 final dividend	- 二零一五年末期股息	344	117,371	-	-	-	-	-	-	-	117,715	-	117,715
- 2016 interim dividend	- 二零一六年中期股息	206	64,162	-	-	-	-	-	-	-	64,368	-	64,368
Dividends recognised as distribution (Note 13)	確認作分派之股息(附註13)	-	-	-	-	-	-	-	-	(243,962)	(243,962)	-	(243,962)
Acquisition of additional interest in subsidiaries from a non-controlling interest	向一名非控股權益增購附屬公司權益	-	-	-	-	-	-	-	-	-	-	14	14
At 31st March, 2016	於二零一六年三月三十一日	8,602	3,099,694	113,020	9,185	2,928	(271,831)	(8,908)	(8,641)	2,572,700	5,516,749	(1,851)	5,514,898
Profit (loss) for the year	本年度溢利(虧損)	-	-	-	-	-	-	-	-	303,238	303,238	(413)	302,825
Net gain on fair value changes of financial assets designated as at FVTOCI	指定為按公平值列賬及計入其他全面收益之金融資產之公平值變動溢利淨額	-	-	-	-	-	189	-	-	-	189	-	189
Exchange differences arising on translation of foreign operations	換算海外業務之匯兌差異	-	-	-	-	-	-	-	(63,154)	-	(63,154)	1	(63,153)
Share of translation reserve of associates and joint ventures	應佔聯營公司及合營公司換算儲備	-	-	-	-	-	-	-	981	-	981	-	981
Total comprehensive income (expense) for the year	本年度全面收益(開支)總額	-	-	-	-	-	189	-	(62,173)	303,238	241,254	(412)	240,842
Exercise of share options	行使購股權	4	1,317	-	-	(225)	-	-	-	-	1,096	-	1,096
Capital injection from a non-controlling interest	一名非控股權益資本注資	-	-	-	-	-	-	-	-	-	-	6,785	6,785
Issue of shares pursuant to scrip dividend scheme for:	根據以股代息計劃發行股份	-	-	-	-	-	-	-	-	-	-	-	-
- 2016 final dividend	- 二零一六年末期股息	244	68,423	-	-	-	-	-	-	-	68,667	-	68,667
- 2017 interim dividend	- 二零一七年中期股息	23	7,052	-	-	-	-	-	-	-	7,075	-	7,075
Transfer of lapse of share options	轉撥購股權失效	-	-	-	-	(81)	-	-	-	81	-	-	-
Dividends recognised as distribution (Note 13)	確認作分派之股息(附註13)	-	-	-	-	-	-	-	-	(260,566)	(260,566)	-	(260,566)
Acquisition of additional interest in a subsidiary from a non-controlling interest	向一名非控股權益增購附屬公司權益	-	-	-	-	-	-	-	-	-	-	(1,371)	(1,371)
At 31st March, 2017	於二零一七年三月三十一日	8,873	3,176,486	113,020	9,185	2,622	(271,642)	(8,908)	(70,814)	2,615,453	5,574,275	3,151	5,577,426

note: Special reserve of the Group represents the difference between the nominal value of the share capital of the subsidiaries acquired and the nominal amount of the share capital of the Company issued as consideration under the group reorganisation in 1994.

附註：本集團特別儲備為本公司根據於一九九四年集團重組所收購附屬公司之股本面值與本公司發行作為代價之股本面值兩者間之差額。

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

for the year ended 31st March, 2017 截至二零一七年三月三十一日止年度

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
OPERATING ACTIVITIES	經營業務		
Profit before taxation	除稅前溢利	302,849	1,467,846
Adjustments for:	調整項目：		
Depreciation of property, plant and equipment	物業、機械及設備折舊	17,161	9,697
Finance costs	財務費用	67,424	45,929
Gain on derivative financial instrument	衍生金融工具之溢利	(54,233)	-
Gain on disposal of an associate	出售一間聯營公司之溢利	-	(22,460)
Gain on disposal of property, plant and equipment	出售物業、機械及設備之溢利	-	(226)
Impairment loss on refundable earnest money	可予退還誠意金之減值虧損	-	23,923
(Increase) decrease in fair values of financial assets at fair value through profit or loss ("FVTPL")	按公平值列賬及計入損益 (「按公平值列賬及計入損益」) 之金融資產公平值(增加)減少	(24,600)	13,597
Interest income	利息收入	(47,036)	(32,358)
Loss on repayment of loan notes	償還貸款票據之虧損	7,840	29,772
Net (increase) decrease in fair value of investment properties	投資物業之公平值 (增加)減少淨額	(10,272)	86,192
Share-based payments expense	以股份形式支付之開支	-	1,630
Share of results of associates	應佔聯營公司業績	(464,318)	(1,882,197)
Share of results of joint ventures	應佔合營公司業績	79,229	3,123
Allowance for doubtful debts	呆賬撥備	97	352
Waiver of refundable earnest money	豁免可予退還誠意金	-	44,850
Operating cash flows before movements in working capital	未計營運資金變動前之經營業務現金流量	(125,859)	(210,330)
Increase in inventories	存貨增加	(193)	(51)
Increase in deposit paid for acquisition of leasehold land	收購租賃土地之已付按金增加	(3,444)	(4,006)
Increase in stock of properties	物業存貨增加	(248,622)	(212,235)
Increase in other loan receivables	其他應收貸款增加	(248,530)	(160,739)
(Increase) decrease in debtors, deposits and prepayments	應收賬款、按金及預付款項 (增加)減少	(14,231)	17,736
(Increase) decrease in equity investments	股權投資(增加)減少	(47,319)	284,930
Decrease in creditors, deposits and accrued charges	應付賬款、按金及應計開支減少	(944)	(7,845)
Cash used in operations	經營所耗現金	(689,142)	(292,540)
Interest paid	已付利息	(36,382)	(38,034)
Tax paid	已付稅項	(76)	-
NET CASH USED IN OPERATING ACTIVITIES	經營業務所耗現金淨額	(725,600)	(330,574)

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

for the year ended 31st March, 2017 截至二零一七年三月三十一日止年度

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
	NOTES 附註		
INVESTING ACTIVITIES			
投資業務			
Dividend from associates	聯營公司之股息	833,340	942,410
Compensation received on land resumption	就收回土地之已收補償	345,000	–
Dividend from joint ventures	合營公司之股息	85,000	300,000
Interest received	已收利息	32,827	27,750
Refundable earnest money received	收取可予退還誠意金	23,923	–
Repayment from joint ventures	合營公司還款	6,870	113,310
Proceeds from disposal of property, plant and equipment	出售物業、機械及設備 所得款項	27	230
Net proceeds from disposal of a subsidiary	出售一間附屬公司所得 款項淨額	–	248,955
Repayment from associates	聯營公司還款	–	162,482
Net proceeds from disposal of an associate	出售一間聯營公司所得 款項淨額	–	112,500
Proceed from disposal of equity investments	出售股權投資所得款項	–	5,800
Investments in joint ventures	於合營公司之投資	(528,513)	(30,967)
Advance to associates	墊款予聯營公司	(275,765)	–
Advance to joint ventures	墊款予合營公司	(136,641)	(271,674)
Loans advanced to associates	墊付予聯營公司之貸款	–	(50,000)
Acquisitions of subsidiaries	收購附屬公司	37	(78,959)
Additions to investment properties	添置投資物業	(45,194)	(79,909)
Purchase of property, plant and equipment	購買物業、機械及設備	(43,013)	(2,753)
Purchase of equity securities	購買股權證券	(21,409)	(1,164)
Investments in associates	於聯營公司之投資	(14,000)	(249,352)
Purchase of other non-current assets	購買其他非流動資產	(1,854)	–
Deposit paid to Party B (as defined in Note 37(d))	向乙方(定義見附註37(d)) 支付按金	–	(25,510)
Refundable earnest money paid	支付可予退還誠意金	–	(25,206)
NET CASH FROM INVESTING ACTIVITIES	投資業務所得現金淨額	181,639	389,944
FINANCING ACTIVITIES			
融資業務			
Net proceeds from loan notes	貸款票據所得款項淨額	1,508,846	–
New bank and other borrowings raised	新增銀行及其他借貸	963,876	573,000
Capital injection from a non-controlling interest	一名非控股權益資本注資	6,785	–
Net proceed from issue of shares	發行股份所得款項淨額	1,096	16,311
Repayment of bank and other borrowings	償還銀行及其他借貸	(428,198)	(58,874)
Repayment of loan notes	償還貸款票據	(200,000)	(300,000)
Advances from associates	聯營公司之墊款	–	70,978
Dividends paid	已付股息	(184,824)	(61,879)
Acquisition of additional interest in a subsidiary from a non-controlling interest	向一名非控股權益增購 附屬公司權益	(1,371)	–
Repayment of obligations under finance leases	償還融資租賃承擔	(112)	(108)
NET CASH FROM FINANCING ACTIVITIES	融資業務所得現金淨額	1,666,098	239,428

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

for the year ended 31st March, 2017 截至二零一七年三月三十一日止年度

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值項目 增加淨額	1,122,137	298,798
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	於年初之現金及 現金等值項目	615,357	318,363
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	匯率變動之影響	(8,746)	(1,804)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR, represented by bank balances and cash	於年終之現金及 現金等值項目， 指銀行結餘及現金	1,728,748	615,357

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for the year ended 31st March, 2017 截至二零一七年三月三十一日止年度

1. GENERAL

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of the registered office of the Company is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and the principal place of business of the Company is Unit 3102, 31/F., Bank of America Tower, 12 Harcourt Road, Central, Hong Kong.

The consolidated financial statements are prepared in Hong Kong dollar (“HK\$”), which is the same as the functional currency of the Company.

The Company is an investment holding company. The principal activities of the Group are property development and investment in Macau, the People’s Republic of China (the “PRC”), Hong Kong, Canada and United Kingdom, development of, investment in and operation of hotels and leisure business in the PRC, Hong Kong and Canada, securities investments and the provision of loan financing services. The principal activities of the principal subsidiaries are set out in Note 45.

1. 一般資料

本公司為於百慕達註冊成立之獲豁免有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司之註冊辦事處地址為 Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda，而本公司主要營業地點位於香港中環夏慤道 12 號美國銀行中心 31 樓 3102 室。

綜合財務報表乃以本公司功能貨幣港幣（「港幣」）編製。

本公司為一間投資控股公司。本集團之主要業務為在澳門、中華人民共和國（「中國」）、香港、加拿大及英國從事物業發展及投資、於中國、香港及加拿大從事發展、投資及經營酒店及消閒業務、證券投資及提供貸款融資服務。主要附屬公司之主要業務載於附註 45。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for the year ended 31st March, 2017 截至二零一七年三月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

Amendments to HKFRSs that are mandatorily effective for current year

The Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year:

Amendments to HKAS 1	Disclosure Initiative
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants
Amendments to HKFRSs	Annual Improvements to HKFRSs 2012 – 2014 Cycle
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception
Amendments to HKFRS 11	Accounting for Acquisitions of Interest in Joint Operations

The application of the amendments to HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度強制生效之香港財務報告準則之修訂

於本年度，本集團首次應用以下由香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則之修訂：

香港會計準則第1號之修訂	披露計劃
香港會計準則第16號及香港會計準則第38號之修訂	澄清折舊及攤銷之可接受方法
香港會計準則第16號及香港會計準則第41號之修訂	農業：生產性植物
香港財務報告準則之修訂	香港財務報告準則二零一二年至二零一四年週期之年度改進
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號之修訂	投資實體：應用合併計入之例外情況
香港財務報告準則第11號之修訂	收購聯合經營權益之會計處理

於本年度應用香港財務報告準則之修訂對本集團本年度及過往年度之財務表現及狀況及／或綜合財務報表所載披露資料並無重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for the year ended 31st March, 2017 截至二零一七年三月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

New and amendments to HKFRSs in issue but not yet effective

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

Amendments to HKAS 7	Disclosure Initiative ¹
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses ¹
Amendments to HKAS 40	Transfers of Investment Property ²
Amendments to HKFRSs	Annual Improvements to HKFRSs 2014 – 2016 Cycle ⁵
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions ²
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
HKFRS 9 (2014)	Financial Instruments ²
HKFRS 15	Revenue from Contracts with Customers and the related Amendments ²
HKFRS 16	Leases ³
HK (IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration ²

¹ Effective for annual periods beginning on or after 1st January, 2017

² Effective for annual periods beginning on or after 1st January, 2018

³ Effective for annual periods beginning on or after 1st January, 2019

⁴ Effective for annual periods beginning on or after a date to be determined

⁵ Effective for annual periods beginning on or after 1st January, 2017 or 1st January, 2018, as appropriate

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則以及新詮釋：

香港會計準則第7號之修訂	披露計劃 ¹
香港會計準則第12號之修訂	就未變現虧損確認遞延稅項資產 ¹
香港會計準則第40號之修訂	轉移投資物業 ²
香港財務報告準則之修訂	香港財務報告準則二零一四年至二零一六年週期之年度改進 ⁵
香港財務報告準則第2號之修訂	以股份形式支付之交易之分類及計量 ²
香港財務報告準則第4號之修訂	應用香港財務報告準則第9號金融工具及香港財務報告準則第4號保險合約 ²
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營公司間資產出售或投入 ⁴
香港財務報告準則第9號(二零一四年)	金融工具 ²
香港財務報告準則第15號	來自客戶合約收益及相關修訂 ²
香港財務報告準則第16號	租賃 ³
香港(國際財務報告詮釋委員會) – 詮釋第22號	外匯交易及預付代價 ²

¹ 於二零一七年一月一日或以後開始之年度期間生效

² 於二零一八年一月一日或以後開始之年度期間生效

³ 於二零一九年一月一日或以後開始之年度期間生效

⁴ 於待定日期或以後開始之年度期間生效

⁵ 於二零一七年一月一日或二零一八年一月一日(如適用)或以後開始之年度期間生效

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for the year ended 31st March, 2017 截至二零一七年三月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

New and amendments to HKFRSs in issue but not yet effective (Cont’d)

HKFRS 9 (2014) Financial Instruments

HKFRS 9 issued in 2009 (“HKFRS 9 (2009)”) introduces new requirements for the classification and measurement of financial assets and was early adopted by the Group with a date of initial application on 1st April, 2014. HKFRS 9 was subsequently amended in 2010 to include requirements for the classification and measurement of financial liabilities and for derecognition, and further amended in 2013 to include the new requirements for general hedge accounting. Another revised version of HKFRS 9 was issued in 2014 (“HKFRS 9 (2014)”) mainly to include a) impairment requirements for financial assets and b) limited amendments to the classification and measurement requirements by introducing a FVTOCI measurement category for certain simple debt instruments.

The directors of the Company (“Directors”) anticipate that the adoption of HKFRS 9 (2014) in the future (excluding the scope of HKFRS 9 (2009) that has been adopted by the Group with a date of initial application on 1st April, 2014) may have an impact on the amounts reported in respect of the Group’s financial assets. In addition, the expected credit loss model may result in early provision of credit losses which are not yet incurred in relation to the Group’s financial assets measured at amortised cost. However, it is not practicable to provide a reasonable estimate of effect of HKFRS 9 (2014) until the Group performs a detailed review.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號(二零一四年)金融工具

於二零零九年頒佈之香港財務報告準則第9號(「香港財務報告準則第9號(二零零九年)」)引入有關金融資產分類及計量之新規定，本集團於初始應用日期二零一四年四月一日提早採納。香港財務報告準則第9號其後於二零一零年作出修訂，加入金融負債分類及計量以及終止確認之規定，並於二零一三年作出進一步修訂，加入一般對沖會計法之新規定。於二零一四年頒佈之香港財務報告準則第9號(「香港財務報告準則第9號(二零一四年)」)另一個經修訂版本主要加入 a) 金融資產之減值規定；及 b) 藉為若干簡單債務工具引入按公平值列賬及計入其他全面收益計量類別，對分類及計量規定作出有限修訂。

本公司董事(「董事」)預期，日後採用香港財務報告準則第9號(二零一四年)(不包括本集團於二零一四年四月一日首次應用之香港財務報告準則第9號(二零零九年)之範圍)可能影響本集團金融資產之呈報金額。此外，預期信貸虧損模式可能導致提早就本集團按攤銷成本計量之金融資產尚未產生之信貸虧損作出撥備。然而，於本集團進行詳細審閱前就香港財務報告準則第9號(二零一四年)之影響提供合理估計並不切實可行。

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for the year ended 31st March, 2017 截至二零一七年三月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

New and amendments to HKFRSs in issue but not yet effective (Cont’d)

HKFRS 15 Revenue from Contracts with Customers

HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 *Revenue*, HKAS 11 *Construction Contracts* and the related Interpretations when it becomes effective.

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when ‘control’ of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

In 2016, the HKICPA issued clarifications to HKFRS 15 in relation to the identification of performance obligations, principal versus agent considerations, as well as licensing application guidance.

The Directors anticipate that the application of HKFRS 15 in the future may result in more disclosures, however, the Directors do not anticipate that the application of HKFRS 15 will have a material impact on the timing and amounts of revenue recognised in the respective reporting periods.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第15號來自客戶合約收益

頒佈香港財務報告準則第15號旨在制定一項單一全面模式供實體用作將自客戶合約所產生收益入賬。香港財務報告準則第15號生效後，其將取代現時之收益確認指引，包括香港會計準則第18號收益、香港會計準則第11號建築合約及相關詮釋。

香港財務報告準則第15號之核心原則為實體確認收益以顯示向客戶轉讓所承諾貨品或服務款額反映實體預期就交換貨品或服務有權獲得之代價。具體而言，該準則引入確認收益之五個步驟：

- 第一步：識別與客戶訂立之合約
- 第二步：識別合約中之履約責任
- 第三步：釐定交易價
- 第四步：按合約中的履約責任分配交易價
- 第五步：於實體完成履約責任時確認收益

根據香港財務報告準則第15號，實體於完成履約責任時(即於特定履約責任相關商品或服務之「控制權」轉移至客戶時)確認收益。香港財務報告準則第15號已就處理特定情況加入更明確指引。此外，香港財務報告準則第15號要求更詳盡披露。

於二零一六年，香港會計師公會頒佈香港財務報告準則第15號之澄清，內容有關識別履約責任、委託人與代理人之考量及許可證申請指引。

董事預期，日後應用香港財務報告準則第15號可能導致須作出更多披露，然而，董事預期應用香港財務報告準則第15號將不會對相關報告期內確認收益之時機及金額構成重大影響。

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for the year ended 31st March, 2017 截至二零一七年三月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

New and amendments to HKFRSs in issue but not yet effective (Cont’d)

HKFRS 16 Leases

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 *Leases* and the related interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents operating lease payments as operating cash flows. Under the HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as operating cash flows.

Under HKAS 17, the Group has already recognised an asset and a related finance lease liability for finance lease arrangement where the Group is a lessee. The application of HKFRS 16 may result in potential changes in classification of these assets depending on whether the Group presents right-of-use assets separately or within the same line item at which the corresponding underlying assets would be presented if they were owned.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號租賃

香港財務報告準則第16號為識別出租人及承租人之租賃安排及會計處理引進全面模式。香港財務報告準則第16號於生效時將取代香港會計準則第17號租賃及相關詮釋。

香港財務報告準則第16號按照已識別資產是否由客戶控制之基準區分租賃及服務合約。經營租賃與融資租賃之區分於承租人會計處理中剔除，並由承租人須就所有租賃確認使用權資產及相應負債之模式取代，惟短期租賃及低價值資產租賃除外。

使用權資產初步按成本計量，其後按成本(視乎若干例外情況而定)減去累計折舊及減值虧損計量，並就租賃負債之任何重新計量作出調整。租賃負債初步按並非於該日支付之租賃付款之現值計量。租賃負債其後就(其中包括)利息及租賃付款以及租賃修訂之影響作出調整。就現金流量之分類而言，本集團目前將經營租賃付款呈列為經營現金流量。根據香港財務報告準則第16號，與租賃負債有關之租賃付款將分配至將呈列為經營現金流量之本金及利息部分。

根據香港會計準則第17號，本集團已就本集團為承租人之融資租賃安排確認資產及相關融資租賃負債。應用香港財務報告準則第16號可能導致該等資產之分類出現變動，並取決於本集團單獨呈列使用權資產或於相關資產屬自用時呈列之同類項目中呈列。

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2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

New and amendments to HKFRSs in issue but not yet effective (Cont’d)

HKFRS 16 Leases (Cont’d)

In contrast to lessee accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease. Furthermore, extensive disclosures are required by HKFRS 16.

As at 31st March, 2017, the Group had non-cancellable operating lease commitments of HK\$237,042,000 (2016: HK\$316,035,000) as disclosed in Note 39. A preliminary assessment indicates that these arrangements will meet the definition of a lease under HKFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding liability in respect of all these lease unless they qualify for low value or short-term leases upon the application of HKFRS 16. In addition, the application of new requirements may result changes in measurement, presentation and disclosure as indicated above. However, it is not practicable to provide a reasonable estimate of the financial effect until the Directors complete a detailed review.

Amendments to HKAS 7 Disclosure Initiative

The amendments require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities including both changes arising from cash flows and non-cash changes. Specifically, the amendments require the following changes in liabilities arising from financing activities to be disclosed: (i) changes from financing cash flows; (ii) changes arising from obtaining or losing control of subsidiaries or other businesses; (iii) the effect of changes in foreign exchange rates; (iv) changes in fair values; and (v) other changes.

The amendments apply prospectively to the Group for annual period beginning on 1st April, 2017. The application of the amendments will result in additional disclosures on the Group’s financing activities, specifically reconciliation between the opening and closing balances in the consolidated statement of financial position for liabilities arising from financing activities will be provided on application.

The Directors anticipate that the application of other amendments to HKFRSs and the interpretation will have no material impact on the consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號租賃(續)

在比較承租人會計處理時，香港財務報告準則第16號承繼香港會計準則第17號之大部分出租人會計處理規定，並繼續要求出租人將租賃分類為經營租賃或融資租賃。此外，香港財務報告準則第16號亦要求作出詳盡披露。

於二零一七年三月三十一日，如附註39所披露，本集團有為數港幣237,042,000元(二零一六年：港幣316,035,000元)之不可撤銷經營租賃承擔。初步評估顯示該等安排將符合香港財務報告準則第16號項下租賃之定義，故本集團將就所有該等租賃確認使用權資產及相應負債，除非其於應用香港財務報告準則第16號時符合低價值或短期租賃之資格。此外，應用新規定可能導致上述計量、呈列及披露出現變動。然而，於董事進行詳細審閱前，提供財務影響之合理估算並不切實可行。

香港會計準則第7號披露計劃之修訂

該等修訂規定實體披露能讓財務報表使用者評估融資活動引起之負債變動，包括現金流量引致之變動及非現金變動。尤其是，該等修訂規定披露以下來自融資活動之負債變動：(i)來自融資現金流量之變動；(ii)來自取得或失去附屬公司或其他業務之控制權之變動；(iii)外幣匯率變動之影響；(iv)公平值變動；及(v)其他變動。

該等修訂預期應用於本集團在二零一七年四月一日開始之年度期間。應用該等修訂可能導致有關本集團融資活動之額外披露，尤其是就融資活動所產生負債進行綜合財務狀況表之期初與期末結餘之對賬，將於應用該等修訂時提供。

董事預期應用香港財務報告準則其他修訂及詮釋將不會對綜合財務報表構成重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for the year ended 31st March, 2017 截至二零一七年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange (the “Listing Rules”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments and investment properties that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are within the scope of HKAS 17 *Leases*, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

3. 主要會計政策

綜合財務報表乃按香港會計師公會所頒佈香港財務報告準則編製。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則（「上市規則」）及香港公司條例規定之適用披露。

綜合財務報表乃按歷史成本法編製，惟若干金融工具及投資物業於各報告期末按公平值計量（見下文會計政策所闡述）除外。

歷史成本一般根據用作換取貨物及服務所付出代價之公平值計算。

公平值為於計量日期市場參與者之間進行有秩序交易出售資產將收取之價格或轉讓負債時將支付之價格，而不論該價格是否直接可觀察或使用另一項估值方法估計。於評估資產或負債之公平值時，如市場參與者於計量日期對資產或負債定價時會考慮資產或負債特性，則本集團亦會考慮資產或負債特性。於該等綜合財務報表中計量及／或披露之公平值均採用上述基準釐定，惟屬香港財務報告準則第2號以股份形式支付範圍內之以股份形式支付交易、屬香港會計準則第17號租賃範圍內之租賃交易以及與公平值存在若干相似之處但並非公平值之計量（例如香港會計準則第2號存貨之可變現淨值或香港會計準則第36號資產減值之使用價值）除外。

非金融資產之公平值乃考慮市場參與者可使用該資產之最高及最佳用途產生經濟效益之能力或將該資產出售予可使用該資產最高及最佳用途之另一市場參與者計量。

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綜合財務報表附註

for the year ended 31st March, 2017 截至二零一七年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2: inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3: inputs are unobservable inputs for the asset or liability.

The significant accounting policies are set out below.

Basis of consolidation

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

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

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

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

3. 主要會計政策(續)

此外，就財務申報而言，公平值計量按照公平值計量輸入數據之可觀察程度及公平值計量輸入數據對其整體之重要性劃分為第一、二或三級，詳情如下：

- 第一級：輸入數據指實體可於計量日期評估之相同資產或負債於活躍市場之報價(未經調整)；
- 第二級：輸入數據指資產或負債之可直接或間接觀察輸入數據(不包括納入第一級之報價)；及
- 第三級：輸入數據為資產或負債之無法觀察輸入數據。

主要會計政策載列如下。

綜合基準

綜合財務報表結合本公司以及本公司及其附屬公司所控制實體之財務報表。本公司於以下情況下擁有控制權：

- 對投資對象擁有權力；
- 自參與投資對象營運所得可變動回報承擔風險或享有權利；及
- 能夠運用其權力影響其回報。

倘有事實及情況顯示上述控制權三個要素當中一個或多個要素發生變動，則本集團會重新評估是否對投資對象擁有控制權。

當本集團取得附屬公司之控制權時，會開始將附屬公司綜合入賬，而當本集團失去該附屬公司之控制權時，則不再將附屬公司綜合入賬。特別是年內所收購或出售附屬公司之收支乃自本集團取得控制權日期起直至本集團失去該附屬公司之控制權日期止計入綜合損益表。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for the year ended 31st March, 2017 截至二零一七年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Basis of consolidation (Cont'd)

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

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

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

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity including reserves and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted after re-attribution of the relevant equity component, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

Acquisition of a subsidiary not constituting a business

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to the financial assets and financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

3. 主要會計政策 (續)

綜合基準 (續)

損益及其他全面收益各項目乃計入本公司擁有人及非控股權益。附屬公司之全面收益總額會計入本公司擁有人及非控股權益，即使此舉導致非控股權益錄得虧絀結餘。

如有需要，附屬公司之財務報表會作出調整，令其會計政策得以配合本集團之會計政策。

集團內公司間所有資產及負債、權益、收支及與本集團各實體間交易有關之現金流量已於編製綜合賬目時悉數對銷。

本集團於現有附屬公司擁有權權益之變動

若本集團於附屬公司擁有權權益之變動不會導致失去於附屬公司之控制權，則按權益交易入賬。本集團相關權益部分（包括儲備）及非控股權益之賬面值經調整以反映其於附屬公司相關權益之變動。於重新歸屬相關權益部分後就非控股權益金額所作調整與已支付或已收取代價之公平值之差額，直接於權益內確認，並歸本公司擁有人所有。

收購並不構成業務之附屬公司

當本集團收購並不構成一項業務之資產及負債組別，本集團透過先將購買價按其各自之公平值分配至金融資產及金融負債，以識別及確認所收購之個別可識別資產及所承擔之負債，而餘下之購買價結餘其後按於購買日期之相關公平值，分配至其他個別可識別資產及負債。有關交易並不產生商譽或議價購買收益。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Investments in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of loss of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

3. 主要會計政策(續)

於聯營公司及合營公司之投資

聯營公司為本集團具有重大影響之實體。重大影響乃指參與所投資公司之財務及經營政策決策但非控制或共同控制該等政策之權力。

合營公司乃一種共同安排，據此，共同控制該安排之各方擁有該安排之資產淨值權利。共同控制權乃指按照合約協定共同控制一項安排，並僅在有關業務相關之決策須共同控制各方一致同意時方會存在。

聯營公司及合營公司之業績及資產與負債乃採用權益會計法計入綜合財務報表。為進行權益入賬所採用聯營公司及合營公司之財務報表，乃採用與本集團在類似情況下就類似交易及事件所用者一致之會計政策編製。根據權益法，於聯營公司或合營公司之投資初步按成本於綜合財務狀況表確認，其後作出調整，以確認本集團應佔聯營公司或合營公司之溢利或虧損及其他全面收益。當本集團應佔聯營公司或合營公司虧損超出其於該聯營公司或合營公司之權益(包括任何本質上組成本集團於該聯營公司或合營公司投資淨額部分之長期權益)時，本集團終止確認其應佔進一步虧損。本集團僅就本集團代表該聯營公司或合營公司所產生法定及推定責任或所作付款確認額外虧損。

自投資對象成為聯營公司或合營公司當日起，於聯營公司或合營公司之投資採用權益法入賬。於收購於聯營公司或合營公司之投資時，投資成本超過本集團分佔投資對象可識別資產及負債公平淨值之任何部分乃確認為商譽，並計入投資之賬面值內。倘本集團分佔之可識別資產及負債於重新評估後之公平淨值高於投資成本，超出之金額則於收購投資期間即時於損益確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Investments in associates and joint ventures (Cont'd)

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment is tested for impairment in accordance with HKAS 36 *Impairment of Assets* as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of HKAS 39, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of the relevant interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

3. 主要會計政策 (續)

於聯營公司及合營公司之投資 (續)

釐定是否需要就本集團於聯營公司或合營公司之投資確認任何減值虧損時，會應用香港會計準則第39號之規定。於有需要時，該項投資之全部賬面值會根據香港會計準則第36號資產減值作為單一資產進行減值測試，方法是比較其可收回金額（即使用價值與公平值減出售成本兩者中之較高者）與賬面值。任何已確認之減值虧損構成該項投資賬面值之一部分。有關減值虧損之任何撥回乃根據香港會計準則第36號予以確認，惟以該項投資之可收回金額其後增加金額為限。

當本集團不再對聯營公司或合營公司擁有重大影響力時，則入賬列為出售於投資對象之全部權益，其相關收益或虧損於損益中確認。當本集團保留於前聯營公司或合營公司之權益且保留權益為金融資產時，則本集團會按於該日之公平值計量保留權益，而公平值根據香港會計準則第39號被視為於初步確認時之公平值。聯營公司或合營公司於終止採用權益法當日之賬面值與任何保留權益之公平值及任何出售於聯營公司或合營公司部分權益所得款項間之差額，以釐定出售該聯營公司或合營公司之收益或虧損。此外，本集團會將先前在其他全面收益就該聯營公司或合營公司確認之所有金額入賬，基準與該聯營公司或合營公司直接出售相關資產或負債所需基準相同。因此，倘該聯營公司或合營公司先前於其他全面收益確認之收益或虧損，會於出售相關資產或負債時重新分類至損益。本集團會於終止採用權益法時將收益或虧損由權益重新分類至損益（作為重新分類調整）。

當於聯營公司之投資成為於合營公司之投資或於合營公司之投資成為於聯營公司之投資，本集團將繼續使用權益法。於所有權權益變動後並不會重新計量公平值。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Investments in associates and joint ventures (Cont'd)

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

Interest in a joint operation

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

When a group entity undertakes its activities under joint operations, the Group as a joint operator recognises in relation to its interest in a joint operation:

- its assets, including its share of any assets held jointly;
- its liabilities, including its share of any liabilities incurred jointly;
- its revenue from the sale of its share of the output arising from the joint operation;
- its share of the revenue from the sale of the output by the joint operation; and
- its expenses, including its share of any expenses incurred jointly.

The Group accounts for the assets, liabilities, revenues and expenses relating to its interest in a joint operation in accordance with the HKFRSs applicable to the particular assets, liabilities, revenues and expenses.

3. 主要會計政策(續)

於聯營公司及合營公司之投資(續)

倘本集團削減其於聯營公司或合營公司之所有權權益但本集團繼續採用權益法，如有關收益或虧損會於出售相關資產或負債時重新分類至損益，則本集團會將先前於其他全面收益確認與削減所有權權益有關之收益或虧損部分重新分類至損益。

當集團實體與本集團之聯營公司或合營公司進行交易時，與該聯營公司或合營公司交易所產生之損益僅在該聯營公司或合營公司之權益與本集團無關的情況下，方會在本集團之綜合財務報表確認。

於合營業務之權益

合營業務屬一種合營安排，於安排中共同擁有控制權之各方有權就合營安排享有資產權利及承擔負責責任。共同控制權為各方以合約形式協定分享安排之控制權，只在就相關活動作出決定必須獲分享控制權各方一致同意之情況下出現。

當集團實體從事合營業務之活動時，作為合營者之本集團就其於合營業務所佔權益確認：

- 其資產，包括其應佔之任何共同持有之資產；
- 其負債，包括其應佔之任何共同承擔之負債；
- 來自銷售其應佔合營業務所得產品之收益；
- 其應佔合營業務銷售產品所得收益；及
- 其開支，包括其應佔之任何共同承擔之開支。

本集團根據適用於特定資產、負債、收益及開支之香港財務報告準則就其於合營業務所持權益之資產、負債、收益及開支入賬。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Interest in a joint operation (Cont'd)

When a group entity transacts with a joint operation in which a group entity is a joint operator (such as a sale or contribution of assets), the Group is considered to be conducting the transaction with the other parties to the joint operation, and gains and losses resulting from the transactions are recognised in the Group's consolidated financial statements only to the extent of other parties' interests in the joint operation.

When a group entity transacts with a joint operation in which a group entity is a joint operator (such as a purchase of assets), the Group does not recognise its share of the gains and losses until it resells those assets to a third party.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

Revenue is recognised when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities, as described below.

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed.

Revenue from sale of properties in the ordinary course of business is recognised when the respective properties have been completed and delivered to the buyers. Deposits and instalments received from purchasers prior to meeting the above criteria for revenue recognition are included in the consolidated statement of financial position under current liabilities.

Revenue from hotel accommodation, food and banquet operations are recognised when the services are provided.

Sales of securities investments are recognised when the related bought and sold notes are executed.

3. 主要會計政策 (續)

於合營業務之權益 (續)

當集團實體與一項另一集團實體為其合營者之合營業務進行交易(例如出售或注入資產)時,本集團被視為與合營業務之其他合營方進行交易,而交易產生之溢利及虧損均在本集團之綜合財務報表確認,但僅以其他合營者在合營業務中所佔權益為限。

當集團實體與一項另一集團實體為其合營者之合營業務進行交易(例如購買資產)時,本集團不確認其應佔溢利及虧損,直至該等資產轉售予第三方為止。

收益確認

收益乃按已收或應收代價之公平值計量。收益就估計客戶退貨、回扣及其他類似補助作出調減。

當未來經濟利益可能流入本集團及當已達成下文所述本集團各項活動之特定標準,而收益之金額能可靠計量,則確認收益。

銷售貨品之收益於交付貨品及轉交所有權時確認。

於日常業務過程中銷售物業之收益在有關物業已竣工並交付予買方時確認。於達致收益確認之上述標準前,自買方收取之按金及分期付款乃於綜合財務狀況表內列入流動負債項下。

酒店住宿及餐飲業務之收益於提供服務時確認。

銷售證券投資於簽立有關買入及賣出成交單據時確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Revenue recognition (Cont'd)

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Consultancy fees are recognised when the relevant services are rendered.

The Group's accounting policy for recognition of revenue from operating leases is described in the accounting policy for leasing below.

Property, plant and equipment

Property, plant and equipment, including buildings and leasehold land (classified as finance lease) held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent impairment losses, if any.

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

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

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

3. 主要會計政策 (續)

收益確認 (續)

投資之股息收入在股東收取款項之權利確立時確認。

利息收入乃根據尚餘本金及適用實際利率按時間基準計量，實際利率乃於初步確認時將金融資產於預計年內估計日後現金收入貼現至資產賬面淨值之比率。

顧問費在提供相關服務時確認。

本集團確認經營租賃收益之會計政策於下文租賃之會計政策詳述。

物業、機械及設備

物業、機械及設備以及租賃土地(分類為融資租賃)包括持有用於生產或提供貨品或服務或用於行政用途之樓宇，按成本減其後累計折舊及累計減值虧損(如有)在綜合財務狀況表列賬。

資產之折舊按其估計可使用之年期並計及其估計剩餘價值以直線法撇銷其成本。估計可使用年期、剩餘價值及折舊方法乃於每一個報告期末檢討，估計變動之影響按預先計提之基準入賬。

以融資租賃持有之資產按與自置資產相同之基準於其預計可使用年內折舊。然而，倘未能合理地確定將於租期屆滿時取得所有權，則按該項資產之租期與預計可使用年中之較短者折舊。

物業、機械及設備項目於出售時或當繼續使用該資產預期不會產生未來經濟利益時終止確認。出售或棄用物業、機械及設備項目所產生溢利或虧損乃按出售所得款項淨額與賬面值間差額計算，並於損益確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under development for such purposes).

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

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction.

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

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset. Other than investment properties measured under fair value model, such costs are recognised as an expense on a straight-line basis over the lease term.

3. 主要會計政策 (續)

投資物業

投資物業為持作賺取租金及／或作資本增值之物業，包括以此為目的之發展中物業。

投資物業初步按成本(包括任何直接應佔開支)計量。初步確認後，投資物業按其公平值計量。投資物業公平值變動所產生之溢利或虧損計入產生期間之損益內。

在建投資物業產生之建築成本資本化為在建投資物業賬面值之一部分。

於投資物業出售或永久停止使用及預計不會從出售該物業中獲得未來經濟利益時，投資物業會終止確認。終止確認物業所產生任何溢利或虧損(按出售所得款項淨額與該資產賬面值之差額計算)於物業終止確認之期間計入損益。

租賃

融資租賃指租約條款將擁有權之絕大部分風險及回報轉嫁予承租人之租約。所有其他租約均列為經營租賃。

本集團作為出租人

來自經營租賃之租金收入按有關租賃之租期以直線法於損益確認。商議及安排經營租賃產生之初期直接成本計入有關租賃資產之賬面值內。除按公平值模式計量之投資物業外，有關成本按直線法於租期確認為開支。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Leasing (Cont'd)

The Group as lessee

Assets held under finance leases are recognised as assets of the Group at their fair values at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs (see the accounting policy below).

Operating lease payments, including the cost of acquiring land held under operating leases, are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment or investment properties.

3. 主要會計政策 (續)

租賃 (續)

本集團作為承租人

以融資租賃持有之資產按租約開始時之公平值或最低租賃付款現值之較低者確認為本集團資產。出租人之相應負債於綜合財務狀況表列作融資租賃承擔。

租賃付款按比例於財務費用及租約承擔減少之間作出分配，從而就計算該等負債應付餘額得出固定息率。財務費用即時於損益確認，除非直接計入合資格資產內，在該情況下財務費用依據本集團有關借貸成本之一般政策（見下文會計政策）撥充資本。

經營租賃金額（包括收購持作經營租賃土地之成本）於有關租期按直線法確認為開支，但如另有系統性基準較時間性模式更具代表性，租賃資產之經濟效益據此被消耗除外。

租賃土地及樓宇

當租賃包括土地及樓宇部分時，本集團以評估與各部分擁有權有關之絕大部分風險及回報是否已轉移至本集團為基礎，評估如何將各部分分類為融資或經營租賃，除非肯定兩部分均為經營租賃，則於該情況下，整項租賃乃分類為經營租賃。尤其，最低租賃付款（包括任何一次性預付款項）乃以租約開始時，於土地及樓宇部分之間進行分配，比例為以租賃權益於土地部分及樓宇部分之相對公平值而定。

倘租賃付款能夠可靠分配時，則入賬列作經營租賃之租賃土地權益乃於綜合財務狀況表列作「預付租賃款項」，並以直線法於租期內攤銷，惟根據公平值模式分類及入賬列為投資物業者除外。當租賃付款無法於土地及樓宇部分之間可靠分配時，則整份租約一般分類為融資租賃並入賬列作物業、機械及設備或投資物業。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items are recognised in profit or loss in the period in which they arise except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the Group's interest.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

3. 主要會計政策 (續)

外幣

編製各個別集團實體之財務報表時，以該實體功能貨幣以外貨幣(外幣)進行之交易乃按交易日期當時之匯率確認。於報告期末，以外幣列值之貨幣項目以該日之匯率重新換算。以外幣列值並按公平值列賬之非貨幣項目以釐定公平值之日當時之匯率重新換算。以外幣過往成本計算之非貨幣項目不予重新換算。

因結算貨幣項目及重新換算貨幣項目而產生之匯兌差異乃於產生期間內於損益確認，惟應收或應付一項海外業務之貨幣項目之匯兌差異除外，其既無計劃結算及發生結算之可能性亦不大(因此構成海外業務投資淨額之一部份)，初步於其他全面收益確認及於出售或部分出售本集團權益時由權益重新分類至損益。

就呈列綜合財務報表而言，本集團海外業務之資產及負債均按每一個報告期末匯率換算為本集團之呈列貨幣(即港幣)，而收入及開支則按期內平均匯率換算，除非期內匯率出現重大波幅，於此情況下，則將採用交易當日之匯率。所產生匯兌差異(如有)於其他全面收益確認並於權益項下換算儲備(於適當情況下由非控股權益應佔)累計。

於出售海外業務(即出售本集團於海外業務之全部權益、或涉及失去對包含海外業務之一間附屬公司之控制權之出售、或涉及出售包含海外業務之一項共同安排或聯營公司之部分權益(其中保留權益成為金融資產))時，就本公司擁有人應佔該業務而於權益確認之所有匯兌差異重新分類至損益。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Foreign currencies (Cont'd)

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Retirement benefit costs

Payments to defined contribution retirement benefit plans, state-managed retirement benefit schemes and the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered services entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries) after deducting any amount already paid.

3. 主要會計政策 (續)

外幣 (續)

此外，對於並無導致本集團失去附屬公司控制權之局部出售附屬公司，則按此比例將累計匯兌差異重新分類至非控股權益，而非於損益確認。就所有其他局部出售（即削減本集團於聯營公司或共同安排之擁有權權益但不致令本集團失去重大影響力或共同控制權）而言，按比例分佔之累計匯兌差異乃重新分類至損益。

借貸成本

直接涉及收購、建設或生產合資格資產（即需要一定時間預備方可投入作擬定用途或出售之資產）之借貸成本計入該等資產之成本，直至該等資產大致上可投入作擬定用途或出售為止。

在特定借貸撥作符合資本化條件資產之支出前暫時用作投資所賺取之投資收入須自符合資本化條件之借貸成本中扣除。

所有其他借貸成本均於其產生期間在損益確認。

退休福利成本

就界定供款退休福利計劃、國家管理退休福利計劃及強制性公積金計劃所作之供款於僱員提供服務使其有權享有供款時確認為開支。

短期僱員福利

短期僱員福利於僱員提供服務時按預計將支付福利之未貼現金額予以確認。所有短期僱員福利確認為開支，除非另一項香港財務報告準則要求或允許將有關福利納入資產成本，則作別論。

在扣除已經支付之任何金額後，就僱員應得之福利（例如工資及薪金）確認負債。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from “profit before taxation” as reported in the consolidated statement of profit or loss because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group’s liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

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

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

3. 主要會計政策 (續)

稅項

所得稅開支指現行應繳稅項及遞延稅項之總和。

現行應繳稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合損益表所報「除稅前溢利」不同，乃由於涉及其他年度之應課稅或可扣稅收入或開支以及毋須課稅或不能扣稅之項目。本集團之現行稅項負債乃按報告期末已頒佈或實際頒佈之稅率計算。

遞延稅項指就綜合財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基之暫時差額確認。遞延稅項負債一般會就所有應課稅暫時差額確認，而遞延稅項資產一般會於可能出現應課稅溢利以抵銷該等可扣稅之可扣減暫時差額時確認。倘暫時差額源自初步確認不影響應課稅溢利或會計溢利之交易（業務合併除外）之資產及負債，則不會確認該等遞延稅項資產及負債。此外，倘因初步確認商譽而出現暫時差異，遞延稅項負債不予確認。

於附屬公司之投資及於聯營公司及合營公司之權益所產生應課稅暫時差額之遞延稅項負債將獲確認，惟本集團可控制撥回暫時差額及暫時差額不大可能於可見將來撥回之情況除外。與該等投資及權益有關之可扣減暫時性差額所產生之遞延稅項資產僅於將有充足應課稅溢利可使用暫時性差額之利益及預期於可見將來撥回時，方予確認。

遞延稅項資產之賬面值於各報告期末檢討，並於可能不再有足夠應課稅溢利收回該項資產全部或部分之情況下調減。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Taxation (Cont'd)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

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

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Stock of properties

Properties under development which are developed for future sale in the ordinary course of business and completed properties held for sale are classified as current assets and are stated at the lower of cost and net realisable value. Net realisable value is determined by reference to professional valuations or Directors' estimates based on prevailing market conditions.

3. 主要會計政策 (續)

稅項 (續)

遞延稅項資產及負債乃按預期於償還負債或變現資產期間適用之稅率計算。作為基準之稅率(及稅法)乃於報告期末已頒佈或實際頒佈。

遞延稅項負債及資產之計量反映本集團於報告期末預期將要收回或償還其資產及負債賬面值之稅務後果。

就使用公平值模式計量之投資物業而言，在計算其遞延稅項負債及遞延稅項資產時，假定該等物業之賬面值將透過銷售全數收回，除非該假設遭駁回則作別論。當投資物業可予折舊及按一個目的為隨時間而非透過銷售消耗投資物業包含之絕大部分經濟利益之商業模式持有，則該假設會遭駁回。

本期及遞延稅項於損益確認，惟倘有關稅項與於其他全面收益項目確認或直接於權益確認之項目有關則作別論，於該情況下，本期及遞延稅項亦於其他全面收益項目確認或直接於權益確認。倘就業務合併進行初始會計處理而產生本期稅項或遞延稅項，則稅務影響計入業務合併之會計處理內。

存貨

存貨乃按成本及可變現淨值之較低者列值。存貨成本按加權平均法釐定。可變現淨值指存貨之估計售價減一切估計完成成本及銷售所需成本。

物業存貨

於日常業務過程中開發以供未來銷售之在建物業及待售之已落成物業分類為流動資產，並按成本與可變現淨值之較低者入賬。可變現淨值乃參考專業估值或董事按照現行市況所作估計釐定。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

Financial assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments measured subsequently at amortised cost. Interest income is recognised in profit or loss and is included in the other income.

3. 主要會計政策 (續)

金融工具

倘集團實體成為工具合約條文之訂約方，則會確認金融資產及金融負債。

金融資產及金融負債初步按公平值計量。因收購或發行金融資產及金融負債(按公平值列賬及計入損益之金融資產及金融負債除外)而直接產生之交易成本，於初步確認時加入或扣自(視適用情況而定)金融資產或金融負債之公平值。因收購按公平值列賬及計入損益之金融資產或金融負債而直接產生之交易成本即時於損益確認。

金融資產

所有已確認金融資產乃按金融資產之分類，於其後全數按攤銷成本或公平值計量。

實際利息法

實際利息法乃計算債務工具之攤銷成本以及分配相關期間之利息收入之方法。實際利率乃將債務工具之預計年期或適用的較短期間內估計未來收取之現金(包括構成實際利率一部分之所有已付或已收之費用及點子、交易成本及其他溢價或折讓)準確貼現至初步確認時之賬面淨值之利率。

其後按攤銷成本計量之債務工具之利息收入按實際利息為基準確認。利息收入於損益中確認並計入其他收入。

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for the year ended 31st March, 2017 截至二零一七年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Financial assets at amortised cost

Debt instruments and hybrid contracts that meet the following conditions are subsequently measured at amortised cost less impairment loss:

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

Financial assets at FVTPL

Investments in equity instruments are classified as at FVTPL, unless the Group designates such investment that is not held for trading as FVTOCI on initial recognition.

A financial asset is held for trading if it has been acquired principally for the purpose of selling it in the near term or it is a derivative that is not designated and effective as a hedging instrument.

Debt instruments that do not meet the amortised cost criteria (see above) are measured at FVTPL. In addition, debt instruments that meet the amortised cost criteria but are designated as at FVTPL are measured at FVTPL. A debt instrument may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Group has designated all listed debt instruments as at FVTPL on initial application of HKFRS 9 (2009).

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss is included in net gain on financial instruments.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

按攤銷成本列賬之金融資產

符合下列條件之債務工具及混合合約其後按攤銷成本扣除減值虧損計量：

- 資產乃按目標為持有資產以收集合約現金流量之業務模式持有；及
- 工具之合約條款就純粹為支付本金及未償還本金之利息之現金流量指定日子。

利息收入透過應用實際利率確認，惟確認利息並不重大之短期應收款項則除外。

按公平值列賬及計入損益之金融資產

除非本集團於初步確認時指定有關並非持作買賣之投資為按公平值列賬及計入其他全面收益，於股本工具之投資分類為按公平值列賬及計入損益。

倘金融資產之主要收購目的為於短期內出售有關資產或該資產為並非指定及有效作對沖工具之衍生工具，則該金融資產為持作買賣。

不符合攤銷成本條件(見上文)之債務工具按公平值列賬及計入損益。此外，符合攤銷成本條件但指定為按公平值列賬及計入損益之債務工具乃按公平值列賬及計入損益。倘指定抵銷或削減絕大部分因按不同基準計量資產或負債或確認有關收益及虧損而產生之不一致計量或確認，則可指定債務工具為按公平值列賬及計入損益。本集團已初步應用香港財務報告準則第9號(二零零九年)時在初步確認時指定所有上市債務工具為按公平值列賬及計入損益。

按公平值列賬及計入損益之金融資產於各報告期末按公平值計量，重新計量產生之任何收益或虧損於損益中確認。於損益確認之收益或虧損淨額計入財務報表之收益淨額內。

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綜合財務報表附註

for the year ended 31st March, 2017 截至二零一七年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Financial assets at FVTOCI

On initial recognition, the Group can make an irrevocable election (on an instrument by instrument basis) to designate investments in equity instruments as at FVTOCI.

Designation at FVTOCI is not permitted if the equity investment is held for trading.

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the security investment reserve.

The Group has designated certain investments in equity investments (listed or unlisted) that are not held for trading as at FVTOCI on initial application of HKFRS 9 (2009).

Dividends on these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established in accordance with HKAS 18 *Revenue*, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends earned are recognised in profit or loss and are included in net gain on financial instruments.

Impairment of financial assets

Financial assets, other than those at FVTPL and FVTOCI, are assessed for indicators of impairment at the end of the reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

按公平值列賬及計入其他全面收益之金融資產

本集團可於初步確認時按個別工具基準，不可撤回地選擇指定於股本工具之投資為按公平值列賬及計入其他全面收益。

倘股權投資乃持作買賣，則不得指定作按公平值列賬及計入其他全面收益。

按公平值列賬及計入其他全面收益之於股本工具之投資初步按公平值加交易成本計量，其後則按公平值計量。公平值變動所產生收益及虧損於其他全面收益確認並於證券投資儲備累計。

本集團已於初次應用香港財務報告準則第9號(二零零九年)時，指定並非持作買賣之若干於股本工具(上市或非上市)之投資為按公平值列賬及計入其他全面收益。

此等於股本工具之投資之股息在本集團確立收取股息之權利時，根據香港會計準則第18號收益於損益中確認，除非股息明確代表收回投資之部分成本。所賺取股息於損益中確認並計入金融工具之收益淨額。

金融資產之減值

於報告期末，金融資產(按公平值列賬及計入損益者及按公平值列賬及計入其他全面收益者除外)獲評定是否有減值跡象。當有客觀證據顯示金融資產之估計未來現金流量因於初步確認該金融資產後發生之一項或多項事件而受到影響時，即該金融資產被當作已減值。

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綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets (Cont'd)

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 60 days, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產之減值 (續)

就所有其他金融資產而言，客觀減值證據包括：

- 發行人或交易對方出現重大財政困難；或
- 未能繳付或逾期償還利息或本金等違約行為；或
- 借貸人有可能面臨破產或財務重組。

應收賬款等獲評估為個別減值之若干金融資產類別，需按整體基準進行減值評估。應收款項組合之客觀減值證據可包括本集團之過往收款經驗、組合內延遲還款至超逾平均60日信貸期次數增加，以及與應收款項逾期有關之全國或地方經濟狀況明顯改變。

對於按攤銷成本列賬之金融資產而言，所確認減值虧損為資產賬面值與按金融資產之原實際利率貼現之估計未來現金流量現值之差額。

就所有金融資產而言，金融資產之賬面值直接按減值虧損減少，惟應收賬款除外，其賬面值乃透過使用撥備賬目而減少。撥備賬目之賬面值變動於損益確認。倘應收賬款被視為無法收回，則與撥備賬目撇銷。其後收回過往撇銷之款項計入損益內。

對於按攤銷成本計量之金融資產而言，如在往後期間，減值虧損金額減少，而有關減少在客觀上與確認減值後發生之事件有關，則先前已確認之減值虧損透過損益予以撥回，惟投資於減值獲撥回當日之賬面值，不得超過未確認減值時之攤銷成本。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset, except for a financial asset that is classified as at FVTOCI, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity reserve is recognised in profit or loss.

On derecognition of a financial asset that is classified as at FVTOCI, the cumulative gain or loss previously accumulated in the security investment reserve is not reclassified to profit or loss, but is transferred to accumulated losses.

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity instruments in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Other financial liabilities

Other financial liabilities (including creditors and deposits, amounts due to associates, loan notes, obligations under finance leases and bank and other borrowings) are subsequently measured at amortised cost, using the effective interest method.

3. 主要會計政策 (續)

金融工具 (續)

終止確認金融資產

僅於資產現金流量之合約權利屆滿時，或將金融資產擁有權絕大部分風險及回報轉讓予另一實體時，本集團方會終止確認金融資產。

於終止確認金融資產時，除分類為按公平值列賬及計入其他全面收益之金融資產外，資產賬面值與已收或應收代價及已於其他全面收益確認並於權益儲備累計之累計溢利或虧損之總和之差額，將於損益確認。

於終止確認分類為按公平值列賬及計入其他全面收益之金融資產時，先前於證券投資儲備累計之累計溢利或虧損不會重新分類至損益，惟會轉撥至累計虧損。

金融負債及股本工具

由集團實體發行之債務及股本工具按合約安排性質，以及金融負債及股本工具之定義分類為金融負債或股本工具。

股本工具

股本工具為證明實體扣除其所有負債後實體資產剩餘權益之任何合約。本集團所發行股本工具乃按已收所得款項確認，並扣除直接發行成本。

本公司購回本身股本工具乃於權益直接確認及扣除。概不會就本公司購買、出售、發行或註銷本身股本工具於損益確認任何溢利或虧損。

其他金融負債

其他金融負債包括應付賬款及按金、應付聯營公司款項、貸款票據、融資租賃承擔以及銀行及其他借貸，其後以實際利息法按攤銷成本計量。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial liabilities and equity instruments (Cont'd)

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which case the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

Financial guarantee contracts

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

Financial guarantee contracts issued by the Group are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- (i) the amount of obligation under the contract, as determined in accordance with HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets*; and
- (ii) the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligation are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. 主要會計政策 (續)

金融工具 (續)

金融負債及股本工具 (續)

實際利息法

實際利息法乃計算金融負債之攤銷成本以及分配相關期間之利息開支之方法。實際利率乃將金融負債之預計年期或適用的較短期間內估計未來支付之現金(包括構成實際利率一部分之所有已付或已收之費用及點子、交易成本及其他溢價或折讓)準確貼現至初步確認時之賬面淨值之利率。

利息開支乃按實際利息法確認。

衍生金融工具

衍生工具於訂立衍生工具合約日期初步以公平值確認，其後於報告期末按其公平值重新計量。所產生收益或虧損即時於損益確認，惟衍生工具指定及有效作對沖工具除外，在此情況下，於損益確認之時間須視乎對沖關係性質而定。

財務擔保合約

財務擔保合約為當特定債務人未能按債務工具之條款如期付款時，發行人需支付指定金額予持有人以補償其所蒙受損失之合約。

本集團發行之財務擔保合約初步以公平值計量，如並非指定為按公平值列賬及計入損益，則其後按以下兩項之較高者計量：

- (i) 按照香港會計準則第37號撥備、或然負債及或然資產釐定之合約責任金額；及
- (ii) 初步確認金額減(如適當)於擔保期內確認之累計攤銷。

終止確認金融負債

本集團於且僅於其責任已解除、註銷或屆滿時終止確認金融負債。已終止確認之金融負債之賬面值與已付及應付代價間之差額於損益確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Share-based payment transactions of the Company

Share options granted to employees

For grants of share options that are conditional upon satisfying specified vesting conditions, the fair value of services received is determined by reference to the fair value of share options granted at the date of grant and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share-based payment reserve).

At the end of the reporting period, the Group revises its estimates of number of options that are expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share-based payment reserve.

For grant of share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When the share options are exercised, the amount previously recognised in share-based payment reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based payment reserve will be transferred to retained profits.

Impairment losses

At the end of the reporting period, the Group reviews the carrying amounts of its assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

3. 主要會計政策 (續)

金融工具 (續)

本公司以股份形式支付之交易

授予僱員之購股權

就授出附帶符合特定歸屬條件之購股權而言，參考於授出日期已授出購股權之公平值而釐定之所獲取服務公平值於歸屬期間以直線基準列為支出，而權益(以股份形式支付儲備)亦會相應增加。

於報告期末，本集團修訂其對預期將最終歸屬之購股權數目之估計。修訂原有估計之影響(如有)於損益確認，致令累計開支反映經修訂估計，並對以股份形式支付儲備作出相應調整。

就於授出日期即時歸屬之所授出購股權而言，所授出購股權之公平值即時於損益列為支出。

於購股權獲行使時，過往於以股份形式支付儲備確認之金額將轉撥至股份溢價。當購股權於歸屬日期後被沒收或於屆滿日期仍未行使，則過往於以股份形式支付儲備確認之金額將轉撥至保留溢利。

減值虧損

本集團於報告期末檢討其可使用年期有限之資產之賬面值以釐定是否有任何跡象顯示該等資產已經出現減值虧損。倘有任何有關跡象，則估計其可收回金額以釐定減值虧損之程度(如有)。倘若無法估計個別資產之可收回金額，則本集團會估計該資產所屬現金產生單位之可收回金額。在可識別合理一致分配方法之情況下，公司資產亦獲分配至個別現金產生單位，否則將分配至就合理且一致之分配方法而言可獲確定之最小現金產生單位。

可回收金額乃公平值(扣除銷售成本)與使用價值間之較高者。在評估使用價值時，估計未來現金流量乃使用稅前貼現率貼現至其現有價值，以反映現金時間價值之目前市場評估及針對有關未經調整未來現金流量估計之資產之風險。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Impairment losses (Cont'd)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the Directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an 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.

3. 主要會計政策 (續)

減值虧損 (續)

倘若一項資產 (或一現金產生單位) 之可收回金額估計低於其賬面值, 則該資產 (或一現金產生單位) 之賬面值將扣減至其可收回金額。於分配減值虧損時, 減值虧損先予以分配, 以減少任何商譽 (倘適用) 之賬面值, 其後根據單位內各項資產之賬面值按比例分配至其他資產。一項資產之賬面值不會減至低於其公平價值減出售成本 (倘可計量)、其使用價值 (倘可釐定) 及零之間之最高者。原已另行分配至該資產之減值虧損金額按比例分配至單位內其他資產。減值虧損即時於損益確認。

倘若減值虧損其後撥回, 則資產 (或一現金產生單位) 之賬面值增至其可收回金額之經修訂估計, 惟增加後之賬面值不得超過在過往年度資產 (或一現金產生單位) 減值虧損未獲確認時所釐定之賬面值。減值虧損撥回即時於損益確認。

4. 估計不確定因素之主要來源

於應用附註3所述本集團之會計政策時, 董事須對未能透過其他來源確定之資產及負債之賬面值作出判斷、估計及假設。所作出之估計及相關假設乃以過往經驗及其他被視為相關之因素為基準。實際結果可能有別於該等估計。

估計及相關假設乃以持續基準審閱。倘對會計估計之修訂僅影響進行修訂之期間, 則於該期間確認, 或倘修訂會影響目前及未來期間, 則於目前及未來期間確認。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

Key sources of estimation uncertainty

The followings are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Allowance on other loan receivables

The Directors perform ongoing evaluation of collectability in assessing the ultimate realisation of the other loan receivables, including the repayment history, subsequent settlements, financial conditions and current creditworthiness of each borrower. Where the financial conditions of the borrowers were to deteriorate, resulting in an impairment of their ability to make repayments, allowance may arise. As at 31st March, 2017, the carrying amount of other loan receivables was HK\$667,235,000 (2016: HK\$421,289,000). No allowance was provided for both years.

Valuation of investment properties

The valuation of investment properties was based on valuation on these properties conducted by independent professional valuers using property valuation techniques which involve certain assumptions of market conditions. Favourable or unfavourable changes to these assumptions would result in changes in the valuation of the Group's investment properties and corresponding adjustments to the fair value changes reported in the consolidated statement of profit or loss. As at 31st March, 2017, investment properties are carried in the consolidated statement of financial position at their fair values of HK\$754,000,000 (2016: HK\$1,254,000,000).

Amounts due from joint ventures and an associate

As at 31st March, 2017, the carrying amounts of amounts due from joint ventures and an associate were HK\$598,584,000 (2016: HK\$512,578,000) and HK\$91,686,000 (2016: Nil), respectively. The Group continuously monitors the financial positions of these joint ventures and the associate, and additional allowances may be considered if the financial conditions of these joint ventures and the associate were to deteriorate, resulting in an impairment of their ability to make payments.

4. 估計不確定因素之主要來源 (續)

估計不確定因素之主要來源

以下為有關未來之主要假設及於報告期末估計不確定因素之其他主要來源，可能對下個財政年度之資產及負債之賬面值造成大幅調整有重大風險。

其他應收貸款撥備

董事於評估其他應收貸款之最終可變現情況時持續評核可收回能力，包括各借款人之還款記錄、其後清償情況、財政狀況及目前信貸評級。倘借款人財政狀況轉壞導致還款能力減弱，則須計提撥備。於二零一七年三月三十一日，其他應收貸款之賬面值為港幣667,235,000元（二零一六年：港幣421,289,000元）。兩個年度均無計提撥備。

投資物業估值

投資物業估值建基於獨立專業估值師運用物業估值方法對該等物業進行之估值，當中涉及對市況之若干假設。該等假設之有利或不利變動會導致本集團投資物業之估值出現變動及對綜合損益表內所呈報公平值變動作出相應調整。於二零一七年三月三十一日，投資物業按公平值港幣754,000,000元（二零一六年：港幣1,254,000,000元）於綜合財務狀況表列賬。

應收合營公司及一間聯營公司款項

於二零一七年三月三十一日，應收合營公司及一間聯營公司款項之賬面值分別為港幣598,584,000元（二零一六年：港幣512,578,000元）及港幣91,686,000元（二零一六年：無）。本集團持續監察該等合營公司及聯營公司之財務狀況，若該等合營公司及聯營公司之財務狀況轉壞以致其付款能力減弱，則或會考慮作出額外撥備。

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5. SEGMENT INFORMATION

The segment information reported externally was analysed on the basis of the goods and services delivered or provided by the Group's operating divisions which is consistent with the internal information that is regularly reviewed by the executive directors, the chief operating decision maker (the "CODM"), for the purposes of resource allocation and assessment of performance. This is also the basis of organisation in the Group, whereby the management has chosen to organise the Group around differences in products and services.

The Group's reportable and operating segments are as follows:

Property	-	development of and investment in properties
Hotel and leisure	-	development of, investment in and operation of hotels and resorts
Securities investments	-	trading and investment of securities
Finance	-	provision of loan financing services

Information regarding these segments is reported below:

For the year ended 31st March, 2017

5. 分部資料

對外報告之分部資料按本集團營運部門所交付或提供之貨物及服務為基準進行分析，與主要營運決策者（「主要營運決策者」）（執行董事）就資源分配及表現評估而定期審閱之內部資料一致。此乃本集團之組織基準，為管理層選擇按不同產品及服務管理本集團。

本集團之可報告及經營分部如下：

物業	-	物業發展及投資
酒店及消閒	-	發展、投資及經營酒店及度假村
證券投資	-	證券之買賣及投資
融資	-	提供貸款融資服務

有關該等分部之資料報告如下：

截至二零一七年三月三十一日止年度

		Segment revenue	Operating profit (loss)	Share of results of associates	Share of results of joint ventures	Finance costs	Segment results: profit (loss) before taxation
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		(note a)	(note b)				
		(附註 a)	(附註 b)				
Property (note c)	物業 (附註 c)	14,117	64,830	470,514	(13,958)	(16,818)	504,568
Hotel and leisure (note d)	酒店及消閒 (附註 d)	130,021	(9,391)	(6,196)	5,350	(12,883)	(23,120)
Securities investments	證券投資	4,586	19,938	-	-	-	19,938
Finance	融資	40,147	43,731	-	-	-	43,731
SEGMENT TOTAL	分部總計	188,871	119,108	464,318	(8,608)	(29,701)	545,117
Unallocated	未分配部分	-	(133,924)	-	(70,621)	(37,723)	(242,268)
GROUP TOTAL	集團總計	188,871	(14,816)	464,318	(79,229)	(67,424)	302,849

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5. SEGMENT INFORMATION (Cont'd)

For the year ended 31st March, 2016

5. 分部資料 (續)

截至二零一六年三月三十一日止年度

		Segment revenue	Operating (loss) profit	Share of results of associates	Share of results of joint ventures	Finance costs	Segment results: profit (loss) before taxation
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		(note a)	(note b)				
		(附註 a)	(附註 b)				
Property (note c)	物業 (附註 c)	14,033	(153,155)	1,901,338	185,366	(7,412)	1,926,137
Hotel and leisure (note d)	酒店及消閒 (附註 d)	111,208	(38,936)	(19,141)	(130,150)	(38,501)	(226,728)
Securities investments	證券投資	–	(44,225)	–	–	–	(44,225)
Finance	融資	18,161	24,631	–	–	–	24,631
SEGMENT TOTAL	分部總計	143,402	(211,685)	1,882,197	55,216	(45,913)	1,679,815
Unallocated	未分配部分	–	(153,614)	–	(58,339)	(16)	(211,969)
GROUP TOTAL	集團總計	143,402	(365,299)	1,882,197	(3,123)	(45,929)	1,467,846

notes:

- (a) Revenue as set out above comprises rental income, properties commission income, building management fee income, hotel operation income, loan financing income, dividend income from equity investments and increase in fair values of financial assets at FVTPL disposed of during the year. All segment revenue is from external customers.
- (b) The aggregate of the operating profit (loss) of the operating segments as set out above comprises the profit (loss) before taxation from each segment without allocation of certain other income, gains and losses, certain administrative and other expenses, share of results of associates and certain share of results of joint ventures and certain finance costs.
- (c) The segment result of property segment includes net increase in fair value of investment properties of HK\$10,272,000 (2016: decrease in fair value of HK\$8,000,000) during the year ended 31st March, 2017.
- (d) During the year ended 31st March, 2016, the segment result of hotel and leisure segment included decrease in fair value of investment properties of HK\$78,192,000 (2017: Nil) and share of decrease in fair value of investment properties held by a joint venture amounted to HK\$134,000,000 (2017: Nil).

附註：

- (a) 上文所載收益包括年內之租金收入、物業佣金收入、大廈管理費收入、酒店業務收入、貸款融資收入、股權投資之股息收入及出售按公平值列賬及計入損益之金融資產公平值增加。所有分部收益均來自外部客戶。
- (b) 上文所載經營分部之經營溢利(虧損)總額包括各分部之除稅前溢利(虧損)，但未分配若干其他收入、溢利及虧損、若干行政及其他費用、應佔聯營公司業績及若干應佔合營公司業績以及若干財務費用。
- (c) 物業分部之分部業績包括截至二零一七年三月三十一日止年度之投資物業之公平值增加淨額港幣10,272,000元(二零一六年：公平值減少港幣8,000,000元)。
- (d) 截至二零一六年三月三十一日止年度，酒店及消閒分部之分部業績包括投資物業公平值減少港幣78,192,000元(二零一七年：無)及應佔一間合營公司所持投資物業之公平值減少港幣134,000,000元(二零一七年：無)。

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5. SEGMENT INFORMATION (Cont'd)

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 3. The CODM assesses the performance of the operating segments based on the profit (loss) before taxation of the group entities engaged in the respective segment activities which represents the segment results. Segment results are analysed before taxation whereas tax payable is allocated to operating segment liabilities. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segment:

5. 分部資料 (續)

經營分部之會計政策與附註3所述本集團會計政策一致。主要營運決策者基於從事各相關分部活動之集團實體之除稅前溢利(虧損)(即分部業績)評估經營分部之表現。分部業績乃於扣除稅項前進行分析，然而應付稅項是分配至經營分部負債。此乃向主要營運決策者匯報以供資源分配及表現評估之措施。

分部資產及負債

本集團按可報告及經營分部劃分之資產及負債分析如下：

		Segment assets		Segment liabilities	
		分部資產		分部負債	
		2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Property	物業	5,026,399	4,694,834	1,539,527	1,355,410
Hotel and leisure	酒店及消閒	1,407,889	1,391,745	750,139	782,470
Securities investments	證券投資	347,662	254,117	3,963	3,949
Finance	融資	675,566	486,092	25	25
Segment total	分部總計	7,457,516	6,826,788	2,293,654	2,141,854
Unallocated:	未分配部分：				
Bank balances and cash	銀行結餘及現金	1,728,748	615,357	–	–
Loan notes	貸款票據	–	–	1,515,550	–
Accrued coupon interest on loan notes	貸款票據應計票息	–	–	34,246	–
Others	其他	256,279	236,985	21,667	22,378
Total	總計	9,442,543	7,679,130	3,865,117	2,164,232

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5. SEGMENT INFORMATION (Cont'd)

Segment assets and liabilities (Cont'd)

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments other than certain property, plant and equipment, certain debtors, deposits and prepayments of the corporate offices, certain interests in joint ventures, certain amounts due from joint ventures and bank balances and cash; and
- all liabilities including tax payables are allocated to operating segments other than certain loan notes, certain creditors, deposits and accrued charges and obligations under finance leases of the corporate offices.

Other segment information

5. 分部資料 (續)

分部資產及負債 (續)

為監控分部表現及分配分部間資源：

- 所有資產均分配至經營分部，惟若干物業、機械及設備、若干總部之應收賬款、按金及預付款項、若干於合營公司之權益、若干應收合營公司款項與銀行結餘及現金除外；及
- 所有負債包括應繳稅項均分配至經營分部，惟若干貸款票據、若干總部之應付賬款、按金及應計開支以及融資租賃承擔除外。

其他分部資料

		Additions to property, plant and equipment and investment properties		Depreciation of property, plant and equipment		Net increase (decrease) in fair value of investment properties		Interest income		Gain on disposal of an associate	
		2017	2016	2017	2016	2017	2016	2017	2016	2017	2016
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Property	物業	45,975	791,325	8,694	7,135	10,272	(8,000)	19,944	4,367	-	-
Hotel and leisure	酒店及消閒	43,010	85,209	6,138	450	-	(78,192)	20,264	20,709	-	22,460
Securities investments	證券投資	-	-	-	-	-	-	504	504	-	-
Finance	融資	-	-	-	-	-	-	43,808	24,589	-	-
		88,985	876,534	14,832	7,585	10,272	(86,192)	84,520	50,169	-	22,460
Unallocated	未分配部分	3,188	1,555	2,329	2,112	-	-	2,663	350	-	-
Total	總計	92,173	878,089	17,161	9,697	10,272	(86,192)	87,183	50,519	-	22,460

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5. SEGMENT INFORMATION (Cont'd)

Geographical information

The Group's revenue from external customers based on location of properties and goods delivered or services delivered and information about its non-current assets, excluding financial assets, by physical location of the assets are detailed below:

		Revenue from external customers 來自外部客戶之收益		Carrying amount of non-current assets 非流動資產之賬面值	
		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Hong Kong	香港	183,467	138,994	2,140,843	2,139,122
Macau	澳門	–	–	1,496,441	1,844,556
PRC	中國	–	–	451,653	461,555
Canada	加拿大	–	–	566,597	32,492
Others	其他	5,404	4,408	39,166	39,166
		188,871	143,402	4,694,700	4,516,891

Information about major customers

No single customer contributed 10% or more to the Group's revenue for both years.

6. REVENUE

Revenue includes rental income, properties commission income and building management fee income, revenue from hotel operations, loan financing income, dividend income from equity investments and increase in fair values of financial assets at FVTPL disposed of during the year.

5. 分部資料 (續)

地區資料

本集團來自外部客戶之收益按物業及交付貨物或服務之地點以及其非流動資產 (不包括金融資產) 資料按資產之地理位置詳列如下:

有關主要客戶之資料

兩個年度概無單一客戶佔本集團之收益10%或以上。

6. 收益

收益包括年內之租金收入、物業佣金收入及大廈管理費收入、來自酒店業務之收益、貸款融資收入、股權投資之股息收入及出售按公平值列賬及計入損益之金融資產之公平值增加。

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6. REVENUE (Cont'd)

Revenue represents the aggregate of the net amounts received and receivable from third parties. An analysis of the Group's revenue for the year is as follows:

6. 收益(續)

收益指年內來自第三方已收及應收款項淨額之總和。本集團本年度之收益分析如下：

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Rental income	租金收入	13,822	9,300
Properties commission income	物業佣金收入	148	4,589
Building management fee income	大廈管理費收入	147	144
Revenue from property segment	來自物業分部之收益	14,117	14,033
Revenue from hotel and leisure segment	來自酒店及消閒分部之收益	130,021	111,208
Revenue from securities investments segment representing	來自證券投資分部之收益，即		
– Dividend income from equity investments	– 股權投資之股息收入	4,155	–
– Increase in fair values of financial assets at FVTPL, disposed of during the year	– 年內出售按公平值列賬及計入損益之金融資產之公平值增加	431	–
Revenue from finance segment representing loan interest income	來自融資分部之收益，即貸款利息收入	40,147	18,161
		188,871	143,402

7. NET GAIN (LOSS) ON FINANCIAL INSTRUMENTS

7. 金融工具溢利(虧損)淨額

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Increase (decrease) in fair values of financial assets at FVTPL:	按公平值列賬及計入損益之金融資產之公平值增加(減少)：		
– held at the end of reporting period	– 於報告期末持有	24,169	(3,500)
– disposed of during the year	– 年內出售	431	(10,097)
		24,600	(13,597)
Dividend income from equity investments	股權投資之股息收入	4,155	–
Loss on repayment of loan notes (Note 28(a))	償還貸款票據之虧損(附註28(a))	(7,840)	(29,772)
		20,915	(43,369)

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8. OTHER INCOME, GAINS AND LOSSES

8. 其他收入、溢利及虧損

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Bank interest income	銀行利息收入	2,663	349
Consultancy fee income	顧問費收入	26,455	55,264
Exchange (loss) gain, net	匯兌(虧損)溢利淨額	(2,290)	7,582
Impairment loss on refundable earnest money (Note 25(a)(ii))	可予退還誠意金減值虧損 (附註25(a)(ii))	–	(23,923)
Interest income on amounts due from joint ventures (Note 42(i))	應收合營公司款項之 利息收入(附註42(i))	38,850	20,709
Interest income on consideration receivable (Note 25(b))	應收代價之利息收入 (附註25(b))	1,358	4,367
Other interest income	其他利息收入	4,165	6,933
Gain on derivative financial instrument (Note 19)	衍生金融工具之溢利 (附註19)	54,233	–
Waiver of refundable earnest money (Note 25(a)(i))	豁免可予退還誠意金 (附註25(a)(i))	–	(44,850)
Others	其他	7,743	3,539
		133,177	29,970

9. FINANCE COSTS

9. 財務費用

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Effective interest on loan notes (Note 28)	貸款票據之實際利息(附註28)	40,527	30,986
Interest on bank and other borrowings	銀行及其他借貸之利息	32,341	20,210
Interest on obligations under finance leases	融資租賃承擔之利息	17	16
Total borrowing costs	總借貸成本	72,885	51,212
Less: amounts capitalised in qualifying assets	減：符合資本化條件之資產之 資本化數額	(5,461)	(5,283)
		67,424	45,929

Borrowing costs capitalised during the year ended 31st March, 2017 arose on the general borrowing pool and are calculated by applying a capitalisation rate of 1.6% (2016: 3.2%) per annum to expenditure on qualifying assets.

截至二零一七年三月三十一日止年度，撥充資本之借貸成本源自一般借貸，並按照每年1.6厘(二零一六年：3.2厘)之資本化比率將符合資本化條件之資產之開支資本化。

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10. TAXATION

10. 稅項

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Current tax:	本期稅項：		
PRC Enterprise Income Tax	中國企業所得稅	-	10,609
Under(over)provision in prior years:	過往年度撥備不足(超額撥備)：		
Hong Kong Profits Tax	香港利得稅	24	-
Deferred tax (Note 31)	遞延稅項(附註31)	-	(1,382)
		24	(1,382)
		24	9,227

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

No provision for Hong Kong Profits Tax has been made for both years as the assessable profit was wholly absorbed by tax losses brought forward. During the year ended 31st March, 2016, taxation arising in the PRC is in relation to the taxation on gain on disposal of the operation in the PRC and is recognised using the tax rate of 10% on the estimated taxable gain on disposal.

兩個年度之香港利得稅乃按估計應課稅溢利之16.5%計算。

由於所產生應課稅溢利已由承前稅項虧損全數抵銷，故兩個年度並無就香港利得稅計提撥備。截至二零一六年三月三十一日止年度，於中國產生之稅項與出售中國業務所產生溢利之稅項有關，並根據估計應課稅出售溢利按稅率10%確認。

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10. TAXATION (Cont'd)

The tax charge for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

10. 稅項 (續)

本年度稅項支出與綜合損益及其他全面收益表所示之除稅前溢利之對賬如下：

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Profit before taxation	除稅前溢利	302,849	1,467,846
Tax at the Hong Kong Profits Tax rate at 16.5%	按香港利得稅稅率 16.5% 計算之稅項	49,970	242,195
Tax effect of share of results of joint ventures and associates	應佔合營公司及聯營公司業績之稅務影響	(63,540)	(310,047)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	6,749	107,847
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(23,052)	(17,219)
Under(over)provision in prior years	過往年度撥備不足(超額撥備)	24	(1,382)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	34,974	11,988
Tax effect of temporary differences not recognised	未確認暫時差額之稅務影響	-	12,116
Utilisation of tax losses previously not recognised (note)	動用先前未確認之稅項虧損(附註)	(3,202)	(27,512)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之附屬公司稅率不同之影響	(1,899)	(8,759)
Tax charge for the year	本年度稅項支出	24	9,227

note: During the year ended 31st March, 2017, the tax losses utilised was HK\$19,406,000 (2016: HK\$166,739,000).

附註：截至二零一七年三月三十一日止年度，已動用稅項虧損為港幣19,406,000元(二零一六年：港幣166,739,000元)。

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11. PROFIT FOR THE YEAR

11. 本年度溢利

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Profit for the year has been arrived at after charging (crediting):	本年度溢利已扣除(計入)：		
Auditor's remuneration	核數師酬金		
– current year	– 本年度	4,766	4,571
– (over)underprovision in previous years	– 過往年度(超額撥備)撥備不足	(77)	231
		<u>4,689</u>	<u>4,802</u>
Directors' emoluments (Note 12(a))	董事酬金(附註12(a))	38,110	38,746
Other staff costs:	其他員工成本：		
Salaries and other benefits	薪金及其他福利	123,142	116,814
Equity-settled share-based payments expense to employees	以股權結算以股份形式支付予僱員之開支	–	880
Retirement benefits scheme contributions	退休福利計劃供款	3,937	3,932
Total staff costs	員工成本總額	<u>165,189</u>	<u>160,372</u>
Gross rental income	總租金收入	(13,822)	(9,300)
Less: direct operating expenses that generated rental income during the year	減：年內產生租金收入之直接營運開支	3,841	1,643
		<u>(9,981)</u>	<u>(7,657)</u>
Depreciation of property, plant and equipment	物業、機械及設備折舊	17,161	9,697
Cost of inventories recognised as an expense	確認為開支之存貨成本	8,673	8,397
Gain on disposal of property, plant and equipment	出售物業、機械及設備之溢利	–	(226)
Allowance for doubtful debts (Note 25)	呆賬撥備(附註25)	97	352

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12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND HIGHEST PAID INDIVIDUALS

(a) Directors' and Chief Executive's emoluments

Details of the emoluments paid or payable to each of the eight (2016: nine) Directors including Chief Executive for their services rendered to the Group were as follows:

12. 董事、主要行政人員酬金及最高薪酬人士

(a) 董事及主要行政人員酬金

已付或應付八名(二零一六年：九名)董事(包括主要行政人員)之酬金詳情分別如下：

	Other emoluments 其他酬金				Total emoluments
	Fees	Salaries and other benefits	Discretionary and performance related incentive payments	Retirement benefits scheme contributions	
	袍金	薪金及其他福利	酌情及與表現掛鈎之獎金	退休福利計劃供款	酬金總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
			(note (i)) (附註(i))		
2017					
<i>Executive Directors</i>					
Cheung Hon Kit ("Mr. Cheung")	10	3,480	16,000	18	19,508
Chan Fut Yan (note (ii))	10	3,240	4,500	324	8,074
Cheung Chi Kit	10	2,280	2,800	114	5,204
Chan Yiu Lun, Alan	120	-	-	-	120
Wong Lai Shun, Benny	10	2,280	2,000	114	4,404
<i>Independent Non-executive Directors</i>					
Chan Pak Cheong, Afonso	300	-	-	-	300
Kwok Ka Lap, Alva	200	-	-	-	200
Shek Lai Him, Abraham	300	-	-	-	300
	960	11,280	25,300	570	38,110

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12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND HIGHEST PAID INDIVIDUALS (Cont'd)

(a) Directors' and Chief Executive's emoluments (Cont'd)

12. 董事、主要行政人員酬金及最高薪酬人士 (續)

(a) 董事及主要行政人員酬金 (續)

	Fees	Other emoluments 其他酬金				Total emoluments 酬金總額	
		Salaries and other benefits 薪金及其他福利	Discretionary and performance incentive payments 酌情及與表現掛鈎之獎金	Equity-settled share-based payments 以股權結算以股份形式支付之開支	Retirement benefits scheme contributions 退休福利計劃供款		
	HKS'000 港幣千元	HKS'000 港幣千元	HKS'000 港幣千元 (note (i)) (附註(i))	HKS'000 港幣千元	HKS'000 港幣千元	HKS'000 港幣千元	
2016							
<i>Executive Directors</i>							
Mr. Cheung	張先生	10	3,480	16,000	235	18	19,743
Chan Fut Yan (note (ii))	陳佛恩 (附註(ii))	10	3,240	4,500	176	324	8,250
Cheung Chi Kit	張志傑	10	2,280	2,800	126	114	5,330
Chan Yiu Lun, Alan	陳耀麟	120	–	–	126	–	246
Wong Lai Shun, Benny	黃禮順	10	2,280	2,000	19	114	4,423
<i>Independent Non-executive Directors</i>	<i>獨立非執行董事</i>						
Chan Pak Cheong, Afonso (appointed on 14th August, 2015)	陳百祥 (於二零一五年八月十四日獲委任)	190	–	–	–	–	190
Wong Chi Keung, Alvin (retired on 14th August, 2015)	王志強 (於二零一五年八月十四日退任)	53	–	–	15	–	68
Kwok Ka Lap, Alva	郭嘉立	179	–	–	22	–	201
Shek Lai Him, Abraham	石禮謙	264	–	–	31	–	295
		846	11,280	25,300	750	570	38,746

notes:

- (i) The amounts included discretionary and performance related incentive payments which are determined by the Group's operating results, individual performance and comparable market statistics for both years.
- (ii) Mr. Chan Fut Yan is also chief executive of the Company and his emoluments disclosed above include those for services rendered by him as the chief executive.

附註：

- (i) 該金額包括於兩個年度根據本集團經營業績、個人表現及可資比較市場統計數據釐定之酌情及表現掛鈎之獎金。
- (ii) 陳佛恩先生亦為本公司之主要行政人員，上文所披露酬金包括彼作為主要行政人員身份所收取之服務酬金。

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12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND HIGHEST PAID INDIVIDUALS (Cont'd)

(a) Directors' and Chief Executive's emoluments (Cont'd)

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group.

The emoluments of the non-executive directors and independent non-executive directors shown above were mainly for their services as directors of the Company.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during both years.

(b) Highest paid individuals

Of the five individuals with the highest emoluments in the Group, four (2016: four) were Directors whose emoluments are included in the disclosures in Note 12(a) above. The emoluments of the remaining one (2016: one) individual were as follows:

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Salaries and other benefits	薪金及其他福利	1,440	2,246
Discretionary and performance related incentive payment	酌情及與表現掛鉤之獎金	1,000	1,400
Equity-settled share-based payments expense	以股權結算以股份形式支付之開支	-	127
Retirement benefits scheme contributions	退休福利計劃供款	18	-
		2,458	3,773

Their emoluments were within the following bands:

		2017 二零一七年 Number of employees 僱員人數	2016 二零一六年 Number of employees 僱員人數
HK\$2,000,001 to HK\$2,500,000	港幣2,000,001元至港幣2,500,000元	1	-
HK\$3,500,001 to HK\$4,000,000	港幣3,500,001元至港幣4,000,000元	-	1

During both years, no emoluments were paid by the Group to the five highest paid individuals, including Directors and employees, as an inducement to join or upon joining the Group or as compensation for loss of office.

12. 董事、主要行政人員酬金及最高薪酬人士 (續)

(a) 董事及主要行政人員酬金 (續)

上文所示之執行董事酬金主要有關彼等就管理本公司及本集團事務提供服務。

上文所示之非執行董事及獨立非執行董事酬金主要有關彼等擔任本公司董事職務。

於兩個年度內，董事或主要行政人員概無訂立安排以放棄或同意放棄任何薪酬。

(b) 最高薪酬人士

本集團最高薪酬之五名人士中，四名(二零一六年：四名)為董事，彼等之酬金於上文附註12(a)披露。餘下一名(二零一六年：一名)人士之酬金如下：

彼等之酬金介乎以下範圍：

於兩個年度內，本集團並無向五名最高薪酬人士(包括董事及僱員)支付酬金，作為吸引彼等加入或於加入本集團時之獎勵或作為離職補償。

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13. DISTRIBUTION

13. 分派

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Dividends recognised as distributions during the year:	於本年度確認作分派之股息：		
– 2017 Interim dividend, paid – HK10 cents (2016: HK10 cents) per ordinary share	– 已派付二零一七年年中期股息 – 每股普通股10港仙 (二零一六年：10港仙)	88,498	83,958
– 2016 Final dividend, paid – HK10 cents (2015: HK20 cents) per ordinary share	– 已派付二零一六年末期股息 – 每股普通股10港仙 (二零一五年：20港仙)	86,034	160,004
– 2016 Special dividend, paid – HK10 cents (2015: Nil) per ordinary share	– 已派付二零一六年特別股息 – 每股普通股10港仙 (二零一五年：無)	86,034	–
		260,566	243,962
Dividends in form of:	股息形式：		
– Cash	– 現金	184,824	61,879
– Scrip dividend (Note 32(b) & (c))	– 以股代息 (附註32(b)及(c))	75,742	182,083
		260,566	243,962
Dividends proposed in respect of the year:	本年度擬分派之股息：		
– 2017 Final dividend – HK12 cents (2016: HK10 cents) per ordinary share	– 二零一七年末期股息 – 每股普通股12港仙 (二零一六年：10港仙)	106,470	86,019
– 2017 Special dividend – Nil (2016: HK10 cents) per ordinary share	– 二零一七年特別股息 – 無 (二零一六年：每股普通股10港仙)	–	86,019
		106,470	172,038

The Directors have resolved to recommend the payment of a final dividend of HK12 cents (2016: HK10 cents and a special dividend of HK10 cents) per ordinary share for the year ended 31st March, 2017, which will be payable in cash with an option to elect scrip dividend of ordinary shares, in respect of all or part of such dividend.

董事已議決建議就截至二零一七年三月三十一日止年度派付末期股息每股普通股12港仙(二零一六年：10港仙及特別股息10港仙)，將以現金派付，惟可選擇收取普通股以代替全部或部分有關股息。

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14. EARNINGS PER SHARE

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

14. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃按照以下數據計算：

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Earnings:	盈利：		
Profit for the year attributable to owners of the Company and earnings for the purposes of basic and diluted earnings per share	本公司擁有人應佔本年度溢利及計算每股基本及攤薄盈利之盈利	303,238	1,460,094
Number of shares:	股份數目：		
Weighted average number of ordinary shares for the purpose of basic earnings per share	計算每股基本盈利之普通股加權平均數	873,036,595	822,781,126
Effect of dilutive potential ordinary shares: Share options	普通股之潛在攤薄影響：購股權	123,819	2,700,066
Weighted average number of ordinary shares for the purpose of diluted earnings per share	計算每股攤薄盈利之普通股加權平均數	873,160,414	825,481,192

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15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、機械及設備

		Leasehold land and buildings 租賃土地 及樓宇 HK\$'000 港幣千元	Leasehold improvements 租賃 物業裝修 HK\$'000 港幣千元	Furniture, fixtures and equipment 傢俬、裝置 及設備 HK\$'000 港幣千元	Motor vehicles 汽車 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
COST	成本					
At 1st April, 2015	於二零一五年四月一日	236,829	6,817	4,640	12,250	260,536
Exchange adjustments	匯兌調整	–	(45)	(44)	(122)	(211)
Additions	添置	–	69	400	2,428	2,897
Disposal of subsidiaries	出售附屬公司	–	–	(140)	–	(140)
Disposals	出售	–	(125)	(204)	(485)	(814)
At 31st March, 2016	於二零一六年 三月三十一日	236,829	6,716	4,652	14,071	262,268
Exchange adjustments	匯兌調整	–	(52)	(72)	(155)	(279)
Additions	添置	41,502	–	675	2,961	45,138
Transfer from investment properties (Note 16)	轉撥自投資物業 (附註16)	557,153	–	–	–	557,153
Acquisition of a subsidiary (Note 37)	收購一間附屬公司 (附註37)	–	–	154	–	154
Disposals/written off	出售/撇銷	–	(3,924)	(376)	(156)	(4,456)
At 31st March, 2017	於二零一七年 三月三十一日	835,484	2,740	5,033	16,721	859,978
DEPRECIATION	折舊					
At 1st April, 2015	於二零一五年四月一日	23,125	6,347	2,971	5,874	38,317
Exchange adjustments	匯兌調整	–	(32)	(29)	(87)	(148)
Provided for the year	本年度撥備	6,657	212	632	2,196	9,697
Eliminated on disposal	出售時對銷	–	(125)	(200)	(485)	(810)
At 31st March, 2016	於二零一六年 三月三十一日	29,782	6,402	3,374	7,498	47,056
Exchange adjustments	匯兌調整	–	(41)	(49)	(129)	(219)
Provided for the year	本年度撥備	14,171	213	669	2,108	17,161
Eliminated on disposal/written off	出售時對銷/撇銷	–	(3,924)	(365)	(140)	(4,429)
At 31st March, 2017	於二零一七年 三月三十一日	43,953	2,650	3,629	9,337	59,569
CARRYING VALUE	賬面值					
At 31st March, 2017	於二零一七年 三月三十一日	791,531	90	1,404	7,384	800,409
At 31st March, 2016	於二零一六年三月三十一日	207,047	314	1,278	6,573	215,212

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15. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

The above items of property, plant and equipment are depreciated on a straight-line basis as follows:

Leasehold land and buildings	Over 50 years or the remaining term of the relevant lease, if shorter
Leasehold improvements	Over 3 years or the remaining term of the relevant lease, if shorter
Furniture, fixtures and equipment	Over 3 to 5 years
Motor vehicles	Over 5 years

The leasehold land and buildings shown above are located in Hong Kong under long leases.

At 31st March, 2017, the carrying values of furniture, fixtures and equipment of the Group included an amount of approximately HK\$242,000 (2016: HK\$361,000) in respect of assets held under finance leases.

The Group has pledged leasehold land and buildings with carrying values of approximately HK\$787,706,000 (2016: HK\$203,009,000) to secure general banking facilities granted to the Group.

15. 物業、機械及設備 (續)

上述物業、機械及設備項目以直線法按下列方式折舊：

租賃土地及樓宇	50年或按尚餘之有關租期(如較短)
租賃物業裝修	3年或按尚餘之有關租期(如較短)
傢俬、裝置及設備	3至5年
汽車	5年

上述租賃土地及樓宇乃位於香港，按長租約持有。

於二零一七年三月三十一日，本集團傢俬、裝置及設備之賬面值包括按融資租賃持有之資產合共約港幣242,000元(二零一六年：港幣361,000元)。

本集團已抵押賬面值約港幣787,706,000元(二零一六年：港幣203,009,000元)之租賃土地及樓宇，作為本集團所獲授一般銀行融資之抵押品。

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16. INVESTMENT PROPERTIES

16. 投資物業

		Completed investment properties 已落成投資物業 HK\$'000 港幣千元	Investment properties under development 在建投資物業 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
FAIR VALUE	公平值			
At 1st April, 2015	於二零一五年四月一日	132,000	333,000	465,000
Additions	添置	–	85,192	85,192
Acquired on acquisition of subsidiaries (Note 37(c))	於收購附屬公司時購入 (附註37(c))	790,000	–	790,000
Transfer from investment properties under development upon completion	於完成時轉撥自在建投資物業	418,192	(418,192)	–
Net decrease in fair value recognised in profit or loss	於損益確認之公平值減少淨額	(86,192)	–	(86,192)
At 31st March, 2016	於二零一六年三月三十一日	1,254,000	–	1,254,000
Additions	添置	46,881	–	46,881
Transfer to property, plant and equipment (note b)	轉撥至物業、機械及設備 (附註b)	(557,153)	–	(557,153)
Net increase in fair value recognised in profit or loss	於損益確認之公平值增加淨額	10,272	–	10,272
At 31st March, 2017	於二零一七年三月三十一日	754,000	–	754,000

notes:

- (a) The investment properties shown above are located in Hong Kong and held under long leases.

The valuation for completed investment properties at 31st March, 2017 and 2016 have been arrived at on a basis of valuations carried out on that date by RHL Appraisal Limited and Asset Appraisal Limited, independent professional valuers not connected with the Group, by adopting the Direct Comparison Method.

- (b) During the year ended 31st March, 2017, investment properties with carrying amount of HK\$557,153,000 (2016: Nil) were transferred to property, plant and equipment as the management had changed the use of the properties to owner occupation purpose. The properties were valued by Asset Appraisal Limited, an independent professional valuer not connected with the Group, at the date of transfer on the basis of Income Capitalisation Method or Direct Comparison Method and it was concluded that the carrying amounts approximated to their fair values at the dates of transfer.

- (c) The resulting net increase in fair value of investment properties of HK\$10,272,000 (2016: decrease in fair value of HK\$86,192,000) has been recognised directly in profit or loss for the year ended 31st March, 2017.

- (d) At 31st March, 2017 and 2016, all of the Group's investment properties had been pledged to secure banking facilities granted to the Group.

附註：

- (a) 以上所示投資物業均於香港根據長期租約持有。

已落成投資物業於二零一七年及二零一六年三月三十一日之估值分別以按永利行評值顧問有限公司及中誠達資產評值顧問有限公司(兩者均為與本集團概無關連之獨立專業估值師)於當日採納直接比較法進行之估值為依據。

- (b) 截至二零一七年三月三十一日止年度，賬面值為港幣557,153,000元之投資物業(二零一六年：無)轉撥至物業、機械及設備，原因為管理層已將物業用途改變為自用。有關物業由中誠達資產評值顧問有限公司(為與本集團概無關連之獨立專業估值師)於轉撥當日採納收入資本化法或直接比較法進行估值，並得出於轉撥當日賬面值與公平值相若之結論。

- (c) 投資物業之公平值因而增加淨額港幣10,272,000元(二零一六年：公平值減少港幣86,192,000元)，並已於截至二零一七年三月三十一日止年度之損益直接確認。

- (d) 於二零一七年及二零一六年三月三十一日，本集團全部投資物業已抵押，作為本集團所獲授銀行融資之抵押品。

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16. INVESTMENT PROPERTIES (Cont'd)

Followings are the key inputs used in valuing the investment properties as at 31st March, 2017:

16. 投資物業 (續)

以下為二零一七年三月三十一日投資物業估值所用主要輸入數據：

Category	Fair value hierarchy	Fair value as at	Valuation techniques	Key unobservable inputs	Range or weighted average	Relationship of unobservable inputs to fair value		
類別	公平值等級	於下列日期之公平值	估值方法	主要無法觀察輸入數據	範圍或加權平均數	無法觀察輸入數據與公平值之關係		
		31.3.2017 二零一七年 三月三十一日	31.3.2016 二零一六年 三月三十一日					
		HK\$'000 港幣千元	HK\$'000 港幣千元					
Completed investment properties 已落成投資物業								
(i)	Car parks in Hong Kong 香港停車場	Level 2 第二級	6,000	4,200	Direct Comparison Method based on average of market observable transactions of similar properties 根據同類物業之平均市場可觀察交易採用直接比較法	N/A 不適用	N/A 不適用	N/A 不適用
(ii)	Commercial properties in Hong Kong 香港商業物業	Level 3 第三級	748,000	909,800	Direct Comparison Method based on the average market observable transactions of similar properties after applying adjusting factors to reflect the conditions and locations of the subject properties 於應用調整因素以反映有關物業之狀況及地點後根據同類物業之平均市場可觀察交易採用直接比較法	Adjusting factors on location and condition factors 地點及狀況調整因素	Adjusting factors ranging from 85% to 115% (2016: ranging from 70% to 115%) 調整因素介乎85%至115% (二零一六年：介乎70%至115%)	The higher the adjusting factor, the higher the fair value 調整因素越高，公平值越高

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16. INVESTMENT PROPERTIES (Cont'd)

16. 投資物業 (續)

Category	Fair value hierarchy	Fair value as at	Valuation techniques	Key unobservable inputs	Range or weighted average	Relationship of unobservable inputs to fair value	
類別	公平值等級	於下列日期之公平值	估值方法	主要無法觀察輸入數據	範圍或加權平均數	無法觀察輸入數據與公平值之關係	
		31.3.2017 二零一七年 三月三十一日	31.3.2016 二零一六年 三月三十一日				
		HK\$'000 港幣千元	HK\$'000 港幣千元				
(iii) Hotel property in Hong Kong 香港酒店物業	Level 3 第三級	-	340,000	Direct Comparison Method based on the average market observable transactions of similar properties after applying adjusting factors to reflect the conditions and locations of the subject property 於應用調整因素以反映有關物業之狀況及地點後根據同類物業之平均市場可觀察交易採用直接比較法	Adjusting factors on location and condition factors 地點及狀況調整因素	Adjusting factors ranging from 68% to 84% 調整因素介乎68%至84%	The higher the adjusting factor, the higher the fair value. 調整因素越高，公平值越高。
		754,000	1,254,000				

In determining the fair value of the relevant properties, the Board of Directors have set up a valuation team which is headed up by the financial controller of the Company to determine the appropriate valuation techniques and inputs for fair value measurements.

The fair value was determined based on the direct comparison approach, where the recent transaction unit price of similar properties in the neighbourhood are taken into account, adjusted by location and condition factors and multiplies by the gross floor area of the property. There has been no change from the valuation technique used in the prior year.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

於釐定相關物業之公平值時，董事會成立由本公司財務總監領導之估值團隊，以釐定適合公平值計量之估值方法及輸入數據。

公平值乃採用直接比較法釐定，當中計及鄰近位置類似物業之近期交易單位價，並按照地點及狀況因素作出調整，再乘物業之建築面積。所用估值方法與去年相比並無變動。

於估計物業之公平值時，物業之最高及最佳用途為目前用途。

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17. EQUITY INVESTMENTS

17. 股權投資

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Listed equity securities in Hong Kong	香港上市股本證券	302,171	210,460
Unlisted equity securities in overseas	海外非上市股本證券	30,700	30,800
Unlisted quoted investment funds in overseas	海外非上市有報價投資基金	6,726	4,828
		339,597	246,088
Analysed as:	分析為：		
Current	流動	84,577	12,674
Non-current	非流動	255,020	233,414
		339,597	246,088
Classified as:	分類為：		
FVTOCI	按公平值列賬及計入其他全面收益	255,020	233,414
FVTPL	按公平值列賬及計入損益	84,577	12,674
		339,597	246,088

The fair values of the listed securities are determined based on the closing prices quoted in active markets in Hong Kong.

上市證券之公平值乃按香港活躍市場所報收市價釐定。

The above unlisted equity investments and unlisted quoted investment funds represent investments in securities and funds issued by private entities incorporated in overseas. The unlisted equity investments are measured at fair value.

上述非上市股權投資及非上市有報價投資基金指於海外註冊成立之私人實體所發行證券及基金之投資。非上市股權投資按公平值計量。

18. DEBT INVESTMENT

The amount represents notes listed in overseas carrying interest at the fixed rate of 6.5% per annum and will mature on 16th January, 2018. Such debt investment is accounted for as financial assets at FVTPL.

18. 債權投資

有關款項指以固定年利率6.5厘計息之海外上市票據，其將於二零一八年一月十六日到期。該項債權投資以按公平值列賬及計入損益之金融資產形式入賬。

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19. INTERESTS IN JOINT VENTURES/AMOUNTS DUE FROM JOINT VENTURES 19. 於合營公司之權益／應收合營公司款項

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Cost of unlisted investment in joint ventures	於合營公司非上市投資之成本	1,548,484	992,157
Share of post-acquisition results and other comprehensive expense, net of dividend	應佔收購後業績及其他全面開支，扣除股息	(455,390)	(347,964)
		1,093,094	644,193
Amounts due from joint ventures (note)	應收合營公司款項(附註)	732,994	605,727
Less: Loss and other comprehensive expense allocated in excess of cost of investment	減：超出投資成本之已分配虧損及其他全面開支	(123,388)	(80,808)
Less: Impairment loss	減：減值虧損	(11,022)	(12,341)
		598,584	512,578

note: The amounts are unsecured, interest-free and have no fixed term of repayment, except for,

- (i) an amount of HK\$285,269,000 (2016: HK\$291,654,000) due from a joint venture which carries fixed interest rate of 7% (2016: 7%) per annum and is repayable on demand; and
- (ii) an amount of Canadian dollars ("CAD") 21,221,000 (equivalent to approximately HK\$123,656,000) (2016: CAD20,447,000 (equivalent to approximately HK\$122,214,000)) which carries fixed interest rate of 15% (2016: 15%) per annum, and is repayable on 1st March, 2022.

The management does not expect to recover the amounts within twelve months from the end of the reporting period. Therefore, the amounts are classified as non-current assets.

附註：有關款項為無抵押、免息及無固定還款期，惟：

- (i) 為數港幣285,269,000元(二零一六年：港幣291,654,000元)應收一間合營公司之款項按固定年利率7厘(二零一六年：7厘)計息，且須按要求償還；及
- (ii) 為數加幣(「加幣」)21,221,000元(相當於約港幣123,656,000元)(二零一六年：加幣20,447,000元(相當於約港幣122,214,000元))之款項按固定年利率15厘(二零一六年：15厘)計息，且須於二零二二年三月一日償還。

管理層預期該等款不會於報告期末起計十二個月內收回。因此，有關金額分類為非流動資產。

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19. INTERESTS IN JOINT VENTURES/AMOUNTS DUE FROM JOINT VENTURES (Cont'd)

The Group's material joint ventures at the end of the reporting period include Vastness Investment Limited ("Vastness"), Mavis Q Properties Limited ("Mavis Q"), More Star Limited ("More Star"), 1488 Alberni Development Holdings Limited Partnership ("1488 Alberni LPDH") and 1488 Alberni Investment Limited Partnership ("1488 Alberni LPI") and Bayshore Ventures JV Ltd ("Bayshore"). All of the Group's joint ventures are accounted for using equity method in these consolidated financial statements. Details of the Group's material joint ventures at the end of the reporting period are as follows:

19. 於合營公司之權益／應收合營公司款項 (續)

本集團於報告期末之主要合營公司包括 Vastness Investment Limited (「Vastness」)、Mavis Q Properties Limited (「Mavis Q」)、More Star Limited (「More Star」)、1488 Alberni Development Holdings Limited Partnership (「1488 Alberni LPDH」)、1488 Alberni Investment Limited Partnership (「1488 Alberni LPI」) 及 Bayshore Ventures JV Ltd (「Bayshore」)。本集團所有合營公司於該等綜合財務報表採用權益法入賬。本集團於報告期末之主要合營公司詳情如下：

Name of the entity 實體名稱	Place of incorporation/ establishment 註冊/ 成立地點	Class of shares/ capital held 所持股份/ 資本類別	Nominal value of issued and fully paid share capital 已發行及 繳足股本面值	Proportion of nominal value of issued share capital held by the Group 本集團所持已發行 股本面值比例		Proportion of voting power held 所持投票權比例		Principal activity 主要業務
				2017 二零一七年 %	2016 二零一六年 %	2017 二零一七年 %	2016 二零一六年 %	
Vastness	British Virgin Islands 英屬處女群島	Ordinary 普通股	United States Dollars ("US\$") 100 100美元(「美元」)	50	50	50	50	Investment holding (note a) 投資控股(附註a)
Mavis Q	British Virgin Islands 英屬處女群島	Ordinary 普通股	US\$2 2美元	50	50	50	50	Investment holding (note b) 投資控股(附註b)
More Star	British Virgin Islands 英屬處女群島	Ordinary 普通股	US\$10 10美元	40 (note c) (附註c)	40 (note c) (附註c)	40	40	Investment holding (note d) 投資控股(附註d)
1488 Alberni LPDH	British Columbia, Canada 加拿大英屬 哥倫比亞省	N/A (note e) 不適用 (附註e)	N/A 不適用	28 (note e) (附註e)	28 (note e) (附註e)	28 (note e) (附註e)	28 (note e) (附註e)	Property development 物業發展 (附註e)
1488 Alberni LPI	British Columbia, Canada 加拿大英屬 哥倫比亞省	N/A (note e) 不適用 (附註e)	N/A 不適用	28 (note e) (附註e)	28 (note e) (附註e)	28 (note e) (附註e)	28 (note e) (附註e)	Property development 物業發展 (附註e)
Bayshore	British Virgin Islands 英屬處女群島	Ordinary 普通股	CAD172,200,000 加幣172,200,000元	50	–	50	–	Hotel operation (note f) 酒店營運(附註f)

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for the year ended 31st March, 2017 截至二零一七年三月三十一日止年度

19. INTERESTS IN JOINT VENTURES/AMOUNTS DUE FROM JOINT VENTURES (Cont'd)

notes:

- (a) The principal activities of its subsidiaries are property sales and development in Hong Kong.
- (b) The principal activity of its subsidiaries is property development in the PRC.
- (c) The Group is able to exercise joint control over the relevant activities of More Star as major decision regarding the relevant activities of More Star requires unanimous consent of both of shareholders of More Star according to the shareholders' agreement. The Group has pledged the 40% equity interest in More Star to secure the other loan facilities granted to the Group as set out in Notes 30 and 40.
- (d) The principal activity of its subsidiary is holding of a hotel property in Hong Kong.
- (e) The Group is able to exercise joint control over the relevant activities of 1488 Alberni LPDH and 1488 Alberni LPI, limited partnerships incorporated in British Columbia, Canada, as major decisions regarding the relevant activities of 1488 Alberni LPDH and 1488 Alberni LPI require unanimous consent of their shareholders according to the shareholders' agreements.
- (f) The principal activities of its subsidiaries are holding of a hotel property and hotel operation in Vancouver, Canada.

On 8th June, 2016, Rank Ace Investments Limited ("Rank Ace"), an indirect wholly-owned subsidiary of the Company, entered into a subscription agreement (the "Subscription Agreement") with Bayshore to subscribe for 86,100,000 new shares of Bayshore at a consideration of CAD86,100,000 (equivalent to approximately HK\$507,560,000) (the "Subscription Price") such that upon completion, Rank Ace would own a 50% equity interest in Bayshore (the "Subscription"), details of which were set out in the Company's circular dated 22nd November, 2016. Rank Ace has completed the Subscription on 29th December, 2016 (the "Completion Date"). At the Completion Date, the Subscription Price of CAD86,100,000 (equivalent to approximately HK\$507,560,000) is less than the fair value of the interest in a joint venture — Bayshore of CAD95,300,000 (equivalent to approximately HK\$561,793,000), resulting in a fair value gain on derivative financial instrument of CAD9,200,000 (equivalent to approximately HK\$54,233,000). Such gain was derived from the Subscription Agreement, which had fixed the terms and conditions and the Subscription Price of the Subscription in June, 2016. When the fair value of the interest in a joint venture — Bayshore at Completion Date was higher than the Subscription Price fixed in June, 2016, a gain on forward contract was resulted.

19. 於合營公司之權益／應收合營公司款項 (續)

附註：

- (a) 旗下附屬公司之主要業務為於香港進行物業銷售及發展。
- (b) 旗下附屬公司之主要業務為於中國進行物業發展。
- (c) 本集團可對More Star之有關業務行使共同控制權，原因為More Star有關業務相關之主要決策須根據股東協議取得More Star股東一致同意。本集團已抵押於More Star之40%股權作為本集團所獲授其他貸款融資之抵押品(見附註30及40)。
- (d) 旗下附屬公司之主要業務為於香港持有酒店物業。
- (e) 本集團可對1488 Alberni LPDH及1488 Alberni LPI(兩者均為於加拿大英屬哥倫比亞省註冊成立之有限合夥企業)之有關業務行使共同控制權，原因為1488 Alberni LPDH及1488 Alberni LPI有關業務相關之主要決策須根據股東協議取得其股東一致同意。
- (f) 旗下附屬公司之主要業務為於加拿大溫哥華持有一項酒店物業及進行酒店營運。

於二零一六年六月八日，本公司間接全資附屬公司Rank Ace Investments Limited(「Rank Ace」)與Bayshore訂立認購協議(「認購協議」)，以代價加幣86,100,000元(相當於約港幣507,560,000元)(「認購價」)認購86,100,000股Bayshore新股份，致令Rank Ace於完成時將擁有Bayshore之50%股權(「認購事項」)。有關詳情載於本公司日期為二零一六年十一月二十二日之通函。Rank Ace已於二零一六年十二月二十九日(「完成日期」)完成認購事項。於完成日期，認購價加幣86,100,000元(相當於約港幣507,560,000元)低於於合營公司Bayshore之權益之公平值加幣95,300,000元(相當於約港幣561,793,000元)，產生衍生金融工具之公平值溢利加幣9,200,000元(相當於約港幣54,233,000元)。有關溢利源自認購協議，認購協議於二零一六年六月已釐定認購事項之條款及條件以及認購價。當於合營公司Bayshore之權益於完成日期之公平值高於於二零一六年六月釐定之認購價時，則產生遠期合約溢利。

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19. INTERESTS IN JOINT VENTURES/AMOUNTS DUE FROM JOINT VENTURES (Cont'd)

The above table lists the joint ventures of the Group which, in the opinion of the Directors, principally affected the results of the year or form a substantial portion of the net assets of the Group. To give details of other joint ventures would, in the opinion of the Directors, result in particulars of excessive length.

Summarised financial information in respect of each of the Group's material joint ventures and the aggregate of other joint ventures is set out below. The summarised financial information below represents amount shown in the joint ventures' financial statements prepared in accordance with HKFRSs.

19. 於合營公司之權益／應收合營公司款項 (續)

上表載列董事認為對本集團本年度業績有重大影響或構成本集團資產淨值主要部分之本集團合營公司。董事認為，列出其他合營公司之資料會導致篇幅過分冗長。

有關本集團各主要合營公司及其他合營公司合計之財務資料概要載列如下。下文所載財務資料概要指根據香港財務報告準則編製之合營公司財務報表所示金額。

		2017 二零一七年							2016 二零一六年					
		1488			1488				1488			1488		
		Alberni			Alberni				Alberni			Alberni		
		LPDH			LPI				LPDH			LPI		
		Bayshore			Sub-total				Vastness			Mavis Q		
		More Star			小計				More Star			小計		
		HK\$'000			HK\$'000				HK\$'000			HK\$'000		
		港幣千元			港幣千元				港幣千元			港幣千元		
Current assets	流動資產	219,258	462,627	1,273	997,984	52,525	91,650	1,825,317	462,232	462,627	1,385	524,901	27,626	1,478,771
Non-current assets	非流動資產	170,957	-	869,113	-	-	1,777,235	2,817,305	134,241	-	869,113	-	-	1,003,354
Current liabilities	流動負債	(141,831)	(42,163)	(11,844)	(473,199)	(24,905)	(742,073)	(1,436,015)	(192,121)	(42,163)	(11,597)	-	-	(245,881)
Non-current liabilities	非流動負債	(394)	-	(735,869)	(486,494)	(25,605)	(16,187)	(1,264,549)	(291)	-	(749,604)	(414,654)	(21,824)	(1,186,373)
The above amounts of assets and liabilities include the following:	上述資產及負債金額包括以下各項：													
Cash and cash equivalents	現金及現金等值項目	29,643	-	1,240	33,659	1,772	77,279	143,593	18,926	-	1,344	33,199	1,747	55,216
Current financial liabilities (excluding trade and other payables and provisions)	流動金融負債 (不包括貿易及其他應付款項以及撥備)	(40,004)	-	(11,844)	(470,531)	-	(692,512)	(1,214,891)	-	-	(11,597)	-	-	(11,597)
Non-current financial liabilities (excluding trade and other payables and provisions)	非流動金融負債 (不包括貿易及其他應付款項以及撥備)	-	-	(726,250)	(486,494)	(25,605)	-	(1,238,349)	-	-	(742,624)	(414,654)	(21,824)	(1,179,102)

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19. INTERESTS IN JOINT VENTURES/AMOUNTS DUE FROM JOINT VENTURES (Cont'd) 19. 於合營公司之權益/應收合營公司款項(續)

		2017 二零一七年							2016 二零一六年					
		1488			1488			Sub-total 小計	1488			1488		
		Vastness	Mavis Q	More Star	Alberni LPDH	Alberni LPI	Bayshore		Vastness	Mavis Q	More Star	Alberni LPDH	Alberni LPI	Sub-total 小計
		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
Revenue	收益	289,409	-	70,400	17,298	910	-	378,017	1,856,912	-	66,933	-	-	1,923,845
Profit (loss) for the year/ period	本年度/期間 溢利(虧損)	13,928	-	13,376	(75,239)	(3,959)	-	(51,894)	382,241	-	(325,376)	(325)	(17)	56,523
Other comprehensive income (expense) for the year/period	本年度/期間 其他全面 收益(開支)	-	-	-	1,982	104	-	2,086	-	-	-	(3)	-	(3)
Total comprehensive income (expense) for the year/period	本年度/期間 全面收益 (開支)總額	13,928	-	13,376	(73,257)	(3,855)	-	(49,808)	382,241	-	(325,376)	(328)	(17)	56,520
Dividends received from joint ventures during the year/period	本年度/期間 已收合營 公司股息	85,000	-	-	-	-	-	85,000	300,000	-	-	-	-	300,000
The above profit (loss) for the year/period include the following:	上述本年度/ 期間溢利 (虧損)包括 以下各項:													
Depreciation and amortisation	折舊及攤銷	(33,896)	-	-	-	-	-	(33,896)	(284,071)	-	-	-	-	(284,071)
Interest income	利息收入	1,105	-	-	434	23	-	1,562	1,020	-	-	-	-	1,020
Interest expenses	利息開支	-	-	(50,659)	(84,133)	(4,428)	-	(139,220)	-	-	(51,773)	-	-	(51,773)
Income tax expense	所得稅開支	(9,224)	-	(2,639)	-	-	-	(11,863)	(108,402)	-	(1,804)	-	-	(110,206)

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19. INTERESTS IN JOINT VENTURES/AMOUNTS DUE FROM JOINT VENTURES (Cont'd)

Reconciliation of the above summarised financial information to the carrying amount of the interests in the joint ventures recognised in the consolidated financial statements:

19. 於合營公司之權益／應收合營公司款項 (續)

上述財務資料概要與於綜合財務報表所確認於合營公司之權益之賬面值對賬：

		2017 二零一七年							2016 二零一六年					
		1488			1488		Sub-total	1488			1488		Sub-total	
		Vastness	Mavis Q	More Star	Alberni LPDH	Alberni LPI	Bayshore	小計	Vastness	Mavis Q	More Star	Alberni LPDH	Alberni LPI	小計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Net assets of the joint ventures	合營公司之資產淨值	247,990	420,464	122,673	38,291	2,015	1,110,625	1,942,058	404,061	420,464	109,297	110,247	5,802	1,049,871
Proportion of the Group's ownership interests in the joint ventures	本集團於合營公司之所有權益比例	50%	50%	40%	28%	28%	50%	不適用	50%	50%	40%	28%	28%	不適用
Net assets and carrying amount of interests in joint ventures attributable to the Group	本集團應佔於合營公司之權益之資產淨值及賬面值	123,995	210,232	49,069	10,721	564	555,312	949,893	202,031	210,232	43,719	30,869	1,625	488,476

Aggregate information of joint ventures that are not individually material:

個別非主要之合營公司之合計資料：

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
The Group's share of loss	本集團應佔虧損	(69,367)	(63,998)
The Group's share of other comprehensive income (expense)	本集團應佔其他全面收益(開支)	3,268	(1,953)
The Group's share of total comprehensive expense	本集團應佔全面開支總額	(66,099)	(65,951)
Aggregate carrying amount of the Group's interests in these joint ventures	本集團於該等合營公司之權益之賬面總值	143,201	155,717

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20. INTERESTS IN ASSOCIATES/AMOUNTS DUE FROM (TO) ASSOCIATES 20. 於聯營公司之權益／應收(應付)聯營公司款項

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Cost of investment in associates, unlisted	於聯營公司非上市投資之成本	750,530	737,934
Share of post-acquisition results profits and other comprehensive income, net of dividend or other return	應佔收購後業績溢利及其他全面收益 (扣除股息或其他回報)	1,253,377	1,623,866
		2,003,907	2,361,800
Amount due from an associate (note (a))	應收一間聯營公司款項 (附註(a))	91,686	–
Amounts due to associates (note (b))	應付聯營公司款項 (附註(b))	418,915	602,994

notes:

- (a) The amount is unsecured, non-interest bearing and has no fixed repayment date. The management does not expect to receive the amount within twelve months from the end of the reporting period.
- (b) The amounts are unsecured, non-interest bearing and repayable within one year from the end of the reporting period.

附註：

- (a) 有關款項為無抵押、免息及無固定還款日期。管理層預期不會於報告期末起計十二個月內收回有關款項。
- (b) 有關款項為無抵押、免息及須於報告期末起計一年內償還。

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20. INTERESTS IN ASSOCIATES/AMOUNTS DUE FROM (TO) ASSOCIATES (Cont'd)

The Group's material associates at the end of the reporting period include Orient Town Limited ("Orient Town"), Empresa De Fomento Industrial E Comercial Concordia, S.A. ("Concordia"), Rosedale Hotel, Beijing Co., Ltd. ("Rosedale Beijing") and Wealth Explorer Holdings Limited ("Wealth Explorer"). All of these associates are accounted for using the equity method in these consolidated financial statements. Details of the Group's material associates at the end of the reporting period are as follows:

20. 於聯營公司之權益／應收(應付)聯營公司款項(續)

本集團於報告期末之主要聯營公司包括華鎮有限公司(「華鎮」)、聯生發展股份有限公司(「聯生」)、北京珀麗酒店有限公司(「北京珀麗」)及Wealth Explorer Holdings Limited(「Wealth Explorer」)。所有該等聯營公司均按權益法在本綜合財務報表入賬。本集團於報告期末之主要聯營公司詳情如下：

Name of the entity 實體名稱	Place of incorporation/ establishment 註冊／成立地點	Class of shares/ capital held 所持股份／ 資本類別	Nominal value of issued and fully paid share capital 已發行及繳足股本面值	Proportion of nominal value of issued/registered share capital held by the Group 本集團所持已發行／註冊股本面值比例		Proportion of voting power held 所持投票權比例		Principal activity 主要業務
				2017 二零一七年 %	2016 二零一六年 %	2017 二零一七年 %	2016 二零一六年 %	
Orient Town 華鎮	Hong Kong 香港	Ordinary 普通股	HK\$700 港幣700元	45	45	45	45	Investment holding (note a) 投資控股(附註a)
Concordia 聯生	Macau 澳門	Quota capital (note b) 註冊資本(附註b)	MOP100,000,000 澳門幣100,000,000元	35.5	35.5	35.5	35.5	Property development 物業發展
Rosedale Beijing 北京珀麗	The PRC 中國	Registered capital 註冊資本	US\$86,000,000 86,000,000美元	20	20	20	20	Hotel operation in Beijing 於北京經營酒店
Wealth Explorer	British Virgin Islands 英屬處女群島	Ordinary 普通股	US\$1,000 1,000美元	40	40	40	40	Investment holding (note c) 投資控股(附註c)

notes:

- (a) The principal activities of its subsidiaries are mainly property development and property management in Macau.
- (b) Quota capital represents the Portuguese equivalence of registered capital as Portuguese is the official language of Macau.
- (c) The principal activities of its subsidiaries are mainly property development in Hong Kong.

附註：

- (a) 旗下附屬公司之主要業務為於澳門從事物業發展及物業管理。
- (b) Quota capital 於澳門官方語言葡語中解作註冊資本。
- (c) 旗下附屬公司之主要業務為於香港從事物業發展。

The above table lists the associates of the Group which, in the opinion of the Directors, principally affected the results of the year or form a substantial portion of the net assets of the Group. To give details of other associates would, in the opinion of the Directors, result in particulars of excessive length.

上表載列董事認為對本集團本年度業績有重大影響或構成本集團資產淨值主要部分之本集團聯營公司。董事認為，列出其他聯營公司之資料會導致篇幅過分冗長。

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20. INTERESTS IN ASSOCIATES/AMOUNTS DUE FROM (TO) ASSOCIATES (Cont'd)

Summarised financial information in respect of each of the Group's material associates and the aggregate of other associates is set out below. The summarised financial information below represents amount shown in the associates' financial statements prepared in accordance with HKFRSs.

20. 於聯營公司之權益／應收(應付)聯營公司款項(續)

有關本集團各主要聯營公司及其他聯營公司合計之財務資料概要載列如下。下文所載財務資料概要指根據香港財務報告準則編製之聯營公司財務報表所示金額。

		2017 二零一七年					2016 二零一六年				
		Orient Town 華鎮	Concordia 聯生	Rosedale Beijing 北京珀麗	Wealth Explorer	Sub-total 小計	Orient Town 華鎮	Concordia 聯生	Rosedale Beijing 北京珀麗	Wealth Explorer	Sub-total 小計
		HKS'000 港幣千元	HKS'000 港幣千元	HKS'000 港幣千元	HKS'000 港幣千元	HKS'000 港幣千元	HKS'000 港幣千元	HKS'000 港幣千元	HKS'000 港幣千元	HKS'000 港幣千元	HKS'000 港幣千元
Current assets	流動資產	6,615,847	5,025,740	567,896	1,725,625	13,935,108	8,570,955	8,278,061	788,092	1,334,023	18,971,131
Non-current assets	非流動資產	956,781	925,754	1,086,993	-	2,969,528	535,104	503,061	1,104,003	-	2,142,168
Current liabilities	流動負債	(2,559,887)	(2,602,764)	(452,571)	(1,051,756)	(6,666,978)	(3,479,433)	(5,626,660)	(644,438)	(659,653)	(10,410,184)
Non-current liabilities	非流動負債	(1,028,401)	(1,028,401)	-	-	(2,056,802)	(352,668)	(352,668)	-	-	(705,336)
The above amounts of assets and liabilities include the following:	上述資產及負債金額包括以下各項：										
Cash and cash equivalents	現金及現金等值項目	787,421	782,414	460,824	6,179	2,036,838	1,819,284	1,814,611	698,258	3,667	4,335,820
Current financial liabilities (excluding trade and other payables and provisions)	流動金融負債 (不包括貿易及其他應付款項以及撥備)	(1,046)	(52,004)	-	-	(53,050)	(117)	(2,166,120)	-	-	(2,166,237)
Non-current financial liabilities (excluding trade and other payables and provisions)	非流動金融負債 (不包括貿易及其他應付款項以及撥備)	(968,512)	(968,512)	-	-	(1,937,024)	(321,921)	(321,921)	-	(658,704)	(1,302,546)

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20. INTERESTS IN ASSOCIATES/AMOUNTS DUE FROM (TO) ASSOCIATES (Cont'd) 20. 於聯營公司之權益/應收(應付)聯營公司款項(續)

		2017 二零一七年					2016 二零一六年				
		Orient	Concordia	Rosedale	Wealth	Sub-total	Orient	Concordia	Rosedale	Wealth	Sub-total
		Town		Beijing			Town		Beijing		
		華鎮	聯生	北京瑣麗	Explorer	小計	華鎮	聯生	北京瑣麗	Explorer	小計
		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
Revenue	收益	2,346,529	2,335,955	64,051	-	4,746,535	10,963,250	10,963,250	72,422	-	21,998,922
Profit (loss) for the year	本年度溢利(虧損)	1,323,382	1,338,535	(30,984)	(501)	2,630,432	5,028,144	5,183,511	(73,711)	(633)	10,137,311
Other comprehensive expense for the year	本年度其他全面開支	-	-	(14,355)	-	(14,355)	-	-	(11,455)	-	(11,455)
Total comprehensive income (expense) for the year	本年度全面收益(開支)總額	1,323,382	1,338,535	(45,339)	(501)	2,616,077	5,028,144	5,183,511	(85,166)	(633)	10,125,856
Dividends received from associates during the year	本年度已收聯營公司股息	675,000	158,340	-	-	833,340	446,423	478,500	-	-	924,923
The above profit (loss) for the year include the following:	上述本年度溢利(虧損)包括以下各項:										
Depreciation and amortisation	折舊及攤銷	(8,339)	(7,788)	(43,089)	-	(59,216)	(2,768)	(2,730)	(46,159)	-	(51,657)
Interest income	利息收入	5,137	5,137	12,847	-	23,121	508	508	22,464	-	23,480
Interest expense	利息開支	(6)	(6)	-	-	(12)	(7,916)	(7,916)	(2,501)	-	(18,333)
Income tax expense	所得稅開支	(181,027)	(181,027)	-	-	(362,054)	(706,451)	(706,451)	-	-	(1,412,902)

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20. INTERESTS IN ASSOCIATES/AMOUNTS DUE FROM (TO) ASSOCIATES (Cont'd)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements:

20. 於聯營公司之權益／應收(應付)聯營公司款項(續)

上述財務資料概要與於綜合財務報表所確認於聯營公司之權益之賬面值對賬：

		2017 二零一七年					2016 二零一六年				
		Orient Town 華鎮	Concordia 聯生	Rosedale Beijing 北京珀麗	Wealth Explorer	Sub- total 小計	Orient Town 華鎮	Concordia 聯生	Rosedale Beijing 北京珀麗	Wealth Explorer	Sub- total 小計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	
Net assets of the associates	聯營公司之資產淨值	3,984,340	2,320,329	1,202,318	673,869	8,180,856	5,273,958	2,801,794	1,247,657	674,370	9,997,779
Less: shared by non-controlling interest of the associates	減：聯營公司非控股權益應佔	(1,281,926)	-	-	-	(1,281,926)	(1,855,915)	-	-	-	(1,855,915)
		2,702,414	2,320,329	1,202,318	673,869	6,898,930	3,418,043	2,801,794	1,247,657	674,370	8,141,864
Proportion of the Group's direct ownership interests in the associates	本集團於聯營公司之直接所有權權益比例	45%	8.7%	20%	40%	N/A	45%	8.7%	20%	40%	N/A
			(note (i)) (附註(i))					(note (i)) (附註(i))			
Net assets of interest in associates attributable to the Group	本集團應佔於聯營公司之權益之資產淨值	1,216,086	201,869	240,464	269,548	1,927,967	1,538,119	243,756	249,531	269,748	2,301,154
Goodwill	商譽	-	127,945	-	-	127,945	-	127,945	-	-	127,945
Capitalisation of imputed interest of non-interest bearing loans (note (ii))	撥充資本之免息貸款估算利息(附註(ii))	(52,019)	-	-	-	(52,019)	(67,314)	-	-	-	(67,314)
Other adjustments	其他調整	-	(1,209)	-	-	(1,209)	-	(1,209)	-	-	(1,209)
Carrying amount of the Group's interests in the associates	本集團於聯營公司之權益之賬面值	1,164,067	328,605	240,464	269,548	2,002,684	1,470,805	370,492	249,531	269,748	2,360,576

notes:

- (i) As at 31st March, 2017 and 2016, Orient Town and the Group are holding 59.5% and 8.7% equity interests in Concordia, respectively, thereby leading to an effective equity interest of 35.5% in Concordia by the Group.
- (ii) On initial recognition, the fair value adjustment of the non-interest bearing loan was treated as a capital contribution to Orient Town and recognised as part of the investment cost. Subsequent to the initial recognition, the imputed interest expense of Orient Town is capitalised in its properties under development.

附註：

- (i) 於二零一七年及二零一六年三月三十一日，華鎮及本集團分別於聯生持有59.5%及8.7%股本權益，以致本集團於聯生之實際股本權益為35.5%。
- (ii) 於初步確認時，免息貸款之公平值調整被視為向華鎮注資，並確認為投資成本其中一部分。初步確認後，華鎮之估算利息開支撥充其在建物業資本。

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20. INTERESTS IN ASSOCIATES/AMOUNTS DUE FROM (TO) ASSOCIATES (Cont'd)

Aggregate information of associates that are not individually material:

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
The Group's share of loss	本集團應佔虧損	–	(2,185)
The Group's share of other comprehensive expense	本集團應佔其他全面開支	–	(223)
The Group's share of total comprehensive expense	本集團應佔全面開支總額	–	(2,408)
Aggregate carrying amount of the Group's interests in these associates	本集團於該等聯營公司之權益之賬面總值	1,223	1,224

20. 於聯營公司之權益／應收(應付)聯營公司款項(續)

個別非主要之聯營公司之合計資料：

21. OTHER LOAN RECEIVABLES

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Fixed-rate loan receivables	定息應收貸款	500,000	110,075
Variable-rate loan receivables	浮息應收貸款	167,235	311,214
		667,235	421,289
Secured	有抵押	167,235	3,976
Unsecured	無抵押	500,000	417,313
		667,235	421,289
Analysed as:	分析為：		
Current	流動	–	421,289
Non-current	非流動	667,235	–
		667,235	421,289

21. 其他應收貸款

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for the year ended 31st March, 2017 截至二零一七年三月三十一日止年度

21. OTHER LOAN RECEIVABLES (Cont'd)

A maturity profile of the loan receivables as at 31st March, 2017 and 2016, based on the maturity date is as follows:

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
On demand and due within 1 year	按要求及於一年內到期	-	421,289
2 to 5 years	兩至五年	667,235	-
		667,235	421,289

At 31st March, 2017, the Group's fixed-rate loan receivables represent unsecured and unlisted loan notes issued by a company incorporated in Bermuda with limited liability with its shares listed on the Stock Exchange. The loan receivable carries interest at the fixed rate of 9.5% per annum and will mature on 27th November, 2019.

At 31st March, 2017, the Group's variable-rate loan receivables represent a loan facility of CAD28,700,000 (equivalent to approximately HK\$167,235,000) granted to Caufield Investments Limited, the joint venture partner of Bayshore. The loan receivables are secured by 16.67% equity interest in Bayshore, carry interest at CAD Prime Rate plus 1.25% per annum and are repayable on 28th December, 2021.

As at 31st March, 2016, the fixed-rate loan receivable of HK\$3,976,000 carried interest at 8% per annum and was secured by shares in a private limited company incorporated in Malaysia. The remaining fixed-rate loan receivables of HK\$106,099,000 carried interest ranging from 3.0% to 6.0% per annum and were unsecured. All the fixed-rate loan receivables were either repayable on demand or within one year.

21. 其他應收貸款 (續)

於二零一七年及二零一六年三月三十一日，應收貸款按到期日列示之到期情況如下：

於二零一七年三月三十一日，本集團之定息應收貸款指由一間於百慕達註冊成立並於聯交所上市之有限公司發行之無抵押非上市貸款票據。有關應收貸款按固定年利率9.5厘計息及將於二零一九年十一月二十七日期到。

於二零一七年三月三十一日，本集團之浮息應收貸款指向Bayshore之合營夥伴Caufield Investments Limited授出之貸款融資加幣28,700,000元(相當於約港幣167,235,000元)。有關應收貸款以Bayshore之16.67%股權作抵押，按加拿大最優惠利率加年利率1.25厘計息，須於二零二一年十二月二十八日償還。

於二零一六年三月三十一日，定息應收貸款港幣3,976,000元按年利率8厘計息，並以一間於馬來西亞註冊成立之私人有限公司之股份作抵押。餘下定息應收貸款港幣106,099,000元按年利率3.0厘至6.0厘計息，並無抵押。所有定息應收貸款均須按要求或於一年內償還。

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21. OTHER LOAN RECEIVABLES (Cont'd)

As 31st March, 2016, the variable-rate loan receivable of HK\$5,000,000 was unsecured, carried interest at HSBC Prime Rate per annum and was repayable on 8th October, 2016. The remaining variable-rate loan receivables of HK\$306,214,000 were unsecured, carried interest at HSBC Prime Rate or HSBC Prime Rate plus 2% per annum and were repayable on demand or within one year.

At 31st March, 2017, the effective interest rate of the variable-rate loan receivables was 4% per annum (2016: 5% to 7% per annum).

Before granting any new loans, the Directors will assess the potential borrower's credit quality and define credit limits of the borrower. The Directors performs ongoing evaluation of collectability in assessing the ultimate realisation of other loan receivables. The amount of other loan receivables are either with repayable on demand clause or repayable upon maturity date of the loans and the borrowers have no history of loan default. Therefore, in the opinion of the Directors, the balances are neither past due nor impaired.

The Group has concentration of credit risk in the above loans as two borrowers accounted for 100% (2016: five borrowers accounted for 80%) of the total other loan receivables as at 31st March, 2017. At 31st March, 2017, the borrowers of the loan receivables are either listed company in Hong Kong or private company (2016: listed company or wholly-owned subsidiaries of listed companies in Hong Kong or private company).

In order to minimise the credit risk, management of the Group has monitored the repayment ability of the borrowers continuously.

21. 其他應收貸款(續)

於二零一六年三月三十一日，港幣5,000,000元之浮息應收貸款為無抵押及每年按滙豐銀行最優惠利率計息，並須於二零一六年十月八日償還。其餘浮息應收貸款港幣306,214,000元為無抵押及按滙豐銀行最優惠利率或滙豐銀行最優惠利率加年利率2厘計息，並須按要求或於一年內償還。

於二零一七年三月三十一日，浮息應收貸款之實際年利率為4厘(二零一六年：年利率5厘至7厘)。

於授出任何新貸款前，董事將評估有意借貸人之信貸質素以決定其信貸額。董事於評估其他應收貸款之最終可變現情況時持續評核可收回能力。其他應收貸款均須按要求或於貸款到期日償還，而借貸人概無拖欠還款記錄。因此，董事認為有關結餘既未逾期亦無減值。

由於兩名借貸人於二零一七年三月三十一日佔其他應收貸款總額之100%(二零一六年：五名貸款人佔其他應收貸款總額之80%)，故本集團就上述貸款面對集中信貸風險。於二零一七年三月三十一日，應收貸款之借貸人為香港上市公司或私人公司(二零一六年：香港上市公司或上市公司旗下全資附屬公司或私人公司)。

為減低信貸風險，本集團管理層持續監察借貸人之還款能力。

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22. OTHER NON-CURRENT ASSETS

22. 其他非流動資產

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Tax indemnity asset (note a)	稅項彌償資產(附註a)	66,744	66,744
Rental deposits (note b)	租金押金(附註b)	18,400	17,600
Club memberships/club debentures	會籍/會所債券	4,124	520
Deposit paid to Party B (as defined in Note 37(d))	已付乙方(定義見附註37(d))按金	39,166	39,166
Other deposit	其他按金	—	2,000
		128,434	126,030

notes:

- (a) Prior to the acquisition of Makerston Limited (“Makerston”) in 2014, DS Eastin Limited (“DS Eastin”), a subsidiary of Makerston (collectively known as the “Makerston Group”), completed a deemed disposal of 80% equity interest in Rosedale Beijing. According to Guo Shin Han 2009 No. 698, there was a potential tax liability for the capital gain on the deemed disposal of Rosedale Beijing to be borne by DS Eastin or Rosedale Beijing. Accordingly, a tax provision amounting to HK\$66,744,000 was recognised.

Pursuant to the sale and purchase agreement, Rosedale Hotel Group Limited (“RHGL”), undertook to Silver Infinite Limited (“Silver Infinite”), the Makerston Group (being Makerston and DS Eastin) and Rosedale Beijing that RHGL will fully indemnify the Silver Infinite, the Makerston Group and Rosedale Beijing against any taxation under the EIT Law arising from the deemed disposal, when the same is payable by the Makerston Group and/or Rosedale Beijing, and all demands, claims, proceedings, actions, liabilities, costs and expenses. Accordingly, a tax indemnity asset of HK\$66,744,000 was recognised upon the completion of the acquisition of Makerston.

In the opinion of the Directors, the tax indemnity asset was not expected to be recovered within twelve months from the end of the reporting period and therefore classified as a non-current asset.

- (b) The amounts represented rental deposits paid to a joint venture, Fortress State International Limited (“Fortress State”) in connection with hotel operating agreements, which entitle the Group to manage and operate a hotel exclusively in Hong Kong for a period of 6 years. The rental deposits will be fully refundable upon the end of the lease term on 31st March, 2020.

附註：

- (a) 於二零一四年收購Makerston Limited (「Makerston」)前，Makerston之附屬公司日陽東方投資有限公司(「日陽東方」)(統稱為「Makerston集團」)完成視作出售於北京珀麗之80%股本權益。根據國稅函2009698號，將由日陽東方或北京珀麗就視作出售北京珀麗之資本收益而承擔潛在稅項負債。因此，已確認稅項撥備港幣66,744,000元。

根據買賣協議，珀麗酒店集團有限公司(「珀麗酒店集團」)向Silver Infinite Limited(「Silver Infinite」)、Makerston集團(即Makerston及日陽東方)及北京珀麗承諾，珀麗酒店集團將就視作出售產生之企業所得稅法之任何稅項(須由Makerston集團及/或北京珀麗支付)、所有索償、申索、法律程序、法律行動、責任、成本及費用，向Silver Infinite、Makerston集團及北京珀麗作出悉數彌償。因此，已於收購Makerston完成後確認稅項彌償資產港幣66,744,000元。

董事認為，稅項彌償資產預期不會於報告期末起計十二個月內收回，故分類作一項非流動資產。

- (b) 該等款項指就酒店經營協議向一間合營公司灝中國際有限公司(「灝申」)支付之租金押金。酒店經營協議賦予本集團權利，獨家管理及經營香港一間酒店為期六年。租金押金將於二零二零年三月三十一日租約期滿時全數退還。

23. DEPOSITS PAID FOR ACQUISITION OF LEASEHOLD LAND

The amount represents deposits paid for acquisition of leasehold land for a property development project situated in the PRC. The Directors intend to hold the leasehold land for development of properties held for sale in the ordinary course of business.

23. 收購租賃土地之已付按金

該等金額指就中國物業發展項目收購租賃土地之已付按金。董事有意於日常業務過程中持有租賃土地以供發展待售物業。

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24. STOCK OF PROPERTIES

24. 物業存貨

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Properties under development for sale	待售之在建物業	605,565	365,841
Completed properties held for sale	待售之已落成物業	125,808	34,415
		731,373	400,256

At 31st March, 2017, stock of properties include an amount of approximately HK\$605,565,000 (2016: HK\$365,841,000) which is expected to be realised after more than twelve months from the end of the reporting period.

於二零一七年三月三十一日，物業存貨包括預期將於報告期末起計超過十二個月後變現之金額約港幣605,565,000元(二零一六年：港幣365,841,000元)。

25. DEBTORS, DEPOSITS AND PREPAYMENTS

25. 應收賬款、按金及預付款項

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Trade debtors	貿易應收賬款	2,870	2,219
Less: allowance for doubtful debt	減：呆賬撥備	–	(79)
		2,870	2,140
Refundable earnest money (note a)	可予退還誠意金(附註a)	23,308	47,831
Compensation receivables on land resumption (note b)	就收回土地應收補償(附註b)	–	345,000
Other debtors, deposits and prepayments	其他應收賬款、按金及預付款項	132,107	125,371
		158,285	520,342

The Group's credit terms are negotiated at terms determined and agreed with its trade customers. The Group allows an average credit period of 60 days (2016: 60 days) to its trade customers. The following is an aged analysis of trade debtors, net of allowance for doubtful debts, presented based on the invoice date at the end of the reporting period.

本集團之信貸期乃經與其貿易客戶磋商及協定而訂立。本集團給予其貿易客戶之信貸期平均為60日(二零一六年：60日)。以下為貿易應收賬款(已扣除呆賬撥備)於報告期末按發票日期列示之賬齡分析。

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25. DEBTORS, DEPOSITS AND PREPAYMENTS (Cont'd)

25. 應收賬款、按金及預付款項(續)

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Trade debtors aged:	貿易應收賬款賬齡：		
0 – 60 days	零至六十日	2,708	2,062
61 – 90 days	六十一日至九十日	54	72
Over 90 days	超過九十日	108	6
		2,870	2,140

Before accepting any new customer, the Group will assess the potential customer's credit quality and define credit limits by customer. Limits attributed to customers are reviewed twice a year. 94% (2016: 96%) of the trade debtors that are neither past due nor impaired have the best credit rating as of 31st March, 2017.

於接納任何新顧客前，本集團將評估潛在客戶之信貸質素以界定其信貸額。本集團每年對客戶之信貸額進行兩次檢討。截至二零一七年三月三十一日，94% (二零一六年：96%) 既未逾期亦無減值之貿易應收賬款具最高信貸評級。

The Group has provided fully for general trade debtors over two years because historical experience is that receivables that are past due beyond two years are generally not recoverable.

本集團已就逾期超過兩年之一般貿易應收賬款作全數撥備，原因是過往經驗顯示，該等逾期超過兩年之應收款項一般無法收回。

During the year ended 31st March, 2017, the Group has made an allowance for doubtful debt of HK\$18,000 (2016: HK\$79,000) on trade debtors.

截至二零一七年三月三十一日止年度，本集團就貿易應收賬款作出呆賬撥備港幣18,000元(二零一六年：港幣79,000元)。

Movement in the allowance for doubtful debt on trade debtors

貿易應收賬款呆賬撥備之變動

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Balance at the beginning of the year	年初結餘	79	–
Allowance for doubtful debts	呆賬撥備	18	79
Written off as uncollectible	撇銷為不可收回款項	(97)	–
Balance at the end of the year	年終結餘	–	79

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25. DEBTORS, DEPOSITS AND PREPAYMENTS (Cont'd)

During the year ended 31st March, 2017, the Group has made an allowance for doubtful debt of HK\$79,000 (2016: HK\$273,000) on other receivables included in other debtors, deposits and prepayments.

Movement in the allowance for doubtful debt on other receivables

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Balance at the beginning of the year	年初結餘	5,243	4,970
Allowance for doubtful debts	呆賬撥備	79	273
Written off as uncollectible	撇銷為不可收回款項	(79)	—
Balance at the end of the year	年終結餘	5,243	5,243

notes:

- (a) (i) On 24th January, 2008, the Company entered into a memorandum of understanding with an independent third party with a view to negotiate a possible acquisition of the entire issued share capital of a company, Unique Way Limited (“Unique Way”), which is proposed to hold and develop a land in Vietnam. An aggregate amount of HK\$44,850,000 was paid by the Group as a refundable earnest money. During the year ended 31st March, 2016, the Group acquired the entire equity interest in Unique Way from Daisy Light Limited (“Daisy Light”), an independent third party which was wholly owned by an independent third party (“Party A”) as disclosed in Note 37(d) and the refundable earnest money paid to Party A was waived by the Group which was included in other income, gains and losses in Note 8.
- (ii) On 1st June, 2010 and 10th June, 2010, the Group signed two memoranda of understanding with two independent third parties, who are also potential vendors, namely Winluck Development Limited (“Winluck”) and Gain Energy Limited (“Gain Energy”), respectively, for the negotiation of acquisition of interests in two pieces of land located in Panyu, Guangdong Province, the PRC for redevelopment (the “Negotiation”). The Group had paid an aggregate amount of Renminbi (“RMB”) 68,000,000 to Gain Energy and Winluck for the Negotiation. During the year ended 31st March, 2016, the Group entered into two sale and purchase agreements with Party A, pursuant to which the Group had agreed to acquire the entire equity interests in and shareholder’s loans due from Winluck and Gain Energy, at a total consideration of HK\$2 each, as detailed in Note 37(e).

25. 應收賬款、按金及預付款項 (續)

截至二零一七年三月三十一日止年度，本集團就列入其他應收賬款、按金及預付款項之其他應收款項計提呆賬撥備港幣79,000元(二零一六年：港幣273,000元)。

其他應收款項呆賬撥備之變動

附註：

- (a) (i) 於二零零八年一月二十四日，本公司與一名獨立第三方訂立諒解備忘錄，就可能收購一間計劃於越南持有及開發一幅土地之公司Unique Way Limited (「Unique Way」) 全部已發行股本展開磋商。本集團已支付合共港幣44,850,000元作為可予退還誠意金。截至二零一六年三月三十一日止年度，本集團如附註37(d)所披露向Daisy Light Limited (「Daisy Light」，由一名獨立第三方(「甲方」)全資擁有之獨立第三方)收購Unique Way全部股本權益，而列入附註8其他收入、溢利及虧損之已付甲方可予退還誠意金獲本集團豁免。
- (ii) 於二零一零年六月一日及二零一零年六月十日，本集團與兩名獨立第三方(亦即潛在賣方)威樂發展有限公司(「威樂」)及力益有限公司(「力益」)簽訂兩份諒解備忘錄，磋商收購位於中國廣東省番禺兩幅土地權益作重建用途(「磋商」)。本集團已就磋商向力益及威樂支付合共人民幣(「人民幣」)68,000,000元。截至二零一六年三月三十一日止年度，本集團與甲方訂立兩項買賣協議，據此，本集團同意各以總代價港幣2元收購威樂及力益之全部股本權益及應收威樂及力益之股東貸款(詳情見附註37(e))。

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25. DEBTORS, DEPOSITS AND PREPAYMENTS (Cont'd)

Movement in the allowance for doubtful debt on other receivables (Cont'd)

notes: (Cont'd)

(a) (ii) (Cont'd)

During the year ended 31st March, 2016, the Group had paid consultancy fees of RMB28,000,000 (equivalent to approximately HK\$34,956,000) to Daisy Light for the consultancy services provided in relation to this potential investment opportunity in Panyu, Guangdong Province, the PRC. Such consultancy fees were settled by offsetting against the amount due from Party A arising from the acquisition of Gain Energy and Winluck during the current year.

As at 31st March, 2016, Winluck and Gain Energy each held earnest money of RMB20,000,000 (equivalent to approximately HK\$23,923,000) paid to two village committees in Panyu, one of which had been refunded in June 2016. For the remaining balance of RMB20,000,000 (equivalent to approximately HK\$23,923,000), in the opinion of the Directors, as the amount might not be recoverable, the amount was fully provided in the consolidated statement of profit or loss for the year ended 31st March, 2016.

(iii) At 31st March, 2017 and 2016, an aggregate amount of CAD4,000,000 (equivalent to approximately HK\$23,308,000) was paid by the Group to an independent third party as a refundable earnest money with a view to setting up a joint venture for negotiation of acquisition of interest in a land in Canada.

In respect of notes (i) and (ii) as set out above, the respective amounts of earnest monies were paid to Party A, who owned Unique Way, Gain Energy and Winluck. During the year ended 31st March, 2016, the Group acquired the entire interests in Unique Way, Gain Energy and Winluck.

As at 31st March, 2017, the refundable earnest money concentrated on one project (2016: two projects) and the total refundable earnest money (2016: approximately 50%) is in relation to one project. The Group assesses the recoverability of the money paid and the progress of the projects on a continuing basis. The vendors had no history of default.

(b) The amount represented the outstanding balance of consideration attributable to the compensation for land resumption from an independent third party, Bright Sino Profits Limited ("BSP") during the year ended 31st March, 2015.

On 23rd June, 2015, the Group received a compensation of HK\$200,000,000 from BSP. The remaining balance of HK\$395,000,000 should be settled on or before 30th October, 2015. On 31st October, 2015, the Group further received an amount of HK\$50,000,000 and entered into a supplemental agreement with BSP to extend the payment date of remaining balance in the sum of HK\$345,000,000 to 31st March, 2016 which carried interest at 3% per annum. Such amount was secured by the entire issued shares of Newskill Investments Limited and had been fully repaid by BSP during the year ended 31st March, 2017. During the year ended 31st March, 2017, interest income of HK\$1,358,000 (2016: HK\$4,367,000) was recognised accordingly.

25. 應收賬款、按金及預付款項(續)

其他應收款項呆賬撥備之變動(續)

附註：(續)

(a) (ii) (續)

截至二零一六年三月三十一日止年度，本集團就是次於中國廣東省番禺之潛在投資機會所獲提供顧問服務向 Daisy Light 支付顧問費人民幣 28,000,000 元(相當於約港幣 34,956,000 元)。有關顧問費以抵銷於本年度因收購力益及威樂所產生應收甲方款項之方式支付。

於二零一六年三月三十一日，威樂及力益各持有為數人民幣 20,000,000 元(相當於約港幣 23,923,000 元)支付予番禺兩個村委會之誠意金，其中一筆已於二零一六年六月退還。至於其餘人民幣 20,000,000 元(相當於約港幣 23,923,000 元)，董事認為，由於有關款項可能無法收回，故於截至二零一六年三月三十一日止年度之綜合損益表作出全數撥備。

(iii) 於二零一七年及二零一六年三月三十一日，本集團已向一名獨立第三方支付加幣 4,000,000 元(相當於約港幣 23,308,000 元)作為可予退還誠意金，旨在就磋商收購加拿大一幅土地權益成立合營公司。

就上文所載附註(i)及(ii)而言，相關誠意金乃支付予甲方，彼擁有 Unique Way、力益及威樂。截至二零一六年三月三十一日止年度，本集團購入 Unique Way、力益及威樂全部權益。

於二零一七年三月三十一日，可予退還誠意金來自一個(二零一六年：兩個)項目，為可予退還誠意金總額的全部(二零一六年：約 50%)。本集團持續評估已付金額之可收回程度及項目進度，而賣方概無拖欠還款記錄。

(b) 有關金額指於截至二零一五年三月三十一日止年度就收回土地賠償向一名獨立第三方 Bright Sino Profits Limited (「BSP」) 收取之結欠剩餘代價。

於二零一五年六月二十三日，本集團向 BSP 收取賠償港幣 200,000,000 元。尚欠結餘港幣 395,000,000 元將於二零一五年十月三十日或之前償付。於二零一五年十月三十一日，本集團再收訖港幣 50,000,000 元，並與 BSP 訂立補充協議，將其餘結欠款項港幣 345,000,000 元之支付日期順延至二零一六年三月三十一日，按年利率 3 厘計息。有關款項以新藝投資有限公司之全部已發行股份作抵押，並於截至二零一七年三月三十一日止年度由 BSP 全數清還。截至二零一七年三月三十一日止年度，相應確認利息收入港幣 1,358,000 元(二零一六年：港幣 4,367,000 元)。

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26. BANK BALANCES AND CASH

Bank balances carry interest at market rates which range from 0.01% to 1.35% (2016: 0.01% to 1.35%) per annum.

The Group's bank balances and cash that are denominated in currency other than functional currency of the relevant group entities are set out below:

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
US\$	美元	4,128	6,407

27. CREDITORS, DEPOSITS AND ACCRUED CHARGES

Creditors, deposits and accrued charges
Accrued coupon interest on loan notes
Provision for tax and other indemnity
Consideration payable (Note 37(d))

應付賬款、按金及應計開支
貸款票據應計票息
稅項及其他彌償撥備
應付代價(附註37(d))

	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
	115,941	89,204
	34,246	–
	14,000	25,000
	–	19,500
	164,187	133,704

Included in creditors, deposits and accrued charges are trade creditors of approximately HK\$1,716,000 (2016: HK\$3,281,000).

The following is an aged analysis of trade creditors presented with reference to the invoice date at the end of the reporting period.

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Trade creditors aged:	貿易應付賬款賬齡：		
0 – 60 days	零至六十日	1,706	2,103
61 – 90 days	六十一日至九十日	10	1,152
Over 90 days	超過九十日	–	26
		1,716	3,281

26. 銀行結餘及現金

銀行結餘按市場年利率介乎0.01厘至1.35厘(二零一六年：0.01厘至1.35厘)計息。

以相關集團實體功能貨幣以外貨幣列值之本集團銀行結餘及現金如下：

27. 應付賬款、按金及應計開支

應付賬款、按金及應計開支包括貿易應付賬款約港幣1,716,000元(二零一六年：港幣3,281,000元)。

以下為貿易應付賬款於報告期末按發票日期列示之賬齡分析。

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28. LOAN NOTES

The movements of the loan notes for the year are set out below:

28. 貸款票據

貸款票據年內變動如下：

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
At the beginning of the year (note a)	於年初 (附註 a)	190,544	443,224
Issue of loan notes (note b)	發行貸款票據 (附註 b)	1,508,846	–
Effective interest charged (Note 9)	實際利息開支 (附註 9)	40,527	30,986
Repayment of principal (note a)	償還本金 (附註 a)	(192,160)	(270,228)
Coupon interest paid/payable	已付/應付票息	(35,451)	(13,438)
Exchange realignment	匯兌調整	3,244	–
		<u>1,515,550</u>	<u>190,544</u>
At the end of the year	於年終		
Analysed for reporting purposes as:	就申報分析為：		
Current liability	流動負債	–	190,544
Non-current liability	非流動負債	1,515,550	–
		<u>1,515,550</u>	<u>190,544</u>
Less than 1 year	少於一年	–	190,544
1 – 2 years	一年至兩年	–	–
2 – 5 years	兩年至五年	1,515,550	–
		<u>1,515,550</u>	<u>190,544</u>

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28. LOANS NOTES (Cont'd)

notes:

- (a) As part of the consideration payable regarding the acquisition of Eagle Spirit Holdings Limited ("Eagle Spirit") and Makerston, the Group issued two unsecured promissory loan notes with total nominal value of HK\$250,000,000 each to Easy Vision Holdings Limited ("Easy Vision") and RHGL, wholly-owned subsidiaries of Rosedale Hotel Holdings Limited, respectively.

The loan notes bore coupon rate at 5% per annum, payable semi-annually in arrears and would mature on 15th December, 2016. At initial recognition, the fair value of the loan notes were determined based on the valuation report issued by an independent professional valuer, which was measured at the present value of contractual future cash flows discounted at the effective interest rate of 13% per annum. Based on the valuation report performed by the independent professional valuers and in the opinion of the Directors, the fair value of such early redemption option was insignificant.

During the year ended 31st March, 2016, the Group repaid loan notes with principal amounts of HK\$50,000,000 and HK\$250,000,000 to Easy Vision and RHGL, respectively and the corresponding losses on such repayment of loan notes of HK\$4,962,000 and HK\$24,810,000, respectively, were recognised in the consolidated financial statements.

During the year ended 31st March, 2017, the Group has repaid the remaining loan notes with principal amounts of HK\$200,000,000 to Easy Vision and the corresponding losses on such repayment of loan notes of HK\$7,840,000 was recognised in the consolidated financial statements.

- (b) In October 2016, a wholly-owned subsidiary of the Group ("Issuer") issued guaranteed loan notes (the "Notes") with a nominal value of US\$200,000,000 (equivalent to approximately HK\$1,508,846,000), which are guaranteed by the Company and listed on the Stock Exchange. The listed guaranteed loan notes bear coupon interest at 4.75% per annum and will mature on 14th October, 2021.

Pursuant to the subscription agreement, the Issuer has the right to redeem the Notes in whole but not in part at the sum of (a) the principal amount outstanding on the Notes; and (b) the outstanding interests up to the date of redemption. The Notes include the value of the early repayment option as the option is closely related to the host instrument.

In addition, at any time Dr. Chan Kwok Keung, Charles and/or its associates (as defined in the Listing Rules), (i) cease to hold, directly or indirectly, at least 35% of the voting rights of the issued share capital of the Company; or (ii) cease to be the largest single shareholder of the Company, the holder of Note will have the right to require the Issuer to redeem all but not in part of the Note at 101% of their principal amount, together with accrued interest.

28. 貸款票據 (續)

附註：

- (a) 本集團分別向珀麗酒店控股有限公司之全資附屬公司 Easy Vision Holdings Limited (「Easy Vision」) 及珀麗酒店集團發行兩份每份面值總額港幣 250,000,000 元之無抵押承兌貸款票據，作為收購 Eagle Spirit Holdings Limited (「Eagle Spirit」) 及 Makerston 應付代價之部分。

貸款票據按票面年利率 5 厘計息 (每半年須支付一次)，將於二零一六年十二月十五日期。於初步確認時，貸款票據之公平值乃根據獨立專業估值師發出之估值報告釐定，按實際年利率 13 厘貼現之合約未來現金流量之現值計量。根據獨立專業估值師所編製之估值報告，董事認為，提早贖回選擇權之公平值不大。

截至二零一六年三月三十一日止年度，本集團向 Easy Vision 及珀麗酒店集團償還本金金額分別為港幣 50,000,000 元及港幣 250,000,000 元之貸款票據，償還貸款票據所產生之相應虧損分別為港幣 4,962,000 元及港幣 24,810,000 元，於綜合財務報表確認。

截至二零一七年三月三十一日止年度，本集團已向 Easy Vision 償還餘下本金金額為港幣 200,000,000 元之貸款票據，償還貸款票據所產生之相應虧損為港幣 7,840,000 元，於綜合財務報表確認。

- (b) 於二零一六年十月，本集團一間全資附屬公司 (「發行人」) 發行面值 200,000,000 美元 (相當於約港幣 1,508,846,000 元) 之有擔保貸款票據 (「票據」)，由本公司作出擔保及於聯交所上市。上市有擔保貸款票據按年利率 4.75 厘計算票息，並將於二零二一年十月十四日期。

根據認購協議，發行人有權按 (a) 票據之未償還本金金額；及 (b) 截至贖回日期之未償還利息之總和贖回全部而非部分票據。票據包含提前還款選擇權之價值，原因為選擇權與主工具關係密切。

此外，在任何時間陳國強博士及／或其聯繫人 (定義見上市規則) (i) 不再直接或間接持有本公司已發行股本中至少 35% 之表決權；或 (ii) 不再是本公司之最大單一股東，票據持有人均有權要求發行人按本金金額的 101% 連同應計利息贖回其持有之全部 (而非部份) 票據。

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29. OBLIGATIONS UNDER FINANCE LEASES

29. 融資租賃承擔

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Analysed for reporting purpose as:	就申報分析為：		
Current liabilities	流動負債	109	113
Non-current liabilities	非流動負債	126	234
		235	347

It is the Group's policy to lease certain of its furniture, fixtures and equipment under finance leases. The average lease term is five years (2016: five years). Interest rates underlying all obligations under finance leases are fixed at respective contract dates ranging from 5.59% to 5.64% (2016: 5.59% to 5.64%) per annum.

本集團之政策為根據融資租賃租用若干傢俬、裝置及設備，平均租期為五年(二零一六年：五年)。所有融資租賃承擔之年利率於各合約日期釐定，介乎5.59厘至5.64厘(二零一六年：5.59厘至5.64厘)。

		Minimum lease payments 最低租賃付款		Present value of minimum lease payments 最低租賃付款現值	
		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Amount payable under finance leases:	根據融資租賃應付款項：				
Within one year	一年內	119	130	109	113
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	135	253	126	234
		254	383	235	347
Less: Future finance charges	減：日後融資費用	(19)	(36)	N/A 不適用	N/A 不適用
Present value of lease obligations	租賃承擔現值	235	347	235	347
Less: Amount due for settlement within one year shown under current liabilities	減：須於一年內償還之款項(列於流動負債項下)			(109)	(113)
Amount due for settlement after one year	須於一年後償還之款項			126	234

The Group's obligations under finance leases are secured by the lessors' charge over the leased assets.

本集團融資租賃承擔乃以出租人之租賃資產作抵押。

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30. BANK AND OTHER BORROWINGS

30. 銀行及其他借貸

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Bank and other borrowings:	銀行及其他借貸：		
Secured	有抵押	1,348,843	907,776
Unsecured	無抵押	239,837	149,759
		<u>1,588,680</u>	<u>1,057,535</u>
Carrying amount repayable:	應償還賬面值：		
Within one year	一年內	250,000	–
More than one year, but not exceeding two years	超過一年，但不超過兩年	124,154	250,000
		<u>374,154</u>	250,000
Carrying amount of bank and other borrowings that contain a repayment on demand clause:	附帶按要求償還條款之銀行及其他借貸賬面值：		
Repayable within one year	須於一年內償還	252,719	438,652
Not repayable within one year from the end of the reporting period	毋須於報告期末起計一年內償還	961,807	368,883
		<u>1,588,680</u>	1,057,535
Less: Amount due within one year shown under current liabilities	減：一年內到期之款項 (列於流動負債項下)	<u>(1,464,526)</u>	<u>(807,535)</u>
Amount due after one year	一年後到期之款項	<u>124,154</u>	250,000

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30. BANK AND OTHER BORROWINGS (Cont'd)

30. 銀行及其他借貸 (續)

Bank and other borrowings comprise 銀行及其他借貸包括	Maturity date 到期日	Contractual interest rate per annum 合約年利率	Carrying amount 賬面值	
			2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Variable-rate borrowings: 浮息借貸：				
Hong Kong Interbank Offered Rate (“HIBOR”) plus 2.32% per annum unsecured HK\$ bank loan (notes a & c) 香港銀行同業拆息 (「香港銀行同業拆息」) 加年利率2.32厘無抵押港幣銀行貸款 (附註a及c)	14th April, 2019 (2016: 21st April, 2016) 二零一九年四月十四日 (二零一六年：二零一六年四月二十一日)	HIBOR + 2.32% (2016: HIBOR + 2.35%) 香港銀行同業拆息加2.32厘 (二零一六年：香港銀行同業拆息加2.35厘)	139,837	149,759
HIBOR plus 1.15% per annum secured HK\$ bank loan (notes a & d) 香港銀行同業拆息加年利率1.15厘有抵押港幣銀行貸款 (附註a及d)	3rd June, 2017 – 12th December, 2017 (2016: 11th November, 2016) 二零一七年六月三日至二零一七年十二月十二日 (二零一六年：二零一六年十一月十一日)	HIBOR + 1.15% 香港銀行同業拆息加1.15厘	51,627	20,000
HIBOR plus 2.9% per annum secured HK\$ bank loan (note a) 香港銀行同業拆息加年利率2.9厘有抵押港幣銀行貸款 (附註a)	28th December, 2016 二零一六年十二月二十八日	HIBOR + 2.9% 香港銀行同業拆息加2.9厘	–	190,957
HIBOR plus 1.5% per annum secured HK\$ bank loan (notes a & e) 香港銀行同業拆息加年利率1.5厘有抵押港幣銀行貸款 (附註a及e)	31st December, 2017 (2016: 31st December, 2016) 二零一七年十二月三十一日 (二零一六年：二零一六年十二月三十一日)	HIBOR + 1.5% (2016: HIBOR + 2.6%) 香港銀行同業拆息加1.5厘 (二零一六年：香港銀行同業拆息加2.6厘)	58,100	57,984

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30. BANK AND OTHER BORROWINGS (Cont'd)

30. 銀行及其他借貸 (續)

Bank and other borrowings comprise 銀行及其他借貸包括	Maturity date 到期日	Contractual interest rate per annum 合約年利率	Carrying amount 賬面值	
			2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Higher of HIBOR plus 2.5% per annum or 3% per annum secured HK\$ other loan (notes a & b) 香港銀行同業拆息加年利率2.5厘或3厘(以較高者為準)有抵押港幣其他貸款(附註a及b)	17th December, 2017 二零一七年十二月十七日	Higher of HIBOR + 2.5% or 3% 香港銀行同業拆息加2.5厘或3厘(以較高者為準)	250,000	250,000
HIBOR plus 1.9% per annum secured HK\$ bank loan (note a) 香港銀行同業拆息加年利率1.9厘有抵押港幣銀行貸款(附註a)	11th November, 2021 二零二一年十一月十一日	HIBOR + 1.9% 香港銀行同業拆息加1.9厘	88,119	93,060
HIBOR plus 2.0% per annum secured HK\$ bank loan (note a) 香港銀行同業拆息加年利率2.0厘有抵押港幣銀行貸款(附註a)	11th November, 2021 二零二一年十一月十一日	HIBOR + 2.0% 香港銀行同業拆息加2.0厘	50,000	—
HIBOR plus 1.69% per annum secured HK\$ bank loan (note a) 香港銀行同業拆息加年利率1.69厘有抵押港幣銀行貸款(附註a)	30th October, 2035 二零三五年十月三十日	HIBOR + 1.69% 香港銀行同業拆息加1.69厘	280,799	295,775
HIBOR plus 1.25% per annum secured HK\$ bank loan (note a) 香港銀行同業拆息加年利率1.25厘有抵押港幣銀行貸款(附註a)	23rd December, 2023 二零二三年十二月二十三日	HIBOR + 1.25% 香港銀行同業拆息加1.25厘	337,511	—

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30. BANK AND OTHER BORROWINGS (Cont'd)

30. 銀行及其他借貸 (續)

Bank and other borrowings comprise 銀行及其他借貸包括	Maturity date 到期日	Contractual interest rate per annum 合約年利率	Carrying amount 賬面值	
			2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
HIBOR plus 2.25% per annum unsecured HK\$ bank loan (note a) 香港銀行同業拆息加年利率2.25厘 無抵押港幣銀行貸款 (附註a)	31st March, 2018 二零一八年三月三十一日	HIBOR + 2.25% 香港銀行 同業拆息加2.25厘	100,000	–
HIBOR plus 1.8% per annum secured HK\$ bank loan (note a) 香港銀行同業拆息加年利率1.8厘 有抵押港幣銀行貸款 (附註a)	18th January, 2021 二零二一年一月十八日	HIBOR + 1.8% 香港銀行 同業拆息加1.8厘	108,533	–
London Interbank Offered Rate (“LIBOR”) plus 2.25% per annum secured British Pound (“GBP”) bank loan (note a) 倫敦銀行同業拆息 (「倫敦銀行同業拆息」) 加年利率2.25厘有抵押英鎊 (「英鎊」) 銀行貸款 (附註a)	19th September, 2019 二零一九年九月十九日	LIBOR + 2.25% 倫敦銀行 同業拆息加2.25厘	124,154	–
			1,588,680	1,057,535

notes:

- (a) Interest was repriced when HIBOR or LIBOR changed.
- (b) The amount was due to an independent third party.
- (c) The maturity date of the bank borrowing was extended to 14th April, 2019.
- (d) The maturity date of the bank borrowing amounting to HK\$20,000,000 was extended to 11th November, 2017.
- (e) The maturity date of the bank borrowing was extended to 31st December, 2017

附註：

- (a) 利息隨香港銀行同業拆息或倫敦銀行同業拆息變動而重新定價。
- (b) 有關款項為應付一名獨立第三方之款項。
- (c) 銀行借貸之到期日順延至二零一九年四月十四日。
- (d) 銀行借貸港幣20,000,000元之到期日順延至二零一七年十一月十一日。
- (e) 銀行借貸之到期日順延至二零一七年十二月三十一日。

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30. BANK AND OTHER BORROWINGS (Cont'd)

At the end of the reporting period, the Group has the following undrawn borrowing facilities:

	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Floating rate:		
– expiring within one year	–	48,523
– expiring beyond one year	277,907	130,000
	277,907	178,523

The effective interest rates of bank and other borrowings are ranging from 1.40% to 3.00% (2016: 1.35% to 3.28%) per annum.

30. 銀行及其他借貸 (續)

於報告期末，本集團之未提取信貸額如下：

銀行及其他借貸之實際年利率介乎1.40厘至3.00厘(二零一六年：1.35厘至3.28厘)。

31. DEFERRED TAXATION

The followings are the major deferred tax liabilities (assets) recognised and movements thereon during the current and prior years:

	Accelerated tax depreciation 加速稅項折舊 HK\$'000 港幣千元	Tax losses recognised 已確認稅項虧損 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1st April, 2015	1,382	–	1,382
Acquisition of subsidiaries	11,266	(11,266)	–
Credited to profit or loss	(532)	(850)	(1,382)
At 31st March, 2016	12,116	(12,116)	–
Charged (credited) to profit or loss	1,041	(1,041)	–
At 31st March, 2017	13,157	(13,157)	–

At 31st March, 2017, the Group has unused tax losses of HK\$1,282,292,000 (2016: HK\$1,083,425,000) available for offset against future profits. A deferred tax asset has been recognised in respect of approximately HK\$79,739,000 (2016: HK\$73,430,000) of such losses. No deferred tax asset has been recognised in respect of the remaining unused tax losses of approximately HK\$1,202,553,000 (2016: HK\$1,009,995,000) due to the unpredictability of future profit streams. Included in unused tax losses are tax losses of HK\$1,194,895,000 (2016: HK\$1,018,371,000) which may be carried forward indefinitely under current tax regulation in Hong Kong and the remaining tax losses of HK\$87,397,000 (2016: HK\$65,054,000) will expire from 2018 to 2022 (2016: 2017 to 2021).

31. 遞延稅項

以下為本年度及過往年度已確認之主要遞延稅項負債(資產)及有關變動：

於二零一七年三月三十一日，本集團可用作抵銷未來溢利之未動用稅項虧損為港幣1,282,292,000元(二零一六年：港幣1,083,425,000元)。已就有關虧損其中約港幣79,739,000元(二零一六年：港幣73,430,000元)確認遞延稅項資產。由於未來溢利來源難以預測，故並無就剩餘未用稅項虧損約港幣1,202,553,000元(二零一六年：港幣1,009,995,000元)確認遞延稅項資產。未確認稅項虧損包括根據香港現行稅務規例可無限期結轉之稅項虧損港幣1,194,895,000元(二零一六年：港幣1,018,371,000元)，而剩餘稅項虧損港幣87,397,000元(二零一六年：港幣65,054,000元)將由二零一八年至二零二二年(二零一六年：二零一七年至二零二一年)屆滿。

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32. SHARE CAPITAL

32. 股本

		Number of shares 股份數目	Amount 金額 HK\$'000 港幣千元
Ordinary shares of HK\$0.01 each	每股面值港幣0.01元之普通股		
Authorised:	法定：		
At 1st April, 2015, 31st March, 2016 and 31st March, 2017	於二零一五年四月一日、 二零一六年三月三十一日及 二零一七年三月三十一日	40,000,000,000	400,000
Issued and fully paid:	已發行及繳足：		
At 31st March, 2015	於二零一五年三月三十一日	799,784,845	7,998
Exercise of share options (note a)	行使購股權(附註a)	5,437,000	54
Issue as scrip dividend for (note b)	發行作為以股代息(附註b)		
– 2015 final dividend	– 二零一五年末期股息	34,356,252	344
– 2016 interim dividend	– 二零一六年中期股息	20,615,763	206
At 31st March, 2016	於二零一六年三月三十一日	860,193,860	8,602
Exercise of share options (note a)	行使購股權(附註a)	365,000	4
Issue as scrip dividend for (note c)	發行作為以股代息(附註c)		
– 2016 final dividend	– 二零一六年末期股息	24,419,213	244
– 2017 interim dividend	– 二零一七年中期股息	2,268,062	23
At 31st March, 2017	於二零一七年三月三十一日	887,246,135	8,873

notes:

附註：

(a) During the year ended 31st March, 2017, options were exercised to subscribe for 365,000 (2016: 5,437,000) shares in the Company. The option exercise price was HK\$3.00 (2016: HK\$3.00) per share.

(a) 截至二零一七年三月三十一日止年度，購股權獲行使以認購365,000股(二零一六年：5,437,000股)本公司股份。購股權行使價為每股港幣3.00元(二零一六年：港幣3.00元)。

(b) During the year ended 31st March, 2016, pursuant to the scrip dividend schemes which were announced by the Company on 28th August, 2015 and 18th December, 2015, the Company issued 34,356,252 and 20,615,763 new ordinary shares of HK\$0.01 each in the Company to the shareholders, representing approximately HK\$117,715,000 and HK\$64,368,000, who elected to receive scrip dividend in respect of the final and interim dividend for the years ended 31st March, 2015 and 31st March, 2016, respectively. These shares rank pari passu with the then existing shares of the Company in all respects.

(b) 截至二零一六年三月三十一日止年度，根據本公司先後於二零一五年八月二十八日及二零一五年十二月十八日公佈之以股代息方案，本公司向選擇就截至二零一五年三月三十一日及二零一六年三月三十一日止年度末期及中期股息收取以股代息之股東，分別發行34,356,252股及20,615,763股每股面值港幣0.01元之本公司新普通股(相當於約港幣117,715,000元及港幣64,368,000元)。該等股份與本公司當時現有股份在各方面享有同等權利。

(c) During the year ended 31st March, 2017, pursuant to the scrip dividend schemes which were announced by the Company on 25th August, 2016 and 16th December, 2016, the Company issued 24,419,213 and 2,268,062 new ordinary shares of HK\$0.01 each in the Company to the shareholders, representing approximately HK\$68,667,000 and HK\$7,075,000, who elected to receive scrip dividend in respect of the final and interim dividend for the years ended 31st March, 2016 and 31st March, 2017, respectively. These shares rank pari passu with the then existing shares of the Company in all respects.

(c) 截至二零一七年三月三十一日止年度，根據本公司先後於二零一六年八月二十五日及二零一六年十二月十六日公佈之以股代息方案，本公司向選擇就截至二零一六年三月三十一日及二零一七年三月三十一日止年度末期及中期股息收取以股代息之股東，分別發行24,419,213股及2,268,062股每股面值港幣0.01元之本公司新普通股(相當於約港幣68,667,000元及港幣7,075,000元)。該等股份與本公司當時現有股份在各方面享有同等權利。

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33. SHARE-BASED PAYMENT TRANSACTIONS

Following the terminations of the schemes adopted on 28th February, 1994 in August 2002 and on 26th August, 2002 in August 2012, a share option scheme was adopted on 17th August, 2012 pursuant to a resolution passed on the same date, for the primary purpose of providing incentives to eligible persons and will expire on 16th August, 2022 (the “Scheme”). Under the Scheme, the Directors may grant share options to the following eligible persons to subscribe for shares in the Company:

- (i) employees including executive directors of the Company, its subsidiaries and any companies in which the Company holds any equity interest; or
- (ii) non-executive directors of the Company, its subsidiaries and any companies in which the Company holds any equity interest; or
- (iii) suppliers or customers; or
- (iv) consultants, advisers or agents.

Share options granted should be accepted within 21 days of the date of grant, upon payment of HK\$1 per each grant of the share options. The exercise price is determined at not less than the highest of: (i) the closing price of the shares on the date of grant of the share options; or (ii) the average closing price of shares on the five trading days immediately preceding the date of grant; or (iii) the nominal value of shares on the date of grant.

33. 以股份形式支付之交易

繼分別於一九九四年二月二十八日及於二零零二年八月二十六日採納之計劃先後於二零零二年八月及二零一二年八月終止後，本公司根據於二零一二年八月十七日通過之決議案於同日採納購股權計劃，主要目的為向合資格人士提供獎勵，計劃將於二零二二年八月十六日屆滿（「該計劃」）。根據該計劃，董事可向下列合資格人士授出可認購本公司股份之購股權：

- (i) 本公司、其附屬公司及本公司持有股本權益之任何公司之僱員，包括執行董事；或
- (ii) 本公司、其附屬公司及本公司持有股本權益之任何公司之非執行董事；或
- (iii) 供應商或客戶；或
- (iv) 諮詢顧問、顧問或代理人。

所授出購股權須於授出日期起計21天內獲接納，屆時須就每份授出之購股權支付港幣1元。行使價按不少於以下最高之價格釐定：(i) 股份於授出購股權日期之收市價；或(ii) 股份於緊接授出購股權日期前五個交易日之平均收市價；或(iii) 股份於授出日期之面值。

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33. SHARE-BASED PAYMENT TRANSACTIONS (Cont'd)

There is no specific requirement that an option must be held for any minimum period before it can be exercised but the Directors are empowered to impose at their discretion any such minimum period at the time of grant of any particular option. The period during which an option may be exercised is determined by the Directors at their absolute discretion, save that no option may be exercised more than 10 years from the date of grant.

The maximum number of shares in respect of which share options under the Scheme may be granted when aggregated with the maximum number of shares in respect of which options may be granted under all the other schemes (the "Scheme Limit") is 10% of shares in issue on the adoption date of the Scheme. The Scheme Limit may be refreshed by a resolution in shareholders' meeting such that the total number of shares which may be issued upon exercise of all options to be granted under the Scheme and any other schemes shall not exceed 10% of the shares in issue as at the date of such shareholders' approval. However, the Scheme Limit and any increase in the Scheme Limit shall not result in the number of shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Scheme and other schemes exceed 30% of the shares in issue from time to time. No person shall be granted a share option, within 12-month period of the date of grant, exceeding 1% of the shares in issue as at the date of grant.

33. 以股份形式支付之交易 (續)

概無有關購股權可予行使前最短持有期之特別規定，惟董事有權於授出任何特定購股權時酌情釐定任何該等最短持有期。購股權可予行使期間將由董事全權釐定，惟概無購股權可於授出日期起計十年後獲行使。

根據該計劃可予授出購股權所涉及之股份總數，連同根據所有其他計劃可予授出購股權所涉及之股份總數（「計劃限額」）最多合共為該計劃獲採納當日已發行股份之10%。計劃限額可通過股東大會決議案更新，惟根據該計劃及任何其他計劃將予授出之購股權獲悉數行使時可發行之股份總數，不得超過於股東批准當日已發行股份之10%。然而，計劃限額及其任何增幅不得導致根據該計劃及其他計劃授出之未行使購股權獲悉數行使時可予發行之股份數目，超出不時已發行股份之30%。概無任何人士可於授出購股權日期起計十二個月期間，獲授超出於授出日期已發行股份數目1%之購股權。

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33. SHARE-BASED PAYMENT TRANSACTIONS (Cont'd)

The following table discloses details of the Company's share options held by Directors, employees and other participants, and movements in such holdings during the current and prior year:

33. 以股份形式支付之交易 (續)

下表披露董事、僱員及其他參與者所持本公司購股權詳情，以及本年度及過往年度有關變動：

Date of grant	Vesting grant proportion	Vesting period	Exercisable period	Exercise price per share (subject to adjustments) 每股行使價 (可予調整) HKS 港幣	Number of share options 購股權數目						
					Outstanding at 1.4.2015 於 二零一五年 四月一日 尚未行使	Transfer during the year 年內調撥	Exercised during the year 年內行使	Outstanding at 31.3.2016 於 二零一六年 三月三十一日 尚未行使	Exercised during the year 年內行使	Lapsed during the year 年內失效	Outstanding at 31.3.2017 於 二零一七年 三月三十一日 尚未行使
Employees and other participants: 僱員及其他參與者：											
17.10.2013 二零一三年十月十七日	50%	17.10.2013-16.10.2014 二零一三年十月十七日至 二零一四年十月十六日	17.10.2014-16.10.2017 二零一四年十月十七日至 二零一七年十月十六日	3.00	522,000	-	(287,000)	235,000	-	(20,000)	215,000
	50%	17.10.2013-16.10.2015 二零一三年十月十七日至 二零一五年十月十六日	17.10.2015-16.10.2017 二零一五年十月十七日至 二零一七年十月十六日	3.00	5,145,000	130,000	(3,485,000)	1,790,000	(285,000)	(110,000)	1,395,000
Directors: 董事：											
17.10.2013 二零一三年十月十七日	50%	17.10.2013-16.10.2015 二零一三年十月十七日至 二零一五年十月十六日	17.10.2015-16.10.2017 二零一五年十月十七日至 二零一七年十月十六日	3.00	4,510,000	(130,000)	(1,665,000)	2,715,000	(80,000)	-	2,635,000
					10,177,000	-	(5,437,000)	4,740,000	(365,000)	(130,000)	4,245,000
Exercisable at the end of the years 年終可予行使					522,000			4,740,000			4,245,000
Weighted average exercise price 加權平均行使價					3.00	3.00	3.00	3.00	3.00	3.00	3.00

In respect of the share options exercised during the year, the weighted average closing price of shares at the dates of exercise ranged from HK\$3.03 to HK\$3.13 (2016: HK\$3.98 to HK\$4.35).

During the year ended 31st March, 2016, the Group recognised expense of HK\$1,630,000 (2017: Nil) in relation to the share options granted by the Company with reference to their vesting periods.

就年內已行使購股權而言，於緊接購股權行使日期前之股份加權平均收市價介乎港幣3.03元至港幣3.13元(二零一六年：港幣3.98元至港幣4.35元)。

截至二零一六年三月三十一日止年度，本集團根據本公司所授出購股權之歸屬期就有關購股權確認開支港幣1,630,000元(二零一七年：無)。

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34. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt (which includes loan notes and bank and other borrowings disclosed in Notes 28 and 30, respectively, cash and cash equivalents) and equity attributable to owners of the Company (comprising issued share capital and reserves).

The Directors review the capital structure on a semi-annual basis. As part of this review, the Directors consider the cost of capital and the risks associates with each class of capital. Based on recommendations of the Directors, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

35. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

34. 資本風險管理

本集團管理其資本，以確保本集團各實體將可持續經營，同時透過優化債務及權益結餘為股東帶來最大回報。本集團整體策略與去年維持不變。

本集團之資本結構包括淨債務（由附註28及30所分別披露之貸款票據以及銀行及其他借貸、現金及現金等值項目所組成）以及本公司擁有人應佔權益（由已發行股本及儲備組成）。

董事每半年審閱資本結構。作為此審閱其中一環，董事考慮資本成本及與各類別資本相關之風險。按照董事之建議，本集團將透過支付股息、發行新股份、購回股份及新增債務或贖回現有債務，平衡其整體資本結構。

35. 金融工具

(a) 金融工具分類

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Financial assets	金融資產		
FVTPL	按公平值列賬及計入損益	92,537	20,598
FVOCI	按公平值列賬及計入其他 全面收益	255,020	233,414
Amortised cost (including cash and cash equivalents)	攤銷成本 (包括現金及現金等值項目)	3,270,529	2,115,180
Financial liabilities	金融負債		
Amortised cost	攤銷成本	3,647,087	1,937,649

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35. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies

The Group's major financial instruments include equity investments, debt investment, debtors and deposits, other loan receivables, amounts due from joint ventures, amount due from an associate, bank balances and cash, creditors and deposits, amounts due to associates, loan notes and bank and other borrowings. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) Currency risk

Several subsidiaries of the Company have certain foreign currency bank balances, amounts due from joint ventures, other loan receivables, refundable earnest monies, equity investments, debt investment, loan notes and certain other creditors, deposits and accrued charges, which expose the Group to foreign currency risk. Management has closely monitored foreign exchange exposure and will undertake procedures necessary to mitigate the currency risk.

Market risk

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

		Assets		Liabilities	
		資產		負債	
		2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
US\$	美元	13,763	19,278	(1,549,796)	(19,500)
EURO	歐元	25,325	27,304	-	-
CAD	加幣	23,308	23,908	-	-

35. 金融工具 (續)

(b) 財務風險管理目標及政策

本集團主要金融工具包括股權投資、債權投資、應收賬款及按金、其他應收貸款、應收合營公司款項、應收一間聯營公司款項、銀行結餘及現金、應付賬款及按金、應付聯營公司款項、貸款票據以及銀行及其他借貸。此等金融工具之詳情於相關附註披露。與此等金融工具相關之風險包括市場風險(貨幣風險、利率風險及其他價格風險)、信貸風險及流動資金風險。如何減低此等風險之政策載於下文。管理層管理及監察此等風險，確保能夠適時及有效地實行適當措施。

(i) 貨幣風險

本公司多間附屬公司有若干以外幣計值之銀行結餘、應收合營公司款項、其他應收貸款、可予退回誠意金、股權投資、債權投資、貸款票據以及若干其他應付賬款、按金及應計開支，令本集團須承受外幣風險。管理層密切監察外匯風險，並將於有需要時採取行動減低貨幣風險。

市場風險

於報告日期，本集團以外幣計值之貨幣資產及貨幣負債之賬面值如下：

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35. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

(i) Currency risk (Cont'd)

Sensitivity analysis

The Group is mainly exposed to effects of fluctuation in US\$, EURO and CAD.

The functional currency of the respective group entities is HK\$. The Group's exposure to the currency risk of US\$ is limited because HK\$ is pegged to US\$.

The following table details the Group's sensitivity to a 5% (2016: 5%) increase or decrease in HK\$ against EURO and CAD 5% (2016: 5%) is the sensitivity rate used and represents management's assessment of the reasonably possible change in foreign exchange rates.

35. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

(i) 貨幣風險 (續)

敏感度分析

本集團主要承受來自美元、歐元及加幣價格波動之影響。

相關集團實體之功能貨幣為港幣。由於美元與港幣掛鈎，本集團面對之美元貨幣風險有限。

下表詳列本集團對於港幣分別兌歐元及加幣升跌5% (二零一六年：5%) 之敏感度。5% (二零一六年：5%) 為所用敏感度比率，乃指管理層對匯率可能出現之合理變動作出之評估。

		Impact of EURO 歐元之影響		Impact of CAD 加幣之影響	
		2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
5% appreciation of the functional currency:	功能貨幣升值5%：				
Decrease in post-tax profit for the year	本年度除稅後溢利減少	(1,057)	(1,140)	(973)	(998)
5% depreciation of the functional currency:	功能貨幣貶值5%：				
Increase in post-tax profit for the year	本年度除稅後溢利增加	1,057	1,140	973	998

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35. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

(ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to the debt investment, fixed-rate amounts due from joint ventures, fixed-rate other loan receivables and loan notes as set out in Notes 18, 19, 21 and 28, respectively.

The Group is also exposed to cash flow interest rate risk in relation to bank balances, variable-rate other loan receivables and bank and other borrowings as set out in Notes 26, 21 and 30, respectively. It is the Group's policy to keep its bank and other borrowings at floating rate of interests so as to minimise the fair value interest rate risk.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HSBC Prime Rate and HIBOR.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period which carried floating market interest rate. The analysis is prepared assuming the amount of asset and liability outstanding at the end of the reporting period was outstanding for the whole year. Bank balances are excluded from the analysis as the management considers the change in interest rate is not significant. A 100 basis points (2016: 100 basis points) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents the management's assessment of the reasonably possible change in interest rates.

If interest rates had been 100 basis points higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31st March, 2017, excluding the capitalised borrowing costs of approximately HK\$1,184,000 (2016: HK\$1,594,000), would decrease/increase by HK\$10,730,000 (2016: decrease/increase by HK\$4,647,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate other loan receivables and bank and other borrowings.

35. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

(ii) 利率風險

本集團就債權投資、應收合營公司定息款項、定息其他應收貸款及貸款票據(詳情分別載於附註18、19、21及28)承受公平值利率風險。

本集團亦就銀行結餘、浮息其他應收貸款以及銀行及其他借貸(詳情分別載於附註26、21及30)承受現金流量利率風險。本集團之政策為將銀行及其他借貸維持以浮動利率計息，務求將公平值利率風險減至最低。

本集團之現金流量利率風險主要集中於滙豐銀行最優惠利率及香港銀行同業拆息之波動情況。

敏感度分析

以下敏感度分析乃根據非衍生工具於報告期末之利率風險(市場浮息利率)而釐定。編製該項分析時假設於報告期末之未償還資產及負債金額於整年內仍未償還。銀行結餘並無計入分析，原因為管理層認為利率變動不大。向內部主要管理人員報告利率風險所用100基點(二零一六年：100基點)增減，代表管理層對利率合理可能變動之評估。

倘利率上升/下降100基點，而所有其他變數維持不變，則本集團截至二零一七年三月三十一日止年度之除稅後溢利(不包括資本化之借貸成本約港幣1,184,000元(二零一六年：港幣1,594,000元))將減少/增加港幣10,730,000元(二零一六年：減少/增加港幣4,647,000元)，主要由於本集團就浮息其他應收貸款以及銀行及其他借貸承受利率風險所致。

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35. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

(iii) Other price risk

The Group is exposed to equity price risk arising from equity investments. Management manages this exposure by maintaining a portfolio of investments with different risks. The Group's equity price risk is mainly concentrated on listed equity investments. In addition, the Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

Sensitivity analysis

The sensitivity analysis below includes equity investments that are carried at fair values and has been determined based on the exposure to equity price risks at the end of the reporting period.

If the prices of the respective equity instruments had been 10% (2016: 10%) higher/lower:

- post-tax profit for the year ended 31st March, 2017 would increase/decrease by HK\$7,062,000 (2016: HK\$1,058,000) as a result of the changes in fair value of equity investments; and
- Investment revaluation reserve would increase/decrease by HK\$21,294,000 (2016: HK\$19,490,000) as a result of the changes in fair value of equity investments.

Credit risk

As at 31st March, 2017, other than those financial assets whose carrying amounts best represent the maximum exposure to credit risk, the Group's maximum exposure to credit risk which will cause a financial loss to the Group arising from the amount of contingent liabilities in relation to financial guarantees provided by the Group is disclosed in Note 43.

35. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

(iii) 其他價格風險

本集團面對因股權投資而產生之股本價格風險。管理層透過維持具不同風險特性之投資組合管理有關風險。本集團之股本價格風險主要集中於上市股權投資。此外，本集團已委任特別小組監察價格風險，並將於有需要時考慮對沖風險。

敏感度分析

以下敏感度分析(包括按公平值列賬之股權投資)乃根據報告期末之股本價格風險釐定。

倘相關股本工具之價格上升/下降10%(二零一六年: 10%):

- 截至二零一七年三月三十一日止年度之除稅後溢利將隨股權投資之公平值變動而增加/減少港幣7,062,000元(二零一六年: 港幣1,058,000元); 及
- 投資重估儲備將隨股權投資之公平值變動而增加/減少港幣21,294,000元(二零一六年: 港幣19,490,000元)。

信貸風險

於二零一七年三月三十一日，除有關賬面值最能反映最高信貸風險之金融資產外，本集團因交易對方未能履行責任而令本集團蒙受財務損失之最高信貸風險源自附註43所披露本集團發行財務擔保之或然負債金額。

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35. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Credit risk (Cont'd)

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade and other debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

The Group takes on exposure to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due or being demanded for repayment. Impairment allowances are made for losses that have been incurred at the end of the reporting period. Exposure to credit risk is managed through regular analysis of the ability of borrowers and potential borrowers to meet interest and capital repayment obligations and by changing the lending limits of each individual borrower when appropriate. Exposure to credit risk is also managed in part by obtaining collateral and corporate and personal guarantees. In this regard, the Directors consider that the credit risk in relation to other loan receivables is monitored on a revolving basis and subject to a quarterly or more frequent review.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

The Group's concentration of credit risk by geographical locations is mainly in Hong Kong, which accounted for 100% (2016: 100%) of the trade debtors as at 31st March, 2017.

The Group does not have any other significant concentration of credit risk, other than concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings, debt investment as set out in Note 18, amounts due from joint ventures as set out in Note 19, amount due from an associate as set in Note 20, other loan receivables as set out in Note 21, debtors as disclosed above and refundable earnest money as set out in Note 25(a). The Group assesses the credit risk by reviewing and monitoring the financial performance of the counterparties and the management considers the default risk is not significant.

35. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險 (續)

為將信貸風險減至最低，本集團管理層已委派小組負責釐定信貸額、審批信貸及其他監察程序，確保跟進收回逾期債務之情況。此外，本集團會於報告期末檢討各個別貿易及其他應收賬款之可收回金額，確保就不可收回金額計提足夠減值虧損。就此，董事認為本集團之信貸風險已大幅減低。

本集團承受信貸風險，即交易對方於到期時或被要求還款時未能支付全數款項之風險。倘於報告期末錄得虧損，本集團將會就此作出減值撥備。本集團透過定期分析借貸人及潛在借貸人償還利息及承擔資本還款責任之能力，以及在適當時候改變各個別借貸人之放貸限額，從而管理所承擔信貸風險。本集團亦透過取得抵押品以及公司及個人擔保管理部分信貸風險。就此，董事認為，有關其他應收貸款之信貸風險乃按循環基準監察，並每季或更頻密地進行審閱。

流動資金之信貸風險有限，原因為交易對方均屬國際信貸評級機構評為信譽良好之銀行。

於二零一七年三月三十一日，本集團按地理位置劃分之信貸風險主要集中於香港，佔貿易應收賬款100% (二零一六年：100%)。

除存放於多間高信貸評級銀行之流動資金、附註18所載債權投資、附註19所載應收合營公司款項、附註20所載應收一間聯營公司款項、附註21所載其他應收貸款、上文所披露應收賬款及附註25(a)所載可予退還誠意金導致之信貸風險集中情況外，本集團概無面對任何其他重大集中信貸風險。本集團透過審閱及監察交易對方之財務表現評估信貸風險，而管理層認為違約風險並不重大。

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35. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

The Directors are taking active steps to improve the future liquidity position of the Group by generating sufficient operating funds internally and utilising undrawn banking facilities.

The Group relies on bank borrowings as a significant source of liquidity. As at 31st March, 2017, the Group has available unutilised banking facilities of approximately HK\$277,907,000 (2016: HK\$178,523,000) as set out in Note 30.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The table includes both interest and principal cash flows. To the extent that interest flows are at floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

35. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

流動資金風險

管理流動資金風險時，本集團監察及將現金及現金等值項目維持於管理層認為充足水平，藉此為本集團營運提供資金及減低現金流量波動之影響。管理層監察銀行借貸之動用情況，並確保符合貸款契諾。

董事採取積極措施改善本集團日後之流動資金狀況，包括從內部產生足夠營運資金及動用未動用銀行信貸額度。

本集團依賴銀行借貸作為流動資金之主要來源。於二零一七年三月三十一日，誠如附註30所載，本集團有可供動用但未動用之銀行信貸額度約港幣277,907,000元(二零一六年：港幣178,523,000元)。

下表詳列本集團按照協定還款條款之非衍生金融負債餘下合約到期情況。下表乃按照於本集團須償還之最早日期之金融負債未貼現現金流量編製。具體而言，附帶按要求償還條款之銀行貸款，不論銀行是否可能選擇行使有關權利，一律計入最早到期日時間範圍。下表包括利息及本金現金流量。如利息流量按浮息計算，未貼現數額乃按報告期末之利率得出。

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35. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Liquidity risk (Cont'd)
Liquidity tables

35. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

流動資金風險 (續)
流動資金表

	Weighted average interest rate	On demand or less than 3 months	3 months to 1 year	1 to 5 years	Total undiscounted cash flows	Carrying amount at 31.3.2017
	加權平均利率 %	按要求或少於三個月 HK\$'000 港幣千元	三個月至一年 HK\$'000 港幣千元	一至五年 HK\$'000 港幣千元	未貼現現金流量總額 HK\$'000 港幣千元	於二零一七年三月三十一日之賬面值 HK\$'000 港幣千元
2017						
Non-derivative financial liabilities						
Creditors and deposits	-	123,707	-	-	123,707	123,707
Amounts due to associates	-	418,915	-	-	418,915	418,915
Obligations under finance leases						
- variable rate	5.61	32	87	135	254	235
Bank and other borrowings						
- variable rate	2.22	1,220,370	253,438	125,550	1,599,358	1,588,680
Loan notes - fixed rate	4.75	17,956	53,868	1,697,636	1,769,460	1,515,550
		<u>1,780,980</u>	<u>307,393</u>	<u>1,823,321</u>	<u>3,911,694</u>	<u>3,647,087</u>
Financial guarantee contracts (note)	-	838,471	-	-	838,471	-

	Weighted average interest rate	On demand or less than 3 months	3 months to 1 year	1 to 5 years	Total undiscounted cash flows	Carrying amount at 31.3.2016
	加權平均利率 %	按要求或少於三個月 HK\$'000 港幣千元	三個月至一年 HK\$'000 港幣千元	一至五年 HK\$'000 港幣千元	未貼現現金流量總額 HK\$'000 港幣千元	於二零一六年三月三十一日之賬面值 HK\$'000 港幣千元
2016						
Non-derivative financial liabilities						
Creditors and deposits	-	86,229	-	-	86,229	86,229
Amounts due to associates	-	602,994	-	-	602,994	602,994
Obligations under finance leases						
- variable rate	5.61	32	97	253	382	347
Bank and other borrowings						
- variable rate	2.68	810,526	5,625	255,313	1,071,464	1,057,535
Loan notes - variable rate	5.00	2,500	204,583	-	207,083	190,544
		<u>1,502,281</u>	<u>210,305</u>	<u>255,566</u>	<u>1,968,152</u>	<u>1,937,649</u>
Financial guarantee contracts (note)	-	275,783	-	-	275,783	-

note: The amounts included above for financial guarantee contracts obligation are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee.

附註：上述計入財務擔保合約責任之金額為於擔保交易對方申索有關款項時，本集團根據安排可能須償還全數擔保金額之最高金額。

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35. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Liquidity risk (Cont'd)

Liquidity tables (Cont'd)

Bank loans with a repayment on demand clause are included in the “on demand or less than 3 months” time band in the above maturity analysis. As at 31st March, 2017, the carrying amounts of these bank loans amounted to HK\$1,214,526,000 (2016: HK\$807,535,000). Taking into account the Group’s financial position, the Directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The Directors believe that the principal and interest of such bank loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements as below.

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Less than 3 months	少於三個月	19,315	159,791
3 months to 1 year	三個月至一年	303,284	294,039
1 to 5 years	一至五年	523,748	176,901
Exceeding 5 years	超過五年	488,548	252,427
		1,334,895	883,158

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

The amount included above for variable interest rate instrument for non-derivative financial liabilities is subject to change if changes in variable interest rate differ to those estimates of interest rates determined at the end of reporting period.

35. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

流動資金風險 (續)

流動資金表 (續)

附帶按要求償還條款之銀行貸款於上述到期日分析計入「按要求或少於三個月」之時間範圍。於二零一七年三月三十一日，該等銀行貸款之賬面值為港幣1,214,526,000元（二零一六年：港幣807,535,000元）。經計及本集團之財務狀況後，董事相信銀行不可能行使其酌情權提出即時還款要求。董事相信該等銀行貸款之本金及利息將根據貸款協議所載預定還款日期償還如下。

上述計入財務擔保合約之金額為於擔保交易對方申索有關款項時，本集團根據安排可能須償還全數擔保金額之最高金額。根據報告期末之預期，本集團認為不大可能須根據安排支付任何款項。然而，有關估計將因應交易對方根據擔保提出索償之可能性而出現變動，有關可能性則與交易對方所持已擔保財務應收款項出現信貸虧損之可能性有關。

倘浮動利率與於報告期末釐定之利率估計不同，則上表所載非衍生金融負債之浮息工具金額亦會相應變動。

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35. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value measurement of financial instruments

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of the reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3 as set out in Note 3) based on the degree to which the inputs to the fair value measurements is observable.

Set out below is the information about how the fair values of the Group's financial assets that are measured at fair value are determined, including the valuation techniques and inputs used:

35. 金融工具 (續)

(c) 金融工具之公平值計量

按經常性基準以公平值計量之本集團金融資產之公平值

本集團部分金融資產乃按報告期末之公平值計量。下表提供有關釐定該等金融資產公平值之資料(具體而言,即所用估值方法及輸入數據)及有關根據公平值計量所用輸入數據之可觀察程度將公平值計量分類至公平值等級(附註3所載第一至三級)之資料。

以下載列有關釐定本集團按公平值計量之金融工具之公平值之資料,包括所用估值方法及輸入數據:

Financial assets	Fair value as at	Fair value hierarchy	Valuation technique and key inputs	Significant unobservable inputs	Relationship of unobservable inputs to fair value
金融資產	於以下日期之公平值 31.3.2017 二零一七年 三月三十一日 HK\$'000 港幣千元	公平值等級 31.3.2016 二零一六年 三月三十一日 HK\$'000 港幣千元	估值方法及 主要輸入數據	重大無法觀察 輸入數據	無法觀察輸 入數據與 公平值之關係

Financial assets at FVTPL 按公平值列賬及計入損益 之金融資產					
Listed equity securities 上市股本證券	82,902	11,336	Level 1 第一級	Quoted closing prices in an active market 於活躍市場所報收市價	N/A 不適用
Unlisted quoted investment fund 非上市有報價投資基金	1,675	1,338	Level 2 第二級	Quoted price from broker in markets that are not active 於不活躍市場之經紀報價	N/A 不適用
Debt investment — listed notes 債權投資—上市票據	7,960	7,924	Level 2 第二級	Quoted price from broker in markets that are not active 於不活躍市場之經紀報價	N/A 不適用

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35. FINANCIAL INSTRUMENTS (Cont'd)

- (c) Fair value measurement of financial instruments (Cont'd)
Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Cont'd)

35. 金融工具 (續)

- (c) 金融工具之公平值計量 (續)
按經常性基準以公平值計量之本集團金融資產之公平值 (續)

Financial assets	Fair value as at	Fair value hierarchy	Valuation technique and key inputs	Significant unobservable inputs	Relationship of unobservable inputs to fair value
金融資產	於以下日期之公平值	公平值等級	估值方法及主要輸入數據	重大無法觀察輸入數據	無法觀察輸入數據與公平值之關係
	31.3.2017 二零一七年 三月三十一日 HK\$'000 港幣千元	31.3.2016 二零一六年 三月三十一日 HK\$'000 港幣千元			

Financial assets at FVTOCI 按公平值列賬及計入其他全面收益之金融資產

Listed equity securities 上市股本證券	219,269	199,124	Level 1 第一級	Quoted closing prices in an active market 於活躍市場所報收市價	N/A 不適用	N/A 不適用
Unlisted investment fund in private and quoted equity securities 非上市私募投資基金及有報價股本證券	5,051	3,490	Level 2 第二級	Quoted prices for identical assets in market that are not active 相同資產於不活躍市場所報價格	N/A 不適用	N/A 不適用
Unlisted equity securities 非上市股本證券	30,700	30,800	Level 3 (note (i)) 第三級 (附註(i))	Market approach which uses prices and other relevant information generated by market transactions involving comparable businesses 市場法，使用涉及同類業務之市場交易所得價格及其他相關資料	Minority and marketability discount of 25% (note (ii)) 少數股東權益及市場能力折讓率25% 附註(ii)	A significant increase in the minority and marketability discount would result in a significant decrease in fair value, and vice versa 少數股東權益及市場能力折讓率大幅上升將令公平值大幅下跌，反之亦然

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35. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value measurement of financial instruments (Cont'd)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Cont'd)

notes:

- (i) As at 1st April, 2015, the fair value of the unlisted equity investment was HK\$32,756,000, which was determined based on quoted prices in market that are not active and thus classified as Level 2 of the fair value hierarchy. As at 31st March, 2016, due to a lack of recent quoted prices in the market, the fair value of the unlisted equity investment was measured using a valuation technique with significant unobservable inputs and hence classified as Level 3 of the fair value hierarchy.

The fair value of the unlisted equity securities as at 31st March, 2017 and 2016 are determined by Asset Appraisal Limited, using the Guideline Public Company Method.

Reconciliation of Level 3 fair value measurement of financial asset is as follows:

		Unlisted equity securities 非上市股本證券 HK\$'000 港幣千元
At 1st April, 2015	於二零一五年四月一日	32,756
Unrealised loss, recognised in other comprehensive income	於其他全面收益確認之未變現虧損	(1,956)
At 31st March, 2016	於二零一六年三月三十一日	30,800
Unrealised loss, recognised in other comprehensive income	於其他全面收益確認之未變現虧損	(100)
At 31st March, 2017	於二零一七年三月三十一日	30,700

- (ii) A significant increase in the minority and marketability discount used in isolation would result in a significant decrease in the fair value measurement of the unlisted equity securities, and vice versa. A 5% increase/decrease in the minority and marketability discount holding all other variables constant would decrease/increase the carrying amount of the unlisted equity securities by HK\$2,100,000 (2016: HK\$2,100,000).

35. 金融工具 (續)

(c) 金融工具之公平值計量 (續)

按經常性基準以公平值計量之本集團金融資產之公平值 (續)

附註：

- (i) 於二零一五年四月一日，非上市股本投資之公平值為港幣32,756,000元，乃按不活躍市場所報價格釐定，故分類為公平值等級之第二級。於二零一六年三月三十一日，由於缺乏最近期之市場報價，非上市股本投資之公平值採用估值技術計量，當中涉及重大無法觀察輸入數據，故分類為公平值等級之第三級。

非上市股本證券於二零一七年及二零一六年三月三十一日之公平值由中誠達資產評估顧問有限公司採用指導公眾公司法釐定。

第三級公平值計量之金融資產對賬如下：

- (ii) 單獨情況下所用之少數股東權益及市場能力折讓率大幅上升將令非上市股本證券之公平值計量大跌，反之亦然。少數股東權益及市場能力折讓率上升/下降5%，而所有其他變數維持不變，非上市股本證券之賬面值將減少/增加港幣2,100,000元(二零一六年：港幣2,100,000元)

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35. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value measurement of financial instruments (Cont'd)

There was no other transfer amongst Level 1, Level 2 and Level 3 for both years except as stated in note (i) above.

The fair values of financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on a discounted cash flow analysis.

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

36. DISPOSAL OF AN ASSOCIATE

On 18th February, 2014, the Group entered into a sale and purchase agreement (the “SPA”) with an independent third party (the “Purchaser”), pursuant to which the Group (i) agreed to sell its 33.7% equity interest (the “Sale Interest”) of an indirect wholly-owned subsidiary, Sanya Golf at a consideration of HK\$200,000,000; and (ii) granted a call option to the Purchaser under which the Purchaser has the right before 30th April, 2014 to require the Group to sell 46.3% equity interest (the “Tranche A Interest”) in Sanya Golf at a consideration of HK\$250,000,000 (the “Call Option”).

Upon exercise of the Call Option, the Purchaser shall grant a put option to the Group under which the Group has the right, from the first anniversary to the second anniversary of the date of the SPA, to require the Purchaser to purchase the remaining 20% equity interest (the “Tranche B Interest”) in Sanya Golf at a consideration of HK\$112,500,000 (the “Put Option”).

The disposal of the Sale Interest was completed immediately after signing of the SPA on 18th February, 2014.

The disposal of the Tranche A Interest was completed upon exercise of the Call Option on 29th April, 2014.

During the year ended 31st March, 2016, the disposal of the Tranche B Interest was completed upon exercise of the Put Option on 16th December, 2015 and a gain on disposal of an associate of approximately HK\$22,460,000 was recognised in the consolidated statement of profit or loss for the year ended 31st March, 2016.

35. 金融工具 (續)

(c) 金融工具之公平值計量 (續)

除上述附註(i)所列，於兩個年度內，第一、二及三級之間並無出現其他轉撥情況。

金融資產及金融負債之公平值乃根據公認定價模式以貼現現金流量分析釐定。

董事認為於綜合財務報表按攤銷成本列賬之金融資產及金融負債之賬面值與其公平值相若。

36. 出售一間聯營公司

於二零一四年二月十八日，本集團與一名獨立第三方(「買方」)訂立買賣協議(「買賣協議」)，據此，本集團(i)同意按代價港幣200,000,000元出售其間接全資附屬公司Sanya Golf之33.7%股本權益(「銷售權益」)；及(ii)向買方授出認購期權，據此，買方有權於二零一四年四月三十日以前要求本集團按代價港幣250,000,000元出售Sanya Golf之46.3%股本權益(「第一批權益」)(「認購期權」)。

認購期權獲行使後，買方須向本集團授出認沽期權，據此，本集團自買賣協議日期起計第一周年至第二周年期間，有權要求買方按代價港幣112,500,000元收購Sanya Golf餘下20%股本權益(「第二批權益」)(「認沽期權」)。

出售銷售權益於二零一四年二月十八日簽訂買賣協議後隨即完成。

出售第一批權益於二零一四年四月二十九日行使認購期權後完成。

截至二零一六年三月三十一日止年度，出售第二批權益已於二零一五年十二月十六日行使認沽期權時完成，並於截至二零一六年三月三十一日止年度之綜合損益表確認為出售一間聯營公司之溢利約港幣22,460,000元。

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37. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES

Acquisition of assets through acquisition of subsidiaries during the year ended 31st March, 2017

- (a) On 3rd May, 2016, the Group has entered into a sale and purchases agreement with certain independent third parties to acquire the entire equity interest in CWB Land Limited ("CWB") for a cash consideration of HK\$43,000,000. The transaction was completed on 4th July, 2016. CWB is engaged in holding of a property in Hong Kong.

CWB is engaged in property investment and development.

The net assets acquired in the transaction are as follows:

37. 透過收購附屬公司而收購資產

於截至二零一七年三月三十一日止年度透過收購附屬公司而收購資產

- (a) 於二零一六年五月三日，本集團與若干獨立第三方訂立買賣協議，以收購CWBLand Limited（「CWB」）全部已發行股本權益，現金代價為港幣43,000,000元。交易已於二零一六年七月四日完成。CWB的業務為在香港持有物業。

CWB從事物業投資及開發業務。

交易中所收購資產淨值如下：

		HK\$'000 港幣千元
Net assets acquired:	所收購資產淨值：	
Stock of properties	物業存貨	42,846
Furniture, fixtures and equipment	傢私、裝置及設備	154
Debtors, deposits and prepayments	應收賬款、按金及預付款項	11
Bank balances and cash	銀行結餘及現金	41
Tax payables	應付稅項	(52)
Net assets acquired	所收購資產淨值	<u>43,000</u>
Total consideration satisfied by:	按以下方式支付代價總額：	
Cash	現金	41,000
Deposit paid as at 31st March, 2016 (included in other non-current assets)	於二零一六年三月三十一日之已付按金 (包括在其他非流動資產)	<u>2,000</u>
		<u>43,000</u>
Net cash outflow arising on acquisition:	收購所產生現金流出淨額：	
Bank balances acquired	所收購銀行結餘	41
Less: Cash consideration paid	減：已付現金代價	<u>(41,000)</u>
		<u>(40,959)</u>

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37. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES (Cont'd)

Acquisition of assets through acquisition of subsidiaries during the year ended 31st March, 2017 (Cont'd)

- (b) On 8th April, 2016, the Group has entered into a sale and purchases agreement with an independent third party to acquire its entire equity interest in Anyone Holdings Limited (“Anyone”) for a cash consideration of HK\$38,000,000. The transaction was completed on 11th April, 2016. Anyone is engaged in holding of a property in Hong Kong.

Anyone is engaged in property investment.

The net assets acquired in the transaction are as follows:

37. 透過收購附屬公司而收購資產 (續)

於截至二零一七年三月三十一日止年度透過收購附屬公司而收購資產 (續)

- (b) 於二零一六年四月八日，本集團與一名獨立第三方訂立買賣協議，以收購其於 Anyone Holdings Limited (「Anyone」) 的全部股本權益，現金代價為港幣38,000,000元。交易於二零一六年四月十一日完成。Anyone的業務為在香港持有物業。

Anyone 從物業投資業務。

交易中所收購資產淨值如下：

		HK\$'000 港幣千元
Net assets acquired:	所收購資產淨值：	
Stock of properties	物業存貨	38,000
Total consideration satisfied by:	按以下方式支付代價總額：	
Cash	現金	38,000
Cash outflow arising on acquisition:	收購所產生現金流出淨額：	
Cash consideration paid	已付現金代價	(38,000)

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37. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES (Cont'd)

Acquisition of assets through acquisition of subsidiaries during the year ended 31st March, 2016

- (c) On 27th July, 2015, the Group entered into a sale and purchase agreement with Cheuk Nang (Holdings) Limited to acquire its entire equity interest in Westfountain Co. Ltd. (“Westfountain”) and shareholder’s loan due from Success Well Investment Limited (“Success Well”), a direct wholly-owned subsidiary of Westfountain, for a cash consideration of HK\$787,223,000. The transaction was completed on 30th October, 2015.

Westfountain acts as an investment holding company and its subsidiary, Success Well, which owns a building in Hong Kong.

The net assets acquired in the transaction are as follows:

37. 透過收購附屬公司而收購資產 (續)

於截至二零一六年三月三十一日止年度透過收購附屬公司而收購資產

- (c) 於二零一五年七月二十七日，本集團與卓能(集團)有限公司訂立買賣協議，以收購Westfountain Co. Ltd. (「Westfountain」)全部股本權益及應收成康投資有限公司(「成康」，為Westfountain之直接全資附屬公司)之股東貸款，現金代價為港幣787,223,000元。交易於二零一五年十月三十日完成。

Westfountain為投資控股公司，其附屬公司成康在香港擁有一幢大廈。

交易中所收購資產淨值如下：

		HK\$'000 港幣千元
Net assets acquired:	所收購資產淨值：	
Investment property	投資物業	790,000
Debtors, deposits and prepayment	應收賬款、按金及預付款項	768
Bank balances	銀行結餘	257
Other payables	其他應付款項	(3,802)
Net assets acquired	所收購資產淨值	<u>787,223</u>
Total consideration satisfied by:	按以下方式支付代價總額：	
Cash	現金	<u>787,223</u>
Net cash outflow arising on acquisition:	收購所產生現金流出淨額：	
Bank balances acquired	所收購銀行結餘	257
Less: cash consideration paid	減：已付現金代價	<u>(787,223)</u>
		<u>(786,966)</u>

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37. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES (Cont'd)

Acquisition of assets through acquisition of subsidiaries during the year ended 31st March, 2016 (Cont'd)

- (d) On 20th January, 2016, the Group entered into a sale and purchase agreement with an independent third party, which is wholly owned by Party A (as defined in Note 25(a)), to acquire its entire equity interest in and shareholder's loan due from Unique Way for a consideration of US\$2,500,000 (equivalent to approximately HK\$19,500,000). The transaction was completed on 20th January, 2016.

Unique Way was an investment holding company and held a deposit paid to a third party ("Party B") with a view of setting up a company in Vietnam which was proposed to hold and develop a parcel of land in Vietnam.

The net assets acquired in the transaction are as follows:

		HK\$'000 港幣千元
Net assets acquired:	所收購資產淨值：	
Deposit paid to Party B (note)	向乙方支付按金 (附註)	13,878
Other deposit	其他按金	5,746
Bank balances	銀行結餘	8
Other payables	其他應付款項	(132)
		<hr/>
Net assets acquired	所收購資產淨值	19,500
		<hr/>
Total consideration satisfied by:	按以下方式支付代價總額：	
Consideration payable (Note 27)	應付代價 (附註27)	19,500
		<hr/>
Net cash inflow arising on acquisition:	收購所產生現金流入淨額：	
Bank balances acquired	所收購銀行結餘	8
		<hr/>

note: Subsequent to the acquisition of Unique Way, additional deposit of US\$3,271,000 (equivalent to approximately HK\$25,510,000) had been paid to Party B during the year ended 31st March, 2016. As at 31st March, 2016 and 2017, the total deposit paid to Party B amounted to US\$5,050,000 (equivalent to approximately HK\$39,166,000).

37. 透過收購附屬公司而收購資產 (續)

於截至二零一六年三月三十一日止年度透過收購附屬公司而收購資產 (續)

- (d) 於二零一六年一月二十日，本集團與一名由甲方 (定義見附註25(a)) 全資擁有之獨立第三方訂立買賣協議，以收購Unique Way全部股本權益及應收股東貸款，代價為2,500,000美元 (相當於約港幣19,500,000元)。交易於二零一六年一月二十日完成。

Unique Way為投資控股公司，持有就在越南成立一間公司專責持有及開發越南一幅土地而支付予一名第三方 (「乙方」) 之按金。

交易中所收購資產淨值如下：

附註：繼收購Unique Way之後，於截至二零一六年三月三十一日止年度，乙方再獲支付按金3,271,000美元 (相當於約港幣25,510,000元)。於二零一六年及二零一七年三月三十一日，乙方所獲支付按金合共5,050,000美元 (相當於約港幣39,166,000元)。

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37. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES (Cont'd)

Acquisition of assets through acquisition of subsidiaries during the year ended 31st March, 2016 (Cont'd)

- (e) On 20th May, 2015 and on 2nd June, 2015, the Group entered into sale and purchase agreements with Party A (as defined in Note 25(a)) to acquire (i) its entire equity interest in and shareholder's loan due from Winluck; and (ii) its entire equity interest in and shareholder's loan due from Gain Energy, respectively, for a consideration of HK\$2 each. The transactions were completed on 20th May, 2015 and on 2nd June, 2015, respectively.

Winluck and Gain Energy are investment holding companies and the sole assets of significance are refundable earnest monies paid to two village committees in Panyu, the PRC, for the Negotiation (as defined in Note 25(a)(ii)).

The net assets acquired in the transactions are as follows:

		Winluck 威樂 HK\$'000 港幣千元	Gain Energy 力益 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Net assets acquired:	所收購資產淨值：			
Refundable earnest monies	可予退還誠意金	25,000	24,978	49,978
Amount due from Party A	應收甲方款項	12,500	22,480	34,980
Deposit received (note)	已收按金(附註)	(37,500)	(47,458)	(84,958)
Net assets acquired	所收購資產淨值	—	—	—
Total consideration satisfied by:	按以下方式支付代價總額：			
Cash	現金	—	—	—
Net cash outflow arising on acquisitions:	收購所產生現金流出淨額：			
Cash consideration paid	已付現金代價	—	—	—
		—	—	—

note:

The deposit received represented the earnest monies paid by the Group to Winluck and Gain Energy of an aggregate amount of RMB68,000,000, as detailed in Note 25(a)(ii).

37. 透過收購附屬公司而收購資產 (續)

於截至二零一六年三月三十一日止年度透過收購附屬公司而收購資產 (續)

- (e) 於二零一五年五月二十日及二零一五年六月二日，本集團與甲方(定義見附註25(a))訂立買賣協議，以收購(i)威樂全部股本權益及應收股東貸款；及(ii)力益全部股本權益及應收股東貸款，代價各為港幣2元。交易分別於二零一五年五月二十日及二零一五年六月二日完成。

威樂及力益均為投資控股公司，其唯一重大資產為就磋商(定義見附註25(a)(ii))支付予中國番禺兩個村委會之可予退還誠意金。

交易中所收購資產淨值如下：

附註：

已收按金指本集團向威樂及力益支付之誠意金合共人民幣68,000,000元，詳情見附註25(a)(ii)。

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38. CAPITAL AND OTHER COMMITMENTS

38. 資本及其他承擔

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Capital expenditure in respect of construction of investment properties/property, plant and equipment contracted for but not provided in the consolidated financial statements	就興建投資物業／物業、機械及設備已訂約但未於綜合財務報表撥備之資本開支	26,787	29,788
Other commitments:	其他承擔：		
– acquisition of stock of properties	– 收購物業存貨	55,343	7,155
– investments in joint ventures	– 投資於合營公司	3,091	4,404
– loan to joint ventures	– 向合營公司提供貸款	11,593	16,516
– capital contribution in a company for a proposed land development in Vietnam	– 就擬在越南發展土地而向一間公司注資	9,841	9,821
		79,868	37,896
		106,655	67,684

39. OPERATING LEASE COMMITMENTS

The Group as lessee

39. 經營租賃承擔

本集團作為承租人

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Minimum lease payments paid under operating leases during the year:	年內根據經營租賃支付之最低租賃付款：		
Premises	樓宇	82,761	83,576

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39. OPERATING LEASE COMMITMENTS (Cont'd)

The Group as lessee (Cont'd)

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Within one year	一年內	78,679	81,835
In the second to fifth year inclusive	第二至第五年 (包括首尾兩年)	158,363	234,200
		237,042	316,035

Operating lease payments represent rentals payable by the Group for certain of its office premises and hotel. Leases are negotiated for lease terms of one to six years and rentals are fixed.

The Group as lessor

Property rental income earned during the year was HK\$13,822,000 (2016: HK\$9,300,000). The properties which are leased out as at 31st March, 2017 have rental yield of approximately 2% (2016: 2%) and with committed tenants with the longest tenure for two (2016: two) years.

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Within one year	一年內	3,556	8,661
In the second to fifth year inclusive	第二至第五年 (包括首尾兩年)	1,261	157
		4,817	8,818

39. 經營租賃承擔 (續)

本集團作為承租人 (續)

於報告期末，本集團根據不可撤銷經營租賃須於下列年期支付之未來最低租賃付款承擔如下：

經營租賃付款指本集團就其若干寫字樓及酒店應付之租金。租期議定為一至六年，租金固定。

本集團作為出租人

年內賺取之物業租金收入為港幣13,822,000元(二零一六年：港幣9,300,000元)。於二零一七年三月三十一日已出租物業之租賃回報約為2厘(二零一六年：2厘)，與租戶訂立之租約最長為期兩年(二零一六年：兩年)。

於報告期末，本集團已就下列未來最低租賃付款與租戶訂約：

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40. PLEDGE OF ASSETS

At the end of the reporting period, the Group's bank and other borrowings and credit facilities were secured by the following:

		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Property, plant and equipment	物業、機械及設備	787,948	203,370
Investment properties	投資物業	754,000	1,254,000
Stock of properties	物業存貨	605,565	153,641
Interest in a joint venture	於一間合營公司之權益	49,069	43,719
		2,196,582	1,654,730

41. RETIREMENT BENEFITS SCHEMES

The Group operates a defined contribution retirement benefits scheme which is registered under the Occupational Retirement Scheme Ordinance for eligible employees. The assets of the scheme are separately held in funds under the control of trustees.

The cost charged to the consolidated statement of profit or loss represents contributions paid or payable to the fund by the Group at rates specified in the rules of the scheme. Where there are employees who leave the scheme prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions.

At the end of the reporting period, the Group had no significant forfeited contributions, which arose upon employees leaving the retirement benefits scheme and which are available to reduce the contributions payable by the Group in future years.

With effect from 1st December, 2000, the Group has also joined the Mandatory Provident Fund Scheme (the "MPF Scheme") for employees in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Schemes Authority under the Mandatory Provident Fund Scheme Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee.

40. 資產抵押

於報告期末，本集團之銀行及其他借貸以及信貸融資以下列各項作抵押：

41. 退休福利計劃

本集團為合資格僱員推行根據職業退休保障計劃條例註冊之定額供款退休福利計劃。該計劃之資產乃由受託人管理之基金分開持有。

於綜合損益表扣除之成本指本集團按該計劃規定所註明特定比率向基金已付或應付之供款。倘僱員在全數取得供款前退出該計劃，則沒收之供款可用作扣減本集團應付之供款。

於報告期末，本集團並無因僱員退出退休福利計劃而有可用作扣減本集團往後年度應付供款之重大沒收供款。

自二零零零年十二月一日起，本集團亦為香港僱員參加強制性公積金計劃（「強積金計劃」）。強積金計劃已根據強制性公積金計劃條例向強制性公積金計劃管理局註冊。有關強積金計劃資產與本集團資產分開管理，並由一名獨立受託人控制之基金持有。

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41. RETIREMENT BENEFITS SCHEMES (Cont'd)

Under the rule of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rate specified in the rules. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme. The contributions to the MPF Scheme charged to the consolidated statement of profit or loss represent contributions paid or payable to the funds by the Group at rates specified in the rules of the scheme with a cap. No forfeited contribution is available to reduce the contribution payable in future years.

The employees of the subsidiaries in the PRC are members of state-managed retirement benefits schemes operated by the PRC government. The subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefits schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefits schemes is to make the required contributions under the schemes.

The total costs charged to the consolidated statement of profit or loss of HK\$4,507,000 (2016: HK\$4,502,000) represents contributions paid or payable to the schemes by the Group during the year.

41. 退休福利計劃 (續)

根據強積金計劃之規則，僱主及其僱員須各自按規例所註明特定比率向計劃供款，本集團於強積金計劃之唯一責任為向該計劃作出所規定供款。於綜合損益表中扣除之強積金計劃供款，乃指本集團按該計劃規例所註明特定比率向基金已付或應付之供款。並無任何沒收供款可用作扣減往後年度之應付供款。

中國附屬公司之僱員為中國政府運作之國家管理退休福利計劃之成員。附屬公司須按其工資某一百分比向退休福利計劃供款，撥作福利之資金。本集團對退休福利計劃之唯一責任為作出計劃項下規定供款。

年內，於綜合損益表扣除之總成本港幣4,507,000元(二零一六年：港幣4,502,000元)指本集團已付或應付之計劃供款。

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42. RELATED PARTY TRANSACTIONS AND BALANCES

Related party transactions

- (i) During the year, the Group entered into the following transactions with related parties:

42. 有關連人士交易及結餘

有關連人士交易

- (i) 年內，本集團曾與有關連人士訂立下列交易：

Related party 有關連人士	Nature of transaction 交易性質	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Joint ventures:			
合營公司：			
Fortress State (as defined in Note 22(b)) (定義見附註 22(b))	Interest income 利息收入	20,264	20,709
	Rental expense 租金開支	70,400	67,200
1488 Alberni LPDH (as defined in Note 19) (定義見附註 19)	Interest income 利息收入	17,657	–
1488 Alberni LPI (as defined in Note 19) (定義見附註 19)	Interest income 利息收入	929	–
City Synergy Limited	Management fee received 已收管理費	240	240
Secret Mark Limited	Properties commission received 已收物業佣金	–	120
Associates:			
聯營公司：			
Concordia (as defined in Note 20) 聯生(定義見附註 20)	Management fee received 已收管理費	120	120
Macau Properties Holdings Limited 澳門地產集團有限公司	Rental income 租金收入	1,110	1,014
Concordia Properties Development Holdings Limited	Consultancy fee 顧問費	14,000	29,349

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42. RELATED PARTY TRANSACTIONS AND BALANCES

(Cont'd)

Related party transactions (Cont'd)

(i) (Cont'd)

42. 有關連人士交易及結餘 (續)

有關連人士交易 (續)

(i) (續)

Related party 有關連人士	notes 附註	Nature of transaction 交易性質	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Other related companies: 其他關連公司：				
ITC Management Limited ("ITCM") 德祥企業管理有限公司 (「德祥企業管理」)	(a)	Rental income and management fee income 租金收入及管理費收入	2,772	2,794
Television Broadcasts Limited ("TVB") 電視廣播有限公司 (「TVB」)	(b)	Project management fee received 已收項目管理費	–	2,596
Hi Park Limited ("Hi Park") 高泊有限公司 (「高泊」)	(c)	Licence fee received 已收特許費	538	147
		Rental and management fee received 已收租金及管理費	394	129
Vectr Venture Limited ("Vectr")	(d)	Rental income and management fee income 租金收入及管理費收入	634	–

notes:

- (a) ITCM is a wholly-owned subsidiary of ITC Corporation Limited, which was a substantial shareholder of the Company prior to 25th January, 2017. The Company is ultimately controlled by a person, who has significant influence over ITCM up to 28th March, 2017.
- (b) TVB is jointly controlled by a person, who has significant influence over the Company, and a close member of that person's family.
- (c) Mr. Cheung (as defined in Note 12(a)) is the shareholder of Hi Park.
- (d) Vectr is controlled by Mr. Chan Yiu Lun, Alan, an executive director of the Company.
- (e) At the end of reporting period, the Group had commitments for the future minimum lease payments under non-cancellable operating lease with Fortress State amounting to HK\$73,600,000 (2016: HK\$70,400,000) which fall due within one year; and HK\$156,800,000 (2016: HK\$230,400,000) which fall due in the second to fifth years inclusively.

附註：

- (a) 於二零一七年一月二十五日前，德祥企業管理為本公司主要股東德祥企業集團有限公司之一間全資附屬公司。本公司由一名於二零一七年三月二十八日前對德祥企業管理有重大影響力之人士最終控制。
- (b) TVB 乃由對本公司有重大影響之人士及該人士之近親共同控制。
- (c) 張先生 (定義見附註 12(a)) 為高泊之股東。
- (d) Vectr 乃由本公司執行董事陳耀麟先生控制。
- (e) 於報告期末，本集團與灝申於一年內到期之不可撤銷經營租賃之未來最低租賃付款承擔為港幣 73,600,000 元 (二零一六年：港幣 70,400,000 元)；及於第二至第五年 (包括首尾兩年) 到期之不可撤銷經營租賃之未來最低租賃付款承擔為港幣 156,800,000 元 (二零一六年：港幣 230,400,000 元)。

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42. RELATED PARTY TRANSACTIONS AND BALANCES

(Cont'd)

Related party transactions (Cont'd)

(ii) Compensation of key management personnel

The remuneration of Directors during the year was as follows:

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Short-term benefits	短期福利	37,540	37,426
Post-employment benefits	離職後福利	570	570
Share-based payments	以股份形式支付	-	750
		38,110	38,746

The remuneration of Directors is determined by the remuneration committee having regard to the performance of individuals and market trends.

Related party balances

Details of the outstanding balances with related parties are set out in the consolidated statement of financial position and in Notes 19 and 20.

Other related party transactions

The Company provided corporate guarantee for loan facilities granted to certain joint ventures and associates. Details of the guarantee are set out in Note 43.

42. 有關連人士交易及結餘 (續)

有關連人士交易 (續)

(ii) 主要管理人員報酬

本年度之董事酬金如下：

董事酬金乃由薪酬委員會經考慮個人表現及市場趨勢後釐定。

有關連人士結餘

與有關連人士之尚未償還結餘詳情載於綜合財務狀況表以及附註19及20。

其他有關連人士交易

本公司就若干合營公司及聯營公司所獲授貸款融資提供公司擔保。有關擔保詳情載於附註43。

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43. CONTINGENT LIABILITIES

At the end of the reporting period, the Company provided corporate guarantee to its joint ventures and associates as follows:

- (i) As at 31st March, 2017, the Company provided a corporate guarantee for loan facilities of HK\$18,800,000 (2016: HK\$19,750,000) to a bank in respect of banking facilities granted to a joint venture, in which the Group owned a 50% equity interest.
- (ii) As at 31st March, 2017, the Company provided a corporate guarantee for loan facilities of HK\$331,369,000 (2016: HK\$256,033,000) to a bank in respect of banking facilities granted to an associate, in which the Group owned 40% equity interest.
- (iii) As at 31st March, 2017, the Company provided a corporate guarantee for loan facilities of CAD23,800,000 (equivalent to approximately HK\$138,683,000) (2016: Nil) to banks in respect of banking facilities granted to a joint venture in Canada, in which the Group owned a 28% equity interest.
- (iv) As at 31st March, 2017, the Company provided a corporate guarantee for loan facilities of CAD60,000,000 and USD1,620,000 (equivalent to approximately HK\$349,620,000 and HK\$12,589,000) (2016: Nil) to a bank in respect of banking facilities granted to a joint venture in Canada, in which the Group owned a 50% equity interest.

43. 或然負債

於報告期末，本公司向其合營公司及聯營公司提供以下公司擔保：

- (i) 於二零一七年三月三十一日，本公司就貸款融資港幣18,800,000元(二零一六年：港幣19,750,000元)向一間銀行提供公司擔保，涉及向本集團擁有50%股本權益之一間合營公司授出之銀行融資。
- (ii) 於二零一七年三月三十一日，本公司就貸款融資港幣331,369,000元(二零一六年：港幣256,033,000元)向一間銀行提供公司擔保，涉及向本集團擁有40%股本權益之一間聯營公司授出之銀行融資。
- (iii) 於二零一七年三月三十一日，本公司就貸款融資加幣23,800,000元(相等於約港幣138,683,000元)(二零一六年：無)向銀行提供公司擔保，涉及向本集團擁有28%股本權益之一間加拿大合營公司授出之銀行融資。
- (iv) 於二零一七年三月三十一日，本公司就貸款融資加幣60,000,000元及1,620,000美元(相等於約港幣349,620,000元及港幣12,589,000元)(二零一六年：無)向一間銀行提供公司擔保，涉及向本集團擁有50%股本權益之一間加拿大合營公司授出之銀行融資。

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44. SUMMARISED STATEMENT OF FINANCIAL POSITION OF THE COMPANY 44. 本公司財務狀況表概要

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
		Note 附註	
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司之投資	1,079,875	355,090
Amounts due from subsidiaries	應收附屬公司款項	5,099,712	–
		6,179,587	355,090
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司款項	–	5,141,380
Other receivables and prepayments	其他應收款項及預付款項	375	283
Bank balances and cash	銀行結餘及現金	561,264	359
		561,639	5,142,022
Current liabilities	流動負債		
Other payables and accruals	其他應付款項及應計開支	1,030	3,779
Loan notes – due within one year	一年內到期之貸款票據	–	190,544
Bank borrowings	銀行借貸	239,837	149,759
		240,867	344,082
Net current assets	流動資產淨值	320,772	4,797,940
Total asset less current liabilities	總資產減流動負債	6,500,359	5,153,030
Non-current liability	非流動負債		
Amount due to a subsidiary	應付一間附屬公司款項	696,178	–
		5,804,181	5,153,030
Capital and reserves	股本及儲備		
Share capital	股本	8,873	8,602
Reserves	儲備	5,795,308 (a)	5,144,428
		5,804,181	5,153,030

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44. SUMMARISED STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Cont'd)

Note:

(a) Reserves

44. 本公司財務狀況表概要 (續)

附註：

(a) 儲備

	Share premium	Contributed surplus	Capital redemption reserve	Share-based payment reserve	Retained profits	Total
	股份溢價	繳入盈餘	股本贖回儲備	以股份形式支付儲備	保留溢利	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		(note)				
		(附註)				
THE COMPANY						
At 1st April, 2015	2,898,535	113,020	9,185	4,667	610,212	3,635,619
Profit and total comprehensive income for the year	-	-	-	-	1,553,351	1,553,351
Exercise of share options	19,626	-	-	(3,369)	-	16,257
Recognition of equity-settled share-based payments	-	-	-	1,630	-	1,630
Issue of shares pursuant to scrip dividend scheme for						
- 2016 final dividend	117,371	-	-	-	-	117,371
- 2017 interim dividend	64,162	-	-	-	-	64,162
Dividends recognised as distribution (Note 13)	-	-	-	-	(243,962)	(243,962)
At 31st March, 2016	3,099,694	113,020	9,185	2,928	1,919,601	5,144,428
Profit and total comprehensive income for the year	-	-	-	-	834,960	834,960
Exercise of share options	1,317	-	-	(225)	-	1,092
Transfer of lapse of share options	-	-	-	(81)	-	(81)
Issue of shares pursuant to scrip dividend scheme for						
- 2016 final dividend	68,423	-	-	-	-	68,423
- 2017 interim dividend	7,052	-	-	-	-	7,052
Dividends recognised as distribution (Note 13)	-	-	-	-	(260,566)	(260,566)
At 31st March, 2017	3,176,486	113,020	9,185	2,622	2,493,995	5,795,308

note: The contributed surplus of the Company represents the credit arising from capital reduction pursuant to the capital reorganisation on 13th March, 2010.

附註：本公司之繳入盈餘指根據二零一零年三月十三日之股本重組進行股本削減所產生進賬。

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45. PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries at 31st March, 2017 and 2016 are as follows:

45. 主要附屬公司

本公司主要附屬公司於二零一七年及二零一六年三月三十一日之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ establishment 註冊成立/登記/ 成立地點	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Percentage of issued share/ registered capital held by the Company				Principal activities 主要業務	
			Directly 直接		Indirectly 間接			
			2017	2016	2017	2016		
			二零一七年	二零一六年	二零一七年	二零一六年		
			%	%	%	%		
Ace Idea Corporate Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 1美元普通股	-	-	100	100	Investment holding 投資控股	
Advance Tech Limited 科進有限公司	Hong Kong 香港	HK\$1 ordinary share 港幣1元普通股	-	-	100	100	Securities investment 證券投資	
Assets Island Limited	Hong Kong 香港	HK\$1 ordinary share 港幣1元普通股	-	-	100	100	Property development 物業發展	
Assets Oasis Holdings Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 1美元普通股	-	-	100	100	Investment holding 投資控股	
Dormax Limited 多萬有限公司	Hong Kong 香港	HK\$1 ordinary share 港幣1元普通股	-	-	100	100	Property development 物業發展	
DS Eastin 日陽東方	Hong Kong 香港	HK\$20 ordinary shares 港幣20元普通股	-	-	100	100	Investment holding 投資控股	
Eagle Spirit	British Virgin Islands 英屬處女群島	US\$1 ordinary share 1美元普通股	-	-	100	100	Investment holding 投資控股	
Global Intelligence Investments Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 1美元普通股	-	-	100	100	Investment holding 投資控股	
Great Intelligence Limited	Hong Kong 香港	HK\$2 ordinary shares 港幣2元普通股	-	-	100	100	Property investment 物業投資	
ITCP Alberni Holdings Limited	Canada 加拿大	CAD100 common shares 加幣100元普通股	-	-	100	100	Investment holding 投資控股	
ITC Properties Finance Limited 德祥地產財務有限公司	Hong Kong 香港	HK\$2 ordinary shares 港幣2元普通股	-	-	100	100	Money lending 貸款	

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45. PRINCIPAL SUBSIDIARIES (Cont'd)

45. 主要附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ establishment 註冊成立/登記/ 成立地點	Issued and fully paid share capital/ registered capital 已發行及繳足股本/註冊資本	Percentage of issued share/ registered capital held by the Company				Principal activities 主要業務	
			Directly 直接		Indirectly 間接			
			2017	2016	2017	2016		
			二零一七年	二零一六年	二零一七年	二零一六年		
			%	%	%	%		
ITC Properties (Hong Kong) Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 1美元普通股	-	-	100	100	Investment holding 投資控股	
ITC Properties (Townsend House) Company Limited	United Kingdom 英國	GBP1 ordinary share 1英鎊普通股	-	-	90.1	-	Property investment and development 物業投資及開發	
ITC Properties Investment (China) Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 1美元普通股	-	-	100	100	Investment holding 投資控股	
ITC Properties (Macau) Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 1美元普通股	-	-	100	100	Investment holding 投資控股	
ITC Properties Management Limited 德祥地產管理有限公司	Hong Kong 香港	HK\$2,000 ordinary shares 港幣2,000元普通股	-	-	100	100	Securities investment and provision of management services 證券投資及提供管理服務	
		HK\$500,000 non-voting deferred shares (note a) 港幣500,000元無投票權遞延股 (附註a)	-	-	-	-		
ITC Properties (Overseas) Limited (Formerly known as ITC Properties (China) Limited) (前稱ITC Properties (China) Limited)	British Virgin Islands 英屬處女群島	US\$100 ordinary shares 100美元普通股	-	-	100	100	Investment holding 投資控股	
Keen Step Corporation Limited 建毅有限公司	Hong Kong 香港	HK\$2 ordinary shares 港幣2元普通股	-	-	100	100	Property investment 物業投資	
Le Petit Rosedale Hotel Limited 珀麗尚品酒店有限公司	Hong Kong 香港	HK\$1 ordinary share 港幣1元普通股	-	-	100	100	Hotel operation 經營酒店	

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for the year ended 31st March, 2017 截至二零一七年三月三十一日止年度

45. PRINCIPAL SUBSIDIARIES (Cont'd)

45. 主要附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ establishment 註冊成立/登記/ 成立地點	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Percentage of issued share/ registered capital held by the Company				Principal activities 主要業務	
			Directly 直接		Indirectly 間接			
			2017	2016	2017	2016		
			二零一七年	二零一六年	二零一七年	二零一六年		
			%	%	%	%		
Million Orient Limited 東萬有限公司	Hong Kong 香港	HK\$1 ordinary share 港幣1元普通股	-	-	100	100	Investment holding 投資控股	
Navy Blue Group Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 1美元普通股	-	-	100	100	Investment holding 投資控股	
Rank Ace Investments Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 1美元普通股	-	-	100	-	Investment holding 投資控股	
Rosedale Group Management Limited 珀麗集團管理有限公司	Hong Kong 香港	HK\$2 ordinary shares 港幣2元普通股	-	-	100	100	Provision of management and secretarial services 提供管理及秘書服務	
Rosedale Hotel Kowloon Limited 九龍珀麗酒店有限公司	Hong Kong 香港	HK\$1 ordinary share 港幣1元普通股	-	-	100	100	Hotel operation 經營酒店	
Rosedale Restaurant and Catering Limited 珀麗餐飲有限公司	Hong Kong 香港	HK\$1,991,061,472 ordinary shares 港幣1,991,061,472元 普通股	-	-	100	100	Restaurant operation 經營餐廳	
Silver Infinite Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 1美元普通股	-	-	100	100	Investment holding 投資控股	
Smart Eagle Holdings Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 1美元普通股	-	-	100	100	Investment holding 投資控股	
Solid Riches Limited 定裕有限公司	British Virgin Islands 英屬處女群島	US\$1 ordinary share 1美元普通股	-	-	100	100	Investment holding 投資控股	
Success Well 成康	Hong Kong 香港	HK\$2 ordinary shares 港幣2元普通股	-	-	100	100	Property investment 物業投資	
Top Century International Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 1美元普通股	-	-	100	100	Investment holding 投資控股	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for the year ended 31st March, 2017 截至二零一七年三月三十一日止年度

45. PRINCIPAL SUBSIDIARIES (Cont'd)

45. 主要附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ establishment 註冊成立/登記/ 成立地點	Issued and fully paid share capital/ registered capital 已發行及繳足股本/註冊資本	Percentage of issued share/ registered capital held by the Company				Principal activities 主要業務		
			Directly 直接		Indirectly 間接				
			2017	2016	2017	2016			
			二零一七年	二零一六年	二零一七年	二零一六年			
			%	%	%	%			
Treasure Generator Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 1美元普通股	100	-	-	-	-	-	Loan note issuer 貸款票據發行人
Unique Way 裕威	British Virgin Islands 英屬處女群島	US\$2 ordinary shares 2美元普通股	-	-	100	-	-	100	Investment holding 投資控股
三亞創新產業開發有限公司	PRC (note b) 中國(附註b)	RMB275,389,430 人民幣 275,389,430元	-	-	100	-	-	100	Property development 物業發展

notes:

- (a) The non-voting deferred shares, which are not held by the Group, practically carry no rights to dividends or to receive notice of or to attend or vote at any general meeting of the company nor to participate in any distribution on winding up.
- (b) The subsidiary is a wholly-foreign owned enterprise established in the PRC.

Other than 三亞創新產業開發有限公司 which operates in the PRC, and ITC Properties (Townsend House) Company Limited which operates in the United Kingdom, all of the above subsidiaries have their principal place of operations in Hong Kong.

Other than Treasure Generator Limited which is the Issuer of the Notes as disclosed in Note 28(b), none of the subsidiaries had any debt securities outstanding at the end of the reporting period or at any time during the year.

The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

附註：

- (a) 並非由本集團持有之無投票權遞延股份，實質上並無附帶權利可獲派股息；或獲發該公司任何股東大會之通告或出席股東大會或於會上投票；或於清盤時參與任何分派。
- (b) 該附屬公司為於中國成立之外商獨資企業。

除三亞創新產業開發有限公司之經營地點位於中國及ITC Properties (Townsend House) Company Limited之經營地點位於英國外，以上所有附屬公司之主要經營地點俱位於香港。

除Treasure Generator Limited (如附註28(b)所披露)為票據發行人外，於報告期末或年內任何時間，各附屬公司概無任何尚未償還之債務證券。

上表載列董事認為對本集團業績或資產有重大影響之本公司附屬公司。董事認為，列出其他附屬公司之資料會導致篇幅過分冗長。

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綜合財務報表附註

for the year ended 31st March, 2017 截至二零一七年三月三十一日止年度

45. PRINCIPAL SUBSIDIARIES (Cont'd)

At the end of the reporting period, the compositions of the Company's subsidiaries are as follows. Majority of these subsidiaries operate in Hong Kong. The principal activities of these subsidiaries are summarised as follows:

45. 主要附屬公司 (續)

於報告期末，本公司附屬公司之組成如下。該等附屬公司大部分於香港營運。該等附屬公司之主要業務概述如下：

Principal activity 主要業務	Country/place of incorporation/ establishment 註冊成立／成立之國家／地點	Number of subsidiaries 附屬公司數目	
		2017 二零一七年	2016 二零一六年
Property 物業	Hong Kong 香港	16	14
	PRC 中國	1	1
	Canada 加拿大	2	2
	Others 其他	6	4
Hotel & leisure 酒店及消閒	Hong Kong 香港	9	9
	PRC 中國	1	1
	Others 其他	6	6
Securities investments 證券投資	Hong Kong 香港	1	1
	Others 其他	2	2
Finance 融資	Hong Kong 香港	1	1
	Others 其他	2	1
Others 其他	Hong Kong 香港	35	25
	PRC 中國	5	5
	Macau 澳門	2	2
	Others 其他	58	50
		147	124

FINANCIAL SUMMARY

財務概要

		For the year ended 31st March, 截至三月三十一日止年度				
		2013	2014	2015	2016	2017
		二零一三年	二零一四年	二零一五年	二零一六年	二零一七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Revenue	收益	33,551	35,274	59,610	143,402	188,871
Profit before taxation	除稅前溢利	152,574	430,848	823,710	1,467,846	302,849
Taxation	稅項	(16,359)	(44,597)	(22,646)	(9,227)	(24)
Profit for the year from continuing operations	持續經營業務之本年度溢利	136,215	386,251	801,064	1,458,619	302,825
Profit for the year from discontinued operations	終止經營業務之本年度溢利	442,040	—	—	—	—
Profit for the year	本年度溢利	578,255	386,251	801,064	1,458,619	302,825
Profit attributable to:	下列人士應佔溢利：					
Owners of the Company	本公司擁有人	579,601	386,853	803,550	1,460,094	303,238
Non-controlling interests	非控股權益	(1,346)	(602)	(2,486)	(1,475)	(413)
		578,255	386,251	801,064	1,458,619	302,825

		As at 31st March, 於三月三十一日				
		2013	2014	2015	2016	2017
		二零一三年	二零一四年	二零一五年	二零一六年	二零一七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Total assets	資產總值	5,610,046	5,399,219	6,206,445	7,679,130	9,442,543
Total liabilities	負債總額	(2,762,876)	(1,662,621)	(2,012,658)	(2,164,232)	(3,865,117)
		2,847,170	3,736,598	4,193,787	5,514,898	5,577,426
Equity attributable to:	下列人士應佔權益：					
Owners of the Company	本公司擁有人	2,847,366	3,737,891	4,194,070	5,516,749	5,574,275
Non-controlling interests	非控股權益	(196)	(1,293)	(283)	(1,851)	3,151
		2,847,170	3,736,598	4,193,787	5,514,898	5,577,426

SCHEDULE OF PRINCIPAL PROPERTIES

主要物業附表

Location 地點	Approximate gross floor area 概約建築面積 (sq. ft.) (平方呎)	Lease term 租期	Use 用途	Stage of completion 完成階段	Group's ownership 本集團之 擁有權
PROPERTIES HELD FOR SELF USE AND INVESTMENT PROPERTY					
持作自用及投資之物業					
30th Floor, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong 香港中環夏慤道12號 美國銀行中心30樓	13,880	Long 長期	Office 辦公室	Completed 已落成	100%
Le Petit Rosedale Hotel No. 7 Moreton Terrace, Causeway Bay, Hong Kong 香港銅鑼灣摩頓臺7號 珀麗尚品酒店	31,000	Long 長期	Hotel 酒店	Completed 已落成	100%
Cheuk Nang Plaza Nos. 244, 246, 248 and 250 Hennessy Road, Hong Kong 香港軒尼詩道244、246、248及250號 卓能廣場	55,600	Long 長期	Office 辦公室	Completed 已落成	100%
Rosedale Hotel & Suites, Beijing 8 Jiang Tai Road West, Chao Yang District, Beijing, the PRC 中國北京朝陽區將台西路8號 北京珀麗酒店	400,000	Medium 中期	Hotel 酒店	Completed 已落成	20%
Rosedale Hotel Kowloon 86, Tai Kok Tsui Road, Tai Kok Tsui, Kowloon, Hong Kong 香港九龍大角咀大角咀道86號 九龍珀麗酒店	110,000	Long 長期	Hotel 酒店	Completed 已落成	40%
The Westin Bayshore, 1601 Bayshore Drive, Vancouver, BC, Canada 加拿大英屬哥倫比亞省溫哥華 1601 Bayshore Drive 溫哥華灣岸威斯汀酒店	442,000	Freehold 永久	Hospitality/ conference/ ancillary use 酒店／會議／ 配套用途	Completed 已落成	50%

SCHEDULE OF PRINCIPAL PROPERTIES

主要物業附表

Location 地點	Approximate gross floor area 概約建築面積 (sq. ft.) (平方呎)	Lease term 租期	Use 用途	Stage of completion 完成階段	Group's ownership 本集團之 擁有權
STOCK OF PROPERTIES UNDER DEVELOPMENT 在建物業存貨					
Nos. 205 – 211A Hai Tan Street, Sham Shui Po, Hong Kong 香港深水埗海壇街205-211A號	38,000 (Gross site area approximately 4,550 sq. ft.) (總地盤面積 約4,550平方呎)	Long 長期	Residential/ commercial 住宅／商業	Construction work in progress (Anticipated completion date: 2020) 建設工程進行中 (預期完工日期： 二零二零年)	100%
Lote 2 to Lote 12 of One Oasis, Estrada de Seac Pai Van, Coloane, Macau 澳門路環石排灣馬路 金峰南岸之Lote 2至Lote 12地段	2,488,000 (Gross site area approximately 977,000 sq. ft.) (總地盤面積 約977,000平方呎)	Medium 中期	Residential/ commercial 住宅／商業	Construction work in progress (Anticipated completion date: 2017 to 2020 in phases) 建設工程進行中 (預期完工日期： 二零一七年至 二零二零年，分階段)	35.5%
No. 23 Po Shan Road, Mid-levels, Hong Kong 香港半山寶珊道23號	80,000 (Gross site area approximately 15,000 sq. ft.) (總地盤面積 約15,000平方呎)	Long 長期	Residential 住宅	Construction work in progress (Anticipated completion date: 2020) 建設工程進行中 (預期完工日期： 二零二零年)	40%
Nos. 41, 43 and 45, Pau Chung Street, To Kwa Wan, Kowloon, Hong Kong 香港九龍土瓜灣炮仗街 41、43及45號	30,000 (Gross site area approximately 3,532 sq. ft.) (總地盤面積 約3,532平方呎)	Long 長期	Residential/shops 住宅／商舖	Demolition in progress 清拆進行中	100%
Townsend House, 5 Greycoat Place, London, United Kingdom 英國倫敦市Greycoat Place區5號 Townsend House	26,531	Freehold 永久	Commercial 商業	Planning 計劃中	90.1%
1444 Alberni Street, 711 Broughton Street and 740 Nicola Street, Vancouver, BC, Canada 加拿大英屬哥倫比亞省溫哥華 1444 Alberni Street, 711 Broughton Street 及740 Nicola Street	Proposed: 建議： 648,000 (Gross site area approximately 43,230 sq. ft.) (總地盤面積 約43,230平方呎)	Freehold 永久	Residential/ commercial 住宅／商業	Planning 計劃中	28%

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