



**Thiz Technology Group Limited**

即時科研集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

*(於開曼群島註冊成立之有限公司)*

(Stock Code 股份代號：8119)



Annual Report 年報

**2017/18**



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## Corporate Information

### 企業資料

#### Executive Directors

Mr. Wong Hoi Wong (*Chief Executive Officer and Chairman*)

Mr. Lin En Fu

#### Non-executive Directors

Mr. Lin Chien Hsin

Ms. Hsieh Yi Chen

Ms. Wu Chiao Ru

#### Independent Non-executive Directors

Mr. Chu Meng Chi

Ms. Chan Mei Sze

Ms. Lin Yan Jenny

#### Head Office and Principal Place of Business

Unit 810, 8/F, Tower B, Hunghom Commercial Centre

37 Ma Tau Wai Road

To Kwa Wan

Kowloon

Hong Kong

#### Registered Office

Cricket Square

Hutchins Drive, P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

#### Principal Share Registrar

Royal Bank of Canada Trust Company (Cayman) Limited

4th Floor, Royal Bank House

24 Shedden Road, George Town

Grand Cayman KY1-1110

Cayman Islands

#### Hong Kong Branch Share Registrar

Tricor Tengis Limited

Level 22, Hopewell Centre

183 Queen's Road East

Hong Kong

#### 執行董事

王凱煌先生 (*行政總裁兼主席*)

林穎甫先生

#### 非執行董事

林建新先生

謝宜蓁女士

巫巧如女士

#### 獨立非執行董事

朱孟祺先生

陳美詩女士

林焱女士

#### 總辦事處及主要營業地點

香港

九龍

土瓜灣

馬頭圍道37號

紅磡商業中心B座8樓810室

#### 註冊辦事處

Cricket Square

Hutchins Drive, P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

#### 主要股份過戶登記處

Royal Bank of Canada Trust Company (Cayman) Limited

4th Floor, Royal Bank House

24 Shedden Road, George Town

Grand Cayman KY1-1110

Cayman Islands

#### 香港股份過戶登記分處

卓佳登捷時有限公司

香港

皇后大道中183號

合和中心22樓



## Corporate Information (Continued)

### 企業資料(續)

#### Principal Banker

The Hongkong and Shanghai Banking Corporation Limited  
Tsim Sha Tsui Branch  
82-84 Nathan Road  
Tsim Sha Tsui  
Kowloon  
Hong Kong

#### Auditor

BDO Limited  
25th Floor Wing On Centre  
111 Connaught Road Central  
Hong Kong

#### Compliance Officer

Mr. Lin En Fu

#### Audit Committee

Mr. Chu Meng Chi  
Ms. Chan Mei Sze  
Ms. Lin Yan Jenny

#### Company Secretary and Financial Controller

Mr. Wong Lam (FCPA, MBA)

#### Authorised Representatives

Mr. Wong Hoi Wong  
Mr. Wong Lam (FCPA, MBA)

#### Company Website

[www.thizgroup.com](http://www.thizgroup.com)

#### General Information

Listing	:	Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
Listing Date	:	27 July 2001
Nominal Value	:	HK\$1.0 per share

#### Stock Code

Hong Kong Stock Exchange	:	8119
Reuters	:	8119.HK
Bloomberg	:	8119 HK

#### 主要往來銀行

香港上海滙豐銀行有限公司  
尖沙咀分行  
香港  
九龍  
尖沙咀  
彌敦道82-84號

#### 核數師

香港立信德豪會計師事務所有限公司  
香港  
干諾道中111號  
永安中心25樓

#### 監控主任

林穎甫先生

#### 審核委員會

朱孟祺先生  
陳美詩女士  
林焯女士

#### 公司秘書及財務總監

王琳先生(FCPA, MBA)

#### 法定代表

王凱煌先生  
王琳先生(FCPA, MBA)

#### 公司網站

[www.thizgroup.com](http://www.thizgroup.com)

#### 一般資料

上市地點	:	香港聯合交易所有限公司 GEM
上市日期	:	二零零一年七月二十七日
面值	:	每股1.0港元

#### 股份代號

香港聯交所	:	8119
路透社	:	8119.HK
彭博通訊社	:	8119 HK



# Management Discussion and Analysis

## 管理層討論與分析

### Business Review

#### Software business

During the period under review, the Group was committed to developing Internet financial software products and has become the principal source of the Group's revenue. Financial Technology ("FinTech") will restructure the financial industry in the future which will bring challenges and opportunities to the Group. FinTech provides financial services by applying information technology. With reformation on regulatory system after the Financial Tsunami and rapid enhancement of information technology, FinTech has emerged rapidly in recent years. Apart from the existing financial institutions, new participants emerged continuously in the financial related services industry, including startup enterprises of FinTech and e-commerce and technology companies. Plenty of FinTech companies provide financial services such as payments and loans to their clients, while some endeavor to challenge the existing financial institutions in a range of services, some even cooperate with financial institutions to improve their existing ways of services and channels. Due to information technology advancement, penetration of mobile phones or even smart phones increased and therefore lowered the services cost, so that millions of people can first experience brand new financial services through FinTech.

In respect of the scale, Mainland China can be regarded as the leader of global financial technology. Nevertheless, being an international finance centre which is comparable to New York and London, although with large financial institutions, the development of FinTech in Hong Kong is far behind its counterparts. The Hong Kong government, including the Monetary Authority is now committing to promote and Hong Kong is in the hope of catching up. The Hong Kong Monetary Authority has announced to promote Smart Banking, including Faster Payment System, promotion of Virtual Banking, closer cross-border collaboration and enhanced research and talent development to encourage the development of FinTech in Hong Kong in both software and hardware.

#### Leasing business

The leasing business of office premises in Shanghai, the PRC is also one of the principal source of the Group's revenue. The turnover of this year remained stable as compared with the corresponding period of last year. There was no new supply in non-core business district of Shanghai in the first quarter of this year while some projects will have their market entry postponed to next quarter. As the market focus on absorbing existing capacity, the vacancy of non-core business district decreases period-on-period. In addition, as the rental index was lower by 50% of the average level of core business district, although the absorption of non-core business district was relatively slower than that of core business district, some companies with limited budget would still consider relocating their offices from class A office buildings or class B office buildings earlier to non-core business district.

The non-core business district office market just emerged seven years ago. The market share of which was only 3% of the capacity of whole city. However, the ratio has leaped to 30% by the end of 2017 and is expecting a further increase to 35% in 2020.

### 業務回顧

#### 軟件業務

回顧期間，本集團正致力於開發互聯網金融軟件產品並已成為本集團最主要的營收來源。金融科技(FinTech)將會在未來重塑金融行業，為本集團帶來挑戰和機遇。金融科技乃透過資訊科技的應用來提供金融服務，隨著金融海嘯後監管制度的改革以及資訊科技的快速提升，金融科技近年急速冒起。除了現存的金融機構，金融周邊的服務業亦不斷有新的參與者出現，包括金融科技初創企業和電子商務及科技公司。很多金融科技公司為客戶提供支付及貸款等金融服務，有些公司則在一系列的服務範圍嘗試挑戰現存的金融機構，更有些公司則與金融機構合作，改善它們現有的服務方式與渠道。由於資訊科技發達，手提電話甚至智慧手機的滲透率提高，服務成本因而下降，令數以百萬計的人可以首次透過金融科技體驗全新的金融服務。

在規模方面，中國大陸可謂已經是全球金融科技領導者。然而，香港作為與紐約和倫敦並駕齊驅的國際金融中心，儘管有大型的金融機構，但在金融科技的發展方面卻落後於兩地，現在香港政府包括金管局著力推動，香港有望從後急趕而上。香港金管局已宣佈推動智慧銀行，包括推出快速支付系統、引入虛擬銀行、加強跨境金融科技合作，以及提升科研與人才培訓，務求在硬體和軟件上推動香港金融科技的發展。

#### 租賃業務

本集團位於中國上海的寫字樓租賃物業亦為本集團的營收來源之一，本年度營業額較去年同期維持穩定。上海非核心商務區今年第一季度無新增供應，一些項目推遲至下季度入市，由於市場以吸納現有存量為主，非核心商務區空置率環比下降。此外，由於租金指數較核心商務區市場平均水準低50%，雖然非核心商務區的吸納量相對核心商務區緩慢，然而仍有一些預算有限的公司在考慮將其辦公室從較早的甲級寫字樓或乙級寫字樓搬遷至非核心商務區。

七年前，非核心商務區寫字樓市場剛起步，該市場佔比全市存量僅3%，但截至2017年末，這一比例已提升至30%，且預計到2020年將進一步增長至35%。





# Management Discussion and Analysis (Continued)

## 管理層討論與分析(續)

### Prospect

We have entered the era of FinTech 2.0. With startup enterprises leading the trend in 1.0, traditional financial institutions make use of information technology to promote innovation services in 2.0. As the market gradually matured, FinTech has gradually developed from a general concept and implemented in various professional fields such as insurance technology, regulatory technology, etc.

With a series of technological innovations such as big data, cloud computing, artificial intelligence, and blockchain, FinTech has greatly enhanced the operational efficiency and competitiveness of the financial industry and has become an important tool for financial institutions for business expansion and profit-making. In the future, the Group will provide financial institutions and their clients with smart investment advising, quantitative investment and other value-added services, the third-party Internet wealth management platform clients with construction of fund sales platform end and so on, the financial institutions clients with financial asset management system and the investment advisors clients with platform services.

The Group is optimistic about its new business outlook and expects a continuous growth of the financial software development business of the Group. The Internet finance software development business will become the new driver of the source of the Group's revenue. As such, the Group will continue to allocate more resources and strive to develop this new business.

### Financial Review

The Group's consolidated revenue from principal activities amounted to HK\$15,184,000 (2017: HK\$1,891,000). During the year, profit before taxation for the year was HK\$20,198,000, compared to loss before taxation of HK\$3,779,000 in the corresponding period of last year.

Gross profit for the Group increased from HK\$1,814,000 in 2017 to HK\$11,655,000 in 2018, while the gross profit margin decreased to 77% due to increase in Fintech development cost.

Total operating costs were approximately HK\$7,756,000 (2017: HK\$6,327,000). Compared to last year, the operating costs have increased by 23%.

Profit attributable to owners of the Company and earnings per share for the year were HK\$17,394,000 (2017: loss of HK\$4,559,000) and HK7.60 cents (2017: loss per share HK2.02 cents) respectively.

### Financial resources, liquidity and capital structure

As at 31 March 2018, total assets of the Group amounted to HK\$93,821,000 (2017: HK\$59,949,000). Current assets amounted to HK\$40,642,000 (2017: HK\$17,887,000), of which HK\$39,003,000 (2017: HK\$17,492,000) were cash and bank deposits. Current liabilities of HK\$23,766,000 (2017: HK\$2,734,000) mainly comprised of receipts in advance, other payables, deposit received and accruals and amounts due to the spouse of a director and a shareholder. Current ratio of the Group was 1.7 (2017: 6.5) and gearing ratio of the Group was 0.05 (2017: 2.32) representing the Group's borrowings divided by total equity comprising equity attributable to owners of the Company and reserves.

As at 31 March 2018, the Group had net current assets of approximately HK\$16,876,000 (2017: HK\$15,153,000).

### 展望

現時已踏入FinTech 2.0時代，1.0由初創帶領潮流，2.0則是傳統金融機構利用資訊科技推行創新服務，由於市場漸趨成熟，金融科技也由籠統的概念逐漸發展並落實至各專業領域，如保險科技、監管科技等。

金融科技藉由大數據、雲計算、人工智慧、區塊鏈等一系列技術的創新，大大提升金融行業的營運效率與競爭能力，成為金融機構拓展業務和賺取利潤的重要工具。本集團將會在未來為金融機構與其客戶提供智慧投顧，量化投資等增值服務，並為第三方互聯網財富管理平臺客戶，提供基金銷售平臺端的搭建等，為金融機構客戶提供資產管理系統，為投資顧問客戶提供平臺服務。

本集團對新業務展望樂觀，預期本集團之金融軟件開發業務將持續增長。互聯網金融軟件開發業務將成為本集團營收來源的新動力，因此，本集團將持續分配更多資源，竭力發展此一新的業務。

### 財務回顧

本集團之主營業務綜合收入15,184,000港元(二零一七年：1,891,000港元)。於年內，稅前盈利為20,198,000港元，去年同期稅前虧損則為3,779,000港元。

本集團之毛利由二零一七年之1,814,000港元上升至二零一八年之11,655,000港元，而毛利率則下降至77%，因金融科技發展成本上升所致。

總經營開支約為7,756,000港元(二零一七年：6,327,000港元)。與去年相比，經營成本上升23%。

年內本公司擁有人應佔溢利及每股盈利分別為17,394,000港元(二零一七年：虧損4,559,000港元)及7.60港仙(二零一七年：每股虧損2.02港仙)。

### 財務資源、流動資金及資本架構

於二零一八年三月三十一日，本集團之資產總額達93,821,000港元(二零一七年：59,949,000港元)。流動資產合共40,642,000港元(二零一七年：17,887,000港元)，當中39,003,000港元(二零一七年：17,492,000港元)為現金及銀行存款。流動負債23,766,000港元(二零一七年：2,734,000港元)主要為預收款項、其他應付款項、已收按金及應計款項及應付董事配偶及股東款項。本集團流動比率為1.7(二零一七年：6.5)，而本集團資本負債比率(指本集團之借款除以權益總額(包括本公司擁有人應佔權益及儲備)為0.05(二零一七年：2.32)。

於二零一八年三月三十一日，本集團之流動資產淨值約為16,876,000港元(二零一七年：15,153,000港元)。



# Management Discussion and Analysis (Continued)

## 管理層討論與分析(續)

### Foreign exchange risk

The Group's main operations are in the PRC and Taiwan and its income and expenses are transacted in Renminbi ("RMB") and New Taiwan Dollar ("NT\$") respectively. Accordingly, it has no significant exposure to foreign exchange risk.

### Charges on assets and contingent liabilities

As at 31 March 2018, the Group had no charge, pledge of assets or contingent liabilities.

### Capital commitments

At the end of reporting period, the Group had no material capital commitment.

### Management and employees

As at 31 March 2018, the Group had 43 employees, including the Directors of the Company. Salaries of employees are primarily based on prevailing market salary levels. Other employees' benefits include mandatory provident fund, medical cover and other insurance.

### Completion of loan capitalisation and issue of shares under general mandate during the year ended 31 March 2018

All conditions of the subscription have been fulfilled and completion of the subscription took place on 27 February 2018. A total of 35,180,000 subscription shares have been successfully subscribed by the subscriber at the subscription price of HK\$1.0 per subscription share pursuant to the terms and conditions of the subscription agreement dated 25 September 2017 (as supplemented on 6 February 2018).

### Completion of subscription of shares under general mandate

As mentioned in Note 34 to the consolidated financial statements, all conditions of the subscription shares have been fulfilled and completion of the subscriptions took place on 18 May 2018. A total of 20,000,000 subscription shares have been successfully subscribed by the subscribers at the subscription price of HK\$1.0 per subscription share pursuant to the terms and conditions of the subscription agreements dated 28 March 2018 entered into between the Company and not less than six independent third party subscribers.

### 外匯風險

本集團之主要經營業務在中國及台灣進行，本集團之收益及開支分別以人民幣(「人民幣」)及新台幣(「新台幣」)交易。因此，本集團概無面臨任何重大外匯風險。

### 資產抵押及或然負債

本集團於二零一八年三月三十一日並無抵押，質押資產或或然負債。

### 資本承擔

於報告期末，本集團並無重大資本承擔。

### 管理層及僱員

於二零一八年三月三十一日，本集團有43名僱員(包括本公司之董事)。僱員之薪金主要依據現行市場薪金水平而釐定。其他僱員福利包括強積金、醫療保險及其他保險。

### 於二零一八年三月三十一日之年度完成貸款資本化及根據一般授權發行股份

認購事項的所有條件已獲達成及認購事項已於二零一八年二月二十七日完成。認購人已根據二零一七年九月二十五日及二零一八年二月六日之認購協議的條款及條件按認購價每股認購股份1.0港元成功認購合共35,180,000股股份。

### 完成根據一般授權認購股份

如附註34所述，本公司與不少於六名獨立第三方認購人訂立日期為二零一八年三月二十八日的認購協議，認購事項的所有條件已獲達成及認購事項已於二零一八年五月十八日完成。認購人已根據認購協議的條款及條件按認購價每股認購股份1.0港元成功認購合共20,000,000股認購股份。





# Biographical Details of Directors

## 董事簡介

### Executive Directors

#### Mr. Wong Hoi Wong

*Chief Executive Officer and Chairman*

Mr. Wong Hoi Wong, aged 63, is an Executive Director and a founder of the Group. Mr. Wong has over 30 years' experience in sales and marketing, in particular in electronics and computer industries. Mr. Wong was the Chairman of Association of Electronic Components Industry of Taipei from 1990 to 1993. He oversees the sales and marketing strategies of the Group. Mr. Wong graduated from the Department of Industrial Management of Tamsui Oxford College in Taiwan with a diploma and a MBA of the University of South Australia.

#### Mr. Lin En Fu

Mr. Lin En Fu, aged 62, is currently the Chief Operational Officer of the Company. He holds a Master degree in Economics of the University of Kansas and had served for First Commercial Bank of Taiwan for 21 years.

### Non-executive Directors

#### Mr. Lin Chien Hsin

Mr. Lin Chien Hsin, aged 64, graduated from the Economic Faculty of Taiwan University and had been involved in research studies in Harvard and Stanford Business Schools. He was the Vice President of Holtek Semiconductor Manufacturing Co., Ltd. in 1999. Besides, he was also the Chief Financial Officer of United Microelectronics Corporation from 1983 to 2001, a semi-conductor manufacturer whose shares are listed on the Stock Exchange of Taiwan, and had been working there for about 18 years.

#### Ms. Hsieh Yi Chen

Ms. Hsieh Yi Chen, aged 53, graduated from the department of Broadcasting and TV of Shih Hsin University in Taiwan. She was the Executive Secretary of Franklin Advisors Inc. and subsequently worked as the Vice President of Le Kao Co., Ltd. Ms. Hsieh has extensive experience in the field of administration and management.

#### Ms. Wu Chiao Ru

Ms. Wu Chiao Ru, aged 50, graduated with a Master Degree in Management from Yuan Ze University in Taiwan. She was the Assistant to President of Lung Hwa Electronics Co., Ltd. from 2002 to 2003, and subsequently the Vice President of Chi Fu Jong Hua Co., Ltd. Ms. Wu has extensive experience in the field of public relations and consultancy.

### 執行董事

#### 王凱煌先生

*行政總裁兼主席*

王凱煌先生，63歲，執行董事兼集團創辦人。王先生積逾三十年營銷經驗，尤其專注電子及電腦業方面。王先生於一九九零年至一九九三年間出任台北市電子零件商業同業公會主席。彼專責監督本集團之營銷策略。王先生持有台灣淡水工商管理專業學校工業管理系頒授之文憑及南澳洲大學工商管理碩士學位。

#### 林穎甫先生

林穎甫先生，62歲，現時為本公司之營運總監。彼持有堪薩斯大學之經濟學碩士學位，並任職台灣第一商業銀行股份有限公司達21年。

### 非執行董事

#### 林建新先生

林建新先生，64歲，林先生畢業於台灣大學經濟學院，並曾於哈佛及史丹福商學院從事研究。彼於一九九九年曾任合泰半導體股份有限公司副總裁。此外，彼亦曾於一九八三年至二零零一年擔任聯華電子股份有限公司之財務總監，彼在該公司任職約十八年之久。該公司為半導體製造公司，其股份在台灣證券交易所上市。

#### 謝宜葉女士

謝宜葉女士，53歲，謝女士畢業於台灣世新大學播音系。彼為Franklin Advisors Inc.之行政秘書及後續為Le Kao Co., Ltd.之副總裁。謝女士擁有行政及管理領域的豐富經驗。

#### 巫巧如女士

巫巧如女士，50歲，巫女士畢業於台灣元智大學，獲管理學碩士學位。彼由二零零二年至二零零三年任職Lung Hwa Electronics Co., Ltd.之總裁助理，及後續任Chi Fu Jong Hua Co., Ltd.之副總裁。巫女士在公共關係及諮詢領域擁有豐富經驗。



## Biographical Details of Directors (Continued)

### 董事簡介(續)

#### Independent Non-executive Directors

##### Mr. Chu Meng Chi

Mr. Chu Meng Chi, aged 53, He obtained a Bachelor degree in Business Administration from the Taiwan National Sun Yat-sen University. Mr. Chu has over 20 years' experience in the field of corporate administration and financial investment.

##### Ms. Chan Mei Sze

Ms. Chan Mei Sze, aged 53, is an associate member of Hong Kong Institute of Certified Public Accountants and fellow member of Association of Chartered Certified Accountants. She has over 23 years' accounting and finance experience in various industries in Hong Kong.

##### Ms. Lin Yan Jenny

Ms. Lin Yan Jenny, aged 47, has a master degree from the New York Institute of Technology-Vancouver in Canada. She has over 20 years' management experience in various industries.

Ms. Lin is also an Executive Director of Code Agriculture (Holdings) Limited (Stock Code: 8153).

#### 獨立非執行董事

##### 朱孟祺先生

朱孟祺先生，53歲，彼獲得台灣國立中山大學企業管理學士學位。朱先生在公司行政及金融投資方面積累逾二十年經驗。

##### 陳美詩女士

陳美詩女士，53歲，現時為香港會計師公會會員及英國特許會計師公會資深會員。彼於香港不同行業擁有逾二十三年會計及財務經驗。

##### 林焱女士

林焱女士，47歲，於加拿大New York Institute of Technology-Vancouver取得碩士學位。她於不同行業擁有逾20年管理經驗。

林女士同時為科地農業控股有限公司(股份代號：8153)之執行董事。



# Corporate Governance Report

## 企業管治報告

### INTRODUCTION

The Company endeavors to comply with all the code provisions on Corporate Governance Practices as set out in the GEM Listing Rules by establishing a formal and transparent procedure to protect and maximise the interests of shareholders during the year ended 31 March 2018.

### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, the Directors have complied with such code of conduct and the required standard of dealings and its code of conduct regarding securities transactions by the Directors throughout the year ended 31 March 2018.

### BOARD OF DIRECTORS

The Board is responsible for managing the Company on behalf of shareholders. The Board is of the view that it is the Directors' responsibility to create value for shareholders as a whole and safeguard the best interests of the Company and the shareholders by discharging its duties in a dedicated, diligent and prudent manner on the principle of good faith.

The Board comprises a total of eight Directors, with two Executive Directors, namely, Mr. Wong Hoi Wong (CEO and Chairman) and Mr. Lin En Fu; three Non-executive Directors, namely, Mr. Lin Chien Hsin, Ms. Hsieh Yi Chen and Ms. Wu Chiao Ru and three Independent Non-executive Directors, namely, Ms. Lin Yan Jenny, Mr. Chu Meng Chi and Ms. Chan Mei Sze.

The Company is of the view that all Independent Non-executive Directors meet the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and are independent in accordance with the terms of the guidelines.

### 緒言

於截至二零一八年三月三十一日止年度，本公司透過制定正式及具透明度之程序，致力遵守GEM上市規則所載有關企業管治常規之所有守則條文，以保障及使股東獲取最大利益。

### 董事之證券交易

本公司已採納董事進行證券交易之操守守則，其條款不遜於GEM上市規則第5.48條至第5.67條載之交易標準。經向全體董事作出特定查詢後，各董事於截至二零一八年三月三十一日止年度已一直遵守該等操守守則及所規定之交易標準以及其有關董事進行證券交易之操守守則。

### 董事會

董事會負責代表股東管理本公司。董事會認為董事之責任是透過以專注、勤勉及謹慎之方式及遵照誠信原則履行其職責，為股東整體創造價值並維護本公司及股東之最佳利益。

董事會共有八名董事，兩名為執行董事，王凱煌先生（行政總裁兼主席）及林穎甫先生；三名為非執行董事，林建新先生，謝宜堃女士及巫巧如女士；以及三名為獨立非執行董事，林焱女士、朱孟祺先生及陳美詩女士。

本公司認為所有獨立非執行董事均符合GEM上市規則第5.09條所載之獨立性指引，並根據該等指引之條文屬獨立人士。



# Corporate Governance Report (Continued)

## 企業管治報告(續)

### BOARD OF DIRECTORS (continued)

#### The primary functions of the Board include:

- (i) deciding on the overall strategies, overseeing operational and financial performance and formulating appropriate policies to manage risk exposure associated with realising the strategies and goals of the Group;
- (ii) being held accountable for the internal control system of the Company and responsible for reviewing its effectiveness;
- (iii) being ultimately responsible for preparing financial accounts and discussing the performance, financial conditions and prospects of the Company in a balanced, clear and comprehensible manner. These responsibilities are applicable to quarterly, interim and annual reports of the Company, other price sensitive announcements published according to the GEM Listing Rules and disclosure of other financial information, reports submitted to regulatory bodies and information disclosable under statutory requirements; and regularly reviewing its own functions and the powers conferred upon Executive Directors to ensure appropriate arrangements are in place;
- (iv) whilst Executive Directors, who oversee the overall business of the Company, are responsible for the daily operations of the Company, the Board is responsible for affairs involving the overall policies, finance and shareholders of the Company, namely financial statements, dividend policy, significant changes to accounting policies, annual operating budgets, material contracts, major financing arrangements, principal investment and risk management strategy;
- (v) the management is well informed of its powers and duties with clear guidelines and instructions, in particular regarding situations under which reporting to the Board is necessary and matters that require the approval of the Board before any decisions or commitments can be made on behalf of the Company; and
- (vi) the full Board meets at least four times a year, at approximately quarterly intervals, to review the financial performance, results of each period, material investments and other matters of the Group that require the resolution of the Board. Simultaneous conference call may be used to improve attendance when individual director cannot attend the meeting in person. Opinions of the Independent Non-executive Directors are actively sought by the Company if they are unable to attend the meeting in person.

### 董事會(續)

#### 董事會之主要職能包括：

- (i) 決定整體策略、監督經營和財務表現及制定適當政策以管理與實現本集團策略及目標有關之風險；
- (ii) 須對本公司之內部監控制度負責，以及負責檢討其效益；
- (iii) 最終負責編製財務賬目及以平衡、清晰及全面之方式討論本公司表現、財務狀況及前景。該等職責適用於本公司之季度、中期及年度報告、根據GEM上市規則刊發之其他股價敏感公告及其他財務資料披露、提交予監管機構之報告及法定之須予披露資料；及定期檢討其本身之職能及賦予執行董事之權力，以確保實施適當之安排；
- (iv) 負責監督本公司整體業務之執行董事須對本公司之日常營運負責，而董事會則負責涉及本公司整體政策、財務及股東之事務，即財務報表、股息政策、重大會計政策變更、年度經營預算、重大合約、主要融資安排、資本投資及風險管理策略；
- (v) 管理層獲充分告知其權力及職責並獲提供清晰指引及指示，特別是有關須向董事會報告之情況及於代表本公司作出任何決策或承諾前須獲董事會批准之事項；及
- (vi) 董事會每年至少舉行四次(大約每季一次)全體會議，以檢討財務表現、各期間之業績、重大投資及需要董事會決議之本集團其他事項。若個別董事無法親身出席會議，則或會採用即時電話會議以提高出席率。倘獨立非執行董事不能親身出席會議，本公司會積極徵求其意見。



# Corporate Governance Report (Continued)

## 企業管治報告(續)

### BOARD OF DIRECTORS (continued)

(vii) The terms of reference of the Board also include:

- (a) to develop and review the policies and practices on corporate governance;
- (b) to review and monitor the training and continuous professional development of directors and senior management;
- (c) to review and monitor the policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct applicable to employees and directors; and
- (e) to review the compliance with the Code and disclosure in the Corporate Governance Report.

During the year ended 31 March 2018, list of Directors and the attendance records of the Directors and members of the committees:

### 董事會(續)

(vii) 董事會的職權範圍還包括：

- (a) 制定及檢討企業管治政策及常規；
- (b) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (c) 檢討及監察在遵守法律及監管規定方面的政策及常規；
- (d) 制定、檢討及監察僱員及董事的操守準則；及
- (e) 檢討遵守《守則》的情況及在《企業管治報告》內的披露。

於截至二零一八年三月三十一日止年度，董事名單及董事及委員會成員出席會議之記錄：

		The Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Annual General Meeting 股東週年大會
Total Number of Meetings	會議總次數	4	4	1	1	1
Number of meetings attended/eligible to attend	出席／合資格出席會議次數					
<b>Executive Directors</b>	<b>執行董事</b>					
Mr. Wong Hoi Wong	王凱煌先生	4	0	0	1	1
Mr. Lin En Fu	林穎甫先生	4	0	0	1	1
<b>Non-executive Directors</b>	<b>非執行董事</b>					
Ms. Hsieh Yi Chen	謝宜蓁女士	4	0	0	0	0
Ms. Wu Chiao Ru	巫巧如女士	4	0	0	0	0
Mr. Lin Chien Hsin	林建新先生	4	0	0	0	0
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>					
Mr. Chu Meng Chi	朱孟祺先生	4	4	1	1	1
Ms. Chan Mei Sze	陳美詩女士	4	4	1	1	0
Ms. Lin Yan Jenny	林焱女士	4	4	1	1	0



# Corporate Governance Report (Continued)

## 企業管治報告(續)

### CORPORATE GOVERNANCE PRACTICES

The Group has adopted a set of Code on Corporate Governance ("Company Code") which sets out the corporate standards and practices used by the Group to direct and manage its business affairs. It is prepared by referencing to the principles, code provisions and recommended best practices set out in the Code on Corporate Governance ("GEM Code") contained in Appendix 15 of the GEM Listing Rules. The Board will continue to monitor and revise the Company Code and assess the effectiveness of our corporate governance practices in tandem with changes in the environment and requirements under the GEM Code, to ensure the Company Code is in line with the expectations and interests of shareholders and comply with the GEM Code.

Except as mentioned below, the Company applied the principles and complied with all the code provisions as set out in the GEM Code.

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The GEM Code Provision A.2.1 stipulates that the roles of Chairman and Chief Executive Officer should be separated and should not be performed by the same individual. The division of responsibilities between the Chairman and Chief Executive Officer should be clearly established and set out in writing.

Mr. Wong Hoi Wong is both the Chief Executive Officer and Chairman of the Company who is responsible for managing the Board and the Group business. The Board considers that, with the present board structure and scope of business of the Group, there is no imminent need to separate the roles into two individuals as Mr. Wong is perfectly capable of distinguishing the priority of these roles in which he has been acting. However, the Board will continue to review the effectiveness of the Group corporate governance structure to assess whether the separation of the positions of Chairman and Chief Executive Officer is necessary.

### NON-EXECUTIVE DIRECTORS

Under the GEM Code Provision A.4.1, all the Non-executive Directors should be appointed for a specific term, subject to re-election. At present, the Non-executive Directors are not appointed for a specific term, but are subject to retirement by rotation and re-election in accordance with the Company's Articles of Association.

#### Code Provision A.6.7 and E.1.2

Code Provision A.6.7 stipulates that Independent Non-executive Directors and other Non-executive Directors should attend general meeting and have a fair understanding of the shareholders' opinion. Code Provision E.1.2 stipulates that the Chairman of the Board should attend the Annual General Meeting and also invite the Chairmen of the Audit Committee, the Remuneration Committee, the Nomination Committee and any other committee to the meeting.

Non-executive Directors and Independent Non-executive Directors could not attend the Annual General Meeting held on 29 September 2017 due to extraordinary business activities and unexpected events.

### 企業管治常規

本集團已採納一套企業管治守則(「公司守則」)，載列本集團在業務方向和管理其業務時所採用之企業守則及常規。公司守則乃參照GEM上市規則附錄十五內企業管治守則(「GEM守則」)所載之原則、守則條文及建議最佳常規而編製。董事會將繼續監控公司守則，並因應環境及GEM守則規定之變動對公司守則作出修訂和評估其企業管治常規之效益，以確保公司守則符合股東之預期及利益，與及遵守GEM守則。

除下文詳述者外，本公司期內均遵守GEM守則。

### 主席及行政總裁

GEM守則條文A.2.1規定主席與行政總裁的角色應有區分，並不應由一人同時兼任。主席與行政總裁之間的職責分工須清晰訂明並以書面形式載列。

王凱煌先生為本公司行政總裁兼主席，負責管理董事會及本集團業務。董事會考慮到現有董事會的架構及本集團的業務範疇，暫時沒有迫切需要改變現狀，認為王先生同時時間擔當兩個角色，有足夠能力作出優先次序，履行任務。但是，董事會會不斷地檢討本集團企業管治架構的成效，以評估是否有分開主席與行政總裁角色的需要。

### 非執行董事

根據GEM守則條文第A.4.1條，每位非執行董事之委任應有指定任期惟可膺選連任。現時，本公司之非執行董事並無特定任期，惟須根據本公司組織章程細則輪席告退及膺選連任。

#### 守則條文第A.6.7條及E.1.2條

守則條文第A.6.7條規定，獨立非執行董事及其他非執行董事應出席股東大會，並對股東的意見有公平的了解。守則條文第E.1.2條規定，董事會主席應出席股東週年大會。其亦應邀請審核、薪酬、提名及任何其他委員會主席列席。

非執行董事及獨立非執行董事由於臨時商務活動及未能預期之事務，未能出席於二零一七年九月二十九日舉行之股東週年大會。





# Corporate Governance Report (Continued)

## 企業管治報告(續)

### TRAINING AND SUPPORT FOR DIRECTORS

The Company reports to all Directors regularly to allow the Directors to fully understand the responsibility they share in the operation and the business of the Group. The Group arranges professional development training for all Directors to broaden and update their knowledge and skills, constantly informs all Directors about the GEM Listing Rules and the latest development of other applicable regulations to ensure the Directors comply with relevant regulation and raise their awareness of good corporate governance practices. All Directors have provided their training record.

The records of training the Directors received during the year ended 31 March 2018 are as follows:

### 董事培訓及支援

本公司定期向全體董事作出簡報，讓彼等充分瞭解作為董事就本集團營運與業務共同承擔之責任。本集團協助為全體董事安排專業發展培訓，以拓展及更新董事之知識及技能，並持續通知全體董事有關GEM上市規則及其他適用監管規則之最新發展，以確保彼等遵守有關規定，並提高彼等對良好企業管治常規之關注。全體董事已提供所接受培訓的紀錄。

於截至二零一八年三月三十一日止年度內，各董事所接受之培訓概述如下：

Name of Directors	董事姓名	Attending Conferences, Forums and/or Seminars 出席會議、論壇及／或研討會
<b>Executive Directors</b>	<b>執行董事</b>	
Mr. Wong Hoi Wong	王凱煌先生	✓
Mr. Lin En Fu	林穎甫先生	✓
<b>Non-executive Directors</b>	<b>非執行董事</b>	
Ms. Hsieh Yi Chen	謝宜蓁女士	✓
Ms. Wu Chiao Ru	巫巧如女士	✓
Mr. Lin Chien Hsin	林建新先生	✓
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>	
Mr. Chu Meng Chi	朱孟祺先生	✓
Ms. Chan Mei Sze	陳美詩女士	✓
Ms. Lin Yan Jenny	林焱女士	✓



# Corporate Governance Report (Continued)

## 企業管治報告(續)

### INSURANCE FOR DIRECTORS AND SENIOR STAFF

The Company has made appropriate arrangement regarding insurance, which covers potential legal action faced by Directors and senior staff.

### COMPANY SECRETARY

Mr. Wong Lam is the Company Secretary of the Company. His authorized duties include ensuring the Board of Directors to operate effectively and fulfill its duties, drafting agenda for the Board of Directors' meetings and shareholders' meetings and ensuring the clear and effective communication among members of the Board and also between members of the Board and the shareholders and management. During the year, the company secretary has undergone professional training for over 15 hours to gain the most updated knowledge to facilitate his discharge of duties.

### REMUNERATION COMMITTEE

#### Membership

1. The Committee shall consist of 3 Independent Non-Executive Directors appointed by the Board of Directors of the Company from time to time.
2. The Board shall nominate one of the members as the Chairman of the Committee.
3. The Company Secretary or his nominee shall act as the Committee's Secretary.

#### Frequency and proceedings of meetings

4. The Committee shall meet at least once every year.
5. The Chairman of the Committee may convene additional meetings at his discretion.
6. The quorum of a meeting shall be 2 members of the Committee.
7. Proceedings of meetings of the Committee shall be governed by the provisions of the Articles of Association of the Company.

#### Duties, powers and functions

8. The Committee shall:
  - (a) implement the remuneration policy laid down by the Board;
  - (b) recommend to the Board the policy and structure for the remuneration of Directors and senior management;
  - (c) review the remuneration of Directors and senior management;

### 董事及高級職員之保險

本公司已作出適當保險安排，涵蓋董事及高級職員可能面對之法律行動。

### 公司秘書

王琳先生為本公司之公司秘書，其獲授之職責包括確保董事會有效運作及履行其責任，擬定各董事會會議及股東會議議程及確保董事會成員之間並與股東及管理層資訊交流良好。本年內，公司秘書已參加超過15小時之相關專業培訓，以獲取最新知識，助其履行職責。

### 薪酬委員會

#### 成員

1. 委員會由本公司董事會不時委任的三名獨立非執行董事組成。
2. 董事會須提名委員會其中一名成員為委員會主席。
3. 公司秘書或其代名人須擔任委員會秘書。

#### 會議次數及議事程序

4. 委員會每年須召開會議至少一次。
5. 委員會主席可自行決定召開額外會議。
6. 二名委員會成員構成會議的法定人數。
7. 委員會會議的議事程序受本公司組織章程細則所規管。

#### 職責、權力及職能

8. 委員會須：
  - (a) 執行董事會釐定的薪酬政策；
  - (b) 就董事及高級管理人員薪酬的政策及結構向董事會提出建議；
  - (c) 檢討董事及高級管理人員的薪酬待遇；



# Corporate Governance Report (Continued)

## 企業管治報告(續)

### REMUNERATION COMMITTEE (continued)

#### Duties, powers and functions (continued)

- (d) review and approve the compensation arrangements in connection with any loss or termination of their office or appointment, or dismissal or removal for misconduct to Directors;
  - (e) review the criteria for assessing employee performance, which should reflect the Company's business objectives and targets;
  - (f) consider the annual performance bonus for Executive Directors, senior management, and the general staff, having regard to their achievements against the performance criteria and by reference to market norms and make recommendation to the Board;
  - (g) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
  - (h) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation.
9. The Committee shall be provided with sufficient resources to enable it to perform its functions.

#### Reporting Procedures

10. The Committee shall report to the Board on a regular basis.

The Chairman of the Remuneration Committee is Mr. Chu Meng Chi, an Independent Non-executive Director, and other members include Ms. Lin Yan Jenny and Ms. Chan Mei Sze being Independent Non-executive Directors.

During the year, the Remuneration Committee of the Company convened one meeting, and all matters concerning the determination of remuneration of the Directors and senior management were discussed. In addition, the remuneration policies and incentive mechanism applicable to the Directors and senior management and the overall remuneration system of the Group were further refined and reasonable recommendations were made to the Board in the meeting.

### NOMINATION COMMITTEE

#### Membership

1. The Committee shall consist of 5 Directors appointed by the Company's Board of Directors from time to time, at least 3 of them shall be Independent Non-executive Directors.
2. The Board shall designate one of the members as the Committee's Chairman.
3. The Company Secretary or his nominee shall act as the Committee's Secretary.

### 薪酬委員會(續)

#### 職責、權力及職能(續)

- (d) 檢討及批准有關董事因喪失或被終止其職務或委任或因行為失當而被解僱或罷免所涉及的賠償安排；
  - (e) 檢討評估僱員表現的準則；有關準則須反映本公司的業務目的及目標；
  - (f) 根據執行董事、高級管理人員及一般員工的表現準則評核其表現並參考市場標準，審議有關人員及員工的年度表現花紅，繼而向董事會提出建議；
  - (g) 採取任何行動使委員會可履行董事會賦予的權力及職能；及
  - (h) 符合董事會不時指定或本公司組織章程不時所載又或法例不時所定的任何要求、指示及規例。
9. 委員會應獲提供充足資源以履行其職能。

#### 匯報程序

10. 委員會須定期向董事會匯報。

薪酬委員會主席為獨立非執行董事朱孟祺先生，而其他成員包括林焱女士及陳美詩女士為獨立非執行董事。

年內，本公司之薪酬委員會召開一次會議，討論所有有關釐定董事及高級管理層薪酬之事項。此外，薪酬委員會進一步完善適用於董事及高級管理層之薪酬政策及獎勵機制，以及本集團之整體薪酬制度，並於該等會議上向董事會作出合理建議。

### 提名委員會

#### 成員

1. 委員會由本公司董事會不時委任的五名董事擔任，至少三名須為獨立非執行董事。
2. 董事會須指定委員會成員的其中一人為委員會主席。
3. 公司秘書或其代名人須擔任委員會秘書。



# Corporate Governance Report (Continued)

## 企業管治報告(續)

### NOMINATION COMMITTEE (continued)

#### Frequency and proceedings of meetings

4. The Committee shall meet at least once annually.
5. In addition, the Committee's Chairman may convene additional meetings at his discretion.
6. The quorum of a meeting shall be 3 Committee members.
7. Proceedings of the Committee's meetings shall be governed by the Company's Articles of Association.

#### Duties, powers and functions

8. The Committee shall:
  - (a) regularly review the structure, size and composition of the Board; and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;
  - (b) identify and nominate candidates to the Board;
  - (c) assess the independence of Independent Non-executive Directors;
  - (d) make recommendations to the Board on relevant matters relating to the succession planning for the Chairman, the Chief Executive Officer as well as the senior management;
  - (e) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
  - (f) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.
9. The Committee shall be provided with sufficient resources to enable it to perform its functions.

#### Reporting Procedures

10. The Committee shall report to the Board on a regular basis.

The Nomination Committee of the Company currently comprises five Directors, including two Executive Directors, namely Mr. Wong Hoi Wong and Mr. Lin En Fu, three Independent Non-executive Directors, namely Ms. Lin Yan Jenny, Mr. Chu Meng Chi and Ms. Chan Mei Sze, the Chairman of the Committee is Mr. Wong Hoi Wong.

During the year, the committee convened one meeting, reviewed the structure, size and composition of the Board; and made recommendations on any proposed changes to the Board to implement the Company's corporate strategy and discharged its powers and functions conferred on it by the Board.

### 提名委員會(續)

#### 會議次數及議事程序

4. 委員會每年須召開會議至少一次。
5. 委員會主席亦可自行決定召開額外會議。
6. 三名委員會成員構成會議的法定人數。
7. 委員會會議的議事程序受本公司組織章程細則所規管。

#### 職責、權力及職能

8. 委員會須:
  - (a) 定期檢討董事會的架構、人數及組成，並按本公司的企業策略向董事會提出任何改動建議；
  - (b) 物色候選人並向董事會提名；
  - (c) 評核獨立非執行董事的獨立性；
  - (d) 就主席、集團行政總裁及高級管理人員繼任計劃的有關事宜向董事會提出建議；
  - (e) 採取任何行動使委員會可履行董事會賦予的權力及職能；及
  - (f) 符合董事會不時指定或本公司組織章程不時所載又或法例不時所定的任何要求、指示及規例。
9. 委員會應獲提供充足資源以履行其職能。

#### 匯報程序

10. 委員會須定期向董事會匯報。

本公司提名委員會現時由五名董事擔任，包括兩名執行董事王凱煌先生及林穎甫先生，三名獨立非執行董事林焱女士、朱孟祺先生及陳美詩女士，委員會主席為王凱煌先生。

年內，委員會召開一次會議，檢討董事會的架構、人數及組成，並按本公司的企業策略向董事會提出建議及履行董事會賦予的權力及職能。



# Corporate Governance Report (Continued)

## 企業管治報告(續)

### DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for the preparation of the financial statements of the Group and ensure that the financial statements are in accordance with statutory requirements and applicable accounting standards. The Directors also ensure the timely publication of the financial statements of the Group.

The statement of the external auditor of the Company, BDO Limited, about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on pages 30 to 35 of this annual report.

### AUDIT COMMITTEE

- (a) The Audit Committee of the Company currently comprises three Independent Non-executive Directors, namely Ms. Lin Yan Jenny, Mr. Chu Meng Chi and Ms. Chan Mei Sze. The Audit Committee possesses a wealth of experience and expertise including accounting profession, and regulatory experience both in Hong Kong, Taiwan and the PRC. The Chairman of the committee is Mr. Chu Meng Chi.
- (b) During the year, the Board reviewed the terms of reference of the Audit Committee and has made relevant amendments to accommodate the requirements of the GEM Code, where appropriate.
- (c) The primary function of the Audit Committee is to review and supervise the Group's financial reporting system, internal control procedures and to maintain good and independent communications with the management as well as auditor of the Company.
- (d) In discharging its responsibility, the Audit Committee has performed the following work:
  - (i) reviewed the draft annual and quarterly financial statements during the year; and
  - (ii) reviewed, in conjunction with the auditor, the development of accounting standards and assessed their potential impacts on the Group's financial statements.
- (e) The Audit Committee met four times during the year to review the results of the Group.
- (f) Audit Committee is to be responsible for making recommendation to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of resignation or dismissal of that auditor.

### 董事對財務報表之責任

董事知悉彼等編製本集團財務報表之責任，並確保財務報表乃根據法定規定及適用會計準則編製。董事亦須確保本集團之財務報表能如期刊發。

本公司獨立核數師香港立信德豪會計師事務所有限公司就其對本集團財務報表申報責任之聲明載於本年報第30至35頁之獨立核數師報告。

### 審核委員會

- (a) 本公司審核委員會現時由三名獨立非執行董事組成，即林焯女士、朱孟祺先生及陳美詩女士。審核委員會擁有會計專業資格、以及香港、台灣及中國規管之豐富經驗及專長。委員會主席由朱孟祺先生擔任。
- (b) 年內，董事會已審閱審核委員會之職權範圍，並作出適當修訂，以符合GEM守則之規定。
- (c) 審核委員會主要職責為審閱及監督本公司財務報告體系、內部監控程序，並與本公司管理層及核數師保持良好及獨立之溝通。
- (d) 於履行其職責時，審核委員會已進行下列工作：
  - (i) 審閱年內之年度及季度財務報表草稿；及
  - (ii) 與核數師審閱會計準則之發展並評估準則對本集團財務報表之潛在影響。
- (e) 審核委員會於年內舉行四次會議，審閱本集團業績。
- (f) 審核委員會負責就委任、重新委任及罷免外聘核數師向董事會提出建議，並批准外聘核數師的薪酬及聘任條款、以及處理任何有關該核數師辭任或辭退該核數師的問題。



# Corporate Governance Report (Continued)

## 企業管治報告(續)

### AUDITOR

During the year ended 31 March 2018, audit service fees payable to auditors amounted to HK\$603,000 (2017: HK\$575,000). Non-audit services fee was payable to auditors during the year amounted to HK\$100,000 (2017: Nil).

### Internal control and risk management

The Board is responsible for a reliable and efficient internal control and risk management system of the Group and reviews whether the operation is adequate and effective through the Audit Committee.

Internal control and risk management system includes the management, the authority and responsibilities of whom is as follows:

- (1) help to achieve business target and protect the Group's assets;
- (2) ensure the proper maintenance and reliability of accounting record and financial report;
- (3) ensure compliance with relevant regulations; and
- (4) Identify and reduce the Group's major risk.

The purpose of establishing internal control and risk management system is to reasonably prevent the Group from material mistake and loss and to closely monitor the risks threatening the Group to achieve targets.

During this financial year, according to the assessment of the Group's management, the Audit Committee believes that:

- A. the Group has conducted an identification, assessment and management process for material risks threatening to its businesses; and
- B. an effective and proper internal control and risk management system has been maintained throughout this financial year.

Having regards to the simple nature and size of the Group's business projects during the financial year, the Group did not establish a special internal audit department. In future, the Board will have an annual review to assess whether it is necessary to set up such department to carry out internal audit.

### 核數師

截至二零一八年三月三十一日止年度，應付核數師之核數費用為603,000港元(二零一七年：575,000港元)。本年內應付核數師之非核數服務費為100,000港元(二零一七年：無)。

### 內部監控及風險管理

董事會負責確保集團有一可靠及有效的內部監控及風險管理系統，並透過審核委員會檢討其在運作上是否足夠和有效。

內部監控及風險管理系統包含管理階層，其權限及責任：

- (1) 協助達成業務目標及保障集團資產；
- (2) 確保會計記錄妥善存置及財務報告之可靠程度；
- (3) 確保遵守有關法例；及
- (4) 確認及降低本集團的主要風險。

建立內部監控及企業風險管理系統旨在合理地預防集團發生重大的錯誤或損失，並就可能危害集團達成目標的風險予以密切監控。

於本財政年度內，根據集團管理層之評估結果，審核委員會相信：

- A. 本集團已就可能對其業務構成威脅之重大風險進行確定、評估及管理程序；及
- B. 於本財政年度一直維持有效及適當的內部監控及風險管理系統。

經考慮到本財政年度內本集團之業務項目簡單以及規模，本集團本財政年度內並沒有特別成立內部審核部門，未來董事會將每年檢討是否需要成立此一部門執行內部審核的功能。





# Corporate Governance Report (Continued)

## 企業管治報告(續)

### CONSTITUTIONAL DOCUMENTS

There is no significant change in the constitutional documents during the year.

### PARTICULARS OF SHAREHOLDER RIGHTS

1. The Articles of Association set out the rights of our shareholders.
2. All shares have the same voting rights and are entitled to the dividends declared.
3. Pursuant to the Articles of Association, Shareholder(s) holding not less than one-tenth of the paid-up capital may request the Board to convene an extraordinary general meeting. The objects of the meeting must be stated in the related requisition deposited at the registered office.
4. For including a resolution relating to other matters in a general meeting, shareholders are requested to follow the requirements and procedures as set out in the Articles of Association.
5. Pursuant to the Articles of Association, if a shareholder wish to propose a person other than a retiring Director for election as a Director at a general meeting, the shareholder should deposit a written notice of nomination which shall be given to the Company Secretary within the 7-day period commencing the day after the despatch of the notice of the meeting (or such other period as may be determined and announced by the Directors from time to time).
6. Shareholders have the right to receive corporate communications in hard copies.
7. Shareholders whose shares held in the Central Clearing and Settlement System (CCASS) may notify us from time to time through Hong Kong Securities Clearing Company Limited if they wish to receive our corporate communications.

### 組織章程文件

年內組織章程文件並無重大變動。

### 股東權利

1. 《公司組織章程細則》內載有股東的權利。
2. 所有股份均擁有投票權及可獲派已宣派之股息。
3. 根據《公司組織章程細則》，持有實繳股本不少於十分之一的股東可要求董事會召開股東特別大會，並在有關請求書（交往註冊辦事處）上註明會議的目的。
4. 在股東大會上提呈關於其他事宜的決議案，股東須遵守《公司組織章程細則》所載的規定及程序。
5. 根據《公司組織章程細則》，若有股東欲推薦將退任董事以外的人士在股東大會上參選董事，股東須於會議通告派發翌日起計7天內（或董事不時訂立及公告的任何其他期間），向公司秘書送交書面提名通知。
6. 股東有權收取公司通訊的印刷本。
7. 在中央結算及交收系統(CCASS)持有股份的股東如欲收取公司通訊，可不時透過香港中央結算有限公司通知本公司。



# Corporate Governance Report (Continued)

## 企業管治報告(續)

### SHAREHOLDERS COMMUNICATION POLICY

1. This Policy aims to set out the provisions with the objective of ensuring Shareholders are provided with information about the Company, in order to enable Shareholders to exercise their rights in an informed manner, and to allow Shareholders to engage actively with the Company.
2. The Board shall maintain an on-going dialogue with Shareholders, and will regularly review this Policy to ensure its effectiveness.
3. Information shall be communicated to Shareholders mainly through the Company's financial reports, annual general meetings and other general meetings that may be convened, as well as by making available all the disclosures submitted to the Stock Exchange and its corporate communications and other corporate publications on the website.
4. Shareholders should direct their questions about their shareholdings to the Company's Registrar.
5. Corporate communication will be provided to Shareholders in plain language and in both English and Chinese versions to facilitate Shareholders' understanding. Information released by the Company to the Stock Exchange is also posted on the Company's website immediately thereafter. Such information includes financial statements, results announcements, circulars and notices of general meetings and associated explanatory documents etc.
6. Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at meetings for and on their behalf if they are unable to attend the meetings. Board members, appropriate management executives and external auditor will attend annual general meetings to answer Shareholders' questions.

### BOARD DIVERSITY POLICY

The Company's Board adopted a Board Diversity Policy. Under the Policy, the Company recognizes and embraces the benefits of having a diverse Board with a vision for the Company to achieve a sustainable and balanced development. Appointments of directors are made on merits, including but not limited to, sex, age, cultural and educational background, while having due regard for the benefits of diversity of the Board. They represent diverse career experience in both international and local enterprises. They bring with them diverse professional backgrounds, spanning management, advisory and finance.

The Board composition reflects various cultural and educational backgrounds, professional development, length of service, knowledge of the Company and a broad range of individual attributes, interests and values. The Board considers the current line-up has provided the Company with a good balance and diversity of skills and experience for the requirements of its business. The Board will continue to review its composition from time to time taking into consideration board diversity for the requirements and benefits of the Company's business.

### 股東通訊政策

1. 本政策所載條文旨在確保股東可適時取得本公司資料，一方面使股東可在知情情況下行使權力，另一方面也讓股東與本公司加強溝通。
2. 董事會持續與股東保持對話，並會定期檢討本政策以確保成效。
3. 本公司向股東傳達資訊的主要渠道為：本公司的財務報告；股東週年大會及其他可能召開的股東大會；並將所有呈交予聯交所的披露資料，以及公司通訊及其他公司刊物登載在網站。
4. 股東如對名下持股有任何問題，應向本公司的股份過戶登記處提出。
5. 向股東發放的公司通訊以淺白中、英雙語編寫，以利便股東了解通訊內容。本公司發送予聯交所的資料亦會隨即登載在公司網站。有關資料包括財務報表、業績公告、通函、股東大會通告及相關的說明文件等等。
6. 股東宜參與股東大會，如未能出席，可委派代表代其出席並於會上投票。董事會成員、適當的行政管理人員及外聘核數師均會出席股東週年大會回答股東提問。

### 董事會成員多元化政策

本公司董事會採納了一項《董事會成員多元化政策》。根據該政策，本公司明白並深信一個成員多元化的董事會對達致可持續的均衡發展裨益良多。董事的委任均以用人唯才為原則，包括但不限於性別、年齡、文化及教育背景，同時亦充分顧及董事會成員多元化的裨益。彼等具有在國際及本地企業發展事業的多方面經驗，把管理、顧問、財務等不同領域的專業背景帶入董事會。

董事會成員組合反映不同的文化及教育背景、專業發展、服務任期、對本公司的認識，以及廣泛的個人特質、興趣和價值觀。董事會認為目前的成員組合為本公司提供了切合本公司業務的均衡及多元化技能和經驗。董事會會按本公司的業務需要及裨益考慮董事會成員多元化，繼續不時檢討其成員組合。



# Environmental, Social and Governance Report

## 環境、社會及管治報告

The Group recognises the importance of environmental protection and thereby endeavors to look for environmental protection solution to achieve low-carbon and simple office culture in order to create a better future.

This report is prepared with reference to the "Environmental, Social and Governance Reporting Guide" as set out in Appendix of the GEM Listing Rules.

### A. Environmental

The Group strongly encourages the staff to implement a green office culture, such as, if possible, sending and scanning documents by email in order to reduce paper usage. Meanwhile, we also require staff to use recycled papers first for printing internal documents and minimizes the using of one-off products. In addition, in order to reduce the environmental impact of staff's business trip, we hold meetings by teleconference as far as possible, which can reduce the cost of business trip, on the other hand, can minimize the adverse environmental impact from travelling. Besides, we ask our clients to provide electronic monthly statements as far as possible to reduce paper usage.

Since the conservation of global environment and natural resources has fundamental impact to the human beings, it is the responsibility of all our peoples to protect the environment. We reduce energy and natural resources consumption in practice, reduce wastes, and choose renewable and recycled products as far as possible. In addition, we encourage our clients and suppliers to attach importance to environmental measures and practice.

#### A1 Emissions

We strive to implement the following emissions reduction measures during our daily operation:

1. Reduce time of lighting usage;
2. Strengthen the shading and insulation of office, so as to delay the turning on of air-conditioner or turning off air conditioning early;
3. Replace high efficiency and energy saving light pipe and LED lighting system;
4. Purchase energy saving office equipment; and
5. Provide staff with green office information.

Reduce carbon emissions and reduce waste by wastage reduction and strict waste sorting and recycling.

#### A2 Use of Resources

During the past year, carbon emissions from electricity usage were about 14,089 (kWh) (last year 15,255kWh).

We actively use the office equipment, so that the best efficiency can be attained in our daily operation.

本集團深明保護環境之重要性，因此我們努力尋求環保方案，奉行低碳簡約的辦公室節能活動，竭力創造更美好之明天。

本報告乃參考GEM上市規則附錄所載《環境、社會及管治報告指引》而編製。

### A. 環境

本集團積極鼓勵員工奉行綠色相關的辦公室指引，如儘量使用掃描功能，並以電子郵件傳遞文件，以減少紙張的使用。同時要求員工如需列印內部文件應優先使用單面紙張列印的廢棄文件，並儘量避免一次性產品的使用。此外，為降低員工公幹對環境的影響，我們儘量透過電話會議，以降低出差所乘搭交通工具對環境帶來的負面影響；再者，要求往來的客戶儘量提供電子月結單服務，以節省紙張等。

由於地球環境和天然資源的保育，對全人類有著根本的影響，因此，保護環境是不容忽視的共同責任。我們以具體行動在業務活動中減少耗用能源和天然資源，以減少碳量的排放，並儘可能使用含再生物料及可循環使用的環保產品。同時，我們亦鼓勵客戶和供應商重視與實踐環保措施。

#### A1 排放物

我們在日常營運中，致力實施以下減排措施：

1. 減少燈光使用時間；
2. 加強辦公室的遮陽與隔熱效果，延後打開或提早關閉冷氣；
3. 更換高效節能的光管和LED燈照明系統；
4. 購買有節能效益的辦公室設備；及
5. 為員工提供綠色辦公室的資訊。

透過減少製造廢棄物和嚴格進行廢棄物的分類與回收來減少碳量的排放以及廢棄物的減量。

#### A2 資源使用

過去一年，我們使用電力能源產生的碳排放量約為14,089(千瓦時)(去年15,255千瓦時)。

我們積極透過運用辦公室設備，使日常運作達致最佳效率。



# Environmental, Social and Governance Report (Continued)

## 環境、社會及管治報告(續)

### A3 The Environment and Natural Resources

During the past year, our paper wastage was 101kg (last year 117kg).

In order to protect natural resources, we choose green purchases, such as buying environmentally friendly toners and ink cartridges. At the same time, we reduce the use of photocopying paper by double-sided printing and use recycled papers; use the photocopier's scanning function to replace document fax and file storage, and implement online vacation application system, online internal document approval, and agree with business partners to transfer documents by emails, electronic billings and other forms of documents to reduce paper usage, as far as possible.

## B. Social

### B1 Employment

The Group equally treats every employee without considering their ethnicity, race, nationality, sex, religion, age and marriage status when determining their employment, remuneration package and promotion. To create a diversified working environment, we hope that all staff can appreciate, take care and respect each other regardless of their difference.

### B2 Health and Safety

The Group's human resources policy is to attract and foster excellent talents and provide a proper environment for them to unlock their potential. Therefore, prefect staff management system, reasonable remuneration and benefit package, supportive training and development solution, optimized working environment and adequate health and medical and operation safety insurance are important measures for our human resources strategy.

We will establish a working environment without worry to realize our common vision and share the result of sustainable development with our staff.

### B3 Development and Training

Staff is the most important asset of the Group. Therefore, the Group pays serious attention to the promotion and training of staff. In addition to providing internal and external training and career development opportunities to our staff, Our senior management maintains communication with the staff at any time, encourage and guide the staff to put their energy into work and inspire them to work hard together to fulfill our business targets. We foster professional team through training in order to support our sustainable business development.

### B4 Labour Standards

The Group has established the "Employment and Compensation & Benefits Policies" to meet the requirements of "Employment Ordinance" and the "Mandatory Provident Fund Schemes Ordinance". The Group is forbidden to recruit child labor and compulsory labor. The Group is fully responsible for the employer's liability, including the provision of benefits to employees.

### A3 環境及天然資源

過去一年，我們紙張耗量為101千克(去年117千克)。

為保護天然資源，我們選擇綠色採購，如購買環保碳粉和墨盒。同時，藉由雙面打印、已廢棄單面紙張背面重用打印，以減少影印紙的使用；利用影印機的掃描功能以代替文件傳真及檔案儲存，並實施網上休假申請系統、網上內部文件審批，以及與業務合作夥伴取得共識儘量以電子郵件、電子帳單等形式傳遞文件以減少紙張的使用。

## B. 社會

### B1 僱傭

本集團平等對待每位員工，不會因員工的民族、種族、國籍、性別、宗教、年齡與婚姻狀況等而影響其錄用、待遇與升遷。為營造多元性的工作環境，我們期望所有員工不論個人的差異性，都能彼此欣賞、關懷和尊重。

### B2 健康與安全

本集團的人力資源策略是要吸引及培育優秀人才，並為其提供適當的工作環境讓其盡展所長。因此，完善的人員管理制度、合理的薪資報酬及員工福利規劃、適得其用的員工培訓及發展方案、優化的上班環境以及適切的健康醫療與作業安全保險等皆是我們人力資源策略的重要方針。

我們藉由打造讓員工無後顧之憂的工作環境，實現員工與企業的共同願景，讓員工與企業持續共同發展。

### B3 發展及培訓

員工是本集團最重要的資產。因此，本集團非常重視員工的晉升與培訓。除了為員工提供內部與外部的培訓課程及職業發展機會，我們的高層管理人員隨時與員工保持良好溝通，鼓勵並指導員工積極投入工作及提升其士氣，為共同達成業務目標而努力。我們透過員工培訓，培育專業團隊，以支持企業業務持續發展。

### B4 勞工準則

本集團訂立的《僱傭及薪酬與福利政策》，一概遵循《僱傭條例》及《強制性公積金計劃條例》的要求。本集團嚴禁招聘童工及強制勞工。本集團全面履行僱主的法律責任，包括提供員工應有的福利。



# Environmental, Social and Governance Report (Continued)

## 環境、社會及管治報告(續)

### B5 Supply Chain Management

The Group relies on the products and services from the suppliers to support our business operation and to provide quality services to customers. Accordingly, supply chain management is an important part of the Group's operation. As such regard, we establish following assessment criteria for the suppliers, including three aspects such as environmental protection, social responsibility and ethics. Meanwhile, we set up a transparent and arm's length procuring procedure. Before placing orders for products and services, the Group conducts a qualification assessment on the supplier to ensure to obtain the best products from a suitable supplier. The assessment includes reviewing the supplier's costs, quality, environmental protection awareness, conduct, and performance of social responsibility etc. Such requirements to suppliers are not only for protect our business, but also represent our effort to fulfill social responsibility.

### B6 Product Responsibility

The Group requires all staff to be superb, professional and honest. In order to ensure all staff formalized with and strictly following each relevant regulations and code of conducts, the Group set up a code of conducts that our staff must strictly comply with, which lists the matters all staff shall have to follow, covering relevant matters in relation to regulations and governance, including prevention of bribery, use of information and personal conduct.

### B7 Anti-corruption

The Group strictly abides by anti-corruption and incorruptible laws and regulations. Internally, the Group has implemented a staff code and management system, requiring all employees to maintain a high level of business ethics. The Audit Committee of the Group is responsible for internal control matters relating to anti-corruption.

### B8 Community Investment

The Group supports community activities and engages in community services and promote community development with a view to create a harmonious community and to fulfill our responsibility as a corporate citizen. As we know it is favorable for the Group's business development in a society with hope, love and care. The Group actively builds up a corporate culture for loving and caring society by encouraging staff to engage in voluntary service in community, bringing social activities into our activities, which improves staff's belongingness and loyalty while giving back to the community.

### B5 供應鏈管理

本集團有賴供應商的產品與服務來支持我們業務的運營，讓我們可以為客戶提供優質的產品與服務。因此，對於供應鏈的管理是本集團營運過程重要一環。為此，我們對供應商訂立了下述評估標準，包括有關環境保護、社會責任和道德實踐三個方面。同時，我們制定具透明度和符合公平原則的採購程序。在向供應商訂購產品或服務前，本集團會對供應商進行資格審查，確保從適合的供應商取得最佳的產品，審查項目包括成本、質素、環保意識、道德行為和社會責任等等。我們對供應商的要求，不僅為保障我們的業務，同時也帶動了供應商共同對於社會責任的重視。

### B6 產品責任

本集團要求所有員工必須具備高質素、專業以及誠信的品德。為使所有員工熟悉並嚴守各項有關法例及行為守則，本集團訂有員工均須遵守的職員行為守則。該守則列出所有員工必須遵守之事項，範圍涵蓋法例及監管之有關事項，其中包括防止賄賂、資料運用及個人行為規則等。

### B7 反貪污

本集團嚴格遵守反貪污和廉潔的法律法規，集團內部訂有員工守則和管理制度，要求所有員工保持高水平的商業道德。本集團審核委員會負責有關反貪腐的內部控制事項。

### B8 社區投資

本集團支持社區活動，參與社群服務並推動社區發展，以促進社區和睦共融，履行良好企業公民的責任。因為我們知道，一個充滿希望和關愛的社會，亦有助於本集團業務的發展。本集團積極建立關愛社會的企業文化，我們鼓勵員工參與社區的義工服務，將社會服務融入集團活動，於回饋社會的同時，提升員工對集團的認同與歸屬感。





# Directors' Report

## 董事會報告

The Directors submit their report together with the audited financial statements for the year ended 31 March 2018.

### PRINCIPAL ACTIVITIES

The Group is principally engaged in (i) property leasing; (ii) trading business; and (iii) the information technology industry as a developer and provider of a range of solutions pertaining to Linux-based systems and others. During the year, the Group has expanded its scope of services to provide Fintech solutions and related post contract support services. The activities of the subsidiaries are set out in note 16 to the consolidated financial statements.

### SEGMENT REPORTING

An analysis of the Group's performance for the year is set out in note 6 to the consolidated financial statements.

### RESULTS

The financial performance of the Group for the year ended 31 March 2018 and the financial position of the Company and of the Group at that date are set out on pages 36 to 93.

The Directors do not recommend the payment of a dividend.

### RESERVES

Movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on page 40 and in note 25(d) to the consolidated financial statements, respectively.

### DISTRIBUTABLE RESERVES

As at 31 March 2018, the Company had no distributable reserves.

### PROPERTY, PLANT AND EQUIPMENT

Movements in property, plant and equipment during the year are set out in note 14 to the consolidated financial statements.

### PRE-EMPTIVE RIGHTS

There are no provisions for the pre-emptive rights under the Company's Articles of Association, or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

### FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 94 to 95.

董事提呈其報告連同截至二零一八年三月三十一日止年度之經審核財務報表。

### 主要業務

本集團主要從事(i)物業租賃；(ii)貿易業務及(iii)資訊科技業內開發及提供一系列有關Linux系統及其他系統的解決方案。於年內，本集團已擴大其服務範圍以提供金融科技系統解決方案及相關售後支援服務。附屬公司之業務載於綜合財務報表附註16。

### 分部報告

本年度本集團表現分析載於綜合財務報表附註6。

### 業績

本集團截至二零一八年三月三十一日止年度之財務表現及本公司及本集團於該日之財務狀況載於第36頁至第93頁。

董事不建議派付股息。

### 儲備

本集團及本公司於年內之儲備變動分別載於年報第40頁之綜合權益變動表及綜合財務報表附註25(d)。

### 可供分派儲備

於二零一八年三月三十一日，本公司並無可供分派之儲備。

### 物業、廠房及設備

年內物業、廠房及設備之變動載於綜合財務報表附註14。

### 優先購股權

本公司之公司組織章程細則或開曼群島法例並無載有有關規定本公司須按比例向現有股東提呈發售新股份之優先購股權條文。

### 五年財務摘要

本集團過去五個財政年度之業績及資產與負債概要載於第94頁至第95頁。





## Directors' Report (Continued)

### 董事會報告(續)

#### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

The Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's listed securities during the year.

#### DIRECTORS

The Directors during the year were:

##### Executive Directors:

Mr. Wong Hoi Wong  
Mr. Lin En Fu

##### Non-executive Directors:

Ms. Hsieh Yi Chen  
Ms. Wu Chiao Ru  
Mr. Lin Chien Hsin

##### Independent Non-executive Directors:

Mr. Chu Meng Chi  
Ms. Chan Mei Sze  
Ms. Lin Yan Jenny

In accordance with article 116 of the Company's Articles of Association, Mr. Lin En Fu, Mr. Lin Chien Hsin and Ms. Lin Yan Jenny shall retire from the Board by rotation and, being eligible, offer themselves for re-election.

#### DIRECTORS' SERVICE CONTRACTS

No director has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

#### DIRECTORS' INTERESTS IN CONTRACTS

Apart from the transactions as disclosed in note 28 to the consolidated financial statements, no other contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest subsisted at the end of the year or at any time during the year.

#### 買賣或贖回上市證券

本公司於年內概無贖回其任何股份。本公司或其任何附屬公司於年內概無買賣本公司任何上市證券。

#### 董事

年內之董事如下：

##### 執行董事：

王凱煌先生  
林穎甫先生

##### 非執行董事：

謝宜蓁女士  
巫巧如女士  
林建新先生

##### 獨立非執行董事：

朱孟祺先生  
陳美詩女士  
林焱女士

根據本公司之公司組織章程第116細則，林穎甫先生、林建新先生及林焱女士須輪席告退董事會，惟合資格並願膺選連任。

#### 董事之服務合約

董事並無與本公司訂有任何本公司不得在未有作出補償(法定補償除外)的情況下於一年內終止之服務合約。

#### 董事於合約之權益

除綜合財務報表附註28所披露之交易外，於年底或年內任何時間，概無任何由本公司或其任何附屬公司訂立且本公司董事在其中擁有重大權益之其他重大合約。



# Directors' Report (Continued)

## 董事會報告(續)

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES OF THE COMPANY

As at 31 March 2018, the interests or short positions of the Directors and Chief Executives 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 ("SFO"), Chapter 571 under the Laws of Hong Kong), which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they have taken or deemed to have taken under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rule 5.61 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

#### (a) Long positions in ordinary shares and underlying shares of the Company

### 董事及主要行政人員於本公司證券之權益

於二零一八年三月三十一日，各董事及主要行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債券持有任任何根據證券及期貨條例第XV部第7及8分部已知會本公司及聯交所之權益或短倉（包括根據證券及期貨條例有關條文彼等被當作或視為擁有之權益或短倉），或根據證券及期貨條例第352條須登記於該條文所述之登記冊之權益或短倉，或根據GEM上市規則第5.61條須知會本公司及聯交所之權益或短倉如下：

#### (a) 本公司普通股及相關股份之長倉

Name of director  董事姓名	Type of interests and number of shares held 權益類別及所持股份數目		Total  總計	Percentage of the Company's issued share capital 佔本公司 已發行股本 百分比
	Personal interest  個人權益	Other interest  (Note) (附註)		
Mr. Lin Chien Hsin 林建新先生	5,295,000	—	5,295,000	2.03%
Mr. Wong Hoi Wong 王凱煌先生	—	1,508,600	1,508,600	0.58%

Note: These shares are registered in the name of Eaglemax International Investment Limited ("EIL"), a company owned by Intelligent Management Limited ("IML") as the trustee of Intelligent Management Discretionary Trust, a family discretionary trust, the objects of which include Mr. Wong Hoi Wong, his family and any charity in the world. As at 31 March 2018, Mr. Wong Hoi Wong held the entire issued share capital of IML. By virtue of SFO, Mr. Wong Hoi Wong has an interest of such shares.

附註：該批股份乃以 Eaglemax International Investment Limited（「EIL」）之名義登記持有。該公司由 Intelligent Management Limited（「IML」）以家族全權信託 Intelligent Management Discretionary Trust 之受託人身份擁有；該項信託受益人包括王凱煌先生及其家屬以及全球任何慈善團體。於二零一八年三月三十一日，王凱煌先生持有 IML 全部已發行股本。依據證券及期貨條例，王凱煌先生擁有該等股份之權益。



## Directors' Report (Continued)

### 董事會報告(續)

#### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES OF THE COMPANY (continued)

##### (b) Short positions in the shares and underlying shares of the Company

Save as disclosed herein, as at 31 March 2018, none of the Directors had short positions in the shares or underlying shares of equity derivatives of the Company.

Save as disclosed herein, as at 31 March 2018, none of the Directors had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rule 5.61 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

#### SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31 March 2018, the following persons (not being the Directors and Chief Executives of the Company) had interests or short positions in the shares, underlying shares or debentures of the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under Section 336 of the SFO as follows:

Name of shareholder 股東名稱	Number of shares held 持有 股份數目	Approximate percentage of issued share capital 佔已發行股本之 概約百分比
Ms. Wang Ying Fang Wang Ying Fang 女士	40,000,000	15.34%
Extra Bright Trading Limited (Note 1 附註 1)	46,279,750	17.75%

Note :

- Extra Bright Trading Limited is owned as to 49% and 51% by Yarn Shouu Bair and Advanced Enterprises Limited respectively. Advanced Enterprises Limited is wholly owned by Chang Wei Min. Chang Wei Min and Yarn Shouu Bair are deemed to be interested in all the Shares held by Extra Bright Trading Limited under the SFO.

Save as disclosed above, as at 31 March 2018, there was no person (not being the Directors and Chief Executives of the Company) who had any interests or short positions in the shares, underlying shares and debentures of the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under Section 336 of the SFO.

#### 董事及主要行政人員於本公司證券之權益(續)

##### (b) 本公司股份及相關股份之短倉

除本報告披露者外，於二零一八年三月三十一日，各董事概無於本公司之股份或股本衍生工具之相關股份中擁有任何短倉。

除本報告披露者外，於二零一八年三月三十一日，各董事概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券持有任何根據證券及期貨條例第XV部第7及8分部已知會本公司及聯交所之權益或短倉(包括根據證券及期貨條例有關條文彼等被當作或視為擁有之權益或短倉)，或根據證券及期貨條例第352條須登記於該條文所述之登記冊內之權益或短倉，或根據GEM上市規則第5.61條須知會本公司及聯交所之權益或短倉。

#### 主要股東之權益

於二零一八年三月三十一日，擁有證券及期貨條例第XV部第2及3分部條文項下或證券及期貨條例第336條規定須存置之登記冊所記錄之本公司股份、相關股份或債券之權益或短倉之人士(非本公司董事及主要行政人員)如下：

附註：

- Extra Bright Trading Limited 由 Yarn Shouu Bair 及 Advanced Enterprises Limited 分別擁有 49% 及 51%。Advanced Enterprises Limited 由 Chang Wei Min 全資擁有。根據證券及期貨條例，Chang Wei Min 及 Yarn Shouu Bair 被視為於 Extra Bright Trading Limited 持有的所有股份中擁有權益。

除上文披露者外，於二零一八年三月三十一日，概無任何人士(非本公司董事及主要行政人員)擁有證券及期貨條例第XV部第2及3分部條文項下或證券及期貨條例第336條規定須存置之登記冊所記錄之本公司股份、相關股份或債券之權益或短倉。



## Directors' Report (Continued)

### 董事會報告(續)

#### MAJOR CUSTOMERS AND SUPPLIERS

During the year, the percentage of purchase attributable to the five largest suppliers in aggregate is less than 30%.

The sales to the five largest customers of the Group accounted for approximately 90% of the total sales for the year and the sales to the largest customer included therein accounted for approximately 39%.

Save as disclosed below, none of the Directors, their respective associates and shareholders of the Company (which to the knowledge of the Directors own more than 5% of the issued share capital of the Company) had any interest in any of the five largest customers and suppliers of the Group for the year.

After completion of loan capitalisation and issue of shares under general mandate on 27 February 2018, a total of 35,180,000 subscription shares have been successfully subscribed by Extra Bright Trading Limited at the subscription price of HK\$1.0 per subscription share pursuant to the terms and conditions of the subscription agreement, Extra Bright Trading Limited is owned as to 49% and 51% by Yam Shouu Bair and Advanced Enterprises Limited respectively. Advanced Enterprises Limited is wholly owned by Chang Wei Min. Chang Wei Min and Yam Shouu Bair are deemed to be interested in all the shares held by Extra Bright Trading Limited under the SFO, and Chang Wei Min also has interest in one of the five largest customers.

#### CONNECTED TRANSACTIONS

Details of connected transactions under the GEM Listing Rules during the year are set out in notes 28(a) and (b) to the consolidated financial statements.

#### COMPETING INTERESTS

None of the Directors, the substantial shareholders or the management shareholders (as defined in the GEM Listing Rules) had any interests in any business which competed with or might compete with the business of the Group.

#### SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 March 2018.

#### CORPORATE STRATEGY

The Group's strategy is to generate stable income through property investment and software business. Our corporate values rest in growing the presence of our existing businesses and identifying new business and investment opportunities not limited to our current businesses in order to deliver value to both our customers and our shareholders. All such opportunities will continue to be diligently and carefully evaluated by the Board with the view of delivering value to our shareholders. We believe implementing disciplined business strategies and prudent financial management serves this purpose by preserving the longevity and sustainability of our businesses.

#### 主要客戶及供應商

年內，向五大供應商採購的百分比累計少於30%。

本集團向五大客戶的銷售佔年度銷售總額約90%，而最大客戶的銷售則佔約39%。

除下文披露外，據董事所知，擁有本公司已發行股本5%以上之董事、彼等各自之聯繫人士及本公司股東，於年內概無在本集團任何五大客戶及供應商中擁有任何權益。

於二零一八年二月二十七日完成貸款資本化及根據一般授權發行股份後，Extra Bright Trading Limited已根據認購協議的條款及條件按認購價每股認購股份1.0港元成功認購合共35,180,000股股份，Extra Bright Trading Limited由Yam Shouu Bair及Advanced Enterprises Limited分別擁有49%及51%。Advanced Enterprises Limited由Chang Wei Min全資擁有。根據證券及期貨條例，Chang Wei Min及Yam Shouu Bair被視為於Extra Bright Trading Limited持有的所有股份中擁有權益，Chang Wei Min並於其中一個五大客戶中擁有權益。

#### 關連交易

年內進行之GEM上市規則所述關連交易詳情載於綜合財務報表附註28(a)及(b)。

#### 競爭權益

概無任何董事、主要股東或管理層股東(定義見GEM上市規則)在任何與本集團有競爭或可能出現競爭之業務中擁有任何權益。

#### 足夠公眾持股量

本公司於截至二零一八年三月三十一日止整個年度一直維持足夠之公眾持股量。

#### 公司策略

本集團之策略為透過物業投資及軟件業務，以獲得穩定之收入。本集團之企業價值有賴其現有之業務之增長、發掘新業務及不限於其現有業務之投資機會，藉以提升價值予其顧客及股東。董事局將繼續殷勤並謹慎地評估所有該等商機，以及提升價值予其股東。本集團相信藉推行嚴控之業務策略及審慎之財務管理，可維持其業務之長久性及持續性而達成此目標。



## Directors' Report (Continued)

### 董事會報告(續)

#### AUDIT COMMITTEE

The Company established an Audit Committee with written terms of reference in compliance with the GEM Listing Rules. The duties of the Audit Committee are to review and to provide supervision over the financial reporting process and internal control system of the Group. The Audit Committee comprises three Independent Non-executive Directors, namely Ms. Lin Yan Jenny, Mr. Chu Meng Chi and Ms. Chan Mei Sze.

During the year, the Audit Committee has met four times to review the results of the Group.

#### AUDITOR

The consolidated financial statements of the Company have been audited by BDO Limited.

BDO Limited retire and, being eligible, offer themselves for re-appointment. A resolution will be submitted to the Annual General Meeting of the Company to re-appoint Messrs. BDO Limited as auditor of the Company.

By Order of the Board

**Wong Hoi Wong**

*Chairman*

Hong Kong, 28 June 2018

#### 審核委員會

本公司根據GEM上市規則成立審核委員會，並書面訂明其職權範圍。審核委員會之職責包括審閱及監管本集團之財務申報程序及內部監控制度。審核委員會由三名獨立非執行董事林焱女士、朱孟祺先生及陳美詩女士組成。

審核委員會於年內召開過四次會議，以審閱本集團之業績。

#### 核數師

香港立信德豪會計師事務所有限公司已完成審核本公司之綜合財務報表。

香港立信德豪會計師事務所有限公司任期屆滿，惟符合資格願意應聘連任。本公司將於股東週年大會上提呈決議案，續聘香港立信德豪會計師事務所有限公司為本公司核數師。

承董事會命

*主席*

**王凱煌**

香港，二零一八年六月二十八日



# Independent Auditor's Report

## 獨立核數師報告

### TO THE SHAREHOLDERS OF THIZ TECHNOLOGY GROUP LIMITED

(即時科技集團有限公司)

(Incorporated in the Cayman Islands with limited liability)

### OPINION

We have audited the consolidated financial statements of Thiz Technology Group Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 36 to 93, which comprise the consolidated statement of financial position as at 31 March 2018, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and 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 financial position of the Group as at 31 March 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### BASIS FOR OPINION

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

### 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.

#### Recognition of revenue from provision of Fintech solutions and related post contract support services

Refer to Note 5 to the consolidated financial statements and the accounting policy on recognition of revenue from provision of Fintech solutions and related post contract support services as shown in Note 4 (p) (ii) and (iii).

The Group's major revenue for the year ended 31 March 2018 includes income generated from provision of Fintech solutions and related post contract support services of HK\$12,643,000. The contracts typically are fixed price contracts comprising provision of Fintech solutions and three years' post contract support services.

### 致即時科技集團有限公司股東

(於開曼群島註冊成立之有限公司)

### 意見

本核數師(以下簡稱「我們」)已審計列載於第36至93頁即時科技集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,此綜合財務報表包括於二零一八年三月三十一日的綜合財務狀況表與截至該日止年度的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。

我們認為,綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於二零一八年三月三十一日的財務狀況及其截至該日止年度的綜合財務表現及其綜合現金流量,並已按照香港公司條例的披露規定妥為編製。

### 意見基礎

我們根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計。該等準則下規定我們的責任於本報告「核數師就審計綜合財務報表須承擔的責任」一節進一步描述。根據香港會計師公會頒佈的「專業會計師道德守則」(「守則」),我們獨立於 貴集團,並已履行守則中的其他專業道德責任。我們相信,我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

### 關鍵審計事項

關鍵審計事項是根據我們的專業判斷,認為對本期綜合財務報表的審計最為重要的事項。該等事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對該等事項提供單獨意見。

#### 確認提供金融科技解決方案及相關售後支援服務所產生的收入

見綜合財務報表附註5及附註4(p)(ii)及(iii)所示有關確認提供金融科技解決方案及相關售後支援服務所產生的收入之會計政策。

截至二零一八年三月三十一日止年度, 貴集團的主要收入12,643,000港元包括提供金融科技解決方案及相關售後支援服務而產生的收益。合約通常為固定價格合約,包括提供金融科技解決方案及三年的售後支援服務。





# Independent Auditor's Report (Continued)

## 獨立核數師報告(續)

Revenue from provision of Fintech solutions and related post contract support services accounted for about 83 % of the Group's revenue for the year ended 31 March 2018 and together with the reasons below, was identified as a key audit matter.

- the manual processes and controls for recording contracts; and
- the significant judgements and estimates made by management in determining:
  - (i) whether contracts contain elements which should be separated for revenue recognition purposes;
  - (ii) whether the contracted prices of individual elements as stated in contracts represent their respective fair values of consideration receivable;
  - (iii) whether the revenue should be recognised at a point in time or over time; and
  - (iv) the stage of completion of transactions at the end of the reporting period.

A change in an estimate or judgement made in the revenue recognition such as determination of the stage of completion of a transaction at the end of the reporting period could result in a significant change in the amount of revenue recognised in one or more reporting periods.

### Our Response

Our procedures in relation to recognition of revenue from provision of Fintech solutions and related post contract support services included:

- Obtaining our understanding of the systems, processes and controls for recording and recognition of revenue;
- Obtaining all contracts to understand the terms of each contract and to determine whether the revenue had been recognised in accordance with the Group's revenue recognition policy;
- For each contract, evaluating the judgements and estimates made by management in applying the Group's revenue recognition policy, including identification of separable elements of contracts, determination of their fair values of consideration receivable and determination of the stage of completion of transactions as at 31 March 2018;
- Inspecting evidence of customers' acceptance of achievement of milestones which generally reflect the work progress of the transactions; and
- Re-performing the calculation of revenue from provision of post contract support services recognised on a straight-line basis where the contractual services are performed by an indeterminate number of acts.

提供金融科技解決方案及相關售後支援服務所產生的收入佔 貴集團截至二零一八年三月三十一日止年度收入的83%，連同以下理由，被識別為關鍵審計事項。

- 記錄合約的手動流程及控制；及
- 管理層作出重大判斷及估計以釐定：
  - (i) 合約是否載有為收入確認目的而分開呈列的部分；
  - (ii) 合約所示個別部分的訂約價格是否代表其各自應收代價的公平值；
  - (iii) 收入應否在特定時間點或一段時間內確認；及
  - (iv) 於報告期末交易完成的階段。

在收入確認中作出的估計或判斷發生變化(例如確定報告期末交易完成階段)可能導致在一個或多個報告期內確認的收入金額出現重大變動。

### 我們的回應

我們有關確認提供金融科技解決方案及相關的售後支援服務的收入之程序包括：

- 了解用於記錄及確認收入的系統、流程及控制；
- 獲取所有合約以了解每份合約的條款，並確定收入是否根據 貴集團的收入確認政策而確認；
- 就每份合約而言，評估管理層在應用 貴集團收益確認政策時所作出的判斷及估計，包括識別分開呈列的合約部分、釐定其應收代價的公平值及釐定於二零一八年三月三十一日交易完成階段；
- 檢查客戶接受實現里程碑的證據，一般反映交易的工作進度；及
- 倘合約服務乃透過不確定數量行動進行，則重新計算以直線法確認提供售後支援服務的所得收入。



## Independent Auditor's Report (Continued)

### 獨立核數師報告(續)

#### Valuation of investment properties

Refer to Note 15 to the consolidated financial statements and the accounting policy on investment properties as shown in Note 4(d) to the consolidated financial statements.

The Group's investment properties were carried at fair value of HK\$53,125,000 as at 31 March 2018 which was based on valuations performed by an independent firm of professional valuers.

Investment properties were significant to the consolidated financial statements representing about 57% of the total assets of the Group as at 31 March 2018, and together with the reasons below, was identified as a key audit matter.

The valuation of investment properties requires significant judgement and estimation in determining the appropriate valuation methodology to be used and in estimating the underlying assumptions to be applied. There is a risk that the carrying amount of investment properties may be materially misstated if the valuation methodology adopted and the key assumptions applied by the valuers are inappropriate. A small change in the key assumptions applied such as discount on asking price and adjustments on size or location between each of the subject properties and the comparables could have a significant impact on the valuation.

#### Our Response

Our procedures in relation to valuation of investment properties included:

- Evaluating the objectivity, independence and expertise of the external valuers;
- Assessing the methodology used and the appropriateness of the key assumptions applied based on our knowledge of the property industry;
- Checking, on a sample basis, the accuracy and relevance of the inputs data used; and
- Assessing the adequacy of the disclosures made in the consolidated financial statements in respect of the valuation of investment properties including the relationship between the key unobservable input and fair value.

#### OTHER INFORMATION IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises the information included in the Company's 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.

#### 投資物業估值

見綜合財務報表附註15及綜合財務報表附註4(d)所示投資物業之會計政策。

於二零一八年三月三十一日，貴集團投資物業之公平值為53,125,000港元，乃基於獨立專業估值師進行之評估後達至。

投資物業就綜合財務報表而言屬重大，於二零一八年三月三十一日佔貴集團總資產的57%，且連同以下理由，被識別為一項關鍵審計事項。

於釐定將予使用的合適估值方法時及於評估將予應用的相關假設時，投資物業之評估需要重大判斷及估計。倘所採用的估值方法及估值師所應用的主要假設並不恰當，則投資物業的賬面值可能會出現重大錯誤陳述。所應用的主要假設（如各目標物業與可比較物業之間的掛牌底價之折讓及面積或位置的調整）的輕微變動可能對估值產生重大影響。

#### 我們的回應

我們有關投資物業估值之程序包括：

- 評估外聘估值師的客觀性、獨立性及專業性；
- 根據我們物業行業的知識，評估所用方法及所應用主要假設的適當性；
- 按抽樣基準檢查所使用輸入數據的準確性及相關性；及
- 就投資物業估值（包括不可觀測輸入數據與公平值之間的關係）評估綜合財務報表作出之披露的充分性。

#### 年報中的其他資料

董事須就其他資料承擔責任。其他資料包括貴公司年報中所載資料，但不包括綜合財務報表及我們的核數師報告。

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



## Independent Auditor's Report (Continued)

### 獨立核數師報告(續)

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 FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors are also responsible for overseeing the Group's financial reporting process. The audit committee of the Company ("Audit Committee") assists the directors in discharging their responsibilities in this regard.

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，倘我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。就此而言，我們無任何報告。

### 董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

董事亦負責監察 貴集團的財務報告程序。就此而言， 貴公司審核委員會（「審核委員會」）協助董事履行其職責。

### 核數師就審計綜合財務報表須承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅按照我們的委聘條款向 閣下整體報告我們的意見，而並不可作其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，倘合理預期彼等單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。



## Independent Auditor's Report (Continued)

### 獨立核數師報告 (續)

As part of an audit in accordance with HKSAAs, 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.
  - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
  - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 在根據香港審計準則進行審計的過程中，我們行使專業判斷，保持專業懷疑態度。我們亦：
- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
  - 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。
  - 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
  - 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
  - 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
  - 就 貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。



## Independent Auditor's Report (Continued)

### 獨立核數師報告(續)

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

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and 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 the directors, 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.

#### **BDO Limited**

Certified Public Accountants

#### **Wong Chi Wai**

Practising Certificate Number: P04945

Hong Kong, 28 June 2018

除其他事項外，我們與審核委員會溝通了有關(其中包括)計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

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

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

#### **香港立信德豪會計師事務所有限公司**

執業會計師

#### **黃志偉**

執業證書編號：P04945

香港，二零一八年六月二十八日



# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Revenue	收入	5	15,184	1,891
Cost of sales and services	銷售及服務成本		(3,529)	(77)
Gross profit	毛利		11,655	1,814
Other revenue and gains	其他收入及收益	5	17,267	1,695
General and administrative expenses	一般及行政費用		(7,756)	(6,327)
Finance costs	融資成本	7	(968)	(961)
Profit/(loss) before taxation	除稅前溢利／(虧損)	8	20,198	(3,779)
Taxation	稅項	11(a)	(2,813)	(790)
<b>Profit/(loss) for the year</b>	<b>本年度溢利／(虧損)</b>		<b>17,385</b>	<b>(4,569)</b>
<b>Other comprehensive income</b>	<b>其他全面收益</b>			
Item that may be subsequently re-classified to profit or loss:	其後可重新分類至損益的項目：			
Currency translation differences	貨幣換算差額		4,405	(2,176)
<b>Total comprehensive income for the year</b>	<b>本年度全面收益總額</b>		<b>21,790</b>	<b>(6,745)</b>
<b>Profit/(loss) attributable to:</b>	<b>以下應佔溢利／(虧損)：</b>			
– Owners of the Company	– 本公司擁有人		17,394	(4,559)
– Non-controlling interest	– 非控股權益		(9)	(10)
			<b>17,385</b>	<b>(4,569)</b>
<b>Total comprehensive income for the year attributable to:</b>	<b>以下應佔本年度全面收益總額：</b>			
– Owners of the Company	– 本公司擁有人		21,799	(6,735)
– Non-controlling interest	– 非控股權益		(9)	(10)
			<b>21,790</b>	<b>(6,745)</b>
<b>Earnings/(loss) per share:</b>	<b>每股盈利／(虧損)：</b>			
– Basic and diluted (in cents)	– 基本及攤薄(仙)	13	7.60	(2.02)





# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31 March 2018 於二零一八年三月三十一日

			2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
	Notes 附註			
<b>Non-current assets</b>		<b>非流動資產</b>		
Property, plant and equipment	14	物業、廠房及設備	54	17
Investment properties	15	投資物業	53,125	42,045
			<b>53,179</b>	42,062
<b>Current assets</b>		<b>流動資產</b>		
Trade and other receivables,		應收及其他應收款項、		
deposits and prepayments	17	按金及預付款項	1,639	395
Bank balances and cash	18	銀行結存及現金	39,003	17,492
			<b>40,642</b>	17,887
<b>Current liabilities</b>		<b>流動負債</b>		
Receipts in advance		預收款項	178	414
Other payables, deposits received and		其他應付款項、已收按金及		
accruals	19	應計款項	22,186	1,829
Amount due to the spouse of a director	20	應付董事配偶款項	125	491
Amount due to a shareholder	21	應付股東款項	486	—
Current tax liabilities		當期稅項負債	791	—
			<b>23,766</b>	2,734
<b>Net current assets</b>		<b>流動資產淨值</b>	<b>16,876</b>	15,153
<b>Total assets less current liabilities</b>		<b>總資產減流動負債</b>	<b>70,055</b>	57,215
<b>Non-current liabilities</b>		<b>非流動負債</b>		
Amount due to a director	22	應付董事款項	2,609	3,723
Amount due to a shareholder	21	應付股東款項	—	34,789
Deferred tax liabilities	11(b)	遞延稅項負債	4,572	2,245
			<b>7,181</b>	40,757
<b>Net assets</b>		<b>資產淨值</b>	<b>62,874</b>	16,458



# Consolidated Statement of Financial Position (Continued)

## 綜合財務狀況表（續）

At 31 March 2018 於二零一八年三月三十一日

			2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
	Notes 附註			
<b>EQUITY</b>		<b>權益</b>		
<b>Share capital</b>		<b>股本</b>		
<b>Reserves</b>	23	<b>儲備</b>	<b>260,750</b> <b>(197,542)</b>	225,570 (208,787)
<b>Equity attributable to owners of the Company</b>		<b>本公司擁有人應佔權益</b>	<b>63,208</b>	16,783
<b>Non-controlling interest</b>		<b>非控股權益</b>	<b>(334)</b>	(325)
<b>Total equity</b>		<b>權益總額</b>	<b>62,874</b>	16,458

These consolidated financial statements were approved and authorised for issue by the Board of Directors on 28 June 2018 and are signed on its behalf by:

此等綜合財務報表於二零一八年六月二十八日經董事會批准及授權刊發，並由下列董事代表簽署：

Director  
**WONG HOI WONG**

Director  
**LIN EN FU**

董事  
**王凱煌**

董事  
**林穎甫**



# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

			2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
	Notes 附註			
<b>Cash flows from operating activities</b>		<b>經營業務之現金流量</b>		
Profit/(loss) before taxation		除稅前溢利／(虧損)	20,198	(3,779)
Adjustments for:		調整：		
Fair value gain on investment properties	15	投資物業之公平值收益	(6,471)	(1,625)
Gain on extinguishment of an amount due to a shareholder	21	註銷應付股東款項的收益	(10,554)	—
Interest income		利息收入	(43)	(34)
Interest expenses	7	利息開支	968	961
Depreciation		折舊	13	9
<b>Operating cash flows before working capital changes</b>		<b>營運資金變動前之經營現金流量</b>	4,111	(4,468)
Increase in trade and other receivables, deposits and prepayments		應收及其他應收款項、按金及預付款項增加	(1,244)	(13)
Decrease in receipts in advance		預收款項減少	(236)	(130)
Increase in other payables, deposits received and accruals		其他應付款項、已收按金及應計款項增加	357	4
Effect on foreign exchange rate changes		外幣匯率變動之影響	145	61
<b>Cash generated from/(used in) operations</b>		<b>經營產生／(所用)現金</b>	3,133	(4,546)
Interest received		已收利息	43	34
Interest paid	30	已付利息	(377)	(346)
Income taxes paid		已付所得稅	(43)	—
<b>Net cash generated from/(used in) operating activities</b>		<b>經營業務產生／(所用)現金淨額</b>	2,756	(4,858)
<b>Cash flows from investing activities</b>		<b>投資活動之現金流量</b>		
Payments to acquire property, plant and equipment		添置物業、廠房及設備之付款	(51)	(13)
<b>Net cash used in investing activities</b>		<b>投資活動所用現金淨額</b>	(51)	(13)



# Consolidated Statement of Cash Flows (Continued)

## 綜合現金流量表 (續)

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

			2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
	Notes 附註			
<b>Cash flows from financing activities</b>		<b>融資活動之現金流量</b>		
Repayment of principal portion of amount due to the spouse of a director	30	償還應付董事配偶主要款項	(234)	(290)
Repayment of principal portion of amount due to a director	30	償還應付董事主要款項	(960)	(960)
Proceeds from share subscriptions received in advance	19	預收股份認購所得款項	20,000	–
Repayment of principal portion of amount due to a shareholder		償還應付股東主要款項	–	(6,000)
Increase in amount due to a shareholder		應付股東款項增加	–	15,000
<b>Net cash generated from financing activities</b>		<b>融資活動產生之現金淨額</b>	<b>18,806</b>	7,750
<b>Net increase in cash and cash equivalents</b>		<b>現金及現金等值項目增加淨額</b>	<b>21,511</b>	2,879
<b>Cash and cash equivalents at beginning of year</b>		<b>於年初之現金及現金等值項目</b>	<b>17,492</b>	14,613
<b>Cash and cash equivalents at end of year</b>	18	<b>於年底之現金及現金等值項目</b>	<b>39,003</b>	17,492

Details of the major non-cash transactions during the year are set out in Note 30 to the financial statements.

於年內的主要非現金交易詳情載於財務報表附註30。



# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

Attributable to owners of the Company									
本公司擁有人應佔									
	Share capital	Share premium	Capital redemption reserve	Special reserve	Translation reserve	Accumulated losses	Total	Non-controlling interest	Total equity
	股本	股份溢價	贖回儲備	特別儲備	匯兌儲備	累計虧損	總計	非控股權益	權益總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
	(Note 23)		(Note 25(a))	(Note 25(b))	(Note 25(c))				
	(附註 23)		(附註 25(a))	(附註 25(b))	(附註 25(c))				
Balance at 1 April 2016	225,570	27,272	84	360	2,702	(232,470)	23,518	(315)	23,203
Loss for the year	-	-	-	-	-	(4,559)	(4,559)	(10)	(4,569)
Currency translation differences	-	-	-	-	(2,176)	-	(2,176)	-	(2,176)
Total comprehensive income for the year	-	-	-	-	(2,176)	(4,559)	(6,735)	(10)	(6,745)
Balance at 31 March 2017 and at 1 April 2017	225,570	27,272	84	360	526	(237,029)	16,783	(325)	16,458
Issue of shares to extinguish an amount due to a shareholder (Note 23)	35,180	(10,554)	-	-	-	-	24,626	-	24,626
Profit for the year	-	-	-	-	-	17,394	17,394	(9)	17,385
Currency translation differences	-	-	-	-	4,405	-	4,405	-	4,405
Total comprehensive income for the year	-	-	-	-	4,405	17,394	21,799	(9)	21,790
Balance at 31 March 2018	260,750	16,718	84	360	4,931	(219,635)	63,208	(334)	62,874



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2018 二零一八年三月三十一日

### 1. GENERAL

This Technology Group Limited (the "Company") was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law (Cap.22 Law 3 of 1961, as consolidated and revised) of the Cayman Islands on 6 December 2000. The address of its registered office and principal place of business are Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and Unit 810, 8/F, Tower B, Hunghom Commercial Centre, 37 Ma Tau Wai Road, To Kwa Wan, Kowloon, Hong Kong, respectively.

The shares of the Company were listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM").

The Group is principally engaged in (i) property leasing; (ii) trading business; and (iii) the information technology industry as a developer and provider of a range of solutions pertaining to Linux-based systems and others. During the year, the Group has expanded its scope of services to provide Fintech solutions and related post contract support services. The principal activities of the subsidiaries are set out in Note 16 to the consolidated financial statements.

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

#### (a) Adoption of new/revised to HKFRSs – effective 1 April 2017

The Group has adopted the following new/revised HKFRSs issued by the Hong Kong Institute of Certified Public Accountants that are effective for the current accounting period.

Amendments to HKFRS 7	Disclosure Initiative
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised losses
Annual Improvements	Amendments to HKFRS 12, Disclosure of Interests in Other Entities

The adoption of these new/revised HKFRSs has no material impact on the consolidated financial statements except that additional disclosure has been made in Note 30 to present the changes in liabilities arising from financing activities during the year ended 31 March 2018, including both cash and non-cash changes and other changes.

### 1. 一般事項

即時科技集團有限公司(「本公司」)於二零零零年十二月六日根據開曼群島公司法(一九六一年第3號法例第22章，經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司。其註冊辦事處及主要營業地點之地址分別位於Cricket Square, Hutchins Drive, P. O. Box 2681, Grand Cayman KY1-1111, Cayman Islands及香港九龍土瓜灣馬頭圍道37號紅磡商業中心B座8樓810室。

本公司股份在香港聯合交易所有限公司GEM(「GEM」)上市。

本集團主要從事(i)物業租賃；(ii)貿易業務及(iii)資訊科技業內開發及提供一系列有關Linux系統及其他系統的解決方案。於年內，本集團已擴大其服務範圍以提供金融科技系統解決方案及相關售後支援服務。各附屬公司之主要業務載於綜合財務報表附註16。

### 2. 採納香港財務報告準則(「香港財務報告準則」)

#### (a) 採納新訂／經修訂香港財務報告準則—自二零一七年四月一日起生效

本集團已採納香港會計師公會頒布之本會計期間生效之下列新訂／經修訂香港財務報告準則。

香港財務報告準則第7號之修訂	披露計劃
香港會計準則第12號之修訂	確認未變現虧損之遞延稅項資產
香港財務報告準則二零一四年至二零一六年週期年度改進	香港財務報告準則第12號之修訂，於其他實體的權益披露

採納此等新訂／經修訂香港財務報告準則對本集團之綜合財務報表並無重大影響，惟附註30已作出額外披露以呈列於截至二零一八年三月三十一日止年內融資活動所產生的負債變動，包括現金及非現金變動及其他變動。





# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

#### (b) New/revised HKFRSs that have been issued but not yet effective

The following new/revised HKFRSs, potentially relevant to the consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group:

		Effective date
HKFRS 9	Financial Instruments	(i)
HKFRS 15	Revenue from Contracts with Customers	(i)
Amendments to HKFRS 15	Revenue from Contracts with Customers (Clarifications to HKFRS 15)	(i)
HK(IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration	(i)
HKAS 40 (Amendment)	Investment property	(i)
HKFRS 16	Leases	(ii)
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments	(ii)
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2015-2017 Cycles	(ii)

Effective date:

- (i) Annual periods beginning on or after 1 January 2018
- (ii) Annual periods beginning on or after 1 January 2019

#### HKFRS 9 – Financial Instruments

HKFRS 9 introduces new requirements for the classification and measurement of financial assets. Debt instruments that are held within a business model whose objective is to hold assets in order to collect contractual cash flows (the business model test) and that have contractual terms that give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding (the contractual cash flow characteristics test) are generally measured at amortised cost. Debt instruments that meet the contractual cash flow characteristics test are measured at FVTOCI if the objective of the entity's business model is both to hold and collect the contractual cash flows and to sell the financial assets. Entities may make an irrevocable election at initial recognition to measure equity instruments that are not held for trading at FVTOCI. All other debt and equity instruments are measured at FVTPL.

### 2. 採納香港財務報告準則(「香港財務報告準則」)(續)

#### (b) 已公佈但尚未生效之新訂／經修訂香港財務報告準則

以下可能與綜合財務報表有關之新訂／經修訂香港財務報告準則經已頒佈，但尚未生效亦未經本集團提早採納：

		生效日期
香港財務報告準則第9號	金融工具	(i)
香港財務報告準則第15號	客戶合約收入	(i)
香港財務報告準則第15號之修訂	客戶合約收入(對香港財務報告準則第15號的澄清)	(i)
香港(國際財務報告詮釋委員會)－詮釋第22號	外幣交易及預付代價	(i)
香港會計準則第40號(修訂)	投資物業	(i)
香港財務報告準則第16號	租賃	(ii)
香港(國際財務報告詮釋委員會)－詮釋第23號	所得稅處理的不確定性	(ii)
香港財務報告準則(修訂)	香港財務報告準則二零一五年至二零一七年週期年度改進	(ii)

生效日期：

- (i) 由二零一八年一月一日或之後開始的年度期間
- (ii) 由二零一九年一月一日或之後開始的年度期間

#### 香港財務報告準則第9號－金融工具

香港財務報告準則第9號就財務資產的分類和計量引進新要求。如果持有債務工具的商業模式的目的為持有資產以收取合約現金流(商業模式測試)，及如果債務工具載有合約條款而其產生僅僅是對本金和尚未償還本金的利息的支付的現金流(合約現金流特徵測試)，則有關債務工具一般按攤銷成本計量。有關通過合約現金流特徵測試的債務工具，倘若實體商業模式的目標為持有及收取合約現金流和出售財務資產，則該債務工具以公平值計量且其變動計入其他全面收益。實體於初始確認時可以做出不可撤銷的選擇，以公平值計量且其變動計入其他全面收益的方式計量不是為交易而持有的權益工具。所有其他債務及權益工具均按公平值於損益賬列賬。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

## 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

### (b) New/revised HKFRSs that have been issued but not yet effective (Continued)

#### HKFRS 9 – Financial Instruments (Continued)

HKFRS 9 includes a new expected loss impairment model for all financial assets not measured at FVTPL replacing the incurred loss model in HKAS 39 and new general hedge accounting requirements to allow entities to better reflect their risk management activities in financial statements.

HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities designated at FVTPL, where the amount of change in fair value attributable to change in credit risk of the liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

#### HKFRS 15 – Revenue from Contracts with Customers

The new standard establishes a single revenue recognition framework. The core principle of the framework 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 and services. HKFRS 15 supersedes existing revenue recognition guidance including HKAS 18 "Revenue", HKAS 11 "Construction Contracts" and related interpretations.

HKFRS 15 requires the application of a 5 steps 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 each performance obligation
- Step 5: Recognise revenue when each performance obligation is satisfied

HKFRS 15 includes specific guidance on particular revenue related topics that may change the current approach taken under HKFRSs. The standard also significantly enhances the qualitative and quantitative disclosures related to revenue.

## 2. 採納香港財務報告準則(「香港財務報告準則」)(續)

### (b) 已公佈但尚未生效之新訂／經修訂香港財務報告準則(續)

#### 香港財務報告準則第9號－金融工具(續)

香港財務報告準則第9號就所有並非按公平值於損益賬列賬的財務資產載有新的預期虧損減值模式以代替香港會計準則第39號內的已發生虧損模式，並載有新的一般套期會計要求，讓實體更能在財務報表內反映其風險管理活動。

香港財務報告準則第9號貫徹香港會計準則第39號有關金融負債確認及計量規定，惟按公平值於損益賬列賬的金融負債除外，該負債信貸風險變動應佔的公平值變動金額於其他全面收益確認，除非在其他全面收益呈列該負債的信貸風險變動影響會導致或擴大損益上的會計錯配。此外，香港財務報告準則第9號保留香港會計準則第39號有關取消確認金融資產及金融負債的規定。

#### 香港財務報告準則第15號－客戶合約收入

本項新準則設立一個單獨的收益確認框架。該框架的核心原則為實體應確認收益以用金額描述轉讓承諾商品或服務予客戶，該金額反映預期該實體有權就交換該等商品及服務所收取的代價。香港財務報告準則第15號取代現行收益確認指引，包括香港會計準則第18號「收入」、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號規定確認收益所應用的5個步驟：

- 第1步：識別與客戶所訂立之合約
- 第2步：識別合約之履約責任
- 第3步：釐定交易價格
- 第4步：分配交易價格至各履約責任
- 第5步：於履行各履約責任時確認收益

香港財務報告準則第15號包括對與可能改變目前根據香港財務報告準則採取之方式之特定收入相關事宜之特定指引。有關準則亦顯著加強有關收入之定性及定量披露。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

## 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

### (b) New/revised HKFRSs that have been issued but not yet effective (Continued)

#### **Amendments HKFRS 15 – Revenue from Contracts with Customers (Clarifications to HKFRS 15)**

The amendments to HKFRS 15 included clarifications on identification of performance obligations; application of principal versus agent; licenses of intellectual property; and transition requirements.

#### **HK(IFRIC)-Int 22 – Foreign Currency Transactions and Advance Consideration**

The Interpretation provides guidance on determining the date of the transaction for determining an exchange rate to use for transactions that involve advance consideration paid or received in a foreign currency and the recognition of a non-monetary asset or non-monetary liability. The Interpretations specifies that the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part thereof) is the date on which the entity initially recognises the non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration.

#### **Amendments to HKAS 40, Investment Property – Transfers of Investment Property**

The amendments clarify that to transfer to or from investment properties there must be a change in use and provides guidance on making this determination. The clarification states that a change of use will occur when a property meets, or ceases to meet, the definition of investment property and there is supporting evidence that a change has occurred.

The amendments also re-characterise the list of evidence in the standard as a non-exhaustive list, thereby allowing for other forms of evidence to support a transfer.

## 2. 採納香港財務報告準則(「香港財務報告準則」)(續)

### (b) 已公佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港財務報告準則第15號之修訂－與客戶合約的收入(香港財務報告準則第15號之澄清)

香港財務報告準則第15號之修訂包括澄清對履行責任之識別方式；應用委託人或代理人；知識產權許可；及過渡規定。

香港(國際財務報告詮釋委員會)－詮釋第22號－外幣交易及預付代價

該詮釋就如何為釐定用於涉及以外幣支付或收取預付代價的交易的匯率而釐定交易日期，以及如何確認非貨幣資產或非貨幣負債提供指引。詮釋指出，為釐定首次確認相關資產、開支或收入(或當中部分)所用的匯率而使用的交易日期為實體首次確認支付或收取預付代價產生的非貨幣資產或非貨幣負債之日。

香港會計準則第40號之修訂，投資物業－轉讓投資物業

該修訂澄清轉入投資物業或自投資物業轉出時必須有用途的改變，並提供如何釐定的指引。該澄清規定用途的改變是指物業滿足或不再滿足投資物業的定義，且有證據表明物業的用途發生改變。

該修訂還將準則中的證據列單重新定性為非盡錄列單，允許有其他形式的證據支持轉讓。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

#### (b) New/revised HKFRSs that have been issued but not yet effective (Continued)

##### HKFRS 16 – Leases

As disclosed in Note 4(h), currently the Group classifies leases into operating leases, and account for the lease arrangements, according to the nature of the lease. The Group enters into leases as the lessee.

HKFRS 16 is not expected to impact significantly on the way that lessors account for their rights and obligations under a lease. However, once HKFRS 16 is adopted, lessees will no longer distinguish between finance leases and operating leases. Instead, subject to practical expedients, lessees will account for all leases in a similar way to current finance lease accounting, i.e. at the commencement date of the lease the lessee will recognise and measure a lease liability at the present value of the minimum future lease payments and will recognise a corresponding "right-of-use" asset. After initial recognition of this asset and liability, the lessee will recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the current policy of recognising rental expenses incurred under operating leases on a systematic basis over the lease term. As a practical expedient, the lessee can elect not to apply this accounting model to short-term leases (i.e. where the lease term is 12 months or less) and to leases of low-value assets, in which case the rental expenses would continue to be recognised on a systematic basis over the lease term.

HKFRS 16 will primarily affect the Group's accounting as a lessee of leases for property, plant and equipment which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and impact on the timing of the expense recognition in the statement of profit or loss over the period of the lease. As disclosed in Note 27, as at 31 March 2018 the Group's future minimum lease payments under non-cancellable operating leases amount to HK\$127,000, which is payable within 1 year after the reporting date. Therefore the Group may not need to recognise these amounts as lease liabilities, with corresponding right-of-use assets, once HKFRS 16 is adopted as a practical expedient. The Group will need to perform a more detailed analysis to determine the amounts of new assets and liabilities arising from operating lease commitments on adoption of HKFRS 16, after taking into account the applicability of the practical expedient and adjusting for any leases entered into or terminated between now and the adoption of HKFRS 16 and the effects of discounting.

The Group does not expect to adopt HKFRS 16 before its effective date of 1 January 2019.

### 2. 採納香港財務報告準則(「香港財務報告準則」)(續)

#### (b) 已公佈但尚未生效之新訂／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

誠如附註4(h)所披露，本集團目前將租賃分類為融資租賃和經營租賃，並且根據租賃之分類對租賃安排進行不同之會計處理。本集團作為出租人訂立租賃。

預期香港財務報告準則第16號將不會大幅影響出租人將其於租賃項下權利及義務入賬之方式。然而，採用香港財務報告準則第16號後，承租人將不再區分融資租賃及經營租賃。相反，受可行權益方法之規限，承租人將按與現有融資租賃會計處理方法類似之方法將所有租賃入賬，即於租賃開始日期，承租人將確認相應之「使用權」資產。於初步確認該資產及負債後，承租人將確認租賃負債未償還結餘所產生之利息開支及使用權資產折舊，而非根據現有政策於租期內按系統基準確認根據經營租賃所產生之租賃開支。作為一項可行權宜方法，承租人可選擇不將此會計模式應用於短期租賃(即租期為12個月或以下)及低價值資產之租賃，於此情況下，租金開支將繼續於租期內按系統基準確認。

香港財務報告準則第16號將主要影響本集團作為承租人就物業、廠房及設備租賃(現時分類為經營租賃)之會計處理方法。預期應用新會計模式將導致資產及負債均有所增加，及影響租賃期間於損益表內確認開支之時間。誠如附註27所披露，於二零一八年三月三十一日，本集團於不可撤銷經營租賃項下就物業、廠房及設備之日後最低租賃付款為127,000港元，須於報告日期後一年內支付。因此，採用香港財務報告準則第16號後，本集團或無需確認該等款項為租賃負債，並附帶相應使用權資產。經考慮可行權宜方法之適用性及就現時與採用香港財務報告準則第16號期間已訂立或終止之任何租賃及貼現影響作出調整後，本集團將須進行更為詳細之分析以釐定於採用香港財務報告準則第16號時經營租賃承擔所產生之新資產及負債之金額。

本集團預期不會於二零一九年一月一日生效日期前採納香港財務報告準則第16號。





# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

## 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

### (b) New/revised HKFRSs that have been issued but not yet effective (Continued)

#### HK(IFRIC)-Int 23 – Uncertainty over Income Tax Treatments

The Interpretation supports the requirements of HKAS 12, "Income Taxes", by providing guidance over how to reflect the effects of uncertainty in accounting for income taxes.

Under the Interpretation, the entity shall determine whether to consider each uncertain tax treatment separately or together based on which approach better predicts the resolution of the uncertainty. The entity shall also assume the tax authority will examine amounts that it has a right to examine and have full knowledge of all related information when making those examinations. If the entity determines it is probable that the tax authority will accept an uncertain tax treatment, then the entity should measure current and deferred tax in line with its tax filings. If the entity determines it is not probable, then the uncertainty in the determination of tax is reflected using either the "most likely amount" or the "expected value" approach, whichever better predicts the resolution of the uncertainty.

#### HKFRSs (Amendments)

The amendments relate to a number of HKFRSs. The amendments to HKFRS 3 "Business Combinations" clarify that when an entity obtains control of a business that is a joint operation, it remeasures previously held interests in that business. The amendments to HKFRS 11 "Joint Arrangements" clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not remeasure previously held interests in that business. The amendments to HKAS 12 "Income Taxes" clarify the uncertainty of income tax consequences of dividends when the entity recognises a liability to pay a dividend. Income tax consequences of dividends shall be recognised in profit or loss, other comprehensive income or equity to where the related past transactions or events that generated distributable profits originally recognised. The amendments to HKAS 23 "Borrowing Costs" clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows when calculating the capitalisation rate on general borrowings.

Based on the directors' assessment so far, they have identified there may be material impact of HKFRS 16 on the consolidated financial statements as discussed above. In addition, other than more qualitative and quantitative disclosures related to revenue will be made in the consolidated financial statements upon adoption of HKFRS 15, the directors do not anticipate it will have a material impact on the timing and amounts of revenue recognised in the respective reporting periods. As the directors have not yet completed their assessment, further impacts of HKFRS 16 and HKFRS 15 and other new/revised HKFRSs may be identified when they have completed the assessment.

## 2. 採納香港財務報告準則(「香港財務報告準則」)(續)

### (b) 已公佈但尚未生效之新訂／經修訂香港財務報告準則(續)

#### 香港(國際財務報告詮釋委員會)－詮釋第23號－所得稅處理的不確定性

該詮釋透過就如何反映所得稅會計處理涉及的不確定影響提供指引，以為香港會計準則第12號「所得稅」的規定提供支持。

根據該詮釋，實體須基於哪種方法能更好地預測不確定性的最終結果，釐定是否個別考慮還是集中考慮各項不確定稅項處理。實體亦須假設凡稅務機關有權查驗的金額，稅務機關均會查驗，且在作出有關查驗時，稅務機關完全知悉一切有關資料。倘實體釐定稅務機關可能會接納不確定稅項處理，則實體應按與其稅務申報相同的方式計量即期及遞延稅項。倘實體釐定此情況不大可能發生，則釐定稅項時所涉及的不確定性乃採用「最可能金額」或「預期值」法兩者中能更好地預測不確定性最終結果的方法來反映。

#### 香港財務報告準則(修訂)

該等修訂與若干香港財務報告準則有關。香港財務報告準則第3號「業務合併」之修訂闡明，當實體取得對一項共同經營業務的控制權時，會重新計量該業務先前持有的權益。香港財務報告準則第11號「合營安排」之修訂闡明，倘實體取得對共同經營業務的共同控制權，則該實體不會重新計量該業務先前持有的權益。香港會計準則第12號「所得稅」之修訂闡明當實體確認支付股息的責任時股息的所得稅後果的不確定性。股息的所得稅後果應根據最初確認產生可分配利潤的過往交易或事項在損益、其他全面收益或權益中確認。香港會計準則第23號「借款成本」之修訂闡明，倘若相關資產已準備好達致其擬定用途或出售時仍有任何特定借款尚未償還，該借款將成為實體在計算一般借款資本化率時借入資金的一部分。

根據董事至目前為止的評估，彼等已識別香港財務報告準則第16號對上述綜合財務報表可能產生重大影響。此外，除了將於採納香港財務報告準則第15號時於綜合財務報表作出更多有關收入的定性及定量之披露，董事預計其將不會對各報告期間確認收入的時間及金額產生重大影響。由於董事尚未完成評估，香港財務報告準則第16號及其他新訂／經修訂香港財務報告準則的進一步其他影響可能於彼等請安成評估後識別。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 3. BASIS OF PREPARATION

#### (a) Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations (hereinafter collectively referred to as the "HKFRS") and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM ("GEM Listing Rules").

#### (b) Basis of measurement

The consolidated financial statements have been prepared under the historical cost convention, as modified for investment properties, which are carried at fair value, as explained in the accounting policies set out below.

#### (c) Functional and presentation currency

The individual financial statements of each group entity are presented in the currency of the primary economic environment in which the entity operates ("functional currency"). The consolidated financial statements are presented in Hong Kong dollars ("HK\$") which is the functional currency of the Company.

### 4. SIGNIFICANT ACCOUNTING POLICIES

#### (a) Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of profit or loss from the effective dates of acquisition or up to the effective dates of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

### 3. 編製基準

#### (a) 遵例聲明

此等綜合財務報表乃按照所有適用之香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋(下文統稱「香港財務報告準則」)以及香港公司條例之披露規定而編製。此外，此等綜合財務報表包括GEM證券上市規則(「GEM上市規則」)之適用披露資料。

#### (b) 評估基準

此等綜合財務報表乃按歷史成本慣例編製，惟已就投資物業按公平值作出調整並列賬(如下文載列之會計政策所解釋)。

#### (c) 功能及呈列貨幣

每個集團實體之個別財務報表乃按該實體營運所在之主要經濟環境之貨幣(「功能貨幣」)呈列。綜合財務報表以港元(「港元」)呈列。港元乃本公司之功能貨幣。

### 4. 重要會計政策

#### (a) 業務合併及綜合基準

綜合財務報表包括本公司及其附屬公司之財務報表。集團內公司間之交易及結餘連同未變現溢利於綜合財務報表內完全抵銷。未變現虧損也同時會被抵銷，除非有證據顯示轉移資產出現減值，在此情形下，虧損將於損益賬內確認。

於年內收購或出售之附屬公司業績應由實際收購日期起或截至實際出售日期止(按適用情況而定)計入綜合損益表內。

如有需要，本集團會對附屬公司之財務報表作出調整，使其會計政策與本集團之其他成員公司所採用者保持一致。





# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Business combination and basis of consolidation (Continued)

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interest either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs incurred are expensed.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interest and the non-controlling interest are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interest is the amount of those interests at initial recognition plus the non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interest having a deficit balance.

#### (b) Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

### 4. 重要會計政策(續)

#### (a) 業務合併及綜合基準(續)

收購附屬公司或業務採用收購法入賬。收購成本乃按所轉讓資產、所產生負債及本集團(作為收購方)發行之股權於收購當日之公平值總額計量。所收購之可識別資產及所承擔負債則主要按收購當日之公平值計量。本集團先前所持被收購方之股權以收購當日公平值重新計量，而所產生之收益或虧損則於損益賬內確認。本集團可按每宗交易選擇按公平值或按應佔被收購方可識別資產淨值之比例計算非控股權益。所產生之收購相關成本列作開支。

本集團於附屬公司權益變動如不失去控制權，該變動以權益交易入賬。本集團權益及非控股權益之賬面值均予以調整，以反映其各自於附屬公司之權益之變動。經調整後非控股權益金額與所付或所收代價公平值之任何差額，直接於權益中確認，並歸屬於本公司擁有人。

當本集團失去附屬公司控制權時，出售所產生溢利或虧損為以下兩者之差額：(i)已收代價之公平值與任何保留權益之公平值之總額；及(ii)該附屬公司之資產(包括商譽)及負債與任何非控股權益之過往賬面值。以往於其他全面收益確認與附屬公司有關之金額，以相同方式入賬，猶如相關資產或負債已經出售。

收購後，非控股權益賬面值為按初步確認額，另加非控股權益其後應佔權益變動。即使全面收益總額歸屬於非控股權益後造成虧絀，仍如此入賬。

#### (b) 附屬公司

附屬公司指本公司能對其行使控制權之被投資公司。倘具備以下全部三項元素，本公司即對被投資公司擁有控制權：對被投資公司擁有權力、來自被投資方可變回報之風險或權利，及對其行使權力影響有關可變回報之能力。倘有事實及情況顯示任何該等控制權元素可能有變，將會重新評估有關控制權。

在本公司之財務狀況表中，於附屬公司之投資按成本扣除減值虧損入賬。附屬公司之業績由本公司按已收或應收股息基準入賬。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (c) Property, plant and equipment

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

Historical cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its present working condition and location for its intended use. Expenditure incurred after the asset has been put into operation, such as repairs and maintenance and overhaul costs, is charged to the profit or loss in the period in which it is incurred. In situations where it is probable that future economic benefits of the expenditure will flow to the entity, and the cost of which can be measured reliably, the expenditure is capitalised as an additional cost of the asset or a separate asset.

Depreciation is charged so as to write off the cost of items of property, plant and equipment, over their estimated useful lives, using the straight-line method. The useful lives are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The principal annual rates are as follows:

Computer equipment	33%
Office equipment	14% – 33%
Furniture and fixtures	14% – 20%
Motor vehicles	20%

The 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.

#### (d) Investment properties

Investment property is property held either to earn rentals or for capital appreciation or for both, but not held for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment property is measured at cost on initial recognition and subsequently at fair value with any change therein recognised in profit or loss.

### 4. 重要會計政策(續)

#### (c) 物業、廠房及設備

物業、廠房及設備乃按成本減累計折舊及任何累計減值虧損入賬。

資產之歷史成本包括購買價及資產達致現行運作狀況及地點作擬定用途之任何直接應佔成本。資產投入運作後產生之支出如維修保養費及日常開支於產生期間自損益賬內扣除。倘若實體可能獲得有關支出的未來經濟利益且支出的成本能可靠計算，則有關支出可撥充資本，作為該項資產之額外成本值或一項獨立資產。

折舊乃按物業、廠房及設備之估計可使用年期以直線法撇銷其成本。可使用年期於各報告期末進行審閱，而任何估計變動之影響按前瞻基準入賬。主要年率如下：

電腦設備	33%
辦公室設備	14% – 33%
傢俬及裝置	14% – 20%
汽車	20%

出售或報廢一項物業、廠房及設備產生之損益釐定為該資產之銷售所得款項與賬面值之差額，並於損益賬內確認。

#### (d) 投資物業

投資物業為持有作賺取租金或資本增值或兩者兼得之物業，惟不會於日常業務中持作出售、用作生產或供應貨品或服務或作為行政用途。投資物業於初步確認時按成本計量，其後按公平值於損益賬內確認任何變動。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Financial assets

Financial assets are recognised and derecognised on trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value. During the year, the Group's financial assets are classified as loans and receivables which are subsequently accounted for as follows:

##### (i) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables are carried at amortised cost using the effective interest method, less any identified impairment losses. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at the end of reporting period. Financial assets are 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 asset have been impacted. Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

### 4. 重要會計政策(續)

#### (e) 金融資產

根據合約(有關條款規定該項投資須於相關市場制訂之時限內交付)購買或出售金融資產時，金融資產會於交易日確認或終止確認。金融資產初步按公平值加交易成本計算，惟分類為按公平值計入損益之金融資產則初步按公平值計量。於年內，本集團之金融資產分為貸款及應收賬項，其後根據以下方式入賬：

##### (i) 貸款及應收賬項

貸款及應收賬項指並非於活躍市場報價而具有固定或可斷定數額之付款之非衍生金融資產。初步確認後，貸款及應收賬項採用實際利息法按攤銷成本減任何可識別減值虧損入賬。利息收入以實際利率確認，惟利息極少之短期應收賬項除外。

於報告期末評估金融資產(按公平值計入損益的金融資產除外)有否減值跡象。倘有客觀證據顯示金融資產首次確認後發生之一項或多項事件影響相關投資之估計未來現金流量，則金融資產視為已減值。減值之客觀證據包括：

- 發行人或交易對手出現重大財政困難；或
- 拖欠利息或本金付款；或
- 借貸方很可能破產或進行財務重組；或
- 技術、市場、經濟或法律環境出現對債務人不利之重大逆轉。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Financial assets (Continued)

##### (ii) Impairment of financial assets

If any such evidence exists, impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate, where the effect of discounting is material. This assessment is made collectively where financial assets carried at amortised cost share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

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

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade and other receivables and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

##### (iii) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset, or where appropriate, a shorter period.

### 4. 重要會計政策(續)

#### (e) 金融資產(續)

##### (ii) 金融資產減值

倘存在有關證據，減值虧損按資產賬面值與估計未來現金流量現值之差額釐定，如貼現影響屬重大，則按金融資產原來實際利率貼現。如按攤銷成本列賬之金融資產具備類似之風險特徵，例如類似之逾期情況及並未單獨被評估為減值，則有關之評估會同時進行。金融資產之未來現金流量會根據與該類資產具有類似信貸風險特徵資產之過往虧損情況以一同評估減值。

倘減值虧損金額其後減少，且該等減少客觀與確認減值虧損後發生之事件相關，則減值虧損將於損益賬撥回。撥回減值虧損不得導致資產賬面值超過假設該資產於以往年度從未確認減值虧損釐定應確認之賬面值。

減值虧損直接於相關資產撤銷，惟可收回金額不肯定但並非收回機會極微之應收及其他應收款項則除外。在此情況下，呆賬減值虧損會於撥備賬記錄。倘本集團確認能收回應收賬項之機會極微，視為不可收回之金額將直接從應收及其他應收款項中撤銷，而在撥備賬中有關該債務之任何金額會撥回。倘之前計入撥備賬之賬項其後收回，則有關賬項於撥備賬撥回。撥備賬之其他改變及其後收回先前直接撤銷之賬項均於損益賬內確認。

##### (iii) 實際利息法

實際利息法為計算金融資產攤銷成本及於有關期間內分配利息收入之方法。實際利率為金融資產預計有效期或於較短期間(如適用)內實際折現預計未來現金收入之利率。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Financial assets (Continued)

##### (iv) Derecognition of financial assets

The Group derecognises financial assets only when the contractual rights to the cash flows from the asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKAS 39.

#### (f) Financial liabilities and equity instrument issued by the Group

##### (i) Classification as debt or equity

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

##### (ii) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

##### (iii) Financial liabilities

Financial liabilities, including other payables, deposit received and accruals and borrowings are initially measured at fair value, net of transaction costs and are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or where appropriate, a shorter period.

### 4. 重要會計政策(續)

#### (e) 金融資產(續)

##### (iv) 終止確認金融資產

倘本集團金融資產獲得現金流之合約權利屆滿或倘金融資產已轉讓及轉讓根據香港會計準則第39號符合終止確認標準，則會終止確認該項金融資產。

#### (f) 本集團發行之金融負債及權益工具

##### (i) 分類為債務或權益

集團實體發行之金融負債及權益工具，根據所簽訂之合約實質安排及其對金融負債及權益工具之界定進行分類。

##### (ii) 權益工具

本公司發行之權益工具按已收所得賬項(經扣除直接發行成本後)記賬。

##### (iii) 金融負債

金融負債(包括其他應付款項、已收按金及應計款項及借款)初步以公平值減去交易成本計算，金融負債隨後使用實際利率法以攤銷成本計量，並在實際收益之基礎上確認利息支出。

實際利率法是計算一項金融負債攤銷費用以及相關期間分配利息支出之方法。實際利率是通過金融負債預期使用期限或者更短期限(如適用)之預期未來現金付款之貼現率。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Financial liabilities and equity instrument issued by the Group (Continued)

##### (iv) Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

#### (g) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and deposits held at call with banks, and other short-term highly liquid investments with original maturities of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

#### (h) Operating leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership of the assets concerned to the lessees. 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 and recognised as an expense on the straight-line basis over the lease term.

##### *The Group as lessee*

Rentals payable under operating leases are charged to the profit or loss on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are also spread on a straight-line basis over the lease term.

### 4. 重要會計政策(續)

#### (f) 本集團發行之金融負債及權益工具(續)

##### (iv) 終止確認金融負債

當本集團之金融負債被解除，取消或到期，本集團終止確認金融負債。

倘本集團因重新磋商負債條款而向債權人發行本身之股本工具以償付全部或部分金融負債，所發行之股本工具即所付代價，乃初步按有關金融負債(或當中部分)註銷當日之公平值確認及計量。倘已發行股本工具之公平值無法可靠計量，則股本工具按已註銷金融負債之公平值計量。已註銷金融負債(或當中部分)之賬面值與所付代價間之差額乃於年內於損益賬內確認。

#### (g) 現金及現金等值項目

現金及現金等值項目包括手頭現金及銀行活期存款及可隨時轉換為既定數額現金、沒有重大價值變動風險及原到期日不超過三個月之短期高流動性投資。

#### (h) 經營租賃

當租約之條款已將有關資產的所有權之絕大部分風險及回報轉讓予承租人時，租賃分類為融資租賃。其他所有租約分類為經營租賃。

##### *本集團作為出租人*

經營租賃之租金收入乃於有關租期內以直線法於損益內確認。因商議及安排經營租賃所產生之初步直接成本則計入已出租資產之賬面值，並於租期內以直線法確認為開支。

##### *本集團作為承租人*

經營租賃項下之應付租金乃以直線法於有關租賃年內於損益賬內扣除。作為訂立經營租賃優惠的已收及應收利益亦按租賃年期以直線法列賬。





# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (i) Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made.

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

#### (j) Impairment of other assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased. 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). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs. Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market 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.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount to the extent 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 CGU) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

### 4. 重要會計政策(續)

#### (i) 撥備及或然負債

倘本集團因過往事件而須承擔現有法定或推定責任以及本集團能就可能須用於解決該責任之支取經濟利益作出可靠之估計時，須確認撥備。

倘支取經濟利益之可能性不大，或未能可靠地估計數額，則以或然負債形式予以披露，除非支取之可能性極微。僅可在日後一項或以上事件發生與否下確定是否須承擔之責任，亦作或然負債予以披露，除非支取經濟利益之可能性極微。

#### (j) 其他資產減值

在各報告期末，本集團會對有形和無形資產之賬面金額進行核實，以確定是否有跡象顯示這些資產已發生減值虧損或於過往所作之減值撥備是否不需再存在或應減少。如果存在這種跡象，則會對資產之可收回金額作出估計，以確定減值虧損之程度（如有）。如果無法估計個別資產之可收回金額，本集團會估計該資產所屬現金產生單位（「現金產生單位」）之可收回金額。資產之可收回金額為公平值（扣除銷售成本）與使用價值兩者中之較高者。於評估使用價值時，按除稅前折讓率折讓至現值，以反映現時市場對貨幣時間價值及就估計日後現金流量未作調整之資產之特定風險的評估。

如果估計資產（或現金產生單位）之可收回金額低於其賬面金額，則將該資產（或現金產生單位）之賬面金額減至其可收回金額。減值虧損會立即於損益賬內確認。

如果減值虧損在以後轉回，該資產（或現金產生單位）之賬面金額會增加至其重新估計之可收回金額；但是，增加後之賬面金額不能超過該資產（或現金產生單位）以前年度未確認減值虧損時應確定之賬面金額。減值虧損之撥回即時於損益賬中確認。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (k) Taxation

Taxation for the year comprises current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Deferred tax liabilities are recognised for all temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates expected to apply in the period when the liability is settled or the asset is realised based on tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax liabilities arising from initial recognition of assets and liabilities in a transaction which is not a business combination and at the time of the transaction affects neither accounting profit nor taxable profits are not recognised.

An exception to the general requirement on determining the appropriate tax rate used in measuring deferred tax amount is when an investment property is carried at fair value under HKAS 40 "Investment Property". Unless the presumption is rebutted, the deferred tax amounts on these investment properties are measured using the tax rates that would apply on sale of these investment properties at their carrying amounts at the reporting date. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all the economic benefits embodied in the property over time, rather than through sale.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

### 4. 重要會計政策(續)

#### (k) 稅項

年內稅項包括當期稅項及遞延稅項。

當期稅項乃基於已就所得稅而言毋須課稅或不獲寬減項目作調整之日常業務之盈虧為基準，並按於報告期末已頒佈或實質上已頒佈之稅率計算。

就用作財務報表用途之資產及負債賬面值與用作稅項用途之相應金額之暫時性差異確認遞延稅項。遞延稅項負債乃按所有暫時性差異確認。倘有可動用以扣除暫時性差異之應課稅溢利，則會確認遞延稅項資產。遞延稅項以於報告期末已頒佈或實質上已頒佈之稅率為基準，按預期將於清償負債或變現資產之期間所採用之稅率計量。

初次確認非業務合併交易中的資產或負債而產生的遞延稅項負債，且於交易時不影響會計溢利和應課稅溢利時，則不予確認。

有關釐定計量遞延稅項金額所用適當稅率之一般規定有例外情況，即當投資物業為根據香港會計準則第40號「投資物業」按公平值列賬時。除非假設被推翻，否則該等投資物業之遞延稅項金額按各報告日按賬面值出售該等投資物業所適用之稅率計量。當投資物業可予折舊，並於旨在隨時間消耗物業所包含之絕大部分經濟利益而非透過出售之業務模式內持有時，有關假設會被推翻。

附屬公司之投資權益產生之應課稅暫時性差異會確認為遞延稅項負債，惟本集團能夠控制暫時性差異之撥回，而且暫時性差異在可預見之將來很可能不會轉回之情況除外。

遞延稅項資產及負債只有在有法律上可強制執行之權利以當期稅項負債抵銷當期稅項資產，以及當與該等資產與負債相關之所得稅是由同一稅務機構徵收，並且本集團擬以淨額基準結算其當期稅項資產及負債時才互相抵銷。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (l) Foreign currencies

In preparing the financial statements of the individual entities, foreign currency transactions are translated into individual entity's functional currency at the rates of exchange prevailing on the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the end of reporting period. 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 included in profit or loss.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations (including comparatives) are expressed in Hong Kong dollars using exchange rates prevailing at the end of reporting period. Income and expenses items (including comparatives) are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the year, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in translation reserve. Such translation differences, to the extent attributable to the owners of the Company, are recognised in profit or loss in the period when the foreign operations are disposed of.

#### (m) Employees' benefits

##### (i) Short term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

##### (ii) Defined contribution retirement plans

The Group's contributions to the defined contribution retirement scheme are expensed as incurred when the services are rendered by the employees.

##### (iii) Termination benefits

Termination benefits are recognised on the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

### 4. 重要會計政策(續)

#### (l) 外幣

就編製個別實體之財務報表而言，以外幣進行之交易乃按交易日之現行匯率換算為個別實體之功能貨幣。於各報告期末，以外幣列值之貨幣項目乃按報告期末之現行匯率重新換算。以外幣表示公平值之非貨幣項目按公平值釐定日期之現行匯率重新換算。以外幣歷史成本計量之非貨幣項目毋須重新換算。

因結算貨幣項目及重新換算貨幣項目而產生之匯兌差額包含於損益賬內。

就呈列綜合財務報表而言，本集團海外業務之資產與負債(包括比較數字)乃採用報告期末之現行匯率以港元定值。收入及費用項目(包括比較數字)按本年度平均匯率換算，除非匯率於年內大幅波動，於此情況下，乃使用交易日期之現行匯率。產生之匯兌差額(如有)於其他全面收益內確認並累計入匯兌儲備。本公司擁有人應佔之上述匯兌差額於海外業務出售當期於損益賬內確認。

#### (m) 僱員福利

##### (i) 短期僱員福利

短期僱員福利乃預計於僱員提供相關服務之年度報告期末後十二個月以前悉數結算之僱員福利(終止福利除外)。短期僱員福利於僱員提供相關服務之年度內確認。

##### (ii) 定額供款退休金計劃

本集團向定額供款退休金計劃作出之供款在僱員提供服務產生時列作開支。

##### (iii) 終止福利

終止福利於本集團不能撤回該等福利時以及本集團確認重組成本(涉及支付終止福利)時(以較早日期為準)確認。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (n) Borrowing costs

Borrowing costs attributable directly to the acquisition, construction or production of qualifying assets which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets. Income earned on temporary investments of specific borrowings pending their expenditure on those assets is deducted from borrowing costs capitalised. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### (o) Related parties

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of key management personnel of the Group.
- (b) An entity is related to the Group if any of the following conditions apply:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.
  - (vi) The entity is controlled or jointly controlled by a person identified in (a).
  - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).
  - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

### 4. 重要會計政策(續)

#### (n) 借款成本

與收購事項、建築工程或需長時間生產方可作擬定用途或銷售之合資格資產直接相關之借款成本，均會撥作該等資產成本之一部分。將有待用於該等資產之特定借款作短期投資所賺取之收入會於撥作成本的借款成本扣除。所有其他借款成本會於產生時於損益賬內確認。

#### (o) 有關連人士

- (a) 倘該名人士出現下列情況則該名人士或其近親被視為本集團有關連人士：
- (i) 對本集團有控制權或共同控制權；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團高級管理層職員之成員。
- (b) 倘出現下列情況則該實體被視為本集團有關連人士：
- (i) 該實體及本集團屬同一集團(即各母公司、附屬公司及同系附屬公司為互相關連)。
  - (ii) 一個實體是另一實體的聯營公司或合營企業(或集團之成員之聯營公司或合營企業，而該集團當中之另一實體為成員)。
  - (iii) 兩個實體皆為相同第三方之合營企業。
  - (iv) 一個實體為第三實體之合營企業及另一實體為該第三實體之聯營公司。
  - (v) 該實體為本集團或作為本集團有關連實體的僱員福利而設的離職後福利計劃。
  - (vi) 該實體受(a)所識別之人士控制或共同控制。
  - (vii) 於(a)(i)所識別對實體有重大影響之人士，或是實體(或實體之母公司)高級管理層職員之成員。
  - (viii) 實體或作為集團任何成員公司其中一部分向本公司或本公司的母公司提供主要管理人員服務。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (o) Related parties (Continued)

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

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

#### (p) 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 and excludes value added tax or other sales related taxes.

- (i) Revenue from sales of goods is recognised upon transfer of the significant risks and rewards of ownership to the customer. This is usually taken as the time when the goods are delivered and the customer has accepted the goods.
- (ii) Revenue from provision of Fintech solutions is recognised on the stage of completion of the transaction at the end of the reporting period which is measured by reference to the milestones achieved by the Group and accepted by customers.
- (iii) Revenue from provision of Linux-based and other solutions and Fintech related post contract support services which run for a set period of time and where contractual services are performed by an indeterminate number of acts is recognised on a straight-line basis over the terms of the respective contracts.
- (iv) Rental income is recognised in accordance with the Group's accounting policy for operating leases set out in Note 4(h).
- (v) Interest income is recognised on a time-proportion basis using the effective interest method.

### 4. 重要會計政策(續)

#### (o) 有關連人士(續)

該名人士之近親為可能被預期於與實體進行交易時影響該名人士或受該名人士影響之該等家族成員並包括：

- (i) 該名人士之子女及配偶或家庭夥伴；
- (ii) 該名人士之配偶或家庭夥伴之子女；及
- (iii) 依賴該名人士或該名人士之配偶或家庭夥伴之人士。

#### (p) 收入確認

收入按已收或應收代價之公平值計量，收入已就估計客戶退貨、折扣及其他類似備抵作出扣減，且不包括增值稅或其他銷售相關稅項。

- (i) 銷售貨品之收入於貨品之所有權之絕大部分風險及回報已轉讓予客戶時確認。此情況通常於貨品已付運及客戶已接收貨品時發生。
- (ii) 提供金融科技解決方案之收入(乃參考本集團實現及客戶接受的里程碑計量)於報告期末在交易完成的階段確認。
- (iii) 提供Linux系統及其他系統解決方案以及金融科技相關售後支援服務(運作一段時間，而合約服務乃透過不確定數量行動進行)之收入以直線法就各自合約的條款確認。
- (iv) 租金收入乃根據附註4(h)所載本集團的經營的租賃會計政策確認。
- (v) 利息收入以實際利率法按時間比例基準確認。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 5. REVENUE, OTHER REVENUE AND GAINS

An analysis of the Group's revenue, other revenue and gains is as follows:

### 5. 收入、其他收入及收益

本集團收入及其他收入及收益之分析如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Revenue:	收入：		
Rental income	租金收入	1,543	1,476
Income from provision of solutions pertaining to	提供以下資訊科技解決方案的收入		
– Fintech and related post contract support services	– 金融科技及相關售後支援服務	12,643	–
– Linux-based and others	– Linux系統及其他系統	998	415
		15,184	1,891
Other revenue and gains:	其他收入及收益：		
Fair value gain on investment properties (Note 15)	投資物業公平值收益(附註15)	6,471	1,625
Gain on extinguishment of amount due to a shareholder (Note 21)	註銷應付股東款項的收益(附註21)	10,554	–
Interest income	利息收入	43	34
Sundry income	雜項收入	199	36
		17,267	1,695
Revenue, other revenue and gains	收入、其他收入及收益	32,451	3,586





# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 6. SEGMENT REPORTING

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker that are used to make strategic decisions and to assess the performance.

The Group has three (2017: three) reportable segments. Each of the Group's reportable segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of other business segments. Details of the business segments are summarised as follows:

- (a) the trading business segment that engages in the trading of computer accessories and household goods;
- (b) Software development segment which provides solutions pertaining to Linux-based software and hardware products and other technical support services. During the year, the Group has expanded its scope of services to provide Fintech solutions and related post contract support services; and
- (c) the property leasing segment that engages in property leasing in the People's Republic of China (the "PRC").

Segment assets exclude cash and cash equivalents and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude amount due to the spouse of a director, amount due to a director, amount due to a shareholder, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

There was no inter-segment sale or transfer during the year (2017: HK\$Nil). Central revenue and expenses including other revenue and gains (except for fair value gain on investment properties) and finance costs are not allocated to the operating segments as they are not included in the measurement of the segments' profit/(loss) that is used by the chief operating decision-makers for assessment of segment performance.

### 6. 分部報告

本集團按主要營運決策者所審閱並賴以作出決策及評估表現之報告釐定其經營分部。

本集團擁有三個(二零一七年：三個)可呈報分部。本集團各可呈報分部指提供產品及服務之策略業務單位，並與其他業務之風險及回報不同。業務分部詳情概述如下：

- (a) 貿易業務分部，從事電腦配件、家居用品買賣；
- (b) 軟件開發分部，提供Linux系統軟件及硬件產品以及其他技術支援服務。於年內，本集團已擴大其服務範圍以提供金融科技系統解決方案及相關售後支援服務；及
- (c) 物業租賃分部，從事於中華人民共和國(「中國」)之物業租賃。

分部資產不包括現金及現金等值項目及其他未分配總部及企業資產，原因為該等資產以綜合方法管理。

分部負債不包括應付董事配偶款項、應付董事款項、應付股東款項、遞延稅項負債及其他未分配總部及企業負債，原因為該等負債以綜合方法管理。

年內並無任何分部間銷售或轉讓(二零一七年：零港元)。中央收入及開支包括其他收入及收益(除投資物業之公平值收益外)及融資成本不分配至各經營分部，原因是主要營運決策者評估分部表現之分部溢利/(虧損)計算並無包括有關收入及開支在內。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 6. SEGMENT REPORTING (Continued)

#### (a) Business segments

### 6. 分部報告(續)

#### (a) 業務分部

		Trading business		Software development				Property leasing		Consolidated	
		貿易業務		軟件開發				物業租賃		綜合	
				Fintech related		Linux-based and others					
				金融科技相關		Linux 系統及其他系統					
		2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
		二零一八年	二零一七年	二零一八年	二零一七年	二零一八年	二零一七年	二零一八年	二零一七年	二零一八年	二零一七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Revenue from external customers	來自外界客戶之收入	-	-	12,643	-	998	415	1,543	1,476	15,184	1,891
Inter-segment revenue	分部間收入	-	-	-	-	-	-	-	-	-	-
Reportable segment revenue	可呈報分部收入	-	-	12,643	-	998	415	1,543	1,476	15,184	1,891
Reportable segment (loss)/profit	可呈報分部(虧損)/溢利	(820)	(717)	6,914	-	714	252	7,739	2,740	14,547	2,275
Reportable segment assets	可呈報分部資產	140	186	256	-	27	19	53,125	42,045	53,548	42,250
Reportable segment liabilities	可呈報分部負債	(7)	(76)	(431)	-	-	(5)	(482)	(582)	(920)	(663)
Other segment information:	其他分部資料：										
Fair value gain on investment properties	投資物業之公平值收益	-	-	-	-	-	-	6,471	1,625	6,471	1,625
Depreciation	折舊	-	2	11	-	-	2	-	-	11	4
Unallocated depreciation	未分配折舊									2	5
Total depreciation	折舊總額									13	9
Additions to non-current assets	添加至非流動資產	-	-	51	-	-	-	-	-	51	-
Unallocated additions to non-current assets	未分配添加至非流動資產									-	13
Total additions to non-current assets	添加至非流動資產總額									51	13



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 6. SEGMENT REPORTING (Continued)

### 6. 分部報告(續)

#### (b) Reconciliation of reportable segment profit/(loss), assets and liabilities

#### (b) 可呈報分部之溢利/(虧損)、資產及負債之對賬

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Profit/(loss) before taxation</b>	<b>除稅前溢利/(虧損)</b>		
Reportable segment profit	可呈報分部溢利	14,547	2,275
Other revenue	其他收入	10,796	70
Corporate and other unallocated expenses	企業及其他未分配開支	(4,177)	(5,163)
Finance costs	融資成本	(968)	(961)
Consolidated profit/(loss) before taxation	除稅前綜合溢利/(虧損)	20,198	(3,779)
<b>Assets</b>	<b>資產</b>		
Reportable segment assets	可呈報分部資產	53,548	42,250
Cash and cash equivalents	現金及現金等值項目	39,003	17,492
Unallocated corporate assets	未分配企業資產	1,270	207
Consolidated total assets	綜合資產總額	93,821	59,949
<b>Liabilities</b>	<b>負債</b>		
Reportable segment liabilities	可呈報分部負債	(920)	(663)
Current tax liabilities	當期稅項負債	(791)	—
Deferred tax liabilities	遞延稅項負債	(4,572)	(2,245)
Unallocated corporate liabilities	未分配企業負債		
– Amount due to the spouse of a director	— 應付董事配偶款項	(125)	(491)
– Amount due to a director	— 應付董事款項	(2,609)	(3,723)
– Amount due to a shareholder	— 應付股東款項	(486)	(34,789)
– Proceeds from share subscriptions received in advance	— 預收股份認購所得款項	(20,000)	—
– Others	— 其他	(1,444)	(1,580)
Consolidated total liabilities	綜合負債總額	(24,664)	(40,583)
		(30,947)	(43,491)



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 6. SEGMENT REPORTING (Continued)

#### (c) Geographic information

During the reporting period, the Group's operations and non-current assets other than financial instruments (specified non-current assets) are located in Hong Kong, Taiwan and the PRC (2017: Hong Kong, Taiwan and the PRC). The specified non-current assets information below is based on the location of assets.

Segment information of the Group by geographical locations of customer is presented as below:

	Hong Kong 香港		Taiwan 台灣		PRC 中國		Consolidated 綜合	
	2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Revenue from external customers 來自外界客戶之收入	2,800	-	5,940	309	6,444	1,582	15,184	1,891
Specified non-current assets 特定非流動資產	9	11	-	1	53,170	42,050	53,179	42,062

#### (d) Information about major customers

Revenue from the Group's major customers which contributed 10% or more of the Group's revenue are set out below:

	2018 二零一八年	2017 二零一七年
	HK\$'000 千港元	HK\$'000 千港元
<b>Software development:</b>		
Customer A 客戶A	5,940	N/A 不適用
Customer B 客戶B	3,073	N/A 不適用
Customer C 客戶C	2,800	N/A 不適用
Customer D 客戶D	N/A 不適用	309
<b>Property leasing segment:</b>		
Customer E 客戶E	N/A 不適用	752
Customer F 客戶F	N/A 不適用	309
Customer G 客戶G	N/A 不適用	197
	11,813	1,567

### 6. 分部報告(續)

#### (c) 地域分部資料

於報告期間，本集團之業務及非流動資產(金融工具(特定非流動資產)除外)位於香港、台灣及中國(二零一七年：香港、台灣及中國)。以下特定非流動資產資料乃以資產所在地劃分。

按客戶所在地劃分本集團之分部資料如下：

#### (d) 主要客戶之資料

本集團來自佔本集團收入10%或以上的主要客戶之收入載列如下：



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 7. FINANCE COSTS

### 7. 融資成本

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Interest payable to a director (Note 22)	應付董事利息(附註22)	86	134
Interest payable to the spouse of a director (Note 20)	應付董事配偶利息(附註20)	5	19
Interest payable to a shareholder (Note 21)	應付股東利息(附註21)	877	808
		<b>968</b>	<b>961</b>

### 8. PROFIT/(LOSS) BEFORE TAXATION

### 8. 除稅前溢利/(虧損)

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Profit/(loss) before taxation is arrived at after charging:	除稅前溢利/(虧損)經扣除下列各項：		
Cost of sales and services (Note below)	銷售及服務成本(下文附註)	3,529	77
Depreciation	折舊	13	9
Minimum operating lease payments:	經營租賃之最低租賃款額：		
office premises and a staff quarter	辦公室物業及員工宿舍	723	696
Auditor's remuneration	核數師酬金	603	575
Staff costs (Note below)	員工成本(下文附註)		
(including directors' emoluments):	(包括董事酬金)：		
Salaries and other benefits	薪金及其他福利	6,316	3,572
Pension scheme contributions	退休金計劃供款	1,314	211
		<b>7,630</b>	<b>3,783</b>

Note: Staff costs of HK\$3,461,000 (2017: HK\$Nil) are also included in "Cost of sales and services".

附註：員工成本3,461,000港元(二零一七年：零港元)亦計入「銷售及服務成本」。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 9. DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS

### 9. 董事及高級行政人員之酬金

(a) Directors' emoluments disclosed pursuant to the GEM Listing Rules in relation to the disclosure under Section 383 of the Hong Kong Companies Ordinance (Cap. 622) (the Ordinance) and the Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap.622G) (the Regulation) are as follows:

(a) 根據GEM上市規則有關香港公司條例(第622章)第383條(「該條例」)及公司規則(第622G章)(有關董事福利之資料披露)(「該規則」)披露之董事酬金如下:

		Directors' fees	Salaries, allowances and other benefits	Pension scheme contributions	Total
		董事袍金 HK\$'000 千港元	薪金、津貼及其他福利 HK\$'000 千港元	退休金計劃供款 HK\$'000 千港元	總計 HK\$'000 千港元
<b>2018</b>	<b>二零一八年</b>				
Executive Directors:	執行董事:				
Wong Hoi Wong	王凱煌	—	1,030	18	1,048
Lin En Fu	林穎甫	—	486	—	486
Non-executive Directors:	非執行董事:				
Lin Chien Hsin	林建新	48	—	—	48
Hsieh Yi Chen	謝宜蓁	48	—	—	48
Wu Chiao Ru	巫巧如	48	—	—	48
Independent Non-executive Directors:	獨立非執行董事:				
Chan Mei Sze	陳美詩	48	—	—	48
Chu Meng Chi	朱孟祺	48	—	—	48
Lin Yan Jenny	林焱	48	—	—	48
		<b>288</b>	<b>1,516</b>	<b>18</b>	<b>1,822</b>
<b>2017</b>	<b>二零一七年</b>				
Executive Directors:	執行董事:				
Wong Hoi Wong	王凱煌	—	1,030	18	1,048
Lin En Fu	林穎甫	—	486	—	486
Non-executive Directors:	非執行董事:				
Lin Chien Hsin	林建新	48	—	—	48
Hsieh Yi Chen	謝宜蓁	48	—	—	48
Wu Chiao Ru	巫巧如	48	—	—	48
Independent Non-executive Directors:	獨立非執行董事:				
Chan Mei Sze	陳美詩	48	—	—	48
Chu Meng Chi	朱孟祺	48	—	—	48
Lin Yan Jenny	林焱	48	—	—	48
		<b>288</b>	<b>1,516</b>	<b>18</b>	<b>1,822</b>

There were no arrangements under which a director waived or agreed to waive any emoluments, and neither incentive payment nor compensation for loss of office was paid to any director during the current and prior year.

於本年度及過往年度，既無任何董事放棄或同意放棄任何酬金之安排，以及既無任何獎勵付款或失去職位之補償支付予任何董事。





# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 9. DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS (Continued)

- (b) Details of emoluments paid to the five highest paid individuals during the year included two directors (2017: two directors) whose emoluments are set out above. Details of remuneration of the remaining three (2017: three) highest paid employees of the Group during the year are as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Salaries, allowances and other benefits	薪金、津貼及其他福利	978	906
Pension scheme contributions	退休金計劃供款	44	40
		<b>1,022</b>	<b>946</b>

The aggregate emoluments of each of the highest paid employees were less than HK\$1,000,000 for the current and prior years.

The aggregate emoluments of each of the members of senior management were within the following bands:

		2018 二零一八年 Number of individuals 人數	2017 二零一七年 Number of individuals 人數
Nil to HK\$1,000,000	零至 1,000,000 港元	7	7
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	1	1

### 9. 董事及高級行政人員之酬金(續)

- (b) 於年內向五名最高薪人士包括兩名董事(二零一七年：兩名董事)支付酬金之詳情載列如上。於年內，本集團之餘下三名(二零一七年：三名)最高薪僱員之酬金之詳情載列如下：

於本年度及過往年度，每名最高薪僱員的酬金總額均少於1,000,000港元。

高級管理層各成員之酬金總額在下列薪酬範圍內：



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 10. PENSION SCHEMES

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for all of those employees who are eligible to participate in the scheme. The MPF Scheme has operated since 1 December 2000. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Company's subsidiaries which operate in the PRC are required to participate in a central pension scheme operated by the local municipal government. The PRC subsidiaries are required to contribute a percentage of its payroll costs to the central pension scheme. The central pension scheme is responsible for the entire pension obligations payable to all retired employees and the Group has no further obligations for the pension payments on post-retirement benefits beyond the annual contributions.

The Group's contributions to pension schemes for the year ended 31 March 2018 amounted to HK\$1,314,000 (2017: HK\$211,000).

### 11. TAXATION

(a) Taxation for the year

Current tax	當期稅項
– Hong Kong	– 香港
– Elsewhere	– 其他地方
Deferred tax (Note 11)	遞延稅項(附註11)
Taxation for the year	本年度稅項

Provision for Hong Kong Profits Tax for the year has been made at 16.5% of the estimated assessable profits. Taxation elsewhere has been made at a tax rate applicable to the relevant jurisdictions. No provision for current tax had been made in the year ended 31 March 2017 as the Group had no estimated assessable profits for that year.

### 10. 退休金計劃

本集團根據強制性公積金計劃條例，為其所有合資格參與計劃之僱員提供定額強制性公積金退休福利計劃(「強積金計劃」)。強積金計劃自二零零零年十二月一日起開始運作。本集團按僱員基本薪金某一百分比作出供款，於須根據強積金計劃規則作出供款時在損益賬內扣除。強積金計劃之資產存於獨立管理基金，與本集團之資產分開持有。本集團就強積金計劃作出之僱主供款全數歸僱員所有。

於中國經營之本公司附屬公司之僱員須參與由當地市政府運作之中央退休金計劃。該等中國附屬公司須按薪金某一百分比向中央退休金計劃作出供款。中央退休金計劃須支付全體已退休僱員之所有退休金，而本集團毋須就年度供款以外之退休後福利承擔其他退休金責任。

於截至二零一八年三月三十一日止年度，本集團作出退休金計劃供款1,314,000港元(二零一七年：211,000港元)。

### 11. 稅項

(a) 本年度稅項

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
134	–
700	–
834	–
1,979	790
2,813	790

本年度已按估計應課稅溢利的16.5%就香港利得稅作出撥備。其他地區的稅項已按相關司法管轄區的適用稅率繳納。由於本集團於截至二零一七年三月三十一日止年度並無估計應課稅溢利，故並無就當期稅項作出撥備。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 11. TAXATION (Continued)

### 11. 稅項(續)

(a) Taxation for the year (Continued)

Taxation for the year can be reconciled to profit/(loss) before taxation per consolidated statement of profit or loss and other comprehensive income as follows:

(a) 本年度稅項(續)

本年度稅項與按綜合損益及其他全面收益表計算之除稅前溢利／(虧損)之對賬如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Profit/(loss) before taxation	除稅前溢利／(虧損)	20,198	(3,779)
Taxation charge/(credit) calculated at Hong Kong	按16.5% (二零一七年：16.5%)之香港		
Profits Tax rate of 16.5% (2017: 16.5%)	利得稅稅率計算之稅項支出／(計入)	3,333	(623)
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	771	958
Effect on different tax rate of subsidiaries operating in the other jurisdictions	於其他司法權區經營之附屬公司不同稅率之影響	721	170
Tax effect of unrecognised tax losses	未確認稅項虧損之稅務影響	210	288
Tax effect of other unrecognised deductible temporary differences	其他未確認可扣稅暫時性差異之稅務影響	39	(1)
Utilisation of unrecognised tax losses in previous years	動用以往年度未確認稅項虧損	(452)	—
Tax effect of non-taxable items	不可徵稅項目之稅務影響	(1,809)	(2)
Taxation for the year	本年度稅項	2,813	790

(b) The components of recognised deferred tax liabilities are as follows:

(b) 已確認遞延稅項負債之組成部分如下：

		Accelerated depreciation allowance 加速稅項折舊 HK\$'000 千港元	Revaluation of investment properties 投資物業重估 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2016	於二零一六年四月一日	951	660	1,611
Charge for the year	本年度扣除	384	406	790
Exchange realignment	匯兌調整	(84)	(72)	(156)
At 31 March 2017	於二零一七年三月三十一日	1,251	994	2,245
Charge for the year	本年度扣除	361	1,618	1,979
Exchange realignment	外匯調整	148	200	348
At 31 March 2018	於二零一八年三月三十一日	1,760	2,812	4,572



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 11. TAXATION (Continued)

- (c) The components of unrecognised deductible temporary differences are as follows:

Unutilised tax losses	未動用稅項虧損
PRC subsidiaries	中國附屬公司
Taiwan subsidiary	台灣附屬公司
Companies operating in Hong Kong	於香港經營之公司
Provision	撥備
Decelerated tax allowances	減速稅項折舊

Note:

Deferred tax assets in respect of the deductible temporary differences have not been recognised in the financial statements owing to the absence of objective evidence in respect of the availability of sufficient taxable profits that are expected to arise to offset against the deductible temporary differences.

The unutilised tax losses accumulated in the PRC subsidiaries and the Taiwan subsidiary would expire in five years and ten years from the respective year of loss sustained respectively. The unutilised tax losses accumulated in those group entities operating in Hong Kong can be carried forward indefinitely.

### 11. 稅項(續)

- (c) 未確認可扣稅暫時性差異之組成部分如下：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Unutilised tax losses	3,792	5,461
PRC subsidiaries	-	1,458
Taiwan subsidiary	22,358	22,358
Companies operating in Hong Kong	26,150	29,277
Provision	-	1,128
Decelerated tax allowances	-	6
	26,150	30,411

附註：

由於缺乏客觀憑證以證實預期產生之應課稅溢利足以抵銷可扣稅之暫時性差異，故此並無於財務報表內就可扣稅暫時性差異確認遞延稅項資產。

中國及台灣附屬公司累積之未動用稅項虧損將分別於各自之虧損年度起五年內及十年內期滿。於香港經營之公司之未動用稅項虧損可無限期結轉。

### 12. DIVIDEND

No dividend has been paid or declared by the Company during the year (2017: HK\$Nil).

### 12. 股息

本公司於年內未曾派發或宣派任何股息(二零一七年：零港元)。

### 13. EARNINGS/(LOSS) PER SHARE

The calculation of basic earnings per share for the year ended 31 March 2018 is based on the profit attributable to owners of the Company of HK\$17,394,000 (2017: loss attributable to owners of the Company of HK\$4,559,000) and weighted average of 228,750,919 (2017: 225,570,261) ordinary shares in issue during the year.

The Company has no dilutive potential ordinary shares outstanding during the years ended 31 March 2018 and 2017. Accordingly, the basic and diluted earnings/(loss) per share for the respective years ended 31 March 2018 and 2017 are the same.

### 13. 每股盈利/(虧損)

截至二零一八年三月三十一日止年度，每股基本盈利乃按本公司擁有人應佔溢利17,394,000港元(二零一七年：本公司擁有人應佔虧損4,559,000港元)及年內已發行加權平均普通股228,750,919股(二零一七年：225,570,261股)計算。

於截至二零一八年及二零一七年三月三十一日止年度，本公司並無尚未攤薄潛力之普通股。因此，截至二零一八年及二零一七年三月三十一日止年度之每股基本及攤薄虧損相同。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 14. PROPERTY, PLANT AND EQUIPMENT

### 14. 物業、廠房及設備

		Computer equipment 電腦設備 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost:	成本：					
At 1 April 2016	於二零一六年四月一日	586	1,195	395	217	2,393
Additions	添置	13	—	—	—	13
Disposals	出售	(2)	—	(1)	—	(3)
At 31 March 2017	於二零一七年三月三十一日	597	1,195	394	217	2,403
Additions	添置	42	9	—	—	51
<b>At 31 March 2018</b>	<b>於二零一八年三月三十一日</b>	<b>639</b>	<b>1,204</b>	<b>394</b>	<b>217</b>	<b>2,454</b>
Accumulated depreciation:	累計折舊：					
At 1 April 2016	於二零一六年四月一日	583	1,185	395	217	2,380
Charge for the year	本年度支出	5	4	—	—	9
Eliminated on disposals	出售時抵銷	(2)	—	(1)	—	(3)
At 31 March 2017	於二零一七年三月三十一日	586	1,189	394	217	2,386
Charge for the year	本年度支出	9	4	—	—	13
Exchange adjustment	外匯調整	1	—	—	—	1
<b>At 31 March 2018</b>	<b>於二零一八年三月三十一日</b>	<b>596</b>	<b>1,193</b>	<b>394</b>	<b>217</b>	<b>2,400</b>
Carrying amount:	賬面值：					
<b>At 31 March 2018</b>	<b>於二零一八年三月三十一日</b>	<b>43</b>	<b>11</b>	<b>—</b>	<b>—</b>	<b>54</b>
At 31 March 2017	於二零一七年三月三十一日	11	6	—	—	17



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 15. INVESTMENT PROPERTIES

### 15. 投資物業

HK\$'000  
千港元

Fair value:	公平值：	
At 1 April 2016	於二零一六年四月一日	42,814
Change in fair value included in other gains (Note 5)	列入其他收益之公平值變動(附註5)	1,625
Exchange realignment	匯兌調整	(2,394)
As 31 March 2017	於二零一七年三月三十一日	42,045
Change in fair value included in other gains (Note 5)	列入其他收益之公平值變動(附註5)	6,471
Exchange realignment	外匯調整	4,609
<b>At 31 March 2018</b>	<b>於二零一八年三月三十一日</b>	<b>53,125</b>

The rental income earned by the Group from its investment properties leased out under operating leases amounted to HK\$1,543,000 (2017: HK\$1,476,000) for the year. Direct operating expenses arising on the investment properties in the year amounted to HK\$Nil (2017: HK\$77,000).

本年度本集團來自根據經營租賃出租之投資物業所得的租金收入為1,543,000港元(二零一七年：1,476,000港元)。本年度因投資物業所產生的直接經營開支為零港元(二零一七年：77,000港元)。

The fair value of the Group's investment properties at 31 March 2018 has been arrived at on market value basis carried out by RHL Appraisal Limited, an independent firm of professional valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment properties being valued.

於二零一八年三月三十一日本集團之投資物業之公平值乃由獨立專業估值師永利行評值顧問有限公司按市值基準估值而得出，永利行評值顧問有限公司持有獲認可及相關專業資格，對所估值的投資物業的位置及類別具備相關經驗。

The fair value of investment properties is a level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balance is set out in the above table.

投資物業的公平值為第3級經常性公平值計量。期初及期末公平值結餘的對賬載於上表。

Change in unrealised gain for the year included in profit or loss for investment properties held at 31 March 2018 amounted to HK\$6,471,000 (2017: HK\$1,625,000).

於二零一八年三月三十一日就所持投資物業計入本年度資產損益賬之未變現收益變動為6,471,000港元(二零一七年：1,625,000港元)。





# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 15. INVESTMENT PROPERTIES (Continued)

### 15. 投資物業(續)

The major inputs used in the fair value measurement of the Group's investment properties are set out below:-

本集團投資物業公平值計量所用之主要輸入數據載於下文：

Investment properties	Fair value hierarchy	Valuation technique and key inputs	Significant unobservable inputs	Relationship of unobservable inputs to fair value
投資物業	公平值等級	估值技術及主要輸入數據	重大不可觀察輸入數據	不可觀察數據與公平值之關係
Commercial units 商業單位	Level 3 第3級	Comparison approach The key input is recent market asking price of comparables 比較法 主要輸入數據為近期可比較物業之市場問價	Recent market asking price of comparables, to be taken into account of the discount on asking price and size between the subject properties and the comparables, ranging from <b>HK\$42,000 to HK\$46,000</b> (2017: HK\$28,000 to HK\$36,000) per square meter. 可比較物業之近期市場問價，經考慮問價折扣及目標物業與可比較物業之大小，範圍由每平方 <b>42,000港元至46,000港元</b> (二零一七年：28,000港元至36,000港元)。	The higher the asking price, the higher the fair value 問價較高，則公平值較高
Car park spacing located in the same building of the above commercial units 位於與上述商業單位相同大廈之泊車位	Level 3 第3級	Comparison approach The key input is recent market asking price of comparables 比較法 主要輸入數據為近期可比較泊車位之市場問價	Recent market asking price of comparables, to be taken into account of the discount on asking price and location between the subject properties and the comparables, ranging from <b>HK\$313,000 to HK\$388,000</b> (2017: HK\$227,000 to HK\$261,000) per car park spacing. 可比較泊車位之近期市場問價，經考慮問價折扣及目標物業與可比較泊車位之地點，範圍由每泊車位 <b>313,000港元至388,000港元</b> (二零一七年：227,000港元至261,000港元)。	The higher the asking price, the higher the fair value 問價較高，則公平值較高

The fair value measurement is based on the above properties' highest and best use, which does not differ from their actual use.

公平值計量乃根據上述物業最高及最佳用途，與其實際用途並無差別。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 16. INTERESTS IN SUBSIDIARIES

### 16. 所佔附屬公司之權益

The details of the principal subsidiaries as at 31 March 2018 are as follows:

於二零一八年三月三十一日，附屬公司之詳情如下：

Name of company	Place of incorporation/ registration and operation	Issued ordinary shares/registered capital paid up 已發行普通股／ 繳足註冊資本	Percentage of equity attributable to the Company 本公司應佔 股權百分比	Principal activities
公司名稱	註冊成立／註冊及營業地點			主要業務
<b>Subsidiary held directly</b>				
<b>直接持有之附屬公司</b>				
Thiz Technology Group Holdings Limited	The British Virgin Islands/Hong Kong 英屬處女群島／香港	US\$100 100 美元	100	Investment holding 投資控股
<b>Subsidiaries held indirectly</b>				
<b>間接持有之附屬公司</b>				
Thizlinux Inc.	The British Virgin Islands/Hong Kong 英屬處女群島／香港	US\$1 1 美元	100	Investment holding 投資控股
Thizbiz Inc.	The British Virgin Islands/Hong Kong 英屬處女群島／香港	US\$1 1 美元	100	Investment holding 投資控股
Thiz.com Inc.	The British Virgin Islands/Hong Kong 英屬處女群島／香港	US\$200,000 200,000 美元	100	Investment holding 投資控股
Kingray International Inc	The British Virgin Islands/Taiwan 英屬處女群島／台灣	US\$2,000,000 2,000,000 美元	100	Investment holding 投資控股
Thiz.com (Hong Kong) Limited 即時利尼克斯(香港) 有限公司	Hong Kong 香港	HK\$10,000 10,000 港元	100	Investment holding and provision of software development services 投資控股及提供軟件開發 服務
Thiz Design Group Limited	Hong Kong 香港	HK\$10,000 10,000 港元	100	Investment holding and provision of management services 投資控股及提供管理服務



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 16. INTERESTS IN SUBSIDIARIES (Continued)

### 16. 所佔附屬公司之權益(續)

The details of the principal subsidiaries as at 31 March 2018 are as follows:  
(Continued)

於二零一八年三月三十一日，附屬公司之詳情如下：  
(續)

Name of company	Place of incorporation/ registration and operation	Issued ordinary shares/registered capital paid up 已發行普通股／ 繳足註冊資本	Percentage of equity attributable to the Company 本公司應佔 股權百分比	Principal activities
公司名稱	註冊成立／註冊及營業地點			主要業務
英屬維京群島商 即時利尼克斯有限公司 台灣分公司	Taiwan 台灣	NT\$1,700,000 1,700,000 新台幣	100	Provision of software development service 提供軟件開發服務
Beijing Thiz Ying Jia International Trading Co., Limited ("Ying Jia") (Note) 北京即時盈嘉國際 商貿有限公司(「盈嘉」) (附註)	PRC, Limited Liability company 中國，有限責任公司	US\$1,950,000 1,950,000 美元	100	Provision of software development service 提供軟件開發服務
ThizLinux Software (Shenzhen) Company Limited (Note) 即時軟件(深圳)有限公司(附註)	PRC, Limited Liability company 中國，有限責任公司	US\$1,300,000 1,300,000 美元	100	Provision of technical support to Linux based software and hardware products 提供Linux軟硬件產品 之技術支援
精銳(上海)倉儲有限公司 ("Jing Rui") (Note) (「精銳」)(附註)	PRC, Limited Liability company 中國，有限責任公司	US\$340,000 340,000 美元	100	Property investment 物業投資
上海即時利尼克斯軟件 有限公司 (Note) (附註)	PRC, Limited Liability company 中國，有限責任公司	US\$150,000 150,000 美元	100	Provision of software development service 提供軟件開發服務

Note: The subsidiaries are registered as a wholly-foreign-owned enterprise under the PRC law.

附註：該等附屬公司乃根據中國法律註冊之外商獨資企業。

In the opinion of the directors, the above subsidiaries principally affected the results of the Group for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

董事認為，上述附屬公司對本集團本年度業績有重大影響或構成資產淨值之主要部份。而倘提供其他附屬公司之詳情，董事則認為會使資料過於冗長。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 17. TRADE RECEIVABLES, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

### 17. 應收及其他應收款項、按金及預付款項

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Trade receivables	應收賬項	27	27
Other receivables, deposits and prepayments, net of allowance	其他應收款項、按金及預付款項 (扣除撥備)	1,612	368
		<b>1,639</b>	<b>395</b>

(a) The average credit period granted to the Group's customers of Linux-based and others is 90 days (2017: 90 days). For customers of Fintech related, the payments are generally several days before or after the invoice date. As at 31 March 2018, the ageing analysis of the Group's trade receivables net of allowance for doubtful debts, based on the invoice date was as follows:

(a) 本集團給予Linux系統及其他系統客戶之平均信貸期為90日(二零一七年: 90日)。就金融科技相關之客戶而言,一般於發票日期前數日或發票日期後作出支付。於二零一八年三月三十一日,根據發票日期計算之本集團應收賬項(已扣除呆賬撥備)之賬齡分析如下:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
0 – 30 days	0至30日	27	27
Over 360 days	360日以上	–	–
		<b>27</b>	<b>27</b>



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 17. TRADE RECEIVABLES, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

- (b) The ageing analysis of trade receivables that are past due but not impaired are as follows:

Neither past due nor impaired	並無逾期或減值
More than 6 months but not more than 12 months past due	逾期6個月以上但不超過12個月
Over one year	一年以上

Trade receivables that were past due but not impaired relate to a small number of independent customers that have no recent history of default. Accordingly, management believes that no impairment allowance is necessary in respect of these balances as there have not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

### 17. 應收及其他應收款項、按金及預付款項 (續)

- (b) 未減值之已逾期但未減值應收賬項之賬齡分析如下：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
27	27
-	-
-	-
27	27

已逾期但尚未減值的應收賬項與並無最近違規記錄的少數獨立客戶有關。因此，管理層認為，由於其信貸質素並無重大變動且該等結餘仍被視為可全數收回，故毋須就該等結餘作出減值撥備。本集團並無就該等結餘持有任何抵押品。

### 18. BANK BALANCES AND CASH

Bank balances and cash 銀行結存及現金

At 31 March 2018, included in the Group's bank balances and cash were amounts of approximately HK\$6,497,000 (2017: HK\$5,324,000) denominated in Renminbi ("RMB") and kept in the PRC. RMB is not freely convertible into other currencies. However, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

### 18. 銀行結存及現金

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
----------------------------------	----------------------------------

39,003 17,492

於二零一八年三月三十一日，本集團之銀行結存及現金中約6,497,000港元(二零一七年：5,324,000港元)以人民幣(「人民幣」)結算，並存放於中國。人民幣不可自由兌換其他貨幣。然而，根據中國大陸外匯管理規定及結匯、售匯及付匯管理規定，本集團可透過獲授權進行外匯業務之銀行兌換人民幣為其他貨幣。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 19. OTHER PAYABLES, DEPOSITS RECEIVED AND ACCRUALS

Proceeds from share subscriptions received in advance (Note 34)	預收股份認購所得款項(附註34)
Deposit received	已收按金
Other payables and accruals	其他應付款項及應計款項

2018	2017
二零一八年	二零一七年
HK\$'000	HK\$'000
千港元	千港元

20,000	—
756	516
1,430	1,313
<b>22,186</b>	<b>1,829</b>

### 20. AMOUNT DUE TO THE SPOUSE OF A DIRECTOR

The amount was unsecured, interest bearing at Hong Kong prime rate calculated on a monthly basis and repayable on demand. The amount outstanding at 31 March 2018 represented accrued interests which are non-interest bearing. Interest charged during the year amounted to HK\$5,000 (2017: HK\$19,000).

### 21. AMOUNT DUE TO A SHAREHOLDER

The amount was unsecured, interest bearing at 3% per annum. On 31 March 2017, the shareholder confirmed in writing that no demand for the settlement of the principal amount of HK\$32,000,000 and accrued interest of HK\$2,789,000 would be made on or before 30 June 2018. During the year, pursuant to the subscription agreement as detailed in Note 23, the shareholder has subscribed for and the Company has issued and allotted an aggregate of 35,180,000 ordinary shares of the Company of HK\$1 each to settle the Group's then outstanding amount to the extent of HK\$35,180,000 due to the shareholder. A gain of approximately of HK\$10,554,000 arising from settlement of this debt is recognised in the profit or loss (Note 5).

Upon completion of the aforesaid subscription on 27 February 2018, the amount due to the shareholder reduced to approximately HK\$486,000 which represented accrued interests not subject to interest and would be fully settled on or before 31 March 2019. Interest charged during the year amounted to HK\$877,000 (2017: HK\$808,000).

### 19. 其他應付款項、已收按金及應計款項

### 20. 應付董事配偶款項

應付之款項乃無抵押、按香港最優惠利率計息(按月度基準計算)及須按要求償還。於二零一八年三月三十一日的未償還金額指不計息的應計利息。本年度應付利息為5,000港元(二零一七年: 19,000港元)。

### 21. 應付股東款項

款項為無抵押, 按年利率3%計息。於二零一七年三月三十一日, 股東書面確認不會要求償還本金為32,000,000港元之款項, 而應計利息2,789,000港元將於二零一八年六月三十日或之前支付。於年內, 根據附註23詳述的認購協議, 股東已認購及本公司已發行及配發合計35,180,000股本公司每股面值1港元的普通股, 以清償本集團當時尚未償還的應付股東款項35,180,000港元。清償該債務所產生的約10,554,000港元收益於損益賬內確認(附註5)。

於上述認購於二零一八年二月二十七日完成後, 應付股東款項減少至約486,000港元, 即不計息的應計利息, 並將於二零一九年三月三十一日或之前悉數清償。於年內收取的利息為877,000港元(二零一七年: 808,000港元)。





# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 22. AMOUNT DUE TO A DIRECTOR

It represented amount due to Mr. Lin Chien Hsin of HK\$2,609,000 (2017: HK\$3,723,000) which is unsecured, interest bearing at Hong Kong prime rate per annum. On 31 March 2018, Mr. Lin Chien Hsin confirmed in writing that no demand for settlement of the principal amount of HK\$1,269,000 and accrued interest of HK\$1,340,000 would be made within 12 months from the end of reporting period. Interest charged during the year amounted to HK\$86,000 (2017: HK\$134,000).

### 22. 應付董事款項

應付林建新先生之款項2,609,000港元(二零一七年: 3,723,000港元)乃無抵押及按香港最優惠年利率計息。於二零一八年三月三十一日,林建新先生書面確認不會要求償還本金為1,269,000港元之款項,而應計利息1,340,000港元將於自本報告期末12個月內清付。年內應付利息為86,000港元(二零一七年: 134,000港元)。

### 23. SHARE CAPITAL

### 23. 股本

		Number of shares of HK\$1 each 每股面值1港元 的股份數目	HK\$'000 千港元
Authorised:	法定:		
Ordinary shares	普通股		
At 1 April 2016, 31 March 2017 and 31 March 2018	於二零一六年四月一日、二零一七年三月 三十一日及二零一八年三月三十一日	430,000,000	430,000
Issued and fully paid:	已發行及繳足:		
Ordinary shares	普通股		
At 1 April 2016 and 31 March 2017	於二零一六年四月一日及 於二零一七年三月三十一日	225,570,261	225,570
Issue of shares to extinguish an amount due to a shareholder (Note)	發行股份以註銷應付股東 款項(附註)	35,180,000	35,180
At 31 March 2018	於二零一八年三月三十一日	260,750,261	260,750

Note:

Pursuant to the subscription agreement dated 25 September 2017 (as supplemented on 6 February 2018) entered into between the Company and Extra Bright Trading Limited (as mentioned in Note 21), a shareholder of the Company, the shareholder agreed to subscribe for and the Company agreed to issue and allot for an aggregate of 35,180,000 ordinary shares of HK\$1 each to settle the amount to the extent of HK\$35,180,000 owed by the Group to the shareholder. The subscription was completed on 27 February 2018. The excess of the nominal value of the shares issued of HK\$35,180,000 over their fair value of HK\$24,626,000, being the market price of the shares at the date of allotment of the shares, amounting to HK\$10,554,000 was debited to share premium (Note 25(d)) with the corresponding amount of the gain arising from extinguishment of the debt recognised in the profit or loss (Note 21).

附註:

根據本公司與本公司股東 Extra Bright Trading Limited (如附註21所述)於二零一七年九月二十五日訂立的認購協議(於二零一八年二月六日作補充),股東同意認購及本公司同意發行及配發合計35,180,000股本公司每股面值1港元的普通股,以清償本集團欠股東之35,180,000港元款項。認購於二零一八年二月二十七日完成。已發行股份面值35,180,000港元超過其公平值24,626,000港元(即股份於配發股份當日的市價)之10,554,000港元,連同因註銷於損益賬內確認的債務而產生的收益的相應金額(附註21)已計入股份溢價賬(附註25(d))。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 24. CONVERTIBLE PREFERENCE SHARES

### 24. 可換股優先股

		Number of shares of HK\$1 each 每股面值1港元 的股份數目	HK\$'000 千港元
Authorised:	法定：		
Non-voting convertible preference shares	無投票權可換股優先股		
At 1 April 2016, 31 March 2017 and 31 March 2018	於二零一六年四月一日、於二零一七年三月 三十一日及二零一八年三月三十一日	90,000,000	90,000
The Company had no outstanding issued convertible preference shares as at 31 March 2017 and 2018.		於二零一七年及二零一八年三月三十一日，本公司無未行使已發行可換股優先股。	

### 25. RESERVES

### 25. 儲備

#### (a) Capital redemption reserve

The reserve represents the amount equivalent to the nominal value of the Company's shares cancelled arising from repurchased shares in prior years.

#### (a) 資本贖回儲備

該儲備指相當於本公司於過往年度產生之註銷購回股份面值之金額。

#### (b) Special reserve

The reserve represents the difference between the nominal value of the shares of the Company and the nominal value of the shares of the subsidiaries acquired pursuant to the reorganisation to rationalise the structure of the Group in preparation for the listing of the Company's shares on the GEM.

#### (b) 特別儲備

特別儲備指本公司股份面值與就籌備本公司股份於GEM上市根據重組整頓本集團架構所收購附屬公司股份面值之差額。

#### (c) Translation reserve

The reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in Note 4(l).

#### (c) 匯兌儲備

匯兌儲備包括所有因換算海外業務財務報表而產生之匯兌差額。該儲備按附註4(l)所載會計政策處理。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 25. RESERVES (Continued)

#### (d) Reserves of the Company

### 25. 儲備(續)

#### (d) 本公司之儲備

		Share premium 股份溢價 HK\$'000 千港元	Capital redemption Reserve 資本贖回儲備 HK\$'000 千港元 (Note 25(a)) (附註25(a))	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 April 2016	於二零一六年四月一日之結餘	27,272	84	(211,785)	(184,429)
Loss and total comprehensive income for the year	虧損及本年度 全面收益總額	-	-	(12,694)	(12,694)
Balance at 31 March 2017 and at 1 April 2017	於二零一七年三月三十一日及 二零一七年四月一日之結餘	27,272	84	(224,479)	(197,123)
Issue of shares to extinguish an amount due to a shareholder (Note 23)	發行股份以註銷應付股東 款項(附註23)	(10,554)	-	-	(10,554)
Loss and total comprehensive income for the year	虧損及本年度全面收益總額	-	-	(6,539)	(6,539)
Balance at 31 March 2018	於二零一八年三月三十一日之結餘	16,718	84	(231,018)	(214,216)

The Company had no distributable reserves at 31 March 2018. Under the Companies Law (Cap. 22 Law 3 of 1961, as consolidated and revised) of the Cayman Islands, the share premium is distributable to the shareholders of the Company, provided that immediately following the date on which the dividends is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

本公司於二零一八年三月三十一日並無可分派儲備。根據開曼群島公司法(一九六一年第3號法例第22章,經綜合及修訂),緊隨建議分派股息日期後,本公司能夠償還日常業務中到期之債務,股份溢價可分派予本公司股東。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 26. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

### 26. 本公司財務狀況報表

			2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
	Notes 附註			
<b>Non-current assets</b>		<b>非流動資產</b>		
Interests in subsidiaries		所佔附屬公司之權益	46,126	46,126
<b>Current assets</b>		<b>流動資產</b>		
Bank balances and cash		銀行結存及現金	21,286	6,369
Prepayment		預付款項	-	2
			21,286	6,371
<b>Current liabilities</b>		<b>流動負債</b>		
Other payables and deposits received		其他應付款項及已收按金	20,858	837
<b>Net current assets</b>		<b>流動資產淨值</b>	428	5,534
<b>Total assets less current liabilities</b>		<b>總資產減流動負債</b>	46,554	51,660
<b>Non-current liabilities</b>		<b>非流動負債</b>		
Amounts due to subsidiaries		應付附屬公司款項	20	23,213
<b>Net assets</b>		<b>資產淨值</b>	46,534	28,447
<b>EQUITY</b>		<b>權益</b>		
Share capital	23	股本	260,750	225,570
Reserves	25(d)	儲備	(214,216)	(197,123)
<b>Total equity</b>		<b>權益總額</b>	46,534	28,447

Director  
WONG HOI WONG  
董事  
王凱煌

Director  
LIN EN FU  
董事  
林穎甫



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 27. OPERATING LEASES COMMITMENTS

#### Operating leases – lessor

As at 31 March 2018, the Group had future aggregate minimum lease rentals receivable under non-cancellable operating leases as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Within one year	一年內	898	1,020
In the second to fifth years inclusive	第二至第五年(包括首尾兩年)	626	1,467
		<b>1,524</b>	<b>2,487</b>

The investment properties have committed tenants for an average term of one to two years.

#### Operating leases – lessee

As at 31 March 2018, the Group had outstanding commitments under non-cancellable operating leases in respect of office premises and a staff quarter, which fall due as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Within one year	一年內	127	158
In the second to fifth years inclusive	第二至第五年(包括首尾兩年)	–	21
		<b>127</b>	<b>179</b>

The leases are negotiated for an average term of one to two years with fixed monthly rentals.

### 27. 經營租賃承擔

#### 經營租賃 – 出租人

於二零一八年三月三十一日，本集團根據不可撤銷經營租賃在未來應收最低限度之租金總額如下：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
投資物業之租戶平均承諾租賃期為一年至兩年。	898	1,020
	626	1,467
	<b>1,524</b>	<b>2,487</b>

#### 經營租賃 – 承租人

於二零一八年三月三十一日，本集團就辦公室物業及員工宿舍不可撤銷經營租賃，有尚未履行承擔，到期日如下：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
租約平均為期一至二年，每月支付固定租金。	127	158
	–	21
	<b>127</b>	<b>179</b>



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 28. RELATED PARTY TRANSACTIONS

Material related party transactions and balances are as follows:

#### (a) Balances with related parties

Details are disclosed in Notes 20, 21 and 22 to the consolidated financial statements.

#### (b) Interest charged by related parties

Details are disclosed in Notes 20, 21 and 22 to the consolidated financial statements.

#### (c) Compensation of key management personnel

Details of directors' emoluments are shown in Note 9(a) to the financial statements.

The remuneration of other key management during the year was as follows:

Short term benefits	短期福利
Post-employment benefits	退休福利

The directors are of the opinion that the balances with related parties and related interest charged by related parties which also constitute connected transactions under the GEM Listing Rules were carried out in the normal course of business of the Group and conducted on terms no more favourable than normal commercial terms.

### 28. 有關連人士交易

重大有關連人士交易及結餘如下：

#### (a) 有關連人士之結餘

詳情於綜合財務報表附註20、21及22內披露。

#### (b) 有關連人士收取之利息

詳情於綜合財務報表附註20、21及22內披露。

#### (c) 主要管理人員之酬勞

董事酬金之詳情載於財務報表附註9(a)。

於年內，其他主要管理層之酬金如下：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
978	906
44	40
<b>1,022</b>	<b>946</b>

董事認為，倘欠有關連人士之結餘及相關有關連人士收取之有關利息亦構成GEM上市規則下之關連交易，乃於本集團一般業務過程中進行，且不優於一般商務條款。





# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 29. CAPITAL RISK MANAGEMENT

The Group's capital management objectives are:

- (i) to ensure the Group's ability to continue as a going concern;
- (ii) to provide an adequate return to shareholders;
- (iii) to support the Group's sustainable growth; and
- (iv) to provide capital for the purpose of potential mergers and acquisitions.

There is no change in the Group's capital management objectives from prior years.

The Group monitors its capital structure on the basis of gearing ratio which is calculated as total debts divided by total equity. Total debts are calculated as total borrowings comprising amount due to the spouse of a director, amount due to a shareholder and amount due to a director, as shown in Notes 20, 21 and 22 respectively. Total equity represents equity attributable to owners of the Company comprising share capital and reserves as shown in the consolidated statement of financial position. The Group's strategy is to keep the gearing ratio as low as it can without material adverse impact on its liquidity.

Total debts	總債務
Equity	權益
Total debts to equity ratio	總債務權益比率

The Group sets the amount of equity capital in proportion to its overall financing structure. The Group manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

The Group is not subject to externally imposed capital requirements.

### 29. 資本風險管理

本集團資本管理目的如下：

- (i) 確保本集團有能力以持續經營基準存續；
- (ii) 為股東提供合理回報；
- (iii) 支持本集團持續發展；及
- (iv) 提供資本以進行可能合併及收購。

與以往年度相比，本集團之資本管理目標並無變動。

本集團根據資本負債比率(按總債務除以總權益計算)監察資本架構。總債務乃按借款總額(包括應付董事配偶款項、應付股東款項及應付董事款項(分別如附註20、21及22所述))。總權益即本公司擁有人應佔權益，包括綜合財務狀況表所示的股本及儲備。本集團的策略是盡可能保持資本負債比率於低水平，因此將不會對流動資金產生重大不利影響。

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Total debts	3,220	39,003
Equity	63,208	16,783
Total debts to equity ratio	0.05	2.32

本集團就整體融資結構比例設定資本金額。本集團管理其資本結構，並因應經濟情況及其相關資產之風險特性作出相應調整。為了保持或調整其資本結構，本集團可調整派發予股東之股息金額，向股東發還股本，發行新股份或出售資產以減低負債。

本集團不受外部施加之資本規定限制。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 30. NOTE SUPPORTING CONSOLIDATED STATEMENT OF CASH FLOWS

Reconciliation of liabilities arising from financing activities during the year ended 31 March 2018:

### 30. 綜合現金流量表附註

於截至二零一八年三月三十一日止年內，融資活動所產生的負債之對賬：

		Amount due to a director 應付董事款項 HK\$'000 千港元	Amount due to a shareholder 應付股東款項 HK\$'000 千港元	Amount due to the spouse of a director 應付董事配偶款項 HK\$'000 千港元
At 1 April 2017	於二零一七年四月一日	3,723	34,789	491
Changes from cash flows:	現金流量變動：			
– Repayment of principal	– 償還本金	(960)	–	(234)
– Repayment of interest	– 償還利息	(240)	–	(137)
Non-cash transactions:	非現金交易：			
– Issue of shares to extinguish an amount due to a shareholder (Notes 21 and 23)	– 發行股份以註銷應付股東款項(附註21及23)	–	(35,180)	–
– Accrued interests	– 應計利息	86	877	5
Total changes from financing	融資變動總額	(1,114)	(34,303)	(366)
At 31 March 2018	於二零一八年三月三十一日	2,609	486	125



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 31. FINANCIAL RISK MANAGEMENT

The main risks arising from the Group's financial instruments in the normal course of the Group's business are credit risk, liquidity risk, interest rate risk and currency risk.

#### (a) Credit risk

The Group's credit risk is primarily attributable to its trade and other receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

In respect of trade and other receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customers as well as pertaining to the economic environment in which the customers operate. Trade receivables are generally due within 90 days from the date of billing. Debtors with balances that are more than 2 months past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent.

At 31 March 2018, the Group had a concentration of credit risk from one of the five largest customers which related to software development segment and accounted for 100% (2017: 100%) of the Group's trade receivables or HK\$27,000 (2017: HK\$27,000). There were no receivables from the remaining four (2017: four) largest customers as at 31 March 2017 and 2018 as they either paid monthly rentals in advance or fully settled the debts during the respective years.

### 31. 財務風險管理

本集團金融工具於日常業務過程中產生之主要風險為信貸風險、流動資金風險、利率風險及貨幣風險。

#### (a) 信貸風險

本集團之信貸風險主要由應收及其他應收款項產生。管理層擁有信貸政策，並持續監察集團面對之信貸風險。

就應收及其他應收款項而言，所有要求超過若干信貸金額之客戶將進行個別信貸評估。此等評估主要針對客戶過往到期時之還款紀錄及現時的還付能力，並考慮客戶的特別資料及客戶經營業務的經濟環境的資料。應收賬項一般由發票日期起90日內到期。如債務人結欠逾期超過兩個月，一般會要求在進一步信貸授出前先清償所有結欠。在一般情況下，本集團不會要求客戶提供抵押品。

本集團之信貸風險主要受各客戶個別特性影響。客戶經營行業及國家之風險亦會影響信貸風險，但程度較低。

於二零一八年三月三十一日，本集團存在信貸集中風險，有100%（二零一七年：100%）之應收賬項或27,000港元（二零一七年：27,000港元）為本集團五大客戶之一所結欠，並於軟件開發分部中。於二零一七年及二零一八年三月三十一日，五大客戶餘下四名（二零一七年：四名）並無應收款項賬項，乃由於其於本年度已事先支付每月租金或悉數結清債務所致。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 31. FINANCIAL RISK MANAGEMENT (Continued)

#### (b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the Company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from related parties and other parties to meet its liquidity requirements in the short and longer term.

The following table details the remaining contractual maturities of the Group's financial liabilities at the end of reporting period, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates, or if floating, based on rates current at the end of reporting period) and the earliest date the Group can be required to pay.

### 31. 財務風險管理(續)

#### (b) 流動資金風險

本集團內的單獨營運實體負責各自的現金管理，包括就現金盈餘進行短期投資和貸款集資，以應付預期現金需求，但當借款金額超過預定的授權金額，則需經本公司董事會批准。本集團之政策是定期監察其流動資金需求及其遵守契約之情況，以確保維持充足的現金儲備以及向有關連人士及其他人士取得充足的承諾信貸額度，應付短期及長期流動資金的需求。

下表列示本集團及本公司於報告期末按已訂約未貼現現金流計算金融負債(包括按合約利率或(如屬浮息)根據報告期末通行之利率計算之利息)之剩餘合約期限，以及本集團及本公司須償還有關款項之最早日期詳情。

		Carrying amount	Total contractual undiscounted cash flow 已訂約未貼現金金流總額	Within 1 year or on demand 於一年內或按要求	Over 1 year 一年以上
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>2018</b>	<b>二零一八年</b>				
Other payables, deposits received and accruals	其他應付款項、已收按金及應計款項	2,186	2,186	2,186	-
Amount due to a director	應付董事款項	2,609	2,740	-	2,740
Amount due to the spouse of a director	應付董事配偶款項	125	125	125	-
Amount due to a shareholder	應付股東款項	486	486	486	-
		<b>5,406</b>	<b>5,537</b>	<b>2,797</b>	<b>2,740</b>
<b>2017</b>	<b>二零一七年</b>				
Other payables, deposits received and accruals	其他應付款項、已收按金及應計款項	1,829	1,829	1,829	-
Amount due to a director	應付董事款項	3,723	3,910	-	3,910
Amount due to the spouse of a director	應付董事配偶款項	491	516	516	-
Amount due to a shareholder	應付股東款項	34,789	36,607	-	36,607
		<b>40,832</b>	<b>42,862</b>	<b>2,345</b>	<b>40,517</b>



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 31. FINANCIAL RISK MANAGEMENT (Continued)

#### (c) Interest rate risk

The Group's interest rate risk arises primarily from bank balances and borrowings with variable interest rates. Borrowings issued at variable rates expose the Group to cash flow interest rate risk. The Group's interest rate profile as monitored by management is set out below.

The following table details the interest rate profile of the Group at the end of reporting period.

### 31. 財務風險管理(續)

#### (c) 利率風險

本集團之利率風險主要是源自按浮動利率計息之銀行結存及借款。按浮動利率計息之借款為本集團帶來現金流利率風險。本集團由管理層監察之利率詳情載於下文。

以下列出本集團於報告期末之利率詳情。

		2018 二零一八年		2017 二零一七年	
		Effective interest rate 實際利率 %	HK\$'000 千港元	Effective interest rate 實際利率 %	HK\$'000 千港元
Bank balances	銀行結存	0.1%	39,003	0.2%	17,492
Variable rate borrowings	浮動利率借款				
Amount due to a director	應付董事款項—本金				
– principal		5.0%	1,269	5.0%	2,229
Amount due to the spouse	應付董事配偶款項—本金				
of a director-principal		–	–	5.0%	234
			1,269		2,463
Fixed rate borrowings	固定利率借款				
Amount due to a shareholder	應付股東款項—本金				
– principal		–	–	3.0%	32,000
Total borrowings	借款總額		1,269		34,463

The interest rates and terms of repayment of the Group's borrowings are disclosed in Notes 20, 21 and 22 to the financial statements.

At 31 March 2017 and 2018, a reasonably possible increase/decrease in interest rate of 0.25% and 1.00% on bank deposits and variable rate borrowings respectively, with all other variable held constant, would have insignificant impact on the Group's financial performance and accumulated losses/equity for both years ended 31 March 2017 and 2018.

本集團借款之利率及還款期在綜合財務報表附註20、21及22內披露。

於二零一七年及二零一八年三月三十一日，銀行存款及可變利率貸款的利率分別合理地可能上升／下降0.25%及1.00%，所有其他變量保持不變，對本集團於二零一七年及二零一八年三月三十一日止年度的財務表現及累計虧損的影響不顯著。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 31. FINANCIAL RISK MANAGEMENT (Continued)

#### (c) Interest rate risk (Continued)

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the beginning of reporting period and had been applied to the exposure to interest rate risk for non-derivative financial instruments in existence at the end of the reporting period. The estimated basis points increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the end of next reporting period.

#### (d) Currency risk

Currency risk to the Group is minimal as majority of the Group's transactions are carried out in the respective functional currencies of the group entities.

#### (e) Fair values estimation

All financial instruments are carried at amounts not materially different from their fair values as at the end of respective reporting periods.

### 32. ACCOUNTING ESTIMATES AND JUDGEMENTS

The Group's financial position and financial performance are sensitive to accounting methods, assumptions and estimates that underlie the preparation of the consolidated financial statements. The Group bases the assumptions and estimates on historical experience and on various other assumptions that the Group believes to be reasonable and which form the basis for making judgements about matters that are not readily apparent from other sources. On an on-going basis, management evaluates its estimates. Actual results may differ from those estimates as facts, circumstances and conditions change.

The selection of significant accounting policies, the judgements and other uncertainties affecting application of those policies and the sensitivity of reported results to changes in conditions and assumptions are factors to be considered when reviewing the consolidated financial statements.

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

### 31. 財務風險管理(續)

#### (c) 利率風險(續)

以上的敏感度分析已假設利率變動已於報告期初發生而釐定，並已應用於報告期末所面對由非衍生金融工具之利率風險。上調或下調估計之基點指管理層對直至下一個年度報告期末期間之利率可能合理變動之評估。

#### (d) 貨幣風險

由於本集團之交易大部分以集團實體各自之功能貨幣進行，因此本集團所承擔之貨幣風險極低。

#### (e) 公平值估計

所有金融工具乃按相應報告期間有關金融工具之公平值相若之金額列賬。

### 32. 會計估計及判斷

本集團之財務狀況及經營業績受編製綜合財務報表所用之會計方法、假設及估計所影響。本集團根據過往經驗，以及本集團認為合理及構成未能以其他資料來源判斷之事項之判斷基礎之多項其他假設，作出該等假設及估計。管理層持續評估其估計。實際結果可能隨事實、環境及條件變化而有所不同。

當審閱綜合財務報表時，主要會計政策的選擇、影響應用該等政策之判斷及其他不確定因素，以及呈報業績對狀況及假設之變動之敏感度均成為考慮因素。

本集團作出有關未來之估計及假設。所得之會計估計一如其性質甚少與有關實際業績相符。具有重大風險引致於下一個財政年度對資產及負債之賬面值造成重大調整之估計及假設於下文有所討論。





# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 32. ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### Recognition of revenue from provision of Fintech solutions and related post contract support services

Revenue from provision of Fintech solutions and related post contract support services is derived from fixed price contracts where management consider they comprises two elements i.e. provision of Fintech solutions to customers which typically lasts for four months to fifteen months and provision of related post contract support services for three years. Their contract prices as stated in the contracts are determined by management to be their respective fair values of the consideration receivable by the Group. The Group measures the stage of completion of provision of Fintech solutions by reference to the milestones achieved by the Group and accepted by customers which management consider they generally reflect the work progress of the transactions. The Group recognises such revenue in accordance with the accounting policy as stated in Note 4 (p) (ii) and (iii). In application of this accounting policy, significant judgements and estimates are required to be made by management in determining whether contracts contain elements which should be separated for revenue recognition purposes, whether the contracted prices of the individual elements as stated in the contracts represent their respective fair values of consideration receivable, whether the revenue should be recognised at a point in time or over time and the stage of completion of transactions at the end of the reporting period.

A change in an estimate or judgement made in the revenue recognition such as determination of the stage of completion of a transaction at the end of the reporting period could result in a significant change in the amount of revenue recognised in one or more reporting periods.

#### Impairment losses for trade receivables

The Group estimates impairment losses for trade receivables resulting from the inability of the customers to make the required payments. The Group bases the estimates on the ageing of the trade receivables balance, customer credit-worthiness, and historical write-off experience. If the financial condition of the customers were to deteriorate, actual write-offs might be higher than expected and could significantly affect the results of future periods.

### 32. 會計估計及判斷(續)

#### 確認提供金融科技解決方案及相關售後支援服務所產生的收入

提供金融科技解決方案及相關售後支援服務所產生的收入乃衍生自固定價格合約，而管理層認為其包括兩個部分，即為客戶提供通常為期四個月至十五個月的金融科技解決方案及提供為期三年的相關售後支援服務。該等合約所列的合約價格乃由管理層釐定為本集團應收代價的各自的公平值。本集團參考本集團實現及客戶接受的里程碑（管理層認為其一般能夠反映交易的工作進度）而計算提供金融科技解決方案完成的階段。本集團根據附註4(p)(ii)及(iii)所述的會計政策確認收入。在應用此會計政策時，管理層需作出重大判斷及估計以釐定合約是否載有為收入確認目的而分開呈列的部分，合約所示個別部分的訂約價格是否代表其各自應收代價的公平值，以及收入應否在特定時間點或一段時間內確認於報告期末交易完成的階段。

在收入確認中作出的估計或判斷發生變化（例如確定報告期末交易完成階段）可能導致在一個或多個報告期內確認的收入金額出現重大變動。

#### 應收賬項之減值虧損

本集團就因客戶無力作出規定付款產生之應收賬項估計減值虧損。本集團根據應收賬項餘額的賬齡、客戶信譽及過往撇銷經驗作出估計。倘客戶的財務狀況變差，實際撇銷可能比預期的要高及可能重大影響未來期間之業績。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 32. ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### Fair value of investment properties

Investment properties included in the Group's financial statements require measurement at fair value, as detailed in Note 15. The fair value measurement of which utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy'):

- Level 1: Quoted prices in active markets for identical items (unadjusted);
- Level 2: Observable direct or indirect inputs other than Level 1 inputs; and
- Level 3: Unobservable inputs (i.e. not derived from market data)

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the investment properties.

The fair value of the investment properties was based on a valuation on these properties conducted by an independent firm of professional valuer using property valuation techniques which made use of those significant unobservable inputs as mentioned in Note 15. A favourable or unfavourable change to these inputs would result in changes in the fair value of the Group's investment properties and the corresponding amount of fair value gain or loss recognised in profit or loss.

### 32. 會計估計及判斷(續)

#### 投資物業之公平值

計入本集團財務報表之投資物業須以公平值計量(於附註15內詳述)。本集團之投資物業之公平值計量盡量使用市場可觀察輸入數據。釐定公平值計量所使用之輸入數據根據採用的估值技術中輸入數據之可觀察程度而分類為不同層級(「公平值層級」):

- 第1級: 相同項目於活躍市場之報價(未經調整);
- 第2級: 直接或間接可觀察輸入數據(不包括第1級輸入數據); 及
- 第3級: 不可觀察輸入數據(即並非源自市場數據)

將項目分類為上述層級乃基於對該投資物業項目公平值計量具有重大影響之最低層級輸入數據而釐定。

投資物業之公平值乃按獨立專業估值師採用物業估值法(使用附註15所提述之重大不可觀察數據)就投資物業所進行的估值。有關數據有利或不利的變動可導致本集團投資物業公平值變動, 以及於損益賬內確認的相關公平值收益或虧損。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

31 March 2018 二零一八年三月三十一日

### 33. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

The carrying amounts of the Group's financial assets and financial liabilities recognised at 31 March 2018 and 2017 may be categorised as follows:

### 33. 金融資產及金融負債分類概要

本集團於二零一八年及二零一七年三月三十一日確認之金融資產及金融負債之賬面值分類如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
Loans and receivables (including bank balances and cash), at amortised cost	按攤銷成本計量之貸款 及應收賬項 (包括銀行結存及現金)	39,210	17,766
<b>Financial liabilities</b>	<b>金融負債</b>		
Financial liabilities, at amortised cost	按攤銷成本計量之金融負債	5,406	40,832

### 34. EVENTS SUBSEQUENT TO THE END OF THE REPORTING PERIOD

On 18 May 2018, the subscriptions of a total of 20,000,000 ordinary shares of the Company at a subscription price of HK\$1 per share pursuant to the subscription agreements dated 28 March 2018 entered into between the Company and not less than six independent third party subscribers were completed. The net proceeds from the subscriptions (after deducting the expenses incurred in the subscriptions) amounted to approximately HK\$19,850,000. The gross proceeds from the subscriptions of HK\$20,000,000 have been received as at 31 March 2018. The Company intends to apply the net proceeds from the subscriptions for general working capital of the Group and for other investment opportunities (if any).

### 34. 報告期末後事項

於二零一八年五月十八日，根據本公司與不少於六名獨立第三方認購人訂立日期為二零一八年三月二十八日的認購協議，以每股1港元的認購價認購合共20,000,000股本公司普通股的認購事項已完成。認購事項所得款項淨額（經扣除認購事項所產生之開支）約為19,850,000港元。認購事項所得款項總額20,000,000港元已於二零一八年三月三十一日收取。本公司擬將認購事項所得款項淨額用作本集團一般營運資金及用於其他投資機會（如有）。

### 35. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 28 June 2018.

### 35. 批准綜合財務報表

董事會於二零一八年六月二十八日批准並授權刊發綜合財務報表。



# Financial Summary

## 財務摘要

The following is a summary of the consolidated results and assets and liabilities of the Group, prepared for the last five years, as extracted from the audited consolidated financial statements of the Group. This summary does not form part of the audited consolidated financial statements.

以下為本集團為過往五個年度而編製之綜合業績以及資產及負債之概要，乃摘錄自本集團之經審核綜合財務報表。本概要並非經審核綜合財務報表之組成部分。

## RESULTS

## 業績

		Year ended 31 March 截至三月三十一日止年度				
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Turnover	收入	15,184	1,891	1,925	1,780	1,350
Profit/(loss) from operations	經營溢利／(虧損)	21,166	(2,818)	(3,431)	1,957	(5,589)
Finance costs	融資成本	(968)	(961)	(909)	(772)	(1,247)
Profit/(loss) before taxation	除稅前溢利／(虧損)	20,198	(3,779)	(4,340)	1,185	(6,836)
Taxation	稅項	(2,813)	(790)	(602)	(540)	(537)
Profit/(loss) for the year	本年度溢利／(虧損)	17,385	(4,569)	(4,942)	645	(7,373)
Attributable to:	以下人士應佔：					
Owners of the Company	本公司擁有人	17,394	(4,559)	(4,933)	655	(7,360)
Non-controlling interests	非控股權益	(9)	(10)	(9)	(10)	(13)
		17,385	(4,569)	(4,942)	645	(7,373)



# Financial Summary (Continued)

## 財務摘要(續)

### ASSETS AND LIABILITIES

### 資產及負債

		At 31 March				
		於三月三十一日				
		2018	2017	2016	2015	2014
		二零一八年	二零一七年	二零一六年	二零一五年	二零一四年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Non-current assets	非流動資產	<b>53,179</b>	42,062	42,827	43,762	43,145
Current assets	流動資產	<b>40,642</b>	17,887	14,995	21,041	15,870
Deduct:	減：					
Current liabilities	流動負債	<b>23,766</b>	2,734	3,238	3,682	3,972
Net current assets	流動資產淨值	<b>16,876</b>	15,153	11,757	17,359	11,898
Total assets less current liabilities	總資產減流動負債	<b>70,055</b>	57,215	54,584	61,121	55,043
Deduct:	減：					
Non-current liabilities	非流動負債	<b>7,181</b>	40,757	31,381	31,275	36,407
Net assets	資產淨值	<b>62,874</b>	16,458	23,203	29,846	18,636



# Particulars of Properties

## 物業詳情

Properties held for investment	持作投資物業	Type 類型	Lease term 租賃期
Rooms 1101, 1102, 1114 and 1115, Car Parking Space Nos. 168, 169, 199 and 200, No. 1999 Jingshajiang Road and Rooms 701, 702, 703 and 704, Car Parking Space Nos. 129, 130, 131 and 132 No. 1989 Jingshajiang Road, Putuo District, Shanghai, the PRC	中國上海普陀區金沙江路第 1999 號房間 第 1101 號、1102 號、1114 號及 1115 號 及泊車位第 168 號、169 號、199 號及 200 號 及金沙江路第 1989 號房間第 701 號、 702 號、703 號及 704 號及泊車位第 129 號、 130 號、131 號及 132 號。	Commercial 商業	Medium 中期



## Thiz Technology Group Limited

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