



# 滙隆控股有限公司 WLS Holdings Limited

股份代號 Stock Code : 8021

(於開曼群島成立並於百慕達存續之有限公司)  
(Incorporated in Cayman Islands and continued in Bermuda with limited liability)

## 2018 年報 Annual Report



# GEM特色

## GEM CHARACTERISTICS

### 香港聯合交易所有限公司（「聯交所」）GEM的特色

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在主板上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

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本年報（滙隆控股有限公司（「本公司」）各董事（「董事」）願共同及個別對此負全責）乃遵照GEM證券上市規則（「GEM上市規則」）的規定而提供有關本公司的資料。各董事經作出一切合理查詢後，確認就彼等所知及所信：(1) 本年報所載資料在各重大方面均屬準確及完整，且無誤導成分；(2) 並無遺漏任何事實致使本年報所載任何內容產生誤導；及(3) 本年報內表達之一切意見乃經審慎周詳之考慮後方作出，並以公平合理的基準和假設為依據。

### CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (“STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This annual report, for which the directors (“Directors”) of WLS Holdings Limited (“Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (“GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this annual report is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this annual report misleading; and (3) all opinions expressed in this annual report have been arrived at after due and careful consideration and are found on bases and assumptions that are fair and reasonable.*

## 「天圓地方」的概念

在競爭激烈的商業世界，唯一的致勝之道是積極打穩基礎，不斷求進，提高商業效率。

滙隆控股有限公司（「滙隆」或「本公司」）深明商業之道，並將「天圓地方」的概念實踐於其企業使命中。「圓」在外表示對外需圓滑、靈活；「方」在內代表處事需嚴謹方正，力求完美。因此滙隆一直堅守其原則及信念；永遠不斷重視及提高「安全、質量及效率」。

滙隆應用「天圓地方」的概念，強調靈活彈性之餘更嚴格遵守業內的每項法例和守則。

## “CIRCLE AND SQUARE” CONCEPT

In this intensely competitive world, the winners are those who take the initiative to build a solid foundation and dedicate efforts on self improvement and enhance business efficiencies.

WLS Holdings Limited (“WLS” or the “Company”), with excellent business acumen, takes a proactive stance on incorporating the “Circle and Square” concept into its corporate mission. The underlying meaning of having a “Circle” encompassing a square symbolises the importance of offering smooth services and flexibility to external parties, and “Square” encompassed by a circle symbolises the requirement of cautiousness and striving after perfection. That is why WLS shall adhere unwaveringly to its principle of perpetual emphasis and continuous improvement on “Safety, Quality and Efficiency”.

WLS practises and preaches the theory of “Circle and Square” by integrating flexibility into every step of its operations as well as abiding by every legal regulation and restriction.

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跨卓越 登頂峰

*SCALE NEW HEIGHTS*

*EXCEED EXCELLENCE*

## 公司資料

# CORPORATE INFORMATION

### 董事

#### 執行董事

蘇汝成博士 (主席)

江錦宏先生 (行政總裁)

黎婉薇女士

蘇宏進先生

阮駿暉先生

吳騰先生 (於二零一七年八月十一日  
辭任)

#### 獨立非執行董事

羅文生先生

林惠如女士 (於二零一七年六月二十七日  
獲委任)

盧家麒先生 (於二零一八年二月二十六日  
獲委任)

陳毅生先生 (於二零一七年十二月一日  
辭任)

#### 審核委員會成員

羅文生先生

林惠如女士 (於二零一七年六月二十七日  
獲委任)

盧家麒先生 (於二零一八年二月二十六日  
獲委任)

陳毅生先生 (於二零一七年十二月一日  
辭任)

#### 薪酬委員會成員

羅文生先生

林惠如女士 (於二零一七年六月二十七日  
獲委任)

盧家麒先生 (於二零一八年二月二十六日  
獲委任)

陳毅生先生 (於二零一七年十二月一日  
辭任)

#### 提名委員會成員

蘇汝成博士

林惠如女士 (於二零一七年六月二十七日  
獲委任)

盧家麒先生 (於二零一八年二月二十六日  
獲委任)

陳毅生先生 (於二零一七年十二月一日  
辭任)

#### 授權代表

阮駿暉先生

蘇宏進先生

### DIRECTORS

#### Executive Directors

Dr. So Yu Shing (Chairman)

Mr. Kong Kam Wang (Chief Executive Officer)

Ms. Lai Yuen Mei, Rebecca

Mr. So Wang Chun, Edmond

Mr. Yuen Chun Fai

Mr. Ng Tang (resigned on 11 August 2017)

#### Independent Non-executive Directors

Mr. Law Man Sang

Ms. Lam Wai Yu (appointed on 27 June 2017)

Mr. Lo Ka Ki (appointed on 26 February 2018)

Mr. Chan Ngai Sang, Kenny (resigned on 1 December 2017)

### AUDIT COMMITTEE

Mr. Law Man Sang

Ms. Lam Wai Yu (appointed on 27 June 2017)

Mr. Lo Ka Ki (appointed on 26 February 2018)

Mr. Chan Ngai Sang, Kenny (resigned on 1 December 2017)

### REMUNERATION COMMITTEE

Mr. Law Man Sang

Ms. Lam Wai Yu (appointed on 27 June 2017)

Mr. Lo Ka Ki (appointed on 26 February 2018)

Mr. Chan Ngai Sang, Kenny (resigned on 1 December 2017)

### NOMINATION COMMITTEE

Dr. So Yu Shing

Ms. Lam Wai Yu (appointed on 27 June 2017)

Mr. Lo Ka Ki (appointed on 26 February 2018)

Mr. Chan Ngai Sang, Kenny (resigned on 1 December 2017)

### AUTHORISED REPRESENTATIVES

Mr. Yuen Chun Fai

Mr. So Wang Chun, Edmond

### 監察主任

阮駿暉先生, CPA

### 公司秘書

阮駿暉先生, CPA

### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### 總辦事處及主要營業地點

香港香港仔黃竹坑業興街11號  
南滙廣場A座10樓1001-1006室

### 公司網頁

www.wls.com.hk

### 獨立核數師

D & PARTNERS CPA LIMITED  
(於二零一八年三月十四日獲委任)  
鄭鄭會計師事務所有限公司  
(於二零一八年三月十四日辭任)

### 香港法律顧問

梁寶儀劉正豪律師行  
曾陳胡律師行  
薛馮麗岑律師行

### 主要往來銀行

星展銀行(香港)有限公司  
香港上海滙豐銀行有限公司  
中國銀行(香港)有限公司  
交通銀行股份有限公司

### 股份過戶登記總處

Conyers Corporate Services (Bermuda) Limited  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### 股份過戶登記香港分處

卓佳登捷時有限公司  
香港皇后大道東183號合和中心22樓

### 股份代號

8021

### COMPLIANCE OFFICER

Mr. Yuen Chun Fai, CPA

### COMPANY SECRETARY

Mr. Yuen Chun Fai, CPA

### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Rooms 1001-1006, 10th Floor, Tower A, Southmark  
No. 11 Yip Hing Street, Wong Chuk Hang, Aberdeen, Hong Kong

### COMPANY'S WEBSITE

www.wls.com.hk

### INDEPENDENT AUDITORS

D & PARTNERS CPA LIMITED  
(appointed on 14 March 2018)  
CHENG & CHENG LIMITED  
(resigned on 14 March 2018)

### LEGAL ADVISERS AS TO HONG KONG LAW

Leung & Lau  
Tsang, Chan & Woo  
Sit, Fung, Kwong & Shum, Solicitors

### PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited  
The Hongkong and Shanghai Banking Corporation Limited  
Bank of China (Hong Kong) Limited  
Bank of Communications Co., Ltd.

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Corporate Services (Bermuda) Limited  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

### STOCK CODE

8021

# 財務摘要

## FINANCIAL HIGHLIGHTS

		截至四月三十日止財政年度 Financial Year ended 30 April			
		二零一八年	二零一七年	二零一六年	二零一五年
		2018	2017	2016	2015
		千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
營業額	Turnover	<b>152,175</b>	185,633	155,451	136,641
除稅前虧損	Loss before taxation	<b>(122,469)</b>	(9,434)	(16,812)	(7,528)
本公司持有人 應佔本年度虧損	Loss for the year attributable to the owners of the Company	<b>(109,788)</b>	(15,954)	(18,197)	(9,655)
每股虧損 (港仙)	Loss per share (HK cent)	<b>(0.848)</b>	(0.125)	(0.225)	(0.9)







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# 主席報告書

## CHAIRMAN'S STATEMENT



蘇汝成博士 Dr. So Yu Shing  
主席 Chairman

本人欣然提呈滙隆控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）於截至二零一八年四月三十日止年度（「本年度」）之全年業績。

於本年度，於若干主要基建項目完工後，香港建造業平穩增長。儘管建築合約競爭激烈、勞動力老化及持續勞工短缺，我們亦能於業內維持領先地位。本年度我們共獲16個新項目，其中最著名的為於元朗朗屏站（南）及於天水圍34地段濕地公園提供棚架搭建服務，總合約金額約111,500,000港元。棚架搭建分部營業額於本年度略微下降約4.2%。總括而言，本集團營業額錄得按年減少約18.0%至約152,200,000港元。

借貸業務於本年度大為增長，令人欣慰。達成的若干短期及長期貸款協議為本集團營業額貢獻約40,500,000港元，較上一財政年度（「上年度」）顯著增長約27.2%。該等可喜的業績主要是由於貸款組合擴大。借貸業務所得的利潤率亦維持於較高水平，推動本集團整體毛利率升至約35.1%。毋庸置疑，該業務分部已成為本集團的主要溢利動力之一。

I have pleasure to present the annual results of WLS Holdings Limited (the “Company”) and its subsidiaries (together herein referred to as the “Group”) for the year ended 30 April 2018 (“Year”).

During the Year, the construction industry in Hong Kong grew steadily following the completion of several major infrastructure projects. Despite fierce competition for construction contracts as well as ageing workforce and continuous labour shortage, we had been able to maintain our leading position in the industry. A total of 16 new projects were awarded during the Year, of which the notable ones are the provision of scaffolding services at Long Ping Station (South) in Yuen Long and at Wetland Park in TSW TL 34, which worth a total contract sum of approximately HK\$111.5 million. The turnover of our scaffolding segment decreased slightly by approximately 4.2% for the Year. All in all, the Group recorded an year-on-year decrease in turnover by approximately 18.0% to approximately HK\$152.2 million.

We were indeed heartened to see the considerable expansion of our money lending operations during the Year. Several short-term and long-term loan agreements were secured, contributing approximately HK\$40.5 million to our Group’s turnover, representing a remarkable increase of approximately 27.2% as compared with the previous financial year (“Last Year”). These promising results were mainly due to expansion of loan portfolio. The profit margin of our money lending business was also maintained at a relatively high level which has boosted the Group’s overall gross profit margin to approximately 35.1%. Without question, this business segment has become one of the key profit drivers of the Group.

# 主席報告書

## CHAIRMAN'S STATEMENT

於本年度，精裝修服務業務之業績下滑。該業務分部錄得約22,800,000港元收入，與上年度相比下滑約64.2%，此乃競爭白熱化所致。於本年度，我們獲14個項目，總合約金額為約23,100,000港元，包括Presidential Hong Kong Limited、Chubb Life Insurance Limited、裕林工業中心B座及住宅樓宇（如Castle Place及逸瓏灣）的供應及安裝鋼鐵及金屬工程以及內部設計工程。

透過堅持開拓業務組合策略，我們的證券公司小牛金服證券有限公司（「小牛金服」，為可進行香港法例第571章證券及期貨條例（「證券及期貨條例」）項下第1類（證券交易）受規管活動的持牌法團於二零一七年三月開始營運。該公司將申請持牌進行證券及期貨條例項下第4類（就證券提供意見）及第9類（資產管理）活動，以尋求進一步擴展。小牛金服已成立一支由連敬涵先生彼為資深股評人及富有經驗的投資者，擁有超過20年經驗領導的強大投資團隊。因此，我們堅信，有賴於我們的先進設備及卓越的服務，小牛金服將能吸引及留住客戶，且我們預計證券經紀及孖展融資業務日後會成為我們的主要業務動力之一。

我們亦已於二零一八年三月收購伸達資產管理有限公司（一間主要從事資產管理的香港持牌保險經紀及註冊強積金公司中介人）的控股公司，並於本年度開展資產管理業務。

Results of our fitting out services business declined for the Year. This business segment generated revenue of approximately HK\$22.8 million, representing a decrease of approximately 64.2% as compared with Last Year due to the keen competition. During the Year, we won 14 projects, with a total contract sum of approximately HK\$23.1 million and include supply & installation of steel & metal works and interior design works for Presidential Hong Kong Limited, Chubb Life Insurance Limited, Yee Lim Industrial Centre Block B and residential buildings such as Castle Place and Mayfair By the Sea.

Adhering to the strategy of broadening business portfolio, our securities firm, OX Financial Securities Limited (“OX Financial”), which is licensed to carry out Type 1 regulated activity (dealing in securities) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”), started operations in March 2017. Applications for Type 4 (advising on securities) and Type 9 (asset management) licences under the SFO will be made for its further expansion. Led by Mr. Kingston Lin, a renowned stock commentator and seasoned investor with over 20 years’ experience, OX Financial has built a strong investment team. As such, we are confident that with our state-of-the-art facilities and unrivaled services, OX Financial will be able to attract and retain clients and we expect that securities brokerage and margin financing operations will become one of our major business drivers in the future.

We have also acquired the holding company of Mass Fidelity Asset Management Limited, a licensed insurance broker and registered MPF Corporate Intermediary in Hong Kong principally engaged in assets management, in March 2018 and commenced the assets management business during the Year.

# 主席報告書

## CHAIRMAN'S STATEMENT

展望未來，本集團對其來年前景持審慎樂觀態度。我們預期二零一八年為建造業的忙碌年。不巧的是，預測建造業的熟練技工亦會有約10,000至15,000名的缺口。為應對該等挑戰，我們將繼續推廣使用「霹靂」棚架系統，於幫助提升整體效率的同時增大棚架分部的收入及市場份額。

亦提請閣下關注我們繼續拓展高利潤率及具發展潛力的業務分部（如借貸業務以及證券經紀及孖展融資業務）的計劃，以為我們的贊助股東帶來巨額利益。同時，我們將會積極探索一切適宜的投資機會，使業務平台多元化，推動本集團業務的整體發展。

最後，本人謹代表本公司董事（「董事」）會（「董事會」），感謝我們的管理團隊及全體員工，正是彼等的專注、辛勤工作及貢獻帶領本集團走向繁榮。本人亦要特別感謝我們的業務夥伴及股東於過往年度對本集團一如既往的支持。

蘇汝成  
主席

二零一八年七月二十六日

Looking ahead, the Group is prudently optimistic about its prospects for the coming year. We expect 2018 to be a busy time for the construction industry. Unfortunately, it is foreseeable that there will also be a shortage of about 10,000 to 15,000 skilled workers in the construction industry. To cope with these challenges, we will continue to promote the use of the “Pik Lik” brand scaffolding system to help improve overall efficiency while boosting the revenue and market share of our scaffolding segment.

I also wish to bring your attention to our plans to continue expanding those business segments with higher profit margins and growth potential, such as the money lending business as well as securities brokerage and margin financing operations, in order to generate significant returns for our supportive shareholders. At the same time we will actively explore all suitable investment opportunities to diversify our business horizons and strengthen our overall business development.

In conclusion, on behalf of the board (“Board”) of directors (“Directors”) of the Company, I wish to thank our management team and all staff members for their dedication, hard work and commitment to the prosperity of our Group. I also extend special gratitude to our business partners and shareholders as well for their dedicated support over the past year.

So Yu Shing  
Chairman

26 July 2018

# 管理層討論及分析

## MANAGEMENT DISCUSSION AND ANALYSIS

### 業務回顧

截至二零一八年四月三十日止年度（「本年度」），本集團遭遇其整體集團業務經營的挑戰，錄得本集團總收益減少至約152,200,000港元，較截至二零一七年四月三十日止年度（「上年度」）減少約18.0%。於本年度本公司持有人應佔虧損淨額為約109,800,000港元，較上年度增加約588.2%。

### 棚架搭建服務

於本年度，棚架搭建服務仍為本集團最大的業務分部，本集團作為棚架搭建行業先驅逾65年並將繼續作為棚架搭建行業先驅。除了棚架搭建服務外，本集團亦提供世界一流的專業建築及建造解決方案，包括精裝修服務、吊船工作台及登爬維修器材之安裝及維修服務。

近年來，香港特別行政區（「香港特別行政區」）政府推出多個大型基建項目，以促進建造業的發展及造福社會。就此而言，政府多管齊下，矢志維持穩定及可持續的土地供應，以滿足持續住房需求，從而刺激本年度建造業的正面增長態勢。

另一方面，過去幾年，整個棚架搭建行業面對的主要困難為熟練技工及經驗豐富的人員的供應短缺。該等短缺導致整個行業的勞工成本增加及利潤率下降，從而進一步加劇棚架搭建界別內的競爭。然而，值得一提的是，於本年度，本集團的專利棚架系統「霹靂」在節省人力及提升效率方面效果顯著。

作為香港主要棚架搭建服務供應商之一，憑藉其無可挑剔的服務質素而廣受稱道，加上穩固的客戶關係，本集團就獲得正面反饋及顯著的業務支持引以為傲。於本年度，本集團為42個在建項目提供棚架搭建服務，其中20個已如期完成，亦取得16份新合約。該分部於本年度錄得收益略微下降約3,700,000港元，較上年度減少約4.2%。

### BUSINESS REVIEW

During the year ended 30 April 2018 (“Year”), the Group faced challenges in its overall group business operations and recorded a decrease in the Group’s total revenue to approximately HK\$152.2 million, representing a decrease of approximately 18.0% as compared with the year ended 30 April 2017 (“Last Year”). Net loss attributable to the owners of the Company for the Year was approximately HK\$109.8 million, representing an increase of approximately 588.2% as compared with Last Year.

### Scaffolding Services

Scaffolding services remained as the largest business segment of the Group during the Year. The Group has been and continues to be a pioneer of the scaffolding industry for over 65 years. Apart from scaffolding services, the Group also delivered world-class specialist construction and building solutions ranging from fitting out services to gondolas, access equipment installation and maintenance services.

In recent years, a number of large-scale infrastructure projects have been carried out by the Government of the Hong Kong Special Administrative Region (“HKSAR”) to boost the construction industry and well-being of the society. For this purpose, a multi-pronged strategy has been adopted by the government to maintain a steady and sustainable land supply with the aim to meet the continuing housing needs. This in turn stimulated the positive growth of the construction industry during the Year.

On the other hand, in the past few years, the entire scaffolding industry encountered the major difficulty of shortage in supply of skilled workers and experienced personnel. Such shortage resulted in rising labour costs and diminishing profit margins throughout the industry, which further intensified competition within the scaffolding sector. However, it is worth mentioning that the Group’s patented scaffolding system, which is known as “Pik-Lik”, has played a crucial role in saving manpower and enhancing efficiency during the Year.

Leveraging the widespread recognition of the impeccable quality of services and the strong relationships nurtured with clientele, the Group receives positive feedback and prominent business support and takes pride in being one of the leading scaffolding service providers in Hong Kong. During the Year, the Group provided scaffolding services to 42 ongoing projects, 20 of which were completed on schedule and 16 new contracts were awarded. The segment recorded a slight drop in revenue by approximately HK\$3.7 million for the Year, representing a decrease of approximately 4.2% as compared with Last Year.

## 管理層討論及分析

# MANAGEMENT DISCUSSION AND ANALYSIS

### 棚架分部的項目一覽 (於二零一八年四月三十日)

- 海璇
- 北角滙
- 西鐵南昌站大樓 (T6-T8) 地產發展項目
- 峻巒1A
- PARK YOHO Genova
- PARK YOHO Sicilia
- PARK YOHO Venezia
- 珀御
- 翰林峰
- 香港卑路乍街97號住宅發展項目
- 沙田566地段56A區九肚山住宅發展項目
- 元朗西鐵朗屏站(南)地產發展項目
- 土瓜灣馬頭角北帝街九龍11245地段綜合發展項目
- 觀塘彩福邨三期公屋及運動中心發展項目
- 海匯酒店
- 沙田小瀝源沙田市248號地段酒店發展項目
- 兒童卓越醫療專科中心 B 座
- 將軍澳法國國際學校
- 濕地公園天水圍34地段綜合地產發展項目
- 將軍澳122地段新數據中心發展項目
- 新蒲崗爵祿街33號商業大廈發展項目
- 荃灣德士古道212-214號工業大廈發展項目
- 白田邨九期白田社區綜合大樓
- 長沙灣屠房
- 信德中心外牆翻新
- 屯門卓爾居廣場二期翻新項目
- 東港城翻新項目
- 葵芳新都會廣場翻新項目
- 葵涌131地段聯泰工業大廈翻新項目
- 尖沙咀彌敦道26號翻新項目
- 大埔中心商場L1至L3樓梯翻新項目
- 葵涌永基路13-15號華利工業中心翻新項目
- 石硤尾第三、六及七期公屋發展項目升降機槽棚架
- 粉嶺高爾夫球會升降機槽棚架
- 深水埗海壇街229A-G號住宅發展項目升降機槽棚架
- 元朗527地段綜合大樓升降機槽棚架
- 友邦歐陸嘉年華二零一七/二零一八鐵棚架
- 葵芳葵富路天橋

### Project Portfolio of Scaffolding Segment (As of 30 April 2018)

- Victoria Harbour
- Harbour North
- Property Development at West Rail Nam Cheong Station (T6-T8)
- Park Vista 1A
- PARK YOHO Genova
- PARK YOHO Sicilia
- PARK YOHO Venezia
- Eight Regency
- Novum West
- Residential Development at 97 Belcher's Street, Hong Kong
- Residential Development at S.T.L. 566, Area 56A, Kau To Shan, Shatin
- West Rail Long Ping Station (South) Property Development in Yuen Long
- Composite Development at KIL 11245, Pak Tai Street, Ma Tau Kok, To Kwa Wan
- Public Housing Development of Choi Fook Estate Phase 3 & Sports Centre in Kwun Tong
- Hotel Vic on the Harbour
- Hotel Development at S.T.T.L. No. 248 Siu Lek Yuen, Shatin
- Centre of Excellence in Paediatrics (Tower B)
- French International School of Hong Kong – Tseung Kwan O Campus
- Comprehensive Development at Wetland Park, TSW TL No.34
- Proposed New Data Centre at TKO TL 122
- Commercial Development at 33 Tseuk Luk Street, San Po Kong
- Industrial Development at 212-214, Texaco Road, Tsuen Wan
- Pak Tin Community Complex Redevelopment at Pak Tin Estate, Phase 9
- Cheung Sha Wan Slaughterhouse
- Refurbishment of External Walls of Shun Tak Centre
- Refurbishment of Chelsea Heights Shopping Mall, Phase 2
- Refurbishment of East Point City
- Refurbishment of Metroplaza Shopping Mall, Kwai Fong
- Refurbishment of Luen Tai Industrial Building at KCTL 131
- Refurbishment of 26 Nathan Road, Tsim Sha Tsui
- Refurbishment at Level 1-3 Tai Po Mega Mall, Tai Po
- Refurbishment of Valid Industrial Centre, 13-15 Wing Kei Road, Kwai Chung
- Lift Shafts of Public Rental Housing Development at Shek Kip Mei Estate Phases 3, 6 & 7
- Lift Shafts of Fanling Golf Club
- Lift Shafts of Residential Development at 229A-G Hai Tan Street, Sham Shui Po
- Lift Shafts of Proposed Composite Development at Y.L.T.L. 527, Yuen Long
- AIA European Carnival 2017/2018 metal scaffold
- Footbridge at Kwai Foo Road, Kwai Fong

# 管理層討論及分析

## MANAGEMENT DISCUSSION AND ANALYSIS

### 精裝修服務

就精裝修服務分部而言，於本年度，本集團主要為商業機構及豪宅終端用戶提供精裝修服務。本集團亦拓展其服務範疇至天花板工程，迄今已收到客戶熱烈的反饋。因精裝修服務競爭激烈，於本年度，本集團精裝修服務取得的收益減至約22,800,000港元，較上年度減少約64.2%。本集團將繼續努力獲取新合約。

### 吊船工作台、防撞欄及登爬維修器材之安裝及維修服務

本集團過去數年積極開展吊船工作台租賃服務業務，並在市場上獲得了良好的口碑。這使得本集團在競爭激烈的當地市場取得了穩定數目的新合約，收益穩定增長。於本年度，該分部收益達約3,600,000港元（上年度：約為2,200,000港元）。

### 借貸業務

於本年度，不斷飆升的當地股市已刺激融資活動，其對本集團的借貸業務大有裨益。於本年度，本集團專注於利息回報相對較高的短期及長期貸款。

運用管理層的廣泛網絡，本集團於本年度已獲得若干短期及長期貸款協議。於本年度，本集團錄得營業額約40,500,000港元，較上年度大幅增長約27.2%。本年度貸款本金額介乎500,000港元至40,000,000港元，年利率介乎6.5%至40%。

### Fitting out Services

For the fitting out services segment, the Group mainly provided fitting out services to commercial institutions and luxury residence end-users during the Year. The Group has also extended its scope of services to include ceiling work and to date, it has been receiving encouraging feedback from its clients. Due to the keen competition of fitting out services, the Group's revenue from fitting out services for the Year has decreased to approximately HK\$22.8 million, representing a decrease of approximately 64.2% when compared with the Last Year. The Group will continue to proactively acquire new contracts.

### Gondolas, Parapet Railings and Access Equipment Installation and Maintenance Services

The Group has been actively cultivating its gondolas rental business over the past several years and has gained positive 'worth-of-mouth' in the market. This has enabled the Group to secure a stable number of new contracts and enjoy steady growth in revenue despite the competitive local market. For the Year, revenue from this segment reached approximately HK\$3.6 million (Last Year: approximately HK\$2.2 million).

### Money Lending Business

During the Year, the soaring local stock market has stimulated financing activities, which has been beneficial to the Group's money lending business. The Group has been focusing on short-term and long-term loans with relatively attractive interest returns during the Year.

Leveraging on the management's extensive network, several short-term and long-term loan agreements have been secured during the Year. The Group recorded a turnover of approximately HK\$40.5 million for the Year, representing a substantial growth of approximately 27.2% when compared with Last Year. The principal amounts of the loans ranged from HK\$0.5 million to HK\$40 million with interest rates ranging from 6.5% to 40% per annum during the Year.

## 管理層討論及分析

# MANAGEMENT DISCUSSION AND ANALYSIS

### 證券投資業務

為把握金融市場的潛在回報，本集團於二零一五／二零一六年度成立投資委員會並於本年度繼續投資香港上市證券。每項擬進行投資均經過盡職審查及慎密考慮，以確保風險監控質素及為股東帶來最大利益。

本集團於本年度就其投資組合錄得虧損淨額約108,400,000港元（上年度：收益淨額約900,000港元），主要由於香港股票市場的波動。本集團預測由於受到中國與美國（「美國」）之間的貿易戰爭的威脅，二零一八年／二零一九年全球經濟將持續不穩定。投資委員會將繼續密切監控本集團的投資組合，以實現股東回報的最大化。

### 證券經紀及孖展融資業務

本集團自其間接全資附屬公司小牛金服證券有限公司（「小牛金服」）於去年獲香港證券及期貨事務監察委員會（「證監會」）批准可從事第1類（證券交易）受規管活動起，開始從事證券經紀及孖展融資業務。於本年度，該業務為本集團貢獻收益約700,000港元（上年度：約16,000港元）。本集團將繼續在金融服務界別發展其業務中投入更多工作及資源。

於二零一八年四月二十六日，本公司與FinTech Chain Limited（「FTC」）訂立不具法律約束力的諒解備忘錄，內容有關建議就於本集團金融業務中整合區塊鏈技術展開合作。於本年報日期，本集團仍正與FTC就建議合作事項的詳細安排進行磋商。有關建議合作之詳情載於本公司於二零一八年四月二十六日的公佈。

### Securities Investment Business

In order to capture possible returns from the financial market, the Group has formed the investment committee in year 2015/2016 and continued investing in Hong Kong-listed securities during the Year. Due diligence was conducted on every contemplated investment and each investment was taken into serious consideration to ensure quality risk control and maximise shareholders' benefits.

The Group recorded a net loss of approximately HK\$108.4 million (Last Year: net gain of approximately HK\$0.9 million) for its investment portfolio for the Year, which was mainly due to the volatility of the stock market in Hong Kong. The Group foresees that the global economy will continue to be unstable in year 2018/2019 as a result of the threat of trade war between China and the United States ("US"). The investment committee will continue to monitor the Group's investment portfolio closely in order to maximum shareholders' returns.

### Securities Brokerage and Margin Financing

The Group commenced its securities brokerage and margin financing operations ever since OX Financial Securities Limited ("OX Financial"), its indirect wholly-owned subsidiary, was granted the licence to conduct type 1 (dealing in securities) regulated activity by the Securities and Futures Commission of Hong Kong ("SFC") Last Year. This business contributed approximately HK\$0.7 million to the Group's revenue for the Year (Last Year: approximately HK\$16,000). The Group will continue to place more efforts and resources on developing its business in the financial service sector.

On 26 April 2018, the Company entered into a non-legally binding memorandum of understanding with FinTech Chain Limited ("FTC") in relation to the proposed cooperation on the integration of blockchain technology in the financial business of the Group. The Group is still in the course of negotiation with FTC on the detailed arrangement of the proposed cooperation as at the date of this annual report. Further details of such proposed cooperation are set out in Company's announcement dated 26 April 2018.





# 管理層討論及分析

## MANAGEMENT DISCUSSION AND ANALYSIS

### 資產管理業務

於收購藍塘創投有限公司（「藍塘」）（伸達資產管理有限公司（「伸達」，一間香港的持牌保險經紀及註冊強積金公司中介人）的控股公司）之全部已發行股本後，本集團於二零一八年三月開始資產管理業務。有關該收購之進一步詳情載於下文「重大收購及出售附屬公司及聯營公司」各段。於本年度，資產管理業務錄得營業額約300,000港元。

### 業務前景

根據香港特別行政區的土地供應預測，預計於二零二七年之前市場將會增加合共460,000個住宅單位，產生大量的未來建造項目。作為在當地棚架搭建行業具有穩固聲譽的市場領導者之一，本集團有信心獲得更多合約。然而，由於勞工一直供應不足的問題，高勞工成本及激烈競爭預計會繼續保持不變。

鑒於該情況，過去幾年，本集團積極尋求盈利高的項目以使業務組合多樣化，並最終減輕來自激烈競爭的建造市場的風險。

經過數年發展金融服務業務的不懈努力，金徽香港有限公司「金徽」（本集團之一間間接全資附屬公司及香港法例第163章《放債人條例》下之香港持牌放債人）於今年及上年度產生了可觀的回報及利潤率。本集團主要面向能夠就貸款提供公司擔保或抵押的上市公司、大中型企業及個人以保持相對較低的壞賬水平。目前貸款組合達約504,000,000港元，且預計來年將增加至510,000,000港元與530,000,000港元之間。

本公司之間接全資附屬公司小牛金服營運之證券經紀及孖展融資業務於本年度順利運營，為本集團產生更多收益。小牛金服現正探索資產管理等其他金融服務，以作進一步業務拓展。

於本年度，本集團亦收購伸達之控股公司，該公司為主要從事資產管理之香港持牌保險經紀人及已註冊強積金公司中介人。預計該項新業務於來年將產生正溢利。

### Assets Management Business

Following the acquisition of the entire issued share capital of Blue Pool Ventures Limited (“Blue Pool”), the holding company of Mass Fidelity Asset Management Limited (“Mass Fidelity”), a licensed insurance broker and registered MPF Corporate Intermediary in Hong Kong, the Group has commenced the business of assets management in March 2018. Further details of such acquisition are set out in the paragraphs headed “Material Acquisition and Disposal of Subsidiaries and Associates” below. For the Year, the assets management business recorded a turnover of approximately HK\$0.3 million.

### Business Outlook

Based on the HKSAR’s land supply forecast, a total of 460,000 residential units are expected to be added to the market by 2027, generating a great deal of future construction projects. As one of the market leaders with a solid reputation in the local scaffolding industry, the Group is confident about acquiring more contracts. However, continuing high labour costs and fierce competition are expected to last due to the ongoing problem of inadequate labour supply.

Given this scenario, the Group has been actively seeking profitable projects over the past several years in order to diversify its business portfolio and eventually mitigate risks from the competitive construction market.

After a few years of serious efforts to develop its financial service operations, Gold Medal Hong Kong Limited (“Gold Medal”), an indirect wholly-owned subsidiary of the Group and a licensed money lender in Hong Kong under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong), generated satisfactory returns and profit margins for the Year and Last Year. The Group mainly targets listed companies, medium to large-sized enterprises and individuals that who can provide corporate guarantees or securities in order to maintain a relatively low bad debt levels. The current loan portfolio has reached approximately HK\$504 million and is expected to increase to between HK\$510 million and HK\$530 million in coming years.

The securities brokerage and margin financing business operated by OX Financial, an indirect wholly-owned subsidiary of the Company, has been running smoothly and generated more revenue to the Group during the Year. OX Financial is exploring other financial services including asset management for further expansion.

During the Year, the Group has also acquired the holding company of Mass Fidelity, a licensed insurance broker and registered MPF Corporate Intermediary in Hong Kong principally engaged in assets management. It is expected that this new business will generate positive profits in coming years.

## 管理層討論及分析

# MANAGEMENT DISCUSSION AND ANALYSIS

儘管二零一八年仍存在影響全球經濟的不確定因素，包括美國預計利率攀升及其資產負債表縮減，美國與中國之間的貿易戰威脅以及英國退出歐盟的影響，但亞洲股市有中國經濟增長的支持及亞洲其他市場進口增加作為後盾，本集團仍對其持樂觀態度。展望未來，本集團將繼續發展其視為本集團的未來溢利驅動力的借貸業務，同時嚴格遵守成本控制政策，迅速調整棚架搭建業務的業務策略，以應對變幻莫測的市場動態及為股東產生更多財務回報。

## 財務回顧及分析

於本年度，本集團錄得營業額約152,200,000港元（上年度：約185,600,000港元），較上年度減少約18.0%。於本年度，本公司錄得擁有人應佔虧損淨額約109,800,000港元（上年度：約16,000,000港元）。

營業額下降乃主要由於本年度精裝修服務業務產生的合約收入減少。

於本年度，本集團毛利較上年度增加約13.2%至約53,400,000港元（上年度：約47,100,000港元），本年度毛利率增加至約35.1%（上年度：約25.4%）。本集團毛利率上升，主要由於本集團本年度收入的較大部分來自借貸業務，其利潤率相對較高。

於本年度，營運及行政費用較上年度增加約6.9%。增加主要歸因於(i)法律及專業費因本年度企業活動相對上年度較少而減少約5,400,000港元；(ii)於本年度就授出購股權支付以股份支付之款項約7,300,000港元；及(iii)於本年度本集團業務的一般營運成本增加約3,000,000港元的淨影響。於本年度，本集團管理層繼續採取嚴格的成本監控及業務精簡之政策，藉以節省成本及優化效率。

Although there remain uncertainties affecting the global economy in 2018, including the US's anticipated rate hikes and reduction of its balance sheet, the threat of trade war between the US and China as well as the repercussions of Brexit, the Group remains optimistic about the Asian stock markets backed by the China's economic growth and improving exports to other Asian markets. Looking ahead, the Group will continue developing its money lending business, which is considered by the Group as a future profit driver. Meanwhile, the Group will strictly adhere to its cost control policy, and swiftly adjust business strategies for the scaffolding business in response to ever-changing market dynamics in order to generate better financial returns for its shareholders.

## FINANCIAL REVIEW AND ANALYSIS

During the Year, the Group recorded a turnover of approximately HK\$152.2 million (Last Year: approximately HK\$185.6 million), representing a decrease of approximately 18.0% as compared with that of Last Year. The Company recorded a net loss attributable to its owners of approximately HK\$109.8 million for the Year (Last Year: approximately HK\$16.0 million).

The decrease in turnover was mainly due to the decrease in contract income generated from the fitting out services business during the Year.

For the Year, gross profit of the Group increased by approximately 13.2% to approximately HK\$53.4 million as compared with Last Year (Last Year: approximately HK\$47.1 million) and gross profit margin increased to approximately 35.1% (Last Year: approximately 25.4%). Gross profit margin of the Group increased mainly because a larger share of the Group's revenue for the Year came from its money lending business, which had a relatively high profit margin.

For the Year, operating and administrative expenses increased by approximately 6.9% as compared to Last Year. The increase was mainly the net effect of (i) the decrease in legal and professional fees of approximately HK\$5.4 million as less corporate exercise was conducted during the Year when compared with Last Year; (ii) the share based payments of approximately HK\$7.3 million in respect of share options granted during the Year; and (iii) the increase in general operating costs of the Group's business by approximately HK\$3.0 million for the Year. Management of the Group continued to adopt a policy of vigilant cost monitoring and operation streamlining in order to minimise cost and optimise efficiency during the Year.

# 管理層討論及分析

## MANAGEMENT DISCUSSION AND ANALYSIS

### 流動資金、財務資源及資產負債比率

於本年度內，本集團以銀行授信額度、銀行及財務公司給予之融資租約、來自財務機構之貸款以及發行息票債券之所得款項作為其營運資金。

於二零一八年四月三十日，本公司持有人應佔本集團之綜合權益、流動資產、流動資產淨值及總資產分別為約727,300,000港元（二零一七年四月三十日：約786,100,000港元）、約488,600,000港元（二零一七年四月三十日：約714,400,000港元）、約272,200,000港元（二零一七年四月三十日：約600,500,000港元）及約928,500,000港元（二零一七年四月三十日：約952,700,000港元）。

於二零一八年四月三十日，本集團之綜合銀行透支及銀行借貸分別為約15,300,000港元（二零一七年四月三十日：約7,400,000港元）及約29,000,000港元（二零一七年四月三十日：約32,200,000港元）。於二零一八年四月三十日，本集團的其他貸款及其他借貸為92,000,000港元（二零一七年四月三十日：74,000,000港元）。於二零一八年四月三十日，融資租約承擔為約2,200,000港元（二零一七年四月三十日：約2,900,000港元）。於二零一八年四月三十日，其他貸款及其他借貸包括(i)本公司之一間間接全資附屬公司金徽分別於二零一六年九月十二日及二零一八年二月七日發行之4%息票債券54,000,000港元及5%息票非上市普通債券10,000,000港元；(ii)本公司於二零一八年二月十三日發行之5%息票非上市普通債券10,000,000港元；及(iii)於本年度來自一家金融機構再融資之其他貸款18,000,000港元。

於二零一八年四月三十日，本集團一般賬戶之銀行結餘及現金為約98,800,000港元（二零一七年四月三十日：約190,200,000港元）。於二零一八年四月三十日，本集團之資產負債比率（債務總額除以本公司持有人應佔權益再乘以100%）為約19.0%（二零一七年四月三十日：約14.8%）。就計算資產負債比率而言，本集團債務總額包括銀行借貸及銀行透支、其他貸款及其他借貸以及融資租約承擔。

### LIQUIDITY, FINANCIAL RESOURCES AND GEARING RATIO

During the Year, the Group financed its operations by banking facilities, finance leases provided by banks and finance companies, loan from a financial institution and proceeds from issues of coupon bonds.

As at 30 April 2018, the Group's consolidated equity attributable to the owners of the Company, current assets, net current assets and total assets were approximately HK\$727.3 million (30 April 2017: approximately HK\$786.1 million), approximately HK\$488.6 million (30 April 2017: approximately HK\$714.4 million), approximately HK\$272.2 million (30 April 2017: approximately HK\$600.5 million) and approximately HK\$928.5 million (30 April 2017: approximately HK\$952.7 million) respectively.

As at 30 April 2018, the Group's consolidated bank overdrafts and bank borrowings were approximately HK\$15.3 million (30 April 2017: approximately HK\$7.4 million) and approximately HK\$29.0 million (30 April 2017: approximately HK\$32.2 million) respectively. As at 30 April 2018, the Group's other loan and other borrowings was HK\$92 million (30 April 2017: HK\$74 million). As at 30 April 2018, obligations under finance leases amounted to approximately HK\$2.2 million (30 April 2017: approximately HK\$2.9 million). As at 30 April 2018, other loan and other borrowings included (i) the 4% coupon bond of HK\$54 million and 5% coupon unlisted straight bond of HK\$10 million issued by Gold Medal, an indirect wholly-owned subsidiary of the Company on 12 September 2016 and 7 February 2018 respectively; (ii) the 5% coupon unlisted straight bond of HK\$10 million issued by the Company on 13 February 2018; and (iii) other loan of HK\$18 million refinanced from a financial institution during the Year.

As at 30 April 2018, the Group's bank balances and cash in general accounts amounted to approximately HK\$98.8 million (30 April 2017: approximately HK\$190.2 million). As at 30 April 2018, the Group's gearing ratio (total debts divided by equity attributable to the owners of the Company then multiplied by 100%) was approximately 19.0% (30 April 2017: approximately 14.8%). For calculating the gearing ratios, total debts of the Group included bank borrowings and bank overdrafts, other loan and other borrowings and obligation under finance leases.

## 管理層討論及分析

# MANAGEMENT DISCUSSION AND ANALYSIS

於二零一八年四月三十日，本集團大部分銀行及現金結餘、銀行借貸及銀行透支、其他貸款及其他借貸以及融資租約承擔均以港元計值。所有銀行借貸及銀行透支按市場利率計息及須按要求或於一年內償還。融資租約承擔之平均租期為四年且所有此等租約之利率於合約日期釐定，並釐定固定償還基準。於本年度，其他貸款以年利率9.5%（二零一七年四月三十日：10.5%）計息，並須於一年內償還。於二零一七年發行之息票債券以年利率4%計息及將自發行日期起第二週年日期到期，而於二零一八年發行之息票債券以年利率5%計息及將自發行日期起第一週年日期到期。

## 股本

於本年度，本集團已就收購若干附屬公司向梁偉浩先生配發及發行1,600,000,000股本公司股本中每股面值0.01港元的普通股（各為一股「股份」），作為代價股份，其詳情披露於下文「重大收購及出售附屬公司及聯營公司」一段。除上述者外，本公司股本於本年度內並無其他變動。

## 末期股息

董事會不建議派付本年度之末期股息（上年度：無）。

## 分部資料

### 業務分部

本集團現由八個業務分部組成—(i)為建築及建造工程提供棚架搭建服務；(ii)為建築及建造工程提供精裝修服務；(iii)為建築及建造工程提供管理合約服務及；(iv)吊船工作台、防撞欄及登爬維修器材之安裝及維修服務；(v)借貸業務；(vi)證券經紀及孖展融資；(vii)證券投資業務及(viii)資產管理業務。按業務分部之業績詳情列載於綜合財務報表附註6。

As at 30 April 2018, most of the Group's bank and cash balances, bank borrowings and bank overdrafts, other loan and other borrowings and obligations under finance leases were denominated in Hong Kong dollars. All the bank borrowings and bank overdrafts bore interest at market rates and were repayable on demand or within one year. Obligations under finance leases had an average lease term of four years and all such leases had interest rates fixed at the contract date and fixed repayment bases. The other loan bore an interest rate of 9.5% (30 April 2017: 10.5%) per annum for the Year and was repayable within one year. The coupon bond issued in 2017 bore interest at 4% per annum and will be matured on the second anniversary date of the issue date while the coupon bonds issued in 2018 bore interest at 5% per annum and will be matured on the first anniversary of the issue date.

## SHARE CAPITAL

During the Year, the Group has allotted and issued 1,600,000,000 ordinary shares of HK\$0.01 each in the capital of the Company (each a "Share") to Mr. Leung Wai Ho as consideration shares for the acquisition of certain subsidiaries, further details of which are disclosed in the paragraphs headed "Material Acquisition and Disposal of Subsidiaries and Associates" below. Save as aforesaid, there was no other change in the share capital of the Company during the Year.

## FINAL DIVIDEND

The Board does not recommend the payment of a final dividend for the Year (Last Year: Nil).

## SEGMENT INFORMATION

### Operating segments

The Group is currently organised into eight operating segments – (i) scaffolding services for construction and buildings work; (ii) fitting out services for construction and buildings work; (iii) management contracting services for construction and buildings work; (iv) gondolas, parapet railings and access equipment installation and maintenance services; (v) money lending business; (vi) securities brokerage and margin financing; (vii) securities investment business and (viii) assets management business. Details of results by business segments are shown in note 6 to the consolidated financial statements.

# 管理層討論及分析

## MANAGEMENT DISCUSSION AND ANALYSIS

### 地域分類

本集團之所有八個業務分部均服務香港之客戶。綜合財務報表附註6提供按地區市場分類之營業額、分類非流動資產賬面值分析。

### 建議物業出售事項

於二零一八年一月二十四日，本公司之全資附屬公司滙隆集團有限公司（「滙隆」）與一名獨立第三方 Estate Lion Limited（「Estate Lion」）訂立臨時買賣協議，據此，Estate Lion 有條件同意購買及滙隆有條件同意出售香港業興街11號南匯廣場訊聯電訊大樓10樓之1、2、3、5、6、21、22、23、25、26及27室，總代價為110,000,000港元（「建議物業出售事項」）。根據臨時買賣協議之條款及條件，於二零一八年二月七日，滙隆與Estate Lion就建議物業出售事項按臨時買賣協議所載相同主要條款訂立正式買賣協議。

根據GEM上市規則第19章，建議物業出售事項構成本公司之一項主要交易，並須待本公司股東批准後方可作實。本公司股東特別大會於二零一八年四月十七日舉行，及本公司股東並無通過批准建議物業出售事項之普通決議案。

於二零一八年五月十四日，滙隆與Estate Lion訂立撤銷協議以撤銷及終止有關建議物業出售事項之正式買賣協議，即時生效。滙隆將總額為11,000,000港元的按金退還予Estate Lion。

有關建議物業出售事項之進一步詳情載於本公司日期為二零一八年一月二十四日、二零一八年四月十七日及二零一八年五月十四日之公佈以及本公司日期為二零一八年三月二十一日之通函。

### Geographical segments

Customers of all eight segments of the Group are situated in Hong Kong. Note 6 to the consolidated financial statements provides analysis of the turnover, carrying amounts of segment non-current assets by geographical markets.

### PROPOSED PROPERTY DISPOSAL

On 24 January 2018, Wui Loong Holdings Company Limited (“Wui Loong”), a wholly-owned subsidiary of the Company, entered into a provisional sale and purchase agreement with Estate Lion Limited (“Estate Lion”), an independent third party, pursuant to which Estate Lion conditionally agreed to acquire, and Wui Loong conditionally agreed to sell, units 1, 2, 3, 5, 6, 21, 22, 23, 25, 26 and 27 on 10th Floor of Pacific Link Tower, Southmark, No.11 Yip Hing Street, Hong Kong at the aggregate consideration of HK\$110,000,000 (“Proposed Property Disposal”). In accordance with the terms and conditions of the provisional sale and purchase agreement, on 7 February 2018, Wui Loong and Estate Lion entered into the formal sale and purchase agreement in respect of the Proposed Property Disposal on the same principal terms as set out under the provisional sale and purchase agreement.

The Proposed Property Disposal constituted a major transaction for the Company under Chapter 19 of the GEM Listing Rules and was subject to the Company’s shareholders’ approval. A special general meeting of the Company was held on 17 April 2018 and the ordinary resolution approving the Proposed Property Disposal was not passed by the Company’s shareholders.

On 14 May 2018, Wui Loong and Estate Lion entered into the cancellation agreement to cancel and terminate the formal sale and purchase agreement in relation to the Proposed Property Disposal with immediate effect. Wui Loong had refunded the deposits in the total sum of HK\$11,000,000 to Estate Lion.

Further details of the Proposed Property Disposal are set out in the Company’s announcement dated 24 January 2018, 17 April 2018 and 14 May 2018 and the Company’s circular dated 21 March 2018.

## 管理層討論及分析

# MANAGEMENT DISCUSSION AND ANALYSIS

### 重大收購及出售附屬公司及聯營公司

為擴大本集團於金融服務領域的業務組合、多元化其收入來源及可能提高其財務業績，於二零一八年二月五日，本公司全資附屬公司 Instant Victory Global Limited（「Instant Victory」）與梁偉浩先生（「梁先生」）訂立買賣協議（「藍塘買賣協議」），據此，Instant Victory 有條件同意購買及梁先生有條件同意出售藍塘之全部已發行股本，代價為 45,000,000 港元，將於完成時透過本公司向梁先生配發及發行 1,600,000,000 股入賬列為繳足之股份（各為一股「代價股份」）之方式支付。藍塘買賣協議所載之協定發行價為每股代價股份 0.028125 港元。

藍塘持有伸達之全部已發行股本，伸達為一間主要從事提供資產管理並為香港保險顧問聯會之持牌保險經紀（會籍編號：0486）之有限公司，並已向強制性公積金計劃管理局註冊為強積金公司中介人（註冊編號：IC001011）。梁先生及 Instant Victory 已同意倘於緊接完成日期後之曆月首日起計之十二個月期間的經審核伸達稅後淨溢利（「實際稅後溢利」）少於 3,000,000 港元，代價將予調整，及梁先生將支付 Instant Victory 短缺金額（按 45,000,000 港元－實際稅後溢利 x 15 計算及倘實際稅後溢利為負數，則其應被視為零）。梁先生向 Instant Victory 承諾及作出契諾，除非取得其事先書面批准，否則在釐定實際稅後溢利前直至根據藍塘買賣協議之條文調整代價金額及結付短缺金額（倘發生代價調整事件）止期間，其不會出售代價股份。

### MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES AND ASSOCIATES

In order to expand the Group's business portfolio in financial service sector, diversify its income source and possibly enhance its financial performance, on 5 February 2018, Instant Victory Global Limited ("Instant Victory"), a wholly-owned subsidiary of the Company, entered into a sale and purchase agreement ("Blue Pool SPA") with Mr. Leung Wai Ho ("Mr. Leung"), pursuant to which Instant Victory conditionally agreed to purchase, and Mr. Leung conditionally agreed to sell, the entire issued share capital of Blue Pool at the consideration of HK\$45 million, which should be settled by way of allotment and issue by the Company to Mr. Leung of 1,600,000,000 Shares (each a "Consideration Share"), credited as fully paid at completion. The agreed issue price set out in the Blue Pool SPA is HK\$0.028125 per Consideration Share.

Blue Pool holds 100% of issued share capital of Mass Fidelity, a limited company principally engaged in assets management which has been licensed with The Hong Kong Confederation of Insurance Brokers as an insurance broker (No. 0486) and registered as a MPF Corporate Intermediary at the Mandatory Provident Fund Scheme Authority (Registration No. IC001011). Mr. Leung and Instant Victory have agreed that where the audited net profit after tax of Mass Fidelity for the 12-month period commencing from the first day of the calendar month immediately after the completion date ("Actual PAT") is less than HK\$3 million, the consideration shall be adjusted and Mr. Leung shall pay to Instant Victory the shortfall amount (which is HK\$45,000,000 – Actual PAT x 15 and Actual PAT shall be deemed to be zero if it is a negative figure). Mr. Leung has undertaken and covenanted with Instant Victory that unless with its prior written approval, he shall not sell the Consideration Shares pending the determination of the Actual PAT and (if the consideration adjustment event occurs) until after the amount of the consideration has been adjusted and the shortfall amount has been settled in accordance with the provisions of the Blue Pool SPA.

## 管理層討論及分析

# MANAGEMENT DISCUSSION AND ANALYSIS

有關收購事項的完成待下列條件獲達成後作實，(其中包括)(i)聯交所已批准或同意批准且並無撤回或撤銷代價股份上市及買賣；(ii)Instant Victory已對藍塘及仲達進行及完成法律及財務盡職審查；及(iii)梁先生、Instant Victory及／或藍塘或仲達已取得與訂立及履行藍塘買賣協議及其項下擬進行之交易有關之所有必要同意、牌照及批文(或，視乎情況而定，有關豁免)，倘受限於其他條件，則須為Instant Victory能接納之條件，且有關同意、牌照及批文仍具十足效力及效用且未被撤銷。所有該等條件已達成及完成於二零一八年三月二十一日發生。梁先生已於同日獲配發及發行1,600,000,000股代價股份。代價股份之總面值為16,000,000港元及每股代價股份之協定發行價較股份於藍塘買賣協議日期之收市價每股0.032港元折讓約12.11%。

有關收購之進一步詳情載於本公司日期為二零一八年二月五日及二零一八年三月二十一日之公佈。

除上文披露者外，本集團於本年度並無進行其他附屬公司或聯營公司之重大收購或出售。

Completion of such acquisition was conditional upon, among others, (i) the Stock Exchange having granted or having agreed to grant and not having withdrawn or revoked the listing of, and permission to deal in, the Consideration Shares; (ii) Instant Victory having carried out and completed the legal and financial due diligence review of Blue Pool and Mass Fidelity; and (iii) all requisite consents, licences and approvals (or, as the case may be, the relevant waiver) in connection with the entering into and the performance of the Blue Pool SPA and the transactions contemplated thereunder having been obtained by Mr. Leung, Instant Victory and/or Blue Pool or Mass Fidelity, and if subject to conditions, on such conditions acceptable to Instant Victory, and such consents, licenses and approval remaining in full force and effect and not being revoked. All such conditions have been fulfilled and completion took place on 21 March 2018. 1,600,000,000 Consideration Shares have been allotted and issued to Mr. Leung on the same date. The aggregate nominal value of the Consideration Shares is HK\$16 million and the agreed issue price of each Consideration Share represented a discount of approximately 12.11% to the closing price of HK\$0.032 per Share on the date of the Blue Pool SPA.

Further details of such acquisition are set out in the Company's announcements dated 5 February 2018 and 21 March 2018.

Save as disclosed above, the Group had no other material acquisitions or disposals of subsidiaries or associates during the Year.

## 管理層討論及分析

# MANAGEMENT DISCUSSION AND ANALYSIS

### 重大投資

於二零一八年四月三十日，本集團的可供出售投資（「可供出售投資」）及按公平值計入損益（「按公平值計入損益」）的金融資產分別錄得約20,900,000港元及約63,800,000港元。鑒於證券投資為本集團的一般主要業務之一，董事將(i)於二零一八年四月三十日賬面值佔本集團經審核資產淨值5%以上的投資；(ii)於二零一八年四月三十日賬面值佔本集團證券投資總額5%以上的投資；或(iii)於本年度錄得已變現或未變現收益／（虧損）或減值或投資重估儲備增加／（減少）超過5,000,000港元的投資視為重大投資。

### SIGNIFICANT INVESTMENTS

As at 30 April 2018, the available-for-sale investments (“AFSs”) of the Group amounted to approximately HK\$20.9 million and financial assets at fair value through profit or loss (“FVTPL”) of the Group amounted to approximately HK\$63.8 million. Given that securities investment is one of the Group’s ordinary principal businesses, the Directors considered that (i) investments with a carrying amount that account for more than 5% of the Group’s audited net assets as at 30 April 2018; (ii) investments with a carrying amount that account for more than 5% of the Group’s total securities investment as at 30 April 2018; or (iii) investments which recorded realised or unrealised gain/(loss) or impairments or increase/(decrease) in investment revaluation reserve of over HK\$5 million during the Year as significant investments.

投資情況	Description of investments	附註 Notes	於二零一七年	投資重估儲備		出售可供出售 投資之 收益／（虧損） Gain/(loss) on disposal of AFSs 千港元 HK\$'000	減值 Impairments 千港元 HK\$'000	於二零一八年	於二零一八年	於二零一八年	於二零一八年	
			五月一日之 賬面值 Carrying amount as at 1 May 2017 千港元 HK\$'000	增加／（減少） Increase/ (decrease) in investment revaluation reserve 千港元 HK\$'000	於本年度收購 Acquisition during the Year 千港元 HK\$'000			於本年度出售 Disposal during the Year 千港元 HK\$'000	於二零一八年 四月三十日之 賬面值 Carrying amount as at 30 April 2018 千港元 HK\$'000	於二零一八年 四月三十日之 經審核資產 淨值之百分比 Percentage to the Group's audited total net assets as at 30 April 2018	於二零一八年 四月三十日 估本集團 經審核總資產 之百分比 Percentage to the Group's total securities investment as at 30 April 2018	於二零一八年 四月三十日 估本集團 證券 投資總額 之百分比 Percentage to the Group's total securities investment as at 30 April 2018
<b>可供出售投資</b>												
<b>AFSs</b>												
首都創投有限公司（「首都創投」） （股份代號：2324）	Capital VC Limited (“Capital VC”) (stock code: 2324)	(a)	15,221	-	-	(4,483)	-	-	10,738	1.51%	1.16%	12.68%
中國金石礦業控股有限公司 （「中國金石」） （股份代號：1380）	China Kingstone Mining Holdings Limited (“CKMH”) (stock code: 1380)	(b)	-	10,118	-	(3,625)	-	-	6,493	0.91%	0.70%	7.67%
吉舞控股有限公司（「吉舞控股」） （股份代號：8027）	KPM Holding Limited (“KPM”) (stock code: 8027)	(c)	19,500	-	-	-	(17,810)	-	1,690	0.24%	0.18%	2.00%
QPL International Holdings Limited （「QPL」）（股份代號：243）	QPL International Holdings Limited （“QPL”）(stock code: 243)	(d)	34,456	19,423	(18,280)	(15,768)	(19,831)	-	-	-	-	-
香港上市之股本證券	Equity securities listed in Hong Kong	(e)	10,275	-	(6,124)	(426)	175	(3,900)	-	-	-	-
非上市投資基金，按成本計量	Unlisted investment funds, at cost		9,181	-	(5,284) <sup>(1)</sup>	(860)	963 <sup>(2)</sup>	-	-	-	-	-
非上市投資，按成本計量	Unlisted investment, at cost		2,000	-	-	-	-	-	2,000	0.28%	0.22%	2.36%
			90,633	29,541	(29,688)	(25,162)	(18,693)	(25,710)	20,921	2.94%	2.26%	24.71%
<b>按公平值計入損益之金融資產</b>												
<b>Financial assets at FVTPL</b>												
中國錢包支付集團有限公司（前稱 宏觀數碼集團（控股）有限 公司）（「中國錢包」）（股份 代號：802）之可轉換債券 （「可轉換債券」）	Convertible bonds (“CB”) of China e-Wallet Payment Group Limited (formerly known as RCG Holdings Limited) (“China e-Wallet”) (stock code: 802)	(f)	35,400	-	-	-	-	(6,600)	28,800	4.05%	3.10%	34.01%
中國投資集團有限公司（「中國 投融資」）（股份代號：1226）	China Investments and Finance Group Limited (“CIFL”) (stock code: 1226)	(g)	24,380	-	-	-	-	(18,400)	5,980	0.84%	0.64%	7.06%
中國集成控股有限公司（「中國 集成控股」）（股份代號：1027）	China Jicheng Holdings Limited （“CJHL”）(stock code: 1027)	(h)	-	14,254	(916)	-	-	-	(13,338)	-	-	-
漢華專業服務有限公司（「漢華」） （股份代號：8193）	GreaterChina Professional Services Limited (“GreaterChina”) (stock code: 8193)	(i)	6,313	-	(638)	-	-	(5,675)	-	-	-	-
皓文控股有限公司（「皓文」） （股份代號：8019）	Hao Wen Holdings Limited （“Hao Wen”）(stock code: 8019)	(j)	16,363	-	-	-	-	(8,050)	8,313	1.17%	0.90%	9.81%
瑩嵐集團有限公司（「瑩嵐」） （股份代號：8470）	Limina Group Limited (“Limina”) (stock code: 8470)	(k)	-	4,296	(3,865)	-	-	4,157	4,588	0.65%	0.49%	5.41%
美捷源控股有限公司（「美捷 源控股」）（股份代號：1389）	Major Holdings Limited (“MHL”) (stock code: 1389)	(l)	-	9,865	(1,678)	-	-	(8,187)	-	-	-	-
香港上市之股本證券	Equity securities listed in Hong Kong	(m)	7,784	42,994	(26,782)	-	-	(7,905)	16,091	2.26%	1.73%	19.00%
			90,240	71,409	(33,879)	-	-	(63,998)	63,772	8.97%	6.86%	75.29%
			180,873	100,950	(63,567)	(25,162)	(18,693)	(25,710)	84,693	11.91%	9.12%	100.00%

附註(1)：此數額指本年度資本贖回。

附註(2)：此數額指本年度資本贖回收益。

Note (1): this represents redemption of a fund during the Year.

Note (2): this represents gain on redemption of a fund during the Year.



# 管理層討論及分析

## MANAGEMENT DISCUSSION AND ANALYSIS

附註：

- (a) 首都創投及其附屬公司（統稱為「首都創投集團」）主要從事已上市及非上市公司的投資活動。

於二零一八年四月三十日，本集團持有93,380,000股首都創投股份，佔同日首都創投已發行股本總額約3.39%。

誠如首都創投於截至二零一八年三月三十一日止六個月的中期報告所披露，首都創投預期(i)美國及其他先進經濟體系之投資環境將較為穩定；(ii)預期溫和及循序漸進的利率正常化將不會對全球投資市場造成重大影響；及(iii)於亞洲，由於中國經濟體系漸趨成熟，及需要作更可持續發展，預期未來發展步伐將會減慢。因此，首都創投董事將繼續採取審慎措施以管理首都創投集團之投資組合。

- (b) 中國金石及其附屬公司（統稱「中國金石集團」）主要在中國從事生產及銷售大理石及大理石相關產品。

於二零一八年四月三十日，本集團持有84,320,000股中國金石股份，佔同日中國金石已發行股本總額約2.98%。

誠如中國金石截至二零一七年十二月三十一日止年度的年報所披露，(i)中國金石預期一旦中國物業市場的售價及交易量穩定，建造材料如大理石的需求將逐漸上漲；然而，中國金石集團與海外大理石進口供應商仍將面臨激烈的競爭，而中國金石集團將審慎重新定位大理石產品的營銷以獲取市場份額；(ii)於上一財政年度，中國金石集團的張家壩礦山仍處於發展中及碳酸鈣業務的擴張計劃尚未實現，中國金石將集中發展其現有的大理石板材業務及買賣大理石板材；(iii)中國金石將繼續鞏固生產及運營並且擴大客戶基礎以改善大理石板材業務的業績；及(iv)中國金石集團將繼續探討因此產生的新業務機會以在未來為其股東創造最大價值。

- (c) 吉輝控股及其附屬公司（統稱「吉輝控股集團」）主要從事設計、製作、安裝及維護標牌及相關產品。

於二零一八年四月三十日，本集團持有26,000,000股吉輝控股股份，佔同日吉輝控股已發行股本總額約0.81%。

Notes:

- (a) Capital VC and its subsidiaries (collectively referred to as the “Capital VC Group”) were principally engaged in investing in listed and unlisted companies.

As at 30 April 2018, the Group held 93,380,000 shares of Capital VC, which represented approximately 3.39% of total issued share capital of Capital VC at the same date.

As disclosed in the interim report of Capital VC for the six months ended 31 March 2018, Capital VC expects that (i) the investment environment in the US and other advanced economies will be relatively stable; (ii) the anticipated mild and slow interest rate normalisation will not cause significant influence on global investment market; and (iii) in the East, as the China economy is maturing and a more sustainable development is desired, slower future growth levels are to be expected. Accordingly, the directors of Capital VC will continue to adopt cautious measures to manage the Capital VC Group’s investment portfolio.

- (b) CKMH and its subsidiaries (collectively referred to as the “CKMH Group”) were principally engaged in the production and sales of marble and marble related products in China.

As at 30 April 2018, the Group held 84,320,000 shares of CKMH, which represented approximately 2.98% of total issued share capital of CKMH at the same date.

As disclosed in the annual report of CKMH for the year ended 31 December 2017, (i) CKMH expects the demand for construction materials, such as marble stone, to rise gradually once the sales price and transaction volume in the China property market stabilise; however, the CKMH Group will still face a keen competition with the overseas marble stone import suppliers and the CKMH Group will carefully re-position the marketing of the marble products to grab the market share; (ii) while the Zhangjiaba mine of the CKMH Group was still under development and the plan of expansion in calcium carbonate business has not been materialised during the previous financial year, CKMH will focus on its current marble slabs business and trading of the marble slabs; (iii) CKMH will continue to consolidate the production and operations and also extend the customer base in order to improve the performance of marble stone business; and (iv) the CKMH Group will continue to explore new business opportunities so arising in order to maximise its shareholders’ value in the future.

- (c) KPM and its subsidiaries (collectively referred to as the “KPM Group”) were principally engaged in the design, fabrication, installation and maintenance of signage and related products.

As at 30 April 2018, the Group held 26,000,000 shares of KPM, which represented approximately 0.81% of total issued share capital of KPM at the same date.

## 管理層討論及分析

# MANAGEMENT DISCUSSION AND ANALYSIS

誠如吉輝控股截至二零一七年十二月三十一日止年度的年報所披露，新加坡貿易和工業部於二零一八年一月二日的公佈顯示建造業增長由二零一六年的0.2百分點回落8.3百分點至二零一七年的-8.1百分點，主要由於私營領域工業活動減少所致；及吉輝控股集團將繼續管理其開支，持續檢討其業務戰略並審慎尋求其他業務機會應對現時市場環境。

- (d) QPL 及其附屬公司主要從事生產及銷售集成電路引線框、散熱器、加強桿及相關產品、證券買賣以及投資控股。

於本年度，本集團已出售其持有之所有 88,397,000 股 QPL 股份，令本集團錄得出售虧損約 19,800,000 港元。根據 GEM 上市規則，有關出售構成本公司之一項須予披露交易，其進一步詳情載於本公司日期為二零一七年七月三日之公佈。

- (e) 於二零一八年四月三十日，歸類為可供出售投資的香港上市之股本證券為本集團於股份在聯交所主板上市的兩家公司的投資。各項該等投資的眼面值 (i) 於本集團於二零一八年四月三十日的經審核資產淨值均佔比不足 5% 及 (ii) 於本集團於二零一八年四月三十日的證券投資總額均佔比不足 5%，且各項該等投資概無於本年度錄得已變現或未變現收益／(虧損) 或減值或投資重估儲備增加／(減少) 超過 5,000,000 港元。

- (f) 該項投資乃為認購中國錢包的可轉換債券共 15,000,000 港元，年利率為本金的 2.5%，每股轉換股份的轉換價為 0.25 港元。可轉換債券將於發行日期（即二零一六年十月十四日）起計三十六個月到期。於二零一八年四月三十日，本集團根據專業估值師編製的估值報告，認購的可轉換債券公平值為 28,800,000 港元。

中國錢包及其附屬公司（統稱為「中國錢包集團」）主要從事提供生物識別及射頻識別 (RFID) 產品及解決方案服務、互聯網及手機應用及相關服務。

誠如中國錢包於截至二零一七年十二月三十一日止年度的年報所披露，中國錢包集團一直致力綜合及重整其業務，令其財務狀況有所改善。中國錢包集團將繼續專心致志，為可持續發展及持續增長建構穩固平台。

As disclosed in the annual report of KPM for the year ended 31 December 2017, the release by Ministry of Trade and Industry Singapore on 2 January 2018 shows that the growth in the construction sector contracted by 8.3 percentage points to negative 8.1 percentage points in 2017 from 0.2 percentage points in 2016, primarily due to the weakness in private sector construction activities, and the KPM Group will continue to manage its expenditures, review the business strategy constantly and look for other business opportunities to cope with existing market environment in a cautious and prudent manner.

- (d) QPL and its subsidiaries were principally engaged in the manufacture and sale of integrated circuit leadframes, heatsinks, stiffeners and related products, securities trading and investment holding.

During the Year, the Group disposed of all of 88,397,000 shares of QPL it held, which contributed to a loss on disposal of approximately HK\$19.8 million to the Group accordingly. Such disposal constituted a discloseable transaction of the Company under the GEM Listing Rules, further details of which are set out in the announcement of the Company dated 3 July 2017.

- (e) As at 30 April 2018, equity securities listed in Hong Kong under the category of AFSs represented the Group's investments in two companies whose shares are listed on the Main Board of the Stock Exchange. Each of such investments had a carrying amount that account for (i) less than 5% of the Group's audited net assets as at 30 April 2018 and (ii) less than 5% of the Group's total securities investment as at 30 April 2018, and each of such investment did not record a realised or unrealised gain/(loss) or impairments or increase/(decrease) in investment revaluation reserve of over HK\$5 million during the Year.

- (f) This investment represented the subscription of CB of China e-Wallet in the total amount of HK\$15,000,000 with an interest rate of 2.5% per annum principal amounts and the conversion price being HK\$0.25 per conversion share. The CB will mature 36 months from the issuing date (i.e. 14 October 2016). As at 30 April 2018, the fair value of the CB subscribed by the Group was HK\$28.8 million based on the valuation report prepared by a professional valuer.

China e-Wallet and its subsidiaries (collectively referred to as the "China e-Wallet Group") were principally engaged in the provision of biometric and RFID products and solution services, internet and mobile application and related services.

As disclosed in the annual report of China e-Wallet for the year ended 31 December 2017, China e-Wallet Group has continued the efforts to consolidate and realign its businesses to enable the China e-Wallet Group to achieve improvements in its financial position. China e-Wallet Group will continue to work towards, attaining a stable platform for sustainability and basis for continuous growth.

# 管理層討論及分析

## MANAGEMENT DISCUSSION AND ANALYSIS

- (g) 中國投融資及其附屬公司（統稱為「中國投融資集團」）主要從事證券買賣及投資控股。
- 於二零一八年四月三十日，本集團持有92,000,000股中國投融資股份，佔同日中國投融資已發行股本總額約4.08%。
- 誠如中國投融資截至二零一八年三月三十一日止年度的年報所披露，中國投融資預期(i)全球市場將繼續面臨更大挑戰及充滿各種的不確定性，發達經濟體漸有復蘇跡象，但發展中經濟體亦趨向調整；及(ii)中國也面臨經濟增長放緩，經濟結構在中長期轉型過程中發生重大變化，危機與機遇並存。因此，中國投融資董事將一如以往，審慎管理中國投融資集團之投資組合，以及發展投資策略。鑑於中國對全球經濟體的影響力日益強大，中國投融資集團仍將主要立足於中國經濟，繼續物色投資機遇，在中國投融資集團投資組合可接受的風險範圍內尋求可觀回報。
- (g) CIFL and its subsidiaries (collectively referred to as the “CIFL Group”) were principally engaged in securities trading and investment holding.
- As at 30 April 2018, the Group held 92,000,000 shares of CIFL, which represented approximately 4.08% of total issued share capital of CIFL at the same date.
- As disclosed in the annual report of CIFL for the year ended 31 March 2018, CIFL expects that (i) the global market will continue to face greater challenges and be full of uncertainty, developed economies are beginning to have signs of recovery, but the developing economies also have trends of adjustment; and (ii) China is also facing a slowdown in economic growth, economic structure has undergone significant changes during the transition from medium to long term, crisis and opportunities coexist. Accordingly, the directors of CIFL will continue to take a prudent approach in managing the CIFL Group’s investment portfolio and develop the investment strategies. Given the increasing influence of China against the global economy, the CIFL Group will still be based mainly on Chinese economy, the CIFL Group will continue to look for investment opportunities which offer outstanding returns under the acceptable risk in the portfolio of the CIFL Group.
- (h) 中國集成控股及其附屬公司主要從事製造及銷售聚烯烴彈性體傘、尼龍傘及雨傘零部件如塑料布及中棒。
- 於本年度，本集團收購54,150,000股中國集成控股股份及其後因其股價自收購後大幅下跌而悉數出售該等股份。於本年度，有關出售導致公平值虧損約13,300,000港元。
- (h) CJHL and its subsidiaries were principally engaged in the manufacture and sale of Polyolefin Elastomers umbrellas, nylon umbrellas and umbrella parts such as plastic cloth and shaft.
- During the Year, the Group acquired 54,150,000 shares of CJHL and subsequently disposed of all of such shares due to the significant drop in its share price since acquisition. Such disposal resulted in a fair value loss of approximately HK\$13.3 million during the Year.
- (i) 漢華及其附屬公司主要從事資產顧問服務及資產評估、企業服務及諮詢、媒體廣告及金融服務。
- 於本年度，由於漢華股價大幅下跌，本集團悉數出售10,700,000股漢華股份。於本年度，有關出售導致公平值虧損約5,700,000港元。
- (i) GreaterChina and its subsidiaries were principally engaged in asset advisory services and asset appraisal, corporate services and consultancy, media advertising and financial services.
- During the Year, the Group disposed all of 10,700,000 shares of GreaterChina due to the significant drop in its share price. Such disposal resulted in a fair value loss of approximately HK\$5.7 million during the Year.
- (j) 皓文及其附屬公司（統稱為「皓文集團」）主要從事借貸業務、買賣及生產生物質燃料產品以及加工及買賣電子零部件。
- 於二零一八年四月三十日，本集團持有87,500,000股皓文股份，佔同日皓文已發行股本總額約4.08%。
- 誠如皓文截至二零一八年三月三十一日止三個月的第一季度報告所披露，皓文集團將(i)投入其現有資源以擴充加工及買賣電子零部件業務，同時保持借貸業務穩定發展；及(ii)探討其他潛在投資機會以擴闊收益來源。
- (j) Hao Wen and its subsidiaries (collectively referred to as the “Hao Wen Group”) were principally engaged in money lending business, trading and manufacturing of biomass fuel product, and processing and trading of electronic parts.
- As at 30 April 2018, the Group held 87,500,000 shares of Hao Wen, which represented approximately 4.08% of total issued share capital of Hao Wen at the same date.
- As disclosed in the first quarterly report of Hao Wen for the three months ended 31 March 2018, the Hao Wen Group will (i) devote its existing resources to expand the processing and trading of electronic parts business while keeping steady in the money lending business; and (ii) explore other potential investment opportunities in order to broaden its income sources.

## 管理層討論及分析

# MANAGEMENT DISCUSSION AND ANALYSIS

(k) 瑩嵐及其附屬公司（統稱為「瑩嵐集團」）主要從事於香港提供消防安全服務，包括為香港新建及現有樓宇設計、供應及安裝消防安全系統，包括疏散及電子火警警報系統、供水及氣體滅火系統及手提消防設備。

於二零一八年四月三十日，本集團持有3,824,000股瑩嵐股份，佔同日瑩嵐已發行股本總額的約0.64%。

誠如瑩嵐截至二零一八年三月三十一日止年度的年報所披露，瑩嵐董事認為其面臨的未來機遇將會受到香港物業市場狀況的影響。瑩嵐董事認為在香港即將修建及重修的物業數量是推動香港消防安全服務需求的主要動力。

(l) 美捷滙控股及其附屬公司主要在香港從事銷售及分銷優質葡萄酒及烈酒產品以及葡萄酒配套產品。

於本年度，本集團收購8,624,000股美捷滙控股股份及其後因其股價自收購後大幅下跌而悉數出售所有該等股份。

(m) 歸類為按公平值計入損益之金融資產的香港上市之股本證券指於本年度本集團於股份於聯交所主板或GEM上市的逾二十家公司的投資。各項該等投資(i)賬面值於本集團於二零一八年四月三十日的經審核資產淨值均佔比不足5%及於本集團於二零一八年四月三十日的證券投資總額均佔比不足5%，且於本年度概無錄得5,000,000港元以上的已變現或未變現收益／（虧損）。

(k) Limina and its subsidiaries (collectively referred to as the “Limina Group”) were principally engaged in the provision of fire safety services in Hong Kong which cover the design, supply and installation of fire safety systems including evacuation and electrical fire alarm systems, water and gas suppression systems and portable fire equipment for newly built and existing buildings in Hong Kong.

As at 30 April 2018, the Group held 3,824,000 shares of Limina, which represented approximately 0.64% of total issued share capital of Limina at the same date.

As disclosed in the annual report of Limina for the year ended 31 March 2018, the directors of Limina consider that the future opportunities which the Limina Group faces will be affected by the condition of the property market in Hong Kong. The directors of Limina are of the view that the number of properties to be built or to be redeveloped in Hong Kong is the key driver of the demand for fire safety services in Hong Kong.

(l) MHL and its subsidiaries were principally engaged in the sales and distribution of premium wine and spirit products and wine accessory products in Hong Kong.

During the Year, the Group acquired 8,624,000 shares of MHL and subsequently disposed of all such shares due to the significant drop in its share price since acquisition.

(m) Equity securities listed in Hong Kong under the category of financial assets at FVTPL represented the Group’s investments in over twenty companies whose shares were listed on the Main Board or GEM of the Stock Exchange during the Year. Each of such investments (i) had a carrying amount that account for less than 5% of the Group’s audited net assets as at 30 April 2018 and less than 5% of the Group’s total securities investment as at 30 April 2018, and did not record over HK\$5 million of realised or unrealised gain/(loss) during the Year.

# 管理層討論及分析

## MANAGEMENT DISCUSSION AND ANALYSIS

### 重大投資或資本性資產之未來計劃之詳情

除上文「業務前景」各段披露者外，於本年報日期，本集團並無計劃於未來作重大投資或購入資本性資產。

### 資產抵押

於二零一八年四月三十日，本集團就授予本集團之一般銀行融資已抵押下列資產：

### DETAILS OF FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Except as disclosed in the paragraphs headed “Business Outlook” above, the Group does not have any future plans for material investments or capital assets as at the date of this annual report.

### PLEDGE OF ASSETS

As 30 April 2018, the Group has pledged the following assets as security for the general banking facilities granted to the Group:

	二零一八年 四月三十日 30.04.2018 千港元 HK\$'000	二零一七年 四月三十日 30.04.2017 千港元 HK\$'000
投資物業	56,570	44,570
租賃土地及樓宇	6,994	7,409
應收賬款	9,513	16,540
應收保固金	—	38

此外，本集團之融資租約承擔以出租人押記租出資產方式抵押。

In addition, the Group's obligations under finance lease are secured by the lessor's charge over the leased assets.

## 管理層討論及分析

# MANAGEMENT DISCUSSION AND ANALYSIS

### 財務政策

本集團持續於其發展上採用審慎財務政策，並一般以內部產生之資源及股本及／或債務融資活動撥支其營運及業務發展所需資金。本集團亦採納具彈性及審慎的財政政策，以有效管理本集團資產及負債以及提升本集團之財務狀況。

### 外匯及利率風險

本集團大部分資產及負債均以港元列值。於本年度，本集團並無使用任何金融工具作對沖目的，且於二零一八年四月三十日並無任何未行使對沖工具。在適當時候，例如於利率或匯率不明朗或波動時，本集團會考慮利用對沖工具（包括利率掉期及遠期合約）以管理本集團利率及匯率波動之風險。

### 主要風險及不明朗因素

董事知悉本集團面對各種風險，包括為本集團或本集團所經營行業特有的風險。董事已設立政策以確保可持續地識別、匯報、監察及管理可能對本集團造成不利影響之重大風險。本集團的風險管理及監控制度詳情載於本年報「企業管治報告」一節「風險管理及內部監控」各段。於本年報日期，本集團已識別下列被視為對本集團影響至關重大的風險及可能對本集團之業務、財務狀況、經營業績及增長前景造成不利及／或重大影響。

#### (a) 勞工短缺

本集團的棚架搭建業務及精裝修服務業務屬勞動密集性質。倘勞工成本及需求大幅上漲，而本集團須藉加薪挽留工人，則本集團的員工成本及／或分包成本將增加，導致盈利能力下降。此外，倘本集團或本集團分包商未能挽留本集團現有工人及／或及時招募足夠工人以應對本集團現有或未來項目之需求，本集團或不能按期在預算內完成本集團項目，本集團的營運及盈利能力可能受到不利影響。

### TREASURY POLICY

The Group consistently employs a prudent treasury policy during its development and generally finances its operations and business development with internally generated resources and equity and/or debt financing activities. The Group also adopts flexible and prudent fiscal policies to effectively manage the Group's assets and liabilities and strengthen the Group's financial position.

### FOREIGN EXCHANGE AND INTEREST RATE EXPOSURE

Most of the assets and liabilities of the Group are denominated in Hong Kong dollars. The Group did not use any financial instrument for hedging purpose during the Year, and did not have any outstanding hedging instrument as at 30 April 2018. When appropriate, for example at times when interest rate or exchange rate are uncertain or volatile, the Group will consider the use of hedging instruments including interest rate swap and foreign currency forward contract to manage the Group's exposures to interest rate and foreign exchange rate fluctuations.

### PRINCIPAL RISKS AND UNCERTAINTIES

The Directors are aware that the Group is exposed to various risks, including risks which are specific to the Group or the industries in which the Group operates. The Directors have established a policy to ensure that significant risks which may adversely affect the Group are identified, reported, monitored, and managed on a continuous basis. Details of the risk management and control systems of the Group are set out in the paragraphs headed "Risk Management and Internal Control" in the "Corporate Governance Report" section of this annual report. The Group has identified the following risks that are considered to be significant to the Group and which may adversely and/or materially affect the Group's businesses, financial conditions, results of operations and growth prospects as at the date of this annual report:

#### (a) Labour shortage

The Group's scaffolding business and fitting out services business are labour-intensive. In the event that there is a significant increase in the costs and demand of labour and the Group has to retain its labour by increasing their wages, the Group's staff costs and/or subcontracting costs will increase thereby lower the profitability. Further, if the Group or the Group's subcontractors fail to retain the Group's existing labour and/or recruit sufficient labour on a timely manner to cope with the need of the Group's existing or future projects, the Group may not be able to complete the projects on schedule and within budget. The Group's operations and profitability may be adversely affected.

# 管理層討論及分析

## MANAGEMENT DISCUSSION AND ANALYSIS

### (b) 未能中標新合約

本集團的棚架搭建業務取決於成功中標取得棚架搭建工程及／或相關工程合約。鑒於該等獲授合約的非經常性質及本集團對客戶並無長期承諾，本集團獲授的合約數量或會按年轉變。完成手上的合約後，倘本集團未能取得新的投標或合約總額相若的新合約，或兩者均未能取得，本集團財務表現或會受到不利影響。

### (c) 競爭

本集團經營所在之行業，例如棚架搭建業及借貸業，競爭十分激烈。競爭範圍包括合約價格、生產成本、營銷計劃、客戶服務及借貸利率等。倘若本集團未能及時應對市場環境，將會對客戶對本集團服務及產品之需求，本集團之聲譽，以及本集團之財務表現產生不利影響。

### (d) 財務

本集團面對之財務風險包括信貸、利率、貨幣、流動性及其他價格風險。此外，本集團的可供出售投資及按公平值計入損益之金融資產於各報告期末按公平值計量。因此，本集團因可供出售投資及按公平值計入損益之金融資產的公平值的波動性而面臨股本證券價格風險。

本集團主動定期檢討及管理其資本架構，在爭取股東回報與穩定資本狀況兩者之間保持平衡，並且於必要時因應經濟環境之變動作出調整，保持最佳之資本架構。

本集團財務風險管理的詳情載於綜合財務報表附註44。

### (b) Failure to bid new contract

The Group's scaffolding business relies on successful tenders of contracts for scaffolding works and/or associated works. Given the non-recurring nature of these contract awards and that the Group does not have long-term commitment with its customers, the number of contracts awarded to the Group may vary from year to year. Upon completion of the contracts on hand, the Group's financial performance may be adversely affected if the Group is unable to secure new tenders or obtain new contract awards with comparable contract sums or at all.

### (c) Competition

The industries in which the Group operates are highly competitive, for examples, the scaffolding industry and the money-lending industry. Areas of competition include contract price, production costs, marketing campaign, customer services and interest rates for money lending. If the Group does not respond timely to cope with the market conditions, it may adversely affect the consumer demand for the Group's services and products, the reputation of the Group and the Group's financial performance.

### (d) Financial

The Group is exposed to financial risks, including credit, interest rate, currency, liquidity and other price risks. In addition, the Group's AFSs and financial assets at FVTPL are measured at fair value at the end of each reporting period. Therefore, the Group is exposed to equity security price risk due to the fluctuation of fair value of AFSs and financial assets at FVTPL.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between shareholder return and a sound capital position. Adjustments are made, when necessary, to maintain an optimal capital structure in light of changes in economic conditions.

Details of the Group's financial risk management are set out in note 44 to the consolidated financial statements.

## 管理層討論及分析

# MANAGEMENT DISCUSSION AND ANALYSIS

### (e) 科技

本集團依賴資訊科技系統及網絡，為本集團營運提供互聯網及第三方寄存服務、庫存管理及財務匯報。倘若我們的資訊科技系統發生任何嚴重中斷或延遲，例如因未能成功為本集團系統升級、系統故障、病毒入侵或網絡攻擊而引發之中斷或延遲，均可能導致數據流失或操作受阻。因此，本集團將不斷監察，並在必要時升級相關資訊科技系統及網絡，務求減少故障，緊貼科技發展。

### (f) 僱員

本集團成功取得增長之能力，主要取決於其能否吸引、培訓、挽留及激勵高技術兼合資格之管理、工人、營銷、行政、操作及技術人員。流失主要人員，可對本集團之前景及營運造成重大不利影響。

## 或然負債

於二零一八年四月三十日，本集團並無任何重大或然負債（二零一七年四月三十日：無）。

## 僱員及薪酬政策

於二零一八年四月三十日，本集團合共有112名全職僱員（二零一七年四月三十日：118名）。於本年度，員工成本（包括董事之酬金）總額約為43,800,000港元（上年度：約為36,900,000港元）。僱員薪酬乃根據彼等於本年度之表現及工作經驗釐定。除基本薪金及對強制性公積金計劃之供款外，員工福利還包括表現花紅、醫療計劃、購股權及培訓。有關本公司購股權計劃之進一步詳情載於本年報「董事會報告書」一節「購股權計劃」各段及本年報綜合財務報表附註38。

### (e) Technology

The Group relies on information technology systems and networks, including internet and third-party hosted services for the Group's operation, inventory management and financial reporting. Any material disruption or slowdown of information technology systems, such as a disruption or slowdown caused by failure to successfully upgrade the Group's systems, system failures, viruses or cyber attacks could cause a loss of data or operation interruption. Therefore, the Group will continuously monitor and update, if necessary, relevant information technology systems and networks so as to reduce failure and keep up with the development of technology.

### (f) Employees

The Group's success and ability to grow depends largely on its ability to attract, train, retain, and motivate highly skilled and qualified managerial, workers, marketing, administrative, operating, and technical personnel. The loss of key personnel could materially and adversely affect the Group's prospects and operations.

## CONTINGENT LIABILITIES

At 30 April 2018, the Group did not have any material contingent liabilities (30 April 2017: Nil).

## EMPLOYEES AND REMUNERATION POLICIES

As at 30 April 2018, the total number of full-time employees of the Group was 112 (30 April 2017: 118). Total staff costs (including Directors' emoluments) amounted to approximately HK\$43.8 million for the Year (Last Year: approximately HK\$36.9 million). Employees were remunerated according to their performance and working experience during the Year. In addition to basic salaries and contribution to the mandatory provident fund scheme, staff benefits include performance bonus, medical scheme, share options and training. Further details of the share option scheme of the Company are set out in the paragraphs headed "Share Option Scheme" of the "Directors' Report" section and in note 38 to the consolidated financial statements in this annual report.



# 管理層討論及分析

## MANAGEMENT DISCUSSION AND ANALYSIS

### 購買、出售或贖回本公司之上市證券

於本年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

### 審核委員會

本公司已成立董事會轄下審核委員會（「審核委員會」），其書面職權範圍清楚訂明審核委員會之權力及職責。於本年報日期，審核委員會由三名獨立非執行董事，即羅文生先生、盧家麒先生及林惠如女士組成。

審核委員會之主要職責為審閱本公司之年報及賬目、半年度報告及季度報告以及就此向董事會提供建議及意見。審核委員會亦負責審閱及監督本集團之財務報告程序以及風險管理及內部監控系統。

本年度已召開四次審核委員會會議。

審核委員會已審閱本集團本年度之綜合財務報表。

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

During the Year, there was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the Company's listed securities.

### AUDIT COMMITTEE

The Company established an audit committee of the Board ("Audit Committee") with written terms of reference that clearly establish the Audit Committee's authority and duties. The Audit Committee comprised three independent non-executive Directors as at the date of this annual report, namely Mr. Law Man Sang, Mr. Lo Ka Ki and Ms. Lam Wai Yu.

The primary duties of the Audit Committee are to review the Company's annual reports and accounts, interim reports and quarterly reports and to provide advice and comments thereon to the Board. The Audit Committee is also responsible for reviewing and supervising the financial reporting process and risk management and internal control systems of the Group.

Four Audit Committee meetings were held during the Year.

The Audit Committee has reviewed the consolidated financial statements of the Group for the Year.

## 董事及高級管理層簡介

# DIRECTORS AND SENIOR MANAGEMENT PROFILES

### 董事

#### 執行董事

**蘇汝成博士**（「蘇博士」），六十六歲，本集團主席（「主席」）、執行董事及本公司多間附屬公司之董事。蘇博士於一九九一年九月加入本集團。蘇博士於一九九一年九月十七日加入滙隆棚業有限公司（「滙隆棚業」，為本公司一間全資附屬公司）之前曾於香港政府勞工處工作。彼持有香港大學文學士學位及英國華威大學工程商業管理理學碩士學位。蘇博士於二零零九年獲香港城市大學授予樓宇及建築學博士學位。此外，彼亦取得註冊安全主任之資格。

**黎婉薇女士**（「黎女士」），六十三歲，本公司執行董事及本公司多間附屬公司之董事。黎女士於一九八八年三月加入本集團並一直積極參與本集團管理工作。彼於一九八八年加入滙隆棚業前曾從事教育工作逾十八年。

**江錦宏先生**（「江先生」），六十一歲，本公司行政總裁、執行董事及本公司多間附屬公司之董事。彼於銀行業擁有逾二十年經驗，並曾在香港及中華人民共和國（「中國」）多間銀行擔任高級管理職位，專注企業銀行及零售銀行業務。江先生於二零零二年三月加入本公司並於二零零二年六月獲委任為本公司執行董事，在此之前，彼為第一太平銀行有限公司副總裁及分區經理。一九九四年，江先生獲第一太平銀行有限公司委派為代表，在中國成立深圳代表辦事處。於該段期間，江先生被派駐於深圳代表辦事處，與多個中國政府機構及其他外資財務機構建立緊密關係。江先生一九八一年畢業於香港中文大學，獲工商管理榮譽學士學位。江先生亦取得香港中文大學行政人員工商管理碩士學位。

江先生現為中國人民政治協商會議第十一屆南寧市委員會委員。

江先生自二零一六年十一月二十一日起擔任中國卓銀國際控股有限公司（其股份於GEM上市，股份代號：8039）之獨立非執行董事。

### DIRECTORS

#### Executive Directors

**Dr. So Yu Shing (蘇汝成)** (“Dr. So”), aged 66, is the chairman of the Group (“Chairman”), an executive Director and a director of a number of subsidiaries of the Company. Dr. So joined the Group in September 1991. Dr. So has served in the Labour Department of the Hong Kong Government before joining Wui Loong Scaffolding Works Company Limited (“Wui Loong Scaffolding”), a wholly-owned subsidiary of the Company, on 17 September 1991. He holds a bachelor of arts degree from the University of Hong Kong and a master of science degree in engineering business management from the University of Warwick in the United Kingdom. In 2009, he acquired a doctorate degree in building and construction from the City University of Hong Kong. Furthermore, Dr. So has also possessed the Registered Safety Officer qualification.

**Ms. Lai Yuen Mei, Rebecca (黎婉薇)** (“Ms. Lai”), aged 63, is an executive Director and a director of a number of subsidiaries of the Company. Ms. Lai joined the Group in March 1988 and has been actively involved in the management of the Group. She had been engaged in the teaching profession for over 18 years before joining Wui Loong Scaffolding in 1988.

**Mr. Kong Kam Wang (江錦宏)** (“Mr. Kong”), aged 61, is the chief executive officer of the Company, an executive Director and a director of a number of subsidiaries of the Company. He has over 20 years of experience in the banking industry and has held senior management positions specialising in corporate banking as well as retail banking in a number of banks in Hong Kong and the People’s Republic of China (“PRC”). Before joining the Company in March 2002 and being appointed as an executive Director in June 2002, Mr. Kong was the Vice President and Zone Manager of First Pacific Bank Limited. In 1994, Mr. Kong was assigned by First Pacific Bank Limited as representative to set up a Shenzhen representative office in the PRC. During that period, Mr. Kong established close relationships with various PRC Government bureaus and other foreign financial institutions whilst stationed in the Shenzhen representative office. Mr. Kong graduated from The Chinese University of Hong Kong in 1981 with a bachelor’s degree in business management with honours. Mr. Kong also obtained an executive master of business administration degree (EMBA) from The Chinese University of Hong Kong.

Mr. Kong is currently a member of the Eleventh Nanning City Committee under Chinese People’s Political Consultative Conference.

Since 21 November 2016, Mr. Kong has been acting as an independent non-executive director of KNK Holdings Limited (Stock Code: 8039), a company whose shares are listed on GEM.

## 董事及高級管理層簡介

### DIRECTORS AND SENIOR MANAGEMENT PROFILES

**蘇宏進先生**（「蘇宏進先生」），二十九歲，畢業於美國南加州大學，持社會學文學學士學位。蘇宏進先生曾於一間向中國公司及香港公司提供顧問服務的企業顧問公司任職一年，在企業財務、首次公開招股及其他財務顧問服務方面有豐富經驗。蘇宏進先生於二零一零年六月加入本集團，並獲委任為執行董事，自二零一四年三月十七日起生效。彼亦為本公司多間附屬公司之董事。彼負責本集團之棚架業務的管理工作。

**Mr. So Wang Chun, Edmond**（蘇宏進）（“Mr. Edmond So”），aged 29, graduated from the University of Southern California in the United States of America with a bachelor of arts degree in sociology. Mr. Edmond So gained experience in corporate finance, initial public offerings and other financial advisory services by working for a year in a corporate advisory firm which provides advisory services to PRC and Hong Kong based companies. Mr. Edmond So joined the Group in June 2010 and has been appointed as an executive Director with effect from 17 March 2014. Mr. Edmond So is also a director of a number of subsidiaries of the Company. Mr. Edmond So is involved in the management of scaffolding business of the Group.

**阮駿暉先生**（「阮先生」），三十九歲，本公司執行董事及本公司之公司秘書（「公司秘書」）、本公司之監察主任及為本公司多間附屬公司之董事。阮先生於二零一四年四月加入本集團。彼負責監察及監控本集團企業活動及會計及財務職能。阮先生在香港、中國、馬來西亞及新加坡於財務報告、財務管理及審計領域擁有超過十五年經驗。彼於二零零二年獲倫敦政治經濟學院頒發會計及金融學理學學士學位。阮先生為英國特許公認會計師公會（「英國特許公認會計師公會」）資深會員，亦為香港會計師公會（「香港會計師公會」）執業會計師。

**Mr. Yuen Chun Fai**（阮駿暉）（“Mr. Yuen”），aged 39, is an executive Director, the company secretary of the Company (“Company Secretary”), the compliance officer of the Company and a director of a number of subsidiaries of the Company. Mr. Yuen joined the Group in April 2014. He is responsible for overseeing and monitoring corporate exercises and accounting and finance functions of the Group. He has over 15 years’ experience in the fields of financial reporting, financial management and audit in Hong Kong, the PRC, Malaysia and Singapore. He holds a bachelor of science degree in accounting and finance awarded by The London School of Economics and Political Science in 2002. Mr. Yuen is a fellow of the Association of Chartered Certified Accountants (“ACCA”) and is also a certified public accountant of the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

阮先生現為中國人民政治協商會議第六屆防城港市委員會委員。

Mr. Yuen is currently a member of the Sixth Fangchenggang City Committee of Chinese People’s Political Consultative Conference.

阮先生曾於二零一四年七月至二零一六年五月擔任區塊鏈集團有限公司（前稱坪山茶業集團有限公司，其股份於聯交所主板上市，股份代號：364）之獨立非執行董事，並於二零一四年六月至二零一七年八月擔任中國生物科技服務控股有限公司（前稱銳康藥業集團投資有限公司，其股份於GEM上市，股份代號：8037）之獨立非執行董事。

Mr. Yuen was an independent non-executive director of Blockchain Group Company Limited (formerly known as Ping Shan Tea Group Limited) (Stock Code: 364), a company whose shares are listed on the Main Board of the Stock Exchange, from July 2014 to May 2016, and an independent non-executive director of China Biotech Services Holdings Limited (formerly known as Rui Kang Pharmaceutical Group Investments Limited) (Stock Code: 8037), a company whose shares are listed on the GEM, from June 2014 to August 2017.

## 董事及高級管理層簡介

# DIRECTORS AND SENIOR MANAGEMENT PROFILES

### 獨立非執行董事

盧家麒先生（「盧先生」），三十九歲，自二零一八年二月二十六日起獲委任為獨立非執行董事。盧先生於二零零九年十月取得香港理工大學專業會計碩士學位，並為香港會計師公會執業會員及英國特許公認會計師公會資深會員。盧先生於審計及商務諮詢服務方面擁有逾十年經驗，現任華普天健（香港）會計師事務所有限公司（「華普天健」）審計認證及商務諮詢部執業董事。自二零零五年十二月至二零零七年六月，盧先生曾於羅申美會計師行（現稱中瑞岳華（香港）會計師事務所）（「中瑞岳華」）任核數師，自二零零七年六月至二零零九年七月，盧先生曾擔任LifeTec Enterprise Limited之高級會計師及滙彩控股有限公司（其股份於聯交所主板上市，股份代號：1180）之合資格會計師，自二零零九年十二月至二零一四年十一月，盧先生曾先後擔任中瑞岳華之高級審計員及經理。

於本報告日期，盧先生為天長集團控股有限公司（其股份於聯交所主板上市，股份代號：2182）之獨立非執行董事。

### Independent Non-executive Directors

Mr. Lo Ka Ki (盧家麒) (“Mr. Lo”), aged 39, was appointed as an independent non-executive Director with effect from 26 February 2018. Mr. Lo has obtained his master degree of professional accounting from The Hong Kong Polytechnic University in October 2009. He is a practising member of the HKICPA and a fellow member of the ACCA. Mr. Lo has over 10 years of experience in audit and business advisory services and is currently a practicing director in the audit assurance and business advisory department of World Link CPA Limited (“World Link”). Mr. Lo has previously worked as an auditor at RSM Nelson Wheeler (currently known as RSM Hong Kong) (“RSM”) from December 2005 to June 2007, a senior accountant at LifeTec Enterprise Limited and a qualified accountant at Paradise Entertainment Limited (Stock Code: 1180), a company whose shares are listed on the Main Board of the Stock Exchange, from June 2007 to July 2009 and an senior audit and later on a manager at RSM from December 2009 to November 2014.

As at the date of this annual report, Mr. Lo is an independent non-executive director of Tian Chang Group Holdings Ltd. (Stock Code: 2182), a company whose shares are listed on the Main Board of the Stock Exchange.

羅文生先生（「羅先生」），五十五歲，自二零一四年十二月一日起獲委任為獨立非執行董事。彼於二零零四年十二月加入凱基證券亞洲有限公司，一家於證券及期貨條例（香港法例第571章）（「證券及期貨條例」）項下之持牌法團，現任該公司執行董事。自二零零五年六月起，羅先生擔任凱基證券亞洲有限公司可進行證券及期貨條例項下第1類（買賣證券）受規管活動的負責人。自二零零九年九月起，羅先生擔任凱基期貨（香港）有限公司可進行證券及期貨條例項下第2類（買賣期貨合約）受規管活動的負責人。自二零一三年三月起，羅先生擔任凱基證券亞洲有限公司可進行證券及期貨條例項下第4類（就證券提供意見）受規管活動及凱基期貨（香港）有限公司可進行證券及期貨條例項下第5類（就期貨合約提供意見）受規管活動的負責人。自二零一五年六月起，羅先生擔任凱基資產管理有限公司，可進行證券及期貨條例項下第9類（資產管理）受規管活動的代表。羅先生於金融服務管理方面擁有豐富經驗，亦積極參與香港及中國若干社會及社區團體。

Mr. Law Man Sang (羅文生) (“Mr. Law”), aged 55, was appointed as an independent non-executive Director with effect from 1 December 2014. He has joined KGI Asia Limited, a licensed corporation under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”), since December 2004 and is currently the executive director of such company. Since June 2005, he has been acting as a responsible officer of KGI Asia Limited in relation to Type 1 (dealing in securities) regulated activity under the SFO. Since September 2009, he has been acting as a responsible officer of KGI Futures (Hong Kong) Limited in relation to Type 2 (dealing in futures contracts) regulated activity under the SFO. Since March 2013, he has been acting as a responsible officer of KGI Asia Limited in relation to Type 4 (advising on securities) regulated activity under the SFO and of KGI Futures (Hong Kong) Limited in relation to Type 5 (advising on futures contracts) regulated activity under the SFO. He is also a representative of KGI Asset Management Limited in relation to Type 9 (asset management) regulated activity under the SFO since June 2015. Mr. Law has extensive experience in financial service management and actively participates in various social and community organisations in both Hong Kong and the PRC.

# 董事及高級管理層簡介

## DIRECTORS AND SENIOR MANAGEMENT PROFILES

林惠如女士（「林女士」），五十二歲，於二零一七年六月二十七日獲委任為獨立非執行董事。彼於物流業積逾十五年經驗。林女士現為夏浦船務有限公司（為香港私人公司，主要經營船務業務）之總經理，主要負責監督業務營業及於中國、香港及其他國家篩選項目。

**Ms. Lam Wai Yu (林惠如)** (“Ms. Lam”), aged 52, was appointed as an independent non-executive Director with effect from 27 June 2017. She has over 15 years of experience in the logistic industry. Ms. Lam is currently the general manager of Harper Shipping Limited, a Hong Kong private company which is principally engaged in shipping business, and is mainly responsible for supervising business operation as well as screening projects in the PRC, Hong Kong and other countries.

### 董事酬金變動

除上文所披露者外，下列董事的酬金變更如下：

### CHANGES IN EMOLUMENTS OF DIRECTORS

Further to the disclosures above, the emoluments of the following Directors have been changed as follows:

董事姓名 Name of Directors	變動詳情 Details of Changes
蘇汝成博士 Dr. So Yu Shing	– 本年度之總酬金約為3,320,000港元（上年度：1,440,000港元）。 – total emoluments for the Year was approximately HK\$3,320,000 (Last Year: HK\$1,440,000).
黎婉薇女士 Ms. Lai Yuen Mei, Rebecca	– 本年度之總酬金約為1,968,000港元（上年度：1,037,000港元）。 – total emoluments for the Year was approximately HK\$1,968,000 (Last Year: HK\$1,037,000).
江錦宏先生 Mr. Kong Kam Wang	– 本年度之總酬金約為1,083,000港元（上年度：1,013,000港元）。 – total emoluments for the Year was approximately HK\$1,083,000 (Last Year: HK\$1,013,000).
蘇宏進先生 Mr. So Wang Chun, Edmond	– 本年度之總酬金約為759,000港元（上年度：613,000港元）。 – total emoluments for the Year was approximately HK\$759,000 (Last Year: HK\$613,000).
阮駿暉先生 Mr. Yuen Chun Fai	– 本年度之總酬金約為912,000港元（上年度：777,000港元）。 – total emoluments for the Year was approximately HK\$912,000 (Last Year: HK\$777,000).

自二零一八年四月三十日至本年報日期，董事酬金並無進一步變動。

There is no further change in emoluments of the Directors since 30 April 2018 up to the date of this annual report.

## 董事及高級管理層簡介

# DIRECTORS AND SENIOR MANAGEMENT PROFILES

### 高級管理層

胡兆麟先生（「胡先生」），六十三歲，為滙隆棚業之董事。於二零零一年八月至二零一四年九月期間，胡先生擔任本公司的執行董事及於二零零一年八月至二零一五年八月期間擔任公司秘書。胡先生曾於多個行業擔任高級行政職位，擁有逾三十年之工作經驗。彼於一九九九年加入本集團之前曾於創興銀行有限公司（前稱廖創興銀行有限公司）擔任行政職位達十二年。胡先生持有香港大學社會科學學士學位。彼亦為特許秘書及行政人員學會及香港特許秘書公會會員，成為香港合資格公司秘書超過二十二年。

蘇宏邦先生（「蘇宏邦先生」），三十七歲，於二零零零年加入本集團，擔任滙隆棚業之董事。於二零一一年三月至二零一四年三月期間，蘇宏邦先生擔任本公司之執行董事。彼畢業於英國牛津布魯克斯大學，獲企業管理及信息技術理學學士學位。彼亦持有英國華威大學工程商業管理理學碩士學位。

楊偉恩女士（「楊女士」），三十四歲，為本公司之財務總監。楊女士於二零一五年十月加入本集團。彼持有香港大學之會計及金融學學士學位。楊女士為香港會計師公會執業會計師，亦為特許秘書及行政人員學會會員。楊女士於核數、會計、和財務管理各方面累積超過十二年經驗。

蘇汝輝先生（「蘇汝輝先生」），五十九歲，於二零零六年加入本集團，擔任本公司全資附屬公司天隆國際有限公司（「天隆國際」，從事出租吊船工作台業務）之董事。彼為香港測量師學會、英國皇家特許測量師學會及英國特許建造學會之會員。彼於過去二十二年曾為該等專業機構轄下之多個委員會服務，對有關多方面之建築標準及道德之專業事務具有深厚認識。蘇汝輝先生持有英國一所大學的建造經濟學榮譽學士學位及澳洲一所大學的項目管理之碩士學位。除具有廣泛之建造工程經驗外，彼亦曾擔任澳洲聯邦政府之政務主任多年。

### SENIOR MANAGEMENT

Mr. Woo Siu Lun (胡兆麟) (“Mr. Woo”), aged 63, is a director of Wui Loong Scaffolding. Mr. Woo was an executive Director from August 2001 to September 2014 and the Company Secretary from August 2001 to August 2015. Mr. Woo has over 30 years of experience in various industries holding senior executive positions. He held an executive position in Chong Hing Bank Limited (formerly known as Liu Chong Hing Bank Limited) for 12 years before joining the Group in 1999. Mr. Woo holds a bachelor of social sciences degree from The University of Hong Kong. He is also an associate of the Institute of Chartered Secretaries and Administrators and Hong Kong Institute of Chartered Secretaries and has been a qualified corporate secretary in Hong Kong for over 22 years.

Mr. So Wang Bon, Edward (蘇宏邦) (“Mr. Edward So”), aged 37, joined the Group in 2000 as a director of Wui Loong Scaffolding. Mr. Edward So was an executive Director from March 2011 to March 2014. He graduated from the Oxford Brookes University in the United Kingdom with a bachelor of science degree in business administration and information technology. He also holds a master of science degree in engineering business management from the University of Warwick in the United Kingdom.

Ms. Yeung Wai Yan, Flora (楊偉恩) (“Ms. Yeung”), aged 34, is the financial controller of the Company. Ms. Yeung joined the Group in October 2015. She holds a bachelor degree in accounting and finance from The University of Hong Kong. Ms. Yeung is a certified public accountant of the HKICPA and an associate member of the Institute of Chartered Secretaries and Administrators. Ms. Yeung had over 12 years’ experience in auditing, accounting and financial management.

Mr. So Yu Fai, David (蘇汝輝) (“Mr. David So”), aged 59, joined the Group in 2006 as a director of Skylon International Limited (“Skylon International”), a wholly-owned subsidiary of the Company carrying out gondolas rental business. He is a member of the Hong Kong Institute of Surveyors, the Royal Institution of Chartered Surveyors and the Chartered Institute of Building. He had served on a number of committees of these professional bodies over the last 22 years and has an in-depth knowledge of professional matters related to a wide variety of construction standards and ethics. Mr. David So has a bachelor degree with honours in buildings economics from a university in the United Kingdom and a master degree in project management from a university in Australia. In addition to his wide experience in construction works, he also worked for the Australian Federal Government as an administration officer for several years.

## 董事及高級管理層簡介

# DIRECTORS AND SENIOR MANAGEMENT PROFILES

**陸曼娜女士**（「陸女士」），五十八歲，本公司人力資源經理。陸女士於一九九五年十二月加入本集團。彼在一九九五年十二月加入滙隆棚業之前曾在金門建築有限公司工作達十三年。陸女士持有英國利物浦約翰摩爾斯大學工商管理碩士學位、英國行政管理學會行政管理文憑及香港理工大學人事管理證書。彼現為香港人力資源管理學會會員。

**Ms. Luk Man Nar, Daisy**（陸曼娜）（“Ms. Luk”），aged 58, is the human resources manager of the Company. Ms. Luk joined the Group in December 1995. She worked for Gammon Construction Limited for 13 years before joining Wui Loong Scaffolding in December 1995. Ms. Luk holds a master of business administration degree from the Liverpool John Moores University, a diploma in administrative management from the Institute of Administrative Management in the United Kingdom and a certificate in personnel management from The Hong Kong Polytechnic University. She is a member of the Hong Kong Institute of Human Resource Management.

**陳礎偉先生**，三十六歲，為本集團棚架分部的經理。陳先生於二零一一年四月加入本集團，負責研究開發、工程管理及培訓新人等工作。彼持有香港城市大學行政及公共管理社會科學學士學位、香港專業教育學院運輸及物流學高級文憑。

**Mr. Chan Chor Wai**（陳礎偉），aged 36, is the manager of the scaffolding segment of the Group. He joined the Group in April 2011 and is responsible for research and development, engineering management and staff training. He holds a bachelor's degree of social sciences in administration and public management studies from the City University of Hong Kong and a higher diploma of transport and logistics studies from the Hong Kong Institute of Vocational Education.

**李韻兒女士**（「李女士」），三十六歲，為天隆國際之總經理。彼亦協助處理公司秘書工作。李女士於二零一六年一月加入本集團，持有澳洲墨爾本大學之會計及金融學學士學位。李女士為澳洲會計師公會執業會計師，亦為香港特許秘書公會會員及香港商界會計師協會會員。李韻兒女士已於會計管理、核數及公司秘書等範疇累積逾十五年之工作經驗。

**Ms. Li Wan Yee, Patricia**（“Ms. Li”），aged 36, is the general manager of Skylon International. She also assists in handling of company secretarial matters. Ms. Li joined the Group in January 2016. She holds a bachelor's degree in accounting and finance from the University of Melbourne in Australia. She is a certified public accountant of the CPA Australia and a member of The Hong Kong Institute of Chartered Secretaries (HKICS) and the Hong Kong Business Accountants Association (HKBAA). She had over 15 years' experience in accounting management, audit and corporate secretarial practice.

**連敬涵先生**（「連先生」），五十一歲，於二零一六年十月加入小牛金服證券有限公司（「小牛金服」），本公司全資附屬公司，現職小牛金服行政總裁及董事。彼畢業於加拿大約克大學，獲文學學士學位。彼為香港資深股評家，自一九九七年開始從事金融、投資、證券及分析等相關工作，至今已累積二十一年的經驗。

**Mr. Lin King Ham, Kingston**（連敬涵先生）（“Mr. Lin”），aged 51, joined OX Financial Securities Limited（“OX Financial”），a wholly-owned subsidiary of the Company, in October 2016 and currently serves as the chief executive officer and a director of OX Financial. He graduated from York University, Canada with a bachelor of arts degree. Mr. Lin is a renowned stock commentator in Hong Kong. He has been engaged in finance, investment, security and analysis related work since 1997 and accumulated 21 years' experience in these fields.

連先生曾任尚乘集團證券及資產管理業務總經理及富昌金融集團研究部總監等職位，現為專欄作家，以及擔任股市評論嘉賓。連先生現為香港專業財經分析及評論家協會有限公司會員、以及香港持續教育學院投資管理課程講師。

Mr. Lin previously served as the general manager of security and asset management business of the AMTD Group and the research director of the Fulbright Financial Group etc. He is currently a columnist and stock market critics. Mr. Lin is a member of The Hong Kong Institute of Financial Analysis and Professional Commentators Limited and a investment management course lecturer of the Hong Kong Institute of Continuing Education.

## 董事及高級管理層簡介

## DIRECTORS AND SENIOR MANAGEMENT PROFILES

呂譽鏐先生（「呂先生」），三十六歲，小牛金服之負責人員，並於二零一七年四月加入本集團。呂先生乃小牛金服可進行證券及期貨項下第1類（證券交易）受規管活動的負責人。彼於金融市場擁有逾十年經驗，曾於不同金融公司任職，對證券交易及期貨買賣業務擁有豐富經驗。呂先生持有暨南大學法律學士學位。

**Mr. Lui Yu Kau (呂譽鏐)** (“Mr. Lui”), aged 36, is the person in charge of OX Financial and joined the Group in April 2017. Mr. Lui is a responsible officer of OX Financial in relation to type 1 (dealing in securities) regulated activity under the SFO. He had over 10 years’ experience in financial market and has served in different financial companies. Mr. Lui has extensive experience in securities trading and futures trading. Mr. Lui obtained a bachelor of law degree from Jinan University.

有關本公司股東的資料，主席及執行董事蘇汝成博士為執行董事黎婉薇女士之配偶。蘇博士及黎女士為本公司高級管理層成員蘇宏邦先生及執行董事蘇宏進先生的父母。蘇宏邦先生為本集團高級管理層成員李韻兒女士之配偶。蘇博士亦為本集團高級管理層成員蘇汝輝先生的哥哥。

For the information of the shareholders of the Company, Dr. So Yu Shing, the Chairman and an executive Director, is the spouse of Ms. Lai Yuen Mei, Rebecca, an executive Director. Dr. So and Ms. Lai are the parents of Mr. So Wang Bon, Edward, a senior management of the Group and Mr. So Wang Chun, Edmond, an executive Director. Mr. So Wang Bon, Edward is the spouse of Ms. Li Wan Yee, Patricia, a senior management of the Group. Dr. So is also the brother of Mr. So Yu Fai, David, a senior management of the Group.

概無董事（為公司董事或僱員）於本公司股本中擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露的權益。

No Director is a director or employee of a company which has an interest in the share capital of the Company which would fall to be disclosed to the Company under the provisions in Divisions 2 and 3 of Part XV of the SFO.



# 企業管治報告

## CORPORATE GOVERNANCE REPORT

### 緒言

本公司董事會及管理層矢志建立卓越的企業管治常規及程序。本公司素以維持高水平的商業操守及企業管治常規為目標之一。本公司認為卓越的企業管治所提供的架構，對有效管理、業務成功發展及建立健康企業文化至關重要，亦有助提高股東的價值。

### 企業管治常規

本公司的企業管治原則特別注重建立一個優質的董事會、高成效的內部監控，並且對所有股東具透明度及問責性。本公司相信，透過推行嚴格的企業管治常規，將可進一步改善問責性及透明度，從而令本公司股東及公眾信心增強。於本年度，本公司已遵守GEM上市規則附錄十五所載的企業管治守則（「企業管治守則」）的條文規定，惟下列偏離情況除外：

企業管治守則第A.2.7條文規定，董事會主席最少每年與非執行董事（包括獨立非執行董事）舉行一次董事會會議，而執行董事不會列席。由於董事會主席蘇汝成博士亦為本公司執行董事，遵守該條文並不可行。

GEM上市規則第5.05(1)及5.05A條要求各董事會至少包括三名獨立非執行董事（至少佔董事會的三分之一）。GEM上市規則第5.28條要求董事會之各審核委員會，其中包括至少包括三位成員，當中至少包括一名獨立非執行董事，具備適當的專業會計資格或相關財務管理專長。於本年度，(i)獨立非執行董事及董事會審核委員會（「審核委員會」）、提名委員會（「提名委員會」）及薪酬委員會（「薪酬委員會」）成員王子敬先生於二零一七年三月二十九日辭任後，本公司僅有兩名獨立非執行董事及兩名審核委員會成員，此低於GEM上市規則規定之最低數目。隨著董事會致力識別合適人選，林惠如女士於二零一七年六月二十七日獲委任為獨立非執行董事及審核委員會、提名委員會及薪酬委員會成員，因此符合GEM上市規則第5.05(1)條、第5.05A條及第5.28條之規定；及(ii)陳毅生先生於二零一七年十二月一日辭任獨立非執行董事、董事會審核委員會主席及提名委員會及薪酬委員會成員後，本公司僅有兩名獨立非執行董事及兩位審核委員會成員，有關數目低於GEM上市規則規定的最低數目。隨著董事會致力識別合適人選，盧家麒先生於二零一八年二月二十六日獲委任為獨立非執行董事、審核委員會主席以及提名委員會及薪酬委員會成員，因此符合GEM上市規則第5.05(1)、5.05A及5.28條規定。王子敬先生及陳毅生先生各自已確認，彼等與董事會並無分歧，亦無任何有關彼等辭任之其他事宜須提請聯交所或本公司股東垂注。

### INTRODUCTION

The Board and the management of the Company are committed to establishing good corporate governance practices and procedures. The maintenance of high standard of business ethics and corporate governance practices has always been one of the Company's goals. The Company believes that good corporate governance provides a framework that is essential for effective management, successful business growth and a healthy corporate culture, thereby leading to the enhancement of shareholders' value.

### CORPORATE GOVERNANCE PRACTICES

The corporate governance principles of the Company emphasise a quality Board, sound internal controls, transparency and accountability to all shareholders. By applying rigorous corporate governance practices, the Company believes that its accountability and transparency will be improved thereby instilling confidence to the shareholders of the Company and the public. Throughout the Year, the Company has complied with the code provisions in the Corporate Governance Code ("CG Code") set out in Appendix 15 to the GEM Listing Rules except for the following deviations:

Provision A.2.7 of the CG Code requires the chairman of the Board to hold meetings at least annually with the non-executive Directors (including independent non-executive Directors) without the executive Directors present. As Dr. So Yu Shing, the chairman of the Board, is also an executive Director, compliance with this provision is infeasible.

Rules 5.05(1) and 5.05A of the GEM Listing Rules require every board of directors to include at least three independent non-executive directors, representing at least one-third of the board. Rule 5.28 of the GEM Listing Rules requires every audit committee of a board to, among other matters, comprise a minimum of three members, with at least one of whom being an independent non-executive director with appropriate professional qualifications of accounting or related financial management expertise. During the Year, (i) following the resignation of Mr. Ong Chi King as an independent non-executive Director and a member of each of the audit committee ("Audit Committee"), the nomination committee ("Nomination Committee") and the remuneration committee ("Remuneration Committee") of the Board on 29 March 2017, the Company had only two independent non-executive Directors and two Audit Committee members, which fell below the minimum numbers required under the GEM Listing Rules. With the Board's endeavours in identifying a suitable candidate, on 27 June 2017, Ms. Lam Wai Yu was appointed as an independent non-executive Director and a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee, thereby complying with Rules 5.05(1), 5.05A and 5.28 of the GEM Listing Rules; and (ii) following the resignation of Mr. Chan Ngai Sang, Kenny, as an independent non-executive Director, a chairman of the Audit Committee, and a member of each of the Nomination Committee and the Remuneration Committee of the Board on 1 December 2017, the Company had only two independent non-executive Directors and two Audit Committee members, which fell below the minimum numbers required under the GEM Listing Rules. With the Board's endeavour in identifying a suitable candidate, on 26 February 2018, Mr. Lo Ka Ki was appointed as an independent non-executive Director, the chairman of the Audit Committee, and a member of each of the Nomination Committee and the Remuneration Committee, thereby complying with Rules 5.05(1), 5.05A and 5.28 of the GEM Listing Rules. Each of Mr. Ong Chi King and Mr. Chan Ngai Sang, Kenny confirmed that he had no disagreement with the Board and there were no other matters relating to his resignation that need to be brought to the attention of the Stock Exchange or the shareholders of the Company.

# 企業管治報告

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董事會已不斷監控及審閱本公司關於企業管治慣例之進度，以確保遵守企業管治守則。於本年度內曾舉行多次會議，並在適當情況下向董事及本公司高級管理層送交通函及其他指引，以確保彼等知悉關於企業管治常規之問題。

### 董事會

#### 組成

於本企業管治報告日期，董事會由八名董事組成，共同負責監督本公司及本集團業務及事務的管理。本公司主席及其他董事的履歷及彼等的關係載於本年報「董事及高級管理層簡介」一節。於本年度，所有董事均付出足夠時間及精力處理本公司及本集團的事務。

於本企業管治報告日期，董事會共有五名執行董事，即蘇汝成博士（主席）、江錦宏先生（行政總裁）、黎婉薇女士、蘇宏進先生及阮駿暉先生及三名獨立非執行董事，即羅文生先生、盧家麒先生及林惠如女士。黎婉薇女士為蘇汝成博士之配偶，而蘇宏進先生為蘇汝成博士及黎婉薇女士之兒子。

董事會認為董事會中的三名獨立非執行董事能給予執行董事及非執行董事一個合理的制衡。董事會亦認為此制衡能為保障股東及本公司的利益提供充足的核查及平衡。獨立非執行董事為本公司帶來廣泛的專業知識及豐富經驗，從而能有效行使獨立判斷及確保所有股東的利益均獲得考慮。彼等亦須出席董事會會議，負責處理潛在利益衝突，出任審核委員會、薪酬委員會及提名委員會成員，監察本公司及本集團之表現及申報。彼等為董事會及彼等所任職的委員會提供彼等寶貴的技能、專業知識及經驗，以使管理程序能審慎地得以檢討及監控。

於本企業管治報告日期，至少一名獨立非執行董事具有適當專業資格或會計或相關財務管理專長。本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條發出的年度獨立性確認書，認為該等董事均為獨立人士。

The Board has continued to monitor and review the Company's progress in respect of corporate governance practices to ensure compliance with the CG Code. Meetings were held throughout the Year and where appropriate, circulars and other guidance notes were issued to Directors and senior management of the Company to ensure awareness to issues regarding corporate governance practices.

### THE BOARD OF DIRECTORS

#### Composition

The Board, which comprised eight Directors as at the date of this corporate governance report, is collectively responsible for supervising the management of the business and affairs of the Company and the Group. Biographical details of the chairman and the other Directors and their relationships are set out in the section headed "Directors and Senior Management Profiles" of this annual report. All Directors gave sufficient time and attention to the affairs of the Company and the Group during the Year.

As at the date of this corporate governance report, the Board had five executive Directors, namely Dr. So Yu Shing (Chairman), Mr. Kong Kam Wang (Chief Executive Officer), Ms. Lai Yuen Mei, Rebecca, Mr. So Wang Chun, Edmond and Mr. Yuen Chun Fai and three independent non-executive Directors, namely Mr. Law Man Sang, Mr. Lo Ka Ki and Ms. Lam Wai Yu. Ms. Lai Yuen Mei, Rebecca is the spouse of Dr. So Yu Shing and Mr. So Wang Chun, Edmond, is the son of Dr. So Yu Shing and Ms. Lai Yuen Mei Rebecca.

The presence of three independent non-executive Directors is considered by the Board to be a reasonable balance between executive and non-executive Directors. The Board is of the opinion that such balance can provide adequate checks and balances for safeguarding the interests of the shareholders and the Company. The independent non-executive Directors provide to the Company a wide range of expertise and experience so that independent judgement can be effectively exercised and the interests of all shareholders will be taken into account. They are also responsible for participating in Board meetings, dealing with potential conflicts of interest, serving on the Audit Committee, the Remuneration Committee and the Nomination Committee, scrutinising the Company and the Group's performance and reporting. They provide their valuable skills, expertise and experience to the Board and the committees on which they serve so that the management process can be critically reviewed and controlled.

As at the date of this corporate governance report, at least one of the independent non-executive Directors has the appropriate professional qualifications or accounting or related financial management expertise. The Company has received from each independent non-executive Director an annual confirmation of his/her independence and the Company considers such Directors to be independent in accordance with Rule 5.09 of the GEM Listing Rules.

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### 董事會多元化

為達致可持續及均衡的發展，本公司視董事會層面日益多元化為支持其達到策略性目標及維持可持續發展的關鍵元素。為遵守企業管治守則所載的條文第A.5.6條，自二零一三年九月一日起，董事會已採納董事會多元化政策。董事會所有委任已及將以用人唯才為原則，並在考慮人選時以適當的條件充分顧及董事會成員多元化的裨益。

提名委員為提名及甄選董事會成員候選人已及將以一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能及知識。提名委員會認為，於本企業管治報告日期，董事會已達致均衡多元化。

### 董事會會議

董事會每年至少舉行四次會議。所有董事會定期會議均會向全體董事發出至少十四日通知，且全體董事皆有機會將討論事宜納入會議議程。本公司的公司秘書（「公司秘書」）協助主席編排會議議程，並確保有關會議的所有相關規則及規例均獲得遵守及依循。最終確定的議程及隨附的董事會文件隨後將在會議召開前至少三日送交全體董事。

於本年度，董事會共舉行了十四次會議。各董事各自出席會議的記錄如下：

### Board Diversity

With the view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element. The Board has adopted a board diversity policy with effect from 1 September 2013 in compliance with Provision A.5.6 of the CG Code. All Board appointments have been and will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Nomination and selection of candidates for Board membership by the Nomination Committee have been and will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge. The Nomination Committee is of the opinion that a balanced diversity of the Board has been achieved as at the date of this corporate governance report.

### Board Meetings

Board meetings are held at least four times every year. At least 14 days' notices of regular Board meetings are given to all Directors and all Directors will be all given an opportunity to include matters in the agenda for discussion. The company secretary of the Company ("Company Secretary") assists the Chairman in preparing the agenda for the meetings and ensures that all applicable rules and regulations in connection with the meetings are observed and complied with. The finalised agenda and accompanying board papers are then sent to all Directors at least three days prior to the meetings.

During the Year, 14 Board meetings were held and the following is an attendance record of the meetings by each Director:

出席者	Attendants	出席會議次數／ 總數 (附註) Number of meetings attended/ Total (Note)	出席率 Attendance percentage
<b>執行董事</b>	<b>Executive Directors</b>		
蘇汝成	So Yu Shing	14/14	100%
黎婉薇	Lai Yuen Mei, Rebecca	14/14	100%
江錦宏	Kong Kam Wang	14/14	100%
蘇宏進	So Wang Chun, Edmond	14/14	100%
吳騰 (於二零一七年 八月十一日辭任)	Ng Tang (resigned on 11 August 2017)	12/12	100%
阮駿暉	Yuen Chun Fai	14/14	100%

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出席者	Attendants	出席會議次數／ 總數 (附註) Number of meetings attended/ Total (Note)	出席率 Attendance percentage
<b>獨立非執行董事</b>	<b>Independent Non-executive Directors</b>		
羅文生	Law Man Sang	14/14	100%
林惠如 (於二零一七年 六月二十七日獲委任)	Lam Wai Yu (appointed on 27 June 2017)	13/13	100%
盧家麒 (於二零一八年 二月二十六日獲委任)	Lo Ka Ki (appointed on 26 February 2018)	3/3	100%
陳毅生 (於二零一七年 十二月一日辭任)	Chan Ngai Sang, Kenny (resigned on 1 December 2017)	5/5	100%

附註：各董事於本年度之出席次數乃根據其任內所舉行之會議次數計算。

Note: Attendances of the Directors during the Year were counted with reference to the number of such meeting(s) held during their respective tenures.

於董事會定期舉行之會議中，董事商討及制定本公司及本集團之整體策略，監察財務表現及商討年度與中期業績，提出年度預算方案，以及商討及決定其他重要事宜。日常運作事務交由本集團管理層執行。

During the regular meetings of the Board, the Directors discuss and formulate the overall strategies of the Company and the Group, monitor financial performances, discuss the annual and interim results, set annual budgets, and discuss and decide on other significant matters. The execution of daily operational matters is delegated to the management of the Group.

公司秘書就每次董事會會議作出詳細的會議記錄，包括記錄董事會作出的所有決定，以及於會議上提出之疑慮及表達之反對意見（如有）。會議記錄的初稿須於會議結束後，在切實可行情況下盡快發送給全體董事，以供評論及批准。任何董事可在任何合理的時間查閱有關會議記錄。

The Company Secretary records the proceedings of each Board meeting in details by keeping minutes, including the record of all decisions of the Board together with concerns raised and dissenting views expressed (if any) during the meeting. Drafts of Board minutes are circulated to all Directors for comment and approval as soon as practicable after the meeting. All minutes are open for inspection at any reasonable time on request by any Director.

主席會促使管理層向董事會及其轄下委員會適時提供所有相關資料，以使全體董事能夠在任何情況下均掌握有關資料。董事如認為有需要或適當時可要求提供進一步資料。董事亦可取得公司秘書的意見和享用其服務，公司秘書負責向董事提供董事會文件及相關材料，確保所有正式的董事會程序以及一切適用之法律及規例均獲得依循及遵守。如董事認為有需要及適當時，可保留獨立專業顧問，費用由本公司支付。

All Directors have access to relevant and timely information at all times as the Chairman ensures that the management will supply the Board and its committees with all relevant information in a timely manner. They may make further enquiries if it is in their opinion necessary or appropriate to request for further information. They also have unrestricted access to the advice and services of the Company Secretary, who is held responsible for providing Directors with board papers and related materials and ensuring that all proper Board procedures and all applicable laws and regulations are followed and complied with. If considered necessary and appropriate by the Directors, they may retain independent professional advisers at the Company's expense.

若有本公司主要股東或董事在董事會將予考慮的事項中存有利益衝突，有關事項將透過現場會議進行討論，而不會以書面決議案方式處理。無利益衝突的獨立非執行董事將會出席該等會議以處理有關衝突事宜。

In case where a conflict of interest may arise involving a substantial shareholder of the Company or a Director, such matter will be discussed in a physical meeting and will not be dealt with by way of written resolutions. Independent non-executive Directors with no conflict of interest will be present at such meetings dealing with the conflict issue.

董事會轄下委員會，包括審核委員會、薪酬委員會及提名委員會，均已於所有委員會會議採納董事會會議沿用之適用常規及程序。

The Board committees, including the Audit Committee, the Remuneration Committee and the Nomination Committee, have all adopted the applicable practices and procedures used in Board meetings for all committee meetings.

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### 股東會議

本公司股東週年大會及其他股東大會乃本公司與其股東溝通及讓股東參與之主要途徑。本公司鼓勵所有股東出席股東大會；若股東無法親自出席大會，亦可委派代表代其出席並於會上投票。

於本年度，本公司於二零一七年十月二十日舉行股東週年大會（「二零一七年股東週年大會」）及於二零一八年四月十七日舉行一次股東特別大會。各董事於股東大會的出席記錄如下：

### Shareholders' Meetings

The annual general meeting and other general meetings of the Company are the primary forum for communication between the Company and its shareholders and an opportunity for shareholders' participation. All shareholders are encouraged to attend the general meetings or to appoint proxy(ies) to attend and vote at such meetings on their behalf if they are unable to attend the meetings.

During the Year, the Company has held the annual general meeting on 20 October 2017 ("2017 AGM") and one special general meeting on 17 April 2018. The attendance record of each Director at the general meetings are as follows:

出席者	Attendants	出席會議次數／ 總數（附註） Number of meetings attended/ Total (Note)	股東週年大會出席率 Annual General Meeting attendance percentage	股東特別大會出席率 Special General Meeting attendance percentage
<b>執行董事</b>	<b>Executive Directors</b>			
蘇汝成	So Yu Shing		100%	
江錦宏	Kong Kam Wang		100%	
黎婉薇	Lai Yuen Mei, Rebecca		100%	
蘇宏進	So Wang Chun, Edmond		100%	
阮駿暉	Yuen Chun Fai		100%	
<b>獨立非執行董事</b>	<b>Independent Non-executive Directors</b>			
羅文生	Law Man Sang		100%	
林惠如（於二零一七年 六月二十七日獲委任）	Lam Wai Yu (appointed on 27 June 2017)		100%	
陳毅生（於二零一七年十二月一日辭任）	Chan Ngai Sang, Kenny (resigned on 1 December 2017)		100%	
<b>出席者</b>	<b>Attendants</b>	<b>出席會議次數／ 總數（附註） Number of meetings attended/ Total (Note)</b>	<b>股東週年大會出席率 Annual General Meeting attendance percentage</b>	<b>股東特別大會出席率 Special General Meeting attendance percentage</b>
<b>執行董事</b>	<b>Executive Directors</b>			
蘇汝成	So Yu Shing	1/1	100%	
江錦宏	Kong Kam Wang	1/1	100%	
黎婉薇	Lai Yuen Mei, Rebecca	1/1	100%	
蘇宏進	So Wang Chun, Edmond	1/1	100%	
阮駿暉	Yuen Chun Fai	1/1	100%	
<b>獨立非執行董事</b>	<b>Independent Non-executive Directors</b>			
羅文生	Law Man Sang	0/1		0%
林惠如（於二零一七年 六月二十七日獲委任）	Lam Wai Yu (appointed on 27 June 2017)	1/1		100%
盧家麒（於二零一八年 二月二十六日獲委任）	Lo Ka Ki (appointed on 26 February 2018)	1/1		100%

附註：各董事於本年度之出席次數乃根據其任內所舉行之會議次數計算。

Note: Attendances of the Directors during the Year were counted with reference to the number of such meeting(s) held during their respective tenures.

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## CORPORATE GOVERNANCE REPORT

### 主席及行政總裁

主席蘇汝成博士負責本公司及本集團的整體策略及業務發展。主席於諮詢其他董事會成員後決定本集團之廣泛策略方針，並負責涉及本公司及本集團整體業務方針之宏觀高層決定。

江錦宏先生為本公司行政總裁。行政總裁獲授權及負責管理本公司業務並推行本公司及本集團之策略。在執行董事的協助下，行政總裁負責本公司及本集團不同的業務職能及日常管理和營運的策略性規劃。

### 公司秘書

阮駿暉先生（執業會計師）為公司秘書，根據GEM上市規則第5.15條，公司秘書於本年度須接受不少於十五小時之相關專業培訓。

### 董事的培訓及支援

所有董事（包括獨立非執行董事）須不時了解其作為董事的共同責任，以及本集團的經營活動。因此，本集團於每名新任董事接任後提供一次全面而正規的簡介，並為新任董事提供及安排簡報及介紹，以確保彼等熟悉董事會的角色、彼等作為董事所擔負的法律和其他責任，以及本公司及本集團的業務及管治常規。此等計劃乃考慮到各董事的背景和專業知識而為彼等度身制定。公司秘書及本公司的監察主任將繼續提供有關GEM上市規則及其他適用監管規定的最新信息予全體董事，以確保各董事遵守該等規則及規定。

全體董事亦會參與本集團提供或安排的持續專業發展計劃，例如合資格專業人士舉辦的外界研討會，以發展及更新有關彼等對董事會作出貢獻的知識和技能。董事接受的培訓之記錄由本公司公司秘書及監察主任保存及更新。

### The Chairman and the Chief Executive Officer

The Chairman, Dr. So Yu Shing, is responsible for the Company's and the Group's overall strategy and business development. The Chairman determines the broad strategic direction of the Group in consultation with other Directors and is responsible for the macro top-level decisions with regard to the overall business directions of the Company and the Group.

Mr. Kong Kam Wang is the Chief Executive Officer. The Chief Executive Officer has the authority and responsibility for running the Company's business and implementing the strategies of the Company and the Group. The Chief Executive Officer, with the support of the executive Directors, is responsible for the strategic planning of the different business functions and the day-to-day management and operations of the Company and the Group.

### The Company Secretary

The Company Secretary is Mr. Yuen Chun Fai, CPA. In accordance with Rule 5.15 of the GEM Listing Rules, the Company Secretary had taken no less than 15 hours of relevant professional training during the Year.

### Training and Support for Directors

All Directors, including the independent non-executive Directors, must keep abreast of their collective responsibilities as directors and on the business of the Group. As such, the Group provides a comprehensive and formal induction to each newly appointed Director upon his/her appointment. Briefings and orientations are provided and organised to ensure that new Directors are familiar with the role of the Board, their legal and other duties as directors as well as the business and governance practices of the Company and the Group. Such programme are tailored to each Director taking into account his/her background and expertise. The Company Secretary and the compliance officer of the Company will continuously update all Directors on the latest developments regarding the GEM Listing Rules and other applicable regulatory requirements to ensure compliance of the same by all Directors.

All Directors shall also participate in continuous professional development programme provided or procured by the Group, such as external seminars organised by qualified professionals, to develop and refresh their knowledge and skills in relation to their contribution to the Board. Records of the trainings received by the Directors are kept and updated by the Company Secretary and the compliance officer of the Company.

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每位董事將於彼首次接受委任及隨後每年定期向本公司披露其於公眾公司及組織擔任職位的數目及性質以及其他重大承擔。

Each Director will, upon his/her first appointment and thereafter on a regular basis, disclose to the Company the number and nature of offices held by such Director in public companies and organisations and other significant commitments.

各董事本年度參與有關監管更新資料、董事職能及責任以及本集團業務之持續專業培訓如下：

During the Year, the Directors participated in continuous professional developments in relation to regulatory update, the duties and responsibilities of the Directors and the business of the Group as follows:

參與研討會  
或簡介會/  
閱讀材料  
Attended  
seminars or  
briefings/read  
materials

董事姓名	Name of Directors	
<b>執行董事</b>	<b>Executive Directors</b>	
蘇汝成	So Yu Shing	✓
江錦宏	Kong Kam Wang	✓
黎婉薇	Lai Yuen Mei, Rebecca	✓
蘇宏進	So Wang Chun, Edmond	✓
吳騰 (於二零一七年八月十一日辭任)	Ng Tang (resigned on 11 August 2017)	✓
阮駿暉	Yuen Chun Fai	✓
<b>獨立非執行董事</b>	<b>Independent Non-executive Directors</b>	
羅文生	Law Man Sang	✓
林惠如 (於二零一七年六月二十七日獲委任)	Lam Wai Yu (appointed on 27 June 2017)	✓
盧家麒 (於二零一八年二月二十六日獲委任)	Lo Ka Ki (appointed on 26 February 2018)	✓
陳毅生 (於二零一七年十二月一日辭任)	Chan Ngai Sang, Kenny (resigned on 1 December 2017)	✓

### 董事的證券交易

本公司採納監管董事進行證券交易的程序，其條款至少與GEM上市規則第5.48至5.67條所載之交易必守準則同樣嚴格。經向全體董事作出具體查詢後，彼等確認，彼等已於本年度遵守GEM上市規則所載之交易必守準則。可能知悉有關本公司或本公司證券之內幕消息之相關僱員亦須遵守內容不比GEM上市規則所載者寬鬆的指引。本公司於本年度並無任何違規事件。

### Directors' Securities Transactions

The Company has adopted procedures governing Directors' securities transactions on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Specific enquiry have been made of all Directors and confirmations have been obtained from all Directors that they have complied with the required standard of dealings in the GEM Listing Rules during the Year. Relevant employees, who are likely to be in possession of inside information of the Company or securities of the Company, are also subject to compliance with guidelines on no less exacting terms than those set out in the GEM Listing Rules. No incident of non-compliance was noted by the Company during the Year.

# 企業管治報告

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### 薪酬委員會

薪酬委員會於二零零六年成立。委員會主席為獨立非執行董事羅文生先生。本委員會其他成員包括林惠如女士（於二零一七年六月二十七日獲委任）、盧家麒先生（於二零一八年二月二十六日獲委任）及陳毅生先生（於二零一七年十二月一日辭任），彼等均為獨立非執行董事。

薪酬委員會之職責包括制定薪酬政策及向董事會提出建議，就各董事及本集團高級管理層之薪酬待遇向董事會提出建議，以及檢討本公司之購股權計劃、分紅機制、公積金與其他關於薪酬之事宜及提出推薦意見。本委員會將就其建議及推薦意見諮詢主席，如認為有需要，可索取獨立專業意見。薪酬委員會亦獲提供其他資源以履行其職責。

薪酬委員會之特定書面職權範圍登載於本公司及聯交所之網站上。薪酬委員會每年至少舉行一次會議。

於本年度，薪酬委員會共舉行了三次會議。於該等會議中，薪酬委員會已就新任董事之薪酬待遇提出建議及檢討有關董事及高級管理層薪酬待遇的事宜。各成員各自出席會議的記錄如下：

### Remuneration Committee

The Remuneration Committee was established in 2006. The chairman of the committee is Mr. Law Man Sang, an independent non-executive Director. Other members of this committee include Ms. Lam Wai Yu (appointed on 27 June 2017), Mr. Lo Ka Ki (appointed on 26 February 2018) and Mr. Chan Ngai Sang, Kenny (resigned on 1 December 2017), all being independent non-executive Directors.

The Remuneration Committee is responsible for formulating and recommending to the Board the remuneration policy, making recommendation to the Board on remuneration packages of the Directors and senior management of the Group, as well as reviewing and making recommendation on the Company's share option scheme, bonus structure, provident fund and other compensation-related issues. This committee consults with the Chairman on its proposals and recommendations and has access to independent professional advice if necessary. The Remuneration Committee is also provided with other resources enabling it to discharge its duties.

The specific terms of reference of the Remuneration Committee are posted on websites of the Company and of the Stock Exchange. The Remuneration Committee meets at least once a year.

During the Year, three Remuneration Committee meetings were held. At the meetings, the Remuneration Committee made recommendation on the remuneration packages of the newly appointed Directors and reviewed matters relating to the remuneration packages of Directors and senior management. The following is an attendance record of the meetings by each committee member:

出席者	Attendants	出席會議次數／ 總數 (附註) Number of meetings attended/ Total (Note)	出席率 Attendance percentage
羅文生	Law Man Sang	3/3	100%
林惠如 (於二零一七年 六月二十七日獲委任)	Lam Wai Yu (appointed on 27 June 2017)	2/2	100%
盧家麒 (於二零一八年 二月二十六日獲委任)	Lo Ka Ki (appointed on 26 February 2018)	N/A 不適用	N/A 不適用
陳毅生 (於二零一七年 十二月一日辭任)	Chan Ngai Sang, Kenny (resigned on 1 December 2017)	2/2	100%

附註：各薪酬委員會成員於本年度之出席次數乃根據其任內所舉行之會議次數計算。

Note: Attendance of the members of the Remuneration Committee during the Year was counted with reference to the number of such meeting(s) held during their respective tenures.



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### 提名委員會

提名委員會於二零一二年成立。委員會主席為本公司主席及執行董事蘇汝成博士。本委會其他成員包括林惠如女士（於二零一七年六月二十七日獲委任）、盧家麒先生（於二零一八年二月二十六日獲委任）及陳毅生先生（於二零一七年十二月一日辭任），彼等均為獨立非執行董事。

提名委員會職責包括至少每年檢討董事會之架構、規模及組成，並就任何擬作出之變動向董事會提出建議以配合本公司及本集團企業策略、物色具備合適資格可擔任董事之人士，並挑選提名有關人士出任董事、評估獨立非執行董事之獨立性及就董事委任或重新委任以及董事（尤其是主席及行政總裁）繼任計劃向董事會提出建議。

股東亦可能根據公司細則於本公司股東大會上建議董事人選。股東提名董事的程序乃刊載於本公司網站。

提名委員會之特定書面職權範圍登載於本公司及聯交所之網站上。提名委員會每年至少舉行一次會議。於本年度，提名委員會共舉行三次會議以提名董事候選人及審閱董事會之組成。各委員會成員出席會議的記錄如下：

### Nomination Committee

The Nomination Committee was established in 2012. The chairman of the committee is Dr. So Yu Shing, the Chairman and an executive Director. Other members of this committee include Ms. Lam Wai Yu (appointed on 27 June 2017), Mr. Lo Ka Ki (appointed on 26 February 2018) and Mr. Chan Ngai Sang, Kenny (resigned on 1 December 2017), all being independent non-executive Directors.

The duties of the Nomination Committee include reviewing the structure, size and composition of the Board at least annually, making recommendations on any proposed changes to the Board to complement the Company and the Group's corporate strategy, identifying individuals suitably qualified to become members of the Board and selecting individuals to be nominated for directorship, assessing the independence of the independent non-executive Directors and making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for the Directors, in particular the Chairman and the Chief Executive Officer.

Shareholders may also propose a person for election as Director at the general meetings of the Company pursuant to the Bye-laws. The procedures for shareholders to nominate directors are posted on the website of the Company.

The specific terms of reference of the Nomination Committee are posted on the websites of the Company and of the Stock Exchange. The Nomination Committee meets at least once a year. During the Year, the Nomination Committee held three meetings to nominate candidates for directorships and review the composition of the Board. The attendance record of the meetings by each committee member is as follows:

出席者	Attendants	出席會議次數／ 總數（附註） Number of meetings attended／ Total (Note)	出席率 Attendance percentage
蘇汝成	So Yu Shing	3/3	100%
林惠如（於二零一七年 六月二十七日獲委任）	Lam Wai Yu (appointed on 27 June 2017)	2/2	100%
盧家麒（於二零一八年 二月二十六日獲委任）	Lo Ka Ki (appointed on 26 February 2018)	N/A 不適用	N/A 不適用
陳毅生（於二零一七年 十二月一日辭任）	Chan Ngai Sang, Kenny (resigned on 1 December 2017)	2/2	100%

附註：各提名委員會成員於本年度之出席次數乃根據其任內所舉行之會議次數計算。

Note: Attendance of the members of the Nomination Committee during the Year was counted with reference to the number of such meeting(s) held during their respective tenures.

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## CORPORATE GOVERNANCE REPORT

### 董事的委任年期及重選連任

各執行董事已與本公司訂立服務合約，初步固定年期為三年，其後乃持續有效，直至任何一方向對方發出最少三個月書面通知，或以三個月薪金作代通知金替代為止。

各獨立非執行董事均以一年之年期委任，除非發出一個月的書面通知終止為止。

根據本公司公司細則（「公司細則」），所有董事（包括執行及獨立非執行董事）每三年須在股東週年大會上輪席告退並重選連任一次。根據公司細則第84條，蘇汝成博士、江錦宏先生及蘇宏進先生將於即將舉行的股東週年大會上輪席告退，惟彼等符合資格並願意重選連任。

### 審核委員會及問責性

董事會負責呈列一份持平、清晰及全面的本公司及本集團現況及前景評估。董事會亦負責編製本公司的賬目，須以持續經營基準真實與公允地反映本集團的財務狀況，以及其他內幕消息公佈及其他財務披露。本集團的管理層向董事會提供所有相關資料及記錄，以使董事會可執行上述評估，以及編製賬目及其他財務披露。

本年度，審核委員會已審閱截至二零一七年七月三十一日止三個月及截至二零一八年一月三十一日止九個月之季度報告、截至二零一七年十月三十一日止六個月之中期報告及截至二零一七年四月三十日止年度之年度報告。審核委員會亦已審閱本集團的會計原則、常規及合規情況等。

審核委員會已於二零零一年成立，由獨立非執行董事盧家麒先生（於二零一八年二月二十六日獲委任）擔任主席，其他成員包括羅文生先生及林惠如女士（於二零一七年六月二十七日獲委任），彼等均為本公司獨立非執行董事。陳毅生先生於二零一七年十二月一日辭任前為審核委員會主席。

### Term of Appointment and Re-election of Directors

Each of the executive Directors has entered into a service contract with the Company for an initial term of three years, thereafter continuous until terminated by either party giving to the other not less than three months' notice in writing, or by payment of three months' salary in lieu of such notice.

Each of the independent non-executive Directors has been appointed for a term of one year unless terminated by one month's notice in writing.

All Directors, including the executive and independent non-executive Directors, would retire from office by rotation and are subject to re-election at the annual general meeting once every three years pursuant to the Bye-laws of the Company ("Bye-laws"). In accordance with Bye-law 84 of the Bye-laws, Dr. So Yu Shing, Mr. Kong Kam Wang and Mr. So Wang Chun, Edmond will retire by rotation at the forthcoming annual general meeting and, being eligible, would offer themselves for re-election.

### Audit Committee and Accountability

The Board is responsible for presenting a balanced, clear and comprehensive assessment of the performance and prospects of the Company and the Group. The Board is also responsible for preparing the accounts of the Company, which shall give a true and fair view of the financial position of the Group on a going-concern basis, and other inside information announcements and other financial disclosures. The management of the Group provides all relevant information and records to the Board enabling it to conduct the above assessment and to prepare the accounts and other financial disclosures.

During the Year, the Audit Committee reviewed the quarterly reports for the three months ended 31 July 2017 and for the nine months ended 31 January 2018, the interim report for the six months ended 31 October 2017 and the annual report for the year ended 30 April 2017. The Audit Committee also reviewed the Group's accounting principles, practices and compliance.

The Audit Committee, established in 2001, is chaired by Mr. Lo Ka Ki (appointed on 26 February 2018), an independent non-executive Director and the other members include Mr. Law Man Sang and Ms. Lam Wai Yu (appointed on 27 June 2017), all being independent non-executive Directors of the Company. Mr. Chan Ngai Sang, Kenny was the chairman of the Audit Committee before his resignation on 1 December 2017.

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並無現有審核委員會成員為現時本公司的核數公司的前任合夥人。

審核委員會信納彼等對於上述本公司核數師獨立性、審核過程及報告準則的審閱。審核委員會已審閱本年報。

審核委員會之主要職責包括確保本公司之財務報表、年度、中期及季度報告以及核數師報告真實及持平地評估本公司及本集團之財務狀況；檢討本公司及本集團之財務監控、內部監控及風險管理系統；及檢討本公司之財務及會計政策及常規。審核委員會之其他職責載於在本公司及聯交所網站登載的特定書面職權範圍內。審核委員會已獲提供充足資源，以使其履行職責。

於本年度，審核委員會舉行了四次會議。各委員會成員出席會議的記錄如下：

No existing member of the Audit Committee is a former partner of the existing auditing firm of the Company.

The Audit Committee is satisfied with their review of the independence of the auditors of the Company, the audit process and the standard of reports aforesaid. This annual report has been reviewed by the Audit Committee.

The Audit Committee's primary duties include ensuring that the Company's financial statements, annual, interim and quarterly reports and the auditor's report present a true and balanced assessment of the Company's and the Group's financial position; reviewing the Company's and the Group's financial control, internal control and risk management systems; and reviewing the Company's financial and accounting policies and practices. Other duties of the Audit Committee are set out in its specific terms of reference which are posted on the websites of the Company and of the Stock Exchange. The Audit Committee is provided with sufficient resources enabling it to discharge its duties.

During the Year, the Audit Committee held four meetings. The attendance record of the meetings by each committee member is as follows:

出席者	Attendants	出席會議次數／ 總數 (附註) Number of meetings attended／ Total (Note)	出席率 Attendance percentage
羅文生	Law Man Sang	4/4	100%
林惠如 (於二零一七年 六月二十七日獲委任)	Lam Wai Yu ( <i>appointed on 27 June 2017</i> )	4/4	100%
盧家麒 (於二零一八年 二月二十六日獲委任)	Lo Ka Ki ( <i>appointed on 26 February 2018</i> )	1/1	100%
陳毅生 (於二零一七年 十二月一日辭任)	Chan Ngai Sang, Kenny ( <i>resigned on 1 December 2017</i> )	2/2	100%

附註：各審核委員會成員於本年度之出席次數率乃根據其任內所舉行之會議次數計算。

Note: Attendance of the members of the Audit Committee during the Year was counted with reference to the number of such meeting(s) held during their respective tenures.

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公司秘書須備存審核委員會所有會議之完整會議記錄，以符合董事會會議及其他董事會轄下委員會會議之常規。審核委員會的會議記錄的初稿及最終定稿須於每次會議結束後，在切實可行情況下盡快發送予審核委員會的全體成員，以供評論、批准及記錄之用。

### 董事編製綜合財務報表的責任

董事確認彼等就編製綜合財務報表的責任，並須確保根據法定規定及適用準則編製賬目。

本公司核數師就其對綜合財務報表須承擔之申報責任而發出之聲明，載於本年報第73至80頁之獨立核數師報告書。

### 持續經營

董事經作出適當查詢後認為，本公司擁有足夠資源在可見將來繼續經營，因此，在編製綜合財務報表時採納持續經營基準實屬合適。

### 企業管治功能

本公司並無成立企業管治委員會，因此董事會負責執行企業管治功能，如釐定、制定及檢討本公司的政策、企業管治常規、董事及高級管理層的培訓及持續專業發展、本公司關於遵守法律及監管規定的政策及常規等。

The Company Secretary keeps full minutes of all Audit Committee meetings in line with practices of the Board meetings and other Board committee meetings. Draft and final versions of Audit Committee meeting minutes are circulated to all members of the Audit Committee for comments, approval and record as soon as practicable after each meeting.

### Directors' responsibility in preparing consolidated financial statements

The Directors acknowledge their responsibilities for preparing the consolidated financial statements and ensuring that the preparation of the accounts is in accordance with statutory requirements and applicable standards.

The statement of the auditors of the Company in relation to their reporting responsibilities for the consolidated financial statements is set out in the Independent Auditor's Report on pages 73 to 80 of this annual report.

### Going Concern

The Directors, having made appropriate enquiries, consider that the Company has adequate resources to continue its operational existence for the foreseeable future and for this reason, it is appropriate to adopt the going concern basis in preparing the consolidated financial statements.

### Corporate Governance Function

No corporate governance committee has been established and the Board is responsible for performing the corporate governance functions such as determining, developing and reviewing the Company's policies, practices on corporate governance, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, etc.

### 核數師酬金

於二零一八年三月十四日，鄭鄭會計師事務所有限公司辭任及D & PARTNERS CPA LIMITED獲委任為本公司核數師。鄭鄭會計師事務所有限公司及／或D & PARTNERS CPA LIMITED就於本年度向本集團提供之核數服務總酬金為約670,000港元（上年度：約710,000港元）及非核數服務（包括但不限於有關建議出售事項之專業建議）之酬金為約120,000港元（上年度：約430,000港元）。

### 董事會權力的轉授

董事會負責就本集團業務的整體策略性發展作出決定。所有董事均有正式的服務合約或委任書，訂明有關委任的主要條款及條件。由於本集團業務繁多，因此有關策略性業務計劃的日常運作及執行的責任已交予本集團管理層。

所有委員會（即審核委員會、薪酬委員會及提名委員會）均有特定書面職權範圍，清晰界定相關委員會的權力及責任。所有董事會轄下委員會須於任期內就其決定、發現或推薦意見向董事會報告，並於若干特定情況下，在採取任何行動前徵求董事會批准。

董事會每年檢討董事會轉授不同董事會轄下委員會的所有權力，確保此等轉授權力為恰當，並持續對本公司及其股東整體有利。

### 董事及管理人員責任險

本公司已按照董事會的決定為本公司董事會成員及高級管理人員購買董事及管理人員責任險，以提供足夠承保範圍，自二零一零年六月開始投保並自二零一一年起每年六月續保。

### 與股東的關係

本公司承諾維持高透明度，並致力向其股東公開和及時披露有關資料。對公平披露及全面透徹報導本集團活動的承諾可在多方面得到反映。

### Auditors' Remuneration

On 14 March 2018, CHENG & CHENG LIMITED has resigned, and D & PARTNERS CPA LIMITED was appointed as the auditors of the Company. The aggregate remuneration in respect of audit services provided by CHENG & CHENG LIMITED and/or D & PARTNERS CPA LIMITED to the Group during the Year was approximately HK\$670,000 (Last Year: approximately HK\$710,000) and non-audit service (including but not limited to professional advice on proposed disposal) amounted to approximately HK\$120,000 (Last Year: approximately HK\$430,000).

### Delegation by the Board

The Board is responsible for making decisions in relation to the overall strategic development of the Group's business. All Directors have formal service contracts or letters of appointment setting out key terms and conditions regarding their appointments. Due to the diversity and volume of the Group's business, responsibility in relation to the daily operations and execution of the strategic business plans are delegated to management of the Group.

All Board committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee, have specific terms of reference clearly defining the authorities and responsibilities of the respective committees. All Board committees are required by their terms of reference to report to the Board in relation to their decisions, findings or recommendations, and in certain specific situations, to seek the Board's approval before taking any actions.

The Board review, on a yearly basis, all delegations by the Board to different Board committees to ensure that such delegations are appropriate and continue to be beneficial to the Company and its shareholders as a whole.

### Directors' and Officers' Liability Insurance

Insurance cover has been taken out for Directors' and officers' Liability to provide adequate cover, as determined by the Board, in respect of the Board members and senior management of the Company as from June 2010 and renewed annually in June since 2011.

### Shareholder Relations

The Company is committed to maintaining a high level of transparency and employs a policy of open and timely disclosure of relevant information to its shareholders. The commitment to fair disclosure and comprehensive and transparent reporting of the Group's activities can be reflected in many aspects.

# 企業管治報告

## CORPORATE GOVERNANCE REPORT

本公司股東週年大會提供一個實用的公開討論機會，以便董事會與本公司股東交流意見。所有董事均盡量抽身出席本公司的股東大會，以便解答股東的任何提問。

主席亦積極參與籌備及親自主持二零一七年股東週年大會及本公司於本年度所有的股東大會，確保股東意見可傳達至董事會。在二零一七年股東週年大會上，主席就每項獨立的事宜個別提出決議案。

股東週年大會的程序不時檢討，以確保本公司遵從最佳的企業管治守則。相關通函於舉行股東週年大會前不少於二十一天派送至各股東；通函內列明所提呈每項決議案的詳情，投票表決的程序及其他有關資料。董事會成員、鄭鄭會計師事務所有限公司及本公司當時之核數師均出席二零一七年度股東週年大會，以回答股東提問，而所有決議案均以投票方式表決，而本公司的股份過戶登記香港分處卓佳登捷時有限公司，受聘擔任監票員以確保所有票數妥為點算。

本公司亦透過年度、中期及季度報告以及公佈及通函（如有必要）與股東溝通。董事、公司秘書或其他適合的高級管理層成員均會就本公司股東及潛在投資者的問題作出迅速的回應。

### 股東權利

#### 股東召開股東大會之程序

本公司股東可根據本公司之公司細則、GEM上市規則及適用之法例及法規按以下程序召開本公司之股東大會：

1. 於送交書面要求日期持有於本公司股東大會上有表決權的已繳足股本不少於百分之十的股東（「呈請人」），可將書面要求送交本公司於香港的主要辦事處地址為香港香港仔黃竹坑業興街11號南匯廣場A座10樓1001至1006室，提請董事會召開股東大會，註明於該大會將予提呈之事項並由呈請人簽署。有關大會將於提交有關要求後兩個月內舉行。
2. 倘董事會於接獲書面要求日期起計二十一日內並沒有召開有關大會，則呈請人可根據百慕達一九八一年《公司法》第74(3)條之條文召開大會。

The annual general meeting of the Company provides a useful forum for shareholders of the Company to exchange views with the Board. All the Directors make an effort to attend the Company's general meetings so that they may answer any questions from the shareholders.

The Chairman was also actively involved in organising, and personally held the 2017 AGM and all general meetings of the Company during the Year in order to ensure that shareholders' views were communicated to the Board. A separate resolution was proposed by the Chairman in respect of each separate issue at the 2017 AGM.

The proceedings of the annual general meeting are reviewed from time to time to ensure the Company conforms to the best practices regarding corporate governance. The relevant circular, which is circulated to all shareholders at least 21 days prior to the holding of the annual general meeting, sets out the details in relation to each resolution proposed, voting procedures and other relevant information. Members of the Board and CHENG & CHENG LIMITED, the then auditors of the Company, attended the 2017 AGM to answer questions of the shareholders and all the resolutions were put to the vote by poll and Tricor Tengis Limited, the Company's Hong Kong branch share registrar and transfer office, was engaged as scrutineer to ensure that all votes were properly counted.

The Company also communicates with its shareholders through its annual, interim and quarterly reports and by means of announcement and circular if and when necessary. The Directors, the Company Secretary or other appropriate members of the senior management also respond promptly to inquiries from shareholders and potential investors of the Company.

### SHAREHOLDERS' RIGHTS

#### Procedures for shareholders to convene general meetings

Subject to the bye-laws of the Company, the GEM Listing Rules and the applicable laws and regulations, shareholders of the Company may convene general meetings of the Company in accordance with the following procedures:

1. Shareholders holding not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company as at the date of deposit of the requisition ("Requisitionists") may require the Board to convene a general meeting of the Company by depositing written requisitions at the principal office of the Company in Hong Kong at Rooms 1001-1006, 10th Floor, Tower A, Southmark, No. 11 Yip Hing Street, Wong Chuk Hang, Aberdeen, Hong Kong specifying the business to be transacted in such meeting and signed by the Requisitionists. Such meeting shall be held within two months after the deposit of such requisition.
2. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting, the Requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act 1981 of Bermuda.

# 企業管治報告

## CORPORATE GOVERNANCE REPORT

### 向董事會作出查詢之程序

本公司制定股東通訊政策，已上載至本公司網站 (<http://www.wls.com.hk>)，而詳情可見於本政策。

股東亦可將查詢及關注發送予董事會，郵寄至本公司於香港的主要辦事處，地址為香港香港仔黃竹坑業興街11號南滙廣場A座10樓1001至1006室，註明收件人為公司秘書。

### 與投資者的關係

本公司致力保持向股東及潛在投資者公開及適時披露公司資料的政策。本公司透過其年度、中期及季度報告、通告、公告及通函向股東更新其最新業務發展和財務表現。本公司網站 ([www.wls.com.hk](http://www.wls.com.hk)) 為公眾人士及股東提供溝通平臺。

本公司定期會見分析員，並接受報界及其他財經雜誌刊物的記者及專欄作者進行採訪，以加強與投資者的關係。

### 於股東大會上提呈建議之程序

根據百慕達一九八一年公司法，股東若(i)代表有權於股東大會投票的全體股東總投票權不少於二十分之一；或(ii)人數不少於一百，可寄發書面請求，列明擬於股東大會上動議之決議案，或就該次大會上的任何建議決議案或將予處理的事務所提述的事宜，遞交不超過一千字的聲明。

股東須向董事會或公司秘書提出有關書面要求，致函本公司之總辦事處暨主要營業地點地址為香港香港仔黃竹坑業興街11號南滙廣場A座10樓1001-1006室，當中列明該股東之股權資料、其詳細聯絡資料，以及擬以上述方式而於股東大會上提呈之建議及其證明文件。

### 組織章程文件

本年度，本公司之存續大綱及公司細則概無重大變動。

### Procedures for sending enquiries to the Board

The Company established a shareholders' communication policy which had been uploaded to the Company's website (<http://www.wls.com.hk>) and details could be found in the policy.

Shareholders may also send their enquiries and concerns to the Board by addressing them to the Company Secretary by post to the principal office of the Company in Hong Kong at Rooms 1001-1006, 10th Floor, Tower A, Southmark, No. 11 Yip Hing Street, Wong Chuk Hang, Aberdeen, Hong Kong.

### Investor relations

The Company is committed to a policy of open and timely disclosure of corporate information to shareholders and potential investors. The Company updates shareholders on its latest business developments and financial performance through its annual, interim and quarterly reports, notices, announcements and circulars. The Company's website ([www.wls.com.hk](http://www.wls.com.hk)) provides a communication platform to the public and the shareholders.

To strengthen its relationship with investors, the Company regularly meets with analysts and holds interviews with reporters and columnists of the press and other economic journals.

### Procedures for putting forward proposals at a general meeting

Pursuant to the Companies Act 1981 of Bermuda, (i) shareholders representing not less than one-twentieth of the total voting rights of all shareholders having a right to vote at the general meeting; or (ii) not less than one hundred shareholders, can submit a written requisition stating the resolution which is intended to be moved at a general meeting, or to submit a statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

Such written requisition shall be made to the Board or the Company Secretary at the Company's head office and principal place of business at Rooms 1001-1006, 10th Floor, Tower A, Southmark, No. 11 Yip Hing Street, Wong Chuk Hang, Aberdeen, Hong Kong, specifying the shareholding information of the shareholder, his/her/its contact details and the proposal he/she/it intends to put forward in the manner as mentioned above together with supporting documents.

### Constitutional documents

During the Year, there was no significant change in the memorandum of continuance and bye-laws of the Company.

# 企業管治報告

## CORPORATE GOVERNANCE REPORT

### 風險管理及內部監控

董事會確認，其負責持續監督本集團風險管理及內部監控系統，檢討彼等的成效。該等系統旨在管理而非根除未能達成業務目標的風險，且僅合理而非絕對保證不出現重大失實陳述或虧損。

於本年度，董事會透過審核委員會對本年度本集團風險管理及內部監控系統的設計及實施成效進行年度檢討，涵蓋財務、經營及合規監控等所有的重大監控，以確保本集團的會計、內部審核及財務報告職能擁有適當的資源、員工資質及經驗、培訓項目及預算。審核委員會將就此與董事會溝通任何重大事宜。

於本年度，本集團委任天職香港內控及風險管理有限公司（「天職」），以便：

- 透過一系列研討會及會談，協助識別及評估本集團的風險；及
- 獨立檢討內部監控，評估本集團風險管理及內部監控系統的成效。

獨立檢討及評估的結果向審核委員會及董事會匯報。此外，天職提出內部監控及風險管理措施改進建議，以提升本集團的風險管理及內部監控系統，降低本集團的風險，建議由董事會採用。董事會根據天職的調查結果及建議以及審核委員會的意見，認為本集團的內部監控及風險管理系統屬有效及適當。

本集團已設立處理及傳輸內幕消息的內部監控程序，以遵守GEM上市規則第17章及證券及期貨條例第XIVA部的規定。內部監控機制包括信息流及匯報程序、保密安排、披露程序及員工培訓安排等。

### RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that it is its duty to monitor the risk management and internal control systems of the Group on an ongoing basis and review their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

During the Year, the Board, through the Audit Committee, conducted an annual review on the effectiveness of both the design and implementation of the risk management and internal control systems of the Group during the Year, covering all material controls, including financial, operational and compliance controls, with a view to ensuring that resources, staff qualifications and experience, training programme and budget of the Group's accounting, internal audit and financial reporting functions are adequate. In this respect, the Audit Committee will communicate any material issues to the Board.

During the Year, the Group appointed Baker Tilly Hong Kong Risk Assurance Limited ("Baker Tilly") to:

- assist in identifying and assessing the risks of the Group through a series of workshops and interviews; and
- independently perform internal control review and assess effectiveness of the Group's risk management and internal control systems.

The results of the independent review and assessment were reported to the Audit Committee and the Board. Moreover, improvements in internal control and risk management measures as recommended by Baker Tilly to enhance the risk management and internal control systems of the Group and mitigate risks of the Group were adopted by the Board. Based on the findings and recommendations of Baker Tilly as well as the comments of the Audit Committee, the Board considered that the internal control and risk management systems of the Group are effective and adequate.

The Group has established internal control procedures for the handling and dissemination of inside information in order to comply with Chapter 17 of the GEM Listing Rules as well as Part XIVA of the SFO. The internal control mechanism includes information flow and reporting processes, confidentiality arrangements, disclosure procedures and staff training arrangements, etc.



# 企業管治報告

## CORPORATE GOVERNANCE REPORT

### 企業風險管理框架

本集團已於二零一六年設立企業風險管理框架。董事會對確保維持穩健及有效的內部監控負整體責任，而管理層則負責設計及實施內部監控系統，以管理本集團面臨的各種風險。

透過風險識別及評估程序，對風險進行識別、評估、優先處理及分配。風險管理框架遵循 COSO 企業風險管理——一體化框架，使董事會及管理層得以有效地管理本集團的風險。董事會透過審核委員會收取定期報告，監督風險管理及內部審核職能。

### 主要風險

於本年度，本集團已識別以下主要風險並將其分類為策略風險、營運風險、財務風險及合規風險。

#### 風險領域

#### Risk Areas

策略風險

Strategic Risks

營運風險

Operational Risks

財務風險

Financial Risks

合規風險

Compliance Risks

### Our Enterprise Risk Management Framework

The Group has established its enterprise risk management framework in 2016. While the Board has the overall responsibility to ensure that sound and effective internal controls are maintained, management is responsible for designing and implementing an internal control system to manage all kinds of risks faced by the Group.

Through the risk identification and assessment processes, risks are identified, assessed, prioritised and allocated treatments. The risk management framework follows the COSO Enterprise Risk Management – Integrated Framework, which allows the Board and management to manage the risks of the Group effectively. The Board receives regular reports through the Audit Committee which oversees risk management and internal audit functions.

### Principal Risks

During the Year, the following principal risks of the Group were identified and classified into strategic risks, operational risks, financial risks and compliance risks.

#### 主要風險

#### Principal Risks

競爭格局、未能達至客戶預期的風險、客戶基礎單一的風險及未能保持建設創新及程序改良競爭優勢的風險

Competitor landscape, risk of failure to meet customers' expectation, risk of over concentration of customer bases and risk of failure to remain a competitive edge in terms of construction innovation and process improvement

對僱員的安全指引及培訓不足、技術故障風險、錯失商機、資料洩露的風險、外部人士盜取／偷竊資源的風險、設備及資源質量欠佳、決策者集中、人力減少、出現新分包商及其潛在人身傷害的風險、未能於期限前完工的風險、營運成本增加及延遲償還貸款

Insufficient safety guidelines and trainings to employees, risk of technology breakdown, loss of business opportunity, risk of information leakage, risk of burglary/stealing of resources by outside parties, poor quality of equipment and resources, concentration of decision maker, decline in manpower, risk of having new subcontractors and potential injury, risk of failure to complete work before deadline, increase in operating costs and delay in repayment of loans

流動性風險、信貸風險、外匯風險及利率風險

Liquidity risk, credit risk, foreign exchange rate risk and interest rate risk

安全、健康及環境條例的不合規風險及法律糾紛風險

Risk of non-compliance of ordinances related to safety, health and environment and risk of legal disputes

## 風險監控機制

本集團採用「三線防守」企業管治結構，由運營部管理層執行經營管理和控制，財務及合規團隊開展風險管理監督，及由天職外包及執行獨立內部審核。本集團維繫風險記錄，以跟蹤本集團所有已識別的主要風險。風險記錄為董事會、審核委員會及管理層提供其主要風險概況，並記錄管理層為緩解相關風險所採取的行動。本集團至少每年根據各風險發生的可能性和對本集團的潛在影響進行評估。在評估年度風險之後，管理層（作為風險所有者）將至少每年更新風險記錄，增加新風險及／或移除現有風險（如適用）。審核流程可確保本集團主動管理其面臨的風險，即所有風險所有者均可查閱風險記錄，了解並警惕其負責領域的風險，以便彼等有效採取後續行動。

管理層持續開展本集團的風險管理活動。風險管理框架的成效須至少每年進行評估，並定期舉行管理層會議，了解風險監控工作的最新進展。管理層致力於確保風險管理為日常營運程序的一部分，以卓有成效地使風險管理符合企業目標。

本公司將繼續委聘外部獨立專業人士每年審閱本集團的內部監控及風險管理系統，進一步加強本集團的內部監控及風險管理系統（如適當）。

本集團目前並無內部審核職能。董事已檢討內部審核職能的需要，並認為就本集團業務規模、性質及複雜性而言，委任外部獨立專業人士執行本集團內部審核職能以滿足需求，更具成本效益。無論如何，董事將繼續至少每年檢討內部審核職能的需要。

## Our Risk Control Mechanism

The Group adopts a “three lines of defence” corporate governance structure with operational management and controls performed by management of the operational department, coupled with risk management monitoring carried out by the finance and compliance team and independent internal audit outsourced to and conducted by Baker Tilly. The Group maintains a risk register to keep track of all identified major risks of the Group. The risk register provides the Board, the Audit Committee, and management with a profile of its major risks and records management’s action taken to mitigate the relevant risks. Each risk is evaluated at least annually based on its likelihood of occurrence and potential impact upon the Group. The risk register is updated by management as the risk owners with addition of new risks and/or removal of existing risks, if applicable, at least annually, after the annual risk evaluation has been performed. This review process can ensure that the Group proactively manages the risks faced by it in the sense that all risk owners have access to the risk register and are aware of and alert to those risks in their area of responsibility so that they can take follow-up action in an efficient manner.

The risk management activities of the Group are performed by management on an ongoing process. The effectiveness of the risk management framework will be evaluated at least annually, and periodic management meeting is held to update the progress of risk monitoring efforts. Management is committed to ensure that risk management forms part of the daily business operation processes in order to align risk management with corporate goals in an effective manner.

The Company will continue to engage external independent professionals to review the Group’s systems of internal controls and risk management annually and further enhance the Group’s internal control and risk management systems as appropriate.

There is currently no internal audit function within the Group. The Directors have reviewed the need for an internal audit function and are of the view that in light of the size, nature and complexity of the business of the Group, it would be more cost effective to appoint external independent professionals to perform internal audit function for the Group in order to meet its needs. Nevertheless, the Directors will continue to review at least annually the need for an internal audit function.

董事會欣然提呈本年度之董事會報告書及經審核綜合財務報表。本董事會報告書中所有交叉參照均構成本董事會報告書的一部分。

### 主要業務

本公司為一間投資控股公司。其主要附屬公司及聯營公司之主要業務分別刊載於綜合財務報表附註46及20。

### 業績及分配

本集團本年度業績，載於本年報第81至82頁綜合損益及其他全面收益表。

董事會不建議派發本年度之股息（上年度：無）。

### 業務回顧

本集團於本年度之業務回顧載於本年報之「主席報告書」及「管理層討論及分析」章節內。本年報「管理層討論及分析」一節中，闡述本集團所面臨之主要風險和不明朗因素及本集團的日後可能發展。

### 與僱員、供應商及客戶的關係

本集團深明僱員為寶貴資產的重要性。本集團為僱員提供具競爭力的薪酬待遇以招攬及鼓勵僱員。本集團定期檢討僱員薪酬待遇，並因應市場標準作出所需調整。

本集團業務建基於以客戶為本的文化。本集團亦明瞭與其供應商及客戶維持良好關係的重要性，從而達成近期及長遠目標。為維持行內的市場競爭力，本集團旨在向客戶不斷提供高品質的服務。於本年度，本集團與供應商及／或客戶並無重大及重要糾紛。

The Directors present their report and the audited consolidated financial statements for the Year. All cross-references mentioned in this directors' report form part of this directors' report.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its principal subsidiaries and associates are set out in notes 46 and 20, to the consolidated financial statements respectively.

### RESULTS AND DIVIDEND

The results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on pages 81 to 82 of this annual report.

The Board does not recommend the payment of a dividend for the Year (Last Year: Nil).

### BUSINESS REVIEW

The business review of the Group for the Year is set out in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" of this annual report. Description of the principal risks and uncertainties facing the Group and the likely future development of the Group can be found in the "Management Discussion and Analysis" section of this annual report.

### Relationships with Employees, Suppliers and Customers

The Group understands that employees are valuable assets. The Group provides competitive remuneration package to attract and motivate its employees. The Group regularly reviews the remuneration package of employees and makes necessary adjustments to conform to the market standard.

The Group's business is built on a customer-oriented culture. The Group also understands that it is important to maintain good relationship with its suppliers and customers to accomplish its immediate and long-term goals. To maintain its market competitiveness within the industry, the Group aims at delivering constantly high quality service to its customers. During the Year, there was no material and significant dispute between the Group and its suppliers and/or customers.

# 董事會報告書

## DIRECTORS' REPORT

本集團根據各客戶的信貸評級為客戶提供30至90日的平均信貸期。於延長客戶的信貸期限時，本集團將審慎評估彼等各自的信用及財務狀況。管理層亦將密切監察所有未償還債務及定期審閱其可收回程度。

本集團的最大客戶為新鴻基地產發展有限公司（「新鴻基地產」），於本年度為本集團的營業額貢獻約29%。新鴻基地產於一九七二年在香港公開上市，且現為香港最大的地產公司之一。其主要從事出售及租賃用途物業的發展及投資、酒店經營、電訊、運輸基建及物流。新鴻基地產為本集團逾20年的客戶。

新鴻基地產獲授之信貸期乃根據本集團及新鴻基地產訂立的有關標書或合約規定之付款條款，此與本集團的其他客戶獲授的信貸期一致。自新鴻基地產所得的應收賬款的後續結算與其付款記錄進展良好，且於本年度並無作出撥備。

### 環境政策及表現

本集團透過於業務活動中推廣及採納環保措施致力保護環境及可持續發展。在降低能耗的同時，以最環境友好的方式開展建造業務，為本集團的根本目標之一。一個例子為自一九九九年起竹通混合棚（能減少建築廢物）的使用及推廣。此外，本集團的舉措包括，但不限於雙面印刷及分開可回收紙張以減少浪費，避免一次性即棄物品及使用香港政府機電工程署發出能源標籤的辦公設備以進行綠色採購，以及關閉閒置電子產品以節約能源。本集團將繼續審閱其環保慣例，以於營運過程中綜合環境、健康及安全管理以及合規考慮。透過於僱員及業務夥伴間宣傳環保意識及與彼等保持溝通，本集團致力改善其日常業務營運的環境表現，以期建立可持續發展的環境。於本年度，董事並不知悉有任何嚴重不遵守相關環境法律及規例的情況。有關本集團環境政策及表現的更多資料，將載列於本集團的環境、社會及管治報告（將於本年報日期後三個月內刊載）。

According to the credit rating of different customers, the Group allows an average credit period from 30 days to 90 days to customers. In extending credit terms to customers, the Group will carefully assess each of their creditworthiness and financial standing. Management will also closely monitor all outstanding debts and review their collectability periodically.

The largest customer of the Group is Sun Hung Kai Properties Limited (“SHKP”), which contributed to approximately 29% of the Group’s turnover for the Year. SHKP was publicly listed in Hong Kong in 1972 and is now one of the largest property companies in Hong Kong. It is principally engaged in the development of and investment in properties for sale and rent, hotel operation, telecommunications, transport infrastructure and logistics. SHKP has been a customer of the Group for over 20 years.

The credit terms given to SHKP accord with the payment terms stipulated in the relevant tenders or contracts entered into between the Group and SHKP which are line with those granted to other customers of the Group. The subsequent settlement of trade receivables from SHKP is on track with its settlement history and there is no provision made during the Year.

### Environmental Policy and Performance

The Group is committed to environment protection and sustainable development through promoting and adopting green practices in its business activities. One of the essential goals of the Group is to organise construction operations in the most environmental-friendly manner while keeping energy consumption at minimum. One example is the use and promotion of the Metal-Bamboo Matrix System Scaffold (MBMSS) since 1999, which can reduce construction waste. In addition, initiatives within the Group include, but not limited to, waste reduction by double side printing and separating recyclable paper, green procurement by avoiding single-use disposable items and using office equipment with Energy Label issued by the Electrical and Mechanical Services Department of the Hong Kong Government, and energy reduction by switching off idle electronic appliances. The Group will continually review its green practices to integrate environmental, health and safety management and compliance considerations into operational processes. By promoting green awareness amongst, and maintaining dialogue with, employees and business partners, the Group is determined to improve the environmental performance of its daily business operations towards establishing a sustainable environment. The Directors are not aware of any material non-compliance with the environmental laws and regulations during the Year. Further information on the Group’s environmental policy and performance will be set out in the environmental, social and governance report of the Group to be published within three months after the date of this annual report.

## 投資物業

本集團之投資物業於二零一八年四月三十日重估。投資物業之公平值收益12,000,000港元已計入本年度之綜合損益及其他全面收益表。本集團投資物業本年度之變動詳情，載於本年報綜合財務報表附註15及物業附表第196頁。

## 物業、廠房及設備

本集團物業、廠房及設備本年度之變動詳情，載於綜合財務報表附註16。

## 本公司可供分派儲備

本公司於報告年末可供分派予股東之儲備如下：

## INVESTMENT PROPERTIES

The investment properties of the Group were revalued at 30 April 2018. A fair value gain on investment properties of HK\$12 million was recorded in the consolidated statement of profit or loss and other comprehensive income for the Year. Details of the movements in investment properties of the Group during the Year are set out in note 15 to the consolidated financial statements and the schedule of properties on page 196 of this annual report.

## PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group during the Year are set out in note 16 to the consolidated financial statements.

## DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for distribution to shareholders as at the end of reporting year were as follows:

		二零一八年 四月三十日 30 April 2018 千港元 HK\$'000	二零一七年 四月三十日 30 April 2017 千港元 HK\$'000
股份溢價	Share premium	560,230	507,430
實繳盈餘	Contributed surplus	191,087	191,087
累計虧損	Accumulated losses	(227,072)	(112,352)
購股權儲備	Share option reserve	7,280	–
		<b>531,525</b>	<b>586,165</b>

在百慕達一九八一年公司法（「公司法」）以及本公司之公司細則（「公司細則」）之規限下，本公司可在股東大會上以任何實繳盈餘（按公司法確定）向股東作出分派。然而，倘以實繳盈餘派付股息或作出分派將導致本公司未能支付其到期負債或導致其資產可變現價值低於其負債，則不得以實繳盈餘派付股息或作出分派。

Subject to the Companies Act 1981 of Bermuda (“Companies Act”) and the bye-laws of the Company (“Bye-laws”), the Company may in general meeting make a distribution to its shareholders out of any contributed surplus (as ascertained in accordance with the Companies Act) but no dividend shall be paid or distribution shall be made out of contributed surplus if to do so would render the Company unable to pay its liabilities as they become due or the realisable value of its assets would thereby become less than its liabilities.

# 董事會報告書

## DIRECTORS' REPORT

### 董事

於本年度及截至本董事會報告日期，董事會由以下董事組成：

#### 執行董事

蘇汝成博士 (主席)  
江錦宏先生 (行政總裁)  
黎婉薇女士  
蘇宏進先生  
阮駿暉先生  
吳騰先生 (於二零一七年八月十一日辭任)

#### 獨立非執行董事

羅文生先生  
林惠如女士 (於二零一七年六月二十七日獲委任)  
盧家麒先生 (於二零一八年二月二十六日獲委任)  
陳毅生先生 (於二零一七年十二月一日辭任)

各獨立非執行董事根據GEM上市規則第5.09條向本公司作出年度獨立確認書。本公司相信，所有獨立非執行董事均屬獨立。

根據公司細則第84條，蘇汝成博士、江錦宏先生及蘇宏進先生將輪席告退，彼等將留任至即將舉行之股東週年大會並合資格重選連任。

### 董事服務合約

本公司所有執行董事各自與本公司訂立服務合約，最初為期三年。所有該等服務合約乃持續有效，直至任何一方向對方發出最少三個月書面通知，或以三個月薪金作代通知金替代為止。

各獨立非執行董事之委任年期為1年，惟以一個月通知書予以終止則作別論。所有董事均須受公司細則有關董事輪席告退的條文所限。

擬於應屆股東週年大會上應選連任之董事概無與本公司或其任何附屬公司訂立本集團不可於一年內在未作出賠償（法定賠償除外）情況下而予以終止之服務合約。

### DIRECTORS

The Board comprises the following Directors during the Year and up to the date of this directors' report:

#### Executive Directors

Dr. So Yu Shing (Chairman)  
Mr. Kong Kam Wang (Chief Executive Officer)  
Ms. Lai Yuen Mei, Rebecca  
Mr. So Wang Chun, Edmond  
Mr. Yuen Chun Fai  
Mr. Ng Tang (resigned on 11 August 2017)

#### Independent non-executive Directors

Mr. Law Man Sang  
Ms. Lam Wai Yu (appointed on 27 June 2017)  
Mr. Lo Ka Ki (appointed on 26 February 2018)  
Mr. Chan Ngai Sang, Kenny (resigned on 1 December 2017)

The Company has received from each independent non-executive Director an annual confirmation of his/her independence pursuant to Rule 5.09 of the GEM Listing Rules and the Company considers all of the independent non-executive Directors as independent.

In accordance with Bye-law 84 of the Bye-laws, Dr. So Yu Shing, Mr. Kong Kam Wang and Mr. So Wang Chun, Edmond will retire by rotation at the forthcoming annual general meeting and being eligible, will offer themselves for re-election thereat.

### DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with the Company for an initial term of three years. All the such service contracts are continuous until terminated by either party giving to the other not less than three months' notice in writing, or by payment of three months' salary in lieu of such notice.

Each of the independent non-executive Directors is appointed for a term of one year unless terminated by one month's notice in writing. All Directors are subject to the provisions of retirement and rotation of directors under the Bye-laws.

None of the Directors being proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

**董事及行政總裁於股份、相關股份及債券之權益**

於二零一八年四月三十日，本公司董事及行政總裁於本公司及其相聯法團（定義見香港法例第571章之證券及期貨條例第XV部（「證券及期貨條例」））之股份、相關股份及債券中擁有須根據證券及期貨條例第352條記錄於登記冊，或根據GEM證券上市規則第5.46條所述之董事進行交易的規定標準而須知會本公司及聯交所之權益如下：

**本公司股份及相關股份之好倉**

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

As at 30 April 2018, the interests of the Directors and the chief executive of the Company in shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO")) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rule 5.46 of the GEM Listing Rules were as follows:

**Long positions in shares and underlying shares of the Company**

於二零一八年  
四月三十日  
估本公司已發行  
股本之概約百分比

董事姓名 Name of Director	身份 Capacity	所持普通股數目 Number of ordinary shares held	Approximate percentage of the issued share capital of the Company as at 30 April 2018
蘇汝成博士 Dr. So Yu Shing	實益擁有人 Beneficial owner	3,320,000	
	配偶權益（附註） Interest of spouse (note)	3,320,000	
		6,640,000	0.05%
黎婉薇女士 Ms. Lai Yuen Mei, Rebecca	實益擁有人 Beneficial owner	3,320,000	
	配偶權益（附註） Interest of spouse (note)	3,320,000	
		6,640,000	0.05%
江錦宏先生 Mr. Kong Kam Wang	實益擁有人 Beneficial owner	1,778,000	0.01%
蘇宏進先生 Mr. So Wang Chun, Edmond	實益擁有人 Beneficial owner	800,000	0.01%

附註：黎婉薇女士為蘇汝成博士之配偶。

Note: Ms. Lai Yuen Mei, Rebecca is the spouse of Dr. So Yu Shing.

除上文所披露者外，本公司董事或行政總裁於二零一八年四月三十日概無於本公司或其任何相聯法團之股份、相關股份或債券中擁有任何權益或淡倉。

Save as disclosed above, none of the Directors or the chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations as at 30 April 2018.

# 董事會報告書

## DIRECTORS' REPORT

### 董事於競爭業務的權益

於本年度，下列董事於下列與本集團業務直接或間接構成競爭或可能構成競爭之業務（並不包括本公司董事獲委任為董事以代表本公司及／或本集團權益之業務）中擁有權益：

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the Year, the following Directors had interests in the following business which were considered to compete or likely to compete, either directly or indirectly, with the business of the Group (other than those business where the Directors were appointed as directors to represent the interests of the Company and/or the Group):

董事姓名 Name of Director	與本集團業務構成競爭或可能構成競爭之實體名稱 Name of entity which were considered to compete or likely to compete with the business of the Group	競爭業務描述 Description of competing business	權益性質 Nature of interests
江錦宏 Kong Kam Wong	KNK Holdings Limited (股份代號: 8039)	提供綜合建築及架構工程 顧問服務	獨立非執行董事
吳騰 (於二零一七年 八月十一日辭任)	權威金融集團有限公司 (前稱為君陽金融 控股有限公司) (股份代號: 397) (「權威金融」)	金融服務業務，包括證券買賣、 資產管理及提供借貸	於二零一七年八月三十一日 執行董事兼行政總裁，擁有 約1.67% 權威金融已發行股 本之權益 (於二零一七年八 月三十一日辭任)
Ng Tang (resigned on 11 August 2017)	Power Financial Group Limited (formerly known as Jun Yang Financial Holdings Limited) (Stock Code: 397) ("Power Financial")	Financial services businesses, including securities trading, asset management and provision for money lending	Executive director and chief executive officer and interest in approximately 1.67% of issued share capital of Power Financial as at 31 August 2017 (resigned on 31 August 2017)
阮駿暉 Yuen Chun Fai	中國生物科技服務控股 有限公司 (前稱為銳康 藥業集團投資有限公司) (股份代號: 8037)	於香港提供證券買賣	獨立非執行董事 (於二零一七年八月 二十八日辭任)
	China Biotech Services Holdings Limited (formerly known as Rui Kang Pharmaceutical Group Investments Limited) (Stock Code: 8037)	Trading of securities in Hong Kong	Independent non-executive director (resigned on 28 August 2017)



# 董事會報告書

## DIRECTORS' REPORT

董事姓名 Name of Director	與本集團業務構成競爭或可能構成競爭之實體名稱 Name of entity which were considered to compete or likely to compete with the business of the Group	競爭業務描述 Description of competing business	權益性質 Nature of interests
陳毅生 (於二零一七年十二月一日辭任)	雋泰控股有限公司 (股份代號: 630)	提供於樓宇建造、樓宇維修及改善工程、項目管理、翻新及裝飾工程的建造服務、提供借貸業務及進行證券投資	獨立非執行董事 (於二零一七年八月一日辭任)
Chan Ngai Sang, Kenny (resigned on 1 December 2017)	AMCO United Holding Limited (Stock Code: 630)	Provision of construction services in building construction, building maintenance and improvement works, project management, renovation and decoration works, provision of money lending business and investment in securities	Independent non-executive director (resigned on 1 August 2017)
	康佰控股有限公司 (股份代號: 8190)	借貸及基金管理業務	獨立非執行董事 (於二零一八年二月十二日辭任)
	Combest Holdings Limited (Stock Code: 8190)	Money lending and fund management business	Independent non-executive director (resigned on 12 February 2018)
	康宏環球控股有限公司 (股份代號: 1019)	借貸業務、資產管理業務及證券買賣業務	獨立非執行董事 (於二零一七年十一月二十九日辭任)
	Convoy Global Holdings Limited (Stock Code: 1019)	Money lending business, asset management business and securities dealing business	Independent non-executive director (resigned on 29 November 2017)
	成安控股有限公司 (股份代號: 1751)	於香港及澳門提供混凝土拆卸工程服務 (主要作為分包商)	獨立非執行董事
	Sing On Holdings Limited (Stock Code: 1751)	Provision of concrete demolition services in Hong Kong and Macau mainly as a subcontractor	Independent non-executive director
羅文生 Law Man Sang	凱基證券亞洲有限公司 KGI Asia Limited	證券經紀 Securities brokerage	執行董事 Executive director

由於董事會獨立於上述實體之董事會且上述各董事概無控制董事會，因此，本集團可在獨立於且與該等實體業務保持距離的情況下開展業務。

除以上所披露者外，年內，董事概不知悉董事有任何業務及利益與本集團業務構成或可能構成競爭，又或任何該等人士與本集團存在或可能存在任何其他利益衝突。

As the Board is independent of the boards of directors of the above-mentioned entities and each of the above Directors cannot control the Board, the Group is therefore capable of carrying its business independently of and at arm's length from the businesses of these entities.

Save as disclosed above, the Directors are not aware of any business and interest of the Directors that competed or might compete with the business of the Group and any other conflict of interests which any such person had or might have with the Group during the Year.

# 董事會報告書

## DIRECTORS' REPORT

### 購買股份或債券之安排

除下文及綜合財務報表附註38所披露之購股權計劃外，於本年度，董事（包括彼等之配偶及十八歲以下之子女）概無於本公司或其相聯法團之股份或債券中擁有任何權益或獲授任何權利以認購該等股份或債券，或已行使任何該等權利。

### 主要股東及其他於本公司股份之權益

於二零一八年四月三十日，就本公司董事及行政總裁所知，下列各方（本公司董事及行政總裁除外）於本公司股份或相關股份（各自為一股「股份」）中擁有權益，而該等權益根據證券及期貨條例第336條的規定存置於記錄冊：

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### ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save for the share option scheme as disclosed below and in note 38 to the consolidated financial statements, during the Year, none of the Directors (including their spouses and children under the age of 18) had any interest in or was granted any right to subscribe for the shares in, or debentures of, the Company or its associated corporations, or had exercised any such right.

### SUBSTANTIAL SHAREHOLDERS AND OTHERS' INTERESTS IN THE SHARES OF THE COMPANY

As at 30 April 2018, so far as are known to any Directors or chief executive of the Company, the following parties (other than the Directors or chief executive of the Company) had interests in the shares or underlying shares of the Company (each a "Share") as recorded in the register required to be kept pursuant to section 336 of the SFO:

#### Long positions

名稱 Name	身份 Capacity	所持股份數目 Number of Shares held	估本公司 於二零一八年 四月三十日 已發行股本之 概約百分比 Approximate percentage of the issued share capital of the Company as at 30 April 2018
翱騰投資管理（香港）有限公司 Avant Capital Management (Hong Kong) Limited	投資經理 Investment manager	1,793,140,000 (note a) (附註a)	12.48%
Avant Capital Eagle Fund	投資經理 Investment manager	1,415,140,000 (note a) (附註a)	9.85%
梁偉浩 Leung Wai Ho	實益擁有人 Beneficial owner	1,600,000,000 (note b) (附註b)	11.14%
莊敏珊 Chong Man San, Denise	實益擁有人 Beneficial owner	1,600,000,000 (note b) (附註b)	11.14%

附註：

- (a) 該等股份包括於 Avant Capital Eagle Fund 持有的1,415,140,000股股份及 Avant Capital SPC-Avant Capital Dragon Fund SP 持有的 378,000,000股股份中擁有的權益，該兩間公司均為翹騰投資管理（香港）有限公司之全資附屬公司；及
- (d) 莊敏珊女士為梁偉浩先生之配偶。

除上文披露者外，於二零一八年四月三十日，按本公司根據證券及期貨條例第336條存置之登記冊所記錄，董事並不悉知任何人士（除本公司董事或行政總裁外）於股份或相關股份中擁有權益或淡倉。

## 重大交易、安排或合約

除下文及綜合財務報表附註38所披露之購股權計劃外，本公司或其附屬公司概無訂立本公司董事或與董事有關連的實體於當中直接或間接擁有重大權益而於年終或本年度任何時間仍然有效之重大交易、安排或合約。

## 關連方交易及關連交易

本集團於本年度之關連方交易載於綜合財務報表附註42。有關交易構成GEM上市規則第20章項下之本公司全面獲豁免關連交易。

本集團並無於本年度進行任何須遵守GEM上市規則第20章項下之申報及年度審閱規定之關連交易（包括持續關連交易）或於年末存續之該等交易。

## 主要客戶及供應商

於本年度，本集團來自五大客戶之營業總額佔本集團營業總額約50%，而本集團最大客戶之營業額佔本集團營業總額約29%。

Notes:

- (a) Such Shares include interest in 1,415,140,000 Shares held by Avant Capital Eagle Fund and 378,000,000 Shares held by Avant Capital SPC-Avant Capital Dragon Fund SP, both being wholly-owned subsidiaries of Avant Capital Management (HK) Limited; and
- (b) Ms. Chong Man San Denis is the spouse of Mr. Leung Wai Ho.

Save as disclosed above, as at 30 April 2018, the Directors were not aware of any other person (other than a Director or the chief executive of the Company) who had an interest or short position in the Shares or underlying Shares as recorded in the register required to be kept under section 336 of the SFO.

## TRANSACTION, ARRANGEMENT OR CONTRACT OF SIGNIFICANCE

Save for the Company's share option scheme as disclosed below and in note 38 to the consolidated financial statements, no transaction, arrangement or contract of significance to which the Company or its subsidiaries was a party and in which a Director or an entity connected with a Director has or had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

## RELATED PARTY TRANSACTIONS AND CONNECTED TRANSACTIONS

The related party transaction of the Group during the Year is set out in note 42 to the consolidated financial statements. Such transaction constituted fully-exempted connected transaction of the Company under Chapter 20 of the GEM Listing Rules.

No connected transaction (including continuing connected transaction) which would be subject to reporting and annual review requirements under Chapter 20 of the GEM Listing Rules was entered into by the Group during the Year or subsisted as at the end of the Year.

## MAJOR CUSTOMERS AND SUPPLIERS

For the Year, the aggregate amount of turnover attributable to the Group's five largest customers accounted for approximately 50% of the Group's total turnover and the turnover attributable to the Group's largest customer accounted for approximately 29% of the Group's total turnover.

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本集團五大供應商之採購額佔本集團採購總額約50%，而本集團最大供應商之採購額佔本集團採購總額約25%。

本年度，本公司任何董事、董事之緊密聯繫人士或股東（據董事所知擁有本公司股本5%以上）概無於本集團五大客戶及供應商中有任何權益。

### 購股權計劃

於本年度，於二零一七年九月十五日，本集團若干合資格顧問獲授購股權，以根據本公司於二零一一年八月三十日採納之購股權計劃，按每股0.0186港元之行使價認購合共1,149,030,000股股份。股份於緊接授出日期前之收市價為0.020港元。有關購股權於二零一七年九月十五日歸屬於承授人且於二零一七年九月二十九日至二零一八年九月二十八日（包括首尾兩日）期間可予行使，惟須受限於購股權計劃之條款。本集團就該授出收取總代價9港元。於本年度，並無購股權獲行使、註銷或失效。於二零一八年四月三十日，可認購1,149,030,000股股份之購股權尚未獲行使（二零一七年四月三十日：無）。

該等購股權計劃之計劃限制已根據本公司於二零一七年十月二十日召開之股東週年大會上通過之普通決議案重新更新。根據該購股權計劃可發行之股份最高數目為1,276,710,107股股份，相當於本年報日期已發行股份之約8.9%。

本公司採納之購股權計劃之詳情載於綜合財務報表附註38。

### 優先購買權

根據公司細則或百慕達法律，概無優先購買權條款，使本公司須按本公司現有股東之股權比例向彼等發行新股份。

The aggregate amount of purchases attributable to the Group's five largest suppliers accounted for approximately 50% of the Group's total purchases and the purchases attributable to the Group's largest supplier accounted for approximately 25% of the Group's total purchases.

At no time during the Year did a Director, a close associate of a Director or a shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's share capital) have an interest in any of the Group's five largest customers and suppliers.

### SHARE OPTION SCHEME

During the Year, on 15 September 2017, share options were granted to certain eligible consultants of the Group to subscribe for a total 1,149,030,000 Shares at the exercise price of HK\$0.0186 per Share under the share option scheme of the Company adopted on 30 August 2011. The closing price of the Shares immediately before the date of grant was HK\$0.020. Such options were vested in the grantees on 15 September 2017 and can be exercised from 29 September 2017 to 28 September 2018 (both days inclusive) subject to the terms of the share option scheme. The Group received a total consideration of HK\$9 in respect of such grant. No share options were exercised, cancelled or lapsed during the Year. As at 30 April 2018, share options to subscribe for 1,149,030,000 Shares remain outstanding (30 April 2017: Nil).

The scheme limit of such share option scheme was refreshed pursuant to an ordinary resolution passed on the annual general meeting of the Company held on 20 October 2017. The maximum number of Shares available for issue under such share option scheme is 1,276,710,107 Shares, representing approximately 8.9 % of the issued Shares as at the date of this annual report.

Details of the share option scheme adopted by the Company are set out in note 38 to the consolidated financial statements.

### PRE-EMPTIVE RIGHTS

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

## 薪酬政策

本集團之僱員薪酬政策由董事會之薪酬委員會（「薪酬委員會」）根據僱員之優點、資歷及能力釐定。

本公司董事及高級管理層之酬金由薪酬委員會經考慮本公司之經營業績、個人表現以及市場可資比較之統計資料後作出建議，並由董事會審批。

本公司已採納購股權計劃，向董事及合資格僱員提供獎勵。有關該計劃之詳情，載於上文及綜合財務報表附註38。

## 高級管理層酬金

根據GEM上市規則附錄15所載之企業管治守則條文第B.1.5條，本公司高級管理層成員於本年度之薪酬按組別載列如下：

零至1,000,000港元  
1,000,000港元至1,500,000港元

有關董事酬金及五名最高薪酬人士之進一步詳情載於綜合財務報表附註11。

## 遵守相關法例及法規

本年度，本公司並不知悉有任何不符合相關法例法規並對其有重大影響的事宜。

## 足夠公眾持股量

根據於本年報發行前最後實際可行日期本公司可公開獲得之資料及據董事所知，本公司於本年度一直維持足夠公眾持股量。

## EMOLUMENT POLICY

The emolument policy of the employees of the Group is determined by the remuneration committee of the Board (“Remuneration Committee”) on the basis of merit, qualifications and competence.

The emoluments of the Directors and senior management of the Company are recommended by the Remuneration Committee and approved by the Board, having regard to the Company’s operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to Directors and eligible employees. Details of the scheme are set out above and in note 38 to the consolidated financial statements.

## REMUNERATION OF SENIOR MANAGEMENT

Pursuant to Provision B.1.5 of the Corporate Governance Code set out in Appendix 15 to the GEM Listing Rules, the remuneration of the senior management of the Company for the Year by band is as follows:

		人數 Number of individuals
零至1,000,000港元	Nil to HK\$1,000,000	8
1,000,000港元至1,500,000港元	HK\$1,000,000 to HK\$1,500,000	1

Further particulars in relation to Directors’ remuneration and the five individuals with highest emoluments are set out in note 11 to the consolidated financial statements.

## COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the Year, the Company was not aware of any non-compliance with any relevant laws and regulations that had a significant impact on it.

## SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors as at the latest practicable date prior to the issue of this annual report, the Company has maintained a sufficient public float throughout the Year.

# 董事會報告書

## DIRECTORS' REPORT

### 購買、出售或贖回股份

本年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

### 獲准許的彌償條文

於本年度及截至本年報日期，對董事的利益而言，獲准許的彌償條文（定義見香港法例第622D章《公司（董事報告）規例》第9條）已經及現正生效。

### 管理合約

於本年度，本公司之一間主要從事資產管理之全資附屬公司仲達資產管理有限公司（「仲達」）與智易顧問有限公司（「智易顧問」）訂立之日期為二零一七年一月一日之合作協議生效。根據該合作協議，仲達已委聘智易顧問就仲達之日常營運、會計及財務事項提供管理服務。該合作協議並無固定期限，且概無董事於該合作協議中擁有權益。

除上文所述者外，本集團於本年度並無訂立任何有關本集團全部或任何重大部分業務之管理及行政之其他合約，或於年末存續之合約。

### PURCHASE, SALE OR REDEMPTION OF SHARES

During the Year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

### PERMITTED INDEMNITY PROVISION

During the Year and up to the date of this annual report, permitted indemnity provision (as defined in section 9 of the Companies (Directors' Report) Regulation (Chapter 622D of the Laws of Hong Kong)) was and is being in force for the benefit of the Directors.

### MANAGEMENT CONTRACT

During the Year, the cooperation agreement dated 1 January 2017 entered into between Mass Fidelity Asset Management Limited ("Mass Fidelity"), a wholly-owned subsidiary of the Company principally engaged in assets management, and GET Consulting Company Limited ("GET Consulting") was in force. Pursuant to such cooperation agreement, Mass Fidelity has engaged GET Consulting to provide management services on the daily operation and accounting and finance matters of Mass Fidelity. Such cooperation agreement did not have a fixed term and no Director was interested in such cooperation agreement.

Save as aforesaid, no other contract concerning the management and administration of the whole or any substantial part of the business of the Group was entered into by the Group or existed during the Year.

## 發行股份及債券

於本年度，

- (i) 為籌集資金開展及進一步發展本集團的借貸業務，本公司之一間間接全資附屬公司金徽香港有限公司（「金徽」）於二零一八年二月七日向一名獨立第三方發行本金額為10,000,000港元的5%息票非上市普通債券。本公司充當有關債券的擔保人；
- (ii) 亦為籌集資金開展及進一步發展本集團的借貸業務，本公司於二零一八年二月十三日向一名獨立第三方發行本金額為10,000,000港元的5%息票非上市普通債券。有關債券為無抵押及無擔保；及
- (iii) 根據本公司之全資附屬公司 Instant Victory Global Limited（作為買方）及梁偉浩先生（作為賣方）就收購藍塘創投有限公司全部已發行股本而訂立日期為二零一八年二月五日的買賣協議（「藍塘買賣協議」），本公司已於二零一八年三月十二日按每股代價股份0.028125港元的協定發行價向梁偉浩先生配發及發行1,600,000,000股代價股份，有關收購詳情載於本年報「管理層討論及分析」一節「重大收購及出售附屬公司及聯營公司」一段。

除上文所披露外，本公司及其任何附屬公司於本年度概無發行任何股份或債券。

## 股本掛鈎協議

除(i)上文及綜合財務報表附註38所披露之購股權計劃外；及(ii)上文載列之藍塘買賣協議外，本公司於本年度並無訂立或於年末存續任何股本掛鈎協議（定義見香港法例第622D章《公司（董事報告）規例》第6條）。

## ISSUE OF SHARES AND DEBENTURES

During the Year,

- (i) in order to raise funds to carry on and further develop the money lending business of the Group, Gold Medal Hong Kong Limited (“Gold Medal”), an indirect wholly-owned subsidiary of the Company, issued 5% coupon unlisted straight bond in the principal amount of HK\$10 million to an independent third party on 7 February 2018. The Company acted as the guarantor of such bond;
- (ii) also to raise funds to carry on and further develop the money lending business of the Group, the Company issued 5% coupon unlisted straight bond in the principal amount of HK\$10 million to an independent third party on 13 February 2018. Such bond is unsecured and unguaranteed; and
- (iii) pursuant to the sale and purchase agreement dated 5 February 2018 (“Blue Pool SPA”) entered into between Instant Victory Global Limited, a wholly-owned subsidiary of the Company as purchaser and Mr. Leung Wai Ho as vendor in relation the acquisition of the entire issued share capital of Blue Pool Ventures Limited, the Company has allotted and issued 1,600,000,000 consideration shares to Mr. Leung Wai Ho on 12 March 2018 at the agreed issue price of HK\$0.028125 per consideration share, further details of such acquisition are set out in the paragraphs headed “Material Acquisition and Disposal of Subsidiaries and Associates” in the “Management Discussion and Analysis” section of this annual report.

Save as disclosed above, neither the Company nor any of its subsidiaries issue any shares of debentures during the Year.

## EQUITY-LINKED AGREEMENTS

Save for the (i) share option scheme as disclosed above and in note 38 to the consolidated financial statements; and (ii) the Blue Pool SPA as set out above, no equity-linked agreement (as defined in section 6 of the Companies (Directors' Report) Regulation (Chapter 622D of the Laws of Hong Kong)) was entered into by the Company during the Year or subsisted at the end of the Year.

# 董事會報告書

## DIRECTORS' REPORT

### 過往集資活動

### PREVIOUS FUND RAISING ACTIVITIES

公佈日期	集資活動	所得款項淨額的擬定用途	於本董事會報告日期 所得款項淨額的實際用途
Date of announcements	Fund raising activities	Intended use of net proceeds	Actual use of the net proceeds as at the date of this director's report
二零一五年一月二十一日及 二零一五年三月二十七日 21 January 2015 and 27 March 2015	根據股東於本公司在二零一五年三月五日 舉行之股東特別大會授予董事之特別授 權，配售540,000,000股新股份 Placing of 540,000,000 new shares pursuant to the specific mandate granted to the Directors by the shareholders at the special general meeting of the Company held on 5 March 2015	所得款項淨總額為約159,760,000港元擬用作以下 用途： The aggregate net proceeds of approximately HK\$159.76 million was intended to be used as follows:  (i) 約30,000,000港元用作償還銀行貸款及其他貸款； (i) approximately HK\$30.00 million for repayment of bank loans and other loans;  (ii) 約33,000,000港元用作償還可換股債券及支付其 累計利息； (ii) approximately HK\$33.00 million for repayment of convertible bonds and the payment of interest accrued thereon;  (iii) 約30,000,000港元用作為發展借貸業務融資； (iii) approximately HK\$30.00 million for financing the development of the money lending business;  (iv) 約25,000,000港元用作購買作倉儲用之廠房； (iv) approximately HK\$25.00 million for purchase of factory unit for warehouse storage purpose;  (v) 約17,000,000港元已用作拓展本集團設計及裝修 服務；及 (v) approximately HK\$17.00 million for expansion of design and fitting out services of the Group; and  (vi) 餘額約24,760,000港元已用作本集團一般營運資 金。 (vi) the remaining balance of approximately HK\$24.76 million for general working capital of the Group.	所得款項淨額合共159,760,000港元已悉數用作以下用途： The aggregate net proceeds of HK\$159.76 million have been fully used as follows:  (i) 約30,000,000港元用作償還銀行貸款及其他貸款； (i) approximately HK\$30.00 million has been utilised for repayment of bank loans and other loans;  (ii) 約31,780,000港元用作償還可換股債券及支付其累 計利息，及餘額約1,220,000港元已重新分配為本集 團一般營運資金； (ii) approximately HK\$31.78 million has been utilised for repayment of the convertible bonds and the payment of interest accrued thereon, and remaining balance of approximately HK\$1.22 million has been reallocated as general working capital of the Group;  (iii) 約30,000,000港元已用作為發展借貸業務融資； (iii) approximately HK\$30.00 million has been utilised for financing the money lending business;  (iv) 約17,000,000港元已用作拓展本集團設計及裝修服 務；及 (iv) approximately HK\$17.00 million has been utilised for expansion of design and fitting out services of the Group; and  (v) 約25,980,000港元已用作本集團一般營運資金，且 當中(a)約12,180,000港元已用於為建築及建造工程 的棚架搭建服務分部採購原材料；(b)約6,450,000 港元已用於支付本集團僱員的薪金及工資；(c)約 2,030,000港元已用於撥付本集團所產生的法律及專 業費用；及(d)約5,320,000港元用於撥付本集團其他 行政開支。 (v) approximately HK\$25.98 million has been applied as general working capital of the Group and was utilised as to (a) approximately HK\$12.18 million for the purchase of raw materials for the segment of scaffolding services for construction and buildings work; (b) approximately HK\$6.45 million for the salaries and wages for the employees of the Group; (c) approximately HK\$2.03 million for the legal and professional fees incurred by the Group; and (d) approximately HK\$5.32 million for other administrative expenses of the Group.



# 董事會報告書

## DIRECTORS' REPORT

公佈日期	集資活動	所得款項淨額的擬定用途	於本董事會報告日期 所得款項淨額的實際用途
Date of announcements	Fund raising activities	Intended use of net proceeds	Actual use of the net proceeds as at the date of this director's report
			<p>為提高所得款項淨額的調動效率及盡量提高本公司股東回報，餘額約25,000,000港元（原劃撥購買工廠單位作倉庫儲存用途）已重新分割撥為本集團一般營運資金並將(i)約12,000,000港元用於支付本集團僱員的薪金及工資；及(ii)約13,000,000港元用於本集團其他行政開支，更多詳情載列於本公司日期為二零一七年六月十九日的公佈。</p> <p>To enhance the efficiency of the deployment of the net proceeds and to maximise the returns to the shareholders of the Company, the remaining balance of approximately HK\$25.00 million originally allocated for purchase of factory unit for warehouse storage purpose, was reallocated to the general working capital of the Group and utilised as to (i) approximately HK\$12.00 million for salaries and wages for the employees of the Group; and (ii) approximately HK\$13.00 million for other administrative expenses of the Group, further details of which are set out in the announcement of the Company dated 19 June 2017.</p>

### 捐款

於本年度本集團作出的慈善及其他捐款達199,000港元（上年度：121,000港元）。

### 獨立核數師

於二零一五年二月十七日，馬施雲辭任，而鄭鄭會計師事務所有限公司獲委任為本公司核數師。於二零一八年三月十四日，鄭鄭會計師事務所有限公司辭任，而D & PARTNERS CPA LIMITED獲委任為本公司核數師。除上文所述者外，本公司核數師於本年報日期前三年並無變動。本公司應屆之股東週年大會將提呈重新委任D & PARTNERS CPA LIMITED為本公司獨立核數師的議決案。

### DONATIONS

Charitable and other donations made by the Group during the Year amounted to HK\$199,000 (Last Year: HK\$121,000).

### INDEPENDENT AUDITORS

On 17 February 2015, Moore Stephens resigned, and CHENG & CHENG LIMITED was appointed, as the auditors of the Company. On 14 March 2018, CHENG & CHENG LIMITED resigned, and D & PARTNERS CPA LIMITED was appointed as the auditors of the Company. Save as aforesaid, there has been no change in auditors of the Company in the three years preceding the date of this annual report. A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint D & PARTNERS CPA LIMITED as the independent auditors of the Company.

# 董事會報告書

## DIRECTORS' REPORT

### 報告期後事項

誠如本年報「管理層討論及分析」一節內「建議物業出售事項」一段所披露者，於二零一八年五月十四日，本公司之全資附屬公司滙隆集團有限公司與Estate Lion Limited訂立撤銷協議，以撤銷及終止日期為二零一八年二月七日之正式買賣協議。該買賣協議內容建議出售香港業興街11號南匯廣場訊聯電訊大樓10樓之1、2、3、5、6、21、22、23、25、26及27室。批准該建議物業出售事項之普通決議案於本公司於二零一八年四月十七日召開之股東特別大會上遭否決。有關建議物業出售事項之詳情載於本公司日期為二零一八年一月二十四日、二零一八年四月十七日及二零一八年五月十四日之公告以及本公司日期為二零一八年三月二十一日之通函。

代表董事會

**蘇汝成**  
主席

二零一八年七月二十六日

### EVENTS AFTER THE REPORTING PERIOD

As disclosed in the paragraphs headed “Proposed Property Disposal” in the “Management Discussion and Analysis” section of this annual report, on 14 May 2018, Wui Loong Holdings Company Limited, a wholly-owned subsidiary of the Company, and Estate Lion Limited had entered into the cancellation agreement to cancel and terminate the formal sale and purchase agreement dated 7 February 2018 entered into between them in relation to the proposed disposal of units 1, 2, 3, 5, 6, 21, 22, 23, 25, 26 and 27 on 10th Floor of Pacific Link Tower, Southmark, No.11 Yip Hing Street, Hong Kong. The ordinary resolution approving such proposed property disposal was not passed at the special general meeting of the Company held on 17 April 2018. Further details of such proposed property disposal are set out in the announcements of the Company dated 24 January 2018, 17 April 2018 and 14 May 2018 and the circular of the Company dated 21 March 2018.

On behalf of the Board

**So Yu Shing**  
Chairman

26 July 2018

# 獨立核數師報告書 INDEPENDENT AUDITOR'S REPORT



致滙隆控股有限公司全體股東  
(於開曼群島註冊成立並於百慕達存續之有限公司)

## 意見

我們已完成審閱滙隆控股有限公司(「貴公司」)及其附屬公司(「貴集團」)載於第81至194頁的綜合財務報表,包括於二零一八年四月三十日的綜合財務狀況表、截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註,包括主要會計政策概要。

我們認為,該等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」)真實公平的反映 貴集團於二零一八年四月三十日之綜合財務狀況,及 貴集團截至該日止年度之綜合財務表現及其綜合現金流量,並已按照香港公司條例之披露規定妥為編製。

## 意見的基礎

我們已按照香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核。我們在該等準則下承擔的責任已在本報告核數師就審核綜合財務報表承擔的責任部分中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(以下簡稱「守則」),我們獨立於 貴集團,並已履行守則中的其他專業道德責任。我們相信,我們已取得充分恰當的審核憑證,為我們的意見提供基礎。

To the Shareholders of WLS Holdings Limited

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

## OPINION

We have audited the consolidated financial statements of WLS Holdings Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 81 to 194, which comprise the consolidated statement of financial position as at 30 April 2018, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 April 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.

# 獨立核數師報告書

## INDEPENDENT AUDITOR'S REPORT

### 關鍵審核事項

關鍵審核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核最為重要的事項。這些事項是在我們審核整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

#### 關鍵審核事項

##### 應收貸款及利息之估計減值

我們將借貸業務產生之應收貸款及利息之估計減值作為關鍵審核事項，原因為賬面值的重大性及於釐定應收貸款及利息之減值金額時需要管理層的重大估計。

於釐定借貸業務產生之應收貸款及利息減值時，管理層會考慮相關應收貸款及利息到期後的結算及各借款人相關抵押資產之估計可回收金額減銷售成本。誠如綜合財務報表附註4及22所披露，貴集團的應收貸款及利息之賬面值為503,800,000港元，相當於貴集團於二零一八年四月三十日之總資產約54%。

#### 我們在審核中處理關鍵審核事項的方法

我們有關自借貸業務產生之應收貸款及利息之估計減值的程序包括：

- 瞭解對授出貸款的關鍵控制及管理層就應收貸款及利息之可收回性的減值評估；
- 審核應收貸款及利息之抵押資產協議；
- 追蹤結算詳情到期後結算情況；及
- 評估抵押資產的可回收金額。

### KEY AUDIT MATTERS

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

#### Key audit matter

##### *Estimated impairment of loan and interest receivables*

We identified the estimated impairment of loan and interest receivables arising from the money lending business as a key audit matter due to significance of the carrying amount and significant estimation required by the management on determining the amount of impairment of loan and interest receivables.

In determining the impairment of loan and interest receivables from money lending business, the management considers the settlements subsequent to maturity of the relevant loan and interest receivables and the estimated recoverable amount of the corresponding pledged assets of each borrower less cost to sell. As disclosed in notes 4 and 22 to the consolidated financial statement, the carrying amount of the Group's loan and interest receivables was HK\$503,800,000 and represented approximately 54% of total assets of the Group as at 30 April 2018.

#### How our audit addressed the key audit matter

Our procedures in relation to estimated impairment of loan and interest receivables arising from the money lending business included:

- Understanding of the key controls over the granting of the loan and the management's impairment assessment in relation to the recoverability of loan and interest receivables;
- Reviewing pledged asset agreements for loan and interest receivables;
- Tracing settlements subsequently to maturity to settlement details; and
- Evaluating the recoverable amount of the pledged assets.

# 獨立核數師報告書

## INDEPENDENT AUDITOR'S REPORT

### 關鍵審核事項

分配至資產管理分部之商譽及無形資產減值評估

我們將分配至資產管理分部之商譽及無形資產估值作為關鍵審核事項，原因為管理層的減值評估程序涉及之複雜性及重大判斷。

誠如綜合財務報表附註4、17及18所詳述，釐定商譽及無形資產減值金額須就商譽及無形資產獲分配之現金產生單位（「現金產生單位」）之使用價值的可收回金額進行估計及由貴集團委聘一名獨立外聘估值師進行有關估值。使用價值乃基於資產管理現金產生單位之現金流量預測並計及管理層所用包括折現率、增長率、預期銷售及毛利率之關鍵假設。

### 我們在審核中處理關鍵審核事項的方法

我們有關分配至資產管理分部之商譽及無形資產減值評估的程序包括：

- 瞭解管理層進行減值評估的方法，包括編製現金流量預測及使用的估計假設；
- 評估獨立外聘估值師的資格、能力及客觀性；
- 評估使用價值估值模式的適當性及審查其數字的準確性；
- 通過與管理層的討論及根據管理層對市場發展的預期，評估現金流量預測中包括增長率、預期銷售及毛利率之關鍵假設的適當性以及與可用最近期財務表現相比較；
- 評估所用折現率的適當性，並對折現率進行敏感度分析及評估使用價值的影響；及
- 評估現金流量預測的歷史準確性及年內實際表現及現金產生單位之未來預測。

### Key audit matter

*Impairment assessment of goodwill and intangible asset allocated to asset management segment.*

We identified the valuation of goodwill and intangible asset allocated to asset management segment as a key audit matter due to the complexity and significant judgments involved in the management's impairment assessment process.

As detailed in the notes 4, 17, and 18 to the consolidated financial statements, in determining the amount of impairment for goodwill and intangible asset requires an estimation of the recoverable amount, which is the value in use of the cash-generating unit ("CGU") to which goodwill and intangible asset has been allocated and the Group engages an independent external valuer to perform such valuation. The value in use is based on cash flow forecast of the asset management's CGU and take into account the key assumptions used by management which including discount rate, growth rate, budgeted sales and gross margin.

### How our audit addressed the key audit matter

Our procedures in relation to impairment assessment of goodwill and intangible asset allocated to asset management segment included:

- Understanding how the management perform impairment assessment including the preparation of cash flow forecast and assumptions estimation;
- Evaluating the independent external valuer's competence, capabilities and objectivity;
- Evaluating the appropriateness of the value in use valuation model and checking its mathematical accuracy;
- Evaluating the appropriateness of the key assumptions in the cash flow forecast, including growth rate, budgeted sales and gross margin, by discussing with the management with reference to their expectations for market development and comparing with the most recent financial performance available;
- Assessing the appropriateness of the discount rate used, and performing sensitivity analyses on discount rate and assessing the impact on the value in use; and
- Evaluating the historical accuracy of the cash flow forecast and actual performance for the year and future prospect from the CGU.

# 獨立核數師報告書

## INDEPENDENT AUDITOR'S REPORT

### 關鍵審核事項

合約收益、棚架搭建服務及精裝修服務成本及應收（應付）客戶合約工程款項

我們將棚架搭建服務及精裝修工程的合約收益及成本以及應收（應付）客戶的合約工程款項認定為關鍵審核事項，原因是管理層對估計合約收益及合約成本所作判斷的程度屬重大。

貴集團參考報告期末合約活動的竣工階段確認棚架搭建服務及精裝修工程的合約收益及成本。竣工階段乃參考迄今已進行工作所產生的合約成本相對於估計總合約成本的比例計量。

如綜合財務報表附註4所載，貴集團根據相關合約所載的條款或其他通訊及管理層的經驗估計合約收益總額。貴集團根據主要分包商／供應商／賣方不時提供的報價及貴集團管理層的經驗估計棚架搭建服務及精裝修工程的合約成本總額（主要包括室內裝飾材料成本、勞工成本及分包費用），涉及管理層的最佳估計及判斷。合約收益及成本總額的實際結果可能高於或低於有關估計，這將影響已確認的收益及溢利。

### 我們在審核中處理關鍵審核事項的方法

我們就棚架搭建服務及精裝修工程的合約收益及成本以及應收（應付）客戶的合約工程款項執行的程序包括：

- 參考應收進度付款的後續收款及賬齡分析，瞭解管理層估計應收進度付款撥備的方式，以評估呆賬撥備是否合理；
- 與管理層進行討論，並評價就應收進度付款（特別是賬齡超過一年且於年內或報告期末後並無償還結餘或償還少量結餘者）可收回程度的評估；
- 與相關項目團隊進行會談，以瞭解合約條款、所選項目的表現及狀況，從而評價應收客戶合約工程款項的可收回程度。

### Key audit matter

*Contract revenue and costs of scaffolding services and fitting out works and amounts due from (to) customers for contract work*

We identified the contract revenue and costs of scaffolding services and fitting out works and amounts due from (to) customers for contract work as key audit matters due to the extent of significant degree of management's judgement on the estimation of contract revenue and contract costs.

The Group recognised contract revenue and costs of scaffolding services and fitting out works, by reference to the stage of completion of the contract activity at the end of the reporting period, measured based on the proportion that contract costs incurred for work performed to date relative to the estimated total contract costs.

As set out in note 4 to the consolidated financial statements, the Group estimated total contract revenue in accordance with the terms set out in the relevant contracts or other correspondences and management's experience. The Group estimated total contract costs of scaffolding services and fitting out works, which mainly comprise costs for interior materials, labour costs and subcontracting fees, based on quotations from time to time provided by the major subcontractors/suppliers/vendors and the experience of the management of the Group, which involve the management's best estimates and judgments, the actual outcome of the contract in terms of its total revenue and costs may be higher or lower than the estimates and this will affect the revenue and profit recognised.

### How our audit addressed the key audit matter

Our procedures in relation to the contract revenue and costs of scaffolding services and fitting out works and amounts due from (to) customers for contract work included:

- Obtaining an understanding of how allowance for progress billings receivable is estimated by the management to assess the reasonableness of the allowance for doubtful debts with reference to the subsequent settlements and ageing analysis of progress billings receivable;
- Discussing with the management and evaluating their assessment of the recoverability of progress billings receivable, in particular those aged over one year with no or minimal settlement of the balances during the year or subsequent to the end of the reporting period;
- Performing interviews with the relevant project team to understand the contract terms, performance and status of selected projects to evaluate the recoverability of amounts due from customers for contract work.



# 獨立核數師報告書

## INDEPENDENT AUDITOR'S REPORT

- 與合約及工程變更訂單或其他形式的協議或其他通訊核對總預算合約收益，與貴集團項目經理討論以評估彼等基於合約規模及複雜程度（按抽樣基準）估計的總預算合約收益是否合理；
  - 與貴集團項目經理討論以抽樣評估估計總合約成本的合理性，考慮包括類似項目的利潤率在內的因素，及了解相關棚架搭建服務及精裝修工程的完工狀況；
  - 抽樣對照主要分包商／供應商／賣方提供的最新成本報價，以查核估計成本總額是否合理；
  - 抽樣核完工程度的計算，並對所抽選合約的完工百分比與進度款百分比進行比較，以識別及調查任何重大差異。
- Agreeing the total budget contract revenue to the contracts and variation orders or other correspondences and discussing with the project managers of the Group to evaluate the reasonableness of their estimated total budget contract revenue based on the size and complexity of the contracts, on a sample basis;
  - Discussing with the project managers of the Group to evaluate the reasonableness of their estimated total contract costs, taking into account of factors including the profit margin of similar projects, and understanding the status of completion of the relevant scaffolding services and fitting out works, on a sample basis;
  - Verifying the reasonableness of estimated total costs by matching against the latest costs quotations provided by major subcontractors/suppliers/vendors, on a sample basis;
  - Checking calculation of stage of completion, on a sample basis and performing comparisons between the percentage of completion and the percentage of progress billing on selected contracts to identify and investigate any significant differences.

# 獨立核數師報告書

## INDEPENDENT AUDITOR'S REPORT

### 其他事項

本集團截至二零一七年四月三十日止年度之綜合財務報表由其他核數師審核，該核數師於二零一七年七月二十六日對該等報表表達無保留意見。

### 其他資料

本公司董事需對其他資料負責。其他資料包括年報內的所有資料，但不包括綜合財務報表及我們的核數師報告書。

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。

結合我們對綜合財務報表的審核，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核過程中所了解的情況存在重大不一致或者似乎有重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他資料有重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

### 董事及治理層就綜合財務報表須承擔的責任

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公平的綜合財務報表，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。

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，否則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。

治理層負責監督 貴集團財務報告過程的責任。

### OTHER MATTER

The consolidated financial statements of the Group for the year ended 30 April 2017 were audited by another auditor who expressed an unmodified opinion on those statements on 26 July 2017.

### OTHER INFORMATION

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

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

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

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

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

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

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



# 獨立核數師報告書

## INDEPENDENT AUDITOR'S REPORT

### 核數師就審核綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否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，並出具載有我們意見的核數師報告書。本報告僅根據百慕達公司法的第90條規定向閣下（作為整體）作出，不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水平的保證，但不能保證按香港審計準則進行審核，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者所作出的經濟決定，則有關的錯誤陳述可被視作重大。

作為根據香港審計準則進行審核過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對該等風險，以及取得充足及適當的審核憑證，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。
- 了解與審核相關的內部控制，以設計適當的審核程序，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及相關披露資料的合理性。

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

As part of an audit in accordance with HKSA's, we exercise professional judgement 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.

# 獨立核數師報告書

## INDEPENDENT AUDITOR'S REPORT

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能對貴集團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，則須在核數師報告書中提請注意綜合財務報表中的相關披露，或倘有關披露資料不足，則我們應當修改我們的意見。我們的結論是基於直至核數師報告書日期所取得的審核憑證。然而，未來事項或產生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、結構及內容，包括披露資料以及綜合財務報表是否公平反映相關交易及事項。
- 就貴集團內實體或業務活動的財務資料獲取充分、適當的審核憑證，以對綜合財務報表發表意見。我們負責貴集團審核的方向、監督及執行。我們對審核意見承擔全部責任。

我們與治理層溝通了（其中包括）計劃的審核範圍、時間安排及重大審核發現，包括我們在審核中識別出內部控制的任何重大缺陷。

我們亦向治理層提交聲明，說明我們已符合有關獨立性的相關道德要求，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及其他事項，以及在適用的情況下，相關的防範措施。

從與治理層溝通的事項中，我們決定哪些事項對本期綜合財務報表的審核最為重要，因而構成關鍵審核事項。我們會在核數師報告書中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項而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。

### D & PARTNERS CPA LIMITED

執業會計師

楊振宇

執業證書編號：P05595

香港，二零一八年七月二十六日

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matters 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.

### D & PARTNERS CPA LIMITED

Certified Public Accountants

Yeung Chun Yue, David

Practising Certificate Number: P05595

Hong Kong, 26 July 2018

## 綜合損益及其他全面收益表

### CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

截至二零一八年四月三十日止年度 For the year ended 30 April 2018

			二零一八年 2018	二零一七年 2017
		附註 NOTES	千港元 HK\$'000	千港元 HK\$'000
營業額	Turnover	5	152,175	185,633
銷售成本	Cost of sales		(98,813)	(138,499)
毛利	Gross profit		53,362	47,134
其他收入	Other income	7	3,462	12,456
其他收益及(虧損)	Other gains and (losses)	8	(108,401)	923
營運及行政費用	Operating and administrative expenses		(75,693)	(70,811)
投資物業之公平值之收益	Fair value gain on investment properties	15	12,000	4,350
出售物業、廠房及設備之收益	Gain on disposal of property, plant and equipment		584	853
出售一間附屬公司之收益	Gain on disposal of a subsidiary	36	–	2,309
物業、廠房及設備之 出售及撇賬虧損	Loss on disposal and write-off of property, plant and equipment		(1,190)	(1,592)
融資成本	Finance costs	9	(6,593)	(5,232)
應佔聯營公司之業績	Share of results of associates		–	176
除稅前虧損	Loss before taxation		(122,469)	(9,434)
稅項	Taxation	10	(257)	(5,211)
本年度虧損	Loss for the year	12	(122,726)	(14,645)
以下人士應佔本年度 (虧損)/溢利:	(Loss)/profit for the year attributable to:			
本公司持有人	Owners of the Company		(109,788)	(15,954)
非控股權益	Non-controlling interests		(12,938)	1,309
			(122,726)	(14,645)
每股虧損—基本及攤薄	Loss per share – basic and diluted	14	(0.848港仙) (HK0.848 cent)	(0.125港仙) (HK0.125 cent)

## 綜合損益及其他全面收益表(續)

### CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (Continued)

截至二零一八年四月三十日止年度 For the year ended 30 April 2018

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
	附註 NOTES		
本年度虧損	Loss for the year	<b>(122,726)</b>	(14,645)
其他全面(支出)/收益:	Other comprehensive (expense)/income:		
<i>可其後重新分類至損益的項目: Items that may be reclassified subsequently to profit or loss:</i>			
折算外地聯營公司產生的匯兌差額	Exchange differences arising on translation of an foreign associate	-	13
可供出售投資之公平值(虧損)/收益	Fair value (loss)/gain on available-for-sale investments	<b>(21,705)</b>	702
	21		
本年度其他全面(支出)/收益, 扣除稅項	Other comprehensive (expense)/income for the year, net of tax	<b>(21,705)</b>	715
本年度全面支出總額	Total comprehensive expense for the year	<b>(144,431)</b>	(13,930)
以下人士應佔本年度全面(支出)/收益總額:	Total comprehensive (expense)/income for the year attributable to:		
本公司持有人	Owners of the Company	<b>(131,493)</b>	(15,239)
非控股權益	Non-controlling interests	<b>(12,938)</b>	1,309
		<b>(144,431)</b>	(13,930)

# 綜合財務狀況表

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零一八年四月三十日 At 30 April 2018

			二零一八年 2018	二零一七年 2017
		附註 NOTES	千港元 HK\$'000	千港元 HK\$'000
<b>非流動資產</b>	<b>Non-current assets</b>			
投資物業	Investment properties	15	56,570	44,570
物業、廠房及設備	Property, plant and equipment	16	20,112	30,142
商譽	Goodwill	17	25,366	–
無形資產	Intangible asset	18	41,900	–
於聯營公司及合營公司之權益	Interests in associates and a joint venture	20	–	–
可供出售投資	Available-for-sale investments	21	20,921	90,633
應收貸款及利息	Loan and interest receivables	22	273,373	72,190
按金及其他應收款項	Deposits and other receivables	23	1,411	705
遞延稅項資產	Deferred tax assets	34	208	102
			<b>439,861</b>	238,342
<b>流動資產</b>	<b>Current assets</b>			
應收貸款及利息	Loan and interest receivables	22	230,235	354,663
預付款項、按金及其他應收款項	Prepayments, deposits and other receivables	23	8,672	5,452
應收賬款	Trade receivables	24	48,507	64,140
應收客戶合約工程款項	Amounts due from customers for contract work	25	11,869	7,705
存貨	Inventories	26	372	299
應收保固金	Retention monies receivables	27	3,471	1,504
按公平值計入損益之金融資產	Financial assets at fair value through profit or loss	28	63,772	90,240
應退回稅項	Tax recoverable		13	13
銀行結餘及現金－信託賬戶	Bank balances and cash – trust account	29	22,918	136
銀行結餘及現金－一般賬戶	Bank balances and cash – general accounts	29	98,804	190,217
			<b>488,633</b>	714,369
<b>流動負債</b>	<b>Current liabilities</b>			
應付客戶合約工程款項	Amounts due to customers for contract work	25	12,406	8,488
應付賬款及其他應付款項	Trade and other payables	30	64,033	40,716
應付保固金款項	Retention monies payables		1,183	1,156
應付稅項	Tax payable		1,808	3,239
融資租約承擔－即期部分	Obligations under finance leases – current portion	31	751	714
銀行借貸	Bank borrowings	32	29,006	32,229
其他貸款及其他借貸	Other loan and other borrowings	33	92,000	20,000
銀行透支	Bank overdrafts	32	15,258	7,365
			<b>216,445</b>	113,907
<b>流動資產淨值</b>	<b>Net current assets</b>		<b>272,188</b>	600,462
<b>總資產減流動負債</b>	<b>Total assets less current liabilities</b>		<b>712,049</b>	838,804

## 綜合財務狀況表(續)

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

於二零一八年四月三十日 At 30 April 2018

			二零一八年 2018	二零一七年 2017
		附註 NOTES	千港元 HK\$'000	千港元 HK\$'000
<b>非流動負債</b>	<b>Non-current liabilities</b>			
融資租約承擔	Obligations under finance leases			
— 非即期部分	— non-current portion	31	<b>1,431</b>	2,173
遞延稅項負債	Deferred tax liabilities	34	<b>169</b>	374
其他貸款及其他借貸	Other loan and other borrowings	33	–	54,000
			<b>1,600</b>	56,547
<b>資產淨值</b>	<b>Net assets</b>		<b>710,449</b>	782,257
<b>股本及儲備</b>	<b>Capital and reserves</b>			
股本	Share capital	35	<b>143,670</b>	127,670
儲備	Reserves		<b>583,586</b>	658,456
本公司持有人應佔權益	Equity attributable to owners of the Company		<b>727,256</b>	786,126
非控股權益	Non-controlling interests		<b>(16,807)</b>	(3,869)
<b>權益總額</b>	<b>Total equity</b>		<b>710,449</b>	782,257

第81至194頁之綜合財務報表於二零一八年七月二十六日經董事會批核及授權刊發，並以下列人士代為簽署：

The consolidated financial statements on pages 81 to 194 were approved and authorised for issue by the Board of Directors on 26 July 2018 and are signed on its behalf by:

蘇汝成  
SO YU SHING  
董事  
Director

阮駿暉  
YUEN CHUN FAI  
董事  
Director

# 綜合權益變動報表

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零一八年四月三十日止年度 For the year ended 30 April 2018

		本公司持有人應佔								非控股		
		Attributable to the owners of the Company								權益		
		股本	股份溢價	實繳盈餘	合併儲備	購股權儲備	匯兌儲備	投資重估儲備	累計虧損	總額	權益	權益總額
		Share capital	Share premium	Contributed surplus	Merger reserve	Share option reserve	Exchange reserve	Investment revaluation reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		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	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
				(附註1)	(附註2)	(附註3)						
				(Note 1)	(Note 2)	(Note 3)						
於二零一六年五月一日	At 1 May 2016	127,670	507,430	191,087	2,222	2,364	(13)	16,352	(45,747)	801,365	(5,178)	796,187
本年度虧損	Loss for the year	-	-	-	-	-	-	-	(15,954)	(15,954)	1,309	(14,645)
折算外地聯營公司產生的匯兌差額	Exchange differences arising on translation of an foreign associate	-	-	-	-	-	13	-	-	13	-	13
可供出售投資之公平值收益	Fair value gain on available-for-sale investments	-	-	-	-	-	-	702	-	702	-	702
本年度其他全面收益	Other comprehensive income for the year	-	-	-	-	-	13	702	-	715	-	715
本年度全面支出總額	Total comprehensive expense for the year	-	-	-	-	-	13	702	(15,954)	(15,239)	1,309	(13,930)
本年度到期之購股權	Share options expired during the year	-	-	-	-	(2,364)	-	-	2,364	-	-	-
於二零一七年四月三十日	At 30 April 2017	127,670	507,430	191,087	2,222	-	-	17,054	(59,337)	786,126	(3,869)	782,257

		本公司持有人應佔								非控股		
		Attributable to the owners of the Company								權益		
		股本	股份溢價	實繳盈餘	合併儲備	購股權儲備	匯兌儲備	投資重估儲備	累計虧損	總額	權益	權益總額
		Share capital	Share premium	Contributed surplus	Merger reserve	Share option reserve	Exchange reserve	Investment revaluation reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		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	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
				(附註1)	(附註2)	(附註3)						
				(Note 1)	(Note 2)	(Note 3)						
於二零一七年五月一日	At 1 May 2017	127,670	507,430	191,087	2,222	-	-	17,054	(59,337)	786,126	(3,869)	782,257
本年度虧損	Loss for the year	-	-	-	-	-	-	-	(109,788)	(109,788)	(12,938)	(122,726)
可供出售投資之公平值虧損	Fair value loss on available-for-sale investments	-	-	-	-	-	-	(21,705)	-	(21,705)	-	(21,705)
本年度其他全面支出	Other comprehensive expense for the year	-	-	-	-	-	-	(21,705)	-	(21,705)	-	(21,705)
本年度全面支出總額	Total comprehensive expense for the year	-	-	-	-	-	-	(21,705)	(109,788)	(131,493)	(12,938)	(144,431)
於就可供出售投資確認減值時重新分類調整	Reclassification adjustment upon impairment recognised in respect of available-for-sale investments	-	-	-	-	-	-	17,928	-	17,928	-	17,928
於就可供出售投資確認出售虧損時重新分類調整	Reclassification adjustment upon loss on disposal recognised in respect of available-for-sale investments	-	-	-	-	-	-	(20,525)	-	(20,525)	-	(20,525)
於就可供出售投資確認贖回收益時重新分類調整	Reclassification adjustment upon gain on redemption recognised in respect of available-for-sale investments	-	-	-	-	-	-	(860)	-	(860)	-	(860)
新發行代價股份(附註36)	New issue of consideration shares (note 36)	16,000	52,800	-	-	-	-	-	-	68,800	-	68,800
確認股本結算股份付款	Recognition of equity-settled share-based payment	-	-	-	-	7,280	-	-	-	7,280	-	7,280
於二零一八年四月三十日	At 30 April 2018	143,670	560,230	191,087	2,222	7,280	-	(8,108)	(169,125)	727,256	(16,807)	710,449

## 綜合權益變動報表(續)

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)

截至二零一八年四月三十日止年度 For the year ended 30 April 2018

### 附註：

1. 本集團之實繳盈餘指根據股東於二零一四年八月二十八日舉行之股東特別大會上通過特別決議案將註銷股份溢價時截至當日之全部進賬額轉撥而至的金額。
2. 本集團之合併儲備指本公司已發行之股本面值換取根據本集團於二零零一年十一月二十三日進行之集團重組所購入附屬公司已發行股本面值之差額。
3. 本集團之購股權儲備指在有關授出日期所授出購股權之公平值以及於報告期末的結餘。

### Notes:

1. The contributed surplus of the Group represents the amount transferred from share premium amount upon the cancellation of the entire amount standing to the credit of the share premium account as at 28 August 2014 pursuant to a special resolution passed by the shareholders at an extraordinary general meeting held on that date.
2. The merger reserve of the Group represents the difference between the nominal amount of the share capital issued by the Company in exchange for the nominal value for the issued share capital of the subsidiaries acquired pursuant to the Group's reorganisation on 23 November 2001.
3. The share option reserve of the Group represents the fair value of share options granted at the relevant grant dates and outstanding as at end of the reporting period.



# 綜合現金流量表

## CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零一八年四月三十日止年度 For the year ended 30 April 2018

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
	附註 NOTE		
<b>經營業務</b>	<b>Operating activities</b>		
除稅前虧損	Loss before taxation	(122,469)	(9,434)
就下列各項作出調整：	Adjustments for:		
長期應付賬款之撇賬	Write-off of long-aged trade payables	(28)	–
已收回壞賬	Bad debt recovered	(25)	–
股息收入	Dividend income	(112)	(10,761)
利息收入	Interest income	(335)	(38)
扣除回撥之應收賬款及應收 保固金之呆壞賬撥備(撥回)	Allowance for (reversal of) bad and doubtful trade receivables and retention monies receivables, net of reversal	20,294	3,638
出售按公平值計入損益之 金融資產之虧損	Loss on disposal of financial assets at fair value through profit or loss	33,473	–
按公平值計入損益之金融資產之 公平值虧損/(收益), 淨額	Fair value loss/(gain) on financial assets at fair value through profit or loss, net	30,525	(6,899)
可供出售投資減值	Impairment of available-for-sale investments	25,710	5,976
出售可供出售投資之虧損	Loss on disposal of available-for-sale investments	19,656	–
贖回可供出售投資之收益	Gain on redemption of available-for-sale investment	(963)	–
應收賬款之撇賬	Write-off of trade receivables	–	19,453
折舊	Depreciation	9,012	9,980
股本結算之款項支出	Share-based payment expenses	7,280	–
投資物業之公平值收益	Fair value gain on investment properties	(12,000)	(4,350)
出售物業、廠房及設備收益	Gain on disposal of property, plant and equipment	(584)	(853)
出售一間附屬公司的收益	Gain on disposal of a subsidiary	–	(2,309)
物業、廠房及設備之出售及 撇賬虧損	Loss on disposal and write-off of property, plant and equipment	1,190	1,592
融資成本	Finance costs	6,593	5,232
應佔聯營公司之業績	Share of results of associates	–	(176)
<b>於營運資金變動前之經營 現金流動</b>	<b>Operating cash flows before movements in working capital</b>	<b>17,217</b>	<b>11,051</b>
應收貸款及利息增加	Increase in loan and interest receivables	(76,755)	(52,772)
預付款項、按金及其他 應收款項增加	Increase in prepayments, deposits and other receivables	(2,095)	(3,304)
應收賬款增加	Increase in trade receivables	(4,763)	(36,605)
應收客戶合約工程款項(增加)/ 減少	(Increase)/decrease in amounts due from customers for contract work	(4,164)	11,293
存貨(增加)/減少	(Increase)/decrease in inventories	(73)	56
應收保固金(增加)/減少	(Increase)/decrease in retention monies receivables	(1,840)	498
按公平值計入損益之 金融資產增加	Increase in financial assets at fair value through profit or loss	(37,530)	(23,439)
銀行結餘及現金增加—信託賬戶	Increase in bank balances and cash – trust account	(22,782)	(136)
應付客戶合約工程款項增加	Increase in amounts due to customers for contract work	3,918	5,942
應付賬款及其他應付款項增加	Increase in trade and other payables	23,356	24,568
應付保固金款項增加/(減少)	Increase/(decrease) in retention monies payables	27	(30)

## 綜合現金流量表(續)

## CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

截至二零一八年四月三十日止年度 For the year ended 30 April 2018

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
	附註 NOTES		
業務所用現金額	Cash used in operations	(105,484)	(62,878)
繳付香港利得稅	Hong Kong Profits Tax paid	(2,021)	–
退回香港利得稅	Hong Kong Profits Tax refunded	–	48
<b>經營業務所用現金淨額</b>	<b>Net cash used in operating activities</b>	<b>(107,505)</b>	<b>(62,830)</b>
<b>投資業務</b>	<b>Investing activities</b>		
出售可供出售投資所得款項	Proceeds from disposal of available-for-sale investments	29,688	–
出售物業、廠房及設備所得款項	Proceeds from disposal of property, plant and equipment	679	868
收購一間附屬公司的現金流入淨額	Net cash inflow from acquisition of a subsidiary	238	–
已收股息收入	Dividend income received	112	10,761
已收利息	Interest received	20	38
出售一間附屬公司的現金流入淨額	Net cash inflow from disposal of a subsidiary	–	20,000
購買可供出售投資	Purchases of available-for-sale investments	(29,541)	(50,546)
購買物業、廠房及設備	Purchase of property, plant and equipment	(266)	(2,885)
<b>投資業務所得(所用)現金淨額</b>	<b>Net cash generated from (used in) investing activities</b>	<b>930</b>	<b>(21,764)</b>
<b>融資業務</b>	<b>Financing activities</b>		
新造銀行借貸	New bank borrowings raised	52,186	57,306
扣除發行成本之其他貸款及其他借貸之所得款項	Proceeds from other loan and other borrowings, net of issue cost	20,000	74,000
已付融資租約費用	Finance lease charges paid	(134)	(124)
償還融資租約承擔	Repayment of obligations under finance leases	(705)	(771)
償還其他貸款及其他借貸	Repayment of other loan and other borrowings	(2,000)	(20,000)
已付利息	Interest paid	(6,669)	(5,108)
償還銀行借貸	Repayment of bank borrowings	(55,409)	(59,501)
<b>來自融資業務之現金淨額</b>	<b>Net cash generated from financing activities</b>	<b>7,269</b>	<b>45,802</b>
<b>現金及現金等值項目減少淨額</b>	<b>Net decrease in cash and cash equivalents</b>	<b>(99,306)</b>	<b>(38,792)</b>
<b>於年初之現金及現金等值項目</b>	<b>Cash and cash equivalents at the beginning of the year</b>	<b>182,852</b>	<b>221,644</b>
<b>於年末之現金及現金等值項目</b>	<b>Cash and cash equivalents at the end of the year</b>	<b>83,546</b>	<b>182,852</b>
<b>現金及現金等值項目分析</b>	<b>Analysis of cash and cash equivalents</b>		
銀行結餘及現金—一般賬戶	Bank balances and cash – general accounts	98,804	190,217
銀行透支	Bank overdrafts	(15,258)	(7,365)
		<b>83,546</b>	<b>182,852</b>

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 1. 一般事項

本公司於開曼群島註冊成立為一間受豁免並於百慕達存續之有限公司，其股份於香港聯合交易所有限公司（「聯交所」）GEM上市。本公司註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。本公司香港總辦事處及主要營業地點為香港香港仔黃竹坑業興街11號南匯廣場A座10樓1001-1006室。

本集團主要從事提供建築及建造工程棚架搭建及精裝修服務及其他建造及樓宇工程服務之業務、借貸業務、證券經紀及孖展融資、證券投資業務及資產管理業務。

該等綜合財務報表乃以港元（「港元」）呈報，這亦為本公司的功能貨幣。

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

#### 本年度強制生效之香港財務報告準則之修訂本

本集團已於本年度首次應用下列由香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則之修訂本：

香港會計準則第7號 （修訂本）	披露計劃
香港會計準則第12號 （修訂本）	就未變現虧損確認遞延稅項資產
香港財務報告準則 第12號（修訂本）	作為香港財務報告準則二零一四年至二零一六年週期之年度改進部份

除下文所述外，於本年度應用香港財務報告準則修訂本，對本年度及過往年度之本集團財務表現及狀況及／或該等綜合財務報表所載之披露事項，並無構成重大影響。

### 1. GENERAL INFORMATION

The Company is incorporated in the Cayman Islands as an exempted company and continued in Bermuda with limited liability and its shares are listed on the GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The head office and the principal place of business of the Company in Hong Kong is located at Rooms 1001-1006, 10th Floor, Tower A, Southmark, No. 11 Yip Hing Street, Wong Chuk Hang, Aberdeen, Hong Kong.

The principal activities of the Group are the provision of scaffolding and fitting out services, and other services for construction and buildings work, money lending business, securities brokerage and margin financing and securities investment business and assets management business.

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

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

#### Amendments to HKFRSs that are mandatorily effective for the current year

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

Amendments to HKAS 7	Disclosure Initiative
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses
Amendments to HKFRS 12	As part of the Annual Improvements to HKFRSs 2014 – 2016 Cycle

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

## 綜合財務報表附註

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

### 香港會計準則第7號（修訂本）披露計劃

本集團已於本年度首次應用該等修訂本。該等修訂本要求實體提供披露，使財務報表使用者能評估融資活動產生之負債變動，包括現金及非現金變動。此外，倘金融資產產生之現金流量或未來現金流量將計入融資活動所得現金流量，該等修訂本亦要求披露該等金融資產之變動。

尤其是，該等修訂本規定披露以下變動：(i) 來自融資現金流之變動；(ii) 來自取得或失去附屬公司或其他業務之控制權之變動；(iii) 匯率變動之影響；(iv) 公平值變動；及(v) 其他變動。

該等項目期初及期末結餘之對賬載於附註45。與該等修訂本之過渡性條文一致，本集團並無披露過往年度之比較資料。除附註45額外披露外，應用該等修訂本對本集團綜合財務報表並無任何影響。

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

### Amendments to HKAS 7 Disclosure Initiative

The Group has applied these amendments for the first time in the current year. The amendments require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both cash and non-cash changes. In addition, the amendments also require disclosures on changes in financial assets if cash flows from those financial assets were, or future cash flows will be, included in cash flows from financing activities.

Specifically, the amendments require the following to be disclosed: (i) changes from financing cash flows; (ii) changes arising from obtaining or losing control of subsidiaries or other businesses; (iii) the effect of changes in foreign exchange rates; (iv) changes in fair values; and (v) other changes.

A reconciliation between the opening and closing balances of these items is provided in note 45. Consistent with the transition provisions of the amendments, the Group has not disclosed comparative information for the prior year. Apart from the additional disclosure in note 45, the application of these amendments has had no impact on the Group’s consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

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

已頒佈但尚未生效之新訂及經修訂香港財務報告準則

New and revised HKFRSs issued but not yet effective

本集團並無提早應用以下已頒佈但尚未生效的新訂及經修訂香港財務報告準則：

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

香港財務報告準則第9號	金融工具 <sup>1</sup>	HKFRS 9	Financial Instruments <sup>1</sup>
香港財務報告準則第15號	來自客戶合約之收益及相關修訂 <sup>1</sup>	HKFRS 15	Revenue from Contracts with Customers and the Related Amendments <sup>1</sup>
香港財務報告準則第16號	租賃 <sup>2</sup>	HKFRS 16	Leases <sup>2</sup>
香港財務報告準則第17號	保險合約 <sup>4</sup>	HKFRS 17	Insurance Contracts <sup>4</sup>
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 <sup>1</sup>	HK (IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration <sup>1</sup>
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 <sup>2</sup>	HK (IFRIC) – Int 23	Uncertainty over Income Tax Treatments <sup>2</sup>
香港財務報告準則第2號（修訂本）	股份支付交易的分類及計量 <sup>1</sup>	Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions <sup>1</sup>
香港財務報告準則第4號（修訂本）	採用香港財務報告準則第4號保險合約時一併應用香港財務報告準則第9號金融工具 <sup>1</sup>	Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts <sup>1</sup>
香港財務報告準則第9號（修訂本）	附帶負補償特性的預付款項 <sup>2</sup>	Amendments to HKFRS 9	Prepayment Features with Negative Compensation <sup>2</sup>
香港財務報告準則第10號及香港會計準則第28號（修訂本）	投資者與其聯營公司或合營企業之間出售或注入資產 <sup>3</sup>	Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
香港會計準則第19號（修訂本）	計劃修訂、削減或結算 <sup>2</sup>	Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement <sup>2</sup>
香港會計準則第28號的（修訂本）	於聯營公司及合營企業的長期權益 <sup>2</sup>	Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures <sup>2</sup>
香港會計準則第28號（修訂本）	作為香港財務報告準則二零一四年至二零一六年週期之年度改進之一部份 <sup>1</sup>	Amendments to HKAS 28	As part of the Annual Improvements to HKFRSs 2014-2016 Cycle <sup>1</sup>
香港會計準則第40號（修訂本）	投資物業轉讓 <sup>1</sup>	Amendments to HKAS 40	Transfers of Investment Property <sup>1</sup>
香港財務報告準則之修訂本	香港財務報告準則二零一五年至二零一七年期間之年度改進 <sup>2</sup>	Amendments to HKFRSs	Annual Improvements to HKFRSs 2015 – 2017 Cycle <sup>2</sup>

<sup>1</sup> 於二零一八年一月一日或之後開始之年度期間生效

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2018

<sup>2</sup> 於二零一九年一月一日或之後開始之年度期間生效

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2019

<sup>3</sup> 於待釐定日期或之後開始之年度期間生效

<sup>3</sup> Effective for annual periods beginning on or after a date to be determined

<sup>4</sup> 於二零二一年一月一日或之後開始之年度期間生效

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2021

## 綜合財務報表附註

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

### 已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

#### 香港財務報告準則第9號－金融工具

香港財務報告準則第9號引入有關金融資產、金融負債、一般對沖會計法之分類及計量的新規定以及金融資產的減值規定。

對本集團相關的香港財務報告準則第9號之主要規定如下：

- 所有屬香港會計準則第39號範疇之已確認金融資產，其後均按攤銷成本或公平值計量。於目的為用以收取合約現金流之業務模式之債務投資，及僅為支付本金及尚未償還本金之利息而擁有合約現金流之債務投資，一般於其後會計期末按攤銷成本計量。於目的為同時收取合約現金流及出售金融資產下持有之債務工具，以及金融資產合約條款令於特定日期產生之現金流僅為支付本金及尚未償還本金之利息的債務工具，均按透過其他全面收益按公平值列賬（「透過其他全面收益按公平值列賬」）之方式計量。所有其他債務投資及股本投資均於其後會計期間結束時按公平值計量。此外，根據香港財務報告準則第9號，實體可以作出不可撤回的選擇於其他全面收益呈列股本投資（並非持作買賣）之其後公平值變動，惟一般僅於損益確認股息收入。
- 就金融資產之減值而言，香港財務報告準則第9號規定按預期信貸虧損模式計算，與香港會計準則第39號項下按已產生信貸虧損模式計算相反。預期信貸虧損模式規定實體於各報告日期將預期信貸虧損及該等預期信貸虧損之變動入賬，以反映信貸風險自初始確認以來之變動。換言之，毋須再待發生信貸事件方確認信貸虧損。

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

### New and revised HKFRSs issued but not yet effective (Continued)

#### HKFRS 9 – Financial Instruments

HKFRS 9 introduces new requirements for the classification and measurement of financial assets, financial liabilities, general hedge accounting and impairment requirements for financial assets.

Key requirements of HKFRS 9 which are relevant to the Group are:

- all recognised financial assets that are within the scope of HKAS 39 are required to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are generally measured at Fair Value Through Other Comprehensive Income (“FVTOCI”). All other debt investments and equity investments are measured at their fair value at the end of subsequent accounting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.
- in relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

香港財務報告準則第9號－金融工具（續）

根據本集團截至二零一八年四月三十日的金融工具及風險管理政策，本公司董事預期首次應用香港財務報告準則第9號將會有以下潛在影響：

分類及計量：

- 誠如附註21披露，按公平值列賬的被分類為可供出售投資之上市股本證券：根據香港財務報告準則第9號，該等證券符合資格指定透過其他全面收益按公平值列賬，然而，本集團並無計劃選擇將該等證券指定透過其他全面收益按公平值列賬，並將按公平值計量該等證券，而其後之公平值收益或虧損將於損益內確認。於初次採用香港財務報告準則第9號時，該等可供出售投資之相關投資重估儲備為8,108,000港元，將於二零一八年五月一日轉撥至累計虧損。
- 誠如附註21披露，按成本減去減值列賬的被分類為可供出售投資之股本證券：根據香港財務報告準則第9號，該等證券符合資格指定為透過其他全面收益按公平值列賬之方式計量，然而，本集團並無計劃選擇將該等證券指定透過其他全面收益按公平值列賬，並將按公平值計量該等證券，而其後之公平值收益或虧損將於損益內確認。於初次採用香港財務報告準則第9號時，該等證券之相關公平值，即成本減去減值與公平值之差額，將於二零一八年五月一日之累計虧損中調整。

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

New and revised HKFRSs issued but not yet effective (Continued)

HKFRS 9 – Financial Instruments (Continued)

Based on the Group’s financial instruments and risk management policies as at 30 April 2018, the directors of the Company anticipate the following potential impact on the initial application of HKFRS 9:

Classification and measurement:

- Listed equity securities classified as available-for-sale investments carried at fair value as disclosed in note 21: these securities qualified for designation as measured at FVTOCI under HKFRS 9, however, the Group plans not to elect the option for designation and will measure these securities at fair value with subsequent fair value gains or losses to be recognised in profit or loss. Upon initial application of HKFRS 9, investments revaluation reserve of HK\$8,108,000 related to these available-for-sale investments will be transferred to accumulated losses at 1 May 2018.
- Equity securities classified as available-for-sale investments carried at cost less impairment as disclosed in note 21: these securities qualified for designation as measured at FVTOCI under HKFRS 9, however, the Group plans not to elect the option for designation and will measure these securities at fair value with subsequent fair value gains or losses to be recognised in profit or loss. Upon initial application of HKFRS 9, fair value related to these securities, representing the differences between cost less impairment and fair value would be adjusted to accumulated losses as at 1 May 2018.

## 綜合財務報表附註

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

香港財務報告準則第9號－金融工具（續）

減值：

一般而言，本公司董事預期應用香港財務報告準則第9號的預期信貸虧損模式將導致本集團對本集團按攤銷成本計量之金融資產其相關但尚未產生之信貸虧損以及其他因本集團應用香港財務報告準則第9號後而需作撥備之項目提前作出信貸撥備。

根據本公司董事的評估，倘本集團將採用預期信貸虧損模式，則本集團於二零一八年五月一日已予確認之累計減值虧損與根據香港會計準則第39號對貿易及其他應收款項以及應收合營公司及關連方款項之預計信貸損失撥備所累計之金額將有所增長。於預期信貸虧損模式下確認的該等進一步減值將於二零一八年五月一日增加期初累計虧損及增加遞延稅項資產。

香港財務報告準則第15號－來自合約客戶之收益

香港財務報告準則第15號已頒佈，其制定一項單一全面模式供實體用作來自合約客戶所產生之收益入賬。於香港財務報告準則第15號生效後，其將取代現時之收益確認指引，包括香港會計準則第18號「收益」、香港會計準則第11號「建築合約」及相關詮釋。

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

New and revised HKFRSs issued but not yet effective (Continued)

HKFRS 9 – Financial Instruments (Continued)

Impairment:

In general, the directors of the Company anticipate that the application of the expected credit loss model of HKFRS 9 will result in earlier provision of credit losses which are not yet incurred in relation to the Group’s financial assets measured at amortised costs and other items that subject to the impairment provisions upon application of HKFRS 9 by the Group.

Based on the assessment by the directors of the Company, if the expected credit loss model were to be applied by the Group, the accumulated amount of impairment loss to be recognised by Group as at 1 May 2018 would be increased as compared to the accumulated amount recognised under HKAS 39 mainly attributable to expected credit losses provision on trade and other receivables and amount(s) due from a joint venture and a related party. Such further impairment recognised under expected credit loss model would increase the opening accumulated losses and increase the deferred tax assets at 1 May 2018.

HKFRS 15 – Revenue from Contracts with Customers

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



**2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）**

**已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）**

**香港財務報告準則第15號 – 來自合約客戶之收益（續）**

香港財務報告準則第15號之核心原則為實體所確認向客戶轉讓承諾貨品或服務描述之收益金額，應為能反映該實體預期就交換該等貨品或服務而有權獲得之代價。具體而言，該準則引入五個確認收益之步驟：

- 第一步：識別與客戶之合約
- 第二步：識別合約中的履約責任
- 第三步：釐定交易價格
- 第四步：將交易價格分配至合約中之履約責任
- 第五步：於實體完成履約責任時（或就此）確認收益

根據香港財務報告準則第15號，實體於完成履約責任時（或就此），即於特定履約責任相關之商品或服務之「控制權」轉讓予客戶時，確認為收益。香港財務報告準則第15號已就特別情況之處理方法加入明確指引。此外，香港財務報告準則第15號規定作出更詳盡之披露。

香港會計師公會於二零一六年發佈有關香港財務報告準則第15號識別履約責任、委托人與代理的考量及許可證申請指引之澄清。

本集團預期將來應用香港財務報告準則第15號可能會導致更多披露，然而，本集團預期應用香港財務報告準則第15號不會對相關報告期間所確認的收益的時間性及金額產生重大影響。本集團有意利用經修訂的追溯法採用香港財務報告準則第15號，即採用該準則的累計影響（如有）將於二零一八年五月一日的累計溢利確認，且比較數字將不予重列。

**2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)**

**New and revised HKFRSs issued but not yet effective (Continued)**

**HKFRS 15 – Revenue from Contracts with Customers (Continued)**

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

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

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

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

The Group anticipates that the application of HKFRS 15 in the future may result in more disclosures, however, the Group does not anticipate that the application of HKFRS 15 will have a material impact on the timing and amounts of revenue recognised in the respective reporting periods. The Group intends to adopt HKFRS 15 using the modified retrospective approach, of which the cumulative impact of the adoption, if any, will be recognised in accumulated profits as of 1 May 2018 and comparatives will not be restated.

## 綜合財務報表附註

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

### 已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

#### 香港財務報告準則第16號 – 租賃

香港財務報告準則第16號引入一個綜合模式以供識別租賃安排及出租人和承租人的會計處理。當香港財務報告準則第16號生效時，它將取代香港會計準則第17號「租賃」及相關詮釋。

香港財務報告準則第16號以識別資產是否由客戶控制為基準來區分租賃及服務合約。除短期租賃及低值資產租賃外，經營租賃及融資租賃的差異自承租人會計處理中移除，並由承租人須就所有租賃確認使用權資產及相應負債的模式替代。

使用權資產起初按成本計量，隨後以成本（惟若干例外情況除外）減累計折舊及減值虧損計量，並就租賃負債的任何重新計量而作出調整。租賃負債初步按租賃款項（非當日支付）之現值計量。隨後，租賃負債會就利息及租賃款項以及（其中包括）租賃修訂的影響作出調整。就現金流量分類而言，本集團目前將前期預付租賃款項呈列為與自用租賃土地及分類為投資物業的租賃土地有關的投資現金流量，其他經營租賃款項則呈列為經營現金流量。根據香港財務報告準則第16號，有關租賃負債的租賃款項將分配至本金及利息部分，並以融資現金流量呈列。

根據香港會計準則第17號，本集團已確認本集團為承租人的融資租賃安排有關的若干資產及其關連的融資租賃負債。應用香港財務報告準則第16號可能導致該等資產在分類上的潛在變動，取決於本集團是否單獨呈列使用權資產，或在呈列相應相關資產（倘擁有）的同一項目呈列。

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

### New and revised HKFRSs issued but not yet effective (Continued)

#### HKFRS 16 – Leases

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

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

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

香港財務報告準則第16號 – 租賃（續）

與承租人會計處理方法相反，香港財務報告準則第16號大致保留香港會計準則第17號內出租人的會計要求，並繼續規定出租人將租賃分類為經營租賃或融資租賃。

此外，香港財務報告準則第16號亦要求較廣泛的披露。

於二零一八年四月三十日，如附註40所披露，本集團有不可撤銷經營租賃承擔約9,533,000港元。初步評估表明，該等安排符合香港財務報告準則第16號下的租賃定義，因此，本集團將就所有該等租賃確認使用權資產及相應負債，除非其在應用香港財務報告準則第16號後符合低價值或短期租賃。此外，應用新的規定或會導致計量、呈列及披露出現上述變化。然而，在董事完成詳細審閱之前，提供財務影響之合理估計並不切實際。

此外，本集團現時認為已支付之可退回租賃按金1,150,000港元為適用香港會計準則第17號之租賃項下之權利及義務。根據香港財務報告準則第16號項下租賃付款之定義，該等按金並不為與使用相關資產權利有關的付款，因此，該等按金之賬面值或會調整為攤銷成本且有關調整被視為額外租賃付款。已付可退回租賃按金之調整將計入使用權資產之賬面值。

除上文所述者外，本公司董事預期應用其他新訂及經修訂香港財務報告準則不會對本集團的綜合財務報表造成重大影響。

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

New and revised HKFRSs issued but not yet effective (Continued)

HKFRS 16 – Leases (Continued)

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

Furthermore, extensive disclosures are required by HKFRS 16.

As at 30 April 2018, the Group has non-cancellable operating lease commitments of approximately HK\$9,533,000 as disclosed in note 40. A preliminary assessment indicates that these arrangements will meet the definition of a lease under HKFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases upon the application of HKFRS 16. In addition, the application of new requirements may result changes in measurement, presentation and disclosure as indicated above. However, it is not practicable to provide a reasonable estimate of the financial effect until the directors complete a detailed review.

In addition, the Group currently considers refundable rental deposits paid of HK\$1,150,000 as rights and obligations under leases to which HKAS 17 applies. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use the underlying assets, accordingly, the carrying amounts of such deposits may be adjusted to amortised cost and such adjustments are considered as additional lease payments. Adjustments of refundable rental deposits paid would be included in the carrying amount of right-of-use assets.

Other than the above, the directors of the Company anticipate that the application of the other new and revised HKFRSs will have no material impact on the Group’s consolidated financial statements.

## 綜合財務報表附註

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3. 重要會計政策

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

誠如下文所載會計政策所解釋，綜合財務報表已按歷史成本基準編製，惟按公平值計量的投資物業及若干金融工具除外。

歷史成本一般按交換貨品及服務之代價之公平值計算。

公平值為於計量日市場參與者間於有秩序交易中出售資產所收取或轉讓負債所支付之價格，而不論該價格為可直接觀察或可使用其他估值方法估計。於估計資產或負債之公平值時，本集團會考慮該等市場參與者於計量日對資產或負債定價時所考慮之資產或負債之特點。於該等綜合財務報表中作計量及／或披露目的之公平值乃按此基準釐定，惟香港財務報告準則第2號「以股份為基礎的付款」範圍內以股份支付之交易、香港會計準則第17號「租賃」範圍內之租賃交易及與公平值類似但並非公平值之計量（如香港會計準則第2號「存貨」之可變現淨值或香港會計準則第36號「資產減值」之使用價值）除外。

非金融資產之公平值計量乃考慮市場參與者通過使用其資產之最高及最佳用途或將其出售予將使用其最高及最佳用途之另一市場參與者，從而可產生經濟利益之能力。

### 3. SIGNIFICANT ACCOUNTING POLICIES

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

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

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

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

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

### 3. 重要會計政策 (續)

此外，就財務呈報目的而言，公平值計量根據公平值計量輸入數據之可觀察程度及輸入數據對公平值計量之整體重要性分類為第一、二或三級，詳情如下：

- 第一級輸入數據乃於計量日實體可得之相同資產或負債在活躍市場之報價（未經調整）；
- 第二級輸入數據乃根據第一級所列報價以外之可直接或間接觀察資產或負債之輸入數據；及
- 第三級輸入數據乃資產或負債之無法觀察輸入數據。

主要會計政策載列如下。

#### 綜合基準

綜合財務報表包括本公司及受本公司及其附屬公司控制的實體之財務報表，本公司於下列情況取得控制權：

- 擁有對被投資方的權力；
- 自參與被投資方業務獲得或有權獲得可變回報；及
- 有能力運用其權力影響所得到之回報。

倘有事實及情況表明上列三項條件其中一項或以上出現變動，本集團重新評估其是否仍控制被投資方。

本集團獲得附屬公司控制權時即對其綜合入賬，而當本集團失去附屬公司控制權時，即不再對其綜合入賬。具體而言，自本集團獲得附屬公司控制權之日計起，年內收購或出售附屬公司之收入及開支將列入綜合損益及其他全面收益表內，直至本集團不再擁有附屬公司控制權之日止。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

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

The principal accounting policies are set out below.

#### Basis of consolidation

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

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

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

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

## 綜合財務報表附註

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3. 重要會計政策 (續)

#### 綜合基準 (續)

溢利或虧損及其他全面收益之各項均歸屬於本公司持有人及非控股權益。附屬公司的全面收益總額歸屬於本公司持有人及非控股權益，即使此舉會導致非控股權益產生虧絀結餘。

當有需要時，將對附屬公司財務報表作出調整，使其所運用之會計政策與本集團其他成員公司所用者一致。

本集團成員公司之間的與交易有關的所有集團間資產及負債、權益、收入、開支及現金流量於綜合賬目時悉數抵銷。

#### 本集團於現有附屬公司擁有權權益之變動

本集團於現有附屬公司擁有權權益變動並未導致本集團失去對其附屬公司控制權，乃視為股本交易。本集團權益相關成分（包括儲備及非控股權益）之賬面值已調整以反映彼等於附屬公司相關權益之變動。非控股權益於重新歸屬相關權益部分後之調整金額與已付或已收代價公平值之間的差異直接於權益確認，並歸本公司持有人所有。

當本集團失去對附屬公司的控制權時，該附屬公司及非控股權益（如有）之資產及負債將不予確認。收益或虧損於損益中確認及按以下差額計算 (i) 已收代價之公平值及任何保留權益之公平值之總和；與 (ii) 附屬公司之資產（包括商譽）與負債之前賬面值和任何非控股權益。所有有關該附屬公司之前確認為其他全面收益中的金額，會按猶如本集團直接出售附屬公司的有關資產或負債的情況入賬（即按適用的香港財務報告準則所指定／允許，重新分類至損益或轉移到另一類權益）。在失去控制權當日仍保留於前附屬公司之任何投資的公平值，會被視為其後根據香港會計準則第39號「金融工具：確認及計量」入賬時的首次確認公平值，或（如適用）首次確認於聯營公司或合營企業之投資成本。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Basis of consolidation (Continued)

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

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

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

#### Changes in the Group's ownership interests in existing subsidiaries

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

When the Group loses control of a subsidiary, the assets and liability of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and 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 interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/ permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 "Financial Instruments: Recognition and Measurement", when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

## 3. 重要會計政策 (續)

## 業務合併

業務收購採用收購法入賬。於業務合併轉撥之代價按公平值計量，即本集團為交換被收購方之控制權所轉讓之資產、向被收購方前持有人所承擔之負債及本集團於所發行之股權於收購日之公平值總和。與收購事項有關之成本一般於產生時於綜合損益賬中確認。於收購日，已收購可識別資產及所承擔負債一般按其於收購日期之公平值確認。

於收購日期，已收購可識別資產及所承擔負債按其公平值確認，除非：

- 遞延稅項資產或負債及僱員福利安排相關資產或負債分別依據香港會計準則第12號「所得稅項」及香港會計準則第19號「僱員福利」確認及計量；
- 被收購方以股份支付之安排，或為替代被收購方以股份支付之安排而訂立之本集團以股份支付之安排相關負債或權益工具於收購日期依據香港財務報告準則第2號「以股份為基礎的付款」計量；及
- 依據香港財務報告準則第5號「待銷售及終止經營非流動資產」分類為待售的資產（或出售集團）按該準則計量。

商譽按所轉讓代價、被收購方之任何非控股權益金額及收購方先前於被收購方持有之股本權益公平值（如有）之總額超出於收購日期所收購可識別資產扣除所承擔負債後之金額之差額計量。倘經重新評估後，所收購可識別資產扣除所承擔負債後之金額超出所轉讓代價、被收購方之任何非控股權益金額及收購方先前於被收購方持有之權益公平值（如有）之總額，則該超出之金額即時在損益內確認為溢價收購收益。

屬現時擁有權權益且於清盤時賦予其持有人按比例分佔實體資產淨值之非控股權益可初步按公平值或非控股權益應佔被收購方可識別資產淨值之已確認金額比例計量。

3. SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)

## Business Combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in the consolidated profit or loss as incurred. At the acquisition date, the identifiable assets acquired and the liabilities assumed are generally recognised at their fair value at the acquisition date.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 “Income Taxes” and HKAS 19 “Employee Benefits” respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 “Share-based Payment” at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 “Non-current Assets Held for Sale and Discontinued Operations” are measured in accordance with that standard.

Goodwill is measured as the excess of the sum of consideration transferred, the amount of any non-controlling interest in the acquiree, and the fair value of the acquirer’s previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after reassessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer’s previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity’s net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests’ proportionate share of the recognised amounts of the acquiree’s identifiable net assets.

## 綜合財務報表附註

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3. 重要會計政策 (續)

#### 物業、廠房及設備

持有作生產或供應商品或服務，或作行政用途的物業、廠房及設備，包括樓宇及租賃土地（分類為融資租賃）乃按成本值減後續累積折舊及後續累計減值虧損（如有）後於綜合財務狀況表列賬。

物業、廠房及設備乃在考慮到其估計剩餘價值後，按其估計可用年限，採用直線法按以下年率撥備折舊以撇銷其成本值：

租賃土地及樓宇	按租約年期
廠房及機器	20%
金屬管及橋板	20%
吊船工作台	超過9年
吊船工作台之有關設備	10%
汽車	20%
傢俬及裝置	20%

預計可使用年期、剩餘價值及折舊方法於各報告期末檢討，任何估計變動之影響按預先基準入賬。

根據融資租賃持有之資產於其預計可使用年期按與自有資產相同之基準折舊。然而，倘未能合理確定在租賃期完結時獲得擁有權，則資產須按其租賃期或可使用年期之較短者折舊。

物業、廠房及設備項目會在出售或預期繼續使用資產不會帶來未來經濟利益時取消確認。處置或報廢一項物業、廠房及設備項目所產生之任何盈虧乃釐定為銷售所得款項與資產賬面值之差額，並於損益確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Property, plant and equipment

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

Depreciation is recognised so as to write off the cost of items of property, plant and equipment, less their residual values over their estimated useful lives, using the straight-line method, at the following rates per annum:

Leasehold land and buildings	Over the term of the lease
Plant and machinery	20%
Metal tubes and catwalks	20%
Gondolas	over 9 years
Gondolas' related equipment	10%
Motor vehicles	20%
Furniture and fixtures	20%

The estimated useful lives, residual values and depreciation method are reviewed at the end of the reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

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



**3. 重要會計政策 (續)****投資物業**

投資物業乃持有作出租及／或資本增值用途之物業，包括持作待日後用途之土地，有關土地視為持作資本增值用途。

投資物業首次確認時按成本計量，包括任何直接應佔開支。首次確認後，投資物業以公平值模式按公平值計量。本集團於經營租賃項下持有為賺取租金或作資本增值用途之所有物業權益乃分類及入賬列為投資物業，並使用公平值模型計量。投資物業公平值變動產生之盈虧，計入產生期間之損益。

投資物業於出售，或當永久停止使用該投資物業，且預期出售該投資物業不會產生未來經濟利益時終止確認。終止確認有關資產所產生之任何盈虧按出售所得款項淨額與該資產賬面值間之差額計算，計入終止資產確認期間之損益。

**業務合併購得的無形資產**

業務合併購得的無形資產與商譽分開確認，並初次按其於收購日的公平值（即其成本）確認。

於初次確認後，於業務合併購得的具無限使用年期的無形資產按成本減任何後續累計減值虧損列賬。

無形資產於出售時或當使用或出售預期不會產生任何日後經濟利益時取消確認。取消確認無形資產產生之盈虧，乃按出售所得款項淨額與資產賬面值之差額計量，並於取消確認資產時於損益確認。

**3. SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)****Investment properties**

Investment properties are properties held to earn rentals and/or for capital appreciation. Investment properties include land held for undetermined future use, which is regarded as held for capital appreciation purpose.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair values using the fair value model. All the Group's property interests held under operating leases to earn rentals or for capital appreciation purpose are classified and accounted for as investment properties and are measured using the fair value model. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

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

**Intangible asset acquired in a business combination**

Intangible asset acquired in a business combination is recognised separately from goodwill and is initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

An intangible asset is derecognised on disposal, or when no future economic benefits is expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

## 綜合財務報表附註

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3. 重要會計政策 (續)

#### 商譽

收購業務產生之商譽按於收購業務當日(見上文會計政策)確定之成本減累計減值虧損(如有)列賬。

就減值測試而言,商譽乃分配至預期可從合併之協同作用獲益之本集團各個現金產生單位(或現金產生單位組別),即就內部管理而言監察商譽的最低層面及不大於經營分部。

獲分配商譽之現金產生單位(或現金產生單位組別)會每年及於出現可能減值之跡象時更頻密地進行減值測試。就於報告期內收購事項產生的商譽而言,獲分配商譽的現金產生單位於該報告期結束前進行減值測試。倘現金產生單位(或現金產生單位組別)之可收回金額少於其賬面值,該單位獲分配之任何商譽之賬面值,其後按該單位(或現金產生單位組別)內各資產之賬面值之比例分配至其他資產。

#### 於聯營公司及合營公司之權益

聯營公司是指本集團對其有重大影響,重大影響包括參與被投資方財務和經營決策,但不是控制或共同控制該等政策。

合營公司指一項合營安排,對安排擁有共同控制權之訂約方據此對合營安排之資產淨值擁有權利。共同控制權指按照合約協定對一項安排所共有之控制權,僅在相關活動必須獲得共同享有控制權之各方一致同意方能決定時存在。

聯營公司及合營公司之業績、資產及負債乃以會計權益法綜合於綜合財務報表內。以權益會計法處理的聯營公司及合營公司財務報表乃按與本集團就於類似情況下的交易及事件所採用者相同的會計政策編製。根據權益法,於聯營公司或合營公司之所有投資乃按成本於綜合財務狀況表中初步確認,其後進行調整以確認本集團分佔該聯營公司或合營公司之損益及其他全面收益。當本集團分佔某聯營公司之虧損超出本集團於該聯營公司或合營公司之權益(其包括任何長期權益,而該長期權益實質上構成本集團於該聯營公司之投資淨額之一部份),則本集團不再繼續確認其分佔之進一步虧損。額外虧損會予以確認,惟僅以本集團已招致之法定或推定責任或代表該聯營公司或合營公司支付之款項為限。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purpose and not larger than an operating segment.

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit (or group of cash-generating units) is less than its carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

#### Interests in associates and a joint venture

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

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

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

**3. 重要會計政策 (續)****於聯營公司及合營公司之權益 (續)**

於被投資方成為一間聯營公司或合營公司當日，對一間聯營公司或合營公司之投資採用權益法入賬。於收購一間聯營公司或合營公司之投資時，投資成本超過本集團分佔該被投資方可識別資產及負債公平淨值之任何差額確認為商譽，並計入投資之賬面值。本集團所佔可識別資產及負債於重新評估後之公平淨值與投資成本之任何差額，會於收購投資期間即時於損益確認。

香港會計準則第39號之規定獲應用以釐定是否需要確認有關本集團投資於聯營公司之任何減值虧損。於有需要時，投資之全部賬面值（包括商譽）將會根據香港會計準則第36號作為單一資產進行減值測試，方式為比較其可收回金額（使用價值及公平值減出售成本之較高者）與其賬面值。被確認之任何減值虧損均形成投資賬面值之一部分。該減值虧損之任何撥回根據香港會計準則第36號確認，惟受隨後增加之可收回投資金額規限。當本集團不再對聯營公司或合營公司具有重大影響，其入賬列作出售於投資者之全部股權連同產生之收益或虧損確認為損益。當投資不再為聯營公司或合營公司，或投資（或其中一部份）分類為持作出售當日起，本集團終止使用權益法。

當本集團保留於前聯營公司或合營公司之權益，且保留權益為香港會計準則第39號範圍內之金融資產時，則本集團於該日按公平值計量保留權益，而公平值則被視為其初次確認時之公平值。聯營公司或合營公司於終止使用權益法當日之賬面值與任何保留權益之公平值及任何自出售聯營公司相關權益之所得款項之差額計入釐定出售聯營公司或合營公司之收益或虧損。此外，倘該聯營公司或合營公司已直接出售相關資產或負債，則本集團可能須按相同基準將有關該聯營公司或合營公司先前於其他全面收益中確認之所有金額入賬。因此，倘聯營公司或合營公司先前於其他全面收益確認之收益或虧損重新分類至出售相關資產或負債之損益，則本集團於終止使用權益法時將收益或虧損由權益重新分類至損益（列作重新分類調整）。

**3. SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)****Interests in associates and a joint venture (Continued)**

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

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases. When the Group ceases to have significant influence over an associate or a joint venture, it is accounted for as a disposal of the entire interest in the investor with resulting gain or loss being recognised in profit or loss. The Group discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture, or when the investment (or a portion thereof) is classified as held for sale.

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

## 綜合財務報表附註

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3. 重要會計政策 (續)

#### 於聯營公司及合營公司之權益 (續)

當本集團減少其於聯營公司或合營公司之擁有權權益，惟本集團繼續使用權益法時，而倘該收益或虧損將於出售相關資產或負債時重新分類至損益之情況下，本集團會將先前就減少擁有權權益於其他全面收益中確認之收益或虧損之部份重新分類至損益。

當集團實體與本集團之聯營公司或合營公司進行交易，與該聯營公司或合營公司進行交易產生之損益於本集團之綜合財務報表確認，惟僅以與本集團無關之聯營公司權益為限。

#### 存貨

存貨乃按成本值及可變現淨值兩者中之較低者入賬。成本值乃按先入先出方法計算。

可變現淨值乃一般業務過程中之估計售價減估計完成成本及達成銷售必要之估計成本。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Interests in associates and a joint venture (Continued)

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

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

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

**3. 重要會計政策 (續)****金融工具**

金融資產及金融負債於集團實體成為該工具合約條文的訂約方時確認。

該等金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債(按公平值計入損益(「按公平值計入損益」)之金融資產或金融負債除外)直接應佔之交易成本於初步確認時加入金融資產或金融負債之公平值或從中扣除(如適用)。直接自收購按公平值計入損益之金融資產或金融負債產生之交易成本即時於損益表確認。

**金融資產**

本集團金融資產分類為按公平值計入損益的金融資產、貸款及應收款項以及可供出售(「可供出售」)投資。分類乃取決於金融資產之性質及用途及於初次確認時釐定。所有從正常渠道購買或出售之金融資產以交易日基準確認及終止確認。從正常渠道進行之購買或出售,為須於法例或市場慣例訂立之期間內交付資產所購買或出售之金融資產。

**實際利率法**

實際利率法為計算債務工具之攤銷成本及於有關期間分配利息收入的方法。實際利率乃按債務工具之預期年期或更短期間(如適用)將估計未來現金收入(包括屬實際利率不可缺少部分的所有已付或已收費用及貼息、交易成本以及其他溢價或折價)準確貼現至初始確認時賬面淨值之利率。

債務工具之利息收入乃按實際利率基準確認。

**3. SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)****Financial instruments**

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss (“FVTPL”)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

**Financial assets**

The Group’s financial assets are classified into financial assets at FVTPL, loans and receivables and available-for-sales (“AFS”) investments. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

**Effective interest method**

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

### 3. 重要會計政策 (續)

#### 金融工具 (續)

#### 金融資產 (續)

##### 按公平值計入損益之金融資產

當金融資產持作買賣或指定為按公平值計入損益，則金融資產分類為按公平值計入損益。

在下列情況下，金融資產分類為持作買賣：

- 主要為在短期內出售而收購；或
- 初次確認時屬於本集團集中管理的可識別金融工具組合的一部分，且具有最近實際短期獲利模式；或
- 並非指定且實際用作對沖工具的衍生工具。

按公平值計入損益之金融資產按公平值列賬，而重新計量產生之任何收益或虧損則於損益確認。於損益確認之收益或虧損淨值不包括於金融資產賺取之任何股息或利息並計入「其他收益及（虧損）」項下。

#### 貸款及應收款項

貸款及應收款項為有固定或可釐定付款數額而在活躍市場中並無報價之非衍生金融資產。於初次確認後，貸款及應收款項（包括應收賬款、應收保固金、貸款及應收利息、按金及其他應收款項以及銀行結餘及現金）使用實際利率法以攤銷成本減任何減值計量。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Financial instruments (Continued)

#### Financial assets (Continued)

##### Financial assets at FVTPL

Financial assets are classified as at FVTPL when the financial asset is held for trading or it is designated as at FVTPL.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interests earned on the financial assets and is included in the “other gains and (losses)” line item.

#### 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 (including trade receivables, retention monies receivables, loan and interest receivables, deposits and other receivables, and bank balances and cash) are measured at amortised cost using the effective interest method, less any impairment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. 重要會計政策 (續)

金融工具 (續)

金融資產 (續)

可供出售金融資產

可供出售金融資產為指定為可供出售或未有歸類為(a)按公平值計入損益之金融資產或(b)貸款及應收款項。

本集團所持歸類為可供出售金融資產之股本證券按各報告期末之公平值計量，惟公平值不能可靠計量之非上市股本投資除外。與使用實際利率法計算利息收入之有關可供出售債務工具之賬面值變動及外匯匯率變動(如適用)乃於損益確認。可供出售股本工具之股息於本集團有權收取股息時於損益確認。可供出售金融資產賬面值的其他變動於其他全面收益確認並於投資重估儲備中累計。有關資產售出或釐定有所減值時，則過往於投資重估儲備累積之累計盈虧重新分類至損益。

在活躍市場並無報價且其公平值無法可靠計量之可供出售股本投資於各報告期末按成本減任何已識別減值虧損計量。

3. SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

AFS financial assets

AFS financial assets are non-derivatives that are either designated as available-for-sale or are not classified as (a) financial assets at FVTPL or (b) loans and receivables.

Equity securities held by the Group that are classified as AFS financial assets are measured at fair value at the end of each reporting period except for unquoted equity investment whose fair value cannot be reliably measured. Changes in the carrying amount of AFS debt instruments relating to interest income calculated using the effective interest method, and changes in foreign exchange rates, if applicable are recognised in profit or loss. Dividends on AFS equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established. Other changes in the carrying amount of AFS financial assets are recognised in other comprehensive income and accumulated under the heading of investment revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss.

AFS equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured at cost less any identified impairment losses at the end of each reporting period.

### 3. 重要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### 金融資產減值

除按公平值計入損益之金融資產外，金融資產於各報告期末評估有否減值跡象。金融資產於有客觀證據顯示金融資產之估計未來現金流量因初次確認該金融資產後發生之一項或多項事件而受到影響時視作減值。

對於可供出售股本投資，證券之公平值大幅或長期低於成本即視為減值之客觀證據。

對於所有其他金融資產，減值之客觀證據可包括：

- 發行人或對方出現重大財務困難；或
- 違約，例如未能繳付或拖欠利息及本金；或
- 借款人有可能面臨破產或財務重組；或
- 財務困難導致金融資產失去活躍市場。

對於若干金融資產（例如應收賬款），評估為個別未有減值之資產另須彙集一併評估減值。應收賬款組合之客觀減值證據包括本集團過往收款記錄及國家或地區經濟狀況出現與欠付應收款項相關之明顯變動。

對於以攤銷成本列賬之金融資產，所確認減值虧損金額按資產賬面值與按金融資產原實際利率貼現之估計未來現金流量之現值間之差額計算。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For AFS equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments and observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of impairment loss recognised is 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.



**3. 重要會計政策 (續)****金融工具 (續)****金融資產 (續)****金融資產減值 (續)**

對於按成本列賬的金融資產，減值虧損金額按資產賬面值與以同類金融資產現行市場回報率貼現估計未來現金流量所得現值二者的差額計量。有關減值虧損於後續期間不予撥回。

除應收賬款以及貸款及應收利息之減值通過撥備賬扣減賬面值外，所有金融資產之賬面值直接隨減值虧損而減少。撥備賬賬面值變動於損益確認。倘該等應收款項視為無法收回，則會於撥備賬撤銷。先前已撤銷但其後收回之金額計入損益。

倘可供出售金融資產視作減值，則先前於其他全面收益確認之累計盈虧重新分類至損益。

對於以攤銷成本計量之金融資產，倘在後續期間，減值虧損金額減少，及有關減少在客觀上與確認減值後發生之事件有關，則先前已確認之減值虧損透過損益撥回，惟該投資於撥回減值當日之賬面值不得超過假設並無確認減值時之攤銷成本。

就可供出售股本投資，先前已確認之減值虧損不會撥回損益。確認減值虧損後之公平值之任何增加於其他全面收益確認，並於投資重估儲備累計。

**3. SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)****Financial instruments (Continued)****Financial assets (Continued)****Impairment of financial assets (Continued)**

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables and loan and interest receivables where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When these receivables are considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

When an AFS financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

In respect of AFS equity investments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of investment revaluation reserve.

## 綜合財務報表附註

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3. 重要會計政策 (續)

#### 金融工具 (續)

##### 金融負債及股本工具

集團實體發行的債務及權益工具根據所訂立的合約安排的實質內容以及金融負債及權益工具的定義而分類為金融負債或權益。

##### 權益工具

權益工具指能證明集團在減除其所有負債後的資產中的餘剩權益的任何合約。本公司發行之權益工具按已收所得款項，扣除直接發行成本予以確認。

##### 按攤銷成本計量之金融負債

本集團金融負債包括應付賬項及其他應付款項、應付保固金款項、銀行貸款、銀行透支、其他貸款及其他借貸。

##### 實際利息法

實際利息法為一種用以計算金融負債攤銷成本及於有關期內攤分利息開支之方法。實際利率指將估計未來現金收入（包括屬於實際利率不可或缺部分之所有已付或已收費用、交易成本及其他溢價或折讓）按有關金融負債之預計年期（或較短之期間，如適用）貼現至首次確認之賬面淨值之利率。

利息開支基於實際利息基準確認。

##### 終止確認

本集團僅於自資產收取現金流量權利屆滿或已轉讓金融資產及其所有權絕大部分風險及回報予其他實體時，方會終止確認金融資產。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Financial instruments (Continued)

##### Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

##### Equity instrument

An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received net of direct issue costs.

##### Financial liabilities at amortised cost

The Group's financial liabilities include trade and other payables, retention monies payables, bank loans, bank overdrafts, other loan and other borrowings.

##### Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

##### Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

### 3. 重要會計政策 (續)

#### 金融工具 (續)

##### 金融負債及股本工具 (續)

##### 終止確認 (續)

全面終止確認金融資產時，資產賬面值與已收及應收代價總額加已於其他全面收益確認及於權益累計之累計收益或虧損間之差額，於損益確認。

本集團僅在責任解除、註銷或屆滿時終止確認金融負債。已終止確認之金融負債賬面值與已付及應付代價間之差額，於損益確認。

#### 租賃

倘若租賃條款向承租人轉移所有權的絕大部分風險和回報，租賃會分類為融資租賃。所有其他租賃均分類為經營租賃。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Financial instruments (Continued)

##### Financial liabilities and equity instruments (Continued)

##### Derecognition (Continued)

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

#### Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

## 綜合財務報表附註

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3. 重要會計政策 (續)

#### 租賃 (續)

##### 本集團作為承租人

根據融資租賃持有的資產按租賃開始當日的公平值或(如較低)最低租賃付款現值確認為本集團資產,因而欠出租人的相應債項乃列入綜合財務狀況表作為融資租賃承擔。

租賃款項於融資開支與租賃承擔減少之間分配,以就餘下負債結餘達致固定利率。融資開支即時於損益確認,除非其直接歸屬於合資格資產,於此情況,有關融資開支會根據本集團有關借款成本的一般政策(見下文之會計政策)資本化。或然租金於其產生期間確認為開支。

經營租賃付款包括收購經營租賃項下持有之土地之成本按租賃期以直線法確認為開支,惟倘另一系統基準更能代表從租賃資產取得經濟利益所耗時間模式則除外。經營租賃產生之或然租金於產生期間確認。

倘獲租賃優惠而訂立經營租賃,則該等優惠確認為負債。優惠總利益按直線法確認為租賃開支之減少,惟存在另一種系統基準更能反映消耗租賃資產所產生經濟利益之時間模式除外。

##### 本集團作為出租人

經營租賃之租金收入按直線法於相關租期內於損益確認。磋商及安排經營租約之初步直接成本計入租賃資產之賬面值。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Leasing (Continued)

##### The Group as lessee

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as obligations under finance leases.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs (see the accounting policy below). Contingent rentals are recognised as expenses in the periods in which they are incurred.

Operating lease payments including the cost of acquiring land held under operating lease, are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

##### 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.

**3. 重要會計政策 (續)****租賃土地及樓宇**

倘本集團就物業權益(包括租賃土地及樓宇部分)付款時,則本集團會分別依照各部分擁有權隨附之絕大部分風險及回報是否已轉移至本集團,評估各部分分類應被界定為融資或經營租賃,除非兩個部分被清楚確定為經營租賃外,於此情況下,整份物業入賬列為經營租賃。具體而言,全部代價(包括任何一筆過支付的預付款項)於初步確認時會按租賃土地部分與樓宇部分租賃權益的相關公平值,按比例於租賃土地與樓宇部分之間分配。

倘未能可靠地於租賃土地及樓宇部分之間分配租賃款項,則整項物業一般會分類為融資租賃(猶如租賃土地乃根據融資租賃持有)。

**外幣**

編製各集團實體之個別財務報表時,以該實體之功能貨幣以外貨幣(外幣)進行之交易,按交易日期當時之匯率確認。於報告期末,以外幣列值之貨幣項目以當日匯率重新換算。以外幣列值按過往成本計量之非貨幣項目不予重新換算。

結算貨幣項目及貨幣項目合理化產生之匯兌差額,於產生期間在損益確認。

呈報綜合財務報表時,本集團海外業務之資產及負債按報告期末之匯率換算為本公司之呈列貨幣(即港元),而收支項目則按期內平均匯率換算。所產生匯兌差額(如有)於其他全面收益確認並於權益累計,列作匯兌儲備(適當情況下歸屬於非控股權益)。

**3. SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)****Leasehold land and buildings**

When the Group makes payments for a property interest which includes both leasehold land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire property is accounted as an operating lease. Specifically, the entire consideration (including any lump-sum upfront payments) are allocated between the leasehold land and building elements in proportion to the relative fair values of the leasehold interests in the land element and building element at initial recognition.

When the lease payments cannot be allocated reliably between the leasehold land and building elements, the entire property is generally classified as if the leasehold land is under finance lease.

**Foreign currencies**

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at 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 that date. 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 rationalisation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Company (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve (attributed to non-controlling interests as appropriate).

## 綜合財務報表附註

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3. 重要會計政策 (續)

#### 收入確認

收入按已收或應收代價的公平值計量。

於收入金額能可靠計量、未來經濟利益可能流入本集團及本集團各項活動符合下文所述之指定標準時確認相關收入。

倘建築合約的成果能夠可靠地估計，則參考於報告期末合約業務的完成階段（按所承擔截至現時進行工程而產生的合約成本對估計總合約成本的比例計量）確認收益及成本。合約工程的更改、索償、獎勵款項以能可靠地計量及被認為有可能收取者為限而入賬。

倘建築合約的成果無法可靠地估計，則合約收益乃按可能將予收回的已產生合約成本予以確認。合約成本於產生期間確認為開支。

倘合約總成本將高於合約總收益，則預期虧損即時確認為開支。

倘截至現時已產生合約成本加已確認溢利在減除已確認虧損後高於按施工進度收取的收益，則餘額乃示為在建工程客戶欠款。倘按施工進度收取的收益高於截至現時已產生合約成本加已確認溢利並減除已確認虧損，則餘額乃示為欠在建工程客戶款項。於進行有關工程前收取的款項乃計入綜合財務狀況表的負債內列為已收墊款。客戶尚未支付已完成工程開出的賬單金額，乃計入綜合財務狀況表的應收賬款內。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Revenue recognition

Revenue is measured at the fair value of consideration received or receivable.

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

Where the outcome of a construction contract can be estimated reliably, revenue and costs are recognised by reference to the stage of completion of the contract activity at the end of the reporting period, as measured by the proportion that contract costs incurred for work performed to date relative to the estimated total contract costs. Variations in contract work, claims and incentive payments are included to the extent that the amounts can be measured reliably and their receipt is considered probable.

Where the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that probably will be recoverable. Contract costs are recognised as expenses in the period in which they are incurred.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is shown as an amount due from customers for contract work. For contracts where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is shown as an amount due to customers for contract work. Amounts received before the related work is performed are included in the consolidated statement of financial position, as a liability, as advances received. Amounts billed for work performed but not yet paid by the customer are included in the consolidated statement of financial position under trade receivables.

### 3. 重要會計政策 (續)

#### 收入確認 (續)

銷售貨物所得之收益乃於貨品交付及所有權轉移時予以確認。

證券經紀業務所得之收益及收入乃按以下基準予以確認：

- 經紀業務之佣金收入基於交易日確認為收入；
- 包銷佣金收入、分包收入及配售佣金於有關包銷、分包及配售之重大行為完成後根據相關協議條款或交易授權確認為收入；及
- 來自客戶之利息收入經計及未償還本金及適用之實際利率按時間基準予以確認。

吊船工作台銷售在所有權移交客戶時確認。

從提供服務所得收益於提供該等服務時予以確認。

投資之股息收入於收取付款之權利確定時進行確認。

利息收入乃根據尚未償還本金額及適用實際利率，按時間基準累計，實際利率乃將估計未來現金收入通過金融資產預期壽命準確地折現為該資產的賬面淨值的利率。

#### 借貸成本

收購、建造或生產合資格資產（必需經很長一段時間才可供用作擬定用途或出售之資產）直接應佔之借貸成本計入該等資產之成本，直至資產大致可供用作擬定用途或出售時。所有其他借貸成本乃於產生時於期內之綜合損益確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Revenue recognition (Continued)

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

Revenue and income arising from securities brokerage business are recognised on the following basis:

- commission income for broking business is recorded as income on a trade date basis;
- underwriting commission income, sub-underwriting income and placing commission are recognised as income in accordance with the terms of the underlying agreement or deal mandate when relevant significant act has been completed; and
- interest income from clients are recognised on a time proportion basis, taking into account the principal amounts outstanding and the effective interest rates applicable.

Sales of gondolas are recognised when title passes to customers.

Provision of services revenue is recognised when services are rendered.

Dividend income from investments is recognised when the rights to receive payments have been established.

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

#### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in the consolidated profit or loss in the period in which they are incurred.

## 綜合財務報表附註

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3. 重要會計政策 (續)

#### 股本結算股份付款交易

##### 向僱員授出之購股權

付予僱員之股本結算股份付款乃按股本工具於授出之日之公平值計量。

於授出日期釐定的股本結算股份付款之款項的公平值並無計及所有非市場歸屬條件，乃於歸屬期間，基於本集團對將會最終歸屬的股本工具的估計，按直線法支銷，權益（購股權儲備）則相應增加。基於所有相關非市場歸屬條件，於各報告期末，本集團會修訂其對預計將會歸屬的股本工具數量的估計。修訂最初估計的影響（如有）將於損益中確認，以使累積開支能夠反映經修訂後估計，並對購股權儲備作出相應調整。

於購股權獲行使時，此前於購股權儲備確認之款項將轉撥入股份溢價。購股權於歸屬日期後被沒收或於屆滿日期仍未獲行使時，此前於購股權儲備確認之款項將轉撥入累計虧損。

##### 向顧問授出之購股權

與僱員以外人士進行之股本結算股份付款交易乃按所收商品或所接受服務之公平值計量，惟倘公平值未能可靠地計量，則彼等按所授出股本工具於實體取得商品或對手方提供服務當日計量之公平值計量。於本集團取得貨品或交易方提供服務時，除非貨品或服務符合資格確認為資產，所收取貨品或服務之公平值確認為開支，並對權益（購股權儲備）作出相應增加。

#### 退休福利成本

強制性公積金計劃付款於僱員提供可令彼等享有供款之服務時確認為開支。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Equity-settled share-based payment transactions

##### Share options granted to employees

Equity-settled share based payments to employees are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share options reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share option reserve.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to accumulated losses.

##### Share options granted to consultants

Equity-settled share based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that the fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service. The fair values of the goods or services received are recognised as expenses, with a corresponding increase in equity (share option reserve), when the Group obtains the goods or when the counterparties render services, unless the goods and services qualify for recognition as assets.

#### Retirement benefit costs

Payments to the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.



## 3. 重要會計政策 (續)

## 稅項

所得稅開支指目前應付稅項及遞延稅項之總和。

目前應付稅項乃根據年內應課稅溢利計算。應課稅溢利有別於綜合損益所呈報的溢利，原因是應課稅溢利並不包括在其他年度應課稅或可扣稅之收入或開支項目，亦不包括從未課稅或扣稅之項目。本集團之即期稅項負債乃按報告期末已實行或大致上已實行之稅率計算。

遞延稅項按綜合財務報表內資產及負債之賬面值與計算應課稅溢利時使用之相應稅基之暫時差額確認。遞延稅項負債一般就所有應課稅暫時差額確認入賬。遞延稅項資產則一般以應課稅溢利可供抵銷該等可予扣除暫時差額為限就所有可予扣除暫時差額確認入賬。倘暫時差額乃因初步確認（而非於業務合併）交易中之資產及負債所產生，且不會對應課稅溢利或會計溢利構成影響，則該等遞延稅項資產及負債將不予確認。此外，倘暫時差額乃自商譽初次確認產生，則遞延稅項負債將不予確認。

除非本集團可控制暫時差額的回撥及暫時差額不大可能於可見將來回撥，否則會就與於附屬公司及聯繫人的投資相關的應課稅暫時差額確認遞延稅項負債。與此等投資及利息相關的可扣減暫時差額所引致的遞延稅項資產，僅會於可能有充足的應課稅溢利抵銷暫時差額，且預期暫時差額可於可見將來回撥時方予以確認。

遞延稅項資產之賬面值於各報告期末審閱並扣減，惟以應課稅溢利不再足以導致收回全部或部份資產為限。

遞延稅項資產及負債乃於清償負債或變現資產時按期內預計適用的稅率，根據報告末已制定或實際上已制定的稅率（及稅法）計量。

3. SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)

## Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated profit of loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary differences arise from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

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

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and it is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

## 綜合財務報表附註

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3. 重要會計政策 (續)

#### 稅項 (續)

遞延稅項負債及資產的計量反映本集團預期收回或清償其資產及負債賬面值之方式於報告期末造成的稅務後果。

就計量利用公平值模式計量之投資物業之遞延稅項而言，該等物業之賬面值被假定透過銷售悉數收回，除非此假定被駁回。該物業可以折舊並以特定商業模式持有，而有關模式的目的並非是透過出售而是隨時間流逝消耗該物業所包含的絕大部分經濟利益，則此假定被駁回。

即期及遞延稅項於損益確認，惟倘即期及遞延稅項相關項目於其他全面收益確認或直接於權益確認，則即期及遞延稅項亦分別於其他全面收益確認或直接於權益確認。即期或遞延稅項來自業務合併之首次會計處理的情況下，稅務影響計入業務合併的會計處理。

#### 有形及無形資產 (商譽除外) 之減值 (見上文有關商譽之會計政策)

於報告期末，本集團審閱其資產的賬面值，以決定是否有任何跡象顯示該等資產錄得減值虧損。如有任何該等跡象，則會估計資產之可收回金額，以決定減值虧損 (如有) 的程度。倘若不大可能估計個別資產的可收回金額，則本集團估計資產所屬現金產生單位的可收回金額。如有合理及一致的分配基準可識別，則公司資產亦被分配至個別現金產生單位，或於其他情況下彼等被分配至現金產生單位的最小組合，而該現金產生單位的合理及一致的分配基準可識別。

可收回金額為公平值減去出售成本及使用價值兩者中之較高者。於評估使用價值時，估計未來現金流量乃以稅前折現率折現至現值，該折現率能反映當前市場所評估之貨幣時間值及資產特定風險，就此而言，未來現金流量估計尚未作出調整。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Taxation (Continued)

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

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

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

#### Impairment on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above)

At the end of the reporting period, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

**3. 重要會計政策 (續)****有形及無形資產 (商譽除外) 之減值  
(見上文有關商譽之會計政策) (續)**

倘資產 (或一個現金產生單位) 之可收回額估計少於其賬面值, 該資產 (或現金產生單位) 之賬面值乃調低至其可收回額。減值虧損乃即時於損益確認。但若有關資產按其他準則以重估值列賬, 其減值虧損可按該準則當做重估減額入賬。

倘減值虧損其後撥回, 資產之賬面值乃調高至經修訂之估計可收回額, 惟調高後之賬面值不得高於往年不就資產確認減值虧損情況下本應釐定之賬面值。減值虧損撥回乃即時確認為收入。但若有關資產以重估值列賬, 其減值虧損撥回可當做重估增額入賬。

**4. 重大會計判斷及估計不確定性之主要來源**

於應用本集團之會計政策 (於附註3說明) 時, 本公司董事須對未能透過其他來源確定之資產及負債之賬面值作出判斷、預計及假設。該等預計及相關假設乃基於過往經驗及其他視為相關之因素。實際結果可能與該等預計有異。

本集團按持續經營基準檢討該等預計及相關假設。倘對會計預計之修訂僅影響修訂預計期間或進行修訂之期間, 則於該期間確認, 或倘修訂影響目前及未來期間, 則於修訂之未來期間確認。

**應用會計政策之重大判斷**

除下文涉及估計的重大判斷外, 以下為本公司董事於應用本集團會計政策過程中做出的重大判斷, 彼等對綜合財務表內確認金額之影響尤其顯著。

**3. SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)****Impairment on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above)  
(Continued)**

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under another standard, in which case the impairment loss is treated as a revaluation decrease under that standard.

Where an impairment loss is subsequently reversed, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but 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 in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

**4. CRITICAL ACCOUNTING JUDGEMENTS  
AND KEY SOURCES OF ESTIMATION  
UNCERTAINTY**

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

**Critical judgements in applying accounting policies**

The following are the critical judgements, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

#### 4. 重大會計判斷及估計不確定性之主要來源 (續)

##### 應用會計政策之重大判斷 (續)

###### 投資物業之遞延稅項

為計量使用公平值模式計量之投資物業所產生之遞延稅項負債，董事經已審閱本集團之投資物業組合。根據董事之總結，本集團之投資物業並非於業務模式下持有，乃旨在取得投資物業隨時間推移體現出之絕大部分經濟利益，而非以銷售方式。因此，於計量本集團投資物業之遞延稅項時，董事釐定，採用公平值模式計量之投資物業賬面值透過出售悉數收回之假設成立。

##### 估計不確定性之主要來源

以下為關於未來之主要假設，及於報告期末估計不明朗因素之其他主要來源，很可能對下個財政年度之資產及負債之賬面值造成重大調整。

###### 應收貸款及利息之估計減值

管理層透過計及相關應收貸款及利息到期後之結算情況定期審閱其應收貸款及利息以評估是否存在減值虧損。倘出現減值虧損之客觀證據，管理層會估計各借款人相關抵押資產減銷售成本後之估計可回收金額。減值虧損金額按資產賬面值與管理層所估計之相應抵押資產減銷售成本後可回收金額之差額計算。倘應收貸款及利息之實際可回收程度與原本估計者不同，則將產生重大減值虧損。於二零一八年四月三十日，應收貸款之賬面值為503,608,000港元（二零一七年：426,853,000港元）。

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

##### Critical judgements in applying accounting policies (Continued)

###### Deferred taxation on investment properties

For the purposes of measuring deferred tax liabilities arising from investment properties that are measured using the fair value model, the Directors have reviewed the Group's investment property portfolio and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in measuring the Group's deferred taxation on investment properties, the Directors have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted.

##### Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

###### Estimated impairment on loan and interest receivables

The management periodically reviews its loan and interest receivables to assess whether impairment losses exist by taking into consideration the settlements subsequent to maturity of the relevant loan and interest receivables. When there is objective evidence of impairment loss, the management estimates the recoverable amount on the corresponding pledged assets of each borrower less cost to sell. The amount of the impairment loss is measured as the difference between the asset's carrying amounts and the recoverable amounts of the corresponding pledged assets less cost to sell estimated by the management. Where the actual outcome of the recoverability of loan and interest receivables is different from the original estimate, a material impairment loss may arise. As at 30 April 2018, the carrying amount of loans receivables are HK\$503,608,000 (2017: HK\$426,853,000).

**4. 重大會計判斷及估計不確定性之主要來源 (續)**

**估計不確定性之主要來源 (續)**

**分配至資產管理分部之商譽及無形資產減值評估**

釐定商譽及無形資產是否減值須就商譽及無形資產獲分配之現金產生單位之使用價值進行估計。計算使用價值須本集團估計現金產生單位可能產生之未來現金流量及適當之貼現率，以計算現值。使用價值亦計及管理層所用之增長率、預期銷售及毛利率等關鍵假設。倘實際未來現金流量不如預期，則會產生重大減值虧損。於二零一八年四月三十日，商譽及無形資產之賬面值分別約為25,366,000港元及41,900,000港元（二零一七年：無）。有關可收回款項之計算詳情於附註19披露。

**供應及安裝合約（包括棚架搭建服務與精裝修工程）之估計不明朗因素**

本集團根據相關合約所載的條款或如屬工程變更訂單或其他通訊及管理層的經驗估計合約收益總額。本集團根據主要分包商／供應商／賣方不時提供的報價及本集團管理層的經驗估計棚架搭建服務與精裝修工程的合約成本總額（主要包括棚架及室內裝飾材料成本、勞工成本及分包費用），涉及管理層的最佳估計及判斷。合約收益及成本總額的實際結果可能高於或低於有關估計，這將影響已確認的收益及溢利。倘棚架及內部裝修材料價格或勞工薪金或分包費用於接下來的數月內較預算出現大幅變動，則各個別項目之合約溢利將與估計合約溢利出現重大差異。倘估計成本超過合約收益，則將確認合約虧損。

**4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)**

**Key sources of estimation uncertainty (Continued)**

***Impairment assessment of goodwill and intangible asset allocated to the assets management segment***

In determining where goodwill and intangible asset is impaired requires an estimation of the value in use of cash-generating units to which goodwill and intangible asset has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. The value in use has also taken into account the key assumptions used by management including growth rate, budgeted sales and gross margin. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 30 April 2018, the carrying amounts of goodwill and intangible asset are approximately HK\$25,366,000 and HK\$41,900,000, respectively (2017: Nil). Details of the recoverable amount calculation are disclosed in note 19.

***Estimation uncertainty on supply and installation contracts including scaffolding services ad fitting out works***

The Group estimated total contract revenue in accordance with the terms set out in the relevant contracts, or in case of variation order or other correspondences and the management's experience. The Group estimated total contract costs of scaffolding services and fitting out works, which mainly comprise costs for scaffolding and interior materials, labour costs and subcontracting fees, based on quotations from time to time provided by the major subcontractors/suppliers/vendors and the experience of the management of the Group, which involves the management's best estimates and judgments, the actual outcome of the contract in terms of its total revenue and costs may be higher or lower than the estimates and this will affect the revenue and profit recognised. If the price of scaffolding and interior decorative materials or the wages of labour or the subcontracting fees varies significantly in the coming months from the budgets, the contract profit for each of the individual projects will differ significantly from the estimated contract profit. If estimated costs exceed contract revenue, a contract loss will be recognised.

## 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 5. 營業額

本集團於本年度之收益分析如下：

### 5. TURNOVER

An analysis of the Group's revenue for the year is as follows:

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
為建築及建造工程提供以下服務之 合約收益	Contract revenue in respect of construction and buildings work for the provision of		
– 棚架搭建服務	– scaffolding services	84,286	87,974
– 精裝修服務	– fitting out services	22,779	63,677
吊船工作台、防撞欄及登爬維修 器材之安裝及維修服務	Gondolas, parapet railings and access equipment installation and maintenance services	3,630	2,150
貸款利息收入	Loan interest income	40,483	31,816
證券經紀及孖展融資	Securities brokerage and margin financing	724	16
資產管理	Assets management	273	–
		<b>152,175</b>	<b>185,633</b>

### 6. 分部資料

本集團按首席經營決策人（「首席經營決策人」）所審閱之報告釐定其經營及報告分部，該等報告乃用以分配資源及評估表現重點，具體而言，按本集團業務的主要類別及本集團整體收益作出收益分析。截至二零一八年四月三十日止年度，本集團有八個經營及報告分部—(i) 為建築及建造工程提供棚架搭建服務，(ii) 為建築及建造工程提供精裝修服務，(iii) 為建築及建造工程提供管理合約服務，(iv) 吊船工作台、防撞欄及登爬維修器材之安裝及維修服務，(v) 借貸業務，(vi) 證券經紀及孖展融資，(vii) 證券投資業務及(viii) 資產管理業務。由於該等分部屬於不同行業及需要不同經營系統及策略，故分開管理。

### 6. SEGMENT INFORMATION

The Group determines its operating and reportable segments based on the reports reviewed by the chief operating decision-maker (“CODM”) that are used for resources allocation and assessment of performance focusing specifically on the revenue analysis by principal categories of the Group's business and the profit of the Group as a whole. For the year ended 30 April 2018, the Group has eight operating and reportable segments – (i) scaffolding services for construction and buildings work, (ii) fitting out services for construction and buildings work, (iii) management contracting services for construction and buildings work, (iv) gondolas, parapet railings and access equipment installation and maintenance services, (v) money lending business, (vi) securities brokerage and margin financing, (vii) securities investment business, and (viii) assets management business. These segments are managed separately as they belong to different industries and require different operating systems and strategies.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

6. 分部資料 (續)

分部收益及業績以及分部資產及負債

本集團按經營及報告分部之收益及業績以及資產及負債分析如下。

截至二零一八年四月三十日止年度

6. SEGMENT INFORMATION (CONTINUED)

Segment revenues and results and segment assets and liabilities

The following is an analysis of the Group's revenue and results and assets and liabilities by operating and reportable segment.

For the year ended 30 April 2018

		為建築及 建造工程 提供禮架 搭建服務 Scaffolding services for construction and buildings work 千港元 HK\$'000	為建築及 建造工程提供 精裝修服務 Fitting out services for construction and buildings work 千港元 HK\$'000	提供管理 合約服務 Management contracting services for construction and buildings work 千港元 HK\$'000	吊籠工作、 防撞欄及 登爬維修器材 之安裝及 維修服務 Gondolas, parapet railings and access equipment installation and maintenance services 千港元 HK\$'000	借貸業務 Money lending business 千港元 HK\$'000	證券經紀及 存展融資 Securities brokerage and margin financing 千港元 HK\$'000	證券投資 業務 Securities investment business 千港元 HK\$'000	資產管理業務 Assets management business 千港元 HK\$'000	綜合 Consolidated 千港元 HK\$'000
營業額	TURNOVER									
對外收益	External revenue	84,286	22,779	-	3,630	40,483	724	-	273	152,175
其他收益及(虧損)	Other gains and (losses)	-	-	-	-	-	-	(108,401)	-	(108,401)
其他收入	Other income	724	1,400	-	54	-	-	112	105	2,395
總計	Total	85,010	24,179	-	3,684	40,483	724	(108,289)	378	46,169
分部業績	Segment result	(8,631)	(24,963)	(833)	(3,717)	5,699	(4,877)	(83,867)	74	(121,115)
投資物業之公平值收益	Fair value gain on investment properties									12,000
出售物業、廠房及設備之收益	Gain on disposal of property, plant and equipment									584
物業、廠房及設備之出售及撇賬虧損	Loss on disposal and write-off of property, plant and equipment									(1,190)
融資成本	Finance costs									(6,593)
未分配之公司收入	Unallocated corporate income									1,067
未分配之公司支出	Unallocated corporate expenses									(7,222)
除稅前虧損	Loss before taxation									(122,469)
於二零一八年四月三十日	At 30 April 2018									
資產	ASSETS									
分部資產	Segment assets	54,321	10,377	540	2,462	512,034	65,708	125,391	69,094	839,927
負債	LIABILITIES									
分部負債	Segment liabilities	69,216	27,415	15	274	66,189	23,519	264	221	187,113

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 6. 分部資料 (續)

#### 分部收益及業績以及分部資產及負債 (續)

截至二零一七年四月三十日止年度

### 6. SEGMENT INFORMATION (CONTINUED)

#### Segment revenues and results and segment assets and liabilities (Continued)

For the year ended 30 April 2017

		為建築及 建造工程 提供棚架 搭建服務 Scaffolding services for construction and buildings work 千港元 HK\$'000	為建築及 建造工程提供 精裝修服務 Fitting out services for construction and buildings work 千港元 HK\$'000	為建築及 建造工程 提供管理 合約服務 Management contracting services for construction and buildings work 千港元 HK\$'000	吊船工作台、 防撞欄及 登爬維修器材 之安裝及 維修服務 Gondolas, parapet railings and access equipment installation and maintenance services 千港元 HK\$'000	借貸業務 Money lending business 千港元 HK\$'000	證券經紀及 孖展融資 margin Securities brokerage and financing 千港元 HK\$'000	證券投資 業務 Securities investment business 千港元 HK\$'000	綜合 Consolidated 千港元 HK\$'000
營業額	TURNOVER								
對外收益	External revenue	87,974	63,677	-	2,150	31,816	16	-	185,633
其他收益及(虧損)	Other gains and (losses)	-	-	-	-	-	-	923	923
其他收入	Other income	600	-	-	97	-	-	10,761	11,458
總計	Total	88,574	63,677	-	2,247	31,816	16	11,684	198,014
分部業績	Segment result	(27,555)	(216)	(554)	(2,205)	13,562	(2,521)	11,445	(8,044)
投資物業之公平值收益	Fair value gain on investment properties								4,350
出售物業、廠房及設備之收益	Gain on disposal of property, plant and equipment								853
出售一間附屬公司之收益	Gain on disposal of a subsidiary								2,309
物業、廠房及設備之撇賬虧損	Loss on write-off of property, plant and equipment								(1,592)
融資成本	Finance costs								(5,232)
應佔聯營公司之業績	Share of results of associates								176
未分配之公司收入	Unallocated corporate income								998
未分配之公司支出	Unallocated corporate expenses								(3,252)
除稅前虧損	Loss before taxation								(9,434)
於二零一七年四月三十日	At 30 April 2017								
資產	ASSETS								
分部資產	Segment assets	54,923	37,830	539	3,537	459,261	48,276	180,873	785,239
負債	LIABILITIES								
分部負債	Segment liabilities	61,137	29,668	19	348	57,508	857	318	149,855



## 6. 分部資料 (續)

上文所報告之分部收益代表來自對外客戶的收入。於年內並無分部間之銷售。

經營分部之會計政策與附註3所述本集團會計政策一致。分部業績指在未分配投資物業之公平值收益、出售物業、廠房及設備之收益、物業、廠房及設備之出售及撇賬虧損、出售一間附屬公司之收益、融資成本、應佔聯營公司之業績、未分配之公司收入及未分配之公司支出前，各分部所賺取之溢利／所產生之虧損。此乃向主要營運決策人報告以分配資源及評估表現之計量單位。

為監控分部表現及分配分部間資源：

- 所有資產均分配至可呈報及經營分部，惟投資物業、遞延稅項資產、若干物業、廠房及設備、若干可供出售投資、若干預付款項及按金以及若干銀行結餘及現金除外；及
- 所有負債（包括應付稅項）均分配至呈報及經營分部，惟若干應付賬款及其他應付款項、其他貸款及若干其他借貸除外。

## 6. SEGMENT INFORMATION (CONTINUED)

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales during the year.

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment results represent the profit earned by/loss from each segment without allocation of fair value gain on investment properties, gain on disposal of property, plant and equipment, loss on disposal and write-off of property, plant and equipment, gain on disposal of a subsidiary, finance costs, share of results of associates, unallocated corporate income and unallocated corporate expenses. This is the measure reported to the CODM for the purpose of resources allocations and performance assessment.

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to reportable and operating segments other than investment properties, deferred tax assets, certain property, plant and equipment, certain available-for-sale investments, certain prepayments and deposits and certain bank balances and cash; and
- all liabilities including tax payables are allocated to reportable and operating segments other than certain trade and other payables and other loan and certain other borrowings.

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 6. 分部資料 (續)

### 6. SEGMENT INFORMATION (CONTINUED)

		為建築及 建造工程 提供棚架 搭建服務 Scaffolding services for construction and buildings work 千港元 HK\$'000	為建築及 建造工程提供 精裝修服務 Fitting out services for construction and buildings work 千港元 HK\$'000	為建築及 建造工程 提供管理 合約服務 Management and access contracting services for construction and buildings work 千港元 HK\$'000	吊船工作、 防檢欄及 登陸維修器材 之安裝及 維修服務 Gondolas, parapet railings and access equipment installation and maintenance services 千港元 HK\$'000	借貸業務 Money lending business 千港元 HK\$'000	證券經紀及 孖展融資 Securities brokerage and margin financing 千港元 HK\$'000	證券投資 業務 Securities investment business 千港元 HK\$'000	資產管理業務 Assets management business 千港元 HK\$'000	未分配 Unallocated 千港元 HK\$'000	綜合 Consolidated 千港元 HK\$'000
截至二零一八年四月三十日止年度	For the year ended 30 April 2018										
資本開支	Capital expenditure	(121)	(41)	-	(40)	-	(64)	-	-	-	(266)
折舊	Depreciation	(7,468)	(151)	-	(562)	-	(270)	-	-	(561)	(9,012)
應收賬款及應收保固金 之呆壞賬撥回/(撥備)	Reversal of(allowance for) bad and doubtful debts on trade receivables and retention monies receivables	725	(21,048)	-	29	-	-	-	-	-	(20,294)
投資物業之公平值收益	Fair value gain on investment properties	-	-	-	-	-	-	-	-	12,000	12,000
出售物業、廠房及設備之收益	Gain on disposal of property, plant and equipment	584	-	-	-	-	-	-	-	-	584
物業、廠房及設備之出售及 撇賬虧損	Loss on disposal and write-off of property, plant and equipment	(1,190)	-	-	-	-	-	-	-	-	(1,190)
應收賬款之撇賬	Write-off of trade receivables	(383)	-	-	(20)	-	-	-	-	-	(403)
長期應付賬款之撇賬	Write-off of long-aged trade payables	-	-	-	-	-	-	-	-	28	28
已收回壞賬	Bad debts recovered	-	-	-	25	-	-	-	-	-	25
可供出售投資減值	Impairment of available-for-sale investments	-	-	-	-	-	-	(25,710)	-	-	(25,710)
以公平值計入損益之金融資產之 公平值虧損·淨額	Fair value loss on financial assets at fair value through profit and loss, net	-	-	-	-	-	-	(30,525)	-	-	(30,525)
出售可供出售投資之虧損	Loss on disposal of available-for-sale investments	-	-	-	-	-	-	(19,656)	-	-	(19,656)
出售以公平值計入損益之 金融資產之虧損	Loss on disposal of financial asset at fair value through profit or loss	-	-	-	-	-	-	(33,473)	-	-	(33,473)
可供出售投資贖回之收益	Gain on redemption of available-for-sale investments	-	-	-	-	-	-	963	-	-	963

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

6. 分部資料 (續)

6. SEGMENT INFORMATION (CONTINUED)

其他分部資料

Other Segment Information

		為建築及 建造工程 提供棚架 搭建服務 Scaffolding services for construction and buildings work 千港元 HK\$'000	為建築及 建造工程提供 精裝修服務 Fitting out services for construction and buildings work 千港元 HK\$'000	為建築及 建造工程 提供管理 合約服務 Management contracting services for buildings work 千港元 HK\$'000	吊船工作台、 防護欄及 登爬維修器材 之安裝及 維修服務 Gondolas, parapet railings and access equipment installation and maintenance services 千港元 HK\$'000	借貸業務 Money lending business 千港元 HK\$'000	證券經紀及 孖展融資 Securities brokerage and margin financing 千港元 HK\$'000	證券投資 業務 Securities investment business 千港元 HK\$'000	未分配 Unallocated 千港元 HK\$'000	綜合 Consolidated 千港元 HK\$'000
截至二零一七年四月三十日止年度	<b>For the year ended 30 April 2017</b>									
資本開支	Capital expenditure	(5,710)	-	-	-	-	-	-	-	(5,710)
折舊	Depreciation	(8,468)	(142)	-	(735)	-	(63)	-	(572)	(9,980)
應收賬款及應收保固金之 呆壞賬撥備	Allowance for bad and doubtful debts on trade receivables and retention monies receivables	(1,730)	(2,005)	-	97	-	-	-	-	(3,638)
投資物業之公平值收益	Fair value gain on investment properties	-	-	-	-	-	-	-	4,350	4,350
按公平值計入損益之 金融資產公平值之收益	Fair value gain on financial assets at fair value through profit or loss	-	-	-	-	-	-	6,899	-	6,899
出售物業、廠房及設備之收益	Gain on disposal of property, plant and equipment	633	-	-	220	-	-	-	-	853
物業、廠房及設備之出售及 撇賬虧損	Loss on disposal and write-off of property, plant and equipment	(1,521)	-	-	(71)	-	-	-	-	(1,592)
應收賬款之撇賬	Write-off of trade receivables	(19,453)	-	-	-	-	-	-	-	(19,453)
可供出售投資之減值	Impairment of available-for-sale investments	-	-	-	-	-	-	(5,976)	-	(5,976)

## 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 6. 分部資料 (續)

#### 地域分類

客戶的地域所在地是根據服務提供及貨物送達的所在地確定。指定非流動資產的地域所在地是根據該資產的實際位置確定。

		收益		指定非流動資產	
		Revenue		Specified non-current assets	
		二零一八年	二零一七年	二零一八年	二零一七年
		2018	2017	2018	2017
		千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
香港	Hong Kong	152,175	185,633	76,682	74,712

#### 主要客戶資料

於本年度，本集團與一名（二零一七年：一名）佔本集團於本年度總收益10%以上的客戶進行交易。來自該主要客戶所得收益的概要載列如下：

		二零一八年	二零一七年
		2018	2017
		千港元	千港元
		HK\$'000	HK\$'000
來自為建築及建造工程提供 棚架搭建服務所得收益： 客戶一	Revenue earned from scaffolding services for construction and buildings work: Customer 1	44,473	60,635

### 6. SEGMENT INFORMATION (CONTINUED)

#### Geographical segments

The geographical location of customers is based on the location at which the services were provided or the goods were delivered. The geographical location of the specified non-current assets is based on the physical location of the asset.

#### Information on major customers

During the year, the Group had transactions with one (2017: one) customer who contributed to over 10% of the Group's total revenue for the year. A summary of revenue earned from this major customer is set out below:

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 7. 其他收入

### 7. OTHER INCOME

		本集團 Group	
		二零一八年 2018	二零一七年 2017
		千港元 HK\$'000	千港元 HK\$'000
撥回呆壞賬撥備 (附註24及27)	Reversal of allowance for bad and doubtful debts (Notes 24 and 27)	2,154	558
租金收入	Rental income	642	641
利息收入	Interest income	335	38
雜項收入	Sundry income	212	455
股息收入	Dividend income	112	10,761
外匯兌換收益, 淨額	Foreign exchange gains, net	7	3
		<b>3,462</b>	<b>12,456</b>

### 8. 其他收益及(虧損)

### 8. OTHER GAINS AND (LOSSES)

		二零一八年 2018	二零一七年 2017
		千港元 HK\$'000	千港元 HK\$'000
出售以公平值計入損益之 金融資產之虧損	Loss on disposal of financial assets at fair value through profit or loss	(33,473)	-
按公平值計入損益之金融資產 之公平值(虧損)/收益, 淨值	Fair value (loss)/gain on financial assets at fair value through profit or loss, net	(30,525)	6,899
可供出售投資減值	Impairment of available-for-sale investments	(25,710)	(5,976)
出售可供出售投資之虧損	Loss on disposal of available-for-sale investments	(19,656)	-
贖回可供出售投資之收益	Gain on redemption of available-for-sale investments	963	-
		<b>(108,401)</b>	<b>923</b>

### 9. 融資成本

### 9. FINANCE COSTS

		二零一八年 2018	二零一七年 2017
		千港元 HK\$'000	千港元 HK\$'000
銀行借貸及銀行透支利息	Interest on bank borrowings and bank overdrafts	1,983	2,012
其他貸款及其他借貸利息	Interest on other loan and other borrowings	4,476	3,096
融資租約承擔之利息	Interest on obligations under finance leases	134	124
		<b>6,593</b>	<b>5,232</b>

## 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 10. 稅項

### 10. TAXATION

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
稅項包括：	Taxation comprises:		
香港利得稅	Hong Kong Profits Tax		
本年度	Current year	568	3,207
遞延稅項	Deferred tax		
本年度 (附註34)	Current year (Note 34)	(311)	2,004
		<b>257</b>	<b>5,211</b>

香港利得稅根據年度香港估計應課稅溢利以16.5%之稅率撥備(二零一七年:16.5%)。

Provision for Hong Kong Profits Tax has been made at the rate of 16.5% on the estimated assessable profits arising in Hong Kong during the year (2017: 16.5%).

除稅前虧損與綜合損益表所示之稅項之對賬如下：

Loss before taxation is reconciled to taxation in profit or loss in the consolidated statement of profit or loss as follows:

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
除稅前虧損	Loss before taxation	(122,469)	(9,434)
按相關司法管轄區適用之稅率 計算之稅項	Tax at tax rate applicable in the relevant jurisdictions	(20,207)	(1,557)
不可扣稅之開支之稅務影響	Tax effect of expenses not deductible for tax purpose	14,608	3,540
毋須課稅之收入之稅務影響	Tax effect of income not taxable for tax purpose	(3,244)	(3,966)
未予確認之稅項虧損之稅務影響	Tax effect of tax losses not recognised	11,096	7,459
確認過往並未確認之稅項虧損之 稅務影響	Tax effect of recognition of tax losses previously not recognised	(1,768)	-
動用過往並未確認之稅項虧損 之稅務影響	Tax effect of utilisation of tax losses previously not recognised	(228)	(265)
稅項	Taxation	<b>257</b>	<b>5,211</b>

遞延稅項之變動詳情載於附註34。

Details of movements in deferred taxation are set out in note 34.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

11. 董事及僱員酬金

(a) 董事酬金

根據適用GEM上市規則及公司條例披露之董事及行政總裁於本年度之薪酬載列如下：

		附註 NOTES	袍金 Fee 千港元 HK\$'000	其他酬金： 薪金及 其他福利 Other emoluments: Salaries and other benefits 千港元 HK\$'000	酌情花紅 Discretionary bonus 千港元 HK\$'000	退休福利 計劃供款 Contribution to retirement benefit schemes 千港元 HK\$'000	股本結算之 購股權費用 Equity-settled share option expenses 千港元 HK\$'000	總酬金 Total emoluments 千港元 HK\$'000
截至二零一八年 四月三十日止年度	For the year ended 30 April 2018							
<b>執行董事</b> Executive Directors								
蘇汝成 (主席)	So Yu Shing, Chairman		-	2,670	650	-	-	3,320
黎婉薇	Lai Yuen Mei, Rebecca		-	1,350	600	18	-	1,968
江錦宏	Kong Kam Wang		-	960	105	18	-	1,083
蘇宏進	So Wang Chun, Edmond		-	591	138	30	-	759
吳騰	Ng Tang	1	-	268	-	6	-	274
阮駿暉	Yuen Chun Fai		-	824	70	18	-	912
<b>獨立非執行董事</b> Independent Non-Executive Directors								
羅文生	Law Man Sang		120	-	-	-	-	120
陳毅生	Chan Ngai Sang, Kenny	2	70	-	-	-	-	70
林惠如	Lam Wai Yu	3	101	-	-	-	-	101
盧家麒	Lo Ka Ki	4	38	-	-	-	-	38
總計	Total		329	6,663	1,563	90	-	8,645

附註：

- 吳騰先生於二零一七年八月十一日辭任執行董事。
- 陳毅生先生於二零一七年十二月一日辭任獨立非執行董事。
- 林惠如女士於二零一七年六月二十七日獲委任為獨立非執行董事。
- 盧家麒先生於二零一八年二月二十六日獲委任為執行董事。

11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(a) Directors' emoluments

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable GEM Listing Rules and Companies Ordinance, is as follows:

		附註 NOTES	袍金 Fee 千港元 HK\$'000	其他酬金： 薪金及 其他福利 Other emoluments: Salaries and other benefits 千港元 HK\$'000	酌情花紅 Discretionary bonus 千港元 HK\$'000	退休福利 計劃供款 Contribution to retirement benefit schemes 千港元 HK\$'000	股本結算之 購股權費用 Equity-settled share option expenses 千港元 HK\$'000	總酬金 Total emoluments 千港元 HK\$'000
截至二零一八年 四月三十日止年度	For the year ended 30 April 2018							
<b>執行董事</b> Executive Directors								
蘇汝成 (主席)	So Yu Shing, Chairman		-	2,670	650	-	-	3,320
黎婉薇	Lai Yuen Mei, Rebecca		-	1,350	600	18	-	1,968
江錦宏	Kong Kam Wang		-	960	105	18	-	1,083
蘇宏進	So Wang Chun, Edmond		-	591	138	30	-	759
吳騰	Ng Tang	1	-	268	-	6	-	274
阮駿暉	Yuen Chun Fai		-	824	70	18	-	912
<b>獨立非執行董事</b> Independent Non-Executive Directors								
羅文生	Law Man Sang		120	-	-	-	-	120
陳毅生	Chan Ngai Sang, Kenny	2	70	-	-	-	-	70
林惠如	Lam Wai Yu	3	101	-	-	-	-	101
盧家麒	Lo Ka Ki	4	38	-	-	-	-	38
總計	Total		329	6,663	1,563	90	-	8,645

Notes:

- Mr. Ng Tang resigned as an executive director with effect from 11 August 2017.
- Mr. Chan Ngai Sang, Kenny resigned as an independent non-executive director with effect from 1 December 2017.
- Ms. Lam Wai Yu was appointed as an independent non-executive director with effect from 27 June 2017.
- Mr. Lo Ka Ki was appointed as an executive director with effect from 26 February 2018.

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 11. 董事及僱員酬金 (續)

### 11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (CONTINUED)

#### (a) 董事酬金 (續)

#### (a) Directors' emoluments (Continued)

		附註 NOTE	袍金 Fee 千港元 HK\$'000	其他酬金： 薪金及 其他福利 Other emoluments: Salaries and other benefits 千港元 HK\$'000	酌情花紅 Discretionary bonus 千港元 HK\$'000	退休福利 計劃供款 Contribution to retirement benefit schemes 千港元 HK\$'000	股本結算之 購股權費用 Equity-settled share option expenses 千港元 HK\$'000	總酬金 Total emoluments 千港元 HK\$'000
截至二零一七年 四月三十日止年度	For the year ended 30 April 2017							
<b>執行董事</b> Executive Directors								
蘇汝成 (主席)	So Yu Shing, Chairman		-	1,123	300	17	-	1,440
黎婉薇	Lai Yuen Mei, Rebecca		-	749	270	18	-	1,037
江錦宏	Kong Kam Wang		-	960	35	18	-	1,013
蘇宏進	So Wang Chun, Edmond		-	456	133	24	-	613
吳騰	Ng Tang		-	960	80	18	-	1,058
阮駿暉	Yuen Chun Fai		-	692	67	18	-	777
<b>獨立非執行董事</b> Independent Non-Executive Directors								
羅文生	Law Man Sang		120	-	-	-	-	120
陳毅生	Chan Ngai Sang, Kenny		120	-	-	-	-	120
王子敬	Ong Chi King	1	110	-	-	-	-	110
總計	Total		350	4,940	885	113	-	6,288

附註：

1. 王子敬先生於二零一七年三月二十九日辭任獨立非執行董事。

Note:

1. Mr. Ong Chi King resigned as an independent non-executive director with effect from 29 March 2017.



11. 董事及僱員酬金 (續)

(b) 五名最高薪酬僱員

截至二零一八年四月三十日止年度，本集團五名最高薪酬人士包括四名（二零一七年：四名）董事，其酬金詳情載列於上述綜合財務報表附註11(a)。本年度餘下一名（二零一七年：一名）既非本公司董事亦非行政總裁之人士之薪酬詳情載列如下：

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
薪金及其他福利	Salaries and other benefits	1,020	720
退休福利計劃供款	Contribution to retirements benefits schemes	18	18
酌情花紅	Discretionary bonus	144	180
		<b>1,182</b>	<b>918</b>

餘下一名最高薪酬人士（並非本公司董事）之薪酬級別如下：

		二零一八年 2018	二零一七年 2017
1,000,001港元至1,500,000港元	HK\$1,000,001 to HK\$1,500,000	1	-
零至1,000,000港元	Nil to HK\$1,000,000	-	1

(c) 於這兩年內，本集團並無向任何董事或任何五名最高薪酬人士支付任何酬金作為加入本集團或加入時之獎勵或作為離職補償，亦無董事放棄任何酬金。

上文所示的執行董事酬金主要有關其管理本公司及本集團事務的服務。

上文所示的獨立非執行董事酬金主要有關其擔任本公司董事的服務。

董事及僱員之酌情花紅乃參照本集團之經營業績、個人表現及可資比較市場數據而釐定。

11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (CONTINUED)

(b) FIVE HIGHEST PAID EMPLOYEES

During the year ended 30 April 2018, the five highest paid individuals included four directors (2017: four), details of whose emoluments are set out in note 11(a) to the consolidated financial statements above. The emoluments of the one (2017: one) remaining individual who is neither a director nor chief executive of the Company for the year are as follows:

The emoluments of the one remaining highest paid individual who is not a director of the Company are within the following bands:

(c) The Group did not pay any directors or any of the five highest paid individuals any emoluments for inducement to join the Group or upon joining the Group or as compensation for loss of office, and none of the directors has waived any emoluments for both years.

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group.

The independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company.

Discretionary bonus for directors and employees were determined with reference to the Group's operating results, individual performance and comparable market statistics.

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 12. 本年度虧損

### 12. LOSS FOR THE YEAR

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
本年度虧損已扣除／（計入） 下列各項：	Loss for the year has been arrived at after charging/(crediting):		
扣除回撥之應收賬款及應收 保固金之呆壞賬撥備	Allowance for bad and doubtful debts on trade receivables and retention monies receivables, net of reversal	20,294	3,638
應收賬款之撇賬	Write-off of trade receivables	403	19,453
長期應付賬款之撇賬	Write-off of long-aged trade payables	(28)	-
已收回壞賬	Bad debts recovered	(25)	-
核數師酬金	Auditor's remuneration		
– 審計服務	– audit service	670	710
– 非審計服務	– non-audit service	120	430
確認為開支之存貨成本	Cost of inventories recognised as an expense	7,034	6,060
按公平值計入損益之 金融資產之公平值虧損／（收益）	Fair value loss/(gain) on financial assets at fair value through profit or loss		
– 持作買賣	– Held for trading	23,925	13,501
– 指定為按公平值計入損益	– Designated as fair value through profit or loss	6,600	(20,400)
		<b>30,525</b>	<b>(6,899)</b>
折舊	Depreciation	9,012	9,980
減：建築合約之已撥充資本金額	Less: Amount capitalised in construction contracts	(6,808)	(8,702)
		<b>2,204</b>	<b>1,278</b>
投資物業之總租金收入	Gross rental income from investment properties	516	641
減：本年度產生租金之投資物業 所產生之直接經營開支	Less: direct operating expenses incurred for investment properties that generate rental during the year	(234)	(234)
		<b>282</b>	<b>407</b>
出售物業、廠房及設備之收益	Gain on disposal of property, plant and equipment	(584)	(853)
物業、廠房及設備之出售及撇賬 虧損	Loss on disposal and write-off of property, plant and equipment	1,190	1,592
土地及樓宇之經營租約之最低租金	Minimum lease payments for operating leases in respect of land and buildings	6,098	4,490
減：建築合約之已撥充資本金額	Less: Amount capitalised in construction contracts	(2,050)	(1,958)
		<b>4,048</b>	<b>2,532</b>
員工成本（包括董事酬金）	Staff costs including directors' emoluments		
– 基本薪金、花紅、其他福利及 退休福利計劃供款	– Basis salaries, bonus, other benefits and retirement benefit scheme contributions	43,795	36,889
– 股本結算之款項支出	– Share-based payment expenses	7,280	-
減：建築合約之已撥充資本金額	Less: Amount capitalised in construction contracts	(15,667)	(15,325)
		<b>35,408</b>	<b>21,564</b>

**13. 股息**

概無就截至二零一八年四月三十日止年度向本公司之普通股股東派發或建議派發股息，亦無自報告期末建議派發任何股息（二零一七年：無）。

**14. 每股虧損****每股基本虧損**

每股基本虧損乃根據截至二零一八年四月三十日止年度本公司持有人應佔本年度虧損合共約109,788,000港元（二零一七年：15,954,000港元）及截至二零一八年四月三十日止年度已發行普通股股份加權平均股數12,946,827,099股（二零一七年：12,767,101,072股）計算。

計算截至二零一八年四月三十日止年度的每股基本虧損所用之加權平均普通股數目已作出調整，以反映於二零一八年三月二十一日發行之代價股份（「代價股份」）。

於二零一八年三月二十一日，本公司配發及發行1,600,000,000股股份作為收購藍塘創投有限公司及其全資附屬公司之代價。本公司股份於發行代價股份當日之收市價為每股0.043港元。代價股份相當於本公司當時經擴大已發行股本之約11.14%。

由於行使購股權將令本年度之每股虧損減少，故計算截至二零一八年四月三十日止年度之每股攤薄虧損並無假設本公司之購股權已獲行使。

**13. DIVIDEND**

No dividend was paid or proposed for ordinary shareholders of the Company for the year ended 30 April 2018, nor has any dividend been proposed since the end of the reporting period (2017: Nil).

**14. LOSS PER SHARE****Basic loss per share**

The calculation of the basic loss per share is based on the loss for the year attributable to the owners of the Company totaling approximately HK\$109,788,000 (2017: HK\$15,954,000) for the year ended 30 April 2018 and on the weighted average number of 12,946,827,099 (2017: 12,767,101,072) ordinary shares outstanding during the year ended 30 April 2018.

The weighted average numbers of ordinary shares for the purpose of calculating basic loss per share for the year ended 30 April 2018 have been adjusted to reflect the issue of consideration shares (“consideration shares”) on 21 March 2018.

On 21 March 2018, the Company allotted and issued 1,600,000,000 shares as consideration for acquisition of Blue Pool Ventures Limited and its wholly-owned subsidiary. The closing market price per share of the Company was HK\$0.043 on the date of issue of the consideration shares. The consideration shares represented approximately 11.14% of the then enlarged issued share capital of the Company.

The computation of diluted loss per share for the year ended 30 April 2018 does not assume the exercise of the Company’s share option as the exercise would result in a decrease in loss per share for the year.

## 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 15. 投資物業

### 15. INVESTMENT PROPERTIES

千港元  
HK\$'000

公平值	FAIR VALUE	
於二零一六年五月一日	At 1 May 2016	40,220
於損益確認之公平值增加	Increase in fair value recognised in profit or loss	4,350
於二零一七年四月三十日	At 30 April 2017	<b>44,570</b>
於損益確認之公平值增加	Increase in fair value recognised in profit or loss	12,000
於二零一八年四月三十日	At 30 April 2018	<b>56,570</b>

本集團之全部投資物業均持有作收租用途或作資本增值用途。本集團位於香港之投資物業乃按長期租約持有。本集團之投資物業均以公平值模式計算，並分類及入賬列作投資物業。

投資物業由威格斯資產評估顧問有限公司（與本集團並無關連之獨立合資格專業估值師）進行估值，以釐定滙隆集團有限公司（「WL Holdings」）持有之投資物業於二零一八年及二零一七年四月三十日的公平值。

於估計物業之公平值時，物業之最高及最佳使用為其現時之使用狀況。管理層與合資格外聘估值師緊密合作設立模式適用之估值方法及輸入數據。本集團投資物業所有公平值計量均分為第三級。

All of the Group's investment properties are held for earning rentals or for capital appreciation purposes. The Group's investment properties are situated in Hong Kong and held under a long term lease. The Group's investment properties are measured using the fair value model and are classified and accounted for as investment properties.

Valuation of investment properties was performed by Messrs Vigers Appraisal & Consulting Limited, an independent qualified professional valuer not connected to the Group to determine the fair value of investment properties held by Wui Loong Holdings Company Limited ("WL Holdings") as at 30 April 2018 and 2017.

In estimating of the fair value of properties, the highest and the best use of the properties is their current use. The management works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. All of the fair value measurements of the Group's investment properties were categorised into Level 3.

**15. 投資物業 (續)**

**估值技術**

於估值日期租出的香港投資物業的公平值乃按市場比較法經參考採用類似物業的市場可觀察交易之可資比較物業近期每平方英尺售價而釐定。

投資物業估值所用的主要不可觀察輸入數據為因應有關投資物業的位置、規模及條件差異後作出的經調整交易價格。所用的經調整交易價格略增會導致公平值大幅增加，反之亦然。

概無更改於過往年度所用的估值技術。

於二零一八年及二零一七年四月三十日，投資物業已抵押以取得授予本集團的一般銀行融資（見附註39）。

**15. INVESTMENT PROPERTIES (CONTINUED)**

**Valuation techniques**

The fair value of investment properties located in Hong Kong which were tenanted as at the date of valuation is determined using market comparison approach by reference to recent sales price of comparable properties on a price per square foot basis using market observable transactions of similar properties.

The key unobservable input used was the adjusted transaction price after taking into account the difference in location, size and condition of the investment properties. A slight increase in the adjusted transaction price used would result in a significant increase in fair value, and vice versa.

There were no changes from the valuation techniques used in the prior year.

The investment properties were pledged to secure general banking facilities granted to the Group as at 30 April 2018 and 2017 (see note 39).

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 16. 物業、廠房及設備

### 16. PROPERTY, PLANT AND EQUIPMENT

		租賃土地 及樓宇 Leasehold land and buildings 千港元 HK\$'000	廠房 及機器 Plant and machinery 千港元 HK\$'000	金屬管 及橋板 Metal tubes and catwalks 千港元 HK\$'000	吊船工作 台及相關 設備 Gondolas and related equipment 千港元 HK\$'000	汽車 Motor vehicles 千港元 HK\$'000	傢俬及 裝置 Furniture and fixtures 千港元 HK\$'000	總計 Total 千港元 HK\$'000
<b>成本</b>	<b>Cost</b>							
於二零一六年五月一日	At 1 May 2016	9,273	513	46,926	7,500	6,124	7,847	78,183
添置	Additions	556	171	238	463	2,825	1,457	5,710
出售	Disposals	-	-	-	-	(1,913)	-	(1,913)
撇銷	Written off	-	-	(7,144)	(491)	-	(38)	(7,673)
於二零一七年四月三十日	At 30 April 2017	9,829	684	40,020	7,472	7,036	9,266	74,307
添置	Additions	-	-	120	40	-	106	266
收購一間附屬公司(附註36)	Acquisition of a subsidiary (note 36)	-	-	-	-	-	1	1
出售	Disposals	-	-	(1,938)	-	(632)	(1,020)	(3,590)
撇銷	Written off	-	-	(8,519)	(150)	-	-	(8,669)
於二零一八年四月三十日	At 30 April 2018	9,829	684	29,683	7,362	6,404	8,353	62,315
<b>折舊</b>	<b>Depreciation</b>							
於二零一六年五月一日	At 1 May 2016	2,144	384	22,453	5,763	4,946	6,474	42,164
本年度提撥	Provided for the year	276	71	7,696	690	696	551	9,980
出售沖回	Eliminated on disposals	-	-	-	-	(1,898)	-	(1,898)
撇銷沖回	Eliminated on written off	-	-	(5,622)	(421)	-	(38)	(6,081)
於二零一七年四月三十日	At 30 April 2017	2,420	455	24,527	6,032	3,744	6,987	44,165
本年度提撥	Provided for the year	415	74	6,546	558	803	616	9,012
出售沖回	Eliminated on disposals	-	-	(1,841)	-	(618)	(1,020)	(3,479)
撇銷沖回	Eliminated on written off	-	-	(7,345)	(150)	-	-	(7,495)
於二零一八年四月三十日	At 30 April 2018	2,835	529	21,887	6,440	3,929	6,583	42,203
<b>賬面值</b>	<b>Carrying values</b>							
於二零一八年四月三十日	At 30 April 2018	<b>6,994</b>	<b>155</b>	<b>7,796</b>	<b>922</b>	<b>2,475</b>	<b>1,770</b>	<b>20,112</b>
於二零一七年四月三十日	At 30 April 2017	<b>7,409</b>	<b>229</b>	<b>15,493</b>	<b>1,440</b>	<b>3,292</b>	<b>2,279</b>	<b>30,142</b>

於二零一八年四月三十日，就本集團融資租賃下持有的資產而言，本集團汽車之賬面淨值約2,474,000港元(二零一七年：3,292,000港元)。

於二零一八年及二零一七年四月三十日，賬面淨值約6,994,000港元(二零一七年四月三十日：7,409,000港元)租賃土地及樓宇已獲抵押以取得授予本集團的一般銀行融資(見附註39)。

截至二零一七年四月三十日止年度，本集團於本年度以融資租賃方法購買物業、廠房及設備之金額約為2,825,000港元。

At 30 April 2018, the net book value of motor vehicles of the Group included approximately HK\$2,474,000 (2017: HK\$3,292,000) in respect of assets held under finance leases.

Leasehold land and buildings with net book value of approximately HK\$6,994,000 (30 April 2017: HK\$7,409,000) have been pledged to secure general banking facilities granted to the Group as at 30 April 2018 and 2017 (see note 39).

For the year ended 30 April 2017, property, plant and equipment acquired by the Group during the year by finance leases amounted to approximately HK\$2,825,000.

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 17. 商譽

### 17. GOODWILL

二零一八年  
2018  
千港元  
HK\$'000

成本及賬面值	COST AND CARRYING VALUES	
於二零一七年五月一日	At 1 May 2017	-
因收購一間附屬公司而產生 (附註36)	Arising on acquisition of a subsidiary (note 36)	<b>25,366</b>
於二零一八年四月三十日	At 30 April 2018	<b>25,366</b>

有關商譽減值測試之詳情披露於附註19。

Particulars regarding impairment testing on goodwill are disclosed in note 19.

### 18. 無形資產

### 18. INTANGIBLE ASSET

經紀執照  
Broker License  
二零一八年  
2018  
千港元  
HK\$'000

成本及賬面值	COST AND CARRYING VALUES	
於二零一七年五月一日	At 1 May 2017	-
因收購一間附屬公司而產生 (附註36)	Arising on acquisition of a subsidiary (note 36)	<b>41,900</b>
於二零一八年四月三十日	At 30 April 2018	<b>41,900</b>

無形資產指於本年度因收購一間附屬公司而產生之經紀執照。經紀執照可每年按最低成本重續。本公司董事認為，本集團將持續重續執照，並有能力如此行事。本集團管理層已進行包括市場及競爭在內的各種研究，研究表明，執照對於其預期為本集團產生現金流量淨額之期間並無可預見之限制。

The intangible asset represents broker license arising on acquisition of a subsidiary during the year. The license can be renewed every year at minimal cost. The directors of the Company are of the opinion that the Group would renew the license continuously and has the ability to do so. Varied studies including market and competitive have been performed by management of the Group, which supports that the licence has no foreseeable limit to the period over which the license are expected to generate net cash flows for the Group.

因預計經紀執照可無限期帶來現金流入淨額，故本集團管理層認為經紀執照具有無限使用年期。經紀執照不會攤銷直至限定其可使用年期。相反，經紀執照每年及每當有跡象顯示其可能減值時進行減值測試。減值測試之詳情披露於附註19。

As a result, the license is considered by the management of the Group as having an indefinite useful life because it is expected to contribute to net cash inflows indefinitely. The license will not be amortised until its useful life is determined to be finite. Instead it will be tested for impairment annually and whenever there is an indication that it may be impaired. Particulars of the impairment testing are disclosed in note 19.

### 19. 商譽及具無限可使用年期的無形資產之減值測試

就減值測試而言，附註17及18所載之商譽及具無限可使用年期之無形資產已分配至與資產管理業務有關之現金產生單位。

於截至二零一八年四月三十日止年度，本集團管理層確定，其包含商譽或具無限可使用年期之無形資產之任何現金產生單位並無減值。

上述與資產管理業務相關之現金產生單位之可收回金額之基準及彼等之主要相關假設概述如下：

該現金產生單位的可收回金額已根據使用價值計算釐定。有關計算採用根據經管理層批准涵蓋五年期的財務預算以及於二零一八年四月三十日的貼現率15.50%釐定的現金流量預測作出。於五年期內的收益增長率為3%，乃根據管理層對人力資源能力及未來業務計劃的估計得出。計算使用價值的其他主要假設與對現金流入／現金流出（包括預算收入及毛利率）的估計有關。有關估計乃根據該現金產生單位的過往表現及管理層對市場發展的預期所作出。管理層認為，任何該等假設出現任何合理可能變動，將不會導致商譽的賬面值超過其可收回金額。

### 19. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSET WITH INDEFINITE USEFUL LIVES

For the purpose of impairment testing, goodwill and intangible asset with indefinite useful lives set out in the notes 17 and 18 have been allocated to cash generating units related to asset management business.

During the year ended 30 April 2018, management of the Group determines that there is no impairment of any of its CGU containing goodwill or intangible asset with indefinite useful lives.

The basis of the recoverable amounts of the above CGU related to assets management business and their major underlying assumptions are summarised below:

The recoverable amount of this CGU has been determined based on a value in use calculation. The calculation uses cash flow projections based on financial budgets approved by management cover a 5-year period, and discount rate of 15.50% as at 30 April 2018. The revenue growth rate during the 5-year period is 3% which is based on the management's estimation regarding human resources capacity and future business plan. Other key assumptions for the value in use calculation relate to the estimation of cash inflows/outflows which include budgeted revenue and gross margin, such estimation is based on the CGU past performance and management's expectations for the market development. The management determines that any reasonably possible change in any of these assumptions would not cause the carrying amount of the goodwill exceeds its recoverable amount.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

20. 於聯營公司及合營公司之權益

20. INTERESTS IN ASSOCIATES AND A JOINT VENTURE

(a) 於聯營公司之權益

(a) Interests in associates

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
於聯營公司之投資成本：	Costs of investment in associates:		
非上市	Unlisted	-	-
應佔收購後溢利及儲備	Share of post-acquisition profits and reserve	580	580
		580	580
減：累計減值虧損	Less: accumulated impairment loss	(580)	(580)
		-	-

於報告期末，本集團各聯營公司之詳情如下：

Details of each of the Group's associates at the end of the reporting period are as follows:

聯營公司名稱 Name of associate	業務架構形式 Form of business structure	註冊成立地點 Place of incorporation	本公司所持已發行股本之面值比例 Proportion of nominal value of issued share capital held by the Company				主要業務 Principal activity
			二零一八年 2018		二零一七年 2017		
			直接 directly	間接 indirectly	直接 directly	間接 indirectly	
BM Technologies Limited	註冊成立 Incorporated	英屬維爾京群島（「英屬維爾京群島」） British Virgin Islands ("BVI")	36.36%	-	36.36%	-	投資控股 Investment holding
滙俊建材有限公司 Wui Chun Building Material Limited	註冊成立 Incorporated	香港 Hong Kong	-	36.36%	-	36.36%	已無運作 Dormant

## 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 20. 於聯營公司及合營公司之權益 (續)

#### (b) 於合營公司之權益

於截至二零一八年四月三十日止年度，本集團之一間附屬公司成立合營公司 Favourite Number Limited (一間於英屬維爾京群島註冊成立之公司)。本集團持有43%股本權益，投資成本為43美元(「美元」)(335港元等值)。根據合營公司協議，本集團與另一名股東共同控制合營公司的財務及營運政策。由於合營公司於截至二零一八年四月三十日止年度並未開始營業，故並無於綜合財務報表披露合營公司的財務資料。

### 21. 可供出售投資

### 20. INTERESTS IN ASSOCIATES AND A JOINT VENTURE (CONTINUED)

#### (b) Interest in a joint venture

During the year ended 30 April 2018, a subsidiary of the Group formed a joint venture named Favourite Number Limited, which is a company incorporated in BVI. The Group holds 43% equity interest with investment cost of United States dollar (“US\$”) 43 (equivalent to HK\$335). Based on the joint venture agreement, the Group and another shareholder jointly control over the financial and operating policy of the joint venture. No financial information of the joint venture has been disclosed in these consolidation financial statements as the joint venture did not commence business during the year ended 30 April 2018.

### 21. AVAILABLE-FOR-SALE INVESTMENTS

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
於香港上市的股本證券	Equity securities listed in Hong Kong	18,921	79,452
按公平值計入之非上市投資基金	Unlisted investment funds at fair value	–	9,181
非上市投資，按成本	Unlisted investment, at cost	2,000	2,000
		<b>20,921</b>	90,633
作報告用途分析為以下項目：	Analysed for reporting purposes as:		
非流動資產	Non-current assets	<b>20,921</b>	90,633

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 21. 可供出售投資 (續)

上市證券的公平值乃根據香港活躍市場買入價釐定。

上述按成本列賬之非上市投資指於並無於活躍市場報價及於香港註冊成立之私人實體所發行之非上市股本投資。由於合理公平值估計之範圍頗大，故相應公平值不能可靠地計量。因此，有關投資於報告期末按成本扣除減值計量。本集團於非上市投資間接持有49%之股本權益。由於本集團並無權利於有關金融投資及經營決策之該等私人實體股東及董事會議上投票，故該非上市股本投資並無被視為本集團之聯營公司。

於二零一七年四月三十日非上市投資基金的公平值已參考投資基金之基金管理人於報告日期提供的報價而釐定。董事相信，投資基金之基金管理人所提供的估計公平值乃屬合理，並為報告期末之最恰當價值。

截至二零一八年四月三十日止年度，贖回非上市投資基金之收益約963,000港元、出售香港上市股本證券之虧損約19,656,000港元及減值金額25,710,000港元（其中約4,000,000港元因非上市投資基金減值及約21,710,000港元因香港上市股本證券減值所致）於損益確認。

21. AVAILABLE-FOR-SALE INVESTMENTS  
(CONTINUED)

The fair values of listed securities are based on bid prices quoted in active markets in Hong Kong.

The above unlisted investment at cost represents investment in unlisted equity investments issued by a private entity incorporated in Hong Kong which does not have quoted market price in an active market. As the range of reasonable fair value estimates is so significant, the corresponding fair values cannot be measured reliably. Accordingly, the investments are measured at cost less impairment at the end of reporting period. The Group indirectly hold 49% equity interest in the unlisted investment. The unlisted equity investment is not regarded as an associate of the Group because the Group has no right to vote at both meetings of shareholders and directors of such private entity relating to the financial investing and operating decisions.

The fair value of the unlisted investment funds as at 30 April 2017 has been determined by reference to the quotation provided by the fund manager of the investment funds at the reporting date. The directors believe that the estimated fair values provided by the fund manager of the investment funds are reasonable, and that is the most appropriate value at the end of the reporting period.

Gain on redemption of an unlisted investment fund of approximately HK\$963,000, loss on disposal of equity securities listed in Hong Kong of approximately HK\$19,656,000 and impairment for the amount of HK\$25,710,000, of which approximately HK\$4,000,000 was attributed from impairment of an unlisted investment fund and approximately HK\$21,710,000 was attributed from impairment of equity securities listed in Hong Kong, were recognised in profit or loss for the year ended 30 April 2018.

## 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 22. 應收貸款及利息

本集團應收固定利率貸款面對的利率風險及其合約到期日如下：

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
一年內到期款項	Amounts fall due within one year	230,235	354,663
一年至第二年内到期款項	Amounts fall due within one to second year	131,714	72,190
第二至第五年内到期款項	Amounts fall due within second to fifth year	141,659	–
		<b>503,608</b>	426,853

於報告日期，應收貸款及利息包括：

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
以擔保人作抵押之金額	Amounts secured with guarantor	36,942	18,694
以證券作抵押之金額（附註）	Amounts secured with securities (Note)	305,442	298,882
以擔保人及證券作抵押之金額 （附註）	Amounts secured with guarantor and securities (Note)	–	15,351
無抵押之金額	Amounts unsecured	161,224	93,926
		<b>503,608</b>	426,853

附註：有關證券為聯交所上市公司之普通股。

The exposure of the Group's fixed rate loan receivables to interest rate risks and their contractual maturity dates are as follows:

At the reporting date, loan and interest receivables consisted of:

Note: The securities are ordinary shares of companies listed on the Stock Exchange.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

22. 應收貸款及利息 (續)

22. LOAN AND INTEREST RECEIVABLES  
(CONTINUED)

下表概述此等貸款的信貨質素 (扣除減值撥備之總額) :

The table below summarises its credit quality (gross balances net of impairment allowances):

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
信貨質素:	Credit quality:		
逾期而不作個別減值	Past due but not individually impaired	42,204	-
並非逾期或個別減值	Neither past due nor individually impaired	461,404	426,853

本集團致力對未償還應收貸款及利息維持嚴格監控，務求將信貸風險減至最低。授出貸款須待管理層批准方可作實，而逾期結餘就可收回性進行定期檢討。於截至二零一八年四月三十日止年度，應收貸款及利息按訂約方相互協定之固定利率計息，介乎每年6.5厘至40厘 (二零一七年：3厘至12厘)。

The Group seeks to maintain strict control over its outstanding loan and interest receivables so as to minimise credit risk. The granting of loans is subject to approval by the management, whilst overdue balances are reviewed regularly for recoverability. During the year ended 30 April 2018, loan and interest receivables were charging on fixed interest rate mutually agreed between the contracting parties, ranging from 6.5% to 40% (2017: 3% to 12%) per annum.

於釐定借貸業務產生之應收貸款減值時，管理層會考慮相關應收貸款到期後的結算及各借款人相關抵押資產之估計可回收金額減銷售成本。

In determining the impairment of loans receivables from money lending business, the management considers the settlements subsequent to maturity of the relevant loans receivables and the estimated recoverable amount of the corresponding pledged assets of each borrower less cost to sell.

已逾期但未減值之應收貸款及利息與多名擁有良好還款記錄／或於本集團存置抵押品／或隨後已於報告日期後償還之獨立借款人有關。根據過往經驗，本公司董事認為無須作出減值撥備，且結餘仍被視為可悉數收回。

Loan and interest receivables that were pass due but not impaired relate to a number of independent borrowers that have good repayment history/ or collateral maintained with the Group/or subsequently settled after the reporting date. Base on the past experience, the directors of the Company are of the view that no provision of impairment is necessary and the balance is still considered fully recoverable.

由於所有既未逾期亦未減值之應收貸款及利息於貸款期內並無拖欠付款記錄，故本公司董事認為該金額為可收回。

All loan and interest receivables that are neither past due nor impaired have no default payment history over the term of loan and the directors of the Company are of the opinion that the amounts are recoverable.

## 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 23. 預付款項、按金及其他應收款項

預付款項、按金及其他應收款項之詳情如下：

### 23. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

Details of prepayments, deposits and other receivables are as follows:

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
貸款予一名高級管理層(附註a)	Loan to a senior management (Note a)	802	–
應收合營公司款項(附註b)	Amount due from a joint venture (Note b)	2,066	–
預付款項	Prepayments	947	891
按金	Deposits	1,948	1,957
其他應收款項	Other receivables	4,320	3,309
		<b>10,083</b>	<b>6,157</b>
作報告用途分析為以下項目：	Analysed for reporting purpose as:		
非流動資產	Non-current assets	1,411	705
流動資產	Current assets	8,672	5,452

附註：

Note:

a： 貸款予一名高級管理層為非貿易性質，無抵押，固定年利率為3%，並按還款計劃償還。

a: The loan to a senior management is of non-trade nature, unsecured, interest bearing at a fixed interest rate of 3% per annum and repayable according to repayment schedule.

b： 應收合營公司款項為無抵押、不計息及須按要求償還。

b: The amount due from a joint venture is unsecured, non-interest bearing and repayable on demand.

### 24. 應收賬款

### 24. TRADE RECEIVABLES

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
自下列各項所得應收賬款	Trade receivables from		
– 為建築及建造工程提供棚架搭建及精裝修服務以及其他建造及樓宇工程服務(附註a)	– Scaffolding and fitting out services and other services for construction and buildings work (Note a)	58,370	67,377
– 證券經紀及孖展融資業務(附註b)	– Securities brokerage and margin financing business (Note b)	13,794	359
		<b>72,164</b>	<b>67,736</b>
減：呆壞賬撥備	Less: Allowance for bad and doubtful debts	(23,657)	(3,596)
		<b>48,507</b>	<b>64,140</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

24. 應收賬款 (續)

附註(a)：

就為建築及建造工程提供棚架搭建及精裝修服務以及其他建造及樓宇工程服務而向每名個別客戶提供之信貸期乃根據有關投標書或合約之付款條款而提供。於報告期末基於發票日及扣除減值之應收賬款賬齡分析如下：

90日內	Within 90 days
91–180日	91 to 180 days
181–365日	181 to 365 days
超過1年	Above 1 year

接納任何新客戶前，本集團會評估潛在客戶之信貸質素及界定客戶之信貸限額。大部分未逾期亦未減值之應收賬款並無拖欠付款記錄。

上述應收賬款包括於報告日期已逾期的總賬面值約13,858,000港元（二零一七年：約20,626,000港元）的貿易應收賬款。由於信貸質素並無出現重大變動且根據過往經驗認為該等款項為可收回，故本集團並無計提減值虧損撥備。

24. TRADE RECEIVABLES (CONTINUED)

Note (a):

The credit terms given to each individual customer of scaffolding and fitting out services and other services for construction and buildings work were in accordance with the payment terms stipulated in the relevant tenders or contracts. The aged analysis of trade receivables as at the end of the reporting period, based on the invoice date and net of impairment is as follows:

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

20,855	43,155
2,169	12,749
4,643	6,709
7,046	1,168
<b>34,713</b>	<b>63,781</b>

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Majority of the trade receivables that are neither past due nor impaired have no default payment history.

Included in the above trade receivables are trade debtors with aggregate carrying amount of approximately HK\$13,858,000 (2017: approximately HK\$20,626,000) which are past due at the reporting date for which the Group has not provided for impairment loss as there has not been a significant change in the credit quality and amounts are still considered recoverable based on historical experience.

## 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 24. 應收賬款 (續)

#### 逾期但未減值之應收賬款之賬齡

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
逾期少於三個月	Over due less than 3 months	2,169	12,749
逾期三個月至九個月	Over due 3 months to 9 months	4,643	6,709
逾期超過九個月	Over due over 9 months	7,046	1,168
		<b>13,858</b>	20,626

為建築及建造工程提供棚架搭建及精裝修服務以及其他建造及樓宇工程服務之應收賬款之呆壞賬撥備之變動如下：

### 24. TRADE RECEIVABLES (CONTINUED)

#### Ageing of trade receivables which are past due but not impaired

Movements in allowance for bad and doubtful debts of trade receivables from scaffolding and fitting out services and other services for construction and buildings work are as follows:

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
於年初	At beginning of the year	3,596	352
呆壞賬撥備	Allowance for bad and doubtful debts	22,448	3,443
不能收回之撇賬額	Amounts written off as uncollectible	(360)	-
撥回呆壞賬撥備	Reversal of allowance for bad and doubtful debts	(2,027)	(199)
於年末	At end of the year	<b>23,657</b>	3,596

上述本集團為建築及建造工程提供棚架搭建及精裝修以及其他建造及樓宇工程服務之應收賬款減值撥備包括個別需減值之應收賬款撥備約23,657,000港元(二零一七年:約3,596,000港元)。個別需減值之應收賬款與拖欠還款之客戶有關,且預期只有部分賬款可望收回。

Included in the above allowances for impairment of trade receivables from scaffolding and fitting out services and other services for construction and buildings work of the Group are allowances for individually impaired trade receivables of approximately HK\$23,657,000 (2017: approximately HK\$3,596,000). The individually impaired receivables relate to customers that were in default and only a portion of the receivables is expected to be recovered.

截至二零一七年四月三十日止年度,本集團已就賬齡超過365天及被視作不可收回的為建築及建造工程提供棚架搭建及精裝修以及其他建造及樓宇工程服務之應收賬款撇賬為約19,453,000港元。

For the year ended 30 April 2017, the Group had written off approximately HK\$19,453,000 for trade receivables from scaffolding and fitting out services and other services for construction and buildings work which are aged over 365 days and considered not recoverable.

為建築及建造工程提供棚架搭建及精裝修服務以及其他建造及樓宇工程服務之應收賬款約9,513,000港元(二零一七年:約16,540,000港元)已抵押作為授予本集團一般銀行融資之擔保。

Trade receivables from scaffolding and fitting out services and other services for construction and buildings work of approximately HK\$9,513,000 (2017: approximately HK\$16,540,000) have been pledged to secure general banking facilities granted to the Group.



## 24. 應收賬款 (續)

附註(b)：

證券經紀及孖展融資業務之應收賬款之結算期通常為交易日後兩天。

於二零一八年四月三十日，來自證券經紀及孖展融資業務應收賬款，扣除個別已減值之應收款項後，約13,794,000港元（二零一七年：227,000港元），其中包括孖展客戶之應收賬款5,822,000港元（二零一七年：288,000港元）由公平值為68,357,000港元（二零一七年：425,000港元）之客戶已抵押證券作抵押。所有質押證券均為香港上市股本證券。孖展貸款須於結算日後按要求償還，按固定年利率10%（二零一七年：10%）計息。就授予客戶以配發首次公開發售（「首次公開發售」）的孖展貸款而言，該等孖展貸款按固定年利率1.5%（二零一七年：1.5%）計息。證券被賦予特定之孖展比率以計算其孖展價值。若未償還款額超過已存入證券的合資格孖展價值，則會要求客戶提供額外資金或抵押品。本集團可酌情將持有之抵押品出售以結清孖展客戶應付之任何未償還款額。

就兩個報告期末已逾期但並無減值之金額而言，其全部款項賬齡均在30天內（由結清當日起計）。概無就證券經紀及孖展融資業務之應收賬款確認呆壞賬撥備。

由於提供予孖展客戶應收賬款總額之27.5%（二零一七年：98.3%）乃應收本集團五大孖展客戶之款項，故本集團面對信貸集中風險。總金額由於二零一八年四月三十日公平值約12,419,000港元（二零一七年：1,183,000港元）之客戶質押證券作抵押。鑑於抵押品按個別基準足以涵蓋整筆結餘，本集團相信該金額乃視為可以收回。鑑於證券經紀及孖展融資業務之性質，本公司董事認為賬齡分析並無額外作用，因此並無披露賬齡分析。

## 24. TRADE RECEIVABLES (CONTINUED)

Notes (b):

The normal settlement terms of trade receivables from securities brokerage and margin financing business are two days after trade date.

Trade receivables from securities brokerage and margin financing business, net of individually impaired receivables, amounted to approximately HK\$13,794,000 (2017: HK\$227,000), of which trade receivables from margin clients amounting to HK\$5,822,000 (2017: HK\$288,000) as at 30 April 2018 are secured by clients' pledged securities with fair value of HK\$68,357,000 (2017: HK\$425,000). All of the pledged securities are listed equity securities in Hong Kong. The margin loans are repayable on demand subsequent to settlement date and carry at fixed interest rate of 10% (2017: 10%) per annum. In respect of margin loans lent to client for allotment of Initial Public Offering ("IPO"), such margin loans carry at fixed interest rate of 1.5% (2017: 1.5%) per annum. Securities are assigned with specific margin ratios for calculating their margin values. Additional funds or collateral are required if the outstanding amount exceeds the eligible margin value of securities deposited. The collateral held can be sold at the Group's discretion to settle any outstanding amount owed by margin clients.

The amount that are past due but not impaired at the end of both reporting periods are all aged within 30 days (from settlement date). No allowance for bad and doubtful debts have been recognised for trade receivables from securities brokerage and margin financing business.

The Group has concentration of credit risk as 27.5% (2017: 98.3%) of the total trade receivables from margin clients which are due from the Group's five largest margin clients. The whole amount is secured by clients' pledged securities with the fair value of approximately HK\$12,419,000 as at 30 April 2018 (2017: HK\$1,183,000). The Group believes that the amount is considered recoverable given the collateral is sufficient to cover the entire balance on individual basis. No ageing analysis is disclosed, as in the opinion of the directors of the Company, the ageing analysis does not give additional value in view of the nature of business of securities brokerage and margin financing.

## 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 25. 應收／(應付)客戶合約工程款項

### 25. AMOUNTS DUE FROM/(TO) CUSTOMERS FOR CONTRACT WORK

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
於各報告期末之進行中合約：	Contracts in progress at the end of each reporting period:		
迄今合約成本加應佔溢利減已確認虧損	Contract costs incurred to date plus attributable profits less recognised losses	256,830	198,450
已收及應收進度款項	Progress payments received and receivable	(257,367)	(199,233)
		(537)	(783)
作報告用途分析為：	Analysed for reporting purposes as:		
應收客戶合約工程款項	Amounts due from customers for contract work	11,869	7,705
應付客戶合約工程款項	Amounts due to customers for contract work	(12,406)	(8,488)
		(537)	(783)

### 26. 存貨

### 26. INVENTORIES

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
原材料	Raw materials	372	299

### 27. 應收保固金

### 27. RETENTION MONIES RECEIVABLES

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
應收保固金	Retention monies receivables	3,709	2,467
減：呆壞賬撥備	Less: Allowance for bad and doubtful debts	(238)	(963)
		3,471	1,504

27. 應收保固金 (續)

以下為基於保固金存入日期於各報告期末的應收保固金賬齡分析：

一年內	Within one year
一年以上	Over one year

於二零一八年及二零一七年四月三十日，本集團並無於報告期末已逾期而本集團未進行減值虧損撥備之應收保固金結餘。本集團並無就該等結餘持有任何抵押品。於釐定應收保固金之可收回性時，本集團會考慮應收保固金自初始授出信貸日期至報告期末止信貸質素之任何變動。

應收保固金之呆壞賬撥備本年度之變動如下：

於年初	At beginning of the year
呆壞賬撥備	Allowance for bad and doubtful debts
不能收回之撇賬額	Amounts written off as uncollectible
撥回呆壞賬撥備	Reversal of allowance for bad and doubtful debts
於年末	At end of the year

於報告期末，呆壞賬撥備約238,000港元（二零一七年：963,000港元）乃不能收回之結餘。

應收保固金為無抵押、免息及可於個別合約介乎自各自項目完成之日起計1至2年的保修期結束時收回。於二零一七年四月三十日38,000港元之應收保固金已抵押以取得本集團獲授之一般銀行融資。

27. RETENTION MONIES RECEIVABLES  
(CONTINUED)

The following is an aged analysis of retention monies receivables based on the date of placement of retention monies, at the end of each reporting period:

	二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
一年內	3,186	1,495
一年以上	285	9
	<b>3,471</b>	<b>1,504</b>

As at 30 April 2018 and 2017, there were no retention monies receivables balances of the Group that were past due at the end of the reporting period for which the Group had not provided for impairment loss. The Group does not hold any collateral over these balances. In determining the recoverability of retention monies receivables, the Group considers any change in credit quality of the retention monies receivables from the date credit is initially granted up to the end of the reporting period.

Movements in allowance for bad and doubtful debts of retention monies receivables during the year were as follows:

	二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
於年初	963	569
呆壞賬撥備	-	753
不能收回之撇賬額	(598)	-
撥回呆壞賬撥備	(127)	(359)
於年末	<b>238</b>	<b>963</b>

The allowance for bad and doubtful debts of approximately HK\$238,000 (2017: HK\$963,000) represents the uncollectible balances at the end of the reporting period.

Retention monies receivables are unsecured, interest-free and recoverable at the end of the defects liability period of individual contracts, ranging from 1 to 2 years from the date of the completion of the respective project. Retention monies receivables of HK\$38,000 as at 30 April 2017 were pledged to secure general banking facilities granted to the Group.

## 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 28. 按公平值計入損益之金融資產

### 28. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
持作買賣香港上市股本證券	Hong Kong listed equity securities held for trading	<b>34,972</b>	54,840
指定為按公平值計入損益之 可轉換債券之投資	Investment in convertible bond designated as FVTPL	<b>28,800</b>	35,400
		<b>63,772</b>	90,240
作報告用途分析為以下項目： 流動資產	Analysed for reporting purpose as: Current assets	<b>63,772</b>	90,240

有關投資指為本集團提供機會透過收取股息收入及公平值收益作為回報的上市股本證券及債券投資。上市證券的公平值乃根據香港活躍市場買入價釐定。

指定為按公平值計入損益之可轉換債券之投資由艾升（與本集團並無關連之獨立合資格專業估值師）進行估值，以釐定債券投資於二零一八年及二零一七年四月三十日之公平值。公平值計量之詳情披露於附註44。

The investments represent listed equity securities and bond investments that offer the Group the opportunity for return through dividend income and fair value gains. The fair values of listed securities are based on the bid prices quoted in active markets in Hong Kong.

The valuation of investment in convertible bond designated as FVTPL was performed by Messrs. Ascent Partners, an independent qualified professional valuer not connected to the Group, to determine the fair value of the bond investment as at 30 April 2018 and 2017. Details of the fair value measurement is disclosed in note 44.

## 29. 銀行結餘及現金

### 銀行結餘及現金－信託賬戶

本集團於認可機構設有金額為約22,918,000港元（二零一七年：136,000港元）之獨立賬戶，以於日常業務過程中持有客戶資金。本集團亦已確認應付相關客戶及其他相關客戶以及其他機構的相應應付賬款。然而，本集團現時並無可把該等應付賬款與所存入存款抵銷之可強制執行權利。

### 銀行結餘及現金－一般賬戶

銀行結餘及現金包括本集團所持之現金及原到期日為三個月或以下之短期銀行存款。銀行結餘按介乎0%至0.26%（二零一七年：0%至0.20%）之利率計息。

## 30. 應付賬款及其他應付款項

## 29. BANK BALANCES AND CASH

### Bank balances and cash – trust account

The Group maintains segregated accounts with an amount of approximately HK\$22,918,000 (2017: HK\$136,000) with authorised institutions to hold client money in the normal course of business. The Group has also recognised the corresponding trade payables to respective clients and other respective clients and other institutions. However, the Group does not have a currently enforceable right to offset those payables with the deposits placed.

### Bank balances and cash – general accounts

Bank balances and cash comprise cash held by the Group and short term bank deposit with an original maturity of three months or less. The bank balances carry interest at rates ranging from 0% to 0.26% (2017: 0% to 0.20%).

## 30. TRADE AND OTHER PAYABLES

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
下列各項之應付賬款	Trade payables to		
證券經紀及孖展融資業務	Securities brokerage and margin financing business		
－現金及孖展客戶（附註i）	－ Cash and margin clients (Note i)	22,821	136
－結算所（附註i）	－ Clearing house (Note i)	653	490
其他貿易債權人（附註ii）	Other trade creditors (Note ii)	6,705	6,277
應付賬款總額	Total trade payables	30,179	6,903
其他應付款項（附註iii）	Other payables (Note iii)	24,445	29,116
應計費用	Accruals	9,409	4,697
應付賬款及其他應付款項總額	Total trade and other payables	64,033	40,716

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 30. 應付賬款及其他應付款項

(續)

附註：

- (i) 證券經紀及孖展融資業務產生之應付賬款之結算期為交易日後兩天或按與結算所協定之具體條款而定。現金及孖展客戶之應付賬款須按要求償還。鑑於證券經紀及孖展融資業務之性質，本公司董事認為賬齡分析並無額外作用，因此並無披露賬齡分析。於二零一八年四月三十日，就在進行受規管業務過程中為現金及孖展客戶收取及持有之信託及獨立銀行結餘而言，應付賬款約23,474,000港元（二零一七年：626,000港元）乃須向現金及孖展客戶支付。然而，本集團現時並無可把該等應付賬款與所存入存款抵銷之可強制執行權利。
- (ii) 以下為其他貿易債權人之應付賬款根據發票日期的賬齡分析：

90日內	Within 90 days
91-180日	91 to 180 days
181-365日	181 to 365 days

上述應付賬款之平均信貸期介乎30天至90天。本集團已制定財務風險管理政策，確保所有應付款項於信貸期內償還。

- (iii) 其主要指就精裝修服務而產生的開支及應付予分包商款項的預計金額。分包商尚未發出賬單，而本集團管理層已按精裝修服務工程進度及與分包商協定的還款計劃估計賬單金額。

### 30. TRADE AND OTHER PAYABLES (CONTINUED)

Notes:

- (i) The settlement terms of trade payables arising from the securities brokerage and margin financing business are two days after trade date or at specific terms agreed with clearing house. Trade payables to cash and margin clients are repayable on demand. No ageing analysis is disclosed as in the opinion of directors of the Company, the ageing analysis does not give additional value in view of the nature of securities brokerage and margin financing business. As at 30 April 2018, trade payables amounting to approximately HK\$23,474,000 (2017: HK\$626,000) were payable to cash and margin clients in respect of the trust and segregated bank balances received and held for cash and margin clients in the course of the conduct of regulated activities. However, the Group does not have a currently enforceable right to offset these payables with the deposits placed.
- (ii) The following is an aged analysis of trade payables to other trade creditors based on the invoice date:

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

5,764	4,808
817	917
124	552
<b>6,705</b>	<b>6,277</b>

The average credit period ranged from 30 days to 90 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

- (iii) It mainly represents the estimated amounts of expenses incurred and payables to subcontractors for fitting out services. The amounts were not yet billed by the subcontractors and the management of the Group has estimated the amounts to be billed by the process of the fitting out services and the agreed repayment schedule with the subcontractors.

31. 融資租約承擔

31. OBLIGATIONS UNDER FINANCE LEASES

		最低租約付款		最低租約付款現值	
		Minimum lease payments		Present value of minimum lease payments	
		二零一八年	二零一七年	二零一八年	二零一七年
		2018	2017	2018	2017
		千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
根據融資租約應付款項：	Amounts payable under finance leases:				
一年內	Within one year	843	838	751	714
第一至第二年內	Within one to second year	838	843	783	751
第二至第五年內	Within second to fifth year	660	1,498	648	1,422
		2,341	3,179		
減：未來融資費用	Less: future finance charges	(159)	(292)		
租賃承擔之現值	Present value of lease obligations	2,182	2,887	2,182	2,887
減：於一年內到期款項 (於流動負債 項下列示)	Less: Amount due within one year shown under current liabilities			(751)	(714)
於一年後到期款項	Amount due after one year			1,431	2,173

本集團根據融資租約租賃若干汽車。平均租賃年期為四年（二零一七年：四年）。截至二零一八年四月三十日止年度，實際借貸年利率為5.32厘（二零一七年：5.32厘）。利率乃於合約日期固定。所有租約均以定額還款為基準，且並無就或然租金還款訂立安排。本集團擁有選擇權，可於租賃年期末按面值購買汽車。

本集團之融資租約承擔以出租人押記租出資產方式抵押。

The Group leases motor vehicles under finance leases. The average lease term is four years (2017: four years). For the year ended 30 April 2018, the effective borrowing rate is 5.32% (2017: 5.32%) per annum. The interest rate is fixed at the contract date. All leases are on a fixed repayment basis and no arrangement has been entered into for contingent rental payments. The Group has options to purchase the motor vehicles for a nominal amount at the end of the lease term.

The Group's obligations under finance leases are secured by the lessor's charge over the leased assets.

### 32. 銀行借貸及銀行透支

於二零一八年及二零一七年四月三十日，銀行借貸及銀行透支以本集團之物業、應收賬款及本公司企業擔保作抵押並按要求或於一年內償還。到期應付款項乃以貸款協議所載計劃還款日期為基準。

於二零一八年及二零一七年四月三十日，本集團所有銀行借貸及銀行透支按浮動利率計息，以年利率計一個月香港銀行同業拆息（「香港銀行同業拆息」）加1.5厘或介乎港元最優惠利率（「最優惠利率」）至最優惠利率減1厘。本集團銀行借貸及銀行透支的實際利率範圍為年利率2.18厘至5.25厘（二零一七年：年利率4.25厘至5.25厘）。

銀行借貸及銀行透支之抵押資產之詳情載於附註39。

本集團所有銀行借貸及銀行透支均載有按要求償還條款，故被分類為流動負債。

### 32. BANK BORROWINGS AND BANK OVERDRAFTS

As at 30 April 2018 and 2017, bank borrowings and bank overdrafts were secured by the Group's properties, trade receivables and the Company's corporate guarantee and are repayable on demand or repayable within one year. The amounts due are based on scheduled repayment dates set out in the loan agreements.

All the Group's bank borrowings and bank overdrafts carried variable interest at 1-month Hong Kong Interbank Offered Rate (the "HIBOR") plus 1.5% per annum or from Hong Kong Dollar Prime Rate (the "Prime Rate") to the Prime Rate minus 1% as at 30 April 2018 and 2017. The effective interest rate for the Group's bank borrowings and bank overdrafts ranged from 2.18% to 5.25% per annum (2017: 4.25% to 5.25% per annum).

Details of the pledged assets for the bank borrowings and bank overdrafts are set out in note 39.

All bank borrowings and bank overdrafts of the Group are carrying repayable on demand clause, and therefore classified as current liabilities.



# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 33. 其他貸款及其他借貸

其他借貸指本集團發行之息票債券。

於二零一六年九月十二日，本公司之一間間接全資附屬公司金徽香港有限公司發行面值為54,000,000港元的4厘息票債券。債券於兩年內到期，以本公司企業擔保作抵押。全部本金額須於其到期日償還。債券持有人可於債券發行日期起一年後要求提前贖回有關債券。截至二零一八年四月三十日，贖回權尚未生效。

於報告年度，兩張息票之面值均為10,000,000港元，票息為5厘之一年期非上市普通債券乃分別由金徽香港有限公司，並由本公司企業擔保作抵押及本公司於二零一八年二月七日及二零一八年二月十三日發行。該兩張息票非上市普通債券將各自於一年後到期，而全部本金金額將於到期日償還。

其他貸款指本年度自一家金融機構再融資所得的年利率為9.5厘（二零一七年：10.5厘）的貸款。有關貸款將於一年內償還，以本公司企業擔保作抵押。

董事認為息票債券及其他貸款及其他借貸之公平值（乃根據估計未來現金流量按報告期末之當時市場利率折現之現值釐定）與賬面值相若。

本集團所有其他貸款及其他借貸均須於一年內償還。

### 33. OTHER LOAN AND OTHER BORROWINGS

Other borrowings represented the coupon bonds issued by the Group.

On 12 September 2016, 4% coupon bond at a nominal value of HK\$54,000,000 were issued by Gold Medal Hong Kong Limited, an indirect wholly-owned subsidiary of the Company. The bond will be matured in 2 years and secured by the Company's corporate guarantee. The whole principal amount is repayable at the date of its maturity. The bondholder may request early redemption of the bond after one year of the issuance date of the bond. The redemption right is not yet effective as at 30 April 2018.

During the reporting year, two-1 year 5% coupon unlisted straight bonds at a nominal value of HK\$10,000,000 of each were issued by Gold Medal Hong Kong Limited secured by the Company's corporate guarantee and the Company on 7 February 2018 and 13 February 2018 respectively. Each of these two coupon unlisted straight bonds will be matured in 1 year and the whole principal amounts are repayable at the date of their respective maturity.

Other loan represents loan from a financial institution refinanced during the year with 9.5% (2017: 10.5%) interest rate per annum. The loan is repayable within one year and secured by the Company's corporate guarantee.

The directors consider the fair values of the coupon bonds and the other loan and other borrowings determined based on the present value of the estimated future cash flows discounted using the prevailing market rate at the end of the reporting period, approximate to their carrying amounts.

All other loan and other borrowings of the Group are repayable within one year.

## 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 34. 遞延稅項資產／（負債）

### 34. DEFERRED TAX ASSETS/(LIABILITIES)

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
遞延稅項資產	Deferred tax assets	208	102
遞延稅項負債	Deferred tax liabilities	(169)	(374)
		39	(272)

下列為本集團於本年度及過往年度內確認之遞延稅項資產／（負債）變動：

Movements in deferred tax assets/(liabilities) recognised by the Group during the current and prior years are as follows:

		稅項虧損 Tax losses 千港元 HK\$'000	加速稅項折舊 Accelerated tax depreciation 千港元 HK\$'000	未兌現投資收益 Unrealised gain on investment 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於二零一六年五月一日	At 1 May 2016	7,605	(3,384)	(2,489)	1,732
計入／（扣除）損益	Credit/(charge) to profit or loss	(7,482)	3,249	2,229	(2,004)
於二零一七年四月三十日 及二零一七年五月一日	At 30 April 2017 and 1 May 2017	123	(135)	(260)	(272)
計入／（扣除）損益 （附註10）	Credit/(charge) to profit or loss (Note 10)	-	51	260	311
於二零一八年四月三十日	At 30 April 2018	123	(84)	-	39

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

34. 遞延稅項資產／（負債）

（續）

於二零一八年四月三十日，本集團可用於抵銷未來溢利的未動用稅項虧損為約204,366,000港元（二零一七年：138,501,000港元），由於未來溢利來源之不可預測性，其中約203,616,000港元（二零一七年：137,751,000港元）尚未確認為遞延稅項資產。未動用稅項虧損約204,366,000港元（二零一七年：138,501,000港元）為可無限期結轉。

35. 股本

34. DEFERRED TAX ASSETS/(LIABILITIES)

(CONTINUED)

At 30 April 2018, the Group had unused tax losses of approximately HK\$204,366,000 (2017: HK\$138,501,000) available for offset against future profits of which amounts of approximately HK\$203,616,000 (2017: HK\$137,751,000) have not been recognised as deferred tax asset because of the unpredictability of future profit streams. The unused tax losses of approximately HK\$204,366,000 (2017: HK\$138,501,000) may be carried forward indefinitely.

35. SHARE CAPITAL

		面值	二零一八年	二零一八年	面值	二零一七年	二零一七年
		Par value	2018	2018	Par value	2017	2017
		港元	股數	千港元	港元	股數	千港元
		HK\$	No. of shares	HK\$'000	HK\$	No. of shares	HK\$'000
法定	Authorised						
於五月一日及四月三十日	At 1 May and 30 April	0.01	40,000,000,000	400,000	0.01	40,000,000,000	400,000
已發行及繳足	Issued and fully paid						
於五月一日	At 1 May	0.01	12,767,101,072	127,670	0.01	12,767,101,072	127,670
新發行代價股份（附註）	New issue of consideration shares (Note)	0.01	1,600,000,000	16,000	0.01	-	-
於四月三十日	At 30 April	0.01	14,367,101,072	143,670	0.01	12,767,101,072	127,670

附註：

於二零一八年二月五日，本公司配發及發行1,600,000,000股股份作為收購藍塘創投有限公司之代價。本公司股份於二零一八年二月五日之收市價為每股0.043港元。代價股份相當於本公司當時經擴大已發行股本之約11.14%。

Note:

On 5 February 2018, the Company allotted and issued 1,600,000,000 shares as consideration for the acquisition of Blue Pool Ventures Limited. The closing market price per share of the Company was HK\$0.043 on 5 February 2018. The consideration shares represented approximately 11.14% of the then enlarged issued share capital of the Company.

### 36. 收購及出售附屬公司

#### 收購藍塘創投有限公司（「藍塘」）的全部股權

於二零一八年二月五日，本公司全資附屬公司 Instant Victory Global Limited 與本集團獨立第三方梁偉浩先生（「賣方」）訂立協議（「收購協議」）以透過發行及配發 1,600,000,000 股本公司股份購買藍塘創投有限公司（「藍塘」）之全部已發行股本。該交易已於二零一八年三月二十一日（「收購日期」）完成。

藍塘及其附屬公司（「藍塘集團」）主要從事資產管理業務。

根據收購協議，賣方保證，根據自緊隨收購日期後月首日起十二個月期間（即自二零一八年四月一日至二零一九年三月三十一日）之完成賬目（「完成賬目」），藍塘集團之稅後經審核純利不得少於 3,000,000 港元，否則，賣方將基於完成賬目之稅後溢利和收購協議條款規定向本集團支付差額。

### 36. ACQUISITION AND DISPOSAL OF SUBSIDIARIES

#### Acquisition of 100% equity interest in Blue Pool Ventures Limited (“Blue Pool”)

On 5 February 2018, Instant Victory Global Limited, a wholly-owned subsidiary of the Company, entered into an agreement (the “Acquisition Agreement”) with Mr. Leung Wai Ho (the “Vendor”), an independent third party to the Group to purchase the entire issued share capital of Blue Pool Ventures Limited (“Blue Pool”) by issuance and allotment of 1,600,000,000 shares of the Company. The transaction was completed on 21 March 2018 (the “Acquisition Date”).

Blue Pool and its subsidiary (“Blue Pool Group”) are principally engaged in assets management business.

Pursuant to the Acquisition Agreement, the Vendor warrants that the audited net profit after tax for the Blue Pool Group should not be less than HK\$3,000,000 based on the completion account for the 12-month period commencing from the first day of the calendar month immediately after the Acquisition Date from 1 April 2018 to 31 March 2019 (the “Post Completion Account”), otherwise, the Vendor will pay to the Group the shortfall amount based on the terms in the Acquisition Agreement and the profit after tax based on the Post Completion Account.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

36. 收購及出售附屬公司 (續)

36. ACQUISITION AND DISPOSAL OF SUBSIDIARIES (CONTINUED)

收購藍塘創投有限公司(「藍塘」)的全部股權 (續)

Acquisition of 100% equity interest in Blue Pool Ventures Limited (“Blue Pool”) (Continued)

於收購日期確認之資產及負債：

Assets and liabilities recognised at the Acquisition Date:

		千港元 HK\$'000
物業、廠房及設備	Property, plant and equipment	1
無形資產－經紀執照	Intangible asset – broker license	41,900
按金及其他應收款項	Deposits and other receivables	1,516
銀行結餘及現金	Bank balances and cash	238
應付稅項	Tax payable	(22)
應付董事款項	Amounts due to director	(199)
所收購之資產淨值	Net assets acquired	43,434

收購所產生之商譽及無形資產：

Goodwill and intangible asset arising on acquisition:

		千港元 HK\$'000
於收購日期按市場價值基準釐定之代價股份之公平值	Fair value of consideration shares determined based on the market price on the Acquisition Date	68,800
減：所收購可識別資產淨值的已確認金額	Less: recognised amount of identifiable net assets acquired	(43,434)
收購所產生之商譽	Goodwill arising on acquisition	25,366
收購所產生之現金流入淨額	Net cash inflow arising on acquisition	
所收購之銀行結餘及現金	Bank balances and cash acquired	238

由於預期協同效益、收益增長及金融服務行業未來市場發展，故收購藍塘集團產生商譽。

Goodwill arose on the acquisition of Blue Pool Group because of expected synergies, revenue growth and future market development in the finance service sector.

預期此收購產生之商譽及無形資產概不會就課稅目的而可予扣減。

None of the goodwill and intangible asset arising on this acquisition is expected to be deductible for tax purposes.

倘收購於二零一七年五月一日完成，本集團於截至二零一八年四月三十日止年度的總收益將為約155,190,000港元，而本年度虧損將為約121,306,000港元。該備考資料僅供說明用途，未必反映倘收購已於二零一七年五月一日完成的情況下本集團實際錄得的收益及經營業績，亦不擬作為未來業績的預測。

Had the acquisition been completed on 1 May 2017, total group revenue for the year ended 30 April 2018 would have been approximately HK\$155,190,000, and loss for the year ended 30 April 2018 would have been approximately HK\$121,306,000. The pro forma information is for illustrative purpose only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 May 2017, nor is it intended to be a projection of future results.

## 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 36. 收購及出售附屬公司 (續)

#### 出售Estate Sun Global Limited (「Estate Sun」) 的全部股權

於二零一六年五月二十六日，本公司出售其於Estate Sun（本集團全資附屬公司）的全部股權，現金代價為20,000,000港元。

Estate Sun於出售日期的資產淨值詳情如下：

### 36. ACQUISITION AND DISPOSAL OF SUBSIDIARIES (CONTINUED)

#### Disposal of 100% equity interest in Estate Sun Global Limited ("Estate Sun")

On 26 May 2016, the Company disposed of 100% of its entire equity interest in Estate Sun, a wholly owned subsidiary of the Group for a cash consideration of HK\$20,000,000.

Details of net assets of Estate Sun at date of disposal were as follows:

	千港元 HK\$'000
<b>出售的淨資產：</b>	
於一間聯營公司的權益	17,691
<b>總資產淨值</b>	<b>17,691</b>
<b>出售一間附屬公司的收益：</b>	
已收取現金代價	20,000
已出售淨資產	(17,691)
	<b>2,309</b>
<b>出售的現金流入淨額：</b>	
現金代價	20,000
減：出售的銀行結餘及現金	-
	<b>20,000</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

37. 本公司財務狀況表

37. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

本公司於報告期末之財務狀況表資料如下：

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
<b>非流動資產</b>	<b>Non-current assets</b>		
物業、廠房及設備	Property, plant and equipment	83	166
於附屬公司之投資	Investments in subsidiaries	396	6
		479	172
<b>流動資產</b>	<b>Current assets</b>		
應收附屬公司款項	Amounts due from subsidiaries	716,269	745,860
預付款項、按金及其他流動資產	Prepayments, deposits and other current assets	327	293
銀行結餘及現金	Bank balances and cash	6,771	7,091
		723,367	753,244
<b>流動負債</b>	<b>Current liabilities</b>		
應付附屬公司款項	Amounts due to subsidiaries	38,294	39,336
其他應付款項	Other payables	357	245
其他借貸	Other borrowing	10,000	–
		48,651	39,581
<b>流動資產淨值</b>	<b>Net current assets</b>	<b>674,716</b>	<b>713,663</b>
<b>總資產淨值</b>	<b>Total net assets</b>	<b>675,195</b>	<b>713,835</b>
<b>股本及儲備</b>	<b>Capital and reserves</b>		
股本	Share capital	143,670	127,670
儲備	Reserves	531,525	586,165
<b>權益總額</b>	<b>Total equity</b>	<b>675,195</b>	<b>713,835</b>

本公司財務狀況表於二零一八年七月二十六日經董事會批核及授權刊發，並以下列人士代為簽署：

The Company's statement of financial position was approved and authorised for issue by the Board of Directors on 26 July 2018 and are signed on its behalf by:

蘇汝成  
SO YU SHING  
董事  
Director

阮駿暉  
YUEN CHUN FAI  
董事  
Director

## 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 37. 本公司財務狀況表 (續)

### 37. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

本公司儲備之概要如下：

A summary of the Company's reserves is as follows:

		股份溢價 Share premium 千港元 HK\$'000	實繳盈餘 Contributed surplus 千港元 HK\$'000	購股權儲備 Share option reserve 千港元 HK\$'000	累計虧損 Accumulated losses 千港元 HK\$'000	總額 Total 千港元 HK\$'000
於二零一七年五月一日	At 1 May 2017	507,430	191,087	–	(112,352)	586,165
本年度虧損及全面支出總額	Loss and total comprehensive expense for the year	–	–	–	(114,720)	(114,720)
新發行代價股份	New issue of consideration shares	52,800	–	–	–	52,800
確認股本結算股份付款	Recognition of equity-settled share-based payment	–	–	7,280	–	7,280
於二零一八年四月三十日	At 30 April 2018	560,230	191,087	7,280	(227,072)	531,525

		股份溢價 Share premium 千港元 HK\$'000	實繳盈餘 Contributed surplus 千港元 HK\$'000	購股權儲備 Share option reserve 千港元 HK\$'000	累計虧損 Accumulated losses 千港元 HK\$'000	總額 Total 千港元 HK\$'000
於二零一六年五月一日	At 1 May 2016	507,430	191,087	2,364	(110,075)	590,806
本年度虧損及全面支出總額	Loss and total comprehensive expense for the year	–	–	–	(4,641)	(4,641)
本年度到期之購股權	Share options expired during the year	–	–	(2,364)	2,364	–
於二零一七年四月三十日	At 30 April 2017	507,430	191,087	–	(112,352)	586,165



### 38. 購股權計劃

本公司於二零零一年十一月二十五日採納之購股權計劃已於本公司二零一一年八月三十日舉行之股東週年大會經公司股東通過普通決議案終止。此購股權計劃終止後，本公司不得再據此授出任何購股權，惟此購股權計劃之條款就此前授出之購股權在其終止前將仍具十足效力。

根據本公司於二零一一年八月三十日採納之購股權計劃（「計劃」）之條款，本公司董事會（「董事會」）可全權酌情邀請本公司或其任何附屬公司之全職僱員（包括本公司或其任何附屬公司執行、非執行及獨立非執行董事或本集團任何成員公司之任何顧問）接納認購本公司普通股的購股權，以激勵董事、合資格僱員及顧問，獎勵彼等對本集團的貢獻。根據計劃及本公司任何其他購股權計劃授出而尚未行使之所有購股權獲行使而予以發行之股份總數，不得超過本公司不時已發行股本30%。計劃之年期直至二零二一年八月二十九日為止一直生效。

就承授人行使本公司及其附屬公司購股權計劃或任何其他購股權計劃授予之購股權（包括已行使及尚未行使購股權）而於任何十二個月期間發行及將予發行之最多股份數目，不得超過本公司已發行股本總額之1%，除非本公司股東於股東大會（該等承授人及彼等聯繫人士放棄投票表決權）個別批准則除外，且向有關人士授出的購股權的數目及條件（包括認購價）須於股東批准釐定。接納授予購股權時應付面值1港元的代價。

認購價可由董事會釐訂，惟不得低於(a)授出購股權之日在聯交所每日報價表所報本公司股份於GEM之收市價；(b)緊接本公司授出購股權日期前五個營業日在聯交所每日報價表所報本公司股份於GEM之平均收市價；及(c)於授出日期之股份面值，三者以最高者為準，惟倘屬零碎股價，則每股認購價會約整至最近整數港仙。

根據計劃之條款，購股權可於董事會通知每位承授人之期間內隨時全數或部份行使，惟根據計劃之條款，不得超過要約授出購股權之日起計十年。根據計劃之條款，並無關於必須持有某段最短期間方可行使購股權之一般規定。

### 38. SHARE OPTION SCHEME

The share option scheme adopted by the Company on 25 November 2001 was terminated by an ordinary resolution passed by the shareholders of the Company at the annual general meeting of the Company held on 30 August 2011. Upon termination of such share option scheme, no further share options under this scheme could be granted, but the provisions of such share option scheme will remain in full force and effect to the extent necessary to give effect to the exercise of those share options granted prior to its termination.

Under the terms of the Share Option Scheme adopted by the Company on 30 August 2011 (the "Option Scheme"), for the primary purpose of providing incentives to directors, eligible employees and consultants and rewarding for their contribution to the Group, the board of directors of the Company (the "Board") may, at its absolute discretion, offer full-time employees of the Company or any of its subsidiaries, including executive, non-executive and independent non-executive directors of the Company or any of its subsidiaries or any consultants or advisors of any member of the Group, to take up options to subscribe for ordinary shares of the Company. The maximum aggregate number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Option Scheme and any other share option schemes of the Company must not exceed 30% of the issued share capital of the Company from time to time. The life of the Option Scheme was effective until 29 August 2021.

The maximum number of shares issued and to be issued on the exercise of options granted under the Option Scheme or any other share option schemes of the Company and its subsidiaries (including both exercised and outstanding options) to a grantee in any 12-month period must not exceed 1% of the total issued share capital of the Company in issue, unless separately approved by the shareholders of the Company in general meeting with such grantee and his associates abstaining from voting, and the number and terms (including the subscription price) of the options to be granted to such person must be fixed before the shareholders' approval. A nominal consideration of HK\$1 is payable on acceptance of each grant.

The subscription price may be determined by the Board, provided that it shall not be less than the highest of (a) the closing price of the Company's shares on the GEM as stated in the Stock Exchange's daily quotation sheet on the date of offer of the options; (b) the average of the closing prices of the Company's shares on the GEM as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of offer of the options of the Company; and (c) the nominal value of the shares on the date of offer provided that in the event of fractional prices, the subscription price per share shall be rounded upwards to the nearest whole cent.

An option may be exercised in whole or in part in accordance with the terms of the Option Scheme at any time during a period to be notified by the Board to each grantee which shall not be more than 10 years from the date on which the offer of the grant of the options is made in accordance with the terms of the Option Scheme. There is no general requirement on the minimum period for which an option must be held before an option can be exercised under the terms of the Option Scheme.

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 38. 購股權計劃 (續)

於截至二零一七年四月三十日止年度，僱員（包括董事）所持本公司購股權之變動詳情如下：

### 38. SHARE OPTION SCHEME (CONTINUED)

Details of movements in the Company's share options held by employees (including directors) for the year ended 30 April 2017 are as follows:

二零一七年 2017	授出日期 Date granted	行使期 (首尾兩天包括在內) Exercisable period (both dates inclusive)	行使價 港元/每股 Exercise price HK\$/share	於二零一六年	年內授出 Granted during the year	年內行使 Exercised during the year	年內失效 Lapsed during the year	於年內屆滿 Expired during the year	於二零一七年
				五月一日 尚未行使 Outstanding as at 1 May 2016					四月三十日 尚未行使 Outstanding as at 30 April 2017
董事 Directors	二零一零年十一月八日 8 November 2010	由二零一零年十二月八日至 二零一六年十二月七日 From 8 December 2010 to 7 December 2016	0.1515	3,600,000	-	-	-	(3,600,000)	-
	二零一四年五月十四日 14 May 2014	由二零一四年五月二十八日至 二零一六年五月二十七日 From 28 May 2014 to 27 May 2016	0.0512	11,104,000	-	-	-	(11,104,000)	-
	二零一四年五月二十日 20 May 2014	由二零一四年六月四日至 二零一六年六月三日 From 4 June 2014 to 3 June 2016	0.0531	1,200,000	-	-	-	(1,200,000)	-
				15,904,000	-	-	-	(15,904,000)	-
僱員 Employees	二零一零年十一月八日 8 November 2010	由二零一零年十二月八日至 二零一六年十二月七日 From 8 December 2010 to 7 December 2016	0.1515	2,720,000	-	-	-	(2,720,000)	-
	二零一四年五月二十日 20 May 2014	由二零一四年六月四日至 二零一六年六月三日 From 4 June 2014 to 3 June 2016	0.0531	1,200,000	-	-	-	(1,200,000)	-
				3,920,000	-	-	-	(3,920,000)	-

38. 購股權計劃 (續)

38. SHARE OPTION SCHEME (CONTINUED)

二零一七年 2017	授出日期 Date granted	行使期 (首尾兩天包括在內) Exercisable period (both dates inclusive)	行使價 港元/每股 HK\$/share	於二零一六年 五月一日 尚未行使 Outstanding as at 1 May 2016	年內授出 Granted during the year	年內行使 Exercised during the year	年內失效 Lapsed during the year	於年內屆滿 Expired during the year	於二零一七年 四月三十日 尚未行使 Outstanding as at 30 April 2017
董事之 聯繫人士 Directors' associates	二零一四年五月十四日 14 May 2014	由二零一四年五月二十八日至 二零一六年五月二十七日 From 28 May 2014 to 27 May 2016	0.0512	3,416,000	-	-	-	(3,416,000)	-
				3,416,000	-	-	-	(3,416,000)	-
顧問 Consultant	二零一四年五月十四日 14 May 2014	由二零一四年五月二十八日至 二零一六年五月二十七日 From 28 May 2014 to 27 May 2016	0.0512	11,072,000	-	-	-	(11,072,000)	-
				11,072,000	-	-	-	(11,072,000)	-
總數 Total				34,312,000	-	-	-	(34,312,000)	-
加權平均行使價 (附註) Weighted average exercise price (Note)			0.22		-	-	-	0.22	-

附註：加權平均行使價已經調整以反映分別於二零一四年七月十七日、二零一五年一月二十一日及二零一五年五月十五日的首次股份合併、第二次股份合併及紅股發行。(詳情請參閱截至二零一五年四月三十日止年度之年報綜合財務報表的綜合權益變動報表附註(i)及(ii)以及截至二零一六年四月三十日止年度之年報綜合財務報表的綜合權益變動報表的附註6。)

Note: the weighted average exercise price has been adjusted to reflect the First Share Consolidation, the Second Share Consolidation and the Bonus Issue on 17 July 2014, 21 January 2015 and 15 May 2015, respectively. (details refer to note (i) and (ii) to the consolidated statement of changes in equity in the consolidated financial statements in the annual report for the year ended 30 April 2015 and note 6 to the consolidated statement of changes in equity in the consolidated financial statements in the annual report for the year ended 30 April 2016.

於截至二零一七年四月三十日止年度，購股權計劃中的所有購股權已屆滿，且本公司於報告期末並無尚未行使的購股權。於報告期，先前根據本公司購股權計劃及已終止購股權計劃已確認之購股權儲備2,364,000港元已悉數變現並轉撥至累計虧損。

During the year ended 30 April 2017, all the share options under the Option Scheme were expired and the Company had no share options outstanding at the end of the reporting period. The share option reserve previously recognised with an amount of HK\$2,364,000 under the Option Scheme and the terminated share option scheme of the Company were fully realised and transferred to accumulated losses during the reporting period.

## 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 38. 購股權計劃 (續)

根據以股份為基礎的安排條款，於截至二零一八年及二零一七年四月三十日止財政年度之前或期間發行的購股權已於行使日期前悉數獲歸屬。

就承授人行使本集團購股權計劃或任何其他購股權計劃授予之全部購股權而於發行及將予發行之最多股份數目，不得超過截至二零一七年十月二十日（為本公司股東批准重訂購股權計劃的一般計劃限額10%的日期）全部已發行股本總數之10%，即1,276,710,107股股份，是為本年報日期已發行股份總數約8.9%。

於截至二零一八年四月三十日止年度，本公司購股權之變動詳情如下：

二零一八年 2018	授出日期 Date granted	行使期 (首尾兩天包括在內) Exercisable period (both dates inclusive)	行使價 港元/每股 HK\$/share	於二零一七年	年內授出 Granted during the year	年內行使 Exercised during the year	年內失效 Lapsed during the year	於年內屆滿 Expired during the year	於二零一八年
				五月一日 尚未行使 Outstanding at 1 May 2017					四月三十日 尚未行使 Outstanding at 30 April 2018
顧問 Consultants*	二零一七年九月十五日 15 September 2017	由二零一七年九月二十九日至 二零一七年九月二十八日 From 29 September 2017 to 28 September 2019	0.0186	-	1,149,030,000	-	-	-	114,903,000
總數 Total				-	1,149,030,000	-	-	-	1,149,030,000

\* 顧問並非本集團之關連人士，且已於截至二零一八年及二零一七年四月三十日止年度為本集團提供商業關係服務業務。

於截至二零一八年四月三十日止年度，購股權乃於二零一七年九月十五日授出。於該日授出之購股權的估計公平值為7,280,000港元。

### 38. SHARE OPTION SCHEME (CONTINUED)

In accordance with the terms of share-based arrangement, options issued prior to or during the financial years ended 30 April 2018 and 2017 are fully vested before the date of exercisable period.

The maximum number of shares which may be issued upon exercise of all options to be granted under the Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the total number of shares in issue as at 20 October 2017, being the date of approval of the refreshment of 10% general scheme limit under the Option Scheme by the shareholders of the Company (i.e. 1,276,710,107 shares, representing approximately 8.9% of the total number of shares in issue as at the date of this annual report).

Details of movements in the Company's share options for the year ended 30 April 2018 are as follows:

二零一八年 2018	授出日期 Date granted	行使期 (首尾兩天包括在內) Exercisable period (both dates inclusive)	行使價 港元/每股 HK\$/share	於二零一七年	年內授出 Granted during the year	年內行使 Exercised during the year	年內失效 Lapsed during the year	於年內屆滿 Expired during the year	於二零一八年
				五月一日 尚未行使 Outstanding at 1 May 2017					四月三十日 尚未行使 Outstanding at 30 April 2018
顧問 Consultants*	二零一七年九月十五日 15 September 2017	由二零一七年九月二十九日至 二零一七年九月二十八日 From 29 September 2017 to 28 September 2019	0.0186	-	1,149,030,000	-	-	-	114,903,000
總數 Total				-	1,149,030,000	-	-	-	1,149,030,000

\* The consultants are not connected parties of the Group and have provided business relation services to the Group for the year ended 30 April 2018 and 2017.

During the year ended 30 April 2018, share options were granted on 15 September 2017. The estimated fair values of share options granted on that date is HK\$7,280,000.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

38. 購股權計劃 (續)

該等公平值乃使用二項式模型計算。該模型的輸入數據如下：

公平值 (港元)	Fair value (HK\$)	0.0064
行使價 (港元)	Exercise price (HK\$)	0.0186
預期波幅	Expected volatility	148.08%
預計年期 (年)	Expected life (years)	2
無風險利率	Risk-free rate	0.78%
預期股息率	Expected dividend yield	0%

預期波幅乃根據本公司股價於過去兩年之歷史波幅而釐定。該模型使用之預計年期已根據管理層之最佳估計，就不可轉讓、行使限制及行為因素所造成之影響予以調整。購股權價值可能隨若干主觀假設之不同變數而大幅變動。

於截至二零一八年四月三十日止年度，本集團就本公司授出之購股權確認總開支7,280,000港元。

39. 資產抵押

於報告期末，本集團已抵押下列資產作為本集團獲授一般銀行融資之擔保：

投資物業	Investment properties
租賃土地及樓宇	Leasehold land and buildings
應收賬款	Trade receivables
應收保固金	Retention monies receivables

38. SHARE OPTION SCHEME (CONTINUED)

These fair values were calculated using the Binomial model. The inputs into the model were as follows:

	二零一八年 2018
Fair value (HK\$)	0.0064
Exercise price (HK\$)	0.0186
Expected volatility	148.08%
Expected life (years)	2
Risk-free rate	0.78%
Expected dividend yield	0%

Expected volatility was determined by using the historical volatility of the Company's share price over the previous two years. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations. The value of an option could vary materially with different variables of certain subjective assumptions.

The Group recognised the total expense of HK\$7,280,000 for the year ended 30 April 2018 in relation to share options granted by the Company.

39. PLEDGE OF ASSETS

At the end of the reporting period, the Group has pledged the following assets as securities against general banking facilities granted to the Group:

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
投資物業	Investment properties	56,570	44,570
租賃土地及樓宇	Leasehold land and buildings	6,994	7,409
應收賬款	Trade receivables	9,513	16,540
應收保固金	Retention monies receivables	-	38

## 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 40. 經營租約承擔及安排

#### 本集團作為承租人

於報告期末，本集團根據不可撤銷經營租約於下列期間到期應付之未來最低租賃款額承擔如下：

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
一年內	Within one year	5,302	3,887
第二至第五年（包括首尾兩年）	In the second to fifth years inclusive	4,231	2,690
		<b>9,533</b>	<b>6,577</b>

經營租約款項指若干辦公室物業及貨倉之應付租金。租約以年期一年至三年議訂。租金於租約期內維持不變。

#### 本集團作為出租人

於報告期末，本集團與租戶就下列未來最低租賃款項訂立合約：

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
一年內	Within one year	92	83

### 40. OPERATING LEASE COMMITMENTS AND ARRANGEMENTS

#### The Group as lessee

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

Operating lease payments represent rentals payable for certain of its office properties and warehouse quarters. Leases are negotiated for terms of one year to three years and rentals are fixed during the lease terms.

#### The Group as lessor

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

**41. 退休福利計劃**

由二零零零年十二月一日起，本集團已為本公司及其香港附屬公司所有合資格員工參加強積金計劃。強積金計劃為由獨立信託人管理之定額供款計劃。根據強積金計劃，本集團及其僱員各自根據強制性公積金法例所規定按僱員收入之5%對該計劃每月作出供款，由二零一四年六月一日起，以每月1,500港元為限，其後供款則屬自願性質。

於損益扣除之總成本約1,585,000港元（二零一七年：約1,090,000港元）指本集團向強積金計劃應作之供款。

強積金計劃之資產與本集團的其他資產分開處理，由一獨立管理之基金持有。在向強積金計劃供款時，本集團僱主供款將全數歸屬於僱員所有。於二零一八年及二零一七年四月三十日，並無沒收之供款可用作扣減本集團於未來年度之應付供款。

**42. 關連人士交易**

本年度，本集團與關連人士訂立以下交易：

自一名高級管理層之利息收入	Interest income from a senior management
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與本集團關連人士之結餘詳情載列於綜合財務狀況表及各附註。

**41. RETIREMENT BENEFITS SCHEME**

With effect from 1 December 2000, the Group has arranged for all qualifying employees of the Company and its Hong Kong subsidiaries to join the MPF Scheme. The MPF Scheme is a defined contribution scheme managed by independent trustees. Under the MPF Scheme, both the Group and the employees make monthly contributions to the MPF Scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation, subject to a cap of HK\$1,500 per month effect from 1 June 2014 and thereafter contributions are voluntary.

The total cost charged to profit or loss of approximately HK\$1,585,000 (2017: approximately HK\$1,090,000) represents contributions payable to the MPF Scheme by the Group.

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. No forfeited contribution is available to reduce the contribution payable in the future years as at 30 April 2018 and 2017.

**42. RELATED PARTY TRANSACTIONS**

During the year, the Group entered into the following transactions with a related party:

	二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
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	<b>19</b>	-
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Details of the balances with the Group's related parties are set out in the consolidated statement of financial position and respective notes.

## 綜合財務報表附註

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 42. 關連人士交易 (續)

#### 主要管理人員酬金

本年度，執行董事及其他主要管理層成員之酬金如下：

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
短期福利	Short-term benefits	13,848	10,565
退休福利	Post-employment benefits	247	243
		<b>14,095</b>	<b>10,808</b>

執行董事（亦為主要管理人員）之酬金乃由薪酬委員會建議及董事會經考慮個人表現及市場趨勢後釐定。

### 43. 資本風險管理

本公司管理其資本，以確保本集團及其附屬公司能夠持續經營，與此同時透過優化債務及權益平衡，擴大股東回報。對比過往年度，本集團的整體策略維持不變。

本集團資本架構包括綜合財務報表內披露的債務淨額（包括於附註31、32及33所披露的融資租約承擔、銀行借貸及銀行透支及其他貸款及其他借貸）、現金及現金等值項目淨額以及本公司持有人應佔（包括股本及儲備）。

本公司董事每年審閱資本架構。作為該審閱之一環，本公司董事對由本公司管理層編製之年度預算進行評估。根據已提呈之年度預算，本公司董事考慮資本成本及與各類別資本相關之風險。本公司董事亦透過發行新股份、發行新債務及償還現有債務以平衡其整體資本架構。

### 42. RELATED PARTY TRANSACTIONS

(CONTINUED)

#### Compensation of key management personnel

The remuneration of executive directors and other members of key management during the year was as follows:

	二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
短期福利	13,848	10,565
退休福利	247	243
	<b>14,095</b>	<b>10,808</b>

The remuneration of executive directors, who are also members of key management, recommended by the Remuneration Committee and approved by the Board having regard to the performance of individuals and market trends.

### 43. CAPITAL RISK MANAGEMENT

The Company manages its capital to ensure that the Group and its subsidiaries will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remain unchanged from prior year.

The capital structure of the Group consists of net debt which includes obligations under finance leases, bank borrowings and bank overdrafts, other loan and other borrowings disclosed in note 31, 32 and 33 respectively, net of cash and cash equivalents, and equity attributable to the owners of the Company, comprising share capital and reserves, as disclosed in the consolidated financial statements.

The directors of the Company review the capital structure annually. As part of this review, the directors of the Company assess the annual budget prepared by management of the Company. Based on the proposed annual budget, the directors of the Company consider the cost of capital and the risks associated with each class of capital. The directors of the Company also balance its overall capital structure through new share issues, as well as issue of new debts and repayment of existing debts.



### 43. 資本風險管理 (續)

本公司一間附屬公司受香港證券及期貨事務監察委員會(「證監會」)規管，並須根據香港證券及期貨(財政資源)規則(「證券及期貨(財政資源)規則」)遵守財政資源規定。本集團之受規管實體須遵守證券及期貨(財政資源)規則下的最低繳足股本規定及流動資金規定。管理層每日均會密切監察實體的流動資金水平，以確保彼等符合證券及期貨(財政資源)規則的最低流動資金規定。

#### 資本管理

本集團使用資產負債比率(即總附息負債除以總權益)監控資本。總負債包括銀行借貸及銀行透支，其他貸款及其他借貸及融資租約承擔。報告期末之資產負債比率如下：

### 43. CAPITAL RISK MANAGEMENT (CONTINUED)

A subsidiary of the Company is regulated by the Hong Kong Securities and Futures Commission (“SFC”) and is required to comply with the financial resources requirements according to the Hong Kong Securities and Futures (Financial Resources) Rules (the “SF(FR)R”). The Group’s regulated entity is subject to minimum paid-up share capital requirements and liquid capital requirements under the SF(FR)R. Management closely monitors, on a daily basis, the liquid capital level of these entities to ensure compliance with the minimum liquid capital requirements under the SF(FR)R.

#### Management of capital

The Group monitors capital using a gearing ratio, which arrives at total interest-bearing debt divided by the total equity. Total debt includes bank borrowings and bank overdrafts, other loan and other borrowings and obligations under finance leases. The gearing ratios as at the end of the reporting period were as follows:

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
附息負債：	Interest-bearing debts:		
銀行借貸及銀行透支	Bank borrowings and bank overdrafts	44,264	39,594
其他貸款及其他借貸	Other loan and other borrowings	92,000	74,000
融資租約承擔	Obligations under finance leases	2,182	2,887
總債務	Total debts	138,446	116,481
總權益(i)	Total equity (i)	727,256	786,126
資產負債比率	Gearing ratio	19%	15%

(i) 權益包括本集團所有資本及儲備，歸屬於本公司持有人。

(i) Equity includes all capital and reserves of the Group, attributable to the owners of the Company.

## 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 44. 財務風險管理

#### 金融工具之類別

### 44. FINANCIAL RISK MANAGEMENT

#### Categories of financial instruments

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
<b>金融資產</b>	<b>Financial assets</b>		
<b>可供出售投資</b>	<b>Available-for-sale investments</b>		
於香港上市的股本證券	Equity securities listed in Hong Kong	18,921	79,452
按公平值計入之非上市投資基金	Unlisted investment fund at fair value	–	9,181
非上市投資，按成本	Unlisted investment, at cost	2,000	2,000
<b>按公平值計入損益</b>	<b>FVTPL</b>		
按公平值計入損益之金融資產	Financial assets at fair value through profit or loss	63,772	90,240
<b>貸款及應收款項</b>	<b>Loans and receivables</b>		
按金及其他應收款項	Deposits and other receivables	9,136	5,266
應收貸款及利息	Loan and interest receivables	503,608	426,853
應收賬款	Trade receivables	48,507	64,140
應收保固金	Retention monies receivables	3,471	1,504
銀行結餘及現金－信託賬戶	Bank balances and cash – trust account	22,918	136
銀行結餘及現金－一般賬戶	Bank balances and cash – general accounts	98,804	190,217
		<b>771,137</b>	<b>868,989</b>
<b>金融負債</b>	<b>Financial liabilities</b>		
<b>按攤銷成本</b>	<b>At amortised cost</b>		
應付賬款及其他應付款項	Trade and other payables	32,232	8,353
應付保固金款項	Retention monies payables	1,183	1,156
銀行借貸	Bank borrowings	29,006	32,229
其他貸款及其他借貸	Other loan and other borrowings	92,000	74,000
銀行透支	Bank overdrafts	15,258	7,365
		<b>169,679</b>	<b>123,103</b>

本集團之主要金融工具如上表所列。該等金融工具詳情於各附註披露。下文載列與該等金融工具有關之風險及如何降低該等風險之政策。管理層管理及監控該等風險，以確保及時和有效地採取適當之措施。

The Group's major financial instruments are listed in above table. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

**44. 財務風險管理 (續)****(a) 信貸風險**

倘對方於二零一八年及二零一七年四月三十日未能履行彼等之承擔，則本集團就每類已確認金融資產而須承受之最大信貸風險為已於綜合財務狀況表列值之資產之賬面值。由於本集團應收款項之賬面值集中於有限數目之客戶，故本集團承受集中之信貸風險。

於報告期末，本集團因本集團的最大客戶及兩名最大客戶分別為建築及建造工程提供棚架搭建及精裝修服務以及其他建造及樓宇工程服務之應收賬款之集中信貸風險水平為27%（二零一七年：35%）及46%（二零一七年：57%）。於報告期末，本集團因本集團的最大客戶及兩名最大客戶分別產生來自證券經紀及孖展融資之應收賬款之集中信貸風險水平為23%（二零一七年：37%）及27%（二零一七年：60%）。於報告期末，本集團因本集團的最大債務人及兩名最大客戶分別產生應收貸款及利息總額之集中信貸風險水平為8%（二零一七年：9%）及14%（二零一七年：15%）。

為最大限度地降低信貸風險，本集團管理層已制訂有關釐定信貸限額、信貸審批及其他監控措施之政策，以確保採取跟進措施收回逾期未付之債項。此外，於各報告期末，本集團評估每項個別應收賬款之可收回金額，以確保可就不可收回金額作出足夠減值虧損。就此而言，管理層認為本集團之信貸風險已大幅降低。

銀行存款之信貸風險相當有限，原因為對方為銀行及信譽可靠之金融機構。

**44. FINANCIAL RISK MANAGEMENT (CONTINUED)****(a) Credit risk**

The Group's maximum exposure to credit risk in the event of the counterparts' failure to perform their obligations as at 30 April 2018 and 2017 in relation to each class of recognised financial assets is the carrying amounts of those assets as stated in the consolidated statement of financial position. The Group is exposed to concentration of credit risk as the carrying amounts of the receivables are arising from a limited number of customers.

At the end of the reporting period, the Group has a certain level of concentration of credit risk as 27% (2017: 35%) and 46% (2017: 57%) of the trade receivables arising from the Group's largest customer and the two largest customers from scaffolding and fitting out services and other services for construction and buildings work respectively. At the end of the reporting period, the Group has a certain level of concentration of credit risk as 23% (2017: 37%) and 27% (2017: 60%) of the trade receivables arising from the Group's largest customer and the two largest customers from securities brokerage and margin financing business respectively. At the end of the reporting period, the Group has a certain level of concentration of credit risk as 8% (2017: 9%) and 14% (2017: 15%) of the total loan and interest receivables arising from the Group's largest debtors and the two largest customers, respectively.

In order to minimise the credit risk, the management of the Group has policies in place for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, management considers that the Group's credit risk is significantly reduced.

The credit risk on bank deposits is limited because the counterparties are banks and creditworthy financial institutions.

### 44. 財務風險管理 (續)

#### (b) 市場風險

##### 利率風險

###### 現金流量利率風險

本集團主要因浮動利率之銀行借貸以及銀行存款及結餘而承受利率變動之現金流量利率風險。本集團並無制定利率對沖政策。本集團管理層會監察及管控所承受之利率波動風險。

本集團現時並無與公平值利率風險及現金流量利率風險有關之任何利率對沖政策。董事不斷監察本集團所面臨之風險，並會在有需要時考慮對沖利率。

###### 敏感度分析

以下的敏感度分析乃假設利率變動已於報告期末發生而釐定，並已應用於就於該日所面對來自金融工具之利率風險。於向主要管理人士作利率風險的內部報告時使用上調或下調1%，乃指管理層對利率可能合理變動之評估。

倘利率上調或下調1%而所有其他變數維持不變，本集團截至二零一八年四月三十日止年度的稅後虧損將增加或減少約756,000港元（二零一七年：1,326,000港元）。

###### 公平值利率風險

本集團之公平值利率風險主要與固定利率融資租約承擔及其他貸款及其他借貸有關（該等固定利率債務工具詳情見附註31及33）。

### 44. FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (b) Market risk

##### Interest rate risk

###### Cash flow interest rate risk

The Group is exposed to cash flow interest rate risk through the changes in interest rates related mainly to the Group's variable-rates bank borrowings and bank deposits and balances. The Group does not have an interest rate hedging policy. The management of the Group would monitor and manage its exposure to fluctuation in interest rates.

The Group currently does not have any interest rate hedging policy in relation to fair value interest rate risk and cash flow interest rate risk. The directors monitor the Group's exposures on an ongoing basis and will consider hedging the interest rate should the need arises.

###### Sensitivity analysis

The sensitivity analysis below has been determined assuming that a change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rates for financial instruments in existence at that date. A 1% increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 1% higher/lower and all other variables were held constant, the Group's post tax loss for the year ended 30 April 2018 would have increased/decreased by approximately HK\$756,000 (2017: HK\$1,326,000).

###### Fair value interest rate risk

The Group's fair value interest rate risk relates primarily to fixed rate obligations under finance leases and other loan and other borrowings (see note 31 and 33) for details of these fixed rate debt instruments).

**44. 財務風險管理 (續)**

**(b) 市場風險 (續)**

**外幣風險**

本集團承受之外幣風險主要來自交易，即以非業務相關之原屬貨幣列值之買賣。產生該風險之貨幣主要為澳門幣、人民幣及美元。本集團盡可能透過進行同一貨幣交易以減低該風險。董事認為於本報告期末無澳門幣、人民幣及美元之重大風險。因此，敏感度分析並未呈列。

**(c) 流動資金風險**

流動資金風險乃指集團企業在應付與金融工具相關之承擔時遇上集資困難之風險。流動資金風險或會因無法迅速按接近其公平值之價格出售金融資產而產生。

審慎之流動資金風險管理指維持充足現金。本集團會監察及維持視為足夠撥付本集團營運所需之銀行結餘水平。

本集團透過預測所需現金數額及監察本集團之營運資金以預計現金流量分析管理流動資金風險，以確保能夠應付所有到期負債及已知資金需求。此外，銀行融資已經就緒以作不時之需，於二零一八年四月三十日，本集團可用之銀行融資總額約63,430,000港元（二零一七年：85,500,000港元），其中約44,264,000港元（二零一七年：39,594,000港元）於報告期末獲動用。

**44. FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(b) Market risk (Continued)**

**Foreign currency risk**

The Group is exposed to foreign currency risk primarily through transactions that are denominated in a currency other than the functional currency of the operations to which they relate. The currencies giving rise to this risk are primarily the Macau Pataca, Renminbi and the United States dollar. The Group mitigates this risk by conducting transactions in the same currency, whenever possible. The directors consider there is no material exposure to the Macau Pataca, Renminbi and the United States dollar as at the end of the reporting period. Accordingly, sensitivity analysis has not been presented.

**(c) Liquidity risk**

Liquidity risk is the risk that a group entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

Prudent liquidity risk management implies maintaining sufficient cash. The Group monitors and maintains a level of bank balances deemed adequate to finance the Group's operations.

The Group employs projected cash flow analysis to manage liquidity risk by forecasting the amount of cash required and monitoring the working capital of the Group to ensure that all liabilities due and known funding requirements could be met. In addition, banking facilities have been put in place for contingency purposes. As at 30 April 2018, the Group's total available banking facilities were approximately HK\$63,430,000 (2017: HK\$85,500,000), of which approximately HK\$44,264,000 (2017: HK\$39,594,000) were utilised at the end of the reporting period.

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 44. 財務風險管理 (續)

#### (c) 流動資金風險 (續)

於報告期末，按已訂約未折現現金流計算，本集團及本公司金融負債及融資租約承擔到期情況如下：

		二零一八年 2018						
		加權平均 實際利率 Weighted average effective interest rate %	即付或 一個月內 On demand or less than 1 month 千港元 HK\$'000	一個月至 三個月 1-3 months 千港元 HK\$'000	三個月至一年 3 months to 1 year 千港元 HK\$'000	一年至五年 1 to 5 years 千港元 HK\$'000	未折現 現金流合計 Total undiscounted cash flow 千港元 HK\$'000	賬面值 Carrying value 千港元 HK\$'000
應付賬款及其他應付款項	Trade and other payables	-	32,232	-	-	-	32,232	32,232
應付保固金款項	Retention monies payables	-	1,183	-	-	-	1,183	1,183
銀行借貸 (附註(i))	Bank borrowings (Note (i))	4.36	132	10,337	9,131	10,827	30,427	29,006
銀行透支	Bank overdrafts	5.25	15,265	-	-	-	15,265	15,258
其他貸款及其他借貸	Other loan and other borrowings	5.29	143	285	96,452	-	96,880	92,000
			48,955	10,622	105,583	10,827	175,987	169,679
融資租約承擔	Obligations under finance leases	5.32	70	140	628	1,503	2,341	2,182

		二零一七年 2017						
		加權平均 實際利率 Weighted average effective interest rate %	即付或 一個月內 On demand or less than 1 month 千港元 HK\$'000	一個月至 三個月 1-3 months 千港元 HK\$'000	三個月至一年 3 months to 1 year 千港元 HK\$'000	一年至五年 1 to 5 years 千港元 HK\$'000	未折現 現金流合計 Total undiscounted cash flow 千港元 HK\$'000	賬面值 Carrying value 千港元 HK\$'000
應付賬款及其他應付款項	Trade and other payables	-	8,353	-	-	-	8,353	8,353
應付保固金款項	Retention monies payables	-	1,156	-	-	-	1,156	1,156
銀行借貸 (附註(i))	Bank borrowings (Note (i))	4.25	4,146	15,242	1,927	12,108	33,423	32,229
銀行透支	Bank overdrafts	5.25	7,365	-	-	-	7,365	7,365
其他貸款及其他借貸	Other loan and other borrowings	5.76	-	-	22,100	58,320	80,420	74,000
			21,020	15,242	24,027	70,428	130,717	123,103
融資租約承擔	Obligations under finance leases	5.32	57	119	662	2,341	3,179	2,887

**44. 財務風險管理 (續)**

**(c) 流動資金風險 (續)**

附註：

- (i) 於二零一八年四月三十日，此等銀行借貸總賬面值為約29,006,000港元（二零一七年：32,229,000港元）。考慮到本集團的財務狀況，董事並不認為銀行將行使其要求即時還款之酌情權。董事相信此等銀行借貸將根據貸款協議的預定還款日期償還。於二零一八年四月三十日，總本金及利息現金流出將約為30,427,000港元（二零一七年：33,423,000港元）。

**(d) 公平值估計**

除其他借貸外，於一年內到期之金融資產及負債之名義款額假設與其公平值相若。

由於與關連人士之結餘之預期現金流量之時間因兩者之關係而無法合理地釐定，故並無釐定該等結餘之公平值。

下表是根據估值方法，分析以公平值入賬之金融工具。不同級別的定義如下：

- 相同資產或負債在活躍市場中的報價（未經調整）（第一級別）。
- 除第一級別所包括的報價外，可直接（即如價格）或間接（即由價格衍生）觀察的資產或負債的輸入值（第二級別）。
- 資產或負債的輸入值並非依據可觀察的市場數據（即不可觀察輸入數據）（第三級別）。

**44. FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(c) Liquidity risk (Continued)**

Note:

- (i) As at 30 April 2018, the aggregate carrying amounts of these bank borrowings amounted to approximately HK\$29,006,000 (2017: HK\$32,229,000). Taking into account the Group's financial position, the directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors believe that such bank borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements. As at 30 April 2018, the aggregate principal and interest cash outflows will amount to approximately HK\$30,427,000 (2017: HK\$33,423,000).

**(d) Fair value estimation**

Except other borrowings, the notional amounts of financial assets and liabilities with a maturity of less than one year are assumed to approximate their fair values.

The fair value of balances with related parties have not been determined as the timing of the expected cash flows of these balances cannot be reasonably determined because of the relationship.

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

## 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 44. 財務風險管理 (續)

#### (d) 公平值估計 (續)

下表呈報於二零一八年及二零一七年四月三十日按公平值計量的本集團資產及負債。

		二零一八年 2018			
		第一級別 Level 1 千港元 HK\$'000	第二級別 Level 2 千港元 HK\$'000	第三級別 Level 3 千港元 HK\$'000	合計 Total 千港元 HK\$'000
資產	Assets				
可供出售投資	Available-for-sale investments	18,921	–	–	18,921
按公平值計入損益之金融資產	Financial assets at FVTPL	34,972	–	28,800	63,772

		二零一七年 2017			
		第一級別 Level 1 千港元 HK\$'000	第二級別 Level 2 千港元 HK\$'000	第三級別 Level 3 千港元 HK\$'000	合計 Total 千港元 HK\$'000
資產	Assets				
可供出售投資	Available-for-sale investments	79,452	9,181	–	88,633
按公平值計入損益之金融資產	Financial assets at FVTPL	54,840	–	35,400	90,240

於此兩個年度期間並無轉撥進出第三級公平值。

### 44. FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (d) Fair value estimation (Continued)

The following table presents the Group's assets and liabilities that are measured at fair value at 30 April 2018 and 2017.

		二零一七年 2017			
		第一級別 Level 1 千港元 HK\$'000	第二級別 Level 2 千港元 HK\$'000	第三級別 Level 3 千港元 HK\$'000	合計 Total 千港元 HK\$'000
資產	Assets				
可供出售投資	Available-for-sale investments	79,452	9,181	–	88,633
按公平值計入損益之金融資產	Financial assets at FVTPL	54,840	–	35,400	90,240

These were no transfers into or out of level 3 during both years.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

44. 財務風險管理 (續)

(d) 公平值估計 (續)

價格風險

下表呈列本集團截至報告期末的除稅後虧損 (和累計虧損) 及其他權益成分在合理可能相關股票的市場價格 (於上市投資上) 有顯著風險變化。

44. FINANCIAL RISK MANAGEMENT (CONTINUED)

(d) Fair value estimation (Continued)

Price risk

The following table indicates the approximate changes in the Group's loss after tax (and accumulated losses) and other components of equity in response to reasonably possible changes in the relevant stock market price (for listed investments) to which the Group have significant exposure at the end of the reporting period.

		二零一八年 2018		
		相關風險轉變之 增加 / (減少)	除稅後虧損及 累計虧損之影響 (附註) Effect on loss after taxation and accumulated loss (Note) 千港元 HK\$'000	其他權益成分 之影響 Effect on other components of equity 千港元 HK\$'000
潛在上市投資之市場價格：	Market price of underlying listed investments:	10% (10%)	3,497 (3,497)	1,892 (1,892)
		二零一七年 2017		
		相關風險轉變之 增加 / (減少)	除稅後虧損及 累計虧損之影響 (附註) Effect on loss after taxation and accumulated loss (Note) 千港元 HK\$'000	其他權益成分 之影響 Effect on other components of equity 千港元 HK\$'000
潛在上市投資之市場價格：	Market price of underlying listed investments:	10% (10%)	5,484 (5,484)	8,863 (8,863)

附註：本集團除稅後虧損之影響不計及稅項虧損之使用

Note: The effect in the Group's loss after tax has disregarded the utilisation of tax losses.

## 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 44. 財務風險管理 (續)

#### (d) 公平值估計 (續)

##### 第二級別之金融工具

於二零一八年及二零一七年四月三十日，非上市投資基金之公平值乃基於該基金之資產淨值，並經參考相關投資組合的可觀察價格（報價）及有關開支之調整而釐定。

##### 第三級別之金融工具

下表呈列截至二零一八年四月三十日止年度第三級別工具之變動。

### 44. FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (d) Fair value estimation (Continued)

##### Financial instruments in level 2

The fair value of the unlisted investments fund as at 30 April 2018 and 2017 was determined based on the net asset values of the fund, determined with reference to observable (quoted) prices of underlying investment portfolio and adjustment of related expenses.

##### Financial instruments in level 3

The following table presents the changes in level 3 instruments for the year ended 30 April 2018.

		可換股債券 The Convertible Bond 千港元 HK\$'000
年初結餘	Opening balance	35,400
於損益確認之公平值虧損	Fair value loss recognised in profit or loss	(6,600)
年末結餘	Closing balance	28,800
計入損益中「其他收益及（虧損）」之 本年度公平值虧損	Fair value loss for the year included in profit or loss under “Other gains and (losses)”	(6,600)

可換股債券之公平值與預期波幅成正比。

The fair value of the convertible bond is positively correlated to the expected volatility.

於二零一八年及二零一七年四月三十日，不在活躍市場中交易的可換股債券之公平值由與本集團並無關連之專業獨立估值師艾升評值諮詢有限公司進行之估值為基準而計算得出。可換股債券乃採用二項式期權定價模型進行估值。估值師使用多種方法，並基於報告期末之市況作出假設。

The fair values of the convertible bond that is not trade in an active market as at 30 April 2018 and 2017 were arrived at on the basis of valuations carried out by Messrs Ascent Partners Valuation Service Limited, a professional independent valuer not connected to the Group. The convertible bond was valued by the Binomial model. The valuer uses a variety of methods and makes assumptions that are based on market conditions existing at the end of the reporting period.

主要不可觀察數據為預期波幅。波幅為公司每日經調整股價的持續複合回報率的年度標準差額。估計可換股債券於二零一八年四月三十日之公平值所採用之預期波幅為128.37%（二零一七年：90.35%）。此不可觀察數據之變動將重大影響金融工具之公平值。

The key unobservable data is expected volatility. Volatility is the annualised standard deviation of the continuously compounded rates of return on the daily adjusted share price of a company. The expected volatility adopted in estimating the fair value of the convertible bond as at 30 April 2018 is 128.37% (2017: 90.35%). Change in this unobservable data may materially affect the fair value of the financial instruments.

**44. 財務風險管理 (續)**

**(d) 公平值估計 (續)**

**金融市場波動敏感度分析**

以下敏感度分析乃假設預期波幅變動已於報告期末發生而釐定，並已應用於就於該日所面對來自金融工具之預期波動風險。於向主要管理人士作公平值報告時上調或下調5%，乃指管理層對預期波幅可能合理變動之評估。

倘預期波幅上調／下調5%而所有其他變量維持不變，本集團截至二零一八年四月三十日止年度的虧損將分別減少／增加約316,000港元及318,000港元（二零一七年：分別減少／增加約374,000港元及367,000港元）。此乃主要由於本集團於指定按公平值計入損益之可換股債券投資面對的預期波動風險。

本集團之政策為於出現導致公平值層級之間轉移之事件或情況變動當日，確認有關公平值層級之轉入及轉出。於本年度，金融資產並無重新分類，級別之間亦並無進行轉移。

**44. FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(d) Fair value estimation (Continued)**

**Volatile financial market sensitivity analysis**

The sensitivity analysis below has been determined assuming that a change in the expected volatility had occurred at the end of the reporting period and had been applied to the exposure to expected volatility for financial instruments in existence at that date. A 5% increase or decrease is used when reporting the fair value to key management personnel and represents management's assessment of the reasonably possible change in expected volatility.

If expected volatility had been 5% higher/lower and all other variables were held constant, the Group's loss for the year ended 30 April 2018 would decreased/increased by approximately HK\$316,000 and HK\$318,000, respectively, (2017: decreased/increased by approximately HK\$374,000 and HK\$367,000, respectively). This is attributable to the Group's exposure to expected volatility on its investments in convertible bonds designated as FVTPL.

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer. There were no reclassifications of financial assets nor transfers between levels during the year.

## 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 45. 融資活動產生的負債對賬

下表詳列本集團融資活動所產生的負債變動，其中包括現金及非現金變動。融資活動產生的負債指其現金流量已經（或未來現金流量將會）於本集團的綜合現金流量表分類為融資活動所得現金流量之負債。

### 45. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be classified in the Group's consolidated statement of cash flows from financing activities.

		<b>Bank borrowings</b>	<b>Other loan and other borrowings</b>	<b>Obligations under finance lease</b>	<b>Interest payables (included in trade and other payables) 應付利息 (計入應付 賬款及其他 應付款項內)</b>	<b>Total</b>
		銀行貸款	其他借貸及 其他貸款	融資租約承擔	應付款項內)	總計
		Note 32	Note 33	Note 31	Note 30	
		附註32	附註33	附註31	附註30	
		千港元	千港元	千港元	千港元	千港元
		HK\$000	HK\$000	HK\$000	HK\$000	HK\$000
於二零一七年	At 1 May 2017					
五月一日		32,229	74,000	2,887	1,519	110,635
融資現金流量	Financing cash flows	(3,223)	18,000	(839)	(5,572)	8,366
融資成本	Finance costs	-	-	134	5,782	5,916
於二零一八年	At 30 April 2018					
四月三十日		29,006	92,000	2,182	1,729	124,917

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

46. 本公司主要附屬公司詳情

46. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

於二零一八年四月三十日主要附屬公司（均為有限責任公司）詳情如下：

Particulars of the principal subsidiaries, which are limited liability companies, at 30 April 2018 are as follows:

附屬公司名稱 Name of subsidiary	註冊成立/ 註冊/經營地點 Place of incorporation/ registration/ operations	法人 實體形式 Form of legal entity	已發行及 繳足股本 Issued and fully paid up share capital	本公司持有已發行股本/ 註冊資本之面值比例 Proportion of nominal value of issued share capital/ registered capital held by the Company		主要業務 Principal activities
				直接 Directly	間接 Indirectly	
領得環球有限公司 Apex Gain Global Limited	英屬維爾京群島 British Virgin Islands	有限公司 Limited Company	普通股1美元 Ordinary US\$1	100%	–	投資控股 Investment holding
藍塘創投有限公司 Blue Pool Ventures Limited	薩摩亞 Samoa	有限公司 Limited Company	普通股100美元 Ordinary US\$100	–	100%	投資控股 Investment holding
明惠有限公司 Bright Advantage Limited	英屬維爾京群島 British Virgin Islands	有限公司 Limited Company	普通股1美元 Ordinary US\$1	100%	–	投資控股 Investment holding
康嘉投資有限公司 Conkar Investments Limited	英屬維爾京群島 British Virgin Islands	有限公司 Limited Company	普通股1美元 Ordinary US\$1	100%	–	證券投資 Securities investment
第一基業有限公司 First Occasion Limited	香港 Hong Kong	有限公司 Limited Company	普通股1港元 Ordinary HK\$1	–	100%	證券投資 Securities investment
金徽香港有限公司 Gold Medal Hong Kong Limited	香港 Hong Kong	有限公司 Limited Company	普通股1港元 Ordinary HK\$1	–	100%	借貸 Money lending
Instant Victory Global Limited	英屬維爾京群島 British Virgin Islands	有限公司 Limited Company	普通股 50,000美元 Ordinary US\$50,000	100%	–	投資控股 Investment holding
禧寶投資有限公司 Jubilee Treasure Investments Limited	英屬維爾京群島 British Virgin Islands	有限公司 Limited Company	普通股780港元 Ordinary HK\$780	100%	–	投資控股 Investment holding
伸達資產管理有限公司 Mass Fidelity Asset Management Limited	香港 Hong Kong	有限公司 Limited Company	普通股 200,000港元 Ordinary HK\$200,000	–	100%	資產管理 Assets management

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 46. 本公司主要附屬公司詳情 (續)

### 46. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

附屬公司名稱 Name of subsidiary	註冊成立/ 註冊/經營地點 Place of incorporation/ registration/ operations	法人 實體形式 Form of legal entity	已發行及 繳足股本 Issued and fully paid up share capital	本公司持有已發行股本/ 註冊資本之面值比例 Proportion of nominal value of issued share capital/ registered capital held by the Company		主要業務 Principal activities
				直接 Directly	間接 Indirectly	
小牛金服集團有限公司 Ox Financial Group Limited	英屬維爾京群島 British Virgin Islands	有限公司 Limited Company	普通股本1美元 Ordinary US\$1	100%	–	投資控股 Investment holding
小牛金股資產管理有限公司 OX Financial Assets Management Limited	香港 Hong Kong	有限公司 Limited Company	普通股本 100,000港元 Ordinary HK\$100,000	–	100%	投資控股 Investment holding
小牛金服證券有限公司 OX Financial Securities Limited	香港 Hong Kong	有限公司 Limited Company	普通股本 50,000,000港元 Ordinary HK\$50,000,000	–	100%	證券經紀及孖展融資 Securities brokerage and margin financing
森基設計工程控股有限公司 Sense Key Design Holdings Limited	香港 Hong Kong	有限公司 Limited Company	普通股本 1,000港元 Ordinary HK\$1,000	–	51%	精裝修業務 Fitting out business
天隆國際有限公司 Skylon International Limited	香港 Hong Kong	有限公司 Limited Company	普通股本 10,000港元 Ordinary HK\$10,000	–	100%	出租吊船工作台 Gondolas rental
天豐運輸貿易有限公司 Skyway Transport & Trading Company Limited	香港 Hong Kong	有限公司 Limited Company	普通股本 10,000港元 Ordinary HK\$10,000	–	100%	提供運輸服務 Provision of transportation services
星湖投資有限公司 Starry Lake Investments Limited	英屬維爾京群島 British Virgin Islands	有限公司 Limited Company	普通股本1美元 Ordinary US\$1	100%	–	投資控股 Investment holding

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

46. 本公司主要附屬公司詳情  
(續)

46. PARTICULARS OF PRINCIPAL  
SUBSIDIARIES OF THE COMPANY  
(CONTINUED)

附屬公司名稱 Name of subsidiary	註冊成立/ 註冊/經營地點 Place of incorporation/ registration/ operations	法人 實體形式 Form of legal entity	已發行及 繳足股本 Issued and fully paid up share capital	本公司持有已發行股本/ 註冊資本之面值比例 Proportion of nominal value of issued share capital/ registered capital held by the Company		主要業務 Principal activities
				直接 Directly	間接 Indirectly	
駿盈國際有限公司 Talent Gain International Limited	英屬維爾京群島 British Virgin Islands	有限公司 Limited Company	普通股本100美元 Ordinary US\$100	100%	–	投資控股 Investment holding
昇億有限公司 Up Billion Limited	英屬維爾京群島 British Virgin Islands	有限公司 Limited Company	普通股本100美元 Ordinary US\$100	100%	–	投資控股 Investment holding
捷正有限公司 Upright Victory Limited	英屬維爾京群島 British Virgin Islands	有限公司 Limited Company	普通股本1美元 Ordinary US\$1	100%	–	證券投資 Securities investment
WLS (BVI) Limited	英屬維爾京群島 British Virgin Islands	有限公司 Limited Company	普通股本 38,510美元 Ordinary US\$38,510	100%	–	投資控股 Investment holding
世獅環球有限公司 World Lion Global Limited	英屬維爾京群島 British Virgin Islands	有限公司 Limited Company	普通股本1美元 Ordinary US\$1	100%	–	投資控股 Investment holding
漢基工程有限公司 Sinogain Engineering Limited	香港 Hong Kong	有限公司 Limited Company	普通股本 1,226,667港元 Ordinary HK\$1,226,667	–	70%	吊船工作台貿易、設計、 銷售、維修及保養 以及防撞欄及登爬 維修器材之安裝及 維修服務 Trading, design, sales, repairs and maintenance of gondolas and parapet railings and access equipment installation and maintenance services

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 46. 本公司主要附屬公司詳情 (續)

### 46. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

附屬公司名稱 Name of subsidiary	註冊成立/ 註冊/經營地點 Place of incorporation/ registration/ operations	法人 實體形式 Form of legal entity	已發行及 繳足股本 Issued and fully paid up share capital	本公司持有已發行股本/ 註冊資本之面值比例 Proportion of nominal value of issued share capital/ registered capital held by the Company		主要業務 Principal activities
				直接 Directly	間接 Indirectly	
滙隆工程營造有限公司	香港	有限公司	普通股本 10,000港元	–	100%	提供管理合約服務
WLS Contractors Limited	Hong Kong	Limited Company	Ordinary HK\$10,000			Provision of management contracting services
滙隆(澳門)工程有限公司	澳門	有限公司	普通股本 25,000澳門元	–	96%	棚架搭建業務
WLS (Macau) Engineering Company Limited	Macau	Limited Company	Ordinary MOP25,000			Scaffolding works business
滙隆顧問有限公司	香港	有限公司	普通股本 100,000港元	–	100%	提供顧問服務
Wui Loong Consultancy Company Limited	Hong Kong	Limited Company	Ordinary HK\$100,000			Provision of consultancy services
滙隆集團有限公司	香港	有限公司	普通股本 100,000港元	–	100%	物業持有
Wui Loong Holdings Company Limited	Hong Kong	Limited Company	Ordinary HK\$100,000			Property holding
滙隆棚業有限公司	香港	有限公司	普通股本2港元 無投票權 遞延股(附註) 1,900,000港元	–	100%	棚架搭建業務
Wui Loong Scaffolding Works Company Limited	Hong Kong	Limited Company	Ordinary HK\$2 Non-voting deferred (Note) HK\$1,900,000			Scaffolding works business



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

46. 本公司主要附屬公司詳情  
(續)

46. PARTICULARS OF PRINCIPAL  
SUBSIDIARIES OF THE COMPANY  
(CONTINUED)

附屬公司名稱 Name of subsidiary	註冊成立/ 註冊/經營地點 Place of incorporation/ registration/ operations	法人 實體形式 Form of legal entity	已發行及 繳足股本 Issued and fully paid up share capital	本公司持有已發行股本/ 註冊資本之面值比例 Proportion of nominal value of issued share capital/ registered capital held by the Company		主要業務 Principal activities
				直接 Directly	間接 Indirectly	
滙隆系統棚架有限公司	香港	有限公司	普通股本 100,000港元	–	100%	棚架搭建業務
Wui Loong System Scaffolds Company Limited	Hong Kong	Limited Company	Ordinary HK\$100,000			Scaffolding works business
滙聯營造有限公司	香港	有限公司	普通股本 100,000港元	–	100%	精裝修業務
Wui Luen Engineering Company Limited	Hong Kong	Limited Company	Ordinary HK\$100,000			Fitting out business
滙隆資源有限公司	香港	有限公司	普通股本 10,000港元	–	100%	管理服務
Wui Loong Resources Limited	Hong Kong	Limited Company	Ordinary HK\$10,000			Management service

附註：無投票權遞延股持有人無權享有股息、無權出席股東大會或在會上投票，亦無權於清盤之退回資金中接受任何剩餘資產（惟於上述清盤中分派予本公司普通股持有人超過1,000,000億港元後之有關資產的一半結餘除外）。

Note: The non-voting deferred shares carry no rights to dividends, no rights to attend or vote at general meetings and no rights to receive any surplus assets in a return of capital in a winding-up (other than one half of the balance of such assets after the sum of HK\$100,000 billion has been distributed to the holders of the ordinary shares of the Company in such winding-up).

上表列載本公司董事認為主要影響本集團業績或資產之本公司附屬公司。董事認為列載其他附屬公司之詳情將令篇幅過於冗長。

The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

## 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 47. 擁有重大非控股權益之非全資附屬公司之詳情

下表載列佔有重大非控股權益之本集團非全資附屬公司之詳情：

附屬公司名稱 Name of subsidiary	註冊成立地點及 主要營業地點 Place of incorporation and principal place of business	非控股權益所持擁有權 權益及投票權之比例 Proportion of ownership interests and voting rights held by non-controlling interests		分配予非控股權益之 全面開支/(收益)總額 Total comprehensive expense/(income) attributable to non-controlling interests		累計非控股權益 Accumulated non-controlling interests	
		二零一八年 2018	二零一七年 2017	二零一八年 2018	二零一七年 2017	二零一八年 2018	二零一七年 2017
		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
森基設計工程控股有限公司 Sense Key Design Holdings Limited	香港 Hong Kong	49%	49%	13,684	(1,376)	10,177	(3,507)
漢基工程有限公司 Sinogain Engineering Limited	香港 Hong Kong	30%	30%	(746)	68	6,630	7,376

本集團擁有存在重大非控制性權益的各大附屬公司的財務信息滙總如下。以下滙總的財務信息代表集團內部抵銷之前的金額。

### 47. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS

The table below shows details of non-wholly-owned subsidiaries of the Group that have material non-controlling interests:

Summarised financial information in respect of each of the Group's subsidiaries that have material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

47. 擁有重大非控股權益之非全資附屬公司之詳情 (續)

47. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (CONTINUED)

森基設計工程控股有限公司

Sense Key Design Holdings Limited

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
流動資產	Current assets	10,507	37,129
非流動資產	Non-current assets	501	611
流動負債	Current liabilities	(31,776)	(30,583)
本公司持有人應佔權益	Equity attributable to owners of the Company	(10,591)	3,650
非控股權益	Non-controlling interests	(10,177)	3,507
收入	Revenue	22,750	63,642
支出	Expenses	(50,675)	(60,833)
年度(虧損)溢利及全面(支出)收益總額	(Loss) profit and total comprehensive (expense) income for the year	(27,925)	2,809
以下人士應佔(虧損)溢利及全面(支出)收益總額:	(Loss) profit and total comprehensive (expense) income attributable to:		
本公司持有人	Owners of the Company	(14,241)	1,433
非控股權益	Non-controlling interests	(13,684)	1,376
		(27,925)	2,809
經營活動(所用)/所得現金淨額	Net cash (used in)/generated from operating activities	610	(1,521)
投資活動所用現金淨額	Net cash used in investing activities	(41)	(47)
現金流入(出)淨額	Net cash inflow (outflow)	569	(1,568)

### 48. 報告期後事項

於二零一八年二月七日，本公司之全資附屬公司滙隆集團有限公司（「WL Holdings」）與個人第三方（「買方」）訂立買賣協議（「買賣協議」），以現金代價110,000,000港元向買方出售本集團包括土地、樓宇及投資物業在內的所有物業。隨後於二零一八年五月十四日，WL Holdings與買方訂立撤銷協議以撤銷及終止買賣協議，即時生效。本公司董事認為，有關交易不大可能落實且該交易已於報告期後終止，因此，並無於二零一八年四月三十日重新分類至持作銷售非流動資產。

### 49. 主要非現金交易

本年度，本集團收購藍塘的全部已發行股本。收購的代價68,800,000港元已通過配發及發行1,600,000,000股本公司每股面值0.01港元的普通股而悉數償付。

本年度，本集團根據購股權計劃授出1,149,030,000份購股權，估計該日授出的購股權公平值合共約為7,280,000港元。所有購股權已於本年度歸屬，而已確認購股權開支約為7,280,000港元。

### 48. EVENTS AFTER THE REPORTING PERIOD

On 7 February 2018, Wui Loong Holdings Company Limited (“WL Holdings”), a wholly-owned subsidiary of the Company, entered into a Sale & Purchase Agreement (“S&P Agreement”) with an individual third party (the “Buyer”) to dispose all of the properties comprising the land and buildings and investment properties of the Group to the Buyer at a cash consideration of HK\$110,000,000. Subsequently on 14 May 2018, WL Holdings and the Buyer, have entered into a cancellation agreement to cancel and terminate the S&P Agreement with immediate effect. The directors of the Company are in the opinion that the completion of such transaction was not highly probable and the transaction was terminated subsequent to the reporting period, therefore, there is no reclassification to non-current assets held for sale as at 30 April 2018.

### 49. MAJOR NON-CASH TRANSACTION

During the year, the Group acquired 100% of the issued share capital of Blue Pool. The consideration for the acquisition, amounted to HK\$68,800,000 was satisfied in full by the allotment and issue of 1,600,000,000 of the Company’s ordinary shares with par value of HK\$0.01 each.

During the year, 1,149,030,000 options were granted under the Share Option Scheme and the aggregate estimated fair value of the options granted on that date is approximately HK\$7,280,000. All of the options has been vested during the year and share option expense amounted to approximately HK\$7,280,000 has been recognised.

業績

RESULTS

		截至四月三十日止年度				
		Year ended 30 April				
		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
		2018	2017	2016	2015	2014
		千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
營業額	Turnover	152,175	185,633	155,451	136,641	111,961
銷售成本	Cost of sales	(98,813)	(138,499)	(131,633)	(118,885)	(102,254)
毛利	Gross profit	53,362	47,134	23,818	17,756	9,707
其他收入	Other income	3,462	12,456	4,203	1,956	1,058
其他收益及(虧損)	Other gains and (losses)	(108,401)	923	3,412	-	-
營運及行政費用	Operating and administrative expenses	(75,693)	(70,811)	(34,975)	(28,099)	(75,012)
投資物業之公平值之收益	Fair value gain on investment properties	12,000	4,350	(9,880)	5,071	620
認購期權之公平值變動	Change in fair value of call option	-	-	(1,641)	1,610	-
出售物業、廠房及設備的收益/(虧損)	Gain/(loss) on disposal of property, plant and equipment	584	853	81	418	(183)
出售一間附屬公司的收益	Gain on disposal of a subsidiary	-	2,309	202	-	-
提前贖回可換股債券之虧損	Loss on early redemption of convertible bonds	-	-	-	(743)	-
物業、廠房及設備之出售及撇賬虧損	Loss on disposal and write-off of property, plant and equipment	(1,190)	(1,592)	(8)	(1,237)	-
融資成本	Finance costs	(6,593)	(5,232)	(2,230)	(5,575)	(2,093)
商譽之減值	Impairment of goodwill	-	-	-	-	(3,138)
應佔聯營公司之業績	Share of results of associates	-	176	206	1,315	-
除稅前虧損	Loss before taxation	(122,469)	(9,434)	(16,812)	(7,528)	(69,041)
稅項	Taxation	(257)	(5,211)	(5,689)	(206)	7,572
本年度虧損	Loss for the year	(122,726)	(14,645)	(22,501)	(7,734)	(61,469)

資產及負債

ASSETS AND LIABILITIES

		於四月三十日				
		At 30 April				
		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
		2018	2017	2016	2015	2014
		千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
總資產	Total assets	928,494	952,711	882,288	373,864	183,286
總負債	Total liabilities	(218,045)	(170,454)	(86,101)	(75,638)	(90,117)
		710,449	782,257	796,187	298,226	93,169
本公司持有人應佔權益	Equity attributable to the owners of the Company	727,256	786,126	801,365	281,910	99,623
非控股權益	Non-controlling interests	(16,807)	(3,869)	(5,178)	16,316	(6,454)
		710,449	782,257	796,187	298,226	93,169

## 物業附表

### SCHEDULE OF PROPERTIES

於二零一八年四月三十日之投資  
物業

INVESTMENT PROPERTIES AS AT 30 APRIL 2018

物業詳述 Description	用途 Use	概約銷售面積 (平方呎) Approximate saleable area (square feet)	狀況 Vacant Status	租賃形式 Held under	本集團所佔 權益百分比 Percentage of the Group's interest
1) 香港 業興街11號 南滙廣場A座10樓21-23室 (香港仔地段423號) Unit 21-23 on 10/F, Tower A, Southmark, No. 11 Yip Hing Street, Hong Kong (Aberdeen Inland Lot No. 423)	商用 Commercial	1,756	出租 Rented	長期租賃 Long term lease	100%
2) 香港 業興街11號 南滙廣場A座10樓25-27室 (香港仔地段423號) Unit 25-27 on 10/F, Tower A, Southmark, No. 11 Yip Hing Street, Hong Kong (Aberdeen Inland Lot No. 423)	商用 Commercial	2,285	非出租 Not rented	長期租賃 Long term lease	100%

