

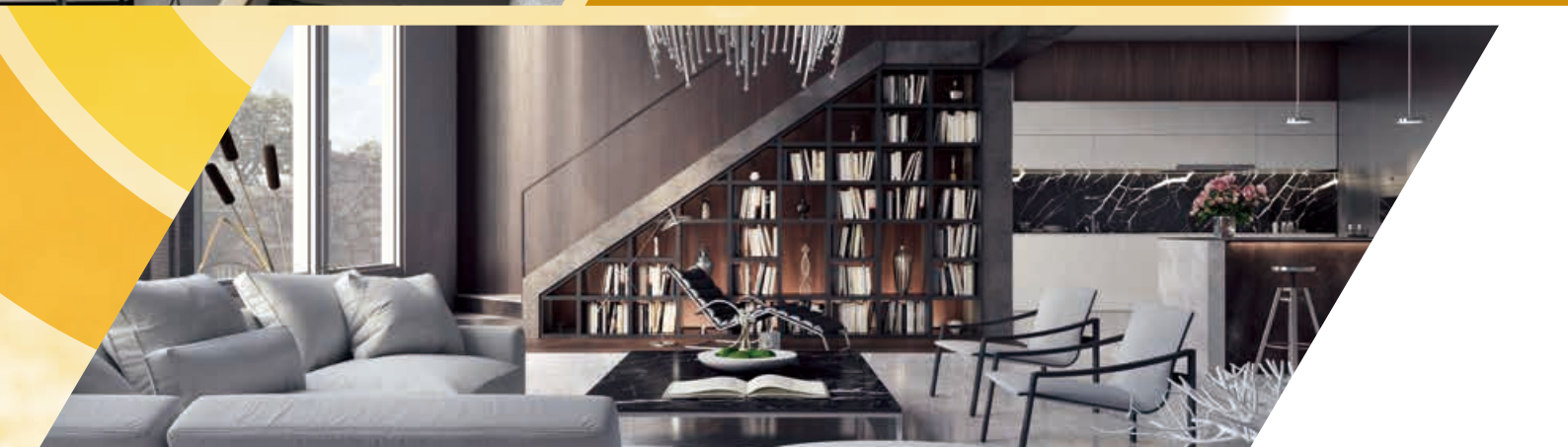


Royal Century Resources Holdings Limited 仁德資源控股有限公司

(Incorporated in Hong Kong with limited liability) (於香港註冊成立之有限公司)
Stock code 股份代號：8125



2018/19 Annual Report
年報



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CONTENTS

目錄

CORPORATE INFORMATION 公司資料	3
CHAIRMAN'S STATEMENT 主席報告	5
MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析	7
PROFILE OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷	19
CORPORATE GOVERNANCE REPORT 企業管治報告	23
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告	40
REPORT OF THE DIRECTORS 董事會報告	60
INDEPENDENT AUDITOR'S REPORT 獨立核數師報告	71
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 綜合損益及其他全面收益表	83
CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表	84
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動表	86
CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表	87
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註	89
FINANCIAL SUMMARY 財務概要	196

CORPORATE INFORMATION

公司資料

Set out below is the corporate information of Royal Century Resources Holdings Limited as at the date of this report (i.e. 12 June 2019):

BOARD OF DIRECTORS

Executive Directors

Mr. Chan Chi Yuen (*Chairman*)
Mr. Liu Rongsheng (*Chief Executive Officer*)
Mr. Wang Jun
Mr. Zhang Weijie
(appointed on 7 May 2018)

Non-executive Director

Mr. Tsang Kei Cheong

Independent non-executive Directors

Mr. Chan Chiu Hung Alex
Mr. Wu Zhao
Mr. Lam Cheok Va

COMPANY SECRETARY

Mr. Pang Pui Hung Paton

COMPLIANCE OFFICER

Mr. Chan Chi Yuen

BOARD COMMITTEE

Audit committee

Mr. Chan Chiu Hung Alex (*Chairman*)
Mr. Wu Zhao
Mr. Lam Cheok Va

Nomination committee

Mr. Wu Zhao (*Chairman*)
Mr. Chan Chiu Hung Alex
Mr. Lam Cheok Va

Remuneration committee

Mr. Lam Cheok Va (*Chairman*)
Mr. Chan Chiu Hung Alex
Mr. Wu Zhao

Compliance committee

Mr. Chan Chiu Hung Alex (*Chairman*)
Mr. Wu Zhao
Mr. Lam Cheok Va

董事會

執行董事

陳志遠先生 (*主席*)
劉榮生先生 (*行政總裁*)
王軍先生
張偉杰先生
(於二零一八年五月七日獲委任)

非執行董事

曾紀昌先生

獨立非執行董事

陳釗洪先生
吳兆先生
Lam Cheok Va先生

公司秘書

彭沛雄先生

監察主任

陳志遠先生

董事會委員會

審核委員會

陳釗洪先生 (*主席*)
吳兆先生
Lam Cheok Va先生

提名委員會

吳兆先生 (*主席*)
陳釗洪先生
Lam Cheok Va先生

薪酬委員會

Lam Cheok Va先生 (*主席*)
陳釗洪先生
吳兆先生

合規委員會

陳釗洪先生 (*主席*)
吳兆先生
Lam Cheok Va先生

CORPORATE INFORMATION

公司資料

AUTHORISED REPRESENTATIVES

Mr. Chan Chi Yuen
Mr. Pang Pui Hung Paton

AUDITORS

Reanda Lau & Au Yeung (HK) CPA Limited
Certified Public Accountants

HEADQUARTER, REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS

Suite 2201, 22/F
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

PRINCIPAL BANKERS

OCBC Wing Hang Bank
HSBC
DBS Bank
Shanghai Commercial Bank

SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited
Suites 3301-04, 33/F,
Two Chinachem Exchange Square,
338 King's Road, North Point,
Hong Kong

PRINCIPAL PLACE OF LISTING

The Stock Exchange of Hong Kong Limited

COMPANY'S WEBSITE

www.royalcentury.hk

STOCK CODE

8125

授權代表

陳志遠先生
彭沛雄先生

核數師

利安達劉歐陽(香港)會計師事務所有限公司
執業會計師

總部、註冊辦事處及 主要營業地點

香港灣仔港灣道26號
華潤大廈22樓
2201室

主要往來銀行

華僑永亨銀行
匯豐銀行
星展銀行
上海商業銀行

股份過戶登記處

聯合證券登記有限公司
香港北角英皇道338號
華懋交易廣場2期33樓
3301-04室

主要上市地點

香港聯合交易所有限公司

公司網址

www.royalcentury.hk

股份代號

8125

CHAIRMAN'S STATEMENT 主席報告

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Director(s)") of Royal Century Resources Holdings Limited (the "Company"), I am pleased to present the annual results of the Company and its subsidiaries (collectively, the "Group") for the year ended 31 March 2019.

OVERVIEW

This year was still a challenging year to the Group. The tremendous competition from other contractors, compounded with the increasing contract costs, resulting with a pressure to the Group's business and operations especially the fitting out services.

On the other hand, this year was also an ever-changing year to the Group. During the year, the Group completed an acquisition of a Hong Kong company engaging in the waterproofing works and maintenance business. Through this acquisition, the Group expands its design and fitting out services business into fitting out and engineering services business. Besides, the Group has also been developing a new business in leasing of construction equipment as a growth from the fitting out and engineering services business. The Board believes the expansion and diversification of business will foster the development of the Group into a successful conglomerate.

As described in the annual report for the year ended 31 March 2018, the Group experienced a staff turnover in the sales team of the sourcing and merchandising of fine and rare wines during the third quarter of the last year. With the continuous efforts put by the management, the Group has successfully re-structured the operation of this segment and re-activated its business during the last quarter of the year. The Group has been actively in identification of suppliers and potential customers to sustain the development of this business.

致各股東：

本人謹代表仁德資源控股有限公司（「本公司」）董事（「董事」）會（「董事會」）欣然提呈本公司及其附屬公司（統稱為「本集團」）截至二零一九年三月三十一日止年度之全年業績。

概覽

今年對本集團來說仍是充滿挑戰的一年。承建商之間的激烈競爭，加上項目成本的增加，對本集團之業務及運營，特別是裝修服務造成了壓力。

另一方面，今年對集團來說也是一個變化的一年。於年內，本集團已完成收購一間從事防水工程及維修業務的公司。透過此收購，本集團將其設計及裝修服務業務擴展到裝修及工程服務業務。此外，本集團亦一直在開拓租賃建築設備的新業務，作為裝修及工程服務業務的發展。董事會相信擴展及多元化業務，將進一步鞏固本集團之發展，以致為成功企業帶來新一頁。

承如截至二零一八年三月三十一日止年度周年報告所述，本集團之營銷美酒業務於去年第三季度出現銷售團隊人員流失。隨著管理層的不斷努力，本集團已成功重整本分部之運作及於本年最後一個季度再次啟動其業務，本集團正積極尋找供應商及潛在客戶以維持業務發展。

CHAIRMAN'S STATEMENT 主席報告

FUTURE PROSPECTS

Looking forward, the Group will continue to focus on its core business and effectively utilise its available resources to further engage in its current business sectors. Besides the current business, the Group will continue to explore new business and investment opportunities so as to further diversify the principal activities of the Group and broaden its revenue base.

APPRECIATION

On behalf of the Board, I would like to express my gratitude towards the support and advice of our shareholders and business partners, for their recognition of the Company's direction and strategies of development, as well as the devotion and enthusiasm of our staff in all scopes of tasks. They all helped us to drive the Company towards perfection. We, the Board and all the Company's staff, will continue to dedicate ourselves to refine our services to maximise the returns from shareholders.

Chan Chi Yuen

Chairman

Hong Kong, 12 June 2019

未來前景

展望未來，本集團將繼續專注發展核心業務，並有效地利用現有資源經營現有業務。此外，除現有之業務外，本集團將持續發掘新業務及投資機會，以進一步多元化本集團之主要業務及擴闊其收入基礎。

鳴謝

本人謹代表董事會對認同本公司方針及發展戰略的股東及業務夥伴對所提供之支持及建議以及我們之員工在工作各方面之貢獻及熱忱表示衷心感謝，在他們的幫助下，本公司日益成熟完善。我們、董事會及本公司全體員工將繼續全力奉獻，精益求精，為股東帶來最大回報。

陳志遠

主席

香港，二零一九年六月十二日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Royal Century Resources Holdings Limited (the “Company”) and its subsidiaries (collectively the “Group”) are principally engaged in (i) provision of fitting out and engineering services (previously known as “provision of design and fitting out services”) comprising design and fitting out services and other engineering works and maintenance services, (ii) provision of design and procurement of furnishings and related products services (previously known as “provision of design and procurement of furnishings and decoration materials services”), (iii) money lending, and (iv) sourcing and merchandising of fine and rare wines. The Group has also expanded its business segments into the financial services business (previously known as “securities business”) comprising provision of advising on securities and securities dealing and brokerage services and asset management services and leasing of construction equipment business despite no revenue has yet been generated from these segments.

FINANCIAL REVIEW

Revenue

The Group’s revenue is mainly generated from (i) provision of fitting out and engineering services; (ii) provision of design and procurement of furnishings and related products services; (iii) money lending; and (iv) sourcing and merchandising of fine and rare wines. No revenue has yet been generated from the financial services business and leasing of construction equipment business during the year.

Breakdown of revenue by type of business is as follows:

仁德資源控股有限公司(「本公司»)及其附屬公司(統稱「本集團»)主要從事(i)提供裝修及工程服務(前稱「提供設計及裝修服務»)包括設計及裝修服務,以及其他工程及維修服務,(ii)提供設計及採購傢俱及相關產品服務(前稱「提供設計及採購室內陳設及裝飾材料服務»),(iii)放債,以及(iv)美酒營銷。本集團並擴展其業務分部至金融服務業務(前稱「證券業務»)包括就證券提供意見以及證券交易及經紀服務及資產管理服務,以及租賃建築設備業務,然而,此等分部並無錄得收益。

財務回顧

收益

本集團之收益主要來自(i)提供裝修及工程服務;(ii)提供設計及採購傢俱及相關產品服務;(iii)放債;以及(iv)營銷美酒。於年內,金融服務業務及租賃建築設備業務並無錄得收益。

收益按業務類別劃分類如下:

		For the year ended 31 March 截至三月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Fitting out and engineering services income	裝修及工程服務收入	14,327	10,652
Design and procurement of furnishings and related products services income	設計及採購傢俱及相關產品服務收入	4,689	4,119
Interest income from money lending	放債利息收入	3,304	4,495
Income from sourcing and merchandising of fine and rare wines	營銷美酒收入	5,830	13,831
		28,150	33,097

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Breakdown of revenue by geographical locations is as follows:

收益按地區劃分類如下：

		For the year ended 31 March 截至三月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Hong Kong	香港	24,517	33,097
Malaysia	馬來西亞	2,625	–
The PRC	中國	1,008	–
		28,150	33,097

The total revenue for the year ended 31 March 2019 was approximately HK\$28.2 million (2018: HK\$33.1 million) which represents HK\$4.9 million or 14.9% decrease as compared to that of last year. Such decrease was mainly attributable to the decrease in revenue generated from the sourcing and merchandising of fine and rare wines.

截至二零一九年三月三十一日止年度之總收益約為28,200,000港元（二零一八年：33,100,000港元），相當於較去年收益減少4,900,000港元或14.9%。此等減少乃主要由於美酒營銷所產生之收益減少所致。

The aggregate revenue generated from the fitting out and engineering services segment and design and procurement of furnishings and related products services segment increased from approximately HK\$14.8 million for the year ended 31 March 2018 to approximately HK\$19.0 million for the year ended 31 March 2019 due to the increase in number of projects executed by the Group as well as the engagement of waterproofing projects through a newly acquired subsidiary.

裝修及工程服務分部以及設計及採購傢俱及相關產品服務分部所產生之總收益由截至二零一八年三月三十一日止年度約為14,800,000港元增長至截至二零一九年三月三十一日止年度約為19,000,000港元，是由於本集團執行之項目合約數目增加以及透過一間新收購的附屬公司進行項目所致。

Since the Group experienced a staff turnover in the sales team of the sourcing and merchandising of fine and rare wines during the third quarter of last year, the operation of this segment was scale down during the first three quarters of the year. With the continuous effort and successfully restructuring of the operation and management of this segment, sales were reactivated during the fourth quarter of the year. Nevertheless, the Group recorded a significant decrease in the revenue from this segment from approximately HK\$13.8 million for the year ended 31 March 2018 to approximately HK\$5.8 million for the year ended 31 March 2019.

由於本集團於去年第三季度出現美酒營銷銷售團隊人員流失，此分部之營運規模於本年首三個季度內縮小。經持續努力並成功重組此分部的營運及管理，於本年第四季度已重新開始銷售交易。但是，本集團就此業務分部收益由截至二零一八年三月三十一日止年度約為13,800,000港元錄得大幅下降至截至二零一九年三月三十一日止年度約為5,800,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The interest income from money lending decreased by approximately HK\$1.2 million from approximately HK\$4.5 million for the year ended 31 March 2018 to approximately HK\$3.3 million for the year ended 31 March 2019 since certain of the loan portfolios were settled during the year.

由於部分貸款組合於本年內已收回，放債業務利息收入減少約1,200,000港元，即由截至二零一八年三月三十一日止年度約為4,500,000港元下降至截至二零一九年三月三十一日止年度約為3,300,000港元。

Gross profit/(loss) for the year

For the year ended 31 March 2019, the Group recorded a gross profit of approximately HK\$7.6 million (2018: approximately HK\$3.4 million) and the overall gross profit margin was approximately 27.2% (2018: approximately 10.3%).

本年度之毛利／（損）

截至二零一九年三月三十一日止年度，本集團錄得毛利約為7,600,000港元（二零一八年：約3,400,000港元），整體毛利率約為27.2%（二零一八年：約10.3%）。

Gross profit/(loss) and gross profit/(loss) margin by types of business is as follows:

毛利／（損）及毛利／（損）率按業務類別劃分如下：

		Gross profit/(loss) for the year ended 31 March 截至三月三十一日止 年度毛利／（損）		Gross profit/(loss) margin for the year ended 31 March 截至三月三十一日止 年度毛利／（損）率	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 %	2018 二零一八年 %
Fitting out and engineering services	裝修及工程服務	2,259	(2,867)	15.8	(26.9)
Design and procurement of furnishings and related products services	設計及採購傢俱及相關產品服務	1,833	183	39.1	4.4
Money lending	放債	3,304	4,495	100.0	100.0
Sourcing and merchandising of fine and rare wines	美酒營銷	251	1,600	4.3	11.6
		7,647	3,411	27.2	10.3

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

During the year ended 31 March 2019, the overall gross profit of the Group amounted to approximately HK\$7.6 million, with an increment of approximately HK\$4.2 million or 124.2% from the overall gross profit of last year of approximately HK\$3.4 million. Such gross profit was mainly attributable to the turned-around gross profit of approximately HK\$2.3 million for the year ended 31 March 2019 from the fitting out and engineering services whilst a gross loss of approximately HK\$2.9 million was recognised for the year ended 31 March 2018.

Loss for the year

The Group's overall administrative expenses decreased by approximately HK\$2.6 million or approximately 7.4% from last year's approximately HK\$34.7 million to approximately HK\$32.1 million for the year ended 31 March 2019 even there was an increase in rental expenses for the establishment of a showroom/shop in respect of the design and procurement of furnishings and related products services and the establishment of a warehouse for the storage of construction equipment for leasing purposes. The decrease in administrative expenses was mainly attributable to (i) decrease in impairment of trade and other receivables and (ii) there were one-off incidental costs relating to the acquisition of a subsidiary with licences to carry on Type 1, 4 and 9 regulated activities under the Securities and Futures Ordinance in last year.

As a result, loss for the year ended 31 March 2019 was approximately HK\$20.1 million (2018: HK\$28.1 million), representing a decrease in loss of approximately HK\$8.0 million or approximately 28.5% as compared with last year. Such decrease in loss was mainly attributable to the overall improvement in the performance of the Group with increase in gross profit and the decrease of administrative expenses.

於截至二零一九年三月三十一日止年度，本集團整體毛利為約7,600,000港元，較去年之毛利約3,400,000港元上升約4,200,000港元或約124.2%。此毛利乃主要由於來自裝修及工程服務扭虧為盈，由截至二零一八年三月三十一日止年度毛損約2,900,000港元，逆轉至截至二零一九年三月三十一日止年度毛利約2,300,000港元。

本年度虧損

行政開支由去年約34,700,000港元減少約2,600,000港元或7.4%至截至二零一九年三月三十一日止年度之約32,100,000港元。儘管設立有關設計及採購傢俱及相關產品服務之陳列室及設立作為貯存建築設備用作租賃之倉庫所產生之租賃費用增加，行政開支之減少乃主要由於(i)貿易及其他應收款項撥備減少及(ii)於去年收購一間持有從事《證券及期貨條例》第1類別、第4類別及第9類別規管牌照之附屬公司之相關的一次性費用所致。

於截至二零一九年三月三十一日止年度虧損約20,100,000港元（二零一八年：28,100,000港元），相比起去年虧損減少約8,000,000港元或28.5%。此虧損減少主要由於本集團整體表現改善而錄得毛利增加及行政費用減少所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW AND PROSPECTS

During the year ended 31 March 2019, the Group proactively sought and explored new opportunity and new business in order to strengthen and further development of the existing operations and segments through acquisition and establishment of new business.

The Group had re-structured the business segments in order to better reflect the development of the Group. The segments of the Group are re-designated as:

- (1) fitting out and engineering services, comprising the previously design and fitting out service segment and provision of other engineering services;
- (2) design and procurement of furnishings and related products services, renamed from the previously design and procurement of furnishings and decorative materials services;
- (3) money lending;
- (4) sourcing and merchandising of fine and rare wines;
- (5) financial services, renamed from the previously securities business; and
- (6) leasing of construction equipment, a newly developed business.

Provision of fitting out and engineering services

During the year, the Group completed an acquisition of a Hong Kong company engaging in waterproofing works and maintenance services in December 2018, details of which are stated in the Company's announcement dated 21 December 2018. Through this acquisition, the Group's design and fitting out services business had been further developed and expanded into the fitting out and engineering services business.

The Group had 3 brought forward fitting out projects, 31 new fitting out projects and 2 new waterproofing projects totalling 36 projects, of which 32 fitting out projects and 1 waterproofing project have been completed during the year. As a result, there were 3 projects in progress (2 fitting out projects and 1 waterproofing project) as at 31 March 2019, all of which are in Hong Kong.

業務回顧及前景

截至二零一九年三月三十一日止年度，本集團已積極尋求及探索新機會及新業務，透過收購及建立新業務以加強及進一步發展現有業務及分部。

本集團已重組業務分部，以更好地反映本集團之發展。本集團的分部重新命名為：

- (1) 裝修及工程服務包括先前的設計及裝修服務分部以及提供其他工程服務；
- (2) 設計及採購傢俱及相關產品服務，改名自前稱設計及採購室內陳設及裝飾材料服務；
- (3) 放債；
- (4) 營銷美酒；
- (5) 金融服務改名自前稱證券業務；及
- (6) 租賃建築設備業務（為新開發業務）。

提供裝修及工程服務

本年內，本集團於二零一八年十二月完成收購一間從事防水工程及維修業務的香港公司。詳細請參閱本公司日期為二零一八年十二月二十一日之公告。透過收購，本集團之設計及裝修服務業務已進一步發展，並擴展至裝修及工程服務業務。

本年內，本集團有3個舊有裝修項目，31個新裝修項目及2個防水項目共計36個項目，其中32個裝修項目及1個防水項目於年內已完成。因此，於二零一九年三月三十一日共有3個（2個裝修項目及1個防水工程項目）位於香港進行中之項目。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The 3 carried forward projects are expected to be completed in the coming few months. The Group has actively sought for business opportunities by exploring for new customers and new projects in order to strengthen its customer and revenue base for maximization of the return to the shareholders and the value of the Group.

Provision of design and procurement of furnishings and related products services

During the year, the Group had 2 brought forward projects and 4 new projects totalling 6 projects, of which 4 projects have been completed during the year. As a result, there were 2 projects in progress as at 31 March 2019, all of which are in Malaysia.

The Group will look for business opportunities together with the fitting out projects.

Money lending business

During the year, the Group had collected certain of the loan receivables upon their maturity. There was loan portfolio in Hong Kong with principal amount of HK\$6 million as at 31 March 2019. The Group recognised an aggregate interest income of approximately HK\$3.3 million for the year (2018: HK\$4.5 million).

The Group has not granted any new loan during the year and will continue to adopt a prudent management approach to carry out the money lending business in order to minimise its credit risk exposure while seeking for high creditworthiness borrowers to have steady revenue base.

The Group adopted a prudent risk management policy with the money lending business continuously carrying out regular review of credit risk over the existing borrowers. Whilst the Group will proactively explore customers with good quality to maintain its business scale, it will continue to adopt a prudent credit risk management strategy to ensure a healthy development in its money lending business.

Sourcing and merchandising of fine and rare wines

The Group's sourcing and merchandising of fine and rare wines ("Wines Merchandising") has attributed a total revenue of approximately HK\$5.8 million during the year ended 31 March 2019 (2018: HK\$13.8 million).

預期3個餘下之項目將在未來幾個月內完成。本集團積極尋求業務機遇及尋找新客戶及新工程項目，藉此加強其收入基礎，盡可能最大程度地提高股東回報及本公司之價值。

提供設計及採購傢俱及相關產品服務

本年內，本集團有2個舊有項目，4個新項目共計6個項目，其中4個項目於年內已完成。因此，於二零一九年三月三十一日先有2個位於馬來西亞進行之項目。

本集團將與裝修項目一起尋找商機。

放債業務

本年內，本集團已於到期時收回若干應收貸款。於二零一九年三月三十一日，於香港授出之貸款組合之本金額合共6,000,000港元。本集團本年度錄得利息收入合計約3,300,000港元（二零一八：4,500,000港元）。

本集團於本年內並無授出新貸款，並將繼續採納審慎的信貸風險管理策略營運放債業務，以減低此業務之信貸風險，以及尋找高信譽之顧客以發展平穩收入基礎。

本集團採取審慎的風險管理政策，放債業務持續對所有現有客戶展開定期信貸風險評估。而本集團將積極開拓優質借款人客源以維持業務規模，其將繼續採納審慎的信貸風險管理策略以確保其放債業務健康發展。

營銷美酒

本集團之營銷美酒業務（「營銷美酒」）於截至二零一九年三月三十一日止年度為本集團提供收益總額約為5,800,000港元（二零一八年：13,800,000港元）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group experienced a staff turnover in the sales team of the Wines Merchandising during the third quarter of the last year. With the continuous efforts put by the management, the Group has successfully re-structured the operation of this segment and re-activated its business during the last quarter of the year. The Group has been actively in identification of suppliers and potential customers to sustain the development of this business. The Group expects the wine merchandising business will attribute a stable and solid income stream to the Group in the coming years.

Financial services business

The Group has not yet commenced to carry on Type 1, 4 and 9 regulated activities under the Securities and Futures Ordinance during the year. The Group is in formulation of the business plan for the financial services business.

Leasing of construction equipment business

As mentioned in the first quarterly report of the Company dated 9 August 2018, the Group has established a warehouse for the storage of construction equipment for leasing purpose. During the year, the Group entered into a master agreement and purchase orders with a supplier for purchase of scaffolding equipment in the aggregate amount of approximately HK\$20 million, details of which are stated in the Company's announcement dated 18 December 2018. The leasing of construction equipment business is a natural expansion of and ancillary to the existing principal business of the Group, and is in line with the business development strategy of the Group, which shall enrich the business profile of the Group. As at the date of this report, the Group has received approximately 671.5 tons of the scaffolding equipment and 2 leasing contracts have been entered. The Group expects the commencement of the leasing of construction equipment business will further enrich the income stream to the revenue of the Group.

Other business development

Besides the above business development, the Group is proactively seeking for business opportunities and exploring new investment opportunities in order to further diversify the principal activities of the Group to strengthen and broaden its revenue base.

本集團之營銷美酒業務於去年第三季度出現銷售團隊人員流失。隨著管理層的不斷努力，本集團已成功重整本分部之運作及於本年最後一個季度再次啟動其業務，本集團正積極尋找供應商及潛在客戶以維持業務發展。本集團預期美酒營銷業務將於未來年度為本集團帶來穩定及穩健的收入來源。

金融服務業務

於年內，本集團尚未開展證券及期貨條例第1類別，第4類別及第9類別規管業務。本集團就金融服務業務制定業務計劃。

租賃建築設備業務

誠如本公司日期為二零一八年八月九日之第一季度業績報告所述，本集團已設立一個倉庫，以貯存用作租賃之建築設備。本年內，本集團與一名供應商訂立主協議及下達購買訂單以購買總金額約為20,000,000港元之棚架設備。詳情請參閱本公司日期為二零一八年十二月十八日之公告。租賃建築設備業務乃本公司現有主要業務之自然拓展及附屬部分，與本公司業務發展策略一致，並將豐富本公司之業務範圍。截至本報告日期，本集團已收到棚架設備約671.5噸及已簽訂2份租賃合同。本集團預期租賃建築設備業務將進一步豐富本集團之收益來源。

其他業務發展

除以上業務發展，本集團將積極尋找業務機遇及發掘新投資機會，以使本集團之主要業務更多元化，從而加強及擴闊其收入基礎。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Board believes the expansion and diversification of business will bring the Group to a new chapter which will further foster the development of the Group into a successful conglomerate.

LIQUIDITY AND FINANCIAL RESOURCES

During the year, the Group financed its operations through fund raising exercise, banking facilities and by its internal resources.

As at 31 March 2019, the Group had net current assets of approximately HK\$50.6 million (2018: HK\$64.3 million), including bank deposit, cash and bank balances of approximately HK\$27.0 million (2018: HK\$41.6 million).

The current ratio, being the ratio of current assets to current liabilities, was approximately 7.5 times as at 31 March 2019 (2018: 7.4 times). There was no significant change in the current ratio during the year.

CAPITAL STRUCTURE AND GEARING

The capital of the Group comprises only ordinary shares. On 26 November 2018, the Company issued 72,600,000 new shares through the placing of new shares (the "Placing") with proceeds amounting to approximately HK\$14.0 million, net of share issuing costs. As at 31 March 2019, the Company has 435,600,000 ordinary shares in issue. Total equity attributable to owners of the Company amounted to approximately HK\$104.4 million as at 31 March 2019 (2018: approximately HK\$110.8 million).

As at 31 March 2019, the Group had no borrowing since the obligation under a finance lease (2018: approximately HK\$90,000) and the secured bank borrowing (2018: approximately HK\$6.7 million) have been fully repaid by the Group in March 2019 and August 2018, respectively. The Group's gearing ratio, calculated by dividing total borrowings by total equity, was nil (2018: 6.12%). The significant decrease in the gearing ratio during the year ended 31 March 2019 was mainly due to the full repayment of the obligation under a finance lease and the secured bank borrowing by the Group in March 2019 and August 2018, respectively.

董事會相信擴展及多元化業務分部，將進一步鞏固本集團之發展，以致為成功企業帶來新一頁。

流動資金及財務資源

於本年內，本集團透過集資活動、銀行融資及內部資源為經營提供資金。

於二零一九年三月三十一日，本集團之流動資產淨值約為50,600,000港元（二零一八年：64,300,000港元），當中包括銀行存款、現金及銀行結餘約27,000,000港元（二零一八年：41,600,000港元）。

於二零一九年三月三十一日，流動比率（即流動資產除以流動負債之比率）約為7.5倍（二零一八年：7.4倍）。本年內流動比率並無重大轉變。

資本架構與負債比率

本集團之資本僅由普通股組成。於二零一八年十一月二十六日，本公司已透過配售認購新股份（「配售事項」）發行72,600,000股新股份，扣除發行股份費用，所得金額約為14,000,000港元。於二零一九年三月三十一日，本公司已發行之普通股數目為435,600,000股。於二零一九年三月三十一日，本公司擁有人應佔權益總額約為104,400,000港元（二零一八年：約110,800,000港元）。

於二零一九年三月三十一日，本集團並無借貸由於本集團分別於二零一九年三月及二零一八年八月已全數償還融資租賃承擔（二零一八年：約90,000港元）及有抵押銀行借貸（二零一八年：約6,700,000港元）。本集團並無負債比率（按借貸總額除權益總額計算）（二零一八年：6.12%）。於截至二零一九年三月三十一日止年負債比率大幅下降之主要原因為本集團分別於二零一九年三月及二零一八年八月全數償還融資租賃承擔及有抵押銀行借貸所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcements issued by the Company on 1 November 2018 and 26 November 2018 in relation to the placing of new shares under general mandate.

On 1 November 2018, the Group and a placing agent entered into a placing agreement, pursuant to which the Group has appointed the placing agent to procure altogether not less than six independent placees for placing up to an aggregate of 72,600,000 placing shares at a placing price of HK\$0.20 per placing share (the "Placing"). The closing price per share on that date was HK\$0.21.

The Placing was completed on 26 November 2018 with gross and net proceeds of approximately HK\$14.5 million (equivalent to HK\$0.20 per placing share) and HK\$13.8 million (equivalent to approximately HK\$0.19 per placing share), respectively. The Company intended to use all the net proceeds as to approximately HK\$13.8 million for the purchase of construction equipment for leasing purpose.

根據一般授權配售新股份所得款項用途

謹提述本公司於二零一八年十一月一日及二零一八年十一月二十六日刊發之公告，內容有關配售根據一般授權認購新股份。

於二零一八年十一月一日，本集團與配售代理訂立配售協議，據此，本集團已委聘配售代理促使合共不少於六名獨立承配人按每股配售股份0.20港元配售合共最多72,600,000股配售股份（「配售事項」）。當天收市價為每股0.21港元。

配售事項於二零一八年十一月二十六日完成。配售事項之所得款項總額及所得款項淨額分別約為14,500,000港元（相當於每股配售股份約0.20港元）及13,800,000港元（相當於每股配售股份約0.19港元）。本公司擬將所得款項淨額用於購買建築設備作租賃之用。

		Planned use of proceeds as described in the announcement dated 1 November 2018 於二零一八年 十一月一日之 公告內所述之 所得款項 計劃用途 HK\$'000 千港元	Actual use of proceeds up to date of this report 截至本報告日 所得款項 實際用途 HK\$'000 千港元
Net proceeds from the Placing	配售股份所得款項淨額		
- purchase of construction equipment	- 購買建築設備	13,800	7,514

DIVIDENDS

The Directors do not recommend the payment of any dividends for the year ended 31 March 2019.

股息

董事並不建議派付截至二零一九年三月三十一日止年度之任何股息。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FOREIGN EXCHANGE EXPOSURE

The operations of the Group are mainly conducted in Hong Kong dollar (“HK\$”), Singapore dollar (“SGD”), Renminbi (“RMB”) and United States dollar (“US\$”) and its revenue, expenses, assets, liabilities and borrowings are principally denominated in HK\$, SGD, RMB and US\$.

The Group does not enter into any instruments on the foreign exchange exposure. The Group will closely monitor exchange rate movement and will take appropriate actions to reduce the exchange risk.

CHARGES ON THE GROUP’S ASSETS

As at 31 March 2019, none of the Group’s asset (2018: an investment property with carrying value of approximately HK\$25.0 million, a bank deposit of approximately HK\$0.3 million and a motor vehicle with carrying value of approximately HK\$0.1 million) is pledged to banks to secure banking facilities and borrowings and charged for an obligation under finance lease, respectively.

Details of the pledged assets are set out in notes 18, 19 and 27 to the consolidated financial statements.

SIGNIFICANT ACQUISITION AND DISPOSAL

During the year, the Group entered into a master agreement and purchase orders with a supplier of scaffolding equipment in the amount of approximately HK\$20 million, details of which are stated in the Company’s announcement dated 18 December 2018. The scaffolding equipment will be leased by the Group to construction companies for use in construction projects in its ordinary course of business. The leasing of construction equipment business is a natural expansion of and ancillary to the existing principal business of the Group, and is in line with the business development strategy of the Group, which shall enrich the business profile of the Group.

Save as disclosed above and in notes 34 and 35 to the consolidated financial statements, there has been no other significant acquisition and disposal of subsidiaries or assets of the Group during the year.

CONTINGENT LIABILITIES

Save as disclosed in note 42 to the consolidated financial statements, the Group did not have other significant contingent liabilities as at 31 March 2019.

外匯風險

本集團業務主要以港元（「港元」）、新加坡元（「新加坡元」）、人民幣（「人民幣」）及美元（「美元」）計值，而其收入、開支、資產、負債及借貸主要以港元、新加坡元、人民幣及美元為單位。

本集團並無訂立任何對沖外匯風險之工具。本集團將密切監察匯率變化，並會採取適當行動降低匯兌風險。

集團資產抵押

於二零一九年三月三十一日，本集團並無資產（二零一八年：本集團賬面值約為25,000,000港元及100,000港元之投資物業及汽車及賬面值約300,000港元之銀行存款）分別已抵押予銀行以使本集團取得銀行借貸及融資。

資產抵押詳情載於綜合財務報表附註18、19及27。

重大收購及出售

本年內，本集團與一名供應商訂立主協議及下達購買訂單，以購買總金額約為20,000,000港元之棚架設備，詳情請參閱本公司日期為二零一八年十二月十八日之公告。棚架設備將由本集團租賃予建築公司，以用於其日常業務過程中之建築項目。租賃建築設備業務乃本公司現有主要業務之自然拓展及附屬部分，與本公司業務發展策略一致，並將豐富本公司之業務範圍。

除以上披露者及於綜合財務報表附註34及35披露外，於本年內，本集團並無其他重大收購及出售附屬公司或資產事項。

或然負債

除於綜合財務報表附註42披露外，本集團於二零一九年三月三十一日並無其他重大或然負債。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

COMMITMENTS

Details of the commitments of the Group as at 31 March 2019 are set out in notes 37 and 41 to the consolidated financial statements.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2019, the Group employed 30 (2018: 38) employees. The Group continues to maintain and upgrade the capabilities of its workforce by providing them with adequate and regular training. The Group remunerates its Directors and employees mainly based on industry practices and individual's performance and experience. On top of regular remuneration, discretionary bonus and share options may be granted to eligible staff by reference to the Group's performance as well as individual's performance.

Total remuneration for the year ended 31 March 2019 (including Directors' emoluments and salaries to staff and Directors (including MPF contributions)) was approximately HK\$17.1 million (2018: HK\$16.9 million). There was no significant fluctuation in total remuneration during the year.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's financial condition, results of operations, businesses and prospects would be affected by a number of risks and uncertainties including business risks, operational risks and financial management risks.

The key business and operations risk exposure by the Group are summarized as follows:

- (i) Slow down of the economy and customer spending; and
- (ii) Fierce of market competition.

The financial risk management policies and practices of the Group are shown in note 6 to the consolidated financial statements.

There may be other risks and uncertainties in addition to those mentioned above which are not known to the Group or which may not be material now but could turn out to be material in the future.

承擔

本集團之承擔詳情載於二零一九年三月三十一日的綜合財務報表附註37及41。

僱員及薪酬政策

於二零一九年三月三十一日，本集團僱用30（二零一八年：38）名僱員。本集團繼續向僱員提供合適及定期培訓，以維持及加強工作團隊之實力。本集團主要根據行業慣例及個人表現與經驗向董事及僱員發放薪酬。除一般薪酬外，亦會根據本集團表現及個人表現向合資格員工發放酌情花紅及購股權。

於截至二零一九年三月三十一日止年度，總薪酬（包括董事酬金、向僱員及董事發放之薪金（包括強積金供款））為約17,100,000港元（二零一八年：16,900,000港元）。總薪酬於年內並無重大波動。

主要風險及不確定因素

本集團之財務狀況、營運業績、業務及前景受多項風險及不確定因素影響，包括業務風險、營運風險及財務管理風險。

本集團所面對的主要業務及營運風險概列如下：

- (i) 經濟及顧客消費放緩；及
- (ii) 市場競爭惡化。

本集團的財務風險管理政策及慣例載於綜合財務報表附註6。

除上述者外，可能有其他本集團並未知悉，或於現在並不重大，但可能於未來成為有重大影響的風險及不確定因素。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

ENVIRONMENTAL POLICY AND PERFORMANCE

The Group has observed the sense of environmental conservation. Various practices have been implemented to encourage compliance with environmental legislation and promote awareness towards environmental protection to the employees. Further discussion of environmental policy and performance can be found in the Environmental, Social and Governance Report set out on pages 40 to 59 of this annual report.

The Group will review its environmental practices periodically and will consider implementing further eco-friendly measures and practices in the operation of the Group's businesses.

環境保護政策及表現

本集團注重環保。已落實多項做法鼓勵遵守環境法例及提高僱員的環保意識。就環境保護政策及表現的進一步討論載於本年報第40頁至第59頁之「環境、社會及管治報告」。

本集團將定期審閱其環保慣例，並將考慮於本集團的業務營運中實施更多生態友好措施及慣例。

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

The biographical details of Directors and senior management as at 12 June 2019, being the date of this annual report, are set out below:

DIRECTORS

Mr. Chan Chi Yuen (“Mr. Chan”), aged 52, is an executive Director and the chairman of the Company. He has joined the Group since October 2015. Mr. Chan holds a bachelor degree with honours in Business Administration and a master of science degree with distinction in Corporate Governance and Directorship. He is a fellow of The Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants and The Institute of Chartered Accountants in England and Wales. He is a practising certified public accountant and has extensive experience in financial management, corporate development, corporate finance and corporate governance.

Mr. Chan is currently an executive director and the chief executive officer of Noble Century Investment Holdings Limited (Stock code: 2322) and an executive director of Great Wall Belt & Road Holdings Limited (Stock code: 524). He is also an independent non-executive director of Asia Energy Logistics Group Limited (Stock code: 351), Media Asia Group Holdings Limited (Stock code: 8075), New Times Energy Corporation Limited (Stock code: 166), China Baoli Technologies Holdings Limited (Stock code: 164), and Leyou Technologies Holdings Limited (Stock code: 1089). He was an independent non-executive director of U-RIGHT International Holdings Limited (now known as Fullsun International Holdings Group Co., Limited) (Stock code: 627) from November 2010 to December 2017, Jun Yang Financial Holding Limited (now known as Power Financial Group Limited) (Stock code: 397) from January 2005 to October 2017 and Affluent Partners Holdings Limited (Stock code: 1466) from December 2016 to September 2018.

Mr. Liu Rongsheng (“Mr. Liu”), aged 57, is an executive Director and the chief executive officer of the Company. He has joined the Group since October 2015. Mr. Liu completed a professional programme in International Economics and Trading from 北京經濟技術研修學院 (literally, Beijing Economic Technology Institute), the People’s Republic of China (the “PRC”) in 1998. He also holds a qualification as a senior economist in the PRC. Mr. Liu has extensive experience in import and export trading, logistics, corporate strategic management, project management and finance business.

於二零一九年六月十二日(本年報日期)之董事及高級管理人員履歷詳情載列如下:

董事

陳志遠先生(「陳先生」)，52歲，為執行董事及本公司主席。彼於二零一五年十月加入本集團。陳先生持有工商管理榮譽學士學位及公司管治與董事學理學碩士(優異)學位。彼為香港會計師公會、特許公認會計師公會，以及英格蘭及威爾斯特許會計師公會資深會員。彼為執業會計師，於財務管理、企業發展、企業融資及企業管治方面具有豐富經驗。

陳先生現為仁瑞投資控股有限公司(股份代號: 2322)之執行董事兼行政總裁及長城一帶一路控股有限公司(股份代號: 524)之執行董事，彼亦為亞洲能源物流集團有限公司(股份代號: 351)、寰亞傳媒集團有限公司(股份代號: 8075)、新時代能源有限公司(股份代號: 166)、中國寶力科技控股有限公司(股份代號: 164)及樂遊科技控股有限公司(股份代號: 1089)之獨立非執行董事。陳先生曾於二零一零年十一月至二零一七年十二月期間出任佑威國際控股有限公司(現稱福晟國際控股集團有限公司)(股份代號: 627)、於二零零五年一月至二零一七年十月期間出任君陽金融控股有限公司(現稱權威金融集團有限公司)(股份代號: 397)及於二零一六年十二月至二零一八年九月期間出任錢唐控股有限公司(股份代號: 1466)之獨立非執行董事。

劉榮生先生(「劉先生」)，57歲，為執行董事及本公司行政總裁。彼於二零一五年十月加入本集團。劉先生於一九九八年在中華人民共和國(「中國」)北京經濟技術研修學院完成國際經濟與貿易專業課程。彼亦持有中國高級經濟師資格。劉先生於出入口買賣、物流、企業策略管理、項目管理及融資業務具有豐富經驗。

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Mr. Liu is currently an executive director, the chairman and the chief executive officer of China Ocean Fishing Holdings Limited (Stock code: 8047).

Mr. Wang Jun (“Mr. Wang”), aged 49, an executive Director. He has joined the Group since February 2017. Mr. Wang completed a certificate programme in General Education from 廣東省遂溪師範學校 (literally, Guangdong Suixi Education College), the PRC in 1988. Mr. Wang completed a professional programme in Business Administration from 上海國際經濟技術進修學院 (Shanghai Institute of International Economic and Technical Education) in the PRC and was awarded a bachelor degree in management in 2010. He also holds a qualification as qualified funds practitioner from Asset Management Association of China. Mr. Wang has extensive experience in real estate, corporate strategic management, project management, investment business, and funds management.

Mr. ZHANG Weijie (“Mr. Zhang”), aged 33, is an executive Director. He has joined the Group since May 2018. Mr. Zhang completed a course in Tsinghua Business Administration and Innovation Executive Leadership programme from The Research Institute of Tsinghua University in Shenzhen, the PRC in 2013. He has gained extensive management experience in financial leasing and investment business and in securities investment in the PRC and Hong Kong.

Mr. Zhang was the chairman and an executive director of Aurum Pacific (China) Group Limited (stock code: 8148) from October 2015 to March 2016.

Mr. Tsang Kei Cheong (“Mr. Tsang”), aged 41, was appointed as a Director on 20 January 2014 and became executive Director on 30 June 2014. Mr. Tsang was re-designated as a non-executive Director on 22 December 2016. Mr. Tsang joined our Group in 2004 and has extensive experience in the interior design and consultancy industry. Prior to joining our Group, Mr. Tsang worked at S.W. Law & Associates Architects & Development Consultants Ltd, an architectural company from July 1998 to July 2004 as project coordinator responsible for assisting project architects to deal with clients, contractors and consultants. Mr. Tsang was awarded a Diploma in Electronics and Communications Engineering by Kwun Tong Technical Institute in July 1997. Mr. Tsang graduated from a Master of Engineering Management course offered by University of Technology, Sydney in conjunction with the Hong Kong Management Association in 2014.

劉先生現為中國海洋捕撈控股有限公司 (股份代號: 8047) 之執行董事、主席兼行政總裁。

王軍先生 (「王先生」), 49歲, 為執行董事。彼於二零一七年二月加入本集團。王先生於一九八八年完成中國廣東省遂溪師範學校普師證書課程。王先生於二零一零年完成中國上海國際經濟技術進修學院工商管理專業課程及獲授予管理學學士學位。彼亦持有中國證券投資基金業協會基金從業人員資格。王先生於房地產、企業策略管理、項目管理、投資業務及基金管理具有豐富經驗。

張偉杰先生 (「張先生」), 33歲, 為本公司執行董事, 彼於二零一八年五月加入本集團。張先生於二零一三年修畢中國深圳清華大學清華研究院舉辦之清華工商管理及創新領導力總裁研修班課程。彼於中國及香港累積豐富融資財務租賃及投資業務的管理經驗及從事證券投資的經驗。

張先生曾於二零一五年十月至二零一六年三月期間出任奧栢中國集團有限公司 (股份代號: 8148) 之主席及執行董事。

曾紀昌先生 (「曾先生」), 41歲, 於二零一四年一月二十日獲委任為董事, 並於二零一四年六月三十日成為執行董事。曾先生於二零一六年十二月二十二日轉任為非執行董事。曾先生於二零零四年加入本集團, 於室內設計及諮詢行業具有豐富經驗。加入本集團前, 曾先生於一九九八年七月至二零零四年七月期間曾任職一間建築公司羅守弘建築師事務所有限公司, 擔任項目統籌, 負責協助項目建築師處理客戶、承建商及顧問事宜。曾先生於一九九七年七月獲觀塘工業學院頒發電子及資訊工程文憑, 於二零一四年修畢悉尼科技大學與香港管理專業協會共開辦之工程管理碩士課程。

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

Mr. Chan Chiu Hung Alex (“Mr. A Chan”), aged 53, is an independent non-executive Director since September 2015. Mr. A Chan is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of The Institute of Chartered Accountants in England and Wales, The Association of Chartered Certified Accountants, The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. Mr. A Chan obtained a Bachelor of Business Administration degree (major in Finance) from Hong Kong Baptist University and professional diplomas in Hong Kong tax and China tax from the Hong Kong Institute of Certified Public Accountants. He has served in senior financial and company secretarial positions in a number of public companies listed in Hong Kong and Singapore for years.

Mr. A Chan is currently an independent non-executive director of KK Culture Holdings Limited (Stock code: 550). He was an independent non-executive director of Feishang Non-metal Materials Technology Limited (now known as HangKan Group Limited) (Stock code: 8331) from December 2015 to December 2017 and e-Kong Group Limited (now known as Great Wall Belt & Road Holdings Limited) (Stock code: 524) from February 2015 to May 2017.

Mr. Wu Zhao (“Mr. Wu”), aged 41, is an independent non-executive Director since November 2015. Mr. Wu obtained a bachelor degree in Engineering (Chemical) from the University of Queensland, Australia. He also obtained a master of commerce in applied finance and a master of information technology from the University of Queensland, Australia. He has extensive experience in finance, information technology, investment and funds management. Mr. Wu ceased to act as a director and the licensed representative of Type 1 (Dealings in Securities) and Type 4 (Advising on Securities) license of a fund management company from July 2018.

Mr. Wu is currently an independent non-executive director of Silk Road Logistics Holdings Limited (Stock code: 988).

陳釗洪先生（「陳先生」），53歲，自二零一五年九月出任獨立非執行董事。陳先生為香港會計師公會之會員，以及英格蘭及威爾斯特許會計師公會，特許公認會計師公會、香港特許秘書公會以及英國特許秘書及行政人員公會資深會員。陳先生持有香港浸會大學工商管理學士學位（主修財務）及香港會計師公會頒發之香港稅務及中國稅務專業文憑。彼多年來在多家於香港及新加坡上市之公眾公司擔任高級財務及公司秘書職位。

陳先生現為KK文化控股有限公司（股份代號：550）之獨立非執行董事。他曾於二零一五年十二月至二零一七年十二月擔任為飛尚非金屬材料科技有限公司（現稱恒勤集團有限公司）（股票代號：8331）及於二零一五年二月至二零一七年五月期間出任e-Kong Group Limited（現稱長城一帶一路控股有限公司）（股份代號：524）之獨立非執行董事。

吳兆先生（「吳先生」），41歲，自二零一五年十一月出任獨立非執行董事。吳先生於澳洲昆士蘭大學取得工程學（化學）學士學位。彼亦於澳洲昆士蘭大學取得應用金融商業碩士及資訊科技碩士。彼於財務、資訊科技、投資及基金管理具有豐富經驗。吳先生自二零一八年七月起不再擔任一家基金管理公司的董事及第一類（買賣證券）及第四類（就證券提供意見）牌照的持牌代表。

吳先生現為絲路物流控股有限公司（股份代號：988）之獨立非執行董事。

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Mr. Lam Cheok Va (“Mr. Lam”), aged 61, is an independent non-executive Director since April 2016. Mr. Lam is a member of the Standing Committee of Yunnan Province Committee of the Chinese People’s Political Consultative Conference. He is also the President of Macau Yunnan Chamber of Commerce, the Director General of Macau Small and Medium Enterprises Chamber of Commerce, a director of China Federation of Overseas Entrepreneurs, a director of Macau Chamber of Commerce, an executive director of Macau Region China Council for the Promotion of Peaceful National Reunification, and a member of Advisory Board of School of Language and Translation of Macau Polytechnic Institute. Mr. Lam has extensive experience in business including entertainment, food and beverage, retail, tourism and consulting.

Mr. Lam is currently a director of Macau Resources Group Limited, the securities of which are traded on the Over-The-Counter Market, the United States (OTCBB: MRGLF).

SENIOR MANAGEMENT

Mr. Pang Pui Hung Paton (“Mr. Pang”), aged 50, is the financial controller and the company secretary of the Company. He currently holds directorship in certain subsidiaries of the Group. Mr. Pang has extensive experience in the field of accounting, auditing, business advisory services and financial management. He has been engaged in the senior financial and company secretarial position in listed companies in Hong Kong since 2014. Mr. Pang holds a Master of Professional Accounting degree from the Hong Kong Polytechnic University. He is a fellow member of the Association of International Accountants, the Hong Kong Institute of Certified Public Accountants and the Taxation Institute of Hong Kong.

Ms. Sze Po Yee (“Ms. Sze”), aged 41, is the director of certain subsidiaries of the Group. Ms. Sze joined the Group in 2005 and has over 21 years of experience in administration work in the architectural design and engineering industries.

Mr. Li Sze Yan (“Mr. Li”), aged 39, is the project controller of a subsidiary of the Group. Mr. Li joined the Group in December 2017 and has over 19 years of experience in fitting out and engineering industries.

Mr. Chiu Kam Sang (“Mr. Chiu”), aged 54, is the director of a subsidiary of the Group. Mr. Chiu joined the Group in 2018 and has over 26 years of experience in waterproofing works and maintenance industries.

Lam Cheok Va先生(「Lam先生」)，61歲，自二零一六年四月出任獨立非執行董事。Lam先生現為中華人民共和國雲南省人民政治協商會議常務委員。彼亦為澳門雲南商會會長、澳門中小企業商會理事長、中國僑商聯合會理事、澳門中華總商會理事、澳門地區中國和平統一促進會常務理事、澳門理工學院語言及翻譯高等學校諮詢委員會委員。Lam先生於娛樂、餐飲、零售、旅遊及顧問等工作具有豐富經驗。

Lam先生現為Macau Resources Group Limited之董事，其證券在美國OTCBB證券市場上市(OTCBB股份編號：MRGLF)。

高級管理層

彭沛雄先生(「彭先生」)，50歲，為本公司財務總監及公司秘書。彼目前在本集團若干附屬公司擔任董事。彭先生於會計、審計、商業顧問及財務管理方面具有豐富經驗。自二零一四年，彼曾於多間香港上市公司擔任高級財務及公司秘書職位。彭先生持有香港理工大學專業會計學碩士學位。彼現為英國國際會計師公會、香港會計師公會及香港稅務學會之資深會員。

施寶怡女士(「施女士」)，41歲，為本集團若干附屬公司之董事。施女士於二零零五年加入本集團，於建築設計及工程行業擁有超過二十一年的行政管理經驗。

李思仁先生(「李先生」)，39歲，為本集團一間附屬公司之工程總監。李先生於二零一七年十二月加入本集團，於裝修及工程行業擁有超過十九年的工作經驗。

趙錦生先生(「趙先生」)，54歲，為本集團一間附屬公司之董事。趙先生於二零一八年加入本集團，於防水工程及保養行業擁有超過二十六年的工作經驗。

CORPORATE GOVERNANCE REPORT

企業管治報告

The board (the “Board”) of directors (the “Director(s)”) of Royal Century Resources Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) is pleased to present this corporate governance report of the Group for the year ended 31 March 2019.

CORPORATE GOVERNANCE PRACTICES

The Board considers that incorporating the elements of good corporate governance in the management structures and internal control procedures of the Group could balance the interests of the shareholders, customers and employees of the Company. The Board has adopted the principles and the code provisions of the Corporate Governance Code (the “CG Code”) contained in Appendix 15 of the Rules (the “GEM Listing Rules”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) to ensure that business activities and decision making processes are regulated in a proper and prudent manner. In accordance with the requirements of the GEM Listing Rules, the Company has established an audit committee, a remuneration committee, a nomination committee and a compliance committee with specific written terms of reference. During the year ended 31 March 2019, the Company has complied with the CG Code as set out in Appendix 15 to the GEM Listing Rules.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted a code of conduct for dealing in securities of the Company by the Directors in accordance with Rules 5.48 to 5.67 of the GEM Listing Rules.

No Director has dealt in the shares of the Company during the year.

Following specific enquiry by the Company, all Directors confirmed that they have complied with such code of conduct throughout the year ended 31 March 2019.

仁德資源控股有限公司(「本公司」及其附屬公司，統稱「本集團」)董事(「董事」)會(「董事會」)欣然提呈本集團截至二零一九年三月三十一日止年度之本企業管治報告。

企業管治常規

董事認為，於本集團管理架構及內部監控程序中融入良好企業管治元素，可平衡本公司股東、客戶及員工之間之權益。董事會已採納香港聯合交易所有限公司(「聯交所」)GEM證券上市規則附錄15(「GEM上市規則」)企業管治守則(「企業管治守則」)載列之原則及守則條文，以確保業務活動及決策程序獲妥善慎重規管。本公司已按GEM上市規則要求，以特定書面職權範圍成立審核委員會、薪酬委員會、提名委員會及合規委員會。本公司於截至二零一九年三月三十一日止年度已遵守GEM上市規則附錄15載列之企業管治守則。

董事證券交易

本公司已根據GEM上市規則第5.48至5.67條採納董事買賣本公司證券之操守守則。

概無董事於本年度內買賣本公司股份。

本公司已向全體董事作出具體查詢，而全體董事亦確認於截至二零一九年三月三十一日止年度內均遵守該等行為守則。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS

Composition of the Board of Directors

Up to the date of this annual report, the Board currently comprises four executive Directors, one non-executive Director and three independent non-executive Directors. The composition of the Directors in office during the year and up to the date of this annual report are set out in the "Report of the Directors" in this annual report on pages 60 to 70.

Functions of the Board

The principal function of the Board is to consider and approve the overall business plans and strategies of the Group, develop and implement the corporate governance function, monitor the implementation of these policies and strategies and the management of the Company. The Group has a professional management team, which is led by a team of senior management with substantial experience and expertise in the Group's business and the Board delegates the authority and responsibility for implementing the Group's policies and strategies. During the year, the management provided all members of the Board with monthly updates in accordance with the code provision C.1.2 of the CG Code.

Board Meetings and Board Practices

The Directors can attend meetings in person or through other means of electronic communication in accordance with the Company's articles of association. All minutes of the Board meetings were recorded in sufficient detail the matters considered by the Board and the decisions reached.

董事會

董事會組成

截至本年報日，董事會成員包括四名執行董事、一名非執行董事及三名獨立非執行董事。年內及截至本年報日止之董事組成載於本年報第60頁至第70頁之「董事會報告」。

董事會職能

董事會的主要職能是考慮及批准本集團的整體業務計劃及策略、制訂及執行企業管治功能、監督該等政策及策略的執行情況以及本公司的管理。本集團設有獨立管理團隊，由對本集團業務具備豐富經驗及專業知識的高級管理層領導。董事會向獨立管理團隊授予權力及責任，以執行本集團的政策及策略。於本年內，管理層已根據企業管治守則之守則條文第C.1.2條向董事會全體董事提供每月最新資料。

董事會會議及董事會常規

董事可親身出席會議，或根據本公司的組織章程細則，利用其他電子通訊方式參與會議。所有董事會會議紀錄均須充分兼詳細記錄董事會所考慮事項及所作決定。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the year, the Board held 12 Board meetings and 1 general meeting. Details of the attendance of Directors are as follows:

於本年內，董事會已舉行12次董事會會議及1次股東大會。各董事的出席詳情如下：

		Attendance/ Number of General Meeting entitled to attend 出席次數／有權 出席的股東 大會舉行次數	Attendance/ Number of Board Meeting entitled to attend 出席次數／有權 出席的董事會 會議舉行次數
Executive Directors			
Mr. Chan Chi Yuen (<i>Chairman</i>)	執行董事 陳志遠先生 (主席)	1/1	12/12
Mr. Liu Rongsheng (<i>Chief Executive Officer</i>)	劉榮生先生 (行政總裁)	1/1	12/12
Mr. Wang Jun	王軍先生	1/1	12/12
Mr. Zhang Weijie (appointed on 7 May 2018)	張偉杰先生 (於二零一八年 五月七日委任)	1/1	11/11
Non-executive Director			
Mr. Tsang Kei Cheong	非執行董事 曾紀昌先生	1/1	12/12
Independent non-executive Directors			
Mr. Chan Chiu Hung Alex	獨立非執行董事 陳釗洪先生	1/1	12/12
Mr. Wu Zhao	吳兆先生	1/1	12/12
Mr. Lam Cheok Va	Lam Cheok Va先生	1/1	12/12

Directors' Appointment, Re-election and Removal

Under the code provision A.4.1 of the CG Code, each of the executive Directors, the non-executive Director and independent non-executive Directors has entered into a service contract or letter of appointment with the Company for an initial term of two or three years and such term shall be governed by the articles of association and/or other relevant regulatory requirements unless terminated by either party giving at least three months' notice in writing.

董事的委任、重選及罷免

根據企業管治守則條文第A.4.1條，各執行董事、非執行董事及獨立非執行董事均已與本公司訂立服務合同或委任書，初步任期為兩或三年，受組織章程細則及／或其他相關監管規定的監管，除非其中一方發出至少三個月之書面通知終止。

CORPORATE GOVERNANCE REPORT

企業管治報告

In compliance with the code provision A.4.2 of the CG Code, all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after appointment. By virtue of article 113 of the articles of association of the Company, the Board may appoint any person as an additional Director or to fill a casual vacancy, provided that any person so appointed shall hold office only until the conclusion of the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election.

In addition, every director should be subject to retirement by rotation at least once every three years. Furthermore, pursuant to article 141 of the articles of association of the Company, at each annual general meeting of the Company, one-third of the Directors for the time being shall retire from office by rotation but shall be eligible for re-election. Where the number of Directors is not three or a number divisible by three, the number of Directors to retire will be the number which is nearest to but not less than one-third of the total number of Directors. If there are less than three Directors, they shall all retire. The Directors to retire by rotation will be those Directors who have been Directors longest in office since they were last elected, or appointed by the Members (as the case may be). Every retiring Director shall be eligible for re-election.

Independent Non-executive Directors

The Company has three independent non-executive Directors to comply with Rule 5.05 of the GEM Listing Rules. Furthermore, among the three independent non-executive Directors, Mr. Chan Chiu Hung Alex has appropriate professional qualifications or accounting or related financial management expertise as required by Rule 5.05(2) of the GEM Listing Rules. In accordance to Rule 5.09 of the GEM Listing Rules, the Company has received from each of its independent non-executive Directors the written confirmation of his independence. The Company, based on such confirmation, considers Mr. Chan Chiu Hung Alex, Mr. Wu Zhao and Mr. Lam Cheok Va to be independent.

為遵照企業管治守則之守則條文第A.4.2條，所有獲委任以填補臨時空缺的董事須於獲委任後的首次股東大會上由股東重選連任。根據本公司的組織章程細則第113條，董事會可委任任何人士為董事，以填補董事會的臨時空缺或作為新增董事，惟所委任的任何人士，其任期僅直至本公司下屆股東大會結束（就填補臨時空缺者而言）或直至本公司下屆股東週年大會（就增加董事會成員而言）為止，並合資格膺選連任。

此外，每名董事均須最少每三年輪值退任一次。再者，根據本公司的組織章程細則第141條，於本公司每屆股東週年大會上，當時三分之一的董事須輪值退任，惟合資格膺選連任。倘董事人數並非三或三的倍數，則最接近但不少於三分之一的董事人數將告退。倘少於三名董事，則須全部退任。將輪值退任的董事須為自上次獲選或獲股東委任（視情況而定）後任期最長的董事。每名退任董事均合乎資格膺選連任。

獨立非執行董事

為遵守GEM上市規則第5.05條，本公司有三名獨立非執行董事。此外，按照GEM上市規則第5.05(2)條的規定，三名獨立非執行董事之中，陳釗洪先生具備適當之專業資格或會計或相關財務管理專長。根據GEM上市規則第5.09條，本公司已接獲各獨立非執行董事就其獨立性發出之確認書。根據該等確認書，本公司認為陳釗洪先生、吳兆先生及Lam Cheok Va先生均為獨立人士。

CORPORATE GOVERNANCE REPORT

企業管治報告

Chairman and Chief Executive Officer

According to the code provision A.2.1 of the CG Code, the roles of the chairman and the chief executive officer should be separate and should not be performed by the same individual. During the year, the role of the Chairman was performed by Mr. Chan Chi Yuen and the office of the chief executive officer of the Company was performed by Mr. Liu Rongsheng. The code provision A.2.1 of the CG Code has been complied with.

Delegation of Powers

The Board delegates day-to-day operations of the Group to executive Directors and management of the Company with department heads responsible for different aspects of the business/functions, while reserving certain key matters in making strategic decision for its approval. When the Board delegates aspects of its management and administration functions to management, it gives clear directions as to the powers of management, in particular, with respect to the circumstances where management need to report back and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company.

Continuing Professional Development

According to the code provision A.6.5 of the CG Code, all directors shall participate in continuous professional development to develop and refresh their knowledge and skills to ensure their contribution to the Board remains informed and relevant. The Company would arrange and/or introduce some Director's training courses for the Directors to develop and explore their knowledge and skills.

Each newly appointed Director receives comprehensive, formal and tailored induction on the first occasion of his appointment, so as to ensure that he has appropriate understanding of the business and operations of the Company and that he is fully aware of his responsibilities and obligations under the GEM Listing Rules and relevant regulatory requirements. The Directors are continually updated on the legal and regulatory developments, as well as business and market changes, to facilitate the discharge of their responsibilities.

All Directors during the reporting period have participated in continuous professional development to develop and refresh their knowledge and skills through suitable trainings. The participation in such trainings is to ensure that their contributions to the Board remains informed and relevant.

主席及行政總裁

根據企業管治守則之守則條文第A.2.1條，主席與行政總裁的角色應予分開而不應由同一人兼任。於本年內，主席由陳志遠先生擔任，而本公司行政總裁一職則由劉榮生先生擔任。因此已遵守企業管治守則之守則條文第A.2.1條。

權力轉授

董事會授權本公司執行董事及管理層處理本集團的日常營運，部門主管則負責各個範疇的業務／職能，而若干有關戰略決策的主要事宜則留待董事會批准。董事會將其管理及行政職能授予管理層時，其就管理層的權力發出清晰指示，特別是管理層代表本公司作出任何決策或訂立任何承諾前須向董事會匯報及獲其事先批准的情況。

持續專業發展

根據企業管治守則之守則條文第A.6.5條，全體董事應參與持續專業發展以增進及更新彼等的知識及技能，確保彼等繼續向董事會作出知情及相關的貢獻。本公司將為董事安排及／或推薦若干董事培訓課程，以增進及發展彼等的知識及技能。

每名新委任董事於首次獲委任時會收到全面、正式及度身訂制的指引，以確保彼對本公司業務及營運有適當的理解，且彼已完全知悉其根據GEM上市規則及相關監管規定的責任及義務。董事將持續獲得有關法律及法規發展以及業務及市場變化的最新資料，以便彼等履行其職責。

所有董事於報告期間已參與持續專業發展，以透過適當的培訓增進及更新其知識及技能。參與該等培訓乃為確保彼等能向董事會作出知情及相關的貢獻。

CORPORATE GOVERNANCE REPORT

企業管治報告

Directors' and Officers' Liabilities

The Company has arranged for appropriate insurance covering the liabilities in respect of legal action against the Directors that may arise out in the corporate activities which has been complied with the CG Code. The insurance coverage is reviewed on an annual basis.

BOARD COMMITTEES

Audit Committee

The audit committee of the Company (the "Audit Committee") was established by the Board on 30 June 2014 with written terms of reference which were further revised on 10 November 2014, 14 December 2015 and 17 December 2018 in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules and code provision C.3.3 of the CG Code. The Audit Committee currently comprises three independent non-executive Directors and is chaired by Mr. Chan Chiu Hung Alex. The other members are Mr. Wu Zhao and Mr. Lam Cheok Va. The primary duties of the Audit Committee include the review of the Group's financial reporting process and the internal control systems as well as risk management of the Group.

The Audit Committee had reviewed with the management the accounting principles and practices adopted by the Group and discussed financial matters, including a review of the audited consolidated results of the Group for the year ended 31 March 2019.

5 Audit Committee meetings were held during the year. Details of the attendance of members of the Audit Committee meeting are as follows:

Members	成員	Attendance 出席次數
Mr. Chan Chiu Hung Alex (<i>Chairman</i>)	陳釗洪先生 (主席)	5/5
Mr. Wu Zhao	吳兆先生	5/5
Mr. Lam Cheok Va	Lam Cheok Va先生	5/5

The following is a summary of work performed by the Audit Committee during the year:

- (a) reviewed the audited consolidated results of the Group for the year ended 31 March 2018;

董事及高級職員之法律責任

本公司已遵照企業管治守則就可能因其企業活動而提出針對董事的法律訴訟產生的法律責任，為彼等安排合適保險。本公司每年審閱保險的保障範圍。

董事委員會

審核委員會

董事會已於二零一四年六月三十日成立本公司之審核委員會（「審核委員會」），並遵照GEM上市規則第5.28條及5.29條規定及企業管治守則之守則條文第C.3.3條制定書面職權範圍（於二零一四年十一月十日，二零一五年十二月十四日及二零一八年十二月十七日經修訂）。審核委員會現時由三名獨立非執行董事組成，並由陳釗洪先生擔任主席，其餘成員為吳兆先生及Lam Cheok Va先生。審核委員會之主要職責包括檢討本集團之財務申報程序及本集團之內部監控制度以及本集團之風險管理。

審核委員會已與管理層審視本集團所採納之會計政策及常規，其討論財務事宜，包括審閱本集團截至二零一九年三月三十一日止年度之經審核綜合業績。

於本年內，審核委員會舉行5次會議。審核委員會成員出席會議之詳情如下：

以下為審核委員會於本期間內所進行之工作概要：

- (a) 審閱本集團截至二零一八年三月三十一日止年度之經審核綜合業績；

CORPORATE GOVERNANCE REPORT

企業管治報告

- | | |
|---|--|
| (b) reviewed the unaudited financial statements for three months ended 30 June 2018, six months ended 30 September 2018 and nine months ended 31 December 2018; | (b) 審閱截至二零一八年六月三十日止三個月、截至二零一八年九月三十日止六個月及截至二零一八年十二月三十一日止九個月之未經審核財務報表； |
| (c) reviewed the effectiveness of the Group's financial controls, internal control and risk management systems; | (c) 審閱本集團之財務監控、內部監控及風險管理系統之有效性； |
| (d) reviewed the Group's accounting principles and practices, and financial reporting matters; | (d) 審閱本集團之會計原則及財務申報事宜； |
| (e) approved the remuneration and the appointment and the terms of engagement of the external auditor; and | (e) 批准外聘核數師之薪酬及委任以及委聘條款；及 |
| (f) reviewed the external auditor's independence and objectivity and the effectiveness of audit process in accordance with applicable standards. | (f) 根據適用標準審閱外聘核數師之獨立性以及審核程序之客觀性及有效性。 |

In the meeting of the Audit Committee of June 2019, the Audit Committee reviewed the risk management and internal control systems of the Group, the financial statements and other reports for the year ended 31 March 2019 and discuss any significant audit matters with the Company's external auditor and the senior management before recommending them to the Board for consideration and approval. The Audit Committee recommended the Board in relation to the re-appointment of Reanda Lau & Au Yeung (HK) CPA Limited as the Company's external auditor for the financial year ending 31 March 2020 at the forthcoming annual general meeting of the Company.

Remuneration Committee

The remuneration committee of the Company (the "Remuneration Committee") was established by the Board on 30 June 2014 with written terms of reference which were further revised on 17 December 2018 in compliance with the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 to the GEM Listing Rules. The Remuneration Committee currently comprises three independent non-executive Directors and is chaired by Mr. Lam Cheok Va. The other members are Mr. Chan Chiu Hung Alex and Mr. Wu Zhao. The primary duties of the remuneration committee are to review and recommend the terms of remuneration packages, bonuses and other compensation payable to the Directors and the senior management personnel of the Group, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment.

於二零一九年六月舉行的審核委員會會議上，審核委員會於推薦董事會考慮及批准截至二零一九年三月三十一日止年度之財務報表及其他報告前，曾與本公司外聘核數師及高級管理人員舉行會議以審閱本集團之風險管理及內部控制系統以及有關財務報表及報告，並討論任何重大審核事宜。審核委員會已就於本公司應屆股東週年大會上續聘利安達劉歐陽（香港）會計師事務所有限公司為本公司截至二零二零年三月三十一日止財政年度的外部核數師向董事會作出推薦。

薪酬委員會

本公司於二零一四年六月三十日成立薪酬委員會（「薪酬委員會」），並遵照GEM上市規則附錄15所載之企業管治守則及企業管治報告訂定其職權範圍（於二零一八年十二月十七日經修訂）。薪酬委員會現時由三名獨立非執行董事組成，由Lam Cheok Va先生擔任主席，其餘成員為陳釗洪先生及吳兆先生。薪酬委員會之主要職責為就董事及本集團高級管理人員的薪酬政策、花紅及其他賠償作出審閱及建議，包括實物利益、退休金權利及賠償款項（包括於失去彼等職位或終止彼等職務或委任時應付的任何賠償）。

CORPORATE GOVERNANCE REPORT

企業管治報告

3 Remuneration Committee meetings were held during the year to review the remuneration packages of all Directors. Details of the attendance of the members of the Remuneration Committee meeting are as follows:

於本年內，薪酬委員會舉行3次會議，以審閱全體董事之薪酬待遇。薪酬委員會成員出席會議之詳情如下：

Members	成員	Attendance 出席次數
Mr. Lam Cheek Va (<i>Chairman</i>)	Lam Cheek Va先生 (主席)	3/3
Mr. Chan Chiu Hung Alex	陳釗洪先生	3/3
Mr. Wu Zhao	吳兆先生	3/3

Remuneration Policy for Directors and Senior Management

The remuneration payable to the employees includes salaries and allowances. The Group's remuneration policies are formulated based on the performance of individual employees and are reviewed regularly. Subject to the Group's profitability, the Group may also provide a discretionary bonus to employees as an incentive for their contribution to the Group. The primary goal of the remuneration policy with regard to the remuneration package of the executive Directors is to enable the Group to retain and motivate the executive Directors by linking their compensation with performance as measured against corporate objectives achieved. The executive Directors are entitled to the remuneration packages including basic salaries and discretionary bonuses.

董事及高級管理層的薪酬政策

應付僱員的酬金包括薪金及津貼。本集團的薪酬政策乃根據僱員的個人表現而釐訂，並定期檢討。視乎本集團的盈利能力，本集團亦可能向僱員發放酌情花紅，作為彼等對本集團所作貢獻的獎勵。有關執行董事薪酬待遇之薪酬政策的主要目的，是本集團可藉此將彼等的酬勞與根據已達成的企業目標衡量的表現掛鉤，以期挽留和激勵執行董事。各執行董事有權收取的薪酬待遇包括基本薪金及酌情花紅。

The share option scheme of the Company (the "Share Option Scheme") was adopted by sole Shareholder by way of written resolution on 30 June 2014. The terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules. The purpose of the Share Option Scheme is to provide (i) employees of the Group (whether full-time or part-time); (ii) directors (including executive directors, non-executive directors and independent non-executive directors (where applicable)) of the Group; (iii) substantial shareholders of each member of the Group and (iv) associates of directors or substantial shareholders of the Group of which includes any of the abovementioned persons (together, the "Participants" and each, a "Participant") with an opportunity to obtain an equity interest in the Company, thus linking their interest with the interests of the Group and thereby providing them with an incentive to work better for the interests of the Group.

於二零一四年六月三十日，唯一股東以書面決議案方式採納本公司之購股權計劃（「購股權計劃」）。購股權計劃之條款符合GEM上市規則第23章的規定。購股權計劃的目的是向(i)本集團僱員（全職及兼職）；(ii)本集團董事（包括執行董事、非執行董事及獨立非執行董事（如適用））；(iii)本集團各成員公司之主要股東，及(iv)本集團董事或主要股東的聯繫人士（包括任何上述人士）（統稱「參與者」）提供獲取本公司股本權益之機會，將彼等之利益與本集團利益聯繫起來，進而激勵彼等更好地為本集團利益作出貢獻。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company believes that by offering the Participants a shareholding stake in the Company, the interests of the Participants and the Company become aligning and thereby the Participants have additional incentives to improve the Company's performance.

本公司相信，透過向參與者提供本公司股權，可將彼等利益與本公司利益連成一線，並進而激勵參與者為本公司爭取佳績。

Pursuant to Code Provision B.1.5 of the CG Code, details of the annual remuneration of the members of the senior management by band for the year ended 31 March 2019 are as follows:

按照企業管治守則之守則條文第B.1.5條，高級管理人員之截至二零一九年三月三十一日止年度酬金範圍詳情如下：

		Numbers of Individuals 人員數量
Nil to HK\$1,000,000	0 – 1,000,000港元	5
HK\$1,000,001 to HK\$1,500,000	1,000,001 – 1,500,000港元	1
		6

Nomination Committee

The Board is empowered under the Company's articles of association to appoint any person as a director either to fill a casual vacancy on or, as an additional member of the Board. Qualified candidates will be proposed to the Board for consideration and the selection criteria are mainly based on the assessment of their professional qualifications and experience. The Board selects and recommends candidates for directorship to the shareholders having regards to the balance of skills and experience appropriate to the Group's business.

The nomination committee of the Company (the "Nomination Committee") was established by the Board on 30 June 2014 with written terms of reference which were further revised on 17 December 2018 in compliance with the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 to the GEM Listing Rules. The Nomination Committee currently comprises three independent non-executive Directors and is chaired by Mr. Wu Zhao. The other members are Mr. Chan Chiu Hung Alex and Mr. Lam Cheok Va. The primary duties of the Nomination Committee are to make recommendations to the Board regarding the candidates for directorship, either to fill vacancies on or appoint additional Directors, and succession planning for Directors, in particular, the chairman and the chief executive of the Company.

提名委員會

董事會可根據本公司組織章程細則所賦予權力委任任何人士出任董事以填補臨時空缺，或加入董事會為新成員。合資格候選人將獲提呈董事會以供考慮，而董事會主要根據候選人之專業資格及經驗作為評選準則。董事會經考慮候選人適合本集團業務的技能及經驗後，將挑選及向股東推薦其出任董事。

本公司於二零一四年六月三十日成立提名委員會（「提名委員會」），並遵照GEM上市規則附錄15所載之企業管治守則及企業管治報告訂定其職權範圍（於二零一八年十二月十七日經修訂）。提名委員會現時由三名獨立非執行董事組成，由吳兆先生擔任主席，其餘成員為陳釗洪先生及Lam Cheok Va先生。提名委員會的主要職責為就提名董事人選以填補空缺或委任新增董事以及董事繼任（尤其是本公司主席及主要行政人員）向董事會提出建議。

CORPORATE GOVERNANCE REPORT

企業管治報告

2 Nomination Committee meeting was held during the year to review the appointment of all Directors. Details of the attendance of the members of the Nomination Committee meeting are as follows:

於本年內，提名委員會舉行2次會議以審閱全體董事之委任。提名委員會成員出席會議之詳情如下：

Members	成員	Attendance 出席次數
Mr. Wu Zhao (<i>Chairman</i>)	吳兆先生 (主席)	2/2
Mr. Chan Chiu Hung Alex	陳釗洪先生	2/2
Mr. Lam Cheok Va	Lam Cheok Va先生	2/2

Board Diversity Policy

The Board had adopted and established a set of board diversity policy (the "Board Diversity Policy") setting out the approach to achieve diversity on the Board with the aims of enhancing Board effectiveness and corporate governance as well as achieving the Group's business objectives and sustainable development. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. In designing the Board's composition, the Nomination Committee will consider a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

The Nomination Committee will review the Board Diversity Policy, as appropriate, to ensure the effectiveness of the Board Diversity Policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

The Nomination Committee also monitors the implementation of the Board Diversity Policy and reports to the Board on the achievement of the measurable objectives for achieving diversity under the Board Diversity Policy.

董事會成員多元化政策

董事會已採納及制定一套董事會成員多元化政策（「董事會成員多元化政策」），載列落實董事會成員多元化之方針，目的為提升董事會效率及企業管治水平，實現本集團業務目標及可持續發展。本公司認同及接受董事會成員多元化對提升其表現質素的裨益。在制定董事會的組成時，提名委員會將會考慮多個方面，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、知識及服務年期。董事會的所有委任將以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。最終決定將會以經甄選候選人將為董事會帶來之好處及貢獻為依據。

提名委員會將檢討董事會成員多元化政策（如適用）以確保其行之有效，並就可能需要作出的任何修改進行討論，以及就任何有關修改向董事會提供推薦意見以供其審議及批准。

提名委員會亦會監察董事會成員多元化政策的實施，並就根據董事會成員多元化政策達致可計量之多元化目標的達成情況向董事會匯報。

CORPORATE GOVERNANCE REPORT

企業管治報告

Compliance Committee

The compliance committee of the Company (the "Compliance Committee") was established by the Board on 30 June 2014 with written terms of reference which were further revised on 17 December 2018. The Compliance Committee currently comprises three independent non-executive Directors and is chaired by Mr. Chan Chiu Hung Alex. The other members are Mr. Wu Zhao and Mr. Lam Cheok Va.

The primary duties of the Compliance Committee are to review matters relating to the historical conduct of the operations of the Group with a view to (i) understand the relevant legal compliance obligations; (ii) recommend procedures and protocols for implementation and/or inclusion into the policies of the Group for regulation of our recent or future operations to ensure compliance with all applicable laws, rules and regulations, and to review such policies from time to time to consider whether any amendments or updates are necessary and to make recommendations to the Board for amendment and adoption as appropriate, and (iii) review the effectiveness of and compliance by the Group with the policies implemented by the Group and to recommend remedial actions to be taken (if any) in the event any non-compliance is discovered. Any incident of non-compliance will be reported to our compliance committee. Meetings will be held on a monthly basis or as and when necessary to perform the functions set out above. For effective monitoring, external independent professionals will be engaged to conduct reviews of our internal control system and its implementation and effectiveness on an annual basis, and if considered necessary by compliance committee, at frequency as it considered appropriate.

1 Compliance Committee meeting was held during the year. Details of the attendance of the members of the Compliance Committee meeting are as follows:

合規委員會

本公司於二零一四年六月三十日成立合規委員會（「合規委員會」），並訂定其職權範圍（於二零一八年十二月十七日經修訂）。合規委員會現時由三名獨立非執行董事組成，由陳釗洪先生擔任主席，其餘成員為吳兆先生及Lam Cheok Va先生。

合規委員會之主要職責為檢討有關本集團過往營運行為之事宜，以(i)了解相關法律合規責任；(ii)建議程序及方案以供實行及／或納入本集團政策，用作規管我們最近或未來營運，以確保遵守一切適用法律、規則及法規，且不時檢討該等政策，以考慮是否需要作出任何修訂或更新，並向董事會提出適當修訂及採納之建議；及(iii)檢討本集團所實施政策之成效及本集團遵守該等政策之情況，並在發現任何不合規行為時建議應採取之補救行動（如有）。任何不合規事故將向合規委員會匯報。會議將每月或於有需要時舉行，以履行上文所載之職能。為有效監察，合規委員會將每年及在其認為有需要之情況下按其認為適當之頻密度，委聘外部獨立專業人士，以檢討我們之內部監控制度以及其實行及成效。

於本年內，合規委員會舉行1次會議。合規委員會成員出席會議之詳情如下：

Members	成員	Attendance 出席次數
Mr. Chan Chiu Hung Alex (<i>Chairman</i>)	陳釗洪先生 (主席)	1/1
Mr. Wu Zhao	吳兆先生	1/1
Mr. Lam Cheok Va	Lam Cheok Va先生	1/1

CORPORATE GOVERNANCE REPORT

企業管治報告

Corporate Governance Functions

According to code provision D.3 of the CG Code, the Board is responsible for performing the corporate governance duties of the Company. The Board shall have the following duties and responsibilities for performing the corporate governance duties of the Company:

1. to develop and review the policies and practices on corporate governance of the Group and make recommendations;
2. to review and monitor the training and continuous professional development of Directors and senior management;
3. to review and monitor the Group's policies and practices on compliance with legal and regulatory requirements;
4. to develop, review and monitor the code of conduct and compliance manual (if any) applicable to Directors and employees; and
5. to review the Company's compliance with the CG Code as set out in Appendix 15 to the GEM Listing Rules and disclosure in the corporate governance report of the Company.

企業管治職能

根據企業管治守則之守則條文第D.3條，董事會負責履行本公司之企業管治職責。就履行本公司之企業管治職責而言，董事會應承擔以下職責及責任：

1. 制定及審閱本集團之企業管治政策及常規，並提出推薦意見；
2. 審閱及監察董事及高級管理層人員的培訓及持續專業發展；
3. 審閱及監察本集團於遵守法律及監管規定方面的政策及常規；
4. 制定、審閱及監察適用於董事及僱員之行為守則及合規手冊（如有）；及
5. 審閱本公司遵守GEM上市規則附錄15所載之企業管治守則的情況以及於本公司企業管治報告內的披露事項。

CORPORATE GOVERNANCE REPORT

企業管治報告

Accountability and Audit

Directors' and Auditor's Responsibilities for the Consolidated Financial Statements

All Directors acknowledges their responsibility to prepare the Group's consolidated financial statements for each financial period to give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. In preparing the consolidated financial statements for the year ended 31 March 2019, the Board has selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the consolidated financial statements on a going concern basis. The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities. The statement of auditor about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report. The Directors continue to adopt the going concern approach in preparing the consolidated financial statements and are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

Auditors' Remuneration

During the year, the remuneration paid or payable to the Company's auditors, Reanda Lau & Au Yeung (HK) CPA Limited, in respect of their audit and non-audit services was as follows:

Members	成員	HK\$ 港元
Audit service	審核服務	600
Non-audit services	非審核服務費	-
Total	總計	600

Risk Management and Internal Control

The Board, recognising its overall responsibility in ensuring the risk management and internal control systems of the Company and for reviewing its effectiveness, is committed to implement an effective and sound risk management and internal control systems to safeguard the interests of shareholders and the assets of the Group.

問責及核數

董事及核數師於綜合財務報表的責任

全體董事明瞭彼等有責任編製本集團各財務期間的綜合財務報表，以真實及公平地反映本集團於該期間的事務狀況及業績與現金流量。於編製截至二零一九年三月三十一日止年度的綜合財務報表時，董事會已選擇及貫徹應用合適的會計政策，作出審慎、公平及合理的判斷及估計，並按持續經營基準編製綜合財務報表。董事亦負責採取一切合理及必須的措施保障本集團的資產及防止及審查欺詐及其他違規行為。有關核數師對綜合財務報表的報告責任的聲明載於獨立核數師報告。董事繼續採納持續經營基準以編製綜合財務報表，且並不知悉有任何重大不明朗因素涉及可能對本公司作為持續經營實體產生重大疑問的事件或狀況。

核數師酬金

截至本年度，就審核及非審核服務已付或應付本公司核數師利安達劉歐陽（香港）會計師事務所有限公司的酬金如下：

風險管理及內部監控

董事會知悉其就確保本公司風險管理及內部控制系統以及檢討其有效性之全面職責，致力執行有效及健全之風險管理及內部控制系統，以保障股東權益及本集團資產。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board is responsible for establishing the Group's internal control framework, covering all material controls including financial, operational and compliance controls, as well as risk management functions of different systems. Review has been carried out in a systematic approach based on the risk assessments of the operations and controls. The Board considers that the key areas of the Group's internal control systems are reasonably implemented.

During the year under review, the Board, through the Audit Committee, has conducted a review, via an appointed professional firm to perform internal audit function, on the effectiveness of the risk management and internal control systems of the Group, covering financial, operational and risk management aspects. The systems were considered effective and adequate.

The Group adopts a complete process style of risk management in a functional bottom up manner, including risk identification, assessment, evaluation and treatment. The functional areas across the Group provide input of risks with treatments, which are appraised and maintained. The risk management system, as well as the internal control system, are continuous, proactive and systematic processes.

With the implementation of internal audit function, the effectiveness of the risk management and internal control systems is reviewed by conducting internal audit assignments. Recommendations for major observations of control weaknesses from the audits will be provided, so as to resolve material internal control defects.

Dividend Policy

The Board had adopted and established a set of dividend policy (the "Dividend Policy"). The Company currently does not have a pre-determined dividend payout ratio. Any declaration, payment and amount of dividend in the future are subject to the Board's discretion having regard to the Group's future financial performance and earnings, capital requirement and surplus, general financial conditions and other factors as the Board may consider relevant.

董事會負責建立本集團內部控制框架，涵蓋所有重大監控，包括財務、營運及合規控制，以及不同系統之風險管理職能。已根據營運及監控之風險評估而進行系統性檢討。董事會認為本集團已經合理地實行內部監控制度之主要範疇。

於回顧年度內，董事會透過審核委員會，經由獲委任專業機構進行內部審核功能，對本集團風險管理及內部監控系統的成效進行檢討，包括財務、營運及風險管理方面。該等系統被視為有效且充足。

本集團採納一個功能性的自下而上的完整風險管理流程，包括風險識別、評估、估值及處理。本集團的功能性領域提供處理風險的輸入數據，該等數據乃經評估及維持。風險管理系統及內部監控系統為持續、主動及系統化過程。

內部審核功能透過進行內部審核分配，檢討風險管理及內部監控系統的成效。其將就審核中觀察到的主要監控不足提供推薦建議，以解決重大內部監控缺陷。

股息政策

董事會已採納及制定一套股息政策（「股息政策」）。本公司目前並無預定的派息比率。於日後宣派、派付任何股息，以及股息金額，均由董事會經考慮本集團未來之財務表現及盈利、資金需求及盈餘、一般財務狀況，以及董事會可能認為相關的其他因素後酌情釐定。

CORPORATE GOVERNANCE REPORT

企業管治報告

INVESTORS AND SHAREHOLDERS RELATIONS

The Company values communication with the shareholders and investors. The Company uses two-way communication channels to account to shareholders and investors for the performance of the Company. Enquiries and suggestions from shareholders or investors are welcomed, and enquiries from shareholders may be put to the Board through the following channels to the executive Director:

1. By mail to the Company's principal place of business at Suite 2201, 22/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong;
2. By email to info@royalcentury.hk.

The Company uses a number of formal communications channel to account to shareholders and investors for the performance of the Company. These include (i) the publication of quarterly, interim and annual reports; (ii) the annual general meeting or extraordinary general meeting providing a forum for shareholders to raise comments and exchanging views with the Board; (iii) updated key information of the Group available on the websites of the Stock Exchange and the Company; (iv) the Company's website offering communication channel between the Company and its shareholders and investors; and (v) the Company's share registrars in Hong Kong serving the shareholders in respect of all share registration matters.

The Company aims to provide its shareholders and investors with high standards of disclosure and financial transparency. The Board is committed to provide clear, detailed, timely manner and on a regular basis information of the Group to shareholders through the publication of quarterly, interim and annual reports and/or dispatching circulars, notices, and other announcements.

投資者及股東關係

本公司重視與股東及投資者之間的溝通。本公司利用雙向通訊渠道就本公司表現向股東及投資者提供資料。歡迎股東或投資者查詢及給予意見，股東可透過以下渠道向執行董事作出查詢，以便轉交董事會：

1. 郵寄至本公司的主要營業地點，地址為香港灣仔港灣道26號，華潤大廈22樓，2201室；
2. 電郵至info@royalcentury.hk。

本公司利用若干正規的通訊渠道就本公司表現向股東及投資者提供資料，其中包括(i)刊發季度、中期及年度報告；(ii)舉行股東週年大會或股東特別大會，為股東提供一個可提出意見及與董事會交流意見的平台；(iii)於聯交所及本公司的網站提供本集團的最新重要資訊；(iv)本公司網站為本公司及其股東及投資者提供溝通渠道；及(v)本公司的香港股份過戶登記處就所有股份過戶登記事宜向股東提供服務。

本公司旨在向股東及投資者提供高水平之披露及財務透明度。董事會致力透過刊發季度、中期及年度報告及／或寄發通函、通告及其他公告，定期向股東提供有關本集團明確、詳盡與及時的資料。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company strives to take into consideration its shareholders' views and inputs, and address shareholders' concerns. Shareholders are encouraged to attend the annual general meeting for which at least 20 clear business days' notice shall be given. The chairman of the Board as well as chairmen of the Audit Committee, the Nomination Committee, the Remuneration Committee and the Compliance Committee, or in their absence, the Directors are available to answer shareholders' questions on the Group's businesses at the meeting. To comply with code provision E.1.2 of the CG Code, the management will ensure the external auditor to attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence.

All shareholders have statutory rights to call for extraordinary general meetings and put forward agenda items for consideration by shareholders. According to section 566 of the Companies Ordinance, The directors are required to call a general meeting if the company has received requests to do so from members of the company representing at least 5% of the total voting rights of all the members having a right to vote at general meetings. A request (a) must state the general nature of the business to be dealt with at the meeting; and (b) may include the text of a resolution that may properly be moved and is intended to be moved at the meeting.

A shareholder may propose a person other than a retiring director or recommended by the board of directors for election as a director by validly lodging the following documents within the period hereinafter mentioned at the registered office of the Company at Suite 2201, 22/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong:

1. a notice in writing of the intention to propose the appointment or reappointment of such person to the office of director, which must state the full name of such person, include the person's biographical details as required by rule 17.50(2) of the GEM Listing Rules and be signed by the proposing shareholder; and
2. a notice in writing signed by such person of his willingness to be appointed or re-appointed as a director together with his written consent to the publication of his/her personal data.

本公司致力考量其股東的意見及建議，並處理股東關注的問題。歡迎股東出席股東週年大會，就此，股東將至少獲二十個完整營業日的通知。董事會主席及審核委員會、提名委員會、薪酬委員會及合規委員會的主席或（倘彼等缺席）董事均會於會上就本集團的業務回答股東的提問。為遵守企業管治守則之守則條文第E.1.2條，管理層將確保外聘核數師會出席股東週年大會，以回答有關進行審核、核數師報告的編製及內容、會計政策以及核數師的獨立性等提問。

所有股東均擁有要求召開股東特別大會及提出議程項目以供股東考慮之法定權利。根據公司條例第566條，若佔全體有股東大會表決權的股東總表決權最少5%的公司股東要求公司召開股東大會，則董事須召開股東大會。有關要求(a)必須列明大會上將予處理事務之一般性質；及(b)可包含在該大會恰當地動議並擬於該大會動議之決議案文本。

股東可在下文所述之期間內有效提交下列文件至本公司主要營業地點，地址為香港灣仔港灣道26號，華潤大廈22樓2201室，提名一位除退任董事或董事推選以外之任何人士參選董事一職：

1. 表明有意提名該人士參選或重選董事之書面通知，該書面通知須列明該人士之全名，包括根據GEM上市規則第17.50(2)條規定之該人士履歷詳情並經一名提名股東簽署；及
2. 該人士簽署表明願意參選或重選董事之書面通知連同同意刊登其個人資料之同意書。

CORPORATE GOVERNANCE REPORT

企業管治報告

Such documents shall be lodged at the registered office of the Company within the period of seven (7) days after the dispatch of the notice of the general meeting. Upon receipt of such documents, the Company shall verify the documents and, if the proposal is found to be in order, publish an announcement or issue a supplementary circular in respect of the proposal in accordance with rule 17.46B of the GEM Listing Rules.

In the event of any general meeting called by at least ten (10) clear business days' (as defined by the GEM Listing Rules) or fourteen (14) days' (whichever is the longer) notice in writing, such documents lodged within the aforesaid period may be received less than ten (10) business days prior to the general meeting, in which case the Company will consider the adjournment of the general meeting in order to give shareholders at least ten (10) business days to consider the relevant information disclosed in the announcement or supplementary circular.

In order to promote effective communication, the Company also maintains website (<http://www.royalcentury.hk>) which includes the latest information relating to the Group and its businesses.

COMPANY SECRETARY

Mr. Pang Pui Hung Paton is the company secretary of the Company. During the year, Mr. Pang has duly complied with relevant professional training requirements in accordance with Rule 5.15 of the GEM Listing Rules.

CONSTITUTIONAL DOCUMENTS

During the year, the Company has not made any changes to its articles of association.

有關文件須於寄發股東大會通告後七(7)天之期間內提交至本公司註冊辦事處。本公司於收到有關文件後將核實該文件，及倘該建議符合程序，將按照GEM上市規則第17.46B條之規定就該建議刊登公告及／或發出補充通函。

倘任何股東大會須發出至少十(10)個完整營業日(定義見GEM上市規則)或十四(14)天(以較長者為準)之書面通知召開，則須於股東大會舉行日期前十(10)個營業日內收到於上述期間提交之有關文件，在此情況下，為了給予股東不少於十(10)個營業日以考慮該公佈或補充通函所披露之相關資料，本公司將考慮舉行該股東大會之續會。

為促進有效溝通，本公司另設有網站(<http://www.royalcentury.hk>)，當中載有本集團及其業務的最新資料。

公司秘書

彭沛雄先生為本公司之公司秘書。於本年內，彭先生已妥為遵守GEM上市規則第5.15條之相關專業培訓規定。

組織章程文件

年內，本公司沒有對其組織章程細則作出任何更改。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境·社會及管治報告

ABOUT THIS REPORT

We are pleased to present our annual Environmental, Social and Governance (“ESG”) report (“ESG Report”) for Royal Century Resources Holdings Limited (“the Company”, together with its subsidiaries, “the Group”). This ESG Report discloses the Group’s policies, guidelines, actions and performance over the past year on different sustainable development issues in a transparent manner. The Group recognises the environmental, social and governance values and it is our commitments to create sustainable values and environmental protection through caring of our stakeholders.

This ESG Report covers the reporting period from 1 April 2018 to 31 March 2019 (the “Reporting Period”) and it has been prepared in accordance with the Environmental, Social and Governance Reporting Guide (the “Guide”) in Appendix 20 of the Rules (the “GEM Listing Rules”) Governing the Listing of Securities on GEM of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The ESG Reporting Guide encourages a listing company to identify and disclose ESG information that is material and relevant to both its business and its stakeholders.

The Group is principally engaged in (i) provision of fitting out and engineering services (previously known as “provision of design and fitting out services”) comprising design and fitting out services and other engineering works and maintenance services; (ii) provision of design and procurement of furnishings and related products services (previously known as “provision of design and procurement of furnishings and decorative materials services”); (iii) money lending, and (iv) sourcing and merchandising of fine and rare wines (“Wine Merchandising”). Unless otherwise stated, this ESG Report covers our operations mainly in Hong Kong that has contributed a majority of our Group’s turnover in the Reporting Period.

關於本報告

我們欣然為仁德資源控股有限公司（「本公司」，連同其附屬公司統稱「本集團」）提呈環境·社會及管治（「ESG」）報告（「ESG報告」）。本ESG報告以具透明度的方式披露了本集團去年在不同可持續發展事宜方面的政策·指引·措施及成果。本集團認可環境·社會及管治之價值，通過關心權益人，我們致力創造可持續價值及環境保護。

本ESG報告涵蓋自二零一八年四月一日至二零一九年三月三十一日止的報告期（「報告期」），並按照香港聯合交易所有限公司（「聯交所」）GEM證券上市規則（「GEM上市規則」）附錄20內環境·社會及管治報告指引（「指引」）編製。ESG報告指引鼓勵上市公司識別及披露有關其業務及其權益人的重要ESG資料。

本集團的主要業務為(i)提供裝修及工程服務（前稱「提供設計及裝修服務」）包括設計和裝修服務以及其他工程和維護服務，(ii)提供設計及採購傢俱及相關產品服務（前稱「提供設計及採購室內陳列及裝飾材料服務」），(iii)放債及(iv)美酒採購及營銷（美酒營銷）。除非另行說明者外，本ESG報告涵蓋本集團於報告期內貢獻接近全部營業額的香港業務。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Governance Structure and Approach to ESG Reporting

This Report is prepared by the Group's ESG working group, which consists of external ESG advisor and managers from major departments, and is led by the financial controller. The working group is responsible for formulating ESG policies and initiatives and embedding the ESG principles in each department of the Group, and compilation of the ESG Report.

The Board oversees the ESG development of the Group and sets out ESG objectives and direction. It has delegated the day-to-day execution of all ESG related responsibilities to the ESG working Group, through the responsible financial controller.

Identifying Priorities and Balances in Our Value Creation Process

We hope to enhance communication with stakeholders through this report. To start with the value creation process on sustainable development, the stakeholders' participation is critical to assess the priorities. Through a variety of communication channels, we get in touch with important stakeholders for better understanding their expectations. As a result, we not only can identify opportunities and challenges, and develop our business development strategies, but also can improve our corporate social responsibilities that are considered as the continuing commitment by the Company to behave ethically and to contribute to the economic development, and at the same time to improve the quality of life of our employees and their families as well as the local community and society at large.

ESG報告管治架構及方法

本報告由本集團的ESG工作團隊編寫，該工作團隊由外部ESG顧問和主要部門經理組成，並由財務總監領導。工作團隊負責制定ESG政策和措施，並將ESG原則套用於本集團的每個部門，及編制ESG報告。

董事會監督本集團的ESG發展，並製定ESG目標及方向。透過負責的財務總監，將有關ESG職責之日常執行授權ESG工作團隊。

在我們的價值創造過程中識別優先事項及各方面平衡

我們希望通過本報告，加強與權益人的溝通。從可持續發展的價值創造過程開始，權益人的參與對評估優先事項至關重要。然後通過各種溝通渠道，我們與重要權益人聯繫，以妥善了解彼等的期望。故此，我們不僅可以確定機遇及挑戰，並制定業務發展策略，而且可以改善企業社會責任，以作為本公司持續致力於合乎道德的行為，並為經濟發展作出貢獻，同時提高僱員及家屬以及本地社區及整個社會的生活質素。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The chart below highlighted our key stakeholders and the various communication channels for the Reporting Period.

以下圖表展示於報告期間我們的主要權益人及各種溝通渠道。

KEY STAKEHOLDERS

主要權益人

COMMUNICATION CHANNELS

溝通渠道

Internal stakeholders

內部權益人

- Shareholders and Investors
股東及投資者
- Employees
僱員

- Shareholders and investors meetings; Annual reports and ESG reports; Company website and email
股東和投資者會議；年度報告及ESG報告；公司網站及電子郵件
- Departmental meetings; Staff appraisal meetings; Seminars, workshops and trainings; Intranet, email and internal memo
部門會議；員工評估會議；研討會、工作坊及培訓；內聯網、電子郵件及內部備忘錄

External stakeholders

外部權益人

- Customers
客戶
- Subcontractors
分包商
- Suppliers
供應商
- Financial Institutions
金融機構
- Government/regulatory authorities
政府／監管機構
- Local Community and NGO
本地社區團體
- Media
傳媒

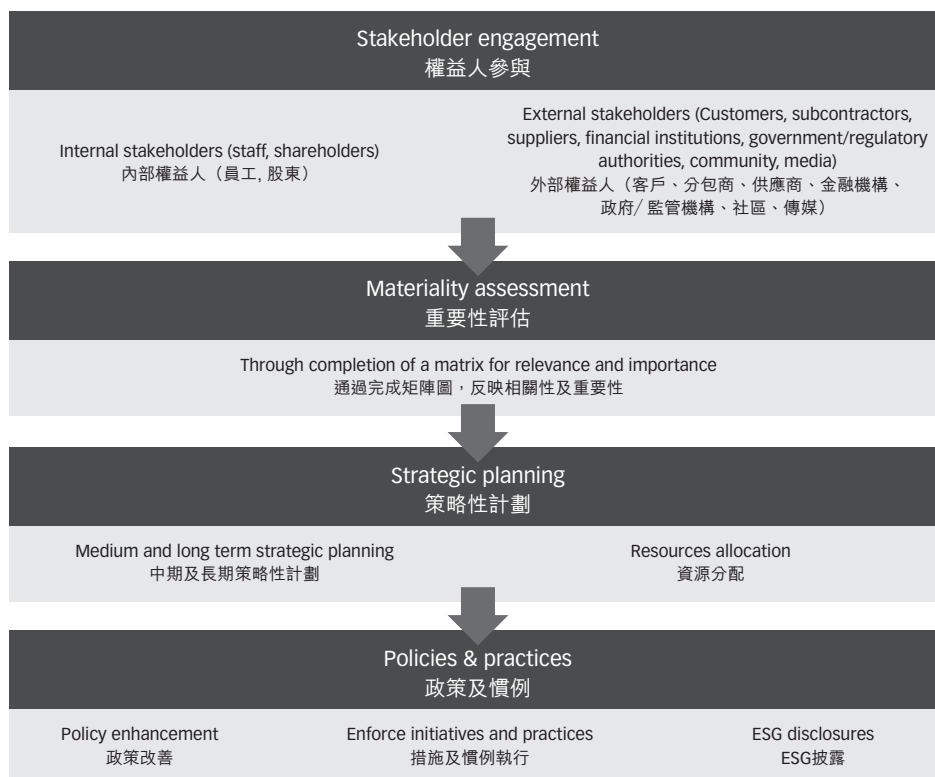
- Customer Meetings; Sales representatives; Customer hotline
客戶會議；銷售代表；客戶熱線
- Physical and phone meetings; On-site briefing and training; Collaboration between project managers
實體及電話會議；現場簡報及培訓；項目經理之間的合作
- Physical and phone meetings; Co-ordination with purchase manager
實體及電話會議；採購經理之間的協調
- Physical and phone meetings; Co-ordination with Financial Controller
實體及電話會議；與財務總監協調
- Seminars, reports and circulars on regulations; Company website, email, fax and enquiry hotline
關於法規的研討會、報告及通函；公司網站、電子郵件、傳真及查詢熱線
- Participation in community activities; Community news
參與社區活動；社區新聞
- Media meetings after shareholders' meetings; Company website, email and enquiry hotline
股東大會後的媒體會議；公司網站、電子郵件及查詢熱線

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

One of the key outcomes we expect from the stakeholders engagement process is materiality assessment where the views of what are important to business (in particular for internal stakeholders) and what are important to stakeholders (the external stakeholders), are identified through plotting on a matrix of relevance and importance. We prioritise the material issues and focus these in the medium and long-term planning. Adequate manpower and financial resources are ensured to meet the strategic plans. Policies are enhanced and improved where they are inadequate to meet the ESG objectives. The ESG working Group formulates ESG initiatives and arranges activities for achieving the ESG objectives, and ensure the initiatives and practices are properly executed.

從權益人參與過程中獲得的主要成果之一為重要性評估，而透過繪製以相關性及重要性為基準的矩陣圖，以便辨識對於業務經營角度上重要的指標（特別適用於內部權益人）及權益人認為重要的指標（適用於外部權益人）。我們優先考慮重要事項，並將其重點放於中期和長期規劃中。確保有足夠的人力及財務資源以符合戰略計劃。提升及改進不足以實現ESG目標的政策。ESG工作團隊制定ESG措施並安排實現ESG目標的活動，並確保恰當地執行措施和實踐。



Our businesses have impacts on our key stakeholders, and on the other hand our stakeholders also have different expectations over the Group. Going forward, we shall continuously strengthen communication with our stakeholders, and collect their opinions and expectations extensively by various means. We shall also reinforce the reporting principles as proposed in the ESG Reporting Guide for materiality, quantitative, balance and consistency, in order to incorporate more relevant contents in the report and to present information in a way that can meet better the expectation of our stakeholders.

我們的業務對我們的主要權益人產生影響，而另一方面，我們的權益人亦對本集團抱有不同的期望。展望未來，我們將不斷加強與權益人的溝通，多方面收集意見及期望。我們亦將為達致重要性、量化、平衡及一致性，加強ESG報告指引中提出的報告原則，以便在本報告中納入更多相關內容，並以可更妥善地迎合權益人期望的方式呈列資料。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Stakeholders' Feedback

The Group welcomes stakeholders' feedback on our environmental, social and governance approach and performance. Please share your views with us via email at info@royalcentury.hk.

CARING FOR OUR TALENTS Recruiting and Retaining Talents

Our talents are one of the most important assets of the Group that drive the long-term development and sustainability of the Group. We strive to create an environment in which our talents' contribution to the Group's success is encouraged, recognised and rewarded. We are committed to invest in retaining our talents and helping their development so that they can perform their best as well as obtain satisfaction and fulfilment at work. To recruit and retain talented people, we offer competitive salary package with benefits and welfare based on their qualifications, working experience and performance.

We are committed to being an employer of equal opportunity and does not discriminate people on the basis of race, nationality, ethnic origin, religion, sex, or marital status. Staff with the appropriate skills, qualifications, experiences and competencies required for a particular position will have equal opportunities to be considered for the position. Our staff are also provided equal opportunity of access to appropriate training and development based on identified business and individual needs.

We also endeavour to provide a harmonious working environment for our talents. Regular staff social functions are held to enhance social communications and relationships between our talents and to promote loyalty of our talents. During the Reporting Period, we organised festive lunch and parties for Christmas and Mid-Autumn Festival, and birthday party for each staff. Annual dinners for the Group were also held for social gathering between our staff and business partners, and for showing our gratitude to our talents.

As at the end of financial year, the Group had 26 (2018: 34) staff in Hong Kong and 4 (2018: 4) in Mainland China. In Hong Kong, the Group strictly complies with the Employment Ordinance, Employees' Compensation Ordinance and Minimum Wage Ordinance. In Mainland China, staff employment is subject to the Labour Law and the Labour Contract Law of the People's Republic of China ("PRC").

權益人反饋

本集團歡迎權益人就我們的環境、社會及管治方法及表現提供反饋。請透過電子郵件 (info@royalcentury.hk) 與我們分享閣下的觀點。

關心我們的人才 招聘和保留人才

我們的人才本集團最重要資產之一，可推動本集團的長期發展及可持續性。我們致力營造須鼓勵、認可及獎勵個別員工對本集團成功作出貢獻的環境。我們致力於保留我們的人才並幫助他們的發展，以便他們能夠表現最好，並在工作中獲得滿足感和成就感。我們提供有競爭力的薪資、待遇及福利方案，根據個人的資格、工作經驗及表現招聘及留住人才。

我們亦致力成為重視平等機會的僱主，不會因種族、國籍、族裔、宗教、性別或婚姻狀況而歧視別人。具備特定職位所須的合適技能、資格、經驗及能力的員工將在考慮相關職位時擁有平等機會。我們的員工將基於所識別的業務及個人需要在獲得合適培訓及發展方面擁有平等機會。

我們亦努力為我們的人才提供和諧的工作環境。我們亦組建定期的員工社交活動，加強與我們的人才之間的社交溝通及關係，及提升我們的人才的忠誠度。於報告期內，我們組織了聖誕節及中秋節的節日午宴聚會，及各員工的生日聚會。本集團的年度晚宴亦為我們的員工及業務伙伴提供了社交聚會場所，以及表達對我們的人才的感謝。

於財政年度末，本集團在香港聘有26名（二零一八年：34名）員工及於中國大陸有4名（二零一八年：4名）員工。在香港，本集團嚴格遵守「僱傭條例」、「僱員補償條例」及「最低工資條例」。在中國大陸，員工就業受「勞動法」和「中華人民共和國勞動合同法」的約束。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

During the Reporting Period, there was no non-compliance incident in relation to compensation and dismissal, recruitment and promotion, working hour, rest period, equal opportunity, diversity, anti-discrimination, and other benefits and welfares of any employment that have a significant impact on the Group.

Staff Training and Self-development

We believe that continuous acquisition and upgrading of skills and proficiencies is essential for our talents to the next step in their career path. Training and development can improve our talents' work performance and hence can provide them promotion opportunities within the Group. Enhancing career development of our talents in the Group is also important to foster their loyalty.

The Group has formulated policies to encourage our talents to equip themselves with specific skills to carry out different assignments through attending different vocational and business related training courses. We sponsor our talents to take professional courses, seminars, workshops and conferences recommended or approved by the Group.

During the Reporting Period, our staff attended seminars to get insights into current issues on corporate governance and regulatory compliance and the latest regulatory requirements on strengthening corporate governance of listed companies. Our staff also joined various continuing professional training courses to maintain and enhance their technical knowledge and professional skills. Our senior management provided internal trainings to general staff based on specific job requirements.

Health and Safety

We care about the well-being of our talents and recognises it as our prime responsibility to assure the health, safety and welfare of our staff, as well as other persons who are likely to be affected by our operations, including the subcontractors and the public where appropriate. We have implemented safety management system to manage safety issues in our construction sites. Safety policies, working procedures, plans and measures are set out in a safety manual ("Safety Manual"), which is provided to all management and supervisory personnel including the person-in-charge of the subcontractors.

於報告期內，並無任何僱傭違反關於補償及解僱、招聘及晉升、工作時間、休息時間、平等機會、多元性、反歧視及其他待遇及福利政策且對本集團構成重大影響。

員工培訓及自我發展

我們深信，我們的人才的技能及專長獲得不斷的增長及提升，對於其未來就業路向至關重要。培訓及發展可提高我們的人才的工作表現，為彼等提供於本集團內的晉升機會。加強我們的人才於本集團的就業發展是培養其忠誠度的關鍵。

本集團已制定政策，鼓勵我們的人才通過參加不同的職業及業務相關培訓課程，掌握具體技能，以執行不同的任務。我們贊助我們的人才參加本集團推薦或批准的專業課程，研討會，工作坊和會議。

於報告期內，我們的員工參加了研討會，深入了解有關企業管治和監管合規的當前事項以及加強上市公司企業管治的最新監管要求。我們員工亦參加了各種持續的專業培訓課程，以保持和提高他們的技術知識和專業技能。我們的高級管理層根據具體的工作要求為一般員工提供內部培訓。

健康及安全

我們關心我們的人才的福利，並認為我們的主要責任是確保我們的員工以及可能受我們運營影響的其他人仕（包括分包商和公眾）的健康、安全和福利。我們已實施安全管理系統，以管理施工現場的安全問題。安全政策，工作程序，計劃和措施載於安全手冊（「安全手冊」）中，並將安全手冊提供給所有管理和監督人員，包括分包商的負責人。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

We have established a site safety committee, which is responsible for the strict implementation of our safety management system, and identifying and monitoring safety issues in our construction sites. The site safety committee is also responsible for promoting the safety and health awareness to workers and helping workers to understand and observe the rules and regulations relating to the safety of construction works in Hong Kong.

The Group strictly complies with the Factories and Industrial Undertakings Ordinance to provide safety and health protection to our staff and casual workers in our construction sites in Hong Kong. We also require our subcontractors to abide all safety laws, rules, regulations, measures and procedures as well as all current enactments relating to their works.

The Group is also committed to provide safe working environment to our staff in our offices in Hong Kong and Mainland China. We always comply with the Occupational Safety and Health Ordinance in Hong Kong and relevant laws and regulations in Mainland China. Safe work policies and procedures are implemented to protect our staff from injury at work places. Smoking is prohibited in our workplaces. Regular office cleaning is carried out to maintain offices hygiene to reduce spreading of disease. We also remind our staff to have good housekeeping in the workplace to avoid accidents.

Observing Labour Standards

We recognise that child labour and forced labour violate fundamental human rights and the protocol of international labour conventions, and we concur they pose a threat to sustainable social and economic development. Therefore we strictly abide the Employment Ordinance in Hong Kong, and the Labour Law and Labour Contract Law in PRC on this issue.

The Group prohibits employment of child labour and will carry out examination of the applicant's age during the recruitment stage. We would strictly follow the employment contracts and would not prejudice the employment relationship in any way between the employees and the Group, such as detaining a deposit, forcing to work against their will under any kind of threat. Our Staff has the right to terminate the employment contract as long as it is in compliance with the relevant laws and the Group policies.

我們成立了工地安全委員會，負責嚴格執行我們的安管理系統，並識別和監控我們工地的安全問題。工地安全委員會亦負責促進工人的安全及健康意識，並協助工人了解及遵守有關香港建造工程安全的規則及規例。

本集團嚴格遵守「工廠及工業經營條例」，為本港建築地盤的員工及臨時工提供安全及健康保障。我們還要求我們的分包商遵守所有安全法律、規則、法規、措施和程序以及與其工作相關的所有現行法規。

本集團亦致力為於香港及中國內地辦事處工作的員工提供安全的工作環境。我們遵守香港的「職業安全及健康條例」及中國內地的有關法律及法規。我們實施了安全的工作政策和程序，以保護我們的員工在工作場所不受傷害。我們禁止在工作場吸煙。定期清潔辦公室，以保持辦公室衛生減少疾病的傳播。我們還提醒我們的員工在工作場所保持整潔以避免意外。

遵守勞工準則

我們認同童工及強制勞工違反基本人權及國際勞工公約的協定，且我們同意其對可持續社會及經濟發展構成威脅。因此我們嚴格遵守香港僱傭條例以及中國勞工法及勞工合同法。

本集團禁止僱用童工，在招聘過程中須審查申請人的年齡。我們會嚴格遵循僱傭合約，且絕不會在任何方面侵害本集團與僱員之間的僱傭關係，例如扣押金錢、強迫在任何種類的威脅下要求違背意願地工作。只要符合相關法律及本集團政策，僱員有權終止其僱傭合約。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

During the Reporting Period, we are not aware of any non-compliance with the laws and regulations relating to child and forced labour that would have a significant impact on the Group.

CONTRIBUTION TO OUR ENVIRONMENT

Environmental Protection

We recognise the importance of environmental protection that is crucial for the sustainable development of the environment and our business. We are committed to minimising our impacts on the environment while maintaining quality services to our customers. We formulate policies and procedures to enhance efficient use of resources, proper handling of emissions and proper use of natural resources.

Emissions Management

We strive to reduce adverse impact of the fitting out and engineering services works on the environment. Our operations are strictly complied with the laws and regulations relating to environmental protection in Hong Kong, such as Air Pollution Control Ordinance, Air Pollution Control (Construction Dust) Regulation, Noise Control Ordinance, Water Pollution Control Ordinance, Waste Disposal Ordinance and Public Health and Municipal Services Ordinance.

During the construction and demolition processes, dust and volatile organic compound ("VOC") are the major air pollutants to our environment. We require our staff and subcontractors to adopt air pollution abatement measures to reduce air nuisance to the atmosphere. Low-dust techniques and equipment are used to cut down construction dust. VOC-containing products are stored in air-tight containers. In relation to noise control in our work sites, construction works are undertaken in accordance with the permitted work hours as specified by Noise Control Ordinance. All equipment used are complied with the permitted noise level. Wastes are segregated into general wastes and construction wastes before transporting to rubbish collection points or designated waste disposal facilities.

The usage of the Group's motor vehicles for our staff to travel among work sites is another source of direct air emissions of the Group. In the Reporting Period, the fuel consumption and mileage usage of our motor vehicles had been reduced, hence the emissions of nitrogen oxides (NO_x) and particulate matter (PM) was greatly reduced by about 17%, and the emission of sulphur oxide (SO_x) was also reduced by 10%.

於報告期內，我們並不知悉任何對本集團構成重大影響的有關不遵守童工及強制勞工法律及法規的情況。

對我們的環境貢獻

環境保護

我們認同環境保護的重要性，對環境及我們的業務的可持續發展至關重要。我們致力於減少對環境的影響，同時為客戶提供優質服務。我們制定了政策及程序以加強資源的有效利用，妥善處理排放，以及正確使用自然資源。

排放物管理

我們努力減少裝修和工程服務工作對環境的不利影響。我們的業務嚴格遵守有關香港環境保護的法律及法規，例如空氣污染管制條例，空氣污染管制（建築塵埃）規例，噪音管制條例，水污染管制條例，廢物處置條例及公眾衛生及市政條例。

在施工和拆除過程中，灰塵和揮發性有機化合物（「VOC」）是我們環境中的主要空氣污染物。我們要求我們的員工和分包商採取減少空氣污染的措施，以減少空氣對大氣層的滋擾。低塵技術和設備用於減少建築灰塵。含VOC產品儲存在氣密容器中。就工地的噪音控制而言，建造工程是按照「噪音管制條例」所指明的准許工作時間進行的。所有的設備均符合允許的噪音水平。在運往垃圾收集點或指定的廢物處置設施之前，廢物會被分為一般廢物和建築廢物。

我們員工在工地之間使用本集團的汽車是本集團直接空氣排放的另一個來源。報告期內，我們汽車的油耗和里程使用量減少，因此氮氧化物(NO_x)和顆粒物(PM)的排放量大大減少約17%，並且硫氧化物的排放量(SO_x)亦減少10%。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The greenhouse gas (“GHG”) emissions generated by the Group are mainly come from electricity consumption in our offices and fuel consumption for the Group’s motor vehicles. In the Reporting Period, due to the reduction on consumption of fuel and electricity, the total GHG emissions from the Group were decreased by about 10% as compared with last year. Paper waste generated from our offices constituted only 5% of the Group’s total GHG emissions. The GHG intensity per staff was slightly reduced by 2.2%.

本集團產生的溫室氣體（「溫室氣體」）排放主要來自我們辦事處的電力消耗及本集團汽車的燃料消耗。本報告期內，由於燃料和電力消耗減少，本集團的溫室氣體排放總量較去年減少約10%。我們辦事處產生的紙張廢物僅佔本集團溫室氣體排放總量的5%。每名員工的溫室氣密度略為減少2.2%。

KEY PERFORMANCE INDICATORS – AIR EMISSIONS AND GHG EMISSIONS

主要表現指標 – 溫室氣體排放

	2019 二零一九年	2018 二零一八年
AIR EMISSIONS	kg	kg
氣體排放	公斤	公斤
– Nitrogen Oxides (“NO _x ”) – 氮氧化物	11.91	14.46
– Sulphur Oxides (“SO _x ”) – 硫氧化物	0.25	0.28
– Particulate Matter (“PM”) – 顆粒物質	0.88	1.06
GHG EMISSIONS	tonnes CO_{2-e}	tonnes CO_{2-e}
GHG 排放量	噸二氧化碳量	噸二氧化碳量
Scope 1: direct emissions from vehicle fuel consumption 範圍1：汽車燃料消耗的直接排放	46.3	52.5
Scope 2: indirect emissions from purchased electricity 範圍2：所購買電力的間接排放	38.6	40.9
Scope 3: other indirect emissions from paper waste & business air travel 範圍3：紙張廢物及飛機商務差旅的其他間接排放	4.5	6.0
Total GHG Emissions GHG 總排放量	89.4	99.4
GHG Intensity – total GHG emissions/average no. of staff (tonnes CO _{2-e} /staff) GHG密度 – GHG總排放量／員工平均人數（噸二氧化碳排放量／員工）	2.63	2.69

To achieve the goal on reducing emissions from our business operations, we have set out policies to improve the efficiency on the use of energy and to reduce energy consumption. For our vehicles, proper maintenance is carried out to avoid excess emissions as the result of increase in the efficiency of fuel. We monitor the fuel consumption and mileage usage of the vehicles for gasoline usage. Our staff are encouraged to take public transportation to the work sites and also for visiting suppliers in Mainland China.

為了實現減少業務營運所產生排放物的目標，我們制訂了提高能源利用效率及降低能源消耗的政策。我們的車輛定期進行適當維護，以避免過量排放，並提高燃料的效率。我們監察車輛的燃料消耗及里程使用情況，以控制汽油的使用。我們鼓勵員工在中國大陸乘坐公共交通工具前往工地或訪問供應商。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The Group is committed to establishing a culture of energy saving in our workplaces. We require our staff to take up the responsibility of reducing energy consumption by switching off all computers, lighting, air conditioners and equipment after office hour. During office hour, we encourage our staff to switch off lighting and electronic equipment not in use.

Waste Management

The Group's construction sites and offices generate non-hazardous waste. The operations of the Group's fitting out and engineering services produce construction waste during construction processes, while the non-hazardous waste from our offices mainly consist of paper and other office supplies.

We strictly require our staff and subcontractors to comply with the Waste Disposal Ordinance for disposal of waste. During the Reporting Period, there were about 436 tonnes of construction waste having been transferred to sorting facilities of the government waste disposal facilities. To reduce the impact of waste created from the construction processes, we devise measures to monitor and control the waste generation and disposal.

In the Reporting Period, the total amount of non-hazardous waste produced from our offices was about the same as last year. We continue to implement various waste reduction measures to reduce waste generated from our workplaces. Less paper policy is imposed and we encourage our staff to use electronic communications to replace using of paper. Double sided printing is encouraged and used paper is collected for printing draft documents to reduce paper usage and paper waste. In addition, used printer toner cartridges are collected by the printing supplier for recycling in order to reduce waste.

The Group's fitting out and engineering services works do not produce significant amount of hazardous waste. Our staff and subcontractors are required to comply with the Waste Disposal (Chemical Waste) Regulation for handling any hazardous waste produced during the operations processes.

本集團致力於在我們的工作場所建立節約能源的文化。我們要求員工在下班後關掉所有的電腦、照明、空調及設備，以承擔減少能源消耗的責任。在辦公時間，我們鼓勵員工關掉不使用的照明及電子設備。

廢物管理

本集團之建築地盤及辦事處產生非危險廢物。本集團的裝修及工程服務於建造過程中產生建築廢物，而我們辦事處的非危險廢物主要包括紙張及其他辦公用品。

我們嚴格要求我們的員工和分包商在處理廢物時遵守香港的廢物處置條例。於報告期內，約436公噸建築廢物已轉移至政府廢物處置的分類設施。為了減少施工過程中產生的廢物的影響，我們制定了措施以監測和控制廢物產生和處置。

報告期內，我們辦公室生產的非危險廢物總量與去年一樣。我們繼續實施各種減少廢物措施，以減少工作場所產生的廢物。實施紙張減少政策，並鼓勵員工使用電子通訊取代紙張使用。鼓勵雙面打印，並收集用於打印草稿文件的紙張，以減少紙張使用和浪費。此外，用過的打印機墨粉盒由供應商回收，以減少浪費。

本集團的裝修及工程服務工程不會產生大量危險廢物。我們的員工及分包商必須遵守「廢物處置（化學廢物）規例」，以處理在運作過程中產生的任何危險廢物。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境·社會及管治報告

KEY PERFORMANCE INDICATORS – NON-HAZARDOUS WASTE 主要表現指標 – 非危險廢物	2019 二零一九年	2018 二零一八年
GENERAL WASTE 一般廢物	tonnes 噸	tonnes 噸
Total non-hazardous waste produced 產生的非危險廢物總量	4.4	4.4
Non-hazardous waste intensity (in terms of average no. of staff, tonnes/staff) 非危險廢物強度 (按工作人員平均數, 噸/人員計算)	0.1	0.1
CONSTRUCTION WASTE 建築垃圾	tonnes 噸	tonnes 噸
Total construction waste disposed to government waste disposal facilities 向政府廢物處置設施提供的建築廢物總量	436	–
Non-hazardous waste intensity (tonnes/no. of projects) 非危險廢物強度 (噸/項目數)	218	–
(note: the subsidiary of Group produced construction waste was acquired during the Reporting Period, no comparison figure in 2018 was disclosed) (註: 集團生產建築垃圾的子公司在報告期內被收購, 因此2018年未有披露比較數字)		

During the Reporting Period, we are not aware of any non-compliance of laws and regulations in Hong Kong relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste that would have a significant impact on the Group.

Use of Resources

The Group's energy consumptions are mainly gasoline and electricity. In this Reporting Period, both the Group's gasoline and electricity consumption were reduced by 11.9% and 4.2% respectively. The intensity of gasoline consumption was also reduced by 4.2%, however the intensity of electricity consumption was increased by 4.3% due to reduction on the number of staff during the Reporting Period.

於報告期間, 我們並未發現任何對本集團有重大影響的空氣及溫室氣體排放, 排放入水及土地, 以及產生有害及無害廢物相關的香港法律及條例的不合規情況。

資源使用

本集團的能源消耗主要為汽油及電力。於本報告期內, 本集團的汽油及電力消耗分別減少11.9%及4.2%。汽油消耗密度亦減少4.2%, 但由於報告期內員工人數減少, 電力消耗密度則增加4.3%。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

KEY PERFORMANCE INDICATORS – ENERGY CONSUMPTION

主要表現指標 – 能源消耗

	2019 二零一九年	2018 二零一八年
Direct energy consumption 直接能源消耗		
– gasoline consumption (litres) 汽油消耗量 (升)	17,080	19,380
– gasoline consumption/average no. of staff (litres/staff) 汽油消耗量／平均員工人數 (升／員工)	502	524
Indirect energy consumption 間接能源消耗		
– electricity consumption (kWh) 電力消耗 (kWh)	63,980	66,790
– electricity consumption/average no. of staff (kWh/staff) 電力消耗／平均員工人數 (kWh／員工)	1,882	1,805

We believe that our staff's efforts can have a great contribution to the efficient use of resources. To increase our staff's awareness of protecting the environment and to enable our staff to optimise the use of resources, we put forward policies on reducing use of energy in our staff handbook.

Our business operations do not consume significant amount of water. We do not have any issue on sourcing water for business purpose. Water is supplied to our offices through the respective property management company where our offices locate, as such it is not feasible to measure our water consumption. Even so, we still pay attention to water conservation. Notices are posted at the prominent places to remind our staff to save water and reduce unnecessary wastage of water.

As our Wine Merchandising business was scaled down during the Reporting Period due to staff turnover, only a small amount of the packing material was consumed.

Environment and Natural Resources

In our design and procurement of furnishings business, wood is a common raw material used by our suppliers for manufacturing the specified items required by our customers. We take necessary procedures to prohibit our suppliers to use wood from illegal sources for the production of furnishings and materials supplied to the Group. The wood suppliers have to confirm that they are in compliance with relevant rules, regulations and certifications.

我們相信，我們員工的努力可以為資源的有效利用做出重大貢獻。為了提高員工保護環境的意識及讓員工優化資源的使用，我們在員工手冊中提出了減少能源使用的政策。

我們的業務運營並無消耗大量用水。就業務用途，我們在採購水方面沒有任何問題。我們辦公室的供水由管理公司提供，且無法計量我們的用水。儘管如此，我們仍然關注節約用水。通知張貼在顯眼的地方，以提醒我們的員工節約用水，減少不必要的用水浪費。

由於員工流失，我們的美酒營銷業務於報告期內縮少，因此僅消耗少量包裝材料。

環境及自然資源

在我們的傢俱設計及採購業務中，木材是供應商使用的常用原料，用於製造客戶要求的指定物品。為盡量減少對環境及自然資源的影響，本集團一向採取必要措施禁止供應商使用非法來源的木材來生產向本集團供應的室內陳設及裝飾材料。木材供應商須確認彼等已遵守相關法規、條例及認證。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The Group also pays close attention to our subcontractors to ensure that they are strictly comply with the relevant laws and regulations in relation to the environmental protection and do not cause any damage to the environment. For the Group's other business segments, they do not cause any direct and significant impacts on the environment and natural resources.

COMMITMENT TO OUR CUSTOMERS

Supply Chain Management

In the operations of fitting out and engineering services and the design and procurement of furnishings, we require a lot of subcontracting services and purchases. We place emphasis on the selection of subcontractors and material suppliers. Our procurement process encourages fairness and applies a high level of objectivity and impartiality in supplier and subcontractor selection. The selection criteria are based on their work quality, technology knowhow, safety performance, business integrity, ability to comply with the relevant laws and regulations, sustainability and cost effectiveness.

We have high expectations on our subcontractors and suppliers in areas and issues such as child labour, force labour, human rights, environment, health and safety, as well as bribery and corruption. In addition, the products and services delivered by our subcontractors are subject to applicable industrial laws and environmental laws in Hong Kong. Our subcontractors also have to be responsible for their employees' insurance and safety, and to ensure their tools and machinery used to carry out the work are in compliance with all applicable laws including those in relation to industrial safety. Penalties are executed on any violations occurred. We also required our major material suppliers to provide written confirmation that they abide all applicable laws.

In our Wine Merchandising business, we only select wine merchants with good reputation and high star rating to ensure reliability of the wines. It is also important that those wine merchants are reliable in supply and have a good trading history with the Group.

本集團亦密切關注由分包商開展的設計及裝修工程，確保其嚴格遵循有關法律及條例，不會對環境造成任何破壞。對於本集團的其他業務分部，其並無對環境及自然資源直接造成任何重大影響。

對我們客戶的承諾

供應鏈管理

在裝修和工程服務以及傢俱設計及採購的運營中，我們需要大量的分包服務和採購。我們重點關注分包商和材料供應商的選擇。我們的採購流程提倡公平原則，並在挑選供應商和分包商時採用高度客觀和公正立場。選擇標準基於他們的工作質量，技術知識，安全績效，業務誠信，遵守相關法律及法規的能力，可持續性和成本效益。

我們對分包商及供應商在童工、強迫勞工、人權、環境、健康及安全以及賄賂及貪污等方面及事項抱持高度期望。此外，我們的分包商提供或交付符合香港適用工業法律及環境法律的產品和服務。我們的分包商還必須對其員工的保險和安全負責，並確保其用於執行工作的工具和機器符合所有適用法律，包括與工業安全有關者。對發生的任何違規行為執行處罰。我們亦要求主要材料供應商提供彼等已遵守所有適用法律的書面確認。

在我們的美酒營銷業務中，我們僅選擇具有良好聲譽及高星級的美酒商家，以確保美酒的可靠性。同樣重要地，這些美酒商家必須提供可靠的供應，並與本集團有良好的交易歷史。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Product Responsibility

Quality control is one of the key differentiators between the Group and our competitors in our fitting out and engineering services business. Our quality management system is well established to assure the quality of our projects. Project manager is assigned to each project to oversee the progress of project and to assure the quality of the project. We also monitor the production progress of furnishings and materials for our projects and carry out inspections to ensure the production is in line with the design specifications.

During the execution of the projects, the Group's designs are constantly checked against constraints to assure feasibility and are monitored to meet customers' requirements and expectations. In the completion stage of the project, a final site check is carried out with customers to certify all works are completed in accordance with design specifications and customers' requirements. We offered defect liability period from one month to one year to our customers. During the Reporting Period, we have not experienced any material claim by our customers in respect of the projects completed by us.

Quality of wine products is also critical to the sustainable development of our Wine Merchandising business. To protect quality and value of our wine products, we select professional wine storage provider to provide ideal environment for storage of our wine products. In the Reporting Period, we have not received any complaint against the quality of our wine products.

The Group also provides loan products to individuals and corporates in Hong Kong. A subsidiary of the Group, being licensed money lender, operates under the Money Lenders Ordinance ("MLO"). The Group has followed all forms and procedures prescribed under the provisions of the MLO.

Owing to the nature of our money lending business, we frequently and regularly collect, retain, and utilize personal data from our existing and potential customers. Therefore, the Group complies with Personal Data (Privacy) Ordinance and other applicable laws. We have policies to manage our customers' personal data. Appropriate levels of security were implemented to safeguard and secure their data. Measures are in place to ensure customers' relevant data are protected against unauthorised or accidental access, processing or erasure.

產品責任

設計及工程服務中的質量控制乃我們的競爭對手與本集團之間的主要區別之一。我們的質量管理制度已制定，以保障項目質量。我們的項目經理負責監督每個項目的進度，以確保項目的質量。我們亦對項目裝修及材料的生產進度予以監管並進行檢測，以確保生產符合設計規格。

在項目的執行過程中，針對施工限制不斷檢查本集團的設計，以確保可行性，並對其進行監察，以滿足客戶的要求及期望。在項目竣工階段，與客戶進行最終的現場檢查，以確保所有的工程均按照設計規格及客戶的要求完成。我們向客戶提供一個月至一年的缺陷責任期。於報告期內，我們並無經歷客戶就我們完成的項目提出的任何重大索賠。

美酒產品的質量對我們的美酒營銷業務的可持續發展亦至關重要。為了保護我們的美酒產品的質量和價值，我們選擇專業的美酒儲存供應商，為我們的美酒產品提供理想的儲存環境。在報告期內，我們未收到任何有關美酒產品質量的投訴。

本集團亦於香港向個人及企業提供貸款產品。本集團的附屬公司為持牌放債人，根據放債人條例（「MLO」）營運。本集團已遵循MLO規定的所有表格和程序。

由於我們放貸業務的性質，我們經常並定期收集、保留和利用現有和潛在客戶的個人數據。因此，本集團遵守「個人資料（私隱）條例」及其他適用法例。我們制定了管理客戶個人數據的政策。實施了適當的安全級別以保障及保護其數據。採取措施確保客戶的相關數據免受未經授權或意外取得，處理或刪除。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境·社會及管治報告

CARING FOR OUR SOCIETY

Anti-corruption

The Group is committed to preventing bribery, extortion, fraud and money laundering. All directors and staff in Hong Kong are regulated by the Prevention of Bribery Ordinance (Hong Kong) ("the Ordinance"). Staff working in Mainland China must also comply with the local legislation to prevent bribery. The Group prohibits all directors or staff to obtain any benefit from clients, suppliers or any person who has business dealings with the Group. The Group has formulated policies and procedures to ensure every staff does not provide, undertake or receive any improper and illegal benefits. The staff manual of the Group also standardises the code of conduct. Our staff are encouraged to report any act that contravenes the Ordinance or other relevant legislations on this aspect to the department heads or the directors.

In our money lending business, the Group is well aware of the importance of prevention of money laundering. We strictly comply with all applicable anti-money laundering laws and regulations in Hong Kong including the Anti-Money Laundering and Counter-Terrorist Financing Ordinance and Guideline on Compliance of Anti-Money Laundering and Counter-Terrorist Financing Requirements for Licensed Money Lenders issued by the Registrar of Money Lenders. The Group has adopted policies and procedures in relation to performing customer due diligence works, identifying suspicious money laundering behaviours and reporting of suspicious transactions.

During the Reporting Period, there was no reported case in relation to bribery, extortion, fraud and money laundering within the Group.

Community Investment

We strive to be a part of our community and to support the community by way of social participation and contribution. We encourage our staff and their family members to volunteer their time and skills to benefit the community. We hope to create positive impact on our society through collaboration and volunteerism and to increase our staff's concern on the social and environmental issues of our community. During the Reporting Period, our staff participated in blood donation campaign to help the needy persons in the society.

關心我們的社會

反貪污

本集團致力防止賄賂、勒索、詐騙及洗黑錢。身處香港的全體董事及僱員均受香港「防止賄賂條例」（「該條例」）規管。在中國大陸工作的僱員亦須遵守當地法例，以防止賄賂。本集團禁止全體董事或僱員從客戶、供應商或任何與本集團有商業交易的人士獲得任何好處。本集團已制定政策及程序，以確保每名僱員不會提供、承諾或收取任何不正當及不合法的好處。本集團的員工手冊亦對行為守則訂立規範。我們鼓勵僱員向其部門主管及董事舉報任何違反該條例或其他相關法例的行為。

在我們的放貸業務中，本集團充分意識到防止洗黑錢的重要性。我們嚴格遵守香港所有適用的反洗黑錢法律及法規，包括打擊洗錢及恐怖分子資金籌集條例和放債人註冊處發佈的持牌放債人遵從打擊洗錢及恐怖分子資金籌集規定的指引。本集團已採納有關執行客戶盡職調查工作，識別可疑洗錢行為及舉報懷疑交易的政策及程序。

報告期內，本集團內並無有關賄賂、敲詐勒索、欺詐及洗錢的個案。

社區投資

我們致力成為社區的一部分，並通過社會參與和貢獻來支持社區。我們鼓勵員工及其家人自願提供時間和技能使社區受惠。我們希望通過合作和志願服務對我們的社會產生積極影響，並增加員工對社區社會和環境問題的關注。報告期內，我們的員工參加了捐血活動以幫助社會上有需要的人。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

THE ESG REPORTING GUIDE CHECKLIST

ESG報告指引檢核表

ASPECTS 層面	DESCRIPTION 描述	PAGE REF 參考頁
A. Environmental A. 環境		
Aspect A1: Emissions 層面A1：排放物		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	47-50
KPI A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	48
KPI A1.2	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 溫室氣體總排放量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）。	48
KPI A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生有害廢棄物總量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）。	Not applicable for disclosure 不適用披露
KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生無害廢棄物總量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）。	50
KPI A1.5	Description of measures to mitigate emissions and results achieved. 描述減低排放量的措施及所得成果。	47-49
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	49-50

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ASPECTS 層面	DESCRIPTION 描述	PAGE REF 參考頁
A. Environmental A. 環境		
Aspect A2: Use of Resources 層面A2：資源使用		
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源（包括能源、水及其他原材料）的政策。	51
KPI A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). 按類型劃分的直接及／或間接能源（如電、氣或油）總耗量（以千個千瓦時計算）及密度（如以每產量單位、每項設施計算）。	50-51
KPI A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度（如以每產量單位、每項設施計算）。	Not applicable for disclosure 不適用披露
KPI A2.3	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	50-51
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。	51
KPI A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量（以噸計算）及（如適用）每生產單位估量。	Not applicable for disclosure 不適用披露
Aspect A3: The Environment and Natural Resources 層面A3：環境及天然資源		
General Disclosure 一般披露	Policies on minimising the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	51
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	51

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ASPECTS 層面	DESCRIPTION 描述	PAGE REF 參考頁
B. Social B. 社會		
Employment and Labour Practices 僱傭及勞工常規		
Aspect B1: Employment		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	44
Aspect B2: Health and Safety 層面B2：健康與安全		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	45-46
Aspect B3: Development and Training 層面B3：發展及培訓		
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	45

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ASPECTS 層面	DESCRIPTION 描述	PAGE REF 參考頁
B. Social B. 社會		
Employment and Labour Practices 僱傭及勞工常規		
Aspect B4: Labour Standards 層面B4：勞工準則		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工及強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	46-47
Operating Practices 營運常規		
Aspect B5: Supply Chain Management 層面B5：供應鏈管理		
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	52
Aspect B6: Product Responsibility 層面B6：產品責任		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	53

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ASPECTS 層面	DESCRIPTION 描述	PAGE REF 參考頁
B. Social B. 社會		
Operating Practices 營運常規		
Aspect B7: Anti-corruption 層面B7：反貪污		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	54
Community 社區		
Aspect B8: Community Investment 層面B8：社區投資		
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解發行人營運所在社區需要和確保其業務活動會考慮社區利益的政策。	54

REPORT OF THE DIRECTORS

董事會報告

The board (the “Board”) of directors (the “Director(s)”) of Royal Century Resources Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) is pleased to present this annual report together with the audited consolidated financial statements of the Group for the year ended 31 March 2019.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding and its subsidiaries are principally engaged in (i) provision of fitting out and engineering services (previously known as “provision of design and fitting out services”) comprising design and fitting out services and other engineering works and maintenance services, (ii) provision of design and procurement of furnishings and related products services (previously known as “provision of design and procurement of furnishings and decorative materials services”), (iii) money lending, and (iv) sourcing and merchandising of fine and rare wines. The Group holds licences to carry on Type 1, 4 and 9 regulated activities under the Securities and Futures Ordinance, the financial services business (previously known as “securities business”) comprising provision of advising on securities and securities dealing and brokerage services and asset management services, which has not yet commenced operation during the year. In addition, the Group established a warehouse and entered into a master agreement with a supplier for purchase of scaffolding equipment during the year. The Group expects the leasing of construction equipment business will be commenced in the coming quarter.

Particulars of the Company’s principal subsidiaries are set out in note 43 to the consolidated financial statements.

Further discussion and analysis of these activities as required by Schedule 5 to the Companies Ordinance, including a review of the Group’s business during the year under review and a discussion on the Group’s future business development, possible risks and uncertainties that the Group may be facing and important events affecting the Company which occurred during the year ended 31 March 2019 are provided in the section headed “Chairman’s Statement”, the section headed “Management Discussion and Analysis” of this annual report and note 6 to the consolidated financial statements. This discussion forms part of this directors’ report.

仁德資源控股有限公司(「本公司」)連同其附屬公司統稱「本集團」董事(「董事」)會(「董事會」)欣然提呈本年報以及本集團截至二零一九年三月三十一日止年度之經審核綜合財務報表。

主要活動及業務回顧

本公司的主要活動為投資控股，及其附屬公司主要從事(i)提供裝修及工程服務(前稱「提供設計及裝修服務」)包括設計及裝修服務，以及其他工程及維修服務，(ii)提供設計及採購傢俱及相關產品服務(前稱「設計及採購室內陳設及裝飾材料服務」)，(iii)放債，以及(iv)美酒營銷。本集團持有證券及期貨條例第1類別，第4類別及第9類別規管業務牌照。金融服務業務(前稱「證券業務」)包括就證券提供意見以及證券交易及經紀服務及資產管理服務於年內尚未開展業務。同時，本集團於本年度內已設立一個倉庫及與一名供應商訂立主協議購買棚架設備。本集團預期於來季開展租賃建築設備業務。

本公司主要附屬公司詳情載於綜合財務報表附註43。

根據公司條例附表5所要求對該等活動作出的進一步討論及分析，當中包括有關回顧年度本集團業務的回顧及有關本集團未來業務發展、本集團可能面臨的風險及不確定性，以及截至二零一九年三月三十一日止年度發生的影響本公司的重大事件的討論，提供於本年報「主席報告書」一節、「管理層討論及分析」一節及綜合財務報表附註6。本討論為董事會報告的一部份。

REPORT OF THE DIRECTORS

董事會報告

Discussions on the Group's environmental policies and performance, relationships with key stakeholders, and compliance with the relevant laws and regulations are contained in the "Environmental, Social and Governance Report" on pages 40 to 59 of this annual report.

RESULTS AND DIVIDEND

The results of the Group for the financial year ended 31 March 2019 and the state of affairs of the Group as at that day are set out in the consolidated financial statements on pages 83 to 85.

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

RESERVES

Details of movements in the reserves of the Group and of the Company during the year ended 31 March 2019 are set out in the consolidated statement of changes in equity and in note 40 to the consolidated financial statements respectively.

DISTRIBUTABLE RESERVES

As at 31 March 2019, there are no reserves available for distribution to the shareholders of the Company.

PLANT AND EQUIPMENT

Details of movements in the plant and equipment of the Group during the year ended 31 March 2019 are set out in note 18 to the consolidated financial statements.

INVESTMENT PROPERTY

Details of movements in the investment property of the Group during the year ended 31 March 2019 are set out in note 19 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year ended 31 March 2019 are set out in note 32 to the consolidated financial statements.

BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Group as at 31 March 2019 are set out in notes 29 and 30 to the consolidated financial statements.

有關本集團環境政策及表現、與主要持份者的關係及相關法律及法規合規事宜的討論載於本年報第40至59頁之「環境、社會及管治報告」。

業績及股息

本集團截至二零一九年三月三十一日止財政年度之業績及本集團於該日的財務狀況載於綜合財務報表第83頁至第85頁。

董事會不建議就截至二零一九年三月三十一日止年度派發末期股息。

儲備

本集團及本公司於截至二零一九年三月三十一日止年度之儲備變動詳情分別載於綜合權益變動表及綜合財務報表附註40。

可分派儲備

於二零一九年三月三十一日，本公司並無可供分派予本公司股東之儲備。

廠房及設備

本集團廠房及設備於截至二零一九年三月三十一日止年度之變動詳情載於綜合財務報表附註18。

投資物業

本集團於截至二零一九年三月三十一日止年度之投資物業變動詳情載於綜合財務報表附註19。

股本

本公司股本於截至二零一九年三月三十一日止年度之變動詳情載於綜合財務報表附註32。

銀行貸款及其他借款

本集團銀行貸款及其他借款於二零一九年三月三十一日的詳情載於綜合財務報表附註29及30。

REPORT OF THE DIRECTORS

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 March 2019, the Group's top five customers accounted for approximately 64.1% of the revenue. The top five suppliers accounted for approximately 58.4% of the total purchases for the year. In addition, the Group's largest customer accounted for approximately 19.7% of the revenue and the Group's largest supplier accounted for approximately 25.3% of the total purchases for the year.

During the year ended 31 March 2019, none of the Directors, their associates or any shareholders (which to the knowledge of the Directors own more than 5% of the Company's issued share capital) had any interest in these major customers and suppliers.

DIRECTORS

During the year ended 31 March 2019 and up to the date of this annual report, the Directors were:

Executive Directors

Mr. Chan Chi Yuen
Mr. Liu Rongsheng
Mr. Wang Jun
Mr. Zhang Weijie
(appointed on 7 May 2018)

Non-executive Director

Mr. Tsang Kei Cheong

Independent non-executive Directors

Mr. Chan Chiu Hung Alex
Mr. Wu Zhao
Mr. Lam Cheok Va

All the Directors are subject to retirement by rotation in accordance with the articles of association (the "Articles").

In accordance with article 141 of the Articles, Mr. Chan Chi Yuen, Mr. Liu Rongsheng and Mr. Wu Zhao, will retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

主要客戶及供應商

於截至二零一九年三月三十一日止年度，本集團五大客戶佔收益約64.1%。五大供應商佔本年度採購總額約58.4%。此外，本集團最大客戶佔收益約19.7%，而本集團最大供應商佔本年度採購總額約25.3%。

於截至二零一九年三月三十一日止年度，概無董事、彼等的聯繫人士或就董事所知擁有本公司已發行股本5%以上權益的任何股東擁有該等主要客戶及供應商的任何權益。

董事

於截至二零一九年三月三十一日止年度及截至本年報日之董事如下：

執行董事

陳志遠先生
劉榮生先生
王軍先生
張偉杰先生
(於二零一八年五月七日獲委任)

非執行董事

曾紀昌先生

獨立非執行董事

陳釗洪先生
吳兆先生
Lam Cheok Va先生

根據章程細則(「章程」)，各董事須於本公司應屆股東週年大會上輪值告退。

根據章程第141條，陳志遠先生、劉榮生先生及吳兆先生將於應屆股東週年大會上退任並符合資格膺選連任。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' BIOGRAPHIES

Biographical details of the Directors are set out on pages 19 to 22 of this annual report.

DIRECTORS OF SUBSIDIARIES

A list of the names of the directors of the Company's subsidiaries during the year and up to the date of this report can be found in the Company's website at www.royalcentury.hk.

DIRECTORS' SERVICE CONTRACTS

During the year under review, each Director has a service contract or letter of appointment with the Company for an initial term of two to three years and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Save as disclosed above, none of the Directors has a service contract or letter of appointment 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.

DIRECTORS' INTERESTS IN CONTRACTS AND COMPETING INTERESTS

During the year under review and up to the date of this report, Directors' interest in any business apart from the Group's business, which competes or is likely to compete, either directly or indirectly, with the Group's business that need to be disclosed pursuant to Rule 11.04 of the GEM Listing Rules were as follows:

董事的履歷

董事的履歷詳情載於本年報第19頁至第22頁。

附屬公司董事

於本年度內及截至本報告日之本公司附屬公司之董事名稱的列表已刊登於本公司網站 www.royalcentury.hk。

董事的服務合約

於回顧年內，各董事已與本公司訂立服務合約或委任書，初步任期為二至三年，並須按照章程的規定輪值退任及重選。除上文披露外，概無董事與本公司及任何附屬公司訂立不可由本集團於一年內終止而毋需支付賠償，法定賠償除外的服務合約或委任書。

董事於合約的權益及競爭業務之權益

於回顧年內及直至本報告日期，董事於與本集團業務直接或間接構成競爭或可能構成競爭之任何業務（除本集團業務外）中擁有根據GEM上市規則第11.04條須予披露的權益如下：

Director 董事	Name of company 公司名稱	Nature of business 業務性質	Nature of interests 權益性質
Mr. Chan Chi Yuen 陳志遠先生	Noble Century Investments Holdings Limited ("Noble Century") and its subsidiaries 仁瑞投資控股有限公司（「仁瑞投資」）及其附屬公司	Money lending business 放債業務	Executive director and chief executive officer of Noble Century 仁瑞投資之執行董事及行政總裁
Mr. Liu Rongsheng 劉榮生先生	China Ocean Fishing Holdings Limited ("China Ocean") and its subsidiaries 中國海洋捕撈控股有限公司（「中國海洋」）及其附屬公司	Money lending business 放債業務	Chairman, executive director and chief executive officer of China Ocean 中國海洋之主席、執行董事及行政總裁

REPORT OF THE DIRECTORS

董事會報告

As the Board is independent to the boards of directors of the abovementioned companies, the Group is capable of carrying on its business independently to, and at arm's length, from the business of those companies.

Save as disclosed above, none of the Directors was interested in any business (apart from the Group's business) which competed or was likely to compete, either directly or indirectly, with the business of the Group during the year.

INTERESTS OF SHAREHOLDERS IN CONTRACTS AND COMPETING INTERESTS

There was no contract of significance between the Company or any of its subsidiaries and a shareholder (as defined in the GEM Listing Rules) or any of its subsidiaries, at any time during the year under review.

A deed of non-competition dated 7 July 2014 was executed by Genius Idea Holdings Limited in favour of the Company regarding certain non-competition undertakings given by a shareholder in favour of the Company. The details of the deed of non-competition have been disclosed in the Prospectus.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year ended 31 March 2019.

EMOLUMENT POLICY

The emolument policy of the employees and senior management of the Group is set up by the remuneration committee of the Company. Further details of emolument policy are set out in Management Discussion and Analysis on page 17 of this annual report.

REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the directors and five individuals with highest emoluments are set out in note 14 and note 15 to the consolidated financial statements.

由於董事會獨立於上述公司之董事會，故本集團有能力獨立於此等公司的業務按公平基準經營其業務。

除上文所披露外，董事於本年度內概無於與本集團業務直接或間接構成競爭之任何業務（除本集團業務外）中擁有任何權益。

股東於合約及競爭業務之權益

於回顧年度本公司或其任何附屬公司及股東（見GEM上市規則之定義）或任何其附屬公司，與本公司之間無訂立任何重大權益之重要合約。

Genius Idea Holdings Limited於二零一四年七月七日以本公司為受益人簽立之不競爭契據，乃有關股東以本公司為受益人作出之若干不競爭承諾。不競爭契據之詳情於招股章程內披露。

管理合約

於截至二零一九年三月三十一日止年度，概無就本公司業務全部或任何重大部分的管理及行政訂立合約或存續有關合約。

酬金政策

本集團僱員及高級管理層人員之薪酬政策由本公司之薪酬委員會制定。酬金政策的進一步詳情載於本年報第17頁之管理層討論及分析。

董事及五位最高薪酬人士的酬金

董事及五位最高薪酬人士酬金的詳情載於綜合財務報表附註14及附註15。

REPORT OF THE DIRECTORS

董事會報告

RETIREMENT BENEFITS SCHEMES

The Group strictly complies with the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) in making mandatory provident fund contributions for its Hong Kong employees.

Information on the Group's retirement benefits schemes is set out in note 38 to the consolidated financial statements.

INTERESTS AND SHORT POSITIONS OF THE DIRECTORS AND CHIEF EXECUTIVE OF THE COMPANY IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OF ANY ASSOCIATED CORPORATION

As at 31 March 2019, none of the Directors and chief executive of the Company (the "Chief Executive") had any interests or short positions in the shares of the Company (the "Shares"), underlying Shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under section 352 of SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuer as referred to in rule 5.46 of the GEM Listing Rules (the "Required Standard of Dealings").

DIRECTORS' RIGHTS TO ACQUIRE SHARES

At no time during the year ended 31 March 2019 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in the Company or any other body corporate.

At no time during the year ended 31 March 2019 had the Directors and the Chief Executive (including their spouses and children under 18 years of age) any interest in, or been granted, or exercised any rights to subscribe for the shares (or warrants or debentures, is applicable) of the Company and its associated corporations (within the meaning of the SFO).

退休福利計劃

本集團嚴格遵守香港法例第485章強制性公積金計劃條例，為其香港僱員作出強制性公積金供款。

本集團之退休福利計劃資料載於綜合財務報表附註38。

董事及本公司主要行政人員於本公司或任何相聯法團之股份、相關股份及債權證中之權益及淡倉

於二零一九年三月三十一日，董事及本公司主要行政人員（「主要行政人員」）概無於本公司或任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之本公司股份（「股份」）、相關股份及債權證中擁有記錄於根據證券及期貨條例第352條須存置之登記冊內之權益及淡倉，或根據GEM上市規則第5.46條所述上市發行人董事進行交易之必守標準（「交易必守標準」）知會本公司及聯交所之權益及淡倉。

董事購入股份之權利

於截至二零一九年三月三十一日止年度內，本公司或其任何附屬公司概無訂立任何安排，使董事可藉收購本公司或任何其他法團之股份獲利。

於截至二零一九年三月三十一日止年度內，董事及主要行政人員（包括彼等之配偶或未滿18歲之子女）概無於本公司及其相聯法團（定義見證券及期貨條例）之股份（或認股權證或債權證（如適用））中擁有任何權益或獲授或行使任何可認購該等股份（或認股權證或債權證（如適用））之權利。

REPORT OF THE DIRECTORS

董事會報告

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS OF THE COMPANY IN THE SHARES AND UNDERLYING SHARES

As at 31 March 2019, so far as is known to the Directors and the Chief Executive and based on the public records filed on the website of the Stock Exchange and records kept by the Company, the interest and short positions of the persons or corporations (other than the Directors and the Chief Executive) in the Shares or underlying Shares as recorded in the register required to be kept under section 336 of the SFO were as follows:

本公司主要股東於股份及相關股份之權益及淡倉

於二零一九年三月三十一日，就董事及主要行政人員所知，及根據聯交所網站備存之公開記錄及本公司保存之記錄，下列人士或法團（董事及主要行政人員除外）於股份或相關股份中擁有記錄於根據證券及期貨條例第336條須存置之登記冊內之權益及淡倉如下：

Long position in ordinary shares of the Company 於本公司普通股之好倉

Name of shareholder 股東姓名	Capacity/Nature of interests in capital 身份／權益資本性質	Number of Shares held 所持股份數目	Approximate percentage of the issued Shares 佔已發行股份之概約百分比
Superb Smart Limited (Note 1) Superb Smart Limited (附註1)	Beneficial owner 實益擁有人	81,440,000	18.70%
Ms. Zheng Juhua (Note 1) 鄭菊花女士 (附註1)	Interest of a controlled corporation 於受控制法團之權益	81,440,000	18.70%
Time Vanguard Holdings Limited (Note 2) Time Vanguard Holdings Limited (附註2)	Beneficial owner 實益擁有人	50,000,000	11.48%
China Huarong International Holdings Limited (Note 2) 中國華融國際控股有限公司 (附註2)	Interest of a controlled corporation 於受控制法團之權益	50,000,000	11.48%
Huarong Real Estate Co., Ltd. (Note 2) 華融置業有限責任公司 (附註2)	Interest of a controlled corporation 於受控制法團之權益	50,000,000	11.48%
China Huarong Asset Management Co., Ltd. (Note 2) 中國華融資產管理股份有限公司 (附註2)	Interest of a controlled corporation 於受控制法團之權益	50,000,000	11.48%
Mr. Wang Shengdong 王生東先生	Beneficial owner 實益擁有人	45,484,000	10.44%
Quantum Prosperity Fund (formerly, Taiping Quantum Prosperity Fund) Quantum Prosperity Fund (前稱 Taiping Quantum Prosperity Fund)	Beneficial owner 實益擁有人	30,156,000	6.92%
Noble Century Investment Holdings Limited 仁瑞投資控股有限公司	Beneficial owner 實益擁有人	23,980,000	5.51%

REPORT OF THE DIRECTORS

董事會報告

Notes:

- 81,440,000 Shares are registered in the name of Superb Smart Limited, which is wholly-owned by Ms. Zheng Juhua. Accordingly, Ms. Zheng Juhua is deemed to be interested in the relevant Shares under the SFO.
- 50,000,000 Shares are registered in the name of Time Vanguard Holdings Limited, which is wholly-owned by China Huarong International Holdings Limited ("Huarong International"). Huarong International is a jointly-owned as to 11.9% by Huarong Zhiyuan Investment & Management Co., Ltd. ("Huarong Zhiyuan") and 88.1% by Huarong Real Estate Co., Ltd. ("Huarong Real Estate"). Each of Huarong Zhiyuan and Huarong Real Estate is wholly-owned by China Huarong Asset Management Co., Ltd. ("China Huarong").

Accordingly, each of Huarong International, Huarong Real Estate and China Huarong is deemed to be interested in the relevant Shares under the SFO.

Save as disclosed above, as at 31 March 2019, there was no person or corporation (other than the Directors and the Chief Executive) who had any interest or short position in the Shares or underlying Shares as recorded in the register of interests required to be kept by the Company under section 336 of the SFO.

PURCHASE, SALE OR REDEMPTION OF SHARES

During the year ended 31 March 2019, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's securities.

EQUITY-LINKED AGREEMENTS

No equity-linked agreements were entered into by the Group or existed during the year ended 31 March 2019.

SHARE OPTION SCHEME

The share option scheme enables the Company to grant options to any full time or part time employee of the Company or any member of the Group (the "Eligible Participant(s)") as incentives or rewards for their contributions to the Group. The Company conditionally adopted a share option scheme (the "Scheme") on 30 June 2014 whereby the Board are authorised, at their absolute discretion and subject to the terms of the Scheme, to grant options to subscribe for the shares (the "Shares") of the Company to the Eligible Participant. The Scheme will be valid and effective for a period of ten years commencing from the date of adoption of the Scheme.

附註：

- 81,440,000股股份乃登記於Superb Smart Limited名下，該公司由鄭菊花女士全資擁有。據此，鄭菊花女士根據證券及期貨條例被視為於相關股份擁有權益。
- 50,000,000股股份乃登記於Time Vanguard Holdings Limited名下，該公司由中國華融國際控股有限公司（「華融國際」）全資擁有。華融國際由華融致遠投資管理有限責任公司（「華融致遠」）佔11.9%及華融置業有限責任公司（「華融置業」）佔88.1%共同持有。華融致遠及華融置業各自由中國華融資產管理股份有限公司（「中國華融」）全資擁有。

據此，華融國際、華融置業及中國華融各自根據證券及期貨條例被視為於相關股份擁有權益。

除上文所披露者外，於二零一九年三月三十一日，概無其他人士或法團（董事及主要行政人員除外）於股份或相關股份中擁有任何記錄於根據證券及期貨條例第336條本公司須存置之登記冊內之權益或淡倉。

購買、出售或贖回股份

於截至二零一九年三月三十一日止年度內，本公司及其任何附屬公司均無購買、出售或贖回本公司任何證券。

股票掛鈎協議

於截至二零一九年三月三十一日止年度內，本集團並無訂立或存續任何股票掛鈎協議。

購股權計劃

購股權計劃使本公司可向本公司或本集團任何成員公司之任何全職或兼職僱員（「合資格參與者」）授出購股權，作為他們對本集團所作貢獻之獎勵或回報。本公司於二零一四年六月三十日有條件地採納購股權計劃（「該計劃」），據此，董事會獲授權按他們之絕對酌情決定權，依照該計劃之條款向合資格參與者授出可認購本公司股份（「股份」）之購股權。該計劃將於其獲採納當日起計十年期間一直有效及生效。

REPORT OF THE DIRECTORS

董事會報告

As at 31 March 2019, the total number of the Shares available for issue under the Scheme is 30,000,000 Shares, representing 10% of the issued Shares (the “Scheme Mandate Limit”) of the aggregate number of Shares in issue immediately upon completion of the listing of the Shares on 18 July 2014 and representing 6.89% of the issued Shares as at 31 March 2019.

Upon acceptance of an option to subscribe for Shares granted pursuant to the Scheme (the “Option”), the Eligible Participant shall pay HK\$1.00 to the Company by way of consideration for the grant. The Option will be offered for acceptance for a period of 21 days from the date on which the Option is granted. The subscription price for the Shares subject to Options will be a price determined by the Board and notified to each participant and shall not be less than the highest of: (i) the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet on the date of grant of the Options, which must be a day on which trading of the Shares take place on the Stock Exchange (the “Trading Day”); and (ii) the average closing price of the Shares as stated in the Stock Exchange’s daily quotations sheets for the 5 Trading Days immediately preceding the date of grant of the Options.

The Company shall be entitled to issue options, provided that the total number of Shares which may issue upon exercise of all options to be granted under the Scheme does not exceed the Scheme Mandate Limit. The Company may at any time refresh such limit, subject to the shareholders’ approval and the issue of a circular in compliance with the GEM Listing Rules, provided that the total number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under all the share option schemes of the Company does not exceed 30% of the Shares in issued at the time. An option may be exercised in accordance with the terms of the Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

Since the adoption of the Scheme, no share option has been granted by the Company.

SUFFICIENCY OF PUBLIC FLOAT

From information publicly available to the Company and within the knowledge of the Directors, during the year ended 31 March 2019, the Company has maintained the public float required by the GEM Listing Rules.

於二零一九年三月三十一日，根據該計劃可供發行之股份總數為30,000,000股，佔於二零一四年七月十八日股份上市完成時之已發行股份之10%（「計劃授權限額」），以及佔於二零一九年三月三十一日已發行股份之6.89%。

於接納根據該計劃所授出可認購股份之購股權（「購股權」）時，合資格參與者須向本公司支付1.00港元，作為獲授購股權之代價。購股權之接納期為授出購股權當日起計21日期間。購股權之股份認購價將由董事會釐定，並知會各參與者，價格不得低於下列各項之最高者：(i)於授出購股權當日（必須為股份於聯交所買賣之日（「交易日」））聯交所每日報價表所載之股份收市價；及(ii)於緊接授出購股權當日前五個交易日聯交所每日報價表所載之股份平均收市價。

本公司獲賦予權利發行購股權，惟根據該計劃將予授出之所有購股權獲行使後可予發行之股份總數，不得超過上市日期已發行股份之10%。待股東批准及根據GEM上市規則發出通函後，本公司可隨時更新此上限，惟於根據本公司全部購股權計劃所授出而有待行使之所有未行使購股權獲行使後可予發行之股份總數，不得超過當時已發行股份之30%。購股權可按該計劃條款於董事會釐定之期間內隨時行使，該期間不得超出授出購股權日期起計十年，惟須受提早終止條文所規限。

自該計劃獲採納以來，本公司概無授出購股權。

足夠公眾持股量

根據本公司公開取得之資料及據董事所知，於截至二零一九年三月三十一日止年度，本公司一直維持GEM上市規則規定的公眾持股量。

REPORT OF THE DIRECTORS

董事會報告

CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive Directors a confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules and considers all the independent non-executive Directors were independent during the period from their respective appointments and up to 31 March 2019.

CONNECTED TRANSACTIONS

The transactions as set out in note 39 to the consolidated financial statements were connected transactions which were exempt from any disclosure and shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

As far as the transactions set out in note 39 to the consolidated financial statements are concerned, the remuneration of the Directors as determined pursuant to the service contracts/letters of appointment entered into between the Directors and the Group were connected transactions which were exempt from any disclosure and shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

The Directors have confirmed that the Company has complied with the disclosure requirement in accordance with Chapter 20 of the GEM Listing Rules.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association.

PERMITTED INDEMNITY PROVISION

The Company's articles of association provide that the Directors are entitled to be indemnified out of the assets and profits of the Company against all action, charges, losses, damages and expenses which they may incur or sustain in the execution of the duties of their office.

During the year, the Company has put in place as appropriate insurance cover in respect of Directors' liabilities.

獨立性確認

本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條發出的獨立性確認書，並認為所有獨立非執行董事於其各自獲委任起至二零一九年三月三十一日止期間內均為獨立。

關連交易

綜合財務報表附註39所載之交易乃獲豁免遵守GEM上市規則第20章之任何披露及股東批准規定之關連交易。

就綜合財務報表附註39所載之交易而言，根據董事與本集團之間訂立的服務合約／委任函件而釐定之董事酬金，乃獲豁免遵守GEM上市規則第20章之任何披露及股東批准規定之關連交易。

董事確認本公司已遵守GEM上市規則第20章之披露規定。

優先購買權

本公司的組織章程細則並無載有優先購買權條文。

獲准許之彌償條文

本公司組織章程細則提述董事有權就他們履行職責時所產生之法律行動、成本、費用及損失從本公司資產及利潤中獲得賠償。

本年內，本公司已就董事潛在責任提供合適保險保障。

REPORT OF THE DIRECTORS

董事會報告

CORPORATE GOVERNANCE

The Company maintains a high standard of corporate governance practices. Details of the corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 23 to 39. The Directors believe the long term financial performance as opposed to short term rewards is a corporate governance objective. The Board would not take undue risks to make short term gains at the expense of the long term objectives.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Group is committed to observe the relevant laws and regulations. The Group has appointed a compliance officer and an external compliance adviser to oversee compliance with all relevant regulations.

The Group has complied with all relevant laws and regulations that have a significant impact on the Group throughout the year.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group is set out in the five years financial summary on page 196 of this annual report.

AUDIT COMMITTEE

The audit committee of the Company has reviewed with the management and the Company's external auditor the accounting principles and practices adopted by the Group, and discussed the auditing, internal control and financial reporting process including the review of financial statements for the year ended 31 March 2019.

AUDITORS

The financial statements for the years ended 31 March 2017, 2018 and 2019 have been audited by Reanda Lau & Au Yeung (HK) CPA Limited ("Reanda") who will retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of Reanda as the auditors of the Company is to be proposed at the forthcoming annual general meeting of the Company.

By Order of the Board
Chan Chi Yuen
 Chairman
 Hong Kong, 12 June 2019

企業管治

本公司一直維持高水準的企業管治常規。本公司採納的企業管治常規之詳情載於第23頁至第39頁的企業管治報告。董事相信，企業管治之宗旨著眼於長期財務表現而非局限於短期回報。董事會不會承擔不必要之風險以獲取短期收益而犧牲長期目標。

遵守相關法律法規

本集團致力遵守相關法律法規。本集團已任命一名監察主任及外聘合規顧問，以監察符合所有相關法規。

本年內，本集團已遵守對本集團有重大影響的所有相關法律法規。

財務概要

本集團之業績及資產及負債概要載於本年報第196頁五年財務概要一節。

審核委員會

審核委員會已與管理層以及本公司核數師審閱本集團所採納之會計原則及慣例及討論審核、內部監控及財務匯報程序包括審閱截至二零一九年三月三十一日止年度之財務報表。

核數師

本集團截至二零一七年、二零一八年及二零一九年三月三十一日止年度之財務報表已由利安達劉歐陽(香港)會計師事務所有限公司(「利安達」)審核。利安達將退任且願意並符合資格膺選連任。重新委任利安達為本公司核數師的決議案將於本公司應屆股東週年大會上提呈。

承董事會命
 主席
陳志遠
 香港，二零一九年六月十二日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



REANDA
REANDA LAU & AU YEUNG (HK) CPA LIMITED
利安達劉歐陽(香港)會計師事務所有限公司

TO THE SHAREHOLDERS OF
ROYAL CENTURY RESOURCES HOLDINGS LIMITED
(incorporated in Hong Kong with limited liability)

OPINION

We have audited the consolidated financial statements of Royal Century Resources Holdings Limited (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 83 to 195, which comprise the consolidated statement of financial position as at 31 March 2019, and the 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 31 March 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

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大有大廈21樓

致仁德資源控股有限公司
列位股東
(於香港註冊成立之有限公司)

意見

本核數師(以下簡稱「我們」)已審計仁德資源控股有限公司及其附屬公司(以下統稱「貴集團」)列載於第83至195頁的綜合財務報表,包括於二零一九年三月三十一日的綜合財務狀況報表、截至該日止年度的綜合損益及其他全面收入報表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,其中包括主要會計政策概要。

我們認為,綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒布的《香港財務報告準則》(「香港財務報告準則」)真實而中肯地反映了貴集團於二零一九年三月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港公司條例的披露要求妥為擬備。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

BASIS OF OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the “Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements” section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code.

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

KEY AUDIT MATTERS

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

Key audit matters identified in our audit are summarised as follows:

- Revenue recognition from contracts with customers
- Valuation of investment property
- Impairment assessment of intangible assets and goodwill

意見的基礎

我們已根據香港會計師公會頒布的《香港審計準則》（「香港審計準則」）進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒布的《專業會計師道德守則》（以下簡稱「守則」），我們獨立於貴集團，並已履行這些道德要求以及守則中的其他專業道德責任。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

關鍵審計事項

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

我們在審計中識別的關鍵審計事項概述如下：

- 與客戶合約之收入確認
- 投資物業之評估
- 無形資產及商譽減值評估

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項 (續)

Key Audit Matters 關鍵審計事項

How our audit addressed the Key Audit Matters 我們如何處理關鍵審計事項

Revenue recognition from contracts with customers

與客戶合約之收入確認

The Group recorded revenue from contracts with customers in relation to the provision of fitting out and engineering services and design and procurement of furnishings and related products services totalling HK\$19,016,000 for the year ended 31 March 2019.

於截至二零一九年三月三十一日止年度，貴集團提供裝修及工程服務和提供設計採購家具及相關產品服務錄得合約收益合共為19,016,000港元。

Contract revenue is recognised progressively over time using the input method and output method. 合約收益使用輸入法和輸出法隨時間按進度確認。

Contract revenue recognised progressively over time using the input method is based on the Group's efforts or inputs to the satisfaction of the performance obligation, by reference to the construction cost incurred up to the end of the period as a percentage of estimated total contract costs. The estimated total contract costs involve management's estimation of the material costs and labour costs.

合約收益直接計量 貴集團為完成履約責任而產生的支出或投入，並參考截至資產負債表日期產生的合約成本佔各項目估計總成本的比例，使用輸入法隨時間按進度確認。估計總合約成本涉及管理層對材料成本及勞工成本的估計。

Contract revenue recognised progressively over time using the output method is based on direct measurements of the value of services delivered or surveys of work performed and the estimated total revenue for the contracts entered into by the Group.

合約收益直接計量 貴集團已交付服務或已履行測量工作的價值，以及已訂立的合約估計收益總額，使用輸出法隨時間按進度確認。

Our procedures in relation to the assessment of revenue recognition from contracts with customers include:

就與客戶合約之收入確認估算，我們所採取的程序包括：

- Assessing the design, implementation and operating effectiveness of key internal controls over the contract revenue recognition processes;
- 評定合約收益確認程序所涉主要內部監控的設計、執行及運作成效；
- Discussing with management the performance of contracts in progress during the year, on a sample basis, and challenging the key estimates and assumptions adopted in the forecasts for contract revenue and contract costs, including estimated costs to completion, the recognition of variation orders, the adequacy of contingency provisions and the assessment of potential liquidated and ascertained damages for contracts which were behind schedule, by obtaining and evaluating relevant information in connection to the assumptions adopted, including contract agreements and subcontracts, correspondence with customers regarding contract variations and claims and by considering historical outcomes for similar contracts;
- 與管理層討論年內在建合約的表現，並透過取得及評估與所採納假設有關的相關資料（包括合約協議及分包合約，以及與客戶之間有關修訂合約及申索的往來書信），以及考慮以往類似合約的結果，對合約收益及合約成本預測所採納的主要估計及假設，（包括達致完成的估計成本、更改指令的確認、或然撥備是否足夠，以及對進度落後的合約的潛在算定及確定損害賠償的評估）提出質詢；

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項 (續)

Key Audit Matters 關鍵審計事項

How our audit addressed the Key Audit Matters 我們如何處理關鍵審計事項

Revenue recognition from contracts with customers (Continued) 與客戶合約之收入確認 (續)

Management reviews and revises the estimates of contract revenue, contract costs and variation orders for each construction contract by comparing the most current budgeted amounts with corresponding actual amounts as the contract work progresses.

管理層會按合約工程進度，通過比較最近期的預算金額及相應的實際金額，審閱及修訂每份建造合約的合約收益、合約成本及更改指令的估算。

For this reason, we identified the revenue recognition from contracts with customers as a key audit matter.

因此，我們識別與客戶合約之收入確認為一項重大審計事項。

- Obtaining a detailed breakdown of the total estimated costs to completion for all contracts in progress during the year and comparing, on a sample basis, actual costs incurred to the reporting date and future cost estimates with agreements, certifications or correspondence with subcontractors and suppliers and other documentation referred to by management in its assessment of the estimated costs to completion;
- 取得年內所有在建合約的估計完成成本總額的詳盡明細，並抽樣將截至報告日期止所產生的實際成本及未來成本估計比對與分包商及供應商所訂立的協議、證書或往來書信及管理層評估達致完成的估計成本時所參考的其他文件；
- For all projects in progress at the reporting date, challenging the assumptions and critical judgements made by management which impacted their estimations of the liquidated and ascertained damages assessments by comparing the key terms and conditions in the assessments with contract agreements with customers and by comparing the estimated contract completion time with the Group's updated progress report or correspondence from customers;
- 就報告日期的所有在建項目而言，通過將主要評估將條款及條件比對與客戶所訂立的合約協議，以及將估計合約完成時間比對貴集團的最新進度報告或客戶發出的通訊，對管理層所作出影響算定及確定損害賠償評估估算的假設及關鍵判斷提出質詢；

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項 (續)

Key Audit Matters 關鍵審計事項

How our audit addressed the Key Audit Matters 我們如何處理關鍵審計事項

Revenue recognition from contracts with customers (Continued) 與客戶合約之收入確認 (續)

- Comparing the contract revenue recognised for contracts in progress during the year, on a sample basis, with reference to the certifications from the surveyors appointed by the customers; and
- 抽樣將年內就在建合約確認的合約收益比對由客戶委任的測量師所發出證書的參考文件；及
- Inspecting a sample of contract agreements with customers and subcontractors to identify key terms and conditions, including the contracting parties, the contract period, the contract sum, the scope of work, the methodology for calculating liquidated and ascertained damages, and evaluating whether these key terms and conditions had been appropriately reflected in the total estimated revenue and costs to complete in the forecast of the outcome of the contracts.
- 抽樣檢查與客戶及分包商訂立的合約協議，以識別主要條款及條件，包括訂約方、合約期間、合約金額、工程範圍、計算算定及確定損害賠償的方法，以及評定在預測合約結果時，估計收益及完工成本，總額是否已妥為反映該等主要條款及條件。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項 (續)

Key Audit Matters 關鍵審計事項

How our audit addressed the Key Audit Matters 我們如何處理關鍵審計事項

Valuation of investment property 投資物業之評估

As at 31 March 2019, the Group has investment property of HK\$28,200,000.
於二零一九年三月三十一日，貴集團有投資物業為28,200,000港元。

The net changes in fair value of investment properties recorded in the consolidated statement of comprehensive income was HK\$3,200,000.
截至二零一九年三月三十一日止年度，於綜合全面收益表內列報的投資物業的公允價值變動為淨額3,200,000港元。

The fair value of investment property as at 31 March 2019 was assessed by the board of directors based on independent valuation prepared by a qualified external property valuer based on certain estimates, including market prices, prevailing market rents for comparable properties in the same location and condition, expected future market rents and appropriate discount rates.
於二零一九年三月三十一日，董事會基於合資格外部物業估價師編製的獨立估值書評估了投資物業的公允價值。合資格外部物業估價師的獨立估值書是以若干估計為基礎，包括市價、同一地點和狀況下可比物業的普遍市場租金、預計未來市場租金及適當的折現率。

For this reason, we identified the valuation of investment property as a key audit matter.
因此，我們識別投資物業之估值為一項重大審計事項。

Our procedures in relation to the valuation of investment property include:
就投資物業之估值，我們所採取的程序包括：

- Evaluating the independent qualified professional valuer's competence, capabilities and objectivity and reviewing their terms of engagement with the Group;
- 評估獨立合資格專業估值師之才能、能力及客觀性，並審閱其於貴集團之委聘條款；
- Meeting with the valuer to understand the valuation techniques adopted by the valuer, obtaining the valuation report for property measured at fair value, and assessing the relevance and reasonableness of valuation techniques used by the valuer; and
- 與外部估值師會面以理解估值師採用之估值技術，就獲取按公平值計量的物業估值報告，並評估估值師所採用估值技術之相關性及合理性；及
- Evaluating the appropriateness of the key input data used in the determination of fair value; and comparing the key inputs to supporting evidence such as recent sale transaction on the market.
- 評估於釐定公平值時所使用之關鍵輸入數據是否恰當；並將關鍵輸入數據與支持憑證（如市場最近期之銷售交易）作比較。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項 (續)

Key Audit Matters 關鍵審計事項

How our audit addressed the Key Audit Matters 我們如何處理關鍵審計事項

Impairment assessment of intangible assets and goodwill 無形資產及商譽減值評估

As of 31 March 2019, the carrying amount of intangible assets included securities licenses of HK\$18,738,000 and cross-boundary vehicle licence of HK\$1,814,000, and goodwill of HK\$2,721,000 which arose mainly from (i) acquisition of subsidiaries and (ii) purchase of assets through the acquisition of a subsidiary.

於二零一九年三月三十一日，貴集團因(i)收購附屬公司及(ii)通過收購附屬公司購置資產形成的無形資產賬面值價值包括證券牌照為HK\$18,738,000港元及中港車輛牌照為1,814,000港元，及商譽為2,721,000港元。

The Group is required to, at least annually, perform impairment assessments of goodwill and intangible assets that have an indefinite useful life. 貴集團每年須對商譽及沒有明確使用年期之無形資產進行減值評估。

In carrying out the impairment assessment, all intangible assets and goodwill have been allocated to groups of cash generating unit ("CGUs"). Significant judgements and assumption are required by management of the Group in assessing the recoverable amounts of all intangible assets and goodwill. The recoverable amounts are determined with reference to (i) the fair value less cost of disposal which require significant estimates by reference to the comparables selected and (ii) the value-in-use calculations, which are required to estimate the future cash flows of the CGU and to determine the assumptions, including the revenue growth rates, gross margin and long term growth rate used in the cash flow projections and the discount rate applied to bring the future cash flows back to their present values.

在進行減值評估時，貴集團會把所有無形資產及商譽分配至個別現金產生單位。貴集團管理層評估所有無形資產及商譽的可收回金額須作出重大判斷及假設。可收回金額乃經參(i)考公平值減出售成本(須參考經甄選可資比較項目後作出重大估計)及(ii)資產之使用價值計算，需要估計有關現金產生單位的未來現金流量，並釐定假設，包括現金流量預測中使用的收入增長率、毛利率及長期增長率，以及為未來現金流折現至其現值而應用的折現率。

Our procedures in relation to the impairment assessments on the intangible assets and goodwill included:

就無形資產及商譽減值評估，我們所採取的程序包括：

- Evaluating the independent qualified professional valuer's competence, capabilities and objectivity and reviewing their terms of engagement with the Group;
- 評估獨立合資格專業估值師之才能、能力及客觀性，並審閱其於貴集團之委聘條款；
- Obtaining the external valuation reports and meeting with the external valuer to discuss and challenge the valuation process, methodologies used and market evidence to support significant judgements and assumptions applied in the valuation model including discount rates and growth rates;
- 取得外部估值報告，並與外部估值師會面，以商討估值過程、使用的估值方法、支持重大判斷的市場證據，以及估值模型所應用的假設(包括貼現率及增長率)，並提出質疑；
- Checking arithmetical accuracy of the valuation model;
- 查核估值模型的算術準確度；
- Checking key assumptions and input data in the valuation model to supporting evidence;
- 查核於估值模型的關鍵假設及輸入數據為支持證據；
- Comparing the forecasted sales and gross margin with actual historical financial data; and
- 將預計銷售收入和毛利與歷史財務數據進行比較；
- 及

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項 (續)

Key Audit Matters 關鍵審計事項

How our audit addressed the Key Audit Matters 我們如何處理關鍵審計事項

Impairment assessment of intangible assets and goodwill (Continued) 無形資產及商譽減值評估 (續)

Management engaged an independent qualified professional valuer to prepare valuation reports for the assessment of the recoverable amount of all intangible assets and goodwill based on its fair value less costs of disposal and the value-in-use calculation of the assets, which involved the exercise of significant judgement and estimation. 管理層聘請合資格外部估值師編製估值報告以評估所有無形資產及商譽的可收回金額，計算方法為按其公平值減出售成本及資產之使用價值計算，該項評估涉及運用重大判斷及估計。

For this reason, we identified the impairment assessment of intangible assets and goodwill as a key audit matter.

因此，我們識別無形資產及商譽減值評估為一項重大審計事項。

- Obtaining and performing sensitivity analysis around the key assumptions, to ascertain that selected adverse changes to key assumptions, both individually and in aggregate, would not cause the carrying amount of intangible assets and goodwill to exceed the recoverable amount.
- 獲取並就關鍵假設作出的敏感性分析，以確定對關鍵假設選定的不利變化，無論單獨還是整體上，均不會導致無形資產及商譽之賬面價值超過可回收金額。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all the information in the Group's 2019 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.

RESPONSIBILITY OF DIRECTORS' AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

其他信息

貴公司董事須對其他信息負責。其他信息包括二零一九年報內的所有信息，但不包括綜合財務報表及我們的核數師報告。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息出現重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及審計委員會就綜合財務報表須承擔的責任

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

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

審核委員會須負責監督貴集團的財務報告過程。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 405 of the Hong Kong Companies Ordinance and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

核數師就審計綜合財務報表承 擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下（作為整體）按照香港《公司條例》第405條報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，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依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑的態度。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這些風險，以及獲得充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團的內部控制的有效性發表意見。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company'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 company 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 on business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

核數師就審計綜合財務報表承 擔的責任 (續)

- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露，假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯地反映交易及事項。
- 就貴集團內各實體或業務活動的財務信息獲得充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

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

Reanda Lau & Au Yeung (HK) CPA Limited
Certified Public Accountants
Franklin Lau Shiu Wai
Practising Certificate Number: P01886

Hong Kong
12 June 2019

核數師就審計綜合財務報表承 擔的責任 (續)

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

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

利安達劉歐陽(香港)會計師事務所有限公司
執業會計師
劉兆瑋
執業證書編號：P01886

香港
二零一九年六月十二日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Revenue	收益	7	28,150	33,097
Cost of sales	銷售成本		(20,503)	(29,686)
Gross profit	毛利		7,647	3,411
Other income	其他收入	9	1,423	959
Other gains/(losses), net	其他收益／(虧損)·淨額	10	19	-
Increase in fair value of an investment property	投資物業公平值增加	19	3,200	2,500
Administrative expenses	行政開支		(32,143)	(34,698)
Finance costs	融資成本	11	(85)	(161)
Loss before tax	除稅前虧損		(19,939)	(27,989)
Income tax expense	利得稅開支	12	(135)	(104)
Loss for the year attributable to owners of the Company	本公司擁有人應佔年度虧損	13	(20,074)	(28,093)
Other comprehensive income/ (expenses) for the year	本年度其他全面收益／(開支)			
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益之項目：</i>			
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額		(91)	289
Total comprehensive expenses for the year attributable to owners of the Company	本公司擁有人應佔年度全面開支總額		(20,165)	(27,804)
Loss per share	每股虧損			
Basic and diluted (HK cents)	基本及攤薄(港仙)	17	(5.17)	(7.74)

The notes on pages 89 to 195 are an integral part of these consolidated financial statements.

第89至第195頁的附註為該等綜合財務報表的組成部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 March 2019 截至二零一九年三月三十一日

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Non-current assets 非流動資產				
Plant and equipment 廠房及設備		18	6,227	3,332
Investment property 投資物業		19	28,200	25,000
Goodwill 商譽		20	2,721	854
Intangible assets 無形資產		21	20,552	20,614
			57,700	49,800
Current assets 流動資產				
Loan and interest receivables 應收貸款及利息		22	5,962	24,227
Inventories 存貨		23	975	1,408
Trade and other receivables 貿易及其他應收款項		24	19,212	6,990
Contract assets 合約資產		26(a)	5,170	–
Amounts due from customers for contract work 應收客戶合約工程款項		25	–	163
Tax recoverable 可退回稅項			60	–
Pledged bank deposit 已抵押銀行存款		27	–	300
Cash and bank balances 現金及銀行結餘		27	27,009	41,277
			58,388	74,365
Current liabilities 流動負債				
Trade and other payables 貿易及其他應付款項		28	7,619	2,962
Contract liabilities 合約負債		26(b)	109	–
Amounts due to customers for contract work 應付客戶合約工程款項		25	–	166
Income tax payable 應付所得稅			25	157
Obligation under a finance lease 融資租賃承擔		29	–	90
Secured bank borrowing 有抵押銀行借貸		30	–	6,689
			7,753	10,064
Net current assets 淨流動資產			50,635	64,301
Total assets less current liabilities 總資產減流動負債			108,335	114,101

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 March 2019 截至二零一九年三月三十一日

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Equity	權益			
Share capital	股本	32	168,887	154,851
Reserves	儲備		(64,474)	(44,067)
Total equity	總權益		104,413	110,784
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	31	3,452	3,317
Other payables	其他應付款項	28	470	-
			3,922	3,317
			108,335	114,101

The consolidated financial statements on pages 83 to 195 were approved and authorised for issue by the board of directors on 12 June 2019 and are signed on its behalf by:

載列於第83頁至第195頁之綜合財務報表已於二零一九年六月十二日經董事會批准及授權刊發並經下列董事代表簽署：

Chan Chi Yuen
陳志遠
Director
董事

Liu Rongsheng
劉榮生
Director
董事

The notes on pages 89 to 195 are an integral part of these consolidated financial statements.

第89至第195頁的附註為該等綜合財務報表的組成部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

		Share capital 股本 HK\$'000 千港元 (Note 32) (附註32)	Accumulated losses 累計虧損 HK\$'000 千港元	Exchange reserve 匯兌儲備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2017	於二零一七年四月一日	154,851	(15,941)	(322)	138,588
Loss for the year	本年度虧損	-	(28,093)	-	(28,093)
Other comprehensive income for the year	本期間其他全面支出	-	-	289	289
Total comprehensive expenses for the year	本年度全面支出總額	-	(28,093)	289	(27,804)
At 31 March 2018 and 1 April 2018	於二零一八年三月三十一日及 二零一八年四月一日	154,851	(44,034)	(33)	110,784
Impact on initial application of HKFRS 9 (note 2(b))	初次應用香港財務報告準則 第9號的影響(附註2(b))	-	(242)	-	(242)
Adjusted balance as at 1 April 2018	於二零一八年四月一日的 經調整結餘	154,851	(44,276)	(33)	110,542
Loss for the year	本年度虧損	-	(20,074)	-	(20,074)
Other comprehensive expense for the year	本年度全面支出總額	-	-	(91)	(91)
Total comprehensive expense for the year	本年度全面支出總額	-	(20,074)	(91)	(20,165)
Issue of new shares under placing	根據配售發行新股份	14,520	-	-	14,520
Transaction costs attributable to issue of new shares	發行新股份應佔之交易成本	(484)	-	-	(484)
At 31 March 2019	於二零一九年三月三十一日	168,887	(64,350)	(124)	104,413

The notes on pages 89 to 195 are an integral part of these consolidated financial statements.

第89至第195頁的附註為該等綜合財務報表的組成部分。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

	Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
OPERATING ACTIVITIES			
Loss before tax		(19,939)	(27,989)
Adjustments for:			
Impairment of intangible assets	21	62	-
Increase in fair value of an investment property	19	(3,200)	(2,500)
Allowance for expected credit loss on trade receivables	24	93	-
Impairment loss on trade receivables	24	-	4,838
Written off of trade and other receivables		-	669
Reversal of impairment loss recognised on trade and other receivables	24	-	(43)
Reversal of allowance for expected credit loss on loan and interest receivable	22	(58)	-
Depreciation of plant and equipment	18	1,979	1,362
Finance costs	11	85	161
Bank interest income		(31)	(67)
Written off of plant and equipment		10	-
Gain on disposal of plant and equipment		(91)	-
Operating cash flows before movements in working capital		(21,090)	(23,569)
Decrease in inventories		995	6,624
Decrease in loan receivables		18,081	1,853
(Increase)/decrease in trade and other receivables		(12,302)	4,819
Decrease in amount due from a substantial shareholder		-	5
Increase/(decrease) in trade and other payables		4,185	(1,279)
Decrease in amounts due from customers for contract work		163	9,909
Decrease in amounts due to customers for contract work		(166)	(353)
Increase in contract assets		(5,170)	-
Increase in contract liabilities		109	-
Cash used in operations		(15,195)	(1,991)
Hong Kong Profits Tax (paid)/refunded, net		(192)	161
NET CASH USED IN OPERATING ACTIVITIES		(15,387)	(1,830)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

	Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
INVESTING ACTIVITIES	投資活動		
Purchases of plant and equipment	購置廠房及設備	(5,478)	(2,446)
Proceeds from disposal of plant and equipment	出售廠房及設備所得款項	124	-
Net cash outflow from acquisition of a subsidiary	收購附屬公司之現金流出淨額	(939)	(12,275)
Net cash outflow from acquisition of assets through acquisition of a subsidiary	透過收購附屬公司收購資產之現金流出淨額	-	(1,876)
Bank interest received	已收銀行利息	31	67
Decrease in pledged bank deposit	已抵押銀行存款減少	300	-
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用之淨現金	(5,962)	(16,530)
FINANCING ACTIVITIES	融資活動		
Repayment of secured bank borrowing	償還有抵押銀行借貸	(6,689)	(275)
Interest paid	已付利息	(85)	(161)
Repayment of obligation under a finance lease	償還融資租賃承擔	(90)	(87)
Proceeds from issue of new ordinary shares	發行新普通股所得款項	14,520	-
Transaction costs attributable to issue of new ordinary shares	發行新普通股應佔交易成本	(484)	-
NET CASH FROM/(USED IN) FINANCING ACTIVITIES	融資活動所得/(所用)之淨現金	7,172	(523)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物淨減少	(14,177)	(18,883)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	年初之現金及現金等價物	41,277	60,027
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	匯率變動之影響	(91)	133
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	年終之現金及現金等價物	27,009	41,277
represented by bank balances and cash	指銀行結餘及現金		

The notes on pages 89 to 195 are an integral part of these consolidated financial statements.

第89至第195頁的附註為該等綜合財務報表的組成部分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

1. GENERAL INFORMATION

Royal Century Resources Holdings Limited (the "Company") was incorporated in Hong Kong as a company with limited liability and its shares are listed on the GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section to the annual report.

The Company is an investment holding company. The principal activities of the Company and its subsidiaries (hereinafter collectively referred to as the "Group") are principally engaged in (i) provision of fitting out and engineering services (previously known as "provision of design and fitting out services") comprising design and fitting out services and other engineering works and maintenance services, (ii) provision of design and procurement of furnishings and related products services (previously known as "provision of design and procurement of furnishings and decorative materials services"), (iii) money lending, and (iv) sourcing and merchandising of fine and rare wines. The Group holds licences to carry on Type 1, 4 and 9 regulated activities under the Securities and Futures Ordinance, the financial services business (previously known as "securities business") comprising provision of advising on securities and securities dealing and brokerage services and asset management services, which has not yet commenced operation during the year. In addition, the Group established a warehouse and entered into a master agreement with a supplier for purchase of scaffolding equipment during the year. The Group expects the leasing of construction equipment business will be commenced in the coming quarter.

The consolidated financial statements are presented in thousands ("HK\$'000") of Hong Kong dollars ("HK\$"), unless otherwise stated, which is also the functional currency of the Company and its Hong Kong subsidiaries. Other than those Hong Kong subsidiaries, the functional currency of subsidiaries established in Singapore and the People's Republic of China ("PRC") is denominated in Singapore dollars ("SGD") and Renminbi ("RMB") respectively. These consolidated financial statements have been approved for issue by the Board of Directors on 12 June 2019.

1. 一般資料

仁德資源控股有限公司(「本公司」)於香港註冊為有限責任公司，其股份在香港聯合交易所有限公司(「聯交所」)GEM上市。本公司之註冊辦事處及主要營業地點披露於本年報之公司資料一節。

本公司為一間投資控股公司。本公司及其附屬公司(以下統稱為「本集團」)之主要從事(i)提供裝修及工程服務(前稱「提供設計及裝修服務」)包括設計及裝修服務，以及其他工程及維修服務，(ii)提供設計及採購傢俱及相關產品服務(前稱「提供設計及採購室內陳設及裝飾材料服務」)；(iii)放債，以及(iv)美酒營銷。本集團持有證券及期貨條例第1類別，第4類別及第9類別規管業務牌照。金融服務業務(前稱「證券業務」)包括就證券提供意見以及證券交易及經紀服務及資產管理服務於年內尚未開展業務。同時，本集團於本年度內已設立一個倉庫及與一名供應商訂立主協議購買棚架設備。本集團預期於未來季度開展租賃建築設備業務。

除非另有指明，該等綜合財務報表乃以千港元(「港元」)(「千港元」)呈列。除於新加坡及中華人民共和國(「中國」)成立之附屬公司之功能貨幣分別為新加坡元(「新加坡元」)及人民幣(「人民幣」)外，港元為本公司及其香港附屬公司之功能貨幣。該等綜合財務報表已獲董事會於二零一九年六月十二日批准刊發。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

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

In the current year, the Group has applied the following new and revised HKFRSs, which include HKFRSs, Hong Kong Accounting Standards (“HKAS(s)”), amendments and interpretations (“Int(s)”), issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers
HKFRS 15 (Amendments)	Clarifications to HKFRS 15
HK (IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration
HKFRS 1 (Amendments)	As part of the Annual Improvements to HKFRS 2014-2016 Cycle
HKAS 28 (Amendments)	As part of the Annual Improvements to HKFRS 2014-2016 Cycle
HKFRS 2 (Amendments)	Classification and Measurement of Share-based Payment Transactions
HKFRS 4 (Amendments)	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
HKAS 40 (Amendments)	Transfers of Investment Property

2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）及公司條例

本年度，本集團已採納下列由香港會計師公會（「香港會計師公會」）頒佈之新訂及經修訂香港財務報告準則（包括香港財務報告準則、香港會計準則（「香港會計準則」）以及修訂及詮釋（「詮釋」））。

香港財務報告準則第9號	金融工具
香港財務報告準則第15號	來自客戶合約之收益
香港財務報告準則第15號（修訂本）	香港財務報告準則第15號之澄清
香港（國際財務報告詮釋委員會）財務報告準則詮釋第22號	外幣交易及預付代價
香港財務報告準則第1號（修訂本）	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
香港會計準則第28號（修訂本）	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
香港財務報告準則第2號（修訂本）	以股份為基礎之付款交易之分類及計量
香港財務報告準則第4號（修訂本）	應用香港財務報告準則第9號金融工具及香港財務報告準則第4號保險合約
香港會計準則第40號（修訂本）	轉讓投資物業

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

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

Except as described the impacts on adoption of HKFRS 9 and HKFRS 15 below, the application of the above new or revised standards, amendments and interpretations in the current year has had no material effect on the amounts reported in these consolidated financial statements and/or disclosures set out in these consolidated financial statements.

Impacts and changes in accounting policies on application of HKFRS 9 Financial Instruments

HKFRS 9 replaces the current standard on accounting for financial instruments, HKAS 39, Financial Instruments: Recognition and Measurement. HKFRS 9 introduces new requirements for classification and measurement of financial assets, calculation of impairment of financial assets and hedge accounting. On the other hand, HKFRS 9 incorporates without substantive changes the requirements of HKAS 39 for recognition and derecognition of financial instruments and the classification of financial liabilities.

The Group has applied HKFRS 9 retrospectively to items that existed at 1 April 2018 in accordance with the transition requirements. The Group has recognised the cumulative effect of initial application as an adjustment to the opening equity at 1 April 2018. Therefore, comparative information continues to be reported under HKAS 39.

2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）及公司條例（續）

惟以下所述應用之香港財務報告準則第9號及香港財務報告準則第15號影響除外，於本年度應用上述新訂或經修訂準則、修訂及詮釋對此等綜合財務報表呈報之金額及／或此等綜合財務報表載列之披露概無構成重大影響。

應用香港財務報告準則第9號金融工具的影響及會計政策變動

香港財務報告準則第9號將取代現行金融工具會計準則—香港會計準則第39號金融工具：確認及計量。香港財務報告準則第9號引入金融資產分類及計量、金融資產減值計算方法及對沖會計的新規定。另一方面，香港財務報告準則第9號並無就香港會計準則第39號有關金融工具確認及終止確認以及金融負債分類之規定作出實質性更改。

本集團已根據過渡規定對於二零一八年四月一日存續之項目追溯應用香港財務報告準則第9號。本集團已確認首次應用之累計效應作為對二零一八年四月一日期初權益之調整。因此，比較資料繼續根據香港會計準則第39號予以呈報。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

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

Impacts and changes in accounting policies on application of HKFRS 9 Financial Instruments (Continued)

Expected impacts of the new requirements on the Group’s consolidated financial statements are as follows:

(a) Classification and measurement

HKFRS 9 contains three principal classification categories for financial assets: measured at (1) amortised cost, (2) fair value through profit or loss (FVTPL) and (3) fair value through other comprehensive income (FVTOCI). The classification is determined based on the entity’s business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

On 1 April 2018 (the date of initial application of HKFRS 9), the Group’s management has assessed which business models apply to the financial assets held by the Group and has classified its financial instruments into the appropriate HKFRS 9 categories.

The financial assets currently held by the Group include debt instruments previously classified as loans and receivables which continue to be measured at amortised cost under HKFRS 9. Accordingly, there is no impact on the classification and measurement of its financial assets.

There will be no impact on the Group’s accounting for financial liabilities, as the HKFRS 9 only affect the accounting for financial liabilities that are designated at fair value through profit or loss and the Group does not have any such liabilities. The derecognition rules have been transferred from HKAS 39 and have not been changed.

The Group did not designate or redesignate any financial asset or financial liability at FVTPL.

2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）及公司條例（續）

應用香港財務報告準則第9號金融工具的影響及會計政策變動（續）

預期新規定將對本集團的綜合財務報表造成以下影響：

(a) 分類及計量

香港財務報告準則第9號載有金融資產的三個主要分類類別：按(1)攤銷成本、(2)按公平值計入損益及(3)按公平值計入其他全面收益計量。分類取決於實體管理金融資產之業務模式及金融資產之合約現金流量特性。

於二零一八年四月一日（首次應用香港財務報告準則第9號日期），本集團管理層已評估適用於本集團持有金融資產的業務模式，並已分類其金融工具為適當於香港財務報告準則第9號類別。

本集團目前持有的金融資產包括先前分類為貸款及應收款項的債務工具，繼續按香港財務報告準則第9號的攤銷成本計量。因此概無對本集團金融資產的分類及計量帶來影響。

由於香港財務報告準則第9號僅影響指定按公平值計入損益的金融負債的會計處理，而本集團並無有關負債，因此對本集團金融負債的會計處理並無影響。終止確認規定來自香港會計準則第39號及並無改變。

本集團並無指定或重新指定任何金融資產或金融負債為按公平值計入損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

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

Impacts and changes in accounting policies on application of HKFRS 9 Financial Instruments (Continued)

(b) Impairment

The new impairment model in HKFRS 9 replaces the “incurred loss” model in HKAS 39 with an “expected credit loss” model. Under the expected credit loss (“ECL”) model, it will no longer be necessary for a loss event to occur before an impairment loss is recognised. Instead, an entity is required to recognise and measure expected credit losses as either 12-month expected credit losses or lifetime expected credit losses, depending on the asset and the facts and circumstances. This new impairment model may result in an earlier recognition of credit losses on the Group’s trade receivables and other financial assets.

The following table summarises the impacts of transition to HKFRS 9 on accumulated losses and reserves at 1 April 2018.

2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）及公司條例（續）

應用香港財務報告準則第9號金融工具的影響及會計政策變動（續）

(b) 減值

香港財務報告準則第9號中之新減值模式以「預期信貸虧損」模式取代香港會計準則第39號之「已產生虧損」模式。根據預期信貸虧損模式，毋須再待發生虧損事件後方確認減值虧損。取而代之，實體須根據資產及事實情況以12個月預期信貸虧損或全期預期信貸虧損確認及計量預期信貸虧損。新減值模式可能導致本集團提早就應收貿易賬款及其他金融資產確認信貸虧損。

下表概述過渡香港財務報告準則第9號對二零一八年四月一日之累計虧損及儲備的影響。

HK\$'000
千港元

Accumulated losses	累計虧損	
Recognition of additional expected credit losses on	就以下各項確認額外預期信貸虧損	
– Loan and interest receivables	– 應收貸款及利息	242
Net increase in accumulated losses at 1 April 2018	於二零一八年四月一日的 累計虧損增加淨額	242

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS”) AND COMPANIES ORDINANCE (Continued)

Impacts and changes in accounting policies on application of HKFRS 9 Financial Instruments (Continued)

(b) Impairment (Continued)

The following table reconciles the closing allowance for impairment of loan and interest receivables determined in accordance with HKAS 39 as at 31 March 2018 with the opening allowance for impairment of loan and interest receivables determined in accordance with HKFRS 9 as at 1 April 2018.

Allowance for impairment of loan and interest receivables	應收貸款及利息款項減值撥備	HK\$'000 千港元
Allowance for impairment of loan and interest receivables at 31 March 2018 under HKAS 39	根據香港會計準則第39號於二零一八年三月三十一日的應收貸款及利息款項減值撥備	-
Additional credit loss recognised at 1 April 2018	於二零一八年四月一日確認的額外信貸虧損	242
Allowance for impairment of loan and interest receivables at 1 April 2018 under HKFRS 9	根據香港財務報告準則第9號於二零一八年四月一日的應收貸款及利息款項減值撥備	242

For trade receivables, retention money receivables and contract assets, the Group applies a simplified model of recognising lifetime ECL as these items do not have a significant financing component. The Group uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses. As at 1 April 2018, no additional credit loss allowance has been recognised against accumulated losses and respective assets since certain of the trade receivables as at 31 March 2018 have been impaired and the impacts on adoption of HKFRS 9 on remaining trade receivables, retention money receivables and contract assets as at 31 March 2018 was not significant.

While bank balances and cash are also subject to the impairment requirements of HKFRS 9, the identified impairment loss was immaterial.

Except as described above, the application of HKFRS 9 has had no material impact on the amounts reported set out in these consolidated financial statements.

2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）及公司條例（續）

應用香港財務報告準則第9號金融工具的影響及會計政策變動（續）

(b) 減值（續）

下表為根據香港會計準則第39號於二零一八年三月三十一日釐定的期末應收貸款及利息款項減值撥備與根據香港財務報告準則第9號於二零一八年四月一日釐定的期初應收貸款及利息款項減值撥備的對賬。

就貿易應收款項、應收保留金及合約資產而言，本集團採用簡化模式確認終身預期信貸虧損，概因該等項目並無重大融資成分。本集團憑藉其過往經驗、外部指標及前瞻性資料計算預期信貸虧損。於二零一八年四月一日，並未於累計虧損及相關資產確認額外信貸虧損撥備，由於於二零一八年三月三十一日之貿易應收款項已作部份減值及應用香港財務報告準則第9號對於二零一八年三月三十一日餘下之貿易應收款項、應收保留金及合約資產沒有重大影響。

雖然銀行結餘及現金亦須按香港財務報告準則第9號的減值規定處理，已識別的減值虧損為並不重大。

除上文所述者外，應用香港財務報告準則第9號對該等綜合財務報表所載之呈報金額概無重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") AND COMPANIES ORDINANCE (Continued)

Impacts and changes in accounting policies on application of HKFRS 15 Revenue from Contracts with Customers

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

The Group has elected to use the cumulative effect transition method and has recognised the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 April 2018. Therefore, comparative information has not been restated and continues to be reported under HKAS 11 and HKAS 18.

There is no significant impact of transition to HKFRS 15 on accumulated losses at 1 April 2018.

Further details of the nature and effect of the changes on previous accounting policies are set out below:

(i) Timing of revenue recognition

Previously, revenue arising from construction contracts and provision of services was recognised over time, whereas revenue from sale of goods was generally recognised at a point in time when the risks and rewards of ownership of the goods had passed to the customers, while interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Under HKFRS 15, revenue is recognised when the customer obtains control of the promised good or service in the contract. This may be at a single point in time or over time. HKFRS 15 identifies the following three situations in which control of the promised good or service is regarded as being transferred over time:

- a. When the customer simultaneously receives and consumes the benefits provided by the entity's performance, as the entity performs;
- b. When the entity's performance creates or enhances an asset (for example work in progress) that the customer controls as the asset is created or enhanced;
- c. When the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）及公司條例（續）

應用香港財務報告準則第15號來自客戶合約的收益的影響及會計政策變動

香港財務報告準則第15號制訂確認收益及客戶合約部分成本的全面框架。香港財務報告準則第15號取代香港會計準則第18號收益（其涵蓋自銷售貨品及提供服務產生的收益）及香港會計準則第11號建築合約（其指定建築合約的會計方法）。

本集團已選擇使用累計影響過渡方法及已確認首次應用的累計影響為二零一八年四月一日期初結餘的調整。因此，並無重列比較資料及繼續根據香港會計準則第11號及香港會計準則第18號報告。

過渡至香港財務報告準則第15號對二零一八年四月一日的累計虧損並無重大影響。

過往會計政策的性質及變動影響詳情載列如下：

(i) 收益確認的時間

來自建築合約及提供服務產生的收益按時間確認，其中來自銷售貨品的收益通常於貨品的所有權風險及回報已轉移至客戶時確認。而利息收入參考未償還本金以適用實際利率按時間基準累計。

根據香港財務報告準則第15號，收益於客戶取得合約中承諾的商品或服務的控制權時確認。這可能是單一的時間點或隨時間推移。香港財務報告準則第15號確認以下三種情況，承諾的商品或服務的控制權被視為隨時間轉移：

- a. 於客戶同時收取及享有實體履約提供的利益時（實體履約時）；
- b. 於實體履約創造或提升客戶控制的資產（例如在建工程）時（於資產被創造或提升時）；
- c. 於實體履約不創造實體具有其他用途的資產及實體擁有迄今已完成履約的付款的可強制執行權利時。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

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

Impacts and changes in accounting policies on application of HKFRS 15 Revenue from Contracts with Customers (Continued)

(i) Timing of revenue recognition (Continued)

If the contract terms and the entity's activities do not fall into any of these 3 situations, then under HKFRS 15 the entity recognises revenue for the sale of that good or service at a single point in time, being when control has passed. Transfer of risks and rewards of ownership is only one of the indicators that is considered in determining when the transfer of control occurs.

The adoption of HKFRS 15 does not have a significant impact on the timing of revenue recognition of the business of the Group.

(ii) Timing of recognition of contract costs

Under HKFRS 15, if the costs incurred in fulfilling a contract with a customer are not within the scope of another standard, assets shall only be recognised if the costs incurred (i) relate directly to a contract or an anticipated contract that can be specifically identified; (ii) generate or enhance resources of the entity that will be used in satisfying performance obligations in the future; and (iii) are expected to be recovered. Costs that relate to satisfied performance obligations (or partially satisfied performance obligations) in the contracts and costs for which an entity cannot distinguish whether the costs relate to unsatisfied performance obligations or to satisfied performance obligations shall be expensed as incurred under HKFRS 15.

Previously, contract costs of the Group are recognised by reference to the stage of completion of the contract, which was measured by reference to the percentage of the estimated total revenue for the contracts entered into by the Group that have been performed to date. Under HKFRS 15, contract costs that related to satisfy performance obligations are expensed as incurred. The adoption of HKFRS 15 does not have a significant impact on the timing of recognition of contract costs.

2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）及公司條例（續）

應用香港財務報告準則第15號來自客戶合約的收益的影響及會計政策變動（續）

(i) 收益確認的時間（續）

倘合約條款及實體的活動不屬於任何該等三種情況，則根據香港財務報告準則第15號，實體於單一時間點（即控制權轉移時）確認銷售商品或服務的收益。所有權的風險及回報僅為被視為釐定發生控制權轉移的指標之一。

採納香港財務報告準則第15號不會對本集團之業務確認收益的時間產生重大影響。

(ii) 確認合約成本的時間

根據香港財務報告準則第15號，倘履行與客戶的合約產生的成本不屬於另一準則的範圍，有關資產僅可於產生成本的情況下確認(i)與合約或可具體確認的預期合約直接有關；(ii)產生或提升實體資源將用於履行日後的履約責任；及(iii)預期可予收回。與合約中支付履約責任（或部分支付履約責任）有關的成本及實體無法識別該成本是否與未支付的履約責任或將予支付的履約責任有關的成本須根據香港財務報告準則第15號支銷為已產生成本。

過往，本集團的合約成本參考完成合約分階段確認，即參考本集團所訂立迄今已履行的合約的估計總收益的百分比計量。根據香港財務報告準則第15號，與支付履約責任有關的合約成本支銷為已產生成本。採納香港財務報告準則第15號對確認合約成本的時間點並無重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

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

Impacts and changes in accounting policies on application of HKFRS 15 Revenue from Contracts with Customers (Continued)

(iii) Presentation of contract assets and liabilities

Under HKFRS 15, a receivable is recognised only if the Group has an unconditional right to consideration. If the Group recognises the related revenue before being unconditionally entitled to the consideration for the promised goods and services in the contract, then the entitlement to consideration is classified as a contract asset. Similarly, a contract liability, rather than a payable, is recognised when a customer pays consideration, or is contractually required to pay consideration and the amount is already due, before the Group recognises the related revenue. For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

Previously, contract balances relating to construction contracts in progress were presented in the statement of financial position under “amounts due from customers for contract work” or “amounts due to customers for contract work” respectively. Receivables for which the Group’s entitlement to the consideration was conditional on achieving certain milestones or satisfactory completion for retention period were presented in the statement of financial position as “retention money receivables” under “trade and other receivables”.

To reflect these changes in presentation, the Group has made the following adjustments at 1 April 2018, as a result of the adoption of HKFRS 15:

- a. “amounts due from customers for contract work” and “retention money receivables” under “trade and other receivables” amounting to approximately HK\$163,000 and HK\$1,844,000 respectively, are now included under contract assets; and
- b. “amounts due to customers for contract work” amounting to approximately HK\$166,000 is now included under contract liabilities.

2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）及公司條例（續）

應用香港財務報告準則第15號來自客戶合約的收益的影響及會計政策變動（續）

(iii) 合約資產及負債的呈列

香港財務報告準則第15號，應收款項僅當本集團擁有代價的無條件權利時方可確認。倘本集團於合約中所承諾的商品及服務的代價成為無條件權利前確認相關收益，則代價的權利被分類為合約資產。類似地，於集團確認相關收益前，客戶支付代價或合約上須支付代價且該金額已到期，則確認為合約負債（而非應付款項）。就與客戶的單一合約而言，呈列合約資產淨值或合約負債淨額。就多份合約而言，不相關合約的合約資產及合約負債不會按淨額基準呈列。

以往，與進行中的建築合約有關的合約結餘於財務狀況表中「應收客戶合約工程款項」或「應付客戶合約工程款項」下呈列。有關本集團收取代價的權利的應收款項須待達成若干里程碑或信納保留期間的完成於財務狀況表中「貿易及其他應收款項」下呈列為「應收保留金額」後方可作實。

為反映該等呈列變動，本集團因採納香港財務報告準則第15號已於二零一八年四月一日作出以下調整：

- a. 「貿易及其他應收款項」下的「應收客戶合約工程款項」及「應收保留金額」金額分別約為163,000港元及1,844,000港元現納入合約資產項下；及
- b. 「應付客戶合約工程款項」約166,000港元現納入合約負債項下。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS”) AND COMPANIES ORDINANCE (Continued)

Impacts and changes in accounting policies on application of HKFRS 15 Revenue from Contracts with Customers (Continued)

(iv) Disclosure of the estimated impact on the amounts reported in respect of the year ended 31 March 2019 as a result of the adoption of HKFRS 15 on 1 April 2018

The following tables summarise the estimated impacts on the adoption of HKFRS 15 on the Group’s consolidated financial statements for the year ended 31 March 2019, by comparing the amounts reported under HKFRS 15 in these consolidated financial statements with estimates of the hypothetical amounts that would have been recognised under HKAS 18 and HKAS 11 if those superseded standards had continued to be applied in 2018 instead of HKFRS 15. These tables show only line items impacted by the adoption of HKFRS 15.

2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）及公司條例（續）

應用香港財務報告準則第15號來自客戶合約的收益的影響及會計政策變動（續）

(iv) 就截至二零一九年三月三十一日止年度披露因於二零一八年四月一日採納香港財務報告準則第15號而列報的金額之估計影響

下表就本集團截至二零一九年三月三十一日止年度的綜合財務報表而總結採納香港財務報告準則第15號的估計影響，方式是將此等綜合財務報表中按香港財務報告準則第15號列報的金額，與本來按香港會計準則第18號及香港會計準則第11號確認的假定金額估計數字作比較（倘該等被替代準則（而非香港財務報告準則第15號）一直適用於二零一八年）。此等列表僅顯示該等受採納香港財務報告準則第15號影響的項目：

Impacts on changes in accounting policies 會計政策變動的影響

	Amounts reported in accordance with HKFRS 15 根據香港財務 報告準則第15號 呈報的金額 HK\$'000 千港元	Impact of the adoption of HKFRS 15 採用香港財務 報告準則第15號 的影響 HK\$'000 千港元	Hypothetical amounts under HKASs 18 and 11 香港會計準則 第18及11號下 的假定金額 HK\$'000 千港元
Impact of transition to HKFRS 15 on line items in the consolidated statement of financial position as at 1 April 2018:			
Assets			
Contract assets	2,007	2,007	-
Trade and other receivables	5,146	(1,844)	6,990
Amounts due from customers for contract work	-	(163)	163
Liabilities			
Contract liabilities	166	166	-
Amounts due to customers for contract work	-	(166)	166
Equity			
Accumulated losses before adoption of HKFRS 9	(44,034)	-	(44,034)

過渡至香港財務報告準則第15號就二零一八年四月一日綜合財務狀況表中項目之影響：

資產

合約資產
貿易及其他應收款項
應收客戶合約工程款項

負債

合約負債
應付客戶合約工程款項

權益

採納香港財務報告準則第9號前之累計虧損

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

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

Impacts and changes in accounting policies on application of HKFRS 15 Revenue from Contracts with Customers (Continued)

(iv) Disclosure of the estimated impact on the amounts reported in respect of the year ended 31 March 2019 as a result of the adoption of HKFRS 15 on 1 April 2018 (Continued)

2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）及公司條例（續）

應用香港財務報告準則第15號來自客戶合約的收益的影響及會計政策變動（續）

(iv) 就截至二零一九年三月三十一日止年度披露因於二零一八年四月一日採納香港財務報告準則第15號而列報的金額之估計影響（續）

Impacts on changes in accounting policies

	Amounts reported in accordance with HKFRS 15 根據香港財務報告準則第15號呈報的金額 HK\$'000 千港元	Impacts on changes in accounting policies 會計政策變動的影響	
		Impact of the adoption of HKFRS 15 採用香港財務報告準則第15號的影響 HK\$'000 千港元	Hypothetical amounts under HKASs 18 and 11 香港會計準則第18及11號下的假定金額 HK\$'000 千港元
Line items in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2019 impacted by the adoption of HKFRS 15:	採納香港財務報告準則第15號影響的截至二零一九年三月三十一日止年度綜合損益及其他全面收益表中之項目：		
Revenue	收益	28,150	30,107
Cost of sales	銷售成本	(20,503)	(22,460)
		7,647	7,647
Impact of transition to HKFRS 15 on accumulated losses at 1 April 2018	過渡至香港財務報告準則第15號對二零一八年四月一日的累計虧損之影響	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

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

Impacts and changes in accounting policies on application of HKFRS 15 Revenue from Contracts with Customers (Continued)

(iv) Disclosure of the estimated impact on the amounts reported in respect of the year ended 31 March 2019 as a result of the adoption of HKFRS 15 on 1 April 2018 (Continued)

2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）及公司條例（續）

應用香港財務報告準則第15號來自客戶合約的收益的影響及會計政策變動（續）

(iv) 就截至二零一九年三月三十一日止年度披露因於二零一八年四月一日採納香港財務報告準則第15號而列報的金額之估計影響（續）

Impacts on changes in accounting policies

	Amounts reported in accordance with HKFRS 15 根據香港財務報告準則第15號 呈報的金額 HK\$'000 千港元	Impacts on changes in accounting policies 會計政策變動的影響	
		Impact of the adoption of HKFRS 15 採用香港財務報告準則第15號 的影響 HK\$'000 千港元	Hypothetical amounts under HKASs 18 and 11 香港會計準則第18及11號下 的假定金額 HK\$'000 千港元
Line items in the consolidated statement of financial position as at 31 March 2019 impacted by the adoption of HKFRS 15:			
Assets			
Contract assets	5,170	5,170	-
Trade and other receivables	19,212	(541)	19,753
Amounts due from customers for contract work	-	(4,629)	4,629
Liabilities			
Contract liabilities	109	109	-
Amounts due to customers for contract work	-	(109)	109

Except as described above, the application of HKFRS 15 has had no material impact on the amounts reported set out in these consolidated financial statements.

除上文所述者外，應用香港財務報告準則第15號對該等綜合財務報表所呈報金額並無重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

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

New and revised HKFRSs issued but not yet effective

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

HKFRS 16	<i>Leases</i> ¹
HKFRS 17	<i>Insurance Contracts</i> ³
HK (IFRIC) – Int 23	<i>Uncertainty over Income Tax Treatments</i> ¹
HKFRS 9 (Amendments)	<i>Prepayment Features with Negative Compensation</i> ¹
HKFRS 10 and HKAS 28 (Amendments)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁴
HKAS 19 (Amendments)	<i>Plan Amendment, Curtailment or Settlement</i> ¹
HKAS 28 (Amendments)	<i>Long-term Interests in Associates and Joint Ventures</i> ¹
Annual Improvements to HKFRSs	<i>Annual Improvements to HKFRS Standards 2015–2017 Cycle</i> ¹
HKFRS 3 (Amendments)	<i>Definition of a Business</i> ²
HKAS 1 and HKAS 8 (Amendments)	<i>Definition of Material</i> ²

¹ Effective for annual periods beginning on or after 1 January 2019

² Effective for annual periods beginning on or after 1 January 2020

³ Effective for annual periods beginning on or after 1 January 2021

⁴ Effective date not yet been determined

The directors of the Company anticipate that, except as described below, the application of the new and revised HKFRSs will have no material impact on the results and the financial position of the Group.

2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）及公司條例（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用下列已頒佈惟尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第16號	<i>租賃</i> ¹
香港財務報告準則第17號	<i>保險合約</i> ³
香港（國際財務報告詮釋委員會）詮釋第23號	<i>所得稅處理的不確定性</i> ¹
香港財務報告準則第9號（修訂本）	<i>具有負補償特性之預付款項</i> ¹
香港財務報告準則第10號及香港會計準則第28號（修訂本）	<i>投資者與其聯營公司或合營公司間資產出售或投入</i> ⁴
香港會計準則第19號（修訂本）	<i>計劃修訂、縮減或清償</i> ¹
香港會計準則第28號（修訂本）	<i>於聯營公司及合營公司的長期權益</i> ¹
香港財務報告準則年度改進	<i>香港財務報告準則二零一五年至二零一七年週期之年度改進</i> ¹
香港財務報告準則第3號（修訂本）	<i>業務定義</i> ²
香港會計準則第1號及香港會計準則第8號（修訂本）	<i>重大的定義</i> ²

¹ 於二零一九年一月一日或以後開始之年度期間生效

² 於二零二零年一月一日或以後開始之年度期間生效

³ 於二零二一年一月一日或以後開始之年度期間生效

⁴ 生效日期尚未確定

本公司董事預期，除下文所述者外，應用新訂及經修訂香港財務報告準則不會對本集團之業績及財務狀況造成重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

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

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

HKFRS 16 Leases

HKFRS 16 was issued in January 2016. It requires almost all leases of lessees to be recognized on the consolidated statement of financial position, as the distinction between operating and finance leases is removed. The accounting for lessors will not significantly change. Under the new standard, the right to use the leased item and the duty to pay rent are recognized as an asset and a financial liability respectively. The only exceptions are short-term and low-value leases. The standard will affect primarily the accounting for operating leases of the Group. The standard permits either a full retrospective or a modified retrospective approach for the adoption.

Upon adoption of HKFRS 16 the majority of operating lease commitments will be recognized in the consolidated statement of financial position, as lease liabilities and right-of-use assets. The lease liabilities would subsequently be measured at amortized cost and the right-of-use asset will be depreciated on a straight-line basis during the lease term.

As at 31 March 2019, the Group’s total future minimum lease payments under non-cancellable operating lease were approximately HK\$19,291,000. A preliminary assessment indicates that these arrangements will meet the definition of a lease under HKFRS 16, and hence, the Group will recognize a right-of-use asset and a corresponding lease liability in respect of all the leases unless they qualify for low value or short-term leases upon the application of HKFRS 16. In addition, the application of new requirement may result in changes in measurement, presentation and disclosure as indicated above.

The Group does not intend to adopt the standard before its effective date. The Group intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to first adoption.

2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）及公司條例（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號於二零一六年一月頒佈。其規定幾乎所有承租人的租賃均於綜合財務狀況表中確認，此乃由於經營租賃與融資租賃之間的區別被移除。出租人的會計處理將不會有重大變動。根據新訂準則，租賃項目之使用權及繳納租金的責任會分別被確認為資產及金融負債，惟短期及低值租賃不在此列。該準則主要影響本集團經營租賃之會計處理。此準則容許全面追溯採納或經修改追溯方式採納。

採納香港財務報告準則第16號後，大部分經營租賃承擔將於綜合財務狀況表確認為租賃負債及有使用權資產。租賃負債隨後可按攤銷成本計量，而有使用權資產將於租期內按直線基準折舊。

於二零一九年三月三十一日，本集團於不可撤銷營運租賃項下的未來最低租賃付款總額約為19,291,000港元。初步評估指出，該等安排將符合香港財務報告準則第16號項下的租賃定義，故此，本集團將確認使用權資產以及有關所有租賃的相應租賃負債，除非彼等於應用香港財務報告準則第16號時符合低價值或短期租賃的條件。此外，如上文所示，應用新規定可能導致計量、呈列及披露出現變動。

本集團並不打算於其生效日期前採納準則。本集團擬應用簡化過渡方法，且將不會在首次採納時重列過往年度之比較數字。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

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

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

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

HK (IFRIC) – Int 23, issued in July 2017, addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as “uncertain tax positions”). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. The interpretation is to be applied retrospectively, either fully retrospectively without the use of hindsight or retrospectively with the cumulative effect of application as an adjustment to the opening equity at the date of initial application, without the restatement of comparative information. The Group expects to adopt the interpretation from 1 January 2019. The interpretation is not expected to have any significant impact on the Group’s financial statements.

Amendments to HKAS 19 Plan Amendment, Curtailment or Settlement

Amendments to HKAS 19, issued in February 2018, require entities to use the updated actuarial assumptions to determine current service cost and net interest for the remainder of the annual reporting period after such an event. The amendments also clarify how the requirements for accounting for a plan amendment, curtailment or settlement affect the asset ceiling requirements, but do not address the accounting for “significant market fluctuations” in the absence of a plan amendment, curtailment or settlement.

2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）及公司條例（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（國際財務報告詮釋委員會）— 詮釋第23號所得稅待遇之不確定性

香港（國際財務報告詮釋委員會）— 詮釋第23號於二零一七年七月頒佈，處理當稅務處理涉及影響應用香港會計準則第12號之不確定性（通常稱為「不確定稅務狀況」）時，對所得稅（即期及遞延）之會計處理方式。該詮釋並不適用於香港會計準則第12號範疇外之稅項或徵稅，亦具體不包括與不確定稅務待遇相關之利息及處罰之規定。該詮釋具體處理(i)實體是否分開考慮不確定稅務待遇；(ii)實體就稅務機關檢查稅務處理作出之假設；(iii)實體如何釐定應課稅溢利或稅務虧損、稅基、未動用稅務虧損、未動用稅務抵免及稅率；及(iv)實體如何考慮事實及情況之變動。該詮釋將追溯應用，論是全面追溯應用而毋須採用事後確認或追溯應用而應用之累計影響作為對首次應用日期之期初權益之調整，而毋須重列比較資料。本集團預期將自二零一九年一月一日起採納該詮釋。該詮釋預期將不會對本集團之財務報表造成任何重大影響。

香港會計準則第19號（修訂本）計劃修訂、縮減或清償

香港會計準則第19號（修訂本）於二零一八年二月頒佈，要求實體使用經更新精算假設，以釐定現行服務成本及於該事件後之剩餘年度報告期間之淨利息。該等修訂亦澄清有關計劃修訂、遏止或解決之會計處理規定如何影響資產上限規定，惟並無處理在並無計劃修訂、遏止或解決下之「重大市場波動」之會計處理。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

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

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

HKFRS 3 (Amendments) Definition of a business

Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 April 2020.

HKAS 1 and HKAS 8 (Amendments) Definition of Material

Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 April 2020. The amendments are not expected to have any significant impact on the Group’s financial statements.

2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）及公司條例（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3號（修訂本）業務定義

香港財務報告準則第3號的修訂本釐清並提供有關業務的定義的額外指引。該修訂本釐清，就一系列將被視為業務的綜合活動及資產而言，其至少包括可對創造產出能力有重大貢獻的投入及實質性進程。一項業務可不包括用於創造產出的所有投入及進程。該修訂本取消了對市場參與者是否有能力獲得業務並繼續產生產出的評估。相反，著力於評估已獲得投入及已獲得實質性進程是否共同對創造產出的能力作出重大貢獻。該修訂本亦縮小了收益的定義，重點關注向客戶提供的貨品或服務、投資收入或普通活動的其他收入。此外，修訂本提供指導，以評估已獲得進程是否屬實質性，並引入可選公平值集中測試，以便簡單評估所獲得的一系列活動及資產是否歸屬於業務。本集團預期即將自二零二零年四月一日起採用該等修訂本。

香港會計準則第1號及香港會計準則第8號（修訂本）重大的定義

香港會計準則第1號及香港會計準則第8號的修訂本為重大提供一個新的定義。新定義訂明，倘資料遺漏、失實或模糊不清，而可能合理預期影響一般用途財務報表的主要使用者按該等財務報表作出的決定，則資料屬重大。該等修訂本釐清，重要性將視乎資料的性質或量級而定。資料失實如可能合理預期影響主要使用者作出的決定，則屬重大。本集團預期即將自二零二零年四月一日起採用該等修訂本。該等修訂本預期不會對本集團的財務報表造成任何重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

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

The consolidated financial statements have been prepared on the historical cost basis except for investment property that is measured at fair values.

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 in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. Details of fair value measurement are explained in the accounting policies set out below.

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 (i.e. its subsidiaries). If a subsidiary prepares its financial statements using accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that subsidiary's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

Control is achieved where the Group has: (i) the power over the investee; (ii) exposure, or rights, to variable returns from its involvement with the investee; and (iii) the ability to use its power over the investee to affect the amount of the Group's returns. When the Group has less than a majority of the voting rights of an investee, power over the investee may be obtained through: (i) a contractual arrangement with other vote holders; (ii) rights arising from other contractual arrangements; (iii) the Group's voting rights and potential voting rights; or (iv) a combination of the above, based on all relevant facts and circumstances.

3. 重大會計政策

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括香港聯合交易所有限公司GEM證券上市規則以及香港公司條例之適用披露事項。

綜合財務報表按歷史成本基準編製（以公平值計量之投資物業除外）。

歷史成本一般以就交換貨品及服務而給予之代價公平值為基準。

公平值為市場參與者在現時市況下於計量日期在一個主要（或最有利的）市場按有序交易出售資產所收取的價格或轉讓負債所支付的價格（即平倉價格），不論該價格是否可直接觀察或使用另一項估值技術作出估計。公平值計量按以會計政策解釋。

主要會計政策載列如下。

綜合賬目基準

綜合財務報表包括本公司及本公司所控制之實體（其附屬公司）之財務報表。倘若附屬公司，對類似情況下的相同交易和事項，採用了不同於綜合財務報表所採用的會計政策，其財務報表在用於編製綜合財務報表時，應作適當的調整，以保證與集團的會計政策保持一致。

倘若本集團出現以下情況，即擁有控制權：(i)對被投資方擁有控制權；(ii)承擔或具有從參與被投資方營運所得可變回報之風險或權利；及(iii)有能力利用其權力控制被投資方從而影響其回報。當本集團擁有被投資者之投票權不足大多數，則可透過：(i)與其他投票權持有人訂立合約安排；(ii)產生自其他合約安排的權利；(iii)本集團之投票權及潛在投票權；或(iv)根據所有相關事實及情況，結合上述方法，以取得對被投資者之控制權。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Basis of consolidation (Continued)

The Company reassess whether it controls an investee if facts and circumstances indicate that there are changes to one or more of these elements of control stated above.

Consolidation of a subsidiary begins when the Group obtains control of the subsidiary and cease when the Group loses control of the subsidiary.

Income and expenses of subsidiaries 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.

Profit or loss and each component of other comprehensive income of subsidiaries 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.

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

Business combinations

The Group applies the acquisition method to account for business combinations except for business combinations under common control. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

3. 重大會計政策 (續)

綜合賬目基準 (續)

倘有事實及情況顯示上述控制因素之一項或多項出現變化，本集團將重新評估其是否控制被投資方。

附屬公司於本集團取得附屬公司之控制權時開始綜合入賬，並於本集團失去附屬公司之控制權時終止。

附屬公司之收入及開支，以及其他綜合收入會由本集團取得控制權當日直至本集團終止控制附屬公司當日計入綜合損益及其他全面收益表。

附屬公司之收益或損失和其他全面收益的各部分均歸屬於本公司的所有者和非控制性權益。附屬公司的全面收益總額歸屬於本公司的所有者和非控制性權益，即使這將導致非控制性權益產生赤字差額。

所有集團內之資產及負債、股本、收入、開支以及與集團實體之間的交易相關的現金流動乃於綜合賬目時全數撤銷。

業務合併

本集團應用收購法為業務合併入賬，惟共同控制下的業務合併則除外。收購一間附屬公司所轉讓的代價為所轉移資產、所產生負債及本集團發行股權的公平值。所轉讓的代價包括或然代價安排產生的任何資產或負債的公平值。在業務合併過程中購入的可識別資產以及承擔的負債及或有負債，均於收購當日按其公平值作出初步計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Business combinations (Continued)

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by HKFRS.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit and loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with HKAS 39 either in profit and loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated income statement.

3. 重大會計政策 (續)

業務合併 (續)

本集團按個別收購基準，確認在被收購方的任何非控股權益。被收購方的非控股權益為現時的擁有權權益，並賦予其持有人權利在一旦清盤時按比例分佔實體的淨資產，可按公平值或按現時擁有權權益應佔被收購方可識別淨資產的確認金額比例而計量。非控股權益的所有其他組成部分按收購日期的公平值計量，除非香港財務報告準則規定必須以其他計量基準計算。

收購相關成本在產生時支銷。

倘業務合併分階段進行，收購方先前持有的被收購方股本權益於收購日期的賬面值乃重新計量至收購日期的公平值；此重新計量所產生的任何收益或虧損於損益中確認。

本集團所轉讓的任何或然代價將在收購當日按公平值確認。被視為一項資產或負債的或然代價公平值的後續變動，將按照香港會計準則第39號確認為損益或其他全面收益變動。分類為權益的或然代價毋須重新計量，而其後結算於權益入賬。

所轉讓代價、被收購方任何非控股權益金額及任何先前於被收購方的股權於收購日期的公平值高於所收購可識別資產淨值的公平值的部份均入賬為商譽。就議價購買而言，如轉讓代價、已確認非控股權益及先前持有的計量權益總額低於所收購附屬公司資產淨值的公平值，其差額直接在綜合收益表中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Separate financial statements

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

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

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors that makes strategic decisions.

Revenue recognition

Accounting policies applied from 1 April 2018

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts, returns and value added taxes.

Revenue is recognised when, or as, the control of the goods or services is transferred to the customer. Depending on the terms of the contract and the laws applicable, control of the goods and services may be transferred over time or at a point in time. Control of the goods and services is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates and enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

3. 重大會計政策 (續)

獨立財務報表

於本公司財務狀況表內，於附屬公司之投資是按成本扣除減值虧損後入賬。附屬公司之業績由本公司按已收及應收股息基準入賬。

倘股息超過附屬公司於宣派股息期間之全面收入總額或倘於獨立財務報表內投資之賬面值超過被投資方之資產淨值（包括商譽）於綜合財務報表內之賬面值，則於自該等投資收取股息時，須對於附屬公司之投資進行減值測試。

分部報告

經營分部的呈報方式與向主要經營決策者提供內部報告的方式一致。作出策略性決定的執行董事為主要經營決策者，負責分配資源及評估經營分部表現。

收益確認

由二零一八年四月一日起應用的會計政策

收益按已收或應收代價的公平值計算，並代表就所供應貨品應收的款項，扣除折扣、退貨及增值稅列賬。

收益於產品或服務的控制權轉讓予客戶時確認。視乎合約條款及適用的法律，商品及服務控制權可於一段時間內或某一時間點轉讓。倘本集團履約時符合以下各項，則商品及服務控制權於一段時間內轉讓：

- 提供客戶同時收取及消耗的所有利益；
- 本集團履約時創建並提升客戶所控制的資產；或
- 沒有創建對本集團而言有其他用途的資產，而本集團可強制執行其權利收回累計至今已完履約部分的款項。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Revenue recognition (Continued)

Accounting policies applied from 1 April 2018

(Continued)

If control of the goods and services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods and services.

The Group bases its estimates of return on historical results, taking into consideration the type of customers, the type of transactions and the specifics of each arrangement. Revenue is recognised as follows:

(a) *Sales of goods*

The Group sells fine and rare wines. Revenue from sales of fine and rare are recognised when control of the products has transferred, being when the products are delivered to the customers, and there is no unfulfilled obligation that could affect the customers' acceptance of the products. Delivery occurs when the products have been delivered to the specified location, the risks of obsolescence and loss have been transferred to the customers, and either the customers has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

Revenue from these sales is recognised based on the price specified in the contract or invoice.

No contract liability and right to the returned goods are recognised as insignificant amount of returns are expected based on previous experience.

As receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

3. 重大會計政策 (續)

收益確認 (續)

由二零一八年四月一日起應用的會計政策 (續)

倘商品及服務控制權於一段時間內轉讓，收益將於整個合約期間參考已完成履約責任的進度確認。否則，收益則於客戶取得商品及服務控制權的時間點確認。

本集團會根據其往績並考慮客戶類別、交易種類及每項安排的特點估計回報。收益按以下方式確認：

(a) *商品銷售*

本集團銷售美酒。銷售美酒的收益於轉讓產品控制權（即產品交付客戶時）且並無影響客戶接收產品的未履行責任時確認。當產品運送至指定地點，陳舊及虧損風險已轉讓予客戶，且客戶根據銷售合約接納產品、接收條款已過期或本集團有客觀證據顯示已經履行所有接收條件，則代表發生交付。

該等銷售的收益根據合約或發票訂明的價格確認。

由於根據過往經驗，預期退還商品的數目極低，因此不會確認退還商品的合約負債及權利。

應收款項於商品交付時確認，此乃由於付款於該時間點只需待時間過去代價即須到期支付，代價因此於該時間點成為無條件所致。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Revenue recognition (Continued)

Accounting policies applied from 1 April 2018

(Continued)

(b) Revenue from contracts with customers

A contract with a customer is classified by the Group as a construction contract when the contract relates to work on assets under the control of the customer and therefore the Group's construction activities create or enhance an asset under the customer's control.

When the outcome of a construction contract can be reasonably measured, revenue from the contract is recognised over time using the output method, i.e. based on direct measurements of the value of services delivered or surveys of work performed and the estimated total revenue for the contracts entered into by the Group.

If construction projects have no alternative use to the Group contractually and the Group has an enforceable right to payment from the customers for performance completed to date, the Group satisfies the performance obligation over time and therefore, recognises revenue over time in accordance with the input method for measuring progress.

The likelihood of contract variations, claims and liquidated damages are taken into account in making these estimates, such that revenue is only recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur.

When the outcome of the contract cannot be reasonably measured, revenue is recognised only to the extent of contract costs incurred that are expected to be recovered.

If at any time the costs to complete the contract are estimated to exceed the remaining amount of the consideration under the contract, then a provision is recognised.

The excess of cumulative revenue recognised in profit or loss over the cumulative billings to customers is recognised as contract assets. The excess of cumulative billings to customers over the cumulative revenue recognised in profit or loss is recognised as contract liabilities.

Revenue for construction contracts was recognised on a similar basis in the comparative period under HKAS 11.

3. 重大會計政策 (續)

收益確認 (續)

由二零一八年四月一日起應用的會計政策 (續)

(b) 來自客戶合約之收入

當合約與受客戶管控的資產工程相關，故本集團建築活動創造或提升受客戶管控的資產時，本集團將與客戶的合約歸類為建築合約。

當建築合約的結果可合理計量時，合約收益採用產出法隨時間確認（即基於直接計量已交付服務或已開展工程測量的價值以及本集團所訂立合約的估計總收益）。

倘建築項目依合約對本集團無替代用途且本集團有強制執行權利就至今已完成的履約部分向客戶收取款項，本集團隨著時間履行履約責任，因此根據計量進度的輸入法隨著時間確認收入。

合約變量、申索及違約賠償金的可能性於作出該等估計時獲考慮，並僅在已確認累計收益金額很可能不會大幅撥回時方會確認收益。

當合約的結果不能合理計量時，僅在所產生的合約成本預期將會收回時方會確認收益。

倘於任何時間估計完成合約成本超過合約代價剩餘金額，則確認撥備。

計入損益的累計確認收入超過客戶累計支付的款項的差額確認為合約資產。客戶累計支付的款項超過計入損益的累計確認收入的差額確認為合約負債。

建築合約收益根據香港會計準則第11號在比較期間按類似基準確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Revenue recognition (Continued)

Accounting policies applied from 1 April 2018

(Continued)

(c) Interest income

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

Accounting policies applied until 31 March 2018

Revenue is measured at the fair value of the consideration received or receivable for goods sold and services rendered in the normal course of business, net of discounts and sales related taxes.

The Group's policy for recognition of service income from provision of design and fitting-out service and design and procurement of furnishings and decorative materials service from construction contracts is set out in the accounting policy headed "Construction contracts" below.

Revenue from sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

3. 重大會計政策 (續)

收益確認 (續)

由二零一八年四月一日起應用的會計政策 (續)

(c) 利息收入

利息收入於產生時按實際利息法確認。就未出現信貸減值且按攤銷成本計量的金融資產而言，實際利率應用於資產的賬面值總額。就出現信貸減值的金融資產而言，實際利率應用於資產的攤銷成本（即賬面值總額扣除虧損撥備）。

於二零一八年三月三十一日前應用的會計政策

收益乃按已收或應收代價之公平值計量，指於正常業務過程中就已售貨品及已提供服務應收之款項，扣除折扣及銷售相關稅項。

本集團確認來自建築合約之提供設計及裝修服務以及設計及採購室內陳設及裝飾材料服務之服務收入之政策載於下文「建築合約」之會計政策。

銷售貨品之收益於貨品交付及所有權轉移，並滿足下列所有條件時予以確認：

- 本集團已將貨品擁有權之重大風險及回報轉移予買方；
- 本集團對已售貨品不再具有一般與擁有權相關之持續管理參與權，亦無實際控制權；
- 可對收益金額作出可靠計量；
- 與交易相關之經濟利益可能流入本集團；及
- 可對交易產生或將產生之成本作出可靠計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Revenue recognition (Continued)

Accounting policies applied until 31 March 2018 (Continued)

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Construction contracts

Where the outcome of a construction contract in relation to provision of design and fitting-out services and design and procurement of furnishings and decorative materials 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, measured based on the proportion that contract costs incurred for work performed to date relative to the estimated total contract costs, except where this would not be representative of the stage of completion. Variations in contract work, claims and incentive payments are included to the extent that the amount can be measured reliably and its 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 it is probable 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 amounts 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 amounts 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 and other receivables.

3. 重大會計政策 (續)

收益確認 (續)

於二零一八年三月三十一日前應用的會計政策 (續)

金融資產之利息收入於經濟利益可能流入本集團，且收入金額能可靠地計量時確認。利息收入參考未償還本金以適用實際利率（乃於金融資產之預計年期將估計未來現金收入準確貼現至初步確認時資產賬面淨值之利率）按時間基準累計。

建築合約

倘可對有關提供設計及裝修服務，以及設計及採購室內陳設及裝飾材料之建築合約之成果作出可靠估計，則收益及成本根據於報告期末合約活動之完成階段予以確認，並按至今進行工程所產生之合約成本佔估計總合約成本之比例計量，惟該計量不能代表完成階段者除外。金額能夠可靠地計量及被認為可能收款之合約工程、索償及獎勵付款之變動包括在內。

倘無法對建築合約之成果作出可靠估計，則合約收益於可能可收回已產生之合約成本之情況下予以確認。合約成本乃於其產生期間確認為開支。

倘總合約成本可能超過總合約收益，則預期虧損立即確認為開支。

倘至今產生之合約成本加已確認溢利減已確認虧損超逾按進度開具發票之數額，則該盈餘列為應收客戶合約工程款項。倘按進度開具發票之數額超逾至今產生之合約成本加已確認溢利減已確認虧損，則該盈餘列為應付客戶合約工程款項。於進行有關工程前已收取之款項乃計入綜合財務狀況表作為負債，並列作預收款項。倘已進行工程並開具發票但客戶尚未付款，有關金額則計入綜合財務狀況表中之貿易及其他應收款項。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

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 a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss. Contingent rentals are recognised as expenses in the periods in which they are incurred.

Operating lease payments 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.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing at the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

3. 重大會計政策 (續)

租賃

凡租賃條款將擁有權之絕大部分風險及回報轉讓予承租人之租賃，均分類為融資租賃。所有其他租賃均分類為經營租賃。

本集團為出租人

經營租賃之租金收入乃於綜合損益中按有關租賃年期以直線法確認。

本集團作為承租人

根據融資租賃持有之資產按租賃開始時之公平值或(倘較低)按最低租賃付款之現值確認為本集團之資產。出租人之相應負債於綜合財務狀況表入賬列作融資。

租賃承擔。租賃付款於融資費用及租賃承擔扣減之間作出分配，從而使負債餘額之息率固定。融資費用立即於損益中確認。或有租金於其產生期間確認為開支。

經營租賃付款按租期以直線法確認為開支，惟倘另一系統化基準更能代表自租賃資產耗用經濟利益之時間模式則除外。

外幣

於編製各個別集團實體之財務報表時，以該實體之功能貨幣以外之貨幣(外幣)進行之交易乃按於交易日期之現行匯率以相關功能貨幣(即該實體經營所在之主要經濟環境之貨幣)記賬。於報告期末，以外幣計值之貨幣項目乃按該日之現行匯率重新換算。按公平值列賬並以外幣計值之非貨幣項目乃按於釐定公平值當日之現行匯率重新換算。以歷史成本計量並以外幣計值之非貨幣項目不予重新換算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Foreign currencies (Continued)

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for exchange differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which cases, the exchange differences are also recognised directly in other comprehensive income.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve.

Borrowing costs

Borrowing costs are recognised in profit or loss in the period in which they are incurred.

Retirement benefits costs and termination benefits

Payments to the Mandatory Provident Fund Scheme and Central Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

Retirement scheme obligations

In accordance with the rules and regulations in the PRC, the PRC based employees of the Group participate in various defined contribution retirement benefit plans organised by the relevant municipal and provincial governments in the PRC under which the Group and the PRC based employees are required to make monthly contributions to these plans calculated as a percentage of the employees' salaries.

3. 重大會計政策 (續)

外幣 (續)

結算貨幣項目及重新換算貨幣項目所產生之匯兌差額乃在其產生期間於損益中確認。

重新換算非貨幣項目所產生之匯兌差額乃按公平值計入本期間損益，惟重新換算有關盈虧直接於其他全面收益中確認之非貨幣項目所產生之匯兌差額則除外，在該情況下，匯兌差額亦直接於其他全面收益中確認。

就呈列綜合財務報表而言，本集團海外業務之資產及負債乃按於各報告期末之現行匯率換算為本集團之呈列貨幣（即港元），而其收入及開支項目乃按本年度之平均匯率換算。所產生之匯兌差額（如有）乃於其他全面收益中確認，並於外幣儲備項下在權益中累計。

借貸成本

借貸成本乃於其產生期間於損益中確認。

退休福利成本及終止僱傭福利

向強制性公積金計劃及中央公積金計劃作出之供款乃於僱員已提供服務而有權享有供款時確認為開支。

退休計劃承擔

根據中國規則及規例，本集團之中國僱員參與由中國有關省市政府營辦之多項定額供款退休福利計劃，據此，本集團與中國僱員須每月按僱員薪金若干百分比向該等計劃作出供款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Retirement scheme obligations (Continued)

The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired PRC based employees payable under the plans described above. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post retirement benefits of its employees. The assets of these plans are held separately from those of the Group in independently administered funds managed by the PRC government.

Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the consolidated statement of profit or loss and other comprehensive income 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.

3. 重大會計政策 (續)

退休計劃承擔 (續)

省市政府承諾會承擔根據上述計劃應付所有現任及日後退休中國僱員之退休福利責任。除每月供款外，本集團並無其他支付僱員退休及其他退休後福利之責任。該等計劃之資產由中國政府管理之獨立管理基金持有，並與本集團之資產分開持有。

短期及其他長期僱員福利

僱員在提供相關服務期間所取得的工資、薪金、年假及病假等福利確認為負債，按預期應支付以用於交換該等服務的福利的未貼現數額計算。

就短期僱員福利確認的負債按預期應支付以用於交換相關服務的福利的未貼現數額計量。

稅項

所得稅開支指即期應付稅項及遞延稅項之總和。

即期應付稅項乃按本年度應課稅溢利計算。由於應課稅溢利並無計入其他年度應課稅或可扣減之收入或開支項目，亦無計入毋須課稅或不可扣減之項目，故有別於綜合損益及其他全面收益表所呈報之除稅前溢利。本集團之即期稅項負債乃採用於報告期末已頒佈或實質上已頒佈之稅率計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Taxation (Continued)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

3. 重大會計政策 (續)

稅項 (續)

遞延稅項按綜合財務報表內資產與負債賬面值與計算應課稅溢利時採用之相應稅基之間之暫時差額予以確認。所有應課稅暫時差額一般確認為遞延稅項負債。倘可能出現動用該等可扣減暫時差額之應課稅溢利，則所有可扣減暫時差額一般會確認為遞延稅項資產。倘該暫時差額乃源自商譽或一項交易（業務合併除外）中初步確認其他資產及負債而該差額並無影響應課稅溢利或會計溢利，則不會確認該等資產及負債。

與投資於附屬公司及聯營公司以及合資企業權益相關之應課稅暫時差額乃確認為遞延稅項負債，惟本集團可控制暫時差額之撥回，以及有關暫時差額可能不會於可見將來撥回則除外。與該等投資及權益有關之可扣減暫時差額所產生之遞延稅項資產，僅於可能有充足應課稅溢利而須動用暫時性差額之利益及預期會於可見將來撥回時方予以確認。

遞延稅項資產之賬面值於各報告期末審閱，並於不再可能有足夠應課稅溢利以收回全部或部分資產時減少。

遞延稅項資產及負債乃根據預期清償負債或變現資產期間應用之稅率計量，而該稅率乃根據於各報告期末已頒佈或實質上已頒佈之稅率（及稅法）釐定。

遞延稅項負債及資產之計量反映本集團於報告期末預期可收回或清償其資產及負債之賬面值之方式將遵循之稅務後果。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Taxation (Continued)

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.

Plant and equipment

Plant and equipment held 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. Historical cost includes expenditure that is directly attributable to the acquisition of the assets.

Depreciation is recognised so as to write off the cost of plant and equipment less their residual value, if any, using the diminishing balance method over their estimated useful lives or depreciation rates as follows:

Leasehold improvements	Shorter of unexpired lease term or useful life of 3 years
Furniture and fixtures	30%
Office equipment	30%
Motor vehicles	30%
Construction equipment	30%

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

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

An item of 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 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. 重大會計政策 (續)

稅項 (續)

即期及遞延稅項於損益中確認，惟與其他全面收益中或直接於權益中確認之項目有關者除外，在該情況下，即期及遞延稅項亦分別於其他全面收益或直接於權益中確認。當即期及遞延稅項產生自業務合併的初始會計，稅項影響計入業務合併會計中。

廠房及設備

持作行政用途之廠房及設備乃按成本減其後累計折舊及累計減值虧損（如有）於綜合財務狀況表列賬。歷史成本包括收購資產直接應佔的開支。

折舊乃採用遞減餘額法按廠房及設備之估計可使用年期或折舊率以撇銷廠房及設備之成本減其剩餘價值（如有）予以確認如下：

租賃物業裝修	尚餘租期或3年可使用年期之較短者
傢俱和固定裝置	30%
辦公室設備	30%
汽車	30%
建築設備	30%

估計可使用年期及折舊方法於各報告期末檢討，並按預先基準將任何估計變動之影響入賬。

根據融資租賃持有之資產乃於其預計可使用年期按與自置資產相同之基準計算折舊。但如果無法合理確定租期屆滿時取得擁有權，應當在租期或可使用年內（以較短者為準）計提折舊。

廠房及設備項目於出售或當預期持續使用該資產將不會產生未來經濟利益時終止確認。出售或報廢廠房及設備項目產生之任何盈虧按出售所得款項淨額與該資產賬面值之差額計算，並在損益中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Investment property

Investment property is property held to earn rentals and/or for capital appreciation.

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

Goodwill

Goodwill arises on the acquisition of subsidiaries represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identified net assets acquired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGU containing the goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

Intangible assets other than goodwill

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses.

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives.

3. 重大會計政策 (續)

投資物業

投資物業指為賺取租金及／或資本增值而持有之物業。

投資物業初步按成本計量，當中包括任何直接應佔開支。於初步確認後，投資物業按公平值計量。投資物業公平值變動產生之收益或虧損於產生期間計入損益。

商譽

商譽產生自收購附屬公司指所轉讓代價、被收購方於收購日之任何非控股權益金額及收購方過往於被收購方中持有之股本權益公允價值之總額超出可識別購入淨資產公允價值之部份。

為進行減值測試，因業務合併產生之商譽會分配至預期將受惠於合併的協同效應之各個或多組現金產生單位（「現金產生單位」）。獲分配商譽的各單位或各組單位代表就內部管理目的而對商譽進行實體內之最低層監察。商譽在本集團經營分部層面受到監察。

商譽每年進行減值覆核，或當有事件出現或情況改變顯示可能出現減值時，作出更頻密覆核。現金產生單位賬面值包括商譽與可收回金額作比較，可收回金額為使用價值與公允價值減出售成本之較高者。任何減值即時確認為開支，且其後不會撥回。

無形資產（商譽以外）

本集團所購無形資產按成本減累計攤銷（倘估計可使用年期為有限者）及減值虧損列賬。

具有限可使用年期的無形資產按直線法於資產的估計可使用年期內攤銷並自損益扣除。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Intangible assets other than goodwill

(Continued)

Intangible assets are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from the date of change and in accordance with the policy for amortisation of intangible assets with finite lives as set out above.

Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

Cash and cash equivalents

Bank balances and cash in the consolidated statement of financial position comprise cash at banks and on hand and short-term deposits with a maturity of three months or less.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts.

3. 重大會計政策 (續)

無形資產 (商譽以外) (續)

如無形資產的可使用年期被評估為無確定限期，則該等無形資產不會被攤銷。有關無形資產的可使用年期為無確定限期的任何結論，會每年檢討以釐定事件及情況是否繼續支持該資產的無確定限期可使用年期評估。倘不繼續支持，則可使用年期評估由無確定限期變為確定限期，並自變化的日期根據上述有確定使用年期的無形資產攤銷政策採用未來適用法處理。

非金融資產的減值

對於沒有確定使用年限的資產，不進行攤銷而是每年進行減值測試。如有事項發生或環境變化表明其賬面值可能無法收回時，進行攤銷之資產也需要進行減值測試。當某項資產的賬面值超過可收回金額時，超過部分確認為減值虧損。可收回金額指資產公平值扣除銷售成本後的價值與使用價值兩者之中較高者。就評估減值而言，資產按獨立可識別現金流量（現金產生單位）的最低水平歸類。對除商譽外的存在減值的非金融資產在每個報告日期評估是否可能撥回減值。

現金和現金等價物

綜合財務狀況表中之銀行結餘及現金包括銀行及手頭現金以及三個月或三個月內到期的短期存款。

就綜合現金流量表而言，現金及現金等價物包括現金及上文所界定之短期存款，除卻未償還銀行透支淨值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

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 instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

Accounting policies applied from 1 April 2018

(a) Classification

From 1 April 2018, the Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss); and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

3. 重大會計政策 (續)

金融工具

金融資產及金融負債乃於集團實體成為工具合約條文之訂約方時確認。

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(不包括按公平值透過損益列賬的金融資產或金融負債)直接應佔之交易成本乃於初步確認時加入或扣自金融資產或金融負債之公平值(按適用情況)。收購按公平值透過損益列賬之金融資產或金融負債直接應佔之交易成本立即於損益中確認。

金融資產

由二零一八年四月一日起應用的會計政策

(a) 分類

自二零一八年四月一日起，本集團將其金融資產按以下計量類別分類：

- 其後將按公平值(計入其他全面收益或計入損益)計量；及
- 將按攤銷成本計量。

該分類取決於管理金融資產及現金流量合約期的業務模式。

就按公平值計量的資產而言，其收益及虧損於損益或其他全面收益列賬。對於並非持作買賣的權益工具投資，則取決於本集團是否於初始確認時不可撤銷地選擇按公平值計入其他全面收益對權益投資列賬。

僅當管理該等資產的業務模式發生變動時，本集團才對債務投資進行重新分類。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial assets (Continued)

Accounting policies applied from 1 April 2018

(Continued)

(b) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. 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. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

(c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

3. 重大會計政策 (續)

金融資產 (續)

由二零一八年四月一日起應用的會計政策 (續)

(b) 確認及終止確認

金融資產之定期購入及出售於交易日確認。交易日指本集團承諾購入或出售該資產之日。本集團僅在自資產收取現金流量之合約權利屆滿或其向另一實體轉讓金融資產及資產擁有權之絕大部分風險及回報時終止確認該金融資產。倘本集團既沒有轉讓也沒有保留絕大部分風險及回報，並繼續控制已轉讓資產，本集團會繼續確認資產，惟以其繼續涉及之程度為限，並確認相關負債。倘本集團保留已轉讓金融資產擁有權之絕大部分風險及回報，本集團會繼續確認金融資產，亦就已收所得款項確認已抵押借貸。

(c) 計量

於初始確認時，本集團按公平值計量金融資產，倘金融資產並非按公平值計入損益，則另加收購該金融資產直接應佔的交易成本。按公平值於損益列賬之金融資產的交易成本於損益支銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial assets (Continued)

Accounting policies applied from 1 April 2018

(Continued)

(d) Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated income statement.
- Fair value through other comprehensive income: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income ("OCI"). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the consolidated income statement.

3. 重大會計政策 (續)

金融資產 (續)

由二零一八年四月一日起應用的會計政策 (續)

(d) 債務工具

債務工具的後續計量取決於本集團管理資產及資產現金流量特徵的業務模式。本集團將債務工具分為三個計量類別：

- 攤銷成本：就持作收回合約現金流量的資產而言，倘有關資產的現金流量純粹為支付本金及利息，則按攤銷成本計量。來自該等金融資產的利息收入按實際利率法計入財務收入。終止確認產生的任何收益或虧損連同外匯收益及虧損於損益中直接確認及呈列於其他收益／（虧損）。減值虧損於綜合收益表中呈列為各自單行項目。
- 按公平值計入其他全面收益：就持作收回合約現金流量及出售金融資產的資產而言，倘有關資產的現金流量純粹為支付本金及利息，則按公平值計入其他全面收益（「其他全面收益」）計量。賬面值變動計入其他全面收益，惟於損益確認的減值收益或虧損、利息收入及外匯收益及虧損除外。終止確認金融資產時，先前於其他全面收益確認的累計收益或虧損由權益重新分類至損益及於其他收益／（虧損）確認。來自該等金融資產的利息收入按實際利率法計入財務收入。外匯收益及虧損呈列於其他收益／（虧損），減值開支則於綜合收益表中呈列為各自單行項目。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial assets (Continued)

Accounting policies applied from 1 April 2018

(Continued)

(d) Debt instruments (Continued)

- Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or fair value through other comprehensive income are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

(e) Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gains/(losses) in the consolidated income statement as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at fair value through other comprehensive income are not reported separately from other changes in fair value.

(f) Impairment

From 1 April 2018, the Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, retention money receivables and contract assets, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

3. 重大會計政策 (續)

金融資產 (續)

由二零一八年四月一日起應用的會計政策 (續)

(d) 債務工具 (續)

- 按公平值計入損益：未符合按攤銷成本或按公平值計入其他全面收益計量標準的資產乃按公平值計入損益計量。其後按公平值計入損益計量的債務投資所產生的收益或虧損於產生期間於損益確認及呈列於其他收益／(虧損)。

(e) 權益工具

本集團其後按公平值計量所有股權投資。倘本集團管理層選擇於其他全面收益呈列股權投資的公平值收益及虧損，則公平值收益及虧損其後不會於有關投資終止確認後重新分類至損益。當本集團確立收款權利時，該等投資的股息繼續於損益中確認為其他收入。

按公平值計入損益的金融資產的公平值變動於綜合收益表內其他收益／(虧損)中確認(如適用)。按公平值計入其他全面收益的股權投資的減值虧損(及減值虧損撥回)不會與其他公平值變動分開呈報。

(f) 減值

自二零一八年四月一日起，對於以攤銷成本計量且其變動計入其他綜合收益的債務工具，本集團就其預期信用損失做出前瞻性評估減值方法取決於其信用風險是否顯著增加。

對於貿易應收款項、應收保留金及合約資產而言，本集團採用香港財務報告準則第9號允許的簡化方法，在初始確認時計量應收賬款整個存續期的預期信用損失。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial assets (Continued)

Accounting policies applied from 1 April 2018

(Continued)

(f) Impairment (Continued)

Impairment on financial assets measured at amortised cost other than trade receivables is measured as either 12-month expected credit losses or lifetime expected credit losses, depending on whether there has been a significant increase in credit risk since initial recognition. If a significant increase in credit risk of a receivable has occurred since initial recognition, then impairment is measured as lifetime expected credit loss.

When there is a significant increase in credit risk or the proceeds receivables are not settled in accordance with the terms stipulated in the agreements, management considers these receivables as underperforming or non-performing and impairment is measured as lifetime expected credit loss.

When management considers that there is no reasonable expectation of recovery, the financial assets measured at amortised cost will be written off.

3. 重大會計政策 (續)

金融資產 (續)

由二零一八年四月一日起應用的會計政策 (續)

(f) 減值 (續)

除貿易應收款項外的金融資產減值按12個月預期信貸虧損或存續期預期信貸虧損計量，視乎信貸風險初始確認後有否大幅升高而定。倘應收款項信貸風險於初始確認後大幅升高，則其減值按存續期預期信貸虧損計量。

倘信貸風險大幅升高或應收款項未按合約條款支付，管理層將認為此類應收款項為關注級或不良級，其減值按存續期預期信貸虧損計量。

當管理層合理預計不能收回，按攤銷成本計量的金融資產將被撇銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial assets (Continued)

Accounting policies applied until 31 March 2018

The Group's financial assets are classified into loans and receivables. 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 paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, 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.

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 and other receivables, bank balances and cash, amount due from a substantial shareholder) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

Financial assets 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.

3. 重大會計政策 (續)

金融資產 (續)

於二零一八年三月三十一日前應用的會計政策

本集團之金融資產分類為貸款及應收款項。分類乃視乎金融資產之性質及目的而作出，並於初步確認時釐定。所有金融資產之正常買賣乃按交易日基準確認及終止確認。正常買賣乃按照市場規定或慣例須在一段期限內交付資產之金融資產買賣。

實際利率法

實際利率法乃計算債務工具之攤銷成本及於有關期間分配利息收入之方法。實際利率乃按金融資產之預計年期或（如適用）較短期間，將估計未來現金收入（包括構成實際利率一部分之所有已付或已收費用、交易成本及其他溢價或折價）準確貼現至初步確認時之賬面淨值之利率。

債務工具之利息收入乃按實際利率基準確認。

貸款及應收款項

貸款及應收款項為有固定或可釐定付款而並無活躍市場報價之非衍生金融資產。於初步確認後，貸款及應收款項（包括貿易及其他應收款項、銀行結餘及現金以及應收一名主要股東款項）乃採用實際利率法按攤銷成本扣除任何已識別減值虧損列賬（見下文有關金融資產減值虧損之會計政策）。

本集團會於各報告期末評估金融資產是否存在減值跡象。如有客觀證據顯示因於初步確認金融資產後發生之一宗或多宗事件對金融資產之估計未來現金流量造成影響，則該等金融資產被視為減值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial assets (Continued)

Accounting policies applied until 31 March 2018 (Continued)

Loans and receivables (Continued)

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 asset, such as trade receivables, assets that are assessed not to be impaired individually. Objective evidence of impairment for a portfolio of trade receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, other receivables and deposits, 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 a trade receivable, other receivable or deposits are considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

3. 重大會計政策 (續)

金融資產 (續)

於二零一八年三月三十一日前應用的會計政策 (續)

貸款及應收款項 (續)

客觀減值證據可包括：

- 發行人或交易對手出現嚴重財政困難；或
- 違約，如逾期或拖欠利息或本金還款；或
- 借款人有可能破產或進行財務重組；或
- 因財政困難導致該金融資產之活躍市場消失。

就若干類別的金融資產（如貿易應收賬款）而言，不會單獨進行減值評估的資產。應收款項組合之客觀減值證據可包括本集團之過往收款經驗、組合內已超逾平均信貸期延遲還款次數增加、與拖欠應收款項有關之全國或地方經濟狀況出現可觀察變動等。

就按攤銷成本列賬之金融資產而言，減值虧損將於有客觀證據證明資產出現減值時在損益賬確認，已確認減值虧損之金額為資產賬面值與以金融資產之原實際利率貼現之估計未來現金流量現值之差額。

所有金融資產之減值虧損會直接於金融資產之賬面值中作出扣減，惟貿易應收款項、其他應收款項以及存款則除外，其賬面值會透過使用撥備賬作出扣減。撥備賬內之賬面值變動乃於損益中確認。當貿易應收款項、其他應收款項或存款被視為不可收回時，乃於撥備賬內撇銷。其後收回之過往撇銷款項計入損益。

就按攤銷成本計量之金融資產而言，倘於往後期間減值虧損金額減少，而該減少可以客觀地與確認減值虧損後發生之事件有關，則先前已確認之減值虧損乃透過損益撥回，惟該資產於減值撥回當日之賬面值不得超過倘減值不予確認時之攤銷成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(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.

Other financial liabilities

Other financial liabilities including trade and other payables, secured bank borrowing, obligations under a finance lease are subsequently measured at amortised cost, using the effective interest method.

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.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Derecognition

The Group derecognised financial liabilities when, and only when, the Group's obligations are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

3. 重大會計政策 (續)

金融負債及股本工具

由集團實體發行之債務及股本工具按所訂立合約安排之內容，以及金融負債及股本工具之定義分類為金融負債或權益。

其他金融負債

其他金融負債包括貿易及其他應付款項、有抵押銀行借貸、融資租賃承擔其後採用實際利率法按攤銷成本計量。

實際利率法

實際利率法乃計算金融負債之攤銷成本及於有關期間分配利息開支之方法。實際利率乃按金融負債之預計年期或（如適用）較短期間，將估計未來現金付款（包括構成實際利率一部分之所有已付或已收費用、交易成本及其他溢價或折價）準確貼現至初步確認時之賬面淨值之利率。

利息開支乃按實際利率基準確認。

股本工具

股本工具為證明某一實體資產具有剩餘權益（經扣除其所有負債）之任何合約。本公司發行之股本工具乃按已收所得款項扣除直接發行成本確認。

終止確認

僅當本集團之責任獲解除、取消或屆滿時，本集團會終止確認該金融負債。已終止確認金融負債之賬面值與已付及應付代價之差額會於損益中確認。

存貨

存貨乃按成本與可變現淨值兩者之較低者列賬。成本使用加權平均法計算。可變現淨值指存貨之估計售價減估計完工成本及銷售所需之所有成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or nonoccurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

Fair value measurement

When measuring fair value for the purpose of impairment assessment, 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.

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.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. Specifically, the Group categorised the fair value measurements into three levels, based on the characteristics of inputs, as follow:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

At the end of the reporting period, the Group determines whether transfer occur between levels of the fair value hierarchy for assets and liabilities which are measured at fair value on recurring basis by reviewing their respective fair value measurement.

3. 重大會計政策 (續)

或然負債

或然負債指因已發生的事件而可能引起的責任，而須視乎日後會否出現一宗或多宗本集團無法完全控制的不確定事件方可確實。或然負債亦可能是已發生的事件引致的現有責任，但由於未必需要流出經濟資源或負債數額無法可靠估計而未有確認。或然負債不予確認，但於綜合財務報表的附註內披露。倘經濟資源流出的可能性改變而很可能流出經濟資源，則此等負債將確認為撥備。

公平值計量

就減值評估而言，倘市場參與者於計量日期對資產或負債定價時考慮其特徵，則本集團在計量公平值時亦會考慮該等特徵。

非金融資產之公平值計量計及市場參與者透過使用其資產之最高及最佳用途或透過將資產出售予將使用其最高及最佳用途之另一名市場參與者而能夠產生經濟利益之能力。

本集團使用在不同情況下適當之估值技術，為計量公平值獲取充足之數據，最大化使用相關可觀察輸入數據，最小化使用不可觀察輸入數據。具體而言，本集團根據輸入數據之特徵將公平值計量分為以下三級：

- 第一級 – 同類資產或負債於活躍市場之報價（未經調整）。
- 第二級 – 估值技術（對公平值計量而言屬重要之最低層級輸入數據可直接或間接觀察）。
- 第三級 – 估值技術（對公平值計量而言屬重要之最低層級輸入數據不可觀察）。

於報告期末，本集團釐定資產及負債之公平值層級是否已發生轉移，公平值層級乃通過審閱其各自之公平值計量按經常性基準以計量公平值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

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 judgements, 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 the entity's accounting policies

The following are the critical judgments, apart from those involving estimation (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 consolidated financial statements.

Construction contracts revenue recognition

Revenue from construction contracts are recognised over time. Such revenue and profit recognition on uncompleted projects is dependent on estimating the total outcome of the contract, as well as the work done to date. The Group reviews and revises the estimates of contract revenue, contract costs and variation orders, prepared for each construction contract as the contract progresses. Budgeted construction costs are prepared by management on the basis of quotations from time to time provided by the major subcontractors, suppliers or vendors involved and the experience of management. In order to keep the budget accurate and up-to-date, management conducts periodic reviews of the budgeted construction costs by comparing the budgeted amounts to the actual costs incurred.

Significant judgement is required in estimating the contract revenue, contract costs and variation work which may have an impact on revenue and profit recognised to date. In addition, actual outcomes in terms of total revenue or costs may be higher or lower than estimated at the end of the reporting period, which would affect the revenue and profit recognised in future periods as an adjustment to the amounts recorded to date.

4. 重大會計判斷及估計不確定性之主要來源

於應用附註3所述本集團之會計政策時，本公司董事須作出有關難以從其他來源獲得之資產及負債賬面值之判斷、估計及假設。該等估計及相關假設及基於過往經驗及其他視為相關的因素。實際結果可能有別於該等估計。

估計及相關假設按持續基準檢討。倘會計估計之修訂僅影響估計修訂之期間，則有關修訂於該期間確認，或倘該項修訂影響現時及未來期間，則有關修訂於修訂期間及未來期間確認。

於應用實體會計政策時作出之關鍵判斷

除本公司董事於應用本集團會計政策之過程中涉及估計之關鍵判斷（見下文）以外，以下為對在綜合財務報表確認之金額有最重大影響之關鍵判斷。

建築合約收入確認

來自建築合約的收益隨時間確認。就未完成項目確認的有關收益及溢利取決於對建築合約總結果及迄今已進行工程的估計。本集團於合約進行期間檢討及修訂就每一份建築合約編製的估計合約收益、合約成本及更改指示。管理層不時根據由所涉主要分包商、供應商或賣家提供的報價以及管理層的經驗編製建築成本預算。為保持預算準確及合時，管理層定期透過比較預算金額與實際產生的成本，檢討建築成本預算。

估計合約收益、合約成本及更改指示需要作出重大判斷，可能影響迄今已確認收益及溢利。此外，實際產生的收益或成本總額可能高於或低於報告期末的估計，繼而將會影響就未來期間確認的收益及溢利，作為對迄今記賬金額的調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Critical judgements in applying the entity's accounting policies (Continued)

Deferred taxation on investment property

For the purposes of measuring deferred tax liabilities or deferred tax assets arising from an investment property that is measured using the fair value model, the directors of the Company have reviewed the Group's investment property and concluded that the Group's investment property is held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time. Therefore, in measuring the Group's deferred taxation on investment properties, the directors of the Company have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is rebutted. As a result, the Group has considered the deferred taxes impact arising from changes in fair value of investment property.

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.

Income tax

As at 31 March 2019, no deferred tax asset has been recognised on the tax losses of approximately HK\$116,325,000 (2018: HK\$87,742,000) due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal takes place.

4. 重大會計判斷及估計不確定性之主要來源 (續)

於應用實體會計政策時作出之關鍵判斷 (續)

投資物業之遞延稅項

就計量使用公平值模式計量的投資物業產生之遞延稅項負債或遞延稅項資產而言，本公司董事已檢討本集團之投資物業，認為本集團之投資物業乃按旨在享用於持有該等投資物業期間所產生之顯著經濟利益之業務模式持有。因此，於計量本集團投資物業遞延稅項時，本公司董事確定，假設使用公平值模式計量之投資物業之賬面值透過出售全數收回屬悖論。因此，本集團已考慮投資物業公平值變動產生之遞延稅項影響。

估計不確定性之主要來源

以下為於報告期末很大機會導致須對下一財政年度之資產及負債賬面值作出重大調整之有關未來之主要假設及其他估計不確定性之主要來源。

所得稅

截至二零一九年三月三十一日，由於未來溢利流難以預測，故就稅項虧損約116,325,000港元（二零一八年：87,742,000港元）而言，並無確認遞延稅項資產。遞延稅項資產的可變現情況主要取決於日後是否有足夠的溢利或應課稅暫時差額以供動用。倘若未來產生的實際溢利低於預期，則可能產生重大遞延稅項資產撥回，而該項撥回將於出現撥回的期間內在損益內確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty

(Continued)

Provision of ECLs for loan and interest receivables, trade and other receivables and contract assets

The Group uses provision matrix to calculate ECLs for loan and interest receivables, trade and other receivables and contract assets. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At each reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade and other receivables and contract assets with significant balances and credit impaired are assessed for ECLs individually.

The provision of ECLs is sensitive to changes in circumstances and forecast general economic conditions. The information about the ECLs and the Group's loan and interest receivables, trade and other receivables and contract assets are disclosed in note 6(b). If the financial condition of the customers or the forecast economic conditions were to deteriorate, the actual loss allowance would be higher than estimated.

In the comparative period, when there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows. The amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise.

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)

應收貸款及利息，貿易及其他應收款項及合約資產的預期信貸虧損撥備

本集團使用撥備矩陣計算應收貸款及利息，貿易及其他應收款項及合約資產的預期信貸虧損。撥備矩陣基於本集團之歷史違約率，當中考慮無需付出過多成本或精力即可獲得之合理且可支持的前瞻性資料。於各報告日期，可觀察的歷史違約率會重新被評估，並考慮前瞻性資料之變動。此外，具有大額結餘及出現信貸減值的貿易及其他應收款項及合約資產會個別進行預期信貸虧損評估。

預期信貸虧損撥備容易受各種情況及預測一般經濟狀況變動影響。有關預期信貸虧損及本集團應收貸款及利息，貿易及其他應收款項及合約資產的資料於附註6(b)披露。倘客戶的財務狀況或預測經濟狀況將惡化，則實際虧損撥備會高於估計額。

於比較期間，本集團會以估計未來現金流量來評估是否有客觀證據顯示出現減值虧損。減值虧損之金額為資產賬面值與以金融資產之原實際利率（即在初步確認中計算的實際利率）貼現之估計未來現金流量（不包括尚未發生的未來信用損失）現值之差額。倘若實際未來現金流量低於預期，則可能會出現重大減值損失。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty

(Continued)

Estimated useful lives of plant and equipment

The Group's management determines the estimated useful lives, and related depreciation charges for its plant and equipment. The estimates are based on the historical experience of the actual useful lives of those assets of similar nature and functions. Management will increase the depreciation where useful lives are less than previously estimated lives. It will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in depreciable lives and therefore affect the depreciation charges in future periods.

Valuation of investment property

Investment property is carried in the consolidated statement of financial position at 31 March 2019 at its fair value of approximately HK\$28,200,000 (2018: HK\$25,000,000). The fair value was based on a valuation on this property conducted by an independent firm of professional valuers using property valuation techniques which involve certain assumptions of market conditions. Favourable or unfavourable changes to these assumptions would result in changes in the fair value of the Group's investment property and corresponding adjustments to the amount of gain or loss reported in the consolidated statement of profit or loss.

Valuation of goodwill and intangible assets

The Group evaluates whether goodwill and intangible assets have suffered any impairment whenever events or changes in circumstances indicate that the carrying amount of the goodwill and intangible assets may not be recoverable, in accordance with the stated accounting policy. The recoverable amounts of the goodwill and intangible assets have been determined based on the higher of the fair value less cost of disposal and value in calculations. These calculations require the use of estimates.

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)

廠房及設備之可使用年期

本集團管理層就本集團的廠房及設備釐定預計可使用年期，以及相關的折舊費用。該估計以具有類似性質及功能之資產的實際可使用年期的歷史經驗為基礎。當可使用年期小於先前估計時，管理層將增加折舊。其將沖銷或沖減已被放棄或出售的技術陳舊或者非戰略性資產。實際經濟壽命可能不同於預計可使用年期。定期審查可能會導致折舊年限的變化，從而影響未來期間的折舊費用。

投資物業之估值

於二零一九年三月三十一日的綜合財務狀況表內，投資物業按公平值列賬，公平值約為28,200,000港元（二零一八年：25,000,000港元）。公平值乃基於專業估值師之獨立公司利用物業估值法就該等物業進行之估值（當中涉及若干有關市況之假設）計算。該等假設之有利或不利變動將會導致本集團之投資物業之公平值出現變動及對在綜合損益表內呈報的盈虧款項作出相應調整。

商譽及無形資產之估值

根據上述會計政策，當有事件或情況之轉變顯示可能無法收回商譽及無形資產項目之賬面值時，本集團會評估該等商譽及無形資產項目有否減值。該等商譽及無形資產之可收回金額已按公平值減出售成本與使用價值計算法之較高者釐定。該等計算需要運用估計數據。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategies remain unchanged from prior year.

The capital structure of the Group consists of net debt, which includes the obligation under a finance lease and secured bank borrowing as disclosed in notes 29 and 30 respectively, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure on a continuous basis taking into account the cost of capital and the risk associated with the capital. Based on the directors' recommendation, the Group will balance its overall capital structure through payment of dividend, issuance of new shares as well as the raising of new debts or the repayment of existing debts.

6. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

5. 資本風險管理

本集團管理其資本，以確保本集團實體將能夠繼續持續經營，同時透過優化債務及權益結餘，為股東帶來最高回報。本集團之整體策略與去年維持不變。

本集團之資本架構包括債務淨額，當中包括分別於附註29及30披露之融資租賃承擔及有抵押銀行借貸，並扣除現金及現金等價物，以及本公司擁有人應佔權益（包括已發行股本及儲備）。

本公司董事考慮資本成本及與資本相關之風險，持續檢討資本架構。根據董事之建議，本集團將透過派付股息、發行新股份及籌借新債務或償還現有債務，平衡其整體資本架構。

6. 金融工具

(a) 金融工具類別

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Financial assets	金融資產		
Loans and receivables (including cash and cash equivalents)	貸款及應收款項（包括現金及現金等價物）	52,183	72,794
Financial liabilities	金融負債		
Financial liabilities at amortised cost	按攤銷成本列賬之金融負債	8,089	9,741

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

The Group's major financial instruments include loan and interest receivables, trade and other receivables, bank balances and cash, trade and other payables, obligations under a finance lease and secured bank borrowing. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risks (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

Currency risk

The Group has certain portion of bank balances and cash, trade and other receivables and trade and other payables denominated in currencies other than the functional currency of the entity to which they relate. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

Given the Hong Kong dollar is pegged to the US\$, the management does not expect that there will be any significant currency risk associated with such US\$ denominated balances and therefore no sensitivity analysis is presented thereon.

6. 金融工具 (續)

(b) 財務風險管理目標及政策

本集團之主要金融工具包括應收貸款及利息、貿易及其他應收款項、銀行結餘及現金、貿易及其他應付款項、融資租賃承擔及有抵押銀行借貸。該等金融工具之詳情已於相關附註披露。與該等金融工具有關之風險包括市場風險（外幣風險及利率風險）、信貸風險及流動資金風險。如何降低該等風險之政策載列於下文。管理層管理及監察該等風險，以確保及時有效地執行適當措施。

市場風險

貨幣風險

本集團若干部分之銀行結餘及現金、貿易及其他應收款項以及貿易及其他應付款項乃以實體功能貨幣以外、與其相關之貨幣列值。本集團現時並無外幣對沖政策。然而，管理層監察外匯風險，並將於有需要時考慮對沖重大外幣風險。

由於港元與美元掛鈎，管理層預期將不會出現任何與美元計值結存相關之重大貨幣風險故並無就此呈列敏感度分析。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

Currency risk (Continued)

At 31 March 2019 and 2018, the carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

		2019 二零一九年			2018 二零一八年		
		Monetary assets 貨幣資產 HK\$'000 千港元	Monetary liabilities 貨幣負債 HK\$'000 千港元	Net Exposure 淨風險 HK\$'000 千港元	Monetary assets 貨幣資產 HK\$'000 千港元	Monetary liabilities 貨幣負債 HK\$'000 千港元	Net Exposure 淨風險 HK\$'000 千港元
Renminbi ("RMB")	人民幣 (「人民幣」)	484	(308)	176	1,201	(103)	1,098
Singapore Dollars ("SGD")	新加坡元	1,669	-	1,669	2,229	-	2,229
Malaysia Ringgit ("MYR")	馬來西亞令吉	-	-	-	559	-	559

The following table details the Group's sensitivity to a 5% (2018: 5%) increase and decrease in HK\$ against the relevant foreign currencies. 5% (2018: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items, and adjusts their translation at the end of the reporting period for a 5% (2018: 5%) change in foreign currency rates.

6. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

市場風險 (續)

貨幣風險 (續)

於二零一九年及二零一八年三月三十一日報告期末，本集團之貨幣資產及貨幣負債之外幣賬面價值如下：

下表詳列本集團港元兌有關外幣升值或貶值5% (二零一八年：5%) 的敏感度。5% (二零一八年：5%) 為向主要管理人員在內部報告外匯風險所使用的敏感度，指管理層評估外幣匯率變動的可能合理變動。敏感度分析僅包括以外幣計值之未平倉貨幣項目，並於報告期末就5% (二零一八年：5%) 之匯率變動對其換算作出調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

Currency risk (Continued)

A positive number below indicates an increase in post-tax profit and a negative number below indicates a decrease in post-tax profit where HK\$ strengthen 5% (2018: 5%) against the relevant currency. For a 5% (2018: 5%) weakening of HK\$ against the relevant currency, there would be an equal and opposite impact on the profit and other equity and the balances below would be negative.

Effect on post-tax (loss)/profit:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
RMB	人民幣	7	46
SGD	新加坡元	69	93
MYR	馬來西亞令吉	-	23

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate interest bearing obligation under a finance lease (see note 29). The Group currently does not have any interest rate hedging policy. However, the management monitors interest rate exposure and will consider other necessary actions when significant interest rate exposure is anticipated.

The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances and secured bank borrowing at prevailing market rates.

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of the related bank's Hong Kong Dollars Prime Rate ("P") arising from the Group's HK\$ denominated borrowing.

6. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

市場風險 (續)

貨幣風險 (續)

假若港元兌有關外幣升值5% (二零一八年: 5%)，下列正數指除稅後溢利增加，負數指當除稅後溢利減少。倘港元兌有關外幣貶值5% (二零一八年: 5%)，將對溢利產生同等但相反之影響，而下文其他股本及結餘將為負數。

對除稅後(虧損)/溢利之影響:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
RMB	人民幣	7	46
SGD	新加坡元	69	93
MYR	馬來西亞令吉	-	23

利率風險

本集團面對有關定息計息融資租賃承擔(詳情見附註29)之公平值利率風險。本集團現時並無任何利率對沖政策。然而，管理層監察利率風險，並將於預期出現重大利率風險時考慮採取其他必要行動。

本集團亦面對有關按現行市場利率計息之浮息銀行結餘及有抵押銀行借貸之現金流量利率風險。

本集團面對之金融負債利率風險於本附註流動資金風險管理一節詳述。本集團之現金流量利率風險主要集中於本集團以港元計值之借貸產生之相關銀行港元最優惠利率(「最優惠利率」)波動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

Interest rate risk (Continued)

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis point (2018: 50 basis points) 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 50 basis points (2018: 50 basis points) higher/lower and all other variables were held constant, the Group's post-tax loss would increase/decrease by approximately HK\$135,000 (2018: HK\$180,000).

Credit risk

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

The Group applies with simplified approach to provide for expected credit losses presented by HKFRS 9, which permits the use of the lifetime expected credit loss provision for all loan receivables and trade receivables. To measure the expected credit losses, trade and other receivables, and loan and interest receivables have been grouped based on shared credit risk characteristics. The Group has performed historical analysis and identified the economic variable credit risk and expected credit loss. This considers available reasonable and supportive forwarding-looking.

As at 31 March 2019, the Group's and the Company's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

6. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

市場風險 (續)

利率風險 (續)

以下敏感度分析乃根據於報告期末非衍生工具之利率風險而釐定。分析乃假設於報告期末尚未行使之金融工具於整個年度內尚未行使而編製。向主要管理人員內部報告利率風險時，乃採用會升跌50個基點為基準（二零一八年：50個基點），即管理層對利率合理可能變動之評估。

倘利率增加／減少50個基點（二零一八年：50個基點），而所有其他可變因素維持不變，則本集團之除稅後虧損將增加／減少約135,000港元（二零一八年：180,000港元）。

信貸風險

本集團之信貸風險主要源自應收貸款及利息，以及應收貿易賬款及其他應收款項。管理層已制定一套信貸政策，並持續監察信貸風險。

本集團應用簡化法就香港財務報告準則第9號規定之預期信貸虧損計提撥備，香港財務報告準則第9號允許就所有應收貸款及應收貿易賬款應用全期預期信貸虧損撥備。為計量預期信貸虧損，貿易及其他應收款項，以及應收貸款及利息乃按共同信貸風險特征進行分組。本集團已進行歷史分析並已識別經濟變量信貸風險及預期信貸虧損。此考慮可得的合理及支持性前瞻性資料。

於二零一九年三月三十一日，因交易對手未能履行責任而對本集團造成財務損失之本集團及本公司最高信貸風險，乃來自綜合財務狀況表所述之已確認金融資產各自之賬面值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk (Continued)

In order to minimise the credit risk, the management of the Group and the Company have delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group and the Company review the recoverability of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by authorised credit-rating agency.

The Group's concentration of credit risk by geographical locations is mainly in Hong Kong, which accounted for 100% (2018: 86%) of the total trade receivable as at 31 March 2019.

As at 31 March 2019, the Group has concentration of credit risk as approximately 10% (2018: Nil) and 67% (2018: 43%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and other source of funding and considers the risk is minimal.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, secured bank borrowing with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

6. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險 (續)

為將信貸風險減至最低，本集團及本公司管理層已委派專責小組負責釐定信貸限額、批准信貸，以及採取其他監管程式以確保會就收回逾期債務採取跟進行動。此外，本集團及本公司於各報告期末檢討各項獨立交易債務之可收回性，以確保已就未能收回之金額作出足夠減值虧損。就此而言，本公司董事認為本集團之信貸風險已大幅減低。

由於交易對手均為獲認可信貸評級機構評為高信貸評級之銀行，故流動資金之信貸風險有限。

本集團按地區劃分之信貸風險主要集中在於香港，於二零一九年三月三十一日佔貿易應收款項總額之100% (二零一八年：86%)。

於二零一九年三月三十一日，由於貿易應收款項總額之約10% (二零一八年：無) 及67% (二零一八年：43%) 應收自本集團之最大客戶及其五大客戶，故本集團面對信貸風險集中之情況。

流動資金風險

管理流動資金風險時，本集團監察及維持管理層認為足以撥付本集團營運及減低現金流量波動影響之現金及現金等價物水準。管理層監察銀行借貸之動用情況及其他資金來源，並認為風險有限。

下表詳列根據已協議之還款條款，本集團非衍生金融負債餘下之合約到期情況。該表乃根據本集團須付款之最早日期按金融負債之未貼現現金流量而編製。特別是，附帶按要求償還條款之有抵押銀行借貸均計入最早時間範圍，而不論銀行選擇行使其權利之可能性。其他非衍生金融負債之到期日乃根據已協議之還款日期而定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of each reporting period.

6. 金融工具 (續)

(b) 財務風險管理目標及政策

(續)

流動資金風險 (續)

該表包括利息及本金現金流量。於各報告期末，倘利息流量為浮動利率，則未貼現金額乃根據利率曲線計算。

		On demand or within one year 按要求或 在一年內 HK\$'000 千港元	More than one year but not exceeding two years 超過一年但 不超過兩年 HK\$'000 千港元	More than two years but not exceeding five years 超過兩年但 不超過五年 HK\$'000 千港元	Total undiscounted cash flows 總計未貼現 現金流量 HK\$'000 千港元	Carrying amount 賬面金額 HK\$'000 千港元
As at 31 March 2019	於二零一九年 三月三十一日					
Trade and other payables	貿易及其他應付款項	7,619	470	-	8,089	8,089
		7,619	470	-	8,089	8,089
As at 31 March 2018	於二零一八年 三月三十一日					
Trade and other payables	貿易及其他應付款項	2,962	-	-	2,962	2,962
Secured bank borrowing	有抵押銀行借貸	6,689	-	-	6,689	6,689
Obligation under a finance lease	融資租賃承擔	91	-	-	91	90
		9,742	-	-	9,742	9,741

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Secured bank borrowing with a repayment on demand clause are included in the "on demand or within 1 year" time band in the above maturity analysis. As at 31 March 2019, the Group had no aggregate undiscounted principal amounts of this secured bank loan due to early repayment of all outstanding loan during the year (2018: HK\$6,689,000).

Fair value measurements recognised in the consolidated statement of financial position. The fair value of financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The directors of the Company consider that the carrying amounts of current financial assets and current financial liabilities recorded at amortised cost in the consolidated financial statement approximate their fair values due to their immediate or short-term maturities.

6. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

流動資金風險 (續)

附有按要求償還條款的有抵押銀行借貸計入在上述到期狀況分析「按要求或在一年內」時間段內。於二零一九年三月三十一日，因於年內提早償還所有尚欠之借貸，本集團並無有抵押銀行借貸之未貼現本金（二零一八年：6,689,000港元）。

確認於綜合財務狀況表的公平值計量金融資產及金融負債之公平值乃根據以貼現現金使用分析為基礎之公認定價模式釐定。

本公司董事認為，於綜合財務報表中按攤銷成本記賬之流動金融資產及流動金融負債因於即時或短期內到期，故其賬面值與其公平值相若。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

7. REVENUE

Revenue represents revenue arising from fitting out and engineering services provided and design and procurement of furnishings and related products services provided, interest income from money lending and sale of fine and rare wines. No revenue has yet been generated from the financial services business and leasing of construction equipment during the year.

An analysis of the Group's revenue for the year is as follows:

7. 收益

收益即來自所提供之裝修及工程服務、設計及採購傢俱及相關產品服務、放債利息收入及美酒銷售之收益。於年內，金融服務業務及租賃建築設備業務並無錄得收益。

本集團年內收益之分析如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Fitting out and engineering services income	裝修及工程服務收入	14,327	10,652
Design and procurement of furnishings and related products services income	設計及採購傢俱及相關產品服務	4,689	4,119
Interest income from money lending	放債利息收入	3,304	4,495
Sale of fine and rare wines	美酒銷售收入	5,830	13,831
		28,150	33,097

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

8. SEGMENT INFORMATION

Information reported to the Chief Executive Officer (the "CEO"), being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. The directors of the Company have chosen to organise the Group around differences in services. No operating segments identified by the CEO has been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group's reportable and operating segments are as follows:

- (a) Provision of fitting out and engineering services (previously known as "Design and fitting out services") comprising design and fitting out services and other engineering works and maintenance services ("Fitting out and engineering services");
- (b) Provision of design and procurement of furnishings and related products services (previously known as "Design and procurement of furnishings and decorative materials services") ("Design and procurement of furnishings and related products services");
- (c) Money lending ("Money lending");
- (d) Sourcing and merchandising of fine and rare wines ("Wines merchandising");
- (e) Financial services business (previously known as "Securities business") comprising provision of advising on securities and securities dealing and brokerage services and asset management services ("Financial services business"); and
- (f) Leasing of construction equipment business ("Leasing of construction equipment").

8. 分部資料

向行政總裁（「行政總裁」，即主要經營決策者）呈報以分配資源及評估分部表現之資料集中於已付運或提供之貨品或服務種類。本公司董事已選擇按不同服務管理本集團。於達致本集團之可呈報分部時，行政總裁並無將任何已識別之經營分部合併。

具體而言，本集團可呈報及經營分部如下：

- (a) 提供裝修及工程服務（前稱「設計及裝修服務」）包括設計及裝修服務，以及其他工程及維修服務（「裝修及工程服務」）；
- (b) 提供設計及採購傢俱及相關產品服務（前稱「設計及採購室內陳列及裝飾材料服務」）（「設計及採購傢俱及相關產品服務」）；
- (c) 放債（「放債」）；
- (d) 營銷美酒（「營銷美酒」）；
- (e) 金融服務業務（前稱「證券業務」）包括就證券提供意見以及證券交易及經紀服務及資產管理服務（「金融服務業務」）；及
- (f) 租賃建築設備業務（「租賃建築設備」）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

8. SEGMENT INFORMATION (Continued)

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable and operating segment:

For the year ended 31 March 2019

		Fitting out and engineering services	Design and procurement of furnishings and related products services	Money lending	Wines merchandising	Financial services business	Leasing of construction equipment	Total
		裝修及 工程服務 HK\$'000 千港元	設計及採購 傢俱及相關 產品服務 HK\$'000 千港元	放債 HK\$'000 千港元	營銷美酒 HK\$'000 千港元	金融 服務業務 HK\$'000 千港元	租賃 建築設備 HK\$'000 千港元	總計 HK\$'000 千港元
Segment revenue	分部收益	14,327	4,689	3,304	5,830	-	-	28,150
Segment profit/(loss)	分部溢利/(虧損)	(7,924)	(3,123)	2,216	76	(1,342)	(3,709)	(13,806)
Other income	其他收入							782
Other gains/(losses), net	其他收益/(虧損), 淨額							(62)
Central administrative costs	中央行政成本							(9,968)
Increase in fair value of an investment property	投資物業公平值增加							3,200
Finance costs	融資成本							(85)
Loss before tax	除稅前虧損							(19,939)

截至二零一九年三月三十一日止年度

8. 分部資料 (續)

分部收益及業績

以下為本集團收益及業績按可呈報及經營分部作出之分析：

截至二零一九年三月三十一日止年度

For the year ended 31 March 2018

截至二零一八年三月三十一日止年度

		Fitting out and engineering services	Design and procurement of furnishings and related products services	Money lending	Wines merchandising	Financial services business	Total
		裝修及 工程服務 HK\$'000 千港元	設計及採購 傢俱及相關 產品服務 HK\$'000 千港元	放債 HK\$'000 千港元	營銷美酒 HK\$'000 千港元	金融 服務業務 HK\$'000 千港元	總計 HK\$'000 千港元
Segment revenue	分部收益	10,652	4,119	4,495	13,831	-	33,097
Segment profit/(loss)	分部溢利/(虧損)	(17,473)	(3,263)	4,372	(585)	(1,125)	(18,074)
Other income	其他收入						730
Central administrative costs	中央行政成本						(12,984)
Increase in fair value of an investment property	投資物業公平值增加						2,500
Finance costs	融資成本						(161)
Loss before tax	除稅前虧損						(27,989)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

8. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment profit/(loss) represents the profit/(loss) earned by each segment without allocation of certain other income, central administrative costs (including directors' emoluments), increase in fair value of an investment property and finance costs. This is the measure reported to the CEO for the purposes of resource allocation and performance assessment.

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segment:

As at 31 March 2019

		Fitting out and engineering services	Design and procurement of furnishings and related products services	Money lending	Wines merchandising	Financial services business	Leasing of construction equipment	Total
		裝修及工程服務 HK\$'000 千港元	設計及採購傢俱及相關產品服務 HK\$'000 千港元	放債 HK\$'000 千港元	營銷美酒 HK\$'000 千港元	金融服務業務 HK\$'000 千港元	租賃建築設備 HK\$'000 千港元	總計 HK\$'000 千港元
Segment assets	分類資產							
Non-current assets	非流動資產							
Plant and equipment	廠房及設備	312	402	-	16	-	5,398	6,128
Goodwill	商譽	1,867	-	-	-	854	-	2,721
Intangible assets	無形資產	-	-	-	-	18,738	-	18,738
		2,179	402	-	16	19,592	5,398	27,587
Current assets	流動資產	6,103	3,298	6,022	6,257	-	8,053	29,733
Segment assets	分類資產	8,282	3,700	6,022	6,273	19,592	13,451	57,320
Unallocated:	未分配:							
Cash and bank balances	現金及銀行結存							27,009
Others	其他							31,759
Total assets per consolidated statement of financial position	綜合財務狀況表資產總值							116,088
Segment liabilities	分類負債							
Non-current liabilities	非流動負債							
Deferred tax liabilities	遞延稅項	63	-	-	-	3,092	-	3,155
		63	-	-	-	3,092	-	3,155
Current liabilities	流動負債	4,259	862	20	22	30	251	5,444
Segment liabilities	分類負債	4,322	862	20	22	3,122	251	8,599
Unallocated:	未分配:							
Others	其他							3,076
Total liabilities per consolidated statement of financial position	綜合財務狀況表負債總值							11,675

8. 分部資料 (續)

分部收益及業績 (續)

經營分部之會計政策與所述之本集團會計政策相同。分部溢利／(虧損)指未分配若干其他收入、中央行政成本(包括董事酬金)、投資物業公平值增加及融資成本之各分部所賺取之溢利／(虧損)。此乃向行政總裁呈報以分配資源及評估表現之衡量基準。

分部資產及負債

本集團按呈報及經營分部劃分之資產及負債如下：

於二零一九年三月三十一日

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

8. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

Segment assets and liabilities (Continued)

As at 31 March 2018

8. 分部資料 (續)

分部收益及業績 (續)

分部資產及負債 (續)

於二零一八年三月三十一日

		Fitting out and engineering services 裝修及 工程服務 HK\$'000 千港元	Design and procurement of furnishings and related products services 設計及採購 傢俱及相關 產品服務 HK\$'000 千港元	Money lending 放債 HK\$'000 千港元	Wines merchandising 營銷美酒 HK\$'000 千港元	Financial services business 金融 服務業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment assets	分類資產						
Non-current assets	非流動資產						
Plant and equipment	廠房及設備	1,310	1,116	-	37	-	2,463
Goodwill	商譽	-	-	-	-	854	854
Intangible assets	無形資產	-	-	-	-	18,738	18,738
		1,310	1,116	-	37	19,592	22,055
Current assets	流動資產	4,721	625	24,227	1,430	221	31,224
Segment assets	分類資產	6,031	1,741	24,227	1,467	19,813	53,279
Unallocated:	未分配:						
Cash and bank balances	現金及銀行結存						41,577
Others	其他						29,309
Total assets per consolidated statement of financial position	綜合財務狀況表資產總值						124,165
Segment liabilities	分類負債						
Non-current liabilities	非流動負債						
Deferred tax liabilities	遞延稅項	63	-	-	-	3,092	3,155
		63	-	-	-	3,092	3,155
Current liabilities	流動負債	1,013	409	218	27	101	1,768
Segment liabilities	分類負債	1,076	409	218	27	3,193	4,923
Unallocated:	未分配:						
Others	其他						8,458
Total liabilities per consolidated statement of financial position	綜合財務狀況表負債總值						13,381

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

8. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

For the purpose of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segments other than certain plant and equipment, investment property, certain prepayments, deposits and other receivables and cash and bank balances as these assets are managed on a group basis.
- all liabilities are allocated to reportable segments other than certain accrued expenses and other payables, obligation under a finance lease, certain income tax payable, secured bank borrowing and certain deferred tax liabilities as these liabilities are managed on a group basis.

8. 分部資料 (續)

分部收益及業績 (續)

就監察分部表現及分配各分部資源而言：

- 所有資產除若干廠房及設備、投資物業、若干預付款項、按金及其他應收款項及現金及銀行結餘以外乃按可呈報分部，因該等資產乃按集團基礎管理。
- 所有負債除若干應付開支及其他應付款項、融資租賃承擔、若干應付所得稅、有抵押銀行借貸及若干遞延稅項負債以外乃按可呈報分部，因該等負債乃按集團基礎管理。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

8. SEGMENT INFORMATION (Continued)

Other segment information For the year ended 31 March 2019

8. 分部資料 (續)

其他分部資料 截至二零一九年三月三十一日止年度

		Fitting out and engineering services	Design and procurement of furnishings and related products services	Money lending	Wines merchandising	Financial services business	Leasing of construction equipment	Unallocated	Total
		裝修及工程服務 HK\$'000 千港元	設計及採購傢俱及相關產品服務 HK\$'000 千港元	放債 HK\$'000 千港元	營銷美酒 HK\$'000 千港元	金融服務業務 HK\$'000 千港元	租賃建築設備 HK\$'000 千港元	未分配 HK\$'000 千港元	總計 HK\$'000 千港元
Impairment of intangible assets	無形資產減值	-	-	-	-	-	-	62	62
(Reversal) of/allowance for expected credit loss	預期信貸虧損撥備/(回撥)	16	24	(58)	53	-	-	-	35
Increase in fair value of an investment property	投資物業公平值增加	-	-	-	-	-	-	(3,200)	(3,200)
Depreciation of plant and equipment	廠房及設備折舊	133	1,055	-	21	-	-	770	1,979
Additions to plant and equipment	添置廠房及設備	80	-	-	-	-	5,398	-	5,478
Bank interest income	銀行利息收入	-	-	-	-	-	-	(31)	(31)
Finance costs	融資成本	-	-	-	-	-	-	85	85

For the year ended 31 March 2018

截至二零一八年三月三十一日止年度

		Fitting out and engineering services	Design and procurement of furnishings and related products services	Money lending	Wines merchandising	Financial services business	Unallocated	Total
		裝修及工程服務 HK\$'000 千港元	設計及採購傢俱及相關產品服務 HK\$'000 千港元	放債 HK\$'000 千港元	營銷美酒 HK\$'000 千港元	金融服務業務 HK\$'000 千港元	未分配 HK\$'000 千港元	總計 HK\$'000 千港元
Written off of trade and other receivables	貿易及其他應收款之撇銷	135	534	-	-	-	-	669
Impairment loss on trade receivables	貿易應收款項減值虧損	3,915	923	-	-	-	-	4,838
Reversal of impairment loss of trade and other receivables	貿易及其他應收款項減值虧損撥回	(43)	-	-	-	-	-	(43)
Increase in fair value of an investment property	投資物業公平值增加	-	-	-	-	-	(2,500)	(2,500)
Depreciation of plant and equipment	廠房及設備折舊	453	1	-	22	-	886	1,362
Additions to plant and equipment	添置廠房及設備	1,136	1,274	-	13	-	23	2,446
Bank interest income	銀行利息收入	-	-	-	-	-	(67)	(67)
Finance costs	融資成本	-	-	-	-	-	161	161

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

8. SEGMENT INFORMATION (Continued)

Geographical Information

The Group's operations are located in Hong Kong, the PRC, and Malaysia.

The Group's revenue from external customers is presented based on the location of the operations and information about its non-current assets is presented based on the geographical location of the assets as detailed below:

		Revenue from external customers		Non-current assets	
		來自外部客戶之收入		非流動資產	
		2019	2018	2019	2018
		二零一九年	二零一八年	二零一九年	二零一八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Hong Kong	香港	24,517	33,097	57,696	49,795
PRC	中國	1,008	–	4	5
Malaysia	馬來西亞	2,625	–	–	–
		28,150	33,097	57,700	49,800

Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total sales of the Group are as follows:

		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Customer A ^{1,5}	客戶A ^{1,5}	5,550	N/A 不適用 ⁵
Customer B ^{3,5}	客戶B ^{3,5}	5,330	N/A 不適用 ⁵
Customer C ^{1,2}	客戶C ^{1,2}	2,833	8,042
Customer D ³	客戶D ³	N/A 不適用 ⁴	4,245

- Revenue from fitting out and engineering services
- Revenue from design and procurement of furnishings and related products services
- Revenue from wine merchandising
- The corresponding revenue did not contribute over 10% of the total revenue of the Group
- New customers

8. 分部資料 (續)

地區資料

本集團於香港、中國及馬來西亞營運。

本集團來自外部客戶之收入已基於營運地點呈列，而非流動資產之相關資料則基於該資產之地理位置呈列如下：

主要客戶之資料

貢獻本集團相關年度總銷售10%以上的客戶資料如下：

- 來自裝修及工程服務的收益
- 來自設計及採購傢俱及相關產品服務的收益
- 來自營銷美酒的收益
- 該相關收入並未貢獻本集團本年度總收益之10%以上
- 新客戶

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

9. OTHER INCOME

9. 其他收入

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Bank interest income	銀行利息收入	31	67
Reversal of expected credit loss in respect of loan receivables	應收貸款預期信貸虧損撥回	58	-
Reversal of impairment loss in respect of trade and other receivables	貿易及其他應收款項減值虧損撥回	-	43
Rental income	租金收入	723	624
Exchange gain	匯兌收益	-	154
Sundry income	雜項收入	611	71
		1,423	959

An analysis of the Group's net rental income is as follows:

本集團租金收入淨額分析如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Gross rental income	租金收入總額	723	624
Less: Outgoings (included in administrative expenses)	減：支出 (計入行政開支)	(117)	(357)
		606	267

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

10. OTHER GAINS/(LOSSES), NET

10. 其他收益／（虧損），淨額

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Impairment of intangible assets	無形資產減值	(62)	-
Net gain on disposal of plant and equipment	出售廠房及設備淨收益	91	-
Loss on written off of plant and equipment	廠房及設備之撇銷虧損	(10)	-
		19	-

11. FINANCE COSTS

11. 融資成本

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Interests on:	以下各項之利息：		
- Secured bank borrowing	- 有抵押銀行借貸	83	157
- obligations under a finance lease	- 融資租賃承擔	2	4
		85	161

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

12. INCOME TAX EXPENSE

12. 利得稅開支

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Current tax:	本期稅項:		
Hong Kong profits tax	香港利得稅	-	131
Over provision in prior years:	過往年度超額撥備:		
Hong Kong profits tax	香港利得稅	-	-
Singapore corporate tax	新加坡利得稅	-	(27)
Deferred tax (note 31)	遞延稅項(附註31)		
Current year	本年度	135	-
Income tax expense for the year	本年度利得稅開支	135	104

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

於二零一八年三月二十一日，香港立法會通過《二零一七年稅務(修訂)(第7號)條例草案》(「條例草案」)，引入利得稅兩級制。條例草案於二零一八年三月二十八日簽署成為法律，並於翌日刊憲。根據利得稅兩級制，合資格集團實體首2,000,000港元之溢利將按稅率8.25%課稅，而超過2,000,000港元之溢利將按稅率16.5%課稅。不符合利得稅兩級制之集團實體之溢利將繼續按統一稅率16.5%課稅。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

12. INCOME TAX EXPENSE (Continued)

The directors of the Company considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax has been provided at the rate of 8.25% on the first HK\$2,000,000 of the estimated assessable profit of the qualifying group entity and 16.5% on the estimated assessable profit above HK\$2,000,000 for the year ended 31 March 2019 (2018: flat rate of 16.5%).

Pursuant to the rules and regulations of the British Virgin Islands ("BVI"), the Group is not subject to any income tax in the BVI.

No Singapore Corporate Tax has been provided as there is no estimated assessable profit for both years.

The PRC corporate income tax in respect of operations in Mainland China is calculated at the applicable tax rates on the estimated assessable profits for the year based on existing legislation, interpretations and practices in respect thereof.

The PRC tax law imposes a withholding tax at 10%, unless reduced by a tax treaty, for dividends distributed by PRC subsidiaries to its immediate holding company outside the PRC for earnings generated beginning on 1 January 2008.

Deferred taxation has not been provided in the consolidated financial statements in respect of the temporary difference attributable to retained profits of the PRC subsidiaries as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not release in the foreseeable future.

12. 利得稅開支 (續)

本公司董事認為，於實施利得稅兩級制後涉及之金額就綜合財務報表而言並不重大。截至二零一九年三月三十一日止年度，香港利得稅就合資格集團實體首2,000,000港元之估計應稅溢利按稅率8.25%及超過2,000,000港元之估計應稅溢利按稅率16.5%計提撥備（二零一八年：統一稅率為16.5%）。

根據英屬處女群島的規則和法例，本集團毋須繳納英屬處女群島的任何利得稅項。

由於本集團於該兩年度並無於新加坡產生應課稅溢利，故並未於綜合財務報表就新加坡利得稅作出撥備。

有關中國大陸業務營運之中國企業所得稅已根據現行法例、詮釋及有關慣例就本年度估計應課稅溢利按適用稅率計算。

自二零零八年一月一日開始，除非根據稅務條約予以減少，中國稅法規定中國附屬公司因產生盈利而向其中國境外直接控股公司分派股息須繳納10%預扣稅。

由於本集團能夠控制暫時性差異撥回的時間，而且該暫時性差異很可能於可見未來不會動用，因此關於中國附屬公司分派保留溢利所引申的暫時性差異之相關遞延稅項並沒有於綜合財務報表中計提。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

12. INCOME TAX EXPENSE (Continued)

The tax charge for the year can be reconciled to the loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

12. 利得稅開支 (續)

本年度稅項支出與綜合損益及其他全面收益報表所示除稅前虧損之對賬如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Loss before tax	除稅前虧損	(19,939)	(27,989)
Tax expense at rates applicable to profits in the jurisdiction concerned	按相關司法權區適用稅率計算之稅項開支	(3,365)	(4,703)
Tax effect of income not taxable for tax purpose	免稅收入之稅務影響	(543)	(525)
Tax effect of expenses not deductible for tax purpose	不可扣稅項開支之稅務影響	24	770
Tax effect of deductible temporary differences not recognised	未確認可扣減暫時差額之稅務影響	154	(24)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	4,102	4,643
Utilisation of tax losses not recognised	未確認稅項虧損之應用	(234)	-
Over provision in prior years	過往年度超額撥備	-	(27)
Effect of tax exemptions granted (note)	所獲之稅項減免之影響 (附註)	(3)	(30)
Income tax expense for the year	年度利得稅開支	135	104

Details of deferred tax liabilities are set out in note 31.

遞延稅項負債之詳情已載列於附註31。

Note: Tax exemptions represented reduction of Hong Kong profits tax for the year of assessment 2018/2019 by 75% (2017/2018: 75%), subject to a ceiling of HK\$20,000 (2017/2018: HK\$30,000) per case and exemptions of Singapore income tax for the year of assessment 2017/2018 and 2018/2019 at regressive rate.

附註：稅項減免即二零一八／二零一九課稅年度香港利得稅扣減75% (二零一七／二零一八課稅年度：75%)，每個個案最高扣減額為20,000港元 (二零一七／二零一八課稅年度：30,000港元)，而新加坡於二零一七／二零一八課稅年度及二零一八／二零一九課稅年度之稅項減免則按累退稅率。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

13. LOSS FOR THE YEAR

The Group's loss for the year has been arrived at after charging:

13. 年度虧損

本集團於本年度之虧損已經扣除下列各項：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Salaries and wages included in project costs	薪金及工資 (包括於項目成本中)	516	-
Salaries and wages included in administrative expenses:	薪金及工資 (包括於行政開支中)：		
Directors' emoluments (note 14)	董事酬金(附註14)	5,449	4,906
Salaries, wages and other benefits (excluding directors' emoluments)	薪金、工資及其他福利 (不包括董事酬金)	10,792	11,688
Contribution to defined contribution retirement benefits scheme (excluding directors)	界定供款退休福利計劃供款 (不包括董事)	328	305
		17,085	16,899
Depreciation	折舊	1,979	1,362
Auditor's remuneration	核數師酬金	600	550
Written off of trade and other receivables	貿易及其他應收款項之撇銷	-	669
Allowance for expected credit loss on trade and other receivables (note 24)	貿易及其他應收款項之預期信貸虧損(附註24)	93	-
Impairment loss on trade and other receivables (note 24)	貿易及其他應收款項之減值虧損(附註24)	-	4,838
Minimum lease payments under operating leases in respect of office premises	有關辦公室物業之經營租賃最低租金	6,943	1,751

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

The emoluments paid or payable to each of the 8 (2018: 7) directors and the chief executive were as follows:

14. 董事及行政總裁酬金

已支付或應付予8(二零一八年:7)位董事和行政總裁的酬金如下: :

		2019 二零一九年			
		Fees	Salaries and other benefits	Contributions to retirement benefits schemes	Total
		費用 HK\$'000 千港元	薪金和 其他福利 HK\$'000 千港元	退休福利 計劃供款 HK\$'000 千港元	總計 HK\$'000 千港元
Executive Directors:	執行董事:				
Mr. Chan Chi Yuen	陳志遠先生	-	2,080	38	2,118
Mr. Liu Rongsheng	劉榮生先生	-	960	18	978
Mr. Wang Jun	王軍先生	-	240	-	240
Mr. Zhang Weijie (appointed on 7 May 2018)	張偉杰先生 (於二零一八年 五月七日委任)	-	540	-	540
Non-executive Director:	非執行董事:				
Mr. Tsang Kei Cheong	曾紀昌先生	-	1,185	18	1,203
Independent non-executive Directors:	獨立非執行董事:				
Mr. Chan Chiu Hung Alex	陳釗洪先生	130	-	-	130
Mr. Wu Zhao	吳兆先生	120	-	-	120
Mr. Lam Cheok Va	Lam Cheok Va先生	120	-	-	120
Total	總計	370	5,005	74	5,449

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued) 14. 董事及行政總裁酬金 (續)

		2018 二零一八年			
		Fees	Salaries and other benefits	Contributions to retirement benefits schemes	Total
		費用	薪金和其他福利	退休福利計劃供款	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Executive Directors:	執行董事:				
Mr. Chan Chi Yuen	陳志遠先生	–	2,080	35	2,115
Mr. Liu Rongsheng	劉榮生先生	–	960	18	978
Mr. Wang Jun	王軍先生	–	240	–	240
Non-executive Director:	非執行董事:				
Mr. Tsang Kei Cheong	曾紀昌先生	–	1,185	18	1,203
Independent non-executive Directors:	獨立非執行董事:				
Mr. Chan Chiu Hung Alex	陳釗洪先生	130	–	–	130
Mr. Wu Zhao	吳兆先生	120	–	–	120
Mr. Lam Cheok Va	Lam Cheok Va先生	120	–	–	120
Total	總計	370	4,465	71	4,906

Their emoluments were within the following bands:

酬金介乎如下範圍:

		2019 二零一九年 Number of individuals 人員數量	2018 二零一八年 Number of individuals 人員數量
Nil to HK\$1,000,000	0 – 1,000,000港元	6	5
HK\$1,000,001 to HK\$1,500,000	1,000,001港元 – 1,500,000港元	1	1
HK\$1,500,001 to HK\$2,000,000	1,500,001港元 – 2,000,000港元	–	–
HK\$2,000,001 to HK\$2,500,000	2,000,001港元 – 2,500,000港元	1	1
		8	7

Neither the chief executive nor any of the directors waived any emoluments in the year ended 31 March 2019 and 2018.

截至二零一九年及二零一八年三月三十一日止年度，行政總裁或任何董事均未放棄收取任何酬金。

No emoluments represent the payments to a management service company in respect of directors' services in connection with management of the affairs of the Group.

概無就董事管理本集團事務而支付管理服務公司的酬金。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

15. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, 3 (2018: 3) were directors of the Group whose emoluments are included in the disclosures in note 14 above. The emoluments of the remaining 2 (2018: 2) individuals were as follows:

15. 僱員酬金

在本集團酬金最高的前五人中，其中3（二零一八年：3）人為本集團董事，其酬金在上文附註14中披露。其餘2（二零一八年：2）人的酬金如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Salaries and other benefits	薪金和其他福利	1,870	3,696
Contributions to retirement benefits schemes	退休福利計劃供款	45	36
		1,915	3,732

Their emoluments were within the following bands:

酬金介乎如下範圍：

		2019 二零一九年 Number of individuals 人員數量	2018 二零一八年 Number of individuals 人員數量
Nil to HK\$1,000,000	0 – 1,000,000港元	1	1
HK\$1,000,001 to HK\$1,500,000	1,000,001港元 – 1,500,000港元	1	–
HK\$2,500,001 to HK\$3,000,000	2,500,001港元 – 3,000,000港元	–	1
		2	2

16. DIVIDEND

No dividend was paid or proposed during the years ended 31 March 2019 and 2018, nor has any dividend been proposed since the end of the reporting period.

16. 股息

於截至二零一九年及二零一八年三月三十一日止年度沒有派付或建議派發股息，自報告期末起，亦不建議派發任何股息。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

17. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the following data:

Loss

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Loss for the purpose of basic and diluted loss per share	就每股基本及攤薄虧損而言之虧損	(20,074)	(28,093)

Number of shares

		2019 二零一九年 '000 千股	2018 二零一八年 '000 千股
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	就每股基本及攤薄虧損而言之普通股份加權平均數	388,062	363,000

Loss per share

		2019 二零一九年 HK cents 港仙	2018 二零一八年 HK cents 港仙
Basic and diluted	基本及攤薄	(5.17)	(7.74)

Since there were no potential dilutive shares in issue during the years ended 31 March 2019 and 2018, basic and diluted loss per share are the same for both years.

17. 每股虧損

本公司擁有人應佔基本及攤薄之每股虧損按下列數據計算：

虧損

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Loss for the purpose of basic and diluted loss per share	就每股基本及攤薄虧損而言之虧損	(20,074)	(28,093)

股份數目

		2019 二零一九年 '000 千股	2018 二零一八年 '000 千股
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	就每股基本及攤薄虧損而言之普通股份加權平均數	388,062	363,000

每股虧損

		2019 二零一九年 HK cents 港仙	2018 二零一八年 HK cents 港仙
Basic and diluted	基本及攤薄	(5.17)	(7.74)

由於於截至二零一九年及二零一八年三月三十一日止年度內概無潛在攤薄已發行股份，因此基本及攤薄每股虧損為相同。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

18. PLANT AND EQUIPMENT

18. 廠房及設備

		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Furniture and fixtures 傢具和固定裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Construction equipment 建築設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
COST OR VALUATION		成本或估價					
At 1 April 2017	於二零一七年四月一日	1,681	871	1,030	1,342	-	4,924
Additions	添置	1,070	1,287	89	-	-	2,446
Exchange realignment	匯兌調整	-	1	-	-	-	1
At 31 March 2018 and 1 April 2018	於二零一八年三月三十一日及 二零一八年四月一日	2,751	2,159	1,119	1,342	-	7,371
Acquisition of a subsidiary	收購一間附屬公司	-	1	-	-	-	1
Transfer	轉移	-	(1,228)	-	-	-	(1,228)
Disposal and written off	出售及註銷	-	(47)	-	(224)	-	(271)
Additions	添置	3,352	-	185	-	1,941	5,478
At 31 March 2019	於二零一九年三月三十一日	6,103	885	1,304	1,118	1,941	11,351
DEPRECIATION		折舊					
At 1 April 2017	於二零一七年四月一日	979	335	686	677	-	2,677
Charge for the year	本年度支出	534	407	141	280	-	1,362
At 31 March 2018 and 1 April 2018	於二零一八年三月三十一日及 二零一八年四月一日	1,513	742	827	957	-	4,039
Transfer	轉移	-	(666)	-	-	-	(666)
Disposal and written off	出售及註銷	-	(13)	-	(215)	-	(228)
Charge for the year	本年度支出	836	750	126	266	1	1,979
At 31 March 2019	於二零一九年三月三十一日	2,349	813	953	1,008	1	5,124
CARRYING VALUES		賬面值					
At 31 March 2019	於二零一九年三月三十一日	3,754	72	351	110	1,940	6,227
At 31 March 2018	於二零一八年三月三十一日	1,238	1,417	292	385	-	3,332

No asset was held under finance lease as at 31 March 2019. As at 31 March 2018, included in the carrying value of motor vehicles of approximately HK\$385,000 was an amount of approximately HK\$100,000 held under a finance lease.

於二零一九年三月三十一日，本集團並無根據融資租賃持有之資產。包括於二零一八年三月三十一日之汽車的賬面值約385,000港元內，根據融資租賃持有的資產約為100,000港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

19. INVESTMENT PROPERTY

19. 投資物業

		Total 總計 HK\$'000 千港元
FAIR VALUE	公平值	
At 1 April 2017	於二零一七年四月一日	22,500
Increase in fair value recognised in profit or loss	於損益確認之公平值增加	2,500
At 31 March 2018	於二零一八年三月三十一日	25,000
Increase in fair value recognised in profit or loss	於損益確認之公平值增加	3,200
At 31 March 2019	於二零一九年三月三十一日	28,200

The fair value of the Group's investment property at 31 March 2019 has been arrived at on the basis of a valuation carried out on that date by Peak Vision Appraisals Limited ("PVA"), an independent qualified professional valuers not connected with the Group. PVA is a member of the Institute of Surveyors. The valuation was arrived at by market prevailing market rents for comparable properties in the same location and condition, expected future market rents and appropriate discount rates, market prices if appropriate. Details of the valuation techniques and assumptions are discussed below.

In estimating the fair value of the property, the highest and best use of the properties is their current use.

All of the Group's property interests held under operating leases to earn rentals purposes are measured using the fair value model and are classified and accounted for as investment property.

The Group's investment property which was pledged to secure banking facilities granted to the Group in prior years has been released from the charge on 18 September 2018.

The investment property is measured subsequent to initial recognition at fair value of Level 2 based on the degree to which the inputs to fair value measurement are observable. There were no transfers between levels of fair value hierarchy during the year.

本集團投資物業於二零一九年三月三十一日之公平值由與本集團並無關連之獨立合資格專業估值師灃鋒評估有限公司(「灃鋒」)於該日按估值基準釐定。灃鋒為香港測量師學會會員。估值乃參考同一地點和狀況下可比物業的普遍市場租金、預計未來市場租金及適當的折現率、恰當的市場價格後得出。估值技術及假設之詳情討論如下。

在估計該物業之公平值時，該物業當前之用途為最高及最佳用途。

本集團所有根據經營租賃持有以賺取租金用途之投資物業，乃以公平值模式計算，並分類及列作投資物業。

本集團之投資物業於以前年度用作抵押以取得授予本集團之銀行融資，已於二零一八年九月十八日解除抵押。

投資物業於初始確認後按以公平值計量之輸入數據的可觀察程度為基礎的第二級公平值計量。於本年度內，各公平值層級之間並無轉撥。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

19. INVESTMENT PROPERTY (Continued)

The following table gives information about how the fair values of the investment property as at 31 March 2019 is determined (in particular, the valuation techniques and inputs used):

19. 投資物業 (續)

下表載列釐定於二零一九年三月三十一日之投資物業之公平值之資料(尤其是所使用之估值技術及數據):

	Fair value hierarchy	Fair value as at 31 March 2019 於二零一九年三月三十一日之公平值 HK\$'000 千港元	Valuation technique and key inputs
	公平值層級		估值技術及主要數據
Investment property	Level 2	28,200	Investment Method of valuation – by reference to market prevailing market rents for comparable properties in the same location and condition, expected future market rents and appropriate discount rates, market prices if appropriate.
投資物業	第二級		投資估價法 – 經參考同一地點和狀況下可比物業的普遍市場租金、預計未來市場租金及適當的折現率、恰當的市場價格後得出。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

20. GOODWILL

20. 商譽

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Cost:	成本：		
As at 1 April	於四月一日	854	-
Acquisition of a subsidiary (note 34)	收購一間附屬公司(附註34)	1,867	854
As at 31 March	於三月三十一日	2,721	854
Accumulated impairment losses:	累計減值虧損：		
As at 1 April and 31 March	於四月一日及三月三十一日	-	-
Carrying Value:	賬面值：		
As at 31 March	於三月三十一日	2,721	854

Goodwill acquired through business combination during the year ended 31 March 2018 and 2019 of approximately HK\$854,000 and HK\$1,867,000 have been allocated to the financial services business segment and fitting out and engineering services business, respectively.

透過分別於截至二零一八年及二零一九年三月三十一日止年度之業務合併收購之商譽金額約854,000港元及1,867,000港元已分別分配至金融服務業務及裝修及工程服務業務。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

20. GOODWILL (Continued)

An analysis of goodwill attributable to the relevant cash-generating units ("CGUs") is as follows:

20. 商譽 (續)

相關現金產生單位(「現金產生單位」)應佔商譽之分析如下：

		Financial services business segment CGU 金融服務業務分部現金產生單位 HK\$'000 千港元	Fitting out and engineering services business segment CGU 裝修及工程服務業務分部現金產生單位 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Carrying value at 1 April 2017	於二零一七年四月一日的賬面值	-	-	-
Goodwill arising from acquisition of subsidiary (note 34(b))	收購附屬公司產生的商譽 (附註34(b))	854	-	854
Carrying value at 31 March 2018 and 1 April 2018	於二零一八年三月三十一日及二零一八年四月一日的賬面值	854	-	854
Goodwill arising from acquisition of subsidiary (note 34(a))	收購附屬公司產生的商譽 (附註34(a))	-	1,867	1,867
Carrying value at 31 March 2019	於二零一九年三月三十一日的賬面值	854	1,867	2,721

The Group has appointed an independent qualified professional valuer, Peak Vision Appraisals Limited to perform its annual impairment test for goodwill allocated to the financial services business segment CGU and fitting out and engineering services business segment CGU by comparing its recoverable amount to its carrying amount as at the end of the reporting period. The recoverable amounts of the CGUs are determined based on the fair value less costs of disposal by reference to comparable and the value-in-use calculations which are required to estimate the future cash flow of the CGU and the assumptions (including the revenue growth rates, gross margin and long term growth rate used in the cash flow projections and discount rate) applied to bring the future cash flow back to their present values. Management of the Group determines that there is no impairment of goodwill for the years ended 31 March 2019 and 2018.

本集團已委聘一名獨立合資格專業估值師滙鋒評估有限公司比較分配予金融服務業務分部及裝修及工程服務業務分部現金產生單位之商譽可收回金額與其於報告期末之賬面值，對商譽進行年度減值測試。現金產生單位的可收回金額乃根據參考經甄選可比性評定公平價值減出售成本方法；及估計現金產生單位的未來現金流並按決定的假設（包括現金流預測中的收入增長率、毛利率、長期增長率和貼現率）將未來現金流貼至現值計算使用價值來釐定。截至二零一九年及二零一八年三月三十一日止年度，本集團管理層釐定概無商譽減值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

21. INTANGIBLE ASSETS

21. 無形資產

		Securities licences	Cross- boundary vehicle licence 中港 車輛牌照	Total
		證券牌照 HK\$'000 千港元	車輛牌照 HK\$'000 千港元	總計 HK\$'000 千港元
Cost:	成本：			
At 1 April 2017	於二零一七年四月一日			
Acquisition of assets through acquisition of a subsidiary (note 35)	透過收購一間附屬公司購入資產 (附註35)	-	1,876	1,876
Acquisition of a subsidiary (note 34(b))	收購一間附屬公司 (附註34(b))	18,738	-	18,738
At 31 March 2018, 1 April 2018 and 31 March 2019	於二零一八年三月三十一日、二零一八年四月一日及二零一九年三月三十一日	18,738	1,876	20,614
Accumulated impairment losses:	累計減值虧損：			
At 31 March 2018 and 1 April 2018	於二零一八年三月三十一日及二零一八年四月一日	-	-	-
Impairment loss recognised	已確認減值	-	62	62
As 31 March 2019	於二零一九年三月三十一日	-	62	62
Carrying value:	賬面值：			
As at 31 March 2019	於二零一九年三月三十一日	18,738	1,814	20,552
As at 31 March 2018	於二零一八年三月三十一日	18,738	1,876	20,614

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

21. INTANGIBLE ASSETS (Continued)

The intangible assets represent (i) the licences (the "SFO Licences") to carry on Type 1 (Trading of securities), Type 4 (Advising on securities) and Type 9 (Asset management) activities under the Securities and Futures ordinance ("SFO") (Chapter 571 of the Laws of Hong Kong) and (ii) the cross-boundary vehicle licence.

SFO Licences

The Group has appointed an independent qualified professional valuer, Peak Vision Appraisals Limited, to perform an appraisal of the value of the SFO Licences as at 31 March 2019. The recoverable amount of intangible asset has been determined based on the fair value less cost of disposal by reference to comparables. No impairment of the SFO Licences has been provided as the recoverable amount of the SFO Licences was higher than its carrying amount as at 31 March 2019.

The cross-boundary vehicle licence

The Group has appointed an independent qualified professional valuer, Peak Vision Appraisals Limited, to perform an appraisal of the value of the cross-boundary vehicle licence as at 31 March 2019. The recoverable amount of intangible asset has been determined on the basis of value in use calculation. The value in use calculation uses cash flow projections based on financial budgets approved by management from 2020 to 2024 by applying average growth rate of 2.5% in market rental and a discount rate of 11.1%. Cash inflows/outflows have been determined based on past performance and management's expectations for the market development.

Impairment of approximately HK\$62,000 (2018: Nil) on the cross-boundary vehicle licence has been provided as the recoverable amount of the cross-boundary vehicle licence was less than its carrying amount as at 31 March 2019.

21. 無形資產 (續)

無形資產指(i)從事香港法例第571章證券及期貨條例(「證券及期貨條例」)項下第1類(證券買賣)、第4類(就證券提供意見)及第9類(資產管理)活動的牌照(「證券及期貨條例牌照」)及(ii)中港車輛牌照。

證券及期貨條例牌照

本集團已委聘一名獨立合資格專業估值師滂鋒評估有限公司對證券及期貨條例牌照於二零一九年三月三十一日的價值進行評估。無形資產乃基於參考經甄選可比性評定公平價值減出售成本的可收回金額。於二零一九年三月三十一日，證券及期貨條例牌照之可收回金額高於其賬面值，概無證券及期貨條例牌照減值準備。

中港車輛牌照

本集團已委聘一名獨立合資格專業估值師滂鋒評估有限公司對中港車輛牌照於二零一九年三月三十一日的價值進行評估。無形資產的可收回金額乃基於使用價值計算而釐定。使用價值計算使用基於管理層批准的二零二零年至二零二四年的財政預算進行的現金流預測，對市場租金收入使用每年2.5%的增長率，及折現率11.1%。現金流入／流出乃基於過往表現及管理層對市場發展的預期釐定。

於二零一九年三月三十一日，中港車輛牌照之可收回金額低於其賬面值，中港車輛牌照減值準備金額約為62,000港元(二零一八年：無)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

22. LOAN AND INTEREST RECEIVABLES

22. 應收貸款及利息

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Current	流動	5,962	24,227
Non-current	非流動	-	-
		5,962	24,227
Analyzed as:	分析如下:		
With one year	一年內	5,962	24,227
		5,962	24,227
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Loan receivables	應收貸款	6,000	23,500
Interest receivables	應收利息	146	727
Less: Allowance for expected credit losses	減: 預期信貸虧損撥備	(184)	-
		5,962	24,227

The Group's loan and interest receivables, which arise from the money lending business in Hong Kong, are denominated in Hong Kong dollar. Loan receivables are unsecured, interest-bearing and are repayable with fixed terms agreed with the Group's customers. The maximum exposure to credit risk at each of the reporting dates is the carrying value of the receivables mentioned above.

The loan and interest receivables (2018: Nil) were past due but not impaired at 31 March 2019. Regular reviews on these loans are conducted by the management based on the historical information about counterparty default rate, latest status of these loans and the latest available information about the borrowers. There had not been a significant change in credit quality and these balances were considered fully recoverable.

本集團應收貸款及利息來自於香港提供借貸的業務，並以港元計值。應收貸款為無抵押、計息並於與本集團客戶議定的固定期限內償還。於各報告日期所面臨的最大信貸風險，為上文所述應收款項的賬面值。

應收貸款及利息（二零一八年：無）於二零一九年三月三十一日均已逾期但未信用減值。管理層根據有關方違約率的過往資料、該等貸款的最新狀況及借方的最新可得資料對該等貸款進行定期審核。信貸質量並無重大改變，且該等結餘被視為可全數回收。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

22. LOAN AND INTEREST RECEIVABLES

(Continued)

In accordance with HKFRS 9, the management takes forward-looking information into consideration that allowance for expected credit losses ("ECL") of approximately HK\$242,000 was recognised as an adjustment to the opening equity at 1 April 2018 and movement in the allowance for ECL that has been recognised for loan receivables for the year ended 31 March 2019 is as follows:

22. 應收貸款及利息 (續)

根據香港財務報告準則第9號，管理層考慮前瞻性資料並確認預期信貸虧損（「預期信貸虧損」）的撥備約為242,000港元，作為二零一八年四月一日期初權益的調整，及截至二零一九年三月三十一日止年度就應收貸款確認預期信貸虧損撥備之變動如下：

		HK\$'000 千港元
Balance as at 31 March 2018 under HKAS 39	根據香港會計準則第39號於二零一八年三月三十一日之結餘	—
Adjustment upon application of HKFRS 9	於應用香港財務報告準則第9號後作出之調整	242
Adjusted balance as at 1 April 2018	於二零一八年四月一日之經調整結餘	242
Reversal of allowance for expected credit losses	預期信貸虧損撥備回撥	(58)
Balance as at 31 March 2019	於二零一九年三月三十一日之結餘	184

23. INVENTORIES

23. 存貨

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Fine and rare wines held for sale, at cost	持作出售美酒，以成本列賬	975	1,408

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

24. TRADE AND OTHER RECEIVABLES

24. 貿易及其他應收款項

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trade receivables	貿易應收款項	12,952	5,860
Less: Allowance for impairment of trade receivables	減：貿易應收款項 減值撥備	(4,329)	(4,889)
Net trade receivables	貿易應收款項淨額	8,623	971
Retention money receivables (<i>note</i>)	應收保留金額(註)	-	1,844
Less: Allowance for impairment of retention money receivables	減：應收保留金額 減值撥備	-	-
Net retention money receivables	應收保留金額淨額	-	1,844
Deposit, prepayment and advance to suppliers	按金、預付款項及 向供應商墊款	10,498	4,088
Other receivables	其他應收款項	91	87
Total trade and other receivables	貿易及其他應收款項總額	19,212	6,990

Note: Retention money receivables are unsecured, interest-free and recoverable at the end of the defect liability period of individual contracts from 1 year since the date of the completion of the respective project.

Retention money receivables has been included in contract assets as at 31 March 2019 in accordance with HKFRS 15.

註：應收保留金額為無抵押，免息並於個別合約的保修期末可收回，保修期為各項目完成日期後一年。

應收保留金額根據香港財務報告準則第15號已納入於二零一九年三月三十一日之合約資產項下。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

24. TRADE AND OTHER RECEIVABLES

(Continued)

The Group allows an average credit period ranging from 30 to 180 day to its trade customers. The following is an aged analysis of trade receivables net of allowance for impairment of trade receivables presented based on the invoice date, which approximates the respective revenue recognition dates, at the end of the reporting period.

24. 貿易及其他應收款項 (續)

本集團向其貿易客戶提供為期30至180日不等之平均信貸期。以下為於報告期末按發票日期(與各自之收益確認日期相近)呈列之貿易應收款項已扣除貿易應收款項減值撥備之賬齡分析:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within 30 days	30日內	7,933	12
More than 30 days but within 90 days	超過30日但於90日以內	690	-
More than 90 days but within 180 days	超過90日但於180日以內	-	-
More than 180 days but within 365 days	超過180日但於365日以內	-	-
More than 365 days	超過365日	-	959
		8,623	971

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

24. TRADE AND OTHER RECEIVABLES

(Continued)

None of the Group's trade receivables (2018: approximately HK\$959,000) was past due as at 31 March 2019 for which the Group has not provided for impairment loss because there has not been a significant change in credit quality and they are still considered as recoverable. The Group does not hold any collateral over these balances.

The aged analysis of trade receivables which are past due but not impaired is set out below:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within 30 days	30日內	-	-
More than 30 days but within 90 days	超過30日但於90日內	-	-
More than 90 days	超過90日	-	959
		-	959

The movement in the allowance for impairment of trade and other receivables is set out below:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At the beginning of the financial year	財政年度初	4,889	2,375
Allowance for expected credit loss	預期信貸虧損撥備	93	-
Impairment losses recognised	確認減值虧損	-	4,838
Amount written off as uncollectible	不可收回款項撇銷	(653)	(2,281)
Impairment loss reversed	減值虧損撥回	-	(43)
At the end of the financial year	財政年度末	4,329	4,889

Included in the allowance for impairment of trade and other receivables are individually impaired trade and other receivables with an aggregate balance of approximately HK\$4,236,000 (2018: HK\$4,889,000) which had been long outstanding. The individually impaired trade and other receivables are recognised based on the credit history of its customers, such as financial difficulties or default in payments, and current market conditions.

24. 貿易及其他應收款項 (續)

本集團無貿易應收款項(於二零一九年三月三十一日已到期)(二零一八年:約959,000港元),而本集團尚未為此進行減值虧損撥備,此乃由於其信貸質素並未出現重大改變,仍被視為可收回。本集團並未就此等結餘持有任何抵押品。

以下為已逾期惟未減值貿易應收款項之賬齡分析:

貿易及其他應收款項減值撥備之變動如下:

貿易及其他應收款項減值撥備中包括已逾期多時的個別已減值貿易及其他應收款項,總數為約4,236,000港元(二零一八年:4,889,000港元)。此等個別已減值貿易及其他應收款項已基於其客戶的信貸紀錄,例如財務困境或付款違約,及現行市場情況作確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

24. TRADE AND OTHER RECEIVABLES

(Continued)

The carrying amounts of trade and other receivables are denominated in the following currencies:

24. 貿易及其他應收款項 (續)

貿易及其他應收款項之賬面值以下列貨幣列值：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
HK\$	港元	19,166	6,427
RMB	人民幣	15	4
Malaysia Ringgit ("MYR")	馬來西亞令吉	-	559
US\$	美元	-	-
Singapore Dollars ("SGD")	新加坡元	31	-
		19,212	6,990

25. AMOUNT DUE FROM (TO) CUSTOMERS FOR CONTRACT WORK

25. 應收(應付)客戶合約工程款項

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Contracts in progress at the end of the reporting period	於報告期末之進行中合約		
Contract costs incurred plus recognised profits less recognised losses	已產生合約成本加已確認溢利減已確認虧損	-	68,827
Less: Progress billings	減：按進度開具發票	-	(68,830)
At the end of the financial year	於財政年度末	-	(3)
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Analysed for reporting purpose as:	就報告目的而分析為：		
Amounts due from customers for contract work	應收客戶合約工程款項	-	163
Amounts due to customers for contract work	應付客戶合約工程款項	-	(166)
		-	(3)

As at 31 March 2018, all gross amounts due from/(to) customers for contract work were expected to be recovered/ settled within one year.

Note: Upon the adoption of HKFRS 15, gross amounts due from/(to) customers for contract work are included in contract assets and contract liabilities respectively and disclosed in note 26.

於2018年3月31日，所有應收／(應付)客戶合約工程款項總額預期將於一年內收回／清償。

附註：於採納香港財務報告準則第15號時，應收／(應付)客戶合約工程款項總額乃分別計入於附註26披露的合約資產及合約負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

26. CONTRACT ASSETS AND CONTRACT LIABILITIES

(a) Contract assets

Provision of fitting out and engineering services and provision of design and procurement of furnishings and related products services	提供裝修及工程服務和提供設計及採購傢俱及相關產品服務
	5,170

(i) The Group has initially applied HKFRS 15 using the cumulative effect method and adjusted the opening balance at 1 April 2018.

Upon the adoption of HKFRS 15, some of the retentions receivables, for which the Group's entitlement to the consideration was conditional on achieving certain milestones or satisfactory completion of the retention period, were reclassified from "Retention money receivables" under "Trade and other receivables" to contract assets.

The contract assets primarily relate to the Group's rights to consideration for work completed but not yet billed at the end of the reporting period. The increase in contract assets in 2019 was the result of the increase in the provision of fitting out and engineering services and the provision of design and procurement of furnishings and related products services at the end of the reporting period. The contract assets are transferred to trade receivables when the rights become unconditional.

Retention receivables are included in contract assets until the end of the retention period as the Group's entitlement to the final payment is conditional on the Group's work satisfactorily passing inspection.

26. 合約資產及合約負債

(a) 合約資產

31 March 2019 二零一九年 三月三十一日 HK\$'000 千港元	1 April 2018 二零一八年 四月一日 HK\$'000 千港元 (note (i)) (附註(i))	31 March 2018 二零一八年 三月三十一日 HK\$'000 千港元 (note (i)) (附註(i))
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	2,007	-
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(i) 本集團使用累計影響法首次應用香港財務報告準則第15號，並調整於二零一八年四月一日的年初結餘。

於採納香港財務報告準則第15號時，本集團享有代價的權利須待達成若干里程碑或保存期圓滿完成方可作實的部分應收保留金，由「貿易及其他應收款項」項下的「應收保留金額」重新分類為合約資產。

合約資產主要關於本集團享有於報告期末已完成但未發出賬單工程的代價的權利。二零一九年的合約資產增加源於報告期末提供的裝修及工程服務和設計及採購傢俱及相關產品服務增加。合約資產於有關權利成為無條件時轉入貿易應收款項。

應收保留金包括在合約資產中直至保留期結束，因為本集團最終付款的權利取決於本集團的工作是否合理地通過檢查。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

26. CONTRACT ASSETS AND CONTRACT LIABILITIES (Continued)

(b) Contract liabilities

26. 合約資產及合約負債 (續)

(b) 合約負債

	31 March 2019 二零一九年 三月三十一日 HK\$'000 千港元	1 April 2018 二零一八年 四月一日 HK\$'000 千港元 (note (i)) (附註(i))	31 March 2018 二零一八年 三月三十一日 HK\$'000 千港元 (note (i)) (附註(i))
Provision of fitting out and engineering services and provision of design and procurement of furnishings and related products services	109	166	-

(i) The Group has initially applied HKFRS 15 using the cumulative effect method and adjusted the opening balance at 1 April 2018.

The contract liabilities primarily relate to the advanced consideration received from customers, for which revenue is recognised based on the progress of the provision of related services.

(i) 本集團使用累計影響法首次應用香港財務報告準則第15號，並調整於二零一八年四月一日的年初結餘。

合約負債主要與已收客戶的代價墊款有關，有關收益乃根據提供有關服務的進度確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

27. PLEDGED BANK DEPOSIT AND CASH AND BANK BALANCES

Pledged bank deposit

The pledged bank deposit has been released from the charge on 28 September 2018. Pledged bank deposit as at 31 March 2018 represented deposit pledged to bank to secure banking facilities granted to the Group and carried fixed interest rate at 0.15% per annum.

Bank balances and cash

Bank balances and cash comprise cash held by the Group and short-term bank deposits with maturity within three months from initial inception. Bank balances carried interest at market rates ranging from 0.01% to 0.1% (2018: 0.01% to 0.1%) per annum during the year ended 31 March 2019. The bank balances are deposited with creditworthy banks with no recent history of default. The carrying amounts of bank balances and cash are denominated in the following currencies:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
HK\$	港元	22,592	36,365
RMB	人民幣	469	1,197
Malaysia Ringgit ("MYR")	馬來西亞令吉	-	2,229
US\$	美元	2,310	1,779
Singapore Dollars ("SGD")	新加坡元	1,638	7
		27,009	41,577

The conversion of RMB-denominated balances into foreign currencies and the remittance of such foreign currencies denominated bank balances and cash out of the PRC are subject to relevant rules and regulation of the foreign exchange control promulgated by the PRC government.

27. 已抵押銀行存款以及現金及銀行結餘

已抵押銀行存款

已抵押銀行存款已於二零一八年九月二十八日解除押記。於二零一八年三月三十一日之已抵押銀行存款代表向銀行抵押之存款，以作為本集團獲授銀行信貸之抵押品，其按固定年息率0.15%計息。

銀行結餘及現金

銀行結餘及現金包括由本集團持有之現金及自最初開始計三個月內到期之短期銀行存款。銀行結餘乃於截至二零一九年三月三十一日止年度內按市場年利率介於0.01%至0.1%（二零一八年：0.01%至0.1%）計息。銀行結餘乃存放於有信譽且近期並無拖欠記錄之銀行。銀行結餘及現金之賬面值以下列貨幣列值：

將人民幣結餘兌換為外幣並將此等外幣銀行結餘及現金匯出中國，須遵守中國政府就外匯管制頒佈之相關規則及法規。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

28. TRADE AND OTHER PAYABLES

28. 貿易及其他應付款項

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trade payables	貿易應付款項	3,379	582
Receipt in advances	預收款項	206	263
Accrued expenses and other payables	應計開支及其他應付款項	4,504	2,117
		8,089	2,962
Less non-current portion: other payables (Note)	減非流動部份： 其他應付款項(註)	(470)	-
Current portion	流動部份	7,619	2,962

Note: Non-current portion of other payables represents the consideration payable for the acquisition of a subsidiary during the year ended 31 March 2019.

註：其他應付款項的非流動部份指於截至二零一九年三月三十一日止年度收購一間附屬公司應付的代價。

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period.

以下為於財政年度末按發票日期呈列，貿易應付款項之賬齡分析：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within 30 days	30日內	2,557	28
More than 30 days but within 90 days	超過30日但於90日以內	-	189
More than 90 days	超過90日	822	365
		3,379	582

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

28. TRADE AND OTHER PAYABLES

(Continued)

The average credit period on purchases of goods is 30 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe. Included in trade and other payables in the consolidated statements of financial position are mainly the following amounts denominated in currencies other than the functional currency of the entities to which they relate:

28. 貿易及其他應付款項 (續)

購入貨品之平均信貸期為30日。本集團實行之金融風險管理政策為確保所有應付款項皆於信貸期限內清還。綜合財務狀況表所列的貿易及其他應付款項主要由與下列貨幣（而非本實體之功能貨幣）相關，並以該等貨幣呈列之金額組成：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
HK\$	港元	7,781	2,859
RMB	人民幣	308	103
		8,089	2,962

29. OBLIGATION UNDER A FINANCE LEASE

29. 融資租賃承擔

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Analysed for reporting purposes as:	就報告目的而分析為:		
Current liabilities	流動負債	-	90
Non-current liabilities	非流動負債	-	-
		-	90

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

29. OBLIGATION UNDER A FINANCE LEASE (Continued)

Interest rates underlying all obligations under finance leases are fixed at 3.26% (2018: 3.26%) per annum.

29. 融資租賃承擔 (續)

融資租賃承擔的利率固定為利率3.26% (二零一八：3.26%)。

		Minimum lease payments 最低租賃付款		Present value of minimum lease payments 最低租賃付款之現值	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Amounts payable under a finance lease	融資租賃之應付款項				
Within one year	一年內	-	91	-	90
After one year but within two years	一年後但於兩年內	-	-	-	-
Less: Future finance charges	減：未來財務費用	-	91 (1)	-	90 N/A 不適用
Present value of obligation under a finance lease	融資租賃承擔之現值	-	90	-	90
Less: Amount due for settlement with 12 months (shown under current liabilities)	減：於12個月內到期清償之金額 (列於流動負債之下)			-	(90)
Amount due for settlement after 12 months	於12個月後到期清償之金額			-	-

The Group has fully settled the obligation under a finance lease during the year. The charge over the leased asset was released during the year.

本集團於年內悉數償還融資租賃承擔。就租賃資產之抵押已於年內解除。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

30. SECURED BANK BORROWING

30. 有抵押銀行借貸

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Secured bank borrowing	有抵押銀行借貸	-	6,689
Carrying amount repayable (based on scheduled repayment dates set out in the loan agreements):	應償還賬面值(基於貸款協議所載計劃還款日期):		
Within one year	一年內	-	307
After one year but within two years	一年後但於兩年內	-	315
After two years but within five years	兩年後但於五年內	-	992
After five years	五年後	-	5,075
		-	6,689
Carrying amount of bank loans that are not repayable on demand or within one year from the end of the reporting period but contain a repayment on demand clause (shown under current liabilities)	並非按要求或自報告期末起一年內償還但含有按要求償還條款之銀行貸款賬面值(列於流動負債下)	-	6,382
Carrying amount repayable on demand or within one year	按要求或一年內償還賬面值	-	307
		-	6,689

During the year ended 31 March 2019, secured bank borrowing bore average floating interest rates of 2.5% per annum (2018: 2.5%).

截至二零一九年三月三十一日止年度，有抵押銀行借貸按平均浮動年利率2.5%計息(二零一八年：2.5%)。

Secured bank borrowing as at 31 March 2018 was secured by the Group's investment property (note 19), which has been released upon the full repayment of the outstanding balance in August 2018.

於二零一八年三月三十一日之有抵押銀行借貸由本集團之投資物業作抵押(附註19)，並於二零一八年八月因全數借款餘額而解除質押。

As at the end of the reporting period, the Group has the following undrawn borrowing facilities:

於報告期末，本集團擁有以下未提取借貸：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Floating rate - expiring beyond one year	浮動利率 - 超過一年屆滿	-	4,500

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

31. DEFERRED TAXATION

The following are the major deferred tax liabilities recognised and movements thereon during the current and prior years:

31. 遞延稅項

以下為在本年度和過往年度確認的主要遞延稅項負債及其變動：

		Accelerated tax depreciation	Fair value adjustment on intangible assets	Total
		加速稅收折舊	無形資產 公平值調整	合共
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2017	二零一七年四月一日	225	-	225
Charged to profit or loss	計入損益	-	-	-
Acquisition of a subsidiary (note 34(b))	收購一間附屬公司 (附註34(b))	-	3,092	3,092
At 31 March 2018 and 1 April 2018	於二零一八年三月三十一日及 二零一八年四月一日	225	3,092	3,317
Charged to profit or loss	計入損益	135	-	135
At 31 March 2019	於二零一九年三月三十一日	360	3,092	3,452

At the end of the reporting period, the Group has unused tax losses of approximately HK\$116,325,000 (2018: HK\$87,742,000) available for offset against future profits. No deferred tax asset has been recognised in respect of the unused tax losses due to the unpredictability of future profit streams. These tax losses may be carried forward indefinitely.

於報告期末，本集團可動用以抵銷未來溢利之未動用稅項虧損約為116,325,000港元（二零一八年：87,742,000港元）。由於未來溢利難以預測，並無就未動用稅項虧損確認遞延稅項資產。此等稅項虧損可無限期結轉。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

32. SHARE CAPITAL

32. 股本

		Number of shares 股份數目		Share capital 股本	
		2019 二零一九年 1,000 千股	2018 二零一八年 1,000 千股	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Issued and fully paid	發行並繳足				
At beginning of the financial year	於財務年度初	363,000	363,000	154,851	154,851
Issue of new shares upon placing, net of transaction costs (note i)	配售新股，扣除淨 交易成本(附註i)	72,600	-	14,036	-
At the end of financial year	於財政年度末	435,600	363,000	168,887	154,851

Note:

- (i) On 1 November 2018, the Group and a placing agent entered into a placing agreement, pursuant to which the Group has appointed the placing agent to procure altogether not less than six independent placees for placing up to an aggregate of 72,600,000 placing shares at a placing price of HK\$0.20 per placing share (the "Placing"). The closing price per share on that date was HK\$0.21. Details of the Placing were set out in an announcement of the Company dated 1 November 2018 and 26 November 2018. The net proceeds of the placing is intended to be used for the purchase of construction equipment for leasing purpose. These new shares were issued under the general mandate granted to the directors at an annual general meeting of the Company held on 7 September 2018.

All the ordinary shares issued during the year ended 31 March 2019 rank pari passu with the then existing shares in all respects.

附註：

- (i) 於二零一八年十一月一日，本集團與配售代理訂立配售協議，據此，本集團已委聘配售代理促使合共不少於六名獨立承配人按每股配售股份0.20港元配售合共最多72,600,000股配售股份（「配售事項」）。當天收市價為每股0.21港元。該配售事項之詳情載於本公司日期為二零一八年十一月一日及二零一八年十一月二十六日之公告內。配售所得款項淨額擬用於購買建築設備作租賃之用。該等新股份乃根據於二零一八年九月七日舉行之股東週年大會上授予之一般授權而發行。

截至二零一九年三月三十一日止年度內發行的所有普通股於其他當時現存的股份享有同等權益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

33. SHARE OPTION SCHEME

A share option scheme enables the Company to grant options to any Participant as incentives or rewards for their contributions to the Group. The Company conditionally adopted a share option scheme (the "Share Option Scheme") on 30 June 2014 whereby the Board are authorised, at their absolute discretion and subject to the terms of the Share Option Scheme, to grant options to subscribe for the shares of the Company to the Eligible Participant, The Share Option Scheme will be valid and effective for a period of ten years commencing from the date of adoption of the Share Option Scheme.

As at 31 March 2019, the total number of shares (the "Shares") of the Company available for issue under the Scheme is 30,000,000 Shares, representing 10% of the issued Shares (the "Scheme Mandate Limit") of the aggregate number of Shares in issue immediately upon completion of the listing of the Shares in July 2014.

Upon acceptance of an option to subscribe for shares granted pursuant to the Share Option Scheme (the "Option"), the Eligible Participant shall pay HK\$1.00 to the Company by way of consideration for the grant. The Option will be offered for acceptance for a period of 21 days from the date on which the Option is granted. The subscription price for the Shares subject to Options will be a price determined by the Board and notified to each participant and shall be the highest of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the Options, which must be a day on which trading of Shares take place on the Stock Exchange (the "Trading Day"); and (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the 5 Trading Days immediately preceding the date of grant of the Options.

The Company shall be entitled to issue options, provided that the total number of Shares which may issue upon exercise of all options to be granted under the Share Option Scheme does not exceed the Scheme Mandate Limit. The Company may at any time refresh such limit, subject to the shareholders' approval and the issue of a circular in compliance with the GEM Listing Rules, provided that the total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under all the share option schemes of the Company does not exceed 30% of the Shares in issued at the time. An option may be exercised in accordance with the terms of the Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

Since the adoption of the Share Option Scheme, no share option has been granted by the Company.

33. 購股權計劃

購股權計劃使本公司可向任何參與者授出購股權，作為他們對本集團所作貢獻之獎勵或回報。本公司於二零一四年六月三十日有條件地採納購股權計劃（「購股權計劃」），據此，董事會獲授權按他們之絕對酌情決定權，依照購股權計劃之條款向合資格參與者授出認購本公司股份之購股權。購股權計劃將於其獲採納當日起計十年期間一直有效及生效。

於二零一九年三月三十一日，根據該計劃可供發行之股份（「股份」）總數為30,000,000股，佔於二零一四年七月股份上市完成時之已發行股份總額之10%（「計劃授權限額」）。

於接納根據購股權計劃所授出可認購股份之購股權（「購股權」）時，合資格參與者須向本公司支付1.00港元，作為獲授購股權之代價。購股權之接納期為授出購股權當日起計21日期間。購股權之股份認購價將由董事會釐定，並知會各參與者，價格須為下列各項之最高者：(i)於授出購股權當日（必須為股份於聯交所買賣之日（「交易日」））聯交所每日報價表所載之股份收市價；及(ii)於緊接授出購股權當日前五個交易日聯交所每日報價表所載之股份平均收市價。

本公司獲賦予權利發行購股權，惟根據購股權計劃將予授出之所有購股權獲行使後可予發行之股份總數，不得超過計劃授權限額。待股東批准及根據GEM上市規則發出通函後，本公司可隨時更新此上限，惟於根據本公司全部購股權計劃所授出而有待行使之所有未行使購股權獲行使後可予發行之股份總數，不得超過當時已發行股份之30%。購股權可按該計劃條款於董事會釐定之期間內隨時行使，該期間不得超出授出購股權日期起計十年，惟須受提早終止條文所規限。

自購股權計劃獲採納以來，本公司概無授出購股權。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

34. BUSINESS COMBINATION

(a) Acquisition of a subsidiary during the year ended 31 March 2019

On 21 December 2018, the Group, through a wholly-owned subsidiary, entered into a sale and purchase agreement with two independent third parties (the "Vendors"), pursuant to which the Group agreed to acquire and the Vendors agreed to sell the sale loan in the amount of approximately HK\$5,438,000, being all obligations, liabilities and indebtedness owing or incurred by the target company (the "Waterproofing Target") to the Vendors on or at any time prior to the completion whether actual, contingent or deferred and irrespective of whether or not the same is due and payable on completion, and the entire issued share capital of the Waterproofing Target, which is engaged in the waterproofing works and maintenance business in Hong Kong, at a consideration of HK\$1,880,000, of which HK\$940,000 (being 50% of the total consideration), was payable by the Group to the Vendors in cash upon completion and the remaining was payable by the Group by 2 installments upon expiry of a period of six months from the date of completion; and a period of 18 months from the date of completion. The acquisition was completed on 21 December 2018.

34. 業務合併

(a) 於截至二零一九年三月三十一日止年度收購一間附屬公司

本集團(透過一全資擁有之附屬公司)於二零一八年十二月二十一日與兩名獨立第三方(「賣方」)簽訂一項買賣協議;根據該協議,本集團同意收購及賣方同意出售一間於香港從事防水工程及維修業務之公司(「防水目標公司」)之金額約為5,438,000港元之銷售貸款,即防水目標公司於完成時或之前任何時間結欠賣方或對賣方產生之所有義務、負債及債務(不論為實際、或然或遞延,且不論其是否於完成時到期及應付)及全數已發行股份,收購代價為1,880,000港元。其中940,000港元(即總代價之50%)須由本集團於完成時以現金向賣方支付及餘額須由本集團分2期於緊隨由完成日期起6個月期間屆滿後之首個營業日及18個月期間屆滿後之首個營業日向賣方支付。該收購事項已於二零一八年十二月二十一日完成。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

34. BUSINESS COMBINATION (Continued)

(a) Acquisition of a subsidiary during the year ended 31 March 2019 (Continued)

The fair value of identifiable assets and liabilities of the Waterproofing Target at completion date are disclosed as below:

34. 業務合併 (續)

(a) 於截至二零一九年三月三十一日止年度收購一間附屬公司 (續)

防水目標公司之可識別資產及負債於完成日之公平值披露如下：

		HK\$'000 千港元
Plant and equipment	廠房及設備	1
Deposit and prepayment	按金及預付款	13
Bank balances	銀行結餘	1
Accruals	應付費用	(2)
Amount due to the Vendors	應付賣方款項	(5,438)
<hr/>		
Net liabilities acquired	所收購之負債淨值	(5,425)
Less: The sale loan	減：銷售貸款	5,438
Goodwill (note 20)	商譽 (附註20)	1,867
<hr/>		
Total consideration	總代價	1,880
<hr/>		
Satisfied by:	按以下方式償付：	
Cash paid upon completion	於完成時以現金支付	940
Other payable	其他應付款項	
– upon six months after completion	– 於完成後六個月償付	470
– upon eighteen months after completion	– 於完成後十八個月償付	470
<hr/>		
		1,880

An analysis of the net outflow of cash and cash equivalents in respect of the acquisition of the Waterproofing Target is as follows:

有關收購防水目標公司之現金及現金等價物流出淨額分析如下：

		HK\$'000 千港元
Consideration settled in cash upon completion	於完成以現金支付代價	(940)
Bank balances acquired of	所收購之銀行結餘	1
<hr/>		
Net outflow of cash and cash equivalents in respect of the acquisition of a subsidiary	有關收購附屬公司之現金及現金等價物流出淨額	(939)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

34. BUSINESS COMBINATION (Continued)

(a) Acquisition of a subsidiary during the year ended 31 March 2019 (Continued)

Included in revenue and net profit of the Group for the year ended 31 March 2019 are approximately HK\$5,550,000 and HK\$572,000, respectively attributable by this newly acquired subsidiary for the period between the date of acquisition and 31 March 2019.

Had this business combination been effected on 1 April 2018, the revenue and net profit for the year attributed to the Group would be approximately HK\$5,593,000 and HK\$499,000, respectively. The pro forma information is for illustrative purpose only.

(b) Acquisition of a subsidiary during the year ended 31 March 2018

On 7 September 2016, the Group, through a wholly-owned subsidiary, entered into a sale and purchase agreement with an independent third party (the "Vendor"), pursuant to which the Group agreed to acquire and the Vendor agreed to sell the entire issued share capital in a company (the "Licensed Target") with licences to carry on Type 1, 4 and 9 regulated activities under the Securities and Futures Ordinance ("SFO") at a consideration equivalent to a premium of HK\$16,500,000 over the net assets value of the Licensed Target as at the completion date (limited to a maximum consideration at HK\$22,500,000). The acquisition was completed on 21 September 2017 and the consideration was determined to be approximately HK\$20,230,000.

The fair value of identifiable assets and liabilities of the Licensed Target at completion date are disclosed as below:

		HK\$'000 千港元
Intangible assets (note 21)	無形資產(附註21)	18,738
Prepayment	預付款	1
Bank balances	銀行結餘	3,830
Accruals	應付費用	(101)
Deferred tax liabilities (note 31)	遞延稅項負債(附註31)	(3,092)
Net assets acquired	所收購之資產淨值	19,376
Goodwill (note 20)	商譽(附註20)	854
Total consideration	總代價	20,230

34. 業務合併 (續)

(a) 於截至二零一九年三月三十一日止年度收購一間附屬公司 (續)

此新收購附屬公司於收購日期至二零一九年三月三十一日止期間計入本集團本年度收入及淨利潤，分別約為5,550,000港元及572,000港元。

倘此業務合併於二零一八年四月一日完成，本集團可計入之本年度收入及淨利潤將分別約為5,593,000港元及499,000港元。此備考資料僅供說明用途。

(b) 於截至二零一八年三月三十一日止年度收購一間附屬公司

本集團(透過一全資擁有之附屬公司)於二零一六年九月七日與一獨立第三方(「賣方」)簽訂一項買賣協議；根據該協議，本集團同意收購及賣方同意出售一間持有從事證券及期貨條例(「證券及期貨條例」)第1、4及9類別規管業務牌照之公司(「持牌目標公司」)之全數已發行股份，收購代價相當於持牌目標公司截至完成日之資產淨值以及溢價16,500,000港元(收購代價不高於22,500,000港元)。該項收購已於二零一七年九月二十一日完成，收購代價為約20,230,000港元。

持牌目標公司之可識別資產及負債於完成日之公平值披露如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

34. BUSINESS COMBINATION (Continued)

(b) Acquisition of a subsidiary during the year ended 31 March 2018 (Continued)

An analysis of the net outflow of cash and cash equivalents in respect of the acquisition of the Licensed Target is as follows:

		HK\$'000 千港元
Cash consideration	現金代價	(20,230)
Bank balances acquired of	所收購之銀行結餘	3,830
Net outflow of cash and cash equivalents in respect of the acquisition of a subsidiary	有關收購附屬公司之現金及現金等價物流出淨額	(16,400)
Deposit paid in 2017 (note 36(a))	二零一七年已付按金(附註36(a))	4,125
Net cash outflow during the year ended 31 March 2018	於截至二零一八年三月三十一日止年度內現金流出淨額	(12,275)

Included in the revenue and net loss for the year ended 31 March 2018 was none and approximately HK\$1,125,000 respectively attributable by this newly acquired subsidiary for the period between the date of acquisition and 31 March 2018.

Had this business combination been effected on 1 April 2017, the revenue and net loss for the year ended 31 March 2018 attributed to the Group would be approximately HK\$450,000 and HK\$2,192,000, respectively. The pro forma information is for illustrative purpose only.

34. 業務合併 (續)

(b) 於截至二零一八年三月三十一日止年度收購一間附屬公司 (續)

有關收購持牌目標公司之現金及現金等價物流出淨額分析如下：

此新收購附屬公司於收購日期至二零一八年三月三十一日期間計入本集團年度收入及虧損，分別為無收入及約1,125,000港元。

倘此業務合併於二零一七年四月一日完成，本集團可計入之截至二零一八年三月三十一日止年度收入及淨虧損將分別約為450,000港元及2,192,000港元。此備考資料僅供說明用途。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

35. ACQUISITION OF ASSETS THROUGH ACQUISITION OF A SUBSIDIARY During the year ended 31 March 2018

On 24 October 2017, the Group, through a wholly-owned subsidiary, entered into a sale and purchase agreement with an independent third party, pursuant to which the Group agreed to acquire the entire issued share capital in a company with a cross-boundary vehicle license at a consideration of HK\$1,886,000. The directors of the Company are of the opinion that the acquisition is in substance an acquisition of assets instead of an acquisition of business as the only principal asset included in the company is the cross-boundary vehicle license.

The fair value of identifiable assets and liabilities of the company at completion date are disclosed as below:

35. 透過收購一間附屬公司收購資產

於截至二零一八年三月三十一日止年度

本集團（透過一全資擁有之附屬公司）於二零一七年十月二十四日與一獨立第三方簽訂一項買賣協議；根據該協議，本集團同意以代價1,886,000港元收購一間持有中港車輛牌照之公司之全數已發行股份。本公司董事認為該收購實際上是一項資產收購而非業務收購，因為計入該公司的主要資產為中港車輛牌照。

該公司之可識別資產及負債於完成日之公平值披露如下：

		HK\$'000 千港元
Intangible assets (note 21)	無形資產（附註21）	1,876
Cash	現金	10
Net assets acquired	所收購之資產淨值	1,886
Total consideration	總代價	1,886

An analysis of the net outflow of cash and cash equivalents in respect of the acquisition of the company is as follows:

有關收購該公司之現金及現金等價物流出淨額分析如下：

		HK\$'000 千港元
Cash consideration	現金代價	(1,886)
Cash balances acquired of	所收購之現金結餘	10
Net outflow of cash and cash equivalents in respect of the acquisition of a subsidiary	有關收購一間附屬公司之現金及現金等價物流出淨額	(1,876)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Non-cash transaction

On 21 September 2017, the Group completed the acquisition of a company with licences to carry out the Type 1, 4 and 9 regulated activities under the Securities and Futures Ordinance. The Group had paid a deposit of HK\$4,125,000 during the year ended 31 March 2017 and setting off against the consideration upon the completion of the acquisition.

(b) Net debt reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the years presented.

36. 綜合現金流量表附註

(a) 非現金項目

於二零一七年九月二十一日本集團完成收購一間持有按證券及期貨條例受監管活動第1,4及9類別牌照。本集團於截至二零一七年三月三十一日止年度內已付按金為4,125,000港元，並於完成收購時於繳付收購代價扣除。

(b) 債務淨值對賬

本節載列所呈列各年度的債務淨額及債務淨額變動分析。

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Cash and cash equivalents	現金及現金等價物	27,009	41,277
Pledged bank deposits	已抵押銀行存款	-	300
Obligation under a finance lease	融資租賃承擔	-	(90)
Secured bank borrowing	有抵押銀行借貸	-	(6,689)
Net cash	現金淨額	27,009	34,798

		Others assets 其他資產		Liabilities from financing activities 融資活動產生之負債		Total 總計 HK\$'000 千港元
		Cash and cash equivalents 現金及現金等價物 HK\$'000 千港元	Pledged bank deposits 已抵押銀行存款 HK\$'000 千港元	Obligation under a finance lease 融資租賃承擔 HK\$'000 千港元	Secured bank borrowing 有抵押銀行借貸 HK\$'000 千港元	
Net cash as at 1 April 2017	於二零一七年四月一日的現金淨額	60,027	300	(177)	(6,964)	53,186
Cash flows	現金流量	(18,883)	-	87	275	(18,521)
Foreign exchange adjustments	外匯調整	133	-	-	-	133
Net cash as at 31 March 2018	於二零一八年三月三十一日的現金淨額	41,277	300	(90)	(6,689)	34,798
Net cash as at 1 April 2018	於二零一八年四月一日的現金淨額	41,277	300	(90)	(6,689)	34,798
Cash flows	現金流量	(14,177)	(300)	90	6,689	(7,698)
Foreign exchange adjustments	外匯調整	(91)	-	-	-	(91)
Net cash as at 31 March 2019	於二零一九年三月三十一日的現金淨額	27,009	-	-	-	27,009

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

37. OPERATING LEASE COMMITMENTS

The Group as lessee

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Minimum lease payments paid under operating leases during the year	年內經營租賃的最低租賃付款：	6,943	1,751
Premises	房屋		

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases in relation to office premises and warehouse, falling due as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within one year	一年內	8,517	2,526
In the second to fifth years inclusive	在第二至第五年 (首尾兩年包括在內)	10,774	512
		19,291	3,038

Operating lease payments represent rentals payable by the Group for certain of its office properties. Leases are negotiated and rentals are fixed for an average of three years in both years.

The Group as lessor

Property rental income earned during the year was approximately HK\$723,000 (2018: HK\$624,000). The property held for rental purposes is expected to generate rental yields of 2.56% (2018: 2.50%) on an ongoing basis. The property held has committed tenants for the next two years.

37. 經營租賃承擔

本集團作為承租人

於報告期末，本集團承諾將來按照不可撤銷的租賃協議就辦公室物業及倉庫於將來承擔支付最低租賃付款，到期情況如下：

經營租賃款項是本集團就其若干寫字樓的應付租金。於兩個年度內，租約均按三年期協商，而租金按三年期平均值固定。

本集團作為出租人

本年度物業出租收入所得約為723,000港元(二零一八年:624,000港元)。持作出租用途的物業預期出租回報率將保持於2.56%(二零一八年:2.50%)的水平。且持有之物業於未來兩年已有固定承租人。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

37. OPERATING LEASE COMMITMENTS

(Continued)

The Group as lessor (Continued)

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within one year	一年內	351	500
In the second to fifth years inclusive	第二至第五年 (首尾兩年包括在內)	17	18
		368	518

38. RETIREMENT BENEFITS PLANS

Defined contribution plans

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of relevant payroll costs, capped at HK\$1,500 per month, to the MPF Scheme, in which the contribution is matched by employees.

Under the laws of Singapore, certain subsidiaries of the Company make contributions to the state pension scheme, the Central Provident Fund ("CPF"). The subsidiary of the Company in Singapore are required to contribute certain percentages varies from 5% to 20% of the monthly salaries of their current employees to the CPF for the years ended 31 March 2019 and 2018.

Subsidiaries operating in the PRC are required to participate in contribution retirement schemes organised by the relevant local government authorities since incorporation.

The total cost charged to profit or loss of approximately HK\$402,000 (2018: HK\$376,000) represents contributions payable to these schemes by the Group in respect of the current accounting period.

37. 經營租賃承擔 (續)

本集團作為出租人 (續)

於報告期末，本集團已與承租人就以下未來最低租金付款訂立合約：

38. 退休福利計劃

界定供款計劃

本集團為所有香港僱員經營一項強制性公積金計劃（「強積金計劃」）。該計劃資產於本集團資產分開保存，保存在受託人控制的資產中。本集團按有關薪資成本之5%向強積金計劃供款，最高每月1,500港元，僱員依相同金額作出相應供款。

依據新加坡法律，本公司若干附屬公司向國家退休金計劃中央公積金（「中央公積金」）作出供款。截至二零一九年及二零一八三月三十一日止年度內，本公司在新加坡的附屬公司須按其現有僱員的月薪在5%至20%之間若干百分比向中央公積金作出供款。

在中國營運之附屬公司須自註冊成立起參與由有關地方政府籌辦之界定供款退休計劃。

計入損益的約402,000港元（二零一八年：376,000港元）的總成本是本集團在當前會計年度對該計劃的應付款項。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

39. RELATED PARTY TRANSACTIONS

During the year, the Group entered into the following transactions with related parties:

(a) License to use a property granted to a related company

The Company licensed a right to use an office property at nil consideration under a license agreement with a related company of which a director, Mr. Liu Rongsheng has significant influence. Pursuant to the terms of agreement, the related company shall bear the cost incurred for using the office property and both parties can terminate the license by immediate notice.

(b) Compensation of key management personnel

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

39. 關連方交易

本年度內，本集團與關連方進行了如下交易：

(a) 向一家有關連公司授出使用物業之特許權

根據與一家有關連公司（董事劉榮生先生有其重大影響）所訂立之特許權協議，本公司向關連公司授出無償使用一項辦公室物業。根據該協議條款，關連公司將承擔使用之物業所產生之費用，而訂約雙方可以即時通知終止特許權。

(b) 主要管理人員的酬金

各年度內本公司主要管理人員的酬金如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Salaries, allowances and other benefits	薪金、津貼及其他福利	8,846	8,531
Contributions to retirement benefits scheme	退休福利計劃供款	155	107
		9,001	8,638

The remuneration of directors of the Company and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

本公司董事及主要行政人員酬金乃由薪酬委員會參考個人表現及市場趨勢釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

40. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

40. 公司財務狀況表資料

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Non-current assets	非流動資產			
Plant and equipment	廠房及設備		83	574
Investments in subsidiaries	於附屬公司之投資		21,455	21,455
			21,538	22,029
Current assets	流動資產			
Other receivables	其他應收款項		2,340	1,517
Amounts due from subsidiaries	應收附屬公司款項	a	96,229	107,429
Bank balances and cash	銀行結餘及現金		110	1,518
			98,679	110,464
Current liabilities	流動負債			
Other payables	其他應付款項		2,337	1,265
Amount due to a subsidiary	應付附屬公司款項	a	466	466
			2,803	1,731
Net current assets	淨流動資產		95,876	108,733
Total assets less current liabilities	總資產減流動負債		117,414	130,762
Capital and reserves	資本及儲備			
Share capital	股本	32	168,887	154,851
Reserves	儲備		(51,473)	(24,089)
Total equity	權益總額	b	117,414	130,762

The financial statement of the Company were approved and authorised for issue by the board of directors on 12 June 2019 and signed on its behalf by:

本公司之財務報表已於二零一九年六月十二日經下列董事代表董事會簽署以批准及授權刊發：

Chan Chi Yuen
陳志遠
Director
董事

Liu Rongsheng
劉榮生
Director
董事

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

40. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note a:

The amounts are unsecured, interest-free and repayable on demand.

Note b:

40. 公司財務狀況表資料 (續)

附註a：

該款項為無抵押、免息及按要求償還。

附註b：

		Share capital 股本 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Other Reserve 其他儲備 HK\$'000 千港元 (Note) (附註)	Total 總計 HK\$'000 千港元
At 1 April 2017	於二零一七年四月一日	154,851	(30,469)	21,063	145,445
Loss for the year and total comprehensive expenses for the year	本年度虧損和本年度全面開支	-	(14,683)	-	(14,683)
At 31 March 2018 and 1 April 2018	於二零一八年三月三十一日及二零一八年四月一日	154,851	(45,152)	21,063	130,762
Loss for the year and total comprehensive expenses for the year	本年度虧損和本年度全面開支總額	-	(27,384)	-	(27,384)
Issue of new shares under placing	根據配售發行新股份	14,520	-	-	14,520
Transaction costs attributable to issue of shares	發行股份應佔交易成本	(484)	-	-	(484)
At 31 March 2019	於二零一九年三月三十一日	168,887	(72,536)	21,063	117,414

Note: Other reserve represents the difference between the nominal value of the shares issued for acquisition of a subsidiary and the consolidated net asset value of that subsidiary and its subsidiaries at the date of acquisition.

附註：其他儲備指，在收購日，因收購附屬公司而發行的股份的票面值與該附屬公司及其附屬公司的全部資產淨值間的差額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

41. CAPITAL COMMITMENTS

The Group had the following capital commitments as at the end of reporting period:

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Contracted but not provided for:		
– Acquisition of construction equipment	11,152	–
– Development of construction equipment management system	125	–
	11,277	–

41. 資本承擔

本集團於報告期末有以下資本承擔：

42. CONTINGENT LIABILITY

On 9 December 2015, a supplier has filed a statement of claim of approximately HK\$1,000,000 against a subsidiary of the Group. As at date of the report, no proceeding has been occurred. Based on the legal advice, the directors of the Company are of the opinion that the Group has meritorious defenses against the supplier. Therefore, no provision for this claim has been made in the consolidation financial statements for the year ended 31 March 2019.

42. 或然負債

於二零一五年十二月九日，一名供應商對本集團一間附屬公司發出一份金額為1,000,000港元的索賠清單。於報告日期並未產生任何訴訟。根據法律意見，本公司董事認為本集團已對供應商作出有力抗辯。因此，並未於截至二零一九年三月三十一日止年度之綜合財務報表中就本申索作出任何撥備。

43. PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries at 31 March 2019 and 2018 are as follows:

43. 主要附屬公司

本公司之主要附屬公司於二零一九年及二零一八年三月三十一日詳情如下：

Name of subsidiary 附屬公司名稱	Place/Country of incorporation or registration/ operations 成立或註冊/ 經營地點/國家	Class of shares held 所持 股份類別	Paid up issued/ registered capital 發行並繳足 股本/註冊股本	Proportion of ownership and voting power interest held by the Company 本公司持有的所有權及投票權比例				Principal activities 主要活動
				Directly 直接		Indirectly 間接		
				2019 二零一九年 %	2018 二零一八年 %	2019 二零一九年 %	2018 二零一八年 %	
China Sourcing & Creative Construction Limited	BVI	Ordinary	United State dollar 1	100	100	–	–	Sourcing furniture and marble and the provision of interior design and decoration service
中國新意工程及建材有限公司	英屬處女群島	普通	1美元	100	100	–	–	採購傢俱及雕刻品以及提供室內設計及裝飾服務
Hotel Sourcing International Limited	Hong Kong	Ordinary	HK\$100	–	–	100	100	Provision of interior design and decoration services
Hotel Sourcing International Limited	香港	普通	100港元	–	–	100	100	提供室內設計及裝飾服務
Karlson C & C Limited	Hong Kong	Ordinary	HK\$1	–	–	100	100	Provision of interior design and decoration services
Karlson C & C Limited	香港	普通	1港元	–	–	100	100	提供室內設計及裝飾服務

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

43. PRINCIPAL SUBSIDIARIES (Continued)

43. 主要附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place/Country of incorporation or registration/ operations 成立或註冊/ 經營地點/國家	Class of shares held 所持 股份類別	Paid up issued/ registered capital 發行並繳足 股本/註冊股本	Proportion of ownership and voting power interest held by the Company 本公司持有的所有權及投票權比例				Principal activities 主要活動
				Directly 直接		Indirectly 間接		
				2019 二零一九年 %	2018 二零一八年 %	2019 二零一九年 %	2018 二零一八年 %	
Wealth Trinity Development Limited 富添發展有限公司	Hong Kong 香港	Ordinary 普通	HK\$1 1港元	- -	- -	100 100	100 100	Provision of interior design and decoration services 提供室內設計及裝飾服務
Well Creation Holdings Limited 益創集團有限公司	Hong Kong 香港	Ordinary 普通	HK\$1 1港元	- -	- -	100 100	100 100	Provision of interior design and decoration services 提供室內設計及裝飾服務
Joy Excel Consultants Limited 卓悅顧問有限公司	Hong Kong 香港	Ordinary 普通	HK\$1 1港元	- -	- -	100 100	100 100	Provision of interior design and decoration services 提供室內設計及裝飾服務
Forever Smart (China) Limited 永傑(中國)有限公司	Hong Kong 香港	Ordinary 普通	HK\$1 1港元	- -	- -	100 100	100 100	Provision of interior design and decoration services 提供室內設計及裝飾服務
Hotel Sourcing Singapore Pte. Ltd. Hotel Sourcing Singapore Pte. Ltd.	Singapore 新加坡	Ordinary 普通	SGD1 1新加坡元	- -	- -	100 100	100 100	Sourcing furniture and marbles and provision of interior design and decoration services 採購傢俱及雕刻品以及提供室內 設計及裝飾服務
Kate China Property Consultants Limited 中持基業物業顧問有限公司	Hong Kong 香港	Ordinary 普通	HK\$1 1港元	- -	- -	100 100	100 100	Property investment 物業投資
Huarong Financial Holdings Limited 華融金質控股有限公司	BVI 英屬處女群島	Ordinary 普通	US\$100 100美元	100 100	100 100	- -	- -	Investment holding 投資控股
Markway Finance Limited 萬威財務有限公司	Hong Kong 香港	Ordinary 普通	HK\$100 100港元	- -	- -	100 100	100 100	Money lending 放債
Wealthy Pool International Holdings Limited 保發國際控股有限公司	BVI 英屬處女群島	Ordinary 普通	US\$50,000 50,000美元	100 100	100 100	- -	- -	Investment holding 投資控股
Huge Wealth International Trading Limited 鉅富國際貿易有限公司	Hong Kong 香港	Ordinary 普通	HK\$10,000 10,000港元	- -	- -	100 100	100 100	Business not yet commenced 未發展業務
Oenoluxe Wines Limited 凝酒灑有限公司	Hong Kong 香港	Ordinary 普通	HK\$1 1港元	- -	- -	100 100	100 100	Wine Merchandising 營銷美酒
World Huge International Investment Limited 世浩國際投資有限公司	BVI 英屬處女群島	Ordinary 普通	US\$100 100美元	100 100	100 100	- -	- -	Investment Holdings 投資控股
OC Consultants Limited OC Consultants Limited	Hong Kong 香港	Ordinary 普通	HK\$11,500,000 11,500,000港元	- -	- -	100 100	100 100	Provision of financial services 提供金融服務業

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

43. PRINCIPAL SUBSIDIARIES (Continued)

43. 主要附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place/Country of incorporation or registration/ operations 成立或註冊/ 經營地點/國家	Class of shares held 所持 股份類別	Paid up issued/ registered capital 發行並繳足 股本/註冊股本	Proportion of ownership and voting power interest held by the Company 本公司持有的所有權及投票權比例				Principal activities 主要活動
				Directly 直接		Indirectly 間接		
				2019 二零一九年 %	2018 二零一八年 %	2019 二零一九年 %	2018 二零一八年 %	
Royal Century Investment Group Limited 仁德投資集團有限公司	Hong Kong 香港	Ordinary 普通	HK\$1 1港元	100 100	100 100	- -	- -	Investment holdings 投資控股
Royal Century Development Limited 仁德發展有限公司	Hong Kong 香港	Ordinary 普通	HK\$1 1港元	- -	- -	100 100	100 100	Sourcing furniture and provision of interior design and decoration services 採購傢俱以及提供室內設計及裝飾服務
Royal Century Engineering Limited 仁德工程有限公司	Hong Kong 香港	Ordinary 普通	HK\$1 1港元	- -	- -	100 100	100 100	Provision of interior design and decoration services 提供室內設計及裝飾服務
Royal Century Construction Equipment Limited (Note 1) 仁德建築設備有限公司(附註1)	Hong Kong 香港	Ordinary 普通	HK\$1 1港元	- -	- -	100 100	- -	Leasing of construction equipment 建築設備租賃
Vai Tak Building Works Company Limited (Note 2) 惠德行有限公司(附註2)	Hong Kong 香港	Ordinary 普通	HK\$100,000 100,000港元	- -	- -	100 100	- -	Provision of waterproofing works and maintenance services 提供防水工程及維修服務

Notes:

- The subsidiary is newly incorporated during the year ended 31 March 2019.
- The acquisition of the subsidiary was completed on 21 December 2018 (note 34(a)).

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

附註：

- 等附屬公司為於截至二零一九年三月三十一日止年度新註冊成立。
- 收購該附屬公司為於二零一八年十二月二十一日完成(附註34(a))。

董事認為，上表所列的本公司附屬公司主要影響本年度業績或構成本集團資產淨值之主要部份。董事認為列出其他附屬公司之詳情將令篇幅過於冗長。

FINANCIAL SUMMARY

財務概要

		For the year ended 31 March 截至三月三十一日止年度				
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Revenue	收益	28,150	33,097	54,524	101,048	142,556
(Loss)/profit before tax	除稅前(虧損)/溢利	(19,939)	(27,989)	(35,022)	(7,919)	7,815
(Loss)/profit for the year	年度(虧損)/溢利	(20,074)	(28,093)	(35,034)	(9,370)	5,451
Total comprehensive (expenses)/income for the year	年度總全面 (開支)/收入	(20,165)	(27,804)	(35,156)	(9,325)	5,023

		As at 31 March 於三月三十一日				
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Assets and Liabilities	資產及負債					
Total assets	總資產	116,088	124,165	150,850	142,340	167,165
Total liabilities	總負債	(11,675)	(13,381)	(12,262)	(47,334)	(62,834)
Total equity	權益總額	104,413	110,784	138,588	95,006	104,331



Royal Century Resources Holdings Limited
仁德資源控股有限公司



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