靄華押業 Oiwahpawn

Oi Wah Pawnshop Credit Holdings Limited

靄 華 押 業 信 貸 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)
（於開曼群島註冊成立之有限公司）

Stock Code 股份代號：01319

Annual Report
年報2017

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Company Information
公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Chan Chart Man(陳策文)
Mr. Chan Kai Ho Edward(陳啟豪)*(Chairman and Chief Executive Officer)*
Ms. Chan Mei Fong(陳美芳)
Ms. Chan Ying Yu(陳英瑜)

Non-executive Director

Mr. Chan Kai Kow Macksion(陳啟球)

Independent Non-executive Directors

Mr. Chan Wing Lee(陳永利)
(Resigned and effective from 31 March 2017)
Dr. Leung Shiu Ki Albert(梁兆棋)
Dr. Yip Ngai(葉毅)
Mr. Lam On Tai(林安泰)*(Appointed and effective from 1 April 2017)*

董事會

執行董事

陳策文先生
陳啟豪先生*(主席兼行政總裁)*
陳美芳女士
陳英瑜女士

非執行董事

陳啟球先生

獨立非執行董事

陳永利先生
(於二零一七年三月三十一日起辭任)
梁兆棋博士
葉毅博士
林安泰先生*(自二零一七年四月一日起獲委任)*

BOARD COMMITTEES

Audit Committee

Dr. Yip Ngai(葉毅)*(Chairman)*
Mr. Chan Wing Lee(陳永利)*(Resigned and effective from 31 March 2017)*
Dr. Leung Shiu Ki Albert(梁兆棋)
Mr. Lam On Tai(林安泰)*(Appointed and effective from 1 April 2017)*

Remuneration Committee

Mr. Chan Wing Lee(陳永利)*(Resigned and effective from 31 March 2017)*
Mr. Lam On Tai(林安泰)*(Chairman) (Appointed and effective from 1 April 2017)*
Mr. Chan Kai Ho Edward(陳啟豪)
Dr. Leung Shiu Ki Albert(梁兆棋)

Nomination Committee

Dr. Leung Shiu Ki Albert(梁兆棋)*(Chairman)*
Mr. Chan Kai Ho Edward(陳啟豪)
Mr. Chan Wing Lee(陳永利)*(Resigned and effective from 31 March 2017)*
Mr. Lam On Tai(林安泰)*(Appointed and effective from 1 April 2017)*

董事委員會

審核委員會

葉毅博士*(主席)*
陳永利先生
(於二零一七年三月三十一日起辭任)
梁兆棋博士
林安泰先生*(自二零一七年四月一日起獲委任)*

薪酬委員會

陳永利先生
(於二零一七年三月三十一日起辭任)
林安泰先生*(主席)*
(自二零一七年四月一日起獲委任)
陳啟豪先生
梁兆棋博士

提名委員會

梁兆棋博士*(主席)*
陳啟豪先生
陳永利先生
(於二零一七年三月三十一日起辭任)
林安泰先生*(自二零一七年四月一日起獲委任)*

COMPANY SECRETARY

Mr. Cheng Yiu Hang(鄭耀衡)HKICPA

公司秘書

鄭耀衡先生 HKICPA

AUTHORISED REPRESENTATIVES

Mr. Chan Kai Ho Edward(陳啟豪)
Ms. Chan Ying Yu(陳英瑜)

授權代表

陳啟豪先生
陳英瑜女士

Company Information
公司資料

REGISTERED OFFICE

Clifton House, 75 Fort Street,
P.O. Box 1350
Grand Cayman, KY1-1108
Cayman Islands

註冊辦事處

Clifton House, 75 Fort Street,
P.O. Box 1350
Grand Cayman, KY1-1108
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Rooms 2302–2303
Kwan Chart Tower
No. 6 Tonnochy Road, Wanchai
Hong Kong

香港總部及主要營業地點

香港
灣仔杜老誌道6號
羣策大廈
2302–2303室

STOCK CODE

01319

股份代號

01319

CAYMAN ISLANDS SHARE REGISTRAR AND TRANSFER OFFICE

Estera Trust (Cayman) Ltd.
Clifton House, 75 Fort Street
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

開曼群島股份過戶登記處

Estera Trust (Cayman) Ltd.
Clifton House, 75 Fort Street
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

HONG KONG SHARE REGISTRAR

Boardroom Share Registrars (HK) Limited
31/F, 148 Electric Road
North Point
Hong Kong

香港股份過戶登記處

寶德隆證券登記有限公司
香港
北角
電氣道148號31樓

AUDITORS

KPMG

核數師

畢馬威會計師事務所

LEGAL ADVISERS

As to Hong Kong law:

Keith Lam Lau & Chan

As to Cayman Islands law:

Appleby

法律顧問

香港法律方面：

劉林陳律師行

開曼群島法律方面：

Appleby

PRINCIPAL BANKERS

Wing Lung Bank Limited
The Bank of East Asia, Limited
Fubon Bank (Hong Kong) Limited
Cathay Bank Hong Kong Branch

主要往來銀行

永隆銀行有限公司
東亞銀行有限公司
富邦銀行(香港)有限公司
國泰銀行香港分行

COMPANY WEBSITE

www.pawnshop.com.hk

公司網址

www.pawnshop.com.hk

Financial Highlight
財務摘要

Revenue increased by **15.3%** to approximately **HK$215.2 million**

收益增加**15.3%**至約
215,200,000港元

Profit attributable to the equity shareholders increased by **13.0%** to approximately **HK$103.2 million**

權益股東應佔溢利增加
13.0%至約
103,200,000港元

Gross loan receivables increased by **25.3%** to approximately **HK$1.29 billion**

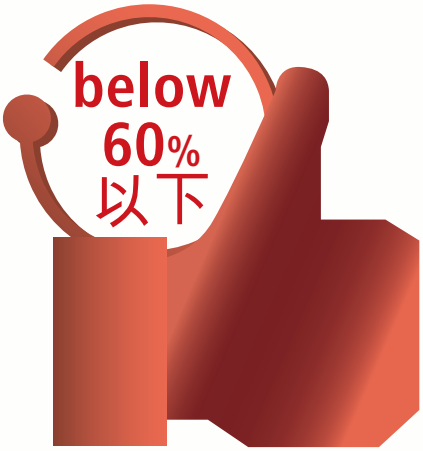
應收貸款總額增加**25.3%**至約**1,290,000,000港元**

FINANCIAL PERFORMANCE

- Revenue increased by 15.3% to approximately HK$215.2 million
- Revenue from mortgage loan receivables increased by 18.3% to approximately HK$148.5 million
- Profit attributable to the equity shareholders increased by 13.0% to approximately HK$103.2 million
- Net profit margin decreased by 0.9 percentage points to 48.0%
- Basic earnings per shares is HK$4.9 cents
- Gross loan receivables increased by 25.3% to approximately HK$1.29 billion
- Gross mortgage loan receivables increased by 29.2% to approximately HK$1,151.1 million

財務表現

- 收益增加15.3%至約215,200,000港元
- 應收按揭抵押貸款之收益增加18.3%至約148,500,000港元
- 權益股東應佔溢利增加13.0%至約103,200,000港元
- 純利率減少0.9個百分點至48.0%
- 每股基本盈利為4.9港仙
- 應收貸款總額增加25.3%至約1,290,000,000港元
- 應收按揭抵押貸款總額增加29.2%至約1,151,100,000港元



As at 28 February 2017, the average loan-to-value ratio of the mortgage loan portfolio keep below **60%**

Number of new pawn loans (larger than HK$100,000) granted increased by **38.4%** to **490 cases**

Average amount of pawn loans granted increased by **8.8%** to approximately **HK$6,200**

於二零一七年二月二十八日，按揭抵押貸款組合的平均按揭貸款對估值比率維持在**60%**以下

所發放之新典當貸款（大於100,000港元）數目增加**38.4%**至**490項**

所發放之典當貸款平均金額增加**8.8%**至約**6,200港元**

BUSINESS PERFORMANCE

- Total amount of new pawn loans granted decreased by 0.9% to approximately HK$590.4 million
- Average amount of pawn loans granted increased by 8.8% to approximately HK$6,200
- Number of new pawn loans (larger than HK$100,000) granted increased by 38.4% to 490 cases
- Total amount of new mortgage loans granted decreased by 5.2% to approximately HK$844.0 million
- Number of new mortgage loans granted decreased by 3.2% to 243 cases
- Net interest margin for pawn loan decreased by 0.2 percentage points to 40.3%
- Net interest margin for mortgage loan decreased by 2.3 percentage points to 10.8%
- As at 28 February 2017, the average loan-to-value ratio of the mortgage loan portfolio keep below 60%

業務表現

- 所發放之新典當貸款總額減少0.9%至約590,400,000港元
- 所發放之典當貸款平均金額增加8.8%至約6,200港元
- 所發放之新典當貸款(大於100,000港元)數目增加38.4%至490項
- 所發放之新按揭抵押貸款總額減少5.2%至約844,000,000港元
- 所發放之新按揭抵押貸款數目減少3.2%至243項
- 典當貸款之淨息差減少0.2個百分點至40.3%
- 按揭抵押貸款之淨息差減少2.3個百分點至10.8%
- 於二零一七年二月二十八日，按揭抵押貸款組合的平均按揭貸款對估值比率維持在60%以下

Five-year Financial Summary
五年財務概要

		2017 二零一七年	2016 二零一六年	2015 二零一五年	2014 二零一四年	2013 二零一三年
Profitability data (HK$'000)	**盈利能力數據(千港元)**					
Revenue from pawn loan business	典當貸款業務之收益					
– Interest earned from pawn loans	– 典當貸款所賺取之利息	61,808	61,877	57,656	56,823	56,722
– Gain on disposal of repossessed assets	– 出售經收回資產之收益	4,801	(814)	3,383	1,542	7,062
Total revenue from pawn loan business	典當貸款業務之總收益	66,609	61,063	61,039	58,365	63,784
Revenue from mortgage loan business	按揭抵押貸款業務之收益					
– Interest earned from mortgage loans	– 按揭抵押貸款所賺取之利息	148,541	125,595	85,478	37,450	7,956
Total revenue	總收益	215,150	186,658	146,517	95,815	71,740
Operating profit	經營溢利	157,647	132,027	107,652	55,240	31,127
Profit attributable to equity shareholders	權益股東應佔溢利	103,230	91,366	80,091	41,076	22,706
Earnings per share – basic (HK$ cents)	每股盈利－基本(港仙)	4.9	4.4	3.9*	2.1*	1.2*
Profitability ratios (%)	**盈利比率(%)**					
Operating profit margin	經營溢利率	73.3	70.7	73.5	57.7	43.4
Net profit margin	純利率	48.0	48.9	54.7	42.9	31.7
Effective tax rate (Note 1)	實際稅率(附註1)	16.4	16.5	16.7	17.8	25.1
Return on total assets (Note 2)	資產總額回報(附註2)	7.6	8.1	10.6	7.8	8.3
Return on shareholders' equity (Note 3)	股東權益回報(附註3)	14.0	13.7	17.7	12.7	11.7
Net interest margin (Note 4)	淨息差(附註4)	14.5	17.5	18.3	23.8	34.0
– pawn loans	– 典當貸款	40.3	40.5	43.1	43.7	43.5
– mortgage loans	– 按揭抵押貸款	10.8	13.1	15.9	13.2	12.5

Note 1 Effective income tax rate is equal to the current tax divided by the profit before taxation for the respective year

Note 2 Return on total assets is calculated by dividing profit for the year by the total assets as at the respective year

Note 3 Return on total equity is calculated by dividing profit for the year by the total equity as at the respective year

Note 4 Net interest margin during the year refers to our interest income in respect of our pawn loans and mortgage loans less our finance costs, divided by the average of month-end gross loan receivables balances of the corresponding loans during the year

附註1 實際所得稅率等於各年之即期稅項除以除稅前溢利

附註2 資產總額回報乃按年度溢利除以各年度之資產總額計算

附註3 權益總額回報乃按年度溢利除以各年度之權益總額計算

附註4 年內之淨息差指本集團有關典當貸款及按揭抵押貸款之利息收入減融資成本，除以年內相關貸款之月尾應收貸款結餘總額平均數

* Amount for the year ended 28 February 2015, 28 February 2014 and 28 February 2013 adjusted for the bonus issued on 18 August 2016.

* 截至二零一五年二月二十八日、二零一四年二月二十八日及二零一三年二月二十八日之金額已就二零一六年八月十八日發行之紅股予以調整。

		2017 二零一七年	2016 二零一六年	2015 二零一五年	2014 二零一四年	2013 二零一三年
Operating ratios (as a percentage of revenue) (%)	**經營比率(佔收益百分比)(%)**					
Staff costs	員工成本	12.6	13.6	15.0	19.3	21.3
Rental expenses	租金開支	6.0	6.8	7.2	9.1	10.4
Advertising and promotions	廣告及宣傳	5.4	5.3	4.3	5.0	4.0
Assets and liabilities data (HK$'000)	**資產及負債數據(千港元)**					
Non-current assets	非流動資產	94,665	82,243	79,146	84,196	31,654
Current assets	流動資產	1,269,878	1,042,906	675,515	443,709	242,459
Current liabilities	流動負債	489,334	333,589	227,405	203,465	80,101
Non-current liabilities	非流動負債	136,773	124,966	75,365	15	188
Capital and reserves	資本及儲備	738,436	666,594	451,891	324,425	193,824
Gross loan receivables	應收貸款總額	1,294,193	1,032,784	670,197	489,972	230,796
– Gross pawn loan receivables	–應收典當貸款總額	143,140	141,755	124,240	124,361	117,321
– Gross mortgage loan receivables	–應收按揭抵押貸款總額	1,151,053	890,779	543,189	365,022	113,475
– Gross unsecured loan receivables	–應收無抵押貸款總額	–	250	2,768	589	–
Assets and working capital data	**資產及營運資金數據**					
Current ratios (Note 5)	流動比率(附註5)	2.6	3.1	3.0	2.2	3.0
Gearing ratios (%) (Note 6)	借貸比率(%)(附註6)	80.8	63.7	63.7	59.7	35.5
Net assets value per share (HK$) (Note 7)	每股資產淨值(港元)(附註7)	0.345	0.314	1.0	0.8	0.6

Note 5 Current ratio is calculated by dividing current assets by current liabilities as at the respective year end

Note 6 Gearing ratio is calculated by dividing total borrowings (summation of bank loans, overdrafts, obligations under finance leases, other loans, loans from ultimate holding company and debt securities issued by total equity as at the respective year end

Note 7 Net assets value per share is calculated by dividing net assets by the total number of shares as at the respective year end

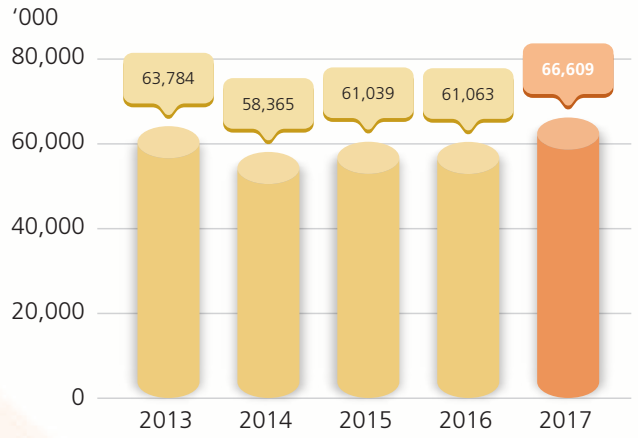
附註5 流動比率乃按各年末之流動資產除以流動負債計算

附註6 借貸比率乃按各年末之總借貸(銀行貸款、透支、融資租賃承擔、其他貸款、最終控股公司之貸款及已發行債務證券之總額)除以權益總額計算

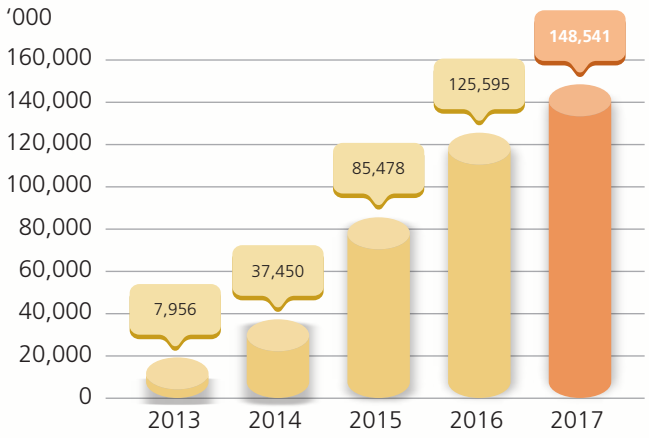
附註7 每股資產淨值乃按各年末之資產淨額除以股份總數計算

Five-year Financial Summary
五年財務概要

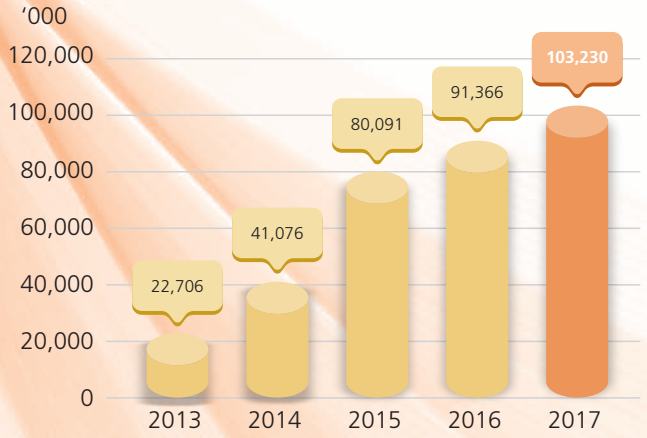
Total revenue from pawn loan business
典當貸款業務之總收益



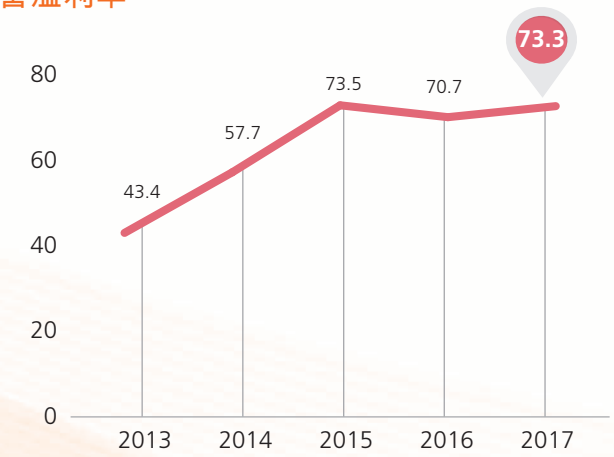
Interest earned from mortgage loans
按揭抵押貸款所賺取之利息



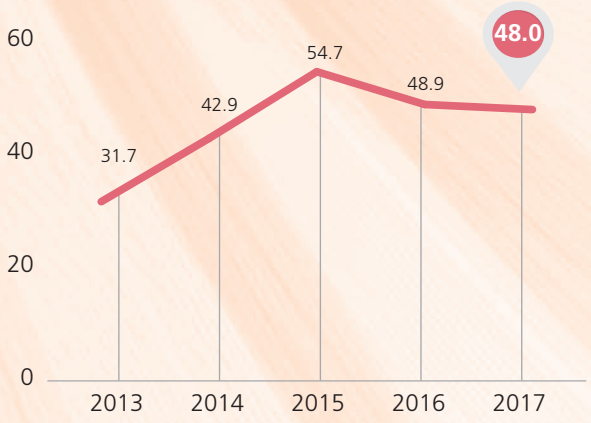
Profit attributable to equity shareholders
權益股東應佔溢利



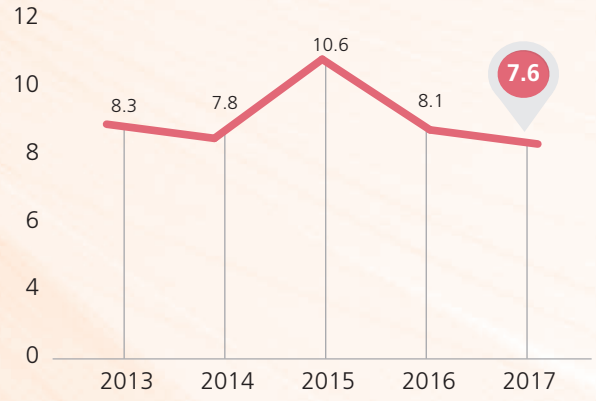
Operating profit margin
經營溢利率



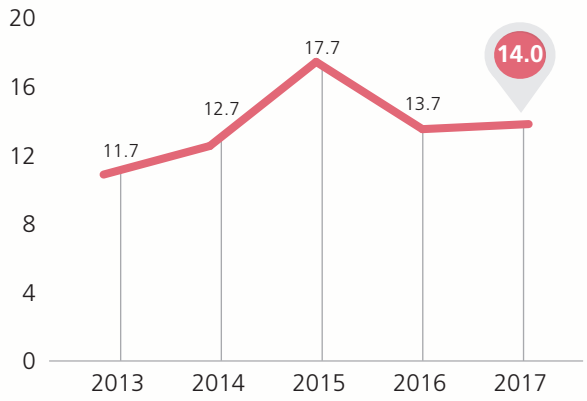
Net profit margin
純利率



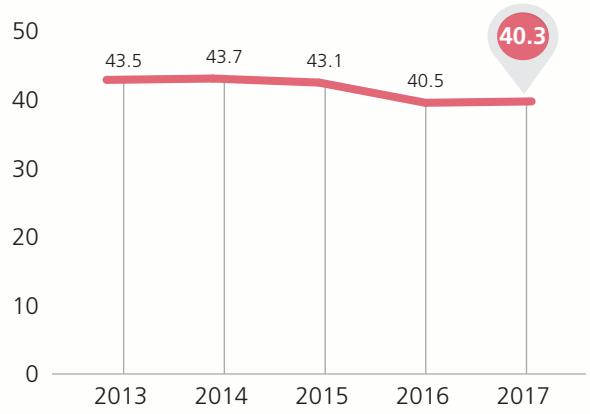
Return on total assets
資產總額回報



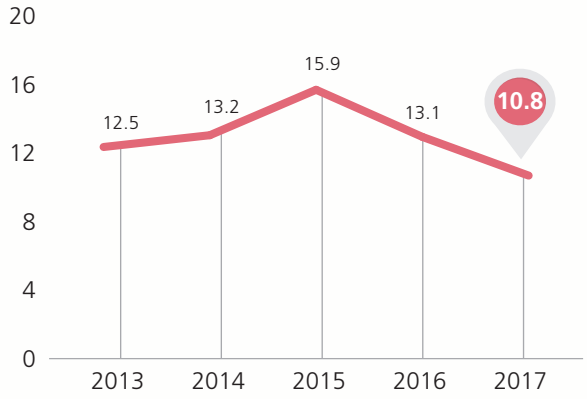
Return on shareholders' equity
股東權益回報



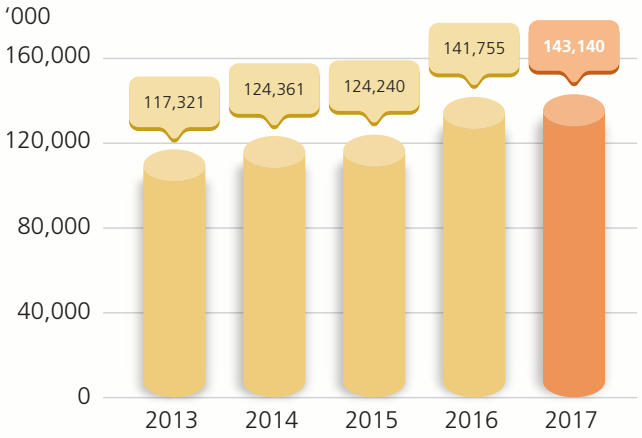
Net interest margin - pawn loans
淨息差一典當貸款



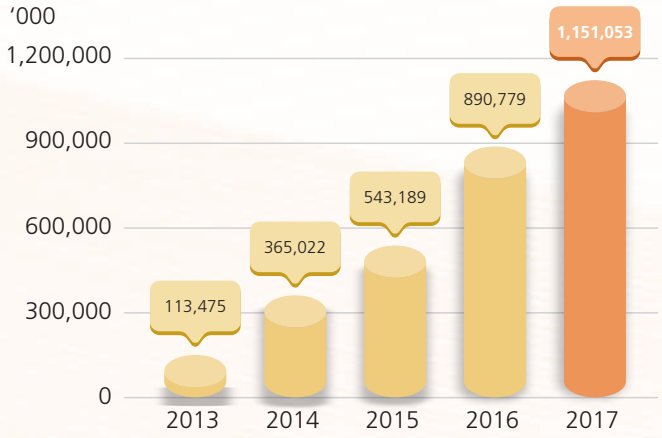
Net interest margin - mortgage loans
淨息差一按揭抵押貸款



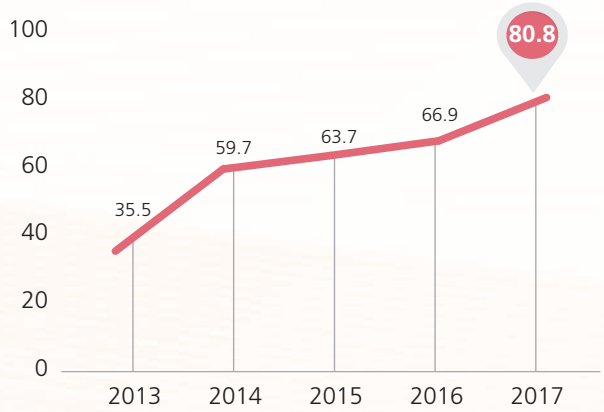
Gross pawn loan receivables
應收典當貸款總額



Gross mortgage loan receivables
應收按揭抵押貸款總額



Gearing ratios (%)
借貸比率(%)



Chairman Statement
主席報告

On behalf of the board of directors (the "**Board**" or "**Directors**") of Oi Wah Pawnshop Credit Holdings Limited (the "**Company**" or "**our Company**"), and its subsidiaries (together with the Company collectively referred to as the "**Group**" or "**our Group**"), I am delighted to present the annual report of the Group for the year ended 28 February 2017 ("**FY2017**").

本人代表靄華押業信貸控股有限公司(「**本公司**」)及其附屬公司(連同本公司統稱為「**本集團**」)的董事會(「**董事會**」)，欣然提呈本集團截至二零一七年二月二十八日止年度(「**二零一七年財政年度**」)的年報。

In FY2017, pawn loan business and mortgage loan business of the Group has continued to achieve satisfactory and healthy growth. For mortgage loan business, it is expected that first mortgages of properties will maintain its large contribution of the Group's portfolio, which will in turn maintain a stable risk level for the Group.

於二零一七年財政年度，本集團的典當貸款業務及按揭抵押貸款業務繼續實現理想及健康增長。就按揭抵押貸款業務而言，預期有關物業的第一按揭將仍為本集團組合的主要組成部份，進而將令本集團的風險水平保持穩定。

In 2016, the local property market has experienced a downside and a rebound later in the second half of the year. With the uncertainties of the global economy and the normalization of US interest rates, the Board considers that the future property market is still unpredictable, and thus continued to apply a prudent approach when granting mortgage loans.

本港樓市於二零一六年出現下滑，隨後於下半年反彈。因全球經濟的不確定性及美國利率常態化，董事會認為未來樓市前景依然難料，故在發放按揭抵押貸款時繼續審慎行事。

During the reporting year, the government has introduced a number of measures related to money lenders, including new rules on combating illegal financial intermediaries and the Hong Kong Monetary Authority's e-Alert Service regarding the second mortgage of properties. The aforementioned measures had little adverse impact on the Group, and it also helped to reinforce the Group's image of providing reliable and legal loan services. Our track record and reputation speak volume.

於報告年度，港府已引進多項涉及放債人的措施，包括對打擊非法財務中介公司制訂新規則及香港金融管理局有關物業二次按揭的電子提示服務。上述措施對本集團造成的不利影響微乎其微，但其有助進一步鞏固本集團提供可靠合法貸款服務的形象。我們的往績記錄及聲譽足以説明。

The Directors recommended a payment of final dividend to repay our shareholders and investors for their unfailing trust and support. With the prevailing market conditions and the current share price of the Group, the Directors are considering to initiate a buyback scheme of the Company's shares.

董事建議派付末期股息以報答股東及投資者的無盡信任及支持。因當前市況及本集團的目前股價，董事考慮啟動本公司股份之購回計劃。

On behalf of the Board, I would like to express my sincere gratitude to the unremitting efforts of our management team and employees. We will continue to seize opportunities and strive to create the best interests for our shareholders and the Company.

本人謹代表董事會衷心感謝管理層團隊及僱員的不懈奮鬥。我們將繼續把握機遇，並致力為股東及本公司爭取最大利益。

Chan Kai Ho, Edward
Chairman and Executive Director

主席兼執行董事
陳啟豪

25 May 2017

二零一七年五月二十五日

BUSINESS REVIEW

Our Group is a financing service provider in Hong Kong operating under the brand name of "Oi Wah", principally engaged in providing secured financing, including mortgage loans and pawn loans.

業務回顧

本集團為以「靄華」品牌名稱在香港經營之融資服務供應商，主要業務為提供包括按揭抵押貸款及典當貸款之有抵押融資。

MORTGAGE LOAN BUSINESS

In FY2017, the mortgage loan business remained a major source of income of the Group. During the year, the interest income increased from approximately HK$125.6 million for the year ended 29 February 2016 ("**FY2016**") to HK$148.6 million in FY2017, representing an increase of 18.3%. Revenue generated from the mortgage loan business in FY2017 accounted for approximately 69.1% of the Group's total revenue during the year. The gross mortgage loan receivables increased from HK$890.8 million as at 29 February 2016 to HK$1,151.1 million as at 28 February 2017, representing an increase of 29.2%. During the year, there were 243 new cases of mortgage loan transactions.

按揭抵押貸款業務

於二零一七年財政年度，按揭抵押貸款業務仍為本集團之主要收入來源。年內，利息收入由截至二零一六年二月二十九日止年度(「**二零一六年財政年度**」)的約125,600,000港元上升至二零一七年財政年度的約148,600,000港元，升幅達18.3%。按揭抵押貸款業務於二零一七年財政年度產生的收益約佔本集團年內總收益的69.1%。應收按揭抵押貸款總額由二零一六年二月二十九日的890,800,000港元增長至二零一七年二月二十八日的1,151,100,000港元，增幅達29.2%。年內，本集團共錄得243宗新造按揭抵押貸款交易。

Management Discussion and Analysis
管理層討論及分析

The local property market has experienced a short-lived dip in early 2016 and then picked up again since June 2016. Given the uncertainties of the global economy and the interest rate hike, the Directors are of the view that the Hong Kong property market remains unpredictable. In response to that, the Group will continue to implement a prudent strategy and maintain its focus on high net worth customers and remain cautious when granting mortgage loans. In FY2017, the mortgage loan portfolio of the Group remains healthy. The loan-to-value ratio for first mortgage is around 51.3%, while the overall loan-to-value ratio for subordinary mortgage is around 56.0%, of which, loan-to-value ratio of subordinate mortgage that the Group participate in is around 18.8%.

本港樓市於二零一六年初出現短暫下跌，但隨後自二零一六年六月起重拾升勢。鑑於全球經濟不穩定性及利率上調，董事認為本港樓市前景依然難料。為此，本集團將繼續實行穩健策略，專注高資產淨值客戶，在發放按揭抵押貸款時保持審慎之態度。於二零一七年財政年度，本集團的按揭抵押貸款組合維持穩健。第一按揭貸款對估值比率約為51.3%，而次級按揭整體貸款對估值比率則約為56.0%，其中本集團經手的次級按揭貸款對估值比率約18.8%。

PAWN LOAN BUSINESS

During FY2017, pawn loan business remains steady and due to the gold price remained relatively stable, the revenue from the pawn loan business increased to HK$66.6 million. Average loan amount increased to approximately HK$6,200 per transaction (FY2016: HK$5,700 per transaction). The aggregate loan amount slightly decreased by 0.9% to HK$590.4 million (FY2016: HK$595.7 million), which is mainly due to the closure of one of our pawnshops in December 2015.

During the year, the Group continued to channel resources to advertising and promotion to enhance the Group's brand awareness. Such effort has generated demand of one-to-one pawn loan appointment services for pawn loans that exceed HK$0.1 million. Number of pawn loan transactions with such amount granted increased from 354 transactions in FY2016 to 490 transactions in FY2017.

典當貸款業務

於二零一七年財政年度，典當貸款業務維持穩定，且由於金價維持相對穩定，典當貸款業務收益增至66,600,000港元。貸款平均金額增至每筆交易約6,200港元(二零一六年財政年度：每筆交易5,700港元)。貸款總額略微下降0.9%至590,400,000港元(二零一六年財政年度：595,700,000港元)，主要由於二零一五年十二月關閉一間典當店所致。

年內，本集團繼續投放資源於廣告及宣傳以提升本集團的品牌知名度。有關努力已產生一對一典當貸款(超過100,000港元)的預約服務之需求。發放有關金額之典當貸款交易數目由二零一六年財政年度之354宗交易，增加至二零一七年財政年度之490宗交易。

INDUSTRY OVERVIEW

With the US economy's recovery, Hong Kong's second-hand luxury goods market has seen a rebound. It is believed that luxurious goods market has bottomed and the Group is optimistic about the market demand for the pawn loan business and the growth of loan amount.

In addition, the Hong Kong government has imposed more stringent conditions for Money Lenders Ordinance to combat the rise in illegal loans, with effect from 1 December 2016. The Group is always committed to provide high quality, reliable and efficient loan services. It will continue to collaborate with the government and remind its clients to thoroughly understand the terms and conditions, as well as fees and charges before signing any loan agreements or financial contracts. The Group will continue to co-operate with Hong Kong government in fighting against the illegal financial intermediates in order to uphold the reputation of the money lending industry.

行業回顧

隨著美國經濟復甦，香港二手奢侈品市場迎來反彈。相信奢侈品市場已觸底，本集團對典當貸款業務之市場需求及貸款金額之增長持樂觀態度。

此外，為打擊日益增加的非法貸款活動，港府已就《放債人條例》施加更嚴格的牌照條件，自二零一六年十二月一日起生效。本集團將一如既往地承諾提供優質、可靠及有效的貸款服務，並繼續與港府合作及提醒客戶於簽署任何貸款協議或財務合約前，應充分了解條款及條件以及收費及費用。本集團將繼續與香港政府攜手合作打擊非法財務中介公司，維護放債行業之聲譽。

FINANCIAL REVIEW

Revenue

Our Group's revenue increased from approximately HK$186.7 million for FY2016 to approximately HK$215.2 million for FY2017, representing an increase of approximately HK$28.5 million or 15.3%.

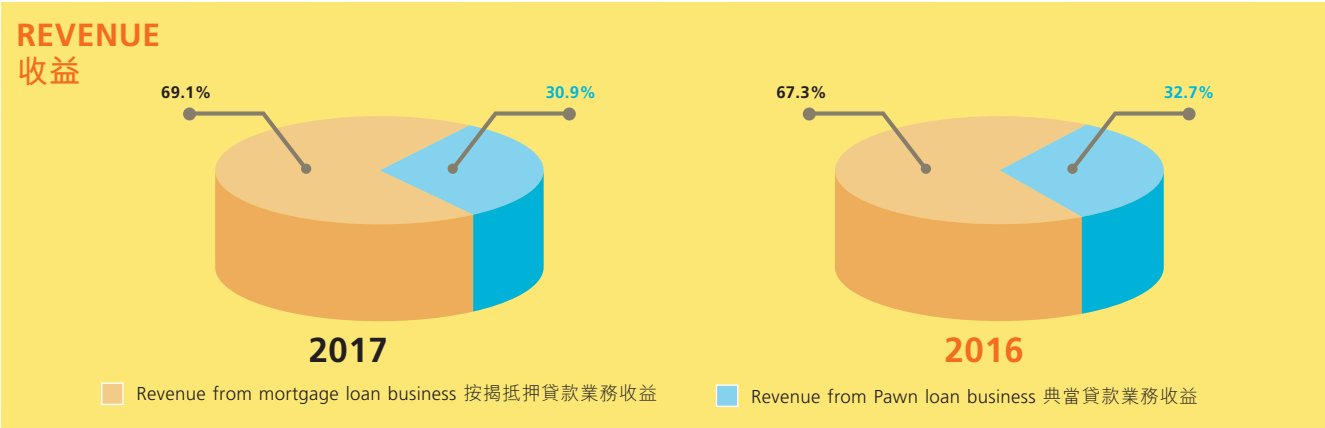
The increase was attributable to an increase in our interest income from mortgage business by approximately HK$23.0 million or 18.3% from approximately HK$125.6 million in FY2016 to approximately HK$148.6 million in FY2017. The increase was mainly due to the continuous expansion of our mortgage loan portfolio in FY2017. The gross mortgage loan receivables increased from approximately HK$890.8 million as at 29 February 2016 to approximately HK$1,151.1 million as at 28 February 2017 with total new mortgage loans granted of approximately HK$844.0 million during FY2017.

財務回顧

收益

本集團收益由二零一六年財政年度約186,700,000港元增加至二零一七年財政年度約215,200,000港元，即增加約28,500,000港元或15.3%。

該增幅歸因於本集團按揭抵押業務所賺取之利息收入由二零一六年財政年度約125,600,000港元增加約23,000,000港元或18.3%至二零一七年財政年度約148,600,000港元。該增幅主要由於本集團按揭貸款組合於二零一七年財政年度持續擴展所致。應收按揭抵押貸款總額由二零一六年二月二十九日約890,800,000港元增加至二零一七年二月二十八日約1,151,100,000港元，而二零一七年財政年度所發放之新按揭抵押貸款總額約為844,000,000港元。



Despite the closure of one of our pawnshops in December 2015, our performance in pawn loan business remained steady. Revenue from our pawn loan business increased by approximately HK$5.5 million or 9.0% from approximately HK$61.1 million in FY2016 to approximately HK$66.6 million in FY2017. The increase was mainly due to the increase in revenue from disposal of repossessed assets by approximately HK$5.6 million, offset by the slight decrease in our interest income earned on our pawn loan receivables from HK$61.9 million in FY2016 to HK$61.8 million in FY2017.

儘管於二零一五年十二月關閉其中一間典當店，本集團典當貸款業務表現保持穩定。典當貸款業務所賺取之收益由二零一六年財政年度約61,100,000港元增加約5,500,000港元或9.0%至二零一七年財政年度約66,600,000港元。該增加主要由於出售經收回資產之收益增加約5,600,000港元，被本集團應收典當貸款所賺取之利息收入由二零一六年財政年度61,900,000港元輕微下跌至二零一七年財政年度61,800,000港元抵銷所致。

Revenue from disposal of repossessed assets represents the net gain/(loss) recognised as we sold the repossessed assets in the event of default in repayment of our pawn loans. The increase in our revenue from disposal of repossessed assets in FY2017 was mainly due to the fact that gold price remained relatively stable in the range from US$1,150 per ounce to US$1,350 per ounce in FY2017 while the gold price per ounce decreased from approximately US$1,200 to approximately US$1,050 during FY2016. Since every pawn loan has a loan term of four lunar months, the revenue was affected by the depreciation of gold in FY2016 and thus a loss on disposal of repossessed assets was recorded in FY2016. Since there was no material fluctuation in gold price in FY2017, the Group was not affected by the depreciation effect in FY2016 and thus an increase in revenue was recorded.

出售經收回資產之收益指倘本集團典當貸款出現拖欠還款時，本集團出售經收回資產時所確認之收益／(虧損)淨額。本集團於二零一七年財政年度出售經收回資產之收益增加，乃主要由於金價於二零一七年財政年度維持相對穩定，介乎每盎司1,150美元至每盎司1,350美元之間，而於二零一六年財政年度每盎司金價則由約1,200美元跌至約1,050美元。由於每項典當貸款之貸款期限為四個農曆月，而收益受二零一六年財政年度黃金貶值所影響，故本集團於二零一六年財政年度之出售經收回資產錄得虧損。由於金價於二零一七年財政年度並無重大波動，本集團並無受到二零一六年財政年度貶值影響之影響，從而錄得收益增加。

The decrease in our interest income earned on our pawn loan receivables was primarily attributable to a decrease in the full year effect of the closure of one of our pawnshops since December 2015, which led to the slight decrease in aggregated amount of pawn loans granted from approximately HK$595.7 million in FY2016 to approximately HK$590.4 million in FY2017; and offset by the increase in average amount of pawn loans granted from approximately HK$5,700 per transaction in FY2016 to approximately HK$6,200 per transaction in FY2017.

典當貸款應收款項所賺取之利息收入減少主要歸因於自二零一五年十二月起關閉其中一間典當店之全年影響，導致典當貸款發放總額由二零一六年財政年度約595,700,000港元略微減少至二零一七年財政年度約590,400,000港元；及被所發放典當貸款平均金額由二零一六年財政年度每筆交易約5,700港元增加至二零一七年財政年度每筆交易約6,200港元所抵銷。

Other revenue

Other revenue decreased from approximately HK$4.7 million in FY2016 to HK$4.1 million in FY2017 representing a decrease of approximately HK$0.6 million or 12.8%, which was mainly due to (i) the decrease in our credit-related fee income by approximately HK$0.3 million from approximately HK$2.8 million in FY2016 to approximately HK$2.5 million in FY2017, mainly representing early repayment fees; and (ii) the decrease in rental income of approximately HK$0.2 million during FY2017.

其他收益

其他收益由二零一六年財政年度約4,700,000港元減少至二零一七年財政年度之4,100,000港元，即減少約600,000港元或12.8%，主要由於(i)信貸相關費用收入由二零一六年財政年度約2,800,000港元減少約300,000港元至二零一七年財政年度約2,500,000港元，主要為提前還款收費；及(ii)二零一七年財政年度租金收入減少約200,000港元所致。

Operating expenses

Operating expenses increased by approximately HK2.3 million or 3.9% from approximately HK$58.8 million in FY2016 to approximately HK$61.1 million in FY2017.

Staff costs increased by approximately HK$1.7 million or 6.7% from approximately HK$25.5 million in FY2016 to approximately HK$27.2 million in FY2017. The increase was mainly attributable to (i) an increase in salaries and other benefits of approximately HK$0.8 million which is mainly due to the increase in salaries in August 2016; and (ii) the increase in directors' remuneration of approximately HK$0.9 million in FY2017.

Rental expenses increased by approximately HK$0.5 million or 4.4% from approximately HK$11.4 million in FY2016 to HK$11.9 million in FY2017. The increase was mainly due to the full year effect of the renewal of rental agreements of three pawnshops in December 2015, offset by the closure of one of our pawnshops in December 2015.

Excluding the staff costs and rental expenses of approximately HK$39.1 million and HK$36.9 million in FY2017 and FY2016 respectively as mentioned above, other operating expenses increased by approximately HK$0.1 million or 0.5% from approximately HK$21.9 million in FY2016 to approximately HK$22.0 million in FY2017, which was mainly due to an increase in advertising expenses by approximately HK$1.7 million; offset by the decrease in legal and professional fee and commission fee by approximately HK$0.7 million and HK$0.4 million respectively.

經營開支

經營開支由二零一六年財政年度約58,800,000港元增加約2,300,000港元或3.9%至二零一七年財政年度約61,100,000港元。

員工成本由二零一六年財政年度約25,500,000港元增加約1,700,000港元或6.7%至二零一七年財政年度約27,200,000港元。該增幅主要歸因於(i)於二零一六年八月加薪，導致薪金及其他福利增加約800,000港元；及(ii)二零一七年財政年度董事酬金增加約900,000港元。

租金開支由二零一六年財政年度約11,400,000港元增加約500,000港元或4.4%至二零一七年財政年度11,900,000港元。該增幅主要由於在二零一五年十二月就三間典當店重續租賃協議之全年影響，被二零一五年十二月關閉其中一間典當店抵銷所致。

倘不包括上文所述二零一七年財政年度及二零一六年財政年度之員工成本及租金開支分別約39,100,000港元及36,900,000港元，其他經營開支由二零一六年財政年度約21,900,000港元增加約100,000港元或0.5%至二零一七年財政年度約22,000,000港元，主要歸因於廣告開支上升約1,700,000港元，被法律及專業費用及佣金費分別減少約700,000港元及400,000港元抵銷。

Finance costs

The finance costs increased by approximately HK$11.4 million or 50.2% from approximately HK$22.7 million in FY2016 to approximately HK$34.1 million in FY2017 after netting off with the effect of decrease in bank loans and overdrafts from approximately HK$76.4 million as at 29 February 2016 to approximately HK$37.7 million as at 28 February 2017. The increase was mainly due to the increase in the amount of loans from the ultimate holding company, other loans and debt securities issued in FY2017 for funding our expansion of mortgage loan portfolios.

融資成本

經扣除銀行貸款及透支由二零一六年二月二十九日約76,400,000港元減少至二零一七年二月二十八日約37,700,000港元的影響後，融資成本由二零一六年財政年度約22,700,000港元增加約11,400,000港元或50.2%至二零一七年財政年度約34,100,000港元。該增幅主要由於本集團為擴充按揭抵押貸款組合而於二零一七年財政年度增加最終控股公司貸款、其他貸款及發行債務證券所致。

Impairment losses on loan receivables

The impairment losses on loan receivables credited to profit or loss were approximately HK$491,000 and HK$500,000 in FY2016 and FY2017 respectively.

The impairment losses on loan receivables charged to profit or loss of approximately HK$500,000 were attributable to the net effect of (i) the subsequent reassessment on the recoverability of previously impaired loan receivables that were individually assessed being charged to profit or loss on approximately HK$996,000; and (ii) the impairment losses on loan receivables that were collectively assessed being credited to profit or loss of approximately HK$496,000.

In FY2016, the impairment losses on loan receivables charged to profit or loss in FY2016 of approximately HK$491,000 were attributable to the net effect of (i) the subsequent reassessment on the recoverability of previously impaired loan receivables that were individually assessed being credited to profit or loss of approximately HK$38,000; and (ii) the impairment losses on loan receivables that were collectively assessed being charged to profit or loss of approximately HK$529,000.

應收貸款之減值虧損

於二零一六年財政年度及二零一七年財政年度從損益扣除之應收貸款減值虧損分別約為491,000港元及500,000港元。

從損益扣除之應收貸款減值虧損約為500,000港元，乃由於以下兩項之影響互相抵銷所致：(i)其後重估過往獨立評估為從損益扣除之已減值應收貸款之可收回性約996,000港元；及(ii)整體評估為自損益撥回之應收貸款減值虧損約496,000港元。

於二零一六年財政年度，於二零一六年財政年度於損益扣除之應收貸款減值虧損約為491,000港元，乃由於以下兩項之影響互相抵銷所致：(i)其後重估過往獨立評估為計入損益之已減值應收貸款之可收回性約38,000港元；及(ii)整體評估為自損益扣除之應收貸款減值虧損約529,000港元。

Income tax expenses

Our Group's effective tax rate was approximately 16.5% in FY2016 and FY2017. No material change was noted.

所得稅開支

於二零一六年財政年度及二零一七年財政年度，本集團之實際稅率約為16.5%。概無發生重大變動。

Profit and total comprehensive income for the year

Our Group's profit for FY2017 increased to approximately HK$103.2 million from approximately HK$91.4 million in FY2016, representing an increase of approximately HK$11.8 million or 13.0%. The increase was mainly attributable to the increase in revenue by approximately HK$28.5 million, netting off with the increase in expenses in staff costs, rental expenses, advertising expenses and finance costs amounted to HK$1.7 million, HK$0.5 million, HK$1.7 million and HK$11.4 million respectively.

年內溢利及全面收入總額

本集團之溢利由二零一六年財政年度約91,400,000港元增加至二零一七年財政年度約103,200,000港元，即增加約11,800,000港元或13.0%。有關增幅主要由於收益增加約28,500,000港元，經扣除員工成本、租金開支、廣告開支及融資成本之開支增幅分別1,700,000港元、500,000港元、1,700,000港元及11,400,000港元所致。

Liquidity and financial resources

As at 28 February 2017, cash and cash equivalent (net of bank overdraft) amounted to approximately HK$22.0 million, representing a net decrease of approximately HK$27.0 million as compared to the position as at 29 February 2016. The decrease was attributable to the following items:

流動資金及財務資源

於二零一七年二月二十八日，現金及現金等價物(經扣除銀行透支)約為22,000,000港元，較二零一六年二月二十九日之狀況淨減少約27,000,000港元。該減幅乃由於以下各項所致：

		For the year ended 28 February 2017 HK$'000 截至二零一七年二月二十八日止年度 千港元	For the year ended 29 February 2016 HK$'000 截至二零一六年二月二十九日止年度 千港元
Net cash used in operating activities	經營業務所用現金淨額	**(107,439)**	(256,180)
Payment for the purchase of property, plant and equipment	購買物業、廠房及設備之款項	**(516)**	(100)
Proceeds from share issue under placing	根據配售所發行股份之所得款項	**–**	153,017
Proceeds from other loans	其他貸款之所得款項	**156,799**	151,840
Proceeds from debt securities issued, net of issuing expenses	已發行債務證券之所得款項，扣除發行開支	**11,940**	49,750
Repayment for bank loans	償還銀行貸款	**(43,922)**	(40,730)
Increase in loans from the ultimate holding company	獲得最終控股公司貸款增加	**21,000**	5,600
Dividend paid	已付股息	**(31,388)**	(29,680)
Finance costs paid	已付融資成本	**(33,192)**	(22,572)
Other net outflow	其他流出淨額	**(227)**	(223)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)／增加淨額	**(26,945)**	10,722

Pledge of assets

At 28 February 2017, the Group had pledged its mortgage loan receivables with net book value of HK$446.5 million (29 February 2016: HK$252.9 million) for the purpose of obtaining facilities from bank and other independent third party.

資產抵押

於二零一七年二月二十八日，本集團已抵押其賬面淨值為446,500,000港元(二零一六年二月二十九日：252,900,000港元)之應收按揭抵押貸款，以從銀行及其他獨立第三方取得融資。

Contingent liabilities

There were no significant contingent liabilities for the Group as at 28 February 2017.

或然負債

於二零一七年二月二十八日，本集團並無任何重大或然負債。

Key financial ratio 主要財務比率

		As at 28 February 2017 於二零一七年二月二十八日	As at 29 February 2016 於二零一六年二月二十九日
Current ratio(1)	流動比率(1)	**3x**	3x
Gearing ratio(2)	借貸比率(2)	**80.8%**	66.9%

		For the year ended 28 February 2017 截至二零一七年二月二十八日止年度	For the year ended 29 February 2016 截至二零一六年二月二十九日止年度
Return on total assets(3)	資產總額回報(3)	**7.6%**	8.1%
Return on equity(4)	權益回報(4)	**14.0%**	13.7%
Net profit margin(5)	純利率(5)	**48.0%**	48.9%
Net interest margin(6)	淨息差(6)	**14.5%**	17.5%
– pawn loan services	– 典當貸款服務	**40.3%**	40.5%
– mortgage loan services	– 按揭抵押貸款服務	**10.8%**	13.1%

Notes:

(1) Current ratio is calculated by dividing current assets by current liabilities as at the respective year end.

(2) Gearing ratio is calculated by dividing total borrowings (summation of bank loans, overdrafts, obligations under finance leases, loans from the ultimate holding company, other loans and debt securities issued) by total equity as at the respective year end.

(3) Return on total assets is calculated by dividing profit for the year by the total assets as at the respective year end.

(4) Return on equity is calculated by dividing profit for the year by the total equity as at the respective year end.

(5) Net profit margin is calculated by dividing profit for the year by the revenue for the respective year.

(6) Net interest margin during the year refers to our interest income in respect of our pawn loans and mortgage loans less our finance costs, divided by the average of month-end gross loan receivables balances of the corresponding loans during the year.

附註：

(1) 流動比率乃按於各年末之流動資產除以流動負債計算。

(2) 借貸比率乃按各年末之總借貸(銀行貸款、透支、融資租賃承擔、最終控股公司之貸款、其他貸款及已發行債務證券之總額)除以權益總額計算。

(3) 資產總額回報乃按年度溢利除以各年末之資產總額計算。

(4) 權益回報乃按年度溢利除以各年末之權益總額計算。

(5) 純利率乃按年度溢利除以各年度之收益計算。

(6) 年內之淨息差指本集團有關典當貸款及按揭抵押貸款之利息收入減融資成本，除以年內相關貸款之月尾應收貸款結餘總額平均數。

Current ratio

Our Group's current ratio remained stable at approximately 3 times as at 29 February 2016 and 28 February 2017, which was mainly due to the increase in current loan receivables from approximately HK$957.1 million as at 29 February 2016 to approximately HK$1,201.7 million as at 28 February 2017 or by approximately 25.6%, offset by the increase in other loans amounted to HK$156.8 million.

流動比率

於二零一六年二月二十九日及二零一七年二月二十八日，本集團之流動比率維持穩定約3倍，主要由於即期應收貸款由二零一六年二月二十九日約957,100,000港元增加約25.6%至二零一七年二月二十八日約1,201,700,000港元所致，並由其他貸款增加156,800,000港元所抵銷。

Gearing ratio

Our Group's gearing ratio increased from approximately 66.9% as at 29 February 2016 to approximately 80.8% as at 28 February 2017, which was mainly due to the increase in other loans and loans from ultimate holding company in the amount of approximately HK$156.8 million and approximately HK$21.0 million respectively, offset by the decrease in bank loans and overdrafts amounted to approximately HK$38.7 million.

借貸比率

本集團之借貸比率由二零一六年二月二十九日約66.9%增至二零一七年二月二十八日約80.8%，乃主要由於其他貸款及最終控股公司之貸款分別增加約156,800,000港元及約21,000,000港元所致，並由銀行貸款及透支減少約38,700,000港元所抵銷。

Return on total assets and return on equity

Our return on total assets slightly decreased from approximately 8.1% in FY2016 to 7.6% in FY2017, which was mainly due to the decrease in net interest margin from 17.5% in FY2016 to 14.5% in FY2017.

資產總額回報及權益回報

本集團的資產總額回報由二零一六年財政年度約8.1%略減至二零一七年財政年度7.6%，主要由於淨息差由二零一六年財政年度17.5%減至二零一七年財政年度14.5%所致。

Our return on equity slightly increased from approximately 13.7% in FY2016 to 14.0% in FY2017. The reason was mainly due to the increase in gearing ratio from approximately 66.9% as at 29 February 2016 to approximately 80.8% as at 28 February 2017. Since the net interest margin of the Group is positive, the more debts are borrowed by the Group, the more funding will be available for the Group to lend and thus more profit is generated for shareholders.

本集團權益回報由二零一六年財政年度約13.7%略增至二零一七年財政年度14.0%，主要由於借貸比率由二零一六年二月二十九日約66.9%增加至二零一七年二月二十八日約80.8%。鑑於本集團淨息差為正數，本集團借入之債務越多，本集團可借出資金就越多，從而為股東帶來更多溢利。

Net profit margin

There was a slight decrease in our net profit margin from approximately 48.9% in FY2016 to 48.0% in FY2017. The reason for the decrease was mainly due to the decrease in net interest margin in our mortgage loan business as a result of obtaining more first mortgage into our mortgage loan portfolio in FY2017.

純利率

本集團之純利率由二零一六年財政年度約48.9%輕微下跌至二零一七年財政年度48.0%，乃主要因本集團按揭抵押貸款組合於二零一七年財政年度取得更多第一按揭而導致按揭抵押貸款業務淨息差下跌所致。

Net interest margin

The net interest margin decreased from approximately 17.5% in FY2016 to approximately 14.5% in FY2017. The decrease was due to (i) a greater proportion of our interest income was earned from mortgage loan business in FY2017 and we generally charged our customers a comparatively lower interest rate for our mortgage loans than those for our pawn loans. For FY2016 and FY2017, interest earned on mortgage loans contributed approximately 67.3% and 69.1% to our total interest income, respectively, resulted from the expansion of our mortgage loan business during the year; and (ii) an increase in the percentage of first mortgage in our mortgage loan portfolio in FY2017.

淨息差

淨息差由二零一六年財政年度約17.5%下跌至二零一七年財政年度約14.5%，該減幅乃由於(i)二零一七年財政年度來自按揭抵押貸款之利息收入比例增加，而本集團一般就按揭抵押貸款向客戶收取之利率相對低於就典當貸款所收取者。由於本集團於年內擴充其按揭抵押貸款業務，於二零一六年財政年度及二零一七年財政年度，於按揭抵押貸款所賺取之利息分別佔本集團總利息收入約67.3%及69.1%；及(ii)二零一七年財政年度第一按揭於本集團按揭抵押貸款組合中的百分比增加所致。

PROSPECTS

Looking forward, the group will actively diversify its collaterals to other luxurious items, such as automobiles and yachts. It is believed that the loan demand will remain strong in Hong Kong, and the Group will continue to expand its business to maximize shareholders' return.

It is expected that the Group's pawn loan business and mortgage loan business will maintain a healthy growth. The Group will continue to seize business opportunities for large amount loans, and engage in syndicated loan business with other lenders, in order to satisfy customers' needs, broaden income sources and customer base as well as diversify risks. Meanwhile, the Group's credit management remains cautious and prudent.

In addition, the Group will continue to raise funds through lower-cost financing channels such as issuance of bonds and borrowings from overseas banks, with a view to maintain sufficient capital reserve to meet the customers' requirements for loans and capture the opportunity to expand its market share in the industry. With the prevailing market conditions and the current share price of the Group, the Directors are also considering initiating a buyback scheme of the Company's shares.

前景

展望未來，本集團將積極豐富其他奢侈品(如汽車及遊艇等)之抵押。相信香港之貸款需求將維持強勁，本集團將繼續擴張業務，盡量提高股東回報。

預期本集團之典當貸款業務及按揭抵押貸款業務將維持穩健增長。本集團將繼續捕捉大額貸款商機，與其他貸方從事銀團貸款業務，藉以滿足客戶需求、拓闊收入來源及客戶基礎以及分散風險。同時，本集團之信貸管理依然為小心謹慎。

此外，本集團將繼續透過低成本融資渠道(如發行債券及向海外銀行借款)籌集資金，旨在維持充裕資本儲備，迎合客戶對貸款之需求以及把握擴大業內市場份額之機會。因當前市況及本集團目前之市場份額，董事亦考慮啟動本公司股份之購回計劃。

MATERIAL ACQUISITIONS AND DISPOSALS

Our Group did not engage in any material acquisitions or disposals during FY2017.

重大收購及出售

於二零一七年財政年度，本集團並無進行任何重大收購或出售。

ADVANCE TO ENTITY

Advances to Group A Customers

As disclosed in the announcements of our Company dated 4 November 2016, 20 January 2017 and 17 February 2017 (the "**Group A Announcements**"), Oi Wah Property Credit Limited ("**Oi Wah PL**"), an indirectly wholly-owned subsidiary of our Company, as lender entered into five loan agreements ("**Group A Loan Agreements**") with nine customers ("**Group A Customers**") which are associate or connected to each other as borrower. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, Group A Customers are independent third parties and are not connected with our Group.

Pursuant to Group A Loan Agreements, Oi Wah PL granted loans in an aggregate amount of HK$258.5 million to Group A Customers ("**Group A Loans**") for terms ranging from one month to twelve months at the interest rates ranging from P + 5.55% to P + 18.75% per annum, where P represented the prime rate of 5.25% of Wing Lung Bank Limited as of the respective dates of the Group A Loan Agreements. Group A Customers shall repay the interests on a daily basis, monthly basis and/or yearly basis with the principal amount at loan maturity respectively.

HK$258.5 million representing approximately 18.9% of the total assets of our Group of approximately HK$1,364.5 million as at 28 February 2017, approximately 35.0% to the net assets of our Group of approximately HK$738.4 million and approximately 22.5% to the total mortgage loan portfolio of our Group of approximately HK$1,151.1 million as at 28 February 2017 (all based on the audited consolidated financial statements of our Group for FY2017).

給予實體之墊款

給予團體客戶甲之墊款

誠如本公司日期為二零一六年十一月四日、二零一七年一月二十日及二零一七年二月十七日之公佈(「**團體客戶甲公佈**」)所披露，本公司之間接全資附屬公司靄華物業信貸有限公司(「**靄華物業**」)(作為放貸人)與九名相互聯繫或關連之客戶(「**團體客戶甲**」，作為借款人)訂立五份貸款協議(「**團體客戶甲貸款協議**」)。據董事經作出一切合理查詢後所知、所悉及所信，團體客戶甲均為獨立第三方，且與本集團概無關連。

根據團體客戶甲貸款協議，靄華物業向團體客戶甲發放為期介乎一個月至十二個月之貸款合共258,500,000港元(「**團體客戶甲貸款**」)，利率介乎最優惠利率加年息5.55%至最優惠利率加年息18.75%(最優惠利率指於團體客戶甲貸款協議相關日期永隆銀行有限公司5.25%之最優惠利率)計算。團體客戶甲須分別以日、月及／或年計算償還利息並於貸款到期日償還本金。

258,500,000港元佔本集團於二零一七年二月二十八日約1,364,500,000港元之總資產約18.9%，佔本集團約738,400,000港元之資產淨額約35.0%及佔於二零一七年二月二十八日本集團約1,151,100,000港元之按揭抵押貸款組合總額約22.5%(全部均基於本集團於二零一七年財政年度之未經審核綜合財務報表)。

Group A Loans are collateralised. The collaterals provided by Group A Customers to Group A Loans amounted to an aggregate amount of approximately HK$1,033.1 million, the valuations of which were conducted by two independent property valuers. The collaterals are sufficient as the aggregate loan-to-value ratio of the mortgaged properties is approximately 64% (loan-to-value ratio of first mortgage: 29%, loan-to-value ratio as subordinated mortgages to other independent mortgagees: approximately 10%, loan-to-value ratio of the Loans as a first/subordinated mortgage: 25%) based on the value of the mortgaged properties determined by two independent property valuers. Pursuant to Group A Loan Agreements, Group A Loans are guaranteed by independent third parties who are not connected with our Group.

團體客戶甲貸款為有抵押貸款。由團體客戶甲就團體客戶甲貸款提供之多個抵押品合共約1,033,100,000港元，其估值由兩名獨立物業估值師作出。基於兩名獨立物業估值師釐定的按揭抵押物業價值，由於該等按揭抵押物業之總貸款對估值比率約64%(第一按揭貸款對估值比率為29%，次級按揭貸款給予其他獨立承按人對估值比率約為10%，貸款作為第一／次級按揭貸款對估值比率為25%)，故該等抵押品足以作為抵押。根據團體客戶甲貸款協議，團體客戶甲貸款由與本集團並無關連之獨立第三方提供擔保。

For further details of Group A Loans, please refer to the Group A Announcements.

有關團體客戶甲貸款之進一步詳情，請參閱團體客戶甲公佈。

Advances to Group Customers B

As disclosed in the announcements of our Company dated 8 April 2016, 18 April 2016, 12 July 2016, 25 July 2016, 26 July 2016, 18 August 2016, 2 December 2016 and 17 February 2017 (the "**Group B Announcements**"), Oi Wah PL as lender entered into twelve loan agreements ("**Group B Loan Agreements**") with six customers ("**Group B Customers**") which are associate or connected to each other as borrower. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, Group B Customers are independent third parties and are not connected with our Group.

給予團體客戶乙之墊款

誠如本公司日期為二零一六年四月八日、二零一六年四月十八日、二零一六年七月十二日、二零一六年七月二十五日、二零一六年七月二十六日、二零一六年八月十八日、二零一六年十二月二日及二零一七年二月十七日之公佈(「**團體客戶乙公佈**」)所披露，靄華物業(作為放貸人)與六名相互聯繫或關連之客戶(「**團體客戶乙**」，作為借款人)訂立十二份貸款協議(「**團體客戶乙貸款協議**」)。據董事經作出一切合理查詢後所知、所悉及所信，團體客戶乙均為獨立第三方，且與本集團概無關連。

Pursuant to Group B Loan Agreements, Oi Wah PL granted loans in an aggregate amount of HK$259.0 million to Group B Customers ("**Group B Loans**") for terms ranging from one month to twelve months at the interest rates ranging from P + 3.75% to P + 10.75% per annum, where P represented the prime rate of 5.25% of Wing Lung Bank Limited as of the respective dates of the Group B Loan Agreements. Group B Customers shall repay the interests on a daily basis, monthly basis and/or yearly basis with the principal amount at loan maturity respectively.

根據團體客戶乙貸款協議，靄華物業向團體客戶乙發放為期介乎一個月至十二個月之貸款合共259,000,000港元(「**團體客戶乙貸款**」)，利率介乎最優惠利率加年息3.75%至最優惠利率加年息10.75%(最優惠利率指於團體客戶乙貸款協議相關日期永隆銀行有限公司5.25%之最優惠利率)計算。團體客戶乙須分別以日、月及／或年計算償還利息並於貸款到期日償還本金。

HK$259.0 million representing approximately 19.0% of the total assets of our Group of approximately HK$1,364.5 million as at 28 February 2017, approximately 35.1% to the net assets of our Group of approximately HK$738.4 million and approximately 22.5% to the total mortgage loan portfolio of our Group of approximately HK$1,151.1 million as at 28 February 2017(all based on the unaudited consolidated financial statements of our Group for FY2017).

259,000,000港元佔本集團於二零一七年二月二十八日約1,364,500,000港元之總資產約19.0%，佔本集團約738,400,000港元資產淨額約35.1%及佔於二零一七年二月二十八日本集團約1,151,100,000港元之按揭抵押貸款組合總額約22.5%(全部均基於本集團於二零一七年財政年度之未經審核綜合財務報表)。

Group B Loans are collateralised. The collaterals provided by Group B Customers to Group B Loans amounted to an aggregate amount of approximately HK$597.0 million, the valuations of which were conducted by two independent property valuers. The collaterals are sufficient as the aggregate loan-to-value ratio of the mortgaged properties is approximately 58% (loan-to-value ratio of first mortgage: 6%, loan-to-value ratio as subordinated mortgages to other independent mortgagees: approximately 9%, loan-to-value ratio of the Loans as a first/subordinated mortgage: 43%) based on the value of the mortgaged properties determined by two independent property valuers. Pursuant to Group B Loan Agreements, Group B Loans are guaranteed by independent third parties who are not connected with our Group.

團體客戶乙貸款為有抵押貸款。由團體客戶乙就團體客戶乙貸款提供之多個抵押品合共約597,000,000港元，其估值由兩名獨立物業估值師作出。基於兩名獨立物業估值師釐定的按揭抵押物業價值，由於該等按揭抵押物業之總貸款對估值比率約58%(第一按揭貸款對估值比率為6%，次級按揭貸款給予其他獨立承按人對估值比率約為9%，貸款作為第一／次級按揭貸款對估值比率為43%)，故該等抵押品足以作為抵押。根據團體客戶乙貸款協議，團體客戶乙貸款由與本集團並無關連之獨立第三方提供擔保。

For further details of Group B Loans, please refer to the Group B Announcements.

有關團體客戶乙貸款之進一步詳情，請參閱團體客戶乙公佈。

HUMAN RESOURCES

As at 28 February 2017, our Group had a total of 49 staff (29 February 2016: 52). Total staff costs (including Directors' emoluments) were approximately HK$27.2 million for FY2017 (FY2016: approximately HK$25.5 million). Remuneration is determined with reference to market conditions and the performance, qualifications and experience of each individual employee. Bonus based on individual performance will be paid to employees as recognition of and reward for their contributions. Other benefits include a share option scheme and contributions to statutory mandatory provident fund scheme to our Group's employees in Hong Kong.

人力資源

於二零一七年二月二十八日，本集團共有49名員工(二零一六年二月二十九日：52名)。二零一七年財政年度之員工成本總額(包括董事薪酬)約為27,200,000港元(二零一六年財政年度：約25,500,000港元)。薪酬乃參考市場狀況及各個別僱員之表現、資格及經驗釐定。本集團將向僱員發放根據個人表現釐定之花紅，作為彼等所作貢獻之認可及獎勵。其他福利包括購股權計劃及為本集團之香港僱員作出法定強制性公積金計劃之供款。

Report of the Directors
董事會報告

The Board has pleasure in submitting this report of the Directors together with the audited financial statements of the Group for the year ended 28 February 2017.

董事會欣然提呈本董事會報告連同本集團截至二零一七年二月二十八日止年度之經審核財務報表。

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the Group are providing secured financing business in Hong Kong, including pawn loans and mortgage loans.

The listing of and the permission to deal in the shares of the Company on the Main Board of the Stock Exchange commenced on 12 March 2013 (the "**Listing**"). The prospectus in relation to the Listing was published on the websites of the Stock Exchange and of the Company on 27 February 2013.

主要業務

本公司為一間投資控股公司。本集團之主要業務為於香港從事有抵押融資業務，包括典當貸款及按揭抵押貸款。

本公司股份於二零一三年三月十二日開始在聯交所主板上市及買賣(「**上市**」)。有關上市之招股章程於二零一三年二月二十七日刊載於聯交所及本公司網站。

FINANCIAL RESULTS

The results of the Group for the year ended 28 February 2017 and the state of the Company's and the Group's affairs as at that date are set out in the financial statements on pages 82 to 144 of this annual report.

財務業績

本集團截至二零一七年二月二十八日止年度之業績及本公司及本集團於該日之財務狀況載於本年報第82至144頁之財務報表。

CASH FLOW POSITION

The cash flow position of the Group for the year ended 28 February 2017 is set out and analysed in the consolidated cash flow statement set out on pages 86 to 87 of this annual report.

現金流量狀況

本集團截至二零一七年二月二十八日止年度之現金流量狀況及分析載於本年報第86至87頁之綜合現金流量表。

DIVIDEND

At our Board meeting held on 25 May 2017, our Directors proposed to recommend the payment of a final dividend of HK0.69 cents per ordinary share, together with the interim dividend of HK0.76 cents, representing 30.0% of the profit attributable to the shareholders of our Company ("**Shareholders**") for FY2017. The total payout for the final dividend will be amounted to approximately HK$14.8 million. The aforesaid final dividend is subject to approval by our Shareholders at the annual general meeting (the "**AGM**") and will be paid on Wednesday, 23 August 2017 to our Shareholders whose names appear on the register of members of our Company at the close of business on Monday, 7 August 2017.

No arrangement under which a shareholder has waived or agreed to waive any dividends was made by the Company.

股息

於二零一七年五月二十五日舉行之董事會會議上，董事建議派付末期股息每股普通股0.69港仙，連同中期股息0.76港仙，佔二零一七年財政年度本公司股東(「**股東**」)應佔溢利30.0%。末期股息總額將約為14,800,000港元。上述末期股息須待股東在股東週年大會(「**股東週年大會**」)上批准後方可作實，並將於二零一七年八月二十三日(星期三)派付予於二零一七年八月七日(星期一)營業時間結束時名列本公司股東名冊之股東。

本公司並無作出有關股東已豁免或同意豁免任何股息之安排。

CLOSURE OF REGISTER OF MEMBERS

In order to establish the identity of our Shareholders who are entitled to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with our Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at 31/F., 148 Electric Road North Point Hong Kong, no later than 4:30 p.m. on Tuesday, 25 July 2017. The register of members of our Company will be closed from Wednesday, 26 July 2017 to Monday, 31 July 2017, both days inclusive, during which period no transfer of shares will be registered.

In order to establish the identity of our Shareholders who are entitled to the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with our Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at 31/F., 148 Electric Road North Point Hong Kong, no later than 4:30 p.m. on Thursday, 3 August 2017. The register of members of our Company will be closed from Friday, 4 August 2017 to Monday, 7 August 2017, both days inclusive, during which period no transfer of shares will be registered. Subject to Shareholders' approval of the proposed final dividend at the AGM, the final dividend will be paid on Wednesday, 23 August 2017 to Shareholders whose names appear on the register of members of our Company at the close of business on Monday, 7 August 2017.

暫停辦理股東登記手續

為確定有權出席股東週年大會並於會上投票之股東身份，所有已正式填妥之過戶表格連同有關股票，最遲必須於二零一七年七月二十五日(星期二)下午四時三十分前送達本公司之香港股份過戶登記分處寶德隆證券登記有限公司，地址為香港北角電氣道148號31樓。本公司將於二零一七年七月二十六日(星期三)至二零一七年七月三十一日(星期一)(首尾兩日包括在內)暫停辦理股東登記手續，期間將不會處理股份過戶手續。

為確定有權享有擬派末期股息之股東身份，所有已正式填妥之過戶表格連同有關股票，最遲必須於二零一七年八月三日(星期四)下午四時三十分前送達本公司之香港股份過戶登記分處寶德隆證券登記有限公司，地址為香港北角電氣道148號31樓。本公司將於二零一七年八月四日(星期五)至二零一七年八月七日(星期一)(首尾兩日包括在內)暫停辦理股東登記手續，期間將不會處理股份過戶手續。待股東在股東週年大會上批准擬派末期股息後，末期股息將於二零一七年八月二十三日(星期三)派付予於二零一七年八月七日(星期一)營業時間結束時名列本公司股東名冊之股東。

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the past five financial years is set out on pages 6 to 7 of this annual report.

五年財務概要

本集團於過去五個財政年度之業績、資產及負債概要載於本年報第6至7頁。

TRANSFER TO RESERVES

Profit attributable to shareholders, before dividends, of HK$103.2 million (2016: HK$91.4 million) has been transferred to reserves.

轉撥至儲備

扣除股息前股東應佔溢利103,200,000港元(二零一六年：91,400,000港元)已轉撥至儲備。

DISTRIBUTABLE RESERVES

As at 28 February 2017, the aggregate amount of the distributable reserves of the Company was approximately HK$258.0 million (2016: approximately HK$286.5 million).

Movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity and note 24 to the financial statements.

可分派儲備

於二零一七年二月二十八日，本公司之可分派儲備總額為約258,000,000港元(二零一六年：約286,500,000港元)。

年內，本集團之儲備變動情況載於綜合權益變動表及財務報表附註24。

PROPERTY, PLANT AND EQUIPMENT

Details of the movements of property, plant and equipment of the Group for the year ended 28 February 2017 are set out in note 12 to the consolidated financial statements.

物業、廠房及設備

截至二零一七年二月二十八日止年度，本集團之物業、廠房及設備變動詳情載於綜合財務報表附註12。

SHARE CAPITAL

Details of the movements in Company's share capital for the year ended 28 February 2017 are set out in note 24(a) to the financial statements. Shares were issued during the year under special dividends with scrip dividend option. Details about the issue of shares are also set out in note 24(a) to the financial statements.

There were no purchases, sales or redemptions of the company's listed securities by the company or any of its subsidiaries during the year.

股本

截至二零一七年二月二十八日止年度，本公司之股本變動詳情載於財務報表附註24(a)。股份已於年內根據可選擇以股代息之特別股息而發行。發行股份之詳情亦載於財務報表附註24(a)。

本公司或其任何附屬公司於年內並無購買、出售或贖回本公司任何上市證券。

SHARE OPTION SCHEME

A share option scheme (the "**Share Option Scheme**") was adopted pursuant to a written resolution of the then sole shareholder on 19 February 2013 (the "**Adoption Date**").

The purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to them to promote the success of the business of the Group. The Board may, at its discretion, grant options pursuant to the Share Option Scheme to any employee (full-time and part-time), consultant, adviser, Director (including executive, non-executive or independent non-executive Director), Substantial Shareholder (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**")), distributor, contractor, supplier, agent, customer, business partner or service provider of any member of the Group whom the Board determines have contribution or potential contribution to the development and growth of the Group.

購股權計劃

根據當時唯一股東於二零一三年二月十九日(「**採納日期**」)之書面決議案，本公司已採納一項購股權計劃(「**購股權計劃**」)。

購股權計劃之目的在於吸引及挽留最優秀的人員，並向彼等提供額外激勵，令本集團業務邁向成功。董事會可酌情根據購股權計劃向董事會認為對本集團之發展及成長有所貢獻或可能有貢獻之本集團任何成員公司之任何僱員(全職及兼職)、諮詢顧問、顧問、董事(包括執行、非執行或獨立非執行董事)、主要股東(定義見聯交所證券上市規則(「**上市規則**」))、分銷商、承包商、供應商、代理、客戶、業務夥伴或服務供應商授出購股權。

As at 28 February 2017, being the end of FY2017 for the Group:

i) a total of 40,000,000 options to subscribe for shares were available for issue under the Share Option Scheme, representing approximately 1.87% of the total issued shares of the Company as at 28 February 2017.

ii) an option granted under the Share Option Scheme may be exercised in accordance with the terms of the Share Option 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; and

iii) the Share Option Scheme will remain in force until 18 February 2023.

The aggregate number of shares of the Company which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the shares of the Company in issue from time to time. No option may be granted under the Share Option Scheme or any other share option schemes of the Company if this will result in the limit being exceeded.

The maximum number of shares of the Company issuable upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company as from the Adoption Date (excluding, for this purpose, shares of the Company issuable upon exercise of options which have been granted but which have lapsed in accordance with the Share Option Scheme or any other share option schemes of the Company) must not in aggregate exceed 10% of all shares of the Company in issue upon 12 March 2013 (the "**Listing Date**") (i.e. 40,000,000 shares). The limit of 10% may be refreshed at any time by approval of the shareholders of the Company in general meeting provided that the total number of the shares of the Company which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company must not exceed 10% of the shares of the Company in issue as at the date of approval of the refreshed limit.

Unless approved by shareholders of the Company in general meeting, the maximum number of shares underlying the options granted to each eligible participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1.0% of the shares of the Company in issue for the time being.

A consideration of HK$1.0 is payable on acceptance of the grant of an option.

於二零一七年二月二十八日(即本集團二零一七年財政年度結束日期)：

i) 根據購股權計劃，合共40,000,000份可認購股份之購股權可供發行，佔本公司於二零一七年二月二十八日之已發行股份總數約1.87%。

ii) 購股權可根據購股權計劃之條款於董事會可能釐定之期間內隨時行使，惟有關期間自授出日期起計不超過十年，且受有關計劃之提前終止條文所規限；及

iii) 購股權直至二零二三年二月十八日仍然有效。

於根據購股權計劃及本公司任何其他購股權計劃所授出但尚未行使之所有尚未行使購股權獲行使時而可予發行之本公司股份總數，不得超過本公司不時已發行股份之30%。倘此舉將導致股份總數超逾該限額，則不得根據購股權計劃或本公司任何其他購股權計劃授出購股權。

自採納日期行使根據購股權計劃及本公司任何其他購股權計劃將予授出之所有購股權而可予發行之本公司股份數目(就此而言，不包括行使根據購股權計劃或本公司任何其他購股權計劃已授出但已失效之購股權而可予發行之本公司股份)，合共最多不得超過於二零一三年三月十二日(「**上市日期**」)本公司所有已發行股份之10%(即40,000,000股股份)。10%限額可隨時由本公司股東於股東大會上批准而更新，惟於根據購股權計劃及本公司任何其他購股權計劃將授出之所有購股權獲行使而可予發行之本公司股份總數，不得超過批准經更新限額日期本公司已發行股份之10%。

除非本公司股東於股東大會上批准，否則於任何12個月期間各合資格參與者獲授之購股權(包括已行使及尚未行使之購股權)之相關股份數目，最多不得超過本公司當時已發行股份之1.0%。

於接納所授出之購股權時須支付1.0港元之代價。

Pursuant to the Share Option Scheme, the participants may subscribe for the shares of the Company on the exercise of an option at the price determined by the Board provided that it shall be at least the highest of (a) the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet on the date on which an option is offered to a participant, which must be a business date (the "**Offer Date**"); (b) the average of the closing prices of the shares of the Company as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the Offer Date; and (c) the nominal value of a share of the Company on the Offer Date.

根據購股權計劃，參與者可於行使購股權時按董事會釐定之價格認購本公司股份，惟該價格不得低於下列最高者：(a)本公司股份於向參與者提呈購股權之日(必須為營業日，「**要約日期**」)在聯交所每日報價表所報之收市價；(b)本公司股份於緊接要約日期前五個營業日在聯交所每日報價表所報之平均收市價；及(c)本公司股份於要約日期之面值。

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed 10 years from the date of grant subject to the provisions of early termination thereof. The Share Option Scheme will remain in force until 18 February 2023.

購股權可根據購股權計劃之條款於董事會可能釐定之期間內隨時行使，惟有關期間自授出日期起計不超過10年，且受有關計劃之提前終止條文所規限。購股權計劃直至二零二三年二月十八日仍然有效。

As at the date of this annual report, no options had been granted or agreed to be granted pursuant to the Share Option Scheme.

於本年報日期，本公司並無根據購股權計劃授出或同意授出購股權。

DIRECTORS

The Directors who held office during the year ended 28 February 2017 and up to the date of this annual report are:

Executive Directors:

Mr. Chan Kai Ho Edward *(Chairman and Chief Executive Officer)*
Mr. Chan Chart Man
Ms. Chan Mei Fong
Ms. Chan Ying Yu

Non-executive Director:

Mr. Chan Kai Kow Macksion

Independent non-executive Directors:

Mr. Chan Wing Lee (resigned on 31 March 2017)
Mr. Lam On Tai (appointed on 1 April 2017)
Dr. Leung Shiu Ki Albert
Dr. Yip Ngai

Pursuant to Article 108 of the articles of association of the Company ("**Articles of Association**") and code provision A.4.2 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, one-third of the Directors will retire by rotation at the annual general meeting of the Company and will be eligible for re-election at that meeting. Accordingly, Ms. Chan Ying Yu, Mr. Lam On Tai and Dr. Yip Ngai will retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

董事

於截至二零一七年二月二十八日止年度及直至本年報日期在任之董事如下：

執行董事：

陳啟豪先生*(主席兼行政總裁)*
陳策文先生
陳美芳女士
陳英瑜女士

非執行董事：

陳啟球先生

獨立非執行董事：

陳永利先生(於二零一七年三月三十一日辭任)
林安泰先生(於二零一七年四月一日獲委任)
梁兆棋博士
葉毅博士

根據本公司組織章程細則(「**組織章程細則**」)第108條及上市規則附錄十四所載企業管治守則之守則條文第A.4.2條，三分之一董事將於本公司股東週年大會上輪值退任並合資格於大會上重選連任。因此，陳英瑜女士、林安泰先生及葉毅博士將於應屆股東週年大會上退任，並符合資格及願重選連任。

Details of the Directors standing for re-election at the AGM are set out in the circular sent to the shareholders of the Company together with this annual report.

於股東週年大會上接受重選之董事之詳情載於連同本年報一併寄發予本公司股東之通函。

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive Directors are independent.

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出之年度獨立性確認書。本公司認為所有獨立非執行董事均為獨立人士。

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

主要股東於股份及相關股份之權益及淡倉

As at 25 May 2017, so far as is known to the Directors or chief executives of the Company, the following persons other than a Director or chief executive of the Company had an interest or a short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the Securities and Futures Ordinance (the "**SFO**"):

於二零一七年五月二十五日，據董事或本公司主要行政人員所知，按本公司根據證券及期貨條例(「**證券及期貨條例**」)第336條須予存置之登記冊所記錄，以下人士(董事或本公司主要行政人員除外)於本公司股份及相關股份中擁有權益或淡倉：

Name of Shareholder 股東名稱／姓名	Capacity 身份	Number of ordinary shares 普通股數目	Approximate percentage of shareholding *(Note 2)* 概約持股百分比 *(附註2)*
Kwan Lik Holding Limited *(Note 1)(附註1)*	Beneficial interest 實益權益	1,282,775,024	60.01
Ms. Chan Nga Yu *(Note 1)* 陳雅瑜女士*(附註1)*	Interest in a controlled corporation 於受控法團之權益	1,282,775,024	60.01
	Interest held jointly with another person 與他人共同持有之權益	53,477,564	2.50
Ms. Chan Kit Yu *(Note 1)* 陳潔瑜女士*(附註1)*	Interest in a controlled corporation 於受控法團之權益	1,282,775,024	60.01
	Interest held jointly with another person 與他人共同持有之權益	53,477,564	2.50
Ms. Mui Hang Sin *(Note 1)* 梅杏仙女士*(附註1)*	Interest in a controlled corporation 於受控法團之權益	1,282,775,024	60.01
	Interest held jointly with another person 與他人共同持有之權益	53,477,564	2.50
Value Partners Group Limited *(Note 3)(附註3)*	Interest in a controlled corporation 於受控法團之權益	149,236,305	6.98
Value Partners High-Dividend Stocks Fund	Beneficial interest 實益權益	128,528,000 *(Note 4)*	6.01 *(附註4)*

Notes:

1. Kwan Lik Holding Limited is owned as to 40%, 20%, 20%, 5%, 5%, 5% and 5% by Mr. Chan Chart Man, Mr. Chan Kai Ho Edward, Ms. Chan Ying Yu, Ms. Chan Nga Yu, Ms. Chan Kit Yu, Ms. Chan Mei Fong and Ms. Mui Hang Sin, respectively. Accordingly, Mr. Chan Chart Man and his family members, namely Mr. Chan Kai Ho Edward, Ms. Chan Ying Yu, Ms. Chan Mei Fong, Ms. Chan Nga Yu, Ms. Chan Kit Yu and Ms. Mui Hang Sin are deemed to be interested in the 1,282,775,024 shares of the Company owned by Kwan Lik Holding Limited by virtue of the SFO.

2. There were 2,137,623,825 shares of the Company in issue as at 25 May 2017.

3. The 149,236,305 shares of the Company were held by Value Partners Limited which is wholly owned by Value Partners Hong Kong Limited, a company which is wholly owned by Value Partners Group Limited.

4. The number of shares is calculated and adjusted based on the 32,132,000 shares of the Company held by Value Partners High-Dividend Stocks Fund as disclosed by it on 9 July 2016, on the basis of 3 bonus shares issued on 18 August 2016 by the Company for every 1 existing share of the Company held on 7 August 2016.

Save as disclosed herein, as at 25 May 2017, there was no other person so far known to the Directors or chief executives of the Company, other than the Directors or chief executives of the Company as having an interest or a short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 25 May 2017, the interests and short positions of each Director and chief executive of the Company and their respective associates in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of the SFO); or were required pursuant to Section 352 of the SFO to be entered in the register referred to therein; or were required pursuant to the Model Code for Securities Transactions by Directors of Listed Companies to be notified to the Company and the Stock Exchange, are set out below:

附註：

1. Kwan Lik Holding Limited由陳策文先生、陳啟豪先生、陳英瑜女士、陳雅瑜女士、陳潔瑜女士、陳美芳女士及梅杏仙女士分別擁有40%、20%、20%、5%、5%、5%及5%。因此，根據證券及期貨條例，陳策文先生及其家庭成員(即陳啟豪先生、陳英瑜女士、陳美芳女士、陳雅瑜女士、陳潔瑜女士及梅杏仙女士)被視為於Kwan Lik Holding Limited所擁有之1,282,775,024股本公司股份中擁有權益。

2. 於二零一七年五月二十五日，本公司已發行股份數目為2,137,623,825股。

3. 本公司的149,236,305股股份由Value Partners Limited持有，而Value Partners Limited由Value Partners Hong Kong Limited(為Value Partners Group Limited全資擁有的公司)全資擁有。

4. 股份數目按本公司於二零一六年七月九日披露之Value Partners High-Dividend Stocks Fund所持本公司的32,132,000股股份計算及調整，基準為本公司於二零一六年八月十八日就於二零一六年八月七日持有之每1股本公司現有股份發行3股紅股。

除上文所披露者外，於二零一七年五月二十五日，據董事或本公司主要行政人員所知，按本公司根據證券及期貨條例第336條須予存置之登記冊所記錄，並無其他人士(董事或本公司主要行政人員除外)於本公司股份或相關股份中擁有權益或淡倉。

董事於股份及相關股份之權益及淡倉

於二零一七年五月二十五日，各董事及本公司主要行政人員及彼等各自之聯繫人於本公司或任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中，擁有須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所之權益及淡倉(包括根據證券及期貨條例有關條文被當作或被視為擁有之權益及淡倉)；或須根據證券及期貨條例第352條載入該條所指登記冊內之權益及淡倉；或須根據上市公司董事進行證券交易的標準守則知會本公司及聯交所之權益及淡倉載列如下：

Interest in the shares of the Company

於本公司股份之權益

Name of Director 董事姓名	Nature of interest 權益性質	Number of ordinary shares 普通股數目	Approximate percentage of shareholding *(Note 2)* 概約持股百分比*(附註2)*
Mr. Chan Kai Ho Edward *(Note 1)* 陳啟豪先生*(附註1)*	Interest in a controlled corporation 於受控法團之權益	1,282,775,024	60.01
	Beneficial interest 實益權益	53,477,564	2.50
Mr. Chan Chart Man *(Note 1)* 陳策文先生*(附註1)*	Interest in a controlled corporation 於受控法團之權益	1,282,775,024	60.01
	Interest held jointly with another person 與他人共同持有之權益	53,477,564	2.50
Ms. Chan Mei Fong *(Note 1)* 陳美芳女士*(附註1)*	Interest in a controlled corporation 於受控法團之權益	1,282,775,024	60.01
	Interest held jointly with another person 與他人共同持有之權益	53,477,564	2.50
Ms. Chan Ying Yu *(Note 1)* 陳英瑜女士*(附註1)*	Interest in a controlled corporation 於受控法團之權益	1,282,775,024	60.01
	Interest held jointly with another person 與他人共同持有之權益	53,477,564	2.50

Notes:

1. Mr. Chan Chart Man, Mr. Chan Kai Ho Edward, Ms. Chan Ying Yu and Ms. Chan Mei Fong owns 40%, 20%, 20% and 5%, respectively, of the issued shares of Kwan Lik Holding Limited which is in turn interested in 60.01% of the Company's issued share capital. Accordingly, Mr. Chan Chart Man, Mr. Chan Kai Ho Edward, Ms. Chan Ying Yu and Ms. Chan Mei Fong are deemed to be interested in the 1,282,755,024 shares owned by Kwan Lik Holding Limited by virtue of the SFO.

2. There were 2,137,623,825 shares of the Company in issue as at 25 May 2017.

Save as disclosed above, as at 25 May 2017, none of the Directors and chief executives of the Company or their respective associates had any interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of the SFO); or were required pursuant to Section 352 of the SFO to be entered in the register referred to therein; or were required pursuant to the Model Code for Securities Transactions by Directors of Listed Companies to be notified to the Company and the Stock Exchange.

附註：

1. 陳策文先生、陳啟豪先生、陳英瑜女士及陳美芳女士分別擁有Kwan Lik Holding Limited已發行股份之40%、20%、20%及5%，而Kwan Lik Holding Limited擁有本公司已發行股本之60.01%。因此，根據證券及期貨條例，陳策文先生、陳啟豪先生、陳英瑜女士及陳美芳女士被視為於Kwan Lik Holding Limited所擁有之1,282,755,024股股份中擁有權益。

2. 於二零一七年五月二十五日，本公司已發行股份數目為2,137,623,825股。

除上文所披露者外，於二零一七年五月二十五日，董事及本公司主要行政人員或彼等各自之聯繫人並無於本公司或任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所之權益及淡倉(包括根據證券及期貨條例有關條文被當作或被視為擁有之權益及淡倉)；或須根據證券及期貨條例第352條載入該條所指登記冊之權益及淡倉；或須根據上市公司董事進行證券交易的標準守則知會本公司及聯交所之權益及淡倉。

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the year ended 28 February 2017 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate; and none of the Directors, or their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right during the year.

董事購買股份或債券之權利

除上文所披露者外，截至二零一七年二月二十八日止年度內任何時間，本公司或其任何附屬公司概無作出任何安排，致令董事可藉購買本公司或任何其他法人團體之股份或債券而獲益；亦概無董事或其配偶或十八歲以下子女擁有任何可認購本公司證券之權利，或已於年內行使任何該等權利。

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in the section "Continuing Connected Transactions" below, no contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries or associates was a party and in which any director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事於合約之權益

除下文「持續關連交易」一節所披露者外，本公司任何董事概無在本公司或其任何附屬公司或聯營公司所簽訂於年底或本年度內任何時間仍然有效且對本集團業務有重大影響之合約中直接或間接擁有任何重大權益。

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year under review, no Directors have interests in any business which directly or indirectly competes, or is likely to compete with the business of the Group.

董事於競爭業務之權益

於回顧年度，董事概無在與本集團業務直接或間接競爭或可能競爭之任何業務中擁有權益。

DIRECTORS' REMUNERATION

The Board has the general power of determining the Directors' remuneration, subject to authorisation of the Shareholders at the annual general meeting each year. The remuneration of the executive Directors is subject to review by the remuneration committee, and their remuneration is determined with reference including but not limited to salaries paid by comparable companies, time commitment and responsibilities of the Directors. As for the non-executive Director and the independent non-executive Directors, their remuneration is determined by the Board upon recommendation from the remuneration committee. Details of the emoluments of the Directors are set out in note 9 and the five highest paid individuals are set out in note 10 to the consolidated financial statements.

董事薪酬

董事會根據股東每年於股東週年大會給予之授權擁有一般權力釐定董事薪酬。執行董事之薪酬須由薪酬委員會審閱，而彼等之薪酬乃經參考(包括但不限於)可資比較公司所付薪酬以及董事所付出之時間及職責而釐定。就非執行董事及獨立非執行董事而言，彼等之薪酬乃由董事會按照薪酬委員會之推薦意見而釐定。董事及五名最高薪酬人士之薪酬詳情分別載於綜合財務報表附註9及附註10。

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors entered into a service agreement with the Company for a term of three years and shall continue thereafter unless terminated in accordance with the terms of the service agreements.

董事之服務合約

各執行董事已與本公司訂立服務協議，為期三年，其後將繼續有效，直至根據服務協議之條款終止。

Each of the non-executive Director and independent non-executive Directors entered into a letter of appointment with the Company for a term of three years and shall continue thereafter unless terminated in accordance with the terms of the letters of appointment.

各非執行董事及獨立非執行董事已與本公司訂立委任書，為期三年，其後將繼續有效，直至根據委任書之條款終止。

Saved as disclosed herein, no Director proposed for re-election at the AGM has a service contract with members of the Group that is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

除本文所披露者外，建議於股東週年大會重選連任之董事概無與本集團成員公司訂立任何本集團不可於一年內終止而毋須作出賠償(法定賠償除外)之服務合約。

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 28 February 2017.

購買、出售或贖回本公司之上市證券

本公司或其任何附屬公司於截至二零一七年二月二十八日止年度並無購買、出售或贖回任何本公司之上市證券。

PRE-EMPTIVE RIGHTS

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

優先購買權

本公司的組織章程細則或開曼群島法例均無訂明有關本公司必須按現有股東之持股比例向彼等提呈發售新股份之優先購買權規定。

MAJOR CUSTOMERS

The information in respect of the revenue from rendering of services attributable to the major customers of the Group during the financial year is as follows:

主要客戶

於本財政年度，有關本集團主要客戶應佔提供服務所得收益如下：

		2017 **二零一七年**
The largest customer	最大客戶	17.3%
Five largest customers in aggregate	五大客戶總計	33.6%

At no time during the year ended 28 February 2017 had the Directors, their associates or any shareholder of the Company (to the best knowledge of the Directors, owns more than 5% of the Company's issued share capital) had any interest in these major customers.

截至二零一七年二月二十八日止之年度，董事及其聯繫人或本公司任何股東(就董事所悉知，擁有本公司已發行股本5%以上)於該等主要客戶並無任何權益。

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at 25 May 2017, the Company maintains the prescribed percentage of public float under the Listing Rules.

公眾持股量

就本公司所得之公開資料及董事所知，於二零一七年五月二十五日，本公司保持上市規則所規定之公眾持股量百分比。

NON-COMPETITION UNDERTAKING

The controlling shareholders (as defined in the Listing Rules) of the Company, namely, Kwan Lik Holding Limited, Mr. Chan Kai Ho Edward, Mr. Chan Chart Man, Ms. Chan Ying Yu, Ms. Chan Mei Fong, Ms. Chan Nga Yu, Ms. Chan Kit Yu and Ms. Mui Hang Sin (the "**Controlling Shareholders**") entered into a deed of non-competition (the "**Deed of Non-competition**") in favour of the Company on 21 February 2013 pursuant to which the Controlling Shareholders have undertaken to the Company (for itself and for the benefit of its subsidiaries) that it or he or she would not, and would procure that its or his or her associates (other than any member of our Group) would not, directly or indirectly, carry on, participate or be interested or engaged in or acquire or hold (in each case whether as a shareholder, partner, principal, agent, director, employee or otherwise) any business which is or may be in competition with the current businesses of the Group during the restricted period.

An annual confirmation has been received from each of the Controlling Shareholders on compliance with each of their respective undertaking under the Deed of Non-competition.

The independent non-executive Directors have reviewed the compliance with the Deed of Non-competition by the Controlling Shareholders and confirmed that the Deed of Non-competition is fully complied with and duly enforced since the Listing Date and up to the date of this report.

不競爭承諾

本公司控股股東(定義見上市規則，即Kwan Lik Holding Limited、陳啟豪先生、陳策文先生、陳英瑜女士、陳美芳女士、陳雅瑜女士、陳潔瑜女士及梅杏仙女士)(「**控股股東**」)已於二零一三年二月二十一日以本公司為受益人訂立不競爭契據(「**不競爭契據**」)，據此，控股股東已向本公司承諾(為其本身及為其附屬公司之利益)於受限制期間內，其不會，亦將促使其聯繫人(本集團任何成員公司除外)不會直接或間接經營、參與或擁有或從事或取得或持有(於各情況下不論以股東、合夥人、主事人、代理、董事、僱員或其他身份)任何與本集團目前業務構成競爭或可能構成競爭的業務。

本公司已收到各控股股東就遵守彼等各自在不競爭契據中之承諾發出之年度確認書。

獨立非執行董事已審視控股股東遵守不競爭契據之情況，並確認彼等自上市日期起至本報告日期止已全面遵守及妥善執行不競爭契據。

CONTINUING CONNECTED TRANSACTIONS

The following transactions of the Group constituted continuing connected transactions (the "**Continuing Connected Transactions**") for the Group for the year ended 28 February 2017:

(A) Personal guarantees

(i) On 24 October 2012, Mr. Chan Kai Ho Edward, an executive Director executed a guarantee to provide a personal guarantee to a relevant landlord to secure the due performance of Oi Wah Pawnshop Credit Limited ("**Oi Wah HK**"), an indirectly wholly-owned subsidiary of the Company, under a tenancy agreement in respect of renting a premises to operate one of our pawnshops for a term of three years from 1 April 2013 to 31 March 2016. No consideration has been paid by the Group to Mr. Chan Kai Ho Edward for his provision of the personal guarantee to the said landlord for the benefits of our Group.

持續關連交易

截至二零一七年二月二十八日止年度，本集團下列交易構成本集團之持續關連交易(「**持續關連交易**」)：

(A) 個人擔保

(i) 於二零一二年十月二十四日，執行董事陳啟豪先生簽立一份擔保，以向一位相關業主提供個人擔保，確保本公司間接全資附屬公司靄華押業信貸有限公司(「**靄華香港**」)妥善履行有關租賃一處用於經營本集團一間典當店之物業之租賃協議，期限由二零一三年四月一日至二零一六年三月三十一日，為期三年。本集團並無就陳啟豪先生就本集團之利益而向上述業主提供之個人擔保向其支付代價。

The above personal guarantee provided by Mr. Chan Kai Ho Edward, whom being a connected person of the Company, constitute continuing connected transactions for the Company which are exempt from the reporting, announcement and independent shareholders' approval requirements under Rule 14A.65(4) of the Listing Rules.

以上由本公司關連人士陳啟豪先生提供之個人擔保構成本公司之持續關連交易，有關交易獲豁免遵守上市規則第14A.65(4)條項下之申報、公佈及獨立股東批准之規定。

B) Tenancy agreements

(i) On 30 May 2014, for the purpose of operating one of our pawnshops, Hing Wah Pawnshop Credit Limited ("**Hing Wah HK**"), an indirectly wholly-owned subsidiary of the Company entered into a tenancy agreement ("**Hing Wah Tenancy Agreement**") with Kwan Chart (Holding) Company Limited ("**Kwan Chart Holding**"), which is owned as to 90% and 10% by Mr. Chan Chart Man, an executive Director and by his spouse, Ms. Mui Hang Sin, a substantial shareholder of the Company, respectively. Pursuant to the Hing Wah Tenancy Agreement, Kwan Chart Holding shall lease a premises to Hing Wah HK for a term of two years from 8 June 2014 to 7 June 2016 at a monthly rent of HK$80,000.

(ii) On 30 May 2014, for the purpose of operating one of our pawnshops, Wai Wah Pawnshop Credit Limited ("**Wai Wah HK**"), an indirectly wholly-owned subsidiary of the Company entered into a tenancy agreement ("**Wai Wah Tenancy Agreement**") with Mr. Chan Chart Man, an executive Director. Pursuant to the Wai Wah Tenancy Agreement, Mr. Chan Chart Man shall lease a premises to Wai Wah HK for a term of two years from 8 June 2014 to 7 June 2016 at a monthly rent of HK$80,000.

(iii) On 30 May 2014, for the purpose of operating our head office, Oi Wah HK entered into a tenancy agreement ("**Oi Wah Tenancy Agreement**") with Kwan Chart Estate Company Limited ("**Kwan Chart Estate**"), which is owned as to 95% and 5% by Mr. Chan Chart Man, an executive Director and by his spouse, Ms. Mui Hang Sin, a substantial shareholder of the Company, respectively. Pursuant to the Oi Wah Tenancy Agreement, Kwan Chart Estate shall lease a premises to Oi Wah HK for a term of two years from 31 May 2014 to 30 May 2016 at a monthly rent and management fee of HK$48,000 and HK$9,500 respectively.

(B) 租賃協議

(i) 於二零一四年五月三十日，為經營本集團一間典當店，本公司間接全資附屬公司興華押業信貸有限公司(「**興華香港**」)與執行董事陳策文先生及其配偶梅杏仙女士(本公司主要股東)分別擁有90%及10%之羣策集團有限公司(「**羣策集團**」)訂立一份租賃協議(「**興華租賃協議**」)。根據興華租賃協議，羣策集團將一項物業租賃予興華香港，期限由二零一四年六月八日至二零一六年六月七日，為期兩年，每月租金為80,000港元。

(ii) 於二零一四年五月三十日，為經營本集團一間典當店，本公司間接全資附屬公司偉華押業信貸有限公司(「**偉華香港**」)與執行董事陳策文先生訂立一份租賃協議(「**偉華租賃協議**」)。根據偉華租賃協議，陳策文先生將一項物業租賃予偉華香港，期限由二零一四年六月八日至二零一六年六月七日，為期兩年，每月租金為80,000港元。

(iii) 於二零一四年五月三十日，為經營本集團之總辦事處，靄華香港與執行董事陳策文先生及其配偶梅杏仙女士(本公司主要股東)分別擁有95%及5%之羣策置業有限公司(「**羣策置業**」)訂立一份租賃協議(「**靄華租賃協議**」)。根據靄華租賃協議，羣策置業將一項物業租賃予靄華香港，期限由二零一四年五月三十一日至二零一六年五月三十日，為期兩年，每月租金及管理費分別為48,000港元及9,500港元。

Annual review of the Continuing Connected Transactions

All the Continuing Connected Transactions above have been reviewed by the independent non-executive Directors who have confirmed that the Continuing Connected Transactions have been entered into (i) in the ordinary and usual course of business of the Group; (ii) either on normal commercial terms or on terms no less favourable to the Group than terms available to (or from) independent third parties; and (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Pursuant to Rule 14A.38 of the Listing Rules, the Company has engaged the auditors of the Company to perform certain review procedures in respect of the Continuing Connected Transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants.

The auditors have provided a letter to the Board confirming that for the year ended 28 February 2017 the Continuing Connected Transactions (i) have received approval of the Board; (ii) are in accordance with the pricing policies of the Group, where applicable; (iii) have been entered into in accordance with the terms of the agreements governing the transactions; and (iv) have not exceeded the respective cap amounts for the year ended 28 February 2017 as set out above in respect of the Continuing Connected Transactions.

The Directors confirm that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

Save as disclosed above, the significant related party transactions that did not constitute connected transactions under the Listing Rules made during the year were disclosed in note 27 to the consolidated financial statements.

持續關連交易之年度審閱

獨立非執行董事已審閱上文載列之所有持續關連交易，並確認持續關連交易均已(i)於本集團一般及日常業務過程中；(ii)按一般商業條款或對本集團而言不遜於提供予獨立第三方或獲獨立第三方提供之條款；及(iii)根據相關協議，以公平合理並符合本公司股東整體利益之條款訂立。

根據上市規則第14A.38條，本公司已委聘本公司核數師根據香港會計師公會頒佈之香港核證聘用準則第3000號「歷史財務資料審核或審閱以外之核證聘用」及參考實務説明第740號「關於香港《上市規則》所述持續關連交易的核數師函件」，就持續關連交易進行若干審閱程序。

核數師已向董事會出具函件，確認於截至二零一七年二月二十八日止年度，持續關連交易(i)已獲董事會批准；(ii)乃按本集團之定價政策進行（如適用）；(iii)已按規管有關交易之協議條款訂立；及(iv)均未超逾上文所載持續關連交易於截至二零一七年二月二十八日止年度之各上限金額。

董事確認，本公司已遵守上市規則第14A章之披露規定。

除上文所披露者外，於年內進行但並不構成上市規則項下關連交易之重大關連方交易於綜合財務報表附註27披露。

PERMITTED INDEMNITY PROVISION

Appropriate Directors' liability insurance has been arranged to indemnify the Directors for liabilities arising out of corporate activities. The coverage and the sum insured under the policy are reviewed annually. Further, the Company's Articles of Association provide that Directors are entitled to be indemnified out of the Company's assets against claims from third parties in respect of certain liabilities.

The Company has taken out and maintained appropriate insurance cover in respect of potential legal actions against its Directors and officers.

經批准彌償撥備

本公司已為各董事購買適當之董事責任保險，以保障彼等因企業經營活動而引起之賠償責任，有關保障範圍及投保金額會每年進行檢討。此外，本公司組織章程細則規定，董事倘於特定情況下遭第三方提出申索，彼等有權自本公司資產中獲得彌償。

本公司已就有關其董事及高級人員的潛在法律訴訟安排及維持適當的保險。

BUSINESS REVIEW

Additional information of business review is set out on pages 11 to 23 under the section headed "Management Discussion and Analysis" of this annual report, which forms part of this report of the Directors.

業務回顧

業務回顧的其他資料載於本年報「管理層討論及分析」一節第11至23頁，其構成董事會報告之一部分。

AUDITORS

The financial statements of the Company have been audited by KPMG, who retire and, being eligible, offer themselves for re-appointment.

核數師

本公司之財務報表已由畢馬威會計師事務所審核，其將任滿告退，惟合資格並願意應聘續任。

By order of the Board

Chan Kai Ho Edward
Chairman

Hong Kong,
25 May 2017

承董事會命

主席
陳啟豪

香港，
二零一七年五月二十五日

CORPORATE GOVERNANCE PRACTICES

The shares of the Company have been listed on the Stock Exchange with effect from the Listing Date. The Company is committed to achieving and maintaining high standards of corporate governance consistent with the needs and requirements of its business and the Shareholders. The Company has adopted the code provisions (the "**Code Provisions**") as set out in the Corporate Governance Code contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The corporate governance principles of the Company emphasise a quality board, sound internal controls, and transparency and accountability to all Shareholders.

Throughout the year ended 28 February 2017 and up to the date of this annual report, the Company has complied with the Code Provisions, except Code Provision A.2.1 which requires the roles of the chairman and the chief executive should be separate and should not be performed by the same individual. Mr. Chan Kai Ho Edward, an executive Director, currently holds both positions. Mr. Chan Kai Ho Edward has been the key leadership figure of the Group, who has been primarily involved in formulation of business strategies and determination of the overall direction of the Group. He has also been chiefly responsible for the Group's operations as he directly supervises other executive Directors and senior management of the Group. Taking into account the continuation of the implementation of the Group's business plans, the Directors (including the independent non-executive Directors) consider that Mr. Chan Kai Ho Edward is the best candidate for both positions and the present arrangements are beneficial and in the interests of the Company and the Shareholders as a whole.

In addition, to demonstrate the Company's continued commitment to high standards of corporate governance, the Board adopted a board diversity policy in September 2013 to comply with a new Code Provisions on board diversity. With the adoption of our board diversity policy, the Company has expanded the duty scope of the Nomination Committee to include the monitoring of the implementation of the policy.

The Directors will review the Company's corporate governance policies and compliance with the Code Provisions from time to time.

企業管治常規

本公司股份自上市日期起於聯交所上市。本公司致力達致及維持符合其業務及股東需要及要求之高水平企業管治。本公司已採納香港聯合交易所有限公司證券上市規則(「**上市規則**」)附錄十四所載之企業管治守則所載之守則條文(「**守則條文**」)。本公司之企業管治原則著重高質素之董事會、有效之內部監控，以及對全體股東具透明度及問責。

於截至二零一七年二月二十八日止年度全年及截至本年報日期止，本公司已遵守守則條文，惟守則條文第A.2.1條除外，其要求主席及行政總裁之角色應該分開，且不應由同一人士出任。執行董事陳啟豪先生現時同時出任該兩個職位。陳啟豪先生一直為本集團之主要領導人，主要負責制訂本集團之業務策略及決定本集團之整體方針。由於彼直接監督其他執行董事及本集團高級管理層，彼一直為本集團之最高營運負責人。考慮到實施本集團業務規劃之連續性，董事(包括獨立非執行董事)認為，陳啟豪先生為該兩個職位之最佳人選，而現時之安排對本公司及股東有利，並符合彼等之整體利益。

此外，為表明本公司繼續致力於高水平之企業管治，董事會於二零一三年九月採納董事會成員多元化政策，以遵守有關董事會成員多元化之新守則條文。由於採納董事會成員多元化政策，本公司已擴大提名委員會之職責範圍，以包括監督政策之執行。

董事將不時檢討本公司之企業管治政策，並遵守守則條文。

DIRECTORS

The Board

The Board, led by the chairman of the Company, is responsible for leadership and control of the Company and overseeing the Group's businesses, strategic decisions and performance. The Board has delegated to the senior management of the Company the authority and responsibility for the day-to-day management and operation of the Group. In addition, the Board has established Board committees and has delegated to these Board committees various responsibilities as set out in their respective terms of reference.

The Board reserved its decision for all major matters of the Company, including: approving and monitoring all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters.

Daily management and administration functions are delegated to the management. The Board delegated various responsibilities to the senior management of the Company. These responsibilities include implementing decisions of the Board, directing and coordinating day-to-day operation and management of the Company in accordance with the management strategies and plans approved by the Board, formulating and monitoring the operation and production plans and budgets, and supervising and monitoring the control systems.

For the year ended 28 February 2017, the Board held four formal meetings. Attendance of individual Directors at the Board meeting for the year ended 28 February 2017 is as follows:

董事

董事會

董事會由本公司主席領導，負責領導及控制本公司及監控本集團之業務、戰略決策及表現。董事會授予本公司高級管理層權力及責任進行本集團之日常管理及經營。此外，董事會已成立董事委員會，並授予此等董事委員會不同責任，詳情載於其各自之職權範圍。

董事會保留本公司所有重要事項之決策權，包括批准及監察所有政策事宜、整體策略及預算、內部監控及風險管理系統、重大交易(特別是可能會涉及利益衝突之交易)、財務資料、委任董事及其他重要財務及營運事宜。

管理層已獲指派負責日常管理及行政工作。董事會授予本公司高級管理層各項責任，此等責任包括執行董事會之決定；根據董事會批准之管理策略及計劃指示及協調本公司之日常營運和管理；制訂及監察營運及生產計劃及預算；以及監督和監察監控系統。

截至二零一七年二月二十八日止年度，董事會已舉行四次正式會議。截至二零一七年二月二十八日止年度，個別董事出席董事會會議之情況如下：

Name of Director **董事姓名**		**Board Meeting** **董事會會議**	**Annual General Meeting** **股東週年大會**
Executive Directors:	*執行董事：*		
Mr. Chan Kai Ho Edward	陳啟豪先生		
(Chairman and Chief Executive Officer)	*（主席兼行政總裁）*	4/4	1/1
Mr. Chan Chart Man	陳策文先生	4/4	1/1
Ms. Chan Ying Yu	陳英瑜女士	4/4	1/1
Ms. Chan Mei Fong	陳美芳女士	4/4	1/1
Non-executive Director:	*非執行董事：*		
Mr. Chan Kai Kow Macksion	陳啟球先生	4/4	1/1
Independent non-executive Directors:	*獨立非執行董事：*		
Mr. Chan Wing Lee	陳永利先生	4/4	1/1
Dr. Leung Shiu Ki Albert	梁兆棋博士	4/4	1/1
Dr. Yip Ngai	葉毅博士	4/4	1/1

For the year ended 28 February 2017, apart from the meetings of the Board, consent/approval from the Board had also been obtained by written resolutions on a number of matters.

截至二零一七年二月二十八日止年度，除董事會會議外，董事會亦已透過書面決議案同意／批准多項事項。

The Company was incorporated in the Cayman Islands on 5 June 2012. For the year ended 28 February 2017, one general meeting of the Company was held.

本公司於二零一二年六月五日在開曼群島註冊成立。截至二零一七年二月二十八日止年度，本公司已舉行一次股東大會。

Chairman and Chief Executive Officer

Code Provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

主席及行政總裁

守則條文第A.2.1條規定主席及行政總裁之角色應該分開，且不應由同一人士出任。

Mr. Chan Kai Ho Edward, an executive Director, currently holds both the positions of chairman and chief executive office. Mr. Chan Kai Ho Edward has been the key leadership figure of the Group, who has been primarily involved in formulation of business strategies and determination of the overall direction of the Group. He has also been chiefly responsible for the Group's operations as he directly supervises other executive Directors and senior management of the Group. Taking into account the continuation of the implementation of the Group's business plans, the Directors (including the independent non-executive Directors) consider that Mr. Chan Kai Ho Edward is the best candidate for both positions and the present arrangements are beneficial and in the interests of the Company and the Shareholders as a whole.

執行董事陳啟豪先生現時同時出任主席及行政總裁職位。陳啟豪先生一直為本集團之主要領導人，主要負責制訂本集團之業務策略及決定本集團之整體方針。由於彼直接監督其他執行董事及本集團高級管理層，彼一直為本集團之最高營運負責人。考慮到實施本集團業務規劃之連續性，董事(包括獨立非執行董事)認為，陳啟豪先生為該兩個職位之最佳人選，而現時之安排對本公司及股東有利，並符合彼等之整體利益。

Board Composition

Currently, the Board comprises eight Directors, including four executive Directors, one non-executive Director and three independent non-executive Directors. The current composition of the Board is as follows:

董事會之組成

董事會現時由八名董事組成，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。董事會現時之組成如下：

	Membership of Board Committee(s) **董事委員會成員**
Executive Directors: *執行董事：*	
Mr. Chan Kai Ho Edward *(Chairman and Chief Executive Officer)* 陳啟豪先生*(主席兼行政總裁)*	Member of Remuneration Committee 薪酬委員會成員 Member of Nomination Committee 提名委員會成員
Mr. Chan Chart Man 陳策文先生	
Ms. Chan Ying Yu 陳英瑜女士	
Ms. Chan Mei Fong 陳美芳女士	
Non-executive Director: *非執行董事：*	
Mr. Chan Kai Kow Macksion 陳啟球先生	
Independent non-executive Directors: *獨立非執行董事：*	
Mr. Chan Wing Lee *(resigned on 31 March 2017)* 陳永利先生*(於二零一七年三月三十一日辭任)*	Chairman of Remuneration Committee 薪酬委員會主席 Member of Audit Committee 審核委員會成員 Member of Nomination Committee 提名委員會成員
Mr. Lam On Tai *(appointed on 1 April 2017)* 林安泰先生*(於二零一七年四月一日獲委任)*	Chairman of Remuneration Committee 薪酬委員會主席 Member of Audit Committee 審核委員會成員 Member of Nomination Committee 提名委員會成員
Dr. Leung Shiu Ki Albert 梁兆棋博士	Chairman of Nomination Committee 提名委員會主席 Member of Audit Committee 審核委員會成員 Member of Remuneration Committee 薪酬委員會成員
Dr. Yip Ngai 葉毅博士	Chairman of Audit Committee 審核委員會主席

Pursuant to Rule 3.10(1) of the Listing Rules, every board of directors of a listed issuer must include at least three independent non-executive directors. In addition, pursuant to Rules 3.10A and 3.10(2) of the Listing Rules, every listed issuer is required to have such number of independent non-executive directors representing at least one-third of the Board, and at least one of whom must have appropriate professional qualifications, or accounting or related financial management expertise. Dr. Leung Shiu Ki Albert was admitted as an associate of The Chartered Association of Certified Accountants (currently known as Association of Chartered Certified Accountants) in February 1987 and became an associate of the Hong Kong Society of Accountants (currently known as HKICPA) in September 1988.

上市規則第3.10(1)條規定，每間上市發行人之董事會必須包括至少三名獨立非執行董事。此外，上市規則第3.10A及3.10(2)條規定，每間上市發行人之獨立非執行董事必須佔董事會成員人數至少三分之一，以及其中最少一名獨立非執行董事必須具備適當之專業資格，或具備適當之會計或相關之財務管理專長。梁兆棋博士於一九八七年二月獲接納為英國特許公認會計師公會會員，並於一九八八年九月成為香港會計師公會會員。

The Company has received from each of the independent non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Board has assessed the independence of all the independent non-executive Directors and considered that all the independent non-executive Directors are independent.

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出之年度獨立身份確認書。董事會已評估全體獨立非執行董事之獨立性，並認為全體獨立非執行董事均為獨立人士。

The biographies of the Directors are set out on pages 67 to 70 of this annual report. Save as disclosed on pages 67 to 70 of this annual report, the Board members do not have any family, financial or business relationship with each other.

董事履歷詳情載於本年報第67至70頁。除本年報第67至70頁所披露者外，董事會成員之間概無存有任何家屬、財務或業務關係。

The list of Directors has been published on the website of the Company and the website of the Stock Exchange, and is disclosed in all corporate communications issued by the Company pursuant to the Listing Rules from time to time.

董事名單已刊載於本公司及聯交所之網站上，亦會於本公司不時按照上市規則刊發之所有公司通訊中披露。

Appointment, Re-election and Removal of Directors

Each of the executive Directors has entered into a service contract with the Company, and each of the non-executive Director and independent non-executive Directors has signed a letter of appointment with the Company. Such term is for an initial term of three years commencing from the Listing Date and is subject to the re-appointment of each of the Directors by the Company at an annual general meeting upon retirement.

委任、重選及罷免董事

各執行董事已與本公司訂立服務合約，而各非執行董事及獨立非執行董事已與本公司簽署委任書。初步任期由上市日期起計為期三年，而各董事須於退任時在股東週年大會上由本公司重新委任。

The Articles of Association of the Company provide that any Director appointed by the Board (i) to fill a casual vacancy in the Board shall hold office only until the next following general meeting of the Company and shall be subject to re-election at such meeting; and (ii) as an addition to the Board shall hold office until the next annual general meeting of the Company and shall then be eligible for re-election.

本公司組織章程細則規定，任何由董事會委任(i)以填補董事會臨時空缺之董事任期僅至本公司下個股東大會，並須於該大會上接受重選；及(ii)作為新增成員加入董事會之董事任期至本公司下屆股東週年大會時屆滿，屆時將合資格接受重選。

In addition, every Director should be subject to retirement by rotation at least once every three years. At every annual general meeting, one-third of the Directors for the time being, or if their number is not three or a multiple of three, the number nearest to but not less than one-third, shall retire from office by rotation according to Article 108(a) of the Articles of Association of the Company.

此外，各董事須至少每三年輪值退任一次。根據本公司組織章程細則第108(a)條，於每屆股東週年大會上，當時董事人數之三分之一(或當人數非三或三之倍數時，則最接近三分之一但不少於三分之一)須輪值退任。

Responsibilities of Directors

All the Directors received an induction on appointment to ensure appropriate understanding of the business and operation of the Group and full awareness of director's responsibilities and obligations under the Listing Rules and relevant regulatory requirements. The Directors will also be updated from time to time on the business development and operation plans of the Company.

董事之職責

全體董事於獲委任時均會接受就職介紹，確保彼等對本集團業務及營運有適當瞭解，且充份明白其於上市規則及有關監管規定項下之職責及責任。董事亦會不時獲告知有關本公司業務發展及營運計劃之最新情況。

In compliance with Code Provision A.6.5, the Company will arrange for, and provide fund for, all the Directors to participate in continuous professional development organised in the form of in-house training, seminars or other appropriate courses to keep them refresh of their knowledge, skill and understanding of the Group and its business or to update their skills and knowledge on the latest development or changes in the relevant statutes, the Listing Rules and corporate governance practices. The Company will also update the Directors of any material changes in the Listing Rules and corporate governance practices from time to time.

為遵守守則條文第A.6.5條，本公司將安排及撥資讓全體董事參加持續專業發展，形式可為內部培訓、研討會或其他適當之課程，使彼等可重溫其知識、技能及對本集團及其業務之理解，或因應相關法規、上市規則及企業管治常規之最新發展或變動向彼等提供相關方面之最新技能及知識。本公司亦會不時向董事提供有關上市規則及企業管治常規之任何重大變動之最新資料。

Non-executive Directors

Pursuant to Code Provision A.4.1, non-executive director should be appointed for a specific term and subject to re-election. Our non-executive Director has entered into a letter of appointment with the Company for a term of three years and shall continue thereafter unless terminated in accordance with the terms of the letters of appointment.

非執行董事

根據守則條文第A.4.1條，非執行董事之委任應有指定任期，並須接受重選。非執行董事已與本公司訂立為期三年之委任書，期滿後將繼續有效，除非根據委任函之條款予以終止。

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the standard set out in Appendix 10 (Model Code for Securities Transactions by Directors of Listed Issuers) (the "**Model Code**") to the Listing Rules, in relation to the dealings in securities of the Company by the Directors.

董事之證券交易

本公司已就董事買賣本公司證券採納上市規則附錄十(上市發行人董事進行證券交易的標準守則)(「**標準守則**」)所載之標準。

Having made specific enquiries with all Directors, each Director has confirmed that he/she has complied with the standard set out in the Model Code throughout the year ended 28 February 2017 and up to the date of this annual report.

經向全體董事作出特定查詢後，於截至二零一七年二月二十八日止年度全年及截至本年報日期止，各董事已確認其已遵守標準守則所載之標準。

BOARD COMMITTEES

Nomination Committee

The Nomination Committee of the Company was established on 19 February 2013 with effect from the Listing with specific written terms of reference in compliance with the Listing Rules. With the adoption of board diversity policy to comply with a new Code Provisions, the terms of reference of the Nomination Committee were revised on 23 May 2014. According to the board diversity policy, the Board should be composed of directors with diversed skills, knowledge, gender, age, cultural and educational background or professional experience. The Nomination Committee considered the Board composition was in compliance with the board diversity policy.

The primary duties of the Nomination Committee are to make recommendations to the Board regarding candidates to fill vacancies on the Board and senior management. The existing members of the Nomination Committee include Dr. Leung Shiu Ki Albert and Mr. Lam On Tai (appointed 1 April 2017 after resignation of Mr. Chan Wing Lee on 31 March 2017), both are independent non-executive Directors, and Mr. Chan Kai Ho Edward, an executive Director. Dr. Leung Shiu Ki Albert is the chairman of the Nomination Committee.

The terms of reference of the Nomination Committee are available on the website of the Company and the website of the Stock Exchange.

The Nomination Committee held one meeting during the reporting year. During the meeting, the Nomination Committee proposed to the Board to re-elect retiring Directors and re-appointed Mr. Chan Kai Ho Edward as executive Director, Ms Chan Mei Fong as executive Director and Mr. Chan Kai Kow Macksion as independent non-executive Director. The Nomination Committee reviewed the independence of the independent non-executive Directors and composition of the Board. Please refer to the table below for the attendance record of the meetings of the Nomination Committee during the year ended 28 February 2017:

董事委員會

提名委員會

本公司之提名委員會於二零一三年二月十九日成立，由本公司上市起生效，並根據上市規則制訂特定書面職權範圍。由於採納董事會成員多元化政策以遵守新守則條文，提名委員會之職權範圍已於二零一四年五月二十三日修訂。根據董事會成員多元化政策，董事會應由不同技能、知識、性別、年齡、文化及教育背景或專業經驗之董事組成。提名委員會認為董事會之組成符合董事會成員多元化政策。

提名委員會之主要職責為就填補董事會及高級管理層空缺之人選向董事會提出推薦建議。提名委員會現有成員包括梁兆棋博士及林安泰先生(在陳永利先生於二零一七年三月三十一日辭任後，於二零一七年四月一日獲委任)(兩人均為獨立非執行董事)以及陳啟豪先生(執行董事)。梁兆棋博士為提名委員會主席。

提名委員會之職權範圍可於本公司網站及聯交所網站上查閱。

提名委員會於報告年度內曾舉行一次會議。提名委員會於會上向董事會建議重選退任董事並重新委任陳啟豪先生為執行董事、陳美芳女士為執行董事及陳啟球先生為非執行董事。提名委員會已審閱獨立非執行董事之獨立性及董事會之組成。下表載列董事於截至二零一七年二月二十八日止年度出席提名委員會會議之記錄：

Directors **董事**	Attendance/ Number of Meetings held **出席／舉行會議次數**
Dr. Leung Shiu Ki Albert *(Chairman of the Nomination Committee)* 梁兆棋博士*(提名委員會主席)*	1/1
Mr. Chan Kai Ho Edward 陳啟豪先生	1/1
Mr. Chan Wing Lee 陳永利先生	1/1

Remuneration Committee

The Remuneration Committee of the Company was established on 19 February 2013 with effect from the Listing with specific written terms of reference in compliance with the Listing Rules. The primary functions of the Remuneration Committee are to make recommendations to the Board on the remuneration of the Directors and senior management, determine on behalf of the Board specific remuneration packages and conditions of employment for the Directors and senior management, assess performance of the executive Directors and approve the terms of executive Directors' service contracts. The existing members of the Remuneration Committee include Mr. Lam On Tai (appointed on 1 April 2017 after resignation of Mr. Chan Wing Lee on 31 March 2017) and Dr. Leung Shiu Ki Albert, both are independent non-executive Directors, and Mr. Chan Kai Ho Edward, an executive Director. Mr. Lam On Tai is the chairman of the Remuneration Committee.

薪酬委員會

本公司之薪酬委員會於二零一三年二月十九日成立，自本公司上市起生效，並根據上市規則制訂特定書面職權範圍。薪酬委員會之主要職能為就董事及高級管理層之薪酬向董事會提出推薦建議，代表董事會釐定有關董事及高級管理層之具體薪酬待遇及聘用條件，評估執行董事之表現以及批准執行董事服務合約之條款。薪酬委員會現有成員包括林安泰先生(在陳永利先生於二零一七年三月三十一日辭任後，於二零一七年四月一日獲委任)及梁兆棋博士(兩人均為獨立非執行董事)以及陳啟豪先生(執行董事)。林安泰先生為薪酬委員會主席。

The terms of reference of the Remuneration Committee are available on the website of the Company and the website of the Stock Exchange.

薪酬委員會之職權範圍可於本公司網站及聯交所網站上查閱。

The Remuneration Committee held two meetings during the reporting year. During these meetings, the Remuneration Committee reviewed the Directors' salaries and other allowances and the remuneration of the senior management and assessment system. Please refer to the table below for the attendance record of the meeting of the Remuneration Committee during the year ended 28 February 2017:

薪酬委員會於報告年度內曾舉行兩次會議。薪酬委員會於該等會上審閱董事薪酬及其他津貼以及高級管理層薪酬及考核制度。下表載列董事於截至二零一七年二月二十八日止年度出席薪酬委員會會議之記錄：

Directors **董事**	Attendance/ Number of Meeting held **出席／舉行會議次數**
Mr. Chan Wing Lee *(Chairman of the Remuneration Committee)* 陳永利先生*(薪酬委員會主席)*	2/2
Mr. Chan Kai Ho Edward 陳啟豪先生	2/2
Dr. Leung Shiu Ki Albert 梁兆棋博士	2/2

Audit Committee

The Audit Committee of the Company was established on 19 February 2013 with effect from the Listing with specific written terms of reference in compliance with the Listing Rules. The primary duties of the Audit Committee are, amongst other things, to review and supervise the financial reporting process and the internal control systems of the Group. The existing members of the Audit Committee comprise Dr. Yip Ngai, Dr. Leung Shiu Ki Albert and Mr. Lam On Tai (appointed on 1 April 2017 after resignation of Mr. Chan Wing Lee on 31 March 2017), all of whom are independent non-executive Directors. Dr. Yip Ngai is the chairman of the Audit Committee.

This annual report has been reviewed by the Audit Committee.

The terms of reference of the Audit Committee are available on the website of the Company and the website of the Stock Exchange.

The Audit Committee held three meetings during the reporting year. During these meetings, the Audit Committee confirmed the appointment of KPMG and fixed its remuneration, reviewed the procedures of internal control of the Group. The Audit Committee was of the view that the procedures of internal control of the Group were effective. The Audit Committee also reviewed the interim and annual results of the Group for the financial year and the auditors' report prepared by the external auditors in relation to accounting matters and any material findings during the audit. The Audit Committee was of the opinion that such financial statements and report complied with the applicable accounting policy standards and requirements and that adequate disclosures have been made. Please refer to the table below for the attendance record of the meetings of the Audit Committee during the year ended 28 February 2017:

審核委員會

本公司之審核委員會於二零一三年二月十九日成立，自本公司上市起生效，並根據上市規則制訂特定書面職權範圍。審核委員會之主要職責為(其中包括)檢討及監督本集團之財務報告程序及內部監控系統。審核委員會現有成員包括葉毅博士、梁兆棋博士及林安泰先生(在陳永利先生於二零一七年三月三十一日辭任後，於二零一七年四月一日獲委任)(彼等均為獨立非執行董事)。葉毅博士為審核委員會主席。

本年報已由審核委員會審閱。

審核委員會之職權範圍可於本公司網站及聯交所網站上查閱。

審核委員會於報告年度內曾舉行三次會議。審核委員會於會上確定畢馬威會計師事務所之委任及釐定其薪酬，並檢討本集團之內部監控程序。審核委員會認為本集團內部監控程序行之有效。審核委員會亦審閱本集團本財政年度之中期及年度業績，以及由外聘核數師所編製有關會計事宜及於核數過程中任何重大發現之核數師報告。審核委員會認為有關財務報表及報告符合適用會計政策標準及規定，並已作出足夠披露。下表載列董事於截至二零一七年二月二十八日止年度出席審核委員會會議之記錄：

Directors **董事**	Attendance/ Number of Meetings held **出席／舉行會議次數**
Dr. Yip Ngai *(Chairman of the Audit Committee)* 葉毅博士*(審核委員會主席)*	3/3
Mr. Chan Wing Lee 陳永利先生	3/3
Dr. Leung Shiu Ki Albert 梁兆棋博士	3/3

Corporate Governance Function

The Board is responsible for, amongst other things, the development and review of the policies and practices on corporate governance of the Group and monitoring the compliance with legal and regulatory requirements, reviewing and monitoring the training and continuous professional development of Directors and senior management, and reviewing the corporate governance compliance with the Code Provisions and disclosure in the annual report.

企業管治職能

董事會負責(其中包括)制訂及檢討本集團之企業管治政策及常規，以及監察遵守法律及監管規定之情況、檢討及監察董事及高級管理層之培訓及持續專業發展，以及檢討企業管治是否符合守則條文及於年報作出披露。

In order to comply with the requirements of the Code Provisions A.6.5, all Directors participated in training in relation to continuous professional development to develop and refresh their knowledge and skills to ensure that their contributions to the Board remains informed. The Board has also reviewed the Company's corporate governance practices and this corporate governance report.

為遵守守則條文第A.6.5條之規定，全體董事已參與持續專業發展培訓，以發展及更新彼等之知識及技能，以確保彼等可繼續對董事會作出知情貢獻。董事會亦已審閱本公司之企業管治常規及本企業管治報告。

The individual training record of each Director received for the year ended 28 February 2017 is summarised below:

截至二零一七年二月二十八日止年度，各董事所接受之個別培訓記錄概述如下：

Names of Directors **董事姓名**	Attending or participating in seminars/conferences/ corporate events or reading regulatory updates/journals relating to director's duties **出席或參加研討會／會議／商務活動或閱讀有關董事職責之最新監管資訊／期刊**
Executive Directors *執行董事*	
Mr. Chan Kai Ho Edward 陳啟豪先生	✓
Mr. Chan Chart Man 陳策文先生	✓
Ms. Chan Ying Yu 陳英瑜女士	✓
Ms. Chan Mei Fong 陳美芳女士	✓
Non-executive Director *非執行董事*	
Mr. Chan Kai Kow Macksion 陳啟球先生	✓
Independent non-executive Directors *獨立非執行董事*	
Mr. Chan Wing Lee 陳永利先生	✓
Dr. Leung Shiu Ki Albert 梁兆棋博士	✓
Dr. Yip Ngai 葉毅博士	✓

ACCOUNTABILITY AND AUDIT

Financial Reporting

Financial results of the Group are announced in a timely manner in accordance with all statutory requirements, particularly the timeframe stipulated in Rules 13.49(1) and (6) of the Listing Rules.

All Directors acknowledge their responsibility for preparing the financial statements of the Group for the year ended 28 February 2017. Currently, the Company's external auditors are KPMG (the "**Auditors**").

For the year ended 28 February 2017, the fees paid or payable by the Company to the Auditors amounted to approximately HK$1.1 million, which was all for audit services.

The statement of the Auditors about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on pages 71 to 81 of this annual report.

問責及審核

財務報告

本集團之財務業績乃根據所有法定規定，尤其是上市規則第13.49(1)及(6)條規定之時間表適時公佈。

全體董事確認，彼等有責任編製本集團截至二零一七年二月二十八日止年度之財務報表。本公司現時之外聘核數師為畢馬威會計師事務所(「**核數師**」)。

截至二零一七年二月二十八日止年度，本公司已付或應付核數師之費用約為1,100,000港元，全數費用均與核數服務有關。

核數師就彼等對本集團財務報表應負之申報責任所作出之聲明載於本年報第71至81頁之獨立核數師報告。

Risk Management and Internal Controls

The Board recognizes its responsibility for maintaining an adequate and sound enterprise risk management and internal control system and through the Audit Committee and, if necessary, an external firm of qualified accountants to provide internal control services, conducts reviews on the effectiveness of these systems at least annually, covering material controls, including financial, operational, compliance and strategic risk control functions. The Board understands that such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

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

During the year under review, the Company also appointed an external firm of qualified accountants, Baker Tilly Hong Kong Risk Assurance Limited ("**Baker Tilly**"), as the independent adviser at a fee of approximately HK$0.2 million to:

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

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

風險管理及內部監控

董事會知悉其維持合適及穩健的企業風險管理及內部監控系統的責任並透過審核委員會及(如需要)外聘合資格會計師事務所提供內部監控服務，最少每年檢討該等系統是否有效，有關檢討涵蓋重要的監控方面，包括財務監控、運作監控、合規監控及策略風險職能。董事會明白，該等系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的錯誤陳述或損失作出合理而非絕對的保證。

於回顧年度，董事會通過審核委員會檢討本集團風險管理及內部監控系統的設計及實施是否有效，有關檢討涵蓋所有重要的監控方面，包括財務監控、運作監控及合規監控，以確保本集團在會計、內部審核及財務匯報職能方面的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算是足夠的。就此而言，審核委員會將任何辨認的重大議題傳達給董事會。

於回顧年度，本公司亦委任外聘合資格會計師事務所天職香港內控及風險管理有限公司(「**天職**」)為獨立顧問(費用約為200,000港元)，以：

- 通過一系列工作坊和訪談，協助辨認及評估本集團的風險；及
- 獨立執行內部監控檢討及評估本集團風險管理及內部監控系統是否有效。

獨立檢討及評估的結果已經向審核委員會及董事會報告。此外，董事會已採納天職所推薦的內部監控及風險管理措施改進，以提升本集團之風險管理及內部監控系統以及減低本集團風險。根據天職的調查結果及建議以及審核委員會的意見，董事會認為內部監控及風險管理系統有效和足夠。

Our Enterprise Risk Management Framework

The Group reviewed its enterprise risk management framework in FY2017. While the Board has the overall responsibility to ensure that sound and effective internal controls are maintained, management is responsible for designing and implementing an internal control system to manage all kinds of risks faced by the Group.

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

我們的企業風險管理框架

本集團於二零一七年財政年度審閱了其企業風險管理框架。董事會整體負責確保維持健全有效的內部監控，而管理層則負責設計和實施內部監控系統，以管理本集團面臨的各種風險。

本集團通過風險辨認和評估過程去辨認風險、評估、排序和分配處理方法。我們的風險管理框架依循COSO企業風險管理 – 整合架構，其讓董事會和管理層可有效管理本集團的風險。審核委員會監督風險管理和內部審核職能，而董事會則定期收到審核委員會的報告。

Principal Risks

In the reporting year, the following principal risks of the Group were identified and classified into strategic risks, operational risks, financial risks and compliance risks.

主要風險

於報告年度，本集團辨認到以下主要風險，其分類為策略風險、營運風險、財務風險及合規風險。

Risk Areas 風險範圍	Principal Risks 主要風險
Compliance Risks **合規風險**	Disclosure of sensitive customer's information to the public 向公眾披露敏感客戶資料
Operational Risks **營運風險**	Acceptance of high risk customers 接納高風險客戶 Probability of loss arising from heavily lopsided exposure to a particular group of mortgage loan customers 面對特定按揭貸款客戶群體的風險嚴重不平衡導致的虧損可能 Downturn in the real estate market 房地產市場低迷 Failure to detect unlawful properties due to procedural errors, fraud and misconduct committed by employees or third parties 因程序錯誤、僱員或第三方欺詐及行為不當未能測出非法財產 Entering into contracts that are unfavourable to the Company lead to the human errors made in draft of the loan contract 訂立對本公司不利的合約導致起草貸款合約中人為的錯誤
Financial Risks **財務風險**	No significant risk identified 並無辨認重大風險
Strategic Risk **策略風險**	No significant risk identified 並無辨認重大風險

Our Risk Control Mechanism

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

本集團的風險控制機制

本集團採用「三層」企業管治架構，經營管理及控制由經營業務管理層進行，風險管理監察由財務團隊進行，而獨立內部審核則外判予天職及由其進行。本集團維持風險登記冊，以追蹤本集團所有已辨認的主要風險。風險登記冊為董事會、審核委員會和管理層提供其主要風險的資料，並記錄管理層為減低相關風險而採取的行動。每項風險最少每年根據其發生的可能性和對本集團的潛在影響進行評估。風險登記冊由管理層以風險擁有人身份更新，其最少每年在進行年度風險評估後加入新風險及／或移除現有風險(如適用)。該檢討過程可確保本集團主動管理其面臨的風險，所有風險相關人士均可取覽風險登記冊，並知悉及警覺到其責任範圍內的風險，以便其能夠有效率地採取跟進行動。

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

本集團的風險管理活動由管理層持續進行。本集團最少每年評估其風險管理框架是否有效，並定期舉行管理會議，以更新風險監察工作的進展情況。管理層致力於確保風險管理構成日常業務運作流程的一部分，以使風險管理有效地配合企業目標。

The Directors have reviewed the need for an internal audit function and are of the view that in light of the size, nature and complexity of the business of the Group, it would be more cost effective to appoint external independent professionals to perform internal audit function for the Group in order to meet its needs.

董事已審視內部審核職能的需要，並且認為，有鑒於本集團業務的規模、性質及複雜程度，委任外部獨立專業人士為本集團執行內部審核職能以滿足其需要將更具成本效益。

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

本公司將繼續委聘外部獨立專業人士以每年檢討本集團之內部監控及風險管理系統，以及進一步提升本集團的內部監控及風險管理系統(如適用)。

The Group has established internal control procedures for the handling and dissemination of inside information in order to comply with Chapter 13 of the Listing Rules as well as Part XIVA of the Securities and Futures Ordinance ("SFO"). The internal control mechanism includes information flow and reporting processes, confidentiality arrangements, disclosure procedures, and staff training arrangements, etc.

本集團已就處理及發佈內幕消息制訂內部監控程序，以遵守上市規則第13章及證券及期貨條例(「證券及期貨條例」)第XIVA部。內部控制機制包括消息流向與申報流程、保密安排、披露程序及員工培訓安排等。

DELEGATION BY THE BOARD

In general, the Board oversees the Company's strategic development and determines the objectives, strategies and policies of the Group. The Board also monitors and controls operating and financial performance and sets appropriate policies for risk management in pursuit of the Group's strategic objectives. The Board delegates the implementation of strategies and day-to-day operation of the Group to the management.

董事會權力之轉授

一般而言，董事會監督本公司之策略發展及釐定本集團之目標、策略及政策。董事會亦監察及控制營運及財務表現，並制訂適當之風險管理政策，以求達致本集團之策略目標。董事會授予管理層執行本集團策略及處理日常營運事務之權力。

COMPANY SECRETARY

Mr. Cheng Yiu Hang, the company secretary appointed by the Board and an employee of the Company, in the opinion of the Board, possesses the necessary qualification and experience, and is capable of performing the functions of the company secretary. The Company will provide fund for Mr. Cheng to take not less than 15 hours of appropriate professional training in each financial year as required under Rule 3.29 of the Listing Rules.

公司秘書

鄭耀衡先生為獲董事會委任之公司秘書，並為本公司僱員，董事會認為其具備所需資格及經驗，並有能力履行公司秘書之職能。本公司將向鄭先生提供資金，讓其按上市規則第3.29條規定在每個財政年度參加不少於15個小時之相關專業培訓。

COMMUNICATION WITH SHAREHOLDERS

Effective Communication

The Board recognises the importance of maintaining a clear, timely and effective communication with the Shareholders and investors of the Company. The Board also recognises that effective communication with the Company's investors is critical in establishing investor confidence and to attract new investors. Therefore, the Group is committed to maintaining a high degree of transparency to ensure the Shareholders and the investors of the Company will receive accurate, clear, comprehensive and timely information of the Group through the publication of annual reports, interim reports, announcements and circulars. The Company also publishes all corporate communications on the website of the Company.

與股東之溝通

有效溝通

董事會深明與股東及本公司投資者維持清晰、適時及有效溝通之重要性。董事會亦明白與本公司投資者保持有效溝通對建立投資者信心及吸引新投資者極為重要。因此，本公司致力維持高透明度，以確保股東及本公司投資者可透過刊發年報、中期報告、公佈及通函，得到有關本集團之準確、清晰、全面及適時之資料。本公司亦會將所有企業通訊刊載於本公司網站。

In respect of each matter to be considered at the annual general meetings and extraordinary general meetings, including the re-election of Directors, a separate resolution will be proposed by the Chairman.

在股東週年大會及股東特別大會上，主席會就提呈大會考慮之各事項(包括重選董事)提呈獨立決議案。

Pursuant to Code Provision E.1.2, the Chairman of the Board, the chairmen of the Audit Committee, Remuneration Committee and Nomination Committee, or in their absence, another member of the relevant committee or an appointed representative, will attend the forthcoming annual general meeting to answer questions of Shareholders.

根據守則條文第E.1.2條，董事會主席、審核委員會主席、薪酬委員會主席及提名委員會主席，或若彼等缺席，相關委員會其他成員或指定代表將出席應屆股東週年大會，回答股東提問。

Pursuant to Code Provision E.1.2, the Company will invite representatives of the Auditors to attend the forthcoming annual general meeting to answer Shareholders' questions about the conduct of the audit, the preparation and content of the auditors' report, the accounting policies and auditor independence.

根據守則條文第E.1.2條，本公司將邀請核數師代表出席應屆股東週年大會，回答股東有關審計工作、核數師報告之編製及內容、會計政策以及核數師獨立性等提問。

Shareholders' Rights

1. Procedures for Shareholders to Convene an Extraordinary General Meeting

Pursuant to Article 64 of the Articles of Association of the Company, extraordinary general meetings shall be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the company secretary of the Company for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself/herself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

2. Procedures for Raising Enquiries

Shareholders may direct their queries about their shareholdings, share transfer, registration and payment of dividend to the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited:

Address: 31/F, 148 Electric Road
North Point
Hong Kong
Email: srinfo.hk@boardroomlimited.com
Tel: (852) 21531688
Fax: (852) 30205058

Shareholders may raise enquiries in respect of the Company at the following designated contact, correspondence address, email address and enquiry hotlines of the Company:

Attention: Mr. Cheng Yiu Hang
(Company Secretary)
Address: Rooms 2302–2303, Kwan Chart Tower,
No. 6 Tonnochy Road, Wanchai,
Hong Kong
Email: brian.cheng@oiwah.com.hk
Tel: (852) 28332002
Fax: (852) 28919831

股東權利

1. 股東召開股東特別大會之程序

根據本公司組織章程細則第64條，股東特別大會亦須在一名或以上於遞交申請當日持有有權於本公司股東大會投票的本公司繳足股本不少於十分之一的股東要求下召開。有關要求須以書面向董事會或本公司之公司秘書提出，述明要求董事會召開股東特別大會以處理有關要求內訂明的任何事項。有關大會須於遞交有關要求後兩個月內舉行。倘於遞交要求後21日內，董事會未有召開該大會，則遞交要求人士可自行以同樣方式召開大會，而遞交要求人士因董事會未有召開大會而合理產生的所有開支應由本公司向要求人作出補償。

2. 提出查詢之程序

股東如對其股權、股份過戶、登記及股息支付有任何疑問，可向本公司之香港股份過戶登記分處寶德隆證券登記有限公司查詢：

地址： 香港
北角
電氣道148號31樓
電子郵件： srinfo.hk@boardroomlimited.com
電話： (852) 21531688
傳真： (852) 30205058

股東可將有關本公司之查詢發送至下列本公司指定聯絡人、通訊地址、電郵地址及透過查詢熱線作出有關查詢：

收件人： 鄭耀衡先生
（公司秘書）
地址： 香港
灣仔杜老誌道6號
羣策大廈2302–2303室
電子郵件： brian.cheng@oiwah.com.hk
電話： (852) 28332002
傳真： (852) 28919831

3. Procedures for Putting Forward Proposals at Shareholders' Meetings

(i) Proposal for election of a person other than a Director as a Director:

Pursuant to Article 113 of the Articles of Association, a Shareholder who wishes to propose a person other than a retiring Director for election to the office of Director at any general meeting should lodge (i) notice in writing of the intention to propose that person for election as a Director; and (ii) notice in writing by that person of his willingness to be elected, at either (a) the head office of the Company in Hong Kong at Rooms 2302–2303, Kwan Chart Tower, No. 6 Tonnochy Road, Wanchai, Hong Kong, or (b) the registration office of the Company in Hong Kong at 31/F, 148 Electric Road, North Point, Hong Kong. The period for lodgment of the notices mentioned above will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.

(ii) Other proposals:

If a Shareholder wishes to make other proposals (the "Proposal(s)") at a general meeting, he/she may lodge a written request, duly signed, at the head office of the Company in Hong Kong at Rooms 2302–2303, Kwan Chart Tower, No. 6 Tonnochy Road, Wanchai, Hong Kong marked for the attention of the Company Secretary.

The identity of the Shareholder and his/her request will be verified with the Company's Hong Kong share registrar and upon confirmation by the share registrar that the request is proper and in order, and is made by a Shareholder, the Board will in its sole discretion decide whether the Proposal may be included in the agenda for the general meeting to be set out in the notice of meeting.

The notice period to be given to all the Shareholders for consideration of the Proposal raised by the Shareholder concerned at the general meeting varies according to the nature of the Proposal as follows:

3. 於股東大會上提出議案之程序

(i) 提名一名董事以外之人士參選董事之議案：

根據組織章程細則第113條，如股東有意於任何股東大會上提名退任董事以外之人士參選董事職位，須將(i)表明有意提名該人士參選董事之書面通知；及(ii)該名人士表明願意參選之書面通知送達(a)本公司於香港之總辦事處，地址為香港灣仔杜老誌道6號羣策大廈2302–2303室；或(b)本公司於香港之過戶登記處，地址為香港北角電氣道148號31樓。提交上述通知的期間由就該選舉發送股東大會通告當日之後開始計算，而該期限不得遲於該股東大會舉行日期之前七日結束。發出通知的最短期限最少為七日。

(ii) 其他議案：

如股東有意於股東大會上提呈其他議案(「議案」)，彼可將經正式簽署之書面請求交往本公司於香港之總辦事處，地址為香港灣仔杜老誌道6號羣策大廈2302–2303室， 註明收件人為公司秘書。

股東之身份及其請求將由本公司之香港股份過戶登記處核實，於股份過戶登記處確認有關請求屬妥當及符合程序，並為由股東提出後，董事會將會全權酌情決定是否將有關議案加入將載於大會通告之股東大會之議程中。

就股東提出於股東大會上考慮之議案而向全體股東發出通知之通知期，將根據議案之性質而有所不同，詳情如下：

(1) Notice of not less than 21 clear days and not less than 20 clear business days in writing if the Proposal requires approval in an annual general meeting of the Company.

(2) Notice of not less than 21 clear days and not less than 10 clear business days in writing if the Proposal requires approval by way of a special resolution in an extraordinary general meeting of the Company.

(3) Notice of not less than 14 clear days and not less than 10 clear business days in writing if the Proposal requires approval by way of an ordinary resolution in an extraordinary general meeting of the Company.

(1) 倘議案須於本公司股東週年大會上取得批准，則須發出不少於21個完整日及不少於20個完整營業日之書面通知。

(2) 倘議案須於本公司股東特別大會上以特別決議案之形式取得批准，則須發出不少於21個完整日及不少於10個完整營業日之書面通知。

(3) 倘議案須於本公司股東特別大會上以普通決議案之形式取得批准，則須發出不少於14個完整日及不少於10個完整營業日之書面通知。

Constitutional Documents

Pursuant to a special resolution of the Shareholders passed on 19 February 2013, the Amended and Restated Memorandum and Articles of Association of the Company were adopted with effect from the Listing Date. Save as disclosed above, during the year ended 28 February 2017, there was no significant change in the Memorandum and Articles of Association of the Company.

The Amended and Restated Memorandum and Articles of Association of the Company are available on the website of the Stock Exchange and the website of the Company.

章程文件

根據於二零一三年二月十九日通過之股東特別決議案，本公司之經修訂及重列組織章程大綱及細則已獲採納，並自上市日期起生效。除上文所披露者外，於截至二零一七年二月二十八日止年度，本公司之組織章程大綱及細則並無重大變動。

本公司之經修訂及重列組織章程大綱及細則可於聯交所網站及本公司網站上查閱。

APPROACH

Oi Wah Pawnshop Credit Holdings Limited (hereafter, called "**Oi Wah**" or the "**Company**") is committed to promoting transparency of the Company's operations and their impact on the environment and society in which it operates and communication with its stakeholders. The results of the environmental, social and governance ("**ESG**") review shown in this report demonstrate the importance of environmental protection we place on top of our business development target, and explain how we seek to continually improve our ESG strategy in line with the global standards.

When considering our approach to sustainability, we take into account a number of short- and long-term factors, including business-related challenges, accountability to stakeholders, work ethics, global trend of best practices of environmental protection, relevant laws and regulations, and risk management. Issues that are important to our stakeholders, including, but not limited to, our customers and employees, are seriously considered by the Company for their solutions. We are positive in developing growth opportunities with a focus on work ethics to ensure that the Company's success in business development is sustainable with the benefits which pass on to our employees, customers and the environment.

Our world changes rapidly, in order to meet expectations and demands of our stakeholders, we are continuously monitoring the risks and opportunities which exist in our daily operations. The ESG report emphasizes the balance between business needs, social demand and environmental concerns.

With thorough understanding of the ESG risks and opportunities, Oi Wah will be better positioned in allocating its resources to diminish and recycle different kinds of waste, even though increased demand for higher standards of waste treatment is expected by regulators and thus, greater challenges are expected to come up. In addition, we believe that our expertise, capabilities, capital resources and ownership model can be part of the solutions to some of the challenges that organizations around the world are already facing. We believe that the key to success in the overall approach of ESG is to let management make informed decisions by thorough and ongoing review and monitoring of the ESG issues with the participation by all stakeholders.

Finally, our sustainability strategy in the following aspects is applied to all the work streams:

1. To contribute to environmental sustainability;
2. To engage with stakeholders;
3. To support our employees;
4. To sustain local community;
5. To strengthen community relations.

方針

靄華押業信貸控股有限公司(以下簡稱「**靄華**」或「**本公司**」)致力於提高本公司業務營運之透明度及加深對業務所在地區之環境及社會方面的影響，並促進與權益人溝通。本報告所述環境、社會及管治(「**環境、社會及管治**」)回顧的成果表明我們在致力實現業務拓展目標之餘，亦關注環境保護的重要性，並闡述我們按照全球標準尋求繼續改善環境、社會及管治戰略之方式。

我們在制訂可持續發展方針時，考慮到多方面短期及長期因素，包括業務相關挑戰、對權益人之問責性、職業操守、關於環境保護最佳常規的全球趨勢、相關法例及規例以及風險管理等。權益人所重視之問題，包括(但不限於)本公司慎重為客戶及僱員利益著想制定方案。我們積極拓展業務增長之機遇，著重於加強職業操守，以確保本公司業務發展持續取得驕人成績，繼而回饋僱員、客戶及環境。

當今世界瞬息萬變，為滿足權益人之期望及需求，我們繼續於日常營運中監控現存之風險及機遇。本環境、社會及管治報告強調在業務所需、社會需求與關注環保之間取得平衡。

鑒於對環境、社會及管治風險及機遇透徹了解，儘管預期監管機構對廢物處理的標準提高將帶來更大的挑戰，靄華仍準備就緒，致力於資源分配、減廢及推行各類廢物回收。此外，我們相信，我們可憑藉專有技術、實力、資金資源及所有權模式，為當前世界各大組織所面臨之若干挑戰尋求解決方案盡綿薄之力。我們相信，施行環境、社會及管治方針成功之關鍵在於，在全體權益人充分參與的前提下，管理層深入持續地審視環境、社會及管治議題並作出知情決策。

最後，我們的可持續發展戰略適用於以下各範疇的所有工作流程：

1. 對環境之可持續發展作出貢獻；
2. 與權益人溝通；
3. 支持僱員；
4. 扶持當地社區；
5. 加強與社區之關係。

ABOUT THIS REPORT

Report Profile

We are pleased to present our first ESG report. The content of the report herein focuses on providing an overview of the environmental, social and governance performance of our major operations for the financial year from 1 March 2016 to 28 February 2017. During the process of preparing this ESG report, we have conducted thorough review and evaluation of the existing ESG practices of the Company with the aim of achieving better performance results in the future. The ESG reporting period is consistent with our financial year.

Report Scope and Boundary

We fully understand that our business operations can have long-lasting impact on the environment and the society surrounding us. Thus, it is important for the Company, being one of the leading mortgage and property mortgage service providers in Hong Kong, to establish a set of well-defined environmental, social and corporate governance policies ("**ESG policies**") to ensure that our business development and the well-being of the society and our environment can be sustainable. Therefore, this report will provide explanations on how Oi Wah contributes to the sustainable development of the Company's ESG practices towards the society such that both the society and the Company benefit from the implementation of the ESG policies.

For the current year, the material ESG issues faced by the Company are those which have or may have a significant impact on:

- mortgage industry;
- the environment or society now and/or in the future;
- our financial performance/business operations; and/or
- our stakeholders' interests and their assessments, decisions and actions.

In preparing this Report, we used selected global, local and industry standards, and best practices, including, but not limited to, the Hong Kong Stock Exchange's ESG Reporting Guide as set out in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and any applicable accounting and financial reporting standards in Hong Kong.

關於本報告

報告簡介

我們欣然提呈首份環境、社會及管治報告。本報告內容著眼於提供本集團由二零一六年三月一日至二零一七年二月二十八日止財政年度之主要業務之環境、社會及管治表現概況。於編製本環境、社會及管治報告期間，我們已對本公司現有環境、社會及管治實踐進行全面檢討及評估，以求日後精益求精。環境、社會及管治報告期間與我們財政年度相同。

報告範圍及內容

我們深明業務經營可對身處環境及社會造成深遠影響。因此，本公司作為香港領先的按揭及物業按揭服務供應商，制定一套行之有效的環境、社會及企業管治政策(「**環境、社會及管治政策**」)攸關重要，確保業務發展之餘，亦促進社會福祉及環境的可持續發展。因此，本報告將闡述靄華之環境、社會及管治實踐如何對社會可持續發展作出貢獻，從而令社會及本公司均因施行環境、社會及管治政策而得益。

於本年度，本公司面對之重大環境、社會及管治議題已對或可能已對以下方面造成重大影響：

- 按揭行業；
- 當前及／或未來的環境或社會；
- 我們之財務表現／業務營運；及／或
- 我們權益人之權益及他們所作評估、決策及行動。

於編製本報告時，我們選用全球、本地及行業準則及最佳標準及常規，包括但不限於香港聯合交易所有限公司證券上市規則(「**上市規則**」)附錄二十七所載香港聯交所環境、社會及管治指引及適用之香港會計及財務報告準則及香港任何其他適用會計及財務報告準則。

For details in relation to our financial performance and corporate governance during the financial year, please visit our website: http://www.pawnshop.com.hk/tch/index and our Annual Report. We highly appreciate your feedback and comments on our sustainability performance, please send your feedback and other sustainability enquires to the email address: system@oiwah.com.hk.

有關我們於財政年度內之財務表現及企業管治詳情，請瀏覽我們的網站http://www.pawnshop.com.hk/tch/index及年報。我們十分感謝閣下對我們可持續表現之反饋及意見，請閣下將反饋及關於其他可持續性之查詢電郵至system@oiwah.com.hk。

OUR STAKEHOLDERS

At Oi Wah, we are searching for every opportunity to understand and engage our stakeholders to ensure that improvement can be implemented to our products and services. We strongly believe that our stakeholders play a crucial role in sustaining the success of our business.

我們的權益人

於靄華，我們正尋求一切了解及關注權益人之機會，以確保產品及服務之改善得以落實。我們深信，權益人對維持我們業務之成功至關重要。

Stakeholders **權益人**	Possible points of concern **可能關注之議題**	Communication and responses **溝通與回應**
HKEx **港交所**	Compliance of listing rules, timely and accurate announcements. 遵守上市規則、公佈及時及準確。	Meetings, training, workshops, programs, website updates and announcements. 會議、培訓、工作坊、項目、網站更新及公佈。
Government **政府**	Compliance of laws and regulations, preventing tax evasion, and social welfare. 遵守法律法規、防止逃稅及社會福利。	Interaction and visits, government inspections, tax returns and other information 交流及訪問、政府視察、報稅及其他資料。
Investors **投資者**	Corporate governance system, business strategies and performance, investment returns. 企業管治系統、業務戰略及表現以及投資回報。	Organizing and participating in seminars, interviews, shareholders' meetings, financial reports or operation reports for investors, media and analysts. 為投資者、媒體及分析員組織及參與研討會、訪談、股東大會、財務報告或營運報告。
Media & Public **媒體及公眾**	Corporate governance, environmental protection, human right. 企業管治、環境保護、人權。	Issue of newsletters on the Company's web site. 於本公司網站刊發新聞稿。
Customers **客戶**	Service quality, service delivery schedule, reasonable prices, service value, personal data protection 服務質素、服務交付進度、價格合理、服務價值、個人資料保護。	After-sales services. 售後服務。
Employees **僱員**	Rights and benefits, employee compensation, training and development, work hours, working environment. 權力及權益、僱員薪酬、培訓及發展、工時、工作環境。	Conducting union activities, trainings, interviews for employees, internal memos, employee suggestion boxes. 進行工會活動、培訓、與僱員談話、內部備忘錄、僱員建議箱。
Community **社區**	Community environment, employment and community development, social welfare. 社區環境、就業及社區發展、社會福利。	Developing community activities, employee voluntary activities and community welfare subsidies and donations. 開展社區活動、僱員自願活動以及社區福利資助及捐贈。

ENVIRONMENTAL

Overview

At Oi Wah, we know that the quality of environmental protection procedures is very important to achievement of long-term success of our Company. Our priority is **to protect the environment** and our target is **to minimise adverse impact on the environment** by adopting world class environmental protection practices in our operational activities.

We do our best to ensure that the concept of environmental sustainability is integrated into every part of our daily business operations.

We keep on monitoring all types of changes in the ways of producing waste and/or utilizing energy during the process of carrying on our business activities with the aim of mitigating any unfavourable impact of our operations on the environment. We continually review and update our ESG policies, if applicable, to ensure that there is **a balance between sustainable corporate development and environmental protection.**

It is often our great desire to minimise the negative impact of our operational activities on the environment by improving energy efficiency, reducing all kinds of waste and supporting education as to environmental protection.

Compliance and Grievance

During the year, **no confirmed non-compliance incidents or grievances** were noted by the Company in relation to environmental aspects.

Use of key resources

The Company has minimal consumption of natural resources and its current business operations does not have any significant impact on the environment. We steadily comply with the ESG policies in the efficient use of energy resources, including electricity and water.

We encourage our employees to save electricity and water in their day-to-day business.

Direct electricity usage

Our aim is to reduce energy consumption in terms of electricity usage. We fully understand the importance of **conserving energy and reducing greenhouse gas emission.**

Direct water usage

While the main business of our Company is not production, our water usage is minimal. Even so, at Oi Wah, we encourage our staff to make sure that **water should not be wasted**. Manual taps are installed in our office to facilitate the use of lesser volume of water.

環境

概覽

於靄華，我們深諳環境保護程序對本公司取得長遠成功之重要性。我們的首要任務是**保護環境**，並旨在透過於經營活動中採用世界級環境保護實踐**以盡量降低對環境之不利影響**。

我們竭力確保環境可持續性概念融入我們日常業務營運之每個部分。

我們持續監控業務經營中產生廢物及／或能源使用之各種變動，藉此減低經營對環境之任何不利影響。我們一直適時檢討及更新環境、社會及管治政策，**以確保可持續企業發展及環境保護間之平衡**。

我們冀望透過提高能源效益、減少各類廢物及支持環境保護教育，降低經營活動對環境造成之不利影響。

合規及申訴

據本公司所知，於本年度**並無**與環境方面相關之**已確認違規事件或申訴**。

主要資源使用

本公司對自然資源的消耗極少且當前業務營運並無對環境造成任何重大影響。我們堅守有效使用能源(包括用電及用水)之環境、社會及管治政策。

我們鼓勵僱員於其日常業務中節省用電及用水。

直接用電

我們的目標是減少電耗。我們完全理解**節省能源及減少溫室氣體排放**之重要性。

直接用水

本公司主要業務並非生產，用水亦極少。儘管如此，於靄華，我們鼓勵員工確保**並無浪費水源**。我們的辦公室裝有手動式水龍頭，以降低用水量。

Reduction of printing and paper usage

We try our best to avoid unnecessary wastage of paper and promote effective usage of paper. In our daily operations, we maximise usage of e-versions instead of hardcopies wherever it is possible. We encourage our staff to work more effectively in **a paperless environment**. In case there is still a need for printing, we make use of double-sided printing generally, and reuse the recycled paper with one side of it already used for those documents used internally.

減少打印及紙張使用

我們竭力避免不必要的紙張浪費及提倡紙張使用效益。於我們日常營運中，我們在可行情況下盡最大可能使用電子文件而非複印文件。我們鼓勵員工於**無紙化環境**中更有效地工作。倘仍須列印，我們一般會雙面列印，並善用已使用的單頁內部文件之背頁。

Emissions

The Company's operations do not impose much impact on water, land or air by way of greenhouse gas emissions, discharges into water and land, and/or generation of hazardous and non-hazardous wastes.

In relation to greenhouse gas emissions, as we have only 4 motor vehicles and we use unleaded automotive fuel for all of them, carbon dioxide emissions are kept to a minimum. Air travel in our case is insignificant, since the senior management travels only once or twice a year.

We do not produce any hazardous waste and we strive to minimize volume of non-hazardous waste that we produce during the course of our daily operations.

We have been adopting the following measures in order to protect the environment and preserve natural resources:

- We encourage our staff to keep the indoor temperature within the office at 24 to 26 degrees Celsius, as it helps to reduce air conditioning power consumption.
- Due to the central air-conditioning system installed in the office building, the air-conditioning unit in the office will be switched off automatically from 8pm until 8am of the following day.
- Printing machine in the office is set at energy-saving mode by default, and the sleeping mode is automatically turned on, if not in use for a certain interval in time so as to reduce unnecessary energy consumption.
- We use environment-friendly paper and promote the use of double-sided printing.
- For single-sided printing, the relevant paper is recycled for reuse of the other side of it, if it does not contain confidential information.

排放物

本公司運營並無透過溫室氣體排放、向水及土地排污及／或產生有害及無害廢物對水、土地或空氣造成重大影響。

就溫室氣體排放而言，由於我們僅有4輛汽車且全部使用無鉛汽車燃料，故二氧化碳排放量極低。由於高級管理層每年僅公幹一次或兩次，故本公司人員航空差旅次數甚少。

我們並無生產任何有害廢物且我們力求將日常營運中產生之無害廢物數量減至最少。

我們已採取下列措施，以保護環境及維護自然資源：

- 我們鼓勵員工保持辦公室室內溫度在24至26攝氏度之間，原因是其有助於減少空調能耗。
- 鑒於辦公大樓裝設中央空調系統，辦公室內的空調將於每晚8時至翌日上午8時自動關閉。
- 辦公室打印機基本設置為節能模式，倘閒置一段時間，其將自動啟用睡眠模式，以減少不必要之能耗。
- 我們使用環保紙張，以推行雙面列印。
- 就單面列印而言，倘紙上並無機密資料，將重複使用紙張另一面。

- Printer cartridges used by our office are recycled by the printing company.
- For all electrical appliances used in office or pawnshops (e.g. printers, photocopiers, computers, refrigerators, and air conditioners, etc.), we require our staff members to switch off all the electrical appliances, if applicable, when they get off from work.
- We also encourage our employees to recycle plastic bottles and other materials.

For achieving the environmental goals, our Company aims to:

- Comply with applicable environmental laws and regulations;
- Identify, assess and mitigate all potential environmental impacts associated with our activities;
- Commit leadership and develop a strong culture of environmental stewardship within the entire workforce;
- Make available the resources and systems with provision of training necessary to empower our employees to meet our environmental responsibilities.

- 辦公室使用之打印機墨盒交由印刷公司回收。
- 就辦公室及典當店之所有電器(如打印機、複印機、電腦、冰箱及空調等)而言，我們要求全體員工於其下班時關閉所有電器(如適用)。
- 我們亦鼓勵僱員回收塑膠瓶及其他物料。

下列事項旨在達致本公司之環境目標：

- 遵守適用之環境法律及法規；
- 確定、評估及減輕與我們活動有關之所有潛在環境影響；
- 於整個工作隊伍中發揮領導力及建立一個良好的環境管理文化；
- 為僱員提供所需資源及系統，並提供必要之培訓，以履行環境責任。

SOCIAL

Employment

At Oi Wah, we focus our efforts on providing a safe and enjoyable working environment for all of our employees. In relation to employment and labour practices, our human resources department focuses on **employees' health and safety as well as staff training and development.**

The Company pays its full efforts to ensure that it complies with the requirements of the Employment Ordinance, the Minimum Wage Ordinance as well as the Employees' Compensation Ordinance.

The Company has implemented a personnel policy that helps management comply with labour laws and relevant regulations that have significant impact on our internal procedures relating to recruitment and promotion, working hours, holidays, equal opportunities, compensation and dismissal, diversity of the origins of our employees, anti-discrimination and other human resources treatments and benefits, etc.

社會

僱傭

靄華致力於為其全體僱員提供安全及舒適的工作環境。就關於僱傭及勞工常規而言，人力資源部專注於**僱員之健康與安全以及員工培訓及發展。**

本公司竭盡所能，確保符合僱傭條例、最低工資條例以及僱員補償條例所規管。

本公司已實施人事政策，有助管理層遵守涉及有關招聘及晉升、工時、假期、平等機會、薪酬及解僱、僱員種族多元化、反歧視及其他人力資源待遇及福利等內部程序具有重大影響之勞工法例及相關法規。

Health and Safety

Our Company complies with the relevant laws and regulations regarding industrial safety, hygiene and health and other caring arrangements for employees.

Apart from employees' compensation insurance, the Company provides other fringe benefits to its employees, such as life insurance and medical cover.

The Company's business operations do not involve any high-risk work activities that could lead to serious industrial events or occupational health problems.

During the year, there was **no case of injuries reported.**

At Oi Wah, we care about our staff members' health and safety. In this respect, the Company provides relevant updates of occupational safety and health to its employees by means of leaflets and training courses which are conducted by the Labour Department.

健康與安全

本公司遵守有關工業安全、衛生與健康及其他僱員關顧安排之相關法律及法規。

除僱員補償保險外，本公司亦為其僱員提供人壽保險及醫療保障等其他附加福利。

本公司之業務營運並無涉及任何可導致嚴重工業事故或職業性健康問題之高危工作活動。

年內，**並無報導工傷事故**。

靄華關注員工的健康與安全。在此方面，本公司透過勞工部安排之宣傳冊及培訓課程向僱員提供職業性安全與健康的相關最新資料。

Labour Standards

The Company strictly complies with the Employment Ordinance and other relevant laws and regulations which cover employees' protection and benefits. We support young people who are interested in entering into the society for work in order to gain work experience and motivation. In rare cases, we employ staff aged 15-18 years old who are allowed to work in accordance with the Hong Kong law, and hence, child and forced labour do not apply to the situation.

To ensure that the Company complies with the Employment Ordinance, stringent internal review procedures are taken by the Company. For example, during the staff recruitment process, the responsible staff collect the ID document from the candidates to ensure that the age of the candidates can meet requirements as mentioned in the Employment Ordinance.

We make it clear to all our employees that harassment and discrimination are strictly prohibited within the Company. Our Company is committed to providing a friendly working environment where all employees are treated fairly and equally. All employees are assessed regularly based on their ability, job performance and contribution, irrespective of their nationality, race, religion, gender, age or family status.

In case of any discrimination or abuse noted by us, we will conduct investigation to follow up the reported incident. If a reported incident is confirmed, the Company will seek for legal advice, and may take legal action against the offender, where necessary.

勞工準則

本公司嚴格遵守僱傭條例及其他相關法律及法規，涵蓋僱員保障及福利。我們支持有志投身社會積累工作經驗的年輕人，協助他們一展抱負。在極少數情況下，我們僱用根據香港法例可受聘工作之年滿15至18歲之員工，因此，在該情況下，童工及強制勞工並不適用。

為確保本公司遵守僱傭條例，本公司已採取嚴格內部審查程序。譬如於員工招聘流程中，相關員工向求職者收集身份證明文件，以確保求職者之年齡符合僱傭條例所述之規定。

我們向全體僱員表明立場，本公司嚴格杜絕騷擾與歧視。本公司致力提供友好工作環境，對所有僱員一視同仁。我們對所有僱員之能力、工作表現及貢獻定期進行評估，而不論其國籍、種族、宗教、性別、年齡或家庭狀況。

倘我們得悉發生任何歧視或虐待事件，我們將對舉報事件進行跟進調查。倘舉報事件屬實，本公司將尋求法律意見，並於必要時可能對違法者採取法律行動。

Our Company constantly monitors our employees' performance. Newly recruited employees have a 1-month probation period, and after successful completion of the probation period, they are admitted as permanent employees.

本公司持續監察僱員表現。新入職僱員設有一個月試用期，成功通過試用期後，將獲錄用為公司正式員工。

Development and Training

We encourage our staff to attend training, which can improve their job efficiency and effectiveness. We believe that investing in our employees through training will help promote job satisfaction, work motivation and staff loyalty.

發展與培訓

我們鼓勵員工參加培訓，藉此可提高其工作效率及效力。我們認為，藉培訓投資僱員將有助於提高工作滿意度、增加積極性及降低員工流失率。

Our Company provides different types of training to our staff to make sure that all staff can have updated information and enough knowledge and skills to provide quality services to our customers.

本公司為其員工提供不同類型的培訓，確保所有員工均可獲得最新資訊及足夠知識及技能，從而為客戶提供優質服務。

Every year, the Company selects a number of staff from different pawnshops and sponsors them to attend gemmology course. Besides, the Company provides on-the-job training to the staff. Every month, the chief operating officer or the chief executive officer holds a meeting with the pawnshop managers to discuss the trend of valuation of the goods in pawn so that the staff are well-trained with the valuation techniques for different collaterals.

本公司每年會從不同的典當店挑選多個員工，並資助他們參加寶石學課程。此外，本公司為員工提供在職培訓。首席營運官或首席執行官每月會與典當店經理召開會議，以探討當押物品之估值趨勢，確保僱員對不同典當之估值判斷方面訓練有素。

Moreover, the chief executive officer provides on-the-job training with respect to mortgage loan procedures and other risk management measures (e.g. know-your-customer procedures) to the staff engaged in money lending business,

此外，首席執行官會為員工提供從事放債業務相關之按揭、貸款程序及其他風險管理措施之在職培訓(如認識你的客戶程序)。

Furthermore, our Company also provides training to the board of directors (the "**Board**") and senior management in relation to the updates of the Listing Rules, corporate governance, as well as changes and development of relevant laws and regulations so as to let them maintain sustainable professional development to refresh their knowledge. Besides, senior management can apply for attending relevant training courses with the course fees sponsored by the Company.

此外，本公司亦為董事會(「**董事會**」)及高級管理層提供有關上市規則、企業管治以及相關法律及法規變動及制定之培訓，以維持可持續專業發展及溫故知新。另外，高級管理層可申請參加相關課程，本公司將資助有關培訓課程費用。

For the upgrade of new software or computer systems used by the Company, our staff members receive training provided by the service-provider to ensure that they are familiar with the functions of the new software or computer systems.

在本公司升級新軟件或使用電腦系統方面，服務供應商將為員工提供培訓，以確保他們熟悉新軟件或系統之功能。

Complaints

In practice, when there is a need for an employee to lodge a complaint, he/she can report it directly to his/her department head. If he/she is dissatisfied with the results, he/she can escalate the complaint to the director.

投訴

事實上，倘僱員有意提出投訴，他們可直接向其部門主管報告。倘他們對結果不滿意，可進一步向董事提出投訴。

The Company promotes fair treatment among its employees, including both management and staff. Thus, an employee can file a complaint against senior management. In this case, the Board is responsible for handling the complaint. Also, we encourage our employees to provide feedback as for any employment-related matters. We always listen to and entertain the requests from our employees. It is the target of the Company to let our employees work and grow in a friendly and peaceful working environment.

本公司倡導全體僱員(包括管理層及員工)獲公平待遇。因此，僱員可對高級管理層提出投訴。董事會負責處理有關投訴。此外，我們鼓勵僱員對任何僱傭相關事宜提供反饋。我們一直傾聽及滿足僱員之要求。本公司希望僱員能夠在友好且融洽的工作環境中工作及成長。

Anti-Corruption

At Oi Wah, we prohibit bribery and corruption practices. Moreover, under no circumstances, the directors and employees are permitted to use inside information for their own gains.

反貪污

靄華嚴禁貪污賄賂行為。此外，在任何情況下，董事及僱員均不得使用內幕資料為其自身獲益。

The Company's anti-money laundering guideline has clear statements to instruct employees to identify suspicious money-laundering behaviours, procedures to ascertain the background of the customers and channels for reporting suspicious transaction cases.

本公司之反洗錢指南向僱員作出明確說明，以識別涉嫌洗錢行為、確認客戶背景之程序及舉報可疑交易情況之渠道。

In our workplace, in order to maintain a high standard of integrity and impartiality, we encourage our employees to whistle-blow on suspected corruption incidents and the whistle-blower's identity will be kept strictly confidential and the whistle-blower will remain as an anonymous party.

為於工作場所保持高度誠信及公正，我們鼓勵僱員舉報涉嫌貪污事件，而舉報者之身份將嚴格保密，作為匿名舉報處理。

The current practice of the Company ensures that when it comes to the awareness of the employees that a customer may be involved in any money laundering activities, the case will be reported to the senior management who will then decide whether it should be reported to the Joint Financial Intelligence Unit immediately.

本公司之當前常規確保僱員知悉客戶可能涉及任何反洗錢業務時，向高級管理層作出匯報，其將決定是否即時向聯合財富情報組通報。

During the financial year, **there were no corruption cases found or reported.**

於財政年度內，**並無發現或報告任何貪污事件。**

Advertising

The Company complies with the advertising regulations in relation to money lending. According to Money Lenders Ordinance, starting from December 2016, any advertisements that are published must include the hotline telephone number by which the lender handles the complaint and the risk warning statement, "You have to repay your loans, but don't pay any intermediaries". We strictly comply with this regulation.

廣告

本公司遵守有關放債之廣告法規。根據放債人條例，自二零一六年十二月起，所刊發之任何廣告均須載有供放貸人處理投訴之熱線電話號碼及下列風險提示忠告「借錢梗要還，咪俾錢中介」。我們嚴格遵守此規定。

Privacy Matters

At Oi Wah, we have a privacy guideline in place which sets out clear instructions for the collection, retention and use of customer data (i.e. name, ID number, and address).

We strictly protect our customers' privacy information. Security over the Company's server containing customers' information is monitored by the service provider.

Annually, the Company conducts information security assessment which is provided by independent third-party professionals to ensure that customer data is properly protected to prevent unauthorised access to it and abuse of it.

Our data privacy policy and the relevant requirements are well communicated to all staff of the Company through training.

Furthermore, disclosure of the internal confidential information of the Company to others is strictly prohibited, and is included as one of the clauses in the employment contract that has to be signed by every newly-joined employee.

私隱事宜

靄華設有私隱指引，其中載有明確指示如何收集、保存及使用客戶資料(即姓名、身份證號碼及地址)。

我們嚴格保護客戶之私隱資料。載有客戶資料機密之本公司伺服器由服務供應商監察。

本公司每年會進行資訊安全評估(由獨立第三方專業人士提供)，以確保客戶資料得以妥善保障，而不會在未授權情況下被使用及濫用。

我們透過培訓讓員工明確了解資料私隱政策及相關規定。

此外，本公司嚴格杜絕向他人披露本公司內部機密資料，亦在每名新入職僱員須簽署之僱傭合約中列有一項保密條款。

Customer Care

Good customer service is essential in maintaining the long-term relationship with our customers. The mission of our customer service emphasises provision of quality services to our customers, effective communication with our customers and fast solution response. The interests of our customers are treated with top priority.

We provide regular soft skills training to our frontline employees to forge good customer relationship. In the era of emerging technologies, we do our best to satisfy our customers' preferences. A customer can make an enquiry and obtain answer on valuation of property and/or pawn goods via our website, without physically visiting our office or pawnshops. Oi Wah develops a user friendly website to facilitate customers' enquiry through mobile phone at any time anywhere.

The rising concern over security and fraud cases have been affecting many different business sectors. In order to reassure our customers over these issues, our website provides updated and helpful information for our customers.

客戶關懷

良好的客戶服務對維持長久的客戶關係不可或缺。我們的客戶服務宗旨著重為客戶提供優質服務、有效與客戶溝通及迅速提供解決方案，並以客戶的利益為先。

我們向前線僱員提供定期軟技能培訓，以與客戶建立良好之關係。在此新興技術不斷面市的時代，我們盡力滿足客戶的喜好。客戶可透過我們的網站查詢物業及／或當押物品的估值及獲得答覆，毋須親臨我們的辦事處或典當店。靄華開發流動版網站，讓客戶能隨時隨地透過手機查詢資訊。

公眾日益關注保安及詐騙案問題，許多不同商業行業均受牽連。為消除客戶憂慮，我們的網站會為客戶提供最新實用資訊。

Product Responsibility

In our daily business, we conduct examination of the value of the pledged goods that we receive from the clients. The examination is usually done by our professionals to make sure that the pledged goods that we have collected are assigned with the right value, and in case we are required to sell the goods to the third parties, they are worth the assigned value and in a good condition. We bear no responsibilities for the goods that we sell; and the third party buyers are allowed to make their own examination in order to ensure that the quality and the value of the goods that they are going to purchase can meet their expectation.

產品責任

在日常業務過程中，我們對自客戶收到之質押貨品的估值進行檢查。檢查通常由我們的專業人士進行，以確保我們所得之質押貨品按恰當價值轉讓，而倘我們須將貨品轉售第三方，該等貨品亦物有所值及完好無損。我們概不對我們出售之貨品承擔任何責任；而第三方買家可自行進行檢查，以確保彼將購買之貨品質素與價值符合預期。

Charity

The Company understands that its investment decisions have an indirect impact on the environment and the society. The Company often explores the opportunities of incorporating environmental and social elements into its investment decisions and operational management, with reference to best practices in the industry and internationally recognized ESG standards.

慈善

本公司明白其投資決策對環境及社會造成間接影響。本公司時刻參照行業最佳常規及國際認可之環境、社會及管治標準，探尋把環境及社會因素納入投資決策及營運管理之機遇。

Our Company cares about the community. In 2016, donation was made by us to the Community Chest to support "Services for the Mentally & Multiple Handicapped".

本公司關懷社區。於二零一六年，我們向公益金作出捐款，以支持「弱智人士及多項障礙人士服務」。

Executive Directors

Mr. Chan Kai Ho Edward (陳啟豪), aged 45, is our chairman, executive Director and chief executive officer. He is also a director of all the subsidiaries of the Group and the authorised representative of the Company. Mr. Chan joined our Group in 2000 and is responsible for our Group's overall management, strategic planning and business development. He has over 16 years of experience in business management and pawn loan business. Mr. Chan is currently the chairman of the Hong Kong and Kowloon Pawnbrokers' Association Limited (港九押業商會) and honorary chairman of Macau General Chamber of Pawnbrokers (澳門當押業總商會). Mr. Chan has been the vice-president of Hong Kong Property Finance Association Limited since March 2014. Mr. Chan obtained a degree of Bachelor of Engineering in Civil Engineering from the City University, London, United Kingdom in July 1994. Mr. Chan is the son of Mr. Chan Chart Man and the brother of Ms. Chan Mei Fong, Ms. Chan Ying Yu and Mr. Chan Kai Kow Macksion, all of whom are our Directors.

Mr. Chan Chart Man (陳策文), aged 86, is our founder and executive Director. He is also a director of each of Oi Wah Holding Limited ("**Oi Wah Holding**"), Oi Wah HK, Wai Wah HK and Hing Wah HK. Mr. Chan is responsible for advising on overall strategic planning and business development of our Group. Mr. Chan established the business of our Group in 1975 and has played a significant role in the growth of our business. He has over 41 years of experience in finance and pawn loan business. Mr. Chan is the father of Mr. Chan Kai Ho Edward, Ms. Chan Mei Fong, Ms. Chan Ying Yu and Mr. Chan Kai Kow Macksion, all of whom are our Directors.

Ms. Chan Mei Fong (陳美芳), aged 47, is our executive Director and chief operating officer. Ms Chan is also a director of Oi Wah HK, Oi Wah Holding, Oi Wah Enterprise Limited ("**Oi Wah Enterprise**"), Oi Wah Property Credit Limited ("**Oi Wah Property**"), Oi Wah Finance Limited ("**Oi Wah Finance**"), Oi Wah Credit Limited ("**Oi Wah Credit**"), Oi Wah Mortgage Limited ("**Oi Wah Mortgage**") and Oi Wah Pawnshop Limited ("**Oi Wah Pawnshop**"). Ms. Chan joined our Group in 2007 and is responsible for the overall operations of our Group's business. Ms. Chan obtained a Bachelor of Arts degree in Town and Country Planning from the University of the West of England, Bristol, United Kingdom in September 1996. Ms. Chan also obtained a diploma in Gemmology and Gem Diamond diploma from the Gemmological Association And Gem Testing Laboratory Of Great Britain in January 2006 and January 2007, respectively. Ms. Chan is a fellow of The Gemmological Association of Great Britain. Ms. Chan is the daughter of Mr. Chan Chart Man and the sister of Mr. Chan Kai Ho Edward, Ms. Chan Ying Yu and Mr. Chan Kai Kow Macksion, all of whom are our Directors.

執行董事

陳啟豪先生，45歲，為本集團主席、執行董事兼行政總裁。彼亦為本集團所有附屬公司之董事以及本公司之授權代表。陳先生於二零零零年加入本集團，負責本集團之整體管理、策略規劃及業務發展。彼於業務管理及典當貸款業務擁有逾16年之經驗。陳先生現為港九押業商會之理事長及澳門當押業總商會之榮譽會長。陳先生自二零一四年三月起一直擔任香港物業融資協會有限公司之副總裁。陳先生於一九九四年七月取得英國倫敦城市大學(City University)頒發之土木工程學學士學位。陳先生為陳策文先生之兒子，以及陳美芳女士、陳英瑜女士及陳啟球先生(均為本集團董事)之胞弟。

陳策文先生，86歲，為本集團之創辦人及執行董事。彼亦為Oi Wah Holding Limited(「**Oi Wah Holding**」)、靄華香港、偉華香港及興華香港之董事。陳先生負責就本集團之整體策略規劃及業務發展提出建議。陳先生於一九七五年成立本集團業務，並於本集團業務發展中扮演重要角色。彼於融資及典當貸款業務擁有逾41年之經驗。陳先生為陳啟豪先生、陳美芳女士、陳英瑜女士及陳啟球先生(均為本集團董事)之父親。

陳美芳女士，47歲，為本集團執行董事兼營運總監。陳女士亦為靄華香港、Oi Wah Holding、靄華企業有限公司(「**靄華企業**」)、靄華物業信貸有限公司(「**靄華物業**」)、靄華財務有限公司(「**靄華財務**」)、靄華信貸有限公司(「**靄華信貸**」)、靄華按揭有限公司(「**靄華按揭**」)及靄華押業有限公司(「**靄華押業**」)之董事。陳女士於二零零七年加入本集團，負責本集團業務之整體營運。陳女士於一九九六年九月取得英國布里斯托西英格蘭大學(University of the West of England)頒發之城鎮和鄉郊規劃文學士學位。陳女士亦分別於二零零六年一月及二零零七年一月取得英國寶石學協會和寶石檢測實驗室頒發之寶石學文憑及鑽石文憑。陳女士為英國寶石學協會院士。陳女士為陳策文先生之女兒，陳啟豪先生之胞姊，以及陳英瑜女士及陳啟球先生(均為本集團董事)之胞妹。

Ms. Chan Ying Yu (陳英瑜), aged 51, is our executive Director. She is also a director of Oi Wah HK, Oi Wah Holding, Oi Wah Enterprise, Oi Wah Property, Oi Wah Credit, Oi Wah Finance, Oi Wah Mortgage and Oi Wah Pawnshop and the authorised representative of the Company. Ms. Chan joined our Group in 2000 and is responsible for overseeing our administration and human resources matters. Ms. Chan obtained a Bachelor of Science degree in Hotel and Restaurant Management from the Middlesex University, United Kingdom in July 1995 and was elected as an associate of the Hotel and Catering International Management Association in October 1995. Ms. Chan is the daughter of Mr. Chan Chart Man and the sister of Mr. Chan Kai Ho Edward, Ms. Chan Mei Fong and Mr. Chan Kai Kow Macksion, all of whom are our Directors.

陳英瑜女士，51歲，為本集團執行董事。彼亦為靄華香港、Oi Wah Holding、靄華企業、靄華物業、靄華信貸、靄華財務、靄華按揭及靄華押業之董事及本公司之授權代表。陳女士於二零零零年加入本集團，負責監管本集團之行政及人力資源事務。陳女士於一九九五年七月取得英國密德薩斯大學(Middlesex University)頒發之酒店及餐廳管理學士學位，並於一九九五年十月獲選為酒店及餐飲業國際管理協會會員。陳女士為陳策文先生之女兒，陳啟豪先生及陳美芳女士之胞姊，以及陳啟球先生(均為本集團董事)之胞妹。

Non-Executive Director

Mr. Chan Kai Kow Macksion (陳啟球), aged 61, was appointed as our non-executive Director on 19 February 2013. Mr. Chan is a lawyer with 31 years of experience in general practice. He has passed solicitor qualifying examinations in Hong Kong and was admitted as a Solicitor of the High Court of Hong Kong in March 1984 and has been a partner in Chow C.L. & Macksion Chan since 2001. Mr. Chan obtained a Bachelor of Arts in Pure Mathematics degree from The University of Calgary, Canada in June 1978. Mr. Chan is the son of Mr. Chan Chart Man and the brother of Mr. Chan Kai Ho Edward, Ms. Chan Mei Fong and Ms. Chan Ying Yu, all of whom are our Directors.

非執行董事

陳啟球先生，61歲，於二零一三年二月十九日獲委任為本集團非執行董事。陳先生為執業律師，擁有31年之經驗。彼通過香港之律師資格考試後於一九八四年三月獲認可為香港高等法院之律師，並自二零零一年起一直為周卓立陳啟球陳一理律師事務所之合夥人。陳先生於一九七八年六月取得加拿大卡爾加里大學(The University of Calgary)頒發之純數學文學士學位。陳先生為陳策文先生之兒子，以及陳啟豪先生、陳美芳女士及陳英瑜女士(均為本集團董事)之胞兄。

Independent Non-Executive Directors

Mr. Lam On Tai (林安泰), aged 45, was appointed as our independent non-executive Director on 1 April 2017. He has more than 20 years of experience in banking and securities industry, in which over 16 years of experience was accumulated in advising on corporate finance relating to various listing and restructuring transactions. Mr. Lam currently serves as the managing director of LY Capital Limited (絡繹資本有限公司), a company which is principally engaged in securities services, which he is primarily responsible for advising on corporate finance. Mr Lam received his diploma in general business management from the Lingnan College (嶺南學院) (now known as the Lingnan Univesity (嶺南大學) in Hong Kong in November 1994, and his master's degree in business administration from the University of Sheffield in the United Kingdom in December 1996. He also obtained his bachelor's degree in law from the University of Wolverhamption in the United Kingdom in July 1998 through a distance learning course. Mr. Lam is currently a non-executive director of JiYi Household International Holdings Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (Stock Code: 1495).

獨立非執行董事

林安泰先生，45歲，於二零一七年四月一日獲委任為獨立非執行董事。彼於銀行及證券行業擁有逾20年經驗，其中就有關多項上市及重組交易的企業融資提供意見累積逾16年經驗。林先生目前擔任絡繹資本有限公司(一家主要從事證券服務的公司)董事總經理，主要負責就企業融資提供意見。林先生於一九九四年十一月在香港取得嶺南學院(現稱嶺南大學)工商管理文憑，並於一九九六年十二月取得英國謝菲爾德大學(University of Sheffield)工商管理碩士學位。彼亦於一九九八年七月透過遠程教育課程取得英國伍爾弗漢普頓大學(University of Wolverhampton)法律學士學位。林先生目前為香港聯合交易所有限公司主板上市公司集一家居國際控股有限公司(股份代號：1495)非執行董事。

Dr. Leung Shiu Ki Albert (梁兆棋), aged 68, was appointed as our independent non-executive Director on 19 February 2013. Dr. Leung was served as the company secretary of Union Medical Healthcare Limited which is listed on the Main Board of the Stock Exchange (Stock Code: 2138) until September 2016. Dr. Leung was also served as an independent non-executive director of Nga Chun Holdings Company Limited and Skyway Securities Group Limited, which are both listed on the Main Board of the Stock Exchange (Stock Code: 1462 and 1141) until February 2016 and November 2015 respectively. Dr. Leung was also served as an independent non-executive director of Ruifeng Petroleum Chemical Holdings Ltd, which is listed on the GEM Board of the Stock Exchange (Stock Code: 8096) until October 2015. Dr. Leung was also an assistant vice president in Citicorp International Limited from 1987 to 1992. Dr. Leung was admitted as an associate of The Chartered Association of Certified Accountants (now known as Association of Chartered Certified Accountants) in February 1987 and became an associate of the Hong Kong Society of Accountants (now known as HKICPA) in September 1988. Dr. Leung obtained a Doctorate degree of Philosophy in Economics from Shanghai University of Finance and Economics in September 2007, a Master degree of Business Administration from Brunel University, United Kingdom in December 1985 and a Diploma in Management Studies from The Polytechnic of Central London, United Kingdom in October 1983.

梁兆棋博士，68歲，於二零一三年二月十九日獲委任為本集團獨立非執行董事。梁博士曾為聯交所主板上市公司香港醫思醫療集團有限公司(股份代號：2138)之公司秘書，直至二零一六年九月止。梁博士亦曾擔任雅駿控股有限公司及天順證券集團有限公司(均於聯交所主板上市(股份代號：1462及1141))之獨立非執行董事，分別直至二零一六年二月及二零一五年十一月止。梁博士亦曾擔任瑞豐石化控股有限公司(於聯交所主板上市(股份代號：8096))之獨立非執行董事，直至二零一五年十月止。梁博士亦曾於一九八七年至一九九二年擔任花旗國際有限公司之助理副總裁。梁博士於一九八七年二月獲接納為英國特許公認會計師公會會員，並於一九八八年九月成為香港會計師公會會員。梁博士於二零零七年九月取得上海財經大學頒發之經濟學哲學博士學位、於一九八五年十二月取得英國布魯內爾大學(Brunel University)頒發之工商管理碩士學位及於一九八三年十月取得英國倫敦中央理工學院(The Polytechnic of Central London)頒發之管理學文憑。

Dr. Yip Ngai (葉毅), aged 43, was appointed as our independent non-executive Director on 19 February 2013. Dr. Yip is a jewellery appraiser and valuation expert and has over 23 years of experience in jewellery and art industry. Dr. Yip became a fellow of the HKICPA in May 2012. He has also been appointed as a specialist by the Hong Kong Council for Accreditation of Academic & Vocational Qualifications since July 2011 and as a technical advisor (watch and jewellery) by the Employees Retraining Board since September 2013. Dr. Yip obtained a Doctorate degree of business administration from the EU Business School (Formerly European University) in May 2011, a Master degree of Business Administration from the Federation University Australia (Formerly University of Ballarat) in December 2008 and a Bachelor of Business (Accounting) degree from the Monash University, Australia in November 1999. Dr. Yip obtained a diploma in gemmology from the Gemmological Association and Gem Testing Laboratory of Great Britain in October 1994.

葉毅博士，43歲，於二零一三年二月十九日獲委任為本集團獨立非執行董事。葉博士為珠寶鑑定師及估值專家，於珠寶及藝術行業擁有超過23年之經驗。葉博士於二零一二年五月成為香港會計師公會之資深會員，彼亦自二零一一年七月起獲委任為香港學術及職業資歷評審局之專家及於二零一三年九月起獲委任為香港僱員再培訓局鐘錶及珠寶業技術顧問。葉博士於二零一一年五月取得瑞士EU商學院(EU Business School)(前稱歐洲大學(European University))頒發之工商管理博士學位，於二零零八年十二月取得澳洲聯邦大學(Federation University Australia)(前稱巴拉瑞特大學(University of Ballarat))頒發之工商管理碩士學位，以及於一九九九年十一月取得澳洲蒙納殊大學(Monash University)頒發之商業(會計)學士學位。葉博士於一九九四年十月取得英國寶石學協會和寶石檢測實驗室頒發之寶石學文憑。

Senior Management

Mr. Cheng Yiu Hang (鄭耀衡), aged 34, is our financial controller and company secretary. He joined our Group in June 2012 and is responsible for overseeing the financial, accounting and secretarial affairs of our Group. Prior to joining our Group, Mr. Cheng worked at KPMG from 2006 to 2012 and his last position was assistant manager. Mr. Cheng was registered as a certified public accountant and a certified public accountant (practising) of the HKICPA in January 2010 and September 2012, respectively. Mr. Cheng obtained a Bachelor of Business Administration in Accountancy from the City University of Hong Kong in November 2006.

Mr. Ng Kai Man (伍啟文), aged 56, is our marketing director and is responsible for managing and operating our property mortgage department. Mr. Ng joined our Group in 2013. His main duties are strengthening customer relationships by scheduling regular personal and company visits in Hong Kong in order to explore new business opportunities with potential customers. Prior to joining our Group, he had been working in Wing Lung Bank since 1988 and was promoted to senior financial manager in 2010. Mr. Ng obtained a Diploma in marketing from Hong Kong Productivity Council and Hong Kong Institute of Marketing in 1999 and a professional Diploma in marketing management from Hong Kong Management Association in 1996 respectively. In 1999 he was elected full member of Hong Kong Institute of Marketing and awarded as Professional Marketer (ProM) in 2001. He also obtained an advanced professional Diploma in financial planning from The University of Hong Kong, School of Professional and Continuing Education in 2006. In 2005, he has been admitted as a Certified Professional Marketer (Asia) by Asia Marketing Federation, which is a member of World Marketing Federation.

Company Secretary

Mr. Cheng Yiu Hang (鄭耀衡) is our company secretary. Biographical details of Mr. Cheng are set out under the paragraph headed "Senior management" in this section.

高級管理層

鄭耀衡先生，34歲，為本集團財務總監及公司秘書。彼於二零一二年六月加入本集團，負責監管本集團之財務、會計及秘書事務。加入本集團前，鄭先生曾於二零零六年至二零一二年任職畢馬威會計師事務所，其最後擔任之職位為副經理。鄭先生分別於二零一零年一月及二零一二年九月註冊為香港會計師公會註冊會計師及執業會計師。鄭先生於二零零六年十一月取得香港城市大學頒發之工商管理(會計)學士學位。

伍啟文先生，56歲，為本集團市務總監，負責物業按揭抵押部門之營運及管理。伍先生於二零一三年加入本集團，主要職責為鞏固客戶關係，方式為透過定期安排香港之個人及公司實地考察，開發與潛在客戶之新業務機會。於加入本集團前，彼自一九八八年起任職於永隆銀行，並於二零一零年晉升為高級財務經理。伍先生分別於一九九九年取得香港生產力促進局及香港市務學會頒發之市場營銷文憑及於一九九六年取得香港管理專業協會頒發之市場營銷管理專業文憑。彼於一九九九年獲選為香港市務學會會員，並於二零零一年獲授專業市務師資格。彼亦於二零零六年取得香港大學專業進修學院頒發之高級財務策劃專業文憑。彼於二零零五年已獲世界市場營銷聯盟(World Marketing Federation)之成員亞洲市場營銷聯盟(Asia Marketing Federation)接納為認許市務師(亞洲)。

公司秘書

鄭耀衡先生為本集團之公司秘書。鄭先生之履歷詳情載於本節「高級管理層」一段。

Independent auditor's report to the shareholders of Oi Wah Pawnshop Credit Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Oi Wah Pawnshop Credit Holdings Limited ("the Company") and its subsidiaries ("the Group") set out on pages 82 to 144, which comprise the consolidated statement of financial position as at 28 February 2017, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 28 February 2017 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

致靄華押業信貸控股有限公司股東之
獨立核數師報告
(於開曼群島註冊成立之有限公司)

意見

本核數師(以下簡稱「我們」)已審計列載於第82至144頁的靄華押業信貸控股有限公司(以下簡稱「貴公司」) 及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此財務報表包括於二零一七年二月二十八日的綜合財務狀況表與截至該日止年度之綜合全面收入表、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，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了 貴集團於二零一七年二月二十八日的綜合財務狀況及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。

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》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」)以及與我們對開曼群島綜合財務報表的審計相關的道德要求，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。

KEY AUDIT MATTERS

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

Impairment of mortgage loan receivables

Refer to notes 2(k)(i) and 13 to the consolidated financial statements.

The Key Audit Matter	How the matter was addressed in our audit
The continued expansion of the Group's mortgage loan portfolio and the challenging economic environment in Hong Kong have contributed to an overall increase in amount of mortgage loan receivables that are past due for one month or more. The amount of mortgage loan receivables of the Group that were past due for one month or more increased from HKD5.8 million as at 29 February 2016 to HKD48.9 million as at 28 February 2017. Impairment of mortgage loan receivables is a subjective area due to the level of judgement applied by management in determining impairment allowances. The Group's collective impairment allowance is derived from estimates including the Group's historical default ratio, loss ratio and the loss emergence period (i.e., the time lapse between the occurrence of the event causing eventual default to the actual charge-off). Individual impairment allowances are estimated by management once objective evidence of impairment becomes apparent. Management exercises judgement in determining the quantum of loss based on a range of factors. These include available remedies for recovery, the repayment ability of the borrower, collateral valuation, seniority of claim and the existence and cooperativeness of other creditors.	Our audit procedures to assess the impairment of mortgage loan receivables included the following: • assessing the design, implementation and operating effectiveness of key internal controls over the approval, recording and monitoring of mortgage loan receivables, the monitoring process for overdue mortgage loan receivables (including those which became overdue subsequent to the reporting date) and the measurement of impairment allowances for impaired mortgage loan receivables; • assessing the reliability of management information, which included overdue reports for mortgage loan receivables which are critical to measuring impairment allowances, by selecting a sample of mortgage loans and comparing the relevant data, including repayment details with relevant underlying documentation; • identifying any significant shortfall in collateral value for mortgage loan balances which may increase the risk of default and loss on the event of default by comparing the collateral value to the outstanding mortgage loan balances at the reporting date and comparing the valuation of collateral at the reporting date with our own data sources for a sample of mortgage loans;

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進行處理的。我們不會對這些事項提供單獨的意見。

按揭抵押應收貸款的減值

請參閱綜合財務報表附註2(k)(i)及13的會計政策

關鍵審計事項	我們的審計如何處理該事項
貴集團按揭抵押貸款組合的持續擴張及香港充滿挑戰性的經濟環境，使逾期一個月或以上的按揭抵押應收貸款的數額在整體有所增加。 貴集團已逾期一個月或以上的按揭抵押應收貸款的數額從二零一六年二月二十九日的港幣580萬元增至二零一七年二月二十八日的港幣4,890萬元。 鑒於管理層在釐定按揭抵押應收貸款的減值時需要運用到較多的判斷，因此，這是一個相對主觀的領域。 貴集團的整體減值撥備是建基於包括對　貴集團的歷史違約率、歷史損失率及歷史衍化期(即出現最終導致違約的事件和記錄實際損失的時間區間)在內的估計。 當有客觀證據表明按揭抵押應收貸款發生減值時，管理層就其個別減值撥備作出估計。管理層會根據多項因素去判斷損失金額。這些因素包括收回應收貸款的方式、借款人的還款能力、抵押品的價值、索賠受償順序及其他債權人是否存在和其合作意向。	與評估按揭抵押應收貸款減值的審計程序包括以下各項： • 評估　貴集團對按揭抵押應收貸款的審批、記錄和監管的關鍵內部控制的設計、實施和操作成效，評估逾期按揭抵押應收貸款的監管程序(包括在報告日後逾期的按揭抵押應收貸款)及已減值按揭抵押應收貸款的減值準備； • 透過抽樣選擇按揭抵押貸款及比較相關數據(包括相關憑證的還款明細)，評估管理層信息的可靠性，當中包括對於計量減值撥備影響重大的按揭抵押應收貸款逾期報告； • 透過比較抵押品的估值與報告日的按揭抵押貸款結餘，以及抽樣比較於報告日的抵押品估值與我們的數據源估值，以識別按揭抵押貸款結餘的抵押品價值是否存在任何重大不足，因為這可能增加違約風險和發生違約事件時的損失；

The Key Audit Matter	How the matter was addressed in our audit
Whilst the Group may obtain valuation reports or perform internal valuations of collateral, enforceability, timing and means of realisation also affect the ultimate collectability and thereby the amount of impairment allowance as at the reporting date. We identified assessing the impairment of mortgage loan receivables as a key audit matter because of the inherent uncertainty and management judgement involved in determining impairment allowances and because of its significance to the financial results of the Group.	• evaluating the validity of the models used and assumptions adopted in the Group's calculation of the collective impairment allowance by critically assessing input parameters involving subjective judgement, seeking collaborative evidence from external sources and comparing the historical losses against the Group's other internal records and our prior year records. As part of these procedures, we challenged the Group's revisions to estimates and input parameters, the consistency of judgement applied, the loss emergence period and the observation period for historical losses. We also assessed the emergence period by tracing the lifecycle of overdue accounts from the occurrence of the specific credit event causing eventual default to the actual date the account was identified as impaired. Having considered the above, we performed re-calculations to assess the amount of collective impairment allowance; • assessing the impairment allowances for individually impaired mortgage loan receivables by selecting a sample for review adopting risk-based criteria in the selection of the sample. We selected samples based on a number of risk criteria which included the delinquency status of mortgage loan receivables and mortgage loan receivables from the Group's overdue report; • critically assessing the forecast cash flows for impaired mortgage loan receivables, challenging the viability of the Group's recovery plans, evaluating the timing and means of realisation of collateral, comparing the valuation of collateral with our own data sources and considering other sources of repayment asserted by management. We also evaluated the consistency of management's application of key assumptions and assessed any change in basis; • assessing whether the disclosures in the consolidated financial statements reflected the Group's exposure to credit risk with reference to the requirements of the prevailing accounting standards.

關鍵審計事項	我們的審計如何處理該事項
儘管　貴集團可能就抵押品取得估值報告，或對抵押品進行內部估值，但抵押品的法律效力、變現時間和方法都會影響最終可以收回的金額，以至於報告日的減值撥備。 由於在釐定減值撥備時涉及的固有不確定性及管理層判斷，以及因為評估按揭抵押應收貸款的減值對於　貴集團的財務結果影響重大，我們將按揭抵押應收貸款的減值認定為關鍵審計事項。	• 透過對需要主觀判斷的輸入參數進行審慎評估，比較從外部渠道獲得相應證明和與　貴集團其他內部資料及我們的歷史資料所載的減值損失，評價　貴集團用於計算組合減值撥備的模型及假設的恰當性。在這一過程中，我們對　貴集團所使用的假設及輸入參數的修訂、運用判斷的貫徹性、歷史衍化期及歷史損失觀察期作出質詢。我們還通過追蹤逾期賬戶從發生影響信貸事件到將該賬戶出現減值的週期來評價歷史衍化期的適用性。在對以上因素進行綜合考慮以後，我們對組合減值撥準備進行重新計算以確定該項目的金額； • 運用以風險為基礎的方法選擇樣本進行審閱以評估個別減值按揭抵押應收貸款的減值撥備。我們根據一系列的風險因素，例如按揭抵押應收貸款的拖欠狀態及　貴集團逾期報告所載的按揭抵押應收貸款，挑選審閱的樣本； • 審慎評估已減值按揭抵押應收貸款的預測現金流、對　貴集團收回貸款方案的可行性作出質詢、評價變現抵押品的時間及方式、比較抵押品的估值與我們的獨立來源的數據，以及考慮管理層判斷的其他還款來源。我們還評估管理層在運用關鍵性假設時的貫徹性及評估任何基本原則改變的合理性； • 透過參考現行會計準則的要求，評估綜合財務報表內的披露是否反映了　貴集團的信貸風險。

Existence of collaterals for pawn loan receivables

Refer to notes 2(h) and 13 to the consolidated financial statements.

The Key Audit Matter	How the matter was addressed in our audit
Pawn loan receivables represented a significant portion of the Group's assets as at 28 February 2017. Subject to grace periods granted at the discretion of the Group in certain cases, the Group takes possession of the collateral assets (which includes gold, watches and consumer electronics) if the loans are neither redeemed nor renewed upon expiration to recover the pawn loan receivables. The amount of gross pawn loan receivables of the Group increased from HKD141.8 million as at 29 February 2016 to HKD143.1 million as at 28 February 2017. We identified the existence of collateral for pawn loan receivables as a key audit matter because of the inherent risk of theft of the collateral.	Our audit procedures to assess the existence of collateral for pawn loan receivables included the following: • assessing the design, implementation and operating effectiveness of key internal controls over the acceptance, custody and withdrawal of collateral for pawn loan receivables; • attending and observing collateral counts performed by the Group at a sample of pawnshops as at the interim reporting date and the financial year end date. • selecting a sample of items from the collateral count records and inspecting the related physical collateral.

典當應收貸款抵押品的存在

請參閱綜合財務報表附註2(h)及13的會計政策

關鍵審計事項	我們的審計如何處理該事項
於二零一七年二月二十八日，典當應收貸款在　貴集團的資產中佔有重大比重。倘於貸款屆滿時抵押品未被贖回或續期，在　貴集團在特定情況下酌情授出的寬限期後，為了收回典當應收貸款，　貴集團會管有該等抵押品(包括黃金、手錶及消費電子產品)。 貴集團的典當應收貸款的數額由二零一六年二月二十九日的港幣1.418億元增至二零一七年二月二十八日的港幣1.431億元。 由於抵押品存在被盜的固有風險，我們將典當應收貸款抵押品的存在列為關鍵審計事項。	我們就典當應收貸款的抵押品的存在的審計程序包括以下各項： • 評估　貴集團對典當應收貸款的抵押品的接受、保管及歸還的關鍵內部控制的設計、實施和操作成效； • 於期中報告日及財務年度截止日，抽樣選擇　貴集團的典當店以參與及觀察其抵押品盤點； • 從抵押品盤點記錄中抽選項目樣本，並檢查相關實體抵押品。

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

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

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

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

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

綜合財務報表及其核數師報告以外的信息

董事需對其他信息負責。其他信息包括刊載於年報內的全部信息，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所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒布的《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。

在擬備綜合財務報表時，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。

審核委員會協助董事履行監督　貴集團的財務報告過程的責任。

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

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

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

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

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

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

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

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。我們是僅向整體股東報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水平的保證，但不能保證按照《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滙總起來可能影響綜合財務報表使用者依賴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，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。

- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。

- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- 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。

- 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.

- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

- 就　貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責　貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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.

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。

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

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。

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.

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。

The engagement partner on the audit resulting in this independent auditor's report is Wong Po Shan as appearing on her Practising Certificate.

出具本獨立核數師報告的審計項目合夥人是黃寶珊。

KPMG
Certified Public Accountants

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

25 May 2017

畢馬威會計師事務所
執業會計師

香港中環
遮打道10號
太子大廈8樓

二零一七年五月二十五日

Consolidated statement of comprehensive income
綜合全面收入表

For the year ended 28 February 2017 截至二零一七年二月二十八日止年度 (Expressed in Hong Kong dollars)(以港元列示)

		Note 附註	**2017** **二零一七年** **$'000** **千元**	2016 二零一六年 $'000 千元
Revenue	**收益**	3	**215,150**	186,658
Other revenue	其他收益	5	**4,060**	4,661
Other net loss	其他虧損淨額	5	**–**	(2)
Operating income	**經營收入**		**219,210**	191,317
Other operating expenses	其他經營開支	6	**(61,063)**	(58,799)
Charge for impairment losses on loan receivables	扣除應收貸款之減值虧損	7	**(500)**	(491)
Profit from operations	**經營溢利**		**157,647**	132,027
Finance costs	融資成本	6(a)	**(34,133)**	(22,659)
Profit before taxation	**除稅前溢利**	6	**123,514**	109,368
Income tax	所得稅	8	**(20,284)**	(18,002)
Profit and total comprehensive income for the year	**年度溢利及全面收入總額**		**103,230**	91,366
Profit and total comprehensive income for the year attributable to shareholders	**股東應佔年度溢利及全面收入總額**		**103,230**	91,366
Earnings per share (in HK cents)	**每股盈利(港仙)**	11	**4.9**	4.4

The notes on pages 88 to 144 form part of these financial statements.

第88至144頁之附註乃屬此等財務報表之一部分。

Consolidated statement of financial position
綜合財務狀況表

As at 28 February 2017 於二零一七年二月二十八日 (Expressed in Hong Kong dollars)(以港元列示)

		Note 附註	**2017** **二零一七年** **$'000** **千元**	2016 二零一六年 $'000 千元
Non-current assets	**非流動資產**			
Property, plant and equipment	物業、廠房及設備	12	**1,268**	1,286
Loan receivables	應收貸款	13	**90,709**	74,836
Trade and other receivables	貿易及其他應收款項	14	**2,458**	5,770
Deferred tax assets	遞延稅項資產	23(b)	**230**	351
			94,665	82,243
Current assets	**流動資產**			
Repossessed assets	經收回資產		**8,081**	9,294
Loan receivables	應收貸款	13	**1,202,165**	957,129
Trade and other receivables	貿易及其他應收款項	14	**32,182**	27,286
Cash and cash equivalents	現金及現金等價物	15	**27,450**	49,197
			1,269,878	1,042,906
Current liabilities	**流動負債**			
Accruals and other payables	應計費用及其他應付款項	17	**6,780**	6,586
Bank loans and overdrafts	銀行貸款及透支	16	**37,667**	76,391
Obligations under finance leases	融資租賃承擔	18	**215**	207
Loans from the ultimate holding company	最終控股公司之貸款	21	**113,500**	92,500
Current taxation	即期稅項	23(a)	**22,533**	6,065
Other loans	其他貸款	19	**308,639**	151,840
			489,334	333,589
Net current assets	**流動資產淨額**		**780,544**	709,317
Total assets less current liabilities	**資產總額減流動負債**		**875,209**	791,560
Non-current liabilities	**非流動負債**			
Debt securities issued	已發行債務證券	22	**136,476**	124,454
Obligations under finance leases	融資租賃承擔	18	**297**	512
			136,773	124,966
NET ASSETS	**資產淨額**		**738,436**	666,594

Consolidated statement of financial position
綜合財務狀況表

As at 28 February 2017 於二零一七年二月二十八日 (Expressed in Hong Kong dollars)(以港元列示)

		Note 附註	**2017** **二零一七年** **$'000** **千元**	2016 二零一六年 $'000 千元
CAPITAL AND RESERVES	**資本及儲備**	24		
Capital	股本		**21,376**	21,200
Reserves	儲備		**717,060**	645,394
TOTAL EQUITY	**權益總額**		**738,436**	666,594

Approved and authorised for issue by the board of directors on 25 May 2017.

經董事會於二零一七年五月二十五日批准及授權刊發。

Mr. Chan Kai Ho Edward （陳啟豪先生）
Director 董事

Ms. Chan Ying Yu （陳英瑜女士）
Director 董事

The notes on pages 88 to 144 form part of these financial statements.

第88至144頁之附註乃屬此等財務報表之一部分。

Consolidated statement of changes in equity
綜合權益變動表

For the year ended 28 February 2017 截至二零一七年二月二十八日止年度 (Expressed in Hong Kong dollars)(以港元列示)

		Note 附註	Share capital/ Paid-in capital 股本／實繳資本 $'000 千元	Share premium 股份溢價 $'000 千元	Capital reserve 資本儲備 $'000 千元	Other reserve 其他儲備 $'000 千元	Retained profits 保留溢利 $'000 千元	Total 總計 $'000 千元
At 1 March 2015	於二零一五年三月一日		4,500	132,500	44,963	12,001	257,927	451,891
Profit and total comprehensive income for the year	年度溢利及全面收入總額		–	–	–	–	91,366	91,366
Share issue under placing, net of issuing expenses	根據配售發行股份（已扣除發行費用）	24(c)(ii)	800	152,217	–	–	–	153,017
Final dividends approved in respect of the previous year and paid during the year	就上一個年度批准並於年內派付之末期股息	24(b)(ii)	–	(15,900)	–	–	–	(15,900)
Interim dividends declared and paid during the year	於年內宣派及派付之中期股息	24(b)(i)	–	(13,780)	–	–	–	(13,780)
Bonus issue	紅股發行	24(c)(iii)	15,900	(15,900)	–	–	–	–
At 29 February 2016 and 1 March 2016	**於二零一六年二月二十九日及二零一六年三月一日**		21,200	239,137	44,963	12,001	349,293	666,594
Profit and total comprehensive income for the year	年度溢利及全面收入總額		–	–	–	–	103,230	103,230
Final dividends approved in respect of the previous year and paid during the year	就上一個年度批准並於年內派付之末期股息	24(b)(ii)	–	(13,780)	–	–	–	(13,780)
Special dividends with scrip dividend option approved in respect of the previous year	就上一個年度批准之可選擇以股代息之特別股息	24(c)(iv)	176	(1,538)	–	–	–	(1,362)
Interim dividends declared and paid during the year	於年內宣派及派付之中期股息	24(b)(i)	–	(16,246)	–	–	–	(16,246)
At 28 February 2017	**於二零一七年二月二十八日**		21,376	207,573	44,963	12,001	452,523	738,436

The notes on pages 88 to 144 form part of these financial statements.

第88至144頁之附註乃屬此等財務報表之一部分。

Consolidated cash flow statement
綜合現金流量表

For the year ended 28 February 2017 截至二零一七年二月二十八日止年度 (Expressed in Hong Kong dollars)(以港元列示)

		Note 附註	**2017 二零一七年 $'000 千元**	2016 二零一六年 $'000 千元
Operating activities	**經營業務**			
Profit before taxation	除稅前溢利		**123,514**	109,368
Adjustments for:	就下列各項作出調整：			
Depreciation	折舊		**534**	488
Bank interest income	銀行利息收入		**(1)**	(1)
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損淨額		**–**	2
Finance costs	融資成本		**34,133**	22,659
Charge for impairment loss on loan receivables	扣除應收貸款之減值虧損		**500**	491
Operating profit before changes in working capital	**營運資金變動前之經營溢利**		**158,680**	133,007
Decrease/(Increase) in repossessed assets	經收回資產減少／(增加)		**1,213**	(435)
Increase in loan receivables	應收貸款增加		**(261,409)**	(362,587)
Increase in trade and other receivables	貿易及其他應收款項增加		**(1,584)**	(5,982)
(Decrease)/Increase in accruals and other payables	應計費用及其他應付款項(減少)／增加		**(644)**	715
Cash used in operations	**業務所用現金**		**(103,744)**	(235,282)
Hong Kong Profits Tax paid	已付香港利得稅		**(3,695)**	(20,898)
Net cash used in operating activities	**經營業務所用現金淨額**		**(107,439)**	(256,180)
Investing activities	**投資業務**			
Bank interest received	已收取銀行利息		**1**	1
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項		**–**	4
Payment for the purchase of property, plant and equipment	購買物業、廠房及設備之款項		**(516)**	(100)
Net cash used in investing activities	**投資業務所用現金淨額**		**(515)**	(95)

		Note 附註	2017 二零一七年 $'000 千元	2016 二零一六年 $'000 千元
Financing activities	**融資業務**			
Increase in loans from the ultimate holding company	最終控股公司之貸款增加		**21,000**	5,600
Proceeds from share issue under placing, net of issuing expenses	根據配售所發行股份之所得款項(已扣除發行費用)		**–**	153,017
Proceeds from debt securities issued, net of issuing expenses	已發行債務證券之所得款項(已扣除發行費用)		**11,940**	49,750
Finance costs paid	已付融資成本		**(33,192)**	(22,572)
Proceeds from other loans	其他貸款之所得款項		**156,799**	151,840
Repayment of bank loans	償還銀行貸款		**(43,922)**	(40,730)
Dividends paid	已付股息		**(31,388)**	(29,680)
Capital element of finance lease rentals paid	已付融資租約租金之資本部分		**(207)**	(200)
Interest element of finance lease rentals paid	已付融資租約租金之利息部分		**(21)**	(28)
Net cash generated from financing activities	**融資業務所產生現金淨額**		**81,009**	266,997
Net (decrease)/increase in cash and cash equivalents	**現金及現金等價物(減少)／增加淨額**		**(26,945)**	10,722
Cash and cash equivalents at the beginning of year	**年初之現金及現金等價物**		**48,985**	38,263
Cash and cash equivalents at the end of year	**年末之現金及現金等價物**	15	**22,040**	48,985

The notes on pages 88 to 144 form part of these financial statements.

第88至144頁之附註乃屬此等財務報表之一部分。

1 GENERAL INFORMATION

Oi Wah Pawnshop Credit Holdings Limited (the "Company") was incorporated in the Cayman Islands on 5 June 2012. The Company and its subsidiaries (together referred to as the "Group") are principally engaged in secured financing business in Hong Kong, including pawn loans and mortgage loans. The shares of the Company have been listed on the Main Board of the Stock Exchange of Hong Kong Limited ("the Stock Exchange") since 12 March 2013 (the Listing Date").

1 一般資料

靄華押業信貸控股有限公司(「本公司」)於二零一二年六月五日在開曼群島註冊成立。本公司及其附屬公司(統稱「本集團」)主要於香港從事有抵押融資業務，包括典當貸款及按揭抵押貸款。本公司股份已由二零一三年三月十二日(「上市日期」)起於香港聯合交易所有限公司(「聯交所」)主板上市。

2 SIGNIFICANT ACCOUNTING POLICIES

(A) STATEMENT OF COMPLIANCE

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

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 2(d) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

2 重大會計政策

(A) 合規聲明

此等財務報表已按照香港會計師公會(「香港會計師公會」)所頒佈之所有適用香港財務報告準則(「香港財務報告準則」，其為所有適用的個別香港財務報告準則、香港會計準則及詮釋之統稱)及香港普遍採納之會計原則及香港公司條例之適用披露規定編製。此等財務報表亦符合聯交所證券上市規則(「上市規則」)之適用披露條文。本集團所採納之重大會計政策之進一步詳情載於下文。

香港會計師公會已頒佈若干新訂及經修訂的香港財務報告準則，並在本集團及本公司之當前會計期間首次生效或可供提早採用。附註2(d)提供因首次應用該等準則而引致會計政策變動的資料，而該等資料只包括與本集團有關而須反映在本期及去年會計期的財務報表。

(B) BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

The consolidated financial statements for the year ended 28 February 2017 comprise the Company and its subsidiaries.

(B) 編製財務報表基準

截至二零一七年二月二十八日止年度之綜合財務報表包括本公司及其附屬公司。

(C) BASIS OF MEASUREMENT

The financial statements are presented in Hong Kong Dollars ("HKD"). They are prepared on the historical cost basis.

(C) 計量基準

財務報表乃以港元(「港元」)呈列。財務報表乃按歷史成本基準編製。

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(D) CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued a number of amendments to HKFRSs that are first effective for the current accounting period of the Group. None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented.

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

(E) USE OF ESTIMATE AND JUDGEMENTS

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

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.

(F) REVENUE RECOGNITION

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

(i) Interest income

Interest income for all interest-bearing financial instruments is recognised in profit or loss on an accruals basis using the effective interest method.

2 重大會計政策(續)

(D) 會計政策變動

香港會計師公會已頒佈多項於本集團當前會計期間首次生效之香港財務報告準則修訂。該等修訂並無對如何編製或呈列本集團當前或去年期間之業績及財務狀況造成重大影響。

本集團並無應用任何於當前會計期間尚未生效之新訂準則或詮釋。

(E) 使用估計及判斷

按照香港財務報告準則編製財務報表需要管理層作出判斷、估計及假設，該等判斷、估計及假設會影響政策應用以及所呈報之資產、負債、收入及開支金額。該等估計及相關假設乃基於過往經驗及在有關情況下相信為合理之各項其他因素，而所得結果構成用作判斷顯然無法透過其他來源獲得資產及負債賬面值之基準。實際結果或有別於該等估計。

估計及相關假設會持續審閱。倘會計估計之修訂僅對作出估計修訂之期間產生影響，則有關修訂於該期間內確認；倘修訂對現時及未來期間均產生影響，則會在作出該修訂期間及未來期間內確認。

(F) 收益確認

收益乃按已收或應收代價之公平值計量。倘可能有經濟利益將流入本集團，而收益及成本(如適用)能可靠計量，則按下列方式於損益確認收益：

(i) 利息收入

所有計息金融工具之利息收入採用實際利息法按應計費用基準於損益確認。

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(F) REVENUE RECOGNITION (CONT'D)

(i) Interest income (Cont'd)

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating the interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset. When calculating the effective interest rate, the Group estimates cash flows considering all contractual terms of the financial instrument (for example, prepayment, call and similar options) but does not consider future credit losses. The calculation includes all fees and points paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums or discounts.

For impaired financial assets, the accrual of interest income based on the original terms of the financial assets is discontinued.

(ii) Fee income

Fee income is recognised when the corresponding service is provided, except where the fee is charged to cover the costs of a continuing service to, or risk borne for, the customer, or is interest in nature. In these cases, the fee is recognised as income in the accounting period in which the costs or risk are incurred or is accounted for as interest income.

(iii) Disposal of repossessed assets

Disposal gain or loss is recognised when the buyer of the repossessed assets has accepted the goods and the related risks and rewards of ownership.

2 重大會計政策(續)

(F) 收益確認(續)

(i) 利息收入(續)

實際利息法乃計算金融資產之攤銷成本及按有關期間分配利息收入之方法。實際利率乃按金融工具之預計年期將估計未來現金支出或收入(或於適當時按較短期間將金融資產之賬面淨值)完全貼現之比率。計算實際利率時，本集團在考慮金融工具之一切合約條款(例如提前還款、認購及類似期權)後估計現金流量，惟並無考慮未來信貸虧損。計算範圍包括訂約各方所付或所收構成實際利率之一切費用及利率差價、交易成本及其他所有溢價或折讓。

就已減值之金融資產而言，根據金融資產原本條款計算之應計利息收入予以終止。

(ii) 費用收入

費用收入於提供相應服務時確認，惟倘收取該費用為彌補向客戶提供持續服務之成本或須為客戶承擔風險或該費用屬利息性質則除外。在此等情況下，該費用於產生成本或風險之會計期間確認為收入或入賬列作利息收入。

(iii) 出售經收回資產

出售收益或虧損於經收回資產之買方已接收貨品及擁有權之相關風險及回報時確認。

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(F) REVENUE RECOGNITION (CONT'D)

(iv) Rental income from operating leases

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

(G) SUBSIDIARIES

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered. An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flow and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

(H) FINANCIAL INSTRUMENTS

(i) Initial recognition

The Group classifies its financial instruments into different categories at inception, depending on the purpose for which the assets were acquired or the liabilities were incurred. The categories are: loans and receivables and other financial liabilities.

2 重大會計政策(續)

(F) 收益確認(續)

(iv) 經營租賃之租金收入

經營租賃項下之應收租金收入乃於租賃期涵蓋之期間內以等額分期方式於損益確認，惟倘有其他基準更能代表使用租賃資產所得利益之模式則除外。授出之租賃優惠於損益確認為應收淨租賃付款總額之組成部分。或然租金於所賺取之會計期間確認為收入。

(G) 附屬公司

附屬公司為由本集團控制之實體。當本集團因參與實體業務而對可變回報承擔風險或享有權利，且有能力透過其對實體之權力影響該等回報時，則本集團對該實體擁有控制權。當評估本集團是否擁有控制權時，僅實質權利(由本集團及其他人士持有)方予考慮。於一間附屬公司之投資自控制開始當日計入綜合財務報表，直至控制結束當日為止。集團內結餘、交易及現金流量以及集團內交易所產生之任何未變現溢利於編製綜合財務報表時悉數對銷。集團內交易所產生之未變現虧損之對銷方法與未變現收益相同，惟僅以無減值證據者為限。

(H) 金融工具

(i) 初始確認

本集團根據於初始期購入資產或產生負債時之原定用途，以分類其金融工具。種類包括貸款及應收款項和其他金融負債。

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(H) FINANCIAL INSTRUMENTS (CONT'D)

(i) Initial recognition (Cont'd)

Financial instruments are measured initially at fair value, which normally will be equal to the transaction price plus transaction costs that are directly attributable to the acquisition of the financial asset or issuance of the financial liability.

The Group recognises financial assets and financial liabilities on the date it becomes a party to the contractual provisions of the instrument. Other financial assets and financial liabilities are recognised using settlement date accounting.

(ii) Classification

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market, other than (1) those that the Group intends to sell immediately or in the near term, which are classified as held for trading; (2) those that the Group, upon initial recognition, designates as at fair value through profit or loss or as available-for-sale; or (3) those where the Group may not recover substantially all of its initial investment, other than because of credit deterioration, which will be classified as available-for-sale. Loans and receivables mainly comprise pawn loans, mortgages and unsecured loans. Pawn loans are loans provided whereby personal property such as gold, jewellery and diamonds, watches and consumer electronic products are used as collateral for the security of the loans. Mortgages are loans secured by real estates and unsecured loans are loans without collateral.

Loans and receivables are carried at amortised cost using the effective interest method, less impairment losses, if any (see note 2(k)).

Other financial liabilities

Financial liabilities are measured at amortised cost using the effective interest method.

2 重大會計政策(續)

(H) 金融工具(續)

(i) 初始確認(續)

金融工具最初以公平值計量，而公平值通常與交易價格相同。公平值亦包括直接歸屬於購入之金融資產或發行金融負債而直接應佔之交易成本。

本集團在成為工具合約條文其中一方當日確認金融資產及金融負債。其他金融資產及金融負債採用結算日會計法予以確認。

(ii) 分類

貸款及應收款項

貸款及應收款項指具有固定或可確定付款金額但沒有活躍市場報價之非衍生金融資產，但不包括(1)本集團有計劃立即或於短期內出售而被分類為持作交易用途者；(2)本集團於初始確認時指定為通過損益按公平值列賬或可供出售者；或(3)本集團可能無法收回其絕大部分初始投資(因信貸情況惡化而無法收回者除外)而將分類為可供出售者。貸款及應收款項主要包括典當貸款、按揭抵押及無抵押貸款。典當貸款為以個人財產(例如黃金、珠寶及鑽石、手錶及消費電子產品)為抵押品用作擔保的貸款。按揭抵押指以房地產擔保之貸款，而無抵押貸款則指無抵押品之貸款。

貸款及應收款項採用實際利息法按攤銷成本扣除減值虧損(如有)列賬(見附註2(k))。

其他金融負債

金融負債採用實際利息法按攤銷成本計量。

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(H) FINANCIAL INSTRUMENTS (CONT'D)

(iii) Derecognition

A financial asset is derecognised when the contractual rights to receive the cash flows from the financial asset expire, or where the financial asset together with substantially all the risks and rewards of ownership, have been transferred.

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expired.

(I) LEASED ASSETS

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

(i) Assets acquired under finance leases

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets are included in property, plant and equipment and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. Depreciation is provided at rates which write off the cost of the assets over the term of the relevant lease or, where it is likely the Group will obtain ownership of the asset, the life of the asset, as set out in note 2(j). Impairment losses are accounted for in accordance with the accounting policy as set out in note 2(k). Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

2 重大會計政策(續)

(H) 金融工具(續)

(iii) 終止確認

當從金融資產收取現金流之合約權利屆滿，或倘金融資產連同擁有權之絕大部份風險及回報已轉移，金融資產即終止確認。

當合約所訂明之責任獲解除、註銷或屆滿，金融負債即終止確認。

(I) 租賃資產

倘本集團釐定安排附帶權利於協定期間使用一項或多項特定資產以換取付款或一系列付款，則該項安排(包括一項交易或一系列交易)屬於或包含租賃。有關釐定乃按對安排本質之評估進行，而不論該項安排是否具有租賃之法律形式。

(i) 根據融資租賃購入之資產

倘本集團根據融資租賃取得資產使用權，租賃資產公平值或(倘屬較低金額)有關資產之最低租金款項現值會計入物業、廠房及設備，而相關負債(扣除融資費用)列作融資租賃項下之責任。折舊乃按於有關租賃年期撇銷資產成本之比率計提撥備，或倘本集團很可能將取得資產之擁有權， 則按附註2(j)所述以資產年期計提。減值虧損按附註2(k)所載之會計政策入賬。租賃付款所含融資費用於租賃期間自損益中扣除，以於各會計期間就責任尚餘金額以近乎定期之比率扣除。或然租金於其產生之會計期間自損益扣除。

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(I) LEASED ASSETS (CONT'D)

(ii) Operating lease charges

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

(J) PROPERTY, PLANT AND EQUIPMENT AND DEPRECIATION

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment loss, if any (see note 2(k)). Depreciation is calculated on a straight-line basis to write off the cost of property, plant and equipment over their estimated useful lives as follows:

– Leasehold improvements	Over the shorter of the unexpired term of lease or 5 years
– Furniture and fixtures	5 years
– Motor vehicles	5 years

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

2 重大會計政策(續)

(I) 租賃資產(續)

(ii) 經營租賃開支

倘本集團擁有根據經營租賃持有資產之使用權，根據租賃作出之付款乃於租賃年期所涵蓋之會計期間內按等額於損益扣除，惟倘有更能代表從租賃資產所得之利益模式之其他基準除外。已收取之租賃獎勵乃於損益確認為已支付淨租金總額之不可或缺部分。

(J) 物業、廠房及設備以及折舊

物業、廠房及設備乃按成本減累計折舊及任何減值虧損(倘有)列賬(見附註2(k))。折舊採用直線法按其以下估計使用年期撇銷物業、廠房及設備成本計算：

– 租賃物業裝修	未屆滿租賃年期或5年(以較短者為準)
– 傢具及裝置	5年
– 汽車	5年

來自物業、廠房及設備項目之報廢或出售而產生之收益或虧損乃釐定為出售所得款項淨額與該項目賬面值之差額，並於報廢或出售日期於損益內確認。

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(K) IMPAIRMENT OF ASSETS

(i) Financial assets

The carrying amounts of the Group's assets are reviewed at each reporting date to determine whether there is objective evidence of impairment. Objective evidence that financial assets are impaired includes observable data that comes to the attention of the Group about one or more of the following loss events which has an impact on the future cash flows on the assets that can be estimated reliably:

- significant financial difficulty of the issuer or borrower;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the borrower will enter bankruptcy or other financial reorganisation; and
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the borrower.

If any such evidence exists, the carrying amount is reduced to the estimated recoverable amount by means of a charge to profit or loss.

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

2 重大會計政策(續)

(K) 資產減值

(i) 金融資產

本集團之資產賬面值於各報告日期予以檢討，以釐定是否存在客觀減值證據。金融資產出現減值之客觀證據包括本集團就以下一項或多項虧損事件(對能夠可靠估計之資產之未來現金流量產生影響)獲悉之可觀察數據：

- 發行人或借款人出現嚴重財務困難；
- 違反合約，例如不支付或拖欠未付利息或本金還款；
- 借款人有可能將會破產或進行其他財務重組；及
- 於技術、市場、經濟或法律環境出現對借款人有不利影響之重大變動。

倘存在任何該等證據，則賬面值將透過於損益扣除之方式撇減至估計可收回數額。

減值虧損從相應資產中直接撇銷，惟若對收回之可能性被視為有疑問但未至於可能性極低之貸款及應收款項(按攤銷成本計量)而確認之減值虧損例外。在此情況下，減值虧損採用撥備賬入賬。倘本集團信納收回之可能性極低，則被視為無法收回之金額將從貸款及應收款項中直接撇銷，而於撥備賬中有關該借款人之任何金額乃撥回。先前於撥備賬中扣除並於其後收回之款項自撥備賬撥回。撥備賬之其他變動及其後收回先前直接撇銷之款項於損益確認。

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(K) IMPAIRMENT OF ASSETS (CONT'D)

(i) Financial assets (Cont'd)

Loans and receivables

Impairment losses on loans and receivables are measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets). Receivables with a short duration are not discounted if the effect of discounting is immaterial.

The total allowance for impairment losses consists of two components: individual impairment allowances, and collective impairment allowances. The Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, and collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognised are not included in a collective assessment of impairment. Assets that are not individually significant are collectively assessed for impairment by grouping together financial assets with similar risk characteristics.

The individual impairment allowance is based upon management's best estimate of the present value of cash flows which are expected to be received discounted at the original effective interest rate. In estimating these cash flows, management make judgements about the borrower's financial situation and the net realisable value of any underlying collateral or guarantees in favour of the Group. Each impaired asset is assessed on its merits.

2 重大會計政策(續)

(K) 資產減值(續)

(i) 金融資產(續)

貸款及應收款項

貸款及應收款項之減值虧損乃以資產賬面值與以資產之初始實際利率(即在初始確認該等資產時計算之實際利率)貼現估計未來現金流量之現值之間之差額計量。倘貼現並無重大影響，則短期應收款項不予貼現。

減值虧損撥備總額包括兩部分：個別減值撥備及整體減值撥備。本集團首先評估客觀減值證據是否個別存在於個別重大之金融資產，及是否整體存在於並非個別重大之金融資產。倘本集團釐定並無客觀減值證據存在於個別經評估金融資產(無論重大與否)，則會將具有類似信貸風險特性之金融資產歸類，並以整體方式評估減值。已個別評估減值且減值虧損現已確認或持續確認之資產不包括於整體評估減值內。並非個別重大之資產透過與具有類似風險特性之金融資產歸類而以整體方式評估減值。

個別減值撥備乃根據管理層按原本實際利率貼現而預期收取之現金流量現值之最佳估計計算。在估計此等現金流量時，管理層對借款人之財務狀況以及任何以本集團為受益人之相關抵押品或擔保之可變現價值淨額進行判斷。各減值資產乃根據其自身優點進行評估。

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(K) IMPAIRMENT OF ASSETS (CONT'D)

(i) Financial assets (Cont'd)

Loans and receivables (Cont'd)

In assessing the need for collective impairment allowances, management uses statistical modelling and considers historical trends of factors such as credit quality, portfolio size, concentrations, and economic factors. In order to estimate the required allowance, the Group makes assumptions both to define the way the Group models inherent losses and to determine the required input parameters, based on historical experience and current economic conditions.

Where there is no reasonable prospect of recovery, the loan and the related interest receivables are written off.

(ii) Other assets

Internal and external sources of information are reviewed at each reporting date to identify indications that other assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased.

If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount.

– Calculation of recoverable amount

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

2 重大會計政策(續)

(K) 資產減值(續)

(i) 金融資產(續)

貸款及應收款項(續)

於評估是否需要作出整體減值撥備時，管理層使用統計模擬方式，並考慮多項因素之過往趨勢，例如信貸質素、組合規模、集中程度及經濟因素。為估計所需撥備，本集團將根據過往經驗及目前經濟狀況作出假設，以確定本集團模擬潛在虧損之方式及釐定所需之輸入變數。

倘再無合理機會收回時，則貸款及應收相關利息予以撇銷。

(ii) 其他資產

來自內部及外界來源之資料均會於各報告日期予以審閱，以確定是否有跡象顯示其他資產可能減值或先前已確認之減值虧損不復存在或可能已減少。

倘存在任何該等跡象，則估計該資產之可收回金額。當資產之賬面值超過其可收回金額時，確認減值虧損。

– 可收回金額之計算

資產可收回金額乃其售價淨額與使用價值兩者中之較高者。在評估使用價值時，會按反映當時市場對貨幣時間價值及資產之特定風險而評估之稅前貼現率，將估計未來現金流量折現至其現值。倘資產並無產生大致獨立於其他資產之現金流入，則以能獨立產生現金流入之最小資產組別(即現金產生單位)釐定可收回金額。

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(K) IMPAIRMENT OF ASSETS (CONT'D)

(ii) Other assets (Cont'd)

– Recognition of impairment losses

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount.

– Reversals of impairment losses

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

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

(L) REPOSSESSED ASSETS

In the recovery of impaired loan receivables granted under the Pawnbrokers Ordinance (Chapter 166 of the laws of Hong Kong), the Group takes possession of the collateral assets from the customers. This possession takes place once a loan becomes overdue, subject to a grace period granted at the discretion of the Group in certain cases.

Repossessed assets are initially recognised at the amortised cost of the related outstanding loans on the date of repossession, which is generally below the net realisable value of the repossessed assets. Upon repossession of the assets, the related loans and advances together with the related impairment allowances, if any, are derecognised from the statement of financial position. Subsequently, repossessed assets are carried at the lower of the amount initially recognised or net realisable value and are therefore written down if and when the net realisable value falls to below the carrying amount of the asset. The excess/shortfall of the net proceeds over the carrying amount of the repossessed assets is recognised as a gain/loss upon the disposal of the assets.

2 重大會計政策(續)

(K) 資產減值(續)

(ii) 其他資產(續)

– 確認減值虧損

當資產之賬面值或其所屬之現金產生單位超過其可收回金額時，於損益確認減值虧損。

– 撥回減值虧損

倘用來釐定可收回金額之估計發生有利變化，則撥回減值虧損。

撥回之減值虧損以於過往年度倘並未確認減值虧損而原應釐定之資產賬面值為限。撥回之減值虧損於確認撥回之年度計入全面收入表。

(L) 經收回資產

在收回根據香港法例第166章當押商條例發放之已減值應收貸款時，本集團管有客戶提供之抵押品資產。此項管有行動在貸款一旦逾期時作出，惟於若干情況下須受到由本集團酌情給予之寬限期所規限。

經收回資產最初按相關尚未償還貸款於收回日之攤銷成本確認，而該價值通常低於經收回資產之可變現價值淨額。於收回資產後，有關貸款及墊款連同相關減值撥備(如有)自財務狀況表終止確認。其後，經收回資產按最初確認款項或可變現價值淨額較低者入賬，並因此於倘及當可變現價值淨額低於資產賬面值時撇銷。出售資產後，所得款項淨額超逾／少於經收回資產賬面值之部份確認為收益／虧損。

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(M) INTEREST-BEARING BORROWINGS

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

(N) ACCRUALS AND OTHER PAYABLES

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

(O) CASH AND CASH EQUIVALENTS

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

(P) PROVISIONS AND CONTINGENT LIABILITIES

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

2 重大會計政策(續)

(M) 附息借款

附息借款最初按公平值減應佔交易成本確認。於初始確認後，附息借款乃按攤銷成本及初始確認金額與按借款期於損益內確認之贖回價值之間之任何差額(連同任何應付利息及費用)使用實際利息法列賬。

(N) 應計費用及其他應付款項

應計費用及其他應付款項最初按公平值確認，而其後則按攤銷成本列賬，除非貼現之影響並不重大，在該情況下則按成本列賬。

(O) 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、於銀行之活期存款，以及可隨時兑換為已知金額現金且承受之價值變動風險並不重大之短期、高流動性投資(在購入後三個月內到期)。按要求償還之銀行透支構成本集團現金管理不可或缺之一部分，於編製綜合現金流量表時亦計入現金及現金等價物部分。

(P) 撥備及或然負債

當本集團因過去事件須承擔法定或推定責任，而履行該責任很可能需要付出經濟利益及能可靠估計時，則就未確定時間或金額之負債確認撥備。倘貨幣之時間值重大，則撥備會以履行該等責任預期支出現值列賬。

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(P) PROVISIONS AND CONTINGENT LIABILITIES (CONT'D)

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

(Q) INCOME TAX

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

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

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

2 重大會計政策(續)

(P) 撥備及或然負債(續)

倘不大可能需要經濟利益流出，或其數額未能可靠估計，除非經濟利益流出之可能性極低，否則須披露該等責任為或然負債。其存在僅能以一宗或多宗未來事件之發生與否來確定之潛在責任，除非經濟利益流出之可能性極低，否則亦披露為或然負債。

(Q) 所得稅

年內所得稅包括即期稅項及遞延稅項資產與負債之變動。即期稅項及遞延稅項資產與負債之變動均於損益內確認，惟與業務合併或於其他全面收入或直接於權益內確認之項目有關者則除外，在此情況下有關稅項金額分別於其他全面收入或直接於權益內確認。

即期稅項為就年內應課稅收入採用於報告日期已生效或實質已生效之稅率計算之預期應付稅項，及就過往年度之應付稅項所作出之任何調整。

遞延稅項資產及負債分別自可扣稅及應課稅之暫時差額產生，即就財務報告而言資產及負債之賬面值與其稅基之間之差額。遞延稅項資產亦自未動用稅項虧損及未動用稅項抵免產生。

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(Q) INCOME TAX (CONT'D)

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

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

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the reporting date. Deferred tax assets and liabilities are not discounted.

2 重大會計政策(續)

(Q) 所得稅(續)

除若干有限之例外情況外，所有遞延稅項負債及所有遞延稅項資產(以未來很可能有應課稅溢利致使可動用該等資產作抵扣為限)均會予以確認。可支持確認自可扣稅暫時差額所產生之遞延稅項資產之未來應課稅溢利包括因撥回現有應課稅暫時差額而產生之金額；惟此等差額與同一稅務機關及同一應課稅實體有關，並預期在可扣稅暫時差額預計撥回之同一期間或遞延稅項資產所產生稅項虧損可承後或承前結轉之期間內撥回。在釐定現有應課稅暫時差額是否支持確認自未動用稅項虧損及抵免產生之遞延稅項資產時，採用同一準則，即該等差額若與同一稅務機關及同一應課稅實體有關，並預期在稅項虧損或抵免可動用之期間內撥回，則予以考慮。

確認遞延稅項資產及負債之少數例外情況為源自不可扣稅之商譽暫時差額、初步確認不影響會計或應課稅溢利(惟並非業務合併之其中部分)之資產或負債，以及有關投資於附屬公司之暫時差額，而倘屬應課稅差額，則以本集團可控制撥回時間，且於可見將來不會撥回差額為限，或倘屬可扣稅差額，則除非有關差額將於日後撥回為限。

已確認之遞延稅項金額按照資產與負債賬面值之預期變現或清償方式，使用報告日期已生效或實質已生效之稅率計算。遞延稅項資產與負債均不作貼現。

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(Q) INCOME TAX (CONT'D)

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

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

- In the case of current tax assets and liabilities, the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- In the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
- The same taxable entity; or
- Different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(R) EMPLOYEE BENEFITS

(i) Short term employee benefits

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

2 重大會計政策(續)

(Q) 所得稅(續)

各報告期末均會檢討遞延稅項資產之賬面值，並於再無足夠應課稅溢利以動用有關稅項權益時作出削減。如可能出現足夠應課稅溢利，則任何有關削減將予以撥回。

即期稅項結餘及遞延稅項結餘以及有關變動均獨立呈列，及不予抵銷。倘本集團具備可依法強制執行之權力將即期稅項資產與即期稅項負債抵銷，且符合以下額外條件，則即期稅項資產與即期稅項負債抵銷，而遞延稅項資產則與遞延稅項負債抵銷：

- 就即期稅項資產及負債而言，本集團擬按淨值基準結算或同時變現資產及清償負債；或
- 就遞延稅項資產及負債而言，倘與相同稅務機構就下列其中一項所徵收之所得稅有關：
- 同一應課稅實體；或
- 不同應課稅實體，該等實體計劃於日後各個預期清償或收回重大遞延稅項負債或資產之期間內，按淨值基準變現即期稅項資產及清償即期稅項負債或同時變現該資產及清償該負債。

(R) 僱員福利

(i) 短期僱員福利

薪金、年度花紅、有薪年假及非貨幣利益之成本乃於僱員提供相關服務之年度內應計。倘延期付款或結算而影響屬重大，則該等金額乃按其現值列賬。

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(R) EMPLOYEE BENEFITS (CONT'D)

(ii) Retirement benefits

Retirement benefits are provided by the Group under the Mandatory Provident Fund Scheme as defined contribution schemes. The employer's monthly contributions to the scheme are at a maximum of 5% of each employee's monthly salary, subject to a cap of monthly relevant income of $30,000.

The cost of all these schemes is charged to profit or loss of the Group for the year concerned and the assets of all these schemes are held separately from those of the Group.

(iii) Long service payments

Certain of the Group's employees have completed the required number of years of service to the Group in order to be eligible for long service payments under the Hong Kong Employment Ordinance in the event of the termination of their employment. The Group is liable to make such payments in the event that such a termination of employment meets the circumstances specified in the Employment Ordinance.

A provision is recognised in respect of probable future long service payments based on the best estimate of the probable future outflow of resources which have been earned by the employees from their service to the Group at the reporting date.

(S) RELATED PARTIES

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

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

(ii) has significant influence over the Group; or

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

2 重大會計政策(續)

(R) 僱員福利(續)

(ii) 退休福利

本集團根據強制性公積金計劃提供退休福利作為定額供款計劃。僱員每月向計劃供款最多為各僱員月薪之5%，以每月相關收入30,000元為上限。

所有該等計劃之成本於本集團相關年度之損益內扣除，而所有該等計劃之資產與本集團之資產分開持有。

(iii) 長期服務金

本集團若干僱員在本集團已工作滿所需服務年期，根據香港僱傭條例於終止受聘時合資格獲取長期服務金。倘終止聘用符合僱傭條例所規定之情況，本集團有責任支付該等服務金。

本集團已就可能產生之未來長期服務金款項，按照可能於未來流出之資源(僱員於報告日於本集團服務所賺取)之最佳估計確認撥備。

(S) 關連方

(a) 倘符合以下情況，即該名人士或該名人士之近親家庭成員與本集團有關聯：

(i) 控制或共同控制本集團；

(ii) 對本集團有重大影響力；或

(iii) 為本集團或本集團母公司主要管理層成員。

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(S) RELATED PARTIES (CONT'D)

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

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

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

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

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

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

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

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

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

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

2 重大會計政策(續)

(S) 關連方(續)

(b) 倘符合下列任何條件，即該實體與本集團有關聯：

(i) 該實體與本集團屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關聯)。

(ii) 一實體為另一實體之聯營公司或合營企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)。

(iii) 實體均為同一第三方之合營企業。

(iv) 一實體為第三方實體之合營企業而另一實體則為該第三方實體之聯營公司。

(v) 實體為本集團或與本集團有關聯之實體就僱員福利設立之離職後僱員福利計劃。

(vi) 實體受(a)所識別人士控制或共同控制。

(vii) (a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體之母公司)之主要管理層成員。

(viii) 實體或屬實體其中一部分之集團任何成員公司向本集團或本集團母公司提供主要管理人員服務。

某名人士之近親家庭成員指彼等與該實體交易時預期可影響該名人士或受該名人士影響之家庭成員。

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(T) SEGMENT REPORTING

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

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

2 重大會計政策(續)

(T) 分部報告

財務報表中所報告之營運分部及各分部項目之金額乃自定期向本集團最高行政管理層提供以分配資源予本集團各業務及地域並評估其表現之財務報表中識別。

就財務報告而言，除非分部具備相似之經濟特徵並在產品及服務性質、生產工序性質、客戶類別類型、分銷產品或提供服務所用方法及監管環境之性質相似，否則個別重大營運分部不會進行合算。非個別重大之營運分部如果符合上述大部分標準，則可進行合算。

3 REVENUE

The principal activities of the Group are the granting of pawn loans and mortgage loans in Hong Kong.

Revenue represents interest income earned on pawn loans and mortgage loans, and results on disposal of repossessed assets. The amount of each nature of business of revenue recognised in revenue during the year are as follows:

3 收益

本集團主要業務為在香港發放典當貸款及按揭抵押貸款。

收益指典當貸款及按揭抵押貸款所賺取之利息收入，以及出售經收回資產之業績。年內，按各業務性質確認之收益金額如下：

		2017 **二零一七年** **$'000** **千元**	2016 二零一六年 $'000 千元
Revenue from pawn loan business	典當貸款業務之收益		
– Interest earned on loan receivables	– 應收貸款所賺取之利息	**61,808**	61,877
– Disposal of repossessed assets	– 出售經收回資產	**4,801**	(814)
Total revenue from pawn loan business	典當貸款業務之總收益	**66,609**	61,063
Revenue from mortgage loan business	按揭抵押貸款業務之收益		
– Interest earned on loan receivables	– 應收貸款所賺取之利息	**148,541**	125,595
Total	總計	**215,150**	186,658

3 REVENUE (CONT'D)

Cost of repossessed assets disposed for the year ended 28 February 2017 amounted to $50.9 million (29 February 2016: $59.8 million).

The Group's customer base is diversified and includes only one customer (29 February 2016: one customer) with whom transactions have exceeded 10% of the Group's revenues. During the year ended 28 February 2017, revenues from interest earned on mortgage loan receivables from this customer, including interest earned from entities which are known to the Group to be under common control with this customer, amounted to approximately $37.2 million (29 February 2016: $32.5 million).

3 收益(續)

截至二零一七年二月二十八日止年度，已出售經收回資產之成本為50,900,000元(二零一六年二月二十九日： 59,800,000元)。

本集團之客戶基礎多元化，且只有一名客戶(二零一六年二月二十九日：一名客戶)與本集團進行超逾本集團收益10%之交易。於截至二零一七年二月二十八日止年度，來自應收此名客戶按揭抵押貸款所賺取之利息之收益(包括來自本集團已知與此名客戶受共同控制之實體之利息收入)約為37,200,000元(二零一六年二月二十九日：32,500,000元)。

4 SEGMENT REPORTING

The Group has one reportable segment, which is the provision of secured financing business in Hong Kong, including pawn loans and mortgage loans. Therefore, no additional reportable segment and geographical information have been presented.

4 分部報告

本集團有一項可呈報分部，即於香港提供有抵押融資業務，包括典當貸款及按揭抵押貸款。因此，概無呈列額外可呈報分部及地區資料。

5 OTHER REVENUE AND OTHER NET LOSS

5 其他收益及其他虧損淨額

		2017 **二零一七年** **$'000** **千元**	2016 二零一六年 $'000 千元
Other revenue	**其他收益**		
Rental income	租金收入	**1,080**	1,292
Interest earned on unsecured loans	無抵押貸款所賺取之利息	**84**	248
Credit related fee income	信貸相關費用收入	**2,483**	2,846
Bank interest income	銀行利息收入	**1**	1
Others	其他	**412**	274
		4,060	4,661
Other net loss	**其他虧損淨額**		
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損淨額	**–**	(2)

6 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging:

6 除稅前溢利

除稅前溢利乃經扣除以下各項後達致：

		2017 二零一七年 $'000 千元	2016 二零一六年 $'000 千元
(a) Finance costs	**(a) 融資成本**		
Finance charges on obligations under finance leases	融資租賃承擔之融資費用	**21**	29
Interest on loans from the ultimate holding company	最終控股公司之貸款利息	**5,764**	4,980
Interest on bank loans and overdrafts	銀行貸款及透支利息	**1,214**	5,344
Interest on other loans	其他貸款利息	**19,219**	6,537
Interest on debt securities issued	已發行債務證券之利息	**7,915**	5,769
		34,133	22,659
(b) Staff costs	**(b) 員工成本**		
Salaries and other benefits	薪金及其他福利	**18,090**	17,297
Directors' remuneration (note 9)	董事酬金(附註9)	**8,425**	7,471
Contributions to defined contribution scheme	定額供款計劃之供款	**575**	505
Charge for provision for long service payment	扣除長期服務金撥備	**108**	196
		27,198	25,469
(c) Other operating expenses	**(c) 其他經營開支**		
Premises and equipment expenses excluding depreciation:	不包括折舊之物業及設備開支：		
– rental of premises	– 物業租金	**11,906**	11,385
– maintenance, repairs and others	– 保養、維修及其他	**993**	1,369
		12,899	12,754
Auditors' remuneration	核數師酬金	**1,111**	1,020
Depreciation (note 12)	折舊(附註12)	**534**	488
Advertising expenses	廣告開支	**11,603**	9,865
Legal and professional fees	法律及專業費用	**2,170**	2,918
Others	其他	**5,548**	6,285
		20,966	20,576
		61,063	58,799

7 IMPAIRMENT LOSSES ON LOAN RECEIVABLES 7 應收貸款之減值虧損

		2017 二零一七年 $'000 千元	2016 二零一六年 $'000 千元
Impairment losses on loan receivables	應收貸款之減值虧損		
– Individual impairment losses charged/(released) to profit or loss (note 13(a))	– 於損益扣除／(撥回)之個別減值虧損(附註13(a))	**996**	(38)
– Collective impairment losses (released)/charged to profit or loss (note 13(a))	– 於損益(撥回)／扣除之整體減值虧損(附註13(a))	**(496)**	529
		500	491

8 INCOME TAX IN THE CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 8 於綜合全面收入表之所得稅

(A) TAXATION IN THE CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME REPRESENTS: (A) 於綜合全面收入表之稅項指：

		2017 二零一七年 $'000 千元	2016 二零一六年 $'000 千元
Current tax – Hong Kong Profits Tax	**即期稅項 – 香港利得稅**		
Provision for the year (note 23(a))	年度撥備(附註23(a))	**20,157**	18,017
Under-provision in respect of prior years	過往年度撥備不足	**6**	35
		20,163	18,052
Deferred tax	**遞延稅項**		
Origination and reversal of temporary differences (note 23(b))	產生及轉回暫時性差額(附註23(b))	**121**	(50)
Tax expense	稅項開支	**20,284**	18,002

8 INCOME TAX IN THE CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (CONT'D)

8 於綜合全面收入表之所得稅(續)

(A) TAXATION IN THE CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME REPRESENTS: (CONT'D)

The provision for Hong Kong Profits Tax for 2017 is calculated at 16.5% (2016: 16.5%) of the estimated assessable profits for the year, taking into account a reduction granted by the Hong Kong SAR Government of 75% of the tax payable for the year of assessment 2016-17 subject to a maximum reduction of $20,000 for each business (2016: a maximum reduction of $20,000 was granted for the year of assessment 2015-16 and was taken into account in calculating the provision for 2016).

(A) 於綜合全面收入表之稅項指：(續)

二零一七年香港利得稅撥備乃按照年內估計應課稅溢利之16.5%(二零一六年：16.5%)計算。以上撥備已考慮香港特別行政區政府於2016-17課稅年度給予每一業務寬減應付稅款的75%，以20,000元為上限(二零一六年：以20,000元為上限之寬減已給予2015-16課稅年度並已計算在二零一六年應付稅項內)。

(B) RECONCILIATION BETWEEN TAX EXPENSE AND ACCOUNTING PROFIT AT APPLICABLE TAX RATES:

(B) 按適用稅率計算之稅項開支與會計溢利對賬如下：

		2017 **二零一七年** **$'000** **千元**	2016 二零一六年 $'000 千元
Profit before taxation	除稅前溢利	**123,514**	109,368
Notional tax on profit before taxation, calculated at Hong Kong profit tax rate of 16.5%	除稅前溢利之名義稅項(按香港利得稅率16.5%計算)	**20,380**	18,045
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	**28**	36
Statutory tax concession	法定稅務減免	**(130)**	(114)
Under-provision in prior years	過往年度撥備不足	**6**	35
Actual tax expense	實際稅項開支	**20,284**	18,002

9 DIRECTORS' REMUNERATION

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

9 董事酬金

董事酬金根據香港公司條例第383(1)條及公司(披露董事利益資料)規例第2部披露如下：

YEAR ENDED 28 FEBRUARY 2017 **截至二零一七年二月二十八日止年度**

		Directors' fees 董事酬金 $'000 千元	Salaries, allowances and benefits in kind 薪金、津貼及實物利益 $'000 千元	Discretionary bonuses 酌情花紅 $'000 千元	Contributions to Mandatory Provident Fund 強制性公積金供款 $'000 千元	Total 總計 $'000 千元
Executive directors	**執行董事**					
Chan Kai Ho, Edward	陳啟豪	–	1,492	4,500	18	6,010
Chan Ying Yu	陳英瑜	–	466	–	18	484
Chan Chart Man	陳策文	–	420	–	–	420
Chan Mei Fong	陳美芳	–	773	–	18	791
Non-executive director	**非執行董事**					
Chan Kai Kow, Macksion	陳啟球	180	–	–	–	180
Independent non-executive directors	**獨立非執行董事**					
Chan Wing Lee	陳永利	180	–	–	–	180
Leung Shiu Ki	梁兆棋	180	–	–	–	180
Yip Ngai	葉毅	180	–	–	–	180
Total	總計	720	3,151	4,500	54	8,425

9 DIRECTORS' REMUNERATION (CONT'D)

9 董事酬金(續)

YEAR ENDED 29 FEBRUARY 2016

截至二零一六年二月二十九日止年度

		Directors' fees 董事酬金 $'000 千元	Salaries, allowances and benefits in kind 薪金、津貼及實物利益 $'000 千元	Discretionary bonuses 酌情花紅 $'000 千元	Contributions to Mandatory Provident Fund 強制性公積金供款 $'000 千元	Total 總計 $'000 千元
Executive directors	**執行董事**					
Chan Kai Ho, Edward	陳啟豪	–	1,311	4,000	18	5,329
Chan Ying Yu	陳英瑜	–	381	–	16	397
Chan Chart Man	陳策文	–	381	–	–	381
Chan Mei Fong	陳美芳	–	676	–	18	694
Non-executive director	**非執行董事**					
Chan Kai Kow, Macksion	陳啟球	168	–	–	–	168
Independent non-executive directors	**獨立非執行董事**					
Chan Wing Lee	陳永利	168	–	–	–	168
Leung Shiu Ki	梁兆棋	167	–	–	–	167
Yip Ngai	葉毅	167	–	–	–	167
Total	總計	670	2,749	4,000	52	7,471

No directors waived or agreed to waive any remuneration during the year (2016: Nil).

During the year, there were no amounts paid or payable by the Group to the directors or any of the five highest paid individuals as set out in note 10 below as an inducement to join or upon joining the Group or as compensation for loss of office (2016: Nil).

於年內，概無董事放棄或同意放棄任何酬金(二零一六年：無)。

於年內，本集團並無支付或應付予董事或下文附註10所載任何五名最高薪酬人士款項，以作為吸引彼等加盟或加盟本集團後之獎勵或作為離職補償(二零一六年：無)。

10 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, two (2016: two) are directors whose emoluments are disclosed in note 9. The aggregate of the emoluments in respect of the remaining three (2016: three) are as follows:

10 最高薪酬人士

五名最高薪酬人士中有兩名(二零一六年：兩名)為董事，彼等之薪酬於附註9披露。餘下三名人士(二零一六年：三名)之薪酬總額如下：

		2017 **二零一七年** **$'000** **千元**	2016 二零一六年 $'000 千元
Salaries and other emoluments	薪金及其他薪酬	**2,125**	1,865
Discretionary bonuses	酌情花紅	**873**	875
Contributions to Mandatory Provident Fund	強制性公積金供款	**54**	52
		3,052	2,792

The emoluments of the three (2016: three) individuals with the highest emoluments are within the following bands:

該三名(二零一六年：三名)最高薪酬人士之薪酬在以下範圍內：

		2017 **二零一七年** **Number of individuals** **人數**	2016 二零一六年 Number of individuals 人數
$Nil – $1,000,000	零元至1,000,000元	**1**	2
$1,000,001 – $1,500,000	1,000,001元至1,500,000元	**2**	1

11 EARNINGS PER SHARE

BASIC EARNINGS PER SHARE

The calculation of basic earnings per share is based on the profit attributable to the equity shareholders of the Company for the year ended 28 February 2017 of $103,230,000 (29 February 2016: $91,366,000) and the weighted average number of 2,128,788,000 (29 February 2016: 2,096,612,000) ordinary shares of the Company in issue during the year calculated as follows:

11 每股盈利

每股基本盈利

每股基本盈利乃根據本公司權益股東應佔截至二零一七年二月二十八日止年度溢利103,230,000元(二零一六年二月二十九日：91,366,000元)，以及年內本公司已發行普通股加權平均數2,128,788,000股(二零一六年二月二十九日：2,096,612,000股)計算，載列如下：

Weighted average number of ordinary shares ***普通股加權平均數***

		2017 **二零一七年** **Number of shares** **股份數目** **'000** **千股**	2016 二零一六年 Number of shares 股份數目 '000 千股
Issued ordinary share at 1 March	於三月一日之已發行普通股	**2,120,000**	450,000
Effect of share issue under placing (note 24(c)(ii))	配售所發行股份之影響(附註24(c)(ii))	**–**	56,612
Effect of bonus issue (note 24(c)(iii))	紅股發行之影響(附註24(c)(iii))	**–**	1,590,000
Effect of scrip dividend issued (note 24(c)(iv))	以股代息股份發行之影響(附註24(c)(iv))	**8,788**	–
Weighted average number of ordinary shares at 28 February/29 February	於二月二十八日／二月二十九日之普通股加權平均數	**2,128,788**	2,096,612

No dilutive earnings per share is presented as there was no potential dilutive ordinary shares in issue during both years.

由於兩個年度均無潛在攤薄已發行普通股，故並無呈列每股攤薄盈利。

12 PROPERTY, PLANT AND EQUIPMENT 12 物業、廠房及設備

(A) PROPERTY, PLANT AND EQUIPMENT (A) 物業、廠房及設備

		Leasehold improvements 租賃物業裝修 $'000 千元	Furniture and fixtures 家具及裝置 $'000 千元	Motor vehicles 汽車 $'000 千元	Total 總計 $'000 千元
Cost:	**成本：**				
At 1 March 2015	於二零一五年三月一日	4,116	2,833	1,756	8,705
Additions	添置	38	62	–	100
Disposal	出售	(374)	(152)	–	(526)
At 29 February 2016	於二零一六年二月二十九日	3,780	2,743	1,756	8,279
Accumulated depreciation:	**累計折舊：**				
At 1 March 2015	於二零一五年三月一日	3,892	2,458	675	7,025
Charge for the year	年內支出	88	151	249	488
Written back on disposal	出售時撤回	(371)	(149)	–	(520)
At 29 February 2016	於二零一六年二月二十九日	3,609	2,460	924	6,993
Net book value:	**賬面淨值：**				
At 29 February 2016	於二零一六年二月二十九日	171	283	832	1,286

12 PROPERTY, PLANT AND EQUIPMENT

12 物業、廠房及設備

(A) PROPERTY, PLANT AND EQUIPMENT (CONT'D)

(A) 物業、廠房及設備(續)

		Leasehold improvements 租賃物業裝修 $'000 千元	Furniture and fixtures 家具及裝置 $'000 千元	Motor vehicles 汽車 $'000 千元	Total 總計 $'000 千元
Cost:	**成本：**				
At 1 March 2016	於二零一六年三月一日	3,780	2,743	1,756	8,279
Additions	添置	–	7	509	516
Disposal	出售	–	–	–	–
At 28 February 2017	於二零一七年二月二十八日	3,780	2,750	2,265	8,795
Accumulated depreciation:	**累計折舊：**				
At 1 March 2016	於二零一六年三月一日	3,609	2,460	924	6,993
Charge for the year	年內支出	87	128	319	534
Written back on disposal	出售時撇回	–	–	–	–
At 28 February 2017	於二零一七年二月二十八日	3,696	2,588	1,243	7,527
Net book value:	**賬面淨值：**				
At 28 February 2017	於二零一七年二月二十八日	84	162	1,022	1,268

(B) PROPERTY, PLANT AND EQUIPMENT HELD UNDER FINANCE LEASES

The Group leases motor vehicle under finance lease expiring until 2019. At the end of the lease term the Group has the option to purchase the leased vehicle at a price deemed to be a bargain purchase option. None of the lease includes contingent rentals.

(B) 根據融資租賃所持有之物業、廠房及設備

本集團根據二零一九年屆滿之融資租賃租賃汽車。於租賃期結束時，本集團有權按視為優惠之購買價購買租賃汽車。概無租賃包括或然租金。

13 LOAN RECEIVABLES 13 應收貸款

		2017 二零一七年 $'000 千元	2016 二零一六年 $'000 千元
Pawn loans	典當貸款	**143,140**	141,755
Mortgage loans	按揭抵押貸款	**1,151,053**	890,779
Unsecured loans	無抵押貸款	**–**	250
Gross loan receivables	應收貸款總額	**1,294,193**	1,032,784
Less: Impairment allowance (note 13(a))	減：減值撥備(附註13(a))		
– Individually assessed	– 個別評估	**(1,025)**	(29)
– Collectively assessed	– 整體評估	**(294)**	(790)
		(1,319)	(819)
		1,292,874	1,031,965
Current portion included under current assets	列於流動資產項下之即期部分	**(1,202,165)**	(957,129)
Amounts due after one year included under non current assets	列於非流動資產項下於一年後到期款項	**90,709**	74,836

(A) MOVEMENT IN IMPAIRMENT LOSSES (A) 減值虧損變動

		2017 二零一七年 Individual 個別 $'000 千元	Collective 整體 $'000 千元	Total 總計 $'000 千元	2016 二零一六年 Individual 個別 $'000 千元	Collective 整體 $'000 千元	Total 總計 $'000 千元
At 1 March	於三月一日	**29**	**790**	**819**	67	261	328
Impairment losses charged/ (released) to profit or loss (note 7)	於損益扣除／(撥回)之減值虧損(附註7)	**996**	**(496)**	**500**	(38)	529	491
At 28 February/ 29 February	於二月二十八日／二月二十九日	**1,025**	**294**	**1,319**	29	790	819

13 LOAN RECEIVABLES (CONT'D)

(B) AGEING ANALYSIS

Ageing analysis is prepared based on contractual due date.

13 應收貸款(續)

(B) 賬齡分析

賬齡分析乃基於合約到期日編製。

		Pawn loans 典當貸款 $'000 千元	Mortgages 按揭抵押 $'000 千元	Unsecured loans 無抵押貸款 $'000 千元	Total 總計 $'000 千元
28 February 2017	**二零一七年二月二十八日**				
Neither past due nor impaired	概無逾期或減值	**136,378**	**1,065,246**	**–**	**1,201,624**
Less than 1 month past due	逾期少於1個月	**6,081**	**36,873**	**–**	**42,954**
1 to less than 3 months past due	逾期1個月至少於3個月	**601**	**17,934**	**–**	**18,535**
3 to less than 6 months past due	逾期3個月至少於6個月	**80**	**–**	**–**	**80**
6 months to 1 year past due	逾期6個月至1年	**–**	**10,000**	**–**	**10,000**
Over 1 year past due	逾期1年以上	**–**	**21,000**	**–**	**21,000**
		143,140	**1,151,053**	**–**	**1,294,193**
29 February 2016	**二零一六年二月二十九日**				
Neither past due nor impaired	概無逾期或減值	138,989	787,875	250	927,114
Less than 1 month past due	逾期少於1個月	2,244	97,069	–	99,313
1 to less than 3 months past due	逾期1個月至少於3個月	522	5,835	–	6,357
		141,755	890,779	250	1,032,784

Of these mortgage loans which have been past due for one month or above, expect for one mortgage loan amounted to $1.5 million which an individually assessed impairment loss had been recognised, the respective valuations of the collaterals can fully cover the outstanding balances and the related interest receivables (see note 14(b)) of these loans as at 28 February 2017. In respect of the mortgage loans which have been past due for less than 1 month, the amounts mainly represent occasional delay in repayment and are not an indication of significant deterioration of credit quality of these mortgage loans.

該等逾期一個月或以上之按揭抵押貸款中，除一項為數1,500,000元之按揭抵押貸款已確認單獨評估之減值虧損外，於二零一七年二月二十八日，抵押品各自之估值足以悉數抵償該等貸款餘下之未償還結餘及有關應收利息(見附註14(b))。有關逾期少於1個月之按揭抵押貸款乃主要由於偶爾延遲還款所導致，並不表示此等按揭抵押貸款之信貸質素顯著惡化。

Mortgage loans of $38.4 million (29 February 2016: $70.0 million) which have been past due as at 28 February 2017 had been subsequently settled.

38,400,000元(二零一六年二月二十九日：70,000,000元)之按揭抵押貸款於二零一七年二月二十八日已逾期，並已於其後償付。

Further details on the Group's credit policy are set out in note 25(a).

有關本集團信貸政策之進一步詳情載於附註25(a)。

14 TRADE AND OTHER RECEIVABLES 14 貿易及其他應收款項

		2017 二零一七年 $'000 千元	2016 二零一六年 $'000 千元
Trade receivables (note 14(a))	貿易應收款項(附註14(a))	**1,055**	943
Interest receivables (note 14(b))	應收利息(附註14(b))	**21,959**	16,803
		23,014	17,746
Deposits and payments in advance	按金及預付款項	**11,524**	15,208
Others	其他	**102**	102
		34,640	33,056
Non-current portion of deposits and payments in advance included under non-current assets	列於非流動資產項下按金及預付款項之非即期部分	**(2,458)**	(5,770)
Amounts due within one year included under current assets	列於流動資產項下於一年內到期款項	**32,182**	27,286

Trade receivables are due within 60 days from the date of billing. All of the trade and other receivables are not impaired and expected to be recovered or recognised as expense within one year, apart from those included under non-current assets. Further details on the Group's credit policy are set out in note 25(a).

貿易應收款項自發票日期起計60天內到期。除計入非流動資產項下之貿易及其他應收款項外，所有貿易及其他應收款項均未減值，並預期於一年內收回或確認為開支。有關本集團信貸政策之進一步詳情載於附註25(a)。

(A) AGEING ANALYSIS OF TRADE RECEIVABLES

The ageing analysis of trade receivables that are neither individually nor collectively considered to be impaired is as follows:

(A) 貿易應收款項之賬齡分析

並無個別或整體被視為出現減值之貿易應收款項賬齡分析如下：

		2017 二零一七年 $'000 千元	2016 二零一六年 $'000 千元
Neither past due nor impaired	概無逾期或減值	**1,055**	390
Less than 1 month past due	逾期少於1個月	**–**	–
1 to less than 3 months past due	逾期1個月至少於3個月	**–**	–
3 to less than 6 months past due	逾期3個月至少於6個月	**–**	553
		1,055	943

14 TRADE AND OTHER RECEIVABLES (CONT'D)

(A) AGEING ANALYSIS OF TRADE RECEIVABLES (CONT'D)

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

Receivables that were past due but not impaired as at 29 February 2016 were related to two independent customers that have good track records with the Group and were fully settled subsequently.

(B) AGEING ANALYSIS OF INTEREST RECEIVABLES

The ageing analysis of interest receivables that are neither individually nor collectively considered to be impaired is as follows:

14 貿易及其他應收款項(續)

(A) 貿易應收款項之賬齡分析(續)

並無逾期或減值之應收款項與各類客戶有關，該等客戶並無近期違約記錄。

於二零一六年二月二十九日，已逾期但並無減值之應收款項與兩名與本集團有良好往績記錄之獨立客戶有關，並已於其後全數償付。

(B) 應收利息之賬齡分析

並無個別或整體被視為出現減值之應收利息賬齡分析如下：

		Pawn loans 典當貸款 $'000 千元	Mortgages 按揭抵押 $'000 千元	Unsecured loans 無抵押貸款 $'000 千元	Total 總計 $'000 千元
28 February 2017	**二零一七年二月二十八日**				
Neither past due nor impaired	概無逾期或減值	**9,415**	**4,899**	**–**	**14,314**
Less than 1 month past due	逾期少於1個月	**580**	**478**	**–**	**1,058**
1 to less than 3 months past due	逾期1個月至少於3個月	**105**	**359**	**–**	**464**
3 to less than 6 months past due	逾期3個月至少於6個月	**8**	**–**	**–**	**8**
6 months to 1 year past due	逾期6個月至1年	**–**	**2,127**	**–**	**2,127**
Over 1 year past due	逾期1年以上	**–**	**3,988**	**–**	**3,988**
		10,108	**11,851**	**–**	**21,959**
29 February 2016	**二零一六年二月二十九日**				
Neither past due nor impaired	概無逾期或減值	10,033	4,815	3	14,851
Less than 1 month past due	逾期少於1個月	393	1,361	–	1,754
1 to less than 3 months past due	逾期1個月至少於3個月	109	89	–	198
		10,535	6,265	3	16,803

15 CASH AND CASH EQUIVALENTS

15 現金及現金等價物

Cash and cash equivalents comprise:

現金及現金等價物包括：

		2017 二零一七年 $'000 千元	2016 二零一六年 $'000 千元
Cash in hand	手頭現金	**4,884**	4,870
Cash at banks	銀行現金	**22,566**	44,327
Cash and cash equivalents in the statements of financial position	於財務狀況表之現金及現金等價物	**27,450**	49,197
Bank overdrafts (note 16)	銀行透支(附註16)	**(5,410)**	(212)
Cash and cash equivalents in the consolidated cash flow statement	於綜合現金流量表之現金及現金等價物	**22,040**	48,985

16 BANK LOANS AND OVERDRAFTS

16 銀行貸款及透支

The details of the bank loans and overdrafts were as follows:

銀行貸款及透支詳情如下：

		2017 二零一七年 $'000 千元	2016 二零一六年 $'000 千元
Unsecured bank overdrafts (note 16(a))	無抵押銀行透支(附註16(a))	**5,410**	212
Bank loans, secured (note 16(b))	銀行貸款，有抵押(附註16(b))	**15,200**	49,076
Bank loans, unsecured (note 16(c))	銀行貸款，無抵押(附註16(c))	**17,057**	27,103
		32,257	76,179
Total bank loans and overdrafts – repayable within 1 year or on demand	銀行貸款及透支總額－於1年內或按要求償還	**37,667**	76,391

(a) At 28 February 2017, unsecured bank overdraft facilities of $11,500,000 (29 February 2016: $21,500,000) were provided to the subsidiaries and utilised to the extent as disclosed above.

(a) 於二零一七年二月二十八日，附屬公司獲提供11,500,000元(二零一六年二月二十九日：21,500,000元)無抵押銀行透支融資，並已按上文披露已動用有關貸款的情況。

16 BANK LOANS AND OVERDRAFTS (CONT'D)

(b) At 28 February 2017, uncommitted secured revolving bank loan facilities of the lower of $50.0 million (29 February 2016: $125.3 million) or a certain percentage of the aggregate principal amount of the mortgage loan receivables of the subsidiaries which are then sub-charged/sub-mortgaged to the banks were obtained. The tenor for the facilities ranged from one month, two months, three months or six months as selected by the subsidiaries. As at 28 February 2017, the available uncommitted banking facilities after taking into consideration of the drawdown was approximately $12.7 million (29 February 2016: $nil). These uncommitted secured revolving bank loan facilities were secured by loan receivables with a carrying value of approximately $55.7 million (29 February 2016: $63.1 million).

(c) At 28 February 2017, unsecured bank loan facilities of $17,057,000 (29 February 2016: $27,103,000) were provided to the company and the subsidiaries and utilised to the extent as disclosed above.

During the year, the Group had fulfilled all the financial covenants, if any, under the Group's banking facilities and all banking facilities were guaranteed by the Company.

16 銀行貸款及透支(續)

(b) 於二零一七年二月二十八日，附屬公司取得無承諾有抵押循環銀行貸款融資，金額為50,000,000元(二零一六年二月二十九日：125,300,000元)或該等附屬公司其時次押／次按予銀行之應收按揭抵押貸款本金總額之若干百分比之較低者。融資之限期為一個月、兩個月、三個月或六個月不等，由該等附屬公司選定。於二零一七年二月二十八日，計及已提取款項，可動用之無承諾銀行融資約為12,700,000元(二零一六年二月二十九日：零元)。該等無承諾有抵押循環銀行貸款融資以賬面值約為55,700,000元(二零一六年二月二十九日：63,100,000元)之應收貸款作抵押。

(c) 於二零一七年二月二十八日，本公司及附屬公司獲提供17,057,000元(二零一六年二月二十九日：27,103,000元)無抵押銀行貸款融資，並已按上文披露動用有關貸款。

年內，本集團已履行本集團所有銀行融資項下之財務契諾(如有)，而所有銀行融資均由本公司作出擔保。

17 ACCRUALS AND OTHER PAYABLES

17 應計費用及其他應付款項

		2017 **二零一七年** **$'000** **千元**	2016 二零一六年 $'000 千元
Accrued interest expenses	應計利息開支	**3,096**	2,258
Accrued expenses	應計費用開支	**2,109**	2,269
Provision for long services payment	長期服務金撥備	**680**	917
Other payable and deposit received	其他應付款項及已收取按金	**895**	1,142
		6,780	6,586

All of the accruals and other payables are expected to be settled or recognised as income within one year or are repayable on demand.

所有應計費用及其他應付款項預期於一年內結清或確認為收入或按要求償還。

18 OBLIGATIONS UNDER FINANCE LEASES

The Group had obligations under finance leases repayable for motor vehicle as follows:

18 融資租賃承擔

本集團應償還之汽車融資租賃承擔如下：

		2017 二零一七年		2016 二零一六年	
		Present value of the minimum lease payments 最低租賃款項現值 $'000 千元	**Total minimum lease payments 最低租賃款項總額 $'000 千元**	Present value of the minimum lease payments 最低租賃款項現值 $'000 千元	Total minimum lease payments 最低租賃款項總額 $'000 千元
Within 1 year	1年內	**215**	**228**	207	228
After 1 year but within 5 years	1年後但5年內	**297**	**305**	512	533
		512	**533**	719	761
Less: Total future interest expenses	減：未來利息開支總額		**(21)**		(42)
Present value of lease obligations	租賃承擔現值		**512**		719

19 OTHER LOANS

During the year ended 28 February 2017, the Group obtained uncommitted secured revolving loan facilities from an independent third party. The limit of the facilities are the lower of $400.0 million (29 February 2016: $300.0 million) or a certain percentage of the aggregate principal amount of the mortgage loan receivables of the subsidiaries which are then sub-charged/sub-mortgaged to the independent third party. The facilities are interest bearing at Prime Rate plus 2.00% (currently 7%) and the tenor for the facilities is one year.

As at 28 February 2017, the available uncommitted loan facilities after taking into consideration of the drawdown was approximately $Nil (29 February 2016: $Nil). These loan facilities were secured by mortgage loan receivables for the Group with a carrying value of $390.8 million (29 February 2016: $189.8 million).

19 其他貸款

截至二零一七年二月二十八日止年度，本集團自一名獨立第三方取得無承諾有抵押循環貸款融資。融資限額為400,000,000元(二零一六年二月二十九日：300,000,000元)或該等附屬公司其時次押／次按予獨立第三方之應收按揭抵押貸款本金總額之若干百分比之較低者。該等融資按最優惠利率加2.00%(目前為7%)計息及融資之限期為一年。

於二零一七年二月二十八日，計及已提取款項，可動用之無承諾貸款融資約為零元(二零一六年二月二十九日：零港元)。該等貸款融資以賬面值為390,800,000元(二零一六年二月二十九日：189,800,000元)之本集團應收按揭抵押貸款作抵押。

20 EMPLOYEE RETIREMENT BENEFITS

DEFINED CONTRIBUTION RETIREMENT PLAN

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

20 僱員退休福利

定額供款退休計劃

本集團根據香港強制性公積金計劃條例為於香港僱傭條例司法權區受僱之僱員提供強制性公積金計劃(「強積金計劃」)項下之退休福利。強積金計劃為一項由獨立受託人管理之定額供款退休計劃。根據強積金計劃，僱主及其僱員各自須向計劃作出相等於僱員相關收入5%之供款，以每月相關收入30,000元為上限。向計劃之供款即時歸屬。

21 LOANS FROM THE ULTIMATE HOLDING COMPANY

During the year ended 28 February 2017, the Group obtained an unsecured revolving loan facility from the ultimate holding company with a facility limit of $200.0 million (29 February 2016: $200.0 million). The loans are interest bearing at Prime Rate less 0.25% (currently 5%) per annum and repayable within one year.

At 28 February 2017, the available loan facility after taking into consideration of the drawdown was approximately $86.5 million (29 February 2016: $107.5 million) and the accrued interest payable as of 28 February 2017 was $0.2 million (29 February 2016: $0.2 million).

21 最終控股公司之貸款

截至二零一七年二月二十八日止年度，本集團從最終控股公司取得一筆無抵押循環貸款融資，融資限額為200,000,000元(二零一六年二月二十九日：200,000,000元)。該貸款按最優惠利率減0.25%(目前為5%)之年利率計息，並須於一年內償還。

於二零一七年二月二十八日，經計及已提取款項後，可用貸款融資餘額為86,500,000元(二零一六年二月二十九日：107,500,000元)，而於二零一七年二月二十八日，應付應計利息為200,000元(二零一六年二月二十九日：200,000元)。

22 DEBT SECURITIES ISSUED

The debt securities are unsecured, denominated in HKD, interest bearing at 6% per annum with interest coupon being paid semi-annually and will mature between 2021 and 2024. All debt securities issued are measured at amortised cost.

22 已發行債務證券

該等債務證券為無抵押，以港元計值，按6%年利率計息並每半年支付一次利息券，且將於二零二一年至二零二四年屆滿。所有已發行債務證券乃按攤銷成本計量。

23 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

23 於綜合財務狀況表之所得稅

(A) CURRENT TAXATION IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION REPRESENTS:

(A) 於綜合財務狀況表之即期稅項指：

		2017 二零一七年 $'000 千元	2016 二零一六年 $'000 千元
Provision for Hong Kong Profits Tax for the year (note 8(a))	本年度香港利得稅撥備（附註8(a)）	**20,157**	18,017
Provisional Profits Tax paid	已付預繳利得稅	**(7,679)**	(11,952)
		12,478	6,065
Balance of Profits Tax provision relating to prior years	有關過往年度之利得稅撥備結餘	**10,055**	–
		22,533	6,065

(B) DEFERRED TAX ASSETS RECOGNISED:

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

(B) 已確認之遞延稅項資產：

於綜合財務狀況表確認之遞延稅項資產組成部分以及於年內之變動如下：

		The related depreciation in excess of depreciation allowances 超過折舊撥備之相關折舊 $'000 千元	Impairment losses on loans and advances 貸款及墊款之減值虧損 $'000 千元	Others 其他 $'000 千元	Total 總計 $'000 千元
Deferred tax arising from:	**遞延稅項來自：**				
At 1 March 2015	於二零一五年三月一日	210	43	48	301
(Charged)/credited to profit or loss (note 8(a))	(於損益扣除)／計入損益(附註8(a))	(34)	87	(3)	50
At 29 February 2016	於二零一六年二月二十九日	176	130	45	351
At 1 March 2016	於二零一六年三月一日	176	130	45	351
Charged to profit or loss (note 8(a))	於損益扣除(附註8(a))	(39)	(82)	–	(121)
At 28 February 2017	於二零一七年二月二十八日	137	48	45	230

24 CAPITAL, RESERVES AND DIVIDENDS

(A) MOVEMENT IN COMPONENTS OF EQUITY

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

24 資本、儲備及股息

(A) 權益部分之變動

本集團綜合權益各組成部分期初與期末結餘之對賬載於綜合權益變動表。本公司各個權益組成部分於年初至年末之變動詳情如下：

The Company *本公司*

		Note 附註	Share capital 股本 $'000 千元	Share premium 股份溢價 $'000 千元	Other reserve 其他儲備 $'000 千元	Accumulated losses 累計虧損 $'000 千元	Total 總計 $' 000 千元
At 1 March 2015	**於二零一五年三月一日**		4,500	132,500	56,964	(14,169)	179,795
Changes in equity for 2016:	**二零一六年之權益變動：**						
Total comprehensive income for the year	年內全面收入總額		–	–	–	4,583	4,583
Share issue under placing, net of issuing expenses	根據配售發行股份(已扣除發行開支)	24(c)(ii)	800	152,217	–	–	153,017
Final dividend approved in respect of the previous year and paid during the year	就上一個年度批准並於年內派付之末期股息	24(b)(ii)	–	(15,900)	–	–	(15,900)
Interim dividend declared and paid during the year	於年內宣派及派付之中期股息	24(b)(i)	–	(13,780)	–	–	(13,780)
Bonus issue	紅股發行	24(c)(iii)	15,900	(15,900)	–	–	–
At 29 February 2016 and 1 March 2016	**於二零一六年二月二十九日及二零一六年三月一日**		21,200	239,137	56,964	(9,586)	307,715
Changes in equity for 2017:	**二零一七年之權益變動：**						
Total comprehensive income for the year	年內全面收入總額		–	–	–	2,999	2,999
Final dividend approved in respect of the previous year and paid during the year	就上一個年度批准並於年內派付之末期股息	24(b)(ii)	–	(13,780)	–	–	(13,780)
Special dividends with scrip dividend option approved in respect of the previous year	就上一個年度批准之可選擇以股代息之特別股息	24(c)(iv)	176	(1,538)	–	–	(1,362)
Interim dividend declared and paid during the year	於年內宣派及派付之中期股息	24(b)(i)	–	(16,246)	–	–	(16,246)
At 28 February 2017	**於二零一七年二月二十八日**		21,376	207,573	56,964	(6,587)	279,326

24 CAPITAL, RESERVES AND DIVIDENDS (CONT'D)

24 資本、儲備及股息(續)

(B) DIVIDENDS

(B) 股息

(i) Dividend paid and payable to equity shareholders of the Company attributable to the year:

(i) 年內已派付及應付本公司權益股東之股息：

		2017 二零一七年 $'000 千元	2016 二零一六年 $'000 千元
Interim dividend declared and paid of $0.76 cents per ordinary share (29 February 2016: $0.65 cents per ordinary share)	已宣派及派付之中期股息每股普通股0.76仙(二零一六年二月二十九日：每股普通股0.65仙)	**16,246**	13,780
Final dividend proposed after the end of the reporting period of HK$0.69 cents per ordinary share (29 February 2016: HK$0.65 cents per ordinary share)	於報告期末後擬派之末期股息每股普通股0.69港仙(二零一六年二月二十九日：每股普通股0.65港仙)	**14,750**	13,780
Special dividend proposed after the end of the reporting period of HK$Nil cents per ordinary share (29 February 2016: HK$0.43 cents per ordinary share) (note 1)	於報告期末後擬派之特別股息每股普通股零港仙(二零一六年二月二十九日：每股普通股0.43港仙)(附註1)	**–**	9,116

Note 1: Special dividend was satisfied by way of cash or shareholders' election to receive scrip dividend wholly or partly in lieu of the cash dividend. The scrip dividend which satisfied by an allotment of new shares of the Company was credited as fully paid.

附註1： 特別股息以現金或股東可選擇全部或部分收取以股代息以代替現金股息支付。本公司配發入賬列作繳足新股以支付以股代息。

The final dividend proposed after the end of the reporting period totalling $14,750,000 (2016: final dividend and special dividend totalling $22,896,000) have not been recognised as a liability at the end of the reporting period.

於報告期末，合共14,750,000元(二零一六年末期股息及特別股息合共為：22,896,000元)之擬派之末期股息於報告期末尚未確認為負債。

24 CAPITAL, RESERVES AND DIVIDENDS (CONT'D)

24 資本、儲備及股息(續)

(B) DIVIDENDS (CONT'D)

(B) 股息(續)

(ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year:

(ii) 於年內批准及派付之上一財政年度應付本公司權益股東之股息：

		2017 二零一七年 $'000 千元	2016 二零一六年 $'000 千元
Final dividend in respect of the previous financial year, approved and paid during the following year, of $0.65 cents per ordinary share (2016: $3.0 cents per ordinary share)	與上一財政年度有關並於翌年批准及派付之末期股息每股普通股0.65仙(二零一六年：每股普通股3.0仙)	**13,780**	15,900

(C) SHARE CAPITAL

(C) 股本

(i) Authorised and issued share capital

(i) 法定及已發行股本

		Note 附註	Par value 面值 $ 元	2017 二零一七年 Number of shares 股份數目 '000 千股	2017 二零一七年 Nominal value of ordinary shares 普通股面值 $'000 千元	2016 二零一六年 Number of shares 股份數目 '000 千股	2016 二零一六年 Nominal value of ordinary shares 普通股面值 $'000 千元
Authorised:	**法定：**						
At 28 February 2017/ 29 February 2016	於二零一七年二月二十八日／二零一六年二月二十九日		0.01	**100,000,000**	**1,000,000**	100,000,000	1,000,000
Issued and fully paid:	**已發行及繳足：**						
At 1 March 2016/2015	於二零一六年／二零一五年三月一日		0.01	**2,120,000**	**21,200**	450,000	4,500
Share issue under placing	根據配售發行股份	24(c)(ii)	0.01	**–**	**–**	80,000	800
Bonus issue	紅股發行	24(c)(iii)	0.01	**–**	**–**	1,590,000	15,900
Scrip dividend issued	以股代息股份發行	24(c)(iv)	0.01	**17,624**	**176**	–	–
At 28 February 2017/ 29 February 2016	於二零一七年二月二十八日／二零一六年二月二十九日		0.01	**2,137,624**	**21,376**	2,120,000	21,200

The holders of shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares rank equally with regard to the Company's residual assets.

股份持有人有權收取不時宣派之股息，並有權於本公司會議上就每股股份投一票。所有股份與本公司之剩餘資產均享有同等地位。

24 CAPITAL, RESERVES AND DIVIDENDS (CONT'D)

(C) SHARE CAPITAL (CONT'D)

(ii) Issue of shares under placing

On 16 June 2015, the Company issued 80,000,000 shares with par value of $0.01 each, at a price of $2.03 per share by way of a placing. Net proceeds from the issue amounted to $153,017,000 (after offsetting expenses directly attributable to the issue of shares of $9,383,000), out of which $800,000 and $152,217,000 were recorded in share capital and share premium respectively.

(iii) Bonus issue

By an ordinary resolution passed at annual general meeting on 31 July 2015, the issued share capital was increased by a bonus issue by applying $15,900,000 charged to the share premium account as payment in full for 1,590,000,000 shares at par of $0.01 each, on the basis of three new shares for every one shares held on 18 August 2015. These shares rank pari passu with the existing ordinary shares in all respects.

(iv) Scrip dividend issue

By an ordinary resolution passed at the annual general meeting on 25 July 2016, special dividend of HK$0.43 cent per share, totalling $9,116,000, with a scrip dividend option was approved for the year ended 29 February 2016. The special dividend was distributed out of share premium. Ordinary shares of 17,623,825 were issued by the Company in order to satisfy shareholders' scrip dividend elections and the relevant scrip price for these shares is HK$0.44 per share. These shares rank pasi passu with the existing ordinary shares in all respects.

The share premium was decreased by $1,538,000 as a result of the special dividend. Of which, $1,362,000 represents the amount settled by cash and $176,000 represents the par value of the ordinary shares issued.

24 資本、儲備及股息(續)

(C) 股本(續)

(ii) 根據配售發行股份

於二零一五年六月十六日，本公司透過配售方式，按每股股份2.03元之價格發行80,000,000股每股面值0.01元之股份。該發行之所得款項淨額為153,017,000元(已扣除發行股份之直接費用9,383,000元)，其中，800,000元及152,217,000元已分別計入股本及股份溢價。

(ii) 紅股發行

透過於二零一五年七月三十一日舉行之股東週年大會上所通過之普通決議案，已發行股本以發行紅股方式增加，方法為將於股份溢價賬扣除之15,900,000元用於按面值繳足1,590,000,000股每股面值0.01元之股份，所依據之基準為於二零一五年八月十八日每持有一股股份獲發三股新股份。該等股份於所有方面均與現有股份享有同等權利。

(iv) 以股代息股份發行

透過於二零一六年七月二十五日之股東週年大會上通過之普通決議案，批准截至二零一六年二月二十九日止年度分派每股0.43港仙之特別股息合共9,116,000元，可選擇以股代息。特別股息從股份溢價賬中分派。本公司發行17,623,825股普通股以滿足選擇以股代息之股東，有關股份之以股代息價為每股0.44港元。該等股份在各方面與現有普通股享有同等地位。

股份溢價因分派特別股息下降約1,538,000元。其中，以現金結算金額為1,362,000元及已發行普通股面值為176,000元。

24 CAPITAL, RESERVES AND DIVIDENDS (CONT'D)

(D) NATURE AND PURPOSE OF RESERVES

(i) Distributability of reserves

There is no section in the Companies Law of the Cayman Islands and the Company's memorandum and article of association governing the distribution of reserves. At 28 February 2017, the aggregate amount of reserve available for distribution to equity shareholders of the Company was $257,950,000 (29 February 2016: $286,515,000), being the net amount of share premium, other reserve and accumulated losses.

(ii) Share premium

Under the Companies Law of the Cayman Islands, the share premium account of the Company may be applied for payment of distributions or dividends to shareholders provided that immediately following the date on which the distribution or dividend is proposed to be paid, the Company is able to pay its debts as they fall due in the ordinary course of business.

(iii) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for its shareholders and benefits for other stakeholders, by pricing products commensurately with the level of risk and by securing access to finance at a reasonable cost. The Group was not subject to externally imposed capital requirements, except for the capital, current ratio and gearing ratio requirements attached to the interest-bearing borrowings.

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

24 資本、儲備及股息(續)

(D) 儲備之性質及目的

(i) 可供分派儲備

開曼群島公司法及本公司之組織章程大綱及章程細則並無規管儲備分派之章節。於二零一七年二月二十八日，本公司權益股東之可供分派儲備總額為257,950,000元(二零一六年二月二十九日：286,515,000元)，即股份溢價、其他儲備及累計虧損之淨額。

(ii) 股份溢價

根據開曼群島公司法，本公司之股份溢價賬可供撥作分派或派付股息予股東，惟緊隨建議分派或派付股息當日後，本公司可於正常業務過程中支付到期之債務。

(iii) 資本管理

本集團管理資本之首要目標乃保障本集團持續經營之能力，從而透過對與風險水平相當之產品定價以及獲得合理成本之融資，繼續為其股東創造回報及為其他權益持有人創造利益。本集團概毋受制於外部施加之資本規定，計息借貸附有的資本、流動比率及借貸比率規定除外。

本集團積極及定期對資本架構進行檢討及管理，以在較高股東回報情況下可能伴隨之較高借貸水平與良好之資本狀況帶來之好處及保障之間取得平衡，並因應經濟狀況之變化對資本架構作出調整。

24 CAPITAL, RESERVES AND DIVIDENDS (CONT'D)

(D) NATURE AND PURPOSE OF RESERVES (CONT'D)

(iii) Capital management (Cont'd)

The Group monitors capital with reference to its debt position. The Group's strategy was to maintain the equity and debt in a balanced position with the debt equity ratio, being the Group's total borrowings over its total equity, no more than 150%, and ensure there was adequate working capital to service its debt obligations. As at 28 February 2017 the Group and the Company's debt equity ratio were 80.8% (29 February 2016: 66.8%) and 49.2% (29 February 2016: 40.7%) respectively.

24 資本、儲備及股息(續)

(D) 儲備之性質及目的(續)

(iii) 資本管理(續)

本集團根據其債務狀況監察資本。本集團之策略是維持權益及債務處於平衡狀態，負債權益比率(即本集團之總借貸除以其權益總額)不超過150%，並確保有足夠營運資金償還債務。於二零一七年二月二十八日，本集團及本公司之負債權益比率分別為80.8%(二零一六年二月二十九日：66.8%)及49.2%(二零一六年二月二十九日：40.7%)。

25 FINANCIAL RISK MANAGEMENT AND FAIR VALUE

As the core business of the Group is engaged in secured financing business in Hong Kong, including pawn loans and mortgage loans, the main risks associated with its business are credit risk and the need to maintain a fairly liquid position.

(A) CREDIT RISK MANAGEMENT

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. The Group's credit risk is primarily attributable to its loan receivables. In order to minimise the credit risk, the Group have established policies and systems for the monitoring and control of credit risk.

The Group has developed and adopted a systematic approach in running its business in an efficient way, including the adoption of internal control procedures for risk management purposes.

The Group manages its credit risk on a conservative basis by evaluating its loan portfolio in relation of quantitative risk/return criteria.

25 財務風險管理及公平值

由於本集團之核心業務為在香港從事有抵押融資業務，包括典當貸款及按揭抵押貸款，故與其業務相關之主要風險為信貸風險及維持大量流動資金狀況之需求。

(A) 信貸風險管理

本集團就訂約方未能履行其責任而就各類別已確認金融資產所承受之最高信貸風險為綜合財務狀況表所述該等資產之賬面值。本集團之信貸風險主要歸因於其應收貸款。為將信貸風險減至最低，本集團已制定政策及制度監督及控制信貸風險。

本集團已開發及採用一項系統化方案，以更具效益之方式經營其業務，包括以風險管理為目的而採用之內部監控程序。

本集團透過評估其貸款組合之定量風險／回報率標準，保守管理其信貸風險。

25 FINANCIAL RISK MANAGEMENT AND FAIR VALUE (CONT'D)

(A) CREDIT RISK MANAGEMENT (CONT'D)

In relation to the pawn loan business, the Group has adopted internal control procedures including the identification and evaluation of ownership and obtaining an accurate valuation of personal property. The Group usually grants loans with a loan-to-value ratio ranging from 50% - 85%, depending on the type of collateral and the valuation is made at the point of granting the loan. The maximum exposure of the credit risk arising from pawn loan business at the end of each reporting period is the carrying amount of the pawn loan receivables as stated in the consolidated statement of financial position.

Different valuations are used for different types of collaterals.

- Gold prices quoted from The Chinese Gold & Silver Exchange Society
- Diamond prices quoted from latest Rapaport Diamond Report
- Watches quoted from either retail listed prices or parallel import wholesale prices
- Consumer electronic products quoted from updated pricelists of second-hand consumer electronic products

A customer is considered to have defaulted in repayment of the pawn loan if they have not redeemed the collateral or renewed the pawn loan by the end of the term of the pawn loan. At the Group's sole discretion, a grace period of up to six weeks may be provided to customers after the end of the loan period during which the Group may allow the customers to renew the pawn loan and/or redeem the collateral. The Group will take possession of the collateral if the customer has not redeemed the collateral or renewed the pawn loan by the end of the loan period or the grace period provided. Repossessed assets are accounted for in accordance with the accounting policy as set out in note 2(l) and the carrying amount of repossessed assets as at 28 February 2017 was $8,081,000 (29 February 2016: $9,294,000). The Group will proceed to dispose the collateral within a reasonable time after possession.

25 財務風險管理及公平值(續)

(A) 信貸風險管理(續)

就典當貸款業務而言，本集團已採納內部監控程序，包括識別及評估所有權並取得個人財產之準確估值。根據抵押品之類型，本集團一般按介乎50%至85%之貸款對估值比率發放貸款，估值於發放貸款時作出。於各報告期末，因典當貸款業務產生之最高信貸風險為綜合財務狀況表所述之應收典當貸款之賬面值。

不同類型之抵押品使用不同估值方法。

- 金銀業貿易場所報之黃金價格
- 鑽石報價表所報之鑽石價格
- 零售價目表或平行進口批發價格所報之手錶價格
- 二手消費電子產品之更新價目表所報之消費電子產品價格

於典當貸款期限結束前，倘客戶並無贖回抵押品或重續典當貸款，該客戶則被視為已拖欠償還典當貸款。本集團可全權酌情決定於貸款期間結束後向客戶提供長達六個星期之寬限期，於有關期間內， 本集團可容許客戶重續典當貸款及／或贖回抵押品。於貸款期限或提供之寬限期結束前，倘客戶並無贖回抵押品或重續典當貸款，本集團將管有抵押品。經收回資產根據附註2(l)所載之會計政策入賬，於二零一七年二月二十八日，經收回資產之賬面值為8,081,000元(二零一六年二月二十九日：9,294,000元)。本集團將於管有抵押品後之合理時間內出售抵押品。

25 FINANCIAL RISK MANAGEMENT AND FAIR VALUE (CONT'D)

(A) CREDIT RISK MANAGEMENT (CONT'D)

In relation to the mortgage loan business, the Group has also adopted internal control procedures for the identification and evaluation of the legal ownership and accurate valuation of property. As a matter of risk management, the Group usually grants loans with a loan-to-value ratio of no more than 70% of the value in the valuation report of the property, which is generally lower than bank's loan-to-value ratio for mortgages which can be as high as 70%. In a few cases if the customers request loans with the loan-to-value ratio of over 70%, approval from the chief executive officer is required. For the valuation of the property, the Group will make reference to a third party valuer and/or the internet valuation services provided by banks in Hong Kong. The Group holds collateral against loan receivables in the form of mortgages over properties located in Hong Kong. The Group considers that the credit risk arising from the mortgage loan receivables is significantly mitigated by the property held as collateral, with reference to the estimated market value of the property at the grant date. The Group may take possession of assets held as collateral through court proceeding or voluntary delivery of possession by the borrowers. It disposes the property by auction once receiving the possession.

Management has overall responsibility for the Group's credit policies and oversees the credit quality of the Group's loan portfolio. In addition, management reviews the recoverable amount of loans and receivables individually or collectively at each reporting date to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, management considers that the Group's credit risk is significantly reduced.

The Group does not have any other significant concentration of credit risk, with exposure spread over a number of counterparties and customers.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from loan receivables are set out in note 13.

25 財務風險管理及公平值(續)

(A) 信貸風險管理(續)

就按揭抵押貸款業務而言，本集團亦已採用內部監控程序，以識別及評估房地產之法律所有權及準確估值。對於風險管理方面，本集團通常按不多於房地產估值報告內價值70%之貸款對估值比率發放貸款，此比率一般低於銀行就按揭抵押高達70%之貸款對估值比率。在某些情況下，倘客戶要求按多於70%之貸款對估值比率發放貸款，則須取得行政總裁之批准。就物業估值，本集團將參照第三方估值師及／或香港銀行所提供之網上估值服務。本集團以位於香港之房地產按揭抵押方式就應收貸款持有抵押品。本集團認為，參考物業於授出日期之估計市值，應收按揭抵押貸款所產生之信貸風險因持有作抵押品之物業而大幅減低。本集團可透過法律訴訟或由借款人自行付運財產管有持作抵押品之資產。一旦收回財產管有，本集團將透過拍賣出售有關物業。

管理層對本集團之信貸政策負有全責，並監督本集團貸款組合之信貸質素。此外，管理層於各報告日期個別或共同審閱貸款及應收款項之可收回款項，以確保就不可收回款項作出足夠減值虧損。就此而言，管理層認為本集團之信貸風險已大幅降低。

本集團概無任何其他重大信貸風險集中情況，信貸風險分散於多名交易對手及客戶。

有關本集團自應收貸款所產生之信貸風險之進一步定量披露載於附註13。

25 FINANCIAL RISK MANAGEMENT AND FAIR VALUE (CONT'D)

(A) CREDIT RISK MANAGEMENT (CONT'D)

The Group's policy requires the reviews of individual financial assets that are above materiality thresholds on semi-annual basis. Impairment allowances on individually assessed accounts are determined by an evaluation of the incurred loss at the end of the reporting period on a case by-case basis, and are applied to all individually significant accounts. The assessment normally encompasses collateral held and the anticipated receipts for that individual account.

Collectively assessed impairment allowances are provided for (i) portfolios of homogenous assets that are not assessed individually; and (ii) losses incurred but not yet identified, by using the historical loss experience, experienced judgment and statistical techniques to provide.

(B) MARKET RISK MANAGEMENT

The Group's activities expose it primarily to the financial risks of changes in interest rate.

Market risk exposures are measured by sensitivity analysis. There has been no change to the Group's exposure to market risk or the currencies as the financial assets and liabilities are primarily denominated in Hong Kong dollars in which it manages and measures the risk throughout the relevant period.

Interest rate risk

The Group's interest rate risk arises primarily from mortgage loan receivables, bank loans and overdrafts, other loans and loans from the ultimate holding company. Mortgage loan receivables, unsecured loan receivables, certain bank loans and overdrafts, other loans, and loans from the ultimate holding company issued at variable rates expose the Group to cash flow interest rate risk.

25 財務風險管理及公平值(續)

(A) 信貸風險管理(續)

本集團政策規定須每半年審閱超出主要限額之個別金融資產。通過評估所有個別重大賬戶於報告期間結束時所產生之虧損，逐筆計提個別已評估賬戶之減值撥備。評估通常考慮持有之抵押品以及個別賬戶之預期可收回款項。

本集團採用過往虧損經驗、經驗豐富之判斷以及統計技術就(i)並無個別評估之同類資產組合；及(ii)已產生但尚未識別之虧損計提共同評估之減值撥備。

(B) 市場風險管理

本集團業務主要面臨利率變動產生之金融風險。

採用敏感度分析計算市場風險。由於金融資產及負債主要以港元計值，故本集團所面臨之市場風險或其管理之貨幣以及計量風險之方式於整個有關期間並無變動。

利率風險

本集團之利率風險主要來自應收按揭抵押貸款、銀行貸款及透支、其他貸款以及最終控股公司之貸款。以浮動利率發出之應收按揭抵押貸款、無抵押應收貸款、若干銀行貸款及透支、其他貸款以及最終控股公司之貸款使本集團承受現金流量利率風險。

25 FINANCIAL RISK MANAGEMENT AND FAIR VALUE (CONT'D)

(B) MARKET RISK MANAGEMENT (CONT'D)

Interest rate risk (cont'd)

(i) Interest rate profile

The Group's interest rate positions arise from lending activities. Interest rate risk primarily results from the timing differences in the repricing of interest-bearing assets, liabilities and commitments. It also relates to positions from non-interest bearing liabilities including shareholders' funds and current accounts, as well as from loans and liabilities.

Certain of the Group's loan receivables (mainly the pawn loans), debt securities issued and bank loans and overdrafts are fixed rate. Although subject to interest rate risk, they are not remeasured in the financial statements in response to changes in interest rates and therefore changes in interest rate risk variables would not affect reported profit or loss in the short term.

(ii) Sensitivity analysis

At 28 February 2017, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have increased/decreased the Group's profit after tax and retained profits by approximately $5,948,000 (29 February 2016: $5,132,000).

The sensitivity analysis above indicates the instantaneous change on the Group's profit after tax (and retained profits) and other components of consolidated equity that would arise assuming that the change in interest rates had occurred at the end of the reporting period. The analysis is performed on the same basis for 2016.

(C) LIQUIDITY RISK MANAGEMENT

The Group's policy is to regularly monitor its liquidity requirements and its compliance with loan/borrowing covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and long term.

25 財務風險管理及公平值(續)

(B) 市場風險管理(續)

利率風險(續)

(i) 利率狀況

本集團之利率持倉來自借貸業務。利率風險主要由於附息資產、負債及承擔再定息之時差所致。其亦與無息負債(包括股東資金及往來賬戶)以及貸款及負債之持倉有關。

本集團若干應收貸款(主要為典當貸款)、已發行債務證券以及銀行貸款及透支為定息。儘管面對利率風險，其不會就利率變動於財務報表重新計量，因此，利率風險因素變動於短期內不會影響所呈報之損益。

(ii) 敏感度分析

於二零一七年二月二十八日， 估計利率整體上升／下降100個基點，在所有其他變量保持不變之情況下，將導致本集團除稅後溢利及保留溢利增加／減少約5,948,000元(二零一六年二月二十九日：5,132,000元)。

上述敏感度分析指假設利率變動於報告期間結束時已經產生，本集團之除稅後溢利(及保留溢利)與綜合權益之其他部分將產生之即時變動。二零一六年按相同基準進行分析。

(C) 流動資金風險管理

本集團之政策為定期監察其流動資金需要以及是否遵守貸款／借貸契諾，以確保其維持足夠之現金儲備以及來自主要金融機構之充足承諾資金額度，以應付本集團之短期及長期流動資金需要。

25 FINANCIAL RISK MANAGEMENT AND FAIR VALUE (CONT'D)

(C) LIQUIDITY RISK MANAGEMENT (CONT'D)

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

25 財務風險管理及公平值(續)

(C) 流動資金風險管理(續)

下表詳述本集團於報告期末按已訂約未貼現現金流量(包括按合約利率或(如屬浮息)根據報告期末通行之利率計算之利息)計算之金融負債之剩餘合約期限，以及本集團須償還有關款項之最早日期：

		2017 二零一七年					
		Carrying amount 賬面值 $'000 千元	Total contractual undiscounted cash flow 已訂約未貼現現金流量總額 $'000 千元	Within 1 year or on demand 於1年內或按要求 $'000 千元	More than 1 year but less than 2 years 1年以上但少於2年 $'000 千元	More than 2 years but less than 5 years 2年以上但少於5年 $'000 千元	More than 5 years 5年以上 $'000 千元
Accruals and other payables	應計費用及其他應付款項	6,780	6,780	6,780	–	–	–
Bank loans and overdrafts	銀行貸款及透支	37,667	37,790	37,790	–	–	–
Obligations under finance leases	融資租賃承擔	512	533	228	228	77	–
Loans from the ultimate holding company	最終控股公司之貸款	113,500	113,621	113,621	–	–	–
Debt securities issued	已發行債務證券	136,476	178,850	8,220	8,220	97,523	64,887
Other loan	其他貸款	308,639	312,712	312,712	–	–	–
		603,574	650,286	479,351	8,448	97,600	64,887

25 FINANCIAL RISK MANAGEMENT AND FAIR VALUE (CONT'D)

25 財務風險管理及公平值(續)

(C) LIQUIDITY RISK MANAGEMENT (CONT'D)

(C) 流動資金風險管理(續)

		2016 二零一六年					
		Carrying amount 賬面值 $'000 千元	Total contractual undiscounted cash flow 已訂約未貼現現金流量總額 $'000 千元	Within 1 year or on demand 於1年內或按要求 $'000 千元	More than 1 year but less than 2 years 1年以上但少於2年 $'000 千元	More than 2 years but less than 5 years 2年以上但少於5年 $'000 千元	More than 5 years 5年以上 $'000 千元
Accruals and other payables	應計費用及其他應付款項	6,586	6,586	6,586	–	–	–
Bank loans and overdrafts	銀行貸款及透支	76,391	77,137	77,137	–	–	–
Obligations under finance leases	融資租賃承擔	719	761	228	228	305	–
Loans from the ultimate holding company	最終控股公司之貸款	92,500	92,683	92,683	–	–	–
Debt securities issued	已發行債務證券	124,454	169,665	7,500	7,500	22,500	132,165
Other loan	其他貸款	151,840	153,757	153,757	–	–	–
		452,490	500,589	337,891	7,728	22,805	132,165

(D) FAIR VALUE

Management consider that the carrying amounts of the financial assets and financial liabilities recorded at amortised cost in the Group's financial statements approximate their fair value.

(D) 公平值

管理層認為，於本集團財務報表內按攤銷成本列賬之金融資產及金融負債之賬面值與其公平值相若。

26 OPERATING LEASE COMMITMENTS

OPERATING LEASE COMMITMENTS

The Group's total future minimum lease payments under non-cancellable operating leases of properties are payable as follows:

26 經營租賃承擔

經營租賃承擔

本集團根據物業不可撤銷經營租賃之應付未來最低租金總額如下：

		2017 二零一七年 $'000 千元	2016 二零一六年 $'000 千元
Within one year	1年內	**12,234**	7,530
After one year but within five years	1年後但5年內	**11,357**	11,731
		23,591	19,261

The Group leases a number of properties under operating leases. The leases typically run for an initial period of 1 to 5 years. Lease payments are usually increased at the end of the lease term to reflect market rentals. None of the leases includes contingent rentals.

本集團根據經營租賃租用多個物業。一般而言，租賃之初步期限為1至5年。租賃款項通常於租賃期結束時上調，以反映市場租金。概無租賃包括或然租金。

27 MATERIAL RELATED PARTY TRANSACTIONS

During the year, transactions with the following parties are considered to be related party transactions:

27 重大關連方交易

於年內，與下列各方之交易被視為關連方交易：

Name of party 關連方姓名／名稱	Relationship with the Group 與本集團之關係
Mr. Chan Chart Man 陳策文先生	Director and one of the controlling equity owners of the Company 本公司董事及控股權益擁有人之一
Mr. Chan Kai Ho Edward 陳啟豪先生	Director, one of the controlling equity owners of the Company and son of Mr. Chan Chart Man 本公司董事及控股權益擁有人之一及陳策文先生之兒子
Ms. Chan Ying Yu 陳英瑜女士	Director, one of the controlling equity owners of the Company and daughter of Mr. Chan Chart Man 本公司董事及控股權益擁有人之一及陳策文先生之女兒
Ms. Chan Mei Fong 陳美芳女士	Director, one of the controlling equity owners of the Company and daughter of Mr. Chan Chart Man 本公司董事及控股權益擁有人之一及陳策文先生之女兒
Ms. Chan Nga Yu 陳雅瑜女士	One of the controlling equity owners of the Company and daughter of Mr. Chan Chart Man 本公司控股權益擁有人之一及陳策文先生之女兒
Ms. Chan Kit Yu 陳潔瑜女士	One of the controlling equity owners of the Company and daughter of Mr. Chan Chart Man 本公司控股權益擁有人之一及陳策文先生之女兒
Ms. Mui Hang Sin 梅杏仙女士	One of the controlling equity owners of the Company and spouse of Mr. Chan Chart Man 本公司控股權益擁有人之一及陳策文先生之配偶
Mr. Chan Kai Kow Macksion 陳啟球先生	Son of Mr. Chan Chart Man 陳策文先生之兒子
Kwan Chart (Holding) Company Ltd. ("Kwan Chart Holding") 羣策集團有限公司(「羣策集團」)	Controlled by Mr. Chan Chart Man 由陳策文先生控制
Kwan Chart Estate Company Ltd. ("Kwan Chart Estate") 羣策置業有限公司(「羣策置業」)	Controlled by Mr. Chan Chart Man 由陳策文先生控制
Kwan Lik Holding Limited	Immediate holding company and jointly controlled by Mr. Chan Chart Man, Mr. Chan Kai Ho Edward, Ms. Chan Ying Yu, Ms. Chan Mei Fong, Ms. Chan Nga Yu, Ms. Chan Kit Yu and Ms. Mui Hang Sin, also the controlling equity owners of the Company. 直屬控股公司，並由陳策文先生、陳啟豪先生、陳英瑜女士、陳美芳女士、陳雅瑜女士、陳潔瑜女士及梅杏仙女士共同控制，亦為本公司控股權益擁有人。

27 MATERIAL RELATED PARTY TRANSACTIONS (CONT'D)

27 重大關連方交易(續)

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group entered into the following material related party transactions:

除此等財務報表其他章節披露之交易及結餘外，本集團已訂立以下重大關連方交易：

(A) KEY MANAGEMENT PERSONNEL REMUNERATION

(A) 主要管理人員薪酬

		2017 二零一七年 $'000 千元	2016 二零一六年 $'000 千元
Salary and other emoluments	薪金及其他酬金	**5,730**	5,050
Discretionary bonuses	酬情花紅	**5,034**	4,646
Contributions to Mandatory Provident Fund	強制性公積金供款	**90**	95
		10,854	9,791

(B) TRANSACTIONS WITH OTHER RELATED PARTIES

(B) 與其他關連方交易

During the year, the Group entered into transactions with related parties in the ordinary course of its business as follows:

於年內，本集團於其日常業務過程中與關連方訂立之交易如下：

		2017 二零一七年 $'000 千元	2016 二零一六年 $'000 千元
Rental expense paid to	支付予以下各方之租金開支		
– Kwan Chart Holding	– 羣策集團	**960**	960
– Kwan Chart Estate	– 羣策置業	**576**	576
– Mr. Chan Chart Man	– 陳策文先生	**960**	960
Rental deposit paid to	支付予以下各方之租金按金		
– Kwan Chart Holding	– 羣策集團	**80**	80
– Kwan Chart Estate	– 羣策置業	**96**	96
– Mr. Chan Chart Man	– 陳策文先生	**80**	80
Management fee paid to	支付予以下各方之管理費		
– Kwan Chart Estate	– 羣策置業	**126**	119
Management fee deposit paid to	支付予以下各方之管理費按金		
– Kwan Chart Estate	– 羣策置業	**21**	20

The directors consider that all related party transactions during the year were conducted on normal commercial terms and in the ordinary and usual course of the Group's business.

董事認為，於年內之所有關連方交易乃按一般商業條款於本集團日常及一般業務過程中進行。

27 MATERIAL RELATED PARTY TRANSACTIONS (CONT'D) 27 重大關連方交易(續)

(C) PERSONAL GUARANTEE PROVIDED TO LANDLORD IN RESPECT OF THE GROUP'S RENTAL OF PREMISE (C) 就本集團物業租金向業主提供之個人擔保

		2017 二零一七年 $'000 千元	2016 二零一六年 $'000 千元
Mr. Chan Kai Ho Edward	陳啟豪先生	–	88

The rental guarantee was provided to the landlord in respect of a Group's pawnshop lease contract. The guarantee matured at the end of the related contract.

本集團就一間典當店租賃合約向業主提供租金擔保。擔保於相關合約結束時到期。

28 INVESTMENTS IN SUBSIDIARIES, AMOUNTS DUE FROM A SUBSIDIARY AND LOANS TO A SUBSIDIARY 28 於附屬公司之投資、應收一間附屬公司之款項及向一間附屬公司提供之貸款

		The Company 本公司	
		2017 二零一七年 $'000 千元	2016 二零一六年 $'000 千元
Unlisted shares, at cost	未上市股份，按成本	57,064	57,064

28 INVESTMENTS IN SUBSIDIARIES, AMOUNTS DUE FROM A SUBSIDIARY AND LOANS TO A SUBSIDIARY (CONT'D)

At 28 February 2017, the Company has direct or indirect interests in the following subsidiaries, all of which are private companies, particulars of which are set out below:

28 於附屬公司之投資、應收一間附屬公司之款項及向一間附屬公司提供之貸款(續)

於二零一七年二月二十八日，本公司於下列附屬公司(全部均為私人公司)擁有直接或間接權益，詳情載列如下：

Name of company 公司名稱	Place and date of incorporation/establishment 註冊成立／成立地點及日期	Issued and fully paid up capital/registered capital 已發行及繳足資本／註冊資本	Attributable equity interest 應佔股本權益		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Oi Wah Holding Limited	British Virgin Islands ("BVI") 31 May 2012 英屬處女群島(「英屬處女群島」) 二零一二年五月三十一日	2,000 ordinary shares with no par value 2,000股無面值之普通股	100%	–	Investment holding 投資控股
Oi Wah Pawnshop Credit Limited 靄華押業信貸有限公司	Hong Kong 22 March 2000 香港二零零零年三月二十二日	10,000,000 ordinary shares 10,000,000股普通股	–	100%	Pawn broking and money lending 典當及放債業務
Hing Wah Pawnshop Credit Limited 興華押業信貸有限公司	Hong Kong 12 April 2012 香港二零一二年四月十二日	1 ordinary share 1股普通股	–	100%	Pawn broking and money lending 典當及放債業務
Wai Wah Pawnshop Credit Limited 偉華押業信貸有限公司	Hong Kong 12 April 2012 香港二零一二年四月十二日	1 ordinary share 1股普通股	–	100%	Pawn broking and money lending 典當及放債業務
Oi Wah Property Credit Limited 靄華物業信貸有限公司	Hong Kong 20 February 2014 香港二零一四年二月二十日	1 ordinary share 1股普通股	–	100%	Money lending 放債業務
Oi Wah Enterprises Limited 靄華企業有限公司	Hong Kong 4 April 2014 香港二零一四年四月四日	1 ordinary share 1股普通股	–	100%	Inactive 暫停營業
Oi Wah Credit Limited 靄華信貸有限公司	Hong Kong 29 January 2015 香港二零一五年一月二十九日	1 ordinary share 1股普通股	–	100%	Inactive 暫停營業
Oi Wah Finance Limited 靄華財務有限公司	Hong Kong 1 April 2015 香港二零一五年四月一日	1 ordinary share 1股普通股	–	100%	Inactive 暫停營業
Oi Wah Mortgage Limited 靄華按揭有限公司	Hong Kong 1 April 2015 香港二零一五年四月一日	1 ordinary share 1股普通股	–	100%	Inactive 暫停營業
Oi Wah Pawnshop Limited 靄華押業有限公司	Hong Kong 15 February 2016 香港二零一六年二月十五日	1 ordinary share 1股普通股	–	100%	Inactive 暫停營業

Amounts due from subsidiaries are unsecured, interest-free and repayable on demand.

應收附屬公司之款項為無抵押、免息及按要求償還。

Loans to a subsidiary are revolving, unsecured, interest bearing at Prime Rate plus 1.75% (currently 7%) per annum and repayable on demand.

向一間附屬公司提供之貸款為無抵押之循環貸款，按最優惠利率加1.75%(目前為7%)之年利率計息，並須按要求償還。

29 KEY SOURCES OF ESTIMATION AND UNCERTAINTY

29 估計主要來源及不明朗因素

IMPAIRMENT LOSSES

減值虧損

Loans and advances

Loan portfolios are reviewed periodically to assess whether impairment losses exist. The Group makes judgements as to whether there is any objective evidence that a loan portfolio is impaired. Objective evidence for impairment is described in accounting policy 2(k)(i). Historical loss experience is adjusted on the basis of the current observable data. Management reviews the methodology and assumptions used in estimating impairment losses regularly to reduce any difference between loss estimates and actual loss experience.

貸款及墊款

貸款組合會定期檢討，以評估是否存在減值虧損。本集團就是否存在任何顯示貸款組合已減值之客觀證據作出判斷。減值之客觀證據於會計政策2(k)(i)列述。過往虧損經驗基於目前可觀察數據作出調整。管理層定期檢討估計減值虧損所採用之方法及假設，以減少虧損估計及實際虧損經驗之任何差異。

30 COMPANY LEVEL STATEMENT OF FINANCIAL POSITION AS AT 28 FEBRUARY 2017

30 於二零一七年二月二十八日公司層面財務狀況表

		Note 附註	**2017** **二零一七年** **$'000** **千元**	2016 二零一六年 $'000 千元
Non-current assets	**非流動資產**			
Trade and other receivables	貿易及其他應收款項		**2,458**	5,770
Investment in subsidiaries	於附屬公司之投資		**57,063**	57,063
			59,521	62,833
Current assets	**流動資產**			
Amounts due from subsidiaries	應收附屬公司之款項		**30,393**	44,640
Trade and other receivables	貿易及其他應收款項		**5,089**	5,863
Loans to a subsidiary	向一間附屬公司提供之貸款		**321,240**	321,240
Cash and cash equivalents	現金及現金等價物		**1,781**	121
Current taxation	即期稅項		**110**	–
			358,613	371,864

30 COMPANY LEVEL STATEMENT OF FINANCIAL POSITION AS AT 28 FEBRUARY 2017 (CONT'D)

30 於二零一七年二月二十八日公司層面財務狀況表(續)

		Note 附註	2017 二零一七年 $'000 千元	2016 二零一六年 $'000 千元
Current liabilities	**流動負債**			
Accruals and other payables	應計費用及其他應付款項		**1,335**	1,233
Bank loan	銀行貸款		**997**	786
Current taxation	即期稅項		**–**	509
			2,332	2,528
Net current assets	**流動資產淨額**		**356,281**	369,336
Total assets less current liabilities	**資產總額減流動負債**		**415,802**	432,169
Non-current liability	**非流動負債**			
Debt securities issued	已發行債務證券		**136,476**	124,454
NET ASSETS	**資產淨額**		**279,326**	307,715
CAPITAL AND RESERVES	**資本及儲備**	24		
Capital	股本		**21,376**	21,200
Reserves	儲備		**257,950**	286,515
TOTAL EQUITY	**權益總額**		**279,326**	307,715

Approved and authorised for issue by the board of directors on 25 May 2017.

於二零一七年五月二十五日獲董事會批准及授權刊發

Mr. Chan Kai Ho Edward (陳啟豪先生)
Director 董事

Ms. Chan Ying Yu (陳英瑜女士)
Director 董事

31 EVENT AFTER THE REPORTING PERIOD

At 16 March 2017, two subsidiaries of the Company renewed uncommitted secured revolving loan facilities from an independent third party. The limit of the facilities are the lower of $458.7 million or a certain percentage of the aggregate principal amount of the mortgage loan receivables of those two subsidiaries of the Company which are then sub-charged/sub-mortgaged to the independent third party. The facilities are interest bearing at Prime Rate plus 2.00% (currently 7%) and the tenor of the facilities is one year.

31 報告期後事項

於二零一七年三月十六日，本公司兩間附屬公司重續一名獨立第三方提供之無承諾有抵押循環銀行貸款融資。該等融資之限額為458,700,000元或本公司該兩間附屬公司應收按揭抵押貸款(當時已次押／次按予該獨立第三方)本金總額之若干百分比(以較低者為準)。該等融資按最優惠利率加2.00(目前為7%)之年利率計息，而該等融資之期限為一年。

32 IMMEDIATE AND ULTIMATE CONTROLLING PARTY

At 28 February 2017, the directors consider the immediate and ultimate holding company of the Company is Kwan Lik Holding Limited, which is incorporated in the BVI. This entity does not produce financial statements available for public use.

32 直接及最終控股方

於二零一七年二月二十八日，董事認為，本公司之直接及最終控股公司為於英屬處女群島註冊成立之Kwan Lik Holding Limited。此實體並無編製供公眾查閱之財務報表。

33 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE

Up to the date of issue of these financial statements, the HKICPA has issued a few amendments and new standards which are not yet effective for the year ended 28 February 2017 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

33 已頒佈但尚未生效之修訂、新訂準則及詮釋之潛在影響

截至此等財務報表刊發日期，香港會計師公會已頒佈尚未於截至二零一七年二月二十八日止年度生效且未於該等財務報表採納之若干修訂及新訂準則，當中可能與本集團有關之準則如下。

33 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE (CONT'D)

33 已頒佈但尚未生效之修訂、新訂準則及詮釋之潛在影響(續)

		Effective for accounting periods beginning on or after 於以下日期或之後開始之會計期間生效
Amendments to HKAS 7, Statement of cash flows: Disclosure initiative	經修訂《香港會計準則》第7號「現金流報表：披露計劃」	1 January 2017 二零一七年一月一日
Amendments to HKAS 12, Income taxes: Recognition of deferred tax assets for unrealised losses	經修訂《香港會計準則》第12號「所得稅：確認未實現虧損的遞延稅項資產」	1 January 2017 二零一七年一月一日
HKFRS 9, Financial instruments	《香港財務報告準則》第9號「金融工具」	1 January 2018 二零一八年一月一日
HKFRS 15, Revenue from contracts with customers	《香港財務報告準則》第15號「與客戶之間的合同產生的收益」	1 January 2018 二零一八年一月一日
HKFRS 16, Leases	《香港財務報告準則》第16號「租賃」	1 January 2019 二零一九年一月一日

The Group is in the process of making an assessment of what the impact of these amendments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本集團現正評估此等修訂預期在首次應用期間將產生之影響。迄今為止，其認為採納此等修訂將不大可能對綜合財務報表造成重大影響。