

耀才證券

BRIGHT SMART SECURITIES

耀才證券金融集團有限公司
Bright Smart Securities &
Commodities Group Limited

(於開曼群島註冊成立之有限公司)
(Incorporated in the Cayman Islands with limited liability)
股份代號 Stock Code: 1428



耀才交易系統
可買賣全球金融產品

One App, One World, Wonderful

2016/17
年報 Annual Report

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Corporate Information

公司資料

EXECUTIVE DIRECTORS

Mr. Yip Mow Lum (*Chairman*)
Mr. Hui Yik Bun (*Chief Executive Officer*)
Mr. Chan Kai Fung (resigned on 31 May 2016)
Mr. Kwok Sze Chi (resigned on 28 February 2017)
Mr. Chan Wing Shing, Wilson

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yu Yun Kong
Mr. Szeto Wai Sun
Mr. Ling Kwok Fai, Joseph

AUTHORISED REPRESENTATIVES

Mr. Hui Yik Bun (appointed on 31 May 2016)
Mr. Chan Kai Fung (resigned on 31 May 2016)
Mr. Chan Wing Shing, Wilson

COMPANY SECRETARY

Mr. Chan Kwan Pak

MEMBERS OF AUDIT COMMITTEE

Mr. Yu Yun Kong (*Chairman*)
Mr. Szeto Wai Sun
Mr. Ling Kwok Fai, Joseph

MEMBERS OF REMUNERATION COMMITTEE

Mr. Yu Yun Kong (*Chairman*)
Mr. Yip Mow Lum
Mr. Szeto Wai Sun
Mr. Ling Kwok Fai, Joseph

MEMBERS OF NOMINATION COMMITTEE

Mr. Yip Mow Lum (*Chairman*)
Mr. Yu Yun Kong
Mr. Szeto Wai Sun
Mr. Ling Kwok Fai, Joseph

MEMBERS OF RISK MANAGEMENT COMMITTEE

Mr. Yu Yun Kong (*Chairman*)
Mr. Yip Mow Lum
Mr. Hui Yik Bun
Mr. Szeto Wai Sun
Mr. Ling Kwok Fai, Joseph

執行董事

葉茂林先生 (*主席*)
許繹彬先生 (*行政總裁*)
陳啟峰先生 (於二零一六年五月三十一日辭任)
郭思治先生 (於二零一七年二月二十八日辭任)
陳永誠先生

獨立非執行董事

余韜剛先生
司徒維新先生
凌國輝先生

授權代表

許繹彬先生 (於二零一六年五月三十一日獲委任)
陳啟峰先生 (於二零一六年五月三十一日辭任)
陳永誠先生

公司秘書

陳筠栢先生

審核委員會成員

余韜剛先生 (*主席*)
司徒維新先生
凌國輝先生

薪酬委員會成員

余韜剛先生 (*主席*)
葉茂林先生
司徒維新先生
凌國輝先生

提名委員會成員

葉茂林先生 (*主席*)
余韜剛先生
司徒維新先生
凌國輝先生

風險管理委員會成員

余韜剛先生 (*主席*)
葉茂林先生
許繹彬先生
司徒維新先生
凌國輝先生

Corporate Information

公司資料

REGISTERED OFFICE

P.O. Box 31119
Grand Pavilion, Hibiscus Way
802 West Bay Road
Grand Cayman
KY1-1205
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

10th Floor and 23rd Floor, Wing On House
71 Des Voeux Road Central
Central, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG SHARE REGISTRAR

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

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Bank of Communications Co., Ltd. Hong Kong Branch
China CITIC Bank International Limited
China Construction Bank (Asia) Corporation Limited
Chong Hing Bank Limited
Dah Sing Bank, Limited
DBS Bank (Hong Kong) Limited
Fubon Bank (Hong Kong) Limited
Hang Seng Bank Limited
Industrial and Commercial Bank of China (Asia) Limited
OCBC Wing Hang Bank Limited
Shanghai Commercial Bank Limited
The Bank of East Asia, Limited
The Hongkong and Shanghai Banking Corporation Limited
Wing Lung Bank Limited

AUDITOR

KPMG
Certified Public Accountants

WEBSITE

<http://www.bsgroup.com.hk>

註冊辦事處

P.O. Box 31119
Grand Pavilion, Hibiscus Way
802 West Bay Road
Grand Cayman
KY1-1205
Cayman Islands

總辦事處及主要營業地點

香港中環
德輔道中71號
永安集團大廈10樓及23樓

主要股份過戶登記處

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

香港股份過戶登記處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心22樓

主要往來銀行

中國銀行(香港)有限公司
交通銀行股份有限公司香港分行
中信銀行(國際)有限公司
中國建設銀行(亞洲)股份有限公司
創興銀行有限公司
大新銀行有限公司
星展銀行(香港)有限公司
富邦銀行(香港)有限公司
恒生銀行有限公司
中國工商銀行(亞洲)有限公司
華僑永亨銀行有限公司
上海商業銀行有限公司
東亞銀行有限公司
香港上海滙豐銀行有限公司
永隆銀行有限公司

核數師

畢馬威會計師事務所
執業會計師

網站

<http://www.bsgroup.com.hk>

Major Accomplishments

大事記

2016
二零一六年

June

6月

- Introduction of Australian stocks trading services
新增澳洲股票交易服務



With its fast, stable, secure and reliable online securities trading system, the Group was awarded “My Favourite Online Securities Trading Platform” by Metro Broadcast Corporation Limited. 憑藉快速、穩健、安全、可靠的網上證券交易系統，本集團榮獲《新城電台》頒發「我最愛上•網上證券交易平台」大獎。

July

7月

- We have set up a branch in Kowloon Bay, a highly-populated district, to seize commercial opportunities and further expand our branch network.
把握商機，於人流密集的九龍灣開設分行，進一步完善分行網絡佈局。



August

8月

- In light of old district redevelopment, we relocated and expanded our Kwun Tong branch. The branch now is located in a better place with more equipment.
遠觀舊區重建的概念，把觀塘分行擴充及遷往面積更大的位置營業，使地理位置更優越及設備更齊全。

Major Accomplishments

大事記

September

9月

- In order to show our appreciation for the continued support of our clients and partners, we booked the whole theatre in MCL JP Cinema in Causeway Bay and invited nearly 3,000 customers, partners and media for free movies for two consecutive days
回饋客戶及合作夥伴一直的支持，連續兩日於MCL JP銅鑼灣戲院包場請睇戲，招待近3,000名客戶、合作夥伴及傳媒



- With its excellent performance in public charity, education, staff protection and other aspects, we were awarded the “SocialCare Business Excellence Award” by the Institute for Social Enterprises (SERI)
在公益慈善、作育英才及保障員工等多方面表現出色，榮獲《社會企業研究所》(SERI)頒發「社會關愛企業卓越獎」

November

11月

- Awarded “Hong Kong Outstanding Corporate” by Economic Digest (a well-known financial magazine in Hong Kong) for the 5th consecutive year, being the only listed company in the securities industry receiving this award consecutively for five years in Hong Kong
連續5年榮獲香港著名財經雜誌《經濟一週》頒發的「香港傑出企業大獎」，是香港證券業界唯一一間連續5年獲獎的上市企業



- To attract bank clients to open accounts with Bright Smart, 7-month commission free and up to 20% discount off commission thereafter is offered to clients with the bank statements
為歡迎銀行客戶到耀才開戶，凡手持銀行單據，除可獲七個月免佣優惠外，佣金更可獲高達八折優惠

December

12月

- Shenzhen-Hong Kong Stock Connect was officially launched, the Group again became one of the first brokerage firms in Hong Kong that could trade stocks under the Shenzhen-Hong Kong Stock Connect
《深港通》正式開通，本集團榮幸再次成為本港首批合資格可進行《深港通》買賣之券商
- Awarded the “2016 Outstanding Hong Kong Brokerage House” by the prestigious Chinese media “Tencent”
榮獲香港上市公司及國內網絡龍頭「騰訊控股」旗下的著名媒體《騰訊》頒發「二零一六卓越港股券商」殊榮

2017
二零一七年

February 2月

- We do our best to promote Hong Kong's financial products, hoping that more people from abroad, especially people coming from mainland China participate in the trading of Hong Kong's financial products. Thus, we have introduced our "Bright Smart Mobile Teaching Centre" to go round Hong Kong. The mobile teaching centre is unprecedented in Hong Kong's securities industry

熱心推廣香港金融產品，期望能吸引更多海外人士，特別是國內人士參與香港金融產品買賣；故推出全港首創「耀才教學專車」，走遍全港，再創證券界先河



- We booked the whole theatre in Golden Harvest Grand Ocean Cinema at Tsim Sha Tsui for three days during the Lunar New Year and invited over 4,000 customers for nine free sessions, the management also took the opportunity to wish all the customers a Happy Chinese New Year and "wealthy for lifetime and free from worries for generations"



農曆新年期間於尖沙咀海運戲院包場3日，連開9場，一眾管理層更藉此機會向所有客戶拜年，期盼各位客戶「一世富有，代代無憂」，是次活動共招待超過4,000名客戶及合作夥伴欣賞電影

Major Accomplishments

大事記

March 3月

- Our Group are always dedicated to public welfare and pays attention to social issues. We have been a diamond sponsor for Joyful Charity Run for six consecutive years, aiming to raise people's awareness of mood disorders
本集團一向熱心公益及關注社會問題，連續6年成為「心晴行動慈善跑」鑽石贊助商，藉此希望社會能更關注情緒病的問題
- The Group won an award from “cnfol.com” (a well-known financial media in mainland China) for each of the past four years. We were awarded “Most Promising Hong Kong Stock Broker” this year.
連續4年榮獲國內著名媒體《中金在線》頒發獎項，今年本集團獲得「最具潛力港股券商」獎項
- On top of commission and interest free offers, in order to broaden clientele, HK\$8,000 will be given upon opening accounts
除推出免佣免息優惠外，為廣闊客源，開戶更即送港幣8,000



April 4月

- The Group never stops expanding our business, even in adverse conditions. We relocated the existing sales and service centre from the 27th floor of Wing On House that we rented to the whole 23rd floor owned by Mr. Yip Mow Lum (Chairman of the Group), which is twice of the area of the original place. Thus, we are able to offer our customers better and more comprehensive services
本集團持續逆市擴張，將現有的銷售及服務中心，由永安集團大廈27樓租用地方搬遷至23樓全層由本集團主席葉茂林先生持有的自置物業，佔地比原有地方大一倍，為客戶提供更優質更完善的服務
-  The Group has been dedicated to education and promotion of financial knowledge. The Group set a precedent of holding the first large-scale outdoor educational seminar in Hong Kong outside World Trade Plaza in Causeway Bay, the most populous area in Hong Kong. The event attracted an audience of thousands at the plaza with an audience of over ten thousand watching its live stream online
以教育及推廣金融知識為己任，於全港人流量最多的銅鑼灣世貿中心，舉行全港首個大型戶外投資講座，成功吸引數以千計的觀眾到場，以及過萬觀眾於網上同步瀏覽講座直播



Branch Network

分行網絡

HONG KONG 香港

Hong Kong Headquarters 香港總辦事處	10/F & 23/F (Sales & Customer Services Department), Wing On House, 71 Des Voeux Road Central, Central 中環德輔道中71號永安集團大廈10樓全層及23樓全層 (銷售及客戶服務部)	(852) 2537 1371
Central Branch 中環分行	Mezzanine Floor, Peter Building, 58-60 Queen's Road Central 中環皇后大道中58-60號振邦大廈閣樓	(852) 3961 6688
Wanchai Branch 灣仔分行	1/F, Henning House, 385-391 Hennessy Road 灣仔軒尼詩道385-391號軒寧大廈1樓全層	(852) 3127 0888
North Point Branch 北角分行	Shop G2, G/F, Max Share Centre, 373 King's Road 北角英皇道373號上潤中心地下G2號舖	(852) 3180 7428
Quarry Bay Branch 鯉魚涌分行	Shop 7, G/F and Mezzanine Floor, Tak Lee Building, 993 King's Road 鯉魚涌英皇道993號得利樓地下7號舖及閣樓全層	(852) 3550 7888

KOWLOON 九龍

Kowloon Headquarters 九龍總辦事處	Mezzanine Floor and First Floor, Honour House, 375-381 Nathan Road 九龍彌敦道375-381號金勳大廈閣樓及1樓全層	(852) 3604 1888
Tsim Sha Tsui Branch 尖沙咀分行	1/F, Grand Right Centre, No.10 Cameron Road 尖沙咀金馬倫道10號宏威中心1樓全層	(852) 3121 6888
Hung Hom Branch 紅磡分行	G/F & Mezzanine Floor, Hung Hom Mansion, 56A, 46-56 Wuhu Street 紅磡蕪湖街46-56號紅磡大廈56A號地下及閣樓	(852) 3127 9288
Mongkok Golden Hill Branch 旺角金山分行	1/F, Golden Hill Commercial Building, 39-41 Argyle Street 旺角亞皆老街39-41號金山商業大廈1樓	(852) 3188 0928
Kwun Tong Branch 觀塘分行	Shops 4-6, G/F, Yee On Centre, 45 Hong Ning Road 觀塘康寧道45號宜安中心地下4至6號舖	(852) 3768 0888
Kwun Tong 2nd Branch 觀塘第二分行	Shop 5, G/F, Cambridge Building, 25-39 Hong Ning Road 觀塘康寧道25-39號金橋華廈5號舖地下	(852) 3196 9688
Kowloon City Branch 九龍城分行	Shop 4 on G/F & 1/F, The Prince Place, 398 Prince Edward Road West 九龍城太子道西398號御•太子地下4號舖及1樓全層	(852) 3921 3388
Sham Shui Po Branch 深水埗分行	G/F, 39 Yen Chow Street 深水埗欽州街39號舖地下	(852) 3666 5688
Mei Foo Branch 美孚分行	Shops 79 - 80 of Podium Floor, 51-53 Broadway Street, Mei Foo Sun Chuen Phase 3 美孚百老匯街51-53號美孚新村第3期平台79及80號舖	(852) 3120 0388
Kowloon Bay Branch 九龍灣分行	Shop No. G203, G/F, Amoy Plaza, Amoy Gardens Phase II, No. 77 Ngau Tau Kok Road 九龍灣牛頭角道77號淘大商場2期地下G203號舖	(852) 3922 7788

NEW TERRITORIES 新界

Tsuen Wan Branch 荃灣分行	G/F & Cockloft, Sze Yuen Mansion, 253 Sha Tsui Road 荃灣沙咀道253號思源樓地下及閣樓	(852) 3929 2798
Tai Wai Branch 大圍分行	Shop 2B, G/F & Cockloft, On Tai Building, 11 Chik Fai Street 大圍積輝街11號安泰樓2B號舖地下及閣樓	(852) 3763 3488
Tai Po Branch 大埔分行	G/F, 141-145 Kwong Fuk Road 大埔廣福道141-145號舖地下	(852) 3763 3388
Sheung Shui Branch 上水分行	Shop D, G/F & Cockloft, 80 Lung Sum Avenue 上水龍琛路80號地下D舖及閣樓	(852) 3768 7188
Yuen Long Branch 元朗分行	G/F, Shop 26 Fook Tak Street 元朗福德街26號地下	(852) 3926 2688
Tuen Mun Branch 屯門分行	Shop 6, G/F, Tuen Mun Paris London-New York Cinema Shopping Centre, 117-157 Tuen Mun Heung Sze Wui Road 屯門鄉事會路117-157號巴黎倫敦紐約戲院購物中心地下6號舖	(852) 3193 1688

BRIGHT SMART MOBILE TEACHING CENTRE 耀才教學專車

(852) 6282 6635

Branch Network

分行網絡



Awards

獎項

Bright Smart Securities adheres to the servicing principles of “Integrity, Sincerity, Fairness, Conscience and Customer Foremost”. With its excellent service quality and active fulfillment of corporate social responsibilities, Bright Smart Securities has successfully maintained good reputation in the market and earned recognitions from all sectors as exemplified in the numerous awards that it has won.

耀才證券秉承「心正、意誠、公平、良知和以客為先」的服務宗旨，憑藉優質的服務水準，以及履行社會企業責任，維持良好的市場口碑，獲得各界高度認同，榮獲獎項多不勝數。



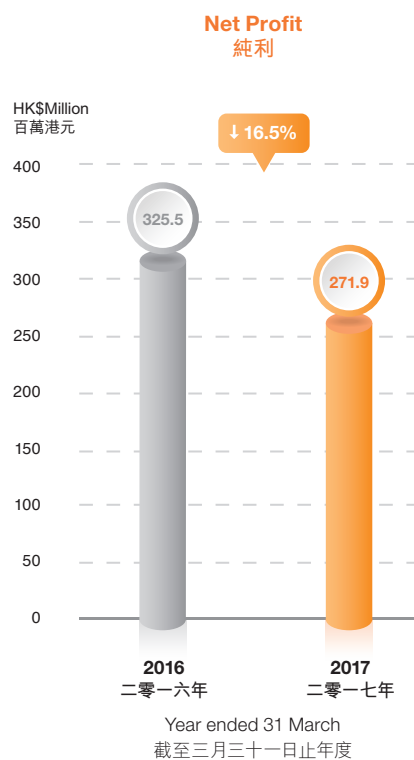
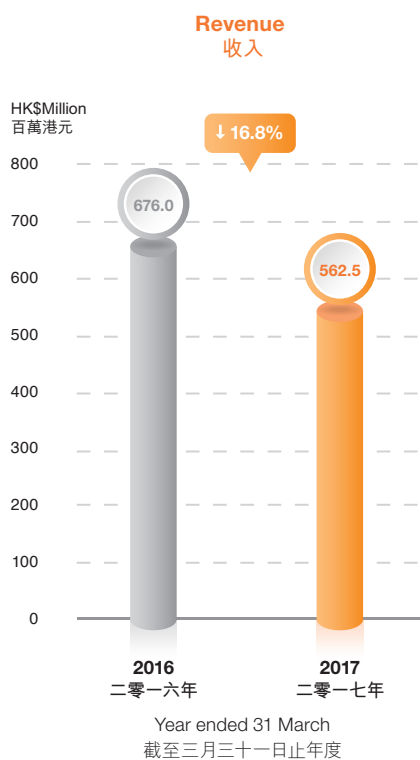
Awards 獎項



Financial Highlights

財務摘要

		Year ended 31 March 截至三月三十一日止年度		
		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元	Decrement 減少 %
Revenue	收入	562,517	675,967	(16.8)
Other income	其他收益	105,898	114,137	(7.2)
Profit from operations	經營溢利	372,588	460,531	(19.1)
Profit before taxation	除稅前溢利	314,589	383,693	(18.0)
Profit for the year	年內溢利	271,910	325,475	(16.5)
Total comprehensive income attributable to equity shareholders	權益股東應佔全面收益總額	258,541	340,595	(24.1)
Basis earnings per share (HK cents)	每股基本盈利 (港仙)	16.02	19.19	(16.5)
Diluted earning per share (HK cents)	每股攤薄盈利 (港仙)	16.02	19.19	(16.5)
Final dividend per share (HK cents) (31 March 2017: 1,696,996,308 shares, 31 March 2016: 1,696,554,538 shares)	每股末期股息 (港仙) (二零一七年三月三十一日: 1,696,996,308股· 二零一六年三月三十一日: 1,696,554,538股)	4.80	5.70	(15.8)



Chairman's Statement

主席報告



In 2016, the market was rocked unprepared by many political and economic events, one after another. The global financial market was volatile with occurrences of “Black Swan” incidents, such as Brexit of the United Kingdom, presidential election of the United States and terrorists attacks in various parts of the world, resulting in profit drops in the global financial industry. The economic growth in mainland China and Hong Kong slowed down, and the investment atmosphere in both places was quiet. Some small and medium-sized securities firms in Hong Kong needed to sell out. Against this backdrop, however, Bright Smart Securities & Commodities Group Limited (the “Company”) and its subsidiaries (collectively, the “Group”) did not slacken. It seized the golden opportunity and expanded its business amid the adverse market environment by investing heavily in setting up branches, improving the speed of its trading system to enhance the speed and stability of its trading system in processing customer orders. At the same time, we strengthened the promotions in mainland China and Hong Kong and offered stunningly big concessions. All these measures successfully attracted numerous new clients, resulting in sharp increase of the number of client accounts and improvement in the Group’s business. Going forward, the Group will continue to attract more clients, expand its business in mainland China, expand its market share in mainland China, and strive to become the most well-known Hong Kong brokerage firm in China.

二零一六年政治經濟大事屢出乎市場預料，環球金融市場震盪頻繁，英國脫歐、美國總統大選及各地的恐襲，使國際上黑天鵝事件不斷發生，導致全球金融業去年盈利大跌，內地及香港經濟增長放緩，兩地投資氣氛沉靜，部份香港中小型證券行更需要賣盤淡出。本集團沒有因此而鬆懈，更抓緊黃金機遇，逆市業務擴充及增設分行，更投放大量資金，提升交易系統速度，使客戶落盤更快更穩定。同時加強中港兩地宣傳及推出多項震撼優惠，成功突圍吸納大批新客，令客戶人數直線上升，帶動耀才證券金融集團有限公司（「本公司」）及其附屬公司（統稱「本集團」）生意提升。未來，本集團將會再接再厲，廣納更多客源，拓展國內業務版圖，搶佔國內市場份額，銳意打造成為全國最具知名度的香港券商。

Chairman's Statement

主席報告

Plagued by various uncertainties, Hong Kong's stock market was rather stagnant in the year. The Group sought more opportunities in the adverse market environment by setting up branches and recruiting talents to improve the Group's visibility and increase the number of clients. Thanks to the above strategies, as at 31 March 2017, the total number of client accounts of the Group reached 211,072, representing an increase of 12.6% over the total number of client accounts of 187,459 as at 31 March 2016. Client assets (including cash and stock) also increased to approximately HK\$40.3 billion (31 March 2016: approximately HK\$32.8 billion), representing a growth of 22.9%.

After setting up its Kowloon Bay branch and expanding its Kwun Tong branch in mid-2016, the Group set a precedent for the securities industry by launching Hong Kong's first "Bright Smart Mobile Teaching Centre" in early 2017, although the economy was still full of uncertainties. This "Centre" will travel to different areas in Hong Kong to educate global visitors especially those from mainland China, on product knowledge and operations of the securities industry in Hong Kong with a view to boosting local trading volume. Meanwhile, to live up to our very customer-oriented mission, the Group had invested substantially in setting up new business locations and expanding the existing sales and service centre by relocating from the 27th floor of Wing On House that we rented to the whole 23rd floor which happens to be my personal property. The new place is twice the area of the original one, and we also improved every aspect of our trading and telephone system. Together with the headquarters in Central, the Group has 23 business locations covering the Hong Kong Island, Kowloon and the New Territories, of which 20 selected branches operate seven days a week. We endeavor to provide clients with comprehensive and quality services.

本年香港股票市場受到種種不明朗因素所困擾，港股成交顯得淡靜，但本集團於逆市中尋求更大拓展業務的機會，增設分行及廣納人才，目的是希望提升本集團的知名度，令客戶人數大幅增加，由於策略得宜，使本集團截至二零一七年三月三十一日之客戶戶口總數增長至211,072個，較二零一六年三月三十一日之客戶戶口總數187,459個增加12.6%。客戶資產（包括現金及股票）亦增加至約403億港元（二零一六年三月三十一日：約328億港元）增長22.9%。

本集團繼二零一六年年中先後開立九龍灣分行及擴充觀塘分行後，更於今年年初在經濟一片不明朗的情況下，推出全港首創的「耀才教學專車」，走遍全港不同地區，可謂打破傳統，開創證券界先河，創辦教學專車的目的是為教導來自各地的訪港旅客，特別是國內的旅客，教育他們有關香港證券業的產品及運作知識，藉此希望有助提升香港交易的成交量。同時，本集團一貫以客為先的精神，務求做到想您所想，投放大量資金增設營業點，並將現有的銷售及服務中心擴張，由永安集團大廈27樓的租用地方搬遷至23樓全層由本人持有的自置物業，佔地比原有的地方大一倍，更將交易及電話系統全面提升。連同中環總行，本集團共有23個營業點，遍佈港九新界，當中20間特選分行更實施一週七天營業，致力為客戶提供全面而優質的服務。



Chairman's Statement

主席報告

As network technology and mobile communication technology advances, internet finance develops rapidly but also generates security issues in online trading. Investors are increasingly alert to the risks, and are realising the importance of online trading security. The Group understands that security in online trading is the primary concern of both buyers and sellers. We had therefore injected significant resources in studying various security measures of transactions and became the first broker to launch a second password mechanism. In future, the Group will continue to monitor network security and keep abreast of the times to enhance customer satisfaction and trust.

As a matter of fact, the Group has always been investing heavily in upgrading the trading system on a yearly basis to improve speed and stability. Earlier, we relocated the central computer facilities system to HKEx Data Centre in Tseung Kwan O to optimise the existing securities and futures trading platform. This relocation helped the Group earn the “My Favorite Online Securities Trading Platform Award” by the famous media Metro Radio. Such award is the best testimony of the Group's quality of services due to its maintenance of its online trading platform, efficiency, stability, safety and reliability.

The Group has always dedicated its efforts to financial education and promotion, frequently conducting seminars in collaboration with exchanges around the world and large financial institutions in the Mainland and Hong Kong at its Kowloon headquarters with an area of 30,000 square feet. It also set up global online live broadcast to introduce the latest investment products and market updates to investors and successfully attracted over 10,000 viewers online each time. This year, the Group set the precedent of holding its first large-scale outdoor educational seminar in Hong Kong outside World Trade Plaza in Causeway Bay. Going forward, the Group will continue to promote the “Outdoor Lectures”, which are expected to be held on a monthly basis in areas with large pedestrian flow to benefit Hong Kong investors and to attract more tourists, especially those from mainland China, and provide them with knowledge on products with an emphasis on Hong Kong products and operations of the global securities industry. We believe this will help to increase the trading volume of various products of the Hong Kong Stock Exchange, thus reinforce its leading position in the world.

隨著網絡技術和移動通信技術的普及，互聯網金融迅速發展，網上交易安全的問題亦隨之而生。投資者對風險的警覺性愈來愈高，並愈來愈重視網上交易的安全。本集團理解網上交易安全是買賣雙方的首要關注，所以本集團以保障客戶利益為己任，不惜投放大量資源，去研究各種交易保安的措施，更是首間推出第二密碼的券商；往後更會在網絡安全上，不斷研究及與時並進，務求使客戶安心及信任。

為使客戶在使用所有交易系統時感到更快更穩定，本集團更每年耗資巨額資金提升交易系統，並於較早前將電腦中樞設備系統遷往位於將軍澳的港交所中央機樓，持續優化現有的證券期貨交易平台。正因如此，本集團榮獲著名媒體《新城電台》頒發「我最愛上●網上證券交易平台」獎項。該獎項是本集團保持網上交易平台高質素服務水平的最佳證明，充分表現本集團的交易系統快速、穩健、安全、可靠，及深受客戶信賴與支持。

本集團一向以教育及推廣金融知識為己任，經常聯同各地交易所及國內及香港的大型金融機構於佔地三萬平方呎的九龍總行舉行大型講座，並設立了全球網上同步直播，每次也成功吸引過萬觀眾於網上瀏覽，向投資者介紹全新投資產品及市場最新動向。本集團今年更開創先河，於銅鑼灣世貿廣場外舉行全港首個戶外大型教育性講座。未來，本集團會持續計劃推廣「戶外講座」，盼能每月於人流眾多的地區舉行，藉此機會除惠及香港投資者外，特別是來自中國內地的旅客，為他們帶來有關全球證券業的產品及運作的知識，相信有助帶動港交所各類產品的成交量，從而鞏固其於國際中的領先地位。

Chairman's Statement

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The Group's "BS Channel" has been providing comprehensive and professional financial information since its establishment six years ago, and is welcomed by investors in both mainland China and Hong Kong as well as Chinese nationals around the world. The BS Channel is currently undergoing a comprehensive reform. Apart from offering audiences with free global financial information on every trading day, our professional analyst team will also strengthen the in-depth analyses on financial markets of mainland China and Hong Kong, in-depth discussions on market trends, as well as forecasts on individual stocks etc.. In addition, in recent years, we have been pursuing actively on the youth market, launching a series of educational programs for the younger generation, such as layout of options which proved popular to young investors. In future, we will continue to introduce more new elements to better suit our diversified audience in terms of content and visual variety. With all these initiatives, we believe the number of viewers will continue to grow. We believe that the number of audiences will increase continuously and sharply.

本集團旗下的「耀才財經台」成立6週年，一直提供全面而專業的財經資訊，深受中、港兩地及全球華人投資者歡迎。耀才財經台本著精益求精的宗旨，並進行全面大革新；除一眾專業的分析師團隊，每個交易日為觀眾免費送上環球財經資訊外，更會加強中、港金融市場的深度分析、大市走勢的深入探討以及個股表現預測等等，近年來，更積極開拓年青人市場，推出一系列針對年青人投資的教學節目，如期權佈局等，深得一眾年青投資者的歡迎；往後會繼續研究加入更多嶄新元素，務求為不同層面的觀眾帶來更多元化、更精彩、更高質素的視覺享受，相信觀眾人數能夠持續直線上升。



Chairman's Statement

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On the corporate social responsibility front, the Group has always been actively supporting community services and charitable events. To name a few, we have supported Joyful (Mental Health) Foundation, a charity group, for six consecutive years now and has become the diamond sponsor for the “Joyful Charity Run at Waterfront Promenade” event which promotes emotional well-being. We were also named a “Caring Company” by the Hong Kong Council of Social Service. Over the years, the Group has always been committed to contributing to society. We regularly make donations to the “Rev. Bro. Paul Sun Education Foundation” which subsidises the construction of school facilities, scholarships for secondary and primary schools, educational activities and community services.

The Group has also been awarded the “Hong Kong Outstanding Corporate Award” for five consecutive years for its outstanding performance, public services and social responsibilities. The Group was the only listed securities firm to receive this award for five consecutive years in Hong Kong. Its leading position among the Chinese brokerage houses is well-established.

More on awards, the Group, due to its rapid expansion in mainland China, has won awards from “cnfol.com” (a well-known financial media in mainland China) for the past four consecutive years. This year, we were named the “Most Promising Hong Kong Stock Broker”. In addition, the Group was also awarded “2016 Outstanding Hong Kong Brokerage House” by well-known medium under Tencent, a listed company and internet leader in Hong Kong. Competition among brokerage houses is fierce in recent years. Our success is the fruits of labour of our hard-working staff. We will continue to carry out promotion and advertising activities in mainland China so as to enhance its profile and market share. At the same time, the Group is also committed to enhancing its service standard and launching diversified financial products to reciprocate clients' long-term support and trust.

本集團在積極拓展業務的同時，不忘主動承擔社會責任，回饋社會。本集團積極支持公益事業，熱心參與慈善活動，連續6年一直出錢出力支持慈善團體「心晴行動慈善基金」，成為「心晴行動飛躍海濱長廊慈善跑」鑽石贊助商，致力推動情緒健康；更獲社會服務聯會頒發「商界展關懷」殊榮。與此同時，本集團一直堅守「取諸社會，用諸社會」的承諾，多年來持續捐出善款支持「孫保祿修士教育基金」，以資助建設校舍設施、中小學獎學金、教育活動及社區回饋等。

憑藉傑出的表現以及對公共服務和社會責任的承擔，本集團連續5年榮獲「香港傑出企業大獎」，表揚一直以來的卓越表現及成就。本集團更是香港證券業界唯一一間連續5年獲獎的上市企業，確立了華資證券行領先的地位。

此外，因應本集團積極拓展內地市場，在內地的知名度大大提升，本集團榮獲連續4年國內著名媒體《中金在線》頒發獎項，今年更榮獲「最具潛力港股券商」獎項。今年，更獲香港上市公司及網絡龍頭「騰訊控股」旗下的著名媒體《騰訊》頒發「二零一六卓越港股券商」獎項。近年券商競爭激烈，成功亦非僥倖，有賴本集團上下一心用汗水辛苦建立的成果，是本集團多年來保持平穩而高質素服務水平的最佳證明。本集團會繼續在內地大力推廣及宣傳，藉以增加內地的知名度及市佔率；同時致力提升服務水平及推出多元化金融產品，以服務質素回饋客戶的長期支持與信任。

Chairman's Statement

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OUTLOOK

The global political and economic environments are complex and ever changing. The uncertainties brought by the change in top leadership in Hong Kong, France and the United States, Brexit of the United Kingdom, devaluation of Renminbi and a more aggressive rate hike strategy by the United States may all dampen purchasing power. These unknowns may also lead to a more cautious investment climate and a cooldown in investment sentiment, which in turn will impose immense pressures on different industries and sectors. Having said that, it is expected that there will be abundant opportunities in the financial market in 2017. Meanwhile, with the rapid development of internet and mobile technology, the traditional securities industry is gradually steering towards the mass market and the internet. While undergoing rapid transformation, the whole securities industry also faces intense competition, unprecedented difficulties and challenges.

After the launch of Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, it is expected more interconnection schemes will emerge in the financial markets in mainland China and Hong Kong, bringing many business opportunities in the stock market. The A-share market is expected to recover as the overall economy recovers. It is believed that Hong Kong stocks will benefit from the launch of Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect. Another favorable factor is southbound capital which will help reverse the downtrend. In future, with the further implementation of China's "13th Five-Year Plan" and "Belt and Road" initiatives, the strengthened interconnection of the financial markets of mainland China and Hong Kong, and the continuous expansion of Renminbi business, Hong Kong will be a "super connector" to aid mainland companies to explore new territories and foreign companies to enter the China Market. It is expected that the financial industry of Hong Kong will maintain good performance in 2017.

展望

全球政經形勢複雜多變，香港新行政長官履新，英國脫歐後遺症、法國及美國新任總統施政、人民幣貶值及美國加息策略，促使消費市場疲弱，不明朗因素更令投資氣氛轉趨審慎，相信對各行各業構成沉重的經營壓力。儘管市場上充斥著許多不明朗因素，預計二零一七年金融市場仍舊充滿機遇。與此同時，隨著互聯網及手機科技的高速發展，傳統證券業正逐步走向市場化和網路化，行業在快速變化中也面臨著激烈的競爭，整體證券業將面對前所未有的挑戰與考驗。

隨著《滬港通》及《深港通》的開通，中港兩地金融市場將會出現更多互聯互通計劃，形成股票市場商機處處，A股市場有望隨著整體經濟的復蘇而有所好轉，港股相信受益於滬港通、深港通開通及險資南下等市場利好因素，有望扭轉低迷的局面。未來隨著在中國「十三五」規劃及「一帶一路」倡議進一步落實，以及兩地金融市場加強互聯互通和離岸人民幣業務持續拓展下，香港將擔當內地企業走出去和外國企業走進來的超級聯繫人角色，預計二零一七年香港金融業料可保持較佳表現。

Chairman's Statement

主席報告

As the Group enters the 8th anniversary of its listing with its excellent operating conditions and competitiveness, we have successfully created a corporate image of being “fair, good and genuine”, and our brand has been widely recognised thanks to our proactive marketing strategy and an excellent management team. Currently we have 23 business locations throughout Hong Kong, 210,000 client accounts. We have also won numerous awards. We play an important role in the securities industry and are widely known, and have been a famous brand recognised by the Hong Kong securities industry. The Group has great confidence in the economic development prospects of China and Hong Kong. The Group will maintain its cautiously optimistic outlook, evaluate the situation and look for breakthroughs amongst its existing businesses but adopting a strategy that is robust, flexible and innovative. We will continue to seize opportunities, actively expanding into new markets and exploring brand-new financial products to capture the opportunities arising from outflow investments from mainland China, and to enhance our competitiveness and market share.

With regards to IT development, the Group has increased its investments in information technology and talents to ensure efficient operations as well as stringent and effective risk management. We strive to provide clients with more professional services, continue to create more long-term value for shareholders, and will continuously explore the possibilities of different businesses. All these will help diversify our business, further enhance our competitiveness, and consolidate our market share. Looking ahead, the Group will be committed to fulfilling the mission of its international development strategy, seize the “Belt and Road” policy opportunity, deepen the business exploration and interactions in mainland China, strengthen the Group's competitiveness, and consolidate its market share.

適逢本集團上市邁進八週年，本集團具備優厚的經營條件及競爭力，並且採取積極進取的營銷策略及卓越的管理團隊，成功打造「平、靚、正」的企業形象，品牌深入民心，時至今日已有23個營業點遍佈全港，客戶戶口總數高達21萬個，且獲獎無數，在證券業界地位舉足輕重，無人不曉，早已是香港證券界公認的名牌。本集團對中國及香港經濟發展前景充滿信心，將一如以往保持審慎樂觀的態度，審時度勢，以穩健、靈活、不斷創新的手法，在原有的業務基礎上尋求新突破，抓緊商機，積極開拓新市場及發掘全新金融產品，準備就緒把握中國內地外流投資所產生的機遇，以提升競爭力搶佔市場份額。

同時，本集團加大對資訊科技以及人才的投入以保證高效的運營及嚴格有效的風險管理，竭誠為客戶提供更專業的服務，繼續為股東創造更長遠的價值，並會不斷探索開展不同業務的可能性，以推動業務多元化，進一步提升競爭力及鞏固市場佔有率。展望將來，本集團將矢志履行國際化發展戰略的使命，把握「一帶一路」政策契機，深化與國內之間的業務拓展及聯動，加強本集團競爭力，鞏固市場地位。

Chairman's Statement

主席報告

I am very pleased that the Group has made impressive achievements in its businesses, the Group's brand awareness and market position. These are attributable to all staff who are committed whole-heartedly to provide quality and dedicated service to their clients. My heartfelt thanks go to all the directors, management team and staff for their efforts and contributions in attaining such remarkable performance in the past year.

I will continue to lead the Group to work its way through these challenging times. We will strive to do our utmost to provide clients with the best services to reciprocate their continuous trust and support. I will also gear up for the future challenges and opportunities and strive for optimal returns for investors, attract target clients, increase market share and enhance profit contribution for an even more impressive score sheet in the year ahead.

Yip Mow Lum
Chairman

Hong Kong
19 June 2017

本集團能夠屢創佳績，品牌知名度及市場地位均大大提高，全賴耀才證券全體員工團結一致，全情投入工作，以真誠的心對待客戶，提供高質素的服務。本人衷心感謝各位董事、管理團隊以及員工在過去一年付出的努力與貢獻，成就驕人的成績。

本人將繼續帶領本集團乘風破浪，勇往直前，一如以往做好本份，竭盡所能為客戶提供最優質的服務，以答謝客戶一直以來對我們的信賴及支持，同時做好充份的準備以迎接未來的挑戰與機遇，力爭為投資者爭取最理想的回報、吸納目標客戶、增加市場份額及提升盈利貢獻，為本集團業績再創新高。

主席
葉茂林

香港
二零一七年六月十九日

Management Discussion and Analysis

管理層討論與分析



MARKET REVIEW

The market turmoil caused by Brexit has finally come to an end. Investors now reckon that Brexit is inevitable, and they are looking forward to a prosperous economy after Brexit. Meanwhile, China's economy is quite stable now. According to the criteria set up by the Government of China, the economic growth in the third quarter is within normal limits. The Bank of England delivered its decisions on lowering interest rates and expanding quantitative easing programme, and investor sentiment is looking up. People's focus has moved from Brexit to US presidential election. Unexpectedly, Republican candidate Trump beat Democratic candidate Hillary in the election and was elected as America's 45th president. The market fluctuated significantly due to the election results. Investor confidence in Hong Kong fell over uncertainty, Hang Seng index once dropped over a thousand points. However, the impact of investors' unease on global financial market lasted a very short time. Investors are expecting that the massive infrastructure plan, the unprecedented tax reform and fewer regulations for companies proposed by Trump will stimulate US economy and help companies generate more profit. Because of the optimistic investor sentiment, the three major indexes reached record high. US dollar and Hong Kong stocks rose as well. Overall, Hang Seng Index steadily rose from 20,777 points when the stock market opened on 1 April 2016 to 24,112 points when the stock market closed on 31 March 2017, representing an increase of 16.1%.

市場回顧

隨著英國脫離歐盟，引發的環球金融市場動盪亦告一段落，市場最終接受現實，更開始憧憬英國脫歐後的經濟表現。此外，中國內地經濟趨向平穩，第三季經濟數據符合政府訂下的合理增長區間之內。英倫銀行亦宣佈減息及擴大量化寬鬆規模，投資者信心有恢復迹象。英國脫歐塵埃落定後，全球再度聚焦美國總統選舉，豈料美國總統大選再爆出乎意料之結果，共和黨候選人特朗普擊敗民主黨候選人希拉莉，當選為美國第45任總統。選舉結果令投資市場顯著波動，港股避險情緒高漲，恒生指數一度跌逾千點，然而市場不安情緒只為環球金融市場帶來極短暫的衝擊，市場隨即期待特朗普上任後推出的巨額基建計劃、歷史性稅務改革及放寬企業規管政策，將為美國迎來經濟增長走強及企業利潤上升週期，美股受市場樂觀情緒帶動，三大指數接連創歷史新高，美元匯率亦節節上升，港股亦跟隨上揚。綜合而言，恒生指數由二零一六年四月一日開市的20,777點，穩步上揚至二零一七年三月三十一日收報的24,112點，上升16.1%。

Management Discussion and Analysis

管理層討論與分析

The trading volume of Hong Kong stocks was sluggish due to an inactive investor sentiment. The average daily turnover in the year was HK\$67.41 billion (2016: HK\$102.48 billion), representing a decrease of 34.2%. An average of 441,850 derivative contracts of Hong Kong Futures Exchange Limited and an average of 309,185 stock option contracts of Hong Kong Stock Exchange (2016: 443,721 and 357,513 respectively) were entered into daily, representing a decrease of 0.4% and a decrease of 13.5% respectively. In terms of IPO market, the number of newly listed companies (including the companies listed on main board and GEM, but excluding the companies switched from GEM to main board) in the year was 140 (2016: 118). The amount of money raised from this year's IPOs was about HK\$178.3 billion, representing a decrease of 34.2% as compared to last year's amount of approximately HK\$270.8 billion.

港股受投資者情緒左右，交投未見活躍，本年度平均每日交易額為674.1億港元（二零一六年：1,024.8億港元），較上年度下降34.2%。香港期貨交易所有限公司之衍生產品合約及聯交所之股票期權合約平均每日成交張數分別為441,850張及309,185張（二零一六年：443,721張及357,513張）分別下降0.4%及13.5%。新股市場方面，本年度新上市公司（包括主板及創業板，但不包括創業板轉主板之公司）數目有140間（二零一六年：118間），首次公開招股集資額約1,783億港元，較上年度首次公開招股額約2,708億港元下降34.2%。



Management Discussion and Analysis

管理層討論與分析

OPERATIONAL RESULTS

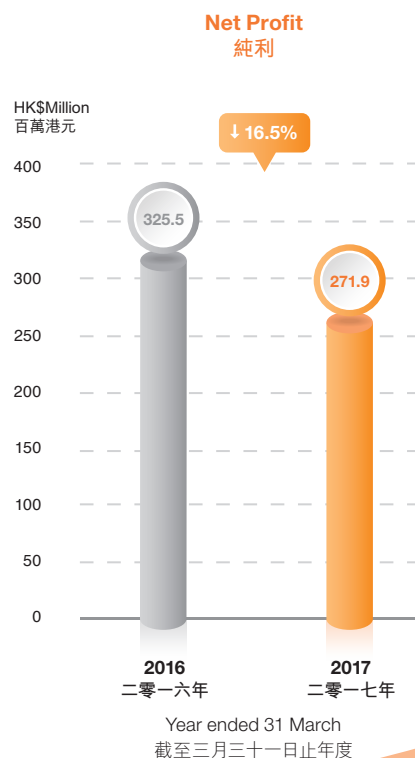
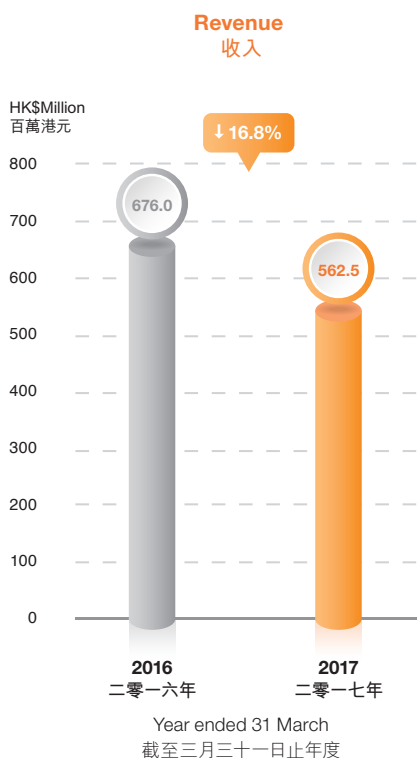
For the year ended 31 March 2017 (the “Year”), the Group recorded a revenue of HK\$562.5 million (2016: HK\$676.0 million), representing an annual decrease of 16.8%. Profit attributable to equity shareholders was HK\$271.9 million (2016: HK\$325.5 million), representing an annual decrease of 16.5%. Total comprehensive income attributable to equity shareholders was HK\$258.5 million (2016: HK\$340.6 million), representing an annual decrease of 24.1%. Basic earnings per share was 16.02 HK cents (2016: 19.19 HK cents), while diluted earnings per share was 16.02 HK cents (2016: 19.19 HK cents). The board (the “Board”) of directors (the “Directors” and each a “Director”) of the Company has recommended the payment of a final dividend of 4.80 HK cents for the year (2016: 5.70 HK cents).

Investment appetite for the stock market was weak due to global economic turmoil, leading to a slump in sales volume. This is the main reason why the Group’s revenue decreased. According to the statistics of Hong Kong Exchanges and Clearing Limited, the average daily turnover of the main board of the Stock Exchange in the year was HK\$67.41 billion (2016: HK\$102.48 billion), representing a year-on-year decrease of approximately 34.2%. However, the Group seized the opportunity to expand in unfavourable conditions. This year, new branches have been set up, and we have also recruited lots of talents. The purpose of all these measures is to improve our competence and service. We want to lay a solid foundation for the Group’s long term development and be prepared for the future.

經營業績

截至二零一七年三月三十一日止年度（「本年度」），本集團營業額錄得562.5百萬港元（二零一六年：676.0百萬港元），較上年度下跌16.8%；權益股東應佔溢利為271.9百萬港元（二零一六年：325.5百萬港元），較上年度減少16.5%；權益股東應佔全面收益總額為258.5百萬港元（二零一六年：340.6百萬港元），較上年度減少24.1%。每股基本盈利為16.02港仙（二零一六年：19.19港仙），而每股攤薄盈利為16.02港仙（二零一六年：19.19港仙）。本公司之董事（「董事」）會（「董事會」）建議就本年度派發末期股息每股4.80港仙（二零一六年：5.70港仙）。

本集團收益減少主要由於環球金融市場表現動盪，窒礙投資者入市信心，令成交量大幅萎縮所致。根據香港交易及結算所有限公司的統計資料，於該年度聯交所主板每日平均交易額約為674.1億港元，較二零一六年同期約1,024.8億港元，下跌約34.2%。不過，本集團把握時機逆市擴充，於本年度廣開分行及招聘大量人才，以壯大實力及提升服務質素，為本集團的長遠發展打好根基及為未來做好準備。



Management Discussion and Analysis

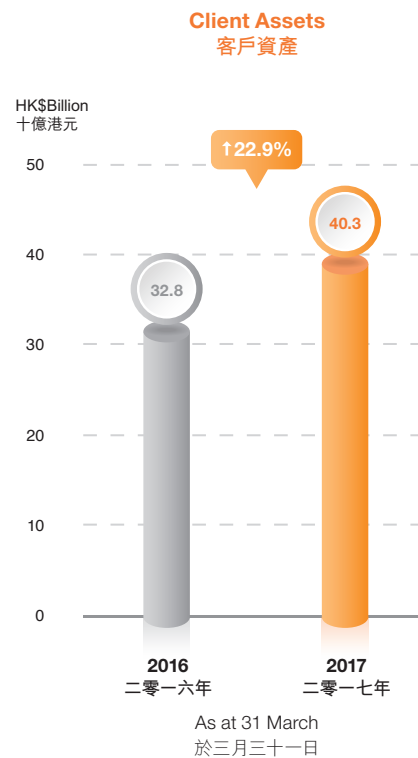
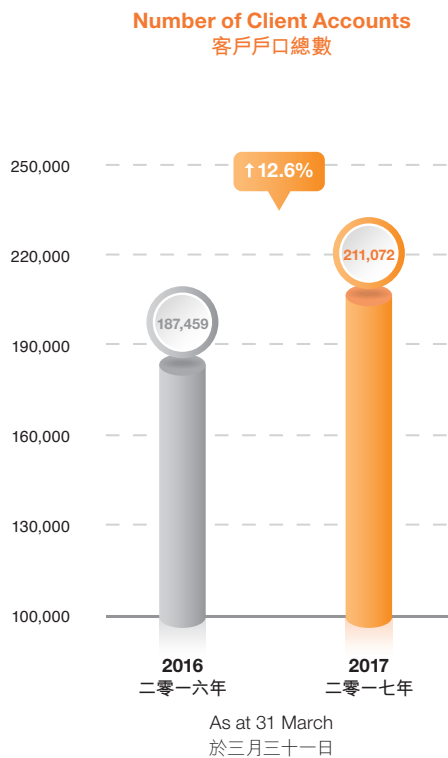
管理層討論與分析

NUMBER OF CLIENT ACCOUNTS AND ASSETS

The Group has achieved a great success in expanding its business in unfavourable conditions. Thanks to our proactive marketing tactics, both the number of our clients and our market share are increasing steadily. The number of our client accounts is over 210 thousand now. 23,613 new accounts were opened in the Year (excluding closed accounts), and the number of our client accounts has reached 211,072 (31 March 2016: 187,459), representing a growth of 12.6%. As at 31 March 2017, the value of client assets (including cash and stocks) was approximately HK\$40.3 billion (2016: approximately HK\$32.8 billion), representing an increase of 22.9%.

客戶戶口總數及資產

本集團逆市擴充計劃成功，加上積極進取的營銷策略，客戶總數及市佔率保持穩健增長，客戶戶口總數更突破21萬。本年度新開立戶口達23,613個（已扣減結束賬戶之客戶），令客戶戶口總數增加至211,072個，相較二零一六年三月三十一的187,459個，增長達12.6%。於二零一七年三月三十一日，客戶資產（包括現金及股票）亦增加至約403億港元（二零一六年：約328億港元），增幅為22.9%。



Management Discussion and Analysis

管理層討論與分析

REVENUE

During the Year, the Group recorded a revenue of HK\$562.5 million (2016: HK\$676.0 million), representing a decrease of 16.8% as compared to the last year.

A summary of revenue from different business segments of the Group is set out below:

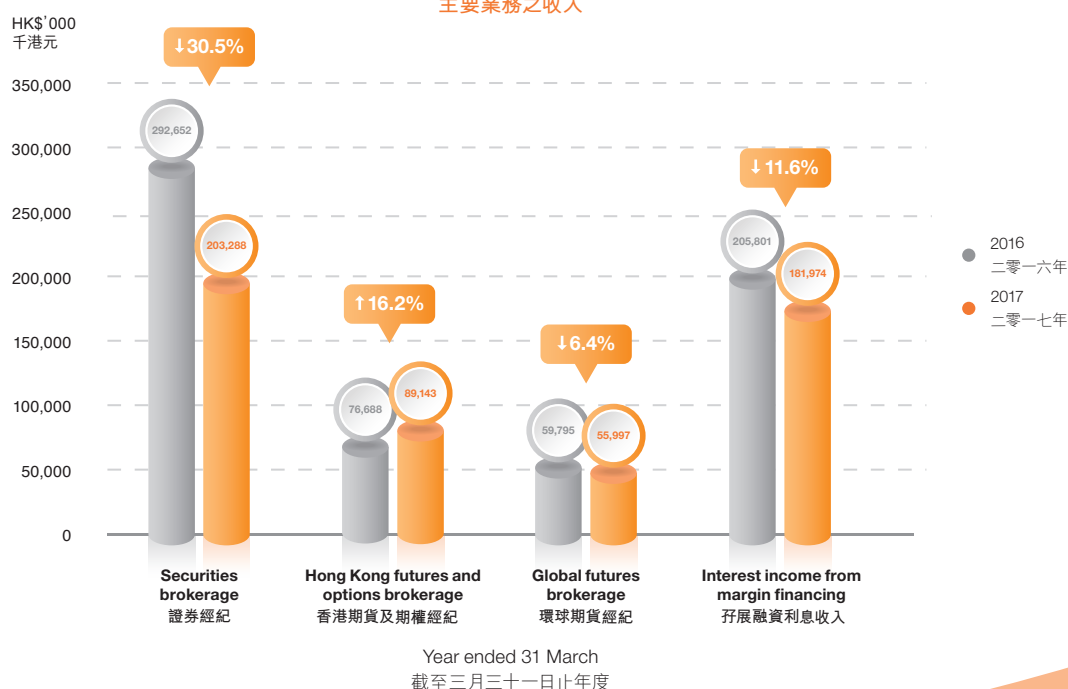
收入

本年度，本集團收入錄得562.5百萬港元（二零一六年：676.0百萬港元），較去年減少16.8%。

本集團各業務分部之收益概要載列如下：

		Year ended 31 March 截至三月三十一日止年度				
		2017 二零一七年		2016 二零一六年		
		Proportion of total revenue 佔總收入之比例		Proportion of total revenue 佔總收入之比例		Increment/ (decrement) 增加/ (減少)
		HK\$'000 千港元	%	HK\$'000 千港元	%	%
Income from:	來自以下各項之收入：					
- Securities brokerage	- 證券經紀	203,288	36.1	292,652	43.3	(30.5)
- Hong Kong futures and options brokerage	- 香港期貨及期權經紀	89,143	15.8	76,688	11.3	16.2
- Global futures brokerage	- 環球期貨經紀	55,997	10.0	59,795	8.9	(6.4)
- Bullion trading	- 現貨金交易	14,071	2.5	7,759	1.1	81.4
- Stock options brokerage	- 股票期權經紀	7,207	1.3	6,971	1.0	3.4
- IPO brokerage	- 首次公開發售經紀	5,958	1.1	14,500	2.1	(58.9)
Interest income from IPO financing	首次公開發售利息收入	4,879	0.9	11,801	1.8	(58.7)
Interest income from margin financing	孖展融資利息收入	181,974	32.3	205,801	30.5	(11.6)
		562,517	100.0	675,967	100.0	(16.8)

Revenue from Main Businesses
主要業務之收入



Management Discussion and Analysis

管理層討論與分析

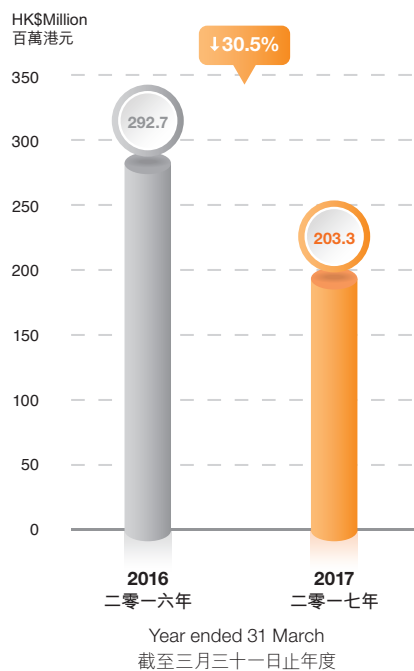
I. Securities brokerage

HKEx recorded a turnover of HK\$16,717.1 billion in the Year (2016: HK\$25,106.7 billion), representing a year-on-year decrease of 33.4%. The shrinking trading volume of Hong Kong stocks has brought down the Group's revenue. The Group recorded a securities brokerage commission of HK\$203.3 million (2016: HK\$292.7 million), accounting for 36.1% of the total revenue (2016: 43.3%). The amount of brokerage commission showed a 30.5% decrease from the corresponding period last year. The decrease was smaller than that of the market.

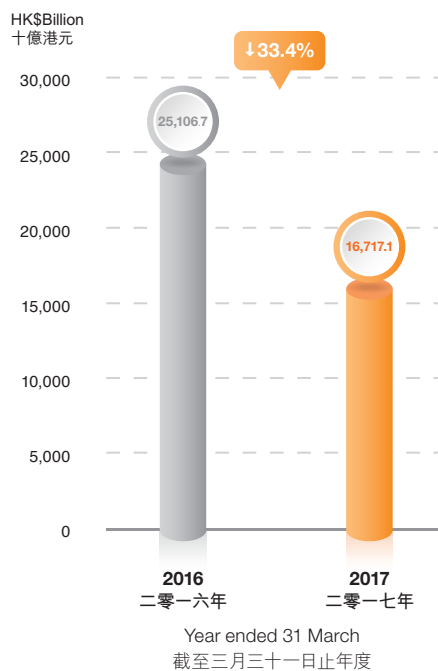
I. 證券經紀

港交所於本年度之總成交金額錄得167,171億港元，同比下跌33.4%（二零一六年：251,067億港元）。港股成交萎縮拖累本集團收入，本集團證券經紀佣金收入錄得203.3百萬港元（二零一六年：292.7百萬港元），佔總營業額36.1%（二零一六年：43.3%），較去年同期下滑30.5%，稍微優於大市。

Commission Income from Securities Brokerage of the Group
本集團證券經紀佣金收入



Transaction Amount of the Hong Kong Stock market
香港股票市場成交金額



Management Discussion and Analysis

管理層討論與分析

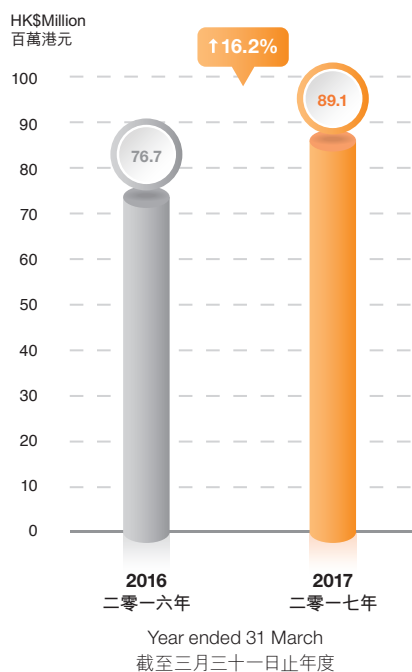
II. Hong Kong futures and options brokerage

The stock market in Hong Kong is still sluggish with a low trading volume. Investors are moving to futures. 110.5 million derivative contracts of Hong Kong Futures Exchange Limited (2016: 108.7 million) were entered in the year, representing an increase of 1.7%. In the year, the Group recorded a futures and options brokerage commission of HK\$89.1 million (2016: HK\$76.7 million), representing a year-on-year growth of 16.2%. The brokerage commission accounted for 15.8% of our total revenue (2016: 11.3%). Thus, the marketing strategies the Group adopts are effective, leading to an impressive increase in brokerage commission.

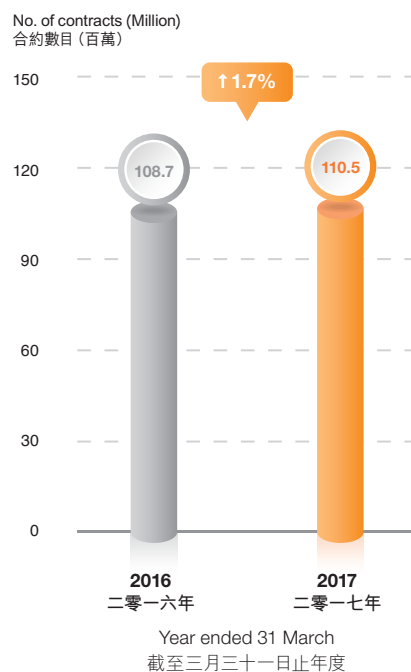
II. 香港期貨及期權經紀

香港股票市場表現疲弱，成交淡靜，投資者因而轉至期貨市場，香港期貨交易所有限公司之衍生產品全年合約成交張數為110.5百萬張（二零一六年：108.7百萬張），上升1.7%。本集團本年度錄得香港期貨及期權經紀佣金收入達89.1百萬港元（二零一六年：76.7百萬港元），較去年同期增長16.2%，佔總營業額15.8%（二零一六年：11.3%），顯示本集團實施有效的營銷策略，令經紀佣金收入錄得不俗的升幅。

Commission Income from Hong Kong Futures and Option Brokerage of the Group
來自本集團香港期貨及期權經紀之佣金收入



Transaction Volume of derivative contracts at the HKFE
衍生合約於期交所之交易量



III. Global futures brokerage

Global financial market fluctuated significantly due to several pieces of unexpected news. Investors are not willing to participate in such an unstable stock market. Our global futures brokerage commission for the Year was HK\$56.0 million (2016: HK\$59.8 million), representing an annual decrease of 6.4%. The brokerage commission for the Year accounted for 10.0% of our total revenue (2016: 8.9%).

IV. Bullion trading

Global stock market tumbled due to growing Brexit panic. Tonnes of money has been invested in hedge funds. We recorded a revenue from bullion trading of HK\$14.1 million for the year (2016: HK\$7.8 million), representing a growth of 81.4% as compared to the corresponding period of last year. The revenue from bullion trading accounts for 2.5% of our total revenue (2016: 1.1%).

V. Stock options brokerage

The Group recorded a stock options brokerage commission of HK\$7.2 million (2016: HK\$7.0 million), accounting for 1.3% of our total revenue (2016: 1.0%). The brokerage commission showed an annual increase of 3.4%. Stock options are investment products with high leverage ratios. The Group monitors the amount of deposit for its stock options, and the deposit are adjusted according to current market conditions. The purpose of these measures is to control risk.

VI. IPO brokerage and IPO financing

According to the information provided by HKEx, the amount of money raised by newly-listed stocks decreased as compared to the last year. As a result, the Group recorded an IPO brokerage commission of HK\$6.0 million (2016: HK\$14.5 million), representing a year-on-year decrease of 58.9%, and accounted for 1.1% (2016: 2.1%) of total revenue. The interest income from IPO financing also decreased to HK\$4.9 million (2016: HK\$11.8 million), representing a 58.7% decrease and 0.9% (2016: 1.8%) of total revenue.

VII. Margin financing

Wait-and-see mood prevailed in the market, and investors played it cautiously. The Group recorded an interest income from margin financing of HK\$182.0 million (2016: HK\$205.8 million), representing a year-on-year decrease of 11.6%. The interest income accounted for 32.3% of our total revenue (2016: 30.5%). The Group has been committed to the implementation of rigorous credit monitoring procedures, which proved to be effective.

III. 環球期貨經紀

環球金融市場出現多個令人意外的消息，令大市表現異常波動，窒礙投資者入市意欲。本年度環球期貨經紀佣金收入較上年度下跌6.4%至56.0百萬港元（二零一六年：59.8百萬港元），佔總營業額10.0%（二零一六年：8.9%）。

IV. 現貨金交易

英國脫歐引發市場恐慌情緒升溫，全球股市大跌，資金湧入傳統的避險工具避險。本年度錄得現貨金交易收入為14.1百萬港元（二零一六年：7.8百萬港元），較去年同期上升81.4%，佔總營業額2.5%（二零一六年：1.1%）。

V. 股票期權經紀

本集團於本年度錄得股票期權經紀佣金收入7.2百萬港元（二零一六年：7.0百萬港元），佔總營業額1.3%（二零一六年：1.0%），按年增加3.4%。股票期權為高槓桿的投資產品，本集團嚴謹監察股票期權戶口的按金水平，並根據市況作出調整，以妥善控制風險。

VI. 首次公開發售經紀及首次公開發售融資

港交所資料顯示，新股上市集資金額均較去年同期減少。受此影響，本集團來自首次公開發售經紀業務之佣金收入錄得6.0百萬港元（二零一六年：14.5百萬港元），同比下降58.9%，佔總營業額1.1%（二零一六年：2.1%）；首次公開發售融資利息收入亦相應調低58.7%至4.9百萬港元（二零一六年：11.8百萬港元），佔總營業額0.9%（二零一六年：1.8%）。

VII. 孖展融資

整體市場觀望氣氛濃厚，令投資者入市更見審慎。本年度，本集團之孖展融資利息收入為182.0百萬港元（二零一六年：205.8百萬港元），較去年同期減少11.6%，佔總營業額32.3%（二零一六年：30.5%）。本集團一直致力實施嚴謹的信貸監控程序，而且行之有效。

Management Discussion and Analysis

管理層討論與分析

GAIN FROM INVESTMENT

During the Year, the Group invested in certain listed securities and futures contracts to enhance the Group's financial performance. The carrying amount of its investment portfolio was HK\$7.0 million as at 31 March 2017 (2016: HK\$193.3 million), which was classified as available-for-sale securities in the consolidated statement of financial position. During the Year, the realised gain from disposal of available-for-sale securities and trading of futures contracts were HK\$31.8 million and HK\$3.1 million respectively (2016: nil). The investment revaluation reserve decreased by HK\$13.5 million as compared with 31 March 2016 to HK\$1.4 million (2016: HK\$14.9 million).

投資收益

為提升本集團財務業績，本集團於本年度已投資部分上市證券及期貨合約。於二零一七年三月三十一日，投資組合之賬面值為7.0百萬港元（二零一六年：193.3百萬港元），並在綜合財務狀況表分類為可供銷售證券。於本年度確認的來自出售可供銷售證券的變現收益及買賣期貨合約所得收益分別為31.8百萬港元及3.1百萬港元（二零一六年：無），而投資重估儲備則較二零一六年三月三十一日減少13.5百萬港元至1.4百萬港元（二零一六年：14.9百萬港元）。

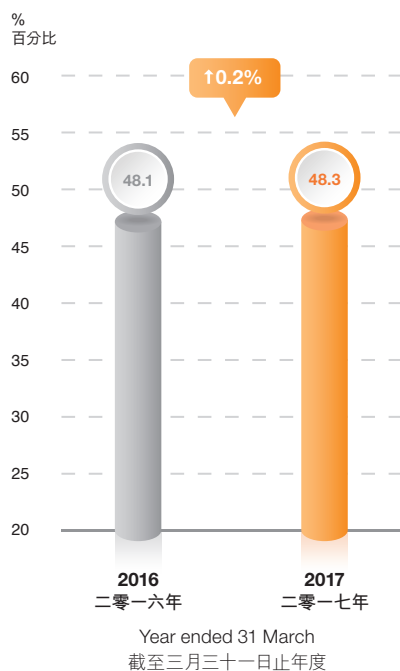
OPERATING EXPENSES AND NET PROFIT MARGIN

The Group has always been dedicated to implementing effective cost control measures. The decrease in turnover for the Year has led to a decrease in operating expenses related to transactions. With the Group expanding its business in adverse market conditions, the Group's operating expenses for the Year is HK\$375.8 million (2016: HK\$399.4 million), representing a year-on-year decrease of 5.9%. Thanks to our effective cost control, the net profit margin of the Year was 48.3% (2016: 48.1%).

經營開支及純利率

本集團一直致力實施奏效的成本控制措施。本年度，隨著交易額下降導致與交易相關之經營成本有所下調，以及因應本集團在逆市進行的擴充計劃下，本集團之經營開支較去年同期下降5.9%，為375.8百萬港元（二零一六年：399.4百萬港元）。本年度純利率亦在奏效的成本控制下得以保持，為48.3%（二零一六年：48.1%）。

Net Profit Margin
純利率



Management Discussion and Analysis

管理層討論與分析

A breakdown of operating expenses is set out below:

經營開支明細如下：

		Year ended 31 March 截至三月三十一日止年度		Increment/ (decrement)
		2017 二零一七年	2016 二零一六年	增加／(減少)
		\$'000 千元	\$'000 千元	%
Staff cost	員工成本	109,688	124,000	(11.5)
Depreciation	折舊	11,100	13,137	(15.5)
Finance cost	財務成本	57,999	76,838	(24.5)
Advertising and promotion expenses	廣告及宣傳開支	7,643	8,204	(6.8)
Auditors' remuneration	核數師酬金	1,591	1,654	(3.8)
Commission, handling and settlement expenses	經紀佣金、手續費及結算費用	54,792	64,583	(15.2)
Information and communication expenses	資訊及通訊開支	31,426	29,449	6.7
Rentals, rates and building management fee	租金、差餉及樓宇管理費	63,968	52,670	21.4
Legal and professional fee	法律及專業費用	6,021	2,886	108.6
Miscellaneous expenses	雜項開支	31,537	26,021	21.2
		375,765	399,442	(5.9)

Management Discussion and Analysis

管理層討論與分析

FUTURE PLANS

Global economy is expected to experience mild increase in growth next year. However, the global environment is still like uncharted waters. Many factors will affect global financial market and Hong Kong stocks, for example, the impact of US president Trump's policies on US real economy, the Federal Reserve System's attitude on raising interest rates, the congressional election results of several countries in Europe, direction of mainland China's capital flow. Investors are paying a lot of attention to these factors. Market has become more volatile. A tad of sensitive information can result in market turmoil.

As financial markets are constantly changing, keeping pace with market information is of utmost importance. The Group, as a leader in the securities industry, has provided investors with the latest information on the global financial markets at no charge and is committed to improving investors' knowledge of financial products. The Group will continue to shoulder the responsibility of educating investors in the future and assist HKEx in strengthening education in order to consolidate the HKEx leading position in the international community.

“Bright Smart Mobile Teaching Centre” set a precedent in securities industry again

Bright Smart Securities has committed to cultivating the future pillars of society and taking improvement of the financial knowledge of investors as its responsibility. After founding the territory's first “Bright Smart Finance Channel”, the Group set a precedent in the securities industry again by launching “Bright Smart Mobile Teaching Centre”, which travelled to different districts of the territory to provide custom made services to the general public anytime and anywhere. In particular, the vehicle travels to tourist attractions in the city to service visitors from mainland China and around the world to increase their understanding and knowledge of the operation of Hong Kong securities sector and global financial products. The Group will use “Bright Smart Mobile Teaching Centre” to enhance education so that investors will be updated with the latest developments of the market.

未來計劃

展望來年，全球經濟有望溫和增長，然而全球局勢依然存在多項不確定因素，包括特朗普出任美國總統後實施的政策對美國實體經濟的影響、美國聯儲局對加息的取態與步伐、歐洲多國國會大選選情，以及中國內地資金的流向等等，均會左右環球金融市場及港股表現，受到投資者高度關注，稍有敏感消息流出市場，即有機會令大市波動，甚至造成軒然大波。

金融市場瞬息萬變，緊貼市場資訊至為重要。本集團作為證券界領導者，一直免費為廣大投資者提供環球金融市場的最新資訊，並致力提高投資者對金融產品的知識。本集團未來會繼續肩負起教育投資者的責任，協助香港交易所加強有關推廣教育，從而鞏固其於國際中的領先地位。

「耀才教學專車」再創證券界先河

耀才證券一直致力培育社會未來棟樑，以提高投資者的金融及財經知識為己任。繼全港首創「耀才財經台」後，本集團再創證券界先河，推出「耀才教學專車」。「耀才教學專車」走遍全港不同地區，隨時隨地為市民大眾提供貼身服務，並特別遊走香港特色旅遊景點，為來自中國內地及世界各地的訪港旅客提供服務，增加他們對香港證券業運作及環球金融產品的了解與認識。本集團將加以利用「耀才教學專車」加強推廣教育，讓投資者掌握市場最新動態。

Management Discussion and Analysis

管理層討論與分析

Cooperate with HK Exchange to strengthen investors' education

Investment seminars are the best platform for the Group to conduct exchanges with its clients. The Group often invites celebrities from the financial sector to analyse the market trend and recommend the latest and most promising investment products on the market. As the seminars held by the Group are close to market conditions with the speakers possessing many years of experience in the industry and adept at following changes in the investment market and making in-depth analysis, the response to each seminar was normally enthusiastic with no empty seats.

The Group also holds seminars matching the needs of clients in accordance with the market conditions. For example, with the opening of the “Shenzhen Stock Connect”, the Group has invited the Hong Kong Stock Exchange to jointly organise “Shenzhen Stock Connect Investment Seminar for beginners”. As more and more investors are concerned about the futures and the options market, the Group invited professionals of the financial sector to analyse how to seize the investment opportunities of indices and stock options, and the response was also overwhelming.

In order to enable the public to grasp the pulse of the financial market so as to make smart investment deployment, the Group will continue to invite representatives of the Exchange and experts from different financial institutions to analyse the market situation for investors and discuss how to seize the opportunity to reorganise investment deployment for enhancing the value of wealth.

Recruiting talents for improving service quality

The Group believes strong branch network and quality service will enhance the confidence of our clients, thus pushing up the number of customers. Therefore, the Group has expanded and opened new branches in Kwun Tong and Kowloon Bay. Together with the “Bright Smart Mobile Teaching Centre”, the Group has increased its operation points to 23 and will continue to seek appropriate locations to optimise our branch network for the convenience of clients. Meanwhile, in response to business development needs, the Group will continue to hold job fairs and visit various tertiary institutions to recruit talents as well as to provide appropriate training courses for new recruits and strive to improve the level of service so as to provide customers with better service.

與交易所合作加強投資者教育

投資講座是本集團與客戶交流的最佳平台，本集團經常邀請財經界名人合辦講座，為投資者分析大市走勢，並推介市場上最新及最具潛力的投資產品。本集團舉辦的講座緊貼市況，演講嘉賓均具有多年行業經驗，擅長捕捉投資市場變化，作出深入淺出的分析，因此每次講座均反應熱烈，座無虛席。

本集團亦會因應市況舉辦切合客戶需要的講座，例如配合《深港通》開通，本集團邀請香港交易所合辦「深港通入門秘笈投資講座」；有見愈來愈多投資者關注期貨及期權市場，本集團邀請金融界專業人士開班教授指數與股票期權獲利機會，同樣大受歡迎。

為了讓大眾切實掌握金融市場的脈搏，從而作出精明的投資部署，本集團將繼續邀請交易所代表和不同金融機構的專家，為投資者解構大市形勢，及教授投資者如何把握機遇重整投資部署，為財富增值。

招攬人才提升服務質素

本集團相信完善的分行網絡及優質的服務水平有助增強客戶的信心，從而推高客戶數量，因此先後在觀塘及九龍灣等地擴充及開設新分行，連同「耀才教學專車」，本集團的營業點已增至23個，本集團會不斷尋找合適地方優化分行網絡，便利客戶。同時因應業務發展需要，持續舉辦招聘會，及到各大專院校招攬優秀人才。本集團會為新入職員工提供適當培訓課程，致力提高服務水平，為客戶提供更優質的服務。

Management Discussion and Analysis

管理層討論與分析

Continuous optimization of online trading system

Following the “Shanghai-Hong Kong Stock Connect”, the Group once again become one of the first brokers in the territory to conduct “Shenzhen Stock Connect” trading. In order to ensure that clients can conduct trading quickly and steadily, the Group has invested substantial resources to upgrade its trading system well in advance and conducted regular simulation tests on the trading system including conducting normal trading and settlement by the simulation system and simulation of large-scale market trading when the trading volume exceeding five times of the current volume and scenarios such as simulation system failure, for testing the stability, affordability and emergency operation procedures of the system etc. As the Group have been maintaining and enhancing the online trading system, the Bright Smart trading system is running smoothly with all the tests passed successfully. The Group will continue to optimise the existing system, and conduct simulation tests regularly on the trading system to ensure its normal operation.

Seizing opportunities to grab market share

“Shenzhen Stock Connect” was officially launched on 5 December 2016. For promotion, the Group specially introduced the offers of “3 months of trading in Hong Kong shares at no interest” and “20% off after the interest-free period according to bank statements”, in order to attract clients using margin lending as leveraged investment. At the same time, in order to provide more flexibility for clients to invest, the Group significantly increased the margin financing ratio of securities and the leverage ratio was very competitive. In order to attract quality clients more effectively, HK\$8,000 was offered to new clients and the offers proved to be very popular upon launching. The Group will keep abreast of the times and regularly conduct comprehensive comparison of securities margin ratios in the industry as well as review and adjust the margin ratio of the Group to assist clients in making flexible use of funds and enhance their purchasing power while enhancing the competitiveness of the Group. The Group will also introduce more offers timely to attract clients and seize market share in response to market needs.

持續優化網上交易系統

繼《滬港通》後，本集團再一次成為香港首批進行《深港通》買賣之券商。為確保客戶能夠快捷穩定地進行買賣，本集團早已投放大量資源提升交易系統，更定期進行交易系統模擬測試，包括模擬系統進行正常交易和結算、模擬市場進行超過比現行市場成交量高達五倍成交的大規模買賣及模擬系統故障等情況，以測試系統的穩定性、承受能力及緊急運作程序等等。鑑於本集團一直維護及提升網上交易系統，因此耀才交易系統暢通無阻，全部測試均順利通過。本集團會不斷優化現有系統，並定期就交易系統進行模擬測試，以確保運作正常。

把握機遇搶佔市場佔有率

《深港通》於二零一六年十二月五日正式啟動，為隆重其事，本集團特別推出「買賣港股可享3個月0息」及「免息期後根據銀行單據再享8折」優惠，藉以吸引利用孖展借貸作槓桿投資的客戶。同時，為使客戶更靈活投資，本集團大幅提高股票孖展融資比率，槓桿比率極具競爭力；其後為更有效吸納優質客戶，加推新客戶即享港幣8,000的優惠，所有優惠推出後，均極受歡迎。本集團會與時並進，定期就行內股票孖展比率進行全面比較，並檢討及調整本集團之孖展比率，以協助客戶靈活運用資金，提高購買能力，同時增加本集團之競爭力。本集團亦會因應市場需要，適時推出更多優惠方案吸引客戶，搶佔市場佔有率。

Management Discussion and Analysis

管理層討論與分析

Dedicated to securing online transactions

The Group has always been dedicated to maintaining security of online transactions. It took the lead to introduce “second password”, so as to protect customer assets more effectively. The Information Technology Department also upgrade the security system from time to time, and pay attention to changes in network security of the market, in order to take every aspect of its online security and privacy protection to the next level, offering our clients a fast and stable trading system and better services. Meanwhile, the Group will continue to remind our clients to be cautious online. For account and password security, clients were told not to use unknown WiFi networks; and login with your account, giving sensitive information, download unknown software and click on a phishing link when using a public computer.

Improving “Bright Smart Finance Channel”

Bright Smart Finance Channel is founded in 2010 and since then, the comprehensive and professional financial news it provides are well received among investors in both mainland China and Hong Kong. To pursue excellence, the BS Channel is undergoing a comprehensive reform, besides offering audiences with global financial information free of charge on every trading day, the professional analysts team will also strengthen the in-depth analyses on the financial markets of mainland China and Hong Kong, the in-depth discussions on the market trend, as well as forecasts of individual stocks and so forth. In recent years, we pursued more actively on the youth market, launching a series of educational programs for the youth, such as layout of options, and proved to be popular with young investors. In the future, we will continue to study on introducing more new elements, with the aim to offer audiences with more diversified, more exciting and better quality of visual enjoyment. We believe that the number of audiences will increase continuously and sharply.

致力維護網上交易安全

本集團一直致力維護網上交易安全，早著先機，率先推出「第二密碼」，藉此更有效保障客戶資產；資訊科技部更不時將保安系統提升，及留意市場網絡保安的變化，務求做到全方位提升網上保安及私隱保障，使客戶在網上交易系統買賣時可更快更穩定，從而可給予客人更佳的服務質素。同時，本集團將持續加強教育客戶注意網絡安全，例如教育客戶切勿使用不知名的WiFi上網、避免於公共電腦登入帳戶、隨意輸入敏感資料、下載不知名軟件及進入釣魚網站等，以免帳戶資料及密碼被盜，造成損失。

提升耀才財經台節目質素

耀才財經台於二零一零年成立，開始至今一直提供全面而專業的財經資訊，深受中、港兩地及全球華人投資者歡迎。耀才財經台本著精益求精的宗旨除一眾專業的分析師團隊，每個交易日為觀眾免費送上環球財經資訊外，更加强中、港金融市場的深度分析、大市走勢的深入探討以及個股表現預測等等，近年來，更積極開拓年青人市場，推出一系列針對年青人對投資的教學節目，如期權佈局等，深得一眾年青投資者的歡迎；往後會繼續研究加入更多嶄新元素，務求為不同層面的觀眾帶來更多元化、更精彩、更高質素的視覺享受，相信觀眾人數持續直線上升。

Management Discussion and Analysis

管理層討論與分析

Summary

With a proactive attitude, the Group is expanding its branch network in an unfavourable conditions this year. We are recruiting talents to improve our corporate profile and core competence. Our business development has achieved a prominent success. The Group, as always, is responsible for investor education. We want to broaden their horizon and let them know how to manage money better. All of these are going to help investors make more money with ease. The Group will take its advantages to the next level, expand its business into various fields and seize opportunities to breakthrough. Our purpose is to improve the Group's overall profitability, operating efficiency and enhance returns to shareholders.

CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES

The Group's operations were financed by shareholders' equity, cash generated from operation and bank borrowings.

The Group maintains a strong cash position with total bank deposits, bank balances and cash amounted to HK\$596.9 million as at 31 March 2017 (2016: HK\$503.4 million). The Group had bank borrowings of HK\$5,096.0 million as at 31 March 2017 (2016: HK\$2,554.0 million) which bore interest primarily at floating rate. The bank borrowings were primarily collateralised by its margin clients' securities pledged to the Group. As at 31 March 2017, unutilised banking facilities amounted to HK\$10,041.2 million (2016: HK\$9,245.0 million). The Group's gearing ratio (total bank borrowings divided by the total shareholders' equity) was 231.7% (2016: 125.4%). As at 31 March 2017, the net current assets of the Group increased by 17.0% to HK\$2,079.0 million (2016: HK\$1,776.3 million). As at 31 March 2017, the Group's current ratio (current assets divided by current liabilities) was 1.3 times (2016: 1.5 times).

The Group actively and regularly reviews and manages its capital structure and makes adjustments in light of changes in economic conditions. For the licensed subsidiaries, the Group ensures each of the subsidiaries maintains a liquidity level adequate to support the level of activities with a sufficient buffer to accommodate increases in liquidity requirements arising from potential increases in the level of business activities. During the Year, all the licensed subsidiaries complied with the liquidity requirements under the Securities and Futures (Financial Resources) Rules ("FRR").

總結

本年度，本集團以積極進取的態度在逆市中擴充分行網絡，更廣納賢才，不斷提高企業形象及核心競爭力，業務發展策略成功，成績有目共睹。本集團會一如以往扛起教育投資者的重責，豐富他們的國際視野及提高理財的知識和能力，讓投資者輕鬆盡握財富增值機遇。本集團並致力強化原有的優點，開拓不同領域的業務，和把握黃金機會突破業務發展，藉以提升本集團整體盈利能力及營運效率，為股東力爭更佳回報。

資本結構、流動資金及財務資源

本集團以股東權益、經營業務產生之現金及銀行借貸為其營運提供資金。

本集團維持強勁現金狀況。於二零一七年三月三十一日，其銀行存款、銀行結餘及現金合共為596.9百萬港元（二零一六年：503.4百萬港元）。於二零一七年三月三十一日，本集團之銀行借貸為5,096.0百萬港元（二零一六年：2,554.0百萬港元），主要按浮動息率計算。銀行借貸主要以孖展客抵押予本集團之證券作抵押。於二零一七年三月三十一日，未動用銀行融資為10,041.2百萬港元（二零一六年：9,245.0百萬港元）。本集團之資產負債比率（按總銀行借貸除以總股東權益計算）為231.7%（二零一六年：125.4%）。於二零一七年三月三十一日，本集團之流動資產淨值增加17.0%至2,079.0百萬港元（二零一六年：1,776.3百萬港元）。於二零一七年三月三十一日，本集團之流動比率（按流動資產除以流動負債計算）為1.3倍（二零一六年：1.5倍）。

本集團積極定期檢討及管理資本結構，並因應經濟環境之轉變對資本結構作出調整。就持牌附屬公司而言，本集團確保各附屬公司均保持資金靈活周轉，足以支持業務經營，以及在業務活動可能轉趨頻繁而引致對流動資金之需求上升時亦能應付自如。於本年度，所有持牌附屬公司均遵守證券及期貨（財政資源）規則（「財政資源規則」）項下之流動資金規定。

Management Discussion and Analysis

管理層討論與分析

CHARGES ON ASSETS

No asset of the Group was subject to any charge as at 31 March 2017 and 2016.

CONTINGENT LIABILITIES

As at the end of the reporting period, corporate guarantees provided by the Company in respect of banking facilities granted by authorised institutions to its subsidiaries engaging in securities and futures broking amounted to HK\$12,060.0 million (2016: HK\$9,165.0 million). As at 31 March 2017, the subsidiaries of the Company have utilised HK\$4,021.0 million of these aggregate banking facilities (2016: HK\$1,806.0 million).

As at the end of the reporting period, the directors did not consider that any claim would be made against the Group under any of the guarantees.

OPERATING LEASE COMMITMENTS AND CAPITAL COMMITMENTS

The operating lease commitments as at 31 March 2017 were approximately HK\$113.6 million (2016: HK\$131.2 million). The capital commitments as at 31 March 2017 were approximately HK\$5.1 million (2016: HK\$1.3 million).

EMPLOYMENT AND REMUNERATION POLICIES

As at 31 March 2017, the Group had a work force of 306 employees (2016: 272 employees). Staff costs, excluding Directors' emoluments, amounted to approximately HK\$97.2 million for the Year (2016: HK\$101.6 million). The Group's remuneration policy aims to offer competitive remuneration packages to recruit, retain and motivate competent employees. The Group believes the remuneration packages are reasonable and competitive and in line with market trends. The Group has put in place a share option scheme and a bonus scheme for its executives and employees as a measure to provide a competitive remuneration package for the Group's long term growth and development. The Group also provides appropriate training and development programs to its employees to enhance the staff's work ability and personal effectiveness.

資產抵押

於二零一七年及二零一六年三月三十一日，本集團之資產並無受限於任何抵押。

或然負債

於報告期末，本公司就從事證券及期貨經紀業務之附屬公司自認可機構取得之銀行融資發出本金總額12,060.0百萬港元（二零一六年：9,165.0百萬港元）之公司擔保。於二零一七年三月三十一日，本公司之附屬公司已動用該等銀行融資總額之4,021.0百萬港元（二零一六年：1,806.0百萬港元）。

於報告期末，董事認為就任何擔保對本集團提出任何申索的機會不大。

經營租約承擔及資本承擔

於二零一七年三月三十一日，經營租約承擔約為113.6百萬港元（二零一六年：131.2百萬港元）。於二零一七年三月三十一日，資本承擔約為5.1百萬港元（二零一六年：1.3百萬港元）。

僱員及薪酬政策

於二零一七年三月三十一日，本集團共有306名僱員（二零一六年：272名僱員）。本年度之員工成本（不包括董事酬金）約為97.2百萬港元（二零一六年：101.6百萬港元）。本集團之薪酬政策旨在提供具競爭力之薪酬福利，以吸引、挽留及激勵能幹之僱員。本集團相信該等薪酬福利屬合理及具競爭力，且符合市場趨勢。本集團已為其行政人員及僱員設立一項購股權計劃及獎金計劃，藉此提供具競爭力之薪酬福利，以達致本集團之長期增長及發展。本集團亦向其僱員提供適當培訓及發展計劃，以提升員工之工作能力及個人效能。

Management Discussion and Analysis

管理層討論與分析

SIGNIFICANT ACQUISITION AND DISPOSAL OF SUBSIDIARIES

During the Year, the Group did not make any significant acquisitions or disposals of subsidiaries.

LITIGATION

As at 31 March 2017 and up to the date of this announcement, the Group has not been involved in any litigation of significance.

RISK MANAGEMENT

Credit risk

The Group's credit risk is primarily attributable to amounts due from clients, brokers and clearing houses. The management has a credit policy in place and the exposure to the credit risk is monitored on an ongoing basis.

In respect of amounts due from clients, individual credit evaluations are performed on all clients (including cash and margin clients). Cash clients are required to place deposits as prescribed in the Group's credit policy before execution of any purchase transactions. Receivables due from cash clients are due within the settlement period commonly adopted in the relevant market practices, which is usually within a few days from the trade date. Because accounts receivable from cash clients relate to a wide range of customers for whom there was no recent history of default, there has not been a significant change in credit quality and the balances are considered fully recoverable, and the prescribed deposit requirements and the short settlement period involved, the credit risk arising from the amounts due from cash clients is considered low. The Group normally obtains liquid securities and/or cash deposits as collateral for providing financing to its cash and margin clients. Margin loans due from margin clients are repayable on demand. For commodities and futures brokerage, an initial margin is required prior to opening transaction. Market conditions and adequacy of securities collateral and margin deposits of each cash account, margin account and futures account are monitored by the management on a daily basis. Margin calls and forced liquidation are made where necessary.

重大收購及出售附屬公司

本年度，本集團並無任何重大收購或出售附屬公司。

訴訟

於二零一七年三月三十一日及至本公告日期間，本集團並無涉及任何重大訴訟。

風險管理

信貸風險

本集團之信貸風險主要自應收客戶、經紀及結算所之賬款。管理層訂有信貸政策，並持續監控信貸風險。

就應收客戶賬款方面，所有客戶（包括現金及孖展客戶）均須接受個別信貸評估。於執行任何購買交易前，現金客戶須按本集團之信貸政策向指定戶口存款。應收現金客戶款項乃於相關市場慣例普遍採用之結算期內到期，一般為交易日後數天內。基於應收現金客戶賬款涉及多名近期並無欠款記錄之客戶，信貸質素並無重大變動及有關結餘被視為可全數收回，而指定存款規定及所涉及結算期短，故應收現金客戶賬款產生之信貸風險甚微。本集團一般會向其現金及孖展客戶取得流動證券及／或現金存款作為向其提供融資之抵押品。應收孖展客戶之孖展貸款須應要求償還。就商品及期貨經紀業務而言，於開倉前須支付基本按金。管理層會每日監察市況以及各現金賬戶、孖展賬戶及期貨賬戶之證券抵押品及保證金是否足夠，如有需要，會追繳保證金及強行斬倉。

Management Discussion and Analysis

管理層討論與分析

In respect of amounts receivable from brokers and clearing houses, credit risks are considered low as the Group normally enters into transactions with brokers and clearing houses which are registered with regulatory bodies and enjoy sound reputation in the industry.

The Group has no significant concentration of credit risk as credits are granted to a large population of clients.

The Group does not provide any other guarantees which would expose the Group to credit risk.

Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the raising of loans to cover expected cash demands, and to ensure compliance with FRR. The Group's policy is to regularly monitor its current and expected liquidity requirements and its compliance with lending 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.

Interest rate risk

The Group charges interest on its margin clients and cash clients with outstanding loan amounts on the basis of its cost of funding plus a mark-up. Financial assets (such as margin loans and deposits with banks) and financial liabilities (such as bank loans) are primarily at floating rates. The Group's income and operating cash flows are not subject to significant interest rate risk.

Foreign exchange risk

The Group is exposed to currency risk primarily arising from financial instruments that are denominated in United States dollars ("USD"), Renminbi ("RMB"), Singapore dollars ("SGD"), Japanese Yen ("JPY") and Australian dollars ("AUD"). As the Hong Kong dollar ("HKD") is pegged to the USD, the Group considers the risk of movements in exchange rates between the HKD and the USD as insignificant. In respect of financial instruments denominated in other currencies, the Group ensures that the net exposure is kept at an acceptable level by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances. The management monitors all the foreign currency positions on a daily basis.

由於本集團一般與已向監管機構註冊並於業內享有良好聲譽之經紀及結算所進行交易，故應收經紀及結算所賬款之信貸風險甚低。

由於本集團向眾多客戶提供信貸，故並無重大集中信貸風險。

本集團並無提供任何其他擔保，致令本集團面對信貸風險。

流動資金風險

本集團內個別經營體負責各自之現金管理，包括籌措貸款應付預期現金需要，並確保符合財政資源規則。本集團之政策為定期監管當前及預期流動資金需要，並遵守借貸契諾，確保維持足夠現金儲備及來自大型財務機構充足承諾融資額度，以應付長短期流動資金需要。

利率風險

本集團按其資金成本另加漲價向孖展客戶及尚未償還貸款的現金客戶收取利息。金融資產（如孖展貸款及銀行存款）及金融負債（如銀行貸款）主要按浮動息率計算。本集團之收入及經營現金流量並無面對重大利率風險。

外匯風險

本集團所承受外匯風險主要源自以美元（「美元」）、人民幣（「人民幣」）、新加坡元（「新加坡元」）、日元（「日元」）及澳元（「澳元」）計值之財務工具。由於港元與美元掛鈎，故本集團認為，港元與美元之間匯率變動風險輕微。就以其他貨幣計值之財務工具而言，本集團在有需要的情況下按即期匯率購入或出售外幣以處理短期之不平衡情況，藉以確保風險淨額維持可接受之水平。管理層每日監控所有外匯持倉。

Management Discussion and Analysis

管理層討論與分析

Equity price risk

The Group is exposed to equity price changes arising from equity investments classified as available-for-sale equity securities. All of these investments are listed.

The Group's listed investments are listed on the Stock Exchange of Hong Kong. Listed investments held in the available-for-sale portfolio have been chosen based on their longer term growth potential and are monitored regularly for performance against expectations.

股價風險

就分類為可供銷售股本證券的股本投資而言，本集團須承受其股價變動風險。所有該等投資均為上市投資。

本集團的上市投資均在香港聯合交易所上市。持作可供銷售組合的上市投資乃根據其長期增長潛力挑選，並定期監察其表現與預期是否相符。

Biographies of Directors and Senior Management

董事及高級管理層之簡歷

EXECUTIVE DIRECTORS

Mr. YIP Mow Lum

Chairman & Executive Director

(Appointed as a director on 4 August 2009 and elected as the chairman on 4 August 2010)

Aged 65, is the founder, the Chairman of the Board and the controlling shareholder of the Company. Mr. Yip is also the Chairman of the Nomination Committee, a member of the Remuneration Committee and Risk Management Committee of the Company. He is responsible for the formulation of corporate strategies, overseeing operations and the overall steering of the Group's management. Mr. Yip has solid experience in brokerage industry and investment and has over 20 years' management experience in securities and futures brokerage. He is a director of certain subsidiaries of the Group. Mr. Yip is a responsible officer recognized by the Securities & Futures Commission of Hong Kong ("SFC") for engaging in the Type 2 (dealing in futures contracts) regulated activity. He is the sole director of New Charming Holdings Limited, the controlling shareholder of the Company and the uncle of Mr. Chan Wing Shing, Wilson, one of the Executive Directors of the Company.

執行董事

葉茂林先生

主席及執行董事

(於二零零九年八月四日獲委任為董事，並於二零一零年八月四日獲推選為主席)

65歲，為本公司創辦人、董事會主席及控股股東。葉先生亦為本公司提名委員會之主席、薪酬委員會及風險管理委員會之成員。彼負責制定公司策略、監察營運及監督本集團之整體管理工作。葉先生於經紀業及投資方面具備豐富知識，並擁有超過20年管理證券及期貨經紀業務之經驗。彼為本集團部份附屬公司之董事。葉先生為香港證券及期貨事務監察委員會（「香港證監會」）認可第二類（期貨合約交易）受規管活動之負責人員。彼為本公司控股股東，新長明控股有限公司之唯一董事及本公司另一名執行董事陳永誠先生之舅父。



Biographies of Directors and Senior Management

董事及高級管理層之簡歷

Mr. HUI Yik Bun

Chief Executive Officer & Executive Director

(Appointed as a director and Co-Chief Executive Officer on 5 October 2015 and re-designated as Chief Executive Officer on 31 May 2016)

Aged 43, is an Executive Director and the Chief Executive Officer of the Company. He is responsible for overall business development, operations and management of the Group. He is also a member of the Risk Management Committee and directors of certain subsidiaries of the Group. He has over 20 years of experience in securities and futures businesses, and has worked in a number of securities firms. Mr. Hui has expertise in brokerage operations, sales management and market operations of securities and futures businesses, particularly with over 10 years of experience in frontline branch management. Mr. Hui is also a responsible officer recognized by the Securities and Futures Commission for engaging in the Type 1 (dealing in securities) and Type 2 (dealing in futures contracts) regulated activities.

Mr. CHAN Wing Shing, Wilson

Dealing Director & Executive Director

(Appointed on 4 August 2010)

Aged 52, is an Executive Director of the Company and the Dealing Director of the Group in charge of the daily dealing operations of securities and futures businesses. Mr. Chan is also a director of Bright Smart Securities International (H.K) Limited and Bright Smart Futures & Commodities Company Limited. He has over 17 years' experience in securities and futures businesses and is a responsible officer recognized by the SFC for engaging in the Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 7 (providing automated trading services) regulated activities. Mr. Chan is the nephew of Mr. Yip, the founder, the Chairman of the Board and the controlling shareholder of the Company.

許繹彬先生

行政總裁及執行董事

(於二零一五年十月五日獲委任為董事及聯席行政總裁，並於二零一六年五月三十一日獲調任為行政總裁)

43歲，為本公司執行董事及行政總裁。彼負責本集團整體業務發展、營運及管理。許先生亦為風險管理委員會成員及本集團部份附屬公司之董事。許先生於證券及期貨業積逾20年經驗，曾任職多間證券行，熟悉證券及期貨各部門的運作，專長負責管理銷售及市場營運，並擁有超過10年分行管理經驗。許先生為證監會認可第一類（證券交易）及第二類（期貨合約交易）受規管活動之負責人員。

陳永誠先生

交易總監及執行董事

(於二零一零年八月四日獲委任)

52歲，為本公司之執行董事及本集團之交易總監，負責監督證券及期貨業務之日常交易運作。陳先生亦為耀才證券國際（香港）有限公司及耀才期貨及商品有限公司之董事。彼於證券及期貨業積逾17年經驗並為香港證監會認可第一類（證券交易）、第二類（期貨合約交易）、第四類（就證券提供意見）、第五類（就期貨合約提供意見）及第七類（提供自動化交易服務）受規管活動之負責人員。陳先生為本公司創辦人、董事會主席及控股股東葉先生之外甥。

Biographies of Directors and Senior Management

董事及高級管理層之簡歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. YU Yun Kong

Independent Non-executive Director

(Appointed on 4 August 2010)

Aged 51, is an Independent Non-executive Director, the Chairman of the Audit Committee, the Remuneration Committee and the Risk Management Committee, and a member of the Nomination Committee of the Company. Mr. Yu is a practising certified public accountant with over 20 years' experience in public accounting practice. He is a fellow member of both the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants and also an associate member of the Taxation Institute of Hong Kong.

Mr. SZETO Wai Sun

Independent Non-executive Director

(Appointed on 4 August 2010)

Aged 58, is an Independent Non-executive Director, a member of the Audit Committee, the Nomination Committee, the Remuneration Committee and Risk Management Committee of the Company. Mr. Szeto holds a Bachelor's Degree in Laws (Hons) and a Postgraduate Certificate in Laws from The University of Hong Kong, and obtained the Professional Certificate in Chinese Civil & Commercial Law, a course jointly organised by Tsinghua University in the PRC and the School of Professional and Continuing Education of The University of Hong Kong in 2002. He also holds a Professional Diploma for the Financial Times Non-Executive Director issued in May 2015, and is a fellow member of the Hong Kong Institute of Directors. Mr. Szeto was admitted as a solicitor in Hong Kong in 1985 and worked in a number of law firms in Hong Kong including Edmund Cheung & Co. and Y.T. Chan & Co., before founding his own firm Sun Lawyers (formerly known as W.S. Szeto & Lee, Solicitors) in 2003. He remains the Senior Partner of Sun Lawyers. He is also an independent non-executive director of Target Insurance (Holdings) Limited (Stock Code: 6161), a company listed on the Main Board of The Hong Kong Stock Exchange.

獨立非執行董事

余韜剛先生

獨立非執行董事

(於二零一零年八月四日獲委任)

51歲，本公司之獨立非執行董事、審核委員會、薪酬委員會及風險管理委員會主席以及提名委員會成員。余先生為執業會計師，於會計界積逾20年執業經驗。彼為英國特許公認會計師公會及香港會計師公會資深會員，並為香港稅務學會會員。

司徒維新先生

獨立非執行董事

(於二零一零年八月四日獲委任)

58歲，為本公司之獨立非執行董事、審核委員會、提名委員會、薪酬委員會及風險管理委員會成員。司徒先生持有香港大學法律榮譽學士學位及法律專業證書。又於二零零二年取得中國清華大學與香港大學專業進修學院合辦之中國民商法專業課程進修結業證書。司徒先生持有於二零一五年五月簽發之金融時報非執行董事專業文憑，彼亦為香港董事學會的資深會員。彼於一九八五年取得香港執業律師資格，並曾在張恩純、葉健民律師行及陳應達律師事務所等香港律師行執業，於二零零三年創立司徒維新律師行，現為該行高級合夥人。彼亦為泰加保險（控股）有限公司（股份代號：6161）（一所香港主板上市公司）之獨立非執行董事。

Biographies of Directors and Senior Management

董事及高級管理層之簡歷

Mr. LING Kwok Fai, Joseph

Independent Non-executive Director

(Appointed on 4 August 2010)

Aged 61, is an Independent Non-executive Director, a member of the Audit Committee, the Nomination Committee, the Remuneration Committee and Risk Management Committee of the Company. Mr. Ling has over 20 years' experience in accounting, finance and administration and has been a director and the company secretary of a charitable organisation since 2004. Mr. Ling joined Midland Realty (Holdings) Limited in 1990 and was the executive director when he left the company in 1997. Prior to that, he was a controller of Hong Kong Telephone Company Limited and has also worked at Chase Manhattan Bank and the First National Bank of Boston in accounting field. Mr. Ling is an associate member of the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Company Secretaries.

SENIOR MANAGEMENT

Mr. YIP Mow Lum

(Biographical details are set out on page 40)

Mr. HUI Yik Bun

(Biographical details are set out on page 41)

Mr. CHAN Wing Shing, Wilson

(Biographical details are set out on page 41)

Ms. LI Wan Mei

Chief Financial Officer

(Joined the Group in November 2008)

Aged 33, is the Chief Financial Officer in charge of the overall financial and accounting management of the Group. Ms. Li has over 10 years' accounting experience, including three years' experience gained in PricewaterhouseCoopers. She holds a Bachelor's Degree in Business Administration from the Lingnan University and is a member of the Hong Kong Institute of Certified Public Accountants.

凌國輝先生

獨立非執行董事

(於二零一零年八月四日獲委任)

61歲，為本公司之獨立非執行董事、審核委員會、提名委員會、薪酬委員會及風險管理委員會成員。凌先生於會計、財務及行政方面積逾20年經驗並自二零零四年起出任一家慈善組織之董事兼公司秘書。凌先生於一九九零年加入美聯物業(集團)有限公司，於一九九七年離職時為該公司之執行董事。在此之前，彼曾任香港電話有限公司總監及於美國大通銀行及波士頓第一國民銀行出任會計工作。凌先生為英國特許秘書及行政人員公會及香港公司秘書公會會員。

高級管理層

葉茂林先生

(簡介已列於第40頁)

許繹彬先生

(簡介已列於第41頁)

陳永誠先生

(簡介已列於第41頁)

李韻媚小姐

財務總監

(於二零零八年十一月加入本集團)

33歲，為本集團之財務總監，負責本集團之整體財務及會計管理工作。彼擁有超過10年之會計經驗，包括三年於羅兵咸永道會計師事務所之經驗。彼持有嶺南大學工商管理學士學位，並為香港會計師公會會員。

Biographies of Directors and Senior Management

董事及高級管理層之簡歷

Mr. LAM Hung Yi

Assistant General Manager

(Joined the Group in August 2007)

Aged 42, is the Assistant General Manager in charge of the Group's business operation on securities, futures and spot gold, as well as the supervisor of the daily operation of all front line sales representatives. Mr. Lam has over 20 years of experience in financial sector, including 9 years' experience in sales and operation management. Mr. Lam is a representative recognized by the SFC for engaging in the Type 1 (dealing in securities) and Type 2 (dealing in futures contracts) regulated activities.

COMPANY SECRETARY

Mr. CHAN Kwan Pak

(February 2011 – May 2012; re-appointed in October 2012)

Aged 60, is a member of the Institute of Chartered Secretaries and Administrators and Hong Kong Institute of Chartered Secretaries, a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chan has extensive experience in company secretarial practices in respect of listed companies.

林鴻誼先生

副總經理

(於二零零七年八月加入本集團)

42歲，為本集團副總經理，負責本集團證券、期貨及現貨黃金營運，監督所有前線銷售代表的日常運作。彼於金融行業擁有超過20年之專業經驗，其中包括逾9年銷售及營運的管理經驗。彼為香港證監會認可第1類（證券交易）及第2類（期貨合約交易）受規管活動之代表。

公司秘書

陳筠栢先生

(二零一一年二月至二零一二年五月；二零一二年十月再獲委任)

60歲，為英國特許秘書及行政人員公會及香港特許秘書公會會員，亦為英國特許公認會計師公會資深會員及香港會計師公會會員，具有豐富之上市公司秘書實務經驗。

Environmental, Social and Governance Report

環境、社會及管治報告

Sustainability and environmental conservation is a significant issue for our customers, shareholders, government and the general public. The Group spares no effort in managing and maintaining good corporate governance, and strives to integrate corporate social responsibility into its business strategy and management approach. The Group works to advance environmental and social progress and conduct business in a way that creates value for our clients and employees. The objective of this report is to provide the Group's stakeholders with an overview of the Group's efforts in eliminating the environmental, social and governance ("ESG") impacts arising from its daily operations. The Group is dedicated to cultivating an environmentally friendly, health and safety culture through the united efforts of all staff, aiming to achieve the following objectives:

- Compliance with all applicable environmental, health and safety legislation;
- Optimization in energy use efficiency;
- Reduction in quantities of waste and pollutants; and
- Provision of a healthy and safe workplace for staff.

A. Environmental Protection

Environmental Policies

Protecting the environment and conserving the resources are important responsibilities for large-scale companies. The Group strives to achieve environmental sustainability in the operation of the Group which aims to not only comply with environmental laws and regulations but also endeavours to prevent pollution, save resources and reduce waste, as well as to enhance environmental awareness.

Use of Resources

Maximization of energy efficiency is one of the ways to protect our planet. The Group has never stopped improving equipment such as lighting and air-conditioning systems in order to increase overall operating efficiency. In the head office, air-conditioning systems are equipped with automatic adjustment system to maintain the temperature and cooling speed, resulting in a comfortable working environment while saving energy.

可持續發展及環境保護為客戶、股東、政府及公眾的重大議題。本集團竭盡所能致力管理及維持良好的企業管治，並致力將企業社會責任融入其業務戰略及管理方式中。本集團致力推進環境及社會進程，並以能夠為客戶及僱員創造價值的方式經營業務。本報告旨在向本集團的持份者提供一份工作概覽，臚列本集團於消除其日常營運所帶來的環境、社會及管治影響方面所進行的工作。本集團透過全體員工的共同努力，致力培養重視環保、健康及安全的文化，旨在達成下列目標：

- 遵守所有適用的環境、健康及安全法規；
- 優化能源使用效益；
- 減少廢棄物及污染物數量；及
- 為員工提供健康安全的工作環境。

A. 環境保護

環境政策

保護環境及珍惜資源乃具規模公司的重要責任。本集團努力於營運中達致環境可持續發展，本集團不止於遵守環境方面法律及規例，更會致力防止污染、節約資源及減少廢棄物，以及提升環保意識。

資源使用

保護地球的其中一個方法，就是盡量善用能源。本集團持續改善照明及空調系統等設備，以提升整體營運效率。總辦事處的空調系統配備維持溫度及製冷速度的自動調節系統，在節能之餘，又能享有舒適的工作環境。

Environmental, Social and Governance Report

環境、社會及管治報告

The Environment and Natural Resources

The Group continues to practice paper saving initiatives, such as default double-sided printing, reminder for staff to have environmentally friendly photocopying habit, and separated collection of waste paper for effective recycling.

In recent years, the Group has implemented paperless processing in its internal communications, including employee payrolls, circulars to employees and memorandum, etc.. Creating a paperless working environment not only reduces environmental damage but also fits commercial goals, as it can save physical space, facilitate information sharing via online networks, and reduce complicated documentation procedures.

The Group promotes environmental awareness through engaging customers to view their accounts statements in electronic version. In addition, the Group distributes the latest promotion information and notices via email and SMS. The Company strongly recommends Shareholders to access its corporate communications, including financial reports and statements, through the websites of the Stock Exchange and the Company instead of printed version. This paperless practice thus helps protect the environment, as well as save costs for stationery, printing and administrative charges etc..

B. Workplace Quality

Employment

In demonstrating the “people-centric” culture, the Group is adopting an equitable, fair and open approach on recruitment. The Group strives to offer equal and fair job opportunities to all qualified candidates. In order to establish the sense of belongings to new employees, the Group conducts staff orientation for new employees in order to familiarise them with the corporate culture and business environment of the Group.

環境及天然資源

本集團繼續致力於節約用紙的措施，如預設雙面列印、提醒員工養成環保影印的習慣，以及分類回收廢紙使其能有效循環再用。

近年，本集團已就僱員工資單、僱員通函及備忘錄等內部通訊實行無紙化。創造一個無紙化的工作環境不僅能夠減少對環境的損害，亦符合我們的商業目標，因無紙化既能節約空間，亦方便透過在線網絡分享資料，也可減少複雜的存檔程序。

本集團提倡環保意識，鼓勵客戶查閱電子版本的客戶賬單。此外，本集團透過電郵及短信發送最新的推廣資料及通知。本公司極力建議股東透過聯交所及本公司網站查閱公司的企業通訊（包括財務報告及報表），而非收取印刷版本。上述無紙化政策有助保護環境，亦可節省在文儀、印刷及行政費用等方面的成本。

B. 工作環境質素

僱用

為體現「以人為本」的文化，本集團採取公平、公正及公開的招聘方式。本集團致力向所有合資格的應徵者提供公平及公正的工作機會。為培養新僱員的歸屬感，本集團為所有新僱員均舉辦員工入職簡介，讓彼等熟悉本集團的企業文化及業務環境。

Environmental, Social and Governance Report

環境、社會及管治報告

Health and Safety

The Group pays attention to the health and well-being of staff. In order to provide employees with health coverage, staff are entitled to benefits including medical and life insurance. The Group provides a safe and effective working environment for its staff to ensure the working environment is health and safety.

In addition, the Group shows awareness and care on the health of the staff and hygiene of the working environment by creating and posting posters to draw the attention of the staff on personal hygiene and transmission of germs.

Development and Training

The Group fully understands that career development for employees is one of the critical elements for maintaining long-term relationship between the employees and the Group. The Group encourages and provides subsidies to employees at all levels to pursue educational or training opportunities that achieve personal growth and professional development. As the Group retains its position at the forefront of the vibrant market, it is important for the staff actively pursue professional trainings to enhance their technical knowledge and keep up with the latest developments.

C. Operating Practice

Supply Chain Management

The Group values mutually beneficial and long standing relationships with its suppliers. The Group works closely with a number of suppliers in providing financial information solutions. The selection of suppliers is based on criteria such as price, stability of the trading platform, customer service team responsiveness, capability and experience, with preference given to potential suppliers that demonstrate their commitment to the environment.

健康與安全

本集團關注員工的健康及福祉。為保障僱員的健康，員工享有醫療及人壽保險等福利。本集團為員工提供安全及具效益的工作環境，確保工作環境健康及安全。

此外，本集團通過製作及張貼海報提醒員工注意個人衛生及病菌傳播，展現出本集團對員工健康及工作環境衛生的重視及關注。

發展及培訓

本集團深明僱員事業發展乃維持僱員與本集團間長遠關係的關鍵元素。本集團鼓勵並資助各級僱員報讀或參與有助個人成長及專業發展的進修或培訓課程。由於本集團在活躍多變的市場中保持領先地位，員工積極參與專業培訓提升彼等的技術知識及與時並進，至關重要。

C. 營運常規

供應鏈管理

本集團重視與供應商間的互惠及長遠關係。本集團與多間供應商緊密合作提供財務資料解決方案。本集團根據價格、交易平台穩定程度、客戶服務團隊回應速度、實力及經驗等準則選擇供應商，並會優先選擇對保護環境不遺餘力的潛在供應商。

Customer Services

The Group has earned trusted relationships with its broad customer through providing dedicated customer services. The Group makes every effort to investigate and resolve all disputes and complaints lodged by customers promptly and fairly, according to clear written internal procedures. As a comprehensive financial services provider, the Group comprises teams of professionals specialising in a wide array of services including securities broking, margin financing, commodities & futures broking and bullion trading. As at 31 March 2017, 151 employees of the Group were licensed with the SFC in various regulated activities: dealing in securities (RA1), dealing in futures contracts (RA2), leveraged foreign exchange trading (RA3), advising on securities (RA4), advising on futures contracts (RA5), providing automated trading services (RA7), and asset management (RA9).

This year, as a result of its dedicated services and professionalism, the Group received the following awards:

- “My Favourite Online Mobile Brand Award – Online Securities Trading Platform” awarded by Metro Broadcast, a well-known radio company in Hong Kong
- “2016 Hong Kong Outstanding Enterprise Award” awarded by Economic Digest, a well-known financial magazine in Hong Kong
- “2016 Outstanding Hong Kong Stock Broker Award” awarded by Tencent, a well-known media company in mainland China
- “Most Promising Hong Kong Stock Broker” awarded by cnFOL.com, a well-known media website in mainland China

客戶服務

本集團透過貼心的客戶服務贏得廣大客戶的信賴。本集團透過清晰的內部明文程序，致力迅速及公正地調查及解決所有爭議及客戶投訴。作為綜合財務服務供應商，本集團的服務團隊由不同專業人才組成，提供多樣化的服務，包括證券經紀、孖展融資、商品及期貨經紀及現貨金交易。於二零一七年三月三十一日，本集團有151名僱員為證監會持牌人士，可從事多項受規管活動：證券交易（第1類受規管活動）、期貨合約交易（第2類受規管活動）、槓桿式外匯交易（第3類受規管活動）、就證券提供意見（第4類受規管活動）、就期貨合約提供意見（第5類受規管活動）、提供自動化交易服務（第7類受規管活動）以及提供資產管理（第9類受規管活動）。

本年度，本集團憑藉其貼心服務及專業態度榮獲下列獎項：

- 香港著名電台《新城電台》頒發「我最愛上●網上流動品牌大獎之網上證券交易平台」
- 香港著名財經雜誌《經濟一週》頒發「二零一六香港傑出企業大獎」
- 國內著名媒體《騰訊》頒發「二零一六港股券商之卓越券商」
- 國內著名媒體《中金在線》頒發「最具潛力港股券商」

Environmental, Social and Governance Report

環境、社會及管治報告

Data Privacy

Ensuring the privacy of customer information is among the Group's most important responsibilities in maintaining the reputation and trust. The Group complies with all data privacy regulations and guides staff in protecting the data and privacy of customers. Specific processes for the handling and protection of customer data are set out in the relevant internal procedure manual which ensures appropriate measures are in place to protect personal data against unauthorized use or access. The Group also ensures that customers' personal data is securely kept and processed only for the purposes for which it has been collected. Staff are provided with adequate training in compliance with the Personal Data (Privacy) Ordinance, to strengthen their knowledge regarding safeguarding of personal data.

Protection of Intellectual Property

The Group builds up and protects its intellectual property rights by registration of domain names and trademarks including "Bright Smart". The Group has registered trademarks in various classes in Hong Kong and mainland China.

Anti-corruption/Anti-money Laundering

In order to build up an ethical corporate culture and practices, the Group has established policies and procedures for anti-corruption and anti-money laundering. This policy sets forth procedures for customer screening and monitoring requirements, "know your client" policies, record keeping requirements, and reporting suspicious circumstances in accordance with the relevant laws, codes and guidelines issued by regulatory authorities.

Compliance with Laws and Regulations

The Group has established legal and compliance department to ensure its compliance with applicable laws, rules and regulations. Relevant staff and operating units will be informed of the latest changes of applicable laws, rules and regulations from time to time. The Group has obtained all major qualifications and licences necessary to conduct its business operations according to relevant laws and regulations. During the year, the Group has not violated any relevant laws, rules and regulations which may have a material adverse effect on the Group.

資料私隱

本集團視保障客戶資料的私隱為首要任務，以保持良好的聲譽及客戶信任。本集團遵守所有資料私隱規例，並指導員工保護客戶的資料及私隱。處理及保護客戶資料的具體過程載於相關內部程序手冊，確保本集團有既定合適技術措施防止個人資料遭未經授權使用或取用。本集團亦確保客戶的個人資料獲妥善保管，並僅會就其收集目的而持有相關資料。員工已按照個人資料（私隱）條例接受充足培訓，加強彼等對保障個人資料的認識。

知識產權保護

本集團透過註冊域名及商標（包括「耀才」）建立及保護其知識產權。本集團已於香港及中國內地註冊多個類別的商標。

反貪污／反洗黑錢

為建立符合道德的企業文化及慣例，本集團設有反貪污及反洗黑錢的政策及程序。有關政策訂明客戶的篩選程序及監察規定、「認識你的客戶」政策、記錄保存規定，以及根據監管機構頒佈的相關法律、守則及指引報告可疑情況。

遵守法律及法規

本集團已設立法律及合規部門以確保其符合適用法律、規則及規例。相關員工及營運單位將不時獲告知適用法律、規則及規例的最新變動。本集團已根據相關法律及規例取得其業務營運所必須的所有主要資格及許可。本集團於年內並無違反可能對本集團造成重大不利影響的任何相關法律、規則及規例。

Environmental, Social and Governance Report

環境、社會及管治報告

D. Community Investment

The Group is committed to serve the community and recognizes positive contribution to the community is the responsibility of a good corporate citizen. The Group has formulated various community activities. The Group's management team plays an important role in mobilizing staff to join all these activities, which are held in tandem with its commitment to sustainable development. The Group believes that by encouraging staff to participate in a wide range of charitable events, concern for the community will be raised, inspiring more people to take part in community service.

The Group has always been enthusiastic on community services. The Group has been supporting a charity organization "Joyful (Mental Health) Foundation" and has been a diamond sponsor for 6 years, in the Charity Running event in the promotion of mental health and the Group was awarded with Caring Company Award.

In January 2017, the Group donated HK\$100,000 in support of the "Bright Smart Securities 18th Asian Junior Squash Team Championships 2017" to nurture all round development of our next generation.

The Group donated another HK\$100,000 to Louis Mak Charitable Foundation as a token of care and appreciation to the elderly.

The Group also endeavours to promote in the educational spectrum. Mr. Yip, the chairman of the Group, further donated HK\$3,000,000 to Hong Kong Baptist University in support of the long-term development of the University in fostering the future generations.

Over the years, the Group has contributed donations to Rev. Bro. Paul Sun Education Foundation to support the construction of school facilities, scholarships for primary and secondary schools, educational activities and community.

The Group has been awarded the following certificates of appreciation:

- Outstanding Social Caring Organization Award, Social Enterprise Research Institute
- Certificate of Appreciation for contributing to the Partnership Fund for the Disadvantaged 3 November 2016

D. 社區投資

本集團致力服務社區，並明瞭作為良好企業公民的一員，有責任為社區作出積極貢獻。本集團已制定多項社區活動。本集團的管理團隊於動員員工參加該等活動方面扮演重要角色，該等活動乃因應本集團對可持續發展的承諾而舉辦。本集團相信透過鼓勵員工參加不同的慈善活動，將可提高大家對社區的關注，並可鼓勵更多人參與社區服務。

本集團長久以來均熱衷於社區服務。本集團一直支持名為「心晴行動慈善基金」的慈善組織，六年期間擔任提倡心理健康的慈善跑活動的鑽石贊助商，並獲「商界展關懷獎項」。

於二零一七年一月，本集團捐款100,000港元支持「二零一七耀才證券第十八屆亞洲青少年壁球團體錦標賽」，以培養下一代的全面發展。

為表示對長者的關懷及感謝，本集團亦向麥羅武慈善基金捐款100,000港元。

本集團亦努力推動教育發展。本集團主席葉先生向香港浸會大學捐款3,000,000港元支持該大學的長遠發展，以培育下一代。

多年來，本集團均有向孫保祿修士教育基金作出捐款，為學校設施的建設、中小學獎學金、教育活動及社區提供支持。

本集團亦獲頒下列感謝狀：

- 社會企業研究所頒發的「社會關愛企業卓越獎」
- 於二零一六年十一月三日就其對「攜手扶弱基金」的貢獻獲頒授嘉許狀

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Board is committed to ensure high standards of corporate governance practices and believes that they are essential for maintaining and promoting investors' confidence. The Board reviews its corporate governance practices from time to time in order to meet public and shareholders' expectations and to comply with increasingly stringent regulatory requirements, as well as to fulfill its commitment in excellent corporate governance.

The Corporate Governance Code and Corporate Governance Report as contained in Appendix 14 (the "CG Code") to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited sets out two levels of corporate governance practices, namely, code provisions that listed companies must either comply with or explain their non-compliance; and recommended best practices that listed companies are encouraged to comply with but need not disclose any non-compliance. Throughout the Year, the Company has fully complied with the mandatory code provisions of the CG Code.

BOARD OF DIRECTORS

The Board's primary responsibilities are to formulate the Company's long-term corporate strategy, oversee the management of the Group, evaluate the performance of the Group and assess the achievement of targets periodically set by the Board. In addition, the Board has established four Committees, namely, the Audit Committee, the Nomination Committee, the Remuneration Committee and Risk Management Committee; and has delegated various responsibilities to these Board Committees as set out in the respective terms of reference.

BOARD COMPOSITION

The Board comprises six Directors, of whom more than one-third are non-executive and independent of the management. The Board is collectively responsible for promoting the success of the Company by directing and supervising the Company's affairs. The Board has a balance of skills and experience appropriate for the requirements of the Group's businesses. As at 31 March 2017, three of the Directors are executive, namely, Mr. Yip Mow Lum (Chairman), Mr. Hui Yik Bun (CEO) and Mr. Chan Wing Shing, Wilson; and three of the Directors are independent non-executive, namely, Mr. Yu Yun Kong, Mr. Szeto Wai Sun and Mr. Ling Kwok Fai, Joseph. The biographical details of the current Directors are set out in the "Biographies of Directors and Senior Management" section of this annual report.

企業管治常規

董事會恪守維持高水平企業管治常規之承諾，並堅信此對於維持及提高投資者之信心至關重要。為符合公眾及股東之期望，遵守日趨嚴謹之監管要求，以及實踐董事會對堅守優越企業管治之承諾，董事會不時檢討集團之企業管治常規。

香港聯合交易所有限公司發出之證券上市規則（「上市規則」）附錄十四之企業管治守則及企業管治報告（「企業管治守則」）載有兩個層次之企業管治常規，包括：守則條文—上市公司必須遵守，或對任何不遵守之情況作出解釋；及建議最佳常規—鼓勵上市公司加以遵守，但毋須披露不遵守之情況。於本年度本公司完全遵守企業管治守則之強制守則條文。

董事會

董事會之主要職責為制定本公司之長期策略、監督本集團之管理、評估本集團之表現及評核能否達到董事會定期設定之目標。此外，董事會已成立四個轄下委員會，包括審核委員會、提名委員會、薪酬委員會及風險管理委員會，並按該等委員會之職權範圍，將不同責任轉授該等委員會負責。

董事會組成

董事會由六名董事組成，超過三分之一之董事為非執行董事，並且獨立於管理層。董事會透過指示並監督本公司之事務，就推動本公司之成功發展集體負責。董事會擁有本集團業務所需之各種相關技能及經驗。於二零一七年三月三十一日，三名董事會成員分別為執行董事，葉茂林先生（主席）、許繹彬先生（行政總裁）及陳永誠先生，另外三名董事為獨立非執行董事，分別為余韜剛先生、司徒維新先生及凌國輝先生。現任董事之簡歷載於本年報「董事及高級管理層之簡歷」一節。

Corporate Governance Report

企業管治報告

During the Year, the Board at all times met the minimum requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors, and complied with the requirement that at least one such director should have appropriate professional qualifications of accounting or related financial management expertise. Both Mr. Yu Yun Kong and Mr. Ling Kwok Fai, Joseph both have the appropriate professional qualifications and experience in the financial matters required. Pursuant to the requirements as stated in the Listing Rules, the Company has received written confirmation from each of the independent non-executive Directors of his independence from the Company.

Mr. Chan Wing Shing, Wilson is a nephew of Mr. Yip Mow Lum. Mr. Yip Mow Lum, Mr. Hui Yik Bun and Mr. Chan Wing Shing, Wilson are directors of several subsidiaries of the Company. Save as disclosed above, there are no other relationships between the Board members, including financial, business, family or other material/relevant relationships.

BOARD DIVERSITY POLICY

The Company recognises that increasing diversity at the Board level will support the attainment of the Company's strategic objectives and sustainable development.

The Board has adopted a Board Diversity Policy which sets out the approach to achieve and maintain diversity on the Board.

Pursuant to the Board Diversity Policy, the Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and other qualities. The Company also takes into consideration its own business model and specific needs from time to time in determining the optimum composition of the Board.

於本年度，董事會一直符合必須委任最少三名獨立非執行董事之最低要求的上市規則，並遵守當中應最少包括一名具備適當專業會計資格或相關財務管理專長之董事之規定。余韜剛先生及凌國輝先生均具備所需之適當專業資格及財務事宜方面之經驗。根據上市規則之規定，本公司已收到各獨立非執行董事就其獨立性而向本公司發出之書面確認。

陳永誠先生為葉茂林先生之外甥。葉茂林先生、許繹彬先生及陳永誠先生為本公司及數間附屬公司之董事。除上述披露外，董事會成員間並無任何關係，包括財務、業務、家屬或其他重大或相關關係。

董事會成員多元化政策

本公司知悉董事會層面日益多元化將支持本公司達成策略目標及持續發展。

董事會已採納董事會成員多元化政策，該政策載列達致及維持董事會成員多元化的方法。

根據董事會成員多元化政策，本公司藉考慮多項因素，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及其他資格，務求達致董事會成員多元化。本公司決定董事會最佳成員組合時，亦不時考慮其本身業務模式及具體需要。

Corporate Governance Report

企業管治報告

BOARD PRACTICES

The Board holds at least four regular meetings annually at approximately quarterly intervals to discuss the Group's business development, operations and financial performance. Notice of at least 14 days is given to all Directors for all regular Board meetings. All regular Board meetings adhere to a formal agenda in which a schedule of matters is addressed to the Board and the Directors are invited to include matters of special concerns for discussion in the agenda. All Directors have access to the Board papers and related materials, and are provided with adequate information which enables the Board to make informed decisions on the matters to be discussed and considered at the Board meetings. The minutes of the Board meetings have sufficient details of the matters considered by the Board which are kept by the Company Secretary and are opened for inspection by any Director at any reasonable time on reasonable notice. To facilitate the decision-making process, the Directors are free to access to the management for enquiries and to obtain further information, when required, and the Directors can obtain independent professional advice at the Company's expense.

During the Year, four full Board meetings and a general meeting were held. Details of the attendance of the Directors to the Board meetings and general meeting are as follows:

董事會常規

董事會每年最少舉行四次定期會議，約每季舉行一次，討論本集團之業務發展、營運及財務表現。就董事會所有定期會議，全體董事均會獲發最少14天通知。所有定期董事會會議均設有正式議程，具體列出待議事項供董事會審議。全體董事均有權查閱董事會文件及有關材料，並會獲提供充分資料，使董事會可就提呈董事會會議討論及省覽之事項作出知情決定。董事會會議記錄詳述董事會會議所考慮之事項，並由公司秘書備存，任何董事可藉發出合理通知而於任何合理時間查閱董事會會議記錄。為加快決策程序，董事可於需要時隨時聯絡管理層以查詢並索取進一步資料，董事亦可諮詢獨立專業人士之意見，費用由本公司承擔。

於本年度，董事會已舉行四次全體董事會會議及一次股東大會。董事於董事會會議及股東大會之出席率詳情如下：

Name of Director	董事名稱	Number of full Board meetings attended 出席全體董事會會議之次數	Number of general meetings attended 出席股東大會之次數
Executive Directors:	執行董事：		
Mr. Yip Mow Lum	葉茂林先生	4/4	1/1
Mr. Hui Yik Bun	許繹彬先生	4/4	1/1
Mr. Chan Kai Fung (resigned on 31 May 2016)	陳啟峰先生（於二零一六年五月三十一日辭任）	1/1	-
Mr. Kwok Sze Chi (resigned on 28 February 2017)	郭思治先生（於二零一七年二月二十八日辭任）	3/4	1/1
Mr. Chan Wing Shing, Wilson	陳永誠先生	4/4	0/1
Independent Non-executive Directors:	獨立非執行董事：		
Mr. Yu Yun Kong	余韜剛先生	4/4	1/1
Mr. Szeto Wai Sun	司徒維新先生	4/4	1/1
Mr. Ling Kwok Fai, Joseph	凌國輝先生	4/4	1/1

CONTINUOUS PROFESSIONAL DEVELOPMENT

Every newly appointed Director will receive a comprehensive, formal and tailored induction package to ensure that he has a proper understanding of the Company's operation and business, the relevant statutes, common laws, the Listing Rules, legal and regulatory requirements and governance policies. The Company Secretary also provides the updates on latest development and changes in the Listing Rules and other relevant legal and regulatory requirements to the Board from time to time.

In addition, all Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. During the Year, the Company arranged specific in-house training for all Directors on 14 February 2017 to update the Board on the updates of Listing Rules and cybersecurity conducted by the Hong Kong Institute of Directors. As part of an ongoing process of directors' training, the Directors are updated with latest developments regarding the Listing Rules and other applicable regulatory requirements from time to time to ensure compliance of the same by all Directors.

ACCESS TO INFORMATION BY DIRECTORS

In respect of regular Board meetings, and so far as practicable in all other cases, agenda and accompanying Board papers are sent in full to all Directors in a timely manner. Notice of at least 14 days is given for a regular Board meeting which give all Directors an opportunity to attend. For all other Board meetings and Board committee meetings, reasonable notice is given.

All Directors are entitled to have access to Board papers, minutes and related materials at all times. All Directors have been provided, on a monthly basis, with the Group's management information updates to keep them informed of the Group's affairs and facilitate them to discharge their duties under the Listing Rules.

During the Year, the Company provides all Directors with monthly updates on the Company's performance, financial position and prospects.

持續專業發展

每名新委任董事將獲全面、正式及專屬之就職安排，確保其對本公司之運作及業務、相關法例、普通法、上市規則、法定及監管規定及管治政策有確切了解。公司秘書亦須不時向董事會提供上市規則及其他相關法定及監管規定之最新發展及變動資料。

此外，本公司鼓勵全體董事參與持續專業培訓，以使他對其知識及技能能夠溫故知新。於本年度，本公司就上市規則的更新及網絡保安事項為董事安排內部培訓，參與由香港董事學會於二零一七年二月十四日舉辦的研討會。作為董事持續培訓過程的一部分，董事獲不時更新有關上市規則及其他適用監管規定的最新發展，以確保全體董事均有遵守該等規定。

董事獲取資料的權利

就董事會定期會議而言，在實際可行的所有其他情況下，所有董事均會及時獲送呈會議議程及附帶的全部董事會文件。董事會定期會議的通告至少於14日前發出，以便全體董事皆有機會出席。其他董事會會議及董事會轄下之委員會會議會發出合理通告。

全體董事均有權可於所有時間查閱董事會文件、會議記錄及相關材料。全體董事每月均獲提供本集團最新管理資料，讓彼等得悉本集團的事務，協助彼等履行上市規則下的責任。

本年度，本公司每月向全體董事提供有關本公司表現、財務狀況及前景的最新資料。

Corporate Governance Report

企業管治報告

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each executive Director has entered into a service agreement with the Company for an initial fixed term of three years, which will automatically be renewable for one successive year, and will continue thereafter unless and until terminated by either party giving the other prior notice in writing (not less than three months' notice for Mr. Yip Mow Lum and Mr. Hui Yik Bun; and not less than twelve months' notice for Mr. Chan Wing Shing, Wilson). They are subject to retirement from office by rotation at annual general meetings in accordance with the articles of association of the Company (the "Articles").

CG Code provision A.4.1 stipulates that non-executive directors should be appointed for a specific term subject to re-election. Each of the three independent non-executive Directors of the Company, namely, Mr. Yu Yun Kong, Mr. Ling Kwok Fai, Joseph and Mr. Szeto Wai Sun has renewed their appointments for a fixed term of one year, which will automatically be renewable for one successive year, and will continue thereafter unless and until terminated by either party by giving the other party a three months' prior notice in writing. All three independent non-executive Directors are subject to retirement by rotation and are eligible for re-election at the annual general meetings of the Company according to the provisions of the Articles.

According to the Articles, at each annual general meeting of the Company, one-third of the current Directors, or if there are not three or a multiple of three, then the number nearest to but not less than one-third, should retire from office by rotation at least once every three years. A retiring Director shall be eligible for re-election. Further, any Director appointed to fill a casual vacancy or as an addition to the Board should hold office only until the first general meeting of the Company after his appointment and shall be subject to re-election at such meeting.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors. All the Directors have confirmed that they have complied with the required standard set out in the Model Code throughout the Year.

委任及重選董事

各執行董事已與本公司訂立服務協議，初步固定年期為期三年，屆滿時會自動續期一年，並會一直延續，除非及直至任何一方向對方發出事先書面通知（就葉茂林先生及許繹彬先生而言不少於三個月通知；而就陳永誠先生而言不少於十二個月通知）終止為止。彼等須按本公司之組織章程細則（「章程細則」）之規定於股東週年大會上輪值告退。

企業管治守則條文A.4.1規定，非執行董事之委任應有指定任期，並須接受重新選舉。本公司之三位獨立非執行董事余韜剛先生、凌國輝先生及司徒維新先生已更新其委任年期為固定任期一年。該等任期於每次屆滿時均會再自動續約一年，並會一直延續，直至任何一方向對方發出三個月之事先書面通知終止服務為止。三名獨立非執行董事均須根據章程細則之條文輪值告退及合資格於本公司之股東週年大會上膺選連任。

根據章程細則，在本公司每屆股東週年大會上，三分之一現任董事，或倘人數並非三或三之倍數，則最接近三分之一，但不少於三分之一人數之董事須最少每三年輪值退任一次。退任董事可合資格膺選連任。此外，任何獲委任以填補臨時空缺或增加董事會名額之董事，應僅任職至彼獲委任後本公司首次舉行之股東大會為止，並須於該大會上接受重新選舉。

證券交易之標準守則

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易之標準守則（「標準守則」）作為董事進行證券交易之行為守則。全體董事均已確認彼等於本年度內一直遵守標準守則所訂之標準。

Corporate Governance Report

企業管治報告

COMPLIANCE MANUAL

To ensure the Company operates according to the highest standards of ethical conduct and professional competence, all Directors, management and staff are required to strictly follow the Company's compliance manual (the "Compliance Manual") which places them under specific obligations as to the ethics and principles by which the Company's business is conducted. With reference to the applicable regulatory guidelines and other industry best practices, the Compliance Manual sets out ethical standards and values on topics such as staff dealing in securities, anti-money laundering and personal benefits.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

CG Code provision A.2.1 stipulates that the roles of chairman and CEO should be separate and should not be performed by the same individual. To balance power and authority, Mr. Yip Mow Lum acts as the Chairman of the Company, and Mr. Hui Yik Bun acts as CEO. Mr. Chan Kai Fung has acted as the Co-CEO of the Company until he resigned on 31 May 2016.

Their respective responsibilities are clearly established. The Chairman is responsible for ensuring that the Board properly discharges its responsibilities and conforms to good corporate governance practices and procedures. In addition, as the Chairman of the Board, he is also responsible for ensuring that all Directors are properly briefed on issues arising at Board meetings and that all Directors receive adequate, complete and reliable information in a timely manner. The CEO is responsible for day-to-day management of the Group's business, including the implementation of significant strategies formulated by the Board.

COMMITTEES OF THE BOARD

Audit Committee

The Audit Committee currently comprises three members, all of whom are independent non-executive Directors, namely, Mr. Yu Yun Kong, Mr. Szeto Wai Sun and Mr. Ling Kwok Fai, Joseph. None of them are involved in the day-to-day management of the Company. Mr. Yu Yun Kong is the chairman of the Audit Committee.

合規手冊

為確保本公司以最高道德水平及專業操守經營，全體董事、管理層及員工均須嚴格遵守本公司之合規手冊（「合規手冊」），當中列明彼等在本公司經營業務所依據之道德及原則方面之具體責任。參照適用監管指引及其他行業最佳常規，合規手冊載有員工買賣證券、反洗黑錢及私人利益等項目的道德標準及價值觀。

主席及行政總裁

企業管治守則條文A.2.1規定，主席與行政總裁之角色應有區分，不應由一人同時兼任。為平衡權力及權限，葉茂林先生現時擔任本公司之主席，而許繹彬先生現時擔任本公司之行政總裁。陳啟峰先生亦曾擔任本公司之聯席行政總裁，惟已於二零一六年五月三十一日辭任。

彼等各自之責任均有清楚界定。主席負責確保董事會適當地履行其職能，貫徹良好企業管治常規及程序。此外，作為董事會主席，彼亦負責確保所有董事均適當地悉知董事會會議上審議之事項，及時得到完備、可靠及充足之信息，而行政總裁則負責本集團業務之日常管理，包括實行董事會制定之重要策略。

董事會轄下之委員會

審核委員會

審核委員會現由三名成員組成，全部均為獨立非執行董事，分別為余韜剛先生、司徒維新先生及凌國輝先生，彼等並無參與本公司之日常管理。余韜剛先生為審核委員會之主席。

Corporate Governance Report

企業管治報告

The Audit Committee is responsible for reviewing the Company's financial information (including the Company's financial statements, annual reports, interim reports and major comments on financial reporting contained in the financial statements and reports), examining and studying the Company's financial reporting system and procedures for internal supervision and control, and making recommendations to the Board on matters regarding the appointment of external auditors and the fixing of the audit fee, etc.. The Audit Committee is provided with sufficient resources enabling it to discharge its duties.

The work performed by the Audit Committee during the Year included the review and approval of:

- the audited financial statements of the Company for the year ended 31 March 2016;
- the interim financial statements of the Company for the six months ended 30 September 2016;
- the revised terms of reference of Audit Committee; and
- the accounting and financial reporting function.

Two Audit Committee meetings were held during the Year. Attendance records of relevant Directors are set out as follows:

Name of Director	董事姓名	Number of meetings attended 出席會議之次數
Mr. Yu Yun Kong (Chairman)	余韜剛先生(主席)	2/2
Mr. Szeto Wai Sun	司徒維新先生	2/2
Mr. Ling Kwok Fai, Joseph	凌國輝先生	2/2

The Audit Committee has recommended to the Board that KPMG, Certified Public Accountants ("KPMG"), be nominated for re-appointment as the external auditor of the Company at the forthcoming annual general meeting of the Company.

Nomination Committee

The Nomination Committee currently comprises four members, namely Mr. Yip Mow Lum, Chairman of the Board, together with three independent non-executive Directors, Mr. Yu Yun Kong, Mr. Szeto Wai Sun and Mr. Ling Kwok Fai, Joseph. Mr. Yip Mow Lum is the chairman of the Nomination Committee.

審核委員會負責審閱本公司之財務資料(包括本公司之財務報表、年度報告、中期報告及有關財務報表及報告所載之財務申報之主要意見)、檢視及研究本公司之財務申報系統及進行內部監督及監控之程序,就委任外聘核數師及審核費等事宜向董事會提供建議。審核委員會獲提供充足資源,以助其履行職責。

審核委員會於本年度之工作主要包括審議及審批:

- 本公司截至二零一六年三月三十一日止年度之經審核財務報表;
- 本公司截至二零一六年九月三十日止六個月之中期財務報表;
- 已修訂的審核委員會之職權範圍;及
- 會計及財務申報職能。

審核委員會於本年度共召開兩次會議,有關董事的出席記錄詳列如下:

審核委員會已向董事會建議,在本公司應屆股東週年大會上提名續聘執業會計師畢馬威會計師事務所(「畢馬威」)為本公司之外聘核數師。

提名委員會

提名委員會現由四名成員組成,分別為董事會主席葉茂林先生及三名獨立非執行董事余韜剛先生、司徒維新先生及凌國輝先生。葉茂林先生為提名委員會主席。

Corporate Governance Report

企業管治報告

The Nomination Committee is responsible for, among others, reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; reviewing the Board's diversity policy, as appropriate; and review the measurable objectives that the Board has set for implementing the Board's diversity policy, and the progress on achieving the objectives; identifying individuals suitably qualified to become members of the Board and selecting or making recommendations to the Board on selection of individual nominated for directorships; assessing the independence of the independent non-executive Directors; making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the Chief Executive; and determining the policy for nomination of Directors. The Nomination Committee is provided with sufficient resources enabling it to discharge its duties.

A Nomination Committee meeting was held during the Year. Attendance records of relevant Directors are set out as follows:

提名委員會之職責包括至少每年檢討董事會之架構、人數及組成(包括技能、知識及經驗方面),並就任何為配合本公司之公司策略而擬對董事會作出之變動提出建議;在適當情況下檢討董事會成員多元化政策,以及檢討董事會為執行董事會成員多元化政策而制定的可計量目標和達標進度;物色具備合適資格可擔任董事之人士,並挑選提名有關人士出任董事或就此向董事會提供意見;評核獨立非執行董事之獨立性;就董事委任或新委任以及董事(尤其是主席及行政總裁)繼任計劃之有關事宜向董事會提出建議;以及決定提名董事之政策。提名委員會獲提供充足資源,以助其履行職責。

提名委員會於本年度舉行了一次會議,有關董事的出席記錄詳列如下:

Name of Director	董事姓名	Number of meetings attended	出席會議之次數
Mr. Yip Mow Lum (<i>Chairman</i>)	葉茂林先生 (<i>主席</i>)	1/1	1/1
Mr. Yu Yun Kong	余韜剛先生	1/1	1/1
Mr. Szeto Wai Sun	司徒維新先生	1/1	1/1
Mr. Ling Kwok Fai, Joseph	凌國輝先生	1/1	1/1

Remuneration Committee

The Remuneration Committee currently comprises four members, namely, Mr. Yip Mow Lum, Chairman of the Board, and three independent non-executive Directors, Mr. Yu Yun Kong, Mr. Szeto Wai Sun and Mr. Ling Kwok Fai, Joseph. Mr. Yu Yun Kong is the chairman of the Remuneration Committee.

薪酬委員會

薪酬委員會現由四位成員組成,分別為董事會主席葉茂林先生及三名獨立非執行董事余韜剛先生、司徒維新先生及凌國輝先生。余韜剛先生為薪酬委員會主席。

Corporate Governance Report

企業管治報告

The Remuneration Committee is responsible for, among others, making recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy; reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives; making recommendations to the Board on the remuneration packages of individual executive Director and senior management; making recommendations to the Board on the remuneration of non-executive Directors; considering salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group; and ensuring that no Director or any of his associates is involved in deciding his own remuneration. The Remuneration Committee is provided with sufficient resources enabling it to discharge its duties.

Details of the amount of Directors' emoluments during the Year are set out in note 8 to the financial statements in this annual report. The emolument policy of the employees of the Group is set up on the basis of their merits, qualifications and competence, as well as market trends. The Directors' emoluments are determined with reference to the Company's operating results, individual performance and the prevailing market rates. The work performed by the Remuneration Committee during the Year included the review and approval of remuneration scheme of the Group; and revision of the remuneration of all Directors.

A Remuneration Committee meeting were held during the Year. Attendance records of relevant Directors are set out as follows:

薪酬委員會之職責包括就本公司董事及高級管理人員之全體薪酬政策及架構，及就設立正規而具透明度之程序制訂薪酬政策，向董事會提出建議；因應董事會所訂企業方針及目標而檢討及批准管理層之薪酬建議；向董事會建議個別執行董事及高級管理人員之薪酬待遇；就非執行董事之薪酬向董事會提出建議；考慮同類公司支付之薪酬、須付出之時間及職責以及本集團內其他職位之僱用條件；以及確保任何董事或其任何聯繫人不得參與釐定他自己之薪酬。薪酬委員會獲提供充足資源，以助其履行職責。

本年度之董事酬金詳情載於本年報財務報表附註8。本集團僱員之酬金政策乃按彼等之功績、資歷及能力以及市場趨勢而訂立。董事酬金乃參考本公司之經營業績、個人表現及現行市場水平而釐定。薪酬委員會於本年度之工作主要包括審議及審批本集團之薪酬制度及所有董事酬金。

薪酬委員會於本年度共舉行了一次會議，有關董事的出席記錄詳列如下：

Name of Director	董事姓名	Number of meetings attended
Mr. Yu Yun Kong (<i>Chairman</i>)	余韜剛先生 (主席)	1/1
Mr. Yip Mow Lum	葉茂林先生	1/1
Mr. Szeto Wai Sun	司徒維新先生	1/1
Mr. Ling Kwok Fai, Joseph	凌國輝先生	1/1

Risk Management Committee

The Board set up the Risk Management Committee in April 2016. The Risk Management Committee currently comprises five members, namely, Mr. Yip Mow Lum, Chairman of the Board and Mr. Hui Yik Bun, an executive Director and the CEO, together with three independent non-executive Directors, namely, Mr. Yu Yun Kong, Mr. Szeto Wai Sun and Mr. Ling Kwok Fai, Joseph. Mr. Yu Yun Kong is the chairman of the Risk Management Committee.

風險管理委員會

董事會於二零一六年四月成立風險管理委員會。風險管理委員會現由五位成員組成，包括董事會主席葉茂林先生和執行董事兼行政總裁許繹彬先生，以及三名獨立非執行董事余韜剛先生、司徒維新先生及凌國輝先生。余韜剛先生為風險管理委員會主席。

Corporate Governance Report

企業管治報告

The major duties of the Risk Management Committee are to review the risk management and internal control systems other than the financial control and reporting system and to consider major investigation findings on the risk management and internal control matters of the Company. The Risk Management Committee is provided with sufficient resources enabling it to discharge its duties.

風險管理委員會之職責包括除財務監控及匯報系統外，檢討本公司風險管理及內部監控系統和研究有關風險管理及內部監控事宜的重要調查結果。風險管理委員會獲提供充足資源，以助其履行職責。

The work performed by the Risk Management Committee during the Year included the review and adoption of the risk management policy and risk register to identify, mitigate and monitor significant risks.

於本年度，風險管理委員會所進行的工作包括審閱及採納風險管理政策及風險登記冊，以識別、降低及監察重大風險。

A Risk Management Committee meeting was held during the Year. Attendance records of relevant Directors are set out as follows:

風險管理委員會於本年度舉行了一次會議，有關董事的出席記錄載列如下：

Name of Director	董事姓名	Number of meetings attended
Mr. Yu Yun Kong (<i>Chairman</i>)	余韜剛先生 (<i>主席</i>)	1/1
Mr. Yip Mow Lum	葉茂林先生	1/1
Mr. Hui Yik Bun	許繹彬先生	1/1
Mr. Szeto Wai Sun	司徒維新先生	1/1
Mr. Ling Kwok Fai, Joseph	凌國輝先生	1/1

REMUNERATION OF DIRECTORS/SENIOR MANAGEMENT

董事／高級管理人員酬金

The following table lists out in bands the remuneration of the Directors and senior management whose names appear in the "Biographies of Directors and Senior Management" section for the Year:

下表列出「董事及高級管理人員履歷」一節之董事及高級管理人員於本年度之酬金組別：

HK\$ 港元	Number of persons
6,000,001-7,000,000	1
5,000,001-6,000,000	—
4,000,001-5,000,000	—
3,000,001-4,000,000	—
2,000,001-3,000,000	—
1,000,001-2,000,000	3
1-1,000,000	4
Total 總數	8

Corporate Governance Report

企業管治報告

ACCOUNTABILITY AND AUDIT

The Board is responsible for overseeing the preparation of financial statements for each financial period, which give a true and fair view of the state of affairs of the Company, and of the results and cash flow for that period. In preparing the financial statements for the Year, the Board has selected suitable accounting policies and has applied them consistently, adopted appropriate Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards which are pertinent to its operations and relevant to the financial statements, made judgments and estimates that are prudent and reasonable, and has prepared the financial statements on a going concern basis.

COMPANY SECRETARY

Mr. Chan Kwan Pak, the Company Secretary, is an external service provider and was appointed by the Board. He is a fellow member of the Association of Chartered and Certified Accountants, a member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators. He reports to the Chairman and CEO and assists the Board in functioning effectively and efficiently. All the Directors have access to the advice and services of the Company Secretary at any time in relation to their duties and operation of the Board. During the Year, he undertook not less than 15 hours of professional training to update his skills and knowledge.

EXTERNAL AUDITOR

During the Year, KPMG, the external auditor of the Group, provided the following services to the Group:

問責及審核

董事會負責監察各財政期間之財務報表編製工作，有關財務報表須真實及公平地反映本公司之事務狀況及該期間之業績及現金流量。編製截至本年度之財務報表時，董事會已選擇並貫徹採用合適之會計政策、採納與集團業務及財務報表有關之適當香港財務報告準則及香港會計準則、作出審慎合理之判斷及估計，並已按持續經營基準編製財務報表。

公司秘書

公司秘書陳筠栢先生為外聘服務提供者，由董事會委任。彼為英國特許公認會計師公會資深會員、英國特許秘書及行政人員公會及香港特許秘書公會會員。彼向主席、行政總裁匯報，及協助董事會有效及高效運作。所有董事均可隨時就其職責及董事會營運事宜向公司秘書尋求意見及服務。於本年度，公司秘書已參與不少於15個小時的專業培訓，以更新其技能及知識。

外聘核數師

於本年度，本集團之外聘核數師畢馬威向本集團提供以下服務：

Service rendered	所提供服務	HK\$'000 千港元
Audit services	審核服務	
Annual audit	年度審核	1,355
Non-audit services	非審核服務	
Interim review	中期審閱	234
Taxation service	稅務服務	31
Internal control review	內部控制審閱	1,050
Total	總計	2,670

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that it has ultimate responsibility to establish and maintain adequate risk management and internal control systems and to review their effectiveness. However, such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable, but not absolute, assurance against material misstatement or loss.

Process used to Identify, Evaluate and Manage Significant Risk

Pursuant to the Group's framework, senior management is primarily responsible for designing and implementing the policies and procedures of internal controls, while the Board and the Risk Management Committee oversee the actions of senior management and review the effectiveness of the controls previously established on an annual basis in respect of the financial year.

Risk management of the Group is a continuous process carried out at all levels of the Group. Each management team is required to identify the risks in their division faces and classify them into appropriate categories. All risks identified are given a risk rating which is evaluated based on the likelihood and consequence of the risks. Mitigation measures and plans are then developed based on the control gaps evaluated and the predetermined risk appetite to manage the risks to an acceptable level.

All risks identified and the corresponding mitigation measures are recorded in the relevant risk register to facilitate review of the senior management, the Risk Management Committee, the Audit Committee and the Board on an ongoing basis.

風險管理及內部監控

董事會確認其肩負建立及維持足夠的風險管理及內部監控系統，以及審閱其成效的最終責任。然而，該等系統旨在管理而非消除未能達成業務目標之風險，且只能就並無重大失實陳述或損失提供合理而非絕對的保證。

用於識別、評估及管理重大風險之程序

根據本集團之框架，高級管理層主要負責設計及執行內部監控政策及程序，而董事會及風險管理委員會則監督高級管理層之行為，並審閱過往按年就該財政年度所制訂的監控之成效。

本集團風險管理為本集團所有層面持續進行的一環。各管理層團隊須識別其部門所面臨的風險，並將其分類至適當類別。所有已識別的風險均會獲給予風險等級，有關等級乃根據風險的可能性及後果進行評估。隨後會根據評估得出的監控缺失及預設的承險能力制訂舒緩措施及計劃，以使風險維持於可接受的水平。

所有已識別的風險及相應的舒緩措施均會記入相關風險登記冊，以便高級管理層、風險管理委員會、審核委員會及董事會持續進行審閱。

Corporate Governance Report

企業管治報告

Internal Audit Function

The Group's internal audit function for the Year has been performed by the Compliance Department and independent external consultant, both of them have unrestricted access to review all aspects of the Group's business activities and report directly to the Chairman of the Board and the Risk Management Committee.

The Compliance Department conducted quarterly monitoring and reviews on internal and operational controls. The independent external consultant was responsible for ensuring the Group is aligned with applicable rules and regulations, improving the effectiveness of internal controls and heightening information technology security.

The Risk Management Committee and the Board noted that there is no fundamental deficiencies with material adverse consequences.

Internal Control System

For the Year, the Board has, through management, the Audit Committee, the Risk Management Committee and independent external consultant, conducted a review of the effectiveness of the Group's risk management and internal control systems.

The review covered all material controls over financial, operational and compliance issues, risk management, information systems security, the effectiveness of financial reporting and compliance with the Listing Rules.

Taking into consideration the improvements made to the systems and the appropriate measures taken, the Board considered that the systems are effective and adequate.

The Board has also reviewed and is satisfied with the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions.

Handling and Dissemination of Inside Information

The Board adopted the Disclosure of Inside Information Manual in 2013 for the handling and dissemination of inside information to comply with the requisite inside information disclosure requirements as specified under the Securities and Futures Ordinance and the Listing Rules.

內部審核職能

於本年度，本集團的內部審核職能由合規部及獨立外聘顧問履行，彼等均不受限制審閱本集團各方面業務活動，並直接向董事會主席及風險管理委員會報告。

合規部專責季度監控及審閱內部以及營運管理。獨立外聘顧問則負責確保本集團遵守適用之法律及法規、改善內部監控的績效及提升資訊安全。

風險委員會及董事會注意到概無可造成重大不利後果之根本缺陷。

內部監控系統

於本年度，董事會透過管理層、審核委員會、風險管理委員會及獨立外聘顧問對本集團風險管理及內部監控系統的成效進行檢討。

該檢討涵蓋所有重大監控，包括財務、營運及合規事項、風險管理、資訊系統安全、財務報告成效及遵守上市規則方面。

經過考慮並對該等系統已進行優化及所採取適當的措施後，董事會認為該等系統是有效及足夠。

董事會亦已審閱並滿意本集團於會計、內部審核及財務報告等方面有足夠資源、員工資歷及經驗、培訓項目及預算。

處理及發佈內幕消息

董事會於二零一三年採納內幕消息披露手冊，以遵照證券及期貨條例與上市規則項下所訂明的內幕消息披露規定處理及發佈內幕消息。

SHAREHOLDERS' RIGHTS

Shareholders are entitled to convene an extraordinary general meeting and propose a person for election as a director. Please see the detailed procedures as follows:

- **the way in which shareholders can convene an extraordinary general meeting:**

Any shareholder(s) holding, at the date of deposit of the requisition, not less than 10% of the paid up capital of the Company may request the Board of Directors to convene an extraordinary general meeting. The requisition, duly signed by the shareholder(s) concerned, must clearly state the objects of the meeting and must be deposited at the head office of the Company at 10/F, Wing On House, 71 Des Voeux Road Central, Central, Hong Kong. The Company takes appropriate action and make necessary arrangements in accordance with the requirements under Article 64 of the Articles once a valid requisition is received.

- **the procedure for Director's nomination and election by shareholders:**

If a shareholder wishes to propose a person other than a retiring Director for election as a Director at a general meeting, the shareholder should lodge at the head office of the Company at 10/F, Wing On House, 71 Des Voeux Road Central, Central, Hong Kong (a) a notice signed by such shareholder (other than the proposed person) duly qualified to attend and vote at the meeting of his/her intention to propose such person for election; (b) a notice signed by the proposed person indicating his/her willingness to be elected together with the information as required to be disclosed under Rule 13.51(2) of the Listing Rules; and (c) a written consent by the proposed person for the publication of his/her personal data.

The period during which the aforesaid notices may be given within the period of not fewer than seven days, commencing no earlier than the day after the dispatch of the notice of the meeting appointed for such election, and ending no later than seven days prior to the date of such meeting. The Company would take appropriate actions and make necessary arrangements once valid notices are received.

股東權利

股東有權召開股東特別大會及提名任何人士參與董事選舉。詳細程序請參見下文：

- **股東召開股東特別大會的方式：**

任何於寄存有關要求當日持有本公司已繳足股本不低於10%的股東可要求董事會召開股東特別大會。經由該股東正式簽署的請求書須述明會議目的，並須交到本公司總辦事處（香港中環德輔道中71號永安集團大廈10樓）。於收到有效請求書後，本公司將按章程細則第64條的規定採取適當行動，並作出必要安排。

- **股東提名及選舉董事的程序：**

如股東有意於股東大會上提名某位人士（退任董事除外）參選為董事，該股東應向本公司的總辦事處（香港中環德輔道中71號永安集團大廈10樓）提交(a)一份由該名有權參加股東大會並可於會上投票的股東（被提名人士除外）簽署的通告，以表明其就建議該名人士參選的意願、(b)一份由被提名人士簽署的通告，以表示其參選意向並列載按《上市規則》第13.51(2)條規定須予披露的資料及(c)被提名人士同意公布其個人資料的同意書。

上述通告可於該有關股東大會之通告寄發翌日開始計算，且不遲於該股東大會舉行日期7天前結束，該期間至少應為7天。於收到該等有效通告後，本公司將採取適當行動及作出必要安排。

Corporate Governance Report

企業管治報告

Shareholders are welcome to send in any written enquiries to the Board for the attention of the Company Secretary by post to the head office of the Company at 10/F, Wing On House, 71 Des Voeux Road Central, Central, Hong Kong. The Company Secretary would direct the enquiries received to appropriate Board Member(s) or the Chairman of the Board Committee(s) who is in charge of the areas of concern referred therein for further handling. The Board, assisted by the Company Secretary, would make its best efforts to ensure that all such enquiries are addressed in a timely manner.

INVESTOR RELATIONS

In order to develop and maintain a continuing investors' relationship with the Company's shareholders, the Company has compiled a Shareholders Communication Policy and established various channels of communication with its shareholders, such as publication of interim and annual reports, press releases and announcements of the latest development of the Company in a timely manner. The annual general meetings provide an opportunity for shareholders to exchange views with the Board. The Chairman and members of different committees are available to answer shareholders' questions. Moreover, resolutions are proposed at annual general meetings on each substantially separate issue, including the election of individual Directors and details of the proposed resolutions are set out in a circular.

The financial and other information relating to the Group has been published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.bsgroup.com.hk>).

本公司歡迎股東向董事會提出任何書面查詢，股東可將該等查詢透過郵遞至本公司總辦事處：香港中環德輔道中71號永安集團大廈10樓公司秘書收。公司秘書將把收到的查詢直接轉達予有關的董事會成員或負責該等事務的相關董事會附屬委員會主席以作跟進處理。董事會在公司秘書協助下，將竭盡所能確保即時處理所有查詢。

投資者關係

為與本公司股東發展及維繫持續之投資者關係，本公司已制定股東通訊政策及建立多個渠道與股東溝通，如刊發中期報告及年報，就本公司之最新發展適時地發出新聞稿及公佈。股東亦可藉股東週年大會與董事會交換意見。主席以及各委員會之成員會親自解答股東之提問。此外，於股東週年大會上將就各項重要議題（包括個別董事之選舉）提呈決議案。所提呈決議案之詳情會載於通函內。

有關本集團之財務及其他資料已登載於聯交所網站(<http://www.hkexnews.hk>)及本公司網站(<http://www.bsgroup.com.hk>)。

Directors' Report

董事會報告

The Board of Directors is pleased to present their report together with the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the Year.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding, while the principal activity of the Group is the provision of financial services, including securities broking, margin financing, commodities & futures broking and bullion trading.

ANALYSIS OF OPERATIONS

Details of the analysis of the Group's revenue and profit for the Year contributed by operating segments are set out in note 12 to the financial statements.

BUSINESS REVIEW

A review of the Group's business during the Year, which includes a discussion of the principal risks and uncertainties facing by the Group, an analysis of the Group's financial key performance, particulars of important events affecting the Group during the Year, and an indication of likely future developments in the Group's business, can be found in the Management Discussion and Analysis set out on pages 21 to 39 and the Environmental Policies can be found in the ESG report on pages 45 to 50 of this annual report.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the Year, as far as the Board and management are aware, there was no material breach of or non-compliance with the applicable laws and regulations by the Group that has a significant impact on the businesses and operations of the Group.

RELATIONSHIP WITH KEY STAKEHOLDERS

The Group's success depends on the support from key stakeholders including employees and customers.

The Group provides a harmonious working environment to employees and ensures all of them are reasonably remunerated. The Company regularly reviews and updates its policies on remuneration and benefits, training as well as occupational health and safety.

董事會謹此提呈本年度之董事會報告及本公司及其附屬公司（「本集團」）之經審核綜合財務報表。

主要業務

本公司之主要業務為投資控股，而本集團之主要業務則為提供金融服務，包括證券經紀、孖展融資、商品及期貨經紀以及現貨金交易。

業務分析

本集團本年度按經營範圍劃分之收入及溢利之分析載於財務報表附註12。

業務回顧

本集團於年內的業務回顧包括本集團所面對的主要風險及不明朗因素的討論、本集團按主要財務表現指標分析的業績、於年內影響本集團的重大事件的具體信息以及本集團業務之未來可能發展的展望，此業務回顧已列示於本年報的第21至39頁的管理層討論及分析部分，而環境、社會及管治報告中的環境政策則列於本年報的第45至50頁。

遵守相關法律及法規

於本年度，據董事會及管理層所知悉，本集團並無重大違反或不遵守對本集團的業務及營運有重大影響的適用法律及法規。

與主要持份者的關係

本集團的成功亦依賴主要持份者，包括僱員及客戶的支持。

本集團為僱員提供和諧的工作環境，確保彼等獲得合理報酬。本公司定期檢討及更新其有關薪酬福利、培訓、職業健康及安全的政策。

Directors' Report

董事會報告

The Group has the mission to provide excellent customer service while maintaining long term profitability and business growth. The Group pays close attention to various stakeholders and maintains frequent communication with them, with a view to fully understand and listen to their appeals and make positive responses based on the actual circumstances of the Group.

FINANCIAL STATEMENTS

The profit of the Group for the Year and the state of the Company's and the Group's affairs as at the end of the reporting period are set out in the financial statements on pages 95 to 179.

FINAL DIVIDENDS

The Board recommended the payment of a final dividend of 4.80 HK cents per share for the year ended 31 March 2017, subject to the approval of the final dividend by the Company's shareholders at the forthcoming annual general meeting ("AGM") to be held on Tuesday, 8 August 2017. If approved, the final dividend will be paid to the Company's shareholders on Friday, 25 August 2017. Shareholders whose names appear on the register of members of the Company on Friday, 18 August 2017 will be entitled to the proposed final dividend.

CLOSURE OF REGISTER OF MEMBERS FOR ENTITLEMENT TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING

The Register of Members of the Company will be closed, for the purpose of determining shareholders' entitlement to attend and vote at the meeting, from Thursday, 3 August 2017 to Tuesday, 8 August 2017 (both days inclusive), during which period no transfer of shares will be registered. In order to attend and vote at the meeting, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration, not later than 4:30 p.m. on Wednesday, 2 August 2017. The Annual General Meeting of the Company will be held at 10:00 a.m. on Tuesday, 8 August 2017.

本集團使命是提供卓越的客戶服務，同時維持長遠盈利能力和業務增長。本集團密切關注各主要持份者的利益並與他們保持經常性的溝通充分了解並收集他們的訴求，並結合本集團實際情況作出積極反應。

財務報表

本集團於本年度之溢利以及本公司及本集團於報告期末之財務狀況載於財務報表第95至179頁。

末期股息

董事會建議派發截至二零一七年三月三十一日止年度之末期股息每股4.80港仙，惟須待本公司股東於二零一七年八月八日（星期二）之應屆股東週年大會上批准後方可作實。如獲批准，末期股息將於二零一七年八月二十五日（星期五）派付予本公司股東。於二零一七年八月十八日（星期五）名列本公司股東名冊之股東將有權收取擬派末期股息。

暫停辦理股東登記手續以確定享有出席股東週年大會並可於會上投票之權利

本公司將由二零一七年八月三日（星期四）至二零一七年八月八日（星期二）（包括首尾兩天）暫停辦理股份過戶登記，以釐定股東出席應屆股東週年大會並於會上投票之權利，期間將不會辦理股份過戶手續。股東如欲參加大會並於會上投票，須於二零一七年八月二日（星期三）下午四時三十分前，將相關股票連同所有過戶文件一併送交本公司香港股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓，辦理過戶登記手續。本公司股東週年大會將於二零一七年八月八日（星期二）上午十時正舉行。

Directors' Report

董事會報告

CLOSURE OF REGISTER OF MEMBERS FOR ENTITLEMENT TO THE PROPOSED FINAL DIVIDEND

The Register of Members of the Company will be closed, for the purpose of determining shareholders' entitlement to the proposed final dividend, from Wednesday, 16 August 2017 to Friday, 18 August 2017 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration, not later than 4:30 p.m. on Tuesday, 15 August 2017. Shares of the Company will be traded ex-dividend as from Monday, 14 August 2017.

SHARE CAPITAL

Details of the movements in the share capital of the Company are set out in note 25(a) to the financial statements.

DISTRIBUTABILITY OF RESERVE

The reserves of the Company are distributable to the equity shareholders subject to the provisions of the Company's Memorandum and Articles of Association and provided that immediately following the distribution the Company is able to pay its debts as they fall due in the ordinary course of business.

At 31 March 2017, the aggregate amount of reserves available for distribution to equity shareholders of the Company was HK\$783,141,000 (2016: HK\$772,880,000).

DONATIONS

Charitable donations made by the Group during the Year amounted to HK\$225,000 (2016: HK\$130,000).

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five years ended 31 March 2017 are set out in the "Five-year Financial Summary" section on page 180 of this annual report.

暫停辦理股東登記手續以確定享有收取所建議的末期股息之權利

本公司將由二零一七年八月十六日(星期三)至二零一七年八月十八日(星期五)(包括首尾兩天)暫停辦理股份過戶登記,以釐定股東享有建議之末期股息之權利,期間將不會辦理股份過戶手續。股東如欲收取所建議的末期股息,須於二零一七年八月十五日(星期二)下午四時三十分前,將股票連同所有過戶文件一併送交本公司香港股份過戶登記分處卓佳證券登記有限公司,地址為香港皇后大道東183號合和中心22樓,辦理過戶登記手續。本公司股份將由二零一七年八月十四日(星期一)起除息。

股本

本公司之股本變動詳情載於財務報表附註25(a)。

分派儲備

根據本公司之組織章程大綱及細則條文,並在緊隨作出分派後本公司可償還於一般日常業務過程中到期債務之前提下,本公司可向權益股東分派儲備。

於二零一七年三月三十一日,可供分派予本公司權益股東之儲備總金額為783,141,000港元(二零一六年:772,880,000港元)。

捐款

本年度,本集團作出之慈善捐款達225,000港元(二零一六年:130,000港元)。

五年財務摘要

本集團截至二零一七年三月三十一日止過往五個財政年度之業績、資產及負債概要載於本年報第180頁之「五年財務摘要」一節。

Directors' Report

董事會報告

PRE-EMPTIVE RIGHTS

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

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SHARES

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

EQUITY-LINKED AGREEMENTS

Details of the equity-linked agreements entered into during the Year or subsisting at the end of the Year are set out below:

Share Option Scheme

On 4 August 2010, the Company conditionally approved and adopted a share option scheme (the "Scheme") for the purpose of enabling the Group to grant share options (the "Options") to selected participants as incentives or rewards for their contribution to the Group. The major terms of the Scheme are set out as follows:

- (i) The participants include any employees (whether full time or part time), executives and officers (including Executive and Non-executive Directors), shareholders, suppliers, customers, consultants, advisors, business or joint venture partners, franchisees, contractors, agents or representatives of any members of the Group;

優先購股權

本公司組織章程細則或開曼群島法例並無載列本公司須按比例向現有股東發售新股份之優先購股權之規定。

購買、銷售或贖回本公司之股份

於本年度，本公司或其附屬公司概無購買、出售或贖回本公司之任何上市證券。

股票掛鈎協議

於本年度訂立或於本年度末存續之股票掛鈎協議的詳情載列如下：

購股權計劃

於二零一零年八月四日，本公司有條件地批准及採納一項購股權計劃（「該計劃」），以使本集團可授出購股權（「購股權」）授予選定參與者，作為激勵或回報彼等對本集團所作之貢獻。該計劃之主要條款載列如下：

- (i) 參與者包括本集團任何成員公司之任何僱員（不論全職或兼職）、行政及高級人員（包括執行及非執行董事）、股東、供應商、顧客、顧問、諮詢人士、業務或合營夥伴、特許經營商、承包商、代理或代表；

- (ii) The maximum number of shares which may be allotted and issued upon exercise of all Options to be granted under the Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the shares in issue as at the Listing Date (the "Scheme Mandate Limit") provided that the Company may seek approval from its shareholders in general meeting to refresh the Scheme Mandate Limit to the extent not exceeding 10% of the shares in issue as at the date of the aforesaid shareholders' approval. The Scheme Mandate Limited has been refreshed after the approval of the Company's shareholders at the annual general meeting held on 8 August 2013. After the refreshment of the Scheme Mandate Limited, the maximum number of shares which may be allotted and issued upon exercise of all Options to be granted under the Scheme was 118,887,698 shares. However, the maximum number of shares which may be allotted and issued upon exercise of all outstanding Options granted and yet to be exercised under the Scheme and any other options granted and yet to be exercised under any other share option scheme shall not exceed 30% of the Company's issued share capital from time to time;
- (iii) No Options may be granted to any one person such that the total number of shares issued and to be issued upon exercise of Options granted and to be granted to that person in any 12-month period up to the date of the latest grant exceeds 1% of the Company's issued share capital from time to time;
- (iv) There is no minimum period for which an Option must be held before it can be exercised save as determined by the Board of the Company and provided in the offer of grant of Options;
- (ii) 因行使根據該計劃及本集團任何其他購股權計劃將予授出之所有購股權而可能配發及發行之最高股份數目，合共不得超過於上市日期已發行股份數目之10%（「計劃授權上限」），惟本公司可於股東大會尋求其股東批准更新計劃授權上限，惟不得超過於上述股東批准當日已發行股份之10%。計劃授權上限已於二零一三年八月八日舉行之股東週年大會上經本公司股東批准後予以更新。於更新計劃授權上限後，因行使根據該計劃將予授出之所有購股權而可能配發及發行之最高股份數目為118,887,698股股份。然而，可能因悉數行使根據該計劃已授出但尚未行使之購股權及根據任何其他購股權計劃已授出但尚未行使之任何其他購股權而配發及發行之最高股份數目，不得超過本公司不時已發行股本之30%；
- (iii) 倘任何一名人士因行使在截至最後授出日期止任何12個月期間內已獲授及將獲授之購股權，而已發行及將予發行之股份總數超過本公司不時已發行股本1%，則不得向該名人士授出任何購股權；
- (iv) 除本公司董事會釐定及授出購股權要約所規定外，於購股權可獲行使前並無必須持有購股權之最短期限；

Directors' Report

董事會報告

(v) Subject to the terms of the Scheme where any offer of an Option is proposed to be made to any Director, chief executive or substantial shareholder of the Company or any of their respective associates, such offer must first be approved by the independent non-executive Directors; where any grant of Options to a substantial shareholder or an independent non-executive Director, or any of the irrelative associates, would result in the shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- representing in aggregate over 0.1% of the shares in issue; and
- having an aggregate value, based on the closing price of the shares at the date of each offer, in excess of HK\$5 million;

then such further grant of Options must be approved by shareholders;

(vi) An offer of the grant of an Option shall remain open for acceptance by the grantee for a period of 28 days from the offer date. An Option shall have been accepted by the grantee and to have taken effect when the duplicate offer letter comprising acceptance of the offer of the Option duly signed by the grantee together with a remittance in favour of the Company of HK\$1 by way of consideration for the grant thereof is received by the Company on or before 30 days after the offer date. Such remittance shall in no circumstances be refundable;

(v) 根據該計劃條款，向任何本公司董事、主要行政人員或主要股東或彼等各自之任何聯繫人士建議提呈之任何購股權，必須經獨立非執行董事事先批准；倘向主要股東或獨立非執行董事或彼等各自之任何聯繫人士授出購股權，將致使該人士於截至授出日期止12個月期間（包括授出日期當日）因行使所有已獲授及將獲授之購股權（包括已行使、已註銷及尚未行使購股權）而已發行及將予發行之股份：

- 合共超過已發行股份之0.1%；
- 根據各授出日期之股份收市價計算，總值超過5百萬港元；

則進一步授出之購股權必須經股東批准：

(vi) 購股權之承授人可由提呈日期起計28日期間接納提呈。當本公司於提呈日期後30日或之前收到一式兩份由承授人正式簽署構成接納提呈購股權之提呈函件副本連同支付本公司之款項1港元作為獲授購股權之代價後，則購股權已獲承授人接納及生效。上述款項在任何情況下均不可退還；

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- (vii) The Board shall not make an offer to grant any Option under the Scheme after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been announced in accordance with the requirements of the Listing Rules. In particular, no Option shall be granted on any day on which the Company's financial results are published and (a) during the period of 60 days immediately preceding the publication date of its annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and (b) during the period of 30 days immediately preceding the publication date of its quarterly results (if any) and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results;
- (vii) 董事會於可能影響股價之事件發生後，或已就可能影響股價之事項作出決定時，不得根據該計劃建議授出任何購股權，直至該等可能影響股價的資料根據上市規則規定公布為止。尤其是，於本公司刊發任何財務業績當日及(a)緊接其全年業績刊發日期前60日期間，或(倘屬較短期間)有關財政年度年結日至業績刊發日期止期間；及(b)緊接其季度業績(如有)及半年業績刊發日期前30日期間，或(倘屬較短期間)有關季度或半年期間結算日至業績刊發日期止期間內，概不得授出購股權；
- (viii) The exercise price of an Option shall not be less than whichever is the highest of:
- the nominal value of a share;
 - the closing price of a share as stated in the Stock Exchange's daily quotations sheet on the offer date; and
 - the average closing price of a share as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the offer date;
- (viii) 購股權之行使價須不低於以下最高者：
- 股份面值；
 - 股份於提呈日期在聯交所每日報價表所列收市價；及
 - 緊接提呈日期前五個營業日股份於聯交所每日報價表所列平均收市價；
- (ix) The life of the Scheme is effective for 10 years from 25 August 2010.
- (ix) 該計劃之有效期由二零一零年八月二十五日起為期十年。

Other particulars of the Scheme are set out in note 26 to the financial statements.

該計劃之其他詳細資料載於財務報表附註26。

Directors' Report

董事會報告

The following table discloses details of the Company's outstanding Options held by the Directors, certain employees, consultants and contractors of the Company under the Scheme and its movement during the Year:

下表披露本公司董事、若干僱員、顧問及承包商根據該計劃持有本公司之未行使購股權及於本年度之變動詳情：

	Options held at 1 April 2016 於二零一六年四月一日持有之購股權	Options exercised during the Year 本年度內行使之購股權	Options lapsed during the Year 本年度內失效之購股權	Options held at 31 March 2017 於二零一七年三月三十一日持有之購股權	Exercise Price HK\$ 行使價 港元	Date of grant 授出日期	Exercise period 行使期	Vesting conditions 歸屬條件
Executive Directors:								
執行董事：								
Mr. Hui Yik Bun 許緯彬先生	500,000	-	-	500,000	3.85	23/06/2015	23/06/2015-22/06/2018	Nil 無
Mr. Chan Kai Fung (resigned on 31 May 2016) 陳啟峰先生 (於二零一六年五月三十一日辭任)	500,000	-	(500,000)	-	3.85	23/06/2015	23/06/2015-22/06/2018	Nil 無
Mr. Kwok Sze Chi (resigned on 28 February 2017) 郭思治先生 (於二零一七年二月二十八日辭任)	500,000	-	(500,000)	-	3.85	23/06/2015	23/06/2015-22/06/2018	Nil 無
Mr. Chan Wing Shing, Wilson 陳永誠先生	200,000	(200,000)	-	-	1.29	27/10/2014	27/10/2014-26/10/2017	Nil 無
	400,000	-	-	400,000	3.85	23/06/2015	23/06/2015-22/06/2018	Nil 無
Independent Non-Executive Directors:								
獨立非執行董事：								
Mr. Yu Yun Kong 余韜剛先生	100,000	-	-	100,000	3.85	23/06/2015	23/06/2015-22/06/2018	Nil 無

Directors' Report

董事會報告

	Options held at 1 April 2016 於二零一六年四月一日持有之購股權	Options exercised during the Year 本年度內行使之購股權	Options lapsed during the Year 本年度內失效之購股權	Options held at 31 March 2017 於二零一七年三月三十一日持有之購股權	Exercise Price HK\$ 行使價 港元	Date of grant 授出日期	Exercise period 行使期	Vesting conditions 歸屬條件
Mr. Szeto Wai Sun 司徒維新先生	100,000	-	-	100,000	3.85	23/06/2015	23/06/2015-22/06/2018	Nil 無
Mr. Ling Kwok Fai, Joseph 凌國輝先生	110,700	(110,700)	-	-	0.89	26/06/2013	26/06/2013-25/06/2016	Nil 無
	100,000	(100,000)	-	-	1.29	27/10/2014	27/10/2014-26/10/2017	Nil 無
	100,000	-	-	100,000	3.85	23/06/2015	23/06/2015-22/06/2018	Nil 無
Employees 僱員	22,140	(11,070)	(11,070)	-	0.89	26/06/2013	26/06/2013-25/06/2016	Nil 無
	50,000	(20,000)	(10,000)	20,000	1.29	27/10/2014	27/10/2014-26/10/2017	Nil 無
	8,540,000	-	(1,800,000)	6,740,000	3.85	23/06/2015	23/06/2015-22/06/2018	Nil 無
Consultants and Contractors 顧問及承包商	300,000	-	-	300,000	1.29	27/10/2014	27/10/2014-26/10/2017	Nil 無
	700,000	-	-	700,000	3.85	23/06/2015	23/06/2015-22/06/2018	Nil 無
	12,222,840	(441,770)	(2,821,070)	8,960,000				

As at 31 March 2017, Options to subscribe for a total of 8,960,000 shares granted by the Company pursuant to the Scheme remained valid and outstanding and the Options representing approximately 0.5% of the total number of issued shares as at the date of this report.

於二零一七年三月三十一日，本公司根據該計劃授出以認購合共8,960,000股股份之購股權仍然有效及尚未行使，而該等購股權佔本報告日期已發行股份總數約0.5%。

Apart from the foregoing, at no time during the Year was the Company, or any of its holding company, subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

除上文所述者外，本公司或其任何控股公司、附屬公司或同系附屬公司於本年度內任何時間均無任何安排，使董事藉購買本公司或任何其他公司之股份或債券而獲益。

Directors' Report

董事會報告

SUBSIDIARIES

Details of the Company's subsidiaries as at 31 March 2017 are set out in note 19 to the financial statements.

MAJOR CUSTOMERS

During the Year, the percentage of the Group's revenue attributable to the Group's largest client and the five largest clients in aggregate were 1.2% and 4.3% (2016: 2.1% and 5.0% respectively) respectively. The Group's principal activities are providing securities, commodities and futures brokerage, margin financing and bullion trading financial services. In the Board's opinion, the Group has no major suppliers due to the nature of the Group's principal activities.

To the best knowledge of the Directors, during the Year none of the Directors nor any of their associates nor any shareholders who own more than 5% of the Company's issued share capital, had any interest in any of the Group's five largest customers.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 March 2017, none of the Directors is interested in any business, apart from the Group's businesses, which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

RETIREMENT SCHEME

The Group has a Mandatory Provident Fund Scheme. Particulars of the Mandatory Provident Fund Scheme is set out in note 23 to the financial statements.

REMUNERATION POLICY

The primary goal of our policy for remuneration packages is to ensure that the Directors are fairly rewarded and that they receive appropriate incentives to maintain high standards of performance.

附屬公司

於二零一七年三月三十一日，本公司附屬公司之詳情載於財務報表附註19。

主要客戶

於本年度，本集團最大客戶及五大客戶合共佔本集團之收入分別1.2%及4.3%（二零一六年：分別為2.1%及5.0%）。本集團之主要業務為提供證券、商品及期貨經紀、孖展融資及現貨金交易金融服務。董事會認為，基於本集團之主要業務，本集團並無主要供應商。

本年度，據董事所知，概無董事或任何彼等之聯繫人士或任何股東（擁有本公司已發行股本超過5%者）於本集團任何五大客戶中擁有權益。

董事於競爭業務中之權益

於二零一七年三月三十一日，概無董事於任何直接或間接與本集團業務構成競爭或會構成競爭之業務（惟本集團之業務除外）中擁有任何權益。

退休計劃

本集團設有強制性公積金計劃。強制性公積金計劃詳情載於財務報表附註23。

薪酬政策

本公司薪酬政策之主要目的旨在確保董事獲得合理報酬及適當激勵，以保持高水準表現。

Directors' Report

董事會報告

Details of the Director's emoluments and the five highest paid individuals of the Group for the year ended 31 March 2017 are set out in notes 8 and 9 to the financial statements.

DIRECTORS

The Directors of the Company during the Year and up to the date of this report were:

Executive Directors:

Mr. Yip Mow Lum (*Chairman*)
Mr. Hui Yik Bun (*Chief Executive Officer*)
Mr. Chan Kai Fung (resigned on 31 May 2016)
Mr. Kwok Sze Chi (resigned on 28 February 2017)
Mr. Chan Wing Shing, Wilson

Independent Non-executive Directors:

Mr. Yu Yun Kong
Mr. Szeto Wai Sun
Mr. Ling Kwok Fai, Joseph

In accordance with the Company's Articles of Association, Mr. Yip Mow Lum and Mr. Szeto Wai Sun will retire at the forthcoming annual general meeting. Both of them being eligible, will offer themselves for re-election.

The biographical details of the Directors and senior management of the Company as at the date of this annual report are set out in the "Biographies of Directors and Senior Management" section on pages 40 to 44 of this annual report.

DIRECTORS' SERVICE AGREEMENTS

No Director offering for re-election at the forthcoming annual general meeting has a service contract with the Company or its subsidiaries which is not determinable by the employing company within one year or with payment of compensation other than statutory compensation.

INDEMNITY OF DIRECTORS

The Company has arranged for Directors' liability insurance policy for indemnifying their liabilities arising from corporate activities. The coverage and the amount insured under such policy are reviewed annually by the Company.

截至二零一七年三月三十一日之董事薪酬及本集團五位最高薪酬人士之詳情載於財務報表附註8及9。

董事

年內及直至本報告日期，本公司之董事為：

執行董事：

葉茂林先生 (*主席*)
許繹彬先生 (*行政總裁*)
陳啟峰先生 (於二零一六年五月三十一日辭任)
郭思治先生 (於二零一七年二月二十八日辭任)
陳永誠先生

獨立非執行董事：

余韜剛先生
司徒維新先生
凌國輝先生

根據本公司組織章程細則，葉茂林先生及司徒維新先生將於應屆股東週年大會上退任。彼等均符合資格並願意膺選連任。

於本年報日期，本公司之董事及高級管理層之簡歷載於本年報第40至44頁之「董事及高級管理層之簡歷」一節。

董事之服務協議

所有在即將舉行之股東週年大會上膺選連任之董事，均未與本公司或其附屬公司訂立任何於一年內不能終止，或除正常法定補償外還須支付任何補償方可終止之服務合約。

獲准許的彌償條文

本公司已為各董事會成員購買董事責任保險，以保障其因企業行為而引起之法律責任，本公司均會為該保險的保額及保障範圍進行年度檢討。

Directors' Report

董事會報告

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save for the contracts described under the section headed "Connected Transactions/Continuing Connected Transactions" below, no contracts of significance in relation to the Group's business to which the Company, its holding company or any of its subsidiaries or fellow subsidiaries was a party and in which a 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.

CONNECTED TRANSACTIONS/CONTINUING CONNECTED TRANSACTIONS

1. Tenancy Agreements

The Group had entered into several tenancy agreements (as the tenant) with some connected persons, which constituted continuing connected transactions of the Group under the Listing Rules:

Transaction (Note 1) 交易 (附註1)	Name of counterparty (Note 2) 交易對方 (附註2)	Term of agreement 協議年期	Address of premises 物業地址	Amount for the Year HK\$'000 本年度總額 千港元
Tenancy made on 4 February 2016 (monthly rental: HK\$914,000) 於二零一六年二月四日訂立之租約 (月租: 914,000港元)	Victory Beauty Limited as the landlord 冬勝有限公司作為業主	1 April 2016 to 31 March 2019 二零一六年四月一日至二零一九年三月三十一日	10/F, Wing On House, 71 Des Voeux Road Central, Central, Hong Kong 香港中環德輔道中71號永安集團大廈10樓	10,968
Tenancy made on 4 February 2016 (monthly rental: HK\$370,000) 於二零一六年二月四日訂立之租約 (月租: 370,000港元)	Well Point Limited as the landlord 泓鼎有限公司作為業主	1 April 2016 to 31 March 2019 二零一六年四月一日至二零一九年三月三十一日	Mezzanine Floor, Peter Building, 58-60 Queen's Road Central, 13-17 Stanley Street, Central, Hong Kong 香港中環士丹利街13-17號皇后大道中58-60號振邦大廈閣樓	4,440
Tenancy made on 4 February 2016 (monthly rental: HK\$214,000) 於二零一六年二月四日訂立之租約 (月租: 214,000港元)	Sea Magic Limited as the landlord 妙詩有限公司作為業主	1 April 2016 to 31 March 2019 二零一六年四月一日至二零一九年三月三十一日	G/F. & Cockloft, Nos. 141-145 Kwong Fuk Road, Tai Po, New Territories, Hong Kong 香港新界大埔廣福道141-145號地下及閣樓	2,568

董事於交易、安排或合約之權益

除下文「關連交易／持續關連交易」一節所述合約外，於年終或本年度內任何時間，本公司、其控股公司、或其任何附屬公司或各同系附屬公司概無就本集團業務訂立任何董事直接或間接擁有重大權益之合約。

關連交易／持續關連交易

1. 租賃協議

本集團（作為租戶）與部份關連人士訂立若干租賃協議，此等租賃協議構成上市規則項下本集團之持續關連交易：

Directors' Report

董事會報告

Transaction (Note 1) 交易 (附註1)	Name of counterparty (Note 2) 交易對方 (附註2)	Term of agreement 協議年期	Address of premises 物業地址	Amount for the Year HK\$'000 本年度總額 千港元
Tenancy made on 4 February 2016 (monthly rental: HK\$180,000) 於二零一六年二月四日訂立之租約 (月租: 180,000港元)	Top Sunshine Development Limited as the landlord 冠旭發展有限公司 作為業主	1 April 2016 to 31 March 2019 二零一六年 四月一日至 二零一九年 三月三十一日	1/F, Golden Hill Commercial Building, Nos. 39-41 Argyle Street, Kowloon, Hong Kong 香港九龍亞皆老街 39-41號金山商業大廈 1樓全層	2,160
Tenancy made on 4 February 2016 (monthly rental: HK\$169,000) 於二零一六年二月四日訂立之租約 (月租: 169,000港元)	Resultever Limited as the landlord Resultever Limited 作為業主	1 April 2016 to 31 March 2019 二零一六年 四月一日至 二零一九年 三月三十一日	Shop No. 7 on G/F & Cockloft and Cockloft Nos.1-6, Tak Lee Building, No. 993 King's Road, Quarry Bay, Hong Kong 香港鰂魚涌英皇道 993號得利樓1-6號 閣樓及7號地舖及閣樓	2,028
Tenancy made on 4 February 2016 (monthly rental: HK\$830,000) 於二零一六年二月四日訂立之租約 (月租: 830,000港元)	Fortunate State Limited as the landlord 福治有限公司作為業主	1 April 2016 to 31 March 2019 二零一六年 四月一日至 二零一九年 三月三十一日	The Entrance (at Left Frontage) of Portion A1 of Shops Nos. 6, 7 and 8 on G/F, M/F and 1/F of Honour House, Nos. 375-381 & 375A-379A Nathan Road, No. 24 Kansu Street and Nos. 2-10 Woosung Street, Kowloon 九龍彌敦道375-381及375A-379A 號, 甘肅街 24號及吳松街2-10號 金勳大廈6、7及8號地舖A1部份之 左正面之入口部份、閣樓全層及 一樓全層	9,960
Tenancy made on 8 November 2016 (monthly rental: HK\$628,000) 於二零一六年十一月八日訂立之租約 (月租: 628,000港元)	Peaceful Smart Limited, as the landlord 捷威行有限公司作為 業主	15 November 2016 to 31 March 2019 二零一六年 十一月十五日至 二零一九年 三月三十一日	Room 2301 & 2302 on 23/F., Wing On House, 71 Des Voeux Road Central, Central, Hong Kong 香港中環德輔道中71號 永安集團大廈23樓 2301及2302室	2,729
TOTAL 總計				34,853

Notes:

- Monthly rental was exclusive of management fees, government rent and rates.
- Each an associate of Mr. Yip Mow Lum ("Mr. Yip"), Chairman, executive Director and controlling shareholder of the Company.
- The annual cap for the Year was HK\$34,853,000.

附註:

- 月租不包括管理費、地租及差餉。
- 各自為本公司主席、執行董事兼控股股東葉茂林先生(「葉先生」)之聯繫人士。
- 本年度之年度上限為34,853,000港元。

Directors' Report

董事會報告

2. Financial Services Agreements

2. 金融服務協議

Name of connected person 關連人士姓名	Annual cap 年度上限	Amount for the Year HK\$'000 本年度金額 千港元	Payment from/ to the Group 本集團支付/ 付予本集團之金額	Maximum amount for the Year HK\$'000 本年度最高金額 千港元	Amount for the Year HK\$'000 本年度總額 千港元
Mr. Yip and his associates, together as "Mr. Yip's Group" 葉先生及其聯繫人士， 統稱「葉先生集團」	IPO Annual Cap 首次公开发售年度上限	2,000,000	Advance from the Group 本集團之墊款	-	
	Margin Annual Cap 孖展年度上限	500,000	Advance from the Group 本集團之墊款	222,465	
			Interest paid to the Group 支付予本集團之利息		4,246
Mr. Chan Kai Fung ("Mr. KF Chan") (resigned on 31 May 2016) and his associates 陳啟峰先生（「陳啟峰先生」） （於二零一六年五月三十一日辭任） 及其聯繫人士	IPO Annual Cap 首次公开发售年度上限	200,000	Advance from the Group 本集團之墊款	16,367	
	Margin Annual Cap 孖展年度上限	20,000	Advance from the Group 本集團之墊款	1,041	
			Interest paid to the Group 支付予本集團之利息		30
Mr. Hui Yik Bun ("Mr. Hui") and his associates 許耀彬先生（「許先生」）及其聯繫人士	IPO Annual Cap 首次公开发售年度上限	100,000	Advance from the Group 本集團之墊款	2,455	
	Margin Annual Cap 孖展年度上限	10,000	Advance from the Group 本集團之墊款	238	
			Interest paid to the Group 支付予本集團之利息		9
Mr. Kwok Sze Chi ("Mr. Kwok") (resigned on 28 February 2017) and his associates 郭思治先生（「郭先生」） （於二零一七年二月二十八日辭任）及 其聯繫人士	IPO Annual Cap 首次公开发售年度上限	100,000	Advance from the Group 本集團之墊款	20	
	Margin Annual Cap 孖展年度上限	10,000	Advance from the Group 本集團之墊款	117	
			Interest paid to the Group 支付予本集團之利息		1
Mr. Chan Wing Shing, Wilson ("Mr. Wilson Chan") and his associates, together as "Mr. Wilson Chan's Group" 陳永誠先生（「陳永誠先生」）及其聯繫 人士，統稱「陳永誠先生集團」	IPO Annual Cap 首次公开发售年度上限	20,000	Advance from the Group 本集團之墊款	2,073	
	Margin Annual Cap 孖展年度上限	10,000	Advance from the Group 本集團之墊款	-	
			Interest paid to the Group 支付予本集團之利息		1

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董事會報告

Name of connected person 關連人士姓名	Annual cap 年度上限	Amount for the Year HK\$'000 本年度金額 千港元	Payment from/ to the Group 本集團支付/ 付予本集團之金額	Maximum amount for the Year HK\$'000 本年度最高金額 千港元	Amount for the Year HK\$'000 本年度總額 千港元
Mr. Yu Yun Kong ("Mr. Yu") and his associates 余韜剛(「余先生」)及其聯繫人士	IPO Annual Cap 首次公開發售年度上限	20,000	Advance from the Group 本集團之墊款	20	
	Margin Annual Cap 孖展年度上限	10,000	Advance from the Group 本集團之墊款 Interest paid to the Group 支付予本集團之利息	763	7
Mr. Szeto Wai Sun ("Mr. Szeto") and his associates 司徒維新先生(「司徒先生」)及其聯繫人士	IPO Annual Cap 首次公開發售年度上限	20,000	Advance from the Group 本集團之墊款	-	
	Margin Annual Cap 孖展年度上限	10,000	Advance from the Group 本集團之墊款 Interest paid to the Group 支付予本集團之利息	-	-
Mr. Ling Kwok Fai, Joseph ("Mr. Ling") and his associates 凌國峰先生(「凌先生」)及其聯繫人士	IPO Annual Cap 首次公開發售年度上限	20,000	Advance from the Group 本集團之墊款	-	
	Margin Annual Cap 孖展年度上限	10,000	Advance from the Group 本集團之墊款 Interest paid to the Group 支付予本集團之利息	105	1

Note:

Mr. Yip, Mr. KF Chan (resigned on 31 May 2016), Mr. Hui, Mr. Kwok (resigned on 28 February 2017) and Mr. Wilson Chan are executive Directors of the Company. Mr. Yu, Mr. Szeto and Mr. Ling are independent non-executive Directors of the Company. Mr. Wilson Chan is a nephew of Mr. Yip.

附註:

葉先生、陳啟峰先生(於二零一六年五月三十一日辭任)、許先生、郭先生(於二零一七年二月二十八日辭任)及陳永誠先生為本公司執行董事。余先生、司徒先生及凌先生為本公司獨立非執行董事。陳永誠先生為葉先生之外甥。

Directors' Report

董事會報告

3. Brokerage Services Agreements

The aggregate amount of brokerage commission income paid by the relevant connected persons for the brokerage services provided by the Group for the Year are set out as below:

Name of connected person 關連人士姓名	Annual Cap HK\$'000 年度上限 千港元	Amount for the Year HK\$'000 本年度總額 千港元
Mr. Yip's Group 葉先生集團	10,000	690
Mr. Wilson Chan's Group 陳永誠先生集團	1,000	1

4. Annual review of the continuing connected transactions

The independent non-executive Directors had reviewed the above continuing connected transactions and confirmed that the transactions were:

- entered into in the ordinary and usual course of business of the Group;
- conducted on normal commercial terms or on terms no less favorable to the Group than terms available to or from independent third parties; and
- entered into 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.

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued his unqualified letter containing his findings and conclusions in respect of the continuing connected transactions disclosed by the Group in accordance with Main Board Listing Rule 14A.56. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

3. 經紀服務協議

本年度，相關關連人士就本集團提供之經紀服務所付經紀佣金收入總額載列如下：

4. 持續關連交易之年度檢討

獨立非執行董事已檢討上述持續關連交易並確認該等交易：

- 於本集團之日常及一般業務過程中訂立；
- 按一般商業條款或按不遜於本集團給予或來自獨立第三者之條款進行；及
- 根據相關監管協議，按公平合理及符合本公司股東整體利益之條款訂立。

本公司核數師已獲委聘，以根據香港核證聘用準則3000(修訂)「歷史財務資料審計或審閱以外的核證聘用」，並參照香港會計師公會頒佈之實務說明第740號「關於香港《上市規則》所述持續關連交易的核數師函件」就本集團之持續關連交易作出報告。根據主板上市規則第14A.56條，核數師已就其對本集團所披露之持續關連交易之審查結果及結論，發出載有其無保留意見之函件。本公司已向聯交所提交核數師函件副本。

RELATED PARTY TRANSACTIONS

Details of the material related party transactions undertaken by the Group in its normal course of business are set out in note 30 to the consolidated financial statements. Those related party transactions which constituted connected transactions/continuing connected transactions under the Listing Rules, which are set out in the section headed "Connected Transactions/Continuing Connected Transactions" on pages 77 to 81, have complied with Chapter 14A of the Listing Rules. However certain transactions are exempt from the disclosure requirements in Chapter 14A of the Listing Rules as they are below the de minimis threshold under Rule 14A.76(1) or financial assistances received on normal commercial terms and were fair and reasonable and were for the benefit of the Group and no security over the assets of the Group was granted in respect of those transactions under Rule 14A.76(2).

DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 March 2017, the Directors and the CEO of the Company and their respective associates had the following interests in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 352 of the Securities and Futures Ordinance (the "SFO") or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"):

關連人士交易

本集團於日常業務過程中進行之重大關連人士交易之詳情載於綜合財務報表附註30內。根據上市規則構成關連交易／持續關連交易（載於第77至81頁「關連交易／持續關連交易」一節）之該等關連人士交易已遵守上市規則第14A章。然而，若干交易獲豁免遵守上市規則第14A章的披露規定，由於有關交易低於根據第14A.76(1)條的最低水平或所收取的財務援助乃按一般商業條款且屬公平合理並符合本集團利益，及並無就第14A.76(2)項下之該等交易抵押本集團的資產。

董事及行政總裁於股份及相關股份之權益

於二零一七年三月三十一日，本公司董事及行政總裁及彼等各自之聯繫人於本公司之股份及相關股份中擁有以下權益，而該等權益是根據《證券及期貨條例》第352條規定須備存之登記冊內記錄或根據《上市發行人董事進行證券交易之標準守則》（「標準守則」）須知會本公司及聯交所之權益：

Directors' Report

董事會報告

(A) Interests in shares and underlying shares of the Company (A) 於本公司股份及相關股份之權益

Name of Director 董事姓名	Nature of interest 權益性質	Long/short positions 好/淡倉	Number of shares and underlying Shares 股份數目 及相關股份之權益	Approximate percentage of the issued share capital (%) 佔已發行股本之 概約百分比 (%)
Mr. Yip Mow Lum (Note) 葉茂林先生 (附註)	Interest in a controlled corporation 受控法團權益	Long position 好倉	900,000,000	53.03%
Mr. Yip Mow Lum 葉茂林先生	Beneficial owner 實益擁有人	Long position 好倉	234,410,280	13.81%
Mr. Hui Yik Bun 許繹彬先生	Beneficial owner 實益擁有人	Long position 好倉	1,100,000	0.06%
Mr. Chan Wing Shing, Wilson 陳永誠先生	Beneficial owner 實益擁有人	Long position 好倉	400,000	0.02%
Mr. Yu Yun Kong 余韜剛先生	Beneficial owner 實益擁有人	Long position 好倉	708,829	0.04%
Mr. Szeto Wai Sun 司徒維新先生	Beneficial owner 實益擁有人	Long position 好倉	731,666	0.04%
Mr. Ling Kwok Fai, Joseph 凌國輝先生	Beneficial owner 實益擁有人	Long position 好倉	310,700	0.01%

Note:

The 900,000,000 shares were held by New Charming Holdings Limited, a company which is wholly owned by Mr. Yip Mow Lum, the Chairman of the Board. Therefore, Mr. Yip Mow Lum is deemed to be interested in these shares.

Save as disclosed above, as at 31 March 2017, none of the Directors or the CEO of the Company or their respective associates had any interest or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

附註:

900,000,000股股份由新長明控股有限公司(董事會主席葉茂林先生全資擁有之公司)持有。因此,葉茂林先生被視為於該等股份中擁有權益。

除上文披露外,於二零一七年三月三十一日,本公司各董事、行政總裁或彼等各自之聯繫人士概無在本公司或其任何相關法團(按《證券及期貨條例》第XV部所指之定義)之股份、相關股份或債券中擁有任何權益或淡倉,而該等權益或淡倉是根據《證券及期貨條例》第352條規定須備存之登記冊內所記錄,或根據標準守則須知會本公司及聯交所之權益。

Directors' Report

董事會報告

(B) Share options

The interests of the Directors and CEO in the share options of the Company are detailed in the section headed "Share Option Scheme" on pages 69 to 74 of this annual report.

Save as disclosed above, at no time during the Year, the Directors and CEO (including their spouses and children under 18 years of age) had any interest in, or had been granted, or exercised, any rights to subscribe for shares (or warrants or debentures, if applicable) of the Company or its associated corporations required to be disclosed pursuant to the SFO.

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN THE SHARE CAPITAL OF THE COMPANY

As at 31 March 2017, the interests of substantial shareholders (other than the Directors and chief executives) in the shares or the underlying shares of the Company which were required to be notified to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

Name of Shareholder 股東名稱	Nature of interest 權益性質	Long/short positions 好/淡倉	Number of shares and underlying Shares 股份數目 及相關股份之權益	Approximate percentage of the issued share capital (%) 佔已發行股本之 概約百分比 (%)
New Charming Holdings Limited (Note) 新長明控股有限公司(附註)	Beneficial owner 實益擁有人	Long position 好倉	900,000,000	53.03%

Note:

900,000,000 shares were held by New Charming Holdings Limited, a company wholly owned by Mr. Yip Mow Lum, the chairman of the Board. Therefore, Mr. Yip Mow Lum is deemed to have an interest in these shares.

Save as disclosed above, as at 31 March 2017, there was no other person who had any interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange.

(B) 購股權

董事及行政總裁於本公司購股權之權益於第69至74頁「購股權計劃」一節詳述。

除上文所披露外，於年內任何時間，各董事及行政總裁（包括彼等之配偶及未滿18歲之子女）概無擁有、獲授或行使任何根據《證券及期貨條例》須予披露可認購本公司或其相聯法團股份（或認股權證或債券，如適用）之權利。

主要股東於本公司股本中之權益及淡倉

於二零一七年三月三十一日，根據《證券及期貨條例》第XV部第2及第3分部須知會本公司，或須記錄於根據《證券及期貨條例》第336條規定須備存之登記冊之本公司股份或相關股份之主要股東（董事及主要行政人員除外）權益如下：

附註：

900,000,000股股份由新長明控股有限公司（董事會主席葉茂林先生全資擁有之公司）持有。因此，葉茂林先生被視為於該等股份中擁有權益。

除上文披露外，於二零一七年三月三十一日，概無其他人士於本公司股份或相關股份中，擁有根據《證券及期貨條例》第XV部第2及第3分部規定須向本公司披露，或已記錄於根據《證券及期貨條例》第336條規定須備存之登記冊，或須以其他方式知會本公司及聯交所之任何權益或淡倉。

Directors' Report

董事會報告

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Board of Directors, as at the date of this report, there has been sufficient public float of more than 25% of the Company's issued shares as required under the Listing Rules.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Year.

CORPORATE GOVERNANCE

Principal corporate governance practices adopted by the Company are set out in the "Corporate Governance Report" section on pages 51 to 65 of this annual report.

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

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 to be independent.

INDEPENDENT AUDITOR

The financial statements for the year ended 31 March 2017 have been audited by Messrs. KPMG, who will retire at the conclusion of the forthcoming annual general meeting. Messrs. KPMG, being eligible, will offer themselves for re-appointment. A resolution for the re-appointment of Messrs. KPMG as the independent auditor of the Company will be proposed at the forthcoming annual general meeting.

充足公眾持股量

根據本公司可取得之公開資料及據董事會所知，截至本報告日期，本公司已發行股份中有超過25%由公眾持有，符合上市規則所規定之充足公眾持股量要求。

管理合約

本年度內本公司並無訂立或存續與其整體或任何重要業務有關之管理及行政合約。

企業管治

本公司所採納之主要企業管治常規載於本年報第51至65頁之「企業管治報告」一節。

確認獨立非執行董事之獨立性

本公司已接獲各獨立非執行董事之年度確認書，確認彼等符合上市規則第3.13條之獨立性。本公司認為全體獨立非執行董事均為獨立人士。

獨立核數師

截至二零一七年三月三十一日止年度之財務報表已獲畢馬威會計師事務所審核，畢馬威會計師事務所將於應屆股東週年大會結束時退任，惟合資格並願意膺選連任。董事會將於應屆股東週年大會上，提呈續聘畢馬威會計師事務所為本公司核數師之決議案。

Directors' Report

董事會報告

PROFESSIONAL TAX ADVICE RECOMMENDED

If the shareholders of the Company are unsure about the taxation implications of purchasing, holding, disposing of, dealing in, or the exercise of any rights in relation to the shares of the Company, they are advised to consult an expert.

BOARD OF DIRECTORS' RESPONSIBILITIES FOR THE ACCOUNTS

The Board of Directors is responsible for the preparation of accounts for each financial period, which gives a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. In preparing the accounts for the year ended 31 March 2017, the Board of Directors has selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent and reasonable, and has prepared the accounts on a going concern basis. The Board of Directors is responsible for keeping proper accounting records which disclose, with reasonable accuracy at any time, the financial position of the Group.

On behalf of the Board

Hui Yik Bun

Executive Director & Chief Executive Officer

Hong Kong
19 June 2017

建議之專業稅務意見

如本公司股東未能確定購買、持有、出售、處理或行使本公司有關股份之任何權利之稅務影響，謹請彼等諮詢專業人士。

董事會對賬目的職責

董事會須負責編製各財政期間能真實及公平地反映本集團之事務狀況、該期間業績及現金流量之賬目。於編製截至二零一七年三月三十一日止年度之賬目時，董事會已選取並貫徹應用合適之會計政策、作出審慎合理之判斷及估計，並已按持續經營基準編製賬目。董事會負責保存適當之會計紀錄，以能隨時合理準確地披露本集團之財務狀況。

代表董事會

許繹彬

執行董事兼行政總裁

香港
二零一七年六月十九日

Independent Auditor's Report

獨立核數師報告



To the shareholders of Bright Smart Securities & Commodities Group Limited

(Incorporated in Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Bright Smart Securities & Commodities Group Limited ("the Company") and its subsidiaries ("the Group") set out on pages 95 to 179, which comprise the consolidated statement of financial position as at 31 March 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 31 March 2017 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS OF 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.

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.



致耀才證券金融集團有限公司股東

(於開曼群島註冊成立之有限公司)

意見

本核數師行(以下簡稱「我們」)已審計列載於第95至179頁耀才證券金融集團有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表,此綜合財務報表包括於二零一七年三月三十一日的綜合財務狀況表,截至該日止年度的綜合全面收益表、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(「香港會計師公會」)頒佈的《香港財務報告準則》(「香港財務報告準則」)真實且公平地反映 貴集團於二零一七年三月三十一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,並已按照香港《公司條例》之披露準則妥為編製。

意見基準

我們已根據香港會計師公會頒佈的《香港審計準則》(「香港審計準則」)進行審核工作。我們於該等準則下的責任在報告內核數師就審核綜合財務報表須承擔的責任部分詳述。根據香港會計師公會頒佈之《專業會計師職業道德守則》(「守則」),連同與在開曼群島審核綜合財務報表有關的任何道德要求,我們獨立於 貴集團,且我們已根據該等要求及守則履行其他道德責任。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意見提供基礎。

關鍵審計事項

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

Independent Auditor's Report

獨立核數師報告

Revenue recognition – Brokerage commission income

Refer to note 3 to the consolidated financial statements and the accounting policies on page 117.

The Key Audit Matter	How the matter was addressed in our audit
<p>Brokerage commission income represented 64% of the total revenue of the Group for the year ended 31 March 2017.</p> <p>Brokerage commission income arising from brokerage trading of securities, commodities and futures is recognised on a trade date basis. Volume rebates to customers are recognised as a reduction in brokerage commission income when payment of the rebate is probable and the amounts can be estimated reliably.</p> <p>We identified the recognition of brokerage commission income as a key audit matter because revenue is one of the key performance indicators of the Group and therefore there is an inherent risk that the timing of recognition of revenue could be manipulated to meet specific targets or expectations.</p>	<p>Our audit procedures to assess the recognition of brokerage commission income included the following:</p> <ul style="list-style-type: none">• assessing the design, implementation and operating effectiveness of key internal controls relating to revenue recognition;• developing an expectation of brokerage commission income and volume rebates for the current year based on our consideration of trading volumes, commission rates and historical data, comparing our expectation with the actual brokerage commission income recorded by the Group and investigating any significant differences between our expectation and the amounts recorded by the Group;• comparing details of journal entries raised during the current year which affected revenue with underlying documentation on a sample basis; and• for the key underlying systems used for the processing of transactions in relation to brokerage commission income, trading volumes, commission rates and volume rebates, we utilised our information technology specialists to assess the design, implementation and operating effectiveness of a selection of relevant key internal controls including controls over access to these systems and controls over data and change management.

收入確認－經紀佣金收入

參閱綜合財務報表附註3及第117頁之會計政策。

關鍵審計事項	我們的審計如何處理該等事項
<p>貴集團經紀佣金收入佔貴集團截至二零一七年三月三十一日止年度之總收入之64%。</p> <p>由證券、商品及期貨經紀交易產生的經紀佣金收入按交易日期基準確認。向客戶提供大額交易回贈乃於可支付有關回贈且有關金額能可靠計量時確認為經紀佣金收入扣減。</p> <p>我們已將經紀佣金收入確認為一項關鍵審計事項，是由於該收入為貴集團關鍵業績指標之一，因此存在收入之時間安排可能被操縱以滿足特定目標或期望之固有風險。</p>	<p>我們評估確認經紀業務收入之審計程序包括以下內容：</p> <ul style="list-style-type: none">• 評估與收入確認有關之關鍵內部控制之設計、實施及運營有效性；• 我們根據對本年度交易量、佣金率及歷史數據的分析製定經紀佣金收入及大額交易回贈之預期數額，比較我們的預期值與貴集團記錄之實際經紀佣金收入，我們分析預期值與貴集團記錄之金額之間的重大差異；• 抽樣比較本年度影響經紀業務收入之會計分錄詳情與相關支持文件；及• 對於用作處理與經紀佣金收入、交易量、佣金率及大額交易回贈有關之交易之關鍵支持系統，我們利用我們的資訊技術專家來評估一系列相關關鍵內部控制之設計、實施及運營有效性，包括對該等系統之控制及對數據及變更管理之控制。

Independent Auditor's Report

獨立核數師報告

Impairment assessment of accounts receivable from margin clients

Refer to note 16 to the consolidated financial statements and the accounting policies on page 109 to 110.

應收孖展客戶款項之減值評估

參閱綜合財務報表附註16及第109至110頁之會計政策。

The Key Audit Matter	How the matter was addressed in our audit	關鍵審計事項	我們的審計如何處理該等事項
<p>At 31 March 2017 accounts receivable from margin clients totalled HK\$6,069 million, representing 71% of the Group's total assets.</p> <p>Impairment of accounts receivable from margin clients is a subjective area due to the level of judgement applied by management in determining impairment allowances.</p>	<p>Our audit procedures to assess impairment of accounts receivable from margin clients included the following:</p> <ul style="list-style-type: none"> understanding and assessing the design, implementation and operating effectiveness of the key internal management controls over the approval, recording and monitoring of accounts receivable from margin clients and collateral shortfalls and impairment assessment procedures; 	<p>於二零一七年三月三十一日，應收孖展客戶款項總計6,069百萬港元，佔本集團總資產71%。</p> <p>因應管理層在釐定減值撥備時採用之判斷水平所致，應收孖展客戶款項之減值乃一個主觀範圍。</p>	<p>我們評估應收孖展客戶款項之減值之審計程序包括以下內容：</p> <ul style="list-style-type: none"> 了解及評估批准、記錄及監控應收孖展客戶款項及抵押敞口以及減值評估程序的關鍵內部管理控制之設計、實施及運營成效；
<p>Margin clients are required to pledge securities as collateral in order to obtain credit facilities for securities trading. The amount of credit facilities granted to margin clients is determined based on the discounted value of securities accepted by the Group as collateral.</p>	<ul style="list-style-type: none"> evaluating management's assessment of impairment allowances by inspecting the margin shortfall report; assessing the valuation of collateral held for a sample of accounts receivable balances as recorded in margin shortfall report with publicly available market prices; 	<p>孖展客戶須向本集團抵押證券抵押品，以就證券交易獲取信貸融資。授予彼等的信貸融資之金額按本集團接納作抵押品之證券貼現價值釐定。</p>	<ul style="list-style-type: none"> 通過檢視孖展敞口報告評估管理層估算之減值撥備； 參考公開市場價評估孖展敞口報告記錄的應收款項結餘樣本的抵押品之估值；
<p>From the Group's perspective, the accounts receivable from margin clients which gave rise to the greatest uncertainty in determining impairment allowances were those where the receivables were subject to potential collateral shortfalls.</p>	<ul style="list-style-type: none"> assessing the existence of collateral by comparing a sample of securities held as collateral as extracted from the Group's records with third party statements from brokers or clearing houses; assessing management's model and inputs used for the collective impairment assessment by comparing against the Group's historical loss experience; and 	<p>從貴集團之角度看，有潛在抵押敞口之應收款項是釐定應收孖展客戶款項之減值撥備之最大不確定性。</p>	<ul style="list-style-type: none"> 通過將摘錄自本集團記錄的抵押品證券樣本與來自經紀或清算所的第三方報表相比較，評估抵押品存在與否； 通過對照本集團的歷史虧損經歷，評估用於整體減值估計的管理層模型及輸入數據；及

Independent Auditor's Report

獨立核數師報告

The Key Audit Matter	How the matter was addressed in our audit	關鍵審計事項	我們的審計如何處理該等事項
<p>Impairment allowances are estimated by management once objective evidence of impairment becomes apparent for accounts receivable that were individually significant at each reporting date. Management exercises judgement in determining the quantum of loss based on the range of factors. These include available remedies for recovery, the financial situation of the borrower and collateral valuation. Management assessed the value of collateral held at the reporting date, which principally comprised listed securities, with reference to quoted prices.</p>	<ul style="list-style-type: none">for the key underlying systems used for the processing of transactions in relation to accounts receivable from margin clients, we utilised our information technology specialists to assess the design, implementation and operating effectiveness of a selection of relevant key internal controls including controls over access to these systems and controls over data and change management.	<p>於各報告日期個別屬可觀的應收款項，一旦減值之客觀證據變得清晰時，減值撥備由管理層作出。管理層根據各類因素於釐定虧損總額時行使判斷。該等因素包括可用的補救措施、借款人的財務狀況及抵押品估值。管理層於報告日期參照報價評估了抵押品（主要包括上市證券）的價值。</p>	<ul style="list-style-type: none">對於用於處理與應收孖展客戶款項及墊款有關之交易之關鍵基礎系統，我們利用我們的信託技術專家來評估一系列相關關鍵內部控制之設計、實施及運營有效性，包括對該等系統之控制及對數據及變更管理之控制。
<p>Management performed a collective assessment for the remaining portfolio of accounts receivable which were not individually significant or for which impairment had not yet been identified. These accounts receivable were considered to be one group of financial assets because they share similar risk characteristics, such as similar past due status.</p>		<p>管理層對個別並不分別屬可觀的應收款項之剩餘組合或尚未確認減值的應收款項進行了整體評估。因為該等應收款項具類似的風險特徵（如類似的逾期狀態），故其被視為一組金融資產。</p>	
<p>We identified assessing impairment of accounts receivable from margin clients as a key audit matter because the assessment of the appropriate level of impairment requires the application of significant management judgement.</p>		<p>由於評估減值的合理水準須應用重大管理層判斷，故我們將評估應收孖展客戶款項的減值確認為關鍵審計事項。</p>	

Independent Auditor's Report

獨立核數師報告

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND OUR 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.

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.

綜合財務報表及我們的核數師報告以外的信息

董事須對其他信息負責。其他資料包括在年報內的全部信息，但不包括在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資料發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，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。

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之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之持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

董事獲審核委員會協助履行其監督貴集團財務報告流程的責任。

Independent Auditor's Report

獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. 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 HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下（作為整體）報告，除此之外本報告別不可用作其他用途。我們概不就本報告的內容向任何其他人士負責或承擔任何責任。

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

在根據香港審計準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。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。

Independent Auditor's Report

獨立核數師報告

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請注意綜合財務報表中的相關披露。假若有關的披露不足，則修訂我們的意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 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。我們負責審計的方向、監督與執行。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、時間安排及重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

Independent Auditor's Report

獨立核數師報告

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.

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.

The engagement partner on the audit resulting in this independent auditor's report is Wong Po Shan.

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道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

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

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

19 June 2017

畢馬威會計師事務所

執業會計師

香港中環
遮打道十號
太子大廈8樓

二零一七年六月十九日

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 March 2017 (Expressed in Hong Kong dollars)
截至二零一七年三月三十一日止年度 (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	收入	3	562,517	675,967
Other income	其他收益	4	105,898	114,137
Other net gain/(loss)	其他收益 / (虧損) 淨額	5	21,939	(6,969)
			690,354	783,135
Staff costs	員工成本	6(b)	(109,688)	(124,000)
Depreciation	折舊		(11,100)	(13,137)
Other operating expenses	其他經營開支	6(c)	(196,978)	(185,467)
Profit from operations	經營溢利		372,588	460,531
Finance costs	財務成本	6(a)	(57,999)	(76,838)
Profit before taxation	除稅前溢利	6	314,589	383,693
Income tax	所得稅	7	(42,679)	(58,218)
Profit for the year	年內溢利		271,910	325,475
Other comprehensive income for the year:	年內其他全面收益：			
Items that may be reclassified subsequently to profit or loss	其後可能分類至損益的項目			
– Net movement in investment revaluation reserve of available-for-sale securities	– 可供銷售證券之投資重估儲備淨變動	10	(13,561)	14,932
– Exchange reserve	– 匯兌儲備		192	188
Total comprehensive income attributable to equity shareholders for the year	權益股東應佔年內全面收益總額		258,541	340,595
Earnings per share	每股盈利			
Basic (cents)	基本 (仙)	11	16.02	19.19
Diluted (cents)	攤薄 (仙)	11	16.02	19.19

The notes on pages 100 to 179 form part of these financial statements. Details of dividends declared for the year are set out in note 25(b).

第100至179頁之附註構成此等財務報表其中部分。年內宣派股息之詳情載於附註25(b)。

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 March 2017 (Expressed in Hong Kong dollars)
於二零一七年三月三十一日 (以港元列示)

			2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
		Note 附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	22,476	23,612
Available-for-sale securities	可供銷售證券	14	7,018	193,264
Deferred tax assets	遞延稅項資產	24(b)	2,381	4,062
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	17	16,948	15,319
Other non-current assets	其他非流動資產	15	71,900	24,891
Total non-current assets	非流動資產總值		120,723	261,148
Current assets	流動資產			
Accounts receivable	應收賬款	16	7,788,352	4,919,461
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	17	14,219	9,020
Tax recoverable	可退回稅項	24(a)	2,756	-
Cash and cash equivalents	現金及現金等價物	18(a)	596,903	503,442
Total current assets	流動資產總值		8,402,230	5,431,923
Current liabilities	流動負債			
Accounts payable	應付賬款	20	1,174,196	1,020,631
Accrued expenses and other payables	應計開支及其他應付款項	21	50,109	56,277
Bank loans and overdrafts	銀行貸款及銀行透支	22	5,096,000	2,554,000
Current taxation	即期稅項	24(a)	2,863	24,682
Total current liabilities	流動負債總額		6,323,168	3,655,590
Net current assets	流動資產淨值		2,079,062	1,776,333
Total assets less current liabilities	資產總值減流動負債		2,199,785	2,037,481
Non-current liability	非流動負債			
Deferred tax liabilities	遞延稅項負債	24(b)	94	137
NET ASSETS	資產淨值		2,199,691	2,037,344

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 March 2017 (Expressed in Hong Kong dollars)
於二零一七年三月三十一日 (以港元列示)

			2017 二零一七年	2016 二零一六年
		Note 附註	\$'000 千元	\$'000 千元
EQUITY	權益			
Share capital	股本	25	509,099	508,966
Share premium	股份溢價	25	737,677	737,216
Exchange reserve	匯兌儲備	25	380	188
Investment revaluation reserve	投資重估儲備	25	1,371	14,932
Merger reserve	合併儲備	25	(20,000)	(20,000)
Share option reserve	購股權儲備	25	8,341	11,104
Retained profits	保留溢利	25	962,823	784,938
TOTAL EQUITY	權益總值		2,199,691	2,037,344

Approved and authorised for issue by the board of directors on 19 June 2017

經董事會於二零一七年六月十九日批准並授權刊發

Directors
董事

Yip Mow Lum
葉茂林

Hui Yik Bun
許繹彬

The notes on pages 100 to 179 form part of these financial statements.

第100至179頁之附註構成此等財務報表其中部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2017 (Expressed in Hong Kong dollars)
截至二零一七年三月三十一日止年度（以港元列示）

		Share capital	Share premium	Exchange reserve	Investment revaluation reserve	Merger reserve	Share option reserve	Retained profits	Total equity
		股本	股份溢價	匯兌儲備	投資重估儲備	合併儲備	購股權儲備	保留溢利	權益總值
	Note	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
	附註	千元	千元	千元	千元	千元	千元	千元	千元
At 1 April 2015	於二零一五年四月一日	506,876	729,795	-	-	(20,000)	1,255	522,728	1,740,654
Changes in equity for the year ended 31 March 2016:	截至二零一六年三月三十一日止年度之權益變動：								
Profit for the year	年內溢利	-	-	-	-	-	-	325,475	325,475
Other comprehensive income	其他全面收益	-	-	188	14,932	-	-	-	15,120
Total comprehensive income for the year	年內全面收益總額	-	-	188	14,932	-	-	325,475	340,595
Dividend paid during the year	年內派付股息	25(b)(ii)	-	-	-	-	-	(64,469)	(64,469)
Shares issued under the share option scheme	購股權計劃項下已發行股份	25(c)	2,090	7,421	-	-	(1,126)	-	8,385
Equity-settled share-based payments	權益結算以股份為基礎之款項	6(b)	-	-	-	-	12,179	-	12,179
Transfer of share option reserve upon the forfeiture of share options	沒收購股權後轉撥的購股權儲備		-	-	-	-	(1,204)	1,204	-
At 31 March 2016	於二零一六年三月三十一日	508,966	737,216	188	14,932	(20,000)	11,104	784,938	2,037,344
At 1 April 2016	於二零一六年四月一日	508,966	737,216	188	14,932	(20,000)	11,104	784,938	2,037,344
Changes in equity for the year ended 31 March 2017:	截至二零一七年三月三十一日止年度之權益變動：								
Profit for the year	年內溢利	-	-	-	-	-	-	271,910	271,910
Other comprehensive income	其他全面收益	-	-	192	(13,561)	-	-	-	(13,369)
Total comprehensive income for the year	年內全面收益總額	-	-	192	(13,561)	-	-	271,910	258,541
Dividend paid during the year	年內派付股息	25(b)(ii)	-	-	-	-	-	(96,715)	(96,715)
Shares issued under the share option scheme	購股權計劃項下已發行股份	25(c)	133	461	-	-	(73)	-	521
Transfer of share option reserve upon the forfeiture of share options	沒收購股權後轉撥的購股權儲備		-	-	-	-	(2,690)	2,690	-
At 31 March 2017	於二零一七年三月三十一日	509,099	737,677	380	1,371	(20,000)	8,341	962,823	2,199,691

The notes on pages 100 to 179 form part of these financial statements. 第100至179頁之附註構成此等財務報表其中部分。

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31 March 2017 (Expressed in Hong Kong dollars)
截至二零一七年三月三十一日止年度 (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	經營活動		
Cash (used in)/generated from operations	經營業務(所用)/所得現金 18(b)	(2,479,399)	11,753,794
Hong Kong Profits Tax paid	已付香港利得稅	(65,616)	(43,541)
Net cash (used in)/generated from operating activities	經營活動(所用)/所得現金淨額	(2,545,015)	11,710,253
Investing activities	投資活動		
Purchase of available-for-sale securities	購買可供銷售證券	(427,128)	(178,332)
Proceeds from disposal of available-for-sale securities	出售可供銷售證券所得款項	631,607	–
Proceeds from disposal of trading investment	出售交易投資所得款項	3,092	–
Payment for purchase of property, plant and equipment	購買物業、廠房及設備付款	(10,025)	(13,502)
Dividend received	已收股息	1,599	–
Interest received	已收利息	51,307	52,210
Net cash generated from/(used in) investing activities	投資活動所得/(所用)現金淨額	250,452	(139,624)
Financing activities	融資活動		
Proceeds from/(repayment of) bank loans and overdraft	銀行貸款及銀行透支所得款項/(還款)	2,108,000	(11,186,993)
Dividend paid	已付股息	(96,715)	(64,469)
Interest paid	已付利息	(57,999)	(76,838)
Proceeds from exercise of share options	行使購股權所得款項	521	8,385
Net cash generated from/(used in) financing activities	融資活動所得/(所用)現金淨額	1,953,807	(11,319,915)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額	(340,756)	250,714
Cash and cash equivalents at 1 April	於四月一日之現金及現金等價物	503,442	252,514
Effect of foreign exchange rates changes	匯率變動之影響	217	214
Cash and cash equivalents at 31 March	於三月三十一日之現金及現金等價物 18(a)	162,903	503,442

The notes on pages 100 to 179 form part of these financial statements. 第100至179頁之附註構成此等財務報表其中部分。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

1 GENERAL INFORMATION

Bright Smart Securities & Commodities Group Limited (“the Company”) was incorporated in the Cayman Islands on 4 August 2009 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The registered office of the Company is P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands. The consolidated financial statements for the year ended 31 March 2017 comprise the Company and its subsidiaries (together referred to as the “Group”).

The principal activity of the Company is investment holding. The principal activities and other particulars of its subsidiaries are set out in note 19 to the financial statements.

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 (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), and accounting principles generally accepted in Hong Kong and the 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 of Hong Kong Limited. Significant accounting policies adopted by the Group are disclosed below.

1 一般資料

耀才證券金融集團有限公司(「本公司」)於二零零九年八月四日根據開曼群島法例第22章公司法(一九六一年第三法例，經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司。本公司之註冊辦事處為P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands。截至二零一七年三月三十一日止年度之綜合財務報表涵蓋本公司及其附屬公司(統稱「本集團」)。

本公司之主要業務為投資控股。其附屬公司之主要業務及其他詳情載於財務報表附註19。

2 重大會計政策

(a) 合規聲明

此等財務報表已遵照香港會計師公會(「香港會計師公會」)頒佈之所有適用《香港財務報告準則》(「香港財務報告準則」，包括所有適用之個別《香港財務報告準則》、《香港會計準則》(「香港會計準則」)及詮釋)及香港公認會計原則以及香港《公司條例》之披露規定編製。此等財務報表亦符合《香港聯合交易所有限公司證券上市規則》之適用披露規定。本集團採納之重大會計政策概要載於下文。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES 2 重大會計政策 (續)

(Continued)

(a) Statement of compliance (Continued)

The HKICPA has issued a number of amendments to HKFRSs that are first effective for the current accounting period of the Group.

Amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011)	<i>Investment Entities: Applying the Consolidation Exception</i>
Amendments to HKFRS 11	<i>Accounting for Acquisitions of Interests in Joint Operations</i>
Amendments to HKAS 1	<i>Disclosure Initiative</i>
Amendments to HKAS 16 and HKAS 38	<i>Clarification of Acceptable Methods of Depreciation and Amortisation</i>
Amendments to HKAS 16 and HKAS 41	<i>Agriculture: Bearer Plants</i>
Amendments to HKAS 27 (2011)	<i>Equity Method in Separate Financial Statements</i>
Annual Improvements 2012-2014 Cycle	<i>Amendments to a number of HKFRSs</i>

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.

(a) 合規聲明 (續)

香港會計師公會頒布了多項經修訂的香港財務報告準則，這些修訂於本集團的本會計期間首次生效。

修訂香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號 (二零一一年)	投資實體：應用綜合入賬之例外情況
修訂香港財務報告準則第11號	收購合營業務權益之會計處理
修訂香港會計準則第1號	披露主動性
修訂香港會計準則第16號及香港會計準則第38號	澄清折舊及攤銷之可接納方法
修訂香港會計準則第16號及香港會計準則第41號	農業：生產性植物
修訂香港會計準則第27號 (二零一一年)	於獨立財務報表內之權益法
二零一二年至二零一四年週期之年度改進	修訂多項香港財務報告準則

該等發展不會對編制或呈列本集團於本期間或過往期間的業績及財務狀況的方式產生重大影響。

本集團尚未應用於本會計期間尚未生效的任何新準則或詮釋。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Basis of preparation of the financial statements

The measurement basis used in the preparation of the financial statements is the historical cost basis, except that financial instruments classified as available-for-sale securities are stated at their fair value.

The preparation of financial statements in conformity with HKFRSs require 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 year in which the estimate is revised if the revision affects only that year, or in the year of the revision and future years if the revision affects both current and future years.

(c) Basis of consolidation

(i) 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.

2 重大會計政策 (續)

(b) 財務報表編製基準

除分類為可供銷售證券的金融工具按公平值列賬外，財務報表按歷史成本法之計量基準編製。

按照香港財務報告準則編製財務報表要求管理層作出判斷、估計及假設，該等判斷、估計及假設會影響政策應用及所呈報之資產、負債、收入及開支金額。此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其他各項因素得出，所得結果乃用作判斷目前顯然無法通過其他來源獲得資產與負債賬面值之依據。實際結果或會有別於此等估計。

此等估計及相關假設會持續檢討。倘會計估計之修訂僅對作出修訂之年度產生影響，則有關修訂只會在該年度內確認；倘有關修訂對當前及未來年度均產生影響，則會同時在作出該修訂年度及未來年度確認。

(c) 綜合賬目基準

(i) 附屬公司

附屬公司指本集團控制之實體。當本集團因參與實體之營運而承受或享有其可變回報，並有能力透過其對實體之權力影響該等回報，則本集團對實體擁有控制權。當評估本集團是否擁有權力時，僅考慮實質權力（由本集團及其他人士持有）。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重大會計政策 (續)

(c) Basis of consolidation (Continued)

(i) Subsidiaries (Continued)

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 and transactions and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intragroup transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 2(g)(i)) unless the investment is classified as held for sale.

(ii) Business combinations involving entities under common control

The consolidated financial statements incorporate the financial statements of the combining entities or businesses as if they had been combined from the date when the combining entities or business first came under the control of the controlling parties.

The net assets of the combining entities or business are recognised at the carrying values prior to the common control combination.

The consolidated financial statements include the results of each of the combining entities or business from the earliest date presented or since the date when combining entities or business first came under the control of the controlling parties, where this is a shorter period, regardless of the date of the common control combination.

The comparative amounts in the consolidated financial statements are presented as if the entities or businesses had been combined at the previous reporting date or when they first came under control of the controlling parties, whichever is shorter.

(c) 綜合賬目基準 (續)

(i) 附屬公司 (續)

於附屬公司之投資自控制權開始當日綜合計入綜合財務報表，直至控制權終止當日為止。集團內結餘及交易以及集團內交易所產生之任何未變現溢利，在編製綜合財務報表時全數對銷。集團內交易所產生之未變現虧損僅在並無出現減值證據之情況下以與未變現收益相同之方式予以對銷。

除非投資分類為可供出售，否則於本公司之財務狀況表內，於附屬公司之投資乃按成本減減值虧損賬（見附註2(g)(i)）。

(ii) 涉及共同控制實體之業務合併

綜合財務報表包含合併實體或業務之財務報表，猶如該等實體或業務自控制方首次控制合併實體或業務當日起經已合併。

合併實體或業務之資產淨值於共同控制合併前以賬面值確認。

綜合財務報表包括各合併實體或業務自呈列最早日期起，或自控制方首次控制合併實體或業務當日起（不論共同控制合併之日期）之較短期間之業績。

綜合財務報表呈列之比較金額按猶如實體或業務於上一個報告日期或首次受控制方控制時（以較短者為準）經已合併之基準呈列。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(d) Property, plant and equipment

Property, plant and equipment are stated in the consolidated statement of financial position at cost less accumulated depreciation and impairment losses (see note 2(g)(ii)).

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.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

– Leasehold improvements	Shorter of the unexpired term of lease and 3 years
– Motor vehicles	5 years
– Office equipment	5 years
– Furniture and fixtures	5 years
– Computers and software	5 years

Both the useful life of an asset and its residual value, if any, are reviewed annually.

(e) Operating lease charges

Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases. Where the Group has the use of assets 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 terms, 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. 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)

(d) 物業、廠房及設備

物業、廠房及設備按成本減累計折舊及減值虧損（見附註2(g)(ii)）於綜合財務狀況表列賬。

報廢或出售物業、廠房及設備項目所產生之損益以該項目的出售所得款項淨額與其賬面值之間之差額釐定，並於報廢或出售當日在損益確認。

折舊以物業、廠房及設備項目成本減其估計剩餘價值（如有）撇銷，並以直線法按其預計可用年限計算如下：

– 租賃裝修	未屆滿租期及3年 (以較短期為準)
– 汽車	5年
– 辦公室設備	5年
– 傢具及裝置	5年
– 電腦及軟件	5年

資產之可使用年限及其剩餘價值（如有）會每年進行檢討。

(e) 經營租約支出

凡並無將擁有權之絕大風險及回報轉讓予本集團之租賃，均分類為經營租約。倘本集團使用經營租約下之資產，則根據租約支付之款項會於租期所涵蓋之會計期間，以等額分期於損益中扣除，除非有其他基準更能代表租賃資產所產生之利益模式則屬例外。獲取之租約優惠於損益確認為淨租金總額之組成部分。或然租金於其產生之會計期間內於損益中扣除。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重大會計政策 (續)

(f) Financial instruments

The Group classifies non-derivative financial assets into following categories: available-for-sale securities, loans and receivables and cash and cash equivalents.

The Group classifies non-derivative financial liabilities into the other financial liabilities category.

(i) Non-derivative financial assets and financial liabilities – recognition and derecognition

The Group initially recognises loans and receivables when they are originated. All other financial assets and financial liabilities are initially recognised on the trade date.

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred, or it neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control over the transferred asset. Any interest in such derecognised financial assets that is created or retained by the Group is recognised as a separate asset or liability.

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(f) 金融工具

本集團將非衍生金融資產劃分為以下類別：可供銷售證券、貸款及應收賬款，以及現金及現金等價物。

本集團將非衍生金融負債分類為其他金融負債類別。

(i) 非衍生金融資產及金融負債－確認及取消確認

本集團於貸款及應收款項產生之日作初步確認。所有其他金融資產及負債於交易當日作初步確認。

倘自資產收取現金流之合約權利已到期，或因於交易中轉讓收取合約現金流之權利而轉讓於金融資產擁有權之絕大部分風險及回報，或概非轉讓或保留絕大部分風險及回報及並不對已轉讓的資產保留控制權，則本集團取消確認金融資產。本集團就該已取消確認的金融資產產生或保留的任何權益將單獨確認為一項資產或負債。

本集團於合約責任已履行或取消或屆滿時取消確認金融負債。

當（且僅當）本集團有合法權利抵銷相關金額且擬按淨額結算或同時變現資產及清償負債時，金融資產與負債相互抵銷，有關淨額於財務狀況表呈列。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES 2 重大會計政策 (續)

(Continued)

(f) Financial instruments (Continued)

(ii) Non-derivative financial assets – measurement

Available-for-sale securities

Available-for-sale financial assets include non-derivative financial assets that are designated as available-for-sale or are not classified as another category of financial assets. Available-for-sale investments comprise equity securities and debt securities. Unquoted equity securities whose fair value cannot be measured reliably are carried at cost. All other available-for-sale investments are measured at fair value after initial recognition.

Interest income is recognised in profit or loss using the effective interest method. Dividend income is recognised in profit or loss when the Group becomes entitled to the dividend (see Note 2(o)(v)). Impairment losses are recognised in profit or loss (see Note 2(g)(i)).

Other fair value changes, other than impairment losses, are recognised in other comprehensive income and presented in the investment revaluation reserve within equity. When the investment is derecognised, the gain or loss accumulated in equity is reclassified to profit or loss.

(f) 金融工具 (續)

(ii) 非衍生金融資產 – 計量

可供銷售證券

可供銷售金融資產包括指定為可供銷售或並非分類為其他類別金融資產的非衍生金融資產。可供銷售投資主要包括股本證券及債務證券。無報價且公平值無法可靠計量的股本證券按成本列賬。初始確認後，所有其他可供銷售投資均按公平值計量。

利息收入以實際利率法於損益確認。股息收入於本集團有權獲得股息時於損益確認（見附註2(o)(v)）。減值虧損於損益確認（見附註2(g)(i)）。

除減值虧損外，其他公平值變動於其他全面收益確認並於權益呈列為公平值儲備。終止確認投資時，權益內累計的收益或虧損重新分類至損益。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重大會計政策 (續)

(f) Financial instruments (Continued)

(ii) Non-derivative financial assets – measurement (Continued)

Loans and receivables

These assets are initially recognised at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, they are measured at amortised cost using the effective interest method.

Cash and cash equivalents

In the statement of cash flows, cash and cash equivalent includes cash at banks and on hand, and demand deposits with banks and form an integral part of the Group's cash management.

(iii) Non-derivative financial liabilities – measurement

Non-derivative financial liabilities are initially recognised at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method.

(iv) Fair value measurement principles

The fair value of financial instruments is based on their quoted market prices at the end of the reporting period without any deduction for estimated future selling costs. Financial assets are priced at current bid prices, while financial liabilities are priced at current asking prices.

If there is no publicly available latest traded price nor a quoted market price on a recognised stock exchange or a price from a broker/dealer for non-exchange traded financial instruments or if the market for it is not active, the fair value of the instrument is estimated using valuation techniques that provide a reliable estimate of prices which could be obtained in actual market transactions. The inputs of the valuation techniques are based on market data.

(f) 金融工具 (續)

(ii) 非衍生金融資產 – 計量 (續)

貸款及應收款項

該等資產初步按公平值加任何直接應佔交易成本確認。初步確認後，使用實際利息法按攤銷成本計量。

現金及現金等價物

在現金流量表中，現金及現金等價物包括銀行存款及庫存現金，活期及構成本集團現金管理一部分的存款。

(iii) 非衍生金融負債 – 計量

非衍生金融負債初步按公平值減任何直接應佔交易成本確認。初步確認後，該等金融負債使用實際利息法按攤銷成本計量。

(iv) 公平值計量原則

金融工具公平值乃根據其於報告期末之市場報價（未就估計日後出售成本作出任何扣減）計算。金融資產的價格以當時買入價釐定，而金融負債的價格則以當時的賣出價釐定。

如沒有公眾知悉的最後交易價格或在認可交易所的市場報價，或從經紀／交易商獲得屬於非交易所買賣的金融工具報價，又或該市場並不活躍，此工具的公平值按估值模式估值，而該估值模式可根據市場實際交易提供可靠的估計價格。估值法的輸入值乃根據市場數據所得。

Notes to the Financial Statements

財務報表附註

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2 SIGNIFICANT ACCOUNTING POLICIES 2 重大會計政策 (續)

(Continued)

(g) Impairment of assets

(i) Impairment of investments in equity securities, subsidiaries and accounts receivable and other receivables

Investments in equity securities, subsidiaries and accounts receivable and other receivables that are stated at cost or amortised cost or are classified as available-for-sale securities are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

(g) 資產減值

(i) 於股本證券、附屬公司之投資以及應收賬款及其他應收款項減值

按成本或攤銷成本列賬或分類為可供銷售證券之於股本證券、附屬公司之投資、應收賬款及其他應收款項於各報告期末審閱，以確定有否客觀減值證據。客觀減值證據包括本集團需留意有關一項或多項以下虧損事項之可觀察數據：

- 債務人之重大財務困難；
- 違約行為，如拖欠或未能償還利息或本金；
- 債務人極有可能進行破產或其他財務重組；
- 科技、市場、經濟或法律領域之重大變動對債務人產生不利影響；及
- 權益工具的投資公平值大幅或長期跌至低於成本。

Notes to the Financial Statements

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(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重大會計政策 (續)

(g) Impairment of assets (Continued)

(i) Impairment of investments in equity securities, subsidiaries and accounts receivable and other receivables (Continued)

If any such evidence exists, any impairment loss is determined and recognised as follows:

- For investments in subsidiaries, the impairment loss is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with note 2(g)(ii). The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount in accordance with note 2(g)(ii).
- For accounts receivable and other receivables carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where financial assets carried at amortised cost share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

(g) 資產減值 (續)

(i) 於股本證券、附屬公司之投資以及應收賬款及其他應收款項減值 (續)

倘存在任何該等證據，任何減值虧損釐定及確認如下：

- 就於附屬公司之投資而言，減值虧損乃根據附註2(g)(ii)所述按投資之可收回金額與其賬面值之差額計量。倘根據附註2(g)(ii)所述用於釐定可收回金額之估計出現有利變動，則會撥回減值虧損。
- 就按攤銷成本列賬之應收賬款及其他應收款項而言，倘貼現影響重大，減值虧損按資產賬面值與估計未來現金流量現值之差額，按金融資產原先實際利率（即初步確認該等資產時計算之實際利率）貼現計算。倘按攤銷成本列賬之金融資產承擔之風險特徵相近（如逾期狀況相似）及並未個別評估為出現減值等，則會以集體形式進行評估。經集體評估為減值之金融資產之未來現金流量乃以信貸風險特徵類似該集合組別之資產之過往虧損經驗為依據。

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(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES 2 重大會計政策 (續)

(Continued)

(g) Impairment of assets (Continued)

(i) Impairment of investments in equity securities, subsidiaries and accounts receivable and other receivables (Continued)

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

- For available-for-sale securities, the cumulative loss that has been recognised in the fair value reserve is reclassified to profit or loss. The amount of the cumulative loss that is recognised in profit or loss is the difference between the acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in profit or loss.

Impairment losses recognised in profit or loss in respect of available-for-sale equity securities are not reversed through profit or loss. Any subsequent increase in the fair value of such assets is recognised in other comprehensive income.

(g) 資產減值 (續)

(i) 於股本證券、附屬公司之投資以及應收賬款及其他應收款項減值 (續)

倘於往後期間之減值虧損金額減少，而有關減幅客觀上與確認減值虧損後發生之事件有關，則減值虧損會於損益撥回。減值虧損之撥回不應導致資產賬面值超過其在過往期間並無確認減值虧損時原應釐定之金額。

- 就可供銷售證券而言，已在公平值儲備中確認的累計虧損重新分類至損益。在損益中確認的累計虧損是收購成本（經扣除任何本金償還及攤銷）與現時公平值的差額，並減去該資產以往在損益中確認的任何減值虧損。

有關已確認可供銷售股本證券的減值損失不能轉回損益。其後該資產之公平值增加須在其他全面收益內確認。

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2 SIGNIFICANT ACCOUNTING POLICIES 2 重大會計政策 (續)

(Continued)

(g) Impairment of assets (Continued)

(i) Impairment of investments in equity securities, subsidiaries and accounts receivable and other receivables (Continued)

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

(ii) Impairment of property, plant and equipment

Internal and external sources of information are reviewed at each reporting date to identify indications that property, plant and equipment 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.

(g) 資產減值 (續)

(i) 於股本證券、附屬公司之投資以及應收賬款及其他應收款項減值 (續)

減值虧損從相應之資產直接撤銷，惟包含在交易及其他應收款中，可收回程度視為不確定而並非微乎其微的貿易應收賬款及應收票據已確認的減值虧損則除外。在此情況下，應以準備賬記錄呆賬之減值虧損。倘本集團確認收回應收賬款之機會微乎其微，則視為不可收回金額會從貿易應收賬款及應收票據直接撤銷，而在準備賬所持有關該債務之任何金額會撥回。若之前自準備賬扣除的款項其後收回，則會透過準備賬撥回。準備賬之其他變動及之前直接撤銷而其後收回之款項，均在損益確認。

(ii) 物業、廠房及設備減值

源自內部及外部之資料乃於各報告日期審閱，以識別物業、廠房及設備可能出現減值或過往確認之減值虧損不再存在或可能已減少之跡象。

倘存在任何該跡象，則會估計資產之可收回金額。

Notes to the Financial Statements

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2 SIGNIFICANT ACCOUNTING POLICIES 2 重大會計政策(續)

(Continued)

(g) Impairment of assets (Continued)

(ii) Impairment of property, plant and equipment (Continued)

- Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of 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).

- Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs to sell, or value in use, if determinable.

- 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 loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior periods. Reversals of impairment losses are credited to profit or loss in the period in which the reversals are recognised.

(g) 資產減值(續)

(ii) 物業、廠房及設備減值(續)

- 計算可收回金額

資產之可收回金額為其公平價值減銷售成本及使用價值兩者之較高者。於評估使用價值時，估計未來現金流量採用反映貨幣時間價值及資產特定風險之現時市場評估之稅前貼現率貼現至其現值。倘資產所產生現金流入很大程度上並非獨立於其他資產所產生者，則就獨立產生現金流入之最小一組資產(即現金產生單位)釐定可收回金額。

- 確認減值虧損

倘資產或其所屬現金產生單位之賬面值超過其可收回金額，則於損益確認減值虧損。就現金產生單位確認之減值虧損予以分配，以按比例扣減單位(或一組單位)之資產賬面值，惟資產賬面值將不會調減至低於其個別公平價值減銷售成本或使用價值(如可釐定)。

- 撥回減值虧損

倘用以釐定可收回金額之估計出現有利變動，則會撥回減值虧損。撥回減值虧損限於過往期間並無確認減值虧損時原應釐定之資產賬面值。減值虧損撥回於確認撥回期間計入損益。

Notes to the Financial Statements

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(除另有指明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重大會計政策 (續)

(h) Accounts receivable and other receivables

Accounts receivable and other receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method less allowance for impairment of doubtful debts (see note 2(g)(i)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts (see note 2(g)(i)).

(i) Accounts payable and other payables

Accounts payable 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.

(j) 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.

(k) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, and demand deposits with banks. 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.

(l) Employee benefits

(i) Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees.

(h) 應收賬款及其他應收款項

應收賬款及其他應收款項初步按公平值確認，其後則使用實際利率法按攤銷成本扣除呆賬減值撥備列賬（見附註2(g)(i)），惟倘若應收款項為給予關連人士之無固定還款期免息貸款，或貼現影響並不重大者則除外。於該等情況下，應收款項按成本扣除呆賬減值撥備列賬（見附註2(g)(i)）。

(i) 應付賬款及其他應付款項

應付賬款及其他應付款項初步按公平值確認，其後則按攤銷成本列賬，惟倘若貼現影響並不重大，則按成本列賬。

(j) 計息借貸

計息借貸初步以公平值減應佔交易成本確認。在初步確認後，計息借貸按攤銷成本列賬，而初步確認金額與贖回價值之間之任何差額連同任何應付利息及費用在借貸期間以實際利率法在損益確認。

(k) 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，以及活期銀行存款。即時償還及構成本集團現金管理的重要組成部分的銀行透支，亦因合併現金流量表而包括成為現金及現金等價物之一部分。

(l) 僱員福利

(i) 薪金、年終花紅、有薪年假、向定額供款退休計劃作出之供款及非貨幣福利成本於僱員提供相關服務之年度計算。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(l) Employee benefits (Continued)

- (ii) Contributions to Mandatory Provident Funds as required under the Hong Kong Mandatory Provident Fund Schemes Ordinance are recognised as an expense in profit or loss as incurred.
- (iii) The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a share option reserve within equity. The fair value is measured at the grant date using the Black-Scholes model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

Where the Company enters into equity-settled share-based payment arrangements involving employees of subsidiaries, the cost is recognised in “Investment in subsidiaries” and credited to the “Share option reserve” over the vesting period. The equity amount is recognised in the capital reserve until either the option is exercised (when it is included in the amount recognised in share capital for the shares issued) or the vested option expires (when it is released directly to retained profits).

(m) 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 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.

2 重大會計政策 (續)

(l) 僱員福利 (續)

- (ii) 根據香港《強制性公積金計劃條例》規定向強制性公積金作出之供款於產生時在損益確認為開支。
- (iii) 授予僱員購股權之公平值確認為僱員成本，相應之增加會於權益內之購股權儲備反映。公平值在授出日期採用柏力克－舒爾斯模式，經考慮授出購股權之條款及條件而計量。倘僱員須符合歸屬條件才有權無條件行使購股權，則購股權之估計總公平值會於考慮購股權將歸屬之可能性後在歸屬期內分攤。

倘本公司訂立之權益結算以股份為基礎之付款安排涉及附屬公司僱員，有關成本會於歸屬期內在「於附屬公司之投資」內確認，並撥入「購股權儲備」。股本金額乃於資本儲備內確認，直至購股權獲行使（計入就已發行股份於股本確認之金額）或歸屬權已屆滿（直接撥入保留溢利）。

(m) 所得稅

本年度之所得稅包括即期稅項及遞延稅項資產與負債變動。即期稅項及遞延稅項資產與負債變動在損益確認，惟涉及於其他全面收益或直接於權益確認之項目，其相關稅款分別在其他全面收益或直接於權益確認。

即期稅項指就本年度應課稅收入採用於報告日期已頒布或實質頒布之稅率計算之預期應繳稅項，以及就過往年度應繳稅項所作之任何調整。

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2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重大會計政策 (續)

(m) Income tax (Continued)

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.

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 differences 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.

(m) 所得稅 (續)

遞延稅項資產及負債分別來自可扣稅及應課稅暫時差額，即就財務申報目的之資產及負債賬面值與其稅基之間之差額。遞延稅項資產亦源自未動用稅項虧損及未動用稅項抵免。

除若干有限例外情況外，所有遞延稅項負債及遞延稅項資產（僅限於有可能用以抵銷日後應課稅溢利之部分）均予確認。可支持確認源自可扣稅暫時差額之遞延稅項資產之未來應課稅溢利包括撥回現有應課稅暫時差額產生之款項，惟該等差額須與同一徵稅機關及同一應課稅實體有關，並預期會於預料撥回可扣稅暫時差額之同一期間或遞延稅項資產所產生稅項虧損可往撥回或結轉之期間內撥回。該項準則亦適用於釐定現有應課稅暫時差額可否支持確認未動用稅項虧損及稅項抵免所產生遞延稅項資產，即該等差額倘與同一徵稅機關及同一應課稅實體有關時將予以計入，並預期於稅項虧損或稅項抵免可予使用之一段期間或多段期間撥回。

確認遞延稅項資產及負債之有限例外情況包括：不可扣稅商譽產生之暫時差額、初步確認不影響會計或應課稅溢利之資產或負債（不屬業務合併之部分）以及與投資於附屬公司有關之暫時差額；如屬應課稅差額，以本集團可控制撥回時間及不大可能在可預見未來撥回差額為限；或如屬可扣稅差額，則以可能在未來撥回差額為限。

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2 SIGNIFICANT ACCOUNTING POLICIES 2 重大會計政策 (續)

(Continued)

(m) Income tax (Continued)

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.

The carrying amount of a deferred tax asset is reviewed at each reporting date and is reduced to the extent that it is no longer probable that sufficient taxable profit 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.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

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.

(m) 所得稅 (續)

已確認遞延稅項金額按資產及負債賬面值之預期變現或結算方式，採用報告日期已頒布或實質頒布之稅率計算。遞延稅項資產及負債均不予貼現。

遞延稅項資產賬面值於各報告日期檢討，倘不再可能備有足夠應課稅溢利可供動用相關稅務利益，則須削減遞延稅項資產賬面值。倘很可能有足夠應課稅溢利，則會撥回有關減額。

派付股息所產生額外所得稅乃於確認支付相關股息之負債時確認。

即期稅項結餘及遞延稅項結餘以及其變動乃分開各自呈列，且不予抵銷。倘本集團有法定行使權以即期稅項資產抵銷即期稅項負債，且符合以下附帶條件，可以即期稅項資產及遞延稅項資產分別抵銷即期稅項負債及遞延稅項負債：

- 就即期稅項資產及負債而言，本集團計劃按淨額基準結算，或在變現資產之同時清償負債；或
- 就遞延稅項資產及負債而言，倘該等資產及負債與同一稅務機關就下列任何實體徵收之所得稅有關：
 - 同一應課稅實體；或
 - 不同應課稅實體，而該等實體計劃在預期有大額遞延稅項負債或資產須予清償或收回之各個未來期間，按淨額基準變現即期稅項資產及清償即期稅項負債，或同時進行變現及清償。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重大會計政策 (續)

(n) Provisions and contingent liabilities

Provisions are recognised for other 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 expenditure expected to settle the obligation.

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.

(o) 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) Brokerage commission income

Brokerage commission income is recognised on a trade date basis when the relevant transactions are executed. Volume rebate to customers is recognised as a reduction in brokerage commission income when payment of the rebate is probable and the amounts can be estimated reliably. The fair value of the consideration received or receivable in respect of the initial trade under customer loyalty programmes is allocated between the award credits and other components of the trade by reference to their relative fair value. The amount of revenue recognised shall be based on the number of the awards credits that have been redeemed in exchange of free or discounted brokerage service, relative to the number expected to be redeemed.

(n) 撥備及或然負債

於本集團須就過往事件承擔法律或推定責任，而履行該責任很可能須流出經濟利益，且能夠作出可靠估計時，將就不確定時間或款額之其他負債確認撥備。倘貨幣時間價值重大，則按預計履行責任所需開支之現值撥備。

倘需要經濟利益流出之可能性不大，或無法對有關款額作出可靠估計，則會將該責任披露為或然負債，惟該等經濟利益流出之機會極低則除外。除非經濟利益流出之可能性極低，否則視乎某宗或多宗未來事件是否發生方可確定是否存在之潛在責任，亦會披露為或然負債。

(o) 收入確認

收入乃按已收或應收代價之公平值計量。當經濟利益可能流入本集團，加上收入及成本（如適用）能可靠計量時，將按以下方式於損益內確認收益：

(i) 經紀佣金收入

經紀佣金收入乃於進行相關交易時按交易日基準確認。向客戶提供大額交易回贈乃於可支付有關回贈且有關金額能可靠計量時確認為經紀佣金收入扣減。於長期客戶計劃項下進行首宗交易之已收或應收代價之公平值乃按其各自之公平值分配至積分獎賞及其他交易部分。所確認之收益金額將基於已用作交換免費或優惠經紀服務之積分獎賞數目計算，並與將予使用之數目有關。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES 2 重大會計政策 (續)

(Continued)

(o) Revenue recognition (Continued)

- (ii) **Income from bullion trading**
Income from bullion trading is recognised when the related services are rendered.
- (iii) **Interest income**
Interest income is recognised as it accrues using the effective interest method.
- (iv) **Handling and settlement fee income**
Handling and settlement fee income are recognised when the related services are rendered.
- (v) **Dividends**
Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.
- (vi) **Investment trading**
Income from investment including realised fair value gains or losses on trading investment on a trade date basis.

(p) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items, including goodwill arising on consolidation of foreign operations acquired on or after 1 January 2005, are translated into Hong Kong dollars at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

(o) 收入確認 (續)

- (ii) **現貨金交易收入**
現貨金交易收入於提供相關服務時確認。
- (iii) **利息收入**
利息收入按實際利率法於產生時確認。
- (iv) **手續費及結算費用收入**
手續費及結算費用收入於提供相關服務時確認。
- (v) **股息收入**
上市投資的股息收入在該投資項目的股價除息時確認。
- (vi) **投資交易**
投資收入包括按交易日計算的交易投資已變現公平值收益或虧損。

(p) 外幣換算

本年度之外幣交易按交易日之匯率換算。以外幣結算之貨幣資產及負債則按呈報期間結束時之匯率換算。匯兌盈虧於損益確認。

以外幣按歷史成本計算之非貨幣資產及負債使用交易日之匯率換算。

海外業務的業績乃按與交易日的匯率相若的匯率換算為港元。財務狀況表的項目(包括因二零零五年一月一日或之後收購的外國業務綜合列賬而產生的商譽)按報告期末的收市外幣匯率換算為港元。所產生的匯兌差額在其他全面收益確認並個別在外匯儲備的權益部分累計。

Notes to the Financial Statements

財務報表附註

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2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重大會計政策 (續)

(p) Translation of foreign currencies (Continued)

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

(q) Fiduciary activities

The Group commonly acts as trustees and in other fiduciary capacities that result in the holding or placing of assets on behalf of its customers. These assets arising thereon are excluded from the consolidated financial statements, as they are not assets of the Group.

(r) Related parties

- (i) A person, or a close member of that person's family, is related to the Group if that person:
 - (1) has control or joint control over the Group;
 - (2) has significant influence over the Group; or
 - (3) is a member of the key management personnel of the Group or the Group's parents.
- (ii) An entity is related to the Group if any of the following conditions applies:
 - (1) 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).
 - (2) 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).
 - (3) Both entities are joint ventures of the same third party.
 - (4) One entity is a joint venture of a third entity and the other entity is an associate of the third party.

(p) 外幣換算 (續)

在出售海外業務時，倘已確認出售損益，由該海外業務產生的累計匯兌差額將自權益重新分類至損益。

(q) 信託活動

本集團一般擔任信託人，及以導致代客戶持有或配售資產之其他受託身分行事。由於就此產生之該等資產並非本集團資產，故並無包括於綜合財務報表內。

(r) 關連人士

- (i) 倘屬以下人士，則該人士或該人士之近親與本集團有關連：
 - (1) 控制或共同控制本集團；
 - (2) 對本集團有重大影響；或
 - (3) 為本集團或本集團母公司之主要管理人員。
- (ii) 倘符合下列任何條件，則該實體與本集團有關連：
 - (1) 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之間互有關連）。
 - (2) 一間實體為另一實體之聯營公司或合營企業（或為該另一實體所屬集團旗下成員公司之聯營公司或合營企業）。
 - (3) 兩間實體均為同一第三方之合營企業。
 - (4) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES 2 重大會計政策 (續)

(Continued)

(r) Related parties (Continued)

- (5) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (6) The entity is controlled or jointly controlled by a person identified in (i).
- (7) A person identified in (i)(1) 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).
- (8) The entity, or any member of the 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.

(s) Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information 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 business 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 or 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.

(r) 關連人士 (續)

- (5) 實體為本集團或與本集團有關連之實體就僱員利益設立之離職後福利計劃。
- (6) 實體受(i)項所識別人士控制或共同控制。
- (7) (i)(1)項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。
- (8) 該實體或該實體所屬集團之任何成員公司為本集團或本集團之母公司提供主要管理人員服務。

任何人士之近親是指與該實體交易時預期可影響該名人士或受該人士影響之家庭成員。

(s) 分部報告

經營分部及綜合財務報表所呈報之各分部項目金額，乃根據就分配資源予本集團各業務及地區分部及評估其表現而定期提供予本集團最高行政管理人員之財務資料確定。

就財務報告而言，個別重要經營分部不會綜合呈報，除非此等分部具有類似經濟特徵以及在產品及服務性質、生產程序性質、客戶類型或類別、分銷產品或提供服務所採用之方式及監管環境性質方面類似。倘個別並非屬重大之經營分部共同存在上述大部分特徵，則可綜合計算。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

3 REVENUE

The principal activities of the Group are securities broking, margin financing, commodities and futures broking and bullion trading.

The amount of each significant category of revenue is as follows:

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Brokerage commission	經紀佣金	361,593	450,606
Dealing income from bullion trading	現貨金交易收入	14,071	7,759
Interest income from margin financing	孖展融資利息收入	181,974	205,801
Interest income from IPO financing	首次公開發售融資利息收入	4,879	11,801
		562,517	675,967

The Group's customer base is diversified and no customer had transactions which exceeded 10% of the Group's revenue.

4 OTHER INCOME

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Interest income from	利息收入來自		
– Authorised institutions	– 認可機構	30,290	22,433
– Cash clients	– 現金客戶	20,798	29,283
– Others	– 其他	219	494
		51,307	52,210
Handling and settlement fees	手續費及結算費用	48,617	58,880
Dividend income	股息收入	1,599	–
Sundry income	雜項收入	4,375	3,047
		105,898	114,137

5 OTHER NET GAIN/(LOSS)

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Realised gain from	變現收益來自		
– Available-for-sale securities	– 可供銷售證券	31,794	–
– Trading investment	– 交易投資	3,092	–
		34,886	–
Net foreign exchange loss	外匯虧損淨額	(12,351)	(5,432)
Loss on disposals of property, plant and equipment	出售物業、廠房及設備虧損	(36)	(241)
Error trades arising from dealings	錯盤交易	(52)	(267)
Others	其他	(508)	(1,029)
		21,939	(6,969)

3 收入

本集團主要業務為證券經紀、孖展融資、商品及期貨經紀以及現貨金交易。

各重要類別收入金額：

4 其他收益

本集團客戶基礎甚廣，概無與單一客戶進行之交易超過本集團收入10%。

5 其他收益／（虧損）淨額

Notes to the Financial Statements

財務報表附註

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(除另有指明外，以港元列示)

6 PROFIT BEFORE TAXATION

6 除稅前溢利

Profit before taxation is arrived at after charging:

除稅前溢利已扣除下列各項：

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
(a) Finance costs	(a) 財務成本		
Interest expense on	以下各項利息開支		
– Bank loans for IPO financing	– 首次公開發售融資之 銀行貸款	3,362	8,334
– Other bank loans and overdrafts	– 其他銀行貸款及透支	54,629	68,464
– Loans from related companies	– 來自關連公司貸款	8	40
		57,999	76,838
(b) Staff costs	(b) 員工成本		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	94,343	85,885
Discretionary bonuses	酌情花紅	11,614	22,330
Contributions to Mandatory Provident Fund	強積金供款	3,731	3,606
Equity-settled share-based payments	權益結算以股份為基礎之 款項	–	12,179
		109,688	124,000
(c) Other operating expenses	(c) 其他經營開支		
Advertising and promotion expenses	廣告及宣傳開支	7,643	8,204
Auditors' remuneration	核數師酬金	1,591	1,654
Commission, handling and settlement expenses	經紀佣金、手續費及 結算費用	54,792	64,583
Information and communication expenses	資訊及通訊開支	31,426	29,449
Legal and professional fees	法律及專業費用	6,021	2,886
Operating lease payments – property rentals	經營租約付款 – 物業租金	59,282	48,858
Rates and building management fees	差餉及樓宇管理費	4,686	3,812
Miscellaneous expenses	雜項開支	31,537	26,021
		196,978	185,467

Notes to the Financial Statements

財務報表附註

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7 INCOME TAX IN THE CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 7 綜合全面收益表之所得稅

(a) Taxation in the consolidated statement of comprehensive income represents:

(a) 綜合全面收益表之稅項指：

		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	年內撥備	41,728	60,507
Over-provision in respect of prior years	過往年度超額撥備	(687)	(1,202)
		41,041	59,305
Deferred tax 遞延稅項			
Origination and reversal of temporary differences (note 24(b)(i))	暫時差額之來源及撥回 (附註24(b)(i))	1,638	(1,087)
Total tax charge for the year	年內稅項支出總額	42,679	58,218

The provision for Hong Kong Profits Tax for the year ended 31 March 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).

截至二零一七年三月三十一日止年度之香港利得稅撥備按年內估計應課稅溢利16.5% (二零一六年：16.5%) 計算，並已計及香港特別行政區政府於二零一六至一七年課稅年度授予每一業務寬減應付稅項的75%，以20,000元為上限 (二零一六年：以20,000元為上限之寬減已於二零一五至一六年課稅年度授出，並已計入二零一六年之撥備)。

Notes to the Financial Statements

財務報表附註

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7 INCOME TAX IN THE CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (Continued) 7 綜合全面收益表之所得稅 (續)

(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：

		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	314,589	383,693
Notional tax on profit before taxation, calculated at 16.5% (2016: 16.5%)	按16.5% (二零一六年：16.5%) 計算之除稅前溢利名義稅項	51,907	63,309
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	57	2,330
Tax effect of non-taxable revenue	毋須課稅收益之稅務影響	(8,430)	(6,049)
Tax effect of unused tax losses not recognised	未確認未動用稅項虧損之稅務影響	-	2
Utilisation of tax loss carried forward	動用結轉之稅項虧損	(5)	(8)
Over provision in respect of prior years	過往年度超額撥備	(687)	(1,202)
Others	其他	(163)	(164)
Total tax charge for the year	年內稅項支出總額	42,679	58,218

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

8 DIRECTORS' EMOLUMENTS

Directors' emoluments 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) Regulations are as follows:

8 董事酬金

參照香港《公司條例》第383(1)條及《公司(披露董事利益資料)規則》第2部所披露之董事酬金如下：

		2017 二零一七年					
		Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Contributions to Mandatory Provident Fund	Equity-settled share-based payments	Total
		董事袍金	薪金、津貼及實物福利	酌情花紅	強積金供款	權益結算以股份為基礎之款項 (Note 1) (附註1)	總計
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Yip Mow Lum	葉茂林	-	6,582	-	18	-	6,600
Hui Yik Bun	許繹彬	-	1,380	284	18	-	1,682
Chan Kai Fung (resigned on 31 May 2016)	陳啟峰 (於二零一六年五月三十一日辭任)	-	330	-	3	-	333
Kwok Sze Chi (resigned on 28 February 2017)	郭思治 (於二零一七年二月二十八日辭任)	-	1,925	426	17	-	2,368
Chan Wing Shing, Wilson	陳永誠	-	816	137	18	-	971
Yu Yun Kong	余韜剛	210	-	-	-	-	210
Szeto Wai Sun	司徒維新	181	-	-	-	-	181
Ling Kwok Fai, Joseph	凌國輝	154	-	-	-	-	154
Total	總計	545	11,033	847	74	-	12,499

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(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

8 DIRECTORS' EMOLUMENTS (Continued)

8 董事酬金 (續)

		2016 二零一六年					
		Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Contributions to Mandatory Provident Fund	Equity-settled share-based payments 權益結算 以股份為基 礎之款項 (Note 1) (附註1)	Total
		董事袍金	薪金、津貼及 實物福利	酌情花紅	強積金供款		總計
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Yip Mow Lum	葉茂林	-	6,089	-	18	-	6,107
Hui Yik Bun (appointed on 5 October 2015) (Note 2)	許繹彬 (於二零一五年 十月五日獲委任) (附註2)	-	602	260	9	-	871
Chan Kai Fung	陳啟峰	-	1,754	8,472	18	480	10,724
Kwok Sze Chi	郭思治	-	1,694	305	18	480	2,497
Chan Wing Shing, Wilson	陳永誠	-	777	188	18	384	1,367
Yu Yun Kong	余韜剛	200	-	-	-	96	296
Szeto Wai Sun	司徒維新	173	-	-	-	96	269
Ling Kwok Fai, Joseph	凌國輝	146	-	-	-	96	242
Total	總計	519	10,916	9,225	81	1,632	22,373

No director received any emoluments from the Group as an inducement to join or leave the Group or compensation for loss of office and, no director waived or has agreed to waive any emoluments.

概無董事自本集團收取任何酬金，作為加盟或離開本集團之獎金或離職補償，亦無董事放棄或同意放棄任何酬金。

Note:

附註：

- (1) These represent the estimated value of share options granted to the directors under the Company's share option scheme. The value of these share options is measured according to the Group's accounting policies for share-based payment transactions as set out in note 2(iii).

- (1) 該等款項指根據本公司購股權計劃授予董事購股權之估計價值。該等購股權之價值乃根據附註2(iii)所載本集團有關以股份為基礎之款項交易之會計政策計算。

The details of these benefits in kind, including the principal terms and number of options granted, are disclosed under the paragraph "Share option scheme" in the directors' report and note 26.

該等實物福利(包括授出之購股權主要條款及數目)之詳情於董事會報告「購股權計劃」一段及附註26披露。

- (2) Prior to the appointment, Hui Yik Bun received salaries, allowances and benefits in kind of approximately \$618,000, discretionary bonuses of approximately \$29,000, contributions to Mandatory Provident Fund of approximately \$9,000 and equity-settled share-based payments of approximately \$480,000 from the Group during the period from 1 April 2015 to 4 October 2015.

- (2) 於委任前，許繹彬於二零一五年四月一日至二零一五年十月四日期間向本集團收取薪金、津貼及實物福利約618,000元、酌情花紅約29,000元、強積金供款約9,000元及權益結算以股份為基礎之款項約480,000元。

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(除另有指明外，以港元列示)

9 INDIVIDUAL WITH HIGHEST EMOLUMENTS 9 最高薪酬人士

Included in the emoluments of the five individuals with the highest emoluments were the emoluments of 3 (2016: 4) Directors. The emoluments of Directors have been disclosed in note 8 above. The aggregate of the emoluments in respect of the other 2 (2016: 1) individuals are as follows:

五名薪酬最高的僱員中包括三位(二零一六年: 四位)董事。董事酬金已於上文附註8披露。餘下兩名(二零一六年: 一名)人士之酬金總額如下:

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	2,804	902
Discretionary bonuses	酌情花紅	278	161
Contributions to Mandatory Provident Fund	強積金供款	33	18
Equity-settled share-based payments	權益結算以股份為基礎之款項	-	480
		3,115	1,561

The emoluments of the 2 (2016: 1) individuals with the highest emoluments are with in the following bands:

該兩名(二零一六年: 一名)最高薪酬人士之酬金介乎以下範圍:

		Numbers of individuals 人數	
		2017 二零一七年	2016 二零一六年
Nil to \$1,000,000	零至1,000,000元	-	-
\$1,000,001 to \$1,500,000	1,000,001元至1,500,000元	1	-
\$1,500,001 to \$2,000,000	1,500,001元至2,000,000元	1	1

No emoluments have been paid to these individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the financial year (2016: Nil).

於財政年度內概無向該等人士支付任何酬金作為加盟本集團或於加入時之獎金或作為離職補償(二零一六年: 無)。

Notes to the Financial Statements

財務報表附註

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(除另有指明外，以港元列示)

10 OTHER COMPREHENSIVE INCOME

Reclassification adjustments relating to components of the other comprehensive income

10 其他全面收益

其他全面收益構成重新分類調整

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Available-for-sale securities:	可供銷售證券：		
Changes in fair value recognised during the year	本年度已確認公平值的變動	18,233	14,932
Reclassification adjustments for amounts transferred to profit or loss:	轉入損益的金額重新分類調整：		
– gain on disposal	– 出售時的收益	(31,794)	–
Net movement in investment revaluation reserve during the year recognised in other comprehensive income	本年度在其他全面收益內確認的投資重估儲備淨變動	(13,561)	14,932

11 EARNINGS PER SHARE

Basic earnings per share

Basic earnings per share is calculated by dividing the profit for the year attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

11 每股盈利

每股基本盈利

每股基本盈利是以本年度本公司擁有人應佔溢利除以年內已發行普通股的加權平均數計算。

		2017 二零一七年	2016 二零一六年
Earnings	盈利		
Profit for the year attributable to owners of the Company (\$'000)	本年度本公司擁有人應佔溢利(千元)	271,910	325,475
Number of shares	股份數目		
Weighted average number of ordinary shares in issue (in thousands)	已發行普通股的加權平均數(千股)	1,696,878	1,695,825
Basic earnings per share (cents)	每股基本盈利(仙)	16.02	19.19

Notes to the Financial Statements

財務報表附註

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11 EARNINGS PER SHARE (Continued)

Diluted earnings per share

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive ordinary shares.

11 每股盈利(續)

每股攤薄盈利

每股攤薄盈利是假設轉換所有攤薄性潛在普通股，以調整已發行普通股加權平均數計算。

		2017 二零一七年	2016 二零一六年
Earnings	盈利		
Profit for the year attributable to owners of the Company (\$'000)	本年度本公司擁有人應佔溢利(千元)	271,910	325,475
Number of shares	股份數目		
Weighted average number of ordinary shares in issue (in thousands)	已發行普通股的加權平均數(千股)	1,696,878	1,695,825
Effect of dilutive potential ordinary shares: – Share options (in thousands) (Note)	攤薄性潛在普通股之影響：— 購股權(千份)(附註)	165	428
Weighted average number of ordinary shares for the purpose of diluted earnings per share (in thousands)	就計算每股攤薄盈利之已發行普通股的加權平均數(千股)	1,697,043	1,696,253
Diluted earnings per share (cents)	每股攤薄盈利(仙)	16.02	19.19

Note: The computation of diluted earnings per share assumed the exercise of the Company's outstanding share options with the exercise price lower than the average market price during the years ended 31 March 2017 and 31 March 2016 and with the adjustment for the share options lapsed or exercised during the respective year.

附註：計算每股攤薄盈利乃假設本公司的已授出購股權於截至二零一七年三月三十一日及二零一六年三月三十一日止年度內獲行使，而行使價低於平均市價，並已就年內已失效或已行使的購股權作出調整。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

12 SEGMENT REPORTING

The Group manages its businesses by divisions, which are organised by business lines. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following three reportable segments. No operating segments have been aggregated to form the following reportable segments.

- Securities broking – provision of broking services in securities traded in Hong Kong and selected overseas markets, and margin financing services to those broking clients.
- Commodities and futures broking – provision of broking services in commodities and futures contracts traded in Hong Kong and overseas markets.
- Bullion trading – provision of trading services in bullion contracts traded in overseas markets.

(a) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible assets and current assets with the exception of unallocated corporate assets. Segment liabilities include liabilities and accruals attributable to the activities of the individual segments.

The measure used for reporting segment profit is earnings before finance costs and taxes ("EBIT"). To arrive at EBIT, the Group's earnings are further adjusted for items not specifically attributed to individual segments, such as corporate administration costs.

12 分部報告

本集團按業務類別劃分之分部管理其業務。本集團按與就資源分配及表現評估向本集團最高行政管理人員內部呈報資料一致之方式呈列以下三個可報告分部。概無合併經營分部以組成下列可報告分部。

- 證券經紀—提供於香港及特定海外市場買賣之證券經紀服務及向經紀客戶提供孖展融資服務。
- 商品及期貨經紀—提供於香港及特定海外市場買賣之商品及期貨合約之經紀服務。
- 現貨金交易—提供於海外市場買賣現貨金合約的交易服務。

(a) 分部業績、資產及負債

為評估分部表現及於各分部間分配資源，本集團最高行政管理人員按以下基準監察各可報告分部應佔業績、資產及負債：

分部資產包括所有有形資產及流動資產，惟未分配之公司資產除外。分部負債包括個別分部活動應佔之負債及應計負債。

就報告分部溢利採用之計量標準為除財務成本及稅項前之盈利（「EBIT」）。於得出EBIT時，本集團盈利就並無指定歸屬個別分部之項目（如公司行政成本）作出進一步調整。

Notes to the Financial Statements

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(除另有指明外，以港元列示)

12 SEGMENT REPORTING (Continued)

12 分部報告 (續)

(b) Segment information

(b) 分部資料

		2017 二零一七年			
		Securities broking	Commodities and futures broking	Bullion trading	Total
		證券經紀	商品及 期貨經紀	現貨金交易	總計
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
Revenue from customers:	來自客戶之收入：				
- Brokerage commission	- 經紀佣金	216,453	145,241	-	361,694
- Dealing income	- 交易收入	-	-	14,071	14,071
- Interest income from margin financing	- 孖展融資利息收入	181,772	202	-	181,974
- Interest income from IPO financing	- 首次公開發售融資利息收入	4,879	-	-	4,879
Reportable segment revenue	可報告分部收入	403,104	145,443	14,071	562,618
Interest income from cash clients	現金客戶利息收入	20,798	-	-	20,798
Other interest income	其他利息收入	26,509	3,903	74	30,486
Handling and settlement fees	手續費及結算費用	48,603	13	1	48,617
Reportable segment profit (EBIT)	可報告分部溢利(EBIT)	305,496	47,055	12,032	364,583
Depreciation for the year	年內折舊	(10,464)	(105)	(117)	(10,686)
Finance costs	財務成本	(67,132)	(1)	-	(67,133)
Additions to non-current segment assets during the year	年內添置之非流動分部資產	10,001	-	-	10,001
Reportable segment assets	可報告分部資產	8,098,470	733,425	40,717	8,872,612
Reportable segment liabilities	可報告分部負債	(6,212,197)	(457,480)	(25,367)	(6,695,044)

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12 SEGMENT REPORTING (Continued)

12 分部報告 (續)

(b) Segment information (Continued)

(b) 分部資料 (續)

		2016 二零一六年			
		Securities broking	Commodities and futures broking	Bullion trading	Total
		證券經紀	期貨經紀	現貨金交易	總計
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
Revenue from customers:	來自客戶之收入：				
- Brokerage commission	—經紀佣金	314,123	136,483	-	450,606
- Dealing income	—交易收入	-	-	7,759	7,759
- Interest income from margin financing	—孖展融資利息收入	205,629	172	-	205,801
- Interest income from IPO financing	—首次公開發售融資利息收入	11,801	-	-	11,801
Reportable segment revenue	可報告分部收入	531,553	136,655	7,759	675,967
Interest income from cash clients	現金客戶利息收入	29,283	-	-	29,283
Other interest income	其他利息收入	19,503	2,940	38	22,481
Handling and settlement fees	手續費及結算費用	58,840	36	4	58,880
Reportable segment profit (EBIT)	可報告分部溢利(EBIT)	412,795	40,063	4,242	457,100
Depreciation for the year	年內折舊	(12,515)	(106)	(117)	(12,738)
Finance costs	財務成本	(80,798)	(27)	-	(80,825)
Additions to non-current segment assets during the year	年內添置之非流動分部資產	13,374	-	-	13,374
Reportable segment assets	可報告分部資產	5,291,056	550,140	34,749	5,875,945
Reportable segment liabilities	可報告分部負債	(3,697,587)	(305,639)	(28,418)	(4,031,644)

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

12 SEGMENT REPORTING (Continued)

12 分部報告 (續)

(c) Reconciliation of reportable segment revenue, profit, assets and liabilities

(c) 可報告分部收入、溢利、資產及負債之對賬

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Revenue	收入		
Reportable segment revenue	可報告分部收入	562,618	675,967
Elimination	對銷	(101)	-
Consolidated revenue	綜合收入	562,517	675,967
Profit	溢利		
Reportable segment profit (EBIT)	可報告分部溢利(EBIT)	364,583	457,100
Finance costs	財務成本	(57,999)	(76,838)
Unallocated corporate income	未分配公司收入	17,897	20,785
Unallocated corporate expenses	未分配公司開支	(9,892)	(17,354)
Consolidated profit before taxation	綜合除稅前溢利	314,589	383,693
Assets	資產		
Reportable segment assets	可報告分部資產	8,872,612	5,875,945
Elimination	對銷	(399,879)	(426,285)
Unallocated corporate assets	未分配公司資產	50,220	243,411
Consolidated total assets	綜合資產總值	8,522,953	5,693,071
Liabilities	負債		
Reportable segment liabilities	可報告分部負債	(6,695,044)	(4,031,644)
Elimination	對銷	374,292	380,072
Unallocated corporate liabilities	未分配公司負債	(2,510)	(4,155)
Consolidated total liabilities	綜合負債總額	(6,323,262)	(3,655,727)

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13 PROPERTY, PLANT AND EQUIPMENT

13 物業、廠房及設備

		Leasehold improvements 租賃裝修 \$'000 千元	Motor vehicles 汽車 \$'000 千元	Office equipment 辦公室設備 \$'000 千元	Furniture and fixtures 傢具及裝置 \$'000 千元	Computers and software 電腦及軟件 \$'000 千元	Total 總計 \$'000 千元
Cost:	成本:						
At 1 April 2015	於二零一五年四月一日	40,079	179	16,355	13,180	20,784	90,577
Additions	添置	6,752	-	855	2,475	3,420	13,502
Disposals	出售	(1,247)	-	(466)	(722)	-	(2,435)
Exchange adjustments	匯率調整	(8)	-	(10)	-	(17)	(35)
At 31 March 2016	於二零一六年三月三十一日	45,576	179	16,734	14,933	24,187	101,609
At 1 April 2016	於二零一六年四月一日	45,576	179	16,734	14,933	24,187	101,609
Additions	添置	4,528	3,934	237	466	860	10,025
Disposals	出售	(1,092)	-	(1,443)	(2,436)	-	(4,971)
Exchange adjustments	匯率調整	(10)	-	(13)	-	(22)	(45)
At 31 March 2017	於二零一七年三月三十一日	49,002	4,113	15,515	12,963	25,025	106,618
Accumulated depreciation:	累積折舊:						
At 1 April 2015	於二零一五年四月一日	32,443	178	11,985	8,149	14,308	67,063
Charge for the year	年內開支	6,472	1	1,740	1,958	2,966	13,137
Written back on disposals	於出售時撥回	(1,179)	-	(442)	(573)	-	(2,194)
Exchange adjustments	匯率調整	(3)	-	(2)	-	(4)	(9)
At 31 March 2016	於二零一六年三月三十一日	37,733	179	13,281	9,534	17,270	77,997
At 1 April 2016	於二零一六年四月一日	37,733	179	13,281	9,534	17,270	77,997
Charge for the year	年內開支	4,426	499	1,389	2,070	2,716	11,100
Written back on disposals	於出售時撥回	(1,092)	-	(1,443)	(2,400)	-	(4,935)
Exchange adjustments	匯率調整	(6)	-	(5)	(1)	(8)	(20)
At 31 March 2017	於二零一七年三月三十一日	41,061	678	13,222	9,203	19,978	84,142
Net book value:	賬面淨值:						
At 31 March 2017	於二零一七年三月三十一日	7,941	3,435	2,293	3,760	5,047	22,476
At 31 March 2016	於二零一六年三月三十一日	7,843	-	3,453	5,399	6,917	23,612

14 AVAILABLE-FOR-SALE SECURITIES

14 可供銷售證券

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
At fair value:	按公平值:		
Listed equity securities - in Hong Kong	上市股本證券 - 香港	7,018	193,264

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

15 OTHER NON-CURRENT ASSETS

15 其他非流動資產

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Statutory deposits with exchanges and clearing houses	交易及結算所之法定按金	71,900	24,891

16 ACCOUNTS RECEIVABLE

16 應收賬款

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Accounts receivable	應收賬款		
– Cash clients	– 現金客戶	273,879	200,342
– Margin clients	– 孖展客戶	6,068,589	3,551,585
– Clearing houses	– 結算所	562,068	508,631
– Subscriptions of new shares in IPO	– 於首次公開發售中認購新股	683,597	535,658
– Brokers and dealers	– 經紀及交易商	200,550	123,856
Less: allowance for doubtful debts	減：呆賬撥備	(331)	(611)
		7,788,352	4,919,461

(a) Ageing analysis

(a) 賬齡分析

The ageing analysis of accounts receivable from cash clients based on the settlement date as of the end of the reporting period is as follows:

於報告期末之應收現金客戶賬款按結算日之賬齡分析如下：

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Current	即期	45,056	18,893
Less than 1 month	少於1個月	88,980	86,924
1 to 3 months	1至3個月	89,310	26,971
More than 3 months	多於3個月	50,533	67,554
		228,823	181,449
		273,879	200,342

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

16 ACCOUNTS RECEIVABLE (Continued)

(a) Ageing analysis (Continued)

Accounts receivable from cash clients relate to a wide range of customers for whom there was no recent history of default. These receivables are secured by their portfolios of securities. Cash clients are required to place deposits as prescribed in the Group's credit policy before execution of any purchase transactions. At 31 March 2017, the total market value of their portfolios of securities was \$1,503,123,000 (2016: \$1,193,608,000). Based on past experience and current assessment, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are considered fully recoverable.

Margin clients are required to pledge securities collateral to the Group in order to obtain credit facilities for securities trading. The amount of credit facilities granted to them is determined by the discounted value of securities accepted by the Group. At 31 March 2017, margin loans due from margin clients were current and repayable on demand except for \$710,000 (2016: \$762,000) where the margin loans were past due. \$6,000 (2016: Nil) were past due for less than 1 month. \$5,000 (2016: Nil) were past due for 1 to 3 months. Nil (2016: \$392,000) were past due for 3 months to 1 year. \$699,000 (2016: \$370,000) were past due for over 1 year following the trading suspension of the pledged securities. At 31 March 2017, the total market value of securities pledged as collateral in respect of the loans to borrowing margin clients and all margin clients were \$12,957,225,000 and \$17,145,627,000 respectively (2016: \$9,127,551,000 and \$13,087,010,000 respectively). Margin loans that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

16 應收賬款 (續)

(a) 賬齡分析 (續)

應收現金客戶賬款涉及多名近期並無欠款記錄之客戶。該等應收款項由其證券組合作抵押，於執行任何購買交易前，現金客戶須按本集團之信貸政策向指定戶口存款。於二零一七年三月三十一日，其證券組合之總市值為1,503,123,000元（二零一六年：1,193,608,000元）。根據過往經驗及當前評估，管理層相信毋須就該等結餘作出減值撥備，原因為信貸質素並無重大變動及有關結餘被視為可全數收回。

孖展客戶須向本集團抵押證券抵押品，以就證券交易獲取信貸融資。授予彼等之信貸融資金額按本集團接納之證券貼現價值釐定。於二零一七年三月三十一日，除710,000元（二零一六年：762,000元）之孖展貸款逾期外，應收孖展客戶之孖展貸款為即期及須按要求償還。本年度6,000元逾期少於一個月（二零一六年：無），5,000元逾期一至三個月（二零一六年：無），沒有貸款逾期三個月至一年（二零一六年：392,000元），699,000元（二零一六年：370,000元）於已抵押證券暫停買賣後逾期超過一年。於二零一七年三月三十一日，就有借款孖展客戶及全部孖展客戶獲授貸款已抵押證券作為抵押品之市值總額分別約為12,957,225,000元及17,145,627,000元（二零一六年：分別為9,127,551,000元及13,087,010,000元）。逾期但未減值之孖展貸款涉及若干與本集團有良好記錄的獨立客戶。根據過往經驗，由於信貸質量並沒有顯著變化，而該等款項仍然被認為可完全收回，管理層相信無需就該等款項作減值準備。

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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

16 ACCOUNTS RECEIVABLE (Continued)

(a) Ageing analysis (Continued)

For accounts receivable relating to subscriptions of new shares in IPO, no ageing analysis of subscriptions of new shares in IPO is disclosed as the ageing analysis does not give additional value in view of the nature of this business.

Accounts receivable from clearing houses, brokers and dealers are current. These represent (1) pending trades arising from the business of dealing in securities, which are normally due within a few days after the trade date and (2) margin deposits arising from the business of dealing in futures and options contracts.

(b) Impairment of accounts receivable

Impairment losses in respect of accounts receivable are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against the accounts receivable directly.

The movement in the allowance for doubtful debts during the year is as follows:

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
At 1 April	於四月一日	611	614
Amounts recovered	已收回金額	(280)	(3)
At 31 March	於三月三十一日	331	611

At 31 March 2017, the Group's receivables from a client of \$331,000 (2016: \$611,000) arising from trading of stock option was determined to be impaired. The impaired receivables related to a client that was in financial difficulty.

16 應收賬款 (續)

(a) 賬齡分析 (續)

就認購首次公開發售新股之應收賬款，鑑於此項業務之性質，賬齡分析並無帶來額外價值，故並無披露任何認購首次公開發售新股份之賬齡分析。

應收結算所、經紀及交易商之賬款為即期，有關賬款來自(1)買賣證券業務之待結算買賣交易，一般於交易日後數日內到期及(2)買賣期貨及期權合約業務之孖展保證金。

(b) 應收款項減值

應收款項之減值虧損以撥備賬記賬，惟本集團確信可收回款項的可能性不大者除外，在此情況下，減值虧損直接與應收款項撇銷。

呆賬撥備之年內變動如下：

於二零一七年三月三十一日，本集團之應收一名股票期權客戶款項331,000元（二零一六年：611,000元）已確認為已減值。已減值應收款項與財政出現困難之一名客戶有關。

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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

17 OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS 17 其他應收款項、按金及預付款項

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Rental and utility deposits	租金及水電費按金	19,182	16,667
Prepayments	預付款項	3,583	4,361
Other receivables	其他應收款項	8,402	3,311
		31,167	24,339

Included in the above balances are amounts of \$16,948,000 as at 31 March 2017 (2016: \$15,319,000) which are expected to be recovered in more than one year.

於二零一七年三月三十一日，計入上述結餘之款項為16,948,000元（二零一六年：15,319,000元）預期將於一年後收回。

18 CASH AND CASH EQUIVALENTS

(a) Cash and cash equivalents comprise:

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Deposits with banks	銀行存款	159,699	103,993
Cash at bank and in hand	銀行及手頭現金	437,204	399,449
		596,903	503,442
Cash and cash equivalents in the consolidated statement of financial position	綜合財務狀況表之現金及現金等價物	596,903	503,442
Less: Bank overdraft	減：銀行透支	(434,000)	-
Cash and cash equivalents in the consolidated cash flow statement	綜合現金流量表之現金及現金等價物	162,903	503,442

The Group maintains segregated accounts with authorised institutions to hold client money in the normal course of business.

At 31 March 2017, client money maintained in segregated accounts not otherwise dealt with in the financial statements amounted to \$6,809,878,000 (2016: \$5,067,273,000).

18 現金及現金等價物

(a) 現金及現金等價物包括：

本集團於認可機構設有獨立賬戶，於日常業務過程中持有客戶資金。

於二零一七年三月三十一日，存置於獨立賬戶且並無於財務報表其他部分處理之客戶資金合共為6,809,878,000元（二零一六年：5,067,273,000元）。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

18 CASH AND CASH EQUIVALENTS (Continued)

18 現金及現金等價物 (續)

(b) Reconciliation of profit before taxation to cash (used in)/generated from:

(b) 除稅前溢利與經營業務(所用)/所得現金之對賬:

		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	314,589	383,693
Adjustments for:	就以下各項作出調整:		
Depreciation	折舊	11,100	13,137
Finance costs	財務成本	57,999	76,838
Dividend income	股息收入	(1,599)	-
Interest income (excluding interest income from margin and IPO financings)	利息收入(不包括孖展融資及首次公開發售融資之利息收入)	(51,307)	(52,210)
Loss on disposals of property, plant and equipment	出售物業、廠房及設備之虧損	36	241
Net gain arising from disposal of available-for-sale securities	出售可供銷售證券之淨收益	(31,794)	-
Net gain arising from disposal of trading investment	出售貿易投資之淨收益	(3,092)	-
Equity-settled share-based payments	權益結算以股份為基礎之款項	-	12,179
Changes in working capital:	營運資金變動:		
(Increase)/decrease in other non-current assets	其他非流動資產(增加)/減少	(47,009)	59,581
(Increase)/decrease in accounts receivable	應收賬款(增加)/減少	(2,868,891)	12,326,163
Increase in other receivables, deposits and prepayments	其他應收款項、按金及預付款項增加	(6,828)	(3,760)
Increase/(decrease) in accounts payable	應付賬款增加/(減少)	153,565	(1,068,858)
(Decrease)/increase in accrued expenses and other payables	應計開支及其他應付款項(減少)/增加	(6,168)	6,790
Cash (used in)/generated from operations	經營業務(所用)/所得現金	(2,479,399)	11,753,794

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財務報表附註

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19 INVESTMENT IN SUBSIDIARIES

At 31 March 2017, the Company had direct or indirect interests in the following subsidiaries, all of which are private companies, particulars of which are set out below:

19 於附屬公司之投資

於二零一七年三月三十一日，本公司於以下附屬公司擁有直接或間接權益，該等附屬公司均為私人公司，詳情如下：

Name of company 公司名稱	Place and date of incorporation 註冊成立地點及日期	Issued and fully paid-up capital 已發行及繳足股本	Attributable equity interest 應佔股本權益		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Bright Smart Investment Holdings Limited 耀才投資控股有限公司	British Virgin Islands (BVI)/ 22 October 2009 英屬處女群島/ 二零零九年 十月二十二日	US\$100 100美元	100%	-	Investment holding 投資控股
Choice Max Limited	British Virgin Islands (BVI)/ 2 April 2014 英屬處女群島/ 二零一四年 四月二日	US\$1 1美元	100%	-	Investment holding 投資控股
Marick Investments Limited	British Virgin Islands (BVI)/ 15 April 2014 英屬處女群島/ 二零一四年 四月十五日	US\$1 1美元	100%	-	Investment holding 投資控股
Bright Smart Asset Management Limited 耀才資產管理有限公司	Hong Kong/ 18 August 2011 香港/二零一一年 八月十八日	HK\$5,000,000 5,000,000港元	-	100%	Asset management services 資產管理服務
Bright Smart Easy Finance Company Limited 耀才易借財務有限公司	Hong Kong/ 6 March 2014 香港/二零一四年 三月六日	HK\$1 1港元	-	100%	Inactive 暫無營業
Bright Smart Finance Channel Management Limited 耀才財經台管理有限公司	Hong Kong/ 22 May 2014 香港/二零一四年 五月二十二日	HK\$1 1港元	-	100%	Administrative services 行政服務
Bright Smart Finance Online Channel Limited 耀才財經網上直播有限公司	Hong Kong/ 22 May 2014 香港/二零一四年 五月二十二日	HK\$1 1港元	-	100%	Production and broadcast finance programs 製作及廣播財經節目

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(除另有指明外，以港元列示)

19 INVESTMENT IN SUBSIDIARIES (Continued) 19 於附屬公司之投資 (續)

Name of company 公司名稱	Place and date of incorporation 註冊成立地點及日期	Issued and fully paid-up capital 已發行及繳足股本	Attributable equity interest 應佔股本權益		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Bright Smart Forex Limited 耀才環球外匯有限公司	Hong Kong/ 23 April 2012 香港／二零一二年 四月二十三日	HK\$30,000,000 30,000,000港元	–	100%	Inactive 暫無營業
Bright Smart Futures & Commodities Co., Ltd 耀才期貨及商品有限公司	Hong Kong/ 14 November 1995 香港／一九九五年 十一月十四日	HK\$114,000,000 114,000,000港元	–	100%	Futures and commodities broking 期貨及商品經紀
Bright Smart Global Bullion Limited 耀才環球金業有限公司	Hong Kong/ 10 October 2012 香港／二零一二年 十月十日	HK\$10,000 10,000港元	–	100%	Bullion dealing and provision of bullion trading service to customer 現貨金買賣及向客戶 提供現貨金交易服務
Bright Smart Investment Consultancy (China) Company Limited 耀才投資諮詢顧問(中國)有限公司	Hong Kong/ 9 November 2010 香港／二零一零年 十一月九日	HK\$1 1港元	–	100%	Investment holding 投資控股
Bright Smart Promotion Limited 耀才推廣有限公司	Hong Kong/ 25 August 2015 香港／二零一五年 八月二十五日	HK\$1 1港元	–	100%	Administrative services 行政服務
Bright Smart Property Management Limited 耀才物業管理有限公司	Hong Kong/ 31 March 2014 香港／二零一四年 三月三十一日	HK\$1 1港元	–	100%	Administrative services 行政服務
Bright Smart Securities International (H.K.) Limited 耀才證券國際(香港)有限公司	Hong Kong/ 10 August 1998 香港／一九九八年 八月十日	HK\$1,141,000,000 1,141,000,000港元	–	100%	Securities broking and margin financing 證券經紀及孖展融資
Charm Capital Limited 曦資有限公司	Hong Kong/ 18 February 2016 香港／二零一六年 二月十八日	HK\$1 1港元	–	100%	Administrative services 行政服務

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(除另有指明外，以港元列示)

19 INVESTMENT IN SUBSIDIARIES (Continued)

19 於附屬公司之投資 (續)

Name of company 公司名稱	Place and date of incorporation 註冊成立地點及日期	Issued and fully paid-up capital 已發行及繳足股本	Attributable equity interest 應佔股本權益		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Everlasting Source Limited 粵彩有限公司	Hong Kong/ 8 December 2010 香港/二零一零年 十二月八日	HK\$1 1港元	-	100%	Administrative services 行政服務
Glow Dragon Limited 晴龍有限公司	Hong Kong/ 21 January 2010 香港/二零一零年 一月二十一日	HK\$1 1港元	-	100%	Administrative services 行政服務
Huge Dynasty Limited 展躍有限公司	Hong Kong/ 13 January 2010 香港/二零一零年 一月十三日	HK\$1 1港元	-	100%	Administrative services 行政服務
Ideal Magic Limited 裕驊有限公司	Hong Kong/ 13 January 2010 香港/二零一零年 一月十三日	HK\$1 1港元	-	100%	Administrative services 行政服務
Merit Act Limited 宏烽有限公司	Hong Kong/ 3 November 2009 香港/二零零九年 十一月三日	HK\$1 1港元	-	100%	Administrative services 行政服務
Rainbow Town Limited 虹域有限公司	Hong Kong/ 8 October 2015 香港/二零一五年 十月八日	HK\$1 1港元	-	100%	Administrative services 行政服務
Victor Tone Limited 圍通有限公司	Hong Kong/ 21 January 2010 香港/二零一零年 一月二十一日	HK\$1 1港元	-	100%	Administrative services 行政服務
耀才投資諮詢(深圳)有限公司 (Note) (附註)	People's Republic of China/ 10 January 2011 中華人民共和國/ 二零一一年一月十日	HK\$1,600,000 1,600,000港元	-	100%	Inactive 暫無營業

Note: It is registered as a wholly foreign-owned enterprise under the laws of the People's Republic of China.

附註：此公司乃根據中華人民共和國法律註冊為一間外商獨資企業。

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(除另有指明外，以港元列示)

20 ACCOUNTS PAYABLE

20 應付賬款

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Accounts payable	應付賬款		
– Cash clients	– 現金客戶	297,693	370,989
– Margin clients	– 孖展客戶	756,406	627,838
– Clearing houses	– 結算所	87,075	–
– Brokers	– 經紀商	33,022	21,804
		1,174,196	1,020,631

All of the accounts payable are expected to be settled within one year or are repayable on demand.

所有應付賬款預期於一年內償還或須應要求償還。

21 ACCRUED EXPENSES AND OTHER PAYABLES

21 應計開支及其他應付款項

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Commission rebate payable	應付佣金回贈	23,441	24,927
Accrued bonuses	應計花紅	2,843	12,658
Stamp duty, trading levy and trading fee payables	應付印花稅、交易徵費及交易費	6,927	4,944
Receipt in advance	預收款項	969	1,682
Other payables	其他應付款項	15,929	12,066
		50,109	56,277

All accrued expenses and other payables are expected to be settled or recognised as income within one year.

預期所有應計開支及其他應付款項將於一年內償還或確認為收入。

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(除另有指明外，以港元列示)

22 BANK LOANS AND OVERDRAFTS

22 銀行貸款及銀行透支

		2017	2016
		二零一七年	二零一六年
		\$'000	\$'000
		千元	千元
Secured loans	有抵押貸款		
– Bank loans	– 銀行貸款	3,737,000	2,020,000
– Bank overdraft	– 銀行透支	434,000	–
– Bank loans for IPO	– 首次公開發售銀行貸款	675,000	534,000
Unsecured loans	無抵押貸款		
– Bank loans	– 銀行貸款	250,000	–
		5,096,000	2,554,000

All the bank loans are repayable within one year and classified as current liabilities. The carrying amounts of the bank borrowings approximate their fair value.

所有銀行貸款須於一年內償還及分類為流動負債。銀行借貸之賬面值與其公平值相若。

The bank loans as at 31 March 2017 are interest-bearing. Securities collateral deposited by the Group's margin clients was re-pledged to banks to secure loan facilities. Such banking facilities were utilised to the extent of \$4,846,000,000 (2016: \$2,554,000,000). The fair value of the collateral re-pledged to banks as at 31 March 2017 amounted to \$7,909,095,000 (2016: \$4,593,124,000).

於二零一七年三月三十一日之銀行貸款均須予計息。本集團之孖展客戶所存置之證券抵押品再抵押予銀行，以取得貸款融資。有關銀行融資已動用4,846,000,000元（二零一六年：2,554,000,000元）。於二零一七年三月三十一日，再抵押予銀行之抵押品公平值合共為7,909,095,000元（二零一六年：4,593,124,000元）。

23 EMPLOYEE RETIREMENT BENEFITS – DEFINED CONTRIBUTION RETIREMENT PLAN

23 僱員退休福利— 定額供款退休計劃

The Group operates a 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 and not previously covered by the defined benefit retirement plan. The MPF scheme is a defined contribution retirement plan administered 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 (2016: \$30,000). Contributions to the plan vest immediately.

本集團根據香港強制性公積金計劃條例為根據香港僱傭條例於司法權區聘用及以往不受定額福利退休計劃保障之僱員設立強制性公積金計劃（「強積金計劃」）。強積金計劃為定額供款退休計劃，由獨立信託人管理。根據強積金計劃，僱主及其僱員各自須按僱員相關收入之5%向計劃作出供款，惟以每月相關收入30,000元（二零一六年：30,000元）為上限。計劃供款即時歸屬。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

24 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION 24 綜合財務狀況表之所得稅

(a) Current taxation in the consolidated statement of financial position represents:

(a) 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 expense for the year	年內香港利得稅撥備	41,728	60,507
Provisional Profits Tax paid	已付暫繳利得稅	(41,624)	(37,236)
		104	23,271
Balance of Hong Kong Profits Tax relating to prior year	過往年度香港利得稅結餘	3	1,411
		107	24,682
Represented by:	以下列各項表示:		
Current taxation	即期稅項	2,863	24,682
Tax recoverable	可退回稅項	(2,756)	-

(b)(i) Deferred tax assets and liabilities represents:

(b)(i) 遞延稅項資產及負債指：

The components of deferred tax liabilities/(assets) recognised in the consolidated statement of financial position and the movements during the year are as follows:

於綜合財務狀況表確認之遞延稅項負債／(資產)組成部分及年內變動如下：

		Prepaid bonuses 預付花紅 \$'000 千元	Accrued bonuses 應計花紅 \$'000 千元	Differences between depreciation allowance and the related depreciation 折舊撥備與相關折舊之差異 \$'000 千元	Total 總計 \$'000 千元
--	--	---	---	---	-----------------------------

Deferred tax liabilities/(assets) arising from: 就以下各項產生之遞延稅項負債／(資產)：

At 1 April 2015	於二零一五年四月一日	65	(1,222)	(1,681)	(2,838)
Credited to consolidated statement of comprehensive income (note 7(a))	計入綜合全面收益表(附註7(a))	(65)	(867)	(155)	(1,087)
At 31 March 2016	於二零一六年三月三十一日	-	(2,089)	(1,836)	(3,925)

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

24 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION 24 綜合財務狀況表之所得稅 (續)

(Continued)

(b)(i) Deferred tax assets and liabilities represents:
(Continued)

(b)(i) 遞延稅項資產及負債指：(續)

		Accrued bonuses	Differences between depreciation allowance and the related depreciation 折舊撥備與相關折舊之差異	Total
		應計花紅	相關折舊之差異	總計
		\$'000	\$'000	\$'000
		千元	千元	千元
Deferred tax liabilities/ (assets) arising from:	就以下各項產生之遞延稅項負債/ (資產)：			
At 1 April 2016	於二零一六年四月一日	(2,089)	(1,836)	(3,925)
Charged to consolidated statement of comprehensive income (note 7(a))	於綜合全面收益表支付 (附註7(a))	1,632	6	1,638
At 31 March 2017	於二零一七年三月三十一日	(457)	(1,830)	(2,287)

(b)(ii) Reconciliation to the consolidated statement of financial position

(b)(ii) 於綜合財務狀況表之對賬

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Net deferred tax asset recognised in the consolidated statement of financial position	已於綜合財務狀況表中確認之遞延稅項資產淨值	(2,381)	(4,062)
Net deferred tax liabilities recognised in the consolidated statement of financial position	已於綜合財務狀況表中確認之遞延稅項負債淨值	94	137
		(2,287)	(3,925)

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

25 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:

The Company

		Share capital 股本 \$'000 千元	Share premium 股份溢價 \$'000 千元	Share option reserve 購股權儲備 \$'000 千元	Retained profits 保留溢利 \$'000 千元	Total equity 總計 \$'000 千元
At 1 April 2015	於二零一五年四月一日	506,876	729,795	1,255	31,147	1,269,073
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	-	67,782	67,782
Dividend paid during the year	年內派付股息	-	-	-	(64,469)	(64,469)
Shares issued under share option scheme	購股權計劃項下已發行股份	2,090	7,421	(1,126)	-	8,385
Equity-settled share-based payments	權益結算以股份為基礎之款項	-	-	12,179	-	12,179
Transfer of share option reserve upon the forfeiture of share options	沒收購股權後轉撥的購股權儲備	-	-	(1,204)	1,204	-
At 31 March 2016	於二零一六年三月三十一日	508,966	737,216	11,104	35,664	1,292,950

25 資本、儲備及股息

(a) 權益組成部分之變動

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本年度期初及期末間之變動詳情載列如下：

本公司

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

25 CAPITAL, RESERVES AND DIVIDENDS 25 資本、儲備及股息 (續)

(Continued)

(a) Movement in components of equity (Continued)

(a) 權益組成部分之變動 (續)

The Company (Continued)

本公司 (續)

		Share capital 股本 \$'000 千元	Share premium 股份溢價 \$'000 千元	Share option reserve 購股權儲備 \$'000 千元	Retained profits 保留溢利 \$'000 千元	Total equity 總計 \$'000 千元
At 1 April 2016	於二零一六年四月一日	508,966	737,216	11,104	35,664	1,292,950
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	-	103,825	103,825
Dividend paid during the year	年內派付股息	-	-	-	(96,715)	(96,715)
Shares issued under share option scheme	購股權計劃項下已發行股份	133	461	(73)	-	521
Transfer of share option reserve upon the forfeiture of share options	沒收購股權後轉撥的購股權儲備	-	-	(2,690)	2,690	-
At 31 March 2017	於二零一七年三月三十一日	509,099	737,677	8,341	45,464	1,300,581

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

25 CAPITAL, RESERVES AND DIVIDENDS 25 資本、儲備及股息 (續)

(Continued)

(b) Dividends

(i) Dividends payable to equity shareholders of the Group attributable to the year

Dividends declared in respect of the current year are as follows:

	2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Final dividend proposed after the end of the reporting period of 4.8 cents per ordinary share (2016: 5.7 cents per ordinary share) (2017: 1,696,996,308 shares, 2016: 1,696,554,538 shares)	81,456	96,704

The final dividend proposed after the end of the reporting period is subject to approval of the shareholders at the forthcoming annual general meeting of the Company and has not been recognised as a liability at the end of the reporting period.

(b) 股息

(i) 本集團權益股東應佔本年度應付股息

本年度已宣派股息如下：

報告期末後建議末期股息須待股東於本公司應屆股東週年大會上批准後方可作實，且並無於報告期末確認為負債。

(ii) Dividends payable to equity shareholders of the Group attributable to the previous financial year, approved and paid during the year:

	2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Final dividend in respect of previous financial year, approved and paid during the year, of 5.7 cents per ordinary share (2016: 3.8 cents per ordinary share) (2017: 1,696,776,308 shares, 2016: 1,696,554,538 shares)	96,715	64,469

Final dividend in respect of previous financial year, approved and paid during the year, of 5.7 cents per ordinary share (2016: 3.8 cents per ordinary share) (2017: 1,696,776,308 shares, 2016: 1,696,554,538 shares)

(ii) 本集團權益股東應佔上一財政年度之應付股息（年內已批准及派付）：

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

25 CAPITAL, RESERVES AND DIVIDENDS 25 資本、儲備及股息 (續)

(Continued)

(c) Share capital

(c) 股本

		2017 二零一七年		2016 二零一六年	
		No. of shares 股份數目	Nominal value 面值 \$'000 千元	No. of shares 股份數目	Nominal value 面值 \$'000 千元
Authorised ordinary shares of \$0.30 each:	每股面值0.30元的法定普通股:				
At 1 April	於四月一日	10,000,000,000	3,000,000	2,000,000,000	600,000
Increase during the year	年內增加	-	-	8,000,000,000	2,400,000
At 31 March	於三月三十一日	10,000,000,000	3,000,000	10,000,000,000	3,000,000
Issued and fully paid:	已發行及繳足:				
At 1 April	於四月一日	1,696,554,538	508,966	1,689,585,458	506,876
Shares issued under share option scheme	根據購股權計劃發行之股份	441,770	133	6,969,080	2,090
At 31 March	於三月三十一日	1,696,996,308	509,099	1,696,554,538	508,966

The holders of ordinary 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 ordinary shares rank equally with regard to the Company's residual assets.

普通股持有人有權收取不時宣派之股息及有權於本公司大會就每股股份投一票。就本公司餘下資產而言，所有普通股均享有同等地位。

Shares issued under the share option scheme

During the year ended 31 March 2017, share options were exercised to subscribe for 441,770 ordinary shares (2016: 6,969,080 ordinary shares) in the Company at a consideration of \$521,000 (2016: \$8,385,000), of which \$133,000 (2016: \$2,090,000) was credited to share capital and the balance of \$461,000 (2016: \$7,421,000) was credited to share premium account, which included a balance of \$73,000 (2016: \$1,126,000) that has been transferred from the share option reserve.

根據購股權計劃發行之股份

於截至二零一七年三月三十一日止年度，行使購股權認購本公司441,770股普通股（二零一六年：6,969,080股普通股），代價為521,000元（二零一六年：8,385,000元），其中133,000元（二零一六年：2,090,000元）列為股本，而結餘461,000元（二零一六年：7,421,000元）列為股份溢價賬，當中包括結餘73,000元（二零一六年：1,126,000元）已從購股權儲備轉撥。

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25 CAPITAL, RESERVES AND DIVIDENDS 25 資本、儲備及股息 (續)

(Continued)

(c) Share capital (Continued)

Shares issued under the share option scheme (Continued)

(a) Shares issued under the share option scheme during the year are summarised as follows:

		Number of share options exercised 獲行使 購股權數目	Consideration 代價 \$'000 千元	Share capital 股本 \$'000 千元	Share premium 股份溢價 \$'000 千元	Share option reserve 購股權儲備 \$'000 千元
New shares issued due to exercise of share options for the year ended 31 March 2017	截至二零一七年三月三十一日止年度因行使購股權而發行之新股份	441,770	521	133	461	(73)
New shares issued due to exercise of share options for the year ended 31 March 2016	截至二零一六年三月三十一日止年度因行使購股權而發行之新股份	6,969,080	8,385	2,090	7,421	(1,126)

(b) Terms of unexpired and unexercised share options at the end of the reporting period

(c) 股本 (續)

根據購股權計劃發行之股份 (續)

(a) 年內購股權計劃項下已發行股份概述如下：

(b) 於報告期末尚未屆滿及尚未行使之購股權期限

Exercise period 行使期	Exercise price 行使價	2017 二零一七年 Number of share options 購股權數目	2016 二零一六年 Number of share options 購股權數目
26 June 2013 to 25 June 2016 二零一三年六月二十六日至 二零一六年六月二十五日	\$0.89	-	132,840
27 October 2014 to 26 October 2017 二零一四年十月二十七日至 二零一七年十月二十六日	\$1.29	320,000	650,000
23 June 2015 to 22 June 2018 二零一五年六月二十三日至 二零一八年六月二十二日	\$3.85	8,640,000	11,440,000
		8,960,000	12,222,840

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(除另有指明外，以港元列示)

25 CAPITAL, RESERVES AND DIVIDENDS 25 資本、儲備及股息 (續)

(Continued)

(d) Nature and purpose of reserve

(i) 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.

(ii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations as well as the effective portion of any foreign exchange differences arising from hedges of the net investment in these foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 2(p).

(iii) Investment revaluation reserve

The investment revaluation reserve comprises the cumulative net change in the fair value of available-for-sale securities held at the end of the reporting period date and is dealt with in accordance with the accounting policies in note 2(f)(ii).

(d) 儲備性質及目的

(i) 股份溢價

根據開曼群島公司法，本公司之股份溢價賬可用作支付應派付予股東之分派或股息，惟緊隨擬支付分派或派付股息日期後，本公司仍可在日常業務過程中償付其到期債務。

(ii) 匯兌儲備

匯兌儲備包含所有產生自換算海外業務之財務報表之匯兌差額及因對沖此等海外業務淨投資之有效匯兌差額部份。有關儲備之會計處理已列載於附註2(p)。

(iii) 投資重估儲備

投資重估儲備包括可供銷售證券於報告期末之公平值之累計淨變動。其已根據會計政策中附註2(f)(ii)處理。

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財務報表附註

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(除另有指明外，以港元列示)

25 CAPITAL, RESERVES AND DIVIDENDS (Continued) 25 資本、儲備及股息 (續)

(d) Nature and purpose of reserve (Continued)

(iv) Merger reserve

On 29 June 2010, the Company acquired the entire issued share capital of Bright Smart Futures & Commodities Co., Ltd, Bright Smart Securities International (H.K.) Limited and Merit Act Limited through Bright Smart Investment Holdings Limited from their respective shareholders. The difference between the nominal value of the share capital of the subsidiaries acquired as a result of the restructuring exercise and the nominal value of the share capital of the Company issued in exchange thereof is treated as an equity movement and recorded in "Merger reserve".

(v) Share option reserve

The share option reserve comprises the fair value of the actual number of unexercised share options granted under the share option scheme recognised in accordance with the accounting policy adopted for share-based payments in note 2(l)(iii).

(vi) Distributability of reserve

The reserves of the Company are distributable to the equity shareholders subject to the provisions of the Company's Memorandum and Articles of Association and provided that immediately following the distribution the Company is able to pay its debts as they fall due in the ordinary course of business.

At 31 March 2017, the aggregate amount of reserves available for distribution to equity shareholders of the Company was \$783,141,000 (2016: \$772,880,000).

(d) 儲備性質及目的 (續)

(iv) 合併儲備

於二零一零年六月二十九日，本公司透過耀才投資控股有限公司向耀才期貨及商品有限公司、耀才證券國際(香港)有限公司及泓烽有限公司之有關股東收購該等公司之全部已發行股本。因重組活動被收購之附屬公司之股本面值與本公司發行之股本面值(作為代價)兩者之差額視作權益變動處理，並記錄在「合併儲備」內。

(v) 購股權儲備

購股權儲備包括根據附註2(l)(iii)內以股份為基礎之款項採用之會計政策確認根據購股權計劃授予之未行使購股權實際數目之公平值。

(vi) 分派儲備

根據本公司之組織章程大綱及細則條文，並在緊隨作出分派後本公司可償還於一般日常業務過程中到期債務之前提下，本公司可向權益股東分派儲備。

於二零一七年三月三十一日，可供分派予本公司權益股東之儲備總金額為783,141,000元(二零一六年：772,880,000元)。

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(Expressed in Hong Kong dollars unless otherwise indicated)
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25 CAPITAL, RESERVES AND DIVIDENDS 25 資本、儲備及股息 (續)

(Continued)

(e) Capital management

The Group's primary objective when managing capital is to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost. In addition, certain subsidiaries of the Group licensed by the Securities and Futures Commission ("SFC") are obliged to meet the regulatory liquid capital requirements under the Securities and Futures (Financial Resources) Rules ("FRR") at all times.

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 make adjustments to the capital structure in light of changes in economic conditions. For the licensed subsidiaries, the Group ensures each of them maintains a liquid capital level adequate to support the level of activities with sufficient buffer to accommodate for increases in liquidity requirements arising from potential increases in the level of business activities. During the financial year, all the licensed subsidiaries complied with the liquid capital requirements under the FRR at all times.

(e) 資本管理

本集團管理資本之首要目標為保障本集團持續經營之能力，透過因應風險水平為產品及服務定價以及以合理成本取得融資，繼續為股東帶來回報及為其他權益持有人帶來利益。此外，獲證券及期貨事務監察委員會（「證監會」）認可發牌之本集團若干附屬公司須於任何時候符合證券及期貨（財政資源）規則（「財政資源規則」）項下之監管流動資金規定。

本集團積極及定期檢討及管理資本結構，在可能伴隨較高借貸水平之較高股東回報與穩健資本狀況帶來之好處及保障之間取得平衡，並因應經濟環境之轉變對資本結構作出調整。就持牌附屬公司而言，本集團確保各附屬公司均保持資金靈活周轉，足以支持業務經營，以及在業務活動可能轉趨頻繁而引致對流動資金之需求上升時亦能應付自如。於財政年度的任何時候，所有持牌附屬公司均遵守財政資源規則項下之流動資金規定。

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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

26 EQUITY-SETTLED SHARE-BASED PAYMENTS

The Company has a share option scheme which was adopted on 4 August 2010 by a resolution of the board of directors of the Company whereby the employee, consultants, contractors and directors of the Group are entitled to the share option scheme. The options granted have no vesting condition and are then exercisable within a period of three years. Each option gives the holder the right to subscribe for one ordinary share of the Company.

(a) The number and weighted average exercise prices of share options are as follows:

		2017 二零一七年		2016 二零一六年	
		Number of share options	Weighted average exercise price	Number of share options	Weighted average exercise price
		購股權數目	加權平均 行使價	購股權數目	加權平均 行使價
Outstanding at the beginning of the year	年初尚未行使	12,222,840	3.68	7,772,990	1.20
Granted during the year	年內授出	-	-	12,690,000	3.85
Exercised during the year	年內行使	(441,770)	1.18	(6,969,080)	1.20
Cancelled during the year	年內註銷	-	-	(110,000)	3.85
Lapsed during the year	年內失效	(2,821,070)	3.83	(1,161,070)	3.80
Outstanding at the end of the year	年終尚未行使	8,960,000	3.76	12,222,840	3.68
Exercisable at the end of the year	年終可予行使	8,960,000	3.76	12,222,840	3.68

No share option was granted during the year (2016: 12,690,000 share options).

The options outstanding at 31 March 2017 had a weighted average exercise price of \$3.76 (2016: \$3.68) and a weighted average remaining contractual life of 14 months (2016: 26 months).

26 權益結算以股份為基礎之款項

本公司設有一項購股權計劃，於二零一零年八月四日由本公司董事會通過決議案採納，本集團僱員、顧問、承包商及董事有權參與購股權計劃。授出之購股權並無歸屬條件及可於三年期內行使。每份購股權賦予持有人權利認購一股本公司普通股。

(a) 購股權數目及加權平均行使價如下：

年內概無授出購股權（二零一六年：12,690,000份購份權）。

於二零一七年三月三十一日尚未行使之購股權加權平均行使價為3.76元（二零一六年：3.68元），而加權平均餘下訂約年期為14個月（二零一六年：26個月）。

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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

26 EQUITY-SETTLED SHARE-BASED PAYMENTS (Continued)

(b) Fair value of share options and assumptions

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on the Black-Scholes model. The contractual life of the share option is used as an input into this model. Expectations of early exercise are incorporated into the Black-Scholes model.

Date of grant		23 June 2015 二零一五年 六月二十三日	27 October 2014 二零一四年 十月二十七日
Fair value at measurement date	於計算日期之公平值	\$0.96	\$ 0.15
Share price	股價	\$3.85	\$ 1.22
Exercise price	行使價	\$3.85	\$ 1.29
Expected volatility	預期波幅	57.27%	36.58%
Option life	購股權有效期	1.5 year 年	1.5 year 年
Expected dividends yield	預期股息率	2.83%	4.22%
Risk-free interest rate	無風險利率	0.22%	0.18%

The expected volatility is derived with reference to the historic volatilities of the Group based on publicly available information. Expected dividend yield is based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

Share options were granted under no vesting condition. There was no market condition associated with the share option granted.

26 權益結算以股份為基礎之款項 (續)

(b) 購股權公平值及假設

作為授出購股權之回報而收取之服務之公平值乃參照所授出購股權之公平值而計量。所授出購股權之估計公平值採用柏力克-舒爾斯模式計量。購股權之合約年期作為該模式之一項輸入參數。提早行使預期已納入柏力克-舒爾斯模式。

預期波幅乃基於可予公開取得之資料，參考本集團之歷史波幅而得出。預期股息率乃以歷史股息為基礎。主觀輸入數據之假設之變動，可重大影響公平值之估計。

購股權於授出時並無歸屬條件。購股權於授出時並無與市況有關聯。

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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

27 COMMITMENTS

(a) Capital commitments

Capital commitments outstanding at 31 March 2017 not provided for in the financial statements were as follows:

	2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Contracted for 已訂約	5,086	1,290

(b) Operating lease commitments

At 31 March 2017, the total future minimum lease payments under non-cancellable operating lease on properties are payable as follows:

	2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Within one year 一年內	58,837	50,986
After one year but within five years 一年後但於五年內	54,740	80,250
	113,577	131,236

The Group leases a number of properties under operating leases. The leases typically run for an initial period of one year to four years, with an option to renew the leases when all terms are renegotiated. None of the leases includes contingent rentals.

27 承擔

(a) 資本承擔

於二零一七年三月三十一日尚未撥備至財務報表之資本承擔如下：

(b) 經營租賃承擔

於二零一七年三月三十一日，根據物業之不可撤銷經營租約項下之未來最低租賃款項總額須於下列期間支付：

本集團根據經營租約租賃多項物業。該等租約一般初步為期一年至四年，可選擇重新商定所有條款予以重續。租約概不包括或然租金。

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(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES

Exposure to credit, liquidity, interest rate, foreign currency and equity price risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

The Group's credit risk is primarily attributable to amounts due from clients, brokers and clearing houses. The management has a credit policy in place and the exposure to the credit risk is monitored on an ongoing basis.

In respect of amounts due from clients, individual credit evaluations are performed on all clients (including cash and margin clients). Cash clients are required to place deposits as prescribed in the Group's credit policy before execution of any purchase transactions. Receivables due from cash clients are due within the settlement period commonly adopted in the relevant market practices, which is usually within a few days from the trade date. Because accounts receivable from cash clients relate to a wide range of customers for whom there was no recent history of default, there has not been a significant change in credit quality and the balances are considered fully receivable, and the prescribed deposit requirements and the short settlement period involved, the credit risk arising from the amounts due from cash clients is considered low. The Group normally obtains liquid securities and/or cash deposits as collateral for providing financing to its cash and margin clients. Margin loans due from margin clients are repayable on demand. For commodities and futures brokerage, an initial margin is required prior to opening transaction. Market conditions and adequacy of securities collateral and margin deposits of each cash account, margin account and futures account are monitored by the management on a daily basis. Margin calls and forced liquidation are made where necessary.

In respect of amounts receivable from brokers and clearing houses, credit risks are considered low as the Group normally enters into transactions with brokers and clearing houses which are registered with regulatory bodies and enjoy sound reputation in the industry.

28 財務風險管理及公平值

本集團之日常業務中產生信貸、流動資金、利率、外匯及股價風險。下文載述本集團所面對之該等風險及本集團就管理此等風險所採取之財務風險管理政策及慣例。

(a) 信貸風險

本集團之信貸風險主要來自應收客戶、經紀及結算所之賬款。管理層訂有信貸政策，並持續監控信貸風險。

就應收客戶賬款方面，所有客戶（包括現金及孖展客戶）均須接受個別信貸評估。於執行任何購買交易前，現金客戶須按本集團之信貸政策向指定戶口存款。應收現金客戶款項乃於相關市場慣例普遍採用之結算期內到期，一般為交易日後數天內。基於應收現金客戶賬款涉及多名近期並無欠款記錄之客戶，信貸質素並無重大變動及有關結餘被視為可全數收回，而指定存款規定及所涉及結算期短，故應收現金客戶賬款產生之信貸風險甚微。本集團一般會向其現金及孖展客戶取得流動證券及／或現金存款作為向其提供融資之抵押品。應收孖展客戶之孖展貸款須應要求償還。就商品及期貨經紀業務而言，於開倉前須支付基本按金。管理層會每日監察市況以及各現金賬戶、孖展賬戶及期貨賬戶之證券抵押品及保證金是否足夠，如有需要，會追繳保證金及強行斬倉。

由於本集團一般與已向監管機構註冊並於業內享有良好聲譽之經紀及結算所進行交易，故應收經紀及結算所賬款之信貸風險甚低。

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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued)

(a) Credit risk (Continued)

The Group has no significant concentration of credit risk as credits are granted to a large population of clients.

The Group does not provide any other guarantees which would expose the Group to credit risk.

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the raising of loans to cover expected cash demands, and to ensure compliance with FRR. The Group's policy is to regularly monitor its current and expected liquidity requirements and its compliance with lending 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.

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and funding in the short and longer term. Except deferred tax liabilities, all of the Group's liabilities are expected to be settled within one year. The carrying amounts of all financial liabilities equal the contractual undiscounted cash outflow, except for bank loans of which the contractual undiscounted cash outflow as at 31 March 2017 amounted to \$5,096,892,000 (2016: \$2,554,635,000).

28 財務風險管理及公平值 (續)

(a) 信貸風險 (續)

由於本集團向眾多客戶提供信貸，當中並無重大集中信貸風險。

本集團並無提供任何其他擔保，致令本集團面對信貸風險。

(b) 流動資金風險

本集團內個別經營體負責各自之現金管理，包括籌措貸款應付預期現金需要，並確保符合財政資源規則。本集團之政策為定期監管當前及預期流動資金需要，並遵守借貸契諾，確保維持足夠現金儲備及來自大型財務機構次充足承諾融資額度，以應付長短期流動資金需要。

本集團之政策為定期監管當前及預期流動資金需要，確保維持足夠現金及資金儲備應付長短期需要。除遞延稅項負債外，本集團之所有負債預期將於一年內償付。所有金融負債之賬面值均與已訂約未貼現現金流出量相等，其中不包括銀行貸款，其於二零一七年三月三十一日，已訂約未貼現現金流出量為5,096,892,000元（二零一六年：2,554,635,000元）。

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(Expressed in Hong Kong dollars unless otherwise indicated)
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28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued) 28 財務風險管理及公平值 (續)

(c) Interest rate risk

(i) Interest rate profile

The Group charges interest on its margin clients and cash clients with outstanding loan amounts on the basis of its cost of funding plus a mark-up. Financial assets (such as margin loans and deposits with banks) and financial liabilities (such as bank loans) are primarily at floating rates. The Group's income and operating cash flows are not subject to significant interest rate risk.

The interest rate profile of the Group at the reporting date is as follows:

(c) 利率風險

(i) 利率組合

本集團按其資金成本另加漲價向孖展客戶及尚未償還貸款的現金客戶收取利息。金融資產(如孖展貸款及銀行存款)及金融負債(如銀行貸款)主要按浮動息率計算。本集團之收入及經營現金流量並無面對重大利率風險。

下表載列本集團於報告日期之利率組合：

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Assets	資產		
Deposits with banks	銀行存款	159,699	103,993
Statutory deposits with exchanges and clearing houses	交易及結算所之法定按金	69,550	22,541
Accounts receivable from	應收賬款		
– Margin loans	– 孖展貸款	6,068,589	3,551,585
– Cash clients with outstanding loan amounts	– 尚未償還貸款的現金戶	228,823	181,449
– Subscription of new shares in IPO	– 於首次公開發售時認購新股份	683,597	535,658
		7,210,258	4,395,226

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Liabilities	負債		
Secured bank loans	有抵押銀行貸款	3,737,000	2,020,000
Secured bank overdraft	有抵押銀行透支	434,000	–
Unsecured bank loans	無抵押銀行貸款	250,000	–
IPO bank loans	首次公開發售銀行貸款	675,000	534,000
		5,096,000	2,554,000

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28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued) 28 財務風險管理及公平值 (續)

(c) Interest rate risk (Continued)

(i) Interest rate profile (Continued)

All the above interest-bearing financial assets are receivable on demand or within one year.

All the above interest-bearing financial liabilities are repayable within one year.

(ii) Sensitivity analysis

As at 31 March 2017, if interest rates had been 100 basis points higher with all other variables held constant, the Group's profit before taxation would have increased by approximately \$21,143,000 (2016: \$18,412,000).

As at 31 March 2017, if interest rates had been 100 basis point lower with all other variables held constant, the Group's profit before taxation would have decreased by approximately \$20,686,000 (2016: \$18,655,000).

The increased/decreased profit before taxation results mainly from higher/lower interest income from deposits with banks, statutory deposits with exchanges and clearing houses and margin loans and higher/lower interest expense on bank loans. Other components of equity would not be significantly affected by the changes in interest rates.

The sensitivity analysis above indicates the instantaneous change in the Group's profit before taxation that would arise assuming that the change in interest rates had occurred at the reporting dates and had been applied to re-measure those financial instruments held by the Group which expose the Group to interest rate risk at the reporting dates. The analysis is performed on the same basis for 2016.

(c) 利率風險 (續)

(i) 利率組合 (續)

所有上述計息金融資產為可按要求收回或於一年內收回。

所有上述計息金融負債須於一年內償還。

(ii) 敏感度分析

於二零一七年三月三十一日，在所有其他變數維持不變之情況下，倘利率上調100個基點，則本集團之除稅前溢利應增加約21,143,000元（二零一六年：18,412,000元）。

於二零一七年三月三十一日，在所有其他變數維持不變之情況下，倘利率下調100個基點，則本集團之除稅前溢利應減少約20,686,000元（二零一六年：18,655,000元）。

除稅前溢利增加／減少主要由於銀行存款、交易及結算所之法定按金及孖展貸款之利息收入增加／減少及銀行貸款利息開支增加／減少所致。權益之其他組成部分不會受利率變動而有重大影響。

上述敏感度分析顯示假設利率變動於報告日期出現，且已應用於重新計算本集團所持有於報告日期須面對利率風險之金融工具，對本集團之除稅前溢利所造成即時變動。分析乃按與二零一六年之相同基準進行。

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(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued)

(d) Foreign currency risk

The Group is exposed to currency risk primarily arising from financial instruments that are denominated in United States dollars (“USD”), Renminbi (“RMB”), Singapore dollars (“SGD”), Japanese Yen (“JPY”) and Australian dollars (“AUD”). As the Hong Kong dollar (“HKD”) is pegged to the USD, the Group considers the risk of movements in exchange rates between the HKD and the USD as insignificant. In respect of financial instruments denominated in other currencies, the Group ensures that the net exposure is kept at an acceptable level by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances. The management monitors all the foreign currency positions on a daily basis.

Exposure to currency risk and sensitivity analysis

The Group’s significant net exposure to RMB, SGD, JPY and AUD at the reporting date and the estimated impact to the Group’s profit/(loss) for the year had the foreign exchange rates of RMB, SGD, JPY and AUD changed at that date are illustrated below. In this respect, it is assumed that the pegged rate between the HKD and the USD would be materially unaffected by any changes in movement in value of the USD against other currencies.

28 財務風險管理及公平值 (續)

(d) 外匯風險

本集團所承受外匯風險主要源自以美元(「美元」)、人民幣(「人民幣」)、新加坡元(「新加坡元」)、日元(「日元」)及澳元(「澳元」)計值之財務工具。由於港元與美元掛鈎，故本集團認為，港元與美元之間匯率變動風險輕微。就以其他貨幣計值之財務工具而言，本集團在有需要的情況下按即期匯率購入或出售外幣以處理短期之不平衡情況，藉以確保風險淨額維持可接受之水平。管理層每日監控所有外匯持倉。

外幣風險承擔及敏感度分析

倘報告日期之人民幣、新加坡元、日元及澳元匯率有所變動，本集團於報告日期就人民幣、新加坡元、日元及澳元所承受重大風險淨額，以及其對本集團年內之溢利／(虧損)之估計影響列示如下。就此而言，已假設港元與美元匯率掛鈎不會因美元兌其他貨幣匯價之任何變動而受到重大影響。

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28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued) 28 財務風險管理及公平值 (續)

(d) Foreign currency risk (Continued)

		2017 二零一七年			2016 二零一六年		
		Net asset in foreign currency	Appreciation/ (depreciation) in foreign currency	Effect on profit before tax and retained profits	Net asset in foreign currency	Appreciation/ (depreciation) in foreign currency	Effect on profit before tax and retained profits
		以外幣計算之 資產淨值	外幣升值/ (貶值)	對除稅前 溢利及保留 溢利之影響	以外幣計算之 資產淨值	外幣升值/ (貶值)	對除稅前 溢利及保留 溢利之影響
		\$'000	%	\$'000	\$'000	%	\$'000
		千元	%	千元	千元	%	千元
RMB	人民幣	245,254	5 (5)	12,263 (12,263)	277,981	5 (5)	13,899 (13,899)
SGD	新加坡元	3,668	5 (5)	183 (183)	1,407	5 (5)	70 (70)
JPY	日元	4,944	5 (5)	247 (247)	7,891	5 (5)	395 (395)
AUD	澳元	4,196	5 (5)	210 (210)	-	-	-

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments which expose the Group to foreign currency risk at the reporting date. The analysis is performed on the same basis for 2016.

敏感度分析已假設外幣匯率之變動已應用於重新計量於報告日期導致本集團面臨外匯風險之金融工具。該項分析乃採用與二零一六年相同之基準進行。

(e) Equity price risk

The Group is exposed to equity price changes arising from equity investments classified as available-for-sale equity securities (see note 14). All of these investments are listed.

The Group's listed investments are listed on the Stock Exchange of Hong Kong. Listed investments held in the available-for-sale portfolio have been chosen based on their longer term growth potential and are monitored regularly for performance against expectations.

(e) 股價風險

就分類為可供銷售股本證券的股本投資(見附註14)而言，本集團須承受其股價變動風險。所有該等投資均為上市投資。

本集團的上市投資均在香港聯合交易所上市。持作可供銷售組合的上市投資乃根據其長期增長潛力挑選，並定期監察其表現與預期是否相符。

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(除另有指明外，以港元列示)

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued) 28 財務風險管理及公平值 (續)

(e) Equity price risk (Continued)

The following table shows the approximate change in the Group's other components of equity in response to reasonable change in the value of available-for-sale securities:

		Effects on other components of equity		Effects on other components of equity	
		2017	2016	2016	2016
		二零一七年	二零一六年	二零一六年	二零一六年
		%	\$'000	%	\$'000
		%	千元	%	千元
Change in the relevant equity price risk variable:	相關股價風險變數的變動:				
Increase	增加	10	702	10	19,326
Decrease	減少	(10)	(702)	(10)	(19,326)

(e) 股價風險 (續)

下表載列因可供銷售證券價值出現的合理變動對本集團權益其他組成部分產生的概約變動：

(f) Fair values measurement

(i) Financial assets measured at fair value Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available

(f) 公平值計量

(i) 按公平值計量的金融資產 公平值層級

下表載列於報告期末按經常性基準計量並分類為香港財務報告準則第13號「公平值計量」所界定的三級公平值等級架構的本集團金融工具公平值。公平值計量的等級分類乃參考以下估值法所使用輸入值的可觀察性及重要性：

- 第一級估值：只使用第一級輸入值（即相同資產或負債於計量日在交投活躍市場的未經調整公開價值）計量公平值
- 第二級估值：使用第二級輸入值（即未能符合第一級的可觀察輸入值）且並未使用重要不可觀察輸入值計量公平值。不可觀察輸入值指無法獲取市場數據的輸入值

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28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued) 28 財務風險管理及公平值 (續)

(f) Fair values measurement (Continued)

(i) Financial assets measured at fair value (Continued)

Fair value hierarchy (Continued)

- Level 3 valuation: Fair value measured using significant unobservable inputs

The Group has a finance team performing daily valuations for the financial instruments, including listed available-for-sale equity securities. The team reports directly to the chief financial officer.

(f) 公平值計量 (續)

(i) 按公平值計量的金融資產 (續)

公平值層級 (續)

- 第三級估值：使用重要不可觀察輸入值計量公平值

本集團擁有一支財務團隊為金融工具（包括上市的可供銷售股本證券）每天進行估值。該團隊直接向財務總監匯報。

	Fair value measurement as at 31 March 2017 categorised into 於二零一七年三月三十一日 的公平值計量分類為			Fair value measurement as at 31 March 2016 categorised into 於二零一六年三月三十一日 的公平值計量分類為		
	Level 1 第一級 \$'000 千元	Level 2 第二級 \$'000 千元	Level 3 第三級 \$'000 千元	Level 1 第一級 \$'000 千元	Level 2 第二級 \$'000 千元	Level 3 第三級 \$'000 千元
Recurring fair value measurements	經常性公平值計量					
Assets:	資產:					
Available-for-sale equity securities	可供銷售股本證券					
- Listed	7,018	-	-	193,264	-	-

During the year ended 31 March 2017, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

截至二零一七年三月三十一日止年度，第一層與第二層之間並無發生任何轉讓，亦無任何第三層轉入或轉出。本集團的政策乃於發生轉讓的報告期末確認公平值等級架構各級別之間的轉讓。

(ii) Fair value of financial assets and liabilities carried at other than fair value

The carrying amount of the Group's financial instruments carried at cost are not materially different from their fair values as at 31 March 2017 and 31 March 2016.

(ii) 並非以公平值列賬的金融資產及負債的公平值

本集團按成本列賬的金融工具的賬面值，與其於二零一七年三月三十一日及二零一六年三月三十一日的公平值相差不大。

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28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued) 28 財務風險管理及公平值 (續)

(g) Offsetting financial assets and financial liabilities

- (i) Financial assets subject to offsetting, enforceable master netting arrangements or similar agreements

(g) 抵銷金融資產及金融負債

- (i) 受抵銷、總淨額交割安排或類似協議約束之金融資產

		As 31 March 2017 於二零一七年三月三十一日					
		Gross amount of recognised financial assets	Gross amount of recognised financial liabilities	Net amount of financial assets presented	Related amounts not offset in the consolidated statement of financial position		Net amount
Type of financial assets		assets	position	position	Collateral received	Financial instruments	
		於綜合財務狀況表已確認金融資產總額	於綜合財務狀況表抵銷之已確認金融負債總額	綜合財務狀況表呈列之金融資產淨額	並無於綜合財務狀況表抵銷之相關金額 已收抵押品 金融工具		淨金額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
Accounts receivable due from clearing houses	應收結算所之賬款	1,801,289	(1,761,275)	40,014	-	(40,014)	-
Accounts receivable due from clients	應收客戶之賬款	7,687,502	(1,345,034)	6,342,468	(6,341,575)	-	893
		9,488,791	(3,106,309)	6,382,482	(6,341,575)	(40,014)	893

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(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued)

(g) Offsetting financial assets and financial liabilities (Continued)

(i) Financial assets subject to offsetting, enforceable master netting arrangements or similar agreements (Continued)

28 財務風險管理及公平值 (續)

(g) 抵銷金融資產及金融負債 (續)

(i) 受抵銷、總淨額交割安排或類似協議約束之金融資產 (續)

		As 31 March 2016 於二零一六年三月三十一日					
		Gross amount of recognised financial liabilities		Net amount of financial assets presented	Related amounts not offset in the consolidated statement of financial position		Net amount
Type of financial assets		Gross amount of recognised financial assets	Gross offset in the consolidated statement of financial position	in the consolidated statement of financial position	Collateral received	Financial instruments	
		於綜合財務狀況表已確認金融資產總額	於綜合財務狀況表抵銷之已確認金融負債總額	綜合財務狀況表呈列之金融資產淨額	並無於綜合財務狀況表抵銷之相關金額已收抵押品	金融工具	淨金額
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Accounts receivable due from clearing houses	應收結算所之賬款	1,453,740	(1,303,837)	149,903	-	-	149,903
Accounts receivable due from clients	應收客戶之賬款	4,625,304	(873,377)	3,751,927	(3,750,811)	-	1,116
		6,079,044	(2,177,214)	3,901,830	(3,750,811)	-	151,019

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28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued) 28 財務風險管理及公平值 (續)

(g) Offsetting financial assets and financial liabilities (Continued)

- (ii) Financial liabilities subject to offsetting, enforceable master netting arrangements or similar agreements

(g) 抵銷金融資產及金融負債 (續)

- (ii) 受抵銷、總淨額交割安排或類似協議約束之金融負債

		As 31 March 2017 於二零一七年三月三十一日					
		Gross amount of recognised financial assets offset in the consolidated statement of financial position		Net amount of financial liabilities presented in the consolidated statement of financial position	Related amounts not offset in the consolidated statement of financial position		
Type of financial liabilities		Gross amount of recognised financial liabilities	Gross amount of financial assets offset in the consolidated statement of financial position	Net amount of financial liabilities presented in the consolidated statement of financial position	Collateral pledged	Financial instruments	Net amount
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
Accounts payable due to clearing houses	應付結算所之賬款	1,848,350	(1,761,275)	87,075	(40,014)	-	47,061
Accounts payable due to clients	應付客戶之賬款	1,767,756	(1,345,034)	422,722	-	-	422,722
		3,616,106	(3,106,309)	509,797	(40,014)	-	469,783

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28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued)

(g) Offsetting financial assets and financial liabilities (Continued)

(ii) Financial liabilities subject to offsetting, enforceable master netting arrangements or similar agreements (Continued)

28 財務風險管理及公平值 (續)

(g) 抵銷金融資產及金融負債 (續)

(ii) 受抵銷、總淨額交割安排或類似協議約束之金融負債 (續)

		As 31 March 2016 於二零一六年三月三十一日					
		Gross amount of recognised financial assets offset in the consolidated statement of financial position		Net amount of financial liabilities presented in the consolidated statement of financial position	Related amounts not offset in the consolidated statement of financial position		Net amount
Type of financial liabilities		Gross amount of recognised financial liabilities	Gross amount of recognised financial position	financial position	Collateral pledged	Financial instruments	
金融負債類別		已確認金融負債總額	已確認金融資產總額	呈列之金融負債淨額	已付抵押品	金融工具	淨金額
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Accounts payable due to clearing houses	應付結算所之賬款	1,303,837	(1,303,837)	-	-	-	-
Accounts payable due to clients	應付客戶之賬款	1,425,980	(873,377)	552,603	-	-	552,603
		2,729,817	(2,177,214)	552,603	-	-	552,603

Notes to the Financial Statements

財務報表附註

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28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued)

28 財務風險管理及公平值 (續)

(g) Offsetting financial assets and financial liabilities (Continued)

(g) 抵銷金融資產及金融負債 (續)

(iii) The tables below reconcile the “net amounts of financial assets and financial liabilities presented in the consolidated statement of financial position”, as set out above, to the accounts receivable and accounts payable presented in the consolidated statement of financial position.

(iii) 下表為「綜合財務狀況表呈列之金融資產及金融負債之淨額」（如上文所載）與綜合財務狀況表呈列之應收賬款及應付賬款之對賬。

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Net amount of financial assets after offsetting as stated above	如上述抵銷後金融資產淨額	6,382,482	3,901,830
Financial assets not in scope of offsetting disclosure	並非抵銷披露範圍之金融資產	1,406,201	1,018,242
Impairment losses	減值虧損	(331)	(611)
		7,788,352	4,919,461
Net amount of financial liabilities after offsetting as stated above	如上述抵銷後金融負債淨額	509,797	552,603
Financial liabilities not in scope of offsetting disclosure	並非抵銷披露範圍之金融負債	664,399	468,028
		1,174,196	1,020,631

29 CONTINGENT LIABILITIES

29 或然負債

As at the end of the reporting period, corporate guarantees provided by the Company in respect of banking facilities granted by authorised institutions to its subsidiaries engaging in securities and futures broking amounted to \$12,060 million (2016: \$9,165 million). As at 31 March 2017, the subsidiaries of the Company have utilised \$4,021 million of these aggregate banking facility (2016: \$1,806 million).

於報告期末，本公司就從事證券及期貨經紀業務之附屬公司自認可機構取得之銀行融資發出本金總額12,060百萬元（二零一六年：9,165百萬元）之公司擔保。於二零一七年三月三十一日，本公司之附屬公司已動用該等銀行融資總額之4,021百萬元（二零一六年：1,806百萬元）。

As at the end of the reporting period, the directors did not consider that any claim would be made against the Group under any of the guarantees. The Group has not recognised any deferred income in respect of the guarantees as their fair value cannot be reliably measured and the transaction price was nil.

於報告期末，董事認為就任何擔保對本集團提出任何申索的機會不大。由於擔保之公平值不能可靠計量及交易價為零，故本集團並無就該等擔保確認任何遞延收入。

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30 MATERIAL RELATED PARTY TRANSACTIONS 30 重大關連人士交易

In addition to the related party information disclosed elsewhere in the financial statements, the Group entered into the following material related party transactions.

(a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 8 and certain of the highest paid employees as disclosed in note 9, is as follows:

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Directors' fees	董事袍金	545	519
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	12,861	13,166
Discretionary bonuses	酌情花紅	1,170	9,589
Contributions to Mandatory Provident Fund	強積金供款	110	126
Equity-settled share-based payments	權益結算以股份為基礎之款項	-	2,879
		14,686	26,279

Total remuneration is included in "staff costs" (see note 6(b)).

除財務報表其他部分披露之關連人士資料外，本集團訂有下列重大關連人士交易。

(a) 主要管理人員薪酬

本集團主要管理人員之薪酬（包括附註8所披露向本公司董事及附註9所披露向若干最高薪酬僱員支付之金額）如下：

薪酬總額計入「員工成本」（見附註6(b)）。

Notes to the Financial Statements

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30 MATERIAL RELATED PARTY TRANSACTIONS 30 重大關連人士交易 (續)

(Continued)

(b) Loans to directors and entities connected with directors

(b) 董事及與董事有關連實體的貸款

Name of borrower	Yip Mow Lum and his connected entities	Chan Kai Fung (resigned on 31 May 2016) and his connected entities	Hui Yik Bun and his connected entities	Chan Wing Shing, Wilson and his connected entities	Kwok Sze Chi (resigned on 29 February 2017)	Yu Yun Kong	Ling Kwok Fai, Joseph
借款人名稱	葉茂林及其關連實體	陳啟峰 (於二零一六年五月三十一日辭任) 及其關連實體	許耀彬及其關連實體	陳永誠及其關連實體	郭思治 (於二零一七年二月二十八日辭任)	余劭剛	凌國峰
Relationship with the Company 與本公司之關係	Director of the Company and entities connected to director 本公司董事及與董事有關連實體	Director of the Company and entities connected to director 本公司董事及與董事有關連實體	Director of the Company and entities connected to director 本公司董事及與董事有關連實體	Director of the Company and entities connected to director 本公司董事及與董事有關連實體	Director of the Company 本公司董事	Director of the Company 本公司董事	Director of the Company 本公司董事
Terms of the loan 貸款條款							
- Duration and repayment terms - 借款期及清還條款	Repayable on demand 須按要求償還	Repayable on demand 須按要求償還	Repayable on demand 須按要求償還	Repayable on demand 須按要求償還	Repayable on demand 須按要求償還	Repayable on demand 須按要求償還	Repayable on demand 須按要求償還
- Facilities granted - 獲授之融資							
- IPO loan - 首次公開發售貸款	2,000,000,000	200,000,000	100,000,000	20,000,000	100,000,000	20,000,000	20,000,000
- Margin loan - 孖展貸款	500,000,000	20,000,000	10,000,000	10,000,000	10,000,000	10,000,000	10,000,000
- Interest rate - 利率							
- IPO loan - 首次公開發售貸款	0%-1.90%	0%-1.90%	0%-1.90%	0%-1.90%	0%-1.90%	0%-1.90%	0%-1.90%
- Margin loan - 孖展貸款	3% - Hong Kong Dollar Prime Rate plus 5% per annum 3%至港元最優惠利率加5%年利率	4.88% per annum 4.88%年利率	Hong Kong Dollar Prime Rate plus 5% per annum 港元最優惠利率加5%年利率	Hong Kong Dollar Prime Rate plus 5% per annum 港元最優惠利率加5%年利率	Hong Kong Dollar Prime Rate plus 5% per annum 港元最優惠利率加5%年利率	4.88% per annum 4.88%年利率	4.88% per annum 4.88%年利率
- Security - 證券	Marketable securities 有價證券	Marketable securities 有價證券	Marketable securities 有價證券	Marketable securities 有價證券	Marketable securities 有價證券	Marketable securities 有價證券	Marketable securities 有價證券

Notes to the Financial Statements

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30 MATERIAL RELATED PARTY TRANSACTIONS 30 重大關連人士交易 (續)

(Continued)

(b) Loans to directors and entities connected with directors (Continued)

(b) 董事及與董事有關連實體的貸款 (續)

Name of borrower 借款人名稱	Yip Mow Lum and his connected entities 葉茂林及其關連實體	Chan Kai Fung (resigned on 31 May 2016) and his connected entities 陳啟峰 (於二零一六年五月三十一日辭任) 及其關連實體	Hui Yik Bun and his connected entities 許緯彬及其關連實體	Chan Wing Shing, Wilson and his connected entities 陳永誠及其關連實體	Kwok Sze Chi (resigned on 29 February 2017) 郭思治 (於二零一七年二月二十八日辭任)	Yu Yun Kong 余劭剛	Ling Kwok Fai, Joseph 凌國峰
Balance of the loan 貸款結餘							
- At 1 April 2015 - 於二零一五年四月一日							
- IPO loan - 首次公開發售貸款	-	68,734,000	-	1,809,000	-	-	-
- Margin loan - 孖展貸款	182,762,000	2,220,000	-	-	-	-	-
- At 31 March 2016 and 1 April 2016 - 於二零一六年三月三十一日及二零一六年四月一日							
- IPO loan - 首次公開發售貸款	-	4,639,000	409,000	-	-	-	-
- Margin loan - 孖展貸款	165,202,000	-	46,000	-	-	-	-
- At 31 March 2017 - 於二零一七年三月三十一日							
- IPO loan - 首次公開發售貸款	-	-	1,727,000	-	-	-	-
- Margin loan - 孖展貸款	109,923,000	-	-	-	-	-	-
Maximum balance outstanding 未償還最高結欠							
- During 2017 - 於二零一七年							
- IPO loan - 首次公開發售貸款	-	16,367,000	2,455,000	2,073,000	20,000	20,000	-
- Margin loan - 孖展貸款	222,465,000	1,041,000	238,000	-	117,000	763,000	105,000
- During 2016 - 於二零一六年							
- IPO loan - 首次公開發售貸款	270,064,000	68,760,000	600,000	1,809,000	30,000	30,000	-
- Margin loan - 孖展貸款	187,096,000	3,148,000	98,000	1,000	672,000	879,000	-

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(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

30 MATERIAL RELATED PARTY TRANSACTIONS

(Continued)

(c) Balances with related parties

- (i) As at 31 March 2017, the Group had accounts receivable from related parties of \$111,650,000 (2016: \$170,296,000) and accounts payable due to related parties of \$26,062,000 (2016: \$31,955,000) respectively which was arising from the Group's ordinary course of business in securities broking, margin financing and commodities and futures broking. Accounts receivable/payable from/to related parties are set at the same terms as those normally offered to third party clients.
- (ii) As at 31 March 2017, included in the other receivables, deposits and prepayments were rental and office management deposits of \$10,749,000 (2016: \$8,498,000) which had been made to related companies owned by a director of the Company. These amounts were unsecured, interest-free and repayable upon expiry of the respective leases.

(d) Other transactions with related parties

- (i) Brokerage income of \$819,000 (2016: \$1,269,000) and interest income of \$4,295,000 (2016: \$3,975,000) was received from the directors of the Company, their close family members and related companies owned by a director of the Company in the ordinary course of the Group's business of securities broking, commodities and futures broking, margin and IPO financings, and bullion trading. Commission rates are set at the same level as those normally offered to third party clients.
- (ii) Rental expenses of \$34,853,000 (2016: \$25,860,000) paid to related companies owned by a director of the Company, were charged at a rate mutually agreed between the parties involved with reference to market rates.

30 重大關連人士交易 (續)

(c) 與關連人士之結餘

- (i) 於二零一七年三月三十一日，本集團應收關連人士之賬款為111,650,000元（二零一六年：170,296,000元）及應付關連人士之賬款為26,062,000元（二零一六年：31,955,000元），分別來自本集團日常業務中所進行之證券經紀、孖展融資以及商品與期貨經紀業務。應收關連人士之賬款／應付關連人士賬款與一般提供予第三方客戶者條款相同。
- (ii) 於二零一七年三月三十一日，其他應收款項、按金及預付款項中有10,749,000元（二零一六年：8,498,000元）屬於向本公司一名董事擁有之關連公司支付之租金及辦公室管理按金。此等款項為無抵押及免息，並將於個別租約屆滿時償還。

(d) 與關連人士之其他交易

- (i) 經紀收入819,000元（二零一六年：1,269,000元）及利息收入4,295,000元（二零一六年：3,975,000元）乃本集團日常業務中進行證券經紀、商品及期貨經紀、孖展及首次公开发售融資以及現貨金交易業務而向本公司董事、彼等之家族成員及本公司一名董事擁有之關連公司收取。佣金收費定於一般向第三方客戶提供之相同水平。
- (ii) 已付一名本公司董事擁有之關連公司之租金開支34,853,000元（二零一六年：25,860,000元）乃按訂約方參考市場租值後互相協定之租值計算。

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(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

30 MATERIAL RELATED PARTY TRANSACTIONS

(Continued)

(d) Other transactions with related parties (Continued)

- (iii) The total future minimum lease payment under non-cancellable operating lease on properties are payable to related companies owned by a director of the Company as follows:

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Within one year	一年內	39,660	32,124
After one year but within five years	一年後但於五年內	39,660	64,248
		79,320	96,372

- (iv) On 13 June 2012, Bright Smart Securities International (H.K.) Limited ("BSSI"), an indirect wholly-owned subsidiary of the Company, entered into a new loan facility letter with China Finance (Worldwide) Limited ("CFW"), a company which is 100% beneficially owned by Mr. Yip, for provision of an increased revolving loan facility from \$310,000,000 to \$600,000,000 by CFW to BSSI for BSSI's general working capital purposes. Interest expense of \$4,000 was paid to CFW during the year (2016: \$3,000). The loan bears interest at HIBOR plus 2.75% per annum, is unsecured and repayable on demand. As at 31 March 2017, no drawing was made (2016: Nil) under the facility.

- (v) On 31 March 2011, 16 June 2014 and 2 September 2014 the Company entered into three loan facility letters with World Mix Limited ("WML"), a company which is 100% beneficially owned by Mr. Yip, for provision of a \$310,000,000, \$80,000,000 and \$50,000,000 revolving loan facility from WML to the Company for the Company's general working capital purpose. Interest expense of \$4,000 was paid to WML during the year (2016: \$37,000). The first loan bears interest at HIBOR plus 2.25% while the other two loans bear interest at HIBOR plus 2.75% per annum. All of them are unsecured and repayable on demand. As at 31 March 2017, no drawing was made (2016: Nil) under the facility.

30 重大關連人士交易 (續)

(d) 與關連人士之其他交易 (續)

- (iii) 根據不可撤回經營租約就物業應付本公司一名董事擁有之關連公司之未來最低租賃款項總額如下：

- (iv) 於二零一二年六月十三日，耀才證券國際(香港)有限公司(「耀才證券」，本公司之間接全資附屬公司)與中國財務(國際)有限公司(「中國財務」，葉先生全資實益擁有之公司)簽訂一份新貸款融資函件，內容有關中國財務向耀才證券提供增大之循環貸款融資，由310,000,000元增加至600,000,000元，用作一般營運資金。年內向中國財務支付利息開支4,000元(二零一六年：3,000元)。貸款按香港銀行同業拆息加2.75%年利率計息，為無抵押及須按要求償還。於二零一七年三月三十一日，概無就該項融資提取任何款項(二零一六年：零)。

- (v) 於二零一一年三月三十一日、二零一四年六月十六日及二零一四年九月二日，本公司與世綸有限公司(「世綸」，葉先生全資實益擁有之公司)簽訂貸款融資函件，內容有關世綸向本公司分別提供循環貸款融資310,000,000元、80,000,000元及50,000,000元，用作一般營運資金。年內向世綸支付利息開支4,000元(二零一六年：37,000元)。第一筆貸款按香港銀行同業拆息加2.25%年利率計息，其餘兩筆貸款按香港銀行同業拆息加2.75%年利率計息，全部皆為無抵押及須按要求償還。於二零一七年三月三十一日，概無提取任何有關融資(二零一六年：零)。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指明外，以港元列示)

31 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION 31 公司層面之財務狀況表

At 31 March 2017

於二零一七年三月三十一日

			2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Non-current asset	非流動資產			
Investment in subsidiaries	於附屬公司之投資		19,887	19,888
Total non-current assets	非流動資產總值		19,887	19,888
Current assets	流動資產			
Amounts due from subsidiaries	應收附屬公司款項		1,592,222	1,591,666
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項		-	387
Cash and cash equivalents	現金及現金等價物		796	11,386
Total current assets	流動資產總值		1,593,018	1,603,439
Current liabilities	流動負債			
Other payables	其他應付款項		113	11
Amounts due to subsidiaries	應付附屬公司款項		311,411	329,888
Current taxation	即期稅項		800	478
Total current liabilities	流動負債總額		312,324	330,377
Net current assets	流動資產淨值		1,280,694	1,273,062
NET ASSETS	資產淨值		1,300,581	1,292,950
EQUITY	權益			
Share capital	股本	25	509,099	508,966
Share premium	股份溢價	25	737,677	737,216
Share option reserve	購股權儲備	25	8,341	11,104
Retained profits	保留溢利	25	45,464	35,664
TOTAL EQUITY	權益總值		1,300,581	1,292,950

Approved and authorised for issue by the board of directors on 19 June 2017

經董事會於二零一七年六月十九日批准並授權刊發

Directors
董事

Yip Mow Lum
葉茂林

Hui Yik Bun
許繹彬

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(除另有指明外，以港元列示)

32 IMMEDIATE AND ULTIMATE HOLDING COMPANY

The directors consider the immediate parent and ultimate holding company of the Company as at 31 March 2017 to be New Charming Holdings Limited which was incorporated on 6 July 2009 in the British Virgin Islands under the laws of the British Virgin Islands and beneficially owned by Mr Yip Mow Lum. New Charming Holdings Limited does not produce financial statements available for public use.

33 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2017

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments and new standards which are not yet effective for the year ended 31 March 2017 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

Amendments to HKAS 7	<i>Statement of cash flows: Disclosure initiative</i> ¹
Amendments to HKAS 12	<i>Income taxes: Recognition of deferred tax assets for unrealised losses</i> ¹
HKFRS 9	<i>Financial instruments</i> ²
HKFRS 15	<i>Revenue from contracts with customers</i> ²
Amendments to HKFRS 2	<i>Share-based payment: Classification and measurement of share-based payment transactions</i> ²
HKFRS 16	<i>Leases</i> ³

1 Effective for accounting periods beginning on or after 1 January 2017

2 Effective for accounting periods beginning on or after 1 January 2018

3 Effective for accounting periods beginning on or after 1 January 2019

32 直接及最終控股公司

董事認為，於二零一七年三月三十一日，本公司之直接母公司及最終控股公司為新長明控股有限公司，該公司乃於二零零九年七月六日在英屬處女群島根據英屬處女群島之法例註冊成立，並由葉茂林先生實益擁有。新長明控股有限公司並無編製可供公眾使用之財務報表。

33 於截至二零一七年三月三十一日止年度已頒佈但尚未生效之修訂、新準則及詮釋可能產生之影響

截至此等財務報表刊發日期，香港會計師公會已頒佈於截至二零一七年三月三十一日止年度尚未生效且並未在此等財務報表內採納的多項修訂及新準則，包括可能與本集團相關的下列各項。

修訂香港會計準則第7號	現金流量表：披露計劃 ¹
修訂香港會計準則第12號	所得稅：就未變現虧損確認遞延稅項資產 ¹
香港財務報告準則第9號	金融工具 ²
香港財務報告準則第15號	客戶合約收入 ²
修訂香港財務報告準則第2號	以股份為基礎的付款：以股份為基礎付款交易之分類及計量 ²
香港財務報告準則第16號	租賃 ³

1 於二零一七年一月一日或之後開始之會計期間生效

2 於二零一八年一月一日或之後開始之會計期間生效

3 於二零一九年一月一日或之後開始之會計期間生效

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(除另有指明外，以港元列示)

33 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2017 (Continued)

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far the Group has identified some aspects of the new standards which may have a significant impact on the consolidated financial statements. Further details of the expected impacts are discussed below. As the Group has not completed its assessment, further impacts may be identified in due course and will be taken into consideration when determining whether to adopt any of these new requirements before their effective date and which transitional approach to take, where there are alternative approaches allowed under the new standards.

HKFRS 9, Financial instruments

HKFRS 9 will replace the current standard on accounting for financial instruments, HKAS 39, Financial instruments: Recognition and measurement. HKFRS 9 introduces new requirements for classification and measurement of financial assets, calculation of impairment of financial assets and hedge accounting. On the other hand, HKFRS 9 incorporates without substantive changes the requirements of HKAS 39 for recognition and derecognition of financial instruments and the classification of financial liabilities. The Group expects to adopt the standard from 1 January 2018. The Group is currently assessing the impact of the standard upon adoption and expects that the adoption of HKFRS 9 will have an impact on the classification, measurement and calculation of impairment of the Group's financial assets.

33 於截至二零一七年三月三十一日止年度已頒佈但尚未生效之修訂、新準則及詮釋可能產生之影響 (續)

本集團正在評估該等修訂及新準則預計將於首次應用期間產生的影響。截至目前，本集團已確定新準則的若干方面可能會對綜合財務報表造成重大影響。有關預期影響的進一步詳情討論如下。由於本集團尚未完成其評估，進一步影響或會於適當時候確定，並將於釐定是否於其生效日期前採納任何該等新規定，採取何種過渡方法及新標準是否允許可替代方法時予以考慮。

香港財務報告準則第9號，金融工具

香港財務報告準則第9號將取代有關金融工具會計處理方法的現有準則香港會計準則第39號，金融工具：確認及計量。香港財務報告準則第9號引入分類及計量金融資產、計算金融資產減值及對沖會計處理的新規定。另一方面，香港財務報告準則第9號納入（並無實質性更改）香港會計準則第39號有關確認及終止確認金融工具及金融負債分類的規定。本集團預期自二零一八年一月一日起採納該準則。本集團目前正評估採納該準則後之影響，並預期採納香港財務報告準則第9號將會對本集團金融資產之分類、計量以及計算減值產生影響。

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(除另有指明外，以港元列示)

33 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2017 (Continued)

HKFRS 15, Revenue from contracts with customers

HKFRS 15 establishes a comprehensive framework for recognising revenue from contracts with customers. HKFRS 15 will replace the existing revenue standards, HKAS 18, Revenue, which covers revenue arising from sale of goods and rendering of services, and HKAS 11, Construction contracts, which specifies the accounting for revenue from construction contracts. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The standard also provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The Group expects to adopt HKFRS 15 on 1 January 2018 and is currently assessing the impacts of adopting HKFRS 15 on its financial statements.

HKFRS 16, Leases

As disclosed in note 2(e) currently the Group classifies leases into operating leases.

Once HKFRS 16 is adopted, subject to practical expedients, the Group will be required to account for all leases of more than 12 months in a similar way to finance lease accounting.

The Group is currently assessing the impact of adopting HKFRS 16 on its financial statements.

33 於截至二零一七年三月三十一日止年度已頒佈但尚未生效之修訂、新準則及詮釋可能產生之影響 (續)

香港財務報告準則第15號，客戶合約收入

香港財務報告準則第15號建立確認客戶合約收入的全面框架。香港財務報告準則第15號將取代現有收入準則，香港會計準則第18號，收入（包括銷售貨物及提供服務所產生的收入）及香港會計準則第11號，建造合約（訂明建造合約收入的會計處理方法）。根據香港財務報告準則第15號，收入按能反映實體預期就交換向客戶轉讓貨物或服務而有權獲得之代價金額確認。該準則亦為計量及確認收入提供更加結構化之方法。該準則亦引入廣泛之定性及定量披露規定，包括分拆收入總額，有關履行責任、不同期間之間的合約資產及負債帳目結餘之變動以及主要判斷及估計之資料。本集團預期於二零一八年一月一日採納香港財務報告準則第15號，目前正在評估採納香港財務報告準則第15號對其財務報表之影響。

香港財務報告準則第16號，租賃

誠如附註2(e)所披露，本集團現時將租賃分類為經營租賃。

於採納香港財務報告準則第16號，在簡易實務處理方法下，本集團將需以與融資租賃會計處理相近之方法將所有為期12個月以上的租賃入賬。

本集團現正評估採納香港財務報告準則第16號對其財務報表的影響。

Five-year Financial Summary

五年財務摘要

		Year ended 31 March				
		截至三月三十一日止年度				
Results	業績	2017	2016	2015	2014	2013
		二零一七年	二零一六年	二零一五年	二零一四年	二零一三年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	收入	562,517	675,967	516,785	410,380	273,281
Profit before taxation	除稅前溢利	314,589	383,693	256,684	196,600	107,151
Income tax	所得稅	(42,679)	(58,218)	(38,307)	(29,853)	(14,925)
Profit for the year	年內溢利	271,910	325,475	218,377	166,747	92,226
Other comprehensive income	其他全面收益	(13,369)	15,120	-	-	-
Total comprehensive income for the year	年內全面收益總額	258,541	340,595	218,377	166,747	92,226

		As at 31 March				
		於三月三十一日				
Assets and Liabilities	資產及負債	2017	2016	2015	2014	2013
		二零一七年	二零一六年	二零一五年	二零一四年	二零一三年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Current assets	流動資產	8,402,230	5,431,923	17,773,334	4,520,494	3,099,773
Non-current assets	非流動資產	120,723	261,148	127,273	93,149	86,826
Total assets	資產總值	8,522,953	5,693,071	17,900,607	4,613,643	3,186,599
Current liabilities	流動負債	6,323,168	3,655,590	16,159,729	3,609,196	2,429,097
Non-current liabilities	非流動負債	94	137	224	73	26
Total liabilities	負債總值	6,323,262	3,655,727	16,159,953	3,609,269	2,429,123
Net assets	資產淨值	2,199,691	2,037,344	1,740,654	1,004,374	757,476

