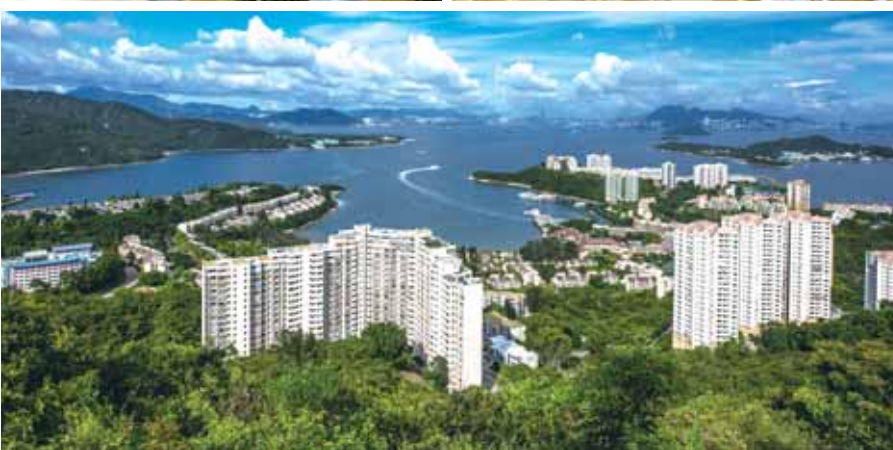
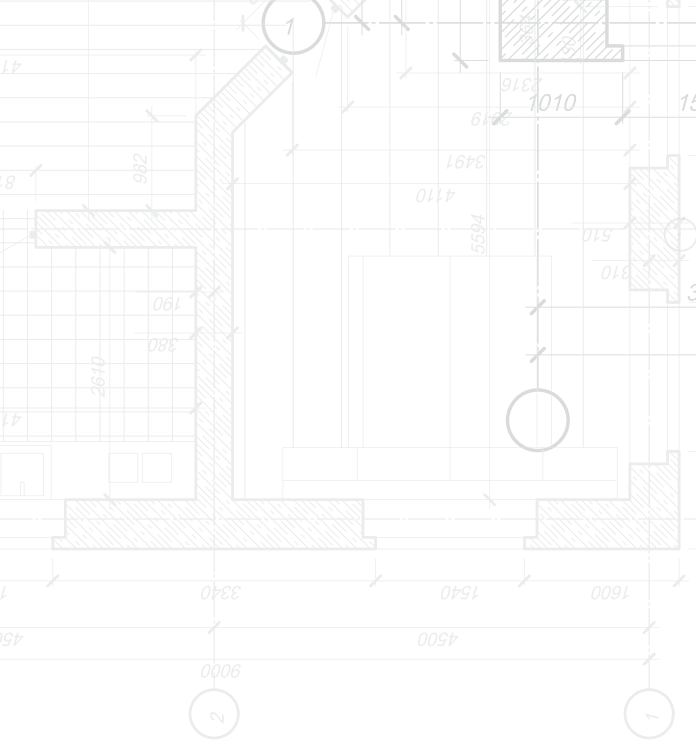




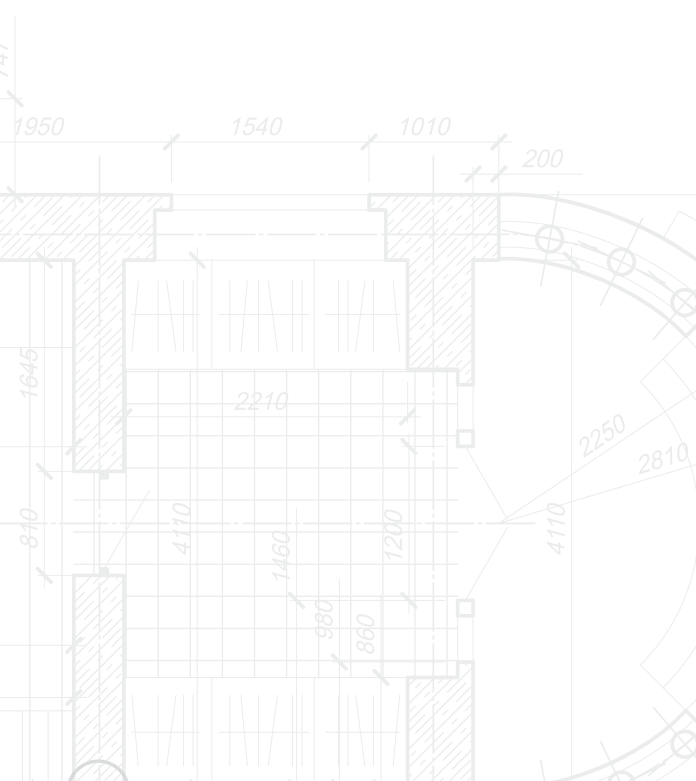
HKRI

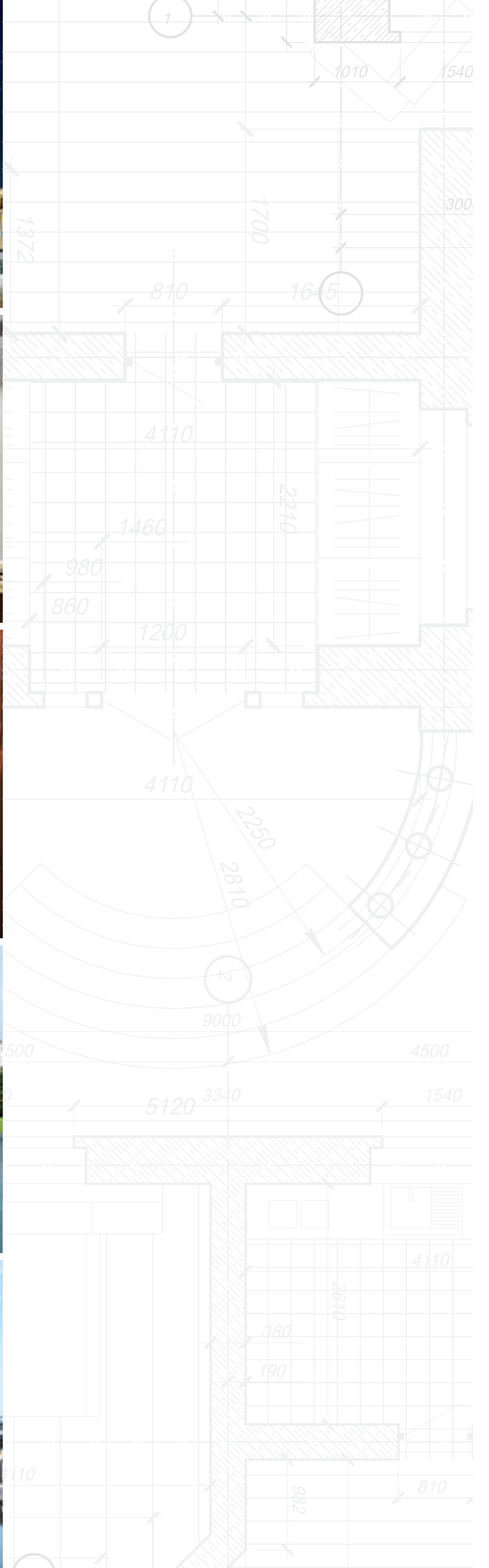
香港興業國際集團有限公司
HKR International Limited

STOCK CODE 股份代號 : 00480



ANNUAL REPORT
2017/2018
年報





CONTENTS

目錄

02	Awards & Recognition	獎項及嘉許
04	About HKR International Limited	有關香港興業國際集團有限公司
06	Signature Projects	具代表性的重點項目
08	Highlights of the Year	年度大事摘要
10	Chairman's Statement	主席報告
14	Managing Director's Operations Review	董事總經理業務回顧
34	Board of Directors	董事會
36	Biographical Details of Directors	董事之履歷
41	Directors' Report	董事會報告
59	Corporate Governance Report	企業管治報告
78	Financial Highlights	財務概要
79	Financial Review	財務回顧
82	Independent Auditor's Report	獨立核數師報告
90	Consolidated Statement of Profit or Loss	綜合損益表
91	Consolidated Statement of Profit or Loss and Other Comprehensive Income	綜合損益及其他全面收益表
92	Consolidated Statement of Financial Position	綜合財務狀況表
94	Consolidated Statement of Changes in Equity	綜合權益變動報表
96	Consolidated Statement of Cash Flows	綜合現金流量表
100	Notes to the Consolidated Financial Statements	綜合財務報表附註
211	Five-year Financial Summary	五年財務概要
212	Particulars of Major Properties	主要物業詳情
	Corporate Information and Investors' Calendar	公司資料及投資者日誌

AWARDS & RECOGNITION

獎項及嘉許

Significant awards won by the Group in the Financial Year 2017/2018:

集團於2017/2018財政年度獲得的主要獎項：



HKR INTERNATIONAL LIMITED 香港興業國際集團有限公司

"10 YEARS PLUS CARING COMPANY" LOGO
10年Plus「商界展關懷」標誌

"BUSINESS FOR SUSTAINABILITY" LOGO
「可持續發展企業」標誌
Organiser 主辦機構
The Hong Kong Council of Social Service
香港社會服務聯會

BRONZE AWARD FOR VOLUNTEER SERVICE
義務工作嘉許狀銅狀

2017 TSUEN WAN & KWAI TSING DISTRICT
CARING SHOP AND COMPANY AWARD
2017年荃灣及葵青區愛心商戶及企業
Organiser 主辦機構
Social Welfare Department
社會福利署

GOOD MPF EMPLOYER 2016-17 PRESENTED WITH
2016-17年度積金好僱主，並獲
– SUPPORT FOR MPF MANAGEMENT AWARD
推動積金管理獎
– E-CONTRIBUTION AWARD
積金供款電子化獎
Organiser 主辦機構
Mandatory Provident Fund Schemes Authority
強制性公積金計劃管理局

"LOVE AND PEACE OF MIND" CORPORATE ENGAGEMENT
PROGRAM 2016
2016年度「愛•平安」商界參與計劃
– COMMUNITY ENGAGEMENT AWARD
社區參與獎
Organiser 主辦機構
Senior Citizen Home Safety Association
長者安居協會

HONG KONG RESORT COMPANY LIMITED 香港興業有限公司

CAPITAL & CAPITAL WEEKLY THE OUTSTANDING
DEVELOPER AWARDS 2017
資本傑出發展商大獎2017
– URBAN DESIGN & MASTER PLANNING AWARD
城市設計及總體規劃大獎
– GREEN DEVELOPMENT AWARD
環保綠化發展大獎
Organisers 主辦機構
CAPITAL and CAPITAL Weekly magazines
資本雜誌、資本壹週

ECO-BRAND AWARDS 2017
環保品牌大獎2017
Organiser 主辦機構
East Week magazine
東周刊

LA CRESTA 尚珩

CAPITAL & CAPITAL WEEKLY THE OUTSTANDING
DEVELOPER AWARDS 2017
資本傑出發展商大獎2017
– LUXURY MID-LEVELS LOW DENSITY LANDMARK
RESIDENCE AWARD
矜罕半山低密度地標府邸大獎
Organisers 主辦機構
CAPITAL and CAPITAL Weekly magazines
資本雜誌、資本壹週

INTERNATIONAL PROPERTY AWARDS
THE ASIA PACIFIC AWARDS 2017
– 5 STAR AWARD – BEST MIXED-USE INTERIOR HONG
KONG
– AWARD WINNER – MIXED-USE INTERIOR HONG KONG
– AWARD WINNER – OFFICE INTERIOR HONG KONG
– AWARD WINNER – INTERIOR DESIGN SHOW HOME
HONG KONG
Organiser 主辦機構
International Property Media

IDA DESIGN AWARDS 2017
– HONORABLE MENTION – INTERIOR DESIGN
– HONORABLE MENTION – OTHER INTERIOR DESIGN
Organiser 主辦機構
Farmani Group

2GETHER 雙寓

INTERNATIONAL PROPERTY AWARDS
THE ASIA PACIFIC AWARDS 2017
– AWARD WINNER – OFFICE INTERIOR HONG KONG
Organiser 主辦機構
International Property Media

GOLDEN A' DESIGN AWARD WINNER FOR INTERIOR
SPACE AND EXHIBITION DESIGN CATEGORY 2016-2017
Organiser 主辦機構
A' Design Award & Competition

HKRI TAIKOO HUI 興業太古匯

AMAZING SHANGHAI AWARDS 2017
2017新生活大賞
– MOST POPULAR COMMERCIAL LANDMARK
年度人氣商業地標

LOVE SHANGHAI AWARDS 2017
– SHOPPING DESTINATION OF THE YEAR
Organiser 主辦機構
TimeOut Shanghai magazine
上海•消費導刊雜誌

MOST POPULAR LANDMARK AWARD 2017
2017最具追捧潮流地標獎
Organiser 主辦機構
SHANGHAI TIMES
申江服務導報

BEST 50 – BEST SHOPPING MALL AWARD 2017
最佳50評選之2017年最佳商場獎
Organiser 主辦機構
Shanghai WOW
上海WOW

GOLDEN LIGHT AWARDS 2018
金燈獎2018
– BEST PERFORMANCE AWARD
最佳呈現獎
Organiser 主辦機構
MCWzg.com 美陳網

2017-2018 CHINA FEAST RESTAURANT AWARD
2017-2018年度「盛宴•中國」餐廳評選
– ANNUAL GOURMET LANDMARK
年度餐飲地標獎
Organiser 主辦機構
Restaurant Review 橄欖餐廳評論



RIVIERA ONE 香港興業環頤灣

HABITAT OF HONOUR AWARD 2017
2017 最佳品質人居獎
Organiser 主辦機構
Jiaxing Broadcast and Television Group and
Jiaxing University Real Estate Research Center
嘉興市廣播電視集團及嘉興學院房地產
研究中心

OASIS ONE 香港興業樂園

SOHU PROPERTY AWARDS
搜狐地產金獎
- CREATIVE PROJECT 2017
2017 產品創新力紅盤
Organiser 主辦機構
Sohu Focus
搜狐焦點

DISCOVERY BAY SERVICES MANAGEMENT LIMITED 愉景灣服務管理有限公司

2017 HONG KONG AWARDS FOR ENVIRONMENTAL
EXCELLENCE
2017 香港環境卓越大獎
- BRONZE AWARD - PROPERTY MANAGEMENT
(RESIDENTIAL)
物業管理(住宅) - 銅獎
Organiser 主辦機構
Environmental Campaign Committee
環境運動委員會

FOODEVER WASTENEVER AWARDS
傳承惜食大獎
- FOODEVER AWARD - DIAMOND CLASS
惜食傳承獎 - 鑽石級
Organiser 主辦機構
Hong Kong Women Professionals and
Entrepreneurs Association
香港女工商及專業人員聯會

CLP GREEN+ AWARD 2017
中電「環保節能機構」嘉許計劃2017
- JOINT ENERGY SAVING AWARD
齊心節能大獎
Organiser 主辦機構
CLP Power Hong Kong Limited
中華電力有限公司

HEALTHWAY PHILIPPINES

TRUSTED BRAND 2018
- GOLD AWARD IN THE AMBULATORY &
MULTI-SPECIALTY CATEGORY
Organiser 主辦機構
Reader's Digest magazine

AUBERGE DISCOVERY BAY HONG KONG 香港愉景灣酒店

CTRIP TRAVELERS' TOP SPOT
攜程旅行口碑榜
- GOLD AWARD - MOST POPULAR HOTEL 2016
2016 年度最受歡迎酒店金獎

CTRIP 2016 BEST SELLING HOTEL
攜程2016 年度最暢銷酒店
Organiser 主辦機構
Ctrip 攜程

2017 MOST LIKED WEDDING MESSAGE AWARD
2017 年全城至LIKE大賞
- WEDDING CATEGORY - MOST LIKED
FAIRY TALE WEDDING
婚宴組別 - 至LIKE童話婚禮
Organiser 主辦機構
Wedding Message magazine
新婚通信雜誌

CUSTOMER REVIEW AWARDS 2016
- SCORE 8.2 OUT OF 10
8.2分(以10分為滿分)
Organiser 主辦機構
Agoda

LOVED BY GUESTS AWARDS 2017
2017 年旅客心水獎項
- SCORE 4.3 OUT OF 5
4.3分(以5分為滿分)
Organiser 主辦機構
Hotels.com

THE SUKHOThai BANGKOK

READERS' CHOICE AWARDS 2017
- TOP 10 HOTELS IN BANGKOK
Organiser 主辦機構
Condé Nast Traveler, USA

2017 & 2018 EXPERTS' CHOICE AWARD
Organiser 主辦機構
TripExpert

STAR AWARD WINNERS
- 4 STAR RATED HOTELS
Organiser 主辦機構
Forbes Travel Guide

CERTIFICATE OF EXCELLENCE 2017
Organiser 主辦機構
TripAdvisor

SPA BOTANICA

STAR AWARD WINNERS
- 4 STAR RATED SPAS
Organiser 主辦機構
Forbes Travel Guide

2017 HAUTE GRANDEUR GLOBAL SPA AWARDS
- BEST HOTEL SPA IN THAILAND
Organiser 主辦機構
Haute Grandeur

CELADON

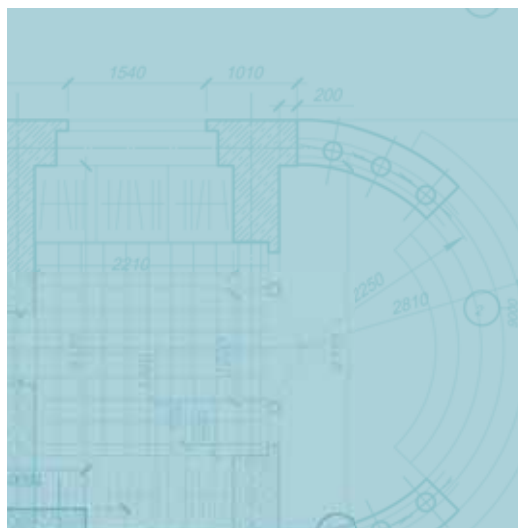
MENTIONED IN MICHELIN GUIDE 2018
Organiser 主辦機構
Michelin

THE SUKHOThai SHANGHAI 上海素凱泰酒店

AMAZING SHANGHAI AWARDS 2017
2017 新生活大賞
- MOST ANTICIPATED NEW OPENING HOTEL
年度最值得期待酒店
Organiser 主辦機構
TimeOut Shanghai magazine
上海•消費導刊雜誌

ABOUT HKR INTERNATIONAL LIMITED

有關香港興業國際集團有限公司



OUR VISION, MISSION & VALUES 我們的願景、使命和價值觀

VISION 願景

To be the pioneer of innovative living space
執業界牛耳 創生活空間

MISSION 使命

We strive to create a healthy, stylish and distinctive living experience through teamwork and passionate pursuit of innovation and excellence
群策群力、創新為先、卓越為求、健康為本，獨樹風格生活體驗

VALUES 價值觀 — PRIDE

PIONEER

Break new grounds
推陳出新



RESPECT

Value the individual and cherish our environment
尊人重土



INNOVATION

Think outside the box
不同凡「想」

INTEGRITY

Uphold high ethical standards
堅守誠信



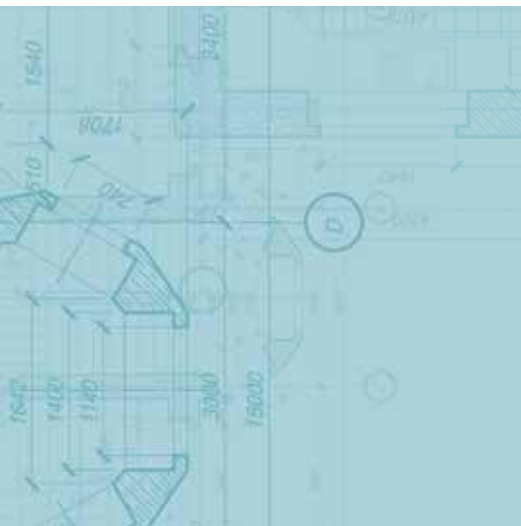
DEVOTION

Be committed and passionate
傾心傾「誠」



EXCELLENCE

Consistency in the pursuit of our quality standards
止於至善



COMPANY HISTORY

公司背景

In 1977, the family of Dr CHA Chi-ming, the late founder and chairman of the Group, acquired the equity interest of Hong Kong Resort Company Limited ("Hong Kong Resort") which is the registered owner and developer of Discovery Bay on Lantau Island. The shares of Hong Kong Resort and the other Group company were once listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). During the years 1988 and 1989, the Group underwent a series of reorganisation and scheme of arrangement and formed HKRI International Limited ("HKRI" or the "Company") (Stock Code: 00480) in May 1989 as its new listed holding company. The Company is also a constituent of Hang Seng Global Composite Index, Hang Seng Composite Index and Hang Seng Corporate Sustainability Benchmark Index.

Today, HKRI has diversified interests in real estate development and investment, property management, luxury hotels and serviced apartments, healthcare services and other investments in Hong Kong, mainland China and Asia.

集團已故創辦人及主席查濟民博士之家族於1977年購入擁有及發展大嶼山愉景灣的香港興業有限公司(「香港興業」)之股本權益。及後，香港興業與集團的另一家公司的股份曾於香港聯合交易所有限公司(「聯交所」)上市。在1988至1989年期間，集團進行了一連串之重組及協議計劃，於1989年5月正式成立香港興業國際集團有限公司(「香港興業國際」或「本公司」)(股份代號：00480)，並成為集團之新上市控股公司。本公司亦為恒生環球綜合指數、恒生綜合指數及恒生可持續發展企業基準指數成份股之一。

香港興業國際現時在香港、中國內地及亞洲從事多元化業務，包括地產發展及投資、物業管理、豪華酒店及服務式住宅、醫療保健服務及其他投資項目。

SIGNATURE PROJECTS

具代表性的重點項目

HONG KONG 香港



HONG KONG 香港



DISCOVERY BAY 愉景灣

Approx. Total GFA 總樓面面積約

1,006,000m²

Located on Lantau Island, Discovery Bay is the Group's flagship project comprising garden houses, low-, mid- and high-rise developments, a 27-hole golf course, a marina, two recreation clubs, a manmade beach, a resort hotel, two shopping malls and a number of international schools.

位於大嶼山的愉景灣是集團的旗艦項目，擁有花園別墅、低、中、高層物業、27洞高爾夫球場、遊艇會、兩個會所、人造沙灘、度假酒店、兩個購物商場及數間國際學校。

CDW BUILDING 中染大廈

Approx. Total GFA 總樓面面積約

91,000m²

CDW Building is a commercial complex comprising a shopping mall named 8½ and an office tower located in the heart of Tsuen Wan. The building is conveniently linked to Tsuen Wan MTR Station via an air-conditioned walkway and is connected with other parts of the territory by the well-established transportation network.

中染大廈為坐落於荃灣市中心的綜合商業樓宇，包括名為8½的購物中心及辦公樓，並設有蓋空調行人天橋連接荃灣港鐵站，交通網絡完善，四通八達。

HONG KONG 香港



LA CRESTA 尚珩

Approx. Total GFA 總樓面面積約

12,500m²

Located in the traditional prestigious and high-end residential area of Kau To, Sha Tin, this residential development project provides houses and low-density residential tower units.

尚珩位於著名的傳統高尚住宅區沙田九肚，由洋房和低密度豪華住宅單位組成。

MAINLAND CHINA 中國內地 — SHANGHAI 上海



HKRI TAIKOO HUI 興業太古滙

Approx. Total GFA
總樓面面積約

322,000m²

Located in Jing'an District, Shanghai, HKRI Taikoo Hui is a world class mixed-use development comprising a prime retail centre, two premium Grade-A office towers, two boutique hotels, one serviced apartment building, a number of event venues and Cha House, a revitalised historic building.

位於上海市靜安區的興業太古滙是世界級綜合發展項目，當中包括一個高級購物中心、兩幢超高層甲級辦公樓、兩家精品酒店、一座酒店式公寓、多個不同大小的多功能活動場地，以及由百年歷史建築活化而成的查公館。

Mainland China 中國內地

Japan 日本

Hong Kong 香港

Thailand 泰國

MAINLAND CHINA 中國內地
— JIAXING 嘉興



CITY ONE 香港興業御緹灣

Approx. Total GFA 總樓面面積約

83,000m²

(plus approx. 30,000m² basement carpark)
(另有約30,000平方米地庫停車場)

City One is the first ever residential project developed by a Hong Kong-based developer in Jiaxing city, Zhejiang Province. Located at the centre of the international business district, it comprises seven 18-storey apartment blocks, one nine-storey duplex-on-duplex apartment block and 20 garden houses.

香港興業御緹灣為浙江省嘉興市首個由純港資發展商開發的住宅項目，位於國際商務區中心。該項目由七幢18層高大廈、一幢九層高的雙層複式物業及20座花園別墅組成。

MAINLAND CHINA 中國內地
— HANGZHOU 杭州



OASIS ONE 香港興業耦園

Approx. Total GFA 總樓面面積約

61,600m²

Situated in Zhejiang Hangzhou Future Sci-Tech City and adjacent to Xixi National Wetland Park, Oasis One is a low-density residential project. Around 400 units, including low-rise apartments and villas, will be provided.

香港興業耦園為低密度住宅項目，位處浙江杭州未來科技城，毗鄰西溪國家濕地公園，將提供約400個低層公寓及別墅單位。

THAILAND 泰國
— BANGKOK 曼谷



THE SUKHOThai BANGKOK

No. of Rooms 房間數目

210

Approx. Total GFA 總樓面面積約

40,400m²

The Sukhothai Bangkok is a world-renowned and award-winning hotel in Central Bangkok, highly regarded by international travellers for its unparalleled services and facilities.

位於曼谷市中心的

The Sukhothai Bangkok世界知名、獲獎無數，其優秀的服務及設施備受環球旅客推崇。

JAPAN 日本
— TOKYO 東京



PROUD ROPPONGI

Approx. Total Floor Area
總面積約

5,000m²

Situated in Roppongi, one of Tokyo's most sought-after addresses, the project is only steps away from the hubs of business, culture and entertainment like Roppongi Hills and Tokyo Midtown. The project was redeveloped into luxurious residential apartments for sale.

該項目位於東京最受歡迎的地區之一——六本木區，六本木新城及東京中城等商業、文化和娛樂中心近在咫尺。項目已重建為豪華住宅出售。

HIGHLIGHTS OF THE YEAR

年度大事摘要

MAY 五月 – 2017

- HKRI Taikoo Hui's shopping mall opened its doors
- 興業太古滙購物中心開門迎客



JULY 七月 – 2017

- HKRI Shanghai office officially moved in to HKRI Centre One in HKRI Taikoo Hui
- 集團上海辦事處遷入位於興業太古滙的香港興業中心一座



OCTOBER 十月 – 2017

- La Cresta, a low-density luxurious residential project in Kau To, Sha Tin, was launched for sale by tender arrangements
- 位於沙田九肚山的低密度豪華住宅項目「尚珩」以招標形式開售



SEPTEMBER 九月 – 2017

- The Company was included as a constituent in Hang Seng Global Composite Index, Hang Seng Composite Index and Hang Seng Corporate Sustainability Benchmark Index
- 本公司獲納入為恒生環球綜合指數、恒生綜合指數及恒生可持續發展企業基準指數的成份股



OCTOBER 十月 – 2017

- Championing the "Space Sharing Scheme for Youth" rolled out by the HKSAR Government, the Group leased out 20,000 square feet office space at CDW Building to Hong Kong Cyberport Management Company Limited at one-third of the market rent to set up its first off-site Smart-Space office to promote technology development and encourage youth entrepreneurship
- 集團支持香港特區政府推出的「青年共享空間計劃」，以三分一市值租金將中環大廈20,000平方呎的辦公室空間租賃予香港數碼港管理有限公司，設立首個園區外的共用工作間(Smart-Space)，推動科技發展及鼓勵青年創業

NOVEMBER 十一月 - 2017

- The Group's flagship project in Shanghai, HKRI Taikoo Hui, celebrated its grand opening and became the new leisure landmark in the Nanjing West Road commercial district
- 集團位於上海的旗艦項目興業太古滙盛大開幕，成為南京西路商圈生活時尚活力新地標



DECEMBER 十二月 - 2017

- The Group acquired a land plot in the Jiaxing Economic and Technological Development Zone (No. 2017-28) and will provide approximately 200 residential units
- 集團投得嘉興經濟技術開發區(「嘉興經開區」)2017-28號地塊，將提供約200個住宅單位

FEBRUARY 二月 - 2018

- Hong Kong Resort was awarded the "Urban Design & Master Planning Award" and the "Green Development Award" by CAPITAL and CAPITAL Weekly magazines
- 香港興業榮獲《資本雜誌》及《資本壹週》頒發「城市設計及總體規劃」大獎及「環保綠化發展」大獎

FEBRUARY 二月 - 2018

- The Group acquired a residential site in the Jiaxing Economic and Technological Development Zone (No. 2017-34), the fourth residential land lot acquired by HKRI in Jiaxing city
- 集團投得嘉興經開區2017-34號地塊，第四度投得嘉興市中心優質住宅用地



CHAIRMAN'S STATEMENT

主席報告



Mr CHA Mou Sing Payson

Chairman

主席
查懋聲先生

I wish to report to shareholders on our annual report for 2017/2018 (the "year") in respect of HKR International Limited ("HKRI" or the "Company") and its subsidiaries (collectively the "Group").

ANNUAL RESULTS

The Group's turnover for the financial year ended 31 March 2018 was HK\$2,222.3 million, representing a decrease of 0.5% against last year's HK\$2,234.1 million. Profit attributable to shareholders of the Company for the year is HK\$2,305.1 million, representing an increase of 179.8% as compared with HK\$823.9 million in 2016/2017. The basic earnings per share was HK170.7 cents, compared with HK61.0 cents last year. As at 31 March 2018, the net asset value attributable to shareholders of the Company stood at HK\$19,717.8 million (HK\$14.6 per share), compared with HK\$16,385.8 million (HK\$12.1 per share) last year.

The Board of Directors has recommended a final dividend of HK7 cents per share for the year. Together with the interim dividend of HK3 cents per share, the total dividend amounts to HK10 cents per share for the year. In 2016/2017, a total dividend of HK7 cents per share was paid to shareholders. The Board has also resolved to recommend a bonus issue of shares of HK\$0.25 each in the capital of the Company on the basis of one (1) bonus share for every ten (10) existing shares held by the shareholders.

本人欣然向股東提呈香港興業國際集團有限公司(「香港興業國際」或「本公司」)及其附屬公司(統稱「集團」)2017/2018年度(「年度」)之年報報告。

年度業績

截至2018年3月31日止財政年度，集團之營業額為2,222.3百萬港元，較去年2,234.1百萬港元減少0.5%。本年度本公司股東應佔溢利為2,305.1百萬港元，2016/2017年度則為823.9百萬港元，增加179.8%。每股基本盈利為170.7港仙，去年則為61.0港仙。於2018年3月31日，本公司股東應佔資產淨值為19,717.8百萬港元(每股14.6港元)，去年則為16,385.8百萬港元(每股12.1港元)。

董事會建議宣派本年度末期股息每股7港仙，連同中期股息每股3港仙，本年度之股息總額為每股10港仙。於2016/2017年度，已向股東派付合共每股7港仙之股息。董事會同時議決建議發行紅股，基準為股東每持有十(10)股現有股份獲發一(1)股本公司股本中每股面值0.25港元之股份。

MARKET OVERVIEW

In 2017, global stock markets soared ahead as developing countries experienced growth and investors sought to benefit from falling corporate tax rates in the United States. Meanwhile, back in Hong Kong, the property market remained active, with the number of sales and purchase agreements for residential properties increased by 13%. The local economy experienced a notable expansion as well, enjoying a 3.8% growth rate for the year as a whole. The government implemented a series of cooling measures on the property market, however the results of this are yet to be realised, and demand for residential properties remains high. As a result of the favourable market environment, as well as our solid foundation, the launched units of our La Cresta and 2GETHER were highly sought-after and attained excellent sales records, enabling the Group to enjoy a steady and stable performance throughout the year.

China reached the government's GDP growth target of around 6.5% for this year and the country also maintained its rate of expansion, dispelling fears concerning a sharp slowdown. Since late 2016, new restrictions on home purchases have been enacted, such as increasing the minimum down payment. Relatively tight liquidity conditions also cooled the property market. The Group is set to benefit from a more regulated market.

The Asian economy enjoyed a steady and fairly strong growth, and Asia is predicted to remain the world's fastest-growing region through to 2030. Despite this positive outlook, geopolitical tensions and rising trade protectionism present risks.

SUSTAINED DEVELOPMENT

During the year, by consolidating our 40 years of experience, we have largely attained our goals to place more emphasis on investment properties and to diversify our businesses across Asia. The Group moved forward with various projects, including office buildings, retail malls and residential developments. We also performed conversion and renovation work on different properties, making improvements and changes according to our needs and those of residents.

In Hong Kong, we are working closely with the HKSAR Government on new developments in Discovery Bay, including residential projects, targeting to provide more home options for our community. Meanwhile, we are also enjoying excellent progress in regard to other undertakings in Hong Kong. The transformation of the industrial CDW Building in Tsuen Wan was completed in the middle of 2017, and the property is now a busy retail and office building, boosting our asset valuation and recurrent income.

市場概況

於2017年，發展中國家經濟錄得增長，且投資者有望受惠於美國公司利得稅稅率下調，全球股市一路飆升。同時，香港物業市場交投活躍，住宅物業買賣合約數量上升13%，經濟亦顯著增長3.8%。政府對物業市場實施一系列降溫措施，然而有關成效仍有待觀察，住宅物業需求持續高企。受惠於利好市場環境，並憑藉我們穩固的根基，集團年內推出的尚珩及雙寓住宅單位備受市場追捧，銷售成績理想，令集團全年業績穩健。

中國今年的國內生產總值增長約6.5%，達政府目標，並保持穩定擴張，消除市場對經濟急劇下滑的憂慮。自2016年年底，中國實施新購房限制，上調最低首付金額，加上相對緊縮的流動資金，為物業市場降溫。市場轉趨穩健，長遠而言對集團有利。

亞洲經濟持續健康增長，預計直至2030年，亞洲將依然是全球增長最快的地區。儘管前景一片樂觀，但地緣政治緊張，貿易保護主義抬頭，均令風險增加。

持續發展

集團已走過40個年頭，我們的目標是增加投資物業的比例，擴展在亞洲的業務版圖。年內，憑我們累積多年的經驗，已成功達到此目標。同時，集團繼續推進多個辦公樓、購物商場及住宅項目。為滿足發展需要及居民的需求，我們亦展開了不同物業的改建及翻新工程。

集團與香港特區政府就愉景灣的新發展密切溝通，當中包括發展住宅項目，為社區提供更多居住選擇。我們於香港的其他業務亦進展良好。位於荃灣的中染大廈於2017年年中完成翻新，由原先的工業大廈轉型成為人流暢旺的商場及辦公樓，此舉有助推高我們的資產估值及經常性收入。

CHAIRMAN'S STATEMENT

主席報告



Discovery Bay 愉景灣

CDW Building 中染大廈



In mainland China, our focus continues to be on the Yangtze River Delta. We have already established a very strong foundation in the region. On one hand, the grand opening of HKRI Taikoo Hui marked a significant step of the Group's venture into commercial properties, while on the other hand, the expansion of our residential projects in Jiaxing city and Hangzhou city look promising, as the connection between these two cities and Shanghai is expected to strengthen further.

In Thailand, we continued to broaden our investments as development costs are relatively low and the market shows great potential. The Group acquired three plots of land on Ramintra Road in Bangkok, and planning is currently in progress. Our businesses across Asia became more diversified when we set foot in Japan, where our investment properties continued to be a solid revenue source.

OUTLOOK

Looking ahead, potential rise in the US interest rates may have adverse impact on the Hong Kong Dollar and local lending rates, which in turn may affect property prices and cause fluctuations in stock prices. The Company may adopt a more cautious approach in the years 2018 and 2019.

The escalating trade tension between the United States and China is expected to affect various industries. Real estate sector, being an important pillar of the economy, has a high possibility to experience adverse impact should there be any significant interruption to the manufacturing and industrial sectors caused by the trade war. This will result in negative impact on our investment in mainland China and increased exposure to currency risks.

我們在中國內地的發展繼續著重於長三角，並已於該區奠定堅實的根基。一方面，興業太古滙於年內盛大開業，標誌著集團在物業投資業務邁進一大步；另一方面，預期嘉興市及杭州市將加快與上海接軌，我們於該兩個城市拓展住宅項目將為我們帶來優勢。

泰國的發展成本相對較低且市場潛力龐大，我們將持續在當地加大投資。集團於年內購入三幅位於曼谷Ramintra Road的土地，目前正進行規劃。日本方面，自早年涉足該市場後，我們在亞洲的業務更多元化，日本的投資物業亦繼續為集團帶來穩定的收益。

展望

基於美國利率有機會上調，或會對港元及本地貸款利率造成負面影響，有可能導致樓價及股市波動。在未來兩年，我們將採取較為審慎的方針。

另一方面，現時美國與中國貿易戰逐步升級，各個行業均受影響。房地產業是內地經濟中的重要一環，製造業及工業若遭受貿易戰堵截，必將對房地產業發展不利，間接影響集團在內地的投資，貨幣風險亦會相應增加。



HKRI Taikoo Hui 興業太古滙

Riviera One 香港興業環頤灣



Determining what will happen in the years ahead is never easy, and fluctuations in the economy, as well as political and fiscal concerns throughout the region, present uncertainty. Fortunately, the Group has a talented team and I believe our investments will continue to generate a reasonable income. A more vigilant watch over debt to equity ratio and revenue to interest coverage is warranted.

APPRECIATION

I am thankful to our Board of Directors, whose guidance and wisdom have helped the Group enjoy many successes and accomplishments, often in the face of challenges. The Group's management and staff have also earned my sincere gratitude. Their hard work and dedication play a vital role in helping us grow, develop and look towards the future with excitement.

CHA Mou Sing Payson
Chairman

Hong Kong, 20 June 2018

未來數年的發展難以預測，區內的經濟波動，政治及財政上存在隱憂，為市場帶來不明朗因素。幸好集團擁有優秀團隊，我們的投資項目亦將持續帶來合理的收入，我們將密切留意公司的債務與資本比率及盈利對利息倍數。

致謝

我謹此向董事會致以謝意，他們的意見及指導令集團取得斐然成就。我亦由衷感謝集團管理層及員工，他們的辛勞及貢獻令集團成長發展，積極邁向未來。

主席
查懋聲

2018年6月20日於香港

MANAGING DIRECTOR'S OPERATIONS REVIEW

董事總經理業務回顧



Mr CHA Mou Zing Victor
Deputy Chairman & Managing Director

副主席兼董事總經理
查懋成先生

For the year under review, the Group celebrated its 40th anniversary with a number of remarkable achievements. Since starting as a property developer with a key focus on Discovery Bay years ago, we have transformed into a conglomerate with diversified businesses across Asia. At home in Hong Kong, our property development business has enjoyed a healthy performance for years, buoyed by Hong Kong's robust economy. However, a long-term sustainable development requires the Group to go beyond Hong Kong and look for investment opportunities in markets where development costs are lower and turnaround time is shorter. In the meantime, the Group has also actively sought suitable opportunities for our property investment business to generate stable recurrent income.

於回顧年內，集團慶祝成立40周年，以及多年來取得的成就。公司起步之初，以愉景灣為旗艦項目，專注發展住宅物業，現時我們已發展成一家在亞洲各地擁有多元化業務的企業。多年來，受香港強勁經濟推動，我們於本地的物業發展業務一直表現良好。然而，為支持長期可持續發展，集團走出香港，在發展成本較低及回報期較短的市場中尋找投資機會。同時，集團亦積極在物業投資範疇尋求合適機遇，以帶來穩定的經常性收入。

We successfully accomplished this mission when we turned a new page in this milestone year. The grand opening of HKRI Taikoo Hui that took place in Shanghai in early November 2017, and the transformation of CDW Building into a modern retail and office space, made major contributions to our property investment business. The retail arcade in Discovery Bay is also undergoing a facelift renovation project, which will further strengthen our foothold in commercial properties.

Across Asia, the Group continued to search for promising investment opportunities. Our residential projects in Jiaxing city and Hangzhou city received great acclaim from the market, and we have already added two new plots of land in Jiaxing city to our portfolio, increasing our prominence in the Yangtze River Delta Region. Meanwhile, in Thailand, we also have a number of quality residential projects in the pipeline and we are expanding our land bank for future development. Leveraging our experience gained from creating a quality lifestyle concept in our property development sector, we entered into the hospitality and healthcare businesses as we believe these two businesses fit in our “We Create a Lifestyle” motto well, and both have enjoyed solid growth ever since.

To ensure future success, we also prioritised investing in the environment and our people. During the year, HKRI was included as a constituent in Hang Seng Global Composite Index, Hang Seng Composite Index and Hang Seng Corporate Sustainability Benchmark Index, signifying our outstanding performance in regard to sustainable development.

PROPERTY DEVELOPMENT AND INVESTMENT

The Group's turnover of property development and investment (including proportionate share of joint ventures and associates of HK\$796.1 million) for the year was HK\$1,957.8 million. The Group's contribution from property development and investment (including proportionate share of joint ventures and associates of HK\$37.6 million) for the year was HK\$337.1 million.

踏入40周年，在展開集團新篇章之際，我們達成走出香港、拓展物業投資業務的目標。興業太古滙於2017年11月初在上海盛大開業，而香港的中染大廈亦轉型為現代化商場及辦公樓，成為集團物業投資業務的重要組成部分。愉景灣的購物商場亦進行翻新工程，進一步鞏固我們於物業投資業務的根基。

與此同時，集團繼續於亞洲各地尋求投資機遇。我們位於嘉興市及杭州市的住宅項目獲得各方好評，年內於嘉興市再度投得兩幅新地塊，鞏固我們在長三角區的市場地位。同時，我們亦正於泰國興建若干優質住宅項目，擴大土地儲備以便未來發展。在物業發展業務上，集團一直以創造高品質生活為原則，並借助這些經驗，進軍酒店及醫療保健業務，因為我們相信，這兩項業務正正反映著我們「創造品味生活」的理念，而這兩項業務每年均穩健增長。

我們亦加強投放資源於環境優化及員工培訓上，確保長遠發展。年內，香港興業國際獲納入恒生環球綜合指數、恒生綜合指數及恒生可持續發展企業基準指數，彰顯我們於可持續發展方面的傑出表現。

物業發展及投資

集團本年度物業發展及投資業務的營業額達1,957.8百萬港元，當中包括按比例分佔合營公司及聯營公司營業額796.1百萬港元。本年度物業發展及投資業務的收益則達337.1百萬港元，包括按比例分佔合營公司及聯營公司收益37.6百萬港元。

MANAGING DIRECTOR'S OPERATIONS REVIEW

董事總經理業務回顧

HONG KONG

Discovery Bay

To further enhance facilities for residents, our subsidiary, Hong Kong Resort, has been upgrading the Discovery Bay bus terminus and expanding the DB Plaza retail podium. Construction work is scheduled for completion in 2019.

Meanwhile, we have various residential projects in the pipeline and are working closely with the HKSAR Government in regard to the new developments in Discovery Bay.

The Group holds a 50% interest in the Discovery Bay development.

La Cresta, Sha Tin

La Cresta, a 50:50 joint venture development between the Group and Nan Fung Development Limited, consists of three high-end residential towers and a number of villas with a total gross floor area ("GFA") of approximately 12,500 square metres. A sale in the form of tender was launched in October 2017. As at 31 March 2018, 16 units were sold and the revenue of 11 sold units was recognised upon transfer of ownerships during the year.

The project was completed during the 2017/2018 financial year.

香港

愉景灣

為進一步改善居民設施，集團附屬公司香港興業正進行愉景灣巴士總站及愉景廣場商場的優化及擴展工程，預計於2019年竣工。

同時，我們正在區內發展多個住宅項目，並就愉景灣的未來發展項目，繼續與香港特區政府緊密商討。

集團於愉景灣發展項目中擁有50%權益。

沙田尚珩

項目由集團與南豐發展有限公司合作發展，雙方各佔50%權益。項目包括三幢豪華住宅大樓及若干幢別墅，總樓面面積約為12,500平方米，並於2017年10月以招標方式開售。截至2018年3月31日，項目已售出16個單位，當中11個單位已移交業權，其收入已於年內入賬。

整個發展項目已於2017/2018財政年度內竣工。



Discovery Bay 愉景灣



La Cresta 尚珩

2GETHER, Tuen Mun

This residential development project comprises a tower of premium apartments and a retail podium with a total GFA of approximately 12,300 square metres. The project was launched in October 2016 and completed in 2017. All 222 residential units were sold and the revenue of two sold units was recognised upon transfer of ownerships during the year.

The Group holds a 75% interest in the development.

Kap Pin Long Project, Sai Kung

The project, involving a total GFA of approximately 350 square metres, was sold in March 2018 and is expected to be handed over in the second half of the year.

Tai Po Town Lots Nos. 223 and 229

The land will be developed into a luxurious, low-density residential development together with a joint venture partner, Hysan Development Company Limited, at a 40:60 ratio. The project is scheduled for completion in 2021.

屯門雙寓

該住宅發展項目包括222個優質住宅單位及購物商場，總樓面面積約為12,300平方米。該項目於2016年10月推出市場銷售，並於2017年竣工。所有住宅單位已於年內售罄，當中兩個單位在移交業權後，收入已於年內入賬。

集團於該發展項目中擁有75%權益。

西貢甲邊朗項目

該項目的總樓面面積約為350平方米，已於2018年3月出售，預計將於今年下半年交付。

大埔市地段第223號及第229號

集團與希慎興業有限公司聯手將該等土地發展為低密度豪華住宅，持股比例分別為40%及60%。該項目預計於2021年竣工。



Kap Pin Long Project 甲邊朗項目



2GETHER 雙寓

MANAGING DIRECTOR'S OPERATIONS REVIEW

董事總經理業務回顧



DB North Plaza 愉景北商場

8½ 8咪半



DB Plaza and DB North Plaza, Discovery Bay

As at 31 March 2018, DB Plaza and DB North Plaza continued to generate steady rental income and achieved occupancy rates of 85% and 98% respectively.

The Group holds a 50% interest in both DB Plaza and DB North Plaza.

CDW Building, Tsuen Wan

Renovation and conversion work on CDW Building (which has 27 storeys and a total GFA of approximately 91,000 square metres) was completed in mid-2017. The property has been transformed from an industrial space into a retail and office building. As at 31 March 2018, the occupancy rate of the retail podium (known as “8½”) was 99%, whereas commitment rate of the entire building was close to 70%.

20,000 square feet of office space at CDW Building has been leased to Hong Kong Cyberport Management Company Limited under the HKSAR Government's “Space Sharing Scheme for Youth”. It will be used to promote innovative and creative industries as well as arts and cultural development.

West Gate Tower, Cheung Sha Wan

During the year, West Gate Tower achieved an average occupancy rate of 93% and generated stable rental income for the Group.

Tuen Mun Central Square Public Car Park, Tuen Mun

The 325 parking spaces in Tuen Mun Central Square continued generating satisfactory rental income.

愉景灣愉景廣場及愉景北商場

截至2018年3月31日，愉景廣場及愉景北商場繼續帶來穩定的租金收入，出租率分別達85%及98%。

集團於愉景廣場及愉景北商場均持有50%權益。

荃灣中染大廈

中染大廈樓高27層，總樓面面積約為91,000平方米。其翻新及改建工程已於2017年中完工，由工業大廈轉型為零售及辦公樓。截至2018年3月31日，名為8咪半的購物商場出租率為99%，而整幢樓宇的承租率則約70%。

集團積極支持香港特區政府的「青年共享空間計劃」，將中染大廈其中20,000平方呎的辦公空間租予香港數碼港管理有限公司，用於推動創科、創意產業及文化藝術發展。

長沙灣西港都會中心

年內，西港都會中心平均出租率達93%，為集團帶來穩定的租金收入。

屯門中央廣場公共停車場

位於屯門中央廣場的325個停車位持續帶來理想租金收入。

HKRI Taikoo Hui 興業太古滙



MAINLAND CHINA

HKRI Taikoo Hui, Shanghai

HKRI Taikoo Hui is one of Shanghai's most prestigious and sought-after commercial properties. The complex has a total GFA of approximately 322,000 square metres, including two premium Grade A office towers, two boutique hotels, a serviced apartment building, a high-end shopping mall with extensive parking facilities and Cha House, a historic building commemorating the Group's late founder, Dr CHA Chi-ming.

The two office towers, HKRI Centres One and Two, are home to many important multinational and domestic tenants. As at 31 March 2018, the two office towers had achieved a commitment rate of 86%.

A soft opening was held for the shopping mall on 4 May 2017 and a grand opening took place on 3 November 2017. At the end of March 2018, the mall achieved a commitment rate of 96% and it has become a popular attraction for people working and living nearby, as well as individuals from across the city.

The two boutique hotels and the serviced apartment building, The Sukhothai Shanghai (operated by Beaufort Hotels Limited, a subsidiary of HKRI), and The Middle House and The Middle House Residence (operated by Swire Hotels), were open in 2018.

The Group has a 50% interest in HKRI Taikoo Hui.

中國內地

上海興業太古滙

興業太古滙為上海知名及廣受歡迎的商業綜合體。該項目總樓面面積約為322,000平方米，包括兩幢超高層甲級辦公樓、兩家精品酒店、一幢酒店式公寓、高級購物中心、充裕停車位，以及一座名為查公館的歷史建築，以紀念集團已故創始人查濟民博士。

項目中的兩幢辦公樓—香港興業中心一座及二座吸引多家重要國際及內地租戶進駐。截至2018年3月31日，兩幢辦公樓的承租率達86%。

購物中心已於2017年5月4日開始試業，並於2017年11月3日隆重開業。截至2018年3月底，該購物中心的承租率達96%，並備受附近工作人士、居民乃至市民歡迎。

兩家精品酒店及酒店式公寓—上海素凱泰酒店（由集團附屬公司Beaufort Hotels Limited營運）、鏞舍及鏞舍服務式住宅（由太古酒店營運）已於2018年開業。

集團於興業太古滙擁有50%權益。

MANAGING DIRECTOR'S OPERATIONS REVIEW

董事總經理業務回顧

City One, Jiaxing City, Zhejiang Province

City One comprises 577 apartment units and 20 villas, and has a total GFA of approximately 83,000 square metres. As at 31 March 2018, 98% of units were sold and the revenue of 27 sold units was recognised upon transfer of ownerships during the year.

Riviera One, Jiaxing City, Zhejiang Province

With a total GFA of approximately 102,000 square metres, Riviera One is a prime residential project adjacent to City One. Upon completion in late 2018, this luxurious project will provide approximately 700 low-rise and high-rise apartment units. A pre-sale began in January 2018. As at 31 March 2018, 94% of 168 launched units were sold, and will be recognised upon completion and transfer of ownerships.

Oasis One, Hangzhou City, Zhejiang Province

Situated in Zhejiang Hangzhou Future Sci-Tech City, Oasis One has a total GFA of approximately 61,600 square metres and will provide 396 low-rise apartments and villas upon completion in late 2018. A pre-sale began in 2017, and approximately 96% of 108 launched units had been sold at the end of this financial year, which will be recognised upon completion and transfer of ownerships.

浙江省嘉興市香港興業御緹灣

香港興業御緹灣共有577個公寓單位及20座別墅，總樓面面積約為83,000平方米。截至2018年3月31日，98%單位已售出。年內，27個單位移交業權，其收入於年內入賬。

浙江省嘉興市香港興業璟頤灣

香港興業璟頤灣總樓面面積約102,000平方米，毗鄰香港興業御緹灣。項目將發展為豪華住宅，預計於2018年年底竣工，將提供約700個低層及高層公寓單位。該項目於2018年1月開始預售。截至2018年3月31日，168個推售單位中，約94%單位已售出。該等單位將於交易完成及移交業權後入賬。

浙江省杭州市香港興業耦園

香港興業耦園位處浙江杭州未來科技城，總樓面面積約61,600平方米，預計於2018年年底竣工，將提供396個低層公寓及別墅。該項目於2017年開始預售，截至本財政年度結束時，108個推售單位中，約96%單位已售出。該等單位將於交易完成及移交業權後入賬。



City One 香港興業御緹灣



Riviera One 香港興業璟頤灣

The Exchange, Tianjin

The Exchange is the Group's 15%-owned investment property in Tianjin and has a total GFA of over 152,000 square metres. During the year, Heping Joy City, two office towers and Hotel Nikko Tianjin, all of which are part of the property, maintained occupancy rates of 87%, 89% and 64%, and continued generating stable rental income.

Elite House, Shanghai

This 30-storey residential building is located in Shanghai's Changning District, close to Zhongshan Park. It comprises 120 units and has a total GFA of approximately 21,700 square metres. A strata title sale of the property was launched in early October 2017 and received a positive response from the market. As at 31 March 2018, 34 units were sold and the revenue of seven sold units was recognised upon transfer of ownerships during the year.

Land Lots Nos. 2017-28 and 2017-34, Jiaxing City, Zhejiang Province

The Group acquired two land plots in Jiaxing Economic and Technological Development Zone (Nos. 2017-28 and 2017-34) in December 2017 and February 2018. Land plot No. 2017-28 has a total GFA of approximately 33,000 square metres and will become a prestige residential project with roughly 200 low-rise apartments. Additionally, low-rise apartments and villas are planned for land plot No. 2017-34, which has a total GFA of approximately 19,900 square metres.

天津津匯廣場

津匯廣場為集團於天津擁有15%權益的投資物業，總樓面面積超過152,000平方米。年內，項目內的和平大悅城、兩幢辦公樓及天津日航酒店分別保持87%、89%的出租率及64%的入住率，持續為集團帶來穩定的租金收入。

上海中山學林苑

中山學林苑為一幢樓高30層的住宅大廈，坐落於上海長寧區，鄰近中山公園。該物業共有120個單位，總樓面面積約21,700平方米。大廈於2017年10月初進行分層推售，市場反應良好。截至2018年3月31日，項目已售出34個單位，當中七個單位已完成業權移交，其收入已於年內入賬。

浙江省嘉興市2017-28及2017-34號地塊

集團於2017年12月及2018年2月分別收購嘉興經開區兩幅地塊（2017-28號及2017-34號）。2017-28號地塊總樓面面積約33,000平方米，並將發展為約有200間低層公寓的豪華住宅項目。2017-34號地塊總樓面面積約為19,900平方米，計劃興建低層公寓及別墅。



The Exchange 津匯廣場



Elite House 中山學林苑

MANAGING DIRECTOR'S OPERATIONS REVIEW

董事總經理業務回顧



The Sukhothai Residences

Rama 3 Road Project



THAILAND

The Sukhothai Residences, Bangkok

This luxury condominium tower, located on Sathorn Road, is a leader in Bangkok's high-end residential market. Over 95% of its 196 units have been sold, and the revenue of two sold units was recognised upon transfer of ownerships during the year.

Wireless Road Project, Bangkok

The Group's freehold land on Bangkok's Wireless Road covers a site area of approximately 12,600 square metres. The Group holds a 49% interest in this project.

Rama 3 Road Project, Yannawa District, Bangkok

The project is located on Rama 3 Road by the Chaophraya River in the Bang Phongphang Subdistrict, which is part of Bangkok's greater Yannawa District. The project will provide around 1,500 residential units. The design for the development is currently in progress and construction will start in 2019.

Ramintra Road Project, Khannayao District, Bangkok

In February 2018, the Group acquired three plots of land located on Bangkok's Ramintra Road in the Khannayao District. The plots cover an area of approximately 56,467 square metres and master planning is currently underway.

泰國

曼谷The Sukhothai Residences

此豪華公寓大廈坐落於Sathorn Road，在曼谷高端住宅市場居領先地位，其196個單位中已售出超過95%。年內，兩個單位完成業權移交，並入賬為收入。

曼谷Wireless Road項目

集團位於曼谷Wireless Road的永久業權土地佔地面積約為12,600平方米。集團持有此項目49%權益。

曼谷Yannawa區Rama 3 Road項目

該項目位於曼谷Yannawa區Bang Phongphang分區Rama 3 Road，毗鄰湄南河。該項目將提供約1,500個住宅單位。該發展項目現正進行設計，並將於2019年動工。

曼谷Khannayao區Ramintra Road項目

集團於2018年2月收購位於曼谷Khannayao區Ramintra Road的三幅地塊。該等地塊佔地面積約為56,467平方米，現正進行總體規劃。

Veneo Minami-Azabu



Proud Roppongi



JAPAN

Proud Roppongi, Tokyo

The Group and Nomura Real Estate Development Co., Ltd. have jointly redeveloped Proud Roppongi, a premium residential project located at Roppongi 4-chome in Tokyo. Nearly all of its 35 units were sold and handed over in the fourth quarter of 2017.

The Group holds a 51% interest in the project.

Niseko Project, Hokkaido

The Group holds residential plots at Niseko, located close to the Niseko Annupuri ski area in Hokkaido. The plots have a total site area of approximately 60,000 square metres and are currently held as land banks.

Investment Properties in Tokyo

In July 2017, the Group acquired a new investment property, Haluwa Shibakoen, a 15-storey residential building in Minato-ku, Tokyo. The property achieved an occupancy rate of 97% as at 31 March 2018. The Group also owns four other properties in Tokyo: Horizon Place Akasaka, a high-rise residential block; Graphio Nishi-Shinjuku, a centrally-located office building; Souei Park Harajuku, an en bloc residential apartment building in Shibuya; and Veneo Minami-Azabu, an en bloc residential apartment building in Minato-ku. As at 31 March 2018, Veneo Minami-Azabu achieved an occupancy rate of 74%, while the other three properties recorded close to 100% occupancy.

日本

東京Proud Roppongi

集團與野村不動產株式會社合作，將位於東京六本木四丁目的Proud Roppongi重新開發為高端住宅項目。項目全部35個單位已近售罄，並於2017年第四季度交付。

集團持有該項目51%權益。

北海道二世谷項目

集團持有位於二世谷的若干塊住宅用地作為土地儲備，該等地塊毗鄰北海道Niseko Annupuri滑雪區，總佔地面積約為60,000平方米。

於東京的投資物業

於2017年7月，集團收購一項新投資物業Haluwa Shibakoen，為一座位於東京港區樓高15層的住宅大樓。於2018年3月31日，該物業出租率達97%。同時，集團在東京擁有另外四項物業：Horizon Place Akasaka(高層住宅大樓)、Graphio Nishi-Shinjuku(位於中心地帶的辦公樓)、Souei Park Harajuku(位於涉谷的住宅大樓)及Veneo Minami-Azabu(位於港區的住宅大樓)。截至2018年3月31日，Veneo Minami-Azabu的出租率為74%，而另外三項物業幾近全數租出。

MANAGING DIRECTOR'S OPERATIONS REVIEW

董事總經理業務回顧



Club Siena 海澄湖畔會所

Auberge Discovery Bay Hong Kong 香港愉景灣酒店



SERVICES PROVIDED

During the year, upgrade programmes were planned for, or taking place at, the four clubs in Discovery Bay – Discovery Bay Golf Club, Discovery Bay Marina Club, Discovery Bay Recreation Club and Club Siena. These programmes will enhance facilities and service offerings while improving overall efficiency.

The Group's subsidiaries operate various transport services in Discovery Bay, including ferry, land transport and tunnel operations. However, rising labour costs, due to enhanced remuneration packages needed to retain staff and attract suitable new candidates, remained a challenge.

The Group's property management services in Discovery Bay, and elsewhere in Hong Kong, continued to operate at a normal pace during the year.

The Group holds a 50% interest in these Discovery Bay service providers.

HOSPITALITY

HONG KONG

Auberge Discovery Bay Hong Kong

Business for the hotel industry in Hong Kong as a whole remained positive, and Auberge Discovery Bay Hong Kong recorded an average occupancy rate of around 80% during the year. The hotel also received several awards from the travel and leisure industry, including the "Most Liked Fairy Tale Wedding" in *Wedding Message's* Most Liked Awards 2017.

The Group holds a 50% interest in Auberge Discovery Bay Hong Kong.

配套服務

年內，愉景灣的四個會所，即愉景灣高爾夫球會、愉景灣遊艇會、愉景灣康樂會及海澄湖畔會所，均已計劃或正進行優化工程。該等工程將改善會所設施及服務，同時提高整體服務效率。

集團附屬公司於愉景灣經營多項交通服務，包括渡輪、陸路交通及隧道服務。然而，為挽留員工及吸引合適新人，公司須調高薪酬待遇，因此面對勞工成本上漲的挑戰。

年內，集團位於愉景灣及香港其他地區的物業管理服務持續運作良好。

集團擁有愉景灣服務營辦商50%權益。

酒店業務

香港

香港愉景灣酒店

香港酒店業的整體業務仍然良好，而香港愉景灣酒店於年內錄得約80%的平均入住率。酒店亦獲旅遊及休閒業界頒發多項獎項，包括於《新婚通信》2017年全城至Like大賞中獲選為「至Like童話婚禮」。

集團擁有香港愉景灣酒店50%權益。



The Sukhothai Bangkok

THAILAND

The Sukhothai Bangkok

During the year, the hotel's average occupancy rate was 60% and it continued receiving honours from industry partners. The hotel's upscale eateries (Celadon, La Scala and Colonnade) were recognised at the 19th Bangkok's Best Restaurant Awards and the hotel has repeatedly earned the "Certificate of Excellence" from TripAdvisor. Now a member of Design Hotels™, the hotel will further leverage this brand in its global marketing initiatives.

MAINLAND CHINA

The Sukhothai Shanghai

The Sukhothai Shanghai is the latest addition to the Sukhothai brand and features 201 rooms in addition to dining and leisure facilities. It is a member of Small Luxury Hotels of the World and forms an integral part of the HKRI Taikoo Hui complex. The hotel has soft opened on 28 April 2018.

HEALTHCARE

GenRx Holdings Limited ("GenRx"), the Group's wholly-owned subsidiary, operates a comprehensive healthcare service network. Guided by the motto of providing people with "longer, happier lives", GenRx established chronic disease management and integrated medical centres (Qualigenics Medical), Chinese medicine centres (Discovery TCM Centre), dental clinics (Health & Care Dental Clinic – 57%-owned), a centre for the diagnosis and treatment of cancer (AmMed Cancer Center) and multi-specialty outpatient centres (Healthway) across Hong Kong, Macau and Manila.

During the year, Healthway Philippines delivered a revenue growth of 6%, driven by the stability of its network of mall-based ambulatory surgical and multi-specialty clinics, and the strength of its clinic management services.

The Sukhothai Shanghai 上海素凱泰酒店



泰國

The Sukhothai Bangkok

年內，酒店平均入住率為60%，繼續享譽業界，並獲頒發多項殊榮。酒店的高檔餐廳如Celadon、La Scala及Colonnade獲得第19屆曼谷最佳餐廳殊榮，酒店更多次贏得TripAdvisor頒發的Certificate of Excellence。酒店現為Design Hotels™的成員，並會借助該品牌進一步拓展全球市場推廣工作。

中國內地

上海素凱泰酒店

位於興業太古滙內的上海素凱泰酒店為Sukhothai品牌的最新成員，自2018年4月28日起試業，提供201間精緻客房、完善的餐飲及休閒設施。酒店是全球奢華精品酒店組織的成員。

醫療保健

集團全資附屬公司健力控股有限公司（「健力」）經營的全面醫療保健服務網絡遍及香港、澳門及馬尼拉。健力秉持為公眾「創造健康生活方式」的理念，提供不同醫療服務，包括慢性疾病管理及專科中心（確進醫療）、中醫門診（恬愉堂中醫中心）、牙科診所（恒健牙科醫務所—集團擁有57%權益）、癌症診斷及治療中心（安美癌科治療中心）以及多元化專科門診中心（Healthway）。

Healthway Philippines的門診手術及多元化專科診所網絡覆蓋多個購物中心，加上其優良的診所管理服務，Healthway Philippines於年內錄得6%的收入增長。

MANAGING DIRECTOR'S OPERATIONS REVIEW

董事總經理業務回顧

Healthway Philippines completed one of its clinic expansion in Metro Manila during the third quarter of 2017, paving the way for the introduction of integrative medicine and merging of its central laboratory with wholesale operations. Ground works have also been finalised for the establishment of an inpatient hospital facility located in Quezon City, the largest city in the Philippines.

As a culmination to another auspicious year, Healthway Philippines was a recipient of the “Gold Award – Trusted Brand in the Ambulatory & Multi-Specialty Category” for the sixth consecutive year.

CORPORATE SOCIAL RESPONSIBILITY

Being part of the Hong Kong community, we strive to improve the city and the communities we serve. By reaching out to those in need (especially the elderly and underprivileged families) and supporting non-governmental organisations (“NGO”) through volunteering, in-kind sponsorships and donations, we demonstrate our care and love for society. We continued incorporating sustainability principles into our business operations and issued our third standalone Environmental, Social and Governance (“ESG”) Report, which details our related initiatives, policies and performance in Hong Kong and mainland China throughout the financial year. To guide the implementation of sustainability strategies and ensure their alignment with the Group’s sustainable development objectives, HKRI took a further step and formulated the *Sustainability Policy*. Apart from regularly monitoring our ESG performance, we also welcome any feedback from our stakeholders. Interested stakeholders may refer to our online [ESG Report](#) for more details.

為引進綜合醫療及合併其中央實驗室與化驗業務，Healthway Philippines於2017年第三季度完成在馬尼拉大都會的診所業務擴展。集團於菲律賓最大城市－奎松市的住院設施已完成地基工程，集團的醫療業務又向前邁進了一步。

Healthway Philippines過去一年成果豐碩，同時獲得Gold Award – Trusted Brand in the Ambulatory & Multi-Specialty Clinic Category，是連續六年獲得此殊榮。

企業社會責任

作為香港社區的一份子，集團致力改善我們所服務的城市及社區。透過義工服務、物資贊助及捐款支持非政府機構，向長者及弱勢家庭等有需要人士伸出援手，展現我們對社會的關懷及愛護。我們繼續把可持續發展原則融入業務營運中，並發表第三份獨立的環境、社會及管治報告，全面闡述我們於整個財政年度內在香​​港及中國內地的相關舉措、政策及表現。本公司已制定《可持續發展政策》，引領實行可持續發展策略，確保符合集團的可持續發展目標。除定期監察集團在環境、社會及管治方面的表現外，我們亦歡迎持份者的任何反饋。有意瞭解更多詳情的持份者，可參閱我們的網上[環境、社會及管治報告](#)。



COMMUNITY SUPPORT

HKRI promotes the concept of good citizenship to employees, and residents of Discovery Bay and other communities we manage through activities designed to encourage giving back to society. To recognise our contributions to the community, HKRI received the “10 Years Plus Caring Company” logo and the “Business for Sustainability” logo from The Hong Kong Council of Social Service. Additionally, we earned the “Bronze Award for Volunteer Service” from the Social Welfare Department of Hong Kong.

Our corporate volunteer team, HKRI Care & Share, as well as volunteer teams from other operations have been collaborating with NGOs to serve vulnerable people in Hong Kong. Our NGO partners include Chinese YMCA of Hong Kong, Asbury Methodist Social Service, Produce Green Foundation, Outlying Island Women’s Association, Ocean Park Conservation Foundation Hong Kong and Food Grace. Besides offering voluntary tutoring and caring services to primary students in Tung Chung, we also sponsored underprivileged school children in the region, providing a year-long English Learning Programme to improve their social mobility. To spread the volunteer spirit, summer interns, along with the family and friends of our employees, were invited to enjoy a farming project with the children and visit the elderly. We also donated stationery to help children prepare for the new school year and provided in-kind sponsorships and donations to NGOs and charitable groups, including The Hong Kong Down Syndrome Association, The Society for AIDS Care, Harmony Home Association, Taiwan and Hong Kong Breast Cancer Foundation.

社區支援

為推廣良好公民意識，我們積極為員工和愉景灣及我們管理的其他社區的居民舉辦各種活動，鼓勵他們回饋社會。香港社會服務聯會向本公司授予10年Plus「商界展關懷」標誌及「可持續發展企業」標誌，以表揚我們對社區的貢獻。此外，我們亦獲香港社會福利署頒發「義務工作嘉許狀銅狀」。

我們的企業義工隊「興業心連心」及其他義工隊持續與非政府機構合作，為香港弱勢社群提供服務。我們的非政府機構夥伴包括香港中華基督教青年會、循道衛理亞斯理社會服務處、綠田園基金、離島婦聯、香港海洋公園保育基金及食德好。除為東涌小學生提供義務輔導及照顧服務外，我們亦資助該區的貧困學童，為他們提供為期一年的英語課程，幫助他們向上流動。此外，為宣揚義工精神，暑期實習生和集團員工的親友皆受邀與孩童參與農耕活動及探訪長者。我們亦捐贈文具以幫助孩童準備新學年，並向非政府機構及慈善團體提供物資贊助及捐款，其中包括香港唐氏綜合症協會、愛滋寧養服務協會、台灣關愛之家協會及香港乳癌基金會。



MANAGING DIRECTOR'S OPERATIONS REVIEW

董事總經理業務回顧



Echoing HKRI's core values of creativity and innovation, we launched a number of initiatives which supported arts development and talents in 2017. We have sponsored the drama "The Legend of Those were the Days", which was presented by Neighbourhood Advice-Action Council and a group of talented seniors in Discovery Bay. We have also supported Hong Kong Arts Festival for ten consecutive years. In March 2018, the Group sponsored "Pas de deux for Toes and Fingers", performed by renowned ballerina Svetlana Zakharova and violinist Vadim Repin.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group adopts a holistic approach to govern environmental protection initiatives in all of its business operations. Committed to adhering to green building standards in our property development projects, we pursue the Hong Kong Building Environmental Assessment Method (BEAM) Plus certification for all our new developments. HKRI Taikoo Hui, the Group's flagship mixed-use development project in Shanghai which opened in November 2017, incorporated various sustainability elements in its building design, including a 250-metre glass canopy to invite natural daylight into the space. Both its office towers and retail mall respectively obtained pre-certifications for LEED® Platinum (Core & Shell Version 2.0) and Gold. Our new offices in Hong Kong and Shanghai also adopted sustainability principles in building design to create a green, positive and comfortable working environment. Across business units, different energy saving measures have also been adopted. The concerted efforts have led to a 2.8% reduction of electricity consumption in Hong Kong operations compared to 2016/2017.

創意及創新是香港興業國際一貫的核心價值。我們於2017年推出多項支持藝術發展及人才的舉措。除了贊助由鄰舍輔導會及愉景灣一群才華洋溢的長者共同演出的戲劇「那一年傳奇」外，我們亦連續十年支持香港藝術節，於2018年3月贊助由知名芭蕾舞者薩卡洛娃及小提琴家列賓共同演出的「足尖情弦」。

環境政策及表現

集團所有業務均採納全面制度管理環境保護措施。我們的物業發展項目均遵守綠色建設標準，並為所有新發展項目取得香港綠建環評認證。集團的旗艦項目－興業太古滙於2017年11月在上海開業，此綜合發展項目的建築設計加入多項可持續發展元素，包括250米長的玻璃天幕，充分利用自然光。項目的辦公樓及購物中心分別獲得LEED®鉑金級(核殼結構2.0版)及金級預認證。我們在香港及上海的新辦公室在設計時亦恪守可持續發展原則，營造一個環保且舒適的工作環境。各項業務均採納不同節能措施，多管齊下，香港業務的用電量較2016/2017年減少2.8%。



Resolute in contributing to a cleaner and healthier air quality in Hong Kong, we continue to replace our bus fleet with greener and cleaner models, and use Marine Light Diesel with a sulphur content of less than 0.05% in our entire ferry fleet. Old generators of vessels have also been progressively replaced with lower-emitting generators.

We are committed to adopting waste recycling practices across all operations. Through collaboration with tenants, residents and guests, we collect and recycle various types of materials from our commercial and residential properties. At Discovery Bay, over 25,640 kg of food waste were turned into compost during the year. As a responsible property developer, the Group also engages with its contractors to ensure proper handling of construction waste, and maximise the use of recyclable construction materials.

HUMAN RESOURCES

As at 31 March 2018, the Group had a total of 2,384 employees in Hong Kong and overseas. We strive to provide a supportive and positive work environment to attract new talent and retain current employees. Development programmes are also offered.

We regularly review our human resources policies, employment terms and benefits. This year, we modified the post-retirement policy, working hours and leave terms to further enhance our remuneration packages.

The Group offers a range of development opportunities and incentives to encourage personal growth and enhance staff performance. These include the Maritime Trainee Programme, which strengthens the internal talent pool in our transport operations division, and our "Outstanding Team Award", which recognises teams that pursue excellence.

集團決心為提升香港的空氣質素出一分力，我們的巴士車隊逐步採用更環保及潔淨的巴士型號，且全線渡輪均使用含硫量少於0.05%的船用輕型柴油。船隻的舊發電機亦逐步以低排放發電機取締。

我們致力於所有業務實行廢物回收措施。透過與租戶、住客及顧客合作，從商業及住宅物業收集及回收各類物料。年內，我們於愉景灣收集超過25,640公斤廚餘，並將其轉化為堆肥。作為負責任的物業發展商，集團委聘承辦商，確保建築廢料得到妥善處理，致力增加可回收建築物料的用途。

人力資源

截至2018年3月31日，集團於香港及海外的僱員總人數為2,384名。我們致力營造一個支援充足且正面的工作環境，以吸引人才及挽留現有員工，並為他們提供發展機會。

我們定期檢討人力資源政策、僱傭條款及福利。本年度，我們優化了退休後續聘政策、工作時間及休假條款，進一步提升薪酬待遇。

集團提供一系列發展機會及獎勵措施，鼓勵個人成長及提升員工表現，其中包括培育交通業務人才的海事專才培訓計劃及表彰團隊卓越成就的「傑出團隊獎」。

MANAGING DIRECTOR'S OPERATIONS REVIEW

董事總經理業務回顧

Following the success of the first HKRI Summer Internship Programme, we expanded this initiative and recruited 20 interns for the ten-week HKRI CaRe programme. In addition to participating in various business-centred tasks, the interns joined HKRI Care & Share and worked on an organic farming project with underprivileged children.

CUSTOMERS

The pursuit of quality, which involves providing quality services and ensuring customer satisfaction, is reflected in our PRI²DE commitment. In our city management operation, we provide various communication channels for our residents in Discovery Bay to give feedback and suggestions such as suggestion boxes, a 24-hour customer service hotline and walk-ins at the business centre and local management offices. To foster a two-way dialogue in sharing and exchanging ideas with different parties, regular meetings were set up with resident group representatives, including the City Owners Committee, the Village Owners Committee and the Passenger Liaison Group.

首屆香港興業國際暑期實習計劃非常成功，我們今年再接再厲，進一步拓展計劃，招募20名實習生參與為期十週、名為「HKRI CaRe」的暑期實習計劃。除參與各項業務工作外，實習生亦參與「興業心連心」的義工活動，與弱勢家庭孩童一同體驗有機耕作。

客戶

我們致力實踐集團理念，提供優質服務，確保客戶滿意。我們的城市管理業務設有多個溝通渠道，包括意見箱、24小時客戶服務熱線以及商務中心及各管理處，以便愉景灣居民給予反饋及建議。同時，為加強與各方分享及交流意見，我們定期與居民代表，包括城市業主委員會、屋村業主委員會及乘客聯絡小組等舉行會議。



To act in the best interests of our patients, our healthcare operation operates in accordance with established guidelines for general nursing and treatment to maintain consistency and standardisation. Our dental section has also voluntarily applied for, and has been assessed and certified under the ISO 9001:2008 Quality Management System. To enhance our services, customers are welcome to give feedback through our established customer complaint handling procedure or the feedback card.

SUPPLIERS

The Group strives to spread best practice across our business network through building trusted partnerships and collaborating with our suppliers and contractors. Other than taking the environmental criteria into consideration in our procurement process, we also encourage our suppliers and contractors to advance their green practices, minimise the environmental impact arising from projects, and exercise sound governance of supply chain management.

我們的醫療保健業務一向以求診者的利益為依歸，並根據一般護理及治療的既定指引運作，確保標準及一致的服務水平。我們的牙科部門亦主動接受ISO 9001:2008品質管理系統的評估，並已獲相關認證。為進一步提升服務，客戶亦可透過我們的客戶投訴處理程序或意見卡給予意見。

供應商

集團與眾多供應商及承辦商建立互信的夥伴合作關係，致力推動在整體業務中採用最佳作業模式。採購過程中，除了考慮環保因素，我們亦鼓勵供應商及承辦商加強實踐綠色營運，盡量減少項目對環境可能造成的影響，並對供應鏈管理實行妥善監控。



MANAGING DIRECTOR'S OPERATIONS REVIEW

董事總經理業務回顧

The Group upholds the highest ethical standards and fair competition practices in the supplier selection process, which is impartial and based on competence, experience, service quality, track record and our operational needs. Monitoring and management controls are also in place to detect and prevent bribery, fraud or other malpractice in the process of procurement and tendering.

OUTLOOK

Celebrating our 40th anniversary has brought me, and everyone at HKRI, great joy over the past year. We look toward the future with renewed optimism, but there are challenges ahead of us nonetheless. Political and economic concerns around the world, as well as shifting trends in the areas in which we operate, will require hard work and creativity to overcome. However, I have great confidence in our abilities and we will continue progressing with our many projects.

In the coming years, HKRI will prioritise maintaining a balanced income from different business operations. To diminish risk, we have created a diverse portfolio and acquired land banks across Asia over the years. We will pursue this course in the future to ensure our ongoing profitability.

Various factors expose HKRI's property interests to risk, including heightened competition, shifting demand and the impact of changes in different economies around the world. New policies enacted by the HKSAR Government, which include plans to offer affordable homes, as well as market-cooling measures in the mainland, will affect us. However, we have policies and plans designed to help us handle challenges skilfully, ensuring our well-being over the long term.

在供應商甄選過程中，集團秉持高道德標準及公平競爭原則，甄選過程公平公正，以能力、經驗、服務品質、往績記錄及我們的業務需求為甄選基準。另外，我們亦透過監察及管理機制，在採購及招標過程中查察及防止賄賂、欺詐或其他舞弊行為。

展望

今年集團慶祝40周年，本人及香港興業國際的團隊共同分享努力的成果。前路雖然挑戰重重，我們仍抱持樂觀態度。世界各地的政治及經濟問題，以及我們營運所在地的趨勢變化，均需憑藉不懈努力及創新意念來應對。但我們對團隊的能力非常有信心，並將繼續推展多個項目。

香港興業國際將致力維持不同業務的均衡收入。為減少風險，我們多年來在亞洲各地建立多元的物業組合，積極收購土地作儲備。我們將貫徹此方針，確保持續盈利。

面對競爭加劇、需求轉變及世界不同經濟體變化的影響，香港興業國際的物業權益或面臨風險。香港特區政府頒布的新政策，包括提供較廉價的住屋，以及內地實行的市場降溫措施，均有可能對我們造成影響。然而，我們已制定應對的政策及計劃，保障集團的長期利益。



We believe that 2018 will be equally exciting, with several new developments lying ahead. We will continue enhancing our skills and abilities, while using our experience to increase the value of our holdings.

Lastly, I would like to thank our Board of Directors for the advice and guidance they generously provided throughout the year. I must also offer my deepest thanks to our staff, customers and business partners. Without their support and dedication, success would not be possible. I am also indebted to our shareholders, as their confidence in our abilities continues to be an inspiration.



CHA Mou Zing Victor
Deputy Chairman & Managing Director

Hong Kong, 20 June 2018

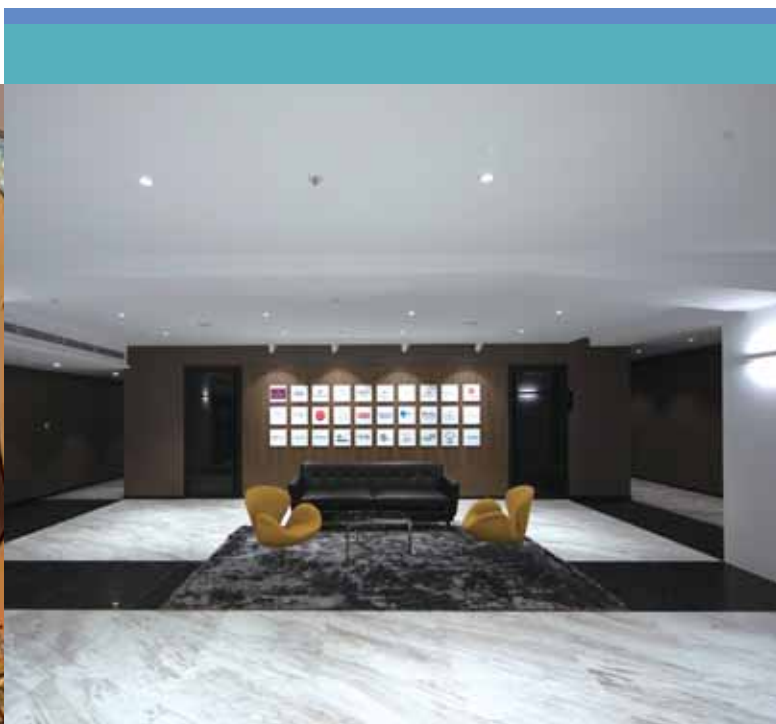
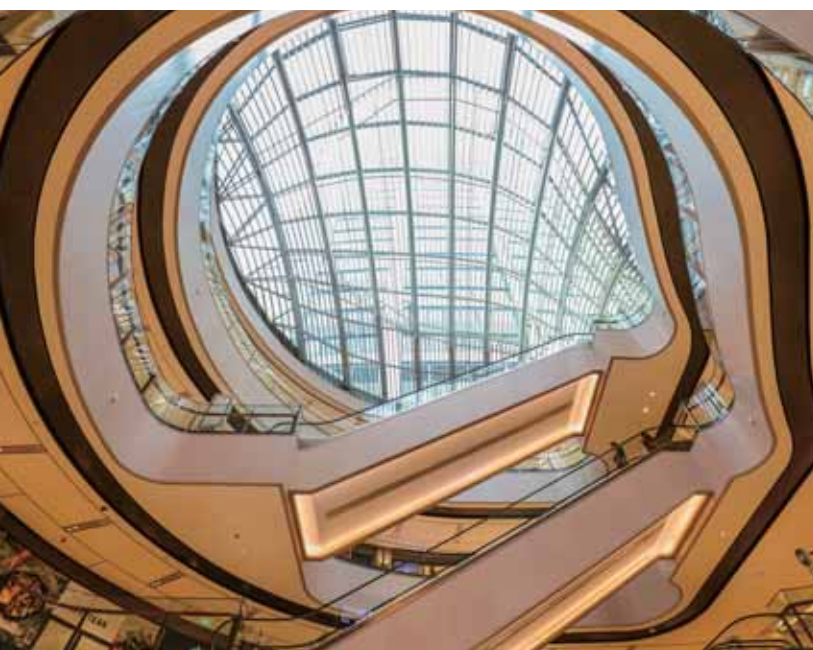
展望未來，我們將繼續推進新發展項目，相信來年的成績將同樣令人振奮。我們將會加強技能及提高能力，同時利用經驗提升業務價值。

最後，本人謹此感謝董事會於過去一年的建議及指引，並對員工、客戶及業務合作夥伴致以最誠摯的謝意，集團的成功實有賴於他們的支持及貢獻。本人亦感謝各位股東對我們的能力給予信任，推動我們努力面對不同挑戰。



副主席兼董事總經理
查懋成

2018年6月20日於香港



BOARD OF DIRECTORS

董事會



Mr CHA Mou Sing Payson
查懋聲先生
Chairman
主席



Mr CHA Mou Zing Victor
查懋成先生
Deputy Chairman & Managing Director
副主席兼董事總經理



Mr CHUNG Sam Tin Abraham
鍾心田先生
Executive Director
執行董事



Mr TANG Moon Wah
鄧滿華先生
Executive Director
執行董事



The Honourable
Ronald Joseph ARCULLI
夏佳理先生
Non-executive Director
非執行董事



Mr CHA Mou Daid Johnson
查懋德先生
Non-executive Director
非執行董事



Ms WONG CHA May Lung Madeline
王查美龍女士
Non-executive Director
非執行董事



Mr CHEUNG Wing Lam Linus
張永霖先生
Independent Non-executive Director
獨立非執行董事



Mr FAN Hung Ling Henry
范鴻齡先生
Independent Non-executive Director
獨立非執行董事



Ms HO Pak Ching Loretta
何柏貞女士
Independent Non-executive Director
獨立非執行董事



Mr TANG Kwai Chang
鄧貴彰先生
Independent Non-executive Director
獨立非執行董事

BIOGRAPHICAL DETAILS OF DIRECTORS

董事之履歷

CHAIRMAN 主席

Mr CHA Mou Sing Payson JP, DSSc (Hons), aged 75, was appointed Executive Director and the Chairman in 1989 and 2007 respectively. He is also the Chairman of the Nomination Committee and a director of some subsidiaries of the Company. Mr CHA has over 50 years extensive experience in property development and investment. He is the chairman and non-executive director (“NED”) of Hanison Construction Holdings Limited (“Hanison”), executive chairman of Mingly Corporation (“Mingly”), independent non-executive director (“INED”) of each of New World Development Company Limited (“NWD”), Eagle Asset Management (CP) Limited being manager of Champion Real Estate Investment Trust (“CREIT”) and Hongkong International Theme Parks Limited. Mr CHA ceased as an INED of Munsun Capital Group Limited (“Munsun”) effective from 23 December 2016. Hanison, NWD, CREIT and Munsun are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). He is a member of One Country Two Systems Research Institute Limited, governing board member of China-United States Exchange Foundation, board member of the Real Estate Developers Association of Hong Kong, the chairman of Qiu Shi Science & Technologies Foundation (“Qiu Shi Foundation”), trustee of Sang Ma Trust Fund (“Sang Ma”) and honorary trustee of Oregon State University Foundation. Mr CHA is a sibling to Ms Madeline WONG, Mr Victor CHA and Mr Johnson CHA. He is also a director of CCM Trust (Cayman) Limited (“CCM Trust”) and LBJ Regents Limited (“LBJ Regent”), both are substantial shareholders of the Company within the meaning of Part XV of the Securities and Futures Ordinance and together whose interests in the Company represent the substantial interests of the Cha Family in the Company.

查懋聲先生 JP, DSSc (Hons), 75歲，分別於1989年及2007年獲委任為本公司執行董事及主席。彼亦為本公司提名委員會之主席及若干附屬公司之董事。查先生在物業發展及投資方面具有逾50年豐富經驗。彼為興勝創建控股有限公司(「興勝」)之主席兼非執行董事(「非執董」)、名力集團控股有限公司(「名力」)之執行主席、新世界發展有限公司(「新世界」)、鷹君資產管理(冠君)有限公司(該公司為冠君產業信託(「冠君」)之管理人)及香港國際主題樂園有限公司之獨立非執行董事(「獨董」)。查先生於2016年12月23日起辭任麥盛資本集團有限公司(「麥盛」)獨董之職務。興勝、新世界、冠君及麥盛均於香港聯合交易所有限公司(「聯交所」)上市。彼為一國兩制研究中心有限公司之成員、中美交流基金會理事會成員、香港地產建設商會會董、求是科技基金會(「求是基金」)主席、桑麻基金會(「桑麻基金」)受託人，以及俄勒岡州立大學基金會榮譽受託人。查先生為王查美龍女士之弟、查懋成先生及查懋德先生之兄。彼亦為CCM Trust (Cayman) Limited(「CCM Trust」)及LBJ Regents Limited(「LBJ Regents」)之董事，兩家公司根據證券及期貨條例第XV部為本公司主要股東，彼等於本公司之權益代表查氏家族於本公司之主要權益。

DEPUTY CHAIRMAN AND MANAGING DIRECTOR 副主席兼董事總經理

Mr CHA Mou Zing Victor *BA, MBA*, aged 68, was appointed Executive Director, the Managing Director and the Deputy Chairman in 1989, 2001 and 2007 respectively. He is a member of the Remuneration Committee and director of some subsidiaries of the Company. Mr CHA is responsible for the overall and day-to-day management of the Group. He has over 35 years extensive experience in real estate development and textile manufacturing. Mr CHA is an INED of SOHO China Limited and alternate INED of NWD, both companies are listed on the Stock Exchange, and NED of Mingly. He is the chairman of each of the Hong Kong-Japan Business Co-operation Committee of Hong Kong Trade Development Council and Hong Kong Arts Festival Society Limited and is also a member of the board of trustees of The Better Hong Kong Foundation and trustee of Sang Ma. Mr CHA is a sibling to Ms Madeline WONG, Mr Payson CHA and Mr Johnson CHA.

查懋成先生 *BA, MBA*，68歲，分別於1989年、2001年及2007年獲委任為本公司執行董事、董事總經理及副主席。彼乃本公司薪酬委員會成員及若干附屬公司之董事。查先生現負責集團之整體及日常管理工作。彼於房地產發展及紡織製造業務具有逾35年豐富經驗。查先生為SOHO中國有限公司之獨董、新世界之候補獨董（該兩家公司均於聯交所上市），以及名力之非執董。彼分別擔任香港貿易發展局港日經濟合作委員會及香港藝術節協會有限公司之主席，同時亦為香港明天更好基金之信託人委員會委員及桑麻基金受託人。查先生為王查美龍女士及查懋聲先生之弟及查懋德先生之兄。

EXECUTIVE DIRECTORS 執行董事

Mr CHUNG Sam Tin Abraham *FCPA*, aged 72, was appointed Executive Director in 1994 and is also a director of some subsidiaries of the Company. He has been serving the Group since 1978 and is now the head of finance and group operations overseeing the Group's finance, accounting, tax, insurance, information technology functions, all operating units in Discovery Bay and hospitality operation. Mr CHUNG is a certified public accountant, fellow member of the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the Institute of Chartered Accountants in England and Wales. He has over 45 years extensive experience in financial management and property development in Hong Kong.

鍾心田先生 *FCPA*，72歲，於1994年獲委任為本公司執行董事，亦為本公司若干附屬公司之董事。彼自1978年起已為集團服務，現為財務及集團營運總監，負責監管集團財政、會計、稅務、保險、資訊科技職能、所有愉景灣的營運單位及酒店業務。鍾先生為執業會計師、香港會計師公會及英格蘭及威爾斯特許會計師公會資深會員。彼於財務管理及香港物業發展方面具有逾45年豐富經驗。

Mr TANG Moon Wah *BA (Arch Studies), BArch*, aged 64, was appointed Executive Director in December 2004 and is also a director of some subsidiaries of the Company. He has been serving the Group since 1985 and is now the Country Head of Greater China (Hong Kong and the People's Republic of China) and the Head of Group Projects to assist the Managing Director of the Company in the day-to-day management of the Group and oversee the project management of real estate development in Greater China. Mr TANG has over 39 years extensive experience in property development. He is a fellow member of The Hong Kong Institute of Architects and has been the Authorised Person and Registered Architect since 1982 and 1991 respectively.

鄧滿華先生 *BA (Arch Studies), BArch*，64歲，於2004年12月獲委任為本公司執行董事，亦為本公司若干附屬公司之董事。彼自1985年起已為集團服務，現為大中華區（香港及中華人民共和國）區域總監及集團項目總監，協助本公司董事總經理處理集團日常的管理工作及監督大中華區房地產發展之項目管理。鄧先生於物業發展方面具有逾39年豐富經驗。彼為香港建築師學會資深會員並分別自1982年及1991年起成為香港註冊建築師認可人士及註冊建築師。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事之履歷

NON-EXECUTIVE DIRECTORS 非執行董事

The Honourable Ronald Joseph ARCULLI *GBM, CVO, GBS, OBE, JP*, aged 79, joined the Board in 1989 and was re-designated as Non-executive Director in June 2005. He is a senior partner of King & Wood Mallesons. Mr ARCULLI is an INED of Hang Lung Properties Limited, NED of Sino Hotels (Holdings) Limited, Sino Land Company Limited, Tsim Sha Tsui Properties Limited, HK Electric Investments Manager Limited (as trustee-manager of HK Electric Investments) and HK Electric Investments Limited. Save for HK Electric Investments Manager Limited, all the aforesaid companies are listed on the Stock Exchange. Mr ARCULLI holds directorships in other public and private companies in Hong Kong and overseas. He is now the chairman of FWD Group, an honorary fellow of Hong Kong Securities and Investment Institute and vice patron and former directors committee member of The Community Chest of Hong Kong. Mr ARCULLI is also a board member and the vice-chairman of the board of The West Kowloon Cultural District Authority and chairs its executive committee and development committee.

夏佳理先生 *GBM, CVO, GBS, OBE, JP*，79歲，於1989年加入本公司董事會，並於2005年6月調任為非執行董事。彼為金杜律師事務所的資深合夥人。夏佳理先生為恒隆地產有限公司之獨董，並為信和酒店(集團)有限公司、信和置業有限公司、尖沙咀置業集團有限公司、港燈電力投資管理人有限公司(港燈電力投資受託人—經理)及港燈電力投資有限公司之非執董。除港燈電力投資管理人有限公司外，上述公司均於聯交所上市。夏佳理先生亦於香港及海外其他公眾及私人公司擔任董事。彼現為富衛集團主席、香港證券及投資學會榮譽資深會員及香港公益金之名譽副會長及前董事委員會委員。夏佳理先生亦為西九文化區管理局董事局成員及副主席，並為其行政委員會及發展委員會之主席。

Mr CHA Mou Daid Johnson *BS, MBA*, aged 66, joined the Board in 1989 and was re-designated as Non-executive Director in December 2004. He is also a director of some subsidiaries of the Company. Mr CHA has nearly 40 years extensive experience in venture capital and investment management and currently a director of C.M. Capital Advisors (HK) Limited. He is a NED of Hanison, Mingly and China International Capital Corporation Limited ("CICCL"). Hanison and CICCL are listed on the Stock Exchange. Mr CHA is also an INED of Shanghai Commercial Bank Limited and director of a number of other companies in Hong Kong and overseas including LBJ Regents. He is active in non-profit making organisations including Qiu Shi Foundation and Moral Education Concern Group and is also a member of the finance committee and of the council of The Hong Kong University of Science & Technology. Mr CHA is a sibling to Ms Madeline WONG, Mr Payson CHA and Mr Victor CHA.

查懋德先生 *BS, MBA*，66歲，於1989年加入本公司董事會，並於2004年12月調任為非執行董事。彼亦為本公司若干附屬公司之董事。查先生於風險資本及投資管理方面累積近40年豐富經驗並現於C.M. Capital Advisors (HK) Limited擔任董事。彼為興勝、名力及中國國際金融股份有限公司(「中金」)之非執董。興勝及中金均於聯交所上市。查先生亦為上海商業銀行有限公司之獨董及多家香港及海外公司(包括LBJ Regents)之董事。彼積極參與包括求是基金及德育關注小組等多家非牟利機構之職務，且為香港科技大學財務委員會及校董會成員。查先生為王查美龍女士、查懋聲先生及查懋成先生之弟。

Ms WONG CHA May Lung Madeline, aged 78, joined the Board in 1989 and was re-designated as Non-executive Director in December 2004. She is also a director of some subsidiaries of the Company. Ms WONG is the deputy chairman of Mingly and also director or NED of a number of public and private companies in Hong Kong and overseas, including CCM Trust and LBJ Regents. She retired as a NED of Chinney Investments, Limited, which is listed on the Stock Exchange, in August 2015. Ms WONG is the chairwoman and a trustee of Sang Ma. She is a sibling to Mr Payson CHA, Mr Victor CHA and Mr Johnson CHA.

王查美龍女士，78歲，於1989年加入本公司董事會，並於2004年12月調任為非執行董事。彼亦為本公司若干附屬公司之董事。王女士為名力之副主席及多家香港及海外公眾及私人公司之董事或非執董，當中包括CCM Trust及LBJ Regents。彼於2015年8月退任於聯交所上市之建業實業有限公司非執董之職務。王女士為桑麻基金之主席及受託人。彼為查懋聲先生、查懋成先生及查懋德先生之姊。

INDEPENDENT NON-EXECUTIVE DIRECTORS 獨立非執行董事

Mr CHEUNG Wing Lam Linus *BSSc, JP*, aged 70, joined the Board in January 2006 and was re-designated as Independent Non-executive Director in March 2012. He is also the Chairman of the Remuneration Committee and a member of the Audit Committee of the Company. Mr CHEUNG is an INED of China Unicom (Hong Kong) Limited which is listed on the Stock Exchange and the board of directors of Sotheby's which is listed on the New York Stock Exchange. He was the chief executive of Hong Kong Telecommunications Limited from 1994 to 2000, deputy chairman of PCCW Limited from August 2000 to February 2004 and INED of Taikang Life Insurance Co. Ltd. from 2005 to 2011.

張永霖先生 *BSSc, JP*，70歲，於2006年1月加入本公司董事會，並於2012年3月調任為獨立非執行董事。彼亦為本公司薪酬委員會主席及審核委員會成員。張先生為於聯交所上市之中國聯合網絡通信(香港)股份有限公司之獨董及於紐約證券交易所上市之蘇富比之董事會成員。彼曾於1994年至2000年期間擔任香港電訊有限公司之行政總裁、於2000年8月至2004年2月期間出任電訊盈科有限公司之副主席及於2005年至2011年期間擔任泰康人壽保險股份有限公司獨董之職務。

Ms HO Pak Ching Loretta *FCIH (retired)*, aged 71, was re-designated as Independent Non-executive Director with effect from April 2010. Prior to her re-designation, she was appointed as Executive Director in 1994 and re-designated as Non-executive Director in April 2008 upon her retirement from all executive roles in the Group. Ms HO is also a member of both the Audit Committee and Nomination Committee of the Company. She is a retired member of the Chartered Institute of Housing Asian Pacific Branch and has over 45 years extensive experience in property development, property investment and management.

何柏貞女士 *FCIH(退休)*，71歲，於2010年4月調任為本公司獨立非執行董事。於調職前，彼於1994年獲委任為本公司執行董事，並於2008年4月退任集團所有行政職務後調任為非執行董事。何女士亦為本公司審核委員會及提名委員會成員。彼乃英國特許房屋經理學會亞太分會退休會員，並於物業發展、物業投資及管理方面具有逾45年豐富經驗。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事之履歷

Mr FAN Hung Ling Henry *BA, LLB, SBS, JP*, aged 70, was appointed Independent Non-executive Director in November 2017. He is also a member of Remuneration Committee of the Company. Mr FAN has over 30 years experience in business management. He is currently an INED of Sun Hung Kai Properties Limited, a company listed on the Stock Exchange and the managing director of Hong Kong Glory Limited, a family investment company. Mr FAN also served as a director and then managing director of CITIC Pacific Limited (now known as CITIC Limited) from 1990 and 1992 respectively to 2009 and the deputy chairman of Cathay Pacific Airways Limited from 1997 to 2009. He has a long record of public services in the Hong Kong Special Administrative Region and is currently a member of the Chief Executive's Council of Advisers on Innovation and Strategic Development, the Financial Services Development Council and the Task Force on Review of Self-financing Post-secondary Education. Mr FAN was also a non-official member of the Executive Council of Hong Kong, chairman of the Mandatory Provident Fund Schemes Authority, NED of Securities and Futures Commission of Hong Kong and INED of Hong Kong Exchanges and Clearing Limited. He is an Attorney-at-Law in the State of California, U.S.A. and Barrister-at-Law in Hong Kong and England and Wales.

范鴻齡先生 *BA, LLB, SBS, JP*，70歲，於2017年11月獲委任為本公司獨立非執行董事。彼亦為本公司薪酬委員會成員。范先生於商業管理方面擁有逾30年經驗。彼現為於聯交所上市之新鴻基地產發展有限公司之獨董及家族投資公司彩港有限公司之董事總經理。范先生分別自1990年及1992年起擔任中信泰富有限公司（現稱中國中信股份有限公司）董事及董事總經理之職務至2009年，以及於1997至2009年期間擔任國泰航空有限公司之副主席。彼亦長期為香港特別行政區的公共服務作出貢獻，現為行政長官創新及策略發展顧問團、金融發展局及檢討自資專上教育專責小組之成員。范先生亦曾出任香港行政會議非官守議員、強制性公積金計劃管理局主席、香港證券及期貨事務監察委員會之非執董及香港交易及結算所有限公司之獨董。彼在美國加利福尼亞州獲律師資格，以及在香港、英格蘭及威爾斯獲大律師資格。

Mr TANG Kwai Chang *FCCA, FCPA*, aged 65, was appointed Independent Non-executive Director in September 2014. He is also the Chairman of the Audit Committee and member of Nomination Committee of the Company. Mr TANG was a partner of Deloitte Touche Tohmatsu ("Deloitte") with extensive experience in auditing and audit risk management, the vice chairman of Deloitte China and board member of Deloitte Global when he retired in May 2013. He is currently an INED of Bank of Communications (Hong Kong) Limited, Baosteel Resources Company Limited and Baosteel Resources International Company Limited (subsidiaries of China Baowu Steel Group Corporation Limited), Tsit Wing International Holdings Limited ("Tsit Wing") and Foxconn Interconnect Technology Limited (which carries on business in Hong Kong as FIT Hon Teng Limited ("FIT")). Both Tsit Wing and FIT are listed on the Stock Exchange. Mr TANG is a fellow member of both the Association of Chartered Certified Accountants and the HKICPA. He is also currently a court member of Hong Kong Baptist University and member of the disciplinary panel of the HKICPA.

鄧貴彰先生 *FCCA, FCPA*，65歲，於2014年9月獲委任為本公司獨立非執行董事。彼亦為本公司審核委員會主席及提名委員會成員。鄧先生曾任德勤•關黃陳方會計師行（「德勤」）之合夥人，於審計及審計風險管理方面具有豐富經驗，並於2013年5月退休前為德勤中國之副主席及德勤國際之董事會成員。彼現為交通銀行（香港）有限公司、寶鋼資源有限公司及寶鋼資源（國際）有限公司（為中國寶武鋼鐵集團有限公司之附屬公司）、捷榮國際控股有限公司（「捷榮」）及鴻騰精密科技股份有限公司（以鴻騰六零八八精密科技股份有限公司（「鴻騰六零八八」）於香港經營業務）之獨董。捷榮及鴻騰六零八八均於聯交所上市。鄧先生為特許公認會計師公會及香港會計師公會之資深會員。彼亦現為香港浸會大學諮議會成員及香港會計師公會紀律小組成員。

DIRECTORS' REPORT

董事會報告

The Board of Directors (the "Board") of HKR International Limited (the "Company") is pleased to announce the audited final results of the Company and its subsidiaries (collectively the "Group") for the year ended 31 March 2018.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The activities of its principal subsidiaries, associates and joint ventures are set out in note 42 to the consolidated financial statements on pages 192 to 207.

RESULTS AND DIVIDEND

Results of the Group for the year ended 31 March 2018 are set out in the consolidated statement of profit or loss on page 90.

The Board has recommended the declaration of a final dividend of HK7 cents per share for the year ended 31 March 2018 (2017: HK7 cents) to the shareholders whose names appear on the registers of members of the Company on 31 August 2018. The proposed final dividend will be paid on 17 September 2018 following approval at 2018 annual general meeting of the Company to be held on 22 August 2018 ("2018 AGM"). The proposed final dividend together with the interim dividend of HK3 cents per share for the six months ended 30 September 2017 makes up a total dividend of HK10 cents per share for the year ended 31 March 2018 (2017: HK7 cents).

BONUS ISSUE

Apart from the final dividend, the Board has also recommended a bonus issue ("Bonus Issue") of shares of HK\$0.25 each in the capital of the Company ("Bonus Shares") on the basis of one (1) Bonus Share for every ten (10) existing shares held by the shareholders of the Company whose names appear on the register of members of the Company on 31 August 2018. The Bonus Shares will be issued and credited as fully paid at par and will rank pari passu with the existing issued ordinary shares of the Company in all respects from the date of issue, except that they will not rank for the proposed final dividend for the year ended 31 March 2018 or the Bonus Issue. The Bonus Issue is conditional upon the Shareholders' approval at the 2018 AGM and the Listing Committee of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting listing of, and permission to deal in, the Bonus Shares. Subject to the aforementioned conditions, the certificates for the Bonus Shares are expected to be despatched to the qualifying shareholders of the Company on or around 17 September 2018.

HKR International Limited 香港興業國際集團有限公司(「本公司」)董事會(「董事會」)欣然宣佈本公司及其附屬公司(統稱「集團」)截至2018年3月31日止年度之經審核全年業績。

主要業務

本公司之主要業務為投資控股。其主要附屬公司、聯營公司及合營公司之業務載於第192頁至第207頁之綜合財務報表附註42內。

業績及股息

集團截至2018年3月31日止年度之業績載於第90頁之綜合損益表內。

董事會建議向於2018年8月31日名列本公司股東名冊之股東宣派截至2018年3月31日止年度之末期股息每股7港仙(2017年：7港仙)。建議之末期股息於本公司2018年8月22日所舉行的2018年股東週年大會(「2018股東年會」)上獲批准後，將於2018年9月17日派付。建議之末期股息連同截至2017年9月30日止六個月之中期股息每股3港仙，為本公司截至2018年3月31日止年度所派付之全年股息合共每股10港仙(2017年：7港仙)。

發行紅股

除末期股息外，董事會亦建議發行紅股(「發行紅股」)，基準為於2018年8月31日名列本公司股東名冊之本公司股東每持有十(10)股現有股份獲發一(1)股本公司股本中每股面值0.25港元之股份(「紅股」)。紅股將按面值發行及列作悉數繳足股款入賬，並自發行當日與本公司現有已發行普通股享有同等權益，惟將不可享有截至2018年3月31日止年度之建議末期股息或發行紅股。發行紅股須待股東於2018股東年會上批准及香港聯合交易所有限公司(「聯交所」)上市委員會批准紅股上市及買賣後，方可作實。待上述條件達成後，預期紅股股票將於2018年9月17日或前後寄送予本公司合資格股東。

CLOSURE OF REGISTERS

The main and branch registers of members of the Company will be closed from 17 to 22 August 2018 (both days inclusive) for the 2018 AGM as well as from 29 to 31 August 2018 (both days inclusive) for the final dividend and Bonus Shares. During the periods, no transfer of shares will be registered. In order to be eligible to attend and vote at the 2018 AGM, and to qualify for the final dividend for the year ended 31 March 2018 and the Bonus Shares, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 16 and 28 August 2018 respectively. The notice of the 2018 AGM will be published on the websites of the Company and the Stock Exchange and despatched to the shareholders of the Company in due course.

BUSINESS REVIEW

Review of the Group's business and analysis of the Group's performance using financial key performance indicators during the year, a description of the principal risks and uncertainties facing by the Group and an indication of the likely future development of the Group's business are provided in the sections of this annual report headed "Chairman's Statement" (on pages 10 to 13), "Managing Director's Operations Review" (on pages 14 to 33), "Directors' Report" (on pages 41 to 58), "Financial Highlights" (on page 78), "Financial Review" (on pages 79 to 81), "Five-year Financial Summary" (on page 211) and in the notes to the consolidated financial statements. For review of the development, performance or position of the Group's business, the Group's environmental policies and performance, compliance with the relevant laws and regulations that have a significant impact on the Group and understanding of the Group's key relationships with its employees, customers and suppliers and others that have a significant impact on the Group, please see sections of this annual report headed "Managing Director's Operations Review" (on pages 14 to 33), "Directors' Report" (on pages 41 to 58) and "Corporate Governance Report" (on pages 59 to 77) as well as the [Environmental, Social and Governance Report](#) of the Company which is published online at the same time of this annual report.

暫停辦理股份過戶登記手續

本公司之股份過戶登記總處及分處將就2018股東年會於2018年8月17日至22日(包括首尾兩天)及就末期股息及紅股於2018年8月29日至31日(包括首尾兩天)暫停辦理股份過戶登記手續。於此期間,股份之轉讓手續將不予辦理。為確保合資格出席2018股東年會並於會上投票及合資格收取截至2018年3月31日止年度之末期股息及紅股,所有填妥的股份過戶文件連同相關股票最遲須分別於2018年8月16日及28日下午4時30分或之前送達本公司之香港股份過戶登記處香港中央證券登記有限公司,地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室,以辦理登記手續。2018股東年會通告將隨後於本公司及聯交所網站刊發及發送予本公司股東。

業務回顧

於年內,集團業務之審視及採用財務關鍵表現指標之分析、集團面對之主要風險和不明朗因素之描述,以及集團日後可能出現之業務發展,均載於本年報之「主席報告」(第10頁至第13頁)、「董事總經理業務回顧」(第14頁至第33頁)、「董事會報告」(第41頁至第58頁)、「財務概要」(第78頁)、「財務回顧」(第79頁至第81頁)、「五年財務概要」(第211頁)及綜合財務報表附註內。有關審視集團業務發展、表現或狀況、集團環境政策和表現、遵守對集團有重大影響之相關法律和法規,以及了解集團與其他人士之重要關係方面,請參閱本年報之「董事總經理業務回顧」(第14頁至第33頁)、「董事會報告」(第41頁至第58頁)及「企業管治報告」(第59頁至第77頁)以及與本年報同一時間在網上刊登之本公司[環境、社會及管治報告](#)。

During the financial year ended 31 March 2018, the Company has complied with the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”), the Securities and Futures Ordinance (the “SFO”) and the applicable companies laws. Details of the Company’s compliance with the code provisions set out in the Corporate Governance Code and Corporate Governance Report contained in the Listing Rules are provided in the “Corporate Governance Report” on pages 59 to 77.

The Group has set up proper procedures to ensure adherence to the relevant laws and regulations which have a significant impact on the Group in conduct of its business, including but not limited to the Residential Properties (First-hand Sales) Ordinance, Hotel and Guesthouse Accommodation Ordinance, Personal Data (Privacy) Ordinance, Minimum Wage Ordinance, Employment Ordinance and Occupational Safety and Health Ordinance. Any new enactment of or changes in the relevant laws and regulations would be communicated to the relevant departments and staff to ensure compliance. Reminders on compliance would also be sent out where necessary. During the year under review, there were no recorded cases of non-compliance with relevant standards, laws and regulations regarding occupational health and safety, the environment and data privacy.

RISKS AND UNCERTAINTIES

The Group’s businesses, financial conditions, results of operations and growth prospects may be affected by risks and uncertainties directly or indirectly pertaining to the Group’s businesses. The risk factors set out below are those that could result in the Group businesses, financial conditions, results of operations or growth prospects differing materially from expected or historical results. Such factors are by no means exhaustive or comprehensive, and there may be other risks in addition to those shown below which are not known to the Group or which may not be material now but could turn out to be material in the future. In addition, this annual report does not constitute a recommendation or advice to invest in the securities of the Company and investors are advised to make their own judgment or consult their own investment advisors before making any investment in the securities of the Company.

於截至2018年3月31日止年度，本公司遵守聯交所證券上市規則(「上市規則」)、證券及期貨條例(「證券條例」)以及適用之公司法的規定。有關本公司遵守上市規則企業管治守則及企業管治報告所載之守則條文的詳情載於第59頁至第77頁之「企業管治報告」內。

集團已制定適當之程序，以確保遵守對集團業務有重大影響之相關法律及規例，包括但不限於《一手住宅物業銷售條例》、《旅館業條例》、《個人資料(私隱)條例》、《最低工資條例》、《僱傭條例》和《職業安全及健康條例》。相關部門及員工會獲知會相關法律及規例之任何新頒布或變動，以確保符合相關規定。如有需要，亦會發送合規提示。於回顧年內，集團並無任何違反與職業健康與安全、環境及資料私隱相關準則、法律及法規之個案。

風險及不明朗因素

集團之業務、財務狀況、營運業績及發展前景均可能會受到與集團業務直接或間接有關之風險及不明朗因素所影響。下列風險因素可能會導致集團之業務、財務狀況、營運業績或發展前景與預期或過往業績出現重大差異。所有風險因素或未能詳錄，而已列出之因素亦非全面涵蓋各範疇，且除下列風險外，亦可能存在其他集團未知之風險，或目前未必屬於重大但日後可能變成重大之風險。此外，本年報並不構成投資本公司證券的建議或意見，投資者在投資本公司證券之前，務須自行判斷或諮詢彼等的投資顧問。

A) RISKS PERTAINING TO PROPERTY DEVELOPMENT AND INVESTMENT

Property development and investment are the Group's core businesses, primarily in Hong Kong, mainland China, Thailand and Japan. There exist a number of factors which could affect the property market in these regions, including among other things, changes in economic, political and legal environment, as well as changes in the government's policies and regulations such as the escalating trade tension between US and China which may result in negative impact on the Group's investment in mainland China. These inherent risks may affect the Group's investment strategy, business model and the performance of the Group's overall financial results and positions. To mitigate the risks, the Group actively assesses overall economic, political, legal and property market developments as well as their changes in these regions and continue to review and evaluate its investment strategy to ensure the Group responds to the changes promptly and adopts appropriate strategies. For each potential project, detailed feasibility and stress test with regard to all aspects will be carried out before making any commitment and will also engage joint venture partner if considered appropriate to minimise commercial and legal risks.

B) RISKS PERTAINING TO OPERATIONS OF THE GROUP

The Group's operations are subject to a number of risk factors distinctive to the operation of property development and investment, hospitality, services provided and healthcare business. For instance, default on the part of contractors or sub-contractors, buyers, tenants and strategic business partners; or inadequacies or failures of internal processes, systems and staff members; or other external factors such as rising construction cost, increasing competition and seasonality. In addition, accidents which may happen despite policies and procedures are set up for their prevention, which may lead to financial loss, litigation, damage of reputation and cause various levels of negative impact on the results of operations.

A) 與物業發展及投資有關之風險

物業發展及投資為集團之核心業務，主要位於香港、中國內地、泰國及日本。該等地區均有多項因素可影響其物業市場，其中包括經濟、政治與法律環境以及政府政策及法規之變化等，例如現時美國與中國逐步升級之貿易衝突可能為集團於中國內地之投資帶來不利影響。該等既有風險或會影響集團之投資策略、業務模式以及集團整體財務業績及狀況之表現。為減輕該等風險，集團會積極評估該等地區之整體經濟、政治、法律及物業市場方面的發展及其變化，並持續就其投資策略進行檢討及評估，以確保集團能迅速應對市場變化及採取適當策略。於各潛在項目作出投資承諾前，集團會就所有方面進行詳盡之可行性及壓力測試，並如認為合適，亦會邀請伙伴作合夥發展，務求將商業及法律風險減至最低。

B) 與集團營運有關之風險

集團營運受到物業發展及投資、酒店業務、配套服務及醫療保健業務等多種特有之風險因素所影響。例如，來自承辦商或分包商、買家、租戶及策略業務夥伴之失責行為、內部流程及系統之不足或員工之失誤，或其他外圍因素（如建築成本上升、競爭加劇及季節性等因素）。此外，即使已制定防範意外之政策及程序，意外仍可能會發生，因而可能引致財務損失、訴訟、聲譽受損，並對營運業績造成不同程度之負面影響。

To mitigate the relevant risks, the Group regularly reviews its existing policies and procedures to ensure their effectiveness and adequacy, imposes straight guidelines on carefully selecting and engaging vendors, closely monitors project time plans and statuses, up keeping assesses market condition and anticipates its changes to react with appropriate business strategies, continuously improves its service quality and facilities and maintains sufficient diversity in tenant-mix for its investment properties in order to preserve its competitiveness. The Group has also arranged appropriate insurance such as business interruption insurance which covers the loss of income that our businesses suffer due to disaster.

C) FINANCIAL RISKS

The major financial instruments of the Group include held-to-maturity investments, available-for-sale financial assets, trade receivables, other receivables, other assets, amounts due from associates, loans to joint ventures, amounts due from joint ventures, bank balances and cash, trade payables, deposits received and other financial liabilities, bank and other loans and other liabilities. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. Details of these financial instruments and the policies on how to mitigate these risk are set out in note 40 to the consolidated financial statements of this annual report.

D) HUMAN RESOURCES RISKS

The Group's success is dependent upon its ability to attract, train, retain and motivate highly skilled and qualified staff members in every aspect. The loss of key personnel, or the inability to find additional qualified personnel, could materially and adversely affect the Group's prospects and results of operations. To mitigate such uncertainty, succession planning is adopted to identify successors for key management positions and continuously provide coaching and training, both in-house and external, for talent development. The Group also regularly reviews its compensation and benefit packages to ensure such packages are in line with the market and creates a bonding culture to heighten the sense of belongings of staff members.

為緩解相關風險，集團會定期檢討其現有政策及程序以確保其有效充足、給予清晰指引以慎重選擇及聘用供應商、密切監察項目進度計劃及狀況、持續評估市況及預期其變動並以合適之商業策略作出應對、持續改善服務質素及設施，以及維持投資物業租戶組合之多元化以保持競爭力。集團亦投保適當保險，例如業務中斷保險，以保障因災害令業務受阻而流失之收入。

C) 財務風險

集團主要金融工具包括持至到期投資、可供出售金融資產、應收貿易賬款、其他應收款項、其他資產、應收聯營公司款項、貸款予合營公司、應收合營公司款項、銀行結餘及現金、應付貿易賬款、已收按金及其他金融負債、銀行及其他貸款以及其他負債。該等金融工具相關之風險包括市場風險（貨幣風險、利率風險及其他價格風險）、信貸風險以及流動資金風險。該等金融工具之詳情及如何減低相關風險之政策載列於本年報綜合財務報表附註40內。

D) 人力資源風險

集團之成功有賴其能否吸引、培訓、挽留及激勵不同層面之熟練及優秀員工。流失關鍵人員或未能覓得合資格需增聘的人員或會對集團之前景及營運業績造成重大不利影響。為減少該不確定因素，集團設有繼任計劃以識別關鍵管理職位之繼任人，並不斷提供內部及外部指導與培訓，以培育人才。集團亦定期檢討薪酬及福利待遇，以確保有關待遇與市場薪酬水平一致，並建立融洽文化以增強員工的歸屬感。

E) COMPLIANCE RISKS

Whilst the Group has a diversified portfolio of business operations across Hong Kong, mainland China and various Asia Pacific regions, any failure to anticipate the trend of regulatory changes or cope with relevant requirements may result in non-compliance with local laws or regulations, leading to not only financial loss but also reputational damage to the Group. To mitigate the risks, the Group continually monitors changes in relevant local laws and regulations, actively assesses the effect of relevant developments and seeks for legal advice when necessary to ensure relevant requirements are properly complied with in an effective manner.

Risk management is closely linked to the Group's internal control framework. Key control for mitigating high risks identified in the risk management process are subject to independent review by the Internal Audit Department. During the year under review, the Audit Committee, on behalf of the Board, has reviewed the effectiveness of the Group's risk management and internal control systems. Details of the aforesaid review of the effectiveness are disclosed in the "Corporate Governance Report" on pages 59 to 77.

SHARE CAPITAL

Details of the share capital of the Company are set out in note 30 to the consolidated financial statements on page 174.

DIRECTORS

During the financial year ended 31 March 2018, Mr Henry FAN was appointed and Dr Henry CHENG resigned as an Independent Non-executive Director ("INED") of the Company with effect from 1 November 2017 and 31 March 2018 respectively. The Directors during the financial year ended 31 March 2018 and at the date of this annual report are those set out on pages 34 and 35.

In accordance with the Company's Articles of Association (the "Articles"), the Corporate Governance Code (the "CG Code") and Corporate Governance Report as set out in Appendix 14 to the Listing Rules, Mr Payson CHA, Mr Victor CHA, Ms Madeline WONG, Ms Loretta HO and Mr Henry FAN will retire by rotation at the 2018 AGM. All the retiring Directors, being eligible, have offered themselves for re-election at the 2018 AGM. Other remaining Directors will continue in office.

E) 合規風險

集團在香港、中國大陸及多個亞太地區有多元化業務組合，如未能預測監管法規變動的走勢或應對相關規定，則有可能導致違反當地法律或規例，以致不單蒙受財務損失，亦會損害集團聲譽。為降低相關風險，集團持續監察相關地方法律及規例之變動，積極評估有關方面發展情況所產生之影響，並於必要時尋求法律意見，以確保有效及恰當地遵守相關規定。

風險管理與集團之內部監控框架息息相關。風險管理過程中為減緩高風險項目而採取之主要監控措施，皆曾經內部審核部門獨立審查。於回顧年內，審核委員會代表董事會檢討集團風險管理及內部監控系統之有效性。有關上述有效性之檢討詳情披露於第59頁至第77頁之「企業管治報告」內。

股本

有關本公司股本之詳情載於第174頁之綜合財務報表附註30內。

董事

截至2018年3月31日止財政年度，范鴻齡先生自2017年11月1日起獲委任為本公司獨立非執行董事（「獨董」），而鄭家純博士自2018年3月31日起辭任本公司獨董之職務。於截至2018年3月31日止財政年度及於本年報日期之董事載於第34頁及第35頁中。

按照本公司組織章程細則（「章程細則」）及上市規則附錄14所載企業管治守則（「企管守則」）及企業管治報告之規定，查懋聲先生、查懋成先生、王查美龍女士、何柏貞女士及范鴻齡先生將於2018股東年會上輪值退任。所有即將於2018股東年會上退任之董事皆符合資格，並願意膺選連任。餘下其他董事將繼續留任。

None of the Directors offering themselves for re-election at the 2018 AGM has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation) and all Directors are subject to retirement by rotation and re-election at the AGMs of the Company in accordance with the Articles. The rotation clause sets up a mechanism to ensure that all Directors shall retire at least once every three years.

Each of the INEDs of the Company has confirmed his/her independence pursuant to rule 3.13 of the Listing Rules. The Company is of the view that all INEDs of the Company meet the independence guidelines set out in the Listing Rules and are independent accordingly.

Assisted by heads of functional units, the Executive Directors (“EDs”) of the Company have the direct responsibilities for the business and operations of the Group and hence the EDs of the Company are regarded as the Company’s senior management. Biographical details of the Directors are set out on pages 36 to 40. Details of the Directors’ emoluments are also provided under note 12 to the consolidated financial statements on pages 145 to 147.

PERMITTED INDEMNITY AND DIRECTORS AND OFFICERS LIABILITY INSURANCE

The Articles provides that every Director is entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in carrying out his/her duties or otherwise in relation thereto. Directors and Officers Liability Insurance Policy is in place to protect the Directors against potential costs and liabilities arising from claims brought against the Directors.

DIRECTORS’ INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2018, the interests or short positions of the Directors and their respective associates in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 to the Listing Rules and adopted by the Company were as follows:

於2018股東年會上膺選連任之董事概無訂立不可由集團於一年內在毋須支付賠償(法定賠償除外)之情況下終止之服務合約。所有董事須按照章程細則於本公司之股東年會上輪值退任及膺選連任。有關輪值退任條文已設立確保所有董事須每三年至少輪值退任一次之機制。

本公司每名獨董各自已根據上市規則第3.13條作出獨立性確認。本公司認為所有本公司獨董均達致上市規則所載之獨立性指引，因此確認為獨立人士。

本公司執行董事(「執董」)在職能單位主管協助下直接負責集團之業務及營運，從而本公司執董被視為本公司高層管理人員。董事之履歷詳情載列於第36頁至第40頁。董事酬金之詳情亦載列於第145頁至第147頁之綜合財務報表附註12內。

獲准許彌償及董事及高級職員責任保險

章程細則規定，每位董事有權就彼任期內或因執行職務而可能招致或發生與此相關之損失或責任從本公司資產中獲得賠償。為保障董事免受潛在損失及避免董事提出申索所產生之責任，本公司已投保董事及高級職員責任保險。

董事於股份、相關股份及債權證之權益

於2018年3月31日，董事及彼等各自之聯繫人士於本公司或任何相聯法團(定義見證券條例第XV部)之股份、相關股份及債權證中，擁有記錄於本公司根據證券條例第352條須存置之登記冊內，或根據本公司所採納之上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所之權益或淡倉如下：

DIRECTORS' REPORT

董事會報告

A) LONG POSITIONS IN THE COMPANY'S SHARES OF HK\$0.25 EACH

A) 於本公司每股面值0.25港元股份之好倉

Name of director 董事名稱	Capacity 身份	Number of ordinary share 普通股數目				Total 總數	Approximate percentage of issued share capital 佔已發行股本之概約百分比
		Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other interests 其他權益		
Payson CHA 查懋聲	Beneficial owner, interests of a controlled corporation and beneficiary of discretionary trusts 實益擁有人、受控法團權益及酌情信託受益人	3,113,113	–	16,867,074 ¹	618,895,387 ²	638,875,574	47.31
Victor CHA 查懋成	Beneficial owner and beneficiary of discretionary trusts 實益擁有人及酌情信託受益人	1,140,253	–	–	629,498,383 ²	630,638,636	46.70
Johnson CHA 查懋德	Beneficiary of discretionary trusts 酌情信託受益人	–	–	–	628,200,885 ²	628,200,885	46.52
Madeline WONG 王查美龍	Founder and/or beneficiary of discretionary trusts 酌情信託創立人及/或受益人	–	–	–	627,487,463 ^{3,4}	627,487,463	46.47
Ronald ARCULLI 夏佳理	Beneficiary of a trust 信託受益人	241,472	–	–	–	241,472	0.02
Abraham CHUNG 鍾心田	Beneficial owner 實益擁有人	315,084	–	–	–	315,084	0.02
Loretta HO 何柏貞	Beneficial owner 實益擁有人	85,600	–	–	–	85,600	0.01
TANG Moon Wah 鄧滿華	Beneficial owner 實益擁有人	135,200	–	–	–	135,200	0.01

¹ The shares were held by Accomplished Investments Limited, a corporation 100% owned by Mr Payson CHA.

¹ 該等股份乃由查懋聲先生全資擁有之公司Accomplished Investments Limited持有。

² The shares belonged to certain but not identical discretionary trusts of which CCM Trust (Cayman) Limited ("CCM Trust") and LBJ Regents Limited ("LBJ Regents") were the corporate trustees and the relevant Directors were among the members of the classes of discretionary beneficiaries.

² 該等股份屬於若干不同酌情信託及由名為CCM Trust (Cayman) Limited(「CCM Trust」)及LBJ Regents Limited(「LBJ Regents」)之法團受託人持有，而有關董事屬於酌情受益人。

³ 577,842,756 shares belonged to certain but not identical discretionary trusts of which CCM Trust and LBJ Regents were the corporate trustees and the Director was among the members of the classes of discretionary beneficiaries.

³ 577,842,756股股份屬於若干不同酌情信託及由名為CCM Trust及LBJ Regents之法團受託人持有，而該董事屬於酌情受益人。

⁴ The Director was, under two separate discretionary trusts of which CCM Trust and LBJ Regents were the corporate trustees, the founder and member of the classes of discretionary beneficiaries thereof. Such trusts were deemed to be interested in 49,644,707 shares in aggregate.

⁴ 該董事為由名為CCM Trust及LBJ Regents之法團受託人所持之兩個不同酌情信託的創立人及其中的酌情受益人。該等信託被視為擁有合共49,644,707股股份之權益。

B) SHARE OPTIONS

Certain Directors have been granted share options of the Company, details of which are set out in the paragraph headed “Share Option Scheme” below.

Save as disclosed above and for certain Directors holding non-beneficial interests in the share capital of some of the subsidiaries of the Company as the nominee shareholders, as at 31 March 2018, none of the Directors or their respective associates had any interests or short positions in any shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules.

SHARE OPTION SCHEME

The Company has adopted its share option scheme, namely 2011 Scheme and the listing status of the shares issued (if any) under this scheme was granted by the Stock Exchange. Particulars of the 2011 Scheme as required to be disclosed under the Listing Rules are set out below:

A) PURPOSE

To provide the participants who have been granted share options to subscribe for ordinary shares in the Company with the opportunity to acquire proprietary interests in the Company and to encourage the participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole.

B) PARTICIPANTS

All Directors, full-time employees and any consultants (employed on a contract basis) of the Company, its subsidiaries and/or its associated companies are eligible to participate in the 2011 Scheme.

C) MAXIMUM NUMBER OF SHARES AVAILABLE FOR ISSUE

A maximum number of 135,027,436 shares of the Company may be issued upon exercise of all share options granted or to be granted under the 2011 Scheme.

B) 股份期權

若干董事獲授本公司之股份期權，有關詳情載於下文「股份期權計劃」一段。

除上文披露者及由若干董事以代理人名義持有本公司若干附屬公司股本之非實益權益外，於2018年3月31日，董事或彼等各自之聯繫人士於本公司或任何相聯法團（定義見證券條例）之任何股份、相關股份及債權證，概無擁有記錄於本公司根據證券條例第352條須存置之登記冊內，或根據上市規則所載標準守則須知會本公司及聯交所之任何權益或淡倉。

股份期權計劃

本公司已採納其股份期權計劃（即2011年計劃），而根據該計劃發行之股份（如有）已獲聯交所授出上市地位。按上市規則規定須披露有關2011年計劃之資料載列如下：

A) 目的

目的是為獲授予股份期權以認購本公司普通股之參與者提供購買本公司資本權益之機會，並鼓勵參與者為本公司及其股東之整體利益，努力提高本公司及其股份之價值。

B) 參與者

本公司、其附屬公司及/或其聯營公司之所有董事、全職僱員及任何以合約形式聘用之顧問均合資格參與2011年計劃。

C) 可予發行之最多股份數目

因行使根據2011年計劃授出或將予授出之所有股份期權可予發行之本公司股份最多為135,027,436股。

D) MAXIMUM ENTITLEMENT OF EACH PARTICIPANT

The total number of shares of the Company issued and to be issued upon exercise of the share options granted and to be granted to each participant (including both exercised and unexercised share options) under the 2011 Scheme or any other share option scheme (if any) adopted by the Company in any 12-month period must not exceed 1% of the shares of the Company in issue unless otherwise approved by the shareholders of the Company.

Where any grant of share options to a substantial shareholder or an INED of the Company, or any of their respective associates (as defined in the Listing Rules), would result in the shares of the Company issued and to be issued upon exercise of all share options already granted and to be granted to such person in any 12-month period up to and including the date of the grant:

- representing in aggregate over 0.1% of the shares of the Company in issue; and
- having an aggregate value, based on the closing price of the shares of the Company as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant in excess of HK\$5.0 million,

such grant of share options shall be subject to prior approval of the shareholders of the Company who are not connected persons of the Company as defined in the Listing Rules.

E) PERIOD WITHIN WHICH THE SHARES MUST BE TAKEN UP UNDER A SHARE OPTION

A share option must be exercised within 10 years from the date on which it is granted or such shorter period as the Board (or the relevant committee thereof) may specify at the time of grant.

F) MINIMUM PERIOD AND REQUIREMENT, IF ANY, FOR WHICH A SHARE OPTION MUST BE HELD BEFORE IT CAN BE EXERCISED

At the time of the grant of a share option, the Board (or the relevant committee thereof) must specify the minimum period(s), if any, for which a share option must be held before it can be exercised.

D) 每名參與者可獲權益上限

除獲本公司股東另行批准，於任何12個月期間因行使根據2011年計劃或本公司採納之任何其他股份期權計劃(如有)授出或將予授出之股份期權(包括已行使及尚未行使之股份期權)而向每名參與者發行及將予發行之本公司股份總數不得超出本公司已發行股份之1%。

倘向本公司之主要股東或獨董或彼等各自之任何聯繫人士(定義見上市規則)授出股份期權，將會導致於截至授出日期止之任何12個月期間(包括授出之日)向該人士已授出及將予授出之一切股份期權獲行使時發行及將予發行之本公司股份：

- 合共佔本公司已發行股份之0.1%以上；及
- 根據於授出日期聯交所發出之每日報價表所述本公司股份之收市價計算，總值超過5.0百萬港元，

則授出該等股份期權須取得並非本公司關連人士(定義見上市規則)之本公司股東事先批准。

E) 根據股份期權可認購股份之期限

每份股份期權須於其授出日期起計10年內或由董事會(或有關委員會)於授出股份期權時所指定之較短期限內行使。

F) 股份期權行使前必須持有之最短期限及規定(如有)

於授出股份期權時，董事會(或有關委員會)必須指明股份期權於可予行使前必須持有之最短期限(如有)。

G) PERIOD OPEN FOR ACCEPTANCE OF A SHARE OPTION AND AMOUNT PAYABLE UPON ACCEPTANCE

The offer of the grant of a share option (of which the date of grant must be a business day of the Stock Exchange) must be accepted within 14 days from the date on which the offer letter is delivered to the participant and a consideration of HK\$1 must be paid upon acceptance.

H) BASIS OF DETERMINING THE SUBSCRIPTION PRICE OF A SHARE OPTION

The subscription price of a share option shall be no less than the higher of:

- the closing price of the shares of the Company as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant;
- the average closing price of the shares of the Company as stated in the daily quotations sheets issued by the Stock Exchange for the five business days of the Stock Exchange immediately preceding the date of grant; and
- the nominal value of a share of the Company on the date of grant.

I) REMAINING LIFE

The 2011 Scheme has a life of 10 years and will expire on 7 September 2021 unless otherwise terminated in accordance with the terms of the 2011 Scheme.

DETAILS OF SHARE OPTIONS GRANTED AND AVAILABLE FOR GRANT

The total number of shares in the Company available for grant of share options under the 2011 Scheme is 135,027,436 shares which represents 10% of the issued share capital of the Company at the date of adoption of the 2011 Scheme (i.e. 8 September 2011). During the year, the Company granted share options to certain Directors and employees to subscribe for a total of 25,800,000 ordinary shares of HK\$0.25 each in the share capital of the Company under the 2011 Scheme which represents approximately 1.9% of the issued share capital of the Company at the date of grant. No option was exercised, cancelled or lapsed in accordance with the terms of the 2011 Scheme during the financial year ended 31 March 2018. Details of the movement of share options during the year and the outstanding share options as at 31 March 2018 under the 2011 Scheme were as follows:

G) 接納股份期權之期限及接納時應付金額

授出股份期權(授出日期必須為聯交所之營業日)之要約必須在向參與人發出要約函起計14日內獲接納，於接納時須繳付代價1港元。

H) 股份期權認購價之釐定基準

股份期權之認購價必須不低於下列所述之較高者：

- 根據聯交所於授出日期發出之每日報價表所述本公司股份收市價；
- 根據聯交所於緊接授出日期前五個聯交所營業日發出之每日報價表所述本公司股份平均收市價；及
- 本公司股份於授出日期之面值。

I) 餘下之年期

除根據2011年計劃之條款被另行終止外，2011年計劃之有效年期為10年，並將於2021年9月7日屆滿。

已授出及可供授出之股份期權詳情

根據2011年計劃可供授出股份期權認購本公司股份總數為135,027,436股，相等於本公司於2011年計劃採納之日(即2011年9月8日)已發行股本之10%。於年內，本公司根據2011年計劃向若干董事及僱員授出股份期權以認購本公司股本中合共25,800,000股每股面值0.25港元之普通股，相等於本公司於授出日期已發行股本約1.9%。截至2018年3月31日止財政年度，概無股份期權根據2011年計劃條款獲行使、註銷或終止。股份期權於年內之變動及根據2011年計劃於2018年3月31日尚未行使之股份期權詳情如下：

DIRECTORS' REPORT

董事會報告

				Number of share option 股份期權數目			
				Balance as at 1 April 2017 於2017年 4月1日結餘	Granted during the year ⁷ 年內授出 ⁷	Exercised during the year 年內行使	Balance as at 31 March 2018 於2018年 3月31日結餘
Name or Category of participant 參與者姓名或類別	Date of grant ^{5&6}	授出日期 ^{5&6}	Exercise price per share (HK\$) 每股行使價 (港元)				
Payson CHA 查懋聲	28 February 2017 12 March 2018	2017年2月28日 2018年3月12日	4.23 4.81	2,900,000 –	– 5,000,000	– –	2,900,000 5,000,000
Victor CHA 查懋成	28 February 2017 12 March 2018	2017年2月28日 2018年3月12日	4.23 4.81	2,900,000 –	– 5,000,000	– –	2,900,000 5,000,000
Abraham CHUNG 鍾心田	28 February 2017 12 March 2018	2017年2月28日 2018年3月12日	4.23 4.81	2,000,000 –	– 3,000,000	– –	2,000,000 3,000,000
TANG Moon Wah 鄧滿華	28 February 2017 12 March 2018	2017年2月28日 2018年3月12日	4.23 4.81	2,000,000 –	– 3,000,000	– –	2,000,000 3,000,000
Madeline WONG 王查美龍	28 February 2017 12 March 2018	2017年2月28日 2018年3月12日	4.23 4.81	1,100,000 –	– 1,600,000	– –	1,100,000 1,600,000
Johnson CHA 查懋德	28 February 2017 12 March 2018	2017年2月28日 2018年3月12日	4.23 4.81	1,100,000 –	– 1,600,000	– –	1,100,000 1,600,000
Ronald ARCULLI 夏佳理	28 February 2017 12 March 2018	2017年2月28日 2018年3月12日	4.23 4.81	1,100,000 –	– 1,600,000	– –	1,100,000 1,600,000
Henry CHENG ⁸ 鄭家純 ⁸	28 February 2017 12 March 2018	2017年2月28日 2018年3月12日	4.23 4.81	1,100,000 –	– 800,000	– –	1,100,000 800,000
Loretta HO 何柏貞	28 February 2017 12 March 2018	2017年2月28日 2018年3月12日	4.23 4.81	700,000 –	– 800,000	– –	700,000 800,000
Linus CHEUNG 張永霖	28 February 2017 12 March 2018	2017年2月28日 2018年3月12日	4.23 4.81	500,000 –	– 800,000	– –	500,000 800,000
TANG Kwai Chang 鄧貴彰	28 February 2017 12 March 2018	2017年2月28日 2018年3月12日	4.23 4.81	200,000 –	– 800,000	– –	200,000 800,000
Employees of the Group 集團之僱員	12 March 2018	2018年3月12日	4.81	–	1,800,000	–	1,800,000
Total 總計				15,600,000	25,800,000	–	41,400,000

⁵ Share options granted on 28 February 2017 are exercisable during the period from 28 February 2017 to 27 February 2027.

Share options granted on 12 March 2018 are exercisable during the period from 12 March 2018 to 11 March 2028.

⁵ 於2017年2月28日授出之股份期權可於2017年2月28日至2027年2月27日期間內行使。
於2018年3月12日授出之股份期權可於2018年3月12日至2028年3月11日期間內行使。

⁶ The share options vested immediately on the respective dates of grant.

⁶ 股份期權於各授出日期即時歸屬。

⁷ The closing price of the shares of the Company immediately before the date of grant was HK\$4.78 per share.

⁷ 緊接授出日期前本公司股份收市價為每股4.78港元。

⁸ Dr CHENG resigned as an INED of the Company with effect from 31 March 2018.

⁸ 鄭博士自2018年3月31日起辭任本公司獨董之職務。

Details of the value of the share options granted during the financial year ended 31 March 2018 and the accounting policy adopted for the share options are set out in note 31 to the consolidated financial statements on pages 174 to 176.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the heading "Share Option Scheme" above, at no time during the year was the Company or any of its 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.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the year, the interests of the Directors in businesses, which competed or were likely to compete, either directly or indirectly, with the businesses of the Group as required to be disclosed pursuant to the Listing Rules are as follows:

a) The Honourable Ronald ARCULLI is an INED of Hang Lung Properties Limited ("HLP") and also NED of Sino Hotels (Holdings) Limited ("SHH"), Sino Land Company Limited ("SLC") and Tsim Sha Tsui Properties Limited ("TSTP"). The businesses of HLP, SHH, SLC and TSTP involve at least some of property investment, property development, property management and hotel management and ownership. HLP, SHH, SLC and TSTP are all listed on the Stock Exchange.

b) Mr Payson CHA is the chairman and NED of Hanison Construction Holdings Limited ("Hanison") and INED of New World Development Company Limited ("NWD"), Eagle Asset Management (CP) Limited ("EAM") being manager of Champion Real Estate Investment Trust ("CREIT") and Hongkong International Theme Parks Limited ("HITP") being owner and operator of Hong Kong Disneyland hotels. The businesses of Hanison, NWD, EAM, CREIT and HITP involve at least some of property investment, property development, property management, healthcare services and hotel management and ownership. Hanison, NWD and CREIT are all listed on the Stock Exchange.

c) Mr Victor CHA is an INED of SOHO China Limited ("SOHO") and alternate INED of NWD. The businesses of SOHO and NWD involve at least some of property investment, property development, property management and hotel management and ownership. SOHO and NWD are both listed on the Stock Exchange.

截至2018年3月31日止財政年度，所授出股份期權之價值及股份期權所採納會計政策之詳情載於第174頁至第176頁之綜合財務報表附註31內。

董事認購股份或債權證之權利

除上述「股份期權計劃」所披露者外，本公司或其任何附屬公司概無於年內任何時間訂立任何安排，致使董事可藉購買本公司或任何其他法人團體之股份或債權證而獲益。

董事於競爭業務之權益

於年內，董事於與集團業務有直接或間接競爭或可能存在競爭之業務中，擁有須根據上市規則作出披露之權益如下：

a) 夏佳理先生為恒隆地產有限公司（「恒隆」）之獨董，亦為信和酒店（集團）有限公司（「信和酒店」）、信和置業有限公司（「信和置業」）及尖沙咀置業集團有限公司（「尖沙咀置業」）之非執董。恒隆、信和酒店、信和置業及尖沙咀置業之業務至少涉及部份物業投資、物業發展、物業管理以及酒店管理及擁有權。恒隆、信和酒店、信和置業及尖沙咀置業均於聯交所上市。

b) 查懋聲先生為興勝創建控股有限公司（「興勝」）之主席及非執董，亦為新世界發展有限公司（「新世界」）、鷹君資產管理（冠君）有限公司（「鷹君管理」，為冠君產業信託（「冠君」）之管理人）及香港國際主題樂園有限公司（「主題樂園」，為香港迪士尼樂園酒店之擁有及經營者）之獨董。興勝、新世界、鷹君管理、冠君及主題樂園之業務至少涉及部份物業投資、物業發展、物業管理、保健服務以及酒店管理及擁有權。興勝、新世界及冠君均於聯交所上市。

c) 查懋成先生為SOHO中國有限公司（「SOHO」）之獨董及新世界之候補獨董。SOHO及新世界之業務至少涉及部份物業投資、物業發展、物業管理以及酒店管理及擁有權。SOHO及新世界均於聯交所上市。

DIRECTORS' REPORT

董事會報告

d) Mr Johnson CHA is a NED of Hanison whose group's businesses consist of property investment, property development, property management and healthcare services. Hanison is listed on the Stock Exchange.

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

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2018, the following persons (other than the Directors) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

LONG POSITIONS IN THE COMPANY'S SHARES OF HK\$0.25 EACH

d) 查懋德先生為興勝之非執董，該公司之集團業務包括物業投資、物業發展、物業管理及保健服務。興勝於聯交所上市。

除本公司獨董及上文披露者外，董事於年內概無於集團業務以外任何與集團業務直接或間接競爭或可能存在競爭之業務中擁有權益。

主要股東

於2018年3月31日，根據本公司按證券條例第336條規定須存置之登記冊所記錄，下列人士（董事除外）於本公司之股份及相關股份中擁有之權益或淡倉如下：

於本公司每股面值0.25港元股份之好倉

Name of shareholder 股東名稱	Capacity 身份	Number of ordinary share 普通股數目	Approximate percentage of issued share capital 佔已發行股本之 概約百分比
CCM Trust (Cayman) Limited	Corporate trustee 法團受託人	560,153,905 ⁹	41.48
LBJ Regents Limited	Corporate trustee 法團受託人	91,894,801 ¹⁰	6.81

⁹ The shares were held by CCM Trust as corporate trustee of certain but not identical discretionary trusts of which members of the classes of discretionary beneficiaries comprise the late Dr CHA Chi Ming's issue.

⁹ 該等股份乃由CCM Trust以法團受託人身份為若干不同酌情信託持有，而該等酌情受益人包括已故查濟民博士之後嗣。

¹⁰ The shares were held by LBJ Regents as corporate trustee of certain but not identical discretionary trusts of which members of the classes of discretionary beneficiaries comprise the late Dr CHA Chi Ming's issue.

¹⁰ 該等股份乃由LBJ Regents以法團受託人身份為若干不同酌情信託持有，而該等酌情受益人包括已故查濟民博士之後嗣。

Save as disclosed above, as at 31 March 2018, no other interests or short positions in the shares or underlying shares of the Company were recorded in the register required to be kept by the Company under Section 336 of the SFO.

DEBT SECURITIES

As at 31 March 2018, principal amount of unlisted notes issued by the Company which due 2020 amounted to HK\$798.0 million in aggregate. Details of the debt securities are disclosed in note 27 to the consolidated financial statements on page 172.

除上文披露者外，於2018年3月31日，概無於本公司股份或相關股份之其他權益或淡倉記錄於本公司根據證券條例第336條須存置之登記冊內。

債務證券

於2018年3月31日，本公司發行於2020年到期之非上市票據累計本金總額為798.0百萬港元。債務證券之詳情載於第172頁之綜合財務報表附註27內。

CONNECTED AND RELATED PARTY TRANSACTIONS

The related party transactions as disclosed under paragraphs (a) and (b) of note 43 to the consolidated financial statements on pages 207 and 208 constitute connected transactions or continuing connected transactions under the Listing Rules but are exempt from shareholders' approval and disclosure and other requirements under Chapter 14A.76 of the Listing Rules. Save for the aforesaid transactions, the other related party transactions shown in note 43 to the consolidated financial statements do not constitute connected transactions or continuing connected transactions under the Listing Rules.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS, TRANSACTIONS AND ARRANGEMENTS OF SIGNIFICANCE

Save as disclosed above, no contract, transactions or arrangements of significance to which the Company or any of its subsidiaries was a party and in which a director or controlling shareholder had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

CONTINUING DISCLOSURE REQUIREMENTS UNDER RULE 13.21 OF CHAPTER 13 OF THE LISTING RULES

In accordance with the continuing obligation set out in rule 13.21 of Chapter 13 of the Listing Rules, the following are the details of a loan agreement with covenants relating to specific performance on the controlling shareholders of the Company as at 31 March 2018 pursuant to rule 13.18 thereof. There exists no reporting obligation by the Company under rules 13.17 and 13.19 of the Listing Rules accordingly.

The Company is the borrower of a loan agreement entered into on 8 September 2015 (the "Loan Agreement") for a transferable term loan and revolving credit facility in an aggregate principal amount of HK\$8.0 billion with final maturity date falling five years from the date of the Loan Agreement.

Under the Loan Agreement, among others, an event of default is triggered when the existing individual shareholder of the Company (together with his associate(s)) holding the single largest shareholding (direct or indirect) in the Company on the date of the Loan Agreement ceases to be the Company's single largest beneficial shareholder at any time during the term of the Loan Agreement.

關連及關聯方交易

第207頁及第208頁之綜合財務報表附註43(a)及(b)段所披露之關聯方交易構成上市規則項下之關連交易或持續關連交易，惟根據上市規則第14A.76章獲豁免遵守股東之批准、披露及其他規定。除上述交易外，綜合財務報表附註43列示之其他關聯方交易並無構成上市規則項下的關連交易或持續關連交易。

董事及控股股東於重大合約、交易及安排之權益

除上文披露者外，本公司或其任何附屬公司概無訂立董事或控股股東於其中直接或間接擁有重大權益而於年結日或年度內任何時間仍然生效之任何重大合約、交易或安排。

上市規則第13章第13.21條之持續披露規定

根據上市規則第13章第13.21條持續責任之規定，並參照第13.18條，下列為於2018年3月31日附有本公司控股股東須履行特定責任條件之貸款協議之詳情。根據上市規則第13.17條及第13.19條，本公司並不須就該等貸款協議之存在而構成申報責任。

本公司為一份於2015年9月8日訂立之貸款協議（「貸款協議」）之借款人。貸款協議有關一項本金總額為80.0億港元之可轉換定期貸款及循環信貸融資，最後到期日為貸款協議訂立日期起計五年屆滿之日。

根據貸款協議（其中包括）於貸款協議訂立日期持有本公司單一最大股權（直接及間接）之本公司現有個人股東（連同彼之聯繫人士），於貸款協議期間內任何時間不再是本公司單一最大個人實益股東，則構成違約事項。

DIRECTORS' REPORT

董事會報告

As at the date of the Loan Agreement, Mr Payson CHA, the Chairman of the Company, who personally and together with his associates including a controlled corporation and certain companies acting as corporate trustees of certain discretionary family trusts of which Mr Payson CHA (to his knowledge) was among the discretionary beneficiaries, held direct and indirect an aggregate interest in 638,875,574 shares in the Company, representing approximately 47.31% of the issued share capital of the Company and he was treated the then individual beneficial shareholder holding the single largest shareholding in the Company under the Loan Agreement.

As at the date of this report, the shareholding in the Company held by Mr Payson CHA remains unchanged and he is still treated as the single largest individual beneficial shareholder of the Company.

CONTINUING DISCLOSURE REQUIREMENTS UNDER RULES 13.20 AND 13.22 OF CHAPTER 13 OF THE LISTING RULES

In accordance with the requirements of rules 13.20 and 13.22 of Chapter 13 of the Listing Rules, the following were the details of financial assistances and guarantees given for facilities granted to affiliated companies of the Company as at 31 March 2018 pursuant to rules 13.13 and 13.16 thereof.

a) As at 26 May 2017, the Group committed to advance to Gainwick Limited ("Gainwick"), a joint venture formed by the Group (owned as to 40%) and Hysan Development Company Limited (owned as to 60%) for the purpose of a residential property development in Tai Po, New Territories, in a form of shareholders' loan in a total amount of HK\$1,437.2 million which is unsecured and has no fixed terms of repayment (the "Shareholders' Loan", comprising loan for land premium amounted to HK\$1,357.2 million which is non-interest bearing and loan for working capital up to HK\$80.0 million with an interest rate of 2% per annum over 1-month Hong Kong Interbank Offered Rate ("HIBOR")). The Company also provides guarantee up to HK\$2,000.0 million in favour of a syndicate of financial institutions in Hong Kong as a security for Gainwick's obligation under the banking facilities granted to Gainwick by the financial institutions (the "Guarantee"). The interest rate for the banking facilities is a sum of HIBOR of 0.65% per annum and relevant interest period (one, two to three months or subject to availability six months at the selection of Gainwick and mutually agreed with the financial institutions). Further details of the repayment terms and security of the Guarantee are disclosed in the announcement of the Company dated 26 May 2017. As at 31 March 2018, the outstanding Shareholders' Loan amounted to HK\$747.9 million and out of which HK\$55.2 million was loan for working capital. The guarantee given in respect of the banking facilities granted to Gainwick amounted to HK\$666.1 million.

於貸款協議日期，本公司主席查懋聲先生個人及連同彼之聯繫人士，包括一家控權公司及若干公司作為若干酌情家族信託（據查懋聲先生所知彼為其中一名酌情受益人）之法團受託人，直接及間接合共持有本公司638,875,574股股份權益，相當於本公司已發行股本約47.31%，並按貸款協議被視為本公司當時持有單一最大股權之個人實益股東。

於本報告日期，查懋聲先生所持有本公司之股權維持不變，彼仍被視為本公司之單一最大個人實益股東。

上市規則第13章第13.20條及 第13.22條之持續披露規定

根據上市規則第13章第13.20條及第13.22條之規定，並參照第13.13條及13.16條之規定，下列為於2018年3月31日提供予本公司聯屬公司就獲授融資之財政資助及擔保之詳情。

a) 於2017年5月26日，集團承諾向加鋒有限公司（「加鋒」）（為集團（持有40%股權）與希慎興業有限公司（持有60%股權）共同成立之合營公司）提供墊款用作位於新界大埔之住宅物業開發，其方式為提供總金額1,437.2百萬港元無抵押及無固定還款期之股東貸款（「股東貸款」，包括1,357.2百萬港元用作支付地價之免息貸款及最高80.0百萬港元，按一個月香港銀行同業拆息加2%之年利率計算利息之貸款用作營運資金）。本公司亦以香港一個金融機構銀團為受益人，就加鋒獲授該金融機構銀團信貸所需負之責任提供最高2,000.0百萬港元之擔保（「擔保」）。銀團信貸之利息為相關計息期（一個月、兩個月至三個月，或按貸款使用情況而定為六個月，其由加鋒選定並經與金融機構雙方同意）的香港銀行同業拆息加0.65%年利率之總和。有關信貸的還款期及擔保保證之進一步詳情已披露於本公司於2017年5月26日刊登之公告內。於2018年3月31日，未償還股東貸款為747.9百萬港元，其中55.2百萬港元為營運資金貸款，而就加鋒獲授銀團信貸所提供之擔保為666.1百萬港元。

b) As at 31 March 2018, the Group advanced to Dazhongli Properties Limited and its subsidiaries ("Dazhongli group") an aggregate amount of HK\$4,921.4 million. Dazhongli group is engaged in the development of certain properties in Jing'an District, Shanghai, the People's Republic of China in which the Group has 50% interest. The advances were provided by the Group in the form of equity and loans in proportion to its shareholding interest therein, for the purpose of financing the development expenditure of Dazhongli group. Out of the advances, HK\$286.6 million are unsecured, interest bearing at 1.71% per annum and repayable in December 2019. The remaining of the advances are unsecured, non-interest bearing and have no fixed terms of repayment.

c) As at 31 March 2018, the Group also advanced to and guarantees given for other several affiliated companies an aggregate amount of HK\$1,891.0 million. The Group has interests ranging from 31% to 50% in these affiliated companies.

As at 31 March 2018, the aggregate amount of advances provided to and guarantees given for these affiliated companies by the Group amounted to HK\$8,226.4 million representing 23.8% of the consolidated total assets of the Group of HK\$34,636.7 million as at 31 March 2018.

The financial information of these affiliated companies as at 31 March 2018 are set out in notes 17 and 18 to the consolidated financial statements on pages 155 to 161.

MANAGEMENT CONTRACT

No contract for the management and administration of the whole or any substantial part of any business of the Company was entered into or existed during the year.

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

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

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate turnover attributable to the Group's five largest customers was less than 30% of the total value of the Group's turnover.

The aggregate purchases attributable to the Group's five largest suppliers were less than 30% of the total value of the Group's purchases.

b) 於2018年3月31日，集團向大中里物業有限公司及其附屬公司（「大中里集團」）提供合共4,921.4百萬港元之墊款。大中里集團從事發展位於中華人民共和國上海市靜安區之若干物業，集團持有當中50%之權益。集團按其於大中里集團之股權比例，以股權及貸款之方式提供墊款，以作為大中里集團發展開支之融資。有關墊款中，286.6百萬港元為無抵押、按年利率1.71厘計息及須於2019年12月償還。墊款餘額為無抵押、免息及無固定還款期。

c) 於2018年3月31日，集團亦向其他若干聯屬公司提供合共1,891.0百萬港元之墊款及作出擔保。集團持有該等聯屬公司介乎31%至50%之權益。

於2018年3月31日，集團為該等聯屬公司提供之墊款及作出擔保合共為8,226.4百萬港元，相當於集團於2018年3月31日之34,636.7百萬港元綜合資產總值之23.8%。

該等聯屬公司於2018年3月31日之財務資料載於第155頁至第161頁之綜合財務報表附註17及18內。

管理合約

於年內，本公司並無就全盤業務或其中任何重要部份訂立或存有任何管理及行政合約。

購買、出售或贖回本公司之上市證券

於年內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

主要客戶及供應商

集團五大客戶合共之營業額佔集團營業總額少於30%。

集團五大供應商合共之採購額佔集團採購總額少於30%。

DIRECTORS' REPORT

董事會報告

None of the Directors, any of their associates, or shareholders of the Company (which to the knowledge of the Directors, own more than 5% of the Company's issued share capital) had any interest in the Group's five largest customers and suppliers.

DONATIONS

During the year, the Group made charitable and other donations amounting to approximately HK\$1.0 million (2017: approximately HK\$1.0 million).

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles although there is no restriction against such rights under the laws of the Cayman Islands.

SUFFICIENCY OF PUBLIC FLOAT

According to information available to the Company, the percentage of the Company's shares which are in the hands of the public exceeds 25% of the Company's total number of issued shares.

REVIEW OF THE ANNUAL REPORT BY AUDIT COMMITTEE

The Group's annual report for the year ended 31 March 2018 has been reviewed by the Audit Committee of the Company established in compliance with rule 3.21 of the Listing Rules and the relevant provisions of the CG Code.

INDEPENDENT AUDITOR

A resolution will be proposed at the 2018 AGM to re-appoint Deloitte Touche Tohmatsu, being eligible and offering themselves for re-appointment as the Independent Auditor of the Company.

On behalf of the Board
代表董事會

CHA Mou Sing Payson

Chairman

查懋聲

主席

Hong Kong, 20 June 2018
2018年6月20日於香港

概無董事、彼等任何聯繫人士或本公司股東（據董事所知擁有本公司已發行股本5%以上者）於集團五大客戶及供應商中擁有任何權益。

捐款

於年內，集團之慈善及其他捐款總額合共約1.0百萬港元（2017年：約1.0百萬港元）。

股份優先認購權

章程細則並無有關股份優先認購權之條文，儘管開曼群島之法例亦無限制此等權利。

足夠公眾持股量

根據本公司所得資料顯示，公眾人士持有本公司股份之百分比超過本公司已發行股份總數之25%。

審核委員會就年報進行審閱

集團截至2018年3月31日止年度之年報已由根據上市規則第3.21條及企管守則有關條文成立之本公司審核委員會審閱。

獨立核數師

本公司將於2018股東年會提呈決議案，續聘符合資格且願意膺選連任之德勤•關黃陳方會計師行為本公司獨立核數師。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES AND FUNCTIONS

The Company is committed to good corporate governance which it believes to be core to the success of its business and operations.

The corporate governance functions are undertaken by the Board of Directors (the “Board”) as prescribed by code provision D.3.1 of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”) which are included in the Board’s terms of reference.

During the year ended 31 March 2018, the Company fully complied with the code provisions of the CG Code save for a deviation of E.1.2 (Chairman of the Board’s attendance of the annual general meeting (“AGM”)). Details and reasons for the deviation are set out below in the paragraph headed “Attendances of General Meetings, Board and Board Committee Meetings”.

THE BOARD OF DIRECTORS

BOARD COMPOSITION

Mr Henry FAN was appointed and Dr Henry CHENG resigned as an Independent Non-executive Director (“INED”) of the Company with effect from 1 November 2017 and 31 March 2018 respectively. The Board currently comprises eleven Directors of which four are Executive Directors (“EDs”) and seven are Non-executive Directors (“NEDs”) of whom four and hence, with more than one-third of the Board, are Independent Non-executive Directors (“INEDs”). Each Director possesses skills and experience appropriate to the business of the Group and the particulars of Directors are duly set out in the section headed “Biographical Details of Directors” on pages 36 to 40 of 2017/2018 annual report.

Save for Mr Payson CHA, Mr Victor CHA, Mr Johnson CHA and Ms Madeline WONG who are siblings, all other Directors have no family relationship with each other.

企業管治常規及職能

本公司致力達致良好企業管治，並深信此乃令其業務及營運取得成功之核心因素。

企業管治職能由董事會（「董事會」）按照香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄14所載企業管治守則（「企管守則」）守則條文第D.3.1條之規定承擔，並已列入董事會之職權範圍。

於截至2018年3月31日止年度，本公司已全面遵守企管守則之守則條文，惟偏離第E.1.2條（董事會主席應出席股東週年大會（「股東年會」））除外。偏離事項之詳情及原因已載於下文「股東大會、董事會及董事會委員會會議之出席率」一段。

董事會

董事會組成

范鴻齡先生自2017年11月1日起獲委任為本公司獨立非執行董事（「獨董」），而鄭家純博士自2018年3月31日起辭任本公司獨董之職務。董事會目前由11名董事組成，其中四名為執行董事（「執董」）及七名為非執行董事（「非執董」，當中四名為獨立非執行董事（「獨董」），故獨董超過董事會成員三分之一）。各董事均具備適合集團業務所需之技能及經驗。各董事之履歷詳情載於2017/2018年報第36頁至第40頁之「董事之履歷」一節內。

除查懋聲先生、查懋成先生、查懋德先生及王查美龍女士為兄弟姊妹外，所有其他董事彼此之間並無親屬關係。

DIRECTORS' RESPONSIBILITIES

The Board has the responsibility for strategic leadership, control and providing guidance to Management to ensure the Company's objectives are achieved.

Upon appointment to the Board, every Director is given comprehensive and formal induction documentation of the business operation of the Group and information for his/her understanding and awareness of his/her responsibilities as Director under the Listing Rules, legal and other regulatory and statutory requirements together, if required, with brief meetings with senior executives and department heads of the Group.

Each Director ensures that he/she can give sufficient time and attention to the affairs of the Group and has informed the Company in a timely manner for any change, the number and nature of offices held in public companies or organisations and other significant commitments. Details of Directors' other appointments are shown in the section headed "Biographical Details of Directors" on pages 36 to 40 of 2017/2018 annual report.

A list of the Directors, their roles and functions and, in particular whether they are INEDs, is maintained on the websites of the Company and the Stock Exchange and is updated as and when required.

BOARD PROCEDURES

The dates of the regular Board meetings in a particular year are scheduled ahead to give all Directors adequate time to plan their schedules to attend meetings. There are four regular Board meetings in a year which are held on a quarterly basis and ad hoc Board meetings will also be held as and when required. For the year ended 31 March 2018, four Board meetings were held and attendance records of the Board meetings held during the year are set out in the below paragraph headed "Attendances of General Meetings, Board and Board Committee Meetings".

At least 14 days formal notice would be given before each regular Board meeting and reasonable advance notice would also be given for other Board meetings. All Directors are consulted as to whether they wish to include any matters in the agenda and the Chairman of the Board would review and approve the agenda before the agenda for each Board meeting is issued.

董事職責

董事會負責領導策略、監控及給予管理層指引，以確保達到本公司之目標。

每名董事於獲委任加入董事會時會獲派全套有關集團業務營運之正式文件，以及讓彼了解及知悉彼作為董事於上市規則、法律、其他監管及法定要求項下職責之資料，並與集團高級行政人員及部門主管作簡單會面（如需要）。

各董事保證彼能對集團事務投入足夠時間及關注，並已就彼於公眾公司或機構所擔任職位及其他重大承擔之變動、數目及性質適時通知本公司。董事之其他委任詳情載於2017/2018年報第36頁至第40頁之「董事之履歷」一節內。

董事名單、彼等之角色及職能，以及尤其彼等是否獨董之資料已存置於本公司及聯交所網站，並於有需要時作出更新。

董事會運作

每年召開之董事會常規會議日期乃預訂，使所有董事有充裕時間安排出席會議。每年召開四次董事會常規季度會議，並於有需要時召開董事會特別會議。於截至2018年3月31日止年度內，本公司舉行四次董事會會議，而董事出席年內董事會會議之記錄載於下文「股東大會、董事會及董事會委員會會議之出席率」一段。

每次董事會常規會議將於最少14天前發出正式通知，而其他董事會會議亦會發出合理之事先通知。每名董事均獲諮詢是否須就議程加入任何事項，而董事會主席將於發出每次董事會會議議程前審閱及批准議程。

Agendas and accompanying Board papers are sent to all Directors/ Board Committees members at least three days (or such other period as agreed) before meetings. With the assistance of the EDs, the Chairman of the Board seeks to ensure that all Directors are properly briefed on issues arising at Board meetings and receive adequate documents and information about the Group in a timely manner. The Chairman of the Board, or in his absence, the Deputy Chairman and Managing Director, leads meetings and ensures that all key and appropriate issues are discussed by the Directors in a timely manner. Directors are provided sufficient time for discussion on issues in the meetings and encouraged to express their viewpoints on the Board's affairs and voice their concerns, if any. The Chairman directs discussions in the meetings in reaching a consensus and consolidates discussions with conclusions. Minutes of Board/Board Committees meetings record matters considered and decisions reached. Draft and final signed minutes of Board/ Board Committees meetings are sent to all Directors for their comment and records respectively.

The Chairman of the Board meets at least once annually with the NEDs (including INEDs) without the presence of EDs. In March 2018, the Chairman of the Board met the NEDs without the presence of EDs and four out of seven NEDs (including INEDs) attended the meeting.

Where necessary, INEDs meet privately to discuss matters which are their specific responsibilities. During the year, no such meeting was required to be held.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The CG Code requires that the roles of chairman and chief executive officer should be separated and not be performed by the same individual to ensure there is a clear division of responsibilities between the Board and the executives who run the business.

The roles of Chairman, Deputy Chairman and Managing Director of the Company have been taken up by two different individuals who are brothers. Mr Payson CHA is the Chairman and Mr Victor CHA is the Deputy Chairman and Managing Director of the Company. Their respective roles and responsibilities are clearly separated and set out in writing.

議程連同董事會文件於會議至少三天(或其他協定之期間)前寄發予所有董事/董事會委員會成員。在執董之協助下,董事會主席致力確保全體董事獲妥善地簡述董事會會議處理之事務,並適時獲取有關集團之充足文件及資料。董事會主席或(倘彼缺席)副主席兼董事總經理主持會議及確保董事適時就所有重要及適當之事項進行討論。於會議上,董事獲得充裕之時間討論議題,且均獲鼓勵就董事會之事務表達觀點及關注之事宜(如有)。主席於會上帶領討論以達致共識及作出討論總結。董事會/董事會委員會之會議記錄載列所考慮之事項及所作出之決定。草擬及最終經簽署之董事會/董事會委員會會議記錄分別發送給全體董事以供彼等給予意見及作存檔。

董事會主席每年亦至少一次於沒有執董出席之情況下與非執董(包括獨董)會面。董事會主席於2018年3月在沒有執董出席之情況下與非執董會面,七名非執董(包括獨董)中有四名出席會面。

於必要時,獨董會私下會面以討論彼等特定負責之事務。於年內,概無需要舉行有關會議。

主席及行政總裁

企管守則規定主席及行政總裁之角色應有所區分,並不應由同一人兼任,以明確區分董事會與負責營運之行政人員之職責。

本公司主席、副主席兼董事總經理之職位由兩名關係為兄弟之不同人士擔任。查懋聲先生為本公司主席,查懋成先生則出任副主席兼董事總經理,兩者各自之職務及職責已明確區分並以書面訂明。

The Chairman is mainly responsible for setting the Company's direction in consultation with the Board and for the macro oversight of the management. With the support of the Company Secretary, the Chairman also takes primary responsibility to establish good corporate governance practices and procedures of the Company. The Managing Director, with the support of EDs (who are in charge of different businesses and functional divisions in accordance with their respective areas of expertise), is responsible for strategic planning of different business functions and day-to-day management and operation of the Group.

NON-EXECUTIVE DIRECTORS (INCLUDING INDEPENDENT NON-EXECUTIVE DIRECTORS)

NEDs of the Company are appointed with a specific term of three years which is subject to retirement by rotation and re-election of Directors under the Articles of Association of the Company (the "Articles"). Details of the mechanism are set out in below paragraph headed "Appointments, Re-election and Removal".

The roles and responsibilities of NEDs are clearly set out in writing. NEDs are not involved in the day-to-day management of the Group's businesses but participate in Board/Board Committee meetings where they bring independent views and judgment on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct.

INEDs, in particular, will oversee the management and the Company implementing the rules, procedures and plans established and help ensure that the interests of the shareholders as a whole are taken into account by the Board. Each of the INEDs has provided to the Company an annual confirmation of independence pursuant to rule 3.13 of the Listing Rules and the Company considers that all of them continue to be independent with reference to the terms of guidelines set out in the relevant requirements of the Listing Rules.

APPOINTMENTS, RE-ELECTION AND REMOVAL

The Articles stipulate that at each AGM, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years and any Director appointed by the Directors shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following AGM (in the case of a new appointment to the Board) and be eligible to offer for re-election. Re-election of each eligible Director is subject to approval by shareholders at the general meeting of the Company.

主席主要負責於諮詢董事會後制訂本公司方向，並從宏觀層面監督管理層之工作。主席在公司秘書之協助下亦肩負確立本公司良好企業管治常規及程序之重任。董事總經理則在執董（彼等根據其各自之專業範疇負責不同之業務及職能部門）之協助下負責集團不同業務職能之策略性規劃及日常管理和營運。

非執行董事（包括獨立非執行董事）

本公司之非執董均按三年期之特定年期獲委任，並須按公司組織章程細則（「章程細則」）輪值退任及膺選連任。有關機制詳情載於下文「委任、重選和罷免」一段。

非執董之職務及職責均以書面清晰訂明。彼等並無參與集團業務之日常管理，惟透過參與董事會/董事會委員會會議，就集團之策略、政策、表現、問責性、資源、要員任命及操守準則等事宜提供獨立觀點及判斷。

獨董監察管理層及本公司已制訂之規則、程序及計劃之執行情況，協助確保董事會已考慮股東之整體利益。各獨董已根據上市規則第3.13條向本公司作出年度獨立性確認，而本公司參照上市規則相關規定所載之指引條款認為彼等均繼續保持獨立。

委任、重選和罷免

章程細則規定，於每屆股東年會上，當時在任之三分之一董事（或倘董事數目並非三或其倍數，則最接近但不少於三分之一）須輪值退任，惟每名董事均須至少每三年輪值退任一次，而獲董事委任之任何董事任期（如屬填補臨時空缺）僅至本公司下次股東大會為止，或（如屬董事會新增成員）直至下屆股東年會為止，並符合資格可膺選連任。每名合資格董事之重選須在本公司股東大會經股東批准。

DIRECTORS' CONTINUING PROFESSIONAL DEVELOPMENT

Directors are provided with continuous updates on latest changes or material development in laws, the Listing Rules, corporate governance practices relating to the duties and responsibilities of Directors and are encouraged to participate in continuous professional development seminars to update their knowledge for discharging directors' responsibilities.

During the year, existing Directors have participated in the following various continuous professional development activities in order to develop and refresh their skills and knowledge. Each Director has provided his/her training record to the Company with particulars set out as follows:

Name of Director	董事姓名	Type of training(s) 培訓類型
Payson CHA	查懋聲	A
Victor CHA	查懋成	A
Abraham CHUNG	鍾心田	A, B
TANG Moon Wah	鄧滿華	A, C
Ronald ARCULLI	夏佳理	A, B, C
Johnson CHA	查懋德	A, B
Madeline WONG	王查美龍	A
Linus CHEUNG	張永霖	A, B
Henry FAN	范鴻齡	A, B
Loretta HO	何柏貞	A
TANG Kwai Chang	鄧貴彰	A, B

Notes:

- A. Reading/viewing materials/articles/videos in relation to director responsibilities and updates on the statutory and regulatory requirements.
- B. Attending seminars/workshops/forums/conferences/meetings in relation to director development, updated statutory and regulatory requirements and developments on financial, commercial, legal, risk management, corporate governance and economic environments.
- C. Speaking topic(s) in relation to leadership development as well as finance, economic and/or commercial environments.

董事之持續專業發展

董事不時獲得有關董事職務及職責之法例、上市規則、企業管治常規之最新修訂或重大發展之更新資料，彼等亦獲鼓勵參與持續專業發展研討會，以更新彼等履行董事職責之知識。

於年內，在任董事已參與下述多個持續專業發展活動以發展並更新其技能及知識。各董事已向本公司提供彼之培訓記錄，詳情載列如下：

附註：

- A. 閱讀/觀看有關董事責任、以及法例及監管要求之更新資料/文章/錄像。
- B. 出席有關董事發展、更新法例及監管要求、以及有關財務、商業、法律、風險管理、企業管治及經濟環境發展之研討會/工作坊/論壇/大會/會議。
- C. 就有關領導能力發展，以及金融、經濟及/或營商環境之議題進行演講。

DELEGATION BY THE BOARD

The Board has delegated and set out levels of authority and expressed terms of reference for the Board Committees and reserves the rights to oversee and decide all other non-delegated matters, in particular, major acquisitions or disposals and connected transactions. The Board also delegates certain management and administration functions to the management as it considers appropriate from time to time, with directions as to the powers of management, including circumstances where management shall report to and obtain prior approval from the Board.

BOARD COMMITTEES

The Board has set up the Remuneration Committee, Audit Committee, Nomination Committee and other committees, namely Finance Committee, Investment/Divestment Committee, Buy-back, Reissue and Transfer of Shares Committee and Inside Information Committee. The Board will from time to time review the terms of references or relevant policies of such committees. The Board may also on a need basis set up special committees with clear terms of reference to deal with specific transactions or matters of the Company.

NOMINATION COMMITTEE

The Nomination Committee of the Company was established on 26 March 2012 and its terms of reference follow closely the requirements of the CG Code. The full text of the terms of reference of the Nomination Committee is available on the websites of the Company and the Stock Exchange.

The terms of reference of the Nomination Committee require, inter alia, that the Nomination Committee comprises no less than three members with a majority of INEDs and the Chairman must be either an INED or the Chairman of the Board. The Nomination Committee currently comprises three members, namely Mr Payson CHA, the Chairman of the Board, Ms Loretta HO and Mr TANG Kwai Chang. The Nomination Committee is chaired by Mr Payson CHA.

董事會之授權

董事會已向董事會委員會授權、制訂權力級別及明確職權範圍，並保留監管及決定所有其他未授權事項之權力，尤其是主要收購或出售事項及關連交易。董事會亦不時賦予管理層其認為合適之若干管理及行政職能，就管理層之權力提供指引，包括管理層須向董事會匯報及取得董事會事先批准之情況。

董事會委員會

董事會已設立薪酬委員會、審核委員會、提名委員會及其他委員會，分別為財務委員會、投資/撤資委員會、回購、再發行及轉讓股份委員會及內幕消息委員會。董事會將不時審閱該等委員會之職權範圍或相關政策。董事會亦可於有需要時成立具有清晰職權範圍之特別委員會，以處理本公司特定交易或事宜。

提名委員會

本公司提名委員會於2012年3月26日成立，其職權範圍緊隨企管守則之規定。提名委員會職權範圍之全文可於本公司及聯交所網站上閱覽。

提名委員會職權範圍規定(其中包括)提名委員會由不少於三名成員組成，其中大部份成員必須為獨董，而主席須由一名獨董或董事會主席擔任。提名委員會目前由三名成員組成，分別為董事會主席查懋聲先生、何柏貞女士及鄧貴彰先生。查懋聲先生為提名委員會主席。

The principal role and function of the Nomination Committee is to identify and recommend to the Board suitably qualified persons to become members of the Board, to review the structure, size and composition of the Board on a regular basis, to maintain a policy concerning diversity of Board members (the “Board Diversity Policy”) and consider the measurable objectives, if required, for recommending to the Board for adoption. The Nomination Committee is entitled to seek independent professional advice, at the Company’s expenses, if it considers necessary in order to perform its duties.

The Board Diversity Policy was adopted by the Board in March 2013. Pursuant to the policy, the Nomination Committee will review, discuss and agree annually all measurable objectives in accordance with the structure, size and composition of the Board for achieving diversity on the Board and recommend them, if any, to the Board for adoption. The Nomination Committee also monitors the progress and its policy implementation for annual reporting in the corporate governance report. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The policy will be reviewed by the Nomination Committee on an annual basis and when required to ensure effectiveness.

During the year, the Nomination Committee has (a) recommended for the approval of the Board the appointment of Mr Henry FAN as the INED of the Company with effect from 1 November 2017; (b) reviewed the retirement of Directors and recommended to the Board the re-election of Mr Payson CHA, Mr Victor CHA, Ms Madeline WONG, Mr Henry FAN and Ms Loretta HO at the forthcoming AGM of the Company to be held in August 2018; (c) reviewed, assessed and considered all INEDs are independent; (d) reviewed, assessed and considered the adequacy and effectiveness of the Board Diversity Policy; and (e) reviewed the structure, size and composition of the Board during the year of 2017/2018 and considered that the current diversity of the Board appropriate and it was not necessary to set out any measurable objectives for enhancing the diversity of the Board for the year of 2018/2019 in a meeting held in March 2018 or by written resolution. The records of the meeting held and written resolution of the Nomination Committee during the year are set out in the below paragraph headed “Attendances of General Meetings, Board and Board Committee Meetings”.

提名委員會主要職務及職能為物色及向董事會推薦具備合適資格成為董事會成員之人士，定期檢討董事會之架構、人數及組成以及維持董事會成員多元化政策（「董事會多元化政策」），並於有需要時考慮可測計目標以建議董事會採納。提名委員會有權按其認為就履行職責所需徵求獨立專業意見，費用由本公司承擔。

董事會多元化政策已於2013年3月獲董事會採納。根據該政策，提名委員會將就董事會之架構、人數及組成每年進行檢討、商討及協定達致董事會多元化之所有可測計目標，並建議董事會採納該等目標（如有）。提名委員會亦會監督有關進度及其政策履行以於企業管治報告內作年度匯報。候選人之選擇基於多方面考慮，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期，並基於所選之候選人將可為董事會所帶來之裨益及貢獻而作最終決定。提名委員會將每年及於必要時檢討該政策以確保其有效性。

於年內，提名委員會已於2018年3月所舉行之會議或以書面決議案(a)建議董事會批准委任范鴻齡先生為本公司獨董，自2017年11月1日起生效；(b)審閱董事之退任事宜並就將於2018年8月舉行之本公司應屆股東年會上重選查懋聲先生、查懋成先生、王查美龍女士、范鴻齡先生及何柏貞女士向董事會作出推薦建議；(c)審閱、評估及考慮所有獨董之獨立性；(d)審閱、評估及考慮董事會多元化政策是否仍然合適及有效；及(e)審閱2017/2018年度之董事會架構、人數及組成，並認為現有之董事會多元化水平為適當及毋須就提升2018/2019年度之董事會多元化水平而設立任何可測計目標。年內所舉行提名委員會會議及書面決議案之記錄載於下文「股東大會、董事會及董事會委員會會議之出席率」一段。

REMUNERATION COMMITTEE

The Remuneration Committee of the Company was established on 2 December 2004 and its terms of reference follow closely the requirements of the CG Code. The full text of the terms of reference of the Remuneration Committee is available on the websites of the Company and the Stock Exchange.

The terms of reference of the Remuneration Committee require, inter alia, that the Remuneration Committee comprises no less than three members with a majority of INEDs. During the year, Mr Henry FAN was appointed as a member of Remuneration Committee with effect from 1 November 2017. In addition, Dr Henry CHENG resigned as the member and chairman and Mr Linus CHEUNG, in place of Dr CHENG, was appointed as the chairman of the Remuneration Committee with effect from 31 March 2018. The Remuneration Committee currently comprises three members, namely Mr Linus CHEUNG, Mr Henry FAN and Mr Victor CHA with Mr Linus CHEUNG acting as the Chairman of the Remuneration Committee.

The principal role and function of the Remuneration Committee is to exercise the powers of the Board to review and determine the remuneration packages of individual EDs and senior management, if any, including salaries, bonuses, benefits in kind, share options and other plans. Such factors as remuneration paid for comparable positions, time commitment and responsibilities of the EDs and senior management as well as the Company's remuneration policy will be considered. The Remuneration Committee is entitled to seek independent professional advice, at the Company's expenses, if it considers necessary in order to perform its duties.

During the year, no Remuneration Committee meeting was held but the Remuneration Committee reviewed and approved (a) 2017/2018 salary increment proposal for the EDs and senior management; (b) 2017/2018 bonus proposal for the EDs; (c) proposal on the grant of share options to certain Directors and employees; (d) special bonus proposal to an ED; (e) proposal on the renewal of employment contracts with the EDs; and (f) proposal on the amendment to the bonus scheme for the EDs by means of circulation or written resolution. The records of circulated electronic communication and written resolution of the Remuneration Committee during the year are duly set out in the below paragraph headed "Attendances of General Meetings, Board and Board Committee Meetings".

薪酬委員會

本公司薪酬委員會於2004年12月2日成立，其職權範圍緊隨企管守則之規定。薪酬委員會職權範圍之全文可於本公司及聯交所網站上閱覽。

薪酬委員會職權範圍規定(其中包括)薪酬委員會須由不少於三名成員組成，其中大部份成員必須為獨董。於年內，范鴻齡先生獲委任為薪酬委員會成員，自2017年11月1日起生效。此外，鄭家純博士辭任薪酬委員會成員兼主席，而張永霖先生代替鄭博士獲委任為主席，自2018年3月31日起生效。薪酬委員會現時由三名成員組成，分別為張永霖先生、范鴻齡先生及查懋成先生，其中張永霖先生為薪酬委員會主席。

薪酬委員會之主要職務及職能為行使董事會權力，以檢討及釐定個別執董及高層管理人員(如有)之薪酬待遇，包括薪金、花紅、實物利益、股份期權及其他計劃。薪酬委員會將考慮與執董及高層管理人員可作比較職位所給予之薪酬、所付出之時間及職責，以及本公司之薪酬政策等因素。薪酬委員會有權按其認為就履行職責所需尋求獨立專業意見，費用由本公司承擔。

於年內，薪酬委員會並無舉行會議，惟薪酬委員會成員透過傳閱或以書面決議案方式審閱及批准有關(a)執董及高層管理人員2017/2018年度之加薪建議；(b)執董2017/2018年度之花紅建議；(c)向若干董事及僱員授予股份期權之建議；(d)給予執董特殊花紅之建議；(e)與執董續簽僱傭合約之建議；及(f)修訂執董花紅計劃之建議。年內薪酬委員會電子通訊傳閱及書面決議案之記錄載於下文「股東大會、董事會及董事會委員會會議之出席率」一段。

AUDIT COMMITTEE

The Audit Committee of the Company was established on 17 July 1998 and its terms of reference follow closely the requirements of the CG Code. The full text of the terms of reference of the Audit Committee is available on the websites of the Company and the Stock Exchange.

The terms of reference of the Audit Committee require, inter alia, that the Audit Committee comprises not less than three members who are NEDs and a majority of them must be INEDs of the Company. The Audit Committee currently comprises three members, namely Mr TANG Kwai Chang, Mr Linus CHEUNG and Ms Loretta HO with Mr TANG Kwai Chang leading the Audit Committee as the Chairman.

The principal role and function of the Audit Committee is to assist the Board in meeting its responsibilities for ensuring an effective system of risk management and internal controls and compliance, as well as meeting its external financial reporting objectives. The Audit Committee is entitled to seek independent professional advice, at the Company's expenses, if it considers necessary in order to perform its duties.

During the year, four Audit Committee meetings were held, of which three meetings were held with senior management and the Independent Auditor and has (a) reviewed the client service plan for audit of the financial statements of the Group for the year ended 31 March 2017; (b) considered the Independent Auditor's projected audit and non-audit services fees; (c) reviewed the independence of the Independent Auditor, the nature and scope of the audit and recommended the re-appointment of Messrs Deloitte Touche Tohmatsu ("Deloitte") as the Independent Auditor of the Company; and (d) reviewed and discussed the interim and final financial statements and the Independent Auditor's review and report for the Board's approval. During one of these three meetings, the Audit Committee also met with Deloitte as consultant to review and receive the report of risk management review for the year ended 31 March 2017; whereas, during the other two meetings, the Audit Committee also met with the head of the Internal Audit Department of the Company to receive their work plan and, review and discuss on their findings and rectification actions taken by the business units. Another Audit Committee meeting was held in October 2017 to assess risk management and internal control systems for the investment properties in Hong Kong after a site visit to CDW Building. More details about the risk management and internal control systems are set out in below paragraph headed "Risk Management and Internal Controls".

審核委員會

本公司審核委員會於1998年7月17日成立，其職權範圍緊隨企管守則之規定。審核委員會職權範圍之全文可於本公司及聯交所網站上閱覽。

審核委員會之職權範圍規定(其中包括)審核委員會須由不少於三名非執董成員組成，其中大部份成員必須為本公司獨董。審核委員會現時由三名成員組成，分別為鄧貴彰先生、張永霖先生及何柏貞女士，其中鄧貴彰先生擔任主席帶領審核委員會。

審核委員會之主要職務及職能為協助董事會履行其職責以確保風險管理及內部監控系統以及守章制度行之有效，並達致其對外財務匯報之目的。審核委員會有權按其認為就履行職責所需尋求獨立專業意見，費用由本公司承擔。

於年內，審核委員會舉行了四次會議，其中三次會議與高層管理人員及獨立核數師會面，以及已(a)審閱有關審核截至2017年3月31日止年度集團財務報表之客戶服務計劃；(b)考慮獨立核數師之審核及非審核服務之預計費用；(c)審閱獨立核數師之獨立性、審核性質與範圍以及建議續聘德勤•關黃陳方會計師行(「德勤」)為本公司獨立核數師；及(d)審閱及討論中期及全年財務報表，以及獨立核數師之審閱報告以提交董事會批准。於該三次會議的其中一次，審核委員會亦與德勤(作為顧問)會面，以審閱及獲取截至2017年3月31日止年度之風險管理檢討報告；而於另外兩次會議，審核委員會亦與本公司內部審核部門主管會面，以獲取其工作計劃，以及審核並討論其調查結果及各業務部門採取之糾正行動。審核委員會另一次會議於2017年10月舉行，以於中環大廈進行實地考察後評估香港投資物業業務之風險管理及內部監控系統。有關風險管理及內部監控系統之更多詳情載於下文「風險管理及內部監控」一段。

CORPORATE GOVERNANCE REPORT

企業管治報告

The attendance records of the Audit Committee meetings held during the year are set out in the below paragraph headed "Attendances of General Meetings, Board and Board Committee Meetings".

ATTENDANCES OF GENERAL MEETINGS, BOARD AND BOARD COMMITTEE MEETINGS

Directors' attendances in the general meetings and the meetings of the Board, Audit Committee, Remuneration Committee and Nomination Committee held during the year are set out below:

於年內所舉行審核委員會會議之出席記錄載於下文「股東大會、董事會及董事會委員會會議之出席率」一段。

股東大會、董事會及董事會委員會會議之出席率

於年內所舉行股東大會及董事會、審核委員會、薪酬委員會及提名委員會會議之董事出席率載列如下：

Name of Director	董事姓名	Board meeting	Audit Committee meeting	Remuneration Committee circulated communications/resolutions 薪酬委員會傳閱通訊/決議案	Nomination Committee meeting/resolutions 提名委員會會議/決議案	AGM held on 4 September 2017 於2017年9月4日舉行之股東年會
Payson CHA®	查懋聲®	4/4	—	—	2/2	X
Victor CHA*	查懋成*	4/4	—	6/6	—	√
Abraham CHUNG	鍾心田	4/4	—	—	—	√
TANG Moon Wah	鄧滿華	4/4	—	—	—	√
Ronald ARCULLI	夏佳理	4/4	—	—	—	X
Johnson CHA	查懋德	4/4	—	—	—	X
Madeline WONG	王查美龍	4/4	—	—	—	X
Henry CHENG#^	鄭家純#^	0/4	—	6/6	—	X
Linus CHEUNG*#	張永霖*#	4/4	4/4	6/6	—	X
Henry FAN#+	范鴻齡#+	2/2	—	4/4	—	—
Loretta HO*®	何柏貞*®	4/4	4/4	—	2/2	X
TANG Kwai Chang*®	鄧貴彰*®	4/4	4/4	—	2/2	√

Notes:

- * members of Audit Committee
- # members of Remuneration Committee
- ® members of Nomination Committee
- not applicable
- ^ resigned as Director and Remuneration Committee Member with effect from 31 March 2018
- + appointed as Director and Remuneration Committee Member with effect from 1 November 2017

附註：

- * 審核委員會成員
- # 薪酬委員會成員
- ® 提名委員會成員
- 不適用
- ^ 辭任董事及薪酬委員會成員，自2018年3月31日起生效
- + 獲委任為董事及薪酬委員會成員，自2017年11月1日起生效

Due to other business engagements, Mr Payson CHA, the Chairman of the Board and Chairman of the Nomination Committee of the Company could not attend the AGM of the Company held on 4 September 2017. However, Mr Victor CHA, the Deputy Chairman of the Board and Managing Director of the Company, who is also a member of the Remuneration Committee took the chair of that meeting and Mr TANG Kwai Chang, who is the Chairman of the Audit Committee and a member of the Nomination Committee, all other EDs of the Company and the representative of the Company's Independent Auditor, Deloitte, were present to answer questions from shareholders.

ACCOUNTABILITY AND AUDIT

The Directors acknowledge they are responsible for the preparation of accounts for financial year which is required to give a true and fair view of the state of affairs of the Company and the Group, its results and the cash flows for the Group. For preparation of the consolidated financial statements for the year ended 31 March 2018, the Directors selected appropriate accounting policies and applied them consistently, made judgments and estimations that are prudent and reasonable, and prepared accounts on a going concern basis. The statement of the Company's Independent Auditor about their reporting responsibilities on the consolidated financial statements of the Group for the year ended 31 March 2018 is contained in the Independent Auditor's report of 2017/2018 annual report.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board has an overall responsibility for evaluating and providing direction to the Company on the nature and extent of the risks that shall be taken in achieving the Company's strategic objectives, and ensuring that the Company establishes and maintains appropriate and effective systems of risk management and internal controls, which include financial, operational and compliance controls.

The main features of the risk management and internal control systems are to provide a clear governance structure, policies and procedures, as well as a reporting mechanism to facilitate the Group to manage its risks across business operations. Key policies and procedures have been developed, implemented and communicated to staff as well as regularly reviewed to ensure there are continued relevant and effective risk management and internal control systems and for continuous improvement which includes (a) setting core values and beliefs which form the basis of the Group's overall risk philosophy and appetite; (b) having an organisational structure in place with defined lines of responsibility

由於需要參與其他業務，董事會主席兼本公司提名委員會主席查懋聲先生未能出席本公司於2017年9月4日舉行之股東年會。然而，本公司董事會副主席兼董事總經理查懋成先生（彼亦為薪酬委員會成員）擔任該大會主席，而審核委員會主席兼提名委員會成員鄧貴彰先生、本公司所有其他執董及本公司獨立核數師德勤之代表均已出席該大會，以回應股東之提問。

問責及審核

董事了解彼等有責任就財政年度編製真實並忠實地反映本公司及集團事務狀況以及集團業績及現金流量之賬目。於編製截至2018年3月31日止年度之綜合財務報表時，董事已選定合適之會計政策並貫徹應用，作出審慎及合理之判斷和估算，並按持續經營基準編製賬目。本公司之獨立核數師就集團截至2018年3月31日止年度綜合財務報表之申報責任聲明載於2017/2018年報之獨立核數師報告內。

風險管理及內部監控

董事會全權負責為達致本公司策略性目標而需面對的風險之性質及範圍進行評估及向本公司提出方向性指示，並確保本公司建立及維持合適有效之風險管理及內部監控系統，包括財務、營運及守章監控。

風險管理及內部監控系統之主要特點是以清晰之治理架構、政策及程序，以及匯報機制，協助集團管理各業務範疇之風險。集團已制訂及落實執行主要政策及程序，並與員工溝通以及定期進行檢討，以確保集團維持恰當及有效的風險管理及內部監控系統並得以持續改善，當中包括(a)制訂構建集團整體風險理念及制約基準之核心價值觀及信念；(b)建立明確界定職責及權限之組織架構，使各人均肩負其對風險管理及內部監控之職責，持續為風險分析及管理層決策提供必要的資訊流通；(c)實施預

and delegation of authority which hold individuals accountable for their risk management and internal control responsibilities and provides necessary information flow for risk analysis and management decision-making on an on-going basis; (c) imposing budgetary and management accounting controls to efficiently allocate resources and providing timely financial and operational performance indicators to manage business activities and risks; (d) ensuring effective financial reporting control to record complete, accurate and timely accounting and management information; and (e) having structural internal audit function to perform independent appraisal of business units and corporate functions on an on-going and cyclical basis.

The Board has delegated to the Audit Committee responsibility for providing oversight in respect of risk management and internal control activities. The Audit Committee discusses the risk management and internal control systems with management for the year under review to ensure that management has performed its duty to have an effective risk management and internal control systems. Discussion covers areas, inter alia, the adequacy of resources, staff qualifications and experience, training programs and budget (collectively “Resources”) of the Company’s accounting and financial reporting functions.

To assist the Board and the Audit Committee in overseeing the risk management and internal control systems of the Group, the Internal Audit Department is responsible for performing independent reviews on the adequacy and effectiveness of the Group’s systems of internal controls and risk management and reports audit findings to the Audit Committee and the Board regularly. An Internal Audit Charter, which was adopted in 2008, formulates the processes and procedures of internal audit function for strengthening of the control framework. The Audit Committee also separately consults with the Internal Audit Department in respect of the adequacy of Resources of the Company’s internal audit function.

RISK MANAGEMENT

The successful management of risks is essential for the long-term growth and sustainability of the Group’s business. To ensure risk management of the Group is integrated into the day-to-day operation of the Group and is continuously carried out at all levels of the Group, the Company has established a risk management framework and governance structure which consists of the Board, the Audit Committee, risk management steering group and business lines to facilitate a systematic approach to the management of risks within the Group.

算及管理會計監控，從而有效地分配資源及提供最新財務及營運表現指標，以便管理業務活動及風險；(d)確保財務匯報監控有效地記錄完整、準確及適時之會計及管理資訊；及(e)備有結構性內部審核職能以持續對業務單位及企業職能部門進行週期性獨立評估。

董事會向審核委員會授權，負責監管有關風險管理及內部監控工作。審核委員會與管理層討論回顧年度之風險管理及內部監控系統，以確保管理層已履行其維持有效風險管理及內部監控系統之職責。討論範疇其中包括本公司會計及財務匯報職能方面的資源、員工資歷及經驗，以及培訓課程及預算（統稱「資源」）是否足夠。

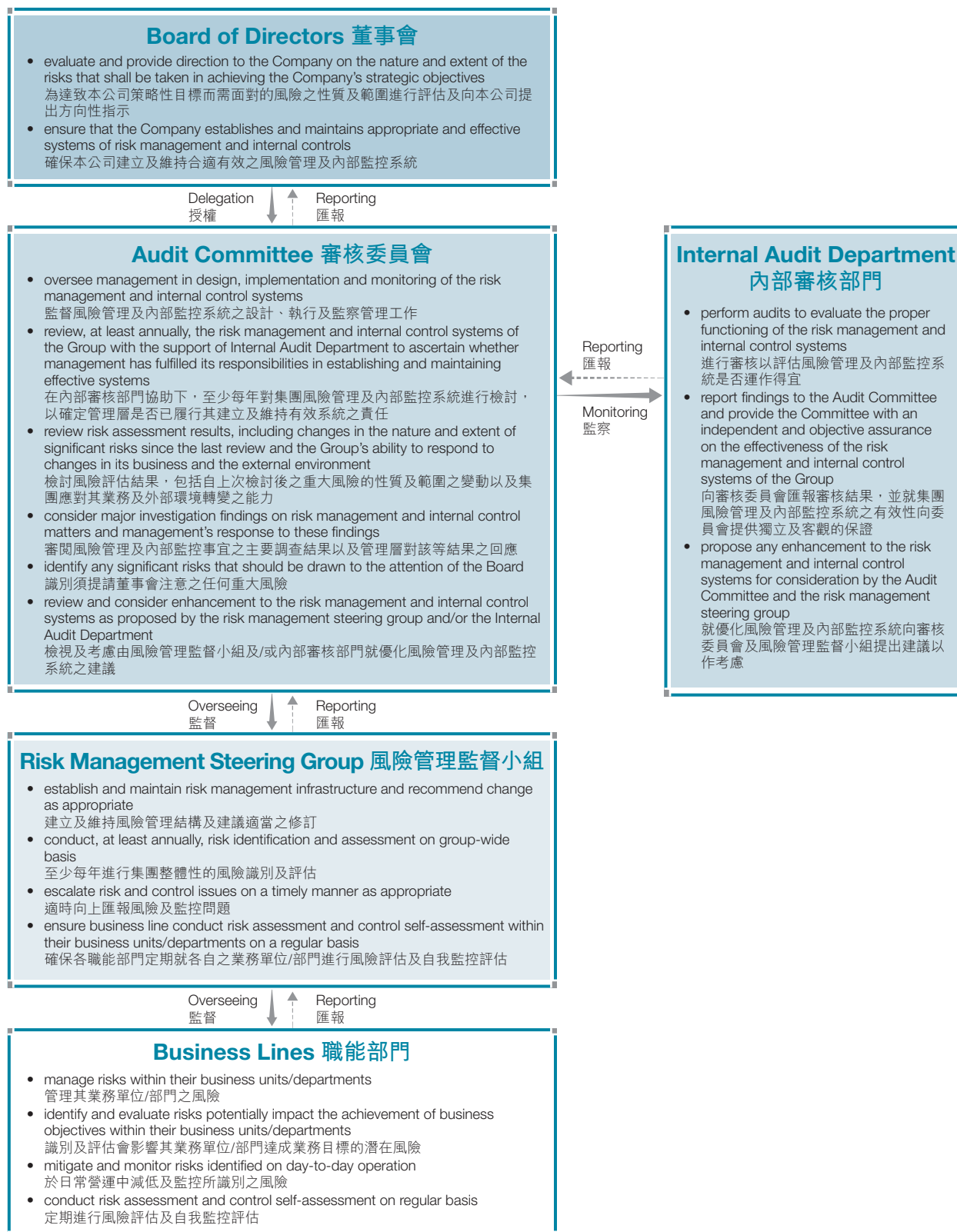
為協助董事會及審核委員會監督集團之風險管理及內部監控系統，內部審核部門負責就集團內部監控及風險管理系統是否充分及有效進行獨立檢討，並向審核委員會及董事會定期匯報審核結果。內部審核憲章於2008年獲採納，以制訂內部審核職能之過程及程序以加強監控框架。審核委員會亦就本公司內部審核職能之資源是否足夠另行向內部審核部門作出諮詢。

風險管理

成功管理風險對集團業務之長遠增長及可持續發展至關重要。為確保集團之風險管理能融入集團日常業務中，並於集團所有層面持續執行，本公司已設立風險管理框架由董事會、審核委員會、風險管理監督小組及企業職能部門組成的管治架構，以協助集團制訂系統性的風險管理。

The following diagram illustrates the Group's risk governance and management framework:

下圖列示集團之風險管治及管理框架：



The Company has also formulated and adopted Risk Management Policy in providing directions in identifying, evaluating and managing significant risks. At least on an annual basis, the risk management steering group, which comprises of the heads of all business units and corporate functions, collects and collates risk information from business lines, identifies risks, on a group-wide basis, that would adversely affect the achievement of the Group's objectives, and assesses and prioritises the identified risks according to a set of standard criteria. Risk mitigation plans are established and risk owners are also assigned to closely monitor those risks which are considered to be significant on an on-going basis and implement the mitigation plans. The identified risks which are considered to be significant to the Group, including their changes in nature and extent since the last review, and the relevant mitigation plans for the year under review have been presented and accepted by the Audit Committee and the Board in April and June 2018 respectively.

The Internal Audit Department acts as an independent assessor as another line of defence on risk management system. It conducts independent review and assesses, at least on an annual basis, if all the key risks are properly identified and evaluated under the Risk Management Policy and whether the existing risk controls are operating effectively. During the year under review, a control self-assessment process was established which requires risk owners to assess, through questionnaire, the adequacy and effectiveness of risk controls over the areas under their responsibilities. The process and its results were reviewed by the Internal Audit Department and form part of the Audit Committee's annual assessment of control effectiveness.

INTERNAL CONTROLS

In addition to the independent assessment on the risk management system, during the year, the Internal Audit Department also carried out reviews on the (a) administration aspect of tunnel in Discovery Bay; (b) operation of bus and garage in Discovery Bay; (c) operation of ferry and shipyard; (d) operation of HKRI Taikoo Hui; (e) voting mechanism of AGM; (f) Discovery Bay Service Management Limited; (g) operation of Discovery Bay Golf Club; and (h) other business units with audit follow-up. With the implementation of follow-up measures after the reviews, the effectiveness in areas with irregularities has gradually improved. Findings on the reviews, control weaknesses, if any, and the relevant recommendations have been presented to and accepted by the Audit Committee and the Board in November 2017 and June 2018.

本公司亦已制訂及採納風險管理政策，提供識別、評估及管理重大風險之方針。由各業務單位及企業職能主管組成之風險管理監督小組至少每年在收集及整理從各職能部門所得之風險資料後，識別對達成集團目標造成不利影響之整體性風險，並根據一套標準準則評估所識別之風險及釐定其優次，從而對重大風險制訂風險緩解計劃及委派監控風險負責人，以持續緊密監察該等風險並執行緩解計劃。就回顧年度所識別被視為對集團而言屬重大之風險（包括自上次檢討後其性質及範圍之變動）及相關緩解計劃已分別於2018年4月及6月向審核委員會及董事會呈報並獲接納。

內部審核部門作為獨立審核員，為風險管理系統之另一道防線。其至少每年進行獨立檢討及評估，以確定所有主要風險是否已根據風險管理政策妥為識別及評估，以及現有風險監控是否有效運作。於回顧年度，自我監控評估程序亦已建立，要求監控風險負責人透過問卷形式對其職責範圍內之風險監控是否充足及有效作自我評估。該程序及其結果由內部審核部門檢討，並構成每年審核委員會對評估監控之有效性的一部份。

內部監控

除就風險管理系統進行獨立評核外，於年內，內部審核部門亦已就(a)愉景灣隧道之行政；(b)愉景灣巴士及車庫之營運；(c)渡輪及船廠之營運；(d)興業太古滙之營運；(e)股東年會之投票機制；(f)愉景灣服務管理有限公司；(g)愉景灣高爾夫球會之運作；及(h)其他業務單位之審核跟進進行檢討。隨著檢討後實行跟進措施，不合規之處逐漸改善。檢討結果、監控弱項（如有）及相關建議已於2017年11月及2018年6月向審核委員會及董事會呈報並獲接納。

Apart from the above, during the year, the Audit Committee made a site visit to CDW Building and met with the person-in-charge of the investment properties in Hong Kong. After the site visit, the Audit Committee reviewed the internal risk and control systems in respect of investment properties in Hong Kong and considered that which are generally in place in the area being reviewed.

The risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. The Board, through the works of the Audit Committee, risk management steering group and the Internal Audit Department, has conducted an annual review on the effectiveness of the risk management and internal control systems of the Group for the year ended 31 March 2018 and considers that the Group's risk management and internal control systems for the year were effective and adequate. Management of the Group has also provided confirmation to the Audit Committee and the Board on the effectiveness of such systems for the year under review.

HANDLING OF INSIDE INFORMATION

The Group complies with requirements of Securities and Futures Ordinance ("SFO") and the Listing Rules. A Disclosure of Inside Information Policy has established by the Company to set out the procedures on reporting the likely inside information to ensure that potential price sensitive or inside information of the Group can be promptly identified, assessed and escalated for disseminating to the public. The Company discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the "Safe Harbours" as provided in the SFO. Before the information is fully disclosed to the public, the Company ensures the information is kept strictly confidential. If the Company believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Company will immediately disclose the information to the public. The Company is committed to ensure that information contained in announcements are not false or misleading as to any material fact, or false or misleading through the omission of any material fact in view of presenting information in a clear and balanced way, which requires equal disclosure of both positive and negative facts.

除上述所言外，於年內，審核委員會曾到中染大廈進行實地考察，並與香港投資物業之負責人會面。於實地考察後，審核委員會檢討有關香港投資物業業務之內部風險及監控系統，並認為有關系統已普遍於所檢討之範疇內實施。

風險管理及內部監控系統旨在管理而非消除未能達致業務目標之風險，且僅可就避免重大失實陳述或損失提供合理而非絕對之保證。董事會透過審核委員會、風險管理監督小組及內部審核部門之工作，對集團於截至2018年3月31日止年度之風險管理及內部監控系統之成效進行年度檢討，並認為集團本年度之風險管理及內部監控系統屬有效及充足。此外，集團管理層亦已向審核委員會及董事會確認有關系統於回顧年度內之有效性。

處理內幕消息

集團一直遵守證券及期貨條例（「證券條例」）及上市規則之規定。本公司已設立內幕消息披露政策，列出匯報可能是內幕消息之程序，以確保集團可即時辨別、評估及向上匯報對股價可能有影響或內幕消息，以便向公眾發放。本公司在合理實際可行之情況下，會儘快向公眾披露內幕消息，除非有關消息屬於證券條例下任何「安全港」之範圍。本公司在向公眾全面披露有關消息前，會確保該消息絕對保密。倘本公司認為不能維持必要之保密程度或可能違反保密措施，本公司會即時向公眾披露消息。本公司致力確保公告中所載之資料就重大事實而言並不屬虛假或具誤導性，或以清晰及持平之方式呈列資料，對正面及負面事實作出相等程度之披露，以確保不會因遺漏重大事實而構成虛假或具誤導性。

COMPLIANCE WITH THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE (“ESG”) REPORTING GUIDE

The Group has complied with the ESG Reporting Guide of the Stock Exchange and has released its standalone [ESG Report](#) for the year ended 31 March 2018 online at the same time with the publication of 2017/2018 annual report, which captures in detail the Group's ESG-related initiatives, policies and performance in Hong Kong and mainland China throughout the financial year.

DIRECTORS' REMUNERATION

Directors' remuneration (save for directors' fees which are subject to shareholders' approval at general meeting) is determined with reference to prevailing market situation, their respective duties and responsibilities and the Group's remuneration policy. Under the terms of reference of the Remuneration Committee, the Remuneration Committee should make recommendation to the Board on the remuneration policy and it has the delegated responsibilities to determine the remuneration of the EDs. The EDs are entitled to salary, contribution to retirement schemes and discretionary bonus which are subject to the ED's and the Company's performance.

In general, the Managing Director, who is a member of the Remuneration Committee, is involved in recommending proposals on the remuneration of other EDs for due consideration and approval by the Remuneration Committee. However, he abstains from voting when his remuneration is considered by the Remuneration Committee. His remuneration is recommended by the Chairman of the Board and reviewed and determined by the Remuneration Committee. No Director will participate in the discussion and review of his/her own remuneration.

The NEDs are entitled to a director's fee for their service which was determined by the Board, pursuant to the authority given by the shareholders at general meeting from time to time, with reference to their duties and responsibilities in the Company and the prevailing market situation. Currently, a sum of HK\$100,000 per annum being the basic fee for acting as a NED, additional fee of HK\$100,000 per annum will be paid to each member, who is NED, of each of Remuneration Committee and Nomination Committee of the Company and additional fee of HK\$150,000 per annum will be paid to each member, who is NED, of Audit Committee. An additional fee of HK\$50,000 will also be paid to each INED having a seat in any independent board committee which is required to be set up from time to time under the Listing Rules.

遵守環境、社會及管治報告指引

集團已遵守聯交所之環境、社會及管治報告指引，並與2017/2018年報同一時間在網上發佈截至2018年3月31日止年度之獨立環境、社會及管治報告，該獨立報告載列集團於整個財政年度在香港及中國內地實行有關環境、社會及管治之舉措、政策及表現之詳情。

董事酬金

董事酬金(須待股東於股東大會上批准之董事袍金除外)乃參考當前市況、彼等各自之職務及職責以及集團之薪酬政策而釐定。根據薪酬委員會之職權範圍，薪酬委員會應就薪酬政策向董事會提出建議，並獲授權負責釐定執董之薪酬待遇。執董有權收取薪酬、退休計劃供款以及按個人與本公司表現而發放之酌情花紅。

一般而言，董事總經理(彼同時為薪酬委員會成員)會就其他執董之薪酬待遇提供建議，以供薪酬委員會作適當考慮及批准。然而，於薪酬委員會考慮其薪酬待遇時，彼則須放棄投票，而彼之酬金由董事會主席建議，並由薪酬委員會審閱及釐定。概無董事可參與討論及審閱其本身之酬金。

非執董就其服務有權收取之董事袍金由董事會根據股東不時於股東大會上授出之授權，並參考彼等於本公司之職務及職責以及現行市況而釐定。現時支付予非執董之基本袍金為每年100,000港元，而非執董作為本公司薪酬委員會及提名委員會成員之額外袍金(按每個委員會計)為每年100,000港元，以及非執董作為審核委員會成員之額外袍金為每年150,000港元。此外，支付予各獨立董事作為根據上市規則不時須成立之任何獨立董事會委員會成員之額外袍金為50,000港元。

Remuneration details of the Directors (on individual name basis) for the year ended 31 March 2018 are disclosed in note 12 to the consolidated financial statements on pages 145 to 147 of 2017/2018 annual report.

AUDITOR'S REMUNERATION

Deloitte is the Independent Auditor of the Company. The remuneration for audit services provided by Deloitte to the Group for the year under review amounted to approximately HK\$8.9 million. In addition to the audit fee, the Company had appointed Deloitte for the interim results review and the other non-audit services including tax compliance and advisory, remuneration of which amounted to approximately HK\$2.9 million for the year under review.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules (including amendments as effected from time to time) as its own code of conduct to regulate securities transactions by Directors (the "Model Code"). All Directors have confirmed, following specific enquiry by the Company, that they have complied with the required standard set out in the Model Code during the year from 1 April 2017 to 31 March 2018 (both days inclusive). The Model Code has been extended to and has become equally applicable to dealings in the securities of the Company by members of senior management and relevant employees.

COMPANY SECRETARY

The Company Secretary of the Company is Ms LEUNG Wai Fan, who is an employee of the Company and has day-to-day knowledge of the Company's affairs. During the year ended 31 March 2018, she has taken no less than 15 hours of relevant professional training in accordance with rule 3.29 of the Listing Rules and will continue to comply with such requirement for the year ending 31 March 2019 and report regularly.

截至2018年3月31日止年度之董事酬金詳情(按個人名稱之基準)於2017/2018年報第145頁至第147頁之綜合財務報表附註12內披露。

核數師酬金

德勤為本公司之獨立核數師。於回顧年度就德勤提供予集團之審核服務之酬金約為8.9百萬港元。除審核費用外，本公司亦於回顧年度委任德勤審閱中期業績及提供其他非審核服務，包括稅務合規及諮詢服務，其酬金約為2.9百萬港元。

董事進行證券交易之標準守則

本公司已採納上市規則附錄10所載之上市發行人董事進行證券交易的標準守則(包括不時生效之修訂)，作為規管董事進行證券交易之操守準則(「標準守則」)。經本公司作出具體查詢後，全體董事已確認，彼等自2017年4月1日至2018年3月31日年度期間(包括首尾兩天)均已遵守標準守則所載之規定標準。標準守則已擴展至同樣適用於高層管理人員及有關僱員所進行之本公司證券交易。

公司秘書

本公司之公司秘書為梁慧芬女士，彼為本公司僱員並熟習本公司日常運作。截至2018年3月31日止年度，彼已根據上市規則第3.29條接受不少於15個小時之相關專業培訓，並將於截至2019年3月31日止年度繼續遵守相關規定並定期作出報告。

SHAREHOLDERS' RIGHTS

Pursuant to article 72 of the Articles, extraordinary general meetings shall also be convened by the written requisition of any two shareholders of the Company representing not less than 5% of the issued share capital of the Company at the time of requisition. Shareholders wishing to do so must serve a duly executed written requisition to the Company's principal place of business in Hong Kong at 23/F, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong (the "Principal Place of Business") specifying the object(s) of the meeting. If the Directors do not within 21 days from the date of deposit of the requisition proceed to duly convene the meeting, such shareholders may convene the general meeting in the same manner, as nearly as possible, as that in which meeting(s) may be convened by the Directors, and all reasonable expenses incurred by those shareholders as a result of the failure of the Directors to convene the general meeting shall be reimbursed to them by the Company.

In addition, any shareholder acting on his own or together with other persons whose shareholding interests in the Company in aggregate representing not less than 5% of the issued share capital of the Company (other than the person to be proposed) may nominate a person to stand for election as Director at the general meeting in accordance with article 120 of the Articles. Any shareholder wishing to do so must serve (a) a written notice of intention to propose such person for election as Director; (b) a notice executed by that person of his willingness to be elected; and (c) the information of that person as required to be disclosed under rule 13.51(2) of the Listing Rules to the Principal Place of Business between the period commencing from the date after the dispatch of the notice of the general meeting appointed for such election and ending on (and excluding) the date that is seven days prior to the date of such general meeting. The Company shall issue an announcement and/or a supplementary circular, if applicable, to inform the shareholders the biographical details of the candidate proposed if a valid notice to propose a person to stand for election as Director is received.

股東權利

根據章程細則第72條，股東特別大會亦可按任何兩名於提出要求時持有本公司已發行股本不少於5%之本公司股東之書面要求而召開。有意要求召開股東特別大會之股東，須把已簽署之書面要求連同召開會議之具體目的送達本公司香港主要營業地點，地址為香港干諾道中168–200號信德中心招商局大廈23樓（「主要營業地點」）。倘董事未能於要求送達日期起計21天內正式召開大會，則該等股東可自行召開股東大會（須盡可能與由董事召開之股東大會形式相同），而本公司須補償該等股東因此而引致之一切合理費用。

此外，根據章程細則第120條，任何股東如以個人名義或與其他人士共同擁有相當於本公司已發行股本不少於5%者（將獲提名之人士除外），均可提名一名人士於股東大會上膺選董事。任何有意作出提名之股東必須於指定作該選舉之股東大會通告發出翌日起至該股東大會日期前七天（不包括會議當天）止送呈(a)就其提名該人士膺選董事之意向通知書；(b)由該人士簽署表示願意膺選之通知書；及(c)根據上市規則第13.51(2)條規定須予披露有關該人士之資料至主要營業地點。倘收到有關提名人士膺選董事之有效通知書，本公司將刊發公告及/或補充通函（如適用），以知會股東有關參選人之履歷詳情。

INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Company is committed to promoting and maintaining effective communication with the shareholders and other stakeholders. A shareholders communication policy has been adopted by the Board which set out the Company's policy for maintaining an on-going dialogue with shareholders and investment community. The policy is subject to regular review by the Board to ensure its effectiveness. The Company's AGM, for which at least 20 clear business days' prior notice is given, is one of the principal channels of communication with its shareholders. Shareholders have the opportunity to communicate face to face with the Directors if they have any questions on the Company's performance and operations. In addition to the AGM, extensive information on the Company's activities in respect of its financial, business and operations is provided by way of announcements, annual and interim reports and circulars which are sent to shareholders and/or are available on the websites of the Company and the Stock Exchange.

Shareholders may also send their enquiries and concerns to the Board by addressing them to the Company Secretary of the Company whose contact details are available on the Company's website at www.hkri.com. The Company Secretary is responsible for forwarding communications relating to matters within the Board's direct responsibilities to the Board and communications relating to ordinary business matters, such as suggestions, inquiries and customers complaints, to the relevant executive officers of the Company under the direction of the Chairman of the Board and/or Managing Director of the Company.

CONSTITUTIONAL DOCUMENTS

The Memorandum and Articles of Association of the Company is available on the websites of the Company and the Stock Exchange. No change was made to the Company's constitutional documents during the year ended 31 March 2018.

投資者關係及與股東溝通

本公司致力促進並維持與股東及其他利益相關者之有效溝通。董事會已採納載列本公司有關維持與股東及投資者持續對話之股東通訊政策。董事會定期審閱該政策以確保其有效性。本公司之股東年會(就此須發出至少足20個營業日之事先通知)乃與股東溝通之主要渠道之一，為股東提供機會就彼等對本公司表現及營運之任何疑問，與董事進行面對面溝通。除股東年會外，本公司亦透過向股東寄發及/或在本公司及聯交所網站上刊發公告、年度及中期報告以及通函之方式提供有關本公司財務、業務及營運之詳盡資料。

股東亦可將其查詢及關注事項寄送予本公司之公司秘書(其聯絡方式可於本公司網站 www.hkri.com 上查閱)，以便送交董事會。公司秘書負責把有關由董事會直接負責事宜之溝通訊息傳遞予董事會，並按本公司董事會主席及/或董事總經理之指示把有關日常業務事宜之溝通訊息，如建議、查詢和客戶投訴等傳達予本公司之相關行政人員。

憲章文件

本公司組織章程大綱及組織章程細則已刊載於本公司及聯交所網站。於截至2018年3月31日止年度，本公司之憲章文件並無改動。

FINANCIAL HIGHLIGHTS

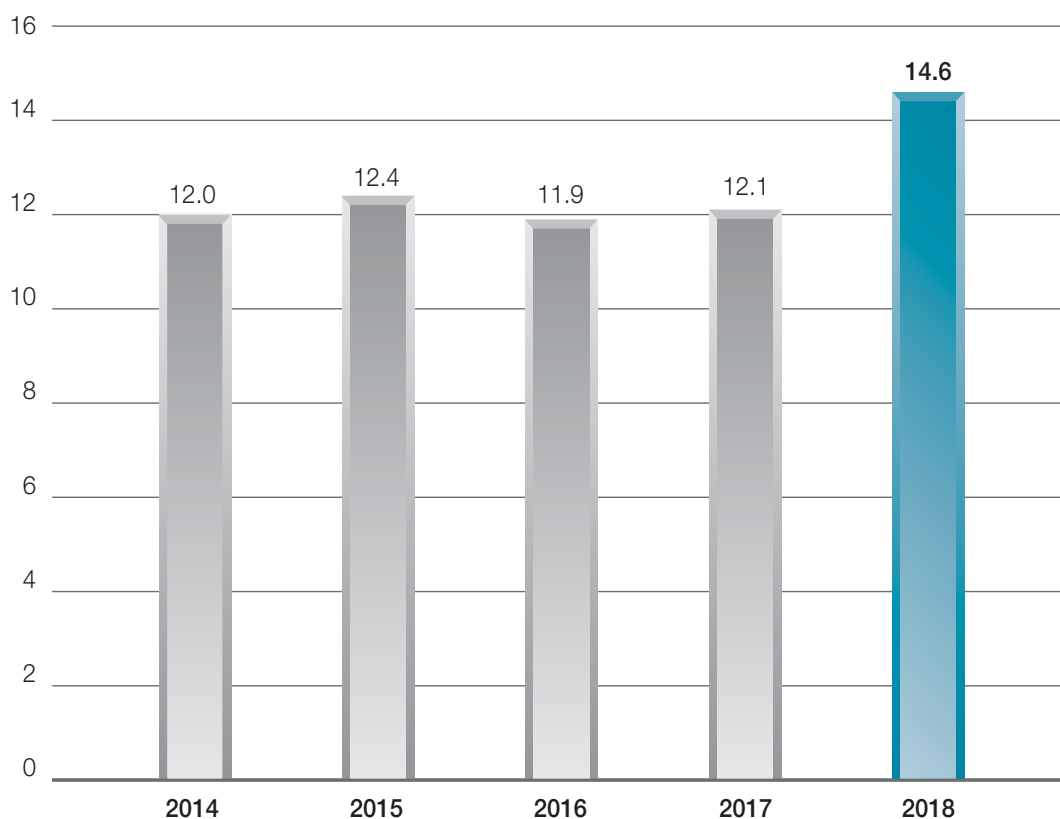
財務概要

For the year ended 31 March Results	截至3月31日止年度 業績	2018 HK\$'M 百萬元	2017 HK\$'M 百萬元
Turnover	營業額	2,222.3	2,234.1
Profit attributable to owners of the Company	本公司擁有人應佔溢利	2,305.1	823.9
Basic earnings per share (HK cents)	每股基本盈利(港仙)	170.7	61.0

At 31 March Financial Position	於3月31日 財務狀況	2018 HK\$'M 百萬元	2017 HK\$'M 百萬元
Total assets	資產總值	34,636.7	29,630.6
Total liabilities	負債總額	12,479.3	10,877.0
Equity attributable to owners of the Company	本公司擁有人應佔權益	19,717.8	16,385.8
Net asset value per share (HK\$)	每股資產淨值(港元)	14.6	12.1

NET ASSET VALUE PER SHARE (HK\$)

每股資產淨值(港元)



FINANCIAL REVIEW

財務回顧

SHAREHOLDERS' FUNDS

As at 31 March 2018, the shareholders' funds of the Group increased by HK\$3,332.0 million to HK\$19,717.8 million (2017: HK\$16,385.8 million). The gross profit margin for the Group for the year was 32.7% (2017: 30.8%).

MAJOR INVESTING ACTIVITIES

In November 2017, the Group completed the disposal of the 22nd Floor of China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong at the consideration of HK\$750.0 million.

During the year, the Group acquired a 15-storey residential building located in Minato-ku, Tokyo, Japan at the consideration of HK\$243.4 million.

In first quarter of 2018, the Group successfully bid and completed the acquisition of the land use rights of two plots of land in Jiaxing City, Zhejiang Province at total consideration of HK\$653.7 million. In addition, the Group acquired three plots of land located at Ramintra Road, Bangkok, Thailand at a total cost of HK\$323.5 million.

During the year, a joint venture repaid a net shareholders' loan of HK\$610.1 million to the Group by utilising the proceeds drawn from banking facilities granted to that joint venture. Further, the Group received a net shareholders' loan repayment of HK\$175.0 million from another joint venture.

MAJOR OPERATING ACTIVITIES

During the year, sales proceeds from disposal of certain development properties in Hong Kong, Thailand, mainland China and Japan amounted to HK\$567.4 million, HK\$90.7 million, HK\$1,038.8 million and HK\$382.3 million respectively.

FINANCIAL LIQUIDITY

As at 31 March 2018, the Group had total cash and securities investment of HK\$3,149.2 million (2017: HK\$2,792.1 million) whilst total bank borrowings, bonds and other loans were HK\$7,585.7 million (2017: HK\$7,793.9 million).

股東資金

於2018年3月31日，集團之股東資金增加3,332.0百萬港元至19,717.8百萬港元(2017年：16,385.8百萬港元)。集團本年度之毛利率為32.7%(2017年：30.8%)。

主要投資活動

於2017年11月，集團完成出售香港干諾道中168-200號信德中心招商局大廈22樓，代價為750.0百萬港元。

於年內，集團收購一幢位於日本東京港區的15層住宅大廈，代價為243.4百萬港元。

於2018年第一季度，集團成功投得及完成購入浙江省嘉興市兩幅地塊之土地使用權，總代價為653.7百萬港元。此外，集團亦收購位於泰國曼谷Ramintra Road之三幅地塊，總成本為323.5百萬港元。

於年內，一家合營公司以其獲授予之銀行信貸額所得款項向集團償還股東貸款淨額610.1百萬港元。此外，集團從另一家合營公司收回股東貸款淨額還款175.0百萬港元。

主要營運業務

於年內，出售香港、泰國、中國內地及日本若干發展物業之銷售所得款項分別為567.4百萬港元、90.7百萬港元、1,038.8百萬港元及382.3百萬港元。

流動資金

於2018年3月31日，集團持有現金及證券投資總額3,149.2百萬港元(2017年：2,792.1百萬港元)，而銀行借貸、債券及其他貸款總額則為7,585.7百萬港元(2017年：7,793.9百萬港元)。

GEARING

The Group's gearing ratio was 23.7% (2017: 32.0%) as calculated by the Group's consolidated net borrowings to the shareholders' funds as at 31 March 2018.

BANKING FACILITIES AND OTHER LOANS

The Group closely monitors its liquidity requirements and arranges financing for its development projects and operations as and when appropriate.

As at 31 March 2018, the unutilised credit facilities were approximately HK\$6,813.2 million (2017: HK\$6,417.3 million).

The maturity profile of bank borrowings, bonds and other loans were 13.9% (2017: 20.1%) falling within one year, 13.2% (2017: 3.5%) falling between one and two years and 72.9% (2017: 76.4%) falling between two and five years as at 31 March 2018.

TREASURY POLICY

The Group has centralised treasury functions and adopted a conservative approach for its treasury management. With majority of assets and liabilities denominated in HK dollars and US dollars, the Group has limited exposure to foreign currencies. To manage foreign currency exposure in certain overseas investments, the Group maintains naturally hedged positions and will make any swap or future arrangements as appropriate. The Group's banking facilities are principally on floating rate basis and interest rate swaps will be employed to manage interest rate risk for its short to medium-term borrowings when appropriate and necessary.

It is the policy of the Group to restrict the use of financial derivatives for speculative purpose.

PLEDGE OF ASSETS

As at 31 March 2018, certain bank loans of the Group were secured by certain investment properties, properties held for sale and properties held for/under development for sale at the total carrying value of HK\$1,669.5 million (2017: HK\$997.2 million).

In addition, the loans to a joint venture by the Group amounting to approximately HK\$747.1 million (2017: nil) were subordinated to banks to secure a banking facility granted to the joint venture for financing the development in Tai Po.

資本負債比率

於2018年3月31日，按集團綜合借貸淨額除股東資金計算之集團資本負債比率為23.7% (2017年：32.0%)。

銀行信貸額及其他貸款

集團密切監察其流動資金需求，並在適當時候為其發展項目及營運安排融資。

於2018年3月31日，未動用之信貸額約為6,813.2百萬港元 (2017年：6,417.3百萬港元)。

於2018年3月31日，銀行借貸、債券及其他貸款組合中還款期為一年內的佔13.9% (2017年：20.1%)、一至兩年的佔13.2% (2017年：3.5%) 及兩至五年內的佔72.9% (2017年：76.4%)。

庫務政策

集團已集中其庫務職能，並在庫務管理方面採取審慎政策。鑒於資產與負債大部份以港元及美元計算，集團之外匯風險有限。為管理若干海外投資所面對之外匯風險，集團維持對沖倉盤及適當地使用貨幣掉期或期貨安排。集團之銀行信貸額主要按浮動息率計算，並將在合適及需要時為中短期之借貸安排利率掉期，以管理其利率風險。

集團之政策為嚴格限制使用金融衍生工具作投機用途。

資產抵押

於2018年3月31日，賬面總值為1,669.5百萬港元 (2017年：997.2百萬港元) 之若干投資物業、持作出售物業及供出售待發展/發展中物業已作為集團若干銀行貸款之抵押。

此外，為使一家合營公司獲授予銀行信貸額，作為大埔發展項目之資金，集團已就向該合營公司提供約747.1百萬港元 (2017年：無) 之貸款向銀行作後償保證。

CONTINGENT LIABILITIES

The Group had contingent liabilities relating to a corporate guarantee on the Group's proportionate share to the extent of HK\$135.9 million (2017: HK\$123.2 million) as at 31 March 2018 given to a bank in respect of a banking facility granted to an investee company. The Group's interest in such investee company is classified under other non-current assets.

Two subsidiaries of the Company provided guarantees amounting to HK\$211.7 million (2017: HK\$44.5 million) as at 31 March 2018 in respect of mortgage facilities granted to purchasers of the Group's properties.

In May 2017, the Company provided a corporate guarantee of proportionate share to banks for securing a banking facility granted to a joint venture to finance the development in Tai Po. The bank loan balance of proportionate share of 40% is HK\$666.1 million (2017: nil) as at 31 March 2018.

Save as disclosed above, the Group did not have other significant contingent liabilities as at 31 March 2018.

或然負債

集團以股權比例為限就一家被投資公司獲授之銀行信貸額向銀行提供公司擔保而涉及之或然負債於2018年3月31日為135.9百萬港元（2017年：123.2百萬港元）。集團於該被投資公司之權益分類為其他非流動資產。

於2018年3月31日，本公司兩家附屬公司就集團物業買家獲授按揭貸款額而提供之擔保為211.7百萬港元（2017年：44.5百萬港元）。

於2017年5月，本公司按股權比例就一家合營公司獲取授予銀行信貸額，作為大埔發展項目之資金向銀行提供公司擔保，於2018年3月31日，股權比例40%之銀行貸款結餘為666.1百萬港元（2017年：無）。

除上文披露者外，於2018年3月31日，集團並無其他重大或然負債。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Deloitte.

德勤

TO THE SHAREHOLDERS OF HKR INTERNATIONAL LIMITED

香港興業國際集團有限公司

(incorporated in the Cayman Islands with limited liability)

致香港興業國際集團有限公司

全體股東

(於開曼群島註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of HKR International Limited (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 90 to 210, which comprise the consolidated statement of financial position as at 31 March 2018, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

意見

本核數師(以下簡稱「我們」)已審計列載於第90頁至第210頁香港興業國際集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱為「貴集團」)的綜合財務報表，此財務報表包括於2018年3月31日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動報表和綜合現金流量表以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的香港財務報告準則真實而中肯地反映了貴集團於2018年3月31日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露要求妥為擬備。

意見基礎

我們已根據香港會計師公會頒佈的香港審計準則進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表須承擔的責任」一節中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

關鍵審計事項

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

Key audit matter

關鍵審計事項

Valuation of investment properties

投資物業的估值

We identified the valuation of investment properties as a key audit matter due to the significant unobservable inputs and significant judgements associated with determining the fair value.

As disclosed in Note 15 to the consolidated financial statements, the Group's investment property portfolio comprised industrial, commercial and residential properties located in Hong Kong, mainland China, Thailand and Japan and was stated at fair value of HK\$11,255.2 million, accounting for approximately 32% of the Group's total assets as at 31 March 2018 with a change in fair value of HK\$1,889.3 million recognised in the consolidated statement of profit or loss for the year then ended.

All of the Group's investment properties were measured using the fair value model based on valuation conducted by independent firms of professional valuers (the "Valuers"). As disclosed in Note 4 to the consolidated financial statements, in determining the fair values of the Group's investment properties, the Valuers applied a market value basis which involves, inter-alia, significant unobservable inputs and significant judgements, representing appropriate capitalisation rates, market rent, estimated construction costs to be incurred, developers' profit of investment properties under construction and adjusted market prices that have taken into account property-specific adjustments including location and timing of referenced transactions.

我們識別投資物業的估值為關鍵審計事項，原因是釐定投資物業公平值涉及重大不可觀察輸入數據及重大判斷。

誠如綜合財務報表附註15所披露，貴集團的投資物業組合包括位於香港、中國內地、泰國及日本的工業、商業及住宅物業，按公平值列賬為11,255.2百萬港元，佔貴集團於2018年3月31日的資產總值約32%，而公平值變動1,889.3百萬港元於截至該日止年度的綜合損益表中確認。

貴集團的所有投資物業乃按獨立專業估值師行（「估值師」）採用的公平值模式計量進行估值。誠如綜合財務報表附註4所披露，在釐定貴集團投資物業的公平值時，估值師應用市值基準，當中涉及（其中包括）重大不可觀察輸入數據和重大判斷，即合適資本化率、市場租金、估計將產生的建設成本、在建投資物業的發展商溢利及已考慮特定物業調整（包括地點及參考交易之時間）之經調整市場價格。

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

Our procedures in relation to the valuation of investment properties included:

- Evaluating the competence, capabilities and objectivity of the Valuers;
- Obtaining an understanding from the Valuers about the valuation techniques, the performance of the property markets, significant assumptions adopted, critical judgmental areas, key inputs and data used in the valuations;
- Evaluating the reasonableness of significant unobservable inputs used in the valuation by comparing the market rent estimated by the Valuers against available market data or rental of existing lease, benchmarking capitalisation rate against available market data and comparing adjusted market prices with comparable market transactions for comparable properties in similar location and condition on a sample basis;
- Assessing the integrity of information provided by the management to the Valuers by comparing details of rentals on a sample basis to the respective underlying existing lease agreements; and
- Assessing the appropriateness of estimated construction costs to be incurred by comparing capital expenditure incurred to date against the construction plan and evaluating whether the developers' profit used in the construction profit is comparable to the market.

我們就投資物業估值進行的程序包括以下各項：

- 評價估值師的能力、才能及客觀性；
- 了解估值師的估值技巧、物業市場表現、所採納的重大假設、關鍵判斷範疇、估值所用的主要輸入參數及數據；
- 透過抽樣比較估值師估計之市場租金與可用市場數據或現有租賃租金、資本化率與可用市場數據及經調整市場價格與類似地點及狀況之可比較物業之可比較市場交易，以評價估值所採用重大不可觀察輸入數據的合理性；
- 透過抽樣比較各相關現有租賃協議項下的租金詳情以評估管理層向估值師所提供資料的完整性；及
- 透過比較建築計劃進度及迄今所發生之資本開支，評估估計將發生的建築成本的恰當性，以及評估建築利潤中用到之發展商利潤是否與市場水平相若。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key audit matter

關鍵審計事項

Interest in a significant joint venture

於一家重大合營公司的權益

We identified the Group's interest in a significant joint venture, Dazhongli Properties Limited ("Dazhongli"), as a key audit matter due to the significance of this investment to the Group's consolidated financial statements as a whole and the involvement of judgements in the valuation of investment properties of Dazhongli, which could in turn significantly affect the amount of interests in joint ventures accounted for using the equity method as at 31 March 2018 and share of results of joint ventures for the year ended.

Dazhongli and its wholly owned subsidiaries were engaged in the development of investment properties and hotel properties in the Jing'an District of Shanghai in mainland China. As disclosed in Note 18 to the consolidated financial statements, the carrying amount of interest in Dazhongli accounted for using the equity method and investment properties of Dazhongli as at 31 March 2018, change in fair value of investment properties of Dazhongli and the Group's share of result from Dazhongli for the year ended 31 March 2018 were HK\$2,278.8 million, HK\$22,886.0 million, HK\$28.2 million and HK\$7.6 million, respectively.

我們識別 貴集團於一家重大合營公司大中里物業有限公司(「大中里」)的權益為關鍵審計事項，是由於此項投資對 貴集團綜合財務報表整體的重要性及對大中里的投資物業進行估值涉及判斷，而有關估值可能對按權益法入賬之合營公司之權益於2018年3月31日之金額及截至該日止年度分佔合營公司業績造成重大影響。

大中里及其全資附屬公司於中國內地上海靜安區從事投資物業及酒店物業發展業務。誠如綜合財務報表附註18所披露，按權益法入賬之大中里權益及大中里投資物業於2018年3月31日的賬面值、截至2018年3月31日止年度大中里投資物業公平值變動及 貴集團分佔大中里業績分別為2,278.8百萬港元、22,886.0百萬港元、28.2百萬港元及7.6百萬港元。

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

Our procedures in relation to the interest in Dazhongli included:

- Obtaining an understanding of Dazhongli by reading its financial information and discussing with its management and component audit team about the financial performance, significant events occurred during the year and the key areas of judgement made in preparing its financial information to identify and assess the risks that are significant to the audit of the Group's consolidated financial statements;
- Evaluating the sufficiency and appropriateness of audit evidence obtained from work performed by the component audit team of Dazhongli by reviewing its audit documentation and discussing the results of its work with the component audit team; and

我們就大中里權益進行的程序包括以下各項：

- 閱覽大中里的財務資料以了解大中里，並與其管理層及組成部分審計小組討論大中里的財務表現、本年度發生的重大事件及編製財務資料時所作判斷的主要範疇以識別及評估對審計 貴集團綜合財務報表而言屬重大的風險；
- 覆核大中里組成部分審計小組的審計文件，並與該小組討論其工作成果，以評價彼等進行的審計工作所獲取的審計憑證是否充足及恰當；及

Key audit matter

關鍵審計事項

All of the Dazhongli's investment properties were measured using the fair value model based on valuation conducted by an independent firm of professional valuers (the "Valuer"). As disclosed in Note 4 to the consolidated financial statements, in determining the fair values of the Dazhongli's investment properties, the Valuer applied a market value basis which involves, inter-alia, significant unobservable inputs and significant judgements, representing appropriate rentals, capitalisation rates, estimated construction costs to be incurred and developers' profit of Dazhongli's investment properties under construction.

大中里的所有投資物業乃按獨立專業估值師行(「估值師」)採用的公平值模式計量進行估值。誠如綜合財務報表附註4所披露，在釐定大中里投資物業的公平值時，估值師應用市值基準，當中涉及(其中包括)重大不可觀察輸入數據和重大判斷，即合適市場租金、資本化率、估計將產生之建築成本及大中里在建投資物業的發展商利潤。

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

• Working with the component audit team of Dazhongli to carry out the following procedures:

- (1) Evaluating the competence, capabilities and objectivity of the Valuer;
- (2) Obtaining an understanding from the Valuer about the valuation techniques, the performance of the property markets, significant assumptions adopted, critical judgmental areas, key inputs and data used in the valuations;
- (3) Evaluating the reasonableness of significant unobservable inputs used in the valuation by comparing capitalisation rate and market rent against available market data on a sample basis;
- (4) Assessing the integrity of information provided by the management to the Valuer by comparing details of rentals on a sample basis to the respective underlying existing lease agreements; and
- (5) Assessing the appropriateness of estimated construction costs to be incurred by comparing capital expenditure incurred to date against the construction plan and evaluating whether the developers' profit used in the construction profit is comparable to the market.

• 與大中里組成部分審計小組合作進行以下程序：

- (1) 評價估值師的能力、才能及客觀性；
- (2) 了解估值師的估值技巧、物業市場表現、所採納的重大假設、關鍵判斷範疇、估值所用的主要輸入參數及數據；
- (3) 透過抽樣比較資本化率及市場租金與可用市場數據，以評價估值所採用重大不可觀察輸入數據之合理性；
- (4) 透過抽樣比較各相關現有租賃協議項下的租金詳情以評估管理層向估值師所提供資料的完整性；及
- (5) 透過比較建築計劃進度及迄今所發生之資本開支，評估估計將發生的建築成本之恰當性，以及評估建築利潤中用到之發展商利潤是否與市場水平相若。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER INFORMATION

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

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

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

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

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

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

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

其他信息

貴公司董事需對其他信息負責。其他信息包括刊載於年報內的信息，但不包括綜合財務報表及我們就此發出的核數師報告。

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

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。

董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據香港財務報告準則及香港公司條例的披露要求擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

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

治理層負責監督 貴集團的財務報告過程。

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

核數師就審計綜合財務報表須承擔的責任

我們的目標是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並按照我們協定的委聘條款僅向閣下（作為整體）出具包括我們意見的核數師報告。除此以外，本報告不可用作其他用途。我們並不就本報告之內容向任何其他人士負責或承擔責任。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，如果合理預期其單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，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，或凌駕於內部監控之上，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監控，以設計在有關情況下適當的審計程序，但目的並非對貴集團內部監控的有效性發表意見。

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 group audit. We remain solely responsible for our audit opinion.

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

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

- 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且可能導致對貴集團的持續經營能力產生重大疑慮的重大不確定性。倘我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。倘有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事件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，以對綜合財務報表發表意見。我們負責指導、監督和執行集團審核。我們為審計意見承擔全部責任。

我們已與治理層溝通有關（其中包括）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監控的任何重大缺陷。

我們亦向治理層提交聲明，說明我們已符合有關獨立性的相關道德要求，並與彼等溝通有可能合理地被認為會影響我們獨立性的所有關係及其他事項，以及在適用情況下的相關防範措施。

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

從與治理層溝通的事項中，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該等事項，除非法律法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計專案合夥人是黃琳菁。

Deloitte Touche Tohmatsu

德勤 • 關黃陳方會計師行

Certified Public Accountants

執業會計師

Hong Kong, 20 June 2018

2018年6月20日於香港

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

For the year ended 31 March 2018 截至2018年3月31日止年度

		NOTES 附註	2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Turnover	營業額	5	2,222.3	2,234.1
Cost of sales	銷售成本		(1,495.6)	(1,546.4)
Gross profit	毛利		726.7	687.7
Other income	其他收入	6	135.8	124.2
Administrative expenses	行政開支		(547.6)	(430.1)
Other gains and losses	其他收益及虧損	7	593.3	10.5
Change in fair value of investment properties	投資物業公平值變動			
Realised gains on disposals	出售時之已變現收益	15	14.5	—
Unrealised gains	未變現收益	15	1,874.8	623.3
Finance costs	財務費用	8	(208.3)	(191.7)
Share of results of associates	分佔聯營公司業績		(0.2)	(0.2)
Share of results of joint ventures	分佔合營公司業績		48.4	260.6
Profit before taxation	除稅前溢利	9	2,637.4	1,084.3
Taxation	稅項	10	(200.5)	(95.8)
Profit for the year	本年度溢利		2,436.9	988.5
Profit for the year attributable to:	下列應佔本年度溢利：			
Owners of the Company	本公司擁有人	11	2,305.1	823.9
Non-controlling interests	非控股權益		131.8	164.6
			2,436.9	988.5
Earnings per share	每股盈利	14		
Basic (HK cents)	基本(港仙)		170.7	61.0
Diluted (HK cents)	攤薄(港仙)		170.5	61.0

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 March 2018 截至2018年3月31日止年度

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Profit for the year	本年度溢利	2,436.9	988.5
Other comprehensive income (expense):	其他全面收益(開支):		
<i>Items that may be subsequently reclassified to profit or loss</i>	<i>其後或會重新分類至損益之項目</i>		
Exchange differences arising from foreign joint ventures	境外合營公司產生之匯兌差額	615.2	(379.9)
Exchange differences arising from translation of other foreign operations	換算其他境外業務產生之匯兌差額	501.5	(126.0)
Release of exchange reserve upon deregistration of a foreign subsidiary	境外附屬公司撤銷註冊時解除匯兌儲備	0.2	—
Available-for-sale financial assets:	可供出售金融資產:		
Fair value changes during the year	年內公平值變動	24.4	0.4
Reclassified to profit or loss upon disposal	出售時重新分類至損益	(13.2)	(2.2)
Deferred tax arising from fair value changes	公平值變動產生之遞延稅項	0.3	(0.3)
		1,128.4	(508.0)
<i>Item that will not be reclassified to profit or loss</i>	<i>將不會重新分類至損益之項目</i>		
Revaluation gain on property, plant and equipment upon transfer to investment properties	物業、廠房及設備轉撥至投資物業時之重估收益	4.6	—
Other comprehensive income (expense) for the year (net of tax)	本年度其他全面收益(開支)(扣除稅項後)	1,133.0	(508.0)
Total comprehensive income for the year	本年度全面收益總額	3,569.9	480.5
Total comprehensive income attributable to:	下列應佔全面收益總額:		
Owners of the Company	本公司擁有人	3,435.8	315.9
Non-controlling interests	非控股權益	134.1	164.6
		3,569.9	480.5

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 March 2018 於2018年3月31日

		NOTES 附註	2018 HK\$'M 百萬元	2017 HK\$'M 百萬元
Non-current assets	非流動資產			
Investment properties	投資物業	15	11,255.2	8,688.3
Property, plant and equipment	物業、廠房及設備	16	2,313.2	2,181.9
Interests in associates	聯營公司之權益	17	–	–
Interests in joint ventures	合營公司之權益	18	9,072.2	8,364.2
Held-to-maturity investments	持至到期投資	19	96.9	107.6
Available-for-sale financial assets	可供出售金融資產	19	110.6	87.9
Other assets	其他資產	20	150.6	144.3
Deferred tax assets	遞延稅項資產	26	42.0	3.1
			23,040.7	19,577.3
Current assets	流動資產			
Inventories	存貨	21	44.6	47.6
Properties held for sale	持作出售物業		2,308.5	1,161.9
Properties held for/under development for sale	供出售待發展/ 發展中物業	22	5,546.4	4,755.5
Trade receivables	應收貿易賬款	23	29.8	32.7
Deposits, prepayments and other receivables	按金、預付款項及 其他應收款項	24(a)	514.0	609.1
Amounts due from associates	應收聯營公司款項	17, 24(b)	8.1	8.1
Loan to a joint venture	貸款予合營公司	24(c)	–	665.3
Amounts due from joint ventures	應收合營公司款項	24(c)	191.2	166.6
Taxation recoverable	可退回稅項		11.7	9.9
Held-to-maturity investments	持至到期投資	19	33.3	48.3
Bank balances and cash	銀行結餘及現金	24(a), 33	2,908.4	2,548.3
			11,596.0	10,053.3
Current liabilities	流動負債			
Trade payables, provision and accrued charges	應付貿易賬款、撥備 及應計費用	25	1,040.0	879.6
Deposits received and other financial liabilities	已收按金及 其他金融負債	29	2,219.4	800.8
Taxation payable	應付稅項		97.8	75.9
Bank and other loans due within one year	一年內到期之銀行及 其他貸款	27	1,058.0	1,564.4
Other liabilities due within one year	一年內到期之 其他負債	28	41.6	0.7
			4,456.8	3,321.4
Net current assets	流動資產淨值		7,139.2	6,731.9
Total assets less current liabilities	總資產減流動負債		30,179.9	26,309.2

		NOTES 附註	2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Non-current liabilities	非流動負債			
Bank and other loans due after one year	一年後到期之銀行及其他貸款	27	6,527.7	6,229.5
Other liabilities due after one year	一年後到期之其他負債	28	1,126.6	1,051.6
Deferred tax liabilities	遞延稅項負債	26	368.2	274.5
			8,022.5	7,555.6
			22,157.4	18,753.6
Capital and reserves	資本及儲備			
Share capital	股本	30	337.5	337.5
Reserves	儲備		19,380.3	16,048.3
Equity attributable to owners of the Company	本公司擁有人應佔權益		19,717.8	16,385.8
Non-controlling interests	非控股權益		2,439.6	2,367.8
			22,157.4	18,753.6

The consolidated financial statements on pages 90 to 210 were approved and authorised for issue by the Board of Directors on 20 June 2018 and are signed on its behalf by:

第90頁至第210頁所載綜合財務報表已於2018年6月20日獲董事會批准及授權刊發，並由下列董事代表簽署：

CHA Mou Zing Victor

Deputy Chairman & Managing Director

查懋成

副主席兼董事總經理

CHUNG Sam Tin Abraham

Executive Director

鍾心田

執行董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動報表

For the year ended 31 March 2018 截至2018年3月31日止年度

	Attributable to owners of the Company 本公司擁有人應佔									
	Investment property					Capital				
	Share capital	Accumulated profits	Investment property revaluation reserve	Share premium	Share options reserve	Asset revaluation reserve	Investment revaluation reserve	Exchange reserve	Redemption reserve	Sub-total
	股本	累計溢利	投資物業重估儲備	股份溢價	股份期權儲備	資產重估儲備	投資重估儲備	匯兌儲備	資本贖回儲備	小計
	HK\$M	HK\$M	HK\$M	HK\$M	HK\$M	HK\$M	HK\$M	HK\$M	HK\$M	HK\$M
	百萬元	百萬元	百萬元	百萬元	百萬元	百萬元	百萬元	百萬元	百萬元	百萬元
At 1 April 2016	337.5	9,302.9	4,097.2	1,337.9	-	15.8	29.8	732.1	3.1	16,056.3
Profit for the year	-	823.9	-	-	-	-	-	-	-	823.9
Exchange differences arising from foreign joint ventures	-	-	-	-	-	-	-	(379.9)	-	(379.9)
Exchange differences arising from translation of other foreign operations	-	-	-	-	-	-	-	(126.0)	-	(126.0)
Fair value changes on available-for-sale financial assets	-	-	-	-	-	-	0.4	-	-	0.4
Reclassified to profit or loss upon disposal of available-for-sale financial assets	-	-	-	-	-	-	(2.2)	-	-	(2.2)
Deferred tax arising from fair value changes on available-for-sale financial assets	-	-	-	-	-	-	(0.3)	-	-	(0.3)
Total comprehensive income (expense) for the year	-	823.9	-	-	-	-	(2.1)	(505.9)	-	315.9
Transfer to investment property revaluation reserve relating to unrealised net fair value gain during the year	-	(946.4)	946.4	-	-	-	-	-	-	-
Recognition of equity-settled share-based payments (Note 31)	-	-	-	-	13.6	-	-	-	-	13.6
At 31 March 2017	337.5	9,180.4	5,043.6	1,337.9	13.6	15.8	27.7	226.2	3.1	16,395.8
At 31 March 2018	337.5	9,180.4	5,043.6	1,337.9	13.6	15.8	27.7	226.2	3.1	16,395.8
At 31 March 2017	337.5	9,180.4	5,043.6	1,337.9	13.6	15.8	27.7	226.2	3.1	16,395.8
At 31 March 2018	337.5	9,180.4	5,043.6	1,337.9	13.6	15.8	27.7	226.2	3.1	16,395.8

	Attributable to owners of the Company 本公司擁有人應佔									
	Investment property					Share options				
	Share capital	Accumulated profits	Investment property revaluation reserve	Share premium	Share options reserve	Asset revaluation reserve	Investment revaluation reserve	Exchange reserve	Capital redemption reserve	Non-controlling interests
	股本 HK\$M 百萬元	累計溢利 HK\$M 百萬元	投資物業 重估儲備 HK\$M 百萬元	股份溢價 HK\$M 百萬元	股份儲備 HK\$M 百萬元	資產重估 儲備 HK\$M 百萬元	投資重估 儲備 HK\$M 百萬元	匯兌儲備 HK\$M 百萬元	資本贖回 儲備 HK\$M 百萬元	非控股 權益 HK\$M 百萬元
	337.5	9,180.4	5,043.6	1,537.9	13.6	15.8	27.7	226.2	3.1	2,307.8
At 1 April 2017	337.5	9,180.4	5,043.6	1,537.9	13.6	15.8	27.7	226.2	3.1	2,307.8
於2017年4月1日	337.5	9,180.4	5,043.6	1,537.9	13.6	15.8	27.7	226.2	3.1	2,307.8
本年度溢利	-	2,305.1	-	-	-	-	-	-	-	-
Profit for the year	-	2,305.1	-	-	-	-	-	-	-	-
Exchange differences arising from foreign joint ventures	-	-	-	-	-	-	-	-	-	-
Exchange differences arising from translation of other foreign operations	-	-	-	-	-	-	-	-	-	-
Release of exchange reserve upon deregistration of a foreign subsidiary	-	-	-	-	-	-	-	-	-	-
Release of asset revaluation reserve upon disposal of an investment property	-	-	-	-	-	-	-	-	-	-
Revaluation gain on property, plant and equipment upon transfer to investment properties	-	4.9	-	-	-	(4.9)	-	-	-	-
Fair value changes on available-for-sale financial assets	-	-	-	-	-	2.3	-	-	-	2.3
Reclassified to profit or loss upon disposal of available-for-sale financial assets	-	-	-	-	-	-	24.4	-	-	24.4
Deferred tax arising from fair value changes on available-for-sale financial assets	-	-	-	-	-	-	(13.2)	-	-	(13.2)
Total comprehensive income (expenses) for the year	-	2,310.0	-	-	-	(2.6)	11.5	1,169.9	-	3,569.9
Transfer to investment property revaluation reserve relating to unrealised net fair value gain during the year	-	(1,726.2)	1,726.2	-	-	-	-	-	-	-
Transfer from investment property valuation reserve relating to net fair value gain realised during the year	-	90.8	(90.8)	-	-	-	-	-	-	-
Recognition of equity-settled share-based payments (Note 31)	-	-	-	-	28.9	-	-	-	-	28.9
Acquisition of additional interest in a subsidiary	-	2.3	-	-	-	-	-	-	-	2.3
Dividends paid	-	(135.0)	-	-	-	-	-	-	-	(135.0)
Dividend paid to a non-controlling shareholder	-	-	-	-	-	-	-	-	-	(60.0)
At 31 March 2018	337.5	9,722.3	6,679.0	1,537.9	42.5	13.2	39.2	1,343.1	3.1	2,439.6
於2018年3月31日	337.5	9,722.3	6,679.0	1,537.9	42.5	13.2	39.2	1,343.1	3.1	2,439.6

Notes:

(a) Investment property revaluation reserve represents the Group's accumulated post-tax unrealised net fair value gain on the investment properties of the subsidiaries, joint ventures and associates recognised in profit or loss, and then transferred from accumulated profits to investment property revaluation reserve. Upon disposal of the relevant investment property, the relevant unrealised net fair value gain will be transferred to accumulated profits.

(b) Capital redemption reserve is the amount equivalent to the nominal value of the shares cancelled upon repurchase of the Company's shares which was transferred from accumulated profits. The reserve may be applied by the Company in paying up its unissued shares to be allotted to members of the Company as fully paid bonus shares in accordance with the articles of association of the Company and the Companies Law of the Cayman Islands.

附註：

(a) 投資物業重估儲備為集團之附屬公司、合營公司及聯營公司之投資物業於損益確認之累計稅後未變現公平值淨收益，其後由累計溢利轉撥至投資物業重估儲備。於出售有關投資物業時，相關未變現公平值淨收益將轉撥至累計溢利。

(b) 資本贖回儲備指相當於購回本公司股份時註銷之股份面值金額，有關金額轉撥自累計溢利。本公司可根據其組織章程細則及開曼群島公司法動用該等儲備，以繳足其未發行股份，並作為繳足紅利股份配發予本公司股東。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2018 截至2018年3月31日止年度

	NOTE 附註	2018 HK\$'M 百萬元	2017 HK\$'M 百萬元
OPERATING ACTIVITIES	營運業務		
Profit for the year	本年度溢利	2,436.9	988.5
Adjusting items, net	調整項目淨額 (a)	(1,961.4)	(512.9)
Operating cash flows before movements in working capital	未計入營運資金變動前之經營現金流量	475.5	475.6
Decrease in inventories	存貨減少	3.0	2.3
Decrease in properties held for sale	持作出售物業減少	275.2	521.3
Increase in properties held for/under development for sale	供出售待發展/發展中物業增加	(1,887.8)	(1,856.3)
Decrease in trade receivables	應收貿易賬款減少	2.1	6.5
Decrease in deposits, prepayments and other receivables	按金、預付款項及其他應收款項減少	95.1	20.6
Increase in mortgage instalment receivables	應收按揭分期供款增加	(6.2)	(2.8)
Increase in amounts due from joint ventures	應收合營公司款項增加	(20.5)	(21.1)
Increase (decrease) in trade payables, provision and accrued charges	應付貿易賬款、撥備及應計費用增加(減少)	160.4	(31.9)
Increase in deposits received and other financial liabilities	已收按金及其他金融負債增加	1,418.6	568.9
Cash generated from (used in) operations	營運所得(所用)現金	515.4	(316.9)
Hong Kong Profits Tax paid	已付香港利得稅	(30.2)	(57.8)
Overseas tax paid	已付海外稅項	(111.1)	(14.8)
NET CASH GENERATED FROM (USED IN) OPERATING ACTIVITIES	營運業務所得(所用)現金淨額	374.1	(389.5)

		NOTES 附註	2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
INVESTING ACTIVITIES	投資活動			
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項		753.7	20.0
Repayment of loan to a joint venture	貸款予合營公司之還款		915.3	—
Redemption of held-to-maturity investments	贖回持至到期投資		86.0	52.0
Interest received	已收利息		15.0	58.5
Proceeds from disposal of investment properties	出售投資物業之所得款項	15	47.4	—
Loans to joint ventures	貸款予合營公司		(183.9)	(1,849.0)
Proceeds from disposal of available-for-sale financial assets	出售可供出售金融資產之所得款項		26.9	14.1
Additions of investment properties	添置投資物業		(864.7)	(406.5)
Additions of property, plant and equipment	添置物業、廠房及設備		(214.7)	(240.0)
Additions of held-to-maturity investments	添置持至到期投資		(51.1)	(8.3)
Net cash outflow on acquisition of a subsidiary	收購附屬公司之現金流出淨額	32	(29.2)	—
Additions of available-for-sale financial assets	添置可供出售金融資產		(23.9)	(2.5)
Repayment of loans by associates	聯營公司償還貸款		—	10.7
Additions of unlisted membership debentures	添置非上市會籍債券		—	(5.0)
NET CASH GENERATED FROM (USED IN) INVESTING ACTIVITIES	投資活動所得(所用)現金淨額		476.8	(2,356.0)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2018 截至2018年3月31日止年度

	NOTE 附註	2018 HK\$'M 百萬元	2017 HK\$'M 百萬元
FINANCING ACTIVITIES	融資活動		
New bank and other loans raised	新增銀行及其他貸款	744.0	1,236.6
Advance from a non-controlling shareholder	非控股股東墊款	200.0	15.0
Repayment of bank and other loans	償還銀行及其他貸款	(1,071.4)	(403.5)
Interest paid	已付利息	(208.3)	(200.7)
Dividends paid	已派股息	(135.0)	–
Repayment to a non-controlling shareholder	還款予非控股股東	(92.5)	(25.0)
Dividend paid to a non-controlling shareholder	已向非控股股東派付股息	(60.0)	–
Club debentures redeemed	贖回會所債券	(3.8)	(0.6)
Proceeds from issue of club debentures	發行會所債券之所得款項	0.3	0.4
NET CASH (USED IN) GENERATED FROM FINANCING ACTIVITIES	融資活動(所用)所得現金淨額	(626.7)	622.2
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值項目之增加(減少)淨額	224.2	(2,123.3)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	年初之現金及現金等值項目	2,548.3	4,718.0
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	匯率變動之影響	135.9	(46.4)
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	年末之現金及現金等值項目	2,908.4	2,548.3

		NOTES 附註	2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Note:	附註：			
(a) Analysis of adjusting items, net	(a) 調整項目淨額之分析			
Taxation	稅項	10	200.5	95.8
Finance costs	財務費用	8	208.3	191.7
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	9	161.0	148.4
Reversal of impairment loss on held-to-maturity investments	撥回持至到期投資減值虧損	7	(7.3)	—
Share of results of associates	分佔聯營公司業績	17	0.2	0.2
Expenses recognised in respect of equity-settled share-based payments	就以權益結算以股份為基礎之付款確認開支	31	28.9	13.6
Release of prepaid lease payments	預付租賃付款轉出	9	—	0.1
Net allowance for doubtful debts	呆賬撥備淨額	7	0.7	0.5
Net gains from financial assets	金融資產收益淨額		(13.2)	(2.2)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	7	(546.7)	(18.6)
Share of results of joint ventures	分佔合營公司業績	18	(48.4)	(260.6)
Realised gains on disposal of investment properties	出售投資物業時之已變現收益		(14.5)	—
Interest income	利息收入	6	(56.1)	(58.5)
Unrealised gains on change in fair value of investment properties	投資物業公平值變動之未變現收益		(1,874.8)	(623.3)
			(1,961.4)	(512.9)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

1. GENERAL

HKR International Limited (the “Company”) is incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and principal place of business of the Company are disclosed in the Corporate Information section of this annual report.

The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as the “Group”) are principally engaged in the development, management and provision of essential and recreational services for residential housing and leisure projects in Discovery Bay, Lantau Island, other property development, property investment, hotel operations and provision of healthcare services. The Group’s associates and joint ventures are principally engaged in property development and property investment.

The consolidated financial statements are presented in Hong Kong dollars, which is the functional currency of the Company.

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

AMENDMENTS TO HKFRSs THAT ARE MANDATORILY EFFECTIVE FOR THE CURRENT YEAR

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

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

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

1. 簡介

香港興業國際集團有限公司(「本公司」)為於開曼群島註冊成立之獲豁免有限責任公司，其股份於香港聯合交易所有限公司(「聯交所」)上市。本公司註冊辦事處及主要營業地點之地址於本年報之公司資料內披露。

本公司為投資控股公司，本公司及其附屬公司(統稱為「集團」)主要從事發展及管理位於大嶼山愉景灣之住宅樓宇及休閒項目並為其提供必需及康樂服務、其他物業發展、物業投資、酒店經營及提供醫療保健服務。集團聯營公司及合營公司之主要業務為物業發展及物業投資。

綜合財務報表以本公司之功能貨幣港元呈列。

2. 應用新訂及經修訂香港財務報告準則

本年度強制生效之香港財務報告準則(修訂本)

集團於本年度已首次應用以下由香港會計師公會頒佈之香港財務報告準則(修訂本)：

香港會計準則第7號 (修訂本)	披露計劃
香港會計準則第12號 (修訂本)	就未變現虧損確認遞延稅項資產
香港財務報告準則 第12號(修訂本)	作為香港財務報告準則2014年至2016年週期的年度改進一部分

除下述者外，於本年度採用上述香港財務報告準則(修訂本)並未對集團本年度及過往年度之財務表現及財務狀況及/或該等綜合財務報表所載之披露造成重大影響。

AMENDMENTS TO HKAS 7 “DISCLOSURE INITIATIVE”

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

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

A reconciliation between the opening and closing balances of liabilities arising from financing activities including these items is provided in Note 41. Consistent with the transition provisions of the amendments, the Group has not disclosed comparative information for the prior year. Apart from the additional disclosure in Note 41, the application of these amendments has had no impact on the Group’s consolidated financial statements.

NEW AND REVISED HKFRSs IN ISSUE BUT NOT YET EFFECTIVE

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

HKFRS 9	Financial Instruments ¹
HKFRS 15	Revenue from Contracts with Customers and the related Amendments ¹
HKFRS 16	Leases ²
HKFRS 17	Insurance Contracts ⁴
HK(IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration ¹
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments ²
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions ¹

香港會計準則第7號(修訂本)「披露計劃」

集團於本年度首次應用該等修訂本。該等修訂本規定實體提供披露事項，使財務報表使用者可評估因融資活動而產生之負債變動，包括現金及非現金產生之變動。該等修訂本亦規定倘金融資產現金流量曾計入，或未來現金流量將計入融資活動現金流，則須披露金融資產之變動。

具體而言，該等修訂本規定披露以下因融資活動而產生之負債變動：(i)融資現金流量產生之變動；(ii)取得或失去附屬公司或其他業務控制權產生之變動；(iii)外幣匯率變動之影響；(iv)公平值變動；及(v)其他變動。

因融資活動(包括該等項目)而產生之負債之期初與期末結餘之對賬於附註41提供。與該等修訂本之過渡條文一致，集團並無披露去年之可比較資料。除附註41之額外披露外，應用該等修訂本並無對集團綜合財務報表造成影響。

已頒佈但尚未生效之新訂及經修訂香港財務報告準則

集團並未提早採納以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第9號	金融工具 ¹
香港財務報告準則第15號	來自客戶合約之收入及相關修訂本 ¹
香港財務報告準則第16號	租賃 ²
香港財務報告準則第17號	保險合約 ⁴
香港(國際財務報告詮釋委員會)－詮釋第22號	外幣交易及墊付代價 ¹
香港(國際財務報告詮釋委員會)－詮釋第23號	所得稅處理之不確定性 ²
香港財務報告準則第2號(修訂本)	以股份為基礎支付之交易之分類及計量 ¹

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

Amendments to HKFRS 4	Applying HKFRS 9 “Financial Instruments” with HKFRS 4 “Insurance Contracts” ¹	香港財務報告準則第4號(修訂本)	與香港財務報告準則第4號「保險合約」一併應用香港財務報告準則第9號「金融工具」 ¹
Amendments to HKFRS 9	Prepayment Features with Negative Compensation ²	香港財務報告準則第9號(修訂本)	具有負補償之預付款項特性 ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³	香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營公司間之資產出售或注資 ³
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement ²	香港會計準則第19號(修訂本)	計劃修訂、縮減或清償 ²
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures ²	香港會計準則第28號(修訂本)	於聯營公司及合營公司之長期權益 ²
Amendments to HKAS 28	As part of the Annual Improvements to HKFRSs 2014–2016 Cycle ¹	香港會計準則第28號(修訂本)	作為香港財務報告準則2014年至2016年週期之年度改進一部分 ¹
Amendments to HKAS 40	Transfers of Investment Property ¹	香港會計準則第40號(修訂本)	轉撥投資物業 ¹
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015–2017 Cycle ²	香港財務報告準則(修訂本)	香港財務報告準則2015年至2017年週期之年度改進 ²

¹ Effective for annual periods beginning on or after 1 January 2018

² Effective for annual periods beginning on or after 1 January 2019

³ Effective for annual periods beginning on or after a date to be determined

⁴ Effective for annual periods beginning on or after 1 January 2021

¹ 於2018年1月1日或之後開始之年度期間生效

² 於2019年1月1日或之後開始之年度期間生效

³ 於待定日期或之後開始之年度期間生效

⁴ 於2021年1月1日或之後開始之年度期間生效

Except for the new and amendments to HKFRSs mentioned below, the directors of the Company anticipate that the application of all other new and revised HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

除下述新訂及經修訂香港財務報告準則外，本公司董事預計應用所有其他新訂及經修訂香港財務報告準則於可見未來將不會對綜合財務報表產生重大影響。

HKFRS 9 “FINANCIAL INSTRUMENTS”

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

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

- All recognised financial assets that are within the scope of HKFRS 9 are required to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are generally measured at fair value through other comprehensive income (“FVTOCI”). All other financial assets are measured at their fair value at subsequent accounting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

- In relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39 “Financial Instruments: Recognition and Measurement”. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

香港財務報告準則第9號「金融工具」

香港財務報告準則第9號引入有關金融資產、金融負債、一般對沖會計處理之分類及計量新規定以及金融資產之減值規定。

與集團相關之香港財務報告準則第9號之主要規定如下：

- 於香港財務報告準則第9號範圍內之所有已確認金融資產其後按攤銷成本或公平值計量。具體而言，以收取合約現金流為目的之業務模式持有之債務投資，而合約現金流純粹為支付本金及尚未償還本金利息，一般於其後會計期末按攤銷成本計量。而目的為同時收取合約現金流及出售金融資產之業務模式中持有之債務工具，合約條款令於特定日期產生之現金流純粹為支付本金及未償還本金之利息，一般按公平值計入其他全面收益之方式計量。所有其他金融資產於其後會計期末按公平值計量。此外，根據香港財務報告準則第9號，實體可作出不可撤回之選擇於其他全面收益呈列股本投資（並非持作買賣）之其後公平值變動，而股息收入一般僅於損益內確認。

- 就金融資產之減值而言，香港財務報告準則第9號規定的預期信貸虧損模式與香港會計準則第39號「金融工具：確認及計量」項下的已產生信貸虧損模式相反。預期信貸虧損模式規定實體於各報告期將預期信貸虧損及該等預期信貸虧損之變動入賬，以反映信貸風險自初步確認以來之變動。換言之，毋須再待發生信貸事件方確認信貸虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

Based on the Group's financial instruments and risk management policies as at 31 March 2018, the directors of the Company anticipate the following potential impact on initial application of HKFRS 9:

Classification and measurement

- Debt instruments classified as held-to-maturity investments as disclosed in Note 19 and loan receivables carried at amortised cost as disclosed in Notes 20, 23 and 24: these are held within a business model whose objective is to collect the contractual cash flows that are solely payments of principal and interest on the principal outstanding. Accordingly, these financial assets will continue to be subsequently measured at amortised cost upon the application of HKFRS 9;
- Equity investments classified as available-for-sale investments carried at cost less impairment and listed equity securities: these investments will qualify for designation as measured at FVTOCI under HKFRS 9, however, the Group plans not to elect the option for the designation and will measure these investments at fair value with subsequent fair value gains or losses to be recognised in profit or loss. The Group's investment in unlisted private equity funds classified as available-for-sale financial assets carried at fair value will also be carried at fair value through profit or loss ("FVTPL") Upon initial application of HKFRS 9, investment revaluation reserve of HK\$29.0 million related to these available-for-sale investments will be transferred to accumulated profits at 1 April 2018;
- Loans to joint ventures as disclosed in Note 18 are currently measured at amortised cost. The Group will continue to measure the loans at amortised cost if the contractual terms give rise to cash flows that are solely payments of principal and interest on the principal amount or otherwise, at FVTPL. Any remeasurement, if any, would be adjusted to opening accumulated profits as at 1 April 2018;
- All other financial assets and financial liabilities will continue to be measured on the same bases as are currently measured under HKAS 39.

根據集團於2018年3月31日之金融工具及風險管理政策，本公司董事預計首次應用香港財務報告準則第9號將有以下潛在影響：

分類及計量

- 附註19所披露之分類為持至到期投資之債務工具以及附註20、23及24所披露之按攤銷成本列賬之應收貸款：該等項目乃以目的為收回純粹支付本金及未償還本金利息的合約現金流量的業務模式所持有。因此，該等金融資產其後於應用香港財務報告準則第9號後將繼續按攤銷成本計量；
- 分類為按成本扣除減值列賬之可供出售投資之股本投資及上市股本證券：根據香港財務報告準則第9號該等投資將合資格指定為按公平值計入其他全面收益計量，然而集團計劃不選擇該指定選項，而將按公平值計量該等投資，其後的公平值收益或虧損將於損益中確認。集團於分類為按公平值列賬之可供出售金融資產之非上市私募股權基金之投資亦將按公平值計入損益。首次應用香港財務報告準則第9號後，於2018年4月1日，與該等可供出售投資有關之投資重估儲備29.0百萬港元將撥至累計溢利；
- 附註18所披露貸款予合營公司現時按攤銷成本計量。集團將其合約條款導致現金流純粹為支付本金及本金額利息之貸款繼續按攤銷成本計量，否則將按公平值計入損益計量。任何重新計量（如有）均將調整至2018年4月1日之期初累計溢利；
- 所有其他金融資產及金融負債將繼續按現時根據香港會計準則第39號計量之相同基準計量。

Impairment

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

The Group expects to apply the simplified approach to recognise lifetime expected credit losses for its trade receivables as required or permitted under HKFRS 9. Based on the assessment by the directors of the Company, if the expected credit loss model were to be applied by the Group, the accumulated amount of impairment loss to be recognised by Group as at 1 April 2018 would be slightly increased as compared to the accumulated amount recognised under HKAS 39 mainly attributable to expected credit losses provision on trade receivables, mortgage instalment receivables, loans to joint ventures, held-to-maturity investments and financial guarantee contracts. Such further impairment recognised under expected credit loss model would reduce the opening accumulated profits and increase the deferred tax assets at 1 April 2018.

減值

一般而言，本公司董事預期應用香港財務報告準則第9號之預期信貸虧損模式後，將會導致提早就尚未產生之信貸虧損作出撥備，而該等信貸虧損乃與集團按攤銷成本計量之金融資產及集團應用香港財務報告準則第9號後須作出減值撥備之其他項目有關。

集團預期就其應收貿易賬款按照香港財務報告準則第9號之規定或許可應用簡化之方法確認使用年期內之預期信貸虧損。根據本公司董事之評估，倘集團採用預期信貸虧損模式，集團於2018年4月1日將確認之減值虧損累計金額將較根據香港會計準則第39號確認之累計金額略為增加，主要歸因於就應收貿易賬款、應收按揭分期供款、貸款予合營公司、持至到期投資及財務擔保合約作出預期信貸虧損撥備。根據預期信貸虧損模式確認之有關進一步減值將使於2018年4月1日之期初累計溢利減少而遞延稅項資產增加。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

HKFRS 15 “REVENUE FROM CONTRACTS WITH CUSTOMERS”

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

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

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

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

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

香港財務報告準則第15號「來自客戶合約之收入」

香港財務報告準則第15號已頒佈，其制訂一項單一全面模式供實體用作將與客戶之間之合約產生之收入入賬。於香港財務報告準則第15號生效後，其將取代現時之收入確認指引，包括香港會計準則第18號「收入」、香港會計準則第11號「建築合約」及相關詮釋。

香港財務報告準則第15號之核心原則為實體確認收入以說明向客戶轉讓承諾貨品或服務，而該金額能反映該實體預期就交換該等貨品或服務有權獲得之代價。具體而言，該準則引入確認收入之五個步驟：

- 第一步：識別與客戶訂立之合約
- 第二步：識別合約中之履約責任
- 第三步：釐定交易價格
- 第四步：將交易價格分配至合約中之履約責任
- 第五步：於（或隨著）實體完成履約責任時確認收入

根據香港財務報告準則第15號，於（或隨著）實體完成履約責任時（即與特定履約責任相關之貨品或服務之「控制權」轉移予客戶時）確認收入。香港財務報告準則第15號已加入更多規範性指引以處理特別情況。此外，香港財務報告準則第15號要求更廣泛之披露。

於2016年，香港會計師公會頒佈香港財務報告準則第15號有關識別履約責任、委托人與代理之考慮因素及許可證申請指引之澄清。

The directors of the Company have assessed the impact on application of HKFRS 15 and have identified the following areas that will be affected:

The application of HKFRS 15 requires an entity to adjust the transaction price if a contract contains a significant financing component.

The directors of the Company anticipate that a significant financing component may exist for contracts of pre-sales of properties under development for sale as the Group may offer customers a discount compared to the sales price payable, provided the customers agree to pay the balance of the purchase price early. In assessing whether such advance payments schemes include a significant financing component, the Group has considered the difference between the discounted price offered to those customers and the cash selling price, and the length of time between the payment date and the completion date of legal assignment (i.e. the date when the customers obtain control of the properties) based on the typical arrangements entered into with the customers.

Where such advance payment schemes include a significant financing component, the transaction price will need to be adjusted to separately account for this component. Such adjustment will result in interest expense being recognised to reflect the effect of the financing benefit obtained from the customers during the period between the payment date and the completion date of legal assignment, with a corresponding increase to revenue on sale of properties recognised when control of the completed property is transferred to the customer.

In addition, the application of HKFRS 15 in the future may result in more disclosures in the consolidated financial statements.

The directors of the Company intend to apply the limited retrospective method with cumulative effect of initial application recognised in the opening balance of equity at 1 April 2018.

本公司董事已評估應用香港財務報告準則第15號之影響並已識別以下範疇將受影響：

應用香港財務報告準則第15號規定實體於合約如包含重大融資成分的情況下須調整交易價。

本公司董事預期預售供出售發展中物業之合約或存在重大融資成分，原因為集團可能為客戶提供相對應付銷售價之折扣，惟客戶同意提前支付購買價餘額。在評估該等預付款計劃是否包含重大融資成分時，集團已根據與客戶訂立之個別安排，考慮向該等客戶提供之折扣價與現金售價之間之差額，以及付款日期至法定轉讓完成日期（即客戶取得物業控制權之日期）之時間長短。

倘有關預付款計劃包括重大融資成分，則交易價將須予調整，以就該成分分開入賬。有關調整將導致確認利息開支，以反映於付款日期至完成法定轉讓日期期間自客戶取得融資利益之影響，及於已落成物業之控制權轉讓予客戶時確認銷售物業相應增加之收入。

另外，應用香港財務報告準則第15號於未來可能導致於綜合財務報表作出更多之披露。

本公司董事擬應用有限追溯法，首次應用之累計影響將於2018年4月1日之期初權益結餘中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

HKFRS 16 “LEASES”

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

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

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

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

香港財務報告準則第16號「租賃」

香港財務報告準則第16號為識別出租人及承租人之租賃安排及會計處理引入一個綜合模式。當香港財務報告準則第16號生效時，將取代香港會計準則第17號「租賃」及相關之詮釋。

香港財務報告準則第16號根據所識別資產是否由客戶控制來區分租賃及服務合約。除短期租賃及低價值資產租賃外，對經營租賃及融資租賃之區分自承租人會計處理中移除，並由承租人須就所有租賃確認使用權資產及相應負債之模式替代。

使用權資產初步按成本計量，隨後以成本（惟若干例外情況除外）減累計折舊及減值虧損計量，並就租賃負債之任何重新計量而作出調整。租賃負債初步按租賃款項（非當日支付）之現值計量。隨後，租賃負債會就（其中包括）利息及租賃款項以及租賃修訂之影響作出調整。就現金流量分類而言，集團目前將有關自用租賃土地及分類為投資物業之租賃土地之前期預付租賃款項呈列為投資現金流量，而其他經營租賃款項則呈列為經營現金流量。在應用香港財務報告準則第16號後，集團將有關租賃負債之租賃款項分配至本金及利息部分，並以融資現金流量呈列。

根據香港會計準則第17號，集團已就租賃土地（集團為承租人）確認預付租賃款項。應用香港財務報告準則第16號可能導致該等資產在分類上之潛在變動，取決於集團是否分開呈列或在擁有資產時將予以呈列相應有關資產之同一項目內呈列使用權資產。

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

Furthermore, extensive disclosures are required by HKFRS 16.

As at 31 March 2018, the Group has non-cancellable operating lease commitments of HK\$51.3 million as disclosed in Note 37. A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon application of HKFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases exception.

In addition, the Group currently considers refundable rental deposits paid of HK\$16.3 million and refundable rental deposits received of HK\$106.0 million as rights and obligations under leases to which HKAS 17 applies. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use the underlying assets, accordingly, the deposits would be recognised initially at fair value with the difference between fair value and nominal amount considered as additional lease payments and be included in the carrying amount of right-of-use assets in the case of deposits paid. Similar adjustments to refundable rental deposits received would be considered as advance lease payments.

Furthermore, the application of new requirements may result in changes in measurement, presentation and disclosure as indicated above.

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

此外，香港財務報告準則第16號亦要求廣泛之披露。

於2018年3月31日，誠如附註37所披露，集團有不可撤銷經營租賃承擔51.3百萬港元。初步評估顯示，該等安排將符合租賃定義。於應用香港財務報告準則第16號後，集團將就所有該等租賃確認使用權資產及相應負債，惟該等租賃符合低價值或短期租賃。

此外，集團目前將已付之可退還租賃按金16.3百萬港元及已收取之可退還租賃按金106.0百萬港元視為香港會計準則第17號適用之租賃項下之權利及責任。基於香港財務報告準則第16號對租賃付款之定義，該等按金並非與相關資產使用權有關之付款，因此，該等按金將初步按公平值確認，而公平值與賬面值之間之差額則視為額外租賃款項並計入使用權資產之賬面值（倘已付按金）。已收可退還租賃按金之相若調整將被視為預付租賃款項。

此外，應用新規定可能導致上文所述之計量、呈列及披露出現變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

AMENDMENTS TO HKAS 40 “TRANSFERS OF INVESTMENT PROPERTY”

The amendments clarify that a transfer to, or from, investment property necessitates an assessment of whether a property meets, or has ceased to meet, the definition of investment property, supported by observable evidence that a change in use has occurred. The amendments further clarify that situations other than the ones listed in HKAS 40 may evidence a change in use, and that a change in use is possible for properties under construction. For example, change in use for transfer from properties under development for sale in the ordinary course of business to investment properties could be evidenced by inception of an operating lease to another party. Currently, the Group accounts for such transfer only upon commencement of an operating lease.

The directors of the Company anticipate that the application of these amendments will result in earlier recognition of such transfers on the Group's consolidated financial statements in future periods should there be a change in use of any of its properties.

3. SIGNIFICANT ACCOUNTING POLICIES

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

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

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

香港會計準則第40號(修訂本)「轉撥投資物業」

該等修訂澄清投資物業之轉入及轉出須評估物業是否符合或不再符合投資物業之定義，並須以可觀察證據證明已改變用途。該等修訂進一步澄清香港會計準則第40號所列以外之情況可證明用途改變，而在建物業可能會改變用途。例如，就於一般業務過程中將供出售發展中物業轉撥為投資物業之用途改變可透過向另一方開始經營租賃予以證實。目前，集團僅於經營租賃開始時將該等轉撥入賬。

本公司董事預期，倘任何物業之用途改變，應用該等修訂可能會導致集團未來期間之綜合財務報表提早確認該等轉撥。

3. 重大會計政策

綜合財務報表乃按照香港會計師公會所頒佈之香港財務報告準則編製。此外，綜合財務報表包括聯交所證券上市規則及香港公司條例所規定之適用披露。

除下文所載會計政策闡明之若干物業及金融工具於各報告期末按公平值計量外，綜合財務報表乃根據歷史成本基準編製。

歷史成本通常基於就交換貨品及服務所付出代價之公平值。

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

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

For investment properties which are transferred at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that the results of the valuation technique equals the transaction price.

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

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

公平值乃於計量日由市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付之價格，而不論該價格是否可直接觀察或可使用其他估值方法估計。若市場參與者於計量日對資產或負債定價時會考慮資產或負債之特徵，則集團於估計資產或負債之公平值時會考慮該資產或負債之特徵。此等綜合財務報表中作計量及/或披露用途之公平值乃按此基準釐定，惟屬於香港財務報告準則第2號「以股份為基礎之付款」範圍內以股份為基礎之付款交易、屬於香港會計準則第17號範圍內之租賃交易，以及與公平值部分相似但並非公平值之計量（如香港會計準則第2號「存貨」內之可變現淨值或香港會計準則第36號「資產減值」內之使用價值）除外。

非金融資產公平值之計量則參考市場參與者從使用該資產得到之最高及最佳效用，或把該資產售予另一可從使用該資產得到最高及最佳效用之市場參與者所產生之經濟效益之能力。

按公平值轉讓之投資物業，凡於其後期間應用不可觀察輸入數據計量公平值之估值方法，估值方法應予校正，以使估值方法之結果相等於交易價格。

此外，就財務報告而言，公平值計量根據公平值計量輸入數據之可觀察程度及公平值計量之輸入數據對其整體之重要性分類為第一層級、第二層級或第三層級，詳情如下：

- 第一層級輸入數據是實體於計量日可以取得之相同資產或負債於活躍市場之報價（未經調整）；
- 第二層級輸入數據是就資產或負債直接或間接可觀察之輸入數據（包括在第一層級內之報價除外）；及
- 第三層級輸入數據是資產或負債不可觀察之輸入數據。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

The principal accounting policies are set out below.

BASIS OF CONSOLIDATION

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

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

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

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

主要會計政策載列如下。

綜合基準

綜合財務報表包括本公司及本公司控制之實體及其附屬公司之財務報表。倘屬以下情況，則本公司獲得控制權：

- 對被投資方擁有權力；
- 因參與投資對象之業務而承擔可變回報之風險或享有獲得可變回報之權利；及
- 有能力藉行使其權力而影響其回報。

倘有事實及情況顯示上述三項控制因素中，有一項或以上出現變動，集團會重新評估其是否控制投資對象。

倘集團於投資對象之投票權未能佔大多數，但只要投票權足以賦予集團實際能力可單方面主導投資對象之相關業務時，集團即對投資對象擁有權力。在評估集團於投資對象之投票權是否足以賦予其權力時，集團考慮所有相關事實及情況，包括：

- 集團持有之投票權規模相對於其他投票權持有者之規模及投票權之分佈情況；
- 集團、其他投票權持有者或其他各方持有之潛在投票權；
- 源自其他合約安排之權利；及
- 任何表明集團在需要作出決策時是否有主導相關業務之現有力量之額外事實及情況（包括先前股東大會之表決模式）。

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

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

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

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

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries.

Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of Company.

集團於獲得附屬公司控制權時將附屬公司綜合入賬，並於失去附屬公司控制權時終止。具體而言，於本年度內收購或出售附屬公司之收入及開支，按自集團獲得控制權當日起至集團失去附屬公司控制權當日止，計入綜合損益表內。

損益及其他全面收益之各項目歸屬於本公司擁有人及非控股權益。即使會導致非控股權益出現虧絀結餘，附屬公司之全面收益總額歸屬於本公司擁有人及非控股權益。

如有需要，附屬公司之財務報表將作出調整，以使其會計政策與集團之會計政策一致。

所有與集團成員公司之間交易相關之集團內資產及負債、權益、收入、開支及現金流量均於綜合入賬時悉數對銷。

集團於現有附屬公司擁有權權益之變動

集團於現有附屬公司擁有權權益之變動，如並無導致集團失去對該等附屬公司之控制權，均以權益交易入賬。集團之相關權益部分及非控股權益之賬面值均予以調整，以反映其於附屬公司相關權益之變動。

非控股權益所調整之金額與所付或所收代價之公平值之間之任何差額，均直接於權益確認並歸屬於本公司擁有人。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to owners of the Company and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

ACQUISITION OF A SUBSIDIARY NOT CONSTITUTING A BUSINESS

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to investment properties which are subsequently measured under fair value model, and financial assets and financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

INTERESTS IN ASSOCIATES AND JOINT VENTURES

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

倘集團失去對附屬公司之控制權，則該附屬公司之資產及負債以及非控股權益（如有）均剔除確認。收益或虧損於損益中確認，並按(i)已收代價之公平值及任何保留權益之公平值相加之總額與(ii)本公司擁有人應佔附屬公司資產（包括商譽）及負債以及任何非控股權益先前賬面值之間之差額計算。有關該附屬公司先前於其他全面收益中確認之所有金額會按猶如集團已直接出售該附屬公司相關資產或負債入賬（即重新分類至損益或按適用香港財務報告準則所指定/許可轉撥至另一權益類別）。於失去控制權當日在前附屬公司保留之任何投資之公平值，會根據香港會計準則第39號於其後入賬時視作初步確認之公平值或初步確認於聯營公司或合營公司投資之成本（倘適用）。

收購並不構成業務之附屬公司

當集團收購並不構成業務之資產及負債組別，則集團識別及確認所收購個別可識別資產及所承擔負債，方式為首先將購買價按各自之公平值分配至投資物業（其後按公平值模式計量）以及金融資產及金融負債，購買價餘額繼而按其於購買日期之相對公平值之基準分配至其他個別可識別資產及負債。該交易不會產生商譽或議價收購收益。

於聯營公司及合營公司之權益

聯營公司指集團對其有重大影響力之實體。重大影響力指參與投資對象之財務及營運政策決定之權力，但並無對該等政策擁有控制權或共同控制權。

合營公司是一項合營安排，對安排擁有共同控制權之各方據此對合營安排之資產淨值擁有權利。共同控制權乃合約協定對安排共同享有控制權，僅於與相關業務有關之決策需要共享控制權之各方一致同意時存在。

The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. Changes in net assets of the associates and joint ventures other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

聯營公司或合營公司之業績及資產與負債以權益會計法計入本綜合財務報表內。用作權益會計處理用途之聯營公司及合營公司財務報表乃使用集團就同類情況下之相似交易及事項所使用之統一會計政策編製。根據權益法，於聯營公司或合營公司之投資初步按成本於綜合財務狀況表確認，並於其後調整，以確認集團分佔該聯營公司或合營公司之損益及其他全面收益。該等聯營公司及合營公司資產淨值（損益及其他全面收益除外）之變動不予入賬，除非該等變動導致集團持有之擁有權變動。當集團分佔聯營公司或合營公司虧損超出其於該聯營公司或合營公司之權益（包括任何本質上構成集團於該聯營公司或合營公司投資淨額部分之長期權益）時，集團不再確認其分佔進一步虧損。僅限於集團產生法定或推定責任或代表該聯營公司或合營公司作出付款時方確認額外虧損。

香港會計準則第39號的規定予以應用，以釐定是否需要就集團於聯營公司或合營公司之投資確認任何減值虧損。於需要時，該項投資之全部賬面值會根據香港會計準則第36號作為單一資產進行減值測試，方法是比較其可收回金額（使用價值與公平值減出售成本兩者中之較高者）與其賬面值。任何已確認減值虧損均構成該項投資賬面值的一部分。有關該項減值虧損之任何撥回乃於該項投資的可收回金額其後增加的情況下根據香港會計準則第36號確認。

當集團實體與集團的聯營公司或合營公司進行交易時，與該聯營公司或合營公司交易所產生之溢利及虧損僅會在該聯營公司或合營公司之權益與集團無關的情況下，方會於集團的綜合財務報表確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

REVENUE RECOGNITION

Revenue is measured at fair value of the consideration received or receivable and represents amount receivable for goods sold and services provided in the normal course of business, net of discounts and the sales related taxes.

Revenue is recognised when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities, as described below.

Revenue from sale of properties in the ordinary course of business is recognised when the respective properties have been completed and the Group has transferred to the buyer the significant risks and rewards of ownership of the properties.

When a development property is sold in advance of completion, profit is only recognised when the respective properties have been completed and the significant risks and rewards of ownership of the properties have been transferred to the buyer. Deposits and instalments received from purchasers prior to this stage are included in current liabilities.

Revenue from sales of goods is recognised when the goods are delivered and title has been passed.

Service income is recognised as services are rendered.

Hotel operation income is recognised upon the provision of services and the utilisation of the hotel facilities by guests.

Dividend income from investments is recognised when the shareholders' rights to receive payment has been established.

Interest income from a financial asset excluding financial assets at FVTPL is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discount estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

The Group's accounting policy for recognition of revenue from operating leases is described in the accounting policy for leasing below.

收入確認

收入按已收或應收代價之公平值計量，指於日常業務過程中出售貨品與提供服務之應收款項，扣除折扣與銷售相關稅項。

當收入金額能可靠計量，而未來經濟利益可能流入集團，且符合以下集團各業務的特定準則時，集團便會確認收入。

日常業務過程中銷售物業之收入於有關物業已竣工，而集團已將物業擁有權之重大風險及回報轉移予買家時確認。

倘一項發展物業於建成前已予出售，溢利僅於有關物業已竣工及將物業擁有權之重大風險及回報轉移予買家時確認。此階段前從買家所收取之按金及分期付款乃列入流動負債。

銷售貨品之收入於交付貨品及移交擁有權後確認。

服務收入在提供服務時確認。

酒店營運收入於提供服務及賓客享用酒店設施時確認。

投資股息收入於股東收取有關股息之權利確立時確認。

金融資產（不包括按公平值計入損益之金融資產）之利息收入乃根據未償還本金及適用之實際利率按時間基準計提，實際利率乃將金融資產於預計年期內估計日後現金收入準確貼現至該資產於初步確認時之賬面淨值之比率。

集團就確認經營租賃之收入所採用之會計政策於下文租賃之會計政策中闡述。

PROPERTY, PLANT AND EQUIPMENT

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

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment other than construction in progress less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

If an item of property, plant and equipment becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in other comprehensive income and accumulated in asset revaluation reserve. On the subsequent sale or retirement of the asset, the relevant revaluation reserve will be transferred directly to retained profits.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

物業、廠房及設備

物業、廠房及設備包括持作生產或提供貨物或服務，或作行政用途之租賃土地（分類為融資租賃）及樓宇（除下述在建工程外），乃按成本減其後累計折舊及累計減值虧損（如有）於綜合財務狀況表內列賬。

用作生產、供應或行政用途之在建物業乃以成本扣除任何已確認減值虧損列賬。成本包括專業費用，以及就合資格資產而言，根據集團會計政策資本化之借貸成本。該等物業乃於工程完成及可作擬定用途時分類至適當之物業、廠房及設備類別。當該等資產可作擬定用途時，開始按與其他物業資產相同之基準計算折舊。

物業、廠房及設備項目（除在建工程外）折舊乃採用直線法按其估計可使用年期撇銷其成本減剩餘價值確認。估計可使用年期、剩餘價值及折舊方法於各報告期末檢討，估計任何變動之影響按預期基準入賬。

倘物業、廠房及設備項目因已證實結束業主自用而變為投資物業，其賬面值與公平值的任何差額於轉移日期於其他全面收益中確認及於資產重估儲備中累計。相關重估儲備於日後資產出售或報廢時，將直接轉入保留溢利。

物業、廠房及設備項目於出售后或當預期持續使用該資產將不會產生未來經濟利益時剔除確認。因出售或報廢物業、廠房及設備項目而產生之任何盈虧乃按銷售所得款項與資產賬面值間之差額釐定，並於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

IMPAIRMENT ON TANGIBLE ASSETS

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sale and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted. Quoted cash-generating unit is considered as one unit of account in its entirety. In assessing the fair value less costs of disposal of a quoted cash-generating unit, the Group applies valuation techniques taking into consideration of factors including the quoted price, control premium, discounted cash flow method in realising the underlying assets.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated to the assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined as if no impairment loss had been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

有形資產減值

於報告期末，集團檢討其可使用年期有限之有形資產之賬面值，以釐定是否有任何跡象顯示該等資產出現減值虧損。倘存在任何有關跡象，則估計有關資產之可收回金額以釐定減值虧損(如有)水平。

倘不可能估計個別資產之可收回金額，集團會估計該資產所屬現金產生單位之可收回金額。當可識別合理一致之分配基準時，公司資產亦分配至個別現金產生單位，否則將分配至可識別合理一致之分配基準之最小現金產生單位組別。

可收回金額乃公平值減出售成本與使用價值兩者中之較高者。於評估使用價值時，採用除稅前貼現率將估計未來現金流量貼現至現值。該貼現率應能反映市場當時所評估的貨幣時間價值及該資產(或現金產生單位)的獨有風險，就該資產而言，未來現金流量之估計則未作調整。所報現金產生單位被認為是其整體賬目的一個單位。於評估所報現金產生單位的公平值減出售成本時，集團採用估值方法，當中考慮包括於變現相關資產時之報價、控制溢價、貼現現金流量方法等因素。

倘估計資產(或現金產生單位)可收回金額低於其賬面值，則該資產(或現金產生單位)之賬面值將調低至其可收回金額。於分配減值虧損時，減值虧損會根據該單位各資產的賬面值按比例分配至資產。資產賬面值不得減少至低於其公平值減出售成本(如可計量)、其使用價值(如可釐定)及零三者中的最高者。已另行分配至資產之減值虧損金額按比例分配至該單位之其他資產。減值虧損即時於損益確認。

倘其後撥回減值虧損，該資產(或現金產生單位)之賬面值將增至重新估計之可收回金額，惟增加後之賬面值不得超過倘資產(或現金產生單位)於過往年度並無確認減值虧損而應釐定之賬面值。減值虧損之撥回即時於損益確認。

INVESTMENT PROPERTIES

Investment properties are properties held to earn rentals and/or for capital appreciation (including under properties construction for such purpose).

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are classified and accounted for as investment properties and are measured using the fair value model. Gains and losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

Construction cost incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the item is derecognised.

If there is a transfer from investment property carried at fair value to owner-occupied property evidenced by the commencement of owner occupation, the property's deemed cost for subsequent accounting shall be its fair value at the date of change in use.

INVENTORIES

Properties held for/under development for sale

Properties held for/under development for sale are classified under current assets and are stated at the lower of cost and net realisable value. Costs relating to the development of the properties include land cost, construction cost, borrowing costs and other direct development expenditure. The properties are transferred to properties held for sale upon completion of construction.

投資物業

投資物業為持作賺取租金及/或資本增值之物業(包括就該等目的之在建物業)。

投資物業初步按成本計量，包括任何直接應佔開支。於初步確認後，投資物業以公平值計量。所有集團於經營租賃項下持作賺取租金或資本增值之物業權益乃分類及入賬列作投資物業，並採用公平值模式計量。投資物業公平值變動所產生之盈虧於產生期間於損益確認。

在建投資物業產生之工程成本已資本化，作為在建投資物業賬面價之一部分。

投資物業於出售後或於投資物業永久不再使用且預期出售不會產生未來經濟利益時剔除確認。剔除確認資產所產生之任何盈虧(按出售所得款項淨額與資產賬面值之差額計算)於項目被剔除確認期間於損益入賬。

倘按公平值列賬之投資物業轉撥為業主自用物業，並由業主開始自用予以證實，則該物業於其後入賬時之視作成本應為其於改變用途當日之公平值。

存貨

供出售待發展/發展中物業

供出售待發展/發展中物業分類為流動資產，並按成本與可變現淨值兩者中之較低者列值。有關物業發展之成本包括土地成本、興建成本、借貸成本及其他直接發展支出。該等物業於落成後轉撥至持作出售物業。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

Properties held for sale

Properties held for sale are completed properties and are classified under current assets. They are stated at the lower of cost and net realisable value. Costs relating to the development of properties, comprising prepaid lease payments for lands and development costs, are included in properties held for/under development for sale until such time when they are completed. Net realisable value represents the estimated selling price less all anticipated costs to be incurred in marketing and selling.

Others

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

TAXATION

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before taxation' as reported in the consolidated statements of profit or loss because of items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amount of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which those deductible temporary differences can be utilised. Such deferred assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

持作出售物業

持作出售物業乃落成物業，列作流動資產，並按成本與可變現淨值兩者中之較低者列值。與物業發展有關的成本包括土地的預付租賃款項及發展成本，乃計入供出售待發展/發展中物業，直至其竣工時為止。可變現淨值指估計售價減於營銷及銷售中將產生的所有預計成本。

其他

存貨按成本與可變現淨值兩者中之較低者列值。成本按加權平均法計算。可變現淨值指存貨之估計售價減所有估計竣工成本及進行出售之必需成本。

稅項

所得稅支出指即期應付稅項及遞延稅項之總和。

即期應付稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合損益表所呈報之「除稅前溢利」不同，乃由於其他年度之應課稅收入或可抵扣開支項目所致，其亦不包括毋須課稅或不可抵扣之項目。集團之即期稅項乃按報告期末已頒佈或實際上已頒佈之稅率計算。

遞延稅項乃按綜合財務報表所列資產及負債賬面值與計算應課稅溢利時採用之相應稅基間之暫時差額確認。遞延稅項負債一般就所有應課稅暫時差額確認。遞延稅項資產一般於很可能有應課稅溢利可用於抵銷該等可動用之可扣減暫時差額時就所有可扣減暫時差額確認。倘暫時差額乃因初步確認不影響應課稅溢利及會計溢利交易（業務合併除外）中之其他資產及負債產生，有關遞延資產及負債將不予確認。

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax liabilities and deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

Current and deferred taxes are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

遞延稅項負債乃就與於附屬公司及聯營公司之投資以及於合營公司之權益有關的應課稅暫時差額予以確認，惟倘集團可控制暫時差額的撥回，以及暫時差額在可見將來很可能不會撥回，則不予確認。與該等投資及權益有關的可扣減暫時差額產生的遞延稅項資產，僅於很可能有充足的應課稅溢利以使用暫時差額的利益，以及預期暫時差額於可見將來可撥回時，方予確認。

遞延稅項資產之賬面值於各報告期末作出檢討，若不可能再有足夠應課稅溢利以收回全部或部分資產則會予以扣減。

遞延稅項資產及負債乃根據於報告期末已頒佈或實際上已頒佈之稅率（及稅法），按預期清償負債或變現資產期間適用之稅率計量。

遞延稅項負債及資產之計量反映按照集團所預期之方式於報告期末收回或清償其資產及負債賬面值將出現之稅務後果。

就使用公平值模式計量之投資物業而言，在計量其遞延稅項負債及遞延稅項資產時，假設該等物業是透過出售全數收回其賬面值，除非此假設被駁回則另當別論。當投資物業可予折舊，並以旨在透過隨時間流逝非透過出售消耗該投資物業所包含的絕大部分經濟利益之業務模式所持有，此假設則被駁回。

即期及遞延稅項乃於損益確認，惟若與於其他全面收益確認或直接於權益確認之項目有關，則即期及遞延稅項亦應分別於其他全面收益或直接於權益內確認。當即期稅項或遞延稅項乃自業務合併初步入賬而產生，則其稅務影響於業務合併入賬時計入。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

LEASING

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessor

Rental income from operating leases is recognised in the profit or loss on a straight line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight line basis over the lease term.

The Group as lessee

Operating lease payments are recognised as an expense on a straight line basis over the lease term.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

Leasehold land and building

When the Group makes payments for a property interest which includes both leasehold land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the entire consideration (including any lump-sum upfront payments) are allocated between the leasehold land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as 'prepaid lease payments' in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis, except for those that are classified and accounted for as investment properties under the fair value model. When the lease payments cannot be allocated reliably between the leasehold land and building elements, the entire property is generally classified as if the leasehold land is under a finance lease.

租賃

當擁有權之絕大部分風險及回報轉移予承租人時，租賃列為融資租賃。所有其他租賃均列為經營租賃。

集團作為出租人

經營租賃之租金收入乃按相關租賃年期以直線法於損益內確認。磋商及安排經營租賃產生之初步直接成本乃加至租賃資產之賬面值，並按租賃年期以直線法確認為開支。

集團作為承租人

經營租賃付款乃按直線法於有關租賃期間確認為開支。

倘於訂立經營租賃時獲得租賃優惠，則有關優惠確認為負債。優惠利益總額按直線法確認並在租金開支扣除。

租賃土地及樓宇

倘集團就包括租賃土地及樓宇部分之物業權益支付款項，集團根據評估附於各部分擁有權的絕大部分風險及回報是否已轉移至集團，分別將各部分的分類評定為融資或經營租賃，除非兩個部分均肯定為經營租賃，則整項租賃分類為經營租賃。具體而言，整體代價（包括任何一筆過預付款項）於初步確認時按租賃土地部分及樓宇部分中的租賃權益相對公平值比例於土地與樓宇部分之間分配。

在相關付款能可靠分配的情況下，被列為經營租賃的租賃土地權益於綜合財務狀況表中呈列為「預付租賃付款」，並於租期內按直線基準攤銷，惟根據公平值模式分類及入賬列作投資物業者除外。倘租賃付款未能於租賃土地及樓宇部分之間可靠地分配，則整項物業一般按猶如租賃土地根據融資租賃持有進行分類。

FOREIGN CURRENCIES

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are at the rates of exchange prevailing on the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in a foreign operation) which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the Group's interests in associates or joint ventures.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case, the exchange rates prevailing at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve.

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation, attributable to owners of the Company are reclassified to profit or loss.

外幣

編製各個別集團實體之財務報表時，以該實體功能貨幣以外貨幣（外幣）進行之交易乃按交易日期之現行匯率記錄。於各報告期末，以外幣列值之貨幣項目以當日之現行匯率重新換算。按公平值列賬且按外幣列值之非貨幣項目乃按釐定公平值當日現行匯率重新換算。以外幣歷史成本計量之非貨幣項目不予重新換算。

結算貨幣項目及重新換算貨幣項目所產生之匯兌差額會於產生期間於損益確認，惟應收或應付境外業務而結算並無計劃亦不可能發生（因此構成境外業務投資淨額之一部分）之貨幣項目之匯兌差額除外，該等匯兌差額初步於其他全面收益內確認，並於出售或部分出售集團於聯營公司或合營公司之權益時自權益重新分類至損益。

就呈列綜合財務報表而言，集團業務之資產及負債均按各報告期末現行匯率換算為集團之呈列貨幣（即港元）。收入及開支項目乃按期內平均匯率換算，除非期內匯率出現重大波幅，而於此情況下，則將採用交易當日現行之匯率。所產生匯兌差額（如有）於其他全面收益確認並於權益（匯兌儲備項下）中累計。

於出售境外業務（即出售集團於境外業務之所有權益，或涉及失去對擁有境外業務之附屬公司控制權之出售，或對擁有境外業務之合營安排或聯營公司權益進行部分出售而保留權益成為一項金融資產），所有本公司擁有人就該業務應佔而於權益累計之匯兌差額會被重新分類至損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

BORROWING COSTS

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

此外，就部分出售一間附屬公司而不會造成集團失去對該附屬公司控制權之情況而言，累計匯兌差額之比例會被重新分配予非控股權益，惟不會於損益確認。就所有其他部分出售（即部分出售聯營公司或合營安排而不會造成集團失去重大影響力或共同控制權）而言，累計匯兌差額所佔比例會被重新分類至損益。

借貸成本

購買、建設或生產合資格資產（為須佔用長時間就其擬定用途或出售作準備之資產）而直接應佔之借貸成本乃加入該等資產之成本，直至該等資產就其擬定用途或出售大體上準備妥當之有關時間為止。

特定借貸在用於合資格資產開支前，用作暫時性投資所賺取之投資收入自合資格資本化之借貸成本中扣除。

所有其他借貸成本於產生期間均於損益確認。

金融工具

倘集團實體成為工具合約條文之訂約方，則確認金融資產及金融負債。

金融資產及金融負債初步按公平值計量。因收購或發行金融資產及金融負債（按公平值計入損益之金融資產及金融負債除外）而直接產生之交易成本於初步確認時加入或扣自金融資產或金融負債之公平值（按適用者）。因收購按公平值計入損益之金融資產或金融負債而直接產生之交易成本即時於損益確認。

Financial assets

The Group's financial assets include loans and receivables, held-to-maturity investments and available-for-sale financial assets. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period to the net carrying amount of the asset on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade receivables, other receivables, bank balances and cash, amounts due from associates, loans to joint ventures and amounts due from joint ventures) are measured at amortised cost using the effective interest method, less any impairment (see accounting policy on impairment of financial assets below).

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

金融資產

集團之金融資產包括貸款及應收款項、持至到期投資及可供出售金融資產。分類乃取決於金融資產之性質及目的，並於初步確認時釐定。所有金融資產之日常買賣於交易日確認及剔除確認。日常買賣指須於根據市場規則或慣例訂立之時間內交付資產之金融資產買賣。

實際利率法

實際利率法為計算債務工具之攤銷成本及於有關期間分配利息收入之方法。實際利率乃按債務工具之預計年期或(倘適用)較短期間內準確貼現估計未來現金收入(包括構成實際利率不可或缺部分已付或已收之一切費用、交易成本及其他溢價或折讓)至資產初步確認時賬面淨值之利率。

債務工具之利息收入以實際利率為確認基準。

貸款及應收款項

貸款及應收款項為在活躍市場並無報價而具有固定或可釐定支付款額之非衍生金融資產。於初步確認後，貸款及應收款項(包括應收貿易賬款、其他應收款項、銀行結餘及現金、應收聯營公司款項、予合營公司之貸款及應收合營公司款項)採用實際利率法按攤銷成本減任何減值計量(見下文有關金融資產減值之會計政策)。

利息收入採用實際利率確認，惟倘確認利息屬無關重要之短期應收款項除外。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity dates that are quoted in an active market and that the Group's management has the positive intention and ability to hold to maturity. Subsequent to initial recognition, held-to-maturity investments are measured at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment of financial assets below).

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at FVTPL, loans and receivables or held-to-maturity investments.

Listed securities and unlisted private equity funds held by the Group that are classified as available-for-sale are measured at fair value at the end of each reporting period except for unquoted equity investments whose fair value cannot be reliably measured which are measured at cost less impairment. Dividends on available-for-sale equity investments are recognised in profit or loss. For those measured at fair value, other changes in the carrying amount of available-for-sale financial assets are recognised in other comprehensive income and accumulated under the heading of investment revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss (see accounting policy on impairment of financial assets below).

Dividends on available-for-sale equity investments are recognised in profit or loss when the Group's right to receive the dividends is established.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of the reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

持至到期投資

持至到期投資為於活躍市場有報價且具有固定或可釐定支付款額及固定到期日，而集團管理層有明確意圖及能力持有至到期之非衍生金融資產。於初步確認後，持至到期投資乃採用實際利率法按攤銷成本減任何已辨別減值虧損計量（見下文有關金融資產減值之會計政策）。

可供出售金融資產

可供出售金融資產為指定或並無劃分為按公平值計入損益之金融資產、貸款及應收款項或持至到期投資之非衍生工具。

集團持有之上市證券及非上市私募股權基金（被分類為可供出售）乃於各個報告期末按公平值計量，惟按成本減去減值計量且其公平值不能可靠計量之無報價股本投資除外。可供出售股本投資之股息於損益內確認。就按公平值計量之可供出售金融資產而言，其他可供出售金融資產之賬面值變動乃於其他全面收益確認及於投資重估儲備累計。當該投資被出售或釐定為已減值時，過往累計於投資重估儲備之累計盈虧會被重新分類至損益（見下文有關金融資產減值之會計政策）。

當集團收取股息之權利確立時，可供出售股本投資之股息於損益內確認。

金融資產減值

金融資產（按公平值計入損益之金融資產除外）於報告期末會被評估有否出現減值跡象。倘有客觀證據證明金融資產之估計未來現金流量因初步確認金融資產後發生之一項或多項事件而受到影響，則金融資產被視為減值。

For an available-for-sale equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest and principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When trade receivables and other financial assets are considered uncollectible, they are written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss. Changes in the carrying amount of the allowance account are recognised in profit or loss.

就可供出售股本投資而言，該項投資之公平值大幅或長期下跌至低於其成本，將被視為減值之客觀證據。

就所有其他金融資產而言，減值之客觀證據可能包括：

- 發行人或交易對手出現重大財務困難；或
- 違約，如未能或延遲償還利息及本金；或
- 債務人有可能破產或進行財務重組。

就若干類別金融資產（如應收貿易賬款）而言，不予個別評估減值之資產會另外一併評估減值。應收款項組合出現減值之客觀證據可包括集團過往收款記錄、組合內逾期超過平均信貸期之延期款項數目上升，以及國家或地區經濟狀況出現會導致應收款項未能償還之可觀察變動。

就按攤銷成本列值之金融資產而言，已確認減值虧損金額乃該資產賬面值與按該金融資產原實際利率貼現之估計未來現金流量之現值之差額。

就按成本列值之金融資產而言，減值虧損金額乃按該資產賬面值與類似金融資產按當前市場回報率貼現之估計未來現金流量之現值之差額計量。有關減值虧損於隨後期間不會撥回。

所有金融資產之減值虧損會直接於金融資產之賬面值扣減，惟應收貿易賬款除外，其賬面值會透過撥備賬扣減。當應收貿易賬款及其他金融資產被視為不可收回時，會於撥備賬內撇銷。先前撇銷之款項如其後收回，則計入損益。撥備賬內之賬面值變動會於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period in which the impairment takes place.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses were recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Impairment losses on available-for-sale equity investments will not be reversed through profit or loss. Any increase in fair value subsequent to impairment loss is recognised directly in other comprehensive income and accumulated in investment revaluation reserve.

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

倘可供出售金融資產被視為已減值，先前於其他全面收益確認之累計盈虧於減值發生期間重新分類至損益。

就按攤銷成本計量之金融資產而言，倘在隨後期間，減值虧損金額減少，而有關減少能客觀地與於確認減值虧損後所發生之事件有關，則先前已確認之減值虧損將透過損益撥回，惟資產於撥回減值當日之賬面值不得超過假設並無確認減值之攤銷成本。

可供出售股本投資之減值虧損將不會透過損益撥回。公平值於確認減值虧損後之任何增加，會直接於其他全面收益確認並於投資重估儲備累計。

金融負債及股本工具

由集團實體發行之債務及股本工具乃按所訂立之合約安排性質以及金融負債及股本工具之定義而分類為金融負債或權益。

股本工具

股本工具指能證明集團經扣除其所有負債後之資產剩餘權益之任何合約。本公司發行之股本工具按已收所得款項扣除直接發行成本後確認。

實際利率法

實際利率法為計算金融負債之攤銷成本及於有關期間分配利息開支之方法。實際利率乃按金融負債之預計年期或(倘適用)較短期間內準確貼現估計未來現金付款(包括構成實際利率不可或缺部分已付或已收之一切費用及點數、交易成本及其他溢價或折讓)至初步確認時賬面淨值之利率。

利息開支以實際利率為確認基準。

Financial liabilities at amortised cost

Financial liabilities (including bank and other loans, trade payables, deposits received and other liabilities) are subsequently measured at amortised costs, using the effective interest method.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Group are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of obligation under the contract, as determined in accordance with HKAS 37 “Provisions, Contingent Liabilities and Contingent Assets”; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

按攤銷成本計算之金融負債

金融負債(包括銀行及其他貸款、應付貿易賬款、已收按金及其他負債)其後以實際利率法按攤銷成本計量。

財務擔保合約

財務擔保合約乃規定發出人向持有人支付指定金額，以補償持有人由於指定欠債人未能根據債務工具條款於到期時付款而蒙受之損失之合約。

集團發行之財務擔保合約初步按公平值計量，而倘並非指定為按公平值計入損益，其後以下列各項之較高者計量：

- 根據香港會計準則第37號「撥備、或然負債及或然資產」釐定合約項下責任之金額；及
- 初步確認之金額減去於擔保期間確認之累計攤銷(如適用)。

剔除確認

當對資產現金流之合約權利屆滿或其將金融資產及該資產絕大部分風險及回報轉移至另一實體後，集團剔除確認該金融資產。

於剔除確認金融資產時，資產賬面值與已收及應收代價及已於其他全面收益確認並於權益累計之累計盈虧之總和間之差額，會於損益確認。

集團於及僅於集團之責任解除、取消或屆滿後剔除確認金融負債。被剔除確認之金融負債賬面值與已付及應付代價間之差額於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

PROVISIONS

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

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

RETIREMENT BENEFIT COSTS

Payments to defined contribution retirement benefit schemes/state-managed retirement benefits schemes/the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

SHARE-BASED PAYMENT ARRANGEMENTS

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to accumulated profits. Regarding to the share options of the subsidiary, when share options are exercised after the vesting date, the amount previously recognised in share options reserve of a subsidiary will be transferred to share of net assets of subsidiaries within non-controlling interests.

撥備

集團若因過往事件而產生現有責任(法定或推定)，而集團很可能將須履行該等責任，且對所需承擔之金額能作出可靠估計時確認撥備。

確認為撥備之金額乃在考慮責任所附帶之風險及不確定因素後，對於報告期末履行現有責任所須之代價之最佳估計值。倘撥備按估計用以履行現有責任之現金流量計量，則其賬面值為該等現金流量之現值(倘金錢時間價值之影響屬重大)。

退休福利成本

界定供款退休福利計劃/國家管理退休福利計劃/強制性公積金計劃之供款於僱員提供使其有權獲得供款之服務時確認為支出。

以股份為基礎之付款安排

向僱員及其他提供類似服務之人士作出以權益結算以股份為基礎之付款按股本工具於授出日期之公平值計量。

對於授出當日立即歸屬之股份期權，所授股份期權公平值即時於損益支銷。

行使本公司股份期權時，先前於股份期權儲備確認之金額會轉撥至股份溢價。倘若股份期權於歸屬日期後被沒收或於到期日仍未行使，則先前於股份期權儲備確認之金額會轉撥至累計溢利。就附屬公司之股份期權而言，當股份期權於歸屬日期後行使，先前於附屬公司股份期權儲備中確認之金額將轉撥至非控股權益內之分佔附屬公司資產淨值。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

CRITICAL JUDGEMENTS IN APPLYING ACCOUNTING POLICIES

The followings are the critical judgements, apart from those involving estimation, that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Deferred taxation on investment properties

For the purposes of measuring deferred tax liabilities arising from investment properties that are measured using the fair value model, the directors of the Company have reviewed the investment property portfolio of the Group and concluded that none of the investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, the directors of the Company have determined that the "sale" presumption set out in HKAS 12 "Income Taxes" is not rebutted. As a result, the Group has not recognised any deferred taxes on changes in fair value of investment properties to the extent in which the disposal of those investment properties is not subject to income taxes.

The directors of the Company also determined the investment properties held by a joint venture whose business objective is to consume substantively all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, the directors of the Company have determined that the "sale" presumption set out in HKAS 12 is rebutted.

4. 主要會計判斷及估計不明朗因素之主要來源

於應用載於附註3之集團會計政策時，本公司董事須就從其他來源並不顯而易見之資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃根據過往經驗及認為相關之其他因素作出。實際結果可能與此等估計有異。

估計及相關假設按持續基準審閱。會計估計修訂於修訂估計期間內（倘修訂僅影響該期間）或於修訂及未來期間內（倘修訂影響當前及未來期間）確認。

應用會計政策時之主要判斷

以下為本公司董事在應用集團會計政策時曾作出之主要判斷（涉及估計者除外），而有關判斷對於綜合財務報表所確認之金額具有最重大影響。

投資物業之遞延稅項

於計量按公平值模式計量之投資物業所產生之遞延稅項負債時，本公司董事已審閱集團之投資物業組合，且總結並無投資物業以旨在透過隨時間流逝消耗該投資物業所包含之絕大部分經濟利益之業務模式持有。因此，本公司董事已確定，香港會計準則第12號「所得稅」所載之「銷售」假定不會被駁回。因此，就出售不會引致所得稅之投資物業而言，集團並無就該等物業之公平值變動確認任何遞延稅項。

本公司董事亦已釐定合營公司所持有之投資物業，其業務目標為透過隨時間流逝非透過出售消耗投資物業所包含之絕大部分經濟利益。因此，本公司董事已確定，香港會計準則第12號所載之「銷售」假定被駁回。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

KEY SOURCES OF ESTIMATION UNCERTAINTY

Management had made the following estimations that have the most significant effect on the amounts recognised in the consolidated financial statements and a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Fair value of investment properties

Investment properties are carried in the consolidated statement of financial position as at 31 March 2018 at their fair value of HK\$11,255.2 million (2017: HK\$8,688.3 million) (Note 15). The fair value was based on valuation of these properties conducted by independent firms of professional valuers (the “Valuers”). In determining the fair values of the Group’s investment properties, the Valuers applied a market value basis which involves, inter-alia, significant unobservable inputs and significant judgements, representing appropriate market rent, capitalisation rates and adjusted market price that has taken into account of property-specific adjustments including location and timing of referenced transactions. In determining the fair values of the Group’s investment properties under construction, the Valuers applied a market value basis which involves, inter-alia, significant unobservable inputs and significant judgements, representing appropriate market rent, capitalisation rates, estimated construction costs to be incurred and developers’ profit. The management of the Company has reviewed the valuation techniques and inputs for fair value measurements.

As at 31 March 2018, the fair value of the investment properties held by a joint venture amounted to HK\$22,886.0 million (2017: HK\$20,541.4 million) (Note 18) and the Group’s share of the value of the investment properties amounted to HK\$11,443.0 million (2017: HK\$10,270.7 million). The valuation of such investment properties was conducted by an independent firm of professional valuers (the “Valuer”). In determining the fair value of the joint venture’s investment properties, the Valuer applied a market value basis which involves, inter-alia, significant unobservable inputs and significant judgements, representing appropriate rentals, capitalisation rates, estimated construction costs to be incurred and developers’ profit of the joint venture’s investment properties under construction.

估計不明朗因素之主要來源

管理層已作出下列對綜合財務報表已確認金額具有最重大影響，且極可能導致須對資產與負債於下一財政年度之賬面值作出重大調整之估計。

投資物業之公平值

於2018年3月31日在綜合財務狀況表列賬之投資物業之公平值為11,255.2百萬港元(2017年：8,688.3百萬港元)(附註15)，乃按獨立專業估值師行(「估值師」)對該等物業進行之估值計算得出。於釐定集團投資物業之公平值時，估值師應用市值基準，當中涉及(其中包括)重大不可觀察輸入數據及重大判斷，即合適市場租金、資本化率及已計及特定物業調整(包括參考交易之地點及時間)之經調整市場價格。於釐定集團在建投資物業之公平值時，估值師應用市值基準，當中涉及(其中包括)重大不可觀察輸入數據及重大判斷，即合適市場租金、資本化率、將予產生之估計建築成本及發展商溢利。本公司管理層已審閱公平值計量之估值方法及輸入數據。

於2018年3月31日，由合營公司持有之投資物業之公平值為22,886.0百萬港元(2017年：20,541.4百萬港元)(附註18)，而集團所分佔之投資物業價值為11,443.0百萬港元(2017年：10,270.7百萬港元)。該等投資物業之估值由獨立專業估值師行(「估值師」)進行。於釐定合營公司投資物業之公平值時，估值師應用市值基準，當中涉及(其中包括)重大不可觀察輸入數據及重大判斷，即合適租金、資本化率及將予產生之估計建築成本以及發展商於合營公司在建投資物業之溢利。

Properties held for/under development for sale

Management reviews the recoverability of the Group's properties held for/under development for sale amounting to HK\$5,546.4 million (2017: HK\$4,755.5 million) (Note 22) with reference to current market environment whenever events or changes in circumstances indicate that the carrying amount of the assets may exceed its net realisable value. Write-down for estimated irrecoverable amounts is recognised in profit or loss when the net realisable value is below cost. The estimates of net realisable value are based on the evidence available at the time the estimates are made of the amount the properties held for/under development for sale that are expected to realise. Actual realised amount may differ from estimates or changes in facts and circumstances may result in downward revision of estimated net realisable value of these properties held for/under development for sale and additional write-down may be required.

Project investment undertaken by a joint venture

The Group has a 50% equity interest in a joint venture, Dazhongli Properties Limited ("Dazhongli"), whose wholly owned subsidiaries are engaged in the development of investment properties and hotel properties in the Jing'an District of Shanghai in mainland China, for investment purpose. In considering the recoverability of the Group's loans to Dazhongli amounting to HK\$4,732.5 million (2017: HK\$4,698.9 million) (Note 18), the management takes into consideration the recoverable amount of the underlying assets of Dazhongli which is determined by reference to the costs to be incurred to complete the development of the properties and the future rental income to be generated therefrom, where the actual future cash flows are less than expected, a material impairment loss may arise. The management considered that no impairment is necessary in respect of the loans to Dazhongli.

5. TURNOVER AND SEGMENT INFORMATION

The Group is organised into five operating divisions: property development, property investment, services provided (clubs operation, transportation and professional property management services), hotel operations and healthcare (provision of medical and dental care services, comprising chronic disease management and integrated medical centres, Chinese medicine centres, dental clinics, a centre for the diagnosis and treatment of cancer and multi-specialty outpatient centres). Each of the operating divisions represents an operating and reportable segment.

供出售待發展/發展中物業

管理層參考現時市況中致使資產之賬面值可能超逾其可變現淨值之事宜或變動，審閱集團金額為5,546.4百萬港元(2017年：4,755.5百萬港元)(附註22)之供出售待發展/發展中物業之可收回程度。估計不可收回金額之撇減，乃於可變現淨值低於成本時於損益確認。可變現淨值之估計乃按照當時可得之供出售待發展/發展中物業之預期估計變現金額之實據而作出。實際變現金額或會與估計不同，或事實與情況有變可能致使該等供出售待發展/發展中物業之估計可變現淨值向下調整，並須作額外之撇減。

合營公司承建之項目投資

集團持有一家合營公司大中里物業有限公司(「大中里」)之50%股權，其全資附屬公司於中國內地上海靜安區從事投資物業及酒店物業發展業務作投資用途。於考慮集團對大中里為數4,732.5百萬港元(2017年：4,698.9百萬港元)(附註18)之貸款之可收回程度時，管理層將大中里相關資產之可收回金額計入考慮因素，而該金額乃參照完成物業發展將產生之成本及自其產生之未來租金收入釐定，倘實際未來現金流量低於預期，則可能產生重大減值虧損。管理層認為毋須就給予大中里之貸款作出減值。

5. 營業額及分部資料

集團分為五個營運部門：物業發展、物業投資、配套服務(會所業務、運輸及專業物業管理服務)、酒店業務及醫療保健(提供醫療及牙科保健服務，包括慢性疾病管理及專科中心、中醫門診、牙科診所、癌症診斷及治療中心以及多元化專科門診中心)。各營運部門均代表一個營運及可呈報分部。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

The following is an analysis of the Group's revenue and results by operating and reportable segments for the year:

以下為根據營運及可呈報分部分析本年度集團之收入及業績：

		Property development 物業發展 HK\$'M 百萬港元	Property investment 物業投資 HK\$'M 百萬港元	Services provided 配套服務 HK\$'M 百萬港元	Hotel operations 酒店業務 HK\$'M 百萬港元	Healthcare 醫療保健 HK\$'M 百萬港元	Total 總計 HK\$'M 百萬港元
For the year ended 31 March 2018	截至2018年3月31日止年度						
TURNOVER	營業額						
Segment revenue – sales to external customers derived by the Group, an associate and joint ventures	分部收入—集團、聯營公司及合營公司對外部客戶之銷售額	1,318.7	1,435.4	471.1	313.2	276.3	3,814.7
Excluding turnover of an associate and joint ventures	扣除聯營公司及合營公司之營業額	(568.9)	(1,023.5)	–	–	–	(1,592.4)
Consolidated turnover, as reported	綜合營業額，如呈報	749.8	411.9	471.1	313.2	276.3	2,222.3
RESULTS	業績						
Segment results – total realised results of the Group, associates and joint ventures (note a)	分部業績—集團、聯營公司及合營公司之已變現業績總額(附註a)	128.3	236.6	66.0	(15.1)	0.7	416.5
Excluding realised results of associates and joint ventures not shared by the Group	扣除非集團分佔聯營公司及合營公司之已變現業績	(30.8)	3.0	–	–	–	(27.8)
Results attributable to the Group	集團應佔業績	97.5	239.6	66.0	(15.1)	0.7	388.7
Unallocated other income	未分配其他收入						32.3
Unallocated corporate expenses	未分配公司費用						(210.9)
Finance costs and corporate level exchange difference	財務費用及公司層面之匯兌差額						(156.7)
Gain on disposal of a self-used property	出售自用物業之收益						559.9
Net unrealised gains on fair value change of investment properties (note b)	投資物業公平值變動之未變現收益淨額(附註b)						1,813.0
Net unrealised gains on fair value change of investment properties attributable to the Group's interest in a joint venture, net of deferred tax	集團應佔合營公司於投資物業權益之公平值變動之未變現收益淨額，扣除遞延稅項						10.6
Profit for the year	本年度溢利						2,436.9
Non-controlling shareholders' share of profit for the year	非控股股東分佔本年度溢利						(131.8)
Profit for the year attributable to owners of the Company	本公司擁有人應佔本年度溢利						2,305.1

		Property development 物業發展 HK\$'M 百萬港元	Property investment 物業投資 HK\$'M 百萬港元	Services provided 配套服務 HK\$'M 百萬港元	Hotel operations 酒店業務 HK\$'M 百萬港元	Healthcare 醫療保健 HK\$'M 百萬港元	Total 總計 HK\$'M 百萬港元
For the year ended 31 March 2017		截至2017年3月31日止年度					
TURNOVER		營業額					
Segment revenue – sales to external customers derived by the Group, an associate and a joint venture	分部收入－集團、聯營公司及合營公司對外部客戶之銷售額	814.5	519.1	473.7	306.8	275.7	2,389.8
Excluding turnover of an associate and a joint venture	豁除聯營公司及合營公司之營業額	(0.2)	(155.5)	–	–	–	(155.7)
Consolidated turnover, as reported	綜合營業額，如呈報	814.3	363.6	473.7	306.8	275.7	2,234.1
RESULTS		業績					
Segment results – total realised results of the Group, associates and joint ventures (note a)	分部業績－集團、聯營公司及合營公司之已變現業績總額（附註a）	88.2	(53.9)	74.2	9.4	(16.6)	101.3
Excluding realised results of associates and joint ventures not shared by the Group	豁除非集團分佔聯營公司及合營公司之已變現業績	18.1	122.7	–	–	–	140.8
Results attributable to the Group	集團應佔業績	106.3	68.8	74.2	9.4	(16.6)	242.1
Unallocated other income	未分配其他收入						10.4
Unallocated corporate expenses	未分配公司費用						(132.6)
Finance costs and corporate level exchange difference	財務費用及公司層面之匯兌差額						(145.5)
Net unrealised gains on fair value change of investment properties (note b)	投資物業公平值變動之未變現收益淨額（附註b）						613.6
Net unrealised gains on fair value change of investment properties attributable to the Group's interest in a joint venture, net of deferred tax	集團應佔合營公司於投資物業權益之公平值變動之未變現收益淨額，扣除遞延稅項						400.5
Profit for the year	本年度溢利						988.5
Non-controlling shareholders' share of profit for the year	非控股股東分佔本年度溢利						(164.6)
Profit for the year attributable to owners of the Company	本公司擁有人應佔本年度溢利						823.9

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

Notes:

(a) The segment results of the Group include the entire results of associates and joint ventures, excluding the unrealised gains on fair value change of investment properties net of deferred tax arising from change in fair value.

(b) The net unrealised gains on fair value change of investment properties for the year ended 31 March 2018 of HK\$1,813.0 million (2017: HK\$613.6 million) represented the unrealised gains on fair value change of investment properties of HK\$1,874.8 million (2017: HK\$623.3 million) net of deferred tax charge arising from change in fair value of HK\$61.8 million (2017: HK\$9.7 million).

Other than including the entire revenue and entire results of associates and joint ventures as segment revenue and segment results respectively, the accounting policies of the operating segments are the same as the Group's accounting policies described in Note 3. Segment profit (loss) represents the profit earned by (loss from) each segment without allocation of unallocated other income, unallocated corporate expenses, finance costs and corporate level exchange difference, net unrealised gains on fair value change of investment properties and net unrealised gains on fair value change of investment properties attributable to the Group's interest in a joint venture, net of deferred tax. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

All of the segment revenue reported above is from external customers.

附註：

(a) 集團之分部業績包括聯營公司及合營公司之全部業績總額，扣除投資物業公平值變動之未變現收益，並扣除因公平值變動所產生之遞延稅項。

(b) 截至2018年3月31日止年度，投資物業公平值變動之未變現收益淨額為1,813.0百萬港元(2017年：613.6百萬港元)，指投資物業公平值變動之未變現收益1,874.8百萬港元(2017年：623.3百萬港元)扣除因公平值變動而產生之遞延稅項支出61.8百萬港元(2017年：9.7百萬港元)。

除分別包括聯營公司及合營公司之全部收入及全部業績為分部收入及分部業績外，營運分部之會計政策與附註3所述集團之會計政策相同。分部溢利(虧損)指各分部賺取之溢利(產生之虧損)，不計入分配未分配其他收入、未分配公司費用、財務費用及公司層面之匯兌差額、投資物業公平值變動之未變現收益淨額以及集團分佔合營公司於投資物業權益之公平值變動之未變現收益淨額，扣除遞延稅項。此乃就資源分配及表現評估向主要營運決策者報告之措施。

以上呈報之所有分部收入均來自外部客戶。

No analysis of the Group's assets and liabilities by operating and reportable segments is disclosed as they are not reviewed by the chief operating decision maker nor otherwise regularly provided to the chief operating decision maker for review.

集團並無披露按營運及可呈報分部劃分之資產及負債之分析，因為有關分析並非由主要營運決策者檢討或定期提供予主要營運決策者作檢討。

OTHER SEGMENT INFORMATION

其他分部資料

	Property development 物業發展 HK\$'M 百萬港元	Property investment 物業投資 HK\$'M 百萬港元	Services provided 配套服務 HK\$'M 百萬港元	Hotel operations 酒店業務 HK\$'M 百萬港元	Healthcare 醫療保健 HK\$'M 百萬港元	Unallocated amounts 未分配金額 HK\$'M 百萬港元	Total 總計 HK\$'M 百萬港元
For the year ended 31 March 2018 截至2018年3月31日止年度							
Amounts included in the measure of segment profit or loss:	計量分部損益 所包括之金額：						
Revenue from inter-segment sales*	-	(1.8)	(11.0)	(0.1)	-	-	(12.9)
Depreciation	19.2	16.5	50.6	58.9	7.6	8.2	161.0
Reversal of impairment loss on held-to-maturity investments and other receivables	-	-	-	-	-	(7.2)	(7.2)
Net allowance for doubtful debts	-	-	-	-	0.7	-	0.7
Net gains from financial assets	-	-	-	-	-	(13.2)	(13.2)
(Gain) loss on disposal of property, plant and equipment	(0.4)	(2.6)	(6.1)	22.5	(0.1)	(560.0)	(546.7)
Realised gain on disposal of investment properties	(2.3)	(12.2)	-	-	-	-	(14.5)
Interest income	(29.1)	(7.6)	-	(4.4)	-	(15.0)	(56.1)
Finance costs	-	21.1	-	-	1.2	186.0	208.3
Income tax charge	115.0	61.8	10.8	7.0	2.5	3.4	200.5
Share of results of associates	0.2	-	-	-	-	-	0.2
Share of results of joint ventures	(40.8)	3.0	-	-	-	(10.6)	(48.4)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

	Property development	Property investment	Services provided	Hotel operations	Healthcare	Unallocated amounts	Total
	物業發展	物業投資	配套服務	酒店業務	醫療保健	未分配金額	總計
	HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M
	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元

For the year ended 31 March 2017 截至2017年3月31日止年度

Amounts included in the measure of segment profit or loss: 計量分部損益所包括之金額：

Revenue from inter-segment sales*	分部間之銷售收入*	-	(0.8)	(10.7)	(0.1)	-	-	(11.6)
Depreciation	折舊	12.1	12.8	54.2	58.0	5.8	5.5	148.4
Release of prepaid lease payments	預付租賃付款轉出	-	-	0.1	-	-	-	0.1
Net allowance for doubtful debts	呆賬撥備淨額	-	-	-	-	0.5	-	0.5
Net gains from financial assets	金融資產收益淨額	-	-	-	-	-	(2.2)	(2.2)
Loss (gain) on disposal of property, plant and equipment	出售物業、廠房及設備之虧損(收益)	0.3	-	(18.8)	(0.1)	-	-	(18.6)
Interest income	利息收入	(20.4)	(7.3)	-	(4.4)	-	(26.4)	(58.5)
Finance costs	財務費用	2.1	21.1	-	-	-	168.5	191.7
Income tax charge	所得稅支出	42.8	27.9	11.0	7.3	2.7	4.1	95.8
Share of results of associates	分佔聯營公司業績	0.2	-	-	-	-	-	0.2
Share of results of joint ventures	分佔合營公司業績	17.3	122.6	-	-	-	(400.5)	(260.6)

* Inter-segment sales are entered into in accordance with the relevant agreements, if any, governing those transactions, in which the pricing was determined with reference to prevailing market price or actual cost incurred, as appropriate.

* 分部間之銷售乃根據規管該等交易之有關協議(如有)進行，交易價格乃參照現行市價或實際產生成本(視乎適用情況而定)釐定。

TURNOVER FROM MAJOR PRODUCTS AND SERVICES

The following is an analysis of the Group's turnover from its major products and services:

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Sales of properties	銷售物業	744.0	810.6
Rental income	租金收入	386.4	339.6
Hotel revenue	酒店收入	313.2	306.8
Provision of healthcare services	提供醫療保健服務	276.3	275.7
Other services rendered	提供其他服務	502.4	501.4
		2,222.3	2,234.1

主要產品及服務之營業額

以下為集團主要產品及服務之營業額分析：

GEOGRAPHICAL INFORMATION

For each of the years ended 31 March 2018 and 2017, the Group's operations are located in Hong Kong, mainland China, Japan and South East Asia.

The Group's revenue from external customers based on the location of properties and goods delivered or services rendered, and location of properties in the case of rental income, and information about its non-current assets by geographical location of the assets are detailed below:

地區資料

截至2018年及2017年3月31日止各年度，集團之業務位於香港、中國內地、日本及東南亞。

集團來自外部客戶（以物業、交付貨品或提供服務之所在地為基準，就租金收入而言，以物業所在地為基準）之收入及有關其按資產地理位置劃分之非流動資產資料之詳情如下：

		Revenue from external customers 來自外部客戶之收入		Non-current assets (note a) 非流動資產(附註a)	
		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元	2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Hong Kong	香港	1,190.1	1,325.4	13,165.2	11,229.8
Mainland China	中國內地	230.1	443.3	7,221.1	6,487.4
Japan	日本	467.4	36.6	1,113.3	818.5
South East Asia (note b)	東南亞(附註b)	334.7	428.8	1,141.0	698.7
		2,222.3	2,234.1	22,640.6	19,234.4

Notes:

(a) Non-current assets excluded financial instruments and deferred tax assets.

(b) Revenue from countries in this category is individually less than 10% of the Group's revenue.

附註：

(a) 非流動資產不包括金融工具及遞延稅項資產。

(b) 來自該類別國家之收入個別地少於集團收入之10%。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

INFORMATION ABOUT MAJOR CUSTOMERS

The revenue from individual customer contributed less than 10% of the total turnover of the Group for both years.

有關主要客戶之資料

於上述兩個年度，來自單個客戶之收入少於集團總營業額之10%。

6. OTHER INCOME

6. 其他收入

		2018 HK\$'M 百萬元	2017 HK\$'M 百萬元
Other income includes the following:	其他收入包括下列各項：		
Bank and other interest income	銀行及其他利息收入	56.1	58.5
Other income	其他收入	79.7	65.7
		135.8	124.2

7. OTHER GAINS AND LOSSES

7. 其他收益及虧損

		2018 HK\$'M 百萬元	2017 HK\$'M 百萬元
Other gains (losses) include the following:	其他收益(虧損)包括下列各項：		
Net foreign exchange gain (loss)	外匯匯兌淨收益(虧損)	27.9	(10.2)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	546.7	18.6
Loss on deregistration of subsidiaries	撤銷註冊附屬公司之虧損	(1.0)	—
Reversal of impairment loss on held-to-maturity investments	撥回持至到期投資之減值虧損	7.3	—
Net allowance for doubtful debts	呆賬撥備淨額	(0.7)	(0.5)
Others	其他	13.1	2.6
		593.3	10.5

8. FINANCE COSTS

8. 財務費用

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Interest on	下列各項之利息		
Bank and other loans	銀行及其他貸款	169.9	151.0
Advances from non-controlling shareholders	非控股股東墊款	11.9	9.0
		181.8	160.0
Less: Amounts included in the cost of properties under development for sale	減：計入供出售發展中物業成本之金額	(11.9)	(9.0)
		169.9	151.0
Bank and other loans arrangement fees	銀行及其他貸款安排費用	38.4	40.7
		208.3	191.7

Borrowing costs capitalised arose on specific borrowings to finance the properties under development for sale for both years.

資本化借貸成本因就兩個年度供出售發展中物業撥支的特定借貸而產生。

9. PROFIT BEFORE TAXATION

9. 除稅前溢利

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Profit before taxation has been arrived at after charging (crediting):	除稅前溢利已扣除(計入)下列各項：		
Auditor's remuneration	核數師酬金	8.9	8.3
Cost of inventories and developed properties recognised as an expense	存貨及已發展物業成本確認為開支	417.0	601.1
Operating lease rentals in respect of land and buildings	土地及樓宇之經營租賃租金	38.3	34.4
Staff costs incurred (including directors' remuneration)	已產生員工成本(包括董事酬金)	733.7	636.4
Release of prepaid lease payments	預付租賃付款轉出	–	0.1
Depreciation	折舊	161.0	148.4
Gross rental income under operating leases on:	經營租賃下之租金收入總額：		
Investment properties	投資物業	(378.0)	(331.7)
Other properties	其他物業	(8.4)	(7.9)
Less: Outgoings	減：支出	45.4	39.4
		(341.0)	(300.2)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

10. TAXATION

10. 稅項

		2018 HK\$'M 百萬元	2017 HK\$'M 百萬元
The taxation charge comprises:	稅項支出包括：		
Hong Kong Profits Tax calculated at 16.5% of the estimated assessable profit for the year	本年度估計應課稅溢利按稅率16.5%計算之香港利得稅	30.5	41.3
Overseas tax calculated at rates prevailing in respective jurisdictions	按有關司法權區適用之稅率計算之海外稅項	73.0	31.9
Land appreciation tax ("LAT")	土地增值稅	54.1	—
		157.6	73.2
Deferred taxation for current year (note)	本年度遞延稅項(附註)	42.9	22.6
		200.5	95.8

Note: An analysis of deferred taxation for the year is as follows:

附註：本年度遞延稅項之分析如下：

		2018 HK\$'M 百萬元	2017 HK\$'M 百萬元
Deferred tax charge arising during the year in respect of unrealised gains on fair value change of investment properties	本年度投資物業公平值變動產生未變現收益之遞延稅項支出	61.8	9.7
Deferred tax credit on disposal of investment properties	出售投資物業之遞延稅項抵免	(4.1)	—
Others	其他	(14.8)	12.9
		42.9	22.6

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

香港利得稅乃按兩個年度估計應課稅溢利按稅率16.5%計算。

Under the Law of the People's Republic of China ("PRC") on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

根據中華人民共和國(「中國」)企業所得稅法及其實施規例，中國附屬公司於該兩個年度之稅率為25%。

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

於其他司法權區產生之稅項按有關司法權區之現行稅率計算。

According to the requirements of the Provisional Regulations of the PRC on LAT effective from 1 January 1994 and amended on 8 January 2011, and the Implementation Rules on the Provisional Regulations of the PRC on LAT effective from 27 January 1995, all gains arising from the sale or transfer of real estate in the PRC with effect from 1 January 1994 are subject to LAT at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from the sale of properties less deductible expenditures including payments made for acquisition of land use rights, costs and expenses for the development of the land or for construction of new buildings and supporting facilities, or the assessed value for old buildings and structures, tax payable relating to transfer of the real estate and other deductible items prescribed by the Ministry of Finance.

根據自1994年1月1日起生效且於2011年1月8日經修訂之中國土地增值稅暫行條例及自1995年1月27日起生效之中國土地增值稅暫行條例實施細則的規定，於1994年1月1日起所有中國房地產之出售或轉讓收益須就地價增值按土地增值稅累進稅率30%至60%繳納土地增值稅，地價增值即物業銷售所得款項減去可扣減支出（包括就收購土地使用權所付款項、土地開發或新建樓宇及配套設施建設成本及費用，或舊建築物及結構之估價、有關轉讓房地產之應繳稅項及財務部規定之其他可扣減項目）。

The tax charge for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss as follows:

本年度稅項支出與綜合損益表內除稅前溢利之對賬如下：

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Profit before taxation	除稅前溢利	2,637.4	1,084.3
Less: Share of results of associates	減：分佔聯營公司業績	0.2	0.2
Share of results of joint ventures	分佔合營公司業績	(48.4)	(260.6)
Profit before taxation attributable to the Group	集團應佔除稅前溢利	2,589.2	823.9
Tax charge at the domestic income tax rate of 16.5%	按本地所得稅稅率16.5%計算之稅項支出	427.2	135.9
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(403.4)	(107.0)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	37.0	33.1
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	30.9	29.2
Utilisation of tax losses previously not recognised	使用過往未確認之稅項虧損	(22.7)	(10.8)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區營運之附屬公司稅率不同之影響	18.0	8.7
Tax effect of deductible temporary differences not recognised	未確認可扣稅暫時差額之稅務影響	4.2	0.6
Effect of LAT in the PRC	中國土地增值稅之影響	85.6	4.7
Withholding tax on undistributed earnings of foreign subsidiaries	境外附屬公司未分派盈利之預扣稅	14.3	(0.1)
Others	其他	9.4	1.5
Taxation attributable to the Group for the year	本年度集團應佔稅項	200.5	95.8

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

11. PROFIT FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

Profit for the year attributable to owners of the Company comprises:

11. 本公司擁有人應佔本年度溢利

本公司擁有人應佔本年度溢利包括：

		2018 HK\$'M 百萬元	2017 HK\$'M 百萬元
(a) Net unrealised gains on change in fair value of investment properties during the year	(a) 年內投資物業公平值變動之未變現收益淨額		
– The Group	– 集團	1,874.8	623.3
Deferred tax charge	遞延稅項支出	(61.8)	(9.7)
Attributable to non-controlling interests	非控股權益應佔	(97.4)	(67.7)
		1,715.6	545.9
– Joint venture, net of deferred tax (Note 18)	– 合營公司，扣除遞延稅項(附註18)	10.6	400.5
		1,726.2	946.4
(b) Profits (losses) excluding net unrealised gains in fair value of investment properties	(b) 豁除投資物業公平值未變現收益淨額之溢利(虧損)	578.9	(122.5)
Net accumulated gains on change in fair value of investment properties (net of deferred tax) recognised in profit or loss in prior years for properties disposed of during the year	年內已出售物業於過往年度在損益確認之投資物業公平值變動之累計收益淨額，扣除遞延稅項	90.8	–
		669.7	(122.5)
Sub-total	小計	2,395.9	823.9
Less: Net accumulated gains on change in fair value of investment properties (net of deferred tax) recognised in profit or loss in prior years for properties disposed of during the year	減：年內已出售物業於過往年度在損益確認之投資物業公平值變動之累計收益淨額，扣除遞延稅項	(90.8)	–
Profit for the year attributable to owners of the Company	本公司擁有人應佔本年度溢利	2,305.1	823.9

12. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES' REMUNERATION

(a) DETAILS OF DIRECTORS' REMUNERATION ARE AS FOLLOWS:

The emoluments paid or payable to each of the twelve (2017: eleven) directors are as follows:

For the year ended 31 March 2018

12. 董事酬金及五名最高薪僱員之酬金

(a) 董事酬金詳情如下：

已付或應付12名(2017年：11名)董事各人之酬金如下：

截至2018年3月31日止年度

		Executive Directors (note a) 執行董事(附註a)				Non-executive Directors (note b) 非執行董事(附註b)			Independent Non-executive Directors (note c) 獨立非執行董事(附註c)					Total 總計
		Cha Mou Sing Payson 查懋聲	Cha Mou Zing Victor 查懋成	Chung Sam Tin Abraham 鍾心田	Tang Moon Wah 鄧滿華	Ronald Joseph Arculli 夏佳理	Cha Mou Daid Johnson 查懋德	Wong Cha May Lung Madeline 王查美龍	Cheng Kar Shun Henry 鄭家純 (note e) (附註e)	Cheung Wing Lam Linus 張永霖	Fan Hung Ling Henry 范鴻齡 (note f) (附註f)	Tang Kwai Chang 鄧貴彰	Ho Pak Ching Loretta 何柏貞	
		HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M	
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	
Fees	袍金	-	-	-	-	0.1	0.1	0.1	0.2	0.4	0.1	0.4	0.4	1.8
Other emoluments	其他酬金													
Salaries and other benefits	薪金及 其他福利	5.3	7.7	2.7	4.9	-	-	-	-	-	-	-	-	20.6
Performance related incentive payment (note d)	績效獎 (附註d)	5.0	15.0	0.6	5.2	-	-	-	-	-	-	-	-	25.8
Equity-settled share- based payments	以權益結算 以股份為 基礎之付款	5.6	5.6	3.3	3.3	1.8	1.8	1.8	0.9	0.9	-	0.9	0.9	26.8
Retirement benefits schemes contribution	退休福利 計劃供款	-	-	-	0.2	-	-	-	-	-	-	-	-	0.2
Total emoluments	酬金總額	15.9	28.3	6.6	13.6	1.9	1.9	1.9	1.1	1.3	0.1	1.3	1.3	75.2

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

For the year ended 31 March 2017

截至2017年3月31日止年度

		Executive Directors (note a) 執行董事(附註a)				Non-executive Directors (note b) 非執行董事(附註b)			Independent Non-executive Directors (note c) 獨立非執行董事(附註c)				Total
		Cha Mou Sing Payson 查懋聲 HK\$'M 百萬港元	Cha Mou Zing Victor 查懋成 HK\$'M 百萬港元	Chung Sam Tin Abraham 鍾心田 HK\$'M 百萬港元	Tang Moon Wah 鄧滿華 HK\$'M 百萬港元	Ronald Joseph Arculli 夏佳理 HK\$'M 百萬港元	Chia Mou Daid Johnson 查懋德 HK\$'M 百萬港元	Wong Cha May Lung Madeline 王查美龍 HK\$'M 百萬港元	Cheng Kar Shun Henry 鄭家純 HK\$'M 百萬港元	Cheung Wing Lam Linus 張永霖 HK\$'M 百萬港元	Tang Kwai Chang 鄧貴彰 HK\$'M 百萬港元	Ho Pak Ching Loretta 何柏貞 HK\$'M 百萬港元	
Fees	袍金	-	-	-	-	0.1	0.1	0.1	0.2	0.4	0.4	0.4	1.7
Other emoluments	其他酬金												
Salaries and other benefits	薪金及其他福利	5.2	7.7	2.7	4.9	-	-	-	-	-	-	-	20.5
Performance related incentive payment (note d)	績效獎(附註d)	0.6	12.0	0.7	2.0	-	-	-	-	-	-	-	15.3
Equity-settled share-based payments	以權益結算以股份為基礎之付款	2.5	2.5	1.7	1.7	1.0	1.0	1.0	1.0	0.4	0.2	0.6	13.6
Retirement benefits schemes contribution	退休福利計劃供款	-	-	-	0.2	-	-	-	-	-	-	-	0.2
Total emoluments	酬金總額	8.3	22.2	5.1	8.8	1.1	1.1	1.1	1.2	0.8	0.6	1.0	51.3

Notes:

(a) For Executive Directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group.

(b) The Non-executive Directors' emoluments shown above were mainly for their services as Directors of the Company.

(c) The Independent Non-executive Directors' emoluments shown above were mainly for their services as Directors of the Company.

(d) The performance related incentive payment is determined with reference to the operating results of the Group and comparable market statistics of the Group, and individual performance of the directors during the year.

(e) Dr Cheng Kar Shun Henry resigned as an independent non-executive director of the Company with effect from 31 March 2018.

(f) Mr Fan Hung Ling Henry was appointed as an independent non-executive director of the Company with effect from 1 November 2017.

During both years, no emoluments were paid by the Group to the directors as an inducement to join. No directors waived any emoluments during both years.

附註：

(a) 上表所示的執行董事酬金主要為彼等與本公司及集團管理事務有關的服務。

(b) 上表所示的非執行董事酬金主要為彼等擔任本公司董事的服務。

(c) 上表所示的獨立非執行董事酬金主要為彼等擔任本公司董事的服務。

(d) 績效獎乃參考年內集團之經營業績及可比較市場數據，以及董事個別表現釐定。

(e) 鄭家純博士辭任本公司獨立非執行董事一職，自2018年3月31日起生效。

(f) 范鴻齡先生獲委任為本公司獨立非執行董事，自2017年11月1日起生效。

於兩年內，集團並無向董事支付作為促使彼等加入集團之酬金。於兩年內，概無董事放棄任何酬金。

(b) EMPLOYEES' REMUNERATION

For the year ended 31 March 2018, the five highest paid individuals of the Group included four (2017: four) executive directors, whose emoluments are disclosed above. The emoluments of the remaining one (2017: one) employee are as follows:

	2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Salaries and other benefits 薪金及其他福利	5.4	4.7
Retirement benefits schemes contribution 退休福利計劃供款	0.1	0.1
	5.5	4.8

The emoluments of the aforesaid employee were within the following bands:

	2018	2017
HK\$4,500,001 – HK\$5,000,000 4,500,001港元 – 5,000,000港元	–	1
HK\$5,500,001 – HK\$6,000,000 5,500,001港元 – 6,000,000港元	1	–
	1	1

(b) 僱員酬金

截至2018年3月31日止年度，集團五名最高薪酬人士其中四名(2017年：四名)為執行董事，彼等之酬金於上文披露。餘下一名(2017年：一名)僱員之酬金如下：

上述僱員之酬金屬於下列組別：

13. DIVIDENDS

	2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Final dividend paid for the financial year ended 31 March 2017 of HK7 cents per share (2017: no final dividend paid for the financial year ended 31 March 2016) 截至2017年3月31日止財政年度之末期股息－每股7港仙(2017年：截至2016年3月31日止財政年度並無派付末期股息)	94.5	–
Interim dividend paid for the financial year ended 31 March 2018 of HK3 cents per share (2017: no interim dividend paid for the financial year ended 31 March 2017) 截至2018年3月31日止財政年度之中期股息－每股3港仙(2017年：截至2017年3月31日止財政年度並無派付中期股息)	40.5	–
	135.0	–

The directors of the Company proposed a final dividend for the financial year ended 31 March 2018 of HK7 cents (2017: for the financial year ended 31 March 2017 of HK7 cents) per share totalling not less than HK\$94.5 million (2017: HK\$94.5 million).

13. 股息

本公司董事擬派截至2018年3月31日止財政年度之末期股息每股7港仙(2017年：截至2017年3月31日止財政年度－7港仙)，合共不少於94.5百萬港元(2017年：94.5百萬港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

14. EARNINGS PER SHARE

The calculation of basic and diluted earnings per share attributable to owners of the Company is based on the following data:

14. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃根據下列數據計算：

		2018 HK\$'M 百萬元	2017 HK\$'M 百萬元
Earnings	盈利		
Earnings for the purpose of calculating basic and diluted earnings per share (Profit for the year attributable to owners of the Company)	計算每股基本及攤薄盈利之盈利(本公司擁有人應佔本年度溢利)	2,305.1	823.9
		2018	2017
Number of shares	股數		
Number of ordinary shares in issue during the year for the purpose of calculating basic earnings per share	計算每股基本盈利之本年度已發行普通股數目	1,350,274,367	1,350,274,367
Effect of dilutive potential ordinary share: Adjustment in relation to share options issued by the Company	具攤薄潛力普通股之影響：就本公司發行之股份期權作出之調整	1,473,511	12,813
Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	計算每股攤薄盈利之加權平均普通股數目	1,351,747,878	1,350,287,180

15. INVESTMENT PROPERTIES

15. 投資物業

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
FAIR VALUE	公平值		
At beginning of the year	年初	8,688.3	7,654.7
Currency realignment	貨幣調整	73.9	3.8
Additions	添置	864.7	406.5
Acquisition of a subsidiary (Note 32)	收購附屬公司(附註32)	25.4	—
Change in fair value recognised in profit or loss	於損益確認之公平值變動		
– Realised gains on disposals	— 出售時之已變現收益	14.5	—
– Unrealised gains	— 未變現收益	1,874.8	623.3
Disposals	出售	(47.4)	—
Transferred from property, plant and equipment	轉撥自物業、廠房及設備	47.9	—
Transferred to property, plant and equipment (Note 16)	轉撥至物業、廠房及設備(附註16)	(286.9)	—
At end of the year	年末	11,255.2	8,688.3

Note: During the year ended 31 March 2018, the use of certain properties of the Group has been changed from capital appreciation and leasing out for rental income to owner-occupation. The investment properties amounting HK\$286.9 million at date of transfer were transferred from investment properties to property, plant and equipment at the date of commencement of owner-occupation.

附註：於截至2018年3月31日止年度，集團若干物業之用途由資本增值及出租（以賺取租金）轉為業主自用。於轉讓日期金額為286.9百萬港元之投資物業於業主開始自用之日由投資物業轉至物業、廠房及設備。

For the year ended 31 March 2018, the Group disposed of certain investment properties and the details of which are as follows:

截至2018年3月31日止年度，集團出售若干投資物業之詳情如下：

		2018 HK\$'M 百萬港元
Sales proceeds received	已收銷售所得款項	47.4
Original cost of acquisitions	收購之原成本值	(19.2)
Accumulated gains on change in fair value recognised in prior years	過往年度已確認之公平值變動累計收益	(13.7)
Realised gains on disposal recognised during the year	年內出售時確認之已變現收益	14.5

For the year ended 31 March 2017, the Group did not dispose of any investment properties.

截至2017年3月31日止年度，集團並無出售任何投資物業。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

The fair values of the Group's investment properties at 31 March 2018, 31 March 2017 and the date of transfer from/to property, plant and equipment have been derived by the following independent firms of professional valuers with appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations.

Name of valuer	Location of investment properties
Cushman & Wakefield Limited (formerly known as DTZ Cushman & Wakefield Limited)	Hong Kong and mainland China
JLL Morii Valuation & Advisory K.K. (2017: Cushman & Wakefield K.K.)	Japan
N&A Appraisal Company Limited	Thailand

VALUATION TECHNIQUES

The fair value of investment properties located in Hong Kong is determined either by using income capitalisation approach or direct comparison approach. The income capitalisation approach is calculated by capitalising the rental income derived from the existing tenancies with due provision for any reversionary income potential. The direct comparison approach assumes sale of property interest in its existing state by making reference to comparable sales transactions as available in the relevant market.

The valuation of investment property under construction is determined by residual method based on capitalising the rental income that would be generated from the investment property in its completed form, and has taken into account the developers' profit and construction costs already incurred as well as the estimated costs to be incurred to complete the project.

The fair value of investment properties located in mainland China and Thailand is determined by using direct comparison approach assuming sale of the property interest in its existing state by making reference to comparable sales transactions as available in the relevant market.

The fair value of investment properties located in Japan is determined by using income capitalisation approach. The income capitalisation approach is calculated by capitalising the rental income derived from the existing tenancies with due provision for any reversionary income potential.

集團於2018年3月31日、2017年3月31日以及轉撥自/至物業、廠房及設備當日之投資物業公平值，乃按以下具備適當資格及近期擁有相關地點之類似物業估值經驗之獨立專業估值師行進行估值計算。

估值師名稱	投資物業座落之地區
戴德梁行有限公司	香港及中國內地
JLL Morii Valuation & Advisory K.K. (2017年：Cushman & Wakefield K.K.)	日本
N&A Appraisal Company Limited	泰國

估值技巧

位於香港的投資物業的公平值乃使用收入資本化法或直接比較法而釐定。收入資本化法透過資本化從現有租戶收取的租金收入連同對任何潛在可撥回收入的適當撥備而計算。直接比較法透過參考相關市場可得並可比較之銷售交易假設以物業現有狀態出售物業權益而釐定。

在建投資物業的估值乃根據將自己竣工投資物業產生之租賃收入撥充資本使用餘值法而得出，並已計及發展商溢利及已產生之建築成本與項目完工將產生之估計成本。

位於中國內地及泰國的投資物業的公平值乃使用直接比較法參考相關市場可得並可比較之銷售交易假設以物業現有狀態出售物業權益而釐定。

位於日本的投資物業的公平值乃使用收入資本化法而釐定。收入資本化法透過資本化從現有租戶收取的租金收入連同對任何潛在可撥回收入的適當撥備而計算。

SUMMARY OF FAIR VALUE HIERARCHY AND LEVEL 3 FAIR VALUE MEASUREMENTS

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties. As at 31 March 2018 and 31 March 2017, all investment properties of the Group are valued by reference to a Level 3 fair value measurement.

The movements during the year in the balance of investment properties under Level 3 fair value measurements are as follows:

公平值層級及第三層級公平值計量概要

集團所有經營租賃下持作賺取租金或作資本增值用途之物業權益均採用公平值模式計量，並分類及入賬列作投資物業。於2018年3月31日及2017年3月31日，集團之所有投資物業均參考第三層級公平值計量估值。

年內第三層級公平值計量下之投資物業結餘之變動如下：

		Investment properties 投資物業 HK\$'M 百萬港元	Investment property under construction 在建投資物業 HK\$'M 百萬港元	Total 總計 HK\$'M 百萬港元
At 1 April 2016	於2016年4月1日	7,654.7	–	7,654.7
Currency realignment	貨幣調整	3.8	–	3.8
Additions	添置	406.5	–	406.5
Change in fair value recognised in profit or loss	於損益確認之公平值變動			
– Unrealised gains	– 未變現收益	623.3	–	623.3
At 31 March 2017	於2017年3月31日	8,688.3	–	8,688.3
Currency realignment	貨幣調整	73.9	–	73.9
Additions	添置	798.9	65.8	864.7
Acquisition of a subsidiary (Note 32)	收購附屬公司 (附註32)	25.4	–	25.4
Change in fair value recognised in profit or loss	於損益確認之公平值變動			
– Realised gains on disposals	– 出售時之已變現收益	14.5	–	14.5
– Unrealised gains	– 未變現收益	1,869.5	5.3	1,874.8
Disposals	出售	(47.4)	–	(47.4)
Transferred from property, plant and equipment	轉撥自物業、廠房及設備	–	47.9	47.9
Transferred to property, plant and equipment	轉撥至物業、廠房及設備	(286.9)	–	(286.9)
At 31 March 2018	於2018年3月31日	11,136.2	119.0	11,255.2

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

LEVEL 3 VALUATION METHODOLOGIES

第三層級估值方法

Below is a table which presents the significant unobservable inputs:

下表呈列重大不可觀察輸入數據：

Unobservable inputs (note a)				
不可觀察輸入數據(附註a)				
	Fair value	Capitalisation rate	Market rent	Adjusted market price (note b)
	公平值	資本化率	(per square foot per month)	(per square foot)
			市場租金	經調整市場價格(附註b)
			(每月每平方呎)	(每平方呎)
Investment properties (note c)				
投資物業(附註c)				
Hong Kong				
香港				
Industrial (note d)	HK\$786.0 million	4.3%	HK\$18	N/A
	(2017: HK\$4,443.0 million)	(2017: 4.0% to 4.5%)	(2017: HK\$15 to HK\$17)	
	HK\$58.5 million	4.0%	HK\$18 to HK\$37	N/A
	(2017: HK\$56.8 million)	(2017: N/A)	(2017: N/A)	(2017: HK\$7,000)
工業(附註d)	786.0百萬港元	4.3%	18港元	不適用
	(2017年：4,443.0百萬港元)	(2017年：4.0%至4.5%)	(2017年：15港元至17港元)	
	58.5百萬港元	4.0%	18港元至37港元	不適用
	(2017年：56.8百萬港元)	(2017年：不適用)	(2017年：不適用)	(2017年：7,000港元)
Commercial (note d)	HK\$7,789.2 million	3.5% to 7.4%	HK\$17 to HK\$73	N/A
	(2017: HK\$2,489.9 million)	(2017: 6.1% to 7.8%)	(2017: HK\$25 to HK\$71)	
商業(附註d)	7,789.2百萬港元	3.5%至7.4%	17港元至73港元	不適用
	(2017年：2,489.9百萬港元)	(2017年：6.1%至7.8%)	(2017年：25港元至71港元)	
Residential	HK\$862.1 million	N/A	N/A	HK\$6,900 to HK\$25,500
	(2017: HK\$751.6 million)			(2017: HK\$5,820 to HK\$22,200)
住宅	862.1百萬港元	不適用	不適用	6,900港元至25,500港元
	(2017年：751.6百萬港元)			(2017年：5,820港元至22,200港元)
Mainland China				
中國內地				
Residential	HK\$198.4 million	N/A	N/A	RMB9,000 to RMB12,100
	(2017: HK\$129.7 million)			(2017: RMB5,900 to RMB7,900)
住宅	198.4百萬港元	不適用	不適用	人民幣9,000元至人民幣12,100元
	(2017年：129.7百萬港元)			(2017年：人民幣5,900元至 人民幣7,900元)

		Unobservable inputs (note a) 不可觀察輸入數據(附註a)		
	Fair value 公平值	Capitalisation rate 資本化率	Market rent (per square foot per month) 市場租金 (每月每平方米)	Adjusted market price (note b) (per square foot) 經調整市場價格(附註b) (每平方米)
Thailand 泰國				
Residential	HK\$343.9 million (2017: HK\$13.0 million)	N/A	N/A	THB2,200 to THB6,500 (2017: THB5,800 to THB21,500)
住宅	343.9百萬港元 (2017年: 13.0百萬港元)	不適用	不適用	2,200泰銖至6,500泰銖 (2017年: 5,800泰銖至21,500泰銖)
Japan 日本				
Commercial	HK\$302.7 million (2017: HK\$285.6 million)	4.0% (2017: 4.0%)	JPY700 (2017: JPY700)	N/A
商業	302.7百萬港元 (2017年: 285.6百萬港元)	4.0% (2017年: 4.0%)	700日圓 (2017年: 700日圓)	不適用
Residential	HK\$795.4 million (2017: HK\$518.7 million)	3.5% to 4.3% (2017: 3.5% to 4.3%)	JPY410 to JPY510 (2017: JPY410 to JPY510)	N/A
住宅	795.4百萬港元 (2017年: 518.7百萬港元)	3.5%至4.3% (2017年: 3.5%至4.3%)	410日圓至510日圓 (2017年: 410日圓至510日圓)	不適用
Investment properties under construction (note c) 在建投資物業(附註c)				
Hong Kong 香港				
Commercial	HK\$119.0 million (2017: nil)	6.1% (2017: N/A)	HK\$50 (2017: N/A)	N/A
商業	119.0百萬港元 (2017年: 無)	6.1% (2017年: 不適用)	50港元 (2017年: 不適用)	不適用

Notes:

(a) The relationships of unobservable inputs to fair value are (i) the higher the capitalisation rate, the lower the fair value; (ii) the higher the market rent, the higher the fair value; and (iii) the higher the adjusted market price, the higher the fair value.

(b) Adjusted market price has taken into account of property-specific adjustments including location and timing of reference transactions.

(c) Fair value measurement of investment properties is positively correlated to the market rent and adjusted market price, but inversely correlated to the capitalisation rate.

(d) During the year ended 31 March 2017, the Group had obtained approval to convert an investment property from industrial to commercial use and the refurbishment works were underway. Such property was valued at HK\$3,740.0 million as at 31 March 2017 and classified as industrial property. The refurbishment works were completed during the year ended 31 March 2018 and such property is then classified as commercial property.

附註:

(a) 不可觀察輸入數據與公平值間之關係為(i)資本化率越高，公平值越低；(ii)市場租金越高，公平值越高；及(iii)經調整市場價格越高，公平值越高。

(b) 經調整市場價格已計及特定物業調整(包括地點及參考交易之時間)。

(c) 投資物業的公平值計量與市場租金及經調整市場價格呈正相關，但與資本化率則呈反相關。

(d) 於截至2017年3月31日止年度，集團已取得將一項投資物業由工業轉為商業用途的批准，並正在進行翻新工程。該物業於2017年3月31日估值為3,740.0百萬港元並分類為工業物業。於截至2018年3月31日止年度，翻新工程已完工，而有關物業隨後分類為商業物業。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Hotel properties	Freehold land	Leasehold land and buildings	Commercial and leisure facilities	Leasehold improvements	Furniture, fixtures and equipment	Plant, machinery and equipment	Ferries, launches and motor vehicles	Construction in progress	Total
		酒店物業	永久業權土地	土地及樓宇租賃	及康樂設施商用	租賃物業裝修	傢俬、裝置及設備	廠房、機器及設備	汽船及汽車	在建工程	總計
		HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
COST	原值										
At 1 April 2016	於2016年4月1日	1,408.0	238.2	608.5	654.3	300.0	285.1	67.8	511.4	18.2	4,091.5
Currency realignment	貨幣調整	11.7	5.2	(0.2)	–	(1.6)	(4.4)	(0.1)	(0.3)	0.2	10.5
Additions	添置	9.1	–	28.5	12.6	27.0	47.6	–	75.3	39.9	240.0
Disposals/write-off	出售/撇銷	(7.9)	–	–	–	(0.6)	(3.5)	–	(15.6)	–	(27.6)
Reclassification	重新分類	1.3	–	–	–	–	0.5	–	(0.2)	(1.6)	–
At 31 March 2017	於2017年3月31日	1,422.2	243.4	636.8	666.9	324.8	325.3	67.7	570.6	56.7	4,314.4
Currency realignment	貨幣調整	61.0	27.2	(0.5)	–	0.7	0.5	–	0.5	1.3	90.7
Additions	添置	9.1	–	0.6	–	61.3	32.2	–	27.1	84.4	214.7
Acquisition of a subsidiary (Note 32)	收購附屬公司 (附註32)	–	–	–	–	–	–	–	2.0	–	2.0
Disposals/write-off	出售/撇銷	(53.5)	–	(211.8)	–	(17.2)	(5.7)	–	(33.0)	(11.2)	(332.4)
Transfer from investment properties (Note 15)	轉撥自投資物業 (附註15)	–	–	286.9	–	–	–	–	–	–	286.9
Transfer to investment properties	轉撥至投資物業	–	–	–	–	–	–	–	–	(43.3)	(43.3)
Reclassification	重新分類	24.3	–	–	–	–	–	–	–	(24.3)	–
At 31 March 2018	於2018年3月31日	1,463.1	270.6	712.0	666.9	369.6	352.3	67.7	567.2	63.6	4,533.0
DEPRECIATION AND IMPAIRMENT	折舊及減值										
At 1 April 2016	於2016年4月1日	525.9	–	173.8	405.2	195.6	201.8	67.7	436.1	–	2,006.1
Currency realignment	貨幣調整	9.9	–	(0.1)	–	(1.5)	(3.8)	(0.1)	(0.2)	–	4.2
Provided for the year	本年度撥備	54.6	–	12.8	15.3	24.7	21.3	–	19.7	–	148.4
Eliminated on disposals/write-off	出售/撇銷時對銷	(7.5)	–	–	–	(0.2)	(2.9)	–	(15.6)	–	(26.2)
Reclassification	重新分類	0.6	–	–	–	–	–	–	(0.6)	–	–
At 31 March 2017	於2017年3月31日	583.5	–	186.5	420.5	218.6	216.4	67.6	439.4	–	2,132.5
Currency realignment	貨幣調整	51.7	–	0.1	–	–	(0.5)	–	0.4	–	51.7
Provided for the year	本年度撥備	55.9	–	15.2	15.6	29.5	23.9	–	20.9	–	161.0
Eliminated on disposals/write-off	出售/撇銷時對銷	(41.9)	–	(29.4)	–	(15.8)	(5.4)	–	(32.9)	–	(125.4)
At 31 March 2018	於2018年3月31日	649.2	–	172.4	436.1	232.3	234.4	67.6	427.8	–	2,219.8
CARRYING VALUES	賬面值										
At 31 March 2018	於2018年3月31日	813.9	270.6	539.6	230.8	137.3	117.9	0.1	139.4	63.6	2,313.2
At 31 March 2017	於2017年3月31日	838.7	243.4	450.3	246.4	106.2	108.9	0.1	131.2	56.7	2,181.9

Items of property, plant and equipment, other than construction in progress, are depreciated on a straight-line basis, over their estimated useful lives as follows:

Freehold land	No depreciation
Hotel properties	3–40 years
Leasehold land and buildings, commercial and leisure facilities	5–50 years, or over the lease term if shorter
Leasehold improvements	5 years, or over the lease term if shorter
Furniture, fixtures and equipment	3–7 years
Plant, machinery and equipment	5–15 years
Ferries, launches and motor vehicles	3–20 years

在建工程以外之物業、廠房及設備項目按以下估計可使用年期以直線法折舊：

永久業權土地	並無折舊
酒店物業	3–40年
租賃土地及樓宇、商用及康樂設施	5–50年或倘較短，則為租賃期限
租賃物業裝修	5年或倘較短，則為租賃期限
傢俬、裝置及設備	3–7年
廠房、機器及設備	5–15年
渡輪、汽船及汽車	3–20年

17. INTERESTS IN ASSOCIATES/AMOUNTS DUE FROM ASSOCIATES

17. 聯營公司之權益/應收聯營公司款項

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Cost of unlisted shares	非上市股份之成本	—	—
Share of reserve	分佔儲備	—	—
Share of post-acquisition losses, net of dividends received	分佔收購後虧損，扣除已收股息	—	—
		—	—
Amounts due from associates (Note 24(b))	應收聯營公司款項 (附註24(b))	592.5	592.3
Share of post-acquisition losses of associates covered by binding obligation (note)	分佔由約束性責任彌補之聯營公司之收購後虧損 (附註)	(584.4)	(584.2)
		8.1	8.1

Note: The Group is obliged to make good the net deficits of Tung Chung Station Development Company Limited ("TCSDDL") and Polyong Limited ("Polyong") in proportion to its interests in TCSDDL and Polyong. At the end of the reporting period, the Group's obligation in this connection amounted to HK\$584.4 million (2017: HK\$584.2 million) and accordingly, the same amount has been recognised in the consolidated statement of financial position and presented as a deduction from the Group's advances to TCSDDL and Polyong.

附註：集團須分擔Tung Chung Station Development Company Limited (「TCSDDL」) 及博溢有限公司 (「博溢」) 之淨虧損，比例為其於TCSDDL及博溢之權益。於報告期末，集團與此有關之責任為584.4百萬港元 (2017年：584.2百萬港元)，該筆金額已於綜合財務狀況表確認並由集團給予TCSDDL及博溢之墊款抵銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

Details of the principal associates of the Group as at 31 March 2018 are set out in Note 42(c).

集團於2018年3月31日各主要聯營公司之詳情載於附註42(c)。

The summarised financial information of the Group's associates is set out below:

集團聯營公司之財務資料概要載列如下：

		2018 HK\$'M 百萬元	2017 HK\$'M 百萬元
Total assets	資產總值	28.6	29.8
Total liabilities	負債總額	(1,913.6)	(1,914.2)
Net liabilities	負債淨額	(1,885.0)	(1,884.4)
Group's share of net assets	集團分佔資產淨值	—	—
Group's share of net liabilities	集團分佔負債淨額	(584.4)	(584.2)
		(584.4)	(584.2)
Turnover	營業額	0.2	0.2
Loss for the year	本年度虧損	(0.6)	(0.6)
Group's share of results for the year	集團分佔本年度業績	(0.2)	(0.2)

The financial information in respect of each of the Group's associates is not material and no separate summarised financial information of each associate is presented.

有關集團各聯營公司之財務資料並非重大，因而並無就各聯營公司呈列單獨財務資料概要。

18. INTERESTS IN JOINT VENTURES

The interests in joint ventures include the Group's 50% equity interest in Dazhongli. An analysis is as follows:

18. 合營公司之權益

合營公司之權益包括集團於大中里之50%股權，其分析如下：

		2018 HK\$'M 百萬元	2017 HK\$'M 百萬元
Interests in:	於下列權益：		
Dazhongli	大中里	7,011.3	6,352.7
Other joint ventures	其他合營公司	2,060.9	2,011.5
		9,072.2	8,364.2

DAZHONGLI

Dazhongli and its subsidiaries ("Dazhongli group") are engaged in the development of investment properties and hotel properties in the Jing'an District of Shanghai in mainland China.

大中里

大中里及其附屬公司(「大中里集團」)從事發展位於中國內地上海市靜安區之投資物業及酒店物業。

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Cost of unlisted shares	非上市股份之成本	0.1	0.1
Cumulate exchange differences (note a)	累計匯兌差額(附註a)	771.8	154.4
Share of post-acquisition profits	分佔收購後溢利	1,506.9	1,499.3
		2,278.8	1,653.8
Loans to Dazhongli	貸款予大中里		
– Non-interest bearing (note b)	– 免息(附註b)	4,436.3	4,436.3
– Interest bearing (note c)	– 計息(附註c)	296.2	262.6
		7,011.3	6,352.7

Notes:

(a) These represent the exchange realignment and exchange differences relating to translation of the loans advanced by the Group to Dazhongli, which are denominated in US dollars and HK dollars, that form part of net investment in foreign operations.

(b) The loans to Dazhongli are unsecured, non-interest bearing and have no fixed terms of repayment. The Group has no intention to exercise its right to demand repayment of these loans within the next twelve months from the end of the reporting period. The directors of the Company believe the settlement of these loans is not likely to occur in the foreseeable future as they, in substance, from part of net investment in Dazhongli group as the proceeds of the loans have been substantially used by Dazhongli to inject as registered capital into its PRC subsidiaries. Accordingly, the amount is classified as non-current asset and included in the Group's interests in joint ventures for the purpose of presentation in the consolidated statement of financial position.

(c) The loans to Dazhongli are unsecured, interest bearing at 1.71% (2017: 1.71%) per annum and repayable in December 2019. Accordingly, the amount is classified as non-current asset and included in the Group's interests in joint ventures for the purpose of presentation in the consolidated statement of financial position.

附註：

(a) 此等指有關換算集團向大中里墊款之匯兌調整及匯兌差額，該等金額以美元及港元計值，並構成於境外業務投資淨額部分。

(b) 給予大中里之貸款乃無抵押、免息及無固定還款期。集團無意於報告期末起計未來十二個月內行使其權利，要求償還該等貸款。由於大中里已將貸款所得之大部分款項注入其中國附屬公司作為註冊資本，本公司董事相信該等貸款將不會於可見未來獲償還，故該等貸款實為於大中里集團之部分投資淨額。因此，就綜合財務狀況表之呈列而言，有關金額已列作非流動資產，並計入集團於合營公司之權益。

(c) 給予大中里之貸款乃無抵押、按年利率1.71% (2017年：1.71%)計息及須於2019年12月償還。因此，就綜合財務狀況表之呈列而言，有關金額已列作非流動資產，並計入集團於合營公司之權益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

The summarised consolidated financial information in respect of Dazhongli group as at 31 March 2018 and 31 March 2017 is set out below.

大中里集團於2018年3月31日及2017年3月31日之綜合財務資料概要載列如下。

The joint venture is accounted for using the equity method in these consolidated financial statements.

合營公司按權益法入賬至該等綜合財務報表。

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Non-current assets	非流動資產		
Investment properties	投資物業	22,886.0	20,541.4
Property, plant and equipment	物業、廠房及設備	2,097.1	1,052.5
Other non-current assets	其他非流動資產	250.5	151.6
		25,233.6	21,745.5
Current assets	流動資產		
Bank balances and cash	銀行結餘及現金	1,115.6	811.3
Other current assets	其他流動資產	608.2	231.2
		1,723.8	1,042.5
Current liabilities	流動負債		
Loans from shareholders	股東貸款	8,893.0	8,881.5
Other current liabilities	其他流動負債	2,068.7	1,812.2
		10,961.7	10,693.7
Net current liabilities	流動負債淨額	(9,237.9)	(9,651.2)
Total assets less current liabilities	總資產減流動負債	15,995.7	12,094.3
Non-current liabilities	非流動負債		
Bank loans	銀行貸款	9,421.3	7,077.0
Loans from shareholders	股東貸款	571.9	516.2
Deferred tax liabilities	遞延稅項負債	1,444.9	1,193.5
		11,438.1	8,786.7
Net assets	資產淨值	4,557.6	3,307.6
Group's share of net assets	集團分佔資產淨值	2,278.8	1,653.8

		For the year ended 31 March 截至3月31日止年度	
		2018 HK\$'M 百萬元	2017 HK\$'M 百萬元
Revenue	收入	1,023.5	155.5
Direct operating expenses	直接營運支出	(342.9)	(82.7)
		680.6	72.8
Change in fair value of investment properties	投資物業公平值變動	28.2	1,068.1
Other expenses	其他支出	(255.9)	(134.7)
Finance costs	財務費用	(322.0)	(132.7)
Taxation	稅項	(115.7)	(317.7)
Net profit after taxation for the year	本年度除稅後淨溢利	15.2	555.8
Group's share of results for the year	集團分佔本年度業績	7.6	277.9

Note: The investment properties were measured at 31 March 2018 at fair value of HK\$22,886.0 million (equivalent to RMB18,337.4 million) (2017: HK\$20,541.4 million (equivalent to RMB18,236.4 million)) which was based on the valuation conducted by Cushman & Wakefield Limited, who has appropriate qualification and recent experiences in the valuation of similar properties in the relevant locations. The valuation of investment properties is determined by using income capitalisation approach. The income capitalisation approach is calculated by capitalising the rental income derived from the existing tenancies with due provision for any reversionary income potential. The valuation of investment property under construction was derived from residual method based on capitalising the net earnings that would be generated from the investment property in their completed form, and has taken into account the developers' profit and construction costs already incurred as well as the estimated costs to be incurred to complete the property. The fair value measurement of investment property is valued under Level 3 fair value measurement, which is measured based on the significant unobservable inputs including the estimated market rent, capitalisation rate and developers' profit. The increase in the balance of investment properties for the year ended 31 March 2018 as stated above was due to the fair value gain of HK\$28.2 million (2017: HK\$1,068.1 million) and additions to investment properties. The attributable deferred taxation charge in respect of the gain was HK\$7.1 million (2017: HK\$267.0 million). Thus the net fair value gain after tax amounted to HK\$21.1 million (2017: HK\$801.1 million) of which the Group's 50% share of gain was HK\$10.6 million (2017: HK\$400.5 million). The investment properties are held within a business model of the joint venture whose business objective is to consume substantively all of the economic benefits embodied in the investment properties over time, rather than through sale.

附註：根據戴德梁行有限公司進行之估值，投資物業於2018年3月31日之公平值為22,886.0百萬元（相當於人民幣18,337.4百萬元）（2017年：20,541.4百萬元（相當於人民幣18,236.4百萬元））。該公司在評估有關地點之同類物業價值方面具備合適資格及近期經驗。投資物業之估值乃使用收入資本化法而釐定。收入資本化法透過資本化從現有租戶收取的租金收入連同對任何潛在可撥回收入的適當撥備而計算。在建投資物業之估值乃根據將自己竣工投資物業產生之淨盈利撥充資本使用餘值法而得出，並已計及發展商溢利及已產生之建築成本與物業完工將產生之估計成本。投資物業之公平值計量乃按第三層級公平值計量估值，其乃基於重大不可觀察輸入數據（包括估計市場租金、資本化率及發展商溢利）計算。於截至2018年3月31日止年度，投資物業結餘如上文所述之增幅，乃因公平值收益28.2百萬元（2017年：1,068.1百萬元）及添置投資物業。該收益之應佔遞延稅項支出為7.1百萬元（2017年：267.0百萬元）。故扣除稅項後之公平值淨收益為21.1百萬元（2017年：801.1百萬元），集團分佔其收益之50%，即10.6百萬元（2017年：400.5百萬元）。投資物業以合營公司之商業模式持有，而有關模式之業務目的是隨時間使用該等投資物業所包含之絕大部分經濟利益，而非透過出售實現。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

Level 3 valuation methodology

Below is a table which presents the significant unobservable inputs:

		Unobservable inputs (note a) 不可觀察輸入數據(附註a)		
	Fair value 公平值	Capitalisation rate 資本化率	Estimated market rent (per square metre per month) 估計市場租金(每月每平方米)	Developers' profit 發展商溢利
Investment properties (note b) 投資物業(附註b)				
Mainland China 中國內地				
Commercial 商業	HK\$22,886.0 million (2017: HK\$20,541.4 million)	3.5% to 5.0% (2017: 3.5% to 5.0%)	RMB239 to RMB861 (2017: RMB237 to RMB909)	4.0% (2017: 1.0% to 10.0%)
	22,886.0百萬港元 (2017年: 20,541.4百萬港元)	3.5%至5.0% (2017年: 3.5%至5.0%)	人民幣239元至人民幣861元 (2017年: 人民幣237元至 人民幣909元)	4.0% (2017年: 1.0%至 10.0%)

Notes:

(a) The relationship of unobservable inputs to fair value are (i) the higher the capitalisation rate, the lower the fair value; (ii) the higher the estimated market rent, the higher the fair value; and (iii) the higher the developers' profit, the lower the fair value.

(b) Fair value measurement of investment properties is positively correlated to the estimated market rent, but inversely correlated to the capitalisation rate and developers' profit.

The capital commitments of Dazhongli group at 31 March 2018 and 31 March 2017 are as follows:

第三層級估值方法

下表呈列重大不可觀察輸入數據：

附註：

(a) 不可觀察輸入數據與公平值間之關係為(i)資本化率越高，公平值越低；(ii)估計市場租金越高，公平值越高；及(iii)發展商溢利越高，公平值越高。

(b) 投資物業的公平值計量與估計市場租金呈正相關，但與資本化率及發展商溢利則呈反相關。

大中里集團於2018年3月31日及2017年3月31日之資本承擔如下：

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Contracted but not provided for	已簽約但未作撥備	129.1	565.2

The capital commitments of Dazhongli group attributable to the Group represent 50% of the amounts stated above, will be financed by shareholders' loan or direct borrowings of Dazhongli group.

集團於大中里集團之資本承擔佔上述金額之50%，將由股東貸款或大中里集團之直接借貸撥付資金。

OTHER JOINT VENTURES THAT ARE NOT INDIVIDUALLY MATERIAL

其他個別非重大之合營公司

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Cost of unlisted shares	非上市股份之成本	6.3	6.3
Share of reserve	分佔儲備	(3.4)	(1.2)
Share of post-acquisition gains (losses), net of dividends received	分佔收購後收益(虧損)，扣除已收股息	37.2	(5.1)
		40.1	—
Loans to other joint ventures (note)	貸款予其他合營公司(附註)	2,020.8	2,011.5
		2,060.9	2,011.5

Note: The loans to other joint ventures are unsecured and have no fixed terms of repayment. As at 31 March 2018, the loans to other joint ventures included an amount of HK\$1,245.1 million (2017: HK\$1,257.7 million) bearing interest at fixed rates from 3% to 3.5% (2017: 3% to 3.5%) per annum and an amount of HK\$108.9 million (2017: nil) bearing interest at 2% per annum over 1-month Hong Kong Interbank Offered Rate ("HIBOR"). The remaining balance is non-interest bearing. The Group has no intention to exercise its right to demand repayment of these loans within the next twelve months from the end of the reporting period. Accordingly, the amount is classified as non-current asset and included in the Group's interests in joint ventures for the purpose of presentation in the consolidated statement of financial position.

附註：貸款予其他合營公司乃無抵押及並無固定還款期。於2018年3月31日，貸款予其他合營公司包括金額1,245.1百萬港元(2017年：1,257.7百萬港元)並按固定年利率3%至3.5%(2017年：3%至3.5%)計息之款項，以及金額為108.9百萬港元(2017年：無)並按一個月香港銀行同業拆息率加年利率2%計息之款項。餘下款項為免息。集團無意於報告期末起計未來十二個月內行使其權利，要求償還該等貸款。因此，就綜合財務狀況表之呈列而言，有關金額已列作非流動資產，並計入集團於合營公司之權益。

The summarised financial information in respect of other joint ventures as at 31 March 2018 and 31 March 2017 is set out below:

其他合營公司於2018年3月31日及2017年3月31日之財務資料概要載列如下：

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Total assets	資產總值	6,496.9	6,201.2
Total liabilities	負債總額	(6,487.1)	(6,249.9)
Net assets (liabilities)	資產(負債)淨值	9.8	(48.7)
Group's share of net assets	集團分佔資產淨值	40.1	—
Turnover	營業額	568.7	—
Net profit (loss) after taxation for the year	本年度除稅後淨溢利(虧損)	62.7	(35.0)
Group's share of results for the year	集團分佔本年度業績	40.8	(17.3)

Details of the principal joint ventures of the Group as at 31 March 2018 and 31 March 2017 are set out in Note 42(d).

集團於2018年3月31日及2017年3月31日各主要合營公司之詳情載於附註42(d)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

19. INVESTMENTS IN DEBT AND EQUITY SECURITIES

19. 債務及股本證券之投資

		Fair value measurement at 31 March 2018 using 於2018年3月31日 公平值計量		
		2018 HK\$'M 百萬港元	Level 1 第一層級 HK\$'M 百萬港元	Level 3 第三層級 HK\$'M 百萬港元
Held-to-maturity investments	持至到期投資			
Debt securities (note a)	債務證券(附註a)			
Current	流動	33.3		
Non-current	非流動	96.9		
		130.2		
Available-for-sale financial assets	可供出售金融資產			
Listed, at fair value (note b)	上市，按公平值(附註b)	49.6	49.6	—
Unlisted, at fair value (note c)	非上市，按公平值 (附註c)	61.0	—	61.0
		110.6	49.6	61.0
Analysed for reporting purposes as:	為呈報目的之分析如下：			
Non-current	非流動	110.6		
Market value of listed equity securities:	上市股本證券之市值：			
Listed in Hong Kong	於香港上市	37.4	37.4	—
Listed overseas	於海外上市	12.2	12.2	—
		49.6	49.6	—

		Fair value measurement at 31 March 2017 using 於2017年3月31日 公平值計量		
		2017	Level 1	Level 3
		HK\$'M	HK\$'M	HK\$'M
		百萬港元	百萬港元	百萬港元
Held-to-maturity investments	持至到期投資			
Debt securities (note a)	債務證券(附註a)			
Current	流動	48.3		
Non-current	非流動	107.6		
		155.9		
Available-for-sale financial assets	可供出售金融資產			
Listed, at fair value (note b)	上市，按公平值(附註b)	50.0	50.0	–
Unlisted, at fair value (note c)	非上市，按公平值(附註c)	37.9	–	37.9
		87.9	50.0	37.9
Analysed for reporting purposes as:	為呈報目的之分析如下：			
Non-current	非流動	87.9		
Market value of listed equity securities:	上市股本證券之市值：			
Listed in Hong Kong	於香港上市	37.4	37.4	–
Listed overseas	於海外上市	12.6	12.6	–
		50.0	50.0	–

Notes:

(a) Held-to-maturity debt securities are measured at amortised cost less any impairment losses. The fair value of the held-to-maturity debt securities as at 31 March 2018 is HK\$131.4 million (2017: HK\$169.6 million) which is valued by reference to the Level 1 fair value measurement deriving from quoted prices in active market for identical assets. The weighted average effective interest rate is 6.1% (2017: 6.2%) per annum.

As at 31 March 2017, included in held-to-maturity debt securities were impaired financial assets with carrying amount of HK\$11.6 million, net of the impairment loss recognised of HK\$7.3 million. No impairment loss was recognised during the years ended 31 March 2018 and 2017. A reversal of impairment loss amounting to HK\$7.3 million (2017: nil) was recognised during the year ended 31 March 2018.

(b) The fair value of all listed equity securities are determined by reference to the quoted market bid prices available on the relevant exchanges in active markets as at 31 March 2018 and 31 March 2017.

附註：

(a) 持至到期債務證券乃以攤銷成本減任何減值虧損計量。於2018年3月31日，持至到期債務證券之公平值為131.4百萬港元(2017年：169.6百萬港元)，該公平值乃參考活躍市場上相同資產之報價所作之第一層級公平值計量而估值。加權平均實際年利率為6.1%(2017年：6.2%)。

於2017年3月31日，持至到期債務證券包括賬面值為11.6百萬港元之已減值金融資產，扣除已確認減值虧損7.3百萬港元。於截至2018年及2017年3月31日止年度，概無確認減值虧損。於截至2018年3月31日止年度，已確認金額7.3百萬港元(2017年：無)之減值虧損撥回。

(b) 所有上市股本證券之公平值乃參考於2018年3月31日及2017年3月31日在活躍市場之相關交易所之市場買入報價而釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

(c) Unlisted available-for-sale financial assets represent investment in private equity funds at HK\$61.0 million (2017: HK\$37.9 million) which are measured using valuation techniques based on inputs that can be observed in the market in addition to unobservable inputs such as company specific financial information.

The Group uses the key inputs of market comparable companies and discounted cash flows, which include the valuation multiples and recent transaction price, to determine the fair value of the unlisted private equity funds as at 31 March 2018 and 31 March 2017. The unobservable inputs are valuation multiples, discount for lack of marketability and discount rate. Valuation multiples include enterprise value divided by earnings before interest and taxes, and price-to-sales multiples. The higher the valuation multiples, the lower the discount for lack of marketability or the lower the discount rate, the higher the fair value.

No sensitivity analysis is disclosed for the impact of changes in the relevant unobservable data as the management considers that the exposure is insignificant to the Group.

The movement in the unlisted available-for-sale financial assets is as follows:

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Balance at beginning of the year	年初結餘	37.9	50.5
Acquisition during the year	年內收購	23.9	2.5
Total gain (loss)	收益(虧損)總額		
In profit or loss	於損益中	1.6	2.2
In other comprehensive income	於其他全面收益中	3.9	(3.2)
Proceeds from disposal	出售所得款項	(6.3)	(14.1)
Balance at end of the year	年末結餘	61.0	37.9

Included in other comprehensive income for the year ended 31 March 2018 was a gain of HK\$1.6 million (2017: HK\$2.2 million) related to unlisted available-for-sale financial assets which had been reclassified to profit or loss from investment revaluation reserve upon disposal.

There was no transfer among different levels of the fair value hierarchy in the current and prior years.

(c) 非上市可供出售金融資產為私募股權基金之投資 61.0 百萬港元 (2017 年：37.9 百萬港元)，乃運用估值技巧計算。該等技巧中之輸入參數為根據可觀察市場數據及不可觀察輸入數據 (如公司特定財務資料) 而釐定。

集團使用市場上可比較公司之主要輸入數據及貼現現金流 (當中包括估值倍數及近期成交價) 來釐定非上市私募股權基金於 2018 年 3 月 31 日及 2017 年 3 月 31 日之公平值。不可觀察輸入數據指估值倍數、欠缺市場流通性之折讓及貼現率。估值倍數包括企業價值除以除利息及稅項前之盈利，以及價格與銷售額倍數。估值倍數越高、欠缺市場流通性之折讓越低或貼現率越低，則公平值越高。

由於管理層認為有關風險對集團而言並不重大，故並無就相關不可觀察數據變動之影響披露敏感度分析。

非上市可供出售金融資產之變動如下：

於截至 2018 年 3 月 31 日止年度，其他全面收益包括有關非上市可供出售金融資產之 1.6 百萬港元 (2017 年：2.2 百萬港元) 收益，已於出售時自投資重估儲備重新分類至損益。

於本年度及過往年度，公平值層級之不同層級之間並無轉撥。

FAIR VALUE MEASUREMENTS AND VALUATION PROCESSES

The Group determines the appropriate valuation techniques and inputs for Level 3 fair value measurements.

In estimating the fair value of unlisted private equity funds, the Group uses market-observable data to the extent it is available. The valuation is performed at the end of each reporting period. Where there is material change in the fair value of the assets, the cause of the fluctuations will be reported to the management of the Group.

Information about the valuation techniques and inputs used in determining the fair value of assets are disclosed above.

公平值計量及估值過程

集團為第三層級公平值計量釐定合適的估值技巧及輸入數據。

於估計非上市私募股權基金之公平值時，集團於可行情況下盡量使用市場可觀察數據。估值於各報告期末進行。倘資產之公平值出現重大變動，其波動之原因將向集團管理層報告。

有關釐定資產公平值所使用之估值技巧及輸入數據之資料於上文披露。

20. OTHER ASSETS

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Mortgage instalment receivables (note a)	應收按揭分期供款(附註a)	31.5	25.3
Loan to an investee (note b)	向相關投資對象貸款(附註b)	106.6	106.6
Unlisted membership debentures and other assets	非上市會籍債券及其他資產	12.5	12.4
		150.6	144.3

Notes:

(a) The mortgage instalment receivables represent the financing provided to buyers of development properties of the Group. The amounts bear interest at prime rate or prime rate minus 1% and are receivable by instalments over a period of not more than 25 years (2017: 25 years) from the sale of relevant flats. The receivables are secured by a second mortgage over the respective properties. The portion of mortgage instalment receivables due within one year of HK\$1.3 million (2017: HK\$1.2 million) is included as trade receivables in current assets.

(b) The Group owns a 15% interest in an unlisted company incorporated in Singapore which holds a commercial complex comprising a retail mall, 2 office towers and a hotel in Tianjin, the PRC. The loan is unsecured, interest-free and repayable on demand. The Group has no intention to exercise its right to demand repayment of these loans within the next twelve months from the end of the reporting period. Accordingly, the amount is classified as non-current asset for the purpose of presentation in the consolidated statement of financial position.

20. 其他資產

附註：

(a) 應收按揭分期供款乃提供予集團發展物業買家之融資。此供款按最優惠利率或最優惠利率減1%計息，並會在有關住宅單位售出後不超過25年(2017年：25年)內分期收回。此應收供款乃以有關物業作第二按揭抵押。部分為數1.3百萬港元(2017年：1.2百萬港元)於一年內到期之應收按揭分期供款已計入流動資產之應收貿易賬款內。

(b) 集團於一家在新加坡註冊成立之非上市公司擁有15%權益，該公司於中國天津持有一項商業綜合樓，包括一幢購物中心、兩座辦公室大樓及一家酒店。該貸款為無抵押、免息及按要求償還。集團無意於報告期末起計未來十二個月內行使其權利，要求償還該等貸款。因此，就綜合財務狀況表之呈列而言，有關金額已列作非流動資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

21. INVENTORIES

21. 存貨

	2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Consumables 易耗品	44.6	47.6

22. PROPERTIES HELD FOR/UNDER DEVELOPMENT FOR SALE

22. 供出售待發展/發展中物業

	2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Properties held for/under development for sale in Hong Kong 香港境內供出售待發展/發展中物業		
Discovery Bay development project 愉景灣發展項目	2,392.9	1,765.6
Other projects 其他項目	—	954.7
Properties held for/under development for sale outside Hong Kong 香港境外供出售待發展/發展中物業	3,153.5	2,035.2
	5,546.4	4,755.5

At the end of the reporting period, total borrowing costs capitalised in the properties held for/under development for sale were HK\$6.3 million (2017: HK\$23.6 million). The properties held for/under development for sale amounting to HK\$3,270.9 million (2017: HK\$3,629.8 million) are expected to be recovered after twelve months from the end of the reporting period.

於報告期末，6.3百萬港元（2017年：23.6百萬港元）之總借貸成本已撥作供出售待發展/發展中物業之成本。3,270.9百萬港元（2017年：3,629.8百萬港元）之供出售待發展/發展中物業預期於報告期末起計十二個月後收回。

23. TRADE RECEIVABLES

The credit periods allowed by the Group to its customers are dependent on the general practices in the industries concerned. For property sales, sales terms vary for each property project and are determined with reference to the prevailing market conditions. Property rentals are receivable in advance. Payments for healthcare, clubs and hotel services are receivable on demand.

The following is an aged analysis of trade receivables presented based on the payment due date at the end of the reporting period:

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Not yet due	尚未到期	1.7	9.5
Overdue:	逾期：		
0-60 days	0-60天	23.9	18.9
61-90 days	61-90天	2.7	2.0
Over 90 days	超過90天	1.5	2.3
		29.8	32.7

Included in the Group's trade receivable balances are receivables with aggregate carrying amount of HK\$28.1 million (2017: HK\$23.2 million) which are past due at the end of the reporting period for which the Group has not provided for impairment loss. The Group does not hold any collateral over these balances.

The Group has provided allowance for receivables overdue beyond 120 days because historical experience is such that receivables that are past due beyond 120 days are generally not recoverable. Management closely monitors the credit quality of trade receivables and considers the trade receivables that are neither past due nor impaired to be of a good credit quality.

23. 應收貿易賬款

集團給予其客戶之信貸期視乎業內一般慣例釐定。就物業銷售而言，銷售條款按各物業項目而異，並參照當時市況釐定。物業租金須預先繳付。醫療保健、會所及酒店服務之費用須於要求時繳付。

以下為應收貿易賬款於報告期末按到期付款日數呈列之賬齡分析：

集團之應收貿易賬款結餘包括於報告期末已到期而集團並未就減值虧損作出撥備之應收賬款，賬面值合共為28.1百萬港元（2017年：23.2百萬港元）。集團並無就該等結餘持有任何抵押品。

集團已就逾期超過120天之應收賬款計提撥備，此乃由於根據過往經驗，該等逾期超過120天之應收賬款一般屬不可收回。管理層密切監察應收貿易賬款之信貸質素，並認為該等並無逾期或減值之應收貿易賬款擁有良好之信貸質素。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

MOVEMENT IN THE ALLOWANCE FOR DOUBTFUL DEBTS

呆賬撥備之變動

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Balance at beginning of the year	年初結餘	11.9	11.7
Impairment loss recognised on receivables	應收賬款之已確認減值虧損	0.7	0.7
Amounts recovered during the year	年內收回之款項	–	(0.2)
Amounts written off as uncollectible	撤銷為無法收回之款項	(3.1)	–
Currency realignment	貨幣調整	(0.1)	(0.3)
Balance at end of the year	年末結餘	9.4	11.9

24. OTHER FINANCIAL ASSETS

(a) DEPOSITS AND OTHER RECEIVABLES/BANK BALANCES AND CASH

Included in other receivables is an amount of HK\$181.1 million (2017: HK\$280.2 million) which relates to sale proceeds arising from property sales that are held by stakeholders. Bank balances and cash represent cash held by the Group and short-term bank deposits at market interest rate ranging from 0.01% to 2.86% (2017: 0.01% to 1.71%) per annum as at 31 March 2018.

(b) AMOUNTS DUE FROM ASSOCIATES

The amounts due from associates are unsecured, non-trade nature, non-interest bearing and have no fixed terms of repayment.

(c) LOAN TO A JOINT VENTURE/AMOUNTS DUE FROM JOINT VENTURES

The loan to a joint venture of the Group is unsecured, non-interest bearing and has no fixed terms of repayment.

The amounts due from joint ventures are unsecured, non-interest bearing and repayable on demand.

24. 其他金融資產

(a) 按金及其他應收款項/銀行結餘及現金

其他應收款項包括一筆金額為181.1百萬港元(2017年: 280.2百萬港元)的款項, 該筆款項為物業銷售之銷售所得款項, 並由保管人持有。於2018年3月31日, 銀行結餘及現金為集團持有之現金及市場年利率介乎0.01%至2.86%(2017年: 0.01%至1.71%)之短期銀行存款。

(b) 應收聯營公司款項

應收聯營公司款項為無抵押、非貿易性質、免息及無固定還款期。

(c) 貸款予合營公司/應收合營公司款項

集團貸款予合營公司為無抵押、免息及無固定還款期。

應收合營公司款項為無抵押、免息及須按的要求償還。

25. TRADE PAYABLES, PROVISION AND ACCRUED CHARGES

Included in trade payables, provision and accrued charges are trade payables of HK\$176.2 million (2017: HK\$251.5 million), an aged analysis presented based on the payment due date at the end of the reporting period is as follows:

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Not yet due	尚未到期	123.0	129.3
Overdue:	逾期：		
0-60 days	0-60天	41.3	92.0
61-90 days	61-90天	1.0	0.8
Over 90 days	超過90天	10.9	29.4
		176.2	251.5

The average credit period on purchases of goods and payment for subcontractor works is 90 days.

The trade payables, provision and accrued charges include (i) construction cost accruals of HK\$291.7 million (2017: HK\$107.4 million); and (ii) provisions for certain construction obligations of HK\$328.5 million (2017: HK\$328.5 million). In the course of the property development activities, the Group is obliged to construct certain common or public facilities within the development projects in accordance with the development plans approved by the relevant authorities. Provision for such construction costs has been made when a reliable estimate can be made of the amount of this obligation and details of the movement of the provision are set out below:

25. 應付貿易賬款、撥備及應計費用

應付貿易賬款、撥備及應計費用中包括應付貿易賬款176.2百萬港元(2017年：251.5百萬港元)，以下為於報告期末按到期付款日數呈列之賬齡分析：

採購貨品及支付分包工程款項之平均信貸期為90天。

應付貿易賬款、撥備及應計費用包括(i)應計建築成本291.7百萬港元(2017年：107.4百萬港元)；及(ii)就若干建築承擔所作撥備328.5百萬港元(2017年：328.5百萬港元)。集團在進行物業發展活動之過程中，須根據有關當局批准之發展計劃，於發展項目內興建若干公共或公眾設施。集團已於可對此項所需承擔之金額作出可靠估計時，就該等建築成本作出撥備，此項撥備之變動詳情載列如下：

		HK\$'M 百萬港元
Balance at 1 April 2016	於2016年4月1日之結餘	328.5
Provided during the year	年內撥備	1.4
Utilised during the year	年內動用	(1.4)
Balance at 31 March 2017 and 31 March 2018	於2017年3月31日及2018年3月31日之結餘	328.5

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

26. DEFERRED TAXATION

The following are the major deferred tax (liabilities) assets recognised and movements thereon during the current and prior reporting years:

26. 遞延稅項

以下為已確認之主要遞延稅項(負債)資產以及其於現行及過往報告年度之變動：

		Accelerated tax depreciation 加速 稅項折舊 HK\$'M 百萬港元	Fair value change of investment properties 投資物業 公平值變動 HK\$'M 百萬港元	Tax losses 稅項虧損 HK\$'M 百萬港元	Distributable profits of foreign subsidiaries 境外附屬公司 可供分派溢利 HK\$'M 百萬港元	Others 其他 HK\$'M 百萬港元 (note) (附註)	Total 總計 HK\$'M 百萬港元
At 1 April 2016	於2016年4月1日	(192.3)	(52.7)	4.4	(36.1)	24.0	(252.7)
Currency realignment	貨幣調整	(0.5)	2.7	–	2.1	(0.1)	4.2
(Charge) credit to profit or loss	(扣除) 計入損益	(20.3)	(4.7)	(0.6)	0.1	2.9	(22.6)
Charge to investment revaluation reserve	扣除投資重估儲備	–	–	–	–	(0.3)	(0.3)
At 31 March 2017	於2017年3月31日	(213.1)	(54.7)	3.8	(33.9)	26.5	(271.4)
Currency realignment	貨幣調整	(0.7)	(8.8)	–	(3.6)	0.9	(12.2)
(Charge) credit to profit or loss	(扣除) 計入損益	(14.3)	(57.7)	13.9	(14.3)	29.5	(42.9)
Credit to investment revaluation reserve	計入投資重估儲備	–	–	–	–	0.3	0.3
At 31 March 2018	於2018年3月31日	(228.1)	(121.2)	17.7	(51.8)	57.2	(326.2)

Note: These mainly represent net deferred tax assets (liabilities) recognised in relation to unrealised profit of certain property development projects.

附註：此乃主要表示就若干物業發展項目未變現溢利所確認之遞延稅項資產(負債)淨額。

For the purposes of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset in accordance with the Group's accounting policy. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Deferred tax liabilities	遞延稅項負債	(368.2)	(274.5)
Deferred tax assets	遞延稅項資產	42.0	3.1
		(326.2)	(271.4)

At the end of the reporting period, the Group has unused tax losses of HK\$1,254.7 million (2017: HK\$1,120.8 million) available for offset against future profits. A deferred tax asset has been recognised in respect of approximately HK\$107.2 million (2017: HK\$23.0 million) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$1,147.5 million (2017: HK\$1,097.8 million) due to the unpredictability of future profit streams.

At the end of the reporting period, the Group has deductible temporary differences of HK\$181.8 million (2017: HK\$181.8 million) mainly arising from impairment losses recognised in respect of property, plant and equipment and inventories. No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

就呈報綜合財務狀況表而言，若干遞延稅項資產及負債已按集團之會計政策抵銷。以下為用於財務呈報目的之遞延稅項結餘（抵銷後）分析：

於報告期末，集團未使用稅項虧損為1,254.7百萬港元（2017年：1,120.8百萬港元），可用於抵銷未來溢利。其中約107.2百萬港元（2017年：23.0百萬港元）虧損已確認遞延稅項資產。由於無法預測未來溢利流入，因此並無就餘額1,147.5百萬港元（2017年：1,097.8百萬港元）確認遞延稅項資產。

於報告期末，集團主要因物業、廠房及設備以及存貨之已確認減值虧損所引致之可扣減暫時差額為181.8百萬港元（2017年：181.8百萬港元）。由於不大可能有應課稅溢利可用於抵銷可扣減暫時差額，因此並無就該等可扣減暫時差額確認遞延稅項資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

27. BANK AND OTHER LOANS

27. 銀行及其他貸款

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Bank loans (note a)	銀行貸款(附註a)	6,508.2	6,837.4
Bonds and notes (note b)	債券及票據(附註b)	1,077.5	956.5
		7,585.7	7,793.9
Less: Amount included under current liabilities (including bank loans with a repayable on demand clause)	減：計入流動負債之金額（包括具有可隨時要求償還條款之銀行貸款）	(1,058.0)	(1,564.4)
Amount included under non-current liabilities	計入非流動負債之金額	6,527.7	6,229.5
Bank and other loans are repayable:	銀行及其他貸款須於		
On demand or within one year	下列期限償還：按要求或一年內	1,058.0	1,564.4
Between one and two years	一年至兩年內	1,000.0	273.0
Between two and five years	兩年至五年內	5,527.7	5,956.5
		7,585.7	7,793.9
Secured	有抵押	457.6	459.6
Unsecured	無抵押	7,128.1	7,334.3
		7,585.7	7,793.9
Bank loans that contain a repayable on demand clause (shown under current liabilities) and the schedule payment is (note c):	具有可隨時要求償還條款之銀行貸款(於流動負債列示)且還款期為(附註c)：		
Between one and two years	一年至兩年內	441.3	—
Between two and five years	兩年至五年內	—	833.3
		441.3	833.3

Notes:

(a) As at 31 March 2018, the Group's bank loans carry interest at an average margin of 1.21% (2017: 1.22%) plus HIBOR, other relevant interbank offered rates or other benchmark interest rates per annum.

(b) On 2 April 2013, the Company issued principal amount of HK\$560.0 million 7-year unlisted notes at a coupon rate of 4.5% per annum. Subsequently on 10 April 2013, the Company established a US\$1.0 billion Medium Term Note Programme ("MTN Programme"). In May 2013, a total principal amount of HK\$238.0 million 7-year unlisted notes at a coupon rate of 4.3% per annum was issued under the MTN Programme. Furthermore, as at 31 March 2018, there was outstanding bond with principal amount of HK\$281.2 million (2017: HK\$161.0 million) which carried interest at a margin of 0.47% (2017: 0.40%) plus the relevant interbank offered rates per annum.

(c) The amounts due are based on scheduled payment dates set out in the respective loan agreements.

附註：

(a) 於2018年3月31日，集團銀行貸款按每年1.21%（2017年：1.22%）之平均邊際息率加香港銀行同業拆息率、其他相關銀行同業拆息率或其他基準利率計息。

(b) 於2013年4月2日，本公司發行本金560.0百萬港元之7年期按每年4.5%票面利率計息之非上市票據。隨後於2013年4月10日，本公司設立10億美元之中期票據計劃（「中期票據計劃」）。於2013年5月，根據中期票據計劃已發行本金總額238.0百萬港元之7年期按每年4.3%票面利率計息之非上市票據。此外，於2018年3月31日，未償還債券本金額281.2百萬港元（2017年：161.0百萬港元）按每年0.47%（2017年：0.40%）之邊際息率加相關銀行同業拆息率計息。

(c) 到期款項乃按各自貸款協議所載的還款期而計算。

28. OTHER LIABILITIES

28. 其他負債

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Advances from non-controlling shareholders (note)	非控股股東墊款(附註)	316.2	196.8
Club debentures	會所債券	852.0	855.5
		1,168.2	1,052.3
Less: Amount due within one year included under current liabilities	減：計入流動負債之一年內到期款項	(41.6)	(0.7)
Amount due after one year	一年後到期款項	1,126.6	1,051.6

Note: The amounts represent advances from non-controlling shareholders of subsidiaries to finance operation of those subsidiaries. As at 31 March 2018, included in advances from non-controlling shareholders is an amount of HK\$312.0 million (2017: HK\$196.0 million) which bears interest at 3-month HIBOR plus 3.5% (2017: 3-month HIBOR plus 3.5%). The amounts are unsecured and not repayable within one year.

附註：該款項為附屬公司非控股股東墊款，用以撥付該等附屬公司營運所需。於2018年3月31日，非控股股東墊款包括為數312.0百萬港元(2017年：196.0百萬港元)按3個月期香港同業拆息率加3.5%(2017年：按3個月期香港同業拆息率加3.5%)計息。該款項為無抵押及毋須於一年內償還。

Club debentures are redeemable on their maturity dates, which are as follows:

會所債券可於各自到期日贖回，該等到期日如下：

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Within one year	一年內	41.6	0.7
Over one year but within five years	一年以上但五年以內	0.5	42.4
In 2047	於2047年	809.9	812.4
		852.0	855.5

These debentures are non-interest bearing, unsecured and are issued to members of the following clubs operated by the Group:

此等債券均為免息、無抵押及發行予下列由集團所經營之會所的會員：

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Discovery Bay Golf Club	愉景灣高爾夫球會	661.2	663.7
Discovery Bay Marina Club	愉景灣遊艇會	42.1	43.1
Discovery Bay Recreation Club	愉景灣康樂會	148.7	148.7
		852.0	855.5

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

29. DEPOSITS RECEIVED AND OTHER FINANCIAL LIABILITIES

The directors of the Company consider that the carrying amount of the Group's deposits received and other financial liabilities at the end of the reporting period approximates their corresponding fair values due to the relatively short-term maturity.

Included in deposits received and other financial liabilities are property sales deposits of HK\$2,034.7 million (2017: HK\$637.3 million) expected to be recognised as sales in profit or loss within twelve months from the end of reporting period.

29. 已收按金及其他金融負債

本公司董事認為，由於集團之已收按金及其他金融負債之到期日相對較短，故於報告期末，該等款項之賬面值與其相應公平值相若。

已收按金及其他金融負債中包括預期於報告期末起計十二個月內於損益中確認為銷售之物業銷售按金2,034.7百萬港元(2017年：637.3百萬港元)。

30. SHARE CAPITAL

30. 股本

		2018 & 2017	
		Number of share	HK\$'M
		股數	百萬元
Ordinary shares of HK\$0.25 each	每股面值0.25港元之普通股		
Authorised:	法定股本：		
At 1 April 2016, 31 March 2017 and 31 March 2018	於2016年4月1日、2017年3月31日及2018年3月31日	2,000,000,000	500.0
Issued and fully paid:	已發行及繳足股本：		
At 1 April 2016, 31 March 2017 and 31 March 2018	於2016年4月1日、2017年3月31日及2018年3月31日	1,350,274,367	337.5

31. SHARE OPTION SCHEME

31. 股份期權計劃

The Company adopted a share option scheme (the "Scheme") on 8 September 2011 which permits the directors of the Company to grant share options to all directors (including any Executive Directors, Non-executive Directors and Independent Non-executive Directors), full-time employees and any consultants (employed on a contract basis) of the Company, its subsidiaries and/or its associated companies to subscribe for shares in the Company.

本公司於2011年9月8日採納了股份期權計劃(「該計劃」)，該計劃容許本公司董事向本公司、其附屬公司及/或其聯營公司之所有董事(包括任何執行董事、非執行董事及獨立非執行董事)、全職僱員及任何以合約形式聘用之顧問授出可認購本公司股份之股份期權。

At 31 March 2018, the number of shares in respect of which share options had been granted and remained outstanding under the Scheme was 41,400,000 (2017: 15,600,000), representing 3.1% (2017: 1.2%) of the shares of the Company in issue at that date.

於2018年3月31日，根據該計劃已授出但尚未行使之股份期權所涉及之股份數目為41,400,000股(2017年：15,600,000股)，相當於該日本公司已發行股份之3.1%(2017年：1.2%)。

Details of the movements of the share options granted are as follows:

已授出股份期權之變動詳情如下：

Category of participants	Date of grant	Exercise period	Exercise price per share (HK\$)	Number of share option 股份期權數目				
				Outstanding as at 1 April 2016 於2016年4月1日尚未行使	Granted during the year ended 31 March 2017 於截至2017年3月31日止年度已授出		Granted during the year ended 31 March 2018 於截至2018年3月31日止年度已授出	
					Outstanding as at 31 March 2017 於2017年3月31日尚未行使		Outstanding as at 31 March 2018 於2018年3月31日尚未行使	
參與者類別	授出日期	行使期	每股行使價 (港元)	於2016年4月1日尚未行使	止年度已授出	尚未行使	已授出	尚未行使
Director 董事	28 February 2017 2017年2月28日	28 February 2017 to 27 February 2027 2017年2月28日至2027年2月27日	4.23	-	15,600,000	15,600,000	-	15,600,000
Director 董事	12 March 2018 2018年3月12日	12 March 2018 to 11 March 2028 2018年3月12日至2028年3月11日	4.81	-	-	-	24,000,000	24,000,000
Employee 員工	12 March 2018 2018年3月12日	12 March 2018 to 11 March 2028 2018年3月12日至2028年3月11日	4.81	-	-	-	1,800,000	1,800,000
				-	15,600,000	15,600,000	25,800,000	41,400,000
Exercisable at the end of the year 年末可行使							15,600,000	41,400,000

In respect of fair value of share options granted during the years ended 31 March 2018 and 2017, the inputs into the model were as follows:

就於截至2018年及2017年3月31日止年度授出的股份期權公平值而言，模式採用之輸入數據如下：

		12 March 2018 2018年3月12日	28 February 2017 2017年2月28日
Spot price	股價	HK\$4.81 4.81港元	HK\$4.23 4.23港元
Exercise price	行使價	HK\$4.81 4.81港元	HK\$4.23 4.23港元
Expected volatility	預期波幅	22.721%	25.304%
Risk-free rate	無風險利率	2.0201%	1.705%
Expected dividend yield	預期股息收益率	2.1577%	3.33%
Exercise period	行使期	12 March 2018 to 11 March 2028 2018年3月12日至2028年3月11日	28 February 2017 to 27 February 2027 2017年2月28日至2027年2月27日

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

The fair value of the share options is determined using the Black-Scholes model. The variables and assumptions used in computing the fair values of the share options are based on the directors' best estimates. Expected volatility is based on the historical share price volatility of the Company over the past 5 years. Expected dividend yield is based on the historical dividend payment of the Company. The risk-free rate is interpolated from the Hong Kong Monetary Authority's Hong Kong Exchange Fund Bills/Notes and Government Bonds Yield Curve as at the date of grant.

The Group recognised the total expense of HK\$28.9 million (2017: HK\$13.6 million) for the year ended 31 March 2018 in relation to share options granted by the Company to the directors and employees of the Group.

32. ACQUISITION OF A SUBSIDIARY

On 9 January 2018, an indirect wholly owned subsidiary of the Company entered into a sale and purchase agreement with independent third parties to acquire the entire issued capital of Co-Success Investment Limited, at a cash consideration of HK\$29.2 million. The acquisition was completed on 9 February 2018. The major asset of Co-Success Investment Limited is an investment property representing a residential property situated in Hong Kong.

The directors of the Company were of the opinion that this transaction did not constitute business combinations as defined in HKFRS 3 "Business Combinations", therefore, the acquisition had been accounted for as an acquisition of assets. Details of the transaction are summarised as follows.

股份期權之公平值乃採用柏力克－舒爾斯定價模式釐定。計算股份期權之公平值時使用之變數及假設乃根據董事之最合理預算進行。預期波幅乃根據本公司過去5年以往股價波幅計算。預期股息收益率乃根據本公司以往股息派付情況計算。無風險利率乃由香港金融管理局香港外匯基金票據/債券及政府債券於授出日期之孳息率推算。

於截至2018年3月31日止年度，集團就本公司授予集團董事及僱員之股份期權確認支出總額28.9百萬港元（2017年：13.6百萬港元）。

32. 收購附屬公司

於2018年1月9日，一間本公司間接全資附屬公司與獨立第三方訂立買賣協議，以現金代價29.2百萬港元收購互旋投資有限公司全部已發行股本。該收購於2018年2月9日完成。互旋投資有限公司之主要資產為投資物業，即一幢位於香港之住宅物業。

本公司董事認為該交易並不構成香港財務報告準則第3號「業務合併」所界定的業務合併，因此，該收購已按資產收購入賬。該交易之詳情概列如下。

The assets acquired and liabilities assumed on the date of acquisition:

於收購日期之所收購資產及所承擔負債：

		HK\$'M 百萬港元
Non-current assets	非流動資產	
Investment properties	投資物業	25.4
Property, plant and equipment	物業、廠房及設備	2.0
Other assets	其他資產	1.8
Net assets acquired	被收購之資產淨值	29.2
Satisfied by:	支付方式：	
Cash consideration paid	已付現金代價	29.2
Net cash outflows on acquisition:	收購之現金流出淨額：	
Cash consideration paid	已付現金代價	29.2

33. ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS

33. 現金及現金等值項目結餘分析

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Bank balances and cash	銀行結餘及現金	2,908.4	2,548.3

The market interest rate of the bank balances at 31 March 2018 were in the range of 0.01% to 2.89% (2017: 0.01% to 1.90%) per annum. The directors of the Company consider the carrying amount of the Group's bank balances and cash at the end of the reporting period approximates their corresponding fair values.

銀行結餘於2018年3月31日之市場利率在年利0.01%至2.89%(2017年：0.01%至1.90%)之範圍內。本公司董事認為集團的銀行結餘及現金於報告期末之賬面值與相應公平值相若。

34. PLEDGE OF ASSETS

As at 31 March 2018, certain bank loans of the Group were secured by certain investment properties, properties held for sale and properties held for/under development for sale at the carrying value of HK\$302.7 million (2017: HK\$285.6 million), HK\$408.7 million (2017: HK\$711.6 million) and HK\$958.1 million (2017: nil) respectively.

34. 資產抵押

於2018年3月31日，賬面值分別為302.7百萬港元(2017年：285.6百萬港元)、408.7百萬港元(2017年：711.6百萬港元)及958.1百萬港元(2017年：無)之若干投資物業、持作出售物業及供出售待發展/發展中物業已作為集團之若干銀行貸款之抵押。

In addition, the loans to a joint venture by the Group amounting to approximately HK\$747.1 million (2017: nil) were subordinated to banks to secure a banking facility granted to the joint venture for financing the properties development project.

此外，為使一家合營公司獲授予銀行信貸額，作為物業發展項目之資金，集團已就向該合營公司提供約747.1百萬港元(2017年：無)之貸款向銀行作後償保證。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

35. CONTINGENT LIABILITIES

35. 或然負債

		2018 HK\$'M 百萬元	2017 HK\$'M 百萬元
Guarantee given, to the extent of the Group's proportionate share, in respect of a banking facility granted to an investee company (note a)	以集團股權比例為限，就被投資公司獲授的銀行信貸額作出之擔保(附註a)	135.9	123.2
Guarantee given, to the extent of the Group's proportionate share, in respect of a banking facility granted to a joint venture for the development of a project (note a)	以集團股權比例為限，就合營公司發展項目獲授的銀行信貸額作出之擔保(附註a)	666.1	—
Guarantees given by subsidiaries in respect of mortgage facilities granted to purchasers of the Group's properties (note b)	附屬公司就集團物業買家獲授之按揭貸款額作出之擔保(附註b)	211.7	44.5

Notes:

(a) No provision for financial guarantee contracts has been recognised in the consolidated financial statements as, in the opinion of the directors of the Company, the fair value of the financial guarantee on initial recognition and the amount of provision to be recognised subsequently was insignificant.

(b) The guarantees are given to banks in respect of mortgage facilities granted by certain banks relating to the mortgage loans arranged for certain purchasers of the Group's properties. Such guarantees will be released by banks upon the earlier of issue of the relevant real estate ownership certificate to the purchasers or the banks have satisfied themselves to release the guarantees in certain circumstances. In the opinion of the directors of the Company, the possibility of default of the parties involved is remote and the fair values of these financial guarantee contracts are insignificant on initial recognition and therefore no provision for financial guarantee contracts has been made at the end of the reporting period.

附註：

(a) 本公司董事認為，由於初次確認的財務擔保之公平值及其後將予確認的撥備金額並不重大，故並無於綜合財務報表內確認財務擔保合約之撥備。

(b) 該等擔保乃就若干銀行授出的按揭融資而向該等銀行提供，而該等按揭融資涉及為集團若干物業買家而安排之按揭貸款。銀行將會於買家獲發相關房地產所有權證或銀行確認可就若干情況解除擔保(以較早者為準)時解除擔保。本公司董事認為，相關方違約之可能性甚微，且該等財務擔保合約初始確認之公平值並不重大，因此於報告期末並無就財務擔保合約作出撥備。

36. COMMITMENTS

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Contracted but not provided for in the consolidated financial statements:	已簽約但未於綜合財務報表中作撥備：		
Expenditure in respect of properties held for/under development for sale	供出售待發展/發展中物業之開支	1,421.2	1,954.1
Capital expenditure in respect of investment properties and property, plant and equipment	投資物業以及物業、廠房及設備之資本開支	159.4	297.6
Others	其他	115.9	22.8
		1,696.5	2,274.5

The capital commitments in respect of the Group's interest in Dazhongli group are disclosed in Note 18.

36. 承擔

集團於大中里集團權益之資本承擔於附註18中披露。

37. LEASING ARRANGEMENTS

THE GROUP AS LESSEE

At the end of the reporting period, the Group had commitments for future minimum lease payment under non-cancellable operating leases in respect of land and buildings which fall due as follows:

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Within one year	一年內	25.8	15.3
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	25.5	20.2
		51.3	35.5

Operating lease payments represent rentals payable by the Group for its office premises and staff quarters. Leases are negotiated for an average term of two years and rentals are fixed for an average term of one to two years.

37. 租賃安排

集團為承租人

於報告期末，集團根據土地及樓宇之不可撤銷經營租賃而須於以下期間支付之未來最低租賃付款承擔如下：

經營租賃付款乃集團就其辦公室物業及員工宿舍應付之租金。租賃平均商訂為期兩年，平均一至兩年內租金不變。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

THE GROUP AS LESSOR

Property rental income earned from investment properties and other properties during the year was HK\$386.4 million (2017: HK\$339.6 million) in aggregate, of which HK\$378.0 million (2017: HK\$331.7 million) was generated from investment properties of the Group. Investment properties and other properties with an aggregate carrying amount of HK\$11,426.0 million (2017: HK\$8,711.4 million) were held for rental purposes at the end of the reporting period. Depreciation charge for the year in respect of other properties was HK\$1.4 million (2017: HK\$1.4 million). The properties held have committed tenants for a period from one to thirteen years. At the end of the reporting period, the Group had contracted with tenants for the following future minimum leases payments under non-cancellable operating leases which fall due as follows:

		2018 HK\$'M 百萬元	2017 HK\$'M 百萬元
Within one year	一年內	365.0	308.2
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	515.8	420.5
Over five years	五年以上	24.2	43.5
		905.0	772.2

38. RETIREMENT BENEFITS SCHEMES

HONG KONG

In order to comply with Mandatory Provident Fund Scheme Ordinance, a Mandatory Provident Fund Scheme ("MPF Scheme") with employer's voluntary contributions has been established on 1 December 2000.

For the members of the MPF Scheme, the Group contributes 5% of the relevant payroll costs to the MPF Scheme, subject to a cap of monthly relevant income of HK\$30,000 effective 1 June 2014 for the MPF Scheme, which contribution is matched by the employee. The Group also makes voluntary contribution in addition to the mandatory contribution.

The amount charged to profit or loss represents contributions paid or payable of HK\$21.3 million (2017: HK\$21.1 million) to the MPF Scheme by the Group, less forfeitures on voluntary contribution of HK\$5.7 million (2017: HK\$4.1 million) arising from employees leaving the Group prior to completion of the qualifying service period.

集團為出租人

投資物業及其他物業於年內賺取之物業租金收入合共為386.4百萬港元(2017年: 339.6百萬港元), 其中378.0百萬港元(2017年: 331.7百萬港元)源自集團投資物業。於報告期末, 賬面值合共11,426.0百萬港元(2017年: 8,711.4百萬港元)之投資物業及其他物業乃持作租賃用途。本年度內有關其他物業之折舊支出為1.4百萬港元(2017年: 1.4百萬港元)。所持有物業已承租的租期由一至十三年不等。於報告期末, 集團已與租戶訂約, 而根據不可撤銷經營租賃於下列期間到期之未來最低租賃付款如下:

38. 退休福利計劃

香港

為符合強制性公積金計劃條例, 訂有僱主自願供款之強制性公積金計劃(「強積金計劃」)已於2000年12月1日設立。

就強積金計劃之成員而言, 集團乃按有關工資成本之5%對強積金計劃供款, 強積金計劃供款之每月相關收入上限為30,000港元(於2014年6月1日生效), 而所供款項與僱員所供款項相符。除強制供款外, 集團亦作出自願供款。

於損益扣除之數額為集團已付或須付予強積金計劃之供款21.3百萬港元(2017年: 21.1百萬港元)並減除員工在合資格服務期結束前離開集團所沒收之自願供款之數額5.7百萬港元(2017年: 4.1百萬港元)。

At the end of the reporting period, there is no forfeited contributions, which arose upon employees leaving the retirement benefits schemes and which are available to reduce the contributions payable in future years (2017: nil).

MAINLAND CHINA AND OVERSEAS

The employees of the Group in mainland China and overseas are members of state-managed retirement benefit schemes operated by the respective local governments in relevant jurisdictions. The Group is required to contribute and recognise a specified percentage of payroll costs to the schemes to fund the benefits. The only obligations of the Group with respect to these schemes are to make the specified contributions and recognise the respective retirement pay in accordance with the terms set out in the schemes and relevant jurisdiction requirements.

The total cost charged to profit or loss in respect of the above-mentioned schemes in the relevant jurisdictions amounted to approximately HK\$5.1 million (2017: HK\$3.9 million).

39. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior years.

The capital structure of the Group consists of net debt, which includes long-term bank and other loans, short-term bank loans and other borrowings as disclosed in Notes 27 and 28, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, reserves and accumulated profits.

The directors of the Company review the capital structure on a periodic basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

於報告期末，並未有因員工退出該等退休福利計劃而沒收之供款，而此等供款可於未來數年之應付供款中扣除(2017年：無)。

中國內地及海外

集團中國內地及海外僱員為由相關司法權區各自之地方政府管理之國營退休福利計劃之成員。集團須按工資成本之指定百分比向有關計劃供款並確認作為有關福利計劃之資金。就此等計劃而言，集團之唯一責任為作出所規定之供款，並根據該等計劃之條款及有關司法權區之規定確認各自之退休金。

就上述於有關司法權區之計劃於損益扣除之總成本約為5.1百萬港元(2017年：3.9百萬港元)。

39. 資本風險管理

為確保集團旗下各實體可繼續持續經營，集團對其資本實行管理，並透過使債務及股本達致最佳平衡而為股東取得最大回報。集團之整體策略與過往年度維持不變。

集團之資本結構包括債務淨額(當中包括附註27及28所披露之長期銀行及其他貸款、短期銀行貸款及其他借貸，扣除現金及現金等值項目)及本公司擁有人應佔權益(包括已發行股本、儲備及累計溢利)。

本公司董事定期檢討資本結構。作為此項檢討之一部分，本公司董事已考慮資金成本及各類資本之相關風險。根據本公司董事之建議，集團將派付股息、發行新股、購回股份及發行新債務或贖回現有債務，藉以平衡整體資本結構。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

40. FINANCIAL INSTRUMENTS

CATEGORIES OF FINANCIAL INSTRUMENTS

		2018 HK\$'M 百萬元	2017 HK\$'M 百萬元
Financial assets	金融資產		
Held-to-maturity investments	持至到期投資	130.2	155.9
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及現金等值項目)	10,452.7	10,766.0
Available-for-sale financial assets, at fair value	可供出售金融資產，按公平值	110.6	87.9
Financial liabilities	金融負債		
Amortised cost	攤銷成本	9,137.9	9,252.9

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include held-to-maturity investments, available-for-sale financial assets, trade receivables, other receivables, other assets, amounts due from associates, loans to joint ventures, amounts due from joint ventures, bank balances and cash, trade payables, deposits received and other financial liabilities, bank and other loans and other liabilities. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Currency risk

The Group does not have significant exposure to foreign currency risk as majority of the Group's sales and purchases are denominated in the currency which is the functional currency of the respective group entities except for certain bank balances, loans to joint ventures and held-to-maturity investments which are denominated in foreign currency, other than the functional currency of the respective group entities.

40. 金融工具

金融工具之類別

金融風險管理目標及政策

集團主要金融工具包括持至到期投資、可供出售金融資產、應收貿易賬款、其他應收款項、其他資產、應收聯營公司款項、貸款予合營公司、應收合營公司款項、銀行結餘及現金、應付貿易賬款、已收按金及其他金融負債、銀行及其他貸款以及其他負債。該等金融工具詳情於相關附註披露。該等金融工具相關風險包括市場風險(貨幣風險、利率風險及其他價格風險)、信貸風險以及流動資金風險。如何減低該等風險之政策載於下文。管理層管理及監察該等風險，以確保及時及有效地推行適當措施。

貨幣風險

除若干銀行結餘、貸款予合營公司及持至到期投資以外幣而並非以有關集團實體功能貨幣列值外，集團大部分買賣均以有關集團實體之功能貨幣列值，故集團並無承受重大外幣匯兌風險。

The carrying amounts of the group entities' foreign currency denominated assets and liabilities at the reporting date are as follows:

集團實體於報告日以外幣列值之資產及負債之賬面值如下：

Currency	貨幣	Assets 資產		Liabilities 負債	
		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元	2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Renminbi	人民幣	11.3	9.7	—	—
US dollar	美元	4,494.2	4,478.0	—	—
Thai baht	泰銖	397.8	343.1	—	—
Singapore dollar	新加坡元	53.9	—	—	—
Others	其他	7.8	10.9	—	—

Sensitivity analysis

The Group is mainly exposed to the currency risk of US dollar and Thai baht. The sensitivity analysis excludes balances which are denominated in US dollars for an entity with Hong Kong dollars as its functional currency since Hong Kong dollar is pegged to US dollar.

The following table details the Group's sensitivity to a 5% decrease in the functional currency of the respective group entities against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnels and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end of the reporting period for a 5% change in foreign currency rates. The analysis illustrates the impact for a 5% weakening of the functional currency of the respective group entities against the relevant foreign currency and a positive number below indicates an increase in profits for the year and in exchange reserve. For a 5% strengthening of the functional currency of the respective group entities against the relevant foreign currency, there would be an equal and opposite impact on the profits for the year and exchange reserve.

敏感度分析

集團主要承受美元及泰銖產生之貨幣風險。由於港元與美元掛鈎，因此敏感度分析不包括實體（以港元作為其功能貨幣）以美元列值之結餘。

下表詳列集團對於相關集團實體之功能貨幣兌相關外幣匯率下降5%之敏感度。5%為向主要管理人員內部匯報外幣風險所用之敏感率，並為管理層對匯率合理可能變動之評估。敏感度分析僅包括以外幣列值之尚未結算貨幣項目，並於報告期末調整其換算以反映匯率之5%變動。下列分析闡述相關集團實體之功能貨幣兌有關外幣貶值5%之影響，下表正數表示本年度溢利及匯兌儲備之增加。倘相關集團實體之功能貨幣兌有關外幣出現5%之升值，則將會對本年度溢利及匯兌儲備造成相反之等值影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

Currency	貨幣	Increase in profits 溢利增加		Increase in exchange reserve 匯兌儲備增加	
		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元	2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Renminbi	人民幣	0.6	0.5	–	–
US dollar	美元	–	–	212.7	212.7
Thai baht	泰銖	1.0	0.7	18.9	16.3
Singapore dollar	新加坡元	2.7	–	–	–

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the exposure at the end of the reporting period does not reflect that during the year.

管理層認為，由於報告期末風險並不能反映年內之風險，故敏感度分析並不代表固有之外匯風險。

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to held-to-maturity investments (see Note 19) and fixed-rate bank deposits and borrowings (see Notes 24 and 27). The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank deposits and borrowings (see Notes 24 and 27), advances from non-controlling shareholders (see Note 28) and mortgage instalment receivables (see Note 20). It is the Group's policy to keep its borrowings at floating rate of interests so as to minimise the fair value interest rate risk.

利率風險

集團承受持至到期投資（見附註19）以及定息銀行存款及借貸（見附註24及27）之公平值利率風險。集團亦承受浮息銀行存款及借貸（見附註24及27）、非控股股東墊款（見附註28）及應收按揭分期供款（見附註20）之現金流利率風險。將借貸以浮動利率計息乃集團之政策，以盡量減低公平值利率風險。

The Group's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR, other relevant interbank offered rates or other benchmark interest rates arising from the Group's borrowings.

集團承受金融資產及金融負債之利率風險之詳情載於本附註中流動資金風險部分。集團之現金流利率風險主要集中於集團借貸所採納之香港銀行同業拆息率、其他相關銀行同業拆息率或其他基準利率之波動。

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period. The variable-rate bank deposits have been excluded from sensitivity analysis as the management of the Group considered that the interest rate fluctuation is not significant. For variable-rate bank borrowings, advances from non-controlling shareholders and mortgage instalment receivables, the analysis is prepared assuming the amount of liability and asset outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis points increase or decrease is used when reporting interest rate risk internally to key management personnels and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's:

- profit for the year ended 31 March 2018 would decrease/increase by HK\$33.5 million (2017: HK\$34.1 million). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank borrowings, advances from non-controlling shareholders and mortgage instalment receivables.

Other price risk

The Group is exposed to market price fluctuation through its investments in both listed and unlisted securities. The management manages this exposure by maintaining a diversified portfolio. The level and volatility of the prices of securities may be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws (including taxation law), trade barriers, currency exchange controls, and national and international political circumstances, if applicable.

敏感度分析

以下敏感度分析乃根據於報告期末非衍生工具之利率風險而釐定。由於集團之管理層認為利率波動並不顯著，故敏感度分析並不包括浮息銀行存款。就浮息銀行借貸、非控股股東墊款及應收按揭分期供款而言，該分析乃假設於報告期末存在之負債及資產金額於整個年度仍然存在而編製。增加或減少50個基點為向主要管理人員內部匯報利率風險所用之敏感率，並指管理層對利率可能合理變動之評估。

倘利率上升/下降50個基點，而所有其他變數維持不變，則集團：

- 截至2018年3月31日止年度之溢利將減少/增加33.5百萬港元（2017年：34.1百萬港元）。此乃主要由於集團就其浮息銀行借貸、非控股股東墊款及應收按揭分期供款面臨之利率風險所致。

其他價格風險

集團因其於上市及非上市證券之投資而承受市場價格波動。管理層透過維持多元化的投資組合管理此風險。證券價格水平及波幅可能受到整體經濟和市場狀況所影響，例如利率、信貸可得性、通脹率、經濟不明朗性、法例變動（包括稅務法例）、貿易屏障、貨幣匯兌管制，以及全國及國際政治情況（如適用）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to price of securities investments at the reporting date.

If the prices of the respective securities investments had been 5% higher/lower:

- investment revaluation reserve would increase/decrease by HK\$5.4 million (2017: HK\$4.3 million) for the Group as a result of the changes in fair value of available-for-sale financial assets.

Credit risk

As at 31 March 2018, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties and financial guarantees provided by the Group is arising from:

- the carrying amount of the respective recognised financial assets (including trade receivables, other receivables, other assets, amounts due from associates, loans to joint ventures and amounts due from joint ventures) as stated in the consolidated statement of financial position; and
- the amount of contingent liabilities in relation to financial guarantees issued by the Group as disclosed in Note 35.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

With respect to credit risk arising from loan to an investee, loans to joint ventures, amounts due from associates and amounts due from joint ventures, the Group reviews the recoverable amount at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. The exposure to credit risk is limited.

The Group's exposure to credit risk in connection with held-to-maturity investments and bank balances is limited because the counterparties are banks with high credit ratings and corporates with strong financial position.

敏感度分析

以下敏感度分析乃根據於報告日證券投資之價格風險而釐定。

倘有關證券投資之價格上升/下降5%，則：

- 集團投資重估儲備將因可供出售金融資產之公平值變動而增加/減少5.4百萬港元（2017年：4.3百萬港元）。

信貸風險

於2018年3月31日，由於交易對手未有履行責任及集團提供財務擔保而對集團造成財務損失之集團最高信貸風險產生自以下項目：

- 綜合財務狀況表所載相關已確認之金融資產（包括應收貿易賬款、其他應收款項、其他資產、應收聯營公司款項、貸款予合營公司及應收合營公司款項）之賬面值；及
- 附註35所披露與集團所發出財務擔保有關之或然負債金額。

為盡可能減低信貸風險，集團管理層已成立一支隊伍，負責釐定信貸限額、信貸批核及其他監察程序，以確保就收回逾期債務採取跟進行動。此外，集團會於報告期末審閱各項個別貿易債務之可收回金額，以確保就不可收回金額作出充分減值虧損。就此而言，本公司董事認為，集團之信貸風險已大幅減低。

就向相關投資對象貸款、貸款予合營公司、應收聯營公司款項及應收合營公司款項引起之信貸風險而言，集團於報告期末檢討可收回金額，以確保就不可收回金額作出充足減值虧損。集團承受之信貸風險有限。

集團就持至到期投資及銀行結餘承受之信貸風險有限，因為交易對手均為擁有高信貸評級之銀行及具有雄厚財務狀況之公司。

Other than loans to joint ventures, amounts due from joint ventures and amounts due from associates, the Group does not have any other significant concentration of credit risk over receivables. Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

The Group relies on bank borrowings as a significant source of liquidity. As at 31 March 2018, the Group has available unutilised overdraft and bank loan facilities of approximately HK\$6,813.2 million (2017: HK\$6,417.3 million).

Ultimate responsibility for liquidity risk management rests with the board of directors of the Company, which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements.

The following table details the Group's remaining contractual maturity for its financial liabilities based on the agreed repayment terms except for the bank loans with a repayable on demand clause. For non-derivative financial liabilities, the table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

除貸款予合營公司、應收合營公司款項及應收聯營公司款項外，應收貿易賬款之信貸風險分散於大量從事及身處不同行業及地區之客戶上，故集團應收賬款並無任何其他重大集中之信貸風險。

流動資金風險

就管理流動資金風險而言，集團監察及維持管理層視為足以為集團營運提供資金及減輕現金流波動影響之現金及現金等值項目水平。管理層監察銀行借貸之動用情況，並確保符合貸款契諾。

集團依賴銀行借貸作為流動資金之重要來源。於2018年3月31日，集團擁有可供使用但尚未動用之透支及銀行貸款額約6,813.2百萬港元(2017年：6,417.3百萬港元)。

本公司董事會就流動資金風險管理承擔最終責任，為管理集團之短期、中期及長期資金及流動資金管理需求建立一個合適之流動資金風險管理框架。

下表詳列集團根據協定還款期剩餘合約期限之金融負債(具有可隨時要求償還條款之銀行貸款除外)。就非衍生金融負債而言，此列表乃按集團可被要求付款之最早日期，金融負債之未貼現現金流呈列。表中包括利息及本金之現金流。如利息流按浮動利率計算，未貼現金額即來自報告期末之利率。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

Liquidity risk table

流動資金風險表

		Repayable on demand or within 1 year 按要求或 一年內償還 HK\$'M 百萬港元	1-2 years 一至兩年 HK\$'M 百萬港元	2-5 years 兩至五年 HK\$'M 百萬港元	Over 5 years 五年以上 HK\$'M 百萬港元	Total undiscounted cash flows 未貼現 現金流總額 HK\$'M 百萬港元	Carrying amount at 31 March 於3月31日 之賬面值 HK\$'M 百萬港元
2018	2018年						
Non-derivative financial liabilities	非衍生金融負債						
Trade payables and accrued charges	應付貿易賬款及應計費用	233.6	-	-	-	233.6	233.6
Deposits received and other financial liabilities	已收按金及其他金融負債	150.4	-	-	-	150.4	150.4
Bank and other loans	銀行及其他貸款						
- fixed-rate	- 定息	35.4	35.4	797.8	-	868.6	796.3
- variable-rate	- 浮息	1,191.2	1,112.0	4,778.0	-	7,081.2	6,789.4
Other liabilities	其他負債	41.6	0.5	358.0	809.9	1,210.0	1,168.2
Financial guarantee contracts	財務擔保合約	1,013.7	-	-	-	1,013.7	-
		2,665.9	1,147.9	5,933.8	809.9	10,557.5	9,137.9

		Repayable on demand or within 1 year 按要求或 一年內償還 HK\$'M 百萬港元	1-2 years 一至兩年 HK\$'M 百萬港元	2-5 years 兩至五年 HK\$'M 百萬港元	Over 5 years 五年以上 HK\$'M 百萬港元	Total undiscounted cash flows 未貼現 現金流總額 HK\$'M 百萬港元	Carrying amount at 31 March 於3月31日 之賬面值 HK\$'M 百萬港元
2017	2017年						
Non-derivative financial liabilities	非衍生金融負債						
Trade payables and accrued charges	應付貿易賬款及應計費用	278.6	-	-	-	278.6	278.6
Deposits received and other financial liabilities	已收按金及其他金融負債	128.1	-	-	-	128.1	128.1
Bank and other loans	銀行及其他貸款						
- fixed-rate	- 定息	35.3	35.3	832.3	-	902.9	795.5
- variable-rate	- 浮息	1,670.0	363.7	5,276.5	-	7,310.2	6,998.4
Other liabilities	其他負債	0.7	41.9	224.7	812.4	1,079.7	1,052.3
Financial guarantee contracts	財務擔保合約	167.7	-	-	-	167.7	-
		2,280.4	440.9	6,333.5	812.4	9,867.2	9,252.9

As at 31 March 2018 and 2017, all bank loans are classified in respective time band based on the agreed repayment terms except for the bank loans with a repayable on demand clause.

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

Bank loans with a repayment on demand clause are included in the "Repayable on demand or within 1 year" time band in the above maturity analysis. As at 31 March 2018, the aggregate undiscounted principal amounts of these bank loans amounted to HK\$441.3 million (2017: HK\$833.3 million). Taking into account the Group's financial position, the directors of the Company do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such bank loans as at 31 March 2018 will be repaid within two years (2017: within three years) of the reporting date in accordance with the scheduled repayment dates set out in the loan agreements, details of which are set out in the table below:

於2018年及2017年3月31日，所有銀行貸款乃按協定還款期，以相關時間分區分類，具有可隨時要求償還條款之銀行貸款除外。

上述計入非衍生金融負債浮息工具之金額，將於浮動利率之變動與於報告期末釐定之估計利率變動有差異時作出變動。

具有可隨時要求償還條款之銀行貸款計入以上到期日分析之「按要求或一年內償還」時間分區中。於2018年3月31日，該等銀行貸款之未貼現本金總額為441.3百萬港元（2017年：833.3百萬港元）。經考慮集團之財務狀況後，本公司董事認為銀行將不會行使其酌情權要求即時還款。本公司董事相信，於2018年3月31日之該等銀行貸款將按照貸款協議所載既定還款日期，於報告日期起計兩年（2017年：三年）內償還，詳情載列於下表：

		Within 1 year	1-2 years	2-5 years	Total undiscounted cash flows 未貼現 現金流總額	Carrying amount 賬面值
		HK\$'M 百萬港元	HK\$'M 百萬港元	HK\$'M 百萬港元	HK\$'M 百萬港元	HK\$'M 百萬港元
At 31 March 2018	於2018年3月31日	5.5	444.0	–	449.5	441.3
At 31 March 2017	於2017年3月31日	11.4	11.4	839.0	861.8	833.3

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

FAIR VALUE

The fair values of financial assets and financial liabilities are determined as follows:

- the fair values of financial assets with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices; and
- the fair values of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The consolidated financial statements include holdings in unlisted equity securities which are measured at fair value using valuation techniques based on inputs that can be observed in the market in addition to unobservable inputs such as company specific financial information (Note 19).

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities (excluding available-for-sale financial assets) recorded at amortised costs on the consolidated financial statements approximate their fair values.

上述財務擔保合約所計入的金額乃於對方申索擔保金額時集團根據安排須償付全數擔保金額的最高金額。根據於報告期末的預期，集團認為很可能毋須根據安排支付任何金額。然而，此項估計視乎對方根據擔保提出申索的可能性而定，而此可能性則視乎獲擔保對方所持有的應收賬款蒙受信貸虧損的可能性。

公平值

金融資產及金融負債之公平值乃按以下方式釐定：

- 具備標準條款及條件並於活躍流通市場買賣之金融資產之公平值乃參考市場買入報價而釐定；及
- 其他金融資產及金融負債之公平值乃根據一般普遍接受定價模式，並按貼現現金流分析而釐定。

綜合財務報表包括非上市股本證券持有量，該持有量乃運用估值技巧基於可觀察市場輸入數據及不可觀察輸入數據如公司特定財務資料按公平值計量(附註19)。

本公司董事認為，於綜合財務報表內以攤銷成本入賬之金融資產及金融負債(不包括可供出售金融資產)之賬面值與其公平值相若。

41. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

41. 融資活動所產生負債之對賬

下表詳列集團融資活動所產生負債之變動(包括現金及非現金變動)。融資活動所產生之負債指其現金流量已或未來現金流量將於集團綜合現金流量表中分類為融資活動現金流量之負債。

		Dividends payables	Interest payables	Bank and other loans	Advances from non- controlling shareholders	Club debentures	Total
		應付股息	應付利息	銀行及 其他貸款	非控股 股東墊款	會所債券	總計
		HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
At 1 April 2017	於2017年4月1日	-	-	7,793.9	196.8	855.5	8,846.2
Financing cash flows	融資現金流量	(195.0)	(208.3)	(327.4)	107.5	(3.5)	(626.7)
Currency realignment	貨幣調整	-	-	118.4	-	-	118.4
Interest expenses	利息開支	-	208.3	-	-	-	208.3
Amount included in the cost of properties under development for sale	計入供出售發展中 物業成本之金額	-	-	-	11.9	-	11.9
Dividends declared	已宣派股息	195.0	-	-	-	-	195.0
Others	其他	-	-	0.8	-	-	0.8
At 31 March 2018	於2018年3月31日	-	-	7,585.7	316.2	852.0	8,753.9

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

42. PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

(a) Details of principal subsidiaries incorporated and have their principal place of operations in Hong Kong are as follows:

42. 主要附屬公司、聯營公司及合營公司

(a) 在香港註冊成立及主要營運地點位於香港之主要附屬公司詳情如下：

Name of company 公司名稱	31 March 2018 2018年3月31日		31 March 2017 2017年3月31日		Principal activities 主要業務
	Issued share capital 已發行股本 HK\$ 港元	Equity interest attributable to the Group 集團應佔股權 % 百分比	Issued share capital 已發行股本 HK\$ 港元	Equity interest attributable to the Group 集團應佔股權 % 百分比	
Ace Spring Limited 沛逸有限公司	1	100	1	100	Property investment 物業投資
Active Future Limited 倡昇有限公司	1	100	1	100	Property investment 物業投資
Allmedco Group Limited	1,500,000	45.6#	1,500,000	45.6#	Trading of medical and dental equipment and supplies 買賣醫療與牙科設備及供應品
AmMed Cancer Center (Central) Limited	2	100	2	100	Provision of cancer treatment service and diagnostic imaging service 提供癌科治療服務及造影服務
AmMed Hong Kong Limited 安美香港醫務有限公司	10,000	100	10,000	100	Investment holding 投資控股
Beaufort Hotels Limited	1	100	1	100	Provision of hotel management services 提供酒店管理服務
Cardiomed Limited 卡迪蒙德有限公司	1	100	1	100	Investment holding 投資控股
Co-Success Investment Limited 互旋投資有限公司	2	100	N/A 不適用	N/A 不適用	Property investment 物業投資
Discovery Bay Commercial Services Limited 愉景灣商業服務有限公司	2	50*	2	50*	Commercial leasing agent 商業租賃代理

Name of company 公司名稱	31 March 2018 2018年3月31日		31 March 2017 2017年3月31日		Principal activities 主要業務
	Issued	Equity interest	Issued	Equity interest	
	share capital 已發行股本 HK\$ 港元	attributable to the Group 集團應佔股權 % 百分比	share capital 已發行股本 HK\$ 港元	attributable to the Group 集團應佔股權 % 百分比	
Discovery Bay Enterprises Limited	400,000	50*	400,000	50*	Operation of a shipyard 營運船塢
Discovery Bay Financial Services Limited 愉景灣財務服務有限公司	2	50*	2	50*	Provision of financial services to first hand purchasers of properties in Discovery Bay 向愉景灣物業之一手買家 提供財務服務
Discovery Bay Golf Club Limited 愉景灣高爾夫球會有限公司	2	50*	2	50*	Provision of club facilities 提供會所設施
Discovery Bay Hotel Limited	2	50*	2	50*	Hotel operator 酒店營運
Discovery Bay Marina Club Limited 愉景灣遊艇會有限公司	2	50*	2	50*	Provision of club facilities 提供會所設施
Discovery Bay Property Limited 愉景灣物業有限公司	2	50*	2	50*	Provision of property agency services 提供物業代理服務
Discovery Bay Recreation Club Limited 愉景灣康樂會有限公司	2	50*	2	50*	Provision of club facilities 提供會所設施
Discovery Bay Road Tunnel Company Limited 愉景灣隧道有限公司	2	50*	2	50*	Road tunnel operator 隧道營運
Discovery Bay Services Management Limited 愉景灣服務管理有限公司	2	50*	2	50*	Estate manager and principal lessee of communication network in Discovery Bay 屋苑管理及愉景灣通訊網絡 之主要承租人
Discovery Bay Transit Services Limited 愉景灣交通服務有限公司	2	50*	2	50*	Provision of bus and garage services 提供巴士及車庫服務

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

Name of company 公司名稱	31 March 2018 2018年3月31日		31 March 2017 2017年3月31日		Principal activities 主要業務
	Issued	Equity interest	Issued	Equity interest	
	share capital 已發行股本 HK\$ 港元	attributable to the Group 集團應佔股權 % 百分比	share capital 已發行股本 HK\$ 港元	attributable to the Group 集團應佔股權 % 百分比	
Discovery Bay Transportation Services Limited 愉景灣航運服務有限公司	2	50*	2	50*	Provision of ferry services 提供渡輪服務
Fame Wood Limited 創股有限公司	2	100	2	100	Property investment 物業投資
Gains Century Limited 創獅有限公司	1	100	1	100	Investment holding 投資控股
Grace Investment Limited 寶置投資有限公司	2	100	2	100	Property investment 物業投資
Greenyfield Limited 本翹有限公司	2	100	2	100	Property investment 物業投資
Hagent Investment Limited 興祥投資有限公司	2	100	2	100	Property investment 物業投資
Health & Care Dental Clinic Limited 恒健牙科醫務所有限公司	10,100,000	57.05	10,100,000	57.05	Provision of dental health and care services and operation of dental clinics 提供牙科保健護理服務及 營運牙科診所
Health & Care Group Limited 恒健醫療集團有限公司	20,510,000	57.05	20,510,000	57.05	Investment holding and its subsidiaries are engaged in development and operation of dental clinic chain 投資控股，而其附屬公司 則從事發展及 營運連鎖牙科診所
Healthway Medical Centres Limited 健維醫療中心有限公司	1	100	1	100	Operation of medical centres 經營醫療中心
HKR (PRC) Limited 香港興業(中國)有限公司	2	100	2	100	Investment holding 投資控股

Name of company 公司名稱	31 March 2018 2018年3月31日		31 March 2017 2017年3月31日		Principal activities 主要業務
	Issued share capital 已發行股本 HK\$ 港元	Equity interest attributable to the Group 集團應佔股權 % 百分比	Issued share capital 已發行股本 HK\$ 港元	Equity interest attributable to the Group 集團應佔股權 % 百分比	
HKR Limited 香港興業成業有限公司	2	100	2	100	Property management 物業管理
HKR Properties Limited 香港興業(物業)有限公司	2	100	2	100	Property investment 物業投資
Hong Kong Health Resort Limited	4	100	4	100	Property investment and investment holding 物業投資及投資控股
Hong Kong Resort Company Limited 香港興業有限公司	389,243,374.35**	50*	389,243,374.35**	50*	Investment holding and property development 投資控股及物業發展
Kinter Limited 健信有限公司	1	100	1	100	Property investment 物業投資
Lam Island Development Company Limited 林氏離島有限公司	2,000,000	99.99	2,000,000	99.99	Property development 物業發展
Lee Wo Company, Limited 利和有限公司	300,000	100	300,000	100	Property investment 物業投資
Noble Glamour Limited 崇燁有限公司	1	100	1	100	Investment holding 投資控股
Parocka Investments Limited	20	100	20	100	Property investment 物業投資
Partner Ally Limited 鵬永有限公司	1,000	75	1,000	75	Investment holding 投資控股
Pearl Development Limited 勝置發展有限公司	2	100	2	100	Property investment 物業投資

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

Name of company 公司名稱	31 March 2018 2018年3月31日		31 March 2017 2017年3月31日		Principal activities 主要業務
	Issued	Equity interest	Issued	Equity interest	
	share capital 已發行股本 HK\$ 港元	attributable to the Group 集團應佔股權 % 百分比	share capital 已發行股本 HK\$ 港元	attributable to the Group 集團應佔股權 % 百分比	
Qualigenics Medical Limited 確進醫療有限公司	3,000,000	100	3,000,000	80	Operation of diabetes and endocrine disorders clinics and provision of cardiac treatment 經營糖尿病及內分泌失調診所以及提供心臟病治療
Quebostage Limited 喬柱有限公司	2	100	2	100	Property investment 物業投資
Rainbow Alpha Holdings Limited 怡峰控股有限公司	1	75	1	75	Property development 物業發展
Royston Investment Limited 愉景興業投資有限公司	2	100	2	100	Investment holding 投資控股
Scoot Development Limited	1	100	1	100	Investment holding 投資控股
Smaragdine Limited	2	100	2	100	Property development 物業發展
TCS Project Management Limited	2	100	2	100	Provision of project management services 提供項目管理服務
Victor Century Investment Limited 冠昇投資有限公司	1	100	1	100	Provision of financial services to first hand purchasers of 2GETHER 為雙寓之一手買家提供財務服務
Wells Estate Services Limited 興怡物業服務有限公司	100,000	100	100,000	100	Property management, estate manager and investment holding 物業及屋苑管理以及投資控股

Name of company 公司名稱	31 March 2018 2018年3月31日		31 March 2017 2017年3月31日		Principal activities 主要業務
	Issued share capital 已發行股本 HK\$ 港元	Equity interest attributable to the Group 集團應佔股權 % 百分比	Issued share capital 已發行股本 HK\$ 港元	Equity interest attributable to the Group 集團應佔股權 % 百分比	
Wells Property Management Limited 興怡物業管理有限公司	1,000	100	1,000	100	Property management and estate manager 物業及屋苑管理
Yintaly Construction Company Limited 營利建築工程有限公司	2	100	2	100	Property investment 物業投資

* According to the shareholders' agreement of Hong Kong Resort Company Limited ("HKRC"), the Group is able to control more than half of the voting powers of the board of directors (which determines the relevant activities) of HKRC and its subsidiaries.

** In addition to 1 ordinary share, 100% in the value of HK\$389,243,373.85 deferred shares are also held by the Group. The deferred shares held by the Group are shares whose shareholders are neither entitled to receive notices, attend, vote at any general meetings nor to receive any dividend out of operating profit and have very limited rights on return of assets of the company.

Allmedco Group Limited ("Allmedco") is classified as a subsidiary of the Company as it is a 80%-owned subsidiary of Health & Care Group Limited ("H&C") which in turn is a 57.05%-owned subsidiary of the Company. The Company has control over the board of directors of H&C and Allmedco.

* 根據香港興業有限公司(「香港興業」)之股東協議，集團可以控制香港興業及其附屬公司之董事會(決定其相關活動)超過半數之投票權。

** 除已持有1股普通股外，集團亦持有100%價值389,243,373.85港元之遞延股份。集團持有遞延股份之股東既無權利獲取通知、出席任何股東大會及於會上投票，亦無權利收取從營運溢利中分派之任何股息，及僅擁有該公司非常有限之資產回報權利。

由於 Allmedco Group Limited (「Allmedco」) 為恒健醫療集團有限公司(「恒健」)擁有80%權益之附屬公司，而恒健則為本公司擁有57.05%權益之附屬公司，故Allmedco被分類為本公司之附屬公司。本公司對恒健及Allmedco之董事會具有控制權。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

(b) Details of other principal subsidiaries are as follows:

(b) 其他主要附屬公司詳情如下：

Name of company 公司名稱	Place of incorporation/ 註冊成立/ 登記地點	Principal place of operation 主要營運地點	31 March 2018 2018年3月31日		31 March 2017 2017年3月31日		Principal activities 主要業務
			Nominal value of issued share capital/ 已發行股本/ 註冊資本之面值	Equity interest attributable to the Group 集團應佔股權 % 百分比	Nominal value of issued share capital/ 已發行股本/ 註冊資本之面值	Equity interest attributable to the Group 集團應佔股權 % 百分比	
Abraham Holdings Limited	Liberia 利比里亞	Hong Kong 香港	Nil 無	100	Nil 無	100	Securities investment 證券投資
Abraham Investment Holdings Limited	British Virgin Islands 英屬維爾京群島	Note* 附註*	US\$1 1美元	100	US\$1 1美元	100	Securities investment 證券投資
Beaufort Holdings Limited	Cayman Islands 開曼群島	Note** 附註**	HK\$10,197,932 10,197,932港元	100	HK\$10,197,932 10,197,932港元	100	Investment holding 投資控股
Beaufort International Hotels (Singapore) Pte Ltd	Singapore 新加坡	Singapore 新加坡	S\$1,000,000 1,000,000坡元 JPY420,240,000 420,240,000日圓	100	S\$1,000,000 1,000,000坡元 JPY420,240,000 420,240,000日圓	100	Investment holding 投資控股
CDW Building Limited	Cayman Islands 開曼群島	Hong Kong 香港	HK\$5,100,002 5,100,002港元	100	HK\$5,100,002 5,100,002港元	100	Property investment 物業投資
GenRx Holdings Limited 健力控股有限公司	British Virgin Islands 英屬維爾京群島	Note** 附註**	US\$1 1美元	100	US\$1 1美元	100	Investment holding 投資控股
Hanbright Assets Limited	British Virgin Islands 英屬維爾京群島	Note** 附註**	US\$1 1美元	100	US\$1 1美元	100	Investment holding 投資控股
Health & Care (Macau) Dental Group Limited 恒健(澳門)牙科集團有限公司	Macau 澳門	Macau 澳門	MOP25,000 25,000澳門元	57.05	MOP25,000 25,000澳門元	57.05	Operation of dental clinic in Macau 在澳門經營牙科診所
Healthway Philippines, Inc.	Philippines 菲律賓	Philippines 菲律賓	PHP19,137,500 19,137,500 菲律賓披索	100	PHP19,137,500 19,137,500 菲律賓披索	100	Investment holding 投資控股
HK Resort International Limited	Cayman Islands 開曼群島	Note** 附註**	HK\$2 2港元	100	HK\$2 2港元	100	Investment holding 投資控股

Name of company 公司名稱	Place of incorporation/ registration 註冊成立/ 登記地點	Principal place of operation 主要營運 地點	31 March 2018 2018年3月31日		31 March 2017 2017年3月31日		Principal activities 主要業務
			Nominal value of issued share capital/ registered capital 已發行股本/ 註冊資本之面值	Equity interest attributable to the Group 集團 應佔股權 % 百分比	Nominal value of issued share capital/ registered capital 已發行股本/ 註冊資本之面值	Equity interest attributable to the Group 集團 應佔股權 % 百分比	
HKR Asia-Pacific Pte Ltd	Singapore 新加坡	Singapore 新加坡	S\$5,000,000 5,000,000坡元 JPY6,872,780,000 6,872,780,000日圓 THB24,700,000 24,700,000泰銖	100	S\$5,000,000 5,000,000坡元 JPY6,872,780,000 6,872,780,000日圓 THB24,700,000 24,700,000泰銖	100	Investment holding 投資控股
HKR China Limited 香港興業中國有限公司	British Virgin Islands 英屬維爾京群島	Note** 附註**	US\$1 1美元	100	US\$1 1美元	100	Investment holding 投資控股
HKR Company Limited	British Virgin Islands 英屬維爾京群島	Note** 附註**	US\$2 2美元	100	US\$2 2美元	100	Investment holding 投資控股
HKR Japan KK	Japan 日本	Japan 日本	JPY10,000 10,000日圓	100	JPY10,000 10,000日圓	100	Property investment 物業投資
HKR Shanghai Limited 香港興業上海有限公司	British Virgin Islands 英屬維爾京群島	Note** 附註**	US\$1 1美元	100	US\$1 1美元	100	Investment holding 投資控股
HKRJ Akasaka TMK	Japan 日本	Japan 日本	JPY2,700,100,000 2,700,100,000日圓	100	JPY2,700,100,000 2,700,100,000日圓	100	Property investment 物業投資
HKRJ Development Co., Ltd.	Japan 日本	Japan 日本	JPY10,000 10,000日圓	100	JPY10,000 10,000日圓	100	Property investment 物業投資
HKRJ Graphio GK**	Japan 日本	Japan 日本	JPY2,000,000 2,000,000日圓	100	JPY2,000,000 2,000,000日圓	100	Property investment 物業投資
HKRJ Haluwa TMK	Japan 日本	Japan 日本	JPY2,075,100,000 2,075,100,000日圓	100	N/A 不適用	N/A 不適用	Property investment 物業投資
HKRJ Roppongi TMK	Japan 日本	Japan 日本	JPY4,125,200,000 4,125,200,000日圓	100	JPY4,125,200,000 4,125,200,000日圓	100	Property development 物業投資
HKRJ Souei GK**	Japan 日本	Japan 日本	JPY1,000,000 1,000,000日圓	100	JPY1,000,000 1,000,000日圓	100	Property investment 物業投資

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

Name of company 公司名稱	Place of incorporation/ registration 註冊成立/ 登記地點	Principal place of operation 主要營運地點	31 March 2018 2018年3月31日		31 March 2017 2017年3月31日		Principal activities 主要業務
			Nominal value of issued share capital/ registered capital 已發行股本/ 註冊資本之面值	Equity interest attributable to the Group 集團應佔股權 % 百分比	Nominal value of issued share capital/ registered capital 已發行股本/ 註冊資本之面值	Equity interest attributable to the Group 集團應佔股權 % 百分比	
HKRJ Veneo GK ^{††}	Japan 日本	Japan 日本	JPY1,000,000 1,000,000日圓	100	JPY1,000,000 1,000,000日圓	100	Property investment 物業投資
HMC, INC. Doing business under the name/s and style/s of HEALTHWAY MEDICAL	Philippines 菲律賓	Philippines 菲律賓	PHP10,250,000 10,250,000 菲律賓披索	100	PHP10,250,000 10,250,000 菲律賓披索	100	Operation of medical clinics 經營醫療診所
Hoyo Pte. Ltd.	Singapore 新加坡	Singapore 新加坡	JPY2,023,260,000 2,023,260,000日圓	100	JPY2,023,260,000 2,023,260,000日圓	100	Investment holding 投資控股
Mantle Investments Limited	British Virgin Islands 英屬維爾京群島	Note* 附註*	US\$1 1美元	100	US\$1 1美元	100	Securities investment 證券投資
Pine Isle Holdings Limited	British Virgin Islands 英屬維爾京群島	Hong Kong 香港	US\$1 1美元	100	US\$1 1美元	100	Investment holding 投資控股
Prinia Pte Ltd	Singapore 新加坡	Singapore 新加坡	S\$2 2坡元	100	S\$2 2坡元	100	Investment holding 投資控股
Ruthin Investments Pte Ltd	Singapore 新加坡	Singapore 新加坡	S\$2 2坡元 JPY1,362,730,000 1,362,730,000日圓	100	S\$2 2坡元 JPY1,362,730,000 1,362,730,000日圓	100	Property investment 物業投資
Sathorn Park Co., Ltd.	Thailand 泰國	Thailand 泰國	THB933,600,000 933,600,000泰銖	100	THB933,600,000 933,600,000泰銖	100	Hotel operator and owner 經營及擁有酒店
Sky Phoenix Enterprises Limited	British Virgin Islands 英屬維爾京群島	Hong Kong 香港	US\$1 1美元	100	US\$1 1美元	100	Investment holding 投資控股
Suki Pte. Ltd.	Singapore 新加坡	Singapore 新加坡	S\$1 1坡元 JPY673,750,000 673,750,000日圓	100	S\$1 1坡元 JPY673,750,000 673,750,000日圓	100	Investment holding 投資控股

Name of company 公司名稱	Place of incorporation/ 註冊成立/ 登記地點	Principal place of operation 主要營運 地點	31 March 2018 2018年3月31日		31 March 2017 2017年3月31日		Principal activities 主要業務
			Nominal value of issued share capital/ registered capital 已發行股本/ 註冊資本之面值	Equity interest attributable to the Group 集團 應佔股權 %	Nominal value of issued share capital/ registered capital 已發行股本/ 註冊資本之面值	Equity interest attributable to the Group 集團 應佔股權 %	
杭駿置業(杭州)有限公司*	PRC 中國	PRC 中國	HK\$760,000,000 760,000,000港元	100	HK\$760,000,000 760,000,000港元	100	Property development 物業發展
滙衡(上海)管理諮詢有限公司#	PRC 中國	PRC 中國	US\$1,500,000 1,500,000美元	100	US\$1,500,000 1,500,000美元	100	Property management 物業管理
嘉興興裕實業有限公司**	PRC 中國	PRC 中國	HK\$915,000,000 915,000,000港元	100	HK\$730,000,000 730,000,000港元	100	Property development and investment holding 物業發展及投資控股
頤豐(上海)發展有限公司#	PRC 中國	PRC 中國	US\$14,000,000 14,000,000美元	100	US\$14,000,000 14,000,000美元	100	Property investment 物業投資
嘉興禾盈置業有限公司	PRC 中國	PRC 中國	RMB1,000,000 人民幣1,000,000元	100	N/A 不適用	N/A 不適用	Property development 物業發展
嘉興禾冠置業有限公司	PRC 中國	PRC 中國	RMB1,000,000 人民幣1,000,000元	100	N/A 不適用	N/A 不適用	Property development 物業發展

* These companies are engaged in securities investment business of the Group and have no specific principal place of operation.

** These companies act as investment holding companies and have no specific principal place of operation.

These companies are wholly foreign owned enterprises.

** The Group can enjoy all economic beneficial interest, instead of equity interest, of the companies by contractual terms.

® Formerly known as 嘉興興裕置業有限公司 and change of name with effective from 20 October 2017.

* 此等公司從事集團之證券投資業務，因而沒有特定之主要營運地點。

** 此等公司為投資控股公司，因而沒有特定之主要營運地點。

此等公司為全外資企業。

** 集團按合約條款可享有該等公司全部經濟實益權益，而非股本權益。

® 前稱為嘉興興裕置業有限公司，名稱更改自2017年10月20日起生效。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

(c) Details of principal associates are as follows:

(c) 主要聯營公司詳情如下：

Name of company 公司名稱	Place of incorporation 註冊成立地點	31 March 2018 2018年3月31日 Attributable interest held by the Group 集團所持應佔權益 % 百分比	31 March 2017 2017年3月31日 Attributable interest held by the Group 集團所持應佔權益 % 百分比	Principal activities 主要業務
Polyoung Limited 博溢有限公司	Hong Kong 香港	31	31	Provision of financial services to first hand purchasers of Coastal Skyline 向藍天海岸一手買家提供財務服務
Tung Chung Station Development Company Limited	Hong Kong 香港	31	31	Property investment 物業投資

(d) Details of principal joint ventures are as follows:

(d) 主要合營公司詳情如下：

Name of company 公司名稱	Place of incorporation 註冊成立地點	31 March 2018 2018年3月31日 Attributable interest held by the Group 集團所持應佔權益 % 百分比	31 March 2017 2017年3月31日 Attributable interest held by the Group 集團所持應佔權益 % 百分比	Principal activities 主要業務
Advantage Investor Limited	British Virgin Islands 英屬維爾京群島	50	50	Investment holding 投資控股
Dazhongli Properties Limited 大中里物業有限公司	British Virgin Islands 英屬維爾京群島	50	50	Investment holding 投資控股
Strongbod Limited	British Virgin Islands 英屬維爾京群島	40	40	Investment holding 投資控股
Ultimate Champion Investments Limited	British Virgin Islands 英屬維爾京群島	50	50	Investment holding 投資控股
Everbeam Investments Limited 萃日投資有限公司	Hong Kong 香港	50	50	Property development 物業發展
Everbeam Mortgage Limited 萃日按揭有限公司	Hong Kong 香港	50	50	Provision of financial services to first hand purchasers of La Cresta 向尚珩一手買家提供財務服務
Gainwick Limited 加鋒有限公司	Hong Kong 香港	40	40	Property development 物業發展
冠豐(上海)房地產發展有限公司*	PRC 中國	50	50	Property development 物業發展
City Grace Co., Ltd.	Thailand 泰國	49	49	Property development 物業發展

* The Company is wholly foreign owned enterprise.

* 該公司為全外資企業。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

(e) Details of non-wholly owned subsidiaries that have material non-controlling interests:

The table below shows details of non-wholly owned subsidiaries of the Company that have material non-controlling interests:

(e) 擁有重大非控股權益之非全資附屬公司之詳情：

下表載列擁有重大非控股權益之本公司非全資附屬公司之詳情：

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊成立地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益所持擁有權權益及投票權之比例		Profits (losses) allocated to non-controlling interests 分配予非控股權益之溢利(虧損)		Accumulated non-controlling interests 累計非控股權益	
		2018	2017	2018	2017	2018	2017
		HK\$'M 百萬港元	HK\$'M 百萬港元	HK\$'M 百萬港元	HK\$'M 百萬港元	HK\$'M 百萬港元	HK\$'M 百萬港元
Hong Kong Resort Company Limited and its subsidiaries (note) 香港興業有限公司及其附屬公司(附註)	Hong Kong 香港	50%	50%	132.5	171.9	2,462.0	2,387.2
Individually immaterial subsidiaries with non-controlling interests 擁有非控股權益之個別非重大附屬公司				(0.7)	(7.3)	(22.4)	(19.4)
				131.8	164.6	2,439.6	2,367.8

Note: Hong Kong Resort Company Limited and its subsidiaries are engaged in the development, management and provision of essential and recreational services for residential housing and leisure projects principally in Discovery Bay, Lantau Island.

附註：香港興業有限公司及其附屬公司主要從事發展及管理主要位於大嶼山愉景灣之住宅樓宇及休閒項目並為其提供必需及康樂服務。

Summarised consolidated financial information in respect of each of the Company's subsidiaries that has material non-controlling interests is set out below. The summarised consolidated financial information below represents amounts before intergroup elimination.

有關擁有重大非控股權益之本公司各附屬公司之綜合財務資料概要載列如下。下文所示綜合財務資料概要之金額乃集團內對銷前之金額。

HONG KONG RESORT COMPANY LIMITED AND ITS SUBSIDIARIES

香港興業有限公司及其附屬公司

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Current assets	流動資產	2,846.7	2,510.2
Non-current assets	非流動資產	4,154.5	3,897.2
Current liabilities	流動負債	(1,110.4)	(623.4)
Non-current liabilities	非流動負債	(936.0)	(978.8)
Equity attributable to owners of the Company	本公司擁有人應佔權益	2,492.8	2,418.0
Non-controlling interests	非控股權益	2,462.0	2,387.2

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

		For the year ended 31 March 截至3月31日止年度	
		2018 HK\$'M 百萬元	2017 HK\$'M 百萬元
Revenue	收入	866.9	1,062.3
Expenses	開支	(602.0)	(718.5)
Profit attributable to owners of the Company	本公司擁有人應佔溢利	132.4	171.9
Profit attributable to non-controlling interests	非控股權益應佔溢利	132.5	171.9
Profit for the year	本年度溢利	264.9	343.8
Other comprehensive income attributable to owners of the Company	本公司擁有人應佔其他全面收益	2.3	—
Other comprehensive income attributable to non-controlling interests	非控股權益應佔其他全面收益	2.3	—
Other comprehensive income for the year	本年度其他全面收益	4.6	—
Total comprehensive income attributable to owners of the Company	本公司擁有人應佔全面收益總額	134.7	171.9
Total comprehensive income attributable to non-controlling interests	非控股權益應佔全面收益總額	134.8	171.9
Total comprehensive income for the year	本年度全面收益總額	269.5	343.8
Dividend paid to a non-controlling shareholder	已向非控股股東派付股息	60.0	—
Net cash outflows used in operating activities	營運業務所用現金流出淨額	(404.5)	(90.7)
Net cash outflows used in investing activities	投資活動所用現金流出淨額	(159.9)	(157.2)
Net cash inflows (outflows) from (used in) financing activities	融資活動所得(所用)現金流入(流出)淨額	278.2	(0.2)
Net cash outflows	現金流出淨額	(286.2)	(248.1)

All of the above principal subsidiaries, associates and joint ventures, other than Abraham Holdings Limited, Beaufort Holdings Limited, Hanbright Assets Limited, HK Resort International Limited, HKR Asia-Pacific Pte Ltd, HKR Company Limited, HKR China Limited and Noble Glamour Limited, are held indirectly by the Company.

The above tables list the subsidiaries, associates and joint ventures of the Group which, in the opinion of the directors of the Company, principally affected the results or assets of the Group. To give details of other subsidiaries, associates and joint ventures would, in the opinion of the directors of the Company, result in particulars of excessive length.

Other than club debentures as set out in Note 28, no other loan capital has been issued by any of the subsidiaries.

43. RELATED PARTY TRANSACTIONS

During the year, other than balances with related parties as shown in the consolidated statement of financial position, the Group had significant transactions with related parties as follows:

(a) Transactions with entities controlled (or jointly controlled as joint venture) by CCM Trust (Cayman) Limited ("CCM Trust") and certain discretionary trusts. Four (2017: Four) directors of the Company are among the discretionary beneficiaries of the above trusts at the end of the reporting period. The trusts have controlling beneficial interests in these entities and the Company:

除Abraham Holdings Limited、Beaufort Holdings Limited、Hanbright Assets Limited、HK Resort International Limited、HKR Asia-Pacific Pte Ltd、HKR Company Limited、香港興業中國有限公司及崇燁有限公司外，上述所有主要附屬公司、聯營公司及合營公司均由本公司間接持有。

上表載列本公司董事認為對集團業績或資產有重大影響之集團附屬公司、聯營公司及合營公司。本公司董事認為，詳列其他附屬公司、聯營公司及合營公司會令資料過於冗長。

除附註28所列之會所債券外，概無任何附屬公司發行其他借貸股本。

43. 關聯方交易

除綜合財務狀況表所示與關聯方之結餘外，集團年內與關聯方進行之重大交易如下：

(a) 與CCM Trust (Cayman) Limited(「CCM Trust」)及若干酌情信託所控制之實體(或共同控制之合營公司)進行之交易。於報告期末本公司四名(2017年：四名)董事為上述信託之酌情受益人。該等信託於該等實體及本公司擁有實益控股權益：

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Transactions with the entities:	與該等實體之交易：		
Rental income received	已收取之租金收入	6.0	6.0
Management service fee received	已收取之管理服務費	0.7	0.7
Other services provided	已提供之其他服務	0.2	0.3

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

(b) Transactions with Hanison Construction Holdings Limited and its subsidiaries, in which CCM Trust and certain discretionary trusts have beneficiary interests:

(b) 與興勝創建控股有限公司及其附屬公司 (CCM Trust及若干酌情信託擁有其實益權益) 之交易：

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Construction service fee	建築服務費	0.4	0.4
Other service fees	其他服務費	–	0.8

(c) Transactions with associates and joint ventures of the Group:

(c) 與集團聯營公司及合營公司之交易：

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Management fee and other operating service fees received from joint ventures	向合營公司收取之管理費及其他經營服務費	41.8	27.2
Interest income received from an associate	向聯營公司收取之利息收入	0.1	0.2
Interest income received from a joint venture	向合營公司收取之利息收入	11.2	10.1
Rental expense paid to a joint venture	向合營公司支付之租金費用	3.1	–

(d) Compensation of Key Management Personnel:

(d) 主要管理層人員酬金：

The remuneration of directors during the year is as follows:

董事於年內之酬金如下：

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Short-term employee benefits	短期僱員福利		
Fees	袍金	1.8	1.7
Salaries and other benefits	薪金及其他福利	20.6	20.5
Performance related incentive payments	績效獎	25.8	15.3
		48.2	37.5
Post-employment benefit	離職後福利		
Retirement benefits schemes contribution	退休福利計劃供款	0.2	0.2
Equity-settled share-based payments	以權益結算以股份為基礎之付款	26.8	13.6
		75.2	51.3

The remuneration of directors is determined by the remuneration committee having regard to the performance of individuals and market trends.

董事之酬金由薪酬委員會參考個別員工表現及市場趨勢後釐定。

44. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period includes:

44. 有關本公司之財務狀況表之資料

於報告期末，有關本公司之財務狀況表之資料包括：

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	34.8	13.9
Interests in subsidiaries (Note 45)	附屬公司權益(附註45)	14,111.6	14,541.3
Other assets	其他資產	117.2	117.2
Amounts due from joint ventures	應收合營公司款項	577.1	508.0
		14,840.7	15,180.4
Current assets	流動資產		
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	96.4	139.7
Bank balances and cash	銀行結餘及現金	780.3	143.7
		876.7	283.4
Current liabilities	流動負債		
Trade payables, provision and accrued charges	應付貿易賬款、撥備及應計費用	93.0	25.4
Amounts due to subsidiaries	應付附屬公司款項	4,919.1	5,394.7
Bank and other loans due within one year	一年內到期之銀行及其他貸款	600.4	1,227.3
		5,612.5	6,647.4
Net current liabilities	流動負債淨額	(4,735.8)	(6,364.0)
Total assets less current liabilities	總資產減流動負債	10,104.9	8,816.4
Non-current liability	非流動負債		
Bank and other loans due after one year	一年後到期之銀行及其他貸款	6,246.5	5,946.0
Net assets	資產淨值	3,858.4	2,870.4
Capital and reserves	資本及儲備		
Share capital	股本	337.5	337.5
Reserves (Note 46)	儲備(附註46)	3,520.9	2,532.9
Equity attributable to owners of the Company	本公司擁有人應佔權益	3,858.4	2,870.4

The statement of financial position of the Company was approved and authorised for issue by the Board of Directors on 20 June 2018 and is signed on its behalf by:

本公司之財務狀況表已於2018年6月20日獲董事會批准及授權刊發，並由下列董事代表簽署：

CHA Mou Zing Victor
Deputy Chairman & Managing Director
查懋成
副主席兼董事總經理

CHUNG Sam Tin Abraham
Executive Director
鍾心田
執行董事

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

45. INTERESTS IN SUBSIDIARIES OF THE COMPANY

45. 本公司附屬公司權益

		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元
Unlisted shares, at cost	非上市股份，按成本值	2,553.0	2,604.6
Amounts due from subsidiaries	應收附屬公司款項		
Interest bearing portion (note)	計息部分(附註)	3,641.6	3,907.8
Non-interest bearing portion	免息部分	7,917.0	8,028.9
		14,111.6	14,541.3

Note: The amounts are unsecured, bear interest at the prevailing market borrowing rates and have no fixed terms of repayment.

附註：該等款項為無抵押、按現行市場借貸利率計息及無固定還款期。

46. RESERVES OF THE COMPANY

46. 本公司儲備

MOVEMENT IN RESERVES

儲備變動

		Share premium 股份溢價 HK\$'M 百萬港元	Share options reserve 股份期權儲備 HK\$'M 百萬港元	Capital redemption reserve 資本贖回儲備 HK\$'M 百萬港元	Accumulated profits 累計溢利 HK\$'M 百萬港元	Total 總計 HK\$'M 百萬港元
At 1 April 2016	於2016年4月1日	1,537.9	–	3.1	1,168.4	2,709.4
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	–	–	–	(190.1)	(190.1)
Recognition of equity-settled share-based payments	確認以權益結算以股份為基礎之付款	–	13.6	–	–	13.6
At 31 March 2017	於2017年3月31日	1,537.9	13.6	3.1	978.3	2,532.9
Profit and total comprehensive income for the year	本年度溢利及全面收益總額	–	–	–	1,094.1	1,094.1
Recognition of equity-settled share-based payments	確認以權益結算以股份為基礎之付款	–	28.9	–	–	28.9
Dividends paid	已派股息	–	–	–	(135.0)	(135.0)
At 31 March 2018	於2018年3月31日	1,537.9	42.5	3.1	1,937.4	3,520.9

Under the Companies Law (Revised) Chapter 22 of the Cayman Islands, the share premium of the Company is available for distribution or paying dividends to shareholders, subject to the provisions of its memorandum and articles of association and provided that immediately following the distribution of dividends, the Company is able to pay its debts as they fall due in the ordinary course of business. In accordance with the Company's articles of association, dividends can only be distributed out of the accumulated profits of the Company, which amounted to HK\$1,937.4 million (2017: HK\$978.3 million) as at 31 March 2018.

根據開曼群島公司法第22章(經修訂)，本公司之股份溢價可供分派予股東或向股東派息，但須視乎其組織章程大綱及組織章程細則規定而定，而緊隨派息後，本公司須有能力償還於日常業務到期之債務。根據本公司之組織章程細則，本公司只能從於2018年3月31日之累計溢利1,937.4百萬港元(2017年：978.3百萬港元)中撥款派發股息。

FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

RESULTS

業績

		For the year ended 31 March 截至3月31日止年度				
		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元	2016 HK\$'M 百萬港元	2015 HK\$'M 百萬港元	2014 HK\$'M 百萬港元
Turnover	營業額	2,222.3	2,234.1	4,238.5	5,421.9	4,207.5
Profit from operations	營運溢利	2,797.5	1,015.6	1,311.8	1,959.1	1,463.3
Finance costs	財務費用	(208.3)	(191.7)	(172.0)	(202.4)	(173.0)
Share of results of associates	分佔聯營公司業績	(0.2)	(0.2)	(2.3)	9.2	0.3
Share of results of joint ventures	分佔合營公司業績	48.4	260.6	155.2	15.9	(103.7)
Profit before taxation	除稅前溢利	2,637.4	1,084.3	1,292.7	1,781.8	1,186.9
Taxation	稅項	(200.5)	(95.8)	(150.0)	(198.7)	(130.9)
Profit for the year	本年度溢利	2,436.9	988.5	1,142.7	1,583.1	1,056.0
Attributable to:	下列應佔：					
Owners of the Company	本公司擁有人	2,305.1	823.9	783.9	910.0	834.6
Non-controlling interests	非控股權益	131.8	164.6	358.8	673.1	221.4
Profit for the year	本年度溢利	2,436.9	988.5	1,142.7	1,583.1	1,056.0

FINANCIAL POSITION

財務狀況

		At 31 March 於3月31日				
		2018 HK\$'M 百萬港元	2017 HK\$'M 百萬港元	2016 HK\$'M 百萬港元	2015 HK\$'M 百萬港元	2014 HK\$'M 百萬港元
Total assets	資產總值	34,636.7	29,630.6	27,766.9	29,243.7	28,415.1
Total liabilities	負債總額	(12,479.3)	(10,877.0)	(9,507.4)	(9,461.1)	(9,828.1)
Non-controlling interests	非控股權益	(2,439.6)	(2,367.8)	(2,203.2)	(3,054.9)	(2,391.1)
Equity attributable to owners of the Company	本公司擁有人應佔權益	19,717.8	16,385.8	16,056.3	16,727.7	16,195.9

PARTICULARS OF MAJOR PROPERTIES

主要物業詳情

At 31 March 2018 於2018年3月31日

A. PROPERTIES HELD FOR/UNDER DEVELOPMENT

A. 待發展/發展中之物業

Descriptions 概況		Gross floor area (sq. ft.) 總樓面面積 (平方呎)	Stage of completion 完成階段	Expected completion date 預期完成日	Nature of property 物業性質	Attributable interest to the Group 集團 應佔權益
1. The remaining phases, Discovery Bay, Lantau Island	大嶼山愉景灣 餘下各期					
(a) Residential	(a) 住宅	273,061	Construction under progress 工程進行中	2018-2019	Residential 住宅	50%
(b) Commercial	(b) 商業	76,300	Construction under progress 工程進行中	2019	Commercial 商業	50%
(c) Others	(c) 其他	367,289	Not yet commenced 尚未動工	No definite plan 無固定計劃	Retained for future development 留作日後發展	50%
2. Oasis One, Hangzhou City, Zhejiang Province, the PRC	中國浙江省杭州市 香港興業樞園	552,925 (site area) (地盤面積)	Construction under progress 工程進行中	2018	Residential 住宅	100%
3. Riviera One, Jiaxing City, Zhejiang Province, the PRC	中國浙江省嘉興市 香港興業環頤灣	501,188 (site area) (地盤面積)	Construction under progress 工程進行中	2019	Residential 住宅	100%
4. Land Lot No. 2017-28, Jiaxing City, Zhejiang Province, the PRC	中國浙江省嘉興市 2017-28號地塊	194,635 (site area) (地盤面積)	Planning in progress 規劃進行中	2021	Residential 住宅	100%
5. Land Lot No. 2017-34, Jiaxing City, Zhejiang Province, the PRC	中國浙江省嘉興市 2017-34號地塊	133,807 (site area) (地盤面積)	Planning in progress 規劃進行中	2021	Residential 住宅	100%
6. Rama 3 Road Project, Yannawa District, Bangkok, Thailand	泰國曼谷Yannawa區 Rama 3 Road項目	416,180 (site area) (地盤面積)	Planning in progress 規劃進行中	2021-2023	Residential 住宅	100%

B. INVESTMENT PROPERTIES HELD FOR RENTAL PURPOSES

B. 持有投資物業作為租金收入用途

Descriptions 概況	Gross floor area (sq. ft.) 總樓面面積 (平方呎)	Nature of property 物業性質	Attributable interest to the Group 集團 應佔權益	Category of lease 租賃類別
7. 3 houses located at Bijou Hamlet, Discovery Bay, Lantau Island 大嶼山愉景灣壁如臺 3幢花園洋房	7,193	Residential 住宅	100%	Medium 中期
8. 4 houses located at Headland Village, Discovery Bay, Lantau Island 大嶼山愉景灣蔚陽 4幢花園洋房	10,251	Residential 住宅	100%	Medium 中期
9. 10 units comprising lowrise and duplex apartments located at Peninsula Village, Discovery Bay, Lantau Island 大嶼山愉景灣衛峰 10個單位(由低座洋房及複式單位組成)	16,759	Residential 住宅	100%	Medium 中期
10. 1 highrise apartment located at Greenvale Village, Discovery Bay, Lantau Island 大嶼山愉景灣頤峰 1個高座單位	1,068	Residential 住宅	100%	Medium 中期
11. 23 highrise apartments located at Parkridge Village, Discovery Bay, Lantau Island 大嶼山愉景灣明翠台 23個高座單位	15,118	Residential 住宅	100%	Medium 中期
12. 6 midrise apartments and 1 combined unit located at DB Plaza, Discovery Bay, Lantau Island 大嶼山愉景灣愉景廣場 6個中座單位及 1個相連單位	6,373	Residential 住宅	100%	Medium 中期
13. 2 lowrise apartments located at Siena One, Discovery Bay, Lantau Island 大嶼山愉景灣 海澄湖畔一段 2個低座單位	2,483	Residential 住宅	100%	Medium 中期
14. 1 lowrise apartment located at Siena Two, Discovery Bay, Lantau Island 大嶼山愉景灣 海澄湖畔二段 1個低座單位	1,315	Residential 住宅	100%	Medium 中期
15. 1 lowrise apartment located at La Vista, Discovery Bay, Lantau Island 大嶼山愉景灣海寧居 1個低座單位	976	Residential 住宅	100%	Medium 中期
16. 14/F of Century Tower II and Car Parking Space No. 12 on Level 1, Century Tower, 1 and 1A Tregunter Path, The Peak, Hong Kong 香港山頂 地利根德里1號及1號A 世紀大廈II 14樓及 世紀大廈第1層停車場 12號車位	3,663	Residential 住宅	100%	Long 長期

PARTICULARS OF MAJOR PROPERTIES

主要物業詳情

At 31 March 2018 於2018年3月31日

Descriptions 概況		Gross floor area (sq. ft.) 總樓面面積 (平方呎)	Nature of property 物業性質	Attributable interest to the Group 集團應佔權益	Category of lease 租賃類別
17. 5 highrise apartments located at Coastal Skyline, Tung Chung, Lantau Island	大嶼山東涌 藍天海岸 5個高座單位	5,477	Residential 住宅	100%	Medium 中期
18. 2 highrise apartments located at Tung Chung Crescent, Tung Chung, Lantau Island	大嶼山東涌 東堤灣畔 2個高座單位	1,838	Residential 住宅	100%	Medium 中期
19. 6 highrise apartments located at Seaview Crescent, Tung Chung, Lantau Island	大嶼山東涌 海堤灣畔 6個高座單位	4,524	Residential 住宅	100%	Medium 中期
20. 6 residential units and 8 car parking spaces of Chelsea Residence, No. 169 of Lane 1038, Huashan Road, Changning District, Shanghai, the PRC	中國上海市長寧區 華山路1038弄169號 嘉里華庭二座 6個住宅單位及8個車位	14,514	Residential 住宅	100%	Long 長期
21. 2 highrise apartments located at Peninsula Village, Discovery Bay, Lantau Island	大嶼山愉景灣 2個高座單位	1,438	Residential 住宅	50%	Medium 中期
22. Horizon Place Akasaka, Tokyo, Japan	日本東京 Horizon Place Akasaka	81,624	Residential 住宅	100%	Freehold 永久業權
23. Souei Park Harajuku, Tokyo, Japan	日本東京 Souei Park Harajuku	14,040	Residential 住宅	100%	Freehold 永久業權
24. Veneo Minami Azabu, Tokyo, Japan	日本東京 Veneo Minami Azabu	18,299	Residential 住宅	100%	Freehold 永久業權
25. Haluwa Shiba Koen, Tokyo, Japan	日本東京 Haluwa Shiba Koen	35,246	Residential 住宅	100%	Freehold 永久業權
26. Graphio Nishi-Shinjuku, Tokyo, Japan	日本東京 Graphio Nishi-Shinjuku	27,314	Commercial 商業	100%	Freehold 永久業權
27. Commercial Centre, Discovery Bay, Lantau Island	大嶼山愉景灣 商業中心	180,910	Commercial 商業	50%	Medium 中期
28. Shop 401 on Ground Floor, Coastline Villa, Peninsula Village, Discovery Bay, Lantau Island	大嶼山愉景灣 碧濤軒地下401室	7,417	Commercial 商業	50%	Medium 中期

Descriptions			Gross floor area (sq. ft.) 總樓面面積 (平方呎)	Nature of property 物業性質	Attributable interest to the Group 集團應佔權益	Category of lease 租賃類別
概況						
29.	Commercial Centre, Yi Pak, Discovery Bay, Lantau Island	大嶼山愉景灣二白灣商業中心	160,276	Commercial 商業	50%	Medium 中期
30.	West Gate Tower, 7 Wing Hong Street and 8 King Lam Street, Cheung Sha Wan, Kowloon	九龍長沙灣永康街7號及瓊林街8號西港都會中心	146,531	Industrial 工業	100%	Medium 中期
31.	CDW Building, 382-392 Castle Peak Road, 27-37 Mei Wan Street, Tsuen Wan, New Territories	新界荃灣美環街27-37號青山道382-392號中染大廈	975,520	Commercial 商業	100%	Medium 中期
32.	325 car parking spaces at Tuen Mun Central Square, 22 Hoi Wing Road, Tuen Mun, New Territories	新界屯門海榮路22號屯門中央廣場325個車位	N/A 不適用	Commercial 商業	100%	Medium 中期
33.	3 units of DAN6, 2-6 Fui Yiu Kok Street, Tsuen Wan, New Territories	新界荃灣灰窰角街2-6號DAN6 3個單位	6,837	Industrial 工業	100%	Medium 中期

PARTICULARS OF MAJOR PROPERTIES

主要物業詳情

At 31 March 2018 於2018年3月31日

C. PROPERTIES HELD FOR SALE

C. 持作出售物業

Descriptions 概況		Gross floor area (sq. ft.) 總樓面面積 (平方呎)	Nature of property 物業性質	Attributable interest to the Group 集團 應佔權益	Category of lease 租賃類別
34. Lot No. 1613 in Demarcation District No. 222, Kap Pin Long, Sai Kung New Territories	新界西貢甲邊朗丈量約第222號地段1613號	3,731	Residential 住宅	100%	Medium 中期
35. Remaining units of 2GETHER, Tuen Mun, New Territories	新界屯門雙寓餘下單位	105,339	Residential 住宅	75%	Medium 中期
36. Remaining units of The Sukhothai Residences, Bangkok, Thailand	泰國曼谷The Sukhothai Residences餘下單位	33,179 (net saleable area) (淨實用面積)	Residential 住宅	100%	Freehold 永久業權
37. Remaining units of Elite House, No. 1310 Ding Xi Road, Changning District, Shanghai, the PRC	中國上海市長寧區定西路1310號中山翰林苑餘下單位	221,162	Residential 住宅	100%	Long 長期
38. Remaining units of City One, Jiaxing City, Zhejiang Province, the PRC	中國浙江省嘉興市香港興業御緹灣餘下單位	41,085	Residential 住宅	100%	Long 長期
39. Remaining unit of Proud Roppongi, Tokyo, Japan	日本東京Proud Roppongi餘下單位	1,750	Residential 住宅	51%	Freehold 永久業權

CORPORATE INFORMATION AND INVESTORS' CALENDAR

公司資料及投資者日誌

BOARD OF DIRECTORS 董事會

Mr CHA Mou Sing Payson (*Chairman*)
查懋聲先生(主席)
Mr CHA Mou Zing Victor
(*Deputy Chairman and Managing Director*)
查懋成先生(副主席兼董事總經理)
Mr CHUNG Sam Tin Abraham[#]
鍾心田先生[#]
Mr TANG Moon Wah
鄧滿華先生
The Honourable Ronald Joseph ARCULLI
夏佳理先生
Mr CHA Mou Daid Johnson
查懋德先生
Ms WONG CHA May Lung Madeline
王查美龍女士
Mr CHEUNG Wing Lam Linus
張永霖先生
Mr FAN Hung Ling Henry
范鴻齡先生
Ms HO Pak Ching Loretta
何柏貞女士
Mr TANG Kwai Chang
鄧貴彰先生

[#] Also alternate to Mr CHA Mou Sing Payson
[#] 兼任查懋聲先生之候補董事

AUDIT COMMITTEE 審核委員會

Mr TANG Kwai Chang (*Chairman*)
鄧貴彰先生(主席)
Mr CHEUNG Wing Lam Linus
張永霖先生
Ms HO Pak Ching Loretta
何柏貞女士

REMUNERATION COMMITTEE 薪酬委員會

Mr CHEUNG Wing Lam Linus (*Chairman*)
張永霖先生(主席)
Mr CHA Mou Zing Victor
查懋成先生
Mr FAN Hung Ling Henry
范鴻齡先生

NOMINATION COMMITTEE 提名委員會

Mr CHA Mou Sing Payson (*Chairman*)
查懋聲先生(主席)
Ms HO Pak Ching Loretta
何柏貞女士
Mr TANG Kwai Chang
鄧貴彰先生

COMPANY SECRETARY 公司秘書

Ms LEUNG Wai Fan
梁慧芬女士

REGISTERED OFFICE 註冊辦事處

P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

PRINCIPAL OFFICE 主要辦事處

23/F, China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong
香港干諾道中168-200號
信德中心招商局大廈23樓

SHARE REGISTRARS 股份過戶登記處

Hong Kong
香港

Computershare Hong Kong
Investor Services Limited
Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
香港中央證券登記有限公司
香港灣仔皇后大道東183號
合和中心17樓1712-1716室

Cayman Islands
開曼群島

Maples Corporate Services Limited
P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

INDEPENDENT AUDITOR 獨立核數師

Deloitte Touche Tohmatsu
德勤•關黃陳方會計師行

PRINCIPAL BANKERS 主要往來銀行

Bank of China (Hong Kong) Limited
中國銀行(香港)有限公司
Hang Seng Bank Limited
恒生銀行有限公司
The Hongkong and Shanghai
Banking Corporation Limited
香港上海滙豐銀行有限公司
Standard Chartered Bank (Hong Kong) Limited
渣打銀行(香港)有限公司
MUFG Bank, Ltd.
株式會社三菱UFJ銀行

LEGAL ADVISORS 法律顧問

Hong Kong Laws
香港法律

Kao, Lee & Yip
高李葉律師行
Mayer Brown JSM
孖士打律師行
Reed Smith Richards Butler
禮德齊伯禮律師行

Cayman Islands Laws
開曼群島法律

Maples and Calder
邁普達律師事務所

SEHK STOCK NAME/CODE 聯交所股份名稱/股份代號

HKR Int'l 香港興業國際/00480

INVESTORS' CALENDAR 投資者日誌

2018 Annual General Meeting
2018年股東週年大會

22 August 2018
2018年8月22日

Closure of Registers
暫停股份登記

17 to 22 August 2018 (*Annual General Meeting*)
2018年8月17日至22日(股東週年大會)

29 to 31 August 2018
(*Final Dividend and Bonus Share*)
2018年8月29日至31日(末期股息及紅股)

Dividend Payment Date
股息派發日期

Expected Bonus Share
Issue Date
預期紅股發行日期

17 September 2018
2018年9月17日

COMMUNICATION 聯絡

Website 網址: www.hkri.com

Tel 電話: (852) 2238 1188

Email 電郵:

investors@hkri.com (*Investors 投資者*)
cs@hkri.com (*Shareholders 股東*)



香港興業國際集團有限公司

(於開曼群島註冊成立之有限公司)

香港干諾道中168號信德中心招商局大廈23樓

HKR INTERNATIONAL LIMITED

(Incorporated in the Cayman Islands with limited liability)

23/F, China Merchants Tower, Shun Tak Centre,
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www.hkri.com

