



**2018**  
Annual Report  
年報



**CHINA SANDI HOLDINGS LIMITED**

**中國三迪控股有限公司**

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock code 股份代號：910

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# Corporate Information

## 公司資料

### EXECUTIVE DIRECTORS

Mr. Guo Jiadi (*Chairman*)  
Ms. Amika Lan E Guo  
Mr. Wang Chao

### NON-EXECUTIVE DIRECTOR

Dr. Wong Yun Kuen

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Yee Ping, Michael  
Mr. Yu Pak Yan, Peter  
Ms. Ma Shujuan  
Mr. Zheng Yurui

### REGISTERED OFFICE

Clarendon House 2 Church Street  
Hamilton HM 11 Bermuda

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Room 3405,  
34th Floor, China Merchants Tower Shun Tak Centre,  
168-200 Connaught Road Central, Hong Kong

### COMPANY SECRETARY

Ms. Chan Po Yu  
(Resigned on 28 December 2018)

### AUDITOR

Deloitte Touche Tohmatsu  
Certified Public Accountants  
35/F One Pacific Place  
88 Queensway Hong Kong

### 執行董事

郭加迪先生 (主席)  
Amika Lan E Guo女士  
王超先生

### 非執行董事

黃潤權博士

### 獨立非執行董事

陳貽平先生  
余伯仁先生  
馬淑娟女士  
鄭玉瑞先生

### 註冊辦事處

Clarendon House 2 Church Street  
Hamilton HM 11 Bermuda

### 總辦事處及主要營業地點

香港干諾道中168-200號  
信德中心招商局大廈34樓  
3405室

### 公司秘書

陳寶茹女士  
(於二零一八年十二月二十八日辭任)

### 核數師

德勤•關黃陳方會計師行  
執業會計師  
香港金鐘道88號  
太古廣場一期35樓

### PRINCIPAL BANKERS

Bank of China Limited  
Bank of China (Hong Kong) Limited  
Chiyu Banking Corporation Ltd.  
Hang Seng Bank Limited  
The Bank of East Asia Limited

### PRINCIPAL REGISTRARS AND TRANSFER OFFICE

Codan Services Limited  
Clarendon House  
2 Church Street  
Hamilton HM 11 Bermuda

### BRANCH REGISTRARS AND TRANSFER OFFICE

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

### STOCK CODE

910

### WEBSITE

[www.chinasandi.com.hk](http://www.chinasandi.com.hk)

### 主要往來銀行

中國銀行有限公司  
中國銀行(香港)有限公司  
集友銀行有限公司  
恆生銀行有限公司  
東亞銀行有限公司

### 股份過戶登記總處

Codan Services Limited  
Clarendon House  
2 Church Street  
Hamilton HM 11 Bermuda

### 股份過戶登記分處

卓佳登捷時有限公司  
香港  
皇后大道東183號  
合和中心22樓

### 股份代號

910

### 網頁

[www.chinasandi.com.hk](http://www.chinasandi.com.hk)

# Chairman's Statement

## 主席報告書

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors"), I am pleased to present the annual report of China Sandi Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") for the nine months ended 31 December 2018.

### RESULTS

The financial year end date of the Company has been changed from 31 March to 31 December following the publication of the audited consolidated financial statements of the Group for the year ended 31 March 2018. This is the first financial year after such change. Accordingly, the financial reporting period as presented in the financial statements covers the period of nine months from 1 April 2018 to 31 December 2018. The change of financial year end date of the Company is to align its financial year end date with that of the principal subsidiaries in the People's Republic of China (the "PRC"), which are statutorily required to close their accounts with the financial year end date of 31 December. The Board considers that the change of financial year end date of the Company will facilitate the preparation of the consolidated financial statements of the Group. For the nine months ended 31 December 2018, the Group recorded a total revenue of approximately HK\$149.8 million, representing a decrease of approximately 79% compared with the year ended 31 March 2018. It was mainly due to the decrease of revenue in the property development segment. The loss attributable to the owners of the Company for the nine months ended 31 December 2018 amounted to HK\$81.0 million as compared with a profit of HK\$156.3 million in last year. Basic loss per share was HK1.82 cents (for the year ended 31 March 2018: basic earnings per share of HK3.60 cents). However, the contracted sales of the Group for the nine months ended 31 December 2018 reached approximately HK\$916.6 million with a total gross floor area ("GFA") of approximately 64,432 square meters ("sq.m").

### REVIEW OF THE PERIOD

In 2018, the worldwide economy was weakened due to the adverse factors which included Sino-US trade conflicts, the slowing growth momentum of major economies, the rising global interest rate trend and Brexit, thus increasing the risk of economic downturn in the coming years. However, the Group is confident to the future development of the PRC economy arising from China's further opening-up and reforms over the long term.

各位股東：

本人謹此代表中國三迪控股有限公司（「本公司」）董事（「董事」）會（「董事會」），欣然呈報本公司及其附屬公司（統稱「本集團」）截至二零一八年十二月三十一日止九個月之年報。

### 業績

於刊發本集團截至二零一八年三月三十一日止年度之經審核綜合財務報表後，本公司之財政年度結算日期已由三月三十一日變更為十二月三十一日。本年度為該變更後之首個財政年度。因此，財務報表呈列之財務報告期間涵蓋二零一八年四月一日至二零一八年十二月三十一日止九個月期間。變更本公司之財政年度結算日期旨在令其財政年度結算日期與其位於中華人民共和國（「中國」）之主要附屬公司之財政年度結算日期一致，該等主要附屬公司按法定要求須以十二月三十一日之財政年度結算日期結算其賬目。董事會認為，變更本公司財政年度結算日期將利於編製本集團之綜合財務報表。截至二零一八年十二月三十一日止九個月，本集團錄得總收益約149,800,000港元，較截至二零一八年三月三十一日止年度減少約79%。此乃主要由於物業發展分部之收益減少所致。截至二零一八年十二月三十一日止九個月，本公司擁有人應佔虧損為81,000,000港元，而去年則為溢利約156,300,000港元。每股基本虧損為1.82港仙（截至二零一八年三月三十一日止年度：每股基本盈利3.60港仙）。然而，本集團於截至二零一八年十二月三十一日止九個月之合約銷售額達約916,600,000港元，總建築面積（「建築面積」）約64,432平方米（「平方米」）。

### 本期間回顧

於二零一八年，受中美貿易衝突、主要經濟體增長動能放緩、全球加息趨勢及英國脫歐等不利因素影響，全球經濟走弱，因此未來數年經濟衰退風險加大。然而，本集團對中國進一步開放及長期改革所帶來的中國經濟未來發展充滿信心。

# Chairman's Statement

## 主席報告書

On 21 September 2018, the Group entered into an agreement to acquire the entire issued share capital of All Excel Industries Limited, which indirectly holds the entire equity interest in Fuzhou Gaojia Real Property Development Company Limited (福州高佳房地產開發有限公司) (“Fuzhou Gaojia”) which in turn through its subsidiaries owns the properties in Shanghai City, Fujian Province, Baoji City and Jilin Province. The related properties have a total gross floor area of approximately 1,378,750 sq.m., comprising residential area of approximately 633,431 sq.m., office/hotel area of approximately 236,552 sq.m., retail area of approximately 231,209 sq.m., and carparks and others of approximately 277,558 sq.m., representing approximately 45.9%, 17.2%, 16.8% and 20.1% of the total gross floor area of the properties respectively.

The Group believes that with the qualification of Class 1 Real Estate Development Enterprise (房地產開發企業一級資質) attained by Fuzhou Gaojia, this acquisition can enhance the scope of the property development projects in which the Group is allowed to participate in the future. The Board is also of the view that this acquisition provides an attractive opportunity for the Company to (i) diversify its property development and property investment business into different regions in the PRC and (ii) strengthen the earnings and financial position of the Group. Details of the acquisition are set out in the announcement on 21 September 2018 and shareholders' circular dated 26 December 2018. This acquisition is completed on 30 January 2019.

### PROSPECTUS

The Group is principally engaged in the property development and property investment business in the PRC. According to the statistics released by the National Bureau of Statistics, China's gross domestic product reached approximately RMB90 trillion in 2018 with a growth rate of 6.6%, and the overall economy is still operating within a reasonable level. The Group is cautiously optimistic about the economy and property market in the PRC in the long run. The management will actively continue to look for investment opportunities in relation to the real estate business in the PRC and maintain a policy of selectively and continuously replenishing our land bank, so as to enhance our overall competitiveness and lay a solid foundation for the Group's long term development. The management believes that the Group is well-poised for the challenges ahead and is determined to strive for higher returns to our shareholders.

於二零一八年九月二十一日，本集團訂立協議，以收購全盛實業有限公司之全部已發行股本，全盛實業有限公司間接持有福州高佳房地產開發有限公司（「福州高佳」）之全部股權，而後者透過其附屬公司擁有位於上海市、福建省、寶雞市及吉林省之物業。相關物業之總建築面積約1,378,750平方米，包括住宅面積約633,431平方米、辦公／酒店面積約236,552平方米、零售區面積約231,209平方米，以及停車場及其他約277,558平方米，分別佔該等物業總建築面積之約45.9%、17.2%、16.8%及20.1%。

本集團相信憑藉福州高佳獲得房地產開發企業一級資質，是項收購可擴闊本集團未來獲准參與之物業開發項目之範疇。董事會亦認為是項收購為本公司提供良機，以(i)將其物業開發及物業投資業務擴展至中國不同地區及(ii)加強本集團之盈利及財務狀況。收購詳情載於日期為二零一八年九月二十一日之公告及日期為二零一八年十二月二十六日之股東通函內。是項收購已於二零一九年一月三十日完成。

### 前景

本集團於中國主要從事物業發展及物業投資業務。根據國家統計局公佈的統計資料，中國於二零一八年之國內生產總值約為人民幣90萬億元，增長率為6.6%，整體經濟運行仍處於合理水平。本集團對中國長遠經濟及物業市場持謹慎樂觀態度。管理層將積極繼續探尋與中國房地產業務有關的投資機遇，並採取選擇性策略補充土地儲備，以提升整體競爭力及為本集團長遠發展奠定堅實基礎。管理層相信本集團已準備就緒，應對未來挑戰，並決心為股東帶來更高回報。

# Chairman's Statement

## 主席報告書

### APPRECIATION

On behalf of the Board, I would like to thank our valued customers, suppliers and business associates for their invaluable contributions and support. I also want to express my gratitude to our management team and all staff of the Group for their hard work during the period under review. Last but not least, I am most grateful to our shareholders for their continuous support and confidence.

**Guo Jiadi**

*Chairman*

Hong Kong, 22 March 2019

### 致謝

本人謹代表董事會感謝客戶、供應商及業務夥伴的寶貴貢獻及支持，亦感謝本集團管理團隊及所有員工本回顧期間的辛勤工作。最後，本人最感激股東的持續支持及信任。

主席

**郭加迪**

香港，二零一九年三月二十二日

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL HIGHLIGHTS

For the nine months ended 31 December 2018 (the “Period”), the Group recorded a total revenue of approximately HK\$149.8 million, representing a decrease of approximately HK\$557.9 million compared with the year ended 31 March 2018.

Loss attributable to the owners of the Company for the Period amounted to approximately HK\$81.0 million as compared with a profit of approximately HK\$156.3 million last year. Basic loss per share was HK1.82 cents (year ended 31 March 2018: basic earnings per share of HK3.60 cents).

### DIVIDEND

The Board does not recommend the payment of any final dividend for the nine months ended 31 December 2018 (year ended 31 March 2018: Nil).

### BUSINESS REVIEW

The Group is principally engaged in property development and holding of property for investment and rental purpose, as well as money lending business.

#### Property development

##### *Contracted property sales*

Contracted sales of the Group for the nine months ended 31 December 2018 reached approximately HK\$916.6 million with a total gross floor area (“GFA”) of approximately 64,432 square meters (“sq.m”). The Group focuses on its projects in respect of peripheral facilities seeking to fulfill needs of the middle to upper class households.

### 財務摘要

截至二零一八年十二月三十一日止九個月（「本期間」），本集團錄得總收益約149,800,000港元，較截至二零一八年三月三十一日止年度減少約557,900,000港元。

本期間本公司擁有人應佔虧損為約81,000,000港元，而去年則為溢利約156,300,000港元。每股基本虧損為1.82港仙（截至二零一八年三月三十一日止年度：每股基本盈利3.60港仙）。

### 股息

董事會不建議就截至二零一八年十二月三十一日止九個月派付任何末期股息（截至二零一八年三月三十一日止年度：無）。

### 業務回顧

本集團主要從事物業發展及持有物業作投資及租賃用途以及放債業務。

#### 物業發展

##### *合約物業銷售*

本集團於截至二零一八年十二月三十一日止九個月之合約銷售額達約916,600,000港元，總建築面積（「建築面積」）約64,432平方米（「平方米」）。本集團的發展項目著重周邊配套設施，以滿足中上層家庭需求。



# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (continued)

#### Property development (continued)

#### Contracted property sales (continued)

The table below illustrates the contracted sales (stated before the deduction of applicable taxes) achieved by the Group for the nine months ended 31 December 2018:

### 業務回顧 (續)

#### 物業發展 (續)

#### 合約物業銷售 (續)

下表列示本集團截至二零一八年十二月三十一日止九個月之合約銷售額(扣除適用稅項前):

#### Contracted Sales for the nine months ended 31 December 2018

截至二零一八年十二月三十一日止九個月合約銷售額

Location	Property projects	Type	Contracted sales amount	Contracted sales area	Average price of contracted sales	Percentage of total contracted sales amount
			HK\$'000	(sq.m)	HK\$/sq.m (Note)	
			合約銷售金額	合約銷售面積	合約銷售平均售價	佔合約銷售總額
地點	物業項目	類型	千港元	(平方米)	港元/平方米 (附註)	百分比
Fuzhou City, Fujian Province 福建省福州市	Fuzhou Sandi Chuangfu Plaza 福州三迪創富廣場	Carparks 停車場	1,930	390	4,949	0.2
Wuyishan City, Fujian Province 福建省武夷山市	Wuyishan Sandi New Times Square 武夷山三迪新時代廣場	Residential 住宅	206,626	16,873	12,246	22.5
Xian City, Shaanxi Province 陝西省西安市	Qujiang Xiangsong Fengdan • Xian Sandi 西安三迪 • 曲江香頌楓丹					
	- Phase 1 - 第1期	Residential 住宅	30,987	2,051	15,108	3.4
	- Phase 2 - 第2期	Residential 住宅	285,522	21,822	13,084	31.2
	- Phase 3 - 第3期	Residential 住宅	391,569	23,296	16,808	42.7
Total 總計			916,634	64,432	14,226	100.0

Note:

The calculation of average price per sq.m is based on the sales revenue before the deduction of business/value-added tax and other surcharges/taxes.

附註:

每平方米平均售價是基於未扣除營業稅/增值稅及其他附加費/稅項之銷售收益總額計算。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (continued)

#### Property development (continued)

#### Portfolio of property development projects

The table below summaries the portfolio of property development projects as at 31 December 2018:

### 業務回顧 (續)

#### 物業發展 (續)

#### 物業發展項目組合

下表概述於二零一八年十二月三十一日之物業發展項目組合：

Location	Property projects	Type	Actual/expected completion dates	Site area sq.m	Completed		Under development/ future development		Group's interest%
					Saleable GFA delivered/ pre-sold sq.m	GFA available for sale sq.m	GFA under development sq.m	Planned GFA for future development sq.m	
地點	物業項目	類型	實際/預計完成日期	土地面積平方米	已交付/預售可銷售建築面積平方米	可供出售建築面積平方米(iii)	發展中建築面積平方米(iii)	未來發展建築面積平方米(iii)	本集團權益百分比
Fuzhou City, Fujian Province 福建省福州市	Fuzhou Sandi Chuangfu Plaza 福州三迪創富廣場	Commercial/office 商業/辦公	2017	18,330	22,403	4,948	-	-	95
	- Zone A - A區								
	- Zone B - B區	Hotel 酒店	2019	-	-	69,998	-	95	
	Sub-total 小計			18,330	22,403	4,948	69,998	-	95
Wuyishan City, Fujian Province 福建省武夷山市	Wuyishan Sandi New Times Square 武夷山三迪新時代廣場	Residential/ Commercial 住宅/商業	2022	168,669	-	-	87,023	70,009	55
Xian City, Shaanxi Province 陝西省西安市	Qujiang Xiangsong Fengdan • Xian Sandi 西安三迪 • 曲江香頌楓丹	Residential/ Commercial 住宅/商業	2019	54,996	68,423	4,132	71,363	-	95
		Residential/ Commercial 住宅/商業	2021	34,192	-	-	142,595	-	95
Residential/ Commercial 住宅/商業	2022	35,116	-	-	164,463	-	95		
	Sub-total 小計			124,304	68,423	4,132	378,421	-	95
<b>Total</b> 總計				311,303	90,826	9,080	535,442	70,009	
<b>Total attributable GFA</b> 總應佔建築面積					86,285	8,626	473,861	38,505	

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (continued)

#### Property development (continued)

#### Portfolio of property development projects (continued)

Notes:

- (i) The table above includes properties for which the Group has obtained the relevant land use rights certificate(s) but has not obtained the requisite construction permits or the Group has received the confirmation letter on bidding of granting land use rights but in progress to obtain the land use right certificate(s). The figures for “GFA available for sale”, “GFA under development” and “Planned GFA for future development” are based on figures provided in the relevant governmental documents, such as the property ownership certificates, the construction work planning permits, the pre-sale permits, the construction land planning permits or the land use rights certificate. The categories of information are based on our internal records.
- (ii) The figures of “Saleable GFA pre-sold” and “GFA available for sale” include saleable GFA of car parks lot; the figures of “GFA under development” and “Planned GFA for future development” also include non-saleable GFA such as ancillary area.
- (iii) “GFA available for sale” and “GFA under development” and “Planned GFA for future development” are derived from the Group’s internal records and estimates.

The following section provides further details of the development progress and completion of each of the projects.

### 業務回顧 (續)

#### 物業發展 (續)

#### 物業發展項目組合 (續)

附註：

- (i) 上表包括本集團已取得相關土地使用權證但尚未取得必要的施工許可證，或本集團已收到授予土地使用權的中標確認書，但正在獲取土地使用權證之物業。「可供出售建築面積」、「發展中建築面積」及「未來發展計劃建築面積」之數字基於相關政府文件之數字，如房產證、建築工程規劃許可證、預售許可證、建設用地規劃許可證或土地使用權證。資料類別是基於我們的內部記錄。
- (ii) 「預售可銷售建築面積」及「可供出售建築面積」的數字包括停車位的可銷售建築面積；「發展中建築面積」及「未來發展計劃建築面積」的數字亦包括不可銷售建築面積（如附屬區域）。
- (iii) 「可供出售建築面積」、「發展中建築面積」及「未來發展計劃建築面積」源自本集團內部記錄及估計。

以下部分提供向各項目之發展進度及完成情況之詳情。

# Management Discussion and Analysis

## 管理層討論及分析

### **BUSINESS REVIEW** *(continued)*

#### **Property development** *(continued)*

#### **Portfolio of property development projects** *(continued)*

### 業務回顧 (續)

#### 物業發展 (續)

#### 物業發展項目組合 (續)



#### 1) *Fuzhou Sandi Chuangfu Plaza*

Fuzhou Sandi Chuangfu Plaza comprises two zones, namely Zone A and Zone B. The construction works of Zone A was completed and a total GFA of 22,403 sq.m had been sold up to 31 December 2018. Zone B consists of three blocks of hotel buildings which is expected to be completed in 2019.

#### 1) 福州三迪創富廣場

福州三迪創富廣場包括兩個區，即A區及B區。A區建設工程已竣工，以及直至二零一八年十二月三十一日，已售出總建築面積22,403平方米。B區包括三幢酒店大樓，預期於二零一九年完工。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (continued)

#### Property development (continued)

#### Portfolio of property development projects (continued)

### 業務回顧 (續)

#### 物業發展 (續)

#### 物業發展項目組合 (續)



#### 2) Wuyishan Sandi New Times Square

The project situated at 4 kilometres west of Da Hong Pao Scenic Area (a PRC National 4A-level scenic spot), Wuyishan City, Fujian Province, with a total site area of 168,669 sq.m, is planned to develop into low-density residential properties with a commercial complex.

Construction work had been commenced in July 2018 and the project is expected to be completed in 2022. The first phase of residential properties had been launched for pre-sales following its sales permit granted in November 2018 and contracted sales of approximately HK\$206.6 million were recorded during the nine months ended 31 December 2018.

#### 3) Qujiang Xiangsong Fengdan • Xian Sandi

Qujiang Xiangsong Fengdan Xian Sandi is a residential project located in the Qujiang New District in Xian City, which is a new urban development zone designated for promoting the cultural and tourism industry. The project occupies a site area of approximately 124,304 sq.m in total and divided into 3 phases in development, each phase mainly comprised of high-rise apartments with ancillary facilities.

#### 2) 武夷山三迪新時代廣場

該項目位於福建省武夷山市大紅袍景區(中國國家4A級景區)以西四公里處，總佔地面積168,669平方米，計劃發展為低密度住宅物業，並配備商業綜合體。

建築工程已於二零一八年七月展開，預計該項目將於二零二二年完成。第一期住宅物業已於二零一八年十一月獲授銷售許可證後開始進行預售，並截至二零一八年十二月三十一日止九個月錄得合約銷售額約206,600,000港元。

#### 3) 西安三迪•曲江香頌楓丹

西安三迪•曲江香頌楓丹是位於西安市曲江新區(指定為促進文化和旅遊業的新城市開發區)的住宅項目。該項目佔地面積約124,304平方米，發展分為3期，每期主要包括具有配套設施的高層公寓。

# Management Discussion and Analysis

## 管理層討論及分析

### **BUSINESS REVIEW** *(continued)*

#### **Property development** *(continued)*

#### **Portfolio of property development projects** *(continued)*

### 業務回顧 (續)

#### 物業發展 (續)

#### 物業發展項目組合 (續)



Phase 1 consist of zone A and B. Zone A consist of 3 blocks of residential buildings with certain retail units, was completed in 2017 and mostly delivered to the buyers since then. Zone B consists of 2 blocks of residential buildings and a kindergarten, is expected to complete in 2019. Pre-sales for Phase 1 had commenced since 2015 and the contracted sales amount of approximately HK\$31.0 million was recorded during the nine months ended 31 December 2018.

Phase 2 and Phase 3 are currently under construction and scheduled to complete in 2021 and 2022 respectively. Pre-sales for Phase 2 had commenced since 2017 and Phase 3 had launched for pre-sales in September 2018 after pre-sales permits were granted for 2 blocks of residential buildings. During the nine months ended 31 December 2018, Phase 2 and Phase 3 had achieved the contracted sales amount of approximately HK\$285.5 million and HK\$391.6 million respectively.

第1期包括A區和B區。A區包括三幢住宅樓宇及若干零售單位，於二零一七年完工，大多數單位亦已交付予買家。B區包括兩幢住宅樓宇及一個幼兒園，預期於二零一九年完成。第一期的預售已自二零一五年開始，且截至二零一八年十二月三十一日止九個月錄得的合約銷售額約為31,000,000港元。

第2期和第3期目前正在建設中，並計劃分別於二零二一年和二零二二年完成。第2期的預售已自二零一七年推出，而第3期的其中兩幢住宅樓宇亦自二零一八年九月獲得預售許可證後推出預售。截至二零一八年十二月三十一日止九個月，第2期及第3期分別實現合約銷售額約285,500,000港元及391,600,000港元。

# Management Discussion and Analysis

## 管理層討論及分析

### **BUSINESS REVIEW** (continued)

#### **Property development** (continued)

##### **Portfolio of property development projects** (continued)

###### *Land bank replenishment*

The Group's strategy is to maintain a land bank portfolio sufficient to support the Group's own development pipeline for the next few years. As at 31 December 2018, the Group had a quality land bank amounting to a total GFA of approximately 614,531 sq.m, comprising (a) a total GFA of approximately 9,080 sq.m completed but remain unsold, (b) a total GFA of approximately 535,442 sq.m under development and construction, and (c) a total planned GFA of approximately 70,009 sq.m. held for future development.

###### *The property investment business*

The current property investment business is mainly operated by Fujian Sinco Industrial Co., Ltd. ("Fujian Sinco") which is engaged in development, operation and management of a home improvement plaza ("Sandi Plaza"). During the nine months ended 31 December 2018, the Group recorded the rental, property management and related fee income of approximately HK\$104.2 million (year ended 31 March 2018: approximately HK\$113.4 million). The Sandi Plaza had an occupancy rate of approximately 92.5% which represent an increase in the occupancy rate as compared to the year ended 31 March 2018 of approximately 89.9%. The Board is confident on this property investment business and believes it will continuously bring a positive and stable return to the Group in the future.

###### *Other investments*

Our other investments including investing surplus cash from operations in listed equity securities and loan receivables in Hong Kong and the PRC. We have invested in listed high yield stocks with growth potentials. We have also invested in loan receivables for interest incomes. The objectives of these investments are to strike a balance between risk and return in order to maximise return to shareholders. The equity securities acquired are principally for short term investment purpose. The Group would closely monitor performances of the mentioned investments and will seek for disposal opportunities for profit if any. Our principal business is still engaged in property development and property investment business and thus we will continue to proactively take up opportunities in real estate market. Therefore, the Group would consider disposing or downsizing the existing listed-equities investment portfolio when the Group has funding needs for expanding the property development business in the future.

### **業務回顧** (續)

#### **物業發展** (續)

##### **物業發展項目組合** (續)

###### *補充土地儲備*

本集團的策略是維持足以支持本集團未來數年發展之土地儲備組合。於二零一八年十二月三十一日，本集團擁有總建築面積約614,531平方米的優質土地儲備，包括(a)總建築面積9,080平方米已建成但仍未出售，(b)總建築面積535,442平方米發展中及在建，及(c)總規劃建築面積70,009平方米持作未來發展。

###### *物業投資業務*

物業投資業務目前主要由福建先科實業有限公司(「福建先科」)營運，該公司從事一個家居廣場(「三迪家居廣場」)之發展、營運及管理。於截至二零一八年十二月三十一日止九個月，本集團錄得租金、物業管理及相關費用收入約104,200,000港元(截至二零一八年三月三十一日止年度：約113,400,000港元)。三迪家居廣場出租率約為92.5%，較截至二零一八年三月三十一日止年度的出租率約89.9%有所增加。董事會對此物業投資業務充滿信心，亦相信物業投資業務日後將會繼續為本集團帶來正面穩定回報。

###### *其他投資*

我們的其他投資包括以營運之資金盈餘投入於香港及中國之上市股本證券、債務證券及可交換債券。我們投資已上市的高回報債券及具增長潛力的股票。我們亦投資可交換債券以收取利息收入。該等投資的目標是在風險和回報之間取得平衡，為股東謀求最佳回報。收購股本及債務證券主要作短期投資。本集團將密切監察上述投資之表現，並將尋求出售機會以獲利(如有)。我們的主要業務仍為物業發展及物業投資業務，故我們將繼續積極投入房地產市場。因此，當本集團未來擴展物業發展業務出現資金需要，本集團將考慮出售或縮減現有上市股本投資組合。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (continued)

#### Significant events during the Period

##### (i) Major Transaction in Relation to A Property Development Project in Xi'an

On 9 August 2018, Fujian Sinco Industrial Co., Ltd (“Fujian Sinco”) and Grand International Development Limited (“Grand International”), both being wholly-owned subsidiaries of the Company entered into a cooperation agreement (the “Cooperation Agreement”) with Xi'an Chongfeng Real Estate Company Limited, an independent third party of the Group, whereby, among other things, (i) Fujian Sinco and Grand International shall make capital contribution of RMB6.2 million and US\$30 million (equivalent to RMB201 million) to the Xi'an Zhichengda Real Estate Company Limited (the “Xi'an Zhichengda” or “Target Company”) in cash; (ii) Fujian Sinco and Grand International shall provide the shareholder's loan of RMB360.9 million to the Target Company; and (iii) Fujian Sinco shall provide the advance of RMB50 million to the representatives, which hold 26% equity interests (the “Representatives”) in the through the Target Company. On the same date, Fujian Sinco and Grand International entered into the Memorandum with Zhongnan Jiafeng, Chongfeng Real Estate and the Representatives in relation to certain matters regarding the cooperation for the Land Parcels. Upon completion of the Capital Contribution, the Group will be interested in the Target Company of 37%.

The principal assets of the Target Company are three parcels of land located at the south of Zhenghe Jiu Road, the west of Tai'an Road, the east of Taiping Road and the north of Zhenghe Lu Road, Fengdong New Town, Xixian District, Xi'an with a total site area of approximately 182,646 square metres for residential and commercial uses and the total construction GFA would be approximately 625,630 square metres (the “Land Parcels”). The portion of the Land Parcels for residential purpose has a land use rights of 70 years while the portion of the Land Parcels for commercial purpose has a land use rights of 40 years.

### 業務回顧 (續)

#### 本期間重大事項

##### (i) 有關西安物業發展項目之主要交易

於二零一八年八月九日，福建先科實業有限公司（「福建先科」）及廣大國際發展有限公司（「廣大國際」）（均為本公司之全資附屬公司）與西安崇豐置業有限公司（本集團之獨立第三方）訂立合作協議（「合作協議」），據此，（其中包括）(i) 福建先科及廣大國際須以現金向西安智晟達置業有限公司（「西安智晟達」或「目標公司」）分別注資人民幣6,200,000元及30,000,000美元（相當於人民幣201,000,000元）；(ii) 福建先科及廣大國際須向目標公司提供股東貸款人民幣360,900,000元；及(iii) 福建先科須透過目標公司向持有目標公司26%股權之該等代表（「該等代表」）提供貸款人民幣50,000,000元。於同日，福建先科及廣大國際與中南嘉豐、崇豐置業及該等代表就若干有關該等地塊之合作之事宜訂立備忘錄。於注資完成後，本集團將擁有目標公司37%權益。

目標公司之主要資產為位於西安市西咸區灃東新城征和九路南、泰安路西、太平路東及征和六路北之三幅地塊，總地盤面積約為182,646平方米，作住宅及商業用途，且總建設建築面積將約為625,630平方米（「該等地塊」）。作住宅用途之部分地塊擁有70年之土地使用權，而作商業用途之部分地塊擁有40年之土地使用權。



# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (continued)

#### Significant events during the Period (continued)

##### (i) Major Transaction in Relation to A Property Development Project in Xi'an (continued)

According to the latest development proposal of the Land Parcels, the Land Parcels are planned to be developed into a mixed property development project, with a total construction gross floor area of approximately 418,830 square metres for commercial and residential uses, and a total construction gross floor area of approximately 206,800 square metres for ancillary facilities, including carpark. The construction of Nan Mei Commodity Trading Centre Phases 1 and 2 (南美商品貿易中心項目一、二期) is scheduled to commence by the end of 2018 and complete by December 2021. The construction of Nan Mei Commodity Trading Centre Phase 3 (南美商品貿易中心項目三期) is scheduled to commence in the second or third quarter of 2019.

On 28 September 2018, the Group paid up the registered capital in the aggregate amount of RMB207.2 million in full and, the Group is interested in the Xi'an Zhichengda as to 37%. The interests in Xi'an Zhichengda is accounted for as an associate in the financial statements of the Group.

Further details are set out in the announcement of the Company dated 9 August 2018 and the circular of the Company dated 21 December 2018.

##### (ii) Very Substantial Acquisition and Connected Transaction – Acquisition of the Entire Issued Share Capital of All Excel Industries Limited (“All Excel”) Involving Issue of Consideration Shares and Convertible Bonds Under Specific Mandate

Reference is made to the announcement (the “Announcement”) of the Company dated 21 September 2018. Capitalised terms used in this report have the same meanings as defined in the Announcement unless the context requires otherwise.

### 業務回顧 (續)

#### 本期間重大事項 (續)

##### (i) 有關西安物業發展項目之主要交易 (續)

根據該等地塊之最新發展計劃，該等地塊擬發展為綜合物業發展項目，總建設建築面積約418,830平方米作商業及住宅用途及總建設建築面積約206,800平方米用於配套設施（包括停車場）。南美商品貿易中心項目一、二期建設計劃於二零一八年底開始及於二零二一年十二月前完工。南美商品貿易中心項目三期建設計劃於二零一九年第二或第三季度開始。

於二零一八年九月二十八日，本集團已悉數繳足註冊資金總額人民幣207,200,000元，及本集團於西安智晟達擁有37%權益。於西安智晟達之權益作為聯營公司於本集團之財務報表入賬。

進一步詳情載列於本公司日期二零一八年八月九日之公告及本公司日期為二零一八年十二月二十一日之通函。

##### (ii) 非常重大收購事項及關連交易 – 收購全盛實業有限公司（「全盛」）之全部已發行股本，涉及根據特別授權發行代價股份及可換股債券

茲提述本公司日期為二零一八年九月二十一日之公告（「該公告」）。除文義另有規定者外，本報告內所用之專有詞彙具有該公告內界定之相同涵義。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (continued)

#### Significant events during the Period (continued)

#### (ii) **Very Substantial Acquisition and Connected Transaction – Acquisition of the Entire Issued Share Capital of All Excel Industries Limited (“All Excel”) Involving Issue of Consideration Shares and Convertible Bonds Under Specific Mandate** (continued)

On 21 September 2018, Grand Supreme Limited (“Grand Supreme”), a wholly-owned subsidiary of the Company (as purchaser), Primary Partner International Limited (“Primary Partner”), a company incorporated in the British Virgin Islands with limited liability which is wholly held by Mr. Guo Jiadi (“Mr. Guo”), a director and controlling shareholder of the Company (as vendor) and Mr. Guo (as guarantor) entered into the Agreement, pursuant to which Grand Supreme has conditionally agreed to acquire, and Primary Partner has conditionally agreed to sell the Target Share at the Consideration of HK\$1,500 million, which shall be satisfied as to HK\$200 million by way of cash, as to HK\$600 million by way of the issue of the Promissory Note, as to HK\$200 million by the issue of the Consideration Shares and as to HK\$500 million by the issue of the Convertible Bonds, and the Guarantor has conditionally agreed to guarantee the performance by Primary Partner of its obligations thereunder.

The Target Share represents the entire issued share capital in All Excel, which indirectly holds the entire equity interest in Fuzhou Gaojia which in turn through its subsidiaries owns the Properties. The substance of the Acquisition is the principal property assets held by the Target Group, comprising (i) the Shanghai Property Project; (ii) the Fujian Property Project; (iii) the Baoji Property Project and (iv) the Jilin Property Project.

The Properties have a total GFA of approximately 1,378,750 sq.m., comprising residential area of approximately 633,431 sq.m., office/hotel area of approximately 236,552 sq.m., retail area of approximately 231,209 sq.m., and carparks and others of approximately 277,558 sq.m., representing approximately 45.9%, 17.2%, 16.8% and 20.1% of the total GFA of the Properties respectively.

### 業務回顧 (續)

#### 本期間重大事項 (續)

#### (ii) **非常重大收購事項及關連交易 – 收購全盛實業有限公司 (「全盛」) 之全部已發行股本，涉及根據特別授權發行代價股份及可換股債券 (續)**

於二零一八年九月二十一日，本公司之全資附屬公司 Grand Supreme Limited (「Grand Supreme」) (作為買方)、Primary Partner International Limited (「Primary Partner」，為一間於英屬處女群島註冊成立之有限公司，且由本公司董事兼控股股東郭加迪先生 (「郭先生」) 全資擁有) (作為賣方) 及郭先生 (作為擔保人) 訂立協議，據此 Grand Supreme 已有條件同意收購及 Primary Partner 已有條件同意出售目標股份，代價為 1,500,000,000 港元，其中 200,000,000 港元將通過現金支付，600,000,000 港元將通過發行承兌票據支付，200,000,000 港元將通過發行代價股份支付及 500,000,000 港元將通過發行可換股債券支付，以及擔保人已有條件同意擔保 Primary Partner 履行其於協議項下的責任。

目標股份為全盛之全部已發行股本，而全盛間接持有福州高佳之全部股權，而後者透過其附屬公司持有該等物業。收購事項之主體為目標集團持有之主要物業資產，包括 (i) 上海物業項目；(ii) 福建物業項目；(iii) 寶雞物業項目及 (iv) 吉林物業項目。

該等物業之總建築面積約 1,378,750 平方米，包括住宅面積約 633,431 平方米、辦公／酒店面積約 236,552 平方米、零售區面積約 231,209 平方米，以及停車場及其他約 277,558 平方米，分別佔該等物業總建築面積之約 45.9%、17.2%、16.8% 及 20.1%。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (continued)

#### Significant events during the Period (continued)

**(ii) Very Substantial Acquisition and Connected Transaction – Acquisition of the Entire Issued Share Capital of All Excel Industries Limited (“All Excel”) Involving Issue of Consideration Shares and Convertible Bonds Under Specific Mandate (continued)**

The Acquisition was approved at the Company’s special general meeting held on 16 January 2019 and completed on 30 January 2019. Upon the completion of Acquisition, All Excel has become an indirect wholly-owned subsidiary of the Company and the financial results of the Target Group will be consolidated into the financial statements of the Group.

Further details are set out in the announcement of the Company dated 21 September 2018, 16 January 2019 and 30 January 2019 and the circular of the Company dated 26 December 2018.

**(iii) Investment in coal bed methane project in Sundo Gas Limited**

On 19 February 2016, the Company as subscriber, Sundo Gas Limited (“Sundo Gas”) as issuer and Mr. Zhong Changming (“Mr. Zhong”) entered into a subscription agreement (the “Subscription Agreement”), pursuant to whom the Company has conditionally agreed to subscribe for the redeemable exchangeable bonds (the “Exchangeable Bonds”) in the aggregate principal amount of HK\$133.3 million with 20% interest rate per annum, and a pledge of not less than 36.7% equity interests in Jiangsu Guosheng Hengtai Energy Development Co., Ltd (“Jiangsu Guosheng”) shall be given in favour of Fujian Sinco as security for the Exchangeable Bonds.

### 業務回顧 (續)

#### 本期間重大事項 (續)

**(ii) 非常重大收購事項及關連交易 – 收購全盛實業有限公司 (「全盛」) 之全部已發行股本，涉及根據特別授權發行代價股份及可換股債券 (續)**

收購事項已於本公司於二零一九年一月十六日舉行之股東特別大會上通過，且已於二零一九年一月三十日完成。於收購事項完成後，全盛將成為本公司之間接全資附屬公司及目標集團之財務報表將綜合至本集團之財務報表。

進一步詳情載於本公司日期二零一八年九月二十一日、二零一九年一月十六日及二零一九年一月三十日之公告及本公司日期為二零一八年十二月二十六日之通函。

**(iii) 於 Sundo Gas Limited 投資煤層氣項目**

於二零一六年二月十九日，本公司（作為認購人）、Sundo Gas Limited（「Sundo Gas」，作為發行人）及鐘長鳴先生（「鐘先生」）訂立一份認購協議（「認購協議」），據此，本公司已有條件同意自認購本金總額 133,300,000 港元年利率 20% 之可贖回可交換債券（「可交換債券」），而須將江蘇國盛恒泰能源發展有限公司（「江蘇國盛」）的不少於 36.7% 股權質押予福建先科，作為債券的抵押。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (continued)

#### Significant events during the Period (continued)

##### (iii) Investment in coal bed methane project in Sundo Gas Limited (continued)

The Exchangeable Bonds can exchange for in aggregate up to a maximum of 123,934 shares in UC Energy, which is a subsidiary of Sundo Gas, upon the occurrence of an initial public offering and listing of and permission to deal in shares of UC Energy on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") or such other internationally recognized investment exchange of the same or higher international standing at the exchange price of approximately US\$138.76 per share in the capital of UC Energy, representing 18.5% of the issued ordinary shares of UC Energy at the subscription date.

The subscription of the Exchangeable Bonds was completed on 13 October 2016 and then matured on 29 October 2017. Sundo Gas however failed to redeem the Exchangeable Bonds and pay to the Company outstanding principal amount thereunder in the aggregate sum of HK\$123.8 million (equivalent to RMB110 million) as at 27 November 2018.

On 27 November 2018, Fujian Sinco entered into a loan agreement with Shannan Tianyuan Investment Centre and Shannan Shenyuan Investment Centre (collectively, the "Borrowers"), pursuant to which the Fujian Sinco has agreed to lend to the Borrowers the loan in the principal amount of up to RMB110 million (the "Loan") at interest of 20% per annum for a term of 18 months (the "Loan Agreement"). On the same date, the Company, Sundo Gas and Mr. Zhong entered into a confirmation letter that upon entering into of the Loan Agreement, Sundo Gas and Mr. Zhong shall not have further obligations to repay the outstanding principal amount of the Exchangeable Bonds (to the extent equivalent to the principal amount of the Loan). The Loan is in effect an extension of the principal amount provided to Sundo Gas by the Group under the Exchangeable Bonds. the repayment obligations of the Borrowers under the Loan Agreement are secured by the pledge of 98.12% equity interest in Jiangsu Guosheng. In addition, Mr. Zhong agreed to grant an irrevocable joint liability guarantee in favour of the Fujian Sinco for a term of two years commencing from the expiry date of the term of the Loan Agreement.

### 業務回顧 (續)

#### 本期間重大事項 (續)

##### (iii) 於Sundo Gas Limited投資煤層氣項目 (續)

在UC Energy (Sundo Gas之附屬公司) 股份首次公開發售及可在香港聯合交易所有限公司(「香港聯交所」) (或其他具有相同或更高國際地位的國際認可投資交易所) 上市及買賣後, 可交換債券合共可交換最多123,934股UC Energy股份, 交易價為UC Energy資本每股約138.76美元, 相當於UC Energy於認購日期已發行普通股之18.5%。

認購可交換債券已於二零一六年十月十三日完成, 且隨後於二零一七年十月二十九日到期。然而, 截至二零一八年十一月二十七日, Sundo Gas仍未能贖回可交換債券及向本公司支付未償還本金總額123,800,000港元(相當於人民幣110,000,000元)。

於二零一八年十一月二十七日, 福建先科與山南天源投資中心及山南盛源投資中心(統稱為「借款方」) 訂立借款協議, 據此, 福建先科已同意借予借款方本金額最多人民幣110,000,000元按年利率20%計息之借款(「借款」), 為期十八個月(「借款協議」)。於同日, 本公司、Sundo Gas及鐘先生訂立確認函, 確認於訂立借款協議後, Sundo Gas及鐘先生並無進一步責任以償還可交換債券之尚未支付本金額(以相等於借款之本金額為限)。借款實際上為本集團根據可交換債券向Sundo Gas提供之本金之延期。借款方於借款協議項下之還款責任以質押江蘇國盛之98.12%股權作擔保。此外, 鐘先生同意授予一項以福建先科為受益人之不可撤銷連帶責任保證, 期限為自借款協議期限屆滿日期起兩年。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (continued)

#### Significant events during the Period (continued)

##### (iii) Investment in coal bed methane project in Sundo Gas Limited (continued)

Further details are set out in the announcements of the Company dated 24 August 2015, 29 December 2015, 19 February 2016, 14 June 2016, 13 October 2016 and 27 November 2018 and note 24 to the consolidated financial statements.

### OUTLOOK

Going forward, Sino-US trade disputes and Brexit are likely to cloud the global economic sentiment. However, the Group is confident to the future development of the PRC economy arising from China's further opening-up and reforms over the long term. The Group is also positive in the PRC government's "One Belt One Road" initiative which is important to accelerate the development of the domestic economic system of China.

As the capital of China's Shaanxi province, Xi'an is one of the three international metropolises and the 9th Regional Central City of China designated by China's central government. Besides, Xi'an is a transport hub and open frontier. It is an important fulcrum city on the "One Belt One Road" initiative, and the central city in the west of the China section of the New Eurasian Continental Bridge. Fujian is not only the main starting point of the ancient maritime Silk Road, but is a core area of the "21st Century Maritime Silk Road" on the "One Belt One Road" initiative. This should support and provide the new business opportunities and we anticipate the economy in both Xian and Fujian will continue to generate sustained growth. The Group will continue to deepen its development projects in Shaanxi province and Fujian province, and we will strategically expand our geographical coverage, enhance our regional and provincial penetrations in the PRC real estate market.

In a view of creating the maximum value for customers, shareholders, employees and society, the Group will continue to drive the diversified channels for the land acquisition and proactively look into various opportunities in the property investment sector to expand its operating scale for continuous development and accomplish sustainable growth in the years ahead.

### 業務回顧 (續)

#### 本期間重大事項 (續)

##### (iii) 於Sundo Gas Limited投資煤層氣項目 (續)

進一步詳情載於本公司日期為二零一五年八月二十四日、二零一五年十二月二十九日、二零一六年二月十九日、二零一六年六月十四日、二零一六年十月十三日及二零一八年十一月二十七日之公告以及綜合財務報表附註24。

### 展望

展望未來，中美貿易糾紛及英國脫歐可能令全球經濟氣氛陰雲密布。然而，基於中國長期深化改革及開放，本集團對中國未來經濟發展充滿信心。本集團亦積極參與中國政府的「一帶一路」倡議，其對加快中國國內經濟體系發展至關重要。

作為中國陝西省省會，西安是中國中央政府指定之三個國際化大都市之一及全國第九個國家中心城市。此外，西安是交通樞紐及開放前沿。其是「一帶一路」倡議之重要支點城市，亦是新歐亞大陸橋中國段西部之中心城市。福建不僅是古代海上絲綢之路的主要起點，亦是「一帶一路」倡議下「21世紀海上絲綢之路」之核心區域，這應該有助於支撐及促進新的商機，我們預計西安及福建的經濟均將持續增長。本集團將繼續深化於陝西省及福建省之發展項目，並將戰略性地擴大我們的地域覆蓋範圍，加強我們在中國房地產市場之區域及省域滲透。

基於為客戶、股東、員工及社會創造最大價值，本集團將繼續推動多元化土地收購管道，積極探索物業投資領域之各種機遇，以擴大經營規模，持續發展，並在未來幾年實現可持續增長。

# Management Discussion and Analysis

## 管理層討論及分析

### OPERATING RESULTS AND FINANCIAL REVIEW

#### Revenue

The Group's revenue is primarily revenue from sales of properties and rental income, property management and related fee income, which contributed approximately 30.4% and 69.6% respectively of the revenue for the nine months ended 31 December 2018. The Group's revenue decreased from approximately HK\$707.7 million for the year ended 31 March 2018 to approximately HK\$149.8 million for the nine months ended 31 December 2018. This decrease was primarily due to the decrease in revenue from sales of properties. The table below sets forth the breakdown of the Group's revenue by operating segment as indicated:

### 營運業績及財務回顧

#### 收益

本集團之收益主要是物業銷售收入和租金收入、物業管理及相關費用收入，分別佔截至二零一八年十二月三十一日止九個月之收益約30.4%及69.6%。本集團之收益由截至二零一八年三月三十一日止年度之約707,700,000港元減少至截至二零一八年十二月三十一日止九個月之約149,800,000港元。減少主要由於銷售物業收益減少。下表載列按經營分部劃分之本集團收入明細：

		For the nine months ended 31 December 2018		For the year ended 31 March 2018	
		截至二零一八年 十二月三十一日止九個月		截至二零一八年 三月三十一日止年度	
		HK\$'000	%	HK\$'000	%
		千港元		千港元	
Revenue from sales of properties	物業銷售收入	45,598	30.4	594,250	84.0
Rental income and property management and related fee income	租金收入以及物業管理及 相關費用收入	104,238	69.6	113,444	16.0
		<b>149,836</b>	<b>100.0</b>	707,694	100.0

# Management Discussion and Analysis

## 管理層討論及分析

### OPERATING RESULTS AND FINANCIAL REVIEW (continued)

#### Revenue from sales of properties

The Group's revenue from sales of properties decreased to approximately HK\$45.6 million for the nine months ended 31 December 2018 (year ended 31 March 2018: approximately HK\$594.3 million).

The table below summarises the revenue from sales of properties for the nine months ended 31 December 2018:

Location	Property projects	Type	Sales revenue HK\$'000	GFA sold (sq.m)	Average price per sq.m HK\$/sq.m (Note) 每平方米 平均售價 港元/平方米 (附註)	Percentage of total sales amount
地點	物業項目	項目類型	銷售收益 (千港元)	已售建築 面積 (平方米)		佔總銷售額 百分比
Fuzhou City, Fujian Province 福建省福州市	Fuzhou Sandi Chuangfu Plaza 福州三迪創富廣場	Commercial/office 商業/辦公	23,350	2,078	11,237	51.2
Xian City, Shaanxi Province 陝西省西安市	Qujiang Xiangsong Fengdan • Xian Sandi 西安三迪 • 曲江香頌楓丹 - Phase 1 - 第1期	Residential/ Commercial 住宅/商業	22,248	1,202	18,509	48.8
Total 總計			45,598	3,280	13,902	100.0

Note:

The calculation of average price per sq.m is based on the sales revenue after the deduction of business/value-added tax and other surcharges/taxes.

#### Rental income and property management and related fee income

Revenue for the nine months ended 31 December 2018 includes the rental income and property management and related fee income in amount aggregate to approximately HK\$104.2 million (year ended 31 March 2018: approximately HK\$113.4 million), representing a decrease of approximately HK\$9.2 million compared with last year.

### 營運業績及財務回顧 (續)

#### 物業銷售收益

截至二零一八年十二月三十一日止九個月，本集團物業銷售收益減少至約45,600,000港元（截至二零一八年三月三十一日止年度：約594,300,000港元）。

下表概述截至二零一八年十二月三十一日止九個月之物業銷售收益：

附註：

每平方米平均售價是基於已扣除營業稅/增值稅及其他附加稅項之銷售收益總額計算。

#### 租金收入以及物業管理及相關費用收入

截至二零一八年十二月三十一日止九個月之收益包括租金收入以及物業管理及相關費用收入總額約104,200,000港元（截至二零一八年三月三十一日止年度：約113,400,000港元），較去年減少約9,200,000港元。

# Management Discussion and Analysis

## 管理層討論及分析

### OPERATING RESULTS AND FINANCIAL REVIEW *(continued)*

#### Cost of properties sales

The Group's cost of properties sales decreased to approximately HK\$37.2 million for the nine months ended 31 December 2018 (year ended 31 March 2018: approximately HK\$366.3 million). The decrease was primarily attributable to the decrease in the total GFA of properties delivered during the Period.

#### Change in fair value on investment properties

For the nine months ended 31 December 2018, the Group recognised net fair value loss of approximately HK\$1.1 million on its investment properties (year ended 31 March 2018: net fair value gain of approximately HK\$2.8 million).

#### Other gains and losses

Other gains and losses for the Period represented net exchange loss of approximately HK\$26.3 million arising from the depreciation in Renminbi during the Period (year ended 31 March 2018: net exchange gain of approximately HK\$25.2 million).

#### Other expenses

The Group's other expenses for the nine months ended 31 December 2018 amounted to approximately HK\$57.9 million (year ended 31 March 2018: approximately HK\$91.3 million), representing a decrease of approximately HK\$33.4 million.

The fall was mainly attributable to the decrease in sales commission of approximately HK\$44.6 million paid for properties contracts which were previously expensed when incurred. As a result of application of Hong Kong Financial Reporting Standard 15 Revenue from Contract with Customers during the Period, sales commission are now required to capitalise as contract costs and only charged to profit or loss when the revenue from the related sale is recognised. However, the decrease is partially offset by the increase in legal and professional fee of approximately HK\$5.5 million mainly incurred for the major acquisition and very substantial acquisition undergone during the Period. Further details of the other expenses are set out in note 8(b) to the consolidated financial statements.

### 營運業績及財務回顧 (續)

#### 物業銷售成本

本集團於截至二零一八年十二月三十一日止九個月之物業銷售成本減少至約37,200,000港元(截至二零一八年三月三十一日止年度:約366,300,000港元)。減少主要由於本期間內交付物業之總建築面積減少。

#### 投資物業之公平值變動

截至二零一八年十二月三十一日止九個月,本集團確認投資物業的公平值收益虧損約1,100,000港元(截至二零一八年三月三十一日止年度:公平值收益淨額約2,800,000港元)。

#### 其他收益及虧損

本期間之其他收益及虧損指匯兌虧損淨額約26,300,000港元,產生自期內人民幣貶值(截至二零一八年三月三十一日止年度:匯兌收益淨額約25,200,000港元)。

#### 其他開支

本集團於截至二零一八年十二月三十一日止九個月之其他開支約為57,900,000港元(截至二零一八年三月三十一日止年度:約91,300,000港元),相當於減少約33,400,000港元。

該下跌主要是由於支付物業合約的銷售佣金減少約44,600,000港元,而該等金額先前已於產生時支銷。由於本期間應用香港財務報告準則第15號來自客戶合約之收益,現時要求銷售佣金資本化作為合約成本,並且僅在確認相關銷售收入時計入損益。然而,該減少部分被法律及專業費用增加約5,500,000港元所抵銷,主要因本期間之主要收購及非常重大收購事項所致。其他開支的進一步詳情載於綜合財務報表附註8(b)。



# Management Discussion and Analysis

## 管理層討論及分析

### OPERATING RESULTS AND FINANCIAL REVIEW (continued)

#### Finance costs

Finance costs consist of interest expenses on bank borrowings, bonds payable and contract liabilities. The finance costs amounted to approximately HK\$34.6 million (year ended 31 March 2018: approximately HK\$54.2 million) for the nine months ended 31 December 2018, decreased by approximately HK\$19.6 million or 36.1% compared with last year. The decrease in finance costs was mainly due to the decrease in interest on bank borrowings.

#### Income tax expense

Income tax expense mainly comprises the PRC enterprise income tax and land appreciation tax amounted to approximately HK\$24.6 million for the nine months ended 31 December 2018 (year ended 31 March 2018: approximately HK\$91.0 million). The substantial fall was represented by the decrease of PRC enterprise income tax and land appreciation tax which was mainly attributable to the decreasing sales of properties recognised during the nine months ended 31 December 2018.

#### Investments in securities

Equity securities listed in Hong Kong, at fair value

The above equity securities are classified as financial assets at FVTPL (31 March 2018: investments held for trading) in the consolidated financial statements as they have been acquired principally for the purpose of selling in the near term.

### 營運業績及財務回顧 (續)

#### 融資成本

融資成本包括銀行借貸、應付債券及合約負債之利息支出。截至二零一八年十二月三十一日止九個月之融資成本約34,600,000港元(截至二零一八年三月三十一日止年度:約54,200,000港元),較去年減少約19,600,000港元或36.1%。融資成本減少主要由於銀行借貸利息減少所致。

#### 所得稅開支

截至二零一八年十二月三十一日止九個月,所得稅開支主要包括中國企業所得稅及土地增值稅約24,600,000港元(截至二零一八年三月三十一日止年度:約91,000,000港元)。大幅減少乃主要由於截至二零一八年十二月三十一日止九個月確認之物業銷售減少所致。

#### 證券投資

As at 31 December 2018 HK\$'000 於二零一八年 十二月 三十一日 千港元	As at 31 March 2018 HK\$'000 於二零一八年 三月 三十一日 千港元
69,006	125,745

上述股本及債務證券於綜合財務報表內分類為按公平值計入損益之財務資產(二零一八年三月三十一日:持作買賣投資),原因為其收購目的主要為於短期內出售。

# Management Discussion and Analysis

## 管理層討論及分析

### OPERATING RESULTS AND FINANCIAL REVIEW (continued)

#### Investments in securities (continued)

The carrying amount of the investments held for trading are equal to its fair values, which have been determined by reference to the quoted market bid prices available on the Hong Kong Stock Exchange. During the nine months ended 31 December 2018, the Group has recorded a net unrealised fair value loss of approximately HK\$56.7 million (year ended 31 March 2018: a net unrealised fair value gain of approximately HK\$21.0 million and, net realised gain on disposal of approximately HK\$0.6 million).

As at 31 December 2018, the investments held for trading represented an investment portfolio comprising 4 equity securities listed in Hong Kong. All of them are securities listed on the Main Board of the Hong Kong Stock Exchange. There were no significant acquisitions or disposals of the equity securities during the nine months ended 31 December 2018.

The Group's equity securities were represented as follows:

### 營運業績及財務回顧 (續)

#### 證券投資 (續)

持作買賣投資之賬面值等於其公平值，其參考香港聯交所報市場出價釐定。截至二零一八年十二月三十一日止九個月，本集團錄得未變現公平值虧損淨額約56,700,000港元（截至二零一八年三月三十一日止年度：出售未變現公平值收益淨額約21,000,000港元及已變現收益淨額約600,000港元）。

於二零一八年十二月三十一日，持作買賣投資為投資組合，包括4項香港上市股本證券。其全部均為香港聯交所主板上市證券。截至二零一八年十二月三十一日止九個月，概無重大收購或出售股本證券。

本集團持作買賣投資情況如下：

Company name/(Stock code) 公司名稱/(股份代號)	Note 附註	Percentage of shareholdings at 31 December 2018 於二零一八年十二月三十一日之股權百分比	Unrealised fair value gain (loss) for the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月之未變現公平值收益(虧損)	Dividend income for the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月之股息收入	Fair value at 31 December 2018 於二零一八年十二月三十一日之公平值	Percentage of total held for trading at 31 December 2018 於二零一八年十二月三十一日持作買賣投資總額百分比	Percentage of total assets of the Group at 31 December 2018 於二零一八年十二月三十一日佔本集團總資產百分比
Kingston Financial Group Limited (1031)	金利豐金融集團有限公司(1031)	a	(52,740)	639	59,453	86.2	0.8
Others	其他	b	(3,999)	-	9,553	13.8	0.1
			(56,739)	639	69,006	100.0	0.9

# Management Discussion and Analysis

## 管理層討論及分析

### OPERATING RESULTS AND FINANCIAL REVIEW *(continued)*

#### Investments in securities *(continued)*

Notes:

- (a) Kingston Financial Group Limited (“Kingston Financial”) is principally engaged in the provision of a wide range of financial services which include securities brokerage, underwriting and placements, margin and initial public offering financing, corporate finance advisory services, futures brokerage and asset management services. Kingston Financial also provides gaming and hospitality services in Macau.
- (b) None of these investments represented more than 1% of the total assets of the Group as at 31 December 2018.

### LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2018, the Group had bank borrowings of approximately HK\$736.6 million denominated in RMB (31 March 2018: approximately HK\$1,230.1 million denominated in RMB) and other debts comprising bonds payable in total amount to approximately HK\$10.7 million (31 March 2018: approximately HK\$10.3 million). As at 31 December 2018 and 31 March 2018, all bank borrowings were secured with fixed interest rate. The bank borrowings with maturities falling due within one year, in the second year, in the third to the fifth year, over five years amounted to HK\$136.3 million and HK\$82.2 million, HK\$301.3 million and HK\$216.8 million respectively (31 March 2018: HK\$184.6 million, HK\$243.2 million, HK\$444.2 million and HK\$358.1 million respectively). Further details of the bank borrowings and bonds payable are set out in note 28 and 31 respectively to the consolidated financial statements.

As at 31 December 2018, the Group had cash and cash equivalents of approximately HK\$149.1 million (31 March 2018: approximately HK\$201.6 million) which were mainly denominated in HK\$ and RMB.

### 營運業績及財務回顧 *(續)*

#### 證券投資 *(續)*

附註：

- (a) 金利豐金融集團有限公司(「金利豐金融」)主要業務為提供全面金融服務，包括證券經紀、包銷及配售、保證金及首次公開發售融資、企業財務顧問服務、期貨經紀及資產管理服務。金利豐金融亦在澳門提供博彩及酒店服務。
- (b) 於二零一八年十二月三十一日，概無該等投資佔本集團總資產1%以上。

### 流動資金及財務資源

於二零一八年十二月三十一日，本集團之銀行借貸約736,600,000港元，以人民幣計值(二零一八年三月三十一日：約1,230,100,000港元，以人民幣計值)，及其他債務包括應付債券總額約為10,700,000港元(二零一八年三月三十一日：約10,300,000港元)。於二零一八年十二月三十一日及二零一八年三月三十一日，所有銀行借貸均有抵押及固定利率。將於1年內、於第2年、於第3至第5年及5年以上到期之銀行借貸金額分別為136,300,000港元、82,200,000港元、301,300,000港元及216,800,000港元(二零一八年三月三十一日：分別為184,600,000港元、243,200,000港元、444,200,000港元及358,100,000港元)。有關銀行借貸及應付債券的詳情分別載於綜合財務報表附註28及31。

於二零一八年十二月三十一日，本集團有現金及現金等值約149,100,000港元(二零一八年三月三十一日：約201,600,000港元)，其主要以港元及人民幣計值。

# Management Discussion and Analysis

## 管理層討論及分析

### LIQUIDITY AND FINANCIAL RESOURCES (continued)

As at 31 December 2018, the gearing ratio for the Group was approximately 19.0% (31 March 2018: approximately 30.2%), calculated based on the net debts (comprising bank borrowings and bonds payable less cash and cash equivalent) of approximately HK\$598.2 million (31 March 2018: approximately HK\$1,038.8 million) over the total equity of approximately HK\$3,144.9 million (31 March 2018: approximately HK\$3,436.1 million). The debt ratio was approximately 59.3% (31 March 2018: approximately 52.5%), calculated as total liabilities over total assets of the Group.

The Group's current available liquidity resources are sufficient to meet its capital commitments. As at 31 December 2018, the Group's net current assets amounted to approximately HK\$0.4 million (31 March 2018: approximately HK\$839.3 million). The Group's current ratio, being percentage of its current assets and its current liabilities, amounted to approximately 100.0% (31 March 2018: approximately 142.2%).

The Group continued to adopt a prudent funding and treasury policy to manage its liquidity needs. The objective is to maintain adequate funds for financing working capital and capture investment opportunities as and when they become available. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt.

### CAPITAL STRUCTURE

The capital structure of the Group and fund raising activities during the nine months ended 31 December 2018 are summarised as follows:

#### (i) Bank borrowings

As at 31 December 2018, the Group had bank borrowings of approximately HK\$736.6 million (31 March 2018: approximately HK\$1,230.1 million), of which approximately HK\$136.3 million are repayable within one year and the remaining HK\$600.2 million are repayable beyond one year. The Group's bank borrowings bears interest rates ranging from approximately 5.70% to 5.88% per annum. All the bank borrowings were denominated in RMB.

### 流動資金及財務資源 (續)

於二零一八年十二月三十一日，本集團按淨債務（包括銀行借貸以及應付債券減現金及現金等值）約598,200,000港元（二零一八年三月三十一日：約1,038,800,000港元）除以權益總額約3,144,900,000港元（二零一八年十二月三十一日：約3,436,100,000港元）計算之負債比率約為19.0%（二零一八年三月三十一日：約30.2%）。按本集團負債總額除以資產總額計算，債務比率約為59.3%（二零一八年三月三十一日：約52.5%）。

本集團現時可動用之流動資金足以應付資本承擔所需。於二零一八年十二月三十一日，本集團之流動資產淨值約為400,000港元（二零一八年三月三十一日：約839,300,000港元）。本集團之流動比率（即流動資產與流動負債之百分比）為約100.0%（二零一八年三月三十一日：約142.2%）。

本集團繼續採取審慎融資及庫務政策管理其流動資金需要。目標為保持有充裕資金應付營運資金所需，以及於機會來臨時把握投資良機。為維持或調整資本架構，本集團可能會調整支付予股東之股息金額，發行新股份或出售資產以降低債務。

### 資本架構

截至二零一八年十二月三十一日止九個月，本集團的資本架構及集資活動概述如下：

#### (i) 銀行借貸

於二零一八年十二月三十一日，本集團之銀行借貸約為736,600,000港元（二零一八年三月三十一日：約1,230,100,000港元），其中約136,300,000港元須於一年內償還，其餘600,200,000港元須於一年後償還。本集團之銀行借貸按年利率約5.70厘至5.88厘計息。所有銀行借貸以人民幣計值。

# Management Discussion and Analysis

## 管理層討論及分析

### CAPITAL STRUCTURE (continued)

#### (i) Bank borrowings (continued)

At 31 December 2018, the Group's bank borrowings were secured by the Group's investment properties with carrying amount of approximately HK\$3,569.2 million (31 March 2018: approximately HK\$3,953.0 million); rental proceeds over the investment property; Group's land use right and properties under development with carrying amount of approximately HK\$358.1 million (31 March 2018: approximately HK\$358.2 million); Group's properties under development for sale and properties held for sale with carrying amount of approximately HK\$34.0 million (31 March 2018: approximately HK\$1,249.2 million); corporate guarantees for the bank loan with principal amount of approximately HK\$676.9 million (31 March 2018: approximately HK\$814.9 million) executed by the Company; corporate guarantees for the bank loan with principal amount of approximately HK\$59.7 million (31 March 2018: approximately HK\$287.3 million) executed by Fuzhou Gaojia Real Property Development Company Limited, which is beneficially owned by Mr. Guo Jiadi, director of the Company; corporate guarantees for the bank loan with principal amount of approximately HK\$59.7 million (31 March 2018: approximately HK\$127.9 million) executed by Guoshi Investment Group Co. Limited ("Guoshi Investment"), which is ultimately owned by Mr. Guo Jiadi, director of the Company; and personal guarantees for the bank loan with principal amount of approximately HK\$736.6 million (31 March 2018: approximately HK\$1,230.1 million) executed by Mr. Guo Jiadi, a director of the Company, and Ms. Shen Bizhen, the spouse of Mr. Guo Jiadi.

### 資本架構 (續)

#### (i) 銀行借貸 (續)

於二零一八年十二月三十一日，本集團之銀行借貸以本集團賬面值約3,569,200,000港元（二零一八年三月三十一日：約3,953,000,000港元）之投資物業；投資物業租金所得款項；本集團賬面值約358,100,000港元（二零一八年三月三十一日：約358,200,000港元）之土地使用權及發展中物業；本集團賬面值約34,000,000港元（二零一八年三月三十一日：約1,249,200,000港元）之待售發展中物業及持作出售物業；本公司就本金約676,900,000港元（二零一八年三月三十一日：約814,900,000港元）之銀行貸款簽立的企業擔保；福州高佳房地產開發有限公司（由本公司董事郭加迪先生實益擁有）就本金約59,700,000港元（二零一八年三月三十一日：約287,300,000港元）之銀行貸款簽立的企業擔保；郭氏投資集團有限公司（「郭氏投資」）（由本公司董事郭加迪先生最終擁有）就本金約59,700,000港元（二零一八年三月三十一日：約127,900,000港元）之銀行貸款簽立的企業擔保；及本公司董事郭加迪先生及郭加迪先生配偶沈碧珍女士就本金約736,600,000港元（二零一八年三月三十一日：約1,230,100,000港元）之銀行貸款簽立的個人擔保作抵押。

# Management Discussion and Analysis

## 管理層討論及分析

### CAPITAL STRUCTURE *(continued)*

#### (ii) Bonds payable

As at 31 December 2018 and 31 March 2018, the Company had a 4-year 7% coupon bonds with principal amount to HK\$11 million (the “7% Coupon Bonds”) to certain independent third parties. The 7% Coupon Bonds are denominated in HK\$. Interest is payable semiannually and the principal will be repaid when the 7% Coupon Bonds fall due on 23 July 2019. There is no early redemption of the 7% Coupon Bonds neither by the Company nor the 7% Coupon Bonds holders during the nine months ended 31 December 2018.

### MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Save as set forth in the section headed “Business Review – Significant events during the Period (i) Major Transaction in Relation to A Property Development Project in Xi’an and (ii) Very Substantial Acquisition and Connected Transaction – Acquisition of the Entire Issued Share Capital of All Excel Industries Limited (“All Excel”) Involving Issue of Consideration Shares and Convertible Bonds Under Specific Mandate” in this report, there were no other material acquisitions or disposals of subsidiaries, associates and joint ventures during the Period.

### SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in note 41 to the consolidated financial statements, there is no material subsequent event undertaken by the Company or by the Group after 31 December 2018 and up to the date of this report.

### USE OF NET PROCEEDS FROM THE EQUITY FUND RAISING ACTIVITIES

The use of the net proceeds from the equity fund raising activities during the Period are summarised as follows:

### 資本架構 (續)

#### (ii) 應付債券

於二零一八年十二月三十一日及二零一八年三月三十一日，本公司已向若干獨立第三方發行4年期票息7厘本金11,000,000港元之債券（「票息7厘債券」）。票息7厘債券以港元計值。利息每半年派息一次，及本金將於二零一九年七月二十三日票息7厘債券到期時償還。截至二零一八年十二月三十一日止九個月，本公司或票息7厘債券持有人並無提前贖回票息7厘債券。

### 重大收購及出售附屬公司、聯營公司及合營企業

除本報告「業務回顧—本期間之重大事項(i)有關西安物業發展項目之主要交易及(ii)非常重大收購事項及關連交易—收購全盛實業有限公司（「全盛」）之全部已發行股本，涉及根據特別授權發行代價股份及可換股債券」一節所載，本期間並無其他重大收購或出售附屬公司、聯營公司及合營企業。

### 報告期後之重大事項

除綜合財務報表附註41所披露者外，於二零一八年十二月三十一日之後及截至本報告日期本公司或本集團並無進行任何重大期後事項。

### 股本集資活動所得款項淨額之用途

本期間之股本集資活動所得款項淨額用途概述如下：

# Management Discussion and Analysis

## 管理層討論及分析

### USE OF NET PROCEEDS FROM THE EQUITY FUND RAISING ACTIVITIES *(continued)*

#### Issue of Warrant Shares of the Company

On 19 December 2017, a total of 312,500,000 shares were allotted and issued to the Beyond Steady Limited, the warrant holder, raising gross proceeds of approximately HK\$75.0 million. The Group intends to apply the net proceeds for general working capital, capital expenditures and future investments.

As at 31 December 2018, approximately HK\$5.0 million has been utilised as general working capital, and approximately HK\$70.0 million had been utilised to satisfy part of the investment costs in an associate. Details of Investments in Associate are set out in the section headed "Business Review" in this report.

### CHARGE ON THE GROUP'S ASSETS

As at 31 December 2018, the Group had investment properties, a land use right, properties under development and certain inventories of properties of an aggregate carrying value of HK\$3,961.3 million (31 March 2018: HK\$5,560.4 million) which had been pledged to secure the Group's bank borrowings. Besides, all the shares of an associate held by the Group were pledged to secure a loan granted to that associate.

### CONTINGENT LIABILITIES

The Group had entered into agreements with certain banks to provide guarantees in respect of mortgage facilities granted to purchasers of the Group's properties. As at 31 December 2018, the Group provided guarantees for mortgage loans in an amount of approximately HK\$1,437.0 million (31 March 2018: approximately HK\$911.3 million) to banks in respect of such agreements.

### CAPITAL COMMITMENTS

As at 31 December 2018, the Group has commitments in respect of investment properties amounted to approximately HK\$273.2 million (31 March 2018: approximately HK\$299.8 million), properties under development for sale and properties under development amounted to approximately HK\$815.0 million (31 March 2018: approximately HK\$923.5 million).

### 股本集資活動所得款項淨額之用途 *(續)*

#### 發行本公司認股權證股份

於二零一七年十二月十九日，合共312,500,000股股份獲配發及發行予認股權證持有人Beyond Steady Limited，籌集所得款項總額約75,000,000港元。本集團擬將所得款項淨額用作一般營運資金、資本開支及未來投資。

於二零一八年十二月三十一日，約5,000,000港元已用作一般營運資金，約70,000,000港元已用於結償部分聯營公司之投資成本。於聯營公司投資之詳情載於本報告「業務回顧」一節。

### 本集團之資產抵押

於二零一八年十二月三十一日，本集團總賬面值為3,961,300,000港元（二零一八年三月三十一日：5,560,400,000港元）之投資物業、土地使用權、發展中物業及某物業存貨已抵押，作為本集團銀行借貸之擔保。此外，本集團持有之一間聯營公司之所有股份已抵押，作為授予該聯營公司貸款之擔保。

### 或然負債

本集團已與若干銀行訂立協議，就授予本集團物業買家的按揭融資提供擔保。於二零一八年十二月三十一日，本集團就該等協議向銀行提供按揭貸款擔保約1,437,000,000港元（二零一八年三月三十一日：約911,300,000港元）。

### 資本承擔

於二零一八年十二月三十一日，本集團有關投資物業的承擔約273,200,000港元（二零一八年三月三十一日：約299,800,000港元），有關待售發展中物業及發展中物業的承擔約815,000,000港元（二零一八年三月三十一日：約923,500,000港元）。

# Management Discussion and Analysis

## 管理層討論及分析

### FOREIGN EXCHANGE EXPOSURE

The Group has transactional currency exposures. Such exposures arise from the business operations in the PRC and Hong Kong denominated in RMB and HK\$ respectively. The functional currency of the Company and certain of its subsidiaries which operate in Hong Kong as investment holding companies or companies providing corporate services to other group entities is HK\$. The functional currency of the Company's principal operating subsidiaries in the PRC is RMB. The RMB is not freely convertible into other foreign currencies and conversion of the RMB into foreign currencies is subject to rules and regulations of foreign exchange control promulgated by the PRC government. As at 31 December 2018, the Group does not have a foreign currency hedging policy in respect of its foreign currency assets and liabilities. The Group will closely monitor its foreign currency exposure and will consider using hedging instruments in respect of significant foreign currency exposure as and when appropriate. As at 31 December 2018, the Group had no investment in any financial derivatives, foreign exchange contracts, interest or currency swaps, hedging or other financial arrangements for hedging purposes to reduce any currency risk nor made any over-the-counter contingent forward transactions.

### EMPLOYEES

As at 31 December 2018, the Group employed a total of approximately 137 employees (31 March 2018: 84) of which 134 employees (31 March 2018: 81) were hired in the PRC and 3 (31 March 2018: 3) employees in Hong Kong. Total remuneration paid to the employees for the nine months ended 31 December 2018 amounted to approximately HK\$16.0 million (year ended 31 March 2018: approximately HK\$17.1 million). In addition to competitive remuneration package offered to the employees, other benefits included contributions to mandatory provident fund, as well as group medical and accident insurance. On-going training sessions were also conducted to enhance the competitiveness of the Group's human assets. The Company also maintains a share option scheme, pursuant to which share options may be granted to the Directors, executives and employees of the Company to provide them with incentives in the growth of the Group.

### 外匯風險

本集團承受交易貨幣風險。該等風險來自分別以人民幣及港幣計值之中國及香港業務運作。本公司及其在香港經營的若干附屬公司（為投資控股公司或向其他集團實體提供企業服務之公司）之功能貨幣為港元。本公司在中國的主要經營附屬公司之功能貨幣為人民幣。人民幣不能自由兌換為其他外幣，而人民幣與外幣之兌換受中國政府頒布之外匯管制規則及規例限制。於二零一八年十二月三十一日，本集團並無有關其外幣資產及負債之外匯對沖政策。本集團將密切監察其外匯風險，並將於適當時候考慮就重大外匯風險使用對沖工具。於二零一八年十二月三十一日，本集團並無投資於任何金融衍生工具、外匯合約、利率或貨幣掉期、對沖或其他財務安排作對沖用途以減少任何貨幣風險，及並無進行任何場外或然遠期交易。

### 僱員

於二零一八年十二月三十一日，本集團合共聘用約137名（二零一八年三月三十一日：84名）僱員，其中於中國聘用134名（二零一八年三月三十一日：81名）僱員及3名（二零一八年三月三十一日：3名）僱員駐守香港。截至二零一八年十二月三十一日止九個月，向僱員支付之薪酬總額約16,000,000港元（截至二零一八年三月三十一日止年度：約17,100,000港元）。除向僱員提供具競爭力之薪酬組合外，本集團提供之其他福利包括強制性公積金供款以及團體醫療及意外保險。本集團亦提供持續培訓課程，以提升本集團人才之競爭力。本公司亦設有購股權計劃，據此，董事、本公司行政人員及僱員可獲授購股權，以激勵彼等對本集團發展作出貢獻。



# Management Discussion and Analysis

## 管理層討論及分析

### PROPERTY VALUATION

Property valuation on the Group's investment properties located in the PRC as at 31 March and 31 December 2018 had been carried out by an independent qualified professional valuer, Asset Appraisal Limited. The property valuation was used in preparing the annual results. The valuation was based on direct capitalization approach by making reference to comparable market information as available in the relevant markets. The Group's investment properties were valued at approximately HK\$3,601.8 million as at 31 December 2018 (31 March 2018: approximately HK\$3,953.0 million) and a net fair value loss of approximately HK\$1.1 million (year ended 31 March 2018: a net fair value gain of approximately HK\$2.8 million) was recognised in the consolidated statement of profit or loss for the nine months ended 31 December 2018.

### 物業估值

於二零一八年三月三十一日及十二月三十一日，本集團於中國之投資物業已由獨立合資格專業估值師中誠達資產評估顧問有限公司進行物業估值。物業估值已用於編製年度業績。相關估值基於直接資本化法，經參考相關市場可用之可資比較市場資料。於二零一八年十二月三十一日，本集團投資物業之估值為約3,601,800,000港元（二零一八年三月三十一日：約3,953,000,000港元），以及截至二零一八年十二月三十一日止九個月之綜合損益表內已確認公平值虧損淨額約1,100,000港元（截至二零一八年三月三十一日止年度：公平值收益淨額約2,800,000港元）。

### CORPORATE GOVERNANCE

For the nine months ended 31 December 2018 (the “Period”) and up to date of this report, the Company has complied with the code provisions (the “Code Provisions”) set out in the Corporate Governance Code (the “CG Code”) under Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on the Hong Kong Stock Exchange except for the deviations from the Code Provision A.2.1, A.6.7, E.1.2 and the Rule 3.28 and the Board is committed to complying with the CG Code to the extent that the Directors consider it to be practical and applicable to the Company. The corporate governance principles of the Company emphasis an effective Board, sound internal control, appropriate independence policy, transparency and accountability to the shareholders of the Company (“the Shareholders”). The Board will continue to monitor and revise the Company’s corporate governance policies in order to ensure that such policies may meet the general rules and standards required by the Listing Rules. The Board believes that sound and reasonable corporate governance practices are essential for sustainable growth of the Group and for safeguarding the interests and the Group’s assets. The Company had complied with the CG Code throughout the Period and up to date of this report except for the following deviations:

#### Code Provision A.2.1

The roles of the chairman and the chief executive officer should be segregated and not be exercised by the same individual. The chairman is responsible for the corporate strategic planning and formulation of corporate policies for the Group, while the chief executive officer is responsible for overseeing day-to-day management of the Group’s business. Mr. Guo Jiadi (“Mr. Guo”) currently serves as the Chairman of the Board (the “Chairman”). Up to date of this report, no individual was appointed as the chief executive officer of the Company (the “CEO”). The day-to-day management of the Group’s business is monitored by the executive Directors and senior management. Given the size and that the Company’s and the Group’s current business operations and administration have been stable, the Board is justified that the current structure is able to effectively discharge the duties of both positions. However, going forward, the Board will review from time to time the need to separate the roles of the Chairman and the CEO if the situation warrants it.

### 企業管治

截至二零一八年十二月三十一日止九個月（「本期間」）及截至本報告日期，本公司已遵守香港聯交所證券上市規則（「上市規則」）附錄14所載企業管治守則（「企業管治守則」）之守則條文（「守則條文」），惟偏離守則條文第A.2.1、A.6.7、E.1.2條及上市規則第3.28條之情況除外。董事會致力在董事認為切實可行及適合本公司之情況下遵守企業管治守則。本公司之企業管治原則強調有效之董事會、健全之內部監控、合適之獨立政策、透明度及對本公司股東（「本公司股東」）負責。董事會將持續監察及修訂本公司之企業管治政策，確保該等政策符合上市規則之一般規則及準則規定。董事會相信，奏效及合理之企業管治常規對本集團之可持續增長攸關重要，同時可保障權益及本集團資產。除以下偏離情況外，本公司於本期間內及截至本報告日期一直遵守企業管治守則：

#### 守則條文第A.2.1條

主席及行政總裁之角色須分開且不應由同一人擔任。主席須負責本集團之企業策略規劃及制定公司政策，而行政總裁須負責監督本集團業務日常管理。郭加迪先生（「郭先生」）目前擔任董事會主席（「主席」）。自前行政總裁調任以來，概無個別人士獲委任為本公司行政總裁（「行政總裁」），執行董事及高級管理層監察本集團業務之日常管理。鑑於規模及本公司與本集團目前業務運作及行政一直穩定，董事會認為目前架構能有效履行兩個職位之職責。然而，展望將來，董事會將不時檢討，如情況需要則分開主席及行政總裁之角色。

# Corporate Governance Report

## 企業管治報告

### CORPORATE GOVERNANCE (continued)

#### Code Provision A.6.7

Code provision A.6.7 stipulates that independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the view of shareholders of the Company. Mr. Yu Pak Yan, Peter and Mr. Zheng Yurui were unable to attend the annual general meeting (the "2018 AGM") of the Company held on 20 August 2018 due to other business engagements. Ms. Ma Shujuan and Mr. Zheng Yurui were unable to attend the special general meeting of the Company held on 16 January 2019 due to other business commitments. As an action plan to address the aforesaid deviation, the Company will require all the independent non-executive Directors and other non-executive Directors to attend all future general meetings in order to comply with the code provision A.6.7 of the CG Code.

#### Code Provision E.1.2

The code provision E.1.2 currently in force stipulates, among other things, that the chairman of the issuer should attend the annual general meeting. Mr. Guo being the Chairman, was unable to attend the 2018 AGM due to another commitment and Mr. Guo appointed Ms. Amika Lan E Guo, an executive Director, to act as his representative at the 2018 AGM and take the chair of the said 2018 AGM and to ensure that proceedings of the meeting would be conducted in order. The Company considers that sufficient measures have been taken to ensure the Company's corporate governance practices are no less exacting than those in the CG Code. This constitutes a deviation of the code provision E.1.2.

#### Rule 3.28

The former company secretary of the Company, Ms. Chan Po Yu, had resigned since 28 December 2018, as such the Company no longer complied with the requirement under Rule 3.28 of the Listing Rules and, hence, the relevant code provisions in respect of company secretary. The Company is in the process of identifying a suitable candidate to fill the vacancy in the office of company secretary.

### 企業管治 (續)

#### 守則條文第A.6.7條

企業管治守則之守則條文第A.6.7條規定，獨立非執行董事及其他非執行董事應出席股東大會並對本公司股東之意見有公正了解。余伯仁先生及鄭玉瑞先生因處理其他重要事務而未能出席本公司於二零一八年八月二十日舉行之股東週年大會（「二零一八年股東週年大會」）。馬淑娟女士及鄭玉瑞先生因處理其他重要事務而未能出席本公司於二零一九年一月十六日舉行之股東特別大會。作為解決上述偏離之一項行動計劃，本公司將要求所有獨立非執行董事及其他非執行董事出席未來所有股東會議，以遵守企業管治守則之守則條文第A.6.7條。

#### 守則條文第E.1.2條

守則條文第E.1.2條現時生效，當中規定（其中包括）發行人之主席應出席股東週年大會。郭先生（主席）由於其他事務未能出席二零一八年股東週年大會且郭先生已委任執行董事Amika Lan E Guo女士作為其代表出席二零一八年股東週年大會並擔任前述二零一八年股東週年大會之主席，以確保大會之程式將有序進行。本公司認為已採取充足措施以確保本公司之企業管治常規不遜於企業管治守則所載者。此事項構成偏離守則條文第E.1.2條。

#### 上市規則第3.28條

本公司前任公司秘書陳寶茹女士已於二零一八年十二月二十八日辭任，因此，本公司不再符合上市規則第3.28條之規定，因此亦不符合有關公司秘書之相關守則條文。本公司正物色適當人選填補公司秘書職位空缺。

### RESPONSIBILITIES OF THE BOARD

The Board's primary responsibilities include the formulation of long-term corporate strategies, policy decisions and overseeing the management of the Group's operations. In addition, the Board evaluates the performance of the Group and assesses the achievement of targets periodically set by the Board. In carrying out its duties and projects, the Board delegates certain specific considerations to designated board committees and management task forces. The daily management, administration and operations of the Company are delegated to the CEO, executive Directors and senior management and divisional heads. The delegated functions and work tasks are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the abovementioned officers. All Directors have full and timely access to all relevant information in discharging their duties, and in appropriate circumstances are normally granted rights to seek independent professional advices at the Company's expense.

### COMPOSITION OF THE BOARD

The composition of the Board reflects the necessary balance of skills and experience for effective leadership and independence in decision making. As at the date of this report, the Board comprises 8 Directors, whose biographical details and their relationships are set out in the "Biographical Details of the Directors of the Company" on pages 59 to 64 of the Report of the Directors. There are 3 executive Directors, namely Mr. Guo Jiadi, Ms. Amika Lan E Guo and Mr. Wang Chao; a non-executive Director, Dr. Wong Yun Kuen and 4 independent non-executive Directors, namely Mr. Chan Yee Ping, Michael, Mr. Yu Pak Yan, Peter, Ms. Ma Shujuan and Mr. Zheng Yurui. The Company has complied with Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of a sufficient number of independent non-executive Directors and at least one of the independent non-executive Directors has appropriate professional qualifications or accounting or related financial management expertise throughout the nine months ended 31 December 2018. The Company has received annual confirmations from all independent non-executive Directors that they did not have any businesses or financial interests with the Group and were independent in accordance with Rule 3.13 of the Listing Rules.

### 董事會之職責

董事會之主要職責包括制定長遠企業策略、決定政策及監督本集團之業務管理。此外，董事會評估本集團之表現及評核能否達到董事會定期設定之目標。於履行職責及落實項目時，董事會將若干具體考慮事宜交由指定之董事委員會及管理小組負責。本公司之日常管理、行政及運作由行政總裁、執行董事及高級管理層以及各部門主管負責。董事會定期檢討所分派之職務及工作。上述高級職員於訂立任何重大交易前，必須事先獲董事會批准。全體董事均可適時獲完整之所有相關資料以履行其職責，並且一般有權於適當情況下徵詢獨立專業意見，費用由本公司承擔。

### 董事會之組成

董事會之組成反映有效領導及作出獨立決策所需技能及經驗之均衡配合。於本報告日期，董事會由八名董事組成，彼等之履歷及關係已載於董事會報告書第59至64頁「本公司董事之個人簡歷」。目前有三名執行董事，分別為郭加迪先生、Amika Lan E Guo女士及王超先生；一名非執行董事黃潤權博士；以及四名獨立非執行董事，分別為陳貽平先生、余伯仁先生、馬淑娟女士及鄭玉瑞先生。本公司於截至二零一八年十二月三十一日止九個月一直遵守上市規則第3.10(1)及3.10(2)條有關委任足夠數目之獨立非執行董事及最少其中一名獨立非執行董事須具備適當專業資格或會計或相關財務管理專業知識之規定。本公司已接獲全體獨立非執行董事根據上市規則第3.13條發出之年度確認書，表示彼等並無於本集團擁有任何業務或財務權益，並屬獨立人士。

# Corporate Governance Report

## 企業管治報告

### APPOINTMENT AND SUCCESSION PLANNING OF DIRECTORS

The Board as a whole is responsible for reviewing its composition, developing and formulating the relevant procedures for the nomination and appointment of Directors; and monitoring their succession. The Board's established policies include procedures for the appointment of Directors nominated by the Company's shareholders. The existing Bye-laws of the Company empower the Board to appoint any person as Director either as an additional member or to fill a casual vacancy.

The term of office for each of the executive Directors and the independent non-executive Directors is 3 years. The existing Bye-laws of the Company provide that at each annual general meeting, one-third of the Directors for the time being, or, if their number is not 3 or a multiple of 3, 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 at least once every 3 years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retire may fill the vacated office. In addition, all Directors appointed to fill a casual vacancy or as an additional Director shall retire in the next annual general meeting but eligible for re-election.

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules (the "Model Code") as the code of conduct in respect of the securities dealing by the Directors. The Company has made specific enquiry of all Directors in respect of the securities dealing by the Directors and all Directors have confirmed that they have complied with the Model Code throughout the nine months ended 31 December 2018.

### BOARD COMMITTEE

The Company has established 3 Board committees, namely the Audit Committee, the Nomination Committee and the Remuneration Committee, each of which is delegated with specific roles and responsibilities by the Board. All the Board committees follow the same principles and procedures as those of the Board. The Board receives the minutes of each committee on a regular basis, including their decision and recommendations.

### 董事委任及接任計劃

全體董事會須負責審閱其組成、設立及制定有關提名及委任董事之程序以及監控接任情況。董事會已制定之政策包括委任本公司股東所提名董事之程序。本公司現行公司細則授權董事會可委任任何人士出任董事，作為新增成員或填補臨時空缺。

各執行董事及獨立非執行董事之任期為三年。本公司現行公司細則規定，於每屆股東週年大會上，當時三分之一之在任董事，或倘人數並非三或三之倍數，則最接近且不少於三分之一之董事須輪值退任，並規定每名董事須至少每三年輪值退任一次。退任董事有資格重選連任。本公司可在董事退任之股東大會上填補空缺職位。此外，所有因填補臨時空缺而獲委任之董事或獲委任為新增成員之董事須於下屆股東週年大會上退任，惟符合資格重選連任。

### 董事進行證券交易之標準守則

本公司已就董事買賣證券採納上市規則附錄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」）作為行為守則。本公司已就董事買賣證券向全體董事作出具體查詢，全體董事確認彼等於截至二零一八年十二月三十一日止九個月一直遵守標準守則。

### 董事委員會

本公司已成立三個委員會，包括審核委員會、提名委員會及薪酬委員會，各由董事會授以特定之角色和職責。所有董事委員會須遵守之原則及程序均與董事會相同。董事會定期收到各委員會之會議記錄，包括其決策及建議。

### AUDIT COMMITTEE

The Company has established an Audit Committee. The Audit Committee of the Company presently comprises the following independent non-executive Directors:

Mr. Chan Yee Ping, Michael (*Chairman*)  
Mr. Yu Pak Yan, Peter  
Mr. Zheng Yurui

The Chairman of the Audit Committee possesses the appropriate professional qualification or accounting or related financial management expertise and members of the Audit Committee comply with the requirements under Rule 3.21 of the Listing Rules. None of the members of the Audit Committee is a former partner of the Company's existing external auditors. The primary responsibilities of the Audit Committee include the followings:

- (a) To review the Company's financial information including annual report and half-yearly report and the appropriateness of any significant financial reporting judgments contained therein;
- (b) To review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, and make recommendation to the Board on the appointment, re-appointment and removal of external auditors; and
- (c) To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures. Further information is disclosed in the section titled "Risk Management and Internal Controls" below.

The Company's results for the nine months ended 31 December 2018 and interim results for the six months ended 30 September 2018 have been reviewed by the Audit Committee before the submission to the Board.

During the nine months ended 31 December 2018, two meetings had been held by the Audit Committee. Attendance of each member at the Audit Committee meeting is set out in the table under the section headed "Meeting Attendance" of this report.

### 審核委員會

本公司已成立審核委員會。本公司審核委員會現時由以下獨立非執行董事組成：

陳貽平先生 (主席)  
余伯仁先生  
鄭玉瑞先生

審核委員會主席具備適當專業資格或會計或相關財務管理專業知識，而審核委員會成員則符合上市規則第3.21條之規定。概無審核委員會成員為本公司現任外聘核數師之前任合夥人。審核委員會之主要職責包括以下各項：

- (a) 審閱本公司財務資料，包括年報及半年報告，以及當中所載任何重大財務申報判斷是否恰當；
- (b) 參考核數師之工作表現、彼等之收費及委聘條款而檢討與外聘核數師之關係，以及就委聘、續聘及罷免外聘核數師向董事會提供推薦意見；及
- (c) 檢討本公司財務申報制度、內部監控制度、風險管理制度及相關程序是否足夠和有效。進一步資料披露於下文「風險管理及內部監控」一節。

審核委員會已於提交董事會前審閱本公司截至二零一八年十二月三十一日止九個月之業績及截至二零一八年九月三十日止六個月之中期業績。

截至二零一八年十二月三十一日止九個月，審核委員會曾舉行兩次會議。各成員於審核委員會會議之出席情況已載於本報告「會議出席情況」一節之列表。

# Corporate Governance Report

## 企業管治報告

### AUDIT COMMITTEE (continued)

#### Summary of work

During the Period, the Audit Committee reviewed the interim and annual results with the external auditors and its duties in accordance with the Audit Committee's written terms of reference.

The terms of reference of the Audit Committee are available for inspection on the Company's website and the Hong Kong Stock Exchange's website.

#### Auditors' Remuneration

BDO Limited resigned as the auditor of the Company with effect from 2 November 2018 and Deloitte Touche Tohmatsu ("Deloitte") was appointed by the Board as auditor of the Company with effect from 9 November 2018 to fill the casual vacancy so arisen.

The Audit Committee has reviewed the remuneration paid/payable to Deloitte, the external auditor of the Company, for the following services provided for the nine months ended 31 December 2018.

#### Nature of services

#### 服務性質

Audit services  
Non-audit services (note)

審核服務  
非審核服務(附註)

**Remuneration  
Paid/Payable**  
已付/應付酬金  
HK\$'000  
千港元

1,400  
3,950

5,350

Note: Non-audit services provided by Deloitte for the nine months ended 31 December 2018 included reporting accountants' service in relation to the Very Substantial Acquisition and Connected Transaction.

附註：由德勤提供截至二零一八年十二月三十一日止九個月之非審核服務包括申報會計師就非常重大收購及關連交易所提供的服務。

The Audit Committee has expressed its views to the Board that the level of fees paid/payable to the Company's external auditor is reasonable. There has been no major disagreement between the external auditor and the management of the Company for the nine months ended 31 December 2018.

審核委員會已向董事會反映意見，表示已付/應付本公司外聘核數師之費用水平屬合理。外聘核數師與本公司管理層於截至二零一八年十二月三十一日止九個月並無任何重大意見分歧。

### 審核委員會(續)

#### 工作概要

於本期間，審核委員會已根據審核委員會之書面職權範圍聯同外聘核數師審閱中期及年度業績以及履行其職責。

審核委員會之職權範圍可於本公司網站及香港聯交所網站查閱。

#### 核數師酬金

香港立信德豪會計師事務所有限公司辭任本公司核數師，自二零一八年十一月二日起生效，德勤•關黃陳方會計師行(「德勤」)獲董事會委任為本公司核數師，由二零一八年十一月九日起生效，以填補因此產生的臨時空缺。

審核委員會已審閱本公司就本公司外聘核數師德勤於截至二零一八年十二月三十一日止九個月提供以下服務而已付/應付之酬金。

### NOMINATION COMMITTEE

The Company has established a Nomination Committee. The existing Nomination Committee comprises the following independent non-executive Directors:

Mr. Zheng Yurui (*Chairman*)  
Mr. Chan Yee Ping, Michael  
Mr. Yu Pak Yan, Peter

The Nomination Committee is responsible for all matters relating to the appointment of Directors either to fill a casual vacancy or as an addition to the existing Board. Any Director appointed to fill a casual vacancy or as an addition to the existing Board shall hold office only until the next annual general meeting and shall be eligible for re-election at such meeting. Every Director shall be subject to retirement by rotation at least once every 3 years and shall be eligible for re-election in accordance with the Bye-laws of the Company.

The Nomination Committee is responsible for identifying suitable qualified candidates and making recommendations to the Board for consideration. The process of selecting and recommending candidates for directorship includes the consideration of referrals and the engagement of external recruitment professionals. The selection criteria is based mainly on the assessment of their professional qualifications and experience relevant to the Company's businesses.

The Nomination Committee held one meetings during the nine months ended 31 December 2018. Attendance of each member at the Nomination Committee meeting is set out in the table under the section headed "Meeting Attendance" of this report. Attendance of each member at the Nomination Committee meeting is set out in the table under the section headed "Meeting Attendance" of this report.

#### Summary of work

During the Period, the Nomination Committee discussed and made recommendation to the Board on the re-election of retiring Directors in accordance with the Nomination Committee's written terms of reference.

The terms of reference of the Nomination Committee are available for inspection on the Company's website and the Hong Kong Stock Exchange's website.

### 提名委員會

本公司已成立提名委員會。提名委員會現時由以下獨立非執行董事組成：

鄭玉瑞先生 (主席)  
陳貽平先生  
余伯仁先生

提名委員會負責一切有關為填補臨時空缺或增加現有董事會名額而委任董事之事宜。任何為填補臨時空缺或增加現有董事會名額而獲委任董事之任期僅直至下屆股東週年大會為止，屆時將有資格於會上重選連任。根據本公司之公司細則，每名董事均須至少每三年輪值退任一次，並有資格重選連任。

提名委員會須負責物色具備合適資格之人選並向董事會提出建議以供考慮。甄選及推薦董事人選之程序包括考慮獲引薦人士及聘請外界招聘專業人士。甄選條件主要視乎彼等與本公司業務有關之專業資格及經驗評估而定。

截至二零一八年十二月三十一日止九個月，提名委員會曾舉行一次會議。各成員於提名委員會會議之出席情況已載於本報告「會議出席情況」一節之列表。各成員於提名委員會會議之出席情況已載於本報告「會議出席情況」一節之列表。

#### 工作概要

於本期間，提名委員會已根據提名委員會之書面職權範圍討論重選退任董事並且向董事會提出建議。

提名委員會之職權範圍可於本公司網站及香港聯交所網站查閱。



# Corporate Governance Report

## 企業管治報告

### NOMINATION COMMITTEE *(continued)*

#### Summary of Board Diversity Policy, including measurable objective, monitoring and review of the Policy

The board diversity policy (the "Policy") aims to set out the approach to achieve diversity on the Company's Board. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance.

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition, Board diversity has been considered from a number of aspects. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity of the Board.

#### Measurable Objectives

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 service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Board's composition has been disclosed in the Report of the Directors.

#### Monitoring and review

The Nomination Committee has monitored the implementation of the Policy and there is no derivation from this Policy for the nine months ended 31 December 2018. The Nomination Committee will keep on review this Policy, as appropriate, to ensure the effectiveness of this Policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

### 提名委員會 (續)

董事會成員多元化政策之概要，包括可計量之目標、監察及檢討政策

董事會成員多元化政策（「政策」）旨在載列本公司達致董事會成員多元化而採取之方針。本公司明白並深信董事會成員多元化對提升本公司表現素質裨益良多。

為達致可持續均衡發展，本公司視董事會成員日益多元化為支持其達致策略目標及維持可持續發展之關鍵元素。本公司在設計董事會成員組成時，會從多方面考慮董事會成員多元化組合。董事會之所有委任均以用人唯才為原則，並以客觀條件考慮候選人，從而充分顧及董事會成員多元化之裨益。

#### 可計量目標

甄選候選人將基於一系列多元化因素考慮，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能知識以及服務年期。本公司將根據獲甄選之候選人為董事會帶來之裨益及貢獻作出最終決定。董事會之組成已於董事會報告書內披露。

#### 監察及檢討

提名委員會已監察政策之實施，而截至二零一八年十二月三十一日止九個月並無任何偏離本政策的情況。提名委員會將繼續於適當時候檢討本政策，確保本政策行之有效。提名委員會將討論任何或需作出之修訂，並向董事會提出修訂建議，由董事會考慮及審批。

### NOMINATION POLICY

A nomination policy (the “Nomination Policy”) sets out the selection criteria, procedures and process of appointing and re-appointing a Director. The selection criteria used in assessing the suitability of a candidate include, inter alia, his/her academic background and professional qualifications, relevant experience in the industry, character and integrity and whether he/she can contribute to the diversity of the Board as detailed in the Policy. The procedures and process of appointing and re-appointing a Director are summarised as follows:

- nomination and invitation of suitable candidates by any member of the Nomination Committee or the Board;
- evaluation of the candidate by the Board based on all selection criteria as set out in the Nomination Policy;
- performing due diligence in respect of each candidate and making recommendation for the Board’s consideration and approval;
- in case of nomination of an independent non-executive Director, assessing the candidate’s independence under the relevant Code Provisions and the Listing Rules;
- where nominating an independent non-executive Director for election at general meetings, having due consideration of matters under Code Provision A.5.5;
- in the context of re-appointment of retiring Directors, reviewing the candidate’s overall contribution and performance and making recommendations to the Board and/or the shareholders for consideration in connection with his/her re-election at general meetings; and
- convening a meeting of the Board to consider the appointment or re-appointment of the candidate as a Director.

### 提名政策

提名政策（「提名政策」）載列委任及重新委任董事的甄選標準、程序及過程。用於評估候選人是否合適的甄選標準包括（其中包括）他／她的學術背景和專業資格、相關行業經驗、品格和誠信以及他／她是否可有助於董事會之多元化（詳見政策）。委任及重新委任董事的程序及過程概述如下：

- 由提名委員會或董事會任何成員提名及邀請合適人選；
- 董事會根據提名政策中載列所有甄選標準對候選人進行評估；
- 就各候選人進行盡職審查，並就董事會之審議及批准提出建議；
- 倘提名獨立非執行董事，則根據相關守則條文及上市規則評估候選人之獨立性；
- 於提名獨立非執行董事參加股東大會選舉時，適當考慮守則條文第A.5.5條規定事項；
- 於重新委任退任董事之情況下，檢討候選人整體貢獻及表現，並向董事會及／或股東提出建議以供審議他／她於股東大會上再次當選；及
- 召開董事會會議，考慮委任或重新委任候選人為董事。

# Corporate Governance Report

## 企業管治報告

### REMUNERATION COMMITTEE

The Company has established a Remuneration Committee. The Remuneration Committee comprises the following independent non-executive Directors:

Mr. Yu Pak Yan, Peter (*Chairman*)  
Mr. Chan Yee Ping, Michael  
Mr. Zheng Yurui

The principal responsibilities of the Remuneration Committee include making recommendation on the policy and structure for the remuneration of Directors and senior management of the Company, the establishment of a formal and transparent procedure for developing such policy, and the review of specific remuneration packages of all executive Directors and senior management of the Company by reference to corporate goals and objective resolved by the Board from time to time. The Remuneration Committee will review and make recommendations to the Board on the remuneration packages of individual executive Directors and senior management.

The principal elements of the executive Directors' remuneration package include basic salary, benefits in kind, discretionary bonus, retirement benefits and participation in the share option scheme adopted by the shareholders of the Company in 2011. The remuneration packages of the executive Directors will be proposed by the Chairman of the Group annually for the review by the Remuneration Committee based on the following factors:

- (a) the executive Director's responsibilities and contribution;
- (b) the executive Director's individual performance; and
- (c) performance of the business unit(s) headed by the executive Director.

The independent non-executive Directors' remuneration includes Directors' fee and participation in the share option scheme, and subject to annual assessment and recommendation by the Remuneration Committee. The term of appointment of the independent non-executive Directors is three years. Other detailed terms of appointment have been disclosed in the Report of the Directors and the consolidated financial statements. The Board's authority to fix Directors' remuneration was granted by the Company's shareholders at the annual general meeting.

### 薪酬委員會

本公司已成立薪酬委員會。薪酬委員會現時由以下獨立非執行董事組成：

余伯仁先生 (主席)  
陳貽平先生  
鄭玉瑞先生

薪酬委員會之主要職責包括就董事及本公司高級管理層之薪酬政策及架構提供推薦意見、就訂立薪酬政策制定正式及具透明度之程序、以及參考董事會不時提出之企業目標及目的而檢討全體執行董事及本公司高級管理層之具體薪酬組合。薪酬委員會將檢討個別執行董事及高級管理層之薪酬組合，並向董事會提呈推薦建議。

執行董事之薪酬組合主要包括基本薪金、實物利益、酌情花紅、退休福利及參與本公司股東分別於二零一一年採納之購股權計劃。執行董事之薪酬組合由本集團主席每年提出，並由薪酬委員會根據下列因素作出檢討：

- (a) 執行董事之職責及貢獻；
- (b) 執行董事之個人表現；及
- (c) 執行董事所領導業務單位之表現。

獨立非執行董事之薪酬包括董事袍金及參與購股權計劃，並須由薪酬委員會每年評估及提出建議。獨立非執行董事之任期為三年。有關任期之其他詳情於董事會報告書及綜合財務報表披露。本公司股東於股東週年大會上授權董事會釐定董事酬金。

### REMUNERATION COMMITTEE (continued)

The Remuneration Committee held one meetings during the nine months ended 31 December 2018. Attendance of each member at the Remuneration Committee meeting is set out in the table under the section headed “Meeting Attendance” of this report.

#### Summary of work

During the Period, the Remuneration Committee reviewed and made recommendations to the Board on the remuneration of the Directors and number of share options to be granted to the Directors and management of the Group in accordance with the Remuneration Committee’s written terms of reference.

The term of reference of the Remuneration Committee are available for inspection on the Company’s website and the Hong Kong Stock Exchange’s website.

Details of the remuneration of each Director for the nine months ended 31 December 2018 are set out in the note 13 to the consolidated financial statements.

### MEETING ATTENDANCE

The Board meets at least four times each year and as business need arises. The Company’s memorandum of association and the Articles provide for participation at meetings via telephone and other electronic means. The Directors have full access to information on the Group and independent professional advice at all times whenever deemed necessary by the Directors.

During the nine months ended 31 December 2018, 5 board meetings had been held for reviewing business performance, considering and approving the overall strategies and policies of the Company, and other business matters. Attendance of each member at the board meetings, board committee meetings and general meetings of the Company, on a named basis, during the nine months ended 31 December 2018 is set out in the table below.

### 薪酬委員會 (續)

截至二零一八年十二月三十一日止九個月，薪酬委員會曾舉行一次會議。各成員於薪酬委員會會議之出席情況已載於本報告「會議出席情況」一節之列表。

#### 工作概要

於本期間，薪酬委員會已根據薪酬委員會之書面職權範圍就董事之薪酬及向本集團董事及管理層授予之購股權數目作出審視，並向董事會提出建議。

薪酬委員會之職權範圍可於本公司網站及香港聯交所網站查閱。

各董事於截至二零一八年十二月三十一日止九個月之薪酬詳情載於綜合財務報表附註13。

#### 會議出席情況

董事會每年最少舉行四次會議，並因應業務需要而舉行會議。本公司之組織章程大綱及細則容許透過電話及其他電子方式參與會議。董事可完全取得有關本集團之資料，並在董事認為有需要時在任何時候取得獨立專業意見。

截至二零一八年十二月三十一日止九個月，本公司曾舉行5次董事會會議，以審議業務表現以及考慮及批准本公司之整體策略及政策，以及處理其他事務。各成員於截至二零一八年十二月三十一日止九個月出席本公司董事會會議、董事委員會會議及股東大會之情況按具名基準載於下表。

# Corporate Governance Report

## 企業管治報告

### MEETING ATTENDANCE (continued)

### 會議出席情況 (續)

		Number of meetings attended/ Number of meetings held during the nine months ended 31 December 2018 截止二零一八年十二月三十一日九個月內出席會議次數/ 舉行的會議次數				
Directors	董事	Board Meetings 董事會會議	Remuneration Committee Meetings 薪酬委員會會議	Nomination Committee Meetings 提名委員會會議	Audit Committee Meetings 審核委員會會議	General Meetings 股東大會
Mr. Guo Jiadi	郭加迪先生	5/5	N/A 不適用	N/A 不適用	N/A 不適用	0/1
Ms. Amika Lan E Guo	Amika Lan E Guo 女士	5/5	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Mr. Wang Chao	王超先生	5/5	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Dr. Wong Yun Kuen	黃潤權博士	5/5	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Mr. Yu Pak Yan, Peter	余伯仁先生	5/5	1/1	1/1	2/2	0/1
Mr. Chan Yee Ping, Michael	陳貽平先生	5/5	1/1	1/1	2/2	1/1
Ms. Ma Shujuan	馬淑娟女士	5/5	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Mr. Zheng Yurui	鄭玉瑞先生	5/5	1/1	1/1	2/2	0/1

### CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance duties as set out in the terms of reference equivalent to code provision D.3.1 of the CG Code. During the Period, the policies of the corporate governance of the Company were reviewed by the Board.

### 企業管治職能

董事會負責履行根據企業管治守則之守則條文第D.3.1條制定之職權範圍所載企業管治職務。於本期間，董事會已檢討本公司之企業管治政策。

### DIRECTORS' AND OFFICERS' LIABILITIES

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

### 董事及高級職員之責任

本公司已安排適當保險，為董事及高級職員在公司事務中可能產生之責任提供保障，並已遵守企業管治守則。投保範圍會每年進行檢討。

### ACCOUNTABILITY AND AUDIT

The Board acknowledges its responsibility to prepare financial statements for each financial period/year which give a true and fair view of the state of affairs of the Group. The Board is not aware of any material uncertainties relating to events or condition that might cast significant doubt upon the Company's ability to continue in business. Accordingly, the Board has prepared the financial statements of the Company on a going concern basis. The Board also acknowledges its responsibility to present a balanced, clear and understandable assessment in the Company's annual and interim reports, other price-sensitive announcements and other financial disclosures required under the Listing Rules, and reports to the regulators as well as to information required to be disclosed pursuant to statutory requirements.

The above statements, which should be read in conjunction with the independent auditor's report set out from pages 95 to 103 of this annual report, are made with a view to distinguishing for Shareholders how the responsibilities of the Directors differ from those of the auditor in relation to the Group's consolidated financial statements. Having made appropriate enquiries and examined major areas which could give rise to significant financial exposures, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the Group's consolidated financial statements for the nine months ended 31 December 2018, the Directors considered the Group has applied appropriate accounting policies consistently, made judgments and estimates that are prudent and reasonable in accordance with applicable accounting standards. The interim and annual results and reports were published within the time limits as required under the Listing Rules after the end of the relevant periods to provide stakeholders with transparent and timely financial information.

### 問責及審核

董事會確認須負責為每一財政期間／年度編製能真實及公平地反映本集團業務狀況之財務報表。董事會並不知悉任何可能會對本公司持續經營能力造成重大疑慮之事件或情況之重大不確定因素。因此，董事會已按持續經營基準編製本公司之財務報表。董事會亦確認，其有責任在本公司年報、中期報告、其他股價敏感公佈、上市規則規定之其他財務披露及向監管者提交之報告以及根據法定要求披露之資料中，提供平衡、清晰及易於理解之評估。

以上聲明應與本年報第95至103頁所載之獨立核數師報告書一併閱讀，旨在讓股東分辨董事與核數師各自就本集團之綜合財務報表所承擔責任之區別。經作出適當查詢及檢查可能導致重大財務風險之主要範疇後，董事有理由預期，本公司具備充裕資源在可見將來繼續經營。因此，董事於編製本集團截至二零一八年十二月三十一日止九個月之綜合財務報表時繼續採取持續經營基準，且董事認為本集團已貫徹應用合適之會計政策，並根據適用之會計準則作出審慎合理之判斷及估計。中期及全年業績及報告乃於有關期間完結後按照上市規則之規定時限內刊發，藉以向利益相關者提供具透明度及適時之財務資料。

# Corporate Governance Report

## 企業管治報告

### CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

Every newly appointed Director will receive formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors are continually updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. Continuing briefing and professional development for Directors will be arranged at the expenses of the Company where necessary. During the nine months ended 31 December 2018, each of the Directors has participated in continuous professional development by attending seminars and/or studying materials relevant to Director's duties and responsibility. Their training records have been provided to the Company.

### RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems.

The Audit Committee assists the Board in leading the management and overseeing their design, implementation and monitoring of the risk management and internal control systems. The Company has developed and adopted various risk management procedures and guidelines with defined authority for implementation by key business processes and office functions.

The Group has developed and adopted various risk management procedures and guidelines with defined authority for implementation by key business processes and office functions.

### 董事之持續專業發展

每名獲委任之新董事將於其首次獲委任時接受正式、全面及切合個人情況之入職須知，以確保彼適當瞭解本公司業務及營運，並明瞭上市規則及相關法定規定項下董事須承擔之責任及義務。

董事持續獲提供有關法定及監管制度以及營商環境發展之最新資料，以便彼等履行職責。本公司將於有需要時為董事安排持續簡介及專業發展，費用由本公司承擔。截至二零一八年十二月三十一日止九個月，各董事已透過出席研討會及／或研究有關董事職務與職責之資料而參與持續專業發展，並向本公司提供其培訓記錄。

### 風險管理及內部監控

董事會確認其有關風險管理及內部監控制度以及檢討其有效性之責任。該等系統乃旨在管理而非消除未能達成業務目標之風險，且只能就不會出現重大失實陳述或損失作出合理而非絕對之保證。

董事會全權負責評估及釐定達成本公司策略目標所願意承擔的風險性質及程度，並建立及維持適當及有效的風險管理及內部監控系統。

審核委員會協助董事會帶領管理層及監管彼等對風險管理及內部監控系統之設計、實施及監察。本公司已制定及採納多個風險管理程序及指引，該等程序及指引授予主要業務程序及辦公職能界定實施權限。

本集團已制定及採納多個風險管理程序及指引，該等程序及指引授予主要業務程序及辦公職能界定實施權限。

### RISK MANAGEMENT AND INTERNAL CONTROLS *(continued)*

All divisions/departments conducted internal control assessment regularly to identify risks that potentially impact the business of the Group and various aspects including key operational and financial processes, regulatory compliance and information security. Self-evaluation has been conducted annually to confirm that control policies are properly complied with by each division/department.

During the nine months ended 31 December 2018, the Group engaged an independent professional consultancy firm for performing independent review of the adequacy and effectiveness of the internal control systems. Key issues in relation to the accounting practices and all material controls are examined and the independent professional consultancy firm provided its findings and recommendations for improvement to the Audit Committee.

The Board, as supported by the Audit Committee as well as the management report and the internal audit findings, reviewed the risk management and internal control systems, including the financial, operational and compliance controls, for the nine months ended 31 December 2018, and considered that such systems are effective and adequate. The annual review also covered the financial reporting and internal audit function and staff qualifications, experiences and relevant resources.

With reference to the Internal Audit Manual of the Group, the Group's internal audit function has been established to provide risk-based and objective assurance, advice and insight to the Board through the Audit Committee. The risk management and internal control systems are reviewed and assessed on a continuous basis by the Audit Committee and the executive Directors, and will be further reviewed and assessed at least once each year by the Board. These systems were considered effective and adequate.

The Board has implemented procedures and internal controls for handling and dissemination of inside information. Since shares of the Company listed on the Main Board of the Hong Kong Stock Exchange, the Company has adopted a policy which aims to set out guidelines to the Group's directors, officers and all relevant employees to ensure inside information of the Company is to be disseminated to the public in equal and timely manner in accordance with the Securities and Futures Ordinance and the Listing Rules.

### 風險管理及內部監控 (續)

所有分部／部門定期進行內部監控評估，以識別對本集團業務及各方面造成潛在影響的風險，包括主要營運及財務程序、監管合規及資料安全。本公司每年進行自我評估，以確認各分部／部門均已妥為遵守監控政策。

截至二零一八年十二月三十一日止九個月，本公司已委任一家獨立專業顧問公司對內部監控系統之充足性及有效性進行獨立審閱。有關會計慣例及所有重大監控之主要事宜已進行檢查，並且該獨立專業顧問公司已向審核委員會提供其調查結果及有關改進的推薦意見。

截至二零一八年十二月三十一日止九個月，董事會在審核委員會以及管理層報告及內部審核調查結果的協助下檢討風險管理及內部監控系統，包括財務、營運及合規監控，並認為該等系統有效且充足。年度審閱亦覆蓋財務申報及內部審核職能以及員工資格、經驗及相關資源。

參照本集團內部審核手冊，本集團內部審計職能已建立，透過審核委員會向董事會提供基於風險及客觀的保證、意見及見解。審核委員會及執行董事持續檢討及評估風險管理及內部監控系統，董事會更會每年至少進行一次檢討與評估。該等系統被視為有效及充足。

董事會已實行處理及發佈內幕消息的程序及內部監控措施。自本公司股份於香港聯交所主板上市以來，本公司已採納旨在載列對本集團董事、高級人員以及所有相關僱員之指引之政策，以確保根據證券及期貨條例及上市規則公平及適時地向公眾發佈本公司之內幕消息。



# Corporate Governance Report

## 企業管治報告

### COMPANY SECRETARY

The Company Secretary, is responsible to the Board for ensuring that the Board procedures are followed and the Board activities are efficiently and effectively conducted. He/she is also responsible for ensuring that the Board is fully appraised of the relevant legislative, regulatory and corporate governance developments relating to the Group and facilitating the induction and professional development of Directors.

The former company secretary of the Company, Ms. Chan Po Yu (“Ms. Chan”), had resigned since 28 December 2018, as such the Company no longer complied with the requirement under Rule 3.28 of the Listing Rules and, hence, the relevant code provisions in respect of company secretary. The Company is in the process of identifying a suitable candidate to fill the vacancy in the office of company secretary.

During the Period, Ms. Chan has attended relevant professional seminars to update her skills and knowledge. She met the training requirement set out in Rule 3.29 of the Listing Rules.

### DIVIDEND POLICY

The Board has approved and adopted a dividend policy on 21 March 2019 (the “Dividend Policy”) in order to provide return to the shareholders of the Company.

Under the Dividend Policy, provided that the Group is profitable and without affecting the normal operations of the Group, the Company may consider to declare and pay dividends to the Shareholders. In deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, among others, the Group’s actual and expected financial performance, retained earnings and distributable reserves, working capital requirements, capital expenditure requirements and future expansion plans, liquidity position, Shareholders’ interests, general economic conditions, business cycle of the Group’s business and other internal or external factors that may have an impact on the business or financial performance and position of the Group and other factors that the Board deems appropriate.

### 公司秘書

公司秘書對董事會負責，以確保董事會程序獲遵循及董事會活動有效率及有效地進行。彼亦負責確保董事會全面評估與本集團有關之相關法律、監管及企業管治發展以及促進董事就職及專業發展。

本公司前任公司秘書陳寶茹女士（「陳女士」）已於二零一八年十二月二十八日辭任，因此，本公司不再符合上市規則第3.28條之規定，因此亦不符合有關公司秘書之相關守則條文。本公司正物色適當人選填補公司秘書職位空缺。

於本期間，陳女士已出席相關專業研討會，以增進其技能及知識。彼已遵守上市規則第3.29條所載之培訓規定。

### 股息政策

本公司於二零一九年三月二十一日批准及採納一項股息政策（「股息政策」），以向本公司股東提供回報。

根據股息政策，惟本集團盈利且不影響本集團正常營運，本公司可考慮向股東宣派及派付股息。於決定是否提議股息及釐定股息金額時，董事會須計及（其中包括）本集團的實際及預期財務業績、留存收益及可分派儲備、營運資金需求、資本開支要求及未來擴展計劃、流動資金狀況、股東權益、整體經濟狀況、本集團業務的業務週期及其他可能對本集團的業務或財務業績及狀況構成影響的內部或外部因素以及董事會視為適當的其他因素。

### DIVIDEND POLICY (continued)

Declaration and payment of dividend shall remain to be determined at the sole discretion of the Board and subject to the Laws of Bermuda, the Bye-Laws of the Company and any applicable laws, rules and regulations. The Company will continually review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time. The Dividend Policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time.

### SHAREHOLDERS' RIGHTS

#### (I) How Shareholders Can Convene A Special General Meeting And Putting Forward Proposals at Shareholders' Meeting

The Directors may, whenever they think fit, convene a special general meeting, and special general meetings shall also be convened on requisition, as provided by the Companies Act, and, if default, may be convened by the requisitionists. On the requisition of members of the Company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company, the Directors forthwith proceed duly to convene a special general meeting of the Company. If the Directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

### 股息政策 (續)

宣派及派付股息仍須由董事會全權酌情釐定，並受百慕達法例、本公司細則及任何適用法律、規則及規例所規限。本公司將持續檢討股息政策，並保留隨時更新、修訂及／或修改股息政策的全權及絕對酌情權。股息政策絕不構成本公司具有法律約束力之承諾，即股息將以任何特定金額派付及／或絕不責令本公司於任何時間或不時宣派股息。

### 股東權利

#### (I) 股東如何召開股東特別大會及於股東大會提呈議案

董事可於其認為合適之時候召開股東特別大會，而股東特別大會亦可應公司法所規定之請求書召開，如無應該請求書召開股東特別大會，則可由請求人召開股東特別大會。於遞交請求書當日持有本公司截至遞交當日止之本公司實收資本（有權在本公司股東大會上表決）不少於十分之一之本公司股東遞交請求書之情況下，董事應立刻召開本公司股東特別大會。如董事於遞交請求書當日起計二十一日內仍未召開大會，該等請求人或代表全體請求人一半以上總投票權之任何請求人可以自行召開大會，惟任何大會不得於上述日期起計超過三個月後舉行。

# Corporate Governance Report

## 企業管治報告

### SHAREHOLDERS' RIGHTS (continued)

#### (II) Procedures by which enquiries may be put to the Board

Enquiries of shareholders can be sent to the Company either by email at [info@chinasandi.com.hk](mailto:info@chinasandi.com.hk) or by post to the Company's Hong Kong head office at Room 3405, 34th Floor, China Merchants Tower Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong. Shareholders can also make enquiries with the Board directly at the general meetings.

### INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Company recognises the importance of the communication with shareholders. In order to maintain and further enhance the investors' relationship with the Company's shareholders, the Company established various channels of communication with its shareholders:

- (1) The annual general meeting provides a platform for shareholders to exchange views with the Board. The members of the Board and external auditors will attend the meeting. The Group encourages all shareholders to attend and raise any comment on the performance of the Group. The Board welcomes to exchange views with its shareholders at the meeting.
- (2) The Company has regularly met with financial analysts, fund managers and potential investors during nine months ended 31 December 2018, in order to enhance the understanding the Group's operations and developments.
- (3) Information relating to the Company's financial information is provided through publications of annual/interim reports, announcements, circulars and press release.
- (4) The Company has established a corporate website which provides regularly updated Company financial information and other corporate information.

### CONSTITUTIONAL DOCUMENTS

During the nine months ended 31 December 2018, there was no change in the Company's constitutional documents.

### 股東權利 (續)

#### (II) 向董事會提出查詢之程序

股東可透過電郵至[info@chinasandi.com.hk](mailto:info@chinasandi.com.hk)或郵寄至本公司香港總辦事處(地址為香港干諾道中168-200號信德中心招商局大廈34樓3405室),向本公司作出查詢。股東亦可於股東大會上直接向董事會作出查詢。

### 投資者關係及與股東溝通

本公司深明與股東溝通之重要性。為維繫並加強與本公司股東之投資者關係,本公司已設立多個與股東溝通之渠道:

- (1) 股東週年大會為股東與董事會交流意見之平台。董事會成員與外聘核數師將出席大會。本集團鼓勵全體股東出席並就本集團之表現提出任何意見。董事會歡迎股東於大會上交流意見。
- (2) 截至二零一八年十二月三十一日止九個月,本公司定期與財務分析員、基金經理及準投資者會面,以加強彼等對本集團業務及發展之認識。
- (3) 本公司透過刊發年度/中期報告、公告、通函及新聞稿提供有關本公司財務資料之資訊。
- (4) 本公司已設立公司網頁,定期提供本公司財務資料及其他公司資料之最新資訊。

### 章程文件

截至二零一八年十二月三十一日止九個月,本公司之章程文件並無任何變動。

# Report of the Directors

## 董事會報告書

The board (the “Board”) of directors (the “Directors”) herein submit their report together with the audited consolidated financial statements of the Group for the nine months ended 31 December 2018 (the “Period”).

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries are set out in note 40 to the consolidated financial statements.

### SEGMENTAL INFORMATION

An analysis of the performance of the Group's by operating segments for the nine months ended 31 December 2018 is set out in note 7 to the consolidated financial statements.

### RESULTS AND APPROPRIATIONS

The results of the Group for the nine months ended 31 December 2018 and the financial performance of the Company and the Group at that date are set out in the consolidated financial statements on pages 104 to 268.

The Board has resolved not to recommend the payment of any dividend for the nine months ended 31 December 2018.

### CHANGE OF FINANCIAL YEAR END DATE

The Group's financial year end date has been changed from 31 March to 31 December. The change of financial year end date of the Company is to align its financial year end date with that of the principal subsidiaries in the People's Republic of China, which are statutorily required to close their accounts with the financial year end date of 31 December. The Board considers that the change of financial year end date of the Company will facilitate the preparation of the consolidated financial statements of the Group. Accordingly, this consolidated financial results cover a nine-month period from 1 April 2018 to 31 December 2018.

### BUSINESS REVIEW AND COMMENTARY

#### Financial Results

The financial results and business review of the Group for the nine months ended 31 December 2018 are set out in the annual report and particular on the section headed “Management Discussion and Analysis” from pages 7 to 32.

董事（「董事」）會（「董事會」）謹此提呈其報告連同本集團截至二零一八年十二月三十一日止九個月（「本期間」）之經審核綜合財務報表。

### 主要業務

本公司之主要業務為投資控股，其主要附屬公司之主要業務詳情載於綜合財務報表附註40。

### 分部資料

截至二零一八年十二月三十一日止九個月，本集團經營分部之表現分析載於綜合財務報表附註7。

### 業績及分派

本集團截至二零一八年十二月三十一日止九個月之業績以及本公司及本集團於該日之財務表現載於第104至268頁之綜合財務報表。

董事會議決不建議就截至二零一八年十二月三十一日止九個月派付任何股息。

### 變更財政年度結算日期

本集團的財政年度結算日期已由三月三十一日更改為十二月三十一日。變更本公司之財政年度結算日期旨在令其財政年度結算日期與其位於中華人民共和國之主要附屬公司之財政年度結算日期一致，該等主要附屬公司按法定要求須以十二月三十一日之財政年度結算日期結算其賬目。董事會認為，變更本公司財政年度結算日期將利於編製本集團之綜合財務報表。因此，本綜合財務業績涵蓋二零一八年四月一日至二零一八年十二月三十一日止九個月期間。

### 業務回顧及評論

#### 財務業績

本集團截至二零一八年十二月三十一日止九個月之財務業績及業務回顧載於年報及第7至32頁「管理層討論及分析」個別一節。

# Report of the Directors

## 董事會報告書

### BUSINESS REVIEW AND COMMENTARY *(continued)*

#### Environmental measure and performance

The Group is committed to contributing to the sustainability of the environment and maintaining a high standard of corporate social governance essential for creating a framework for motivating staff, and contributes to the community in which we conduct our businesses and creating a sustainable return to the Group.

Detail of which are disclosed in our Environmental, Social and Governance report, which will be issued separately by the Company.

#### COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

As far as the Board and management are aware, the Group has complied in material aspects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the nine months ended 31 December 2018, there was no material breach of or non-compliance with the applicable of relevant laws and regulations by the Group.

#### RELATIONSHIPS WITH SUPPLIERS, CUSTOMERS AND OTHER STAKEHOLDERS

The Group understands the importance of maintaining a good relationship with its suppliers and customers to meet its immediate and long-term goals. We enjoy good relationships with suppliers and customers with mutual trust. Accordingly, our management have kept good communications, promptly exchanged ideas and shares business update with them when appropriate. During the nine months ended 31 December 2018, there were no material and significant dispute between the Group and its suppliers and/or customers.

Employees are the valuable assets of the Group. The Group strives to motivate its employees with a clear career path and improvement of their skills by encouraging them to take part in external training courses, professional seminars and examinations and support them by sponsoring. The Group put efforts into providing staff with a harmonious, positive and inspiring working environment. The Group always adheres to its people-oriented concept, values and maintains their employees' legitimate rights and interests.

By providing employees with a good working environment and competitive trainings, employees' productivities and their performances are greatly improved.

### 業務回顧及評論 *(續)*

#### 環境措施及表現

本集團致力促進環境可持續性及維持高標準企業社會治理，其乃建立激勵員工框架所必需的，並在我們開展業務之社區作出貢獻及為本集團創造可持續回報。

詳情披露於本公司將另行刊發的環境、社會及管治報告。

#### 遵循相關法律及法規

就董事會及管理層所知，本集團已在所有重大方面遵守對本集團之業務及經營有重大影響之相關法律及法規。截至二零一八年十二月三十一日止九個月，本集團概無嚴重違反或不遵守相關適用法律及法規。

#### 與供應商、客戶及其他持份者之關係

本集團理解與其供應商及客戶維持良好關係以達致其即時及長期目標之重要性。我們與供應商及客戶有互相信任之良好關係。因此，我們的管理層與彼等一直保持良好溝通、及時交換意見及於適當時分享業務最新資料。截至二零一八年十二月三十一日止九個月，本集團與其供應商及／或客戶之間並無重大及顯著糾紛。

僱員乃本集團之寶貴資產。本集團致力透過清晰職業發展途徑及透過鼓勵僱員參加外部培訓課程、專業講座及考試，及贊助，支持僱員改進自身技能，以激勵僱員。本集團致力為僱員提供和諧、積極及激勵的工作環境。本集團始終堅持以人為本的理念，重視及維護其僱員之合法權益。

透過為僱員提供良好工作環境及有競爭力之培訓，僱員之生產力及其表現均大大改善。

### KEY RISKS AND UNCERTAINTIES

The Group's financial conditions, results of operations, businesses prospects would be affected by a number of risks and uncertainties directly or indirectly pertaining to our Group's businesses which including business risk, policy and market risk, operational risk and financial management risk.

#### Business Risk

Performance of our Group's core business will be affected by various factors, including but not limited to economic conditions such as performance of property markets in regions, which would not be mitigated even with careful and prudent investment strategy and strict procedure.

#### Policy and Market Risk

As a key economic pillars industry for the PRC's development, the property sector is more susceptible to the impact of macro-economic and industrial policies. Our Group's performance may be adversely affected by changes of the political, social and economic conditions in the PRC if we are unable to respond to the ever-changing market condition in a timely manner.

#### Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Responsibility for managing operational risk basically rests with every function at divisional and departmental levels. Key functions in our Group are guided by their standard operating procedures, limit of authority and reporting framework. Our management will identify and assess key operational exposures regularly so that appropriate risk response can be taken.

#### Financial management risk

The main financial management risk and the Group's financial management measures are shown in note 33 to the consolidated financial statements.

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

### 主要風險及不確定因素

本集團財務狀況、經營業績及業務前景均可能會受到與本集團業務直接或間接有關之若干風險及不確定因素所影響，其中包括業務風險、政策及市場、營運風險及財務管理風險。

#### 業務風險

本集團核心業務之表現將受到各種因素影響，包括但不限於經濟狀況，如區域物業市場表現，其風險即使有小心謹慎之投資策略及嚴謹程序亦難以緩解。

#### 政策及市場風險

作為中國發展的重要經濟支柱產業，房地產行業更易受宏觀經濟及行業政策的影響。倘我們不能及時回應不斷變化的市場狀況，本集團的業績可能受到中國政治、社會及經濟狀況變動的不利影響。

#### 營運風險

營運風險指因內部程序、人員及制度不足或缺失，或因外部事件導致之損失風險。管理營運風險之責任基本上由各分部及部門的各個職能崗位肩負。本集團之主要職能崗位經由本身之標準營運程序、權限及匯報框架作出指引。管理層將會定期識別及評估主要之營運風險，以便採取適當風險應對。

#### 財務管理風險

主要財務管理風險及本集團財務管理措施載於綜合財務報表附註33。

除於上述提及者外，亦可能存在其他本集團未知之風險及不確定因素，或目前未必屬於重大但日後可能變成重大之其他風險及不確定因素。

# Report of the Directors

## 董事會報告書

### SUMMARY OF FINANCIAL INFORMATION

A summary of the consolidated results and assets, liabilities and non-controlling interests of the Group for the last five financial periods/years, as extracted from the published audited consolidated financial statements and restated as appropriate, is set out below.

### 財務資料概要

本集團最近五個財政期間／年度的綜合業績及資產、負債及非控股權益概要（摘錄自己刊發經審核綜合財務報表及重列（如適用））載列如下。

		Nine months ended 31 December 2018 HK\$'000 截至 二零一八年 十二月 三十一日 止九個月 千港元	Year ended 31 March 2018 HK\$'000 截至 二零一八年 三月 三十一日 止年度 千港元	Year ended 31 March 2017 HK\$'000 截至 二零一七年 三月 三十一日 止年度 千港元	Year ended 31 March 2016 HK\$'000 截至 二零一六年 三月 三十一日 止年度 千港元	Year ended 31 March 2015 HK\$'000 截至 二零一五年 三月 三十一日 止年度 千港元
REVENUE	收益	<b>149,836</b>	707,694	297,559	109,750	132,964
(LOSS)/PROFIT FOR THE PERIOD/YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人應佔本期間／年度（虧損）／溢利	<b>(80,964)</b>	156,326	(169,389)	161,076	(266,506)

# Report of the Directors

## 董事會報告書

### SUMMARY OF FINANCIAL INFORMATION

(continued)

#### Assets, liabilities and non-controlling interest

### 財務資料概要 (續)

#### 資產、負債及非控股權益

		At 31 December 2018 HK\$'000	At 31 March 2018 HK\$'000	At 31 March 2017 HK\$'000 (restated)	At 31 March 2016 HK\$'000 (restated)	At 31 March 2015 HK\$'000
		於 二零一八年 十二月 三十一日 千港元	於 二零一八年 三月 三十一日 千港元	於 二零一七年 三月 三十一日 千港元 (經重列)	於 二零一六年 三月 三十一日 千港元 (經重列)	於 二零一五年 三月 三十一日 千港元
NON-CURRENT ASSETS	非流動資產	<b>4,455,804</b>	4,409,889	4,355,726	4,788,386	3,990,495
CURRENT ASSETS	流動資產	<b>3,274,246</b>	2,826,471	1,619,357	1,200,860	314,956
<b>TOTAL ASSETS</b>	<b>總資產</b>	<b>7,730,050</b>	7,236,360	5,975,083	5,989,246	4,305,451
CURRENT LIABILITIES	流動負債	<b>3,273,806</b>	1,987,144	1,165,133	1,057,233	228,043
NON-CURRENT LIABILITIES	非流動負債	<b>1,311,376</b>	1,813,123	1,771,946	1,593,617	1,356,919
<b>TOTAL LIABILITIES</b>	<b>總負債</b>	<b>4,585,182</b>	3,800,267	2,937,079	2,650,850	1,584,962
NON-CONTROLLING INTEREST	非控股權益	<b>63,574</b>	38,485	31,654	39,763	27,673
<b>NET ASSETS</b>	<b>資產淨值</b>	<b>3,144,868</b>	3,436,093	3,038,004	3,338,396	2,720,489

#### Notes:

- The consolidated results for the year ended 31 March 2017 and the consolidated assets, liabilities and non-controlling interests as at 31 March 2016 and 31 March 2017 has been restated to reflect the effect of application of Accounting Guideline 5 "Merger Accounting under Common Control Combination" issued by the Hong Kong Institute of Certified Public Accountants.

The summary above does not form part of the audited financial statements.

#### 附註:

- 截至二零一七年三月三十一日止年度的綜合業績及於二零一六年三月三十一日及二零一七年三月三十一日的綜合資產、負債及非控股權益已重列，以反映香港會計師公會發佈之會計指引第5號「共同控制合併的合併會計法」之應用效果。

上述摘要並不構成經審核財務報表的一部分。



# Report of the Directors

## 董事會報告書

### PRINCIPAL PROPERTIES

Details of the principal properties held for investment purposes are set out in note 17 to the consolidated financial statements.

### PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the nine months ended 31 December 2018 are set out in note 16 to the consolidated financial statements.

### SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company's share capital during the nine months ended 31 December 2018 are set out in note 29 to the consolidated financial statements.

Details of movements in the Company's share options during the nine months ended 31 December 2018 are set out in note 30 to the consolidated financial statements.

### BONDS PAYABLE

Details of movements in the Company's bonds payable during the nine months ended 31 December 2018 are set out in the note 31 to the consolidated financial statements.

### RESERVES

Details of movements in the reserves of the Group and the Company during the nine months ended 31 December 2018 are set out in the consolidated statement of changes in equity on pages 108 and 109 of this annual report and in note 42 to the consolidated financial statements, respectively.

### DISTRIBUTABLE RESERVES

The Company's reserves available for distribution amounted to approximately HK\$1,302,132,000 as at 31 December 2018 (31 March 2018: approximately HK\$1,324,235,000).

### 主要物業

持作投資之主要物業詳情載於綜合財務報表附註17。

### 物業、廠房及設備

本集團物業、廠房及設備截至二零一八年十二月三十一日止九個月之變動詳情載於綜合財務報表附註16。

### 股本及購股權

本公司股本於截至二零一八年十二月三十一日止九個月之變動詳情載於綜合財務報表附註29。

本公司購股權於截至二零一八年十二月三十一日止九個月之變動詳情載於綜合財務報表附註30。

### 應付債券

本公司應付債券截至二零一八年十二月三十一日止九個月之變動詳情載於綜合財務報表附註31。

### 儲備

本集團及本公司截至二零一八年十二月三十一日止九個月之儲備變動詳情分別載於本年報第108及109頁之綜合權益變動表及綜合財務報表附註42。

### 可供分派儲備

本公司於二零一八年十二月三十一日之可供分派儲備約為1,302,132,000港元(二零一八年三月三十一日:約1,324,235,000港元)。

# Report of the Directors

## 董事會報告書

### MAJOR CUSTOMERS AND SUPPLIERS

During the Period, less than 10% of the Group's sale were attributable to the Group's largest customer and five largest customers respectively.

In addition, the five largest suppliers of the Group together accounted for approximately 61% of the Group's total purchases during the Period, with the largest supplier accounted for approximately 36%.

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

### CHARITABLE CONTRIBUTIONS

During the nine months ended 31 December 2018, the Group did not made charitable contributions.

### DIRECTORS

The Directors during the Period and up to the date of this report are as follows:

#### EXECUTIVE DIRECTORS

Mr. Guo Jiadi (*Chairman*)  
Ms. Amika Lan E Guo  
Mr. Wang Chao

#### NON-EXECUTIVE DIRECTOR

Dr. Wong Yun Kuen

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Yee Ping, Michael  
Mr. Yu Pak Yan, Peter  
Ms. Ma Shujuan  
Mr. Zheng Yurui

In accordance with the Bye-laws 111(A) and 111(B) of the Bye-laws of the Company, Mr. Guo Jiadi, Ms. Amika Lan E Guo and Dr. Wong Yun Kuen shall retire from office by rotation and being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company.

### 主要客戶及供應商

本期間內，本集團最大及五大客戶分別佔本集團銷售額不足10%。

此外，本集團五大供應商合共佔本集團在本期間內的總採購額約61%，其中最大供應商佔約36%。

本公司董事、彼等任何緊密聯繫人士或任何主要股東（據董事所深知，擁有本公司已發行股本5%以上者）期內概無於本集團五大客戶及供應商中擁有任何實益權益。

### 慈善捐款

於截至二零一八年十二月三十一日止九個月，本集團並無作出慈善捐款。

### 董事

本期間內及截至本報告日期之董事如下：

#### 執行董事

郭加迪先生（主席）  
Amika Lan E Guo女士  
王超先生

#### 非執行董事

黃潤權博士

#### 獨立非執行董事

陳貽平先生  
余伯仁先生  
馬淑娟女士  
鄭玉瑞先生

根據本公司之公司細則第111(A)及111(B)條規定，郭加迪先生、Amika Lan E Guo女士及黃潤權博士須於本公司應屆股東週年大會輪值退任，及彼等符合資格並願意重選連任。

# Report of the Directors

## 董事會報告書

### UPDATES ON DIRECTORS' INFORMATION

The following is updated information of directors of the Company required to be disclosed pursuant to Rule 13.51(B) of the Listing Rules:

1. Dr. Wong Yun Kuen has been appointed as an independent non-executive director of Asia Coal Limited (stock code: 835, a company listed on the Hong Kong Stock Exchange) with effect from 12 September 2018.
2. Dr. Wong Yun Kuen has resigned as an executive director of Boill Healthcare Holdings Limited (stock code: 1246, a company listed on the Hong Kong Stock Exchange) with effect from 21 December 2018.
3. Mr. Chan Yee Ping, Michael has been appointed as an independent non-executive director of Champion Alliance International Holdings Limited (formerly known as "Mengke Holdings Limited") (stock code: 1629, a company listed on the Hong Kong Stock Exchange) with effect from 20 November 2018.
4. Mr. Chan Yee Ping, Michael has resigned as an independent non-executive director of Prosper One International Holdings Company Limited (stock code: 1470, a company listed on the Hong Kong Stock Exchange) with effect from 27 December 2018.

### 董事資料更新

以下為根據上市規則第13.51(B)條須予披露之本公司董事資料更新：

1. 黃潤權博士已獲委任為亞洲煤業有限公司(股份代號：835，一間於香港聯交所上市之公司)之獨立非執行董事，自二零一八年九月十二日起生效。
2. 黃潤權博士已辭任保集健康控股有限公司(股份代號：1246，一間於香港聯交所上市之公司)之執行董事，自二零一八年十二月二十一日起生效。
3. 陳貽平先生已獲委任為冠均國際控股有限公司(前稱「盟科控股有限公司」)(股份代號：1629，一間於香港聯交所上市之公司)之獨立非執行董事，自二零一八年十一月二十日起生效。
4. 陳貽平先生已辭任富一國際控股有限公司(股份代號：1470，一間於香港聯交所上市之公司)之獨立非執行董事，自二零一八年十二月二十七日起生效。

### BIOGRAPHICAL DETAILS OF THE DIRECTORS OF THE COMPANY

#### Executive Directors

**Mr. Guo Jiadi (“Mr. Guo”)**, aged 59, is a merchant and was appointed as the Chairman and an executive Director of the Company with effect from 12 December 2014. Mr. Guo is also a director of certain subsidiaries of the Company, incorporated in Hong Kong and the British Virgin Islands (the “BVI”) respectively engaged in investment holding and also a director and legal representative of certain operating subsidiaries of the Company in the PRC. Mr. Guo is also an ultimate beneficial owner of a substantial shareholder of the Company.

Mr. Guo started his business in international trading and, in 23 years, diversified into businesses including footwear manufacturing, chemical technology, mining, real estate development and hotel investment with presence throughout Europe, the United States, Hong Kong, Shanghai, Fujian, Shaanxi and Jilin. Mr. Guo has over 28 years of experience in trading business and over 18 years of experience in property development.

Mr. Guo entered into the property market in the PRC by establishing Fuzhou Gaojia Real Estate Development Co., Ltd. (“Fuzhou Gaojia”) and has since acted as its chairman. Fuzhou Gaojia has obtained 中華人民共和國房地產開發企業資質證書(壹級) (Qualification Certificate (Class 1) for Real Estate Development Enterprise in the PRC\*) from 中華人民共和國住房和城鄉建設部 (Department of Housing and Urban and Rural Development of the PRC\*). Fuzhou Gaojia has completed certain real estate projects in Fuzhou, Putian, Baoji and Shanghai.

Mr. Guo is the father of Ms. Amika Lan E Guo, who is an executive Director of the Company. Apart from the aforesaid, Mr. Guo does not have any other relationship with any Director, senior management, substantial or controlling shareholder(s) of the Company. Save as disclosed above, Mr. Guo does not hold directorship in other public listed companies in Hong Kong or overseas in the past three years.

\* For identification purposes only

### 本公司董事之個人簡歷

#### 執行董事

郭加迪先生(「郭先生」)，59歲，為一名商人，自二零一四年十二月十二日起獲委任為本公司主席兼執行董事。郭先生亦為本公司於香港及英屬處女群島(「英屬處女群島」)註冊成立並從事投資控股之若干附屬公司之董事，同時亦為本公司若干中國營運附屬公司之董事兼法定代表人。郭先生亦為本公司主要股東之最終實益擁有人。

郭先生以國際貿易為事業起步點，於二十三年間多元化發展至造鞋、化工科技、採礦、房地產開發以及酒店投資等，業務遍及歐洲、美國、香港、上海、福建、陝西及吉林。郭先生不單於貿易業務方面具備逾28年經驗，亦擁有逾18年物業發展經驗。

郭先生涉足中華人民共和國物業市場，成立福州高佳房地產開發有限公司(「福州高佳」)，並一直擔任其主席。福州高佳已從中華人民共和國住房和城鄉建設部取得中華人民共和國房地產開發企業資質證書(壹級)。福州高佳已完成若干位於福州、莆田、寶鷄及上海之房地產項目。

郭先生為本公司執行董事Amika Lan E Guo女士之父親。除上文所述外，郭先生與本公司任何董事、高級管理層、主要或控股股東概無任何關係。除上文披露者外，郭先生在過去三年沒有在香港或海外其他上市公眾公司擔任董事職務。

\* 僅供識別

# Report of the Directors

## 董事會報告書

### BIOGRAPHICAL DETAILS OF THE DIRECTORS OF THE COMPANY *(continued)*

#### Executive Directors *(continued)*

**Ms. Amika Lan E Guo (“Ms Guo”)**, aged 33, has been appointed as an executive Director of the Company with effect from 9 July 2014 and is a director of certain Hong Kong and BVI subsidiaries of the Company. Ms. Guo is responsible for the overall business development of the company. Her current position is the Director of Business Operations and is responsible for general operation management, corporate development and planning matters. Ms. Guo has graduated from Simon Fraser University in Canada with a bachelor degree of Business Administration. She also holds a MBA degree from The University of Hong Kong.

Ms. Guo is the daughter of Mr. Guo Jiadi, who is the Chairman and an executive Director and the ultimate beneficial owner of a substantial shareholder of the Company. Save as disclosed above, Ms. Guo does not have any other relationship with any Director, senior management, substantial or controlling shareholder(s) of the Company. Save as disclosed above, Ms. Guo does not hold directorship in other public listed companies in Hong Kong or overseas in the past three years.

**Mr. Wang Chao (“Mr. Wang”)**, aged 42, was appointed as an executive Director of the Company with effect from 5 February 2018. Mr. Wang hold a bachelor’s degree of Laws from the Xiamen University\* (廈門大學). Prior to joining the Group, he worked in companies that specialised in property development industries for over ten years. Mr. Wang is the general manager of Fujian Sinco since 1 January 2018 and responsible for the overall operation for the various subsidiaries of the Group in the PRC.

Mr. Wang does not have any relationship with any Director, senior management, substantial or controlling shareholder(s) of the Company. Save as disclosed above, Mr. Wang does not hold directorship in other public listed companies in Hong Kong or overseas in the past three years.

#### Non-Executive Director

**Dr. Wong Yun Kuen (“Dr. Wong”)**, aged 61, was appointed as an independent non-executive Director on 18 September 2009. Dr. Wong Yun Kuen has been re-designated from independent non-executive Director to non-executive director of the Company with effect from 15 September 2016.

\* For identification purposes only

### 本公司董事之個人簡歷 (續)

#### 執行董事 (續)

**Amika Lan E Guo女士(「郭女士」)**，33歲，於二零一四年七月九日獲委任為本公司執行董事及為本公司之若干香港及英屬處女群島附屬公司之董事。郭女士負責本公司的整體業務發展。彼現任業務經營主管，負責一般經營管理、公司發展及規劃事項。郭女士畢業於西門菲莎大學(Simon Fraser University)，獲頒工商管理學士學位。彼亦持有香港大學工商管理碩士學位。

郭女士為主席兼執行董事兼本公司主要股東之最終實益擁有人郭加迪先生之女兒。除上文所披露者外，郭女士與本公司任何董事、高級管理層、主要或控股股東概無任何其他關係。除上文披露者外，郭女士在過去三年沒有在香港或海外其他上市公眾公司擔任董事職務。

**王超先生(「王先生」)**，42歲，自二零一八年二月五日起獲委任為本公司執行董事。王先生持有廈門大學法學學士學位。王先生於加入本集團前在多間專門從物業開發行業之公司擔任不同管理職務任職超過十年。王先生自二零一八年一月一日起為福建先科之總經理並負責本集團多間附屬公司於中國之整體營運。

王先生與本公司任何董事、高級管理層、主要或控股股東概無任何關係。除上文披露者外，王先生在過去三年沒有在香港或海外其他上市公眾公司擔任董事職務。

#### 非執行董事

**黃潤權博士(「黃博士」)**，61歲，於二零零九年九月十八日獲委任為獨立非執行董事。黃潤權博士已由獨立非執行董事調任為本公司非執行董事，自二零一六年九月十五日起生效。

\* 僅供識別

### BIOGRAPHICAL DETAILS OF THE DIRECTORS OF THE COMPANY *(continued)*

#### Non-Executive Director *(continued)*

Dr. Wong received a Ph.D. Degree from Harvard University, and was “Distinguished Visiting Scholar” at Wharton School of the University of Pennsylvania. He has worked in financial industries in the United States and Hong Kong for many years, and has considerable experience in corporate finance, investment and derivative products. He is a member of Hong Kong Securities and Investment Institute.

Dr. Wong is the chairman and an executive director of UBA Investments Limited (stock code: 768) and Far East Holdings International Limited (stock code: 36), and an independent non-executive director of Kingston Financial Group Limited (stock code: 1031), DeTai New Energy Group Limited (stock code: 559), Kaisun Holdings Limited (formerly known as “Kaisun Energy Group Limited”) (stock code: 8203), GT Group Holdings Limited (stock code: 263), Tech Pro Technology Development Limited (stock code: 3823), Synergis Holdings Limited (stock code: 2340) and Asia Coal Limited (stock code: 835).

Dr. Wong was also an executive director of Boill Healthcare Holdings Limited (stock code: 1246) from July 2016 to December 2018 and an independent non-executive director of Bauhaus International (Holdings) Limited (stock code: 483) from October 2004 to December 2016, Sincere Watch (Hong Kong) Limited (stock code: 444) from September 2012 to December 2017 and Far East Holdings International Limited (stock code: 36) from December 2014 to July 2017. All the companies mentioned above are listed on the Hong Kong Stock Exchange.

Dr. Wong does not have any relationship with any Director, senior management, substantial or controlling shareholder(s) of the Company. Save as disclosed above, Dr. Wong does not hold directorship in other public listed companies in Hong Kong or overseas in the past three years.

### 本公司董事之個人簡歷 (續)

#### 非執行董事 (續)

黃博士持有哈佛大學博士學位，並曾任賓夕法尼亞州大學Wharton School「傑出客席學者」。黃博士在美國及香港金融界工作多年，對企業融資、投資及衍生產品具有豐富經驗。彼為香港證券專業學會會員。

黃博士為開明投資有限公司（股份代號：768）及遠東控股國際有限公司（股份代號：36）之主席兼執行董事，以及金利豐金融集團有限公司（股份代號：1031）、德泰新能源集團有限公司（股份代號：559）、凱順控股有限公司（前稱「凱順能源集團有限公司」）（股份代號：8203）、高富集團控股有限公司（股份代號：263）、德普科技發展有限公司（股份代號：3823）、昇捷控股有限公司（股份代號：2340）及亞洲煤業有限公司（股份代號：835）之獨立非執行董事。

黃博士亦自二零一六年七月至二零一八年十二月為保集健康控股有限公司（股份代號：1246）之執行董事，以及自二零零四年十月至二零一六年十二月為包浩斯國際（控股）有限公司（股份代號：483）、自二零一二年九月至二零一七年十二月為Sincere Watch (Hong Kong) Limited（股份代號：444）及自二零一四年十二月至二零一七年七月為遠東控股國際有限公司（股份代號：36）之獨立非執行董事。上述所有公司均於香港聯交所上市。

黃博士與本公司任何董事、高級管理層、主要或控股股東概無任何關係。除上文披露者外，黃博士在過去三年沒有在香港或海外其他上市公眾公司擔任董事職務。

# Report of the Directors

## 董事會報告書

### BIOGRAPHICAL DETAILS OF THE DIRECTORS OF THE COMPANY *(continued)*

#### Independent non-executive Directors

**Mr. Chan Yee Ping, Michael (“Mr. Chan”),** aged 41, was appointed as an independent non-executive Director with effect from 9 July 2014. Mr. Chan was also appointed as the chairman of the Audit Committee and a member of the Nomination Committee and Remuneration Committee of the Company. Mr. Chan holds a bachelor degree of Business Administration (Honours) in Accountancy from The Hong Kong Polytechnic University. He is a member with practicing certificate of the Hong Kong Institute of Certified Public Accountants, and a fellow member of the Association of Chartered Certified Accountants. He has over 10 years of working experience in the fields of accounting and audit, corporate secretarial management and corporate governance.

He is currently the company secretary of China Sunshine Paper Holdings Company Limited (stock code: 2002), which is listed on the Main Board of the Hong Kong Stock Exchange, as well as Northeast Electric Development Co., Limited (stock code: 42), a joint stock limited company incorporated in the PRC and listed on the Shenzhen Stock Exchange and the Main Board of the Hong Kong Stock Exchange respectively.

He was also an independent non-executive director of Prosper One International Holdings Company Limited (stock code: 1470) from September 2017 to December 2018. Mr. Chan has been appointed as an independent non-executive director for three companies, namely China Wah Yan Healthcare Limited (stock code: 648) since July 2014, New Wisdom Holding Company Limited (stock code: 8213) since November 2016, and Champion Alliance International Holdings Limited (formerly known as “Mengke Holdings Limited”) (stock code: 1629) since November 2018.

Mr. Chan is the director of MCI CPA Limited. Mr. Chan does not have any relationship with any Director, senior management, substantial or controlling shareholder(s) of the Company. Save as disclosed above, Mr. Chan does not hold directorship in other public listed companies in Hong Kong or overseas in the past three years.

### 本公司董事之個人簡歷 (續)

#### 獨立非執行董事

陳貽平先生(「陳先生」)，41歲，於二零一四年七月九日獲委任為獨立非執行董事。陳先生亦獲委任為本公司之審核委員會主席以及提名委員會及薪酬委員會成員。陳先生持有香港理工大學會計學(榮譽)工商管理學學士學位。彼為擁有香港會計師公會執業證書之會員及英國特許公認會計師公會資深會員。陳先生於會計及審計、公司秘書管理以及企業管治方面擁有逾10年工作經驗。

彼現時為中國陽光紙業控股有限公司(股份代號: 2002, 於香港聯交所主板上市)以及東北電氣發展股份有限公司(股份代號: 42, 於中國註冊成立之股份有限公司及於深圳證券交易所及香港聯交所主板上市)之公司秘書。

彼亦自二零一七年九月至二零一八年十二月擔任富一國際控股有限公司(股份代號: 1470)之獨立非執行董事。陳先生已獲委任為三間公司之獨立非執行董事，即自二零一四年七月、二零一六年十一月及二零一八年十一月起分別獲委任為中國華仁醫療有限公司(股份代號: 648)、新智控股有限公司(股份代號: 8213)及冠均國際控股有限公司(前稱「盟科控股有限公司」)(股份代號: 1629)之獨立非執行董事。

陳先生為天昊會計師事務所有限公司之董事。陳先生與本公司任何董事、高級管理層、主要或控股股東概無任何關係。除上文披露者外，陳先生在過去三年沒有在香港或海外其他上市公眾公司擔任董事職務。

### BIOGRAPHICAL DETAILS OF THE DIRECTORS OF THE COMPANY *(continued)*

#### Independent non-executive Directors *(continued)*

**Mr. Yu Pak Yan, Peter (“Mr. Yu”)**, aged 68, was appointed as an independent non-executive Director on 31 December 2010. Mr. Yu was also appointed as the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company. Mr. Yu has over 30 years of experience in real estate and financial services industries. Mr. Yu holds a Master of Science Degree in Financial Services from American College in Pennsylvania, USA.

Mr. Yu is currently an independent non-executive director of Noble Century Investment Holdings Limited (stock code: 2322). He was an executive director of Far East Holdings International Limited (stock code: 36) from November 2014 to October 2017. Mr. Yu was also an independent non-executive director of Kingston Financial Group Limited (stock code: 1031) from September 2008 to September 2016.

Mr. Yu does not have any relationship with any Director, senior management, substantial or controlling shareholder(s) of the Company. Save as disclosed above, Mr. Yu does not hold directorship in other public listed companies in Hong Kong or overseas in the past three years.

**Mr. Zheng Yurui (“Mr. Zheng”)**, aged 64, was appointed as an independent non-executive Director on 11 April 2012. Mr. Zheng graduated from Party School of Central Committee of C.P.C. with undergraduate diploma in 1999, majoring in administration and he is a senior economist. From 1971 to 1998, Mr. Zheng worked in several state-owned companies and private companies including a factory in which he acted as a deputy general manager. From 1998 to the present, Mr. Zheng founded his own footwear manufacturing company, acting the chairman. From 2008 to the present, Mr. Zheng has served as a director of a property development company concurrently. Mr. Zheng is the representative of the Tenth and Eleventh People’s Congress of Fujian Province (福建省第十屆、第十一屆人民代表大會) and the representative of the Fourth, the Fifth, and the Sixth People’s Congress of Putian City (莆田市第四屆、第五屆、第六屆人民代表大會).

#### 本公司董事之個人簡歷 (續)

#### 獨立非執行董事 (續)

余伯仁先生(「余先生」)，68歲，於二零一零年十二月三十一日獲委任為獨立非執行董事。余先生亦獲委任為本公司之薪酬委員會主席以及審核委員會及提名委員會成員。余先生在房地產及金融服務業擁有逾30年經驗。余先生持有美國賓夕法尼亞州 American College 金融服務系之理學碩士學位。

余先生目前為仁瑞投資控股有限公司(股份代號: 2322)之獨立非執行董事。彼自二零一四年十一月至二零一七年十月為遠東控股國際有限公司(股份代號: 36)之執行董事。余先生亦自二零零八年九月至二零一六年九月為金利豐金融集團有限公司(股份代號: 1031)之獨立非執行董事。

余先生與本公司任何董事、高級管理層、主要或控股股東概無任何關係。除上文披露者外，余先生在過去三年沒有在香港或海外其他上市公眾公司擔任董事職務。

**鄭玉瑞先生(「鄭先生」)**，64歲，於二零一二年四月十一日獲委任為獨立非執行董事。鄭先生於一九九九年於中共中央黨校行政管理專業畢業，獲頒本科文憑，彼為高級經濟師。自一九七一年至一九九八年，鄭先生曾於數家國有企業及私營公司工作，曾任一家工廠之副總經理。自一九九八年至今，鄭先生創辦其本身之皮鞋製造公司，擔任該公司之董事長。自二零零八年至今，鄭先生兼任一家物業發展公司之董事。鄭先生為福建省第十屆、第十一屆人民代表大會代表和莆田市第四屆、第五屆、第六屆人民代表大會代表。



# Report of the Directors

## 董事會報告書

### BIOGRAPHICAL DETAILS OF THE DIRECTORS OF THE COMPANY *(continued)*

#### Independent non-executive Directors *(continued)*

Mr. Zheng does not have any relationship with any Director, senior management, substantial or controlling shareholder(s) of the Company. Save as disclosed above, Mr. Zheng does not hold directorship in other public listed companies in Hong Kong or overseas in the past three years.

**Ms. Ma Shujuan (“Ms. Ma”)**, aged 35, was appointed as an independent non-executive Director on 5 February 2018. Ms. Ma graduated from China University of Political Science and Laws\* (中國政法大學) in 2007 with a Bachelor’s degree in Laws. She also holds a degree of Executive Master of Business Administration in Finance from Shanghai Jiao Tong University\* (上海交通大學). Ms. Ma is a practicing lawyer in the PRC. She has over 10 years of extensive experience in different kinds of legal and financial works including corporate finance, mergers and acquisitions, property investment, trust and commercial litigations. She is currently a practising lawyer of Beijing King & Capital Law Firm, (Shanghai Branch)\* (北京京都(上海)律師事務所).

Ms. Ma does not have any relationship with any Director, senior management, substantial or controlling shareholder(s) of the Company. Save as disclosed above, Ms. Ma does not hold directorship in other public listed companies in Hong Kong or overseas in the past three years.

### DIRECTORS’ EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the Directors’ emoluments and the five highest paid individuals of the Group are set out in note 13 to the consolidated financial statements.

### DIRECTORS’ SERVICE CONTRACTS

Mr. Guo Jiadi, being the existing executive Director, has entered into service contract with the Company for an initial term of three years commencing on 12 December 2014 and the service contract had been renewed for a further term of three years commencing on 12 December 2017.

\* For identification purposes only

### 本公司董事之個人簡歷 (續)

#### 獨立非執行董事 (續)

鄭先生與本公司任何董事、高級管理層、主要或控股股東概無任何關係。除上文披露者外，鄭先生在過去三年沒有在香港或海外其他上市公眾公司擔任董事職務。

**馬淑娟女士 (「馬女士」)**，35歲，於二零一八年二月五日獲委任為獨立非執行董事。馬女士於二零零七年畢業於中國政法大學，持有法學學士學位。彼亦持有上海交通大學金融高級工商管理碩士學位。馬女士為中國執業律師。彼於不同類型法律事務及金融工作方面擁有逾10年豐富經驗，包括企業融資、合併及收購、物業投資、信託及商業訴訟。彼現在在北京京都(上海)律師事務所執業。

馬女士與本公司任何董事、高級管理層、主要或控股股東概無任何關係。除上文披露者外，馬女士在過去三年沒有在香港或海外其他上市公眾公司擔任董事職務。

### 董事酬金及五名最高薪人士

董事酬金及本集團五名最高薪人士之詳情載於綜合財務報表附註13。

### 董事之服務合約

現任執行董事郭加迪先生已與本公司訂立服務合約，由二零一四年十二月十二日起初步為期三年，服務合約已經重續，由二零一七年十二月十二日起進一步為期三年。

\* 僅供識別

### DIRECTORS' SERVICE CONTRACTS *(continued)*

Each of Ms. Amika Lan E Guo and Mr. Chan Yee Ping, Michael, being the existing executive Director and the existing independent non-executive Director, respectively, has entered into service contract with the Company for an initial term of three years commencing on 9 July 2014 and the service contracts had been renewed for a further term of three years commencing on 9 July 2017.

Mr. Wang Chao, being the existing executive Director, has entered into a service contract with the Company for an initial term of three years commencing on 5 February 2018.

Dr. Wong Yun Kuen, was appointed as an independent non-executive Director on 18 September 2009, has entered into a service contract with the Company for an initial term of three years commencing on 18 September 2009 and the service contract has been renewed several times for a further term of three years commencing on 18 September 2015.

Dr. Wong Yun Kuen has been re-designated from an independent non-executive Director to a non-executive director of the Company with effect from 15 September 2016. Following his re-designation, Dr. Wong Yun Kuen has been entered into a service contract with the Company with the term of three years commencing on 15 September 2016.

Mr. Yu Pak Yan Peter, being the existing independent non-executive Director, has entered into service contract with the Company for a term of three years commencing on 31 December 2011 and the service contract has been renewed several times for a further term of three years commencing on 31 December 2017.

Mr. Zheng Yurui, being the existing independent non-executive Director, has entered into a service contract with the Company for a term of three years commencing on 11 April 2012 and the service contracts had been renewed several times for a further term of three years commencing on 11 April 2018.

Ms. Ma Shujuan, being the existing independent non-executive Director, has entered into a service contract with the Company for an initial term of three years commencing on 5 February 2018.

### 董事之服務合約 (續)

現任執行董事Amika Lan E Guo女士及現任獨立非執行董事陳貽平先生已各自與本公司訂立服務合約，由二零一四年七月九日起初步為期三年，服務合約已經重續，由二零一七年七月九日起進一步為期三年。

現任執行董事王超先生已與本公司訂立服務合約，由二零一八年二月五日起初步為期三年。

黃潤權博士於二零零九年九月十八日獲委任為獨立非執行董事，已與本公司訂立服務合約，由二零零九年九月十八日起初步為期三年，並已數次重續其服務合約，由二零一五年九月十八日起進一步為期三年。

黃潤權博士自二零一六年九月十五日起由本公司獨立非執行董事調任非執行董事。調任後，黃潤權博士已與本公司訂立服務合約，自二零一六年九月十五日起為期三年。

現任獨立非執行董事余伯仁先生已與本公司訂立服務合約，由二零一一年十二月三十一日起為期三年，服務合約已經數次重續，由二零一七年十二月三十一日起進一步為期三年。

現任獨立非執行董事鄭玉瑞先生已與本公司訂立服務合約，由二零一二年四月十一日起為期三年，服務合約已經數次重續，由二零一八年四月十一日起進一步為期三年。

現任獨立非執行董事馬淑娟女士已與本公司訂立服務合約，由二零一八年二月五日起初步為期三年。

# Report of the Directors

## 董事會報告書

### CONNECTED TRANSACTIONS

On 21 September 2018, Grand Supreme Limited (“Grand Supreme”), a wholly-owned subsidiary of the Company (as purchaser), Primary Partner International Limited (“Primary Partner”), a company incorporated in the British Virgin Islands with limited liability which is wholly held by Mr. Guo Jiadi (“Mr. Guo”), a director and controlling shareholder of the Company (as vendor) and Mr. Guo (the Guarantor) entered into the Agreement, pursuant to which Grand Supreme has conditionally agreed to acquire, and Primary Partner has conditionally agreed to sell 1 share (the “Target Share”) of US\$1 of All Excel Industries Limited (“All Excel”) held by Primary Partner, representing the total issue share of All Excel as at 21 September 2018 under the sale and purchase agreement (the “Acquisition”) at the total consideration of HK\$1,500 million, which shall be satisfied as to HK\$200 million by way of cash, as to HK\$600 million by way of the issue of the Promissory Note, as to HK\$200 million by the issue of the Consideration Shares and as to HK\$500 million by the issue of the Convertible Bonds, and the Guarantor has conditionally agreed to guarantee the performance by Primary Partner of its obligations thereunder.

### 關連交易

於二零一八年九月二十一日，本公司之全資附屬公司 Grand Supreme Limited (「Grand Supreme」) (作為買方)、Primary Partner International Limited (「Primary Partner」) 為一間於英屬處女群島註冊成立之有限公司，且由本公司董事兼控股股東郭加迪先生 (「郭先生」) 全資擁有) (作為賣方) 及郭先生 (擔保人) 訂立協議，據此 Grand Supreme 已有條件同意收購及 Primary Partner 已有條件同意出售一股 1 美元之全盛實業有限公司 (「全盛」) 之股份 (「目標股份」)，相當於全盛於二零一八年九月二十一日之全部已發行股份，據買賣協議 (「收購事項」)，代價為 1,500,000,000 港元，其中 200,000,000 港元將通過現金支付，600,000,000 港元將通過發行承兌票據支付，200,000,000 港元將通過發行代價股份支付及 500,000,000 港元將通過發行可換股債券支付，以及擔保人已有條件同意擔保 Primary Partner 履行其於協議項下的責任。

### CONNECTED TRANSACTIONS (continued)

The Target Share represents the entire issued share capital in All Excel, which indirectly holds the entire equity interest in Fuzhou Gaojia which in turn through its subsidiaries owns the Properties. The substance of the Acquisition is the principal property assets held by All Excel and its subsidiaries (the "Target Group"), comprising (i) the Shanghai Property Project; (ii) the Fujian Property Project; (iii) the Baoji Property Project and (iv) the Jilin Property Project.

The Properties have a total GFA of approximately 1,378,750 sq.m., comprising residential area of approximately 633,431 sq.m., office/hotel area of approximately 236,552 sq.m., retail area of approximately 231,209 sq.m., and carparks and others of approximately 277,558 sq.m., representing approximately 45.9%, 17.2%, 16.8% and 20.1% of the total GFA of the Properties respectively.

The Acquisition constitutes a very substantial acquisition of the Company under Chapter 14 of the Listing Rules. Further, the total issued share capital of Primary Partner on 21 September 2018 is held by Mr. Guo, who is an executive Director, the chairman of the Board and a controlling shareholder of the Company. Hence, Primary Partner is a connected person of the Company by virtue of being an associate of Mr. Guo and the Acquisition also constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As at 31 December 2018, certain members of the Target Group have provided corporate guarantees to various entities (the "CP Group") that were indirectly wholly owned or controlled by Mr. Guo or Ms. Shum, the sister-in-law of Mr. Guo, to guarantee the payment obligations of the bank loans (the "Loans") obtained by the CP Group. As Mr. Guo is an executive Director, the chairman of the Board and a controlling Shareholder and Ms. Shum is a deemed connected person of the Company under Rule 14A.21(1)(a), each of the entities of the CP Group is an associate of Mr. Guo or Ms. Shum and therefore a connected person of the Company. Upon the completion of the Acquisition pursuant to the terms and conditions of the Agreement ("Completion"), members of the Target Group will become subsidiaries of the Enlarged Group. As such, provision of corporate guarantees by the Target Group (the "Corporate Guarantees") to the CP Group upon Completion will constitute discloseable and connected transactions of the Company under Chapters 14 and 14A of the Listing Rules.

### 關連交易 (續)

目標股份為全盛之全部已發行股本，而全盛間接持有福州高佳之全部股權，而後者透過其附屬公司持有該等物業。收購事項之主體為全盛及其附屬公司（「目標集團」）持有之主要物業資產，包括(i)上海物業項目；(ii)福建物業項目；(iii)寶雞物業項目及(iv)吉林物業項目。

該等物業之總建築面積約1,378,750平方米，包括住宅面積約633,431平方米、辦公／酒店面積約236,552平方米、零售區面積約231,209平方米，以及停車場及其他約277,558平方米，分別佔該等物業總建築面積之約45.9%、17.2%、16.8%及20.1%。

收購事項構成上市規則第14章項下本公司之一項非常重大收購。此外，於二零一八年九月二十一日，Primary Partner之全部已發行股本由郭先生（本公司執行董事、董事會主席及控股股東）持有。因此，Primary Partner作為郭先生之聯繫人而成為本公司之關連人士，且收購事項亦構成上市規則第14A章項下本公司之一項關連交易。

於二零一八年十二月三十一日，目標集團的若干成員公司已向若干實體（「CP集團」）（由郭先生或其配偶的妹妹沈女士間接全資擁有或控制）提供公司擔保，以保證履行CP集團獲得的銀行貸款（「貸款」）的付款義務。由於郭先生為執行董事、董事會主席及控股股東及根據上市規則第14A.21(1)(a)條沈女士被視為本公司的關連人士，而CP集團各實體均為郭先生或沈女士的聯繫人，因此為本公司的關連人士。於根據協議之條款及條件完成收購事項（「完成」）後，目標集團成員公司將成為經擴大集團的附屬公司。因此，目標集團於完成後向CP集團提供的公司擔保（「公司擔保」）將構成上市規則第14及14A章項下本公司的須予披露及關連交易。

# Report of the Directors

## 董事會報告書

### CONNECTED TRANSACTIONS (continued)

Details of the Corporate Guarantees which were provided by members of the Target Group to the CP Group as at 31 December 2018 are as follows:—

### 關連交易 (續)

於二零一八年十二月三十一日，目標集團成員公司向CP集團提供的公司擔保詳情如下：—

Member of the CP Group as borrower (作為借方)	Date of loan agreements 貸款協議日期	Lender 貸方	Member of the Target Group as guarantor 目標集團成員公司 (作為擔保人)	Loan Principal amount (RMB) 貸款本金額 (人民幣元)	Outstanding Loan amount (RMB) 未償還貸款金額 (人民幣元)	Interest rate (%) 利率(%)	Loan's drawdown date 提取貸款日期	Loan's repayment date 償還貸款日期	Value of pledged properties (RMB) 所抵押物業之價值 (人民幣元)
Fujian Sandi Real Estate Development Company Limited 福建三迪房地產開發有限公司	23 November 2018 二零一八年十一月二十三日	Huaxia Bank Fuzhou Taijiang Sub-branch 華夏銀行福州台江支行	Fuzhou Gaojia 福州高佳	690,000,000	690,000,000	5.4%	23 November 2018 二零一八年十一月二十三日	16 October 2018 二零一八年十月十六日	1,150,850,000
Fujian Sandi Real Estate Development Company Limited 福建三迪房地產開發有限公司	22 August 2018 二零一八年八月二十二日	Hang Seng Bank (China) Limited Fuzhou Branch 恆生銀行福州分行	Fuzhou Gaojia 福州高佳	420,000,000	413,700,000	6.98%	22 August 2018 二零一八年八月二十二日	16 August 2023 二零二三年八月十六日	664,464,225
Guoshi (Fujian) Footwear Company Limited 郭氏(福建)鞋業有限公司	14 May 2018 二零一八年五月十四日	China Construction Bank Putian Branch 建設銀行莆田分行	Guoshi Investment 郭氏投資	30,000,000	30,000,000	4.35%	14 May 2018 二零一八年五月十四日	13 May 2019 二零一九年五月十三日	—
Guoshi (Fujian) Footwear Company Limited 郭氏(福建)鞋業有限公司	17 July 2017 二零一七年七月十七日	China Construction Bank Putian Branch 建設銀行莆田分行	Guoshi Investment 郭氏投資	55,300,000	50,000,000	4.35%	17 July 2017 二零一七年七月十七日	18 July 2019 二零一九年七月十八日	—
Guoshi (Fujian) Footwear Company Limited 郭氏(福建)鞋業有限公司	9 October 2018 二零一八年十月九日	Bank of China Putian Branch 中國銀行莆田分行	Guoshi Investment 郭氏投資	12,000,000	12,000,000	4.35%	9 October 2018 二零一八年十月九日	8 October 2019 二零一九年十月八日	—
Guoshi (Fujian) Footwear Company Limited 郭氏(福建)鞋業有限公司	13 December 2018 二零一八年十二月十三日	Huaxia Bank Fuzhou Taijiang Sub-Branch 華夏銀行福州台江支行	Guoshi Investment 郭氏投資	60,000,000	60,000,000	6.09%	13 December 2018 二零一八年十二月十三日	12 December 2019 二零一九年十二月十二日	—

# Report of the Directors

## 董事會報告書

### CONNECTED TRANSACTIONS (continued)

### 關連交易 (續)

Member of the CP Group as borrower	Date of loan agreements	Lender	Member of the Target Group as guarantor	Loan Principal amount (RMB)	Outstanding Loan amount (RMB)	Interest rate (%)	Loan's drawdown date	Loan's repayment date	Value of pledged properties (RMB)
CP集團成員公司 (作為借方)	貸款協議日期	貸方	目標集團 成員公司 (作為擔保人)	貸款本金額 (人民幣元)	未償還貸款 金額 (人民幣元)	利率(%)	提取貸款 日期	償還貸款 日期	所抵押物業之 價值 (人民幣元)
Guoshi (Fujian) Footwear Company Limited 郭氏(福建)鞋業有限公司	29 September 2018 二零一八年九月二十九日	Nanyang Commercial Bank Shantou Branch 南洋商業銀行汕頭分行	Guoshi Investment 郭氏投資	30,000,000	30,000,000	5.87%	29 September 2018 二零一八年九月二十九日	28 September 2019 二零一九年九月二十八日	-
Putian Sandi Xiefu Company Limited 莆田市三迪鞋服有限公司	12 July 2017 二零一七年七月十二日	China Construction Bank Putian Branch 建設銀行莆田分行	Guoshi Investment 郭氏投資	90,000,000	50,000,000	4.35%	12 July 2017 二零一七年七月十二日	21 March 2021 二零二一年三月二十一日	-
Baoji Jianbang Wuzi Company Limited 寶雞建邦物資有限公司	18 May 2017 二零一七年五月十八日	Chang'an Bank 長安銀行	Baoji Sandi 寶雞三迪	18,000,000	17,850,000	6.18%	18 May 2017 二零一七年五月十八日	18 May 2019 二零一九年五月十八日	-
Baoji Jianbang Wuzi Company Limited 寶雞建邦物資有限公司	16 November 2018 二零一八年十一月十六日	Agricultural Bank of China 中國農業銀行	Baoji Sandi 寶雞三迪	5,000,000	5,000,000	6.00%	16 November 2018 二零一八年十一月十六日	7 November 2019 二零一九年十一月七日	-
				<u>1,410,300,000</u>	<u>1,358,550,000</u>				<u>1,815,314,225</u>

As at 31 December 2018, the outstanding Loans which were guaranteed by members of the Target Group amounted to approximately RMB1,358,550,000. None of the Loans is overdue.

於二零一八年十二月三十一日，目標集團成員公司擔保的未償還貸款約為人民幣1,358,550,000元。該等貸款均未逾期。

# Report of the Directors

## 董事會報告書

### CONNECTED TRANSACTIONS (continued)

#### The Supplemental Deed

The Corporate Guarantees will become contingent liability of the Enlarged Group upon Completion. In the event that any of the Corporate Guarantees is enforced, the Enlarged Group shall settle any of the Loans on behalf of the CP Group.

In order to protect the Enlarged Group from the potential liabilities arising from the Corporate Guarantees, on 21 December 2018, Grand Supreme (as purchaser), Mr. Guo (as guarantor) and Primary Partner (as vendor) entered into the Supplemental Deed, pursuant to which:—

- (i) any amount that shall be borne by the Enlarged Group under the Corporate Guarantees will be set off against (a) the equivalent sum of amount payable owed by the Enlarged Group to Mr. Guo and/or the CP Group and/or any companies under the control of Mr. Guo and his associates; and (b) in the event that the Enlarged Group does not owe any balance to Mr. Guo and his controlled entities or such a balance is insufficient to cover the amount paid and any loss incurred by the Enlarged Group, Mr. Guo has undertaken to indemnify the Enlarged Group in full on the shortfall in cash on a dollar-to-dollar basis (the “Indemnities”);
- (ii) Mr. Guo undertakes not to demand or in any manner require the Enlarged Group to repay any amount due by the Enlarged Group to Mr. Guo and/or the CP Group and/or any companies under the control of Mr. Guo and his associates which amounted to approximately RMB686 million (the “Amount Due to CP Group”) as at 31 December 2018;
- (iii) the Promissory Note in the principal amount of HK\$600 million (equivalent to approximately RMB527 million) and the Convertible Bonds in the principal amount of HK\$500 million (equivalent to approximately RMB439 million) shall upon Completion be delivered to and held in escrow by an escrow agent to be jointly appointed by Mr. Guo (as the sole shareholder of Primary Partner) and the Company;
- (iv) the Amount Due to CP Group, the Promissory Note and the Convertible Bonds in the aggregate amount of approximately RMB1,652 million will be charged as first charge in favour of the Company; and

### 關連交易 (續)

#### 補充契據

於完成後，公司擔保將成為經擴大集團之或然負債。倘任何公司擔保獲強制執行，經擴大集團應代表CP集團結償任何貸款。

為保障經擴大集團免受公司擔保產生之潛在責任，於二零一八年十二月二十一日，Grand Supreme (作為買方)、郭先生 (作為擔保人) 及 Primary Partner (作為賣方) 訂立補充契據，據此：—

- (i) 經擴大集團根據公司擔保應承擔之任何金額將以(a)經擴大集團結欠郭先生及／或CP集團及／或郭先生及其聯繫人控制之任何公司之應付款項之等值金額；及(b)倘經擴大集團並未結欠郭先生及其控制實體任何款項或有關款項不足以涵蓋已付款項及經擴大集團產生之任何虧損，郭先生已承諾按等額基準以現金向經擴大集團悉數彌償差額(「彌償保證」)抵銷；
- (ii) 郭先生承諾不會要求或以其他方式要求經擴大集團償還經擴大集團結欠郭先生及／或CP集團及／或郭先生及其聯繫人控制之任何公司之任何款項(「結欠CP集團款項」)，該款項於二零一八年十二月三十一日約為人民幣686,000,000元；
- (iii) 本金額為600,000,000港元(相當於約人民幣527,000,000元)之承兌票據及本金額為500,000,000港元(相當於約人民幣439,000,000元)之可換股債券將於完成後交付予由郭先生(作為Primary Partner之唯一股東)與本公司共同委任之託管代理以託管方式代為持有；
- (iv) 總額約為人民幣1,652,000,000元之結欠CP集團款項、承兌票據及可換股債券將以本公司為受益人押記，作為第一押記；及

### CONNECTED TRANSACTIONS (continued)

#### The Supplemental Deed (continued)

- (v) the Amount Due to CP Group, the outstanding principal amounts of the Promissory Note and/or the Convertible Bonds held in the escrow account shall at all times exceed the aggregate amount of the outstanding loan(s) of the CP Group being guaranteed by the Enlarged Group (the "Minimum Escrow Balance"). For the avoidance of doubt, Mr. Guo is entitled to (a) demand a repayment of the Amount Due to CP Group or (b) withdraw the Promissory Note and/or the Convertible Bonds held in the escrow account and/or release the charge thereon provided the Minimum Escrow Balance is maintained following such demand and withdrawal.

The Board believes that the above measures taken in particular the escrow arrangement for the Promissory Note and the Convertible Bonds, together with the set-off mechanism under the Indemnities adequately protect the Enlarged Group from any potential liability in the event of any default of the Loans. For the same reason, the fact that no consideration will be paid by Mr. Guo in return for the guarantees is justified.

#### Internal control measures adopted by the Group on the connected transactions

In order to safeguard the Enlarged Group's interest in the connected transactions, the Company has adopted the following measures:-

1. the CP Group shall provide monthly updates to the Board on the status of the outstanding Loans;
2. the Board can request the CP Group at any time to provide the Company with its latest financial information so as to allow the Company to assess and monitor the CP Group's ability to repay the Loans; and
3. the Indemnities and the escrow arrangement as contemplated under the Supplemental Deed as described above.

### 關連交易 (續)

#### 補充契據 (續)

- (v) 結欠CP集團款項、以託管賬戶持有之承兌票據及／或可換股債券之未償還本金額將隨時超過經擴大集團擔保之CP集團未償還貸款總額(「最低託管結餘」)。為免生疑問，郭先生有權(a)要求償還結欠CP集團款項或(b)從託管賬戶提取其持有之承兌票據及／或可換股債券及／或解除相關押記，惟於有關要求及提取後仍能保留最低託管結餘。

董事會認為所採取之上述措施(尤其是承兌票據及可換股債券之託管安排)連同彌償保證項下之抵銷機制足以保障經擴大集團免受拖欠貸款產生之任何潛在負債。基於相同理由，郭先生將不會支付任何代價作為擔保之回報屬合理。

#### 本集團就關連交易採取的內部監控措施

為保障經擴大集團於關連交易中的權益，本公司已採取以下措施：—

1. CP集團須每月向董事會提供有關未償還貸款狀況的最新資料；
2. 董事會可隨時要求CP集團向本公司提供其最新財務資料，以便本公司評估及監察CP集團償還貸款的能力；及
3. 上述補充契據項下之彌償保證及託管安排。



# Report of the Directors

## 董事會報告書

### CONNECTED TRANSACTIONS (continued)

As Mr. Guo is an executive Director, the chairman of the Board and a controlling Shareholder and Ms. Shum is a deemed connected person of the Company under Rule 14A.21(1)(a), each of the entities of the CP Group is an associate of Mr. Guo or Ms. Shum and therefore a connected person of the Company. Upon Completion, any provision of the Corporate Guarantees by the Enlarged Group to the CP Group will constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

In addition, as the aggregate amount of the Loans guaranteed by the Target Group exceeds 8% of the assets ratio as defined under Rule 13.13 of the Listing Rules, the provision of the Corporate Guarantees is subject to the disclosure obligations under Rules 13.13, 13.15 and 13.20 of the Listing Rules.

The Acquisition was approved at the Company's special general meeting held on 16 January 2019 and completed on 30 January 2019. Upon the completion of Acquisition, All Excel has become an indirect wholly-owned subsidiary of the Company and the financial results of the Target Group will be consolidated into the financial statements of the Group.

Further details are set out in the announcement of the Company dated 21 September 2018, 31 December 2018, 16 January 2019 and 30 January 2019 and the circular of the Company dated 26 December 2018.

### DISCLOSURE PURSUANT TO RULE 13.22 OF THE LISTING RULES

Pursuant to the continuing disclosure requirements under rule 13.22 of the Listing Rules, the combined statement of financial position of the affiliated company, Xi'an Zhichengda Real Estate Company Limited ("Xi'an Zhichengda") and the attributable interests of the Group in Xi'an Zhichengda as at 31 December 2018 are disclosed as follows:

### 關連交易 (續)

由於郭先生為執行董事、董事會主席及控股股東及根據上市規則第14A.21(1)(a)條沈女士被視為本公司的關連人士，而CP集團各實體均為郭先生或沈女士的聯繫人，因此為本公司的關連人士。根據上市規則第14A章，於完成後，經擴大集團向CP集團提供之任何公司擔保將構成本公司之關連交易。

此外，由於目標集團擔保之貸款總額超過上市規則第13.13條所界定之資產比率之8%，故提供公司擔保須遵守上市規則第13.13條、第13.15條及13.20條項下之披露責任。

收購事項已於本公司於二零一九年一月十六日舉行之股東特別大會上通過，且已於二零一九年一月三十日完成。於收購事項完成後，全盛將成為本公司之間接全資附屬公司及目標集團之財務報表將綜合至本集團之財務報表。

進一步詳情載於本公司日期二零一八年九月二十一日、二零一八年十二月三十一日、二零一九年一月十六日及二零一九年一月三十日之公告及本公司日期為二零一八年十二月二十六日之通函。

### 根據上市規則第13.22條之披露

根據上市規則第13.22條的持續披露規定，於二零一八年十二月三十一日，聯屬公司西安智晟達置業有限公司（「西安智晟達」）的合併財務狀況表及本集團在西安智晟達中應佔權益披露如下：

# Report of the Directors

## 董事會報告書

### DISCLOSURE PURSUANT TO RULE 13.22 OF THE LISTING RULES (continued)

根據上市規則第13.22條之披露  
(續)

		Statement of financial position HK\$'000 財務狀況表 千港元	Group's attributable interest HK\$'000 本集團之 應佔權益 千港元
Non-current assets	非流動資產	2,583,110	955,751
Current assets	流動資產	166,782	61,709
Current liabilities	流動負債	(1,368,902)	(506,494)
Non-current liabilities	非流動負債	(592,020)	(219,047)
Net assets	淨資產	788,970	291,919

### RELATED PARTY TRANSACTIONS

Details of the significant related party transactions undertaken by the Group during the Period are set out in note 39 to the consolidated financial statements. The Company has complied with the applicable requirements under the Listing Rules for those related party transactions which constituted non-exempt connected transactions/continuing connected transactions. Other related party transactions either did not constitute connected transactions/continuing connected transactions or constituted connected transactions/continuing connected transactions but were exempted from all disclosure and independent shareholders' approval requirements under the Listing Rules.

### DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in the paragraph headed "Connected Transactions" disclosed above and note 39 to the consolidated financial statements headed "Related Party Transactions", no other transactions, arrangements or contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the Period or at any time during the Period.

### 關連人士之交易

有關本集團於本期間進行的重大關連人士之交易詳情載於綜合財務報表附註39。本公司已就該等構成不獲豁免關連交易／持續關連交易的關連人士之交易遵守上市規則的適用規定。其他關連人士之交易並無構成關連交易／持續關連交易，或已構成關連交易／持續關連交易但獲豁免上市規則項下所有披露及獨立股東批准規定。

### 董事於交易、安排或合約中之重大權益

除上文所披露「關連交易」一段及綜合財務報表附註39「關連人士之交易」所披露外，概無本公司或其任何附屬公司所訂立於期間結算日或本期間任何時間仍然有效且本公司董事直接或間接擁有重大權益之其他重大交易、安排或合約。

# Report of the Directors

## 董事會報告書

### MANAGEMENT CONTRACTS

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

Mr. Guo Jiadi (“Mr. Guo”) is an executive Director, the chairman of the Company and a controlling shareholder of the Company. Mr. Guo carries out property development and investment businesses and other businesses in the PRC through companies controlled by him, including but not limited to Fujian Sandi Property Development Limited (the “Fujian Sandi”) and Fuzhou Gaojia.

To deal with the potential conflict of interests between Mr. Guo and the Company, Mr. Guo; Fujian Sandi; Fuzhou Gaojia and the Company had entered into a deed of non-competition dated 1 January 2015 (the “2015 Deed”). Each of Mr. Guo; Fujian Sandi and Fuzhou Gaojia; (the “Covenantor(s)”) has given its non-compete undertakings in favour of the Company on the terms set out below:

- (a) The Covenantors will not, and will procure his/its close associates not to, directly or indirectly, carry on, engage, invest or be involved in any manner any business which competes with the business of the Company from time to time with the following exceptions:
- (i) the holding of shares of a company which is engaged in the business of acquisition of land for development, building construction and acquisition of real properties (including projects with construction in progress) in the PRC for sale, lease or other investment purposes (the “Property Investment Business”) and whose shares are listed on a recognised stock exchange provided that such shares represent not more than 10% of the voting rights at the general meetings of such company;
  - (ii) the engagement in the Property Investment Business through the Group;
  - (iii) the acquisition or holding of real property for self-use;
  - (iv) the property projects that the Covenantors have already engaged as at the date of the undertakings;

### 管理合約

本期間概無訂立或存在任何與本公司全部或任何主要部分業務之管理及行政有關之合約。

郭加迪先生(「郭先生」)為本公司執行董事、主席及本公司控股股東。郭先生透過其控制的公司(包括但不限於福建三迪房地產開發有限公司(「福建三迪」)及福州高佳)在中國經營物業發展及投資業務與其他業務。

為解決郭先生與本公司之潛在利益衝突，郭先生、福建三迪、福州高佳及本公司已訂立日期為二零一五年一月一日之不競爭契據(「二零一五年契據」)。郭先生、福建三迪及福州高佳(「契諾人」)已按下文所載條款各自向本公司作出不競爭承諾：

- (a) 契諾人將不會並將促使其緊密聯繫人士不會直接或間接以任何方式經營、參與、投資或從事不時與本公司業務構成競爭之任何業務，惟以下所載者除外：
- (i) 持有一家從事收購土地作開發、樓宇建設以及於中國收購房地產(包括在建工程項目)作銷售、租賃或其他投資目的業務(「物業投資業務」)之公司(其股份於認可證券交易所上市)股份，惟有關股份不得超過於該公司股東大會表決權之10%；
  - (ii) 透過本集團從事物業投資業務；
  - (iii) 收購或持有房地產自用；
  - (iv) 契諾人於截至承諾日期已從事之物業項目；

### MANAGEMENT CONTRACTS (continued)

(a) (continued)

- (v) the engagement of property projects in any province of the PRC in which the Group has not considered, planned to or invested in the development of its Property Investment Business;
- (vi) the engagement of property projects in any province of the PRC in which the Group has considered, planned to or invested in the development of its Property Investment Business subject to the right of first refusal granted to the Group (on the terms set out in the undertakings).

Since the date of the 2015 Deed, the scope of the operation of the Group was expanded. Therefore, Mr. Guo and the Company has entered into a new Non-competition Deed on 15 March 2017 (the "2017 Deed") to replace the 2015 Deed. Further details was disclosed in the announcement dated 15 March 2017. Set out below is a summary of the principal terms of the 2017 Deed and relevant information.

Mr. Guo (for himself and as the agent for his close associates) irrevocably and unconditionally undertakes in favour of the Company that:

- (a) he shall and shall procure that his close associates not to, directly or indirectly, engage in, invest in, participate in, whether on his own account or with each other or in conjunction with or on behalf of any person or company or otherwise holds or owns any interest in any manner in the PRC in any business that may compete, directly or indirectly, with the Group Business;
- (b) he shall provide all the information that the Company reasonably considers to be necessary to enforce the undertakings given by him under the 2017 Deed and would make an annual declaration on compliance with the 2017 Deed in the annual report of the Company; and
- (c) he and/or his close associates shall abstain from voting in the Board meetings and the general meetings of the Company in relation to any matter in connection with 2017 Deed;

### 管理合約 (續)

(a) (續)

- (v) 於本集團並不考慮、計劃或投資開發其物業投資業務之中國任何省份從事物業項目；
- (vi) 於本集團考慮、計劃或投資開發其物業投資業務之中國任何省份從事物業項目，惟須按承諾中所載條款向本集團授出優先選擇權。

自二零一五年契據日期起，本集團經營範圍已擴大。因此，郭先生與本公司於二零一七年三月十五日訂立新不競爭契據（「二零一七年契據」），以取代二零一五年契據。進一步詳情已於日期為二零一七年三月十五日之公告披露。二零一七年契據之主要條款概述及相關資料載列如下。

郭先生（為其本身及作為其緊密聯繫人的代理）不可撤回及無條件地向本公司承諾：

- (a) 不會並會促使其緊密聯繫人不會單獨或聯同或代表任何人士或公司或以其他方式直接或間接於中國從事、投資、參與任何與本集團業務構成競爭或可能會構成競爭的業務或以任何形式在該等業務中直接或間接持有或擁有任何權益；
- (b) 向本公司提供本公司合理地認為必要的一切資料，讓本公司可執行其在二零一七年契據下所作的承諾，並在本公司年報內就其有否遵守二零一七年契據作出年度聲明；及
- (c) 其及／或其緊密聯繫人將於董事會會議及本公司股東大會上就有關二零一七年契據的任何事項放棄投票；

# Report of the Directors

## 董事會報告書

### MANAGEMENT CONTRACTS (continued)

(a) (continued)

Mr. Guo further undertakes to the Company that he shall not (and shall procure his close associates not to):

- (a) solicit or entice away any customer, contractor, supplier, director, employee or consultant of the Group (or any potential customer, contractor, supplier with whom the Group has already entered into negotiations); and/or
- (b) use, disclose to anyone or publish, or allow the disclosure or publication of, the non-public information in relation to the Group (trade secrets, business strategies or otherwise) that he or his close associates received or may receive.

If any New Business Opportunity is made available to Mr. Guo and/or his close associates, he and/or his close associates:

- (i) shall issue a written notice to the Board pursuant to the terms of the 2017 Deed and provide the information reasonably requested by the Company to facilitate the Company making an informed evaluation of the New Business Opportunity; and
- (ii) shall not pursue or otherwise participate in the new business opportunity in any manner unless and until the New Business Opportunity has been declined by the Group, provided that Mr. Guo and/or his close associates cannot pursue the New Business Opportunity on terms more favourable than those offered to the Group.

If Mr. Guo and/or any of his close associates wishes to sell any interest in the Guo Business (same meanings as defined in the announcement dated 15 March 2017) (in whole or in part) to any third party (the "Opportunity for Sale"), Mr. Guo will offer and will procure that his close associates to offer the Opportunity for Sale to the Company and the Company shall have a right of first refusal in respect of such Opportunity for Sale (the "Right of First Refusal"). In this regard, Mr. Guo and/or his close associates:

- (i) shall issue a written notice to the Board pursuant to the terms of the 2017 Deed and provide the information reasonably requested by the Company to facilitate the Company to reasonably evaluate the Opportunity for Sale; and

### 管理合約 (續)

(a) (續)

郭先生進一步向本公司承諾，其不會（並會促使其緊密聯繫人不會）：

- (a) 教唆或誘導本集團任何客戶、承包商、供應商、董事、僱員或顧問（或已與本集團進行磋商的任何潛在客戶、承包商、供應商）離開本集團；及／或
- (b) 使用或洩漏給任何人、或發表或披露或允許發表或允許披露其或其緊密聯繫人收到或可能收到的與本集團有關的非公開資料（商業機密、業務策略或其他）。

如郭先生及／或其緊密聯繫人獲得任何新商機，其及／或其緊密聯繫人：

- (i) 會根據二零一七年契據的條款向董事會發出書面通知並向本公司提供其合理地要求的資料，以便本公司就新商機作出知情的評估；及
- (ii) 不會以任何方式追逐或參與任何新商機，除非本集團已放棄新商機，惟郭先生及／或其緊密聯繫人不得按優於提供予本集團者的條款追逐新商機。

如郭先生及／或其任何緊密聯繫人有意將郭業務（與日期為二零一七年三月十五日之公告所界定者相同）的任何權益（全部或部分）出售予任何第三方（「出售機會」），郭先生會並會促使其緊密聯繫人將出售機會提供予本公司，而本公司就該出售機會具有優先購買權（「優先購買權」）。就此，郭先生及／或其緊密聯繫人：

- (i) 會根據二零一七年契據的條款向董事會發出書面通知並向本公司提供其合理地要求的資料，以便本公司就出售機會作出合理的評估；及

### MANAGEMENT CONTRACTS (continued)

(a) (continued)

- (ii) shall be at liberty to offer the Opportunity for Sale to third parties if the Opportunity for Sale is declined by the Group, provided that the terms thereof shall not be more favourable than those provided to the Group.

The Non-competition Undertakings do not apply to the following:

- (a) the same property projects excluded from the 2015 Deed (being those property projects of Mr. Guo and/or his close associates already in existence as at the date of the 2015 Deed);
- (b) the hotel business in connection with the hotels set out below which has been engaged by Mr. Guo (and/or his close associates) prior to the Group's proposed engagement in the hotel sector:
  - (i) the existing 5-star hotel named "Sandi Ramada Plaza Hotel\* (三迪華美達廣場酒店)" which is located in Cangshan District, Fuzhou, Fujian Province;
  - (ii) the existing 5-star hotel named "Double Tree by Hilton Hotel Putian\* (莆田三迪希爾頓逸林酒店)" which is located in Putian of Fujian Province; and
  - (iii) the proposed 3-star hotel named "Putian Sandi Pesht Boutique Hotel\* (莆田三迪佩斯精品酒店)" which is located in Putian of Fujian Province;
- (c) the holding of or being interested in, directly or indirectly, by Mr. Guo and/or his close associates any shares in any company, provided that (i) such shares are listed on a recognized stock exchange; and (ii) the total number of such shares held by Mr. Guo and/or his close associates does not amount to more than 5% of the issued shares carrying voting rights;
- (d) the engagement in any business via the holding of the equity interests through the Group;

### 管理合約 (續)

(a) (續)

- (ii) (如本集團放棄出售機會)可自由將出售機會提供予第三方，惟條款不得優於提供予本集團者。

不競爭承諾不適用於以下各項：

- (a) 不包括在二零一五年契據中的相同物業項目(即郭先生及／或其緊密聯繫人於二零一五年契據日期已經存在的物業項目)；
- (b) 有關下文所載酒店的酒店業務(在本集團建議從事酒店行業前，郭先生(及／或其緊密聯繫人)已從事該等業務)：
  - (i) 位於福建省福州市倉山區，名為「三迪華美達廣場酒店」的現有五星級酒店；
  - (ii) 位於福建省莆田市，名為「莆田三迪希爾頓逸林酒店」的現有五星級酒店；及
  - (iii) 位於福建省莆田市，名為「莆田三迪佩斯精品酒店」的擬建三星級酒店；
- (c) 郭先生及／或其緊密聯繫人直接或間接持有或擁有任何公司的任何股份，前提是(i)該等股份於認可證券交易所上市；及(ii)郭先生及／或其緊密聯繫人持有的該等股份總數不超過附有投票權的已發行股份的5%；
- (d) 透過經本集團持有的股權從事任何業務；

# Report of the Directors

## 董事會報告書

### MANAGEMENT CONTRACTS (continued)

(a) (continued)

- (e) the acquisition or holding of property by Mr. Guo and/or his close associates for their respective self-use;
- (f) the engagement in the Group Business in any province in the PRC where the Group has not considered or planned to carry out the Group Business; or
- (g) (subject to the provisions regarding the New Business Opportunity) the engagement in the Group Business in any province in the PRC where the Group has considered or planned to carry out the Group Business.

The obligations of Mr. Guo under 2017 Deed shall be terminated upon the earlier of:

- (a) the Shares ceasing to be listed on the Stock Exchange; and
- (b) Mr. Guo and his close associates together ceasing to control 30% (or such percentage as may from time to time specified in the Listing Rules to be regarded as a controlling shareholder) or more of the voting rights at any general meeting of the Company.

During the Period and up to the date of this report, Mr. Guo declares that he complied with all the terms and conditions as set out in 2015 Deed and 2017 Deed.

Save as disclosed, during the Period and up to the date of this report, no Directors are considered to have an interest in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group, pursuant to the Listing Rules, other than those businesses for which the Directors were appointed as directors to represent the interest of the Company and/or the Group.

### 管理合約 (續)

(a) (續)

- (e) 郭先生及／或其緊密聯繫人為自用而收購或持有物業；
- (f) 在本集團並未考慮或計劃經營本集團業務的中國任何省份從事本集團業務；或
- (g) 在本集團已考慮或計劃經營本集團業務的中國任何省份從事本集團業務（須遵守有關新商機的條文）。

郭先生在二零一七年契據下的責任將於以下較早時限屆滿：

- (a) 股份終止於聯交所上市；及
- (b) 郭先生及其緊密聯繫人不再合共控制本公司任何股東大會30%或以上的投票權（或其他按上市規則不時規定作為決定控股股東之股權比重）。

於本期間及截至本報告日期，郭先生聲明，其遵守二零一五年契據及二零一七年契據所載之所有條款及條件。

除所披露者外，於本期間及截至本報告日期，根據上市規則，各董事概無被視作於足以或可能對本集團業務構成直接或間接競爭之業務中擁有權益，惟本公司董事獲委任為董事以代表本公司及／或本集團權益之業務則作別論。

\* For identification purposes only

\* 僅供識別

# Report of the Directors

## 董事會報告書

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 December 2018, the interests and short positions of the Directors and chief executives of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) ("SFO") which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were recorded in the register required to be kept by the Company under Section 352 of the SFO; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 to the Listing Rules, were as follows:

#### (a) Long positions in the Shares and underlying Shares

Name of Director	Capacity	Number of Shares	Number of underlying Shares	Number of share options held	Approximate percentage of the issued capital as at 31 December 2018
董事姓名	身份	股份數目	相關股份數目	所持購股權數目	佔於二零一八年十二月三十一日已發行股本之概約百分比
Mr. Guo Jiadi 郭加迪先生	Interest of controlled corporation 受控法團之權益	2,901,469,002 (Note 1) (附註1)	312,500,000 (Note 2) (附註2)	-	72.1%
	Beneficial owner 實益擁有人	-	-	4,400,000 (Note 3) (附註3)	0.1%
Mr. Wang Chao 王超先生	Beneficial owner 實益擁有人	-	-	3,000,000 (Note 4) (附註4)	0.1%

### 董事及主要行政人員於股份之權益以及於本公司或其相聯法團之股份、相關股份及債權證之淡倉

於二零一八年十二月三十一日，董事及本公司主要行政人員於本公司或其相聯法團（定義見香港第571章法例證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中，擁有(i)須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所（包括根據證券及期貨條例相關條文被當作或視為之權益及淡倉）；或(ii)根據證券及期貨條例第352條由本公司存置之登記冊所記錄；或(iii)須根據載於上市規則附錄十之標準守則知會本公司及聯交所之任何權益或淡倉如下：

#### (a) 於股份及相關股份之好倉



# Report of the Directors

## 董事會報告書

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION (continued)

#### (a) Long positions in the Shares and underlying Shares (continued)

Name of Director	Capacity	Number of Shares	Number of underlying Shares	Number of share options held	Approximate percentage of the issued capital as at 31 December 2018 佔於二零一八年十二月三十一日已發行股本之概約百分比
董事姓名	身份	股份數目	相關股份數目	所持購股權數目	
Ms. Amika Lan E Guo Amika Lan E Guo女士	Beneficial owner 實益擁有人	-	-	4,400,000 (Note 5) (附註5)	0.1%
Ms. Ma Shujuan 馬淑娟女士	Beneficial owner 實益擁有人	-	-	4,400,000 (Note 6) (附註6)	0.1%
Mr. Zheng Yurui 鄭玉瑞先生	Beneficial owner 實益擁有人	-	-	4,400,000 (Note 7) (附註7)	0.1%

#### Notes:

- The 2,901,469,002 Shares include:
  - 2,581,054,801 Shares held by United Century International Limited ("United Century"), a company incorporated in the British Virgin Islands ("BVI") with limited liability which is wholly owned by Mr. Guo Jiadi.
  - The Shares of 320,414,201 held by King Partner Holdings Limited ("King Partner"), a company incorporated in the BVI with limited liability which is wholly-owned by Mr. Guo Jiadi.

#### 附註:

- 該2,901,469,002股股份包括:
  - 2,581,054,801股股份由United Century International Limited (「United Century」) (一間於英屬處女群島(「英屬處女群島」)註冊成立之有限公司,由郭加迪先生全資擁有)持有。
  - 320,414,201股股份,由King Partner Holdings Limited (「King Partner」) (一間於英屬處女群島註冊成立之有限公司,由郭加迪先生全資擁有)持有。

董事及主要行政人員於股份之權益以及於本公司或其相聯法團之股份、相關股份及債權證之淡倉 (續)

#### (a) 於股份及相關股份之好倉 (續)

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION (continued)

#### (a) Long positions in the Shares and underlying Shares (continued)

Notes: (continued)

2. This represented United Century's long position in 312,500,000 underlying Shares which constituted unlisted physically settled equity derivatives pursuant to an arrangement entered into with Beyond Steady Limited ("Beyond Steady"). Beyond Steady is taken to have the short position in the same underlying shares. Beyond Steady is a company incorporated in BVI with limited liability which is indirectly wholly owned by Huarong International Financial Holdings Limited ("Huarong").
3. As at 31 December 2018, Mr. Guo Jiadi, an executive Director and Chairman of the Company was entitled to receive share options to subscribe for a maximum of 4,400,000 Shares upon exercise of the options in full.
4. As at 31 December 2018, Mr. Wang Chao, an executive Director was entitled to receive share options to subscribe for a maximum of 3,000,000 Shares upon exercise of the options in full.
5. As at 31 December 2018, Ms. Amika Lan E Guo, an executive Director was entitled to receive share options to subscribe for a maximum of 4,400,000 Shares upon exercise of the options in full.
6. As at 31 December 2018, Ms. Ma Shujuan, an Independent non-executive Director was entitled to receive share options to subscribe for a maximum of 4,400,000 Shares upon exercise of the options in full.
7. As at 31 December 2018, Mr. Zheng Yurui, an Independent non-executive Director was entitled to receive share options to subscribe for a maximum of 4,400,000 Shares upon exercise of the options in full.

### 董事及主要行政人員於股份之權益以及於本公司或其相聯法團之股份、相關股份及債權證之淡倉 (續)

#### (a) 於股份及相關股份之好倉 (續)

附註：(續)

2. 其指United Century於312,500,000股相關股份的好倉，根據與Beyond Steady Limited (「Beyond Steady」) 訂立的安排，構成非上市實物結算股本衍生工具。Beyond Steady被視為於相同相關股份中擁有淡倉。Beyond Steady為於英屬處女群島註冊成立的有限公司，由華融國際金融控股有限公司 (「華融」) 間接全資擁有。
3. 於二零一八年十二月三十一日，本公司執行董事兼主席郭加迪先生於全數行使購股權後有權獲得購股權以認購最多4,400,000股股份。
4. 於二零一八年十二月三十一日，本公司執行董事王超先生於全數行使購股權後有權獲得購股權以認購最多3,000,000股股份。
5. 於二零一八年十二月三十一日，本公司執行董事Amika Lan E Guo女士於全數行使購股權後有權獲得購股權以認購最多4,400,000股股份。
6. 於二零一八年十二月三十一日，本公司獨立非執行董事馬淑娟女士於全數行使購股權後有權獲得購股權以認購最多4,400,000股股份。
7. 於二零一八年十二月三十一日，本公司獨立非執行董事鄭玉瑞先生於全數行使購股權後有權獲得購股權以認購最多4,400,000股股份。

# Report of the Directors

## 董事會報告書

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION (continued)

董事及主要行政人員於股份之權益以及於本公司或其相聯法團之股份、相關股份及債權證之淡倉 (續)

#### (b) Short positions in the Shares and underlying Shares

#### (b) 於股份及相關股份之淡倉

Name of Director	Capacity	Number of underlying Shares	Approximate percentage of issued capital as at 31 December 2018 佔於二零一八年十二月三十一日已發行股本之概約百分比
董事姓名	身份	相關股份數目	已發行股本之概約百分比
Mr. Guo (Note)	Interest of controlled corporation	125,000,000 (Note)	2.8%
郭先生 (附註)	受控法團之權益	(附註)	

Note:

附註：

This represents United Century's short position in 125,000,000 underlying Shares which constituted unlisted physically settled equity derivatives pursuant to an arrangement entered into with Chance Talent Management Limited (the "Chance Talent"). Chance Talent's intermediate holding company is CCB International Group Holdings Limited, and the ultimate holding company is Central Huijin Investment Ltd. Chance Talent is taken to have the long position in the same underlying Shares.

其指United Century於125,000,000股相關股份的淡倉，根據與Chance Talent Management Limited (「Chance Talent」) 訂立的安排，構成非上市實物結算股本衍生工具。Chance Talent之直接控股公司為建行國際集團控股有限公司及最終控股公司為中央匯金投資有限責任公司。Chance Talent被視為於相同相關股份中擁有好倉。

#### (c) Long positions in associated corporation

#### (c) 於相聯法團之好倉

Name of Director	Name of associated corporation	Capacity	Registered capital held in associated corporation 相聯法團所持註冊資本	Approximately percentage of registered capital 佔已註冊資本之概約百分比
董事姓名	相聯法團名稱	身份		
Mr. Guo	Fujian Jiake Industrial Company Limited ("FuJian Jiake") (Note 1)	Interest of controlled corporation (Note 2)	Registered: RMB216,000,000	49%
郭先生	福建佳科實業有限公司 (「福建佳科」) (附註1)	受控法團之權益 (附註2)	註冊：人民幣216,000,000元	

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION (continued)

#### (c) Long positions in associated corporation

Notes:

1. The Company indirectly held 51% equity interests of Fujian Jiake through an indirectly wholly-owned subsidiary, Fujian Sinco Industrial Company Limited ("Fujian Sinco"), a company incorporated in the PRC with limited liability. Therefore Fujian Jiaka is an associated corporation of the Company for the purposes of the SFO.
2. Fuzhou Gaojia Real Estate Development Co., Ltd. ("Fuzhou Gaojia") held 49% equity interests of Fujian Jiake, Fuzhou Gaojia is a company established in the PRC and ultimate controlled by Mr. Guo Jiadi.

Save as disclosed above, as at 31 December 2018, none of the Directors nor the chief executive of the Company had any interests or short position in any shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, otherwise notified to the Company and Stock Exchange pursuant to the Model Code. Nor any of the Directors and chief executive had any interest in, or had been granted any right to subscribe for the securities of the Company and its associated corporations (within the meaning of Part XV of the SFO) or had exercised any such right during the nine months ended 31 December 2018.

### SUBSTANTIAL SHAREHOLDERS' INTEREST AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2018, other than the interests of a director or chief executive of the Company as disclosed under the heading "Directors' and chief executive's interest in shares, underlying shares and debentures of the Company and its associated corporations" above, the following persons (not being a Director or the chief executive officer of the Company) have an interest or a short position in Shares or underlying Shares which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO and required to be entered in the register maintained by the Company pursuant to section 336 of the SFO were as follows:

### 董事及主要行政人員於股份之權益以及於本公司或其相聯法團之股份、相關股份及債權證之淡倉 (續)

#### (c) 於相聯法團之好倉

附註：

1. 本公司透過間接全資附屬公司福建先科實業有限公司（「福建先科」）（一間於中國註冊成立之有限責任公司）間接持有福建佳科51%股權。因此，就根據證券及期貨條例而言，福建佳科為本公司之相聯法團。
2. 福州高佳房地產開發有限公司（「福州高佳」）持有福建佳科之49%股權。福州高佳為於中國成立之公司並由郭加迪先生最終控制。

除上文披露者外，於二零一八年十二月三十一日，概無董事及本公司主要行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債權證中，擁有須根據證券及期貨條例第352條由本公司存置之登記冊所記錄，或根據標準守則以其他方式知會本公司及聯交所之任何權益或淡倉。截至二零一八年十二月三十日止九個月，概無任何董事及主要行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）之證券中擁有權益或已獲授予任何權利認購該等證券或已行使任何該等權利。

### 主要股東於股份及相關股份之權益及淡倉

於二零一八年十二月三十一日，除「董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債權證之權益」一段披露外，以下人士（並非董事或本公司行政總裁）於股份或相關股份中，擁有根據證券及期貨條例第XV部第2及第3分部條文須向本公司及聯交所披露之權益或淡倉，及根據證券及期貨條例第336條存置之登記冊之權益或淡倉，而該等股本附有權利可於任何情況下在本集團任何其他成員公司之股東大會上投票：

# Report of the Directors

## 董事會報告書

### SUBSTANTIAL SHAREHOLDERS' INTEREST AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (continued)

### 主要股東於股份及相關股份之權益及淡倉 (續)

Name of Shareholder	Capacity	Number of Shares	Number of underlying Shares	Number of share options held	Approximate percentage of issued capital as at 31 December 2018
股東姓名	身份	股份數目	相關股份數目	持有購股權數目	佔於二零一八年十二月三十一日已發行股本之概約百分比
<b>Long Position</b>					
<b>好倉</b>					
Mr. Guo Jiadi	Interest of controlled corporations	2,901,469,002	312,500,000	–	72.1%
郭加迪先生	受控法團之權益	(Note 1)	(Note 1)		
	Beneficial owner	–	–	4,400,000	0.1%
	實益擁有人			(Note 1)	
				(附註1)	
United Century (Note 1)	Beneficial owner	2,581,054,801	312,500,000	–	64.9%
United Century (附註1)	實益擁有人	(Note 1)	(Note 1)		
		(附註1)	(附註1)		
King Partner (Note 1)	Beneficial owner	320,414,201	–	–	7.2%
King Partner (附註1)	實益擁有人	(Note 1)			
		(附註1)			
Central Huijin Investment Ltd.	Interest of controlled corporations	–	2,399,039,555	–	53.8%
中央匯金投資有限責任公司	受控法團之權益		(Note 2)		
			(附註2)		
Chance Talent Management Limited	Beneficial owner	–	2,399,039,555	–	53.8%
			(Note 2)		
			(附註2)		
Huarong	Interest of controlled corporations	312,500,000	625,000,000	–	21.0%
華融	受控法團之權益	(Note 3a)	(Note 3b)		
		(附註3a)	(附註3b)		
Beyond Steady	Beneficial owner	312,500,000	625,000,000	–	21.0%
Beyond Steady	實益擁有人	(Note 3a)	(Note 3b)		
		(附註3a)	(附註3b)		

# Report of the Directors

## 董事會報告書

### SUBSTANTIAL SHAREHOLDERS' INTEREST AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (continued)

### 主要股東於股份及相關股份之權益及淡倉 (續)

Name of Shareholder	Capacity	Number of Shares	Number of underlying Shares	Approximate percentage of issued capital as at 31 December 2018 估於二零一八年十二月三十一日已發行股本之概約百分比
股東姓名	身份	股份數目	相關股份數目	
<b>Short Position</b>				
<b>淡倉</b>				
Huarong	Interest of controlled corporations	–	312,500,000 (Note 3c)	7.0%
華融	受控法團之權益		(附註3c)	
Beyond Steady	Beneficial owner	–	312,500,000 (Note 3c)	7.0%
Beyond Steady	實益擁有人			
United Century (Note 1)	Beneficial owner	–	125,000,000 (Note 4)	2.8%
United Century (附註1)	實益擁有人		(附註4)	

Notes:

- Please refer to notes 1, 2 and 3 under section headed: Directors' and Chief Executives' Interests on pages 80 to 81.
- The 2,399,039,555 underlying shares comprises: (a) security interest in 2,274,039,555 underlying Shares of the Company, and (b) a long position in 125,000,000 underlying Shares which constituted unlisted physically settled equity derivatives pursuant to an arrangement entered into with United Century. United Century is taken to have the short position in the same underlying Shares.

附註:

- 請參閱第80至81頁「董事及主要行政人員之權益」一節之附註1、2和3。
- 2,399,039,555股相關股份包括:(a)於2,274,039,555股本公司相關股份中之擔保權益,及(b)於125,000,000股相關股份之好倉,根據與United Century訂立的安排,構成非上市實物結算股本衍生工具。United Century被視為於相同相關股份中擁有淡倉。

# Report of the Directors

## 董事會報告書

### SUBSTANTIAL SHAREHOLDERS' INTEREST AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (continued)

3. (a) The 312,500,000 held by Beyond Steady, a company incorporated in BVI with limited liability which is indirectly wholly owned by Huarong.
  - (b) Beyond Steady has security interest in 625,000,000 underlying shares of the Company.
  - (c) This represented Beyond Steady's short position in 312,500,000 underlying shares which constituted unlisted physically settled equity derivatives pursuant to an arrangement entered into with United Century. United Century is taken to have the long position in the same underlying shares.
4. Please refer to note under section headed: Directors' and Chief Executives' Interests on pages 82.

Save as disclosed above, as at 31 December 2018, the Company had not been notified by any persons (other than the Directors and the chief executive of the Company) who had interests or short positions in the Shares or underlying Shares of the Company which would have to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 2 and 3 Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

### EQUITY-LINKED AGREEMENTS

Details of the equity-linked agreement entered into during the nine months ended 31 December 2018 are set out below:

#### (a) Share Option Scheme

The Company adopted a share option scheme (the "Share Option Scheme") which is approved at the annual general meeting of the Company held on 16 September 2011. Under the Share Option Scheme, the directors of the Company may grant options to eligible persons to subscribe for the Company's shares subject to the terms and conditions stipulated therein. Unless otherwise cancelled or amended, the Scheme will be valid and effective for a period of 10 years commencing on the date on which it became effective. The directors and employees of the Company and its subsidiaries are entitled to participate in the share option schemes operated by the Company.

### 主要股東於股份及相關股份之權益及淡倉 (續)

3. (a) 312,500,000股由Beyond Steady持有，Beyond Steady為於英屬處女群島註冊成立的有限公司及由華融間接全資擁有。
  - (b) Beyond Steady於625,000,000股本公司相關股份中擁有擔保權益。
  - (c) 其指Beyond Steady於312,500,000股相關股份的淡倉，根據與United Century訂立的安排，構成非上市實物結算股本衍生工具。United Century被視為於相同相關股份中擁有淡倉。
4. 請參閱在第82頁「董事及主要行政人員之權益」一節之附註。

除上文披露者外，於二零一八年十二月三十一日，本公司並無獲任何人士（董事及本公司主要行政人員除外）知會其於本公司之股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部須通知本公司及香港聯交所或根據證券及期貨條例第336條須存置之登記冊中記錄之權益或淡倉。

### 股票掛鈎協議

截至二零一八年十二月三十一日止九個月之股票掛鈎協議詳情載列如下：

#### (a) 購股權計劃

本公司採納一項購股權計劃（「購股權計劃」）（於二零一一年九月十六日舉行之本公司股東週年大會上批准）。根據購股權計劃，本公司董事可向合資格人士授出購股權，以根據其規定之條款及條件認購本公司股份。除非另有取消或經修訂，該計劃將自其生效之日期起計十年之有效期。本公司董事及僱員及其附屬公司有權參與與本公司進行的購股權計劃。

### EQUITY-LINKED AGREEMENTS *(continued)*

#### (a) Share Option Scheme *(continued)*

The purpose of the Share Option Scheme is to provide the Company with a flexible and effective means of incentivising, rewarding, remunerating, compensating and/or providing benefits to the participants. The Share Option Scheme covers any employee (full time and part time) holding salaries, agents, contractors, consumers, suppliers and others providing similar services as the Board in its sole discretion considers eligible.

Without prior approval from the Company's shareholders, (i) the total number of shares to be issued under the options of the New Scheme is not permitted to exceed 10% of the shares of the Company in issue; and (ii) the number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company then in issue.

Options may be exercised at any time not exceeding a period 6 years from the date on which the share options is accepted. The exercise price is determined by the Directors and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant; (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's shares.

The exercise price, vesting period, the exercisable period and the number of shares subject to each option will be determined by the Board at the time of grant.

### 股票掛鈎協議 (續)

#### (a) 購股權計劃 (續)

購股權計劃旨在為本公司帶來靈活彈性及提供有效方法向參與者提供嘉許、獎勵、酬金、補償及／或福利。購股權計劃涵蓋董事會全權酌情認為合資格之任何全職及兼職受薪僱員、代理、承辦商、消費者、供應商及提供類似服務的其他人。

未經本公司股東事先批准，(i)根據新計劃之購股權發行之股份總數不得超過本公司已發行股份之10%；及(ii)於任何一年已經及可能會向任何個人授出之購股權所涉及之已發行及將予發行股份數目不得超過本公司已發行股份之1%。

自接納購股權日期起不超過6年期間可隨時行使購股權。行使價由董事釐定，且將不會低於以下較高者：(i)本公司股份於授出日期之收市價；(ii)股份於緊接授出日期前五個營業日之平均收市價；及(iii)本公司股份之面值。

董事會將於授出購股權時釐定每份購股權之行使價、歸屬期、行使期及所涉及股份數目。



# Report of the Directors

## 董事會報告書

### EQUITY-LINKED AGREEMENTS (continued)

#### (a) Share Option Scheme (continued)

46,000,000 share options (“Batch 1 Options”) under the Share Option Scheme granted on 22 February 2016 and the vested option will be exercisable at an exercise price of HK\$0.285 per share in accordance with the following schedule:

25%: from 22 February 2016

25%: from 22 February 2017

25%: from 22 February 2018

25%: from 22 February 2019

On 24 April 2018, a total of 59,700,000 shares options (“Batch 2 Options”) were granted to the directors, consultants and employees of the Group at a cash consideration of HK\$1 per grantee which entitle the grantees to subscribe for new ordinary shares of the Company at an exercise price of HK\$0.420 per share. The exercise price is determined with reference to the highest of (i) the closing price of HK\$0.420 per share as quoted in the Hong Kong Stock Exchange daily quotation sheet on the date of grant; (ii) the average closing price of approximately HK\$0.412 per share as quoted in the Stock Exchange daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of HK\$0.01 per ordinary shares in the share capital of the Company. The validity period of the Batch 2 Options is 6 years from the date of grant (i.e. 24 April 2018 to 23 April 2024 (both days inclusive)). The vesting period of the Batch 2 Options is as follows:

40% of the Batch 2 Options shall vest on 24 April 2018;

30% of the Batch 2 Options shall vest on 24 April 2019;  
and

30% of the Batch 2 Options shall vest on 24 April 2020

Further details of the Share Option Scheme are set out in note 30 to the consolidated financial statements.

### 股票掛鈎協議 (續)

#### (a) 購股權計劃 (續)

46,000,000份購股權（「第一批購股權」）已根據購股權新計劃於二零一六年二月二十二日授出，而所歸屬之購股權將可根據下列時間表按行使價每股0.285港元行使：

25%：自二零一六年二月二十二日起

25%：自二零一七年二月二十二日起

25%：自二零一八年二月二十二日起

25%：自二零一九年二月二十二日起

於二零一八年四月二十四日，合共59,700,000份購股權（「第二批購股權」）已授予本集團之董事、顧問及僱員，每名承授人須支付現金代價1港元，而承授人可憑購股權按每股0.420港元之行使價認購本公司新普通股。行使價乃參考以下最高者釐定：(i)於授出日期在香港聯交所每日報價表上所報之收市價每股0.420港元；(ii)緊接授出日期前五個營業日在聯交所每日報價表上所報之平均收市價每股約0.412港元；及(iii)本公司股本中每股面值0.01港元之普通股。第二批購股權之有效期為自授出日期起計六年（即二零一八年四月二十四日至二零二四年四月二十三日（首尾兩日包括在內））。第二批之歸屬期為如下：

第二批購股權之40%將於二零一八年四月二十四日歸屬；

第二批購股權之30%將於二零一九年四月二十四日歸屬；及

第二批購股權之30%將於二零二零年四月二十四日歸屬

有關購股權計劃的詳情載於綜合財務報表附註30。

# Report of the Directors

## 董事會報告書

### EQUITY-LINKED AGREEMENTS (continued)

#### (a) Share Option Scheme (continued)

Details of movements in the number of outstanding share options under the Share Option Scheme during the nine months ended 31 December 2018 are as follows:

		Number of shares options 購股權數目				End of the Period 期末	Exercise price per share 每股行使價	Date of grant of share option 購股權授出日期	Exercisable period 行使期
Beginning of the Period 本期間初	Granted during the Period 本期間內授出	Exercised during the Period 本期間內行使	Cancelled/Expired during the Period 本期間內註銷/屆滿						
<b>Directors</b>	<b>董事</b>								
Mr. Guo Jiadi (Note)	郭加迪先生(附註)	2,400,000	-	-	-	2,400,000 HK\$0.285 0.285港元	22 February 2016 二零一六年 二月二十二日	22 February 2016 to 21 February 2022 二零一六年 二月二十二日至 二零二二年 二月二十一日	
		-	2,000,000	-	-	2,000,000 HK\$0.420 0.420港元	24 April 2018 二零一八年 四月二十四日	24 April 2018 to 23 April 2024 二零一八年 四月二十四日至 二零二四年 四月二十三日	
Mr. Wang Chao	王超先生	3,000,000	-	-	-	3,000,000 HK\$0.285 0.285港元	22 February 2016 二零一六年 二月二十二日	22 February 2016 to 21 February 2022 二零一六年 二月二十二日至 二零二二年 二月二十一日	
Ms. Amika Lan E Guo (Note)	Amika Lan E Guo 女士(附註)	-	4,400,000	-	-	4,400,000 HK\$0.420 0.420港元	24 April 2018 二零一八年 四月二十四日	24 April 2018 to 23 April 2024 二零一八年 四月二十四日至 二零二四年 四月二十三日	
Ms. Ma Shujuan	馬淑娟女士	-	4,400,000	-	-	4,400,000 HK\$0.420 0.420港元	24 April 2018 二零一八年 四月二十四日	24 April 2018 to 23 April 2024 二零一八年 四月二十四日至 二零二四年 四月二十三日	
Mr. Zheng Yurui	鄭玉瑞先生	-	4,400,000	-	-	4,400,000 HK\$0.420 0.420港元	24 April 2018 二零一八年 四月二十四日	24 April 2018 to 23 April 2024 二零一八年 四月二十四日至 二零二四年 四月二十三日	
<b>Sub-total</b>	<b>小計</b>	<b>5,400,000</b>	<b>15,200,000</b>	<b>-</b>	<b>-</b>	<b>20,600,000</b>			
Ex-Director	前董事	2,500,000	-	-	-	2,500,000 HK\$0.285 0.285港元	22 February 2016 二零一六年 二月二十二日	22 February 2016 to 21 February 2022 二零一六年 二月二十二日至 二零二二年 二月二十一日	

### 股票掛鈎協議 (續)

#### (a) 購股權計劃 (續)

截至二零一八年十二月三十一止九個月期間，購股權計劃項下尚未行使之購股權數目變動詳情如下：

# Report of the Directors

## 董事會報告書

### EQUITY-LINKED AGREEMENTS (continued)

### 股票掛鈎協議 (續)

#### (a) Share Option Scheme (continued)

#### (a) 購股權計劃 (續)

		Number of shares options 購股權數目				End of the Period 期末	Exercise price per share 每股行使價	Date of grant of share option 購股權授出日期	Exercisable period 行使期
Beginning of the Period 本期間初	Granted during the Period 本期間內授出	Exercised during the Period 本期間內行使	Cancelled/Expired during the Period 本期間內註銷/屆滿						
<b>Employees and other participants</b>	<b>僱員及其他參與者</b>								
Sandy Lan Hua Guo (Note)	Sandy Lan Hua Guo (附註)	-	4,400,000	-	-	4,400,000	0.420	24 April 2018	24 April 2018 to 23 April 2024 二零一八年四月二十四日至二零二四年四月二十三日
Daisy Lan Lan Guo (Note)	Daisy Lan Lan Guo (附註)	-	4,400,000	-	-	4,400,000	0.420	24 April 2018	24 April 2018 to 23 April 2024 二零一八年四月二十四日至二零二四年四月二十三日
Stephen Zhen Hang Guo (Note)	Stephen Zhen Hang Guo (附註)	-	4,400,000	-	-	4,400,000	0.420	24 April 2018	24 April 2018 to 23 April 2024 二零一八年四月二十四日至二零二四年四月二十三日
Other employees and other participants	其他僱員及其他參與者	23,100,000	-	-	-	23,100,000	HK\$0.285 0.285港元	22 February 2016	22 February 2016 to 21 February 2022 二零一六年二月二十二日至二零二二年二月二十一日
		-	31,300,000	-	-	31,300,000	HK\$0.420 0.420港元	24 April 2018	24 April 2018 to 23 April 2024 二零一八年四月二十四日至二零二四年四月二十三日
<b>Total</b>	<b>總計</b>	<b>31,000,000</b>	<b>59,700,000</b>	<b>-</b>	<b>-</b>	<b>90,700,000</b>			

Note: Mr. Guo Jiadi is the executive Director, chairman and a substantial shareholder of the Company, and Ms. Amika Lan E Guo, Ms. Sandy Lan Hua Guo, Ms. Daisy Lan Lan Guo and Mr. Stephen Zhen Hang Guo are associates of Mr. Guo Jiadi.

附註：郭加迪先生為本公司之執行董事、主席及主要股東，以及Amika Lan E Guo女士、Sandy Lan Hua Guo女士、Daisy Lan Lan Guo女士及Stephen Zhen Hang Guo先生為郭加迪先生之聯繫人。

### ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the share option scheme adopted by the Company disclosed above, at no time during the Period was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of Shares in, or debentures of, the Company or any other body corporate.

### EMOLUMENT POLICY AND RETIREMENT BENEFITS SCHEME OF THE GROUP

The remuneration policy of the Group is set on the basis of the employee's merit, qualifications and competence. The emoluments of the Directors and senior management of the Company are reviewed by the remuneration committee, with consideration to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted the Share Option Scheme as an incentive to the Directors and eligible employees of the Group, details of which are set out in the section headed "Share Option Scheme" above and note 30 to the consolidated financial statements.

Other than operating the statutory mandatory provident fund scheme for Hong Kong employees and participating in social insurance for its employees in the PRC in accordance with the relevant PRC regulations, the Group has not operated any other retirement benefits schemes for the Group's employees. Details of the Group's retirement benefit scheme in operation for the nine months ended 31 December 2018 are set out in note 4 to the consolidated financial statements.

### EVENTS AFTER REPORTING PERIOD

Details of major events after 31 December 2018 are set out in note 41 to the consolidated financial statements.

### 購買股份或債權證之安排

除上文本公司採納購股權計劃所披露者外，於年內任何時間，本公司或其任何附屬公司概無訂立任何安排，致使本公司董事可藉著購入本公司或任何其他法人團體之股份或債權證而獲益。

### 本集團之薪酬政策及退休福利計劃

本集團之薪酬政策以僱員績效、資歷及能力為基礎。董事及本公司高級管理層之薪酬由薪酬委員會檢討，並考慮到本公司之經營業績、個人表現及可比較市場統計數據。

本公司已採納購股權計劃，以激勵董事及本集團合資格僱員，詳情載於上文「購股權計劃」一節及綜合財務報表附註30。

除為香港僱員提供法定強制性公積金計劃，及按照中國相關法規為中國僱員提供社會保險外，本集團並無為本集團僱員提供任何其他退休福利計劃。本集團截至二零一八年十二月三十一日止九個月實施之退福利計劃詳情載於綜合財務報表附註4。

### 報告期後事項

二零一八年十二月三十一日後之主要事件詳情載於綜合財務報表附註41。

# Report of the Directors

## 董事會報告書

### CORPORATE GOVERNANCE

Information on the Company's corporate governance practices is set out in the Corporate Governance Report accompanying the annual report.

### PERMITTED INDEMNITY PROVISION INFORMATION AND DIRECTOR'S INSURANCE

Pursuant to the Articles of Association of the Company, the Directors and other officers, for the time being acting in relation to the affairs of the Company, shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own fraud or dishonesty.

The Company has taken out and maintained directors' and officers' liability insurance throughout the nine months ended 31 December 2018, which provides appropriate cover for certain legal actions brought against its directors and officers. The level of the coverage is reviewed annually.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-laws or the laws of Bermuda which would oblige the Company to offer new shares on a prorata basis to the existing shareholders of the Company.

### 企業管治

有關本公司企業管治常規之資料已載於年報隨附之企業管治報告內。

### 獲准許的彌償條文資料及董事保險

根據本公司之組織章程細則，董事及當其時有關本公司事務之其他高級管理人員將獲以本公司資產及溢利作為彌償保證及擔保，使其不會因彼等或彼等任何一方於執行或有關執行彼等各自職位或信託之職責或假定職責時作出、同意或遺漏之任何行為而將會或可能招致或蒙受之任何訴訟、費用、收費、損失、損害及開支而蒙受損害，惟因彼等本身的欺詐或不誠實行為而招致或蒙受者（如有）則作別論。

本公司於截至二零一八年十二月三十一日止九個月內已購買及維持董事及高級職員責任保險，對其董事及高級職員所涉及之若干法律行動提供適當保障。保障水平每年檢討。

### 優先購買權

本公司之公司細則或百慕達法例並無有關優先購買權之規定，致使本公司須按比例向本公司現有股東發售新股。

# Report of the Directors

## 董事會報告書

### **PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES**

During the nine months ended 31 December 2018, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

### **SUFFICIENCY OF PUBLIC FLOAT**

Based on the information that is publicly available to the Company and within the best knowledge of the Directors, it is confirmed that there is sufficient public float of more than 25% of the Company's issued shares at the latest practicable date prior to the issue of the annual report.

### **INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

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

### **購買、贖回或出售上市證券**

截至二零一八年十二月三十一日止九個月，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。

### **足夠之公眾持股量**

根據本公司所得之公開資料及就董事所深知，已確認於刊發年報前之最後可行日期，公眾持股量已達到超過本公司已發行股份25%之足夠水平。

### **獨立非執行董事之獨立性**

本公司已接獲各獨立非執行董事根據上市規則第3.13條而發出有關其獨立性之年度確認書。本公司認為全體獨立非執行董事均為獨立人士。

# Report of the Directors

## 董事會報告書

### AUDIT COMMITTEE

The Company has established an Audit Committee for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. It also reviews the effectiveness of the audit process and risk evaluation. The Audit Committee which comprised Mr. Chan Yee Ping, Michael, Mr. Yu Pak Yan, Peter and Mr. Zheng Yurui being independent non-executive Directors, has reviewed the accompanying financial statements prior to their publication.

### AUDITORS

The consolidated financial statements of the Company for the nine months ended 31 December 2018 have been audited by Deloitte. Deloitte were appointed as auditor of the Company on 9 November 2018 for the nine months ended 31 December 2018 upon the resignation of BDO Limited who has served as the auditor of the Company since the financial year ended 31 March 2010. Further details are set out in the announcement of the Company dated 9 November 2018.

Deloitte will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting. A resolution for the re-appointment of Deloitte as auditor of the Company is to be proposed at the forthcoming annual general meeting of the Company.

On behalf of the Board

**Guo Jiadi**

*Chairman*

Hong Kong, 22 March 2019

### 審核委員會

本公司已成立審核委員會，以檢討及監督本集團的財務申報流程及內部監控。審核委員會亦檢討審核程序及風險評估的有效性。審核委員會（由獨立非執行董事陳貽平先生、余伯仁先生及鄭玉瑞先生組成）已於隨附的財務報表刊載前審閱該等財務報表。

### 核數師

德勤已審核本公司截至二零一八年十二月三十一日止九個月之綜合財務報表。德勤於香港立信德豪會計師事務所有限公司（自截至二零一零年三月三十一日止財政年度起擔任本公司核數師）辭任後於二零一八年十一月九日獲委任為本公司截至二零一八年十二月三十一日止九個月之核數師。進一步詳情載列於本公司日期二零一八年十一月九日之公告。

德勤將於應屆股東週年大會上退任並符合資格膺選連任。本公司將於應屆股東週年大會上提呈一項決議案，以建議重新委任德勤為本公司核數師。

代表董事會

主席

**郭加迪**

香港，二零一九年三月二十二日

# Independent Auditor's Report

## 獨立核數師報告書

**TO THE SHAREHOLDERS OF CHINA SANDI HOLDINGS LIMITED**  
(incorporated in the Bermuda with limited liability)

致中國三迪控股有限公司列位股東  
(於百慕達註冊成立之有限公司)

### Opinion

We have audited the consolidated financial statements of China Sandi Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 104 to 268, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the nine months ended 31 December 2018, 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 December 2018, and of its consolidated financial performance and its consolidated cash flows for the nine months ended 31 December 2018 in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certificated Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### Basis for Opinion

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

### 意見

我們已審核載列於第104至268頁的中國三迪控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，當中包括於二零一八年十二月三十一日的綜合財務狀況報表、截至二零一八年十二月三十一日止九個月的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註(包括主要會計政策之概要)。

我們認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則真實而公平地反映貴集團於二零一八年十二月三十一日的綜合財務狀況及貴集團截至二零一八年十二月三十一日止九個月的綜合財務表現及綜合現金流量，並已遵照香港公司條例之適用披露要求妥善編製。

### 意見的基礎

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(「道德守則」)，我們獨立於貴集團，並已履行道德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。



# Independent Auditor's Report

## 獨立核數師報告書

### Key Audit Matters

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

### Key audit matter

關鍵審核事項

### Valuation of investment properties

投資物業估值

We identified the valuation of investment properties as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with the estimates associated with determining the fair value. As disclosed in note 17 to the consolidated financial statements, the investment properties of the Group were furniture shopping mall and a kindergarden in the People's Republic of China (the "PRC") and amounted to HK\$3,601,759,000 as at 31 December 2018, representing 47% of the Group's total assets. Fair value losses on investment properties of HK\$1,055,000 was recognised in the consolidated statement of profit or loss and other comprehensive income for the nine months ended 31 December 2018.

我們基於整體綜合財務報表平衡的重要性加上與釐定公平值相關的估計，識別投資物業估值為關鍵審核事項。誠如綜合財務報表附註17所披露，貴集團的投資物業主要指位於中華人民共和國（「中國」）的傢私商場及幼兒園，於二零一八年十二月三十一日按3,601,759,000港元列賬，佔貴集團總資產的47%。投資物業的公平值虧損1,055,000港元於截至二零一八年十二月三十一日止九個月之綜合損益及其他全面收益表內確認。

### 關鍵審核事項

關鍵審核事項是根據我們的專業判斷，認為對綜合財務報表的審核最為重要的事項。這些事項是在我們審核整體綜合財務報表及出具意見時處理，我們不會對這些事項個別提供意見。

### How our audit addressed the key audit matter

我們審核時如何處理關鍵審核事項

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

我們有關評估投資物業的估值合適與否的程序包括：

- Understanding the management's process for reviewing the work of the Valuer;
- 了解管理層就審閱估值師的工作採用的程序；
- Evaluating the competence, capabilities and objectivity of the Valuer;
- 評估估值師勝任與否、能力及客觀與否；
- Obtaining an understanding from the Valuer about the valuation technique, the performance of the property markets, significant assumptions adopted and key inputs used in the valuations;
- 向估值師了解有關估值程序、物業市場的表現、所採納的重大假設及估值時採用的主要輸入數據；

# Independent Auditor's Report

## 獨立核數師報告書

### Key Audit Matters (continued)

#### Key audit matter

##### 關鍵審核事項

#### Valuation of investment properties (continued)

##### 投資物業估值 (續)

All of the Group's investment properties are stated at fair value based on valuations performed by an independent professionally qualified valuer not connected with the Group (the "Valuer"). The fair value of the completed investment properties were determined by adopting the direct capitalisation approach and dependent on certain key inputs, including rental value and discount rate. Details of the valuation techniques and key inputs used in the valuations are disclosed in note 17 in the consolidated financial statements.

所有 貴集團的投資物業均基於由與 貴集團概無關連的獨立專業合資格估值師（「估值師」）進行的估值按公平值列賬。估值技術及估值時採用的主要輸入數據之詳情於綜合財務報表附註17披露。

### 關鍵審核事項 (續)

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

##### 我們審核時如何處理關鍵審核事項

- Evaluating the reasonableness of the key inputs used in the valuations by comparing the rentals with other similar properties, and benchmarking discount rate against historical data, market trend and comparable data of companies within the same industry;
- 透過對比類似物業的租金、基準折現率與歷史數據、市場走勢及相同行業內公司的可比數據，評估估值所用的主要輸入數據的合理性；
- 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.
- 透過抽樣方式對比租金詳情與相關現有租賃協議，評估管理層向估值師所提供資料的可信性。

# Independent Auditor's Report

## 獨立核數師報告書

### Key Audit Matters (continued)

#### Key audit matter

##### 關鍵審核事項

#### Valuation of inventories of properties (continued)

##### 物業存貨估值 (續)

We identified the valuation of the Group's inventories of properties as a key audit matter due to the significant estimates involved in the determination of net realisable value (the "NRV") of these properties. As disclosed in note 21 to the consolidated financial statements, the Group had completed properties for sale of HK\$86,604,000 and properties under development for sale of HK\$2,631,984,000 (the "inventories of properties") as at 31 December 2018, which are situated in the PRC.

我們識別貴集團物業存貨的估值為關鍵審核事項，乃因為釐定該等物業的可變現淨值（「可變現淨值」）涉及重大估計。誠如綜合財務報表附註21所披露，於二零一八年十二月三十一日，貴集團擁有位於中國的待售已竣工物業86,604,000港元及待售發展中物業2,631,984,000港元（「物業存貨」）。

### 關鍵審核事項 (續)

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

##### 我們審核時如何處理關鍵審核事項

Our procedures in relation to the NRV of the inventories of properties included:

我們就物業存貨的可變現淨值的程序包括：

- Obtaining an understanding on the management's process of determining of the NRV of the inventories of properties;
- 了解管理層釐定物業存貨可變現淨值的過程；
- Evaluating the reasonableness of the estimated future cost to completion of the properties, on a sample basis, by comparing it to the actual development cost of similar completed properties of the Group; and
- 評估完成物業的估計未來成本的合理性，方式是抽樣將該等物業與貴集團類似已完工物業的實際開發成本進行比較；及

# Independent Auditor's Report

## 獨立核數師報告書

### Key Audit Matters (continued)

#### Key audit matter

##### 關鍵審核事項

#### Valuation of inventories of properties (continued)

##### 物業存貨估值 (續)

As disclosed in note 5 to the consolidated financial statements, management of the Group determined the NRV of the inventories of properties by reference to the estimated selling prices of the inventories of properties, which takes into account a number of factors including prevailing real estate market conditions in the PRC, estimated selling expenses, estimated costs to completion, and the sale-related taxes (if any). Based on management's estimation of the NRV of the inventories of properties the Group had written down inventories of properties of HK\$11,897,000 as at 31 December 2018.

誠如綜合財務報表附註5所披露，貴集團管理層於確定物業存貨的可變現淨值時，參照該等物業存貨的估計售價，其中考慮多項因素，包括中國的現行房地產市場狀況、估計出售開支、完工之估計成本及銷售相關稅項（如有）。根據管理層對貴集團物業存貨的可變現淨值的估計，於二零一八年十二月三十一日，貴集團已撇減物業存貨11,897,000港元。

### 關鍵審核事項 (續)

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

##### 我們審核時如何處理關鍵審核事項

- Assessing the reasonableness of the estimated selling prices used by management with reference to market prices achieved in the same projects or by comparable properties, including an evaluation of the appropriateness of the comparable properties used by management of the Group based on our knowledge of the Group's business and real estate industry in the PRC.
- 參考相同項目或相若項目已取得的市場價格評估管理層使用的估計銷售價格的合理性，包括評估貴集團管理層基於對貴集團業務及中國房地產行業的知識所使用的相若物業的適當性。

# Independent Auditor's Report

## 獨立核數師報告書

### Other Matter

The consolidated financial statements for the year ended 31 March 2018 were audited by another auditor who expressed an unmodified opinion on those statements on 28 June 2018.

### 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 the 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 issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

### 其他事項

截至二零一八年三月三十一日止年度之綜合財務報表已由另一核數師審核，其已於二零一八年六月二十八日就該等報表發表無保留意見。

### 其他資料

貴公司董事負責其他資料。其他資料包括年報所載資料，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資料，我們亦不對該等其他資料發表任何形式的鑒證結論。

結合我們對綜合財務報表的審核，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審核過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們執行的工作，如果我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。就此方面，我們沒有任何報告。

### 貴公司董事及負責管治者就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，以及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

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

負責管治者亦負責監察貴集團之財務報告程序。

# Independent Auditor's Report

## 獨立核數師報告書

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

### 核數師就審核綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否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，並根據百慕達公司法第90條向閣下（作為整體）出具載有我們意見的核數師報告，除此之外本報告別無其他目的。本核數師並不會就本報告內容對任何其他人士負責或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審核，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者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》進行審核的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對這些風險，以及獲取充足和適當的審核憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核相關的內部控制，以設計適當的審核程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

# Independent Auditor's Report

## 獨立核數師報告書

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements *(continued)*

- 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.

### 核數師就審核綜合財務報表承擔的責任 (續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當作出有保留意見。我們的結論是基於核數師報告日止所取得的審核憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務資料獲取充足、適當的審核憑證，以便對綜合財務報表發表意見。我們負責貴集團審核的方向、監督和執行。我們為審核意見承擔全部責任。

除其他事項外，我們與負責管治者溝通了計劃的審核範圍、時間安排、重大審核發現等，包括我們在審核中識別出內部控制的任何重大缺陷。

# Independent Auditor's Report

## 獨立核數師報告書

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements *(continued)*

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

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

**Deloitte Touche Tohmatsu**  
Certified Public Accountants  
Hong Kong  
22 March 2019

### 核數師就審核綜合財務報表承擔的責任 (續)

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

從與負責管治者溝通的事項中，我們確定哪些事項對本期間的綜合財務報表的審核最為重要，因而構成關鍵審核事項。我們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這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

本獨立核數師報告之審核項目合夥人是王杰森。

**德勤•關黃陳方會計師行**  
執業會計師  
香港  
二零一九年三月二十二日



# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

			Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 HK\$'000 千港元	Year ended 31 March 2018 二零一八年 三月三十一日 止年度 HK\$'000 千港元
		Notes 附註		
Revenue	收益	6	149,836	707,694
Cost of properties sales	物業銷售成本		(37,230)	(366,342)
Other income	其他收入	8(a)	22,858	34,387
Reversal of impairment losses	減值虧損撥回		375	-
Other gains and losses	其他收益及虧損	9	(26,316)	46,980
Change in fair value on investment properties	投資物業之公平值變動		(1,055)	2,796
Change in fair value on financial assets at fair value through profit or loss ("FVTPL")	按公平值計入損益 (「按公平值計入損益」) 之財務資產公平值變動		(57,596)	(8,920)
Staff cost	員工成本		(15,975)	(17,123)
Depreciation of property, plant and equipment	物業、廠房及設備折舊		(1,975)	(2,145)
Other expenses	其他開支	8(b)	(57,890)	(91,277)
Share of results of an associate	分佔一間聯營公司業績		(740)	-
Finance costs	融資成本	10	(34,624)	(54,217)
(Loss) profit before tax	除稅前 (虧損) 溢利	11	(60,332)	251,833
Income tax expense	所得稅開支	12	(24,608)	(91,013)
<b>(Loss) profit for the period/year</b>	<b>本期間/年度 (虧損) 溢利</b>		<b>(84,940)</b>	<b>160,820</b>
<b>Other comprehensive (expense) income</b>	<b>其他全面 (開支) 收益</b>			
<i>Item that may be reclassified subsequently to profit or loss</i>	<i>其後可能重新分類至損益之項目</i>			
Exchange differences arising on translation of foreign operations	換算外國業務產生之匯兌差額		(252,161)	272,949
Total comprehensive (expense) income for the period/year	本期間/年度全面 (開支) 收益總額		<b>(337,101)</b>	<b>433,769</b>

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

		Notes 附註	Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 HK\$'000 千港元	Year ended 31 March 2018 二零一八年 三月三十一日 止年度 HK\$'000 千港元
(Loss) profit for the period/year attributable to	以下人士應佔期間／年度 (虧損)溢利			
– Owners of the Company	– 本公司擁有人		<b>(80,964)</b>	156,326
– Non-controlling interest	– 非控股權益		<b>(3,976)</b>	4,494
			<b>(84,940)</b>	160,820
Total comprehensive (expense) income attributable to:	以下人士應佔全面(開支) 收入總額:			
– Owners of the Company	– 本公司擁有人		<b>(333,623)</b>	426,938
– Non-controlling interests	– 非控股權益		<b>(3,478)</b>	6,831
			<b>(337,101)</b>	433,769
<b>(LOSS) EARNINGS PER SHARE</b>	<b>每股(虧損)盈利</b>			
Basic (HK cents)	基本(港仙)	15	<b>(1.82)</b>	3.60
Diluted (HK cents)	攤薄(港仙)	15	<b>(1.82)</b>	3.55

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 December 2018 於二零一八年十二月三十一日

			At 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元	At 31 March 2018 於二零一八年 三月三十一日 HK\$'000 千港元
		Notes 附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	16	8,790	5,327
Investment properties	投資物業	17	3,601,759	3,952,998
Properties under development	發展中物業	18	195,934	180,283
Prepaid lease payments	預付租賃款項	18	162,146	177,907
Interests in an associate	於一間聯營公司之權益	19	291,919	–
Deposits paid for properties under development	就發展中物業之已付按金		56,925	78,978
Loan receivables	應收貸款	22	125,235	–
Deferred tax assets	遞延稅項資產	20	13,096	14,396
			<b>4,455,804</b>	<b>4,409,889</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories of properties	物業存貨	21	2,718,588	1,249,179
Contract costs	合約成本	27	44,170	–
Trade receivables, other receivables and prepayments	應收賬款、其他應收款項及預付款項	23	276,160	1,079,929
Loan receivables	應收貸款	22	–	25,000
Prepaid income tax	預付所得稅		16,676	10,369
Financial assets at FVTPL	按公平值計入損益之財務資產	24	69,006	133,857
Investments held for trading	持作買賣投資	24	–	125,745
Amounts due from related companies	應收關連公司款項	39(a)	15	140
Restricted bank deposits	受限制銀行存款	25	575	630
Bank balances and cash	銀行結餘及現金	25	149,056	201,622
			<b>3,274,246</b>	<b>2,826,471</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables and accruals	應付賬款以及其他應付款項及應計費用	26	413,474	242,781
Deposits received for sale of properties	就銷售物業已收按金		–	1,346,389
Contract liabilities	合約負債	27	2,421,850	–
Income tax payable	應付所得稅		42,246	57,450
Amounts due to related companies	應付關連公司款項	39(a)	22,644	2,016
Amounts due to non-controlling shareholders of subsidiaries	應付非控股權益款項	39(a)	226,550	153,885
Bank borrowings	銀行借款			
– due within one year	– 一年內到期	28	136,335	184,623
Bonds payable	應付債券	31	10,707	–
			<b>3,273,806</b>	<b>1,987,144</b>

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 December 2018 於二零一八年十二月三十一日

			At 31 December 2018 於二零一八年 十二月三十一日	At 31 March 2018 於二零一八年 三月三十一日
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>440</b>	839,327
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>4,456,244</b>	5,249,216
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	29	44,589	44,589
Reserves	儲備		<b>3,036,705</b>	3,353,019
Equity attributable to owners of the Company	本公司擁有人應佔權益		<b>3,081,294</b>	3,397,608
Non-controlling interests	非控股權益		<b>63,574</b>	38,485
<b>Total equity</b>	<b>權益總額</b>		<b>3,144,868</b>	3,436,093
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Bonds payable	應付債券	31	-	10,339
Deferred tax liabilities	遞延稅項負債	20	<b>711,136</b>	757,337
Bank borrowings – due after one year	銀行借貸 – 一年後到期	28	<b>600,240</b>	1,045,447
			<b>1,311,376</b>	1,813,123
			<b>4,456,244</b>	5,249,216

The consolidated financial statements on pages 104 to 268 were approved and authorised for issue by the Board of Directors on 22 March 2019 and are signed on its behalf by:

第104至268頁之綜合財務報表於二零一九年三月二十二日獲董事會批准及授權發行，並由下列董事代表董事會簽署：

**Guo Jiadi**  
郭加迪  
DIRECTOR  
董事

**Wang Chao**  
王超  
DIRECTOR  
董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

		Equity attributable to owners of the Company 本公司擁有人應佔權益											
		Share capital	Share premium	Share-based compensation reserve	Capital reserve	Merger reserve	Warrants reserve	Translation reserve	Other reserve	Retained profits	Sub-total	Non-controlling interests	Total
		股本	股份溢價	以股份為基準之補償儲備	資本儲備	合併儲備	認股權證儲備	匯兌儲備	其他儲備	保留盈利	小計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
					(Note i) (附註i)	(Note ii) (附註ii)			(Note iii) (附註iii)				
At 1 April 2017	於二零一七年四月一日	33,464	312,411	3,302	8,837	236,886	9,261	(243,214)	1,462,051	1,183,352	3,006,350	31,654	3,038,004
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	156,326	156,326	4,494	160,820
Other comprehensive income for the year	本年度其他全面收益	-	-	-	-	-	-	270,612	-	-	270,612	2,337	272,949
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	-	-	270,612	-	156,326	426,938	6,831	433,769
Recognition of equity-settled share-based payments	確認權益結算以股份為基準之付款	-	-	760	-	-	-	-	-	-	760	-	760
Issue of ordinary shares and cash consideration of entities under common control (note 29 (a))	發行共同控制實體的普通股及現金代價(附註29(a))	8,000	211,600	-	-	(331,040)	-	-	-	-	(111,440)	-	(111,440)
Exercise of warrant shares (note 29 (b))	行使認股權證股份(附註29(b))	3,125	81,136	-	-	-	(9,261)	-	-	-	75,000	-	75,000
At 31 March 2018	於二零一八年三月三十一日	44,589	605,147	4,062	8,837	(94,154)	-	27,398	1,462,051	1,339,678	3,397,608	38,485	3,436,093
Adjustments (note 3)	調整(附註3)	-	-	-	-	-	-	-	-	8,766	8,766	461	9,227
At 1 April 2018 (restated)	於二零一八年四月一日(經重列)	44,589	605,147	4,062	8,837	(94,154)	-	27,398	1,462,051	1,348,444	3,406,374	38,946	3,445,320
Loss for the period	本期間虧損	-	-	-	-	-	-	-	-	(80,964)	(80,964)	(3,976)	(84,940)
Other comprehensive expense for the period	本期間其他全面開支	-	-	-	-	-	-	(252,659)	-	-	(252,659)	498	(252,161)
Total comprehensive expense for the period	本期間全面開支總額	-	-	-	-	-	-	(252,659)	-	(80,964)	(333,623)	(3,478)	(337,101)
Recognition of equity-settled share-based payments	確認權益結算以股份為基準之付款	-	-	8,543	-	-	-	-	-	-	8,543	-	8,543
Capital contribution from non-controlling interest	來自非控股權益之注資	-	-	-	-	-	-	-	-	-	-	28,106	28,106
At 31 December 2018	於二零一八年十二月三十一日	44,589	605,147	12,605	8,837	(94,154)	-	(225,261)	1,462,051	1,267,480	3,081,294	63,574	3,144,868

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### Notes:

- (i) Capital reserve represents deemed contribution from equity owner regarding to the waiver of loan for funding the construction of an investment property in 2012.
- (ii) Merger reserve represents the difference between the share/registered capital of the combining entities against cash consideration paid and share consideration issued by the Company upon completion of business combination under common control as detailed in note 29 (a).
- (iii) The other reserve, which is the contributed surplus account of the Company, represents the difference arising from the share premium reduction which was being effective and approved by the Bermuda Registrar of Companies on 11 May 2016. Under the share premium reduction, entire amount standing to the credit of the share premium account of the Company as at 29 February 2016 in the sum of approximately HK\$3,640,117,000 be reduced, with part of the credit arising therefrom being applied to offset the accumulated losses of the Company in the sum of approximately HK\$2,178,066,000 in full and the remaining balance of the credit in the sum of approximately HK\$1,462,051,000 being credited to the other reserve of the Company.

### 附註：

- (i) 資本儲備指股權擁有人之視作注資，乃關於免除於二零一二年就建設一項投資物業撥資的貸款。
- (ii) 合併儲備指於過往年度應用合併會計處理時合併實體或業務的股份／註冊資本與相關被合併實體之已付現金代價及已發行股份代價之間的差額（詳情載於附註29(a)）。
- (iii) 其他儲備（為本公司之實繳盈餘賬）指股份溢價減少產生的差額，於二零一六年五月十一日經百慕達公司註冊處處長批准生效。根據削減股份溢價，削減本公司股份溢價賬於二零一六年二月二十九日之全部進賬額約3,640,117,000港元，因此產生之進賬款項部分用於悉數抵銷本公司之累計虧損約2,178,066,000港元，餘下進賬款項約1,462,051,000港元計入本公司其他儲備。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

		Nine months ended 31 December 2018 二零一八年 十二月三十一 止九個月 HK\$'000 千港元	Year ended 31 March 2018 二零一八年 三月三十一 止年度 HK\$'000 千港元
<b>Operating activities</b>	<b>經營活動</b>		
(Loss) profit for the period/year	本期間／年度（虧損）溢利	<b>(60,332)</b>	251,833
Adjustments for:	調整：		
Finance costs	融資成本	<b>34,624</b>	54,217
Bank interest income	銀行利息收入	<b>(1,777)</b>	(695)
Dividend income from listed investments	上市投資之股息收入	<b>(639)</b>	(816)
Interest income from debt securities	債務證券之利息收入	-	(1,529)
Repayment from (advance to) loan receivables	償還（墊付）應收貸款	<b>(20,359)</b>	(4,460)
Interest income from financial assets at FTVPL	按公平值計入損益之財務資產之 利息收入	-	(26,660)
Share of results of an associate	應佔聯營公司業績	<b>740</b>	-
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>1,975</b>	2,177
Impairment loss of inventories of properties	物業存貨減值虧損	<b>709</b>	11,608
Reversal on impairment loss on other receivables	其他應收款項之減值虧損撥回	<b>(375)</b>	-
Share-based payment expense	以股份為基準之開支	<b>8,543</b>	760
Change in fair value on investment properties	投資物業之公平值變動	<b>1,055</b>	(2,796)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	-	(100)
Change in fair value on financial assets at FVTPL	按公平值計入損益之財務資產之 公平值變動	<b>57,596</b>	8,920
Change in fair value on investments held for trading	持作買賣投資之公平值變動	-	(21,013)
Gain on disposal of investments held for trading	出售持作買賣投資之收益	-	(645)
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	<b>21,760</b>	270,801
Increase in properties under development and inventories of properties	發展中物業及物業存貨增加	<b>(1,604,294)</b>	(89,189)
Decrease (increase) in trade receivables, other receivables and prepayments	應收賬款、其他應收款項及預付款項 減少（增加）	<b>788,377</b>	(941,956)
Increase (decrease) in trade and other payables and accruals	應付賬款以及其他應付款項及應計費用 增加（減少）	<b>98,013</b>	(69,488)
Increase in deposit received for sale of properties	就銷售物業已收按金增加	-	881,964
Increase in contract costs	合約成本增加	<b>(32,559)</b>	-
Increase in contract liabilities	合約負債增加	<b>1,219,617</b>	-

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

		Nine months ended 31 December 2018 二零一八年 十二月三十一日 止九個月 HK\$'000 千港元	Year ended 31 March 2018 二零一八年 三月三十一日 止年度 HK\$'000 千港元
Cash generated from operations	經營所得現金	490,914	52,132
Income taxes paid	所得稅已付	(23,808)	(27,671)
<b>Net cash from operating activities</b>	<b>經營活動所得現金淨額</b>	<b>467,106</b>	<b>24,461</b>
<b>Investing activities</b>	<b>投資活動</b>		
Bank interest received	已收利息	1,777	695
Dividend received from listed investments	已收上市投資之股息	639	816
Interest income received from debt securities	已收債務證券之利息收入	-	1,529
Interest income from loan receivables	應收貸款之利息收入	29,252	9,696
Interest income from financial assets at FVTPL	按公平值計入損益之財務資產之 利息收入	-	26,660
Repayment from (advance to) loan receivables	償還(墊付)應收貸款	25,000	(25,000)
Advance to third parties	墊付予第三方	-	271,138
Proceeds from disposal of investments held for trading	出售持作買賣投資之所得款項	-	60,000
Proceeds on disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	-	156
Acquisitions of interests in an associate	收購聯營公司之權益	(235,842)	-
Advance to related companies	應付關連公司款項	(579)	-
Repayments from related companies	關連公司償還款項	694	327,333
Purchase of property, plant and equipment	購買物業、廠房及設備	(5,587)	(684)
Purchase of investment properties	購買投資物業	-	(12)
Payments to construction of properties under development	建設發展中物業之付款	(17,052)	(16,285)
<b>Net cash (used in) from investing activities</b>	<b>投資活動(所用)所得現金淨額</b>	<b>(201,698)</b>	<b>656,042</b>



# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

		Nine months ended 31 December 2018 二零一八年 十二月三十一 止九個月 HK\$'000 千港元	Year ended 31 March 2018 二零一八年 三月三十一 止年度 HK\$'000 千港元
<b>Financing activities</b>	<b>融資活動</b>		
Repayment of bank borrowings	償還銀行借貸	(399,734)	(574,898)
Additions of bank borrowings	增加銀行借貸	-	271,192
Capital contribution from non-controlling interest	來自非控股權益之注資	28,106	-
Acquisition of entities under common control	收購共同控制實體	-	(111,440)
Interest paid	已付利息	(44,217)	(78,814)
Proceeds from exercise of warrants	行使認股權證之所得款項	-	75,000
Advance from non-controlling shareholders of subsidiaries	附屬公司非控股股東墊款	90,650	145,253
Advance from related companies	關連公司墊款	98,152	6,557
Repayments to non-controlling shareholders of subsidiaries	償還附屬公司非控股股東款項	(11,437)	-
Repayments to related companies	償還關連公司款項	(66,539)	(242,948)
<b>Net cash used in financing activities</b>	<b>融資活動所用現金淨額</b>	<b>(305,019)</b>	<b>(510,098)</b>
<b>Net (decrease) increase in cash and cash equivalents</b>	<b>現金及現金等值(減少)增加淨額</b>	<b>(39,611)</b>	<b>170,405</b>
<b>Cash and cash equivalents at the beginning of period/year</b>	<b>期初/年初之現金及現金等值</b>	<b>201,622</b>	<b>40,824</b>
Effect of foreign exchange rate changes	外幣匯率變動之影響	(12,955)	(9,607)
<b>Cash and cash equivalents at the end of period/year</b>	<b>期終/年終之現金及現金等值</b>	<b>149,056</b>	<b>201,622</b>
<b>Analysis of the balance of cash and cash equivalents</b>	<b>現金及現金等值結餘分析</b>		
Bank balance and cash	銀行結餘及現金	149,056	201,622

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 1. GENERAL

China Sandi Holdings Limited (the “Company”) is a public limited company incorporated in the Bermuda and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its parent and ultimate parent is United Century International Limited (incorporated in the British Virgin Islands (“BVI”). The ultimate controlling party is Mr. Guo Jiadi. The address of registered office and principal place of business of the Company are located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and Room 3405, 34th Floor, China Merchants Tower Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong respectively.

The Company acts as an investment holding company. The principal activities of its associate and principal subsidiaries are set out in notes 19 and 40 respectively.

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

### 2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

During the current financial period, the reporting period end date of the Group was changed from 31 March to 31 December because the directors of the Company determined to bring the annual reporting period end date of the Group in line with that of the main business subsidiaries. Accordingly, the consolidated financial statements for the current period cover the nine months period from 1 April 2018 to 31 December 2018. The corresponding comparative amounts shown for the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows and related notes cover a twelve months period from 1 April 2017 to 31 March 2018 and therefore may not be comparable with the amounts shown for the current period.

### 1. 一般資料

中國三迪控股有限公司(「本公司」)為於百慕達註冊成立之公開有限公司，其股份於香港聯合交易所有限公司(「聯交所」)上市。其母公司及最終母公司為United Century International Limited(於英屬處女群島(「英屬處女群島」)註冊成立之公司)。最終控制方為郭加迪先生。本公司之註冊辦事處及主要營業地點之地址分別位於Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda及香港干諾道中168-200號信德中心招商局大廈34樓3405室。

本公司為一間投資控股公司。其聯營公司及主要附屬公司之主要業務分別載列於附註19及40。

該等綜合財務報表以港元(「港元」)呈列，為本公司之功能貨幣。

### 2. 編製綜合財務報表之基準

於本財政期間，本集團報告期結算日期由三月三十一日更改為十二月三十一日，乃因本公司董事決定調整本集團之年度報告結算日期與主要業務附屬公司之年度報告結算日期一致。因此，本期間之綜合財務報表涵蓋自二零一八年四月一日至二零一八年十二月三十一日止九個月期間。綜合損益及其他全面收益表、綜合權益變動表、綜合現金流量表及相關附註所示之相應比較數額涵蓋自二零一七年四月一日至二零一八年三月三十一日止十二月個月期間，因此未必可與本期間所示數額相比較。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

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

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

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

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本

本集團於本期間首次應用香港會計師公會（「香港會計師公會」）頒佈之以下新訂香港財務報告準則及其修訂本。

香港財務報告準則第9號	金融工具
香港財務報告準則第15號	來自客戶合約之收益及相關修訂本
香港（國際財務報告詮釋委員會）— 詮釋第22號	外幣交易及預付代價
香港財務報告準則第2號（修訂本）	以股份為基礎付款交易之分類及計量
香港財務報告準則第4號（修訂本）	應用香港財務報告準則第4號保險合約時一併應用香港財務報告準則第9號金融工具
香港會計準則第28號（修訂本）	作為二零一四年至二零一六年週期香港財務報告準則之年度改進之一部分
香港會計準則第40號（修訂本）	投資物業轉移

除下文所述，本期間應用上述新訂香港財務報告準則及其修訂本對本集團於本期間及過往年度之財務表現及狀況及／或載於綜合財務報表之披露並無重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### 3.1 HKFRS 15 Revenue from Contracts with Customers

The Group has applied HKFRS 15 for the first time in the current period. HKFRS 15 superseded HKAS 18 *Revenue*, HKAS 11 *Construction Contracts* and the related interpretations.

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this Standard recognised at the date of initial application, 1 April 2018. Any difference at the date of initial application is recognised in the opening retained profits (or other components of equity, as appropriate) and comparative information has not been restated. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group has elected to apply the Standard retrospectively only to contracts that are not completed at 1 April 2018. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 18 *Revenue* and HKAS 11 *Construction Contracts* and the related interpretations.

The Group recognises revenue from the following major sources which arise from contracts with customers:

- Property development – development and sale of properties
- Revenue from leasing of investment properties, which will continue to be accounted for in accordance with Hong Kong Accounting Standard 17 “Leases”, whereas revenue from the provision of property management and related services recognised over time will be accounted for under HKFRS 15.

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

#### 3.1 香港財務報告準則第15號—來自客戶合約之收益

本集團於本期間首次應用香港財務報告準則第15號。香港財務報告準則第15號取代香港會計準則第18號「收益」、香港會計準則第11號「建築合約」及相關詮釋。

本集團已追溯應用香港財務報告準則第15號，而首次應用該準則之累計影響於首次應用當日（即二零一八年四月一日）確認。於首次應用當日之任何差額於期初累計溢利（或其他權益部分（如適用））確認，並無重列比較資料。此外，根據香港財務報告準則第15號之過渡條文，本集團已選擇僅將該準則追溯應用於在二零一八年四月一日尚未完成之合約。由於比較資料乃根據香港會計準則第18號「收益」、香港會計準則第11號「建築合約」及相關詮釋編製，故若干比較資料可能無可比性。

本集團確認以下來自客戶合約的主要收益來源：

- 物業發展—發展及銷售物業
- 租賃投資物業收入，其將繼續根據香港會計準則第17號「租賃」入賬，而提供物業管理及相關服務於一段時間確認的收入將根據香港財務報告準則第15號入賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### 3.1 HKFRS 15 Revenue from Contracts with Customers (continued)

The following table summarises the impact of transition to HKFRS 15 on retained profits at 1 April 2018.

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

#### 3.1 香港財務報告準則第15號－來自客戶合約之收益（續）

下表概述過渡至香港財務報告準則第15號對二零一八年四月一日累計溢利的影響。

		Impact of adopting HKFRS 15 at 1 April 2018 於二零一八年四月一日採納香港財務報告準則第15號的影響
	Notes 附註	HK\$'000 千港元
<b>Retained profits</b>		
Recognition of significant financing component	(c)	(1,450)
Recognition of contract costs	(a)	13,753
Tax effects	(a)/(c)	(3,076)
Impact relating to non-controlling interests		(461)
Impact at 1 April 2018		8,766

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### 3.1 HKFRS 15 Revenue from Contracts with Customers (continued)

The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 April 2018. Line items that were not affected by the changes have not been included.

Notes:

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

#### 3.1 香港財務報告準則第15號—來自客戶合約之收益（續）

綜合財務狀況表於二零一八年四月一日確認之金額已作出以下調整。未受變動影響之項目並不包括在內。

附註：

			Carrying amounts previously reported at 31 March 2018 於二零一八年三月三十一日 先前呈報之賬面額 HK\$'000 千港元	Reclassification 重新分類 HK\$'000 千港元	Remeasurement 重新計量 HK\$'000 千港元	Carrying amounts under HKFRS 15 at 1 April 2018 於二零一八年四月一日按香港財務報告準則第15號之賬面值 HK\$'000 千港元
	Notes 附註					
CURRENT ASSETS		流動資產				
Inventories of properties	(c)	物業存貨	1,249,179	-	8,843	1,258,022
Contract costs	(a)	合約成本	-	-	13,753	13,753
CURRENT LIABILITIES		流動負債				
Deposits received for sale of properties	(b)	就銷售物業已收按金	1,346,389	(1,346,389)	-	-
Contract liabilities	(b)/(c)	合約負債	-	1,346,389	10,293	1,356,682
CAPITAL AND RESERVES		股本及儲備				
Reserves	(a)/(c)	儲備	3,353,019	-	8,766	3,361,785
Non-controlling interests	(a)/(c)	非控股權益	38,485	-	461	38,946
NON-CURRENT LIABILITY		非流動負債				
Deferred tax liabilities	(a)/(c)	遞延稅項負債	757,337	-	3,076	760,413

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### 3.1 HKFRS 15 Revenue from Contracts with Customers (continued)

Notes: (continued)

- (a) The Group incurred incremental commission paid to property agency in connection with obtaining sales of properties contracts with customers. These amounts were previously expensed as incurred. At the date of initial application of HKFRS 15, incremental costs of obtaining contracts (net of deferred tax) of HK\$9,799,000 and HK\$515,000 have been credited to the retained profits and the non-controlling interests with corresponding adjustment of HK\$13,753,000 debited to contract costs. The corresponding tax effect of HK\$3,439,000 has been credited to deferred tax liabilities.
- (b) At the date of initial application of HKFRS 15, deposits received for sale of properties of HK\$1,346,389,000 and the significant financing component effect of HK\$10,293,000 were reclassified or recognised to contract liabilities, as appropriate.
- (c) Certain property sales contracts of the Group contain significant financing component after taking into account the difference between the amount of promised consideration and the cash selling price of the property; and the combined effect of the expected length of time between the Group transferring the property to the customer and the customer paying for the property and the prevailing interest rates in the relevant market.

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

#### 3.1 香港財務報告準則第15號—來自客戶合約之收益（續）

附註：（續）

- (a) 本集團產生就獲得客戶物業銷售合約而向物業代理支付之遞增佣金。該等金額先前已於產生時支銷。於首次應用香港財務報告準則第15號當日，取得合約之增加成本（扣除遞延稅項）9,799,000港元及515,000港元已計入保留溢利及非控股權益，相應調整13,753,000港元已被記入合同成本借方。相應稅項影響3,439,000港元已被記入遞延稅項負債貸方。
- (b) 於首次應用香港財務報告準則第15號當日，就銷售物業已收按金1,346,389,000港元及重大融資成分影響10,293,000港元已重新分類或重新確認為合約負債（如適用）。
- (c) 經計及承諾代價金額與物業現金售價之差額，以及本集團將物業轉讓予客戶與客戶就物業付款之預計時間長度及相關市場現行利率之綜合影響，本集團若干物業銷售合約含有重大融資成分。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### 3.1 HKFRS 15 Revenue from Contracts with Customers (continued)

Notes: (continued)

(c) (continued)

The Group recognised the interest expense only to the extent that a contract liability (deposits received for sale of properties) is recognised in accounting for the contract with the customers and adjusted the promised amount of consideration by using a discount rate that would be reflected in a separate financing transaction between the Group and the customer reflecting the credit characteristics of the Group. At the date of initial application, finance costs eligible for capitalisation of HK\$8,843,000 has been debited to inventories of properties. Finance costs not eligible for capitalisation (net of deferred tax) of HK\$1,033,000 and HK\$54,000 have been debited to the retained profits and the non-controlling interests, respectively, with corresponding adjustment of HK\$10,293,000 credited to contract liabilities. The corresponding tax effect of HK\$363,000 has been recognised as deferred tax assets.

The following table summarise the impacts of applying HKFRS 15 on the Group's consolidated statement of financial position as at 31 December 2018 and its consolidated statement of profit or loss and other comprehensive income and consolidated statement of cash flows for the current period for each of the line items affected. Line items that were not affected by the changes have not been included.

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

#### 3.1 香港財務報告準則第15號—來自客戶合約之收益（續）

附註：（續）

(c) （續）

本集團僅於合約負債（就銷售物業已收按金）在客戶合約入賬確認後方會確認利息開支，並使用將反映於本集團與客戶之間可反本映集團信貸特點之獨立融資交易中之貼現率調整承諾代價金額。於首次應用日期，合資格作資本化之財務成本8,843,000港元已被記入物業存貨借方。不合資格作資本化之財務成本（扣除遞延稅項）1,033,000港元及54,000港元分別自保留溢利及非控股權益扣除，相應調整金額10,293,000港元計入合約負債。相應稅項影響363,000港元已確認為遞延稅項資產。

下表概述應用香港財務報告準則第15號對本集團於二零一八年十二月三十一日之綜合財務狀況表及其於本期間之綜合損益及其他全面收益表及綜合現金流量表各項受影響項目之影響。未受變動影響之項目並不包括在內。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### 3.1 HKFRS 15 Revenue from Contracts with Customers (continued)

Impact on the consolidated statement of financial position as at 31 December 2018

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

#### 3.1 香港財務報告準則第15號—來自客戶合約之收益（續）

對於二零一八年十二月三十一日之綜合財務狀況表之影響

		As reported	Reclassification	Remeasurement	Amounts without application of HKFRS 15 不應應用香港財務報告準則第15號 之金額
		按呈報 HK\$'000 千港元	重新分類 HK\$'000 千港元	重新計量 HK\$'000 千港元	HK\$'000 千港元
CURRENT ASSETS	流動資產				
Inventories of properties	物業存貨	2,718,588	-	(87,692)	2,630,896
Contract costs	合約成本	44,170	-	(44,170)	-
CURRENT LIABILITIES	流動負債				
Deposits received for sale of properties	就銷售物業已收按金	-	2,332,983	-	2,332,983
Contract liabilities	合約負債	2,421,850	(2,332,983)	(88,867)	-
CAPITAL AND RESERVES	股本及儲備				
Reserves	儲備	3,036,705	-	(30,633)	3,006,072
Non-controlling interests	非控股權益	63,574	-	(1,612)	61,962
NON-CURRENT LIABILITY	非流動負債				
Deferred tax liabilities	遞延稅項負債	711,136	-	(10,750)	700,386

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### 3.1 HKFRS 15 Revenue from Contracts with Customers (continued)

Impact on the consolidated statement of profit or loss and other comprehensive income for the nine months ended 31 December 2018

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

#### 3.1 香港財務報告準則第15號—來自客戶合約之收益（續）

對截至二零一八年十二月三十一日止九個月之綜合損益及其他全面收益表之影響

		As reported	Reclassification	Remeasurement	Amounts without application of HKFRS 15
		按呈報 HK\$'000 千港元	重新分類 HK\$'000 千港元	重新計量 HK\$'000 千港元	不應用香港 財務報告準則 第15號之金額 HK\$'000 千港元
Revenue	收益	149,836	-	(450)	149,386
Other expenses	其他開支	(57,890)	-	(31,637)	(89,527)
Finance costs	融資成本	(34,624)	-	303	(34,321)
Loss before tax	除稅前虧損	(60,332)	-	(31,784)	(92,116)
Income tax expense	所得稅開支	(24,608)	-	7,946	(16,662)
<b>Loss for the period</b>	<b>本期間虧損</b>	<b>(84,940)</b>	<b>-</b>	<b>(23,838)</b>	<b>(108,778)</b>
Total comprehensive expense for the period	本期間全面開支總額	(337,101)	-	(23,838)	(360,939)
Loss for the period attributable to	以下人士應佔期內虧損：				
- Owners of the Company	- 本公司擁有人	(80,964)	-	(22,646)	(103,610)
- Non-controlling interest	- 非控股權益	(3,976)	-	(1,192)	(5,168)
		(84,940)	-	(23,838)	(108,778)
Total comprehensive expense attributable to:	以下人士應佔全面開支總額：				
- Owners of the Company	- 本公司擁有人	(333,623)	-	(22,646)	(356,269)
- Non-controlling interests	- 非控股權益	(3,478)	-	(1,192)	(4,670)
		(337,101)	-	(23,838)	(360,939)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### 3.1 HKFRS 15 Revenue from Contracts with Customers (continued)

Impact on the consolidated statement of cash flows for nine months ended 31 December 2018

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

#### 3.1 香港財務報告準則第15號－來自客戶合約之收益（續）

對截至二零一八年十二月三十一日止九個月之綜合損益及其他全面收益表之影響

		As reported	Adjustments	Amounts without application of HKFRS 15 不應用香港財務報告準則第15號之金額
		按呈報 HK\$'000 千港元	調整 HK\$'000 千港元	HK\$'000 千港元
<b>Operating activities</b>	<b>經營活動</b>			
Loss before tax	除稅前虧損	(60,332)	(31,784)	(92,116)
Adjustments for:	調整：			
Increase in properties under development and inventories of properties	發展中物業及物業存貨增加	(1,604,294)	81,954	(1,522,340)
Increase in deposit received for sale of properties	就銷售物業已收按金增加		1,138,125	1,138,125
Increase in contract costs	合約成本增加	(32,559)	32,559	-
Increase in contract liabilities	合約負債增加	1,219,617	(1,219,617)	-

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### 3.2 HKFRS 9 Financial Instruments

In the current period, the Group has applied HKFRS 9 “Financial Instruments” and the related consequential amendments to other HKFRSs. HKFRS 9 introduces new requirements for (i) the classification and measurement of financial assets and financial liabilities, (ii) expected credit losses (“ECL”) for financial assets and other items (for example, contract assets and lease receivables) and (iii) general hedge accounting.

The Group has applied HKFRS 9 in accordance with the transition provisions set out in HKFRS 9. i.e. applied the classification and measurement requirements (including impairment under ECL model) retrospectively to instruments that have not been derecognised as at 1 April 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at 1 April 2018. The difference between carrying amounts as at 31 March 2018 and the carrying amounts as at 1 April 2018 are recognised in the opening retained profits, without restating comparative information.

Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 39 *Financial Instruments: Recognition and Measurement*.

Accounting policies resulting from application of HKFRS 9 as disclosed in note 4.

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

#### 3.2 香港財務報告準則第9號金融工具

於本期間，本集團已應用香港財務報告準則第9號「金融工具」及其他香港財務報告準則的相關相應修訂。香港財務報告準則第9號引入有關下列各項之新規定：(1)財務資產及財務負債的分類及計量，(2)財務資產及其他項目（例如，合約資產及應收租賃款項）之預期信貸損失（「預期信貸損失」）及(3)一般對沖會計處理。

本集團已根據香港財務報告準則第9號所載之過渡性條文應用香港財務報告準則第9號，即對於二零一八年四月一日（首次應用日期）尚未終止確認的工具追溯應用分類及計量規定（包括減值），且未有對於二零一八年四月一日已經終止確認之工具應用該等規定。二零一八年三月三十一日的賬面值與二零一八年四月一日之賬面值之間之差異於期初累計溢利中確認，而並無重列可資比較資料。

由於比較資料乃根據香港會計準則第39號「金融工具：確認及計量」編製，因此若干比較資料可能不具有比較性。

應用香港財務報告準則第9號產生之會計政策披露於附註4。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### 3.2 HKFRS 9 Financial Instruments (continued)

##### 3.2.1 Summary of effects arising from initial application of HKFRS 9

The table below illustrates the classification and measurement of financial assets and financial liabilities under HKFRS 9 and HKAS 39 at the date of initial application, 1 April 2018.

	Original measurement category under HKAS 39	New measurement category under HKFRS 9	Original carrying amount under HKAS 39	Fair value remeasurement under HKFRS 9	Reclassification	Additional loss allowance recognised under HKFRS 9	New carrying amount under HKFRS 9
	按香港會計準則第39號原計量類別	按香港會計準則第9號新計量類別	按香港會計準則第39號之原賬面值 HK\$'000 千港元	按香港財務報告準則第9號之公平值重新計量 HK\$'000 千港元	重新分類 HK\$'000 千港元	根據香港財務報告準則第9號確認之額外虧損撥備 HK\$'000 千港元	按香港財務報告準則第9號之新賬面值 HK\$'000 千港元
Investments held for trading 持作買賣投資	Investment held for trading 持作買賣投資	Financial assets at FVTPL 按公平值計入損益之財務資產	125,745	-	(125,745)	-	-
Financial assets at FVTPL 按公平值計入損益之財務資產	Financial assets at FVTPL 按公平值計入損益之財務資產	Financial assets at FVTPL 按公平值計入損益之財務資產	133,857	-	(8,112)	-	125,745
Loan receivables 應收貸款	Loans and receivables at amortise cost 按攤銷成本計量之應收貸款	Financial assets at amortise cost 按攤銷成本計量之財務資產	25,000	-	133,857	-	158,857
Trade and other receivables 應收賬款及其他應收款項	Loans and receivables at amortise cost 按攤銷成本計量之貸款及應收款項	Financial assets at amortise cost 按攤銷成本計量之財務資產	23,615	-	-	-	23,615

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

#### 3.2 香港財務報告準則第9號金融工具（續）

##### 3.2.1 首次應用香港財務報告準則第9號產生之影響概要

下表說明於首次應用當日（即二零一八年四月一日）根據香港財務報告準則第9號及香港會計準則第39號項下財務資產及財務負債之分類及計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### 3.2 HKFRS 9 Financial Instruments (continued)

##### 3.2.1 Summary of effects arising from initial application of HKFRS 9 (continued)

	Original measurement category under HKAS 39	New measurement category under HKFRS 9	Original carrying amount under HKAS 39	Fair value remeasurement under HKFRS 9	Reclassification	Additional loss allowance recognised under HKFRS 9	New carrying amount under HKFRS 9
	按香港會計準則第39號原計量類別	按香港會計準則第9號新計量類別	按香港會計準則第39號之原賬面值 HK\$'000 千港元	按香港財務報告準則第9號之公平值重新計量 HK\$'000 千港元	重新分類 HK\$'000 千港元	根據香港財務報告準則第9號確認之額外虧損撥備 HK\$'000 千港元	按香港財務報告準則第9號之新賬面值 HK\$'000 千港元
Amounts due from related companies 應收關連公司款項	Loans and receivables at amortise cost 按攤銷成本計量之貸款及應收款項	Financial assets at amortise cost 按攤銷成本計量之財務資產	140	-	-	-	140
Restricted bank deposits 受限制銀行存款	Loans and receivables at amortise cost 按攤銷成本計量之貸款及應收款項	Financial assets at amortise cost 按攤銷成本計量之財務資產	630	-	-	-	630
Bank balances and cash 銀行結餘及現金	Loans and receivables at amortise cost 按攤銷成本計量之貸款及應收款項	Financial assets at amortise cost 按攤銷成本計量之財務資產	201,622	-	-	-	201,622
Trade and other payables 應付賬款及其他應付款項	Financial liabilities at amortised cost 按攤銷成本計量之財務負債	Financial liabilities at amortised cost 按攤銷成本計量之財務負債	221,951	-	-	-	221,951
Amounts due to related companies 應付關連公司款項	Financial liabilities at amortised cost 按攤銷成本計量之財務負債	Financial liabilities at amortised cost 按攤銷成本計量之財務負債	2,016	-	-	-	2,016

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

#### 3.2 香港財務報告準則第9號金融工具（續）

##### 3.2.1 首次應用香港財務報告準則第9號產生之影響概要（續）

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### 3.2 HKFRS 9 Financial Instruments (continued)

##### 3.2.1 Summary of effects arising from initial application of HKFRS 9 (continued)

	Original measurement category under HKAS 39	New measurement category under HKFRS 9	Original carrying amount under HKAS 39	Fair value remeasurement under HKFRS 9	Reclassification	Additional loss allowance recognised under HKFRS 9	New carrying amount under HKFRS 9
	按香港會計準則第39號原計量類別	按香港會計準則第9號新計量類別	按香港會計準則第39號之原賬面值 HK\$'000 千港元	按香港財務報告準則第9號之公平值重新計量 HK\$'000 千港元	重新分類 HK\$'000 千港元	根據香港財務報告準則第9號確認之額外虧損撥備 HK\$'000 千港元	按香港財務報告準則第9號之新賬面值 HK\$'000 千港元
Amounts due to non-controlling shareholders of subsidiaries 應付附屬公司非控股股東款項	Financial liabilities at amortised cost 按攤銷成本計量之財務負債	Financial liabilities at amortised cost 按攤銷成本計量之財務負債	153,885	-	-	-	153,885
Bank borrowings 銀行借貸	Financial liabilities at amortised cost 按攤銷成本計量之財務負債	Financial liabilities at amortised cost 按攤銷成本計量之財務負債	1,230,070	-	-	-	1,230,070
Bonds payable 應付債券	Financial liabilities at amortised cost 按攤銷成本計量之財務負債	Financial liabilities at amortised cost 按攤銷成本計量之財務負債	10,339	-	-	-	10,339

Note: The amount of the additional impairment loss allowance upon the initial application of HKFRS 9 was insignificant to the consolidated financial statements of the Group.

There were no financial liabilities which the Group had previously measured at amortised cost under HKAS 39 that were subject to reclassification, or which the Group has elected to reclassify upon the application of HKFRS 9.

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

#### 3.2 香港財務報告準則第9號金融工具（續）

##### 3.2.1 首次應用香港財務報告準則第9號產生之影響概要（續）

附註：於首次應用香港財務報告準則第9號之額外減值虧損撥備金額對於本集團之綜合財務報表而言並不重大。

並無本集團先前根據香港會計準則第39號按攤銷成本計量而於應用香港財務報告準則第9號須進行重新分類，或本集團已選擇重新分類之財務負債。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### 3.3 Impact on opening consolidated statement of financial position arising from the application of all new standards

As a result of the changes in the Group’s accounting policies above, the opening consolidated statement of financial position had to be restated. The following table show the adjustments recognised for each of the line items affected. Line items that were not affected by the changes have not been included.

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

#### 3.3 應用所有新準則對期初綜合財務狀況表之影響

由於上文所述本集團會計政策變動，須重列期初綜合財務狀況表。下表顯示就各個別受影響項目確認之調整。未受變動影響之項目未包括在內。

		31 March 2018 二零一八年 三月三十一日 HK\$'000 千港元	HKFRS 15 香港財務報告 準則第15號 HK\$'000 千港元	HKFRS 9 香港財務 報告準則第9號 HK\$'000 千港元	1 April 2018 二零一八年 四月一日 HK\$'000 千港元
<b>CURRENT ASSETS</b>	<b>流動資產</b>				
Inventories of properties	物業存貨	1,249,179	8,843	-	1,258,022
Contract costs	合約成本	-	13,753	-	13,753
Loan receivables	應收貸款	25,000	-	133,857	158,857
Financial assets at FVTPL	按公平值計入損益之財務資產	133,857	-	(8,112)	125,745
Investments held for trading	持作買賣投資	125,745	-	(125,745)	-
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>				
Deposits received for sale of properties	就銷售物業已收按金	1,346,389	(1,346,389)	-	-
Contract liabilities	合約負債	-	1,356,682	-	1,356,682
<b>CAPITAL AND RESERVES</b>	<b>股本及儲備</b>				
Reserves	儲備	3,353,019	8,766	-	3,361,785
Non-controlling interests	非控股權益	38,485	461	-	38,946
<b>TOTAL EQUITY</b>	<b>總權益</b>	<b>3,436,093</b>	<b>9,227</b>	<b>-</b>	<b>3,445,320</b>
<b>NON-CURRENT LIABILITY</b>	<b>非流動負債</b>				
Deferred tax liabilities	遞延稅項負債	757,337	3,076	-	760,413

Note: For the purposes of reporting cash flows from operating activities under indirect method for the period ended 31 December 2018, movements in working capital have been computed based on opening statement of financial position as at 1 April 2018 as disclosed above.

附註：為使用間接方法匯報截至二零一八年十二月三十一日止期間經營活動產生的現金流量，營運資金變動乃根據上文披露的截至二零一八年四月一日的期初財務狀況表計算。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### 3.3 Impact on opening consolidated statement of financial position arising from the application of all new standards (continued)

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

HKFRS 16	Leases <sup>1</sup>
HKFRS 17	Insurance Contracts <sup>2</sup>
HK (IFRIC) – Int 23	Uncertainty over Income Tax Treatments <sup>1</sup>
Amendments to HKFRS 3	Definition of Business <sup>4</sup>
Amendments to HKFRS 9	Prepayment Features with Negative Compensation <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to HKAS 1 and HKAS 8	Definition of Material <sup>5</sup>
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement <sup>1</sup>
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures <sup>1</sup>
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015 – 2017 Cycle <sup>1</sup>

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

#### 3.3 應用所有新準則對期初綜合財務狀況表之影響（續）

本集團並無提早應用以下已頒佈但尚未生效之新訂香港財務報告準則及其修訂本：

香港財務報告準則第16號	租賃 <sup>1</sup>
香港財務報告準則第17號	保險合約 <sup>2</sup>
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 <sup>1</sup>
香港財務報告準則第3號（修訂本）	業務的定義 <sup>4</sup>
香港財務報告準則第9號（修訂本）	具不賠償條款之預付款 <sup>1</sup>
香港財務報告準則第10號及香港會計準則第28號（修訂本）	投資者與其聯營公司或合營公司之間的資產出售或注資 <sup>3</sup>
香港會計準則第1號及香港會計準則第8號（修訂本）	重大的定義 <sup>5</sup>
香港會計準則第19號（修訂本）	計劃修訂、削減或清償 <sup>1</sup>
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 <sup>1</sup>
香港財務報告準則（修訂本）	二零一五年至二零一七年週期香港財務報告準則的年度改進 <sup>1</sup>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### 3.3 Impact on opening consolidated statement of financial position arising from the application of all new standards (continued)

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective: (continued)

- 1 Effective for annual periods beginning on or after 1 January 2019.
- 2 Effective for annual periods beginning on or after 1 January 2021.
- 3 Effective for annual periods beginning on or after a date to be determined.
- 4 Effective for business combination for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.
- 5 Effective for annual periods beginning on or after 1 January 2020.

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

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

#### 3.3 應用所有新準則對期初綜合財務狀況表之影響（續）

本集團並無提早應用以下已頒佈但尚未生效之新訂香港財務報告準則及其修訂本：（續）

- 1 於二零一九年一月一日或之後開始之年度期間生效。
- 2 於二零二一年一月一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 適用於收購日期為二零二零年一月一日或之後開始的首個年度期間開始當日或之後進行的業務合併。
- 5 於二零二零年一月一日或之後開始的年度期間生效。

除下文所述之新訂及經修訂香港財務報告準則外，本公司董事預期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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### 3.3 Impact on opening consolidated statement of financial position arising from the application of all new standards (continued)

##### HKFRS 16 Leases

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

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. In addition, HKFRS 16 requires sales and leaseback transactions to be determined based on the requirements of HKFRS 15 as to whether the transfer of the relevant asset should be accounted as a sale. HKFRS 16 also includes requirements relating to subleases and lease modifications.

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.

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

#### 3.3 應用所有新準則對期初綜合財務狀況表之影響（續）

##### 香港財務報告準則第16號－租賃

香港財務報告準則第16號為識別出租人及承租人的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。此外，香港財務報告準則第16號規定售後租回交易根據香港財務報告準則第15號有關轉讓相關資產是否應作為銷售入賬的規定而釐定。香港財務報告準則第16號亦包括有關分租及租賃修訂的規定。

除短期租賃及低值資產租賃外，經營及融資租賃的差異自承租人會計處理中移除，並由承租人須就所有租賃確認使用權資產及相應負債的模式替代。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### 3.3 Impact on opening consolidated statement of financial position arising from the application of all new standards (continued)

##### HKFRS 16 Leases (continued)

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. Upfront prepaid lease payments will continue to be presented as investing or operating cash flows in accordance to the nature, as appropriate.

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.

Other than certain requirements which are also applicable to lessor, 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.

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

#### 3.3 應用所有新準則對期初綜合財務狀況表之影響（續）

##### 香港財務報告準則第16號－租賃（續）

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，並就租賃負債的任何重新計量而作出調整。租賃負債初步按租賃款項（非當日支付）之現值計量。隨後，租賃負債會就（其中包括）利息及租賃款項以及租賃修訂的影響作出調整。就現金流量分類而言，本集團目前將前期預付租賃款項列作與自用租賃土地及該等分類為投資物業的租賃土地有關的投資現金流量，而其他經營租賃款項則呈列為經營現金流量。當應用香港財務報告準則第16號，有關租賃負債的租賃款項將分配至本金及利息部分，本集團將以融資現金流量呈列。前期預付租賃款項將繼續根據性質（倘適當）列作投資或經營現金流量。

根據香港會計準則第17號，本集團已就本集團為承租人的土地確認預付租賃款項。應用香港財務報告準則第16號可導致該等資產分類出現潛在變動，具體取決於本集團是否單獨呈列使用權資產或倘擁有該等資產時將相應的相關資產於同一項目呈列。

除若干亦適用於出租人的要求外，香港財務報告準則第16號大致保留香港會計準則第17號內出租人的會計要求，並繼續規定出租人將租賃分類為經營租賃或融資租賃。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### 3.3 Impact on opening consolidated statement of financial position arising from the application of all new standards (continued)

##### HKFRS 16 Leases (continued)

Furthermore, extensive disclosures are required by HKFRS 16.

As at 31 December 2018, the Group has non-cancellable operating lease commitments of HK\$788,000 as disclosed in note 36. 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.

In addition, the Group currently considers refundable rental deposits paid of HK\$510,000 and refundable rental deposits received of HK\$23,413,000 as rights and obligations under leases to which HKAS 17 applies. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use the underlying assets, accordingly, the carrying amounts of such deposits may be adjusted to amortised cost. Adjustments to refundable rental deposits paid would be considered as additional lease payments and included in the carrying amount of right-of-use assets. Adjustments to refundable rental deposits received would be considered as advance lease payments.

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

#### 3.3 應用所有新準則對期初綜合財務狀況表之影響（續）

##### 香港財務報告準則第16號－租賃（續）

此外，香港財務報告準則第16號亦要求較廣泛的披露。

於二零一八年十二月三十一日，本集團的不可撤銷的經營租賃承擔為788,000港元於附註36披露。初步評估顯示該等安排將符合租賃的定義。於應用香港財務報告準則第16號時，本集團將就所有該等租賃確認使用權資產及對應負債，除非該等租賃符合低值或短期租賃之資格。

此外，本集團現時認為已支付並可退回之租金按金510,000港元及已收到並需退回之租金按金23,413,000港元乃應用香港會計準則第17號之租賃項下之權利及責任。根據香港財務報告準則第16號項下租賃款項之定義，此等按金不屬於使用相關資產的權利之付款，據此，此等按金的賬面值可能調整為攤銷成本及此等調整將被視作額外租賃款項。支付可退回租金按金的調整將被視作額外租賃款項並包含在使用權資產的賬面值。收回可退回租金按金的調整將視為租賃款項的預付款。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### 3.3 Impact on opening consolidated statement of financial position arising from the application of all new standards (continued)

##### HKFRS 16 Leases (continued)

The application of new requirements may result in changes in measurement, presentation and disclosure as indicated above. The Group intends to elect the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK (IFRIC) – Int 4. Determining whether an Arrangement contains a Lease and not apply this standard to contracts that were not previously identified as containing a lease applying HKAS 17 and HK (IFRIC) – Int 4. Therefore, the Group will not reassess whether the contracts are, or contain a lease which already existed prior to the date of initial application. Furthermore, the Group intends to elect the modified retrospective approach for the application of HKFRS 16 as lessee and will recognise the cumulative effect of initial application to opening without restating comparative information.

##### Amendments to HKAS 1 and HKAS 8 Definition of Material

The amendments provide refinements to the definition of material by including additional guidance and explanations in making materiality judgements. The amendments also align the definition across all HKFRSs and will be mandatorily effective for the Group's annual period beginning on 1 January 2020. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group but may affect the presentation and disclosures in the consolidated financial statements.

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

#### 3.3 應用所有新準則對期初綜合財務狀況表之影響（續）

##### 香港財務報告準則第16號－租賃（續）

應用新規定可能令上文所述的計量、呈列及披露產生變動。本集團擬選用可行及適宜之方法，就先前應用香港會計準則第17號及香港（國際財務報告詮釋委員會）－詮釋第4號「釐定安排是否包括租賃」識別為租賃的合約應用香港財務報告準則第16號，而對於先前應用香港會計準則第17號及香港（國際財務報告詮釋委員會）－詮釋第4號並非識別為包括租賃的合約，則不應應用該準則。因此，本集團不會重新評估合約是否為或包括於初步應用日期前已存在的租賃。此外，作為承租人本集團擬選用追溯調整法應用香港財務報告準則第16號並將確認初步應用對期初的累計影響，惟不會重列比較資料。

##### 香港會計準則第1號及香港會計準則第8號（修訂本）界定重要性

該修訂通過在作出重大判斷時包含額外指引及解釋，對界定重要性進行改進。該修訂亦符合所有香港財務報告準則的定義，並將對本集團於二零二零年一月一日開始的年度期間強制生效。應用該修訂預期不會對本集團財務狀況及表現產生重大影響，但可能影響綜合財務報表的呈列及披露。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. 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 (the "Listing Rules") 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 the 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.

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 the consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 "Share-based payment", leasing transactions that are within the scope of HKAS 17 "Leases", and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 "Inventories" or value in use in HKAS 36 "Impairment of Assets".

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

### 4. 主要會計政策

綜合財務報表已根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括聯交所證券上市規則（「上市規則」）及香港公司條例所規定之適用披露事項。

除下文會計政策所述於報告期末若干物業及金融工具以公平值計量外，綜合財務報表按歷史成本基準編製。

歷史成本一般基於為換取貨物及服務而支付代價之公平值。

公平值是於計量日期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的價格，而不論該價格是否直接可觀察或可使用其他估值技術估計。若市場參與者於計量日期對資產或負債定價時會考慮資產或負債的特點，則本集團於估計資產或負債的公平值時會考慮該等特點。此等綜合財務報表中作計量及／或披露用途的公平值乃按此基準釐定，惟屬於香港財務報告準則第2號以股份付款範圍的以股份付款的交易、屬於香港會計準則第17號租賃範圍內的租賃交易，以及與公平值有部份相若地方但並非公平值的計量，譬如香港會計準則第2號香港會計準則可變現價值淨額或第36號資產減值的使用價值除外。

非財務資產的公平值計量計及市場參與者透過最大限度使用該資產達致最佳用途、或透過將資產售予將最大限度使用該資產達致最佳用途的另一名市場參與者而產生經濟利益的能力。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

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

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

The principal accounting policies adopted 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 where 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 Company 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.

### 4. 主要會計政策 (續)

此外，就財務報告而言，公平值計量根據公平值計量的輸入數據可觀察程度及公平值計量的輸入數據對其整體的重要性分類為第一級、第二級及第三級，詳情如下：

- 第一級輸入數據是實體於計量日期可以取得的相同資產或負債於活躍市場之報價（未經調整）；
- 第二級輸入數據是就資產或負債直接或間接地可觀察之輸入數據（第一級內包括的報價除外）；及
- 第三級輸入數據是資產或負債的不可觀察輸入數據。

採納之主要會計政策如下：

#### 綜合基準

綜合財務報表包括本公司及其所控制之實體及其附屬公司之財務報表。當本公司符合以下要素時，則本公司取得控制權：

- 可對被投資方行使權力；
- 因參與被投資方業務而承擔浮動回報的風險或享有權利；及
- 有能力使用其權力影響其回報。

倘有事實及情況顯示上述三項控制權要素有一項或以上出現變動，本集團會重新評估其是否對被投資方擁有控制權。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Basis of consolidation (continued)

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 period/year are included in the consolidated statement of profit or loss and other comprehensive income from the date of the Group gains control until the date when the Group ceases to control the subsidiary.

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

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in 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.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

#### Merger accounting for business combination involving businesses under common control

The consolidated financial statements incorporate the financial statements items of the combining businesses in which the common control combination occurs as if they had been combined from the date when the combining businesses first came under the control of the controlling party.

The net assets of the combining businesses are consolidated using the existing book values from the controlling party's perspective. No amount is recognised in respect of goodwill or bargain purchase gain at the time of common control combination.

### 4. 主要會計政策 (續)

#### 綜合基準 (續)

附屬公司自本集團取得其控制權時開始綜合入賬，並於本集團失去附屬公司控制權時取消綜合入賬。具體而言，期內／年內收購或出售的附屬公司收支自本集團取得控制權之日起計入綜合損益及其他全面收益表，直至本集團不再控制附屬公司為止。

損益及其他全面收益各項目乃本公司擁有人及非控股權益分佔。附屬公司全面收益總額乃本公司擁有人及非控股權益分佔，即使導致非控股權益產生虧絀結餘。

如有需要，會對附屬公司的財務報表作出調整，以使其所用會計政策與本集團的會計政策一致。

本集團成員公司間的交易有關的所有集團內公司間資產、負債、權益、收入、開支及現金流量按綜合基準悉數撇銷。

於附屬公司之非控股股東權益與本集團於該附屬公司之權益均獨立呈列，即現有所有權權益賦予持有人權利於清盤時按比例分佔相關附屬公司之資產淨值。

#### 涉及共同控制業務之企業合併的合併會計法

綜合財務報表合併於共同控制合併發生時合併業務之財務報表項目，猶如自合併業務首次由控制方控制日期起合併。

合併業務之資產淨值乃按控制方之現有賬面值合併入賬。共同控制合併時並無就商譽或議價購買收益確認任何金額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Merger accounting for business combination involving businesses under common control (continued)

The consolidated statement of profit or loss and other comprehensive income includes the results of each of the combining businesses from the earliest date presented or since the date when the combining businesses first came under the common control, where this is a shorter period.

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

#### Investments in an associate

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.

The results and assets and liabilities of an associate are incorporated in the consolidated financial statements using the equity method of accounting. The financial statements of associate 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 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. Changes in net assets of the associate 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 a an associate equals or exceeds its interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), 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.

### 4. 主要會計政策 (續)

#### 涉及共同控制業務之企業合併的合併會計法 (續)

綜合損益及其他全面收益表包括合併業務自最早呈列日期起或自合併業務首次共同控制日期起(以較短期間為準)之業績。

綜合財務報表內之比較金額呈列為猶如該業務於上一報告期末或首次共同控制時(以較短期間為準)合併。

#### 於聯營公司之投資

聯營公司是指對本集團具有重大影響力的實體。重大影響是指對被投資方的財務和經營政策有參與決策的權力，但並不能夠控制或者與其他方一起共同控制該等政策之制定。

聯營公司的業績與資產及負債使用權益會計法綜合入該等綜合財務報表。按權益會計法入賬的聯營公司的財務報表，乃使用本集團有關類似情況下類似交易及事件的統一會計政策編製。按照權益法，於聯營公司的投資初步於綜合財務狀況表按成本確認，並於其後就確認本集團應佔該聯營公司之損益及其他全面收入作出調整。於該聯營公司的資產淨值(損益及其他全面收入除外)變動不入賬，除非該等變動導致本集團持有的擁有權變動。當本集團應佔聯營公司的虧損超過本集團於該聯營公司的權益(包括實際上構成本集團於該聯營公司投資淨額一部分的任何長期權益)時，本集團會終止確認其應佔的未來虧損。只有在本集團已產生代表該聯營公司作出付款的法定或推定義務時，才會確認額外虧損。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investments in an associate (continued)

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment.

Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases

### 4. 主要會計政策 (續)

#### 於聯營公司之投資 (續)

於聯營公司的投資由被投資方成為聯營公司之日起使用權益法入賬。收購於聯營公司的投資時，投資成本超過本集團應佔被投資方的可識別資產及負債的公平值淨額的任何部分確認為商譽，計入該投資的賬面值。

本集團應佔可識別資產及負債的公平值淨額超出投資成本的部分，經重新評估後即時於收購投資期間在損益確認。

本集團評估是否有客觀證據表明於聯營公司的權益可能出現減值。如存在任何客觀證據，該投資的全部賬面值（包括商譽）按照香港會計準則第36號作為單一資產測試減值，方法是比較其可收回金額（即使用價值與公平值減出售成本之較高者）與賬面值。所確認的任何減值虧損構成該投資賬面值的一部分。如隨後該投資的可收回金額增加，則按照香港會計準則第36號確認撥回該減值虧損。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investments in an associate (continued)

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate and the retained interest is a financial asset within the scope of HKFRS 9/HKAS 39, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing the relevant interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal or partial disposal of the relevant associate.

### 4. 主要會計政策 (續)

#### 於聯營公司之投資 (續)

當本集團不再對聯營公司有重大影響力時，將入賬列作出售其於該被投資方之全部權益，而所產生之收益或虧損則於損益確認。倘本集團保留於前聯營公司的權益，且該保留權益為屬香港會計準則第39號／香港財務報告準則第9號範圍之財務資產，則本集團會於該日按公平值計量保留權益，而該公平值被視為首次確認時的公平值。於終止使用權益法之日期聯營公司的賬面值與任何保留權益及出售聯營公司相關權益的任何所得款項的公平值之間的差額，乃於釐定出售該聯營公司的收益或虧損時入賬。此外，本集團將先前於其他全面收入就該聯營公司確認的所有金額入賬，基準與倘該聯營公司直接出售相關資產或負債時所規定的基準相同。因此，倘該聯營公司先前已於其他全面收入確認的收益或虧損將於出售相關資產或負債時重新分類至損益，則本集團會於出售或出售部分相關聯營公司時，將該項收益或虧損由權益重新分類至損益（作為重新分類調整）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investments in an associate (continued)

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

#### Revenue recognition (under HKFRS 15 for nine months period ended 31 December 2018)

The Group 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 customers.

A performance obligation represents a good and service (for a bundle of goods and services) that is distinct or a series of distinct goods or services that are substantially the same.

### 4. 主要會計政策 (續)

#### 於聯營公司之投資 (續)

於聯營公司之投資成為於合營企業之投資或於合營企業之投資成為於聯營公司之投資時，本集團繼續採用權益法。於所有權權益變動時，概不會重新計量公平值。

倘本集團削減其於聯營公司之所有權權益而本集團繼續採用權益法，若先前已於其他全面收入確認與削減所有權權益有關之收益或虧損會於出售相關資產或負債時重新分類至損益，則本集團會將有關收益或虧損部分重新分類至損益。

倘集團實體與一間聯營公司進行交易，與該聯營公司進行交易所產生的損益僅於該聯營公司的權益與本集團無關的情況下，方才於本集團綜合財務報表內確認。

#### 收入確認 (截至二零一八年十二月三十一日止九個月期間根據香港財務報告準則第15號)

當(或於)本集團履行履約責任時，即：當特定履約責任相關的貨品或服務之「控制權」已轉移至客戶時，確認收益。

履約責任指一項明確貨品及服務(或一批貨品或服務)或一系列大致相同的明確貨品或服務。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (under HKFRS 15 for nine months period ended 31 December 2018) (continued)

Control the distinct goods or services may be transferred over time or at a point in time.

Control the distinct goods or services is transferred over time if:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of distinct goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct goods or services.

For sales of properties (i.e. revenue is recognised when the customer obtains the control of the completed property when the key was delivered to the buyers), and the Group has present right to payment and the collection of the consideration is probable. The deposit received for sale of properties are presented as contract liabilities on the consolidated statements of financial position.

For provision of property management and related services the Group agrees the fixed rate for services with the customers upfront. As the customer simultaneously receives and consumes the benefits provided by the Group's performance, the revenue is recognised over time when the performance obligations are satisfied. Payment of the transaction is due immediately when performance obligations are satisfied.

### 4. 主要會計政策 (續)

收入確認 (截至二零一八年十二月三十一日止九個月期間根據香港財務報告準則第15號) (續)

明確貨品或服務的控制權可能會隨時間或在某個時間點轉移。

倘發生以下情況，明確貨品及服務的控制權將隨時間轉移：

- 客戶於本集團履約時同時收取及消耗本集團履約所提供之利益；
- 本集團之履約導致創建及增強客戶於本集團履約時控制之資產；或
- 本集團之履約並未創建對本集團具有替代用途之資產，而本集團有強制執行權收取至今已履約部分之款項。

倘明確貨品或服務的控制權隨時間轉移，則按整個合約期間已完成履約責任的進度確認收益，否則在客戶獲得明確貨品或服務控制權的該時點確認收益。

就物業銷售而言，收入於客戶獲得已竣工物業控制權（向買家交付鑰匙）且本集團已獲得現時收款權並很可能收回代價時確認。已收物業銷售按金於綜合財務狀況表內列作合約負債。

就提供物業管理及相關服務而言，本集團與客戶預先協定服務的固定費用。由於客戶同時取得並耗用本集團履約所提供的利益，因此，收入於完成履約責任時隨時間確認。交易付款應於完成履約責任時立即支付。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (under HKFRS 15 for nine months period ended 31 December 2018) (continued)

#### **Existence of significant financing component**

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

For contracts where the period between payment and transfer of the associated goods or services is less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

For advance payments received from customers before the transfer of the associated goods or services in which the Group adjusts for the promised amount of consideration for a significant financing component, the Group applies a discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. The relevant interest expenses during the period between the advance payments were received and the transfer of the associated goods and services are accounted for on the same basis as other borrowing costs.

### 4. 主要會計政策 (續)

收入確認(截至二零一八年十二月三十一日止九個月期間根據香港財務報告準則第15號)(續)

#### **存在重大融資成分**

於釐定交易價格時，倘經協定付款時間間(不論以暗示或明示方式)為客戶或本集團帶來轉移貨品或服務予至客戶之重大融資利益，本集團將就資金時間值之影響而調整已承諾之代價金額。在該等情況下，合約包括重大融資成分。無論融資承諾乃於合約中明確規定或於訂約方協定之付款條款隱含，均可能存在重大融資成分。

就付款及轉移相關貨品或服務之間隔短於一年之合約而言，本集團就任何重大融資成分採用不調整交易價格之可行權宜方法。

就於轉移本集團已就任何重大融資而調整已承諾之代價金額之相關貨品或服務前自客戶收取之預付款項而言，本集團應用將於本集團與客戶之間於合約開始之獨立融資交易中反映之折現率。相關利息開支於預付款期間收取，且轉移相關貨品及服務按相同基準入賬列作其他借貸成本。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (under HKFRS 15 for nine months period ended 31 December 2018) (continued)

#### **Incremental costs of obtaining a contract**

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained.

The Group recognises sales commissions as an asset if it expects to recover these costs. The asset so recognised is subsequently charged to profit or loss that is consistent with the transfer to the customer of the goods or services to which the assets relate. The asset is subject to impairment review.

The Group applies the practical expedient of expensing all incremental costs to obtain a contract if these costs would otherwise have been fully charged to profit or loss within one year.

#### **Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation**

##### Output method

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

### 4. 主要會計政策 (續)

收入確認 (截至二零一八年十二月三十一日止九個月期間根據香港財務報告準則第15號) (續)

#### **獲得合約之增量成本**

獲得合約之增量成本指本集團取得客戶合約所產生之成本，倘未獲得該合約，則不會產生有關成本。

倘預期可收回有關成本，則本集團確認銷售佣金為一項資產。所確認資產隨後按與向客戶轉讓有關該資產之貨品或服務一致之系統基準計入損益。該項資產須進行減值審查。

倘該等成本將在一年內悉數計入至損益，則本集團將應用可行權宜方法，支銷所有增量成本以獲得合約。

#### **隨時間確認收入：計量完全達成履約責任的進度**

##### 輸入法

完全達成履約責任的進度乃按輸入法計量，即透過直接計量迄今已轉讓予客戶的貨品或服務價值，相對合約下承諾提供的貨品或服務價值確認收入，有關方法最能反映本集團於轉移貨品或服務控制權方面的履約情況。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (under HKFRS 15 for nine months period ended 31 December 2018) (continued)

#### **Incremental costs of obtaining a contract** (continued)

##### **Contract assets and contract liabilities**

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration. i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. Deposit and prepayments are typically received from purchasers in advance of revenue recognition and they are presented as contract liabilities under current liabilities.

### 4. 主要會計政策 (續)

收入確認 (截至二零一八年十二月三十一日止九個月期間根據香港財務報告準則第15號) (續)

#### **獲得合約之增量成本 (續)**

##### **合約資產及合約負債**

合約資產指本集團就換取本集團已向客戶轉讓的貨品或服務收取代價的權利 (尚未成為無條件)。根據香港財務報告準則第9號評估減值。相反，應收款項指本集團收取代價之無條件權利，即代價到期付款前僅需時間推移。

合約負債指本集團因已向客戶收取代價 (或已到期收取代價)，而須向客戶轉讓貨品或服務之責任。按金及預付款項一般為於收入確認前自買方收取，並且於流動負債項下呈列為合約負債。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (under HKAS 18 for the year ended 31 March 2018)

Revenue from sale of properties in the ordinary course of business is recognised upon delivery of the properties to the buyers, at which time all of the following criteria are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Deposit received from purchasers prior to meeting the above criteria for revenue recognition are included in the consolidated statement of financial position under current liabilities.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

### 4. 主要會計政策 (續)

收入確認 (於截至二零一八年三月三十一日止年度根據香港會計準則第18號)

於日常業務過程中銷售物業的收入，在物業已交付買家且以下所有標準已達成時確認：

- 本集團將貨物所有權的重大風險及回報轉讓予買家；
- 本集團並無對售出物業保留一般與擁有權相關的持續管理參與，亦無保留售出貨物的實際控制權；
- 收入金額能夠可靠計量；
- 與交易有關的經濟利益很有可能流入本集團；及
- 就交易已產生或將產生的成本能可靠計量。

於符合上述收入確認標準前從買方已收按金於綜合財務狀況表中計入流動負債。

來自經營租賃之租金收入於收益表內按直線法在有關租賃年期內確認。

財務資產之利息收入於經濟利益將可能流入本集團及收入金額能可靠計量時確認。財務資產之利息收入乃參照未償還本金及適用實際利率，按時間基準累計，有關利率乃按財務資產預計年期，將估計未來所收取現金實際貼現至該資產於初步確認之賬面淨值。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Property, plant and equipment

Property, plant and equipment held for use in the production or supply of goods or services or for administration purposes are stated at cost less any subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets (other than buildings under development) less their residual values over their 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.

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.

#### Properties under development

Properties under development are carried in the consolidated financial statements at cost less any identified impairment loss. Cost of properties under development includes, where appropriate, relevant development costs and borrowing cost capitalised. No depreciation is provided for properties under development. On completion, properties under development are transferred at the carrying value to property, plant and equipment.

### 4. 主要會計政策 (續)

#### 物業、廠房及設備

為用於生產或供應貨品或服務或作行政用途而持有的物業、廠房及設備，按成本減隨後累計折舊及隨後累計減值虧損（如有）入賬。

資產（除發展中物業外）確認之折舊乃以成本減去其剩餘價值後在估計可使用年期用直線法計算。估計可使用年期、剩餘價值及折舊方法會在各報告期末覆核，而任何估計變更之影響乃不予追溯地入賬。

物業、廠房及設備項目待出售後或當並無未來經濟利益預期自資產之持續使用中產生時撇除確認。撇除確認資產產生之任何損益是指出售所得款項淨額與該資產賬面值之間的差額並於損益確認。

#### 發展中物業

發展中物業於綜合財務報表內按成本減任何已識別減值虧損列賬。發展中物業的成本包括（如適用）有關開發成本及資本化之借貸成本。就發展中物業不計提折舊。於竣工時，發展中物業按賬面值轉撥至物業、廠房及設備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Buildings under development for future owner-occupied purpose

When buildings are in the course of development for production or for administrative purposes, the amortisation of prepaid lease payments provided during the construction period is included as part of costs of buildings under construction. Buildings under construction are carried at cost, less any identified impairment losses. Depreciation of buildings commences when they are available for use (i.e. when they are in the location and condition necessary for them to be capable of operating in the manner intended by management).

#### Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation. Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. 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 or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period/year in which the item is derecognised.

### 4. 主要會計政策 (續)

#### 發展中樓宇供日後自住目的

樓宇處於開發中用於生產或行政目的時，於施工期間提供的預付租賃款項之攤銷，記為在建樓宇成本的一部分。在建樓宇按成本減任何已識別減值虧損列賬。樓宇折舊於其可供使用時開始（即樓宇處於能以管理層擬用方式運作所必需的位置和條件）。

#### 投資物業

投資物業為持有以賺取租金及／或資本升值之物業。於初次確認時，投資物業乃按成本（包括任何直接應佔費用）計算。於初次確認後，投資物業乃按公平值計算。本集團按經營租賃持有以賺取租金或作資本增值用途的所有物業權益，乃分類及以投資物業入賬，並以公平值模式計量。投資物業公平值變動所產生之收益或虧損於產生期間計入損益。

投資物業於被出售時或於投資物業永久不可使用或預期其出售不會產生任何未來經濟利益時予以撇除確認。撇除確認該項目所產生之任何收益或虧損（計算為出售所得款項淨額與該資產賬面值間之差額）於該物業被撇除確認之期間／年度計入損益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

#### The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

In the event that lease incentives, including rent free periods, are given to enter into operating leases, such incentives are recognised as deferred rent receivables. The aggregate benefit of incentives is recognised as a reduction of rental income 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 separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire property is accounted for 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 finance lease.

### 4. 主要會計政策 (續)

#### 租賃

當租賃條款將擁有權的絕大部分風險及回報轉移至承租人時，租賃即分類為融資租賃。所有其他租賃則分類為經營租賃。

#### 本集團作為出租人

來自經營租賃之租金收入於收益表內按直線法在有關租賃年期內確認。

倘於訂立經營租賃時給予租賃優惠(包括免租期)，該優惠確認為遞延應收租金。優惠利益總額將按直線法確認為租金收入之減項。

#### 租賃土地及樓宇

當本集團就一項包括租賃土地及樓宇元素的物業權益付款時，本集團根據對於各元素所有權附帶的絕大部分風險及回報是否已轉移至本集團之評估而將各元素分別作出分類，除非明確顯示兩項元素均屬經營租賃則除外，其時整項物業入賬列作經營租賃。具體而言，整項代價(包括任何一次性預付款項)按租賃土地及樓宇元素於初步確認時之租賃權益相對公平值之比例在租賃土地與樓宇元素之間分配。

倘能夠可靠地分配有關付款，則入賬列作經營租賃的租賃土地權益於綜合財務狀況表內呈列為「預付租賃款項」，並於租期內按直線法攤銷，惟分類為並以公平值模式入賬列作投資物業者除外。倘若無法在租賃土地與樓宇元素之間可靠地分配租賃付款，則整項物業一般會按租賃土地屬融資租賃之方式分類。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Inventories of properties

Properties under development for sale and completed properties held for sale are stated at the lower of cost and net realisable value. Net realisable value takes into account the price ultimately expected to be realised less anticipated selling expenses and cost to completion, if applicable.

The cost of properties under development for sale comprises land costs, construction costs, borrowing cost capitalised according to the Group's accounting policy and directly attributable expenses incurred during the development period. On completion, the properties are transferred to completed properties held for sale.

Inventories of properties is transferred at fair value to investment properties upon the inception of a lease as evidence for a change in use.

### 4. 主要會計政策 (續)

#### 物業存貨

待售發展中物業及持作出售已落成物業按成本與可變現淨值中的較低者入賬。可變現淨值計及預期最終將變現之價格，並扣減預計之銷售開支及完工成本（如適用）。

待售發展中物業成本包括土地成本、建築成本、按本集團會計政策資本化之借貸成本，以及於發展期間產生之直接應佔開支。竣工時，物業轉入持作出售的已竣工物業。

於租約開始時因證據證明用途變更，物業存貨按公平值轉撥至投資物業。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. 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 market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivable arising from contracts with customers which are initially measured in accordance with HKFRS 15 since 1 April 2018. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities 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 in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and 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 asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

### 4. 主要會計政策 (續)

#### 金融工具

財務資產及財務負債乃於一間集團實體成為工具合約條文之一方時確認。所有以正規途徑購買或銷售之財務資產乃按交易日期基準確認及撇除確認。正規途徑買賣乃要求於市場法規或慣例所確定之時間框架內交付資產之財務資產買賣。

財務資產及財務負債初步按公平值計量，惟自客戶合約產生之貿易應收款項除外，自二零一八年四月一日起其初步根據香港財務報告準則第15號計量。收購或發行金融資產及金融負債直接應佔之交易成本於初次確認時計入或扣除自財務資產或財務負債之公平值（以合適者為準）。收購按公平值計入損益之財務資產或財務負債直接應計交易成本於損益確認。

實際利率法為計算一項財務資產或財務負債之攤銷成本及按有關時間分配利息收入及利息開支之方法。實際利率法為按財務資產或財務負債之預期可使用年期或（如合適）較短期間，實際折讓估計未來現金收入及付款（包括構成實際利率之組成部分之所有已付或已收費用及款項、交易成本及其他溢價或折讓）之比率。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

#### Financial assets

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 3)

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (“FVTOCI”):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in Other Comprehensive Income (“OCI”) if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

### 4. 主要會計政策 (續)

金融工具 (續)

#### 財務資產

財務資產分類及後續計量 (根據附註3的過渡應用香港財務報告準則第9號)

符合以下條件的財務資產其後按已攤銷成本計量:

- 目的為收取合約現金流量而於業務模式內持有財務資產; 及
- 合約條款導致於特定日期產生的現金流量純粹用作支付本金及未償還本金利息。

符合以下條件的財務資產其後按公平值計入其他全面收益計量:

- 目的為收取合約現金流量同時出售而於業務模式內持有財務資產; 及
- 合約條款導致於特定日期產生的現金流量純粹用作支付本金及未償還本金利息。

所有其他財務資產其後按公平值計入損益計量, 惟倘一項股本投資既非持作買賣, 亦非香港財務報告準則第3號業務合併所適用之業務合併收購方確認的或然代價, 於首次應用/初始確認財務資產當日, 本集團可作出不可撤回地選擇將該股本投資的其後公平值變動計入其他全面收益 (「其他全面收益」)。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

**Financial assets** (continued)

*Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 3) (continued)*

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at fair value through profit or loss (“FVTPL”) if doing so eliminates or significantly reduces an accounting mismatch.

### 4. 主要會計政策 (續)

金融工具 (續)

**財務資產** (續)

*財務資產分類及後續計量 (根據附註3的過渡應用香港財務報告準則第9號) (續)*

財務資產於下列情況下分類為持作交易：

- 收購的主要目的為於短期作出售用途；或
- 於初始確認時構成本集團合併管理的已識別金融工具組合的一部分，並具有近期實際短期獲利模式；或
- 為未被指定及有效作為對沖工具之衍生工具。

此外，本集團可不可撤回地將一項須按攤銷成本或指定為按公平值計入其他全面收益計量的財務資產按公平值計入損益（「按公平值計入損益」）計量，前提為有關指定可消除或大幅減少會計錯配。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

**Financial assets** (continued)

*Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 3) (continued)*

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the “other gains and losses” line item.

### 4. 主要會計政策 (續)

金融工具 (續)

**財務資產** (續)

*財務資產分類及後續計量 (根據附註3的過渡應用香港財務報告準則第9號) (續)*

(i) 攤銷成本及利息收入

其後按攤銷成本計量之財務資產之利息收入乃使用實際利率法確認。就購買或發起之信貸減值財務資產以外之金融工具而言，利息收入以財務資產總賬面值按實際利率計算，惟其後出現信貸減值之財務資產除外。就其後出現信貸減值之財務資產而言，利息收入以下一個報告期財務資產之攤銷成本按實際利率確認。倘信貸減值金融工具之信貸風險改善，以致財務資產不再出現信貸減值，則利息收入以於報告期初至釐定資產不再出現信貸減值後之財務資產總賬面值按實際利率確認。

(ii) 按公平值計入損益之財務資產

不符合按攤銷成本或按公平值計入其他全面收益或指定為按公平值計入其他全面收益計量的財務資產，均按公平值計入損益計量。

按公平值計入損益的財務資產按各報告期末的公平值計量，任何公平值收益或虧損於損益中確認。於損益中確認的淨收益或虧損不包括該財務資產所賺取的任何股息或利息，並計入「其他收益及虧損」一項。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

**Financial assets (continued)**

*Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 3)*

The Group recognises a loss allowance for expected credit losses (“ECL”) on financial assets which are subject to impairment under HKFRS 9 (including loan receivables, trade and other receivables, amounts due from related companies, restricted bank deposits and bank balances and cash). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables without significant financing component. The ECL on these assets are assessed individually for debtors with significant balances and/or collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

### 4. 主要會計政策 (續)

金融工具 (續)

**財務資產 (續)**

*財務資產減值 (根據附註3的過渡應用香港財務報告準則第9號)*

本集團就根據香港財務報告準則第9號須作出減值之財務資產(包括應收貸款、應收賬款及其他應收款項、應收關連公司款項、受限制銀行存款及銀行結餘及現金)之預期信貸虧損(「預期信貸虧損」)確認虧損撥備。預期信貸虧損金額於各報告日期作出更新，以反映自初步確認以來的信貸風險變動。

使用年期預期信貸虧損指相關工具預計使用年期內所有潛在違約事件將會引起的預期信貸虧損。相反，十二個月預期信貸虧損(「十二個月預期信貸虧損」)指報告日期起計十二個月內可能出現的違約事件預期將會引起的一部分使用年期預期信貸虧損。評估乃根據本集團過往信貸虧損經驗作出，並就債務人特定因素、一般經濟環境及於報告日期對現況作出的評估以及未來狀況預測而作出調整。

本集團始終就並無重大融資成分的應收賬款確認全期預期信貸虧損。該等資產的預期信貸虧損對於結餘重大之債務人進行個別評估及／或經適當分類使用撥備矩陣集體評估。

至於所有其他工具，本集團計量相等於十二個月預期信貸虧損的虧損撥備，除非自初步確認以來信貸風險大幅上升，則本集團會確認使用年期預期信貸虧損。是否確認使用年期預期信貸虧損乃根據自初步確認以來出現違約事件的可能性或風險大幅上升進行評估。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

**Financial assets** (continued)

*Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 3) (continued)*

#### (i) Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instruments as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent which the fair value of a financial asset has been less than its amortised cost;

### 4. 主要會計政策 (續)

金融工具 (續)

**財務資產** (續)

*財務資產減值 (根據附註3的過渡應用香港財務報告準則第9號) (續)*

#### (i) 信貸風險大幅上升

於評估金融工具信貸風險是否自初步確認以來大幅上升時，本集團將報告日期金融工具出現違約事件的風險與初步確認日期金融工具出現違約事件的風險進行比較。於作出此項評估時，本集團會考慮合理且可證實的定量及定性資料，包括過往經驗或無須過高成本或太多工序便可供查閱的前瞻性資料。

特別是，在評估信貸風險是否自初步確認時大幅上升時，本集團會考慮以下資料：

- 金融工具外界 (如有) 或內部信貸評級實際或預期大幅轉差；
- 某一金融工具的外部市場信貸風險指標的顯著惡化，如信貸利差大幅增加，債務人的信貸違約掉期價格，或財務資產的公平值低於其攤銷成本的時間或幅度；

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## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

**Financial assets** (continued)

*Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 3) (continued)*

(i) *Significant increase in credit risk (continued)*

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

### 4. 主要會計政策 (續)

金融工具 (續)

**財務資產** (續)

*財務資產減值 (根據附註3的過渡應用香港財務報告準則第9號) (續)*

(i) *信貸風險大幅上升 (續)*

- 業務、財務或經濟環境現有或預測不利變動預期將導致債務人履行其債務責任的能力遭到大幅削弱；
- 債務人經營業績的實際或預期顯著惡化；同一債務人之其他金融工具之信貸風險大幅增加；
- 債務人的監管、經濟或技術環境實際或預期出現重大不變動，導致債務人履行其債務責任的能力遭到大幅削弱。

不論上述評估結果如何，倘合約付款逾期超過30日，則本集團會假定財務資產信貸風險自初步確認以來已大幅上升，除非本集團另有合理且可證實資料可資證明，則作別論。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

**Financial assets** (continued)

*Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 3) (continued)*

(i) *Significant increase in credit risk (continued)*

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if i) the financial instrument has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a financial asset to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definition.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitments is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

### 4. 主要會計政策 (續)

金融工具 (續)

**財務資產** (續)

*財務資產減值 (根據附註3的過渡應用香港財務報告準則第9號) (續)*

(i) *信貸風險大幅上升 (續)*

儘管上文所述，本集團假設倘金融工具釐定為於報告日期具有低信貸風險，則金融工具的信貸風險自初始確認以來並無顯著增加。倘屬以下情況，金融工具釐定為具有低信貸風險：i)金融工具有低違約風險，ii)借款人於短期內具備雄厚實力履行其合約現金流責任及iii)長期經濟及業務狀況的不利變動可能但不一定削減借款人履行其合約現金流責任的能力。當金融工具的內部或外部信貸評級為「投資級別」（按照全球理解的釋義），則本集團會視該債務工具信貸風險偏低。

就財務擔保合約而言，本集團成為不可撤回承擔的承擔方當日被視為就評估金融工具減值進行初步確認日期。於評估信貸風險自初步確認財務擔保合約起是否大幅增長時，本集團認為，風險變動乃特定債務人將違反合約。

本集團定期監察用以識別信貸風險曾否顯著增加的標準的成效，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前識別信貸風險顯著增加。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

**Financial assets (continued)**

*Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 3) (continued)*

#### (ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

#### (iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence of credit-impairment includes observable data about the following events:

- (a) significant financial difficulty of the borrower or issuer;
- (b) a breach of contract such as a default or past due event;
- (c) the lender of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession that the lender would not otherwise consider;
- (d) the disappearance of an active market for a security because of financial difficulties; or
- (e) the purchase of a financial asset at a deep discount that reflects the incurred credit losses.

### 4. 主要會計政策 (續)

金融工具 (續)

**財務資產 (續)**

*財務資產減值 (根據附註3的過渡應用香港財務報告準則第9號) (續)*

#### (ii) 違約定義

就內部信貸風險管理而言，本集團認為當內部生成或從外部來源所得資料顯示，債務人不大可能向其債權人（包括本集團）支付全數款項（並無計及本集團所持的任何抵押品）時，則出現違約事件。

無論上述分析如何，倘財務資產逾期超過90日，本集團將視作已發生違約，除非本集團擁有合理及有理據支持的資料證明較寬鬆的違約標準更為適用，則另當別論。

#### (iii) 已信貸減值財務資產

當一項或多項對財務資產預計未來現金流造成負面影響的事件發生時，即代表財務資產已出現信貸減值。出現信貸減值的證據包括涉及以下事件的可觀察數據：

- (a) 借款人或發行方遇到嚴重財政困難；
- (b) 違反合約，如拖欠或逾期的情況；
- (c) 向借款人作出貸款之貸款人出於與借款人財政困難有關的經濟或合約考慮，給予借款人在其他情況下不會作出的讓步；
- (d) 抵押品因財政困難而喪失活躍市場；或
- (e) 以大幅折扣購買一項財務資產，該折扣反映發生信貸虧損的事實。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

**Financial assets (continued)**

*Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 3) (continued)*

#### (iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

#### (v) Measurement and recognition of ECLs

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate determined at initial recognition.

### 4. 主要會計政策 (續)

金融工具 (續)

**財務資產 (續)**

*財務資產減值 (根據附註3的過渡應用香港財務報告準則第9號) (續)*

#### (iv) 撇銷政策

當有資料顯示對手方陷入嚴重財政困難，且並無實際收回款項的可能時（例如對手方被清盤或進入破產程序），本集團會撇銷財務資產。經計及在適當情況下的法律意見後，已撇銷的財務資產可能仍可於本集團收回程序下被強制執行。收回的任何款項於損益內確認。

#### (v) 計量及確認預期信貸虧損

預期信貸虧損的計量乃違約概率、違約虧損率（即違約造成虧損的幅度）及違約風險的函數。違約概率及違約虧損率乃根據經前瞻性資料調整的歷史數據進行評估。預期信貸虧損的估計反映無偏頗及概率加權數額，其乃根據加權的相應違約風險而釐定。

一般而言，預期信貸虧損按根據合約應付本集團的所有合約現金流與本集團將收取的所有現金流量之間的差額估計，並按初步確認時釐定的原有實際利率貼現。



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## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 3) (continued)

(v) Measurement and recognition of ECLs (continued)

For a financial guarantee contract, as the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed, the expected loss allowance is the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

Where lifetime ECL is measured on a collective basis to cater for cases at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Group's trade receivables are each assessed as a separate group);
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each separate group continues to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

### 4. 主要會計政策 (續)

金融工具 (續)

財務資產 (續)

財務資產減值 (根據附註3的過渡應用香港財務報告準則第9號) (續)

(v) 計量及確認預期信貸虧損 (續)

就財務擔保合約而言，根據擔保工具條款，本集團僅須於債務人違約時作出付款，預期虧損準備為償還持有人所產生信貸損失的預計款項減本集團預計自持有人、債務人或任何其他方收取的任何金額。

若按集體基準計量全期預期信貸虧損，以處理個別工具層面可能尚未可得的情況，金融工具乃按以下基準分組：

- 金融工具的性質 (即本集團的應收賬款各自作為單獨組別評估)；
- 逾期狀況；
- 債務人的性質、規模及行業；及
- 可用的外部信貸評級。

管理層定期檢討分組方法，確保各組別的組成項目仍然具有相似的信貸風險特徵。

利息收入按金融資產的賬面總額計算，惟該金融資產已出現信貸減值，在此情況下，利息收入按金融資產的攤銷成本計算。

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## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

**Financial assets (continued)**

*Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 3) (continued)*

(v) *Measurement and recognition of ECLs (continued)*

For ECL on financial guarantee contracts for which the effective interest rate cannot be determined, the Group will apply a discount rate that reflects the current market assessment of the time value of money and the risks that are specific to the cash flows but only if, and to the extent that, the risks are taken into account by adjusting the cash shortfalls being discounted.

For financial guarantee contracts, the loss allowances are recognised at the higher of the amount of the loss allowance determined in accordance with HKFRS 9 and the amount initially recognised less, where appropriate, cumulative amount of income recognised over the guarantee period.

The Group recognises an impairment loss in profit or loss for all financial instruments by adjusting their carrying amount with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account.

### 4. 主要會計政策 (續)

金融工具 (續)

**財務資產 (續)**

*財務資產減值 (根據附註3的過渡應用香港財務報告準則第9號) (續)*

(v) *計量及確認預期信貸虧損 (續)*

對於無法釐定實際利率的財務擔保合約的預期信貸虧損，本集團將應用反映當前市場對貨幣時間價值的評估以及特定於現金流量的風險的貼現率，但僅在某種程度上，通過調整貼現的現金短缺來考慮風險。

就財務擔保合約而言，虧損撥備按照香港財務報告準則第9號釐定的虧損撥備金額與初始確認的金額減在擔保期內確認的累計收入金額（如適用）的較高者確認。

本集團透過調整賬面值而於損益確認所有金融工具的減值虧損，惟應收賬款的相應調整是透過虧損撥備賬目確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 April 2018)

Financial assets are classified into financial assets at FVTPL and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

- (i) Financial assets at FVTPL
- Financial assets are classified as at FVTPL when the financial asset is (i) held for trading (ii) it is designated as at FVTPL.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

### 4. 主要會計政策 (續)

金融工具 (續)

財務資產 (續)

財務資產分類及後續計量 (於二零一八年四月一日應用香港財務報告準則第9號前)

財務資產分類為按公平值計入損益之財務資產以及貸款及應收款項其中一類。分類乃視乎財務資產之性質及用途，並於初步確認時釐定。所有以正規途徑購買或銷售之金融資產乃按交易日期基準確認及撤除確認。正規途徑買賣乃要求於市場法規或慣例所確定之時間框架內交付資產之財務資產買賣。

- (i) 按公平值計入損益之財務資產
- 當財務資產為(i)持作買賣時(ii)被視為按公平值計入損益之財務資產，有關財務資產乃分類為按公平值計入損益。

財務資產於下列情況下分類為持作交易：

- 收購的主要目的為於短期作出售用途；或
- 於初始確認時構成本集團合併管理的已識別金融工具組合的一部分，並具有近期實際短期獲利模式；或
- 為未被指定及有效作為對沖工具之衍生工具。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 April 2018) (continued)

(i) Financial assets at FVTPL (continued)

A financial asset other than a financial asset held for trading (or contingent consideration that may be received by an acquirer as part of a business combination) may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial assets. Fair value is determined in the manner described in note 33 and is included in "other gains and losses".

### 4. 主要會計政策 (續)

金融工具 (續)

財務資產 (續)

財務資產分類及後續計量 (於二零一八年四月一日應用香港財務報告準則第9號前) (續)

(i) 按公平值計入損益之財務資產 (續)

財務資產 (持作買賣之財務資產 (或作為業務合併一部分收購人可能收取的或然代價) 除外) 可於下列情況下於初步確認時指定為按公平值計入損益:

- 該指定消除或大幅減少可能會出現的計量或確認方面之不一致性; 或
- 該財務資產構成一組財務資產或財務負債或財務資產及財務負債組合的一部分, 而根據本集團制定的風險管理或投資策略, 該項資產的管理及績效乃以公平值為基礎進行評估, 且有關分組之資料乃按此基準向內部提供; 或
- 其構成包含一項或多項嵌入式衍生工具的合約的一部分, 而香港會計準則第39號允許將整個組合合約 (資產或負債) 指定為按公平值計入損益。

按公平值計入損益之財務資產按公平值列賬, 重新計算所產生之任何收益或虧損在損益確認。在損益中確認的收益或虧損淨額包括財務資產賺取的任何股息或利息。公平值按附註33所述方式釐定並計入「其他收益及虧損」。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 April 2018) (continued)

#### (ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables, loan receivables, amounts from related companies, restricted bank deposits and bank balance and cash) are measured at amortised cost using the effective interest method, less any impairment.

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

Impairment of financial assets (before application of HKFRS 9 on 1 April 2018)

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

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 a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

### 4. 主要會計政策 (續)

金融工具 (續)

財務資產 (續)

財務資產分類及後續計量 (於二零一八年四月一日應用香港財務報告準則第9號前) (續)

#### (ii) 貸款及應收款項

貸款及應收款項為具有固定或可釐定付款之非衍生財務資產，該等資產於活躍市場上並無報價。初步確認之後，貸款及應收款項 (包括應收賬款及其他應收款項、應收貸款、應收關連公司款項、受限制銀行存款及銀行結餘及現金) 使用實際利率法按攤銷成本減任何減值計量。

利息收入採用實際利率確認，惟所確認利息金額甚少的短期應收款項除外。

財務資產減值 (於二零一八年四月一日應用香港財務報告準則第9號之前)

財務資產於報告期末進行減值跡象評估。倘若有客觀證據證明因初次確認財務資產後產生之一項或多項事件，財務資產之估計未來現金流量已受影響，則財務資產被視為減值。

就所有其他財務資產而言，減值之客觀證據包括：

- 發行人或交易對手之重大財務困難；或
- 違反合約，如違約或拖欠償還利息或本金付款；或
- 借款人可能破產或進行財務重組。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

**Financial assets (continued)**

*Impairment of financial assets (before application of HKFRS 9 on 1 April 2018) (continued)*

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.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade and other receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade and other receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

*Derecognition of financial assets*

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire.

### 4. 主要會計政策 (續)

金融工具 (續)

**財務資產 (續)**

*財務資產減值 (於二零一八年四月一日應用香港財務報告準則第9號之前) (續)*

應收款項組合之減值客觀證據可能包括本集團收取款項之過往經驗、組合中遞延付款超過平均信貸期之數目增加、與應收款項違約相關之國家或地區經濟狀況之可察覺變化。

就按攤銷成本列賬之財務資產而言，所確認之減值虧損金額為資產賬面值與按原有實際利率折讓之估計未來現金流量之現值間之差額。

除應收賬款及其他應收款項乃透過採用撥備賬以減少其賬面值外，就所有財務資產而言，財務資產之賬面值直接因減值虧損而有所減少。撥備賬之賬面值變動於損益表內確認。當應收賬款及其他應收款項被認為未能收回時，該筆款項將從撥備賬撇銷。隨後收回已被撇銷之款項時，將於損益表入賬。

就按攤銷成本計量之財務資產而言，倘於其後期間，減值虧損之款額減少，而有關減少能夠與減值獲確認後發生之事件客觀地聯繫，則原先獲確認之減值虧損透過損益予以撥回，惟以投資於減值被撥回日期之賬面值不超過倘若減值不獲確認則原應有之攤銷成本為限。

*撤除確認財務資產*

本集團只有在當資產現金流量的合約權利屆滿時才取消確認財務資產。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

*Financial instruments (continued)*

**Financial assets (continued)**

*Derecognition of financial assets (continued)*

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

#### **Financial liabilities and equity**

*Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

*Financial liabilities*

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

*Financial liabilities at amortised cost*

Financial liabilities including trade and other payables, amounts due to related companies, non-controlling shareholders of subsidiaries, accruals and bank borrowings are subsequently measured at amortised cost, using the effective interest method.

### 4. 主要會計政策 (續)

*金融工具 (續)*

**財務資產 (續)**

*撤除確認財務資產 (續)*

於取消確認按攤銷成本計量之財務資產時，該項資產賬面值與已收及應收代價總數間的差額會於損益中確認。

#### **財務負債及權益**

*股本工具*

股本工具為證明實體資產於扣除其所有負債後之剩餘權益之任何合約。本公司所發行之股本工具乃按所得款項減直接發行成本確認。

*財務負債*

所有財務負債其後使用實際利率法按攤銷成本之方式計量。

*按攤銷成本計量之財務負債*

財務負債(包括應付賬款及其他應付款項、應付關連公司、附屬公司非控股股東款項、應計費用及銀行借貸)其後採用實際利率法按攤銷成本計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

**Financial liabilities and equity** (continued)

*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 payments when due in accordance with the terms of a debt instrument. Financial guarantee contract liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with HKFRS 9 (since 1 April 2018)/HKAS 37 Provision, Contingent Liabilities and Contingent Assets (before application of HKFRS 9 on 1 April 2018); and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

### 4. 主要會計政策 (續)

金融工具 (續)

**財務負債及權益** (續)

*財務擔保合約*

財務擔保合約為規定發出人支付指定金額，以補償持有人由於指定債務人未能根據債務工具條款於到期時付款而蒙受之損失的合約。財務擔保合約初步按公平值計量。其後按以下各項之較高者計量：

- 根據香港財務報告準則第9號釐定之虧損撥備金額（自二零一八年四月一日起）／香港會計準則第37號撥備、或然負債及或然資產（於二零一八年四月一日應用香港財務報告準則第9號前）；及
- 初步確認金額減（如適用）於擔保期間確認之累計攤銷。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

**Financial liabilities and equity (continued)**

*Derecognition of financial liabilities*

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.

*Offsetting a financial asset and a financial liability*

A financial asset and a financial liability are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Impairment losses on tangible assets and contract costs

At the end of the reporting period, the Group reviews the carrying amounts of its assets and contract costs 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. The recoverable amount of assets are estimated individually, when it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

### 4. 主要會計政策 (續)

金融工具 (續)

**財務負債及權益 (續)**

*撇除確認財務負債*

本集團之義務已予解除、取消或已終止後，本集團方會撇除財務負債。已撇除確認財務負債之賬面值與已付及應付代價間之差額於損益中確認。

*抵銷財務資產及財務負債*

當且僅當本集團擁有具合法可強制執行權抵銷已確認金額，並有意向就資產及負債作淨額結算，或同時變現資產及償付負債時，財務資產及財務負債將予抵銷，以淨額於財務狀況表呈列。

有形資產的減值虧損及合約成本

本集團於報告期末均審閱其資產及合約成本之賬面值，以釐定有否跡象顯示此等資產蒙受減值虧損。倘該等跡象存在，則會估計相關資產之可收回金額以釐定減值虧損之程度（如有）。資產的可收回金額個別估計，當無法單項估計可收回金額，本集團會估計該資產所屬現金產生單位的可收回金額。當可以確定合理和一貫的分配基礎，公司資產亦分配至各個現金產生單位；或在可識別的合理和一貫的分配基礎上分配至最小組現金產生單位。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Impairment losses on tangible assets and contract costs (continued)

Before the Group recognises an impairment loss for assets capitalised as contract costs under HKFRS 15, the Group assesses and recognises any impairment loss on other assets related to the relevant contracts in accordance with applicable standards. Then, impairment loss, if any, for assets capitalised as contract costs is recognised to the extent the carrying amounts exceeds the remaining amount of consideration that the Group expects to receive in exchange for related goods or services less the costs which relate directly to providing those goods or services that have not been recognised as expenses. The assets capitalised as contract costs are then included in the carrying amount of the cash-generating unit to which they belong for the purpose of evaluating impairment of that cash-generating unit.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flow have not been adjusted.

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 asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss

When 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 had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised in profit or loss immediately.

### 4. 主要會計政策 (續)

#### 有形資產的減值虧損及合約成本 (續)

在本集團根據香港財務報告準則第15號將資本化資產減值虧損確認為合約成本前，本集團按適用準則評估和確認任何與相關合約有關的其他資產減值虧損。屆時，倘賬面值超過本集團預期收取以換取相關貨品或服務的代價餘額減與直接關於提供該等貨品或服務的成本（未確認為開支），則就作為合約成本的資本化資產而言之減值虧損（如有）得以確認。作為合約成本的資本化資產屆時就評估相關現金產生單位減值，而計入它們所屬的現金產生單位之賬面值。

可收回金額為公平值減銷售成本與使用價值兩者中較高者。在評估使用價值時，估計未來現金流量採用稅前貼現率貼現至其現值，該稅前貼現率反映當前市場對貨幣時間價值及資產（或現金產生單位）特定風險的評估，就此而言未來現金流量的估計未經調整。

倘若資產（或現金產生單位）之估計可收回金額低於賬面值，則資產之賬面值將調低至其可收回金額。減值虧損乃即時於損益確認。

倘若減值虧損其後逆轉，則資產（或現金產生單位）之賬面值會上調至其經修訂估計可收回金額，但所上調之賬面值不得超出倘若資產（或現金產生單位）於以往年度並無確認減值虧損時原已確認之賬面值。減值虧損撥回乃即時於損益確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the re-translation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's 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. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (that is, 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 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 the owners of the Company are reclassified to profit or loss.

### 4. 主要會計政策 (續)

#### 外幣

於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之貨幣（外幣）進行之交易按交易日期之現行匯率予以確認。於報告期末，以外幣列值之貨幣項目按有關日期現行之匯率予以重新換算。以外幣歷史成本計量之非貨幣項目毋須重新換算。

因結算及換算貨幣項目而產生之匯兌差額，於產生期間之收益表確認。

就呈列綜合財務報表而言，本集團業務之資產及負債均使用各報告期末之現行匯率換算為本集團之呈列貨幣（即港元）。收入及開支項目乃按期內平均匯率換算。所產生匯兌差額（如有）於其他全面收益確認，並於匯兌儲備項下權益累計（於適當情況下歸屬於非控股權益）。

於出售海外業務（即出售本集團於海外業務之全部權益或涉及喪失對附屬公司（包括海外業務）之控制權之出售，或出售於聯營公司（包括海外業務）之部分權益，當中的保留權益成為財務資產）時，於與該業務相關並歸屬於本公司擁有人之權益中累計之所有匯兌差額均重新分類至損益表。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Foreign currencies (continued)

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 that do not result in the Group losing significant influence), 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.

#### 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 period/year. Taxable profit differs from the profit or loss as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

### 4. 主要會計政策 (續)

#### 外幣 (續)

此外，就部分出售附屬公司但未導致本集團失去有關附屬公司之控制權之情況而言，則按比例將累計匯兌差額重新分配予非控制性權益，且不在損益內確認。就所有其他部分出售而言（即部分出售聯營公司但未導致本集團失去重大影響力），則按比例將累計匯兌差額重新分類至損益。

#### 借貸成本

收購、興建或生產合資格資產（為需要較長時間方可用作擬定用途或出售的資產）直接應佔之借貸成本乃計入該等資產之成本，直至資產大體上可用作擬定用途或出售。

將有待用於該等合資格資產之特定借貸作暫時投資所賺取投資收入會於符合資本化條件之借貸成本扣除。

所有其他借貸成本於產生期間在收益表確認。

#### 稅項

所得稅支出指本期應付稅項及遞延稅項。

本期間／本年度應付稅項乃按年度應課稅溢利計算。應課稅溢利與於綜合損益及其他全面收益表內呈報之損益有所不同，原因是其不包括其他年度之應課稅或可扣稅之收入或開支項目，亦不包括免稅或不可扣稅之項目。本集團之本期稅項負債乃使用於報告期末已制訂或實際上已制訂之稅率計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Taxation (continued)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and an associate except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

### 4. 主要會計政策 (續)

#### 稅項 (續)

遞延稅項乃按於綜合財務報表內資產及負債賬面值與用於計算應課稅溢利之相應稅基兩者之臨時差額確認。遞延稅項負債通常會就所有應課稅暫時差異確認。遞延稅項負債一般就所有應課稅暫時差額確認，而遞延稅項資產乃於可能出現應課稅溢利抵銷有關可動用可扣稅暫時差額時確認。若暫時差異因商譽或由於一項既不影響應課稅溢利亦不影響會計溢利之交易（不包括業務合併）中開始確認資產及負債而引致，則不會確認該等遞延稅項資產及負債。

遞延稅項負債就與於附屬公司及聯營公司投資有關之應課稅臨時差額確認，惟倘集團能控制臨時差額撥回且臨時差額於可見未來不會撥回則作別論。與該等投資及權益相關的可抵扣暫時差額所產生的遞延稅項資產僅在動用暫時差額利益時有足夠的應課稅溢利且預期在可見將來其將被撥回時，方可確認。

遞延稅項資產之賬面值會於各報告期末均作檢討，並在不大可能再有足夠應課稅溢利收回全部或部份資產時減少。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Taxation (continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax 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. Current and deferred tax is recognised in profit or loss.

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properly over time, rather than through sale.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax is recognised in profit or loss, except when it relates 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.

### 4. 主要會計政策 (續)

#### 稅項 (續)

遞延稅項資產及負債以負債被清償或資產被變現的期間內預期適用的稅率衡量，並根據於報告期末已制訂或實際上已制訂的稅率（和稅務法例）計量。

遞延稅項負債及資產之計量反映隨本集團預期於報告期末時收回或償還資產及負債賬面值所產生之稅務後果。即期及遞延稅項於損益中確認。

就計量遞延稅項而言，利用公平值模型計量的投資物業之賬面值乃假設通過銷售全數收回，除非該假設被推翻則除外。當投資物業可予折舊及於本集團的業務模式（其業務目標是隨時間而非透過銷售消耗投資物業所包含的絕大部分經濟利益）內持有時，有關假設會被推翻。

當有法定可執行權利將當期稅項資產抵銷當期稅項負債時，以及當它們與同一稅務機關徵收的所得稅有關且本集團有意按淨額基準結算其當期稅務資產和負債時，遞延所得稅資產和負債均予以抵銷。

即期及遞延稅項於損益確認，惟倘該等稅項與於其他全面收益或直接在權益中確認的項目有關，則即期及遞延稅項亦分別在其他全面收益或直接於權益確認。當即期稅項或遞延稅項產生自業務合併的初始會計處理，稅務影響會計入業務合併會計處理。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Retirement benefit costs

Payments to the state-managed retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

#### Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

#### Share-based payments

##### **Equity-settled share-based payment transactions**

#### *Share options granted to employees*

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.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share-based compensation reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based compensation reserve. 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.

### 4. 主要會計政策 (續)

#### 退休福利成本

對國家管理的退休計劃之付款於僱員已提供使彼等享有供款之服務時作為一項開支予以確認。

#### 短期及其他長期僱員福利

短期僱員福利於僱員提供服務時就預計將支付福利的未貼現金額確認。所有短期僱員福利確認為開支，除非另一項香港財務報告準則要求或允許將有關福利納入資產成本，則作別論。

在扣除已經支付的任何金額後，對僱員應得的福利（例如工資及薪金、年假及病假）確認負債。

#### 以股份為基準之付款

##### **權益結算以股份為基準之交易**

#### *授予僱員之購股權*

向僱員及提供相類服務的其他人士支付的以權益結算的股份支付按權益工具在授出日期的公平值計量。

於授出以權益結算的以股份為基礎的付款當日釐定的公平值（不考慮所有非市場歸屬條件）基於本集團對將最終歸屬的股本工具的估計，按直線法於歸屬期支銷，權益（以股份為基礎的補償儲備）隨之增加。於各報告期末，本集團會修訂其對預期基於所有相關非市場歸屬條件評估而歸屬之權益工具數目之估計。修訂原估計之影響（如有）乃於損益內確認，從而累計開支反映經修訂的估計，並相應調整至以股份為基礎的補償儲備。對於在授出日期即時歸屬的購股權，所授出購股權的公平值即時支銷。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments (continued)

#### Equity-settled share-based payment transactions (continued)

*Share options granted to employees (continued)*

When share options are exercised, the amount previously recognised in share-based compensation reserve will be transferred to retained profits. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based compensation reserve will be transferred to retained profits.

### 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, the directors is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

### 4. 主要會計政策 (續)

以股份為基準之付款 (續)

#### 權益結算以股份為基準之交易 (續)

*授予僱員之購股權 (續)*

當行使購股權時，先前在以股份為基準之補償儲備中確認的金額將轉入保留溢利。當購股權在歸屬日期後被沒收或於到期日時仍未行使，先前在以股份為基準之補償儲備中確認的金額將轉撥至保留溢利。

### 5. 關鍵會計判斷及估計不確定因素之主要來源

董事於應用附註4所載本集團的會計政策時，須就不能明顯從其他來源得知的資產及負債賬面值作出判斷、估計及假設。該等估計及有關假設乃根據過往經驗及相信於該等情況乃屬相關之各項其他因素為基準而作出。實際結果或會有別於該等估計數字。

本集團持續檢討所作估計及相關假設。會計估計之變動如僅影響當期，則有關會計估計變動將於當期確認。如該項會計估計變動影響當期及以後期間，則有關會計估計變動將於當期及以後期間確認。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

#### Critical judgments in applying accounting policies

The following are the critical judgments, apart from those involving estimations, 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 arising from investment properties that are measured using the fair value model, the directors of the Company have reviewed the Group's investment property portfolios and concluded that the Group's 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, rather than through sale. Therefore, in measuring the Group's deferred taxation on investment properties, the directors of the Company have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is rebutted. As a result, the Group has recognised the deferred taxes on changes in fair value of investment properties as the Group is subject to enterprise income tax ("EIT"). The carrying amount of deferred taxation on investment properties at 31 December 2018 was HK\$634,187,000 (31 March 2018: HK\$696,115,000).

#### Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the report period, that have a significant risk of causing a material adjustments to the carrying amount of assets and liabilities within the next twelve months.

### 5. 關鍵會計判斷及估計不確定因素之主要來源 (續)

#### 應用會計政策的關鍵判斷

除涉及估計者外，以下關鍵判斷為本公司董事在應用本集團會計政策過程中所作出並且對綜合財務報表內確認的金額構成最重要影響。

#### **投資物業的遞延稅項**

就計量利用公平值模式計量的投資物業所產生的遞延稅項而言，本公司董事已檢討本集團的投資物業組合並斷定本集團之投資物業並非以旨在隨著時間流逝消耗該等投資物業包含之絕大部分經濟利益之商業模式持有，而非通過銷售。因此，在計量本集團之投資物業的遞延稅項時，本公司董事認為，以公平值模式計量的投資物業之賬面值可因出售而收回的假設成立。因此，因本集團須繳納企業所得稅（「企業所得稅」），本集團已確認投資物業公平值變動之遞延稅項。於二零一八年十二月三十一日，投資物業遞延稅項之賬面值為634,187,000港元（二零一八年三月三十一日：696,115,000港元）。

#### 估計不確定性因素之主要來源

以下為有關日後之主要假設及於各報告期末估計不確定性因素之其他主要來源，及對未來十二個月內之資產及負債之賬面值造成重大調整有重大風險。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

#### Estimation of fair value of investment properties

At the end of each reporting period, investment properties are stated at fair value based on the valuation performed by an independent professional qualified valuer (the "Valuer"). In determining the fair value, the Valuer has based on a method of valuation which involves certain estimates. In relying on the valuation report, management has exercised judgement and is satisfied that the methodologies that the Valuer used and assumptions used in valuation have reflected the current market condition.

The carrying amounts of investment properties at 31 December 2018 was HK\$3,601,759,000 (31 March 2018: HK\$3,952,998,000). Notwithstanding that the management employs the Valuer to perform fair value assessments based on these assumptions, the fair value of these investment properties may be higher or lower depending on the future market conditions.

#### Determination of net realisable value of inventories of properties

Inventories of properties are stated at the lower of the cost and net realisable value with carrying amount of approximately HK\$2,718,588,000, net of impairment loss of HK\$11,897,000 at 31 December 2018 (31 March 2018: HK\$1,249,179,000, net of impairment loss of HK\$11,608,000). The net realisable value is the estimated selling prices less estimated selling expenses, estimated cost to completion and sale-related taxes (if any), which are determined based on prevailing real estate market conditions in the PRC. Where there is any increase in costs to completion or decrease in the estimated selling price arising from any changes to the property market conditions in the PRC, there may be further impairment loss in respect of the properties under development for sale and completed properties for sale.

### 5. 關鍵會計判斷及估計不確定因素之主要來源 (續)

#### 投資物業之公平值估計

於各個報告期末，投資物業按獨立專業合資格估值師（「估值師」）所進行估值得出之公平值列賬。在釐定公平值時，估值師依據涉及若干估計之估值方法。於倚賴估值報告時，管理層已作出判斷，並信納估值師採用的方法及估值採用的假設已反映當前市況。

於二零一八年十二月三十一日，投資物業之賬面值為3,601,759,000港元（二零一八年三月三十一日：3,952,998,000港元）。儘管管理層委聘估值師根據該等假設進行公平值評估，該等投資物業之公平值可能偏高或偏低，視乎未來市況而定。

#### 釐定物業存貨之可變現淨值

物業存貨乃按成本及可變現淨值兩者中較低者列賬，於二零一八年十二月三十一日之賬面值約為2,718,588,000港元（扣除減值虧損11,897,000港元）（二零一八年三月三十一日：1,249,179,000港元，扣除減值虧損11,608,000港元）。可變現淨值為估計售價減估計銷售開支及估計竣工成本及銷售相關稅項（如有），其乃按中國現行房地產市場狀況釐定。倘竣工成本增加或估計售價因任何中國物業市況變動而下跌，可能會就待售發展中物業及待售已竣工物業進一步計提減值虧損。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

#### Development costs directly attributable to property development activities

The Group allocates portions of land and development costs to completed inventories of properties and properties under development for sale. As certain of the Group's property development projects are developed and completed by phases, the budgeted development costs of the whole project are dependent on the estimate on the outcome of total development. Based on the experience and the nature of the development undertaken, the management makes estimates and assumptions, concerning the future events that are believed to be reasonable under the circumstances. Given the uncertainties involved in the property development activities, the related actual results may be higher or lower than the amount estimated at the end of the reporting period. Any change in estimates and assumptions would affect the Group's operating performance in future years.

#### Land appreciation tax ("LAT")

The Group is subject to land appreciation tax in the PRC. However, the implementation and settlement of the tax varies amongst different tax jurisdictions in various cities of the PRC and certain projects of the Group have not finalised their land appreciation tax calculations and payments with the local tax authorities in the PRC. Accordingly, significant estimate is required in determining the amount of land appreciation and its related income tax provisions. The Group recognised the land appreciation tax based on management's best estimates. The final tax outcome could be different from the amounts that were initially recorded, and these differences will impact the income tax expense and the related income tax provisions in the periods in which such tax is finalised with local tax authorities.

### 5. 關鍵會計判斷及估計不確定因素之主要來源 (續)

#### 物業發展活動直接應佔發展成本

本集團將部分土地及開發成本分配至待售已竣工物業及待售發展中物業。由於本集團之若干物業發展項目已分期開發及竣工，整個項目的預算發展成本取決於對總開發結果的估算。根據經驗及所進行開發的性質，管理層就未來事項作出多項在當時情況下認為屬合理的估計及假設。鑒於物業發展活動涉及不確定性，相關實際業績可能會高於或低於報告期末估計的金額。估計及假設的任何變動將對本集團未來數年的經營表現產生影響。

#### 土地增值稅(「土地增值稅」)

本集團須繳納中國土地增值稅。然而，中國不同城市稅務管轄區的稅務實施及結算不同，本集團若干項目尚未向中國當地稅務部門落實土地增值稅計算及繳納。因此，於釐定土地增值稅及其相關所得稅撥備的金額時須作出重大估計。本集團基於管理層的最佳估計確認土地增值稅。最終稅務結果可能與初步入賬者不同，該等差異將影響向當地稅務部門落實稅項期間的所得稅開支及相關所得稅撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

#### Deferred taxation

Deferred tax assets are recognised for all unused tax losses and temporary differences to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management estimation is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. As at 31 December 2018, deferred tax assets of approximately HK\$13,096,000 (31 March 2018: HK\$14,396,000) have been recognised in the Group's consolidated statements of financial position.

#### Provision of ECL for trade receivables and loan receivables

The Group uses provision matrix to calculate ECL for the trade receivables. The provision rates are based on internal credit ratings as groupings of various debtors that have similar loss patterns. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable, supportable and available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

Loan receivables are assessed for ECL individually and the provision rates are based on the Group's historical default rates, past due status and the financial capability of individual debtor taking into consideration forward looking information that is reasonable, supportable and available without undue cost or effort.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables and loan receivables are disclosed in notes 33, 23 and 22 respectively.

### 5. 關鍵會計判斷及估計不確定因素之主要來源 (續)

#### 遞延稅項

遞延稅項資產於有可能動用應課稅溢利抵銷虧損時就所有未動用稅項虧損及暫時差額確認。於釐定可確認的遞延稅項資產金額時，管理層須根據未來應課稅溢利可能的時間及水平連同未來稅項規劃策略，作出重大判斷。於二零一八年十二月三十一日，已於本集團之綜合財務狀況表內確認遞延稅項資產約13,096,000港元（二零一八年三月三十一日：14,396,000港元）。

#### 就應收賬款及應收貸款計提預期信貸虧損撥備

本集團使用撥備矩陣計算應收賬款的預期信貸虧損。撥備率乃基於內部信用評級，乃因具有類似虧損模式的不同債務人組別。撥備矩陣乃基於本集團的歷史違約率，並考慮合理且有理據在無需不必要成本或努力可得的前瞻性資料。於各報告日期，可觀察的歷史違約率會重新評估，並考慮前瞻性資料的變動。

就應收貸款個別評估預期信貸虧損，並且撥備率基於本集團歷史違約率、逾期狀況以及個別債務人的財務實力，經計及合理且有理據在無需不必要成本或努力可得的前瞻性資料。

預期信貸虧損撥備對估計變動尤為敏感。有關預期信貸虧損及本集團應收賬款及應收貸款的資料分別於附註33、23及22披露。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 6. REVENUE FROM GOODS AND SERVICES

#### Disaggregation of revenue

### 6. 貨品及服務之收益

#### 收益分解

For the nine months ended

31 December 2018

截至二零一八年十二月三十一日止九個月

Segments		Property	Property	Total
		development	investment	
		HK\$'000	HK\$'000	HK\$'000
分部		物業發展	物業投資	總計
		千港元	千港元	千港元
<b>Types of goods or service</b>	<b>貨品及服務類別</b>			
Sales of properties	物業銷售	45,598	–	45,598
Property management and related fee income	物業管理及相關費用收入	–	10,060	10,060
Revenue from contracts with customers	來自客戶合約收入	45,598	10,060	55,658
Rental income	租金收入	–	94,178	94,178
		45,598	104,238	149,836
Geographical market	地區市場			
Mainland China	中國大陸	45,598	10,060	55,658
Timing of revenue recognition	收益確認時間			
A point in time	於某個時間點	45,598	–	45,598
Over time	於一段時間	–	10,060	10,060
		45,598	10,060	55,658

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 6. REVENUE FROM GOODS AND SERVICES (continued)

#### Disaggregation of revenue (continued)

Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information:

### 6. 貨品及服務之收益 (續)

#### 收益分解 (續)

下文載列來自客戶合約之收益與分部資料中披露的金額的對賬：

For the nine months ended  
31 December 2018  
截至二零一八年十二月三十一日止九個月

Segments		Property development HK\$'000 物業發展 千港元	Property investment HK\$'000 物業投資 千港元	Total HK\$'000 總計 千港元
Revenue disclosed in segment information	分部資料所披露的收益			
External customers	外部客戶	45,598	104,238	149,836
Inter-segment	分部間	-	-	-
Less: rental income	減：租金收入	45,598	104,238 (94,178)	149,836 (94,178)
Revenue from contracts with customers	來自客戶合約之收益	45,598	10,060	55,658

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 6. REVENUE FROM GOODS AND SERVICES (continued)

#### Disaggregation of revenue (continued)

An analysis of the Group's revenue for the year ended 31 March 2018 is as follows:

### 6. 貨品及服務之收益 (續)

#### 收益分解 (續)

截至二零一八年三月三十一日止年度  
本集團年內的收入分析如下：

		Year ended 31 March 2018 HK\$'000 二零一八年 三月三十一 止年度 千港元
Sale of properties	物業銷售	594,250
Rental income	租金收入	53,735
Property management and related fee income	物業管理及相關費用收入	59,709
		707,694

For contracts entered into with customers on sales of properties, the relevant properties specified in the contracts are based on customer's specifications with no alternative use. Taking into consideration of the relevant contract terms, the management concluded that the Group does not have an enforceable right to payment prior to transfer of the relevant properties to customers. Revenue from sales of properties is therefore recognised at a point in time when the completed property is transferred to customers, being at the point that the customer obtains control of the completed property and the Group has present right to payment and collection of the consideration is probable.

就出售物業與客戶訂立的合約而言，合約中規定的相關物業乃基於客戶要求，並無其他替代用途。經考慮相關合約條款，管理層認為，在轉讓相關物業予客戶前，本集團並無收取付款的可強制執行權利。因此，銷售物業的收入於已竣工物業轉讓予客戶的時間點確認，即客戶獲得已竣工物業的控制權而本集團擁有收取付款之現時權利及可能收取代價的時間點。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 6. REVENUE FROM GOODS AND SERVICES (continued)

#### Disaggregation of revenue (continued)

The Group receives 30%-100% of the contract value from customers when they sign the sale and purchase agreement (the customers who use mortgage loans provided by the banks and the remaining amount of the total contract value will be paid to the Group from the banks once the customers meet the requirements of the banks) while construction work of properties is still ongoing. These advance payment of 30%-100% of the contract value from customers resulted in contract liabilities being recognised throughout the property construction period until sales of properties is recognised. The Group will receive full advance payment from the buyers before physical delivery of the completed property.

For property management and related services to the tenants of the Group's investment properties, the Group agrees the fixed rate for services with the customers upfront. As the tenant simultaneously receives and consumes the benefits provided by the Group's performance, the revenue is recognised over time when the performance obligations are satisfied. Monthly payment of the transaction is due immediately when performance obligations are satisfied.

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2018 and the expected timing of recognising revenue are as follows:

		<b>Sales of properties</b>
		<i>HK\$'000</i>
		物業銷售
		千港元
– Within one year	— 一年內	684,214
– After one year	— 一年後	1,973,185
		2,657,399

### 6. 貨品及服務之收益 (續)

#### 收益分解 (續)

在簽訂買賣協議而物業的建設工程仍在進行時，本集團自客戶收取合約價值的30%至100%（使用銀行提供的按揭貸款的客戶，當客戶符合銀行的要求後總合約價值的餘額將由銀行支付予本集團）。該等自客戶合約價值之30%至100%預付款導致於整個物業建設期確認合約負債直至物業銷售已確認。本集團將於已竣工物業實質交付前自買方悉數收回墊付款項。

就向本集團投資物業租戶提供物業管理及相關服務而言，本集團與客戶預先協定服務的固定費用。由於租戶同時取得並耗用本集團履約所提供的利益，因此，收入於完成履約責任時隨時間確認。每月交易付款應於達成履約責任時立即支付。

於二零一八年十二月三十一日分配至餘下履約責任（未達成或部分未達成）之交易價及確認為收入之預期時間載列如下：



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 7. SEGMENT INFORMATION

Information regularly reported to the Group's chief executive officer (the chief operating decision maker ("CODM")) for the purposes of resource allocation and assessment of performance focuses on the type of operation. The Group's reportable and operating segments under HKFRS 8 "Operating Segments" are as follows:

Property development – development and sale of properties

Property investment – lease of investment properties and provision of property management service

The following is an analysis of the Group's revenue and results by reportable and operating segments:

### 7. 分部資料

為分配資源及評估業績而已向本集團行政總裁(主要營運決策者)定期報告的資料專注於業務類型。本集團根據香港財務報告準則第8號「經營分部」的可報告及營運分部如下:

物業發展業務 – 物業發展及銷售

物業投資業務 – 出租物業及提供物業管理服務

以下為按經營及須予報告分部劃分之本集團收益及業績分析:

		Nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月		
		Property development HK\$'000 物業發展 千港元	Property investment HK\$'000 物業投資 千港元	Total HK\$'000 總計 千港元
Segment revenue	分部收益			
External sales	對外銷售	45,598	104,238	149,836
Inter-segment sales	分部間銷售	–	–	–
		<b>45,598</b>	<b>104,238</b>	<b>149,836</b>
Segment (loss) profit	分部(虧損)溢利	<b>(18,672)</b>	<b>46,297</b>	<b>27,625</b>
Change in fair value on financial assets at FVTPL	按公平值計入損益之財務 資產公平值變動			<b>(57,596)</b>
Other income	其他收入			<b>21,131</b>
Other gains and losses	其他收益及虧損			<b>(26,316)</b>
Unallocated corporate expenses	未分配公司開支			<b>(24,228)</b>
Finance costs	融資成本			<b>(948)</b>
Loss before tax	除稅前虧損			<b>(60,332)</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 7. SEGMENT INFORMATION (continued)

### 7. 分部資料 (續)

Year ended 31 March 2018

截至二零一八年三月三十一日止年度

		Property development HK\$'000 物業發展 千港元	Property investment HK\$'000 物業投資 千港元	Total HK\$'000 總計 千港元
External sales	外部銷售	594,250	113,444	707,694
Inter-segment sales	分部間銷售	-	-	-
		594,250	113,444	707,694
Segment profit	分部溢利	169,560	30,027	199,587
Change in fair value on financial assets at FVTPL	按公平值計入損益之財務 資產公平值變動			(8,920)
Other income	其他收入			29,781
Other gains and losses	其他收益及虧損			46,980
Unallocated corporate expenses	未分配公司開支			(14,387)
Finance costs	融資成本			(1,208)
Profit before tax	除稅前溢利			251,833

The accounting policies of the reportable and operating segments are the same as the Group's accounting policies described in note 4. Segment results represent the profit generated or loss incurred by each segment without allocation of change in fair value on financial assets at FVTPL, other gains and losses, part of other income, part of corporate expenses and part of finance costs. This is the measure reported to the CODM for the purposes of resource allocation and assessment of segment performance.

可呈報及經營分部之會計政策與附註4所述之本集團會計政策一致。分部業績指各分部所產生的溢利或虧損，並未就按公平值計入損益之財務資產公平值變動、其他收益及虧損、部分其他收入、部分公司開支及部分融資成本作出分配。此乃為進行資源分配及部分業績評估而向主要經營決策者報告的方法。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 7. SEGMENT INFORMATION (continued)

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

#### Segment assets

		At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
Property development	物業發展	3,867,462	2,902,495
Property investment	物業投資	3,660,370	3,976,375
Total segment assets	分部資產總額	7,527,832	6,878,870
Unallocated assets:	未分配資產:		
Investments held for trading	持作買賣投資	-	125,745
Financial asset at FVTPL	按公平值計入損益之財務資產	69,006	133,857
Loan receivables	應收貸款	125,235	25,000
Bank balances and cash	銀行結餘及現金	6,770	59,993
Unallocated corporate assets	未分配公司資產	1,207	12,895
Consolidated assets	綜合資產	7,730,050	7,236,360

### 7. 分部資料 (續)

下表為本集團按可呈報及經營分部劃分之資產及負債分下：

#### 分部資產

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 7. SEGMENT INFORMATION (continued)

#### Segment liabilities

		At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
Property development	物業發展	3,087,939	2,175,244
Property investment	物業投資	1,420,364	1,608,710
<b>Total segment liabilities</b>	<b>分部負債總額</b>	<b>4,508,303</b>	<b>3,783,954</b>
Unallocated liabilities:	未分配負債:		
Bonds payable	應付債券	10,707	10,339
Amount due to a related company	應付一間關連公司款項	62	20
Provisional consideration payable	應付暫定代價	56,817	-
Unallocated corporate liabilities	未分配公司負債	9,293	5,954
<b>Consolidated liabilities</b>	<b>綜合負債</b>	<b>4,585,182</b>	<b>3,800,267</b>

For the purposes monitoring segment performances and allocating resources among segments:

- all assets are allocated to reportable and operating segments other than investments held-for-trading, financial asset at FVTPL, loans receivable, bank balances and cash and other unallocated corporate assets not attributable to respective segment.
- all liabilities are allocated to reportable and operating segments other than bonds payable, amount due to a related company, provisional consideration payable and other unallocated corporate liabilities not attributable to respective segment.

就監察分部業績及在分部間分配資源而言：

- 所有資產均分配至可報告及經營分部，惟不屬於各分部的持作買賣投資、按公平值計入損益之財務資產、應收貸款、受限制銀行存款、銀行結餘及現金及其他未分配公司資產除外。
- 所有負債均分配至可報告及經營分部，惟不屬於各分部的應付債券、應付關連公司款項、應付暫時代價及其他未分配公司負債除外。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 7. SEGMENT INFORMATION (continued)

#### Other segment information

### 7. 分部資料 (續)

#### 其他分部資料

Nine months ended 31 December 2018

截至二零一八年十二月三十一日止九個月

	Property development	Property investment	reportable segment	Unallocated	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	物業發展	物業投資	可呈報分部總額	未分配	總計
	千港元	千港元	千港元	千港元	千港元

Amounts included in the measure of segment profit or loss or segment assets: 計入計量分部損益或分部資產的金額:

Interests in an associate	於一間聯營公司之權益	291,919	-	291,919	-	291,919
Additions to non-current assets	添置非流動資產	5,587	-	5,587	-	5,587
Share of results of an associate	應佔聯營公司業績	(740)	-	(740)	-	(740)
Impairment loss on inventories of properties	物業存貨之減值虧損	(709)	-	(709)	-	(709)
Interest income	利息收入	453	1,190	1,643	20,493	22,136
Interest expense	利息支出	(312)	(33,364)	(33,676)	(948)	(34,624)
Change in fair value of investment properties	投資物業之公平值變動	-	(1,055)	(1,055)	-	(1,055)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(1,337)	(424)	(1,761)	(214)	(1,975)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 7. SEGMENT INFORMATION (continued)

#### Other segment information (continued)

### 7. 分部資料 (續)

#### 其他分部資料 (續)

Year ended 31 March 2018

二零一八年三月三十一日止年度

	Total				Total
Property development	Property investment	reportable segment	Unallocated		
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
物業發展	物業投資	可呈報分部總額	未分配		總計
千港元	千港元	千港元	千港元		千港元

Amounts included in the measure of segment profit or loss or segment assets: 計入計量分部損益或分部資產的金額:

Additions to non-current assets	添置非流動資產	684	-	684	-	684
Additions of investment properties	投資物業添置	-	14,289	14,289	-	14,289
Impairment loss on inventories of properties	物業存貨之減值虧損	(11,608)	-	(11,608)	-	(11,608)
Interest income	利息收入	20	428	448	32,896	33,344
Interest expense	利息支出	(5,345)	(47,664)	(53,009)	(1,208)	(54,217)
Change in fair value of investment properties	投資物業之公平值變動	-	2,796	2,796	-	2,796
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(1,426)	(484)	(1,910)	(267)	(2,177)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 7. SEGMENT INFORMATION (continued)

#### Geographical information

The following tables set out information about the Group's revenue from external customers by cities in the PRC, based on the location at which the properties are sold, properties are invested and services are provided. Information about its non-current assets is analysed by geographical location of assets.

#### Revenue from external customers:

Fuzhou	福州	<b>125,499</b>	465,855
Xi'an	西安	<b>24,337</b>	241,839
		<b>149,836</b>	707,694

### 7. 分部資料 (續)

#### 地區資料

下表載列按出售物業、投資物業及提供服務所在中國城市劃分有關本集團來自外部客戶收益的資料。非流動資產資料按資產所在地理位置分析。

#### 來自外部客戶的收益：

<b>Nine months ended</b>	<b>Year ended</b>
<b>31 December</b>	<b>31 March</b>
<b>2018</b>	<b>2018</b>
<b>HK\$'000</b>	<b>HK\$'000</b>
截至二零一八年十二月三十一日止九個月 千港元	截至二零一八年三月三十一日止年度 千港元

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 7. SEGMENT INFORMATION (continued)

#### Geographical information (continued)

##### Non-current assets:

		Nine months ended 31 December 2018 HK\$'000 截至二零一八年 十二月三十一日 止九個月 千港元	Year ended 31 March 2018 HK\$'000 截至二零一八年 三月三十一日 止年度 千港元
Fuzhou	福州	3,985,374	4,356,201
Xi'an	西安	325,991	38,366
Nanping	南平	5,667	315
Weinan	渭南	44	-
Hong Kong	香港	397	611
		<b>4,317,473</b>	<b>4,395,493</b>

Note: Non-current assets excluded loan receivables and deferred tax assets.

#### Information about major customers

There is no individual customer who contributed over 10% of the total revenue of the Group during the nine months ended 31 December 2018 and year ended 31 March 2018.

### 7. 分部資料 (續)

#### 地區資料 (續)

##### 非流動資產:

		Nine months ended 31 December 2018 HK\$'000 截至二零一八年 十二月三十一日 止九個月 千港元	Year ended 31 March 2018 HK\$'000 截至二零一八年 三月三十一日 止年度 千港元
Fuzhou	福州	3,985,374	4,356,201
Xi'an	西安	325,991	38,366
Nanping	南平	5,667	315
Weinan	渭南	44	-
Hong Kong	香港	397	611
		<b>4,317,473</b>	<b>4,395,493</b>

附註：非流動資產不包括應收貸款及遞延稅項資產。

#### 有關主要客戶之資料

截至二零一八年十二月三十一日止九個月及二零一八年三月三十一日止年度，並無個別客戶對本集團總收益之貢獻超過10%。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 8. OTHER INCOME AND EXPENSES

#### (a) Other income

### 8. 其他收入及開支

#### (a) 其他收入

		Nine months ended 31 December 2018 HK\$'000 截至二零一八年 十二月三十一日 止九個月 千港元	Year ended 31 March 2018 HK\$'000 截至二零一八年 三月三十一日 止年度 千港元
Bank interest income	銀行利息收入	1,777	695
Dividend income from listed investments	上市投資之股息收入	639	816
Interest income from debt securities	債務證券之利息收入	-	1,529
Interest income from loan receivables	應收貸款之利息收入	20,359	4,460
Interest income from financial assets at FVTPL	按公平值計入損益之財務資產利息收入	-	26,660
Others	其他	83	227
		<b>22,858</b>	<b>34,387</b>
Interest income from:		來自以下各項之利息收入:	
Financial asset at amortised cost	按攤銷成本列賬之財務資產	22,136	5,155
Financial asset at FVTPL	按公平值計入損益之財務資產	-	28,189
		<b>22,136</b>	<b>33,344</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 8. OTHER INCOME AND EXPENSES (continued)

(b) Major items included in other expenses are analysed as follow:

		Nine months ended 31 December 2018 HK\$'000 截至二零一八年 十二月三十一日 止九個月 千港元	Year ended 31 March 2018 HK\$'000 截至二零一八年 三月三十一日 止年度 千港元
Auditors' remuneration	核數師酬金	1,400	800
Commission to property agents	物業代理銷售佣金	-	44,587
Consultancy fee	顧問費用	5,059	669
Donation	捐款	-	2,000
Legal and professional fee	法律和專業費用	8,974	3,445
Marketing and promotion	營銷及推廣費用	5,295	9,223
Other tax and surcharge	其他稅費及附加	11,930	13,771
Operating lease payments	經營租賃費用	2,271	2,040
Business entertainment and travelling	業務招待及差旅費用	3,264	3,392
Direct operating expenses incurred for investment properties	營運投資物業產生的費用	4,746	5,995

### 8. 其他收入及開支 (續)

(b) 計入其他開支之主要項目分析如下：

	Nine months ended 31 December 2018 HK\$'000 截至二零一八年 十二月三十一日 止九個月 千港元	Year ended 31 March 2018 HK\$'000 截至二零一八年 三月三十一日 止年度 千港元
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### 9. OTHER GAINS AND LOSSES

		Nine months ended 31 December 2018 HK\$'000 截至二零一八年 十二月三十一日 止九個月 千港元	Year ended 31 March 2018 HK\$'000 截至二零一八年 三月三十一日 止年度 千港元
Change in fair value on investments held for trading	持作買賣投資公平值變動	-	21,013
Net realised gain on disposal of investments held for trading	出售持作買賣投資之變現收益淨額	-	645
Exchange (loss) gain, net	匯兌(虧損)收益·淨額	(26,316)	25,222
Gain on disposal of property, plant and equipment	出售物業 廠房及設備之收益	-	100
		<b>(26,316)</b>	<b>46,980</b>

### 9. 其他收益及虧損

	Nine months ended 31 December 2018 HK\$'000 截至二零一八年 十二月三十一日 止九個月 千港元	Year ended 31 March 2018 HK\$'000 截至二零一八年 三月三十一日 止年度 千港元
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# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 10. FINANCE COSTS

### 10. 融資成本

		Nine months ended 31 December 2018 <i>HK\$'000</i> 截至二零一八年 十二月三十一日 止九個月 千港元	Year ended 31 March 2018 <i>HK\$'000</i> 截至二零一八年 三月三十一日 止年度 千港元
Interests on bank borrowings	銀行借貸之利息	43,637	78,045
Interests on bonds payable	應付債券之利息	948	1,208
Interests on contract liabilities	合約負債之利息	88,867	-
Total borrowing costs	總借貸成本	133,452	79,253
Less: amounts capitalised on qualifying assets	減:於合資格資產資本化之款項	(98,828)	(25,036)
		34,624	54,217

### 11. (LOSS) PROFIT BEFORE TAX

### 11. 除稅前(虧損)溢利

		Nine months ended 31 December 2018 <i>HK\$'000</i> 截至二零一八年 十二月三十一日 止九個月 千港元	Year ended 31 March 2018 <i>HK\$'000</i> 截至二零一八年 三月三十一日 止年度 千港元
(Loss) profit before tax has been arrived at after charging (crediting):	除稅前(虧損)溢利已扣除(計入):		
Directors' emoluments (note 13)	董事酬金(附註13)	5,607	4,393
Other staff costs	其他員工成本		
Staff salaries and allowances	員工薪金及津貼	9,907	12,272
Retirement benefit contributions	退休福利計劃供款	461	458
		10,368	12,730
Cost of inventories recognised as an expense	確認為開支之存貨成本	37,230	366,342
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,975	2,177
Impairment loss of inventories of properties (included in cost of properties sales)	物業存貨減值虧損(計入物業銷售成本)	(709)	(11,608)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 12. INCOME TAX EXPENSE

### 12. 所得稅開支

		Nine months ended 31 December 2018 HK\$'000 截至二零一八年 十二月三十一日 止九個月 千港元	Year ended 31 March 2018 HK\$'000 截至二零一八年 三月三十一日 止年度 千港元
Current tax:	本期稅項:		
Enterprise Income Tax ("EIT") in the PRC	中國企業所得稅(「企業所得稅」)	12	39,093
LAT in the PRC	中國土地增值稅(「土地增值稅」)	5,951	47,124
		<b>5,963</b>	86,217
Overprovision in prior years:	過往年度超額撥備:		
EIT in the PRC	中國企業所得稅	-	(295)
		<b>5,963</b>	85,922
Deferred tax expense (note 20)	遞延稅項開支(附註20)	18,645	5,091
		<b>24,608</b>	91,013

Hong Kong Profit tax is calculated at 16.5% on the estimated assessable profit derived for the period/year. No provision for Hong Kong Profits Tax has been made for the period/year as the income of the Group neither arises in nor is derived from Hong Kong.

香港利得稅乃就本期間／年度之估計應課稅溢利按16.5%之稅率計算。由於兩個年度均無產生應課稅溢利，故並無作出香港利得稅撥備。

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for the period/year.

根據中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司於期內／年內之稅率為25%。

The provision of LAT is estimated according to the requirement set forth in the relevant PRC tax law and regulation. LAT has been provided at ranges of progressive rate of the appreciation value, with certain allowable exemptions and deductions.

土地增值稅撥備乃根據中國相關稅務法律及法規的規定估計。土地增值稅乃就增值部分按累進稅率作出撥備，並可扣除若干項目。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 12. INCOME TAX EXPENSE (continued)

The income tax expense for the period/year can be reconciled to the (loss) profit before tax per consolidated statement of profit or loss and other comprehensive income as follows:

### 12. 所得稅開支 (續)

綜合損益及其他全面收益表內期／年內所得稅開支與除稅前(虧損)溢利之對賬如下:

		Nine months ended 31 December 2018 HK\$'000 截至二零一八年 十二月三十一日 止九個月 千港元	Year ended 31 March 2018 HK\$'000 截至二零一八年 三月三十一日 止年度 千港元
(Loss) profit before tax	除稅前(虧損)溢利	<b>(60,332)</b>	251,833
Tax charge at the applicable tax rate of 25%	按適用稅率25%計算之稅項	<b>(15,083)</b>	62,958
Tax effect of share of results of an associate	應佔聯營公司業績之稅務影響	<b>185</b>	-
Tax effect of expenses not deductible for tax purpose	就稅務目的而言不可扣減開支之稅務影響	<b>24,062</b>	9,606
Tax effect of income not taxable for tax purpose	就稅務目的而言，毋須課稅收入之稅務影響	<b>(3,196)</b>	(12,311)
Tax effect of tax losses not recognised	概無確認稅項虧損之稅務影響	<b>11,216</b>	3,066
Utilisation of tax losses previously not recognised	動用先前未確認稅項虧損	-	(4,235)
LAT	土地增值稅	<b>5,951</b>	47,124
Tax effect of LAT	土地增值稅之稅務影響	<b>(1,488)</b>	(11,781)
Overprovision in prior years	過往年度超額撥備	-	(295)
Effect of different tax rate of subsidiaries operating in other jurisdictions	於其他司法權區經營業務之附屬公司按不同稅率課稅之影響	<b>2,961</b>	(3,119)
Income tax expense for the period/year	期／年內所得稅開支	<b>24,608</b>	91,013

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 13. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' REMUNERATION

Details of the emoluments paid or payable to the directors of the Company during the period/year are as follows:

### 13. 董事、主要行政人員及僱員酬金

期/年內已付或應付本公司董事的酬金詳情如下：

		Fees HK\$'000	Salaries and allowances HK\$'000	Retirement benefit schemes contributions HK\$'000	Share-based payment HK\$'000	Total HK\$'000
		袍金 千港元	薪金及津貼 千港元	退休福利 計劃供款 千港元	以股份為 基準之付款 千港元	總額 千港元
<b>Nine months ended 31 December 2018</b>						
<b>截至二零一八年十二月三十一日止九個月</b>						
<b>Chairman</b>	<b>主席</b>					
Guo Jiadi	郭加迪	1,463	150	-	331	1,944
<b>Executive director:</b>	<b>執行董事</b>					
Amika Lan E Guo	Amika Lan E Guo	-	800	13	677	1,490
Wang Chao	王超	-	483	-	29	512
<b>Non-executive director:</b>	<b>非執行董事：</b>					
Wong Yun Kuen	黃潤權	75	-	-	-	75
<b>Independent non-executive director:</b>	<b>獨立非執行董事：</b>					
Chan Yee Ping, Michael	陳貽平	60	-	-	-	60
Yu Pak Yan Peter	余伯仁	75	-	-	-	75
Zheng Yurui	鄭玉瑞	45	-	-	677	722
Ma Shujuan	馬淑娟	52	-	-	677	729
		1,770	1,433	13	2,391	5,607

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 13. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' REMUNERATION (continued)

### 13. 董事、主要行政人員及僱員酬金 (續)

		Fees HK\$'000	Salaries and allowances HK\$'000	Retirement benefit schemes contributions HK\$'000	Share-based payment HK\$'000	Total HK\$'000
		袍金 千港元	薪金及津貼 千港元	退休福利 計劃供款 千港元	以股份為 基準之付款 千港元	總額 千港元
<b>Year ended 31 March 2018</b>						
<b>二零一八年三月三十一日止年度</b>						
<b>Chairman</b>	<b>主席</b>					
Guo Jiadi	郭加迪	1,950	75	-	70	2,095
<b>Executive director:</b>	<b>執行董事</b>					
Amika Lan E Guo	Amika Lan E Guo	-	1,040	18	-	1,058
Yan Ping Peng (note a)	嚴平峰 (附註a)	-	674	12	-	686
Wang Chao	王超	-	70	2	88	160
<b>Non-executive director:</b>	<b>非執行董事:</b>					
Wong Yun Kuen	黃潤權	100	-	-	-	100
<b>Independent non-executive director:</b>	<b>獨立非執行董事:</b>					
Chan Yee Ping, Michael	陳貽平	71	-	-	-	71
Yu Pak Yan, Peter	余伯仁	100	-	-	-	100
Zheng Jinyun (note b)	鄭金雲 (附註b)	51	-	-	-	51
Zheng Yurui	鄭玉瑞	60	-	-	-	60
Ma Shujuan	馬淑娟	12	-	-	-	12
		2,344	1,859	32	158	4,393

Notes:

- (a) Mr. Yan Ping Peng resigned as executive director on 5 February 2018.
- (b) Mr. Zheng Jinyun resigned as independent non-executive director on 5 February 2018.

附註:

- (a) 嚴平峰先生於二零一八年二月五日辭任執行董事。
- (b) 鄭金雲先生於二零一八年二月五日辭任獨立非執行董事。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 13. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' REMUNERATION (continued)

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

The non-executive director's and independent non-executive directors' emoluments shown above were for their services as directors of the Company.

Guo Jiadi is also the Chief Executive of the Company and his remuneration disclosed above includes those for services rendered by him as the Chief Executive.

No directors waive any emolument during the current period or the prior year and none of the directors have received any inducement payment for joining or upon joining the Company.

#### Employees' emoluments

Of the five individuals with the highest emoluments in the Group, four (year ended 31 March 2018: three) were executive directors and the Chief Executive of the Company whose emoluments are included in the disclosures in this note above. The emoluments of the remaining two (year ended 31 March 2018: two) individual was as follows:

### 13. 董事、主要行政人員及僱員酬金 (續)

以上所示執行董事之酬金為彼等於本公司及本集團有關管理事務之服務酬金。

以上所示非執行董事及獨立非執行董事之酬金為彼等作為本公司董事之服務酬金。

郭加迪亦為本公司行政總裁及上文披露之酬金包括彼作為行政總裁提供之服務酬金。

於本期間或上一年度概無董事放棄任何酬金，且概無任何董事就加入或加入本公司時而收取任何獎勵。

#### 僱員酬金

本集團五名最高薪人士中，其中四名（截至二零一八年三月三十一日止年度：三名）為本公司董事及主要行政人員，彼等之酬金詳情已於上文附註披露。餘下兩名（截至二零一八年三月三十一日止年度：兩名）人士之酬金如下：

		Nine months ended 31 December 2018 HK\$'000 二零一八年 十二月三十一日 止九個月 千港元	Year ended 31 March 2018 HK\$'000 二零一八年 三月三十一日 止年度 千港元
Salaries and allowances	薪金及津貼	985	1,800
Retirement benefits scheme contribution	退休福利計劃供款	14	32
		999	1,832



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 13. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' REMUNERATION (continued)

#### Employees' emoluments (continued)

The emoluments of each of the above non-director highest paid individuals were fell within the following bands:

		Nine months ended 31 December 2018	Year ended 31 March 2018
		No. of employees	No. of employees
		二零一八年十二月三十一日止九個月僱員人數	二零一八年三月三十一日止年度僱員人數
Nil to HK\$1,000,000	零至1,000,000港元	1	1
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	-	1

### 14. DIVIDENDS

No dividend was paid or proposed to ordinary shareholders of the Company during the nine months ended 31 December 2018, nor has any dividend been proposed since the end of the reporting period (31 March 2018: Nil).

### 15. (LOSS) EARNINGS PER SHARE

The calculation of the basic and diluted (loss) earnings per share attributable to the owners of the Company is based on the following data:

### 13. 董事、主要行政人員及僱員酬金 (續)

#### 僱員酬金 (續)

上述各非董事最高薪人士酬金介乎以下範圍：

		Nine months ended 31 December 2018	Year ended 31 March 2018
		No. of employees	No. of employees
		二零一八年十二月三十一日止九個月僱員人數	二零一八年三月三十一日止年度僱員人數
Nil to HK\$1,000,000	零至1,000,000港元	1	1
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	-	1

### 14. 股息

於截至二零一八年十二月三十一日止九個月並無派付或建議派付股息予本公司普通股股東，亦無於報告期間結算日後建議派付任何股息（截至二零一八年三月三十一日止年度：無）。

### 15. 每股（虧損）盈利

本公司擁有人應佔每股基本及攤薄（虧損）盈利乃根據以下數據計算：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 15. (LOSS) EARNINGS PER SHARE (continued)

Earnings figures are calculated as follows:

### 15. 每股(虧損)盈利(續)

	Nine months ended 31 December 2018 HK\$'000 截至二零一八年 十二月三十一日 止九個月 千港元	Year ended 31 March 2018 HK\$'000 截至二零一八年 三月三十一日 止年度 千港元
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(Loss) profit for the period/year attributable to owners of the Company	本公司擁有人應佔本期間/年度 (虧損)溢利	(80,964)	156,326
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#### Number of shares

#### 股份數目

	Nine months ended 31 December 2018 '000 截至二零一八年 十二月三十一日 止九個月 千股	Year ended 31 March 2018 '000 截至二零一八年 三月三十一日 止年度 千股
--	---	--

Weighted average number of ordinary shares for the purpose of basic (loss) earnings per share	用於計算每股基本(虧損)盈利之普通 股加權平均數	4,458,901	4,348,418
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Effect of dilutive potential ordinary shares:	有關潛在普通股之攤薄影響:		
Share options	購股權	-	3,667
Unlisted warrants	非上市認股權證	-	49,410

Weighted average number of ordinary shares for the purpose of diluted (loss) earnings per share	用於計算每股攤薄(虧損)盈利之普通 股加權平均數	4,458,901	4,401,495
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#### Share options

For the nine months ended 31 December 2018, the computation of diluted loss per share does not assume the exercise of the share options because the assumed exercise will result in decrease in loss per share.

#### 購股權

截至二零一八年十二月三十一日止九個月，計算每股攤薄虧損並未假設行使購股權，因假設行使將導致每股虧損減少。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 16. PROPERTY, PLANT AND EQUIPMENT

### 16. 物業、廠房及設備

		Buildings HK\$'000	Leasehold improvements HK\$'000	Furnitures, office equipment and motor vehicles HK\$'000	Total HK\$'000
		樓宇 千港元	租賃 物業裝修 千港元	傢俬、 辦公室設備 及汽車 千港元	總計 千港元
COST	成本				
At 1 April 2017	於二零一七年四月一日	4,904	2,938	10,211	18,053
Exchange adjustments	匯兌調整	529	88	529	1,146
Additions	添置	-	-	684	684
Disposals	出售	-	-	(293)	(293)
At 31 March 2018	於二零一八年三月三十一日	5,433	3,026	11,131	19,590
Exchange adjustments	匯兌調整	(481)	(80)	(278)	(839)
Additions	添置	-	4,471	1,116	5,587
At 31 December 2018	於二零一八年十二月三十一日	4,952	7,417	11,969	24,338
ACCUMULATED DEPRECIATION	累計折舊				
At 1 April 2017	於二零一七年四月一日	2,045	2,393	7,245	11,683
Exchange adjustments	匯兌調整	280	73	287	640
Provided for the year	本年度撥備	994	342	841	2,177
Eliminated on disposals	出售時抵銷	-	-	(237)	(237)
At 31 March 2018	於二零一八年三月三十一日	3,319	2,808	8,136	14,263
Exchange adjustments	匯兌調整	(322)	(72)	(296)	(690)
Provided for the period	本期間撥備	988	114	873	1,975
At 31 December 2018	於二零一八年十二月三十一日	3,985	2,850	8,713	15,548
CARRYING VALUES	賬面值				
At 31 December 2018	於二零一八年十二月三十一日	967	4,567	3,256	8,790
At 31 March 2018	於二零一八年三月三十一日	2,114	218	2,995	5,327

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 16. PROPERTY, PLANT AND EQUIPMENT (continued)

The above items of property, plant and equipment are depreciated on a straight-line basis over the following estimated useful lives:

Buildings	20%
Leasehold improvements	20%
Furnitures, office equipment and motor vehicles	10% – 20%

### 16. 物業、廠房及設備 (續)

上述物業、廠房及設備項目按直線基準根據以下估計可使用年期折舊：

樓宇	20%
租賃物業裝修	20%
傢俬、辦公室設備及汽車	10% - 20%

### 17. INVESTMENT PROPERTIES

### 17. 投資物業

**Completed investment properties**  
HK\$'000  
已落成投資物業  
千港元

FAIR VALUE	公平值	
At 1 April 2017	於二零一七年四月一日	3,551,719
Exchange adjustments	匯兌調整	384,182
Additions	添置	12
Increase in fair value recognised in profit or loss	於損益內確認之公平值增加	2,796
Transfers from inventory of properties	物業存貨	14,289
At 31 March 2018	於二零一八年三月三十一日	3,952,998
Exchange adjustments	匯兌調整	(350,184)
Decrease in fair value recognised in profit or loss	於損益內確認之公平值減少	(1,055)
<b>At 31 December 2018</b>	<b>於二零一八年十二月三十一日</b>	<b>3,601,759</b>

All of the Group's property interests held under operating leases to earn rentals are classified and accounted for as investment properties and are measured using the fair value model.

本集團按經營租賃持有以賺取租金的所有物業權益，乃分類及以投資物業入賬，並以公平值模式計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 17. INVESTMENT PROPERTIES (continued)

As at 31 December 2018, the fair value of the Group's completed investment properties of HK\$3,601,759,000 (31 March 2018: HK\$3,952,998,000) was arrived at on the basis of a valuation carried out by Asset Appraisal Limited, an independent professional qualified valuer not connected with the Group, which has appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations.

The valuations of completed investment properties as at 31 December 2018 and 31 March 2018 and at the date of transfer from inventory of properties are determined based on direct capitalisation approach (level 3).

In determining the fair value of the relevant properties, the board of directors of the Company has set up a valuation committee, which is headed up by the Chairman of the Company, to determine the appropriate valuation techniques and inputs for fair value measurements.

The direct capitalisation approach was based on the net rental income that can be generated from the property under the leases to be executed for the property with due allowance on the reversionary interest upon expiry of the leases as assessed by the comparison method on vacant possession basis. Discount rate at an opportunity cost of capital is considered in arriving the present value of rental income.

In estimating the fair value of the properties, highest and best use of the properties is their current use.

The Group has pledged its investment properties with carrying amount of HK\$3,569,200,000 at 31 December 2018 (31 March 2018: HK\$3,952,998,000) to secure the banking facilities granted to the Group.

The following table gives information about how the fair values of these investment properties as at 31 December 2018 and 31 March 2018 are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

### 17. 投資物業 (續)

於二零一八年十二月三十一日，本集團已竣工投資物業的公平值為3,601,759,000港元（二零一八年三月三十一日：3,952,998,000港元），乃按中誠達資產評估顧問有限公司進行的估值而釐定。中誠達資產評估顧問有限公司為一家與本集團並無關連的獨立合資格專業估值師，擁有適當資格，且近期有評估相關地區類似物業估值的經驗。

於二零一八年十二月三十一日及二零一八年三月三十一日，已竣工投資物業之估值及轉撥自物業存貨之日期乃根據直接資本化法（級別三）釐定。

為釐定相關物業之公平值，本公司董事會設立估值委員會，並由本公司主席領導，以釐定公平值計量之適當估值技術及參數。

直接撥充資本法以該物業根據物業所簽立租賃可產生之租金收入淨額為基礎，並已充分考慮租賃到期時之復歸權益，有關權益乃採用比較法按空置基準評估得出。計算租金收入之現值時，會考慮貼現率之資本機會成本。

於估計該等物業之公平值時，該等物業之最高及最佳用途為其當前用途。

於二零一八年十二月三十一日，本集團已抵押其賬面淨值為3,569,200,000港元（二零一八年三月三十一日：3,952,998,000港元）之投資物業，以為向本集團授出之銀行信貸提供抵押。

下表詳列於二零一八年十二月三十一日及二零一八年三月三十一日該等投資物業之公平值釐定方式（特別是當中使用之估值技術及輸入數據），以及根據計量公平值時其輸入數據的可觀察程度而劃分的公平值分類等級（級別一至三）之資料。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 17. INVESTMENT PROPERTIES (continued)

Below is the valuation technique used and the key unobservable inputs to valuation of the investment properties categorised within Level 3 of the fair value hierarchy:

	Valuation technique 估值技術	Significant unobservable inputs 重大不可觀察輸入數據	Range 範圍	Relationship of unobservable inputs to fair value 不可觀察輸入數據與公平值的關係
Furniture shopping mall, Fuzhou, the PRC 中國福州之傢私購物商場	Direct capitalisation approach 直接資本化法	Discount rate 貼現率	6.1% (31 March 2018: 6.0%) 6.1%(二零一八年三月三十一日: 6.0%)	The higher the discount rate, the lower the fair value 貼現率越高, 公平值越低
		Rental value (per square metre and per month) 租金價值(每平方米及每月)	RMB150 to RMB430 (31 March 2018: RMB150 to RMB430) 人民幣150元至人民幣430元 (二零一八年三月三十一日: 人民幣150元至人民幣430元)	The higher the rental value, the higher the fair value 租金價值越高, 公平值越高
Kindergarden, Xian, the PRC 中國西安之幼兒園	Direct capitalisation approach 直接資本化法	Discount rate 貼現率	8.4% (31 March 2018: 8.2%) 8.4% (二零一八年三月三十一日: 8.2%)	The higher the discount rate, the lower the fair value 貼現率越高, 公平值越低
		Rental value (per square metre and per month) 租金價值(每平方米及每月)	RMB72 to RMB91 (31 March 2018: RMB72 to RMB91) 人民幣72元至人民幣91元 (二零一八年三月三十一日: 人民幣72元至人民幣91元)	The higher the rental value, the higher the fair value 租金價值越高, 公平值越高

### 17. 投資物業 (續)

分類至公平值等級第三級之投資物業估值所用估值技術及主要輸入數據如下:

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 18. PROPERTIES UNDER DEVELOPMENT/ PREPAID LEASE PAYMENTS

The properties under development were located in the PRC.

On completion, properties under development will be transferred at the carrying value to property, plant and equipment.

As at 31 December 2018, HK\$162,146,000 (31 March 2018: HK\$177,907,000) of prepaid lease payments for land use rights located in the PRC was recognised under non-current assets.

As at 31 December 2018, the Group has pledged its properties under development and prepaid lease payments in aggregate amounted of HK\$358,080,000 (31 March 2018: HK\$358,190,000) to secure the banking facilities granted to the Group.

### 19. INTERESTS IN AN ASSOCIATE

Cost of investment in an associate 於聯營公司之投資成本  
Share of post-acquisition loss and other comprehensive expense 應佔收購後虧損及其他全面開支

At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
292,659	-
(740)	-
<b>291,919</b>	-

On 9 August 2018, Fujian Sinco Industrial Company Limited ("Fujian Sinco") and Grand International Development Limited ("Grant International"), both being wholly-owned subsidiaries of the Company, entered into an agreement (the "Major Transaction Agreement") with Xi'an Chongfeng Real Estate Company Limited ("Chongfeng Real Estate"), an independent third party of the Group, to acquire total of 37% equity interest of Xi'an Zhichengda Real Estate Company Limited ("Zhichengda"), a company established in the PRC with limited liability, at a consideration total of approximately HK\$292,659,000.

### 18. 發展中物業／預付租賃款項

發展中物業位於中國。

於竣工時，發展中物業將轉撥至物業、廠房及設備之賬面值。

於二零一八年十二月三十一日，162,146,000港元（二零一八年三月三十一日：177,907,000港元）之位於中國之土地使用權之預付租賃款項已於非流動資產項下確認。

於二零一八年十二月三十一日，本集團已抵押其總金額為358,080,000港元（二零一八年三月三十一日：358,190,000港元）之發展中物業及預付租賃款項，以為向本集團授出之銀行信貸提供抵押。

### 19. 於一間聯營公司之權益

於二零一八年八月九日，福建先科實業有限公司（「福建先科」）及廣大國際發展有限公司（「廣大國際」）（均為本公司之全資附屬公司）與西安崇豐置業有限公司（「崇豐置業」）（本集團之獨立第三方）訂立協議（「主要交易協議」），以收購西安智晟達置業有限公司（「智晟達」，於中國成立之有限公司）之37%股權，總代價為約292,659,000港元。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 19. INTERESTS IN AN ASSOCIATE (continued)

The consideration comprise of:

- (i) Cash consideration of RMB6,200,000 (equivalent to HK\$7,059,000) and US\$30,000,000 (equivalent to HK\$228,783,000); and
- (ii) Shareholder's loan of RMB360,900,000\* ("Shareholder's loan") (equivalent to HK\$410,902,000); and
- (iii) Provisional consideration (being capital occupation interest\*\*) of RMB50,382,000 (recognised as other payable) (equivalent to HK\$56,817,000).

Major assets of Zhichengda is a piece of land (the "Land") situated in Xi'an province, the PRC. On the date of acquisition, Zhichengda has not commenced operation and it is not constitute a business in accordance with HKFRS 3 "Business Combinations". Accordingly, the acquisition has been accounted for acquisition of assets. The acquisition was completed on 30 September 2018.

\* As at the date of these consolidated financial statements authorised for issuance, the shareholder's loan has not yet been provided and the relevant terms are still under negotiation.

\*\* According to the Major Transaction Agreement, Fujian Sinco and Grand International agreed to pay Chongfeng Real Estate a capital occupation interest on 50% of the land premium (being RMB568,100,000, equivalent to HK\$646,782,000) calculated at interest rate of 13% per annum for the period from the date of payment of the loan provided by Chongfeng Real Estate to Zhichengda for acquisition of the Land to the release of the shareholder's loan as above (ii).

### 19. 於一間聯營公司之權益 (續)

代價包括：

- (i) 現金代價人民幣6,200,000元(相當於7,059,000港元及30,000,000美元(相當於228,783,000港元))；及
- (ii) 股東貸款人民幣360,900,000元(「股東貸款」)\*(相當於410,902,000港元)；及
- (iii) 臨時代價(即資金佔用利息\*\*)人民幣50,382,000元(確認為其他應付款項)(相當於56,817,000港元)。

智晟達之主要資產為位於中國西安市之一幅土地(「土地」)。於收購日期，智晟達並無開始營運及根據香港財務報告準則第3號「業務合併」不構成一項業務。因此，收購已按收購資產入賬。收購已於二零一八年九月三十日完成。

\* 於該等綜合財務表獲授權刊發日期，股東貸款尚未提供及相關條款仍在磋商當中。

\*\* 根據主要交易協議，福建先科及廣大國際同意就地價之50%(即人民幣568,100,000元，相當於646,782,000港元)向崇豐置業支付資金佔用利息，自崇豐置業向智晟達就收購土地提供貸款支付日期至解除股東貸款止期間按年利率13%計算(按上文(ii)所述)。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 19. INTERESTS IN AN ASSOCIATE (continued)

Details of the Group's associate at the end of the reporting period is as follow:

Name of entity	Place of establishment/ operation	Proportion of ownership interest held by the Group 本集團持有之所有權比例		Proportion of voting rights held by the Group 本集團持有之投票權比例		Principal activity
		31 December 2018 二零一八年十二月三十一日	31 March 2018 二零一八年三月三十一日	31 December 2018 二零一八年十二月三十一日	31 March 2018 二零一八年三月三十一日	
Zhichengda 智晟達	The PRC 中國	37%	-	37%	-	Property development 物業發展

#### Summarised financial information of material associate

Summarised financial information in respect of Zhichengda is set out below. The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with HKFRSs.

The associate is accounted for using the equity method in these consolidated financial statements.

### 19. 於一間聯營公司之權益 (續)

於報告期末本集團聯營公司之詳情如下所示：

#### 重大聯營公司財務資料概要

有關智晟達之財務資料概要載列於下文。以下財務資料概要乃為根據香港財務報告準則編製之聯營公司財務報表中所示金額。

聯營公司於該等綜合財務報表中使用權益法入賬。

At  
31 December  
2018  
HK\$'000  
於二零一八年  
十二月三十一日  
千港元

Current assets	流動資產	2,583,110
Non-current assets	非流動資產	166,782
Current liabilities	流動負債	(1,368,902)
Non-current liabilities	非流動負債	(592,020)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 19. INTERESTS IN AN ASSOCIATE (continued)

#### Summarised financial information of material associate (continued)

### 19. 於一間聯營公司之權益 (續)

#### 重大聯營公司財務資料概要 (續)

		Nine months ended 31 December 2018 HK\$'000 二零一八年 十二月三十一日 止九個月 千港元
Revenue	收益	-
Loss and total comprehensive expense for the period	本期間虧損及全面開支總額	2,000

Reconciliation of the above summarised financial information to the carrying amount of the interests in an associate recognised in the consolidated financial statements:

上述財務資料概要與於綜合財務報表確認之於聯營公司權益之賬面值的對賬：

		At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元
Net assets of Zhishengda	智晟達之資產淨值	788,970
Proportion of the Group's ownership interest in Zhishengda	本集團佔智晟達之所有權權益比例	37%
Carrying amount of the Group's interest in Zhishengda	本集團於智晟達權益之賬面值	291,919

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 20. DEFERRED TAX

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

### 20. 遞延稅項

為於綜合財務狀況表呈列，若干遞延稅項資產及負債已抵銷。就財務呈報目的遞延稅項結餘之分析如下：

		At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
Deferred tax assets	遞延稅項資產	13,096	14,396
Deferred tax liabilities	遞延稅項負債	(711,136)	(757,337)
		<b>(698,040)</b>	<b>(742,941)</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 20. DEFERRED TAX (continued)

The deferred tax liabilities (assets) recognised by the Group and movements thereon during the period/year are as follows:

### 20. 遞延稅項 (續)

於期/年內本集團確認之遞延稅項負債(資產)及其變動如下:

		Change in fair value of investment properties HK\$'000	Tax losses HK\$'000	Accumulated tax depreciation HK\$'000	Temporary differences of provision of LAT HK\$'000	Temporary differences on contract costs HK\$'000	Temporary difference on contract liabilities HK\$'000	Provision of impairment HK\$'000	Total HK\$'000
		投資物業 公平值變動 千港元	稅項虧損 千港元	累計稅項 折舊 千港元	計提土地 增值稅之 暫時差額 千港元	合約成本之 暫時差額 千港元	合約負債之 暫時差額 千港元	減值撥備 千港元	總計 千港元
At 1 April 2017	於二零一七年四月一日	627,661	(30,450)	68,516	-	-	-	-	665,727
Charge (credit) to profit or loss for the year (note 12)	扣除自(計入)年內 損益(附註12)	699	6,119	12,957	(11,781)	-	-	(2,903)	5,091
Exchange adjustments	匯兌調整	67,755	(2,921)	8,161	(700)	-	-	(172)	72,123
At 31 March 2018	於二零一八年 三月三十一日	696,115	(27,252)	89,634	(12,481)	-	-	(3,075)	742,941
Adjustments (note 3)	調整(附註3)	-	-	-	-	3,439	(363)	-	3,076
At 1 April 2018 (restated)	於二零一八年四月一日 (經重列)	696,115	(27,252)	89,634	(12,481)	3,439	(363)	(3,075)	746,017
(Credit) charge to profit or loss for the period (note 12)	扣除自(計入)期內損 益(附註12)	(264)	2,613	9,783	(1,488)	8,140	38	(177)	18,645
Exchange adjustments	匯兌調整	(61,664)	2,339	(8,218)	1,148	(536)	32	277	(66,622)
At 31 December 2018	於二零一八年 十二月三十一日	634,187	(22,300)	91,199	(12,821)	11,043	(293)	(2,975)	698,040

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 20. DEFERRED TAX (continued)

As at 31 December 2018, the Group had unused tax losses of HK\$256,799,000 (31 March 2018: HK\$231,854,000) available to offset against future profits. A deferred tax asset has been recognised in respect of HK\$89,200,000 (31 March 2018: HK\$109,008,000) of such tax losses. No deferred tax asset has been recognised in respect of the remaining tax losses of HK\$167,599,000 (31 March 2018: HK\$122,846,000) due to the unpredictability of future profits streams.

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for the period/year in the consolidated financial statements in respect of temporary differences attributable to retained profits of the PRC subsidiaries amounting to HK\$107,275,000 (31 March 2018: HK\$89,992,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

### 21. INVENTORIES OF PROPERTIES

Completed properties for sale	已落成之待售物業
Properties under development for sale	待售發展中物業

### 20. 遞延稅項 (續)

於二零一八年十二月三十一日，本集團有未動用稅項虧損約256,799,000港元（二零一八年三月三十一日：231,854,000港元）可用作抵銷未來溢利。就該等稅項虧損中89,200,000港元（二零一八年三月三十一日：109,008,000港元）已確認遞延稅項資產。由於日後溢利來源難以確定，因此並無就餘下稅項虧損167,599,000港元（二零一八年三月三十一日：122,846,000港元）確認遞延稅項資產。

根據中國企業所得稅法，自二零零八年一月一日起，中國附屬公司須就其賺取之溢利所宣派之股息繳納預扣稅。綜合財務報表並未就中國附屬公司保留溢利引致之暫時差額107,275,000港元（二零一八年三月三十一日：89,992,000港元）計提期／年內遞延稅項撥備，原因是本集團能夠控制撥回暫時差額之時間，而暫時差額可能不會於可預見將來撥回。

### 21. 物業存貨

	At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
Completed properties for sale	86,604	80,310
Properties under development for sale	2,631,984	1,168,869
	<b>2,718,588</b>	<b>1,249,179</b>

All the inventories of properties are situated in the PRC.

所有物業存貨均位於中國。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 21. INVENTORIES OF PROPERTIES (continued)

Included in the amount are properties under development for sale of HK\$2,099,559,000 (31 March 2018: HK\$1,168,869,000) in relation to property development projects that are expected to be completed in more than twelve months from the end of the reporting periods.

At 31 December 2018, the Group's inventories of properties with carrying value of HK\$34,020,000 (at 31 March 2018: HK\$1,249,179,000) were pledged for certain banking facilities granted to the Group.

### 22. LOAN RECEIVABLES

As at 31 March 2018, the loan receivables are secured, interest bearing at fixed rate of 8% per annum and repayable according to the date specified in the respective loan agreement. The amount was fully settled during the nine months ended 31 December 2018.

The loan receivables represents the redeemable exchangeable bond ("Exchangeable Bond") reclassified from financial assets at FVTPL to loan receivables upon application of HKFRS 9. On 27 November 2018, the Group entered into New Loan Agreement (as detailed in note 24(a)) for settlement of the outstanding sum of the Exchangeable Bond. The loan receivables are secured by certain equity interests, interest bearing at fixed rate of 20% per annum and repayable for a term of 18 months from 27 November 2018 (detailed in note 24(a)). Accordingly, the amount of RMB110,000,000 (equivalent to HK\$125,235,000) it is classified as non-current asset.

No impairment loss was recognised as at 31 December 2018 and 31 March 2018.

Based on evaluation on expected loss rate and gross carrying amount, the directors of the Company is of the opinion that ECL in respect of the balance is considered immaterial since the value of secured equity interests is higher than the carrying amount of loan receivables. Therefore, there has not been a loss allowance provision.

Details of impairment assessment for the year ended 31 December 2018 are set out in note 33.

### 21. 物業存貨 (續)

金額中包括待售發展中物業 2,099,559,000 港元 (二零一八年三月三十一日: 1,168,869,000 港元) · 與預期將自報告期末起逾十二個月內竣工之物業發展項目有關。

於二零一八年十二月三十一日 · 本集團已抵押賬面值為 34,020,000 港元 (二零一八年三月三十一日: 1,249,179,000 港元) 之物業存貨 · 以為向本集團授出之若干銀行信貸提供抵押。

### 22. 應收貸款

於二零一八年三月三十一日 · 應收貸款為無抵押 · 按固定年利率 8% 計息且應根據各份貸款協議中訂明之日期償還。有關金額已於截至二零一八年十二月三十一日止九個月內悉數償付。

應收貸款指於應用香港財務報告準則第 9 號之後自按公平值計入損益之財務資產重新分類至應收貸款的可贖回可交換債券 (「可交換債券」)。於二零一八年十一月二十七日 · 本集團訂立新貸款協議 (詳述於附註 24(a)) 以償付可交換債券之未償還金額。應收貸款以若干股權作抵押 · 按固定年利率 20% 計息且應於自二零一八年十一月二十七日起十八個月期限內償還 (詳述於附註 24(a))。因此 · 金額人民幣 110,000,000 元 (相當於 125,235,000 港元) 已分類為非流動資產。

於二零一八年十二月三十一日及二零一八年三月三十一日 · 概無確認呆賬撥備。

根據對預期虧損率及賬面總額的評估 · 本公司董事認為 · 由於擔保股權價值高於應收貸款賬面值 · 有關結餘的預期信貸虧損並不重大。因此並無計提虧損撥備。

截至二零一八年十二月三十一日止年度減值評估之詳情載列於附註 33。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 23. TRADE RECEIVABLES, OTHER RECEIVABLES AND PREPAYMENTS

### 23. 應收賬款、其他應收款項及預付款項

		At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
Trade receivables	應收賬款	8,426	7,329
Other receivables	其他應收款項	18,358	12,221
Prepayment to suppliers (note a)	預付供應商款項(附註a)	130,675	394,633
Deposits for acquisition of land for property development (note b)	收購物業發展所需土地之按金(附註b)	42,226	621,712
Other refundable deposits	其他可退還按金	1,825	4,440
Other tax prepayment	其他稅項預付款項	74,650	39,969
Less: Allowance for impairment loss (note c)	減: 減值虧損撥備(附註c)	-	(375)
		<b>276,160</b>	<b>1,079,929</b>

Notes:

附註:

- (a) The amount mainly represents prepaid construction cost of approximately HK\$5,440,000 (31 March 2018: HK\$389,931,000) for the Group's properties under development for sale.
- (b) The deposits were made by the Group for the acquisition of land use rights in the PRC for the Group's property under development for sale.
- (c) Changes in the allowance for impairment loss (credit impaired) on other receivables are mainly due to:
- (a) 該款項主要指就本集團待售發展中物業的預付建設成本約5,440,000港元(二零一八年三月三十一日: 389,931,000港元)。
- (b) 該按金由本集團支付已為本集團之待售發展中物業收購中國之土地使用權。
- (c) 其他應收款項之減值撥備變動(出現信貸減值)主要由於:

		At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
At 1 April	於四月一日	375	338
Impairment losses reversed	已撥回減值虧損	(375)	-
Exchange adjustments	匯兌調整	-	37
		-	375

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 23. TRADE RECEIVABLES, OTHER RECEIVABLES AND PREPAYMENTS (continued)

Trade receivables mainly arise from rental income which is paid monthly in accordance with the terms of the related rental agreements, normally within 30 days from the date of agreement.

The following is an aged analysis of the Group's trade receivables at the end of each of the reporting period:

		At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
0 – 30 days	0至30日	2,395	818
31 – 90 days	31至90日	1,095	1,334
Over 90 days	90日以上	4,936	5,177
		<b>8,426</b>	<b>7,329</b>

Aging of trade receivables which are past due but not impaired:

		At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
31 – 90 days	31至90日	1,334
Over 90 days	90日以上	5,177
		<b>6,511</b>

### 23. 應收賬款、其他應收款項及預付款項 (續)

應收賬款主要來自通常根據相關買賣協議之條款自協議日期起計30日內每月支付的租金收入。

以下為本集團於各報告期末之應收賬款之賬齡分析：

應收賬款之賬齡已逾期但未減值：



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 23. TRADE RECEIVABLES, OTHER RECEIVABLES AND PREPAYMENTS (continued)

The above trade receivables which were all past due but not impaired as the trade receivables are generally fully recovered by the rental deposits from corresponding tenants.

The Group applies the simplified approach to providing for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. Based on evaluation on expected loss rate and gross carrying amount, the directors of the Company is of the opinion that the ECL in respect of these balances is considered immaterial and therefore there has not been a loss allowance provision.

### 24. FINANCIAL ASSETS AT FVTPL/ INVESTMENTS HELD FOR TRADING

### 23. 應收賬款、其他應收款項及預付款項 (續)

上述應收賬款均已逾期但未減值，乃因應收賬款一般可通過相應租戶之租賃按金悉數收回。

本集團按香港財務報告準則第9號的規定應用簡化法計提預期信貸虧損撥備，該規定允許就所有應收賬款使用全期預期信貸撥備。為計量預期信貸虧損，應收賬款按共同信貸風險特性及逾期日數進行分類。根據預期虧損率及總賬面值評估，本公司董事認為，該等結餘之預期信貸虧損並不重大，故並無計提虧損撥備。

### 24. 持作買賣投資／按公平值計入損益之財務資產

	At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
Financial assets mandatorily measured at FVTPL:	強制按公平值計入損益計量之財務資產：	
Unlisted bond securities (note a)	非上市債券型證券 (附註a)	-
Investments held for trading – Equities securities listed in Hong Kong (note b)	持作買賣投資 – 於香港上市之股本證券 (附註b)	133,857
	69,006	125,745

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## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 24. FINANCIAL ASSETS AT FVTPL/ INVESTMENTS HELD FOR TRADING (continued)

Notes:

- (a) On 19 February 2016, the Company as subscriber, Sundo Gas Limited (“Sundo Gas”) as issuer and Mr. Zhong Changming entered into a subscription agreement (“Subscription Agreement”), pursuant to whom the Company has conditionally agreed to subscribe for the exchangeable bonds (the “Exchangeable Bonds”) in the aggregate principal amount of HK\$133,300,000 with 20% interest rate per annum.

The subscription of Exchangeable Bonds was completed on 13 October 2016 (“the Issue Date”) and its maturity date was 29 October 2017.

The Exchangeable Bonds confer the right (“Exchange Right”) upon the Company thereof, exercisable in whole or in part upon the occurrence of an initial public offering (“IPO”) and listing of and permission to deal in the shares of UC Energy Technology Limited (“UC Energy”), which is a subsidiary of Sundo Gas, on the Stock Exchange, to exchange for in aggregate up to a maximum of 123,934 shares in UC Energy at the exchange price of approximately US\$138.764 per share in the capital of UC Energy, representing approximately 18.5% of the issued ordinary shares of UC Energy as at the subscription date.

Sundo Gas may request early redemption of the Exchangeable Bonds at any time prior to the maturity date at a price equal to the sum of (a) the outstanding principal amount with respect to the portion of the Exchangeable Bonds to be redeemed, (b) a fee of 1% on such outstanding principal amount, and (c) interest on such outstanding principal amount at the rate and period specified in the Subscription Agreement. Unless previously redeemed, exchanged or cancelled and subject to the occurrence of an IPO, Sundo Gas shall redeem the Exchangeable Bonds on the maturity date the whole of the principal amount of the Exchangeable Bonds at par, together with accrued interest calculated in accordance with conditions set out in the Subscription Agreement.

### 24. 持作買賣投資／按公平值計 入損益之財務資產 (續)

附註：

- (a) 於二零一六年二月十九日，本公司（作為認購人）、Sundo Gas Limited（「Sundo Gas」，作為發行人）及鐘長鳴先生訂立一份認購協議（「認購協議」），據此，本公司已有條件同意認購本金總額133,300,000港元年利率20%之可交換債券（「可交換債券」）。

認購可交換債券於二零一六年十月十三日（「發行日期」）完成，為二零一七年十月二十九日。

可交換債券賦予本公司權利（「交換權」），在 UC Energy（Sundo Gas 附屬公司）股份首次公開發售（「首次公開發售」）及可在聯交所上市及買賣後，可全部或部分交換合共最多 123,934 股 UC Energy Technology Limited（「UC Energy」）股份，交易價為 UC Energy 資本每股約 138.764 美元，相當於 UC Energy 於認購日期已發行普通股約 18.5%。

Sundo Gas 可於到期日前隨時要求提早贖回可交換債券，贖回按等於以下各項總和的價格發生：(a) 將贖回的可交換債券債券部分之未償還本金額，(b) 該未償還本金額的 1% 之費用，及 (c) 該未償還本金額按認購協議指定利率及期間計算的利息。除非已於早前贖回、交換或註銷，待發生首次公開發售後，Sundo Gas 須於到期日按面值贖回可交換債券之本金總額，連同根據認購協議所載條件計算的應計利息。

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## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 24. FINANCIAL ASSETS AT FVTPL/ INVESTMENTS HELD FOR TRADING (continued)

Notes: (continued)

(a) (continued)

The Exchangeable Bonds are secured and supported by the followings:

- (i) the share charge created in favour of the Company on 19 February 2016 by Sundo Gas in respect of 200,627 shares in UC Energy;
- (ii) the pledge of not less than 36.7% equity interests in Jiangsu Guosheng Hengtai Energy Development Co., Ltd. (江蘇國盛恒泰能源發展有限公司) given by Shannan Tianyuan Investment Centre (山南天源投資中心(有限合伙)) ("Shannan Tianyuan") in favour of Fujian Sinco Industrial Co., Ltd ("Fujian Sinco"), an indirect wholly-owned subsidiary of the Company;
- (iii) a personal guarantee given by Mr. Zhong Changming, the substantial shareholder and controlling party of Sundo Gas and Shanna Tianyuan in favour of the Company (collectively referred to "Exchangeable Bonds Securities").

Further details of the subscription of the Exchangeable Bonds are set out in the Company's announcements dated 24 August 2015, 29 December 2015, 19 February 2016, 14 June 2016 and 13 October 2016.

During the year ended 31 March 2018, the Exchangeable Bonds had matured on 29 October 2017, and subject to the mutual agreement of the Company and the exchangeable bond issuer, the maturity date may be extended. As at 31 March 2018, the potential extension is under discussion between the Company and the issuer and no extension agreement has been reached.

After taking into account the latest progress in reaching settlement of the Exchangeable Bonds with the exchangeable bond issuer and the guarantor, and the Exchangeable Bonds Securities with supporting information in respect of the estimated value of certain of the Exchangeable Bonds Securities, the directors of the Company considered that there is no recoverability issue of the bond at year ended 31 March 2018.

### 24. 持作買賣投資／按公平值計 入損益之財務資產 (續)

附註：(續)

(a) (續)

可交換債券之擔保及支持如下：

- (i) Sundo Gas於二零一六年二月十九日就200,627股UC Energy股份創立的以本公司為受益人之股份質押；
- (ii) 山南天源投資中心(有限合伙) (「山南天源」)以福建先科實業有限公司 (「福建先科」, 本公司之間接全資附屬公司) 為受益人抵押江蘇國盛恒泰能源發展有限公司的不少於36.7% 股權；
- (iii) 鐘長鳴先生 (Sundo Gas及山南天源之主要股東及控股人士) 以本公司為受益人而作出的個人擔保 (統稱「可換股債券證券」)。

有關可交換債券之認購之進一步詳情載於本公司日期為二零一五年八月二十四日、二零一五年十二月二十九日、二零一六年二月十九日、二零一六年六月十四日及二零一六年十月十三日之公告。

截至二零一八年三月三十一日止年度，可交換債券已於二零一七年十月二十九日到期，待本集團與可交換債券發行人共同協定後，到期日可予延長。於二零一八年三月三十一日，本集團與發行人正在討論潛在延期，尚未達成延期協議。

經計及與可交換債券發行人及擔保人之間結算可交換債券的最新進展及可交換債券抵押品，以及若干可交換債券抵押品估計價值的支持資料，董事認為，截至二零一八年三月三十一日止年度債券不存在可收回性問題。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 24. FINANCIAL ASSETS AT FVTPL/ INVESTMENTS HELD FOR TRADING (continued)

Notes: (continued)

(a) (continued)

Upon application of HKFRS 9, the Exchangeable Bonds was reclassified from financial assets at FVTPL to loan receivable.

On 27 November 2018, the Company and Sundo Gas entered into arm's length negotiations on settlement of the said outstanding sum of the loan receivable and eventually a loan agreement (the "New Loan Agreement") was signed between Shannan Tianyuan and Shannan Shengyuan Investment Center (山南盛源投資中心(有限合伙)) ("Shannan Shengyuan"), collectively referred to "Joint Borrowers" and Fujian Sinco, a loan in principal amount of RMB110,000,000 (equivalent to HK\$125,235,000) with interest of 20% per annum with a maturity of 18 months. This amount is classified as loan receivable as at 31 December 2018. The difference between the loan receivable amounted to HK\$8,622,000 is recognised in the profit or loss during the period.

The New Loan Agreement is secured by the pledge of 98.12% equity interest of Jiangsu Guosheng, of which its equity interests of 86.34% and 11.78% were beneficially owned by Shannan Tianyuan and Shannan Shengyuan respectively.

In November 2018, pursuant to the supplementary agreement entered into between Fujian Sinco, the Joint Borrowers and Gujiao Guosheng Hengtai Coalbed Methane Exploitation Co., Ltd (古交市國盛恒泰煤層氣開發利用有限公司) ("Gujiao Guosheng"), a wholly-owned subsidiary of Jiangsu Guosheng, the New Loan Agreement was further secured by the pledge of 90% equity interests of Gujiao Guosheng.

Jiangsu Guosheng and Gujiao Guosheng are engaged in exploration and production of coalbed methane in PRC.

In addition, Mr. Zhong Changming agreed to grant an irrevocable joint liability guarantee in favour of Fujian Sinco for a term of two years commencing from the expiry date (i.e. 27 May 2020) of the New Loan Agreement.

### 24. 持作買賣投資／按公平值計 入損益之財務資產 (續)

附註：(續)

(a) (續)

於應用香港財務報告準則第9號後，可換股債券已自按公平值計入損益之金融資產重新分類至應收貸款。

於二零一八年十一月二十七日，本公司與Sundo Gas就償付上述應收貸款未償還款項進行公平磋商，並於山南天源及山南盛源投資中心(有限合伙) (「山南盛源」) (統稱為「共同借款方」與福建先科最終訂立貸款協議(「新貸款協議」)，本金額人民幣110,000,000元(相當於125,235,000港元)按年利率20%計息之借款，為期十八個月。鐘長鳴先生為Sundo Gas及山南天源之主要股東及控制方。該款項於二零一八年十二月三十一日分類為應收貸款。應收貸款之間的差額8,622,000港元期內於損益中確認。

新貸款協議以江蘇國盛(由山南天源及山南盛源分別實益擁有86.34%及11.78%股權分別)98.12%股權質押作抵押。

於二零一八年十一月，根據福建先科、共同借款方與古交市國盛恆煤層氣開採利用有限公司(「古交國盛」)(江蘇國盛之全資附屬公司)訂立之補充協議，新貸款協議以古交國盛90%股權質押作進一步擔保。

江蘇國盛及古交國盛於中國從事煤層氣勘探和生產。

此外，鐘長鳴先生同意授予一項以本公司為受益人之不可撤銷連帶責任保證，期限為自新借款協議屆滿日期(即二零二零年五月二十七日)起兩年。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 24. FINANCIAL ASSETS AT FVTPL/ INVESTMENTS HELD FOR TRADING (continued)

Notes: (continued)

- (b) As at 31 March 2018, the equity securities were classified as investments held for trading as they have been acquired principally for the purpose of selling in the near term. Changes in their fair values are recorded in profit or loss.

As at 31 December 2018, the equity securities were mandatorily measured as financial assets at FVTPL upon application of HKFRS 9.

### 25. RESTRICTED BANK DEPOSITS/BANK BALANCES AND CASH

#### Restricted bank deposits

Bank balances which, in accordance with the applicable government regulations prevailing in 2018, are placed in restricted bank accounts, amounting to HK\$575,000 (31 March 2018: HK\$630,000), which can only be applied in the designated property development projects.

#### Bank balances and cash

The bank balances carry interest at variable interest rates ranging from 0.13% to 0.35% (31 March 2018: 0.13% to 0.35%) per annum.

### 24. 持作買賣投資／按公平值計 入損益之財務資產 (續)

附註：(續)

- (b) 於二零一八年三月三十一日，該等股本證券分類為持作買賣投資，乃因為購入該等證券主要為於近期出售。其公平值變動已計入損益。

於二零一八年十二月三十一日，於應用香港財務報告準則第9號後，該等股本證券強制性計量為按公平值計入損益之財務資產。

### 25. 受限制銀行存款／銀行結餘 及現金

#### 受限制銀行存款

根據二零一八年現行適用政府條例，銀行結餘575,000港元（二零一八年三月三十一日：630,000港元）存置於受限制銀行賬戶，僅可以用於指定物業發展項目。

#### 銀行結餘及現金

銀行結餘按介乎每年0.13%至0.35%（二零一八年三月三十一日：0.13%至0.35%）之浮動利率計息。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 26. TRADE AND OTHER PAYABLES AND ACCRUALS

### 26. 應付賬款以及其他應付款項及應計費用

		At 31 December 2018 <i>HK\$'000</i> 於二零一八年 十二月三十一日 千港元	At 31 March 2018 <i>HK\$'000</i> 於二零一八年 三月三十一日 千港元
Trade payables (Note)	應付賬款 (附註)	285,128	159,307
Other payables and accruals	其他應付款項及應計費用	37,311	49,855
Provisional consideration payable (Note 19)	應付暫定代價 (附註19)	56,817	-
Deposits received from tenants	已收承租人按金	23,413	20,830
Accrued construction cost	應計建築成本	10,805	12,789
		<b>413,474</b>	<b>242,781</b>

Note: The following is an aging analysis of trade payables determined based on the invoice date:

附註：以下為基於發票日期釐定之應付賬款賬齡分析：

		At 31 December 2018 <i>HK\$'000</i> 於二零一八年 十二月三十一日 千港元	At 31 March 2018 <i>HK\$'000</i> 於二零一八年 三月三十一日 千港元
0 – 30 days	0至30日	75,333	69,708
31 – 90 days	31至90日	4,178	19,585
91 – 365 days	91至365日	29,227	2,465
Over 1 year	一年以上	176,390	67,549
		<b>285,128</b>	<b>159,307</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 27. CONTRACT COSTS AND CONTRACT LIABILITIES

### 27. 合約成本及合約負債

	At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
Incremental cost to obtain contracts (Note) 取得合約之增量成本(附註)	44,170	-

Note: Contract costs capitalised as at 31 December 2018 relate to the incremental sales commissions paid to property agents whose selling activities resulted in customers entering into sale and purchase agreements for the Group's properties which are still under construction at the reporting date. Contract costs are recognised as part of other expenses in the profit or loss in the period in which revenue from the related property sales is recognised. No capitalised costs has been recognised in profit or loss during the period. There was no impairment in relation to the opening balance of capitalised costs or the costs capitalised during the period.

As at 31 December 2018, the amount of HK\$39,183,000 included in contract costs is expected to be realised after twelve months from the end of the reporting period.

The contract liabilities of HK\$2,421,850,000 as at 31 December 2018 and HK\$1,356,682,000 as at 1 April 2018 represent the deposits received from pre-sale of properties. As at 31 December 2018, the amount of HK\$1,740,796,000 included in contract liabilities is expected to be recognised as revenue after twelve months from the end of the reporting period.

The Group receive payments from customers based on billing schedule as established in property sales contracts. Payments are usually received in advance of the performance under the contracts from sales of properties.

Included in revenue recognised for the nine months ended 31 December 2018, approximately HK\$30,746,000 was included in the contract liabilities at 1 April 2018.

附註：於二零一八年十二月三十一日，資本化合約成本與向物業代理支付的增量銷售佣金相關，有關物業代理的銷售活動使客戶就於報告日期在建中的本集團物業訂立買賣協議。合約成本於確認相關物業銷售收益期間於綜合損益表確認為其他開支的一部分。期內並無於損益內確認已資本化成本。資本化成本之期初結餘或年內已資本化成本並無減值。

於二零一八年十二月三十一日，計入合約成本之款項39,183,000港元預期將於各報告期末起計十二個月後變現。

於二零一八年十二月三十一日，合約負債2,421,850,000港元及於二零一八年四月一日1,356,682,000港元指自預售物業收取之按金。於二零一八年十二月三十一日，計入合約負債之金額1,740,796,000港元預期將自報告期末起計十二個月內確認為收益。

本集團根據物業銷售合約中確立的付費進度向客戶收取付款。根據物業銷售合約，付款通常於履約前收取。

截至二零一八年十二月三十一日止九個月確認之收入約30,746,000港元，計入於二零一八年四月一日之合約負債。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 27. CONTRACT COSTS AND CONTRACT LIABILITIES (continued)

In addition, the Group considers the advance payment schemes contain significant financing component and accordingly the amount of consideration is adjusted for the effects of the time value of money taking into consideration the credit characteristics of the relevant group entities. As this accrual increases the amount of the contract liability during the period of construction, it increases the amount of revenue recognised when control of the completed property is transferred to the customer.

### 27. 合約成本及合約負債 (續)

此外，本集團認為，預付款計劃包含重大融資成分，因此代價金額就貨幣的時間價值影響作出調整，並考慮相關集團實體之信貸特征。由於此應計開支增加建設期間的合約負債金額，故增加已竣工物業控制權轉移至客戶時確認的收入金額。

### 28. BANK BORROWINGS

### 28. 銀行借貸

		At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
Secured bank borrowings	有抵押銀行借貸	736,575	1,230,070
		At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
Carrying amount repayable	應償還賬面值		
Within one year	一年內	136,335	184,623
More than one year, but not exceeding two years	一年以上，但不超過兩年	82,154	243,205
More than two years, but not exceeding five years	兩年以上，但不超過五年	301,293	444,155
Over five years	五年以上	216,793	358,087
		736,575	1,230,070
Less: Amount due within one year shown under current liabilities	減：流動負債項下所示之一年內到期金額	(136,335)	(184,623)
Amounts shown under non-current liabilities	非流動負債項下所示金額	600,240	1,045,447



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 28. BANK BORROWINGS (continued)

All the Group's borrowings are denominated in RMB

	At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
Fixed rate borrowings 固定利率借貸	736,575	1,230,070

The range of effective interest rates of the borrowings at the end of each reporting period was as follows:

	At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
Fixed rate borrowings 固定利率借貸	5.70%至5.88%	5.70%至9.5%

At 31 December 2018 and 31 March 2018, the bank borrowings were guaranteed/secured by the followings:

- corporate guarantees provided by the Company for the bank borrowing with principal amount of approximately HK\$676,929,000 (31 March 2018: HK\$814,858,000);
- Fuzhou Gaojia, which is beneficially owned and controlled by Mr. Guo Jiadi, has provided guarantees to banks for the bank borrowings with principal amount of approximately HK\$59,646,000 (31 March 2018: HK\$415,212,000);
- Guo Shi Investment Co. Limited, which is ultimately owned as to approximately 95% by Mr. Guo Jiadi, has provided guarantees to banks for the bank borrowings with principal amount of approximately HK\$59,646,000 (31 March 2018: HK\$127,903,000);

### 28. 銀行借貸 (續)

本集團之所有借貸均以人民幣計值

	At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
Fixed rate borrowings 固定利率借貸	736,575	1,230,070

於各報告期末借貸之實際利率範圍如下：

	At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
Fixed rate borrowings 固定利率借貸	5.70%至5.88%	5.70%至9.5%

於二零一八年十二月三十一日及二零一八年三月三十一日，銀行借貸由以下各方擔保／抵押：

- 本公司就銀行借貸提供的本金額約為676,929,000港元（二零一八年三月三十一日：814,858,000港元）之公司擔保；
- 由郭加迪先生實益擁有及控制的福州高佳已就銀行借貸向銀行提供的本金額約為59,646,000港元（二零一八年三月三十一日：415,212,000港元）之擔保；
- 由郭加迪先生最終擁有約95%權益的郭氏投資有限公司已就銀行借貸向銀行提供的本金額約為59,646,000港元（二零一八年三月三十一日：127,903,000港元）之擔保；

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 28. BANK BORROWINGS (continued)

- (d) Mr. Guo Jiadi and Ms. Shen Bizhen, the spouse of Mr. Guo Jiadi, have provided guarantees to banks for the bank borrowings with principal amount of approximately HK\$736,575,000 (31 March 2018: HK\$1,230,070,000);
- (e) details of pledged assets as set in note 35.

### 28. 銀行借貸 (續)

- (d) 郭加迪先生及郭加迪先生之配偶沈碧珍女士已就銀行借貸向銀行提供的本金額約為736,575,000港元(二零一八年三月三十一日: 1,230,070,000港元)之擔保;
- (e) 附註35所載的已抵押資產詳情。

### 29. SHARE CAPITAL

### 29. 股本

	Number of shares 股份數目		Share capital 股本	
	At 31 December 2018 '000 於二零一八年 十二月三十一日 千股	At 31 March 2018 '000 於二零一八年 三月三十一日 千股	At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
<b>Authorised</b>				
Ordinary shares of HK\$0.01 each	200,000,000	200,000,000	2,000,000	2,000,000
Convertible preference shares	602,000	602,000	6,020	6,020
<b>Issued and fully paid</b>				
At beginning of period/year	4,458,901	3,346,401	44,589	33,464
Acquisition of entities under common control (note a)	-	800,000	-	8,000
Exercise of warrant subscription rights (note b)	-	312,500	-	3,125
At end of period/year	4,458,901	4,458,901	44,589	44,589

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 29. SHARE CAPITAL (continued)

#### Company incorporated outside Hong Kong

Notes:

- (a) In December 2016, Fujian Sinco, an indirectly wholly-owned subsidiary of the Company, and Fuzhou Gaojia Real Estate Development Co., Ltd. ("Fuzhou Gaojia"), the vendor which is beneficially owned and controlled by Mr. Guo Jiadi, entered into agreements pursuant to which Fujian Sinco conditionally agreed to acquire and Fuzhou Gaojia conditionally agreed to sell each of 95% of equity interests of Fujian Jingdu Land Co., Ltd. ("Fujian Jingdu") and Xian Sandi Real Estate Development Co., Ltd. ("Xian Sandi").

#### Fujian Jingdu

On 26 May 2017, the Group completed its acquisition of 95% of equity interests of Fujian Jingdu. The consideration for acquiring the Fujian Jingdu is RMB455,816,462, which comprises RMB196,000,000 (equivalent to HK\$219,600,000) for acquiring 95% of the equity interests of Fujian Jingdu ("Fujian Equity Consideration") and RMB259,816,462 (equivalent to HK\$291,100,000) for the entire amount of the loans owed by Fujian Jingdu to Fuzhou Gaojia as at 31 October 2016 ("Fujian Loan Consideration"). The Fujian Equity Consideration was settled through the Company allotting and issuing 800,000,000 new shares at the issue price of HK\$0.2745 each to United Century International Limited, a company incorporated in the BVI which is directly and owned by Mr. Guo Jiadi, on 26 May 2017. Part of the Fujian Loan Consideration was settled in cash by Fujian Sinco to Fuzhou Gaojia in January 2017 and the remaining portion of RMB109,816,462 (equivalent to HK\$137,183,000) was paid during the year ended 31 March 2018.

### 29. 股本 (續)

#### 於香港境外註冊成立之公司

附註:

- (a) 在二零一六年十二月，福建先科為本公司之間接全資附屬公司與福州高佳房地產開發有限公司（「福州高佳」，為賣方，由郭加迪先生擁有及控制）訂立協議，據此，福建先科有條件同意收購而福州高佳有條件同意出售福建京都置業有限公司（「福建京都」）及西安三迪房地產開發有限公司（「西安三迪」）各自的95%股權。

#### 福建京都

於二零一七年五月二十六日，本集團完成收購福建京都的95%股權。收購福建京都之代價為人民幣455,816,462元，其中包括用於收購福建京都95%股權的人民幣196,000,000元（相當於219,600,000港元）（「福建股權代價」）及於二零一六年十月三十一日福建京都結欠福州高佳總額人民幣259,816,462元（相當於291,100,000港元）的貸款（「福建貸款代價」）。福建股權代價透過本公司於二零一七年五月二十六日按發行價每股0.2745港元向United Century International Limited（一間於英屬處女群島註冊成立之公司，由郭加迪先生直接擁有）配發及發行800,000,000股新股份支付。部分福建貸款代價已於二零一七年一月由福建先科向福州高佳以現金償付及截至二零一八年三月三十一日止年度，餘下部分人民幣109,816,462元（相當於137,183,000港元）已支付。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 29. SHARE CAPITAL (continued)

#### Company incorporated outside Hong Kong (continued)

Notes: (continued)

##### Xian Sandi

On 16 June 2017, the Group completed its acquisition of 95% of equity interests of Xian Sandi. The consideration for acquiring the Xian Sandi is RMB202,437,651, which comprises RMB95,000,000 (equivalents to HK\$111,440,000) for acquiring 95% of the equity interests of Xian Sandi ("Xian Equity Consideration") and RMB107,437,651 (equivalents to HK\$120,300,000) for the entire amount of the loans owed by Xian Sandi to Fuzhou Gaojia as at 31 October 2016 ("Xian Loan Consideration"). The Xian Equity Consideration and part of the Xian Loan Consideration were settled by Fujian Sinco to Fuzhou Gaojia in January 2017 and the remaining portion of RMB57,437,651 (equivalent to HK\$71,751,000) was paid during the year ended 31 March 2018.

The directors of the Company have determined that the application of merger accounting to the acquisitions of Fujian Jingdu and Xian Sandi, being a business combination involving entities under common control, under Accounting Guideline 5 "Merger Accounting for Common Control Combinations" ("AG 5") issued by the HKICPA, will provide more relevant and useful information to financial statement users as it better reflects the economic substance of the transaction.

- (b) On 21 December 2017, the Company received written notice issued by the holder of warrant for a full exercise of the warrant to the extent of HK\$75,000,000 at exercise price of HK\$0.24 per share. On 22 December 2017, the Company issued 312,500,000 new ordinary shares with par value of HK\$0.01. Upon the full exercise of warrants, the balance of warrants reserve amounting to approximately HK\$9,261,000 was transferred to share premium. Approximately HK\$3,125,000 and HK\$81,136,000 were recognised in share capital and share premium respectively during the year ended 31 March 2018 upon the exercise of warrants.

### 29. 股本 (續)

#### 於香港境外註冊成立之公司 (續)

附註: (續)

##### 西安三迪

於二零一七年六月十六日，本公司完成收購西安三迪的95%股權。收購西安三迪之代價為人民幣202,437,651元，其中包括用於收購西安三迪95%股權的人民幣95,000,000元（相當於111,440,000港元）（「西安股權代價」）及於二零一六年十月三十一日西安三迪結欠福州高佳總額人民幣107,437,651元（相當於120,300,000港元）的貸款（「西安貸款代價」）。西安股權代價及部分西安貸款代價已於二零一七年一月由福建先科向福州高佳償付及截至二零一八年三月三十一日止年度，餘下部分人民幣57,437,651元（相當於71,751,000港元）已支付。

本公司董事確定，根據香港會計師公會頒佈的會計指引第5號「共同控制合併的合併會計法」（「會計指引第5號」）將合併會計法應用於收購福建京都及西安三迪（即涉及共同控制實體之企業合併），將為財務報表使用者提供更多相關及有用的資料，因其更能反映交易之經濟實質。

- (b) 於二零一七年十二月二十一日，本公司收到認股權證持有人發出的按行使價每股0.24港元悉數行使75,000,000港元認股權證的書面通知。於二零一七年十二月二十二日，本公司發行312,500,000股每股面值0.01港元之新普通股。悉數行使認股權證後，認股權證儲備餘額約9,261,000港元轉入股份溢價。行使認股權證後，約3,125,000港元及81,136,000港元分別計入截至二零一八年三月三十一日止年度的股本及股份溢價。

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## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 30. SHARE-BASED PAYMENT TRANSACTIONS

At the annual general meeting of the Company held on 16 September 2011, the shareholders of the Company approved the adoption of a share option scheme (the "Share Option Scheme").

The purpose of the Share Option Scheme is to provide the Company with a flexible and effective means of incentivising, rewarding, remunerating, compensating and/or providing benefits to the participants. The Share Option Scheme covers any employee (full time and part time) holding salaries, agents, contractors, consumers, suppliers and others providing similar services as the Board in its sole discretion considers eligible.

The exercise price, vesting period, the exercisable period and the number of shares subject to each option will be determined by the Board at the time of grant.

The maximum number of unexercised share options currently permitted to be granted under the Share Option Scheme is an amount equivalent, upon their exercise, to 30% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Share Option Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors of the Company. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

### 30. 以股份為基準之交易

於二零一一年九月十六日舉行之本公司股東週年大會上，本公司股東批准採納一項購股權計劃（「購股權計劃」）。

購股權計劃旨在為本公司帶來靈活彈性及提供有效方法向參與者提供嘉許、獎勵、酬金、補償及／或福利。購股權計劃涵蓋董事會全權酌情認為合資格之任何全職及兼職受薪僱員、代理、承辦商、消費者、供應商及其他提供相類服務之各方。

董事會將於授出購股權時釐定每份購股權之行使價、歸屬期、行使期及所涉及股份數目。

現時獲准按購股權計劃授出尚未行使購股權之數目上限，相等於該等購股權獲行使時本公司於任何時間已發行股份之30%。於任何十二個月期間內根據購股權可向購股權計劃各合資格參與者發行之股數上限，以本公司於任何時間已發行股份之1%為限。如進一步授出之購股權超逾此限額，須在股東大會上取得股東批准。

向本公司董事或主要股東或彼等任何聯繫人士授出購股權前，須事先取得本公司獨立非執行董事批准。此外，如於任何十二個月期間內向本公司主要股東或獨立非執行董事或彼等任何聯繫人士授出之任何購股權所涉及股份超出本公司於任何時間已發行股份之0.1%而總值（按本公司股份於授出日期之價格計算）超出5,000,000港元，須事先在股東大會上取得股東批准。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 30. SHARE-BASED PAYMENT TRANSACTIONS (continued)

The offer of a grant of share options may be accepted within the date specified in the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors of the Company, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of the grant of the share options or the expiry date of the share option scheme, if earlier.

On 22 February 2016, a total of 46,000,000 shares options ("Batch 1 Options") were granted to the directors, employees and others providing similar services of the Group at a cash consideration of HK\$1 per grantee which entitle the grantees to subscribe for new ordinary shares of the Company at an exercise price of HK\$0.285 per share. It shall be exercisable during the period from the date of grant, first, second and third anniversary of the date of grant respectively in the following manner:

- (a) 25% of the option will be exercisable during the period from the date of grant;
- (b) 25% of the option will be exercisable during the period from the first anniversary of the date of grant;
- (c) 25% of the option will be exercisable during the period from the second anniversary of the date of grant;
- (d) 25% of the option will be exercisable during the period from the third anniversary of the date of grant.

### 30. 以股份為基準之交易 (續)

授出購股權之建議於建議訂明之期間內可供接納，承授人於接納時須支付合共1港元之象徵式代價。所授出購股權之行使期由本公司董事釐定，並於若干歸屬期結束後開始，而結束日期不會遲於購股權授出日期起計十年或購股權計劃之屆滿日（以較早者為準）。

於二零一六年二月二十二日，合共46,000,000份購股權（第一批購股權）已授予本集團之董事、僱員及提供相類服務的其他人士，每名承授人須支付現金代價1港元。承授人可憑購股權按每股0.285港元之行使價認購本公司新普通股。其可分別於授出日期、授出日期一週年、兩週年及三週年起期間內按以下方式行使：

- (a) 於授出日期起期間內將可行使25%購股權；
- (b) 於授出日期一週年起期間內將可行使25%購股權；
- (c) 於授出日期兩週年起期間內將可行使25%購股權；
- (d) 於授出日期三週年起期間內將可行使25%購股權。

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## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 30. SHARE-BASED PAYMENT TRANSACTIONS (continued)

On 24 April 2018, a total of 59,700,000 shares options ("Batch 2 Options") were granted to the directors, employees and others providing similar services of the Group at a cash consideration of HK\$1 per grantee which entitle the grantees to subscribe for new ordinary shares of the Company at an exercise price of HK\$0.420 per share. It shall be exercisable during the period from the date of grant, first and second anniversary of the date of grant respectively in the following manner:

- (a) 40% of the option will be exercisable during the period from the date of grant;
- (b) 30% of the option will be exercisable during the period from the first anniversary of the date of grant;
- (c) 30% of the option will be exercisable during the period from the second anniversary of the date of grant.

Details of specific categories of options are as follows:

	Date of grant 授出日期	Vesting period 歸屬期間	Exercise period 行使期間	Exercise Price 行使價
Options granted to an ex-director, directors, employees and others providing similar services 授予一名前董事、董事、僱員及提供類似服務之其他人士之購股權	22 February 2016 二零一六年二月二十二日	Immediately to 3 years from the date of grant 即時至自授出日期起計三年	22 February 2016 to 21 February 2022 二零一六年二月二十二日至二零二二年二月二十一日	HK\$0.285 0.285港元
Options granted to directors, employees and others providing similar services 授予董事、僱員及提供類似服務之其他人士之購股權	24 April 2018 二零一八年四月二十四日	Immediately to 2 years from the date of grant 即時至自授出日期起計兩年	24 April 2018 to 23 April 2024 二零一八年四月二十四日至二零二四年四月二十三日	HK\$0.420 0.420港元

### 30. 以股份為基準之交易 (續)

於二零一八年四月二十四日，合共59,700,000份購股權（第二批購股權）已授予本集團之董事、顧問及僱員，每名承授人須支付現金代價1港元。承授人可憑購股權按每股0.420港元之行使價認購本公司新普通股。其可分別於授出日期、授出日期一週年及兩週年起期間內按以下方式行使：

- (a) 於授出日期起期間內將可行使40%購股權；
- (b) 於授出日期一週年起期間內將可行使30%購股權；
- (c) 於授出日期兩週年起期間內將可行使30%購股權；

購股權具體類別之詳情如下：

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## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 30. SHARE-BASED PAYMENT TRANSACTIONS (continued)

The following table discloses movements of the Company's share options held by ex-director, directors, employees and others providing similar services during the nine months ended 31 December 2018.

### 30. 以股份為基準之交易 (續)

下表披露截至二零一八年十二月三十一日止九個月期間內前董事、董事、僱員及供類似服務之其他人士持有之本公司購股權之變動。

Option type		Outstanding of 1 April 2018 於二零一八年四月一日 尚未行使	Granted during the period 期內授出	Forfeited during the period 期內沒收	Outstanding of 31 December 2018 於二零一八年十二月三十一日 尚未行使
<b>購股權類型</b>					
<b>Batch 1 Options:</b>	<b>第一批購股權：</b>				
An ex-director	一名前董事	2,500,000	-	-	2,500,000
Directors	董事	5,400,000	-	-	5,400,000
Employees and others providing similar services	僱員及提供類似服務之其他人士	23,100,000	-	-	23,100,000
<b>Batch 2 Options:</b>	<b>第二批購股權：</b>				
Directors	董事	-	15,200,000	-	15,200,000
Employees and others providing similar services	僱員及提供類似服務之其他人士	-	44,500,000	-	44,500,000
<b>Total</b>	<b>總計</b>	<b>31,000,000</b>	<b>59,700,000</b>	<b>-</b>	<b>90,700,000</b>
Exercisable at the end of the period	期末可行使				90,700,000
Weighted average exercise price	加權平均行使價				HK\$0.352 港元



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 30. SHARE-BASED PAYMENT TRANSACTIONS (continued)

The following table discloses movements of the Company's share options held by ex-director, directors, employees and others providing similar services during the year ended 31 March 2018.

### 30. 以股份為基準之交易 (續)

下表披露截至二零一八年三月三十一日止年度內前董事、董事、僱員及供類似服務之其他人士持有之本公司購股權之變動。

Option type		Outstanding of 1 April 2017 於二零一七年四月一日 尚未行使	Granted during the period 期內授出	Forfeited during the period 期內沒收	Outstanding of 31 March 2018 於二零一八年三月三十一日 尚未行使
購股權類型					
<b>Batch 1 Options:</b>	<b>第一批購股權:</b>				
An ex-director	前董事	2,500,000	-	-	2,500,000
Directors	董事	5,400,000	-	-	5,400,000
Employees and others providing similar services	僱員及提供類似服務之其他人士	23,100,000	-	-	23,100,000
Total	總計	31,000,000	-	-	31,000,000
Exercisable at the end of the period	期末可行使				31,000,000
Weighted average exercise price	加權平均行使價				HK\$0.285港元

During the nine months ended 31 December 2018, 59,700,000 options were granted on 24 April 2018. The estimated fair values of the option granted on this date is HK\$0.209.

於截至二零一八年十二月三十一日止九個月，59,700,000份購股權已於二零一八年四月二十四日授出。於該日已授出購股權之估計公平值為0.209港元。

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## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 30. SHARE-BASED PAYMENT TRANSACTIONS (continued)

These fair values were calculated using Binomial model. The inputs into the model were as follows:

	24 April 2018 二零一八年 四月二十四日	22 February 2016 二零一六年 二月二十二日
Weighted average share price 加權平均行使價	HK\$0.420 0.420港元	HK\$0.285 0.285港元
Exercise price 行使價	HK\$0.420 0.420港元	HK\$0.285 0.285港元
Expected volatility 預期波幅	61.23%	63.39%
Risk-free rate 無風險利率	2.05%	1.17%
Early exercise multiple 提早行使倍數	220% – 280%	220%
Dividend yield 股息率	0%	0%
Vesting period 歸屬期	1 to 3 years 1至3年	1 to 4 years 1至4年

Expected volatility was determined by using the historical volatility of the Company's share price over the previous 6 years. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioral considerations.

The Group recognised the total expense of HK\$8,543,000 for the nine months ended 31 December 2018 (year ended 31 March 2018: HK\$760,000), in relation to the options granted by the Company.

For the past ten years before the valuation date, no dividend has been declared and paid to the shareholders of the Company. Dividend yield is assumed to be zero in the Binomial model.

### 30. 以股份為基準之交易 (續)

該等公平值使用二項式模型計算。下表列示模型的輸入數據：

預期波幅使用過去六年本公司股價之歷史波幅釐定。該模式所用之預計年期已根據管理層之最佳估計，就不可轉讓、行使限制及行為因素所造成之影響予以調整。

於截至二零一八年十二月三十一日止九個月，本集團就本公司授出購股權確認總開支8,543,000港元（截至二零一八年三月三十一日止年度：760,000港元）。

估值日期前過去十年，概無宣佈及派付股息予本公司股東。二項式模型假設股息收益率為零。

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## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 31. BONDS PAYABLE

On 24 July 2015, the Company issued 7% coupon bonds of principal amount of HK\$11,000,000 (the "Bonds") to certain independent third parties. The proceeds received by the Company were HK\$11,000,000, with total issued cost amounted to approximately HK\$1,700,000. The Bonds are denominated in HK\$ and issued at par. Interest is payable semi-annually and the principal will be repaid when the Bonds fall due on 23 July 2019. The effective interest rate of the Bonds is 12.08%. During the period ended 31 December 2018, interest expense for the Bonds is approximately HK\$948,000 (Year ended 31 March 2018: HK\$1,208,000).

The Bonds contain a liability component and an early redemption option.

Liability component represents the present value of the contractually determined stream of future cash flows discounted at the prevailing market interest rate on the initial date applicable to instruments of comparable credit status and providing substantially the same cash flows, on the same terms, but without the embedded derivatives. The interest charged on the Bonds for the period is calculated by applying effective interest rates of approximately 12.08% per annum to the liability component since the Bonds were issued. Early redemption options are regarded as embedded derivatives not closely related to the host contract.

The directors consider that the fair value of the above early redemption options is insignificant on initial recognition and at the end of each reporting period.

### 31. 應付債券

於二零一五年七月二十四日，本公司向若干獨立第三方發行本金額 11,000,000 港元票息 7% 債券（「債券」）。本公司已收取所得款項 11,000,000 港元，總發行成本為約 1,700,000 港元。債券以港元計值及按面值發行。利息須每半年支付，本金將於債券於二零一九年七月二十三日到期時償還。債券實際利率為 12.08%。截至二零一八年十二月三十一日止期間，債券利息開支為約 948,000 港元（二零一八年三月三十一日止年度：1,208,000 港元）。

債券包括負債部份及提早贖回選擇權。

負債部份為合約約定的未來現金流量的現值。所使用的折讓率取自同期類似評級及提供大致相同現金流量，但不包括嵌入衍生工具的金融工具於初步通用日期之通用市場利率。由於債券已發行，本期間債券負債部份所收取利息按每年實際利率約 12.08% 計算。提早贖回選擇權被視為嵌入衍生工具而與主合約並無密切關連。

董事認為，以上提早贖回選擇權之公平值於初步確認時及於各報告期間並不重大。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 32. 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 capital structure of the Group consists of debt, which includes bank borrowings, bonds payable and amounts due to non-controlling shareholders of subsidiaries and related companies, and equity attributable to owners of the Group, comprising capital and reserves.

The management of the Group reviews the capital structure periodically. As a part of this review, the management reviews the planned construction projects proposed by engineering department and prepares the annual budget taking into account of the provision of funding. The management of the Group assess the annual budget and consider the cost of capital and the risks associated with each class of capital. The management of Group also balance its overall capital structure through issue of new debt or the redemption of existing debt.

The Group's overall strategy remains unchanged from prior year.

### 32. 資本風險管理

本集團管理其資本以確保本集團之實體能夠持續經營，並透過優化債務及權益結餘為股東帶來最大回報。

本集團之資本架構包括債務，其中包括銀行借貸、應付債券、應付附屬公司非控股股東及關聯公司款項以及本集團擁有人應佔權益（包括資本及儲備）。

本集團管理層定期審閱資本架構。作為審閱之一部分，管理層審閱工程部所建議的計劃建造項目，並在考慮到資金安排後編製年度預算。本集團管理層隨後評估年度預算以及考慮資金成本及各類資金的相關風險。本集團管理層亦透過發行新債項或贖回現有債項平衡其整體資本架構。

本集團的整體策略較上一年保持不變。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 33. FINANCIAL INSTRUMENTS

#### (a) Categories of financial instruments

		As at 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	As at 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
<b>Financial assets</b>	<b>財務資產</b>		
Loan and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及現金等值)	-	251,382
Investments held for trading	持作買賣投資	-	125,745
Financial assets mandatorily measured at FVTPL	強制計量為持作買賣投資之財務資產	69,006	133,857
Financial assets at amortised cost	按攤銷成本計量之財務資產	303,490	-
		<b>372,496</b>	<b>510,984</b>
<b>Financial liabilities</b>	<b>財務負債</b>		
Amortised cost	攤銷成本	1,370,620	1,604,806

#### Foreign currency risk management

Foreign currency risk is the risk that the value of a monetary item will fluctuate because of changes in foreign exchange rates.

Certain Hong Kong subsidiaries of the Company (for which their functional currency is denominated in HK\$) also have certain related companies balances and intra-group balances denominated in Renminbi ("RMB"). RMB is not freely convertible into other foreign currencies and conversion of RMB into foreign currencies is subject to rules and regulations of foreign exchange control promulgated by the PRC government. The Group manages its exposures to foreign currency transactions by monitoring the level of foreign currency receipts and payments. The Group ensures that the net exposure to foreign exchange risk is kept to an acceptable level from time to time.

#### 外幣風險管理

外幣風險指貨幣項目價值將因匯率變動而波動之風險。

本公司若干香港附屬公司(其功能貨幣為港元)亦有若干關連公司結餘及集團內公司間結餘以人民幣(「人民幣」)計值。人民幣不可自由兌換為其他外幣,而人民幣兌換為外幣亦受中國政府頒佈之外匯管制規則及規例所限。本集團監察外匯收款及付款水平,藉以管理外匯交易的風險。本集團確保所承受的外匯風險淨額不時維持於可接受水平。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 33. FINANCIAL INSTRUMENTS (continued)

#### (a) Categories of financial instruments (continued)

##### Foreign currency risk management (continued)

The Group considers its foreign currency exposure is mainly arising from the exposure of RMB against HK\$. The Group regularly reviews the balances of assets and liabilities and the currencies in which the transactions are denominated so as to minimise the Group's exposure to foreign currency risk.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities and intra-group balances, with exposure to foreign currency risk which are considered as significant by management, at the end of the reporting periods are as follows:

### 33. 金融工具 (續)

#### (a) 金融工具之類別 (續)

##### 外幣風險管理 (續)

本集團認為，其外幣風險主要來自人民幣兌港元之風險。本集團定期檢討其資產及負債結餘以及交易之貨幣計值單位，盡量減少本集團所面對之外幣風險。

本集團以外幣計值並面對外幣風險之貨幣資產及貨幣負債以及集團內公司間結餘(管理層認為重大者)於報告期末之賬面值如下:

		Liabilities		Assets	
		負債		資產	
		As at	As at	As at	As at
		31 December	31 March	31 December	31 March
		2018	2018	2018	2018
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		於二零一八年	於二零一八年	於二零一八年	於二零一八年
		十二月三十一日	三月三十一日	十二月三十一日	三月三十一日
		千港元	千港元	千港元	千港元
RMB – intra-group balances	人民幣—集團內公司間結餘	183,763	16,034	112,470	112,565
RMB – other balances	人民幣—其他結餘	249,194	155,901	-	-

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 33. FINANCIAL INSTRUMENTS (continued)

#### (a) Categories of financial instruments (continued)

##### Foreign currency risk management (continued)

The following table details the Group's sensitivity to a 5% increase and decrease in HK\$ against RMB. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period end for a 5% change in foreign currency rates. A positive number below indicates a decrease in post-tax loss/increase in post-tax profit where HK\$ strengthen 5% (2017:5%) against RMB. For a 5% (2017: 5%) weakening of HK\$ against RMB, there would be an equal and opposite impact on the post-tax loss/profit and the balances below would be negative.

Decrease in post-tax loss for the period/ 期內稅後虧損減少/年內  
increase in post-tax for the year 稅後增加

At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
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12,018

2,226

##### Interest rate risk

The Group is exposed to fair value interest rate risk in relation to loan receivables, bank borrowings and bonds payable as disclosed in notes 22, 28 and 31 respectively. These financial instruments issued at fixed rates expose the Group to fair value interest rate risk. The Group cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on bank balances. The directors of the Company consider that the cash flow interest rate risk is insignificant and accordingly, no sensitivity analysis is presented. The Group has not used any financial instruments to hedge potential fluctuation in interest rates.

##### 利率風險

本集團就應收貸款、銀行借貸及應付債券（分別於附註22、28及31內披露）面臨公平值利率風險。該等金融工具按固定利率發行，導致本集團承受公平值利率風險。本集團現金流利率風險主要集中於銀行結餘之利率波動。本公司董事認為現金流利率風險並不重大，因此並無呈列敏感度分析。本集團並無採用任何金融工具對沖利率之潛在波動。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 33. FINANCIAL INSTRUMENTS (continued)

#### (a) Categories of financial instruments (continued)

##### Other price risk

The Group is exposed to equity price risk through its investments in equity securities measured at FVTPL (31 March 2018: investments held for trading). For equity securities measured at FVTPL (31 March 2018: investments held for trading) quoted in the Stock Exchange, the management manages this exposure by maintaining a portfolio of investments with different risks.

The sensitivity analyses have been determined based on the exposure to equity price risk at the reporting date. For sensitivity analysis of equity securities with fair value measurement categorised within Level 1, the sensitivity rate is increased to 5% for the period ended 31 December 2018 as a result of the volatile financial market.

If the prices of the respective equity instruments had been 5% (31 March 2018: 5%) higher/lower, the post-tax loss for the period ended 31 December 2018 would decrease/increase by HK\$3,450,000 (post-tax profit 31 March 2018: increase/decrease by HK\$6,287,000) as a result of the changes in fair value of investments at FVTPL (31 March 2018: investments held for trading)

##### Credit risk

At 31 December 2018, other than those financial assets whose carrying amounts best represent the maximum exposure to credit risk, the Group's maximum exposure to credit risk which will cause a financial loss to the Group arising from the amount of financial guarantees provided by the Group is disclosed in note 38. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets and financial guarantee contracts, except the credit risk of loan receivables is limited because it is secured by assets of which the value is higher than the carrying amount of the loan receivables.

### 33. 金融工具 (續)

#### (a) 金融工具之類別 (續)

##### 其他股價風險

本集團透過其投資按公平值計入損益計量之股本證券(二零一八年三月三十一日:持作買賣投資)而面臨股價風險。就於聯交所報價按公平值計入損益計量之股本證券(二零一八年三月三十一日:持作買賣投資)而言,管理層透過維持具有不同風險之投資組合來管理此風險。

敏感度分析乃按報告日所面對之股本價格風險而釐定。就使用級別一內分類的公平值計量之股本證券之敏感度分析而言,截至二零一八年十二月三十一日止期間敏感度率因金融市場波動而提高至5%。

倘有關股本工具價格上升/下降5%(二零一八年三月三十一日:5%),則截至二零一八年十二月三十一日止期間之稅後虧損將因按公平值計入損益之投資(二零一八年三月三十一日:持作買賣投資)公平值變動,減少/增加3,450,000港元(二零一八年三月三十一日之稅後溢利:增加/減少6,287,000港元)。

##### 信貸風險

於二零一八年十二月三十一日,除賬面值最能代表最大信貸風險的財務資產外,本集團因本集團提供的財務擔保金額而導致本集團蒙受財務損失的最大信貸風險於附註38披露。本集團並無持有任何抵押品或其他信貸增強措施以彌補其與其財務資產及財務擔保合約相關的信貸風險,惟應收貸款的信貸風險有限,因為其獲以價值高於應收貸款賬面值的資產作擔保。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 33. FINANCIAL INSTRUMENTS (continued)

#### (a) Categories of financial instruments (continued)

##### **Credit risk** (continued)

##### *Trade receivable arising from contracts with customers*

The Groups' exposure to credit risk arising from default of the customers is limited as the customers have continuous repayment. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model upon application of HKFRS 9 (31 March 2018: incurred loss model) on trade balances based on provision matrix.

##### *Other receivables*

The Group has applied 12-month ECL in HKFRS 9 to measure the loss allowance unless there is significant increase in credit risk since initial recognition. The Group uses past due information to assess whether credit risk has increased significantly since initial recognition.

### 33. 金融工具 (續)

#### (a) 金融工具之類別 (續)

##### **信貸風險** (續)

##### *客戶合約產生之應收賬款*

由於客戶有持續還款，本集團因客戶違約而面臨的信貸風險有限。本集團已制定其他監督程序，以確保採取後續行動收回逾期債務。此外，本集團根據撥備矩陣於應用香港財務報告準則第9號後按預期信貸虧損模式（二零一八年三月三十一日：已產生虧損模式）就貿易結餘餘進行減值評估。

##### *其他應收款項*

本集團已採用香港財務報告準則第9號內的12個月預期信貸虧損計量虧損撥備，除非自初步確認起信貸風險大幅增加。本集團使用過往到期資料評估自初步確認起信貸風險是否顯著增加。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 33. FINANCIAL INSTRUMENTS (continued)

#### (a) Categories of financial instruments (continued)

##### **Credit risk** (continued)

###### *Loan receivables*

The Group has applied 12-month ECL in HKFRS 9 to measure the loss allowance unless there is significant increase in credit risk since initial recognition. The Group use the value of secured assets to assess whether credit risk has increased significantly since initial recognition.

###### *Amounts due from related companies*

The credit risk of amounts due from related companies are managed through an internal process. The Group actively monitors the outstanding amount owed by each related party and identifies any credit risks in a timely manner in order to reduce the risk of a credit related loss. Further, the Group closely monitors the financial performance of the related companies which mainly engage in properties development in the PRC. In addition, the Group performs impairment assessment under ECL model upon application of HKFRS 9 (31 March 2018: incurred loss model) on the outstanding balances individually.

###### *Bank balances*

The credit risks on bank balances are limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

###### *Financial guarantee contracts*

For the financial guarantee contracts provided by the Group to banks in connection with the customers' borrowing of mortgage loans to finance their purchase of properties, the Group measured the loss allowance on financial guarantee contracts by reference to the loss on default based on the current property value and the pre-sale deposits already received. The directors considered that the loss allowances on financial guarantee contracts at 1 April 2018 and 31 December 2018 were insignificant to the Group.

### 33. 金融工具 (續)

#### (a) 金融工具之類別 (續)

##### **信貸風險** (續)

###### *應收貸款*

本集團已採用香港財務報告準則第9號內的12個月預期信貸虧損計量虧損撥備，除非自初步確認起信貸風險大幅增加。本集團使用已抵押資產價值評估自初步確認起信貸風險是否顯著增加。

###### *應收關連公司款項*

應收關聯公司款項的信貸風險透過內部程序管理。本集團積極監控各關連方結欠的未償還款項，並及時識別任何信貸風險，以降低信貸相關虧損的風險。此外，本集團密切監控關連公司（主要於中國從事物業發展）的財務表現。再者，於應用香港財務報告準則第9號後，本集團根據預期信貸虧損模式（截至二零一八年三月三十一日止年度：已產生虧損模式）對未償還結餘個別執行減值評估。

###### *銀行結餘*

銀行結餘的信貸風險有限，因為對手方為國際信用評級機構指定的信用評級較高的銀行。

###### *財務擔保合約*

就本集團就客戶借入抵押貸款以撥資購買物業而向銀行提供的財務擔保合約而言，本集團經參考按當前物業價值計算的違約虧損及已收預售按金後計量財務擔保合約的虧損撥備。董事認為，於二零一八年四月一日及二零一八年十二月三十一日的財務擔保合約虧損撥備對本集團而言並不重大。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 33. FINANCIAL INSTRUMENTS (continued)

#### (a) Categories of financial instruments (continued)

##### Credit risk (continued)

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade receivables	Other financial assets/other items
內部信用評級	描述	應收賬款	其他財務資產/ 其他項目
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 交易對手的違約風險較低且並無任何逾期金額	Lifetime ECL - (provision matrix) 全期預期虧損－ (撥備矩陣)	12-month ECL 12個月預期信貸虧損
Watch list 觀察清單	Debtor frequently due after due dates but usually settle after due date; or the counterparty operates in industry with higher risk while the debt is secured by assets which the value is higher than carrying amount of the receivables 債務人頻繁超過逾期日期惟經常於逾期日期後償付；或對手方營運所在行業風險較高，而債務以價值高於應收款項賬面值之資產作抵押	Lifetime ECL - not credit-impaired 全期預期虧損－ 信貸未減值	12-month ECL 12個月預期信貸虧損
Doubtful 存疑	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 通過內部獲得的資料或外部資源發現自初步確認以後信貸風險大幅增加	Lifetime ECL - not credit-impaired 全期預期虧損－ 信貸未減值	Lifetime ECL - not credit-impaired 全期預期虧損－ 信貸未減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 有證據顯示資產已出現信貸減值	Lifetime ECL - credit-impaired 全期預期虧損－ 信貸減值	Lifetime ECL - credit-impaired 全期預期虧損－ 信貸減值
Write-off 撤銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人處於嚴重財務困難且本集團並無收回款項的可實現前景	Amount is written off 金額已撤銷	Amount is written off 金額已撤銷

### 33. 金融工具 (續)

#### (a) 金融工具之類別 (續)

##### 信貸風險 (續)

本集團內部信貸奉新評級評估包括以下類別：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 33. FINANCIAL INSTRUMENTS (continued)

#### (a) Categories of financial instruments (continued)

##### Credit risk (continued)

The tables below detail the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

At 31 December 2018	Notes	External credit rating	Internal credit rating	12-month or lifetime ECL	Gross carrying amount HK\$'000
於二零一八年十二月三十一日	附註	外部信用評級	內部信用評級	12個月或全期預期信貸虧損	賬面總額 千港元
<b>Financial assets at amortised cost</b>					
<b>按攤銷成本計量之財務資產</b>					
Other receivables	23	N/A (Note 2)	Low risk	12-month ECL	20,183
其他應收款項		不適用 (附註2)	低風險	12個月預期信貸虧損	
Amounts due from related companies	39	N/A (Note 2)	Low risk	12-month ECL	15
應收關連公司款項		不適用 (附註2)	低風險	12個月預期信貸虧損	
Loan receivables	22	N/A	Watch list (Note 3)	12-month ECL	125,235
應收貸款		不適用	觀察清單 (附註3)	12個月預期信貸虧損	
Restricted bank deposits	25	A2	N/A	12-month ECL	575
受限制銀行存款		A2	不適用	12個月預期信貸虧損	
Bank balances and cash	25	A3 to Aa3	N/A	12-month ECL	149,056
銀行結餘及現金		A3至Aa3	不適用	12個月預期信貸虧損	
<b>Other items</b>					
<b>其他項目</b>					
Trade receivables – operating leases	23	N/A	(Note 1)	Lifetime ECL	8,426
應收賬款 – 經營租賃		不適用	(附註1)	全期預期信貸虧損 (撥備矩陣)	
Financial guarantee	38	N/A	Low risk (Note 4)	12-month ECL	1,437,026
財務擔保		不適用	低風險 (附註4)	12個月預期信貸虧損	

### 33. 金融工具 (續)

#### (a) 金融工具之類別 (續)

##### 信貸風險 (續)

下表詳列本集團財務資產 (須接受預期信貸虧損評估) 所面臨的信貸風險:

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 33. FINANCIAL INSTRUMENTS (continued)

#### (a) Categories of financial instruments (continued)

##### Credit risk (continued)

Notes:

1. For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The trade receivables are assessed for ECL in provision matrix. The customers in relation to leasing of investment properties are under watch list as they frequently due after due dates but usually settled after due date.
2. For the purposes of internal credit risk management, the Group uses the financial information of the other debtors and related companies to assess whether credit risk has increased significantly since initial recognition. The related companies are considered by management to have sound financial position and do not have any past-due amounts. The balances of other debtors are not past due.
3. For loan receivables, the Group uses the financial information of the debtors and the value of secured assets to assess whether credit risk has increased significantly since initial recognition. The directors of the Company considered that the value of secured assets are higher than carrying amount of the loan receivables that the amount of loss given default is insignificant.
4. For the financial guarantee contracts provided by the Group to banks in connection with the customers' borrowing of mortgage loans to finance their purchase of properties, the Group measured the loss allowance on financial guarantee contracts by reference to the historical default rate of the purchasers, the loss on default based on the current property value and the pre-sale deposits already received and the forward looking information. The directors of the Company considered that the loss allowances on financial guarantee contracts at 31 December 2018 were insignificant to the Group.

### 33. 金融工具 (續)

#### (a) 金融工具之類別 (續)

##### 信貸風險 (續)

附註：

1. 應收賬款而言，本集團已採用香港財務報告準則第9號的簡化法計量全期預期信貸虧損的虧損撥備。應收賬款於撥備矩陣中評估預期信貸虧損。有關租賃投資物業屬觀察清單，乃因為彼等頻繁超過逾期日期但通常是於逾期日期後結算。
2. 就內部信貸風險管理而言，本集團使用其他債務人及關連公司的財務資料評估信貸風險是否自初步確認後大幅增加。管理層認為關連公司具有穩健的財務狀況且並無任何過往逾期金額。其他債務人之結餘亦無逾期。
3. 就應收貸款而言，本集團使用債務人之財務資料以及已抵押項目之價值，評估信貸風險是否自初步確認後大幅增加。本公司董事認為，有抵押資產價值高於應收貸款的賬面值，倘違約，虧損金額並不重大。
4. 就本集團就客戶借入抵押貸款以撥資購買物業而向銀行提供的財務擔保合約而言，本集團經參考買方的過往違約率、按當前物業價值計算的違約虧損及已收預售按金以及前瞻性資料後計量財務擔保合約的虧損撥備。本公司董事認為，於二零一八年十二月三十一日的財務擔保合約虧損撥備對本集團而言並不重大。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 33. FINANCIAL INSTRUMENTS (continued)

#### (a) Categories of financial instruments (continued)

##### Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the board of directors, 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 Group manages liquidity risk by:

- continuously monitoring forecast and actual cash flows;
- maintaining adequate level of liquid assets mainly comprise of cash and cash equivalents and held for trading equities securities;
- receiving pre-sale deposits for sale of properties from customers; and
- applying long-term finance including bank borrowings.

The following table details the Group's contractual maturity for its 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.

### 33. 金融工具 (續)

#### (a) 金融工具之類別 (續)

##### 流動資金風險管理

於管理流動資金風險時，本集團監察其經營產生的現金狀況，並維持管理層認為足以為本集團業務提供資金及減輕現金流量波動影響的現金及現金等值水準。管理層監察借貸的使用情況，並確保遵守貸款契據。

本集團透過以下方式控制流動資金風險：

- 持續監控預測及實際現金流量；
- 保持足夠的流動資產水平主要包括現金及現金等價物以及持作交易股本證券；
- 就銷售物業收到客戶預售按金；及
- 將長期融資（包括銀行借貸）。

下表詳列本集團財務負債之合約到期情況。表格乃根據本集團須還款之最早日期計算其財務負債之未貼現現金流量作出。下表包括利息及本金現金流量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 33. FINANCIAL INSTRUMENTS (continued)

#### (a) Categories of financial instruments (continued)

##### Liquidity risk management (continued)

##### Liquidity table

		Weighted average effective interest rate %	on demand or less than 3 months HK\$'000 按要求或 少於三個月 千港元	3 months to 1 year HK\$'000 3個月至1年 千港元	Total 1-2 years HK\$'000 1至2年 千港元	2-5 years HK\$'000 2至5年 千港元	Over 5 years HK\$'000 超過5年 千港元	Total undiscounted cash flows HK\$'000 未貼現現金 流量總額 千港元	Carrying amount HK\$'000 賬面值 千港元
At 31 December 2018	於二零一八年十二月三十一日								
Non-derivative financial liabilities	非衍生財務負債								
Trade and other payables	應付賬款及其他應付款項		397,557	-	-	-	-	397,557	
Amount due to related companies	應付關連公司款項		22,644	-	-	-	-	22,644	
Amount due to non-controlling shareholders of subsidiaries	應付附屬公司非控股股東款項		226,550	-	-	-	-	226,550	
Bank borrowings	銀行借貸								
- fixed rate	- 固定利率	5.87	144,338	-	86,976	318,979	229,519	736,575	
Bonds payable	應付債券	12.08	-	12,000	-	-	-	10,707	
Financial guarantee contracts (note 38)	財務擔保合約 (附註38)		1,437,026	-	-	-	-	-	
			2,228,115	12,000	86,976	318,979	229,519	1,394,033	
At 31 March 2018	於二零一八年三月三十一日								
Non-derivative financial liabilities	非衍生財務負債								
Trade and other payables	應付賬款及其他應付款項		229,326	-	-	-	-	229,326	
Amount due to related companies	應付關連公司款項		2,016	-	-	-	-	2,016	
Amount due to non-controlling shareholders of subsidiaries	應付附屬公司非控股股東款項		153,885	-	-	-	-	153,885	
Bank borrowings	銀行借貸								
- fixed rate	- 固定利率	5.87	195,460	-	257,481	470,227	379,107	1,230,070	
Bonds payable	應付債券	12.08	11,588	-	-	-	-	10,339	
Financial guarantee contracts (note 38)	財務擔保合約 (附註38)		911,259	-	-	-	-	-	
			1,503,534	-	257,481	470,227	379,107	1,625,636	

### 33. 金融工具 (續)

#### (a) 金融工具之類別 (續)

##### 流動資金風險管理 (續)

##### 流動資金表格

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 33. FINANCIAL INSTRUMENTS (continued)

#### (a) Categories of financial instruments (continued)

##### *Liquidity risk management (continued)*

##### *Liquidity table (continued)*

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be required to settle in cash or other financial assets 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 counterparty which are guaranteed suffer credit losses.

#### (b) Fair value measurements

##### *Financial assets that measured at value on recurring basis*

Certain financial assets of Group are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular the valuation technique and inputs used).

### 33. 金融工具 (續)

#### (a) 金融工具之類別 (續)

##### *流動資金風險管理 (續)*

##### *流動資金表格 (續)*

以上載列就財務擔保合約之金額為倘擔保對手方索償有關金額時，本集團可能須就悉數擔保金額根據安排以現金或其他財務資產結償之最高金額。基於報告期末之估計，本集團認為根據安排須支付任何款項的可能性較低。然而，此估計可能有所改變，取決於持有已擔保應收財務款項之對手方遭受信貸虧損而按擔保追討之可能性。

#### (b) 公平值計量

##### *根據經常性基準按價值計量之財務資產*

於各報告期末，本集團之若干財務資產按公平值計量。下表所載資料說明該等財務資產之公平值釐定方式（尤其是所用估值方法及輸入數據）。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 33. FINANCIAL INSTRUMENTS (continued)

#### (b) Fair value measurements (continued)

##### Financial assets that measured at value on recurring basis (continued)

Financial assets	Fair value at 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 之公平值 千港元	Fair value at 31 March 2018 HK\$'000 於二零一八年 三月三十一日 之公平值 千港元	Fair value hierarchy	Valuation technique and inputs used
財務資產			公平值等級	所用估值方法及輸入數據
Financial assets at FVTPL 按公平值計入損益之 財務資產	-	133,857	Level 3 級別三	Income approach - discounted cash flow method was used to capture the present value of expected investment returns to be derived from the investment, based on an appropriate discount rate. 收入法使用貼現現金流量法獲得根據適當貼現率，從投資中獲取預期投資收益的現值。
Financial assets mandatorily measured at FVTPL/Investments held for trading. 強制按公平值計入損益計量之財務資產／持作買賣之投資活動	69,006	125,745	Level 1 級別一	Quoted prices (unadjusted) in active markets for identical assets. 類似資產在市場中的報價（未經調整）

##### Financial assets and financial liabilities not measured at fair value on a recurring basis

The fair values of financial assets and financial liabilities of the Group are determined as follows:

- the fair value of financial assets and financial liabilities carried at amortised costs is determined in accordance with generally accepted pricing models based on discounted cash flow analysis; and
- the fair value of financial guarantee contracts at initial recognition is determined to be insignificant, using option pricing models where the main assumptions are the probability of default by the specified counterparty extrapolated from market based credit information and the amount of loss, given the default.

### 33. 金融工具 (續)

#### (b) 公平值計量 (續)

##### 根據經常性基準按價值計量之財務資產 (續)

Valuation technique and inputs used
Income approach - discounted cash flow method was used to capture the present value of expected investment returns to be derived from the investment, based on an appropriate discount rate. 收入法使用貼現現金流量法獲得根據適當貼現率，從投資中獲取預期投資收益的現值。
Quoted prices (unadjusted) in active markets for identical assets. 類似資產在市場中的報價（未經調整）

##### 未按經常性公平值計量之財務資產及財務負債

本集團財務資產及財務負債之公平值乃按以下方式釐定：

- 按攤銷成本結算之財務資產及財務負債之公平值乃利用可觀察現行市場交易之價格，按貼現現金流量分析；及
- 於初步確認時財務擔保合約之公平值並不重大，乃使用期權定價模式釐定，當中主要假設為按市場信貸資料推斷特定對手方欠款之可能性及在欠款情況下之虧損金額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 34. 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.

### 34. 融資活動所產生的負債對賬

下表詳列本集團自融資活動產生的負債，包括現金及非現金變動。融資活動產生的負債指於本集團之綜合現金流量表中將其現金流已歸類為或將未來現金流量歸類為融資活動現金流量之負債。

		Bank borrowings HK\$'000 Note 28	Interest payable HK\$'000	Bonds payable HK\$'000 Note 31	Amounts due to related companies HK\$'000 Note 39(a)	Amounts due to non-controlling shareholders of subsidiaries HK\$'000 Note 39(a)	Total HK\$'000
		銀行借貸 千港元 附註28	應付利息 千港元	應付債券 千港元 附註31	應付關連公司款項 千港元 附註39(a)	應付附屬公司非控股股東款項 千港元 附註39(a)	總計 千港元
At 1 April 2017	於二零一七年四月一日	1,399,979	-	9,900	211,152	-	1,621,031
Financing cash flows	融資現金流	(303,706)	(78,045)	(769)	(236,391)	145,253	(473,658)
Foreign exchange translation	匯兌換算	133,797	-	-	(4,745)	8,632	137,684
Finance costs	融資成本	-	78,045	1,208	-	-	79,253
Non-cash transaction (Note 39 (a) (iii))	非現金交易 (附註 39(a)(iii))	-	-	-	32,000	-	32,000
At 31 March 2018	於二零一八年三月三十一日	1,230,070	-	10,339	2,016	153,885	1,396,310
At 1 April 2018	於二零一八年四月一日	1,230,070	-	10,339	2,016	153,885	1,396,310
Financing cash flows	融資現金流	(399,734)	(43,637)	(580)	31,613	79,213	(333,125)
Foreign exchange translation	匯兌換算	(93,761)	-	-	(10,985)	(6,548)	(111,294)
Finance costs	融資成本	-	43,637	948	-	-	44,585
At 31 December 2018	於二零一八年十二月三十一日	736,575	-	10,707	22,644	226,550	996,476

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 35. PLEDGE OF ASSETS

The following assets were pledged to secure bank borrowings granted to the Group at the end of the reporting period:

		At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
Investment properties (note 17) (note a)	投資物業(附註17)(附註a)	3,569,200	3,952,998
Properties under development (note 18)	發展中物業(附註18)	195,934	180,283
Prepaid lease payments (note 18)	預付租賃款項(附註18)	162,146	177,907
Inventories of properties (note 21)	物業存貨(附註21)	34,020	1,249,179
		<b>3,961,300</b>	<b>5,560,367</b>
Net asset of a subsidiary (note b)	一間附屬公司之資產淨值(附註b)	N/A	84,695

#### Notes:

- (a) The rental proceeds on the investment properties were pledged to secure the bank borrowings granted to the Group.
- (b) As at 31 March 2018, the entire ordinary shares of Xian Sandi, a subsidiary of the Company, were pledged to secure the bank borrowings with principal amount of approximately HK\$287,309,000 granted to the Group. The relevant bank borrowing was fully repaid and the pledged shares were released during the nine months ended 31 December 2018.

### 35. 資產抵押

於報告期末，下列資產已抵押以作為授予本集團銀行借貸之擔保：

	At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
投資物業(附註17)(附註a)	3,569,200	3,952,998
發展中物業(附註18)	195,934	180,283
預付租賃款項(附註18)	162,146	177,907
物業存貨(附註21)	34,020	1,249,179
	<b>3,961,300</b>	<b>5,560,367</b>
一間附屬公司之資產淨值(附註b)	N/A	84,695

#### 附註：

- (a) 投資物業的租金所得款項已抵押以擔保授予本集團之銀行借貸。
- (b) 於二零一八年三月三十一日，本公司附屬公司西安三迪的全部普通股已抵押以擔保授予本集團本金額約287,309,000港元之銀行借貸。有關銀行借貸已悉數償還，且已抵押股份於截至二零一八年十二月三十一日止九個月已解除。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 36. OPERATING LEASE ARRANGEMENTS

#### The Group as lessee

	At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
Minimum lease payments paid under operating leases during the period/year	804	2,040

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
Within one year	492	327
Later than one year not later than five years	296	-
	<b>788</b>	<b>327</b>

Operating lease payments represent rentals payable by the Group for certain of its office properties. Leases are negotiated for term of three years.

### 36. 經營租賃安排

#### 本集團作為承租人

	At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
Minimum lease payments paid under operating leases during the period/year	804	2,040

於報告期末，本集團根據不可撤銷經營租賃擁有於下列時間到期之未來最低租賃付款承擔：

	At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
Within one year	492	327
Later than one year not later than five years	296	-
	<b>788</b>	<b>327</b>

經營租賃付款指本集團就其若干辦公物業應付之租金。經磋商，租期為三年。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 36. OPERATING LEASE ARRANGEMENTS (continued)

#### The Group as lessor

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

		At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
Within one year	一年內	74,389	70,201
In the second to the fifth year inclusive	第二年至第五年(包括首尾兩年)	61,065	136,775
More than five years	五年以上	37,786	146,453
		<b>173,240</b>	<b>353,429</b>

Leases are negotiated for an average term of one to fifteen years with fixed rentals.

### 36. 經營租賃安排(續)

#### 本集團作為出租人

於報告期末，本集團已與租戶訂約取得下列未來最低租賃付款：

經磋商，租期平均介乎一年至十五年，租金固定。

### 37. OTHER COMMITMENTS

Commitments contracted for but not provided in the reporting period	於報告期內已訂約但未撥備之承擔		
– for investment properties (note)	– 投資物業(附註)	273,240	299,813
– for properties under development and inventories of properties	– 發展中物業及物業存貨	814,957	923,531

**1,088,197** 1,223,344

### 37. 其他承擔

	At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
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# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 37. OTHER COMMITMENTS (continued)

Note:

During the year ended 31 March 2017, Fujian Sinco has entered into an agreement (the “Refurbishment Agreement”) in respect of the refurbishment work on its investment property (the “Refurbishment”) with an independent contractor (the “Contractor”). The estimated contract sum of the Refurbishment is RMB240 million, and Fujian Sinco has paid RMB240 million as a deposit (the “Refurbishment Deposit”) for the Refurbishment during the year. According to the Refurbishment Agreement, the time of completion of the Refurbishment shall be 300 days.

During the year ended 31 March 2017, Fujian Sinco has also entered into a loan agreement with the Contractor and pursuant to which, a loan in the sum of RMB240 million (the “Contractor Loan”) has been granted to Fujian Sinco by the Contractor. The Contractor Loan is unsecured, interest-free and repayable in the earlier of the date of completion of the Refurbishment or five years. After taking into account the substance and overall commercial effect of these transactions by the directors in the context of the aspects and implications of these transactions as a whole, for the financial reporting purpose, these transactions are regarded as a single linked transaction and accordingly, the Refurbishment Deposit and the Contractor Loan are not separately presented in the Group’s consolidated financial statements. As at 31 December 2018, the contract sum of the Refurbishment amounted to RMB240,000,000 (equivalent to approximately HK\$273,240,000 (31 March 2018: equivalent to HK\$299,801,000)) is thereon disclosed as the Group’s other commitment in the consolidated financial statements.

### 37. 其他承擔 (續)

附註：

截至二零一七年三月三十一日止年度，福建先科與一名獨立承包商（「承包商」）就其投資物業之翻新工程（「翻新」）訂立一份協議（「翻新協議」）。翻新之估計合約總額為人民幣240,000,000元，福建先科年內已支付人民幣240,000,000元作為翻新之按金（「翻新按金」）。根據翻新協議，完成翻新之時間須為300天。

截至二零一七年三月三十一日止年度，福建先科亦已與承包商訂立貸款協議，據此承包商已向福建先科授出總額人民幣240,000,000元之貸款（「承包商貸款」）。承包商貸款為無抵押、免息及須於翻新完成日期或五年（以較早者為準）償還。鑒於整體而言該等交易之各個方面及涵義，董事於考慮該等交易之內容及總體商業影響後，就財務報告目的，該等交易被視為一項單獨關連的交易，因此翻新按金及承包商貸款並未在本集團之綜合財務報表中單獨呈列。於二零一八年十二月三十一日，翻新之合約總額人民幣240,000,000元（相當於約273,240,000港元（二零一八年三月三十一日：相當於約299,801,000港元））於綜合財務報表內披露為本集團之其他資本承擔。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 38. CONTINGENT LIABILITIES

### 38. 或然負債

	At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
Guarantees givens in favour of banks for: 向銀行作出擔保:		
Mortgage facilities granted to purchases of the Group's properties (Note) 就授予本集團物業買家之按揭融資(附註)	1,437,026	911,259

Note: The Group had provided guarantees in respect of mortgage facilities granted by certain banks in connection with the mortgage loans entered into by purchasers of the Group's properties. Pursuant to the terms of the guarantees, if a purchaser defaults on the payment of its mortgage during the term of guarantee, the bank holding the mortgage may demand the Group to repay the outstanding amount of the loan and any accrued interest thereon. Under such circumstances, the Group is able to retain the customer's sales deposit and sell the property to recover any amounts paid by the Group to the bank. The guarantee period commences from the dates of grant of the relevant mortgage loans and end after the buyer obtained the individual property ownership certificate. In the opinion of the directors, no provision for the guarantee contracts if recognised as the default risk is low and the fair value of the financial guarantee contracts is insignificant.

附註：本集團就若干銀行授出之按揭融資提供擔保，該等按揭融資涉及由本集團物業買家所訂立之按揭貸款。根據擔保之條款，倘該等買家於擔保期間拖欠按揭款項，持有按揭之銀行可要求本集團償還貸款之未償還款項及其任何應計利息。在該等情況下，本集團可留置客戶銷售按金及銷售物業，以收回本集團向銀行支付之任何款項。擔保期限由相關按揭貸款授出日期起計，並於買家取得個別房產證後結束。董事認為，由於違約風險較低且財務擔保合約之公平值並不重大，故並無確認擔保合約之撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 39. RELATED PARTY TRANSACTIONS AND BALANCES

- (a) The Group had the following balances with related parties at the end of each reporting period:

### 39. 有關連人士之交易

- (a) 於各報告期末，本集團擁有以下關聯方結餘：

	At			Maximum amount during the period/ year ended	
	At 31 December 2018	At 31 March 2018	At 1 April 2017	截至下列日期止期/年內最高金額	31 March 2018
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	於二零一八年十二月三十一日	於二零一八年三月三十一日	於二零一七年四月一日	二零一八年十二月三十一日	二零一八年三月三十一日
	千港元	千港元	千港元	千港元	千港元
Non-trade nature (note (i))					
Amounts due from related parties (note (iii))	15	140	295,441	140	314,070
	15	140	295,441	140	314,070
Amounts due to related parties (note (ii))	22,644	2,016	211,152	N/A	N/A
Amounts due to non-controlling shareholders of subsidiaries	226,550	153,885	-	N/A	N/A
	249,194	155,901	211,152	N/A	N/A

Notes:

- (i) The above balances are of non-trade in nature, unsecured, interest-free, repayable on demand.
- (ii) Mr. Guo Jiadi is a director and beneficial owner of these companies.

附註：

- (i) 上述結餘屬非貿易性質、無抵押、免息及須按的要求償還。
- (ii) 郭加迪先生為該等公司之董事及實益擁有人。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 39. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(a) (continued)

Notes: (continued)

(iii) During the year ended 31 March 2018, the Group has entered into a multi-party agreement with related companies of which Mr. Guo Jiadi is beneficially interested in, and has legally enforceable right to offset balances among the related parties in an aggregate amount of HK\$32,000,000. The relevant arrangement under the multi-party agreement was completed during the year ended 31 March 2018. As at 31 March 2018, an amount of HK\$2,016,000 due to related parties were resulted and recognised as current liabilities after such arrangement.

This arrangement is regarded as non-cash transaction for preparation of the consolidated statement of cash flows.

(b) The Group entered into the following transactions with its related parties during the period/year:

Name of related parties	Nature of transaction	Nine months ended	Year ended
		31 December 2018	31 March 2018
		HK\$'000	HK\$'000
關聯方名稱	交易性質	截至二零一八年十二月三十一日止九個月千港元	截至二零一八年三月三十一日止年度千港元
Fujian Sandi Real Estate Development Co., Ltd. (Note)	Rental income received	211	283
福建三迪房地產開發有限公司(附註)	已收租金收入		

Note: Mr. Guo Jiadi is a director and controlling shareholder of the related company.

### 39. 有關連人士之交易 (續)

(a) (續)

附註: (續)

(iii) 截至二零一八年三月三十一日止年度，本集團與由郭加迪先生實益擁有之關連公司訂立多方協議，並具有法定可執行權利以抵銷關連人士之餘額總金額 32,000,000 港元。截至二零一八年三月三十一日止年度，多方協議下的相關安排於年內完成。於二零一八年三月三十一日，於相關安排後產生 2,016,000 港元之應付關連人士款項並確認為流動負債。

此安排在編製綜合現金流量表時被視為非現金交易。

(b) 於期/年內本集團與其關聯方訂立以下交易：

Name of related parties	Nature of transaction	Nine months ended	Year ended
		31 December 2018	31 March 2018
		HK\$'000	HK\$'000
關聯方名稱	交易性質	截至二零一八年十二月三十一日止九個月千港元	截至二零一八年三月三十一日止年度千港元
Fujian Sandi Real Estate Development Co., Ltd. (Note)	Rental income received	211	283
福建三迪房地產開發有限公司(附註)	已收租金收入		

附註：郭加迪先生為關聯公司之董事及控股股東。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 39. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

- (c) Remuneration of directors and other members of key management during the period/year was as follows:

		Nine months ended 31 December 2018 HK\$'000 截至二零一八年 十二月三十一日 止九個月 千港元	Year ended 31 March 2018 HK\$'000 截至二零一八年 三月三十一日 止年度 千港元
Short term benefits	短期福利	4,891	5,419
Post-employment benefits	離職後福利	89	50
Share-based payments	以股份為基礎付款	2,391	158
		<b>7,371</b>	<b>5,627</b>

- (d) Fuzhou Gaojia, which is beneficially owned and controlled by Mr. Guo Jiadi, and Guo Shi Investment Co. Limited, which is ultimately owned as to approximately 95% by Mr. Guo Jiadi have granted guarantees to banks for the bank borrowings granted to the Group. Details of guarantees are set out in note 28.
- (e) Mr. Guo Jiadi and Ms. Shen Bizhen, the spouse of Mr. Guo Jiadi, have granted guarantees to banks for the bank borrowings. Details of guarantees are set out in note 28.

### 39. 有關連人士之交易 (續)

- (c) 於本期間／年度，董事及其他主要管理層成員之酬金如下：

	Nine months ended 31 December 2018 HK\$'000 截至二零一八年 十二月三十一日 止九個月 千港元	Year ended 31 March 2018 HK\$'000 截至二零一八年 三月三十一日 止年度 千港元
Short term benefits	4,891	5,419
Post-employment benefits	89	50
Share-based payments	2,391	158
	<b>7,371</b>	<b>5,627</b>

- (d) 由郭加迪先生實益擁有及控制的福州高佳及由郭加迪先生最終擁有約95%權益的郭氏投資有限公司已就授予本集團之銀行借貸向銀行提供擔保。擔保詳情載於附註28。
- (e) 郭加迪先生及郭加迪先生配偶沈碧珍女士已就銀行借貸向銀行提供擔保。擔保詳情載於附註28。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

#### General information of subsidiaries

Details of the subsidiaries directly and indirectly held by the company at the end of the reporting period are set out below.

### 40. 本公司主要附屬公司之詳情

#### 附屬公司一般資料

於報告期末本公司直接及間接持有之附屬公司之詳情載列如下。

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operations 註冊成立/ 登記/營運地點	Paid up issued/ registered capital 繳足已發行股本/ 註冊資本	Proportion ownership interest held by the Company				Proportion of voting power held by the Company				Principal activities 主要業務
			本集團持有之所有權權益比例				本公司持有之投票權比例				
			Directly 直接		Indirectly 間接		Directly 直接		Indirectly 間接		
			At 31 December 2018 於二零一八年 十二月三十一日 %	At 31 March 2018 於二零一八年 三月三十一日 %	At 31 December 2018 於二零一八年 十二月三十一日 %	At 31 March 2018 於二零一八年 三月三十一日 %	At 31 December 2018 於二零一八年 十二月三十一日 %	At 31 March 2018 於二零一八年 三月三十一日 %	At 31 December 2018 於二零一八年 十二月三十一日 %	At 31 March 2018 於二零一八年 三月三十一日 %	
Fujian Sincos* 福建先科*	The PRC 中國	RMB290,000,000 人民幣290,000,000元	-	-	100%	100%	-	-	100%	100%	Property investment 物業投資
Fujian Jiako* 福建佳科*	The PRC 中國	RMB131,200,000/ RMB216,000,000/ 人民幣131,200,000元/ 人民幣216,000,000元	-	-	51%	51%	-	-	51%	51%	Property development 物業發展
Fujian Jingdu Land Co., Ltd* 福建京都置業有限公司*	The PRC 中國	RMB100,000,000 人民幣100,000,000元	-	-	95%	95%	-	-	95%	95%	Property development 物業發展
Xian Sandi Real Estate Development Co., Ltd* 西安三迪房地產開發有限公司*	The PRC 中國	RMB100,000,000 人民幣100,000,000元	-	-	95%	95%	-	-	95%	95%	Property development 物業發展
Nanping Sandi Property development Co., Ltd* 南平三迪房地產開發有限公司*	The PRC 中國	RMB50,000,000 人民幣50,000,000元	-	-	55%	55%	-	-	55%	55%	Property development 物業發展
Strike Again Group Ltd Strike Again Group Ltd	BVI 英屬處女群島	US\$1 1美元	100%	100%	-	-	100%	100%	-	-	Securities trading 證券買賣
Shenju Timber Co., Ltd 神宇木業有限公司	Hong Kong 香港	US\$1 1美元	100%	100%	-	-	100%	100%	-	-	Money lending 放債
Weinan Sandi Real Estate Development Co., Ltd* 渭南三迪房地產開發有限公司*	The PRC 中國	RMB10,000,000 人民幣10,000,000元	-	-	100%	100%	-	-	100%	100%	Property development 物業發展
Grand International Development Limited 廣大國際發展有限公司	Hong Kong 香港	HK\$100 100港元	-	-	100%	100%	-	-	100%	100%	Investment holding 投資控股

\* These companies are wholly foreign owned enterprise established in the PRC. The English names of these companies are for reference only and have not been registered.

\* 該等公司為於中國成立之外商獨資企業。該等公司英文名稱僅供參考，尚未註冊。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

#### General information of subsidiaries (continued)

The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

#### Details of non-wholly owned subsidiaries that have material non-controlling interests

The table below shows details of non-wholly-owned subsidiaries of the Group that have material non-controlling interests:

Name of subsidiary 附屬公司名稱	Place of incorporation and principal place of business 註冊成立地點及主要營業地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益持有之所有權權益及投票權比例		(Loss) profit allocated to non-controlling interests 分配至非控股權益(虧損)溢利		Accumulated non-controlling interests 累計非控股權益	
		At 31 December 2018	At 31 March 2018	At 31 December 2018	At 31 March 2018	At 31 December 2018	At 31 March 2018
		於二零一八年 十二月三十一日	於二零一八年 三月三十一日	於二零一八年 十二月三十一日	於二零一八年 三月三十一日	於二零一八年 十二月三十一日	於二零一八年 三月三十一日
				HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Fujian Jiake 福建佳科	The PRC 中國	49%	49%	17	(91)	18,127	25,616
Nanping Sandi Xiang Song Co. Ltd ("Nanping Xiangsong") 南平三迪香頌有限公司 (「南平香頌」)	The PRC 中國	45%	45%	(3,308)	(95)	22,310	(101)
Individually immaterial subsidiaries with non-controlling interests 具有非控股權益的個別非重大附屬公司						23,137	12,970
						63,574	38,485

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

### 40. 本公司主要附屬公司之詳情 (續)

#### 附屬公司一般資料(續)

上表列出董事認為對業績構成主要影響或構成本集團資產之本公司附屬公司。董事認為，列出其他附屬公司之詳情會導致本年報篇幅過分冗長。

#### 擁有重大非控股權益之非全資附屬公司之詳情

下表詳列本集團擁有重大非控股權益之非全資附屬公司詳情：

本集團具有重大非控股權益的附屬公司的財務資料概要載列如下。下文財務資料概要指集團間抵銷前的金額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

Fujian Jiake is a 51% indirectly owned subsidiary of the Company established in 2013. The registered capital is RMB216 million, in which RMB110 million and RMB106 million are attributable to Fujian Sinco and Fuzhou Gaojia respectively. In prior years, Fujian Sinco's portion was fully paid up while an aggregate amount of RMB27.5 million was paid up by Fuzhou Gaojia. There are no further paid up capital contributed from Fuzhou Gaojia since then.

#### Fujian Jiake

		At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
Current assets	流動資產	159,512	174,968
Current liabilities	流動負債	(2,130)	(2,325)
Net assets	資產淨值	157,382	172,643
Equity attributable to owners of the Company	本公司擁有人應佔權益	139,255	147,027
Non-controlling interests of Fujian Jiake	福建佳科之非控股權益	18,127	25,616

### 40. 本公司主要附屬公司之詳情 (續)

福建佳科為本公司於二零一三年成立的間接擁有51%權益的附屬公司。註冊資本為人民幣216,000,000元，其中人民幣110,000,000元及人民幣106,000,000元分別歸屬於福建先科及福州高佳。於過往年度，福建先科部分已悉數繳足，而總額人民幣27,500,000元已由福州高佳繳足。自此，福州高佳並無進一步實繳資本。

#### 福建佳科

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

Fujian Jiake (continued)

### 40. 本公司主要附屬公司之詳情 (續)

福建佳科 (續)

		Nine months ended 31 December 2018 HK\$'000 二零一八年 十二月三十一日 止九個月 千港元	Year ended 31 March 2018 HK\$'000 二零一八年 三月三十一日 止年度 千港元
Revenue	收益	-	-
Other income	其他收入	120	-
Expenses	開支	(85)	(185)
Profit (loss) for the period/year	本期間／年度溢利 (虧損)	35	(185)
Profit (loss) attributable to owners of the Company	本公司擁有人應佔溢利 (虧損)	18	(94)
Profit (loss) attributable to of the non-controlling interests	非控股權益應佔溢利 (虧損)	17	(91)
Profit (loss) for the period/year	本期間／年度溢利 (虧損)	35	(185)
Other comprehensive (expense) income attributable to owners of the Company	本公司擁有人應佔其他全面 (開支) 收益	(7,790)	8,578
Other comprehensive (expense) income attributable to the non-controlling interests	非控股權益應佔其他全面 (開支) 收益	(7,506)	8,241
Other comprehensive (expense) income for the period/year	本期間／年度其他全面 (開支) 收益	(15,296)	16,819

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

Fujian Jiake (continued)

### 40. 本公司主要附屬公司之詳情 (續)

福建佳科 (續)

		Nine months ended 31 December 2018 HK\$'000 二零一八年 十二月三十一日 止九個月 千港元	Year ended 31 March 2018 HK\$'000 二零一八年 三月三十一日 止年度 千港元
Total comprehensive (expense) income attributable to owners of the Company	本公司擁有人應佔全面(開支)收益總額	<b>(7,772)</b>	8,484
Total comprehensive (expense) income attributable to the non-controlling interests	非控股權益應佔全面(開支)收益總額	<b>(7,489)</b>	8,150
Total comprehensive (expense) income for the period/year	本期間/年度全面(開支)收益總額	<b>(15,261)</b>	16,634
Dividends paid to non-controlling interests	已付非控股權益之股息	-	-
Net cash inflow (outflow) from operating activities	經營活動之現金流入(流出)淨額	<b>18</b>	(702)
Net cash inflow from investing activities	投資活動之現金流入淨額	-	-
Net cash inflow from financing activities	融資活動之現金流入淨額	-	236
Net cash inflow (outflow)	現金流入(流出)淨額	<b>18</b>	(466)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

#### Nanping Xiangsong

### 40. 本公司主要附屬公司之詳情 (續)

#### 南平香頌

		At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
Current assets	流動資產	702,425	640,272
Non-current assets	非流動資產	5,666	315
Current liabilities	流動負債	(601,041)	(640,810)
Non-current liabilities	非流動負債	(57,472)	-
Net assets (liabilities)	資產(負債)淨值	49,578	(223)
Equity attributable to owners of the Company	本公司擁有人應佔權益	27,268	(122)
Non-controlling interests	非控股權益	22,310	(101)
		Nine months ended 31 December 2018 HK\$'000 二零一八年 十二月三十一日 止九個月 千港元	Year ended 31 March 2018 HK\$'000 二零一八年 三月三十一日 止年度 千港元
Revenue	收益	-	-
Expenses	開支	(7,353)	(211)
Loss for the period/year	本期間/年度虧損	(7,353)	(211)



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

#### Nanping Xiangsong (continued)

### 40. 本公司主要附屬公司之詳情 (續)

#### 南平香頌 (續)

		Nine months ended 31 December 2018 HK\$'000 二零一八年 十二月三十一日 止九個月 千港元	Year ended 31 March 2018 HK\$'000 二零一八年 三月三十一日 止年度 千港元
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(4,045)	(116)
Loss attributable to the non-controlling interests	非控股權益應佔虧損	(3,308)	(95)
Loss for the period/year	本期間/年度虧損	(7,353)	(211)
Other comprehensive expense attributable to owners of the Company	本公司擁有人應佔其他全面開支	(2,919)	(7)
Other comprehensive expense attributable to the non-controlling interests	非控股權益應佔其他全面開支	(2,388)	(5)
Other comprehensive expense for the period/year	本期間/年度其他全面開支	(5,307)	(12)
Total comprehensive expense attributable to owners of the Company	本公司擁有人應佔全面開支總額	(6,964)	(123)
Total comprehensive expense attributable to the non-controlling interests	非控股權益應佔全面開支總額	(5,696)	(100)
Total comprehensive expense for the period/year	本期間/年度全面開支總額	(12,660)	(223)
Dividends paid to non-controlling interests	已付非控股權益之股息	-	-
Net cash inflow from operating activities	經營活動之現金流入淨額	28,581	18,399
Net cash outflow from investing activities	投資活動之現金流出淨額	-	-
Net cash outflow from financing activities	融資活動之現金流出淨額	-	-
Net cash inflow	現金流入淨額	28,581	18,399

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 41. EVENT AFTER THE REPORTING PERIOD

On 21 September 2018, Grand Supreme Limited (“Grand Supreme”), a wholly owned subsidiary of the Company, entered into a conditional sale and purchase agreement (the “VSA Agreement”) with the vendor, Primary Partner International Limited (“Primary Partner”), being 100% equity interest held by Mr. Guo Jiadi and Mr. Guo Jiadi (as guarantor), pursuant to which Grand Supreme conditionally agreed to acquire, and Primary Partner conditionally agreed to sell the entire issued share capital in All Excel Industries Limited (“All Excel”) at the consideration of HK\$1,500 million, which shall be satisfied as to HK\$200 million by way of cash, as to HK\$600 million by way of the issue of the promissory note, as to HK\$200 million by the issue of a maximum of 485,436,893 new shares and as to HK\$500 million by the issue of the convertible bonds.

Further detail of the above acquisitions, are set out in the Company’s announcement dated 21 September 2018 and circular dated 26 December 2018.

All conditions precedent of the VSA Agreement had been fulfilled and the completion of the acquisition took place on 30 January 2019. Upon the completion, the assets and liabilities of All Excel will be accounted for in the consolidated financial statements of enlarged group using merger accounting in accordance with Accounting Guideline 5 “Merger Accounting for Common Control Combinations” issued by the Hong Kong Institute of Certified Public Accountants.

The directors are still in the process on estimate of the financial effect on the acquisition on the approval date of the consolidated financial statements.

### 41. 報告期後事項

於二零一八年九月二十一日，Grand Supreme Limited（「Grand Supreme」，本公司之全資附屬公司）與賣方Primary Partner International Limited（「Primary Partner」）（其100%股權由郭加迪先生持有）及郭加迪先生（作為擔保人）訂立有條件買賣協議（「非常重大收購事項協議」），據此，Grand Supreme已有條件同意收購，而Primary Partner已有條件同意出售全盛實業有限公司（「全盛」）之全部已發行股本，代價為1,500,000,000港元，其中200,000,000港元將通過現金支付，600,000,000港元將通過發行承兌票據支付，200,000,000港元將通過發行最多485,436,893股新股份支付及500,000,000港元將通過發行可換股債券支付。

上述收購事項之進一步詳情載於本公司日期為二零一八年九月二十一日之公告及本公司日期為二零一八年十二月二十六日之通函。

非常重大收購事項協議之所有先決條件均已達成，而收購事項已於二零一九年一月三十日完成。於完成後，全盛之資產及負債將根據香港會計師公會發佈之會計指引第5號「共同控制合併的合併會計法」使用合併會計法於經擴大集團之綜合財務報表入賬。

董事於綜合財務報表批准日期仍在估計收購事項的財務影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 42. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY 42. 本公司之財務狀況及儲備表

		At 31 December 2018 HK\$'000 於二零一八年 十二月三十一日 千港元	At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元
<b>Non-current Assets</b>	<b>非流動資產</b>		
Unlisted investments in subsidiaries	附屬公司之非上市投資	1,979,813	1,790,730
Property, plant and equipment	物業、廠房及設備	110	262
		<b>1,979,923</b>	<b>1,790,992</b>
<b>Current Assets</b>	<b>流動資產</b>		
Financial assets at FVTPL	按公平值計入損益之財務資產	–	133,857
Others receivables and prepayments	其他應收款項及預付款項	778	11,759
Bank balances and cash	銀行結餘及現金	3,144	57,677
		<b>3,922</b>	<b>203,293</b>
<b>Current Liabilities</b>	<b>流動負債</b>		
Other payables and accruals	其他應付款項及應計費用	8,665	5,913
Bonds payable	應付債券	10,707	–
		<b>19,372</b>	<b>5,913</b>
<b>Net Current (Liabilities) Assets</b>	<b>流動(負債)資產淨值</b>	<b>(15,450)</b>	<b>197,380</b>
<b>Total Assets less Current Liabilities</b>	<b>資產總值減流動負債</b>	<b>1,964,473</b>	<b>1,988,372</b>
<b>Capital and Reserves</b>	<b>股本及儲備</b>		
Share capital (note 29)	股本(附註29)	44,589	44,589
Reserves	儲備	1,919,884	1,933,444
<b>Total equity</b>	<b>總權益</b>	<b>1,964,473</b>	<b>1,978,033</b>
<b>Non-current Liabilities</b>	<b>非流動負債</b>		
Bonds payable	應付債券	–	10,339
		<b>1,964,473</b>	<b>1,988,372</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 42. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (continued)

#### Movement in the Company's reserves

		Share-based compensation	Warrants	Other	Accumulated	Total	
		Share premium	reserve (note i)	reserve (note ii)	reserve (note iii)	losses	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		以股份為基準 之補償儲備	認股權證儲備	其他儲備	累計虧損	總計	
		股份溢價	(附註(i))	(附註(ii))	(附註(iii))	總計	
		千港元	千港元	千港元	千港元	千港元	
At 1 April 2017	於二零一七年四月一日	312,411	3,302	9,261	1,462,051	(117,856)	1,669,169
Loss and other comprehensive expense for the year	本年度虧損及其他全面開支	-	-	-	-	(19,960)	(19,960)
Recognition of equity-settled share based payments	確認以股份為基準之付款	-	760	-	-	-	760
Issue of ordinary shares and cash consideration of entities under common control (Note 29 (a))	發行普通股及共同控制下實體 之現金代價(附註29(a))	211,600	-	-	-	-	211,600
Exercise of warrant share	行使認股權證股份	81,136	-	(9,261)	-	-	71,875
At 31 March 2018	於二零一八年三月三十一日	605,147	4,062	-	1,462,051	(137,816)	1,933,444
Loss and other comprehensive expense for the period	本期間虧損及其他全面開支	-	-	-	-	(22,103)	(22,103)
Recognition of equity settled share based payments	確認以股份為基準之付款	-	8,543	-	-	-	8,543
<b>At 31 December 2018</b>	<b>於二零一八年十二月三十一日</b>	<b>605,147</b>	<b>12,605</b>	<b>-</b>	<b>1,462,051</b>	<b>(159,919)</b>	<b>1,919,884</b>

### 42. 本公司之財務狀況及儲備表 (續)

#### 本公司儲備之變動

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

### 42. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (continued)

#### Movement in the Company's reserves (continued)

Note:

(i) Share-based compensation reserve represents the fair value of the actual or estimated number of unexercised share options granted to employees, directors and others providing similar services of the Company recognised in accordance with the accounting policy adopted for share-based payments.

(ii) Warrant reserve represents the net proceeds received from the issue of warrants of the Company. The reserve will be transferred to share capital and share premium accounts upon the exercise of the warrants.

On 22 December 2017, the holders of the warrants exercised the warrants for 312,500,000 new shares at the subscription price of HK\$0.24 per share.

(iii) The other reserve, which is the contributed surplus account of the Company, represents the difference arising from the share premium reduction which was being effective and approved by the Bermuda Registrar of Companies on 11 May 2016. Under the share premium reduction, entire amount standing to the credit of the share premium account of the Company as at 29 February 2016 in the sum of approximately HK\$3,640,117,000 be reduced, with part of the credit arising therefrom being applied to offset the accumulated losses of the Company in the sum of approximately HK\$2,178,066,000 in full and the remaining balance of the credit in the sum of approximately HK\$1,462,051,000 being credited to the other reserve of the Company.

Details of the share premium reduction are set out in the Company's circular dated 15 April 2016.

The share premium reduction was approved at the Company's special general meeting held on 10 May 2016.

### 43. COMPARATIVE FIGURES

The comparative figures of this consolidated financial statements have been reclassified to conform to current period's presentation. The reclassification has had no material impact to the consolidated statement of financial position as at 1 April 2018. Accordingly, the consolidated statement of financial position as at 1 April 2018 was not presented.

### 42. 本公司之財務狀況及儲備表 (續)

#### 本公司儲備之變動 (續)

附註：

(i) 以股份為基準之補償儲備指根據就以股份為基準之付款而採納之會計政策所確認授予本公司僱員、董事及其他提供相類服務的其他人士之未行使購股權實際或估計數目之公平值。

(ii) 認股權證儲備指本公司發行認股權證所得款項淨額。行使認股權證後，儲備將轉撥至股本及股份溢價賬目。

於二零一七年十二月二十二日，認股權證持有人已行使認股權證，以按認購價每股0.24港元認購312,500,000股新股份。

(iii) 其他儲備（為本公司之實繳盈餘賬）指股份溢價減少產生的差額，於二零一六年五月十一日經百慕達公司註冊處處長批准生效。根據削減股份溢價，削減本公司股份溢價賬於二零一六年二月二十九日之全部進賬額約3,640,117,000港元，因此產生之進賬款項部分用於悉數抵銷本公司之累計虧損約2,178,066,000港元，餘下進賬款項約1,462,051,000港元計入本公司其他儲備。

削減股份溢價之詳情載於本公司日期為二零一六年四月十五日之通函。

削減股份溢價於本公司於二零一六年五月十日舉行的股東特別大會上獲批准。

### 43. 比較數字

本綜合財務報表的比較數字已重新分類，以符合本期間的列報。於二零一八年四月一日，重新分類對綜合財務狀況表並無重大影響。因此，並無呈列二零一八年四月一日的綜合財務狀況表。



CHINA SANDI HOLDINGS LIMITED  
中國三迪控股有限公司