



EMINENCE
ENTERPRISE LIMITED
高山企業有限公司

(HKEx Stock Code 股份代號: 616)



ANNUAL REPORT 2019 年報



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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Kwong Jimmy Cheung Tim
(Chairman and Chief Executive Officer)
Ms. Lui Yuk Chu
(Deputy Chairman)

Independent Non-Executive Directors

Mr. Kan Ka Hon
Mr. Lau Sin Ming
Mr. Foo Tak Ching¹
Mr. Wu Koon Yin Welly

AUDIT COMMITTEE

Mr. Kan Ka Hon (Chairman)
Mr. Lau Sin Ming
Mr. Foo Tak Ching¹
Mr. Wu Koon Yin Welly

REMUNERATION COMMITTEE

Mr. Lau Sin Ming (Chairman)
Mr. Kan Ka Hon
Mr. Foo Tak Ching¹
Mr. Wu Koon Yin Welly
Mr. Kwong Jimmy Cheung Tim

NOMINATION COMMITTEE

Mr. Foo Tak Ching¹ (Chairman)
Mr. Kan Ka Hon
Mr. Lau Sin Ming
Mr. Wu Koon Yin Welly²
Mr. Kwong Jimmy Cheung Tim

EXECUTIVE COMMITTEE

Mr. Kwong Jimmy Cheung Tim (Chairman)
Ms. Lui Yuk Chu

COMPANY SECRETARY

Mr. Lee Po Wing

AUDITOR

Deloitte Touche Tohmatsu

董事會

執行董事

鄭長添先生
(主席兼首席行政總裁)
雷玉珠女士
(副主席)

獨立非執行董事

簡嘉翰先生
劉善明先生
傅德楨先生¹
吳冠賢先生

審核委員會

簡嘉翰先生(主席)
劉善明先生
傅德楨先生¹
吳冠賢先生

薪酬委員會

劉善明先生(主席)
簡嘉翰先生
傅德楨先生¹
吳冠賢先生
鄭長添先生

提名委員會

傅德楨先生¹(主席)
簡嘉翰先生
劉善明先生
吳冠賢先生²
鄭長添先生

執行委員會

鄭長添先生(主席)
雷玉珠女士

公司秘書

李寶榮先生

核數師

德勤•關黃陳方會計師行

1. Mr. Foo has confirmed that he will not offer himself for re-election in the forthcoming annual general meeting of the Company and shall accordingly retire from office as of 1 August 2019.
2. Mr. Wu will be the Chairman of the Nomination Committee with effect from 1 August 2019.

1. 傅先生已確認不會在本公司即將舉行的股東週年大會上膺選連任，因此，他將於2019年8月1日退任。
2. 吳先生將於2019年8月1日獲委任為提名委員會主席。



Corporate Information 公司資料

LEGAL ADVISERS

As to Hong Kong law:
David Norman & Co.

As to Bermuda law:
Conyers Dill & Pearman

PRINCIPAL BANKER

Hang Seng Bank Limited

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS

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481-483 Castle Peak Road
Cheung Sha Wan, Kowloon
Hong Kong

BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

STOCK CODE

616

WEBSITE ADDRESS

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法律顧問

香港法律：
David Norman & Co.

百慕達法律：
Conyers Dill & Pearman

主要往來銀行

恒生銀行有限公司

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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九龍長沙灣
青山道481-483號
香港紗廠大廈第6期
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百慕達主要股份過戶登記處

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香港
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股份代號

616

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Chairman's Statement 主席報告

Dear Shareholders,

On behalf of the board (the **"Board"**) of directors (the **"Directors"**), I am pleased to present the annual results of Eminence Enterprise Limited (the **"Company"**) and its subsidiaries (collectively, the **"Group"**) for the year ended 31 March 2019.

For the year ended 31 March 2019, the Group's profit attributable to owners of the Company was approximately HK\$50,510,000 as compared to the profit attributable to owners of the Company of approximately HK\$53,539,000 last year (2018). This year's gross profit margin was approximately 94.7% compared to approximately 94.2% in 2018 and consolidated revenue advanced by approximately 25.4%. The basic and diluted earnings per share for the year ended 31 March 2019 were HK1.70 cents and HK1.67 cents (2018: basic and diluted earnings per share were HK2.31 cents and HK2.15 cents) respectively.

This year, the Group successfully kicked off several major projects, such as, the redevelopment of Matheson Building in Causeway Bay, the acquisition of Easy Tower in Cheung Sha Wan, and the commencement of compulsory sale of Wing Cheong Factory Building in Cheung Sha Wan. The Group also successfully disposed Inverness Road Property, a residential building development in Kowloon Tong, at a satisfactory price which minimized the risks for the Group given the market volatility expected from the continuing US and China trade war.

The Group is now in a better position to focus on industrial and non-residential sectors and will continue to sharpen its competitive edge and strengthen its income base to create and realize value in a sustainable manner over the long term for shareholders.

The Board and I would like to express our most sincere gratitude to the management team, our staff, shareholders and business partners for their continued support.

Kwong Jimmy Cheung Tim
Chairman

Hong Kong, 17 May 2019

敬啟者：

本人謹代表董事(「董事」)會(「董事會」)欣然提呈高山企業有限公司(「本公司」)及其附屬公司(統稱「本集團」)於截至2019年3月31日止年度之全年業績。

截至2019年3月31日止年度，本集團錄得本公司股東應佔溢利約為50,510,000港元，去年(2018年)本公司股東應佔溢利則為約53,539,000港元。今年毛利率錄得約94.7%(去年2018年：約94.2%)，綜合收入亦增長約25.4%。截至2019年3月31日止年度，每股基本及攤薄盈利分別為1.70港仙及1.67港仙(2018年：每股基本及攤薄盈利分別為2.31港仙及2.15港仙)。

今年，本集團成功展開若干主要項目，如重建銅鑼灣勿地臣街樓宇、收購長沙灣永義廣場及開始強制出售長沙灣永昌工業大廈。本集團亦以滿意的價格成功出售延文禮士道物業(一項九龍塘住宅大廈發展項目)，鑒於預期美國與中國持續的貿易戰導致的市場波動，該出售減少了本集團風險。

本集團現處於更好的狀態專注於工業及非住宅地產業務，並將繼續提高競爭優勢及增強其收入基礎，以可持續發展方式長期為股東創造及實現價值。

董事會及本人謹此衷心感謝我們的管理層、員工、股東及業務合作夥伴的大力支持。

鄺長添
主席

香港，2019年5月17日

Management Discussion and Analysis

管理層討論及分析

The board of directors (the “Board”) of Eminence Enterprise Limited (the “Company”) is pleased to announce the audited annual results of the Company and its subsidiaries (collectively the “Group”) for the year ended 31 March 2019 together with comparative figures. These annual results have been reviewed by the Company’s Audit Committee.

FINAL RESULTS

For the year ended 31 March 2019, the Group’s profit attributable to shareholders of the Company was approximately HK\$50,510,000 as compared to the profit attributable to shareholders of the Company of approximately HK\$53,539,000 last year (2018). The decrease in profit for the year was mainly attributable to, among other things, the increase in loss on changes in fair value of financial assets, increase in administrative expenses and decrease in gain on changes in fair value of investment properties, which has been offset by the increase in rental income and gain on disposal of a subsidiary. This year’s gross profit margin was approximately 94.7% compared to last year (2018: approximately 94.2%), and consolidated revenue advanced by 25.4%.

For the year ended 31 March 2019, the Group’s revenue amounted to HK\$62,228,000 compared to HK\$49,605,000 last year, which represented an increase of HK\$12,623,000 or approximately 25.4% as compared to last year (2018).

The basic and diluted earnings per share for the year ended 31 March 2019 were HK1.70 cents and HK1.67 cents (2018: basic and diluted earnings per share were HK2.31 cents and HK2.15 cents) respectively.

FINAL DIVIDEND

The Board does not recommend the payment of final dividend for the year ended 31 March 2019 (2018: nil).

BUSINESS REVIEW

During the year, the Group was principally engaged in property development, property investment, comprising the ownership and rental of investment properties, investment in securities and loan financing business which property development and property investment are the core business of the Group. The review of the individual business segments of the Group are set out below.

(i) Property Development

One of the core business of the Group is property development. The Group has extensive experience on property redevelopment, in particular, acquisition of old buildings for renewal and redevelopment. Below are the major projects of the Group during the year.

1. Project Matheson

As at 31 March 2019, the Group, through its subsidiary, owns the site at Nos. 11, 13 and 15 Matheson Street, Causeway Bay, Hong Kong. The total area of the site is approximately 2,857 sq ft. and is currently under development. After development, the site will provide a gross floor area of approximately 3,982 sq ft of commercial/office mixed-use building. The development is expected to complete in the fourth quarter of 2021.

高山企業有限公司(「本公司」)董事會(「董事會」)欣然公佈本公司及其附屬公司(統稱「本集團」)截至2019年3月31日止年度之經審核全年業績連同比較數字。本全年業績已由本公司之審核委員會審閱。

全年業績

截至2019年3月31日止年度，本集團錄得本公司股東應佔溢利約為50,510,000港元，去年(2018年)則為股東應佔溢利約53,539,000港元。年內溢利減少主要由於(其中包括)金融資產之公平值變動產生虧損增加、行政開支增加及投資物業之公平值變動產生收益減少所致，惟通過增加租金收入和出售附屬公司之收益抵消。今年毛利率錄得約94.7%(去年2018年：約94.2%)，綜合收入亦增長25.4%。

截至2019年3月31日止年度，本集團錄得營業額62,228,000港元，去年則為49,605,000港元，較去年(2018年)增加12,623,000港元或約25.4%。

截至2019年3月31日止年度，每股基本及攤薄盈利分別為1.70港仙及1.67港仙(2018年：每股基本及攤薄盈利分別為2.31港仙及2.15港仙)。

末期股息

董事會不建議派發截至2019年3月31日止年度之末期股息(2018年：無)。

業務回顧

於本年度，本集團主要從事物業發展、物業投資(包括擁有及租賃投資物業)、證券投資及貸款融資業務，而物業發展和物業投資為本集團之核心業務。本集團之獨立業務分部回顧載於下文。

(i) 物業發展

本集團的核心業務之一是物業發展。本集團在物業重建方面擁有豐富經驗，尤其是收購舊樓以進行翻新及重建。以下是本集團年內的主要項目。

1. 勿地臣街項目

於2019年3月31日，本集團透過其附屬公司擁有香港銅鑼灣勿地臣街11號、13號及15號。總地盤面積約為2,857平方呎，該地盤目前正進行發展。發展完成後，該地盤將提供總建築面積約為3,982平方呎之商業/辦公室綜合樓宇。發展項目預期將於2021年第四季度完工。



Management Discussion and Analysis

管理層討論及分析

2. *Project Wing Cheong*

As at 31 March 2019, the Group, through its subsidiary, owns approximately 86.4% of Wing Cheong Factory Building, a building located at No. 121 King Lam Street, Kowloon, Hong Kong. The site area is approximately 5,483 sq ft. On 12 September 2018, the Group filed an application under the Lands (Compulsory Sale for Redevelopment) Ordinance for auctioning all the units in Wing Cheong Factory Building. The Group plans to develop the site into an industrial mixed-use building with car parking spaces.

3. *Disposal of Inverness Road Property*

Inverness Road Property is a residential building located at Nos. 14-20 Inverness Road, Kowloon, Hong Kong, also known as New Kowloon Inland Lot No. 6573. It was a residential building under the development of the Group.

On 8 March 2019, the Group successfully disposed the Inverness Road Property and acquired Easy Tower simultaneously. The disposal of the Inverness Road Property allows the Group to focus on the industrial and non-residential sectors and sharpen its competitive edge on industrial building redevelopments. It also enables the Group to acquire Easy Tower and raise cash for other development projects, such as Wing Cheong, Fung Wah and Matheson Project. Furthermore, the disposal enabled the Group to save approximately HK\$135 million which the Group otherwise had to expend to complete the Inverness Road Property and bring it to market.

For further details, please refer to “Material Acquisition and Disposal” section below.

2. *永昌項目*

於2019年3月31日，本集團透過其附屬公司擁有永昌工業大廈約86.4%，該大廈位於香港九龍瓊林街121號。該地段地盤面積約為5,483平方呎。於2018年9月12日，本集團已根據《土地（為重新發展而強制售賣）條例》申請拍賣永昌工業大廈的所有單位。本集團計劃將其開發成為配備停車場的工業綜合樓宇。

3. *出售延文禮士道物業*

延文禮士道物業是一座座落於香港九龍延文禮士道14-20號的住宅大廈，也被稱為新九龍內地段第6573號。該物業是由本集團發展的住宅大廈。

於2019年3月8日，本集團完成出售延文禮士道物業並同時收購永義廣場。出售延文禮士道物業讓本集團可專注於工業及非住宅房地產業務，從而提高本集團在工業大廈重建方面的競爭優勢。出售亦令本集團能收購永義廣場及為其他發展項目籌集現金，例如永昌、豐華和勿地臣街項目。再者，出售使本集團節省約1.35億港元，否則本集團須額外花費完成延文禮士道物業並將其推出市場。

詳細資料請參閱下列「重大收購及出售」一節。



Management Discussion and Analysis 管理層討論及分析

(ii) Property Investment

The other core business of the Group is property investment.

During the year, the total rental income of the Group recorded was approximately HK\$42,627,000 (2018: approximately HK\$33,012,000), representing a 29.1% increase over the last year. The increase is primarily due to the contributions from newly acquired properties, as well as continued management of tenant mix, rental reversion at major investment properties and properties held for development for sale during the year under review.

Hong Kong

In Hong Kong, the Group owns residential units, commercial units and industrial units with a total carrying amount of approximately HK\$1,129,400,000 as at 31 March 2019 (2018: approximately HK\$1,156,000,000). For the year ended 31 March 2019, the Group recorded property rental income of approximately HK\$23,339,000 (2018: approximately HK\$16,516,000), representing an increase of approximately 41.3% as compared with 2018.

Below are the major property investments of the Group during the year.

1. Acquisition of Office Units and Car Parks in Capital Centre

The Group, through its subsidiary, owns the whole floor of 12th Floor of Capital Centre, No. 151 Gloucester Road, Hong Kong, as well as, car park spacing numbers 329, 330 and 331 on the 3rd Floor of the same building. The total saleable area of the 12th Floor is approximately 11,316 sq ft. The consideration was HK\$295 million. These properties were acquired for investment purposes and for providing an opportunity to expand and diversify the Group's property investment portfolio, and for generating a steady flow of rental income to the Group. For further details, please refer to "Material Acquisition and Disposal" and "Events after the end of the Reporting Period" sections below.

(ii) 物業投資

本集團的另一項核心業務為物業投資。

於年內，本集團錄得租金收入總額約為42,627,000港元(2018年：約33,012,000港元)，較去年增加29.1%。該增長主要由於受回顧年度內新購置物業、持續管理租戶組合、主要投資物業及持作出售發展物業之租金回流所推動。

香港

於2019年3月31日，本集團於香港擁有住宅單位、商業單位及工業單位，總賬面值約為1,129,400,000港元(2018年：約1,156,000,000港元)。截至2019年3月31日止年度，本集團錄得物業租金收入約23,339,000港元(2018年：約16,516,000港元)，較2018年增加約41.3%。

以下是本集團於年內的主要物業投資。

1. 收購資本中心的辦公室單位及車位

本集團透過其附屬公司擁有香港告士打道151號資本中心12樓全層及第三層329、330及331號之車位。12樓的總銷售面積約為11,316平方呎。代價為295,000,000港元。購入該等物業乃為投資用途，及為本集團提供擴展及多元化物業投資組合之機會，並為本集團帶來穩定的租金收入。詳情請參閱下列「重大收購及出售」及「報告期末後重大事項」一節。



Management Discussion and Analysis

管理層討論及分析

2. Acquisition of Easy Tower

Easy Tower is an industrial building located at No. 609 Tai Nan West Street, Cheung Sha Wan, Kowloon, Hong Kong, with a total gross floor area of approximately 74,458 sq ft. It is adjacent to Fung Wah Factorial Building, a site wholly owned by the Group with a total saleable area of 46,312 sq ft.

The acquisition of Easy Tower enables the Group to better focus on industrial and non-residential real estate activities which in turn enhance its competitiveness in such field. Easy Tower is also a source of recurring income to the Group through renting out the units in the building.

It also allows the Group to redevelop both Easy Tower site and Fung Wah Factorial Building site together and will significantly enhance the development potential of both sites.

Singapore

In Singapore, the Group owns 3 residential units with a total carrying amount of approximately HK\$159,831,000 as at 31 March 2019 (2018: approximately HK\$162,456,000). For the year ended 31 March 2019, the Group received property rental income of approximately HK\$2,840,000 (2018: approximately HK\$2,719,000), representing a 4.5% increase over the last year.

People's Republic of China (the "PRC")

In Huzhou City, Zhejiang Province of the PRC, the Group has 12 blocks of factory premises and 4 blocks of dormitories with a total carrying amount of approximately HK\$374,130,000 as at 31 March 2019 (2018: approximately HK\$338,177,000). For the year ended 31 March 2019, the Group recorded property rental income of approximately HK\$16,448,000 (2018: approximately HK\$13,777,000), representing an increase of approximately 19.4% as compared with 2018.

2. 收購永義廣場

永義廣場是一座落於香港九龍長沙灣大南西街609號之工業大廈，總建築面積約為74,458平方呎。永義廣場毗鄰的豐華工業大廈由本集團全資擁有，總銷售面積為46,312平方呎。

收購永義廣場讓本集團可更專注於工業及非住宅房地產活動，從而提高本集團在該方面的競爭力。透過出租永義廣場內的單位亦能視為本集團經常性收入的來源。

這亦讓本集團可將永義廣場及豐華工業大廈之地盤一起重建，並將顯著提升兩個地盤的發展潛力。

新加坡

於2019年3月31日，本集團於新加坡擁有3個住宅單位，總賬面值約為159,831,000港元(2018年：約162,456,000港元)。截至2019年3月31日止年度，本集團收取物業租金收入約為2,840,000港元(2018年：約2,719,000港元)，較去年增加4.5%。

中華人民共和國(「中國」)

於2019年3月31日，本集團於中國浙江省湖州市擁有12座廠房及4座宿舍，總賬面值約為374,130,000港元(2018年：約338,177,000港元)。截至2019年3月31日止年度，本集團錄得物業租金收入約為16,448,000港元(2018年：約13,777,000港元)，較2018年增加約19.4%。



Management Discussion and Analysis 管理層討論及分析

(iii) Securities Investment

During the year, the Group has adopted a prudent attitude in its securities investment. The Group had acquired listed securities and disposed of some shares in the investment portfolio. The Group recorded a loss on change in fair value of financial assets at fair value through profit or loss of approximately HK\$16,283,000 (2018: approximately HK\$2,195,000). The impairment loss on available-for-sale investments was nil (2018: approximately HK\$3,406,000). As a result, the Group reported a segment loss of approximately HK\$16,500,000 (2018: segment loss of approximately HK\$1,316,000) during the year under review. The Group received dividend income from the listed securities of approximately HK\$3,667,000 during the year under review. The Group considers that the prospects in respect of the listed shares investments are healthy. The Group understands that the performance of the investments may be affected by the degree of volatility in the Hong Kong stock market and subject to other external factors that may affect their values. Accordingly, the Group will continue to maintain a diversified portfolio of investment of different segments of markets to minimise the possible financial risks. Also, the Group will closely monitor the performance progress of the investment portfolio from time to time.

At 31 March 2019, the Group's investment in equity securities listed in Hong Kong amounting to approximately HK\$56,338,000 (2018: approximately HK\$3,436,000). It was derived from (i) the purchase of securities of approximately HK\$22,974,000 during the year under review; (ii) the disposal of securities which had a fair value of approximately HK\$160,625,000; (iii) net decrease in market value of securities investments in the amount of approximately HK\$16,659,000; and (iv) reclassified from available-for-sale investments of approximately HK\$207,213,000. This value represented an investment portfolio comprising 4 (2018: 4) equity securities which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

(iii) 證券投資

於年度內，本集團對證券投資採取謹慎態度。本集團購入上市證券，並售出投資組合中的部分股份。本集團錄得按公平值計入損益之金融資產之公平值變動虧損約為16,283,000港元(2018年：約2,195,000港元)，並無可供出售投資之減值虧損(2018年：約3,406,000港元)。因此，於回顧年度內，本集團錄得分部虧損約為16,500,000港元(2018年：分部虧損約為1,316,000港元)。於回顧年度內，本集團從上市證券中獲得股息收入約為3,667,000港元。本集團認為上市證券之投資前景穩健。本集團明白，投資表現或受香港股市波動程度影響，並受到可影響其價值的其他外部因素限制。因此，本集團將繼續維持不同市場的多元化投資組合，以盡量降低潛在的金融風險。此外，本集團亦將不時密切監察投資組合的表現發展狀況。

於2019年3月31日，本集團香港上市股本證券之投資金額約為56,338,000港元(2018年：約3,436,000港元)。此乃由於(i)於回顧年度內購入證券約22,974,000港元；(ii)出售證券之公平值約160,625,000港元；(iii)證券投資之市值金額淨減少約16,659,000港元；及(iv)重新分類可供出售之投資約207,213,000港元。該投資價值對應的投資組合包括4隻(2018年：4隻)於香港聯合交易所有限公司(「聯交所」)主板上市的股本證券。

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The Group held significant securities investments as at 31 March 2019 as below:

於2019年3月31日，本集團持有以下重大證券投資：

Company name (stock code) 公司名稱/(股份代號)	No. of shares held 持有股份數目	Approx. % held to the total issued share capital of the company/ investment % 佔本公司已發行 總股本/投資 總額之持 概約百分比	Investment cost/cost of acquisition HK\$'000 投資成本/ 收購成本 千港元	Dividend income for the year ended 31 Mar 2019 HK\$'000 截至2019年 3月31日止年度 之股息收入 千港元	Fair value gain (loss) for the year ended 31 Mar 2019 HK\$'000 截至2019年 3月31日止年度 之公平值收益 (虧損) 千港元	Fair value at 31 Mar 2019 HK\$'000 於2019年 3月31日之 公平值 千港元	Approx. % of total assets of the Group at 31 Mar 2019 % 於2019年 3月31日佔 本集團總資產 之概約百分比 %
China SCE Group Holdings Ltd. (1966) 中駿集團控股有限公司 (1966)	6,800,000	0.16%	10,757	1,359	272	27,812	0.69%
Best Food Holding Co. Ltd. (1488) 百福控股有限公司 (1488)	21,660,000	1.37%	25,740	133	1,273	26,425	0.65%
Other listed shares* 其他上市股份*	-	-	17,509	769	(377)	2,101	0.05%
Grand total: 總計：			54,006	2,261	1,168	56,338	1.39%

* Other listed shares included 2 companies whose shares are listed on the Main Board of the Stock Exchange.

* 其他上市股份包括2間在聯交所主板上市的公司股份。

(iv) Loan Financing

During the year, the Group recorded interest income from the loan financing business amounting to approximately HK\$19,601,000 (2018: approximately HK\$16,593,000), representing approximately 31.50% of the total revenue of the Group. The segment profit of loan financing business was approximately HK\$5,726,000 for the year ended 31 March 2019 (2018: approximately HK\$9,208,000). The outstanding principal amount of loans receivable as at 31 March 2019 was approximately HK\$336,010,000 (2018: approximately HK\$265,297,000). At 31 March 2019, impairment allowance for loans receivable amounted to approximately HK\$9,192,000. During the year under review, impairment allowance recognized in profit or loss amounted to approximately HK\$2,808,000 in its loan financing business. The Group will continue to develop in this segment in order to earn a higher interest income.

(iv) 貸款融資

於年內，本集團錄得來自貸款融資業務之利息收入約為19,601,000港元(2018年：約16,593,000港元)，佔本集團總營業額約31.50%。於截至2019年3月31日止年度，貸款融資業務之分部溢利約為5,726,000港元(2018年：約9,208,000港元)。於2019年3月31日，應收貸款之未償還本金額為約336,010,000港元(2018年：約265,297,000港元)。於2019年3月31日，應收貸款之減值撥備約為9,192,000港元。於回顧年度內，就貸款融資業務於損益確認之減值撥備約為2,808,000港元。本集團將繼續發展該分部以賺取更高利息收入。

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財務回顧

		Year ended 31 March 截至3月31日止年度		
		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	Change 變動 HK\$'000 千港元
Revenue	營業額	62,228	49,605	12,623
Gross profit	毛利	58,957	46,725	12,232
Gross profit margin	毛利率	94.7%	94.2%	0.5%
Distribution and selling expenses	經銷成本	-	(40)	(40)
Administrative expenses	行政開支	(48,276)	(35,525)	(12,751)
Finance costs	融資成本	(36,310)	(31,373)	(4,937)
Profit before taxation	除稅前溢利	50,910	54,608	(3,698)
Taxation	稅項	(400)	(1,069)	669
Profit for the year attributable to shareholders of the Company	本公司股東應佔本年度溢利	50,510	53,539	(3,029)
Net profit margin	淨利率	81.2%	107.9%	(26.7%)
Basic earnings per share	每股基本盈利	HK1.70 cents 1.70 港仙	HK2.31 cents 2.31 港仙	(HK0.61 cents) (0.61 港仙)
Diluted earnings per share	每股攤薄盈利	HK1.67 cents 1.67 港仙	HK2.15 cents 2.15 港仙	(HK0.48 cents) (0.48 港仙)

Revenue

For the year ended 31 March 2019, the Group's revenue increased by 25.4% to approximately HK\$62,228,000 as compared with last year which was derived from the increase in the rental income from the property investment business and interest income from the loan financing business.

Gross Profit/Margin

Gross profit of the Group for the year ended 31 March 2019 was approximately HK\$58,957,000, representing an increase of approximately 26.2% or approximately HK\$12,232,000 as compared to approximately HK\$46,725,000 in 2018. Gross profit margin for the year reached approximately 94.7% (2018: approximately 94.2%), representing an increase of 0.5% over the last financial year.

營業額

截至2019年3月31日止年度，本集團營業額較去年增加25.4%至約62,228,000港元，該增幅來自物業投資業務之租金收入及來自貸款融資業務之利息收入增長。

毛利／毛利率

本集團於截至2019年3月31日止年度之毛利約為58,957,000港元，較2018年約46,725,000港元增加約26.2%或約12,232,000港元。本年度之毛利率約為94.7%（2018年：約94.2%），較上個財政年度增加0.5%。

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Profit before Taxation

Profit before taxation of the Group for the year ended 31 March 2019 was approximately HK\$50,910,000, as compared with last year profit before taxation of approximately HK\$54,608,000.

Administrative expenses of the Group increased from approximately HK\$35,525,000 to approximately HK\$48,276,000, an increase of approximately 35.9% as compared with the last year.

During the year under review, there was a loss on changes in fair value of financial assets amounting to approximately HK\$16,283,000 (2018: approximately loss of HK\$2,195,000).

Finance costs of the Group was approximately HK\$36,310,000, increased by approximately HK\$4,937,000 or approximately 15.7% for the year from approximately HK\$31,373,000 in 2018, of which approximately HK\$17,123,000 (2018: approximately HK\$17,128,000) is the effective interest expense on convertible notes.

Profit Attributable to shareholders of the Company and Earnings per Share

Profit attributable to shareholders of the Company for the year ended 31 March 2019 was approximately HK\$50,510,000, as compared to last year profit of approximately HK\$53,539,000. Net profit margin is approximately 81.2% as compared to net profit margin last year of approximately 107.9%.

For this year, the taxation charge was approximately HK\$400,000 whilst last year the taxation charge was approximately HK\$1,069,000.

Basic and diluted earnings per share for the year ended 31 March 2019 were approximately HK1.70 cents and HK1.67 cents respectively as compared to basic and diluted earnings per share were approximately HK2.31 cents and HK2.15 cents respectively in 2018.

Liquidity and Financial Resources

At 31 March 2019, total assets of the Group amounted to approximately HK\$4,034,545,000 (2018: approximately HK\$4,011,917,000). In terms of financial resources as at 31 March 2019, the Group's total bank balances and cash was approximately HK\$141,582,000 (2018: approximately HK\$125,422,000).

At 31 March 2019, the Group has total bank borrowings of approximately HK\$1,075,229,000 (2018: approximately HK\$1,092,660,000). The Group's gearing ratio, which is calculated as a ratio of total bank borrowings to shareholders' equity, was approximately 0.4 (2018: approximately 0.4). As at 31 March 2019, the Group's current ratio was approximately 4.8 (2018: approximately 3.5).

The Group financed its operations primarily with recurring cash flow generated from its operations and bank financing.

除稅前溢利

本集團於截至2019年3月31日止年度之除稅前溢利約為50,910,000港元，而去年除稅前溢利約為54,608,000港元。

本集團之行政開支由約35,525,000港元增至約48,276,000港元，較去年增加約35.9%。

於回顧年度內，金融資產之公平值變動產生虧損為約16,283,000港元(2018年：虧損約為2,195,000港元)。

本集團之融資成本約為36,310,000港元，相比2018年約31,373,000港元增加約4,937,000港元或約15.7%，其中約17,123,000港元(2018年：約17,128,000港元)為可換股票據之實際利息支出。

本公司股東應佔溢利及每股盈利

本公司股東於截至2019年3月31日止年度應佔溢利約為50,510,000港元，而去年則為溢利53,539,000港元。淨利率約為81.2%，而去年淨利率則約107.9%。

本年度稅項支出約為400,000港元，而去年稅項支出則約為1,069,000港元。

截至2019年3月31日止年度，每股基本及攤薄盈利分別約為1.70港仙及1.67港仙，而2018年每股基本及攤薄盈利分別約為2.31港仙及2.15港仙。

流動資金及財務資源

於2019年3月31日，本集團之資產總額約為4,034,545,000港元(2018年：約4,011,917,000港元)。財政資源方面，於2019年3月31日，本集團之銀行結餘及現金總額約為141,582,000港元(2018年：約125,422,000港元)。

於2019年3月31日，本集團之銀行借貸總額約為1,075,229,000港元(2018年：約1,092,660,000港元)。本集團之資本負債比率(即銀行借貸總額佔股東資產之百分比)約為0.4(2018年：約0.4)。於2019年3月31日，本集團流動比率約為4.8(2018年：約3.5)。

本集團之營運資金主要來自其營運產生的循環現金流及銀行融資。

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Charges of Assets

As at 31 March 2019, the Group had bank loans amounting to approximately HK\$1,075,229,000 (2018: approximately HK\$1,092,660,000) which were secured by the Group's properties with an aggregate net book value of approximately HK\$776,431,000 (investment properties) and approximately HK\$1,730,263,000 (properties held for development for sale) respectively (2018: approximately HK\$986,740,000 and HK\$1,634,964,000).

Material Acquisitions and Disposals

(1)(a) Acquisition of Easy Tower

On 19 November 2018, the Group through Sonic Hover Limited, a wholly-owned subsidiary, entered into a conditional sale and purchase agreement with Easyknit Properties Holdings Limited, a subsidiary of Easyknit International Holdings Limited ("**Easyknit**"). Pursuant to which, Sonic Hover Limited agreed to acquire from Easyknit Properties Holdings Limited the entire equity interest in Wellmake Investments Limited ("**Wellmake**"), which the material asset is Easy Tower. The sale consideration was of HK\$470,000,000. The transaction was approved by the independent shareholders of the Company on 28 February 2019 and was duly completed on 8 March 2019.

Easy Tower is located at No. 609 Tai Nan West Street, Cheung Sha Wan, Kowloon, also known as New Kowloon Inland Lot No. 6238, and is adjacent to Fung Wah Factorial Building, a lot already owned by the Group. The total gross floor area of Easy Tower is approximately 74,458 sq ft. while for the total saleable area of Fung Wah Factorial Building is approximately 46,312 sq ft.

On completion, a property management agreement ("**Property Management Agreement**") was entered into between Wellmake, which was then a subsidiary of the Company after the completion, and UrbanMode (HK) Limited ("**Manager**"), a wholly-owned subsidiary of Easyknit. Pursuant to which, Wellmake appointed the Manager to manage Easy Tower for an initial period of three years from completion. Easyknit group has been providing property management services for Easy Tower and to facilitate the smooth transition of Easy Tower ownership without disruption to the management of Easy Tower, the Manager will manage and maintain Easy Tower after completion.

Reasons for Acquisition

The acquisition of Easy Tower enables to Group better focus on industrial and non-residential real estate activities which in turn enhance its competitiveness in such sector. Easy Tower is also a source of recurring income to the Group through renting out the units in the building.

Acquiring Easy Tower also allows the Group to redevelop both Easy Tower site and Fung Wah Factorial Building site together and will significantly enhance the development potential of both sites.

資產抵押

於2019年3月31日，本集團之銀行借貸約為1,075,229,000港元(2018年：約1,092,660,000港元)乃以本集團之物業作為抵押，賬面總淨值分別約為776,431,000港元(投資物業)及約1,730,263,000港元(持作出售發展物業)(2018年：約986,740,000港元及1,634,964,000港元)。

重大收購及出售

(1)(a) 收購永義廣場

於2018年11月19日，本集團透過全資附屬公司Sonic Hover Limited與永義國際集團有限公司(「永義」)之附屬公司Easyknit Properties Holdings Limited訂立有條件買賣協議。據此，Sonic Hover Limited同意從Easyknit Properties Holdings Limited收購緯豐投資有限公司(「緯豐」)的全部股權，而緯豐的重大資產為永義廣場。銷售代價為470,000,000港元。該交易於2019年2月28日獲本公司獨立股東批准，並於2019年3月8日正式完成。

永義廣場位於香港九龍長沙灣大南西街609號，也被稱為新九龍內地段第6238號，毗鄰為本集團全資擁有之豐華工業大廈。永義廣場總建築面積約為74,458平方呎而豐華工業大廈總可售面積約為46,312平方呎。

於完成日，本公司(於完成後)的附屬公司緯豐與永義的全資附屬公司UrbanMode (HK) Limited (「管理人」)訂立物業管理協議(「物業管理協議」)。據此，緯豐委任管理人管理永義廣場，初始年期為自完成起三年。永義集團一直為永義廣場提供物業管理服務。為能夠在不中斷永義廣場管理的情況下轉讓永義廣場的所有權，管理人將在完成後管理和維修永義廣場。

收購原因

收購永義廣場讓本集團可更專注於工業及非住宅房地產活動，從而提高本集團在該方面的競爭力。透過出租永義廣場內的單位亦能視為本集團經常性收入的來源。

通過收購永義廣場亦讓本集團可將永義廣場及豐華工業大廈之地盤一起重建，並將顯著提升兩個地盤的發展潛力。

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(1)(b) Disposal of Inverness Road Property

On 19 November 2018, the Group, through its wholly-owned subsidiary, Kingbest Capital Holdings Limited, entered into a conditional sale and purchase agreement with Gold Anchor Developments Limited, a wholly-owned subsidiary of Easyknit. Pursuant to which, Kingbest Capital Holdings Limited agreed to dispose to Gold Anchor Developments Limited the entire equity interest in Total Expect Limited, which the material asset is Inverness Road Property. The sale consideration was HK\$1,035,000,000. The transaction was approved by the independent shareholders of the Company on 28 February 2019 and was duly completed on 8 March 2019.

Reasons for Disposal

Inverness Road Property is located at Nos. 14-20 Inverness Road, Kowloon, Hong Kong, also known as New Kowloon Inland Lot No. 6573. The disposal of the Inverness Road Property allows the Group to focus on the industrial and non-residential sectors and sharpen its competitive edge on industrial building redevelopment. It also enables the Group to acquire Easy Tower and raise cash for other development projects, such as Wing Cheong, Fung Wah and Matheson Project. Furthermore, the disposal enabled the Group to save approximately HK\$135 million which the Group otherwise had to expend complete the Inverness Road Property and bring it to market. Through such acquisition and disposal, the Group received a net proceeds of approximately HK\$586,142,000.

For further details of the acquisition and disposal, please refer to the joint announcement dated 21 November 2018 and the joint circular dated 12 February 2019.

(2) Acquisition of Office Units and Car Parks in Capital Centre

The Group completed the acquisition of office units 01, 02, 03, 05, 06, 07, 08 and 09 on the 12th Floor (with a total saleable area of approximately 11,316 sq ft) and carparking spaces numbers 329, 330 and 331 on the 3rd Floor of Capital Centre, No. 151 Gloucester Road, Hong Kong on 30 April 2018. The consideration was approximately HK\$295 million. These properties were acquired for investment purposes and for providing an opportunity to expand and diversify the Group's property investment portfolio and for generating a steady flow of rental income to the Group.

As of 31 March 2019, the rental income from the properties during the year was approximately HK\$3,598,000.

On 20 November 2018, the Company obtained the Shareholders' approval to auction these properties (as a whole) through open tender of not less than HK\$310 million. Such approval allows the Company to act swiftly on its investment portfolio and provides the Board maximum flexibility in a sale and increase the pool of potential buyers.

(1)(b) 出售延文禮士道物業

於2018年11月19日，本集團透過其全資附屬公司佳景資本控股有限公司，與永義的全資附屬公司Gold Anchor Developments Limited訂立有條件買賣協議。據此，佳景資本控股有限公司同意向Gold Anchor Developments Limited出售Total Expect Limited的全部股權，而Total Expect Limited的重大資產為延文禮士道物業。銷售代價為1,035,000,000港元。該交易於2019年2月28日獲本公司獨立股東批准，並於2019年3月8日正式完成。

出售原因

延文禮士道物業位於香港九龍延文禮士道14-20號，也被稱為新九龍內地段第6573號。出售延文禮士道物業讓本集團專注於工業及非住宅房地產業務，從而提高本集團在工業大廈重建方面的競爭優勢。出售亦令本集團能收購永義廣場及為其他發展項目籌集現金，例如永昌、豐華和勿地臣街項目。再者，出售使本集團節省約1.35億港元，否則本集團須額外花費完成延文禮士道物業並將其推出市場。透過該收購及出售項目，本集團所得的款項淨額約為586,142,000港元。

有關收購及出售的詳細資料，請參閱於2018年11月21日的聯合公佈及2019年2月12日的聯合通函。

(2) 收購資本中心的辦公室單位及車位

於2018年4月30日，本集團完成收購香港告士打道151號資本中心12樓01、02、03、05、06、07、08及09辦公室單位（總銷售面積約為11,316平方呎）及第三層329、330及331號之車位。代價約為2.95億港元。購入該等物業乃為投資用途，及為本集團提供擴展及多元化物業投資組合之機會，並為本集團帶來穩定的租金收入。

截止2019年3月31日，於本年度內該等物業的租金收入約為3,598,000港元。

於2018年11月20日，本公司獲得股東批准透過公開招標方式（以一個整體）拍賣該等物業，惟最低價不低於3.1億港元。該批准使本公司能夠迅速對其投資組合採取行動及賦予董事會交易之最大靈活性及增加潛在買家數目。



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For further information on the acquisition, please refer to the Company's announcement dated 11 January 2018 and circular dated 15 March 2018.

For further information on the tender, please refer to the Company's announcement dated 4 October 2018 and circular dated 20 November 2018.

Saved as disclosed above, the Group had no material acquisitions of subsidiaries or associated companies during the year.

Exposure on Foreign Exchange Fluctuations

Most of the Group's revenues and payments are in United States dollars, Hong Kong dollars, Singapore dollars and Renminbi. During the year, the Group did not have significant exposure to the fluctuation in exchange rates and thus, no financial instrument for hedging purposes was employed. The Group considered the risk of exposure to the currency fluctuation to be minimal.

Contingent Liabilities

The Group did not have any significant contingent liabilities as at 31 March 2019 (2018: nil).

Capital Expenditure and Capital Commitments

Capital Expenditure

For the year ended 31 March 2019, the Group invested approximately HK\$1,489,000 (2018: approximately HK\$1,433,000) in the purchase of property, plant and equipment, and spent approximately HK\$23,368,000 (2018: approximately HK\$201,710,000) on addition of investment properties, other than the acquisition of investment properties through acquiring Wellmake. These capital expenditures were financed from internal resources and funds from previous fund raising activities of the Company.

Capital Commitments

As at 31 March 2019, the Group had capital commitments in respect of capital expenditure contracted for but not provided of approximately HK\$40,684,000 (2018: approximately HK\$265,975,000).

有關收購的詳細資料，請參閱本公司於2018年1月11日的公佈及2018年3月15日的通函。

有關招標的詳細資料，請參閱本公司於2018年10月4日的公佈及2018年11月20日的通函。

除上文披露外，本集團於年內已無其他有關附屬公司或聯營公司之重大收購。

外匯波動之風險

本集團之營業額與支出以美元、港元、新加坡元及人民幣為主。於年內，本集團並無因兌換率波動而承受重大風險，因此並無運用任何金融工具作對沖用途。本集團認為承受兌換率波動之風險極微。

或然負債

於2019年3月31日，本集團並無任何重大或然負債(2018年：無)。

資本開支及資本承擔

資本開支

截至2019年3月31日止年度，本集團投資約1,489,000港元(2018年：約1,433,000港元)購置物業、廠房及設備，並動用約23,368,000港元(2018年：約201,710,000港元)於增置投資物業，除通過收購緯豐而獲得之投資物業以外。該等資本開支的資金均來自內部資源及先前本公司之集資活動。

資本承擔

於2019年3月31日，本集團有關已訂約但未撥備之資本性開支的資本承擔約為40,684,000港元(2018年：約265,975,000港元)。



Management Discussion and Analysis

管理層討論及分析

EMPLOYEES

As at 31 March 2019, the Group had 55 employees (2018: 46). Staff costs (including directors' emoluments) amounted to approximately HK\$21,222,000 for the year under review (2018: approximately HK\$17,065,000). The Group remunerates its employees based on their performance, experience and prevailing industry practice. The Group has set out the Mandatory Provident Fund Scheme for the Hong Kong's employees and has made contributions to the state-sponsored pension scheme operated by the PRC government for the PRC employees. The Group has a share option scheme to motivate valued employees.

PROSPECTS

The Hong Kong economy has been growing steadily despite an increasingly challenging external environment.

Despite the uncertainties on global economic outlook caused by the intensified US-China trade war, Brexit, and recent corrections in the financial markets, Hong Kong's economy remains resilient.

The Board maintains a cautiously optimistic view on the property market and would continue devoting resources and effort in increasing and replenishing its land bank for its property development business and will also continue to adopt a prudent approach in acquiring and disposing properties and other investments to secure steady recurring income and capital appreciation for the Group.

僱員

於2019年3月31日，本集團有55名員工(2018年：46名)。於回顧年度內，員工成本(包括董事酬金)約為21,222,000港元(2018年：約17,065,000港元)。本集團根據僱員之表現、經驗及現行業內慣例而釐定彼等之薪酬。本集團已為香港僱員設立強制性公積金計劃，並為中國僱員向中國政府設立之國家資助退休金計劃作出供款。本集團設有一項購股權計劃，以鼓勵優秀員工。

展望

儘管外部環境日益嚴峻，香港經濟一直穩步增長。

儘管美中貿易戰日趨激烈、英國脫歐以及近期金融市場的調整致使全球經濟前景不明朗，香港經濟仍然具有彈性。

董事會對房地產市場保持謹慎樂觀的態度，並將繼續投入資源及努力增加及補充土地儲備以促進其物業發展業務，亦將繼續採取審慎的方法收購及處置物業及其他投資以確保穩定的經常性收入及本集團的資本升值。



Biographical Details of Directors

董事之履歷

MR. KWONG JIMMY CHEUNG TIM

Chairman and Chief Executive Officer

Mr. Kwong, aged 76, is an executive director, chairman, chief executive officer and authorised representative of the Company and chairman of the Executive Committee. Mr. Kwong graduated from The University of Hong Kong in 1965 and was admitted as Barrister-at-Law in the United Kingdom in 1970 and in Hong Kong in 1973 respectively. He has over 30 years of experience in the legal field. He serves as director of various subsidiaries of the Company and Easyknit. Mr. Kwong was appointed to the Board as an independent non-executive director in 2003, and was subsequently re-designated as an executive director in 2007. In 2007, Mr. Kwong was appointed as chairman and chief executive officer of the Company.

MS. LUI YUK CHU

Deputy Chairman

Ms. Lui, aged 61, is an executive director and deputy chairman of the Company and a member of the Executive Committee. She is also an executive director and vice president, and a member of the Executive Committee of Easyknit International Holdings Limited (“Easyknit”). Ms. Lui has been involved in the textiles industry for over 30 years and has extensive experience in design, manufacturing, marketing and distribution of apparel. She serves as director of various subsidiaries of the Company and Easyknit. Ms. Lui was appointed to the Board as an executive director in 2003 and was appointed as deputy chairman in 2006.

MR. KAN KA HON

Mr. Kan, aged 68, is an independent non-executive director of the Company since 2003. He is also a member and chairman of the Audit Committee, a member of the Remuneration Committee and Nomination Committee. He holds a Bachelor’s Degree in Science from The University of Hong Kong and is a fellow member of The Association of Chartered Certified Accountants and a member of The Hong Kong Institute of Certified Public Accountants. He has over 30 years of experience in accounting and finance. Mr. Kan is also an independent non-executive director of Victory City International Holdings Limited (Stock Code: 0539).

MR. LAU SIN MING

Mr. Lau, aged 57, is an independent non-executive director of the Company since 2004. He is also a member and chairman of the Remuneration Committee, a member of the Audit Committee and Nomination Committee. He is a fellow member of The Association of Chartered Certified Accountants and a member of The Hong Kong Institute of Certified Public Accountants. He has over 30 years of experience in accounting and auditing and is now working as a tax consultant.

鄭長添先生

主席兼首席行政總裁

鄭先生，76歲，為本公司之執行董事、主席、首席行政總裁兼授權代表，以及執行委員會主席。鄭先生於1965年畢業於香港大學，分別於1970年及1973年成為英國及香港之大律師。彼於法律界擁有逾30年經驗。彼為本公司及永義多間附屬公司之董事。鄭先生於2003年獲委任加入董事會為獨立非執行董事，其後於2007年獲調任為執行董事。於2007年，鄭先生獲委任為本公司主席兼首席行政總裁。

雷玉珠女士

副主席

雷女士，61歲，為本公司之執行董事兼副主席，以及執行委員會之成員。彼亦為永義之執行董事兼副主席及執行委員會之成員。雷女士從事紡織業逾30年，並於成衣設計、製造、市場推廣及分銷方面擁有豐富經驗。彼為本公司及永義多間附屬公司之董事。雷女士於2003年獲委任加入董事會為執行董事，及於2006年獲委任為副主席。

簡嘉翰先生

簡先生，68歲，自2003年起為本公司獨立非執行董事。彼亦為審核委員會之成員兼主席、薪酬委員會及提名委員會之成員。彼持有香港大學理學士學位，並為英國特許公認會計師公會資深會員及香港會計師公會會員。彼於會計及金融方面擁有逾30年經驗。簡先生亦為冠華國際控股有限公司(股份代號：0539)之獨立非執行董事。

劉善明先生

劉先生，57歲，自2004年起為本公司獨立非執行董事。彼亦為薪酬委員會之成員兼主席、審核委員會及提名委員會之成員。彼為英國特許公認會計師公會資深會員及香港會計師公會會員。彼擁有逾30年會計及核數經驗，現為稅務顧問。



Biographical Details of Directors

董事之履歷

MR. FOO TAK CHING

Mr. Foo, aged 85, is an independent non-executive director of the Company since 2007. He is also a member and chairman of the Nomination Committee, a member of the Audit Committee and Remuneration Committee. He is currently a Partner of Messrs. Liu, Choi & Chan, a firm of solicitors and notaries in Hong Kong and has been practising in the legal field for more than 30 years. He obtained his LLB from the University of London in the United Kingdom in 1968 and a diploma in Chinese Laws from the University of East Asia in Macau in 1987. Mr. Foo was admitted as a solicitor in England and Wales in 1972 and in Hong Kong in 1973 and admitted as a barrister and solicitor in the State of Victoria, Australia in 1982. He is a Notary Public and a China Appointed Attesting Officer.

MR. WU KOON YIN WELLY

Mr. Wu, aged 34, was appointed as an independent non-executive director of the Company on 1 January 2017. He is also a member of Audit Committee, Remuneration Committee and Nomination Committee. Mr. Wu holds a Master in Finance degree from the University of Essex and a Bachelor of Commerce degree in the University of Sydney. Mr. Wu is the Vice President of Sales in FXCM, which is a leading provider of online foreign exchange (FX) trading, CFD trading, spread betting and related services. Mr. Wu has over 11 years of extensive experience in the brokerage industry.

傅德楨先生

傅先生，85歲，自2007年起為本公司獨立非執行董事。彼亦為提名委員會之成員兼主席、審核委員會及薪酬委員會之成員。彼目前為廖蔡陳律師行（一所香港律師及公證人事務所）之合夥人，在法律界執業逾30年。彼於1968年取得英國倫敦大學之法律學士學位，並於1987年取得澳門東亞大學中國法律文憑。傅先生於1972年及1973年獲取英格蘭及威爾斯，及香港之律師資格，並於1982年獲取澳洲維多利亞省之大律師及律師資格。彼為國際公證人及中國委託公證人。

吳冠賢先生

吳先生，34歲，自2017年1月1日起為本公司獨立非執行董事。彼亦為審核委員會、薪酬委員會及提名委員會之成員。吳先生持有英國艾塞克斯大學金融學碩士學位及悉尼大學商學學士學位。吳先生在FXCM擔任銷售部副總裁，該公司是一家領先國際網上外匯交易、差價合約交易及相關服務供應商。吳先生在經紀行業擁有超過11年的豐富經驗。



Corporate Governance Report 企業管治報告

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is dedicated to maintaining the good standard of corporate governance within a sensible and practical framework. The Board firmly believes that the principles of transparency, accountability and independence are essential for upholding the interests of the stakeholders and maximizing shareholder’s value.

The Board is committed to excellence in corporate governance. It is responsible for developing and reviewing the Company’s policies and practices on corporate governance as well as compliance with legal and regulatory requirements.

CORPORATE GOVERNANCE PRACTICES

The Company’s corporate governance practices are based on the principles and the code provisions as set out in the Corporate Governance Code (“**CG Code**”) contained in Appendix 14 to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). During the year, the Company has fully complied with the code provisions of the CG Code, except for the deviation disclosed herein.

Under code provision A.2.1 of the CG Code provides that the roles of Chairman and Chief Executive should be separate and should not be performed by the same individual.

Mr. Kwong Jimmy Cheung Tim serves as Chairman as well as Chief Executive Officer of the Company and this dual leadership role has been adopted by the Company for a number of years. Such deviation is deemed appropriate as it is considered to be more efficient to have one single person to be Chairman of the Company as well as to discharge the executive functions of a chief executive thereby enabling more effective planning and better execution of long-term strategies. The Board believes that the balance of power and authority is adequately ensured by the operations and governance of the Board which comprises experienced and high calibre individuals, with half of them being independent non-executive directors of the Company. The Company will review the current structure when and as it becomes appropriate.

Code provision C.2.5 of the CG Code provides that the Group should have an internal audit function.

The Group does not have an internal audit function. During the year under review, the Board has reviewed the effectiveness of the internal control system of the Group and there were no major issues but areas for improvement have been identified by the Audit Committee and appropriate measures taken. The Board is of the view that the enterprise risk management and internal control systems in place for the year and up to the date of issuance of this announcement is effective and adequate. In addition, the Board is currently of the view that there is no immediate need to set up an internal audit function within the Group in light of the size, nature and complexity of the Group’s business. The situation will be reviewed from time to time.

本公司董事(「**董事**」)會(「**董事會**」)致力於在合理而可行的框架下實行良好企業管治標準。董事會堅信透明度、問責制與獨立性原則為保障持份者利益及提升股東價值之根本。

董事會致力踐行卓越的企業管治，負責制定及檢討本公司之企業管治政策與實務，並遵守法律法規要求。

企業管治常規

本公司企業管治常規乃依據香港聯合交易所有限公司(「**聯交所**」)證券上市規則(「**上市規則**」)附錄14所載企業管治守則(「**企業管治守則**」)之原則及守則條文。於年內，本公司已完全遵守企業管治守則之守則條文，惟本報告所披露之偏離情況除外。

根據企業管治守則第A.2.1條守則條文之規定，主席與行政總裁之角色應有區分，並不應由一人同時兼任。

鄭長添先生同時擔任本公司主席及首席行政總裁，而此雙角色領導模式於本公司推行已久且行之有效。此偏離情況被視為恰當，原因是由同一人擔任本公司主席兼履行首席行政總裁的執行職能被視為更具效率，能提高長遠策略的有效規劃及執行表現。董事會認為董事會成員不乏經驗豐富及具才幹之人士(其中半數為本公司獨立非執行董事)，其營運及管治足以確保權力及職能平衡。本公司將於適當時檢討現行架構。

根據企業管治守則第C.2.5條守則條文之規定，本集團應設立內部審核功能。

本集團沒有設立內部審核功能。在回顧年度內，董事會已對本集團內部監控制度的有效性進行了檢討，並沒有發現重大問題，但審核委員會已經確定有待改進的範疇，並採取了適當措施。董事會認為，於本年度和截至公佈日期止實施的企業風險管理和內部監控制度均為有效及充分。此外，董事會目前認為，鑑於本集團業務規模、性質及複雜性，本集團目前並無設立內部審核功能的急切需要。本集團將不時審查上述情況。

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS

The overall management of the business of the Company and its subsidiaries (the “Group”) is vested in the Board, who assumes the responsibility for leadership and control of the Company and oversees the Group’s businesses, strategic decisions and performances, interests of all shareholders of the Company (the “Shareholders”) and that all issues are considered in an objective manner.

BOARD COMPOSITION

During the year ended 31 March 2019 and up to the date of this annual report, the Board comprised six (6) Directors, including two (2) executive Directors and four (4) independent non-executive Directors. Mr. Foo Tak Ching, who will retire from office by rotation, confirmed that he will not offer himself for re-election in the forthcoming annual general meeting of the Company, and shall accordingly be retired from office as of 1 August 2019.

Details of the Board are as follows:

Executive Directors

Mr. Kwong Jimmy Cheung Tim (*Chairman and Chief Executive Officer*)
Ms. Lui Yuk Chu (*Deputy Chairman*)

Independent Non-executive Directors

Mr. Kan Ka Hon
Mr. Lau Sin Ming
Mr. Foo Tak Ching (*Mr. Foo has confirmed that he will not offer himself for re-election in the forthcoming annual general meeting of the Company and shall accordingly retire from office as of 1 August 2019*)
Mr. Wu Koon Yin Welly

Details of background and qualifications of all Directors are set out in the section headed “Biographical Details of Directors” of this annual report. Each of the Directors is subject to retirement by rotation at the AGM for a term of up to three years under Article 99 of the Bye-laws of the Company.

The Board possesses a balance of skills, experience and diversity which are appropriate for the requirements of the business of the Group. A balanced composition of executive and independent non-executive Directors also generates a strong independent element on the Board, which allows independent and objective decision making process for the best interest of the Group. The Company will review the composition of the Board regularly to ensure the Board possesses the appropriate and necessary expertise, skills and experience to meet the needs of the business development of the Group.

董事會

董事會被賦予對本公司及其附屬公司(「本集團」)之整體業務管理責任，肩負領導及管理本公司之責任，並監管本集團旗下業務、策略決策及營運表現、本公司所有股東(「股東」)的利益及客觀考慮所有事宜。

董事會之組成

於截至2019年3月31日止年度內及截至本年報日期，董事會由六(6)名董事組成，其中包括兩(2)名執行董事及四(4)名獨立非執行董事。將輪流退任的傅德楨先生已確認不會在本公司即將舉行的股東週年大會上膺選連任，因此，他將於2019年8月1日退任。

董事會細節載列如下：

執行董事

鄭長添先生(*主席兼首席行政總裁*)
雷玉珠女士(*副主席*)

獨立非執行董事

簡嘉翰先生
劉善明先生
傅德楨先生(*傅先生已確認不會在本公司即將舉行的股東週年大會上膺選連任，因此，他將於2019年8月1日退任*)
吳冠賢先生

有關全體董事之背景及專業資格資料均載於本年報「董事之履歷」一節。根據本公司之公司細則第99條，各董事須於股東週年大會上輪值退任，任期最長不超過三年。

董事會具備均衡的技能、經驗及切合本集團業務要求。執行與獨立非執行董事之間均衡的成員組成亦構成董事會有力的獨立要素，可提供獨立而客觀的決策流程實現本集團最佳利益。本公司將定期檢討董事會的成員組成，以確保董事會具備合適而必要的專業知識、業務技能及發展經驗，滿足本集團的業務發展需要。

Corporate Governance Report

企業管治報告

The Company has received written annual confirmation of independence from each of the independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules. Despite the fact that each of Mr. Kan Ka Hon, Mr. Lau Sin Ming and Mr. Foo Tak Ching, has served as an independent non-executive Director on the Board for more than nine (9) years, the Board is of the view that their duration of service will not interfere with their exercise of independent judgement in carrying out their duties and responsibilities as the independent non-executive Directors and believes that their valuable knowledge and experience in the Group's business will continually benefit the Company and the Shareholders as a whole. Accordingly, the Company considers that all independent non-executive Directors have met the independence guidelines of Rule 3.13 of the Listing Rules.

Appointment and Re-election of Directors

Pursuant to the bye-laws of the Company (the "Bye-Laws"), all Directors are subject to retirement by rotation at annual general meeting of the Company (the "AGM") no later than the third AGM since the last re-election. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the next following general meeting of the Company after his or her appointment, or any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company after his or her appointment and shall then be eligible for re-election.

Board Meeting

The Board meets regularly four times a year, i.e. at approximately quarterly intervals. During the year, the Board convened a total of four regular meetings and the attendance of the Directors are set out as below section headed "ATTENDANCE RECORD OF DIRECTORS AND COMMITTEE MEMBERS".

The Board is responsible for the approval and monitoring of the Group's overall strategies and policies, approval of business plans, evaluating the performance of the Group and oversight of management. It is also responsible for promoting the success of the Company and its businesses by directing and supervising the Company's affairs.

The Board focuses on overall strategies and policies with particular attention paid to the growth and financial performance of the Group.

The Board delegates day-to-day operations of the Group to the executive Directors and senior management of every business segment, while reserving certain key matters for its approval. Decisions of the Board are communicated to the management through executive Directors who have attended Board meetings.

All Directors have been provided, on a monthly basis, with the Group's management information updates to give them aware of the Group's affairs and facilitates them to discharge their duties under the relevant requirements of the Listing Rules.

本公司已接獲各獨立非執行董事根據上市規則第3.13條作出的年度獨立確認書。儘管簡嘉翰先生、劉善明先生及傅德楨先生已於董事會擔任獨立非執行董事逾九年，但董事會認為該服務年期將不會影響彼等在履行獨立非執行董事職責時作出獨立判斷，亦相信彼等對本集團業務的深入認識及寶貴經驗將繼續令本公司及股東整體受惠。因此，本公司認為全體獨立非執行董事均符合上市規則第3.13條的獨立性指引。

委任及重選董事

根據本公司之公司細則（「公司細則」），所有董事均須本公司股東週年大會（「股東週年大會」）上輪值退任，惟不得遲於自最後一次重選後第三屆股東週年大會。任何獲董事會委任以填補臨時空缺之董事，其任期僅持續至本公司在緊隨相關委任後召開的股東大會時止；或任何獲董事會委任作為現有董事會增補成員之董事，其任期僅持續至本公司在緊隨相關委任後召開的股東週年大會時，之後均有資格膺選連任。

董事會會議

董事會每年定期召開四次會議，大約每季度一次。於年內，董事會合共召開四次定期會議，而董事之出席紀錄載於下文「董事及委員會成員的出席紀錄」。

董事會負責批准及監察本集團之整體策略及政策、批准業務計劃、評估本集團之表現及監管管理層。董事會亦負責領導及監管本公司事務來促進本公司及其業務之成功。

董事會專注於整體策略及政策，尤其著重本集團之增長及財務表現。

董事會將本集團之日常營運交由執行董事及各業務分部之高級管理層處理，同時保留對若干主要事項作出審批之權利。董事會之決定由出席董事會會議之執行董事轉達管理。

全體董事每月均獲本集團管理層提供有關本集團之最新資料，以便彼等掌握本集團之業務狀況及履行彼等於上市規則相關規定下的職責。

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Continuous Professional Development

During the year, the Company provides regular updates on the business performance of the Group to the Directors. The Directors are regularly updated on the latest development regarding the Listing Rules and other applicable statutory requirements to ensure compliance and upkeep of good corporate governance practices.

The Directors are encouraged to participate in continuous professional developments (the “Continuous Professional Development”) to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. According to the confirmations received from the Directors, all Directors have participated in the Continuous Professional Development for the year ended 31 March 2019 in the following manner:

Name	姓名	Types of Trainings 培訓類型 (Note) (附註)
Executive Directors		
Mr. Kwong Jimmy Cheung Tim	鄺長添先生	√
Ms. Lui Yuk Chu	雷玉珠女士	√
Independent Non-executive Directors		
Mr. Kan Ka Hon	簡嘉翰先生	√
Mr. Lau Sin Ming	劉善明先生	√
Mr. Foo Tak Ching	傅德楨先生	√
<i>(Mr. Foo has confirmed that he will not offer himself for re-election in the forthcoming annual general meeting of the Company and shall accordingly retire from office as of 1 August 2019)</i>	<i>(傅先生已確認不會在本公司即將舉行的股東週年大會上重選連任，因此，他將於2019年8月1日退休)</i>	√
Mr. Wu Koon Yin Welly	吳冠賢先生	√

Note:

Continuous Professional Development through attending briefings/seminars/webcast/conferences/forums/online trainings.

Corporate Governance Functions

The Board is responsible for performing the corporate governance functions as set out below:

- (a) To develop and review the Company’s policies and practices on corporate governance, monitoring of the corporate governance practices and procedures; and maintenance of appropriate and effective risk management and internal control systems of the Group to ensure compliance with applicable rules and regulations;
- (b) To review and monitor the training and continuous professional development of Directors and senior management;

持續專業發展

於年內，本公司定期向董事提供本集團業務表現的最新資料，亦定期向董事提供關於上市規則及其他適用法律規定的最新進展，以確保遵守及維護良好企業管治常規。

本集團鼓勵董事參與持續專業發展（「持續專業發展」），以發展及更新其知識及技能，以確保彼等在具備全面資訊及切合所需的情況下對董事會作出貢獻。根據董事提供的確認書，全體董事於截至2019年3月31日止年度有參與持續專業發展，情況如下：

Name	姓名	Types of Trainings 培訓類型 (Note) (附註)
Executive Directors		
Mr. Kwong Jimmy Cheung Tim	鄺長添先生	√
Ms. Lui Yuk Chu	雷玉珠女士	√
Independent Non-executive Directors		
Mr. Kan Ka Hon	簡嘉翰先生	√
Mr. Lau Sin Ming	劉善明先生	√
Mr. Foo Tak Ching	傅德楨先生	√
<i>(Mr. Foo has confirmed that he will not offer himself for re-election in the forthcoming annual general meeting of the Company and shall accordingly retire from office as of 1 August 2019)</i>	<i>(傅先生已確認不會在本公司即將舉行的股東週年大會上重選連任，因此，他將於2019年8月1日退休)</i>	√
Mr. Wu Koon Yin Welly	吳冠賢先生	√

附註：

透過出席簡報會／研討會／網絡廣播／會議／論壇／網上培訓參與持續專業發展

企業管治職能

董事會負責履行之企業管治職能如下：

- (a) 制定及檢討本公司的企業管治政策及常規，監督企業管治常規和程序；維持本集團適當有效的風險管理和內部監控制度，確保遵守適用的規章及制度；
- (b) 檢討及監察董事及高級管理人員的培訓及持續專業發展；



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- (c) To review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
 - (d) To develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
 - (d) To review the Company's compliance with the CG Code and disclosure in the corporate governance report in the Company's annual reports.
- (c) 檢討及監察本公司於遵守法律及監管規定方面的政策及常規；
 - (d) 制定、檢討及監察僱員及董事的操守準則及合規手冊(如有)；及
 - (e) 檢討本公司遵守企業管治守則的情況及檢閱本公司年報中企業管治報告的披露內容。

During the year ended 31 March 2019, the Board had performed the abovementioned corporate governance functions by reviewing the Company's policies and practices on corporate governance and compliance with legal and regulatory requirements.

於截至2019年3月31日止年度內，董事會已審閱本公司之企業管治及遵守法律及監管規定之政策及常規，以履行上述企業管治職能。

Directors' and Officers' Liability Insurance and Indemnity

The Company has appropriate insurance cover for the Directors' and Officers' liabilities in respect of any claims against the Directors and officers of the Group arising out of corporate activities of the Group.

董事和要員責任保險及賠償

針對本集團董事及要員因履行本集團企業活動而引致的法律訴訟指控，本公司已安排適當的保險保障董事及要員責任。

DELEGATION BY THE BOARD

Board Committees

The Board has established four Board Committees, namely, Audit Committee, Remuneration Committee, Nomination Committee and Executive Committee, to assist in the execution of the Board's responsibilities and to oversee particular aspect of the Group's affairs. Each Board Committee is provided with sufficient resources to discharge its duties properly, and holds meetings in accordance with the Bye-Laws, its specific written terms of reference and, where applicable, the proceedings of the Board meeting. The terms of reference of the Board Committees are reviewed and updated regularly to ensure that they are aligned with prevailing governance practices. The terms of reference of each of the Board Committees are available on the Company's website. The attendance of each member of the Board Committees are set out as below section headed "ATTENDANCE RECORD OF DIRECTORS AND COMMITTEE MEMBERS"

董事會權力之轉授

董事委員會

董事會已設立四個董事委員會，即審核委員會、薪酬委員會、提名委員會及執行委員會，以協助董事會執行職責及監管本集團特定事務。各董事委員會均獲提供充足資源以適當履行轄下職責，並根據公司細則、其特定書面職權範圍及(如適用)董事會會議之程序舉行會議。董事會定期檢討及更新轄下各委員會的職權範圍，以確保各委員會符合現行管治常規。各董事委員會的職權範圍均載於本公司網站。董事委員會各成員的出席紀錄載於下文「董事及委員會成員的出席紀錄」。

Audit Committee

The Audit Committee currently comprises four independent non-executive Directors, namely, Mr. Kan Ka Hon (chairman of the Audit Committee), Mr. Lau Sin Ming, Mr. Foo Tak Ching and Mr. Wu Koon Yin Welly and held three meetings during the year ended 31 March 2019.

審核委員會

審核委員會現由四名獨立非執行董事組成，包括簡嘉翰先生(審核委員會主席)、劉善明先生、傅德楨先生及吳冠賢先生。截至2019年3月31日止年度，審核委員會已舉行三次會議。

The chairman of the Audit Committee, Mr. Kan Ka Hon, possesses appropriate professional qualifications in finance and accounting and meets the requirements of Rule 3.21 of the Listing Rules. No member of the Audit Committee is a former partner of the existing auditing firm of the Company during two years after he ceases to be partner of the audit firm.

審核委員會主席簡嘉翰先生具備合適的財務及會計專業資格並符合上市規則第3.21條規定。審核委員會中並無成員為於兩年內辭任本公司現聘核數公司職務的核數公司前合夥人。

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The principal functions of the Audit Committee included:

- to oversee the relationship with the external auditor;
- to review the interim and annual financial statements before publication;
- to oversee the Group's financial reporting system and internal control procedures; and
- to review of the internal control and risk management framework.

During the year ended 31 March 2019, the Audit Committee has reviewed (i) the reports from the Company's auditor, accounting principles and practices adopted by the Group, management representation letters, and management's response in relation to the annual results for the year ended 31 March 2019 and the interim results for the six months ended 30 September 2018; (ii) the financial statements for the year ended 31 March 2019 and the six months ended 30 September 2018 and recommended the same to the Board for approval; (iii) the effectiveness of risk management and internal control systems; and (iv) update the dividend policy of the Company.

The Audit Committee reviewed the 2018/2019 consolidated financial statements in conjunction with the external auditor of the Company. Based on this review and discussions with management, the Audit Committee was satisfied that the consolidated financial statements were prepared in accordance with applicable accounting standards, and fairly present the Group's financial position and results for the year ended 31 March 2019.

Remuneration Committee

The Remuneration Committee currently comprises four independent non-executive Directors, namely Mr. Lau Sin Ming (chairman of the Remuneration Committee), Mr. Kan Ka Hon, Mr. Foo Tak Ching and Mr. Wu Koon Yin Welly, and one executive Director, namely Mr. Kwong Jimmy Cheung Tim. The Remuneration Committee held two meetings during the year ended 31 March 2019.

The principal functions of the Remuneration Committee included:

- to recommend to the Board on the Company's policies and structure for the remuneration of the Directors and senior management of the Group;
- to recommend to the Board on the remuneration package of all executive Directors and senior management of the Group; and
- to review and approve the management's remuneration proposals with reference to corporate goals and objectives by the Board from time to time.

審核委員會之主要職責包括：

- 監察與外聘核數師之關係；
- 於刊發中期及全年財務報表前進行審閱；
- 監察本集團之財務報告系統及內部監控程序；及
- 檢討內部監控及風險管理架構。

於截至2019年3月31日止年度內，審核委員會已審閱(i)截至2019年3月31日止年度之全年業績及截至2018年9月30日止6個月之中期業績相關之本公司核數師報告、本集團採納之會計原則及常規、管理層聲明函件及管理層之回應；(ii)截至2019年3月31日止年度及截至2018年9月30日止6個月之財務報表並向董事會建議審批；(iii)風險管理及內部監控制度的成效；及(iv)更新本公司的股息政策。

審核委員會聯同本公司外聘核數師審核了2018/2019年度的綜合財務報表。根據這項審閱以及與管理層的討論，審核委員會確信綜合財務報表是按適用的會計準則編製，並公平呈列了本集團截至2019年3月31日止年度的財政狀況及業績。

薪酬委員會

薪酬委員會現由四名獨立非執行董事組成，包括劉善明先生(薪酬委員會主席)、簡嘉翰先生、傅德楨先生及吳冠賢先生及一名執行董事(鄺長添先生)。截至2019年3月31日止年度，薪酬委員會已舉行兩次會議。

薪酬委員會之主要職責包括：

- 就本集團董事及高級管理人員之薪酬政策及架構向董事會提出建議；
- 就本集團全體執行董事及高級管理人員之薪酬待遇向董事會提出建議；及
- 參照董事會不時設定的企業目標及宗旨，檢討及批准管理層的薪酬方案。



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The primary objective of the Company's remuneration policy is to attract, retain and motivate the personnel by providing fair reward for their contributions to the Group's performance. In this context, the remuneration policy is to set the overall remuneration package at a competitive level and in a form that permits additional remuneration to be earned for high performance over a sustained period. The remuneration packages are determined with reference to the time commitment and responsibilities of each individual, the Company's performance and the prevailing market conditions.

During the year ended 31 March 2019, the Remuneration Committee reviewed the remuneration policies and structure for the Directors and senior management of the Group.

Nomination Committee

The Nomination Committee currently comprising four independent non-executive Directors, namely Mr. Foo Tak Ching (chairman of the Nomination Committee), Mr. Kan Ka Hon, Mr. Lau Sin Ming and Mr. Wu Koon Yin Welly, and one executive Director, namely Mr. Kwong Jimmy Cheung Tim. After the retirement of Mr. Foo Tak Ching in the forthcoming annual general meeting, Mr. Wu Koon Yin Welly will be appointed as the chairman of the Nomination Committee.

The Nomination Committee held three meetings for the year ended 31 March 2019.

The principal functions of the Nomination Committee included:

- to review the structure, size and composition (including the skills, knowledge and experience) of the Board;
- to identify and nominate suitable candidates of directors for the Board's consideration; and
- to assess the independence of the independent non-executive Directors.

During the year ended 31 March 2019, the Nomination Committee (i) reviewed the structure, size, composition and diversity of the Board; (ii) assessed the independence of independent non-executive Directors; and (iii) updated the nomination policy and diversity policy of the Company.

本公司薪酬政策之主要目的為吸引、挽留及鼓勵人材，對彼等為本集團表現所作出之貢獻提供公平回報。有鑒於此，薪酬政策旨在制訂具競爭力的整體薪酬待遇，並在形式上允許長期優秀表現可獲得額外薪酬。薪酬待遇經參考個別人士的供職時間及職責、本公司之業績表現以及現行市況後釐定。

於截至2019年3月31日止年度內，薪酬委員會已審閱本集團董事及高級管理層之薪酬政策及架構。

提名委員會

提名委員會現由四名獨立非執行董事組成，包括傅德楨先生（提名委員會主席）、簡嘉翰先生、劉善明先生及吳冠賢先生及一名執行董事（鄭長添先生）。傅德楨先生於即將舉行的股東週年大會上退任後，吳冠賢先生將獲委任為提名委員會主席。

截至2019年3月31日止年度，提名委員會已舉行三次會議。

提名委員會之主要職責包括：

- 檢討董事會的架構、規模及成員組成（包括技能、知識及經驗）；
- 物色並提名合適的董事候選人以供董事會考慮；及
- 評核獨立非執行董事的獨立性。

於截至2019年3月31日止年度內，提名委員會已(i)審閱董事會的架構、規模、成員組成及多元化；(ii)評核獨立非執行董事的獨立性；及(iii)更新本公司的提名政策和多元化政策。



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Nomination Policy and Board Diversity Policy

The Board adopted a nomination policy and board diversity policy which set out the nomination procedures adopted by the Nomination Committee and the approach to achieving board diversity in the Company in order to enhance the effectiveness of the Board and its corporate governance standard. The Company recognizes the importance of having a diverse team of board members, which is an essential element in maintaining a competitive advantage. The Nomination Committee has been delegated the authority to review and assess the diversity of the Board and its skills and experience by way of consideration of a number of factors, including but not limited to, gender, age, cultural and educational background, professional experience, industry experience, skills, knowledge and length of service. The Nomination Committee will give consideration to the diversity policy when identifying and selecting suitably qualified candidates. The policy will be reviewed on a regular basis.

Both the nomination policy and the board diversity policy are available on the Company's website.

Executive Committee

The Executive Committee currently comprises all the executive Directors, namely Mr. Kwong Jimmy Cheung Tim (chairman of the Executive Committee) and Ms. Lui Yuk Chu.

It meets as and when required between regular Board meetings of the Company, and operates as a general management committee under the direct authority of the Board. Within the parameters of authority delegated by the Board, the Executive Committee is committed to the implementation of the Group's strategy set by the Board, monitors the Group's investment and trading performance, funding and financing requirements, and reviews the management performance.

AUDITORS' REMUNERATION

Messrs. Deloitte Touche Tohmatsu have been re-appointed as the external auditor of the Company at the 2018 Annual General Meeting until the conclusion of the forthcoming 2019 Annual General Meeting.

During the year ended 31 March 2019, the audit and non-audit fees paid or payable to the Company's external auditor, Deloitte Touche Tohmatsu, was made up of an audit fee of approximately HK\$2,180,000 and a non-audit related service fee of approximately HK\$1,333,000. The latter included taxation service and professional service.

提名政策和多元化政策

為提升董事會效能及其企業管治水平，董事會採納提名政策及多元化政策，該等政策載述提名委員會採納的提名程序及本公司實現董事局成員多元化的方法。此為維持競爭優勢的必要元素。董事會已授權提名委員會透過綜合考慮多項因素，包括但不限於性別、年齡、文化及教育背景、專業經驗、行業經驗、技能、知識和服務年期，檢討及評估董事會的多元化程度、其技能及經驗。提名委員會於物色及甄選合適資格人選時，將會考慮多元化政策。提名委員會將定期檢討該政策。

提名政策和多元化政策均載於本公司網站。

執行委員會

執行委員會現由全體執行董事組成，包括鄭長添先生（執行委員會主席）及雷玉珠女士。

執行委員會於有需要時於本公司定期董事會會議之間召開會議，並在董事會直接授權下以一般管理委員會模式運作。在董事會授予之權力範圍下，執行委員會致力落實董事會所制訂之本集團策略、監控本集團之投資及交易表現、資金及融資需求，並檢討管理層表現。

核數師酬金

德勤•關黃陳方會計師行已於2018年股東週年大會上獲續聘為本公司外聘核數師，任期至2019年股東週年大會結束為止。

於截至2019年3月31日止年度內，已付或應付本公司外聘核數師德勤•關黃陳方會計師行的審核及非審核費用，包括審核費用約2,180,000港元及非審核相關服務費用約1,333,000港元。後者包括稅務服務及專業服務。

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ATTENDANCE RECORD OF DIRECTORS AND COMMITTEE MEMBERS

Details of the attendance of each individual Director at the Board meetings, the Board Committee meetings, the AGM and the special general meetings of the Company (the "SGMs") held during the year ended 31 March 2019 are as follows:

董事及委員會成員的出席紀錄

截至2019年3月31日止年度，個別董事出席本公司所召開之董事會會議、董事委員會會議、股東週年大會及股東特別大會之情況詳情如下：

Name 姓名	Attended/Eligible to attend 出席/合資格出席				AGM 股東週年大會	SGMs 股東特別大會
	Board Meeting 董事會會議	Audit Committee Meeting 審核委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Nomination Committee Meeting 提名委員會會議		
Executive Directors 執行董事						
Mr. Kwong Jimmy Cheung Tim 鄺長添先生	4/4	N/A	2/2	3/3	1/1	3/3
Ms. Lui Yuk Chu 雷玉珠女士	4/4	N/A	N/A	N/A	0/1	0/3
Independent Non-executive Directors 獨立非執行董事						
Mr. Kan Ka Hon 簡嘉翰先生	4/4	3/3	2/2	3/3	1/1	1/3
Mr. Lau Sin Ming 劉善明先生	4/4	3/3	2/2	3/3	1/1	3/3
Mr. Foo Tak Ching 傅德楨先生	4/4	3/3	2/2	3/3	1/1	3/3
Mr. Wu Koon Yin Welly 吳冠賢先生	3/4	2/3	1/2	2/3	1/1	3/3

COMPANY SECRETARY

The company secretary of the Company, Mr. Lee Po Wing, assists the Board by ensuring good information follow within the Board and that the Board policy and procedures are followed. In accordance with Rule 3.29 of the Listing Rules, Mr. Lee Po Wing confirmed that he has taken no less than 15 hours of the relevant professional training during the year ended 31 March 2019.

公司秘書

本公司之公司秘書李寶榮先生協助董事會，確保董事會成員之間資訊交流良好，以及遵循董事會政策及程序。根據上市規則第3.29條，李寶榮先生於截至2019年3月31日止年度已接受不少於15小時的相關專業培訓。

ACCOUNTABILITY AND AUDIT

The Board leads and maintains effective controls over the Group's activities, with executive responsibility for the running of the Group's business being delegated to management. The management provides all members of the Board with monthly updates in order to give a balanced and understandable assessment of the Group's performance, position and prospects to enable them to discharge their duties.

問責制及審核

董事會領導和維持對本集團活動之有效監控，將經營本集團業務之執行責任交由管理層處理。管理層向所有董事會成員提供每月一次的更新資料，以對本集團表現，狀況及前景作出全面而通俗的評價，讓董事可履行職責。

Risk Management and Internal Control

The Board is responsible for evaluating and determining the nature and extent of the risks and it is willing to take in achieving the Group's strategic objectives and ensuring that the Group establishes and maintains appropriate and effective risk management and internal control systems and reviewing their effectiveness. The Board is also responsible for overseeing the design, implementation and monitoring of the risk management and internal control systems. The risk management and internal control systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operating systems or in achievement of the Group's business objectives.

風險管理和內部監控

董事會負責評估和確定本集團在實現策略目標中將承擔的風險的性質和程度，並負責確保本集團建立並維持適當而有效的風險管理和內部監控制度，並審查其有效性。董事會亦負責監督對風險管理和內部監控制度的設計、實施和監察。風險管理和內部監控制度旨在提供合理的，但不是絕對的保證，以防重大的錯誤或損失，並管理而不是消除操作系統故障或實現本集團業務目的風險。

Corporate Governance Report 企業管治報告

The Board, through the Audit Committee, conducts a review of the effectiveness of the Group's risk management and internal control systems annually by requiring all department managers to undergo a detailed self-risk assessment process using a common risk management framework. It covers all material controls, including financial, operational and compliance controls, on an annual basis. It also considers the adequacy of resources, staff qualifications and experience, training programs and budget of the Group's accounting and financial reporting function.

Under the enterprise risk management framework, policies and procedures are in place to identify, assess, manage, control and report risks. Such risks include strategic, credit, operational (administrative, system, human resources, reputation), market, liquidity, legal and regulatory risks. Exposure to these risks is continuously monitored by the Board through the Audit Committee. The internal control system includes a defined management structure with specified limits of authority. The Board has clearly defined the authorities and key responsibilities of each division to ensure adequate checks and balances.

The internal control system has been designed to safeguard the Group's assets against unauthorized use of disposition, to ensure the maintenance of proper accounting records for producing reliable financial information, and to ensure compliance with applicable laws, regulations and industry standard.

The Group does not have an internal audit function. During the year under review, the Board has reviewed the effectiveness of the internal control system of the Group and there was no major issue but areas for improvement have been identified by the Audit Committee and appropriate measures taken. The Board is of the view that the enterprise risk management and internal control systems in place for the year and up to the date of issuance of the annual report is effective and adequate. In addition, the Board is currently of the view that there is no immediate need to set up an internal audit function within the Group in light of the size, nature and complexity of the Group's business. The situation will be reviewed from time to time.

Financial Reporting

The Directors acknowledged their responsibility for the preparation of the financial statements of the Group which give a true and fair view of the financial position of the Group and the Group's financial performance and cash flows for the relevant accounting periods, and in compliance with all the relevant statutory requirements, the Listing Rules requirements and applicable accounting standards. In preparing the financial statements of the Group, the appropriate accounting policies are selected, applied consistently and in accordance with the Hong Kong Financial Reporting Standards and appropriate and reasonable judgment and estimates are made. The Directors have prepared the financial statements for the reporting year on a going concern basis.

The Board is committed to present a clear, balanced and understandable assessment of the Group's performance and financial positions in all its financial reporting and to ensure relevant publications in a timely manner.

董事會通過審核委員會每年對本集團之風險管理和內部監控制度的有效性進行檢討，要求所有部門經理採用共同的風險管理框架，接受詳細的自我風險評估。是項評估涵蓋所有重要的監控，包括財務、營運及合規監控，並每年進行一次。評估亦同時考慮本集團會計及財務報告職能部門的資源是否充裕、員工的資歷和經驗、培訓計劃及預算。

根據企業風險管理框架制定的各項政策和程序，旨在識別、評估、管理、控制和匯報風險。這些風險包括策略、信貸、營運（行政、制度、人力資源、聲譽）、市場、流動性、法律和監管風險。董事會通過審核委員會不斷監察該等風險。內部監控制度包括一個有指明權限的職責分明的管理架構。董事會已明確界定各部門的權力和主要職責，以確保充分的制衡。

內部監控制度的目的是為了保護本集團的資產免受非法挪用，確保存存正確的會計記錄用於編製可靠的財務資料，並確保遵守適用的法律法規和行業標準。

本集團沒有內部審核職能。在回顧年度內，董事會已對本集團內部監控制度的有效性進行了檢討，並沒有發現重大問題，但審核委員會已經確定有待改進的範疇，並採取了適當措施。董事會認為，於本年度和截至年報發佈日期止實施的企業風險管理和內部監控制度均為有效及充分。此外，董事會目前認為，鑑於本集團業務規模、性質及複雜性，本集團目前並無設立內部審核職能的急切需要。本集團將不時審查上述情況。

財務報告

董事確認其負責編製可真實公平地反映本集團財務狀況及本集團於相關會計期間之財務表現與現金流量之本集團財務報表，並遵守所有相關監管規定、上市規則規定及適用會計準則。本集團在編製財務報表時，已遵守香港財務報告準則，適當選用合適的會計政策並作一致應用，亦有作出適當而合理的判斷和評估。董事按持續經營基準編製報告年度之財務報表。

董事會致力於在所有財務匯報中均對本集團之業務表現及財務狀況作出清晰、均衡而且通俗易懂之評價，並確保及時刊發相關資料。

Corporate Governance Report

企業管治報告

Auditor's Statement

The statement by the Company's external auditor about their reporting responsibilities on the financial statements for the year ended 31 March 2019 is set out in the "Independent Auditor's Report" on pages 61 to 66 of this annual report.

COMPLIANCE WITH MODEL CODE OF THE LISTING RULES

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding directors' securities transactions. Having made specific enquiry by the Company, the Directors have confirmed that they have complied with the required standard as set out in the Model Code throughout the year ended 31 March 2019.

Dividend Policy

The Company has adopted a dividend policy (the "Dividend Policy") which sets out the guideline for the Board and the Company to determine (i) whether dividends are to be declared and paid, and (ii) the level of dividend to be paid to the shareholders of the Company.

The Dividend Policy is to allow its shareholders to participate in the Company's profit whilst to retain adequate cash reserves for its working capital requirements and future growth.

In determining/recommending the frequency, amount and form of any dividend in any financial year/period, the Board shall, inter alia, consider the following factors:

- (i) the actual and expected financial performance of the Group;
- (ii) economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group;
- (iii) the Group's business strategies and operations, including future cash commitments and investment needs to sustain the long-term growth aspect of the business;
- (iv) the current and future liquidity position and capital requirements of the Group;
- (v) the interests of shareholders of the Company; and
- (vi) any other factors that the Board may consider relevant.

The dividend payout ratio will vary from year to year. There is no assurance that dividends will be paid in any particular amount for any given period.

Subject to the Company's Bye-laws and the Companies Ordinance (Cap. 622 of the laws of Hong Kong), the Company may declare and pay dividends by way of cash or scrip or by other means that the Board considers appropriate.

The Board may determine and pay to the Company's shareholders interim dividends as it considers appropriate. Any final dividends declared by the Company must be approved by the shareholders of the Company at general meetings and must not exceed the amount recommended by the Board.

核數師聲明

本公司外聘核數師就其對截至2019年3月31日止年度財務報表之報告責任作出之聲明，載於本年報第61至66頁之「獨立核數師報告」內。

遵守上市規則之標準守則

本公司已採納上市規則附錄10所載之上市發行人董事進行證券交易的標準守則(「標準守則」)作為董事進行證券交易之行為守則。經本公司作出具體查詢後，董事已確認於截至2019年3月31日止年度內彼等已遵守標準守則載列的規定標準。

股息政策

本公司已採納了股息政策(「股息政策」)，為董事會及本公司訂立指引，以決定(i)是否宣派及支付股息，及(ii)向本公司股東支付之股息水平。

股息政策是允許其股東分享本公司之利潤，同時保留足夠的現金儲備以作營運資金及未來發展。

在決定/建議於任何財政年度/期間的任何股息的派發次數、金額和形式時，董事會(除其他以外)，應考慮下列因素：

- (i) 本集團之實際及預期財務表現；
- (ii) 可能對本集團業務或財務表現及狀況產生影響之經濟狀況及其他內部或外部因素；
- (iii) 本集團之業務策略及營運，包括未來對資金需求及維持業務長期增長之投資需要；
- (iv) 本集團現時及未來之流動資金狀況及對資本的要求；
- (v) 本公司股東之利益；及
- (vi) 董事會認為適當之任何其他因素。

每年股息支付率會有所不同。本公司不予保證於任何指定期間將支付任何特定金額之股息。

根據本公司之組織章程細則及《公司條例》(香港法例第622章)，股息可以現金或以配發本公司股份之形式支付。董事會亦可以考慮其他合適方式支付股息。

董事會可決定並向本公司股東宣派其認為適當之中期股息。任何末期股息，本公司須交由本公司之股東於股東大會上批准宣派，該等末期股息不能超過董事會建議宣派之金額。

Corporate Governance Report

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SHAREHOLDERS' RIGHTS

Procedure for convening a special general meeting

Shareholders shall have the right to request the Board to convene a SGM of the Company. Shareholders holding in aggregate of not less than one-tenth of the paid up capital of the Company as at the date of deposit carries the right of voting at general meetings of the Company may send a written request to the Board to request for a SGM. The written requisition must state the purposes of the meeting, and must be signed by the Shareholder(s) and deposited at the Company's principal place of business in Hong Kong at Block A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong (for the attention of the Company Secretarial Department).

The Company would take appropriate actions and make necessary arrangements, and the Shareholders concerned would be responsible for the expenses incurred in giving effect thereto in accordance with the requirements under Section 74 of the Companies Act 1981 of Bermuda (the "Companies Act") once a valid requisition is received.

Procedures for putting forward proposals at the general meetings

The following Shareholders are entitled to put forward a proposal (which may properly be put to the meeting) for consideration at a general meeting of the Company:

- (a) any number of members representing not less than one-twentieth of the total voting rights of the Company on the date of the requisition; or
- (b) not less than 100 members holding shares in the Company.

The requisition specifying the proposal, duly signed by the Shareholders concerned, together with a statement of not more than 1,000 words with respect to the matter referred to in the proposal or the business to be dealt with at the general meeting must be deposited at the Company's principal place of business in Hong Kong at Block A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong. The Company would take appropriate actions and make necessary arrangements, and the Shareholders concerned would be responsible for the expenses incurred in giving effect thereto in accordance with the requirements under Sections 79 and 80 of the Companies Act once valid documents are received.

If a Shareholder wishes to propose a person other a retiring director for election as a director at a general meeting, the Shareholder should follow the "Rules and Procedures Governing the Election of Director", which can be found on the website of the Company.

股東權利

召開股東特別大會之程序

股東有權請求董事會召開本公司之股東特別大會。當股東之合共持股比例不低於提呈請求當日本公司已繳足股本中附帶股東大會投票權的股本的十分之一，則股東可向董事會遞交書面請求召開股東特別大會。有關書面請求必須列明召開大會之目的，並由股東簽署及送呈本公司之香港主要營業地點（地址為香港九龍長沙灣青山道481-483號香港紗廠大廈第6期7樓A座），抬頭請註明公司秘書部門收。

當接獲有效請求後，本公司會採取適當行動並作出必要安排，而相關股東應根據百慕達1981年公司法（「公司法」）第74條負責有關執行所產生之費用。

於股東大會提呈議案之程序

以下股東均有權提出議案（可正式向大會提出）於本公司股東大會中審議：

- (a) 股東人數佔比例不低於提出請求當日本公司總投票權之二十分之一；或
- (b) 至少100名或以上本公司的持股股東。

提出有關議案的請求書，經由有關股東正式簽署後，須連同一份不超過1,000字關於建議書所述事項或擬於大會上審議業務的陳述書一起交到本公司之香港主要營業地點，地址為香港九龍長沙灣青山道481-483號香港紗廠大廈第6期7樓A座。當接獲有效請求後，本公司會採取適當行動並作出必要安排，而相關股東應根據公司法第79條及第80條負責有關執行所產生之費用。

倘若股東有意在股東大會上提議某人士（退任董事除外）膺選董事，該股東應遵守在本公司網站上載的「董事選舉規則及程序」。



Corporate Governance Report 企業管治報告

Procedures for putting enquiries by the Shareholders to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing via the following channel:

Company Secretarial Department
Block A, 7th Floor
Hong Kong Spinners Building
Phase 6, 481-483 Castle Peak Road
Cheung Sha Wan, Kowloon
Hong Kong
E-mail: info@eminencehk.com

Shareholders may also make enquiries with the Board at the general meetings of the Company.

CONSTITUTIONAL DOCUMENTS

During the year ended 31 March 2019, the Company has not made any changes to its Bye-Laws. A consolidated version of the Memorandum of Association and Bye-Laws of the Company are available on the website of the Company.

股東向董事會作出查詢之程序

股東可隨時透過以下渠道以書面方式向董事會寄發查詢及提問：

公司秘書部門
香港
九龍長沙灣
青山道481-483號
香港紗廠大廈第6期
7樓A座
電郵：info@eminencehk.com

股東亦可於本公司股東大會上向董事會作出查詢。

憲章文件

於截至2019年3月31日止年度內，本公司並無對其公司細則作出任何更改。本公司之組織章程大綱及公司細則之合訂版本可於本公司網站查閱。

Directors' Report

董事會報告

The directors of the Company (the “**Directors**”) present this annual report together with the audited financial statements of Eminence Enterprise Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) for the year ended 31 March 2019.

PRINCIPAL ACTIVITIES

The principal activities of the Group are property development and investment holdings and the principal activities of its subsidiaries are set out in note 39 to the consolidated financial statements.

FINANCIAL RESULTS

The results of the Group for the year ended 31 March 2019 are set out in the Consolidated Statement of Profit or Loss and Other Comprehensive Income on pages 67 to 68 of this annual report.

BUSINESS REVIEW

Further discussion and review on the business activities of the Group as required by Schedule 5 to the Companies Ordinance (Chapter 622) of Hong Kong including an analysis of the Group's performance, material events that have occurred since the year end date and an indication of likely future development in the Group's business are contained in the preceding Chairman's Statement and Management Discussion and Analysis set out on pages 4 to 16 of this annual report.

Details of the Group's financial risk management are disclosed in note 32 to the consolidated financial statements.

In addition, relevant details of the Company's environmental, social and governance policies and performance are reported in the Environmental, Social and Governance Report section set out on pages 48 to 60 of this annual report.

The Directors were not aware of any non-compliance with the relevant laws and regulations that had a significant impact on the Group during the year.

FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five (5) financial years is set out on page 189 of this annual report.

DIVIDENDS

The Board does not recommend the payment of a final dividend for the year ended 31 March 2019 (2018: Nil).

SHARE CAPITAL

Details of movements in the Company's share capital during the year are set out in note 27 to the consolidated financial statements.

本公司董事（「**董事**」）謹此提呈高山企業有限公司（「**本公司**」）及其附屬公司（統稱「**本集團**」）於截至2019年3月31日止年度之年報及經審核財務報表。

主要業務

本集團之主要業務為物業發展及投資控股，其附屬公司之主要業務載於綜合財務報表附註39。

財務業績

本集團截至2019年3月31日止年度之業績載於本年報第67至68頁之綜合損益及其他全面收益表。

業務回顧

有關按香港公司條例（第622章）附表5規定對本集團業務活動的進一步討論及回顧，包括本集團業務分析、年結日後發生的重大事項，以及對本集團未來業務發展的指示，均載於前面本年報第4至16頁之「主席報告」及「管理層討論及分析」章節。

本集團的財務風險管理詳情於綜合財務報表附註32披露。

此外，有關本公司環境、社會和管治政策及表現的相關詳情載於本年報第48至60頁所載的「環境、社會及管治報告」部分。

董事所知年內本集團並無違反相關法律法規而受重大影響。

財務資料概要

本集團於過往五個財務年度之業績、資產及負債概要載於本年報第189頁。

股息

董事會不建議派發截至2019年3月31日止年度之末期股息（2018年：無）。

股本

本公司股本於年內之變動詳情載於綜合財務報表附註27。

Directors' Report 董事會報告

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 14 to the consolidated financial statements.

INVESTMENT PROPERTIES

The Group's investment properties were revalued as at 31 March 2019 by independent firms of qualified professional property valuers and the gain/loss arising from changes in fair value of investment properties was recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income. Details of these are set out in note 15 to the consolidated financial statements.

RESERVES

Details of movements in reserves of the Group and the Company during the year are set out in the Consolidated Statement of Changes in Equity on pages 71 to 72 of this annual report and note 41 to the consolidated financial statements respectively.

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for distribution to its shareholders of the Company ("Shareholders") as at 31 March 2019 and 2018 are as follow:

Contributed surplus	繳入盈餘
Accumulated losses	累計虧損

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus shall not be distributed to the shareholders if there are reasonable grounds for believing that:

- the company is, or would after the payment be, unable to pay its liabilities as they become due; or
- the realizable value of the company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

DONATIONS

During the year, the Group made charitable and other donations of approximately HK\$290,000.

物業、廠房及設備

本集團物業、廠房及設備於年內之變動詳情載於綜合財務報表附註14。

投資物業

本集團之投資物業於2019年3月31日由獨立合資格專業物業估值公司重新估值，而投資物業之公平值變動所產生之收益／虧損被確認於綜合損益及其他全面收益表。詳情載於綜合財務報表附註15。

儲備

本集團及本公司於年內之儲備變動詳情分別載於本年報第71至72頁之綜合權益變動表及綜合財務報表附註41。

本公司的可供分派儲備

本公司於2019年及2018年3月31日可向本公司股東（「股東」）分派之儲備如下：

31 March 2019 2019年3月31日 HK\$'000 港幣千元	31 March 2018 2018年3月31日 HK\$'000 港幣千元
261,126	261,126
(201,275)	(189,723)
59,851	71,403

根據百慕達1981年公司法（經修訂），倘有合理理由相信會發生下列情況，則繳入盈餘不得分派予股東：

- 公司現時或於分派後將無法償還到期負債；或
- 公司資產之可變現價值將因分派而少於其負債及其發行股本及股份溢價賬之總和。

捐款

年內，本集團作出慈善及其他捐款約290,000港元。

Directors' Report

董事會報告

DIRECTORS

The Directors of the Company during the year and up to the date of this report are:

Executive Directors

Mr. Kwong Jimmy Cheung Tim (*Chairman and Chief Executive Officer*)
Ms. Lui Yuk Chu (*Deputy Chairman*)

Independent Non-executive Directors

Mr. Kan Ka Hon
Mr. Lau Sin Ming
Mr. Foo Tak Ching (*Mr. Foo has confirmed that he will not offer himself for re-election in the forthcoming annual general meeting of the Company and shall accordingly retire from office as of 1 August 2019*)
Mr. Wu Koon Yin Welly

The biographical details of the Directors as at the date of this Report are set out on pages 17 to 18 of this annual report.

In accordance with bye-law 99 of the Bye-Laws, Ms. Lui Yuk Chu, an executive Director, and Mr. Foo Tak Ching, an independent non-executive Director, will retire from office by rotation. Ms. Lui Yuk Chu, being eligible, offers herself for re-election at the forthcoming annual general meeting of the Company. Mr. Foo has confirmed that he will not offer himself for re-election in the forthcoming annual general meeting of the Company and shall accordingly retire from office as of 1 August 2019.

CHANGES IN INFORMATION OF DIRECTORS

In accordance with Rule 13.51B(1) of the Listing Rules, the changes of information required to be disclosed by Directors are set out below.

- (1) Pursuant to the Company's policies and practices and in consideration of the increasing level of duties and responsibilities as well as the market conditions, the remuneration package of the following Directors were reviewed and revised with effect from 1 April 2018, details of the breakdown are in note 8 to the consolidated financial statements:
 - a. Mr. Kwong Jimmy Cheung Tim – annual emoluments was revised from HK\$1,983,600 to HK\$2,040,000.
 - b. Ms. Lui Yuk Chu – annual emoluments was revised from HK\$2,060,760 to HK\$2,634,420.
 - c. The annual director's fees of HK\$140,000 per annum for all independent non-executive Directors remains the same.
- (2) Mr. Foo Tak Ching will retire from office as an independent non-executive Director, a member of the Remuneration Committee and the Audit Committee, and the chairman of the Nomination Committee with effect from 1 August 2019.
- (3) Mr. Wu Koon Yin Welly, an independent non-executive Director, will be the chairman of the Nomination Committee with effect from 1 August 2019.

董事

於年內及截至本報告日期止之本公司董事：

執行董事

鄭長添先生 (*主席兼首席行政總裁*)
雷玉珠女士 (*副主席*)

獨立非執行董事

簡嘉翰先生
劉善明先生
傅德楨先生 (*傅先生已確認不會在本公司即將舉行的股東周年大會上膺選連任，並於2019年8月1日退任*)
吳冠賢先生

於本報告日期之董事履歷資料載於本年報第17至18頁。

根據公司細則第99條，執行董事雷玉珠女士及獨立非執行董事傅德楨先生將於本公司即將舉行之股東週年大會上輪值告退。雷玉珠女士符合資格並願意膺選連任。傅先生已確認不會在本公司即將舉行的股東周年大會上膺選連任，並於2019年8月1日退任。

董事資料變動

根據上市規則第13.51B(1)條須予披露之董事資料變動載列如下。

- (1) 根據本公司之政策及常規，鑑於職務及職責加重以及市況，以下執行董事之薪酬待遇已獲檢討及修訂，自2018年4月1日生效，分析詳情載於綜合財務報表附註8：
 - a. 鄭長添先生一年薪由1,983,600港元修訂為2,040,000港元。
 - b. 雷玉珠女士一年薪由2,060,760港元修訂為2,634,420港元。
 - c. 全部獨立非執行董事的年度袍金仍為每140,000港元不變。
- (2) 傅德楨先生將於2019年8月1日起退任獨立非執行董事、薪酬委員會及審核委員會成員及提名委員會主席。
- (3) 吳冠賢先生為獨立非執行董事，將於2019年8月1日起獲委任為提名委員會主席。



Directors' Report 董事會報告

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received annual written confirmation pursuant to Rule 3.13 of the Listing Rules from each of the independent non-executive Directors as regards their independence to the Company for the year ended 31 March 2019. Despite the fact that each of Mr. Kan Ka Hon, Mr. Lau Sin Ming and Mr. Foo Tak Ching, has served as an independent non-executive Director on the Board for more than nine years, the Board is of the view that their duration of service will not interfere with their exercise of independent judgement in carrying out their duties and responsibilities as the independent non-executive Directors and believes that their valuable knowledge and experience in the Group's business will continually benefit the Company and the shareholders of the Company as a whole. Accordingly, the Company considers all the independent non-executive Directors are independent.

DIRECTORS' SERVICE CONTRACTS

Each of the Directors is subject to retirement by rotation at the AGM for a term of up to three years under Article 99 of the Bye-laws of the Company.

None of the Directors being proposed for re-election at the forthcoming annual general meeting has a service contract with the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

MANAGEMENT CONTRACT

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

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in the section headed "Connected Transaction/ Continuing Connected Transaction" below, there was no contract of significance relating to the business of the Group to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

There was no contract of significance between the Company or any of its subsidiaries and a controlling Shareholder or any of its subsidiaries subsisting during or at the end of the year, and there was no contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder or any of its subsidiaries.

除上文披露者外，概無根據上市規則第13.51B(1)條須予披露之其他資料。

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，就截至2019年3月31日止年度彼等對本公司之獨立性而作出之年度確認書。儘管簡嘉翰先生、劉善明先生及傅德楨先生已於董事會擔任獨立非執行董事逾九年，但董事會認為該服務年期將不會影響彼等在履行獨立非執行董事之職責時作出獨立判斷，亦相信彼等對本集團業務的深入認識及寶貴經驗將繼續令本公司及本公司全體股東受惠。因此，本公司認為全體獨立非執行董事均屬獨立。

董事服務合約

根據本公司之公司細則第99條，各董事須於股東週年大會上輪值退任，任期最長不超過三年。

擬於應屆股東週年大會上膺選連任的董事，其與本集團訂立之服務合約均可於1年內由本集團終止而毋須作出賠償(法定賠償除外)。

管理合約

年內概無訂立或存在任何本公司全部或任何重大部分業務的管理及行政合約。

董事於合約之權益

除下文「關連交易／持續關連交易」一節所披露者外，於本年度結束時或年內任何時間，本集團業務概無任何由本公司或其任何附屬公司參與、董事於當中直接或間接擁有重大權益之重大合約。

控股股東於重大合約之權益

於年內或本年度結束時，本公司或其任何附屬公司概無與控股股東或其任何附屬公司訂立重大合約。此外，控股股東或其任何附屬公司概無訂立向本公司或其任何附屬公司提供服務之重大合約。

Directors' Report 董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2019, the interests and short positions of the Directors and the 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 (the "SFO")), which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (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 which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), were as follows:

Long positions in ordinary shares and underlying shares of the Company

Name of Director	Capacity	Number of ordinary shares held	Number of underlying shares held	Total	Approximate percentage of the total issued shares of the Company
董事名稱	身份	持有普通股股份數目	持有相關股份數目	總計	佔本公司已發行股份總數之概約百分比
Lui Yuk Chu 雷玉珠	Interest of controlled corporation (Note i) 受控制法團之權益(附註i)	739,330,692	288,000,000	1,027,330,692	
	Interest of spouse (Note ii) 配偶權益(附註ii)	-	11,300,000	11,300,000	
	Beneficial owner (Note iii) 實益擁有人(附註iii)	-	11,300,000	11,300,000	
				1,049,930,692	35.40%
Kwong Jimmy Cheung Tim 鄭長添	Beneficial owner (Note iv) 實益擁有人(附註iv)	-	11,300,000	11,300,000	0.38%

董事及主要行政人員於股份、相關股份及債權證之權益

於2019年3月31日，本公司董事及主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及第8分部條文須知會本公司及香港聯合交易所有限公司(「聯交所」)的權益及淡倉(包括彼等根據證券及期貨條例之該等條文被視為擁有之權益及淡倉)，或記載於本公司按證券及期貨條例第352條須存置之登記冊內的權益及淡倉，或根據聯交所證券上市規則(「上市規則」)附錄十所載之上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所的權益及淡倉如下：

於本公司普通股股份及相關股份之好倉

Directors' Report 董事會報告

Notes:

- (i) In the 739,330,692 shares, 93,549,498 shares and 645,781,194 shares are registered in the name of and beneficially owned by Landmark Profits Limited and Goodco Development Limited respectively, both are the wholly-owned subsidiaries of Easyknit International Holdings Limited. Sea Rejoice Limited, which is wholly-owned by Ms. Lui Yuk Chu, a director of the Company, is interested in approximately 19.09% of the issued share capital of Easyknit International Holdings Limited. Magical Profits Limited is interested in approximately 31.95% of the issued share capital of Easyknit International Holdings Limited. Magical Profits Limited is wholly-owned by Accumulate More Profits Limited which in turn is wholly-owned by The Winterbotham Trust Company Limited as the trustee of The Magical 2000 Trust (the beneficiaries of which include Ms. Lui Yuk Chu's family members other than herself and her spouse). 288,000,000 underlying shares comprise of (i) 100,000,000 convertible shares (subject to adjustment) to be issued upon the full conversion of the 2017 convertible note 1; and (ii) 188,000,000 convertible shares (subject to adjustment) to be issued upon the full convertible of the 2017 convertible note 2 (both are held by Goodco Development Limited).
- (ii) These underlying shares are share options granted by the Company on 14 October 2016 to Mr. Koon Wing Yee, the spouse of Ms. Lui Yuk Chu, under the share option scheme of the Company. By virtue of SFO, Ms. Lui Yuk Chu is deemed to be interested in these 11,300,000 underlying shares held by Mr. Koon Wing Yee.
- (iii) These underlying shares are share options granted by the Company on 14 October 2016 to Ms. Lui Yuk Chu under the share option scheme of the Company.
- (iv) These underlying shares are share options granted by the Company on 14 October 2016 to Mr. Kwong Jimmy Cheung Tim under the share option scheme of the Company.

Save as disclosed above, as at 31 March 2019, none of the Directors or chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

附註：

- (i) 於739,330,692股股份中，93,549,498股股份及645,781,194股股份分別以Landmark Profit Limited及佳豪發展有限公司之名義登記及其實益擁有，該等公司為永義國際集團有限公司之全資附屬公司。樂洋有限公司由本公司董事雷玉珠女士全資擁有，並於永義國際集團有限公司已發行股本中擁有約19.09%之權益。Magical Profits Limited於永義國際集團有限公司已發行股本中擁有約31.95%之權益。Magical Profits Limited由Accumulate More Profits Limited全資擁有。而該公司由The Magical 2000 Trust（其受益人包括雷玉珠女士之家族成員，但不包括其本人和其配偶）之信託人溫特博森信託有限公司全資擁有。288,000,000股相關股份中包括(i)於2017年可換股票據—1獲悉數兌換後可予發行之100,000,000股可轉換股份（可予調整）；及(ii)於2017年可換股票據—2獲悉數兌換後可予發行之188,000,000股可轉換股份（可予調整），兩者均由佳豪發展有限公司持有。
- (ii) 此等相關股份均為本公司於2016年10月14日根據購股權計劃授予官永義先生（雷玉珠女士之配偶）之購股權。根據證券及期貨條例，雷玉珠女士被視為該11,300,000股官永義先生持有的相關股份中擁有權益。
- (iii) 此等相關股份均為本公司於2016年10月14日根據本公司購股權計劃授予雷玉珠女士之購股權。
- (iv) 此等相關股份均為本公司於2016年10月14日根據本公司購股權計劃授予鄭長添先生之購股權。

除上文披露者外，於2019年3月31日，本公司董事或主要行政人員概無於本公司及其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及第8分部條文須知會本公司及聯交所的任何權益或淡倉（包括彼等根據證券及期貨條例之該等條文被視為擁有的權益或淡倉），或記載於本公司按證券及期貨條例第352條須存置之登記冊內的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉。

Directors' Report 董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 March 2019, so far as is known to the Directors and the chief executive of the Company, the interests and short positions of the persons or corporations other than a Director or chief executive of the Company, in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Long positions in ordinary shares and underlying shares of the Company

主要股東於股份及相關股份之權益

於2019年3月31日，就本公司董事或主要行政人員所知，本公司董事或主要行政人員除外之人士或法團於本公司股份或相關股份中擁有如下權益或淡倉記載於本公司按證券及期貨條例第336條須存置之登記冊內：

於本公司普通股股份及相關股份之好倉

Name of substantial shareholder	Notes	Capacity	Number of ordinary shares held	Number of underlying shares held	Total	Approximate percentage of the total issued shares of the Company 佔本公司已發行股份總數之概約百分比
主要股東名稱	附註	身份	持有普通股股份數目	持有相關股份數目	總計	
Koon Wing Yee 官永義	i	Interest of spouse 配偶權益	739,330,692	299,300,000	1,038,630,692	
	ii	Beneficial owner 實益擁有人	-	11,300,000	11,300,000	
					1,049,930,692	35.40%
Goodco Development Limited 佳豪發展有限公司	i	Beneficial owner 實益擁有人	645,781,194	288,000,000	933,781,194	31.48%
Easyknit International Holdings Limited 永義國際集團有限公司	i & iii	Interest of controlled corporation 受控制法團之權益	739,330,692	288,000,000	1,027,330,692	34.64%
Magical Profits Limited	i & iii	Interest of controlled corporation 受控制法團之權益	739,330,692	288,000,000	1,027,330,692	34.64%
Accumulate More Profits Limited	i & iii	Interest of controlled corporation 受控制法團之權益	739,330,692	288,000,000	1,027,330,692	34.64%
The Winterbotham Trust Company Limited 溫特博森信託	i & iii	Trustee 信託人	739,330,692	288,000,000	1,027,330,692	34.64%
Winterbotham Holdings Limited	iii	Interest of controlled corporation 受控制法團之權益	739,330,692	288,000,000	1,027,330,692	34.64%
Markson International Holding Limited	iii	Interest of controlled corporation 受控制法團之權益	739,330,692	288,000,000	1,027,330,692	34.64%
Christopher Geoffrey Douglas Hooper	iii	Interest of controlled corporation 受控制法團之權益	739,330,692	288,000,000	1,027,330,692	34.64%
Ivan Geoffrey Douglas Hooper	iii	Interest of controlled corporation 受控制法團之權益	739,330,692	288,000,000	1,027,330,692	34.64%
Sea Rejoice Limited 樂洋有限公司	i	Interest of controlled corporation 受控制法團之權益	739,330,692	288,000,000	1,027,330,692	34.64%
Madian Star Limited	iv	Beneficial owner 實益擁有人	-	537,500,000	537,500,000	18.12%
Hu Rong 胡榮		Beneficial owner 實益擁有人	598,100,000	-	598,100,000	20.17%

Directors' Report 董事會報告

Notes:

- (i) In the 739,330,692 shares, 93,549,498 shares and 645,781,194 shares are registered in the name of and beneficially owned by Landmark Profits Limited and Goodco Development Limited respectively, both are the wholly-owned subsidiaries of Easyknit International Holdings Limited. Sea Rejoice Limited, which is wholly-owned by Ms. Lui Yuk Chu, a director of the Company, is interested in approximately 19.09% of the issued share capital of Easyknit International Holdings Limited. Magical Profits Limited is interested in approximately 31.95% of the issued share capital of Easyknit International Holdings Limited. Magical Profits Limited is wholly-owned by Accumulate More Profits Limited which in turn is wholly-owned by The Winterbotham Trust Company Limited as the trustee of The Magical 2000 Trust (the beneficiaries of which include Ms. Lui Yuk Chu's family members other than herself and her spouse). Mr. Koon Wing Yee, being the spouse of Ms. Lui Yuk Chu, is deemed to be interested in the 739,330,692 shares. For the 299,300,000 underlying shares, 288,000,000 underlying shares comprise of (i) 100,000,000 convertible shares (subject to adjustment) to be issued upon the full conversion of the 2017 convertible note 1; and (ii) 188,000,000 convertible shares (subject to adjustment) to be issued upon the full convertible of the 2017 convertible note 2 (both are held by Goodco Development Limited) and the remaining 11,300,000 underlying shares are the share options granted to Ms. Lui Yuk Chu on 14 October 2016 under the share option scheme of the Company. Ms. Lui Yuk Chu is the spouse of Mr. Koon Wing Yee.
- (ii) These underlying shares are share options granted by the Company on 14 October 2016 to Mr. Koon Wing Yee under the share option scheme of the Company.
- (iii) The Winterbotham Trust Company Limited is trustee of The Magical 2000 Trust (the beneficiaries of which included Ms. Lui Yuk Chu's family members other than herself and her spouse). The Winterbotham Trust Company Limited is owned as to 75% by Winterbotham Holdings Limited ("Winterbotham Holdings") and 25% by Markson International Holding Limited ("Markson") respectively. Winterbotham Holdings is owned as to approximately 99.99% by Mr. Christopher Geoffrey Douglas Hooper. Approximately 99.99% of Markson is owned by Mr. Ivan Geoffrey Douglas Hooper.
- (iv) Madian Star Limited is the noteholder of a convertible note issued by the Company on 12 June 2015 in the aggregate principal amount of HK\$86,000,000 for a term of 2 years with the conferring rights to convert shares on the basis of the conversion price of HK\$0.85 per share. The conversion price was adjusted to HK\$1.81 on 14 October 2015, and then to HK\$0.33 with the approval of the shareholders of the Company on 7 January 2016. With effect from 11 May 2017, the terms of this convertible note were revised to a term of 7 years at a conversion price of HK\$0.16 per share. On 3 May 2019, a circular was published the Company in relation to the amended revision of terms of this convertible note. If the proposed alterations are approved by the shareholders of the Company at the special general meeting on 21 May 2019, the conversion price will be changed to HK\$0.06 per share.

SHARE OPTION SCHEME

On 29 June 2012, a share option scheme (the "Share Option Scheme") was adopted and approved by the shareholders of the Company for a period of 10 years commencing on the adoption date whereby the Board, may at its discretion, grant share options to any eligible participant to subscribe for the shares in the Company subject to the terms and conditions as stipulated in the Share Option Scheme. The Share Option Scheme will expire on 28 June 2022.

附註

- (i) 於739,330,692股股份中，93,549,498股股份及645,781,194股股份分別以Landmark Profit Limited及佳豪發展有限公司之名義登記及實益擁有，該等公司為永義國際集團有限公司之全資附屬公司。樂洋有限公司為本公司董事雷玉珠女士全資擁有，並於永義國際集團有限公司已發行股本中擁有約19.09%之權益。Magical Profits Limited於永義國際集團有限公司已發行股本中擁有約31.95%之權益。Magical Profits Limited由Accumulate More Profits Limited全資擁有。而該公司由The Magical 2000 Trust（其受益人包括雷玉珠女士之家族成員，但不包括其本人和其配偶）之信託人溫特博森信託有限公司全資擁有。於288,000,000股相關股份中包括(i)於2017年可換股票據一獲悉數兌換後可予發行之100,000,000股可兌換股份（可予調整）；及(ii)於2017年可換股票據二獲悉數兌換後可予發行之188,000,000股可兌換股份（可予調整），兩者均由佳豪發展有限公司持有，其餘11,300,000股相關股份為於2016年10月14日根據本公司購股權計劃授予雷玉珠女士的購股權。雷玉珠女士為官永義先生之配偶。
- (ii) 此等相關股份均為本公司於2016年10月14日根據購股權計劃授予官永義先生。
- (iii) 溫特博森信託有限公司為The Magical 2000 Trust（其受益人包括雷玉珠女士之家族成員，但不包括其本人和其配偶）之信託人。Winterbotham Holdings Limited（「Winterbotham Holdings」）及Markson International Holdings Limited（「Markson」）於溫特博森信託有限公司分別擁有75%及25%之權益。Christopher Geoffrey Douglas Hooper先生擁有Winterbotham Holdings 99.99%之權益。Ivan Geoffrey Douglas Hooper先生擁有Markson 99.99%之權益。
- (iv) Madian Star Limited為本公司於2015年6月12日發行2年期本金總額為86,000,000港元可換股票據之票據持有人，兌換權下兌換股份之兌換價為每股0.85港元。於2015年10月14日兌換價調整為1.81港元，然後於2016年1月7日經本公司股東批准後調整至0.33港元。自2017年5月11日起，該可換股票據之條款已修訂其年期至7年每股兌換0.16港元。於2019年5月3日，本公司刊發有關修改可換股票據條款的修訂的通函。倘建議修訂於2019年5月21日的股東特別大會上獲本公司股東批准，每股兌換價將變更為0.06港元。

購股權計劃

於2012年6月29日，本公司股東已採納及批准購股權計劃（「購股權計劃」），年期由採納日期起計10年，董事會可酌情向任何合資格參與者授予購股權以認購本公司股份，惟須受購股權計劃的條款及細則所限。購股權計劃將於2022年6月28日到期。

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Further details of the Share Option Scheme are set out in note 28 to the consolidated financial statements.

At the annual general meeting of the Company held on 24 July 2017, the scheme mandate limit for the Share Option Scheme was refreshed to allow the Company to issue a maximum of 191,183,205 share options under the Share Option Scheme, representing 6.45% of the total number of issued shares of the Company (i.e. 2,965,832,059 shares) as at 31 March 2019.

The movements in the share options granted under the Share Option Scheme during the year are shown below:

Category and name of participant	Number of share options 購股權數目					Balance as at 31/03/2019 於2019年3月31日之餘額	Date of grant of	Exercise period	Exercise price per share
	Balance as at 01/04/2018 於2018年4月1日之餘額	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled during the year 年內註銷	Lapsed during the year 年內失效				
Directors									
Kwong Jimmy Cheung Tim 鄺長添	11,300,000	-	-	-	-	11,300,000	14/10/2016	14/10/2016-13/10/2019	0.176
Lui Yuk Chu 雷玉珠	11,300,000	-	-	-	-	11,300,000	14/10/2016	14/10/2016-13/10/2019	0.176
Other participants									
其他參與者	67,800,000	-	-	-	(22,600,000)	45,200,000	14/10/2016	14/10/2016-13/10/2019	0.176
Total									
合計	90,400,000	-	-	-	(22,600,000)	67,800,000			

The consideration paid for each grant of share options was HK\$1.00. The exercise period for the share options granted is 36 months from the date of grant. The closing price of the Company's shares on the date of grant was HK\$0.126 per share.

During the year, (i) 22,600,000 share options were lapsed; and (ii) no share options were granted and exercised. As at the date of this report, the total number of shares available for issue under the Share Option Scheme is 78,183,205 which represents approximately 2.64% of the total number of issued shares of the Company as at 31 March 2019 (i.e. 2,965,832,059 shares).

有關購股權計劃之進一步詳情載於綜合財務報表附註28。

於2017年7月24日舉行之本公司股東週年大會上，購股權計劃之計劃授權限額已獲更新，允許本公司根據購股權計劃發行最多191,183,205份購股權，佔本公司於2019年3月31日已發行股份總數(即2,965,832,059股股份)之6.45%。

於本年度，根據購股權計劃授出之購股權變動如下：

接納購股權須付之代價為1.00港元。所授出的購股權於授出日期起計36個月內可予以行使。本公司股份於授出日期之收市價為每股0.126港元。

於年內，(i) 22,600,000購股權已告失效；及(ii) 並無授出及行使購股權。於本報告日期，根據購股權計劃可供發行的股份總數為78,183,205股，相當於本公司於2019年3月31日已發行股份總數約2.64%(即2,965,832,059股)。

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DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than the Share Option Scheme disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18, was granted any right to subscribe for the equity or debt securities of the Company or any other body corporate nor had exercised any such right.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

Interests of Directors of the Company in competing businesses as at 31 March 2019 required to be disclosed pursuant to Rule 8.10 of the Listing Rules were as follows:

Name of director 董事姓名	Name of company 公司名稱	Nature of competing business 競爭業務性質	Nature of interest 權益性質
Ms. Lui Yuk Chu	Easyknit International Holdings Limited ("Easyknit")	Property investment, property development, security investment and loan financing	Director of Easyknit and substantial shareholder of Easyknit
雷玉珠女士	永義國際集團有限公司(「永義」)	物業投資、物業發展、證券投資及貸款融資	永義董事及永義主要股東

As the Board of Directors of the Company is independent of the boards of Easyknit and maintains four (4) Independent Non-Executive Directors, the Group operates its businesses independently of, and at arm's length from, the businesses of Easyknit.

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

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

CONNECTED TRANSACTION/CONTINUING CONNECTED TRANSACTION

(1) Project Swap

On 19 November 2018, Easyknit Properties Holdings Limited ("Easyknit Seller"), a wholly-owned subsidiary of Easyknit International Holdings Limited ("Easyknit"), entered into a conditional sale and purchase agreement with Sonic Hover Limited ("Eminence Buyer"), a wholly-owned subsidiary of the Company. Pursuant to which, Easyknit Seller shall sell and Eminence Buyer shall acquire the entire equity interest in Wellmake Investments Limited ("Wellmake"), which the material asset is Easy Tower. The sale consideration was HK\$470,000,000.

董事認購股份或債權證之權利

除上文「購股權計劃」所披露者外，本公司或其任何附屬公司於本年度內任何時間概無訂立任何安排，致使董事可藉購買本公司或任何其他法人團體之股份或債權證而獲益，亦概無董事或其配偶或未滿18歲子女獲授予任何權利以認購本公司或任何其他法人團體之股本或債務證券，亦無行使任何該等權利。

董事於競爭業務權益

於2019年3月31日，根據上市規則第8.10條規定本公司須披露董事的競爭業務的權益如下：

本公司董事會獨立於永義董事會，並維持4名獨立非執行董事，本集團獨立於永義業務外並按公平基準經營其業務。

購買、出售及贖回本公司之上市證券

於本年度，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。

關連交易／持續關連交易

(1) 互換項目

於2018年11月19日，Easyknit Properties Holdings Limited(「永義賣方」)為永義國際集團有限公司(「永義」)的全資附屬公司與Sonic Hover Limited為本公司的全資附屬公司(「高山買方」)訂立有條件買賣協議。據此，永義賣方將出售而高山買方將收購緯豐投資有限公司(「緯豐」)的全部股權權益，而緯豐的重大資產為永義廣場。銷售代價為470,000,000港元。

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On the same day, Kingbest Capital Holdings Limited (“**Eminence Seller**”), a wholly-owned subsidiary of the Company, entered into a conditional sale and purchase agreement with Gold Anchor Developments Limited (“**Easyknit Buyer**”), a wholly-owned subsidiary of Easyknit. Pursuant to which, Eminence Seller shall sell and Easyknit Buyer shall acquire the entire equity interest in Total Expect Limited, which the material asset is Inverness Road Property. The sale consideration was HK\$1,035,000,000.

The aforementioned acquisition and disposal took place simultaneously; it was approved by the independent shareholders of the Company on 28 February 2019 and was duly completed on 8 March 2019.

Furthermore, on completion, a property management agreement (“**Property Management Agreement**”) was entered into between Wellmake, which was then a subsidiary of the Company after the completion, and UrbanMode (HK) Limited (“**Manager**”), a wholly-owned subsidiary of Easyknit. Pursuant to which, Wellmake appointed the Manager to manage Easy Tower for an initial period of three years from completion. Easyknit group has been providing property management services for Easy Tower and to facilitate the smooth transition of Easy Tower ownership without disruption to the management of Easy Tower, the Manager will manage and maintain Easy Tower after completion.

As Easyknit indirectly owns approximately 24.93% of the issued share capital of the Company, it is a substantial shareholder and a connected person of the Company as per the Listing Rules and thus, the sale and purchase agreements constituted a connected transaction of the Company.

As for the Property Management Agreement, since all applicable ratios are less than 5% and the annual consideration is less than HK\$3,000,000, it is an exemption continuing connected transaction for the Company.

Ms. Lui Yuk Chu (being an executive director of the Company, an indirect substantial shareholder of the Company, and an executive director and substantial shareholder of Easyknit) had abstained from voting on the related Board resolutions and on the relevant special general meeting of the Company in view of her interests in the sale and purchase agreements and Property Management Agreement.

For further details of the acquisition and disposal, please refer to the joint announcement dated 21 November 2018 and the joint circular dated 12 February 2019.

於同日，由本公司全資附屬公司佳景資本控股有限公司(「高山賣方」)與永義全資附屬公司Gold Anchor Developments Limited(「永義買方」)訂立有條件買賣協議。據此，高山賣方將出售而永義買方將收購Total Expect Limited的全部股權權益，而Total Expect Limited的重大資產為延文禮士道物業。銷售代價為1,035,000,000港元。

上述收購和出售同時進行；於2019年2月28日獲本公司獨立股東批准，並於2019年3月8日正式完成。

此外，於完成後，緯豐(該公司於完成後成為本公司的附屬公司)與UrbanMode (HK) Limited(「管理人」)為永義全資擁有的附屬公司訂立物業管理協議(「物業管理協議」)。據此，緯豐任命管理人管理永義廣場，初始年期為三年。永義集團一直為永義廣場提供物業管理服務，為在不中斷永義廣場管理的情況下順利轉讓永義廣場的所有權，管理人將在完成後管理和維護永義廣場。

由於永義間接擁有本公司已發行股本約24.93%，故根據上市規則，永義為本公司的主要股東及關連人士，因此，買賣協議構成本公司的關連交易。

就物業管理協議而言，由於所有適用比率均低於5%且年度代價低於3,000,000港元，所以就本公司而言為豁免持續關連交易。

雷玉珠女士(本公司之執行董事、本公司之間接主要股東及永義之執行董事及主要股東)因其於買賣協議及物業管理協議的權益，已於有關的董事會決議及本公司之相關股東特別大會放棄投票。

有關收購及出售的進一步詳情，請參閱2018年11月21日的聯合公佈及2019年2月12日的聯合通函。

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(2) Tenancy Agreement

On 26 August 2015, Eminence Heights Limited (formerly known as Easyknit Worldwide Company Limited) (“EHL”, an indirectly wholly-owned subsidiary of the Company) as tenant entered into a tenancy agreement with Wellmake Investments Limited (a wholly-owned subsidiary of Easyknit which is a substantial shareholder of the Company) as landlord in relation to the formal renewal of the tenancy of a premises at Block A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong, including decoration, electrical appliances, furniture, air conditioning facilities and a car parking spaces on 4th floor (the “Premises”) for a term of 2 years from 1 September 2015 to 31 August 2017 at a monthly rental of HK\$208,000 (the “2015 Tenancy”). The annual cap is HK\$2,496,000, being the aggregate annual rental for the Premises based on the monthly rental of HK\$208,000.

On 19 October 2016, EHL received a notification from Grandcorp Development Limited (“GDL”, a wholly-owned subsidiary of Easyknit), informing that GDL is the new landlord with effect from 18 October 2016 and mentioning that the remaining period of the tenancy shall continue to follow all the terms and conditions as mentioned in the 2015 Tenancy.

On 24 August 2017, EHL and GDL entered into a new tenancy agreement (the “2017 Tenancy”) for the Premises for a term of three years from 1 September 2017 to 31 August 2020 at a monthly rental of HK\$208,000. The annual cap of the rental to be paid by EHL is HK\$2,496,000, being the aggregate annual rental for the Premises based on the monthly rental of HK\$208,000.

Details of the 2015 Tenancy and 2017 Tenancy are set out in the Company’s announcements dated 26 August 2015 and 28 August 2017 respectively.

During the year ended 31 March 2019, EHL paid the aggregate rental for the Premises of HK\$2,496,000 (2018: HK\$2,496,000) to GDL pursuant to the 2017 Tenancy. The aggregate rental amount does not exceed the relevant amount capped in accordance with the Company’s announcement dated 28 August 2017 as mentioned above.

Pursuant to the Listing Rules, the independent non-executive Directors have reviewed the above continuing connected transaction and the report of the auditor and confirmed that the continuing connected transaction was entered into (i) in the ordinary and usual course of business of the Group; (ii) either on normal commercial terms or on terms no less favourable to the Group than terms available to (or from) independent third parties; and (iii) in accordance with the 2017 Tenancy governing it on terms that are fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole.

(2) 租賃協議

於2015年8月26日，Eminence Heights Limited（前稱為Easyknit Worldwide Company Limited）（「EHL」，為本公司間接全資附屬公司）（作為租戶）與緯豐投資有限公司（本公司主要股東永義旗下之全資附屬公司）（作為業主）訂立租賃協議，以每月租金208,000港元正式續租位於香港九龍長沙灣青山道481-483號香港紗廠大廈6期7樓A室之物業，包括裝修、電器、傢俬、空調設施及一個位於4樓的停車位（「該物業」），自2015年9月1日起至2017年8月31日止，為期2年（「2015租約」）。年度上限為2,496,000港元，即該物業以每月租金208,000港元計算之年租總額。

於2016年10月19日，EHL接獲高豪發展有限公司（「高豪」，為永義全資附屬公司）的通知，獲悉高豪自2016年10月18日起為新業主，並提及餘下租賃期間將繼續遵從2015租約內載述之所有條款及條件。

於2017年8月24日，EHL與高豪就該物業訂立新租賃協議（「2017租約」），自2017年9月1日起至2020年8月31日止為期3年，每月租金為208,000港元。EHL需支付租金之年度上限為2,496,000港元，亦即該物業以每月租金208,000港元計算之年租總額。

2015年租約及2017年租約之詳情分別載於本公司日期為2015年8月26日及2017年8月28日之公佈內。

於截至2019年3月31日止年度內，EHL根據2017年租約向高豪支付該物業租金總額2,496,000港元（2018年：2,496,000港元）。租金總額並未超過根據上述本公司日期為2017年8月28日之公佈釐定之相關金額上限。

根據上市規則，獨立非執行董事已審閱上述持續關連交易及核數師報告，並確認持續關連交易已於(i)本集團日常及一般業務過程中訂立；(ii)按正常商業條款或對本集團而言不遜於(或來自)獨立第三方的條款；及(iii)根據2017年租約以公平合理的條款管理，並符合本公司及本公司股東的整體利益。

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The Company's auditor was engaged to report on the Group's continuing connected transaction with regard to the 2017 Tenancy in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor of the Company has issued an unqualified letter containing its findings and conclusions in respect of the continuing connected transaction disclosed by the Group in accordance with Listing Rule 14A.56. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

The related party transactions as disclosed in note 30 to the consolidated financial statements also fell under the definition of "connected transaction" or "continuing connected transactions" in Chapter 14A of the Listing Rules. The Group has complied with the disclosure requirements, where applicable, in accordance with Chapter 14A of the Listing Rules.

RELATED PARTY TRANSACTIONS

The related party transactions which were undertaken in the normal course of business are set out in note 30 to the consolidated financial statements. For those related party transactions that constitutes connected transactions or continuing connected transactions (as the case may be) (other than those described in the above section headed "Connected Transaction/Continuing Connected Transaction") under the Listing Rules, these transactions are exempt from reporting, annual review, announcement and independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

PERMITTED INDEMNITY PROVISION

Bye-law 178 of the Company's Bye-laws provides that, among others, every director and other officers 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 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 and related matters provided that the indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of them. In this connection, the Company has arranged directors' and officers' liability insurance coverage for the Directors and officers of the Company during the year.

MAJOR SUPPLIERS AND CUSTOMERS

During the year, the five (5) largest suppliers of the Group accounted for approximately 98.3% of the Group's purchases and the largest supplier accounted for approximately 87.0% of the Group's purchases.

The five (5) largest customers of the Group accounted for approximately 26.7% of the Group's revenue and the largest customer accounted for approximately 7.1% of the Group's revenue.

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

本公司委聘核數師根據香港核證委聘準則第3000號(經修訂)「審核或審閱過往財務資料以外的核證委聘」,參考由香港會計師公會發出的實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」,對本集團與2017租約相關之持續關連交易進行報告。本公司核數師已根據上市規則第14A.56條,就本集團披露的持續關連交易出具無保留意見函件載述其發現及結論。本公司已將該核數師信函副本送呈聯交所。

於綜合財務報表附註30所披露的關連人士交易亦屬於上市規則第14A章「關連交易」或「持續關連交易」的定義。本集團已根據上市規則第14A章(如適用)遵守披露該規定。

關連人士交易

於日常業務過程中進行的關連人士交易載於綜合財務報表附註30。就構成上市規則項下關連交易或持續關連交易的關連人士交易(視情況而定)而言(上文「關連交易/持續關連交易」一節所述者除外),該等交易獲豁免遵守上市規則第14A章項下之報告、年度審閱、公佈及獨立股東批准規定。

獲准賠償條文

本公司的公司細則第178條規定,除其他外,本公司之每名董事及其他主管人員如在履行其職位所屬的職務或應盡職務及相關事務時產生,或因在執行職務過程中作出、同步執行或未執行任何行動而導致之所有訴訟、訟費、費用、損失、損害賠償及開支,應從本公司資產及溢利中提供補償並擔保其不受損害,惟賠償範圍不包括因上述人士欺詐或失信所引致的任何損失。為此,本公司已於年內為董事及主管人員安排董事及主管人員之責任保險。

主要供應商及客戶

於年內,本集團之5大供應商佔本集團之採購額約98.3%,而最大供應商則佔本集團之採購額約87.0%。

本集團之5大客戶佔本集團之營業額約26.7%,而最大客戶則佔本集團之營業額約7.1%。

概無董事及彼等之緊密聯繫人士或本公司任何股東(即據董事所知擁有本公司已發行股本多於5%的股東)於本集團5大供應商或客戶中擁有任何權益。

Directors' Report 董事會報告

PROPERTY VALUATION

Property valuations in respect of the Group's investment properties in Hong Kong and the People's Republic of China have been carried out by Vigers Appraisal and Consulting Limited, an independent firm of qualified professional property valuers. For the investment properties in Singapore, the valuation as at 31 March 2019 was carried out by Edmund Tie & Company (SEA) Pte Ltd, another independent firm of qualified professional property valuers. Their valuations were based on residual value approach, income capitalisation approach and/or direct comparison method as the valuation methodologies and were used in preparing 2018/19 final results. The Group's investment properties were valued at HK\$1,663 million (2018: HK\$1,657 million), an increase over 2018 after adjusted for the exchange adjustments and additions of investment properties. The increase in fair value of approximately HK\$46 million was recognized in the Consolidated Statement of Profit or Loss and Other Comprehensive Income for the year. Development properties and non-investment properties of the Group were stated at cost less impairment, if any, in these consolidated financial statements.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group is exposed to various risks in its businesses and operations. Through internal control systems and procedures, the Company has taken reasonable steps to ensure that significant risks are monitored and do not adversely affect the Group's operations and performances. The relevant risks are managed on an ongoing basis. A non-exhaustive list of principal risks and uncertainties facing the Group is set out below.

Market Risk

The Group's revenue is principally derived from Hong Kong. The conditions of the economy as a whole and the property market may have significant impact to the Group's financial results and conditions.

Compliance Risk

The Group's operations require compliance with local and overseas laws (including those of PRC, Bermuda, Singapore and British Virgin Islands) and regulations, including but not limited to property sale, management and construction as well as companies and securities laws. The Group has constantly monitored its compliance with relevant laws and regulations that have a significant impact on the Group.

ACCOUNT OF KEY RELATIONSHIP

The Group adheres to the standards of business ethics, this underpins how we conduct business with our customers, suppliers and contractors.

Employees

The Group values its employees who are the Group's most important assets. Staff are rewarded with competitive remuneration packages and benefits. The Group is committed to fostering a conducive, harmonious and discrimination-free working environment.

Occupational health and safety is the top priority across the Group's operations. Safety guidelines are established to safeguard the employees from any occupational hazards.

物業估值

本集團位於香港及中華人民共和國之投資物業由威格斯資產物業評估顧問有限公司進行物業估值，其為獨立合資格專業估值公司。截止2019年3月31日之新加坡投資物業，由另一名獨立合資格專業估值公司Edmund Tie & Company (SEA) Pte Ltd進行物業估值。所有評估皆持續採納餘值法、收入資本化法及／或直接比較法作為估值方法，並已用於編製2018/19年全年業績。本集團投資物業之估值為1,663,000,000港元(2018年：1,657,000,000港元)經匯率調整及作出添置投資物業之調整後，較2018年有所增加。於本年度公平值增加約46,000,000港元已於綜合損益及其他全面收益表內確認。本集團之發展物業及非投資物業乃於本年度綜合財務報表中按成本扣除減值(如有)列賬。

主要風險及不確定性

本集團在其業務及營運上面對著各種風險。通過內部監控制度及程序，本公司已採納合理措施，確保重大風險得到監控而且不會對本集團的業務及表現產生不利影響。相關風險在持續的基礎上進行管理。本集團面對著的主要風險及不確定性載列如下(未盡列)。

市場風險

本集團的營業額主要來自香港。整體經濟及房地產市場的情況可能對本集團的財務業績及情況造成顯著影響。

合規風險

本集團的業務需要符合本地及海外的法律(包括中國、百慕達、新加坡及英屬處女群島)及法規，包括但不限於物業銷售、物業管理及建設，以及公司法及證券法。本集團已不斷監測對本集團有顯著影響的相關法律及法規之合規情況。

主要關係概述

本集團堅守商業道德標準，我們與客戶、供應商及承辦商進行業務均遵守此準則。

僱員

本集團視員工為本集團最重要的資產。本集團為員工提供具競爭力的薪酬待遇及福利，並致力打造良好、諧和及不存在歧視的工作環境。

職業健康及安全是本集團營運的首要工作。本集團制定了安全指引以保障員工免受職業危害。

Directors' Report

董事會報告

Customers

The Group strive to provide high quality and reliable services to its customers. The privacy of the Group's customers are well protected through a privacy policy. Any complaints from customers are handled and investigated in a thorough and efficient manner.

Suppliers

The Group is committed to forging collaborative partnership with its suppliers and have a database of approved suppliers and vendors who are assessed on a regular basis.

EMOLUMENT POLICY

The emoluments policy of employees of the Group is set up by the Executive Directors on the basis of employee performance, experience and prevailing industry practice.

The emolument of the Directors is determined by the Board after review and on the recommendation of the Remuneration Committee, having regard to factors such as the time commitment and responsibilities of Directors, the Company's performance and the prevailing market practice.

The Group has adopted the Share Option Scheme as an incentive to Directors and eligible participants. Details of the Share Option Scheme are set out in the section headed "Share Option Scheme" above.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Bye-Laws although there are no restrictions against such rights under the laws in Bermuda where the Company is incorporated.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained sufficient public float of its shares as required under the Listing Rules for the year ended 31 March 2019.

AUDIT COMMITTEE

The Company has an audit committee in compliance with the requirement of the Listing Rules and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The principal responsibilities of the Audit Committee is to review and supervise the financial reporting process and risk management and internal control systems of the Group. The Audit Committee comprises four (4) independent non-executive Directors as at 31 March 2019. The Audit Committee has reviewed the audited financial statements of the Group for the year ended 31 March 2019.

CORPORATE GOVERNANCE

Details of the Company's corporate governance practices are set out in the "Corporate Governance Report" from pages 19 to 31 of this annual report.

客戶

本集團致力為客戶提供優質可靠的服務。本集團客戶的私隱受到私隱政策的保護。本集團亦會全面及有效調查及處理客戶的投訴。

供應商

本集團致力與供應商建立合作夥伴關係，並設有認可供應商及賣方資料庫，定期評估供應商及賣方的表現。

薪酬政策

本集團僱員之薪酬政策乃由執行董事按僱員之表現、經驗及現行業內慣例而制定。

董事之薪酬在經過薪酬委員會審閱及建議後由董事會釐定，其中已考慮到董事所投放時間及職責，本公司之業績及現行市況。

本集團已採納購股權計劃，作為對董事及合資格參與者之獎勵。購股權計劃詳情載於上文「購股權計劃」一節。

優先認購權

本公司細則中並無關於優先認購權之條文，但本公司註冊成立地百慕達的相關法律並無針對優先認購權的限制。

足夠公眾持股量

根據本公司從公開途徑所得之資料及就董事所知，本公司於截至2019年3月31日止年度已按照上市規則要求維持其股份足夠公眾持股量。

審核委員會

本公司設有符合上市規則及上市規則附錄十四所載之《企業管治守則》及《企業管治報告》規定成立審核委員會。審核委員會主要職責為審閱和監督本集團財務匯報過程與風險管理及內部監控制度。於2019年3月31日，審核委員會由4名獨立非執行董事組成。審核委員會已審閱本集團截至2019年3月31日止年度之經審核財務報表。

企業管治

本公司企業管治常規之詳情載於本年報第19至31頁之「企業管治報告」。

Directors' Report 董事會報告

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The environmental, social and governance policies and performance of the Company for the year ended 31 March 2019 are set out in the "Environmental, Social and Governance Report" from pages 48 to 60 of this annual report.

EVENTS AFTER THE END OF THE REPORTING PERIOD

(i) Tender of Office Units and Car Parks in Capital Centre

On 24 April 2019, the Company, through its appointed solicitors, issued a tender notice inviting all interested tenderers to submit tenders to the Company for the acquisition of office units 01, 02, 03, 05, 06, 07, 08 and 09 on the 12th Floor and carparking spaces numbers 329, 330 and 331 on the 3rd Floor of Capital Centre, No. 151 Gloucester Road, Hong Kong and the Intermediate Subsidiaries (as defined in the circular dated 20 November 2018 published by the Company). The tender application remained open for 21 days and was closed on 15 May 2019.

(ii) Amended Revision of Terms of 2015CB

On 8 April, 2019, the Company and Madian Star Limited, the noteholder of the 3% per annum coupon rate convertible note issued by the Company on 12 June 2015 ("2015CB"), entered into a fourth deed of amendment, which provides for alterations to the 2015CB i.e. revises the conversion price from HK\$0.16 to HK\$0.06 and the imposition of restrictions on conversions that would lead to an offer being required under Rule 26 of the Takeovers Code and/or the Company breaching the public float requirement under the Listing Rules ("Revised Alterations"). The Revised Alterations are subject to the approval of shareholders of the Company at the special general meeting on 21 May 2019 and the Listing Committee of the Stock Exchanging on granting the listing of and permission to deal in the conversion shares to be allotted and issued under the 2015CB after the Revised Alteration. Further information can be found in the announcements dated 27 March 2019 and 9 April 2019, and the circular dated 3 May 2019.

Details of the significant events occurring after the end of the reporting period are set out in note 40 to the consolidated financial statements.

AUDITOR

The financial statements for the year ended 31 March 2019 were audited by Messrs. Deloitte Touche Tohmatsu.

By order of the Board

KWONG JIMMY CHEUNG TIM

Chairman and Chief Executive Officer
Hong Kong, 17 May 2019

環境、社會及管治報告

本公司截至2019年3月31日止年度的環境、社會及管治之政策及表現載於本年報第48至60頁之「環境、社會及管治報告」。

報告期間後之事項

(i) 資本中心的辦公室單位和停車場招標

於2019年4月24日，本公司透過其委任律師發出招標公告，邀請所有有興趣的投標者向本公司提交投標書，以收購香港告士打道151號資本中心於12樓的01、02、03、05、06、07、08及09號辦公室單位及3樓的329、330及331號車位及中介附屬公司(定義見本公司於2018年11月20日刊發的通函)。招標申請開放21天並於2019年5月15日結束。

(ii) 修訂2015年可換股票據條款

於2019年4月8日，本公司及Madian Star Limited(本公司於2015年6月12日發行的每年3%票面息率可換股票據的票據(「2015年可換股票據」)之持有人)訂立第四份修訂契據，對2015年可換股票據進行修改，即將兌換價格從0.16港元修訂為0.06港元，就對兌換後將導致收購守則第26條之收購要約和/或本公司違反上市規則下的公眾持股量之要求施加限制(「修改後之修訂」)。經修改後之修訂須待本公司股東於2019年5月21日的股東特別大會上批准及聯交所上市委員會批准上市及買賣於修改後之修訂後而根據2015年可換股票據配發及發行之兌換股份。詳細資料載於2019年3月27日和2019年4月9日的公佈以及2019年5月3日的通函中。

有關報告期間後之重大事項詳情載於綜合財務報表附註40。

核數師

截至2019年3月31日止年度之財務報表乃由德勤·關黃陳方會計師行進行核數。

承董事會命

鄭長添

主席兼首席行政總裁
香港，2019年5月17日

Environmental, Social and Governance Report

環境社會及管治報告

OVERVIEW

At Eminence, our vision is to promote economic and social values for the community and minimise our impact on the environment to demonstrate our sustainability performance and meet the expectations of our stakeholders. We are committed to addressing sustainability issues and managing Environmental, Social and Governance (“ESG”) risks through prudent business planning and implementation. The Corporate Social Responsibility (“CSR”) Committee formulates its CSR policy to align business development with the Group’s CSR goals and commitments. The Board of Directors, assisted by the CSR Committee, have the overall responsibility to review policies, oversee sustainability issues and address ESG-related risks. This robust governance structure allows the Group to monitor and manage ESG-related matters effectively.

DISCUSSION ON ENVIRONMENTAL POLICIES AND PERFORMANCE

We are dedicated to building a cleaner environment to our stakeholders through the responsible use of resources and optimisation of energy efficiency at our office and properties. Our internal environmental policies enable us to implement environmentally friendly practices in our office and properties and foster behavioural change among employees.

The Group strives to minimise greenhouse gas (“GHG”) emissions and reduce waste generation and energy consumption in our daily operations. We address potential environmental impacts by undertaking initiatives such as paper use reduction, energy conservation and waste and resource management in offices. These environmental initiatives contribute to inspiring environmental awareness and promoting a more sustainable business and operating practice.

ACCOUNT OF KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

Employees

Caring and nurturing our employees are Eminence’s priorities in sustainable development. To provide a fair workplace through promoting non-discrimination and diversity to employees, we reward our employees with competitive salaries and benefits which reference local and industrial standards. To uphold high standards of business ethics, our Employees Handbook specifies clear expectations for professional conduct.

Eminence places significant emphasis on human capital development and creation of a supportive and safe work environment. We arrange external training opportunities including various training courses and seminars to encourage our employees to pursue continuous learning and development. Our internal safety guidelines were formulated in accordance with the requirements set out by the Labour Department to minimise risks. During the year, we fully comply with all relevant health and safety regulations and we are pleased to report that there were no work-related fatalities or lost days due to work injury.

回顧

高山企業的願景是提升社區的經濟及社會價值及減少我們對環境的影響，以展示我們可持續發展的表現及滿足持份者的期望。我們致力於透過審慎的業務計劃及執行，解決可持續發展問題及管理環境、社會及管治（「環境、社會及管治」）風險。企業社會責任（「企業社會責任」）委員會制定其企業社會責任政策以使業務發展與本集團的企業社會責任目標及承諾一致。董事會在企業社會責任委員會的協助下整體負責審閱政策、監督可持續發展問題及應對環境、社會及管治相關的風險。該健全的管治架構使本集團得以有效監察及管理環境、社會及管治相關的事宜。

有關環境政策及表現的討論

我們致力於透過在辦公室及物業中負責任地使用資源及優化能源效率，為持份者創建一個更加清潔的環境。我們的內部環境政策使我們能夠在辦公室及物業中執行環保常規並促進員工改變行為。

本集團致力於在我們的日常營運過程中減少溫室氣體排放（「溫室氣體」）及減少廢棄物的產生及能源消耗。我們透過如在辦公室中減少用紙、節約能源及廢棄物及資源管理等措施解決對環境的潛在影響。該等環境措施有助於提高環境意識及促進可持續發展的業務及營運常規。

鞏固本公司與僱員、客戶及供應商的良好關係

僱員

關愛及培育我們的員工為高山企業可持續發展的首要工作。為透過提倡不歧視及多元化為僱員提供一個公平的工作環境，我們以符合當地和行業標準的具競爭力的薪酬及福利回報員工。為堅持高標準的商業道德，我們的僱員手冊明確訂明專業操守的期望。

高山企業高度重視人力資本發展並創建一個具支援性及安全的工作環境。我們安排包括各種培訓課程及研討會等外部培訓機會以鼓勵我們的僱員追求持續學習及發展。我們已根據勞工處的規定制定內部安全指引以降低風險。年內，我們全面遵守所有有關健康及安全的法規，且我們欣然報告概無與工作有關的死亡或因工傷損失工作日。



Environmental, Social and Governance Report 環境社會及管治報告

Customers, Suppliers and Subcontractors

The Group believes that incorporating our sustainability values such as business integrity and customer satisfaction into our value chain would enhance our overall sustainability performance. We strictly follow regulatory requirements, industry standards and internal procedures for the quality assurance process as well as supplier selection. In addition, the Group's privacy policy is established in accordance with the local regulations to ensure that all personal data are handled in strict confidence. In cases where quality concerns arise, a thorough investigation will be carried out and corrective actions will be promptly implemented.

Compliance Status with Relevant Laws and Regulations that Have a Significant Impact on the Business

During the year, there were no reported cases of non-compliance with relevant laws and regulations that have had a significant impact on business regarding the environment, health and safety, labour standards, and data privacy.

The Environmental, Social and Governance (“ESG”) Report details the sustainability performance, policies and strategies of Eminence Enterprise Limited (“Eminence” or “we”) and its subsidiaries (collectively, the “Group”) between 1 April 2018 and 31 March 2019 (the “Year”).

1. REPORTING STANDARD AND SCOPE

The Group's ESG Report has been prepared in accordance with the ESG Reporting Guide (“ESG Guide”) issued by the Stock Exchange of Hong Kong Limited (“HKEx”). A content index is included at the end of this Report to demonstrate compliance with the ESG Guide.

This ESG Report provides an overview of our sustainability vision, performance and initiatives in our operations, responding to our stakeholders' interests in the environmental, social, and corporate governance aspects of the Group. The reporting scope of the Year includes principal operations of the Group, namely, our residential, commercial and industrial properties in Hong Kong and industrial properties in mainland China. This report also presents the progress of key performance indicators (“KPIs”) towards our targets in the past year with references to the ESG Guide. The Group is committed to maintaining standards of corporate social responsibility and strictly complies with relevant laws and regulations.

客戶、供應商及分包商

本集團相信將業務誠信及客戶滿意等我們的可持續發展價值融入我們的價值鏈中將提升我們的整體可持續發展表現。我們嚴格遵守監管規定、行業標準及內部品質檢定過程程序以及供應商選擇。此外，本集團已根據當地法律建立私隱政策以確保所有個人資料獲嚴格保密處理。當出現質量問題時，將展開全面調查並將立即執行糾正行動。

遵守對業務有重要影響的相關法律及法規

年內，概無發生任何不遵守有關環境、健康及安全、勞工準則及資料私隱等對業務有重大影響的相關法律及法規的已申報個案。

本環境、社會及管治(「環境、社會及管治」)報告詳細說明高山企業有限公司(「高山企業」或「我們」)及其附屬公司(統稱為「本集團」)於2018年4月1日至2019年3月31日期間(「本年度」)的可持續發展表現、政策及策略。

1. 報告標準及範圍

本集團的環境、社會及管治報告根據香港聯合交易所有限公司(「香港聯交所」)發佈的《環境、社會及管治報告指引》(「環境、社會及管治指引」)編製。本報告文末載有一份內容索引，以展示已遵守環境、社會及管治指引。

為回應持份者對本集團的環境、社會及企業管治方面的關注，本環境、社會及管治報告概述了我們的可持續發展願景、營運中的表現及舉措。本年度的報告範圍包括本集團的主要業務，即我們在香港的住宅、商業及工業物業以及在中國內地的工業物業。本報告亦根據環境、社會及管治指引詳細說明各項關鍵績效指標(「關鍵績效指標」)在過去一年中邁向目標的進展。本集團致力於維持企業社會責任的標準，並嚴格遵守相關法律及法規。

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Materiality Assessment

In line with the Reporting Principles of the ESG Guide, a materiality assessment was conducted to identify material sustainability issues for Eminence's disclosure in the Year. This process follows three steps:

Step 1: Identification

- ESG disclosures of five peer companies in the property industry were reviewed to identify the material issues common in the industry.

Step 2: Prioritisation

- The material aspects which were identified through peer benchmarking were consolidated, creating a list of relevant material ESG issues to be brought forward for validation.

Step 3: Validation

- The independent consultant helped to prioritise the findings from the first two steps and our senior management then confirmed a list of material ESG issues and the relevant aspects and KPIs for disclosure in this report.

2. CORPORATE SOCIAL RESPONSIBILITY

At Eminence, Corporate Social Responsibility ("CSR") is a pivotal part of our vision. We work meticulously to maintain good corporate governance practices, strengthen economic and social values within the community and minimise adverse impacts on the environment arising from our operations. Our Group also endeavours to contribute to community development and the well-being of the environment via engaging in charitable initiatives, upskilling our employees, and nurturing environmental awareness.

An effective governance structure is crucial to properly manage sustainability issues and mitigate ESG-related risks. Our CSR Committee is established to assist the Board of Directors to review the Group's policies and oversee sustainability directions. The Group also establishes its CSR policies to set out long term goals and sustainability strategies. A number of CSR issues, including workplace quality, environmental conservation, operating practices, and community engagement, were discussed during meetings during the Year.

Committed to positively influencing our community, we continue to sponsor numerous external community programmes and support a charitable foundation which focuses on enhancing the livelihood of the underserved communities through donations and ongoing support for charities and other social enterprises. This foundation also offers scholarships to underprivileged youth with academic excellence through different educational institutions. Additionally, we encourage our employees to actively give back to the community via volunteer works.

重要性評估

我們已根據環境、社會及管治指引的報告原則開展重要性評估，以識別高山企業於本年度披露的重大可持續發展事宜。此程序遵循三個步驟：

第一步：識別

- 審閱房地產業內五間同業公司的環境、社會及管治披露事項，以識別業內常見的重大事宜。

第二步：排列優次

- 綜合透過同業基準所識別的的重大範疇，創建相關重大環境、社會及管治事宜清單以供提呈確認。

第三步：確認


- 獨立顧問協助對前兩步的結果進行排序，而我們的高級管理層隨後確認重大環境、社會及管治事宜清單以及相關層面及關鍵績效指標，作為本報告的披露事項。

2. 企業社會責任

企業社會責任（「企業社會責任」）是高山企業願景的重要一環。我們一絲不苟的維持良好的企業管治，增強社區經濟和社會價值及減少我們營運對環境產生的不利影響。本集團亦透過慈善倡議、致力於貢獻社區發展及福祉、提升僱員技能及養成環保意識。

有效的管治架構對適當管理可持續發展事宜及減輕環境、社會及管治相關風險至關重要。我們已成立企業社會責任委員會，協助董事會審視本集團的政策及監督可持續發展的方針。本集團亦已制訂其企業社會責任政策，以載列長期目標及可持續發展策略。於本年度內，我們在定期會議上討論了多項企業社會責任事宜，包括工作環境質素、環境保護、營運慣例及社區參與。

我們致力對我們的社區作出正面影響，我們繼續贊助多項外部社區計劃及支持慈善基金，該基金會專注於透過捐贈對慈善機構及其他社會企業的持續的支援協助弱勢社區改善民生。該基金會亦透過不同的教育機構向學校成績優異的貧困青少年提供獎學金。此外，我們鼓勵我們的僱員透過志願工作回饋社區。



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3. OUR ENVIRONMENT

3.1 Introduction

We understand the nature of our business operations may not have significant impacts on the environment. As an environmentally responsible corporate, we have actively promoted environmental stewardship at our office and properties for a more sustainable future. Following our well-defined internal policies on environmental protection, we identify and manage sustainability issues associated with our operations, while focusing on three major areas at our office premise, including energy saving, reduction of paper use and water resource management. During the year, there were no non-compliance cases relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.

3.2 Energy Consumption and Emissions

Driven to minimise our carbon footprint, we actively seize opportunities to improve energy efficiency at our office through adopting various energy-saving initiatives. For instance, we have installed energy efficient lighting systems at our office and ensured our equipment is labelled with Grade 1 Energy Labels. In addition, the fan-coils at our commercial and industrial buildings are switched off daily after 8 pm. The indoor air temperature is maintained at 25.5°C to optimise energy consumption. Moving forward, we will continue to identify energy-saving opportunities to further augment our sustainability performance.

3.3 Waste and Resource Management

Eminence has introduced a comprehensive approach to waste and resource management within our daily operations. We work to build a paperless office where the use of electronic communication and documents are widely promoted. When hardcopy documents are necessary, we encourage employees to adopt double-sided printing and reuse paper whenever possible. As part of our water-saving initiatives, we conduct regular inspections on pipes and taps to prevent water leakage. Additionally, we distribute posters and signs in common areas and washrooms to remind staff of conserving valuable water resources. Through instilling an environmentally friendly culture at the workplace, we are working towards a sustainable model for business development.

3. 我們的環境

3.1 緒言

我們了解基於本集團業務營運的性質，我們可能不會對環境造成顯著影響。然而，作為一個對環境負責任的企業，我們積極於辦公室及物業中促進環境管理，以實現可持續的未來。透過遵循清晰的環境保護內部政策，我們識別及管理與我們營運相關的可持續發展事宜，其著重於我們辦公室物業的三大環保常規，包括節約能源、減少用紙及水資源管理。於本年度內，概無有關空氣、溫室氣體排放、向水及土地排污及產生有害及無害廢棄物方面的不合規情況。

3.2 能源消耗及排放物

受減少我們的碳足跡帶動，我們透過採納各種節能措施，積極善用各種機會提高我們辦公室的能源效益。例如，我們已在辦公室採用高能源效益的照明系統，並確保使用貼有1級能源標籤的設備。此外，商業及工業大廈中，盤管式風機於每晚8點以後關閉。室內空調維持在攝氏25.5度，以優化能源消耗。將來，我們將繼續識別節能機會以進一步增強我們的可持續發展表現。

3.3 廢棄物及資源管理

高山企業已於日常營運中引進一項綜合廢棄物及資源管理方針。我們大力提倡使用電子通訊及文件，打造無紙化辦公室。當需要使用紙質文件時，我們鼓勵僱員採用雙面打印並盡可能重複利用紙張。作為節水措施的一部分，我們定期檢查水管及水龍頭以防止漏水。此外，我們派發海報及在公共區域及衛生間張貼提示，提醒員工節約寶貴的水資源。透過於工作場所培養環保文化，我們的業務發展正朝向可持續發展模式邁進。

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3.4 Cultivating Environmental Awareness

We believe fostering behavioural changes is conducive to sustainable development. To build a lasting green culture within the Group, we have implemented internal environmental policies for our office and properties, which serve as practical guidance for staff on energy conservation, waste reduction and resource management. For instance, the guidelines suggest purchasing office equipment certified with energy efficient labels, replacing obsolete lights with energy efficient light tubes, and avoiding unnecessary printing. To further promote environmental consciousness and facilitate sustainable behaviours, we plan to place recycling bins as well as implement other recycling initiatives at our office premise.

3.4 培養環保意識

我們相信促進行為的改變有利於可持續發展。為建立本集團持續的綠色文化，我們已在辦公室及物業實施內部環境政策，該等政策在節能、減廢及資源管理方面為員工提供實用指引。例如，實用指引建議採購有能源效益標籤認證的辦公設備、以節能燈替代舊式照明燈，並避免不必要的打印。為進一步提高環境意識及培養可持續發展行為，我們計劃於辦公室中放置回收箱以及實施其他循環再用措施。

4. OUR PEOPLE

4.1 Introduction

Employees are the greatest asset contributing to the continued success of the Group. We are steadfast in building an inclusive, safe and harmonious working environment for our employees, with a range of on-the-job training and development opportunities to fulfil their professional and personal aspirations.

4.2 Caring Company

As an equal opportunity employer, we ensure our employees receive fair treatment throughout the employment processes, including recruitment, promotion, training and development, regardless of race, religion, gender, disability, family status, age or any other basis restricted by law. To safeguard and protect human rights, child and forced labour is strictly prohibited.

Our remuneration policy is in place to ensure employees are rewarded with fair and competitive remuneration packages based on qualifications, working performance and market trends. The Human Resources Department is responsible for annual performance appraisals and determine the arrangement of promotions and salary increment. We also provide employees with comprehensive fringe benefits such as maternity leave, paternity leave, hospital insurance, overtime compensation, and outpatient medical subsidy. Taking staff emotional and mental well-being into account, we work to foster positive and harmonious relationships at the workplace. To this end, regular staff engagements, including mealtime gatherings three times a week and weekly breakfasts, are arranged to encourage staff to mingle and communicate with each other. To celebrate festive seasons together with our staff families, we organised annual Christmas buffets and Chinese New Year gatherings that enable our staff to socialise in an environment outside of work.

4. 我們的員工

4.1 緒言

員工為本集團持續成功最重要的資產。我們致力於為員工打造一個包容、安全及和諧的工作環境，並提供各種在職培訓及發展機會，以實現彼等職業及個人追求。

4.2 關懷員工的公司

作為提供平等機會的僱主，我們確保我們的僱員於僱傭過程中得到公平的對待，包括招募、晉升、培訓及發展而不分種族、宗教、性別、殘疾、家庭狀況、年齡或任何其他受法律限制的基準。為保障及保護人權、嚴禁聘用童工及強制勞工。

我們已制定薪酬政策以確保僱員根據資格、工作表現及市場趨勢獲得公平且具有競爭力的薪酬組合。人力資源部負責年度表現評核及釐定晉升安排及加薪。我們亦為僱員提供如產假、侍產假、住院保險、加班補償及門診醫療津貼等全面福利。考慮到員工的情緒及精神健康，我們努力在工作場所形成積極和諧的關係。為此，定期員工參與活動，包括安排一周三次聚餐及每周早餐以鼓勵員工融合及互相交流。為與員工家庭慶祝節日，我們組織年度聖誕自助餐及農曆新年聚會以使員工能夠在工作之外的環境中進行社交。

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During the year, there were no non-compliance cases relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, welfare and the relevant legislation including, but not limited to, the Minimum Wage Ordinance (Cap. 608 of the Laws of Hong Kong) and the Employment Ordinance (Cap. 57 of the Laws of Hong Kong).

4.3 Occupational Health and Safety

The Group places a heavy emphasis on the occupational health and safety of its employees at the workplace. In compliance with the Occupational Safety and Health Ordinance (Cap. 509 of the Laws of Hong Kong), safety guidelines and systems are established to protect employees against potential occupational hazards at the workplace and minimise the risk of work injuries. Emergency policies in case of potentially dangerous situations, such as typhoons and rainstorm warnings, are also clearly outlined in our employee safety guidelines. With the high safety awareness of our employees, there were no work-related fatalities or lost days due to work injury during the Year.

4.4 Training and Development

During the Year, Eminence provided staff with numerous training and development opportunities to further augment their working performance and support their career advancement. Employees are also encouraged to participate in external training arranged by the Group. Through attending different training courses and seminars, our staff has gained practical skills and professional knowledge which enhance their competitiveness and competence in performing their job duties.

4.5 Business Ethics

Eminence is devoted to upholding high standards of integrity when conducting business. The Group's expectations for professional conduct are clearly outlined in the Employee Handbook. Staff is also required to strictly comply with the Prevention of Bribery Ordinance (Cap. 201 of the Laws of Hong Kong), Money Lenders Ordinance (Cap. 163 of the Laws of Hong Kong) and Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Cap. 615 of the Laws of Hong Kong).

Our whistle-blowing policy provides channels for employees at all levels to report violations and raise concerns of any improper behaviours including acts of corruption or bribery. The Group's gift policy sets our instructions and guidelines for handling conflict of interest and our standards of conduct. Any cases of corruption or bribery observed by an employee may be raised in writing directly to management. To ensure whistle-blowers to raise grievances without fear of reprisal, all whistle-blowing disclosures are treated confidentially.

於本年度內，概無有關薪酬及解僱、招聘與晉升、工作時數、假期、平等機會、多元化、反歧視、福利及相關法例的違規個案，包括但不限於最低工資條例（香港法例第608章）及僱傭條例（香港法例第57章）。

4.3 職業健康及安全

本集團高度重視工作場所僱員的職業健康及安全。根據香港法例第509章《職業健康及安全條例》，已建立安全指引及制度以就工作場所的潛在職業危險保護僱員並降低工傷風險。僱員安全指引亦明確訂立如颱風及暴雨警告等潛在危險情況時的應急政策。有賴僱員的高度安全意識，本年度內概無因工作關係而死亡或因工傷損失工作日數的個案。

4.4 培訓及發展

於本年度內，高山企業為員工提供各種培訓及發展機會，以進一步提升其工作表現及支持其職業發展。亦鼓勵僱員參加本集團安排的外部培訓。透過參加各類培訓課程及研討會，我們的員工獲得履行其職責提高其競爭力及能力的實際技能及專業知識。

4.5 商業道德

高山企業堅持高標準的商業道德。本集團僱員手冊中明確訂明本集團專業操守的期望。員工亦須嚴格遵守香港法例第201章《防止賄賂條例》、香港法例第163章《放債人條例》及香港法例第615章《打擊洗錢及恐怖分子資金籌集條例》。

我們的舉報政策為僱員提供包括貪污或賄賂行為在內的各層面的舉報違規及對任何不當行為的疑慮。本集團餽贈政策載有處理利益衝突及行為標準的指導及指引。若遭遇涉及貪污或賄賂的情況，員工可直接以書面形式向管理層舉報。為確保舉報者申訴不滿，無須害怕遭受報復，所有舉報披露以保密形式處理。

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During the Year, there were no non-compliance with laws and regulations relevant to bribery, extortion, fraud and money laundering.

5. OUR VALUE CHAIN

5.1 Supply Chain Management

At Eminence, we strive to extend our sustainability considerations beyond the Group and engage supply chain partners who share our dedication to sustainable development. As set out in our internal guidelines, we conduct performance reviews and evaluations on all approved suppliers and vendors on a regular basis to ensure quality services are delivered. Through integrating our sustainability practices into the process of our supply chain management, we are able to take a systematic approach to mitigate ESG-related risks that may affect our business operations.

5.2 Responsible Services

In recognition of the importance of maintaining high quality standards, the Group has developed our quality assurance processes that detail the monitoring of supplier performance, quality control, staff training and development, and corrective and preventive action plans, while adhering to both national and international standards. Besides, we understand our customers place a great deal of trust in our organisation to handle and protect their personal data and privacy. To this end, we have formulated our privacy policy in line with the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) ensuring all confidential data is handled in a safe and secure manner.

A complaint-handling mechanism is in place handling and investigating complaints from customers in a thorough and timely manner. During the Year, there were no complaint cases relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.

於本年度內，概無違反有關賄賂、勒索、欺詐及洗黑錢的法律及規例的情況。

5. 我們的價值鏈

5.1 供應鏈管理

高山企業致力於延伸我們的可持續發展理念，並與供應鏈夥伴共同致力於可持續發展。誠如載於內部指引中所述，我們定期審閱及評估所有獲批准的供應商及賣家，以確保服務質量得到保障。透過將我們的可持續發展常規納入供應鏈管理流程，我們能夠採取制度化的方法減輕會影響我們業務營運的環境、社會及管治相關的風險。

5.2 負責任的服務

我們深明維持高質量標準的重要性，本集團已設有質量保證流程，包括供應商表現監察、質量控制、員工培訓與發展及糾正與預防行動計劃，同時遵守國內及國際標準。此外，我們明白我們的客戶對我們處理及保護其個人資料及隱私高度信賴。為此，我們已根據香港法例第486章《個人資料(私隱)條例》制定我們的私隱政策，以確保所有機密資料以安全可靠的方式處理。

已設立投訴處理機制以全面及即時的方式處理及調查客戶投訴。於本年度內，概無有關所提供的產品和服務的健康與安全、廣告、標籤及私隱事宜及補救方法的投訴個案。

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6. OUR COMMUNITY

As a responsible corporate citizen, Eminence is committed to contributing positively to the community development with special focuses on education, sports and health care awareness. Through in-kind donations and partnerships with charitable and non-profit making organisations, we endeavour to build a more connected and vibrant society. During the Year, the Group continued to provide student scholarships at educational institutes and raised funds in support of tutorial classes organised by Principal Chan Free Tutorial World for the underprivileged students. To better promote health care awareness among the local community, we made donations to the Global Chinese Breast Cancer Organizations Alliance through their health talks. We believe the influences of sports in breaking barriers between different segments of society. As such, the Group made huge contributions to the Hong Kong Paralympic Committee & Sports Association for the Physically Disabled to help with their Run for Paralympians 2019. We also sponsored the 2019 Wuxing District Basketball Competition and the 16th Sports Meeting of Zhejiang Province to further advocate a healthy lifestyle among the general public. In total, we have contributed around HKD\$290,000 to different charitable foundations and events. Moving ahead, Eminence will continue to engage its staff to create more positive impacts on the community we serve.

6. 我們的社區

作為負責任的企業公民，高山企業致力於為社區的發展作出積極的貢獻，尤其重點加強教育、體育及健康意識。通過各類慈善及非牟利機構的捐贈及合作，我們致力建立更緊密聯繫及富活力的社會。於本年度內，本集團持續為教育機構提供學生獎學金以及籌款支持陳校長免費補習天地為貧困學生組織的補習課程。為更好地提高當地社區健康意識，我們透過全球華人乳癌組織聯盟的講座向其進行捐贈。我們相信體育能夠打破社會各界之間的隔閡。因此，本集團就協助香港殘疾人奧委會暨傷殘人士體育協會舉辦2019年「齊撐殘奧精英」作出巨大貢獻。我們亦贊助2019年吳興區籃球賽及浙江省第十六屆運動會以進一步向大眾宣傳健康的生活方式。總而言之，我們向不同的慈善基金及活動捐款約290,000港元。未來，高山企業將繼續促使員工為我們服務的社區貢獻更多正面的影響。

7. HKEX KPI DATA TABLE

7. 港交所關鍵績效指標數據表

HKEx KPI 港交所關鍵績效指標	Unit 單位	FY2018/19 2018/19財政年度
Environmental 環境		
A1.2	Greenhouse gas emissions in total and intensity 溫室氣體總排放量及密度	
Scope 1 emission 範圍1排放量	Tonnes of CO ₂ e 噸二氧化碳當量	4.38
Scope 2 emission 範圍2排放量	Tonnes of CO ₂ e 噸二氧化碳當量	254.34
Scope 3 emission 範圍3排放量	Tonnes of CO ₂ e 噸二氧化碳當量	3.59
- in total - 以總量計	Tonnes of CO ₂ e 噸二氧化碳當量	262.31
- by intensity - 以密度計	Tonnes of CO ₂ e/FTE 噸二氧化碳當量/ 等同全職僱員	7.72

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HKEx KPI 港交所關鍵績效指標	Unit 單位	FY2018/19 2018/19 財政年度
A1.4	Total non-hazardous waste produced and by intensity 無害廢棄物產生總量及按密度	
Recycled Paper Waste 再造廢紙	kg kg/FTE 千克 千克/FTE	122.44 3.60
Recycled Plastic Waste 可回收廢棄塑膠	kg kg/FTE 千克 千克/FTE	81.00 2.38
Recycled Aluminium Cans 可回收鋁罐	Kg kg/FTE 千克 千克/FTE	40.35 1.19
A2.1	Energy consumption by type 按類型劃分的能源耗量	
Direct Energy Consumption 直接能源耗量		
– in total – 以總量計	'000 kWh 千個千瓦時	14.71
– by intensity – 以密度計	'000 kWh/FTE 千個千瓦時/等同 全職僱員	0.43
Indirect Energy Consumption 間接能源耗量		
– in total – 以總量計	'000 kWh 千個千瓦時	355.95
– by intensity – 以密度計	'000 kWh/FTE 千個千瓦時/等同 全職僱員	10.47
Total Energy Consumption 總能源耗量		
– in total – 以總量計	'000 kWh 千個千瓦時	370.66
– by intensity – 以密度計	'000 kWh/FTE 千個千瓦時/等同 全職僱員	10.90
A2.2	Water Consumption in total and intensity 總耗水量及密度	
Water Consumption 耗水量		
– in total – 以總量計	m ³ 立方米	8,943
– by intensity – 以密度計	m ³ /FTE 立方米/等同全職僱員	263.03

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HKEx KPI 港交所關鍵績效指標	Unit 單位	FY2018/19 2018/19 財政年度			
A. Social					
A. 社會					
B1.1	Total workforce by employment type and gender 按僱傭類型及性別劃分的僱員總數		Male 男性	Female 女性	
	Full-time 全職	No. of people 人數	14	20	
	Part-time 兼職	No. of people 人數	0	1	
	Total workforce by employment type and age group 按僱傭類型及年齡組別劃分的僱員總數		Under 30 30歲以下	30-50 30歲至50歲	Above 50 50歲以上
	Full-time 全職	No. of people 人數	2	13	19
	Part-time 兼職	No. of people 人數	1	0	0
B1.2	Employee turnover rate by gender 按性別劃分的僱員流失比率		Male 男性	Female 女性	
		%	0	25.00	
	Employee turnover rate by age group 按年齡組別劃分的僱員流失比率		Under 30 30歲以下	30-50 30歲至50歲	Above 50 50歲以上
		%	50.00	7.69	15.79
B2.1	Number and rate of work-related fatalities 因工作關係而死亡的人數及比率				
	- By number - 以人數計	No. of people 人數	0		
	- By rate - 以比率計	%	0		
B2.2	Lost days due to work injury 因工傷損失工作日數				
	- Staff - 員工	Days 日數	0		
B6.2	Number of products and service related complaints received 接獲關於產品及服務的投訴數目				
	No. of complaints 投訴數目		0		
B7.1	Number of concluded cases regarding corrupt practices brought against the company 對本公司提出並已審結的貪污訴訟案件的數目				
	No. of cases 案件數目		0		
B8.2	Resources contributed 資源貢獻				
	Donations (HKD) 捐贈(港元)		289,569		

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8. HKEX ESG REPORTING GUIDE CONTENT INDEX

8. 港交所《環境、社會及管治報告指引》內容索引

Aspect 層面	KPI 關鍵績效 指標	Description 描述	Section/Remarks 章節/備註
A. Environmental			
A. 環境			
A1 Emissions	A1	General Disclosure 一般披露	4
A1 排放物	A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	Due to the business nature of the Group, this KPI is considered not material. 鑒於本集團的業務性質，此關鍵績效指標被認為屬不重大。
	A1.2	Greenhouse gas emissions in total and intensity 溫室氣體總排放量及密度	11
	A1.3	Total hazardous waste produced and intensity 所產生有害廢棄物總量及密度	Due to the business nature of the Group, this KPI is considered not material. 鑒於本集團的業務性質，此關鍵績效指標被認為屬不重大。
	A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	11
	A1.5	Description of measures to mitigate emissions and results achieved 描述減低排放量的措施及所得成果	4
	A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果	4
A2 Use of Resources	A2	General Disclosure 一般披露	4
A2 資源使用	A2.1	Direct and/or indirect energy consumption by type in total and intensity 按類型劃分的直接及/或間接能源總耗量及密度	11
	A2.2	Water consumption in total and intensity 總耗水量及密度	11
	A2.3	Description of energy use efficiency initiatives and results achieved 描述能源使用效益計劃及所得成果	4
	A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果	4
	A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量	Due to the business nature of the Group, this KPI is considered not material. 鑒於本集團的業務性質，此關鍵績效指標被認為屬不重大。

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Aspect 層面	KPI 關鍵績效 指標	Description 描述	Section/Remarks 章節/備註
A3 The Environment and Natural Resources	A3	General Disclosure 一般披露	4-5
A3 環境及天然資源	A3.1	Description of the significant impacts of activities on the environment and natural resources and actions taken to manage them 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動	4-5
B. Social			
B. 社會			
Employment and Labour Practices			
僱傭及勞工常規			
B1 Employment	B1	General Disclosure 一般披露	6
B1 僱傭	B1.1	Total workforce by gender, employment type, age group and geographical region 按性別、僱傭類型、年齡組別及地區劃分的僱員總數	11
	B1.2	Employee turnover rate by gender, age group and geographical region 按性別、年齡組別及地區劃分的僱員流失率	11
B2 Health and Safety	B2	General Disclosure 一般披露	7
B2 健康與安全	B2.1	Number and rate of work-related fatalities 因工作關係而死亡的人數及比率	11
	B2.2	Lost days due to work injury 因工傷損失工作日數	11
	B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored 描述所採納的職業健康與安全措施，以及相關執行及監察方法	7
B3 Development and Training	B3	General Disclosure 一般披露	7
B3 發展及培訓			
B4 Labour Standards	B4	General Disclosure 一般披露	6
B4 勞工準則			
Operating Practices			
營運慣例			
B5 Supply Chain Management	B5	General Disclosure 一般披露	9
B5 供應鏈管理			

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Aspect 層面	KPI 關鍵績效 指標	Description 描述	Section/Remarks 章節／備註
B6 Product Responsibility B6 產品責任	B6	General Disclosure 一般披露	9
	B6.2	Number of products and service related complaints received and how they are dealt with 接獲關於產品及服務的投訴數目以及應對方法	12
	B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored 描述消費者資料保障及私隱政策，以及相關執行及監察方法	9
B7 Anti-corruption B7 反貪污	B7	General Disclosure 一般披露	7-8
	B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果	12
	B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored 描述防範措施及舉報程序，以及相關執行及監察方法	7-8
Community 社區			
B8 Community Investment B8 社區投資	B8	General Disclosure 一般披露	10
	B8.1	Focus areas of contribution 專注貢獻範疇	10
	B8.2	Resources contributed to the focus area 在專注範疇所貢獻的資源	12

Deloitte.

德勤

TO THE MEMBERS OF EMINENCE ENTERPRISE LIMITED

(incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Eminence Enterprise Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 67 to 188, which comprise the consolidated statement of financial position as at 31 March 2019, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

致高山企業有限公司成員

(於百慕達註冊成立的有限公司)

意見

本核數師(以下簡稱「我們」)已審計列載於67至188頁的高山企業有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，其包括於2019年3月31日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映了貴集團於2019年3月31日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露要求妥為擬備。

意見的基礎

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內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(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他道德責任。我們相信我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

關鍵審計事項

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

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

Key audit matter

關鍵審計事項

Valuation of investment properties

投資物業之估值

We identified the valuation of investment properties as a key audit matter due to the significant judgments and assumptions made by management of the Group in determining the fair value.

由於 貴集團管理層於釐定公平值時涉及重大之判斷及假設，我們識別投資物業之估值為一項關鍵審計事項。

At 31 March 2019, the fair value of investment properties was approximately HK\$1,663 million (note 15 to the consolidated financial statements), with a fair value gain recognised in profit or loss of approximately HK\$46 million (consolidated statement of profit or loss and other comprehensive income). 於2019年3月31日，投資物業公平值約1,663,000,000港元(綜合財務報表附註15)，於損益確認之公平值收益約46,000,000港元(綜合損益及其他全面收益表)。

The Group's investment properties are stated at fair value based on valuations performed by independent firms of qualified professional property valuers (the "Valuers"). Details of the valuation techniques and key inputs used in the valuations are disclosed in note 15 to the consolidated financial statements.

貴集團投資物業之公平值乃根據獨立合資格專業估值師行(「估值師」)作出之估值列示。估值所採用之估值方法及主要輸入數據之詳情已於綜合財務報表附註15內披露。

關鍵審計事項(續)

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

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

我們對投資物業之估值之相關程序包括：

- Obtaining an understanding from the Valuers and management of the Group about the valuation techniques, performance of the property markets, significant assumptions adopted, critical judgmental areas, key inputs and data used in the valuations; 從估值師及 貴集團管理層了解估值方法、物業市場表現、所採用之重要假設、主要判斷範圍、估值所採用之主要輸入及數據；
- Assessing the integrity of information provided by management of the Group to the Valuers by comparing, on a sample basis, details of rentals to the respective underlying existing lease agreements; 透過以抽樣方式比較相關現有租約之租金詳情以評估 貴集團管理層及估值師所提供之資料之完整性；
- Evaluating the competence, capabilities and objectivity of the Valuers; and 評價估值師的資格、能力及客觀性；及
- Assessing reasonableness of key inputs used by the Valuers and management of the Group by comparing with relevant market information with similar properties. 透過比較同類型物業相關市場資料以評估估值師及 貴集團管理層採用之主要輸入數據之合理性。

KEY AUDIT MATTERS (Continued)

Key audit matter

關鍵審計事項

Impairment assessment of loans receivable

應收貸款之減值評估

We identified the impairment assessment of loans receivable as a key audit matter due to the significance of balances to the Group's consolidated financial position and the involvement of significant management judgment in evaluating the expected credit losses of loans receivable at the end of the reporting period.

由於應收貸款對 貴集團之綜合財務狀況表屬重大及評估於報告期末之應收貸款之預期信貸虧損時涉及重大管理判斷，我們識別應收貸款之減值評估為一項關鍵審計事項。

As detailed in note 4 to the consolidated financial statements, in making the assessment, the loans receivable from borrowers are assessed individually by the management of the Group, based on the financial background, financial condition and historical settlement records, including past due dates and default rates, of each borrower and reasonable and supportable forward-looking information such as macroeconomic data that is available without undue cost or effort. Each borrower is assigned a risk grading under internal credit ratings to calculate the expected credit loss, taking into consideration of the estimates of expected cash shortfalls. At every reporting date, the financial background, financial condition and historical settlement records are reassessed and changes in the forward-looking information are considered.

誠如綜合財務報表附註4所詳述，於作出評估時，貴集團管理層會根據各借款人之財務背景、財務狀況及過往還款記錄，包括逾期日及違約率，以及合理有據之前瞻性資料，例如毋須花費不必要成本或努力可獲得之宏觀經濟數據，獨立評估借款人之應收貸款。各借款人根據內部信貸評級獲分配風險等級，以計算預期信貸虧損，同時經考慮估計預期現金短缺。於各報告日期，重新評估財務背景、財務狀況及過往還款記錄並考慮前瞻性資料的變動。

At 31 March 2019, the carrying amount of loans receivable was approximately HK\$336 million net of impairment allowance of approximately HK\$9 million (note 16 to the consolidated financial statements).

於2019年3月31日，應收貸款賬面值約336,000,000港元(扣除減值撥備約9,000,000港元(綜合財務報表附註16))。

關鍵審計事項(續)

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

Our procedures in relation to impairment assessment of loans receivable included:

我們對應收貸款之減值評估之相關程序包括：

- Understanding the Group's policy on granting loans to its borrowers and the Group's credit and impairment assessments including the related credit control and loan monitoring process;
了解 貴集團授出貸款予借款人及減值評估的政策，包括相關的信貸監控及貸款監控程序；
- Evaluating the management's assessment on the credit quality of the borrowers by examining records including financial background, current creditworthiness, collateral and past collection history of the borrowers;
評價管理層透過查閱包括借款人財務背景、現時信譽、抵押品及過往還款情況之記錄以評估借款人之信貸質素；
- Checking the past due dates of outstanding loans receivable against the loan agreements for the terms of the loans to identify any significant change in credit risk or default in loans receivable;
根據貸款協議之貸款條款檢查未償還應收貸款的逾期日期，以確定應收貸款信貸風險或違約情況之任何重大變動；
- Testing the integrity of information used by management to develop the impairment assessment of the loans receivable as at year-end by checking the historical settlement records on a sample basis;
通過抽查過往還款記錄，測試管理層就於年末制定應收貸款之減值評估所使用之資料之完整性；
- Evaluating the expected cash shortfalls estimated by the management by checking the expected cash flows from the realisation of collaterals received against publicly available information; and
通過公開可得資料檢查變現已收抵押品之預期現金流量評估管理層估計之預期現金短缺；及
- Assessing the reasonableness of forward-looking information used by the Group.
評估 貴集團所使用前瞻性資料之合理性。

Independent Auditor's Report

獨立核數師報告

OTHER INFORMATION

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

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

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

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

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs 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.

其他信息

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

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息及，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所瞭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。若，基於我們已執行的工作，我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據香港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要求擬備真實而公平的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

治理層須負責監督 貴集團的財務報告過程。

Independent Auditor's Report

獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion 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.
- 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.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並按照百慕達公司法第90條的規定僅向全體股東出具包括我們意見的核數師報告。除此以外，我們的報告不可用作其他用途。本行並不就本報告之內容對任何其他人士承擔任何責任或接受任何義務。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴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。

作為根據香港審計準則進行審計的部份，我們在整個審計中運用了專業判斷並保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，為我們的意見提供基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論，根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。

Independent Auditor's Report

獨立核數師報告

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

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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 Yen Sau Yin, Emily.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

17 May 2019

核數師就審計綜合財務報表承擔的責任 (續)

- 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公平反映交易和事項。
- 就 貴集團內實體或業務活動的財務資訊獲取充足、適當的審計憑證，以對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與治理層溝通了計畫的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向治理層提交聲明，說明我們已符合有關獨立性的相關道德要求，並與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。

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

出具本獨立核數師報告的審計專案合夥人是任秀賢。

德勤·關黃陳方會計師行
執業會計師
香港

2019年5月17日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 March 2019 截至2019年3月31日止年度

		NOTES 附註	2019 HK\$'000 千港元	2018 HK\$'000 千港元
Revenue	營業額	5		
Rental income	租金收入		42,627	33,012
Interest income from loan financing	來自貸款融資之利息收入		19,601	16,593
			62,228	49,605
Cost of services rendered	提供服務成本		(3,271)	(2,880)
			58,957	46,725
Other income	其他收入		7,137	7,677
Other gains and losses	其他收益及虧損	7	(395)	1,552
Other expenses	其他開支		(58)	(121)
Distribution and selling expenses	經銷成本		–	(40)
Administrative expenses	行政開支		(48,276)	(35,525)
Net loss on modification of terms of convertible note	更改可換股票據條款之虧損淨額	24(b)	–	(1,023)
Gain on changes in fair value of investment properties	投資物業之公平值變動收益	15	45,988	72,337
Gain on disposal of a subsidiary	出售一間附屬公司之收益	34	43,139	–
Impairment loss on financial assets, net of reversal:	金融資產之減值虧損，扣除撥回：			
– Debt instruments at fair value through other comprehensive income	– 按公平值計入其他全面收益之債務工具		(181)	–
– Loans receivable	– 應收貸款	16	(2,808)	–
– Available-for-sale investments	– 可供出售投資		–	(3,406)
Loss on changes in fair value of financial assets at fair value through profit or loss	按公平值計入損益之金融資產之公平值變動虧損		(16,283)	(2,195)
Finance costs	融資成本	9	(36,310)	(31,373)
Profit before taxation	除稅前溢利		50,910	54,608
Taxation	稅項	10	(400)	(1,069)
Profit for the year attributable to owners of the Company	本公司股東應佔本年度溢利	11	50,510	53,539

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 March 2019 截至2019年3月31日止年度

			2019 HK\$'000 千港元	2018 HK\$'000 千港元
Other comprehensive (expense) income	其他全面(開支)收入			
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>隨後可能重新分類至損益之項目：</i>			
Exchange differences arising on translation of financial statements of foreign operations	換算海外營運於財務報表之匯兌差異		(26,179)	37,095
Change in fair value of debt instruments at fair value through other comprehensive income	按公平值計入其他全面收益之債務工具公平值變動		577	-
Impairment loss on debt instruments at fair value through other comprehensive income included in profit or loss	計入損益之按公平值計入其他全面收益之債務工具減值虧損		181	-
Change in fair value of available-for-sale investments	可供出售投資之公平值變動		-	45,029
Reclassification adjustment upon impairment of available-for-sale investments	可供出售投資減值時之重新分類調整		-	3,406
Release upon disposal of available-for-sale investments	出售可供出售投資時解除		-	(45)
Other comprehensive (expense) income for the year	本年度其他全面(開支)收入		(25,421)	85,485
Total comprehensive income for the year attributable to owners of the Company	本公司股東應佔本年度全面收入總額		25,089	139,024
Earnings per share	每股盈利			
- Basic	- 基本	13	HK1.70 港仙	HK2.31 港仙
- Diluted	- 攤薄	13	HK1.67 港仙	HK2.15 港仙

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 March 2019 於2019年3月31日

		NOTES	2019	2018
		附註	HK\$'000	HK\$'000
			千港元	千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	3,686	3,958
Investment properties	投資物業	15	1,359,361	1,656,633
Loans receivable	應收貸款	16	29,676	46,924
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	21	13,903	–
Debt instruments at fair value through other comprehensive income	按公平值計入其他全面收益之債務工具	18	11,826	–
Available-for-sale investments	可供出售投資	17	–	207,213
Deposits paid for acquisition of investment properties	收購投資物業之按金	37	–	29,500
			1,418,452	1,944,228
Current assets	流動資產			
Properties held for development for sale	持作出售發展物業	19	1,730,263	1,634,964
Trade and other receivables	貿易及其他應收款項	20	8,797	49,876
Loans receivable	應收貸款	16	306,334	218,373
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	21	108,323	39,054
Debt instruments at fair value through other comprehensive income	按公平值計入其他全面收益之債務工具	18	4,031	–
Bank deposits with original maturity of more than three months	超過三個月到期之銀行存款	22	12,763	–
Bank balances and cash	銀行結餘及現金	22	141,582	125,422
			2,312,093	2,067,689
Assets classified as held for sale – investment properties	分類為持作出售之資產 – 投資物業	15	304,000	–
			2,616,093	2,067,689
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	23	120,798	89,718
Tax payable	應付稅項		8,705	9,530
Convertible notes	可換股票據	24	62,986	69,656
Secured bank borrowings	有抵押銀行借貸	25	354,620	420,410
			547,109	589,314
Net current assets	流動資產淨值		2,068,984	1,478,375
Total assets less current liabilities	資產總額減流動負債		3,487,436	3,422,603

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 March 2019 於2019年3月31日

		NOTES	2019	2018
		附註	HK\$'000	HK\$'000
			千港元	千港元
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	26	32,657	35,065
Secured bank borrowings	有抵押銀行借貸	25	720,609	672,250
			753,266	707,315
			2,734,170	2,715,288
Capital and reserves	資本及儲備			
Share capital	股本	27	29,658	29,658
Reserves	儲備		2,704,512	2,685,630
			2,734,170	2,715,288

The consolidated financial statements on pages 67 to 188 were approved and authorised for issue by the Board of Directors on 17 May 2019 and are signed on its behalf by:

董事會於2019年5月17日批准及授權發表第67至188頁之綜合財務報表，並由下列董事代表簽署：

Kwong Jimmy Cheung Tim
 鄺長添
 DIRECTOR
 董事

Lui Yuk Chu
 雷玉珠
 DIRECTOR
 董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2019 截至2019年3月31日止年度

		Share capital	Share premium	Convertible note equity reserve	Capital reserve	Contributed surplus	Exchange reserve	Investment revaluation reserve	Property revaluation reserve	Share options	Accumulated profits	Total
		股本	股份溢價	可換股票據權益儲備	股本儲備	撥入盈餘	匯兌儲備	投資重估儲備	物業重估儲備	購股權	累計溢利	總額
		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
At 1 April 2017	於2017年4月1日	19,118	2,019,688	21,181	53,194	261,126	3,984	10,908	40,624	2,083	20,247	2,452,153
Exchange differences arising on translation of financial statements of foreign operations	換算海外營運於財務報表之匯兌差異	-	-	-	-	-	37,095	-	-	-	-	37,095
Change in fair value of available-for-sale investments	可供出售投資之公平值變動	-	-	-	-	-	-	45,029	-	-	-	45,029
Reclassification adjustment upon impairment of available-for-sale investments	可供出售投資減值虧損之重新分類調整	-	-	-	-	-	-	3,406	-	-	-	3,406
Release upon disposal of available-for-sale investments	出售可供出售投資時解除	-	-	-	-	-	-	(45)	-	-	-	(45)
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	-	53,539	53,539
Total comprehensive income for the year	本年度全面收入總額	-	-	-	-	-	37,095	48,390	-	-	53,539	139,024
Issue of new shares	發行新股	7,720	42,865	-	-	-	-	-	-	-	-	50,585
Transaction costs attributable to issue of new shares	發行新股之交易成本	-	(505)	-	-	-	-	-	-	-	-	(505)
Recognition of equity component of convertible notes	確認可換股票據之權益成分	-	-	27,994	-	-	-	-	-	-	-	27,994
Deferred tax liability on recognition of equity component of convertible notes	確認可換股票據之權益成分時之遞延稅項負債	-	-	(4,619)	-	-	-	-	-	-	-	(4,619)
Transfer upon modification of terms of convertible note	更改可換股票據條款時轉撥	-	-	(14,304)	-	-	-	-	-	-	14,304	-
Deferred tax liability released upon modification of terms of convertible note	更改可換股票據條款時解除遞延稅項負債	-	-	465	-	-	-	-	-	-	-	465
Recognition upon modification of terms of convertible note	更改可換股票據條款時確認	-	-	50,992	-	-	-	-	-	-	-	50,992
Deferred tax liability on recognition of equity component upon modification of terms of convertible note	更改可換股票據條款時確認權益成份之遞延稅項負債	-	-	(8,414)	-	-	-	-	-	-	-	(8,414)
Issue of shares on conversion of convertible note	兌換可換股票據時發行股份	2,820	14,100	(11,145)	-	-	-	-	-	-	-	5,775
Deferred tax liability released upon conversion of convertible note	兌換可換股票據時解除遞延稅項負債	-	-	1,838	-	-	-	-	-	-	-	1,838
Transfer upon cancellation of share options	取消購股權時轉撥	-	-	-	-	-	-	-	-	(431)	431	-
At 31 March 2018	於2018年3月31日	29,658	2,076,148	63,988	53,194	261,126	41,079	59,298	40,624	1,652	88,521	2,715,288
Adjustments (note 2)	調整(附註2)	-	-	-	-	-	-	(59,298)	-	-	52,914	(6,384)

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2019 截至2019年3月31日止年度

		Share capital	Share premium	Convertible note equity reserve	Capital reserve	Contributed surplus	Exchange reserve	Investment revaluation reserve	Property revaluation reserve	Share options reserve	Accumulated profits	Total
		股本	股份溢價	可換股票據權益儲備	股本儲備	繳入盈餘	匯兌儲備	投資重估儲備	物業重估儲備	購股權儲備	累計溢利	總額
		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
At 1 April 2018 (restated)	於2018年4月1日(經重列)	29,658	2,076,148	63,988	53,194	261,126	41,079	-	40,624	1,652	141,435	2,708,904
Exchange differences arising on translation of financial statements of foreign operations	換算海外營運於財務報表之匯兌差異	-	-	-	-	-	(26,179)	-	-	-	-	(26,179)
Change in fair value of debt instruments at fair value through other comprehensive income	按公平值計入其他全面收益之債務工具之公平值變動	-	-	-	-	-	-	577	-	-	-	577
Impairment loss on debt instruments at fair value through other comprehensive income included in profit or loss	計入損益按公平值計入其他全面收益之債務工具之減值虧損	-	-	-	-	-	-	181	-	-	-	181
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	-	50,510	50,510
Total comprehensive (expense) income for the year	本年度全面(開支)收入總額	-	-	-	-	-	(26,179)	758	-	-	50,510	25,089
Transfer upon redemption of convertible note	贖回可換股票據時轉撥	-	-	(7,519)	-	-	-	-	-	-	7,519	-
Deferred tax liability released upon redemption of convertible note	贖回可換股票據時解除遞延稅項負債	-	-	177	-	-	-	-	-	-	-	177
Transfer upon cancellation of share options	取消購股權時轉撥	-	-	-	-	-	-	-	-	(395)	395	-
At 31 March 2019	於2019年3月31日	29,658	2,076,148	56,646	53,194	261,126	14,900	758	40,624	1,257	199,859	2,734,170

The capital reserve of the Group represents the credit arising from the reduction of share capital of the Company in March 2004 and September 2005 and can be applied in the future for distribution to the shareholders.

The contributed surplus of the Group represents the credit arising from the reduction of share capital of the Company in February 2003, October 2009, December 2012, November 2013, October 2014, March 2015 and October 2015, part of which was applied to set off against accumulated losses of the Company in October 2009, December 2012, November 2013, October 2014, March 2015 and October 2015. The balance may be utilised by the directors in accordance with the Company's Bye-laws and all applicable laws, including to eliminate the accumulated losses of the Company.

The property revaluation reserve of the Group represents the gain on revaluation of certain leasehold properties and prepaid lease payments of the Group when these leasehold properties and prepaid lease payments were transferred to investment properties.

本集團之股本儲備代表本公司於2004年3月及2005年9月因削減股本所產生之進賬，可供將來分派予股東。

本集團之繳入盈餘代表本公司於2003年2月、2009年10月、2012年12月、2013年11月、2014年10月、2015年3月及2015年10月削減股本時所產生之進賬，部分已於2009年10月、2012年12月、2013年11月、2014年10月、2015年3月及2015年10月用作抵銷本公司之累計虧損。董事可根據本公司章程細則及所有適用之法例予以使用該結餘，包括用以抵銷本公司之累計虧損。

本集團之物業重估儲備代表本集團轉撥出租物業及預付租賃款項至投資物業時重估若干出租物業及預付租賃款項之收益。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2019 截至2019年3月31日止年度

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Operating activities	經營業務		
Profit before taxation	稅前溢利	50,910	54,608
Adjustments for:	經調整		
Bank interest income	銀行利息收入	(1,548)	(2,367)
Interest expense	利息開支	36,310	31,373
Depreciation	折舊	1,225	1,067
Net loss on modification of terms of convertible note	更改可換股票據條款之虧損淨額	-	1,023
Loss (gain) on disposal of property, plant and equipment	出售物業、廠房、設備之虧損(收益)	2	(7)
Gain on changes in fair value of investment properties	投資物業之公平值變動收益	(45,988)	(72,337)
Impairment loss on loans receivable, net of reversal	應收貸款之減值虧損，扣除撥回	2,808	-
Impairment loss on debt instruments at fair value through other comprehensive income	按公平值計入其他全面收益之債務工具減值虧損	181	-
Impairment loss on available-for-sale investments	可供出售投資之減值虧損	-	3,406
Loss on changes in fair value of financial assets at fair value through profit or loss	按公平值計入損益之金融資產公平值變動虧損	16,283	2,195
Gain on disposal of a subsidiary	出售一間附屬公司收益	(43,139)	-
Gain on disposal of available-for-sale investments	出售可供出售投資收益	-	(45)
Gain on fair value change of convertible note	可換股票據公平值變動收益	-	(217)
Dividend income from listed investments	上市投資之股息收入	(3,667)	(4,537)
Operating cash flows before movements in working capital	未計營運資金變動前之經營現金流量	13,377	14,162
Increase in properties held for development for sale	持作出售發展物業增加	(235,720)	(575,313)
Decrease (increase) in trade and other receivables	貿易及其他應收款項減少(增加)	43,472	(10,276)
Increase in loans receivable	應收貸款增加	(78,352)	(902)
Decrease (increase) in financial assets at fair value through profit or loss	按公平值計入損益之金融資產減少(增加)	137,651	(1,126)
Increase in trade and other payables	貿易及其他應付款項增加	7,566	16,394
Cash used in operations	用於營運之現金	(112,006)	(557,061)
Income tax paid	已付所得稅	(1,563)	(441)
Dividend received from financial assets at fair value through profit or loss	來自按公平值計入損益之金融資產之已收股息	3,667	41
Net cash used in operating activities	用於經營業務之現金淨額	(109,902)	(557,461)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2019 截至2019年3月31日止年度

	NOTES 附註	2019 HK\$'000 千港元	2018 HK\$'000 千港元
Investing activities	投資活動		
Net cash outflow on acquisition of assets and liabilities through acquisition of a subsidiary	33(b)	(317,954)	-
Net cash outflow on acquisition of investment properties through acquisition of a subsidiary	33(a)	(265,500)	-
Purchase of financial assets at fair value through profit or loss		(196,027)	(64,519)
Additions of investment properties		(23,368)	(201,710)
Purchase of debt instruments at fair value through other comprehensive income		(15,657)	-
Placement of bank deposits with original maturity of more than three months		(12,763)	-
Purchase of property, plant and equipment		(1,489)	(1,433)
Net cash inflow on disposal of a subsidiary	34	586,040	-
Proceeds from disposal of financial assets at fair value through profit or loss		161,717	86,608
Interest received		3,866	2,951
Payment of deposits for acquisition of investment properties		-	(29,500)
Purchase of available-for-sale investments		-	(2,226)
Withdrawal of bank deposits with original maturity of more than three months		-	103,606
Proceeds from disposal of available-for-sale investments		-	1,678
Dividend received from available-for-sale investments		-	1,401
Proceeds from disposal of property, plant and equipment		-	65
Net cash used in investing activities		(81,135)	(103,079)
Financing activities	融資活動		
Bank borrowings raised		609,605	318,071
Repayment of bank borrowings		(330,399)	(5,359)
Interest paid		(51,194)	(31,688)
Redemption of convertible note upon maturity		(20,000)	-
Proceeds from issue of new shares		-	50,585
Proceeds from issue of convertible notes		-	44,200
Transaction costs attributable to issue of new shares		-	(505)
Net cash from financing activities		208,012	375,304
Net increase (decrease) in cash and cash equivalents		16,975	(285,236)
Cash and cash equivalents at the beginning of the year		125,422	409,884
Effect of foreign exchange rate changes		(815)	774
Cash and cash equivalents at the end of the year, represented by bank balances and cash		141,582	125,422

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

1. GENERAL

Eminence Enterprise Limited (the “Company”; the Company and its subsidiaries are collectively referred to as the “Group”) is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and the principal place of business of the Company are disclosed in the “Corporate Information” section of the annual report.

The Company is an associate of Easyknit International Holdings Limited (“Easyknit International”), an exempted company incorporated in Bermuda with its shares also listed on the Stock Exchange. At 31 March 2019, Easyknit International had 24.93% of the issued share capital of the Company.

The Company is an investment holding company. The principal activities of the Company’s principal subsidiaries are set out in note 39.

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

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

New and amendments to HKFRSs that are mandatorily effective for the current year

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

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 new and amendments to HKFRSs and an interpretation in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

1. 一般資料

高山企業有限公司(「本公司」；本公司及其附屬公司統稱為「本集團」)於百慕達註冊成立為受豁免之有限責任公司，其股份於香港聯合交易所有限公司(「聯交所」)上市。本公司之註冊辦事處地址及主要營業地點已於本年報「公司資料」一節內披露。

本公司為永義國際集團有限公司(「永義國際」)之一間聯營公司，永義國際為一間於百慕達註冊成立之獲豁免有限公司，其股份於聯交所上市。於2019年3月31日，永義國際持有本公司已發行股份之24.93%。

本公司為投資控股公司。本公司主要附屬公司之主要業務載列於附註39。

綜合財務報表以港元列值(「HK\$」或「HKD」)，亦為本公司之功能貨幣。

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

於本年度強制生效的新訂及經修訂香港財務報告準則

於本年度，本集團已首次應用下列由香港會計師公會(「香港會計師公會」)所頒佈之新訂及經修訂香港財務報告準則及詮釋：

香港財務報告準則第9號	金融工具
香港財務報告準則第15號	來自客戶合約之營業額及相關修訂本
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號之修訂本	以股份為基礎的付款交易的分類及計量
香港財務報告準則第4號之修訂本	與香港財務報告準則第4號「保險合約」一併應用香港財務報告準則第9號「金融工具」
香港會計準則第28號之修訂本	作為香港財務報告準則2014年至2016年週期之年度改進之一部分
香港會計準則第40號之修訂本	轉撥投資物業

除下文所述者外，於本年度應用新訂及經修訂香港財務報告準則及詮釋對本年度及過往年度本集團的財務表現及狀況及/或對該等綜合財務報表所載披露並無重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

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

New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

2.1 HKFRS 15 “Revenue from Contracts with Customers”

The Group has applied HKFRS 15 for the first time in the current year. 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 accumulated 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 and HKAS 11 and the related interpretations.

The Group recognises revenue from the following major sources:

- Rental income (HKAS 17 “Leases”);
- Interest income from loan financing (HKFRS 9);
- Investments in securities (HKFRS 9); and
- Other interest income (HKFRS 9).

Summary of effects arising from initial application of HKFRS 15

The adoption of HKFRS 15 has had no material impact on the Group’s financial performance and positions for the current year or at 1 April 2018.

Information about the Group’s accounting policies resulting from application of HKFRS 15 is disclosed in note 3.

2. 應用新訂及經修訂香港財務報告準則 (續)

於本年度強制生效的新訂及經修訂香港財務報告準則 (續)

2.1 香港財務報告準則第15號「來自客戶合約之營業額」

於本年度，本集團已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號已取代香港會計準則第18號「營業額」、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，將首次應用該準則的累計影響於初始應用日期2018年4月1日確認。首次應用日期的任何差額於期初累計溢利(或權益其他組成部份(如適合))確認，及並無重列比較資料。此外，根據香港財務報告準則第15號之過渡條文，本集團僅選擇將該準則追溯應用於2018年4月1日尚未完成之合約。因此，若干比較資料乃根據香港會計準則第18號及香港會計準則第11號以及相關詮釋編製，所以若干比較資料可能無法比較。

本集團確認收益來自以下主要來源：

- 租金收入(香港會計準則第17號「租賃」)；
- 來自貸款融資之利息收入(香港財務報告準則第9號)；
- 證券投資(香港財務報告準則第9號)；及
- 其他利息收入(香港財務報告準則第9號)。

首次應用香港財務報告準則第15號所產生的影響概述

採納香港財務報告準則第15號對本集團於本年度或於2018年4月1日的財務表現及狀況並無重大影響。

有關集團應用香港財務報告準則第15號之會計政策之資料於附註3披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

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

New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

2.2 HKFRS 9 “Financial Instruments”

In the current year, 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 and (ii) expected credit losses (“ECL”) for financial assets.

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 accumulated profits and other components of equity, 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 are disclosed in note 3.

2. 應用新訂及經修訂香港財務報告準則(續)

於本年度強制生效的新訂及經修訂香港財務報告準則(續)

2.2 香港財務報告第9號「金融工具」

於本年度，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相關的隨後修訂。香港財務報告準則第9號引進新規定為(i)金融資產及金融負債的分類及計量及(ii)金融資產的預期信貸虧損(「預期信貸虧損」)。

本集團已按香港財務報告準則第9號所載過渡條文應用香港財務報告準則第9號，即對於2018年4月1日(首次應用日期)並無取消確認的工具追溯應用分類及計量規定(包括預期信貸虧損模式下的減值)，及並無對已於2018年4月1日取消確認的工具應用有關規定。於2018年3月31日的賬面值與於2018年4月1日的賬面值之差額於期初累計溢利及權益的其他組成部份中確認，毋須重列比較資料。

由於比較資料乃按照香港會計準則第39號「金融工具：確認及計量」編製，因此，若干比較資料可能無法用作比較。

有關集團應用香港財務報告準則第9號之會計政策於附註3披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

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

New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

2.2 HKFRS 9 “Financial Instruments” (Continued)

Summary of effects arising from initial application of HKFRS 9

The table below illustrates the classification and measurement of financial assets and other items subject to ECL under HKFRS 9 and HKAS 39 at the date of initial application, 1 April 2018.

		Financial assets Available- for-sale investments	at fair value through profit or loss 按公平值計入 損益之 金融資產	Loans receivable	Investment revaluation reserve	Accumulated profits
Notes	附註	可供出售投資 HK\$'000 千港元	金融資產 HK\$'000 千港元 (note ii) (附註ii)	應收貸款 HK\$'000 千港元	投資重估儲備 HK\$'000 千港元	累計溢利 HK\$'000 千港元
Closing balance at 31 March 2018-HKAS 39	於2018年3月31日之期末結餘 —香港會計準則第39號	207,213	39,054	265,297	59,298	88,521
Effect arising from initial application of HKFRS 9:	首次應用香港財務報告準則第9號所產生之影響：					
Reclassification	重新分類					
From available-for-sale investments	來自可供出售投資	(i) (207,213)	207,213	-	(59,298)	59,298
Remeasurement	重新計量					
Impairment under ECL model	預期信貸虧損模式下之減值	(iii) -	-	(6,384)	-	(6,384)
Opening balance at 1 April 2018	於2018年4月1日之期初結餘	-	246,267	258,913	-	141,435

Notes:

(i) Available-for-sale investments

Reclassification from available-for-sale investments to financial assets at fair value through profit or loss (“FVTPL”)

At the date of initial application of HKFRS 9, the Group’s equity investments of HK\$207,213,000 were reclassified from available-for-sale investments to financial assets at FVTPL. The fair value gains of HK\$59,298,000 relating to the equity investments previously accumulated up to 31 March 2018 were transferred from investment revaluation reserve to accumulated profits as at 1 April 2018.

附註：

(i) 可供出售投資

由可供出售投資重新分類至按公平值計入損益(「按公平值計入損益」)之金融資產

於初始應用香港財務報告準則第9號日期，本集團207,213,000港元之權益投資由可供出售投資重新分類至按公平值計入損益之金融資產。先前累計直至2018年3月31日與權益投資有關之公平值收益59,298,000港元，於2018年4月1日由投資重估儲備轉撥至累計溢利。

2. 應用新訂及經修訂香港財務報告準則 (續)

於本年度強制生效的新訂及經修訂香港財務報告準則 (續)

2.2 香港財務報告第9號「金融工具」(續)

首次應用香港財務報告準則第9號所產生的影響概述

下表闡述金融資產分類及計量以及於首次應用日期(2018年4月1日)香港財務報告準則第9號及香港會計準則第39號下受預期信貸虧損所限的其他項目。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

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

New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

2.2 HKFRS 9 “Financial Instruments” (Continued)

Summary of effects arising from initial application of HKFRS 9 (Continued)

Notes: (Continued)

(ii) Financial assets at FVTPL

At the date of initial application, the Group continued to measure the equity securities listed in Hong Kong amounting to HK\$3,436,000 and principal protected deposits amounting to HK\$35,618,000 at FVTPL as these financial assets are required to be measured at FVTPL under HKFRS 9.

(iii) Impairment under ECL model

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

Loss allowances for financial assets at amortised cost mainly comprise other receivables, loans receivable and bank balances, which are measured on 12-month ECL (“12m ECL”) basis as there had been no significant increase in credit risk since initial recognition.

As at 1 April 2018, additional credit loss allowance of HK\$6,384,000 for loans receivable has been recognised against accumulated profits. The additional loss allowance is charged against the loans receivable.

No credit loss allowance for other financial assets has been recognised as the directors of the Company consider that the amount is immaterial.

2.3 Amendments to HKAS 40 “Transfers of Investment Property”

The amendments clarify that a transfer to, or from, investment property necessitates an assessment of whether a property meets, or has ceased to meet, the definition of investment property, supported by evidence that a change in use has occurred. The amendments further clarify that situations other than the ones listed in HKAS 40 may evidence a change in use, and that a change in use is possible for properties under construction (i.e. a change in use is not limited to completed properties).

At the date of initial application, the Group assessed the classification of certain properties based on conditions existing at that date. There is no impact to the classification at 1 April 2018.

2. 應用新訂及經修訂香港財務報告準則 (續)

於本年度強制生效的新訂及經修訂香港財務報告準則 (續)

2.2 香港財務報告第9號「金融工具」(續)

首次應用香港財務報告準則第9號所產生的影響概述 (續)

附註：(續)

(ii) 按公平值計入損益之金融資產

於初始應用日期，本集團繼續計量按公平值計入損益之於香港上市之權益證券為3,436,000港元及保本存款為35,618,000港元，因為該等金融資產根據香港財務報告準則第9號需按公平值計入損益計量。

(iii) 預期信貸虧損模式之減值

就金融資產減值而言，與香港會計準則第39號項下按已產生信貸虧損模式計算相反，香港財務報告準則第9號規定按預期信貸虧損模式計算。預期信貸虧損模式規定實體於各報告日期將預期信貸虧損及該等預期信貸虧損之變動入賬，以反映自初始確認以來之信貸風險變動。換言之，毋須再待發生若干事件方確認信貸虧損。

按攤銷成本計量之金融資產(主要包括其他應收款項、應收貸款及銀行結餘)之虧損撥備，以12個月預期信貸虧損(「12個月預期信貸虧損」)為基準計量，由於其信貸風險自初始確認後並無大幅增加。

於2018年4月1日，已就累計溢利確認應收貸款之額外信貸虧損撥備6,384,000港元。額外虧損撥備自應收貸款中扣除。

由於本公司董事認為該金額甚微，故並無確認其他金融資產之信貸虧損撥備。

2.3 香港會計準則第40號修訂本「轉撥投資物業」

修訂本澄清轉撥至或來自投資物業乃須要評估物業是否符合或不再符合投資物業定義，附以可觀察證據顯示其使用變動已發生。修訂本進一步澄清除香港會計準則第40號所列之情況證明其使用變動外，在建物業也有可能發生使用變動(即使用變動並不限於已竣工物業)。

於初始應用日期，本集團根據於該日存在的狀況評估若干物業的分類。該分類於2018年4月1日並無影響。

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

New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 16	Leases ¹
HKFRS 17	Insurance Contracts ²
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments ¹
Amendments to HKFRS 3	Definition of a Business ⁴
Amendments to HKFRS 9	Prepayment Features with Negative Compensation ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 1 and HKAS 8	Definition of Material ⁵
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement ¹
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures ¹
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015-2017 Cycle ¹

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 combinations and asset acquisitions 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 as described below, the directors of the Company anticipate that the application of other new and amendments to HKFRSs and an interpretation will have no material impact on the consolidated financial statements in the foreseeable future.

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 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 for as a sale. HKFRS 16 also includes requirements relating to subleases and lease modifications.

2. 應用新訂及經修訂香港財務報告準則 (續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則及詮釋：

香港財務報告準則第16號	租賃 ¹
香港財務報告準則第17號	保險合約 ²
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因素 ¹
香港財務報告準則第3號之修訂本	業務的定義 ⁴
香港財務報告準則第9號之修訂本	具有負補償之預付特性 ¹
香港財務報告準則第10號及香港會計準則第28號之修訂本	投資者與其聯營公司或合營企業之間的資產出售或出資 ³
香港會計準則第1號及香港會計準則第8號修訂本	重大性的定義 ⁵
香港會計準則第19號之修訂本	計劃修訂、縮減或清償 ¹
香港會計準則第28號之修訂本	於聯營公司及合營企業之長期權益 ¹
香港財務報告準則之修訂本	香港財務報告準則2015年至2017年週期之年度改進 ¹

¹ 於2019年1月1日或以後開始之年度期間生效。

² 於2021年1月1日或以後開始之年度期間生效。

³ 於將予釐定之日期或以後開始之年度期間生效。

⁴ 於收購日期為2020年1月1日或之後開始的首個年度期初或之後生效的業務合併及資產收購。

⁵ 於2020年1月1日或以後開始之年度期間生效。

除下文所述者外，本公司董事預期應用其他新訂及經修訂香港財務報告準則及詮釋將不會於可見將來對綜合財務報表造成重大影響。

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號及相關的詮釋。

香港財務報告準則第16號根據一項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須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改的規定。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

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

New and amendments to HKFRSs in issue but not yet effective (Continued)

HKFRS 16 “Leases” (Continued)

Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, operating lease payments are currently 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 be presented as investing or operating cash flows in accordance to the nature, as appropriate.

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.

Furthermore, extensive disclosures are required by HKFRS 16.

As at 31 March 2019, the Group has non-cancellable operating lease commitments of HK\$3,536,000 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\$425,000 and refundable rental deposits received of HK\$24,551,000 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.

2. 應用新訂及經修訂香港財務報告準則 (續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則 (續)

香港財務報告準則第16號「租賃」(續)

除短期租賃及低值資產租賃外，經營租賃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。

使用權資產初始按成本計量，隨後以成本(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。租賃負債初始按租賃款項(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，經營租賃款項目前呈列為經營現金流量。於應用香港財務報告準則第16號後，有關租賃負債的租賃付款將被本集團分配為本金及利息部分(呈列為融資現金流量)，以及前期預付租賃付款將按照性質被呈列為投資或經營現金流量(如適用)。

除亦適用於出租人的若干規定外，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。

此外，香港財務報告準則第16號亦要求較廣泛的披露。

於2019年3月31日，本集團有不可撤銷的經營租賃承擔3,536,000港元披露於附註36。初步評估顯示該等安排符合租賃定義。於應用香港財務報告準則第16號後，本集團將就所有該等租賃確認使用權資產及相應負債，除非其符合低價值或短期租賃。

此外，本集團目前將已付可退回租賃按金425,000港元及已收可退回租賃按金24,551,000港元視為香港會計準則第17號適用之租賃項下之權利及責任。根據香港財務報告準則第16號項下之租賃付款定義，該等按金並非為有關使用相關資產之權利之付款，因此，該等按金之賬面值可調整至攤銷成本。已付可退回租賃按金之調整乃被視為額外租賃付款，並將計入使用權資產之賬面值。已收可退回租賃按金之調整將被視為預支租賃付款。

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

New and amendments to HKFRSs in issue but not yet effective (Continued)

HKFRS 16 “Leases” (Continued)

The directors of the Company are assessing the impact of lease and non-lease components for leasing arrangements as a lessor.

Furthermore, 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 accumulated profits without restating comparative information.

Amendments to HKFRS 3 “Definition of a Business”

The amendments clarify the definition of a business and provide additional guidance with the objective of assisting entities to determine whether a transaction should be accounted for as a business combination or an asset acquisition. Furthermore, an optional concentration test is introduced to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The amendments will be mandatorily effective to the Group prospectively for acquisition transactions completed on or after 1 April 2020.

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 judgments. The amendments also align the definition across all HKFRSs and will be mandatorily effective for the Group’s annual period beginning on 1 April 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.

2. 應用新訂及經修訂香港財務報告準則 (續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號「租賃」(續)

本公司董事評估作為出租人租賃安排之租賃及非租賃組成部分之影響。

此外，如上述所示，應用新的規定或會導致計量、呈列及披露之變化。本集團擬選擇可行權宜方法，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，而並無對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號並未識別為包括租賃的合約應用該準則。因此，本集團將不會重新評估合約是否為或包括於初始應用日期前已存在的租賃。此外，本集團(作為承租人)擬選擇經修訂追溯法應用香港財務報告準則第16號，並將確認初始應用對期初累計溢利的累計影響，而並無重列比較資料。

香港財務報告準則第3號(修訂本)「業務的定義」

該等修訂本澄清業務的定義，並提供額外指引，旨在協助實體釐定交易是否應作為業務合併或資產收購入賬。此外，其亦引入一項可選集中測試，允許以簡化評估收購一組活動及資產是否並非一項業務。預期該等修訂本將對本集團於2020年4月1日或之後完成之收購交易強制生效。

香港會計準則第1號及香港會計準則第8號(修訂本)「重大性定義」

該等修訂本透過載入作出重要性判斷時的額外指引及解釋提供重大性定義的修訂。該等修訂本亦符合所有香港財務報告準則的定義並將於本集團於2020年4月1日開始的年度期間強制生效。預期應用該等修訂本將不會對本集團的財務狀況及表現造成重大影響，惟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 year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

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.

Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments, which 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 these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 “Share-based Payment”, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 “Inventories” or value in use in HKAS 36 “Impairment of Assets”.

A fair value measurement of a non-financial asset 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.

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

3. 主要會計政策

遵例聲明

綜合財務報表乃按照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」）及香港公司條例規定之適用披露。

編製基準

如下文之會計政策所載，除投資物業及若干金融工具於報告期末以公平值計量外，綜合財務報表乃按歷史成本法編製。

歷史成本一般以換取貨物及服務之公平值代價為根據。

公平值指於計量日市場參與者在進行有序交易中出售資產所收取或轉移負債所支付之價格，無論該價格是否為可直接觀察或使用其他估值方法估計。在估算一項資產或負債的公平值時，本集團考量資產或負債之特點若於計量日市場參與者在釐定資產或負債價格時也考量該等特點。該等綜合財務報表內計量及／或披露而言的公平值均根據該基準釐定，惟香港財務報告準則第2號（「股份為基礎支付」）範圍內之以股份為基礎支付之交易、香港會計準則第17號（「租賃」）範圍內之租賃交易除外，及與公平值存在某些相似之處之計量但並非公平值，例如香港會計準則第2號（「存貨」）之可變現淨值或香港會計準則第36號（「資產減值」）之使用價值。

非金融資產的公平值計量須計及市場參與者使用該資產以達致最大限度及最佳用途而產生的經濟效益之能力，或將該資產出售予其他市場參與者使用該資產以達致最大限度及最佳用途。

就以公平值交易之金融工具及投資物業及使用不可觀察輸入之估值方法以計量往後期間之公平值，估值方法會標定以使估值方法的結果等同交易價格。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of preparation (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 significant accounting policies are set out below.

Basis of consolidation

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

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

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group or other vote holders;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

3. 主要會計政策 (續)

編製基準 (續)

此外，就財務報告而言，根據公平值計量輸入數據之可觀察程度及輸入數據對整體公平值計量之重要性，公平值計量可分類為第1級、第2級或第3級，詳情如下：

- 第1級輸入數據指實體於計量日相同資產或負債於活躍市場可獲得之報價（未經調整）；
- 第2級輸入數據指除第1級計入之報價外，可直接或間接觀察的資產或負債數據；及
- 第3級輸入數據指資產或負債的不可觀察數據。

主要會計政策載列如下。

綜合基準

綜合財務報表包括本公司及由本公司及其附屬公司控制之實體之財務報表。本公司取得控制權倘：

- 可對投資對象行使權力；
- 就來自參與投資對象之可變回報中承受風險或享有權利；及
- 有能力行使權力以影響其回報。

本集團重新評估其是否取得投資對象之控制權若有事實及情況顯示上述三項控制元素之一項或以上出現變動。

倘本集團於投資對象之投票權少於大多數時，當投票權足以賦予本集團實際能力可單方面掌控投資對象之相關活動，本集團仍可對投資對象行使權力。本集團考慮所有相關事實及情況以評估本集團於投資對象之投票權是否足以賦予其權力，包括：

- 本集團持有投票權之規模，相對於其他投票權持有人所持投票權之規模及分散度；
- 本集團或其他投票權持有人持有之潛在投票權；
- 其他合約安排產生之權利；及
- 任何額外事實及情況顯示於需要作出決定時，本集團是否享有現有能力以掌控相關活動，包括於過往股東會議上之投票方式。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. 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 year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Changes in the Group's interests in existing subsidiaries

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9/HKAS 39 or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

Business combinations

Acquisitions of businesses other than business combinations under common control are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

3. 主要會計政策(續)

綜合基準(續)

綜合附屬公司於本集團取得控制附屬公司時開始並於本集團失去控制附屬公司時終止。具體而言，於年內收購或出售附屬公司之收入及開支，會由本集團取得控制之日起直至本集團終止控制附屬公司之日止包括在綜合損益及其他全面收益表內。

如有需要，附屬公司之財務報表會作出調整，以使其會計政策與本集團採用之會計政策一致。

所有有關本集團成員間交易之集團內部資產及負債、股本、收入、開支及現金流量已於綜合賬目時全數撇銷。

本集團於現有附屬公司之權益變動

當本集團失去對附屬公司的控制權時，該附屬公司的資產及負債以及非控股權益(如有)取消確認。收益或虧損於損益內確認，並按(i)已收代價公平值及任何保留權益公平值的總額與(ii)本公司擁有人應佔附屬公司的資產(包括商譽)及負債的賬面值的差額計算。所有先前於其他全面收益確認與該附屬公司相關的款項，將按猶如本集團已直接出售該附屬公司的相關資產或負債入賬(即按適用香港財務報告準則規定/許可條文重新分類至損益或轉撥至另一類權益)。於失去控制權當日保留於前附屬公司的任何投資的公平值，根據香港財務報告準則第9號/香港會計準則第39號，在其後入賬時被列作初始確認的公平值或(如適用)於初始確認時於聯營公司或合營企業的投資成本。

業務合併

收購業務(除受共同控制的業務合併外)以收購法入賬。於業務合併中之代價轉讓以公平值計量，即計算於收購日期本集團轉讓資產之公平值、本集團承擔收購對象前擁有人之負債以及本集團為換取收購對象之控制而發行之股本權益之總和。收購產生之相關成本一般於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations (Continued)

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 “Income Taxes” and HKAS 19 “Employee Benefits” respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 at the acquisition date (see the accounting policy below); and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 “Non-current Assets Held for Sale and Discontinued Operations” are measured in accordance with that standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer’s previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition-date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer’s previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Acquisition of subsidiaries not constituting a business

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to the investment properties which are subsequently measured under fair value model and financial assets and financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

3. 主要會計政策 (續)

業務合併 (續)

於收購日期，已收購可辨識之資產及承擔之負債以其公平值確認，除外者為：

- 遞延稅項資產或負債，及僱員福利安排相關的資產或負債分別按香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量；
- 與收購對象之股份為基礎支付安排或為取代收購對象之股份為基礎支付安排而訂立之本集團股份為基礎支付安排有關的負債或權益工具，於收購日期按香港財務報告準則第2號計量（見下文會計政策）；及
- 按照香港財務報告準則第5號「持作出售非流動資產及已終止經營業務」分類為持作出售資產（或出售組別）根據該準則計量。

商譽以轉讓代價、收購對象之任何非控股權益金額、及收購方之前已持有收購對象之股本權益（如有）之總和超過於收購日期可辨識之收購資產及承擔負債之淨額之價值計量。倘經重新評估後，可辨識之收購資產及承擔負債之淨額超過轉讓代價、收購對象之任何非控股權益之金額、及收購方之前已持有收購對象權益之公平值（如有）之總和，超過之價值隨即於損益確認為一項協議收購收益。

收購不構成業務之附屬公司

當本集團收購一組不構成業務之資產及負債，本集團首先按該等資產及負債各自之公平值將購買價分配至金融資產及金融負債，隨後按於購買日期各自之相對公平值將購買價餘額分配至其他個別可識別資產及負債，藉此識別並確認所收購之個別可識別資產及所承擔負債。該項交易不會產生商譽或議價收購收益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the assets (or disposal group) are available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in the relevant subsidiary after the sale.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell, except for investment properties which continue to be measured in accordance with the accounting policies as set out in respective sections.

Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transitions in note 2)

Under HKFRS 15, 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 the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates or 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.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

3. 主要會計政策(續)

持作出售之非流動資產

倘非流動資產及出售組別的賬面值將主要透過出售交易(而非透過持續使用)收回,且有相關資產(或出售組別)可按其現況即時出售(僅受有關資產(或出售組別)的一般及慣常出售條款所規限),而有關出售很可能發生時,其將被分類為持作出售。管理層必須對出售作出承擔,即應預期於分類日期起計一年內合資格確認為一項已完成出售。

當本集團致力於進行涉及失去一家附屬公司控制權的出售計劃時,倘符合上述條件,該附屬公司的所有資產及負債均分類為持作出售,不論本集團會否於出售後保留其原附屬公司的非控股權益。

歸類為持作出售之非流動資產(或出售組別)按資產原先之賬面值或公平值扣除成本之較低者計量,惟繼續按照相應各節所載之會計政策計量之投資物業除外。

客戶合約收益(根據附註2的過渡方式應用香港財務報告準則第15號後)

根據香港財務報告準則第15號,當(或當)本集團於完成履約責任時,即當特定的履約責任涉及的貨品或服務的「控制權」轉移至客戶時確認營業額。

履約責任指一項明確貨品或服務(或一批貨品或服務)或一系列大致相同的明確貨品或服務。

倘符合以下其中一項條件,控制權隨時間轉移,營業額則可參考完成相關履約責任的進度而按時間確認:

- 客戶於本集團履約時同時收取及享用本集團履約所提供的利益;
- 於履約時,本集團的履約創建或增強客戶控制的資產;或
- 本集團的履約並未能創建對本集團具有替代用途的資產,而本集團有強制執行權收取至今已履約的款項。

否則,營業額將於客戶獲得明確貨品或服務控制權時確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (prior to 1 April 2018)

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services provided in the normal course of business, net of discounts and sales related taxes.

Revenue is recognised when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities, as described below.

Dividend and interest income

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Rental income

The Group's policy for recognition of revenue from operating leases is described in the accounting policy for leasing below.

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessor

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

3. 主要會計政策 (續)

收益確認 (2018年4月1日前)

收益按已收或應收代價之公平值計量及為日常業務中之貨品銷售及服務提供之扣除折扣及與銷售有關稅項後之應收金額。

收益確認為當收益之金額能可靠地計量；當未來經濟效益可能流入本集團及當有關本集團各項活動之特定條件附合時，如下文所載。

股息及利息收入

來自投資之股息收入於股東收取付款之權利確立時確認(假設經濟效益可能流入本集團及收益金額能可靠地計量)。

確認來自金融資產之利息收入當經濟效益可能流入本集團及收入金額能可靠地計量。利息收入乃參考尚未償還之本金及當時適用實際利率按時間基準計提，實際利率乃指將估計未來收取之現金按金融資產預計可用年期折現至該資產於初始確認時之賬面淨值之利率。

租金收入

本集團確認經營租賃收益之租賃政策載列於下文之會計政策。

租賃

凡租賃條款將擁有權之絕大部分風險及利益撥歸於承租人之租賃，均歸類為融資租賃。所有其他租賃均歸類為經營租賃。

本集團作為出租人

經營租賃租金收入乃按有關租賃年期以直線法確認。於協商及安排經營租賃時產生之初始直接成本將加入租賃資產之賬面值。

本集團作為承租人

經營租賃之付款乃按租賃年期以直線法確認為開支。

作為促使訂立經營租賃所收到之獎勵會確認為負債。獎勵之總收益按直線法確認為租金開支減少。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. 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 recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchange prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the end of each reporting period. Income and expenses are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve.

Borrowing costs

Borrowing costs 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.

3. 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，以該實體之功能貨幣以外貨幣(外幣)進行之交易乃按交易日期之適用匯率折算為其功能貨幣(即該實體進行經營之主要經濟環境所使用之貨幣)記錄。於報告期末，以外幣列值之貨幣項目按該結算日之適用匯率重新換算。按公平值列賬及以外幣列值之非貨幣項目按公平值釐定當日之適用匯率重新換算。按歷史成本及以外幣計算之非貨幣項目不進行重新換算。

結算貨幣項目及重新換算貨幣項目而產生之匯兌差異，於該等差異產生期間之損益中確認。因重新換算非貨幣項目而產生之匯兌差異，包括在該期間之損益中。

就綜合財務報表呈列而言，本集團之海外營運之資產及負債乃按於報告期末之適用匯率換算為本集團呈列貨幣(即港元)。收入及開支按該期間之平均匯率換算，惟於該期間之匯率大幅波動時，則使用各項交易日期之適用匯率換算。產生之匯兌差異(如有)於其他全面收益確認及於權益項下之匯兌儲備累計。

借貸成本

因收購、建築或製造合資格資產等需要一段時間才可投入使用或出售之資產而直接產生之借貸成本，加上為該等資產成本之一部分，直至該等資產可投入使用或出售時。

從特定借貸所得款項(將作為合資格資產開支)之短暫投資賺取之投資收入，於符合資本化之借貸成本內扣減。

所有其他借貸成本在產生期間於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from “profit before taxation” as reported in the consolidated statement of profit or loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and 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.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries 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.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

3. 主要會計政策 (續)

稅項

所得稅開支指現時應付稅項及遞延稅項之總額。

現時應付稅項乃根據本年度應課稅溢利。應課稅溢利與綜合損益及其他全面收益表內所呈報之「除稅前溢利」不同，因有在其他年度應課稅或可扣稅之收入或開支及無須課稅或不獲扣稅之項目。本集團之流動稅項採用於報告期末已頒佈或實質頒佈之稅率計算。

遞延稅項確認為就綜合財務報表內資產及負債之賬面值及用以計算應課稅溢利相應稅基之臨時差額。遞延稅項負債一般會確認所有應課稅臨時差額。遞延稅項資產一般會確認所有可扣減臨時差額而僅以可能出現之可動用臨時差額扣稅的應課稅溢利為限。若於一項交易中，因商譽或因業務合併以外原因而初始確認其他資產及負債所引致之臨時差額不會影響應課稅溢利或會計溢利的，則不會確認該等資產及負債。

遞延稅項負債會確認關連於附屬公司之投資而引致之應課稅臨時差額，惟若本集團可控制臨時差額撥回及臨時差額有可能不會於可見將來撥回之情況除外。有關該等投資之可扣減臨時差額所引致之遞延稅項資產，只會在有足夠應課稅溢利以動用臨時差額利益及預計其於可見未來撥回之情況下才確認。

遞延稅項資產之賬面值於報告期末作出檢討，並作出調減直至不再可能有足夠應課稅溢利以恢復全部或部分資產。

遞延稅項資產及負債乃以清還負債或變現資產時之當期估計適用稅率計量，並根據於報告期末已頒佈或實質頒佈之稅率（及稅務法例）為基準。

計量遞延稅項負債及資產反映本集團預計於報告期末收回或清還其資產及負債之賬面值後之稅項結果。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

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 property 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 are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. When current or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Property, plant and equipment

Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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.

3. 主要會計政策(續)

稅項(續)

就計量遞延稅項而言，利用公平值模式計量之投資物業，該物業之賬面值乃假設通過銷售全數收回，惟該假設被推翻則除外。該假設被推翻當投資物業可予折舊及於業務模式內持有而其業務目標乃隨時間消耗投資物業所包含之絕大部分經濟利益，而非透過銷售。

倘有可依法強制執行權利將即期稅項資產與即期稅項負債抵銷，加上兩者與同一稅務機構徵收的所得稅有關，且本集團擬按淨額基準結算其即期稅項資產及負債，則可抵銷遞延稅項資產及負債。

流動及遞延稅項於損益中確認，惟項目於其他全面收益或直接於權益中確認者除外，若如是，流動及遞延稅項亦分別於其他全面收益或直接於權益中確認。當業務合併初始列賬時產生之流動或遞延稅項，其稅務影響包括在業務合併之列賬。

物業、廠房及設備

物業、廠房及設備於綜合財務狀況表列賬為按成本扣減其後之累計折舊及累計減值虧損，如有。

確認物業、廠房及設備之折舊乃根據其估計可使用年期，使用直線法撇銷其減去剩餘價值之成本。估計可使用年期，剩餘價值及折舊方法會在每個報告期末審閱，並按預期基準將任何估計轉變之影響列賬。

一項物業、廠房及設備於出售或預期持續使用該資產將不會產生未來經濟利益時取消確認。出售或棄用一項物業、廠房及設備時所產生之任何收益或虧損乃以出售所得款項與該資產之賬面值之差額計算及於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under development for such purposes).

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 account for as investment properties and are measured using the fair value model. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss in the period in which they arise.

Construction costs incurred for investment properties under development are capitalised as part of the carrying amount of the investment properties under development. Investment properties under development are measured at fair value at the end of each reporting period. Any difference between the fair value of the investment properties under development and their carrying amounts is recognised in profit or loss in the period in which they arise.

If an item of property, plant and equipment becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item is recognised in other comprehensive income and accumulated in property revaluation reserve. On the subsequent sale or retirement of the asset, the relevant revaluation reserve will be transferred directly to accumulated profits.

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 profit or loss in the period in which the property is derecognised.

Properties held for development for sale

Properties held for development for sale are classified as current assets and stated at the lower of cost and net realisable value.

Costs relating to the development of properties, including purchase costs of the properties for development, development costs and borrowing costs capitalised, are capitalised and included as properties held for development until such time when they are completed.

3. 主要會計政策(續)

投資物業

投資物業乃指持有作為賺取租金及／或作資本增值之物業(就此目的而言包括發展中物業)。

投資物業初始按成本計量，包括任何直接歸屬開支。於初始確認後，投資物業以其公平值計量。於經營租賃項下持有作為賺取租金或作資本增值目的之所有本集團物業權益分類並列作為投資物業及以公平值模式計量。投資物業之公平值變動所產生之收益或虧損將計入產生期間之損益中。

發展中投資物業所產生之建築成本將被資本化以作為發展中投資物業賬面值之部分。發展中投資物業於報告期末以公平值計量。發展中投資物業之公平值及其賬面值之任何差異將於其產生期間於損益中確認。

倘一項物業、廠房及設備因證明業主自用終止之使用改變而成為投資物業時，該項目之賬面值與公平值之任何差異會於其他全面收益確認及於物業重估儲備累計。於其後之資產銷售或退用，相關重估儲備將會直接轉撥至累計溢利。

一項投資物業於出售或當投資物業永久不再使用及預期出售該等物業不會產生未來經濟利益時取消確認。取消確認物業所產生之任何收益或虧損(按出售所得款項淨額與資產之賬面值之差額計算)將計入取消確認期間之損益中。

持作出售發展物業

持作出售發展物業列作流動資產並按成本及可變現淨值兩者之較低者列賬。

有關發展物業之成本，包括購入發展物業之成本，發展成本及符合資本化之借貸成本，予以資本化及包括在持作發展物業，直至其完成為止。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. 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. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

Effective interest method

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.

Interest income which is derived from the Group's ordinary course of business is presented as revenue.

Financial assets

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2)

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.

3. 主要會計政策(續)

金融工具

於某集團實體成為工具合約條文之訂約方時確認金融資產及金融負債。所有正常購買或銷售之金融資產，按交易日之基準確認及取消確認。正常購買或銷售金融資產是指按照市場規定或慣例須在一段期限內進行資產交付之金融資產買賣。

金融資產及金融負債初始按公平值計量。收購或發行金融資產及金融負債而直接產生的交易成本(按公平值計入損益之金融資產及金融負債除外)於初始確認時加入金融資產公平值內或自金融負債公平值內扣除(視適用情況而定)。收購按公平值計入損益之金融資產或金融負債所直接產生的交易成本即時於損益確認。

實際利率法

實際利率法乃於相關期間內計算金融資產及金融負債的攤銷成本及分配利息收入及利息開支的方法。實際利率乃將估計日後現金收入及付款(包括所有支付或收取而其整體可構成實際利率、交易成本及其他溢價或折價的費用)按金融資產或金融負債的預期使用年期，或較短期間(倘合適)精確折現至初步確認時賬面淨值的利率。

本集團之日常業務過程中所產生之利息呈列為收入。

金融資產

金融資產的分類及其後計量(根據附註2的過渡條文應用香港財務報告準則第9號後)符合以下條件的金融資產其後按攤銷成本計量：

- 以收取合約現金流量為目的而持有的經營模式下持有的金融資產；及
- 合約條款於指定日期產生的現金流量僅為支付本金及未償還本金的利息。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. 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 2) (Continued)

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 or 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.

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 is required to be measured at amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類及隨後的計量(根據附註2的過渡條文應用香港財務報告準則第9號)(續)

符合下列條件的金融資產隨後按公平值計入其他全面收益計量(「公平值計入其他全面收益」):

- 目的乃透過收集合約現金流量及銷售達成的業務模式內持有的金融資產;及
- 合約條款於指定日期產生現金流量僅為支付尚未償還本金及本金額利息。

所有其他金融資產隨後會按公平值計入損益計量,惟於初始應用日期或初始確認金融資產之日,倘股權投資並非持作買賣用途或收購方於香港財務報告準則第3號「業務合併」所適用的業務合併中確認的或然代價,則本集團可不可撤銷地選擇於其他全面收益中(「其他全面收益」)呈列有關股權投資公平值的其後變動。

在下列情況下,金融資產分類為持作買賣:

- 主要為在短期內出售而收購;或
- 初始確認時屬於本集團集中管理的可識別金融工具組合的一部分,且具有最近實際短期獲利模式;或
- 並非指定且實際用作對沖工具的衍生工具。

此外,本集團可不可撤銷地指定金融資產(按規定應以攤銷成本或按公平值計入其他全面收益計量)為按公平值計入損益,前提是此舉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 year ended 31 March 2019 截至2019年3月31日止年度

3. 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 2) (Continued)

- (i) Amortised cost and interest income
Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments subsequently measured at FVTOCI. 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) Debt instruments classified as at FVTOCI
Subsequent changes in the carrying amounts for debt instruments classified as at FVTOCI as a result of interest income calculated using the effective interest method are recognised in profit or loss. All other changes in the carrying amount of these debt instruments are recognised in OCI and accumulated under the heading of investment revaluation reserve. Impairment allowances are recognised in profit or loss with corresponding adjustment to OCI without reducing the carrying amounts of these debt instruments. The amounts that are recognised in profit or loss are the same as the amounts that would have been recognised in profit or loss if these debt instruments had been measured at amortised cost. When these debt instruments are derecognised, the cumulative gains or losses previously recognised in OCI are reclassified to profit or loss.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產的分類及隨後的計量 (根據附註2的過渡條文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的金融資產及其後按公平值計入其他全面收益之債務工具的利息收入乃使用實際利率法予以確認。利息收入乃對一項金融資產賬面總值應用實際利率予以計算，惟其後出現信貸減值的金融資產除外。就其後出現信貸減值的金融資產而言，自下一報告期起，利息收入乃對金融資產攤銷成本應用實際利率予以確認。倘信貸減值金融工具的信貸風險好轉，使金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期開始起利息收入乃對金融資產賬面總值應用實際利率予以確認。
- (ii) 分類為按公平值計入其他全面收益之債務工具
由於利息收入採用實際利率法計算，分類為按公平值計入其他全面收益之債務工具賬面值的隨後變動計入損益。該等債務工具賬面值的所有其他變動於其他全面收益確認，並於投資重估儲備項下累計。在不減少該等債務工具賬面值的情況下，減值撥備於損益中確認，相應調整於其他全面收益確認。如該等債務工具按攤銷成本計量，於損益中確認的金額與本應在損益中確認的金額相同。當該等債務工具取消確認時，原先於其他全面收益確認的累計收益或虧損將重新分類至損益。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. 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 2) (Continued)

- (iii) 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 includes any dividend or interest earned on the financial asset and is included in the "net gain/loss on changes in fair value of financial assets at FVTPL" line item.

Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with note 2)

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9 (including trade and other receivables, loans receivable, debt instruments at FVTOCI, bank deposits with original maturity of more than three months and bank balances). 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, 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 is 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.

For these assets, 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.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類及隨後的計量(根據附註2的過渡條文應用香港財務報告準則第9號)(續)

- (iii) 按公平值計入損益之金融資產
金融資產如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條件，則按公平值計入損益計量。

於各報告期末，按公平值計入損益之金融資產按公平值計量，而任何公平值收益或虧損於損益確認。於損益確認的收益或虧損淨額包括就金融資產所賺取的任何股息或利息，並計入按公平值計入損益之金融資產之公平值變動收益／虧損淨額。

金融資產的減值(根據附註2的過渡條文應用香港財務報告準則第9號)

本集團根據香港財務報告準則第9號就發生減值之金融資產(包括貿易及其他應收款項、應收貸款、按公平值計入其他全面收益之債務工具、超過三個月到期的銀行存款及銀行結餘)確認預期信貸虧損之虧損撥備。預期信貸虧損的金額於各報告日期更新，以反映自初始確認後信貸風險的變化。

存續期預期信貸虧損指將相關工具的預期使用期內所有可能的違約事件產生之預期信貸虧損。相反，12個月預期信貸虧損將預期於報告日期後12個月內可能發生的違約事件導致之存續期預期信貸虧損部分。評估乃根據本集團的歷史信貸虧損經驗進行，並根據債務人特有的因素、一般經濟狀況以及對報告日期當前狀況的評估以及對未來狀況的預測作出調整。

就該等資產而言，本集團按12個月預期信貸虧損計量虧損撥備，除非當信貸風險自初始確認以來顯著增加，則本集團確認全期預期信貸虧損。應否確認全期預期信貸虧損乃根據自初始確認以來有否出現違約的可能性或風險顯著增加而進行評估。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with note 2) (Continued)

- (i) Significant increase in credit risk
- In assessing whether the credit risk 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 instrument 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 is taken into account when assessing whether credit risk has increased significantly:

- 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, e.g. a significant increase in the credit spread, the credit default swap prices for the borrower or debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the borrower's or debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the borrower or debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the borrower or debtor that results in a significant decrease in the borrower's or debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk 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.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類及隨後的計量(根據附註2的過渡條文應用香港財務報告準則第9號)(續)

- (i) 信貸風險顯著增加
- 於評估信貸風險自初始確認以來有否顯著增加時，本集團比較金融工具於報告日期出現違約的風險與該金融工具於初始確認日期出現違約的風險。作此評估時，本集團會考慮合理有據的定量及定性資料，包括過往經驗及毋須花費不必要成本或工作即可獲得的前瞻性資料。

尤其是，評估信貸風險有否顯著增加時會考慮下列資料：

- 金融工具之外部(如有)或內部信貸評級的實際或預期出現重大惡化；
- 信貸風險的外部市場指標出現重大惡化，例如信貸息差大幅增加，借款人或債務人的信貸違約掉期價格大幅上升；
- 業務、財務或經濟狀況的現有或預測不利變動而導致借款人或債務人履行其債務責任的能力大幅下降；
- 借款人或債務人經營業績的實際或預期出現重大惡化；
- 借款人或債務人監管、經濟或技術環境的實際或預期重大不利變動而導致借款人或債務人履行其債務責任的能力大幅下降。

無論上述評估結果如何，本集團假設倘合約付款逾期超過30天，則信貸風險自初始確認以來已大幅增加，惟本集團擁有合理有據的資料顯示情況並非如此，則作別論。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with note 2) (Continued)

- (i) Significant increase in credit risk (Continued)
- Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if (i) it 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 the credit risk of the debt instrument mainly with reference to external credit rating of 'investment grade' as per globally understood definitions.

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.

- (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, 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.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產的分類及隨後的計量 (根據附註2的過渡條文應用香港財務報告準則第9號) (續)

- (i) 信貸風險顯著增加 (續)
- 儘管如此，倘債務工具釐定為於報告日期的信貸風險偏低，則本集團假設債務工具的信貸風險自初始確認以來並無顯著增加。倘出現以下情況，則債務工具被釐定為信貸風險偏低：(i) 具有低違約風險；(ii) 借款人擁有雄厚實力於短期內履行其合約現金流量責任；及(iii) 經濟及業務狀況的長期不利變動可能但未必會削弱借款人履行其合約現金流量責任的能力。本集團主要參考外部信貸評級為「投資級別」(按照全球理解的釋義)考慮債務工具之信貸風險。

本集團定期監控用以識別信貸風險有否大幅增加的標準之效益，且修訂標準(如適當)來確保標準能在金額逾期前識別信貸風險大幅增加。

- (ii) 違約定義
- 就內部信貸風險管理而言，本集團認為違約事件在內部制訂或得自外界來源的資料顯示債務人不大可能悉數向債權人(包括本集團)還款(未計及本集團所持任何抵押品)時發生。

不論上文為何，本集團認為違約事件發生於該金融資產逾期超過90日，惟本集團擁有合理有據的資料證明更寬鬆的違約標準更適合除外。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with note 2) (Continued)

- (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 that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:
- significant financial difficulty of the issuer or the borrower;
 - a breach of contract, such as a default or past due event;
 - the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
 - it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
 - the disappearance of an active market for that financial asset because of financial difficulties.
- (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, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產的分類及隨後的計量(根據附註2的過渡條文應用香港財務報告準則第9號)(續)

- (iii) 信貸減值金融資產
金融資產在一項或以上事件(對該金融資產估計未來現金流量構成不利影響)發生時維持信貸減值。金融資產維持信貸減值的證據包括有關下列事件的可觀察數據:
- 發行人或借款人陷入重大財政困難;
 - 違反合約(如違約或逾期事件);
 - 借款人的貸款人因有關借款人財政困難的經濟或合約理由而向借款人批出貸款人不會另行考慮的寬免;
 - 借款人將可能面臨破產或其他財務重組;或
 - 由於出現財政困難導致該金融資產失去活躍市場。
- (iv) 撇銷政策
資料顯示對方處於嚴重財困及無實際收回可能時(例如對方被清盤或已進入破產程序時,或就應收貿易款項而言,有關金額逾期超過兩年,以較早者為準),本集團則撇銷金融資產。經考慮法律意見後(倘合適),被撇銷的金融資產可能仍須按本集團收回程序進行強制執行活動。撇銷構成取消確認事項。任何其後收回在損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with note 2) (Continued)

(v) Measurement and recognition of ECL

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 estimated as 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 effective interest rate determined at initial recognition.

Where ECL is measured on a collective basis, the financial instruments are grouped on the basis below:

- nature of financial instruments (i.e. the Group's other receivables are 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 group continue 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.

Except for investments in debt instruments that are measured at FVTOCI, the Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of loans receivable where the corresponding adjustment is recognised through a loss allowance account. For investments in debt instruments that are measured at FVTOCI, the loss allowance is recognised in OCI and accumulated in the investment revaluation reserve without reducing the carrying amount of these debt instruments.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類及隨後的計量(根據附註2的過渡條文應用香港財務報告準則第9號)(續)

(v) 預期信貸虧損之計量及確認

預期信貸虧損之計量為違約概率、違約損失率(即違約時的損失程度)及違約風險的函數。違約概率及違約損失率之評估依據經前瞻性資料調整的歷史數據作出。預期信貸虧損的估算乃無偏概率加權平均金額，以各自發生違約的風險為權重確定。

一般而言，預期信貸虧損為根據合約應付本集團之所有合約現金流量與本集團預期收取之所有現金流量(按初始確認時釐定之實際利率貼現)的差額估計。

倘預期信貸虧損按集體基準計量，則金融工具按以下基準分類：

- 金融工具性質(即本集團之其他應收款項評為獨立組別)；
- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(倘有)。

管理層定期檢討分組，確保各組別的構成項目繼續擁有相似之信貸風險特徵。

利息收入根據金融資產的賬面值總額計算，惟金融資產存在信貸減值，利息收入根據金融資產的攤銷成本計算。

除投資按公平值計入其他全面收益之債務工具外，本集團透過調整所有金融工具的賬面值於損益確認其減值收益或虧損，惟應收貸款除外其透過虧損撥備賬確認相應調整。就投資於按公平值計入其他全面收益之債務工具而言，虧損撥備於其他全面收益確認並於投資重估儲備累計(並不減去該等債務工具的賬面值)。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. 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)

The Group's financial assets are classified into three categories including financial assets at FVTPL, available-for-sale financial assets 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.

Interest income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL, of which interest income is excluded in net gains or losses.

Financial assets at FVTPL

Financial assets are classified as at FVTPL when the financial assets is (i) held for trading or (ii) it is designated as at FVTPL on initial recognition.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future; or
- on initial recognition it is a part of an identified portfolio of 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.

A financial asset other than a financial asset held for trading 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.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產之分類及其後計量(於2018年4月1日應用香港財務報告準則第9號前)

本集團的金融資產歸類為三個類別：包括按公平值計入損益之金融資產、可供出售金融資產以及貸款及應收款項。分類視乎金融資產之性質及目的並於初始確認時釐定。

按公平值計入損益之金融資產的利息收入不計在淨收益或虧損內而債務工具的利息收入按實際利率基準確認。

按公平值計入損益之金融資產當金融資產為(i)持作買賣或(ii)其於初始確認時獲指定為按公平值計入損益則分類為按公平值計入損益。

倘屬下列情況，則金融資產乃分類為持作買賣：

- 購入該金融資產主要目的為於不久將來出售；或
- 於初始確認時，該金融資產為本集團共同管理之已識別金融工具組合之部份，且近期實際出現短期獲利模式；或
- 該金融資產為並非指定及有效作為對沖工具之衍生工具。

除持作買賣之金融資產外，金融資產可於初始確認時界定為指定按公平值計入損益若：

- 該界定可消除或大幅減少計量或確認時可能產生之不一致；或
- 有關金融資產為一組金融資產或金融負債或兩者中之一部分，其管理及表現之評估乃以公平值基準，按照本集團記錄之風險管理或投資策略，以及按照提供內部使用之關於組合分類之資料；或
- 其為包含一種或多種內含衍生工具協議之部分，及香港會計準則第39號允許其整份合併協議(資產或負債)界定為指定按公平值計入損益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. 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)

Financial assets at FVTPL (Continued)

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 excludes any dividend or interest earned on the financial assets.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated as available-for-sale or are not classified as (a) loans and receivables, (b) held-to-maturity investments, or (c) financial assets at FVTPL.

Available-for-sale financial assets are measured at fair value at the end of each reporting period except for unquoted equity investments whose fair value cannot be reliably measured. Dividends on available-for-sale equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established. Changes in fair value are recognised in OCI and accumulated in investment revaluation reserve, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including trade and other receivables, loans receivable and bank balances and cash) are measured at amortised cost using the effective interest method, less any impairment.

Impairment of financial assets (before application of HKFRS 9 on 1 April 2018)

Financial assets, other than financial assets at FVTPL, 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 available-for-sale equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產之分類及其後計量(於2018年4月1日應用香港財務報告準則第9號前)
(續)

按公平值計入損益列賬之金融資產 (續)

按公平值計入損益之金融資產按公平值列賬，重新計量引致之任何公平值變動之收益或虧損於損益中確認。於損益確認之收益或虧損淨額不包括就金融資產賺取之任何股息或利息。

可供出售金融資產

可供出售金融資產為非衍生工具，其須指定為可供出售或非分類為(a)貸款及應收款項、(b)持有至到期之投資、或(c)按公平值計入損益之金融資產。

除沒有報價之權益投資之公平值未能可靠計量外，可供出售金融資產於各報告期末按公平值計量。可供出售股本工具之股息於本集團收取股息之權利確立時於損益確認。公平值變動於其他全面收益確認，並於投資重估儲備項下累計，直至該金融資產出售或決定減值時，屆時，先前於投資重估儲備累計之累計收益或虧損重新分類至損益。

貸款及應收款項

貸款及應收款項為固定或可釐定付款之非衍生金融資產而沒有於活躍市場報價。貸款及應收款項(包括貿易及其他應收款項、應收貸款及銀行結餘及現金)均按採用實際利率法計算之已攤銷成本減任何減值計量。

金融資產減值(於2018年4月1日應用香港財務報告準則第9號前)

除按公平值計入損益之金融資產外，金融資產於各報告期末評估減值跡象。金融資產於初始確認後，如出現一項或多項事件顯示金融資產出現減值之客觀證據，代表金融資產之估計未來現金流量已受到影響，金融資產需考慮減值。

就可供出售股本投資而言，證券公平值之重大或持續下跌至低於其成本考慮為減值之客觀證據。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (before application of HKFRS 9 on 1 April 2018) (Continued)

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

For financial assets carried at amortised cost, the amount of the impairment loss is recognised as 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 and loans receivable, 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 an item of trade and other receivables or loans 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.

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognised in OCI are reclassified to profit or loss in the period.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Impairment losses on available-for-sale equity investments previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in OCI and accumulated in investment revaluation reserve.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值(於2018年4月1日應用香港財務報告準則第9號前)(續)

就所有其他金融資產而言，減值之客觀證據可包括：

- 發行人或交易方出現重大財政困難；或
- 違約，如不履行或拖欠利息或本金支付；或
- 借款人可能進行破產或財務重組；或
- 因財務困難引致金融資產之活躍市場消失。

就按攤銷成本列賬之金融資產而言，減值虧損金額按資產之賬面值及按金融資產之原本實際利率折算之估計未來現金流量現值之差額確認。

除貿易及其他應收款項及應收貸款之賬面值通過撥備賬而減少外，所有金融資產之賬面值直接以減值虧損減少。撥備賬之賬面值的變動於損益中確認。當一項貿易及其他應收款項或應收貸款認為不能收回時，則於撥備賬撤銷。過往撤銷的金額於其後收回時計入損益。

當一項可供出售金融資產被認為已減值，過往於其他全面收益確認之累計收益或虧損將重新分類至該期間損益。

就按攤銷成本計量之金融資產而言，如於往後期間，減值虧損金額減少及有關減少可客觀地聯繫到已確認減值虧損後所發生的事件，則過往確認的減值虧損於損益中撥回，惟有關資產於撥回減值當日的賬面值不得超逾沒有確認減值下之攤銷成本。

過往於損益中確認的可供出售股本投資之減值虧損不會透過損益撥回。任何減值虧損隨後之公平值增加於其他全面收益內確認及於投資重估儲備中累計。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Modification of financial assets

For modifications that do not result in derecognition, the gross carrying amount of the asset is recalculated by discounting the modified contractual cash flows using the effective interest rate before modification. Any difference between this recalculated amount and the existing gross carrying amount is recognised in profit or loss as a modification gain or loss. Any costs or fees incurred as part of the modification adjust the carrying amount of the modified financial asset, and are amortised over the remaining term of the modified financial asset.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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.

On derecognition of an investment in a debt instrument classified as at FVTOCI upon application of HKFRS 9, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss.

On derecognition of an available-for-sale financial asset, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity instruments in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

3. 主要會計政策(續)

金融工具(續)

修改金融資產

就不會導致取消確認之修改而言，資產之賬面總額乃透過於修改前使用實際利率貼現經修改合約現金流量重新計算。此項重新計算金額與現有賬面總額之任何差額於損益中確認為修改收益或虧損。作為修改之部分所產生之任何成本或費用調整經修改金融資產之賬面值，並於經修改金融資產之剩餘期限內攤銷。

取消確認金融資產

本集團僅於自資產獲取現金流之合約權利到期時，或本集團將金融資產及資產所有權之絕大部份風險及回報轉讓予另一實體時取消確認金融資產。倘本集團未轉讓亦無保留所有權之絕大部份風險及回報且繼續控制已轉讓資產，本集團確認其於資產之保留權益及其必需支付之相關負債。倘本集團保留已轉讓金融資產所有權之絕大部份風險及回報，則本集團繼續確認該金融資產，亦會就已收取之所得款項確認擔保借貸。

取消確認按攤銷成本計量之金融資產時，資產賬面值與已收及應收代價總和間之差額，於損益確認。

應用香港財務報告準則第9號後取消確認投資分類為按公平值計入其他全面收益之債務工具時，先前於投資重估儲備累計之累計損益分類至損益。

取消確認可供出售之金融資產時，先前於投資重估儲備累計之累計收益或虧損重新分類至損益。

金融負債及股本工具

分類為債務或股本

某集團實體發行之債項及股本工具按所訂立之合約安排本質及金融負債及股本工具之定義而分類為金融負債或股本工具。

股本工具

一項股本工具為於扣除其所有負債後仍證明本集團之資產有剩餘權益之任何合約。本集團發行之股本工具按扣除直接發行成本後收取之所得款項確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities

Financial liabilities (including trade and other payables and secured bank borrowings) are subsequently measured at amortised cost, using the effective interest method.

Convertible notes containing liability and equity components

The component parts of compounds instruments (convertible notes) issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to share premium. Where the conversion option remains unexercised at the maturity date of the convertible notes, the balance recognised in equity will be transferred to accumulated profits. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

Transaction costs that relate to the issue of the convertible notes are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the lives of the convertible notes using the effective interest method.

3. 主要會計政策 (續)

金融工具 (續)

金融負債及股本工具 (續)

金融負債

金融負債(包括貿易及其他應付款項及有抵押銀行借貸)於其後採用實際利率法按攤銷成本計量。

可換股票據包含負債及權益成分

根據合約安排之本質及金融負債及股本之定義，本公司發行之複合工具(可換股票據)之成分部分會個別分類為金融負債及股本。股本工具乃兌換權其將可被結算而轉換為定額現金或其他金融資產之本公司定額數量之股本工具。

於發行日，負債成分之公平值乃按近似之非可換股工具之現行市場利率估計。此金額以實際利率法作為攤銷成本基準列賬為負債，直至於兌換或於該工具之到期日時撇銷。

分類為權益之兌換權乃按複合工具整體公平值扣減負債成分之金額而釐定。此乃於確認及包含於權益內，扣除所得稅之影響，及隨後不會重新計量。此外，分類為權益之兌換權，將保留在權益內，直至兌換權予以行使，在此情況，權益內之已確認結餘將轉撥至股份溢價。倘在可換股票據於到期日時兌換權尚未行使，權益內之已確認結餘將轉撥至累計溢利。兌換權之兌換或到期將不會有收益或虧損於損益中確認。

有關發行可換股票據之交易成本按所得款項總額比例分配至負債及權益成分。有關權益成分之交易成本直接於權益中扣除。有關負債成分之交易成本則列入負債部分之賬面值及按可換股票據之期限以實際利率法攤銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Convertible notes containing liability and equity components (Continued)

When the Group modifies the terms of convertible note, the equity portion of the original convertible note is transferred to accumulated profits in equity. When such modification results in the discounted present value of the cash flows under the new terms including any fees paid net of any fees received is at least 10% different from the discounted present values of the remaining cash flows of the original financial liability, it is accounted for as an extinguishment of the original financial liability and a recognition of a new financial liability or equity instrument or compound instrument with the difference, being the carrying amount of the financial liability extinguished and the fair value of the financial liability, equity instrument, compound instrument issued and/or hybrid instrument, recognised in profit or loss.

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss.

Generally, multiple embedded derivatives in a single instrument that are separated from the host contracts are treated as a single compound embedded derivative unless those derivatives relate to different risk exposures and are readily separable and independent of each other.

Embedded derivatives (under HKFRS 9 since 1 April 2018)

Derivatives embedded in hybrid contracts that contain financial asset hosts within the scope of HKFRS 9 are not separated. The entire hybrid contract is classified and subsequently measured in its entirety as either amortised cost or fair value as appropriate.

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of HKFRS 9 are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Embedded derivatives (before application of HKFRS 9 on 1 April 2018)

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

3. 主要會計政策 (續)

金融工具 (續)

金融負債及股本工具 (續)

可換股票據包含負債及權益成分 (續)

當本集團更改可換股票據條款時，原有可換股票據之權益部分將轉撥至權益中之累計溢利。當該更改導致根據包括扣除任何已付費用減任何已收費用之新條款下之現金流量貼現值與原有金融負債餘下之現金流量貼現值有最少10百分率差異時，此差異將以取消原有金融負債及確認新的金融負債或權益工具或複合工具記賬，為已取消金融負債之賬面值及金融負債、權益工具、已發行複合工具及／或混合工具之公平值差異，於損益內確認。

衍生金融工具

衍生工具初始於訂立衍生工具合約當日按公平值確認，其後於報告期末重新計量至其公平值。由此產生之收益或虧損於損益確認。

一般而言，與主合約分開之單一工具內的多個嵌入衍生工具被視為單一複合嵌入衍生工具，除非此等衍生工具涉及不同風險並易於分開且彼此獨立。

嵌入式衍生工具 (2018年4月1日起應用香港財務報告準則第9號)

包含香港財務報告準則第9號界定範圍內的金融資產主合約的混合合約中的嵌入衍生工具不單獨核算。整個混合合約分類為按攤銷成本或按公平值(如適用)再進行計量。

倘嵌入非衍生主合約中衍生工具(並非香港財務報告準則第9號界定範圍內的金融資產)符合衍生工具的定義、其風險及特徵與主合約的風險及特徵並無密切關係，且主合約並非透過損益按公平值計量時，則該等衍生工具視為單獨的衍生工具。

嵌入式衍生工具 (於2018年4月1日應用香港財務報告準則第9號前)

當嵌入非衍生主合約的衍生工具符合衍生工具定義，其風險及特徵與主合約的風險及特徵並無密切關係，且主合約並非透過損益按公平值計量時，則該嵌入式衍生工具視為獨立的衍生工具。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (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.

Impairment of non-financial assets

At the end of the reporting period, the Group reviews the carrying amounts of its assets 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 asset individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs 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 flows 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 the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined 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 immediately in profit or loss.

Retirement benefits costs

Payments to the state-sponsored pension scheme operated by the People's Republic of China ("PRC") government or the Hong Kong Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered services entitling them to the contributions.

3. 主要會計政策(續)

金融工具(續)

終止確認金融負債

本集團取消確認金融負債當，及只有當，本集團之特定責任獲解除、取消或已到期。取消確認之金融負債賬面值與已付及應付代價之差額於損益中確認。

非金融資產減值

於報告期末，本集團審閱其資產之賬面值，以釐定是否有任何跡象顯示該等資產出現減值虧損。倘有任何該等跡象存在，將估計有關資產之可收回金額以釐定其減值虧損(如有)。

資產的可收回金額按個別進行估計。倘無法估計個別資產的可收回金額，則本集團會估計該資產所屬現金產生單位的可收回金額。倘可識別一個合理及一致的分配基準，則公司資產亦會分配至個別現金產生單位，或分配至可識別合理及一致分配基準的最小現金產生單位組別。

可收回金額為公平值減出售成本及使用價值之較高者。評估使用價值時，乃使用能反映現行市場所評估金錢之時間價值之稅前貼現率折算至其現在價值，而該資產(或一個現金產生單位)之預計未來現金流量則未有調整相關風險。

倘一項資產(或一個現金產生單位)之估計可收回金額低於其賬面值，則該資產(或一個現金產生單位)之賬面值將調低至其可收回金額。減值虧損隨即於損益中即確認。

倘減值虧損其後撥回，該項資產(或一個現金產生單位)之賬面值將增加至其經修訂之估計可收回金額，惟增加後之賬面值不得超過倘若該資產(或一個現金產生單位)於過往年度並無確認減值虧損所釐定之賬面值。減值虧損撥回隨即於損益中確認。

退休福利成本

按照中華人民共和國(「中國」)政府設立之國家資助退休金計劃或香港強積金退休計劃之付款，當僱員已提供服務而享有供款後確認為開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Short-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) after deducting any amount already paid.

Share-based payment transactions

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 options 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 options 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.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share capital and share premium, as appropriate. 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 options reserve will be transferred to accumulated profits.

3. 主要會計政策(續)

短期僱員福利

短期僱員福利以預期支付的福利未折現金額及於僱員提供服務時確認。所有短期僱員福利確認為開支，除非香港財務報告準則另有要求或准予福利計入資產成本。

應給予僱員的福利(如工資及薪酬)扣除任何已支付金額後確認為負債。

以股份為基礎支付之交易

以權益結算之股份為基礎支付之交易

授予僱員之購股權

授予僱員及提供同類服務的其他人士以權益結算之股份為基礎之支付按股本工具授出日期的公平值計量。

於授出以權益結算之股份為基礎之支付當日釐定的公平值沒有考量所有非市場歸屬狀況，基於本集團對最終歸屬之股本工具的估計按直線法於歸屬期支銷，相應增加權益(購股權儲備)。於各報告期末，本集團按評估所有相關非市場歸屬狀況以修訂對預期授予之股本工具數量的估計。修訂原有估計的影響(如有)於損益確認，以使累計開支反映經修訂的估算，而相關調整到購股權儲備。就於授出日期立即歸屬之購股權而言，已授出購股權之公平值即時於損益支銷。

當購股權獲行使時，之前於購股權儲備內確認之款額將轉撥至股本及股份溢價，如適用。當購股權於歸屬期後被沒收或於屆滿日期仍未行使時，之前於購股權儲備內確認之款額將轉撥至累計溢利。

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綜合財務報表附註

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4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgments in applying accounting policies

The following are the critical judgments, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Deferred taxation on investment properties

For the purposes of measuring deferred tax liabilities or deferred tax assets arising from investment properties that are measured using the fair value model, the management has reviewed the Group's investment properties portfolios and concluded that while the Group's investment properties located in Hong Kong and Singapore are depreciable, they are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in determining the Group's deferred taxation arising from investment properties located in Hong Kong and Singapore, the management determined that presumption that investment properties measured using the fair value model are recovered through sale is not rebutted.

For the Group's investment properties located in the PRC, the management concluded that they are depreciable and are being 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 determining the Group's deferred taxation arising from investment properties located in the PRC, management determined that the presumption that investment properties measured using the fair value model are recovered through sale is rebutted.

4. 主要會計判斷及不確定估計之主要來源

在應用附註3所述之本集團之會計政策時，本公司董事須就無法來自其他來源而清楚得悉資產及負債賬面值的，作出判斷、估計及假設。估計及相關假設乃基於過往經驗及其他相關因素。實際結果可能有異於此等估計。

估計及相關假設持續作出檢討。如會計估計之修訂僅影響該期間，修訂將於修訂估算之期間確認，如修訂影響本期間及未來期間，則於修訂期間及未來期間確認。

應用會計政策之主要判斷

除涉及該等估計(見下方)外，以下為本公司董事於應用本集團之會計政策過程中及對綜合財務報表中確認之金額有最重大影響之主要判斷。

投資物業的遞延稅項

就計量採用公平值模式計量的投資物業所產生的遞延稅項負債或遞延稅項資產而言，管理層已檢討本集團之投資物業組合並認為，雖然本集團位於香港及新加坡之投資物業可予折舊，但其並非根據業務目標是隨時間消耗投資物業所包含的絕大部分經濟利益的業務模式持有。因此，在決定本集團位於香港及新加坡之投資物業所產生的遞延稅項時，管理層決定透過銷售收回採用公平值模式計量之投資物業之假設不被推翻。

就本集團位於中國之投資物業而言，管理層認為其可予折舊及根據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的業務模式持有。因此，在決定本集團位於中國的投資物業所產生的遞延稅項時，管理層決定透過銷售收回採用公平值模式計量之投資物業之假設被推翻。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets within the next financial year.

Investment properties

Some of the Group's assets are measured at fair value for financial reporting purposes. The Group has a designated team to determine the appropriate valuation techniques and key inputs for fair value measurements.

In estimating the fair value of the Group's investment properties, the Group uses market-observable data to the extent they are available. Where Level 1 inputs are not available, the Group engages independent firms of qualified professional property valuers to perform valuation of the Group's investment properties. At the end of the reporting period, the management works closely with the independent firms of qualified professional property valuers to establish and determine the appropriate valuation techniques and key inputs for fair value measurements. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to the directors of the Company. Information about the valuation techniques and key inputs used in determining the fair value of the Group's investment properties is disclosed in note 15.

Impairment assessment of loans receivable (upon application of HKFRS 9 with transitions in accordance with note 2)

Management regularly reviews the impairment assessment and evaluates the ECL of loans receivable, which amounted to HK\$336,010,000 at 31 March 2019. Appropriate impairment allowance of HK\$2,808,000 was recognised in profit or loss during the year ended 31 March 2019.

In assessing whether the credit risk 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 one as at the date of initial recognition. In making this assessment, the loans receivable from borrowers are assessed individually by the management of the Group, based on the financial background, financial condition and historical settlement records, including past due dates and default rates, of each borrower and reasonable and supportable forward-looking information such as macroeconomic data that is available without undue cost or effort.

4. 主要會計判斷及不確定估計之主要來源 (續)

不確定估計之主要來源

以下為有關未來之主要假設，以及於報告期末之其他不確定估計之主要來源，該等估計存在可能導致有關資產之賬面值於下一個財政年度出現重大調整之重大風險。

投資物業

本集團之部分資產就財務報告而言按公平值計量。本集團備有專責團隊，以就公平值計量釐定適當的估值方法及輸入數據。

估計本集團之投資物業公平值時，本集團使用可獲得的市場可觀察數據。倘並無第1級輸入數據，本集團委聘獨立合資格專業物業估值師行對本集團之投資物業進行估值。於報告期末，管理層與獨立合資格專業物業估值師行密切合作以建立及釐定公平值計量的適當估值方法及輸入數據。倘資產公平值發生重大變動，會向本公司董事報告波動原因。有關釐定本集團之投資物業公平值所採用估值方法及輸入數據的資料於附註15披露。

應收貸款減值評估 (根據附註2的過渡條文應用香港財務報告準則第9號)

管理層定期檢討減值評估，並評估應收貸款之預期信貸虧損，於2019年3月31日其金額為336,010,000港元。於截至2019年3月31日止年度，適當減值撥備2,808,000港元於損益中確認。

評估信貸風險自初始確認以來是否顯著上升時，本集團比較金融工具於報告日期發生違約的風險與金融工具於初始確認日期發生違約的風險。作出評估時，本集團管理層評估各借款人之應收貸款乃根據其財務背景、財務狀況及過往還款記錄，包括逾期日及違約率，以及有合理有理據之前瞻性資料，例如毋須繁重成本或努力可得之宏觀經濟數據。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Impairment assessment of loans receivable (upon application of HKFRS 9 with transitions in accordance with note 2) (Continued)

Each borrower is assigned a risk grading under internal credit ratings to calculate the ECL, taking into consideration of the estimates of expected cash shortfalls which are driven by estimates of possibility of default and the amount and timing of cash flows that are expected from foreclosure on the collaterals (if any) less the costs of obtaining and selling the collaterals. At every reporting date, the financial background, financial condition and historical settlement records are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's loans receivable are disclosed in notes 32 and 16 respectively.

Impairment assessment of loans receivable (before application of HKFRS 9 on 1 April 2018)

Management regularly reviewed the recoverability of loans receivable, which amounted to HK\$265,297,000 at 31 March 2018. Appropriate impairment loss for estimated irrecoverable amount was recognised in profit or loss when there was objective evidence that the amount was not recoverable.

The amount of the impairment of loans receivable was estimated based on credit reviews of the outstanding balances from loans receivable and an evaluation of the amounts expected to be recovered with reference to financial background, current creditworthiness, collateral and past collection history of the borrowers. Where the actual future cash flows are less than expected or being revised downward due to changes in facts and circumstances, a material impairment loss or further impairment loss may arise. No impairment allowance on loans receivable was made during the year ended 31 March 2018.

4. 主要會計判斷及不確定估計之主要來源 (續)

不確定估計之主要來源 (續)

應收貸款減值評估 (根據附註2的過渡應用香港財務報告準則第9號) (續)

各借款人根據內部信貸評級獲分配風險等級以計算預期信貸虧損，並經考慮預期現金短缺之估計，乃根據估計違約之可能性及預期抵押品止贖之現金流的金額及時間(如有)減去取得及出售抵押品之成本。於各報告日期，財務背景、財務狀況及過往還款記錄會重新評估，並考慮前瞻性資料的變動。

預期信貸虧損撥備易受估計變動影響。有關預期信貸虧損及本集團應收貸款之資料分別於附註32及16披露。

應收貸款減值評估 (於2018年4月1日應用香港財務報告準則第9號前)

管理層定期檢討應收貸款的可收回性，於2018年3月31日，其金額為265,297,000港元。當有客觀證據顯示款項不可收回，就估計不可收回金額作出之適當減值虧損於損益確認。

估計應收貸款之減值金額乃根據就應收貸款尚未償還結餘之信貸檢討及參考借貸人之財務背景、現時信譽、抵押品及過往還款情況而評估預期可收回金額。當實際未來現金流量少於預期或因事實及情況改變而下調，重大減值虧損或進一步減值虧損或會產生。於截至2018年3月31日止年度，並無就應收貸款作出減值撥備。

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For the year ended 31 March 2019 截至2019年3月31日止年度

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Determination of net realisable value of properties held for development for sale

Management regularly reviews the recoverability of the Group's properties held for development for sale, which are situated in Hong Kong and amounted to HK\$1,730,263,000 (2018: HK\$1,634,964,000) at 31 March 2019, with reference to current market environment whenever events or changes in circumstances indicate that the carrying amount of the assets may exceed its net realisable value. Appropriate write-down for estimated irrecoverable amount is recognised in profit or loss when the net realisable value is below cost. The estimates of net realisable value are determined based on best available information and with reference to valuations made, less the anticipated costs to completion. Actual realised amount may differ from estimates, resulting in a decrease or an increase in the net realisable value of the properties held for development for sale and additional write-down or reversal of write-down previously recognised may be required.

5. REVENUE

Revenue represents the aggregate of rental income from property leasing and interest income from loan financing during the year. An analysis of the Group's revenue is as follows:

Rental income	租金收入
Interest income from loan financing	來自貸款融資之利息收入

Rental income and interest income from loan financing fall outside the scope of HKFRS 15.

This is consistent with the revenue information disclosed for each reportable segment.

4. 主要會計判斷及不確定估計之主要來源 (續)

不確定估計之主要來源 (續)

釐定持作出售發展物業之可變現淨值

管理層定期審閱本集團之持作出售發展物業之可收回能力，其位於香港於2019年3月31日之金額為1,730,263,000港元(2018年：1,634,964,000港元)乃參考現時市場環境中之事件或情況之改變是否顯示資產之賬面值可能超過其可變現淨值。當可變現淨值低於成本時於損益確認按估計不可收回金額之適當減值。釐定估計可變現淨值乃根據最佳可獲得的資料及參考已作出之估值，扣減至完成發展之預計成本。實際可變現金額可能跟估計不同，導致可能需要減少或增加持作出售發展物業之可變現淨值及額外撇銷或撥回之前確認之撇銷。

5. 營業額

營業額指年內來自出租物業之租金收入及來自貸款融資之利息收入總額。本集團之營業額分析如下：

2019	2018
HK\$'000	HK\$'000
千港元	千港元
42,627	33,012
19,601	16,593
62,228	49,605

租金收入及來自貸款融資之利息收入並非屬於香港財務報告準則第15號之範圍內。

這是與披露於各呈報分類之營業額資料是一致的。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

6. SEGMENT INFORMATION

Information reported to the Group's chief executive officer, being the chief operating decision maker ("CODM"), for the purposes of resource allocation and assessment of segment performance focuses on types of goods delivered or services provided. This is also the basis of organisation, whereby the management has chosen to organise the Group around differences in products and services.

The Group's operating and reportable segments under HKFRS 8 "Operating segments" are: (a) property investment, (b) property development, (c) investment in securities and (d) loan financing.

Segment revenue and results

The following is an analysis of the Group's revenue and results by operating and reportable segment:

For the year ended 31 March 2019

		Property investment 物業投資 HK\$'000 千港元 (note) (附註)	Property development 物業發展 HK\$'000 千港元 (note) (附註)	Investment in securities 證券投資 HK\$'000 千港元	Loan financing 貸款融資 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment revenue	分類營業額					
External	外來	42,627	-	-	19,601	62,228
Segment profit (loss)	分類溢利(虧損)	70,228	32,782	(16,500)	5,726	92,236
Other gains and losses	其他收益及虧損					(395)
Other expenses	其他開支					(58)
Finance costs	融資成本					(36,310)
Unallocated corporate income	無分配公司收入					7,137
Unallocated corporate expenses	無分配公司開支					(11,700)
Profit before taxation	除稅前溢利					50,910

6. 分類資料

就資源分配及分類表現評估而言，呈報給本集團之主要經營決策者（「主要經營決策者」）首席行政總裁之資料，乃集中於貨品交付或服務提供之種類。此亦為組織之基準，管理層選擇以此來組織本集團產品及服務之差異。

根據香港財務報告準則第8號「經營分類」，本集團之經營及呈報分類為：(a) 物業投資、(b) 物業發展、(c) 證券投資及 (d) 貸款融資。

分類營業額及業績

按經營及呈報分類分析本集團之營業額及業績如下：

截至2019年3月31日止年度

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

6. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

For the year ended 31 March 2018

	Property investment 物業投資 HK\$'000 千港元 (note) (附註)	Property development 物業發展 HK\$'000 千港元 (note) (附註)	Investment in securities 證券投資 HK\$'000 千港元	Loan financing 貸款融資 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment revenue External					
	33,012	-	-	16,593	49,605
Segment profit (loss)	91,258	(4,880)	(1,316)	9,208	94,270
Other gains and losses					1,552
Other expenses					(121)
Finance costs					(31,373)
Unallocated corporate income					7,677
Unallocated corporate expenses					(17,397)
Profit before taxation					54,608

Note: Rental income generated from properties held for development for sale was included in the property investment segment.

Segment profit (loss) represents the result of each segment without allocation of other gains and losses, other expenses, finance costs, and unallocated corporate income and expenses. There are asymmetrical allocations to operating segments because the Group allocates fair value changes of financial assets at FVTPL to segment of investment in securities without allocating the relevant financial instruments to those segment assets. This is the measure reported to the Group's CODM for the purposes of resource allocation and performance assessment.

6. 分類資料 (續)

分類營業額及業績 (續)

截至2018年3月31日止年度

	Property investment 物業投資 HK\$'000 千港元 (note) (附註)	Property development 物業發展 HK\$'000 千港元 (note) (附註)	Investment in securities 證券投資 HK\$'000 千港元	Loan financing 貸款融資 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment revenue External	33,012	-	-	16,593	49,605
Segment profit (loss)	91,258	(4,880)	(1,316)	9,208	94,270
Other gains and losses					1,552
Other expenses					(121)
Finance costs					(31,373)
Unallocated corporate income					7,677
Unallocated corporate expenses					(17,397)
Profit before taxation					54,608

附註：由持作出售發展物業產生之租金收入已包括在物業投資分類內。

分類溢利(虧損)乃各分類之業績，當中沒有分配其他收益及虧損、其他開支、融資成本及無分配公司收入及開支。經營分類間存在不對稱分配，乃因為本集團分配按公平值計入損益之金融資產之公平值變動至證券投資分類，並未分配相關金融工具至該等分類資產。以此計量向本集團之主要經營決策者呈報，作為資源分配及表現評估之參考。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

6. SEGMENT INFORMATION (Continued)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by operating and reportable segment:

Segment assets	分類資產
Property investment	物業投資
Property development	物業發展
Investment in securities	證券投資
Loan financing	貸款融資

Total segment assets	分類資產總額
Unallocated financial assets at FVTPL	無分配按公平值計入損益之金融資產
Bank deposits with original maturity of more than three months	超過三個月到期之銀行存款
Bank balances and cash	銀行結餘及現金
Others	其他

Consolidated assets	綜合資產
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Segment liabilities	分類負債
Property investment	物業投資
Property development	物業發展
Investment in securities	證券投資
Loan financing	貸款融資

Total segment liabilities	分類負債總額
Secured bank borrowings	有抵押銀行借貸
Convertible notes	可換股票據
Unallocated	無分配

Consolidated liabilities	綜合負債
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For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating and reportable segments other than unallocated financial assets at FVTPL, bank deposits with original maturity of more than three months, bank balances and cash and other assets used jointly by operating and reportable segments.
- all liabilities are allocated to operating and reportable segments other than secured bank borrowings, liability portion of convertible notes and other liabilities for which operating and reportable segments are jointly liable.

6. 分類資料 (續)

分類資產及負債

按經營及呈報分類分析本集團之資產及負債如下：

	2019 HK\$'000 千港元	2018 HK\$'000 千港元
Segment assets		
Property investment	1,666,969	1,687,359
Property development	1,734,960	1,654,046
Investment in securities	102,103	210,658
Loan financing	336,972	266,015
Total segment assets	3,841,004	3,818,078
Unallocated financial assets at FVTPL	36,045	35,618
Bank deposits with original maturity of more than three months	12,763	–
Bank balances and cash	141,582	125,422
Others	3,151	32,799
Consolidated assets	4,034,545	4,011,917
Segment liabilities		
Property investment	86,424	46,614
Property development	21,306	29,897
Investment in securities	105	90
Loan financing	10,120	10,127
Total segment liabilities	117,955	86,728
Secured bank borrowings	1,075,229	1,092,660
Convertible notes	62,986	69,656
Unallocated	44,205	47,585
Consolidated liabilities	1,300,375	1,296,629

就分類表現監控及就分類間之資源分配而言：

- 除無分配按公平值計入損益之金融資產、超過三個月到期之銀行存款、銀行結餘及現金及經營及呈報分類共同使用之其他資產外，所有資產已分配至經營及呈報分類。
- 除有抵押銀行借貸、可換股票據負債部分及經營及呈報分類共同承擔之其他負債外，所有負債已分配至經營及呈報分類。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

6. SEGMENT INFORMATION (Continued)

Other segment information

For the year ended 31 March 2019

Amounts included in the measure of segment profit or loss or segment assets:

		Property investment	Property development	Investment in securities	Loan financing	Unallocated	Total
		物業投資	物業發展	證券投資	貸款融資	無分配	總額
		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
Capital additions	資本添置	819,828	802	-	-	522	821,152
Depreciation	折舊	219	205	-	-	801	1,225
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	2	-	-	-	-	2
Gain on disposal of a subsidiary	出售一間附屬公司之收益	-	43,139	-	-	-	43,139
Gain on changes in fair value of investment properties	投資物業之公平值變動收益	45,988	-	-	-	-	45,988
Impairment loss on loans receivable, net of reversal	應收貸款之減值虧損，扣除撥回	-	-	-	2,808	-	2,808
Impairment loss on debt instruments at FVTOCI	按公平值計入其他全面收益之債務工具之減值虧損	-	-	181	-	-	181
Loss on changes in fair value of financial assets at FVTPL	按公平值計入損益之金融資產之公平值變動虧損	-	-	16,283	-	-	16,283

For the year ended 31 March 2018

Amounts included in the measure of segment profit or loss or segment assets:

		Property investment	Property development	Investment in securities	Loan financing	Unallocated	Total
		物業投資	物業發展	證券投資	貸款融資	無分配	總額
		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
Capital additions	資本添置	229,780	958	-	-	122	230,860
Depreciation	折舊	215	144	-	-	708	1,067
Net loss on modification of terms of convertible note	更改可換股票據條款之虧損淨額	-	-	-	-	1,023	1,023
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	-	-	-	-	7	7
Gain on changes in fair value of investment properties	投資物業之公平值變動收益	72,337	-	-	-	-	72,337
Impairment loss on available-for-sale investments	可供出售投資之減值虧損	-	-	3,406	-	-	3,406
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	-	-	45	-	-	45
Loss on changes in fair value of financial assets at FVTPL	按公平值計入損益之金融資產之公平值變動虧損	-	-	2,195	-	-	2,195

6. 分類資料(續)

其他分類資料

截至2019年3月31日止年度

已包含在計算分類損益或分類資產之金額：

		Property investment	Property development	Investment in securities	Loan financing	Unallocated	Total
		物業投資	物業發展	證券投資	貸款融資	無分配	總額
		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
Capital additions	資本添置	819,828	802	-	-	522	821,152
Depreciation	折舊	219	205	-	-	801	1,225
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	2	-	-	-	-	2
Gain on disposal of a subsidiary	出售一間附屬公司之收益	-	43,139	-	-	-	43,139
Gain on changes in fair value of investment properties	投資物業之公平值變動收益	45,988	-	-	-	-	45,988
Impairment loss on loans receivable, net of reversal	應收貸款之減值虧損，扣除撥回	-	-	-	2,808	-	2,808
Impairment loss on debt instruments at FVTOCI	按公平值計入其他全面收益之債務工具之減值虧損	-	-	181	-	-	181
Loss on changes in fair value of financial assets at FVTPL	按公平值計入損益之金融資產之公平值變動虧損	-	-	16,283	-	-	16,283

截至2018年3月31日止年度

已包含在計算分類損益或分類資產之金額：

		Property investment	Property development	Investment in securities	Loan financing	Unallocated	Total
		物業投資	物業發展	證券投資	貸款融資	無分配	總額
		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
Capital additions	資本添置	229,780	958	-	-	122	230,860
Depreciation	折舊	215	144	-	-	708	1,067
Net loss on modification of terms of convertible note	更改可換股票據條款之虧損淨額	-	-	-	-	1,023	1,023
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	-	-	-	-	7	7
Gain on changes in fair value of investment properties	投資物業之公平值變動收益	72,337	-	-	-	-	72,337
Impairment loss on available-for-sale investments	可供出售投資之減值虧損	-	-	3,406	-	-	3,406
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	-	-	45	-	-	45
Loss on changes in fair value of financial assets at FVTPL	按公平值計入損益之金融資產之公平值變動虧損	-	-	2,195	-	-	2,195

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For the year ended 31 March 2019 截至2019年3月31日止年度

6. SEGMENT INFORMATION (Continued)

Geographical information

The Group's operations are located in Hong Kong (place of domicile), the PRC and Singapore.

The Group's revenue from external customers based on location of its customers for segments and information about its non-current assets (excluding financial instruments) by geographical location of the assets are detailed below:

	Revenue from external customers		Non-current assets	
	2019	2018	2019	2018
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
Hong Kong (place of domicile) 香港(定居地之國家)	42,940	33,109	828,719	1,188,941
PRC 中國	16,448	13,777	374,497	338,694
Singapore 新加坡	2,840	2,719	159,831	162,456
	62,228	49,605	1,363,047	1,690,091

Information about major customers

No revenue from customers contributed over 10% of the total revenue of the Group for any of the two years ended 31 March 2019.

7. OTHER GAINS AND LOSSES

Net exchange (loss) gain	匯兌(虧損)收益淨額
Gain on fair value change of convertible note	可換股票據之公平值變動收益

6. 分類資料(續)

地域資料

本集團之營運位於香港(定居地之國家)、中國及新加坡。

本集團來自外來客戶之營業額按其客戶所在地分類及按資產之所在地域劃分之非流動資產(不包括金融工具)資料如下:

主要客戶之資料

截至2019年3月31日止兩個年度本集團並沒有超過營業額10%以上之客戶。

7. 其他收益及虧損

	2019	2018
	HK\$'000	HK\$'000
	千港元	千港元
	(395)	1,335
	-	217
	(395)	1,552

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For the year ended 31 March 2019 截至2019年3月31日止年度

8. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(a) Information regarding directors' emoluments

Details of emoluments to the directors of the Company for the year ended 31 March 2019 are as follows:

	Executive directors 執行董事		Independent non-executive directors 獨立非執行董事				Total 總額
	Kwong Jimmy Cheung Tim 鄭長添 HK\$'000 千港元	Lui Yuk Chu 雷玉珠 HK\$'000 千港元	Kan Ka Hon 簡嘉翰 HK\$'000 千港元	Lau Sin Ming 劉善明 HK\$'000 千港元	Foo Tak Ching 傅德禎 HK\$'000 千港元	Wu Koon Yin Welly 吳冠賢 HK\$'000 千港元	
Fees 董事袍金	-	-	140	140	140	140	560
Other emoluments 其他酬金							
- Salaries and other benefits - 薪金及其他福利	2,040	2,616	-	-	-	-	4,656
- Contributions to retirement benefits schemes - 退休福利計劃供款	-	18	-	-	-	-	18
Total directors' emoluments 董事酬金總額	2,040	2,634	140	140	140	140	5,234

Details of emoluments to the directors of the Company for the year ended 31 March 2018 are as follows:

	Executive directors 執行董事		Non-executive directors 非執行董事			Independent non-executive directors 獨立非執行董事			Total 總額	
	Kwong Jimmy Cheung Tim 鄭長添 HK\$'000 千港元	Lui Yuk Chu 雷玉珠 HK\$'000 千港元	Koon Ho Yan 官可欣 HK\$'000 千港元	Tse Wing Chiu Ricky* 謝永超 HK\$'000 千港元	Lai Law Kau* 賴羅球 HK\$'000 千港元	Kan Ka Hon 簡嘉翰 HK\$'000 千港元	Lau Sin Ming 劉善明 HK\$'000 千港元	Foo Tak Ching 傅德禎 HK\$'000 千港元		Wu Koon Yin Welly 吳冠賢 HK\$'000 千港元
Fees 董事袍金	-	-	-	7	7	140	140	140	140	574
Other emoluments 其他酬金										
- Salaries and other benefits - 薪金及其他福利	1,984	2,043	24	-	-	-	-	-	-	4,051
- Contributions to retirement benefits schemes - 退休福利計劃供款	-	18	1	-	-	-	-	-	-	19
Total directors' emoluments 董事酬金總額	1,984	2,061	25	7	7	140	140	140	140	4,644

* Resigned on 18 April 2017

* 於2017年4月18日辭任

8. 董事及僱員之酬金

(a) 有關董事酬金之資料

截至2019年3月31日止年度本公司董事酬金載列如下：

	Executive directors 執行董事		Independent non-executive directors 獨立非執行董事				Total 總額
	Kwong Jimmy Cheung Tim 鄭長添 HK\$'000 千港元	Lui Yuk Chu 雷玉珠 HK\$'000 千港元	Kan Ka Hon 簡嘉翰 HK\$'000 千港元	Lau Sin Ming 劉善明 HK\$'000 千港元	Foo Tak Ching 傅德禎 HK\$'000 千港元	Wu Koon Yin Welly 吳冠賢 HK\$'000 千港元	
Fees 董事袍金	-	-	140	140	140	140	560
Other emoluments 其他酬金							
- Salaries and other benefits - 薪金及其他福利	2,040	2,616	-	-	-	-	4,656
- Contributions to retirement benefits schemes - 退休福利計劃供款	-	18	-	-	-	-	18
Total directors' emoluments 董事酬金總額	2,040	2,634	140	140	140	140	5,234

截至2018年3月31日止年度本公司董事酬金載列如下：

	Executive directors 執行董事		Non-executive directors 非執行董事			Independent non-executive directors 獨立非執行董事			Total 總額	
	Kwong Jimmy Cheung Tim 鄭長添 HK\$'000 千港元	Lui Yuk Chu 雷玉珠 HK\$'000 千港元	Koon Ho Yan 官可欣 HK\$'000 千港元	Tse Wing Chiu Ricky* 謝永超 HK\$'000 千港元	Lai Law Kau* 賴羅球 HK\$'000 千港元	Kan Ka Hon 簡嘉翰 HK\$'000 千港元	Lau Sin Ming 劉善明 HK\$'000 千港元	Foo Tak Ching 傅德禎 HK\$'000 千港元		Wu Koon Yin Welly 吳冠賢 HK\$'000 千港元
Fees 董事袍金	-	-	-	7	7	140	140	140	140	574
Other emoluments 其他酬金										
- Salaries and other benefits - 薪金及其他福利	1,984	2,043	24	-	-	-	-	-	-	4,051
- Contributions to retirement benefits schemes - 退休福利計劃供款	-	18	1	-	-	-	-	-	-	19
Total directors' emoluments 董事酬金總額	1,984	2,061	25	7	7	140	140	140	140	4,644

* Resigned on 18 April 2017

* 於2017年4月18日辭任

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For the year ended 31 March 2019 截至2019年3月31日止年度

8. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

(a) Information regarding directors' emoluments (Continued)

Mr. Kwong Jimmy Cheung Tim is also the Chief Executive of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive.

The executive directors' and non-executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

(b) Information regarding employees' emoluments

The five highest paid individuals of the Group included two (2018: two) directors whose emoluments were included above for both years. The emoluments of the remaining three (2018: three) highest paid individuals, not being directors, are as follows:

Salaries and other benefits	薪金及其他福利
Contributions to retirement benefits schemes	退休福利計劃供款

Their emoluments were within the following bands:

Nil to HK\$1,000,000	零至 1,000,000 港元
HK\$2,000,001 to HK\$2,500,000	2,000,001 港元至 2,500,000 港元
HK\$3,500,001 to HK\$4,000,000	3,500,001 港元至 4,000,000 港元

During both years, no emoluments were paid by the Group to the directors and the other three (2018: three) highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. In addition, during both years, no director waived any emoluments.

8. 董事及僱員之酬金(續)

(a) 有關董事酬金之資料(續)

鄭長添先生亦為本公司之首席行政總裁及其以上披露之酬金包括彼作為首席行政總裁所提供之服務。

上述顯示之執行董事及非執行董事酬金為彼等有關本公司及本集團管理事務之服務。

上述顯示之獨立非執行董事酬金為彼等作為本公司董事之服務。

(b) 有關僱員酬金資料

本集團五名最高酬金人士包括兩名(2018年: 兩名)董事, 彼等於兩個年度之酬金已包括在上文內。其餘三名(2018年: 三名), 並非董事, 最高酬金人士載列如下:

2019 HK\$'000 千港元	2018 HK\$'000 千港元
5,772	3,744
54	66
5,826	3,810

彼等之酬金介乎下列範圍:

2019 Number of individuals 僱員人數	2018 Number of individuals 僱員人數
2	2
-	1
1	-
3	3

於兩個年度, 本集團沒有支付酬金予董事及其他三名(2018年: 三名)最高酬金之人士, 作為加入或經加入本集團時之獎勵或失去職務之補償。此外, 於兩個期間, 沒有董事放棄任何酬金。

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For the year ended 31 March 2019 截至2019年3月31日止年度

9. FINANCE COSTS

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Interest on bank borrowings	銀行借貸利息	47,752	25,313
Effective interest expense on convertible notes	可換股票據之實際利息開支	17,123	17,128
		64,875	42,441
Less: Amount capitalised in the cost of qualifying assets	減：於合資格資產之成本 資本化之金額	(28,565)	(11,068)
		36,310	31,373

Borrowing costs capitalised during the year arose on the general borrowing pool and were calculated by applying a capitalisation rate of 3.09% (2018: 2.52%) per annum to expenditure on qualifying assets.

10. TAXATION

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
The tax charge (credit) comprises:	稅項開支(計入)包括：		
Current tax:	現行稅項：		
Hong Kong	香港	-	1
Other jurisdiction	其他司法	1,079	112
		1,079	113
(Over)underprovision in prior years:	過往年度(超額)不足撥備：		
Hong Kong	香港	-	529
Other jurisdiction	其他司法	(50)	(115)
		(50)	414
Deferred tax (note 26)	遞延稅項(附註26)	(629)	542
		400	1,069

9. 融資成本

	2019 HK\$'000 千港元	2018 HK\$'000 千港元
Interest on bank borrowings	47,752	25,313
Effective interest expense on convertible notes	17,123	17,128
	64,875	42,441
Less: Amount capitalised in the cost of qualifying assets	(28,565)	(11,068)
	36,310	31,373

年內就整體借貸額資本化借貸成本及採用資本化年利率3.09%(2018年：2.52%)計算作為合資格資產之開支。

10. 稅項

	2019 HK\$'000 千港元	2018 HK\$'000 千港元
The tax charge (credit) comprises:		
Current tax:		
Hong Kong	-	1
Other jurisdiction	1,079	112
	1,079	113
(Over)underprovision in prior years:		
Hong Kong	-	529
Other jurisdiction	(50)	(115)
	(50)	414
Deferred tax (note 26)	(629)	542
	400	1,069

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

10. TAXATION (Continued)

On 21 March 2018, the Hong Kong Legislative Council passed the Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. The two-tiered profits tax rate applies to years of assessment commencing on or after 1 April 2018.

Under the two-tiered profits tax rates regime, the first HK\$2 million of assessable profits of the qualifying corporation will be taxed at 8.25%, and assessable profits above HK\$2 million will be taxed at 16.5%. The profits of other corporations in the Group which are not qualified for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The directors of the Company consider the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong profits tax is calculated at 16.5% of the estimated assessable profit for both years.

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 subsidiaries in the PRC is 25%.

No provision for PRC Enterprise Income Tax has been made in the year ended 31 March 2018 as the assessable profit was wholly absorbed by tax losses brought forward for that year.

Taxation arising in other jurisdiction is calculated at the rates prevailing in the relevant jurisdiction.

10. 稅項(續)

於2018年3月21日，香港立法會通過《2017年稅務(修訂)(第7號)條例草案》(「該條例草案」)而其引入利得稅兩級制。該條例草案於2018年3月28日經簽署生效，並於翌日在憲報刊登。利得稅兩級制應用於2018年4月1日或之後開始之應課稅年度。

根據利得稅兩級制，合資格法團就首港幣2,000,000元的應課稅溢利將按8.25%之稅率繳納稅項，並就超過港幣2,000,000元的應課稅溢利將按16.5%之稅率繳納稅項。本集團不符合利得稅兩級制資格的其他法團的溢利將繼續按16.5%之稅率繳納稅項。

本公司之董事認為利得稅兩級制所涉及之利得稅金額對於綜合財務報表並無重大影響。就兩個年度之香港利得稅乃根據估計應課稅溢利之16.5%計算。

根據中華人民共和國公佈企業所得稅法(「企業所得稅法」)及企業所得稅法之實施條例，於中國之附屬公司之稅率為25%。

因應課稅溢利於截至2018年3月31日止年度內被承前稅項虧損全數抵銷，故不計提中國企業所得稅撥備。

其他司法引伸之稅項乃按相關司法之現行稅率計算。

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10. TAXATION (Continued)

Tax charge for the year can be reconciled to the results per the consolidated statement of profit or loss and other comprehensive income as follows:

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Profit before taxation	除稅前溢利	50,910	54,608
Tax charge at the applicable rate of 16.5% (2018: 16.5%)	按適用稅率 16.5% (2018 年 : 16.5%) 計算之稅項開支	8,400	9,010
Tax effect of income not taxable for tax purposes	無須課稅收入之稅項影響	(27,936)	(23,550)
Tax effect of expenses not deductible for tax purposes	不獲扣稅開支之稅項影響	15,030	7,737
Tax effect of tax losses not recognised	未確認稅項虧損之稅項影響	5,684	6,911
Tax effect of utilisation of tax losses previously not recognised	動用過往未確認稅項虧損之稅項影響	(2,342)	(1,077)
Effect of different tax rates of subsidiaries operating in other jurisdictions	營運於其他司法之附屬公司之稅率差異之影響	1,835	1,740
(Over)underprovision in prior years	過往年度(超額)不足撥備	(50)	414
Others	其他	(221)	(116)
Tax charge for the year	本年度稅項開支	400	1,069

10. 稅項(續)

本年度稅項開支與綜合損益及其他全面收益表業績之對賬如下：

	2019 HK\$'000 千港元	2018 HK\$'000 千港元
	50,910	54,608
	8,400	9,010
	(27,936)	(23,550)
	15,030	7,737
	5,684	6,911
	(2,342)	(1,077)
	1,835	1,740
	(50)	414
	(221)	(116)
	400	1,069

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For the year ended 31 March 2019 截至2019年3月31日止年度

11. PROFIT FOR THE YEAR

Profit for the year has been arrived at after charging (crediting): 本年度溢利已扣除(計入):

Directors' emoluments (note 8(a)) 董事酬金(附註8(a))
Other staff costs, including retirement benefits costs 其他職工費用, 包括退休福利成本

Total staff costs (including directors' emoluments) 職工成本總額 (包括董事酬金)

Auditor's remuneration 核數師酬金
Depreciation of property, plant and equipment 物業、廠房及設備之折舊
Loss (gain) on disposal on property, plant and equipment 出售物業、廠房及設備之虧損(收益)

and after crediting to other income: 及於其他收入計入:

Bank and other interest income 銀行及其他利息收入
Dividend income from listed investments 上市投資之股息收入
Gain on disposal of available-for-sale investments 出售可供出售投資收益

11. 本年度溢利

	2019 HK\$'000 千港元	2018 HK\$'000 千港元
Profit for the year has been arrived at after charging (crediting):		
Directors' emoluments (note 8(a))	5,234	4,644
Other staff costs, including retirement benefits costs	15,988	12,421
Total staff costs (including directors' emoluments)	21,222	17,065
Auditor's remuneration	2,200	2,089
Depreciation of property, plant and equipment	1,225	1,067
Loss (gain) on disposal on property, plant and equipment	2	(7)
and after crediting to other income:		
Bank and other interest income	1,686	2,367
Dividend income from listed investments	3,667	4,537
Gain on disposal of available-for-sale investments	-	45

12. DIVIDENDS

No dividends were paid or proposed for the years ended 31 March 2019 and 2018, nor has any dividend been proposed since the end of the reporting periods.

12. 股息

截至2019年及2018年3月31日止年度沒有支付或建議股息, 自報告期末也沒有建議任何股息。

Notes to the Consolidated Financial Statements

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For the year ended 31 March 2019 截至2019年3月31日止年度

13. BASIC AND DILUTED EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to owners of the Company is based on the following data:

Earnings	溢利
Earnings for the purpose of basic earnings per share	就每股基本及攤薄盈利而言之盈利
Effect of dilutive potential ordinary shares:	對可攤薄潛在普通股股份之影響：
Interest on convertible notes (net of income tax)	可換股票據之利息(扣除利得稅)
Earnings for the purpose of diluted earnings per share	就每股攤薄盈利而言之溢利

Number of shares	股份數目
Weighted average number of ordinary shares for the purpose of basic earnings per share	就每股基本及攤薄盈利而言之加權平均普通股股份數目
Effect of dilutive potential ordinary shares:	對可攤薄潛在普通股股份之影響：
Convertible notes	可換股票據
Weighted average number of ordinary shares for the purpose of diluted earnings per share	就每股攤薄盈利而言之加權平均普通股股份數目

The computation of diluted earnings per share for the year ended 31 March 2019 does not assume the exercise of the Company's outstanding share options and the conversion of 2014 Convertible Note (as defined in note 24(a)), 2015 Convertible Note (as defined in note 24(b)) and First 2017 Convertible Note (as defined in note 24(c)) as their assumed exercise would result in an increase in earnings per share.

The computation of diluted earnings per share for the year ended 31 March 2018 does not assume the exercise of the Company's outstanding share options and the conversion of 2014 Convertible Note and 2015 Convertible Note as their assumed exercise would result in an increase in earnings per share.

13. 每股基本及攤薄盈利

本公司股東應佔之每股基本及攤薄盈利乃根據以下資料計算：

2019 HK\$'000 千港元	2018 HK\$'000 千港元
50,510	53,539
2,244	2,675
52,754	56,214

2019 '000 千	2018 '000 千
2,965,832	2,315,018
188,000	304,997
3,153,832	2,620,015

計算截至2019年3月31日止年度每股攤薄盈利並沒有假設行使兌換2014年可換股票據(如附註24(a)所定義)、2015年可換股票據(如附註24(b)所定義)及2017年第一份可換股票據(如附註24(c)所定義)因其假設行使會增加每股盈利。

計算截至2018年3月31日止年度每股攤薄盈利並沒有假設行使本公司尚未行使之購股權及兌換2014年可換股票據及2015年可換股票據因其假設行使會增加每股盈利。

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14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Furniture, fixtures and equipment 傢俬、 裝置及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總額 HK\$'000 千港元
COST	成本			
At 1 April 2017	於2017年4月1日	3,598	1,559	5,157
Exchange adjustments	匯兌調整	13	112	125
Additions	添置	475	958	1,433
Disposals	出售	(76)	(576)	(652)
At 31 March 2018	於2018年3月31日	4,010	2,053	6,063
Exchange adjustments	匯兌調整	(22)	(55)	(77)
Additions	添置	282	1,207	1,489
Acquired on acquisition of a subsidiary (see note 33(b))	收購一間附屬公司時購入 (見附註33(b))	167	-	167
Disposals	出售	(4)	(577)	(581)
Disposal of a subsidiary	出售一間附屬公司	(31)	(958)	(989)
At 31 March 2019	於2019年3月31日	4,402	1,670	6,072
DEPRECIATION AND IMPAIRMENT	折舊及減值			
At 1 April 2017	於2017年4月1日	687	854	1,541
Exchange adjustments	匯兌調整	11	80	91
Provided for the year	本年度撥備	715	352	1,067
Eliminated on disposals	於出售時撇銷	(18)	(576)	(594)
At 31 March 2018	於2018年3月31日	1,395	710	2,105
Exchange adjustments	匯兌調整	(10)	(33)	(43)
Provided for the year	本年度撥備	775	450	1,225
Eliminated on disposals	於出售時撇銷	(2)	(577)	(579)
Disposal of a subsidiary	出售一間附屬公司	(3)	(319)	(322)
At 31 March 2019	於2019年3月31日	2,155	231	2,386
CARRYING VALUES	賬面值			
At 31 March 2019	於2019年3月31日	2,247	1,439	3,686
At 31 March 2018	於2018年3月31日	2,615	1,343	3,958

The above items of property, plant and equipment are depreciated on a straight-line basis over the following useful lives:

上述各項物業、廠房及設備均以直線法根據以下之可使用年期計算折舊：

Furniture, fixtures and equipment	3 to 10 years	傢俬、裝置及設備	3至10年
Motor vehicles	5 years	汽車	5年

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15. INVESTMENT PROPERTIES

15. 投資物業

		Completed investment properties 已完成投資物業 HK\$'000 千港元	Investment properties under development 發展中投資物業 HK\$'000 千港元	Total 總額 HK\$'000 千港元
FAIR VALUE	公平值			
At 1 April 2017	於2017年4月1日	1,292,354	28,015	1,320,369
Exchange adjustments	匯兌調整	33,265	1,235	34,500
Additions	添置	203,356	26,071	229,427
Increase in fair value recognised in profit or loss	於損益確認之公平值 增加	70,407	1,930	72,337
Reclassification	重新分類	57,251	(57,251)	–
At 31 March 2018	於2018年3月31日	1,656,633	–	1,656,633
Exchange adjustments	匯兌調整	(26,604)	248	(26,356)
Additions	添置	1,957	51,053	53,010
Acquired on acquisition of subsidiaries (see note 33)	於收購附屬公司時收購 (見附註33)	766,486	–	766,486
Transfer to properties held for development for sale	轉撥至持作出售發展物業	(832,400)	–	(832,400)
Increase in fair value recognised in profit or loss	於損益確認之公平值增加	44,934	1,054	45,988
At 31 March 2019	於2019年3月31日	1,611,006	52,355	1,663,361
Analysed as:	分析為：			
At 31 March 2019	於2019年3月31日			
Assets classified as held for sale	分類為持作出售資產	304,000	–	304,000
Non-current assets	非流動資產	1,307,006	52,355	1,359,361
		1,611,006	52,355	1,663,361
At 31 March 2018	於2018年3月31日			
Non-current assets	非流動資產	1,656,633	–	1,656,633

All of the Group's leasehold interests in land held under operating leases to earn rentals are measured using the fair value model and are classified and accounted for as investment properties.

本集團所有於經營租約項下賺取租金之土地租約權益乃以公平值模式計量及分類為投資物業列賬。

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15. INVESTMENT PROPERTIES (Continued)

The fair values of the Group's investment properties at the end of the reporting periods were arrived at on the basis of valuation carried out as at these dates by the following independent firms of qualified professional property valuers not connected with the Group:

Name of valuer	Location of investment properties
At 31 March 2019 and 2018	
Vigers Appraisal and Consulting Limited	Hong Kong
Vigers Appraisal and Consulting Limited	PRC
Edmund Tie & Company (SEA) Pte Ltd	Singapore

During the year ended 31 March 2019, the Group transferred investment properties with an aggregate carrying amount of HK\$832,400,000 to properties held for development for sale upon commencement of redevelopment with a view to sale.

During the year ended 31 March 2018, the Group completed the construction of certain investment properties under development in the PRC and these properties were leased out immediately for rental income. Hence the relevant properties amounting to Renminbi ("RMB") 47,227,000 (equivalent to HK\$57,251,000) were reclassified from investment properties under development to completed investment properties.

The gain arising on changes in fair value of investment properties of HK\$45,988,000 was recognised in profit or loss during the year ended 31 March 2019 (2018: HK\$72,337,000).

All investment properties of the Group are under the Level 3 fair value hierarchy. The total amount of the change in unrealised gains or losses relating to these assets was the same amount as the gain arising on changes in fair value of investment properties in both years. The amount of investment properties transferred out in the current year was the carrying amount (i.e. fair value) as 31 March 2018. There was no realised gain on investment properties in both years.

At a special general meeting of the Company held on 6 December 2018, an ordinary resolution was passed by the shareholders granting mandates to the directors of the Company for completing a possible disposal by way of tender of certain investment properties of the Group at a minimum price of HK\$310,000,000 (see note 33(a)). These investment properties meet the criteria to be classified as held for sale in accordance with HKFRS 5 "Non-current Assets Held For Sale and Discontinued Operations" and are therefore presented separately in the consolidated statement of financial position. At 31 March 2019, the carrying amount of these investment properties classified as held for sale was HK\$304,000,000. Details of the proposed possible disposal are set out in the Company's announcement dated 4 October 2018 and circular dated 20 November 2018. At the date of issuance of the consolidated financial statements, the tender process for seeking potential buyers is in progress.

15. 投資物業(續)

本集團之投資物業於報告期末之公平值乃按以下與本集團沒有關連之獨立合資格專業物業估值師行於該等日期進行估值之基準釐定：

估值師行名稱	投資物業之所在地
於2019年及 2018年3月31日	
威格斯資產評估顧問有限公司	香港
威格斯資產評估顧問有限公司	中國
Edmund Tie & Company (SEA) Pte Ltd	新加坡

截至2019年3月31日止年內，於重建作為出售用途開始時，本集團轉撥合共賬面值832,400,000港元之投資物業至持作出售發展物業。

截至2018年3月31日止年內，本集團完成興建若干位於中國之發展中投資物業並已隨即出租該等物業以賺取租金收入。因此，重新分類金額為人民幣(「人民幣」)47,227,000元(等值57,251,000港元)之相關物業由發展中投資物業至已完成投資物業。

截至2019年3月31日止年度之投資物業之公平值變動收益45,988,000港元(2018年：72,337,000港元)已於損益確認。

本集團所有投資物業於第三級公平值等級下。與該等資產有關的未變現收益或虧損變動總額與：兩個年度投資物業之公平值變動所產生的收益相同。本年度已轉讓投資物業之金額為2018年3月31日止賬面值(即公平值)。並無兩個年度的已變現收益。

於本公司於2018年12月6日舉行的股東特別大會上，股東通過一項普通決議案授權本公司董事透過對本集團若干投資物業競標完成的可能出售事項，最低價格為310,000,000港元(見附註33(a))。該等投資物業根據香港財務報告準則第5號「持作銷售非流動資產及已終止經營業務」分類為持作出售資產，因此，於綜合財務狀況表內單獨呈列。於2019年3月31日，該等分類為持作出售投資物業賬面值為304,000,000港元。建議可能出售事項之詳情載於本公司日期為2018年10月4日之公告及2018年11月20日之通函內。於刊發綜合財務報表日期，通過競標程序尋找潛在買家正在進行中。

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For the year ended 31 March 2019 截至2019年3月31日止年度

15. INVESTMENT PROPERTIES (Continued)

The following table gives information about how the fair values of the investment properties are determined (in particular, the valuation techniques and key 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.

Investment properties held by the Group 本集團持有之投資物業	Fair value at 31 March 2019 於3月31日之公平值 HK\$'000 千港元	Fair value hierarchy 2018 公平值等級 HK\$'000 千港元	Valuation techniques and key inputs 估值方法及主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Sensitivity 敏感度
Classified as non-current assets 分類為非流動資產					
Commercial units in Hong Kong 於香港之商業單位	174,500	187,500	Level 3 Direct comparison method – based on market observable transactions of similar properties and adjusted to reflect the locations and conditions of the subject property 直接比較法 – 基於同類物業之市場可觀察交易並經調整以反映目標物業之位置及狀況	Price per square foot, using market direct comparables and taking into account of location and other individual factors such as road frontage, size of property, etc., which is ranged from HK\$84,309 to HK\$340,092 (2018: HK\$89,400 to HK\$289,352) per square foot 每平方米售價，採用市場直接可比較的及考慮位置以及其他個別因素如臨街道路、物業大小等，每平方米介乎84,309港元至340,092港元(2018年：89,400港元至289,352港元)	The higher the price per square foot, the higher the fair value 每平方米售價愈高，公平值愈高

15. 投資物業(續)

下表列示有關釐定投資物業的公平值之資料(特別是所使用之估值方法及輸入數據)，以及根據輸入數據之可觀察程度劃分的公平值等級(第1至第3級)之公平值計量。

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15. INVESTMENT PROPERTIES (Continued)

15. 投資物業(續)

Investment properties held by the Group 本集團持有之投資物業	Fair value at 31 March 於3月31日之公平值	Fair value hierarchy 公平值等級	Valuation techniques and key inputs 估值方法及主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Sensitivity 敏感度	
	2019 HK\$'000 千港元	2018 HK\$'000 千港元				
Commercial units in Hong Kong (Continued)	-	832,400	Level 3	Residual value approach – price per net saleable area	2018: Price per net saleable area per square foot, using market direct comparables and taking into account of location and other individual factors such as road frontage, size of property, etc., which was HK\$32,281 per square foot	The higher the price per net saleable area, the higher the fair value
於香港之商業單位(續)			第3級	餘值法 – 可出售淨面積售價	2018年: 每平方尺可出售淨面積售價, 採用市場直接可比較的及考慮位置以及其他個別因素如臨街道路、物業大小等, 每平方尺32,281港元	每平方尺可出售面積售價愈高, 公平值愈高
				- estimated construction and professional costs to complete	2018: Estimated construction and professional costs to complete per square foot, which was HK\$4,681	The higher the estimated construction and professional costs to complete per square foot, the lower the fair value
				- 估計至完成之建築及專業成本	2018年: 估計至完成之每平方尺建築及專業成本, 其為4,681港元	估計至完成之每平方尺建築及專業成本愈高, 公平值愈低
Industrial units in Hong Kong	86,900	83,700	Level 3	Direct comparison method – based on market observable transactions of similar properties and adjusted to reflect the locations and conditions of the subject property	Price per square foot, using market direct comparables and taking into account of location and other individual factors such as size of property etc., which is ranged from HK\$4,696 to HK\$5,322 (2018: HK\$4,500 to HK\$5,163) per square foot	The higher the price per square foot, the higher the fair value
於香港之工業單位			第3級	直接比較法 – 基於同類物業之市場可觀察交易並經調整以反映目標物業之位置及狀況	每平方尺售價, 採用市場直接可比較的及考慮位置以及其他個別因素如物業大小等, 每平方尺介乎4,696港元至5,322港元 (2018年: 4,500港元至5,163港元)	每平方尺售價愈高, 公平值愈高

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15. INVESTMENT PROPERTIES (Continued)

15. 投資物業(續)

Investment properties held by the Group 本集團持有之投資物業	Fair value at 31 March 於3月31日之公平值		Fair value hierarchy 公平值等級	Valuation techniques and key inputs 估值方法及主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Sensitivity 敏感度
	2019 HK\$'000 千港元	2018 HK\$'000 千港元				
Industrial-office units in Hong Kong 於香港之工業辦公單位	512,800	-	Level 3 第3級	Income approach – term yield 收入法—年期收益率	Term yield, taking into account of yield generated by market average selling price and the market average rental from comparable properties and adjustment to reflect the conditions of the building, which is 2.7% 年期收益率為2.7%，經考慮可資比較物業之市場平均售價及市場平均租金產生之收益率並作出調整以反映樓宇狀況	The higher the term yield and reversionary yield, the lower the fair value 年期收益率及復歸收益率越高，公平值越低
				-reversionary yield	Reversionary yield, taking into account of yield generated by market average selling price and the market average rental from comparable properties and adjustment to reflect the risk associated with the future rental, which is 2.7% 復歸收益率為2.7%，經考慮可資比較物業之市場平均售價及市場平均租金產生之收益率並作出調整以反映未來租金之相關風險	
				-reversionary yield		年期收益率及復歸收益率越高，公平值越低

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15. INVESTMENT PROPERTIES (Continued)

15. 投資物業(續)

Investment properties held by the Group 本集團持有之投資物業	Fair value at 31 March 於3月31日之公平值		Fair value hierarchy 公平值等級	Valuation techniques and key inputs 估值方法及主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Sensitivity 敏感度
	2019 HK\$'000 千港元	2018 HK\$'000 千港元				
Industrial-office units in Hong Kong (Continued)				-monthly term rental	Monthly term rental for each unit is derived from the average of the rental as stated in the existing rental agreements, which is ranged from HK\$13.71 to HK\$19 per square foot	The higher the monthly term rental rate, the higher the fair value
於香港之工業辦公單位(續)				-每月租金	各單位之每月租金按現有租約所列之租金介乎每月每平方呎13.71港元至19港元	每月租金越高，公平值越高
				-reversionary market unit rate	Reversionary market unit rate for each unit is compared with direct market comparables and taking into account of location and other individual factor, which is HK\$6,850 per square foot	The higher the reversionary market unit rate, the higher the fair value
				-復歸市場單位價格	各單位之復歸市場單位價格，與直接市場可比較數據比較及考慮位置及其他個別因素，每平方尺為6,850港元	復歸市場單位價格越高，公平值越高
Residential units in Hong Kong	51,200	52,400	Level 3	Direct comparison method -based on market observable transactions of similar properties and adjusted to reflect the locations and conditions of the subject property	Price per square foot, using market direct comparables and taking into account of location, age and other individual factors, which is ranged from HK\$7,692 to HK\$16,741 (2018: HK\$7,326 to HK\$18,741) per square foot	The higher the price per square foot, the higher the fair value
於香港之住宅單位			第3級	直接比較法—基於同類物業之市場可觀察交易並經調整以反映目標物業之位置及狀況	每平方尺售價，採用市場直接可比較的及考慮位置、樓齡及其他個別因素，每平方尺介乎7,692港元至16,741港元(2018年：7,326港元至18,741港元)	每平方尺售價愈高，公平值愈高

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15. INVESTMENT PROPERTIES (Continued)

15. 投資物業(續)

Investment properties held by the Group 本集團持有之投資物業	Fair value at 31 March 於3月31日之公平值		Fair value hierarchy 公平值等級	Valuation techniques and key inputs 估值方法及主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Sensitivity 敏感度
	2019 HK\$'000 千港元	2018 HK\$'000 千港元				
Residential units in Singapore 於新加坡之住宅單位	159,831	162,456	Level 3 第3級	Direct comparison method – based on market observable transactions of similar properties and adjusted to reflect the locations and conditions of the subject property 直接比較法 – 基於同類物業之市場可觀察交易並經調整以反映目標物業之位置及狀況	Price per square foot, using market direct comparables and taking into account of location and other individual factors such as road frontage, size of property, etc., which is ranged from HK\$19,466 to HK\$19,909 (2018: HK\$19,221 to HK\$21,081) per square foot 每平方米售價，採用市場直接可比較的及考慮位置以及其他個別因素如臨街道路、物業大小等，每平方米介乎19,466港元至19,909港元(2018年：19,221港元至21,081港元)	The higher the price per square foot, the higher the fair value 每平方米售價愈高，公平值愈高
Industrial units in the PRC 於中國之工業單位	321,775	338,177	Level 3 第3級	Income capitalisation of net income with provisions for reversionary income potential 收入淨額計算之收入資本化法並就歸屬的收入潛力計提撥備	Capitalisation rate, which is 7.5% (2018: 7.5%) per annum 資本化率，每年為7.5%(2018年：8.5%)	The higher the capitalisation rate, the lower the fair value 資本化率愈高，公平值愈低
					Monthly rental rate, taking into account of market comparables, which is RMB9.84 (2018: RMB9.86) per square metre 市場每月租值，考慮市場可比較的，每平方米為人民幣9.84元(2018年：人民幣9.86元)	The higher the monthly rental rate, the higher the fair value 市場每月租值愈高，公平值愈高

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15. INVESTMENT PROPERTIES (Continued)

15. 投資物業(續)

Investment properties held by the Group 本集團持有之投資物業	Fair value at 31 March 於3月31日之公平值		Fair value hierarchy 公平值等級	Valuation techniques and key inputs 估值方法及主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Sensitivity 敏感度
	2019 HK\$'000 千港元	2018 HK\$'000 千港元				
Investment properties under development in the PRC 於中國之發展中投資物業	52,355	-	Level 3 第3級	Income capitalisation of net income with provisions for reversionary income potential 收入淨額計算之收入資本化法並就歸屬的收入潛力計提撥備	Capitalisation rate, which is 7.5% per annum 資本化率，每年為7.5%	The higher the capitalisation rate, the lower the fair value 資本化率愈高，公平值愈低
					Monthly rental rate, taking into account of direct market comparables, which is RMB4 per square metre 市場每月租值，考慮直接市場可比較的，每平方米為人民幣4元	The higher the monthly rental rate, the higher the fair value 市場每月租值愈高，公平值愈高
	1,359,361	1,656,633				

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15. INVESTMENT PROPERTIES (Continued)

15. 投資物業(續)

Investment properties held by the Group 本集團持有之投資物業	Fair value at 31 March 於3月31日之公平值	Fair value hierarchy 公平值等級	Valuation techniques and key inputs 估值方法及主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Sensitivity 敏感度	
	2019 HK\$'000 千港元	2018 HK\$'000 千港元				
Classified as held for sale 分類為持作出售 Commercial units in Hong Kong 於香港之商業單位	304,000	-	Level 3 第3級	Direct comparison method – based on market observable transactions of similar properties and adjusted to reflect the locations and conditions of the subject property 直接比較法 – 基於同類物業之市場可觀察交易並經調整以反映目標物業之位置及狀況	Price per square foot, using market direct comparables and taking into account of location and other individual factors such as road frontage, size of property, etc., which is ranged from HK\$21,075 to HK\$39,150 per square foot, and car park which is ranged from HK\$2,000,000 to HK\$2,560,000 每平方米售價，採用市場直接可比較的及考慮位置以及其他個別因素如臨街道路、物業大小等，每平方米介乎21,075港元至39,150港元，及停車場介乎2,000,000港元至2,560,000港元	The higher the price per square foot and price per car park, the higher the fair value 每平方米售價及每停車場售價愈高，公平值愈高
In estimating the fair value of the investment properties, except for those investment properties held for future development, the highest and best use of the properties is their current use.				於估算投資物業之公平值時，除投資物業持作將來發展外，物業之最有效及最合適使用乃其現時之使用方式。		

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16. LOANS RECEIVABLE

16. 應收貸款

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Fixed-rate loans receivable	定息應收貸款	345,202	265,297
Less: Impairment allowance	減：減值撥備	(9,192)	-
		336,010	265,297
Analysed as:	分析為：		
Current portion	流動部分	306,334	218,373
Non-current portion	非流動部分	29,676	46,924
		336,010	265,297

No ageing analysis is disclosed, as in the opinion of the directors of the Company, the ageing analysis does not give additional value in view of the nature of business of loan financing.

不披露賬齡分析，因本公司董事認為，就貸款融資業務性質而言，賬齡分析並沒有額外價值。

The movement of impairment allowance for loans receivable is as follows:

應收貸款減值撥備之變動如下：

		Impairment allowance for loans receivable (12m ECL) 應收貸款減值 撥備(12個月 預期信貸虧損) HK\$'000 千港元
At 31 March 2018	於2018年3月31日	-
Impairment allowance recognised (note 2)	已確認減值撥備(附註2)	6,384
At 1 April 2018 (restated)	於2018年4月1日(經重列)	6,384
Changes due to loans receivable recognised as at 1 April 2018	於2018年4月1日由於已確認應收貸款而變動	
- Repayments	- 還款	(660)
- Net remeasurement of ECL	- 預期信貸虧損之重新計量淨額	(73)
New loans granted	授出的新貸款	3,541
At 31 March 2019	於2019年3月31日	9,192

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16. LOANS RECEIVABLE (Continued)

Details of ECL assessment are set out in note 32 and below.

At 31 March 2019, the range of interest rate on the Group's loans receivable is 4% to 8.32% (2018: 4% to 8.32%) per annum.

Before granting loans to outsiders, the Group assesses the potential borrower's credit quality and defines credit limits granted to each borrower. The credit limits attributed to the borrowers are reviewed by the management regularly.

Impairment assessment (upon application of HKFRS 9 with transition in accordance with note 2)

The management closely monitors the credit quality of loans receivable amounting to HK\$336,010,000 at 31 March 2019. During the year ended 31 March 2019, allowance for loans receivable of HK\$2,808,000 was recognised in profit or loss. At 31 March 2019, allowance for loans receivable amounted to HK\$9,192,000. There are no loans receivable which are past due at the end of the reporting period.

In assessing whether the credit risk 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 one as at the date of initial recognition. In making this assessment, the loans receivable from borrowers are assessed individually by the management of the Group, based on the financial background, financial condition and historical settlement records, including past due dates and default rates, of each borrower and reasonable and supportable forward-looking information such as macroeconomic data that is available without undue cost or effort. Each borrower is assigned a risk grading under internal credit ratings to calculate the ECL, taking into consideration of the estimates of expected cash shortfalls which are driven by estimates of possibility of default and the amount and timing of cash flows that are expected from foreclosure on the collaterals (if any) less the costs of obtaining and selling the collaterals. At every reporting date, the financial background, financial condition and historical settlement records are reassessed and changes in the forward-looking information are considered.

The Group is not permitted to sell or repledge the collaterals in the absence of default by the borrower. There have not been any significant changes in the quality of the collateral held for the loans receivable.

16. 應收貸款(續)

預期信貸虧損評估的詳情載於附註32及下文。

於2019年3月31日，本集團之應收貸款每年利率介乎4%至8.32%（2018年：4%至8.32%）。

在授出貸款予外來者前，本集團評估潛在借款人之信貸質素及釐定授予每位借款人之信貸額。管理層定期檢討借款人之信貸額。

減值評估(根據附註2於應用香港財務報告準則第9號時過渡)

管理層緊密監控於2019年3月31日之應收貸款336,010,000港元之信貸質素。截至2019年3月31日止年度，應收貸款之撥備2,808,000港元已於損益確認。於2019年3月31日，應收貸款之撥備為9,192,000港元。於報告期末，並無已逾期應收貸款。

評估信貸風險自初始確認以來是否顯著上升時，本集團比較金融工具於報告日期發生違約的風險與金融工具於初始確認日期發生違約的風險。作出評估時，本集團管理層評估各借款人之應收貸款乃根據其財務背景、財務狀況及過往還款記錄，包括逾期日及違約率，以及有合理理據之前瞻性資料，例如毋須繁重成本或努力可得之宏觀經濟數據。各借款人根據內部信貸評級獲分配風險等級以計算預期信貸虧損，並經考慮預期現金短缺之估計，乃根據估計違約之可能性及預期抵押品止贖之現金流的金額及時間(如有)減去取得及出售抵押品之成本。於各報告日期，財務背景、財務狀況及過往還款記錄會重新評估，並考慮前瞻性資料的變動。

在借款人並無違約之情況下，本集團不得出售或再抵押該等抵押品。就應收貸款所持有之抵押品之質素並無任何重大變動。

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16. LOANS RECEIVABLE (Continued)

Impairment assessment (before application of HKFRS 9 on 1 April 2018)

The management closely monitored the credit quality of loans receivable and considered loans receivable amounting to HK\$265,297,000 at 31 March 2018 that were neither past due nor impaired to be of good credit quality and the impairment loss was negligible. At 31 March 2018, no loans receivable were past due at the end of the reporting period for which the Group has not provided for impairment loss.

The Group had a policy for assessing the impairment on loans receivable on an individual basis. The assessment also included evaluation of collectability of accounts and management's judgment, including the financial background, current creditworthiness, collateral and past collection history of each borrower.

In determining the recoverability of loans receivable, the Group considered any change in the credit quality of the loans receivable from the date credit was initially granted up to the reporting date. This included assessing the credit history of the borrowers, such as financial difficulties or default in payments, and current market conditions.

17. AVAILABLE-FOR-SALE INVESTMENTS

Equity securities listed in Hong Kong, at market value

於香港上市之股本證券，按市值

At 31 March 2018, available-for-sale investments were stated at fair values. The fair values of the listed equity securities were determined based on the quoted market closing prices available on the Stock Exchange.

Upon initial application of HKFRS 9 during the current year, available-for-sale investments were reclassified to financial assets at FVTPL which are detailed in note 2.2.

16. 應收貸款 (續)

減值評估(於2018年4月1日應用香港財務報告準則第9號之前)

管理層緊密監控應收貸款之信貸質素，認為於2018年3月31日沒有過期及減值之應收貸款265,297,000港元為有良好信貸質素及減值虧損為微不足道。於2018年3月31日，本集團於報告期末並無應收貸款過期，故無計提減值虧損。

本集團按個別基準之政策評估應收貸款之減值。該評估亦包括賬戶可收回狀況之評估及就包括各借入人之財務背景、現時信譽、抵押及過往收回歷史之管理層之判斷。

於釐定應收貸款之可收回狀況，本集團考慮應收貸款自最初授出信貸日期直至報告日期之信貸質素之任何改變。當中包括評估借入人之信貸歷史，如財務困難或違約還款，及現時市場狀況。

17. 可供出售投資

2019 HK\$'000 千港元	2018 HK\$'000 千港元
-	207,213

於2018年3月31日，可供出售投資以公平值列賬。上市股本證券之公平值乃根據聯交所報之市場收市價釐定。

於本年首次應用香港財務報告準則第9號時，可供出售投資重新分類至公平值計入損益之金融資產，有關詳情已載列於附註2.2。

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18. DEBT INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

18. 按公平值計入其他全面收益之債務工具

		2019 HK\$'000 千港元
Listed investments, at fair value:	上市投資，按公平值：	
Debt securities listed in Hong Kong or overseas with fixed interests ranging from 4.600% to 7.875% per annum and maturity dates ranging from 25 June 2019 to 21 November 2022	於香港或海外上市之債務證券，固定年利率介乎4.600%至7.875%及到期日介乎2019年6月25日至2022年11月21日	15,857
Analysed as:	分析為：	
Current portion	流動部分	4,031
Non-current portion	非流動部分	11,826
		15,857

As at 31 March 2019, debt instruments at FVTOCI are stated at fair values which were determined based on the quoted market closing prices available on the Stock Exchange or an overseas recognised stock exchange.

於2019年3月31日，按公平值計入其他全面收益之債務工具以公平值列賬，並根據聯交所或其他海外認可證券交易所所報之市場收市價釐定。

Debt instruments at FVTOCI are listed bonds with the credit loss allowance measured on 12m ECL basis as the credit risk on financial instrument has not increased significantly since initial recognition. The Group assesses the ECL for debt instruments at FVTOCI by reference to credit rating of the bond investment by rating agencies, macroeconomic factors affecting the respective industry for each issuer, corporate historical default and loss rate and exposure of default of each bond investment.

按公平值計入其他全面收益之債務工具為按12個月預期信貸虧損基準計量信貸虧損撥備之上市債券，乃由於自初始確認後金融工具之信貸風險並無顯著增加。本集團參考評級機構對債券投資之信貸評級、影響各發行人各自行業之宏觀經濟因素、企業歷史違約率及損失率以及各債券投資違約風險，評估按公平值計入其他全面收益之債務工具之預期信貸虧損。

Expected credit loss of HK\$181,000 was recognised in profit or loss in the current year.

本年度預期信貸虧損181,000港元於損益中確認。

Details of impairment assessment are set out in note 32.

減值評估之詳情載於附註32。

All debt instruments at FVTOCI are denominated in United States dollars ("USD"), currency other than the functional currencies of the relevant group entities, at the end of the reporting period.

於報告期末，所有按公平值計入其他全面收益之債務工具以相關集團實體功能性貨幣以外的貨幣美元計值（「美元」）。

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19. PROPERTIES HELD FOR DEVELOPMENT FOR SALE

The Group's properties held for development for sale are situated in Hong Kong.

At 31 March 2019, the whole amount of properties held for development for sale is expected to be completed more than twelve months after the end of the reporting period.

At 31 March 2018, the amount of properties held for development for sale which were expected to be completed within twelve months after the end of the reporting period was HK\$774,478,000, and the remaining amount which were expected to be completed more than twelve months after the end of the reporting period was HK\$860,486,000.

At 31 March 2019 and 2018, the Group performed assessment of net realisable value on its properties held for development for sale with reference to valuations made by independent qualified professional property valuers not connected with the Group. The valuations were arriving at by using the residual method. At 31 March 2019 and 2018, no further write-down is considered necessary.

20. TRADE AND OTHER RECEIVABLES

Trade receivables	貿易應收款項
Prepayments (note (a))	預付款項(附註(a))
Interest receivable	應收利息
Refundable stamp duty (note (b))	應退印花稅(附註(b))
Other receivables	其他應收款項

Notes:

- (a) At 31 March 2018, the amount included consultant fee of a property redevelopment project, amounting to HK\$13,466,000, which was reclassified to "properties held for development for sale" in the current year when the property redevelopment commences.
- (b) In accordance with the provisions of the Hong Kong Stamp Duty Ordinance, the Group applied for refund of the stamp duty paid in the current year when the property redevelopment project commences. The sum was refunded in the current year.
- (c) Information about the property redevelopment project referred to in (a) and (b) above is set out in the Company's circular dated 12 September 2017 and announcement dated 29 September 2017. The project commences in the current year.

19. 持作出售發展物業

本集團之持作出售發展物業乃位於香港。

於2019年3月31日，持作出售發展物業之全額預期於報告期末後超過十二個月完成。

於2018年3月31日，持作出售發展物業預期於報告期末後十二個月內完成之金額為774,478,000港元，及預期於報告期末後超過12個月完成之餘額為860,486,000港元。

於2019年及2018年3月31日，本集團已就持作出售發展物業進行可變現淨值評估乃參考與本集團沒有關連之獨立合資格專業物業估值師之估值。該等估值乃根據餘值法得出。於2019年及2018年3月31日，沒有需要作出進一步減值。

20. 貿易及其他應收款項

	2019 HK\$'000 千港元	2018 HK\$'000 千港元
	1,623	1,789
	3,868	16,008
	1,158	814
	–	28,463
	2,148	2,802
	8,797	49,876

附註：

- (a) 於2018年3月31日，該金額包括一項物業重建項目之顧問費為13,466,000港元，當物業重建項目開始時該金額於本年度重新分類至「持作出售發展物業」。
- (b) 根據香港印花稅法例之條款，當物業重建項目開始時，本集團於本年度申請退回已支付印花稅。此金額於本年度退回。
- (c) 有關上述(a)及(b)項所述之物業重建項目已載於本公司日期為2017年9月12日之通函及日期為2017年9月29日之公佈。該項目於本年度開始。

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20. TRADE AND OTHER RECEIVABLES (Continued)

The Group did not grant any credit period to its tenants in property investment segment. The aged analysis of trade receivables, based on the invoice date, at the end of the reporting period is as follows:

0 – 60 days	0 – 60 日
61 – 90 days	61 – 90 日
91 – 120 days	91 – 120 日

The management closely monitors the credit quality of trade and other receivables and considers trade and other receivables that are neither past due nor impaired to be of good credit quality.

At 31 March 2018, included in the Group's trade receivable balances were debtors with aggregate carrying amount of HK\$258,000 which were past due at the reporting date for which the Group has not provided for allowance. The Group did not hold any collateral over these balances.

The following is aged analysis of trade receivables which were past due at 31 March 2018 but not impaired:

Overdue by 1 to 60 days	已過期 1 至 60 日
Overdue by 61 to 90 days	已過期 61 至 90 日

Details of impairment assessment of trade and other receivables at 31 March 2019 are set out in note 32.

No credit loss allowance has been recognised on the trade and other receivables (note 32) as the directors of the Company consider that the amount is immaterial.

20. 貿易及其他應收款項(續)

本集團並沒有給予於物業投資分類之租戶除賬期。根據發票日期，貿易應收款項於報告期末之賬齡分析如下：

2019 HK\$'000 千港元	2018 HK\$'000 千港元
1,596	1,757
19	32
8	–
1,623	1,789

管理層緊密監控貿易及其他應收款項之信貸質素及認為沒有過期及減值之貿易及其他應收款項為有良好信貸質素。

於2018年3月31日，本集團之貿易應收款項結餘中，賬面值合共258,000港元為已過期但沒有計提撥備。本集團並沒有就該等結餘持有任何抵押。

於2018年3月31日已過期但未減值之貿易應收款項之賬齡分析如下：

2018 HK\$'000 千港元
226
32
258

有關貿易及其他應收款於2019年3月31日之評估載列於附註32。

由於本公司董事認為該款項微不足道，並無就貿易及其他應收款(附註32)確認信貸虧損撥備。

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21. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

21. 按公平值計入損益之金融資產

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Listed investments, at fair value:	上市投資，按公平值：		
– Equity securities listed in Hong Kong (note (a))	– 於香港上市股本投資(附註(a))	56,338	3,436
– Perpetual bond (note (b))	– 永久債券(附註(b))	4,012	–
– Contingent convertible notes (note (c))	– 或然可換股票據(附註(c))	15,940	–
Unlisted investments, at fair value:	未上市投資，按公平值：		
– Principal protected deposits (note (d))	– 保本存款(附註(d))	25,800	35,618
– Convertible note (note (e))	– 可換股票據(附註(e))	9,891	–
– Investment fund (note (f))	– 投資基金(附註(f))	10,245	–
		122,226	39,054
Analysed as:	分析為：		
Current portion	– 流動部分	108,323	39,054
Non-current portion	– 非流動部分	13,903	–
		122,226	39,054

The directors of the Company have no intention to redeem the perpetual bond or the convertible note within twelve months from the end of the reporting period. These investments are therefore classified as non-current assets in the consolidated statement of financial position.

本公司董事並無意於報告期末十二個月內贖回永久債券或可換股票據。該等投資因此於綜合財務狀況表內分類為非流動資產。

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21. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

The Group's financial assets at FVTPL that are denominated in currency other than the functional currencies of the relevant group entities are set out below:

USD

美元

Notes:

- (a) The fair values of the listed equity securities are determined based on the quoted market closing prices available on the Stock Exchange.
- (b) The fair value of the perpetual bond as at 31 March 2019, which amounted to HK\$4,012,000, is determined based on the quoted market closing prices available on an overseas recognised stock exchange, with fixed interest at 6.375% per annum.

The perpetual bond is recognised as follows:

At 1 April 2018	於2018年4月1日	-
Additions	添置	4,028
Interest received	已收利息	(125)
Unrealised fair value gain recognised in profit or loss	未變現公平值收益於損益確認	87
Exchange realignment	匯兌調整	22

At 31 March 2019 於2019年3月31日

HK\$'000
千港元

-

4,028

(125)

87

22

4,012

- (c) The fair values of the contingent convertible bonds as at 31 March 2019, which amounted to HK\$15,940,000, are determined based on the quoted market closing prices available on an overseas recognised stock exchange, with fixed interests ranging from 6% to 6.625% per annum.

The contingent convertible bonds are recognised as follows:

At 1 April 2018	於2018年4月1日	-
Additions	添置	16,318
Interest received	已收利息	(728)
Unrealised fair value gain recognised in profit or loss	未變現公平值收益於損益確認	261
Exchange realignment	匯兌調整	89

At 31 March 2019 於2019年3月31日

HK\$'000
千港元

-

16,318

(728)

261

89

15,940

21. 按公平值計入損益之金融資產(續)

本集團按公平值計入損益之金融資產以相關集團實體功能貨幣以外的貨幣計值載列如下：

2019
HK\$'000
千港元

2018
HK\$'000
千港元

19,952

-

附註：

- (a) 上市股本證券之公平值根據聯交所所報之市場收市價釐定。
- (b) 永久債券於2019年3月31日之公平值4,012,000港元根據海外確認的證券交易所所報之市場收市價釐定，固定年利率為6.375%。

永久債券確認如下：

- (c) 或然可換股債券於2019年3月31日止公平值15,940,000港元根據海外確認的證券交易所所報之市場收市價釐定，固定年利率介乎6%至6.625%。

或然可換股債券確認如下：

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21. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Notes: (Continued)

- (d) The principal protected deposits are denominated in RMB and issued by banks in the PRC. They contain embedded derivative, the interest rate of which is determined with reference to the exchange rate of USD against HKD and ranges from 1.40% to 3.20% (2018: 1.40% to 4.05%) per annum with original maturity of three months.
- (e) On 1 February 2019, the Group subscribed for convertible note issued by a company listed on GEM of the Stock Exchange, with principal amount of HK\$10,000,000 which carries interest at 8% per annum payable monthly in arrears with maturity on 1 February 2021 at redemption amount of 100% of the principal amount. The convertible note can be converted at any time from the date of issue to the maturity date with conversion price of HK\$0.9 per conversion share. In addition, each of the Group and the issuer has the option to early redeem the convertible note at any time from the date of issue to the maturity date at 100% of the principal amount outstanding under the convertible note together with all accrued interest.

On 19 March 2019, the issuer and the Group entered into a deed of amendment to revise the terms of the convertible note. According to the deed of amendment, the option for each of the Group and the issuer to early redeem the convertible note at any time was cancelled from the date of signing of the deed of amendment.

The fair value of the convertible note at 31 March 2019, which amounted to HK\$9,891,000, is determined based on the valuation provided by APAC Appraisal and Consulting Limited, an independent firm of professional qualified valuers not connected with the Group.

The convertible note is recognised as follows:

At 1 April 2018	於2018年4月1日	
Addition	添置	10,000
Interest received	已收利息	(76)
Unrealised fair value loss recognised in profit or loss	未變現公平值收益於損益確認	(33)
At 31 March 2019	於2019年3月31日	9,891

21. 按公平值計入損益之金融資產(續)

附註：(續)

- (d) 保本存款以人民幣列值並由於中國的銀行發行。其包含內含衍生項目，息率之釐定乃參考美元兌港元之兌換率及年利率介乎1.40%至3.20%(2018年：1.40%至4.05%)及三個月到期。
- (e) 於2019年2月1日，本集團認購由聯交所創業板上市的一家公司之可換股票據，本金額為10,000,000港元，年利率為8%，於每月月末支付及於2021年2月1日到期時贖回100%之本金額。可換股票據自發行日起至到期日止之任何時間以每股0.9港元之兌換價兌換。此外，本集團及發行人均可自發行日起至到期日止之任何時間有選擇權提早贖回可換股票據尚餘之100%本金額及所有計提利息。

於2019年3月19日，發行人及本集團簽訂修訂契約以更改可換股票據之條款。根據修訂契約，本集團及發行人於任何時間可提早贖回可換股票據之權利自簽訂修訂契約日取消。

可換股票據於2019年3月31日之公平值9,891,000港元乃根據由一間與本集團無關聯的獨立專業合資格估值師行亞太估值及顧問有限公司提供。

可換股票據確認如下：

HKS'000
千港元

At 1 April 2018	於2018年4月1日	-
Addition	添置	10,000
Interest received	已收利息	(76)
Unrealised fair value loss recognised in profit or loss	未變現公平值收益於損益確認	(33)
At 31 March 2019	於2019年3月31日	9,891

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21. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Notes: (Continued)

(e) (Continued)

The methods and assumptions applied for the valuation of the convertible note are as follows:

Valuation of convertible note

The convertible note is measured at fair value using the Binomial Option Pricing Model, at initial recognition and at the end of each subsequent reporting period. The inputs into the model as at date of subscription and the end of the reporting period are as follows:

Stock price	證券價格
Conversion price	換股價
Volatility	波動率
Dividend yield	股息率
Time to maturity	到期時間
Risk-free rate	無風險率

(f) The investment fund is denominated in RMB and issued by an unlisted entity in the PRC. The fair value of the investment fund as at 31 March 2019, which amounted to HK\$10,245,000, is measured at fair value using the discounted cash flow method. The expected interest rate is 9.5% per annum with maturity of one year.

The investment fund is recognised as follows:

At 1 April 2018	於2018年4月1日
Additions	添置
Interest received	已收利息
Unrealised fair value gain recognised in profit or loss	未變現公平值收益於損益確認
Exchange realignment	匯兌調整
At 31 March 2019	於2019年3月31日

21. 按公平值計入損益之金融資產(續)

附註：(續)

(e) (續)

用作估值可換股票據之方法及假設如下：

可換股票據估值

可換股票據於首次確認及於各其後報告期末使用二項式期權定價模型計量。於認購日期及報告期末，該模型之輸入數據如下：

At 31 March 2019 於2019年 3月31日	Date of subscription 1 February 2019 2019年2月1日 認購日期
HK\$0.59	HK\$0.86
HK\$0.90	HK0.90
70.13%	65.79%
0%	0%
1.84 years	2 years
1.38%	1.48%

(f) 投資基金以人民幣列值並由於中國未上市實體發行。投資基金於2019年3月31日之公平值10,245,000港元用貼現現金流量法按公平值計量。預期年利率為9.5%，一年到期。

投資基金確認如下：

	HK\$'000 千港元
At 1 April 2018	–
Additions	10,391
Interest received	(257)
Unrealised fair value gain recognised in profit or loss	61
Exchange realignment	50
At 31 March 2019	10,245

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22. BANK DEPOSITS WITH ORIGINAL MATURITY OF MORE THAN THREE MONTHS/BANK BALANCES AND CASH

Bank deposits with original maturity of more than three months

At 31 March 2019, the Group placed time deposits amounting to Singapore dollars (“SGD”) 2,200,000 (equivalent to HK\$12,763,300) with a financial institution in Singapore with original maturity of more than three months. They carry interest at a fixed rate of 1.7% per annum.

Bank balances and cash

The bank balances and cash held by the Group comprise short-term bank deposits with an original maturity of three months or less, at prevailing market interest rates ranging from 0.001% to 1.85% (2018: 0.001% to 1.28%) per annum.

23. TRADE AND OTHER PAYABLES

Trade payables (note (a)):	貿易應付款項(附註(a)):
0 – 60 days	0 – 60 日
Over 90 days	超過 90 日
Retention payable (note (b))	應付保修金(附註(b))
Rental deposits received and rental received in advance	已收租金按金及預收租金
Guarantee money received (note (c))	已收保證金額(附註(c))
Accruals	預提費用
Other taxes payable	其他應付稅項
Other payables	其他應付款項

Notes:

- (a) The aged analysis of trade payables is determined based on the invoice date, at the end of the reporting period. The average credit period on purchases of goods is 30 days.
- (b) Retention payable is withheld from subcontractors and will be released by the Group within twelve months upon completion of their works.
- (c) The amount represents money received from a borrower of the loan financing business as security for loan granted.

22. 超過三個月到期之銀行存款／銀行結餘及現金

超過三個月到期之銀行存款

於2019年3月31日，本集團與一間於新加坡的金融機構做2,200,000新加坡元(「新加坡元」)(相等於約12,763,300港元)之超過三個月到期之定期存款。其固定年息率為1.7%。

銀行結餘及現金

本集團持有之銀行結餘及現金包括按現行市場利率介乎0.001%至1.85%(2018年：0.001%至1.28%)之三個月或之前到期之短期銀行存款。

23. 貿易及其他應付款項

2019	2018
HK\$'000	HK\$'000
千港元	千港元
2,021	3,770
420	–
2,441	3,770
6,968	16,075
29,792	15,508
10,000	10,000
65,008	37,721
5,028	4,846
1,561	1,798
120,798	89,718

附註：

- (a) 貿易應付款項於報告期末之賬齡分析乃根據發票日期釐定。購貨之平均除賬期為30日。
- (b) 應付保修金未付予承建商及本集團將於工程完結時十二個月內支付。
- (c) 金額代表來自貸款融資業務之一位借款人就授出貸款作為抵押之已收金額。

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24. CONVERTIBLE NOTES CONTAINING LIABILITY AND EQUITY COMPONENTS

- (a) On 27 March 2014, the Company issued 2% convertible note due 2019 at an aggregate principal amount of HK\$100,000,000 to Easyknit International (the “2014 Convertible Note”).

The 2014 Convertible Note is denominated in HKD and entitles the holder to convert it into ordinary shares of the Company at any time between the date of issue of the 2014 Convertible Note on 27 March 2014 and its settlement date on 27 March 2019 at a conversion price of HK\$0.68 per conversion share (subject to anti-dilutive adjustments). On 3 April 2014 and 29 August 2014, the conversion rights attaching to the 2014 Convertible Note were partially exercised for HK\$20,000,000 and HK\$60,000,000, respectively, and a total of 122,869,707 conversion shares were issued upon conversion. Pursuant to the adjustment provisions in the terms and conditions of the 2014 Convertible Note, adjustments have since been made to the conversion price of the 2014 Convertible Note in a number of instances. The last adjusted conversion price is HK\$22.72 per conversion share with effect from 9 October 2015.

Conversion shares will be allotted and issued upon exercise of the conversion rights. If the 2014 Convertible Note is not converted during the conversion period up to the maturity date, it will be redeemed on the maturity date at par with outstanding accrued interest. Interest of 2% per annum will be paid semi-annually in arrears up until the settlement date.

The 2014 Convertible Note contains two components, liability and equity elements. The equity component is presented in equity heading “convertible note equity reserve”. The effective interest rate of the liability component of the 2014 Convertible Note is 16.98% per annum at the date of initial recognition.

On 27 March 2019, the 2014 Convertible Note matured which was redeemed by the Group at the principal amount of HK\$20,000,000 with outstanding accrued interest.

24. 可換股票據包含負債及權益成分

- (a) 於2014年3月27日，本公司以本金總額100,000,000港元發行於2019年到期之2%可換股票據予永義國際（「2014年可換股票據」）。

2014年可換股票據以港元列值及持有人享有以每股兌換股份0.68港元之兌換價（需按反稀釋調整改變），於2014年3月27日之2014年可換股票據發行日及其於2019年3月27日之結算日期間之任何時間，兌換票據為本公司之普通股股份。於2014年4月3日及2014年8月29日，分別為20,000,000港元及60,000,000港元附帶於2014年可換股票據之換股權已獲部分行使，於兌換時發行總數122,869,707股兌換股份。根據2014年可換股票據之規則與條例內之調整條款，2014年可換股票據之兌換價已就若干情況予以調整。最後經調整之兌換價為每股兌換股份22.72港元於2015年10月9日生效。

於行使兌換權時將會配發及發行兌換股份。倘2014年可換股票據於兌換期間直至到期日並沒有兌換，則將於到期日以票面值連同尚未支付之已計提利息贖回。年息率2%之利息則每半年期末支付利息，直至結算日為止。

2014年可換股票據包含兩個成分，負債及權益成分。權益成分列於「可換股票據權益儲備」之權益。2014年可換股票據負債成分於初始確認日期時之實際利率為年息率為16.98%。

於2019年3月27日，已到期的2014年可換股票據已被集團以本金20,000,000港元及仍未償還利息贖回。

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24. CONVERTIBLE NOTES CONTAINING LIABILITY AND EQUITY COMPONENTS (Continued)

- (b) On 12 June 2015, the Company issued 2% convertible note due 2018 at an aggregate principal amount of HK\$86,000,000 to Madian Star Limited (“Madian”), an independent third party (the “2015 Convertible Note”).

The 2015 Convertible Note is denominated in HKD and entitles the holder to convert it into ordinary shares of the Company at any time between the date of issue of the 2015 Convertible Note on 12 June 2015 and its settlement date on 12 June 2017 at a conversion price of HK\$0.85 per conversion share (subject to anti-dilutive adjustments). The holder may redeem the 2015 Convertible Note, at any time three months after the grant date, at 100% of the principal amount outstanding together with all interest accrued thereon up to and including the date of redemption. The Company may redeem the 2015 Convertible Note at its own discretion on any business day prior to the maturity date at 100% of the principal amount outstanding together with all interest accrued thereon up to and including the date of redemption. Pursuant to the adjustment provisions in the terms and conditions of the 2015 Convertible Note, adjustments have been made to the conversion price of the 2015 Convertible Note from HK\$0.85 per share to HK\$1.81 per share with effect from 9 October 2015 as a result of a capital reorganisation and the completion of the issue of rights share, and further to HK\$0.33 per share with effect from 7 January 2016 as a result of the entering into a deed of amendment to revise the conversion price which was approved by the shareholders at a special general meeting of the Company held on 7 January 2016.

On 1 March 2017, the Company entered into the second deed of amendment with Madian to further revise the terms of the 2015 Convertible Note. According to the second deed of amendment, (i) the exercise period of the 2015 Convertible Note is revised from 2 years to 7 years (i.e. the settlement date is extended to 12 June 2022); (ii) the conversion price is revised from HK\$0.33 per conversion share to HK\$0.16 per conversion share; and (iii) the annual interest rate is revised from 2% to 3% and the interest will be payable semi-annually in arrears instead of in one lump sum on the settlement date. The second deed of amendment was approved by the shareholders at a special general meeting of the Company held on 26 April 2017. The modification of the terms was determined to be substantial and hence resulted in the extinguishment of the original liability component of the 2015 Convertible Note and the recognition of new liability and equity components (the “New 2015 Convertible Note”), resulting in a net loss on modification of terms of convertible note amounting to HK\$1,023,000 being recognised in profit or loss.

24. 可換股票據包含負債及權益成分 (續)

- (b) 於2015年6月12日，本公司以本金總額86,000,000港元發行於2017年到期之2%可換股票據予Madian Star Limited(「Madian」)，一名獨立第三方(「2015年可換股票據」)。

2015年可換股票據以港元列值及持有人享有以每股兌換股份0.85港元之兌換價(需按反稀釋調整改變)，於2015年6月12日之2015年可換股票據發行日及其於2017年6月12日之結算日期間之任何時間，兌換票據為本公司之普通股股份。持有人可在授予日期後三個月之任何時間，以100%未償還本金金額連同直至及包括贖回日期之所有應付未付利息予以贖回2015年可換股票據。本公司亦可按其意願在到期日前任何營業日期內，以100%未償還本金金額連同直至及包括贖回日期之所有應付未付利息予以贖回2015年可換股票據。根據2015年可換股票據之規則與條例內之調整條款，股本重組及完成供股導致2015年可換股票據之兌換價由2015年10月9日起由每股0.85港元調整至每股1.81港元，於2016年1月7日本公司舉行之股東特別大會上獲股東批准簽訂更改兌換價之契約導致兌換價由2016年1月7日起進一步調整至每股0.33港元。

於2017年3月1日，本公司及Madian訂立第二份修訂契據以進一步修訂2015年可換股票據條款。根據第二份修訂契據，(i) 2015年可換股票據行使期由2年改為7年(即結算日延長至2022年6月22日)；(ii) 兌換價將由每股兌換股份0.33港元修訂為每股兌換股份0.16港元；及(iii) 利息年利率由2厘修訂為3厘及將按每半年期末支付一次而不是在結算日一次過支付。第二份修訂契據已於2017年4月26日召開之本公司股東特別大會上獲股東批准。該等條款之修訂已確定為重大並因此導致2015年可換股票據之原來負債部份失效及確認新負債及權益部份(「新2015可換股票據」)，更改可換股票據條款導致淨虧損金額1,023,000港元於損益確認。

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24. CONVERTIBLE NOTES CONTAINING LIABILITY AND EQUITY COMPONENTS (Continued)

(b) (Continued)

On 31 March 2019, the New 2015 Convertible Note with principal amount of HK\$86,000,000 remained outstanding. Assuming full conversion of the New 2015 Convertible Note at a revised conversion price of HK\$0.16 at 31 March 2019, the New 2015 Convertible Note will be convertible into 537,500,000 new ordinary shares of HK\$0.01 each in the share capital of the Company.

Conversion shares will be allotted and issued upon exercise of the conversion rights. If the New 2015 Convertible Note is not converted during the revised conversion period up to the revised maturity date, it will be redeemed on the revised maturity date at par with outstanding accrued interest. Interest of 3% per annum as revised under the second deed of amendment will be paid semi-annually in arrears up until the revised settlement date.

Each of the 2015 Convertible Note and New 2015 Convertible Note contains liability component, equity component, and holder and issuer early redemption options. As the early redemption options are closely related to the host contract, they are not treated as separate derivatives. The equity component is presented in equity heading "convertible note equity reserve". The effective interest rate of the liability component of the New 2015 Convertible Note is 23.66% per annum at the date of initial recognition.

24. 可換股票據包含負債及權益成分 (續)

(b) (續)

於2019年3月31日，新2015年可換股票據仍未償還本金額為86,000,000港元。假設以每股0.16港元之經修訂兌換價，於2019年3月31日全面兌換新2015年可換股票據，新2015年可換股票據可兌換為本公司每股票面值0.01港元之537,500,000股新普通股股份。

於行使兌換權時將會配發及發行兌換股份。倘新2015年可換股票據於兌換期間直至經修訂到期日並沒有兌換，則將於到期日以票面值連同尚未支付之已計提利息贖回。根據第二份修訂契約經修訂年息率3%之利息將在每半年期末支付一次直至經修訂結算日為止。

2015年可換股票據及新2015年可換股票據包含負債成分、權益成分、與持有人及發行人提早贖回權。由於提早贖回權跟主體合約緊密關連，故不作獨立衍生工具處理。權益成分列於「可換股票據權益儲備」之權益。新2015年可換股票據之負債成分於初始確認日期之實際利率為年息率為23.66%。

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24. CONVERTIBLE NOTES CONTAINING LIABILITY AND EQUITY COMPONENTS (Continued)

- (c) On 11 May 2017, the Company issued 3% convertible note due 2022 at an aggregate principal amount of HK\$16,000,000 to Easyknit International (the "First 2017 Convertible Note").

The First 2017 Convertible Note is denominated in HKD and entitles the holder to convert it into ordinary shares of the Company at any time between the date of issue of the First 2017 Convertible Note on 11 May 2017 and its settlement date on 11 May 2022 at a conversion price of HK\$0.16 per conversion share (subject to anti-dilutive adjustments). The holder may redeem the First 2017 Convertible Note, at any time three months after the grant date, at 100% of the principal amount outstanding together with all interest accrued thereon up to and including the date of redemption. The Company may redeem the First 2017 Convertible Note on any business day prior to the maturity date at 100% of the principal amount outstanding together with all interest accrued thereon up to and including the date of redemption. On 31 March 2019, the First 2017 Convertible Note with principal amount of HK\$16,000,000 remained outstanding. Assuming full conversion of the First 2017 Convertible Note at a conversion price of HK\$0.16 at 31 March 2019, the First 2017 Convertible Note will be convertible into 100,000,000 new ordinary shares of HK\$0.01 each in the share capital of the Company.

Conversion shares will be allotted and issued upon exercise of the conversion rights. If the First 2017 Convertible Note is not converted during the conversion period up to the maturity date, it will be redeemed on the maturity date at par with outstanding accrued interest. Interest of 3% per annum will be paid semi-annually in arrears up until the settlement date.

The First 2017 Convertible Note contains liability component, equity component, and holder and issuer early redemption options. As the early redemption options are closely related to the host contract, they are not treated as separate derivatives. The equity component is presented in equity heading "convertible note equity reserve". The effective interest rate of the liability component of the First 2017 Convertible Note is 24.57% per annum at the date of initial recognition.

24. 可換股票據包含負債及權益成分 (續)

- (c) 於2017年5月11日，本公司以本金總額16,000,000港元發行於2022年到期之3%可換股票據予永義國際（「第一份2017年可換股票據」）。

第一份2017年可換股票據以港元列值及持有人享有以每股兌換股份0.16港元之兌換價（需按反稀釋調整改變），於2017年5月11日之第一份2017年可換股票據發行日及其於2022年5月11日之結算日期間之任何時間，兌換票據為本公司之普通股股份。持有人可在授予日期後三個月之任何時間，以100%未償還本金金額連同所有直至及包括贖回日期之應付未付利息予以贖回第一份2017年可換股票據。本公司可在到期日前任何營業日期內，以100%未償還本金金額連同所有直至及包括贖回日期之應付未付利息予以贖回第一份2017年可換股票據。於2019年3月31日，第一份2017年可換股票據仍未償還本金金額為16,000,000港元。假設以每股0.16港元之兌換價，於2019年3月31日全面兌換第一份2017年可換股票據，第一份2017年可換股票據可兌換為本公司之股本內每股票面值0.01港元之100,000,000股新普通股股份。

於行使兌換權時將會配發及發行兌換股份。倘第一份2017年可換股票據於兌換期間直至到期日並沒有兌換，則將於到期日以票面值連同尚未支付之已計提利息贖回。年息率3%之利息則每半年期未支付利息，直至結算日為止。

第一份2017年可換股票據包含負債成分、權益成分與持有人及發行人提早贖回權。由於提早贖回權跟主體合約緊密關連，故不作獨立衍生工具處理。權益成分列於「可換股票據權益儲備」之權益。第一份2017年可換股票據之負債成分於初始確認時之實際利率為年息率為24.57%。

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24. CONVERTIBLE NOTES CONTAINING LIABILITY AND EQUITY COMPONENTS (Continued)

- (d) On 26 September 2017, the Company issued 3% convertible note due 2020 at an aggregate principal amount of HK\$28,200,000 to Easyknit International (the "Second 2017 Convertible Note").

The Second 2017 Convertible Note is denominated in HKD and entitles the holder to convert it into ordinary shares of the Company at any time between the date of issue of the Second 2017 Convertible Note on 26 September 2017 and its settlement date on 26 September 2020 at a conversion price of HK\$0.06 per conversion share (subject to anti-dilutive adjustments). The holder may redeem the Second 2017 Convertible Note, at any time three months after the grant date, at 100% of the principal amount outstanding together with all interest accrued thereon up to and including the date of redemption. The Company may redeem the Second 2017 Convertible Note on any business day prior to the maturity date at 100% of the principal amount outstanding together with all interest accrued thereon up to and including the date of redemption. On 18 October 2017, the conversion rights attached to the Second 2017 Convertible Note were partially exercised for HK\$16,920,000, and a total of 282,000,000 conversion shares were issued upon conversion. On 31 March 2019, the Second 2017 Convertible Note with principal amount of HK\$11,280,000 remained outstanding. Assuming full conversion of the Second 2017 Convertible Note at a conversion price of HK\$0.06 at 31 March 2019, the Second 2017 Convertible Note will be convertible into 188,000,000 new ordinary shares of HK\$0.01 each in the share capital of the Company.

Conversion shares will be allotted and issued upon exercise of the conversion rights. If the Second 2017 Convertible Note is not converted during the conversion period up to the maturity date, it will be redeemed on the maturity date at par with outstanding accrued interest. Interest of 3% per annum will be paid semi-annually in arrears up until the settlement date.

The Second 2017 Convertible Note contains liability component, equity component, and holder and issuer early redemption options. As the early redemption options are closely related to the host contract, they are not treated as separate derivatives. The equity component is presented in equity heading "convertible note equity reserve". The effective interest rate of the liability component of the Second 2017 Convertible Note is 44.06% per annum at the date of initial recognition.

24. 可換股票據包含負債及權益成分 (續)

- (d) 於2017年9月26日，本公司以本金總額28,200,000港元發行於2020年到期之3%可換股票據予永義國際（「第二份2017年可換股票據」）。

第二份2017年可換股票據以港元列值及持有人享有以每股兌換股份0.06港元之兌換價（需按反稀釋調整改變），於2017年9月26日之第二份2017年可換股票據發行日及其於2020年9月26日之結算日期間之任何時間，兌換票據為本公司之普通股股份。持有人可在授予日期後三個月之任何時間，以100%未償還本金金額連同所有直至及包括贖回日期之應付未付利息予以贖回第二份2017年可換股票據。本公司可在到期日前任何營業日期內，以100%未償還本金金額連同所有直至及包括贖回日期之應付未付利息予以贖回第二份2017年可換股票據。於2017年10月18日，第二份2017年可換股票據之兌換權部份行使16,920,000港元，並於兌換時發行合共282,000,000股兌換股份。於2019年3月31日，第二份2017年可換股票據仍未償還本金額為11,280,000港元。假設以每股0.06港元之兌換價，於2019年3月31日全面兌換第二份2017年可換股票據，第二份2017年可換股票據可兌換為本公司之股本內每股票面值0.01港元之188,000,000股新普通股股份。

於行使兌換權時將會配發及發行兌換股份。倘第二份2017年可換股票據於兌換期間直至到期日並沒有兌換，則將於到期日以票面值連同尚未支付之已計提利息贖回。年息率3%之利息則每半年期未支付利息，直至結算日為止。

第二份2017年可換股票據包含負債成分、權益成分與持有人及發行人提早贖回權。由於提早贖回權跟主體合約緊密關連，故不作獨立衍生工具處理。權益成分列於「可換股票據權益儲備」之權益。第二份2017年可換股票據之負債成分於初始確認時之實際利率為年息率為44.06%。

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24. CONVERTIBLE NOTES CONTAINING LIABILITY AND EQUITY COMPONENTS (Continued)

The movement of the liability component of the above convertible notes is set out below:

24. 可換股票據包含負債及權益成分 (續)

上述可換股票據負債成分之變動載列如下：

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
At the beginning of the year	於年初	69,656	95,801
Issue of the First 2017 Convertible Note	發行第一份2017年可換股票據	-	6,365
Issue of the Second 2017 Convertible Note	發行第二份2017年可換股票據	-	9,624
Derecognition of original liability component upon modification of terms of the 2015 Convertible Note	於更改2015年可換股票據條款時取消確認原本之負債成份	-	(84,977)
Recognition of new liability component upon modification of terms of the 2015 Convertible Note	於更改2015年可換股票據條款時確認新的負債成份	-	35,008
Redemption upon maturity	於到期日贖回	(20,000)	-
Conversion	兌換	-	(5,775)
Accretion of interest	利息之自然增值	17,123	17,128
Interest paid	已付利息	(3,793)	(3,518)
At the end of the year, shown under current liabilities	於年末·顯示於流動負債	62,986	69,656

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25. SECURED BANK BORROWINGS

Carrying amount repayable as follows (based on the scheduled repayment dates set out in the loan agreements):	應償還款項之賬面值如下 (根據貸款協議內所列之償還日期):
- within one year	— 一年內
- within a period of more than one year but not exceeding two years	— 多於一年但不超過兩年期間內
- within a period of more than two years but not exceeding five years	— 多於兩年但不超過五年期間內
- within a period of more than five years	— 超過五年期間內
Less: Amount due within one year shown under current liabilities	減：於流動負債項下之一年內到期金額
Amount due after one year shown under non-current liabilities	於非流動負債項下之一年後到期之金額

At 31 March 2019, the Group's secured bank borrowings carry interest ranging from Hong Kong Interbank Offered Rate ("HIBOR") plus 1.5% to 1.8% or London Interbank Offered Rate plus 0.8% (2018: HIBOR plus 1.5% to 2.35%) per annum, with effective interest ranging from 3.03% to 3.33% (2018: 2.03% to 2.95%) per annum. The loans are secured by investment properties of the Group with an aggregate carrying amount of HK\$776,431,000 (2018: HK\$986,740,000) and properties held for development for sale of the Group with carrying amount of HK\$1,730,263,000 (2018: HK\$1,634,964,000). The proceeds were mainly used to finance acquisition of investment properties and development of properties.

25. 有抵押銀行借貸

2019 HK\$'000 千港元	2018 HK\$'000 千港元
354,620	420,410
36,208	593,494
627,957	17,408
56,444	61,348
1,075,229	1,092,660
(354,620)	(420,410)
720,609	672,250

於2019年3月31日，本集團之有抵押銀行借貸息率介乎香港銀行同業拆息（「香港銀行同業拆息」）加1.5%至1.8%或倫敦銀行同業拆息加0.8%（2018年：香港銀行同業拆息加1.5%至2.35%），其實際年利率介乎3.03%至3.33%（2018年：2.03%至2.95%）。貸款以本集團之投資物業賬面值合共約776,431,000港元（2018年：986,740,000港元）及本集團持作出售發展物業賬面值1,730,263,000港元（2018年：1,634,964,000港元）作為抵押。款項主要用作收購投資物業及物業發展之融資。

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25. SECURED BANK BORROWINGS (Continued)

The Group's secured bank borrowings that are denominated in currency other than the functional currencies of the relevant group entities are set out below:

USD 美元

25. 有抵押銀行借貸(續)

本集團以有關集團實體功能貨幣以外之貨幣列值之有抵押借貸載列如下：

2019 HK\$'000 千港元	2018 HK\$'000 千港元
36,227	-

26. DEFERRED TAXATION

The followings are the major deferred tax liabilities recognised and movements thereon during the current and prior years:

26. 遞延稅項

於年內及過往年度已確認為主要之遞延稅項負債以及其變動如下：

		Revaluation of properties 物業重估 HK\$'000 千港元	Convertible notes issued 可換股票據 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 April 2017	於2017年4月1日	(19,995)	(1,859)	(21,854)
Recognition upon issue of convertible notes	發行可換股票據時確認	-	(4,619)	(4,619)
Released upon modification of terms of convertible note	更改可換股票據條款時解除	-	465	465
Recognition upon modification of terms of convertible note	更改可換股票據條款時確認	-	(8,414)	(8,414)
Release upon conversion of convertible note	兌換可換股票據時解除	-	1,838	1,838
(Charge) credit to profit or loss for the year	於本年度損益中(扣除)計入	(2,491)	1,949	(542)
Currency realignment	匯兌調整	(1,939)	-	(1,939)
At 31 March 2018	於2018年3月31日	(24,425)	(10,640)	(35,065)
Release upon redemption of convertible note	贖回可換股票據時解除	-	177	177
(Charge) credit to profit or loss for the year	於本年度損益中(扣除)計入	(1,570)	2,199	629
Currency realignment	匯兌調整	1,602	-	1,602
At 31 March 2019	於2019年3月31日	(24,393)	(8,264)	(32,657)

At 31 March 2019, the Group has unused tax losses of HK\$166,900,000 (2018: HK\$155,710,000) available for offset against future profits. The Hong Kong tax losses of HK\$166,900,000 (2018: HK\$153,760,000) can be carried forward indefinitely. The remaining tax losses of HK\$1,950,000 at 31 March 2018 shall expire from 2019 to 2022 (2019: nil). No deferred tax asset has been recognised in respect of the unrecognised tax losses due to the unpredictability of future profit streams.

於2019年3月31日，本集團有未動用稅項虧損166,900,000港元(2018年：155,710,000港元)以用作抵銷未來溢利。香港稅項虧損166,900,000港元(2018年：153,760,000港元)可無限期結轉。其餘的於2018年3月31日的稅項虧損1,950,000港元將於2019年至2022年(2019年：無)到期。由於未能預計未來溢利收入，就未確認稅項虧損沒有確認其遞延稅項資產。

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27. SHARE CAPITAL

	Notes	Nominal value per share	Number of shares	Amount
	附註	每股面值	股份數目	總額
		HK\$		HK\$'000
		港元		千港元
Authorised:	法定：			
At 1 April 2017, 31 March 2018 and 31 March 2019	於2017年4月1日、2018年3月31日及2019年3月31日	0.01	20,000,000,000	200,000
Issued and fully paid:	已發行及繳足：			
At 1 April 2017	於2017年4月1日	0.01	1,911,832,059	19,118
Issue of new shares	新股份發行 (a)	0.01	325,000,000	3,250
Conversion of convertible note	兌換可換股票據 (b)	0.01	282,000,000	2,820
Issue of new shares	新股份發行 (c)	0.01	447,000,000	4,470
At 31 March 2018 and 31 March 2019	於2018年3月31日及2019年3月31日	0.01	2,965,832,059	29,658

Notes:

- (a) On 19 July 2017, the Company allotted 325,000,000 ordinary shares of HK\$0.01 each by placing to not less than six places at a placing price of HK\$0.08 per share. The Company raised HK\$25,740,000 (net of expenses) with the intention at the time of placing to be used to satisfy part of the consideration for the acquisition of a unit in a non-industrial building for redevelopment. The new placing shares were issued pursuant to the refreshed general mandate granted to the directors by a resolution of the independent shareholders of the Company passed at the special general meeting held on 26 April 2017.
- (b) On 18 October 2017, the Second 2017 Convertible Note with a principal amount of HK\$16,920,000 were converted into shares of HK\$0.01 each in the Company at the conversion price of HK\$0.06 per share. Accordingly, a total of 282,000,000 ordinary shares of HK\$0.01 each were allotted and issued by conversion of the convertible note.
- (c) On 21 February 2018, the Company allotted 447,000,000 ordinary shares of HK\$0.01 each by placing to not less than six places at a placing price of HK\$0.055 per share. The Company raised HK\$24,340,000 (net of expenses) with the intention at the time of placing to be used to purchase units in an industrial building for redevelopment. The new placing shares were issued pursuant to the general mandate granted to the directors by a resolution of the shareholders of the Company passed at the annual general meeting held on 24 July 2017.

All shares issued during the year ended 31 March 2018 rank pari passu with the then existing shares in issue in all respects.

27. 股本

	Notes	Nominal value per share	Number of shares	Amount
	附註	每股面值	股份數目	總額
		HK\$		HK\$'000
		港元		千港元
Authorised:	法定：			
At 1 April 2017, 31 March 2018 and 31 March 2019	於2017年4月1日、2018年3月31日及2019年3月31日	0.01	20,000,000,000	200,000
Issued and fully paid:	已發行及繳足：			
At 1 April 2017	於2017年4月1日	0.01	1,911,832,059	19,118
Issue of new shares	新股份發行 (a)	0.01	325,000,000	3,250
Conversion of convertible note	兌換可換股票據 (b)	0.01	282,000,000	2,820
Issue of new shares	新股份發行 (c)	0.01	447,000,000	4,470
At 31 March 2018 and 31 March 2019	於2018年3月31日及2019年3月31日	0.01	2,965,832,059	29,658

附註：

- (a) 於2017年7月19日，本公司以每股配售價0.08港元配售325,000,000股每股0.01港元之普通股股份予不少於六名承配人。本公司籌得25,740,000港元(扣除開支後)，當時打算用作滿足收購一個非工業樓宇單位作重建用途之部份代價。新配售股份乃按2017年4月26日特別股東大會上通過之獨立股東決議給予董事之更新一般授權發行。
- (b) 於2017年10月18日，本金金額16,920,000港元之第二份2017年可換股票據以每股0.06港元之兌換價兌換為本公司每股0.01港元之股份。因此，透過兌換可換股票據合共配售及發行282,000,000股每股0.01港元之普通股股份。
- (c) 於2018年2月21日，本公司以每股配售價0.055港元配售447,000,000股每股0.01港元之普通股股份予不少於六名承配人。本公司籌得24,340,000港元(扣除開支後)，當時打算用作收購豐華物業單位作重建。新配售股份乃按2017年7月24日股東週年大會上通過之股東決議給予董事之一般授權發行。

所有於截至2018年3月31日止年度發行之股份於各方面與當時已發行股份享有同等權利。

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28. SHARE-BASED PAYMENT TRANSACTIONS

On 29 June 2012, a share option scheme (the “2012 Share Option Scheme”) was approved by the shareholders of the Company. Under the terms of the 2012 Share Option Scheme, the board of directors of the Company may, at its absolute discretion, offer options to any full-time employee, director or consultant of any member of the Group (including associated companies) to subscribe for shares in the Company subject to the terms and conditions stipulated therein. The 2012 Share Option Scheme is valid during the period of ten years commencing 29 June 2012, unless otherwise cancelled or amended.

The purposes of the 2012 Share Option Scheme are to encourage eligible participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole.

The maximum number of shares which may be issued under the 2012 Share Option Scheme must not (when aggregate with any shares to be issued under any other share option schemes of the Company) exceed 10% of the shares in issue at the date of adoption of the 2012 Share Option Scheme.

The maximum number of shares issuable upon the exercise of the share options granted to each eligible participant of the 2012 Share Option Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue. Any further grant of share options in excess of this limit is subject to shareholders’ approval in a general meeting of the Company with such grantee and his associate(s) abstaining from voting.

The exercise period of the share options under 2012 Share Option Scheme is determined by the board of directors of the Company and shall end on a date which is not later than ten years from the date of grant of the options. At the time of grant of the share options, the Company must (a) specify the minimum period(s), if any, for which a share option must be held before it can be exercised in whole or in part, and (b) specify the minimum performance target(s), if any, which must be achieved before the share options can be exercised in whole or in part. The amount payable on acceptance of an offer for grant of share options is HK\$1.

The exercise price in respect of any particular option of the 2012 Share Option Scheme may be determined by the board of directors of the Company in its absolute discretion and notified to each offeree but may not be less than the highest of (i) the closing price of the Company’s shares on the Stock Exchange as stated in the Stock Exchange’s daily quotations sheets on the date of offer, which must be a business day; (ii) the average closing price of the Company’s shares on the Stock Exchange as stated in the Stock Exchange’s daily quotations sheets for the five business days immediately preceding the date of offer; and (iii) the nominal value of the Company’s shares on the date of offer.

28. 以股份為基礎支付之交易

於2012年6月29日，本公司股東批准一項購股權計劃（「2012購股權計劃」）。根據2012購股權計劃之條款，本公司董事會可，按其絕對酌情權，根據該計劃所規定之條款及條件向本集團任何成員公司（包括聯營公司）之任何全職僱員、董事或顧問授出可認購本公司股份之購股權。2012購股權計劃除非以其他方式註銷或修訂，否則由2012年6月29日起計10年期間內一直生效。

2012購股權計劃旨在鼓勵予合資格參與者致力提高本公司及其股份之價值以符合本公司及其股東之整體利益。

根據2012購股權計劃可能發行之最高股份數目不得（與根據本公司之任何其他購股權計劃將予發行之任何股份合併計算）超過於採納2012購股權計劃當日之已發行股份之10%。

於任何12個月期間內，當2012購股權計劃之各合資格參與者行使其所獲授予之購股權時，將予發行之最高股份數目，以本公司已發行股份之1%為限。任何進一步授出超過此限額之購股權，須待股東於本公司股東大會上批准方可作實，而該承授人及其聯繫人須放棄投票。

根據2012購股權計劃之購股權行使期由本公司董事會決定，但須不遲於授出購股權當日起計十年之日結束。於授出購股權時，本公司必須(a)定明購股權全部或部分行使之前持有之最短期限（如有），及(b)定明購股權全部或部分行使之前必須完成之最低表現指標（如有）。就接納授出購股權之要約應付1港元。

本公司董事會可按其絕對酌情權，釐定2012購股權計劃之任何特定購股權之行使價，並知會各受要約人，惟有關行使價不得少於(i)於要約日期（必須為營業日）於聯交所之每日報價表所列本公司股份於聯交所之收市價；(ii)緊接要約日期前五個營業日，於聯交所之每日報價表所列本公司股份於聯交所之平均收市價；及(iii)本公司股份於要約日期之面值（以最高者為準）。

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For the year ended 31 March 2019 截至2019年3月31日止年度

28. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Details of share options granted under the 2012 Share Option Scheme are as follows:

Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Exercise price per share 每股行使價 HK\$ 港元
14.10.2016	Nil 無	14.10.2016-13.10.2019	0.176

The following table discloses movements of the Company's share options held by employees and directors pursuant to the 2012 Share Option Scheme during the current and prior years:

Date of grant 授出日期	Exercise price 行使價 HK\$ 港元	Number of share options 購股權數目				
		Outstanding at 1.4.2017 於1.4.2017 尚餘	Lapsed during the year 於年內失效	Outstanding at 31.3.2018 於31.3.2018 尚餘	Lapsed during the year 於年內失效	Outstanding at 31.3.2019 於31.3.2019 尚餘
<i>Directors</i>	<i>董事</i>					
14.10.2016	0.176	33,900,000	(11,300,000)	22,600,000	-	22,600,000
<i>Employees</i>	<i>僱員</i>					
14.10.2016	0.176	79,100,000	(11,300,000)	67,800,000	(22,600,000)	45,200,000
		113,000,000	(22,600,000)	90,400,000	(22,600,000)	67,800,000
Exercisable at end of the year	於年末可行使			90,400,000		67,800,000
Weighted average exercise price (HK\$)	加權平均行使價 (港元)	0.176	0.176	0.176	0.176	0.176

The fair value of the options granted on 14 October 2016 was HK\$2,083,000. No options were granted during the years ended 31 March 2019 and 2018.

28. 以股份為基礎支付之交易(續)

2012購股權計劃授出之購股權詳情如下：

下表披露根據2012購股權計劃由僱員及董事持有本公司之購股權於年內及過往年度之變動：

於2016年10月14日授出股權之公平值為2,083,000港元。截至2019年及2018年3月31日止年度並沒有授出購股權。

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For the year ended 31 March 2019 截至2019年3月31日止年度

28. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

The fair value was calculated using the Black-Scholes model with Binomial Tree method. The inputs into the model were as follows:

Grant date	授出日期	14.10.2016
Share price (HK\$)	股價(港元)	0.126
Exercise price (HK\$)	行使價(港元)	0.176
Expected volatility	預計波幅	37.76%
Expected life (years)	預計時限(年期)	3.0
Risk-free rate	無風險利率	0.63%
Expected dividend yield	預計股利率	-

No share option was exercised under the 2012 Share Option Scheme in both years.

28. 以股份為基礎支付之交易(續)

公平值乃按布萊克-蘇科爾模式及二叉樹法計算。模式採用之輸入數據如下：

於兩個年度並無根據2012購股權計劃行使購股權。

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For the year ended 31 March 2019 截至2019年3月31日止年度

29. 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.

29. 來自融資活動之負債之調節表

下表詳列本集團來自融資活動之負債變動，包括現金及非現金變動。來自融資活動之負債乃有關現金流量等，或未來現金流量將會分類為本集團之綜合現金流量表之來自融資活動之現金流量。

		Convertible notes 可換股票據 HK\$'000 千港元 (Note 24) (附註 24)	Secured bank borrowings 有抵押銀行借貸 HK\$'000 千港元 (Note 25) (附註 25)	Total 總額 HK\$'000 千港元
At 1 April 2017	於2017年4月1日	95,801	779,700	875,501
Bank borrowings raised	籌集銀行貸款	-	318,071	318,071
Proceeds from issue of convertible notes	發行可換股票據所得款項	44,200	-	44,200
Repayment of bank borrowings	償還銀行借貸	-	(5,359)	(5,359)
Interest paid	已付利息	(6,623)	(25,065)	(31,688)
		133,378	1,067,347	1,200,725
Non-cash changes:	非現金變動：			
- Interest expense on convertible notes	- 可換股票據之利息開支	17,128	-	17,128
- Interest expense on bank borrowings	- 銀行借貸之利息開支	-	25,313	25,313
- Gain on fair value change of convertible note	- 可換股票據之 公平值變動收益	(217)	-	(217)
- Interest payable on convertible notes reclassified to "trade and other payables" in prior years	- 於過往年度重新分類 可換股票據應付利息 至貿易及其他應付款項	3,105	-	3,105
- Conversion of convertible note	- 兌換可換股票據	(5,775)	-	(5,775)
- Recognition of equity component of convertible notes	- 確認可換股票據之 權益成份	(27,994)	-	(27,994)
- Derecognition of original liability component upon modification of terms of convertible note	- 於更改可換股票據 條款時取消確認 原本負債成份	(84,977)	-	(84,977)
- Recognition of new liability component upon modification of terms of convertible note	- 於更改可換股票據 條款時確認新 負債成份	35,008	-	35,008
At 31 March 2018	於2018年3月31日	69,656	1,092,660	1,162,316
Bank borrowings raised	籌集銀行借款	-	609,605	609,605
Acquisition of liabilities through acquisition a subsidiary (note 33(b))	透過收購附屬公司收購 負債(附註 33(b))	-	151,870	151,870
Redemption of convertible note upon maturity	於到期時贖回可換股票據	(20,000)	-	(20,000)
Repayment of bank borrowings	償還銀行借貸	-	(330,399)	(330,399)
Disposal of a subsidiary	出售附屬公司	-	(448,858)	(448,858)
Interest paid	支付利息	(3,793)	(47,401)	(51,194)
		45,863	1,027,477	1,073,340
Non-cash changes:	非現金變動：			
- Interest expense on convertible notes	- 可換股票據之利息開支	17,123	-	17,123
- Interest expense on bank borrowings	- 銀行借款之利息開支	-	47,752	47,752
At 31 March 2019	於2019年3月31日	62,986	1,075,229	1,138,215

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30. RELATED PARTY TRANSACTIONS/CONNECTED TRANSACTIONS

- (a) During the year, the Group had the following transactions with wholly-owned subsidiaries of Easyknit International:

Rental expense	租金開支
Acquisition of a motor vehicle	購入汽車

Ms. Lui Yuk Chu, a director of the Company, is also one of the beneficiaries under a family trust holding 31.95% (2018: 36.74%) equity interest of Easyknit International at 31 March 2019. Ms. Lui Yuk Chu also holds 19.09% (2018: 21.95%) equity interest of Easyknit International through an entity wholly-owned by her.

- (b) Details of the convertible notes issued to Easyknit International, including an instance of redemption upon maturity, are set out in note 24(a), (c) and (d).
- (c) Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

Short-term employee benefits	短期僱員福利
Salaries and other benefits	薪金及其他福利
Contributions to retirement benefits schemes	退休福利計劃供款

The remuneration of directors and key executives are determined by the remuneration committee and executive directors, respectively, having regard to the performance of individuals and market trends.

30. 關連人士交易／關連交易

- (a) 年內，本集團與永義國際之全資附屬公司有以下交易：

2019 HK\$'000 千港元	2018 HK\$'000 千港元
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2,496	2,496
405	-

本公司董事雷玉珠女士，於2019年3月31日亦為持有永義國際31.95% (2018年：36.74%) 權益家族信託受益人之一。雷玉珠女士亦透過一間其全資擁有之實體而持有永義國際19.09% (2018年：21.95%) 權益。

- (b) 發行予永義國際之可換股票據之詳情，包括於到期日之贖回事項，載列於附註24(a)，(c)及(d)。
- (c) 主要管理人員之薪酬

董事及其他主要管理人員於年內之酬金如下：

2019 HK\$'000 千港元	2018 HK\$'000 千港元
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10,428	8,413
72	104

10,500	8,517
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董事及主要行政人員之酬金分別由薪酬委員會及執行董事按照個別人士之表現及市場趨勢而釐定。

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30. RELATED PARTY TRANSACTIONS/CONNECTED TRANSACTIONS (Continued)

(d) In January 2011, the Company entered into an employment agreement with Mr. Koon Wing Yee, the spouse of Ms. Lui Yuk Chu, to act as general manager of the Company. The employment agreement, which constitutes a connected transaction, commenced on 21 February 2011 but may be terminated by either party at any time by three months' notice. The monthly salary has been adjusted twice to HK\$180,000 with effect from 1 April 2017 and further to HK\$300,000 with effect from 1 April 2018. The remuneration of Mr. Koon Wing Yee as general manager of the Company during the year ended 31 March 2019 was HK\$3,900,000 (2018: HK\$2,340,000) and was included in the "compensation of key management personnel" in (c) above. Details of share options of the Company granted to Mr. Koon Wing Yee are set out in (e) below.

(e) As set out in note 28, share options granted to directors of the Company and their close relatives are as follows:

30. 關連人士交易／關連交易(續)

(d) 於2011年1月，本公司與雷玉珠女士之配偶官永義先生訂立僱用協議，僱用彼為本公司總經理。該構成一項關連交易之僱用協議由2011年2月21日開始，但可於任何時候由其中任何一方給予三個月通知而終止。每月薪金作出了兩次調整由2017年4月1日起調整至每月180,000港元，由2018年4月1日起進一步調整至300,000港元。截至2019年3月31日止年內官永義先生作為本公司總經理之酬金為3,900,000港元(2018年：2,340,000港元)及已包括在以上(c)項之「主要管理人員之薪酬」內。有關本公司授予官永義先生購股權之詳情載列於以下(e)項。

(e) 如附註28所載，購股權授予本公司之董事及其近親如下：

		Number of share options 購股權數目				
		Outstanding at 1 April 2017 於2017年 4月1日尚餘 HK\$'000 千港元	Lapsed during the year 於年內失效 HK\$'000 千港元	Outstanding at 31 March 2018 於2018年 3月31日尚餘 HK\$'000 千港元	Lapsed during the year 於年內失效 HK\$'000 千港元	Outstanding at 31 March 2019 於2019年 3月31日尚餘 HK\$'000 千港元
Directors	董事					
Kwong Jimmy Cheung Tim	鄭長添先生	11,300,000	-	11,300,000	-	11,300,000
Lui Yuk Chu	雷玉珠女士	11,300,000	-	11,300,000	-	11,300,000
Koon Ho Yan Candy (note)	官可欣女士(附註)	11,300,000	(11,300,000)	-	-	-
		33,900,000	(11,300,000)	22,600,000	-	22,600,000
Employees	僱員					
Koon Wing Yee, the spouse of Lui Yuk Chu	官永義先生，雷玉珠女士 之配偶	11,300,000	-	11,300,000	-	11,300,000
Koon Chun Ting, a son of Lui Yuk Chu	官俊廷先生，雷玉珠女士 之兒子	11,300,000	(11,300,000)	-	-	-
Ku Wai Ming, a cousin of Lui Yuk Chu	古偉明先生，雷玉珠女士 之表親	11,300,000	-	11,300,000	-	11,300,000
		33,900,000	(11,300,000)	22,600,000	-	22,600,000
		67,800,000	(22,600,000)	45,200,000	-	45,200,000

Note: Ms. Koon Ho Yan Candy resigned as an executive director of the Company with effect from 18 April 2017.

附註：官可欣女士於生效日期2017年4月18日辭任本公司執行董事。

No equity-settled share-based payment expenses was recognised in both years.

於兩個年度以權益結算之股份為基礎支付開支為無。

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30. RELATED PARTY TRANSACTIONS/CONNECTED TRANSACTIONS (Continued)

- (f) During the year ended 31 March 2019, the Group received rental income totalling HK\$288,000 (2018: HK\$505,000) from certain close relatives of Ms. Lui Yuk Chu.
- (g) During the year ended 31 March 2019, the Group paid HK\$10,000 (2018: nil) to Easyknit Charitable Foundation Limited, a company controlled by Ms. Luk Yuk Chu, which is recognised in profit or loss as "donations".
- (h) (i) During the year ended 31 March 2019, the Group acquired 100% equity interest in Wellmake Investments Limited and shareholder loan from Easyknit International for a cash consideration of HK\$318,130,000 excluding bank balances acquired amounting to HK\$176,000.
- (ii) During the year ended 31 March 2019, the Group disposed of its entire 100% equity interest in Total Expect Limited and shareholder loan to Easyknit International for a cash consideration of HK\$586,142,000 excluding bank balances and cash disposed of amounting to HK\$102,000, resulting in a gain on disposal of a subsidiary of HK\$43,139,000.
- (iii) The cash consideration payable to Easyknit International amounting to HK\$318,130,000 per (i) above was offset with the cash consolidation receivable from Easyknit International amounting to HK\$586,142,000 per (ii) above, which gave rise to a net settlement of HK\$268,012,000 by Easyknit International to the Group.

Details of the above are disclosed in notes 33(b) and 34, announcement dated 21 November 2018 issued jointly with Easyknit International and circular dated 12 February 2019 issued jointly with Easyknit International.

The net settlement arrangement per (iii) above constitutes major non-cash transactions for the purpose of the consolidated statement of cash flows for the year ended 31 March 2019.

31. 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 balances. The Group's overall strategy remains unchanged from prior year.

30. 關連人士交易／關連交易(續)

- (f) 截至2019年3月31日止年度內，本集團收取雷玉珠女士之若干近親之租金收入共288,000港元(2018年：505,000港元)。
- (g) 截至2019年3月31日止年度內，本集團支付10,000港元(2018年：無)予永義慈善基金會有限公司，一間由雷玉珠女士控制之公司，於損益確認為「捐款」。
- (h) (i) 截至2019年3月31日止年度內，本集團自永義國際收購緯豐投資有限公司100%權益及股東貸款，現金代價為318,130,000港元，(不包括已收購的銀行結餘176,000港元)。
- (ii) 截至2019年3月31日止年度內，本集團向永義國際出售Total Expect Limited 100%權益及股東貸款，現金代價為586,142,000港元(不包括已出售銀行結餘及現金102,000港元)，導致出售一間附屬公司收益43,139,000港元。
- (iii) 根據上述(i)向永義國際應付現金代價318,130,000港元與根據上述(ii)自永義國際收取的586,142,000港元抵銷，導致永義國際向本集團淨額結算268,012,000港元。

上述之詳情於附註33(b)及34、日期為2018年11月21日與永義國際聯合刊發之公告及日期為2019年2月21日與永義國際聯合刊發之通函內披露。

根據上述(iii)之淨額結算安排截至2019年3月31日止年度綜合現金流量表而言構成主要非現金交易。

31. 資本風險管理

本集團對其資本實行管理以確保本集團旗下實體可繼續持續經營，透過使債項及股本結餘達致最佳平衡而為股東爭取得到最大回報。本集團之整體策略自過往年度維持不變。

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31. CAPITAL RISK MANAGEMENT (Continued)

The capital structure of the Group consists of net debts, which includes convertible notes and secured bank borrowings disclosed in notes 24 and 25, respectively, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, accumulated profits and other reserves.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors consider the cost of capital and the risks associated with the capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues and raising or repayment of bank borrowings and other debts.

32. FINANCIAL INSTRUMENTS

a. Categories of financial instruments

Financial assets

Available-for-sale investments	Financial assets at FVTPL	Debt instruments at FVTOCI
Amortised cost/loans and receivables (including cash and cash equivalents)		
- Trade and other receivables	- Loans receivable	- Bank deposits with original maturity of more than three months
- Bank balances and cash		

金融資產

可供出售投資	按公平值計入損益之金融資產	按公平值計入其他全面收益之債務工具
攤銷成本／貸款及應收款項（包括現金及等同現金）		
- 貿易及其他應收款項	- 應收貸款	- 超過三個月到期之銀行存款
- 銀行結餘及現金		

Financial liabilities

Amortised cost	- Trade and other payables	- Convertible notes	- Secured bank borrowings
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金融負債

攤銷成本	- 貿易及其他應付款項	- 可換股票據	- 有抵押銀行借貸
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31. 資本風險管理 (續)

本集團之資本架構包含債務淨額，當中包括分別於附註24及25披露之可換股票據及有抵押銀行借貸、不計現金及等同現金及包含已發行股本、累計溢利及其他儲備之本公司股東應佔權益。

本公司董事定期檢討資本架構。作為檢討的一部分，董事考慮資本成本及資本的相關風險。根據董事的建議，本集團將透過派付股息、發行新股及籌集或償還銀行借貸及其他債務，以平衡整體資本架構。

32. 金融工具

a. 金融工具之類別

	2019 HK\$'000 千港元	2018 HK\$'000 千港元
可供出售投資	-	207,213
按公平值計入損益之金融資產	122,226	39,054
按公平值計入其他全面收益之債務工具	15,857	-
攤銷成本／貸款及應收款項（包括現金及等同現金）		
- 貿易及其他應收款項	4,503	33,443
- 應收貸款	336,010	265,297
- 超過三個月到期之銀行存款	12,763	-
- 銀行結餘及現金	141,582	125,422
	632,941	670,429
金融負債		
攤銷成本		
- 貿易及其他應付款項	45,521	40,843
- 可換股票據	62,986	69,656
- 有抵押銀行借貸	1,075,229	1,092,660
	1,183,736	1,203,159

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

32. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies

The Group's major financial instruments include available-for-sale investments, financial assets at FVTPL, debt instruments at FVTOCI, trade and other receivables, loans receivable, bank deposits with original maturity of more than three months, bank balances and cash, trade and other payables, convertible notes and secured bank borrowings. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure that appropriate measures are implemented on a timely and effective manner.

Market risk

(i) Currency risk

All of the Group's sales and purchases are denominated in the group entities' functional currency.

The carrying amount of the group entities' foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period is as follows:

		Liabilities 負債		Assets 資產	
		2019 HK\$'000 千港元	2018 HK\$'000 千港元	2019 HK\$'000 千港元	2018 HK\$'000 千港元
HKD against USD	港元兌美元	-	-	-	496
SGD against USD	新加坡元兌美元	(36,227)	-	37,029	-

Sensitivity analysis

The Group is mainly exposed to the exchange rate risk on HKD against USD and SGD against USD for the foreign currency denominated monetary assets and monetary liabilities.

Under the pegged exchange rate system, the financial impact on exchange difference between HKD and USD will be immaterial, and therefore no sensitivity analysis has been prepared.

32. 金融工具(續)

b. 財務風險管理目標及政策

本集團之主要金融工具包括可供出售投資、按公平值計入損益之金融資產、按公平值計入其他全面收益之債務工具、貿易及其他應收款項、應收貸款、超過三個月到期之銀行存款、銀行結餘及現金、貿易及其他應付款項、可換股票據及有抵押銀行借貸。該等金融工具之詳情已披露於相關附註內。該等金融工具涉及之風險以及如何降低該等風險之政策載列如下。管理層管理及監控該等風險以確保適時及有效地採取適當措施。

市場風險

(i) 貨幣風險

本集團所有銷售及採購均以集團實體之功能貨幣列值。

於報告期末，以外幣列值之集團實體之貨幣資產之賬面值如下：

敏感度分析

本集團就外幣列值之貨幣資產及貨幣負債之匯率風險主要是來自港元兌美元及新加坡元兌美元之風險。

由於聯繫匯率制度，港元與美元匯率差異之財務影響並不重大，故此沒有編製敏感度分析。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

32. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Market risk (Continued)

(i) Currency risk (Continued)

The net amount of the USD denominated monetary assets and monetary liabilities of the group entity whose functional currency being SGD is not material. In management's opinion, the financial impact on exchange difference between SGD and USD will be immaterial, and therefore no sensitivity analysis has been prepared.

The Group currently does not have a foreign currency hedging policy to eliminate the currency exposures. However, the management monitors the related foreign currency exposure closely and will consider hedging significant foreign currency exposures should the need arise.

(ii) Interest rate risk

Interest rate risk management

The Group's primary cash flow interest rate risk relates to its perpetual bond and contingent convertible notes which are classified as financial assets at FVTPL, debt instruments at FVTOCI, other receivables, bank deposits with original maturity of more than three months, bank balances and secured bank borrowings. The interest rates and terms of repayment of the secured bank borrowings of the Group are disclosed in note 25. The Group is also exposed to fair value interest rate risk in relation to fixed-rate loans receivable and convertible notes. The Group has not used any derivative contracts to hedge its exposure to such interest rate risk, however, the management monitors interest rate exposure and will consider other necessary action when significant interest rate exposure is anticipated.

The Group's exposure to interest rate risk on financial liabilities is detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR arising from secured bank borrowings.

32. 金融工具(續)

b. 財務風險管理目標及政策(續)

市場風險(續)

(i) 貨幣風險(續)

功能貨幣為新加坡元的集團實體之以美元列值之貨幣資產及貨幣負債之淨額並不重大。管理層認為，新加坡元與美元匯兌差額對財務影響並不重大，因此，並無編制敏感分析。

本集團現時並無外幣對沖政策以消除貨幣風險。然而，管理層會緊密監控相關之外幣風險及將考慮在有需要時就重大外幣風險進行對沖。

(ii) 利率風險

利率風險管理

本集團之主要利率風險涉及永久債券及分類為按公平值計入損益的金融資產的或然可換股票據、按公平值計入其他全面收益的債務工具、其他應收款項、超過三個月到期之銀行存款、銀行結餘及有抵押銀行借款。本集團有抵押銀行借貸之利率及償還期限已於附註25披露。本集團亦承受關於定息應收貸款及可換股票據之公平值利率風險。本集團並沒有使用任何衍生合約以對沖該利率風險，然而，管理層監控利率風險及將考慮在預期有重大利率風險的情況下採取其他必需行動。

本集團於金融負債之利率風險已於本附註之流動資金風險管理一節內詳述。本集團之現金流量利率風險主要來自與有抵押銀行借貸之香港銀行同業拆息波動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

32. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Market risk (Continued)

(ii) Interest rate risk (Continued)

Total interest revenue/income from financial assets that are measured at amortised cost is as follows:

		2019 HK\$'000 千港元
Interest revenue	利息收益	
Financial assets at amortised cost	按攤銷成本計量之金融資產	19,601
Other income	其他收入	
Financial assets at amortised cost	按攤銷成本計量之金融資產	1,686
Total interest income	利息收入總額	21,287
		2018 HK\$'000 千港元
Interest revenue	利息收益	
Loans and receivables	貸款及應收款項	16,593
Other income	其他收入	
Loans and receivables (including bank balances and cash)	貸款及應收款項 (包括銀行結餘及現金)	2,367
Total interest income	利息收入總額	18,960

Interest rate sensitivity

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments as referred to above at the end of the reporting period and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period. A 50 basis points (2018: 50 basis points) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

32. 金融工具(續)

b. 財務風險管理目標及政策(續)

市場風險(續)

(ii) 利率風險(續)

按攤銷成本計量之金融資產之利息收益/收入總額如下:

		2019 HK\$'000 千港元
Interest revenue	利息收益	
Financial assets at amortised cost	按攤銷成本計量之金融資產	19,601
Other income	其他收入	
Financial assets at amortised cost	按攤銷成本計量之金融資產	1,686
Total interest income	利息收入總額	21,287
		2018 HK\$'000 千港元
Interest revenue	利息收益	
Loans and receivables	貸款及應收款項	16,593
Other income	其他收入	
Loans and receivables (including bank balances and cash)	貸款及應收款項 (包括銀行結餘及現金)	2,367
Total interest income	利息收入總額	18,960

利率敏感度

以下敏感度分析是根據於以上所述於報告期末就非衍生工具之利率及於財政年度開始時之約定改變於報告期間維持不變而釐定。50個基準點(2018年: 50個基準點)增加或減少是用於向主要管理人員內部匯報利率風險及代表管理層評估利率之可能合理變動。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

32. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Market risk (Continued)

(ii) Interest rate risk (Continued)

Interest rate sensitivity (Continued)

If interest rates had been 50 basis points (2018: 50 basis points) higher or lower for its variable rate borrowings and all other variables were held constant, the Group's post-tax profit for the year ended 31 March 2019 would decrease/increase by HK\$4,489,000 (2018: HK\$4,562,000).

If interest rates had been 50 basis points higher or lower for its listed debt investments at FVTPL and all other variables were held constant, the Group's post-tax profit for the year ended 31 March 2019 would decrease/increase by HK\$83,000 (2018: no change in post-tax profit).

If interest rates had been 50 basis points higher or lower for its debt instruments at FVTOCI and all other variables were held constant, the Group's investment revaluation reserve for the year ended 31 March 2019 would decrease/increase by HK\$66,000 (2018: no change in other comprehensive income).

The bank balances, bank deposits with original maturity of more than three months and other receivables are excluded from the sensitivity analyses as the management of the Group considers that the interest rate fluctuation is not significant.

In management's opinion, the sensitivity analyses are unrepresentative of the inherent interest rate risk as the year end exposure does not reflect the exposure during the year.

32. 金融工具(續)

b. 財務風險管理目標及政策(續)

市場風險(續)

(ii) 利率風險(續)

利率敏感度(續)

倘其浮息借貸之利率高於或低於50個基準點(2018年: 50個基準點)而所有其他因素維持不變, 本集團於截至2019年3月31日止年度之稅後溢利將減少/增加4,489,000港元(2018年: 4,562,000港元)。

倘其按公平值計入損益之上市債務投資之利率高於或低於50個基準點而所有其他因素維持不變, 本集團於截至2019年3月31日止年度之稅後溢利將減少/增加83,000港元(2018年: 稅後溢利並無變動)。

倘其按公平值計入其他全面收益之債務工具之利率高於或低於50個基準點而所有其他因素維持不變, 本集團於截至2019年3月31日止年度之投資重估儲備將減少/增加66,000港元(2018年: 其他全面收益並無變動)。

銀行結餘、超過三個月到期之銀行存款及其他金融資產不包括在敏感度分析內因本集團管理層認為利率之波動並不重大。

管理層認為, 該敏感度分析並不能代表潛在利率風險, 因年底風險不能反映年內風險。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

32. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Market risk (Continued)

(iii) Equity price risk

The Group is exposed to equity price risk through its investments in listed equity securities. The management manages this exposure by maintaining a portfolio of investments with different risks. The Group's equity price risk is mainly concentrated on equity instruments and listed debt investments quoted in the Stock Exchange of issuers operating in property investment and development, telecommunications, aviation, consumer business and banking and finance industry sector. In addition, the Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risk at the reporting date.

Year ended 31 March 2019

If the prices of the listed equity securities has been 5% higher/lower, post-tax profit for the year ended 31 March 2019 would increase/decrease by HK\$2,352,000 as a result of the changes in fair value of listed equity securities.

If the prices of the listed debt investments at FVTPL has been 5% higher/lower, post-tax profit for the year ended 31 March 2019 would increase/decrease by HK\$833,000 as a result of the changes in fair value of listed debt investments at FVTPL.

If the prices of the debt instruments at FVTOCI has been 5% higher/lower, investment revaluation reserve for the year ended 31 March 2019 would increase/decrease by HK\$662,000 as a result of the changes in fair value of debt instruments at FVTOCI.

32. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

市場風險 (續)

(iii) 股本價格風險

透過投資於上市股本證券，本集團承受股本價格風險。管理層透過持有不同風險之投資組合以管理該風險。本集團之股本價格風險主要集中於港交所報價之股本工具及上市債務投資，其發行人從事物業投資及發展、通訊、航空、消費者業務及銀行及金融行業。此外，本集團已聘用一特別團隊以監控價格風險及將考慮在需要時對沖該風險。

敏感度分析

以下敏感度分析是根據於報告日期所承受之股本價格風險釐定。

截至2019年3月31日止年度

倘上市股本證券價格上升/下降5%，於截至2019年3月31日止年度之稅後溢利將因上市股本證券之公平值變動而增加/減少2,352,000港元。

倘按公平值計入損益之上市債務投資價格上升/下降5%，於截至2019年3月31日止年度之稅後溢利將因按公平值計入損益之上市債務投資之公平值變動而增加/減少833,000港元。

倘按公平值計入其他全面收益之債務工具價格上升/下降5%，於截至2019年3月31日止年度之投資重估儲備將因按公平值計入其他全面收益之債務工具之公平值變動而增加/減少662,000港元。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

32. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Market risk (Continued)

(iii) Equity price risk (Continued)

Year ended 31 March 2018

If the prices of the listed equity securities had been 5% higher/lower, post-tax profit for the year ended 31 March 2018 would increase/decrease by HK\$143,000 as a result of the changes in fair value of financial assets at FVTPL.

If the prices of the listed equity securities classified as available-for-sale investments had been 10% higher:

- investment revaluation reserve would increase by HK\$20,721,000 as a result of the increase in fair value of available-for-sale investments; and

If the prices of the listed equity securities classified as available-for-sale investments had been 10% lower:

- post-tax profit would decrease by HK\$250,000 and investment revaluation reserve would decrease by HK\$20,471,000 as a result of the decrease in fair value of available-for-sale investments.

32. 金融工具(續)

b. 財務風險管理目標及政策(續)

市場風險(續)

(iii) 股本價格風險(續)

截至2018年3月31日止年度

倘上市股本證券之價格上升/下降5%，按公平值計入損益之金融資產之變動將導致截至2018年3月31日止年度稅後溢利增加/減少143,000港元。

倘列作可供出售投資之上市股本證券價格上升10%：

- 投資重估儲備將因可供出售投資之公平值增加而增加20,721,000港元。

倘列作可供出售投資之上市股本證券價格下跌10%：

- 稅後溢利將因可供出售投資之公平值減少而減少250,000港元及投資重估儲備將減少20,471,000港元。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

32. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment

As at 31 March 2019 and 31 March 2018, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets except for listed equity securities as detailed in note 21. The Group does not hold any collateral or other credit enhancements to cover its credit risk associated with its financial assets, except that the credit risks associated with loans receivable is mitigated because they are secured over guaranteed money, marketable securities or properties.

The Group's internal credit risk grading assessment for loans receivable comprises the following categories:

Internal credit rating	Description	Trade receivables	Financial assets other than trade receivables
內部信貸評級	詳情	貿易應收款項	金融資產 (不包括貿易應收款項)
Low risk	The counterparty has a low risk of default and does not have any past-due amounts	Lifetime ECL – not credit-impaired	12m ECL
低風險	交易對手方違約風險低且並無任何逾期款項	整個週期的預期信貸虧損—並無發生信貸減值	12個月預期信貸虧損
Medium risk	Debtor frequently repays after due date	Lifetime ECL – not credit-impaired	12m ECL
中風險	債務人經常於到期日後還款	整個週期的預期信貸虧損—並無發生信貸減值	12個月預期信貸虧損
High risk	There have been significant increases in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL – not credit-impaired	Lifetime ECL – not credit-impaired
高風險	透過內部形成的資料或外部來源信貸風險自首次確認以來出現大幅增加	整個週期的預期信貸虧損—並無發生信貸減值	整個週期的預期信貸虧損—並無發生信貸減值
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired	Lifetime ECL – credit-impaired
虧損	有證據顯示資產出現信貸減值	整個週期的預期信貸虧損—已發生信貸減值	整個週期的預期信貸虧損—已發生信貸減值
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off	Amount is written off
撇銷	有證據顯示債務人陷入嚴重財務困難，本集團不大可能收回相關款項	金額撇銷	金額撇銷

32. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

信貸風險及減值評估

於2019年3月31日及2018年3月31日，本集團所面臨因對手方未能履行責任而遭受財務損失的最大信貸風險來自各項已確認金融資產的賬面值，惟附註21所詳列上市股本證券除外。本集團並無持有任何抵押品或其他信貸增強措施，以覆蓋其金融資產相關信貸風險，惟應收貸款相關信貸風險獲減緩，原因為彼等為以保證金、上市證券或物業作抵押。

本集團應收貸款之內部信貸風險評級包括以下類別：

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

32. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The table below details the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

2019	Notes	External credit rating	Internal credit rating	12m or lifetime ECL 12個月或整個週期的 預期信貸虧損	Gross carrying amount 總賬面值 HK\$'000 千港元
2019年	附註	外部信貸評級	內部信貸評級	預期信貸虧損	總賬面值 HK\$'000 千港元

Debt instruments at FVTOCI

按公平值計入其他全面收益之債務工具

Investments in listed bonds 上市債券之投資	18	CC to AA	(ii)	12m ECL 12個月預期信 貸虧損	15,280
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Financial assets at amortised cost

按攤銷成本列賬之金融資產

Loans receivable 應收貸款	16	N/A 不適用	Low risk 低風險	12m ECL 12個月預期信 貸虧損	345,202
Trade and other receivables 貿易及其他應收款項	20	N/A 不適用	(i)	12m ECL 12個月預期信 貸虧損	8,797
Bank balances and cash 銀行結餘及現金	22	A1 to Prime-1	N/A 不適用	12m ECL 12個月預期信 貸虧損	141,582
Bank deposits with original maturity of more than three months 超過三個月到期之銀行存款	22	Prime-1	N/A 不適用	12m ECL 12個月預期信 貸虧損	12,763

Notes:

- (i) For the purpose of internal credit impairment, the Group considers if there is any past due record or other relevant information available without undue cost or effort to assess whether credit risk has increased significantly since initial recognition.
- (ii) For the purpose of internal credit impairment, the Group estimates with reference to external credit rating adjusted by a premium on probability of default rate and forward-looking information that is available without undue cost or effort.

32. 金融工具(續)

b. 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

下表載列本集團金融資產根據預期信貸虧損評估的信貸風險詳情：

2019	Notes	External credit rating	Internal credit rating	12m or lifetime ECL 12個月或整個週期的 預期信貸虧損	Gross carrying amount 總賬面值 HK\$'000 千港元
2019年	附註	外部信貸評級	內部信貸評級	預期信貸虧損	總賬面值 HK\$'000 千港元

Debt instruments at FVTOCI

按公平值計入其他全面收益之債務工具

Investments in listed bonds 上市債券之投資	18	CC to AA	(ii)	12m ECL 12個月預期信 貸虧損	15,280
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Financial assets at amortised cost

按攤銷成本列賬之金融資產

Loans receivable 應收貸款	16	N/A 不適用	Low risk 低風險	12m ECL 12個月預期信 貸虧損	345,202
Trade and other receivables 貿易及其他應收款項	20	N/A 不適用	(i)	12m ECL 12個月預期信 貸虧損	8,797
Bank balances and cash 銀行結餘及現金	22	A1 to Prime-1	N/A 不適用	12m ECL 12個月預期信 貸虧損	141,582
Bank deposits with original maturity of more than three months 超過三個月到期之銀行存款	22	Prime-1	N/A 不適用	12m ECL 12個月預期信 貸虧損	12,763

附註：

- (i) 就內部信貸減值而言，本集團考慮是否有任何逾期記錄或毋須繁重成本或努力可得之其他相關資料評估自初始確認後信貸風險是否已顯著增加。
- (ii) 就內部信貸減值而言，參考外部信貸評級並就違約概率及毋須繁重成本或努力可得之前瞻性資料作出調整後，本集團作出估計。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

32. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Loans receivable

The Group has concentration of credit risk in relation to loans receivable, amounting to HK\$336,010,000 at 31 March 2019 (2018: HK\$265,297,000), from a few borrowers with 56% (2018: 57%) of the balance secured by guaranteed money, marketable securities or properties. The largest borrower of the Group by itself accounted for approximately 15% (2018: 21%) of the Group's loans receivable at 31 March 2019. The Group seeks to maintain strict control over its outstanding loans receivable to minimise credit risk. The management has a credit policy in place and the exposures to the credit risk are monitored on an ongoing basis. Impairment allowances on outstanding loans receivable are determined by an evaluation of financial background, financial condition and historical settlement records, including past due rates and default rates, of the borrowers at the end of each reporting period. The borrowers are assigned different grading under internal credit ratings to calculate the ECL, taking into consideration of the estimates of expected cash shortfalls which are driven by estimates of possibility of default and the amount and timing of cash flows that are expected from foreclosure on the collaterals (if any) less the costs of obtaining and selling the collaterals. During the year ended 31 March 2019, allowance for loans receivable amounting to HK\$2,808,000 was recognised in profit or loss. At 31 March 2019, allowance for loans receivable amounted to HK\$9,192,000.

Trade and other receivables

No allowance for impairment was made since the directors of the Company consider that the probability of default or the maximum exposure is minimal.

Bank deposits and bank balances

No allowance for impairment was made since the directors of the Company consider that the probability of default is negligible as such amounts are receivable from or placed in banks with good reputation.

32. 金融工具(續)

b. 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

應收貸款

本集團有關於來自數名借款人於2019年3月31日之金額為336,010,000港元(2018年: 265,297,000港元)之應收貸款之集中信貸風險,其中56%(2018年: 57%)之餘額有保證金、上市證券或物業作為抵押。本集團之最大借款人本身約佔本集團於2019年3月31日之應收貸款約15%(2018年: 21%)。本集團力求對其未償還應收貸款進行嚴格控制,以降低信貸風險。管理層制定信貸政策並持續監控信貸風險。透過評估借款人於各報告期末之財務背景、財務狀況及過往還款記錄,包括逾期日及違約率,釐定未償還應收貸款之減值撥備。各借款人根據內部信貸評級獲分配不同風險等級以計算預期信貸虧損,並經考慮預期現金短缺之估計,乃根據估計違約之可能性及預期抵押品止贖之現金流的金額及時間(如有)減去取得及出售抵押品之成本。於截至2019年3月31日止年內,應收貸款撥備2,808,000港元已於損益確認。於2019年3月31日,應收貸款撥備9,192,000港元。

貿易及其他應收款項

並沒有作出減值撥備因本公司董事認為違約概率或最大風險極少。

銀行存款及銀行結餘

並沒有作出減值撥備因本公司董事認為違約概率微不足道由於該等金額乃收取自或存放於有信譽之銀行。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

32. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Debt instruments at FVTOCI

The Group assesses the credit risk of investments in debt securities at the reporting date. The Group's debt instruments at FVTOCI mainly comprise listed bonds that are graded by credit-rating agencies as per globally understood definitions and some bonds without external credit rating are assessed by internal credit ratings. During the year ended 31 March 2019, expected credit losses on debt instruments at FVTOCI amounting to HK\$181,000 was recognised in the profit or loss. At 31 March 2019, the impairment allowances for debt instruments at FVTOCI amounted to HK\$181,000.

At 1 April 2018	於2018年4月1日	
Impairment allowance recognised for new financial assets purchased	就所購買的新金融資產確認減值撥備	181
At 31 March 2019	於2019年3月31日	181

Liquidity risk

In the management of liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations. The management monitors the utilisation of borrowings and ensures compliance with loan covenants.

As at 31 March 2019, the Group has available unutilised bank loan facilities of HK\$233,055,000 (2018: HK\$328,766,000).

The following table details the Group's remaining 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.

32. 金融工具(續)

b. 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

按公平值計入其他全面收益之債務工具

本集團於報告日期評估債務證券投資之信貸風險。本集團按公平值計入其他全面收益之債務工具主要包括由信貸評級機構根據全球公認定義評級之上市債券及並無外部信貸評級之部分債券由內部信貸評級進行評估。於截至2019年3月31日止年度內，按公平值計入其他全面收益之債務工具預期信貸虧損181,000港元已於損益確認。於2019年3月31日，按公平值計入其他全面收益之債務工具減值撥備181,000港元。

12m ECL
12個月預期
信貸虧損
HK\$'000
千港元

流動資金風險

就流動資金風險管理而言，本集團監控及維持管理層視為足夠水平之現金及等同現金以供本集團之經營所需。管理層監控借貸之動用並確保其遵守貸款條款。

於2019年3月31日，本集團有未動用銀行貸款額度為233,055,000港元(2018年：328,766,000港元)。

下表詳列本集團之金融負債之剩餘合約到期期限。此表乃按本集團可被要求付款之最早到期日之金融負債未折現現金流量列示，表內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 year ended 31 March 2019 截至2019年3月31日止年度

32. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Liquidity table

	Effective interest rate	Less than 3 months	More than 3 months but less than		1-2 years	2-5 years	Over 5 years	Total undiscounted cash flows	Carrying amount
			1 year	1 year					
	實際利率 %	少於3個月 HK\$'000 千港元	超過3個月 但少於1年 HK\$'000 千港元	1-2年 HK\$'000 千港元	2-5年 HK\$'000 千港元	超過5年 HK\$'000 千港元	未折現現金 流量總額 HK\$'000 千港元	賬面值 HK\$'000 千港元	
2019									
Non-derivative financial liabilities									
Trade and other payables									
Trade and other payables									
Trade and other payables									
Convertible notes	25.91	116,678	-	-	-	-	116,678	62,986	
Secured bank borrowings	3.12	342,953	37,396	58,337	654,502	64,039	1,157,227	1,075,229	
		508,152	37,396	58,337	654,502	64,039	1,319,426	1,183,736	
2018									
Non-derivative financial liabilities									
Trade and other payables									
Trade and other payables									
Trade and other payables									
Convertible notes	23.46	116,678	20,400	-	-	-	137,078	69,656	
Secured bank borrowings	2.78	421,821	17,248	601,598	22,298	68,159	1,131,124	1,092,660	
		563,267	53,723	601,598	22,298	68,159	1,309,045	1,203,159	

32. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

流動資金風險 (續)

流動資金表

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

32. FINANCIAL INSTRUMENTS (Continued)

c. Fair value

(i) Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of the reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation techniques and key inputs used).

Financial assets 金融資產	Fair value at 31 March 於3月31日之公平值		Fair value hierarchy 公平值級別	Valuation techniques and key inputs 估值技術及輸入數據
	2019 HK\$'000 千港元	2018 HK\$'000 千港元		
Available-for-sale investments 可供出售投資	–	207,213	Level 1 第1級	Quoted bid prices in an active market 於活躍市場中所報之出價
Debt instruments at FVTOCI 按公平值計入其他全面收益之債務工具				
Listed debt securities 上市債務證券	15,857	–	Level 1 第1級	Quoted bid prices in an active market 於活躍市場中所報之出價
Financial assets at FVTPL 按公平值計入損益之金融資產				
– Listed equity securities 上市股本證券	56,338	3,436	Level 1 第1級	Quoted bid prices in an active market 於活躍市場中所報之出價
– Perpetual bond 永久債券	4,012	–	Level 1 第1級	Quoted bid prices in an active market 於活躍市場中所報之出價
– Contingent convertible notes 或然可換股票據	15,940	–	Level 1 第1級	Quoted bid prices in an active market 於活躍市場中所報之出價
– Principal protected deposits 保本存款	25,800	35,618	Level 3 第3級	Discounted cash flows-future cash flows are estimated based on exchange rate of USD against HKD and expected yields of the instruments 折現現金流量－未來現金流量乃按美元兌港元之兌換率及工具之預計回報作出估計
– Convertible note 可換股票據	9,891	–	Level 3 第3級	Binomial Option Pricing Model 二項式期權定價模型
– Investment fund 投資基金	10,245	–	Level 3 第3級	Discounted cash flows-future cash flows are estimated 折現現金流量－對未來現金流量進行估計

32. 金融工具(續)

c. 公平值

(i) 本集團根據經常性基準按公平值計量之金融資產之公平值

部分本集團之金融資產於報告期末按公平值計量。下表闡述有關如何釐定該等金融資產公平值(尤其是所用之估值技術及輸入數據)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

32. FINANCIAL INSTRUMENTS (Continued)

c. Fair value (Continued)

(i) Fair value of the Group's financial assets that are measured at fair value on a recurring basis

There were no transfers between Levels 1, 2 and 3 in both years.

Upon initial application of HKFRS 9 during the current year, available-for-sale investments were reclassified to financial assets at FVTPL, details of which are set out in note 2.2.

(ii) Reconciliation of Level 3 fair value measurements

At the beginning of the year	於年初	35,618	-	-	35,618
Purchases	購買	155,290	10,000	10,391	175,681
Interest received	已收利息	(1,010)	(76)	(257)	(1,343)
Unrealised fair value (loss) gain recognised in profit or loss	於損益內確認之未實現公平值(虧損)收益	-	(33)	61	28
Settlements	結算	(161,716)	-	-	(161,716)
Exchange realignment	匯兌調整	(2,382)	-	50	(2,332)
At the end of the year	於年末	25,800	9,891	10,245	45,936

Of the total fair value gains or losses for the year included in profit or loss, HK\$28,000 relates to financial assets at FVTPL held at 31 March 2019.

32. 金融工具(續)

c. 公平值(續)

(i) 本集團根據經常性基準按公平值計量之金融資產之公平值

第1級、第2級及第3級之間並沒有於兩個年度轉移。

於本年度首次應用香港財務報告準則第9號後，可供出售投資重新分類至按公平值計入損益之金融資產，其詳情載於附註2.2。

(ii) 第3級公平值計量的對賬

2019

Principal protected deposits	Convertible note	Investment fund	Total
保本存款	可換股票據	投資基金	總額
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元
At the beginning of the year	-	-	35,618
Purchases	10,000	10,391	175,681
Interest received	(76)	(257)	(1,343)
Unrealised fair value (loss) gain recognised in profit or loss	(33)	61	28
Settlements	-	-	(161,716)
Exchange realignment	-	50	(2,332)
At the end of the year	9,891	10,245	45,936

在本年度計入損益的公平值收益或虧損總額中，28,000港元與於2019年3月31日持有的按公平值計入損益的金融資產有關。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

32. FINANCIAL INSTRUMENTS (Continued)

c. Fair value (Continued)

(ii) Reconciliation of Level 3 fair value measurements (Continued)

		2018 Principal protected deposits 保本存款 HK\$'000 千港元
At the beginning of the year	於年初	53,980
Purchases	購買	64,519
Interest received	已收利息	(849)
Settlements	結算	(85,759)
Exchange realignment	匯兌調整	3,727
At the end of the year	於年末	35,618

(iii) Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis

Except for the convertible notes issued, the directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate to their fair values.

At 31 March 2019, fair value of liability component of the convertible notes issued by the Company, which is recognised at amortised cost of HK\$62,986,000 (note 24), was HK\$94,786,000.

32. 金融工具(續)

c. 公平值(續)

(ii) 第3級公平值計量的對賬(續)

		2018 Principal protected deposits 保本存款 HK\$'000 千港元
At the beginning of the year	於年初	53,980
Purchases	購買	64,519
Interest received	已收利息	(849)
Settlements	結算	(85,759)
Exchange realignment	匯兌調整	3,727
At the end of the year	於年末	35,618

(iii) 沒有根據經常性基準按公平值計量之金融資產及金融負債之公平值

除已發行的可換股票據外，本公司董事認為，於綜合財務報表按攤銷成本列賬的金融資產及金融負債的賬面值與其公平值相若。

於2019年3月31日，本公司發行的可換股票據的負債部份的公平值(按攤銷成本確認62,986,000港元(附註24))為94,786,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

33. ACQUISITION OF ASSETS AND LIABILITIES THROUGH ACQUISITION OF SUBSIDIARIES

- (a) On 30 April 2018, the Group completed the acquisition of 100% equity interest in a subsidiary, Empire Sail Limited, and shareholder loan from an independent third party for a cash consideration of HK\$295,000,000. The shareholder loan was eliminated in full on consolidation. The principal assets of Empire Sail Limited and its sole subsidiary are investment properties. The assets acquired and liabilities assumed were as follows:

		30 April 2018 2018年4月30日 HK\$'000 千港元
Investment properties	投資物業	295,000
Net assets assumed	資產承擔淨額	295,000
Net cash outflow on acquisition:	收購之現金流出淨額：	
Consideration paid during the year	年內支付代價	(265,500)
Deposits paid for acquisition of investment properties brought forward	就收購投資物業結轉支付的按金	(29,500)
		(295,000)

Subsequently, the Company proposed to dispose of the above investment properties by tender at a minimum price of HK\$310 million (see note 15). Details of this are set out in the Company's announcement dated 4 October 2018 and circular dated 20 November 2018.

At the date of issuance of the consolidated financial statements, the tender process for seeking potential buyers is in progress.

33. 透過收購附屬公司收購資產及負債

- (a) 於2018年4月30日，本集團從一名獨立第三方以現金代價295,000,000港元完成收購一間附屬公司Empire Sail Limited之100%權益及股東貸款。股東貸款於合併時全額對銷。Empire Sail Limited及其唯一附屬公司之主要資產為投資物業。收購資產及負債承擔如下：

其後，本公司建議透過招標以底價310,000,000港元出售上述投資物業（見附註15）。有關詳情已載列於本公司日期為2018年10月4日之公告及日期為2018年11月20日之通函。

於綜合財務報表刊發日期，物色潛在買方的招標程序正在進行中。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

33. ACQUISITION OF ASSETS AND LIABILITIES THROUGH ACQUISITION OF SUBSIDIARIES (Continued)

- (b) On 8 March 2019, the Group completed the acquisition of 100% equity interest in a subsidiary, Wellmake Investments Limited, and shareholder loan from Easyknit International for a cash consideration of HK\$318,130,000. The principal assets of the subsidiary are investment properties. The assets acquired and liabilities assumed were as follows:

33. 透過收購附屬公司收購資產及負債 (續)

- (b) 於2019年3月8日，本集團從永義國際以現金代價318,130,000港元完成收購一間附屬公司緯豐投資有限公司之100%權益及股東貸款。該附屬公司之主要資產為投資物業。收購資產及負債承擔如下：

		8 March 2019 2019年3月8日 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	167
Investment properties	投資物業	471,486
Trade and other receivables	貿易及其他應收款項	2,378
Tax recoverable	可收回稅項	288
Bank balances	銀行結餘	176
Other payables	其他應付款項	(4,495)
Amount due to Easyknit International	應付永義國際款項	(4,232)
Secured bank borrowings	有抵押銀行借款	(151,870)
Net assets assumed	資產承擔淨額	313,898
Net cash outflow on acquisition:	收購之現金流出淨額：	
Consideration paid	已付代價	(318,130)
Bank balances acquired	所收購銀行結餘	176
Deemed cash outflow on acquisition (see note 30(h))	收購之視作現金流出 (見附註30(h))	(317,954)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

34. DISPOSAL OF A SUBSIDIARY

On 8 March 2019, the Group completed the disposal of its entire 100% equity interest in a subsidiary, which was principally engaged in property development, to Easyknit International for a cash consideration of HK\$586,142,000. The net assets of the subsidiary at the date of disposal were as follows:

		8 March 2019 2019年3月8日 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	667
Properties held for development for sale	持作發展物業	1,001,386
Other receivables	其他應收款項	329
Bank balances and cash	銀行結餘及現金	102
Trade and other payables	貿易及其他應付款項	(10,623)
Secured bank borrowings	有抵押銀行借貸	(448,858)
Net assets disposed of	所出售資產淨值	543,003
Net gain on disposal:	出售之收益淨額：	
Net assets disposed of	所出售之淨資產	(543,003)
Cash consideration	現金代價	586,142
Gain on disposal of a subsidiary	出售一間附屬公司之收益	43,139
Net cash inflow arising on disposal:	出售所產生之現金流入淨額：	
Cash consideration	現金代價	586,142
Bank balances and cash disposed of	所出售銀行結餘及現金	(102)
Deemed cash inflow on disposal (see note 30(h))	出售之視作現金流入(見附註30(h))	586,040

35. PLEDGE OF ASSETS

At the end of the reporting period, the following assets of the Group were pledged to banks to secure credit facilities granted to the Group:

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Investment properties	投資物業	776,431	986,740
Properties held for development for sale	持作出售發展物業	1,730,263	1,634,964
		2,506,694	2,621,704

In addition, rentals in respect of the above investment properties and future sale proceeds and rentals in respect of the above properties held for development for sale were also pledged to these banks.

34. 出售一間附屬公司

於2019年3月8日，本集團完成向永義國際出售其附屬公司(主要從事物業發展)之全部100%權益，現金代價為586,142,000港元。該附屬公司於出售日期之資產淨值如下：

35. 資產抵押

於報告期末，本集團抵押下列資產予銀行作為確保批予本集團之信貸額度：

此外，上述投資物業租金及上述持作出售發展物業日後之銷售所得款項及租金亦抵押予銀行。

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36. OPERATING LEASE ARRANGEMENTS

The Group as lessee

Minimum lease payments recognised in profit or loss during the year 年內於損益中確認之最低租金付款

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:

Within one year 一年內
In the second to fifth year inclusive 第二年至第五年(包括首尾兩年)

The table above includes commitments for future minimum lease payments under non-cancellable operating leases payable to a subsidiary of Easyknit International which fall due as follows:

Within one year 一年內
In the second to fifth year inclusive 第二年至第五年(包括首尾兩年)

Operating lease payments represent rentals payable by the Group for certain of its office premises. Leases are negotiated for a term of one year to three years (2018: one year to three years).

Under the leases entered into by the Group, the lease payments are fixed and no arrangements have been entered into for contingent rental payments.

The Group as lessor

Property rental income earned during the year 年內賺取之物業租金收入
Less: Outgoings 減：支出
Net rental income 租金收入淨額

36. 經營租約安排

本集團作為承租人

2019 HK\$'000 千港元	2018 HK\$'000 千港元
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2,550	2,543
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於報告期末，本集團於以下年期到期之不可撤銷經營租約之未來最低租金付款之承擔為：

2019 HK\$'000 千港元	2018 HK\$'000 千港元
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2,496	2,550
1,040	3,587

3,536	6,137
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上表包括以下年期到期之不可撤銷經營租約之未來最低租金付款予永義國際之一間附屬公司之承擔為：

2019 HK\$'000 千港元	2018 HK\$'000 千港元
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2,496	2,496
1,040	3,536

3,536	6,032
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經營租約付款指本集團之若干辦公室物業之應付租金。租約之租期商議為一年至三年(2018年：一年至三年)。

根據與本集團訂立之租約，租金付款為固定及並無訂立或然租金付款安排。

本集團作為出租人

2019 HK\$'000 千港元	2018 HK\$'000 千港元
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42,627	33,012
(2,624)	(2,300)

40,003	30,712
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36. OPERATING LEASE ARRANGEMENTS (Continued)

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

Within one year	一年內
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)
Over five years	超過五年

Under the leases entered into by the Group, the lease payments are fixed and no arrangements have been entered into for contingent rental payments. The properties held have committed tenants for terms of one year to six years (2018: one year to six years).

37. CAPITAL COMMITMENTS

Capital expenditure contracted for but not provided in the consolidated financial statements in respect of	已訂約但尚未於綜合財務報表中撥備之資本開支乃關於
– investment properties (note (a))	– 投資物業(附註(a))
– limited partnership interest (note (b))	– 有限合夥公司權益(附註(b))

Notes:

- (a) The amount at 31 March 2018 included HK\$265,500,000 for acquisition of units and carparking spaces in a commercial building to earn rental and/or for capital appreciation through acquisition of subsidiaries. Deposits paid amounted to HK\$29,500,000 at 31 March 2018 which was presented in the consolidated statement of financial position as “deposits paid for acquisition of investment properties”. Details of this transaction are set out in the Company’s announcement dated 11 January 2018 and circular dated 15 March 2018. Completion of this transaction took place on 30 April 2018 (see note 33(a)).

36. 經營租約安排(續)

於報告期末，本集團與租戶訂立以下未來最低租約付款：

2019 HK\$'000 千港元	2018 HK\$'000 千港元
55,470	32,466
63,127	62,411
2,875	9,172
121,472	104,049

根據與本集團訂立之租約，租約付款為固定及並無訂立或然租金付款安排。持有物業之有合約租戶之租約為期一年至六年(2018年：一年至六年)。

37. 資本承擔

2019 HK\$'000 千港元	2018 HK\$'000 千港元
1,684	265,975
39,000	–
40,684	265,975

附註：

- (a) 於2018年3月31日之金額包括用作透過收購附屬公司以收購一棟商業樓宇內之單位及車位以賺取租金及/或資產增值。於2018年3月31日已付按金為29,500,000港元於綜合財務狀況表呈列為「收購投資物業之已付按金」。該交易之詳情載列於本公司日期為2018年1月11日之公佈及日期為2018年3月15日之通函。該交易已於2018年4月30日完成。

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37. CAPITAL COMMITMENTS (Continued)

Notes: (Continued)

- (b) The amount at 31 March 2019 represented USD5 million (equivalent to HK\$39,000,000) for subscription for limited partnership interest in a limited partnership (the "Limited Partnership") as a limited partner. The purpose of the Limited Partnership is primarily achieving capital appreciation and participation through investments in equity and equity-related securities in Asia-Pacific and Europe and portfolio funds with a similar investment focus. The business of the Limited Partnership will be conducted and managed by one single general partner (the "General Partner") who will act as agent of the Limited Partnership while the investment committee of the Limited Partnership (comprising individuals who are not connected with the Group) shall decide and approve all investment and divestment decisions of the Limited Partnership with reference to the investment objective. The limited partners of the Limited Partnership, including the Group, shall take no part in the operation of the Limited Partnership on the management or conduct of the business and affairs except with the written consent of the General Partner. Details of this transaction are set out in the Company's announcements dated 27 March 2019 and 10 May 2019. At the date of issuance of the consolidated financial statements, the Group's subscription for limited partnership interest in the Limited Partnership has not been completed (see note 40(a)).

38. RETIREMENT BENEFITS SCHEMES

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance. Under the MPF Scheme, the employees are required to contribute 5% of their monthly salaries or up to a maximum of HK\$1,500 and they can choose to make additional contributions. The employer's monthly contributions are calculated at 5% of the employee's monthly salaries or up to a maximum of HK\$1,500 (the "mandatory contributions"). The employees are entitled to 100% of the employer's mandatory contributions upon their retirement at the age of 65, death or total incapacity.

Employees of the subsidiaries in the PRC are members of the state-sponsored pension scheme operated by the PRC government. The subsidiaries are required to contribute a certain percentage of their payroll to the pension scheme to fund the benefits. The only obligation of the Group with respect to the pension scheme is to make the required contributions.

There were no forfeited contributions utilised to offset employers' contributions for the year. The employers' contributions which have been dealt with in the consolidated statement of profit or loss and other comprehensive income were as follows:

Employers' contributions recognised in profit or loss	於損益中確認之僱主供款
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At the end of the reporting period, there were no forfeited contributions available to reduce the contributions payable in the future years.

37. 資本承擔(續)

附註：(續)

- (b) 於2019年3月31日之金額指5百萬美元(相當於39,000,000港元)用於作為有限合夥人認購有限合夥公司(「有限合夥公司」)之有限合夥公司權益。有限合夥公司之目的主要為實現資本增值及參與亞太及歐洲股本及股本相關證券投資及投資重點相類似之組合投資。有限合夥公司的業務將由一名普通合夥人(「普通合夥人」)經營及管理。普通合夥人將作為有限合夥公司的代理人，而有限合夥公司的投資委員(由與本集團並無關連的個人組成)將按照投資目標為有限合夥公司作出的投資和撤資決定。除非經普通合夥人書面同意，否則有限合夥公司之有限合夥人(包括本集團)不得參與有限合夥公司關於管理或開展業務及事務之經營。交易之詳情載於本公司日期為2019年3月27日及2019年5月10日的公告。於綜合財務報表刊發日期，本集團認購有限合夥公司之有限合夥公司權益尚未完成(見附註40(a))。

36. 退休福利計劃

本集團根據香港強制性公積金計劃條例，營運界定供款強制性公積金退休福利計劃(「強積金計劃」)。於強積金計劃下，僱員須根據每月薪金供款5%或最多為1,500港元，僱員並可選擇作出額外供款。僱主每月供款為按僱員之每月薪金計算供款5%或最多為1,500港元(「強制性供款」)。僱員於65歲退休時、死亡或完全喪失行為能力時，可享有僱主強制性供款之100%。

於中國之附屬公司之僱員為中國政府設立之國家資助退休金計劃成員。附屬公司須按薪金若干百分比向退休金計劃供款。本集團之責任僅為就退休金計劃作出所規定之供款。

本年度並沒有沒收供款可用作抵銷僱主供款。已於綜合損益及其他全面收益表中處理之僱主供款如下：

2019	2018
HK\$'000	HK\$'000
千港元	千港元

368	318
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於報告期末，並沒有沒收供款可用作減低未來年度之應付供款。

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39. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries at 31 March 2019 and 31 March 2018 are as follows:

39. 主要附屬公司之詳情

於2019年3月31日及2018年3月31日，本公司主要附屬公司之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment and operation 註冊成立/ 成立及經營地點	Nominal value of issued share capital/ paid-up registered capital/stated capital 已發行股本/ 繳足註冊股本/ 聲明股本面值	Proportion of nominal value of issued share capital/paid-up registered capital held by the Company 本公司持有 已發行股本/繳足 註冊股本面值百分比		Principal activities 主要業務
			2019	2018	
<i>Directly held:</i> 直接持有：					
Fanju Investments Limited 泛菊投資有限公司	British Virgin Islands ("BVI")/Hong Kong 英屬處女群島/香港	Ordinary US\$1 普通股 1 美元	100%	100%	Investment in securities 證券投資
Glory Link Investment Limited 邦興投資有限公司	Hong Kong 香港	Ordinary HK\$1 普通股 1 港元	100%	100%	Investment in securities 證券投資
<i>Indirectly held:</i> 間接持有：					
Capital Well (H.K.) Limited 富和(香港)有限公司	Hong Kong 香港	Ordinary HK\$1 普通股 1 港元	100%	100%	Property investment 物業投資
Chancemore Limited	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$1 普通股 1 美元	100%	100%	Property investment 物業投資
City China International Limited 城中國際有限公司	Hong Kong 香港	Ordinary HK\$1 普通股 1 港元	100%	100%	Loan financing 貸款融資
Clever Wise Holdings Limited 智聰控股有限公司	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$1 普通股 1 美元	100%	100%	Property investment 物業投資
Daily Leader Limited	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$1 普通股 1 美元	100%	100%	Property development 物業發展
Empire Sail Limited 帝航有限公司	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$100 普通股 100 美元	100%	–	Property investment 物業投資
Excellent East Limited 思英有限公司	Hong Kong 香港	Ordinary HK\$1 普通股 1 港元	100%	100%	Property investment 物業投資
Gainever Corporation Limited 永達恒有限公司	Hong Kong 香港	Ordinary HK\$2 普通股 2 港元	100%	100%	Investment in securities 證券投資
Giant East Limited 德東有限公司	Hong Kong 香港	Ordinary HK\$1 普通股 1 港元	100%	100%	Property investment 物業投資

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39. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

39. 主要附屬公司之詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment and operation 註冊成立/ 成立及經營地點	Nominal value of issued share capital/ paid-up registered capital/stated capital 已發行股本/ 繳足註冊股本/ 聲明股本面值	Proportion of nominal value of issued share capital/paid-up registered capital held by the Company 本公司持有 已發行股本/繳足 註冊股本面值百分比		Principal activities 主要業務
			2019	2018	
Goldchamp International Limited 世昌國際有限公司	Hong Kong 香港	Ordinary HK\$10,000 普通股 10,000 港元	100%	100%	Property investment 物業投資
Golden Top Properties Limited 高順置業有限公司	Hong Kong 香港	Ordinary HK\$2 普通股 2 港元	100%	100%	Property investment 物業投資
Grow Well Profits Limited	BVI/Singapore 英屬處女群島/新加坡	Ordinary US\$1 普通股 1 美元	100%	100%	Property investment and investment in securities 物業投資及證券投資
Janson Properties Limited 展勝置業有限公司	Hong Kong 香港	Ordinary HK\$2 普通股 2 港元	100%	100%	Property investment 物業投資
Main Lucky Enterprises Limited 明益企業有限公司	Hong Kong 香港	Ordinary HK\$1 普通股 1 港元	100%	100%	Property development 物業發展
Top Channel Enterprises Limited 益祥企業有限公司	Hong Kong 香港	Ordinary HK\$1 普通股 1 港元	100%	100%	Property investment 物業投資
Total Expect Limited	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$1 普通股 1 美元	-	100%	Property development 物業發展
Treasure Arts International Group Limited 寶藝國際集團有限公司	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$1 普通股 1 美元	100%	100%	Property development 物業發展
Wealth Plan Development Limited 康圖發展有限公司	Hong Kong 香港	Ordinary HK\$1 普通股 1 港元	100%	100%	Property development 物業發展
Wellmake Investments Limited 緯豐投資有限公司	Hong Kong 香港	Ordinary HK\$9,998 (Non-voting deferred shares HK\$2*) 普通股 9,998 港元 (無投票權遞延股 2 港元*)	100%	-	Property investment 物業投資
(Easyknit Enterprises (Huzhou) Co., Ltd.) ("Enterprises Huzhou")** 永義實業(湖州)有限公司(「湖州實業」)**	PRC 中國	Registered US\$25,544,206 註冊股本 25,544,206 美元	100%	100%	Property investment 物業投資

* The non-voting deferred shares of Wellmake Investments Limited carry no rights to receive notice of, attend or vote at any general meeting and have very limited rights to participate in a distribution of profits and, on liquidation, to the repayment of the amount paid up on the shares.

** Enterprises Huzhou is a wholly foreign owned enterprise established in the PRC, to be operated for 50 years up to 14 December 2054.

* 緯豐投資有限公司之無投票權遞延股無權收取任何股東大會之通告、出席或於大會上投票，且僅具非常有限權力獲分派溢利及，於清盤時，獲退回實繳股份之金額。

** 湖州實業為一間於中國成立之外資投資企業，經營期為50年，直至2054年12月14日。

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39. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

The above table lists the subsidiaries of the Company, which, in the opinion of the directors of the Company, principally affected the results of the year or constituted a substantial portion of the assets of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company result in particulars of excessive length.

At the end of the reporting period, the Company has other subsidiaries that are not material to the Group. Majority of these subsidiaries operate in Hong Kong. The principal activities of these subsidiaries are summarised as follows:

Principal activity 主要業務	Principal place of business 主要營業地點
Investment holding 投資控股	Hong Kong 香港
Inactive 非活躍	Hong Kong 香港
Inactive 非活躍	PRC 中國

None of the subsidiaries had issued any debt securities at 31 March 2019 or 31 March 2018.

40. EVENTS AFTER THE END OF THE REPORTING PERIOD

The following significant events took place subsequent to 31 March 2019:

- (a) On 26 March 2019, the Group entered into a subscription agreement with the General Partner of the Limited Partnership to subscribe for limited partnership interest in the Limited Partnership with a commitment of USD5 million (equivalent to HK\$39,000,000) (see note 37(b)). In April 2019, a deposit of USD100,000 (approximately HK\$780,000) was paid.

At the date of issuance of the consolidated financial statements, the Group's subscription for the limited partnership interest in the Limited Partnership has not been completed and the Group will classify this interest as financial assets at FVTPL upon completion.

39. 主要附屬公司之詳情(續)

根據本公司董事之意見，上表所列示之本公司附屬公司，為主要影響本年度之業績或構成本集團資產主要部分。根據本公司董事之意見列出其他附屬公司之詳情則會使資料過於冗長。

於報告期末，本公司尚有其他對本集團而言並不是重要之附屬公司。此等附屬公司大部分於香港營運。此等附屬公司之主要業務概括如下：

Number of subsidiaries 附屬公司數目	2019	2018
	24	16
8	10	
2	2	
34	28	

沒有附屬公司於2019年3月31日或2018年3月31日發行任何債務證券。

40. 報告期末後事項

以下重大事件發生於2019年3月31日之後：

- (a) 於2019年3月26日，本集團與有限合夥公司的普通合夥人訂立一份認購協議，以認購有限合夥公司的有限合夥公司權益，資本承諾金額為5,000,000美元（相當於39,000,000港元）（見附註37(b)）。於2019年4月，已付按金100,000美元（約780,000港元）。

於綜合財務報表刊發日期，本集團認購有限合夥公司的有限合夥公司權益尚未完成且本集團將於完成後將此項權益分類為按公平值計入損益的金融資產。

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40. EVENTS AFTER THE END OF THE REPORTING PERIOD (Continued)

- (b) On 26 March 2019, the Company entered into the third deed of amendment with Madian in relation to the proposed alterations of the conversion price of the 2015 Convertible Note, which was subsequently terminated and replaced by the fourth deed of amendment entered into between the Company and Madian on 8 April 2019.

According to the fourth deed of amendment, it is proposed that (i) the conversion price of the 2015 Convertible Note be further revised from HK\$0.16 per conversion share to HK\$0.06 per conversion share; and (ii) restrictions be imposed on conversions that would lead to an offer being required under Rule 26 of the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code") and/or the Company breaching the public float requirement under the Listing Rules. The restrictions will prevent conversion to the extent that would lead to a breach of the public float requirements and/or require a mandatory offer under Rule 26 of the Takeover Code.

Details of the third deed of amendment, which was subsequently terminated, are set out in the Company's announcement dated 27 March 2019. Details of the fourth deed of amendment are set out in the Company's announcement dated 9 April 2019 and circular dated 3 May 2019. A special general meeting of the Company will be held on 21 May 2019 to approve, among others, the fourth deed of amendment.

At the date of issuance of the consolidated financial statements, the conditions precedent of the fourth deed of amendment have not yet been fulfilled.

40. 報告期末後事項(續)

- (b) 於2019年3月26日，本公司與Madian就建議修訂2015年可換股票據之兌換價訂立第三份修訂契據，隨後獲終止並以本公司與Madian於2019年4月8日訂立的第四份修訂契據取代。

根據第四份修訂契據，其建議(i)將2015年可換股票據之兌換價由每股兌換股份0.16港元進一步修訂至每股兌換股份0.06港元；及(ii)就兌換後將導致香港收購及合併守則(「收購守則」)第26條之收購要約及／或本公司違反上市規則下的公眾持股量之要求施加限制。該等限制可防止兌換後會引致違反公眾持股量之要求和／或根據收購守則第26條之規定提出強制收購。

第三份修訂契據(隨後獲終止)載於本公司日期為2019年3月27日的公告。第四份修訂契據的詳情載於本公司日期為2019年4月9日的公告及2019年5月3日的通函。本公司將於2019年5月21日召開股東特別大會，以批准(其中包括)第四份修訂契據。

於綜合財務報表刊發日期，第四份修訂契據的先決條件尚未獲達成。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

41. 本公司之財務狀況表

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	1,488	2,064
Interests in subsidiaries	於附屬公司權益	2,226,218	2,328,706
		2,227,706	2,330,770
Current assets	流動資產		
Other receivables	其他應收款項	294	251
Bank balances	銀行結餘	121,038	46,714
		121,332	46,965
Current liabilities	流動負債		
Other payables	其他應付款項	1,034	1,396
Convertible notes	可換股票據	62,986	69,656
		64,020	71,052
Net current assets (liabilities)	流動資產(負債)淨值	57,312	(24,087)
Total assets less current liabilities	總資產減流動負債	2,285,018	2,306,683
Non-current liabilities	非流動負債		
Deferred tax liabilities	遞延稅項負債	8,264	10,640
		2,276,754	2,296,043
Capital and reserves	資本及儲備		
Share capital	股本	29,658	29,658
Reserves (note)	儲備(附註)	2,247,096	2,266,385
		2,276,754	2,296,043

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

Movements of the Company's reserves during the current and prior years are as follows:

		Share premium	Convertible note equity reserve	Capital reserve	Contributed surplus	Share options reserve	Accumulated losses	Total
		股份溢價 HK\$'000 千港元	可換股票據 權益儲備 HK\$'000 千港元	股本儲備 HK\$'000 千港元	繳入盈餘 HK\$'000 千港元	購股權儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	總額 HK\$'000 千港元
At 1 April 2017	於2017年4月1日	2,019,688	21,181	53,194	261,126	2,083	(202,368)	2,154,904
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	-	-	-	-	-	(2,090)	(2,090)
Issue of new shares	發行新股份	42,865	-	-	-	-	-	42,865
Transaction costs attributable to issue of new shares	發行新股份之交易成本	(505)	-	-	-	-	-	(505)
Recognition of equity component of convertible notes	確認可換股票據之權益成分	-	27,994	-	-	-	-	27,994
Deferred tax liability on recognition of equity component of convertible notes	確認可換股票據之權益成分時之遞延稅項負債	-	(4,619)	-	-	-	-	(4,619)
Transfer upon modification of terms of convertible note	更改可換股票據條款時轉撥	-	(14,304)	-	-	-	14,304	-
Deferred tax liability released upon modification of terms of convertible note	更改可換股票據條款時解除遞延稅項負債	-	465	-	-	-	-	465
Recognition upon modification of terms of convertible note	更改可換股票據條款時確認	-	50,992	-	-	-	-	50,992
Deferred tax liability on recognition of equity component upon modification of terms of convertible note	更改可換股票據條款時確認權益成分之遞延稅項負債	-	(8,414)	-	-	-	-	(8,414)
Issue of shares on conversion of convertible note	兌換可換股票據時發行股份	14,100	(11,145)	-	-	-	-	2,955
Deferred tax liability released upon conversion of convertible note	兌換可換股票據時解除遞延稅項負債	-	1,838	-	-	-	-	1,838
Transfer upon cancellation of share options	取消購股權時轉撥	-	-	-	-	(431)	431	-
At 31 March 2018	於2018年3月31日	2,076,148	63,988	53,194	261,126	1,652	(189,723)	2,266,385
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	-	-	-	-	-	(19,466)	(19,466)
Transfer upon redemption of convertible note	贖回可換股票據時轉撥	-	(7,519)	-	-	-	7,519	-
Deferred tax liability released upon redemption of convertible note	贖回可換股票據時解除遞延稅項負債	-	177	-	-	-	-	177
Transfer upon cancellation of share options	取消購股權時轉撥	-	-	-	-	(395)	395	-
At 31 March 2019	於2019年3月31日	2,076,148	56,646	53,194	261,126	1,257	(201,275)	2,247,096

42. RECLASSIFICATION

Certain comparative figures have been restated to conform with the current year's presentation.

41. 本公司之財務狀況表(續)

附註:

本公司之儲備於年內及過往年度之變動如下:

42. 重新分類

若干比較數字已被重列以符合本年度之編列。

Financial Summary

財務資料概要

RESULTS

業績

		Year ended 31 March 截至三月三十一日止年度				
		2015	2016	2017	2018	2019
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	營業額	192,489	103,439	36,518	49,605	62,228
Profit (loss) before taxation	除稅前溢利(虧損)	35,118	(61,238)	(29,592)	54,608	50,910
Taxation	稅項	(4,032)	(8,030)	2,965	(1,069)	(400)
Profit (loss) for the year attributable to owners of the Company	本公司股東應佔本年度溢利(虧損)	31,086	(69,268)	(26,627)	53,539	50,510

ASSETS AND LIABILITIES

資產及負債

		At 31 March 於三月三十一日				
		2015	2016	2017	2018	2019
		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
Total assets	總資產	1,919,181	2,574,086	3,407,650	4,011,917	4,034,545
Total liabilities	總負債	(356,536)	(249,642)	(955,497)	(1,296,629)	(1,300,375)
Equity attributable to owners of the Company	本公司股東應佔權益	1,562,645	2,324,444	2,452,153	2,715,288	2,734,170

Summary of Properties

物業概要

At 31 March 2019 於 2019年3月31日

A. INVESTMENT PROPERTIES

A. 投資物業

	Location	地址	Purpose	Approximate gross floor/saleable/site area 概約樓面/實用/地皮面積 (sq.ft.) (平方呎)	Lease-term
			用途		租約年期
1.	Ground Floor No. 148 Johnston Road Wanchai Hong Kong	香港灣仔 莊士敦道 148號地下	Commercial 商業	578	Long 長期
2.	Ground Floor No. 6 Cannon Road Causeway Bay Hong Kong	香港銅鑼灣 景隆街6號 地下	Commercial 商業	472	Long 長期
3.	Sixth Floor Nos. 650-652 Castle Peak Road, and No. 18A Wing Hong Street Kowloon	九龍 青山道 650-652號、6樓及 永康街18A號	Industrial 工業	8,608	Medium 中期
4.	Second Floor Nos. 790, 792 and 794 Cheung Sha Wan Road Kowloon	九龍 長沙灣道 790號、792號及794號 2樓	Industrial 工業	2,981	Medium 中期
5.	Unit B on First Floor Fung Wah Factory Building Nos. 646, 648, 648A Castle Peak Road, Kowloon	九龍青山道646號、648號 及648A號豐華工業大廈 一樓單位B	Industrial 工業	1,910	Medium 中期
6.	Roof No. 20 Wing Hong Street Kowloon	九龍永康街20號天台	Industrial 工業	2,910	Medium 中期
7.	Fifth Floor No. 20 Wing Hong Street Kowloon	九龍永康街20號五樓	Industrial 工業	3,402	Medium 中期
8.	House 9, Villa Castell No. 20 Yau King Lane Tai Po New Territories	新界大埔優景里20號 新翠山莊9號洋房	Residential 住宅	1,599	Medium 中期

Summary of Properties

物業概要

At 31 March 2019 於2019年3月31日

A. INVESTMENT PROPERTIES (Continued)

A. 投資物業 (續)

	Location	地址	Purpose 用途	Approximate gross floor/ saleable/ site area 概約樓面/ 實用/地皮面積 (sq.ft.) (平方呎)	Lease-term 租約年期
9.	Units 1 and 2 on Seventh Floor Block D and Car Parking Space No. 46 on Lower Ground Floor Shatin Heights No. 8003 Tai Po Road Shatin Kowloon	新界沙田大埔公路8003號沙田花園D座七樓1號和2號單位及低層地下車位第46號	Residential 住宅	2,086	Medium 中期
10.	Third Floor No. 161 Wong Nai Chung Road Hong Kong	香港黃泥涌道161號三樓	Residential 住宅	781	Medium 中期
11.	Easy Tower, No. 609 Tai Nan West Street Cheung Sha Wan Kowloon	九龍長沙灣 大南西街609號 永義廣場	Industrial/ commercial 工業/商業	74,458	Medium 中期
12.	Office Unit Nos. 01, 02, 03, 05, 06, 07, 08 and 09 on Twelfth Floor and Car Parking Space Nos. 329, 330 and 331 on Third Floor, Capital Centre No. 151 Gloucester Road Wan Chai Hong Kong	香港灣仔告士打道151號資本中心位於12樓的01、02、03、05、06、07、08及09號辦公單位及位於3樓的329、330及331號車位	Commercial 商業	11,316	Medium 中期
13.	15 Ardmore Park #04-03 Singapore 259959	15 Ardmore Park #04-03 新加坡259959	Residential 住宅	2,885	Freehold 免租
14.	15 Ardmore Park # 06-04 Singapore 259959	15 Ardmore Park #06-04 新加坡259959	Residential 住宅	2,885	Freehold 免租
15.	15 Ardmore Park #18-02 Singapore 259959	15 Ardmore Park #18-02 新加坡259959	Residential 住宅	2,885	Freehold 免租
16.	An industrial complex located at No. 108 of Dongliang Road, Zhili Town, Wuxing District, Huzhou City, Zhejiang Province of the People's Republic of China with a total of sixteen building blocks being built and four building blocks under construction	一工業中心總計有十六棟已完成建築之建築物及4棟在建中之建築物位於中國浙江省湖州市吳興區織里鎮棟梁路108號	Industrial 工業	1,956,558	Medium 中期

Summary of Properties

物業概要

At 31 March 2019 於 2019年3月31日

B. PROPERTIES HELD FOR DEVELOPMENT FOR SALE

	Location	地址	Purpose 用途	Approximate site area 概約實用面積 (sq.ft.) (平方呎)	Lease-term 租約年期	Stage of completion 完成階段
1.	Unit A1, A2, B1, B2, C2 and D on Ground Floor, Unit A, B, C, D on First Floor, Unit A, B, C on Second Floor, Unit A, B, C, D on Third Floor, Unit A, B, C, D on Fourth Floor, Unit B, C, D on Fifth Floor, Unit A, B, C, D with Roof on Sixth Floor Fung Wah Factorial Building Nos. 646, 648, 648A Castle Peak Road Kowloon	九龍青山道646· 648·648A號 豐華工業大廈 地下A1·A2·B1·B2· C2及D單位· 一樓A·B·C·D單位· 二樓A·B·C單位· 三樓A·B·C·D單位· 四樓A·B·C·D單位 五樓B·C·D單位· 六樓A·B·C·D單位 連天台	Industrial 工業	9,206	Medium 中期	For redevelopment 作重建
2.	Portion A and Portion B of Car Park on Ground Floor, Flat A and B on First Floor, Flat A and B on Second Floor, Flat A and B on Third Floor, Flat A and B on Fourth Floor & Flat Roof, Flat A and B on Fifth Floor, Flat A and B on Sixth Floor, Flat A and B on Seventh Floor, Flat A and B on Eighth Floor, Flat A and B on Ninth Floor & Roof Wing Cheong Factory Building No. 121 King Lam Street Cheung Sha Wan Kowloon	九龍長沙灣瓊林街121號 永昌工廠大廈地下單位A 部分及B部分·一樓A及B 單位·二樓A及B單位·三樓 A及B單位·四樓A·B單位 及屋頂平台·五樓A及B單位· 六樓A及B單位·七樓A及B 單位·八樓A及B單位· 九樓A·B單位及天台	Industrial 工業	5,483	Medium 中期	For redevelopment 作重建
3.	Nos. 11, 13 and 15 Matheson Street Causeway Bay Hong Kong	香港銅鑼灣勿地臣街11·13 及15號	Commercial 商業	2,857	Long 長期	Under development 發展中

B. 持作出售發展物業

