STELUX Holdings International Limited

（Stock Code 股份代號：84）

寶光實業(國際)有限公司

Annual Report 2019
年 報 二 零 一 九

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		2015 HK$'M 港幣佰萬元	2016 HK$'M 港幣佰萬元	2017 HK$'M 港幣佰萬元	2018 HK$'M 港幣佰萬元	**2019 HK$'M 港幣佰萬元**
Consolidated income statement for the years ended 31 March	綜合收益表 截至3月31日止年度					
Revenue	收入	3,940.8	3,401.7	1,634.9*	1,509.1*	**1,457.8***
Profit/(loss) for the year	年度溢利／(虧損)					
Continuing Operations	持續營運業務			(132.5)	(145.8)	**(144.4)**
Discontinued Operations	終止營運業務			(45.2)	(4.5)	**110.0**
Net profit/(loss) for the year	年度淨溢利／(虧損)	92.1	(189.8)	(177.7)	(150.3)	**(34.4)**
Interim dividend paid	已派中期股息	20.9	–	–	–	**–**
Final dividend proposed	擬派末期股息	10.5	–	–	–	**–**
Special dividend paid	已派特別股息	–	–	–	–	**198.8**
Consolidated balance sheet as at 31 March	綜合資產負債表 3月31日結算					
Assets	資產	3,091.4	2,958.4	2,648.2	2,651.9	**1,981.7**
Less: Liabilities and non-controlling interests	減：負債及非控股權益	1,644.9	1,728.6	1,729.1	1,631.3	**996.7**
Shareholders' funds	股東資金	1,446.5	1,229.8	919.1	1,020.6	**985.0**
		HK$ 港幣元	HK$ 港幣元	HK$ 港幣元	HK$ 港幣元	**HK$ 港幣元**
Per share data	每股資料					
Earnings/(loss)	盈利／(虧損)	0.088	(0.182)	(0.170)	(0.144)	**(0.033)**
Interim dividend paid	已派中期股息	0.02	–	–	–	**–**
Final dividend proposed	擬派末期股息	0.01	–	–	–	**–**
Special dividend paid	已派特別股息	–	–	–	–	**0.19**
Shareholders' funds	股東資金	1.382	1.175	0.878	0.975	**0.941**

* On 26 January 2018, the Group announced the disposal of its entire optical retail and wholesale businesses (the "Optical Business") to its controlling shareholder (the "Disposal"). The Optical Business is classified as Discontinued Operations. The completion of the Disposal took place on 1 June 2018.

於2018年1月26日，本集團宣佈向其控股股東出售其整個眼鏡零售及批發業務(「眼鏡業務」)(「出售事項」)，而已出售的業務於本年報分類為終止營運業務。出售事項已於2018年6月1日完成。

The directors of the Company (the "Board") submit their report together with the audited financial statements for the year ended 31 March 2019.

本公司董事會(「董事會」)提呈董事會報告書連同截至2019年3月31日止年度的經審核財務報表。

PRINCIPAL ACTIVITIES

主要業務

The principal activity of the Company is investment holding. The activities of its principal subsidiaries are set out in note 36 on pages 193 to 197 to the financial statements.

本公司的主要業務為投資控股。其主要附屬公司的業務載於財務報表第193頁至第197頁附註36。

BUSINESS REVIEW

業務回顧

A fair review of the Group's businesses for the year ended 31 March 2019 and an indication of likely future development in the Group's businesses are set out under Management Discussion and Analysis on page 31.

有關截至2019年3月31日止年度本集團業務的公平檢討及本集團業務未來可能發展的評論載於第31頁的管理層討論及分析。

There were no important events affecting the Group, that have occurred subsequent to the year ended 31 March 2019.

於截至2019年3月31日止年度後，並無發生對本集團造成影響的重要事項。

Stelux is a company that cares about the way it does business, the way we engage with our customers, our employees, our suppliers, and others in general. Certain core principles underpin the way we achieve our business objectives. We engage our business partners and treat our employees in a fair, honest and responsible manner to deliver sustainable results to our shareholders.

寶光一直重視其經營業務的手法以及與顧客、員工、供應商及其他人士的互動形式。我們依照若干核心原則經營業務，務求實現業務目標。我們以公平、誠實及負責的態度與業務夥伴合作及對待員工，從而為股東帶來持續回報。

Our vision to "Beautify and enrich lives through our products and services" underscores the way we engage with our customers. From our lifestyle products, ranging from trendy watches and smart wearables available at our brick and mortar stores or online shopping platforms, we strive to deliver a personal shopping experience to our customers engaging them through traditional and social media.

「通過我們提供的產品和服務，豐富和美化您的生活」的願景強調了我們服務客戶的方式。由我們的實體店舖或網上購物平台所提供的潮流手錶及智能穿戴式裝置等生活產品，本集團致力為顧客帶來傳統及社交媒體層面的個人購物體驗。

Customers looking for a wide brand selection will enjoy shopping at multi-brand retailer "CITY CHAIN", appealing to customers who enjoy fashionable watches.

作為多樣化品牌零售商，「時間廊」讓客戶享有廣泛的鐘錶品牌選擇，吸引追求時尚鐘錶的客戶。

As for the Group's watch wholesale business, (in addition to selling to City Chain), our customers comprise of a large network of independent dealer stores spanning, Hong Kong, Singapore and Malaysia. Many of these dealers have been doing business with the Group for an average period of around 25 years. On average around 13% of our watch dealers operate at least 2 points of sales.

關於本集團的鐘錶批發業務(銷售予時間廊除外),本集團的客戶包括龐大的獨立代理店舖網絡,橫跨香港、新加坡及馬來西亞。大部分代理商與本集團於業務上已合作多年,平均年期約為25年。鐘錶代理商中平均約有13%於最少2個銷售點經營。

The Group is aware of the challenges brought on by underlying structural changes in labour markets and employee expectations towards work life balance and work fluidity. Hence our mission to grow, respect and reward our employees as they develop together with the Group becomes ever more important in employee performance, satisfaction and retention. More details on the Group's employment policies can be found on pages 205 to 208 of the Environmental, Social and Governance Report.

本集團關注到勞工市場的潛在結構變化及員工對工作生活平衡及工作流動性的期望帶來挑戰。我們亦明白使命感對員工表現、滿意程度及留任率極為重要,因此,我們讓與本集團一同發展的員工得到成長、受到尊重、獲得應得獎勵。有關本集團僱員政策的詳情載於環境、社會及管治報告內第205頁至第208頁。

The Group's suppliers are an important component of our businesses, ranging from upstream component vendors, assemblers and manufacturers to more downstream third party brand principals and distributors, where third party brands are sourced. Some brand principals have been partnering the Group for over 20 years. Credit terms granted by the Group's suppliers range from 30 to 90 days. More details on our suppliers are set out on pages 208 to 209 of the Environmental, Social and Governance Report.

本集團的供應商為業務的重要部分,包括從事上游業務的零件供應商、裝配商和製造商以及從事下游業務的第三方品牌代理及分銷商。一些品牌代理與本集團合作已超過20年。本集團供應商授出的信貸期介乎30至90日。有關供應商的詳情載於環境、社會及管治報告內第208頁至第209頁。

Businesses require stable relationships with their lenders. Without exception, the Group maintains strong and cordial relationships with its lenders who provide important trade and other short and long term credit facilities. These lenders range from local banks with strong local connections to regional and global banks with solid reputations.

企業須與借貸人保持穩定的關係。本集團與其借貸人維持良好密切的關係,以獲取重要貿易融資(包括短期及長期貿易融資)。我們的借貸人包括擁有強大網絡的本地銀行以及具備良好聲譽的地區及國際銀行。

The Group recognises certain principal risks and uncertainties described below (in no order of preference):

本集團所面對的主要風險及不確定性如下(排名不分先後):

Risks of fluctuations in the global and local economic environments, political instability and government activities impact our business performance and appropriate strategies and measures are adopted to mitigate these risks. For more details, refer to page 31 under "GROUP OUTLOOK" of the Management, Discussion and Analysis.

全球及本地經濟狀況的波動風險、政治不穩及政府政策對本集團業務表現造成影響,本集團已採取適當的策略及措施緩和前述風險。有關更多詳情,請參閱第31頁的管理層討論及分析「集團前景」。

Changing technology continues to significantly reshape the way we live, including the way we consume and experience. The Group has allocated more resources to develop appropriate infrastructure. For more details, refer to page 32 under "BUSINESS MODEL AND STRATEGY" of the Management, Discussion and Analysis.

技術不斷變化將繼續顯著改變我們的生活方式,包括我們的消費及體驗模式。本集團已撥出更多資源以發展適當的基礎設施。有關更多詳情,請參閱第32頁的管理層討論及分析「業務模式及策略」。

As inventory levels impact sales, profitability and cash flows and with watch production lead times averaging 12 months, effective inventory management is important. Systems are in place to ensure key functions including merchandising, store operations and finance closely monitor metrics like, inventory levels, aging and turnover ratios. The Group has adopted a conservative approach to ordering and purchasing stock. There are also measures to fasten stock turn and to facilitate disciplined capital management including flexible cross regional clearance initiatives.

由於存貨水平影響銷售、盈利能力、現金流量及平均為12個月的鐘錶製造週期，故有效的存貨管理甚為重要。集團已建立系統以確保透過主要職能，包括商品、店舖營運及財務，密切監察指標、存貨水平、賬齡及週轉率。本集團已採取保守方式訂購及購買存貨。亦有措施加快存貨週轉期，並加強資本管理紀律，包括採取彈性跨區減存貨的措施。

The ability to attract and retain suitable talent affects the stability and healthy development of the Group's businesses. Operating within a tight labour market, strategies and benefits are periodically reviewed and where appropriate aligned to particular market and industry norms and practices. Strategies are adopted to attract and retain talents to satisfy the Group's needs for development. We seek to provide different job related opportunities to talented staff to enhance their job satisfaction which in turn helps staff retention.

招募及留任合適人才會影響本集團業務穩定性及穩健發展。在人力資源緊張的市場當中經營業務須定期檢討策略及效益，並在適當情況下符合特定市場及行業慣例。集團已採取吸引及挽留人才的政策，以配合企業發展需要，包括向具潛能的員工提供不同種類的工作機會，加強其滿足感，並促進員工的留任。

The ability to secure the right store location is another principal driver of performance and affects Group turnover and profitability. Leasing, store operations, finance and senior management review and assess location suitability using a checklist of pre-agreed criteria. A dedicated leasing team focusses on leasing strategies and activities in our major markets.

能確保於合適地點開設店舖是另一個對業績表現的主要推動力，並影響集團營業額及盈利水平。不同的部門，包括租賃、店舖營運、財務及高級管理層利用預先協定的準則審核及評估位置合適度。本集團設有租賃團隊專注於主要市場的租賃策略及活動。

Product sourcing impacts on Group turnover, gross margins and inventory levels. In line with our business strategy to move the watch retail business to more lifestyle based, it is important that the right products are sourced to align with our refreshed store image. CITY CHAIN being a multi-branded retailer, a proportion of products are sourced from third party brand principals or distributors and there is no assurance that supply will continue on terms acceptable to the Group. The Group has a dedicated merchandising function to focus on sourcing of non-house branded products and maintaining good relationships, particularly with principal suppliers. We look to form medium to long term strategic brand partnerships with our suppliers, working closely with them to facilitate the sharing of fashion trends and market information. To stay attuned to customer tastes and preferences, market research on social media trends, competitors' offerings and market visits are carried out regularly, and customer feedback is closely monitored.

產品採購影響集團營業額、毛利率及存貨水平。為配合鐘錶零售業務轉為以生活時尚為主及全新的店舖形象，採購合適產品相當重要。「時間廊」作為多品牌零售商，不少產品均採購自第三方品牌代理或分銷商，因此難確保供應符合集團可接受的條款。本集團設有採購部，專注於採購非自家品牌產品尤其與主供應商維持良好關係。本集團採取與供應商建立中長期戰略品牌合作夥伴關係的策略與其密切合作，促進交流時尚趨勢及市場資料。為適時了解客戶喜好，本集團定期進行社交媒體市場研究、競爭對手的產品及考察，並對客戶反饋進行密切監控。

The Group's financial risks and relevant management policies can be found in the "Finance" section under Management, Discussion and Analysis on pages 32 to 34 and Note 3 to the Financial Statements.

有關本集團財務風險及有關管理政策的詳情載於管理層討論及分析內的「財務」部分第32頁至第34頁及財務報表附註3。

Laws and regulations governing consumer protection, employment and personal data have a significant impact on the Group's retail businesses. The Group has an in-house legal function and where necessary seeks external legal advice and training to keep abreast of latest developments in different areas of law. There was no material non-compliance with the above laws and regulations for the year ended 31 March 2019.

監管消費者保障、僱傭及個人資料的法律及法規對本集團的零售業務造成重大影響。本集團設有內部法律部門，並於需要時尋求外部法律意見及培訓，以了解不同範疇相關法律的最新發展情況。於截至2019年3月31日止年度，本集團並無嚴重違反以上法律及法規。

Climate change and other social issues may at times impact our business decisions and actions. Our environmental policy is based on 3R's – to reduce, reuse or recycle whenever feasible or practical so as to reduce our environmental impact. Changing the way we consume the earth's resources requires the collective efforts of individuals and businesses together with supportive and progressive environmental policies enacted by governments. The different regions where we operate in have varying degrees of commitment to environmental friendly legislation, regulations and practices, and in places with less awareness, there are more constraints on our performance.

氣候變化及其他社會問題於任何時候或對我們的業務決策及措施造成一定影響。我們的環境政策根據減量、再利用及循環使用的環保3R原則而定，以減少環境影響。改變消耗地球資源的模式須集合個人及商界的共同努力，並配合政府推行的鼓勵及推動環保政策。本集團不同的營運所在地區都推行不同程度的環保法例、法規及慣例，但低環保意識的地區則對本集團的表現造成較多限制。

Further reporting on environmental issues can be found on pages 201 to 205 under Environmental, Social and Governance Report.

環保事項的進一步匯報詳情載於第201頁至第205頁的環境、社會及管治報告。

RESULTS AND DIVIDENDS

業績及股息

The results of the Group for the year ended 31 March 2019 are set out in the consolidated income statement on page 43.

本集團截至2019年3月31日止年度的業績載於第43頁的綜合收益表內。

No interim dividend was paid during the year (2018: nil).

年內，本公司並沒有派發中期股息(2018年：無)。

The directors did not recommend the payment of a final dividend in respect of the year ended 31 March 2019 (2018: nil).

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

A conditional special distribution in cash of HK$0.19 dollar per share was proposed by the Board on 23 January 2018 relating to the disposal of the Disposal group and was approved by the shareholders in the special general meeting on 19 April 2018. The special distribution, amounting to HK$198,830,000, had been paid on 14 June 2018.

董事會於2018年1月23日就出售出售集團建議作出有條件特別分派每股股份現金19港仙，並已於2018年4月19日的股東特別大會上獲股東批准。建議特別分派總額為港幣198,830,000元，在2018年6月14日已派付。

DONATIONS

During the year, the Group made charitable and other donations of HK$661,000.

捐款

年內，本集團作出慈善及其他捐款港幣661,000元。

SHARES ISSUED IN THE YEAR

Details of the shares issued in the year ended 31 March 2019 are set out in Note 22 to the financial statements.

年內已發行股份

截至2019年3月31日止年度已發行的股份的詳情載於財務報表附註22。

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 1 of this annual report.

五年財務摘要

本集團於過去五個財政年度之業績以及資產及負債摘要載於年報第1頁。

DISTRIBUTABLE RESERVES

As at 31 March 2019, the distributable reserves of the Company available for distribution as dividends to shareholders amounted to HK$32,737,000 (2018: HK$231,657,000).

可分派儲備

於2019年3月31日，本公司可作為股息向股東分派的可分派儲備為港幣32,737,000元(2018年：港幣231,657,000元)。

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-laws although there is no restriction against such rights under the laws in Bermuda.

優先認股權

本公司的公司細則並無有關優先認股權的規定，百慕達的法例亦無對該等權利作出限制。

DIRECTORS AND INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

The directors during the year and up to the date of this report were:

Joseph C. C. **Wong**	(Chairman and Chief Executive Officer)
Wallace **Kwan** Chi Kin	(executive director and CFO)
Wu Chun Sang	(independent non-executive)
Lawrence **Wu** Chi Man	(independent non-executive)
Agnes **Kwong** Yi Hang	(independent non-executive)

In accordance with Bye-law 110(A), Professor Lawrence Wu Chi Man and Mr. Wallace Kwan Chi Kin will retire by rotation at the forthcoming Annual General Meeting ("AGM") and, being eligible, offer themselves for re-election.

董事及交易、協議及合約權益

年內及直至本報告日期的在任董事如下：

黃創增	(主席及行政總裁)
關志堅	(行政董事及首席財務總裁)
胡春生	(獨立非行政董事)
胡志文	(獨立非行政董事)
鄺易行	(獨立非行政董事)

按照公司細則第110(A)條，胡志文教授及關志堅先生將於應屆股東週年大會(「股東週年大會」)輪席告退，惟彼等合資格並願膺選連任。

DIRECTORS AND INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS (continued)

During the year and up to the date of this report, Mr. Joseph C. C. Wong and Mr. Wallace Kwan Chi Kin are also directors in certain subsidiaries of the Company. Other directors of the Company's subsidiaries in Hong Kong during the year and up to the date of this report are: Ms. Caroline Chong Sue Peng, Mr. William Hui Kin Wai, Ms. Stella Chow Yin Oi and Mr. Johnny Chan Koon Kiu.

No director has a service contract with the Company which is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

The Company's directors have formal letters of appointment setting out the key terms and conditions of their appointment. During the year, Mr. Joseph C. C. Wong and Mr. Wallace Kwan Chi Kin were each eligible to an annual bonus determinable under the terms of a KPI based executive bonus scheme with respect to their management of the Group. Provision for the bonuses in respect of the directors eligible under the executive bonus scheme for the year ended 31 March 2019 amounted to HK$820,000 (2018: HK$6,750,000). Mr. Joseph C. C. Wong waived his annual bonus of HK$1,450,000 for the year ended 31 March 2019.

Apart from the foregoing and continuing connected transactions of the Group, no other transactions, arrangements and contracts of significance in relation to the Group's businesses to which the Company's subsidiaries or its holding company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事及交易、協議及合約權益(續)

年內及直至本報告日期，黃創增先生及關志堅先生同為本公司若干附屬公司董事。年內及直至本報告日期，其他香港本公司附屬公司董事：張素萍大律師、許健偉先生，周燕愛女士及陳冠橋先生。

各董事概無與本公司訂立本公司不可於1年內免付補償(法定賠償除外)而終止的服務合約。

本公司董事均有正式委任信，載列其委任的主要條款及條件。年內，黃創增先生及關志堅先生就管理本集團作出貢獻而合資格根據「關鍵績效指標」之行政人員花紅計劃條款獲得待定金額之年度花紅。截至2019年3月31日止年度，就行政人員花紅計劃合資格董事而作出之行政人員花紅撥備為港幣820,000元(2018年：港幣6,750,000元)。黃創增先生放棄其截至2019年3月31日止年度花紅港幣1,450,000元。

除上述者及本集團的持續關聯交易外，於年終時或年內任何時間，概無任何本公司附屬公司或其控股公司所簽訂而本公司董事及其關聯方直接或間接享有重大利益之與本集團業務有關之重要交易、協議及合約。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR EXECUTIVES

董事及高級管理人員的履歷詳情

Chairman and Chief Executive Officer

主席及行政總裁

Chumphol KANJANAPAS (aka Joseph C. C. WONG), aged 59, was appointed executive director of the Company in 1986. Mr. Wong undertook his tertiary studies in the United Kingdom. He graduated from the University of Bradford with a B.Sc. in Industrial Engineering (First Class Honours). Mr. Wong also holds a M.Sc. (with Distinction) in Operational Research from the University of Southampton. Mr. Wong is the Founding Honorary Patron of the HKU Foundation for Education Development and Research and has been serving the Board of Directors of the Foundation for over 15 years. He is also a member of the Court of the University of Hong Kong. He was awarded an Honorary Fellowship by the University of Hong Kong in 2012.

黃創增先生，59歲，於1986年獲委任為本公司行政董事。黃先生於英國接受高等教育，畢業於布拉德福德大學並擁有工業工程專業理學士學位(一級榮譽)。黃先生亦持有英國南開普敦大學運籌學理碩士學位(最優等)。黃先生為香港大學教育發展研究基金會名譽贊助人並已於該基金的董事會任職逾十五年。彼亦為香港大學校董會的成員並於2012年獲得香港大學名譽院士銜頭。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR EXECUTIVES (continued)

董事及高級管理人員的履歷詳情(續)

Directors

董事

Wallace KWAN Chi Kin, aged 49, joined the Group in November 2011 as Group Finance Director and was appointed an executive director and Chief Financial Officer of the Company in July 2013. Mr. Kwan holds a Bachelor of Social Science Degree from The Chinese University of Hong Kong. He also holds a Master of Business Administration Degree from the University of Manchester and a Master of Laws in Corporate & Financial Law from The University of Hong Kong. He is a member of the Hong Kong Institute of Certified Public Accountants and also a fellow of the Association of Chartered Certified Accountants. Mr. Kwan has around 27 years of experience in financial management having worked at an international audit firm and several listed companies.

關志堅先生，49歲，自2011年11月加入本集團出任集團首席財務總監及於2013年7月獲委任為本公司行政董事及首席財務總裁。彼擁有香港中文大學社會科學學士。彼亦擁有曼徹斯特大學工商管理碩士及香港大學公司及金融法法學碩士。彼為香港會計師公會會員及特許公認會計師公會資深會員。關先生曾在國際審計師事務所及數間上市公司任職，擁有大約27年的財務管理經驗。

WU Chun Sang, aged 62, was appointed an independent non-executive director of the Company in 2004. He is a Macau Registered Auditor. He is also a fellow member of the Association of Chartered Certified Accountants, UK and an associate member of the Hong Kong Institute of Certified Public Accountants.

胡春生先生，62歲，於2004年獲委任為本公司獨立非行政董事。彼為澳門註冊核數師。彼亦為英國特許公認會計師公會資深會員及香港會計師公會會員。

Lawrence WU Chi Man, aged 60, was appointed an independent non-executive director of the Company in 2005. He graduated from Bristol University, United Kingdom with a BSc(Eng) and PhD in Aeronautical Engineering. He is a Professor at the Department of Materials Science and Engineering at the City University of Hong Kong. He is a fellow of the Hong Kong Institution of Engineers (HKIE). He is also a Council Member of the HKIE. He received the Taishan (泰山學者) Scholar award from the Shandong Provincial Government in 2012.

胡志文教授，60歲，於2005年獲委任為本公司獨立非行政董事。彼畢業於英國布里斯托大學，獲得航空工程學士及博士銜頭。彼為香港城市大學材料科學及工程系教授及香港工程師學會資深會員，亦為香港工程師學會理事。於2012年，彼獲得山東省政府頒發的泰山學者獎。

Agnes KWONG Yi Hang, aged 59, holds a PhD in Molecular Immunology from the University of Hong Kong and an MBA from Troy State University in the USA. She was appointed an independent non-executive director of the Company in 2006. She manages her own consultancy with a major focus on healthy and environmentally friendly style living.

鄺易行博士，59歲，擁有香港大學頒授之分子免疫學博士銜頭及美國Troy State University頒授之工商管理碩士銜頭。彼於2006年獲委任為本公司獨立非行政董事。彼管理其顧問公司，主要專注健康及環保生活方式。

Chief Counsel and Company Secretary

首席法律顧問及公司秘書

Caroline CHONG, aged 57, joined the Group in 1997. She graduated from the University of Kent, United Kingdom with a Bachelor of Arts (Law) (Hons) degree. She is admitted as a Barrister in England and Wales, and, Hong Kong. She heads Group Legal and Corporate Secretariat, and Group Human Resources.

張素萍大律師，57歲，於1997年加入本集團。彼畢業於英國肯特大學，榮獲法律(榮譽)學士學位。彼在英格蘭及威爾斯以及香港獲認可為大律師。彼領導集團法律及公司秘書事務及集團人力資源。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR EXECUTIVES (continued)

董事及高級管理人員履歷(續)

SHARE OPTIONS

購股權

The Company and its subsidiaries did not set up or operate any share option scheme for the year ended 31 March 2019 and up to the date of publication of this Annual Report.

本公司及其附屬公司於截至2019年3月31日止年度及直至本年報刊發日期並無設立或進行任何購股權計劃。

DIRECTORS' INTERESTS

董事之權益

As at 31 March 2019, the interests and short positions of the directors, and the Company's chief executive in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies were as follows:

於2019年3月31日，按本公司根據證券及期貨條例(「證券及期貨條例」)第352條而置存之登記冊所記錄，董事及本公司之最高行政人員於本公司或其任何相聯法團(按證券及期貨條例第XV部之定義)之股份、相關股份及債券中擁有之權益及淡倉，或根據上市發行人董事進行證券交易之標準守則而須知會本公司及聯交所之權益及淡倉如下：

(a) The Company – Ordinary shares

(a) 本公司－普通股

Long position in shares and underlying shares of the Company

於本公司之股份及相關股份之好倉

Name of Director 董事姓名	Number of shares 股份數目 Personal interest 個人權益	Family interest 家屬權益	Corporate/ trust interest 法團／信託權益	Other interest 其他權益	Total 總數	Approximate percentage of the total shares in issue as at 31 March 2019 於2019年3月31日全部佔已發行股本之概約百分比
Mr. Joseph C. C. Wong 黃創增先生	548,474,814	11,000	855,200 *(Note 1)* *(附註1)*	–	549,341,014	52.49

Notes:

(1) As at 31 March 2019, Yee Hing Company Limited held 855,200 shares of the Company through its subsidiary Active Lights Company Limited, 55% of the total issued ordinary shares of Yee Hing Company Limited is held by Klayze Holdings Limited, which is the trustee of a discretionary trust (the "Trust"). Mr. Joseph C. C. Wong is a beneficiary of the Trust and was therefore deemed to be interested in 855,200 shares of the Company through the Trust's interest in Yee Hing Company Limited.

附註：

(1) 於2019年3月31日，義興有限公司通過其附屬公司Active Lights Company Limited持有本公司855,200股股份。Klayze Holdings Limited以作為一項酌情信託(「信託」)之受託人身份持有義興有限公司全部已發行普通股之55%權益。黃創增先生為信託之受益人，故被視為通過信託於義興有限公司之權益而擁有本公司855,200股股份權益。

DIRECTORS' INTERESTS (continued)

董事之權益(續)

(b) Subsidiaries

(b) 附屬公司

		Number of shares 股份數目					Approximate percentage of the total preference shares in issue as at 31 March 2019 於2019年3月31日佔全部已發行優先股概約百分比
		Personal interests 個人權益	Family interest 家屬權益	Corporate/ trust interest 法團／信託權益	Other Interest 其他權益	Total 總數	
(i)	City Chain (Thailand) Company Limited – Preference shares[1] City Chain (Thailand) Company Limited – 優先股[1]						
	Mr. Joseph C. C. Wong 黃創增先生	200	–	208,800	–	209,000	99.52
(ii)	Stelux Watch (Thailand) Company Limited – Preference shares[2] Stelux Watch (Thailand) Company Limited – 優先股[2]						
	Mr. Joseph C. C. Wong 黃創增先生	600	–	–	–	600	16.67
(iii)	Stelux (Thailand) Limited – Preference shares[3] Stelux (Thailand) Limited – 優先股[3]						
	Mr. Joseph C. C. Wong 黃創增先生	5,100	–	–	–	5,100	100

DIRECTORS' INTERESTS (continued)

(b) Subsidiaries (continued)

Notes:

(1) City Chain (Thailand) Company Limited is a subsidiary of the Company. Each preference share carries a right to vote and a right to an annual fixed dividend but not to any other profit sharing.

(2) Stelux Watch (Thailand) Company Limited is a subsidiary of the Company. Each preference share carries a right to vote and a right to an annual fixed dividend but not to any other profit sharing.

(3) Stelux (Thailand) Limited is a subsidiary of the Company. Mr. Joseph C. C. Wong is entitled to approximately 8.6% of the voting power of such subsidiary and an annual fixed dividend by virtue of the 5,100 preference shares held by him but not to any other profit sharing.

Save as disclosed above, no directors, chief executive of the Company or their associates have any interest or short positions in the shares or underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

INTERESTS OF SHAREHOLDERS DISCLOSEABLE PURSUANT TO THE SFO

As at 31 March 2019, the following persons had interests in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

董事之權益(續)

(b) 附屬公司(續)

附註：

(1) City Chain (Thailand) Company Limited為本公司的附屬公司。每股優先股享有投票權及每年的固定股息，但並無權利分取任何其他盈利。

(2) Stelux Watch (Thailand) Company Limited為本公司的附屬公司。每股優先股享有投票權及每年的固定股息，但並無權分取任何其他盈利。

(3) Stelux (Thailand) Limited為本公司的附屬公司。黃創增先生於該附屬公司所持有的5,100股優先股享有該附屬公司大概8.6%投票權及每年的固定股息，但並無權分取任何其他盈利。

除上文所披露者外，根據本公司依據證券及期貨條例第352條而置存登記冊所記錄或本公司及聯交所根據上市公司董事進行證券交易的標準守則所獲通知，本公司各董事、最高行政人員或彼等的聯繫人士概無在本公司或其任何相聯法團(按證券及期貨條例第XV部的定義)的股份或相關股份中擁有任何權益或淡倉。

根據證券及期貨條例須予以披露之股東權益

根據證券及期貨條例第336條而置存之登記冊所記錄，以下人士於2019年3月31日於本公司之股份或相關股份中擁有權益：

INTERESTS OF SHAREHOLDERS DISCLOSEABLE PURSUANT TO THE SFO (continued)

根據證券及期貨條例須予以披露之股東權益(續)

Long position in shares and underlying shares of the Company

於本公司之股份及相關股份之好倉

Name of Shareholder	Number of shares 股份數目					Approximate percentage of the total shares in issue as at 31 March 2019 於2019年3月31日全部佔已發行股本之概約百分比
	Personal interest	Family interest	Corporate/ trust interest	Other interest	Total	
股東姓名	個人權益	家屬權益	法團／信託權益	其他權益	總數	
Mr. Joseph C. C. Wong 黃創增先生	548,474,814	11,000	855,200 *(Note 1)* *(附註1)*	–	549,341,014	52.49

Notes:

(1) As at 31 March 2019, Yee Hing Company Limited held 855,200 shares of the Company through its subsidiary Active Lights Company Limited, 55% of the total issued ordinary shares of Yee Hing Company Limited is held by Klayze Holdings Limited, which is the trustee of a discretionary trust (the "Trust"). Mr. Joseph C.C. Wong and Mr. Sakorn Kanjanapas are the beneficiaries of the Trust and were therefore deemed to be interested in 855,200 shares of the Company through the Trust's interest in Yee Hing Company Limited.

附註：

(1) 於2019年3月31日，義興有限公司通過其附屬公司Active Lights Company Limited持有本公司855,200股股份。Klayze Holdings Limited以作為一項酌情信託(「信託」)之受託人身份持有義興有限公司全部已發行普通股之55%權益。黃創增先生及黃創江先生為信託之受益人，故被視為通過信託於義興有限公司之權益而擁有本公司855,200股股份。

INTERESTS OF SHAREHOLDERS DISCLOSEABLE PURSUANT TO THE SFO (continued)

Save as disclosed above, the directors are not aware of any person (other than a director or chief executive of the Company or his/her respective associate(s)), who had an interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO as at 31 March 2019.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

The Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year.

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of purchases and sales for the year attributable to the Group's major suppliers and customers are as follows:

Purchases	
– the largest supplier	47%
– five largest suppliers combined	70%
Sales	
– the largest customer	1%
– five largest customers combined	4%

None of the directors, their associates or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's share capital) had an interest in the major suppliers or customers noted above.

MANAGEMENT CONTRACTS

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

根據證券及期貨條例須予以披露之股東權益(續)

除上文所披露者外，於2019年3月31日，按本公司根據證券及期貨條例第336條而置存之登記冊所記錄，董事概無知悉有任何人士(董事或本公司之最高行政人員或其各自之聯繫人除外)於本公司之股份或相關股份中擁有權益或淡倉。

上市證券的購買、出售或贖回

本公司於年內並無贖回其任何股份。本公司或其任何附屬公司於年內並無購買或出售本公司的任何股份。

主要客戶及供應商

本集團主要供應商及客戶應佔本年度採購額及銷售額百分比如下：

採購額	
－最大供應商	47%
－五大供應商合計	70%
銷售額	
－最大客戶	1%
－五大客戶合計	4%

就各董事所知各董事、彼等之聯繫人士或擁有本公司股本5%以上之股東並無於上述主要供應商或客戶擁有權益。

管理合約

年內，本公司並無簽訂或存有任何有關於整體或部分主要業務的管理及行政合約。

SUFFICIENCY OF PUBLIC FLOAT

Based on information publicly available to the Company and to the best knowledge of the directors of the Company, at least 25% of the issued share capital of the Company was held by public members as at the date of this report.

足夠公眾持股量

根據本公司可公開獲得之資料及據本公司董事所知，於本報告日期本公司已發行股本中至少25%由公眾人士持有。

CONTINUING CONNECTED TRANSACTIONS

The following continuing connected transactions are based on normal commercial terms agreed after arms' length negotiations between the parties and are in the ordinary and usual course of business of the Group. The continuing connected transactions are subject to the annual review, reporting and announcement requirements under Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("Listing Rules") and exempt from independent shareholders' approval.

持續關聯交易

以下持續關聯交易乃基於訂約各方經公平磋商後協定的一般商業條款，並於本集團一般及日常業務過程中進行。持續關聯交易須遵守香港聯合交易所有限公司證券上市規則(「上市規則」)第十四A章有關年度審閱、申報及公告的規定，並獲豁免獨立股東的批准。

The Group's internal audit function conducted a review and audit to verify the following continuing connected transactions. A summary of the audit findings and the Group's internal control procedures to ensure Listing Rules compliance with respect to connected transactions were presented to the independent non-executive directors (who also comprise of the Audit Committee) as part of their annual review of the continuing connected transactions.

本集團的內部審計部進行了審閱及審核，以核實以下持續關聯交易。審核結果及確保遵守關聯交易上市規則的本集團內部監控程序概要已呈報給獨立非行政董事(亦為審計委員會成員)作為年度審核持續關聯交易的一部分。

Continuing connected transactions of the Group for the financial year ended 31 March 2019

本集團截至2019年3月31日止財政年度之持續關聯交易

Pursuant to Rule 14A.55 of the Listing Rules, the independent non-executive directors of the Company have reviewed the following continuing connected transactions and confirmed that all these transactions have been entered into by the Group:

根據上市規則第14A.55條，本公司的獨立非行政董事已審閱以下各項持續關聯交易，並已確認本集團的所有該等交易：

(a) in the ordinary and usual course of business of the Group;

(a) 於本集團一般及日常業務過程中訂立；

(b) on normal commercial terms or better; and

(b) 按一般商業條款或更好條款訂立；及

(c) according to the agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

(c) 根據規管該等交易的相關協議按公平合理並符合本公司股東整體利益的條款訂立。

CONTINUING CONNECTED TRANSACTIONS (continued)

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with the 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 Company's auditor has issued an unqualified letter containing his findings and conclusions in respect of the continuing connected transactions disclosed by the Group below in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange of Hong Kong Limited.

持續關聯交易(續)

根據香港會計師公會頒佈的香港鑒證業務準則第3000號(修訂)「歷史財務資料審核或審閱以外之鑒證工作」並參考實務説明第740號「香港上市規則規定的持續關聯交易的核數師函件」，本公司核數師已受聘對本集團持續關聯交易作出報告。根據上市規則第14A.56條，本公司核數師已就本集團以下披露的持續關聯交易發出無保留意見函件，其中載有其調查結果及結論。本公司已向香港聯合交易所有限公司提供核數師函件副本。

Summary of the continuing connected transactions:

持續關聯交易概要：

1. Renewal of leases or licensing of office premises, carparking spaces and warehouse spaces

1. 更新租賃或獲許可用辦公室場所、停車位及倉庫

Connected persons **關聯人士**	**Nature of transactions** **交易性質**	**Income/ (expenses)** **收入／(支出)** HK$'000 港幣仟元	**Annual Caps** **年度上限** HK$'000 港幣仟元	**Notes** **附註**
Mengiwa Property Investment Limited ("MPIL") as Landlord 明華物業投資有限公司(「明華」)，作為業主	Leasing of properties 租賃物業	(11,259)	(17,966)	(i), (iv) & (vii)
Active Lights Company Limited ("ALCL") as Landlord Active Lights Company Limited(「ALCL」)作為業主	Leasing of properties 租賃物業	(1,162)	(2,697)	(ii), (iv) & (vi)
MPIL and ALCL, each of them as Licensor 明華及ALCL，彼等各自作為許可人	Licensing of carparking spaces 停車位許可	(75)	(264)	(iii), (iv), (vi) & (vii)
MPIL as Principal 明華，作為委託人	Provision of management and property agency liaison services 提供管理及物業代理聯絡服務	2,340	2,831	(v) & (vii)

CONTINUING CONNECTED TRANSACTIONS (continued)

Notes:

All definitions in the notes below have the same meaning as referred to in the Company's announcement dated 6 April 2016 and 26 January 2018 unless otherwise indicated.

Leasing of office premises and carparking spaces

(i) On 5 April 2016, Stelux Holdings Limited ("SHL") and Thong Sia Watch Company Limited ("TSWCL"), the wholly owned subsidiaries of the Company, each individually as tenant/licensee, entered into the Stelux House Renewal Tenancy Agreements 2016 and Carparking Space Licenses with MPIL in respect of the following properties:

Premises A:	whole of 27th floor and portion of 28th floor (including 12 carparking spaces) of Stelux House
Premises B:	whole of 26th floor with 4 storerooms numbers 1A, 1B, 6A and 6B on 26th floor of Stelux House
Premises C*:	whole of 21st floor of Stelux House
Premises D*:	office unit numbers 1901, 1902 and 1903 with two storerooms numbers 1A and 1B on the 19th floor of Stelux House
Premises E*:	office unit numbers 1905 and 1906 with two storerooms numbers 6A and 6B on 19th floor of Stelux House
Premises F:	office unit numbers 2201, 2202, 2203 and 2205 with two storerooms numbers 1A and 1B on the 22nd floor of Stelux House
Premises G:	office unit number 2206A with two storerooms numbers 6A and 6B on the 22nd Floor of Stelux House

For Premises A, B, and G, the lease term was from 1 April 2016 up to and including 31 March 2019 with a rent-free period commencing from 1 April 2016 to 20 November 2016 (i.e. seven months and twenty days).

For Premises F, the lease term was from 1 April 2016 up to and including 31 May 2016.

The total monthly rental for Premises A, B, C, D, E and G; and the premises under the TSWCL Tenancy Agreement amounted to HK$1,497,133 (exclusive of rates, government rent and management charges). All rents are payable monthly in advance in cash by the tenants on the first day of each and every calendar month.

* Owing to the Disposal, the Optical Premises under the Stelux House Tenancy Agreement was terminated on Completion and TSWCL entered into a new tenancy agreement with MPIL for a portion of 21st floor at Stelux House ("TSWCL Tenancy Agreement").

持續關聯交易(續)

附註：

除另有註明者外，本附註所有刊發定義與本公司於2016年4月6日及2018年1月26日所刊發之公告所載者具相同涵義。

租賃辦公場所及停車位

(i) 於2016年4月5日，寶光實業(集團)有限公司(「SHL」)及本公司全資附屬公司通城鐘錶有限公司(「通城鐘錶」)(各自個別作為租戶／獲許可人)與明華訂立2016年寶光商業中心租賃更新協議及停車位許可使用協議，內容有關以下物業：

物業A：	寶光商業中心27樓全層及28樓的一部份(包括12個停車位)
物業B：	寶光商業中心26樓全層及連同1A、1B、6A及6B四個儲存室
物業C*：	寶光商業中心21樓
物業D*：	寶光商業中心19樓1901室、1902室及1903室之辦公室單位(連同1A及1B兩個儲存室)
物業E*：	寶光商業中心19樓1905室及1906室之辦公室單位(連同6A及6B兩個儲存室)
物業F：	寶光商業中心22樓2201室、2202室、2203室及2205室之辦公室單位(連同1A及1B兩個儲存室)
物業G：	寶光商業中心22樓2206A室之辦公室單位(連同6A及6B兩個儲存室)

物業A、物業B及物業G的租期自2016年4月1日起計至2019年3月31日(包括該日)為止，免租期自2016年4月1日起計至2016年11月20日，為期七個月二十天。

物業F的租期自2016年4月1日起計至2016年5月31日(包括該日)。

物業A、物業B、物業C、物業D、物業E及物業G，以及通城鐘錶租賃協議項下的物業的每月租金總額為港幣1,497,133元(不包括差餉、政府地租及管理費)。所有租金由租戶於每個曆月首日以現金預付。

* 由於業務出售，寶光商業中心租賃協議下的眼鏡物業於相關業務出售後終止。另外，通城鐘錶與明華就寶光商業中心21樓的一部份訂立新租賃協議(「通城鐘錶租賃協議」)。

CONTINUING CONNECTED TRANSACTIONS (continued)

Notes: (continued)

(i) (continued)

The monthly rents of all the above-mentioned premises were determined on an arm's length basis taking into account two rental valuations conducted by two independent property valuers dated 14 March 2016 and 17 March 2016, respectively (one representing the tenants and the other representing the landlord) and as such reflected the prevailing market rental values of the subject premises. Accordingly, the directors considered the Stelux House Renewal Tenancy Agreements 2016; and the TSWCL Tenancy Agreement were on normal commercial terms and were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

In addition, SHL (as tenant of Premises A) has been granted the naming right of Stelux House and each of SHL and TSWCL has been granted an option for the Premises A, G; and the TSWCL Tenancy Agreement but not an obligation, to renew the relevant tenancy agreements with the landlord every three years for three more years for a maximum of 12 years commencing from 1 April 2019 at the then prevailing open market rent.

On 30 March 2017, SHL (as tenant) surrendered the Premises G to MPIL (as landlord) and entered into a tenancy agreement for office unit number 2206A on the 22nd Floor of Stelux House with monthly rent of HK$11,147.50 (exclusive of management charges and Government rate and rent) for two years expiring on 31 March 2019.

During the year ended 31 March 2018, SHL (as tenant/licensee) has entered into tenancy/licence agreements with MPIL in respect of the following properties:

(a) Storeroom 6A on 18th Floor of Stelux House with monthly licence fee of HK$6,300.00 (inclusive of management charges and Government rate and rent) for a 6-month term of licence expiring on 31 May 2018;[1] and

(b) Storeroom 1B on 17th Floor of Stelux House with monthly licence fee of HK$6,300.00 (inclusive of management charges and Government rate and rent) for a 14-month term of licence expiring on 31 March 2019.

持續關聯交易(續)

附註：(續)

(i) (續)

上述所有物業的每月租金乃根據公平原則釐定，並計及兩位獨立物業估值師分別於2016年3月14日及2016年3月17日進行的兩項租金估值(其中一項代表租戶估值，另一項代表業主估值)反映之物業現行市場租金。因此，董事認為，2016年寶光商業中心租賃更新協議及通城鐘錶租賃協議乃按一般商業條款訂立，屬公平合理，並符合本公司及股東之整體利益。

另外，SHL(作為物業A之租戶)獲授寶光商業中心之命名權，以及SHL及通城鐘錶各自就物業A及物業G及通城鐘錶租賃協議獲授選擇續約權(但無責任)可每三年與業主按當時現行公開市場租金將有關租賃協議續期，每次續期三年，由2019年4月1日起計最多續期十二年。

於2017年3月30日，SHL(作為租戶)終止向明華(作為業主)租賃物業G，並就寶光商業中心22樓2206A之辦公室單位，每月租金為港幣11,147.50元(不包括管理費、政府地租及差餉)，租期兩年至2019年3月31日為止訂立租賃協議。

於截至二零一八年三月三十一日止年度，SHL(作為租戶／獲許可人)與MPIL就以下物業訂立租賃／許可使用協議：

(a) 寶光商業中心18樓6A儲存室，每月許可使用費為HK$6,300.00(包括管理費、政府地租及差餉)，租期六個月至2018年5月31日為止；及

(b) 寶光商業中心17樓1B儲存室，每月許可使用費為HK$6,300.00(包括管理費、政府地租及差餉)，租期十四個月至2019年3月31日為止。

CONTINUING CONNECTED TRANSACTIONS (continued)

Notes: (continued)

Leasing of warehouses

(ii) On 5 April 2016, Thong Sia Company Limited ("TSCL") and ALCL (each individually as landlord/licensor) and certain wholly-owned subsidiaries of the Company (each individually as tenant/licensee), entered into the Warehouse Leasing and Licence Agreements 2016 with respect to the following warehouse spaces in Hong Kong:

(a) three warehouse spaces at an industrial building in Yau Tong, Kowloon, Hong Kong ("Warehouse Spaces A, B and C"); and

(b) three warehouse spaces at an industrial building in Kowloon Bay, Kowloon, Hong Kong ("Warehouse Spaces D, E and F").

The above-mentioned warehouse spaces are for a term of three years from 1 April 2016 up to and including 31 March 2019.

All rental and licence fees are payable monthly in advance in cash by the tenants on the first day of each and every calendar month.

The monthly license fees were determined on an arm's length basis taking into account the prevailing market rental rates in the vicinity, which indicate that the renewal rentals/licence fees are favourable to the Group as compared with the prevailing market rental/licence fee values of the subject warehouses. Accordingly, the directors considered the Warehouse Leasing and Licence Agreements 2016 were on normal commercial terms and were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The licence agreements for Warehouse Spaces A, B and C were terminated as at 8 January 2018 after the 3 months' written notices given by the licensor.

During the year ended 31 March 2019, as warehouse E and F were rented by Optical 88 Limited disposed as of 1 June 2018, only 2 months' rent (i.e. April and May 2018) was counted as continuing connected transactions.

持續關聯交易(續)

附註:(續)

租賃倉庫

(ii) 於2016年4月5日,Thong Sia Company Limited(「TSCL」)及ALCL(各自個別作為業主/許可人)及本公司若干全資附屬公司(各自個別作為租戶/獲許可人)訂立2016年倉庫租賃及許可使用協議,內容有關以下香港倉庫:

(a) 位於香港九龍油塘一幢工業大廈之三個倉庫(「倉庫A、倉庫B及倉庫C」);及

(b) 位於香港九龍九龍灣一幢工業大廈之三個倉庫(「倉庫D、倉庫E及倉庫F」)。

上述倉庫的租期自2016年4月1日起計至2019年3月31日(包括該日)為期三年。

所有租金及許可費由租戶於每個曆月首日以現金預付。

每月許可費乃按公平原則釐定,並計及附近位置之現行市場租金,由此顯示的續期租金/許可費經與有關倉庫現行市場租金/許可費相比對本集團有利。因此,董事認為,2016年倉庫租賃及許可協議乃按一般商業條款訂立,屬公平合理,並符合本公司及股東之整體利益。

按許可人所發出的3個月書面通知倉庫A、倉庫B及倉庫C的許可使用協議已於2018年1月8日終止。

於截至2019年3月31日止年度,由於眼鏡88的業務於2018年6月1日出售,因此,由眼鏡88有限公司租賃的倉庫E及倉庫F,只有兩個月(即2018年4月及5月)租金可計入持續關聯交易。

CONTINUING CONNECTED TRANSACTIONS (continued)

Notes: (continued)

Licensing of carparking spaces

(iii) On 5 April 2016, certain wholly-owned subsidiaries of the Company (each individually as licensee) entered into the Carparking Space Licenses with MPIL and ALCL (each individually as licensor) with respect to the following carparking spaces:

(a) four carparking spaces at Stelux House with total monthly license fee of HK$13,400 (inclusive of rates, government rent and management charges); and

(b) two vehicle parking spaces at an industrial building in Kowloon Bay, Kowloon, Hong Kong with total monthly license fee of HK$8,600 (inclusive of management charges but exclusive of rates and government rent).

All the above-mentioned carparking spaces were for a term of three years from 1 April 2016 up to and including 31 March 2019. The license fees are payable monthly in advance in cash by the licensees on the first day of each and every calendar month.

The monthly license fees were determined on an arm's length basis taking into account the prevailing market rates for parking spaces in the vicinity. Accordingly, the directors considered the terms of the Carparking Space Licenses reflect normal commercial terms and were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

(iv) The Group has been using the subject office premises and warehouses primarily for office, administrative and storage purposes over a long period of time. In order to avoid possible disruption to its business due to relocation, the Group intends to continue to lease/licence the subject office premises, carparking spaces and warehouses following the expiration of the relevant leases/licences. The directors consider it to be in the interests of the Company and the Shareholders as a whole for the Group to continue to use the subject premises as long as the relevant rental/licence fee and other terms are favourable to the Group so as to avoid relocation and refurbishment costs which otherwise the Group will have to incur.

The continuing connected transactions as set out in (i) to (iii) above, in relation to the leasing of properties and licensing of carparking spaces from connected parties, have been aggregated for the purpose of classification in accordance with Rule 14A.81 of the Listing Rules, and the aggregate annual cap for the financial year ended 31 March 2019 was approximately HK$20,927,000.

持續關聯交易(續)

附註:(續)

停車位許可

(iii) 於2016年4月5日,本公司若干全資附屬公司(各自個別作為獲許可人)與明華及ALCL(各自個別作為許可人)訂立停車位許可使用協議,內容有關以下停車位:

(a) 寶光商業中心四個停車位合共每月租金港幣13,400元(包括差餉、政府地租及管理費);及

(b) 香港九龍九龍灣一幢工業大廈之兩個車輛停放位置合共每月租金港幣8,600元(包括管理費,但不包括差餉及政府地租)。

上述所有停車位許可使用期為自2016年4月1日起計至2019年3月31日(包括該日)為期三年。許可使用費由獲許可人於每個曆月首日以現金預付。

每月許可使用費乃按公平原則釐定,並計及附近車輛停放位置之現行市場租金。因此,董事認為,停車位許可使用協議乃按一般商業條款訂立,屬公平合理,並符合本公司及股東之整體利益。

(iv) 本集團於過去一直長期使用有關辦公室物業及倉庫,主要用作辦公室、行政及儲物用途。為避免搬遷可能對業務導致的影響,本集團擬於有關租約/許可屆滿後繼續租賃/獲許可使用有關辦公室物業、停車位及倉庫。董事認為,只要有關之租金/許可費及其他條款對本集團有利及使本集團可避免產生搬遷及裝修費用,本集團繼續使用有關物業實符合本公司及股東之整體利益。

根據上市規則14A.81條,以上(i)至(iii)所載與向關連方租賃物業及許可使用停車位有關的交易為須合併計算之持續關聯交易,而截至2019年3月31日止財政年度的年度上限總額約為港幣20,927,000元。

CONTINUING CONNECTED TRANSACTIONS (continued)

Notes: (continued)

Provision of management and property agency liaison services

(v) On 5 April 2016, Stelux Properties Agency Limited ("SPAL"), a wholly-owned subsidiary of the Company, as agent, renewed the management and property agency liaison services agreement ("Service Agreement 2016") with MPIL, as principal, for a term of three years from 1 April 2016 up to and including 31 March 2019 for the provision of the following services ("Services"):

(a) contract administration with respect to contracts entered into between MPIL and third parties from time to time;

(b) property agency liaison and tenancy management;

(c) management of the property manager of Stelux House; and

(d) other miscellaneous administrative services.

SPAL has been providing the Services with respect to Stelux House since 1998 and has accumulated relevant knowledge and experience. MPIL is satisfied so far with the Services provided by the Group, whilst the remuneration received by the Group is enough to cover the relevant costs incurred by the Group in providing the Services. As such, SPAL continued to provide the Services to MPIL following the expiration of the preceding service agreement on 31 March 2016.

Monthly remuneration was set at HK$195,000 per calendar month (in the first year ended 31 March 2017) payable in advance in cash on the first day of each and every calendar month. Parties to the Service Agreement 2016 shall negotiate and agree in good faith to increase the remuneration on an annual basis for the second year and the third year by not more than 10% over that in the preceding year with reference to the actual increase in costs (including but not limited to the related staff salaries) incurred by the Group with respect to the provision of the Services. In the event that no agreement is reached between the parties in negotiating the remuneration for the next year, the remuneration shall remain unchanged.

The monthly remuneration received by the Group for the year ended 31 March 2019 was the same as that under the preceding service agreement for the three years ended 31 March 2016. The remuneration was arrived at after arm's length negotiations between the parties and with reference to the estimate of the costs to be incurred by the Company with respect to the provision of the Services in the financial year ended 31 March 2016. Accordingly, the directors considered the terms of the Service Agreement 2016 were on normal commercial terms and were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

持續關聯交易(續)

附註:(續)

提供管理及物業代理聯絡服務

(v) 於2016年4月5日,本公司全資附屬公司寶光地產代理有限公司(「寶光地產」)(作為代理),與明華(作為委託人)重續管理及物業代理聯絡服務協議(「2016年服務協議」),由2016年4月1日起至2019年3月31日(包括該日)止為期三年,提供下列服務(「服務」):

(a) 管理明華與第三方不時訂立的合約;

(b) 物業代理聯絡及租賃管理;

(c) 管理寶光商業中心的物業管理公司;及

(d) 其他行政服務。

寶光地產自1998年起向寶光商業中心提供服務,並累積相關知識及經驗。明華迄今滿意本集團提供的服務,同時本集團收取的酬金足以抵銷本集團提供服務所產生的有關成本。因此,寶光地產於2016年3月31日先前服務協議屆滿後繼續向明華提供服務。

每月酬金為每個曆月港幣195,000元(於截至2017年3月31日止第一年度),須於每個曆月首日以現金預付。2016年服務協議之訂約方須參考本集團因提供該等服務而產生之實際增加成本(包括但不限於相關員工薪酬),並按年度基準真誠磋商及協定於第二年度及第三年度之酬金升幅,惟升幅不得超過上一年度酬金之10%。倘訂約方在磋商下一年度酬金時未能達成協議,則該酬金將維持不變。

本集團截至2019年3月31日止年度所收取的每月酬金與截至2016年3月31日止三個年度先前服務協議項下所收取的酬金相同。酬金按訂約各方公平磋商後達成,並參考本公司於截至2016年3月31日止財政年度提供服務所產生的估計成本。因此,董事認為,2016年服務協議之條款為一般商業條款,屬公平合理,並符合本公司及股東之整體利益。

CONTINUING CONNECTED TRANSACTIONS (continued)

Notes: (continued)

(v) (continued)

With reference to the monthly remuneration under the Service Agreement 2016, the Annual Cap Amount for this continuing connected transaction was set at HK$2,831,400 for the financial year ended 31 March 2019.

Relationships between counterparties

(vi) ALCL is a wholly owned subsidiary of Yee Hing Company Limited ("Yee Hing"). The Trust, of which Mr. Joseph C.C.Wong, is a beneficiary, holds 55% of the total issued shares of Yee Hing. As Mr. Joseph C.C. Wong is a director of the Company, each of TSCL and ALCL is an associate of Mr. Joseph C.C. Wong and hence is a connected person of the Company. Therefore, transactions (i), (ii), (iii) and (v) above constitute continuing connected transactions for the Company.

(vii) MPIL is a 30% controlled company held indirectly by Mr. Joseph C. C. Wong, who is a director of the Company.

持續關聯交易(續)

附註：(續)

(v) (續)

參照根據2016年服務協議下之每月酬金，該持續關聯交易截至2019年3月31日止財政年度之年度上限金額設定為港幣2,831,400元。

與交易對方之關係

(vi) ALCL為義興有限公司(「義興」)之全資附屬公司。黃創增先生實益擁有的信託持有義興已發行股份總數之55%。由於黃創增先生為本公司董事，而TSCL及ALCL均為黃創增先生之關聯公司，故此，黃創增先生為本公司之關連人士。因此，上述(i)、(ii)、(iii)及(v)項之交易構成本公司持續關聯交易。

(vii) 本公司董事黃創增先生間接持有明華控股30%股權。

CONTINUING CONNECTED TRANSACTIONS (continued)

持續關聯交易(續)

2. Master Property Agreement

2. 物業總協議

Notes:

All definitions in the notes below have the same meaning as referred to in the Company's announcement dated 26 January 2018, unless otherwise indicated.

附註：

除非文義另有所指，否則下文附註內所用釋義與本公司日期為2018年1月26日之公告所界定者具有相同涵義。

Connected persons **關聯人士**	**Nature of transactions** **交易性質**	**Income/ (expenses)** **收入／(支出)** HK$'000 港幣仟元	**Annual Caps** **年度上限** HK$'000 港幣仟元	**Notes** **附註**
All of Chumphol Kanjanapas (also known as Joseph C. C. Wong) and the Joseph Family Members 黃創增先生及其所有家族成員	Leasing, sub-leasing or licensing offices, shops and warehouses by the Retained Group to the Disposed Entities 保留集團向被出售實體租賃、分租或許可使用辦公室、店舖及倉庫	5,633	8,500	(i)
All of Chumphol Kanjanapas (also known as Joseph C. C. Wong) and the Joseph Family Members 黃創增先生及其所有家族成員	Leasing, sub-leasing or licensing offices and shops to the Retained Group by the Disposed Entities 被出售實體向保留集團租賃、分租或許可使用辦公室及店舖	(6,246)	(14,500)	(ii)

* Disposed Entities includes Optical 88 Group (BVI) Limited, eGG Optical Boutique Group Limited, Thong Sia Optical Group Limited and Optical 88 (Thailand) Ltd disposed on 1 June 2018.

During the year ended 31 March 2019, as a result of the disposal of the Optical Business on 1 June 2018, the Master Property Agreement was entered into between Stelux Holdings Limited ("the Retained Group") and the Disposed Entities, including Optical 88 Group (BVI) Limited, eGG Optical Boutique Group Limited, Thong Sia Optical Group Limited and Optical 88 (Thailand) Ltd., commencing from 1 June 2018 and expiring on 31 March 2021. Under the Master Property Agreement, the Retained Group and the Disposed Group will lease, sub-lease or license certain offices, shops and warehouse to each other. and is renewable upon mutual agreement between the parties provided that the requirements of the Listing Rules related to connected transactions shall be complied with in connection with such renewal.

* 於2018年6月1日，被出售實體包括Optical 88 Group (BVI) Limited、eGG Optical Boutique Group Limited、Thong Sia Optical Group Limited及Optical 88 (Thailand) Ltd

於截至2019年3月31日止年度，由於眼鏡業務已於2018年6月1日出售，寶光實業(集團)有限公司(「保留集團」)與被出售實體，包括Optical 88 Group (BVI) Limited、eGG Optical Boutique Group Limited、Thong Sia Optical Group Limited及Optical 88 (Thailand) Ltd訂立物業總協議，相關協議由2018年6月1日開始直至2021年3月31日到期。根據物業總協議，保留集團及被出售實體將互相租賃、分租或許可使用辦公室、店舖及倉庫，並可經雙方共同協定後續期，惟該續期須遵守與關聯交易有關的上市規則的規定。

CONTINUING CONNECTED TRANSACTIONS (continued)

持續關聯交易(續)

2. Master Property Agreement (continued)

2. 物業總協議(續)

(i) The office, shops and warehouse leased, sub-leased or licensed by the Retained Group to the Disposed Entities are as follows:

(i) 保留集團向被出售實體租賃、分租或許可使用辦公室、店舖及倉庫如下：

Number 編號	Region 地區	Nature 性質	Location 地址	Remarks 備註
2	HK 香港	Shop 店舖	65-68, Upper Ground Floor, Olympian City II, 18 Hoi Ting Road, West Kowloon 西九龍海庭道18號奧海城二期地下高層65-68號	
3	HK 香港	Shop 店舖	Shop 66, G/F., KITEC, 1 Trademart Drive, Kowloon Bay, Kowloon 九龍九龍灣展貿徑一號九龍灣國際展貿中心地下66號鋪	
4	HK 香港	Warehouse 倉庫	6/F, Continental Electric Building, No. 17 Wang Chiu Road, Kowloon Bay, Kowloon 九龍九龍灣宏照道17號康大電業大廈6樓	As the Retained Group did not sub-lease the warehouse to the Disposed Entities, there was no continuing connected transaction. 由於保留集團並無向被出售實體分租倉庫，因此並無持續關聯交易
5	Macau 澳門	Shop 店舖	Em Macau, Rua da Palha N20 Beco da Palha N 1A, San Vo Res-do-chao F and G	
7	SEA	Shop 店舖	JEM – shop	
8	SEA	Office 辦公室	138 Joo Seng Road, #06-01 Singapore 368361	As the Singapore office was relocated to the location under item 9 below in June 2018, this continuing connected transaction was terminal as a matter of course. 由於新加坡辦公室已於2018年6月搬遷至本表項目9的地址，因此，此持續關聯交易已終止
9	SEA	Office 辦公室	63 Ubi Avenue 1 #06-04 Singapore 408937	
10	SEA	Warehouse 倉庫	No.32, Jalan BP 6/6, Bandar Bukit Puchong 2, 47120 Puchong, Selangor Darul Ehsan	
11	SEA	Office 辦公室	G8, Jalan Puteri 7/13A Bandar Puteri, 47100 Puchong, Selangor Darul Ehsan, Malaysia	
12	SEA	Shop 店舖	Mall Ngamwongwan – shop	
13	SEA	Shop 店舖	Future Rangsit – shop	

CONTINUING CONNECTED TRANSACTIONS (continued) **持續關聯交易(續)**

2. Master Property Agreement (continued) **2. 物業總協議(續)**

Number 編號	Region 地區	Nature 性質	Location 地址	Remarks 備註
17	SEA	Shop 店舖	Central Rama III	
18	SEA	Office 辦公室	CP27, Suite 2601-04, 26th Floor, Central Plaza, 34, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia	
19	SEA	Office 辦公室	31 Ubi Road 1 #02-06 Singapore 408694	
20	SEA	Shop 店舖	Ayuthaya Park	
21	SEA	Shop 店舖	MBK III	

The total monthly rental for the above properties approximated HK$ 600,000 (exclusive of rates, government rent and management charges). All rents incurred during FY18/19 were paid during the year. The continuing connected transactions as set out have been aggregated for the purpose of classification in accordance with Rule 14.81A of the Listing Rules, and the aggregate annual cap for the financial year ended 31 March 2019 was approximately HK$8,500,000.

上述物業的每月租金總額約為港幣600,000元(不包括差餉、政府地租及管理費)。所有於18/19財政年度產生的租金已於年內支付。上述持續關聯交易已根據上市規則第14.81A條合併計算，而截至2019年3月31日止財政年度的年度上限總額約為港幣8,500,000元。

(ii) Alternatively, the office and shops leased, sub-leased or licensed to the Retained Group by the Disposed Entities are as follows:

(ii) 此外，被出售實體向保留集團租賃、分租或許可使用辦公室及店舖如下：

Number 編號	Region 地區	Nature 性質	Location 地址
1	HK 香港	Shop 店舖	Shop 27A, 27B & 27F, Level 3, Shatin Plaza, Shatin 沙田沙田廣場3樓27A、27B及27F號鋪
6	SEA	Shop 店舖	Rental for SH140 – Johor City Square (1347 Sqt ft)
14	SEA	Shop 店舖	Future Rangsit II – shop
15	SEA	Shop 店舖	BluPort HuaHin – shop
16	SEA	Office 辦公室	347, 349 Muang Thong Thani, Bondstreet Road, Bangpood Subdistrict, Pakkred District, Nonthaburi 11120, Thailand

CONTINUING CONNECTED TRANSACTIONS (continued)

2. Master Property Agreement (continued)

The total monthly rent for the above properties approximated HK$600,000 (exclusive of rates, government rent and management charges). All rents incurred during FY18/19 were paid during the year. The continuing connected transactions as set out have been aggregated for the purpose of classification in accordance with Rule 14.81A of the Listing Rules, and the aggregate annual cap for the financial year ended 31 March 2019 was approximately HK$14,500,000.

The monthly rents of the above properties in (i) and (ii) were determined on an arms-length basis taking into account publicly available information of similar properties leased, sub-leased or licensed by independent third parties. Accordingly, the directors considered the leases sub-leases or licences under the Master Property Agreement from June 2018 to March 2019 were on normal commercial terms and were fair and reasonable and in the interests of the Company and Shareholders as a whole.

The above continuing connected transactions also constitute related party transactions and are disclosed in note 32 to the financial statements on page 182. For operating lease rental in respect of the office premises, the amounts shown in note 32(a)(ii) to the financial statements on page 185 were calculated at effective rents in accordance with the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants.

持續關聯交易(續)

2. 物業總協議(續)

上述物業的每月租金總額約為港幣600,000元(不包括差餉、政府地租及管理費)。所有於18/19財政年度產生的租金已於年內支付。上述持續關聯交易已根據上市規則第14.81A條合併計算，而截至2019年3月31日止財政年度的年度上限總額約為港幣14,500,000元。

上述(i)及(ii)項的物業的每月租金乃按公平原則，並已考慮獨立第三方租賃、分租或許可使用類似物業的公開資料後釐定。因此，董事認為，根據物業總協議於2018年6月至2019年3月的租賃、分租或許可使用均按一般商業條款訂立，屬公平合理，並符合本公司及股東的整體利益。

上述持續關聯交易亦構成有關連人士交易，並於第182頁財務報表附註32內披露。就辦公室物業的營業租金而言，第185頁財務報表附註32(a)(ii)所列之金額乃根據香港會計師公會頒佈的香港財務報告準則按實際租金計算。

PERMITTED INDEMNITY PROVISIONS

To the extent permitted by Bermuda law, and as permitted by the Bye-laws of the Company, a director of the Company may be indemnified out of the Company's assets against any liability incurred by the director save where incured or sustained through his/her own wilful neglect or default, fraud and dishonesty. Such permitted indemnity provision has been in force throughout the financial year and is currently in force at the time of approval of this report.

The Company has also taken out and maintained directors' and officers' liability insurance throughout the year, which provides appropriate cover for certain legal actions brought against its directors and officers.

獲准許的彌償條文

本公司之細則允許及本公司董事可在百慕達法律允許的範圍內，獲得從本公司於其資產中補償所有責任，惟不包括由其自身故意忽視或違約、欺詐及不誠實所致或持續。此等獲准許的彌償條文於財政年度內及至批准本報告時仍為有效。

本公司於年內已購買及維持董事及高級職員責任保險，為其董事及高級職員面對若干法律行動時提供適當的保障。

PERMITTED INDEMNITY PROVISIONS (continued)

As permitted by the articles of association of the Company's subsidiaries in Hong Kong ("Hong Kong Subsidiaries"), a director or a former director of the Hong Kong Subsidiaries may be indemnified out of the Hong Kong Subsidiaries' assets against any liability incurred by the director to a person other than the Hong Kong Subsidiaries or an associated company of the Hong Kong Subsidiaries, to the extent permitted by law. Such permitted indemnity provision is currently in force at the time of approval of this report.

AUDITORS

The financial statements have been audited by Ernst & Young who retire and, being eligible, offer themselves for re-appointment.

During the year, PricewaterhouseCoopers resigned as auditors of the Company and Ernst & Young were appointed by the directors to fill the casual vacancy so arising. PricewaterhouseCoopers confirmed that there were no matters in respect of those circumstances that in their opinion needed to be reported to the shareholders of the Company. The Board also confirmed that there was no disagreement between PricewaterhouseCoopers and the Company, and there were no other matters in relation to the resignation of PricewaterhouseCoopers that needed to be brought to the attention of the shareholders of the Company. There have been no other changes of auditors in the past three years. A resolution for the re-appointment of Ernst & Young as auditors of the Company will be proposed at the forthcoming annual general meeting of the Company.

Last but not least, I express my most sincere thanks and gratitude to colleagues and staff members for their commitment, hard work and loyalty to the Group during the year.

On behalf of the Board

Joseph C. C. Wong
Chairman and Chief Executive Officer

Hong Kong, 20 June 2019

獲准許的彌償條文(續)

本公司於香港附屬公司(「香港附屬公司」)之組織章程細則允許香港附屬公司董事或前董事可在法律允許的範圍內，獲得從香港附屬公司於其資產中補償所有除香港附屬公司或香港附屬公司相聯公司以外因該董事為香港附屬公司董事的任何責任。此等獲准許的彌償條文至批准本報告時仍為有效。

核數師

本財務報表已經由安永會計師事務所審核，該核數師任滿告退，惟合資格並願膺選連任。

年內，羅兵咸永道已辭任本公司核數師，而安永會計師事務所則由董事委任以填補因此而產生的臨時空缺。羅兵咸永道已確認，並無出現彼等認為需向本公司股東報告的該等情況相關事宜。董事會亦確認羅兵咸永道與本公司並無意見分歧，亦無其他與羅兵咸永道辭職有關的事宜需提請本公司股東垂注。過往三年核數師並無其他變動。本公司將於應屆股東週年大會上提呈續聘安永會計師事務所為本公司核數師的決議案。

最後，本人衷心感謝各位員工於年內持續對本集團的辛勤貢獻及忠誠服務。

代表董事會

黃創增
主席及行政總裁

香港，2019年6月20日

- Group Turnover fell by 3.4% to HK$1,457.8 million
- Group Net Loss at HK$34.6 million
- Group Gearing Ratio at 40.3% (March 2018: 67.4%)
- Group Inventory fell by 16.6% to HK$559.8 million vs that as at 31 March 2018

For the year under review, Group turnover decreased by 3.4% to HK$1,457.8 million (FY2017/18: HK$1,509.1 million). The Group reported a loss attributable to its equity holders of HK$34.6 million (FY2017/18: loss of HK$150.6 million). A gain on Disposal of the Optical Business of HK$111.8 million was recognized during the year ended 31 March 2019 (On 1 June 2018, the Group completed the disposal of its entire optical retail and wholesale businesses (the "Optical Business") to its controlling shareholder (the "Disposal")).

After excluding the following items:

- the gain on Disposal of the Optical Business of HK$111.8 million (FY2017/18: nil);
- an exchange loss of HK$16.1 million (FY2017/18: exchange gain of HK$12.0 million);
- non-cash deferred tax expenses of HK$12.8 million (FY2017/18: HK$18.6 million); and
- an impairment of intangible assets of HK$30.3 million in FY2017/18 and a gain on re-measurement of deferred consideration payable of HK$10 million related to the Group's Swiss movement assembly facilities in FY2017/18,

the Group would have reported a loss of HK$117.5 million (FY2017/18: HK$123.7 million).

The Optical Business was classified as discontinued operations in accordance with the Hong Kong Financial Reporting Standard 5. A loss of HK$1.7 million (FY2017/18: HK$4.5 million) was recorded by the discontinued operations during the year under review.

- 集團營業額下降3.4%至HK$1,457.8佰萬
- 集團虧損淨額為HK$34.6佰萬
- 集團借貸比率為40.3%(2018年3月：67.4%)
- 集團存貨較2018年3月31日減少16.6%至HK$559.8佰萬

回顧年度內，集團營業額下降3.4%至HK$1,457.8佰萬(2017/18財政年度：HK$1,509.1佰萬)。集團權益持有人應佔虧損為HK$34.6佰萬(2017/18財政年度：虧損HK$150.6佰萬)。截至2019年3月31日止年度確認來自眼鏡業務之出售事項之收益HK$111.8佰萬(於2018年6月1日，集團完成出售整個眼鏡零售及批發業務(「眼鏡業務」)予其控股股東(「出售事項」))。

於減去以下項目後：

- 來自眼鏡業務之出售事項之收益HK$111.8佰萬(2017/18財政年度：無)；
- 匯兑虧損HK$16.1佰萬(2017/18財政年度：匯兑收益HK$12.0佰萬)；
- 非現金遞延税項開支HK$12.8佰萬(2017/18財政年度：HK$18.6佰萬)；及
- 於2017/18財政年度無形資產減值HK$30.3佰萬及於2017/18財政年度重計與集團瑞士機芯裝配設施有關的遞延應付代價收入HK$10佰萬，

集團錄得虧損HK$117.5佰萬(2017/18財政年度：HK$123.7佰萬)。

根據香港財務報告準則第5號，眼鏡業務已歸類為已終止營運業務。回顧年度內，終止營運業務錄得虧損HK$1.7佰萬(2017/18財政年度：HK$4.5佰萬)。

Group gross profit margin was maintained at 50.7% comparable to 50.9% in the previous financial year. With cautious consumer sentiment since mid-2018, the Group strengthened measures to further reduce costs, enhance inventory management and liquidity. Due to these measures:–

- selling expenses (excluding expenses related to investment in brand building) fell 6.6% mainly due to reduced rental expenses and other store overheads;

- Group general and administrative expenses fell further by 6.3% (net of shared service income) in FY2018/19 following a decrease of 5.7% in FY 2017/18;

- Group inventory decreased by HK$111.1 million (16.6%) to HK$559.8 million (March 2018: HK$670.9 million) and inventory turnover days were shortened to 284 days (March 2018: 331 days) with tightened stock procurement. The faster stock turnover also contributed to a write back income of stock provision of HK$2.6 million against a provision charge of HK$18.9 million in FY2017/18;

- Group liquidity was enhanced by reductions in inventory and capital expenditures. In FY2018/19, capital expenditures were reduced by HK$28.3 million to HK$30.1 million (FY2017/18: HK$58.4 million). Group net cash generated from operating activities increased to HK$69.6 million (FY2017/18: HK$45.1 million).

As proceeds from the Disposal were utilised to settle part of the Group's bank borrowings, the Group reported an improved gearing ratio of 40.3% compared to 45.6% as at end of September 2018 (March 2018: 67.4%) as net debts decreased by 42.3% (or HK$291.3 million) to HK$396.8 million.

FINAL DIVIDEND

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

集團毛利率維持於50.7%，而上個財政年度為50.9%。自2018年年中以來，消費氣氛持續審慎，因此集團已採取措施以進一步降低成本、加強存貨管理及資金流動性。基於該等措施：

(1) 銷售支出(撇除與投資於建立品牌相關的開支)下降6.6%，主要由於租金支出及其他店舖費用減少；

(2) 集團一般及行政支出繼於2017/18財政年度下降5.7%後，於2018/19財政年度進一步下降6.3%(扣除共享服務收入)；

(3) 由於收緊存貨採購，集團存貨減少HK$111.1佰萬(16.6%)至HK$559.8佰萬(2018年3月：HK$670.9佰萬)而存貨周轉日數縮減至284日(2018年3月：331日)。較快的存貨周轉率亦導致存貨撥備撥回收入HK$2.6佰萬，而2017/18財政年度的撥備開支為HK$18.9佰萬；

(4) 集團流動資金因存貨及資本開支減少而有所增強。於2018/19財政年度，資本開支下降HK$28.3佰萬至HK$30.1佰萬(2017/18財政年度：HK$58.4佰萬)。集團營運活動所得的現金淨額上升至HK$69.6佰萬(2017/18財政年度：HK$45.1佰萬)。

由於出售事項所得款項已用作償還集團的部份銀行借款，集團錄得借貸比率40.3%，較2018年9月底的45.6%(2018年3月：67.4%)有所改善，乃因淨債務減少42.3%(或HK$291.3佰萬)至HK$396.8佰萬。

末期股息

董事會不建議宣派截至2019年3月31日止年度的末期股息(2018年：每股普通股零)。

CITY CHAIN GROUP

The City Chain Group operates around 220 stores in Hong Kong, Macau, Mainland China (the "Greater China"), Singapore, Thailand and Malaysia together with on-line stores for "City Chain" and "Solvil et Titus".

In 1H FY2018/19, same store sales growth was recorded. The initiatives adopted to refresh the "CITY CHAIN" image and house brand portfolio together with store consolidation and cost reductions, contributed to the City Chain Group returning an improved financial performance in 1H FY2018/19.

However, as the trade dispute between China and the United States intensified, and with a weakened Renminbi since July 2018, tourist and domestic spending in regions where we operate slowed down and the positive sentiment seen in Q1 FY2018/19 did not carry through for the remaining year. Turnover over the festive peak seasons such as Christmas and Chinese New Year for several regions was not up to expectation despite continued deployment of marketing campaigns.

For FY2018/19, the City Chain Group posted a y-o-y fall in turnover of 5.0% to HK$1,166.5 million (FY2017/18: HK$1,227.8 million) while the number of operating shops contracted by 13%. A loss before interest and tax (LBIT) of HK$98.0 million (FY2017/18: HK$48.7 million) was recorded. Excluding inventory provision, impairment of non-performing stores, provision for onerous contracts, exchange difference and expenditure on brand investment, operating costs decreased by 8.3%, with rental expenses, alone, reduced by 15.4%.

Greater China

Turnover for City Chain operations in Greater China fell by 6.5% to HK$826.3 million (FY2017/18: HK$884.1 million) with a reduction in number of shops by 19% and a wider LBIT of HK$98.9 million (FY2017/18: LBIT HK$53.0 million).

Despite the challenging operating environments in the 2H FY18/19, y-o-y same store sales in Hong Kong and Macau remained stable. Operating costs (excluding inventory provision, impairment of non-performing stores, provision for onerous contracts, exchange difference and expenditure on brand investment) fell by 9.8%.

「時間廊」集團

「時間廊」集團於香港、澳門、中國內地(「大中華」)、新加坡、泰國及馬來西亞營運約220間店舖，並經營「時間廊」及「鐵達時」的專營電商平台。

於2018/19財政年度上半年，同店銷售錄得增長。「時間廊」的形象革新及集團自家品牌重置產品組合，加上店舖網絡重整及降低成本措施，「時間廊」集團於2018/19財政年度上半年的財務表現有所改善。

然而，隨著中國與美國之間的貿易糾紛加劇，以及自2018年7月以來人民幣轉弱，集團營運地區的旅客及本地消費放緩，2018/19財政年度第一季的回暖勢頭未能於財政年度餘下期間內持續。雖然市場推廣活動未有間斷，惟於聖誕節及中國農曆新年等節日購物旺季的營業額並未達到預期水平。

截至2018/19財政年度，「時間廊」集團營業額同比下降5.0%至HK$1,166.5佰萬(2017/18財政年度：HK$1,227.8佰萬)，而經營店舖數目減少13%。集團錄得除利息及稅項前虧損HK$98.0佰萬(2017/18財政年度：HK$48.7佰萬)。撇除存貨撥備、表現欠佳的店舖減值、有法律義務合約的撥備、匯兑差額及品牌投資的支出後營運成本下降8.3%，當中租賃支出下降15.4%。

大中華

大中華「時間廊」業務因店舖數目減少19%令營業額下跌6.5%至HK$826.3佰萬(2017/18財政年度：HK$884.1佰萬)，除利息及稅項前虧損增加至HK$98.9佰萬(2017/18財政年度：除利息及稅項前虧損為HK$53.0佰萬)。

儘管18/19財政年度下半年的經營環境充滿挑戰，香港及澳門同店銷售維持穩定。營運成本(撇除存貨撥備、表現欠佳的店舖減值、有法律義務合約的撥備、匯兑差額及品牌投資的開支)下跌9.8%。

LBIT in Mainland China narrowed by 26.8% due to consolidation of non-performing shops and a simultaneous improvement in the productivity of operating shops. During the year, a moderate increase of 7.2% (in local currency) in sales per shop from FY2017/18 was attained despite a weak Renminbi, volatility in the stock market and a marked slowdown in retail consumption in Mainland China. In order to improve bottom-line results, closure of non-performing shops in Northern and Southwestern China were completed by May 2019 and shop consolidation is in progress in Eastern China.

中國內地的除利息及稅項前虧損收窄26.8%，主要因為合併表現欠佳的店舖及持續營運店舖的生產力同步得到改善。於年度內，儘管人民幣疲軟、股市波動及中國內地零售消費明顯放緩，每間店舖的銷售額與2017/18財政年度相比錄得溫和增長7.2%(以當地貨幣計算)。為進一步提升業績，於2019年5月已完成關閉於華北及中國西南地區表現欠佳的店舖，華東地區的店舖整合正在進行中。

The turnover of our watch e-commerce business remained stable and operating loss was reduced by 19.1% in local currency terms compared to FY2017/18 as cost structures were streamlined to uplift financial performance.

與2017/18財政年度相比，鐘錶電子商貿業務的營業額維持穩定，且由於精簡成本架構以提升財務表現，營運虧損因而減少19.1%(以當地貨幣計算)。

Southeast Asia

東南亞

Despite a generally weaker market environment, our City Chain operations in Southeast Asia reported an increase in sales per shop of 8.9% from FY 2017/18 and turnover remained relatively stable at HK$340.2 million (FY2017/18: HK$343.7 million) despite a 5.4% reduction in number of shops. However, impacted by currency depreciation against the stronger Hong Kong dollar, an EBIT of HK$0.8 million (FY2017/18: EBIT of HK$4.2 million) was reported. Excluding exchange loss, our operations in Southeast Asia reported an EBIT of HK$3.4 million (FY2017/18: EBIT of HK$4.6 million). Operating costs (excluding inventory provision, impairment of non-performing stores, provision for onerous contracts, exchange difference and expenditure on brand investment) fell y-o-y by 3.5%.

儘管整體市場環境疲軟，東南亞的「時間廊」每間店舖營業額較2017/18財政年度上升8.9%，而儘管店舖數目減少5.4%，營業額維持相對穩定於HK$340.2佰萬(2017/18財政年度：HK$343.7佰萬)。然而，受港元轉強引致的貨幣貶值影響，錄得除利息及稅項前溢利為HK$0.8佰萬(2017/18財政年度：除利息及稅項前溢利為HK$4.2佰萬)。撇除匯兌虧損，東南亞業務錄得除利息及稅項前溢利HK$3.4佰萬(2017/18財政年度：除利息及稅項前溢利為HK$4.6佰萬)。營運成本(撇除存貨撥備、表現欠佳的店舖減值、有法律義務合約的撥備、匯兌差額及品牌投資的支出)較去年下降3.5%。

Our Malaysia operations posted satisfactory results with EBIT growing 2.3% while the LBIT at our Thai operations narrowed by 30.9% (in local currency terms) due to sales growth of 8.0%, following the refreshing of several key stores and effective merchandising initiatives. However, our Singapore operations posted a LBIT due to a difficult retail operating environment, particularly, in 2H FY2018/19.

馬來西亞業務錄得令人滿意的業績，除利息及稅項前溢利增長2.3%。而泰國方面，由於若干主要店舖的形象翻新及採取具成效的產品配置措施促使銷售上升8.0%，除利息及稅項前虧損收窄30.9%(以當地貨幣計算)。然而，新加坡業務於2018/19財政年度下半年因零售經營環境困難而錄得除利息及稅項前虧損。

SUPPLY CHAIN MANAGEMENT AND WHOLESALE TRADING

This business division is made up of Stelux Group's supply chain unit for house brands, such as Solvil et Titus and CYMA, its wholesale trading unit for the sole distribution of "SEIKO" watches and clocks and "GRAND SEIKO" watches in Hong Kong, Singapore and Malaysia; and our Swiss business units.

Turnover for this division grew moderately by 3.5% to HK$291.2 million (FY2017/18: HK$281.3 million) and together with improved operational efficiencies contributed to a profit of HK$40.1 million (FY2017/18: loss of HK$4.6 million, including one-off items being impairment for intangible assets of our Swiss movement facility of HK$30.3 million and gain on re-measurement of deferred consideration payable of HK$10 million). The various marketing campaigns for "SEIKO" and "GRAND SEIKO" continued during the year and were well received; and together with committed service support provided to retailers stimulated consumer demand and sell-through.

DISCONTINUED OPERATIONS – OPTICAL RETAIL AND WHOLESALE

The turnover for the discontinued operations recorded during the two month period before the completion of the Disposal was HK$219.0 million and a loss of HK$1.7 million was sustained.

GROUP OUTLOOK

With the uncertainties surrounding the completion of a trade deal between China and the United States impacting most of the regions where we operate, retail sentiment is likely to remain subdued for the remaining FY2019/20. Therefore, operational and fiscal initiatives currently in place to reduce costs, improve operational efficiencies and to strengthen liquidity will continue in FY2019/20. Refreshment of stores will continue in FY2019/20 and capital expenditures will be prudently managed.

However, as part of the Group's long term strategy to improve its competitiveness to adapt to changes in the consumer landscape, the Group has prioritized investment in infrastructure and brand development to enhance customer interaction through omni-channels so as to improve synergies between the online and offline businesses of the City Chain Group. In Q2 FY2019/20, enhanced e-commerce platforms for "City Chain" and "Solvil et Titus" and the deployment of CRM solutions are scheduled to be rolled out.

供應鏈管理及批發貿易

此業務分部由寶光集團的自有品牌產品(鐵達時及CYMA)供應鏈單位、「精工」及「GRAND SEIKO」於香港、新加坡及馬來西亞獨家鐘錶分銷之批發業務單位，以及瑞士業務單位組成。

此分部的營業額溫和增長3.5%至HK$291.2佰萬(2017/18財政年度：HK$281.3佰萬)，加上營運效益有所改善，錄得溢利HK$40.1佰萬(2017/18財政年度：虧損HK$4.6佰萬，包括一次性項目(即瑞士機芯設施的無形資產之減值HK$30.3佰萬及重計遞延應付代價收入HK$10佰萬))。於年度內，集團繼續進行多項有關「精工」及「GRAND SEIKO」的市場推廣活動，成效理想；及連同向零售商提供的服務支援，刺激客戶需求及銷售表現。

已終止營運業務－眼鏡零售及批發

於出售事項完成前兩個月期間，已終止營運業務錄得營業額HK$219.0佰萬及虧損HK$1.7佰萬。

集團前景

因中美兩國完成貿易談判尚存之不確定性影響集團經營所在的大部分地區，2019/20財政年度餘下期間的零售氣氛預計維持低迷。因此，於2019/20財政年度集團將持續實施各項營運及財政措施，以削減成本、提高營運效益及增強資金流動性。集團於2019/20財政年度將繼續提升店舖形象及審慎控制資本開支。

然而，由於集團的長遠策略部份為提高其競爭力以應對消費模式轉變，集團將優先投資於全域渠道營銷模式的基礎設施及品牌發展，提升顧客在線上及實體店互動的購物體驗，增強「時間廊」集團線上線下業務協同效應。於2019/20財政年度第二季，集團將加強「時間廊」及「鐵達時」電商平台的內容及體驗，同時推出CRM應用方案。

BUSINESS MODEL AND STRATEGY

- We are a brand owner, wholesaler and retailer, covering all aspects of the value chain to maximise returns
- We have an extensive retail network and growing online platforms
- We offer multi-brands, both house brands and foreign brands targeting the mid income customer
- We will invest in infrastructure and brand development to enhance synergies between online and offline businesses

業務模式及策略

- 集團為品牌擁有人、批發商及零售商，涵蓋價值鏈的所有環節，以獲取最大回報
- 集團擁有廣泛的零售網絡及日益擴展的線上平台
- 集團提供多個品牌，包括自有品牌及外國品牌，目標顧客為中產客戶
- 集團將投資於基礎設施及品牌發展以增強線上與線下業務的協同效益

FINANCE

The Group's capital management, currency and interest rate movement are constantly monitored and reviewed by the management of the Group to address and manage relevant financial risks relating to the Group's operations. The Group maintains prudent treasury management policies to address liquidity to finance both short-term and long-term working capital needs for business operations. Funds are generated from business operating activities and banking facilities in the form of term loans and short-term trading facilities. Forecast and actual cash flow analyses are continuously monitored. Maturity of assets and liabilities and requirement of financial resources for business operations are prudently managed.

The gearing ratio was 40.3% (31 March 2018: 67.4%) with shareholders' funds standing at HK$985.0 million (31 March 2018: HK$1,020.6 million) and net debts of HK$396.8 million (31 March 2018: HK$688.1 million). The net debts are based on the bank borrowings of HK$688.3 million (31 March 2018: HK$934.4 million) less bank balance and cash of HK$291.5 million (of the Group as at 31 March 2018: HK$246.3 million) of which HK$56.6 million were pledged (nil at 31 March 2018). The bank borrowings comprised of HK$113.4 million repayable within one year and HK$574.9 million with scheduled repayment after one year but repayable on demand and were classified as current liabilities. The cash position of the discontinuing operations as at 31 March 2018 was HK$143.1 million. At completion, cash held by the discontinued operations in excess of around HK$60.0 million (adjusted by foreign exchange rate at completion) was transferred to the continuing operations.

財務

本集團管理層密切監察及審核集團的資本管理、貨幣及利率變動，以監控本集團營運相關的財務風險。本集團實行嚴謹的財務管理策略，以掌控用於業務營運的短期及長期資金需求的流動性。有關資金來自業務營運以及有期貸款及短期貿易融資等銀行融資。本集團亦持續監察預測及實際現金流分析，審慎管理資產及負債的到期日以及業務營運的財務資金需要。

本集團的借貸比率為40.3%(2018年3月31日：67.4%)，股東資金為HK$985.0佰萬(2018年3月31日：HK$1,020.6佰萬)，本集團的淨債務為HK$396.8佰萬(2018年3月31日：HK$688.1佰萬)。淨債務乃根據銀行貸款HK$688.3佰萬(2018年3月31日：HK$934.4佰萬)減去銀行結餘及現金HK$291.5佰萬(2018年3月31日：HK$246.3佰萬)，其中HK$56.6佰萬為抵押銀行存款(2018年3月31日：零)計算。銀行貸款包括HK$113.4佰萬需於一年內償還，及HK$574.9佰萬為預定還款期於一年以後(惟須應要求償還，因此列為流動負債)。終止營運業務於2018年3月31日的現金狀況為HK$143.1佰萬。於完成日期，經調整匯兑差額後，終止營運業務保留現金約HK$60.0佰萬，超出此金額的現金已轉移至持續營運業務。

Following the Completion of the Disposal of the discontinuing operations, the Group received gross proceeds of HK$400 million, of which a special distribution of HK$198.8 million was paid to its shareholders and the remaining balance has been utilized together with improved operating cash inflow to settle part of bank borrowings to reduce the net debts by 42.3% to HK$396.8 million.

於完成終止營運業務的出售事項後，本集團獲得所得款項總額HK$400佰萬，並已向股東派付特別股息HK$198.8佰萬，而餘額連同已增加的經營現金流入已用作償還部份銀行貸款，使本集團債務淨額減少42.3%至HK$396.8佰萬。

The Group's major borrowings are in Hong Kong dollars and mostly based on a floating rate at HIBOR or bank prime lending rates. As major revenues of the Group are in Hong Kong dollars and Macanese Pataca, the natural hedge mechanism was applied.

本集團的主要貸款以港幣結算，主要按香港銀行同業拆息率或銀行最優惠利率基準，以浮動息率計算。由於本集團的主要收益以港幣及澳門幣計算，故本集團應用自然對沖機制。

As at 31 March 2019, the Group's total equity funds amounted to HK$992.1 million. The Group's net cash inflow from its operating activities increased by 54.3% to HK$69.6 million and coupled with its existing cash and unutilized banking facilities will fund its future needs. The unutilized banking facilities at 31 March 2019 were HK$221.3 million.

於2019年3月31日，本集團的股權總額為HK$992.1佰萬。本集團營運活動的現金淨流入增加54.3%至HK$69.6佰萬，連同現有的現金及未動用的銀行信貸額，足以應付未來日常業務的資金需要。於2019年3月31日，未動用的銀行信貸額為HK$221.3佰萬。

As at 31 March 2019, the current assets and current liabilities were approximately HK$1,033.8 million (31 March 2018: HK$1,883.7 million) and HK$958.6 million (31 March 2018: HK$1,600.6 million), respectively. The current ratio was approximately 1.08 (1.18 as at 31 March 2018).

於2019年3月31日，流動資產及流動負債分別約為HK$1,033.8佰萬(2018年3月31日：HK$1,883.7佰萬)及HK$958.6佰萬(2018年3月31日：HK$1,600.6佰萬)。流動比率約為1.08(2018年3月31日：1.18)。

The Group does not use any financial instruments for hedging purposes.

集團並無使用任何財務工具作對沖用途。

The Group does not engage in speculative derivative trading.

集團並無參與純投機的衍生工具交易。

As at 31 March 2019, the Group does not have any significant contingent liabilities except disclosed in Note 33 to the Consolidated Financial Statements.

於2019年3月31日，除綜合財務報表附註33所披露外，集團並無任何重大或然負債。

The Group does not have plans for material investments or change of capital assets.

集團並無任何重大投資或轉變資本資產之計劃。

At at 31 March 2019, certain property, plant and equipment, investment properties and bank deposit amounting to HK$712.3 million (31 March 2018: HK$452.7 million) were pledged to secure banking facilities granted to the Group. Capital expenditures were under control and reduced to HK$30.1 million (FY2017/18: HK$58.4 million).

於2019年3月31日，本集團若干物業、機器及設備、投資物業以及銀行存款總值HK$712.3佰萬(2018年3月31日：HK$452.7佰萬)已抵押予銀行以獲取銀行信貸。資本開支受到控制並已減少至HK$30.1佰萬(2017/18財政年度：HK$58.4佰萬)。

During the year ended 31 March 2019, certain self-owned stores were leased out and therefore reclassified from property, plant and equipment to investment properties. The gain on revaluation upon transfer to investment properties net of tax amounted to HK$202.0 million was recorded in reserves as at 31 March 2019.

截至2019年3月31日止年度，若干自有店舖已出租，因此從物業、機器及設備重新分類至投資物業。於2019年3月31日，於儲備錄得轉撥至投資物業後重估之除稅後收益HK$202.0佰萬。

The deferred tax asset balance decreased by HK$12.9 million and this expense was charged to the income statement during the year ended 31 March 2019. The decrease was mainly from a decrease in tax losses recognised as deferred tax asset.

遞延稅項資產結餘減少HK$12.9佰萬及此項支出已於截至2019年3月31日止年度之收益表扣除。減少主要來自確認為遞延稅項資產之稅項虧損減少所致。

Since 31 March 2019, there have been no important events affecting the Group which have occurred, and, hence there are no details to disclose.

2019年3月31日後，本集團並無重大事項發生，因此並無詳情需予披露。

NUMBER AND REMUNERATION OF EMPLOYEES, REMUNERATION POLICIES, BONUS AND TRAINING SCHEMES

僱員數目及酬金、酬金政策、獎金及僱員培訓計劃

The Group's remuneration policies are reviewed on a regular basis and remuneration packages are in line with market practices in the relevant countries where the Group operates. As at 31 March 2019, the Group had 1,550 employees. Excluding the discontinued operations, the Group had 1,656 employees as at 31 March 2018. The Group offers KPI related bonuses to eligible employees based on the performance of the Group and the individual employee. The Group also provides related training programmes to improve the quality, competence and skills of its employees.

集團定期對酬金政策進行檢討，而酬金待遇則符合集團營運所在國家的市場慣例。本集團於2019年3月31日共有1,550位僱員。撇除終止營運業務，本集團於2018年3月31日共有1,656位僱員。集團就業績及個別僱員表現提供按「關鍵績效指標」釐定之獎金予合資格的僱員。集團亦提供相關的培訓計劃改善其僱員質素、能力及技能。

Joseph C. C. Wong
Chairman and Chief Executive Officer

Hong Kong, 20 June 2019

黃創增
主席及行政總裁

香港，2019年6月20日

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TO THE SHAREHOLDERS OF STELUX HOLDINGS INTERNATIONAL LIMITED
(Incorporated in Bermuda with limited liability)

致寶光實業(國際)有限公司股東

(於百慕達註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of Stelux Holdings International Limited (the "Company") and its subsidiaries (the "Group") set out on pages 43 to 197, which comprise the consolidated balance sheet as at 31 March 2019, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 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.

意見

我們已審計載列於第43頁至197頁寶光實業(國際)有限公司(「 貴公司」)及其附屬公司(「 貴集團」)的綜合財務報表，此綜合財務報表包括於2019年3月31日的綜合資產負債表與截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

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」)真實而中肯地反映了 貴集團於2019年3月31日的綜合財務狀況及其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》的披露規定妥為擬備。

BASIS FOR OPINION

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

意見的基礎

我們已根據香港會計師公會頒布的《香港審計準則》(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒布的《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意見提供基礎。

KEY AUDIT MATTERS

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

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。就以下各項而言,我們是在該背景下提供我們在審計中處理該事項的方式。

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

我們已履行本報告「核數師就審計綜合財務報表承擔的責任」部份所述的責任,包括與此等事項相關之責任。據此,我們的審計範圍包括執行程序,以應對我們對綜合財務報表中的重大錯誤陳述風險的評估。審計程序(包括為處理下列事項而進行的程序)的結果為我們就隨附綜合財務報表發表審計意見提供基礎。

Key audit matter	How our audit addressed the key audit matter	關鍵審計事項	我們的審計如何處理關鍵審計事項
Net realisable value of inventories		存貨的可變現淨值	
As at 31 March 2019, the Group recorded inventories of approximately HK$766 million before provision for inventories of approximately HK$206 million. The write-down of inventories to net realisable value was estimated by management through the application of judgement and the use of highly subjective assumptions. During the year ended 31 March 2019, a reversal of provision for inventories of approximately HK$2.6 million was made and credited to the consolidated income statement based on management's assessment.	Our procedures in relation to management's estimation and judgement applied in determining the net realisable value of inventories included: – Understanding the key controls on how the management estimated the provision for inventories; – Testing, on a sample basis, the accuracy of the inventory ageing reports; – Evaluating the key assumptions and estimates applied by management to determine the provisioning percentages applicable to individual ageing categories of inventory by testing the accuracy of historical information involved, based on comparison with current year and historical sales trends;	於2019年3月31日， 貴集團於存貨撥備約港幣206佰萬元前錄得存貨約港幣766佰萬元。管理層透過判斷及高度主觀假設來估計撇銷存貨至可變現淨值。截至2019年3月31日止年度，存貨撥備撥回約港幣2.6佰萬元，並根據管理層的評估計入綜合收益表。	對於管理層在釐定存貨的可變現淨值中所運用的估計及判斷，我們的程序包括： – 了解管理層如何估算存貨撥備的關鍵控制； – 以抽樣方式測試存貨貨齡報告之準確性； – 通過測試所用之過往數據的準確性、根據比較本年度及過往銷售趨勢，評估管理層釐定存貨的個別賬齡分類之撥備比率所應用的主要假設及估計；
The related disclosures for the valuation of inventories are included in note 4 to the consolidated financial statements.	– Performing sensitivity analysis on changes of the key assumptions; – Performing analysis on inventory balance and movement data by comparing, on a sample basis, the carrying amounts of inventory items against their selling prices during the year and subsequent to the year end to identify slow-moving inventories and inventories with net realisable value lower than their costs; and – Evaluating the future sales with reference to historical sales performance through meetings with the relevant management personnel.	存貨估值的相關披露載於綜合財務報表附註4。	– 對主要假設變動進行敏感度分析； – 對存貨結餘和變動數據進行分析，並以抽樣方式比較存貨項目的賬面價值與其在年內及年末之後的銷售價格，以識別滯銷存貨及可變現淨值低於其成本之存貨；及 – 參考過往銷售業績，通過與有關管理層人員會面評估未來的銷售。

Impairment assessment on trademarks

As at 31 March 2019, trademarks recognised by the Group amounted to approximately HK$54 million.

Trademarks with an indefinite useful life are carried at costs and are not amortised.

Management tests annually whether the trademarks suffered any impairment by considering the economic benefit to be generated from trademarks. The recoverable amount is determined based on a value-in-use calculation. This calculation used pre-tax cashflows projections based on financial budgets prepared by management.

Management determined the financial budget based on past performance and its expectations for the future market development, which involved significant judgment and estimates.

The related disclosures of the trademarks are included in notes 4 and 16 to the consolidated financial statements.

Our procedures in relation to management's impairment assessment on trademarks included:

- Inquiring management on the business plans associated with these trademarks;
- Evaluating the variance between actual results and cashflow projections prepared in prior year;
- Involving our internal valuation specialists in our discussion with management to understand the rationale, and assess the methodology used and the key assumptions applied in the valuation;
- Evaluating the key assumptions applied, including growth rate and discount rate used in the cashflow projections based on historical performance and future business plan;
- Performing sensitivity analysis on changes of the key assumptions; and
- Evaluating the adequacy of the financial statement disclosures.

商標的減值評估

於2019年3月31日，貴集團確認商標約港幣54佰萬元。

具有無限使用年期的商標按成本列賬，且毋須攤銷。

管理層考慮到商標產生的經濟利益，每年測試商標是否受到任何減值。可回收金額根據使用價值之計算而釐定。此計算採用根據管理層之財政預算作出之稅前現金流量預測。

管理層根據過往表現及其對未來市場發展之預期而釐定財政預算，當中涉及重大判斷及估計。

商標的相關披露載於綜合財務報表附註4及16。

對於管理層商標的減值評估，我們的程序包括：

- 詢問與該等商標相關的業務計劃的管理；
- 評估上一年度編制的實際業績與現金流量預測之間的差異；
- 讓我們的內部評估專家參與我們與管理層的討論，以了解基本原理，並評估所使用的方法及估值中應用的主要假設；
- 評估所應用的主要假設，包括根據過往業績及未來業務計劃的現金流量預測中使用的增長率及貼現率；
- 對主要假設變動進行敏感度分析；及
- 評估財務報表披露的充足性。

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in Management Discussion and Analysis (but does not include the consolidated financial statements and our auditor's report thereon), which we obtained prior to the date of this auditor's report, and Report of the Directors and Environmental, Social and Governance Report, which are expected to be made available to us after that date.

載於年度報告的其他信息

貴公司董事須對其他信息負責。其他信息包括我們在本核數師報告日期前取得的管理層討論及分析內的信息(但不包括綜合財務報表及我們的核數師報告)，以及預期會在本核數師報告日期後取得的環境、社會及管治報告內的信息。

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above 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.

結合我們對綜合財務報表的審計，我們的責任是閱讀上述的其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, 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.

基於我們就我們於本核數師報告日期前取得的其他信息所執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

When we read Report of the Directors and Environmental, Social and Governance Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the Audit committee and take appropriate action considering our legal rights and obligations.

當我們閱讀董事會報告書及環境、社會及管治報告後，如果我們認為其中存在重大錯誤陳述，我們需要將有關事項與審核委員會溝通，並考慮我們的法律權利和義務後採取適當行動。

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

董事就綜合財務報表須承擔的責任

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.

貴公司董事須負責根據香港會計師公會頒布的《香港財務報告準則》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

In preparing the consolidated financial statements, the directors of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

在擬備綜合財務報表時， 貴公司董事負責評估 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 貴公司董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

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

貴公司董事在審核委員會協助下，須負責監督 貴集團的財務報告過程。

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

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

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

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅按照百慕達一九八一年《公司法》第90條向　閣下(作為整體)報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

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

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

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

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

- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

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

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對　貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。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。

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

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

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

The engagement partner on the audit resulting in this independent auditor's report is Ms. Chau Suet Fung Dilys.

出具本獨立核數師報告的審計項目合夥人是周雪鳳女士。

Ernst & Young
Certified Public Accountants
Hong Kong 20 June 2019

安永會計師事務所
執業會計師
香港二零一九年六月二十日

		Notes 附註	**2019 HK$'000 港幣仟元**	2018 HK$'000 港幣仟元
Continuing operations	**持續營運業務**			
Revenue	收入	5	**1,457,779**	1,509,122
Cost of sales	銷售成本		**(718,595)**	(740,468)
Gross profit	毛利		**739,184**	768,654
Other (losses)/gains, net	其他(虧損)／收益，淨額	6	**(19,982)**	21,247
Other income	其他收入	7	**41,624**	15,119
Selling expenses	銷售支出		**(594,852)**	(608,236)
General and administrative expenses	一般及行政支出		**(237,428)**	(229,116)
Other operating expenses	其他營運支出		**(19,101)**	(67,753)
Finance costs	財務成本	10	**(24,920)**	(23,309)
Loss before income tax	除所得稅前虧損		**(115,475)**	(123,394)
Income tax expense	所得稅支出	11	**(28,967)**	(22,454)
Loss for the year from continuing operations	年度持續營運業務的虧損		**(144,442)**	(145,848)
Discontinued operations	**終止營運業務**			
Loss for the year from discontinued operations	年度終止營運業務的虧損	28	**(1,706)**	(4,464)
Gain on disposal of discontinued operations	出售終止營運業務的收益	28	**111,766**	–
Profit/(loss) for the year arising from discontinued operations	年度終止營運業務溢利／(虧損)淨額		**110,060**	(4,464)
Loss for the year	年度虧損		**(34,382)**	(150,312)
Attributable to:	以下應佔：			
Equity holders of the Company	本公司權益持有人		**(34,551)**	(150,577)
Non-controlling interests	非控股權益		**169**	265
			(34,382)	(150,312)
Loss attributable to the equity holders of the Company arising from:	本公司權益持有人應佔虧損產生自：			
– Continuing operations	－持續營運業務		**(144,611)**	(146,113)
– Discontinued operations	－終止營運業務		**110,060**	(4,464)
			(34,551)	(150,577)

The notes on pages 50 to 197 are an integral part of these consolidated financial statements.
第50至197頁的附註為此等綜合財務報表的不可或缺部分。

		Notes 附註	**2019 HK cents 港仙**	2018 HK cents 港仙
Loss per share from continuing operations attributable to the equity holders of the Company – Basic and diluted	本公司權益持有人應佔持續營運業務的每股虧損 – 基本及攤薄	12	**(13.82)**	(13.96)
Loss per share attributable to the equity holders of the Company – Basic and diluted	本公司權益持有人應佔的每股虧損 – 基本及攤薄	12	**(3.30)**	(14.39)

The notes on pages 50 to 197 are an integral part of these consolidated financial statements.
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CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
綜合全面收益表
For the year ended 31 March 2019 截至2019年3月31日止年度

		Notes 附註	**2019 HK$'000 港幣仟元**	2018 HK$'000 港幣仟元
Loss for the year	年度虧損		**(34,382)**	(150,312)
Other comprehensive (loss)/income:	其他全面(虧損)／收益：			
Items that may be reclassified subsequently to profit or loss:	*其後可重分類至損益的項目：*			
Exchange differences of translation of foreign operations	海外業務的匯兑差額		**7,171**	32,889
Change in fair value of available-for-sale financial assets	可供出售的財務資產公平值變動	17	**–**	1,141
Exchange differences of translation of discontinued operations	終止營運業務的匯兑差額	28	**–**	17,262
Release of exchange reserve upon disposal of discontinued operations	終止營運業務出售後匯兑儲備轉出	28	**(14,978)**	–
			(7,807)	51,292
Item that will not be reclassified to profit or loss:	*不會重分類至損益的項目：*			
Gain on revaluation of property, plant and equipment, net of tax	除税後之物業、機器及設備的重估收益		**202,040**	201,644
Change in fair value of equity investments at fair value through other comprehensive income	按公平值透過其他全面收益列賬的股份投資的公平值變動	17	**2,596**	–
			204,636	201,644
Other comprehensive income for the year, net of tax	年度除税後之其他全面收益		**196,829**	252,936
Total comprehensive income for the year	年度全面收益總額		**162,447**	102,624
Attributable to:	以下應佔：			
Equity holders of the Company	本公司權益持有人		**163,211**	101,511
Non-controlling interests	非控股權益		**(764)**	1,113
Total comprehensive income for the year	年度全面收益總額		**162,447**	102,624
Total comprehensive income for the year attributable to the equity holders of the Company arising from:	年度本公司權益持有人應佔全面收益總額產生自：			
Continuing operations	持續營運業務		**68,129**	88,779
Discontinued operations	終止營運業務		**95,082**	12,732
			163,211	101,511

The notes on pages 50 to 197 are an integral part of these consolidated financial statements.
第50至197頁的附註為此等綜合財務報表的不可或缺部分。

CONSOLIDATED BALANCE SHEET
綜合資產負債表
As at 31 March 2019 於2019年3月31日

		Notes 附註	**2019 HK$'000 港幣仟元**	2018 HK$'000 港幣仟元
ASSETS	**資產**			
Non-current assets	非流動資產			
Property, plant and equipment	物業、機器及設備	13	**165,411**	322,772
Investment properties	投資物業	14	**586,100**	230,000
Prepaid lease premium	預付租賃地價	15	**11,135**	14,266
Intangible assets	無形資產	16	**65,633**	69,436
Deferred tax assets	遞延稅項資產	27	**49,553**	62,471
Available-for-sale financial assets	可供出售的財務資產	17	**–**	12,374
Equity investments at fair value through other comprehensive income	按公平值透過其他全面收益列賬的股份投資	17	**14,970**	–
Deposits and prepayments	按金及預付款項	20	**55,080**	56,921
Total non-current assets	非流動資產總額		**947,882**	768,240
Current assets	流動資產			
Inventories	存貨	19	**559,829**	670,863
Trade and other receivables	貿易及其他應收賬款	20	**182,488**	351,702
Pledged bank deposit	抵押銀行存款	21	**56,649**	–
Cash and cash equivalents	現金及現金等值物	21	**234,869**	246,278
			1,033,835	1,268,843
Assets classified as held for sale	分類為持作可供出售的資產	28	**–**	614,856
Total current assets	流動資產總額		**1,033,835**	1,883,699
Total assets	資產總額		**1,981,717**	2,651,939
EQUITY	**股權**			
Capital and reserves attributable to the equity holders of the Company	本公司權益持有人應佔股本及儲備			
Share capital	股本	22	**104,647**	104,647
Reserves	儲備	23	**880,324**	915,943
Shareholders' funds	股東資金		**984,971**	1,020,590
Non-controlling interests	非控股權益		**7,129**	8,193
Total equity	股權總額		**992,100**	1,028,783

CONSOLIDATED BALANCE SHEET
綜合資產負債表
As at 31 March 2019 於2019年3月31日

		Notes 附註	**2019 HK$'000 港幣仟元**	2018 HK$'000 港幣仟元
LIABILITIES	**負債**			
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	27	**31,004**	7,064
Interest-bearing bank and other borrowings	計息銀行及其他貸款	26	**–**	15,483
Total non-current liabilities	非流動負債總額		**31,004**	22,547
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付賬款	25	**237,472**	369,653
Income tax payable	應付所得稅		**32,840**	15,609
Interest-bearing bank and other borrowings	計息銀行及其他貸款	26	**688,301**	918,926
			958,613	1,304,188
Liabilities directly associated with assets classified as held for sale	與分類為持作可供出售資產直接相關的負債	28	**–**	296,421
Total current liabilities	流動負債總額		**958,613**	1,600,609
Total liabilities	負債總額		**989,617**	1,623,156
Total equity and liabilities	股權及負債總額		**1,981,717**	2,651,939

The consolidated financial statements on pages 43 to 197 were approved by the Board of Directors on 20 June 2019 and were signed on its behalf.
董事會在2019年6月20日批准並簽署了載於第43至197頁的綜合財務報表。

Joseph C.C. Wong
黃創增
Chairman and Chief Executive Officer
主席及行政總裁

Wallace Kwan Chi Kin
關志堅
Executive Director and Chief Financial Officer
行政董事及首席財務總裁

The notes on pages 50 to 197 are an integral part of these consolidated financial statements.
第50至197頁的附註為此等綜合財務報表的不可或缺部分。

		Attributable to the equity holders of the Company 本公司權益持有人應佔				
		Share capital 股本	Reserves 儲備	Total 總計	Non-controlling interests 非控股權益	Total equity 權益總額
		HK$'000 港幣仟元	HK$'000 港幣仟元 (Note 23) (附註23)	HK$'000 港幣仟元	HK$'000 港幣仟元	HK$'000 港幣仟元
At 1 April 2017	於2017年4月1日	104,647	814,432	919,079	7,080	926,159
(Loss)/profit for the year	年度(虧損)╱溢利	–	(150,577)	(150,577)	265	(150,312)
Other comprehensive income	其他全面收益	–	252,088	252,088	848	252,936
Total comprehensive income	全面收益總額	–	101,511	101,511	1,113	102,624
At 31 March 2018	於2018年3月31日	104,647	915,943	1,020,590	8,193	1,028,783
At 1 April 2018	於2018年4月1日	**104,647**	**915,943**	**1,020,590**	**8,193**	**1,028,783**
(Loss)/profit for the year	年度(虧損)╱溢利	**–**	**(34,551)**	**(34,551)**	**169**	**(34,382)**
Other comprehensive income/(loss)	其他全面收益╱(虧損)	**–**	**197,762**	**197,762**	**(933)**	**196,829**
Total comprehensive income/(loss)	全面收益╱(虧損)總額	**–**	**163,211**	**163,211**	**(764)**	**162,447**
Dividend paid (note 24)	支付股息(附註24)	**–**	**(198,830)**	**(198,830)**	**(300)**	**(199,130)**
At 31 March 2019	於2019年3月31日	**104,647**	**880,324**	**984,971**	**7,129**	**992,100**

The notes on pages 50 to 197 are an integral part of these consolidated financial statements.
第50至197頁的附註為此等綜合財務報表的不可或缺部分。

		Notes 附註	**2019 HK$'000 港幣仟元**	2018 HK$'000 港幣仟元
Cash flows from operating activities	營運活動的現金流量			
Cash generated from operations	營運活動所得現金	29	**127,813**	75,569
Interest paid	已付利息		**(24,920)**	(25,528)
Hong Kong profits tax paid	支付香港利得稅		**(8,825)**	(5,574)
Hong Kong profits tax refunded	已退回香港利得稅		**40**	8,603
Overseas profits tax paid	支付海外利得稅		**(25,023)**	(8,004)
Overseas profits tax refunded	已退回海外利得稅		**492**	31
Net cash generated from operating activities	營運活動所得的現金淨額		**69,577**	45,097
Cash flows from investing activities	投資活動的現金流量			
Purchase of property, plant and equipment	購入物業、機器及設備		**(31,723)**	(96,377)
Proceeds from sale of property, plant and equipment	出售物業、機器及設備所得款項		**2,737**	725
Interest received	已收利息		**1,096**	1,441
Dividends received	已收股息		**2,798**	3,599
Disposal of prepaid lease premium	出售預付租賃地價		**–**	1,059
Addition of prepaid lease premium	新增預付租賃地價		**–**	(1,015)
Proceeds from disposal of business	出售業務所得款項	28	**340,013**	–
Net cash generated from/(used in) investing activities	投資活動所得／(所用)的現金淨額		**314,921**	(90,568)
Cash flows from financing activities	融資活動的現金流量			
Drawdown of bank loans	提取銀行貸款		**215,725**	544,152
Repayment of bank loans	償還銀行貸款		**(485,907)**	(634,864)
Capital element of finance lease payments	償還融資租賃本金		**(58)**	(46)
Increase in pledged bank deposit	抵押銀行存款增加		**(56,649)**	–
Dividend paid	已付股息		**(198,830)**	–
Net cash used in financing activities	融資活動所用的現金淨額		**(525,719)**	(90,758)
Net decrease in cash and cash equivalents	現金及現金等值物之減少淨額		**(141,221)**	(136,229)
Cash and cash equivalents at beginning of the year	年初的現金及現金等值物		**382,997**	533,774
Effect of foreign exchange rate changes	匯率變動的影響		**(6,907)**	(14,548)
Cash and cash equivalents at end of the year	年終的現金及現金等值物		**234,869**	382,997
Analysis of balances of cash and cash equivalents:	現金及現金等值物結餘的分析：			
– Cash and cash equivalents	－現金及現金等值物	21	**234,869**	246,278
– Bank overdrafts	－銀行透支		**–**	(6,365)
– Cash and cash equivalents included in assets classified as held for sale	－包括在分類為持作可供出售的資產中的現金和現金等值物		**–**	143,084
			234,869	382,997

The notes on pages 50 to 197 are an integral part of these consolidated financial statements.
第50至197頁的附註為此等綜合財務報表的不可或缺部分。

1 GENERAL INFORMATION

The principal activity of Stelux Holdings International Limited (the "Company") is investment holding. The activities of its principal subsidiaries are shown in note 36 to the consolidated financial statements.

The Company is a limited liability company incorporated in Bermuda. The address of its registered office is Canon's Court, 22 Victoria Street, Hamilton, HM12, Bermuda.

The Company has its primary listing on The Stock Exchange of Hong Kong Limited.

These consolidated financial statements are presented in Hong Kong dollars ("HK$"), unless otherwise stated.

1 一般資料

寶光實業(國際)有限公司(「本公司」)的主要業務為投資控股，其主要附屬公司的業務載於綜合財務報表附註36。

本公司為於百慕達註冊成立之有限公司，其註冊地址為Canon's Court, 22 Victoria Street, Hamilton, HM12, Bermuda。

本公司的股份於香港聯合交易所有限公司上市。

除另有註明者外，本綜合財務報表乃以港幣計值。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the Company and its subsidiaries (together, the "Group").

2.1 Basis of preparation

(a) Statutory compliance

The consolidated financial statements of the Company have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by Hong Kong Institute of Certified Public Accountants ("HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance Cap. 622.

2 主要會計政策概要

此附註提供編製本綜合財務報表所採用的主要會計政策清單。除另有註明者外，否則該等政策已於呈報年間貫徹應用。本財務報表適用於本公司及其子公司(統稱「本集團」)。

2.1 編製基準

(a) 遵守法定規則

本公司綜合財務報表乃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」)及香港《公司條例》第622條規定編製。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.1 Basis of preparation*(Continued)*

(b) Historical cost convention

These consolidated financial statements have been prepared on a historical cost basis, except for the equity investments at fair value through other comprehensive income, available-for-sale financial assets and investment properties, which are measured at fair value.

(c) Basis of consolidation

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the income statement and statement of comprehensive income, statement of changes in equity and balance sheet respectively.

2 主要會計政策概要*(續)*

2.1 編製基準*(續)*

(b) 歷史成本常規

本公司的綜合財務報表乃按歷史成本常規法編製，惟按公平值透過其他全面收益列賬的股份投資，可供出售財務資產及投資物業按公平值計量。

(c) 綜合基準

附屬公司指本集團對其具有控制權的所有實體(包括結構性實體)。當本集團因為參與該實體而承擔可變回報的風險或享有可變回報的權益，並有能力透過其對該實體的權力影響此等回報時，本集團即控制該實體。附屬公司之賬目自控制權轉讓予本集團之日起全面綜合入賬，並自該控制權終止之日停止綜合計入賬目。

本集團採用收購法為業務合併入賬。

本集團內公司之間的交易、交易的結餘及未實現收益予以對銷。除非交易提供所轉讓資產減值之證據，否則未實現虧損亦予以對銷。附屬公司的會計政策已作出必要變動，以確保與本集團採用的政策貫徹一致。

附屬公司業績及權益之非控制性權益分別於綜合收益表、綜合全面收益表、權益變動表及資產負債表分開呈列。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.1 Basis of preparation *(Continued)*

(c) Basis of consolidation (Continued)

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of the Company.

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in the income statement. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associated company, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to the income statement or transferred to another category of equity as specified/permitted by applicable HKFRSs.

2 主要會計政策概要*(續)*

2.1 編製基準*(續)*

(c) 綜合基準(續)

本集團視與非控制性權益進行而並無導致失去控制權之交易為與本集團權益擁有人的交易。控制性權益變動導致控股權益及非控股權權益賬面值之間的調整，以反映其於附屬公司之相對權益。對非控制性權益之調整金額與已付或已收任何代價之間的任何差額在本公司擁有人應佔權益內的獨立儲備中確認。

本集團因失去控制權、共同控制權或重大影響力而就終止一項投資之綜合入賬或權益入賬時，於實體之任何保留權益重新計量至其公平值，有關賬面值變動在損益確認。就其後入賬列作聯營公司、合營企業或財務資產之保留權益，此公平值為初始賬面值。此外，先前於其他全面收益確認與該實體有關之任何金額按猶如本集團已直接出售有關資產或負債之方式入賬。此可能意味先前在其他全面收益確認之金額按適用香港財務報告準則之規定／許可條文重新分類至損益或轉撥至另一類股權。倘合營企業或聯營公司的控制性權益有所減少但仍保留共同控制權或重大影響力，則過往在其他全面收益確認的按比例應佔金額會在適當時重新分類至損益。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.2 Changes in accounting policies and disclosures

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

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*
HKFRS 9	*Financial Instruments*
HKFRS 15	*Revenue from Contracts with Customers*
Amendments to HKFRS 15	*Clarifications to HKFRS 15 Revenue from Contracts with Customers*
Amendments to HKAS 40	*Transfers of Investment Property*
HK(IFRIC)-Int 22	*Foreign Currency Transactions and Advance Consideration*
Annual Improvements to HKFRSs 2014-2016 Cycle	Amendments to HKFRS 1 and HKAS 28

Except for the amendments to HKFRS 4, amendments to HKFRS 2 and Annual Improvements to HKFRSs 2014-2016 Cycle, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the new and revised HKFRSs, are described below. The adoption of the above new and revised standards have no material impact to the Group.

2 主要會計政策概要*(續)*

2.2 會計政策及披露之變動

本年度本集團之綜合財務報表首次採納下列新訂及經修訂香港財務報告準則。

香港財務報告準則第2號之修訂	*以股份為基礎支付的交易之分類和計量*
香港財務報告準則第4號之修訂	*與香港財務報告準則第4號保險合同一併應用的香港財務報告準則第9號金融工具*
香港財務報告準則第9號	*金融工具*
香港財務報告準則第15號	*客戶合約收益*
香港財務報告準則第15號之修訂	*香港財務報告準則第15號客戶合約收益之澄清*
香港會計準則第40號之修訂	*轉讓投資物業*
香港(國際財務報告詮釋委員會)－詮釋第22號	*外匯交易及預付代價*
香港財務報告準則2014年至2016年週期之年度改進	香港財務報告準則第1號及香港會計準則第28號之修訂

除香港財務報告準則第4號之修訂、香港財務報告準則第2號之修訂及香港財務報告準則2014年至2016年週期之年度改進與編製本集團的財務報表無關外，有關新訂及經修訂香港財務報告準則性質及影響闡述予下文，採納上述新訂及經修訂準則對本集團並無重大影響。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.2 Changes in accounting policies and disclosures *(Continued)*

The Group has initially applied Hong Kong Financial Reporting Standard 9 Financial Instruments ("HKFRS 9") and Hong Kong Financial Reporting Standard 15 Revenue from Contracts with Customers ("HKFRS 15") with effect from 1 April 2018 and has taken transitional provisions and methods not to restate comparative information for prior periods. The comparative information continues to be reported under the accounting policies prevailing prior to 1 April 2018. The Group had to change its accounting policies with effect from 1 April 2018 as a result of adopting HKFRS 9 and HKFRS 15.

(a) HKFRS 9 *Financial Instruments* replaces HKAS 39 *Financial Instruments: Recognition and Measurement* for annual periods beginning on or after 1 April 2018, bringing together all three aspects of the accounting for financial instruments: classification and measurement, impairment and hedge accounting.

With the exception of hedge accounting, which the Group has applied prospectively, the Group has recognised the transition adjustments against the applicable opening balances in equity at 1 April 2018. Therefore, the comparative information was not restated and continues to be reported under HKAS 39.

2 主要會計政策概要 *(續)*

2.2 會計政策及披露之變動 *(續)*

本集團由2018 年 4 月 1 日起已首次應用香港財務報告準則第9 號「金融工具」及香港財務報告準則第 15 號「客戶合約收益」，並已採用過渡性條文及方法不重新編列過往期間之比較資料。比較資料繼續根據於2018 年4 月 1 日前之會計政策報告。集團因採納香港財務報告準則第9 號及香港財務報告準則第15 號而自2018 年 4 月 1 日起更改其會計政策。

(a) 香港財務報告準則第9號「*金融工具*」於2018年4月1日或以後開始之會計年度生效以取代香港會計準則第39號「金融工具」：確認及計量，其整合金融工具會計處理之全部三個範疇：分類及計量、減值以及對沖會計處理。

除本集團已預先採納的對沖會計處理外，本集團於2018年4月1日就適用之權益期初結餘確認過渡性調整。因此，比例資料不予重列，並繼續根據香港會計準則第39號編製。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.2 Changes in accounting policies and disclosures *(Continued)*

(a) *(Continued)*

Classification and measurement

As further explained in the revised accounting policies in note 2.13 to the financial statements below, there is no longer a financial asset category of "available-for-sale financial assets", the carrying amount of which amounting to HK$12,374,000 as at 1 April 2018 was reclassified and irrevocably designated as "equity investments at fair value through other comprehensive income" and the respective fair value reserve of HK$10,123,000 was no longer allowed to be reclassified to the income statement.

In addition, all the financial assets previously classified as "loans and receivables" were continued to be measured (and categorised) at amortised cost under HKFRS 9 as at 1 April 2018. For financial liabilities at 1 April 2018, they continued to be accounted for at amortised cost.

For impairment assessment of financial assets at amortised cost, HKFRS 9 introduced expected credit loss ("ECL") model to replace incurred credit loss under HKAS 39, further details of which are included in the accounting policies at impairment in note 2.13 to financial statements below. There was no material financial impact resulting from the new model as at 1 April 2018.

2 主要會計政策概要 *(續)*

2.2 會計政策及披露之變動 *(續)*

(a) *(續)*

分類及計量

下文財務報表附註2.13經修訂後的會計政策進一步說明，本集團不再有財務資產類別為「可供出售的財務資產」，於2018年4月1日，其賬面值港幣12,374,000元已被重新分類並不可撤銷地訂定為「按公平值透過其他全面收益列賬的股份投資」，其相應的公平值儲備港幣10,123,000元將不允許重新分類至損益表。

此外，於2018年4月1日，所有先前分類為「貸款及應收款項」的財務資產根據香港財務報告準則第9號繼續按攤銷成本計量及分類。於2018年4月1日的金融負債，繼續按攤銷成本列賬。

按攤銷成本進行的公平值財務資產減值評估，香港財務報告準則第9號引入預期信貸虧損模式以取代香港會計準則第39號已產生的信貸虧損計算，其進一步詳情載於下文財務報表附註2.13的減值會計政策。截至2018年4月1日，採納新模式並未產生重大財務影響。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.2 Changes in accounting policies and disclosures *(Continued)*

(b) HKFRS 15 and its amendments replace HKAS 11 *Construction Contracts*, HKAS 18 *Revenue* and related interpretations and it applies, with limited exceptions, to all revenue arising from contracts with customers. HKFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The disclosures are included in note 5 to the financial statements. As a result of the application of HKFRS 15, the Group has changed the accounting policy with respect to revenue recognition in note 2.23 to the financial statements.

The Group has adopted HKFRS 15 using the modified retrospective method of adoption. Under this method, the standard can be applied either to all contracts at the date of initial application or only to contracts that are not completed at this date. The Group has elected to apply the standard to contracts that are not completed as at 1 April 2018.

Therefore, the comparative information was not restated and continues to be reported under HKAS 11, HKAS 18 and related interpretations.

2 主要會計政策概要*(續)*

2.2 會計政策及披露之變動*(續)*

(b) 香港財務報告準則第15號及其修訂取代香港會計準則第11號建築合約、香港會計準則第18號收入及相關詮釋，除少數例外情況外，其適用於所有來自客戶合約產生之收益。香港財務報告準則第15號訂立五個步驟的列賬模式，以確認來自客戶合約之收益。根據香港財務報告準則第15號，收入確認之金額能反映實體預期向客戶轉讓貨品或服務而有權換取之代價。香港財務報告準則第15號之原則提供更具結構性的計量及確認收入的方法。該準則亦引入大量定性及定量披露要求，包括劃分收入總額、有關履約責任之資料、合約資產及負債賬目結餘於各期間之變動，以及重大判斷和估計。該等披露已包括在財務報告附註5。由於採用香港財務報告準則第15號，本集團已更改財務報告附註2.23內關於收入確認之會計政策。

本集團以修訂式追溯應用法採納香港財務報告準則第15號。按此方法，該準則既可應用於首次應用日期之所有合約，也可應用於在此日期尚未完成之合約。本集團已選擇將該準則應用於2018年4月1日之所有尚未完成之合約。

因此，比較資料不予重列并繼續根據香港會計準則第11號、香港會計準則第18號及相關詮釋編製。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.2 Changes in accounting policies and disclosures *(Continued)*

(c) Amendments to HKAS 40 clarify when an entity should transfer property, including property under construction or development, into or out of investment property. The amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of a change in use. The amendments have had no financial impact on the financial position or performance of the Group.

(d) HK(IFRIC)-Int 22 provides guidance on how to determine the date of the transaction when applying HKAS 21 to the situation where an entity receives or pays advance consideration in a foreign currency and recognises a non-monetary asset or liability. The interpretation clarifies that the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) is the date on which an entity initially recognises the non-monetary asset (such as a prepayment) or non-monetary liability (such as deferred income) arising from the payment or receipt of the advance consideration. If there are multiple payments or receipts in advance of recognising the related item, the entity must determine the transaction date for each payment or receipt of the advance consideration. The interpretation has had no impact on the Group's financial statements as the Group's accounting policy for the determination of the exchange rate applied for initial recognition of non-monetary assets or non-monetary liabilities is consistent with the guidance provided in the interpretation.

2 主要會計政策概要 *(續)*

2.2 會計政策及披露之變動 *(續)*

(c) 香港會計準則第40號的修訂澄清實體應何時將物業，包括在建或發展中的物業轉入或轉出投資物業。該修訂規定，當物業符合或不再符合投資物業的定義且有證據證明發生使用變更時。管理層改變使用財產的意圖並不能提供使用變更的證據。該等修訂對本集團的財務狀況或表現並無影響。

(d) 香港(國際財務報告詮釋委員會)－詮釋第22號為在實體以外幣收取或支付預付代價及確認非貨幣資產或負債的情況下，當應用香港會計準則第21號時如何釐定交易日期提供指引。該詮釋澄清，就釐定於初步確認有關資產、開支或收入(或其中部分)時所用匯率而言，交易日期為實體初步確認因支付或收取預付代價而產生的非貨幣資產(如預付款項)或非貨幣負債(如遞延收入)當日。倘確認有關項目前存在多筆付款或收款，實體須就每筆預付代價的付款或收款釐定交易日期。由於本集團用於初步確認非貨幣性資產或非貨幣性負債的匯率之會計政策與該詮釋所載的指引一致，因此該詮釋對本集團的財務報表並無影響。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.3 Issued but not yet effective HKFRSs

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 3	*Definition of a Business*[2]
Amendments to HKFRS 9	*Prepayment Features with Negative Compensation*[1]
Amendments to HKFRS 10 and HKAS 28 (2011)	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[4]
HKFRS 16	*Leases*[1]
HKFRS 17	*Insurance Contracts*[3]
Amendments to HKAS 1 and HKAS 8	*Definition of Material*[2]
Amendments to HKAS 19	*Plan Amendment, Curtailment or Settlement*[1]
Amendments to HKAS 28	*Long-term Interests in Associates and Joint Ventures*[1]
HK(IFRIC)-Int 23	*Uncertainty over Income Tax Treatments*[1]
Annual Improvements to HKFRSs 2015-2017 Cycle	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23[1]

1 Effective for financial years beginning on or after 1 April 2019
2 Effective for financial years beginning on or after 1 April 2020
3 Effective for financial years beginning on or after 1 April 2021
4 No mandatory effective date yet determined but available for adoption

2 主要會計政策概要*(續)*

2.3 已發行但尚未生效之香港財務報告準則

本集團尚未於綜合財務報表內採納以下已頒佈但未生效之新訂及經修訂之香港財務報告準則。

香港財務報告準則第3號之修訂	*業務之定義*[2]
香港財務報告準則第9號之修訂	*具有負補償的提前還款特性*[1]
香港財務報告準則第10號及香港會計準則第28號(2011年)之修訂	*投資者與其聯營或合資企業之間的資產出售或注資*[4]
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*[3]
香港會計準則第1號及香港會計準則第8號之修訂	*重大之定義*[2]
香港會計準則第19號之修訂	*計劃修訂、縮減或清償*[1]
香港會計準則第28號之修訂	*於聯營公司及合營公司之長期權益*[1]
香港(國際財務報告詮釋委員會)－詮釋第23號	*有關所得稅處理法之不確定性*[1]
香港財務報告準則2015年至2017年週期之年度改進	香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號及香港會計準則第23號之修訂[1]

1 於2019年4月1日或以後開始之會計年度生效
2 於2020年4月1日或以後開始之會計年度生效
3 於2021年4月1日或以後開始之會計年度生效
4 尚未釐定強制生效日期惟可供採納

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.3 Issued but not yet effective HKFRSs *(Continued)*

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 April 2020.

2 主要會計政策概要 *(續)*

2.3 已發行但尚未生效之香港財務報告準則 *(續)*

有關預期適用於本集團之香港財務報告準則之進一步資料如下。

香港財務報告準則第3號修訂本澄清及訂明有關業務定義之額外指引。該等修訂釐清，對於視作一項業務的一整套活動及資產而言，其必須至少包含可共同對創造產出的能力做出重大貢獻的輸入資源及實質性過程。在不包含需要創造產出的所有輸入資源及過程的情況下，亦可視作一項業務存在。該等修訂移除了對市場參與者是否能夠取得業務及持續產出產品的評估。相反，其重心放在所取得的輸入資源及所取得的實質性過程是否共同對創造產出的能力做出重大貢獻。該等修訂亦縮小了產出的定義，集中在向客戶提供的貨品或服務、投資收入或來自日常業務的其他收入。此外，該等修訂就評估所取得的過程是否具有實質性提供指引，並引入選擇性公平價值集中度測試，以允許按簡化法評估所取得的一套業務活動及資產是否構成一項業務。本集團預期將自2020年4月1日起按未來適用法採納該等修訂。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.3 Issued but not yet effective HKFRSs *(Continued)*

HKFRS 16 replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases-Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two elective recognition exemptions for lessees – leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in HKAS 40, or relates to a class of property, plant and equipment to which the revaluation model is applied. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under HKFRS 16 is substantially unchanged from the accounting under HKAS 17. Lessors will continue to classify all leases using the same classification principle as in HKAS 17 and distinguish between operating leases and finance leases. HKFRS 16 requires lessees and lessors to make more extensive disclosures than under HKAS 17. Lessees can choose to apply the standard using

2 主要會計政策概要 *(續)*

2.3 已發行但尚未生效之香港財務報告準則 *(續)*

香港財務報告準則第16號取代香港會計準則第17號「租賃」、香港(國際財務報告詮釋委員會)詮釋第4號「確定一項安排是否包含租賃」、香港(常設解釋委員會)解釋公告第15號「經營租賃－激勵措施」，以及香港(常設解釋委員會)解釋公告第27號「評價涉及租賃法律形式交易的實質」。該項準則載列確認、計量、呈列及披露租賃的原則，並要求承租人就絕大多數租賃確認資產及負債。該準則包含兩項對承租人的可選擇確認豁免－低值資產及短期租賃。承租人將於租賃開始當日確認一項作出租賃付款的負債(即租賃負債)及一項代表租賃期內使用相關資產的權利之資產(即使用權資產)。除非使用權資產符合香港會計準則第40號對於投資物業的定義，或與應用重估方式之物業、機器及設備類別有關，否則，其後使用權資產須按成本減累計折舊及任何減值虧損計算。其後，租賃負債的增加乃反映租賃負債的利息，或因租賃付款而減少。承租人將須分開確認租賃負債的利息開支及使用權資產的折舊開支。若干事件發生(如租賃期改變及未來租賃付款因用以釐定該付款的指數或費率有所變動而改變)後，承租人亦須重計量租賃負債。承租人一般會將重新計算的租賃負債金額確認為使用權資產的調整。香港財務報告準則第16號大致保留香港會計準則第17號對出租人的會計要求。出租人將繼續採用香港會計準則第17號所載的相同分類原則將所有租賃分類，分為經營租賃或融資租賃。香港財務報告準則第16號要求承租人及出租人較根據香港會計準則第17號作出更多披露。承租人可選擇以全面追溯或修正追溯應用方式應用該準則。本集團將於2019年4月1日起採納香港財務報告準則第16

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.3 Issued but not yet effective HKFRSs *(Continued)*

either a full retrospective or a modified retrospective approach. The Group will adopt HKFRS 16 from 1 April 2019. The Group plans to adopt the transitional provisions in HKFRS 16 to recognise the cumulative effect of initial adoption as an adjustment to the opening balance of retained earnings at 1 April 2019 and will not restate the comparatives. In addition, the Group plans to apply the new requirements to contracts that were previously identified as leases applying HKAS 17 and measure the lease liability at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate at the date of initial application. The Group plans to use the exemptions allowed by the standard on lease contracts whose lease terms end within 12 months as of the date of initial application.

As disclosed in note 31(a) to the consolidated financial statements, the Group had future minimum lease payments under non-cancellable operating leases in aggregate of approximately HK$439,707,000. Upon adoption of HKFRS 16, certain amounts included therein together with prepaid lease premium and leasehold land under property, plant and equipment may need to be recognised as new right-of-use assets and lease liabilities. The Group is currently assessing the impact of HKFRS 16. Further analysis will be needed to determine the amount of new right-of-use assets and lease liabilities to be recognised, including, but not limited to, incremental borrowing rate and reasonably certain lease period applied for different leases.

2 主要會計政策概要 *(續)*

2.3 已發行但尚未生效之香港財務報告準則 *(續)*

號。本集團計劃採納香港財務報告準則第16號之過渡性安排，以確認初步採納之累積效應為於2019年4月1日之保留盈利期初結餘之調整，並將不會重列比較數字。此外，本集團計劃將新規定應用於先前應用香港會計準則第17 號時識別為租約的合約並按使用初次應用日期之本集團遞增借款率折現餘下租約付款現值計量租約負債。本集團擬對租期於初次應用日期起12個月內終止的租約使用該準則所允許的豁免。

誠如綜合財務報告附註31(a)所披露，本集團根據不可撤銷經營租約之未來最低租賃款項合共約港幣439,707,000元。於採納香港財務報告準則第16號後，當中之若干金額(包括在預付租賃地價及物業、機器及設備下的租賃土地)可能須確認為新使用權資產及租約負債。然而，本集團須作進一步分析採納香港財務報告準則第16號之影響，以確定將確認之新使用權資產及租約負債，包括但不限於就不同租約應用的增量借貸利率及合理的租賃期。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.3 Issued but not yet effective HKFRSs *(Continued)*

Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 April 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

HK(IFRIC)-Int 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as "uncertain tax positions"). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. The interpretation is to be applied retrospectively, either fully retrospectively without the use of hindsight or retrospectively with the cumulative effect of application as an adjustment to the opening equity at the date of initial application, without the restatement of comparative information. The Group expects to adopt the interpretation from 1 April 2019. The interpretation is not expected to have any significant impact on the Group's financial statements.

2 主要會計政策概要 *(續)*

2.3 已發行但尚未生效之香港財務報告準則 *(續)*

香港會計準則第1號及香港會計準則第8號修訂本訂明重大性之新定義。新定義列明，倘可合理預期對資料遺漏、錯誤陳述或陳述不明會影響一般用途財務報告的主要使用者基於該等財務報告作出的決策，則有關資料視作重大資料。該等修訂釐清，重大性將取決於資料的性質或大小。倘可合理預期對資料的錯誤陳述會影響主要使用者所作的決策，則視為重大錯誤陳述。本集團預期將自2020年4月1日起按未來適用法採納該等修訂。該等修訂預期不會對本集團財務報告造成重大影響。

香港(國際財務報告詮釋委員會)－詮釋第23號闡述當稅項處理涉及影響應用香港會計準則第12號之不確定性(一般稱為「不確定稅項狀況」)時(即期及遞延)所得稅之會計處理方法。該詮釋並不適用於香港會計準則第12號範圍外之稅項或徵費，或其並無具體包括有關不確定稅項處理之利息及罰款之規定。該詮釋具體針對(i)實體是否考慮單獨處理不確定稅項；(ii)實體對稅務機關審查稅項處理所作假設；(iii)實體釐定應課稅溢利或稅項虧損、稅基、未動用稅項虧損、未動用稅項抵免及稅率之方式；及(iv)實體考慮事實及情況變動之方式。該詮釋將予追溯應用，以無須採用事後確認而全面追溯應用或於初始應用當日作為期初權益之調整之累計影響予以追溯應用，而無須重列比較資料。本集團預期自2019年4月1日起採用該詮釋。該詮釋預期將不會對本集團之財務報告產生任何重大影響。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.4 Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by the Group
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the

- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

2 主要會計政策概要 *(續)*

2.4 業務合併

本集團採用收購法為所有合併業務合併入賬(包括收購部份權益或其他資產)。收購一間附屬公司之轉讓代價包括：

- 所轉讓資產的公平價值
- 對被收購方前擁有人所產生的負債
- 本集團所發行股本權益的公平值計算
- 因或然代價安排所產生的任何資產或負債的公平值；及
- 附屬公司任何先前的股權的公平價值

在業務合併過程中所收購的可識別資產以及所承擔的負債及或然負債(除少數例外情況外)，均於收購當日按其公平值作初步計量。本集團確認所收購非控股權益實體按公平值或按非控股權益被收購實體的可識別資產淨值比例入賬。

收購相關成本於產生時支銷。

- 所轉讓代價、
- 被收購方之任何非控股權益金額，及
- 任何先前於被收購方之股權於收購日期之公平價值

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.4 Business combinations *(Continued)*

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in the income statement as a bargain purchase.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in the consolidated income statement.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in the consolidated income statement.

2.5 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the financial statements of the investee's net assets including goodwill.

2 主要會計政策概要*(續)*

2.4 業務合併*(續)*

高於所收購可辨認資產淨值之公平值時，其差額以商譽列賬。如轉讓代價、已確認非控股權益及先前持有之權益計量總額低於所收購附屬公司資產淨值之公平值，其差額將直接於收益表中確認。

或然代價分類為權益或金融負債。分類為金融負債的金額其後按公平值重新計量，並於綜合收益表確認公平值變動。

倘業務合併分階段達成，收購方以往持有之被收購方股權在列入收益表時乃按收購日期之公平值重新計量，因重新計量而產生的任何收益或虧損於綜合收益表內確認。

2.5 獨立財務報表

於附屬公司的投資按成本扣除減值列賬。成本亦包括投資的直接應佔成本。本公司將附屬公司的業績根據已收及應收股息入賬。

倘於附屬公司的投資產生的股息超過附屬公司於宣派股息期間的全面收益總額或倘該等投資於獨立財務報表內的賬面值超過投資對象資產淨值(包括商譽)於綜合財務報表內的賬面值，則於收到該等股息時須對該等投資進行減值測試。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.6 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker.

The Company has appointed the executive directors as the chief operating decision makers to review the operating results of the Group on a consolidated basis, and makes strategic decisions.

2.7 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The financial statements are presented in HK$, which is the functional currency of the Company and presentation currency of the Group.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are generally recognised in the consolidated income statement. All foreign exchange gains and losses are presented in the consolidated income statement within "other gains, net".

2 主要會計政策概要*(續)*

2.6 分部報告

營運分部之報告方式，與向主要營運決策者提供內部報告之方式一致。

本公司已委任行政董事為首席經營決策者，其會按綜合基準審閱本集團的營運業績，並作出策略性決定。

2.7 外幣換算

(a) 功能及呈報貨幣

本集團旗下每個實體之財務報表所包括之項目，均以該實體之主要營運地區之貨幣計算，此為功能貨幣。本綜合財務報表乃以港幣呈報，港幣為本公司之功能及呈報貨幣。

(b) 交易及結餘

外幣交易均按交易當日或項目重新估值採用估值日之現行匯率換算為功能貨幣。因上述交易結算及按結算日之匯率兑換以外幣計值之貨幣資產及負債而產生之匯兑損益，均於綜合收益表確認。所有匯兑損益均在綜合收益表「其他收益，淨額」內列示。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.7 Foreign currency translation *(Continued)*

(b) Transactions and balances (Continued)

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when fair value was determined. Translation differences on assets and liabilities carried at fair values are reported as part of the fair value gain or loss. For example, translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in income statement as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available-for-sale financial assets/equity investments are recognised in other comprehensive income.

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

2 主要會計政策概要 *(續)*

2.7 外幣換算 *(續)*

(b) 交易及結餘(續)

按歷史成本以外幣計量的非貨幣項目，使用初始交易日的匯率換算。

按公平值以外幣計量的非貨幣項目使用釐定公平值當日的匯率換算。有關按公平值列賬之資產及負債之換算差額均呈報為公平值收益或虧損的一部分。舉例而言，非貨幣性財務資產及負債(如按公平值透過損益列賬之證券)之換算差額在損益內確認為公平值收益或虧損的一部分，而非貨幣財務資產／股份投資(如分類為可供出售財務資產)的換算差額則在其他全面收益內確認。

(c) 集團旗下公司

集團旗下所有功能貨幣與呈報貨幣不同之實體(全部均非高通漲經濟之貨幣)之業績及財務狀況，按以下方式換算為呈報貨幣：

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.7 Foreign currency translation *(Continued)*

(c) Group companies (Continued)

– assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;

– income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and

– all resulting currency translation differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to the consolidated income statement, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

2 主要會計政策概要 *(續)*

2.7 外幣換算 *(續)*

(c) 集團旗下公司(續)

– 各資產負債表所呈列資產及負債，按結算日之收市匯率換算；

– 各收益表之收入及支出，按平均匯率換算，惟此平均值並非交易當日現行匯率具累積效果之合理約數除外。在此情況下，收入及支出於交易日期換算；及

– 所有匯兑差額於其他全面收益表中確認。

於綜合入賬時，換算任何海外實體淨投資以及借款所產生之匯兑差額均在其他全面收益中確認。當出售海外業務或償還組成淨投資一部分的任何借款時，相關匯兑差額會於出售時重新分類至損益，作為收益或虧損的一部分。

收購一間海外實體所產生之商譽及公允值調整被視作海外實體之資產及負債，並按期末匯率換算。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.7 Foreign currency translation *(Continued)*

(d) Disposal of foreign operation and partial disposal

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation), all of the currency translation differences accumulated in equity in respect of that operation attributable to the equity holders of the Company are reclassified to the consolidated income statement.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated currency translation differences are reattributed to non-controlling interests and are not recognised in the consolidated income statement.

2.8 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with HKFRS 5, as further explained in the accounting policy for "Non-current assets (or disposal groups) held for sale and Discontinued Operations".

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the consolidated income statement during the financial period in which they are incurred.

2 主要會計政策概要 *(續)*

2.7 外幣換算 *(續)*

(d) 出售海外業務及部分出售

於出售一項海外業務時(即出售本集團於海外業務所持全部權益，或涉及失去(包括一項海外業務)附屬公司之控制權之出售)，就公司權益持有人應佔該項業務而在權益中累計之匯兑差額均重新分類至收益表。

在部分出售不致令本集團失去對海外業務附屬公司控制權之情況，按比例分佔之累計匯兑差額重新歸屬非控股性權益而不在收益表中確認。

2.8 物業、機器及設備

物業、機器及設備按歷史成本減累積折舊及累積減值虧損入賬。歷史成本包括直接歸屬於該收購項目的支出。當物業，機器及設備項目分類為持作可供出售或屬於分類為持作可供出售的出售集團的一部分時，則不計提折舊，並按照香港財務報告準則第5號入賬。持作可供出售(或出售集團)的「非流動資產」及「已終止營運業務」將在會計政策中作進一步說明。

當與項目有關之未來經濟利益可能流入本集團，以及項目成本能可靠計算時，其後成本才會計入資產之賬面值或確認為獨立資產(視適用情況而定)。計入為獨立資產的已更換零件之賬面值於置換時被終止確認。所有其他維修及保養費用於產生財政期間於綜合收益表扣除。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.8 Property, plant and equipment *(Continued)*

Leasehold land classified as finance lease commences amortisation from the time when the land interest becomes available for its intended use. Depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Leasehold land classified as finance lease	Shorter of remaining lease term or useful life
Buildings	Shorter of the unexpired lease term or 20 to 50 years
Equipment and leasehold improvements	3 to 10 years or over the lease term
Furniture and fixtures	3 to 15 years
Motor vehicles	5 years

No depreciation is provided on freehold land. Freehold land is stated at cost less accumulated impairment loss, if any.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.11).

2 主要會計政策概要 *(續)*

2.8 物業、機器及設備 *(續)*

租賃土地分類為融資租賃，並當土地權益可用作其擬定用途時開始攤銷。其他資產之折舊以直線法於其估計可用年期內分配其成本至剩餘價值。所採用年率如下：

租賃土地(分類為融資租賃)	未屆滿租期或使用年限(以較短者為準)
樓宇	未屆滿租期或20至50年(以較短者為準)
設備及租賃權益改良	3至10年或租賃期
傢俬及裝修	3至15年
汽車	5年

永久業權之土地無須折舊。永久業權之土地以成本減累計減值虧損(如有)入賬。

資產之剩餘價值及可用年期會於各結算日審閱及調整(如適用)。

倘資產之賬面值超過其估計可收回金額，則其賬面值將即時撇減至可收回金額(附註2.11)。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.8 Property, plant and equipment *(Continued)*

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the consolidated income statement within "Other (losses)/gains, net".

Valuations are performed to ensure that the fair value of a revalued asset does not differ materially from its carrying amount. Changes in the values of property, plant and equipment are dealt with as movements in the revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on an individual asset basis, the excess of the deficit is charged to the income statement. Any subsequent revaluation surplus is credited to the income statement to the extent of the deficit previously charged. An annual transfer from the revaluation reserve to retained earnings is made for the difference between the depreciation based on the revalued carrying amount of an asset and the depreciation based on the asset's original cost. On disposal of a revalued asset, the relevant portion of the revaluation reserve realised in respect of previous valuations is transferred to retained earnings as a movement in reserves.

2.9 Investment properties

Investment properties, principally leasehold land and buildings, are held for long-term rental yields and are not occupied by the Group. Investment property is initially measured at fair value at the date of transfer from property, plant and equipment. Differences between the costs and fair values of the properties are recognised in revaluation reserve. Subsequently, they are carried at fair value. Changes in fair values are presented in consolidated income statement as part of other income.

2 主要會計政策概要 *(續)*

2.8 物業、機器及設備 *(續)*

出售之損益按比較所得款項與賬面值釐定，並計入綜合收益表「其他(虧損)／收益，淨額」內。

物業、機器及設備須進行估值以確保重估資產的公允價值與其賬面金額並無重大差異。其公允值變動按重估儲備之變動處理。以單一資產為基礎，如果該儲備的總金額不足以彌補赤字，超出赤字部分將計入損益表內。任何其後重估盈餘均按先前已計的赤字計入損益表。根據資產的重估賬面值折舊與根據資產初始成本的折舊之間的差額，每年從重估儲備轉移至保留盈利。在出售重估資產時，先前已變現的重估儲備的相關部分，作為儲備變動轉入保留盈利。

2.9 投資物業

投資物業指本集團為獲得長期租金收益，但並不由本集團佔用而持有之物業。投資物業在由物業、機器及設備轉入日期按公平值在列賬。物業的成本與公平值之間的差額確認為重估儲備。隨後，其以公平價值呈示。公平價值之變動在綜合收益表中列示為其他收入的一部分。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.9 Investment properties *(Continued)*

For a transfer from investment properties to owner-occupied properties or inventories, the deemed cost of a property for subsequent accounting is its fair value at the date of change in use. If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment" up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with the policy stated under "Property, plant and equipment" above. For a transfer from inventories to investment properties, any difference between the fair value of the property at that date and its previous carrying amount is recognised in the income statement.

2.10 Intangible assets

(a) Goodwill

Goodwill is subsequently measured as described in Note 2.11. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments.

2 主要會計政策概要*(續)*

2.9 投資物業*(續)*

由投資物業轉撥為自用物業之物業或存貨，用作日後會計處理之視作成本為其於更改用途當日之公平價值。倘本集團之自用物業轉為投資物業，則在用途變更當日之前，本集團根據「物業、機器及設備」所規定之政策將該物業入賬，於該日之物業賬面值與公平價值之任何差額根據上述「物業、機器及設備」所規定之重估政策入賬。對於從存貨轉為投資物業，於該日之物業公平價值與之賬面值之任何差額在損益表內確認。

2.10 無形資產

(a) 商譽

商譽其後按附註2.11所述計量。收購附屬公司之商譽計入無形資產。商譽不予攤銷，惟會每年進行減值測試，或倘出現事件或情況轉變顯示可能出現減值時，則更頻密地進行測試，且按成本減累計減值虧損列賬。出售實體之收益及虧損包括有關已售實體的商譽賬面值。

商譽就減值測試目的分配至現金產生單位。分配乃對該等預期將受惠於產生商譽的業務合併的現金產生單位或現金產生單位組別作出。該等單位或單位組別乃按就內部管理目的監察商譽的最低層級識別，即經營分部。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.10 Intangible assets *(Continued)*

(b) Trademarks

Separately acquired trademarks are shown at historical cost. Trademarks have an indefinite useful life and are not amortised but tested annually for impairment.

(c) Technical know-how

Technical know-how acquired in a business combination is recognised at fair value at the acquisition date. The technical know-how has a finite useful life and is carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the expected life of 30 years.

2.11 Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2 主要會計政策概要 *(續)*

2.10 無形資產 *(續)*

(b) 商標

單獨購入的商標按歷史成本列賬。商標具有無限使用年期，且毋須攤銷，但須每年就減值進行測試。

(c) 專業技術

在業務合併中取得的專業技術於收購日期按公平值確認。專業技術具有使用期限，並按成本減累計攤銷列賬。攤銷乃使用直線法按預期專業技術的三十年使用期計算。

2.11 非財務資產減值

沒有確定可使用年期之商譽及無形資產毋須攤銷，但每年或於發生事件或情況改變顯示其或已減值時則更頻密地就減值進行測試。當有事件出現或情況改變顯示賬面值可能無法收回時會測試其他非財務資產是否有減值。減值虧損按資產之賬面值超出其可收回金額之差額確認。可收回金額以資產之公允值扣除銷售成本及使用價值兩者之較高者為準。為評估減值，資產將按獨立可識別現金流入之最低層次組合，即與其他資產或資產組合之現金流入大致獨立者(現金產生單位)。非財務資產(除商譽外)若已減值，則須在各報告期間期末評估資產有否減值轉撥之可能性。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.12 Non-current assets (or disposal groups) held for sale and Discontinued Operations

Non-current assets (or 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 and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs of disposal, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and investment property that are carried at fair value and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs of disposal. A gain is recognised for any subsequent increases in fair value less costs of disposal of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of derecognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the consolidated balance sheet.

2 主要會計政策概要 *(續)*

2.12 持作可供出售的非流動資產(或出售集團)及終止營運業務

倘非流動資產(或出售集團)的賬面值主要透過銷售交易而非持續使用收回且有關銷售被認定為極有可能發生，則分類為持作可供出售。其按賬面值與公平值扣除銷售成本兩者的較低者計量，本規定明確豁免的遞延稅項資產、僱員福利產生的資產、財務資產、以公平值列賬的投資物業及保險合約項下的合約權利等資產除外。

減值虧損乃按資產(或出售集團)初始或其後撇減至公平值扣除銷售成本確認。收益乃按公平值扣除資產(或出售集團)的銷售成本的其後增加確認，惟不超過先前確認的累計減值虧損。先前並未確認的收益或虧損乃按非流動資產(或出售集團)的銷售日期於終止確認日期確認。

非流動資產(包括屬出售集團部分者)在分類為持作可供出售時不予折舊或攤銷。分類為持作可供出售的出售集團負債應佔的利息及其他開支將繼續予以確認。

分類為持作可供出售的非流動資產及分類為持作可供出售的出售集團資產於資產負債表內與其他資產分開呈列。分類為持作可供出售的出售集團負債於綜合資產負債表內與其他負債分開呈列。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.12 Non-current assets (or disposal groups) held for sale and Discontinued Operations *(Continued)*

A Discontinued Operations is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single coordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of Discontinued Operations are presented separately in the consolidated income statement.

2.13 Financial assets

Investments and other financial assets (policies under HKFRS 9 applicable from 1 April 2018)

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition (applicable from 1 April 2018)" below.

2 主要會計政策概要 *(續)*

2.12 持作可供出售的非流動資產(或出售集團)及終止營運業務 *(續)*

終止營運業務為已出售或分類為持作可供出售及代表一項按業務或地區劃分的獨立主要業務的實體的組成部分，為出售按業務或地區劃分的該獨立主要業務的單一統籌計劃的一部分，或為一間專為轉售目的而收購的附屬公司。終止營運業務的業績於綜合收益表中單獨呈列。

2.13 財務資產

投資及其他財務資產(自2018年4月1日起適用的香港財務報告準則第9號項下之政策)

初次確認及計量

財務資產於初次確認時分類為其後按攤銷成本、為按公平價值計入其他全面收益及按公平價值計入損益計量。

財務資產於初次確認時之分類取決於財務資產之合約現金流量特點及本集團管理該等財務資產之業務模式。除不含重大融資成分或本集團已應用權宜方法不調整重大融資部分的影響之應收賬款外，本集團的財務資產初次計量按公平價值加上(倘財務資產並非按公平價值計入損益)交易成本。根據香港財務報告準則第15號，不含重大融資成分或本集團已應用權宜方法之應收款項按交易價格(根據下文「收入確認」(自2018年4月1日起適用)所載之政策釐定)計量。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.13 Financial assets *(Continued)*

Investments and other financial assets (policies under HKFRS 9 applicable from 1 April 2018) (Continued)

Initial recognition and measurement *(Continued)*

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

2 主要會計政策概要 *(續)*

2.13 財務資產 *(續)*

投資及其他財務資產(自2018年4月1日起適用的香港財務報告準則第9號項下之政策)(續)

初次確認及計量*(續)*

為使財務資產按攤銷成本或按指定為按公平價值計入其他全面收益進行分類及計量，其需產生就未償還本金的純粹支付本金及利息(「SPPI」)之現金流量。

本集團管理財務資產之業務模式指其如何管理財務資產以產生現金流量之方式。業務模式釐定現金流量是否源自收取合約現金流量、出售財務資產或同時因兩者而產生。

正常情況下購入及出售之財務資產於交易日確認，即本集團承諾購入或出售該資產之日期。正常情況下購入或出售乃於規例或市場慣例一般設定之期間內交付購入或出售之財務資產。

其後計量

財務資產之其後計量根據其分類進行，方式如下：

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.13 Financial assets *(Continued)*

Investments and other financial assets (policies under HKFRS 9 applicable from 1 April 2018) (Continued)

Subsequent measurement *(Continued)*

Financial assets at amortised cost (debt instruments)

The Group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the income statement when the asset is derecognised, modified or impaired.

2 主要會計政策概要 *(續)*

2.13 財務資產 *(續)*

投資及其他財務資產(自2018年4月1日起適用的香港財務報告準則第9號項下之政策)(續)

其後計量*(續)*

按攤銷成本入賬之財務資產(債務工具)

若以下兩個條件均符合，本集團將按攤銷成本計量財務資產：

- 於旨在持有財務資產以收取合約現金流量的業務模式中持有財務資產。
- 財務資產的合約條款於指定日期產生就未償還本金的純粹支付本金及利息之現金流量。

按攤銷成本入賬之財務資產其後採用實際利率法計量並須計提減值。當資產終止確認、修訂或出現減值時，收益及虧損於損益內確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.13 Financial assets *(Continued)*

Investments and other financial assets (policies under HKFRS 9 applicable from 1 April 2018) (Continued)

Subsequent measurement *(Continued)*

Financial assets at fair value through other comprehensive income

Upon initial recognition, the Group can elect to classify irrevocably its financial assets as financial assets designated at fair value through other comprehensive income when they meet the definition of equity under HKAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the income statement. Dividends are recognised as other income in the income statement when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Financial assets designated at fair value through other comprehensive income are not subject to impairment assessment.

2 主要會計政策概要 *(續)*

2.13 財務資產 *(續)*

投資及其他財務資產(自2018年4月1日起適用的香港財務報告準則第9號項下之政策)(續)

其後計量 *(續)*

按公平價值計入其他全面收益的財務資產

於初次確認後，倘財務資產符合香港會計準則第32號金融工具：呈列之界定，且並非持作買賣，本集團可選擇將其財務資產不可撤銷地分類為指定為按公平價值計入其他全面收益的財務資產。分類乃按個別工具基準釐定。

該等財務資產之收益及虧損永不結轉至損益內。倘股息支付權已確立，而股息相關之經濟收益並能作出可靠計算，則股息於損益內確認為其他收入，惟倘本集團受惠於該等所得款項作為收回部分財務資產成本則作別論，在此情況下，有關收益於其他全面收益內入賬。按公平價值計入其他全面收益的財務資產無須進行減值評估。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.13 Financial assets *(Continued)*

Investments and other financial assets (policies under HKAS 39 applicable before 1 April 2018)

Initial recognition and measurement

Financial assets are classified, at initial recognition, as loans and receivables and available-for-sale financial assets, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

2 主要會計政策概要 *(續)*

2.13 財務資產 *(續)*

投資及其他財務資產(於2018年4月1日前適用的香港會計準則第39號項下之政策)

初次確認及計量

財務資產於初次確認時適當地分類為貸款及應收賬款或可供出售財務資產。財務資產於初次確認時按公平價值加購入財務資產應佔之交易成本計量，惟按公平價值計入損益的財務資產除外。

正常情況下購入及出售之財務資產於交易日確認，即本集團承諾購入或出售該資產之日期。正常情況下購入或出售乃於規例或市場慣例一般設定之期間內交付購入或出售之財務資產。

其後計量

財務資產之其後計量根據其分類進行，方式如下：

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.13 Financial assets *(Continued)*

Investments and other financial assets (policies under HKAS 39 applicable before 1 April 2018) (Continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other losses/gains, net in the income statement. The loss arising from impairment is recognised in the income statement in finance costs for loans and in other operating expenses for receivables.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets in listed and unlisted equity investments and debt securities. Financial assets classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in market conditions.

2 主要會計政策概要 *(續)*

2.13 財務資產 *(續)*

投資及其他財務資產(於2018年4月1日前適用的香港會計準則第39號項下之政策)(續)

貸款及應收賬款

貸款及應收賬款乃附有固定或可釐定付款金額而沒有在活躍市場中報價之非衍生財務資產。初次計量後，該等資產其後以實質利息法計算攤銷成本減任何減值撥備後入賬。攤銷成本乃於計入任何收購之折讓或溢價後計算，並包括組成實質利率之費用及成本。實質利率攤銷包括於損益賬之其他(虧損)／收益，淨額內。減值產生的虧損在損益表的融資成本和應收款的其他經營費用中確認。

可供出售財務資產

可供出售財務資產乃於上市及非上市股份投資之非衍生財務資產及債務證券。分類為可供出售之財務資產為非分類為持作買賣亦非指定為按公平價值計入損益。債務證券是指無限期持有的債務證券，其可以根據流動性需求或市場條件變化而出售。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.13 Financial assets *(Continued)*

Investments and other financial assets (policies under HKAS 39 applicable before 1 April 2018) (Continued)

Available-for-sale financial assets *(Continued)*

After initial recognition, available-for-sale financial assets are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the revaluation reserve until the available-for-sale financial assets is derecognised, at which time the cumulative gain or loss is recognised in the income statement in other income, or until the available-for-sale financial assets is determined to be impaired, when the cumulative gain or loss is reclassified from the revaluation reserve to the income statement in other losses/gains, net. Interest and dividends earned whilst holding the available-for-sale financial assets are reported as interest income and dividend income, respectively and are recognised in the income statement as other income in accordance with the policies set out for "Revenue recognition (applicable before 1 April 2018)" below.

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

2 主要會計政策概要 *(續)*

2.13 財務資產 *(續)*

投資及其他財務資產(於2018年4月1日前適用的香港會計準則第39號項下之政策)(續)

可供出售財務資產 *(續)*

初次確認後，可供出售財務資產其後以公平價值計量，其未變現收益或虧損於投資重估儲備確認為其他全面收益之重估儲備，直至可供出售財務資產不再確認，屆時累計收益或虧損於損益賬之其他收入確認，或直至可供出售財務資產被釐定為須減值，屆時累計收益或虧損由投資重估儲備重新分類至損益賬之其他(虧損)／收益，淨額內。持有可供出售財務資產期間所賺取之利息及股息在損益賬上分別呈報為利息收入及股息收入，並根據下文「收入確認(於2018年4月1日前適用)」所載之政策於損益賬確認為其他收入。

當因(a)有關投資之合理公平價值估計之變化範圍很大；或(b)於該範圍內之各估計數之概率無法合理評估及應用，而未能可靠計算非上市股份投資之公平價值時，有關投資均按成本減去任何減值虧損列賬。

本集團評估於近期內出售可供出售財務資產之能力及意向是否仍然適當。當在罕見之情況下，本集團因市場不活躍而無法買賣該等財務資產，倘管理層能夠及有意於可見將來持有該等資產或持有至到期，則本集團可選擇重新分類該等財務資產。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.13 Financial assets *(Continued)*

Derecognition of financial assets (policies under HKFRS 9 applicable from 1 April 2018 and policies under HKAS 39 applicable before 1 April 2018)

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated balance sheet) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

2 主要會計政策概要 *(續)*

2.13 財務資產 *(續)*

不再確認財務資產(自2018年4月1日起適用的香港財務報告準則第9號項下之政策及於2018年4月1日前適用的香港會計準則第39號項下之政策)

財務資產(或如適用，財務資產其中一部分或一組類似之財務資產其中一部分)主要在下列情況下不再確認(即從本集團之綜合資產負債表移除)：

- 自該資產收取現金流量之權利已屆滿；或
- 集團已轉讓其收取來自該資產現金流量之權利，或已根據「轉遞」安排就向第三者承擔責任全數支付已收取現金流量並無重大延誤；及(a)本集團已轉讓該資產之絕大部分風險及回報，或(b)本集團無轉讓或保留該資產之絕大部分風險及回報，惟已轉讓該資產之控制權。

倘若本集團已轉讓其自資產收取現金流量之權利，或已訂立轉遞安排，其評估其有否保留該資產所有權之風險及回報，以及其保留該等風險及回報之程度。倘若並無轉讓或保留資產之絕大部分風險及回報，亦無轉讓資產之控制權之情況下，則本集團繼續以其持續參與該已轉讓資產之程度為限確認該資產。在該情況下，本集團亦確認相關負債。已轉讓資產及相關負債乃按反映本集團已保留權利及義務之基準計量。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.13 Financial assets *(Continued)*

Derecognition of financial assets (policies under HKFRS 9 applicable from 1 April 2018 and policies under HKAS 39 applicable before 1 April 2018) (Continued)

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets (policies under HKFRS 9 applicable from 1 April 2018)

The Group recognises an allowance for ECLs for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

2 主要會計政策概要 *(續)*

2.13 財務資產 *(續)*

不再確認財務資產(自2018年4月1日起適用的香港財務報告準則第9號項下之政策及於2018年4月1日前適用的香港會計準則第39號項下之政策)(續)

就已轉讓資產作出擔保形式之持續參與，按該項資產之原有賬面值及本集團或須償付代價之上限金額(以較低者為準)計量。

財務資產減值(自2018年4月1日起適用的香港財務報告準則第9號項下之政策)

本集團就所有並非按公平價值計入損益持有之債務工具確認預期信貸虧損撥備。預期信貸虧損乃基於根據合約應付的合約現金流量與本集團預期收取並按原有實際利率的相若利率貼現的所有現金流量之間的差額計算。預期現金流量將包括出售所持抵押品或合約條款所包含的其他信貸升級所得的現金流量。

一般方法

預期信貸虧損於兩個階段確認。就初次確認後並無顯著增加的信貸風險，預期信貸虧損就可能於未來12個月內(12個月的預期信貸虧損)發生就違約事件而產生的信貸虧損計提撥備。就初次確認後顯著增加的信貸風險，須於信貸虧損風險剩餘年期內計提虧損撥備，不論違約時間(全期預期信貸虧損)。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.13 Financial assets *(Continued)*

Impairment of financial assets (policies under HKFRS 9 applicable from 1 April 2018) (Continued)

General approach *(Continued)*

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, 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 and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2 主要會計政策概要 *(續)*

2.13 財務資產 *(續)*

財務資產減值(自2018年4月1日起適用的香港財務報告準則第9號項下之政策)(續)

一般方法 *(續)*

於各報告日期，本集團評估金融工具的信貸風險是否自初次確認後大幅提高。於作出該評估時，本集團將於報告日期金融工具產生的違約風險與於初次確認時金融工具產生的違約風險進行比較，並考慮在無須付出不必要成本或努力而可獲得合理及可靠資料，包括過往及前瞻性資料。

本集團將合約付款逾期90日的財務資產視作違約。然而，於若干情況下，當內部或外部資料顯示本集團不可能在本集團採取任何信貸提升安排前悉數收回未償還合約金額時，本集團亦可能認為該財務資產違約。倘無法合理預期收回合約現金流量，則撇銷財務資產。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.13 Financial assets *(Continued)*

Impairment of financial assets (policies under HKFRS 9 applicable from 1 April 2018) (Continued)

General approach *(Continued)*

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

2 主要會計政策概要 *(續)*

2.13 財務資產 *(續)*

財務資產減值(自2018年4月1日起適用的香港財務報告準則第9號項下之政策)(續)

一般方法 *(續)*

按攤銷成本入賬之財務資產根據一般方法減值及除應收賬款使用下文詳述的簡化法外，其在以下階段分類用於預期信貸虧損計量。

第一階段 — 信貸風險自初次確認後並無大幅增加的金融工具，其虧損撥備按等於12個月預期信貸虧損的金額計量

第二階段 — 信貸風險自初次確認後大幅增加但並無出現財務資產信貸減值的金融工具，其虧損撥備按等於全期預期信貸虧損的金額計量

第三階段 — 於報告日期已出現信貸減值的財務資產(但在購買或產生之時並無信貸減值)，其虧損撥備按等於全期預期信貸虧損的金額計量

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.13 Financial assets *(Continued)*

Impairment of financial assets (policies under HKFRS 9 applicable from 1 April 2018) (Continued)

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For trade receivables that contain a significant financing component and lease receivables, if any, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

2 主要會計政策概要 *(續)*

2.13 財務資產 *(續)*

財務資產減值(自2018年4月1日起適用的香港財務報告準則第9號項下之政策)(續)

簡化方法

就不包含重大融資組成部分的應收賬款或當本集團使用不調整重大融資組成部分影響的可行權宜方法時，本集團計算預期信貸虧損時應用簡化法。根據簡化法，本集團並無追蹤信貸風險的變化，但於各報告日期根據全期預期信貸虧損確認虧損撥備。本集團已根據過往信貸虧損經驗，建立撥備矩陣，並就債務人及經濟環境的特定前瞻性因素作出調整。

對於包含重大融資成分及應收租賃款項的應收賬款(如有)，本集團選擇採用簡化方法計算上述預期信貸虧損之會計政策。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.13 Financial assets *(Continued)*

Impairment of financial assets (policies under HKAS 39 applicable before 1 April 2018)

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

2 主要會計政策概要 *(續)*

2.13 財務資產 *(續)*

財務資產減值(於2018年4月1日前適用的香港會計準則第39號項下之政策)

本集團於每個報告期末評估是否存在客觀證據顯示一項或一組財務資產出現減值。倘於初次確認資產後發生一項或多項事件對該項或該組財務資產之估計未來現金流量造成能可靠地估計之影響，則存在減值。減值證據可包括一名或一群債務人正面臨重大財政困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察數據顯示估計未來現金流量出現可計量之減少，例如欠款數目變動或出現與違約相關之經濟狀況。

按攤銷成本入賬之財務資產

就按攤銷成本入賬之財務資產而言，本集團首先評估個別屬重大之財務資產是否個別存在減值，或個別非重大之財務資產是否綜合存在減值。倘本集團釐定個別評估之財務資產，無論具重要性與否，並無客觀證據顯示存有減值，則該項資產會歸入一組具有相似信貸風險特性之財務資產內，並綜合評估該組財務資產是否存在減值。經個別評估減值之資產，其減值虧損會予確認或繼續確認入賬，而不會納入綜合減值評估之內。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.13 Financial assets *(Continued)*

Impairment of financial assets (policies under HKAS 39 applicable before 1 April 2018) (Continued)

Financial assets carried at amortised cost *(Continued)*

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the income statement. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

Include other criteria for writing off amounts charged to the allowance account against the carrying amount of impaired financial assets

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to other expenses in the income statement.

2 主要會計政策概要 *(續)*

2.13 財務資產 *(續)*

財務資產減值(於2018年4月1日前適用的香港會計準則第39號項下之政策)(續)

按攤銷成本入賬之財務資產 *(續)*

任何已識別減值虧損金額按該資產賬面值與估計未來現金流量(不包括尚未產生之未來信貸虧損)現值之差額計算。估計未來現金流量之現值以財務資產之初始實質利率(即初次確認時計算之實質利率)折現。

該資產之賬面值通過使用備抵賬而減少，而虧損於損益賬確認。利息收入繼續按減少後之賬面值計提，乃採用計量減值虧損時用以折現未來現金流量之利率計算。若日後收回之機會渺茫，而所有抵押品已變現或已轉讓予本集團，貸款及應收賬款連同任何相關撥備則予以撇銷。

包括其他準則下已計入減值撥備賬戶的金額沖銷已減值財務資產的賬面金額。

倘其後期間估計減值虧損金額由於確認減值以後發生之事項增加或減少，則透過調整撥備賬增加或減少先前確認之減值虧損。倘撇銷其後收回，該項收回計入損益賬。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.13 Financial assets *(Continued)*

Impairment of financial assets (policies under HKAS 39 applicable before 1 April 2018) (Continued)

Available-for-sale financial assets

For available-for-sale financial assets, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the income statement, is removed from other comprehensive income and recognised in the income statement.

In the case of financial assets classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the income statement – is removed from other comprehensive income and recognised in the income statement. Impairment losses on equity instruments classified as available for sale are not reversed through the income statement. Increases in their fair value after impairment are recognised directly in other comprehensive income.

The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

2 主要會計政策概要 *(續)*

2.13 財務資產 *(續)*

財務資產減值(於2018年4月1日前適用的香港會計準則第39號項下之政策)(續)

可供出售財務資產

就可供出售財務資產而言，本集團於每個報告期末評估是否存在客觀證據顯示一項或一組資產出現減值。

倘可供出售資產出現減值，則其成本(扣除任何本金及攤銷)與當前公平價值之差額，再扣減以往於損益賬確認之任何減值虧損之金額，從其他全面收益移除，並於損益賬確認。

如屬分類為可供出售之財務資產，客觀證據包括投資公平價值出現重大或持續性下跌至低於其成本。「重大」對投資之原有成本作出評估，而「持續性」則對公平價值跌至低於其原有成本之期間作出評估。如有減值證據，累計虧損－按收購成本與當前公平價值之差額扣減該項投資以往於損益賬確認之任何減值虧損計量－從其他全面收益移除，並於損益賬確認。分類為可供出售之權益工具之減值虧損不可於損益賬撥回。減值後之公平價值增加直接於其他全面收益確認。

釐定「重大」或「持續性」時須作出判斷。在作出該判斷時，本集團評估(其中包括其他因素)投資之公平價值低於其成本的持續期間或程度。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.14 Financial liabilities

Financial liabilities (policies under HKFRS 9 applicable from 1 April 2018 and HKAS 39 applicable before 1 April 2018)

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the income statement.

2 主要會計政策概要 *(續)*

2.14 財務負債

財務負債(自2018年4月1日起適用的香港財務報告準則第9號項下之政策及於2018年4月1日前適用的香港會計準則第39號項下之政策)

初次確認及計量

財務負債於初次確認時適當地分類為按公平價值計入損益的財務負債、借貸及貸款、應付款或指定為有效對沖套期的衍生工具(如適用)。

所有財務負債初次按公平價值確認，如屬借貸及貸款及應付款，則扣除直接應佔交易成本。

其後計量

財務負債之其後計量根據其分類進行，方式如下：

借貸及貸款

初次確認後，計息借貸及貸款其後採用實質利率法按攤銷成本計量，除非折現影響不大，在該情況下則按成本列賬。於負債不再確認時以及透過實質利率法計量之攤銷過程之收益及虧損於損益賬確認。

攤銷成本之計算包括收購產生之任何折價或溢價以及屬於實質利率組成部分之費用或成本。按實質利率法計量之攤銷包括在損益賬之財務費用內。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.14 Financial liabilities *(Continued)*

Derecognition of financial liabilities (policies under HKFRS 9 applicable from 1 April 2018 and HKAS 39 applicable before 1 April 2018)

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the income statement.

2.15 Offsetting financial instruments

Policies under HKFRS 9 applicable from 1 April 2018 and HKAS 39 applicable before 1 April 2018

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The Group has also entered into arrangements that do not meet the criteria for offsetting but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or the termination of a contract.

2 主要會計政策概要 *(續)*

2.14 財務負債 *(續)*

不再確認財務負債(自2018年4月1日起適用的香港財務報告準則第9號項下之政策及於2018年4月1日前適用的香港會計準則第39號項下之政策)

財務負債於負債之責任已解除或註銷或屆滿時不再確認。

當現有財務負債為同一貸款人以大致上不同條款之負債取代時，或現有負債之條款有重大修改時，此等取代或修改會被視為不再確認為原有負債及確認為一項新負債，而有關賬面值之差額乃於損益賬確認。

2.15 抵銷金融工具

自2018年4月1日起適用的香港會計準則第9號項下之政策及於2018年4月1日前適用的香港會計準則第39號項下之政策

當本集團具有抵銷已確認金額之合法強制執行權，而有關方面擬按淨額基準結算或同時變現資產和結算負債時，財務資產與負債將會互相抵銷，並在綜合資產負債表報告其淨額。本集團亦已經訂立不符合抵銷準則之安排，惟仍然容許在若干情況下抵銷相關金額，如破產或終止合約。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.16 Inventories

Raw materials, work-in-progress and finished goods are stated at the lower of cost and net realisable value. Cost comprises direct materials and subcontracting fee. Costs are assigned to individual items of inventory on the basis of weighted average costs. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Provision for inventories are recognised in the consolidated income statement within "other operating expenses".

2.17 Cash and cash equivalents

For the purpose of presentation in the cash flows statement, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the consolidated balance sheet.

2.18 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2 主要會計政策概要*(續)*

2.16 存貨

原材料、在製品及製成品按成本與可變現淨值之較低者列賬。成本包括直接材料及直接勞工。成本按加權平均成本獲分配至個別存貨項目。已購買存貨成本於扣除回扣及折扣後釐定。可變現淨值為日常業務過程中的估計售價，減去估計完成成本及進行銷售所需的估計成本。存貨撥備於綜合收益表內「其他營運支出」內確認。

2.17 現金及現金等值物

就於綜合現金流量表呈列而言，現金及現金等值物包括手頭現金、隨時可用於提取之金融機構存款、其他短期、高流通性投資(原到期日為三個月或以下，可即時轉換為已知現金金額且面臨的價值變動風險並不重大)以及銀行透支。銀行透支在綜合資產負債表內流動負債中的借款內列示。

2.18 股本

普通股被列為權益。

直接歸屬於發行新股或認股權之新增成本在權益中列為所得款項之減少(扣除稅項)。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.19 Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get 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.

Other borrowing costs are expensed in the period in which they are incurred.

2.20 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

2 主要會計政策概要 *(續)*

2.19 貸款成本

可直接歸屬收購、建造或生產合資格資產之一般及特定貸款成本，於需要完成及準備資產作其擬定用途或銷售的期間內資本化。合資格資產為需要大量時間準備方可作擬定用途或銷售的資產。

在特定貸款撥作合資格資產支出前之暫時投資所賺取之投資收入，須自合資格資本化之貸款成本中扣除。

所有其他借貸成本於其發生期間的收益表內確認。

2.20 當期及遞延所得稅

期間所得稅開支或抵免為按照各司法權區之適用所得稅稅率就當期應課稅收入應付之稅項，並就暫時差額及未動用稅項虧損應佔之遞延稅項資產及負債之變動作出調整。

(a) 當期所得稅

當期所得稅費用乃根據報告期間期末於公司之附屬公司及聯營公司經營及產生應課稅收入所在國家已實行或大致已實行之稅法計算。管理層就適用稅務法例詮釋所規限之情況定期評估報稅表之狀況，並在適用情況下根據預期須向稅務機關支付之稅款設定撥備。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.20 Current and deferred income tax *(Continued)*

(b) Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

The deferred tax liability in relation to investment property that is measured at fair value is determined assuming the property will be recovered entirely through sale.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

2 主要會計政策概要 *(續)*

2.20 當期及遞延所得稅 *(續)*

(b) 遞延所得稅

遞延所得稅利用負債法就資產和負債之稅基與在綜合財務報表之賬面值產生之暫時差異悉數計提撥備。然而，若遞延所得稅負債來自商譽之初步確認，則不予確認。若遞延所得稅來自在交易(不包括業務合併)中對資產或負債之初步確認，而在交易時不影響會計損益或應課稅收益或虧損，則亦不作記賬。遞延所得稅採用在報告期間期末前已頒佈或實質頒佈，並在有關之遞延所得稅資產實現或遞延所得稅負債結算時預期將會適用之稅率(及法例)而釐定。

有關投資物業而按公允值計量之遞延稅項負債乃假設將完全透過銷售收回物業而釐定。

遞延稅項資產僅就可能有未來應課稅金額而就此可使用該等暫時差異及虧損而確認。

倘公司能夠控制暫時差額之撥回時間且將不可能於可見將來撥回該等差額，遞延稅項負債及資產不會確認海外業務投資之賬面值與稅基之間的暫時差額。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.20 Current and deferred income tax *(Continued)*

(b) Deferred income tax (Continued)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.21 Employee benefits

(a) Pension obligations

Group companies operate various pension schemes. The schemes are generally funded through payments to insurance companies or trustee-administered funds. The Group mainly has defined contribution plans.

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

2 主要會計政策概要 *(續)*

2.20 當期及遞延所得稅 *(續)*

(b) 遞延所得稅 (續)

當有合法可強制執行權利抵銷即期稅項資產及負債及當遞延稅項結餘乃關於同一稅務機關時，則會抵銷遞延稅項資產及負債。倘實體有合法可強制執行權利抵銷且擬按淨額基準結算或同時變現資產及結清負債，則會抵銷即期稅項資產及稅項負債。

當期及遞延稅項在損益中確認，惟倘其與在其他全面收益或直接於權益確認的項目相關則除外。在該情況下，亦分別會在其他全面收益或直接在權益內確認稅項。

2.21 僱員福利

(a) 退休計劃責任

集團公司營辦不同的退休金計劃。該等計劃一般是通過向保險公司或由信託管理的退休金作出供款而撥付。本集團主要設有界定供款計劃。

界定供款計劃為本集團須向獨立實體支付固定供款之退休金計劃。倘基金之資產於本期間或過往期間並不足以向全體僱員支付所有與僱員服務有關之福利，則本集團概無任何法律或推定責任支付額外供款。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.21 Employee benefits *(Continued)*

(a) Pension obligations (Continued)

The Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(b) Profit-sharing and bonus plans

The Group recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the Company's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

2 主要會計政策概要 *(續)*

2.21 僱員福利 *(續)*

(a) 退休計劃責任(續)

本集團按強制、合約或自願基準向公眾或私人管理之退休金計劃供款。本集團於支付供款後，再無其他付款責任。供款於到期時確認為僱員福利開支。預付供款確認為資產，惟以退回現金或可扣減日後付款金額為限。

(b) 利潤分享及花紅計劃

本集團根據一項公式(已計及於作出若干調整後本公司權益持有人之應佔溢利)就花紅及利潤分享確認負債及支出。當負有合約上之責任或當以往慣例造成推定性責任時，本集團須確認撥備。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.21 Employee benefits *(Continued)*

(c) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of HKAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

(d) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

2 主要會計政策概要 *(續)*

2.21 僱員福利 *(續)*

(c) 終止福利

終止福利於僱員在正常退休日前被本集團終止聘用或僱員接受自願離職以換取這些福利時支付。本集團按以下日期(以較早者為準)確認離職福利:(a)於本集團不能取消提供該等福利時;及(b)實體確認任何屬香港會計準則第37號範疇內及涉及終止服務權益付款之有關重組成本當日。在提出要約以鼓勵自願離職的情況下,離職福利乃根據預期接受要約的僱員人數計量。在報告期末後超過十二個月到期支付的福利應貼現為現值。

(d) 僱員應有假期

僱員在年假及長期服務休假的權利在僱員應享有時確認。本集團為截至結算日止僱員已提供服務而產生的休假及長期服務假的估計負債作出撥備。

僱員的病假及產假於僱員正式休假前不作確認,於離職時確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.22 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

The Group provides for warranties in relation to the sale of watch products for general repairs of defects occurring during the warranty period. Provisions for these assurance-type warranties granted by the Group on certain products are recognised based on sales volume and past experience of the level of repairs and returns, discounted to their present values as appropriate.

2.23 Revenue recognition (applicable from 1 April 2018)

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

2 主要會計政策概要*(續)*

2.22 撥備

當集團因已發生的事件須承擔現有的法律性或推定性的責任，而解除責任時有可能消耗資源，且責任金額能夠可靠地作出估算，則需確認撥備。未來經營虧損不會被確認為撥備。

如有多項類似義務，則履行時要求資源流出的可能性應通過總體考慮該類義務來確定。即使就該類義務中某個項目而言，資源流出的可能性很低，仍須確認撥備。

撥備乃按預期需用作清償責任開支以稅前比率計算之現值計量，其反映當時市場對貨幣之時間值及該責任之特定風險之評估。因時間之流逝而增加之撥備確認為利息開支。

本集團在保修期內提供手錶產品售後一般維修。本集團就若干產品授出此等保證條款乃根據銷售量及過往維修及退貨水平的經驗確認，並酌情貼現至其現值。

2.23 收入確認(自2018年4月1日起適用)

來自客戶合約之收益

來自客戶合約之收益乃於貨品或服務按反映本集團預期就轉讓貨品或服務而有權獲得的代價金額轉予客戶時確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.23 Revenue recognition (applicable from 1 April 2018) *(Continued)*

Revenue from contracts with customers (Continued)

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

2 主要會計政策概要 *(續)*

2.23 收入確認(自2018年4月1日起適用) *(續)*

來自客戶合約之收益*(續)*

當合約中的代價包含可變金額時，代價金額於本集團就轉讓貨品或服務至客戶而有權獲得交換時估計。可變代價在合約開始時估計並受約束，直至可變代價的相關不確定因素得到解決時，確認的累計收益金額不大可能出現重大收益回撥。

倘合約中包含為客戶提供超過一年的重大融資利益(撥付轉讓貨品或服務至客戶)的融資部分，則收益按應收金額的現值計量，並使用本集團與客戶之間於合約開始時的單獨融資交易中反映的貼現率貼現。倘合約中包含為本集團提供一年以上重大融資利益的融資部分，合約項下確認的收益包括按實際利率法計算的合約負債所產生的利息開支。就客戶付款與轉讓承諾貨品或服務之期間為一年或者更短的合約，交易價格採用香港財務報告準則第15號的可行權宜方法，不會就重大融資部分的影響作出調整。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.23 Revenue recognition (applicable from 1 April 2018) *(Continued)*

Revenue from contracts with customers (Continued)

(a) Sale of watch products and optical products

Revenue from the sale of products is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the products.

Some contracts for the sale of products provide customers with rights of return and volume rebates. The rights of return and volume rebates give rise to variable consideration.

(i) Rights of return

For contracts which provide a customer with a right to return the goods within a specified period, the expected value method is used to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The requirements in HKFRS 15 on constraining estimates of variable consideration are applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, a refund liability is recognised. A right-of-return asset (and the corresponding adjustment to cost of sales) is also recognised for the right to recover products from a customer.

2 主要會計政策概要 *(續)*

2.23 收入確認(自2018年4月1日起適用) *(續)*

來自客戶合約之收益(續)

(a) 銷售鐘錶及光學產品

來自貨品銷售之收益於資產之控制權轉讓予客戶時(一般為交付貨品時)確認。

若干銷售合約給予客戶退貨權及批量折扣。其退貨權及批量折扣引致產生可變代價。

(i) 退貨權

就給予客戶於指定時間內可退回貨品之合約而言，使用預期價值法估計將不予退回之貨品，因該方法為預測本集團將享有之可變代價金額之最佳方法。採用香港財務報告準則第15號關於可變代價估計之規限，以釐定可計入交易價格之可變代價金額。就預期將予退回之貨品，確認退款負債，而並非收入。另就向客戶收回產品之權利確認退貨權資產(並對銷售成本作出相應調整)。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.23 Revenue recognition (applicable from 1 April 2018) *(Continued)*

Revenue from contracts with customers (Continued)

(a) Sale of watch products and optical products *(Continued)*

(ii) Volume rebates

Retrospective volume rebates may be provided to certain customers once the quantity of products purchased during the period exceeds a threshold specified in the contract. Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the most likely amount method is used that best predicts the amount of variable consideration. The requirements on constraining estimates of variable consideration are applied and a refund liability for the expected future rebates is recognised.

The Group do not have expected future volume rebates and no refund liability is recognized as at 31 March 2019.

(iii) Consideration received from customers in advance

Before the adoption of HKFRS 15, the Group recognized consideration received from customers in advance as other payables. Under HKFRS 15, the amount is classified as contract liabilities which is included in other payables.

Therefore, upon adoption of HKFRS 15, the Group reclassified HK$2,887,000 from receipt in advance to contract liabilities as 1 April 2018 in relation to the consideration received from customers in advance as at 1 April 2018.

2 主要會計政策概要 *(續)*

2.23 收入確認(自2018年4月1日起適用) *(續)*

來自客戶合約之收益(續)

(a) 銷售鐘錶及光學產品 *(續)*

(ii) 批量折扣

本集團向若干客戶提供可追溯批量折扣，一旦彼等在此期間購買的產品數量超過合同規定的限值，其折扣可抵消應付賬款。本集團使用預期價值法估計將提供給客戶的折扣，因該方法為預測本集團將享有之可變代價金額之最佳方法。採用關於可變代價估計之規限，就預期提供之折扣，確認退款負債。

於2019年3月31日，本集團並無預期未來的批量折扣及無就其確認退款負債。

(iii) 預收客戶代價

於採用香港財務報告準則第15號前，本集團確認預收客戶代價為其他應付賬款。根據香港財務報告準則第15號，該金額分類為合約負債，並計入其他應付賬款及應計項目。

因此，本集團於2018年4月1日採用香港財務報告準則第15號後，於2018年4月1日預收客戶代價港幣2,887,000元由包含於其他應付賬款內重新分類為合約負債。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.23 Revenue recognition (applicable from 1 April 2018) *(Continued)*

Revenue from contracts with customers (Continued)

(a) Sale of watch products and optical products *(Continued)*

(iii) Consideration received from customers in advance *(Continued)*

As at 31 March 2019, under HKFRS 15, HK$1,058,000 was classified contract liabilities in relation to the consideration received from customers in advance for sale of watches.

(b) Other income

Building management services income and shared services income are recognised when the services are rendered

2.24 Contract liabilities (applicable from 1 April 2018)

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received a consideration (or an amount of consideration that is due) from the customer. If a customer pays the consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

2 主要會計政策概要 *(續)*

2.23 收入確認(自2018年4月1日起適用) *(續)*

來自客戶合約之收益(續)

(a) 銷售鐘錶及光學產品 *(續)*

(iii) 預收客戶代價 *(續)*

於2019年3月31日，根據香港財務報告第15號，就銷售鐘錶的預收客戶代價港幣1,058,000元由包含於其他應付賬款內重新分類為合約負債。

(b) 其他收入

物業管理費收入及共享服務收入於有關服務提供後確認。

2.24 合約負債(自2018年4月1日起適用)

合約負債指就本集團已向客戶收取代價(或代價款項已到期)而須向客戶轉讓貨品或服務的責任。倘客戶於本集團將貨品或服務轉讓予客戶前支付代價，合約負債則於作出付款或該款項到期時(以較早者為準)確認。合約負債於本集團履行合約時確認為收益。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.25 Revenue recognition (applicable before 1 April 2018)

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates and amounts collected on behalf of third parties.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities, as described below. The Group bases its estimates of return on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(a) Sales of goods-retail

Sales of goods are recognised when a group entity sells a product to the customer. Retail sales are usually in cash or by credit card.

2 主要會計政策概要 *(續)*

2.25 收入確認(自2018年4月1日起適用)

收入按已收或應收之代價之公平值計量。披露為收入之金額已扣除退貨、貿易備抵、回扣及代表第三方收取之金額。

當收入之金額能夠可靠計量;當未來經濟利益有可能流入實體;及當本集團每項活動均符合下文所述之具體條件時,本集團將確認收入。本集團經考慮客戶類別、交易類別及各項安排之細節後,按照過往業績進行估計。

(a) 貨品銷售－零售

貨品銷售在集團實體已將貨品售予顧客後確認。零售通常以現金或信用卡付款。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.25 Revenue recognition (applicable before 1 April 2018) *(Continued)*

(b) Sales of goods-wholesale and trading

Sales of goods are recognised when the Group has delivered products to the customer, the customer has accepted the product and collectability of the related receivables is reasonably assured.

(c) Other income

Building management fee income is recognised when the services are rendered.

2.26 Rental income

Rental income is recognised on a time proportion basis over the lease terms.

2.27 Interest income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

2.28 Dividend income

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

2 主要會計政策概要 *(續)*

2.25 收入確認(自2018年4月1日起適用) *(續)*

(b) 貨品銷售－批發及貿易

貨品銷售在本集團已將貨品交付予顧客，顧客接收產品後，以及有關應收款的收回可合理確保時確認。

(c) 其他收入

物業管理費收入於有關服務提供後確認。

2.26 租金收入

租金收入按租賃期時間比例基準確認。

2.27 利息收入

利息收入採用實質利息法，按應計基準，以有關利率在有關金融工具之預計年期或較短期間(按適用情況)內準確折現估計未來現金收入至有關財務資產之賬面淨值確認。

2.28 股息收入

股息收入於股東收取股息權利確立時，與股息相關之經濟利益很可能流入本集團，而股息金額可以可靠地計量時確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.29 Related parties

A party is considered to be related to the Group if:

(a) the party is a person or a close member of that person's family and that person

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

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

(b) the party is an entity where any of the following conditions applies:

(i) the entity and the Group are members of the same group;

(ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow Subsidiary of the other entity);

(iii) the entity and the Group are joint ventures of the same third party;

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

2 主要會計政策概要 *(續)*

2.29 關連人士

在下列情況下，一方將視為與本集團有關連：

(a) 該方為一名人士或該人士之直系親屬，而該人士：

(i) 對本集團擁有控制權或共同控制權；

(ii) 對本集團擁有重大影響力；或

(iii) 為本集團或本集團母公司之主要管理層成員；

或

(b) 該方為實體，而任何以下條件適用：

(i) 該實體及本集團為同一集團之成員公司；

(ii) 一實體為另一實體(或另一實體之母公司、附屬公司或同系附屬公司)之聯營公司或合營公司；

(iii) 該實體及本集團為同一第三者之合營公司；

(iv) 一實體為一第三者之合營公司，而另一實體為該第三者之聯營公司；

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.29 Related parties *(Continued)*

(b) the party is an entity where any of the following conditions applies: *(Continued)*

(v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group; (If the Group is it self such a plan) and the sponsoring employers of the post-employment benefit plan;

(vi) the entity is controlled or jointly controlled by a person identified in (a);

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

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

2 主要會計政策概要 *(續)*

2.29 關連人士 *(續)*

(b) 該方為實體，而任何以下條件適用：*(續)*

(v) 該實體為本集團或與本集團有關連的實體的僱員而設的受僱後福利計劃；

(vi) 該實體受(a)所識別人士控制或共同控制；

(vii) (a)(i)所識別之人士對該實體有重大影響力，或為該實體(或該實體之母公司)之主要管理層成員；及

(viii) 該實體或其所屬集團之任何成員公司向本集團或本集團母公司提供主要管理人員服務。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.30 Leases

Leases of property, plant and equipment where the Group, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in other short-term and long-term payables. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Group will obtain ownership at the end of the lease term.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

Lease income from operating leases where the Group is a lessor is recognised in the income statement on a straight-line basis over the lease term. The respective leased assets are included in the balance sheet based on their nature.

2 主要會計政策概要 *(續)*

2.30 租賃

倘本集團(作為承租人)擁有擁有權的絕大部分風險及回報，則物業、廠房及設備的租約均分類為融資租約。融資租約於租約開始時按租賃物業的公允值或(倘屬較低)最低租賃付款之現值資本化。相應租金責任(扣除財務支出)計入其他短期及長期應付款。各租賃付款會在負債及財務成本之間分配。財務成本在租賃期內在損益中扣除，以就各期間的負債剩餘結餘產生固定定期利率。根據融資租約所得之物業、廠房及設備會於資產的可使用年期或(倘不可合理確定本集團將於租賃期末取得擁有權)資產的可使用年期與租賃期間之較短者予以折舊。

擁有權之重大部分風險及回報並無轉移至本集團(作為承租人)的租約分類為營業租約。根據營業租約作出的付款(扣除自出租人收取的任何獎勵)於租約期間按直線法於損益中扣除。

本集團屬出租人的營業租約的租金收入於租賃期間內按直線法確認於收入。相關租賃資產按其性質計入綜合資產負債表。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.31 Dividends distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's principal financial instruments comprise bank borrowings. The main purpose of net debt is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade and other receivables and trade and other payables, which arise directly from its operations. The Group's overall risk management policies focus on the unpredictability of financial markets and seek to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by management under the policies approved by the board of directors of the Company and it identifies, evaluates and monitors financial risks in close co-operation with the Group's operating units.

2 主要會計政策概要*(續)*

2.31 股息分派

在獲本公司股東或董事(倘合適)批准分派股息之期間內，分派予本公司股東之股息於本集團之綜合財務報表內確認為負債。

3 財務風險管理

3.1 財務風險因素

本集團之主要金融工具包括銀行貸款。此等金融工具之主要用途乃為本集團之業務營運籌集資金。本集團有若干其他財務資產及負債來自其經營業務直接產生，例如貿易及其他應收賬款及貿易及其他應付賬款。本集團之整體風險管理政策針對金融市場之難以預測性，並尋求減低對本集團財務表現構成之潛在不利影響。風險管理乃由管理層根據本公司董事會批核之政策進行，而管理層與本集團之營運單位緊密合作，以識別、評估及監察財務風險。

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.1 Financial risk factors *(Continued)*

The Group's activities expose it to a variety of financial risks: foreign exchange risk, interest rate risk, credit risk and liquidity risk. The board of directors of the Company reviews and agrees policies for managing each of these risks and they are summarised below.

(a) Foreign exchange risk

The Group mainly operates in Hong Kong, China and a number of countries in South East Asia. Retail sales transactions are mostly denominated in the functional currencies of respective group entities. The Group's exposure to foreign exchange risk mainly arises from commercial transactions, recognised assets and liabilities denominated in currencies other than the functional currency of the group entities to which they relate. The Group considers its foreign currency exposure as mainly arising from the exposure of the Singapore dollar, Malaysian ringgit, Thai baht, Renminbi and Swiss Franc against the Hong Kong dollar. The Group regularly monitors its exposures to foreign currency transactions.

The details of the currencies in which the Group's bank loans are denominated are set out in note 26 to the consolidated financial statements. The Group's bank loans are principally denominated in the functional currency of the relevant group entity. Management does not anticipate any significant foreign exchange risk associated with the Group's borrowings.

3 財務風險管理 *(續)*

3.1 財務風險因素 *(續)*

本集團經營活動面對各種財務風險：外匯風險、利率風險、信貸風險及流動資金風險。本公司董事會審閱並同意下文所概述管理各項此等風險之政策。

(a) 外匯風險

本集團主要於香港、中國及若干東南亞國家經營業務。而零售交易大部分乃以集團實體的功能貨幣計值。本集團主要承受來自以集團實體的功能貨幣以外貨幣計值的商業交易，已確認資產及負債的外匯風險。本集團認為其外幣風險主要來自新加坡元、馬來西亞令吉、泰銖、人民幣及瑞士法郎兌港幣的風險。本集團定期監控其外幣交易風險。

本集團的銀行貸款的計值貨幣詳情載於賬目附註26。本集團的銀行貸款主要以本集團相關實體的功能貨幣計值。管理層並不預期有關本集團貸款的任何重大外匯風險。

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.1 Financial risk factors *(Continued)*

(a) Foreign exchange risk (Continued)

The approximate impact to the Group's loss before tax that might be resulted from the reasonable possible changes in the foreign exchange rates against the Hong Kong dollar to which the Group has significant exposure at 31 March 2019 is summarised below. The analysis includes balances between group companies where the balances are denominated in a currency other than the functional currencies of the Group entities.

3 財務風險管理 *(續)*

3.1 財務風險因素 *(續)*

(a) 外匯風險 (續)

於2019年3月31日，因本集團主要面臨的港幣外匯匯率的合理可能變動而導致的對本集團的税前虧損概約影響概要如下。該分析包括集團公司之間的結餘，而該結餘乃以除本集團實體的功能貨幣外的貨幣計值。

		2019		2018	
		Increase in foreign exchange rate	**Decrease in loss before income tax from Continuing Operations**	Increase in foreign exchange rate	(Increase)/ decrease in loss before income tax from Continuing Operations
		外匯匯率的增加	**持續營運業務除税前虧損的減少 HK$'000 港幣仟元**	外匯匯率的增加	持續營運業務除税前虧損的(增加)／減少 HK$'000 港幣仟元
Singapore dollar	新加坡元	**5%**	**100**	5%	(173)
Malaysian ringgit	馬來西亞令吉	**5%**	**24**	5%	(91)
Thai baht	泰銖	**5%**	**468**	5%	338
Renminbi	人民幣	**5%**	**1,670**	5%	7,934
Swiss franc	瑞士法郎	**5%**	**8,697**	5%	8,765

Decrease in the above foreign exchange rates by 5% (2018: 5%) would affect the loss before income tax by the same amount but in the opposite direction.

上述外匯匯率減少5%(2018年：5%)將對除税前虧損產生相同金額但相反方向的影響。

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.1 Financial risk factors *(Continued)*

(b) Interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates as the Group has no significant interest-bearing assets other than bank balances as detailed in Note 21. The Group's exposure to changes in interest rates is mainly attributable to its bank loans. Bank borrowings at variable rates expose the Group to cash flow interest-rate risk. Details of the Group's bank borrowings are disclosed in note 26(a) to the consolidated financial statements. The Group's policy is to obtain the most favorable interest rates available.

The Group has not used any interest rate swaps to hedge its exposure to cash flow interest rate risk.

At 31 March 2019, if interest rates of bank borrowings at variable rates had been 50 basis points (2018: 50 basis points) higher/lower with all other variables held constant, loss before income taxes would have been HK$3,441,000 (2018: HK$4,672,000) higher/lower, mainly as a result of higher/lower interest expense.

(c) Credit risk

The Group's maximum exposure to credit risk which cause a financial loss to the Group due to failure to perform an obligation by the counterparties arises from the carrying amount of the respective recognised financial assets (mainly include deposits with banks and trade and other receivables) as stated in the consolidated balance sheet.

3 財務風險管理 *(續)*

3.1 財務風險因素 *(續)*

(b) 利率風險

由於本集團並無重大計息資產除附註21中詳述的銀行結餘外，故本集團之收入及營運現金流量大致上不受市場利率變動影響。本集團面對的利率變動風險主要來自其銀行貸款。按浮動利率授出的銀行貸款使本集團承受現金流量利率風險。有關本集團銀行借貸的詳情披露於綜合財務報表附註26(a)。本集團的政策乃為公司爭取最有利之利率。

本集團並無使用任何利率掉期對沖現金流量利率風險。

於2019年3月31日，倘貸款利率上升／降低50個(2018年：50個)基點而其他因素保持不變，除所得稅前虧損將上升／降低港幣3,441,000元(2018年：港幣4,672,000元)，主要是由於浮動利率借貸利息開支上升／降低所致。

(c) 信貸風險

本集團因交易對手方未能履行責任引致財務虧損所承擔之最大信貸風險來自綜合資產負債表所載各已確認財務資產之賬面值，主要包括銀行存款以及貿易及其他應收賬款。

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.1 Financial risk factors *(Continued)*

(c) Credit risk (Continued)

Maximum exposure and year-end staging as at 31 March 2019

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 March 2019. The amounts presented are gross carrying amounts for financial assets.

3 財務風險管理*(續)*

3.1 財務風險因素*(續)*

(c) 信貸風險(續)

於2019年3月31日的最高風險及年末分階段分類

下表根據本集團的信貸政策，列示信貸質素及最高信貸風險，除非無須過大成本或努力便可獲得其他資料，否則下表主要以逾期資料，及於2019年3月31日之年末分階段分類為基礎。呈列數字為財務資產的賬面總值。

		12-month ECLs 12個月預期信貸虧損	Lifetime ECLs 全期預期信貸虧損			
		Stage 1 第一階段 HK$'000 港幣仟元	Stage 2 第二階段 HK$'000 港幣仟元	Stage 3 第三階段 HK$'000 港幣仟元	Simplified approach 簡化方法 HK$'000 港幣仟元	Total 總計 HK$'000 港幣仟元
2019	**2019年**					
Trade receivables*	應收賬款*	**–**	**–**	**–**	**85,542**	**85,542**
Financial assets included in prepayment, deposits and other Receivables**	包括應預付款項、按金及其他應收賬款的財務資產**	**133,264**	**–**	**–**	**–**	**133,264**
Pledged bank deposit	抵押銀行存款	**56,649**	**–**	**–**	**–**	**56,649**
Cash and cash equivalents	現金及現金等值物	**234,869**	**–**	**–**	**–**	**234,869**
		424,782	**–**	**–**	**85,542**	**510,324**

* For accounts receivable to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 20 to the financial statements.

* 本集團應用簡化方式評估應收賬款的減值，以撥備矩陣為基礎的資料披露於財務報告附註20。

** The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition.

** 倘包含在預付款項、其他應收賬款及其他資產的財務資產並無逾期且並無資訊顯示該等財務資產之信貸風險自初次確認後大幅增加，則該等財務資產之信貸質量被視為「正常」。

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.1 Financial risk factors *(Continued)*

(c) Credit risk (Continued)

Maximum exposure as at 31 March 2018

The credit risk of the Group's other financial assets, which mainly comprise cash and cash equivalents, cash held on behalf of clients, financial assets included in prepayments, deposits and other receivables, and derivative financial instruments, arises from default of the counterparties, with a maximum exposure equal to the carrying amounts of these instruments.

Bank balances are deposited in banks with sound credit ratings to mitigate the risk arising from banks. The Group has no significant concentration of credit risk with any single counterparty or group of counterparties. The Group also has policies in place to assess the credit worthiness of customers to ensure that sales of products are made to wholesale customers with an appropriate credit history. Besides, management of the Group monitors its credit risk on an ongoing basis by reviewing the debtors' aging to minimise its exposure to credit risk.

Sales to retail customers are made in cash or via major credit cards.

Rental deposits are mainly placed with various landlords in countries where the Group operates and are due to refund upon the expiry of the tenancy agreements and handover of the leased premises. During the year, the Group did not experience any defaults by the landlords.

3 財務風險管理 *(續)*

3.1 財務風險因素 *(續)*

(c) 信貸風險 (續)

於2018年3月31日的最大風險

本集團其他財務資產，主要包括現金及現金等值物、代客戶持有現金、包含在預付款項、按金及其他應收賬款的財務資產及衍生金融工具，其信貸風險產生自交易對手不履約，而最高風險相等於此等工具之賬面值。

銀行結餘存放於信貸評級良好的銀行以減低銀行產生的風險。本集團並無與任何單一交易對手方或一組交易對手方有關的任何重大信貸集中風險。本集團亦已訂有政策評估客戶之信貸記錄，以確保產品乃向信貸紀錄良好之批發客戶銷售。此外，本集團管理層通過檢討應收賬款的賬齡以持續監察及減低其信貸風險。

對零售顧客之銷售以現金支付或透過主要信用卡進行。

租金按金主要給予本集團有經營業務的國家的多名業主，並於租賃協議屆滿及交還租賃物業時可予退還。年內，本集團並無遭遇重大業主違約事件。

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.1 Financial risk factors *(Continued)*

(d) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of banking facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, management aims to maintain flexibility in funding by keeping credit lines available and to maintain a balance between continuity of funding and flexibility through the use of banking facilities in order to meet its liquidity requirements both in the short term and long term.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

3 財務風險管理 *(續)*

3.1 財務風險因素 *(續)*

(d) 流動資金風險

審慎之流動資金風險管理代表維持足夠之現金及透過獲取足夠之已承諾信貸額度獲得足夠之資金。由於相關業務活躍多變，故管理層旨在維持充裕信貸融資，以保持資金之靈活彈性及透過使用銀行之信貸在資金之持續性及靈活性之間取得平衡，以配合其短期及長期資金需求。

下表顯示本集團及本公司之財務負債，按照相關到期組別，根據由結算日至合約到期日的剩餘時間進行分析。於表內披露的金額為未折現的現金流量。

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.1 Financial risk factors *(Continued)*

(d) Liquidity risk (Continued)

3 財務風險管理*(續)*

3.1 財務風險因素*(續)*

(d) 流動資金風險(續)

		Repayable on demand/ within 1 year 應要求償還／1年以下 HK$'000 港幣仟元	Between 1 and 2 years 1至2年內 HK$'000 港幣仟元	Between 2 and 3 years 2至3年內 HK$'000 港幣仟元	Over 3 years 3年以上 HK$'000 港幣仟元
At 31 March 2019	於2019年3月31日				
Interest-bearing bank and other borrowings (Note (a))	計息銀行及其他貸款（附註(a)）	**708,210**	**–**	**–**	**–**
Finance lease	融資租賃	**57**	**–**	**–**	**–**
Trade and other payables	貿易及其他應付賬款	**227,106**	**–**	**–**	**–**
		935,373	**–**	**–**	**–**
At 31 March 2018	於2018年3月31日				
Interest-bearing bank and other borrowings (Note (a))	計息銀行及其他貸款（附註(a)）	941,526	1,859	1,888	13,178
Finance lease	融資租賃	65	59	–	–
Trade and other payables	貿易及其他應付賬款	342,650	–	–	–
		1,284,241	1,918	1,888	13,178

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.1 Financial risk factors *(Continued)*

(d) Liquidity risk (Continued)

Note:

(a) Certain borrowings contain a repayment on demand clause which can be exercised at the bank's sole discretion. The analysis below shows the cash outflows based on the scheduled repayment. The amount includes interest payments computed using contractual rates. The directors of the Company believe that such borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements as follows:

		Within 1 year 1年以下 HK$'000 港幣仟元	Between 1 and 2 years 1至2年內 HK$'000 港幣仟元	Between 2 and 3 years 2至3年內 HK$'000 港幣仟元	Over 3 years 3年以上 HK$'000 港幣仟元
At 31 March 2019	於2019年3月31日	133,325	121,301	175,766	332,051
At 31 March 2018	於2018年3月31日	319,220	82,690	70,014	542,964

3.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

3 財務風險管理 *(續)*

3.1 財務風險因素 *(續)*

(d) 流動資金風險 (續)

附註：

(a) 若干貸款載有應要求償還的條文，可按銀行全權酌情行使。以下分析顯示根據計劃還款的現金流出。有關金額包括使用合約利率計算的利息付款。本公司董事認為，有關貸款將根據貸款協議所載的計劃還款日期償還如下：

3.2 資本風險管理

本集團的資本管理目標是保障本集團能繼續營運以為股東提供回報和為其他權益持有人提供利益，同時維持最佳的資本結構以減低資金成本之能力。

為了維持或調整資本結構，本集團可能會調整支付股東的股息數額、向股東返還資本、發行新股或出售資產以減低債務。

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.2 Capital management *(Continued)*

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including current and non-current borrowings as shown in the consolidated balance sheet) less cash and cash equivalents. Total capital is calculated as 'shareholders' funds' as shown in the consolidated balance sheet.

The gearing ratios at 31 March 2019 and 2018 were as follows:

3 財務風險管理*(續)*

3.2 資本風險管理*(續)*

與業內其他公司作法一致，本集團以借貸比率作為監控資本的基準。借貸比率按淨債務除以資本總額計算。淨債務按貸款總額(包括綜合資產負債表所示之流動及非流動貸款以及可換股債券)減現金及現金等值物計算。資本總額計算為綜合資產負債表所示的「股東資金」。

於2018年及2019年3月31日之借貸比率載列如下：

		2019	2018
		HK$'000	HK$'000
		港幣仟元	港幣仟元
Interest-bearing bank and other borrowings (Note 26)	計息銀行及其他貸款（附註26）	**688,301**	934,409
Less: Cash and cash equivalents (Note 21)	減：現金及現金等值物（附註21）	**(234,869)**	(246,278)
Pledged bank deposit (Note 21)	抵押銀行存款(附註21)	**(56,649)**	–
Net debt	淨債務	**396,783**	688,131
Shareholders' funds	股東資金	**984,971**	1,020,590
Gearing ratio	借貸比率	**40%**	67%

3.3 Fair value estimation

(a) Financial assets and liabilities

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standards. An explanation of each level follows underneath the table.

3.3 公平值估計

(a) 財務資產及負債

(i) 公平值架構

本節闡述釐定於財務報表內按公平值確認及計量的金融工具之公平值時所作判斷及估計。為得出釐定公平值所用輸入數據的可信程度指標，本集團根據會計準則將其金融工具分為三層。各層級之說明如下表所示。

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.3 Fair value estimation *(Continued)*

(a) Financial assets and liabilities (Continued)

(i) Fair value hierarchy *(Continued)*

The carrying amounts of the Group's financial assets and liabilities at amortised cost approximate their fair value as at 31 March 2019 and 2018.

Management has assessed that the fair values of cash and cash equivalents, pledged bank deposit, trade and other receivables and deposits, trade and other payables and interest-bearing bank borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department headed by the chief financial officer is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance controllers report directly to the chief financial officer. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer.

The fair values of the non-current portion of deposits, and interest-bearing bank borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk for interest-bearing bank borrowings as at 31 March 2019 was assessed to be insignificant.

3 財務風險管理 *(續)*

3.3 公平值估計 *(續)*

(a) 財務資產及負債(續)

(i) 公平值架構(續)

於2019年3月31日及2018年3月31日，本集團按攤銷成本計量的財務資產及財務負債之賬面值與其公平價值相若。

管理層已評定現金及現金等值物、抵押銀行存款、貿易及其他應收賬款、按金、貿易及其他應付賬款以及計息銀行貸款之公平價值與其賬面值相若，主要由於該等工具將於短期內到期。

本集團由財務總監帶領的財務部門負責確定金融工具公平價值計量之政策及程序。財務總監直接向首席財務總裁報告。在每個報告日期，財務部門分析金融工具價值之變動，並確定估值應用數據。其估值由首席財務總裁審核及批准。

其他非流動部份之按金及計息銀行貸款之公平價值，有關賬面值乃採用具有類似條款、信貸風險及餘下到期日之工具之現時適用利率折現計算預期未來現金流量。本集團於2019年3月31日就計息銀行貸款面對之不履約風險被評估為並不重大。

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.3 Fair value estimation *(Continued)*

(a) Financial assets and liabilities (Continued)

(i) Fair value hierarchy (Continued)

3 財務風險管理*(續)*

3.3 公平值估計*(續)*

(a) 財務資產及負債(續)

(i) 公平值架構*(續)*

		Level 1 第1層 HK$'000 港幣仟元	Level 2 第2層 HK$'000 港幣仟元	Level 3 第3層 HK$'000 港幣仟元	Total 總計 HK$'000 港幣仟元
Recurring fair value measurements	經常性公平值計量				
At 31 March 2019	於2019年3月31日				
Financial assets	財務資產				
Equity investments at fair value through other comprehensive income	按公平值透過其他全面收益列賬的股份投資				
– unlisted equity securities	–非上市股本證券	**–**	**–**	**14,970**	**14,970**

		Level 1 第1層 HK$'000 港幣仟元	Level 2 第2層 HK$'000 港幣仟元	Level 3 第3層 HK$'000 港幣仟元	Total 總計 HK$'000 港幣仟元
Recurring fair value measurements	經常性公平值計量				
At 31 March 2018	於2018年3月31日				
Financial assets	財務資產				
Available-for-sale financial assets	可供出售財務資產				
– unlisted equity securities	–非上市股本證券	–	–	12,374	12,374

There were no transfers between levels 1, 2 and 3 for recurring fair value measurements during the year.

年內，經常性公平值計量之第1、2及3層之間概無轉撥。

Level 1 The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period.

第1層 在活躍市場(如公開買賣衍生工具、貿易及可供出售證券)買賣的金融工具的公平值按報告期末的市場報價列賬。

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.3 Fair value estimation *(Continued)*

(a) Financial assets and liabilities (Continued)

(i) Fair value hierarchy (Continued)

Level 2 The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

3 財務風險管理 *(續)*

3.3 公平值估計 *(續)*

(a) 財務資產及負債(續)

(i) 公平值架構*(續)*

第2層 並非於活躍市場(如場外衍生工具)買賣的金融工具的公平值採用估值技術釐定，該等估值技術盡量利用可觀察市場數據而極少依賴實體的特定估計。倘計算工具公平值所需全部重大輸入數據均為可觀察數據，則該工具會被列入為第2層。

第3層 如一項或多項重大輸入數據並非根據可觀察市場數據得出，則該工具會被列入為第3層。非上市股本證券即屬此情況。

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.3 Fair value estimation *(Continued)*

(a) Financial assets and liabilities (Continued)

(ii) Valuation techniques used to determine fair values

The valuation of equity investments at fair value through other comprehensive income, which were previously classified as available-for-sale financial assets under HKAS 39, was determined using a market-based valuation technique. The valuation requires the directors to determine comparable public companies based on industry, size, leverage and strategy, and calculates an appropriate price to earnings multiple, for each comparable company identified. The multiple is calculated by dividing the market capitalization by the profits of the comparable companies. The multiple is discounted for non-marketability. The discounted multiple is applied to the profit of the unlisted equity investments to measure the fair value as at 31 March 2019. The valuation of available-for-sale financial assets was determined using dividend growth model as at 31 March 2018.

3 財務風險管理 *(續)*

3.3 公平值估計 *(續)*

(a) 財務資產及負債(續)

(ii) 釐定公平值所用的估值技術

按公平值透過其他全面收益列賬的財務資產的估值(先前根據香港會計報告準則第39號分類為可供出售的財務資產)通過使用基於市場的估技術釐定。估值要求董事根據行業、規模、槓桿及戰略釐定可資比較公眾公司，並就各間識別可資比較公眾公司計算合適市盈率倍數。倍數乃以可資比較公司的市值除以盈利計算得出。倍數以非流動性予以貼現。於2019年3月31日，貼現倍數用於非上市股份投資的盈利以計量公平值。於2018年3月31日，可供出售財務資產以股息增長模式計量其公平值。

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.3 Fair value estimation *(Continued)*

(a) Financial assets and liabilities (Continued)

(iii) Fair value measurements using significant unobservable inputs (level 3)

The following table presents the changes in level 3 item for the years ended 31 March 2018 and 31 March 2019 for recurring fair value measurements:

3 財務風險管理 *(續)*

3.3 公平值估計 *(續)*

(a) 財務資產及負債(續)

(iii) 按重大不可觀察輸入數據(第三層級)的公平值計量

下表呈列截至2018年3月31日及2019年3月31日止年度經常性公平值計量之第3層項目的變動：

		2019	2018
		HK$'000	HK$'000
		港幣仟元	港幣仟元
Equity investments at fair value through other comprehensive income/available-for-sale financial assets	按公平值透過其他全面收益列賬的股份投資／可供出售財務資產		
At 1 April	於4月1日	**12,374**	11,233
Revaluation surplus transfer to equity	重估盈餘轉撥入權益	**2,596**	1,141
At 31 March	於3月31日	**14,970**	12,374

(iv) Valuation inputs and relationships to fair value

The most significant unobservable input is price to earnings multiple of 7 and non-marketability discount rate of 20% (2018: rate of return on the investment of 25%). The lower the price to earnings multiple, the lower the fair value of the equity investments at fair value through other comprehensive income. The lower of the non-marketability discount rate or non-controlling interest discount, the higher the fair value of the equity investments at fair value through other comprehensive income.

If the non-marketability discount rate increase/(decrease) by 1%, it would result in increase/(decrease) in fair value by HKD187,000 as at 31 March 2019.

(iv) 估值輸入數據及與公平值的關係

最重大不可觀察輸入數據為7的市盈率倍數及20%的非流動性貼現率(2018年：25%的投資回報率)。市盈率倍數越低，按公平值透過其他全面收益列賬的股份投資的公平值越低。非流動性貼現率或非控股權益貼現越低，按公平值透過其他全面收益列賬的股份投資的公平值越高。

於2019年3月31日，如果非流動性貼現率上升／(降低)1%，將導致公平值上升／(降低)港幣187,000元。

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.3 Fair value estimation *(Continued)*

(a) Financial assets and liabilities (Continued)

(v) Valuation processes

The finance department of the Group includes a team that performs the valuations of non-property items required for financial reporting purposes, including level 3 fair values. This team reports directly to the chief financial officer ("CFO") and the audit committee ("AC"). Discussions of valuation processes and results are held between the CFO and AC at least once every six months, in line with the Group's half-yearly reporting periods.

The main level 3 inputs used by the Group are derived and evaluated as follows as at 31 March 2019:

– price to earnings multiple

– non-marketability discount rate

The main level 3 inputs used by the Group are derived and evaluated as follows as at 31 March 2018:

– Earning growth factor for unlisted equity securities are estimated based on historical dividend payout ratio.

(b) Non-financial assets and liabilities

(i) Fair value hierarchy

This note explains the judgements and estimates made in determining the fair values of the non-financial assets that are recognised and measured at fair value in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its non-financial assets and liabilities into the three levels prescribed under the accounting standards. An explanation of each level is provided in Note 3.3(a).

3 財務風險管理 *(續)*

3.3 公平值估計 *(續)*

(a) 財務資產及負債(續)

(v) 估值程序

本集團財務部設有一個小組，專責就財務報告目的對非財產性項目估值，包括第3層公平值。此小組直接向首席財務官(CFO)和審核委員會(AC)匯報。為配合本集團的半年報告期，CFO、AC、估值小組與估值師最少每六個月開會一次，討論估值流程和相關結果。

於2019年3月31日，本集團使用的主要第3層輸入數據從下列資訊中取得和評估：

– 市盈率倍數

– 非流動性貼現率

於2018年3月31日，本集團使用的主要第3層輸入數據從下列資訊中取得和評估：

– 非上市股份證券之盈利增長因素乃根據歷史股息派發比率

(b) 非財務資產及負債

(i) 公平值架構

本附註闡述釐定於財務報表內按公平值確認及計量的非財務資產之公平值時所作判斷及估計。為得出釐定公平值所用輸入數據的可信程度指標，本集團根據會計準則將其非財務資產及負債分為三層。各層之說明列載於附註3.3(a)。

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.3 Fair value estimation *(Continued)*

(b) Non-financial assets and liabilities (Continued)

(i) Fair value hierarchy *(Continued)*

		Level 1 第1層 HK$'000 港幣仟元	Level 2 第2層 HK$'000 港幣仟元	Level 3 第3層 HK$'000 港幣仟元	Total 總計 HK$'000 港幣仟元
At 31 March 2019 and on the date of transfer	於2019年3月31日及轉讓日期				
Investment properties – Commercial building	投資物業–商業建築	**–**	**–**	**586,100**	**586,100**
Total non-financial assets	非財務資產總額	**–**	**–**	**586,100**	**586,100**

		Level 1 第1層 HK$'000 港幣仟元	Level 2 第2層 HK$'000 港幣仟元	Level 3 第3層 HK$'000 港幣仟元	Total 總計 HK$'000 港幣仟元
At 31 March 2018 and on the date of transfer	於2018年3月31日及轉讓日期				
Investment properties – Commercial building	投資物業–商業建築	–	–	230,000	230,000
Total non-financial assets	非財務資產總額	–	–	230,000	230,000

There were no transfers between levels 1, 2 and 3 for recurring fair value measurements during the year.

年內，經常性公平值計量之第1、2及3層之間概無轉撥。

3 財務風險管理 *(續)*

3.3 公平值估計 *(續)*

(b) 非財務資產及負債(續)

(i) 公平值架構*(續)*

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.3 Fair value estimation *(Continued)*

(b) Non-financial assets and liabilities (Continued)

(ii) Valuation techniques used to determine level 3 fair values and valuation processes

The fair value of the investment properties is arrived at on the basis of valuation carried out by CS Surveyors Limited ("CS") and Savills (Macau) Limited ("Savills") independent valuers which are not related to the Group. The Group's finance department reviews the valuations performed by CS and Savills for financial reporting purpose. These valuation results are then reported to the Group's management for discussions and review in relation to the valuation processes and the reasonableness of valuation results.

The fair value of the investment properties were arrived by using direct comparison method based on market observable transactions of similar properties in the similar conditions and locations of the subject properties and adjusted to reflect the conditions of the subject properties including property size and property floor level. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

3 財務風險管理 *(續)*

3.3 公平值估計 *(續)*

(b) 非財務資產及負債(續)

(ii) 釐定第3層公平值及估值程序所用的估值技術

投資物業的公平值乃按由與本集團並無關聯的獨立估值師忠誠測量行有限公司(「忠誠」)及第一太平戴維斯(澳門)有限公司「第一太平戴維斯」進行的估值而達成。為編製財務報表，本集團財務部審閱忠誠及第一太平戴維斯所進行的估值。有關估值結果會向本集團管理層報告，以就估值程序及估值結果的合理性作出討論及審閱。

投資物業的公平值乃根據與目標物業的狀況及位置相若的類似物業的(經對物業面積及物業樓層等作出調整以反映目標物業之狀況)可觀察市場交易使用直接比較法達致。於估計物業的公平值時，物業的最高及最佳用途為目前用途。

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.3 Fair value estimation *(Continued)*

(b) Non-financial assets and liabilities (Continued)

(iii) Fair value measurements using significant unobservable inputs (Level 3)

The following table presents the changes in level 3 items for the year ended 31 March 2019 for recurring fair value measurements:

3 財務風險管理 *(續)*

3.3 公平值估計 *(續)*

(b) 非財務資產及負債(續)

(iii) 在公平值計量中使用的重大不可觀察輸入數據(第3層)

下表呈列截至2019年3月31日止年度經常性公平值計量之第3層項目的變動：

		Investment properties 投資物業 HK$'000 港幣仟元
At 1 April 2017	於2017年4月1日	–
Transfer from property, plant and equipment	轉自物業、機器及設備	230,000
At 31 March 2018 and 1 April 2018	於2018年3月31日及2018年4月1日	230,000
Transfer from property, plant and equipment	轉自物業、機器及設備	356,100
At 31 March 2019	於2019年3月31日	586,100

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.3 Fair value estimation *(Continued)*

(b) Non-financial assets and liabilities (Continued)

(iv) Valuation inputs and relationships to fair value

The following table summarises the quantitative information about the significant unobservable inputs used in recurring level 3 fair value measurements. See (ii) above for the valuation techniques adopted.

3 財務風險管理 *(續)*

3.3 公平值估計 *(續)*

(b) 非財務資產及負債(續)

(iv) 估值輸入數據及與公平值的關係

下表概述經常性第3層公平值計量所用重大不可觀察輸入數據的量化資料。請參閱上文(ii)了解所採用估值技術。

HK$'000 港幣仟元	Valuation technique(s) and key input(s) 估值技術及關鍵輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據	Range of unobservable inputs 不可觀察輸入數據之範圍	Relationship of unobservable inputs to fair value 不可觀察輸入數據與公平值的關係
At 31 March 2019 and on the date of transfer 於2019年3月31日及轉讓日期				
586,100	Direct comparison method based on market observable transactions of similar properties and adjust to reflect the conditions of the subject property. The key inputs are: 1) Property size 2) Unit rate 根據類似物業的可觀察市場交易使用直接比較法，並經調整以反映目標物業的狀況。關鍵輸入數據為： 1) 物業面積 2) 單位價格	1) Unit rate 2) Frontage 1) 單位價格 2) 朝向	From HK$180,000 to HK$823,000 per square feet 每平方呎由180,000港元至823,000港元	1) The higher the unit rate, the higher the fair value 2) The larger the shop frontage, the higher the fair value 1) 單位價格越高，公平值越高 2) 舖面越大，公平值越高

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.3 Fair value estimation *(Continued)*

(b) Non-financial assets and liabilities (Continued)

(iv) Valuation inputs and relationships to fair value *(Continued)*

HK$'000 港幣仟元	Valuation technique(s) and key input(s) 估值技術及關鍵輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據	Range of unobservable inputs 不可觀察輸入數據之範圍	Relationship of unobservable inputs to fair value 不可觀察輸入數據與公平值的關係
At 31 March 2018 and on the date of transfer 於2018年3月31日及轉讓日期				
230,000	Direct comparison method based on market observable transactions of similar properties and adjust to reflect the conditions of the subject property. The key inputs are: 1) Property size 2) Unit rate 根據類似物業的可觀察市場交易使用直接比較法，並經調整以反映目標物業的狀況。關鍵輸入數據為： 1) 物業面積 2) 單位價格	1) Unit rate 2) Frontage 1) 單位價格 2) 朝向	From HK$295,000 to HK$312,000 per square feet 每平方呎由295,000港元至312,000港元	1) The higher the unit rate, the higher the fair value 2) The larger the shop frontage, the higher the fair value 1) 單位價格越高，公平值越高 2) 舖面越大，公平值越高

3 財務風險管理 *(續)*

3.3 公平值估計 *(續)*

(b) 非財務資產及負債(續)

(iv) 估值輸入數據及與公平值的關係*(續)*

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

(a) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses. These estimates are based on the current market condition and the historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to severe industry cycles. Management will reassess the estimations at the balance sheet date.

(b) Impairment of property, plant and equipment

The Group assesses at least annually whether property, plant and equipment exhibit any indications of impairment. The recoverable amounts are determined based on value-in-use calculation. The value-in-use calculation involves estimating the future cash inflows and outflows to be derived from continuing use of the asset and applying the appropriate discount rate to those future cash flows. The estimation of future cash flows and selection of discount rate require the use of judgements and estimates. Management believes that any reasonably foreseeable change in any of the above key elements in the value-in-use calculation would not result in material additional impairment charges.

4 關鍵會計估計及判斷

編製財務報表需要使用會計估計，而會計估計按定義極少與有關實際結果相同。管理層亦需要在應用本集團會計政策過程中行使判斷。

估計和判斷會作持續評估，並以過往經驗和其他因素作為基礎，包括在有關情況下相信屬合理而對實體可能造成財務影響之未來事件預期。

(a) 存貨的可變現淨值

存貨之可變現淨值乃在日常業務進行中之估計售價，減去估計完成成本及銷售開支。該等估計乃以現有市況及製造與銷售同類產品之歷來經驗為基準進行。由於客戶品味和競爭對手行動的變化而導致嚴重的行業周期變化，其可能會發生顯著變化。管理層將於各報告期間期末重新評估有關估計。

(b) 物業、機器及設備的減值

本集團會至少每年評估物業、機器及設備是否存在任何減值跡象。可收回金額按照使用價值計算而釐定。使用價值計算包括對持續使用該資產於未來所得之現金流入及流出，以及按適當貼現率折現現金流量。對將產生之現金流量、及選擇適用市場該等計算需要應用判斷及估計。管理層認為，上述任何主要假設的任何合理可預見變動，將不會導致重大額外的減值。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

(c) Impairment of goodwill and technical know-how

The Group tests at least annually whether goodwill has suffered any impairment. The Group reviews technical know-how for impairment whenever events or changes in circumstances indicate that the related carrying amounts may not be recoverable. The recoverable amount has been determined based on higher of value-in-use calculation and fair value less cost of disposal. The calculation requires the use of judgments and estimates.

(d) Deferred income tax

The Group's management determines the amount of deferred tax asset to be recognised by estimating the amount of future profit available to utilise the tax losses or certain temporary differences in the relevant tax jurisdiction and entity. The estimate is based on the projected profit in respective jurisdiction and entity and the Group uses its judgement to make assumptions that are mainly based on market conditions existing on balance sheet date. It could change as a result of the uncertainties in the market conditions.

4 關鍵會計估計及判斷 *(續)*

(c) 商譽及專業技術的減值

本集團每年測試商譽是否出現減值。本集團審閱專業技術的減值，當事件發生或情況變動顯示相關賬面值或不能被收回時。釐定是否減值須作出各種判斷和估計，可收回金額按照使用價值計算及按公平值減出售成本的較高者而釐定。

(d) 遞延所得稅

本集團管理層決定將遞延稅項資產數額，按估計日後可動用有關稅務司法權區及公司稅務虧損的溢利確認。該估計乃根據各司法權區及實體的預測溢利作出，而本集團則以該判斷及主要根據結算日當時市況作出假設。該估計或會因市況不明朗而更改。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

(e) Valuation of equity investments at fair value through other comprehensive income

The Group's unlisted equity investment was classified as equity investments at fair value through other comprehensive income and measure at fair value using market approach with reference to the price to earnings multiple of comparable companies listed in the market. This valuation requires the Group to make estimates about price to earnings multiple, non-marketability discount, and hence they are subject to uncertainty. The fair value of the equity investments at fair value through other comprehensive income was HK$14,970,000 as at 31 March 2019. Further details are included in note 17.

(f) Impairment of trademarks

As at 31 March 2019, trademarks recognised by the Group amounted to approximately HK$54,034,000. Trademarks with an indefinite useful life are carried at costs and are not amortised.

Management tests annually whether the trademarks suffered any impairment by considering the economic benefit to be generated from trademarks. The recoverable amount is determined based on value-in-use calculation. This calculation used pre-tax cashflows projections based on financial budgets prepared by management. Management determined the financial budget based on past performance and its expectations for the future market development, which involved significant judgment and estimates. Information about the valuation assumptions used in determining recoverable amount is disclosed in note 16.

4 關鍵會計估計及判斷*(續)*

(e) 指定為按公平值透過其他全面收益列賬的股份投資的估值

本集團的非上市股份投資分類為指定為按公平值透過其他全面收益列賬的股份投資，並參考於市場上市的可資比較公司的市盈率倍數並採用市場法計量。此估值要求本集團對市盈率倍數、非市場性貼現進行估計，因此存在不確定性。於2019年3月31日，指定為按公平值透過其他全面收益列賬的股份投資的公平值為14,970,000港元。進一步詳情載於附註17。

(f) 商標減值

於2019年3月31日，本集團確認商標約為港幣54,034,000元。具有無限使用壽命的商標按成本列賬，且並無攤銷。

管理層每年通過考慮商標產生的經濟利益以測試商標是否遭受任何減值。可收回金額基於使用價值釐定。此計算使用基於管理層所編製的財務預算的稅前現金流量預測而作出。管理層根據過往表現及其對未來市場發展的預期釐定財務預算，其中涉及重大判斷及估計。有關釐定可收回金額所用估值假設的資料於附註16披露。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

(g) Valuation of investment properties

The Group considers information from a variety of sources, including (1) current prices in an active market for properties of a different nature, condition and location, adjusted to reflect those differences; (2) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and (3) independent valuations.

The carrying amount of investment properties as at 31 March 2019 was HK$586,100,000. Further details including the key assumptions used for fair value measurement are included in note 3.3.

4 關鍵會計估計及判斷*(續)*

(g) 投資物業估值

本集團考慮來自各種途徑之資料，包括：(1)於活躍市場上不同性質、狀況或地點的物業的現價，並作出調整以反映該等差別；(2)於次要市場上類似物業近期的價格，並作出調整以反映自按該等價格進行交易日期起出現的任何經濟 狀況變化；及(3)獨立估值。

於2019年3月31日，投資物業的賬面值為港幣586,100,000元。有關進一步詳情(包括公平值計量所用的主要假設)載於附註3.3。

5 SEGMENT INFORMATION AND REVENUE

The chief operating decision-makers have been identified as the executive directors of the Company. The executive directors review the Group's financial information mainly from product and geographical perspectives. From a product perspective, the Group has four reportable segments namely watch retail and watch wholesale trading, optical retail and optical wholesale trading segments. From a geographical perspective, management mainly assesses the performance of watch and optical retail operations in (i) Hong Kong, Macau and Mainland China and (ii) rest of Asia.

Revenue represents sales of goods. Sales between operating segments are carried out on terms equivalent to those prevailing in arm's length transactions. The executive directors assess the performance of the operating segments based on a measure of adjusted earnings before interest and tax ("EBIT"). This measurement basis excludes unallocated income and net corporate expenses.

The optical retail segment and certain subsidiaries under optical wholesale trading segment (the "Disposal group" or "discontinued operations") were discontinued and disposed during the year. Information about this discontinued segment as at 31 March 2018 was provided in notes 28. The operating result information about this disposal group for the current year only represented the results of its operations up to the date of disposal on 31 May 2018.

The watch retail segment and watch wholesale trading segment together formed the continuing operations.

Unallocated income represents dividend income from investment and gain on disposal of discontinued operations. Net corporate expenses mainly represent corporate staff costs and provision for senior management bonus. Unallocated assets represent property, plant and equipment and investment properties at corporate level, unlisted equity investments, deferred tax assets, pledged bank deposit and cash and cash equivalents. Unallocated liabilities represent other payables and accruals at corporate level, interest-bearing bank and other borrowings, deferred tax liabilities and income tax payable.

5 分部資料及收入

本集團之首席運營決策者為本公司行政董事。行政董事主要從產品及地區角度審閱本集團之財務資料。從產品角度來看，本集團有四個分部報告，即鐘錶零售及鐘錶批發業務，眼鏡零售及眼鏡批發業務分部。管理層主要從地區角度評核(i)香港、澳門及中國大陸和(ii)亞洲其餘地區之鐘錶及眼鏡業績。

收入為貨品銷售。營運分部間之銷售按相等於現行按公平原則進行的交易之條款進行。行政董事按除利息及稅項前經調整盈利(「EBIT」)評核營運分部之業績，計算該盈利時不包括未分配收入及集團行政淨支出。

年內，眼鏡零售業務分部及眼鏡批發業務分部(「出售集團」或「已終止營運」)已終止營運及出售。有關此已終止分部截止2018年3月31日的資料載於附註28。本年度出售集團的經營業績僅呈報截至2018年5月31日出售日期前的經營業績。

鐘錶零售分部及鐘錶批發業務分部共同組成為持續經營業務。

未分配收入為投資的股息收入及出售終止營運業務的收益。集團行政淨支出主要為集團層面的員工成本及高級管理層花紅撥備。未分配資產為集團層面的物業、機器及設備及投資物業、非上市股份投資，遞延稅項資產、抵押銀行存款以及現金及現金等值物。未分配負債為集團層面的其他應付賬款及應計費用、計息銀行及其他貸款、遞延稅項負債及應付所得稅。

5 SEGMENT INFORMATION AND REVENUE *(Continued)* 5 分部資料及收入*(續)*

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

		Continuing operations 持續營運業務				Discontinued operations 終止營運業務				
		Watch retail 鐘錶零售		Watch wholesale trading 鐘錶批發業務		Optical retail 眼鏡零售		Optical wholesale trading 眼鏡批發業務		
		Hong Kong, Macau and Mainland China 香港、澳門及中國大陸 HK$'000 港幣仟元	Rest of Asia 亞洲其餘地區 HK$'000 港幣仟元	HK$'000 港幣仟元	Sub-total 小計 HK$'000 港幣仟元	Hong Kong, Macau and Mainland China 香港、澳門及中國大陸 HK$'000 港幣仟元	Rest of Asia 亞洲其餘地區 HK$'000 港幣仟元	HK$'000 港幣仟元	Sub-total 小計 HK$'000 港幣仟元	Group Total 總計 HK$'000 港幣仟元
Revenues from contracts with customers	來自客戶合約之收入									
Gross segment	分部總額	826,338	340,200	593,991	1,760,529	186,012	30,161	4,029	220,202	1,980,731
Inter-segment	分部間	–	–	(302,750)	(302,750)	–	–	(1,244)	(1,244)	(303,994)
Sales to external customers	出售予外來客戶	826,338	340,200	291,241	1,457,779	186,012	30,161	2,785	218,958	1,676,737
Timing of revenue recognition	收益確認時間									
Goods transferred at a point in time	在貨品轉讓時	826,338	340,200	291,241	1,457,779	186,012	30,161	2,785	218,958	1,676,737
Segment results	分部業績	(98,853)	844	40,119	(57,890)	9,626	(3,443)	313	6,496	(51,394)
Unallocated income	未分配收入				2,798				124,043	126,841
Net corporate expenses	集團行政淨支出				(35,463)				(5,481)	(40,944)
Finance costs	財務成本				(24,920)				(440)	(25,360)
(Loss)/profit before income tax	除所得稅前(虧損)/溢利				(115,475)				124,618	9,143
Income tax expense	所得稅支出				(28,967)				(14,558)	(43,525)
(Loss)/profit for the year	年度(虧損)/溢利				(144,442)				110,060	(34,382)

5 SEGMENT INFORMATION AND REVENUE *(Continued)* 5 分部資料及收入*(續)*

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

		Continuing operations 持續營運業務					Discontinued operations 終止營運業務				
		Watch retail 鐘錶零售		Watch wholesale trading 鐘錶批發業務			Optical retail 眼鏡零售		Optical wholesale trading 眼鏡批發業務		
		Hong Kong, Macau and Mainland China 香港、澳門及中國大陸 HK$'000 港幣仟元	Rest of Asia 亞洲其餘地區 HK$'000 港幣仟元	HK$'000 港幣仟元	Unallocated 未分配 HK$'000 港幣仟元	Sub-total 小計 HK$'000 港幣仟元	Hong Kong, Macau and Mainland China 香港、澳門及中國大陸 HK$'000 港幣仟元	Rest of Asia 亞洲其餘地區 HK$'000 港幣仟元	HK$'000 港幣仟元	Sub-total 小計 HK$'000 港幣仟元	Group Total 總計 HK$'000 港幣仟元
Capital expenditures	資本性開支	(20,781)	(8,187)	(567)	(612)	(30,147)	(1,301)	(271)	(4)	(1,576)	(31,723)
Depreciation	折舊	(19,735)	(9,484)	(2,399)	(10,915)	(42,533)	–	–	–	–	(42,533)
Impairment of property, plant and equipment	物業、機器及設備減值	(4,251)	–	–	–	(4,251)	–	–	–	–	(4,251)
Amortisation of prepaid lease premium	攤銷預付租賃地價	–	(2,796)	–	–	(2,796)	–	–	–	–	(2,796)
Amortisation of intangible assets	攤銷無形資產	–	–	(2,322)	–	(2,322)	–	–	–	–	(2,322)
(Provision)/write back of provision for inventories	存貨(撥備)／撥回	(30,162)	1,248	31,510	–	2,596	–	–	–	–	2,596
Write back of provision/(provision) for onerous contracts	有法律義務合約的撥回／(撥備)	4,916	(761)	–	–	4,155	–	–	–	–	4,155

5 SEGMENT INFORMATION AND REVENUE *(Continued)*

5 分部資料及收入 *(續)*

As at 31 March 2019

於2019年3月31日

		Continuing operations 持續營運業務			
		Watch retail 鐘錶零售		Watch wholesale trading 鐘錶批發業務	
		Hong Kong, Macau and Mainland China 香港、澳門及中國大陸 HK$'000 港幣仟元	Rest of Asia 亞洲其餘地區 HK$'000 港幣仟元	HK$'000 港幣仟元	Total 總計 HK$'000 港幣仟元
Segment assets	**分部資產**	**582,945**	**150,340**	**462,157**	**1,195,442**
Unallocated assets	**未分配資產**				**786,275**
Total assets	**總資產**				**1,981,717**
Segment liabilities	**分部負債**	**96,014**	**34,963**	**78,691**	**209,668**
Unallocated liabilities	**未分配負債**				**779,949**
Total liabilities	**總負債**				**989,617**

5 SEGMENT INFORMATION AND REVENUE *(Continued)* 5 分部資料及收入*(續)*

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

		Continuing operations 持續營運業務				Discontinued operations 終止營運業務				
		Watch retail 鐘錶零售		Watch wholesale trading 鐘錶批發業務		Optical retail 眼鏡零售		Optical wholesale trading 眼鏡批發業務		
		Hong Kong, Macau and Mainland China 香港、澳門及中國大陸 HK$'000 港幣仟元	Rest of Asia 亞洲其餘地區 HK$'000 港幣仟元	HK$'000 港幣仟元	Sub-total 小計 HK$'000 港幣仟元	Hong Kong, Macau and Mainland China 香港、澳門及中國大陸 HK$'000 港幣仟元	Rest of Asia 亞洲其餘地區 HK$'000 港幣仟元	HK$'000 港幣仟元	Sub-total 小計 HK$'000 港幣仟元	Group Total 總計 HK$'000 港幣仟元
Revenues from contracts with customers	來自客戶合約之收入									
Gross segment	分部總額	884,101	343,718	398,410	1,626,229	1,063,450	190,575	21,659	1,275,684	2,901,913
Inter-segment	分部間	–	–	(117,107)	(117,107)	–	–	(4,707)	(4,707)	(121,814)
Sales to external customers	出售予外來客戶	884,101	343,718	281,303	1,509,122	1,063,450	190,575	16,952	1,270,977	2,780,099
Segment results	分部業績	(52,955)	4,231	(4,573)	(53,297)	49,464	(13,140)	2,244	38,568	(14,729)
Unallocated income	未分配收入				3,599				–	3,599
Net corporate expenses	集團行政淨支出				(50,387)				(33,006)	(83,393)
Finance costs	財務成本				(23,309)				(2,219)	(25,528)
(Loss)/profit before income tax	除所得稅前(虧損)/溢利				(123,394)				3,343	(120,051)
Income tax expense	所得稅支出				(22,454)				(7,807)	(30,261)
Loss for the year	年度虧損				(145,848)				(4,464)	(150,312)

5 SEGMENT INFORMATION AND REVENUE *(Continued)* 5 分部資料及收入*(續)*

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

		Continuing operations 持續營運業務					Discontinued operations 終止營運業務				
		Watch retail 鐘錶零售		Watch wholesale trading 鐘錶批發業務			Optical retail 眼鏡零售		Optical wholesale trading 眼鏡批發業務		
		Hong Kong, Macau and Mainland China 香港、澳門及中國大陸 HK$'000 港幣仟元	Rest of Asia 亞洲其餘地區 HK$'000 港幣仟元	HK$'000 港幣仟元	Unallocated 未分配 HK$'000 港幣仟元	Sub-total 小計 HK$'000 港幣仟元	Hong Kong, Macau and Mainland China 香港、澳門及中國大陸 HK$'000 港幣仟元	Rest of Asia 亞洲其餘地區 HK$'000 港幣仟元	HK$'000 港幣仟元	Sub-total 小計 HK$'000 港幣仟元	Group Total 總計 HK$'000 港幣仟元
Capital expenditures	資本性開支	(35,422)	(12,764)	(1,273)	(8,942)	(58,401)	(42,201)	(7,960)	(2)	(50,163)	(108,564)
Depreciation	折舊	(18,052)	(10,426)	(2,536)	(13,438)	(44,452)	(31,113)	(10,897)	(73)	(42,083)	(86,535)
Amortisation of prepaid lease premium	攤銷預付租賃地價	–	(2,822)	–	–	(2,822)	–	(3,085)	–	(3,085)	(5,907)
Amortisation of intangile assets	攤銷無形資產	–	–	(2,376)	–	(2,376)	–	–	–	–	(2,376)
Write back of provision/(provision) for inventories	存貨撥回／(撥備)	6,499	6,684	(32,108)	–	(18,925)	(5,204)	10	963	(4,231)	(23,156)
Impairment of property, plant and equipment	物業、機器及設備減值	(3,195)	(351)	–	–	(3,546)	(5,120)	(2,271)	–	(7,391)	(10,937)
Impairment of intangible assets	無形資產減值	–	–	(30,273)	–	(30,273)	–	–	–	–	(30,273)
Write back of provision/(provision) for onerous contracts	有法律義務合約的撥回／(撥備)	23,097	–	–	–	23,097	2,575	(637)	–	1,938	25,035
Re-measurement of deferred consideration payable in respect of acquisition of a subsidiary in prior years	重計遞延應付代價收入(有關以前年度收購一間子公司)	–	–	10,000	–	10,000	–	–	–	–	10,000

5 SEGMENT INFORMATION AND REVENUE *(Continued)* 5 分部資料及收入*(續)*

As at 31 March 2018 於2018年3月31日

		The Groups other than Disposal group 出售集團以外的集團				Disposal group (as reclassified to assets classified as held for sale and liabilities associated with assets classified as held for sale) 出售集團(重新分類為持作可供出售資產與持作可供出售資產相關的負債)				
		Watch retail 鐘錶零售		Watch wholesale trading 鐘錶批發業務		Optical retail 眼鏡零售		Optical wholesale trading 眼鏡批發業務		
		Hong Kong, Macau and Mainland China 香港、澳門及中國大陸 HK$'000 港幣仟元	Rest of Asia 亞洲其餘地區 HK$'000 港幣仟元	HK$'000 港幣仟元	Sub-total 小計 HK$'000 港幣仟元	Hong Kong, Macau and Mainland China 香港、澳門及中國大陸 HK$'000 港幣仟元	Rest of Asia 亞洲其餘地區 HK$'000 港幣仟元	HK$'000 港幣仟元	Sub-total 小計 HK$'000 港幣仟元	Group Total 總計 HK$'000 港幣仟元
Segment assets	分部資產	564,864	175,937	549,535	1,290,336	334,994	105,917	17,223	458,134	1,748,470
Unallocated assets	未分配資產				746,747				156,722	903,469
Total assets	總資產				2,037,083				614,856	2,651,939
Segment liabilities	分部負債	240,357	41,372	50,408	332,137	189,083	24,600	936	214,619	546,756
Unallocated liabilities	未分配負債				994,598				81,802	1,076,400
Total liabilities	總負債				1,326,735				296,421	1,623,156

5 SEGMENT INFORMATION AND REVENUE *(Continued)*

Geographical information

An analysis of the Group's revenue by geographical area is as follows:

Continuing operations

		2019 **HK$'000** **港幣仟元**	2018 HK$'000 港幣仟元
Hong Kong	香港	**721,668**	751,520
Macau	澳門	**115,553**	119,501
Mainland China	中國大陸	**128,906**	146,318
Rest of Asia	亞洲其餘地區	**489,154**	489,864
Europe	歐洲	**2,498**	1,919
		1,457,779	1,509,122

Discontinued operations

		2019 **HK$'000** **港幣仟元**	2018 HK$'000 港幣仟元
Hong Kong	香港	**145,265**	824,810
Macau	澳門	**9,956**	58,452
Mainland China	中國大陸	**32,741**	191,013
Rest of Asia	亞洲其餘地區	**30,996**	196,702
		218,958	1,270,977

The revenue information above is based on the locations of the customers.

No revenue transactions with a single external customer which amounted to 10% or more of the Group's revenue during the year (2018: nil).

5 分部資料及收入 *(續)*

地區資料

按地區分析集團收入如下：

持續營運業務

終止營運業務

上述收入資料乃根據客戶所在地編製。

年內，並無產生自單一外部客戶的收入超過本集團收入的10%或以上(2018年：無)。

5 SEGMENT INFORMATION AND REVENUE *(Continued)*

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period:

Revenue recognised that was included in contract liabilities at the beginning of the reporting period:

5 分部資料及收入 *(續)*

下表載列計入報告期初合約負債的履約責任而確認的於本報告期內確認的收入金額：

於報告期初計入合約負債的已確認收入：

		2019 **HK$'000** **港幣仟元**
Sale of watch and optics products	銷售鐘錶及眼鏡產品	**2,887**

Performance obligations

Information about the Group's performance obligations is summarized below:

Sale of watch and optics products

The performance obligation is satisfied upon delivery of the goods and payment is mainly on cash and credit card settlement, except for wholesale customers, where payment is due within credit period from delivery. As the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 March 2019 are part of contracts that have an original expected duration of one year or less, the transaction price allocated to which is not presented according to practical expedient in HKFRS 15.

履約責任

有關本集團履約責任的資料概述如下：

銷售鐘錶及眼鏡產品

履約責任於交付貨物時達成，付款主要以現金或信用卡結算，惟批發客戶除外，其於交付後的信貸期內付款。由於2019年3月31日的剩餘履約責任(未滿足或部分未滿足)為原初預期持續時間為一年或以下的合約的一部分，根據香港財務報告準則第15號的權宜方法，並無呈列分配的交易價格。

5 SEGMENT INFORMATION AND REVENUE *(Continued)*

Geographical information*(Continued)*

An analysis of the Group's segment results by geographical area is as follows:

Continuing operations

		2019 **HK$'000** **港幣仟元**	2018 HK$'000 港幣仟元
Hong Kong	香港	**(37,872)**	7,501
Macau	澳門	**18,843**	22,524
Mainland China	中國大陸	**(43,520)**	(59,444)
Rest of Asia	亞洲其餘地區	**15,659**	22,967
Europe	歐洲	**(11,000)**	(46,845)
		(57,890)	(53,297)

Discontinued operations

		2019 **HK$'000** **港幣仟元**	2018 HK$'000 港幣仟元
Hong Kong	香港	**15,632**	70,345
Macau	澳門	**2,242**	11,536
Mainland China	中國大陸	**(7,896)**	(29,546)
Rest of Asia	亞洲其餘地區	**(3,482)**	(13,767)
		6,496	38,568

5 分部資料及收入*(續)*

地區資料*(續)*

按地區分析集團分部業績如下：

持續營運業務

終止營運業務

5 SEGMENT INFORMATION AND REVENUE *(Continued)*

An analysis of the Group's non-current assets (other than equity investments at fair value through other comprehensive income and deferred tax assets) by geographical area is as follows:

5 分部資料及收入 *(續)*

按地區分析集團非流動資產(按公平值透過其他全面收益列賬的股份投資及遞延稅項資產除外)如下：

		2019	2018
		HK$'000	HK$'000
		港幣仟元	港幣仟元
Hong Kong	香港	**375,065**	365,919
Macau	澳門	**360,574**	158,675
Mainland China	中國大陸	**10,858**	18,525
Rest of Asia	亞洲其餘地區	**97,264**	106,630
Europe	歐洲	**39,598**	43,646
		883,359	693,395

6. OTHER (LOSSES)/GAINS, NET

6 其他(虧損)／收益，淨額

		2019	2018
		HK$'000	HK$'000
		港幣仟元	港幣仟元
Loss on disposal of property, plant and equipment, net	出售物業、機器及設備的虧損，淨額	**(3,841)**	(786)
Exchange (losses)/gain, net	匯兑(虧損)／收益，淨額	**(16,141)**	12,033
Re-measurement of deferred consideration payable in respect of acquisition of a subsidiary in a prior year	重計遞延應付代價收入（有關以前年度收購一間子公司）	**–**	10,000
		(19,982)	21,247

7. OTHER INCOME

7 其他收入

		2019	2018
		HK$'000	HK$'000
		港幣仟元	港幣仟元
Building management fee income	樓宇管理費收入	**2,340**	2,340
Rental income	租金收入	**9,148**	2,729
Dividend income from unlisted equity investments	非上市股份投資股息收入	**2,798**	3,599
Interest income	利息收入	**1,096**	1,180
Sundries	雜項	**3,418**	5,271
Shared service income	共享服務收入	**22,824**	–
		41,624	15,119

8. EXPENSES BY NATURE

The Group's loss before income tax from continuing operations has been derived after debiting or (crediting) the following items in the income statement. Further details of the corresponding income statement for discontinued operations are included in note 5 to the financial statements.

8 按性質列示的費用

本集團的持續營運業務除税前虧損已扣除／(計入)損益表中以下項目，有關已終止營運業務的相關損益表的進一步詳情載於財務報表附註5。

		2019	2018
		HK$'000	HK$'000
		港幣仟元	港幣仟元
Cost of inventories sold and raw materials consumed	出售存貨成本及原材料消耗	**718,595**	740,468
Amortisation of intangible assets (note 16)	攤銷無形資產(附註16)	**2,322**	2,376
Amortisation of prepaid lease premium (note 15)	攤銷預付租賃地價(附註15)	**2,796**	2,822
Depreciation of property, plant and equipment (note 13)	物業、機器及設備的折舊(附註13)	**42,533**	44,452
Impairment loss of property, plant and equipment (note 13)	物業、機器及設備減值(附註13)	**4,251**	3,546
Loss on disposal of property, plant and equipment	出售物業、機器及設備的虧損	**3,841**	786
Impairment loss of intangible assets (note 16)	無形資產減值(附註16)	**–**	30,273
Write back of provision for onerous contracts	有法律義務合約的撥回	**(4,155)**	(23,097)
Auditor's remuneration	核數師酬金		
– Audit services	－核數服務	**3,045**	3,148
– Non-audit services	－非核數服務	**1,286**	1,585
Operating leases on buildings	樓宇營業租賃	**289,582**	333,042
(Write back of provision)/provision for inventories	存貨準備(撥回)／撥備	**(2,596)**	18,925
Reversal of impairment of trade receivables (note 20)	壞賬準備撥回(附註20)	**(386)**	(64)
Employee benefit expenses (note 9)	僱員福利支出(附註9)	**312,844**	324,122
Re-measurement of deferred consideration payable in respect of acquisition of a subsidiary in a prior year	重計遞延應付代價收入(有關以前年度收購一間子公司)	**–**	(10,000)

9 EMPLOYEE BENEFIT EXPENSES

9 僱員福利支出

		2019 HK$'000 港幣仟元	2018 HK$'000 港幣仟元
Salaries and allowances	薪金及津貼	**284,632**	298,328
Pension contributions less forfeiture utilised (Note a)	退休金供款(扣除已被動用的沒收供款)(附註a)	**23,465**	23,070
Others	其他	**4,747**	2,724
		312,844	324,122

(a) Pensions-defined contribution plans

The Group operated a retirement scheme under Occupation Retirement Scheme Ordinance ("ORSO scheme") up to 30 November 2000 for employees in Hong Kong. With effect from 1 December 2000, a mandatory provident fund ("MPF") scheme is set up which is available to eligible employees of the Group, including executive directors of the Company. No further employees and contributions have been added to the ORSO scheme after the set up of MPF. Contributions to the MPF scheme by the Group and employees are calculated at rates specified in the rules of the MPF scheme. The assets of the MPF scheme and ORSO scheme are held separately from those of the Group in an independently administered fund.

For subsidiaries outside Hong Kong, contributions to the local pension schemes are made by the Group and relevant employees, which are calculated at rates specified in the rules of the local pension schemes. The assets of the pension scheme are held separately from those of the Group in an independently administered fund.

Forfeited contributions totalling HK$2,337,000 for the year ended 31 March 2019 (2018: HK$2,583,000) arising from employees leaving the ORSO scheme of the Continuing Operations, were utilised to offset contributions during the year.

(a) 退休金－定額供款計劃

直至2000年11月30日為止，本集團根據職業退休計劃條例為香港區僱員提供退休計劃。自2000年12月1日起，本集團設立強制性公積金計劃(「強積金計劃」)，本集團的合資格僱員(包括本公司行政董事)均有權參與。本集團及僱員向強積金計劃作出的供款乃依據強積金計劃規則所規定的水平計算。強積金計劃的資產與本集團的資產分開持有，並由獨立管理基金負責管理。

就香港以外的附屬公司而言，本集團及僱員對當地退休金計劃作出的供款，乃按當地退休金計劃規則所規定的水平計算。退休金計劃之資產與本集團之資產分開持有，並由獨立管理基金負責管理。

截至2019年3月31日止年度內，持續營運業務僱員離職時被沒收之職業退休計劃供款總額港幣2,337,000元(2018年：港幣2,583,000元)，已被動用以抵銷年內供款。

9 EMPLOYEE BENEFIT EXPENSES *(Continued)*

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include two (2018: two) directors whose emoluments are reflected in the analysis shown in note 35.

The emoluments payable to the remaining three (2018: three) highest paid individuals during the year are as follows:

9 僱員福利支出 *(續)*

(b) 五位最高薪酬人士

本年度本集團五名最高薪酬人士包括二名(2018年：二名)董事，其薪酬詳情已於附註35分析中反映。

於年內應付予其餘最高薪酬三名(2018年：三名)人士之酬金如下：

		2019	2018
		HK$'000	HK$'000
		港幣仟元	港幣仟元
Basic salaries, allowance and benefits in kind	基本薪金，津貼及實物利益	**3,950**	3,912
Performance bonus	表現花紅	**5,205**	4,925
Contributions to pension plans	退休金計劃的供款	**181**	171
		9,336	9,008

The emoluments fell within the following bands:

介於下列酬金組別人士如下：

		Number of individuals 人數	
		2019	2018
Emolument bands (in HK dollars)	薪酬組別(港幣)		
HK$2,500,001 to HK$3,000,000	港幣2,500,001元至港幣3,000,000元	**1**	1
HK$3,000,001 to HK$3,500,000	港幣3,000,001元至港幣3,500,000元	**1**	2
HK$3,500,001 to HK$4,000,000	港幣3,500,001元至港幣4,000,000元	**1**	–
		3	3

(c) Senior management emoluments

(c) 高級管理人員酬金

The emoluments fell within the following bands:

介於下列酬金組別人士如下：

		Number of individuals 人數	
		2019	2018
Emolument bands (in HK dollars)	薪酬組別(港幣)		
HK$3,000,001 to HK$3,500,000	港幣3,000,001元至港幣3,500,000元	**–**	1
HK$3,500,001 to HK$4,000,000	港幣3,500,001元至港幣4,000,000元	**1**	–

10 FINANCE COSTS

10 財務成本

		2019 HK$'000 港幣仟元	2018 HK$'000 港幣仟元
Interest on interest bearing bank borrowings and overdrafts	計息銀行貸款及透支利息	**24,913**	23,302
Interest on finance leases	融資租賃利息	**7**	7
		24,920	23,309

11 INCOME TAX EXPENSE

11 所得稅支出

Hong Kong and Thailand profit taxes have been provided at the rate of 16.5% (2018: 16.5%) and 20% (2018: 20%) respectively, on the estimated assessable profits for the year ended 31 March 2019 less tax relief, if any. Taxation on the remaining overseas profits has been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the jurisdictions in which the Group operates.

截至2019年3月31日止年度香港及泰國利得稅乃根據已沖銷可動用稅項損失的估計應課稅溢利分別按稅率16.5%(2018年：16.5%)及20%(2018年：20%)計算。其餘海外利得稅乃根據年內估計應課稅溢利按本集團經營地區的適用稅率計算。

The amount of income tax charged to the consolidated income statement represents:

已計入綜合收益表的所得稅包括：

		2019 HK$'000 港幣仟元	2018 HK$'000 港幣仟元
Current income tax	本期所得稅		
– Hong Kong profits tax	－香港利得稅	**7,500**	6,242
– Overseas profits tax	－海外利得稅	**23,041**	5,532
– Under/(over) provisions in respect of prior years	－過往年度撥備過少／(過多)	**192**	(76)
		30,733	11,698
Deferred income tax	遞延所得稅	**12,792**	18,563
Income tax expense	所得稅支出	**43,525**	30,261
Income tax expense is attributable to:	以下應佔所得稅支出		
– Continuing operations	－持續營運業務	**28,967**	22,454
– Discontinued operations	－終止營運業務	**2,281**	7,807
– Gain on disposal of discontinued operations	－出售終止營運業務的收益	**12,277**	–
		43,525	30,261

11 INCOME TAX EXPENSE*(Continued)*

The taxation on the Group's loss before income tax differs from the theoretical amount that would arise using the applicable tax rates, being the weighted average of tax rates prevailing in the jurisdictions in which the Group operates, as follows:

11 所得稅支出*(續)*

本集團按其除所得稅前虧損而計算的稅項，與按其於各營運地區的適用稅率(加權平均率)而計算的理論稅項有差別，詳情如下：

		2019	2018
		HK$'000	HK$'000
		港幣仟元	港幣仟元
Loss from continuing operations before income tax expense	持續營運業務除所得稅前虧損	**(115,475)**	(123,394)
Profit from discontinued operations before income tax expense	終止營運業務除所得稅前盈利	**124,618**	3,343
		9,143	(120,051)
Theoretical tax at weighted average rate of -18.64% (2018: 25.47%)	按加權平均率-18.64%(2018年：25.47%)而計算的理論稅項	**(1,704)**	(30,578)
Income not subject to tax	無需課稅的收入	**(6,905)**	(5,472)
Expenses not deductible for tax purpose	不可扣稅的開支	**11,207**	18,544
Recognition of temporary differences not previously recognised	確認往年未被確認的暫時性差額	**13,031**	6,152
Utilisation of previously unrecognised tax losses	使用往年未確認的稅項虧損	**(16,124)**	(3,233)
Tax losses not recognised	未確認的稅項虧損	**31,648**	44,852
Adjustment in respect of current tax of prior years	過往年度所得稅調整	**192**	(76)
Others	其他	**65**	252
Tax on capital gain of discontinued operations	終止營運業務之資本收益產生的稅項	**12,277**	–
Tax relief	所得稅減免	**(162)**	(180)
Income tax expense	所得稅支出	**43,525**	30,261

The weighted average applicable tax rate was -18.64% (2018: 25.47%). The decrease is caused by a change in the distribution of profitability of the Group's subsidiaries in the respective countries.

加權平均適用稅率為-18.64%(2018年：25.47%)。減少乃由於本集團於各個國家的附屬公司的溢利分配變動所致。

12 LOSS PER SHARE ATTRIBUTABLE TO THE EQUITY HOLDERS OF THE COMPANY

12 本公司權益持有人應佔每股虧損

Basic

Basic loss per share is calculated by dividing the Group's loss attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

基本

每股基本虧損以年內本公司權益持有人應佔虧損除以已發行普通股加權平均數而計算。

		2019	2018
Loss from continuing operations attributable to equity holders of the Company (HK$'000)	本公司權益持有人應佔持續營運業務的虧損(港幣仟元)	**(144,611)**	(146,113)
Profit/(loss) from discontinued operations attributable to equity holders of the Company (HK$'000)	本公司權益持有人應佔終止營運業務的盈利／(虧損)(港幣仟元)	**110,060**	(4,464)
Loss attributable to equity holders of the Company (HK$'000)	本公司權益持有人應佔虧損(港幣仟元)	**(34,551)**	(150,577)
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均數(以仟股計)	**1,046,474**	1,046,474
Basic loss per share from continuing operations (HK cents)	持續營運業務每股基本虧損(港仙)	**(13.82)**	(13.96)
Basic earnings/(loss) per share from discontinued operations (HK cents)	終止營運業務每股基本盈利／(虧損)(港仙)	**10.52**	(0.43)
Basic loss per share attributable to the equity holders of the Company (HK cents)	本公司權益持有人應佔每股基本虧損(港仙)	**(3.30)**	(14.39)

Diluted

Diluted (loss)/earnings per share amounts for the years ended 31 March 2019 and 2018 are the same as the basic (loss)/earnings per share amounts as there were no potentially dilutive ordinary shares in issues during two years.

攤薄

截至2019年3月31日及2018年3月31日止年度，每股攤薄(虧損)／盈利金額與每股基本(虧損)／盈利金額相同，因為於兩個財政年度並無潛在攤薄普通股。

13 PROPERTY, PLANT AND EQUIPMENT 13 物業、機器及設備

		Leasehold land and buildings 租賃土地及樓宇 HK$'000 港幣仟元	Equipment, leasehold improvements and others 設備、租賃權益改良及其他 HK$'000 港幣仟元	Total 總額 HK$'000 港幣仟元
Year ended 31 March 2018	**截至2018年3月31日止年度**			
Opening net book amount	年初賬面淨額	286,077	117,136	403,213
Additions	添置	–	107,550	107,550
Disposals/write off	出售／撇賬	–	(3,691)	(3,691)
Depreciation	折舊	(7,563)	(78,972)	(86,535)
Impairment loss (note (c))	減值(附註(c))	–	(10,937)	(10,937)
Revaluation upon transfer to investment properties	轉至投資物業重估收益	201,644	–	201,644
Transfer to investment properties (note 14)	轉至投資物業(附註14)	(230,000)	–	(230,000)
Transfer to assets classified as held for sale	轉至分類為持作可供出售資產	(13,055)	(58,461)	(71,516)
Exchange realignment	匯兑差額	4,737	8,307	13,044
Closing net book amount	年終賬面淨額	241,840	80,932	322,772
At 31 March 2018	**於2018年3月31日**			
Cost	成本	361,690	408,104	769,794
Accumulated depreciation and impairment loss	累計折舊及減值	(119,850)	(327,172)	(447,022)
Net book amount	賬面淨額	241,840	80,932	322,772

13 PROPERTY, PLANT AND EQUIPMENT *(Continued)* 13 物業、機器及設備*(續)*

		Leasehold land and buildings 租賃土地及樓宇 HK$'000 港幣仟元	Equipment, leasehold improvements and others 設備、租賃權益改良及其他 HK$'000 港幣仟元	Total 總額 HK$'000 港幣仟元
Year ended 31 March 2019	**截至2019年3月31日止年度**			
Opening net book amount	年初賬面淨額	**241,840**	**80,932**	**322,772**
Additions	添置	**770**	**29,377**	**30,147**
Disposals/write off	出售／撇賬	**–**	**(6,578)**	**(6,578)**
Depreciation	折舊	**(5,193)**	**(37,340)**	**(42,533)**
Impairment loss (note (c))	減值(附註(c))	**–**	**(4,251)**	**(4,251)**
Revaluation upon transfer to investment properties	轉至投資物業重估收益	**225,498**	**–**	**225,498**
Transfer to investment properties (note 14)	轉至投資物業（附註14）	**(356,100)**	**–**	**(356,100)**
Exchange realignment	匯兑差額	**(1,768)**	**(1,776)**	**(3,544)**
Closing net book amount	年終賬面淨額	**105,047**	**60,364**	**165,411**
At 31 March 2019	**於2019年3月31日**			
Cost	成本	**217,104**	**378,641**	**595,745**
Accumulated depreciation and impairment loss	累計折舊及減值	**(112,057)**	**(318,277)**	**(430,334)**
Net book amount	賬面淨額	**105,047**	**60,364**	**165,411**

Notes:

(a) Equipment include the following amounts where the Group is a lessee under a finance lease (refer to note 26 for further details)

附註：

(a) 融資租賃下本集團作為承租人的設備金額如下(詳情載於附註26)：

		2019 **HK$'000** **港幣仟元**	2018 HK$'000 港幣仟元
Cost	成本	**217**	224
Accumulated depreciation	累計折舊	**(166)**	(115)
Net book amount	賬面淨值	**51**	109

13 PROPERTY, PLANT AND EQUIPMENT *(Continued)*

(b) Depreciation expense of HK$27,538,000 (2018: HK$27,956,000) has been charged to selling expenses, HK$14,995,000 (2018: HK$16,496,000) has been charged to general and administrative expenses and Nil (2018: HK$42,083,000) has been charged to loss for the prior year from Discontinued Operations.

(c) The Group regards its individual retail stores as separately identifiable CGUs. It assessed the recoverable amounts of the CGUs with reference to their value-in-use. During the year ended 31 March 2019, an impairment provision of HK$4,251,000 (2018: HK$3,546,000) from continuing operations and Nil from Discontinued Operations (2018: HK$7,391,000) were made as their carrying values are not expected to be fully recoverable. Impairment loss was included in other operating expenses in the consolidated income statement for continuing operations.

(d) Certain of the Group's property, plant and equipment amounting to HK$69,556,000 (2018: HK$222,711,000) have been pledged to secure for the Group's interest-bearing borrowings (note 30).

13 物業、機器及設備 *(續)*

(b) 折舊費用港幣27,538,000元(2018年：港幣27,956,000元)已計入銷售支出、港幣14,995,000元(2018年：港幣16,496,000元)已計入一般及行政支出及港幣0元(2018年：港幣42,083,000元)已計入年內終止營運業務的虧損。

(c) 本集團視其個別零售店舖為獨立可識別現金產生單位。而評估可收回之現金產生單位是經參考若干物業及設備的使用價值，截至2019年3月31日，因預期無法悉數收回其賬面值，故就其作出減值撥備，持續營運業務港幣4,251,000元(2018年：港幣3,546,000元)及終止營運業務港幣0元(2018年：港幣7,391,000元)。持續營運業務的減值虧損計入綜合收益表的其他營運支出。

(d) 本集團的部分物業、機器及設備港幣69,556,000元(2018年：港幣222,711,000元)已抵押給銀行以獲取計息銀行貸款(附註30)。

14 INVESTMENT PROPERTIES

14 投資物業

		2019 **HK$'000** **港幣仟元**	2018 HK$'000 港幣仟元
At beginning of the year	於年初	**230,000**	–
Transfer from property, plant and equipment (Note 13)	自物業、機器及設備轉入(附註13)	**356,100**	230,000
At end of the year	於年終	**586,100**	230,000

During the year, the Group transferred three (2018: one) owner occupied properties to investment properties.

本集團於年內將三個(2018年：一個)自用物業轉至投資物業。

The investment properties were revalued by independent professionally qualified valuer as at the date of transfer when they were transferred from property, plant and equipment, and as at balance sheet dates.

該投資物業於自物業、機器及設備轉入時及於資產負債表日由獨立專業合資格估值師重新估值。

14 INVESTMENT PROPERTIES *(Continued)* 14 投資物業*(續)*

(i) Amount recognised in income statement for investment properties (i) 投資物業於損益表中確認的金額

		2019 HK$'000 港幣仟元	2018 HK$'000 港幣仟元
Rental income	租金收入	**7,359**	2,032
Direct operating expenses from properties which generated rental income	產生租金收入的物業之直接營運支出	**(335)**	(443)
		7,024	1,589

(ii) Leasing arrangements (ii) 租賃安排

Commitments for minimum lease payments receivable on leases of the investment properties are set out in note 31(b).

投資物業應收最低租賃款項載於附註31(b)。

(iii) Pledge (iii) 抵押

The Group's investment properties have been pledged to secure for the Group's interest-bearing bank borrowings (note 30).

本集團的投資物業已抵押給銀行以獲取計息銀行貸款(附註30)。

15 PREPAID LEASE PREMIUM 15 預付租賃地價

		2019 HK$'000 港幣仟元	2018 HK$'000 港幣仟元
At beginning of the year	於年初	**14,266**	31,282
Additions	添置	**–**	1,015
Amortisation	攤銷	**(2,796)**	(5,907)
Transfer to assets classified as held for sale	轉至分類為持作可供出售資產	**–**	(14,343)
Exchange realignment	匯兑差額	**(335)**	3,278
Disposal	出售	**–**	(1,059)
At end of the year	於年終	**11,135**	14,266

Amortisation for prepaid lease premium for premises was included in selling expenses in the consolidated income statement.

物業預付租賃地價的攤銷於綜合收益表內計入銷售支出中。

16 INTANGIBLE ASSETS 16 無形資產

		Goodwill 商譽	Trademarks 商標	Technical know-how 專業技術	Total 總額
		HK$'000 港幣仟元	HK$'000 港幣仟元	HK$'000 港幣仟元	HK$'000 港幣仟元
Year ended 31 March 2018	**截至2018年3月31日止年度**				
Opening net book amount	年初賬面淨值	9,891	53,786	36,022	99,699
Amortisation (Note 8)	攤銷(附註8)	–	–	(2,376)	(2,376)
Impairment loss (Note 8)	減值(附註8)	–	–	(30,273)	(30,273)
Exchange differences	匯兑差額	882	892	612	2,386
Closing net book amount	年終賬面淨額	10,773	54,678	3,985	69,436
At 31 March 2018	**於2018年3月31日**				
Cost	成本	10,773	84,584	75,195	170,552
Accumulated amortisation and impairment loss	累計攤銷及減值	–	(29,906)	(71,210)	(101,116)
Net book amount	賬面淨額	10,773	54,678	3,985	69,436
Year ended 31 March 2019	**截至2019年3月31日止年度**				
Opening net book amount	年初賬面淨值	**10,773**	**54,678**	**3,985**	**69,436**
Amortisation (Note 8)	攤銷(附註8)	**–**	**–**	**(2,322)**	**(2,322)**
Exchange differences	匯兑差額	**(445)**	**(644)**	**(392)**	**(1,481)**
Closing net book amount	年終賬面淨額	**10,328**	**54,034**	**1,271**	**65,633**
At 31 March 2019	**於2019年3月31日**				
Cost	成本	**10,328**	**83,940**	**74,420**	**168,688**
Accumulated amortisation and impairment loss	累計攤銷及減值	**–**	**(29,906)**	**(73,149)**	**(103,055)**
Net book amount	賬面淨額	**10,328**	**54,034**	**1,271**	**65,633**

16 INTANGIBLE ASSETS *(Continued)*

Impairment test for technical know-how

In order to secure the supply of mechanical movements in the future, the Group acquired CATENA SA, a Swiss watch movement manufacturer, and recognised an identified technical know-how of HK$70,816,000 in 2015. In light of the overall downward trend in market prices of the Swiss-made mechanical watch movements, management has performed an impairment assessment for the technical know-how as at 31 March 2019 and 2018, taking into account the current market condition and production plan of CATENA SA.

For the purpose of the impairment test, management prepared its cash flow projections to determine the recoverable amount.

The recoverable amount of the technical know-how is determined at the higher of value-in-use and fair value less costs of disposal. Management engaged an independent external valuer in determining the recoverable amount of the technical know-how using the value-in-use calculations based on discount cash flow approach and various key assumptions and estimate including:

1. Growth rate used to extrapolate cash flows beyond the seven-year budget period of 1% (2018: 1%).

2. Growth rate used within the seven-year budget period of 8.6% (2018: 8.6%).

3. Pre-tax discount rate applied to cash flow projections of 13.7% (2018: 13.7%). The discount rate used reflects specific risk related to the Group's watch movement manufacturing business.

Based on the result of the impairment assessment, the Group has not made any impairment loss (2018: HK$30,273,000) for the year ended 31 March 2019.

Should there be any 2% decrease in growth rate and within the seven-year budget period, it would cause the carrying value of the technical know-how of HK$3,985,000 to be fully impaired for the year ended 31 March 2018.

16 無形資產 *(續)*

專業技術的減值測試

為確保日後的鐘錶零件供應，本集團於2015年收購瑞士鐘錶生產商CATENA SA，並確認可識別專業技術為港幣70,816,000元。鑑於總體瑞士製造的手錶機芯的市場價格下滑趨勢，管理層已於2019年3月31日及2018年3月31日就專業技術進行減值評估，並已計及現行市況及CATENA SA的生產計劃。

就減值評估目的而言，管理層編制現金流量預測以確定可收回金額。

專業技術的可收回金額乃根據使用價值及公平價值減去出售成本兩者中的較高者計算釐定。管理層委聘獨立外部估值師根據折現現金流量及各種關鍵假設及估計，釐定專業技術使用價值計算的可收回金額，包括：

1. 用作推斷超過七年預算期的現金流增長率為1%(2018年：1%)。

2. 用於七年預算期內使用價值之計算增長率為8.6%(2018年：8.6%)。

3. 應用於現金流預測的除稅前折讓率為13.7%(2018年：13.7%)。所用折讓率反映有關本集團鐘錶零件生產業務的特定風險。

根據減值測試的結果，本集團於截至2019年3月31日止年度並無作出任何減值撥備(2018年：港幣30,273,000元)。

截至2018年3月31日止年度若用於七年預算期內使用價值之計算增長率下降2%，將導致賬面值港幣3,985,000元的專業技術全部減值。

16 INTANGIBLE ASSETS *(Continued)*

Impairment test for trademarks

Management tests annually whether the trademarks suffered any impairment by considering the economic benefit generated from the trademarks. The recoverable amount is determined based on a value-in-use calculation. This calculation uses pre-tax cash flow projections based on financial budgets performed by management covering a five-year period. Management determined the financial budget based on past performance and its expectations for the market development.

The key assumptions used for value-in-use calculation are as follows:

1. Growth rate used to extrapolate cash flows beyond the five-year budget period of 0% (2018: 1%).

2. Growth rate used within the five-year budget period of 0% (2018: 2% to 4%)which was considered reasonable with reference to subsequent sales growth rate.

3. Pre-tax discount rate applied to cash flow projections of 10% (2018: 14%). The discount rate used reflects specific risks related to the Group.

Management believes that any reasonably foreseeable change in any of the above key assumptions would not cause the carrying amount of trademarks to exceed the recoverable amount significantly.

No impairment provision on trademarks was made during the year ended 31 March 2019 (2018: nil).

16 無形資產 *(續)*

商標減值測試

管理層考慮到商標產生的經濟利益，每年測試商標是否受到任何減值。可回收金額根據使用價值之計算而釐定。該等計算採用根據管理層就涵蓋五年期間之財政預算作出之税前現金流量預測。本集團管理層根據過往表現及其對市場發展之預期而釐定財政預算。

用於使用價值之計算的主要假設包括：

1. 用作推斷超過五年預算期的現金流增長率為0%(2018年：1%)。

2. 根據後續銷售增長率的合理考慮，用作推斷五年預算期內的增長率為0%(2018年：介於2%至4%)。

3. 用於現金流預測的除税前貼現率為10%(2018年：14%)。該貼現率反映了與本集團有關的特定風險。

管理層認為，上述任何主要假設的任何合理可預見變動，將不會導致商標的賬面值大幅超過可收回金額。

截至2019年3月31日止年度，並無就商標作出減值撥備(2018年：無)。

16 INTANGIBLE ASSETS *(Continued)*

Impairment test for goodwill

Goodwill is allocated to the Group's CGUs identified according to business segment. The goodwill is attributable to the watch wholesale trading operations.

The recoverable amount of a CGU is determined based on value-in-use calculation. This calculation uses pre-tax cash flow projections based on financial budgets performed by management covering a five-year period. Management determined the financial budgets based on past performance and its expectations for the market development. Cash flows beyond the five year period are extrapolated using the estimated growth rate stated below.

The key assumptions used for value-in-use calculation are as follows:

1. Growth rate used to extrapolate cash flows beyond the five-year budget period of 0% (2018: 0%).

2. Growth rate used within the five-year budget period of 0% (2018: 0%) which does not exceed historical growth rate.

3. Pre-tax discount rate applied to cash flow projections of 10% (2018: 14%). The discount rate used reflects specific risks related to the Group.

Management believes that any reasonably foreseeable change in any of the above key assumptions would not cause the carrying amount of goodwill to exceed the recoverable amount significantly.

During the year ended 31 March 2019, there was no impairment on the CGUs containing goodwill (2018: nil).

16 無形資產 *(續)*

商譽減值測試

商譽根據業務分部分配至本集團可識辨的現金產生單位。商譽來自鐘錶批發貿易業務。

現金產生單位的可收回金額根據使用價值計算。計算方式利用稅前現金流量預測，依據管理層批核的五年期財政預算。管理層依據過往表現及其對市場發展的預期制定財政預算。超越該五年期的現金流量採用以下所述的估計增長率作出推算。

計算使用價值的主要假設如下：

1. 用以推算超過五年預算期的現金流量所使用的增長率為0%(2018年：0%)。

2. 用作推斷五年預算期內的增長率為0%(2018年：0%)，並不超出過往的增長率。

3. 用於現金流量預測的稅前貼現率為10%(2018年：14%)。該貼現率反映了與本集團有關的特定風險。

管理層認為，上述任何主要假設的任何合理可預見變動，將不會導致商譽的賬面值大幅超過可收回金額。

截至2019年3月31日止年度內，現金產生單位所含具無限使用壽命的商譽並無減值(2018年：無)。

17 EQUITY INVESTMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME/AVAILABLE-FOR-SALE FINANCIAL ASSETS

17 按公平值透過其他全面收益列賬的股份投資／可供出售的財務資產

		2019 HK$'000 港幣仟元	2018 HK$'000 港幣仟元
Equity investments at fair value through other comprehensive income	**按公平值透過其他全面收益列賬的股份投資**		
Unlisted equity investments, at fair value	非上市公司(公平值)	**14,970**	–
		14,970	–
Available-for-sale financial assets	**可供出售的財務資產**		
Unlisted equity investments, at fair value	非上市公司(公平值)	**–**	12,374
		–	12,374

As at 1 April 2019, the above equity investments were irrevocably designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature.

截至2019年4月1日，上述股份投資已不可撤回地指定為按公平值透過其他全面收益列賬，乃由於本集團認為該等投資屬策略性質。

During the year ended 31 March 2019, the fair value gain in respect of the Group's equity investments at fair value through other comprehensive income recognised in other comprehensive income amounted to HK$2,596,000.

截至2019年3月31日止年度，於其他全面收益確認的本集團按公平值透過其他全面收益列賬的股份投資收益為港幣2,596,000元。

During the year ended 31 March 2018, fair value gain in respect of the Group's available-for-sale financial assets recognised in other comprehensive income amounted to HK$1,141,000.

截至2018年3月31日止年度，於其他全面收益確認的本集團可供出售的財務資產收益為港幣1,141,000元。

18 FINANCIAL INSTRUMENTS BY CATEGORY

18 金融工具分類

		Financial assets at amortised costs 按攤銷成本計量的財務資產 HK$'000 港幣仟元	Loans and receivables 貸款及應收賬款 HK$'000 港幣仟元	Available-for-sale financial assets 可供出售的財務資產 HK$'000 港幣仟元	Equity investments at fair value through other comprehensive income 按公平值透過其他全面收益列帳的股份投資 HK$'000 港幣仟元	Total 總額 HK$'000 港幣仟元
Assets as per consolidated balance sheet	**綜合資產負債表內資產**					
At 31 March 2019	**於2019年3月31日**					
Equity investments at fair value through other comprehensive income	按公平值透過其他全面收益列賬的股份投資	**–**	**–**	**–**	**14,970**	**14,970**
Trade and other receivables and deposits	貿易、其他應收賬款及按金	**218,806**	**–**	**–**	**–**	**218,806**
Cash and cash equivalents and pledge bank deposit	現金及現金等值物及抵押銀行存款	**291,518**	**–**	**–**	**–**	**291,518**
Total	總計	**510,324**	**–**	**–**	**14,970**	**525,294**
At 31 March 2018	**於2018年3月31日**					
Available-for-sale financial assets	可供出售的財務資產	–	–	12,374	–	12,374
Trade and other receivables and deposits	貿易、其他應收賬款及按金	–	387,545	–	–	387,545
Cash and cash equivalents	現金及現金等值物	–	246,278	–	–	246,278
Total	總計	–	633,823	12,374	–	646,197

18 FINANCIAL INSTRUMENTS BY CATEGORY *(Continued)* 18 金融工具分類*(續)*

		Financial liabilities at amortised cost 以攤銷成本計量的財務負債 HK$'000 港幣仟元
Liabilities as per consolidated balance sheet	**綜合資產負債表內負債**	
At 31 March 2019	**於2019年3月31日**	
Interest-bearing bank and other borrowings	計息銀行及其他貸款	**688,301**
Trade and other payables	貿易及其他應付賬款	**227,106**
Total	總計	**915,407**
At 31 March 2018	**於2018年3月31日**	
Interest-bearing bank and other borrowings	計息銀行及其他貸款	934,409
Trade and other payables	貿易及其他應付賬款	342,650
Total	總計	1,277,059

19 INVENTORIES 19 存貨

		2019 HK$'000 港幣仟元	2018 HK$'000 港幣仟元
Raw materials	原材料	**130,073**	141,611
Work-in-progress	在製品	**5,561**	14,237
Finished goods	製成品	**630,103**	723,152
		765,737	879,000
Less: Provision for inventories	減：存貨撥備	**(205,908)**	(208,137)
		559,829	670,863

The cost of inventories sold recognised as expense and included in cost of sales for continuing operations amounted to HK$718,595,000 during the year ended 31 March 2019 (2018: HK$740,468,000).

於截至2019年3月31日止年度已確認為開支並計入持續營運業務的銷售成本內的存貨成本為港幣718,595,000元(2018年：港幣740,468,000元)。

20 TRADE AND OTHER RECEIVABLES

20 貿易及其他應收賬款

		2019 HK$'000 港幣仟元	2018 HK$'000 港幣仟元
Trade receivables, gross	應收貿易賬款，總額	**86,036**	246,450
Less: loss allowance for impairment of trade receivables (Note (b))	減：應收貿易賬款的減值撥備（附註(b)）	**(494)**	(933)
Trade receivables, net (Note (a))	應收貿易賬款，淨額(附註(a))	**85,542**	245,517
Deposits	按金	**95,148**	109,015
Other receivables	其他應收賬款	**38,116**	33,013
Prepayment	預付款項	**18,762**	21,078
		237,568	408,623
Less: non-current portion	減：非流動部份	**(55,080)**	(56,921)
Current portion	流動部份	**182,488**	351,702

At 31 March 2019 and 2018, the ageing analysis of the trade receivables based on invoice date is as follows:

於2019年3月31日及2018年3月31日，按發票日期分析的應收貿易賬款賬齡如下：

		2019 HK$'000 港幣仟元	2018 HK$'000 港幣仟元
0-60 days	0-60天	**35,027**	53,825
Over 60 days	60天以上	**51,009**	192,625
		86,036	246,450

Notes:

(a) The Group engages designated import and export agents for the importation of products from the subsidiaries in Hong Kong to the subsidiaries in the Mainland China. The balances due from and due to the import and export agents are settled on a back-to-back basis, and such balances are repayable on demand. The Group's trade receivables and trade payables include balances due from and due to the import and export agents of HK$33,096,000 as at 31 March 2019 (2018: HK$174,961,000).

Other than the balances due from the import and export agents, the Group allows an average credit period of 60 days from the invoice date to its trade receivables.

附註：

(a) 本集團透過指定的進出口代理，將香港附屬公司的產品運往內地的附屬公司。應收及應付進出口代理的結餘乃按同等的對應金額結算及該等結餘按要求結算。截至2019年3月31日，本集團應收賬款及應付賬款包括應收及應付進出口代理的結餘為港幣33,096,000元(2018年：港幣174,961,000元)。

除應收及應付進出口代理的結餘外，本集團給予其應收貿易賬款由發票日起計平均60天的信貸期。

20 TRADE AND OTHER RECEIVABLES *(Continued)*

Notes: *(Continued)*

(a) *(Continued)*

Balances that are neither past due nor impaired relate to a number of independent customers whom there was no relevant history of default.

As at 31 March 2018, included in the Group's trade receivables were debtors with a carrying amount of HK$20,898,000 which were past due but not impaired. The ageing analysis of these trade receivables based on due dates is as follows:

		2018 HK$'000 港幣仟元
Overdue:	逾期：	
Within 1 year	1年內	20,091
1-2 years	1-2年	642
2-3 years	2-3年	165
		20,898

Trade receivables as at 31 March 2018 that were past due but not impaired related to a number of independent customers for whom there was no recent history of default. Based on past experience, management believed that no impairment allowance was necessary in respect of these balances as there had not been a significant change in credit quality and the balances were still considered fully receivable. The Group did not hold any collateral over these balances.

(b) As at 31 March 2019, trade receivables with carrying amount of HK$494,000 (2018: HK$933,000) was past due and impaired. Movements on the loss allowance for impairment of trade receivables are as follows:

		2019 **HK$'000** **港幣仟元**	2018 HK$'000 港幣仟元
At 1 April	於4月1日	**933**	1,253
Reversal of impairment lossess	壞賬減值撥回	**(386)**	(209)
Transferred to assets classified as held for sale	轉至分類為持作可供出售的資產	**–**	(226)
Exchange realignment	匯兑差額	**(53)**	115
At 31 March	於3月31日	**494**	933

20 貿易及其他應收賬款 *(續)*

附註：*(續)*

(a) *(續)*

並無逾期或減值的結餘乃關於多名並無相關違約記錄之獨立客戶。

於2018年3月31日，本集團的應收貿易賬款包括賬面值為港幣20,898,000元的應收款項，有關款項已逾期但尚未減值。該等應收貿易賬款按到期日之賬齡分析如下：

截至2018年3月31日已逾期但未減值的應收貿易賬款與多名獨立客戶有關，彼等近期並無拖欠還款記錄。根據過往經驗，鑒於有關應收賬項的信貸質素並沒有重大改變，欠款仍視為可以全數收回，因此管理層相信無需作出減值撥備。本集團並無就該等欠款持有任何抵押。

(b) 於2019年3月31日，賬面值為港幣494,000元(2018年：港幣933,000元)的應收貿易賬款已逾期並作出減值撥備。應收貿易賬款的減值撥備變動如下：

20 TRADE AND OTHER RECEIVABLES *(Continued)*

Notes: *(Continued)*

(b) *(Continued)*

Impairment under HKFRS 9 for the year ended 31 March 2019

An impairment analysis is performed at 31 March 2019 using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, and customer type). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off when the counter party is in severe financial difficulty and there is no realistic prospect of recovering e.g under liquidation or entered into bankruptcy.

Impairment under HKAS 39 for the year ended 31 March 2018

Included in the above provision for impairment of trade receivables, which was measured based on incurred credit losses under HKAS 39, as at 31 March 2018 was a provision for individually impaired trade receivables of HK$933,000 with a carrying amount before provision of HK$246,450,000.

The individually impaired trade receivables as at 31 March 2018 related to customers that were in financial difficulties or were in default in interest and/or principal payments and only a portion of the receivables is expected to be recovered.

20 貿易及其他應收賬款*(續)*

附註：*(續)*

(b) *(續)*

截至2019年3月31日止年度根據香港財務報告準則第9號之減值

本集團於2019年3月31日使用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃基於具有類似損失情況(例如按地區以及客戶類型及評級)之各個客戶分類組別之逾期天數釐定。相關計算反映可能性加權結果、貨幣之時間價值以及於報告日期可獲得有關過往事件之合理及可支持資料、當前狀況以及未來經濟狀況預測。一般而言，當交易對手處於嚴重的財務困境時且應收賬款顯示不能被收回時(交易對手進入清盤或破產時)，該應收賬款會予以撇銷。

截至2018年3月31日止年度根據香港財務報告準則第39號之減值

上述應收貿易賬款減值撥備乃基於香港會計準則第39號項下已產生的信貸虧損而計量。於2018年3月31日，個別應收貿易賬款減值撥備港幣933,000元，於撥備前，其賬面值為港幣246,450,000元。

於2018年3月31日，個別已減值的應收貿易賬款乃基於有關客戶具有財務困難或不履約紀錄的情況下，本集團預計只收回部分應收賬款而作出減值撥備。

20 TRADE AND OTHER RECEIVABLES *(Continued)*

Notes: *(Continued)*

(b) *(Continued)*

The creation and release of loss allowance for impaired receivables have been included in other operating expenses in the consolidated income statement. Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash.

(c) Trade and other receivables included amount due from related companies of HK$8,451,000 (2018: HK$5,479,000). Details of amounts due from related companies are disclosed in note 32.

(d) An analysis of trade and other receivables and deposits and prepayments by currency is as follows:

		2019 HK$'000 港幣仟元	2018 HK$'000 港幣仟元
Hong Kong dollars	港幣	**89,738**	271,868
Renminbi	人民幣	**52,930**	48,781
Singapore dollars	新加坡元	**24,170**	23,104
Malaysian ringgit	馬來西亞令吉	**28,910**	37,604
Thai bahts	泰銖	**10,391**	4,741
Swiss francs	瑞士法郎	**8,735**	4,434
Others	其他	**22,694**	18,091
		237,568	408,623

(e) Since 1 April 2018, the Group has applied the general approach to provide for expected credit losses for financial assets included in deposits and other receivables under HKFRS9. The Group considers the historical loss rate and adjusts for forward looking macroeconomic data in calculating the expected credit loss rate. As at 31 March 2019, the Group estimated the expected loss rate for financial assets included in deposits and other receivables is insignificant.

20 貿易及其他應收賬款 *(續)*

附註：*(續)*

(b) *(續)*

新增及撥回之應收款項的減值撥備已計入綜合收益表的「其他營運支出」內。計入撥備賬的金額一般於預期不可再收回額外現金時撇銷。

(c) 貿易及其他應收賬款包括應收關聯公司的款項港幣8,451,000元(2018年：港幣5,479,000元)。應收關聯公司款項詳情於附註32披露。

(d) 貿易及其他應收賬款、按金及預付款項按貨幣分析如下：

(e) 自2018年4月1日，本集團已應用一般方法香港財務報告準則第9號項下就包括按金及其他應收賬款的財務資產計提預期信貸虧損。本集團於計算預期信貸損率時計及歷史虧損率，並就前瞻性宏觀經濟數據作出調整。於2019年3月31日，本集團估計按金及其他應收賬項所包括的金融資產的預期虧損率並不重大。

21 CASH AND CASH EQUIVALENTS AND PLEDGED BANK DEPOSIT

21 現金及現金等值物及抵押銀行存款

		2019 HK$'000 港幣仟元	2018 HK$'000 港幣仟元
Cash at banks	銀行現金	**207,093**	238,440
Cash on hand	手頭現金	**7,218**	7,838
Time deposit	定期存款	**20,558**	–
Total cash and cash equivalents	現金及現金等值物總額	**234,869**	246,278
Pledged bank deposit	抵押銀行存款	**56,649**	–
Total cash at banks and on hand	銀行及手頭現金總額	**291,518**	246,278

21 CASH AND CASH EQUIVALENTS AND PLEDGED BANK DEPOSIT *(Continued)*

21 現金及現金等值物及抵押銀行存款*(續)*

An analysis of cash and cash equivalents and pledged bank deposits by currency is as follows:

現金及現金等值物及抵押銀行存款按貨幣分析如下：

		2019	2018
		HK$'000	HK$'000
		港幣仟元	港幣仟元
Hong Kong dollars	港幣	**103,245**	30,957
Renminbi	人民幣	**18,318**	30,318
Singapore dollars	新加坡元	**47,377**	51,354
Malaysian ringgit	馬來西亞令吉	**43,532**	46,995
Thai bahts	泰銖	**68,564**	75,564
Swiss francs	瑞士法郎	**1,073**	5,669
Others	其他	**9,409**	5,421
		291,518	246,278

The above balances mainly represent cash at banks. Bank balances are deposited in banks with sound credit ratings to mitigate the credit risk.

上述餘額主要為銀行現金。銀行存款餘額為存放於信用評級良好的銀行存款，以減低信貸風險。

Deposits of HK$56,649,000 were pledged to secure the bank borrowings in note 26.

銀行存款港幣56,649,000元已抵押給銀行以獲取附註26內的銀行貸款。

The conversion of Renminbi into foreign currencies and remittance of Renminbi out of the PRC is subject to the rules and regulations of exchange controls promulgated by the PRC government.

將人民幣兑換為外幣及將人民幣匯出中國須受中國政府頒佈的外匯管控規則及條例規限。

22 SHARE CAPITAL

22 股本

		Number of shares of HK$0.1 each 每股面值港幣 0.1元的股份數目	HK$'000 港幣仟元
Authorised:	法定股本：		
At 1 April 2018 and 31 March 2019	於2018年4月1日及2019年3月31日	**1,600,000,000**	160,000
Issued and fully paid:	已發行及繳足股本：		
At 1 April 2017, 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	**1,046,474,025**	104,647

23 RESERVES 23 儲備

		Share premium 股份溢價 HK$'000 港幣仟元	Revaluation reserve 重估儲備 HK$'000 港幣仟元	Exchange reserve 匯兑儲備 HK$'000 港幣仟元	Property, plant and equipment revaluation reserve 物業、機器及設備重估儲備 HK$'000 港幣仟元	Retained earnings 保留盈利 HK$'000 港幣仟元	Total 總額 HK$'000 港幣仟元
At 1 April 2017	於2017年4月1日	1,977	8,982	(96,543)	–	900,016	814,432
Loss for the year	年內虧損	–	–	–	–	(150,577)	(150,577)
Other comprehensive income for the year	年內其他全面收益						
Change in fair value of available-for-sale financial assets (note 17)	可供出售的財務資產公平值變動（附註17）	–	1,141	–	–	–	1,141
Exchange differences of translation of discontinued operations	終止營運業務產生的匯兑差額	–	–	17,196	–	–	17,196
Revaluation gain on transfer of property, plant and equipment to investment properties (note 13)	將物業、機器及設備轉至投資物業的重估收益（附註13）	–	–	–	201,644	–	201,644
Exchange differences related to foreign operations	海外業務的匯兑差額	–	–	32,107	–	–	32,107
Total comprehensive income for the year	年內其他全面收益總額	–	1,141	49,303	201,644	(150,577)	101,511
At 31 March 2018	於2018年3月31日	1,977	10,123	(47,240)	201,644	749,439	915,943
At 1 April 2018	於2018年4月1日	**1,977**	**10,123**	**(47,240)**	**201,644**	**749,439**	**915,943**
Loss for the year	年內虧損	**–**	**–**	**–**	**–**	**(34,551)**	**(34,551)**
Other comprehensive income for the year	年內其他全面收益						
Change in fair value of equity investments at fair value through other comprehensive income (note 17)	按公平值透過其他全面收益列賬的股份投資的公平值變動（附註17）	**–**	**2,596**	**–**	**–**	**–**	**2,596**
Release of exchange reserve upon disposal of discontinued operations	出售終止營運業務後的匯兑儲備轉出	**–**	**–**	**(14,978)**	**–**	**–**	**(14,978)**
Revaluation gain on transfer of property, plant and equipment, to investment properties, net of tax (notes 13 and 27)	將物業、機器及設備轉至投資物業的除稅後重估收益（附註13及27）	**–**	**–**	**–**	**202,040**	**–**	**202,040**
Exchange differences related to foreign operations	海外業務的匯兑差額	**–**	**–**	**8,104**	**–**	**–**	**8,104**
Total comprehensive income for the year	年內其他全面收益總額	**–**	**2,596**	**(6,874)**	**202,040**	**(34,551)**	**163,211**
Dividend paid (note 24)	支付股息（附註24）	**–**	**–**	**–**	**–**	**(198,830)**	**(198,830)**
At 31 March 2019	於2019年3月31日	**1,977**	**12,719**	**(54,114)**	**403,684**	**516,058**	**880,324**

24 DIVIDEND

24 股息

		2019 HK$'000 港幣仟元	2018 HK$'000 港幣仟元
Special, paid of HK$0.19 (2018: nil) per ordinary share	已派發每股普通股HK$0.19元的特別股息(2018年：無)	**198,830**	–

The directors did not recommend any interim or final dividends in respect of the years ended 31 March 2019 and 2018.

董事會不建議宣派截至2019年3月31日及2018年3月31日止年度的中期或末期股息。

A conditional special distribution in cash of HK$0.19 dollar per share was proposed by the Board on 23 January 2018 relating to the disposal of the Disposal group and was approved by the shareholders in the special general meeting on 19 April 2018. The special distribution, amounting to HK$198,830,000, had been paid on 14 June 2018.

董事會於2018年1月23日就出售眼鏡業務建議作出有條件特別分派每股股份現金19港仙，並已於2018年4月19日的股東特別大會上獲股東批准。建議特別分派總額為港幣198,830,000元在2018年6月14日已派付。

25 TRADE AND OTHER PAYABLES

25 貿易及其他應付賬款

		2019 HK$'000 港幣仟元	2018 HK$'000 港幣仟元
Trade payables	應付貿易賬款	**87,451**	221,776
Receipt in advance	預收款項	**–**	2,887
Contract liabilities	合約負債	**1,058**	–
Other payables	其他應付賬款	**20,838**	9,131
Accruals	應計費用	**118,971**	122,550
Provision for onerous contracts	有法律義務合約撥備款項	**9,154**	13,309
Total trade and other payables	貿易及其他應付賬款總額	**237,472**	369,653

Trade payables are unsecured and usually paid within 30 days of recognition.

應付貿易賬款為無抵押，通常於確認後30日內支付。

Details of contract liabilities as at 31 March 2019 and 1 April 2018 are as follows:

於2019年3月31日及2018年4月1日之合約負債詳情如下：

		31 March 2019 於2019年 3月31日 HK$'000 港幣仟元	1 April 2018 於2018年 4月1日 HK$'000 港幣仟元
Short-term advances received from customers for sale of goods	產生自銷售貨品客戶的短期預收款項	**1,058**	2,887
Total contract liabilities	合約負債總額	**1,058**	2,887

Contract liabilities include short-term advances received to deliver watch products. The decrease in balance of contract liabilities is due to a change in the time frame for a performance obligation to be satisfied.

合約負債包括就交付鐘錶產品收取的短期預收款項。合約負債餘額減少仍由於履行合約的時間變化所致。

The carrying amounts of trade and other payables are considered to be the same as their fair values, due to their short-term nature.

由於其短期性質，應付貿易賬款及其他應付賬款的賬面值與其公平值相同。

25 TRADE AND OTHER PAYABLES *(Continued)*

At 31 March 2019 and 2018, the ageing analysis of the trade payables based on invoice date is as follows:

25 貿易及其他應付賬款*(續)*

於2019年3月31日及2018年3月31日，按發票日期分析的應付貿易賬款賬齡如下：

		2019 **HK$'000** **港幣仟元**	2018 HK$'000 港幣仟元
0-60 days	0-60天	**45,722**	44,007
Over 60 days	60天以上	**41,729**	177,769
		87,451	221,776

Notes:

(a) Trade and other payables include amounts due to related companies of HK$1,943,000 (2018: HK$2,968,000). Details of amounts due to related companies are disclosed in note 32.

(b) An analysis of trade and other payables by currency is as follows:

附註：

(a) 貿易及其他應付賬款包括應付關聯公司款項港幣1,943,000元(2018年：港幣2,968,000元)。應付關聯公司款項詳情於附註32披露。

(b) 貿易及其他應付賬款按貨幣分析如下：

		2019 **HK$'000** **港幣仟元**	2018 HK$'000 港幣仟元
Hong Kong dollars	港幣	**128,819**	271,448
Renminbi	人民幣	**21,316**	22,010
Singapore dollars	新加坡元	**9,331**	8,280
Malaysian ringgit	馬來西亞令吉	**15,558**	19,752
Thai bahts	泰銖	**21,149**	23,150
Swiss francs	瑞士法郎	**9,040**	8,712
United states dollars	美元	**25,463**	12,111
Others	其他	**6,796**	4,190
		237,472	369,653

26 INTEREST-BEARING BANK AND OTHER BORROWINGS 26 計息銀行及其他貸款

		2019 HK$'000 港幣仟元	2018 HK$'000 港幣仟元
Bank overdrafts	銀行透支	–	6,365
Bank borrowings, secured (Note (a))	銀行貸款，抵押(附註(a))	**688,250**	927,935
Obligations under finance leases (Note (b))	融資租賃承擔(附註(b))	**51**	109
		688,301	934,409
Current portion	流動部份	**(688,301)**	(918,926)
Non-current portion	非流動部份	–	15,483

(a) Bank borrowings, secured (a) 銀行貸款，抵押

The Group's bank borrowings are repayable as follows:

本集團銀行貸款的須償還情況如下：

		2019 HK$'000 港幣仟元	2018 HK$'000 港幣仟元
Repayable on demand and within 1 year	應要求償還及一年之內	**688,250**	912,504
Between 1 and 2 years	1至2年	–	1,485
Between 2 and 5 years	2至5年	–	4,855
Over 5 years	5年以上	–	9,091
		688,250	927,935

The carrying amounts of assets pledged as security for these borrowings are disclosed in Note 30.

已抵押給銀行以獲取銀行信貸的資產賬面值於附註30披露。

An analysis of the carrying amounts of the Group's bank borrowings by currency is as follows:

本集團銀行貸款賬面值按貨幣分析如下：

		2019 HK$'000 港幣仟元	2018 HK$'000 港幣仟元
Hong Kong dollars	港幣	**688,250**	911,082
Malaysian ringgit	馬來西亞令吉	–	16,853
		688,250	927,935

26 INTEREST-BEARING BANK AND OTHER BORROWINGS *(Continued)*

(a) Bank borrowings, secured *(Continued)*

The bank borrowings bear interests at 1.5% to 3% plus HIBOR. As at 31 March 2019, weighted average effective interest rate per annum for bank borrowings was 2.9% (2018: 2.42%).

As at 31 March 2019 and 31 March 2018, the carrying amounts of current bank borrowings approximate their fair values.

(b) Obligations under finance leases

The obligations under finance leases are payable as follows:

		2019	2018
		HK$'000	HK$'000
		港幣仟元	港幣仟元
Within 1 year	1年之內	**57**	65
Between 1 and 2 years	1至2年	**–**	59
		57	124
Future finance charges on finance leases	融資租賃的未來財務支出	**(6)**	(15)
Present value of finance lease liabilities	融資租賃負債的現值	**51**	109

The present value of finance lease liabilities is analysed as follows:

		2019	2018
		HK$'000	HK$'000
		港幣仟元	港幣仟元
Within 1 year	1年之內	**51**	57
Between 1 and 2 years	1至2年	**–**	52
		51	109

The carrying amount of obligations under finance leases is denominated in Singapore dollars.

26 計息銀行及其他貸款*(續)*

(a) 銀行貸款，抵押*(續)*

銀行貸款利率介於1.5厘至3厘加銀行同業拆息。於2019年3月31日，銀行貸款的加權平均實際年利率為2.9厘(2018年：2.42厘)。

於2019年3月31日及2018年3月31日，銀行貸款的賬面值與公平值相若。

(b) 融資租賃承擔

融資租賃承擔的須償還情況如下：

融資租賃負債的現值分析如下：

融資租賃承擔的賬面淨值以新加坡元計價。

27 DEFERRED INCOME TAX

The analysis of deferred tax assets and deferred tax liabilities is as follows:

27 遞延所得稅

遞延稅項資產及遞延稅項負債分析如下：

		2019	2018
		HK$'000	HK$'000
		港幣仟元	港幣仟元
Deferred tax assets	遞延稅項資產	**49,553**	62,471
Deferred tax liabilities	遞延稅項負債	**(31,004)**	(7,064)
Net deferred tax assets	遞延稅項資產淨額	**18,549**	55,407

The gross movement on the deferred tax accounts is as follows:

遞延稅項賬目的變動如下：

		2019	2018
		HK$'000	HK$'000
		港幣仟元	港幣仟元
At beginning of the year	於年初	**55,407**	80,470
Charged to income statement (note 11)	扣除自收益表(附註11)	**(12,792)**	(18,563)
Charged to property, plant and equipment revaluation reserve	扣除自物業、機器及設備重估儲備	**(23,458)**	–
Transfer to assets classified as held for sale and liabilities directly associated with assets classified as held for sale	轉至分類為持作可供出售資產及與分類為持作可供出售資產直接相關的負債	**–**	(8,507)
Exchange realignment	匯兑差額	**(608)**	2,007
At end of the year	於年終	**18,549**	55,407

The movements in deferred tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, are as follows:

年內遞延稅項資產及負債的變動(不考慮於相同稅務司法權區內餘額抵銷)如下：

27 DEFERRED INCOME TAX *(Continued)* 27 遞延所得稅*(續)*

Deferred tax assets 遞延稅項資產

		Depreciation allowances 折舊準備 HK$'000 港幣仟元	Provision for unrealised profit in inventories 存貨中未變現溢利的準備 HK$'000 港幣仟元	Tax losses 稅項虧損 HK$'000 港幣仟元	Other provisions 其他撥備 HK$'000 港幣仟元	Other temporary differences 其他暫時性差額 HK$'000 港幣仟元	Total 總計 HK$'000 港幣仟元
At 1 April 2017	於2017年4月1日	9,718	15,226	37,742	19,678	11,437	93,801
Charged to income statement	扣除自收益表	(1,016)	(2,655)	(5,648)	(6,204)	(5,024)	(20,547)
Transfer to assets classified as held for sale	轉至分類為持作可供出售的資產	(4,583)	(1,639)	(452)	(1,322)	(1,431)	(9,427)
Exchange differences	匯兑差額	49	1,014	–	256	1,059	2,378
At 31 March 2018	於2018年3月31日	4,168	11,946	31,642	12,408	6,041	66,205
At 1 April 2018	於2018年4月1日	**4,168**	**11,946**	**31,642**	**12,408**	**6,041**	**66,205**
Charged to income statement	扣除自收益表	**2,121**	**(780)**	**(12,552)**	**(1,018)**	**(1,663)**	**(13,892)**
Exchange differences	匯兑差額	**2**	**(512)**	**–**	**(7)**	**(136)**	**(653)**
At 31 March 2019	於2019年3月31日	**6,291**	**10,654**	**19,090**	**11,383**	**4,242**	**51,660**

27 DEFERRED INCOME TAX *(Continued)* 27 遞延所得稅 *(續)*

Deferred tax liabilities **遞延稅項負債**

		Depreciation allowances 折舊準備 HK$'000 港幣仟元	Other temporary differences 其他暫時性差額 HK$'000 港幣仟元	Identified intangible assets 已識別無形資產 HK$'000 港幣仟元	Revaluation of property, plant and equipment 物業、機器及設備重估 HK$'000 港幣仟元	Total 總計 HK$'000 港幣仟元
At 1 April 2017	於2017年4月1日	7,975	942	4,414	–	13,331
Charged/(credited) to income statement	扣除自／(計入)收益表	3,542	(942)	(4,584)	–	(1,984)
Transfer to liabilities directly associated with assets classified as held for sale	轉至與分類為持作可供出售資產直接相關的負債	(920)	–	–	–	(920)
Exchange differences	匯兑差額	201	–	170	–	371
At 31 March 2018	於2018年3月31日	10,798	–	–	–	10,798
At 1 April 2018	於2018年4月1日	**10,798**	**–**	**–**	**–**	**10,798**
Credited to income statement	計入收益表	**(1,100)**	**–**	**–**	**–**	**(1,100)**
Charged to property, plant and equipment revaluation reserve	扣除自物業、機器及設備重估儲備	**–**	**–**	**–**	**23,458**	**23,458**
Exchange differences	匯兑差額	**(45)**	**–**	**–**	**–**	**(45)**
At 31 March 2019	於2019年3月31日	**9,653**	**–**	**–**	**23,458**	**33,111**

Out of the total unrecognised tax losses of HK$964,103,000 (2018: HK$897,255,000) carried forward, an amount of HK$655,830,000 (2018: HK$463,545,000) can be carried forward indefinitely. The remaining HK$308,273,000 (2018: HK$433,710,000) will expire in the following years:

所結轉以抵銷未來應課稅之未確認稅項虧損總額為港幣964,103,000元(2018年：港幣897,255,000元)，其中港幣655,830,000元(2018年：港幣463,545,000元)可無限期結轉，其餘港幣308,273,000元(2018年：港幣433,710,000元)將在下列期限屆滿：

		2019 HK$'000 港幣仟元	2018 HK$'000 港幣仟元
In the first year	第1年	**43,075**	80,196
In the second year	第2年	**55,523**	80,097
In the third year	第3年	**93,619**	96,611
In the fourth year	第4年	**72,422**	98,382
In the fifth to tenth years inclusive	第5年至第10年(包括首尾兩年)	**43,634**	78,424
		308,273	433,710

Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

若干在一段時間內產生虧損的附屬公司，並且很可能無法獲得應課稅利潤以抵銷其稅項虧損，故此本集團並未就該等虧損確認遞延稅項資產。

28 DISCONTINUED OPERATIONS/DISPOSAL OF BUSINESS

On 26 January 2018, the Group entered into a share purchase agreement with a related party for disposal of shares in the subsidiaries of the Group engaged in the optical retail and wholesale business (the "Disposal") at a consideration of HK$400,000,000 subject to adjustments. The Disposal was communicated to shareholders on 22 March 2018 through a circular. The Disposal was subsequently approved by the shareholders in the special general meeting on 19 April 2018. The completion of the Disposal took place on 1 June 2018. Accordingly, the following assets and liabilities of the Disposal group were classified as held for sale as at 31 March 2018.

28 終止營運業務／出售業務

於2018年1月26日，本集團與一位關聯方訂立購股協議，出售其全部眼鏡零售及批發業務的附屬公司(「出售事項」)。總購買價為港幣4億元(可作若幹調整)。就出售事項已於2018年3月22日向股東寄發通函。出售事項隨後於2018年4月19日舉行之股東特別大會上獲股東批准。出售事項已於2018年6月1日完成。出售集團的資產及負債於2018年3月31日乃分類為持作可供出售。

		2018 HK$'000 港幣仟元
Assets classified as held for sale	**分類為持作可供出售的資產**	
Property, plant and equipment	物業、機器及設備	71,516
Prepaid lease premium	預付租賃地價	14,343
Non-current deposits and prepayments	非流動按金及預付款項	55,369
Deferred tax assets	遞延稅項資產	9,427
Inventories	存貨	215,622
Trade and other receivables (note (i))	貿易及其他應收賬款(附註(i))	101,284
Cash and cash equivalents	現金及現金等價物	143,084
Income tax recoverable	可收回所得稅	4,211
Total assets of the Disposal group held for sale	出售集團持作可供出售的資產總額	614,856
Liabilities directly associated with assets classified as held for sale	**與分類為持作可供出售的資產直接相關的負債**	
Deferred tax liabilities	遞延稅項負債	920
Trade and other payables (note (ii))	貿易及其他應付賬款(附註(ii))	214,619
Interest-bearing bank borrowings	計息銀行貸款	80,882
Total liabilities of the Disposal group held for sale	出售集團持作可供出售的負債總額	296,421

28 DISCONTINUED OPERATIONS/DISPOSAL OF BUSINESS *(Continued)*

28 終止營運業務／出售業務*(續)*

Notes:

附註：

(i) At 31 March 2018, the ageing analysis of the trade receivables based on invoice date was as follows:

(i) 於2018年3月31日，按發票日期分析的應收貿易賬款賬齡如下：

		2018 HK$'000 港幣仟元
0-60 days	0-60天	18,596
Over 60 days	60天以上	9,218
		27,814

The Group allows an average credit period of 60 days from the invoice date to its trade receivables.

本集團給予其應收貿易賬款由發票日起計平均60天的信貸期。

Balances that are neither past due nor impaired relate to a number of independent customers whom there was no relevant history of default.

並無逾期或減值的結餘乃關於多名並無相關違約記錄之獨立客戶。

Included in the Group's trade receivables were debtors with a carrying amount of HK$9,160,000 which were past due but not impaired. The ageing analysis of these trade receivables based on due dates was as follows:

本集團的應收貿易賬款包括賬面值為港幣9,160,000元的應收款項，有關款項已逾期但尚未減值。該等應收貿易賬款按到期日之賬齡分析如下：

		2018 HK$'000 港幣仟元
Overdue:	逾期：	
Within 1 year	1年內	9,038
1-2 years	1-2年內	84
2-3 years	2-3年內	31
Over 3 years	3年以上	7
		9,160

28 DISCONTINUED OPERATIONS/DISPOSAL OF BUSINESS *(Continued)*

Notes: *(Continued)*

(i) *(Continued)*

Trade receivables that were past due but not impaired related to a number of independent customers for whom there was no recent history of default. Based on past experience, management believed that no impairment allowance was necessary in respect of these balances as there had not been a significant change in credit quality and the balances were still considered fully receivable. The Group did not hold any collateral over these balances.

(ii) At 31 March 2018, the ageing analysis of the trade payables based on invoice date was as follows:

28 終止營運業務／出售業務*(續)*

附註：*(續)*

(i) *(續)*

逾期但未減值的應收貿易賬款與多名獨立客戶有關，彼等近期並無拖欠還款記錄。根據過往經驗，鑒於有關應收賬項的信貸質素並沒有重大改變，欠款仍視為可以全數收回，因此管理層相信無需作出減值撥備。本集團並無就該等欠款持有任何抵押。

(ii) 於2018年3月31日，按發票日期分析的應付貿易賬款賬齡如下：

		2018 HK$'000 港幣仟元
0-60 days	0-60天	73,656
Over 60 days	60天以上	4,363
		78,019

28 DISCONTINUED OPERATION/DISPOSAL OF BUSINESS *(Continued)*

28 終止營運業務／出售業務*(續)*

The completion of the Disposal took place on 1 June 2018, the details about the net assets disposed of and the resulting in a gain on disposal of HK$111,766,000 as below.

出售事項已於2018年6月1日完成。有關出售資產淨值及出售業務收益港幣111,766,000元，詳情如下

		2019 HK$'000 港幣仟元
Net assets disposed of:	出售資產淨值如下	
Property, plant and equipment	物業、機器及設備	**70,728**
Prepaid lease premium	預付租賃地價	**13,220**
Othe non-current assets	其他非流動資產	**11,590**
Inventories	存貨	**216,403**
Trade and other receivables	貿易及其他應收賬款	**165,370**
Cash and cash equivalents	現金及現金等值物	**59,987**
Trade and other payables	貿易及其他應付賬款	**(211,538)**
Amount due to the Group	應付本集團的款項	**(403,827)**
Other non-current liabilities	其他非流動負債	**(50,832)**
		(128,899)
Release of cumulative exchange reserve on disposal	出售後累計匯兑儲備轉出	**(14,978)**
Professional fees and taxes on disposal	專業服務費用及所得稅	**28,284**
Gain on disposal	出售業務收益	**111,766**
Consideration	代價	**(3,827)**
Satisified by	支付	
Cash	現金	**400,000**
Waiver of intercompany debts	公司間債務豁免	**(403,827)**
		(3,827)

An analysis of net inflow of bank balances and cash in respect of the Disposal is as follows:

有關出售事項的銀行結餘及現金淨流入分析如下：

		2019 HK$'000 港幣仟元
Cash consideration	現金代價	**400,000**
Cash and bank disposed of	出售時現金及銀行存款	**(59,987)**
Net inflow of bank balances and cash in respect of the Disposal	出售事項的銀行結餘及現金淨流入	**340,013**

28 DISCONTINUED OPERATION/DISPOSAL OF BUSINESS *(Continued)*

28 終止營運業務／出售業務*(續)*

The financial performance and cash flow information presented are for the two months ended 31 May 2018 and for the year ended 31 March 2018.

截至2018年5月31日止兩個月及2018年3月31日止年度，已終止營運業務的財務表現及現金流量信息呈列如下：

		Two months ended 31 May 2018 截至2018年5月31日止兩個月 HK$'000 港幣仟元	For the year ended 31 March 2018 截至2018年3月31日止年度 HK$'000 港幣仟元
Revenue	收入	218,958	1,270,977
Other (losses)/gain, net	其他(虧損)／收益，淨額	(2,004)	4,803
Other income	其他收入	5,738	14,324
Expenses	支出	(222,117)	(1,286,761)
Profit before income tax	除税前溢利	575	3,343
Income tax expense	所得税支出	(2,281)	(7,807)
Loss from discontinued operations	終止營運業務的虧損	(1,706)	(4,464)
Gain on disposal of discontinued operations, net of tax	出售終止營運業務的除税後收益	111,766	–
Profit/(loss) for the period/year	期內／年度溢利／(虧損)	110,060	(4,464)
Exchange differences on translation of foreign operations	海外業務的匯兑差額	–	17,262
Release of exchange reserve relating to discontinued operations	終止營運業務匯兑儲備轉出	(14,978)	–
Total comprehensive income from discontinued operations	終止營運業務的全面收益總額	95,082	12,798

		2019 HK$'000 港幣仟元	2018 HK$'000 港幣仟元
Net cash (outflow)/ inflow from operating activities	營運活動(所用)／所得現金淨額	**(51,380)**	100,227
Net cash outflow from investing activities	投資活動所用現金淨額	**(1,576)**	(48,791)
Net cash outflow from financing activities	融資活動所用現金淨額	**(31,410)**	(28,782)
Net (decrease)/ increase in cash and cash equivalents	現金及現金等值物之(減少)／增加淨額	**(84,366)**	22,654

29 CONSOLIDATED CASH FLOW INFORMATION

29 綜合現金流量表附註

(a) Reconciliation of loss before income tax to cash generated from operations:

(a) 除所得稅前虧損與營運活動所得現金兩者的對賬：

		Notes 附註	**2019 HK$'000 港幣仟元**	2018 HK$'000 港幣仟元
(Loss)/profit before income tax from	除所得稅前(虧損)／溢利			
– Continuing operations	－持續營運業務		**(115,475)**	(123,394)
– Discontinued operations	－終止營運業務	28	**575**	3,343
Gain on disposal of discontinued operations before income tax	出售終止營運業務除稅前收益		**124,043**	–
Profit/(loss) before income tax including discontinued operations	包括終止營運業務的除稅前溢利／(虧損)		**9,143**	(120,051)
Adjustments for	調整			
Depreciation	折舊		**42,533**	86,535
Amortisation of intangible assets	攤銷無形資產	8	**2,322**	2,376
Amortisation of prepaid lease premium	攤銷預付租賃地價		**2,796**	5,907
Loss on disposal of property, plant and equipment	出售物業、機器及設備的虧損		**3,841**	2,966
(Write back of provision)/provision for inventories	存貨撥備(撥回)／撥備		**(2,596)**	23,156
Reversal of impairment of trade receivables	壞賬準備撥回		**(386)**	(209)
Impairment loss of property, plant and equipment	物業、機器及設備減值		**4,251**	10,937
Impairment loss of intangible assets	無形資產減值		**–**	30,273
Utilisation of onerous contracts	有法律義務合約的撥回		**(4,155)**	(25,035)
Interest income	利息收入		**(1,096)**	(1,441)
Finance costs	財務成本		**25,360**	25,528
Dividend income	股息收入	7	**(2,798)**	(3,599)
Gain on disposal of discontinued operations	出售終止營運業務收益		**(124,043)**	–
Re-measurement of deferred consideration payable in respect of acquisition of a subsidiary in a prior year	重計遞延應付代價(有關以前年度收購一間子公司)	6	**–**	(10,000)
Operating (loss)/profit before working capital changes	除營運資金轉變前的經營(虧損)／溢利		**(44,828)**	27,343
Decrease in inventories	存貨減少		**98,429**	53,287
Decrease/(increase) in trade and other receivables	貿易及其他應收賬款減少／(增加)		**156,224**	(2,657)
Decrease in trade and other payables	貿易及其他應付賬款減少		**(82,012)**	(2,404)
Cash generated from operations	營運活動所得現金		**127,813**	75,569

29 CONSOLIDATED CASH FLOW INFORMATION *(Continued)*

(b) Changes in liabllities arising from financing activities

This section sets out an analysis of liabilities arising from financing activities and the movements in liabilities arising from financing activities for each of the years presented.

29 綜合現金流量表附註*(續)*

(b) 融資活動產生的債務變動

本節載列各所示年度融資活動產生的債務及融資活動所產生債務變動的分析：

		2019	2018
		HK$'000	HK$'000
		港幣仟元	港幣仟元
Interest-bearing bank borrowings (excluding bank overdrafts) (note 26)	計息銀行貸款（不包括銀行透支）(附註26)	**688,301**	928,044

		Interest-bearing bank borrowings (excluding bank overdrafts) 貸款
		HK$'000 港幣仟元
1 April 2017	於2017年4月1日	1,097,355
Cash flows	現金流量	(90,758)
Exchange differences	匯兑差額	2,329
Transfer to liabilities directly associated with assets classified as held for sales	轉至與分類為持作可供出售資產直接相關的負債	(80,882)
31 March 2018	於2018年3月31日	**928,044**
Cash flows from continuing operations	持續營運業務現金流量	**(238,830)**
Exchange differences	匯兑差額	**(913)**
31 March 2019	於2019年3月31日	**688,301**

30 ASSETS-PLEDGED AS SECURITY

The carrying amounts of assets pledged as security for the Group's bank borrowings are:

30 資產抵押

本集團抵押予銀行以獲取銀行信貸的資產賬面值如下：

		Notes 附註	**2019** **HK$'000** **港幣仟元**	2018 HK$'000 港幣仟元
Property, plant and equipment	物業、機器及設備	13	**69,556**	222,711
Investment properties	投資物業	14	**586,100**	230,000
Pledged bank deposit	抵押銀行存款	21	**56,649**	–
Property, plant and equipment included in assets classified as held for sale	分類為持作可供出售的資產內的物業、機器及設備		**–**	4,526
			712,305	457,237

31 COMMITMENTS

(a) Non-cancellable operating leases (where the Group is the lessee)

The Group leases certain stores under non-cancellable operating leases expiring within 2 to 5 years. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are renegotiated. Lease payments are based on the higher of a minimum guaranteed rent and a sales level based rent. The commitments disclosed below do not include variable rentals determined based on sales level.

31 承擔

(a) 不可撤銷的營業租賃(本集團作為承租人)

本集團若干店舖根據2至5年內到期不可撤銷的營業租賃進行租賃。該等租賃有不同租期、調整租金條款及續租權利。若干店舖的營業租賃租金乃按最低保證租金或銷售額租金(以較高者為準)計算。本節載列的租賃承擔不包括根據銷售水平確定的可變租金。

		2019	2018
		HK$'000	HK$'000
		港幣仟元	港幣仟元
Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows:	本集團在不可撤銷營業租賃下的未來最低應付租金總額如下：		
Not later than one year	1年內	**224,862**	611,562
Later than one year but not later than five years	1年後但5年內	**213,022**	443,790
Later than five years	5年以上	**1,823**	4,062
		439,707	1,059,414

(b) Non-cancellable operating leases (where the Group is the lessor)

Minimum lease payments receivable on leases of certain land and buildings are as follows:

(b) 不可撤銷的營業租賃(本集團作為出租人)

若干土地及樓宇租賃下的未來最低應收租金總額如下：

		2019	2018
		HK$'000	HK$'000
		港幣仟元	港幣仟元
Investment properties	**投資物業**		
Commitments for minimum lease payments receivable in relation to non-cancellable operating leases are payable as follows:	本集團在不可撤銷營業租賃下的未來最低應收租金總額如下：		
Not later than one year	1年內	**10,422**	4,720
Later than one year but not later than five years	1年後但5年內	**10,074**	8,024
		20,496	12,744

31 COMMITMENTS *(Continued)*

(b) Non-cancellable operating leases (where the Group is the lessor) *(Continued)*

31 承擔*(續)*

(a) 不可撤銷的營業租賃(本集團作為承租人)*(續)*

		2019	2018
		HK$'000	HK$'000
		港幣仟元	港幣仟元
Properties	**物業**		
Commitments for minimum lease payments receivable in relation to non-cancellable subleases of operating leases are payable as follows:	本集團在不可撤銷營業租賃下的未來最低應收分租租金總額如下：		
Not later than one year	1年內	**2,012**	1,201
Later than one year but not later than five years	1年後但5年內	**722**	214
		2,734	1,415

32 RELATED PARTY TRANSACTIONS

As at 31 March 2019 and 31 March 2018, Yee Hing Company Limited held 855,200 shares of the Company through its subsidiary Active Lights Company Limited. 55% of the total issued ordinary shares of Yee Hing Company Limited is held by Klayze Holdings Limited, which is the trustee of a discretionary trust (the "Trust"). Mr. Joseph C. C. Wong is a beneficiary of the Trust and was therefore deemed to be interested in 855,200 shares of the Company through the Trust's interest in Yee Hing Company Limited.

32 有關聯人士交易

於2019年3月31日 及2018年3月31日，義興有限公司通過其附屬公司Active Lights Company Limited持有本公司855,200股股份。Klayze Holdings Limited以作為一項酌情信託(「信託」)之受託人身份持有義興有限公司全部已發行普通股之55%權益。黃創增先生為信託之受益人，故被視為通過信託於義興有限公司之權益而擁有本公司855,200股股份權益。

32 RELATED PARTY TRANSACTIONS

(a) Significant transactions with related parties

Apart from disclosed in notes 20, 25 and 35, the following is a summary of the significant related party transactions carried out in the normal course of the Group's business. The related parties are entities which have directors in common with the Company.

(i) Provision of services to related companies

32 有關聯人士交易

(a) 與有關聯人士進行之重大交易

除附註20、25及35所披露者外，下列為本集團與有關聯人士之間所進行的重大交易概要，該等交易乃於本集團日常業務中進行。關聯人士是指與本公司擁有共同董事的實體。

(i) 向有關聯公司提供服務

		2019	2018
		HK$'000	HK$'000
		港幣仟元	港幣仟元
Rental and services income from related companies (note)	向有關聯公司收取租金及服務收入(附註)	**31,885**	2,340

Note:

The provision of services to related companies is analysed as follows:

附註：

向有關聯公司提供服務收入分析如下：

		2019	2018
		HK$'000	HK$'000
		港幣仟元	港幣仟元
Building management service income (note a)	物業管理收入(附註a)	**2,340**	2,340
Shared service income (note b)	共享服務收入(附註b)	**22,824**	–
Rental income (note c)	租金收入(附註c)	**5,633**	–
Royalty income (note d)	特許權使用費收入(附註d)	**1,088**	–
		31,885	2,340

32 RELATED PARTY TRANSACTIONS *(Continued)*

(a) Significant transactions with related parties *(Continued)*

(i) Provision of services to related companies (Continued)

Note: *(Continued)*

(a) A wholly-owned subsidiary of the Group entered into a renewal agreement with Mengiwa Property Investment Limited ("MPIL"), a wholly-owned subsidiary of Yee Hing, for the provision of the following services for the period from 1 April 2016 to 31 March 2019:

(a) contract administration with respect to contracts entered into between MPIL and third parties from time to time;

(b) property agency liaison and tenancy management;

(c) management of the property manager of Stelux House; and

(d) other miscellaneous administrative services.

The fee for the provision of the above services was agreed at HK$195,000 per calendar month during the agreement period.

(b) The Group provided administrative services to a related company which has directors in common with the Group. Shared service income was charged at cost basis allocated based on the counterparties' usage of each type of service, taking into account factors such as headcount and the number of shops.

(c) The Group provided leasing services to related parties which have directors in common with the Group. Rental income was charged to related parties based on the occupied area ratio times total actual costs incurred.

(d) The Group provided licensing service to related parties which have directors in common with the Group. Royalty income was charged at 10% of the amount invoiced by suppliers or vendors of the counterparties.

32 有關聯人士交易 *(續)*

(a) 與有關聯人士進行之重大交易 *(續)*

(i) 向有關聯公司提供服務(續)

附註：*(續)*

(a) 本集團全資附屬公司與義興全資附屬公司明華物業投資有限公司(「明華」)就於2016年4月1日至2019年3月31日期間提供以下服務訂立協議：

(a) 明華與第三方不時訂立的合約下之合約行政；

(b) 物業代理洽商及租賃管理；

(c) 管理寶光商業中心物業管理公司；及

(d) 其他行政服務。

於服務協議年期內，提供上述服務的有關費用為每個曆月港幣195,000元。

(b) 本集團向與本集團擁有共同董事的關聯人士提供管理服務。共享服務費收入是根據交易對方對各種服務的應用且經考慮員工人數和店鋪數量等因素按成本收取。

(c) 本集團向與本集團擁有共同董事的關聯人士提供租賃服務。租金收入根據佔地面積乘以實際產生的實際總成本向關聯人士收取。

(d) 本集團向與本集團擁有共同董事的關聯人士提供牌照服務。特許權使用費收入按供應商或交易對方之供應商開具的發票價值的10%收取。

32 RELATED PARTY TRANSACTIONS *(Continued)*

(a) Significant transactions with related parties *(Continued)*

(ii) Purchases of services from related parties

32 有關聯人士交易 *(續)*

(a) 與有關聯人士進行之重大交易 *(續)*

(ii) 向有關聯人士購買服務

		2019	2018
		HK$'000	HK$'000
		港幣仟元	港幣仟元
Rental expenses (note a)	租金支出(附註a)	**18,742**	16,304
Lease management expenses (note b)	租賃管理費支出(附註b)	**600**	–
		19,342	16,304

Notes:

(a) During the year, certain subsidiaries of the Group have entered into tenancy agreements with the following related parties for office premises shops, warehouses, showroom and car-parking spaces:

附註：

(a) 年內，本集團若干附屬公司與下列有關聯人士訂立租賃協議，以租用辦公物業店鋪、倉庫、陳列室及停車位：

		Rental expense for the year 年度租金支出	
		2019	2018
		HK$'000	HK$'000
		港幣仟元	港幣仟元
MPIL	明華	**11,259**	13,824
Other related parties	其他有關聯人士	**7,483**	2,480
		18,742	16,304

(b) A related company provided lease management services to the Group. The fee for the provision of such services was charged at pre-determined amount during the agreement period.

(b) 一家有關聯公司向本集團提供租賃管理服務。提供該等服務的費用已於協議期內按預定收費收取。

32 RELATED PARTY TRANSACTIONS *(Continued)*

(b) Balances with related parties

Year-end balances arising from service income and rental expenses are as follows:

		2019	2018
		HK$'000	HK$'000
		港幣仟元	港幣仟元
Trade and other receivables (Note 20)	貿易及其他應收賬款(附註20)	**8,451**	5,479
Trade and other payables (Note 25)	貿易及其他應付賬款(附註25)	**(1,943)**	(2,968)
Trade and other payables included in liabilities directly associated with assets classified as held for sale	貿易及其他應付賬款(包括與分類為持作可供出售資產相關的負債)	**–**	(1,258)

The balances due from/to related companies are unsecured, interest-free and repayable on demand.

The related companies are entities which have directors in common with the Group.

(c) Key management compensation

		2019	2018
		HK$'000	HK$'000
		港幣仟元	港幣仟元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	**8,403**	11,780
Other long-term benefits	其他長期福利	**146**	123
		8,549	11,903

32 有關聯人士交易 *(續)*

(b) 與有關聯人士之間的結餘

服務收入及租金支出產生的年終結餘如下：

應收及應付關聯公司間的款項為無抵押、免息及應要求償還。

關聯公司指與本集團擁有共同董事之實體。

(c) 主要管理層報酬

33 CONTINGENT LIABILITIES

In April 2018, a third party filed a legal claim against one of the subsidiaries (the "Subsidiary") of the Group for outstanding services fees plus interest and surcharges. Based on the legal opinion provided by the Subsidiary's external legal counsel, the the Company's directors are of the opinion that the outcome of this claim will not have a material adverse effect on the Group's financial position as at 31 March 2019 or the results of its operations for the year.

33 或然負債

於2018年4月，一位第三方對本集團一家附屬公司(「該附屬公司」)就未償付服務費連同利息及附加費用提出法律申索。根據該附屬公司的外聘法律顧問提供的法律意見，本公司董事認為是項申索的結果不會對本集團截至2019年3月31日的財政狀況或年度經營業績帶來重大不利影響。

34 BALANCE SHEET AND RESERVE MOVEMENTS OF THE COMPANY

34 公司資產負債及儲備變動表

Balance sheet of the Company

公司資產負債表

			As at 31 March 於3月31日	
			2019	2018
		Note 附註	**HK$'000 港幣仟元**	HK$'000 港幣仟元
ASSETS	**資產**			
Non-current assets	非流動資產			
Investment in a subsidiary	附屬公司投資	36	**–**	–
			–	–
Current assets	流動資產			
Amounts due from subsidiaries	應收附屬公司款項	b	**766,848**	389,651
Trade and other receivables	貿易及其他應收賬款		**176**	142
Cash and cash equivalents	現金及現金等值物		**2,320**	137
			769,344	389,930
Total assets	資產總額		**769,344**	389,930
EQUITY	**股權**			
Share capital	股本		**104,647**	104,647
Reserves	儲備	a	**34,714**	233,634
Total equity	權益總額		**139,361**	338,281

34 BALANCE SHEET AND RESERVE MOVEMENTS OF THE COMPANY *(Continued)*

34 公司資產負債及儲備變動表 *(續)*

Balance sheet of the Company *(Continued)*

公司資產負債表 *(續)*

		Note 附註	As at 31 March 於3月31日 **2019 HK$'000 港幣仟元**	2018 HK$'000 港幣仟元
LIABILITIES	**負債**			
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付賬款		**2,024**	1,705
Amounts due to subsidiaries	應付附屬公司款項	b	**627,959**	5,500
Borrowings	貸款		**–**	44,444
			629,983	51,649
Total liabilities	負債總額		**629,983**	51,649
Total equity and liabilities	權益及負債總額		**769,344**	389,930

Joseph C.C. Wong
黃創增
Chairman and
Chief Executive Officer
主席及行政總裁

Wallace Kwan Chi Kin
關志堅
Executive Director and
Chief Financial Officer
行政董事及
首席財務總裁

The balance sheet of the Company was approved by the board of directors on 20 June 2019 and was signed on its behalf.

董事會在2019年6月20日批准並簽署了本公司資產負債表。

34 BALANCE SHEET AND RESERVE MOVEMENTS OF THE COMPANY *(Continued)*

34 公司資產負債及儲備變動表*(續)*

Notes:

附註：

(a) Reserve movements of the Company

(a) 公司儲備變動

		Share premium 股本溢價 HK$'000 港幣仟元	Retained earnings 保留盈利 HK$'000 港幣仟元	Total 總額 HK$'000 港幣仟元
At 1 April 2017	於2017年4月1日	1,977	113,357	115,334
Profit for the year	年內溢利	–	118,300	118,300
At 31 March 2018	於2018年3月31日	1,977	231,657	233,634
At 1 April 2018	於2018年4月1日	1,977	231,657	233,634
Loss for the year	年內虧損	–	(90)	(90)
Dividend paid (note 24)	已付股息(附註24)	–	(198,830)	(198,830)
At 31 March 2019	於2019年3月31日	1,977	32,737	34,714

(b) Amounts due from/to subsidiaries

The amounts due from/to subsidiaries are unsecured, interest-free and repayable on demand. The carrying amounts of these balances approximate their fair values.

(b) 應收及應付附屬公司款項

應收及應付附屬公司的款項為無抵押，免息及應要求償還。其餘額的賬面價值接近其公平值。

35 BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' emoluments

The remuneration of every director of the Company is set out below:

For the year ended 31 March 2019:

35 董事福利及權益

(a) 董事酬金

本公司各董事酬金如下：

截至2019年3月31日：

Name	姓名	Emoluments paid or payable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking: 本公司或其附屬公司已付董事或董事應收薪酬：					Emoluments paid or payable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking 本公司或其附屬公司就董事的其他管理服務的酬金 HK$'000 港幣仟元	Total 總額 HK$'000 港幣仟元
		Fees 袍金 HK$'000 港幣仟元	Basic salaries, allowances, and benefits in kind 基金薪金、津貼及實物利益 HK$'000 港幣仟元	Contributions to retirement benefit schemes 退休金供款計劃 HK$'000 港幣仟元	Discretionary bonus [i] 酌情花紅 [i] HK$'000 港幣仟元	Remunerations paid or payable in respect of accepting office as director 已支付或就該接受為董事應收酬金 HK$'000 港幣仟元		
Joseph C. C. Wong (ii)	黃創增 (ii)	100	1,750	63	2,637	–	–	4,550
Kwan Chi Kin, Wallace	關志堅	80	1,558	18	2,633	–	–	4,289
Kwong Yi Hang, Agnes	鄺易行	135	–	–	–	–	–	135
Wu Chun Sang	胡春生	135	–	–	–	–	–	135
Wu Chi Man, Lawrence	胡志文	135	–	–	–	–	–	135
		585	3,308	81	5,270	–	–	9,244

35 BENEFITS AND INTERESTS OF DIRECTORS *(Continued)*

(a) Directors' emoluments *(Continued)*

For the year ended 31 March 2018:

35 董事福利及權益*(續)*

(a) 董事酬金*(續)*

截至2018年3月31日：

Name 姓名		Emoluments paid or payable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking: 本公司或其附屬公司已付董事或董事應收薪酬：					Emoluments paid or payable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking 支付或應收本公司或其附屬公司就董事的其他管理服務的酬金	Total 總額
		Fees 袍金	Basic salaries, allowances, and benefits in kind 基金薪金、津貼及實物利益	Contributions to retirement benefit schemes 退休金供款計劃	Discretionary bonus [i] 酌情花紅[i]	Remunerations paid or payable in respect of accepting office as director 已支付或就該接受為董事應收酬金		
		HK$'000 港幣仟元	HK$'000 港幣仟元	HK$'000 港幣仟元	HK$'000 港幣仟元	HK$'000 港幣仟元	HK$'000 港幣仟元	HK$'000 港幣仟元
Joseph C. C. Wong (ii)	黃創增(ii)	100	2,937	105	5,497	–	–	8,639
Kwan Chi Kin, Wallace	關志堅	80	1,507	18	2,443	–	–	4,048
Sakorn Kanjanapas (iii)	黃創江(iii)	2	–	–	–	–	–	2
Kwong Yi Hang, Agnes	鄺易行	135	–	–	–	–	–	135
Wu Chun Sang	胡春生	135	–	–	–	–	–	135
Wu Chi Man, Lawrence	胡志文	135	–	–	–	–	–	135
		587	4,444	123	7,940	–	–	13,094

i Discretionary bonus represents the amount paid during the respective year.

ii Mr. Joseph C. C. Wong is also the Chief Executive Officer of the Group.

iii Mr. Sakorn Kanjanapas has passed away on 8 April 2017.

i 酌情花紅指年內已付的金額。

ii 黃創增先生亦是本集團行政總裁。

iii 黃創江先生於2017年4月8日辭世。

35 BENEFITS AND INTERESTS OF DIRECTORS *(Continued)*

(a) Directors' emoluments *(Continued)*

During the year ended 31 March 2019 and 2018, none of the directors waived their emoluments, except Mr. Joseph C.C Wong waived discretionary bonus of HK$1,450,000 for the year ended 31 March 2019.

(b) Directors' retirement benefits and termination benefits

None of the directors received or will receive any retirement benefits or termination benefits during the year (2018: nil).

(c) Consideration provided to third parties for making available directors' services

During the year ended 31 March 2019, the Company did not pay consideration to any third parties for making available directors' services (2018: nil).

(d) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

During the year ended 31 March 2019, there are no loans, quasi-loans and other dealing arrangements in favour of directors, controlled bodies corporate by and controlled entities with such directors (2018: nil).

(e) Directors' material interests in transactions, arrangements or contracts

Except as disclosed in notes 28 and 32, no other significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

35 董事福利及權益 *(續)*

(a) 董事酬金 *(續)*

截至2018年3月31日及2019年3月31日止年度，概無任何董事放棄酬金，除黃創增先生於截至2019年3月31日止年度放棄酌情花紅港幣1,450,000元。

(b) 董事退休福利及離職福利

年內，概無董事已收取或將收取任何退休福利及離職福利(2018年：無)。

(c) 就獲取董事服務向第三方支付之代價

截至2019年3月31日止年度，本公司並無就獲取董事服務而向任何第三方支付代價(2018年：無)。

(d) 有關以董事、該等董事之受控制法團及關聯實體為受益人之貸款、準貸款及其他交易之資料

截至2019年3月31日止年度，概無以董事、或該等董事之受控制法團及關聯實體為受益人之貸款、準貸款及其他交易安排(2018年：無)。

(e) 董事在交易，協議或合同的重大利益

除附註28及32所披露者外，本年度內或年結時，本公司並無簽訂任何涉及本集團之業務而本公司之董事直接或間接在其中擁有重大利益之重要交易、協議或合同。

36 PRINCIPAL SUBSIDIARIES

The following is a list of the principal subsidiaries at 31 March 2019 and 2018:

36 主要附屬公司

截至2019年及2018年3月31日，主要附屬公司如下：

	Place of incorporation/ operation 註冊成立／經營地	Principal activities 主要業務	Particulars of share capital issued 已發行股本 Number 股數	Value 每股面值	Percentage of equity attributable to the Group 集團所佔權益的百分比 2019	2018
Investment 投資						
Stelux Holdings International Group (BVI) Limited	British Virgin Islands 英屬處女群島	Investment holding 投資控股	1	US$1 1美元	**100**	100
Stelux Holdings Limited 寶光實業(集團)有限公司	Hong Kong 香港	Investment holding 投資控股	1,000	HK$1 港幣1元	**100**	100
Stelux Investments and Properties (BVI) Limited	British Virgin Islands 英屬處女群島	Investment holding 投資控股	1	US$1 1美元	**100**	100
Thong Sia (BVI) Company Limited	British Virgin Islands 英屬處女群島	Investment holding 投資控股	1	US$1 1美元	**100**	100
Property 物業						
City Chain Properties Limited 時間廊物業有限公司	Hong Kong 香港	Property investment 物業投資	2	HK$1 港幣1元	**100**	100
Fulani Investment Limited	Hong Kong 香港	Property investment 物業投資	2	HK$1 港幣1元	**100**	100
STL Properties Limited (formerly known as Optical 88 Properties Limited) 寶光物業有限公司(原名為：眼鏡88物業有限公司)	Hong Kong 香港	Property investment 物業投資	2	HK$1 港幣1元	**100**	100
Oswald Property Management Company Limited	Hong Kong 香港	Property investment 物業投資	2	HK$100 港幣100元	**100**	100
Stelux Properties Agency Limited 寶光地產代理有限公司	Hong Kong 香港	Property agency and management 物業代理及管理	2	HK$1 港幣1元	**100**	100
Stelux Properties Limited 寶光地產有限公司	Hong Kong 香港	Property management 物業管理	500	HK$100 港幣100元	**100**	100
Retailing and trading 零售及貿易						
City Chain Company Limited 時間廊鐘錶有限公司	Hong Kong 香港	Watch retailing 鐘錶零售	250,000	HK$100 港幣100元	**100**	100

36 PRINCIPAL SUBSIDIARIES *(Continued)*

36 主要附屬公司*(續)*

	Place of incorporation/ operation 註冊成立／經營地	Principal activities 主要業務	Particulars of share capital issued 已發行股本 Number 股數	Value 每股面值	Percentage of equity attributable to the Group 集團所佔權益的百分比 2019	2018
City Chain (M) Sdn Bhd	Malaysia 馬來西亞	Watch retailing 鐘錶零售	3,333,333	RM1 1令吉	**100**	100
City Chain (Macau) Company Limited 時間廊(澳門)有限公司	Macau 澳門	Watch retailing 鐘錶零售	2	MOP5,000 澳門葡幣 5,000元	**100**	100
City Chain Stores (S) Pte Limited	Singapore 新加坡	Watch retailing 鐘錶零售	1,800,000	S$1 新加坡幣1元	**100**	100
City Chain (Thailand) Company Limited	Thailand 泰國	Watch retailing 鐘錶零售	200,000 210,000[a]	Baht100 100泰銖 Baht100 100泰銖	**100**	100
Optical 88 Limited 眼鏡88有限公司	Hong Kong 香港	Optical products 光學產品	33,379,940	HK$1 港幣1元	**–**	100
Optical 88 Eyecare (M) Sdn Bhd	Malaysia 馬來西亞	Optical products 光學產品	1,428,572	RM1 1令吉	**–**	100
Optical 88 (Macau) Limited 眼鏡88(澳門)有限公司	Macau 澳門	Optical products 光學產品	2	MOP5,000 澳門葡幣 5,000元	**–**	100
Optical 88 (S) Pte Limited	Singapore 新加坡	Optical products 光學產品	500,000	S$1 新加坡幣1元	**–**	100
Optical 88 (Thailand) Company Limited	Thailand 泰國	Optical products 光學產品	245,000 255,000[a]	Baht10 10泰銖 Baht10 10泰銖	**–**	100
EGG Optical Boutique Limited 一隻隻眼鏡有限公司	Hong Kong 香港	Optical products 光學產品	10,000,000	HK$1 港幣1元	**–**	100
Pronto Watch S.A.	Switzerland 瑞士	Watch distribution 鐘錶分銷	100	SFr1,000 1,000瑞士法郎	**100**	100

36 PRINCIPAL SUBSIDIARIES *(Continued)*

36 主要附屬公司*(續)*

	Place of incorporation/ operation 註冊成立／經營地	Principal activities 主要業務	Particulars of share capital issued 已發行股本 Number 股數	Value 每股面值	Percentage of equity attributable to the Group 集團所佔權益的百分比 **2019**	2018
Retailing and trading (Continued) 零售及貿易(續)						
Solvil et Titus S.A.	Switzerland 瑞士	Watch distribution 鐘錶分銷	300	SFr1,000 1,000瑞士法郎	**100**	100
Stelux International Licensing Limited	Bahamas 巴哈馬	Trademark holding and licensing 商標持有及特許經營	2	US$1 1美元	**100**	100
Stelux Watch Limited 寶光鐘錶有限公司	Hong Kong 香港	Watch supply chain management 鐘錶供應鏈管理	1,000,000	HK$1 港幣1元	**100**	100
Thong Sia Watch Company Limited 通城鐘錶有限公司	Hong Kong 香港	Watch distribution 鐘錶分銷	80,000	HK$10 港幣10元	**100**	100
Thong Tai Watch Company Limited 通泰鐘錶有限公司	Hong Kong 香港	Watch distribution 鐘錶分銷	2,000	HK$1,000 港幣1,000元	**100**	100
Thong Sia Company (Singapore) Pte Limited	Singapore 新加坡	Watch distribution 鐘錶分銷	2,000,000	S$1 新加坡幣1元	**100**	100
Thong Sia Sdn Bhd	Malaysia 馬來西亞	Watch distribution 鐘錶分銷	1,000,000	RM1 1令吉	**97.6**	97.6
Thong Sia (Thailand) Limited	Thailand 泰國	Watch retailing and distribution 鐘錶零售及分銷	20,000	Baht100 100泰銖	**100**	100
Thong Sia Optics (Hong Kong) Company Limited	Hong Kong 香港	Optical distribution 眼鏡分銷	5,000	HK$1,000 港幣1,000元	**–**	100
Universal Geneve S.A.	Switzerland 瑞士	Watch supply chain management and distribution 鐘錶供應鏈管理及分銷	5,000	SFr1,000 1,000瑞士法郎	**100**	100
Catena S.A	Switzerland 瑞士	Manufacture of watch movements 手錶機芯製造商	1,016,667	SFr1 1瑞士法郎	**100**[b]	100[b]

36 PRINCIPAL SUBSIDIARIES *(Continued)*　　**36 主要附屬公司***(續)*

	Place of incorporation/ operation 註冊成立／經營地	Principal activities 主要業務	Paid-up capital 繳足資本	Percentage of equity attributable to the Group 集團所佔權益的百分比 2019	2018
Retailing and trading (Continued) 零售及貿易(續)					
Stelux Thong Sia (Guangdong) Trading Limited 寶光通城(廣東)商貿有限公司	People's Republic of China/ Mainland China (foreign-invested commercial enterprise) 中國／中國大陸(外商投資商業企業)	Watch retailing, trading and related services 鐘錶零售、貿易及相關服務	HK$224,900,000 港幣224,900,000元	**100**	100
Stelux Thong Sia (Beijing) Trading Limited 寶光通城(北京)商貿有限公司	People's Republic of China/ Mainland China (foreign-invested commercial enterprise) 中國／中國大陸(外商投資商業企業)	Watch retailing, trading and related services 鐘錶零售、貿易及相關服務	US$20,500,000 20,500,000美元	**100**	100
Stelux Thong Sia (Shanghai) Trading Limited 寶光通城(上海)商貿有限公司	People's Republic of China/ Mainland China (foreign-invested commercial enterprise) 中國／中國大陸(外商投資商業企業)	Watch retailing, trading and related services 鐘錶零售、貿易及相關服務	US$16,180,000 16,180,000美元	**100**	100
Baoqing (Chongqing) Trading Limited 寶慶(重慶)商貿有限公司	People's Republic of China/ Mainland China (foreign-invested commercial enterprise) 中國／中國大陸(外商投資商業企業)	Watch retailing, trading and related services 鐘錶零售、貿易及相關服務	HK$50,500,000 港幣50,500,000元	**100**	100
Baoshi (Guangdong) Company Limited 寶視(廣東)視光眼鏡有限公司	People's Republic of China/ Mainland China (foreign-invested commercial enterprise) 中國／中國大陸(外商投資商業企業)	Retailing, trading and related optical services 眼鏡產品零售、貿易及相關服務	HK$238,890,000 港幣238,890,000元	**–**	100

36 PRINCIPAL SUBSIDIARIES *(Continued)*

36 主要附屬公司 *(續)*

	Place of incorporation/ operation 註冊成立／經營地	Principal activities 主要業務	Paid-up capital 繳足資本	Percentage of equity attributable to the Group 集團所佔權益的百分比 2019	2018
Retailing and trading (Continued) 零售及貿易(續)					
Baoshi (Beijing) Company Limited 寶光寶視(北京)眼鏡有限公司	People's Republic of China/ Mainland China (foreign-invested commercial enterprise) 中國／中國大陸(外商投資商業企業)	Retailing, trading and related optical services 眼鏡產品零售、貿易及相關服務	HK$50,000,000 港幣50,000,000元	–	100
Baoshi (Shanghai) Company Limited 寶視(上海)眼鏡有限公司	People's Republic of China/ Mainland China (foreign-invested commercial enterprise) 中國／中國大陸(外商投資商業企業)	Retailing, trading and related optical services 眼鏡產品零售、貿易及相關服務	RMB29,038,043 人民幣29,038,043元	–	100
Shibao (Chongqing) Trading Limited 視寶(重慶)商貿有限公司	People's Republic of China/ Mainland China (foreign-invested commercial enterprise) 中國／中國大陸(外商投資商業企業)	Retailing, trading and related optical services 眼鏡產品零售、貿易及相關服務	HK$21,000,000 港幣21,000,000元	–	100

a Non-redeemable preference shares
b 100% equity interest included 88% of equity interest and a right to purchase 12% of equity interest

a 不可贖回優先股
b 100%權益包括88%股權及以買入認購權購買12%股權

Location 地點	Lot Number 地段號數	Type 種類	Lease term 租期	Attributable interest of the Group 本集團應佔權益
Hong Kong **香港**				
Shop 5 On Ground Floor Chungking Mansion Nos.36-44 Nathan Road Kowloon, Hong Kong 香港九龍彌敦道36-44號 重慶大廈地下5號鋪	6817	Commercial 商業	Medium 中	100%
Macau **澳門**				
Em Macau Rua de S.Domingos N.21-A 澳門，板樟堂街 21-A號	712	Commercial 商業	Medium 中	100%
Em Macau Estrada da Areia Preta N.5, Kei Kuan Bairro (Bloco 1A Bloco 6) Res-do-Chao G 澳門，黑沙環馬路5號 歧關新村(第一座至第六座) 地下G座	12125-GR/C	Commercial 商業	Medium 中	100%
Em Macau Rua da Palha N. 20, Beco da Palha N. 1-A San Vo Res-do-Chao F and G 澳門，賣草地街20號 乾草里(賣草地圍)1-A號 新和大廈地下F座及G座	10253-FR/C & GR/C	Commercial 商業	Medium 中	100%

ESG STRATEGY AND REPORTING

This Report is prepared in accordance with the "Corporate Governance Code and Corporate Governance Report" and "Environmental, Social and Governance Reporting Guide" of Appendices 14 and 27 respectively of the Hong Kong Listing Rules. This Report covers reporting on environmental, social and corporate governance ("ESG") issues of the Group's remaining businesses comprising of retail and wholesale trading of watches, and watch supply chain management of its house brands and where applicable provides y-o-y comparisons. On 1 June 2018, the Group completed the Disposal of its entire optical business.

The Board acknowledges that it has overall responsibility for the Group's ESG strategy and reporting. The Board is further responsible for evaluating and determining ESG related risks and ensuring that effective ESG risk management and internal controls are implemented. Management has provided confirmation to the Board on the effectiveness of these systems.

環境、社會及管治策略及匯報

本報告乃根據香港上市規則附錄十四《企業管治守則》及《企業管治報告》及附錄二十七《環境、社會及管治報告指引》而編製。本報告的內容覆蓋本集團餘下業務(包括鐘錶零售及批發貿易，以及其自家品牌的鐘錶供應鏈管理)的環境、社會及企業管治(「ESG」)事宜，在適用的情況下提供按年度比較。於2018年6月1日，本集團完成出售其整個眼鏡業務。

董事會知悉其對本集團的環境、社會及管治策略及匯報承擔全部責任，並負責評估及釐定有關環境、社會及管治之風險，並確保實施有效之環境、社會及管治風險管理及內部監控系統。管理層已向董事會確認該等系統之有效性。

Stelux has a long business history in the watch industry. We own CITY CHAIN, a leading retailer and Hong Kong SuperBrand, and also Swiss watch brand, SOLVIL et TITUS. Stelux is also the sole distributor for "SEIKO" watches and clocks and "GRAND SEIKO" watches in Hong Kong, Singapore and Malaysia.

寶光在鐘錶業界擁有悠久的業務歷史。本集團旗下擁有「時間廊」，一間居領導地位並榮獲「香港超級品牌」殊榮的零售商，亦擁有瑞士鐘錶品牌SOLVIL et TITUS。寶光亦為「精工」及「GRAND SEIKO」鐘錶於香港、新加坡及馬來西亞的獨家經銷商。

Stelux' ethos is to engage and work with our stakeholders in a responsible, fair and honest way. We strive to:

寶光的使命是以盡責、公平及誠實的方式處事並與權益人合作。本集團致力：

- provide high quality products and services of best value to our customers;
- 為顧客提供優質的產品和服務；
- grow, respect and reward our employees as they develop together with us;
- 讓與公司一同發展的員工得到成長、受到尊重、獲得應得的獎勵；
- serve and contribute within our communities; and
- 為社會服務、貢獻；及
- create and safeguard shareholders' value in a sustainable manner.
- 持續為股東創造價值、保證股東長期權益。

Our management approach and the corresponding strategies adopted for ESG issues are founded on the above principles. Appropriate systems, SOPs and internal controls are built upon these core foundations to achieve the Group's business objectives.

本集團根據以上的原則制訂有關環境、社會及管治事宜的管理方針及相關策略，並基於此等核心基礎建立合適系統、標準作業程序及內部監控措施，以達致本集團的業務目標。

We strive for our employees to work within a culture where respect for others is encouraged, rewards are fair and the workplace is safe and conducive, allowing for an optimal environment to engage with and deliver to our stakeholders and others in general. The Group's vendors and suppliers are a key part of the success equation as we work with them to source, produce and deliver high quality products to our customers. Procedures are in place to ensure that we partner vendors and suppliers who understand our values and expectations. Our customers are pivotal and without their support and custom, delivery of quality products and services cannot be achieved. Finally, our shareholders look for sustainable performance delivered within the parameters of good corporate governance, environmental awareness and community engagement.

本集團致力推廣互相尊重的企業文化、提供公平的獎勵制度及安全且便利的工作空間，同時為權益人及其他相關人士提供理想的合作環境。本集團一直致力與廠商及供應商合作從而採購、生產優質的產品並提供予顧客，彼等乃本集團成功的重要元素。本集團亦已制訂若干程序，以確保與本集團合作的廠商及供應商充分了解本集團的價值及期望。本集團的客戶亦十分重要，若缺乏客戶支持和惠顧，本集團便無法達成提供優質產品和服務的願景。最後，本集團股東期望可在達致良好企業管治、環境關注及社區參與的同時為本集團持續創造佳績。

Our stakeholders each interacting with and supporting the other work together to facilitate the Group's objectives, and its success.

權益人互相合作、支持，促使本集團能夠達致目標，從而取得成功。

A. Environmental

Aspect A1: Emissions

General Disclosure

Information on the policies; and compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste

KPI A1.1 to KPI A1.6 are not applicable. The nature of the Group's products, namely watches, are such that emissions discharged during the production process are not material. Moreover, the Group buys complete watches from third party brands and also outsources the production of its house brand products to third party manufacturers. Emissions discharged from the services the Group provides are also not material.

There are no relevant laws and regulations that have a significant impact on the Group relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste that the Group has to comply with.

A. 環境

層面A1：排放物

一般披露

有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的政策；及遵守對發行人有重大影響的相關法律及規例的資料

關鍵績效指標A1.1至關鍵績效指標A1.6並不適用。本集團產品(即鐘錶)在生產過程中的污染排放並不嚴重。另外，本集團向第三方品牌購買鐘錶的製成品，並將自家品牌產品的製作工序外判予第三方製造商。本集團服務所引致的污染排放亦不嚴重。

概無本集團須遵守的有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的相關法律及法規對本集團造成重大影響。

Aspect A2: Use of Resources

General Disclosure

Policies on the efficient use of resources, including energy, water and other raw materials

The Group has policies on the efficient use of resources, including energy, water and other raw materials are based on 3R's – reduce, reuse or recycle whenever feasible or practical.

KPI A2.1

Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh) and intensity (e.g. per unit of production volume, per facility)

Since the Group buys complete watches from third party brands and also outsources the production of its house brand products to third party manufacturers, direct energy consumption figures are not available. The Group's indirect energy consumption for electricity for shops, offices and warehouses is not material.

KPI A2.2

Water consumption is not material in the production of the Group's house brand products or the services it provides.

層面A2：資源使用

一般披露

有效使用資源(包括能源、水及其他原材料)的政策

本集團的有效使用資源(包括能源、水及其他原材料)的政策乃基於在可行情況下的環保3R原則而定，分別為減量(Reduce)、再利用(Reuse)及循環使用(Recycle)。

關鍵績效指標A2.1

按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千瓦時計算)及密度(如以每產量單位、每項設施計算)

由於本集團向第三方品牌購買鐘錶的製成產品，並將自家品牌產品的製作工序外判予第三方製造商，因此並無任何直接能源耗量數據。本集團的店舖、辦公室及倉庫電力的間接能源耗量並不重大。

關鍵績效指標A2.2

本集團自家品牌產品的生產過程或其提供服務的耗水量並不重大。

KPI A2.3

The Group has numerous energy efficiency initiatives currently in place. These include the following:–

- Store fixtures and fittings are designed to be reused. Percentage of reuse ranges between 80% to 90% with a life expectancy of between 5 to 7 years. Natural materials like metal, wood and glass that are easier to reuse and recycle are the main building materials utilised in our store fit out and these materials constitute between 80% to 90% of store fixtures and fittings.
- Office equipment are switched off or on electricity saving mode at the end of the work day.
- Office air conditioning and lights are switched off when not in use.
- Office lighting are switched off during lunch.
- Energy saving lighting is used in most of our offices, stores and warehouses.
- Paperless meetings are encouraged. For example, the Company's board meetings are paperless and directors are assigned ipads. When printing is necessary use of double sided printing is encouraged and single sided printed paper is reused.
- Communal use of office stationary, like staplers, erasers, hole punchers, calculators instead of assigning one unit to each employee.
- Ordering of office stationary, including paper, letterheads and name cards are centralised for better monitoring and control.
- Pre-approval is required for all staff air travel and staff are encouraged to use teleconferencing, video conferencing or other meeting tools, like Skype, FaceTime, WhatsApp or WeChat to conduct meetings to reduce travelling. Our offices in different regions are supported and linked by video conferencing facilities.

關鍵績效指標A2.3

本集團目前已推行多項能源使用效益計劃，包括：

- 重用店舖的裝置和設備。設備重用的百分比介乎80%至90%，預期壽命介乎5至7年。較易再利用及循環使用的金屬、木材及玻璃等天然材料乃本集團店舖設備的主要建造材料，店舖內近80%至90%的裝置和設備由該等天然材料製造。
- 每天辦公時間結束後關掉辦公室設備或切換至節能模式。
- 在不使用時關掉空調和照明系統。
- 午飯期間關燈。
- 在大部分辦公室、店舖及倉庫安裝節能照明裝置。
- 鼓勵無紙張會議。例如，本公司的董事會會議不會使用紙張，並會向董事分派ipad。當有需要列印時，公司鼓勵雙面印刷及重用單面印刷的紙張。
- 不會向每名員工分派文具，相反，鼓勵員工共同使用釘書機、擦膠、打孔機及計算機等文具。
- 統一訂購辦公室文具(包括紙張、信封及卡片)，方便監控。
- 所有員工的商務航空旅程須獲預先批准，而本集團亦鼓勵員工使用電話會議、視像會議或透過其他會議方式(例如：Skype、FaceTime、WhatsApp或WeChat)進行會議，從而減少外遊。本集團不同地區的辦公室亦可通過視像會議設備取得支援及聯繫。

KPI A2.4

Water consumption is not material in the production of the Group's house brand products or the services it provides.

KPI A2.5 Total packaging material

Packaging that the Group uses include bags and watch boxes, made from paper, plastic or metal.

For FY18/19, total packaging used by the Group was around 0.052 thousand tonnes, falling by nearly 70% y-o-y.

Aspect A3: The Environment and Natural Resources

General Disclosure

Policies on minimising the issuer's significant impact on the environment and natural resources

The Group's policies are based on 3R's – reduce, reuse or recycle whenever feasible or practical.

KPI A3.1

Policies are adopted to enable the manufacture of house brand watches to meet higher European standards like CE, RoHS and REACH to the extent possible, even though these standards are not mandatory in Asia, our primary and major market. More information on these standards can be found on the following links:–

CE-European Conformity

https://ec.europa.eu/growth/single-market/ce-marking_en

RoHS – Restriction on Hazardous Substances

http://ec.europa.eu/environment/waste/rohs_eee/index_en.htm

關鍵績效指標A2.4

本集團自家品牌產品的生產過程或其提供的服務不涉及重大水耗量。

關鍵績效指標A2.5包裝材料的總量

本集團使用的包裝物件包括手提袋及鐘錶盒，由紙張、塑膠或金屬製成。

於18/19財政年度，本集團使用的包裝材料的總量約為0.052千噸，按年減少近70%。

層面A3：環境及天然資源

一般披露

減低發行人對環境及天然資源造成重大影響的政策

本集團的政策乃基於在可行情況下的減量、再利用及循環使用的環保3R原則。

關鍵績效指標A3.1

儘管此等歐洲標準於亞洲(集團的基本及主要市場)並非強制性，集團政策在可行的範圍內使自家品牌鐘錶的生產上符合較高的歐洲標準，如CE、RoHS及REACH。有關標準的更多詳情，請參閱以下網址：–

CE-European Conformity(歐洲合格認證)

https://ec.europa.eu/growth/single-market/ce-marking_en

RoHS – Restriction on Hazardous Substances(危害性物質限制指令)

http://ec.europa.eu/environment/waste/rohs_eee/index_en.htm

REACH – Registration, Evaluation, Authorization and Restriction of Chemicals

http://ec.europa.eu/environment/chemicals/reach/reach_en.htm

For details on managing these policies, please see "Aspect B5 Supply Chain Management" on page 208 to 209.

B. Social

Employment and Labour Practices

Aspect B1: Employment

General Disclosure

Information on the policies and compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare

The Group has established employment policies and guidelines that are compliant with applicable local employment and labour legislation, regulations and practices.

These policies and guidelines are:–

Recruitment and Promotion

1. We are an equal opportunities employer. We promote and adopt a policy of equal opportunities to eliminate discrimination on the basis of gender, family status and disability amongst others, in employment and the workplace. For example, City Chain Hong Kong, employs persons with disabilities as watch technicians.

2. We hire and promote based on merit.

3. We hire and promote those who share our values and work ethics; and those who demonstrate initiative, responsibility and integrity.

REACH – Registration, Evaluation, Authorization and Restriction of Chemicals (化學品註冊、評估、授權和限制法案)

http://ec.europa.eu/environment/chemicals/reach/reach_en.htm

有關本公司管理以上政策的詳情，請參閱第208頁至209頁「層面B5：供應鏈管理」。

B. 社會

僱傭及勞工常規

層面B1：僱傭

一般披露

有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的政策；及遵守對發行人有重大影響的相關法律及規例的資料

本集團已制定符合適用僱傭、勞工法例、法規及常規的僱傭政策及指引。

該等政策及指引為：–

招聘及晉升

1. 我們是平等機會僱主。本公司採納相關政策，致力消除招聘及職場上的性別、家庭狀況及殘疾等歧視。例如香港「時間廊」僱用殘疾人士擔任鐘錶維修員。

2. 我們按照表現僱用及晉升。

3. 我們僱用及晉升有共同價值觀及職業道德，並表現主動、有責任心及誠信之人士。

Compensation

1. Remuneration and benefits are benchmarked against prevailing local industry norms and commensurate with experience and qualifications.

2. For certain employee categories, performance bonuses and commission schemes are adopted as part of remuneration packages to incentivise.

Dismissal

This is based on employment policies and guidelines that are compliant with applicable local employment and labour legislation, regulations and practices.

Working hours, rest periods, and other benefits and welfare

Working hours, rest periods, and other benefits and welfare are in line with applicable local employment and labour legislation and regulations, local industry practice and/or where applicable commensurate with experience, qualification and seniority.

During FY2018/19, there was no material non-compliance with applicable employment or labour legislation and/or regulations.

Aspect B2: Health and Safety

Information on the policies and compliance with relevant laws and regulations that have a significant impact on the Issuer relating to providing a safe working environment and protecting employees from occupational hazards

One of our foremost priorities is to provide employees with a safe and conducive working environment.

1. Office employees are assigned individual work stations unless due to the nature of work, this is considered unnecessary.

2. Offices, stores and warehouses are properly lit and ventilated and kept clean and tidy.

3. Offices, stores and warehouses are smoke-free.

薪酬

1. 薪酬及福利以現行本地行業常規為準，並按經驗及資格調整。

2. 就若干員工類別而言，採用表現花紅及佣金計劃為薪酬獎勵計劃一部份。

解僱

解僱依符合適用的本地僱傭及勞工法例、法規及常規的僱傭政策及指引執行。

工作時數、假期及其他待遇及福利

工作時數、假期及其他待遇及福利與適用的本地僱傭及勞工法例及規例、本地行業慣例一致，及／或(如適用)按經驗、資格及年資調整。

於2018/19財政年度，並無嚴重違反適用的僱傭或勞工法例及／或規例。

層面B2：健康與安全

有關提供安全工作環境及保障僱員避免職業性危害的政策；及遵守對發行人有重大影響的相關法律及規例的資料

本集團首要優先事項之一是向僱員提供安全方便的工作環境。

1. 除非工作性質所需，否則辦公室僱員毋須被調派至個別工作地點。

2. 辦公室、店舖及倉庫具備妥善照明及通風系統，環境保持整潔。

3. 辦公室、店舖及倉庫均禁煙。

4. Furniture, fittings and other office equipment and air conditioning and ventilation systems (where applicable) are regularly inspected and maintained.

5. Security measures are in place at our offices and warehouses to restrict entry and exit only to employees and permitted visitors.

6. We follow applicable government work guidelines, for example in Hong Kong, on typhoon and rainstorm warnings.

7. Free yearly influenza vaccinations are offered to staff in Hong Kong (and to their families at discounted rates).

8. Eligible managerial staff and above in Hong Kong are offered free basic body check-ups every two years.

Aspect B3: Development and Training

Policies on improving employees' knowledge and skills for discharging duties at work

Our customers enjoy and have come to expect a personal experience when they shop with us. As there is a direct correlation between service standards and employee development and training, proper emphasis is given to training.

Group policies on employee development and training are set out below:–

1. Store staff receive both regular and ad hoc training.

2. New staff undergo orientation.

3. Training is generally conducted internally.

4. Training and development are given in relevant areas like, product knowledge, customer servicing, correct sales techniques and new laws and regulations that impact on business operations.

5. Follow-up evaluation is carried out after training and development to ensure effectiveness.

4. 傢俬、配置及其他辦公室設備以及空調及通風系統(如適用)獲定期檢查及保養良好。

5. 辦公室及倉庫設有保安措施，僅限員工及許可訪客進出。

6. 我們遵照香港有關颱風及暴雨警告的適用政府工作指引。

7. 每年為香港員工提供免費流感疫苗接種(員工家屬享有折扣)。

8. 香港的合資格管理人員及以上職級每兩年享有免費基本身體檢查。

層面B3：發展及培訓

有關提升僱員履行工作職責的知識及技能的政策

客戶於店舖購物時可享受並擁有個人體驗。由於服務水平與僱員發展及培訓息息相關，我們重視提供充足的培訓。

本集團關於僱員發展及培訓的政策載列如下：–

1. 店舖員工定期及不時接受培訓。

2. 新員工有迎新會。

3. 培訓一般於內部進行。

4. 提供相關範疇的培訓及發展，例如產品知識、客戶服務、正確銷售技巧及對業務經營可能有影響的新法例及規例。

5. 培訓及發展後進行跟進評估以確保成效。

Aspect B4: Labour Standards

General Disclosure

Information on the policies and compliance with relevant laws and regulations that have a significant impact on the Issuer relating to preventing child and forced labour

The Group has a zero tolerance policy on bonded or underaged labour.

Aspect B5: Supply Chain Management

Policies on managing environmental and social risks of the supply chain

1. The Group outsources the manufacturing process of its house brand products by partnering suppliers who share our principles to conduct business in a fair, honest and responsible manner.

2. Our suppliers are contractually obliged to ensure that they do not employ bonded or underaged labour.

3. Our suppliers are contractually obliged to supply products that are free from toxic materials.

4. Our suppliers are encouraged to align their values with the Group by agreeing to adopt certain Standards of Engagement which form part of the contracts they sign. These Standards include the following:–

    (i) No compulsion to work through force or intimidation of any form.

    (ii) Employment to be based solely on the ability to perform the job and without any discrimination due to ethnicity, gender, age, disability or marital status.

    (iii) Fair wages and all other legally mandated benefits should be paid.

    (iv) Provision of a safe and hygienic working environment which complies with local laws or practices.

層面B4：勞工準則

一般披露

有關防止童工或強制勞工的政策；及遵守對發行人有重大影響的相關法律及規例的資料

本集團對抵債或未成年勞工採取零容忍政策。

層面B5：供應鏈管理

管理供應鏈的環境及社會風險政策

1. 本集團將自家品牌產品的製作工序外判，務求與擁有共同營商理念的供應商合作，以公平、誠實及盡責之態度經營業務。

2. 供應商受合約約束，確保其不可僱用抵債或未成年勞工。

3. 供應商受合約約束，提供產品須不含有毒物質。

4. 鼓勵供應商同意採用所訂合約中若干行為標準，使理念與本集團一致。該等標準包括以下事項：–

    (i) 不得以任何武力或威嚇形式強迫工作。

    (ii) 僱傭僅依據履行工作的能力，概不因種族、性別、年齡、殘障或婚姻狀況而遭受歧視。

    (iii) 支付公平工資及一切其他合法待遇。

    (iv) 提供安全衛生的工作環境，符合本地法例或慣例。

(v) Integration of sustainability principles into business decisions.

(vi) Community involvement.

(v) 業務決策須秉持可持續發展原則。

(vi) 融入社區。

Aspect B6: Product Responsibility

General Disclosure

Information on the policies and compliance with relevant laws and regulations that have a significant impact on the Group relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress

層面B6：產品責任

一般披露

有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的政策；及遵守對本集團有重大影響的相關法律及規例的資料

As a provider of high quality products and services, we take our responsibilities relating to the products and services that we deliver very seriously. Customer safety is paramount. Quality control and assurance processes are closely monitored.

作為優質產品及服務的提供者，本公司十分重視產品及服務提供的責任。顧客安全一向被視為極其重要的一環。品質控制及保證均受嚴格監控。

Personal data policies and SOPs are in place to ensure that applicable laws are followed. Our policies on consumer data protection explain the meaning of personal data, and the general principles relating to its collection, use, retention and disposal according to local applicable privacy laws.

本公司已制訂個人資料政策及標準作業程序，以確保遵從適用法例。本公司的客戶資料保護政策已詳述個人資料的定義，以及依據當地適用私隱法例收集、使用、保留及處置該等資料的一般原則。

The Group takes the confidentiality and handling of personal data very seriously and employees who breach policies or the Group's related guidelines may face disciplinary action.

本集團嚴肅處理個人資料並將其保密。僱員如有違反此政策或本集團相關指引，或會面臨紀律處分。

We do not engage in false advertising or false labelling. Products sold generally come with warranties and our warranty and exchange policies are clearly stated. There are SOPs relating to product after-sales, product warranties and product exchange.

本公司絕不進行虛假宣傳或使用虛假標籤。產品一般提供保養期，而保養及退貨的政策均明確標示。本公司已制訂產品售後服務、產品保養及退貨的標準作業程序。

Our intellectual property rights are protected and managed through registration, maintenance and enforcement measures. Copyright relating to designs for our house brand products are systematically stored. We respect third party intellectual property rights and will not knowingly use third party intellectual rights without authorisation.

我們透過註冊、維護及強制措施管理及保護本集團的知識產權。與本集團自家品牌產品設計有關的版權已按系統化的方式儲存。我們尊重第三方的知識產權並將不會未經授權下使用第三方知識產權。

Aspect B7: Anti-corruption

General Disclosure

Information on the policies and compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering

The Group has established anti-corruption policies and all employees are expected to discharge their duties with integrity and to follow relevant local laws. Our anti-corruption policies are set out in our Employee Handbooks and Operations Manuals.

The Group has a whistle blowing policy with clearly stated reporting procedures set out in Employee Handbooks and/or on the intranet.

In Hong Kong, the ICAC are invited to conduct training seminars annually.

Aspect B8: Community Investment

General Disclosure

Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests

Through community engagement, the Group aims to:–

- show love, to give hope and to support the disadvantaged;
- encourage compassion and empathy in our employees;
- foster a sense of community within Stelux; and
- empower through education.

層面B7：反貪污

一般披露

有關防止賄賂、勒索、欺詐及洗黑錢的政策；及遵守對發行人有重大影響的相關法律及規例的資料

本集團已制定反貪污政策，全體僱員應遵守相關本地法例，以誠信履行職務。我們的反貪污政策載於僱員手冊及業務手冊。

本集團已制定舉報政策，並在僱員手冊及／或內聯網清楚列明有關舉報程序。

在香港，每年均會邀請廉政公署進行培訓研討會。

層面B8：社區投資

一般披露

有關以社區參與來了解發行人營運所在社區需要和確保其業務活動會考慮社區利益的政策

透過社區參與，本集團期望：–

- 表達關愛，為弱勢社群送上希望與支持；
- 鼓勵僱員要憐憫和有同情心；
- 於寶光內培養團體歸屬感；及
- 教育使人有所成就。

With the above objectives in mind, we engage with those within our communities with specific emphaisis on:–

- the elderly poor
- the homeless
- poor immigrant families; and
- children and youth

to provide them with:–

- basic sustenance and daily necessities
- social interaction and integration with the wider community; and
- education

Our policies on giving are:–

- to partner reliable registered charities. Partnerships are reviewed annually
- to adopt a "no frills" approach to maximise each dollar donated
- employee volunteering during work hours are capped at 6 hours per employee for each financial year. There is no cap outside of work hours
- activities and giving focus on target groups and their identified needs
- receipts must be issued by a charity for the donations with a breakdown of costs, where applicable

Periodic appraisal meetings are held with the charities we support to understand specific needs and to ensure contributions are appropriately disbursed.

就上述目標而言，幫助社區人士，特別是：–

- 貧困長者
- 無家可歸者
- 貧困的新移民家庭；及
- 兒童及青少年

以為彼等提供：–

- 基本物資及日常用品
- 社會互動及與更廣泛的社區融合；及
- 教育

本集團的捐獻政策為：–

- 與可靠的註冊慈善機構合作。夥伴關係每年進行審查
- 善用捐獻，以達至最大效益
- 每財政年度各員工在工作時間進行義務工作的時數上限為6小時。工作時間以外沒有上限
- 活動及捐獻重點關注目標群體及其確定的需求
- 捐款的收據(包括成本的明細(倘適用))必須由慈善機構發放

本集團定期與慈善團體召開檢討會議，以了解他們的具體需要，並確定本集團的捐獻被適當地運用。

Stelux' charitable volunteer team participated in various activities with charities like Hong Fook Church Bradbury, The Tsung Tsin Mission of Hong Kong Social Service, Evangel Children's Home, Hong Chi Association, Food Angel and Orbis which target low-income families, orphans and children from broken families, those with intellectual special needs and sight saving respectively. Sponsorships included year long donations of free tutorial classes for underprivileged students; gift packages of basic groceries, fresh fruits, vegetables and fish to food banks for low-income families. Sponsorships further included ad-hoc activities like hosting groups of young children to attend art jamming workshops; attending a food charity to understand its work and mission and helping in food preparation, sponsoring the "Hong Chi" Flag Day, helping to raise donations for "ORBIS World Sight Day 2018". Our volunteer team continues to grow in size and services with experienced volunteers and new volunteers joining in the activities.

寶光慈善義工隊參與各式各樣的義工活動，與播道會康福堂、基督教香港崇真會社會服務部、播道兒童之家、匡智會、惜食堂及奧比斯等慈善團體合作。以上慈善團體致力協助低收入家庭、孤兒及破碎家庭的小朋友、智障人士及救盲。贊助包括為貧困學生提供為期一年的免費功課輔導班；向食物銀行提供給予低收入家庭的基本雜貨、新鮮水果、蔬菜及鮮魚。贊助還包括特別活動，例如攜帶小朋友參與藝術創作工作坊；參與食品慈善機構的活動，了解其工作及使命，並協助準備食物；贊助匡智會賣旗日；協助「奧比斯世界視覺日2018」的籌款工作。我們的義工團隊規模及服務次數日漸增加，新加盟的義工聯同資深義工攜手參與活動。

During the year, our Hong Kong subsidiary, the sole distributor for "SEIKO" and "GRAND SEIKO" sponsored over 40 sports and charitable events, including the "Standard Chartered Hong Kong Marathon 2019", the "Stanley International Dragon Boat Championships 2018", the "20th Hong Kong International Dragon Boat Championships" "Hong Kong Cyclothon", the "Asian U18 Athletics Championship", "Hong Chi Climathon", and the "UNICEF Charity Run".

「精工」及「GRAND SEIKO」的獨家經銷商(本集團的香港附屬公司)於年內贊助超過40項體育及慈善活動，包括「渣打香港馬拉松2019」、「赤柱國際龍舟錦標賽2018」、「第二十屆香港國際龍舟錦標賽」、「香港單車節」、「亞洲U18田徑錦標賽」、「匡智慈善跑樓梯大賽」及「聯合國兒童基金會慈善跑」。

1. CORPORATE GOVERNANCE PRACTICES

The Group is committed to maintaining high standards of corporate governance to improve transparency and protect the interests of shareholders in general. The Board of directors (the "Board") of the Company is committed to making sure that effective self-regulatory practices exist to protect the interests of its shareholders. These include a Board comprising experienced and high calibre members, board committees, and effective and sound systems of risk management and internal controls.

This section describes the Company's corporate governance practices with specific reference to the Corporate Governance Code contained in Appendix 14 (the "Corporate Governance Code") of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). During the financial year ended 31 March 2019, the Company complied with the provisions of the Corporate Governance Code except for certain deviations. These deviations with considered reasons are set out in this Report.

2. DIRECTORS' AND EMPLOYEES' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Companies contained in Appendix 10 of the Listing Rules (the "Model Code") as the code of conduct regarding directors' securities transactions.

The Company has also made specific enquiry of all its directors to ascertain whether they have complied with or whether there has been any non-compliance with the required standard set out in the Model Code.

In addition, the Board has established written guidelines on no less exacting terms than the Model Code for relevant employees of the Company and its subsidiaries (the "Group") in respect of these employees' dealings in the securities of the Company.

1. 企業管治常規守則

本集團致力維持高水平企業管治，以確保維持更高透明度以及維護股東整體利益。本公司董事會(「董事會」)致力確保具備有效的自我監察常規，以保障其股東的利益，當中包括設立由資深能幹人員組成的董事會、董事委員會以及實施有效及完善的風險管理及內部控制系統。

本部分闡述本公司的企業管治常規，當中特別參照香港聯合交易所有限公司證券上市規則(「上市規則」)附錄14所載企業管治守則(「企業管治守則」)。截至2019年3月31日止財政年度，本公司已遵守企業管治守則條文，惟本報告所述偏離事項則除外。偏離守則之因由，在本報告內亦有詳述。

2. 董事及僱員進行證券交易

本公司已採納上市規則附錄10所載上市公司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操守守則。

本公司亦已向全體董事作出具體查詢，以確定彼等是否遵守標準守則所載規定標準，並無違規的情況。

此外，董事會已就本公司及其附屬公司(「本集團」)有關僱員買賣本公司證券事宜訂立書面指引，指引條文不比標準守則寬鬆。

3. BOARD OF DIRECTORS

The Board assumes responsibility for leadership and control of the Group and is collectively responsible for promoting the success of the Group by directing and supervising its affairs. Every director is expected to discharge his or her duties in good faith and up to the standard of prevailing applicable laws and regulations, acting objectively in the best interests of the Group.

Proposals for appointments to the Board are based on the Company's board diversity and nomination policies.

The Board currently comprises of 5 members; two executive directors and three independent non-executive directors (with a female independent non-executive director).

Under Code Provision A.2.1 of the Corporate Governance Code, the roles of chairman and chief executive officer ("CEO") should be separate and should not be performed by the same individual. Under the current organisation structure of the Group, Mr. Joseph C. C. Wong is the Chairman and CEO of the Group. The Board believes that with Mr. Joseph C. C. Wong acting as both Chairman and CEO ensures consistent leadership and further enables better strategic planning for the Group. The Board also believes that the non-separation of roles does not affect the balance of power and authority within the Board.

The independent non-executive directors are highly experienced individuals with a broad range of expertise and experience including in areas such as accounting, tax, engineering and environmental and healthy life style consulting. Together, they ensure that the Board maintains high standards of financial accounting and other mandatory reporting; providing adequate checks and balances to safeguard the interests of shareholders in general and the Group as a whole.

3. 董事會

董事會負有領導及監控本集團的責任，並集體負責統管並監督本集團事務以促使其業務成功。各董事應本著真誠且符合現行適用法例及法規所訂標準履行其責任，並客觀地以本集團之最佳利益行事。

委任董事會成員的建議乃根據本公司董事會成員多元化政策及提名政策而提出。

董事會有五名成員，包括兩名行政董事及三名獨立非行政董事(其中一名獨立非行政董事為女性)。

根據企業管治守則的守則條文第A.2.1條規定，主席與行政總裁(「行政總裁」)的角色應有區分，並應由不同人士擔任。根據本集團現有組織架構，黃創增先生現為本集團主席及行政總裁。董事會認為，主席及行政總裁之角色由黃創增先生同時兼任，確保本集團內統一領導，從而使本集團之整體策略計劃更佳。董事會亦相信，董事會內之權力制衡並不會受到不區分角色影響。

獨立非行政董事為資深專業人士，各自擁有不同專業知識及經驗，彼等分別來自包括會計、稅務、工程及環境以及保健諮詢等界別。彼等須共同確保董事會維持高水平的財務會計及其他法定匯報機制，提供足夠檢測及權衡，以保障股東及本集團整體利益。

3. BOARD OF DIRECTORS *(Continued)*

To assist the directors to discharge their duties, there are established written procedures to enable the directors, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company's expense.

The term of office of the Company's non-executive directors, including the independent non-executive directors, is 3 years, subject to retirement by rotation (pursuant to Bye-law 110(A) of the Company's Bye-laws), whichever is the earlier.

Under Code Provision A.4.2, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Not all directors of the Company retire strictly under Code Provision A.4.2. The Company's Bye-Laws 110(A) stipulates that, one-third of the directors of the Company who have been longest serving in office since their last election, except the Chairman or CEO, shall retire from office by rotation at each annual general meeting ("AGM").

Both the Board and management have clearly defined roles and responsibilities. The Board is ultimately responsible for establishing the overall long term strategic direction and objectives of the Group, monitoring the performance of senior management and oversees corporate governance and risk management and internal control systems. Management is responsible for formulating and, implementing operational and business strategies and plans to achieve the Group's strategic direction. Directors have access to management for enquiries, explanations, briefings or informal discussions on the Group's operations and businesses.

3. 董事會 *(續)*

為協助董事履行職務，董事會已制訂書面程序，讓董事按合理要求，可在適當情況下尋求獨立專業意見，有關費用由本公司支付。

本公司非行政董事(包括獨立非行政董事)的任期為三年，並須根據本公司的公司細則第110(A)條規定輪席告退，以較早者為準。

根據守則條文第A.4.2條，各董事(包括有指定任期的董事)應最少每三年輪席告退一次。本公司細則第110(A)條規定除主席或行政總裁外自上次獲選起計任期最長的三分一董事須於每次股東週年大會(「股東週年大會」)輪席告退，並非本公司全體董事均須嚴格遵照守則條文第A.4.2條告退，惟須根據本公司的公司細則告退。

董事會及管理層均有明確界定的角色和職責。董事會負責確立本集團整體長遠策略方向及目標策略、監察高級管理人員之表現以及監控企業管治、風險管理及內部監控系統。管理層則負責制定營運及業務策略及政策及達致本集團策略方向的計劃。各董事均可聯絡管理層，就本集團的營運和業務查詢任何問題、要求作出解答、要求提供簡報或作非正式交流。

3. BOARD OF DIRECTORS *(Continued)*

The Board held a total of ten board meetings and passed circular resolutions during the financial year and up to the date of this Report. At the board meetings, different issues and matters were discussed and reviewed including, approval of the Group's FY18/19 interim results and FY18/19 final results; reviewing financial and operating performances of the Group; approval of new and/or renewals of borrowing facilities; approval of new and renewals of continuing connected transactions; appointing a replacement auditor; conducting an annual review of the effectiveness of the system of internal controls of the Company and its subsidiaries, reviewing risk management framework and identifying top risks and corresponding mitigation actions. Details of the directors' attendance at the board meetings during the financial year and up to the date of this Report are set out below. All businesses transacted at the board meetings are well documented and the records are maintained in accordance with applicable laws and regulations.

3. 董事會 *(續)*

董事會於本財政年度及直至本報告日期共舉行十次董事會會議並通過多項書面決議案。在該十次董事會會議上討論及檢討多方面事宜，包括通過本集團18/19財政年度中期業績及18/19財政年度末期業績；檢討本集團財務及營運表現；批准新及╱或重續借貸融資；批准新及重續持續關聯交易；委任替代核數師；對本公司及其附屬公司的內部監控制度的成效進行年度檢討；檢討風險管理框架、辨別重大風險及相關緩釋措施。於本財政年度及直至本報告日期，各董事於董事會會議之出席詳情載列如下。於董事會會議討論之各項事務均詳細記錄，並按照適用法例及法規存備有關記錄。

Date of board meeting	董事會會議舉行日期	Total no. of Directors 董事總人數	No. of Directors present 出席董事人數
17 April 2018	2018年4月17日	5	5
16 May 2018	2018年5月16日	5	5
21 June 2018	2018年6月21日	5	5
17 July 2018	2018年7月17日	5	5
24 October 2018	2018年10月24日	5	5
20 November 2018	2018年11月20日	5	5
22 January 2019	2019年1月22日	5	4
12 March 2019	2019年3月12日	5	5
22 May 2019	2019年5月22日	5	4
20 June 2019	2019年6月20日	5	5

3. BOARD OF DIRECTORS *(Continued)*

3. 董事會*(續)*

Director **董事**		**No. of board meetings attended/held in FY18/19** **於18/19財政年度出席／召開之董事會會議數目**
Executive Directors	**行政董事**	
Mr. Joseph C. C. Wong (Chairman and Chief Executive Officer)	黃創增先生（主席及行政總裁）	10/10
Mr. Wallace Kwan Chi Kin (Chief Financial Officer)	關志堅先生（首席財務總裁）	10/10
Non-executive Directors	**非行政董事**	
Mr. Wu Chun Sang *(independent)*	胡春生先生*(獨立)*	9/10
Professor Lawrence Wu Chi Man *(independent)*	胡志文教授*(獨立)*	10/10
Dr. Agnes Kwong Yi Hang *(independent)*	鄺易行博士*(獨立)*	9/10

During the financial year, the Company held a Special General Meeting on 19 April 2018 and its Annual General Meeting ("AGM") on 20 August 2018. No other general meetings were held during the financial year. Details of the directors' attendance at the Special General Meeting and AGM are set out below:

19 April 2018
Mr. Wallace Kwan Chi Kin
Mr. Wu Chun Sang
Professor Lawrence Wu Chi Man
Dr. Agnes Kwong Yi Hang

20 August 2018
Mr. Wallace Kwan Chi Kin
Mr. Wu Chun Sang
Professor Lawrence Wu Chi Man
Dr. Agnes Kwong Yi Hang

The Chairman of the Company was not present at the SGM. as it was a general meeting of independent shareholders and at the AGM due to personal reasons.

The Board is supplied with relevant information by management pertaining to matters to be brought before the Board for decision as well as reports relating to internal controls, risk management or financial performance of the Group before each regular board meeting. At least 14 day's notice of a regular board meeting is given to all directors giving them the opportunity to attend. Board papers are despatched to directors generally at least 3 days before the meeting and in any event as soon as practicable, in all instances, ensuring that they have sufficient time to review the papers and are adequately prepared for the meeting.

於本財政年度，本公司於2018年4月19日舉行股東特別大會及於2018年8月20日舉行股東週年大會(「股東週年大會」)。於本財政年度概無舉行其他股東大會。董事出席股東特別大會及股東週年大會之詳情載列如下：

2018年4月19日
關志堅先生
胡春生先生
胡志文教授
鄺易行博士

2018年8月20日
關志堅先生
胡春生先生
胡志文教授
鄺易行博士

由於股東特別大會為獨立股東大會，本公司主席並無出席有關大會；而由於私人理由，本公司主席亦無出席股東週年大會。

於每次定期董事會會議召開前，管理人員會向董事會提供與將提呈董事會決議事項有關之資料以及有關本集團內部監控、風險管理或財務表現之報告。於定期董事會會議舉行至少14天前向全體董事發出通告，讓董事有機會出席。董事會文件一般須於會議舉行至少3天前派發予董事，並無論如何應在切實可行情況下盡快作出有關安排，以確保董事有足夠時間審閱會議文件及為會議作出充足準備。

3. BOARD OF DIRECTORS *(Continued)*

The proceedings of board meetings are generally conducted by the Chairman of the Company who ensures that sufficient time is allocated for discussion and consideration of items on the agenda and also ample opportunities are given to directors to speak, express their views and share their concerns. The Chairman held a meeting on 12 March 2019 with the independent non-executive directors without the other directors present.

Under Code Provision A.6.5, all directors should participate in continuous professional development to develop and refresh their knowledge and skills. As such the directors are encouraged to participate in continuous professional development. Courses have been regularly circulated to directors for their selection and materials are circulated for their reading.

In particular, training attended by Mr. Wu Chun Sang (Chairman of the Audit Committee) included the following: "會計業界稅務座談會", "2018海峽兩岸及港澳地區會計師行業研討會", "Annual Auditing Update 2017 "Broadening the Horizons"", "Annual Accounting Update 2017 "Transition to the new standards: Are you on track?"", "Joint Financial Reporting Forum organized by the HKICPA, HKEX and the FRC", "Companies Ordinance (Cap. 622) in financial reporting – Are you familiar with the requirements? (audio)", "HKICPA e seminar: Updates on Hong Kong Financial Reporting" and "Standard HKFRS 16 Lease (audio).

3. 董事會 *(續)*

董事會之會議程序通常由本公司主席主持，彼須確保分配足夠時間讓董事就各項議程作出討論及審議，同時亦給予各董事充足機會發言，提出意見及表達其關注的事項。在無其他董事出席的情況下，主席與獨立非行政董事於2019年3月12日舉行了一次會議。

根據守則條文第A.6.5條，所有董事均須參加持續專業發展以發展及更新其知識及技能。因此，本公司鼓勵董事參加持續專業發展並定期發送相關課程及閱讀材料予各董事選修及閱讀。

其中，審核委員會主席胡春生先生參與了以下培訓：「會計業界稅務座談會」、「2018海峽兩岸及港澳地區會計師行業研討會」、「Annual Auditing Update 2017 "Broadening the Horizons」、「Annual Accounting Update 2017 "Transition to the new standards：Are you on track?"」、「Joint Financial Reporting Forum organized by the HKICPA, HKEX and the FRC」、「Companies Ordinance (Cap. 622) in financial reporting – Are you familiar with the requirements? (audio)」、「HKICPA e seminar：Updates on Hong Kong Financial Reporting」及「Standard HKFRS 16 Lease (audio)」。

4. BOARD DIVERSITY

(1) Policy on Board Diversity

- We believe that board appointments should first and foremost be based on merit
- We embrace diversity by being inclusive and support gender, ethnic, cultural, generational and geographical diversity, amongst others
- We believe that an optimal and balanced board should comprise of both male and female members with an appropriate balance of different skills, educational and industry background, experience, knowledge and independence

(2) Objective and Benefits of Board Diversity

We believe in diversity and inclusiveness as these bring to the boardroom a spectrum of perspectives and opinions, necessary as we navigate our businesses through a more complex market place and as our customers' aspirations grow in sophistication.

5. NOMINATION POLICY

- Nomination Committee to consider director retirements, re-election and eligibility within a reasonable time before proposing to the Board
- To review and assess proposed candidates' backgrounds, experience, expertise according to a) Board diversity policy of the Company; b)current board composition of the Company and c) Group's strategic objectives
- To consider how a proposed candidate (whether new or seeking re-election) can contribute to and support or has in the past contributed to and supported the Board
- For directors considering re-election, to review and assess if they have attended board, committee and general meetings, and, frequency of attendance

4. 董事會成員多元化

(1) 董事會成員多元化政策

- 本集團相信，用人唯才應為董事會委任董事的首要原則。
- 董事會兼收並蓄，奉行多元化政策，並支持性別、種族、文化、年紀及地域多樣化
- 本集團相信，一個至優及均衡的董事會應由在不同技能、教育及行業背景、經驗、知識及獨立性之間取得適度平衡的男性及女性成員組成。

(2) 董事會成員多元化的目標及裨益

本集團相信多元化及兼收並蓄，會為董事會提供更全面的觀點與看法，對本集團在日趨複雜的市場開展業務以及滿足本集團客戶不斷提高且複雜多樣的期望實屬必要。

5. 提名政策

- 提名委員會在向董事會提出董事退任、重選連任及資格的建議前在合理時間內考慮
- 根據a)本公司的董事會成員多元化政策；b)本公司目前的董事會組成；及c)本集團的戰略目標，審查及評估建議候選人的背景、經驗及專業知識
- 考慮建議候選人(無論是新候選人還是尋求連任的候選人)如何能為董事會作出貢獻及支持，或於過去對董事會所作出的貢獻及支持
- 考慮重選連任的董事時，審查及評估彼等有沒有出席董事會、委員會及股東大會，以及其出席次數

5. NOMINATION POLICY *(Continued)*

- To consider if a proposed candidate can devote sufficient time to discharge his/her duties and responsibilities
- If the position is for an INED, to ensure listing rules requirements on independence, are met

6. PROCEDURE FOR NOMINATION

(i) Refer/propose name to Company Secretary who will inform the Nomination Committee with CV of the proposed candidate

(ii) Presents candidate and his/her CV and where possible, other relevant background information to the Nomination Committee for consideration according to the Nomination Policy.

(iii) Where necessary, the Nomination Committee or the Chairman of the Nomination Committee meets the proposed candidate to assess suitability

(iv) Nomination Committee confirms or rejects proposed candidate with proper reasons.

(v) To restart process when a proposed candidate is rejected.

5. 提名政策 *(續)*

- 考慮建議候選人能否投入足夠的時間履行其職責及責任
- 倘該職位為獨立非行政董事，需確保有關建議候選人符合上市規則內有關獨立性的規定

6. 提名程序

(i) 向公司秘書提交／提議建議候選人的名稱，公司秘書其後將向提名委員會提供有關建議候選人的履歷

(ii) 根據提名政策，向提名委員會提交候選人及其履歷，以及在可行的情況下，提供其他相關的背景資料，以供委員會考慮

(iii) 提名委員會或提名委員會主席於需要時會與建議候選人會面，以評估其合適性

(iv) 提名委員會會以正當理由確認或拒絕建議候選人。

(v) 建議候選人被拒絕時，有關流程將重新開始。

7. COMPANY SECRETARY

The Company Secretary is an employee of the Company and has day to day knowledge of the Group's affairs. She reports to the Chairman and CEO. The Board has access to the advice and services of the Company Secretary to ensure that board procedures and all applicable laws, rules and regulations, are followed.

The Company Secretary attended the following professional development seminars and read materials on legal and corporate secretarial updates, receiving more than 15 hours of training during the financial year: "Annual Corporate and Regulatory Update 2018", "Legal Innovation-How technology transforms the Work and Life of in House Counsel", "Recent Developments in Hong Kong Listed Companies' Regulatory Environment", "Getting Ready for 2019".

7. 公司秘書

本公司的公司秘書為本公司的僱員，瞭解本集團的日常事務。公司秘書向主席及行政總裁報告。公司秘書向董事會提供建議及服務以確保遵守董事會程序及所有適用法律、規則及規例。

公司秘書已於本財政年度出席以下專業發展研討會並研讀法律及公司秘書的最新資訊，接受多於15個小時的培訓：「Annual Corporate and Regulatory Update 2018」、「Legal Innovation－How Technology Transforms the Work and Life of in House Counsel」、「Recent Developments in Hong Kong Listed Companies' Regulatory Environment」及「Getting Ready for 2019」。

8. ACCOUNTABILITY AND AUDIT

The Board acknowledges its responsibility for the preparation of the Group's accounts and has delegated this responsibility to the Group CFO. The Group CFO and his team are responsible for preparing interim and annual financial statements based on Hong Kong Financial Reporting Standards ("HKFRS") ensuring that the financial statements present a fair and true view of the results and the financial position of the Group and that they comply with the disclosure requirements of the Hong Kong Companies Ordinance, the Listing Rules and other applicable laws and regulations. The Group CFO maintains regular communications with the external auditors. He also plays a role in reviewing and making recommendations to the Board on the Group's financial risk management. During the fiscal year, the Group CFO was also responsible for overseeing the Group's investor relations activities.

A statement by the Group's external auditors, Ernst & Young about their reporting responsibilities on the Group's financial statements are set out in the Independent Auditor's Report on pages 35 to 42.

The Board is not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company and its subsidiaries ability to continue as a going concern.

8. 問責及審核

董事會知悉其肩負編製本集團賬目之責任，並已將此責任委派予本集團首席財務總裁。本集團首席財務總裁及其屬下人員負責遵照香港財務報告準則(「香港財務報告準則」)編製中期及年度財務報表，確保財務報表真實及公平地反映本集團的業績及財務狀況，並遵守香港公司條例、上市規則及其他適用法例及法規之披露規定。本集團首席財務總裁須定期與外聘核數師溝通。本集團首席財務總裁在本集團財務風險管理方面亦擔當審核及向董事會作出建議的角色。於財政年內，本集團首席財務總裁亦負責監管本集團投資者關係事務。

本集團外聘核數師安永會計師事務所就其對本集團財務報表的責任而作出的聲明載於第35頁至42頁獨立核數師報告。

董事會並未注意到任何與或對本公司及其附屬公司持續經營能力構成重大疑慮之事件或情況有關之重大不確定因素。

9. AUDITORS' REMUNERATION

The Company appointed PricewaterhouseCoopers as the external auditors of the Company and certain of its subsidiaries at the 2017 AGM until their resignation effective from 6 December 2018. The Board appointed Ernst & Young as external auditors of the Company and certain of its subsidiaries to fill the casual vacancy following the resignation of PricewaterhouseCoopers, from 7 December 2018 until the conclusion of the next annual general meeting of the Company. During the year, HK$2,280,000 was paid or payable to Ernst & Young for the provision of audit services. Details of nature for non-audit related services provided by and the fee paid or payable to Ernst & Young are set out as below:

9. 核數師酬金

本公司於2017年股東週年大會委任羅兵咸永道會計師事務所為本公司及若干其附屬公司之外聘核數師，直至其辭任(自2018年12月6日起生效)為止。羅兵咸永道會計師事務所辭任後，董事會委任安永會計師事務所為本公司及若干其附屬公司之外聘核數師(任期從2018年12月7日起直至本公司下屆股東週年大會結束為止)，以填補有關臨時空缺。年內，本公司就安永會計師事務所提供之核數服務向其支付或應付港幣2,280,000元。安永會計師事務所提供之非核數相關服務性質及向其支付或應付費用之詳情如下：

Description 簡介		HK$ 港幣元
Taxation compliance	稅務遵規	531,000
Advisory and other services	顧問及其他服務	147,000

The Group also engaged other auditors in Hong Kong and overseas for auditing and miscellaneous services and total fees paid amounted to HK$981,000.

本集團亦於香港及海外委聘其他核數師提供核數及不同服務，所支付費用合共港幣981,000元。

10. BOARD COMMITTEES

To assist the Board in the discharge of its duties, the Board is supported by four board committees. Each committee has its defined scope of duties and terms of reference and the committee members are empowered to make decisions on matters within the terms of reference of each committee.

10. 董事委員會

為協助董事會履行職務，在董事會以下設有四個董事委員會。各委員會有既定的職責及職權範圍，委員會成員獲授權可就各委員會職權範圍內的事項作出決策。

(1) Audit Committee

The Audit Committee comprises of three independent non-executive directors, namely, Mr. Wu Chun Sang (Chairman of the Audit Committee), Professor Lawrence Wu Chi Man and Dr. Agnes Kwong Yi Hang.

(1) 審核委員會

審核委員會由三名獨立非行政董事胡春生先生(審核委員會主席)、胡志文教授及鄺易行博士組成。

10. BOARD COMMITTEES *(Continued)*

(1) Audit Committee *(Continued)*

The terms of reference of the Committee are aligned with the recommendations set out in the Listing Rules and the code provisions set out in the Corporate Governance Code. The Committee provides advice and recommendations to the Board and oversees all matters relating to the external auditors, thus playing an important role in monitoring and safeguarding the independence of the external auditors.

The Committee met five times during the financial year and up to the date of this Report together with the external auditors, Ernst & Young in two of the five meetings to discuss matters, including, the Group's audit service plan, the review of accounting principles and practices adopted by the Group and other financial reporting matters; to ensure the completeness, accuracy and fairness of the financial statements of the Company; to discuss the effectiveness of the systems of internal control throughout the Group including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget; to review all significant business affairs managed by the executive directors in particular on continuing connected transactions and to review the Group's interim results for FY2018/2019 and results for the year ended 31 March 2019 before they were presented to the Board for approval. The Committee also met to discuss, review and recommend the appointment of Ernst & Young as external auditor to the Company and certain of its subsidiaries.

Attendence of directors at the Audit Committee meetings held on:

24 October 2018
19 November 2018
3 December 2018
8 April 2019
17 June 2019
Mr. Wu Chun Sang
Prof. Lawrence Wu Chi Man
Dr. Agnes Kwong Yi Hang

10. 董事委員會 *(續)*

(1) 審核委員會 *(續)*

委員會的職權範圍乃根據上市規則所載建議及企業管治守則所載守則條文而制定。委員會向董事會提供意見及建議，並監督與外聘核數師有關的所有事宜，因此，其在監察及保持外聘核數師獨立性方面扮演重要角色。

委員會於本財政年度內及截至本報告日期期間舉行五次會議，五次會議其中兩次連同外聘核數師安永會計師事務所，會議討論之事項包括本集團之核數服務計劃、檢討本集團採納的會計原則及慣例以及其他財務報告事項；確保本公司財務報表的完整性、準確性及公平性；檢討本集團整體內部監控制度的成效，包括在本公司會計及財務匯報職能方面是否擁有充足的資源、員工是否具備足夠的資歷及經驗，並已接受充足的培訓，及是否備有充足的預算；檢討行政董事負責的一切重要商業事務，特別是持續關聯交易；以及在呈報本集團2018/2019財政年度中期業績及截至2019年3月31日止年度業績予董事會核准前，審閱該等業績。委員會亦召開會議，討論、檢討並建議委任安永會計師事務所為本公司及其若干附屬公司的外聘核數師。

董事於下列日期舉行的審核委員會會議的出席情況：

2018年10月24日
2018年11月19日
2018年12月3日
2019年4月8日
2019年6月17日
胡春生先生
胡志文教授
鄺易行博士

10. BOARD COMMITTEES *(Continued)*

(2) Remuneration Committee

The Company's Remuneration Committee comprises of Professor Lawrence Wu Chi Man (Chairman of the Remuneration Committee), Mr. Wu Chun Sang, Dr. Agnes Kwong Yi Hang (all independent non-executive directors of the Company) and Mr. Joseph C.C. Wong (Group Chairman and CEO).

Code Provision B.1.2 deals with the terms of reference of the Remuneration Committee. The Company has adopted the terms of reference under Code Provision B.1.2 except that the terms of reference do not include reviewing and determining the remuneration packages of senior management. The Company believes that the remuneration packages of senior management should be the responsibility of the executive directors as they are in a better position to appraise the performance of senior management. The Remuneration Committee determines with delegated responsibility the remuneration packages of its individual executive directors. The basic salaries of its executive directors are reviewed annually, and unless there are exceptional circumstances, increases if any, generally align with the average annual increment for the Group's office staff in Hong Kong.

The committee members resolved by way of circular resolutions on 8 November 2018 to adopt and approve the basic salaries and annual bonus scheme for FY18/19 for its executive directors.

The circular resolutions were resolved by the Remuneration Committee comprising of:

Prof. Lawrence Wu Chi Man
Mr. Joseph C. C. Wong (abstaining with respect to his remuneration)

Mr. Wu Chun Sang
Dr. Agnes Kwong Yi Hang

10. 董事委員會 *(續)*

(2) 薪酬委員會

本公司的薪酬委員會由胡志文教授(薪酬委員會主席)、胡春生先生、鄺易行博士(均為本公司獨立非行政董事)及黃創增先生(集團主席及行政總裁)組成。

守則條文第B.1.2條載有有關薪酬委員會的職權範圍。本公司已採納守則條文第B.1.2條所載的職權範圍，惟不包括有關檢討及釐定高級管理人員薪酬待遇的部分。本公司認為行政董事較適合評估高級管理人員的表現，因此，釐定高級管理人員的薪酬待遇應由行政董事負責。薪酬委員會的職責為釐定其行政董事個人的報酬。其行政董事的基本薪金會每年進行審閱，除非有特殊情況，增幅(如有)一般與本集團香港辦事處職員的平均年度增幅相同。

委員會成員於2018年11月8日以書面決議案方式通過決議，採納及批准其行政董事於18/19財政年度的基本薪金及年度花紅計劃。

由下列人士組成的薪酬委員會已通過書面決議案：

胡志文教授
黃創增先生(黃先生就其薪酬的動議棄權)

胡春生先生
鄺易行博士

10. BOARD COMMITTEES *(Continued)*

(3) Nomination Committee

The Nomination Committee comprises of Mr. Joseph C. C. Wong (Chairman of the Nomination Committee, Group Chairman and CEO) and three independent non-executive directors, namely, Mr. Wu Chun Sang, Professor Lawrence Wu Chi Man and Dr. Agnes Kwong Yi Hang.

Code Provision A.5.3 deals with the terms of reference of a Nomination Committee. The Company has adopted the terms of reference under Code Provision A.5.3. During the financial year, and up to the date of this Report, the Committee met once. The Committee considered the independence of its retiring independent non-executive director, having served more than 9 years by the time of the Annual General Meeting. In the nomination process, the Committee proposes the most appropriate individual with the right balance of skills, experience, and industry background for the position based on the Company's board diversity policies and nomination processes for appointment or election/re-election of directors.

Attendance of directors at the Nomination Committee meeting held on:

20 June 2019
Mr. Joseph C. C. Wong
Prof. Lawrence Wu Chi Man
Mr. Wu Chun Sang
Dr. Agnes Kwong Yi Hang

10. 董事委員會 *(續)*

(3) 提名委員會

提名委員會由黃創增先生(提名委員會主席、本集團主席及行政總裁)及三名獨立非行政董事胡春生先生、胡志文教授及鄺易行博士。

守則條文第A.5.3條載有有關提名委員會的職權範圍。本公司已採納守則條文第A.5.3條所載的職權範圍。於本財政年度及截至本報告日期，委員會曾舉行一次會議。提名委員會考慮截至應屆股東週年大會已就任超過9年的獨立非行政董事的獨立性。於提名過程中，委員會建議根據本公司董事會成員多元化政策以及委任或選舉董事的提名程序提名具有勝任該職位的技能、經驗及行業背景的合適人選。

董事於下列日期舉行的提名委員會會議的出席情況：

2019年6月20日
黃創增先生
胡志文教授
胡春生先生
鄺易行博士

10. BOARD COMMITTEES *(Continued)*

(4) Corporate Governance Committee

Stelux recognises that adopting proper systems, running our businesses within a strong legal framework of rules and procedures, underpinned by sound business ethics are essential to safeguarding the economic performance of the Group and our shareholders' interests in a sustainable manner. The Corporate Governance Committee comprises Mr. Wallace Kwan Chi Kin (Chairman of the Corporate Governance Committee and Chief Financial Officer) and three independent non-executive directors, namely, Mr. Wu Chun Sang, Professor Lawrence Wu Chi Man and Dr. Agnes Kwong Yi Hang.

Code Provision D.3.1 deals with the terms of reference of a corporate governance committee. The Company has adopted the terms of reference under Code Provision D.3.1. The Corporate Governance Committee held one meeting during the financial year. At this meeting, the Committee amongst other things, reviewed the Company's compliance with the Code Provisions and disclosure in the Corporate Governance Report. Quarterly sales turnover updates are voluntarily issued by the Company and a whistleblowing policy is in place. With the implementation of the statutory disclosure regime for inside information under the Securities and Futures (Amendment) Ordinance 2012 on 1 January 2013, systems are in place on reporting and dissemination of inside information.

10. 董事委員會 *(續)*

(4) 企業管治委員會

寶光認為以良好的商業道德為本，採用合適的體制，按由規則及程序構成的健全法律框架下經營業務，乃保障本集團財務表現及以可持續的方式保障股東權益的基礎。企業管治委員會由關志堅先生(企業管治委員會主席及首席財務總裁)及三名獨立非行政董事胡春生先生、胡志文教授及鄺易行博士。

守則條文第D.3.1條載有有關企業管治委員會的職權範圍。本公司已採納守則條文第D.3.1條所載的職權範圍。企業管治委員會於本財政年度曾舉行一次會議。於該次會議，委員會(其中包括)檢討本公司對守則條文的遵守及於企業管治報告內的披露情況。本公司已自願發佈最新季度銷售營業額及已實施一項舉報政策。隨着2012年證券及期貨(修訂)條例下的內幕消息法定披露政策於2013年1月1日起生效，本公司已制定申報及發放內幕消息的體制。

10. BOARD COMMITTEES *(Continued)*

(4) Corporate Governance Committee *(Continued)*

Attendance of directors at the Corporate Governance Committee Meeting held on:

12 March 2019
Mr. Wallace Kwan Chi Kin
Mr. Wu Chun Sang
Prof. Lawrence Wu Chi Man
Dr. Agnes Kwong Yi Hang

The above four board committees report to the Board. All businesses transacted at board committee meetings are recorded and minuted with copies provided to the Board. The terms of reference of the above board committees are available on the Company's website at www.stelux.com.

11. RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that it has overall responsibility for ensuring that the Group establishes and maintains appropriate risk management and internal control systems and for reviewing their effectiveness. The Group's risk management and internal control systems are designed to manage and minimise risk of failures in the Group's operational systems, and to achieve our objectives. Such systems can only provide reasonable but not absolute assurance against material misstatement or loss.

During the year, the Group has complied with all the code provisions on risk management and internal control under the Corporate Governance Code.

The main features of the Group's Risk Management and Internal Control Systems, include:

(1) Risk Management

The Group's risk management process is a four-step process involving identifying, assessing, responding to and monitoring risks which could affect the Group from achieving its strategic or business objectives.

10. 董事委員會 *(續)*

(4) 企業管治委員會 *(續)*

董事於下列日期舉行的企業管治委員會會議的出席情況：

2019年3月12日
關志堅先生
胡春生先生
胡志文教授
鄺易行博士

上述四個董事委員會向董事會報告。於董事委員會會議進行的所有事項均有記錄及記入會議記錄，該等記錄的副本亦會提供予董事會。上述董事委員會的職權範圍於本公司網站www.stelux.com可供瀏覽。

11. 風險管理及內部監控

董事會知悉其有責任確保本集團制定及維持適當的風險管理及內部監控系統以及審查有關系統之效用。本集團風險管理及內部監控系統用於管理及減低本集團營運系統的失效風險，從而達致本集團之目標。該等系統只可就重大錯誤陳述或損失提供合理而非絕對之保證。

年內，本集團已符合企業管治守則項下風險管理及內部監控的所有守則條文。

本集團的風險管理及內部監控系統的主要特點包括：

(1) 風險管理

本集團的風險管理程序有四個步驟，包括識別、評估、回應及監察可能對本集團達致策略或業務目標造成影響的風險。

11. RISK MANAGEMENT AND INTERNAL CONTROL *(Continued)*

(1) Risk Management *(Continued)*

In order to ensure the risk management process is executed effectively and as an integral part of our business, the Board has established the following risk management and reporting framework which specifies the responsible parties and their roles and responsibilities for managing risks of the Group.

The Board

- oversees management in the design, implementation and monitoring of the risk management and internal control systems
- evaluate and determine the Group's key risks which would significantly affect it achieving strategic or business objectives
- review the Group's key risks and mitigation actions and ensure the effectiveness of risk management and internal control systems

Audit Committee

- oversees design and operating effectiveness of the Group's underlying risk management process and internal control systems
- review effectiveness of the Group's risk management and internal controls with support from the Internal Audit Function and reporting to the Board

Risk Steering Committee

- members comprised of key executives of the Group
- assess and determine the Group's key risks and ensure appropriate mitigation actions/controls are in place
- track progress of mitigation actions/controls over identified key risks and report to Audit Committee
- provide confirmation to the Board on the effectiveness of the Group's risk management and internal control systems annually

11. 風險管理及內部監控*(續)*

(1) 風險管理*(續)*

為確保風險管理程序可有效執行並作為本集團業務之整合部分，董事會已設立以下風險管理及報告框架，訂明各負責部門及其就管理本集團風險的職責及責任。

董事會

- 監督管理層對風險管理及內部監控系統之制定、實施及監察
- 評估及判斷可能對本集團達成策略或業務目標造成重大影響的主要風險
- 審閱本集團的主要風險及減低風險之措施，以及確保風險管理及內部監控系統之有效性

審核委員會

- 監測本集團相關風險管理程序及內部監控系統之制定及操作效用
- 在內部審計部的協助下審閱本集團的風險管理及內部監控的有效性，並向董事會報告

風險督導委員會

- 成員包括本集團的主要執行人員
- 評估及判斷本集團的主要風險，並確保實施適當減低風險的措施／監控
- 跟進已識別主要風險之緩減措施／監控，並向審核委員會報告
- 每年向董事會確認本集團的風險管理及內部監控系統的有效性

11. RISK MANAGEMENT AND INTERNAL CONTROL *(Continued)*

(1) Risk Management *(Continued)*

Business Units and Functional Support Management

- management meets periodically to identify new and review existing risks
- design, implement and monitor mitigation actions and internal control activities in their day-to-day operations
- ensure risk management process and mitigation actions and internal controls follow guidelines or recommendations provided by the Risk Committee and Internal Audit Function

Internal Audit Function

- carry out analysis and independent appraisal of the adequacy and effectiveness of the Group's risk management and internal control systems
- support the Audit Committee in reviewing the effectiveness of the Group's risk management and internal control systems

(2) Internal Control

Internal control is a process for the Board and management to assure achievement of the Group's objectives in operational effectiveness and efficiency, reliable financial reporting, and compliance with laws, regulations and our internal policies.

The Group has the following major internal controls in place:

- Policies and standard operating procedures are set to govern staff in shop operations, integrity of trading practices, compliance on handling personal data of customers, acquisition and disposal of capital assets, financial reporting, etc.

- Authorisation and approval matrix are set based on nature and type of transactions.

11. 風險管理及內部監控*(續)*

(1) 風險管理*(續)*

業務單位及部門支援管理

- 管理層定期進行會議，以識別新風險及審閱現有風險
- 制定、實施及監測日常營運的減低風險措施及內部監控措施

- 確保風險委員會及內部審計部提供的風險管理程序及風險減低措施及內部監控指引或建議獲遵從

內部審計部

- 就本集團的風險管理及內部監控系統的合適性及有效性進行分析及獨立評估
- 支援審核委員會審閱本集團的風險管理及內部監控系統的有效性

(2) 內部監控

內部監控為董事會及管理層確保達致本集團有關營運有效性及效率、可靠財務匯報制度及遵守法律、法規及內部政策的程序。

本集團已實行下列主要內部監控措施：

- 制定政策及標準經營程序以監管營運店舖之員工、交易常規的完整性、處理客戶個人資料的合規性、資本資產的收購及出售、財務報告等。

- 根據不同交易性質及類型制定不同授權及批准的基礎。

11. RISK MANAGEMENT AND INTERNAL CONTROL *(Continued)*

(2) Internal Control *(Continued)*

- Employees' Code of Conduct is available on the Company's intranet. Employees are required to strictly follow the Code of Conduct to ensure the Group operates to the highest standards of business behaviour and ethics.
- Business plans and budgets of individual business units are prepared and monitored by management regularly.
- Regular management meetings to review business updates and monitor operating performance against budgets and relevant benchmarks.
- Regular reviews on store portfolio.
- Information access from accounting, Human Resources and other IT systems are restricted and managed on a need-to-know basis in order to protect data and ensure data integrity.
- Major or material connected transactions require pre-approval of independent non-executive directors and all continuing connected transactions are reviewed on an annual basis pursuant to the requirements of the Hong Kong Listing Rules.
- The Group has a "whistle-blowing" mechanism to allow our staff to anonymously report any suspected fraud or employee's misconduct to the Head of Internal Audit Function who will refer the report to the Audit Committee and the Board for further investigation and/or actions.

11. 風險管理及內部監控*(續)*

(2) 內部監控*(續)*

- 上載僱員的操守守則至本公司內聯網。僱員需要嚴格遵守操守守則，確保本集團的營運符合業務行為及道德的最高標準。
- 管理層定期制定及監察個別業務單位的業務計劃及預算。
- 管理層定期舉行會議，參照有關各預算及相關基準，檢討業務的最新情況及經營表現。
- 定期審閱店舖組合。
- 限制並以「有需要知道」的原則管理有關會計、人力資源及其他電腦系統的資料，以保障資料及確保資料的完整性。
- 主要或重大關聯交易需要獨立非行政董事的事前批准，而所有持續關聯交易根據香港上市規則每年予以審閱。
- 本集團設有「舉報」機制，供員工向內部審計部主管匿名報告任何涉嫌欺詐或員工不當行為，而內部審計部主管將向審核委員會及董事會報告，以作出進一步調查及／或行動。

11. RISK MANAGEMENT AND INTERNAL CONTROL *(Continued)*

(2) Internal Control *(Continued)*

- The Company has a system which sets out the requirements and procedures for handling and disseminating inside information to the public. Any material information which comes to the knowledge of one or more officers should be promptly identified, assessed and escalated, where appropriate, to the attention of the Board.

- Our internal audit function conducts regular reviews and ad hoc engagements which cover risk assessment and monitoring, operational, financial and compliance aspects.

(3) Internal Audit

Under Code Provision C.2.5, an internal audit function should be in place. The key tasks of the Group's Internal Audit Function include:

(i) provides independent and objective assurance to the Audit Committee and the Board with respect to the Group's risk management and internal control systems;

(ii) conduct independent audits on the Group's financial, operational and compliance controls and make recommendations on improving work flow efficiency and effectiveness;

(iii) conduct special reviews on areas of concerns as identified by senior management or the Board;

(iv) conduct investigations on business ethics, employee misconduct, fraud cases and other violations of the Group's policies and standards; and

(v) oversee the "whistle-blowing" mechanism.

11. 風險管理及內部監控*(續)*

(2) 內部監控*(續)*

- 本公司設有制度列明處理及向公眾傳播內幕資料的要求和程序。如一名或以上的高級人員知悉任何重要資料，則須即時查明、評估及向董事會提呈(如適用)有關資料。

- 內部審計部進行定期審閱及特設行動，包括風險評估及監測、營運、財務及合規等方面。

(3) 內部審計

根據守則條文第C.2.5條，須設立內部審計部。本集團內部審計部的主要職責包括：

(i) 就本集團的風險管理及內部監控系統向審核委員會及董事會提供獨立和客觀的保證；

(ii) 就本集團的財務、經營及合規監控進行獨立審計，並就改善營運流程效率及效用提供建議；

(iii) 就高級管理層或董事會成員識別的問題進行特別審閱；

(iv) 調查有關業務道德、員工不當行為、欺詐個案、及其他違反本集團政策及標準之事宜；及

(v) 監測「舉報」機制。

11. RISK MANAGEMENT AND INTERNAL CONTROL *(Continued)*

(4) Annual Review by the Board

Under Code Provision C.2.1, the directors should at least annually conduct a review of the effectiveness of the Group's internal controls system reporting to the Company's shareholders in the Corporate Governance Report. The review should cover all material controls, including financial, operational and compliance controls and risk management functions.

Under Code Provision C.2.2, the Board's annual review should, in particular, consider the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function.

The Board through the Audit Committee, reviews the overall effectiveness of the Group's risk management process and internal control systems annually. During the current financial year, the reviews covered the following:

(i) any significant change in the nature and extent of significant risks and in the control environment of the Group;

(ii) the significant control weaknesses (including financial, operational and compliance controls) as identified by the Internal Audit Function and the consideration of effectiveness over its recommendations on improving internal business environment;

(iii) major investigation findings on internal control matters as presented by the Internal Audit Function;

(iv) the effectiveness of the Group's financial reporting and Listing Rule compliance processes;

11. 風險管理及內部監控*(續)*

(4) 董事會之年度審閱

根據守則條文第C.2.1條，董事應最少每年對本集團內部監控制度的成效進行一次檢討，並在企業管治報告中向本公司股東匯報。有關檢討應涵蓋所有重要的監控方面，包括財務、營運及合規監控以及風險管理職能。

根據守則條文第C.2.2條，董事會的年度檢討應特別審視本集團會計及財務匯報職能是否擁有充足的資源、員工是否具備足夠的資歷及經驗，並已接受充足的培訓，及是否備有充足的預算。

董事會透過審核委員會每年閱審本集團的風險管理程序及內部監控系統的整體成效。於本財政年度，審閱包括以下：

(i) 重大風險的性質及程度以及本集團監控環境的任何重大改變；

(ii) 內部審計部識別的重大監控缺陷(包括財務、營運及合規監控)，以及有關其就改善內部業務環境建議的效用性之考慮；

(iii) 內部審計部就內部監控事宜的主要調查結果；

(iv) 本集團財務報告及上市規則合規程序的有效性；

11. RISK MANAGEMENT AND INTERNAL CONTROL *(Continued)*

(4) Annual Review by the Board *(Continued)*

(v) the Group's risk management system, key risks and corresponding mitigation actions which were summarized by the Risk Steering Committee and the Internal Audit Function based upon discussion with senior management of different business units and functional supports; and

(vi) the performance, staff qualification and experience, training and adequacy of the Group's accounting, financial reporting and internal audit functions.

The Board and the Audit Committee have reviewed the Group's risk management and internal control systems for the year ended 31 March 2019 and concluded that adequate and effective risk management and internal control systems of the Group are being maintained.

12. DIVIDEND POLICY

The Company's decision to pay dividends to its shareholders is based on a combination of factors including, the financial performance of the Group, its future developments and capital investments, its liquidity requirements for business operations and external market conditions, like the general operating environment.

13. INVESTOR RELATIONS

To promote and enhance investor relations, regular meetings are held with the investment community. We value constant dialogue with existing and prospective investors as a way to promote a greater understanding of the Group's business models and the way we conduct our businesses.

11. 風險管理及內部監控*(續)*

(4) 董事會之年度審閱*(續)*

(v) 本集團由風險督導委員會及內部審計部根據與不同業務單位及部門支援的高級管理層之討論而概括的風險管理制度、主要風險及相應減低風險措施；及

(vi) 本集團會計、財務匯報及內部審計部的表現、員工資歷及經驗、培訓及充足性。

董事會及審核委員會已審閱本集團截至2019年3月31日止年度的風險管理及內部監控系統，並總結本集團有維持合適及有效的風險管理及內部監控系統。

12. 股息政策

本公司向其股東派付股息的決定基於多項因素，包括本集團的財務表現、其未來發展及資本投資、其業務營運的流動資金需求及外圍市況，如一般營運環境。

13. 投資者關係

為提倡及加強投資者關係，本集團定期與投資界舉行會議。本集團重視與現有及潛在投資者作緊密交流，以提高其對本集團業務模式及開展業務方式的了解。

14. SHAREHOLDERS RIGHTS

(1) How shareholders can convene an extraordinary general meeting

Shareholders may request to convene an extraordinary general meeting in accordance with section 74 of the Bermuda Companies Act 1981:

i. The directors of a company, notwithstanding anything in its bye-laws shall, on the requisition of members of the company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the company as at the date of the deposit carries the right of voting at general meetings of the company, or, in the case of a company not having a share capital, members of the company representing not less than one-tenth of the total voting rights of all the members having at the said date a right to vote at general meetings of the company, forthwith proceed duly to convene a special general meeting of the company.

ii. The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the registered office of the company, and may consist of several documents in like form each signed by one or more requisitionists.

iii. If the directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

14. 股東權利

(1) 股東要求召開股東特別大會程序

股東可根據百慕達《1981年公司法》第74條要求召開股東特別大會：

i. 任何公司董事，儘管公司細則有所規定，如收到公司股東呈請，於提出呈請之日持有不少於公司於提出呈請之日已繳股本十分之一並享有在公司股東大會的投票權，或如公司沒有股本，則公司股東代表於提出呈請之日持有不少於公司所有股東於股東大會上投票的總投票權的十分之一，則應立刻召開公司股東特別大會。

ii. 呈請必須列明會議目的，由呈請人簽署及投寄至公司註冊辦事處，及可包括由多於一位呈請人簽署的同一格式的多份文件。

iii. 如董事自遞交呈請後21天內仍未召開大會；該等呈請人，或代表多於全體呈請人一半的總投票權的任何呈請人，則可以自行召開大會，但任何大會皆不能在呈請日起超過三個月後召開。

14. SHAREHOLDERS RIGHTS *(Continued)*

(1) How shareholders can convene an extraordinary general meeting *(Continued)*

iv. A meeting convened under this section by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by directors.

v. Any reasonable expenses incurred by the requisitionists by reason of the failure of the directors duly to convene a meeting shall be repaid to the requisitionists by the company, and any sum so repaid shall be retained by the company out of any sums due or to become due from the company by way of fees or other remuneration in respect of their services to such directors as were in default.

(2) Procedures by which enquiries may be put to the board and sufficient contact details to enable these enquiries to be properly directed

Shareholders may send their enquiries to the Board by addressing them to the Company Secretary in writing to:

the Company's head office, 27/F, Stelux House, 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong; or (ii) by email to ir@stelux.com.

(3) Procedures and sufficient contact details for putting forward proposals at shareholders' meetings

Shareholders may, subject to (1) above, by way of request in writing request a shareholders' meeting to be convened for the purpose of considering a certain matter, addressing the request to the Company Secretary at:

the Company's head office, 27/F, Stelux House, 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong.

14. 股東權利 *(續)*

(1) 股東要求召開股東特別大會程序 *(續)*

iv. 在此條例下由該等呈請人召開的大會須盡可能與由董事召開大會的形式一樣。

v. 如因董事未能召開大會，任何由該等呈請人支付的合理費用，將由公司付回呈請人。已支付數額將從公司支付給該不履行責任董事的袍金或其他薪酬內扣除。

(2) 股東可向董事會提出查詢的程序，並提供足夠的聯絡資料以便有關查詢可獲恰當處理

股東可以書面方式透過公司秘書向董事會提出問題，郵寄地址為：

香港九龍新蒲崗太子道東698號寶光商業中心27樓本公司總辦事處；或(ii)電郵至ir@stelux.com。

(3) 在股東大會提出建議的程序及足夠的聯絡資料

在受限於上述第(1)條的情況下，股東可向公司秘書發出書面要求，要求召開股東大會以考慮若干事宜，郵寄地址為：

香港九龍新蒲崗太子道東698號寶光商業中心27樓本公司總辦事處。

15. COMMUNICATION WITH SHAREHOLDERS

The Company attaches great importance to communication with its shareholders and investors. To foster effective communications, the Company provides extensive information in its annual report, interim report and also publishes information relating to the Group and its businesses on its website: www.stelux.com.

The Company regards the AGM as a platform to provide an important opportunity for direct communications between the Board and the Company's shareholders. All directors and senior management will make an effort to attend. External auditors will also attend the AGM. The chairman of the Audit, Remuneration, Nomination and Corporate Governance Committees were all present at the Company's AGM held in 2018. Shareholders are given at least 20 clear business days or 21 days' notice of the AGM (whichever is the longer). The Company supports the Corporate Governance Code principle to encourage shareholders' participation.

Shareholders may send any enquiries they have by addressing them to the Company Secretary in writing to:

(i) the Company's head office, 27/F, Stelux House, 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong; or (ii) by email to ir@stelux.com.

16. CODE OF CONDUCT

To enhance the ethical standards of employees, the Company has an employee handbook, setting out the Group's requisite standards and an ethical code of conduct for all employees of the Group. Employees at all levels are expected to conduct themselves in an honest, diligent and responsible manner.

17. CONCLUSION

The Company recognises that adopting good corporate governance principles and practices are important for the success of the Group and as such we will continue to strengthen and improve the standard and quality of the Group's corporate governance.

15. 與股東之間的溝通

本公司十分重視與其股東和投資者的溝通。為促進有效的溝通，本公司在年度報告、中期報告中詳盡公佈本集團的資料，亦透過其網站www.stelux.com發佈關於本集團及其業務的資料。

本公司視股東週年大會為董事會與本公司股東提供直接溝通的重要渠道。全體董事及高級管理人員會盡量抽空出席股東週年大會。外聘核數師亦會出席股東週年大會。審核委員會主席、薪酬委員會主席、提名委員會主席及企業管治委員會主席也有出席本公司於2018年舉行的股東週年大會。本公司會於舉行股東週年大會前最少20個完整營業日或21日向股東發出會議通知(以時間較長者為準)。本公司堅守企業管治守則，鼓勵股東出席會議。

股東如有任何查詢，可以書面方式郵寄至：

(i)本公司總辦事處(地址為香港九龍新蒲崗太子道東698號寶光商業中心27樓)；或(ii)電郵至ir@stelux.com向公司秘書提交。

16. 操守守則

為提高僱員的操守標準，本公司設有員工手冊，為本集團全體員工列明本集團所要求的標準及操守守則條文。預期各階級員工均以忠誠、盡職及負責的態度行事。

17. 總結

本公司認為採納良好的企業管治原則及慣例對本集團的成功至關重要，因此本公司將繼續加強及改善本集團企業管治的水平及質素。

CARING COMPANY
商界展關懷

In recognition of the Group's services and support to the wider local community, Stelux and its subsidiaries, City Chain Hong Kong, and Thong Sia Watch, the Hong Kong sole distributor for "SEIKO" watches and clocks and "GRAND SEIKO" watches were again respectively awarded Caring Company Awards by the Hong Kong Council of Social Service.

寶光及其附屬公司香港時間廊、「精工」以及「GRAND SEIKO」的手錶香港獨家經銷商通城鐘錶再次分別榮獲香港社會服務聯會頒贈的商界展關懷獎狀，由此證明本集團對廣大社區提供的服務及支援獲得各界肯定。

BRAND OF THE YEAR AWARD

For the second consecutive year, City Chain was awarded with the "Brand of the Year" award (under the national brand for the "watches" category) in the World Branding Awards organized by the World Branding Forum, a global non-profit organization dedicated to advancing branding standards for the good of the branding community as well as consumers.

年度品牌大獎

時間廊在世界品牌論壇舉辦的世界品牌大獎中再度蟬聯「年度品牌」殊榮。世界品牌論壇為一個全球性非牟利組織，致力於為品牌社區及消費者的利益提升品牌標準。

Registered Office
Canon's Court, 22 Victoria Street
Hamilton, HM12, Bermuda

Principal Office
27th Floor, Stelux House
698 Prince Edward Road East
San Po Kong
Kowloon
Hong Kong

Principal Bankers
Hang Seng Bank Limited
The Hongkong and Shanghai Banking Corporation Limited

Auditors
Ernst & Young

Share Registrar
MUFG Fund Services (Bermuda) Limited
26 Burnaby Street
Hamilton HM 11
Bermuda

Branch Share Registrar and Transfer Office
Computershare Hong Kong Investor Services Limited
Room 1712-1716
17th Floor
Hopewell Centre
183 Queen's Road East
Hong Kong

註冊辦事處
Canon's Court, 22 Victoria Street
Hamilton, HM12, Bermuda

主要辦事處
香港九龍新蒲崗
太子道東698號
寶光商業中心27樓

主要往來銀行
恒生銀行有限公司
香港上海滙豐銀行有限公司

核數師
安永會計師事務所

股份過戶登記處
MUFG Fund Services (Bermuda) Limited
26 Burnaby Street
Hamilton HM 11
Bermuda

股份過戶登記處香港分處
香港中央證券登記有限公司
香港皇后大道東183號
合和中心17樓1712-1716室

Audit Committee
Mr. Wu Chun Sang *(Chairman of Committee)*
Professor Lawrence Wu Chi Man
Dr. Agnes Kwong Yi Hang

審核委員會
胡春生先生*(委員會主席)*
胡志文教授
鄺易行博士

Remuneration Committee
Professor Lawrence Wu Chi Man *(Chairman of Committee)*
Mr. Joseph C. C. Wong
Mr. Wu Chun Sang
Dr. Agnes Kwong Yi Hang

薪酬委員會
胡志文教授*(委員會主席)*
黃創增先生
胡春生先生
鄺易行博士

Nomination Committee
Mr. Joseph C. C. Wong *(Chairman of Committee)*
Mr. Wu Chun Sang
Professor Lawrence Wu Chi Man
Dr. Agnes Kwong Yi Hang

提名委員會
黃創增先生*(委員會主席)*
胡春生先生
胡志文教授
鄺易行博士

Corporate Governance Committee
Mr. Wallace Kwan Chi Kin *(Chairman of Committee)*
Mr. Wu Chun Sang
Professor Lawrence Wu Chi Man
Dr. Agnes Kwong Yi Hang

企業管治委員會
關志堅先生*(委員會主席)*
胡春生先生
胡志文教授
鄺易行博士

CONTINUING OPERATIONS

MAINLAND CHINA AND HONG KONG

Equity Investment, Property Investment, Retail, Trading, Wholesale and Supply Chain Management

- Stelux Holdings International Limited
- Stelux Holdings Limited
- Stelux Properties Limited
- City Chain Company Limited
  27/F., Stelux House,
  698 Prince Edward Road East,
  San Po Kong, Kowloon, HONG KONG
- Stelux Watch Limited
  27/F., Stelux House,
  698 Prince Edward Road East,
  San Po Kong, Kowloon, HONG KONG

  6/F., Continental Electric Building,
  17 Wang Chiu Road,
  Kowloon Bay, Kowloon, HONG KONG
- Thong Sia Watch Company Limited
- Thong Tai Watch Company Limited
  21/F., Stelux House
  698 Prince Edward Road East,
  San Po Kong, Kowloon, HONG KONG
- Stelux-Thong Sia (Shanghai) Trading Limited
  3/F, Building 1, Industrial Park,
  951 Hutai Road, Shanghai, PRC
- Stelux-Thong Sia (Guangdong) Trading Limited
  Rooms 3701-3707, R&F Well Center,
  No. 180 Jiang Nan Da Dao Zhong Rd, Guangzhou, PRC
- Stelux-Thong Sia (Beijing) Trading Limited
  A515 in Room 502, Floor 5, Building 306,
  Chenguangjiayun
  Chaoyang District, Beijing, PRC

持續營運業務

中國大陸及香港

股本投資、物業投資、零售、貿易、批發及供應鏈管理

- 寶光實業(國際)有限公司
- 寶光實業(集團)有限公司
- 寶光地產有限公司
- 時間廊鐘錶有限公司
  香港九龍新蒲崗
  太子道東698號
  寶光商業中心27樓
- 寶光鐘錶有限公司
  香港九龍新蒲崗
  太子道東698號
  寶光商業中心27樓

  香港九龍九龍灣
  宏照道17號
  康大電業大廈6樓
- 通城鐘錶有限公司
- 通泰鐘錶有限公司
  香港九龍新蒲崗
  太子道東698號
  寶光商業中心21樓
- 寶光通城(上海)商貿有限公司
  中國上海市閘北區滬太路951號
  產業園區1號樓3樓
- 寶光通城(廣東)商貿有限公司
  中國廣州市海珠區江南大道中路180號
  富力天域中心3701-07室
- 寶光通城(北京)商貿有限公司
  中國北京市朝陽區晨光家園
  306號樓5層502內A515室

- Baoqing (Chongqing) Trading Limited
  Room 31-14#, Building 4,
  No. 160, Da Ping Zheng Street,
  Yuzhong District, Chongqing, PRC

- 寶慶(重慶)商貿有限公司
  中國重慶市渝中區大坪正街160號
  4幢31-14#

MACAU

Retail
- City Chain (Macau) Co Limited
  Rua de S. Domingos,
  n°s 1G, 1H, 1I, R/C,
  Lojas D&E, em
  Macau

澳門

零售
- 時間廊鐘錶(澳門)有限公司
  澳門板樟堂街
  1G、1H及1I號
  新和大廈地下D及E號舖

MALAYSIA

Retail and Wholesale Trading
- City Chain (M) Sdn Bhd
  G8, Jalan Puteri 7/13A
  Bandar Puteri
  47100 Puchong
  Selangor Darul Ehsan
  MALAYSIA

- Thong Sia Sdn Bhd (87055-A)
  CP 27, Suite 2601-04, 26th Floor, Central Plaza
  34, Jalan Sultan Ismail
  50250 Kuala Lumpur
  MALAYSIA

馬來西亞

零售及批發貿易業務
- City Chain (M) Sdn Bhd
  G8, Jalan Puteri 7/13A
  Bandar Puteri
  47100 Puchong
  Selangor Darul Ehsan
  MALAYSIA

- Thong Sia Sdn Bhd (87055-A)
  CP 27, Suite 2601-04, 26th Floor, Central Plaza
  34, Jalan Sultan Ismail
  50250 Kuala Lumpur
  MALAYSIA

THAILAND

Retail and Wholesale Trading
- City Chain (Thailand) Co Limited

- Thong Sia (Thailand) Limited
  347, 349 Muang Thong Thani
  Bondstreet Road
  Bangpood Subdistrict
  Pakkred District
  Nonthaburi 11120
  THAILAND

SINGAPORE

Retail and Wholesale Trading
- City Chain Stores (S) Pte Limited
  63 Ubi Avenue 1, #06-04
  Singapore 408937
  SINGAPORE

- Thong Sia Co (S) Pte Ltd
  31 Ubi Road 1, #02-06
  Singapore 408694
  SINGAPORE

SWITZERLAND

Watch Supply Chain Management and Trading
- Universal Geneve S.A.

- Solvil et Titus S.A.

- Pronto Watch S.A.
  38, chemin du Grand Puits
  Case Postale 128
  1217 Meyrin 2
  SWITZERLAND

- Catena S.A.
  les Vernets 2,
  2035 Corcelles NE
  SWITZERLAND

泰國

零售及批發貿易業務
- City Chain (Thailand) Co Ltd

- Thong Sia (Thailand) Ltd
  347, 349 Muang Thong Thani
  Bondstreet Road
  Bangpood Subdistrict
  Pakkred District
  Nonthaburi 11120
  THAILAND

新加坡

零售及批發貿易業務
- City Chain Stores (S) Pte Ltd
  63 Ubi Avenue 1, #06-04
  Singapore 408937
  SINGAPORE

- Thong Sia Co (S) Pte Ltd
  31 Ubi Road 1, #02-06
  Singapore 408694
  SINGAPORE

瑞士

鐘錶供應鏈管理及貿易業務
- Universal Geneve S.A.

- Solvil et Titus S.A.

- Pronto Watch S.A.
  38, chemin du Grand Puits
  Case Postale 128
  1217 Meyrin 2
  SWITZERLAND

- Catena S.A.
  les Vernets 2,
  2035 Corcelles NE
  SWITZERLAND

DISCONTINUED OPERATIONS

MAINLAND CHINA AND HONG KONG

Equity Investment, Property Investment, Retail, Trading, Wholesale and Supply Chain Management

- Optical 88 Limited
  27/F., Stelux House,
  698 Prince Edward Road East,
  San Po Kong, Kowloon, HONG KONG

  2/F., Continental Electric Building,
  17 Wang Chiu Road,
  Kowloon Bay, Kowloon, HONG KONG

- Thong Sia Optics (Hong Kong) Company Limited
  19/F, Stelux House,
  698 Prince Edward Road East,
  San Po Kong, Kowloon, HONG KONG

- Baoshi (Shanghai) Company Limited
  3/F, Building 1, Industrial Park,
  951 Hutai Road, Shanghai, PRC

- Baoshi (Guangdong) Company Limited
  Rooms 3701-3707, R&F Well Center,
  No. 180 Jiang Nan Da Dao Zhong Rd, Guangzhou, PRC

- Baoshi (Beijing) Company Limited
  A514 in Room 502, Floor 5, Building 306,
  Chenguangjiayuan
  Chaoyang District, Beijing, PRC

- Shibao (Chongqing) Trading Limited
  Room 1-3, 18/F Tower 10, Longhu Times Tianjie,
  Yuzhong District, Chongqing, PRC

MACAU

Retail

- Optical 88 (Macau) Limited
  Rua de S. Domingos,
  nºs 1G, 1H, 1I R/C,
  Lojas "D" & "E", em Macau

終止營運業務

中國大陸及香港

股本投資、物業投資、零售、貿易、批發及供應鏈管理

- 眼鏡88有限公司
  香港九龍新蒲崗
  太子道東698號
  寶光商業中心27樓

  香港九龍九龍灣
  宏照道17號
  康大電業大廈2樓

- 通城光學(香港)有限公司
  香港九龍新蒲崗
  太子道東698號
  寶光商業中心19樓

- 寶視(上海)眼鏡有限公司
  中國上海市閘北區滬太路951號
  產業園區1號樓3樓

- 寶視(廣東)視光眼鏡有限公司
  中國廣州市海珠區江南大道中路180號
  富力天域中心3701-07室

- 寶光寶視(北京)眼鏡有限公司
  中國北京市朝陽區晨光家園
  306號樓5層502內A514室

- 視寶(重慶)商貿有限公司
  中國重慶市渝中區龍湖時代天街
  10號樓18層1-3號

澳門

零售

- 眼鏡88(澳門)有限公司
  澳門板樟堂街
  1G、1H及1I號
  新和大廈地下D及E號舖

MALAYSIA

Retail and Wholesale Trading

- Optical 88 Eyecare (M) Sdn Bhd
  G8, Jalan Puteri 7/13A
  Bandar Puteri
  47100 Puchong
  Selangor Darul Ehsan
  MALAYSIA

- Thong Sia Optical (M) Sdn Bhd
  CP27, Suite 2601-04
  26th Floor, Central Plaza
  34 Jalan Sultan Ismail
  50250 Kuala Lumpur
  MALAYSIA

THAILAND

Retail and Wholesale Trading

- Optical 88 (Thailand) Limited
  347, 349 Muang Thong Thani
  Bondstreet Road
  Bangpood Subdistrict
  Pakkred District
  Nonthaburi 11120
  THAILAND

SINGAPORE

Retail and Wholesale Trading

- Optical 88 (S) Pte Limited
  63 Ubi Avenue 1, #06-04
  Singapore 408937
  SINGAPORE

- Thong Sia Optical (S) Pte Limited
  31 Ubi Road 1, #02-06
  Singapore 408694
  SINGAPORE

馬來西亞

零售及批發貿易業務

- Optical 88 Eyecare (M) Sdn Bhd
  G8, Jalan Puteri 7/13A
  Bandar Puteri
  47100 Puchong
  Selangor Darul Ehsan
  MALAYSIA

- Thong Sia Optical (M) Sdn Bhd
  CP27, Suite 2601-04
  26th Floor, Central Plaza
  34 Jalan Sultan Ismail
  50250 Kuala Lumpur
  MALAYSIA

泰國

零售及批發貿易業務

- Optical 88 (Thailand) Ltd
  347, 349 Muang Thong Thani
  Bondstreet Road
  Bangpood Subdistrict
  Pakkred District
  Nonthaburi 11120
  THAILAND

新加坡

零售及批發貿易業務

- Optical 88 (S) Pte Ltd
  63 Ubi Avenue 1, #06-04
  Singapore 408937
  SINGAPORE

- Thong Sia Optical (S) Pte Ltd
  31 Ubi Road 1, #02-06
  Singapore 408694
  SINGAPORE

Latest time for lodging transfers of Shares for registration in order to qualify for attending and voting at the Annual General Meeting
4:30 p.m. on Monday, 19 August 2019

遞交股份轉讓登記文件以獲資格出席股東週年大會並於會上投票之最後時間
2019年8月19日(星期一)下午四時三十分

Latest date and time for return of proxy form for the Annual General Meeting
not less than 48 hours before the time of the Annual General Meeting (i.e. not later than 3:00 p.m. on Wednesday, 21 August 2019)

交回股東週年大會代表委任表格之最後日期及時間
股東週年大會召開時間48小時前(即不遲於2019年8月21日(星期三)下午3時正)

Closure of the register of members of the Company for determining the identity of Shareholders who are entitled to attend and vote at the Annual General Meeting
Tuesday, 20 August 2019 to
Friday, 23 August 2019 (both days inclusive)

暫停辦理股份過戶登記以確定有資格出席大會並於會上投票之股東身份
2019年8月20日(星期二)至
2019年8月23日(星期五)
(包括首尾兩日)

Annual General Meeting
3:00 p.m. on Friday, 23 August 2019

股東週年大會
2019年8月23日(星期五)下午三時正

Email Contacts
Investor Relations: ir@stelux.com
Shareholder Enquiries: ir@stelux.com

聯絡電郵
投資者關係：ir@stelux.com
股東查詢：ir@stelux.com

website 網 址：
http://www.stelux.com

FSC
www.fsc.org
混合產品
源自負責任的森林資源的紙張
Paper from responsible sources
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