



**AV CONCEPT HOLDINGS LIMITED**

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

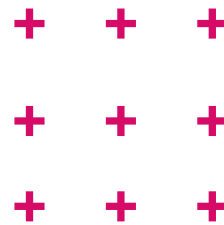
Stock Code 股份代號: 595



# 2019



年報 ANNUAL REPORT



# Contents 目錄

Pages  
頁次

|  |            |     |
|--|------------|-----|
| FINANCIAL HIGHLIGHTS                           | 財務重點       | 2   |
| CORPORATE INFORMATION                          | 公司資料       | 4   |
| CHAIRMAN'S STATEMENT                           | 主席致辭       | 6   |
| MANAGEMENT DISCUSSION AND ANALYSIS             | 管理層討論及分析   | 9   |
| PROFILE OF DIRECTORS AND SENIOR MANAGEMENT     | 董事及高級管理層履歷 | 18  |
| DIRECTORS' REPORT                              | 董事會報告      | 22  |
| CORPORATE GOVERNANCE REPORT                    | 企業管治報告     | 34  |
| ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT    | 環境、社會及管治報告 | 45  |
| INDEPENDENT AUDITOR'S REPORT                   | 獨立核數師報告    | 73  |
| AUDITED CONSOLIDATED FINANCIAL STATEMENTS      | 經審核綜合財務報表  |     |
| CONSOLIDATED STATEMENT OF PROFIT OR LOSS       | 綜合損益表      | 81  |
| CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME | 綜合全面收入報表   | 82  |
| CONSOLIDATED STATEMENT OF FINANCIAL POSITION   | 綜合財務狀況表    | 83  |
| CONSOLIDATED STATEMENT OF CHANGES IN EQUITY    | 綜合權益變動表    | 85  |
| CONSOLIDATED STATEMENT OF CASH FLOWS           | 綜合現金流量表    | 87  |
| NOTES TO CONSOLIDATED FINANCIAL STATEMENTS     | 綜合財務報表附註   | 90  |
| LIST OF INVESTMENT PROPERTIES                  | 投資物業清單     | 212 |

# Financial Highlights

## 財務重點

|  |                                | 2019<br>二零一九年<br>HK\$'million<br>百萬港元 | 2018<br>二零一八年<br>HK\$'million<br>百萬港元 | 2017<br>二零一七年<br>HK\$'million<br>百萬港元 | 2016<br>二零一六年<br>HK\$'million<br>百萬港元 | 2015<br>二零一五年<br>HK\$'million<br>百萬港元 |
|--|--------------------------------|---------------------------------------|---------------------------------------|---------------------------------------|---------------------------------------|---------------------------------------|
| Revenue  | 收益                             |                                       |                                       |                                       |                                       |                                       |
| - Semiconductor distribution   | - 半導體分銷                        | 1,602.4                               | 1,592.1                               | 1,304.9                               | 992.4                                 | 1,893.1                               |
| - Consumer electronic product<br>and brand omni-channel business                     | - 消費類電子產品及<br>品牌全渠道業務          | 88.5                                  | 66.9                                  | 36.8                                  | 41.7                                  | 62.8                                  |
| - Venture capital  | - 創投                           | -                                     | 0.8                                   | -                                     | -                                     | -                                     |
| - Others   | - 其他                           | 7.9                                   | 3.1                                   | 0.7                                   | 2.9                                   | 1.8                                   |
|  |                                | <b>1,698.8</b>                        | 1,662.9                               | 1,342.4                               | 1,037.0                               | 1,957.7                               |
| Profit/(loss) before interest, tax, depreciation,<br>amortisation and non-cash items | 除利息、稅項、折舊、攤銷及<br>非現金項目前溢利/(虧損) |                                       |                                       |                                       |                                       |                                       |
| - Corporate  | - 公司                           | (26.0)                                | (34.3)                                | (22.2)                                | (25.9)                                | (4.5)                                 |
| - Venture capital  | - 創投                           | (28.1)                                | 47.9                                  | 14.0                                  | (23.4)                                | (38.3)                                |
| - Semiconductor distribution   | - 半導體分銷                        | 154.5                                 | 161.5                                 | 227.2                                 | 118.0                                 | 104.6                                 |
| - Consumer electronic product<br>and brand omni-channel business                     | - 消費類電子產品及<br>品牌全渠道業務          | (20.4)                                | (4.7)                                 | (7.6)                                 | (3.9)                                 | (7.9)                                 |
| - Others   | - 其他                           | (10.1)                                | (10.1)                                | (6.4)                                 | (6.9)                                 | (12.9)                                |
|  |                                | <b>69.9</b>                           | 160.3                                 | 205.0                                 | 57.9                                  | 41.0                                  |
| Depreciation and amortisation  | 折舊及攤銷                          | (4.3)                                 | (3.6)                                 | (3.0)                                 | (6.8)                                 | (10.8)                                |
| Profit/(loss) for the year attributable to   | 以下人士應佔本年度溢利/(虧損)               |                                       |                                       |                                       |                                       |                                       |
| - Owners of the Company  | - 本公司擁有人                       | 57.3                                  | 163.3                                 | 276.1                                 | 2.1                                   | (94.2)                                |
| - Non-controlling interests  | - 非控股權益                        | (2.1)                                 | (0.4)                                 | -                                     | -                                     | 29.3                                  |
|  |                                | <b>55.2</b>                           | 162.9                                 | 276.1                                 | 2.1                                   | (64.9)                                |
| Dividend   | 股息                             |                                       |                                       |                                       |                                       |                                       |
| - Proposed final   | - 建議末期                         | 18.2                                  | 18.5                                  | 15.5                                  | -                                     | -                                     |
| Dividend per share (HK cents)  | 每股股息(港仙)                       |                                       |                                       |                                       |                                       |                                       |
| - Proposed final   | - 建議末期                         | 2.0                                   | 2.0                                   | 2.0                                   | -                                     | -                                     |

# Financial Highlights

## 財務重點

|  |                                       | 2019<br>二零一九年<br>HK\$'million<br>百萬港元 | 2018<br>二零一八年<br>HK\$'million<br>百萬港元 | 2017<br>二零一七年<br>HK\$'million<br>百萬港元 | 2016<br>二零一六年<br>HK\$'million<br>百萬港元 | 2015<br>二零一五年<br>HK\$'million<br>百萬港元 |
|--|---------------------------------------|---------------------------------------|---------------------------------------|---------------------------------------|---------------------------------------|---------------------------------------|
| Total assets   | 資產總值                                  | 1,317.0                               | 1,405.8                               | 1,280.9                               | 884.5                                 | 1,140.1                               |
| Total assets less current liabilities  | 總資產減流動負債                              | 1,132.5                               | 1,106.9                               | 1,094.0                               | 681.0                                 | 679.3                                 |
| Total equity   | 權益總額                                  | 1,115.6                               | 1,086.7                               | 1,078.3                               | 657.6                                 | 654.2                                 |
| Borrowings and finance lease payables  | 借款及應付融資租賃款項                           | 76.5                                  | 136.6                                 | 118.4                                 | 137.2                                 | 350.8                                 |
| Cash and cash equivalents  | 現金及等同現金項目                             | 106.0                                 | 233.9                                 | 111.6                                 | 69.6                                  | 131.7                                 |
| Equity investments at fair value through profit or loss  | 透過損益按公平價值列賬之股本投資                      | -                                     | 99.3                                  | 102.1                                 | 73.0                                  | 89.2                                  |
| Financial assets at fair value through profit or loss included in current asset  | 計入流動資產之透過損益按公平價值列賬之金融資產               | 117.6                                 | -                                     | -                                     | -                                     | -                                     |
|  |                                       | 223.6                                 | 333.2                                 | 213.7                                 | 142.6                                 | 220.9                                 |
| Total debt to total equity   | 債務總額與權益總額之比率                          | 7%                                    | 13%                                   | 11%                                   | 21%                                   | 54%                                   |
| Current assets to current liabilities  | 流動資產與流動負債之比率                          | 215%                                  | 195%                                  | 335%                                  | 147%                                  | 138%                                  |
| Cash and cash equivalents, equity investments and financial assets at fair value through profit or loss per share (HK\$) | 每股現金及等同現金項目、股本投資及透過損益按公平價值列賬之金融資產(港元) | 0.25                                  | 0.36                                  | 0.23                                  | 0.15                                  | 0.24                                  |
| Total equity per share (HK\$)  | 每股權益總額(港元)                            | 1.23                                  | 1.18                                  | 1.16                                  | 0.71                                  | 0.71                                  |
| Revenue to property, plant and equipment (x)   | 收益與物業、廠房及設備比率(倍)                      | 42.9                                  | 36.1                                  | 34.2                                  | 25.5                                  | 46.1                                  |
| Revenue to inventories (x)   | 收益與存貨比率(倍)                            | 27.3                                  | 10.4                                  | 17.2                                  | 15.0                                  | 13.3                                  |
| Revenue to trade receivables (x)   | 收益與應收貿易賬款比率(倍)                        | 23.9                                  | 24.5                                  | 27.2                                  | 16.2                                  | 9.3                                   |
| Revenue to trade payables, deposits received and accrued expenses (x)  | 收益與應付貿易賬款、已收按金及應計費用比率(倍)              | 35.3                                  | 13.0                                  | 24.2                                  | 16.6                                  | 18.7                                  |
| Revenue to borrowings (x)  | 收益與借款比率(倍)                            | 23.5                                  | 12.4                                  | 11.6                                  | 7.6                                   | 5.6                                   |

# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Dr. So Yuk Kwan (*Chairman and Chief Executive Officer*)

Mr. So Kevin Chi Heng

Mr. So Chi Sun Sunny

#### Independent Non-Executive Directors

Dr. Lui Ming Wah, SBS, JP

Mr. Charles Edward Chapman

Mr. Wong Ka Kit

### CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY

Mr. Chan Chi Hang

### AUDIT COMMITTEE

Dr. Lui Ming Wah, SBS, JP (*Chairman*)

Mr. Charles Edward Chapman

Mr. Wong Ka Kit

### REMUNERATION COMMITTEE

Dr. Lui Ming Wah, SBS, JP (*Chairman*)

Mr. Charles Edward Chapman

Mr. Wong Ka Kit

### NOMINATION COMMITTEE

Dr. Lui Ming Wah, SBS, JP (*Chairman*)

Mr. Charles Edward Chapman

Mr. Wong Ka Kit

### CORPORATE GOVERNANCE COMMITTEE

Dr. Lui Ming Wah, SBS, JP (*Chairman*)

Mr. Charles Edward Chapman

Mr. Wong Ka Kit

### REGISTERED OFFICE

P. O. Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

### 董事會

#### 執行董事

蘇煜均博士 (*主席及行政總裁*)

蘇智恒先生

蘇智樂先生

#### 獨立非執行董事

呂明華博士 · SBS · 太平紳士

Charles Edward Chapman 先生

黃家傑先生

### 首席財務總監兼公司秘書

陳志恒先生

### 審核委員會

呂明華博士 · SBS · 太平紳士 (*主席*)

Charles Edward Chapman 先生

黃家傑先生

### 薪酬委員會

呂明華博士 · SBS · 太平紳士 (*主席*)

Charles Edward Chapman 先生

黃家傑先生

### 提名委員會

呂明華博士 · SBS · 太平紳士 (*主席*)

Charles Edward Chapman 先生

黃家傑先生

### 企業管治委員會

呂明華博士 · SBS · 太平紳士 (*主席*)

Charles Edward Chapman 先生

黃家傑先生

### 註冊辦事處

P. O. Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

# Corporate Information

## 公司資料

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

6th Floor  
Enterprise Square Three  
39 Wang Chiu Road  
Kowloon Bay  
Hong Kong

### PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited  
Standard Chartered Bank (Hong Kong) Limited  
Hang Seng Bank Limited  
United Overseas Bank Limited  
DBS Bank (Hong Kong) Limited  
China Construction Bank (Asia) Corporation Limited  
Industrial and Commercial Bank of China (Asia) Limited

### LEGAL ADVISOR

Angela Ho & Associates

### AUDITOR

Ernst & Young

### CAYMAN ISLANDS SHARE REGISTRAR

Maples Fund Services (Cayman) Limited  
PO Box 1093, Boundary Hall  
Cricket Square  
Grand Cayman, KY1-1102  
Cayman Islands

### HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE (BRANCH REGISTRAR)

Tricor Tengis Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### STOCK CODE

595

### WEBSITE

[www.avconcept.com](http://www.avconcept.com)

### 總辦事處及主要營業地點

香港  
九龍灣  
宏照道39號  
企業廣場三期  
6樓

### 主要往來銀行

香港上海滙豐銀行有限公司  
渣打銀行(香港)有限公司  
恒生銀行有限公司  
大華銀行有限公司  
星展銀行(香港)有限公司  
中國建設銀行(亞洲)股份有限公司  
中國工商銀行(亞洲)有限公司

### 法律顧問

何文琪律師事務所

### 核數師

安永會計師事務所

### 開曼群島股份過戶登記處

Maples Fund Services (Cayman) Limited  
PO Box 1093, Boundary Hall  
Cricket Square  
Grand Cayman, KY1-1102  
Cayman Islands

### 香港股份過戶登記處(分處)

卓佳登捷時有限公司  
香港  
皇后大道東183號  
合和中心54樓

### 股份代號

595

### 網址

[www.avconcept.com](http://www.avconcept.com)

# CHAIRMAN'S STATEMENT

## 主席致辭



# 高科技

# high-tech



**Dr. So Yuk Kwan 蘇煜均博士**  
*Chairman 主席*

## Chairman's Statement 主席致辭

On behalf of the Board of Directors, I am honored to present the annual results of AV Concept Holdings Limited ("AV Concept" or the "Company") together with its subsidiaries (collectively referred to as the "Group") for the year ended 31 March 2019 (the "year under review").

This year, the global macro situation was complicated with increasing market risk factors. The semiconductor industry is affected by various factors, the growth rate has slowed down, the price competition pressure has increased, and the industry is facing enormous challenge. During the year under review, with the joint effort of the entire team, the Group recorded a revenue of HK\$1,698.8 million (2018: HK\$1,662.9 million), profit attributable to owners of the Company recorded a profit of HK\$57.3 million (2018: HK\$163.3 million) and gross profit was approximately HK\$25.3 million (2018: HK\$39.4 million).

本人謹代表董事會欣然向股東提呈AV Concept Holdings Limited (「AV Concept」或「本公司」)及其附屬公司(統稱「本集團」)截至二零一九年三月三十一日止年度(「回顧年內」)之全年業績。

今年，全球宏觀形勢錯綜複雜，市場風險因素增加。半導體產業受各方面因素影響，增速有所放緩，價格競爭壓力增大，產業面臨著巨大的挑戰。回顧年內，在本集團全人的努力下，錄得收入約為港幣1,698,800,000港元(二零一八年：1,662,900,000港元)，本公司股東應佔溢利錄得盈利為57,300,000港元(二零一八年：163,300,000港元)，毛利約為港幣25,300,000港元(二零一八年：39,400,000港元)。

# e-commerce

# 電子商務



# Chairman's Statement

## 主席致辭

The Group has been engaging in the marketing and distribution of electronic components business. With the continuous rise of downstream industries such as 5G, consumer electronics and automotive electronics, China's semiconductor industry will enter the next stage of development. We will seize the development opportunities of semiconductors in the Chinese market to consolidate the existing market share and continue to invest resources in the Singapore market to maintain stable growth in the medium and long term. The Group has also actively expanded into the field of e-commerce in recent years. According to the 2018 Southeast Asia E-Commerce Market Report jointly released by Google and Temasek, the total Gross Merchandise Volume in Southeast Asia electronics will reach US\$100 billion by 2025, while the data for this indicator in 2018 is US\$23 billion. The Group will invest more resources in the Singapore and Indonesia markets to expand its product categories and introduce more high-end brand partners to develop higher quality, more high-tech consumer electronics products to meet consumer trends. With the help of the huge business opportunities of Southeast Asia's e-commerce, the Group is working to further increase the market share of the consumer electronics product and brand omni-channel business.

With the rise of the mobile internet and e-commerce platforms, the social functions and attributes on the major platforms are perfecting, and the influence of social media is increasing significantly. Social application functions are further enriching, instant communication, news push, online videos, short videos, live broadcast, game interaction, etc., can all be achieved in social applications, indicating the obvious trend of multi-domain platform coverage development. In view of the rapid global development and the rising popularity of new media among the younger generation, we hope to continue developing the internet social media business with the advantages of the existing platform resources and to thrive in the world of the internet.

Lastly, I would like to extend my gratitude to the Board, the management team and our staffs for their enthusiasm, commitment and diligence. My appreciation also goes to our shareholders, customers, suppliers and business partners for their ongoing trust and support.

**So Yuk Kwan**  
Chairman  
Hong Kong  
26 June 2019

本集團一直從事電子元件之市場推廣及分銷，隨著5G、消費電子、汽車電子等下游產業的持續興起，中國半導體產業將進入下一個發展階段。我們將抓住中國市場半導體的發展機遇鞏固現有的市場份額，並繼續在新加坡市場投放資源以維持中長期的穩定增長。本集團近年亦積極擴大至電子商務領域。根據谷歌和淡馬錫聯合發佈的《2018年東南亞電商市場報告》預測，東南亞電商成交總額到2025年會達到1000億美元，而2018年這一指標數據為230億美元，發展空間極大。本集團將投入更多資源於新加坡和印尼市場，通過擴大產品類別及引進更多高端品牌合作伙伴，開拓更多符合消費趨勢的高品質、高科技消費類電子產品，以借助東南亞電子商務的龐大商機進一步增加消費類電子產品及品牌全渠道業務的市場份額。

而隨着移動互聯網及電商平台的崛起，各大平台上的社交功能及屬性亦日趨完善，來自社交媒體的傳播影響力顯著提升。社交應用功能日益豐富，從即時溝通到新聞推送、在線視頻、短視頻、直播、遊戲互動等，都可以在社交應用上實現，覆蓋多領域的平台化發展趨勢明顯。我們有見新媒體深受年輕一代的喜愛，並在全球迅速發展，我們希望利用現有的平台資源優勢，繼續發展互聯網社交媒體業務，並在互聯網的世界蓬勃發展。

最後，本人謹藉此機會衷心感謝公司董事會、管理團隊及全體員工的熱情、承諾和勤奮。同時十分感謝各位股東、客戶、供應商及商業合作夥伴一直以來的信任和支持。

主席  
**蘇煜均**  
香港  
二零一九年六月二十六日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析



# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW AND PROSPECTS

The following sets out the financial highlights for the year ended 31 March 2019, with the comparative figures for the corresponding financial year of 2018.

### 業務回顧及前景

下表載列截至二零一九年三月三十一日止年度之財務重點，連同二零一八年財政年度同期之比較數字。

|  |                                   | 2019<br>二零一九年<br>HK\$'million<br>百萬港元 | 2018<br>二零一八年<br>HK\$'million<br>百萬港元 |
|--|-----------------------------------|---------------------------------------|---------------------------------------|
| <i>Revenue by segment</i>  | <i>按分部之收益</i>                     |                                       |                                       |
| Semiconductor distribution   | 半導體分銷                             | <b>1,602.4</b>                        | 1,592.1                               |
| Consumer electronic product and brand omni-channel business                              | 消費類電子產品及品牌全渠道業務                   | <b>88.5</b>                           | 66.9                                  |
| Venture capital  | 創投                                | <b>(23.9)</b>                         | 72.3                                  |
| Others   | 其他                                | <b>7.9</b>                            | 3.1                                   |
|  |                                   | <b>1,674.9</b>                        | 1,734.4                               |
| <i>Profit/(loss) before interest, tax, depreciation, amortisation and non-cash items</i> | <i>除利息、稅項、折舊、攤銷及非現金項目前溢利／(虧損)</i> |                                       |                                       |
| Corporate  | 公司                                | <b>(26.0)</b>                         | (34.3)                                |
| Venture capital  | 創投                                | <b>(28.1)</b>                         | 47.9                                  |
| Semiconductor distribution   | 半導體分銷                             | <b>154.5</b>                          | 161.5                                 |
| Consumer electronic product and brand omni-channel business                              | 消費類電子產品及品牌全渠道業務                   | <b>(20.4)</b>                         | (4.7)                                 |
| Others   | 其他                                | <b>(10.1)</b>                         | (10.1)                                |
|  |                                   | <b>69.9</b>                           | 160.3                                 |
| <i>Depreciation and amortisation</i>   | <i>折舊及攤銷</i>                      |                                       |                                       |
| Corporate  | 公司                                | -                                     | -                                     |
| Venture capital  | 創投                                | <b>(1.1)</b>                          | (0.9)                                 |
| Semiconductor distribution   | 半導體分銷                             | <b>(2.2)</b>                          | (2.1)                                 |
| Consumer electronic product and brand omni-channel business                              | 消費類電子產品及品牌全渠道業務                   | <b>(0.5)</b>                          | (0.4)                                 |
| Others   | 其他                                | <b>(0.5)</b>                          | (0.2)                                 |
| Total depreciation and amortisation  | 折舊及攤銷總額                           | <b>(4.3)</b>                          | (3.6)                                 |
| Profit before interest and tax   | 除利息及稅項前溢利                         | <b>62.1</b>                           | 167.8                                 |
| Interest expenses  | 利息開支                              | <b>(6.5)</b>                          | (4.7)                                 |
| Bank interest income   | 銀行利息收入                            | -                                     | 0.6                                   |
| Profit before tax  | 除稅前溢利                             | <b>55.6</b>                           | 163.7                                 |
| Income tax   | 所得稅                               | <b>(0.4)</b>                          | (0.8)                                 |
| Profit for the year  | 年內溢利                              | <b>55.2</b>                           | 162.9                                 |
| Profit for the year attributable to:   | 以下人士應佔年內溢利：                       |                                       |                                       |
| Owners of the Company  | 本公司擁有人                            | <b>57.3</b>                           | 163.3                                 |
| Non-controlling interests  | 非控股權益                             | <b>(2.1)</b>                          | (0.4)                                 |
|  |                                   | <b>55.2</b>                           | 162.9                                 |

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW

During the year under review, Sino-US trade frictions intensified significantly. The wrestling between the world's two major economies and the rise in geopolitical risks are creating uncertainties in the outlook for global trade. The global economic outlook is also dragged down by factors such as slowing investment, rising consumer prices and declining business confidence which even emerging economies in Southeast Asia are no exception. The World Bank had earlier predicted that the growth momentum of emerging markets and developing economies also showed signs of slowing down. It is expected that its growth will stagnate at 4.2% this year, and global economic growth will fall to 2.9% in 2019. With the recent pressure from financial markets and rising trade tensions, the economic downside risks have become more apparent.

During the year under review, the Group's revenue by segment was HK\$1,674.9 million (2018: HK\$1,734.4 million), decreased by 3.4%. Among which semiconductor distribution business recorded a revenue of HK\$1,602.4 million (2018: HK\$1,592.1 million), consumer electronic product and brand omni-channel business recorded a revenue of HK\$88.5 million (2018: HK\$66.9 million), venture capital business recorded a loss of HK\$23.9 million (2018: profit of HK\$72.3 million) and internet social media business recorded a revenue of HK\$7.9 million (2018: HK\$3.1 million).

### Semiconductor Distribution Business

According to the preliminary research by Gartner, an international research and advisory firm, global semiconductor revenue is expected to reach US\$476.7 billion in 2018, an increase of 13.4% from US\$420.4 billion in 2017. Memory accounted for 34.8% of total semiconductor revenue, up from 31% in 2017. However, Gartner pointed out that as time goes by and the technical difficulty increases, this growth will gradually slow down, and the intelligent upgrade of mobile phones will make it occupy 20% of the semiconductor market. From the shipment scale of 1.5 billion units per year, its future growth rate will not be too obvious. It is expected that by 2020, the growth rate of smartphones will still be at a low level.

During the year under review, the semiconductor distribution business recorded a turnover of HK\$1,602.4 million (2018: HK\$1,592.1 million). Singapore is still a major market for the Group, contributing approximately HK\$1,270.0 million, followed by Hong Kong with a turnover of approximately HK\$332.4 million. The main products sold to the Singapore market are memory chips and thin film transistor liquid crystal displays, which are widely used in smartphones and LCD televisions. As Singapore's economy is improving, the semiconductor distribution business also maintained steady growth.

### 業務回顧

回顧年內，中美貿易摩擦明顯加劇。世界兩大經濟體之間的角力，以及地緣政治風險升溫，將為全球貿易前景帶來不明朗因素。環球經濟前景亦受到投資放緩、消費價格上漲、商業信心下降等多方因素所拖累，即便東南亞新興經濟體亦難以獨善其身。世界銀行早前預計新興市場和發展中經濟體的增長勢頭亦有放緩跡象，預計今年其增長將停滯在4.2%水平，而二零一九年全球經濟增長亦將降至2.9%。隨著近期來自金融市場壓力以及貿易緊張局勢升溫，經濟下行風險愈見明顯。

回顧年內，本集團分部營業額約為1,674,900,000港元（二零一八年：1,734,400,000港元），下降3.4%。其中半導體分銷業務錄得營業額1,602,400,000港元（二零一八年：1,592,100,000港元），消費類電子產品及品牌全渠道業務錄得營業額為88,500,000港元（二零一八年：66,900,000港元），創投業務錄得虧損為23,900,000港元（二零一八年：盈利72,300,000港元）及互聯網社交媒體業務錄得營業額7,900,000港元（二零一八年：3,100,000港元）。

### 半導體分銷業務

國際研究暨顧問機構Gartner初步調查結果顯示，二零一八年全球半導體營收預計達到4,767億美元，較二零一七年的4,204億美元增加13.4%。記憶體佔半導體總營收34.8%，高於二零一七年的31%。但Gartner指出，隨着時間的推移和技術難度的提高，這種增長將逐步放緩，當中手機的智能化升級，使其在半導體市場上佔據2成份額。從每年15億部的出貨規模來看，其未來增速將不會太明顯。預期到2020年，智能手機的增速仍會處於較低水平。

回顧年內，半導體分銷業務錄得營業額1,602,400,000港元（二零一八年：1,592,100,000港元）。其中新加坡仍為本集團主要市場，貢獻約1,270,000,000港元，其次來自香港的營業額約為332,400,000港元。銷往新加坡市場的主要產品為廣泛應用於智能手機及液晶電視的存儲器芯片及薄膜晶體管液晶顯示器。隨着新加坡經濟向好，半導體分銷業務也將保持穩定增長。

# Management Discussion and Analysis

## 管理層討論及分析

During the year under review, the joint venture of the Group, AVP Electronics Limited and its subsidiaries (“AVPEL Group”), continued to record satisfactory results. Its turnover, though not being consolidated into the Group’s consolidated financial statements, recorded 15.2% increase to HK\$24,676 million (2018: HK\$21,420 million). The main customers of AVPEL Group are China’s major mobile phone manufacturers and mobile phone component suppliers. Although the Chinese mobile phone market has undergone large-scale integration during the year under review, the number of mobile phone operators and the scale of the entire industry has been reduced. The increase was mainly attributable to the relatively stable orders for the distribution of Samsung Electronics including (i) CMOS image sensors (ii) multi-layer packaged chips, and (iii) ARM processors.

IDC, the international market research organization, announced the global smartphone shipments report. In 2018, global smartphone sales fell 4.1%, with a total shipment of 1.4 billion units. As the challenging market environment continues into 2019, the overall sales of the smartphone market will be affected this year.

### Consumer Electronic Product and Brand Omni-Channel Business

The Group follows the megatrend of online and offline omni-channel development of the world’s leading brands and refines the “Consumer Electronic Product Business” into “Consumer Electronic Product and Brand Omni-Channel Business”. The brand provides online and offline omni-channel service. During the year under review, the omni-channel business of consumer electronic products and brands, which was joined by a new team from a number of countries in Southeast Asia, recorded a turnover of HK\$88.5 million (2018: HK\$66.9 million).

The consumer electronic product and brand omni-channel business was started in 2008 under the subsidiary of Signeo Design International Limited (“Signeo Design”). In addition to the original three major businesses namely brand management, brand licensing and product procurement, it also actively develops the operation services for the Southeast Asia markets to stay in-line with the needs of brand customers.

E-commerce has developed rapidly in recent years. During the year under review, the Group has integrated the original Signeo Design and its team to meet the needs of customers, and has actively deployed e-commerce teams and commissioners who understand local culture in Southeast Asia markets such as Indonesia, Vietnam, Taiwan and Singapore. With the strong procurement plan and perfect sales and distribution network of the past in the Asia-Pacific region, Signeo Design has further provided brand-name services for the local market, and formally established the brand omni-channel business, which is a wholly-owned subsidiary of the Group, E-GoGo Limited (“E-GoGo”). “E-GoGo” is responsible for the overall operation and the original Signeo Design team to provide one-stop business solutions for online and offline omni-channel brand management for business customers. It involves brand online and offline marketing strategies and consultancy, official malls or online store operations for various online platforms, digital marketing services, IT solutions, customer service, warehousing and distribution, and even offline smart stores. The Group is committed to technology development and solution providers for leading brands of e-commerce business partners in Southeast Asia, which are retailers, brands and manufacturers.

回顧年內，本集團的合營企業同憶有限公司及其附屬公司（統稱「同憶集團」）錄得理想的業績。其營業額雖無合併到本集團財務報表，按年增長15.2%，至24,676,000,000港元（二零一八年：21,420,000,000港元）。同憶集團的主要客戶是中國的主要手機製造商和手機元件供應商，儘管中國手機市場於回顧年內出現大規模整合，手機商數目及整個行業規模有所縮減，但同憶營業額持續錄得增長，主要受惠於分銷三星電子包括(i)影像傳感器(ii)多制層封裝芯片和(iii)ARM處理器的訂單相對穩定。

國際市場研究機構IDC早前公佈了全球智能手機出貨量報告，二零一八年全球智能手機銷量下滑4.1%，全年出貨量總計為14億部。隨着充滿挑戰的市場環境將延續到二零一九年，今年智能手機市場總體銷量將受到衝擊。

### 消費類電子產品及品牌全渠道業務

本集團跟隨世界各知名品牌向線上線下全渠道發展的大趨勢，「消費類電子產品業務」提述成「消費類電子產品及品牌全渠道業務」，藉此為品牌提供線上線下全渠道代營運服務。回顧年內，得到東南亞多個國家的新團隊加盟的消費類電子產品及品牌全渠道業務錄得營業額88,500,000港元（二零一八年：66,900,000港元）。

消費類電子產品及品牌全渠道業務始於二零零八年成立的子公司Signeo Design國際有限公司（「Signeo Design」），除了原有的品牌管理、品牌授權及產品採購三大業務外，亦配合品牌客戶需求積極發展針對東南亞市場的營運服務。

近年電子商貿發展迅速，回顧年內，本集團為配合客戶需求，整合原有的Signeo Design及其團隊，並先後在印尼、越南、台灣及新加坡等東南亞市場積極布局了解當地文化的電商團隊及專員，憑藉Signeo Design過去在亞太地區強大的採購方案及完善的銷售分銷網路，進一步為品牌商提供針對當地市場的代營運服務，正式成立品牌全渠道業務，此為本集團全資附屬公司E-GoGo Limited（「E-GoGo」）。「E-GoGo」負責總體營運，與原有的Signeo Design團隊務求為商務客戶提供線上線下全渠道品牌管理的一站式商貿解決方案。當中涉及品牌線上線下市場營銷策略及顧問、各類線上平台的官方商城或網店代運營、數字營銷服務、IT解決方案、客戶服務、倉儲配送，甚至線下智能商店等範疇。本集團致力發展成為零售商、品牌商及製造商於東南亞的領先品牌電子商貿商業伙伴的技術研發及解決方案供應商。

# Management Discussion and Analysis

## 管理層討論及分析

In terms of brand management, the Group is currently carrying a wide range of products, including traditional and durable household white goods, personal gadgets, high-tech products and lifestyle goods with brands coming from home and abroad. In terms of brand licensing, the Group has secured the brand licensing for Akai, Nakamichi, Philips and other brands. In addition to its rapidly growing market share in the consumer electronics industry, these world-renowned brands have started using E-GoGo's e-commerce service. On behalf of the operation services, we will actively expand the market opportunities of the brands in the Southeast Asia markets, and combine the online and offline marketing wisdom and creativity of the Signeo Design and E-GoGo teams to collaborate with our brands to develop online and offline marketing strategies for the Southeast Asia markets. In addition, we can get more comprehensive and appropriate market analysis, channel coverage recommendations and assessments, and even adjust the marketing strategy more quickly and flexibly in response to feedback from channel sales.

### INTERNET SOCIAL MEDIA BUSINESS

During the year under review, revenue from 830 Media Limited ("830 Media") was HK\$7.9 million (2018: HK\$3.1 million), which was contributed from 830 Lab Limited ("830 Lab") and Whizoo Media Limited ("Whizoo Media").

830 Lab is a creative content incubator that helps media entrepreneurs or content creators enter the digital media business. The services provided by the 830 Lab mainly include management training, technical support, production support, big data analysis and digital marketing tools. 830 Media, which focuses on nurturing creative talent, is dedicated to discovering creative talents and teams that publish short films via social media through its creative media incubator, 830 Lab. Whizoo Media is an internet social media company that specializes in video production of life-related hot topics and publishes original creative video content on major social media platforms including Facebook, YouTube, Instagram, Line, Wechat and others platforms to attract young consumer groups becoming loyal fans of these original content. During the year under review, it also attracted cooperation between international and local famous brands such as Coca-Cola, Facebook, HSBC, Fortress and 7-11 with Whizoo Media to develop different levels of one-stop creative content solutions. For example, in June 2018, Whizoo Media participated at street video project "WHIZers Summer Fighting" in the "Coca-Cola" Iced Tetris game (Coca-Cola's promotion at the time) in Causeway Bay. In January 2019, Whizoo Media undertook the sticker fever brought by various social media and launched "Coca-Cola 10 New Year's Stickers" video and other creative content as its continuous new attempts. Benefiting from the high content of video content and demographic data, Whizoo Media has attracted more than 250,000 fans on Facebook, proving its high quality original creative content appealing to the internet audience. In view of the operational strategy of Whizoo Media, 830 Media also launched the Facebook page "He She Kids" for parents, and invested in an associate, OneShot Concept Limited, which owns the "冬 OT" brand, for a more diversified development strategy.

在品牌管理方面，本集團目前代理多種產品，包括傳統耐用的白色家電、個人用品、高科技產品及生活用品等，品牌來自國內外。在品牌授權方面，本集團已經獲得了雅佳、中道、飛利浦和其他品牌的授權，除了在其消費類電子產品行業迅速增長市場份額，這些世界知名的品牌亦開始使用E-GoGo的電商代營運服務，積極拓展有關品牌於東南亞市場的市場機遇，並透過揉合Signeo Design及E-GoGo團隊所擁有的線上線下營銷智慧及創意，與我們合作的品牌商在擬定東南亞市場的線上線下的營銷策略上，能夠得到更全面、更合適的市場分析、渠道覆蓋的建議和評估，甚至能因應渠道銷情的反饋，更迅速靈活地調整營銷策略。

### 互聯網社交媒體業務

回顧年內，830 Media Limited (「830 Media」) 錄得營業額為7,900,000港元 (二零一八年：3,100,000港元)，貢獻來自於830 Lab Limited (「830 Lab」) 及 Whizoo Media Limited (「Whizoo Media」)。

830 Lab是創意內容孵化器，協助媒體創業者或內容創作者進入數位媒體業務。830 Lab提供的服務主要包括管理培訓、技術支援、生產支援、大數據分析和數位行銷工具。專注於培育創意人才的830 Media透過其創意媒體孵化器830 Lab，致力發掘通過社交媒體發布短片的創意人才及團隊。Whizoo Media是一家互聯網社交媒體公司，專注於生活相關的熱門話題的視頻製作，並透過Facebook、YouTube、Instagram、Line和Wechat等各大社交媒體平台上發佈原創創意視頻內容，來吸引愈趨依賴社交媒體的年輕消費群成為這些原創內容的忠實粉絲，而於回顧年內亦吸引到可口可樂、Facebook、HSBC、豐澤及7-11等國際及本地知名品牌與Whizoo Media展開不同程度的一站式創意內容解決方案上的合作：例如Whizoo Media繼二零一八年六月下旬在銅鑼灣玩轉「可口可樂」冰鎮俄羅斯方塊遊戲(可口可樂當時的推廣活動)的街頭視頻《WHIZers夏日大激鬥》外，二零一九年一月，Whizoo Media亦承接各社交媒體牽起的Sticker熱推出《可口可樂10款拜年Sticker一出就可以炸爆長輩》視頻等創意內容上的持續新嘗試。受惠視頻內容與受眾喜惡數據高度掛勾，Whizoo Media已在Facebook吸納了超過250,000粉絲，證明了其高質素的原創創意內容對互聯網受眾的吸引力。有見Whizoo Media的營運策略奏效，830 Media期內亦推出了面向家長受眾的Facebook專頁「He She Kids」，及投資一間聯營公司，擁有「冬OT」品牌OneShot Concept Limited，實行內容多元化的發展策略。

# Management Discussion and Analysis

## 管理層討論及分析

With the continuous advancement of technologies such as internet upgrades and artificial intelligence, the new media field has also undergone unprecedented changes. Among them, the high-quality original creative video has also achieved rapid development and has become one of the main online entertainments. To promote effective communication between social media and digital content marketing, the Group leverages its existing resources to manage its new internet social media business through space creation and creative channels, in order to thrive in the internet world.

### VENTURE CAPITAL BUSINESS

During the year under review, the turnover for venture capital business was recorded a loss of HK\$23.9 million (2018: profit of HK\$72.3 million) that is mainly for the fair value losses on equity investments at fair value through profit or loss, fair value losses on financial assets at fair value through profit or loss, interest income on convertible bonds and listed bond investments, and dividend income from listed investments in the current year. As of 31 March 2019, various funds, convertible bonds, listed and unlisted equity investments, listed bond investments and key management insurance contracts were held at fair market value of HK\$140.8 million (31 March 2018: HK\$99.3 million) by the Group. During the year under review, the venture capital business of the Group recorded a fair value loss on financial assets at fair value through profit or loss of HK\$28.5 million (2018: fair value loss on equity investments at fair value through profit or loss of HK\$58.6 million).

The venture capital business has always brought considerable income to the Group. The ultimate objective for investments in venture capital business is to obtain capital gains on investee's equity listing or, in some circumstances, prior to listing. It also includes investments in real estate, managed funds, convertible bonds and listed bonds.

At 31 March 2019, the Group owned small strategic investments in Mad Runway Holdings Limited, Luxury Choice Investments Limited and Urban City Joint Stock Company. Mad Runway Holdings Limited is a member of the ELLE family, which is dedicated to creating the most authoritative one-stop fashion shopping platform, while Luxury Choice Investments Limited is one of the world's leading fast-growing custom watch brands and Urban City Joint Stock Company is an e-commerce company in Vietnam.

伴隨著互聯網升級及人工智能等技術的持續進步，新媒體領域亦呈現前所未有的巨大變化。其中，高質素原創創意視頻也實現了高速發展，成為目前其中一種主要的線上娛樂。為推動企業在社交媒體和數字內容營銷領域的有效溝通，本集團利用現有資源，通過創造空間和有創意的管道來管理其新互聯網社交媒體業務，在互聯網世界蓬勃發展。

### 創投業務

回顧年內，創投業務營業額錄得虧損為23,900,000港元（二零一八年：盈利72,300,000港元），主要由於本年度透過損益按公平價值列賬之股本投資錄得公平價值虧損和透過損益按公平價值列賬之金融資產錄得公平價值虧損、可換股債券和上市債券投資之利息收入、上市投資之股息收入。截至二零一九年三月三十一日，本集團持有各種基金、可換股債券、上市及非上市股本投資、上市債券投資和主要管理人員保險合約公平市值140,800,000港元（二零一八年三月三十一日：99,300,000港元）。回顧年內，本集團的創投業務錄得透過損益按公平價值列賬之金融資產公平價值虧損為28,500,000港元（二零一八年：透過損益按公平價值列賬之股本投資公平價值虧損：58,600,000港元）。

創投業務一直為集團帶來可觀收入。投資創投業務的最終投資目標為獲得被投資公司股權上市或在某些情況下上市前的資本收益。其亦包括房地產、管理基金、可換股債券及上市債券的投資。

於二零一九年三月三十一日，本集團於Mad Runway Holdings Limited、Luxury Choice Investments Limited及Urban City Joint Stock Company擁有小型戰略投資。Mad Runway Holdings Limited是ELLE家族的成員，致力於打造最權威的一站式時尚購物平台，而Luxury Choice Investments Limited是世界領先的迅速成長的定制腕表品牌之一，Urban City Joint Stock Company是一間越南電子商務公司。

# Management Discussion and Analysis

## 管理層討論及分析

### PROSPECT

Market research company IDC released the “Global Mobile Phone Quarterly Tracking Report” at the beginning of the year, predicting that the smartphone market will face a more severe situation in 2019. The report shows that this year will be another year of negative growth in global smartphone shipments, and it is also shrinking for the third consecutive year. It is estimated that the number of smartphones delivered in 2019 will be 1.39 billion units, a decrease of 0.7% from 2018. The reason for the continuous decline in smartphone shipments is mainly due to some political factors and the overall improvement in the quality of smartphone products, resulting in much longer consumer change cycles. However, even if the overall market is sluggish, 5G is seen to be the next wave of change. With the advent of the 5G era, operators and domestic and foreign mobile phone manufacturers all want to take the lead. We believe this trend will be beneficial to drive demand in the semiconductor industry chain in China and around the world. Looking ahead, in addition to the Chinese market, the Group will invest more resources in Singapore, India and other Asia Pacific markets to expand its market share and strive to maintain its leading position in the semiconductor distribution business.

According to Frost & Sullivan’s data, the compound annual growth rate (“CAGR”) of the Southeast Asia e-commerce market will reach 29.2% between 2017 and 2021, among which the Indonesian e-commerce market, which is expected have the fastest growth in number of smartphone users, will have a CAGR of 57.7% in the next five years. In recent years, Southeast Asia countries have greatly improved their network infrastructure. The penetration rate of mobile internet has continued to rise. Consumers tend to be mobile-centric. Currently, 70% of e-commerce traffic comes from mobile terminals. The online and offline multi-channel shopping experience is infiltrating into the lives of local people. At the same time, people with high spending power pursue a higher quality of life, and how to seize the eyes of consumers has become the key to success. As a distributor with extensive experience in the field of consumer electronic, the Group actively embraces the demand driven by the internet. During the year under review, the Group has further promoted the business scope of e-commerce through the brand omni-channel business partners, and cooperated with PT Tokopedia, one of Indonesia’s largest e-commerce platforms, and Taiwanese e-commerce platform Shopee to provide brand customers with online and offline omni-channel one-stop retail generation services for retail consumers. The development of E-GoGo will form a strong partnership with the distribution network that the Group has accumulated over the past years to develop a wider range of revenue sources by providing more diversified and comprehensive solutions and services to brand owners.

In the era of internet social media, upon the strong appeal of original content to both audiences and advertisers, the Group has actively invested in the development of new internet media businesses to diversify new media resources, condense creative talents, and capture the business opportunities brought by the booming content marketing market. The Group has also successfully formed an internet new media ecosystem around the consumer life level by identifying more investment incubations or strategic partnerships with other new media teams, and is actively playing the platform synergy of 830 Media and 830 Lab. The Group is confident in the new media business of the internet. It is expected that this business will bring more positive internet original creative content to the Hong Kong audience and lead the Hong Kong internet creative industry to a new page.

The Group will continue to leverage its leading industry position, good reputation and competitive advantage to adopt a proactive and prudent development strategy to achieve sustainable growth and bring satisfactory returns to shareholders.

### 展望

市場研究公司IDC年初發佈了《全球手機季度跟蹤報告》，預測二零一九年智能手機市場將面臨更嚴峻的形勢。報告顯示，今年將是全球智能手機出貨量再次出現負增長的一年，也是連續第三年萎縮，並預計二零一九年智能手機交付量為13.9億部，比二零一八年減少0.7%。智能手機出貨量連續下滑的原因主要是一些政治的因素以及智能手機產品質量整體提升導致消費者換機週期越來越長。但即使整體市場低迷，5G被看作下一個換機潮。5G時代的到來，運營商以至國內外的手機廠商們都想要佔據先機。我們認為這趨勢將有利帶動中國及全球的半導體產業鏈需求。展望未來，除中國市場外，本集團將在新加坡、印度及其他亞太地區市場投放更多資源以拓展各地市場份額，致力維持在半導體分銷業務的領先地位。

據弗若斯特沙利文的資料顯示，東南亞電商市場規模由二零一七年至二零二一年的年複合增長將達29.2%，其中預期智能手機用戶增長最迅速的印尼電商市場未來5年的年複合增長亦達57.7%。近年東南亞各國大力提升其網絡基礎設施，移動互聯網滲透率持續攀升，消費者趨向以移動為中心，當前70%的電商流量來自移動端，線上線下多渠道購物體驗正滲入當地民眾的生活。同時高消費力人群追求更高質生活，如何抓住消費者眼球成為致勝關鍵。作為在消費類電子產品領域擁有豐富經驗的分銷商，本集團積極擁抱互聯網所帶動的需求。本集團回顧年內已透過品牌全渠道商業伙伴業務，進一步向電商代營運領域邁進，與印尼最大的電子商務平台之一的PT Tokopedia、台灣電商平台蝦皮等展開合作，為品牌客戶提供面向零售消費者的線上線下全渠道一站式的零售代營運服務。而E-GoGo的發展將與本集團過去多年累積而成的分銷網路，形成強勁配套，透過向品牌商提供更多元化及全面的解決方案及服務開拓更廣泛的收益來源。

本集團有見原創內容在互聯網社交媒體時代，無論對受眾抑或廣告主而言，都有着強大吸引力，近年積極投入發展互聯網新媒體業務，並凝聚創意人才，捕捉正在蓬勃發展勁頭十足的營銷市場所帶來的商機。本集團亦透過物色更多投資孵化或與其他新媒體團隊戰略合作的機會，成功組成圍繞消費者生活層面的互聯網新媒體生態圈，正面發揮830 Media及830 Lab的平台協同效應。本集團對互聯網新媒體業務充滿信心，期望此業務能為香港受眾帶來更多具正能量的互聯網原生創意內容，帶領香港互聯網創意產業打開新一頁。

本集團將繼續利用其領先的行業地位，良好的商譽及競爭優勢，採取積極審慎的發展策略，以實現可持續增長，並為股東帶來滿意的回報。



# Management Discussion and Analysis

## 管理層討論及分析

### LIQUIDITY AND FINANCIAL RESOURCES

The total debt position and the gearing ratio as at 31 March 2019 are shown as follows:

### 流動資金及財政資源

於二零一九年三月三十一日之債務總額狀況及相應資本負債比率如下：

|  |                        | 2019<br>二零一九年<br>HK\$'million<br>百萬港元 | 2018<br>二零一八年<br>HK\$'million<br>百萬港元 |
|--|------------------------|---------------------------------------|---------------------------------------|
| Cash and cash equivalents  | 現金及等同現金項目              | 106.0                                 | 233.9                                 |
| Equity investments at fair value through profit or loss                          | 透過損益按公平價值列賬之股本投資       | -                                     | 99.3                                  |
| Financial assets at fair value through profit or loss included in current assets | 計入流動資產透過損益按公平價值列賬之金融資產 | 117.6                                 | -                                     |
|  |                        | <b>223.6</b>                          | <b>333.2</b>                          |
| Borrowings and finance lease payables  | 借款及應付融資租賃款項            | 76.5                                  | 136.6                                 |
| Total equity   | 權益總額                   | <b>1,115.6</b>                        | <b>1,086.7</b>                        |
| Total debt to total equity   | 債務總額與權益總額之比率           | <b>7%</b>                             | <b>13%</b>                            |

As at 31 March 2019, the Group had cash and cash equivalents (i.e., cash and bank balances and deposits with other financial institution) of HK\$106.0 million (31 March 2018: HK\$233.9 million), while the Group's financial assets at fair value through profit or loss included in current assets amounted to HK\$117.6 million (31 March 2018: equity investments at fair value through profit or loss amounted to HK\$99.3 million). The equity investments and financial assets at fair value through profit or loss included a balanced mix of fixed income, equity and alternative investments and such amount represented the cash reserves held for the Group's medium to long term business development and would form an integral part of the Group's treasury.

The total debt to total equity ratio as at 31 March 2019 was 7% (31 March 2018: 13%), while the Group's total equity as at 31 March 2019 was HK\$1,115.6 million (31 March 2018: HK\$1,086.7 million), with the total balances of cash and cash equivalents and equity investments and financial assets at fair value through profit or loss as at 31 March 2019 of HK\$223.6 million (31 March 2018: HK\$333.2 million).

於二零一九年三月三十一日，本集團之現金及等同現金項目（即現金及銀行結存以及於其他財務機構之存款）為106,000,000港元（二零一八年：233,900,000港元），而本集團計入流動資產透過損益按公平價值列賬之金融資產為117,600,000港元（二零一八年三月三十一日：透過損益按公平價值列賬之股本投資為99,300,000港元）。透過損益按公平價值列賬之股本投資及金融資產包括固定收入、股本及另類投資之平衡組合，而該等款額指本集團持有作中期至長期業務發展之現金儲備，並將成為本集團資金之一部分。

於二零一九年三月三十一日之債務總額與權益總額之比率為7%（二零一八年三月三十一日：13%），本集團之權益總額於二零一九年三月三十一日為1,115,600,000港元（二零一八年三月三十一日：1,086,700,000港元），而現金及等同現金項目及股本投資及透過損益按公平價值列賬之金融資產於二零一九年三月三十一日之結餘總額為223,600,000港元（二零一八年：333,200,000港元）。

# Management Discussion and Analysis

## 管理層討論及分析

The working capital position of the Group remains healthy. As at 31 March 2019, the liquidity ratio was 215% (2018: 195%).

本集團之營運資金狀況仍然穩健。於二零一九年三月三十一日，流動資金比率為215%（二零一八年：195%）。

|                                       |              | 2019<br>二零一九年<br>HK\$'million<br>百萬港元 | 2018<br>二零一八年<br>HK\$'million<br>百萬港元 |
|---------------------------------------|--------------|---------------------------------------|---------------------------------------|
| Current assets                        | 流動資產         | 397.4                                 | 584.1                                 |
| Current liabilities                   | 流動負債         | <b>(184.6)</b>                        | (298.9)                               |
| Net current assets                    | 流動資產淨值       | <b>212.8</b>                          | 285.2                                 |
| Current assets to current liabilities | 流動資產與流動負債之比率 | <b>215%</b>                           | 195%                                  |

Management is confident that the Group follows a prudent policy in managing its treasury position, and maintains a high level of liquidity to ensure that the Group is well placed to take advantage of growth opportunities for the business.

管理層相信，本集團依循審慎政策管理其財資水準，並維持高度流動資金，以確保本集團能夠隨時把握業務增長機會。

### SIGNIFICANT INVESTMENTS

As at 31 March 2019, the Group recorded financial assets at fair value through profit or loss of approximately HK\$140.8 million (31 March 2018: equity investments at fair value through profit or loss of approximately HK\$99.3 million and available-for-sale investments of approximately HK\$22.4 million). For a detailed breakdown of financial assets at fair value through profit or loss, please refer to note 19 in consolidated statement of financial position. For the performance during the year and future prospects of financial assets at fair value through profit or loss, please refer to the section "Business Review and Prospects – Venture Capital Business" on page 14 of this annual report.

### 重大投資

於二零一九年三月三十一日，本集團錄得透過損益按公平價值列賬之金融資產約140,800,000港元（二零一八年三月三十一日：透過損益按公平價值列賬之股本投資約99,300,000港元及可供出售投資約為22,400,000港元）。有關透過損益按公平價值列賬之金融資產明細，請參閱綜合財務狀況表附註19。有關透過損益按公平價值列賬之金融資產於年內之表現及未來前景，請參閱本年度報告第14頁「業務回顧及前景－創投業務」一節。

### EMPLOYEES

As at 31 March 2019, the Group employed a total of approximately 205 (31 March 2018: approximately 187) full-time employees. The Group recruits and promotes individuals based on merit and their development potentials for the positions offered. Remuneration package is determined with reference to their performance and the prevailing salary levels in the market. In addition, the Group operates share option schemes for eligible employees to provide incentive to the participants for their contribution and continuing efforts to promote the interests of the Group. Share options and discretionary bonuses are granted based on the Group's and individual's performances.

### 僱員

於二零一九年三月三十一日，本集團合共聘用約205名（二零一八年三月三十一日：約187名）全職僱員。本集團乃根據員工之功績及員工於職位上之發展潛力而聘用及提供晉升機會。薪酬組合乃參照員工之表現及市場當時之薪金水準而釐定。此外，本集團為合資格僱員營辦一項購股權計劃，就各參與僱員之貢獻及提升本集團利益之不懈努力提供獎勵。本集團亦會按本集團及僱員個人表現授出購股權及酌情花紅。

# PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷



# Profile of Directors and Senior Management

## 董事及高級管理層履歷

### EXECUTIVE DIRECTORS

**Dr. So Yuk Kwan (“Dr. So”)**, aged 69, is the founder, Chairman, Chief Executive Officer and Executive Director of the Company. Dr. So is the father of Mr. So Kevin Chi Heng and Mr. So Chi Sun Sunny, all being Executive Directors of the Company. In the early 1980’s, he founded AV Concept Limited. Dr. So is primarily responsible for overall business strategies and business development to the Company. Dr. So has over 43 years of experience in the electronics industry. Under his leadership, AV Concept achieved remarkable results in the sales and marketing of semiconductors contributing to the appointment by Samsung Electronics as its distributor since 1982. In 1989, AV Concept Singapore Pte. Ltd. was established to develop its electronic business in Singapore, South-east Asia countries and subsequently expanded to the market in the People’s Republic of China through vertical integration in early 90’s. In April 1996, AV Concept Holdings Limited listed on the Main Board of The Stock Exchange of Hong Kong Limited. The Group continuously received numerous awards, including Samsung Electronics’s “Best Performance Award” in recognition of the excellent sales and marketing performance as well as contribution to cultivate strong customers relationship in the semiconductors market.

Dr. So holds an honorary degree, Doctor of Philosophy in Business Administration from the International American University and a Master Degree in Business Administration from the University of East Asia (now known as University of Macau) and he is also a Fellow Member of the British Institute of Management. Presently, he is the Vice Chairman of the Executive Committee of the Hong Kong Electronic Industries Association Limited (“HKEIA”) and the Chairman of Education Fund of HKEIA. Dr. So is also the Vice President of The Hong Kong Semiconductor Industry Council. Further, Dr. So is a Fellow Member of The Hong Kong Institute of Directors and the Honorary Chairman of Advisory Committee (Industry) of Cooperative Education Centre of City University of Hong Kong.

**Mr. So Kevin Chi Heng (“Mr. Kevin So”)**, aged 33, is the Chief Operation Officer and Executive Director of the Company responsible for operation of the Group and E-GoGo Limited. Mr. Kevin So joined the Group in 2011 and was appointed as an Executive Director of the Company in November 2015. Mr. Kevin So obtained a Bachelor of Science degree (major in Management) from Bentley College in United States of America in May 2008 and a Master of Business Administration degree from Bentley University in United States of America in February 2010. Prior to joining the Group, Mr. Kevin So had pursued a career in corporate finance in an international financial institution. Mr. Kevin So is the son of Dr. So, Chairman, Chief Executive Officer and an Executive Director of the Company and the brother of Mr. So Chi Sun Sunny, an Executive Director of the Company.

### 執行董事

**蘇煜均博士 (「蘇博士」)**，69歲，為本公司之創辦人、主席、行政總裁及執行董事。蘇博士為本公司執行董事蘇智恒先生及蘇智樂先生之父親。彼於二十世紀八十年代初創辦先思行有限公司。蘇博士主要負責本公司整體業務策略及業務發展。蘇博士於電子業擁有超過43年工作經驗。在蘇博士之領導下，AV Concept在半導體銷售及市場推廣方面屢創佳績，並從一九八二年起獲三星電子委任為分銷商。於一九八九年，AV Concept Singapore Pte. Ltd. 成立以於新加坡及東南亞國家發展其電子業務，其後於九十年代初憑藉垂直整合開拓中華人民共和國市場。AV Concept Holdings Limited於一九九六年四月在香港聯合交易所有限公司主板上市。本集團多年來屢獲多個獎項，包括三星電子頒發之「最佳銷售表現獎」，藉以表揚於半導體銷售及市場推廣之優秀表現，及與客戶之友好關係。

蘇博士持有國際美洲大學工商管理榮譽哲學博士學位及東亞大學(現稱澳門大學)工商管理碩士學位，亦為英國管理學會之院士。目前，彼為香港電子業商會有限公司(「香港電子業商會」)執行委員會副主席及香港電子業商會教育基金主席，以及香港半導體行業協會副會長。蘇博士亦為香港董事學會資深會員及香港城市大學協作教育中心工業顧問委員會榮譽主席。

**蘇智恒先生**，33歲，為本公司營運總裁及執行董事，負責本集團及E-GoGo Limited之業務營運。蘇智恒先生於二零一一年加入本集團，並於二零一五年十一月獲委任為本公司執行董事。蘇智恒先生於二零零八年五月取得美利堅合眾國本特利大學理學士學位(主修管理學)，並於二零一零年二月取得美利堅合眾國本特利大學工商管理碩士學位。加入本集團之前，蘇智恒先生於一間國際金融機構發展企業融資事業。蘇智恒先生為本公司主席、行政總裁及執行董事蘇博士之兒子及本公司執行董事蘇智樂先生之胞兄。

# Profile of Directors and Senior Management

## 董事及高級管理層履歷

**Mr. So Chi Sun Sunny (“Mr. Sunny So”)**, aged 31, is the Executive Director of the Company, chief executive officer of 830 Lab Limited and Whizoo Media Limited, indirectly wholly-owned subsidiaries of the Company, which are principally engaged in internet social media business. Mr. Sunny So joined the Group in 2011 and was appointed as an Executive Director of the Company in November 2015. Mr. Sunny So obtained a Bachelor of Science degree (major in Graphic Design) from Northeastern University in United States of America in January 2011. Mr. Sunny So is the son of Dr. So, Chairman, Chief Executive Officer and an Executive Director of the Company and the brother of Mr. Kevin So, an Executive Director of the Company.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Dr. Lui Ming Wah (“Dr. Lui”)**, SBS, JP, aged 81, has been an Independent Non-executive Director of the Company since 1996. Dr. Lui is an established industrialist. Dr. Lui was a member of the Legislative Council of the HKSAR between 1998 – 2008 and also a member of the Chinese People’s Political Consultative Conference. He is now an Honorary Chairman of The Chinese Manufacturers Association of Hong Kong, The HKEIA and The Hong Kong Shandong Chamber of Commerce. In addition, he is also an Advisor of the Hong Kong International Arbitration Centre. Dr. Lui obtained a Master Degree in Applied Science from the University of New South Wales in Australia and a Doctorate in Engineering from the University of Saskatchewan in Canada. He is currently the Managing Director of Keystone Electronics Co. Ltd..

**Mr. Charles Edward Chapman (“Mr. Chapman”)**, aged 70, has been an Independent Non-executive Director of the Company since 2000. He was Executive Director of the HKEIA and Managing Director of the HKEIA’s subsidiary publishing company, the Hong Kong Electronics Promotions Ltd. from May 1988 to June 2007 when he retired. Currently, Mr. Chapman is an Independent Non-executive Director of Mobicon Group Limited and he is also a Senior Industry Consultant for a number of overseas-based trade fair organisers. Prior to joining the HKEIA, Mr. Chapman worked for 12 years as Economics Editor at the Hong Kong Trade Development Council and for 8 years as Business Editor in a local English-language newspaper.

**Mr. Wong Ka Kit (“Mr. Wong”)**, aged 42, has been an Independent Non-executive Director of the Company since September 2004. Mr. Wong is the Senior Vice President, Mergers and Acquisitions of a Hong Kong listed property company. Mr. Wong holds a Bachelor Degree in Accounting, Finance and Economics from the University of Wisconsin Madison.

**蘇智樂先生**，31歲，為本公司執行董事及本公司間接全資附屬公司830 Lab Limited及Whizoo Media Limited之行政總裁。830 Lab Limited及Whizoo Media Limited主要從事互聯網社交媒體業務。蘇智樂先生於二零一一年加入本集團，並於二零一五年十一月獲委任為本公司執行董事。蘇智樂先生於二零一一年一月取得美利堅合眾國東北大學理學士學位（主修平面設計）。蘇智樂先生為本公司主席、行政總裁及執行董事蘇博士之兒子及本公司執行董事蘇智恒先生之胞弟。

### 獨立非執行董事

**呂明華博士（「呂博士」）**，SBS，太平紳士，81歲，自一九九六年以來一直擔任本公司之獨立非執行董事。呂博士為知名工業家。呂博士於一九九八年至二零零八年期間出任香港特別行政區立法會議員，亦為中國人民政治協商會議之委員。彼現為香港中華廠商聯合會、香港電子業商會及香港山東商會之榮譽主席。此外，彼亦為香港國際仲裁中心顧問。呂博士持有澳洲新南威爾斯大學應用科學碩士學位及加拿大沙省大學工程學博士學位。彼現時為文明電子有限公司之董事總經理。

**Charles Edward Chapman先生（「Chapman先生」）**，70歲，自二零零零年以來一直擔任本公司之獨立非執行董事。自一九八八年五月起至二零零七年六月退休前，彼一直出任香港電子業商會執行幹事，以及香港電子業商會旗下出版公司香港電子促進有限公司董事總經理。Chapman先生現時為萬保剛集團有限公司之獨立非執行董事，亦為多家海外貿易展覽籌辦商之高級工業顧問。加入香港電子業商會前，Chapman先生曾於香港貿易發展局任職經濟編輯達12年，並於一份本地英文報章任商業編輯達8年。

**黃家傑先生（「黃先生」）**，42歲，自二零零四年九月以來一直擔任本公司之獨立非執行董事。黃先生為一間香港上市物業公司之併購事務高級副總裁。黃先生持有威斯康辛大學麥迪遜分校之會計、財務及經濟學學士學位。

# Profile of Directors and Senior Management

## 董事及高級管理層履歷

### SENIOR MANAGEMENT

**Mr. Choi Joon Yun (“Mr. Choi”)**, aged 55, was appointed as the President and Chief Executive Officer of AV Concept Limited, a subsidiary of the Company from 2006 – 2011. Mr. Choi currently is the President and Chief Executive Officer of AVP Electronics Limited, a joint venture of the Group since January 2012. Mr. Choi has over 30 years of experience in Sales and Marketing. Prior to joining the Group, Mr. Choi was the Sales and Marketing Director of Samsung Electronics Co., Ltd. (Shanghai), and the Sales and Marketing Senior Manager of Samsung Electronics Co., Ltd. (Hong Kong and Shenzhen). He had also been working for Samsung Electronics Co., Ltd. (Semiconductor Business) as Sales and Marketing Manager for Asian market.

**Mr. Chan Chi Hang (“Mr. Chan”)**, aged 42, was appointed as the Company Secretary and the Chief Financial Officer of the Company since August 2015. Mr. Chan has extensive experience in accounting and auditing, and is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

### 高級管理層

**崔俊淵先生(「崔先生」)**，55歲，於二零零六年至二零一一年獲委任為本公司附屬公司先思行有限公司之總裁及行政總裁。崔先生於二零一二年一月獲委任為本集團合營企業同憶有限公司之總裁及行政總裁。崔先生於銷售及市場推廣方面擁有逾30年經驗。加入本集團之前，崔先生曾任三星電子有限公司(上海)之銷售及市場推廣總監以及三星電子有限公司(香港及深圳)之銷售及市場推廣高級經理，亦曾任職三星電子有限公司(半導體業務)之亞洲市場銷售及市場推廣經理。

**陳志恒先生(「陳先生」)**，42歲，自二零一五年八月起獲委任為本公司之公司秘書及首席財務總監。陳先生於會計及審計方面擁有豐富經驗，並為香港會計師公會會員及英國特許公認會計師公會資深會員。

# DIRECTORS' REPORT

## 董事會報告



# Directors' Report

## 董事會報告

The Directors of the Company present their report and the audited consolidated financial statements for the year ended 31 March 2019.

### PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding. The principal activities of the Group consist of the marketing and distribution of electronic components, the design, development and sale of electronic products and brand omni-channel business, venture capital investment, and internet social media business.

Further discussion and analysis of business review as required by Schedule 5 to the Hong Kong Companies Ordinance, including a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments in the Group's business, can be found in the Chairman's Statement and Management Discussion and Analysis set out on pages 6 to 17 of this annual report. The above discussion forms part of this directors' report.

### Principal risks and uncertainties

The management of the Company, as assisted by the audit committee of the Company, oversees the Group's internal control and risk management system, and conducts periodic reviews of such system to ensure good corporate governance practice. The supervision process and outcome of the latest review is set out in more detail in the section headed "Internal Control" in corporate governance report in this annual report. The following is a discussion of the principal risks and uncertainties facing by the Group. The management of the Company meets periodically to discuss these risks, and where appropriate, will monitor the situation closely and adopt any necessary risk mitigation measures.

#### Industry risk

The sale and distribution of electronic components and design, development and sales of electronic products and brand omni-channel business are sensitive to technology change. The industry is also subject to rapidly changing market trends and intense competition amongst different players. This may materially and adversely affect the Group's business performance. To maintain competitiveness, the management of the Company will meet regularly to update the technology change and the industry environment.

#### Economy risk

The performance of the Group is affected by the overall economy growth, especially in the electronic components market. If the economy slows down, it is highly likely that the demand for electronic components may be reduced. Any continued economic slowdown or recession may result in a decrease in sales, and may lead to a material adverse effect on the Group's business and results of operations.

本公司董事謹此提呈截至二零一九年三月三十一日止年度之董事會報告及經審核綜合財務報表。

### 主要業務及業務回顧

本公司之主要業務為投資控股。本集團主要從事電子元件之市場推廣及分銷、電子產品之設計、開發及銷售以及品牌全渠道業務、創業投資業務以及互聯網社交媒體業務。

香港公司條例附表5所規定有關業務回顧之進一步討論及分析，包括本集團所面對之主要風險及不確定因素論述，以及本集團業務之可能未來發展指標，均可於本年報第6頁至第17頁之主席致辭及管理層討論及分析中閱覽。上述討論構成本董事會報告一部分。

### 主要風險及不明朗因素

本公司管理層在本公司審核委員會協助下監管本集團之內部監控及風險管理制度，並定期檢討有關制度，確保實行良好企業管治常規。監管程序及最近期之檢討結果進一步詳情載於本年報企業管治報告「內部監控」一節。本集團所面對之主要風險及不明朗因素論述如下。本公司管理層定期會面，以商討該等風險，並將於適當時候密切監察情況，採取任何所需舒緩風險措施。

#### 行業風險

電子元件之銷售及分銷以及電子產品之設計、開發及銷售以及品牌全渠道業務對科技轉變反應敏感。業內之市場趨勢瞬息萬變、同業間競爭激烈，或會對本集團之業務表現構成重大不利影響。為保持競爭力，本公司管理層將定期會面，以緊貼科技轉變及行業環境。

#### 經濟風險

本集團之表現受整體經濟增長，尤其是電子元件市場影響。倘經濟放緩，則電子元件需求極有可能減少。倘經濟持續下滑或衰退，均可能導致銷售額減少，並可能對本集團之業務及經營業績造成重大不利影響。



# Directors' Report

## 董事會報告

### Financial risk

#### *Credit risk*

To minimise credit risk, the Group has monitoring procedures to ensure there is follow-up action to recover overdue debts. The Group also reviews the recoverable amount of trade receivables by the simplified approach for impairment at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. The Board therefore considers that the Group's credit risk is significantly reduced.

#### *Liquidity risk*

The Group monitors and maintains a level of cash and cash equivalents which it deems adequate to finance the Group's operations and mitigate the effects of cash flow fluctuations.

#### *Interest rate risk*

The Group is exposed to risk of changes in market interest rates related primarily to the Group's interest-bearing bank borrowings with floating interest rates. It does not currently has any interest rate hedging policy, but closely monitors its exposure to interest rate risk due to changes in market rates and will consider hedging changes should the need arise.

#### *Market price risk*

The Group is exposed to the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The management of the Company monitors the changes of securities prices and may change the investment portfolio held if needed.

### Environmental policies and performance

The Group is committed to the long term sustainability of the environment and communities in which it engages. The Group strives to minimise its impact on the environment by reducing its use of electricity and water and encouraging recycle of office supplies and other materials. The Group has complied with all relevant laws and regulations regarding environmental protection, health and safety, workplace conditions and employment.

### Compliance with the laws and regulations

The Group recognises the importance of compliance with regulatory requirements and the risks of non-compliance with the applicable laws and regulations. During the year under review, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. There was no material breach or non-compliance with the applicable laws and regulations by the Group during the year under review.

### 財務風險

#### *信貸風險*

為了減輕信貸風險，本集團設有監察程序，確保採取跟進行動收回逾期債項。本集團亦於各報告期間結束時通過減值簡化法檢討貿易應收款項之可收回金額，確保就不可收回金額計提足夠減值虧損。因此，董事會認為，本集團之信貸風險已大為減輕。

#### *流動資金風險*

本集團監察現金及等同現金項目，並將其維持於本集團認為足以應付其營運所需，同時減輕現金流量波動影響之水平。

#### *利率風險*

本集團因市場利率變動而面臨之風險主要與本集團按浮動利率計息之附息銀行借款有關。本集團目前並無任何利率對沖政策，惟密切留意其因市場利率變動而面臨之利率風險，並將於有需要時考慮對沖有關變動。

#### *市價風險*

本集團因股票指數水平及個別證券價值之變動而面臨股本證券公平價值下降之風險。本公司管理層監察證券價格變動，並可能於有需要時改變所持投資組合。

### 環境政策及表現

本集團致力於其經營所在環境及社區之長期可持續性。本集團努力透過節約用水用電及鼓勵循環利用辦公用品及其他物料，盡可能減輕對環境的影響。本集團已遵守所有有關環境保護、健康及安全、工作場所環境及僱傭之相關法例及規例。

### 遵守法例及規例

本集團深明遵守監管規定之重要性以及不遵守適用法例及規例之風險。回顧年內，本集團一直於重大方面遵守對本集團業務及經營有重大影響之相關法例及規例。回顧年內，概無發生本集團嚴重違反或不遵守適用法例及規例之情況。

# Directors' Report

## 董事會報告

### Relationship with employees, clients, suppliers and other stakeholders

The Group understands the success of the Group's business depends on the support from its key stakeholders, including employees, clients, suppliers, banks, regulators and shareholders. During the year under review, there were no material and significant disputes between the Group and its key stakeholders. The Group will continue to ensure effective communication and maintain good relationship with each of its key stakeholders.

### RESULTS AND DIVIDEND

The Group's profit for the year ended 31 March 2019 and the Group's financial position at that date are set out in the consolidated financial statements on pages 81 to 211 of this annual report.

The Board has recommended the payment of a final dividend of HK\$0.02 (2018: HK\$0.02) per share for the year ended 31 March 2019.

The proposed final dividend, if approved at the forthcoming annual general meeting to be held on Wednesday, 28 August 2019, will be payable on Thursday, 19 September 2019 to shareholders whose names appear on the registrar of members of the Company on Thursday, 5 September 2019. Based on 908,663,302 shares in issue as of the date of this report, the total dividend will amount to approximately HK\$18.2 million.

### CLOSURE OF REGISTER OF MEMBERS

The Annual General Meeting of the Company is scheduled on Wednesday, 28 August 2019. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 23 August 2019 to Wednesday, 28 August 2019, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the Annual General Meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 22 August 2019.

In order to determine the list of shareholders who are entitled to receive the proposed final dividend for the year ended 31 March 2019, the Company's register of members will be closed from Wednesday, 4 September 2019 to Thursday, 5 September 2019, both days inclusive. Shareholders are reminded that in order to qualify for the proposed final dividend, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Tricor Tengis Limited at the above address for registration not later than 4:30 p.m. on Tuesday, 3 September 2019.

### 與僱員、客戶、供應商及其他持份者之關係

本集團明白其業務成功取決於僱員、客戶、供應商、銀行、監管機構及股東等主要持份者之支持。回顧年內，本集團與其主要持份者之間並無任何重大及重要爭議。本集團將繼續確保與各主要持份者進行有效溝通並維持良好關係。

### 業績及股息

本集團截至二零一九年三月三十一日止年度之溢利以及本集團於該日之財務狀況，載於本年報第81頁至第211頁之綜合財務報表。

董事會建議派付截至二零一九年三月三十一日止年度之末期股息每股0.02港元(二零一八年：0.02港元)。

建議末期股息如於二零一九年八月二十八日(星期三)舉行之應屆股東週年大會上獲得批准，將於二零一九年九月十九日(星期四)派付予於二零一九年九月五日(星期四)名列本公司股東名冊之股東。按照於本報告日期已發行908,663,302股股份計算，股息總額將約為18,200,000港元。

### 暫停辦理股份過戶登記手續

本公司謹訂於二零一九年八月二十八日(星期三)舉行股東週年大會。為釐定出席股東週年大會並於會上投票之資格，本公司將於二零一九年八月二十三日(星期五)至二零一九年八月二十八日(星期三)(首尾兩天包括在內)期間暫停辦理股份過戶登記手續，期間將不會登記任何股份過戶手續。為符合資格出席股東週年大會並於會上投票，所有股份過戶文件連同有關股票，須於二零一九年八月二十二日(星期四)下午四時三十分前，送交本公司之香港股份過戶登記處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心54樓)，以供登記。

為釐定有權收取截至二零一九年三月三十一日止年度建議末期股息之股東名單，本公司將於二零一九年九月四日(星期三)至二零一九年九月五日(星期四)(首尾兩天包括在內)期間暫停辦理股份過戶登記手續。謹此提醒各股東，為符合資格收取建議末期股息，所有股份過戶文件連同有關股票，須於二零一九年九月三日(星期二)下午四時三十分前，送交本公司之香港股份過戶登記處卓佳登捷時有限公司(地址如上)，以供登記。

# Directors' Report

## 董事會報告

### SHARE CAPITAL AND SHARE OPTIONS

Details of the Company's share capital and share options are set out in notes 31 and 32 to the consolidated financial statements, respectively.

### PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association (the "Articles of Association") or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

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

During the year ended 31 March 2019, the Company repurchased and cancelled a total of 14,486,000 ordinary shares of the Company at an aggregate consideration of approximately HK\$7,282,640 on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), and the details of the repurchases are as follows:

| Date of repurchase<br>購回日期   | Number of ordinary shares repurchased<br>已購回普通股數目 | Price per ordinary share<br>每股普通股價格 |                                | Aggregate consideration<br>總代價<br>(HK\$)<br>(港元) |
|------------------------------|---|-------------------------------------|--------------------------------|--|
|                              |   | Highest<br>最高<br>(HK\$)<br>(港元)     | Lowest<br>最低<br>(HK\$)<br>(港元) |  |
| 25 April 2018<br>二零一八年四月二十五日 | 3,708,000   | 0.500                               | 0.490                          | 1,828,640  |
| 26 April 2018<br>二零一八年四月二十六日 | 3,500,000   | 0.520                               | 0.520                          | 1,820,000  |
| 27 April 2018<br>二零一八年四月二十七日 | 7,278,000   | 0.500                               | 0.495                          | 3,634,000  |
|                              | 14,486,000  |                                     |                                | 7,282,640  |

Save of the disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the year.

### DISTRIBUTABLE RESERVES

At 31 March 2019, the Company's reserves available for distribution, calculated in accordance with the Companies Law of the Cayman Islands, amounted to approximately HK\$439,159,000. The share premium of the Company is available for distribution or paying dividends to the shareholders provided that immediately following the distribution or the payment of dividends, the Company is able to pay its debts as they fall due in the ordinary course of business.

### 股本及購股權

本公司股本及購股權之詳情，分別載於綜合財務報表附註31及32。

### 優先購買權

本公司之組織章程細則（「章程細則」）或開曼群島法律概無載列本公司必須按持股比例向現有股東提呈發售新股份之優先購買權條文。

### 購買、出售或贖回本公司上市證券

截至二零一九年三月三十一日止年度，本公司於香港聯合交易所有限公司（「聯交所」）以總代價約7,282,640港元購回及註銷合共14,486,000股本公司普通股，購回詳情如下：

除上文所披露者外，本公司或其任何附屬公司年內概無購買、出售或贖回本公司任何上市證券。

### 可供分派儲備

於二零一九年三月三十一日，按開曼群島公司法之規定計算，本公司可供分派之儲備約為439,159,000港元。本公司之股份溢價可供分派或支付股息予股東，惟緊隨分派或支付股息後，本公司必須能償還其於日常業務中到期之債務。

# Directors' Report

## 董事會報告

### SUMMARY FINANCIAL INFORMATION

A summary of the published results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements, is set out below.

### RESULTS

### 財務資料概要

下文載列本集團摘錄自己刊發經審核財務報表之最近五個財政年度之已公佈業績以及資產及負債概要。

### 業績

|  |                  | Year ended 31 March<br>截至三月三十一日止年度 |                                  |                                  |                                  |                                  |
|--|------------------|------------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
|  |                  | 2019<br>二零一九年<br>HK\$'000<br>千港元   | 2018<br>二零一八年<br>HK\$'000<br>千港元 | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
| <b>CONTINUING OPERATIONS</b>                       | 持續經營業務           |                                    |                                  |                                  |                                  |                                  |
| <b>REVENUE</b>                                     | 收益               | 1,698,796                          | 1,662,878                        | 1,342,399                        | 1,037,023                        | 1,957,690                        |
| <b>PROFIT/(LOSS) BEFORE TAX</b>                    | 除稅前溢利/(虧損)       | 55,607                             | 163,690                          | 276,396                          | 757                              | (49,839)                         |
| Income tax   | 所得稅              | (414)                              | (801)                            | (274)                            | 1,389                            | (564)                            |
| <b>PROFIT/(LOSS) FOR THE YEAR</b>                  | 年內溢利/(虧損)        | 55,193                             | 162,889                          | 276,122                          | 2,146                            | (50,403)                         |
| <b>DISCONTINUED OPERATION</b>                      | 已終止經營業務          |                                    |                                  |                                  |                                  |                                  |
| Loss for the year from<br>a discontinued operation | 已終止經營業務之<br>年內虧損 | -                                  | -                                | -                                | -                                | (14,538)                         |
|  |                  | 55,193                             | 162,889                          | 276,122                          | 2,146                            | (64,941)                         |
| Attributable to:                                   | 以下人士應佔：          |                                    |                                  |                                  |                                  |                                  |
| Owners of the Company                              | 本公司擁有人           | 57,278                             | 163,267                          | 276,122                          | 2,147                            | (94,287)                         |
| Non-controlling interests                          | 非控股權益            | (2,085)                            | (378)                            | -                                | (1)                              | 29,346                           |
|  |                  | 55,193                             | 162,889                          | 276,122                          | 2,146                            | (64,941)                         |

### Assets and liabilities

### 資產及負債

|                          |      | As at 31 March<br>於三月三十一日        |                                  |                                  |                                  |                                  |
|--------------------------|------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
|                          |      | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 |
| <b>TOTAL ASSETS</b>      | 資產總值 | 1,317,018                        | 1,405,799                        | 1,280,877                        | 884,514                          | 1,140,104                        |
| <b>TOTAL LIABILITIES</b> | 負債總額 | (201,425)                        | (319,073)                        | (202,583)                        | (226,952)                        | (485,938)                        |
|                          |      | 1,115,593                        | 1,086,726                        | 1,078,294                        | 657,562                          | 654,166                          |

# Directors' Report

## 董事會報告

### DIRECTORS

The Directors of the Company during the year were:

Executive Directors:

Dr. So Yuk Kwan (*Chairman and Chief Executive Officer*)

Mr. So Kevin Chi Heng (*Chief Operation Officer*)

Mr. So Chi Sun Sunny

Independent Non-executive Directors:

Dr. Lui Ming Wah, SBS, JP

Mr. Charles Edward Chapman

Mr. Wong Ka Kit

The Company has received annual written confirmation from each of the Independent Non-executive Directors, namely Dr. Lui Ming Wah ("Dr. Lui"), SBS, JP, Mr. Charles Edward Chapman and Mr. Wong Ka Kit, confirming their independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), and considers the Independent Non-executive Directors to be independent.

Profiles of the Directors and senior management of the Group as at the date of this annual report are set out on pages 18 to 21 of this annual report.

### REMUNERATION POLICY

The remuneration of the Directors is recommended by the Remuneration Committee, and approved by the board of Directors (the "Board"), as authorised by shareholders in the annual general meeting of the Company, having regard to their skills, knowledge and involvement in the Company's affairs. No Directors are involved in deciding their own remuneration.

We offer competitive remuneration package, including medical and retirement benefits, to eligible employees. Apart from basic salary, executive Directors and employees are eligible to receive a discretionary bonus taking into account factors such as market conditions as well as corporate and individual's performance during the year.

In order to attract, retain and motivate the eligible employees, including the Directors, the Company and a subsidiary have adopted share option schemes. The schemes enable the eligible persons to obtain an ownership interest in the Company and that subsidiary and thus will motivate them to optimise their continuing contributions to the Group.

### 董事

年內之本公司董事如下：

執行董事：

蘇煜均博士 (*主席兼行政總裁*)

蘇智恒先生 (*營運總裁*)

蘇智樂先生

獨立非執行董事：

呂明華博士，SBS，太平紳士

Charles Edward Chapman 先生

黃家傑先生

根據聯交所證券上市規則（「上市規則」）第3.13條，本公司已收到各獨立非執行董事，即呂明華博士（「呂博士」），SBS，太平紳士、Charles Edward Chapman 先生及黃家傑先生各自所發出之年度確認書，確認彼等之獨立性，並認為各獨立非執行董事均為獨立人士。

各董事及本集團高級管理層於本年報日期之履歷載於本年報第18頁至第21頁。

### 薪酬政策

董事之薪酬乃由薪酬委員會作出建議，並由董事會（「董事會」）經股東在本公司股東週年大會授權下批准，當中已考慮彼等之技能、知識及對本公司事務之參與程度。各董事不得參與釐定其本身之薪酬。

我們向合資格僱員提供具競爭力之薪酬組合，包括醫療及退休福利。除基本薪金外，執行董事及僱員亦可享有酌情花紅，此乃經考慮市況以及公司與個人於年內之表現等因素後發放。

為吸引、保留及激勵合資格僱員（包括董事），本公司及一間附屬公司已採納購股權計劃。該等計劃讓合資格人士可擁有本公司及該附屬公司之所有權權益，從而推動彼等持續為本集團作出最大貢獻。

# Directors' Report

## 董事會報告

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

No Director nor a connected entity of Director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which any of the Company's subsidiaries was a party during the year.

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

As at 31 March 2019, the interests of the Directors and chief executive of the Company in the shares and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Listing Rules, are as follows:

#### Long position in shares of the Company

##### (a) Interests in shares of the Company

| Name of Director and chief executive | Nature of interest and capacity | Number of ordinary shares of the Company | Approximate percentage of interest in the issued shares |
|--------------------------------------|---------------------------------|--|---|
| 董事及最高行政人員姓名                          | 權益性質及身份                         | 本公司普通股數目                                 | 已發行股份權益概約百分比  |
| Dr. So<br>蘇博士                        | Corporate interest<br>公司權益      | 314,691,026                              |   |
|                                      | Beneficial owner<br>實益擁有人       | 22,058,400<br>(Note 1)<br>(附註1)          | 37.06%  |
| Dr. Lui, SBS, JP<br>呂博士 · SBS · 太平紳士 | Beneficial owner<br>實益擁有人       | 2,620,000<br>(Note 2)<br>(附註2)           | 0.29%   |
|                                      | Interest of spouse<br>配偶之權益     |  |   |

Notes:

- These shares include (i) 217,923,160 shares held by B.K.S. Company Limited ("BKS"); (ii) 96,767,866 shares held by Jade Concept Limited ("Jade Concept"); and (iii) 22,058,400 shares held by Dr. So as beneficial owner. Dr. So is deemed to be interested in 314,691,026 shares by virtue of his interests in BKS and Jade Concept, the particulars are more fully described in the section headed "Interests of Substantial Shareholders" below.
- This represents the total number of shares held by the spouse of Dr. Lui, SBS, JP. By virtue of the SFO, Dr. Lui, SBS, JP is deemed to be interested in 2,620,000 shares of the Company.

### 董事於交易、安排或合約之權益

各董事或其關連實體於年內概無於本公司任何附屬公司所訂立任何對本集團業務屬重大之交易、安排或合約中直接或間接擁有重大權益。

### 董事及最高行政人員於股份及相關股份之權益

於二零一九年三月三十一日，本公司董事及最高行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)之股份及相關股份中擁有本公司根據證券及期貨條例第352條之規定須予保存之登記冊所記錄之權益，或根據上市規則所載上市發行人董事進行證券交易的標準守則(「標準守則」)須另行知會本公司及聯交所之權益如下：

#### 於本公司股份之好倉

##### (a) 於本公司股份之權益

附註：

- 該等股份包括(i)由B.K.S. Company Limited(「BKS」)持有之217,923,160股股份；(ii)由Jade Concept Limited(「Jade Concept」)持有之96,767,866股股份；及(iii)由蘇博士(作為實益擁有人)持有之22,058,400股股份。根據蘇博士在BKS及Jade Concept之權益，彼被視為於314,691,026股股份中擁有權益，有關詳情於下文「主要股東之權益」一節進一步詳述。
- 該等股份指由呂博士 · SBS · 太平紳士之配偶持有之股份總數。根據證券及期貨條例，呂博士 · SBS · 太平紳士被視為於2,620,000股本公司股份中擁有權益。

# Directors' Report

## 董事會報告

### (b) Interests in underlying shares of associated corporations of the Company

| Name of Director and chief executive | Nature of interest and capacity | Name of associated corporations | Number of ordinary shares of associated corporations<br>相聯法團<br>普通股數目 | Approximate percentage of interest in associated corporations<br>相聯法團權益<br>概約百分比 |
|--------------------------------------|---------------------------------|---------------------------------|---|--|
| Mr. So Chi Sun Sunny<br>蘇智樂先生        | Beneficial owner<br>實益擁有人       | 830 Lab Limited ("830 Lab")     | 220,000 (Note)<br>(附註)  | 30.98%   |

Note:

These underlying shares in 830 Lab, a subsidiary of the Company, represent interest in the share options granted to Mr. Sunny So pursuant to the share option scheme adopted by 830 Lab.

The interests of the Directors in the share options of the Company and a subsidiary of the Company are separately disclosed in note 32 to the consolidated financial statements.

Save as disclosed above, as at 31 March 2019, none of the Directors and chief executive of the Company had registered any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company pursuant to the Model Code.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the section headed "Directors' and Chief Executive's Interests in Shares and Underlying Shares" and in the share option schemes disclosed in note 32 to the consolidated financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

### (b) 於本公司相聯法團相關股份之權益

附註：

830 Lab (本公司一間附屬公司)之該等相關股份指根據830 Lab所採納之購股權計劃授予蘇智樂先生之購股權權益。

董事於本公司及本公司一間附屬公司購股權之權益另於綜合財務報表附註32披露。

除上文所披露者外，於二零一九年三月三十一日，概無本公司董事及最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中登記擁有根據證券及期貨條例第352條之規定須予保存之登記冊所記錄或根據標準守則須另行知會本公司之任何權益或淡倉。

### 董事購買股份或債券之權利

除「董事及最高行政人員於股份及相關股份之權益」一節所披露者及綜合財務報表附註32所披露之購股權計劃外，概無於年內任何時間向任何董事或彼等各自之配偶或未成年子女授予可藉購買本公司股份或債券而獲得利益之權利，彼等亦概無行使該等權利；而本公司或其任何附屬公司亦概無參與訂立任何安排，致使董事可於任何其他法人團體獲得該等權利。

# Directors' Report

## 董事會報告

### INTERESTS OF SUBSTANTIAL SHAREHOLDERS

As at 31 March 2019, the following substantial shareholders (other than the Directors and chief executive of the Company) had interests of 5% or more in the shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

#### Long position in the shares of the Company

| Name of shareholder                                  | Nature of capacity          | Number of shares held         | Approximate percentage of interest in the issued shares |
|--|-----------------------------|-------------------------------|---|
| 股東名稱／姓名  | 身份性質                        | 所持股份數目                        | 已發行股份權益概約百分比  |
| BKS  | Beneficial owner<br>實益擁有人   | 217,923,160 (Note 1)<br>(附註1) | 23.98%  |
| Jade Concept   | Beneficial owner<br>實益擁有人   | 96,767,866 (Note 2)<br>(附註2)  | 10.65%  |
| KOH Kai Boo<br>許介武                                   | Beneficial owner<br>實益擁有人   | 78,268,000                    | 8.61%   |
| Madam Yeung Kit Ling ("Madam Yeung")<br>楊潔玲女士(「楊女士」) | Interest of spouse<br>配偶之權益 | 336,749,426 (Note 3)<br>(附註3) | 37.06%  |

Notes:

1. BKS is beneficially owned by Dr. So. By virtue of the SFO, Dr. So is deemed to be interested in 217,923,160 shares of the Company held by BKS.
2. Jade Concept is beneficially owned by Dr. So. By virtue of the SFO, Dr. So is deemed to be interested in 96,767,866 shares of the Company held by Jade Concept.
3. As Madam Yeung is the spouse of Dr. So, by virtue of the SFO, she is deemed to be interested in the shares of the Company held by BKS and Jade Concept in which Dr. So has interest and 22,058,400 shares held by Dr. So.

Save as disclosed above, as at 31 March 2019, the Company has not been notified by any person or corporation (other than the Directors and chief executive of the Company whose interests are set out above) having interests in the shares and underlying shares of the Company which were required to be notified to the Company pursuant to Part XV of the SFO or which are recorded in the register required to be kept by the Company under section 336 of the SFO.

### RELATED PARTY TRANSACTIONS

Details of the significant related party transactions undertaken in the normal course of business are provided under note 37 to the consolidated financial statements. None of the related party transactions as disclosed in note 37 to the consolidated financial statements is subject to the reporting, announcement and independent shareholders' approval requirements of the Listing Rules.

### 主要股東之權益

於二零一九年三月三十一日，以下之主要股東(本公司董事及最高行政人員除外)於本公司股份中擁有根據證券及期貨條例第336條之規定須予保存之登記冊所記錄之5%或以上權益：

#### 於本公司股份之好倉

| Name of shareholder                                  | Nature of capacity          | Number of shares held         | Approximate percentage of interest in the issued shares |
|--|-----------------------------|-------------------------------|---|
| 股東名稱／姓名  | 身份性質                        | 所持股份數目                        | 已發行股份權益概約百分比  |
| BKS  | Beneficial owner<br>實益擁有人   | 217,923,160 (Note 1)<br>(附註1) | 23.98%  |
| Jade Concept   | Beneficial owner<br>實益擁有人   | 96,767,866 (Note 2)<br>(附註2)  | 10.65%  |
| KOH Kai Boo<br>許介武                                   | Beneficial owner<br>實益擁有人   | 78,268,000                    | 8.61%   |
| Madam Yeung Kit Ling ("Madam Yeung")<br>楊潔玲女士(「楊女士」) | Interest of spouse<br>配偶之權益 | 336,749,426 (Note 3)<br>(附註3) | 37.06%  |

附註：

1. BKS由蘇博士實益擁有。根據證券及期貨條例，蘇博士被視為於BKS持有之217,923,160股本公司股份中擁有權益。
2. Jade Concept由蘇博士實益擁有。根據證券及期貨條例，蘇博士被視為於Jade Concept持有之96,767,866股本公司股份中擁有權益。
3. 由於楊女士為蘇博士之配偶，故根據證券及期貨條例，彼被視為於蘇博士擁有權益之BKS及Jade Concept持有之本公司股份及蘇博士持有之22,058,400股股份中擁有權益。

除上文所披露者外，於二零一九年三月三十一日，本公司並無接獲任何人士或法團(本公司董事及最高行政人員除外，彼等之權益載於上文)通知，表示彼等於本公司股份及相關股份中擁有根據證券及期貨條例第XV部須知會本公司或本公司根據證券及期貨條例第336條之規定須予保存之登記冊所記錄之權益。

### 有關連人士交易

於正常業務過程中進行之重大有關連人士交易之詳情，載於綜合財務報表附註37。綜合財務報表附註37所披露之有關連人士交易概毋須遵守上市規則之申報、公告及獨立股東批准之規定。



# Directors' Report

## 董事會報告

### SHARE OPTION SCHEMES

The Company and a subsidiary of the Company operate share option schemes (the "Schemes") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operation. Further details of the Schemes are disclosed in note 32 to the consolidated financial statements.

### CHARITABLE CONTRIBUTIONS

During the year, the Group made charitable contributions amounting to HK\$20,000 (2018: HK\$312,000).

### MAJOR CUSTOMERS AND SUPPLIERS

During the year under review, sales to the Group's five largest customers accounted for approximately 27% of the Group's total sales for the year and sales to the largest customer included therein amounted to approximately 7%. Purchases from the Group's five largest suppliers for the year accounted for approximately 98% of the Group's total purchases and purchases from the largest supplier included therein amounted to approximately 62%.

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

### DIRECTORS' INTEREST IN COMPETING BUSINESSES

During the year, none of the Directors or their respective associates (as defined in the Listing Rules) were considered to have an interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group, other than those businesses of which the Directors were appointed as directors to represent the interests of the Company and/or the Group.

### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total number of issued shares were held by the public during the year ended 31 March 2019 and as at the date of this report.

### 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 existing during the year.

### PERMITTED INDEMNITY PROVISION

During the year under review and as at the date of this report, an indemnity provision was in force. The Company has arranged appropriate directors' liability insurance coverage for the Directors during the year under review.

### 購股權計劃

本公司及其一間附屬公司設有購股權計劃(「該等計劃」)，旨在向對本集團之營運成就作出貢獻之合資格參與者提供獎勵及回報。有關該等計劃之進一步詳情於綜合財務報表附註32披露。

### 慈善捐款

年內，本集團作出慈善捐款20,000港元(二零一八年：312,000港元)。

### 主要客戶及供應商

回顧年內，對本集團五位最大客戶之銷售額佔本集團年內總銷售額約27%，其中對最大客戶之銷售額佔總銷售額約7%。年內向本集團五位最大供應商作出之採購額佔本集團總採購額約98%，其中向最大供應商作出之採購額佔總採購額約62%。

董事或彼等之任何聯繫人(定義見上市規則)或任何股東(就董事所知擁有本公司已發行股本5%以上者)概無於本集團五位最大客戶或供應商中擁有任何實益權益。

### 董事於競爭業務之權益

年內，概無董事或彼等各自之聯繫人(定義見上市規則)被視為於與本集團業務直接或間接構成或可能構成競爭之業務中擁有權益(董事獲委任出任董事以代表本公司及/或本集團利益之業務除外)。

### 公眾持股量之充足程度

根據本公司從公開途徑可得之資料及據董事所知，於截至二零一九年三月三十一日止年度及於本報告日期，本公司已發行股份總數至少25%由公眾持有。

### 管理合約

年內概無訂立或存在有關本公司整體或任何重大部分業務之管理及行政合約。

### 獲准許彌償條文

回顧年內及於本報告日期，有一項彌償條文生效。本公司已於回顧年內為董事安排適當董事責任保險保障。

# Directors' Report

## 董事會報告

### CORPORATE GOVERNANCE

Particulars of the Company's corporate governance practices are set out on pages 34 to 44 of this annual report.

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

As at 31 March 2019, the aggregate amount of financial assistance to, and (where applicable) guarantee given for the loan facilities granted to, affiliated companies of the Company, exceeds 8% under the assets ratio as defined under Rule 14.07 (1) of the Listing Rules. In compliance with the requirement of Rule 13.22 of the Listing Rules, the combined statement of financial position of the affiliated companies (with attributable interest of the Group in the affiliated companies) as at the latest applicable date is set out below:

### 企業管治

本公司企業管治常規之詳情，載於本年報第34頁至第44頁。

### 根據上市規則第13.22條作出之披露

於二零一九年三月三十一日，本公司聯屬公司獲得之財務資助及(如適用)就其獲授貸款融資提供之擔保之總額超過上市規則第14.07(1)條所界定之資產比率之8%。為符合上市規則第13.22條之規定，於最近適用日期，聯屬公司之合併財務狀況表(包括本集團於聯屬公司中應佔權益)載列如下：

|                         |       | Combined statement<br>of financial position<br>合併財務狀況表<br>HK\$'000<br>千港元 | Group's<br>attributable<br>interest<br>本集團應佔權益<br>HK\$'000<br>千港元 |
|-------------------------|-------|---|---|
| Non-current assets      | 非流動資產 | 22,934  | 17,200  |
| Current assets          | 流動資產  | 5,316,315   | 3,987,236   |
| Current liabilities     | 流動負債  | (4,436,608)   | (3,327,456)   |
| Non-current liabilities | 非流動負債 | (142)   | (106)   |
|                         |       | 902,499   | 676,874   |
| Share capital           | 股本    | 165,000   | 123,750   |
| Reserves                | 儲備    | 737,499   | 553,124   |
|                         |       | 902,499   | 676,874   |

### AUDITOR

Ernst & Young retire and a resolution for their re-appointment as auditor of the Company will be proposed at the forthcoming annual general meeting.

On Behalf of the Board

**So Yuk Kwan**

Chairman

Hong Kong, 26 June 2019

### 核數師

安永會計師事務所任滿告退，本公司將在應屆股東週年大會上提呈決議案，續聘其為本公司之核數師。

代表董事會

主席

蘇煜均

香港，二零一九年六月二十六日

# CORPORATE GOVERNANCE REPORT

企業管治報告



# Corporate Governance Report

## 企業管治報告

The Group is committed to maintain a high standard of corporate governance and enhance its transparency and corporate value. The Group believes that good corporate governance provides a framework between the Board and the shareholders so as to enhancing shareholders' interest and value as a whole. The Board continually reviews and improves its corporate governance practices to ensure the Company keeps abreast of the expectation of shareholders of the Company ("Shareholders").

The purpose of this report is to provide Shareholders with information on the major principles and corporate governance practices adopted by the Company.

Throughout the year ended 31 March 2019, the Company has applied the major principles with the code provisions set out in the Code on Corporate Governance and Corporate Governance Report (the "Corporate Governance Code") contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). Further details of the Company's corporate governance practices will be described in the following sections.

### BOARD OF DIRECTORS

The Board should assure responsibility for leadership and control of the Company and its subsidiaries, and is collectively responsible for directing and supervising the Company and its subsidiaries affairs.

The Board, led by the Chairman, is responsible for the formulation of the Group's business objectives and strategies. Matters reserved for the Board are those affecting the Group's overall strategic policies, finance and risk management. The senior management is responsible for the day-to-day operations of the Group directed by leadership of the Executive Directors. To this end, the senior management has to implement, manage and monitor the business plans, internal controls and corporate governance practices developed by the Board.

本集團一直致力維持高水平之企業管治，並承諾提高其透明度及企業價值。本集團相信，良好之企業管治為董事會與股東之間提供框架，藉以提高股東之整體利益及價值。董事會將持續檢討及改善其企業管治常規，以確保本公司之運作達致本公司股東（「股東」）之期望。

本報告旨在為股東提供有關本公司所採納主要原則及企業管治常規之資料。

於截至二零一九年三月三十一日止年度內，本公司一直應用香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載之企業管治守則及企業管治報告（「企業管治守則」）載列之守則條文主要原則。有關本公司企業管治常規之進一步詳情，將於以下各節詳述。

### 董事會

董事會須承擔領導及監控本公司及其附屬公司之職責，並共同負責指導及監督本公司及其附屬公司之事務。

董事會由主席領導，負責制定本集團之業務目標及策略。董事會專責處理影響本集團整體策略政策、財務及風險管理之事宜。在執行董事之領導下，高級管理層負責本集團之日常營運。為達到此目的，高級管理層須實施、管理及監察董事會所制定之業務計劃、內部監控及企業管治常規。

# Corporate Governance Report

## 企業管治報告

### Board Composition

The composition of the Board ensures a balance of skills and experience appropriate for the requirements of the business of the Company.

As at 31 March 2019, the Board comprised three Executive Directors and three Independent Non-executive Directors (“INEDs”). One of the INEDs has appropriate professional qualifications, or accounting or related financial management expertise as required under the Listing Rules.

Each of the INEDs has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considers the INEDs to be independent. Having the INEDs in the Board ensure that independent judgment is exercised and that a proper balance of power is maintained for full and effective control of the Group and its executive management. The Directors believe that the existing Board composition reflects the Company’s respect for high standards of business conduct commonly adopted by multinational enterprises. The INEDs perform an important role in safeguarding the Shareholders’ interests.

The Board as a whole is responsible for reviewing the Board composition (which include an assessment of the skills, knowledge and experience of the existing Directors and suitable candidates) and for formulating procedures for appointment of its own members and for nominating them for election by the Shareholders on the first appointment and thereafter at regular intervals through the retirement by rotation process pursuant to the Articles of Association of the Company.

Each of the INEDs has been appointed for specific term and has entered into a service agreement with the Company for a term of one year, which shall continue thereafter unless and until terminated by either party giving the other not less than three months’ notice in writing. All the Directors are subjected to retirement by rotation in accordance with the Articles of Association of the Company.

In accordance with article 112 of the Articles of Association of the Company, each of Dr. So Yuk Kwan (“Dr. So”), Mr. So Kevin Chi Heng (“Mr. Kevin So”), Mr. So Chi Sun Sunny (“Mr. Sunny So”), Mr. Charles Edward Chapman (“Mr. Chapman”) will retire from the office by rotation and are being eligible to offer themselves for re-election at the forthcoming annual general meeting. Mr. Chapman has served as an independent non-executive director for more than 19 years. The Board has assessed the independence of Mr. Chapman who has met the independence guidelines set out in rule 3.13 of the Listing Rules. He has given an annual confirmation concerning his independence to the Company. The Board, therefore, considers him to be independent.

### 董事會成員組合

董事會之組成確保在技能與經驗方面取得適合本公司業務所需之平衡。

於二零一九年三月三十一日，董事會由三名執行董事及三名獨立非執行董事（「獨立非執行董事」）組成。其中一名獨立非執行董事具備上市規則所規定之適當專業資格或會計或相關財務管理專業知識。

各獨立非執行董事已根據上市規則第3.13條發出年度獨立性確認書。本公司認為各獨立非執行董事均為獨立人士。董事會擁有獨立非執行董事，可確保其作出獨立判斷及維持恰當之權力平衡，好能全面及有效地監控本集團及其行政管理。董事相信現有之董事會組成反映本公司重視跨國企業所普遍採納之高水平營業操守。獨立非執行董事在保障股東利益方面起着重要作用。

董事會全體負責檢討董事會組成（包括評估現任董事及適當候選人之技能、知識及經驗），並制定程序委任其本身成員及於首次委任時提名彼等以供股東選舉及其後根據本公司之章程細則以輪值告退方式定期委任。

各獨立非執行董事均有指定任期，並與本公司訂立服務協議，為期一年，其後將持續有效，直至任何一方對對方發出不少於三個月之書面通知予以終止為止。全體董事均須根據本公司之章程細則輪值告退。

按照本公司之章程細則第112條，蘇煜均博士（「蘇博士」）、蘇智恒先生、蘇智樂先生及Charles Edward Chapman先生（「Chapman先生」）各自將於應屆股東週年大會上輪值告退，並符合資格及願意膺選連任。Chapman先生擔任獨立非執行董事已過19年。董事會已評核Chapman先生之獨立性，彼符合上市規則第3.13條所載之獨立性指引。彼已向本公司提供有關其獨立性之年度確認書。因此，董事會認為彼乃獨立人士。

# Corporate Governance Report

## 企業管治報告

### Chairman and Chief Executive Officer

Code provision A.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The positions of Chairman and Chief Executive Officer (the “CEO”) of the Company are held by Dr. So.

Dr. So is primarily responsible for overall business strategies and business development to the Company. Dr. So is the founder of the Group and has over 43 years of experience in the electronic industry.

The Board believes that vesting the roles of both the Chairman and the CEO in the same person can facilitate the execution of the Group’s business strategies and boost effectiveness of its operation. Therefore, the Board considers that the deviation from the code provision A.2.1 of the Corporate Governance Code is appropriate in such circumstance. In addition, under the supervision of the Board which is comprised of three executive Directors and three independent non-executive Directors, the Board is appropriately structured with balance of power to provide sufficient checks to protect the interests of the Group and its shareholders.

The Chairman is responsible for providing leadership to, and overseeing the functioning of the Board to ensure that the Board acts in the best interest of the Company and the Shareholders as a whole. The Chairman determines that the Board is provided with direction and sufficient consultation for the Directors in effectively discharging their responsibilities for different aspects of the business.

The CEO, supported by senior management, are responsible for implementation of corporate goals, business strategies and policies resolved by the Board from time to time. The CEO assumes full accountability to the Board in respect of the Group’s operations and development.

Save as Dr. So, the Chairman and the CEO, is the father of Mr. Kevin So, the Chief Operation Officer, and Mr. Sunny So, there is no relationship among members of the Board.

### 主席及行政總裁

守則條文A.2.1規定，主席與行政總裁的角色應有區分，不應由一人同時兼任。本公司之主席與行政總裁（「行政總裁」）職位均由蘇博士擔任。

蘇博士主要負責本公司整體業務策略及業務發展。蘇博士為本集團之創辦人，於電子業擁有超過43年工作經驗。

董事會相信，將主席及行政總裁之職務交由同一人兼任，能有助執行本集團之業務策略，提升營運效率。因此，董事會認為，偏離企業管治守則之守則條文A.2.1在有關情況下實屬適當。再者，在董事會（由三名執行董事及三名獨立非執行董事組成）之監督下，董事會恰當地以權力平衡之方式構建，為保障本集團及其股東之權益提供充分監察。

主席負責領導董事會及監督董事會之運作，以確保董事會按本公司及股東整體之最佳利益行事。主席確定董事會獲提供指引及充足諮詢，以便董事有效地就不同業務方面履行其職責。

行政總裁在高級管理人員協助下負責落實董事會不時議決之企業目標、業務策略及政策。行政總裁就本集團之營運及發展對董事會負全責。

主席兼行政總裁蘇博士為營運總裁蘇智恒先生及蘇智榮先生之父親，除此以外，董事會各成員之間概無關連。

# Corporate Governance Report

## 企業管治報告

### Board Meetings

Board meetings are scheduled to be held at about quarterly interval. The senior management of the Group from time to time reports to the Directors information on the activities and development of the Group's business. In addition, the Directors have full access to information on the Group and independent professional advice whenever deemed necessary by the Directors.

The attendance record of regular four board meetings held during the year is set out below:

| Name of Directors   | Attendance/<br>Number of meetings |
|---|-----------------------------------|
| <i>Executive Directors</i>                                      |                                   |
| Dr. So Yuk Kwan ( <i>Chairman and Chief Executive Officer</i> ) | 4/4                               |
| Mr. So Kevin Chi Heng ( <i>Chief Operation Officer</i> )        | 4/4                               |
| Mr. So Chi Sun Sunny  | 4/4                               |
| <i>Independent Non-executive Directors</i>                      |                                   |
| Dr. Lui Ming Wah, SBS, JP                                       | 4/4                               |
| Mr. Charles Edward Chapman                                      | 4/4                               |
| Mr. Wong Ka Kit   | 4/4                               |

### Board Committees

As at the date of the report, there were four Board Committees, namely, the Audit Committee, the Remuneration Committee, the Nomination Committee and the Corporate Governance Committee in operation and each one of them was established with specific terms of references to assist the Board discharging its responsibilities and maintaining proper internal controls and to promote good corporate governance as a whole.

### 董事會會議

董事會會議預定大約每季舉行一次。本集團之高級管理層不時向董事報告有關本集團業務之活動及發展資料。此外，董事可取閱本集團之一切資料，並於彼等認為有需要時徵詢獨立專業意見。

年內舉行之四次常規董事會會議之出席記錄載列如下：

| 董事姓名                      | 會議出席/<br>舉行次數 |
|---------------------------|---------------|
| <i>執行董事</i>               |               |
| 蘇煜均博士<br>(主席兼行政總裁)        | 4/4           |
| 蘇智恒先生(營運總裁)               | 4/4           |
| 蘇智樂先生                     | 4/4           |
| <i>獨立非執行董事</i>            |               |
| 呂明華博士，SBS，太平紳士            | 4/4           |
| Charles Edward Chapman 先生 | 4/4           |
| 黃家傑先生                     | 4/4           |

### 董事委員會

於本報告日期，本公司設有四個董事委員會，即審核委員會、薪酬委員會、提名委員會及企業管治委員會，各委員會均具有特定職權範圍以協助董事會履行其職責及維持適當內部監控以及促進整體良好企業管治。

# Corporate Governance Report

## 企業管治報告

### Audit Committee

As at 31 March 2019, the Audit Committee comprises three Independent Non-executive Directors, namely Dr. Lui Ming Wah, SBS, JP (the Chairman of the Audit Committee), Mr. Charles Edward Chapman and Mr. Wong Ka Kit.

The principal duties of the Audit Committee include (i) to discuss with the external auditor before the audit commence, the nature and scope of the audit and confirm their independence and objectivity; (ii) to review the Group's financial information before submission to the Board; (iii) to review the Group's financial reporting system and the effectiveness of the audit process with internal control procedure; and (iv) to review external auditor's management letter and the relationship with the Group.

In accordance with the terms of reference of the Audit Committee, the Audit Committee meets at least twice a year to review the interim results and the final results of the Company.

During the year, two Audit Committee meetings were held. The Audit Committee had reviewed the Group's audited consolidated financial statements for the year ended 31 March 2018 and the interim results for the six months ended 30 September 2018. The Audit Committee had also reviewed and discussed with the management the accounting principles and practices adopted by the Group, and discussed auditing, internal control and financial reporting matters including the consolidated financial statements for the year ended 31 March 2019.

The attendance record of the Audit Committee meetings held during the year is set out below.

| Name of Audit Committee Members               | Attendance/ Number of meetings |
|---|--------------------------------|
| Dr. Lui Ming Wah, SBS, JP ( <i>Chairman</i> ) | 2/2                            |
| Mr. Charles Edward Chapman                    | 2/2                            |
| Mr. Wong Ka Kit                               | 2/2                            |

### 審核委員會

於二零一九年三月三十一日，審核委員會由三名獨立非執行董事組成，分別為呂明華博士，SBS，太平紳士（審核委員會主席）、Charles Edward Chapman 先生及黃家傑先生。

審核委員會之主要職責包括：(i) 於審核開始前與外聘核數師商討審核之性質及範圍並確認彼等之獨立性及客觀性；(ii) 於向董事會提交本集團之財務資料前先行審閱；(iii) 按內部監控程序檢討本集團之財務申報制度及審核過程之有效性；及(iv) 檢討外聘核數師之管理函件及與本集團之關係。

根據審核委員會之職權範圍，審核委員會須每年至少舉行兩次會議，以審閱本公司之中期業績及全年業績。

年內，審核委員會共舉行了兩次會議。審核委員會已審閱本集團截至二零一八年三月三十一日止年度之經審核綜合財務報表及截至二零一八年九月三十日止六個月之中期業績。審核委員會亦已與管理層檢討及討論本集團所採納之會計原則及慣例，並討論審核、內部監控及財務申報事宜，包括截至二零一九年三月三十一日止年度之綜合財務報表。

年內舉行之審核委員會會議之出席記錄載列如下。

| 審核委員會成員姓名                 | 會議出席／舉行次數 |
|---------------------------|-----------|
| 呂明華博士，SBS，太平紳士（主席）        | 2/2       |
| Charles Edward Chapman 先生 | 2/2       |
| 黃家傑先生                     | 2/2       |



# Corporate Governance Report

## 企業管治報告

### Remuneration Committee

As at 31 March 2019, the Remuneration Committee consists of three Independent Non-executive Directors. The Remuneration Committee is chaired by Dr. Lui Ming Wah, SBS, JP and the other members include Mr. Charles Edward Chapman and Mr. Wong Ka Kit. One Remuneration Committee meeting was held during the year to consider the salary increment of the Directors and all members had attended the meeting.

The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Company's policy and structure for the remuneration of Directors and senior management and reviewing the specific remuneration packages of all executive Directors and senior management by reference to the Company's performance and profitability as well as remuneration benchmarks in the industry and the prevailing market conditions. No Director or any of his associates shall be involved in deciding his own remuneration. The Remuneration Committee normally meets once a year and at other times as required. The Remuneration Committee had reviewed the Directors' remuneration for the year ended 31 March 2019.

The attendance record of the Remuneration Committee meeting held during the year is set out below.

| Name of Remuneration Committee Members        | Attendance/ Number of meetings |
|---|--------------------------------|
| Dr. Lui Ming Wah, SBS, JP ( <i>Chairman</i> ) | 1/1                            |
| Mr. Charles Edward Chapman                    | 1/1                            |
| Mr. Wong Ka Kit                               | 1/1                            |

### Nomination Committee

As at 31 March 2019, the Nomination Committee comprises three Independent Non-executive Directors. The members of the Nomination Committee are Dr. Lui Ming Wah, SBS, JP, Mr. Charles Edward Chapman and Mr. Wong Ka Kit, all are the Independent Non-executive Directors. Dr. Lui Ming Wah, SBS, JP is the chairman of the Nomination Committee.

The principal responsibilities of the Nomination Committee include (i) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; (ii) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships; (iii) assess the independence of Independent Non-executive Directors; and (iv) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman and the CEO.

### 薪酬委員會

於二零一九年三月三十一日，薪酬委員會由三名獨立非執行董事組成。薪酬委員會之主席為呂明華博士，SBS，太平紳士，而其他成員包括Charles Edward Chapman先生及黃家傑先生。薪酬委員會於年內舉行了一次會議以考慮董事加薪，全體成員均有出席。

薪酬委員會之主要職責包括就本公司董事及高級管理層之薪酬政策及架構向董事會提供建議，並參照本公司之表現及盈利能力，以及業內薪酬基準及現行市況，檢討所有執行董事及高級管理層之具體薪酬組合。董事或其任何聯繫人均不得參與釐定其本身之薪酬。薪酬委員會一般每年舉行一次會議，並於有需要時再舉行會議。薪酬委員會已檢討截至二零一九年三月三十一日止年度之董事薪酬。

年內舉行之薪酬委員會會議之出席記錄載列如下。

| 薪酬委員會成員姓名                | 會議出席／舉行情數 |
|--------------------------|-----------|
| 呂明華博士，SBS，太平紳士(主席)       | 1/1       |
| Charles Edward Chapman先生 | 1/1       |
| 黃家傑先生                    | 1/1       |

### 提名委員會

於二零一九年三月三十一日，提名委員會由三名獨立非執行董事組成。提名委員會成員為呂明華博士，SBS，太平紳士、Charles Edward Chapman先生及黃家傑先生，均為獨立非執行董事。呂明華博士，SBS，太平紳士為提名委員會主席。

提名委員會之主要職責包括(i)至少每年檢討董事會之架構、人數及組成(包括技能、知識及經驗)，並就任何為配合本公司之企業策略而擬對董事會作出之變動提出建議；(ii)物色具備合適資格可擔任董事會成員之人士，並挑選提名有關人士出任董事或就此向董事會提出建議；(iii)評核獨立非執行董事之獨立性；及(iv)就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃向董事會提出建議。

# Corporate Governance Report

## 企業管治報告

The Nomination Committee meeting held at least once a year and additional meeting may be held as required. During the year, the Nomination Committee held a meeting and reviewed the structure, size and composition of the Board.

提名委員會至少每年舉行一次會議，並於有需要時再舉行會議。年內，提名委員會已舉行一次會議，於會上檢討董事會之架構、人數及組成。

The attendance record of the Nomination Committee meeting held during the year is set out below:

年內舉行之提名委員會會議之出席記錄載列如下：

| Name of<br>Nomination Committee Members       | Attendance/<br>Number of meetings | 提名委員會成員姓名                    | 會議出席/<br>舉行次數 |
|---|-----------------------------------|------------------------------|---------------|
| Dr. Lui Ming Wah, SBS, JP ( <i>Chairman</i> ) | 1/1                               | 呂明華博士，SBS，太平紳士 ( <i>主席</i> ) | 1/1           |
| Mr. Charles Edward Chapman                    | 1/1                               | Charles Edward Chapman 先生    | 1/1           |
| Mr. Wong Ka Kit                               | 1/1                               | 黃家傑先生                        | 1/1           |

### Corporate Governance Committee

As at 31 March 2019, the Corporate Governance Committee comprises three Independent Non-executive Directors. The members of the Corporate Governance Committee are Dr. Lui Ming Wah, SBS, JP, Mr. Charles Edward Chapman and Mr. Wong Ka Kit, all are the Independent Non-executive Directors. Dr. Lui Ming Wah, SBS, JP is the Chairman of the Corporate Governance Committee.

### 企業管治委員會

於二零一九年三月三十一日，企業管治委員會由三名獨立非執行董事組成。企業管治委員會成員為呂明華博士，SBS，太平紳士、Charles Edward Chapman 先生及黃家傑先生，均為獨立非執行董事。呂明華博士，SBS，太平紳士為企業管治委員會主席。

The Corporate Governance Committee is primarily responsible for developing and reviewing the Company's policies and practices on corporate governance and making recommendations to the Board and reviewing the Company's compliance with the Corporate Governance Code.

企業管治委員會主要負責制定及檢討本公司之企業管治政策及常規，並向董事會提出建議，以及檢討本公司遵守企業管治守則之情況。

The Corporate Governance Committee meeting held at least once a year. During the year, the Corporate Governance Committee held a meeting and reviewed the Company's policies and practices on compliance with legal and regulatory requirements.

企業管治委員會至少每年舉行一次會議。年內，企業管治委員會已舉行一次會議，檢討本公司遵守法律及監管規定之政策及常規。

The attendance record of the Corporate Governance Committee meeting held during the year is set out below:

年內舉行之企業管治委員會會議之出席記錄載列如下：

| Name of<br>Corporate Governance Committee Members | Attendance/<br>Number of meetings | 企業管治委員會成員姓名                  | 會議出席/<br>舉行次數 |
|---|-----------------------------------|------------------------------|---------------|
| Dr. Lui Ming Wah, SBS, JP ( <i>Chairman</i> )     | 1/1                               | 呂明華博士，SBS，太平紳士 ( <i>主席</i> ) | 1/1           |
| Mr. Charles Edward Chapman                        | 1/1                               | Charles Edward Chapman 先生    | 1/1           |
| Mr. Wong Ka Kit                                   | 1/1                               | 黃家傑先生                        | 1/1           |

# Corporate Governance Report

## 企業管治報告

### INTERNAL CONTROL

The Board reviews the Group's internal control system from time to time and will take any necessary and appropriate action to maintain an adequate internal control system to safeguard Shareholders' interests. An internal audit function which is internally resourced and forms part of the Group's permanent establishment is in charge for overall review on the effectiveness of the internal control system and will be discussed annually with the Audit Committee.

During the financial year under review, the internal audit function had arranged to conduct reviews over the effectiveness of the Group's internal control system to provide reasonable assurance on the effectiveness and efficiency of operations in achieving the established corporate objectives, safeguarding Group's assets, providing reliable financial reporting, and complying with applicable laws and regulations.

The Board has also reviewed the adequacy of resources, qualifications and experience of staff for the Company's accounting and financial reporting function and their training programmes and budget. Both the Audit Committee and the Board were satisfied that the internal control system of the Group has been functioned effectively during the year and no material internal control aspects of any significant problems were noted.

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules. Having made specific enquiry with the Directors, all Directors confirmed that they have complied with the required standard as set out in the Model Code throughout the year ended 31 March 2019.

### 內部監控

董事會不時檢討本集團之內部監控制度，並採取任何必需而適當之行動，以維持足夠之內部監控制度，保障股東利益。內部審核職能以內部資源支持，為本集團永久建制一部分，負責對內部監控制度之成效進行整體檢討，並將每年與審核委員會進行討論。

於回顧財政年度內，內部審核職能已安排就本集團內部監控制度之成效進行檢討，為營運之效能及效率提供合理保證，好能達致既定之企業目標、保障本集團資產、提供可靠之財務報告及遵守適用之法例及規例。

董事會亦已就本公司會計及財務報告職能檢討本公司僱員之資源、資歷及經驗是否足夠，以及檢討彼等之培訓計劃及預算。審核委員會及董事會均信納，本集團之內部監控制度於年內一直行之有效，並無發現有關主要內部監控之任何重大問題。

### 董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載之標準守則。經對董事作出具體查詢後，所有董事均確認彼等於截至二零一九年三月三十一日止整個年度內均已遵守標準守則所載之規定準則。

# Corporate Governance Report

## 企業管治報告

### AUDITOR'S REMUNERATION

The remuneration paid/payable to the Company's independent auditor during the year, is set out as follows:

### 核數師酬金

年內，已付／應付本公司獨立核數師之酬金載列如下：

| Services rendered             | 所提供服務  | Fee paid/payable<br>已付／應付費用<br>HK\$'000<br>千港元 |
|-------------------------------|--------|--|
| Audit of financial statements | 審核財務報表 | 1,850  |

### DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group.

### 董事就財務報表須承擔之責任

董事確認彼等有責任編製本集團之綜合財務報表。

With the assistance of the Finance Department which is under the supervision of the Chief Financial Officer, the Directors ensure the preparation and publication of the Group's consolidated financial statements in a timely manner in accordance with the applicable laws, rules, regulations and accounting standards. The Directors, having made appropriate enquiries, consider that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate to adopt the going concern basis in preparing the Group's consolidated financial statements.

在首席財務總監監督之財務部門協助下，董事確保本集團之綜合財務報表乃根據適用法例、規則、規例及會計準則及時編製及刊登。董事於作出適當查詢後，認為本集團擁有足夠資源於可見將來繼續進行營運，有鑑於此，董事認為於編製本集團之綜合財務報表時採納持續經營基準乃屬恰當。

A statement by the Company's auditor about their reporting responsibilities on the Group's consolidated financial statements is set out in the Independent Auditor's Report on pages 73 to 80 of this report.

本公司核數師就彼等有關本集團綜合財務報表之報告責任發出之聲明，載於本報告第73頁至第80頁之獨立核數師報告。

### INVESTORS RELATIONS

The Company established a dedicated investor relations section in order to provide timely information to the investors as well as Shareholders and institutional investors. The Company also conducts a meeting with institutional investors and analysts from time to time and to maintain updated information opened to the public regarding recent development of the Company. Relevant information of investor relations is available on the Company's website (<http://www.avconcept.com/investor-relations>).

### 投資者關係

本公司專設投資者關係部門，以向投資者及股東以及機構投資者提供及時資料。本公司亦不時與機構投資者及分析師舉行會議，並向公眾提供有關本公司近期發展之更新資料。投資者關係之有關資料於本公司網站(<http://www.avconcept.com/investor-relations>)可供查閱。

# Corporate Governance Report

## 企業管治報告

### SHAREHOLDERS' RIGHTS

The Company recognises the rights of Shareholders and their opinions are valuable to the Company. The Shareholders are encouraged to participate in general meetings or to appoint proxies or corporate representatives to attend and vote at meetings for and on their behalf if they are unable to attend the meetings. The Shareholders are encouraged to raise their enquiries on the operations, corporate governance, corporate strategy and further development of the Company during the meeting by way of shareholders' rights. The process of the Company's general meeting will be monitored and reviewed on a regular basis, and, if necessary, changes will be made to ensure that Shareholders' needs are best served. The Board members, in particular, either the chairmen or deputy chairmen of Board Committees or their delegates, appropriate management executives and external auditor will attend annual general meetings to answer Shareholders' questions.

### SHAREHOLDERS COMMUNICATION POLICY

The Company has established Shareholders Communication Policy in providing a communication platform to the Shareholders of the Company with information about the Company and enabling them to engage actively with the Company and exercise their rights as shareholders in an informed manner. Effective and timely dissemination of information to Shareholders shall be ensured at all times. Any question regarding this policy shall be directed to the company secretary of the Company or the board of directors of the Company. Appropriate arrangements for the annual general meeting shall be in place to encourage Shareholders' participation and all corporate communication will be provided to Shareholders in plain language and in both English and Chinese version to facilitate Shareholders' understanding, including but not limited to interim reports, annual reports, results announcements, notice of general meeting, circulars, and associated explanatory documents, other announcements and monthly return on movements in the Company's securities for each month and next day disclosure returns in relation to the Company, which are available on the Company's website (<http://www.avconcept.com>).

### 股東權利

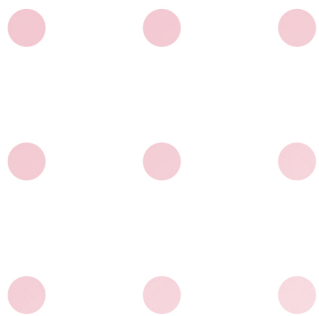
本公司認同股東之權利及彼等之意見對本公司非常寶貴。本公司鼓勵股東參與股東大會，股東如未克出席會議，可委派代表或公司代表代其出席並於會上投票。本公司鼓勵股東於會上行使股東權利就本公司之運作、企業管治、企業策略及進一步發展作出查詢。本公司會監察及定期檢討股東大會程序，如有需要將作出改動，以確保其切合股東需要。董事會成員（尤其是董事委員會主席或副主席或彼等之代表）、適當管理人員及外聘核數師將出席股東週年大會回答股東提問。

### 股東通訊政策

本公司已制定股東通訊政策，向本公司股東提供有關本公司資料之溝通平台，並讓彼等能積極與本公司溝通，在知情情況下行使彼等作為股東之權利。本公司時刻確保有效率地向股東傳達及時資訊。如對本政策有任何疑問，應向本公司之公司秘書或本公司董事會提出。股東週年大會將有適當安排鼓勵股東參與其中，所有向股東發放之公司通訊將以淺白中、英雙語編寫，以便股東理解，該等通訊（包括但不限於中報、年報、業績公佈、股東大會通告、通函及相關說明文件及其他公佈，以及本公司每月證券變動之月報表及有關本公司之翌日披露報表）於本公司網站(<http://www.avconcept.com>)可供查閱。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### INTRODUCTION, ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICIES

The Group believes sustainability is a key to achieve continuous success, and we have developed sustainability strategy with aims to create sustainable values to stakeholders, and to continue lower the Group's impact on the environment.

### The Environmental, Social and Governance (“ESG”) Governance Structure

The Group has established the ESG Taskforce (the “Taskforce”). The Taskforce comprises core members from different departments and is responsible for collecting relevant information on our ESG aspects for preparing the Environmental, Social and Governance Report (the “ESG Report”). The Taskforce reports to the Board, assists in identifying and evaluating the Group's ESG risks and the effectiveness of the internal control mechanisms. The Taskforce also examines and evaluates our performances in different aspects such as environment, health and safety, labour standards and product responsibilities in the ESG aspects. The Board sets up a general direction for the Group's ESG strategies, ensuring the effectiveness in the control of ESG risks and internal control mechanisms.

### SCOPE OF REPORTING

Given that the Group is engaged in semiconductor distribution, consumer electronic product and brand omni-channel, venture capital and internet social media business, unless otherwise stated, the contents of the ESG Report are concerned primarily with the operations of the Company and its subsidiaries in Hong Kong Special Administrative Region (the “HK SAR”) during the year under review. The ESG key performance indicator (“KPI”) data is gathered and included under the Group's business activities driven by Hong Kong office, retail store and warehouses. The Group will extend the scope of disclosures when and where applicable. The KPIs are shown in this ESG Report as well as supplemented by explanatory notes to establish benchmarks.

### REPORTING FRAMEWORK

The ESG Report has been prepared in compliance with all applicable provisions set out in the Environmental, Social and Governance Reporting Guide (the “ESG Reporting Guide”) contained in Appendix 27 to the Main Board Listing Rules of the Stock Exchange of Hong Kong Limited.

For the Group's corporate governance practices, please refer to p.34 to p.44 for the section “Corporate Governance Report” contained in this Annual Report.

### REPORTING PERIOD

The ESG Report describes the ESG activities, challenges and measures taken by the Group during the year ended 31 March 2019.

### 序言和環境、社會及管治方針

本集團認為可持續發展是實現持續成功的關鍵，我們制定了可持續發展戰略，旨在為持份者創造可持續價值，並持續降低本集團對環境的影響。

### 環境、社會及管治（「環境、社會及管治」）治理結構

本集團已成立了環境、社會及管治工作小組（簡稱「工作小組」）。工作小組由本集團不同部門的核心成員組成，負責搜集我們在環境、社會及管治方面的相關資料以編制環境、社會及管治報告（「本報告」）。工作小組會向董事會彙報，協助辨識和評估本集團的環境、社會及管治風險及內部監控機制的有效性。工作小組亦會檢查和評估我們在環境、社會及管治範疇內環境、健康與安全、勞工標準、產品責任等不同方面的表現。董事會則會設定本集團環境、社會及管治戰略上的大方向，並確保環境、社會及管治風險控制及內部監控機制的有效性。

### 報告範圍

基於本集團從事半導體分銷、消費類電子產品和品牌全渠道、創投及互聯網社交媒體業務，除非特別列明，本報告之內容主要涉及本公司及其附屬公司於回顧年內在香特別行政區（「香港特區」）之業務營運。環境、社會及管治關鍵績效指標（「關鍵績效指標」）數據被收集並包含在香港辦公室、零售店和貨倉推動的集團業務活動中。本集團將於適用時擴大披露範圍，關鍵績效指標顯示在本報告中，並輔以解釋性說明以建立基準。

### 報告框架

本報告依照香港聯合交易所有限公司主板上市規則附錄27環境、社會及管治報告指引（「環境、社會及管治報告指引」）所載列之所有適用條文編制編寫。

有關本集團的企業管治，請參閱本年報第34至44頁「企業管治報告」一節。

### 報告期間

本報告描述了本集團截至二零一九年三月三十一日止年度所採取的環境、社會及管治活動、挑戰和措施。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### STAKEHOLDER ENGAGEMENT

We value our stakeholders and their feedback in regards to our businesses and ESG aspects. To strengthen the sustainability approach and performance of the Group, we put effort in maintaining a close communication with our key stakeholders, including but not limited to investors, customers, employees, suppliers and business partners, government and other regulatory authorities and local community.

We take stakeholders' expectations into consideration in formulating our businesses and ESG strategies by utilising diversified engagement methods and communication channels, shown as below.

### 持份者參與

我們重視持份者及其對我們業務及環境、社會及管治事宜的反饋意見。為了改善本集團的可持續發展方法和表現，我們一直努力與主要持份者維持密切溝通，當中包括但不限於投資者、客戶、僱員、供應商和業務合作夥伴、政府和其他監管機構及當地社區。

我們透過運用下文所示的多元化參與方式及溝通渠道，在制定業務以及環境、社會及管治策略時考慮持份者的期望。

| Stakeholder Groups<br>持份者組別                              | Engagement Channels<br>參與渠道  | Possible Concerned Issues<br>可能關注的議題  |
|--|--|---|
| Investors<br>投資者   | Financial reports, annual general meetings, corporate website, direct communication<br>財務報告、股東週年大會、公司網站、直接通訊 | Business strategies and financial performance, corporate governance, business sustainability development<br>業務策略和財務表現、企業管治、業務可持續發展                |
| Customers<br>客戶  | Direct communication and emails, complaint hotlines, exhibition<br>直接通訊及電郵、投訴熱線、展覽                           | Goods and services quality, timely service, customers security, privacy protection<br>商品和服務質量、服務及時、客戶安全、隱私保護                                      |
| Employees<br>僱員  | Appraisals, trainings, internal memorandum<br>評核、培訓、內部備忘錄  | Rights and benefits, employee compensation, training and development, work hours, occupational health and safety<br>權利和福利、員工薪酬、培訓和發展、工作時間、職業健康與安全 |
| Suppliers and business partners<br>供應商和業務合作夥伴            | Business meetings, tendering<br>業務會議、招標  | Fulfillment of promises, payment schedule<br>兌現承諾、付款時間表   |
| Government and other regulatory authorities<br>政府和其他監管機構 | Statutory filings and notification, regulatory or voluntary disclosures<br>法定存檔和通知、監管或自願披露                   | Compliance with laws and regulations, transparency of inside information<br>遵守法律及法規、內部信息的透明度  |
| Local community<br>當地社區                                  | Community activities, donations<br>社區活動、捐贈   | Business ethics, fair employment opportunities, environmental protection<br>商業道德、公平就業機遇、環保  |

We aim to collaborate with our stakeholders to improve our ESG performance and create greater value for the wider community on a continuous basis.

我們的目標是與持份者合作，以改善我們的環境、社會及管治表現，並持續為更廣泛的社區創造更大的價值。



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### MATERIALITY ASSESSMENT

We have considered feedback from relevant stakeholders in determining the Group's material ESG aspects to be covered in the ESG Report. These are shown in the table below, together with the aspects of the ESG Guide to which they relate:

### 重要範圍評估

我們已考慮相關持份者的反饋，以確定本報告中涉及本集團的重要環境、社會及管治範圍。這些內容以及它們所涉及的環境、社會及管治報告指引的各個範圍在下表中顯示：

| The ESG Reporting Guide<br>環境、社會及管治報告指引              | Material ESG Aspects of the Group<br>本集團環境、社會及管治重要範疇                   |       |
|--|--|-------|
| <b>A. Environmental</b>                              |  |       |
| 環保   |  |       |
| A1. Emissions<br>排放物                                 | Greenhouse Gas ("GHG") Emissions<br>溫室氣體(「溫室氣體」)排放                     | P. 51 |
|  | Waste Management<br>廢物管理   | P. 53 |
| A2. Use of Resources<br>資源使用                         | Energy Management<br>能源管理  | P. 55 |
|  | Water Management<br>用水管理   | P. 56 |
| A3. The Environment and Natural Resources<br>環境及自然資源 | Indoor Air Quality<br>室內空氣質量   | P. 57 |
| <b>B. Social</b>                                     |  |       |
| 社會   |  |       |
| B1. Employment<br>僱傭                                 | Recruitment and Promotion<br>招聘及晉升                                     | P. 58 |
|  | Compensation and Dismissal<br>賠償和解僱                                    | P. 58 |
|  | Benefits and Welfares<br>補貼及福利   | P. 59 |
|  | Working Hours and Rest Periods<br>工作時間和休息時期                            | P. 59 |
|  | Diversity, Equal Opportunities and Anti-discrimination<br>多元化、平等機會和反歧視 | P. 59 |

# Environmental, Social and Governance Report

## 環境、社會及管治報告

**The ESG Reporting Guide**  
環境、社會及管治報告指引

**Material ESG Aspects of the Group**  
本集團環境、社會及管治重要範疇

### B. Social (continued)

社會(續)

|                                       |   |                |
|---------------------------------------|---|----------------|
| B2. Health and Safety<br>健康與安全        | Safety Measures<br>安全措施<br>Employee Health Management<br>員工健康管理                     | P. 61<br>P. 62 |
| B3. Development and Training<br>發展及培訓 | Training and Development<br>培訓及發展   | P. 62          |
| B4. Labour Standards<br>勞工準則          | Prevention of Child and Forced Labour<br>防止童工及強制勞工                                  | P. 63          |
| B5. Supply Chain Management<br>供應鏈管理  | Supply Chain Management<br>供應鏈管理  | P. 64          |
| B6. Product Responsibility<br>產品責任    | Intellectual Property (“IP”) Rights<br>知識產權(「知識產權」)權利<br>Privacy Protection<br>隱私保護 | P. 65<br>P. 66 |
| B7. Anti-corruption<br>反貪污            | Internal Control<br>內部監控  | P. 66          |
| B8. Community Investment<br>社區投資      | Community Participation<br>社區參與   | P. 67          |

As at the year ended 31 March 2019, the Group confirmed that it has established appropriate and effective management policies and internal control systems for ESG issues and confirmed that the disclosed contents are in compliance with the requirements of the ESG Reporting Guide.

截至二零一九年三月三十一日止年度，本集團確認已為環境、社會及管治議題制定適當及有效的管理政策及內部監控系統，並確認所披露的內容符合環境、社會及管治報告指南的要求。

### CONTACT US

We welcome stakeholders to provide their opinions and suggestions. You can provide valuable advices in respect of the ESG Report or our performances in sustainable development by email [ir.dept@avconcept.com](mailto:ir.dept@avconcept.com).

### 聯絡我們

我們歡迎持份者提出他們的意見和建議。您可以通過電子郵件 [ir.dept@avconcept.com](mailto:ir.dept@avconcept.com) 為本報告或我們在可持續發展方面的表現提供寶貴的建議。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### A. ENVIRONMENTAL

#### A1. Emissions

##### General Disclosure and KPIs

The Group is committed to ensuring the long-term sustainability in the environment and community where the Group operates. We recognise our responsibilities towards the potential environmental impacts associated with our business operations and integrate environmental consideration into our decision-making processes.

Due to our business nature, the environmental impact the Group attributes from the operation of working office, retail store and warehouses. Although it was limited, we strive to implement measures in promoting energy consumption, waste reduction and any other green initiatives. We are committed to educate our employees in raising their awareness on environmental protection and complying with the relevant environmental laws and regulations.

In order to enhance our environmental governance practices and mitigate the potential environmental impacts resulted from our operations, we have adopted related environmental policies and delivered the contents to our employees. Within our policy framework, we continually look for different opportunities to pursue environmentally friendly initiatives, enhance our environmental performance by reducing energy and use of other resources. Within our business nature, we continued to create a better environment with a focus on the conservation of energy, use of vehicles, reduction of paper usage and business air travel.

During the year under review, the Group has not identified any material non-compliance of environmental laws and regulations, including but not limited to Air Pollution Control Ordinance, Water Pollution Control Ordinance, Waste Disposal Ordinance, Noise Control Ordinance in relation to exhaust gas and GHG emissions, water and land discharge, and the generation of hazardous and non-hazardous waste that would have a significant impact on the Group.

##### Air Emissions

The Group strives to improve the air quality at the roadside and improve traffic flow problem. The Group encourages its employees to use public transportation to replace various emission-producing vehicles with few transit vehicles that generally emit less pollution on a per person basis.

The key air pollutants generated from the Group's use of vehicles are 189g of Sulphur Oxides, 123g of Nitrogen Oxides, and 9g of Particulate Matter.

### A. 環境

#### A1. 排放物

##### 一般披露及關鍵績效指標

本集團致力確保本集團營運環境及社區的長期可持續發展。我們認識到我們的日常業務運營帶來的潛在環境影響的責任，並將環境考慮納入我們的決策流程。

由於我們的業務性質，本集團主要因辦公室、零售店和貨倉的運作而造成環境影響。雖然這種影響有限，但我們仍努力實施方法以減少能源消耗、減少廢物 and 任何其他綠色倡議的措施。我們致力於教育員工提高其環保意識，遵守相關的環境法律及法規。

為了加強我們的環境治理實踐並減輕我們的運營所帶來的潛在環境影響，我們採用了相關的環境政策並將內容提供給我們的員工。在我們的政策框架內，我們不斷尋求不同的機會，採取環保措施，通過減少能源和使用其他資源來提高我們的環境表現。在我們的業務範圍內，我們繼續創造一個更好的環境，專注於節約能源、使用車輛、減少紙張使用和商務航空旅行。

回顧年內，本集團並無發現任何嚴重違反對本集團造成重大影響的有關廢氣及溫室氣體、水和土地排放，以及有害和無害廢物的環境法律及法規的情況，包括但不限於《空氣污染管制條例》、《水污染管制條例》、《廢物處置條例》及《噪音管制條例》。

##### 氣體排放

本集團致力改善路邊空氣質素，並改善交通流量問題。本集團鼓勵員工使用公共交通工具取代各種載客量少的車輛，以減少人均污染。

本集團車輛使用產生的主要空氣污染物為189克硫氧化物，123克氮氧化物和9克顆粒物。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### GHG Emissions

With the Group's focus on semiconductor distribution, consumer electronic product and brand omni-channel, venture capital and internet social media business, the Group realizes the potential environmental impacts generated by the Group were minimal. However, the Group still focuses on nurturing and strengthening the employees' awareness on environmental protection in their daily work process, and actively implements the Group's environmental protection measures, with an aim to lower GHG emissions.

The principal GHG emissions of the Group are generated from combustion of petrol for transportation (Scope 1), purchased electricity (Scope 2), business air travel and paper disposal (Scope 3).

We have actively adopted the following measures to mitigate the GHG emissions in our operations:

- Actively adopt measures for environmental protection, energy conservation, and water saving, relevant measures are described in "Energy Management" and "Water Management" under Aspect A2;
- Actively adopt waste reduction measures in office, retail store and warehouses, relevant measures are described in the section "Waste Management" in this chapter;
- Replace highly polluting vehicles with more environmentally-friendly ones; and
- Encourage the use of video or teleconferences when possible in place of on-site meetings to minimize business air travel.

### 溫室氣體排放

由於本集團專注於半導體分銷、消費類電子產品和品牌全渠道、創投及互聯網社交媒體業務，本集團意識到本集團產生的潛在環境影響微乎其微。然而，本集團仍致力於在日常工作過程中培養和加強員工的環保意識，並積極實施本集團的環保措施，旨在降低溫室氣體排放。

本集團的主要溫室氣體排放來自運輸所燃燒的汽油（範圍一）、外購電力（範圍二）及商務航空旅行及紙張棄置（範圍三）。

我們積極採取以下措施以減少運營中的溫室氣體排放：

- 積極採取環保、節能、節水措施，相關措施在A2層面中「能源管理」和「用水管理」詳細描述；
- 在辦公室、零售店和貨倉積極採取減廢措施，相關措施在本章節中「廢物管理」詳細描述；
- 用較環保車輛替換高污染車輛；及
- 盡可能鼓勵使用視頻或電話會議代替現場會議，以減少商務航空旅行。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

The following represents the Group's GHG emission and its intensity performance during the year under review:

以下是本集團於回顧年內的溫室氣體排放量及其密度表現：

| Indicator <sup>1</sup>                              | Unit             | Year ended                  | Year ended |
|---|------------------|-----------------------------|------------|
|   |                  | 31 March                    | 31 March   |
|   |                  | 2019                        | 2018       |
|   |                  | 截至二零一九年                     | 截至二零一八年    |
|   |                  | 三月三十一日                      | 三月三十一日     |
| 指標 <sup>1</sup>                                     | 單位               | 止年度                         | 止年度        |
| Direct GHG emissions (Scope 1)                      | 直接溫室氣體排放(範圍一)    | tCO <sub>2</sub> e          |            |
| Petrol Consumption                                  | 汽油消耗             | 噸二氧化碳當量                     | 34.16      |
| 29.12   |                  |                             |            |
| Indirect GHG emissions (Scope 2)                    | 間接溫室氣體排放(範圍二)    | tCO <sub>2</sub> e          |            |
| Purchased Electricity                               | 外購電力             | 噸二氧化碳當量                     | 58.20      |
| 57.49   |                  |                             |            |
| Other indirect GHG emissions (Scope 3)              | 其他(範圍三)          |                             |            |
| Business Air Travel                                 | 商務航空旅行           | tCO <sub>2</sub> e          |            |
| 29.74   |                  |                             |            |
| Paper Consumption                                   | 紙張消耗             | tCO <sub>2</sub> e          |            |
| 8.68  |                  |                             |            |
|   |                  | 噸二氧化碳當量                     | 3.94       |
|   |                  |                             | 8.68       |
| Total GHG emissions (Scope 1, Scope 2, and Scope 3) | 總溫室氣體排放(範圍一、二及三) | tCO <sub>2</sub> e          |            |
| 125.03  |                  |                             |            |
| 113.04  |                  |                             |            |
| Intensity <sup>2</sup>                              | 密度 <sup>2</sup>  | tCO <sub>2</sub> e/employee |            |
| 0.67  |                  |                             |            |
| 0.55  |                  |                             |            |
|   |                  | 噸二氧化碳當量/僱員                  | 0.55       |
|   |                  |                             | 0.67       |

### Notes:

- GHG emission data is presented in terms of carbon dioxide equivalent and are based on, but not limited to, "The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standards" issued by the World Resources Institute and the World Business Council for Sustainable Development, "How to prepare an ESG Report? – Appendix II: Reporting Guidance on Environmental KPIs" issued by the HKEX, "Global Warming Potential Values" from the IPCC Fifth Assessment Report, 2014 (AR5) and CLP's Sustainability Report 2018.
- As at 31 March 2019, the Group had 205 full-time employees in total; while the Group had 187 full-time employees as at 31 March 2018. The data is also used for calculating other intensity data.

During the year under review, the Group's overall GHG emissions was approximately 113.04 tCO<sub>2</sub>e, and the intensity was approximately 0.55 tCO<sub>2</sub>e per employee. The overall GHG emissions has decreased from approximately 125.03 tCO<sub>2</sub>e in 2018 to approximately 113.04 tCO<sub>2</sub>e in 2019, this is mainly due to the decrease in business air travel.

### 附註：

- 溫室氣體排放資料乃按二氧化碳當量呈列，並參照但不限於世界資源研究所及世界可持續發展工商理事會刊發的《溫室氣體盤查議定書：企業會計與報告標準》、香港交易所發佈的《如何準備環境、社會及管治報告？—附錄二：環境關鍵績效指標彙報指引》、最新發佈的中國區域電網基線和中華電力有限公司排放因數及政府間氣候變化專門委員會發佈的《第五次評估報告》的全球升溫潛能值。
- 截至二零一九年三月三十一日，本集團共有205名全職僱員；截至二零一八年三月三十一日，集團共有187名全職僱員。該數據選用於計算其他密度數據。

回顧年內，本集團的溫室氣體總排放量約為113.04噸二氧化碳當量，密度為每名員工約0.55噸二氧化碳當量。溫室氣體排放總量已從二零一八年的約125.03噸二氧化碳當量減少至二零一九年的約113.04噸二氧化碳當量，這主要是由於商務航空旅行減少所致。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Wastewater Management

The Group does not consume significant volume of water through our daily operation, and therefore our business activities did not generate material portion of discharge into water. The majority of the water supply and discharge facilities are provided and managed by property management company.

### Waste Management

#### *Hazardous waste handling method*

Due to the Group's business nature, we did not generate any hazardous waste during the year under review. Despite the Group did not generate hazardous wastes during the year under review, the Group has established guidelines of governing the management and disposal of hazardous wastes. In case there are any hazardous wastes produced, the Group must engage a qualified chemical waste collector to handle such wastes, which is complied with the relevant environmental regulations and rules.

#### *Non-hazardous waste handling method*

The non-hazardous waste produced by the Group's operation is mainly generated in the daily life and by the operation of the office, including paper, plastic, glass, and kitchen waste. With the aim of minimizing the environmental impacts from non-hazardous wastes generated from our business operations, the Group has implemented measures in waste management and launched different reduction initiatives.

Specifically, the Group adopted separation method in terms of domestic waste management. Non-hazardous wastes were carefully sorted, so that those recyclable wastes would be reused. The Group also encourages its staff to bring their own lunch box instead of ordering take-away food to avoid the generation of food waste and food packaging waste. In order to systematically manage the waste recycling in office, the Group has assigned an administrative staff to manage and transport the wastes and recyclables. The following waste reduction measures were carried out and managed by our administrative staff:

- Organising and maintained the garbage and recycled waste holding areas;
- Placing appropriate signage on walls and bins stating the type of waste or recyclable should be placed in each bin;
- Ordering toner cartridges and paper prudently to avoid overstock and collecting all used toner and ink-jet cartridges for recycling;
- Sorting recycled waste into appropriate receptacles; and

### 廢水管理

本集團日常營運並未消耗大量水，因此我們的業務活動亦不產生大量排放水。主要供水和排水設施由物業管理公司提供和管理。

### 廢物管理

#### *有害廢物處理方法*

由於本集團的業務性質，我們於回顧年內並未產生任何有害廢物。儘管本集團於回顧年內並未產生有害廢物，但本集團已制定管理危險廢物管理及處置的指引。如果產生任何危險廢物，本集團必須聘請合格的化學廢物收集商處理此類廢物，並遵守相關的環境法規和規則。

#### *無害廢物處理方法*

本集團經營所產生的無害廢物主要來自日常生活及辦公室經營，包括紙張、塑膠、玻璃及廚餘垃圾。為盡量減少業務營運產生的無害廢物對環境的影響，本集團已實施廢物管理措施，並推出不同的減少排放措施。

具體而言，本集團在生活垃圾管理方面採用了分類方法。對無害廢物進行了仔細分類，以便重複利用這些可回收的廢物。本集團亦鼓勵員工自備午餐盒，而非訂購外賣食品，以避免產生食物廢物及食物包裝廢物。為了系統地管理辦公室的廢物回收，本集團已指派一名行政人員管理及運輸廢物及可回收物。以下減少廢物的措施由我們的行政人員進行和管理：

- 整理和維持垃圾和回收廢物收集區；
- 在牆壁和垃圾箱上放置適當的標牌說明每個垃圾箱中放置廢物或可回收的類型；
- 謹慎訂購碳粉盒和紙張，以避免積壓，並收集所有用過的碳粉及噴墨墨盒進行回收；
- 將回收的廢物分類到適當的容器中；和

# Environmental, Social and Governance Report

## 環境、社會及管治報告

- Reusing the pen shafts by using refills instead of throwing away the whole ballpoint pens.

Paper is one of the major non-hazardous wastes generated by the Group. The Group has specifically adopted the following practices to reduce paper waste at source, so to reduce the production of non-hazardous waste:

- Disseminating administrative notices through emails instead of paper documents;
- Imposing eco-printing modes for employees and encouraging them to make doubled-sided copies when possible;
- Encouraging employees to use electronic communications for directories, forms, reports and storage when possible;
- Providing recycling bins to collect used paper products, such as waste paper, carton box and envelope, including all non-confidential documents; and
- Replacing all disposable cups and wooden stirrers with items, such as ceramic cups and reusable spoons.

The summary of major non-hazardous wastes discharge and its intensity performance:

| Types of Non-hazardous Wastes<br>無害廢物類別     | Unit<br>單位              | Year ended<br>31 March 2019<br>截至二零一九年<br>三月三十一日止年度 | Year ended<br>31 March 2018<br>截至二零一八年<br>三月三十一日止年度 |
|---|-------------------------|---|---|
|   |                         | Office Paper Consumption<br>辦公室紙張消耗                 | tonnes<br>噸   |
| Intensity<br>密度                             | tonnes/employee<br>噸／僱員 | <b>0.004</b>  | 0.006   |
| Printing Publication Consumption<br>印刷出版物消耗 | tonnes<br>噸             | <b>0.31<sup>3</sup></b>                             | 0.61  |
| Intensity<br>密度                             | tonnes/employee<br>噸／僱員 | <b>0.002</b>  | 0.003   |

Note:

3. The copies of reports being published during the year under review are 1,510.

The paper consumption of the Group has decreased since we have adopted the above practices. Our staff's awareness on resources saving has also been improved.

- 重新填充筆芯重新使用筆桿而不是扔掉整支圓珠筆。

紙張是本集團所產生的主要無害廢物之一。本集團已特別採取以下措施減少源頭紙張浪費，以減少無害廢物的產生：

- 通過電子郵件而不是紙質文件以傳播行政通知；
- 為員工實施環保打印模式，並鼓勵他們盡可能使用雙面複印件；
- 鼓勵員工盡可能使用電子通訊編纂目錄、表格、報告和存儲；
- 提供回收箱，收集廢紙、紙箱和信封等廢舊紙製品，包括所有非機密文件；和
- 用陶瓷杯和可重複使用的勺子等物品替換所有一次性杯子和木攪拌棒。

主要無害廢物排放及其密度表現概述：

附註：

3. 於回顧年內，發表的報告副本為1,510份。

自採取上述措施以來，本集團的紙張消耗量已下降。我們員工對資源節約的意識也得到了提高。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### A2. Use of Resources

#### General Disclosure and KPIs

The Group strives to optimise resource usage in business operations, and continues with initiatives to introduce resource efficiency and eco-friendly measures to the Group's operations. The Group has established relevant policies and procedures in governing the efficient use of resources, aiming to achieve higher energy efficiency and reduce unnecessary use of materials. All our office, retail store and warehouses have implemented effective energy conservation measures to reduce emissions and resource consumption.

#### Energy Management

The Group aims to minimize environmental impacts in our operations by identifying and adopting appropriate measures. The Group has established energy policies, measures, and practices to show our commitment on energy efficiency. All employees are required to adopt such measures and practices, including the purchase of energy-efficient products and services, and assume responsibility for the Group's overall energy efficiency. The Group has also taken the responsibility in educating staff about the importance of energy conservation and emission reductions. In the long run, the Group will enhance its energy saving management in minimizing the usage of lighting, air conditioning and electronic appliances and track its energy consumption regularly in the coming years.

During the year under review, the Group has performed the following measures relating to improving energy efficiency:

- Dividing the office area into different light zones and partly installing light-emitting diodes;
- Deploying natural light as much as possible; placing energy saving reminder labels next to switches;
- Turning off the light and air conditioner whenever and wherever not necessary;
- Adjusting and switching off the air-conditioners according to the temperature and situation in the office, and ensure that the temperature should not be set under 25°C; and
- Energy efficient lightings and cooling system are installed across the office, and placing posters "Saving Electricity, Turn Off the Light When Leaving" in prominent places.

Our employees' awareness on energy conservation has been increase through these energy-saving measures.

### A2. 資源使用

#### 一般披露及關鍵績效指標

本集團致力於優化業務運營中的資源使用，並繼續採取措施為集團的運營引入資源效率和環保措施。本集團已制定有關資源有效使用的相關政策及程序，旨在提高能源效益及減少不必要的物料使用。我們所有的辦公室，零售店和倉庫都實施了有效的節能措施，以減少排放和資源消耗。

#### 能源管理

本集團旨在通過識別和採取適當措施，盡量減少對我們業務的環境影響。本集團制定了能源政策、措施和做法，以展示我們對能源效益的承諾。所有員工都必須採取此等措施和做法，包括購買節能產品和服務，並對本集團的整體能源效益負責。本集團亦承擔起教育員工節能減排的重要性的責任。長遠而言，本集團將加強節能管理，盡量減少照明、空調及電子產品的使用，並在未來定期追蹤其能源消耗。

回顧年內，本集團已採取以下有關提高能源效益的措施：

- 將辦公室範圍劃分為不同照明區，並於部分區域裝設發光二極管；
- 盡量採用自然光；在開關旁邊放置節能提醒標籤；
- 在不必要時關閉電燈及空調；
- 根據辦公室的溫度和情況調整和關閉空調，確保溫度不應低於25°C；及
- 辦公室內安裝節能燈和冷卻系統，在顯眼處張貼海報「節約用電，離開時關燈」。

通過這些節能措施，我們員工的節能意識得以提高。



# Environmental, Social and Governance Report

## 環境、社會及管治報告

During the year under review, the energy consumption of the Group and its intensity were as follows:

回顧年內，本集團的能源消耗及其密度如下：

| Types of Energy<br>能源類型                       | Unit<br>單位              | Year ended<br>31 March 2019<br>截至二零一九年<br>三月三十一日止年度 | Year ended<br>31 March 2018<br>截至二零一八年<br>三月三十一日止年度 |
|---|-------------------------|---|---|
| Petrol <sup>4</sup><br>汽油                     | litres<br>升             | <b>12,843</b>                                       | 10,949  |
| Petrol Consumption Intensity<br>汽油消耗密度        | litres/employee<br>升／僱員 | <b>62.65</b>  | 58.55   |
| Purchased Electricity<br>外購電力                 | kWh<br>千瓦時              | <b>114,108</b>                                      | 106,463   |
| Purchased Electricity Intensity<br>外購電力密度     | kWh/employee<br>千瓦時／僱員  | <b>556.62</b>                                       | 569.32  |
| Total Energy Consumption<br>總能源消耗             | kWh<br>千瓦時              | <b>233,881</b>                                      | 208,470   |
| Total Energy Consumption Intensity<br>總能源消耗密度 | kWh/employee<br>千瓦時／僱員  | <b>1,140.88</b>                                     | 1,114.81  |

Note:

4. Conversion is in reference to the conversion provided on U.S. Energy Information Administration Energy Conversion Calculators, petrol consumption was approximately 119,773kWh and 102,007kWh in 2019 and 2018 respectively.

附註：

4. 轉換參考美國能源資訊管理局提供的能量轉換計算器，2019年及2018年的汽油消耗量分別約為119,773千瓦時及102,007千瓦時。

### Water Management

Water consumption of the Group is mainly water for basic cleaning and sanitation. We have educated and encouraged all employees to develop the habit of water conservation. We have been strengthening our water-saving promotion, posting water saving reminders, and guiding employees to use water reasonably. The following are some measures we have implemented to improve the utilization efficiency of water resources:

- Place posters “Saving Water Resource” in prominent places to encourage water conservation;
- Fix dripping taps immediately and avoid any leakage of the water supply system;
- Strengthen the inspection and maintenance on water tap, water pipelines and water storage;
- Use water saving devices; and
- Advocate the virtue of preserving water and instill the concept of “Water Preservation” in employees.

### 用水管理

本集團的用水主要為基本清潔及衛生用水。我們教育並鼓勵所有員工養成節約用水的習慣。我們一直在加強節水宣傳，發佈節水提示，引導員工合理用水。以下是我們為提高水資源使用效率而採取的一些措施：

- 在顯眼處張貼「節約用水資源」海報，以鼓勵節約用水；
- 立即維修滴漏的水龍頭，避免供水系統有任何泄漏；
- 加強對水龍頭、輸水管道和蓄水的檢查和維護；
- 使用節水裝置；及
- 倡導節水的優點，並向員工灌輸「節約用水」的理念。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

The Group's business does not involve high water consumption and its principal office, retail store and warehouses operates in the premises for which both the water supply and discharge are solely controlled by the building management of the premises. Therefore, the provisions of water and discharge data or sub-meter are not available for disclosure. Due to the Group's business nature and operation mainly based in Hong Kong, the issue in sourcing water that is fit for purpose is not relevant to the Group.

### Use of Packaging Material

Due to our business nature, the Group does not produce any final products nor does it have any industrial facilities. The products with basic packaging we sold are sourced from suppliers. Therefore, it does not use significant amount of packaging materials during its daily operations.

## A3. The Environment and Natural Resources

### General Disclosure and KPIs

Although the core business of the Group has remote impact on the environment and natural resources, we recognize the responsibility in minimizing the negative environmental impacts of our business operations so to achieve sustainable development for generating long-term values to our stakeholders and community as a whole.

The Group works tirelessly to mitigate the environmental impact of its activities through adopting industry best practices targeted at reducing natural resources consumption and effective emission management. We regularly assess the environmental risks of our business, and adopt preventive measures as necessary to reduce the risks and ensure the compliance of relevant laws and regulations.

### Indoor Air Quality

The Group regularly monitors the indoor air quality at workplace. By adopting air purifying equipment in the workplace as well as conducting regular cleaning of air conditioning system, the Group maintains a good indoor air quality, leading to a pleasant working environment for our staff.

本集團業務並不涉及大量用水，其主要辦公室、零售店和貨倉所處物業之供水及排污均由物業之樓宇管理處全權控制，因此無法提供用水及排污數據或分錶資料以作披露。由於本集團的業務性質及營運主要位於香港，因此採購適合用途的水的問題與本集團無關。

### 包裝材料使用

基於業務性質，本集團不生產任何最終產品，亦沒有任何工業設施。我們銷售的基本包裝產品均來自供應商。因此在日常營運過程中並不會使用大量包裝材料。

## A3. 環境及自然資源

### 一般披露及關鍵績效指標

雖然本集團的核心業務對環境及自然資源有少量影響，但我們認識到我們有責任盡量減少業務營運對環境的負面影響，以實現可持續發展，為持份者及整個社會創造長遠價值。

本集團通過採用旨在減少自然資源消耗和有效排放管理的行業最佳實踐，不懈地努力減少其活動對環境的影響。我們定期評估業務的環境風險，並採取必要的預防措施，降低風險，以確保遵守相關的法律及法規。

### 室內空氣質量

本集團定期監察工作場所的室內空氣質量。通過在工作場所採用空氣淨化設備，並定期清潔空調系統，本集團保持良好的室內空氣質量，為員工營造良好的工作環境。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### B. SOCIAL

#### B1. Employment

##### General Disclosure

Human resources are the foundation in supporting the development of the Group. The Group treasures employee's talent, and recognises it as the most valuable asset of the Group. Hence, we have formulated the Employee Handbook to fulfil our vision on people-oriented management and realizing the full potential of employees. The Employee Handbook is formally documented, that summarizes all major human resources policies and procedures that are currently in force in the Group, and to ensure transparency of information on the employees' responsibilities and rights. We review and update the relevant company policies regularly in accordance with the latest laws and regulations.

During the year under review, the Group was not aware of any material non-compliance with employment-related laws and regulations, including but not limited to the Employment Ordinance of Hong Kong, that would have a significant impact on the Group.

##### Recruitment and Promotion

To ensure employees and applicants are treated and evaluated in a fair way, we apply robust and transparent recruitment processes based on merit selection against the job criteria, and recruit individuals based on their past performance, personal attributes, job experiences and career aspiration. The Group also offers competitive remuneration and benefits, which are determined by referencing market benchmarks in order to attract high-calibre candidates. Remuneration packages include holidays, granted leave, and medical insurance. The promotion of the employees would be depended on the Employee Performance Appraisal which concludes the effort, past working performance, contribution and skill. Unreasonable promotion of the low performance graded employees would be prohibited. The recruitment and promotion of the Group would be governed by the Human Resource Department to ensure it is fair and open by their best effort.

##### Compensation and Dismissal

The Group constantly reviews its compensation packages to make sure the employees are remunerated at a competitive level. The Group has incorporated a five-day work week arrangement and 13 months payment. Any termination of employment contract would be based on reasonable, lawful grounds and internal policies, for instance the Employee Handbook. The Group strictly prohibits any kind of unfair or unreasonable dismissals.

### B. 社會

#### B1. 僱傭

##### 一般披露

人力資源是支持本集團發展的基礎。本集團珍惜員工的才能，並將其視為本集團最寶貴的資產。因此我們制定了員工手冊，以實現我們對以人為本管理的願景，使員工的全部潛能得以發揮。正式出版的員工手冊總結了本集團目前生效的所有主要人力資源政策和程序，並確保有關員工責任和權利的資訊透明度。我們會根據最新的法律及法規定期審查和更新相關的公司政策。

回顧年內，本集團並不知悉任何嚴重違反對本集團造成重大影響的與僱傭有關的法律及法規的情況，包括但不限於香港《僱傭條例》。

##### 招聘及晉升

為了確保員工和申請人得到公平對待和評估，我們基於對符合工作條件的選擇方式，採用健全和透明的招聘流程，並根據過往表現、個人特質、工作經驗和職業抱負招聘員工。本集團亦參考市場基準，提供具競爭力的薪酬及福利以吸引高素質人選，薪酬待遇包括假期、准予休假和醫療保險。員工晉升將取決於總結了努力、過往表現、貢獻和技能的員工績效評估，不合理地晉升低績效評級員工會被禁止。本集團的招聘和晉升會由人力資源部門進行管理，並盡其所能確保公平公開。

##### 賠償和解僱

本集團時刻檢討其薪酬待遇，以確保僱員獲得具競爭力的薪酬。本集團已採取五天工作周的安排和13個月薪酬。任何僱傭合同的終止都將基於合理、合法的理由和內部政策，例如員工手冊。本集團嚴禁任何不公平或不合理的解僱。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Benefits and Welfares

The employees of the Group has offered with different benefits as a reward of the effort paid. Employees are entitled to the Group's Medical Insurance Scheme and Mandatory Provident Fund Scheme. The Group also offers different types of insurance benefits including medical insurance, employee compensation insurance, and business travel insurance.

Different workshops and briefing sessions are provided for employees to acknowledge about the benefit provided by the Group, such as briefing sessions for medical insurance and MPF briefing. Different schemes are prepared by the Group and wish to provide the employees with more benefits that go beyond money.

The Group hold different activities, for example Christmas party, BBQ, birthday party to enhance the relationship between colleagues and to build up team spirit.

### Working Hours and Rest Periods

The Group has formulated policies in determining the working hours and rest periods for employees in accordance with local employment laws. The Group has incorporated with a five-day work week arrangement and compensation leave for overtime work on the rest day or Public Holidays. Overtime working would be on voluntary basis and compensated. The Group has offered with various types of paid leave, such as examination, paternity, maternity, marriage and bereavement. In addition to annual leave and sick leave, female employees are entitled to maternity leave pay, while male employees are entitled to paternity leave pay. The working hours and rest periods are well defined to ensure employees enjoy sufficient rest to maintain their health and productivity.

### Diversity, Equal Opportunities and Anti-discrimination

As an equal opportunity employer, we recognise the value of a diverse and skilled workforce and are committed to creating and maintaining an inclusive and collaborative workplace culture in which all can thrive.

We are dedicated to providing equal opportunity in all aspects of employment and maintaining workplace that are free from discrimination on the grounds of age, sex, physical or mental health status, marital status, family status, race, skin colour, nationality, religion, political affiliation and sexual orientation and other factors.

The Group allows zero tolerance to any workplace discrimination, harassment or victimization for any reasons in accordance to relevant government legislation, ordinances and regulations. Employees are encouraged to report any incidents involving discrimination to the Human Resource Department of the Group. We strive to ensure that complaints, grievances and concerns, including whistle blowing, are dealt with promptly and confidentially.

### 補貼及福利

本集團為員工提供不同的福利作為所付出努力的回報。僱員有權享有本集團的醫療保險計劃及強制性公積金計劃。本集團還提供不同類型的保險福利，包括醫療保險、員工賠償保險和商務旅行保險。

不同的工作坊和簡介會會提供給員工，讓員工了解本集團所提供的福利，例如醫療保險簡介會及強積金簡報會。本集團已制定不同計劃，並希望為僱員提供更多別於金錢的福利。

本集團有舉辦不同的活動，例如聖誕派對，燒烤，生日派對，以加強同事之間的關係，並建立團隊精神。

### 工作時間和休息時期

本集團已根據本地僱傭法例制定政策，以決定僱員的工作時間及休息時期。本集團已採取五天工作周的安排及加班費用以補償在休息日或公眾假期的超時工作。加班工作是自願進行並得到補償。本集團提供各種類型的帶薪休假，例如考試假、陪產假、產假、婚姻和殯葬假。除年假和病假外，女性僱員有權享受產假工資，而男性僱員有權享受陪產假工資。工作時間和休息時間都已清晰訂明，以確保員工享受充足的休息，保持他們的健康和生產力。

### 多元化、平等機會和反歧視

作為一個重視平等機會的僱主，我們意識到多元化和熟練的勞動力的價值，並致力於創造和維持一個包容和協作的工作場所文化，讓所有人都可以茁壯成長。

我們致力提供平等機會於就業和維持工作場所的各個方面，不會因年齡、性別、身體或心理健康狀況、婚姻狀況、家庭狀況、種族、膚色、國籍、宗教、政治取向及性傾向以及其他因素而受到歧視。

本集團對任何工作場所的歧視、騷擾或因任何原因的欺騙行為零容忍，以合乎相關政府法律、條例和法規。員工鼓勵向本集團人力資源部報告任何涉及歧視的事件，我們努力確保迅速和保密地處理包括舉報在內的投訴、申訴和擔憂。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

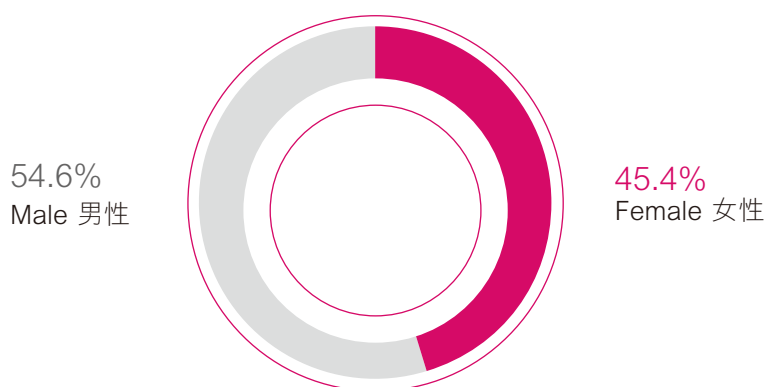
### Employee distribution

The Company has a diverse workforce in terms of gender and age, generating creative opinions and different level of capabilities. As at 31 March 2019, the Group has a total of 205 employees, of whom 112 are males, accounting for 54.6%, which the ratio of male and female employee become more balanced. Nearly 69.8% of the employees are aged 20 to 39. The following charts represent the distribution of the workforce in terms of gender and age:

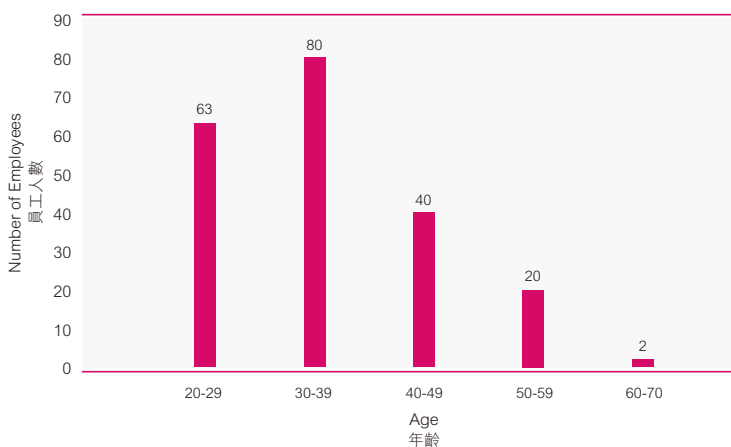
### 員工分佈

本公司員工性別及年齡多元化，帶來創新意念及各式各樣的能力。截至二零一九年三月三十一日，本集團共有205名員工，其中男性112人，佔54.6%，男女員工比例變得更加平衡。近69.8%的員工年齡在20至39歲之間。下圖展示員工的性別和年齡分佈：

Total Workforce by Gender Group  
按性別組別劃分之員工總數



Total Workforce by Age Group  
按年齡組別劃分之員工總數



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### B2. Health and Safety

#### General Disclosure

The Group prides itself on providing a safe, effective and congenial work environment as the Group believes that employees are valuable assets of an enterprise and regards human resources as its corporate wealth. The Group works hard to provide a safe, healthy and comfortable working environment to safeguard the personal safety of the employees as well as the safety of the workplace.

The Group follows the occupational health and safety guidelines recommended by Labour Department and Occupational Safety and Health Council. Employees who suffer from injury arising out of and in the course of employment are entitled to compensation in accordance with the local laws and regulations such as Hong Kong's Employee Compensation Ordinance.

During the year under review, the Group was not aware of any material non-compliance with health and safety-related laws and regulations, including but not limited to the Occupational Safety and Health Ordinance and Employee Compensation Ordinance of Hong Kong that would have a significant impact on the Group.

#### Safety Measures

The Group has also assigned a responsible person in the Administration Department to identify any actual and potential hazards and risks to each individual and work towards safe and hygienic work environment in order to ensure that working environment is in line with or higher than requirements of relevant laws. The Group has strictly incorporated no smoking policy on the premises and its building management office has also arranged rescue, fire and evacuation drills to improve staff safety awareness. Also, employees are expected to comply with the policies and procedures, and cooperate in all safety trainings.

Employees are required to follow the safety and health measures set out in the operating manuals, such as the Employee Handbook. Those measures aim to minimize risks of accidents and enhance the employees' health and safety awareness. Besides, the employees have to avoid adversely affecting their own health and safety to others, such as employees contracted with influenza or other contagious disease is required to apply for sick leave immediately.

The Group will also organize healthy work bulletin, build up safety warning signs, and set up safety banners and slogans, aiming to achieve an accident-free workplace environment.

### B2. 健康與安全

#### 一般披露

本集團為提供安全、有效率而舒適之工作環境，並為此而自豪，因本集團相信僱員為企業之寶貴資產，並視人力資源為其企業財富。本集團努力提供安全、健康而舒適之工作環境，以保障員工的人身安全及工作環境的安全。

本集團遵循勞工處及職業安全健康局推薦的職業健康及安全指引。因僱傭以外而受傷及在僱傭期間受傷的僱員有權根據香港《僱員補償條例》等本地法律和法規獲得賠償。

回顧年內，本集團並不知悉任何嚴重違反對本集團造成重大影響的健康及安全相關法律及法規的情況，包括但不限於香港《職業安全及健康條例》及《僱員補償條例》。

#### 安全措施

本集團亦已委派行政部門的負責人識別每個人的實際及潛在危險及風險，並致力創造安全及衛生的工作環境，以確保工作環境符合或高於相關法律要求。本集團嚴格採取禁煙政策，其大廈管理處亦安排救援、消防及疏散演習，以提高員工的安全意識。此外，員工應遵守政策和程序，並在所有安全培訓中保持合作。

員工必須遵守例如員工手冊等的操作手冊中規定的安全和健康措施。這些措施旨在盡量降低發生事故的風險，提高員工的健康和安全意識。此外，員工必須避免對自身的健康和其他人安全產生不利影響，例如患有流感或其他傳染病的員工需要立即申請病假。

本集團還安排健康工作公告，建立安全警示標誌，並設置安全橫幅和標語，旨在實現無事故的工作環境。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Employee Health Management

The Group offers comprehensive health care coverage for our employees. The Group has also continued to organize work-life balancing activities for employees and carried out other activities to promote healthy living practices. The activity such as the “Physical Examination and Physical Activity” workshop has been performed to ensure the health of the employees. The Group has provided health and safety communications to employees to present the relevant information and raise awareness of occupational health and safety issues.

### B3. Development and Training

#### General Disclosure

#### Training and Development

The Group regards its staff as the most important asset and resource of the Group as they help to sustain its core values and culture. The Group provides orientation training to new employees for ensuring them to have a good understanding on the Group’s goals and vision, which also supports them to achieve a good performance with their position in the Group.

#### Training and Development Policies

To strengthen employees’ work-related skills and improve operational efficiency, the Group has developed training policies that offer different trainings and development opportunities to its staff.

The Group provides regular training courses and development programmes. Newly joined employees are provided with comprehensive trainings, which cover topics such as corporate culture, business processes, job requirements and specific job knowledge. For the development of existing employees, profession-oriented trainings are offered according to the corporate needs. The programmes ensured the employees of the Group are well equipped and acknowledged with professional knowledge.

A Staff Development Sponsorship Scheme has been set up for encouraging staffs to attend seminars, courses and take professional examinations in areas related to their work in order to improve job performance, professional knowledge and technical skills. Employees are eligible to apply for the sponsorship if he or she is a full-time employee and has completed three full year service. The employees would be sponsored with different level of sponsorship according to the types of programmes, leave arrangement would also be associated with the scheme.

### 員工健康管理

本集團為員工提供全面的醫療保險。本集團亦繼續為員工舉辦工作與生活平衡活動，並進行其他活動以推廣健康生活。為了確保員工健康，本集團舉辦了「體檢和體育活動」研討會等活動。本集團亦向員工提供健康和安通訊，以提供相關信息並提高對職業健康和安問題的認識。

### B3. 發展及培訓

#### 一般披露

#### 培訓及發展

本集團視其員工為最重要之資產及資源，原因在於彼等有助秉持本集團之核心價值及文化。本集團為新入職僱員提供迎新培訓，確保彼等充分了解本集團的目標及願景，同時有助彼等緊守本集團崗位，展示良好表現。

#### 培訓和發展政策

為加強員工的工作相關技能及提升營運效率，本集團制定培訓政策，為員工提供不同的培訓及發展機會。

本集團提供定期培訓課程和發展計劃。為新加入的員工提供全面的培訓，涵蓋企業文化、業務流程、工作要求和具體工作知識等主題。為了現有員工的發展，專業培訓會根據企業需求而提供。該計劃確保了本集團員工準備充足，並具備專業知識。

本集團已設立員工發展資助計劃以鼓勵員工出席涉及工作範圍之研討會、課程，並參與相關專業考試，以提升工作表現，增進專業知識及技術技能。僱員如屬全職，且年資已滿三年，即合資格申請資助。根據計劃類型，員工將獲得不同級別的贊助，休假安排也與計劃有關。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### B4. Labour Standards

#### General Disclosure

The Group strives to provide an equal and fair working environment. The Group has strictly complied with the labour related laws and regulations and does not tolerate any form of sexual harassment, harassment and abuse in the workplace. The Group also prohibit child labour and forced labour practices. The labour resource department strictly monitors with any issue related to labour standards.

During the year under review, the Group was not aware of any material non-compliance with child and forced labour-related laws and regulations, including but not limited to the Employment Ordinance of Hong Kong which would have a significant impact on the Group.

#### Prevention of Child and Forced Labour

Child and forced labour are strictly prohibited during the recruitment process as defined by the laws and regulations. The Group strictly complies local laws to prohibit any child and forced labour employment.

Before hiring any job applicant, the Human Resources Department will verify their age by checking their documents that prove the age of applicant and ensure that the applicant's look is consistent with the photograph on the Identity Card in order to ensure the staff recruited are not child labour. Besides, the forced labour is prohibited by the Group. The overtime working of staff is on voluntary basis. The staffs would also be compensated with wage for the overtime working.

### B5. Supply Chain Management

#### General Disclosure

As a socially responsible enterprise, it is critical and vital to maintain and manage a sustainable and reliable supply chain. The supply chain management should be consistent with the Group's sustainability strategies in establishing a mutual trust and understanding with its business partners. All suppliers are evaluated carefully and are subjected to regular monitoring and assessment. The Group expects the suppliers to operate in compliance with local environmental laws, ordinances and regulations, so as to reduce ecological impacts.

### B4. 勞工準則

#### 一般披露

本集團致力提供平等而公平之工作環境。本集團嚴格遵守與勞工相關的法律和法規，絕不容忍工作場所出現任何形式之性騷擾、騷擾及虐待。本集團亦禁止童工和強迫勞工行為。人力資源部門嚴格監督與勞工準則有關的任何問題。

回顧年內，本集團並不知悉任何嚴重違反對本集團造成重大影響的兒童及強迫勞工相關的法律及法規的情況，包括但不限於香港《僱傭條例》。

#### 防止童工及強制勞工

在法律及法規中列明在招聘過程中嚴禁聘請童工和強制勞工。本集團嚴格遵守本地法律以禁止僱用任何童工和強制勞工。

在僱用任何求職者之前，人力資源部門將通過查看證明申請人年齡的文件來核實他們的年齡，並確保申請人的外觀與身份證上的照片一致，以確保招聘的員工不是童工。此外，本集團禁止強制勞工。員工加班遵循自願原則，員工也將獲得加班工資作為加班補償。

### B5. 供應鏈管理

#### 一般披露

作為一個對社會負責任的企業，維持和管理可持續和可靠的供應鏈至關重要。供應鏈管理應與本集團的可持續發展戰略保持一致，以便與業務夥伴建立相互信任和理解。所有供應商都經過仔細評估，並接受定期監測和評估。本集團預期供應商的營運符合當地環境法律、條例及規例，以減少生態影響。



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Supply Chain Management

The Group understands there is potential supply chain risk associated with our key suppliers, we have established supply chain risk management team to regularly visit and conduct assessments of risk with our suppliers and contractors, to ensure the possibility of a supply chain disruption could be avoided through a formal risk detection and mitigation. The assessment also evaluates the environment and social contribution of the suppliers. Under the similar criteria, the supplier with more contribution to the environment and society would be chosen.

The Group usually asks for the quotation from the suppliers at first and selects the products which fulfil the Hong Kong safety and environmental standards to ensure the products purchased are free from risk. The Group would also evaluate the quality of the suppliers on a number of factors, such as product quality, service quality, former records, value, warranty, and social and environmental responsibility. The evaluation would be conducted in strict and continuous basis. The Group will also arrange regular visit and communicate with suppliers regularly to keep update of the latest business situation of the suppliers to avoid incidents to be happened. To ensure sufficient supply, the Group keeps close contact with suppliers and prepares a list of backup suppliers.

### Fair and Open Procurement

The Group promotes fair and open competition that aims to develop long-term relationships based on mutual trust with our suppliers. The Group ensures that all parties involved in the procurement process participate fairly, honestly and in good faith. Employees and any parties who are in close relationship with the specific suppliers would be excluded in the procurement process.

## B6. Product Responsibility

### General Disclosure

The satisfaction of our customers is the cornerstone of the sustainable development of the Group. The procurement from suppliers is conducted in a manner consistent with the highest ethical standards to ensure the product we get before distribution is well checked. Supplier Code of Conduct helps to ensure high products quality at all times to gain the confidences of customers, suppliers and the public.

During the year under review, the Group was not aware of any material non-compliance with any laws and regulations, including but not limited to the Personal Data (Privacy) Ordinance of Hong Kong that have a significant impact on the Group, concerning advertising, labelling and privacy matters relating to products and services provided and methods of redress.

### 供應鏈管理

本集團了解與主要供應商有關的潛在供應鏈風險，我們已建立供應鏈風險管理團隊定期訪問及與供應商及承包商進行風險評估，以確保可通過正式的風險檢測和緩解避免供應鏈中斷的可能性。評估還評定供應商的環境和社會貢獻。在相似的條件下，對環境和社會有更多貢獻的供應商將會被選擇。

本集團通常會先向供應商索取報價，並選擇符合香港安全及環保標準的產品，以確保所購買的產品不會有風險。本集團亦會就多項因素評估供應商的質素，例如產品質素，服務質素，以往紀錄，價值，保證及社會及環境責任。評估將嚴格並持續地進行。本集團亦會安排定期訪問，並定期與供應商溝通，以不斷更新供應商的最新業務情況，以避免事故發生。為確保供應充足，本集團與供應商保持緊密聯繫，並設有後備供應商名單。

### 公平及公開採購

本集團致力於促進公平和公開競爭，旨在與供應商建立相互信任的長期關係。本集團確保參與採購過程的各方公平、誠實和真誠地參與。在採購過程中，與特定供應商關係密切的員工和任何一方將被排除在外。

## B6. 產品責任

### 一般披露

客戶的滿意度是本集團可持續發展的基石。從供應商處採購的方式符合最高道德標準，以確保我們在分銷前獲得的產品得到充分檢查。供應商行為準則有助於確保產品在任何時間都保持高質量，以獲得客戶，供應商和公眾的信任。

回顧年內，本集團並不知悉任何嚴重違反對本集團有重大影響的廣告、標籤與提供的產品和服務有關的隱私事項和補救方法任何法律及法規，包括但不限於香港《個人資料(私隱)條例》。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Customer Privacy Protection

The Group respects the values and rights of the customers' information assets, and is committed to abide by the related laws and regulations in terms of consumer data privacy to ensure customers' information are protected. Information collected would only be used for the purposed authorized by customers in the first place to ensure the use of information is consistent with those identified in the contract. The Group prohibits the provision of consumer information to a third party without authorization from the customers. All collected personal data is treated confidentially and kept securely, accessible by designated personnel only.

All computers together with backup services are equipped with security features which require password access to information stored on the hard disk or server. The IT Department has also set obstruction between office and commercial net to prevent exportation, copy, and unauthorized data use. Through internal trainings and confidential agreements with employees, the Group emphasizes confidentiality obligations and the legal consequences of any breaches of obligations.

### Quality Management

We have established a Quality Management System in accordance with the requirements of ISO 9001 to develop a sustainable performance-oriented culture to pursue continuous improvement on quality rather than adopting a short-term and project-based approach.

To ensure our services are complied with required standards, quality plans will be prepared for each project, setting out requirements for quality control, inspection and testing, process implementation and verification. The quality plan will be updated as necessary.

### IP Rights

To protect third party IP rights and comply with relevant licensing terms when software is used, employees are prohibited from duplicating, installing, or using software in violation of its copyright or license terms as part of the Group's information security policy. Employees in violation of the policy will be subject to disciplinary action. The Group will also notify the manufacturers if any illegal or unauthorised use of their hardware and/or software is noticed.

### 客戶隱私保護

本集團尊重客戶信息資產的價值和權利，並承諾遵守消費者數據隱私方面的相關法律及法規，確保客戶信息得到保護。收集的信息首先僅用於客戶授權的目的，以確保信息的用途與合約中所訂者一致。本集團禁止未經客戶授權向第三方提供消費者信息。所有收集的個人數據都經過保密處理並妥善保管，只能由指定人員訪問。

所有電腦連同備份服務設有保安功能，需要密碼方能存取硬碟或伺服器儲存之資料。資訊科技部門還在辦公室和商業網之間設置了防火牆，以防止輸出、複製和未經授權的數據使用。通過內部培訓和與員工的保密協議，本集團強調保密義務以及任何違反義務的法律後果。

### 質量管理

我們已根據 ISO 9001 的要求建立了質量管理體系，以發展可持續的表現為本文化，以追求質量的持續改進，而不是採用短期和以項目為基礎的方法。

為確保我們的服務符合要求的標準，將為每個項目準備質量計劃、制定質量控制要求、檢查和測試、流程實施和驗證的要求，質量計劃將根據需要進行更新。

### 知識產權權利

為了保護第三方知識產權並在使用軟件時遵守相關許可條款，員工不得在違反其版權或許可條款的情況下複製、安裝或使用軟件，作為本集團信息安全政策的一部分。違反政策的員工將受到紀律處分，如果注意到任何非法或未經授權地使用硬件和/或軟件，本集團也將通知製造商。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Privacy Protection

We recognise the protection of business partners' privacy is the key for our success. Therefore, protecting and maintaining business partners' privacy always remain in the first priority of the Group. We have established security measures to provide adequate protection and encryption for all data and information upon operation. At the same time, we have established strict policies for the collection and use of personal data.

### Advertising and Labelling

Due to the Group's business nature, the business operation of the Group does not involve in any advertising and labelling related matters.

## B7. Anti-corruption

### General Disclosure

To maintain a fair, ethical and efficient business and working environment, the Group strictly adheres to the laws and regulations relating to anti-corruption and bribery as set out by the government of Hong Kong. The Group values and upholds integrity, honesty and fairness in how we conduct businesses, therefore formulating the Anti-corruption Policy, as stipulated in the Employee Handbook, to manage fraudulent practices.

During the year under review, the Group did not notify any material non-compliance with relevant laws and regulations of bribery, extortion, fraud and money laundering, including but not limited to Prevention of Bribery Ordinance of Hong Kong.

### Internal Control

The Group has adopted Code of Conduct in the Group's Employee Handbook that includes provision for conflicts of interest, privacy and confidentiality of information, due diligence, bribery and anti-corruption. As spell out in the Employee Handbook, employees should not offer, solicit or accept anything of material value to or from their colleagues, customers, suppliers or other business partners of the Group unless the Group has given its consent. The Group also provides anti-bribery and corruption training courses to its employees regularly. All employees are expected to discharge their duties with integrity, to act fairly and professionally, and to abstain from involving in any bribery activities or activities that might exploit their positions against the Group's interests. Employees who breach anti-corruption policy will face disciplinary action, which could result in dismissal for serious misconduct.

### 隱私保護

我們意識到保護合作夥伴的隱私是我們成功的關鍵。因此，保護和維護合作夥伴隱私始終是本集團的首要任務。我們已經建立了安全措施，以便在操作時為所有數據和信息提供充分的保護和加密。與此同時，我們制定了嚴格的個人數據收集和使用政策。

### 廣告和標籤

由於本集團的業務性質，本集團的業務營運不涉及任何廣告及標籤相關事宜。

## B7. 反貪污

### 一般披露

為維持公平、合乎道德及有效率的業務及營運環境，本集團嚴格遵守香港政府制定的有關反貪污及賄賂的法律及法規。本集團重視並維護我們進行業務時的誠信、誠實和公平，因此制定了員工手冊中規定的反腐敗政策，以管理欺詐行為。

回顧年內，本集團並不知悉任何嚴重違反對本集團造成重大影響的賄賂、勒索、欺詐和洗錢相關的法律及法規的情況，包括但不限於香港《防止賄賂條例》。

### 內部監控

本集團已採取本集團員工手冊中的行為準則，其中包括利益衝突、隱私和信息保密，盡職調查、賄賂和反貪污的規定。正如員工手冊中所述，員工不得向本集團的同事、客戶、供應商或其他業務合作夥伴提供、索取或接受任何實質性的價值，除非本集團已同意。本集團亦定期向員工提供反賄賂及貪污訓練課程，期望所有員工以誠信履行其職責，公平和專業地行事，並且避免參與任何賄賂活動或利用其職位違背本集團利益的活動。違反反腐敗政策的員工將面臨紀律處分，可能導致因嚴重不當行為而被解僱。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### B8. Community Investment

#### General Disclosure

The Group is committed to embolden and support the public by the means of social participation and contribution as part of its strategic development, and to nurture the corporate culture and practices of corporate citizen in the daily work life. We aim to promote the stability of the society, and support underprivileged on rehabilitation to improve the quality of life. We also focus to inspire our employees towards social welfare concerns. We would embrace the human capital into the social management strategies to sustain our corporate social responsibility as a part of the strategic development of the Group.

#### Community Participation

We participate in community activities, for example donations, volunteering services, and sponsorships to help the needy in the society. To have a better understanding of the needs in the society and strengthen the connections with local communities, we regularly communicate with local charities.

During the year under review, the Group has made donation to the Vocational Training Council (“VTC”) to support for the education and development of the future workforce. It has supported for the Sponsorship of VTC Design Education Fund 2018/19 and Sponsorship for Industrial Attachment Scholarship 2019/20 for HK\$10,000 each. The fund can reward for the excellent students and support for the work of the poor students to further study.

### B8. 社區投資

#### 一般披露

本集團致力於通過社會參與和貢獻作為其戰略發展的一部分，鼓勵和支持公眾，並在日常工作生活中培養企業公民的企業文化和實踐。我們的目標是促進社會的穩定，支持弱勢群體的康復，以提高生活質素。我們還致力於激勵員工解決社會福利問題。我們會將人力資本納入社會管理策略，以維持我們的企業社會責任，作為本集團策略發展的一部分。

#### 社區參與

我們積極參與社區活動，例如捐贈，志願服務和贊助，以幫助社會上有需要的人。為了更了解社會需求並加強與當地社區的聯繫，我們定期與當地慈善機構進行溝通。

回顧年內，本集團已向職業訓練局（「職業訓練局」）捐款，以支持未來勞動人口的教育和發展。它支持贊助職業訓練局設計教育基金2018/19和贊助工業附屬獎學金2019/20，每項10,000港元。該基金可以獎勵優秀學生和支持貧困學生的工作進一步學習。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### THE ESG REPORTING GUIDE CONTENT INDEX OF THE STOCK EXCHANGE OF HONG KONG LIMITED

### 香港聯合交易所有限公司的《環境、社會及管治報告指引》內容索引表

| Aspects, General Disclosures and KPIs<br>層面、一般披露及關鍵績效指標       | Description<br>描述   | Section/Declaration<br>章節／聲明   |
|---|---|--|
| <b>Aspect A1: Emissions</b><br>層面A1：排放物                       |   |  |
| General Disclosure<br>一般披露                                    | Information on:<br><br>(a) the policies; and<br><br>(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to Exhaust Gas and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.<br>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： | Emissions<br><br>排放物   |
| KPI A1.1<br>("comply or explain")<br>關鍵績效指標A1.1<br>([不遵守就解釋]) | The types of emissions and respective emissions data.<br>排放物種類及相關排放數據。  | Emissions – Air Emissions, GHG Emissions, Waste Management<br>排放物—氣體排放、溫室氣體排放、廢物管理 |
| KPI A1.2<br>("comply or explain")<br>關鍵績效指標A1.2<br>([不遵守就解釋]) | GHG emissions in total (in tonnes) and intensity.<br>溫室氣體總排放量(以噸計算)及密度。   | Emissions – GHG Emissions<br>排放物—溫室氣體排放  |
| KPI A1.3<br>("comply or explain")<br>關鍵績效指標A1.3<br>([不遵守就解釋]) | Total hazardous waste produced (in tonnes) and intensity.<br>所產生有害廢棄物總量(以噸計算)及密度。   | Not applicable – Explained<br>不適用—已解釋  |
| KPI A1.4<br>("comply or explain")<br>關鍵績效指標A1.4<br>([不遵守就解釋]) | Total non-hazardous waste produced (in tonnes) and intensity.<br>所產生無害廢棄物總量(以噸計算)及密度。   | Emissions – Waste Management<br>排放物—廢物處理   |
| KPI A1.5<br>("comply or explain")<br>關鍵績效指標A1.5<br>([不遵守就解釋]) | Description of reduction initiatives and results achieved.<br>描述減低排放量的措施及所得成果。  | Emissions – GHG Emissions<br>排放物—溫室氣體排放  |

# Environmental, Social and Governance Report

## 環境、社會及管治報告

| Aspects, General Disclosures and KPIs<br>層面、一般披露及關鍵績效指標        | Description<br>描述   | Section/Declaration<br>章節／聲明                      |
|--|---|---|
| KPI A1.6<br>("comply or explain")<br>關鍵績效指標 A1.6<br>(「不遵守就解釋」) | Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved.<br>描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。                            | Emissions – Waste Management<br>排放物－廢物處理          |
| <b>Aspect A2: Use of Resources</b><br>層面 A2：資源使用               |   |   |
| General Disclosure<br>一般披露                                     | Policies on the efficient use of resources, including energy, water and other raw materials.<br>有效使用資源(包括能源、水及其他原材料)的政策。  | Use of Resources<br>資源使用                          |
| KPI A2.1<br>("comply or explain")<br>關鍵績效指標 A2.1<br>(「不遵守就解釋」) | Direct and/or indirect energy consumption by type in total and intensity.<br>按類型劃分的直接及／或間接能源總耗量及密度。   | Use of Resources – Energy Management<br>資源使用－用電管理 |
| KPI A2.2<br>("comply or explain")<br>關鍵績效指標 A2.2<br>(「不遵守就解釋」) | Water consumption in total and intensity.<br>總耗水量及密度。   | Use of Resources – Water Management<br>資源使用－用水管理  |
| KPI A2.3<br>("comply or explain")<br>關鍵績效指標 A2.3<br>(「不遵守就解釋」) | Description of energy use efficiency initiatives and results achieved.<br>描述能源使用效益計劃及所得成果。  | Use of Resources – Energy Management<br>資源使用－用電管理 |
| KPI A2.4<br>("comply or explain")<br>關鍵績效指標 A2.4<br>(「不遵守就解釋」) | Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved.<br>描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。 | Use of Resources – Water Management<br>資源使用－能源管理  |
| KPI A2.5<br>("comply or explain")<br>關鍵績效指標 A2.5<br>(「不遵守就解釋」) | Total packaging material used for finished products (in tonnes) and with reference to per unit produced.<br>製成品所用包裝材料的總量(以噸計算)及每生產單位佔量。                                     | Not applicable – Explained<br>不適用－已解釋             |

# Environmental, Social and Governance Report

## 環境、社會及管治報告

| Aspects, General Disclosures and KPIs<br>層面、一般披露及關鍵績效指標                  | Description<br>描述   | Section/Declaration<br>章節／聲明                     |
|--|---|--|
| <b>Aspect A3: The Environment and Natural Resources</b><br>層面 A3：環境及天然資源 |   |  |
| General Disclosure<br>一般披露   | Policies on minimizing the issuer's significant impact on the environment and natural resources.<br>減低發行人對環境及天然資源造成重大影響的政策。   | The Environment and Natural Resources<br>環境及天然資源 |
| KPI A3.1<br>("comply or explain")<br>關鍵績效指標 A3.1<br>("不遵守就解釋")           | Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.<br>描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。  | The Environment and Natural Resources<br>環境及天然資源 |
| <b>Aspect B1: Employment</b><br>層面 B1：僱傭                                 |   |  |
| General Disclosure<br>一般披露   | Information on:<br><br>(a) the policies; and<br><br>(b) 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, antidiscrimination, and other benefits and welfare.<br>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： | Employment<br><br><br><br><br><br><br><br>僱傭     |
|  | (a) 政策；及  |  |
|  | (b) 遵守對發行人有重大影響的相關法律及規例的資料。   |  |

# Environmental, Social and Governance Report

## 環境、社會及管治報告

| Aspects, General Disclosures and KPIs<br>層面、一般披露及關鍵績效指標   | Description<br>描述   | Section/Declaration<br>章節／聲明               |
|---|---|--|
| <b>Aspect B2: Health and Safety</b><br>層面 B2：健康與安全        |   |  |
| General Disclosure<br>一般披露                                | Information on:<br><br>(a) the policies; and<br><br>(b) 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.<br>有關提供安全工作環境及保障僱員避免職業性危害的： | Health and Safety<br><br><br><br><br>健康與安全 |
|   | (a) 政策；及  |  |
|   | (b) 遵守對發行人有重大影響的相關法律及規例的資料。   |  |
| <b>Aspect B3: Development and Training</b><br>層面 B3：發展及培訓 |   |  |
| General Disclosure<br>一般披露                                | Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.<br>有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。  | Development and Training<br><br><br>發展與培訓  |
| <b>Aspect B4: Labour Standards</b><br>層面 B4：勞工準則          |   |  |
| General Disclosure<br>一般披露                                | Information on:<br><br>(a) the policies; and<br><br>(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.<br>有關防止童工或強制勞工的：   | Labour Standards<br><br><br><br><br>勞工準則   |
|   | (a) 政策；及  |  |
|   | (b) 遵守對發行人有重大影響的相關法律及規例的資料。   |  |
| <b>Aspect B5: Supply Chain Management</b><br>層面 B5：供應鏈管理  |   |  |
| General Disclosure<br>一般披露                                | Policies on managing environmental and social risks of the supply chain.<br>管理供應鏈的環境及社會風險政策。  | Supply Chain Management<br><br>供應鏈管理       |



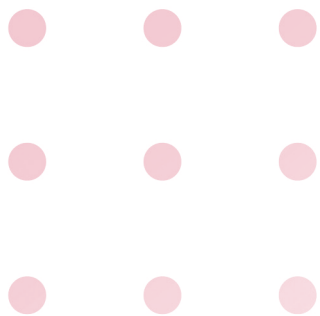
# Environmental, Social and Governance Report

## 環境、社會及管治報告

| Aspects, General Disclosures and KPIs<br>層面、一般披露及關鍵績效指標 | Description<br>描述  | Section/Declaration<br>章節／聲明   |
|---|--|--------------------------------|
| <b>Aspect B6: Product Responsibility</b><br>層面 B6：產品責任  |  |                                |
| General Disclosure<br>一般披露                              | Information on:<br><br>(a) the policies; and<br><br>(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.<br>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： | Product Responsibility<br>產品責任 |
|   | (a) 政策；及   |                                |
|   | (b) 遵守對發行人有重大影響的相關法律及規例的資料。  |                                |
| <b>Aspect B7: Anti-corruption</b><br>層面 B7：反貪污          |  |                                |
| General Disclosure<br>一般披露                              | Information on:<br><br>(a) the policies; and<br><br>(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.<br>有關防止賄賂、勒索、欺詐及洗黑錢的：   | Anti-corruption<br>反貪污         |
|   | (a) 政策；及   |                                |
|   | (b) 遵守對發行人有重大影響的相關法律及規例的資料。  |                                |
| <b>Aspect B8: Community Investment</b><br>層面 B8：社區投資    |  |                                |
| General Disclosure<br>一般披露                              | 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.<br>有關以社區參與來瞭解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。  | Community Investment<br>社區投資   |

# INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



# Independent Auditor's Report

## 獨立核數師報告



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**To the shareholders of AV Concept Holdings Limited**  
(Incorporated in the Cayman Islands with limited liability)

**致 AV Concept Holdings Limited**  
(於開曼群島註冊成立之有限公司)  
股東

### OPINION

We have audited the consolidated financial statements of AV Concept Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 81 to 211, which comprise the consolidated statement of financial position as at 31 March 2019, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

### BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("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.

### 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.

### 意見

我們已審計載於第81頁至第211頁的AV Concept Holdings Limited (「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，當中包括二零一九年三月三十一日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合全面收入報表、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(包括主要會計政策摘要)。

我們認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實公平地反映貴集團於二零一九年三月三十一日的綜合財務狀況以及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露規定妥為編製。

### 意見基準

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計。我們於該等準則下的責任於本報告「核數師就審計綜合財務報表須承擔的責任」一節進一步闡述。按照香港會計師公會的「專業會計師道德守則」(「守則」)，我們獨立於貴集團，並已按照守則履行其他道德責任。我們相信，我們所獲得的審計憑證充分且適當地為我們的意見提供基礎。

### 關鍵審計事項

關鍵審計事項為根據我們的專業判斷，對我們審計本期間綜合財務報表最為重要的事項。此等事項於我們審計綜合財務報表及就此出具意見時一併處理，而我們不會就此等事宜另行提供意見。我們於審計過程中如何處理下文所述各事項的描述以此為基準提供。

# Independent Auditor's Report

## 獨立核數師報告

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須承擔的責任一節所述的責任，包括有關此等事項的責任。因此，我們的審計工作包括執行專為應對我們對綜合財務報表出現重大錯誤陳述的風險的評估而設的程序。我們的審計程序（包括為處理下列事項而執行的程序）的結果為我們對隨附綜合財務報表的審計意見提供基礎。

### Key audit matter 關鍵審計事項

### How our audit addressed the key audit matter 我們的審計如何處理關鍵審計事項

#### Estimation of fair values of investment properties 投資物業公平價值估計

As at 31 March 2019, the Group's investment properties measured at fair value amounted to approximately HK\$126 million, with the corresponding fair value changes recognised in the statement of profit or loss. The valuation process is inherently subjective, and dependent on estimation of adjusted unit price. The Group has engaged an independent valuer to value the investment properties at the end of the reporting period.

We evaluated the competence, capabilities and objectivity of the independent valuer engaged by the Group. We also obtained valuation reports prepared by the independent valuer, understood the work of the independent valuer and evaluated its work by assessing the relevance, completeness and accuracy of the data used as inputs for the valuation, and assessing the major assumptions and methodologies adopted in the valuation by checking to the price of similar properties. We also involved our internal valuation expert to assist us in evaluating the major assumptions and methodologies of the valuation of certain investment properties held by the Group.

The significant accounting judgements and estimates and disclosures about fair values of investment properties are included in notes 3 and 13 to the consolidated financial statements.

於二零一九年三月三十一日，貴集團按公平價值計量的投資物業約為126,000,000港元，而相應公平價值變動於損益表內確認。估值程序本身具有主觀性，並須依賴估計經調整單位價格。貴集團已委聘獨立估值師於報告期末為投資物業進行估值。

我們已評估 貴集團委聘的獨立估值師是否勝任、其能力是否足夠及是否客觀。我們亦已取得獨立估值師編製的估值報告及了解獨立估值師的工作，並透過評估用作估值輸入值的數據是否相關、完整及準確，評價獨立估值師的工作，以及查核類似物業的價格，以評估估值採用的主要假設及方法。我們亦動員內部估值專家協助評估 貴集團所持若干投資物業的主要假設及估值方法。

主要會計判斷及估計以及有關投資物業公平價值的披露資料載於綜合財務報表附註3及13。

# Independent Auditor's Report

## 獨立核數師報告

### Key audit matter 關鍵審計事項

#### Valuation of unlisted investments at fair value through profit or loss

透過損益按公平價值列賬的非上市投資估值

The Group has unlisted investments at fair value through profit or loss which are measured at fair value. As at 31 March 2019, the unlisted investments at fair value through profit or loss amounting to HK\$54,638,000 were categorised as Level 3 within the fair value hierarchy, representing 4.9% of the Group's net assets. For Level 3 valuation, the Group has applied valuation techniques to determine the fair value of the unlisted investments at fair value through profit or loss that are not quoted in active markets. These valuation techniques, in particular those that included significant unobservable inputs, involved subjective judgements and assumptions. The sensitivity of the assumptions used may have material impact on the valuation of these unlisted investments at fair value through profit or loss.

The significant accounting judgements and estimates and fair value measurements of financial instruments are disclosed in notes 3 and 39 to the consolidated financial statements.

貴集團擁有透過損益按公平價值列賬的非上市投資，該等投資均按公平價值計量。於二零一九年三月三十一日，透過損益按公平價值列賬的非上市投資54,638,000港元被歸入公平價值等級架構的第三層，相當於貴集團資產淨值的4.9%。對於第三層估值，貴集團已採用估值技術釐定並無於活躍市場報價並透過損益按公平價值列賬的非上市投資的公平價值。該等估值技術（尤其是當中包括重大不可觀察輸入值的技術）涉及主觀判斷及假設。所用假設的敏感度可能會對該等透過損益按公平價值列賬的非上市投資的估值產生重大影響。

主要會計判斷及估計以及金融工具的公平價值計量於綜合財務報表附註3及39披露。

### How our audit addressed the key audit matter 我們的審計如何處理關鍵審計事項

We evaluated the competence, capabilities and objectivity of the independent valuer engaged by the Group. We obtained and reviewed the subscription agreements, insurance statements or sales and purchase agreements of the unlisted investments. We focused on valuation methodologies and assumptions used for the valuation of financial instruments that were categorised as Level 3 within the fair value hierarchy. We, with the assistance of our valuation specialists, evaluated the valuation techniques, inputs and assumptions, such as market comparables, discount rates, volatility, through comparison with the valuation methodologies that are commonly used in the market and checking unobservable inputs used against available market information.

We assessed the adequacy of the related disclosures in the notes to the consolidated financial statements.

我們已評估貴集團委聘的獨立估值師是否勝任、其能力是否足夠及是否客觀。我們已取得並審閱非上市投資的認購協議、保險報告或買賣協議。我們聚焦於歸入公平價值等級架構第三層的金融工具估值所用的估值方法及假設。我們在估值專家協助下已透過比較市場普遍使用的估值方法，並檢查可得市場資料所用的不可觀察輸入值評價估值技術、輸入值及假設（例如市場比較資料、貼現率、波幅）。

我們已評估綜合財務報表附註內的相關披露資料是否充足。

# Independent Auditor's Report

## 獨立核數師報告

### Key audit matter 關鍵審計事項

#### Provision against inventories 存貨撥備

As at 31 March 2019, the net inventories balance of the Group amounted to HK\$62 million.

The Group is engaged in the marketing and distribution of electronic components and design, development and sale of electronic products, which are subject to changing market demands and market competition. Management judgement is required for assessing the appropriate level of inventory provision in light of the current challenging business environment.

The significant accounting judgements and estimates and disclosures of the provision and the balance of inventories are included in notes 3, 6 and 20 to the consolidated financial statements.

於二零一九年三月三十一日，貴集團的存貨結餘淨值為62,000,000港元。

貴集團從事電子元件的市場推廣及分銷以及電子產品的設計、開發及銷售，受市場需求轉變及市場競爭影響。鑑於現時營商環境挑戰重重，管理層於評估存貨撥備合適水平時須作出判斷。

主要會計判斷及估計以及有關存貨撥備及結餘之披露資料載於綜合財務報表附註3、6及20。

### 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 the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

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

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

### How our audit addressed the key audit matter 我們的審計如何處理關鍵審計事項

We understood and evaluated the basis which management used in estimating the level of provision for inventories by considering the stock ageing as at 31 March 2019 and the subsequent sales after year ended 31 March 2019. We also compared the carrying amount of the inventories, on a sample basis, to their net realisable value through review of sales of the inventories subsequent to the year end.

我們已透過考慮於二零一九年三月三十一日的庫存賬齡及截至二零一九年三月三十一日止年度後的期後銷售，了解並評估管理層用以估計存貨撥備水平的基準。我們亦已透過審閱年結日後的存貨銷售情況，抽樣比較存貨的賬面值與其可變現淨值。

### 年報所載的其他資料

貴公司董事須就其他資料負責。其他資料包括年報所載的資料，惟不包括綜合財務報表及我們就此發出的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不就其他資料發表任何形式的鑒證結論。

在我們審計綜合財務報表方面，我們的責任為閱覽其他資料，而在此過程中，我們會考慮其他資料是否與綜合財務報表或我們在審計過程中瞭解的情況嚴重不符，或是否似乎存在重大錯誤陳述。基於我們已進行的工作，如我們認為其他資料存在重大錯誤陳述，則我們須報告有關事實。就此而言，我們並無任何報告。

# Independent Auditor's Report

## 獨立核數師報告

### RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

In preparing the consolidated financial statements, the directors 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.

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

### 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, 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 HKSAAs 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.

### 董事就綜合財務報表須承擔的責任

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

編製綜合財務報表時，貴公司董事須負責評估貴集團是否有能力繼續持續經營、披露（如適用）與持續經營相關的事項，並使用持續經營會計法，除非擬將貴集團清盤或終止經營貴集團，或除此之外並無實質替代方案，則作別論。

貴公司董事在審核委員會協助下履行其監督貴集團財務申報過程的責任。

### 核數師就審計綜合財務報表須承擔的責任

我們的目標為合理確定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，並發出包含我們意見的核數師報告。我們的報告僅向整體股東作出，除此以外不可作其他用途。我們概不就本報告的內容對任何其他人士負責或承擔法律責任。

合理鑒證屬高層次鑒證，但不能擔保按照香港審計準則進行的審計工作總能發現存有的重大錯誤陳述。錯誤陳述可源於欺詐或錯誤，倘個別或整體在合理預期情況下可影響使用者基於本綜合財務報表作出的經濟決定，則被視為重大錯誤陳述。

# Independent Auditor's Report

## 獨立核數師報告

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with 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.

作為按照香港審計準則進行審計工作一環，我們運用專業判斷，在整個審計過程中抱持專業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述的風險，因應此等風險設計及執行審計程序，以及取得充足和適當的審計憑證以為我們的意見提供基礎。由於欺詐可能涉及合謀串通、偽造、故意遺漏、失實陳述或凌駕內部監控，因此未能發現由此造成的重大錯誤陳述的風險較未能發現因錯誤而導致的重大錯誤陳述的風險為高。
- 瞭解與審計有關的內部監控，以設計適當審計程序，惟並非旨在對貴集團內部監控的成效發表意見。
- 評價董事所用會計政策是否合適，以及董事所作會計估計及相關披露是否合理。
- 對董事採用持續經營會計基準是否合適作出結論，並依照所得的審計憑證，決定是否存在與事件或情況有關的重大不明朗因素，而可能對貴集團持續經營的能力構成重大疑慮。倘我們認為存在重大不明朗因素，則須於核數師報告內促請注意綜合財務報表內的相關披露資料，而倘有關披露資料不足，則須修改我們的意見。我們的結論建基於截至核數師報告日期為止所獲得的審計憑證。然而，未來事件或情況可能導致貴集團無法繼續持續經營。
- 評價綜合財務報表（包括資料披露）的整體列報方式、架構及內容，以及綜合財務報表是否已公平地列報相關交易及事件。
- 就貴集團內各實體或業務活動的財務資料獲得充足和適當的審計憑證，以就綜合財務報表發表意見。我們負責指導、監督及執行集團審計工作。我們為我們的審計意見承擔全部責任。

我們與審核委員會溝通（其中包括）計劃審計範圍及時間安排以及重大審計發現，包括我們在審計過程中識別出的重大內部監控缺失。



# Independent Auditor's Report

## 獨立核數師報告

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

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

The engagement partner on the audit resulting in this independent auditor's report is Ip Hing Lam.

**Ernst & Young**  
*Certified Public Accountants*  
Hong Kong  
26 June 2019

我們亦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，並與彼等溝通所有可能合理地被認為會影響我們獨立性的關係及其他事項，以及（如適用）相關防範措施。

從與審核委員會溝通的事項中，我們決定對審計本期間綜合財務報表最為重要的事項，因而構成關鍵審計事項。我們於我們的核數師報告內說明該等事項，除非法律或規例禁止公開披露有關事項，或在極其罕見的情況下，若合理預期在我們報告內指出某事項所造成的負面後果將會超過其產生的公眾利益，則我們不會在報告內指出該事項。

本獨立核數師報告的審計項目合夥人為葉慶霖。

**安永會計師事務所**  
*執業會計師*  
香港  
二零一九年六月二十六日

# Consolidated Statement of Profit or Loss

## 綜合損益表

Year ended 31 March 2019 截至二零一九年三月三十一日止年度

|   |                            |    | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|---|----------------------------|----|----------------------------------|----------------------------------|
| <b>REVENUE</b>  | 收益                         | 5  | <b>1,698,796</b>                 | 1,662,878                        |
| Cost of sales   | 銷售成本                       |    | <b>(1,673,533)</b>               | (1,623,512)                      |
| Gross profit  | 毛利                         |    | <b>25,263</b>                    | 39,366                           |
| Other income and gains  | 其他收入及收益                    | 5  | <b>14,737</b>                    | 14,042                           |
| Changes in fair value of investment properties                                  | 投資物業公平價值之變動                | 13 | <b>1,515</b>                     | 6,716                            |
| Selling and distribution expenses   | 銷售及分銷費用                    |    | <b>(17,684)</b>                  | (12,526)                         |
| Administrative expenses   | 行政費用                       |    | <b>(81,736)</b>                  | (83,419)                         |
| Fair value gains/(losses), net:   | 公平價值收益/(虧損)淨額：             |    |                                  |                                  |
| Equity investments at fair value through profit or loss                         | 透過損益按公平價值列賬之股本投資           |    |                                  |                                  |
| – held for trading  | – 持作買賣                     |    | –                                | 555                              |
| – designated as such upon initial recognition                                   | – 於初始確認時指定為此類別             |    | –                                | (59,164)                         |
| Fair value losses on financial assets at fair value through profit or loss, net | 透過損益按公平價值列賬之金融資產之公平價值虧損，淨額 |    | <b>(28,501)</b>                  | –                                |
| Gain on disposal of an available-for-sale investment                            | 出售一項可供出售投資之收益              |    | –                                | 128,918                          |
| Other expenses, net   | 其他費用淨額                     |    | <b>(17,861)</b>                  | (26,708)                         |
| Finance costs   | 融資成本                       | 7  | <b>(6,478)</b>                   | (4,737)                          |
| Share of profits and losses of:   | 分佔溢利及虧損：                   |    |                                  |                                  |
| Joint ventures  | 合營企業                       |    | <b>166,655</b>                   | 160,199                          |
| Associates  | 聯營公司                       |    | <b>(303)</b>                     | 448                              |
| <b>PROFIT BEFORE TAX</b>  | 除稅前溢利                      | 6  | <b>55,607</b>                    | 163,690                          |
| Income tax  | 所得稅                        | 9  | <b>(414)</b>                     | (801)                            |
| <b>PROFIT FOR THE YEAR</b>  | 年內溢利                       |    | <b>55,193</b>                    | 162,889                          |
| Attributable to:  | 以下人士應佔：                    |    |                                  |                                  |
| Owners of the Company   | 本公司擁有人                     |    | <b>57,278</b>                    | 163,267                          |
| Non-controlling interests   | 非控股權益                      |    | <b>(2,085)</b>                   | (378)                            |
|   |                            |    | <b>55,193</b>                    | 162,889                          |
| <b>EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>                 | 本公司擁有人應佔每股盈利               |    |                                  |                                  |
| Basic   | 基本                         | 11 | <b>HK6.30 cent 港仙</b>            | HK17.61 cent 港仙                  |
| Diluted   | 攤薄                         |    | <b>HK6.30 cent 港仙</b>            | HK17.60 cent 港仙                  |

# Consolidated Statement of Comprehensive Income

## 綜合全面收入報表

Year ended 31 March 2019 截至二零一九年三月三十一日止年度

|  |                                       | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|--|---------------------------------------|----------------------------------|----------------------------------|
| <b>PROFIT FOR THE YEAR</b>   | 年內溢利                                  | <b>55,193</b>                    | 162,889                          |
| <b>OTHER COMPREHENSIVE INCOME/<br/>(LOSS)</b>  | 其他全面收入／(虧損)                           |                                  |                                  |
| Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:  | 於往後期間可能重新分類至損益之其他全面收入／(虧損)：           |                                  |                                  |
| Available-for-sale investments:  | 可供出售投資：                               |                                  |                                  |
| Changes in fair value  | 公平價值變動                                | -                                | (17,651)                         |
| Release of revaluation reserve upon disposal of an available-for-sale investment   | 出售一項可供出售投資時撥回重估儲備                     | -                                | (128,918)                        |
|  |                                       | -                                | (146,569)                        |
| Exchange differences on translation of foreign operations  | 換算海外業務時產生之匯兌差額                        | <b>(4,483)</b>                   | 7,658                            |
| <b>NET OTHER COMPREHENSIVE LOSS THAT MAY BE RECLASSIFIED TO PROFIT OR LOSS IN SUBSEQUENT PERIODS AND OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX</b> | 於往後期間可能重新分類至損益之其他全面虧損淨額及年內其他全面虧損，扣除稅項 | <b>(4,483)</b>                   | (138,911)                        |
| <b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>   | 年內全面收入總額                              | <b>50,710</b>                    | 23,978                           |
| Attributable to:   | 以下人士應佔：                               |                                  |                                  |
| Owners of the Company  | 本公司擁有人                                | <b>52,818</b>                    | 24,356                           |
| Non-controlling interests  | 非控股權益                                 | <b>(2,108)</b>                   | (378)                            |
|  |                                       | <b>50,710</b>                    | 23,978                           |

# Consolidated Statement of Financial Position

## 綜合財務狀況表

31 March 2019 二零一九年三月三十一日

|  |                      |             | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|--|----------------------|-------------|----------------------------------|----------------------------------|
|  |                      | Notes<br>附註 |                                  |                                  |
| <b>NON-CURRENT ASSETS</b>                                  |                      |             |                                  |                                  |
|  | <b>非流動資產</b>         |             |                                  |                                  |
| Property, plant and equipment                              | 物業、廠房及設備             | 12          | 39,594                           | 46,055                           |
| Investment properties                                      | 投資物業                 | 13          | 125,798                          | 125,673                          |
| Goodwill   | 商譽                   | 14          | –                                | –                                |
| Other intangible assets                                    | 其他無形資產               | 15          | 4,234                            | 4,160                            |
| Investments in joint ventures                              | 於合營企業之投資             | 16          | 723,034                          | 619,544                          |
| Investments in associates                                  | 於聯營公司之投資             | 17          | 1,698                            | 1,148                            |
| Available-for-sale investments                             | 可供出售投資               | 18          | –                                | 22,353                           |
| Financial assets at fair value through<br>profit or loss   | 透過損益按公平價值列賬之<br>金融資產 | 19          | 23,110                           | –                                |
| Deposits   | 按金                   | 22          | 2,178                            | 198                              |
| Pledged time deposits                                      | 有抵押定期存款              | 24          | –                                | 2,623                            |
| <b>Total non-current assets</b>                            | <b>非流動資產總值</b>       |             | <b>919,646</b>                   | <b>821,754</b>                   |
| <b>CURRENT ASSETS</b>                                      |                      |             |                                  |                                  |
|  | <b>流動資產</b>          |             |                                  |                                  |
| Inventories  | 存貨                   | 20          | 62,219                           | 160,176                          |
| Trade receivables  | 應收貿易賬款               | 21          | 70,937                           | 67,967                           |
| Due from associates  | 應收聯營公司款項             | 17          | 115                              | 359                              |
| Prepayments, deposits and other receivables                | 預付款項、按金及其他應收款項       | 22          | 40,462                           | 22,389                           |
| Equity investments at fair value through<br>profit or loss | 透過損益按公平價值列賬之<br>股本投資 | 23          | –                                | 99,265                           |
| Financial assets at fair value through<br>profit or loss   | 透過損益按公平價值列賬之<br>金融資產 | 19          | 117,648                          | –                                |
| Tax recoverable  | 可收回稅項                |             | 2                                | 2                                |
| Cash and cash equivalents                                  | 現金及等同現金項目            | 24          | 105,989                          | 233,887                          |
| <b>Total current assets</b>                                | <b>流動資產總值</b>        |             | <b>397,372</b>                   | <b>584,045</b>                   |

# Consolidated Statement of Financial Position

## 綜合財務狀況表

31 March 2019 二零一九年三月三十一日

|  | Notes<br>附註 | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|--|-------------|----------------------------------|----------------------------------|
| <b>CURRENT LIABILITIES</b>                             |             |                                  |                                  |
| Trade payables, deposits received and accrued expenses | 25          | 48,159                           | 128,338                          |
| Contract liabilities                                   | 26          | 16,298                           | –                                |
| Interest-bearing bank borrowings                       | 27          | 72,366                           | 129,658                          |
| Finance lease payables                                 | 28          | 1,439                            | 820                              |
| Tax payable  |             | 126                              | 494                              |
| Financial guarantee obligation                         | 29          | 46,160                           | 39,575                           |
| <b>Total current liabilities</b>                       |             | <b>184,548</b>                   | <b>298,885</b>                   |
| <b>NET CURRENT ASSETS</b>                              |             | <b>212,824</b>                   | <b>285,160</b>                   |
| <b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>           |             | <b>1,132,470</b>                 | <b>1,106,914</b>                 |
| <b>NON-CURRENT LIABILITIES</b>                         |             |                                  |                                  |
| Interest-bearing bank borrowing                        | 27          | –                                | 4,441                            |
| Finance lease payables                                 | 28          | 2,720                            | 1,726                            |
| Deferred tax liabilities                               | 30          | 14,157                           | 14,021                           |
| <b>Total non-current liabilities</b>                   |             | <b>16,877</b>                    | <b>20,188</b>                    |
| <b>Net assets</b>                                      |             | <b>1,115,593</b>                 | <b>1,086,726</b>                 |
| <b>EQUITY</b>  |             |                                  |                                  |
| Issued capital   | 31          | 90,866                           | 92,315                           |
| Reserves   |             | 1,010,615                        | 981,804                          |
| Equity attributable to owners of the Company           |             | 1,101,481                        | 1,074,119                        |
| Non-controlling interests                              |             | 14,112                           | 12,607                           |
| <b>Total equity</b>                                    |             | <b>1,115,593</b>                 | <b>1,086,726</b>                 |

**So Yuk Kwan**  
蘇煜均  
Director  
董事

**So Kevin Chi Heng**  
蘇智恒  
Director  
董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

Year ended 31 March 2019 截至二零一九年三月三十一日止年度

|  |                     | Attributable to owners of the Company<br>本公司擁有人應佔 |                       |                              |               |  |   |   |  |                                 |           |                           |              |
|--|---------------------|---|-----------------------|------------------------------|---------------|--|---|---|--|---------------------------------|-----------|---------------------------|--------------|
|  |                     | Issued capital                                    | Share premium account | Capital reserve <sup>†</sup> | Other reserve | Available-for-sale investments revaluation reserve<br>可供出售投資重估儲備 | Asset revaluation reserve <sup>**</sup> | Equity-settled share-based payment reserve<br>股權結算以股份付款儲備 | Exchange fluctuation reserve<br>匯兌波動儲備 | Retained profits <sup>***</sup> | Total     | Non-controlling interests | Total equity |
|  |                     | 已發行股本   | 股份溢價賬                 | 股本儲備 <sup>†</sup>            | 其他儲備          | 可供出售投資重估儲備   | 資產重估儲備 <sup>**</sup>                    | 以股份付款儲備   | 匯兌波動儲備                                 | 保留溢利 <sup>***</sup>             | 總額        | 非控股權益                     | 權益總額         |
| Notes  |                     | HK\$'000  | HK\$'000              | HK\$'000                     | HK\$'000      | HK\$'000   | HK\$'000                                | HK\$'000  | HK\$'000                               | HK\$'000                        | HK\$'000  | HK\$'000                  | HK\$'000     |
| 附註   |                     | 千港元   | 千港元                   | 千港元                          | 千港元           | 千港元  | 千港元                                     | 千港元   | 千港元                                    | 千港元                             | 千港元       | 千港元                       | 千港元          |
| At 1 April 2017  | 於二零一七年四月一日          | 77,294  | 453,469               | 19,484                       | (38,483)      | 145,199  | 38,765                                  | 110   | (1,027)                                | 372,138                         | 1,066,949 | 11,345                    | 1,078,294    |
| Profit for the year  | 年內溢利                | -   | -                     | -                            | -             | -  | -                                       | -   | -                                      | 163,267                         | 163,267   | (378)                     | 162,889      |
| Other comprehensive income/(loss) for the year:  | 年內其他全面收入/(虧損):      |   |                       |                              |               |  |   |   |  |                                 |           |                           |              |
| Changes in fair value of available-for-sale investments, net of tax                          | 可供出售投資公平價值之變動，扣除稅項  | -   | -                     | -                            | -             | (17,651)   | -                                       | -   | -                                      | -                               | (17,651)  | -                         | (17,651)     |
| Release of available-for-sale investments revaluation reserve upon disposal of an investment | 出售一項投資時撥回可供出售投資重估儲備 | -   | -                     | -                            | -             | (128,918)  | -                                       | -   | -                                      | -                               | (128,918) | -                         | (128,918)    |
| Exchange differences on translation of foreign operations                                    | 換算海外業務時產生之匯兌差額      | -   | -                     | -                            | -             | -  | -                                       | -   | 7,658                                  | -                               | 7,658     | -                         | 7,658        |
| Total comprehensive income/(loss) for the year   | 年內全面收入/(虧損)總額       | -   | -                     | -                            | -             | (146,569)  | -                                       | -   | 7,658                                  | 163,267                         | 24,356    | (378)                     | 23,978       |
| Issue of bonus shares  | 發行紅股                | 31  | 15,459                | (15,459)                     | -             | -  | -                                       | -   | -                                      | -                               | -         | -                         | -            |
| Repurchase of shares   | 購回股份                | 31  | (510)                 | (2,756)                      | -             | -  | -                                       | -   | -                                      | -                               | (3,266)   | -                         | (3,266)      |
| Exercise of share options  | 行使購股權               | 31  | 72                    | 299                          | -             | -  | -                                       | (110)   | -                                      | -                               | 261       | -                         | 261          |
| Share options lapsed   | 已失效購股權              | 32  | -                     | -                            | -             | -  | -                                       | -   | -                                      | 1,278                           | 1,278     | (1,278)                   | -            |
| Dividend paid  | 已派股息                | -   | -                     | -                            | -             | -  | -                                       | -   | -                                      | (15,459)                        | (15,459)  | -                         | (15,459)     |
| Incorporation of a subsidiary with non-controlling interests                                 | 與非控股權益註冊成立一間附屬公司    | -   | -                     | -                            | -             | -  | -                                       | -   | -                                      | -                               | -         | 2,918                     | 2,918        |
| At 31 March 2018   | 於二零一八年三月三十一日        | 92,315  | 435,553*              | 19,484*                      | (38,483)*     | (1,370)*   | 38,765*                                 | -   | 6,631*                                 | 521,224*                        | 1,074,119 | 12,607                    | 1,086,726    |

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

Year ended 31 March 2019 截至二零一九年三月三十一日止年度

|  |                            | Attributable to owners of the Company<br>本公司擁有人應佔 |                       |                              |               |                                 |   |                              |                                 |                 |           |           |
|--|----------------------------|---|-----------------------|------------------------------|---------------|---------------------------------|---|------------------------------|---------------------------------|-----------------|-----------|-----------|
|  |                            | Available-for-sale                                |                       |                              |               |                                 |   |                              |                                 | Non-controlling |           | Total     |
|  |                            | Issued capital                                    | Share premium account | Capital reserve <sup>#</sup> | Other reserve | investments revaluation reserve | Asset revaluation reserve <sup>##</sup> | Exchange fluctuation reserve | Retained profits <sup>###</sup> | Total           | interests | equity    |
|  |                            | 已發行股本   | 股份溢價賬                 | 股本儲備 <sup>#</sup>            | 其他儲備          | 可供出售投資重估儲備                      | 資產重估儲備 <sup>##</sup>                    | 匯兌波動儲備                       | 保留溢利 <sup>###</sup>             | 總額              | 非控股權益     | 權益總額      |
| Note   |                            | HK\$'000  | HK\$'000              | HK\$'000                     | HK\$'000      | HK\$'000                        | HK\$'000                                | HK\$'000                     | HK\$'000                        | HK\$'000        | HK\$'000  | HK\$'000  |
| 附註   |                            | 千港元   | 千港元                   | 千港元                          | 千港元           | 千港元                             | 千港元                                     | 千港元                          | 千港元                             | 千港元             | 千港元       | 千港元       |
| At 1 April 2018  | 於二零一八年四月一日                 | 92,315  | 435,553*              | 19,484*                      | (38,483)*     | (1,370)*                        | 38,765*                                 | 6,631*                       | 521,224*                        | 1,074,119       | 12,607    | 1,086,726 |
| Effect of adoption of HKFRS 9 (note 2.2(a))                  | 採納香港財務報告準則第9號的影響(附註2.2(a)) | -   | -                     | -                            | -             | 1,370                           | -                                       | -                            | (1,370)                         | -               | -         | -         |
| At 1 April 2018 (restated)                                   | 於二零一八年四月一日(經重列)            | 92,315  | 435,553               | 19,484                       | (38,483)      | -                               | 38,765                                  | 6,631                        | 519,854                         | 1,074,119       | 12,607    | 1,086,726 |
| Profit for the year  | 年內溢利                       | -   | -                     | -                            | -             | -                               | -                                       | -                            | 57,278                          | 57,278          | (2,085)   | 55,193    |
| Other comprehensive loss for the year:                       | 年內其他全面虧損:                  |   |                       |                              |               |                                 |   |                              |                                 |                 |           |           |
| Exchange differences on translation of foreign operations    | 換算海外業務時產生之匯兌差額             | -   | -                     | -                            | -             | -                               | -                                       | (4,460)                      | -                               | (4,460)         | (23)      | (4,483)   |
| Total comprehensive income/(loss) for the year               | 年內全面收入/(虧損)總額              | -   | -                     | -                            | -             | -                               | -                                       | (4,460)                      | 57,278                          | 52,818          | (2,108)   | 50,710    |
| Repurchase of shares   | 購回股份                       | 31  | (5,834)               | -                            | -             | -                               | -                                       | -                            | -                               | (7,283)         | -         | (7,283)   |
| Dividend paid  | 已派股息                       | -   | -                     | -                            | -             | -                               | -                                       | -                            | (18,173)                        | (18,173)        | -         | (18,173)  |
| Incorporation of a subsidiary with non-controlling interests | 與非控股權益註冊成立一間附屬公司           | -   | -                     | -                            | -             | -                               | -                                       | -                            | -                               | -               | 3,613     | 3,613     |
| At 31 March 2019   | 於二零一九年三月三十一日               | 90,866  | 429,719*              | 19,484*                      | (38,483)*     | -                               | 38,765*                                 | 2,171*                       | 558,959*                        | 1,101,481       | 14,112    | 1,115,593 |

# Included in the balance of the capital reserve as at 31 March 2019 was a capital redemption reserve balance amounting to approximately HK\$16,142,000 (2018: HK\$16,142,000).

## The asset revaluation reserve arose from a change in use from owner-occupied properties to investment properties carried at fair value. In accordance with HKAS 16, this balance was frozen and was not available to offset the current and future years' revaluation deficits on investment properties until the retirement or disposal of these assets.

### As at 31 March 2019, there was goodwill of HK\$12,427,000 (2018: HK\$12,427,000) arising from the acquisition of subsidiaries in prior years which remained eliminated against the consolidated retained profits.

\* These reserve accounts comprise the consolidated reserves of HK\$1,010,615,000 (2018: HK\$981,804,000) in the consolidated statement of financial position as at 31 March 2019.

# 於二零一九年三月三十一日之股本儲備結餘包括股本贖回儲備結餘約16,142,000港元(二零一八年: 16,142,000港元)。

## 資產重估儲備源自將自用物業用途更改為按公平價值列賬之投資物業。根據香港會計準則第16號,該項餘額被凍結且不可用於抵銷本年度及未來年度投資物業之重估虧絀,直至該等資產報廢或出售為止。

### 於二零一九年三月三十一日,因以往年度收購附屬公司而產生之商譽12,427,000港元(二零一八年: 12,427,000港元)繼續與綜合保留溢利抵銷。

\* 該等儲備賬構成於二零一九年三月三十一日綜合財務狀況表內之綜合儲備1,010,615,000港元(二零一八年: 981,804,000港元)。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 March 2019 截至二零一九年三月三十一日止年度

|   | Notes                   | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|---|-------------------------|----------------------------------|----------------------------------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                                   | <b>經營業務之現金流量</b>        |                                  |                                  |
| Profit before tax   | 除稅前溢利                   | <b>55,607</b>                    | 163,690                          |
| Adjustments for:  | 就以下項目作出調整：              |                                  |                                  |
| Finance costs   | 融資成本                    | 7                                | 4,737                            |
| Share of profits of joint ventures  | 分佔合營企業溢利                | <b>(166,655)</b>                 | (160,199)                        |
| Share of profits and losses of associates                                     | 分佔聯營公司溢利及虧損             | <b>303</b>                       | (448)                            |
| Depreciation  | 折舊                      | 6                                | 3,623                            |
| Changes in fair value of investment properties                                | 投資物業公平價值之變動             | 13                               | (6,716)                          |
| Amortisation of other intangible assets                                       | 其他無形資產之攤銷               | 6                                | 19                               |
| (Reversal of)/provision for impairment of other intangible assets             | 其他無形資產之減值(撥回)/撥備        | 6                                | 381                              |
| Impairment of property, plant and equipment                                   | 物業、廠房及設備之減值             | 6                                | -                                |
| Impairment of trade receivables, net  | 應收貿易賬款之減值淨額             | 6                                | 2,330                            |
| Recovery of bad debts   | 收回壞賬                    | 5                                | (311)                            |
| Provision for impairment/(recovery of provision) of inventories               | 存貨之減值撥備/(撥備撥回)          | 6                                | (1,308)                          |
| Impairment of other receivables   | 其他應收款項之減值               | 6                                | 20,740                           |
| Loss/(gain) on disposal of items of property, plant and equipment             | 出售物業、廠房及設備項目之虧損/(收益)    | 5,6                              | (636)                            |
| Gain on disposal of an available-for-sale investment                          | 出售一項可供出售投資之收益           | 6                                | (128,918)                        |
| Gain on derecognition of financial guarantee obligation                       | 終止確認財務擔保責任之收益           | 6                                | (50,412)                         |
| Impairment of investments in joint ventures                                   | 於合營企業之投資之減值             | 6                                | 50,412                           |
| Fair value (gains)/losses, net:   | 公平價值(收益)/虧損淨額：          |                                  |                                  |
| Equity investments at fair value through profit or loss                       | 透過損益按公平價值列賬之股本投資        |                                  |                                  |
| - held for trading  | - 持作買賣                  | 6                                | (555)                            |
| - designated as such upon initial recognition                                 | - 於初始確認時指定為此類別          | 6                                | 59,164                           |
| Fair value losses on financial assets at fair value through profit or loss    | 透過損益按公平價值列賬之金融資產之公平價值虧損 | 6                                | -                                |
| Dividend income from listed equity investments                                | 上市股權投資之股息收入             | 5                                | (15)                             |
| Bank interest income  | 銀行利息收入                  | 5                                | (586)                            |
| Interest income on convertible bonds  | 可換股債券利息收入               | 5                                | (2,324)                          |
| Interest income on listed bond investments                                    | 上市債券投資之利息收入             | 5                                | -                                |
|   |                         | <b>(55,099)</b>                  | (47,332)                         |
| Decrease in amounts due from associates                                       | 應收聯營公司款項減少              | <b>244</b>                       | 401                              |
| Decrease/(increase) in inventories  | 存貨減少/(增加)               | <b>83,368</b>                    | (70,946)                         |
| Increase in trade receivables   | 應收貿易賬款增加                | <b>(9,216)</b>                   | (18,775)                         |
| Increase in prepayments, deposits and other receivables                       | 預付款項、按金及其他應收款項增加        | <b>(24,476)</b>                  | (19,176)                         |
| (Decrease)/increase in trade payables, deposits received and accrued expenses | 應付貿易賬款、已收按金及應計費用(減少)/增加 | <b>(66,278)</b>                  | 68,156                           |
| Increase in contract liabilities  | 合約負債增加                  | <b>5,811</b>                     | -                                |
| Cash used in operations   | 經營所用現金                  | <b>(65,646)</b>                  | (87,672)                         |
| - page 88   | - 第88頁                  |                                  |                                  |



# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 March 2019 截至二零一九年三月三十一日止年度

|  | Notes<br>附註                | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|--|----------------------------|----------------------------------|----------------------------------|
| Cash used in operations<br>– page 87   | 經營所用現金<br>– 第87頁           | (65,646)                         | (87,672)                         |
| Purchases of equity investments<br>at fair value through profit or loss              | 購買透過損益按公平價值<br>列賬之股權投資     | –                                | (88,640)                         |
| Proceeds from disposal of equity investments<br>at fair value through profit or loss | 出售透過損益按公平價值列賬<br>的股本投資所得款項 | –                                | 32,821                           |
| Proceeds from disposal of available-for-sale<br>investment                           | 出售可供出售投資的所得款項              | –                                | 242,926                          |
| Purchases of financial assets at fair value<br>through profit or loss                | 購買透過損益按公平價值<br>列賬之金融資產     | (78,922)                         | –                                |
| Proceeds from disposal of financial assets<br>at fair value through profit or loss   | 出售透過損益按公平價值<br>列賬之金融資產所得款項 | 31,281                           | –                                |
| Dividend income received from<br>a joint venture                                     | 已收一間合營企業股息收入               | 69,930                           | 69,930                           |
| Overseas taxes (paid)/refund   | (已付)/已退回海外稅項               | (660)                            | 120                              |
| Net cash flows from/(used in) operating<br>activities                                | 經營業務所得/(所用)<br>現金流量淨額      | (44,017)                         | 169,485                          |
| <b>CASH FLOWS FROM INVESTING<br/>ACTIVITIES</b>                                      | <b>投資活動所得之現金流量</b>         |                                  |                                  |
| Bank interest received   | 已收銀行利息                     | 46                               | 586                              |
| Dividends received from listed investments   | 已收上市投資股息                   | 376                              | 15                               |
| Interest income on listed bond investments   | 上市債券投資之利息收入                | 1,940                            | –                                |
| Decrease/(increase) in pledged time deposits   | 有抵押定期存款減少/(增加)             | 2,623                            | (2,623)                          |
| Decrease in non-pledged time deposits  | 無抵押定期存款減少                  | –                                | 3,193                            |
| Purchases of items of property, plant and<br>equipment                               | 購買物業、廠房及設備項目<br>34(b)      | (2,302)                          | (8,615)                          |
| Proceeds from disposal of items of property,<br>plant and equipment                  | 出售物業、廠房及設備項目<br>所得款項       | 5,459                            | 638                              |
| Additions to other intangible assets   | 添置其他無形資產                   | –                                | (1,321)                          |
| Proceeds from disposal of other intangible<br>assets                                 | 出售其他無形資產所得款項               | 261                              | 204                              |
| Subscription of shares in a joint venture  | 認購一間合營企業股份                 | –                                | (33,750)                         |
| Subscription of shares in an associate   | 認購一間聯營公司股份                 | (2,000)                          | –                                |
| Proceeds for dissolution of an associate   | 解散一間聯營公司所得款項               | –                                | 852                              |
| Net cash flows from/(used in) investing<br>activities                                | 投資活動所得/(所用)<br>現金流量淨額      | 6,403                            | (40,821)                         |

# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 March 2019 截至二零一九年三月三十一日止年度

|  | Notes<br>附註                         | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|--|-------------------------------------|----------------------------------|----------------------------------|
| <b>CASH FLOWS FROM FINANCING<br/>ACTIVITIES</b>  | <b>融資活動之所得現金流量</b>                  |                                  |                                  |
| New bank borrowings  | 新造銀行借款                              | –                                | 12,332                           |
| Repayment of bank borrowings   | 償還銀行借款                              | (57,932)                         | (7,200)                          |
| Net (decrease)/increase in import and<br>trust receipt loans   | 進口及信託收據貸款(減少)/<br>增加淨額              | (1,057)                          | 7,805                            |
| Capital element of finance lease<br>rental payments  | 融資租賃租金款項資本部分                        | 34(b) (1,634)                    | (890)                            |
| Interest paid  | 已付利息                                | 7 (6,306)                        | (4,605)                          |
| Interest element on finance lease<br>rental payments   | 融資租賃租金款項利息部分                        | 7 (172)                          | (132)                            |
| Repurchase of shares   | 購回股份                                | (7,283)                          | (3,266)                          |
| Issue of shares for exercise of<br>share options   | 因購股權獲行使而發行股份                        | –                                | 261                              |
| Dividend paid  | 已付股息                                | (18,173)                         | (15,459)                         |
| Capital contribution from non-controlling<br>shareholders of a subsidiary  | 一間附屬公司非控股股東出資                       | 3,613                            | 2,918                            |
| <b>Net cash flows used in financing activities</b>   | <b>融資活動所用現金流量淨額</b>                 | <b>(88,944)</b>                  | <b>(8,236)</b>                   |
| <b>NET (DECREASE)/INCREASE IN CASH<br/>AND CASH EQUIVALENTS</b>  | <b>現金及等同現金項目(減少)/<br/>增加淨額</b>      | <b>(126,558)</b>                 | <b>120,428</b>                   |
| Cash and cash equivalents<br>at beginning of year  | 年初之現金及等同現金項目                        | 233,887                          | 111,600                          |
| Effect of foreign exchange rate<br>changes, net  | 匯率變動之影響淨額                           | (1,340)                          | 1,859                            |
| <b>CASH AND CASH EQUIVALENTS<br/>AT END OF YEAR</b>  | <b>年終之現金及等同現金項目</b>                 | <b>105,989</b>                   | <b>233,887</b>                   |
| <b>ANALYSIS OF BALANCE OF CASH AND<br/>CASH EQUIVALENTS</b>  | <b>現金及等同現金項目結餘之<br/>分析</b>          |                                  |                                  |
| Cash and cash equivalents as stated<br>in the consolidated statement of<br>financial position and in the consolidated<br>statement of cash flows | 綜合財務狀況表及綜合<br>現金流量表所載之現金及<br>等同現金項目 | 24 105,989                       | 233,887                          |

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 1. CORPORATE AND GROUP INFORMATION

AV Concept Holdings Limited (the "Company") is a limited liability company incorporated in the Cayman Islands. The registered office address of the Company is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104 Cayman Islands and its principal place of business is located at 6th Floor, Enterprise Square Three, 39 Wang Chiu Road, Kowloon Bay, Hong Kong.

During the year, the Group was engaged in the following principal activities:

- Marketing and distribution of electronic components;
- Design, development and sale of electronic products and brand omni-channel business; and
- Venture capital investment

#### Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

| Name<br>名稱   | Place of<br>incorporation<br>and business<br>註冊成立及營業地點 | Issued/<br>registered<br>share capital<br>已發行/註冊股本                     | Percentage of<br>equity attributable to<br>the Company<br>本公司應佔股本百分比 |                | Principal<br>activities<br>主要業務   |
|--|--|--|--|----------------|---|
|  |  |  | Direct<br>直接   | Indirect<br>間接 |   |
| AV Concept Limited<br>先思行有限公司                          | Hong Kong<br>香港  | HK\$2<br>2港元<br>HK\$1,000,000 <sup>®</sup><br>1,000,000港元 <sup>®</sup> | –  | 100            | Investment holding<br>投資控股  |
| AV Concept Singapore Pte. Ltd.                         | Singapore<br>新加坡                                       | SGD4,000,000<br>4,000,000坡元  | –  | 100            | Trading of electronic<br>components<br>買賣電子元件                                 |
| AV Electronics Group Limited*                          | British Virgin Islands/<br>Hong Kong<br>英屬處女群島/香港      | US\$40,000<br>40,000美元   | 100  | –              | Investment holding<br>投資控股  |
| E-GoGo Limited   | Hong Kong<br>香港  | HK\$1<br>1港元   | –  | 100            | Investment holding<br>投資控股  |
| Signeo Design International Limited                    | Hong Kong<br>香港  | HK\$100<br>100港元   | –  | 100            | Design, development and<br>sale of electronic products<br>設計、開發及銷售電子產品        |
| AVC Technology (International) Limited<br>先思科技(國際)有限公司 | Hong Kong<br>香港  | HK\$1<br>1港元   | –  | 100            | Trading of electronic<br>components and<br>electronic products<br>買賣電子元件及電子產品 |

### 1. 公司及集團資料

AV Concept Holdings Limited (「本公司」) 為於開曼群島註冊成立之有限公司。本公司之註冊辦事處地址為 P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands，而其主要營業地點則位於香港九龍灣宏照道 39 號企業廣場三期 6 樓。

年內，本集團從事以下主要業務：

- 電子元件之市場推廣及分銷；
- 電子產品之設計、開發及銷售以及品牌全渠道業務；及
- 創業投資

#### 有關附屬公司之資料

本公司之主要附屬公司詳情如下：

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 1. CORPORATE AND GROUP INFORMATION (continued)

#### Information about subsidiaries (continued)

| Name<br>名稱                                      | Place of<br>incorporation<br>and business<br>註冊成立及營業地點 | Issued/<br>registered<br>share capital<br>已發行/註冊股本 | Percentage of<br>equity attributable to<br>the Company<br>本公司應佔股本百分比 |                | Principal<br>activities<br>主要業務   |
|---|--|--|--|----------------|---|
|   |  |  | Direct<br>直接   | Indirect<br>間接 |   |
| New Concept Capital Limited<br>("New Concept")# | British Virgin Islands/<br>Hong Kong<br>英屬處女群島/香港      | US\$1<br>1美元                                       | 100  | -              | Investment holding<br>and venture capital<br>investment<br>投資控股及創業投資              |
| Whizoo Media Limited                            | Hong Kong<br>香港  | HK\$10,000<br>10,000港元                             | -  | 100            | Internet social media<br>business and online<br>advertising<br>互聯網社交媒體業務及<br>線上廣告 |

\* Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network

⊙ Represents deferred shares issued by AV Concept Limited

# New Concept is a venture capital organisation

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

### 2.1 BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for equity investments and financial assets at fair value through profit or loss, certain available-for-sale investments and investment properties which have been measured at fair value. These consolidated financial statements are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated.

### 1. 公司及集團資料(續)

#### 有關附屬公司之資料(續)

| Name<br>名稱                                      | Place of<br>incorporation<br>and business<br>註冊成立及營業地點 | Issued/<br>registered<br>share capital<br>已發行/註冊股本 | Percentage of<br>equity attributable to<br>the Company<br>本公司應佔股本百分比 |                | Principal<br>activities<br>主要業務   |
|---|--|--|--|----------------|---|
|   |  |  | Direct<br>直接   | Indirect<br>間接 |   |
| New Concept Capital Limited<br>("New Concept")# | British Virgin Islands/<br>Hong Kong<br>英屬處女群島/香港      | US\$1<br>1美元                                       | 100  | -              | Investment holding<br>and venture capital<br>investment<br>投資控股及創業投資              |
| Whizoo Media Limited                            | Hong Kong<br>香港  | HK\$10,000<br>10,000港元                             | -  | 100            | Internet social media<br>business and online<br>advertising<br>互聯網社交媒體業務及<br>線上廣告 |

\* 並非由香港安永會計師事務所或其他安永國際成員事務所審核

⊙ 指先思行有限公司發行之遞延股份

# New Concept 為一間創投組織

上表列示董事認為對本年度業績構成主要影響或組成本集團資產淨值主要部分之本公司附屬公司。董事認為，如列出其他附屬公司之詳情，會導致篇幅過於冗長。

### 2.1 編製基準

本綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)(包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計原則及香港公司條例之披露規定編製。除透過損益按公平價值列賬之股本投資及金融資產、若干可供出售投資及投資物業按公平價值計量外，本綜合財務報表乃按歷史成本慣例編製。本綜合財務報表乃以港元(「港元」)呈列，而除另有說明者外，所有價值乃取捨至最接近之千位數。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.1 BASIS OF PREPARATION (continued)

#### Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 March 2019. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

### 2.1 編製基準(續)

#### 綜合賬目基準

綜合財務報表包括本公司及其附屬公司(統稱「本集團」)截至二零一九年三月三十一日止年度之財務報表。附屬公司為本公司直接或間接控制之實體(包括結構性實體)。當本集團就參與被投資企業營運承擔或有權獲得可變回報及能對被投資企業行使權力(即本集團獲賦予現有能力以主導被投資企業相關活動之既存權利)影響該等回報時,即取得控制權。

當本公司直接或間接擁有少於被投資企業大多數投票權或類似權利時,本集團於評估其是否擁有對被投資企業之權力時會考慮一切相關事實及情況,包括:

- (a) 與被投資企業其他投票權持有人之合約安排;
- (b) 其他合約安排所產生之權利;及
- (c) 本集團之投票權及潛在投票權。

附屬公司與本公司之財務報表之報告期間相同,並採用一致之會計政策編製。附屬公司之業績由本集團取得控制權之日起綜合入賬,並持續綜合入賬,直至該控制權終止之日為止。

損益及其他全面收入各個部分會歸於本集團母公司擁有人及非控股權益,即使此舉會導致非控股權益出現虧絀結餘亦然。與本集團成員公司間進行之交易有關之所有集團內資產及負債、權益、收入、開支及現金流量於綜合賬目時全數抵銷。

倘有事實及情況顯示上述三個控制權元素中一項或以上出現變動,則本集團會重新評估其是否控制被投資企業。於一間附屬公司之擁有權權益變動如並無導致喪失控制權,則入賬列為權益交易。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.1 BASIS OF PREPARATION (continued)

#### Basis of consolidation (continued)

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

### 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 consolidated financial statements.

|  |   |
|--|---|
| Amendments to HKFRS 2                          | <i>Classification and Measurement of Share-based Payment Transactions</i>                           |
| Amendments to HKFRS 4                          | <i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts</i>                      |
| HKFRS 9  | <i>Financial Instruments</i>  |
| HKFRS 15                                       | <i>Revenue from Contracts with Customers</i>  |
| Amendments to HKFRS 15                         | <i>Clarifications to HKFRS 15 Revenue from Contracts with Customers</i>                             |
| Amendments to HKAS 40<br>HK(IFRIC)-Int 22      | <i>Transfers of Investment Property<br/>Foreign Currency Transactions and Advance Consideration</i> |
| <i>Annual Improvements<br/>2014-2016 Cycle</i> | Amendments to HKFRS 1 and HKAS 28   |

Other than as explained below regarding the impact of HKFRS 9 and HKFRS 15, the adoption of the above new and revised HKFRS has had no significant financial effect on these consolidated financial statements.

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

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.

### 2.1 編製基準(續)

#### 綜合賬目基準(續)

倘本集團喪失對附屬公司之控制權，則會終止確認(i)該附屬公司之資產(包括商譽)及負債、(ii)任何非控股權益之賬面金額及(iii)於權益內記錄之累計換算差額；並確認(i)已收代價之公平價值、(ii)所保留任何投資之公平價值及(iii)損益內任何因此產生之盈餘或虧絀。先前於其他全面收入內確認之本集團應佔部分按本集團直接出售相關資產或負債時須採用之基準，重新分類至損益或保留溢利(如適用)。

### 2.2 會計政策及披露之變動

本集團已就本年度之綜合財務報表首次採納以下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<br>(修訂本)   | 以股份付款交易之分類及計量                         |
| 香港財務報告準則第4號<br>(修訂本)   | 採用香港財務報告準則第4號保險合約時一併應用香港財務報告準則第9號金融工具 |
| 香港財務報告準則第9號            | 金融工具                                  |
| 香港財務報告準則第15號           | 來自客戶合約之收益                             |
| 香港財務報告準則第15號<br>(修訂本)  | 釐清香港財務報告準則第15號來自客戶合約之收益               |
| 香港會計準則第40號(修訂本)        | 轉讓投資物業                                |
| 香港(國際財務報告詮釋委員會)一詮釋第22號 | 外幣交易及預收付代價                            |
| 二零一四年至二零一六年週期<br>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(修訂本)           |

除下文闡述有關香港財務報告準則第9號及香港財務報告準則第15號的影響外，採納上述新訂及經修訂香港財務報告準則對此等綜合財務報表並無產生重大財務影響。

- (a) 香港財務報告準則第9號金融工具於二零一八年一月一日或以後開始的年度期間取代香港會計準則第39號金融工具：確認及計量，合併金融工具會計之所有三個方面：分類及計量、減值及對沖會計。

本集團已確認於二零一八年四月一日適用對權益期初結餘作過渡調整。因此，比較資料並無重列並繼續根據香港會計準則第39號呈報。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

#### (a) (continued)

##### Classification and measurement

The following information sets out the impacts of adopting HKFRS 9 on the consolidated statement of financial position.

A reconciliation between the carrying amounts under HKAS 39 and the balances reported under HKFRS 9 as at 1 April 2018 is as follows:

|  |                          | HKAS 39 measurement<br>香港會計準則第39號計量 |                 | Reclassification<br>重新分類 | HKFRS 9 measurement<br>香港財務報告準則第9號計量 |                             |
|--|--------------------------|-------------------------------------|-----------------|--------------------------|--------------------------------------|-----------------------------|
|  |                          | Category<br>類別                      | Amount<br>金額    | Amount<br>金額             | Amount<br>金額                         | Category<br>類別              |
|  |                          |                                     | HK\$'000<br>千港元 | HK\$'000<br>千港元          | HK\$'000<br>千港元                      |                             |
| <b>Financial assets</b>  | <b>金融資產</b>              |                                     |                 |                          |                                      |                             |
| Available-for-sale investments                                       | 可供出售投資                   | AFS <sup>1</sup>                    | 22,353          | (22,353)                 | –                                    | N/A<br>不適用                  |
| To: Financial assets at fair value through profit or loss (Note)     | 分類至：透過損益按公平價值列賬之金融資產(附註) |                                     |                 | (22,353)                 |                                      |                             |
| Equity investments at fair value through profit or loss              | 透過損益按公平價值列賬之股本投資         | FVPL <sup>2</sup>                   | 99,265          | (99,265)                 | –                                    | N/A<br>不適用                  |
| To: Financial assets at fair value through profit or loss (Note)     | 分類至：透過損益按公平價值列賬之金融資產(附註) |                                     |                 | (99,265)                 |                                      |                             |
| Financial assets at fair value through profit or loss                | 透過損益按公平價值列賬之金融資產         | N/A<br>不適用                          | –               | 121,618                  | 121,618                              | FVPL<br>(mandatory)<br>(強制) |
| From: Available-for-sale investments (Note)                          | 由：可供出售投資(附註)             |                                     |                 | 22,353                   |                                      |                             |
| From: Equity investments at fair value through profit or loss (Note) | 由：透過損益按公平價值列賬之股本投資(附註)   |                                     |                 | 99,265                   |                                      |                             |
|  |                          |                                     | 121,618         | –                        | 121,618                              |                             |

<sup>1</sup> AFS: Available-for-sale investments  
<sup>2</sup> FVPL: Financial assets at fair value through profit or loss

Note: The Group has classified its investments previously classified as available-for-sale investments and equity investments at fair value through profit or loss as financial assets measured at fair value through profit or loss as these investments did not pass the contractual cash flow characteristics test in HKFRS 9 or they were held for trading.

### 2.2 會計政策及披露之變動(續)

#### (a) (續)

##### 分類及計量

下列資料載列採納香港財務報告準則第9號對綜合財務狀況表的影響。

根據香港會計準則第39號計算的賬面值與於二零一八年四月一日根據香港財務報告準則第9號呈報的結餘之間的對賬如下：

<sup>1</sup> AFS: 可供出售投資  
<sup>2</sup> FVPL: 透過損益按公平價值列賬之金融資產

附註：本集團已將過往分類為可供出售投資的投資及透過損益按公平價值列賬之股本投資分類為透過損益按公平價值列賬之金融資產，因為該等投資未通過香港財務報告準則第9號的合約現金流量特徵測試或被分類為持作買賣。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

#### (a) (continued)

#### Impact on reserves and retained profits

The impact of transition to HKFRS 9 on reserves and retained profits is as follows:

### 2.2 會計政策及披露之變動 (續)

#### (a) (續)

#### 對儲備及保留溢利之影響

過渡至香港財務報告準則第9號對儲備及保留溢利之影響如下：

|  |  | <b>Reserves and<br/>retained profits</b> |
|--|--|--|
|  |  | 儲備及保留溢利                                  |
|  |  | HK\$'000                                 |
|  |  | 千港元                                      |
| <b>Fair value reserve under HKFRS 9<br/>(available-for-sale investments revaluation<br/>reserve under HKAS 39)</b>                       | <b>香港財務報告準則第9號項下之公平價值儲備<br/>(根據香港會計準則第39號之可供出售投資<br/>重估儲備)</b> |  |
| Balance as at 31 March 2018 under HKAS 39  | 於二零一八年三月三十一日香港會計準則第<br>39號項下之結餘                                | (1,370)                                  |
| Reclassification of financial assets from available-for-<br>sale investments to financial assets at fair value<br>through profit or loss | 將金融資產由可供出售投資重新分類至透過<br>損益按公平價值列賬之金融資產                          | 1,370                                    |
| Balance as at 1 April 2018 under HKFRS 9   | 於二零一八年四月一日香港財務報告準則<br>第9號項下之結餘                                 | -  |
| <b>Retained profits</b>  | <b>保留溢利</b>  |  |
| Balance as at 31 March 2018 under HKAS 39  | 於二零一八年三月三十一日香港會計準則<br>第39號項下之結餘                                | 521,224                                  |
| Reclassification of financial assets from available-for-<br>sale investments to financial assets at fair value<br>through profit or loss | 將金融資產由可供出售投資重新分類至<br>透過損益按公平價值列賬之金融資產                          | (1,370)                                  |
| Balance as at 1 April 2018 under HKFRS 9   | 於二零一八年四月一日香港財務報告準則<br>第9號項下之結餘                                 | 519,854                                  |



# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 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 consolidated 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 2.4 to the consolidated 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.

The cumulative effect of the initial application of HKFRS 15 was recognised as an adjustment to the opening balance of retained profits 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.

### 2.2 會計政策及披露之變動(續)

(b) 香港財務報告準則第15號及其修訂本取代香港會計準則第11號*建築合約*、香港會計準則第18號*收益*及相關詮釋，且其應用於客戶合約收益產生之所有收益，惟有限的例外情況除外。香港財務報告準則第15號乃就客戶合約產生之收益確立一個新的五步模式。根據香港財務報告準則第15號，收益按反映實體預期有權轉易商品或服務予客戶之交換代價之金額確認。香港財務報告準則第15號的原則為計量及確認收益提供更加結構化的方法。該準則亦引入廣泛的定性及定量披露規定，包括分拆收益總額，關於履約責任、不同期間之合約資產及負債賬目結餘的變動以及主要判斷及估計的資料。披露載於綜合財務報表附註5。由於應用香港財務報告準則第15號，本集團已就收益確認變更會計政策，載於綜合財務報表附註2.4。

本集團採納香港財務報告準則第15號時採用修正追溯法。根據此方法，準則可於首次應用日期應用於全部合約或僅可應用於該日尚未完成的合約。本集團已選擇將準則應用於二零一八年四月一日尚未完成的合約。

首次應用香港財務報告準則第15號之累計影響乃確認為對於二零一八年四月一日保留溢利期初結餘之調整。因此，比較資料並無重列及繼續根據香港會計準則第11號、香港會計準則第18號及相關詮釋匯報。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

#### (b) (continued)

Set out below are the amounts by which each consolidated financial statements line item was affected as at 1 April 2018 as a result of the adoption of HKFRS 15:

|   |                      | Increase/<br>(decrease)<br>增加／(減少)<br>HK\$'000<br>千港元 |
|---|----------------------|---|
| <b>Liabilities</b>  | <b>負債</b>            |   |
| Trade payables, deposits received and accrued expenses (Note) | 貿易應付款項、已收按金及應計開支(附註) | (10,644)  |
| Contract liabilities (Note)                                   | 合約負債(附註)             | 10,644  |
| Total liabilities   | 負債總額                 | –   |

Set out below are the amounts by which each consolidated financial statements line item was affected as at 31 March 2019 and for the year ended 31 March 2019 as a result of the adoption of HKFRS 15. The adoption of HKFRS 15 has had no impact on profit or loss and other comprehensive income or on the Group's operating, investing and financing cash flows. The first column shows the amounts recorded under HKFRS 15 and the second column shows what the amounts would have been had HKFRS 15 not been adopted:

### 2.2 會計政策及披露之變動(續)

#### (b) (續)

下文所載為採納香港財務報告準則第15號對於二零一八年四月一日之各綜合財務報表項目產生影響之金額：

以下載列因採納香港財務報告準則第15號而對於二零一九年三月三十一日及截至二零一九年三月三十一日止年度之各綜合財務報表項目產生影響的金額。採納香港財務報告準則第15號對損益及其他全面收入或本集團的經營、投資和融資現金流量並無影響。第一欄顯示根據香港財務報告準則第15號入賬的金額，第二欄顯示倘若並無採納香港財務報告準則第15號時入賬的金額：

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

#### (b) (continued)

Consolidated statement of financial position as at 31 March 2019:

|   |                      | Amounts prepared under<br>根據以下準則編製的金額           |   |   |
|---|----------------------|---|---|---|
|   |                      | HKFRS 15<br>香港財務報告<br>準則第15號<br>HK\$'000<br>千港元 | Previous HKFRS<br>過往香港財務<br>報告準則<br>HK\$'000<br>千港元 | Increase/<br>(decrease)<br>增加/(減少)<br>HK\$'000<br>千港元 |
| Trade payables, deposits received and accrued expenses (Note) | 貿易應付款項、已收按金及應計開支(附註) | 48,159  | 64,457  | (16,298)  |
| Contract liabilities (Note)                                   | 合約負債(附註)             | 16,298  | -   | 16,298  |
| <b>Total liabilities</b>                                      | <b>負債總額</b>          | <b>201,425</b>                                  | <b>201,425</b>                                      | <b>-</b>  |

Note: Before the adoption of HKFRS 15, the Company recognised consideration received from customers in advance as deposits received. Under HKFRS 15, the amount is classified as contract liabilities.

Therefore, upon adoption of HKFRS 15, the Company reclassified HK\$10,644,000 from deposits received to contract liabilities as at 1 April 2018 in relation to the consideration received from customers in advance as at 1 April 2018.

As at 31 March 2019, under HKFRS 15, HK\$16,298,000 was reclassified from deposits received to contract liabilities.

### 2.2 會計政策及披露之變動(續)

#### (b) (續)

於二零一九年三月三十一日之綜合財務狀況表：

Amounts prepared under  
根據以下準則編製的金額

|   |                      | HKFRS 15<br>香港財務報告<br>準則第15號<br>HK\$'000<br>千港元 | Previous HKFRS<br>過往香港財務<br>報告準則<br>HK\$'000<br>千港元 | Increase/<br>(decrease)<br>增加/(減少)<br>HK\$'000<br>千港元 |
|---|----------------------|---|---|---|
| Trade payables, deposits received and accrued expenses (Note) | 貿易應付款項、已收按金及應計開支(附註) | 48,159  | 64,457  | (16,298)  |
| Contract liabilities (Note)                                   | 合約負債(附註)             | 16,298  | -   | 16,298  |
| <b>Total liabilities</b>                                      | <b>負債總額</b>          | <b>201,425</b>                                  | <b>201,425</b>                                      | <b>-</b>  |

附註：採納香港財務報告準則第15號前，本公司確認預收客戶代價為已收按金。根據香港財務報告準則第15號，該款項分類為合約負債。

因此，採納香港財務報告準則第15號後，本公司就二零一八年四月一日的預收客戶代價將已收按金中10,644,000港元重新分類至二零一八年四月一日的合約負債。

於二零一九年三月三十一日，根據香港財務報告準則第15號，16,298,000港元自己收按金重新分類至合約負債。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

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

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2019

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2020

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2021

<sup>4</sup> No mandatory effective date yet determined but available for adoption

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

### 2.3 已頒佈但尚未生效之香港財務報告準則

本集團並無於該等綜合財務報表應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

|   |   |
|---|---|
| 香港財務報告準則第3號 (修訂本)                         | <i>業務之定義</i> <sup>2</sup>   |
| 香港財務報告準則第9號 (修訂本)                         | <i>具有負補償之提前償付特性</i> <sup>1</sup>                                  |
| 香港財務報告準則第10號及香港會計準則第28號 (二零一一年) (修訂本)     | <i>投資者與其聯營公司或合營企業間之資產出售或注入</i> <sup>4</sup>                       |
| 香港財務報告準則第16號                              | <i>租賃</i> <sup>1</sup>  |
| 香港財務報告準則第17號                              | <i>保險合約</i> <sup>3</sup>  |
| 香港會計準則第1號及香港會計準則第8號 (修訂本)                 | <i>重大之定義</i> <sup>2</sup>   |
| 香港會計準則第19號 (修訂本)                          | <i>計劃修訂、縮減或結算</i> <sup>1</sup>                                    |
| 香港會計準則第28號 (修訂本)                          | <i>於聯營公司及合營企業之長期權益</i> <sup>1</sup>                               |
| 香港(國際財務報告詮釋委員會)–詮釋第23號 二零一五年至二零一七年週期之年度改進 | 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 (修訂本) <sup>1</sup> |

<sup>1</sup> 於二零一九年一月一日或之後開始之年度期間生效

<sup>2</sup> 於二零二零年一月一日或之後開始之年度期間生效

<sup>3</sup> 於二零二一年一月一日或之後開始之年度期間生效

<sup>4</sup> 尚未確定強制生效日期，但可供採納

預期適用於本集團之香港財務報告準則之進一步資料闡述如下。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

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.

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

### 2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港財務報告準則第3號之修訂本澄清及提供有關業務定義之額外指引。該修訂本澄清，就被視為業務之一整套活動及資產而言，其必須最少包括可共同顯著促進產能之投入及相當工序。業務可毋須包括全部創造產出所需投入及工序而存在。該等修訂本取消對市場參與者是否有能力獲得業務並繼續產出產量之評估。取而代之，專注於獲得之投入及所獲得相當工序是否可共同顯著促進產出。該等修訂本亦縮窄產出之定義，專注於向客戶提供之商品或服務、投資收入或進行日常活動所得其他收入。此外，該等修訂本亦就評估所獲得之工序是否達到相當程度提供指引，並引入選擇性公平價值集中度測試，以簡化評估獲得之一系列活動及資產是否構成業務。本集團預期自二零二零年四月一日追溯採納修訂本。

香港財務報告準則第10號及香港會計準則第28號(二零一一年)(修訂本)處理香港財務報告準則第10號與香港會計準則第28號(二零一一年)兩者有關投資者與其聯營公司或合營企業間之資產出售或注入處理之規定之不一致情況。該等修訂本規定，當投資者與其聯營公司或合營企業間之資產出售或注入構成一項業務時，須確認全數收益或虧損。倘交易涉及不構成一項業務之資產，則該交易所產生之收益或虧損於該投資者之損益內確認，惟僅以不相關投資者於該聯營公司或合營企業之權益為限。該等修訂本將按未來適用法應用。香港會計師公會於二零一六年一月取消香港財務報告準則第10號及香港會計準則第28號(二零一一年)(修訂本)先前之強制生效日期，並將於完成對聯營公司及合營企業會計處理之更廣泛檢討後釐定新強制生效日期。然而，該等修訂本現時乃可供採納。

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (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 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 profits 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 right-of-use asset will be measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the consolidated statement of financial position immediately before 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 36(b) to the consolidated financial statements, at 31 March 2019, the Group had future minimum lease payments under non-cancellable operating leases in aggregate of HK\$1,871,000. Upon adoption of HKFRS 16, certain amounts included therein 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 to be applied for different leases.

### 2.3 已頒佈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號釐定安排是否包括租賃、香港(常務詮釋委員會)–詮釋第15號營業租賃–優惠及香港(常務詮釋委員會)–詮釋第27號評估涉及租賃法律形式之交易內容。該準則載列確認、計量、呈列及披露租賃之原則，並規定承租人就大多數租賃確認資產及負債。該準則包括給予承租人兩項選擇性租賃確認豁免–低價值資產租賃及短期租賃。於租賃開始日期，承租人將確認於租賃年內支付租賃款項為負債(即租賃負債)，並確認代表可於租賃年內使用相關資產之權利為資產(即使用權資產)。除非使用權資產符合香港會計準則第40號對投資物業之定義，或與應用重估模型之物業、廠房及設備類別有關，否則使用權資產其後按成本減累計折舊及任何減值虧損計量。租賃負債其後會就反映租賃負債利息而增加及就租賃付款而減少。承租人將須分別確認租賃負債之利息費用及使用權資產之折舊開支。承租人亦將須於若干事件發生(例如租賃年期變更或用於釐定未來租賃付款之一項指數或比率變更而引致該等付款變更)時重新計量租賃負債。承租人一般將重新計量租賃負債之數額確認為使用權資產之調整。香港財務報告準則第16號大致沿用香港會計準則第17號內出租人之會計處理方式。出租人將繼續使用與香港會計準則第17號相同之分類原則將所有租賃分類，並將之分類為營業租賃及融資租賃。香港財務報告準則第16號規定，承租人及出租人須作出較香港會計準則第17號更廣泛之披露。承租人可選擇以全面追溯或經修訂追溯之方式應用該準則。本集團預期自二零一九年四月一日起採納香港財務報告準則第16號。本集團計劃採納香港財務報告準則第16號之過渡條文，以將初始採納之累計影響確認為對二零一九年四月一日期初保留溢利結餘之調整且將不會重列比較。此外，本集團計劃將新規定應用於先前已應用香港會計準則第17號而識別為租賃的合約，並使用本集團於初始應用日期的增量借貸利率折現按剩餘租賃付款的現值計量租賃負債。使用權資產將按租賃負債金額計量，並按緊接初始應用日期前在綜合財務狀況表中確認與租賃相關的任何預付或應計租賃付款金額進行調整。本集團計劃使用於初始應用日期租賃期於12個月內終止的租賃合約標準所准許的豁免。誠如綜合財務報表附註36(b)所披露，於二零一九年三月三十一日，本集團的不可撤銷經營租賃的未來最低租賃付款合計1,871,000港元。於採納香港財務報告準則第16號後，所計入的若干金額可能須確認為新的使用權資產及租賃負債。本集團現時評估香港財務報告準則第16號的影響。釐定待確認新使用權資產及租賃負債的金額將須作出進一步分析，包括但不限於各租賃待動用的增量借款率。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (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 consolidated financial statements.

Amendments to HKAS 28 clarify that the scope exclusion of HKFRS 9 only includes interests in an associate or joint venture to which the equity method is applied and does not include long-term interests that in substance form part of the net investment in the associate or joint venture, to which the equity method has not been applied. Therefore, an entity applies HKFRS 9, rather than HKAS 28, including the impairment requirements under HKFRS 9, in accounting for such long-term interests. HKAS 28 is then applied to the net investment, which includes the long-term interests, only in the context of recognising losses of an associate or joint venture and impairment of the net investment in the associate or joint venture. The Group expects to adopt the amendments on 1 April 2019 and will assess its business model for such long-term interests based on the facts and circumstances that exist on 1 April 2019 using the transitional requirements in the amendments. The Group also intends to apply the relief from restating comparative information for prior periods upon adoption of the amendments.

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 consolidated financial statements.

### 2.3 已頒佈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)提供新的重要性定義。新定義列明，倘可合理預期任何資料遭遺漏、錯誤陳述或模糊不清會影響通用財務報表的主要用戶根據該等財務報表作出的決定，則有關資料將屬重大。該等修訂本澄清，重大性將取決於資料的性質或重要程度。倘可合理預期資料的錯誤陳述會影響主要用戶作出的決定，則有關資料的錯誤陳述將屬重大。本集團預期將自二零二零年四月一日起以未來適用法採納該等修訂本。該等修訂本預期不會對本集團的綜合財務報表產生任何重大影響。

香港會計準則第28號(修訂本)澄清香港財務報告準則第9號的範圍豁免僅包括應用權益法的聯營公司或合營企業之權益，且不包括實質上構成聯營公司或合營企業投資淨額一部分的長期權益(其中尚未應用權益法)。因此，計算該長期權益時，實體應用香港財務報告準則第9號(包括香港財務報告準則第9號下的減值要求)而非香港會計準則第28號。僅在確認聯營公司或合營企業的虧損及聯營公司或合營企業淨投資減值的情況下，香港會計準則第28號乃應用於淨投資(包括長期權益)。本集團預期於二零一九年四月一日採納該等修訂本並將使用修訂本的過渡性規定按二零一九年四月一日存在的事實及情況評估該等長期權益的業務模式。本集團亦計劃於採納該等修訂本後應用重述過往期間可比較資料的寬免。

香港(國際財務報告詮釋委員會)–詮釋第23號，就處理稅項時涉及影響香港會計準則第12號之應用之不確定性(通常稱為「不確定稅務狀況」)提供所得稅(即期及遞延)之會計處理方法。該詮釋不適用於香港會計準則第12號範圍外之稅項或徵稅，亦無特別包含與不確定稅項處理有關之權益及處罰相關規定。該詮釋具體處理(i)實體是否考慮單獨處理不確定稅項；(ii)實體對稅務機關之稅項處理審查所作之假設；(iii)實體如何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；及(iv)實體如何考慮事實及情況變動。該詮釋須追溯應用(倘毋須採用事後確認，可全面追溯應用；或追溯應用，則應用之累計影響將作為對首次應用日期之期初權益之調整，而毋須重列比較資料)。本集團預期自二零一九年四月一日起採納該詮釋。預期該詮釋不會對本集團之綜合財務報表構成任何重大影響。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Investments in associates and joint ventures

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of profit or loss and the consolidated statement of other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the asset transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

### 2.4 主要會計政策摘要

#### 於聯營公司及合營企業之投資

聯營公司為本集團於其中擁有一般不少於20%股份投票權之長期權益，並能對其行使重大影響力之實體。重大影響力指有權參與被投資企業之財務及營運政策決定，但非對該等政策擁有控制權或共同控制權。

合營企業為一種合營安排，據此對安排擁有共同控制權之訂約方對合營企業之淨資產享有權利。共同控制權指按合約協定共享對安排之控制權，僅於與相關活動有關之決策規定共享控制權之訂約方須一致同意時存在。

本集團於聯營公司及合營企業之投資於綜合財務狀況表內以權益會計法按本集團應佔資產淨值扣減任何減值虧損列賬。本集團應佔聯營公司及合營企業之收購後業績及其他全面收入分別列入綜合損益表及綜合其他全面收益報表。此外，當有變動直接於聯營公司或合營企業之權益內確認時，本集團於綜合權益變動表內確認其分佔之任何變動（倘適用）。本集團與其聯營公司或合營企業之間的交易所產生之未變現收益及虧損以本集團於聯營公司或合營企業之投資為限予以撇銷，惟未變現虧損證實所轉讓資產出現減值除外。收購聯營公司或合營企業產生之商譽作為本集團於聯營公司或合營企業投資之一部分入賬。

倘於一間聯營公司之投資變成於一間合營企業之投資（反之亦然），則不會重新計量保留權益。相反，投資會繼續按權益法入賬。在所有其他情況下，於喪失對聯營公司之重大影響力或合營企業之共同控制權時，本集團按公平價值計量及確認任何保留投資。於喪失重大影響力或共同控制權時聯營公司或合營企業之賬面金額與保留投資之公平價值及出售所得款項之間的任何差額於損益內確認。



# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets of the subsidiary acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 March. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

### 2.4 主要會計政策摘要(續)

#### 業務合併及商譽

業務合併乃採用收購法入賬。轉讓之代價按收購日期公平價值計量，該公平價值乃本集團轉讓之資產、本集團向被收購方之前擁有人承擔之負債及本集團為換取被收購方之控制權所發行之股本權益於收購日期之公平價值總和。就每宗業務合併而言，本集團選擇按公平價值或按應佔被收購方可識別資產淨值之比例計量於被收購方之非控股權益，該權益為現時擁有權益，並賦予其持有人權利可於清盤時按比例分佔資產淨值。非控股權益之一切其他成份均以公平價值計量。收購相關成本於產生時支銷。

本集團收購業務時會根據合約條款、於收購日期之經濟情況及相關條件，評估將承接之金融資產及所承擔之金融負債，以作出適當之分類及指定。這包括自被收購方之主合約分拆嵌入式衍生工具。

倘業務合併乃分階段達成，則先前持有之股本權益按其收購日期公平價值重新計量，因此產生之任何盈虧於損益內確認。

收購方將轉讓之任何或然代價於收購日期按公平價值確認。歸入資產或負債類別之或然代價按公平價值計量，其公平價值變動則於損益內確認。歸入權益類別之或然代價毋須重新計量，其後結算則於權益內入賬。

商譽初始按成本計量，而成本乃指已轉讓代價、已確認非控股權益金額及本集團先前持有之被收購方股本權益之任何公平價值總額超出所收購可資識別資產淨值及所承擔負債之差額。倘此代價及其他項目之總和低於所收購附屬公司資產淨值之公平價值，則其差額經重新評估後於損益內確認為議價收購之收益。

於初始確認後，商譽按成本減任何累計減值虧損計量。商譽須每年作減值測試，倘發生事件或情況變化顯示賬面值可能出現減值，則會更頻密地進行減值測試。本集團於三月三十一日進行商譽之年度減值測試。就減值測試而言，從業務合併獲得之商譽自收購日期起分配至本集團之各現金產生單位或現金產生單位組別，該等單位或單位組別預期將受惠於合併之協同效益，而不論本集團其他資產或負債是否已分配至該等單位或單位組別。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Business combinations and goodwill (continued)

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

#### Fair value measurement

The Group measures its investment properties, certain available-for-sale investments and equity investments and financial assets at fair value through profit or loss at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

### 2.4 主要會計政策摘要 (續)

#### 業務合併及商譽 (續)

減值乃透過評估與商譽有關之現金產生單位 (或現金產生單位組別) 之可收回金額釐定。倘現金產生單位 (或現金產生單位組別) 之可收回金額少於其賬面金額，則確認減值虧損。已確認之商譽減值虧損不會於其後期間撥回。

倘商譽獲分配至某個現金產生單位 (或現金產生單位組別)，而該單位之部分業務已出售，則在釐定所出售業務之盈虧時，與所出售業務相關之商譽會計入該業務之賬面金額。在此等情況下出售之商譽乃根據所出售業務之相關價值及現金產生單位之保留部分計量。

#### 公平價值計量

本集團於各報告期間結束時按公平價值計量其投資物業、若干可供出售投資及透過損益按公平價值列賬之股本投資及金融資產。公平價值為市場參與者之間於計量日期進行之有序交易中，出售資產所收取或轉讓負債所支付之價格。公平價值計量乃基於假設出售資產或轉讓負債之交易在該資產或負債之主要市場 (或在不存在主要市場之情況下，則在對該資產或負債最有利之市場) 進行而作出。該主要或最有利之市場須為本集團可進入之市場。資產或負債之公平價值乃採用市場參與者為資產或負債定價時所用之假設計量，即假設市場參與者按其最佳經濟利益行事。

非金融資產之公平價值計量計及市場參與者透過以最大限度使用該資產及達致最佳用途，或透過將該資產出售予能夠以最大限度使用該資產及達致最佳用途之另一市場參與者而產生經濟利益之能力。

本集團採用在當前情況下適用並且有足夠可利用數據支持之估值技術計量公平價值，以盡量使用相關可觀察輸入數據及盡量避免使用不可觀察輸入數據。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Fair value measurement (continued)

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

#### Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, financial assets and investment properties), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the consolidated statement of profit or loss in the period in which it arises.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the consolidated statement of profit or loss in the period in which it arises.

### 2.4 主要會計政策摘要(續)

#### 公平價值計量(續)

在綜合財務報表內計量或披露公平價值之所有資產及負債，均根據對公平價值計量整體而言具有重要意義之最低層次輸入數據按下述公平價值層級分類：

- 第一層 – 基於相同資產或負債在活躍市場上之報價(未經調整)
- 第二層 – 基於對公平價值計量而言具有重要意義之最低層次輸入數據乃直接或間接可觀察之估值技術
- 第三層 – 基於對公平價值計量而言具有重要意義之最低層次輸入數據乃不可觀察之估值技術

就按經常性基準於綜合財務報表內確認之資產及負債而言，本集團於各報告期間結束時透過重新評估分類(基於對公平價值計量整體而言具有重要意義之最低層次輸入數據)決定各層級之間有否出現轉移。

#### 非金融資產之減值

倘有跡象顯示出現減值，或需就資產進行年度減值測試(存貨、金融資產及投資物業除外)，則估計該資產之可收回金額。資產之可收回金額按資產或現金產生單位之使用價值與其公平價值減出售成本之較高者計算，並就個別資產而釐定，除非有關資產未能在大致獨立於其他資產或資產組合之情況下產生現金流入，則在此情況下，可收回金額乃以資產所屬之現金產生單位釐定。

減值虧損僅於資產賬面金額超出其可收回金額時方予確認。評估使用價值時，估計未來現金流量按可反映當時市場對貨幣時間價值及資產特有風險之評估之除稅前貼現率貼現至其現值。減值虧損於產生期間自綜合損益表扣除。

於各報告期間結束時均會評估是否有跡象顯示先前確認之減值虧損不再存在或可能已減少。倘出現該等跡象，則會估計可收回金額。先前確認之資產(商譽除外)減值虧損僅於用以釐定該資產可收回金額之估計出現變動時方會撥回，惟撥回數額不得超過假設於過往年度並無就有關資產確認減值虧損而予以釐定之賬面金額(扣除任何折舊／攤銷)。撥回之減值虧損於產生期間計入綜合損益表。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 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;
  - (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;
  - (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) an 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.

### 2.4 主要會計政策摘要 (續)

#### 有關連人士

在下列情況下，一方將視為本集團之有關連人士：

- (a) 一方為一名人士或該人士之近親，且該人士
  - (i) 對本集團有控制權或共同控制權；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本集團母公司之主要管理層成員；

或

- (b) 一方為符合下列任何條件之實體：
  - (i) 該實體與本集團為同一集團之成員公司；
  - (ii) 一間實體為另一實體（或另一實體之母公司、附屬公司或同系附屬公司）之聯營公司或合營企業；
  - (iii) 該實體與本集團為同一第三方之合營企業；
  - (iv) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司；
  - (v) 該實體為本集團或與本集團有關連之實體就僱員福利而設之離職後福利計劃；
  - (vi) 該實體受(a)項所識別人士控制或共同控制；
  - (vii) (a)(i)項所識別人士對該實體有重大影響力或屬該實體（或該實體之母公司）主要管理層成員；及
  - (viii) 該實體或該實體所屬集團之任何成員公司為本集團或本集團之母公司提供主要管理人員服務。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the consolidated statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

|  |                          |
|--|--------------------------|
| Leasehold land and buildings             | 2% – 3%                  |
| Leasehold improvements                   | 20% – 33 $\frac{1}{3}$ % |
| Furniture, fittings and office equipment | 20% – 33 $\frac{1}{3}$ % |
| Plant and machinery                      | 20%                      |
| Motor vehicles                           | 20%                      |

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the consolidated statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

### 2.4 主要會計政策摘要(續)

#### 物業、廠房及設備及折舊

物業、廠房及設備乃按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目之成本包括其購買價及促使有關資產達致其運作狀況及運送至工作地點作擬定用途之任何直接應佔成本。

物業、廠房及設備項目於投運後所產生之開支(例如維修保養)一般於產生期間內自綜合損益表扣除。在符合確認條件之情況下,主要檢查之開支於資產賬面金額中資本化作為重置。倘物業、廠房及設備之重要部分須不時重置,則本集團確認該等部分為具有特定使用年限之個別資產,並相應計提折舊。

折舊乃按每項物業、廠房及設備項目之估計可使用年期,以直線法撇銷其成本至其剩餘價值計算。就此所採用之主要年率如下:

|             |                        |
|-------------|------------------------|
| 租賃土地及樓宇     | 2%至3%                  |
| 租賃物業裝修      | 20%至33 $\frac{1}{3}$ % |
| 傢俬、裝置及辦公室設備 | 20%至33 $\frac{1}{3}$ % |
| 廠房及機器       | 20%                    |
| 汽車          | 20%                    |

倘物業、廠房及設備項目之各部分具有不同之可使用年期,則有關項目之成本將按合理基準分配予各部分,而每部分將作個別折舊。剩餘價值、可使用年期及折舊方法最少會於各財政年度結束時檢討一次並作出調整(如適用)。

物業、廠房及設備項目(包括初始確認之任何主要部分)於出售時或預期待日後使用或出售該項目不再帶來經濟利益時終止確認。於終止確認資產年度之綜合損益表內確認之出售或報廢所產生之任何盈虧,為有關資產之出售所得款項淨額與賬面金額之差額。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investment properties

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the consolidated statement of profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the consolidated statement of profit or loss in the year of the retirement or disposal.

For a transfer from investment properties to owner-occupied properties, 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 and depreciation" 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 movements in the asset revaluation reserve. On disposal of a revalued asset, the relevant portion of the asset revaluation reserve realised in respect of previous valuation is transferred to retained profits as a movement in reserves.

### 2.4 主要會計政策摘要 (續)

#### 投資物業

投資物業為持作賺取租金收入及／或資本增值（而非用於生產或供應貨品或服務或用作行政用途）或於日常業務中作為銷售用途之土地及樓宇之權益（包括就原先符合投資物業定義之物業根據營業租賃而持有之租賃權益）。該等物業初始按成本（包括交易成本）計量。於初始確認後，投資物業按反映於報告期間結束時之市況之公平價值列賬。

投資物業公平價值變動所產生之盈虧，於其產生年度之綜合損益表內入賬。

報廢或出售投資物業之任何盈虧，於其報廢或出售年度之綜合損益表內確認。

就投資物業轉撥至自用物業之情況而言，該物業隨後入賬之視作成本乃其於用途變更日期之公平價值。倘本集團作為自用物業佔用之物業變成一項投資物業，則本集團於用途變更日期前根據「物業、廠房及設備及折舊」所述之政策將有關物業入賬，而於該日物業賬面金額與其公平價值之任何差額，將作為資產重估儲備變動入賬。於出售重估資產時，先前估值所得之資產重估儲備之相關部分將作為儲備變動轉撥至保留溢利。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value as at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

#### Club memberships

The Group's club memberships are stated at cost less any accumulated amortisation and any accumulated impairment losses, on an individual basis.

#### Trademarks and customer relationships

Trademarks and customer relationships are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of five years.

#### Mobile application

Mobile application is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful life of five years.

### 2.4 主要會計政策摘要(續)

#### 無形資產(商譽除外)

個別收購之無形資產於初始確認時按成本計量。在業務合併過程中收購無形資產之成本乃收購當日之公平價值。無形資產之可使用年期可評估為有限或無限。年期有限之無形資產其後按可使用經濟年期攤銷，並於該無形資產可能出現減值跡象時進行減值評估。可使用年期有限之無形資產之攤銷期及攤銷方法須最少於每個財政年度結束時檢討一次。

#### 會籍

本集團之會籍根據個別基準按成本減任何累計攤銷及任何累計減值虧損列賬。

#### 商標及客戶關係

商標及客戶關係按成本減任何減值虧損列賬，並以直線法按其五年之估計可使用年期攤銷。

#### 手機應用程式

手機應用程式按成本減任何減值虧損列賬，並以直線法按其五年之估計可使用年期攤銷。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the consolidated statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the consolidated statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases are charged to the consolidated statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms. When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of the land and buildings as a finance lease in property, plant and equipment.

### 2.4 主要會計政策摘要 (續)

#### 租賃

凡將資產擁有權(法定業權除外)之絕大部分回報與風險轉移至本集團之租賃，均以融資租賃入賬。於融資租賃開始時，租賃資產之成本按最低租賃款項之現值撥充資本，並連同債務(不計利息部分)列賬，以反映購入及融資情況。根據已撥充資本之融資租賃持有之資產(包括融資租賃之預付土地租賃款項)乃列入物業、廠房及設備，並按資產之租賃年期與估計可使用年期之較短者予以折舊。該等租賃之融資成本自綜合損益表扣除，藉以在租賃年內提供一個固定定期扣除率。

凡根據具融資性質之租購合約購入之資產，皆以融資租賃入賬，惟須按其估計可使用年期予以折舊。

凡資產擁有權之絕大部分回報與風險繼續歸出租人所有之租賃，均以營業租賃入賬。倘本集團為出租人，本集團根據營業租賃出租之資產計入非流動資產，根據營業租賃應收之租金按租賃年期以直線法計入綜合損益表。倘本集團為承租人，根據營業租賃應付之租金按租賃年期以直線法自綜合損益表扣除。

營業租賃之預付土地租賃款項初始按成本列賬，其後以直線法按租賃年期確認。當租賃款項不能可靠地於土地及樓宇部分之間分配，則整筆租賃款項將計入土地及樓宇成本內，作為物業、廠房及設備之融資租賃。



# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 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.

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 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:

### 2.4 主要會計政策摘要(續)

#### 投資及其他金融資產(自二零一八年四月一日起適用之香港財務報告準則第9號項下之政策)

##### 初始確認及計量

金融資產於初始確認時分類為隨後按攤銷成本計量、透過其他全面收入按公平價值列賬及透過損益按公平價值列賬。

金融資產於初始確認時的分類視乎金融資產合約現金流量的特徵及本集團管理彼等的業務模式而定。除並無重大融資組成部分或本集團已應用可行權益方式(不調整重大融資組成部份影響)的應收貿易賬款外,本集團初步按其公平價值加(倘並非透過損益按公平價值列賬之金融資產)交易成本計量金融資產。並無重大融資組成部分或本集團已應用可行權益方式的應收貿易賬款按照下文「收益之確認(自二零一八年四月一日起適用)」所載政策按根據香港財務報告準則第15號釐定的交易價格計量。

為使金融資產按攤銷成本或透過其他全面收入按公平價值分類及計量,其需產生僅為支付本金及未償還本金之利息的現金流量。

本集團管理金融資產的業務模式指其管理其金融資產以產生現金流量的方式。業務模式釐定現金流量是否來自收集合約現金流量、出售金融資產,或兩者兼有。

所有以正常方式買賣之金融資產買賣於交易日期(即本集團承諾購買或出售該資產之日期)確認。正常方式買賣指一般按照市場規例或慣例訂定之期間內交付資產之金融資產買賣。

##### 其後計量

金融資產之其後計量取決於其分類如下:

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investments and other financial assets (policies under HKFRS 9 applicable from 1 April 2018) (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 consolidated statement of profit or loss when the asset is derecognised, modified or impaired.

##### Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through other comprehensive income, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the consolidated statement of financial position at fair value with net changes in fair value recognised in the consolidated statement of profit or loss.

This category includes equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value profit or loss are also recognised as other income in the consolidated statement of profit or loss 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.

### 2.4 主要會計政策摘要 (續)

#### 投資及其他金融資產 (自二零一八年四月一日起適用之香港財務報告準則第9號項下之政策) (續)

##### 按攤銷成本列賬的金融資產 (債務工具)

倘以下兩個條件均獲達成，本集團按攤銷成本計量金融資產：

- 於旨在持有金融資產以收取合約現金流量的業務模式中持有的金融資產。
- 金融資產的合約條款於特定日期產生僅為支付本金及未償還本金之利息的現金流量。

按攤銷成本列賬的金融資產隨後使用實際利率法計量，並可予減值。當資產終止確認、修改或減值時，於綜合損益表中確認收益及虧損。

##### 透過損益按公平價值列賬之金融資產

透過損益按公平價值列賬之金融資產包括持作買賣之金融資產、於初始確認時指定透過損益按公平價值列賬之金融資產或強制要求按公平價值計量的金融資產。倘收購金融資產之目的為在短期內出售或回購，則將該等金融資產歸入持作買賣類別。衍生工具 (包括獨立嵌入式衍生工具) 亦歸入持作買賣類別，惟被指定為實際對沖工具者則除外。現金流量並非純粹支付本金及利息的金融資產，不論其業務模式如何，均透過損益按公平價值分類及計量。儘管如上文所述標準，債務工具可按攤銷成本或透過其他全面收入按公平價值分類，但於初步確認時，倘能夠消除或顯著減少會計錯配，則債務工具可指定為透過損益按公平價值列賬。

透過損益按公平價值列賬之金融資產按公平價值於綜合財務狀況表內入賬，而公平價值變動淨額則於綜合損益表內確認。

該類別包括本集團並無不可撤回地選擇透過其他全面收入按公平價值進行分類的股本投資。在支付權確立，與股息相關的經濟利益很可能將流入本集團，且股息的金額能夠可靠計量時，分類為透過損益按公平價值列賬的金融資產之股本投資的股息亦於綜合損益表內確認為其他收入。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (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 financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial investments, 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:

##### Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by HKAS 39.

Financial assets at fair value through profit or loss are carried in the consolidated statement of financial position at fair value with net changes in fair value recognised in the consolidated statement of profit or loss. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policies set out for "Revenue recognition (applicable before 1 April 2018)" below.

Financial assets designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

### 2.4 主要會計政策摘要(續)

#### 投資及其他金融資產(二零一八年四月一日前適用之香港會計準則第39號項下之政策)

##### 初始確認及計量

金融資產於初始確認時分類為透過損益按公平價值列賬之金融資產、貸款及應收款項及可供出售金融投資(如適用)。金融資產於初始確認時按公平價值加收購金融資產應佔之交易成本計量，惟透過損益按公平價值列賬之金融資產除外。

所有以正常方式買賣之金融資產買賣於交易日期(即本集團承諾購買或出售該資產之日期)確認。正常方式買賣指一般按照市場規例或慣例訂定之期間內交付資產之金融資產買賣。

##### 其後計量

金融資產之其後計量取決於其如下分類：

##### 透過損益按公平價值列賬之金融資產

透過損益按公平價值列賬之金融資產包括持作買賣之金融資產及於初始確認時指定透過損益按公平價值列賬之金融資產。倘收購金融資產之目的為在短期內出售，則將該等金融資產歸入持作買賣類別。衍生工具(包括獨立嵌入式衍生工具)亦歸入持作買賣類別，惟被指定為實際對沖工具(定義見香港會計準則第39號)者則除外。

透過損益按公平價值列賬之金融資產按公平價值於綜合財務狀況表內入賬，淨變動於綜合損益表確認。此等公平淨值變動並不包括該等金融資產所賺取之任何股息或利息，該等股息或利息乃根據下文所載「收益確認(於二零一八年四月一日前適用)」之政策確認。

指定於初始確認時透過損益按公平價值列賬之金融資產於初始確認當日並僅於符合香港會計準則第39號之標準時，方可作此分類。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (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 income and gains in the consolidated statement of profit or loss. The loss arising from impairment is recognised in the consolidated statement of profit or loss in finance costs for loans and in other expenses for receivables.

##### Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in unlisted equity investments. Equity investments 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.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investments revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the consolidated statement of profit or loss, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investments revaluation reserve to the consolidated statement of profit or loss. Interest and dividends earned whilst holding the available-for-sale financial investments are reported as interest income and dividend income, respectively and are recognised in the consolidated statement of profit or loss 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.

### 2.4 主要會計政策摘要 (續)

#### 投資及其他金融資產 (二零一八年四月一日前適用之香港會計準則第39號項下之政策) (續)

##### 貸款及應收款項

貸款及應收款項乃非衍生金融資產，有固定或可釐定付款金額而並無在活躍市場上報價。於初始計量後，該等資產其後以實際利率法按攤銷成本減任何減值備抵計量。於計算攤銷成本時已計及收購時之任何折讓或溢價，並計入屬於實際利率組成部分之費用或成本。實際利率攤銷計入綜合損益表內之其他收入及收益。減值所產生之虧損在綜合損益表之融資成本(就貸款而言)及其他開支(就應收款項而言)內確認。

##### 可供出售金融投資

可供出售金融投資乃非上市股本投資之非衍生金融資產。歸入可供出售類別之股本投資既無歸入持作買賣類別，亦無指定為透過損益按公平價值列賬。

初始確認後，可供出售金融投資其後按公平價值計量，而未變現收益或虧損則於可供出售投資重估儲備內確認為其他全面收入，直至終止確認該投資(屆時，累計收益或損失在綜合損益表內確認)或直至該投資被確定為減值(屆時，累計收益或損失自可供出售投資重估儲備重新分類至綜合損益表中)為止。持有可供出售金融投資所賺取之利息及股息分別呈報為利息收入及股息收入，並根據下文所載「收益確認(於二零一八年四月一日前適用)」之政策於綜合損益表內確認為其他收入。

當非上市股本投資之公平價值不能可靠地計量，原因在於：(a)該投資之合理公平價值估計範圍變動甚大或(b)範圍內多項估計之可能性不能合理地評估及用於估計公平價值，則該等投資按成本減任何減值虧損列賬。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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

##### Available-for-sale financial investments (continued)

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.

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the consolidated statement of profit or loss.

#### 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 statement of financial position) 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.

### 2.4 主要會計政策摘要(續)

#### 投資及其他金融資產(二零一八年四月一日前適用之香港會計準則第39號項下之政策)(續)

##### 可供出售金融投資(續)

本集團會評估在短期內出售其可供出售金融資產之能力及意向是否仍屬適當。在罕有情況下，當市場不活躍導致本集團無法買賣該等金融資產，倘管理層有能力及意向在可見將來持有該等資產或持有至到期日，則本集團或會選擇將該等金融資產重新分類。

對於自可供出售類別重新分類之金融資產，其於重新分類日期之公平價值賬面金額成為其新攤銷成本，而有關資產先於前於權益內確認之任何盈虧則採用實際利率按資產剩餘年期攤銷至損益。新攤銷成本與到期款項之任何差額亦採用實際利率按資產之剩餘年期攤銷。倘資產其後被釐定為減值，則計入權益之金額將重新分類至綜合損益表。

#### 終止確認金融資產(自二零一八年四月一日起適用之香港財務報告準則第9號項下之政策及二零一八年四月一日前適用之香港會計準則第39號項下之政策)

金融資產(或(倘適用)金融資產之一部分或一組類似金融資產之一部分)在下列情況將終止確認(即自本集團之綜合財務狀況表移除)：

- 從該項資產收取現金流量之權利已屆滿；或
- 本集團已轉讓從該項資產收取現金流量之權利，或已承擔責任根據「轉付」安排在並無重大延誤之情況下將所收取現金流量全數支付予第三方；且(a)本集團已轉讓該項資產之絕大部分風險及回報；或(b)本集團並無轉讓或保留該項資產之絕大部分風險及回報，但已轉讓該項資產之控制權。

倘本集團已轉讓從該項資產收取現金流量之權利或已訂立轉付安排，則本集團會評估其是否保留資產擁有權之風險及回報以及保留之程度。倘本集團既無轉讓或保留該項資產之絕大部分風險及回報，亦無轉讓該項資產之控制權，則本集團會繼續按其持續參與之程度確認所轉讓資產。在此情況下，本集團亦會確認相關負債。已轉讓資產及相關負債可按反映本集團所保留之權利和責任之基準計量。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (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 Expected credit losses (“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).

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 internal 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.

### 2.4 主要會計政策摘要 (續)

#### 終止確認金融資產 (自二零一八年四月一日起適用之香港財務報告準則第9號項下之政策及二零一八年四月一日前適用之香港會計準則第39號項下之政策) (續)

以擔保方式持續參與已轉讓資產，乃按該資產之原賬面金額與本集團可被要求償付代價之最高金額兩者中之較低者計量。

#### 金融資產減值 (自二零一八年四月一日起適用之香港財務報告準則第9號項下之政策)

本集團確認對並非按透過損益按公平價值列賬的所有債務工具預期信貸虧損 (「預期信貸虧損」) 的撥備。預期信貸虧損乃以根據合約應付的合約現金流量與本集團預期收取的所有現金流量之間的差額為基準，按原有實際利率相近的利率貼現。預期現金流量將包括合約條款組成部分的自銷售所持有抵押物所得的現金流量或其他信貸加強措施所得的現金流量。

##### 一般方法

預期信貸虧損於兩個階段獲確認。就自初步確認起信貸風險並無顯著增加的信貸風險而言，預期信貸虧損就因未來十二個月內可能發生的違約事件導致的信貸虧損而作出 (十二個月預期信貸虧損)。就自初步確認起已經顯著增加的信貸風險而言，不論何時發生違約事件，於餘下風險年期內的預期信貸虧損均須計提虧損撥備 (全期預期信貸虧損)。

於各報告日期，本集團評估自初步確認後金融工具的信貸風險是否有大幅增加。當作出評估時，本集團比較於報告日期金融工具發生違約風險與於初步確認日期金融工具發生違約風險，並於沒有過度成本或努力的情況下考慮可得的合理及可支持資料，包括過往及前瞻性資料。

本集團在合約付款已逾期90天時認為金融資產違約。此外，在若干情況下，倘內部或外部資料反映，在並無計及本集團任何現有信貸增強措施前，本集團不大可能悉數收到未償還合約款項，則本集團亦可認為金融資產將會違約。金融資產於無合理預期可收回合約現金流量時撇銷。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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

##### General approach (continued)

Debt investments at fair value through other comprehensive income and 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 and contract assets 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

##### Simplified approach

For trade receivables and contract assets 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.

### 2.4 主要會計政策摘要(續)

#### 金融資產減值(自二零一八年四月一日起適用之香港財務報告準則第9號項下之政策)(續)

##### 一般方法(續)

透過其他全面收入按公平價值列賬之債務投資及按攤銷成本計量的金融資產按一般方法進行減值，並按下列階段預期信貸虧損計量分類，惟下文詳述應用簡化方法的應收貿易賬款及合約資產除外。

- 階段1 – 金融工具的信貸風險自初始確認後並無顯著增加，其虧損撥備按等同12個月預期信貸虧損的金額計量
- 階段2 – 金融工具的信貸風險自初始確認後顯著增加(惟並非信貸減值的金融資產除外)，其虧損撥備按等同全期預期信貸虧損的金額計量
- 階段3 – 於報告日期為信貸減值的金融資產(惟並非購買或發起的信貸減值金融資產除外)，其虧損撥備按等同全期預期信貸虧損的金額計量

##### 簡化方法

就不包括重大融資部分的應收貿易賬款及合約資產而言，或當本集團採用不調整重大融資部分影響的可行權宜方法時，本集團會應用簡化方法計算預期信貸虧損。根據簡化方法，本集團不會跟蹤信貸風險變動，惟於各報告日期根據全期預期信貸虧損確認虧損撥備。本集團已建立一個基於其歷史信貸虧損經驗的撥備矩陣，並根據債務人及經濟環境特定的前瞻性因素進行調整。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (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.

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 consolidated statement of profit or loss. 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.

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 consolidated statement of profit or loss.

### 2.4 主要會計政策摘要 (續)

#### 金融資產減值(二零一八年四月一日前適用之香港會計準則第39號項下之政策)

本集團於各報告期間結束時評估有否客觀證據顯示一項金融資產或一組金融資產出現減值。倘於初始確認資產後發生之一項或多項事件對可以可靠地估計該項或該組金融資產之估計未來現金流量構成影響，則存在減值。減值證據可包括以下跡象：一名或一組負債人正面臨重大財務困難、違約或未能償還利息或本金、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。

#### 按攤銷成本列賬之金融資產

就按攤銷成本列賬之金融資產而言，本集團首先會按個別基準就個別屬重大之金融資產或按組合基準就個別不屬重大之金融資產，評估是否存在減值。倘本集團認定按個別基準經評估之金融資產(無論重要與否)並無客觀跡象顯示存有減值，則該項資產會歸入一組具有相似信貸風險特性之金融資產內，並共同評估該組金融資產是否存在減值。經個別評估減值且確認或繼續確認減值虧損之資產不會納入綜合減值評估之內。

所識別任何減值虧損之金額按該資產賬面金額與估計未來現金流量(不包括並未產生之未來信貸虧損)現值之差額計量。估計未來現金流量之現值以金融資產之初始實際利率(即初始確認時計算之實際利率)貼現。

該資產之賬面金額會通過使用備抵賬扣減，而虧損則於綜合損益表內確認。利息收入於經扣減賬面金額中採用計量減值虧損時用以貼現未來現金流量之利率持續累計。若日後收回不可實現，而所有抵押品已變現或已轉讓予本集團，則撇銷貸款及應收款項連同任何相關撥備。

倘若在其後期間估計減值虧損金額因確認減值後發生之事項而增加或減少，則透過調整撥備賬增加或扣減先前確認之減值虧損。倘於其後收回撇銷，該項收回將計入綜合損益表的其他開支中。



# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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

##### Assets carried at cost

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

##### Available-for-sale financial investments

For available-for-sale financial investments, 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 consolidated statement of profit or loss, is removed from other comprehensive income and recognised in the consolidated statement of profit or loss.

In the case of equity investments 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 consolidated statement of profit or loss – is removed from other comprehensive income and recognised in the consolidated statement of profit or loss. Impairment losses on equity instruments classified as available for sale are not reversed through the consolidated statement of profit or loss. 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.

### 2.4 主要會計政策摘要(續)

#### 金融資產減值(二零一八年四月一日前適用之香港會計準則第39號項下之政策)(續)

##### 按成本列賬之資產

倘有客觀證據顯示並非按公平價值列賬(因其公平價值無法可靠地計量)之無報價股本工具出現減值虧損,則有關虧損金額按該資產之賬面金額與按類似金融資產現時市場回報率貼現之估計未來現金流量現值之差額計量。該等資產之減值虧損不予撥回。

##### 可供出售金融投資

就可供出售金融投資而言,本集團將於各報告期間結束時評估有否客觀跡象會導致一項或一組投資出現減值。

倘可供出售資產減值,則包括其成本(扣除任何本金付款及攤銷)與其現時公平價值之差額減任何過往於綜合損益表內確認之減值虧損之金額會從其他全面收入轉撥並於綜合損益表內確認。

至於分類為可供出售之股本投資,客觀跡象將包括該項投資之公平價值大幅或長期跌至低於其成本值。「大幅」是按原有投資成本評估,而「長期」是按公平價值低於其原有成本之期間評估。倘出現減值跡象,則累計虧損(按收購成本與現時公平價值之差額減該項投資先前於綜合損益表內確認之任何減值虧損計量)會從其他全面收入移除,並於綜合損益表內確認。分類為可供出售之股本工具之減值虧損不可透過綜合損益表撥回。其公平價值於減值後之增加部份會直接於其他全面收入內確認。

釐定何謂「大幅」或「長期」需要作出判斷。在作出此判斷時,本集團衡量多項因素,包括投資項目之公平價值低於其成本之時長或程度。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 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, or payables, 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.

The Group's financial liabilities include trade payables, interest-bearing bank borrowings, finance lease payables and financial guarantee obligation.

##### 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 consolidated statement of profit or loss 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 consolidated statement of profit or loss.

##### *Financial guarantee contracts (policies under HKFRS 9 applicable from 1 April 2018)*

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in 'Impairment of financial assets (policies under HKFRS 9 applicable from 1 April 2018)'; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

### 2.4 主要會計政策摘要 (續)

#### 金融負債 (自二零一八年四月一日起適用之香港財務報告準則第9號項下之政策及二零一八年四月一日前適用之香港會計準則第39號項下之政策)

##### 初始確認及計量

金融負債於初始確認時劃分為透過損益按公平價值列賬之金融負債、貸款及借款或應付款項 (倘適用)。

所有金融負債初始按公平價值及 (如屬貸款及借款以及應付款項) 扣除直接應佔交易成本確認。

本集團之金融負債包括應付貿易賬款、附息銀行借款、應付融資租賃款項及財務擔保責任。

##### 其後計量

金融負債之其後計量乃視乎其如下分類：

##### *貸款及借款*

於初始確認後，計息貸款及借款於其後採用實際利率法按攤銷成本計量，除非貼現之影響不大，則會按成本列賬。在負債終止確認及透過實際利率攤銷程序進行時，收益及虧損會在綜合損益表內確認。

攤銷成本於計及任何收購折讓或溢價及屬實際利率不可或缺部分之費用或成本後計算。實際利率攤銷計入綜合損益表內之融資成本。

##### *財務擔保合約 (自二零一八年四月一日起適用之香港財務報告準則第9號項下之政策)*

本集團發出之財務擔保合約為要求付款以彌償擔保持有人因指定債務人未能按照債務工具條款於到期時付款而招致之損失之合約。財務擔保合約初始按公平價值確認為負債，並就直接歸屬於發出該擔保之交易成本作出調整。初始確認後，本集團按以下兩者中之較高者計量財務擔保合約：(i) 根據「金融資產減值 (自二零一八年四月一日起適用之香港財務報告準則第9號項下之政策)」所載政策釐定的預期信貸虧損撥備；(ii) 初步確認的金額 (若適用) 減已確認的累計收入金額。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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

##### Subsequent measurement (continued)

*Financial guarantee contracts (policies under HKAS 39 applicable before 1 April 2018)*

A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

#### 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 consolidated statement of profit or loss.

#### Offsetting of financial instruments (policies under HKFRS 9 applicable from 1 April 2018 and HKAS 39 applicable before 1 April 2018)

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and includes all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is based on the estimated selling prices less any estimated costs to be incurred to disposal.

### 2.4 主要會計政策摘要(續)

#### 金融負債(自二零一八年四月一日起適用之香港財務報告準則第9號項下之政策及二零一八年四月一日前適用之香港會計準則第39號項下之政策)

##### 其後計量(續)

*財務擔保合約(二零一八年四月一日前適用之香港會計準則第39號項下之政策)*

財務擔保合約初始按公平價值確認為負債，並就直接歸屬於發出該擔保之交易成本作出調整。初始確認後，本集團按以下兩者中之較高者計量財務擔保合約：(i)償還報告期間結束時之現有責任所須開支之最佳估計金額；及(ii)初始確認之金額減(若適用)累計攤銷。

#### 終止確認金融負債(自二零一八年四月一日起適用之香港財務報告準則第9號項下之政策及二零一八年四月一日前適用之香港會計準則第39號項下之政策)

倘金融負債項下之責任被解除、取消或到期，即終止確認金融負債。

倘現有金融負債被來自同一放債人之另一項條款迥異之金融負債取代，或現有負債之條款大部分被修訂，則該項交換或修訂會視作終止確認原有負債及確認新負債，各自之賬面金額差額於綜合損益表內確認。

#### 抵銷金融工具(自二零一八年四月一日起適用之香港財務報告準則第9號項下之政策及二零一八年四月一日前適用之香港會計準則第39號項下之政策)

倘現時存在一項可依法執行之權利，可抵銷已確認金額，且有意以淨額結算或同時變現資產及償付債務，則金融資產與金融負債可予抵銷，並將淨金額列入綜合財務狀況表。

#### 存貨

存貨按成本與可變現淨值兩者中之較低者入賬。成本乃以加權平均法計算，並包括所有購買成本及於將存貨送抵目前地點及達致目前狀況時產生之其他成本。可變現淨值則按估計售價扣除估計出售時所有將產生之成本計算。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand, demand deposits with banks and other financial institutions, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks and other financial institutions, including term deposits, which are not restricted as to use.

#### Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the consolidated statement of profit or loss.

#### Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

### 2.4 主要會計政策摘要(續)

#### 現金及等同現金項目

就綜合現金流量表而言，現金及等同現金項目包括手頭現金以及銀行及其他金融機構之活期存款，以及可隨時兌換為已知數額現金、價值變動風險不大、一般於收購後三個月內到期之短期高流通性投資，減去須按要求償還並構成本集團現金管理重要部分之銀行透支。

就綜合財務狀況表而言，現金及等同現金項目包括用途不受限制之手頭現金以及銀行及其他金融機構之存款(包括定期存款)。

#### 撥備

倘由於過往發生之事件而產生目前之債務(法定或推定)，並可能導致日後須流出資源以清償債務，則會確認撥備，惟債務之金額須能夠可靠地估計。

當貼現之影響重大，則就撥備確認之金額為預期清償債務所需之未來開支於報告期間結束時之現值。因時間過去而產生之已貼現值金額增加會計入綜合損益表內之融資成本。

#### 所得稅

所得稅包括即期及遞延稅項。有關損益外確認項目之所得稅會於損益外確認，即於其他全面收入或直接在權益內確認。

即期稅項資產及負債乃根據於報告期間結束時已頒佈或實際已頒佈之稅率(及稅法)，並考慮本集團業務所在國家之現有詮釋及慣例，按預期自課稅機關收回或支付予課稅機關之金額計量。

遞延稅項就於報告期間結束時資產與負債之稅基及作財務申報用途之賬面金額兩者間之所有暫時差異以負債法撥備。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Income tax (continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

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

### 2.4 主要會計政策摘要(續)

#### 所得稅(續)

遞延稅項負債乃就所有應課稅暫時差異確認，惟：

- 遞延稅項負債由於一項交易(並非業務合併)中最初確認商譽或資產或負債而產生，且於交易時並無對會計溢利或應課稅溢利或虧損構成影響除外；及
- 就與於附屬公司、聯營公司及合營企業之投資有關之應課稅暫時差異而言，暫時差異之撥回時間可以控制及暫時差異有可能不會於可預見未來撥回除外。

遞延稅項資產就所有可扣減暫時差異及未被動用稅項抵免與任何未被動用稅項虧損之結轉確認。遞延稅項資產僅在可能有應課稅溢利以動用可扣減暫時差異及結轉之未被動用稅項抵免及未被動用稅項虧損時，方可確認，惟：

- 遞延稅項資產與於一項交易(並非業務合併)中最初確認資產或負債時產生而於交易時並無對會計溢利或應課稅溢利或虧損構成影響之可扣減暫時差異有關除外；及
- 就與於附屬公司、聯營公司及合營企業之投資有關之可扣減暫時差異而言，遞延稅項資產僅以暫時差異有可能於可預見未來撥回及可能有應課稅溢利以動用暫時差異為限確認。

本公司於各報告期間結束時檢討遞延稅項資產之賬面金額，並於不再可能有足夠應課稅溢利以動用全部或部分遞延稅項資產時作出扣減。未確認之遞延稅項資產會於各報告期間結束時重新評估，並在可能有足夠應課稅溢利以收回全部或部分遞延稅項資產時確認。

遞延稅項資產與負債以變現資產或清還負債之期間之預期適用稅率，按於報告期間結束時已頒佈或實際已頒佈之稅率(及稅法)計量。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Income tax (continued)

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets against current tax liabilities and the deferred taxes assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

#### 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.

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.

### 2.4 主要會計政策摘要 (續)

#### 所得稅 (續)

僅當本集團有可合法執行權利可將即期稅項資產與即期稅項負債抵銷，且遞延稅項資產與遞延稅項負債與同一稅務機關對同一應稅實體或於各未來期間預期有大額遞延稅項負債或資產需要結算或清償時，擬按淨額基準結算即期稅務負債及資產或同時變現資產及結算負債之不同稅務實體徵收之所得稅相關，則遞延稅項資產與遞延稅項負債可予抵銷。

#### 收益確認 (自二零一八年四月一日起適用)

##### 來自客戶合約之收益

來自客戶合約之收益乃在商品或服務的控制權轉移予客戶時確認，金額為反映本集團預期有權在交換該等商品或服務中獲取的代價金額。

倘合約中的代價包含可變金額，代價金額為本集團就向客戶轉讓貨品或服務而有權在交換中獲取的估計金額。可變代價在合約開始時估計並受約束，直至可變代價相關的不確定因素其後得到解決，而已確認的累計收益金額不大可能出現重大收益撥回為止。

倘合約含有融資組成部分，而該融資組成部分為客戶提供超過一年之商品或服務轉讓融資的重大利益時，收益按應收款項現值計量，並採用於合約開始時本集團與客戶訂立的獨立融資交易所反映的貼現率貼現。倘合約含有融資組成部分，而該融資組成部分為本集團提供超過一年之重大財務盈利時，根據合約確認的收益包括根據實際利率法計算的合約負債所產生的利息開支。就客戶付款與轉移承諾商品或服務之間的期限為一年或一年以下的合約而言，交易價格不會根據香港財務報告準則第15號的可行權宜方法就重大融資組成部分的影響進行調整。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Revenue recognition (applicable from 1 April 2018) (continued)

##### Revenue from contracts with customers (continued)

(a) *Sale of 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.

(b) *Provision of services*

Revenue from the provision of services is recognised at the point in time when the services was rendered.

##### Other 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.

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

Trademark licence income is recognised when the trademark is used.

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.

Management fee income is recognised when the service is rendered.

### 2.4 主要會計政策摘要(續)

#### 收益確認(自二零一八年四月一日起適用)(續)

##### 來自客戶合約之收益(續)

(a) *銷售產品*

銷售產品的收益於資產的控制權轉移予客戶的某個時間點(一般為交付貨品時)確認。

(b) *提供服務*

提供服務的收益於提供服務的某個時間點確認。

##### 其他收入

利息收入乃採用實際利率法，利用將金融工具於預計年期(或較短期間，如適用)的估計未來現金收入準確貼現至金融資產賬面淨值的利率按累計基準確認。

租金收入乃按租賃年期之時間比例確認。

商標授權收入於使用商標時確認。

股息收入於股東收取款項的權利獲確立，且與股息相關的經濟利益很可能會流入本集團，而股息金額能夠可靠地計量時確認。

管理費收入於提供服務時確認。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Revenue recognition (applicable before 1 April 2018) (continued)

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) from the sale of products, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts over the expected life of the financial instrument to the net carrying amount of the financial asset;
- (c) rental income, on a time proportion basis over the lease terms;
- (d) trademark licence income, when the trademark is used; and
- (e) dividend income, when the shareholders' right to receive payment has been established.

#### 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.

### 2.4 主要會計政策摘要 (續)

#### 收益確認 (於二零一八年四月一日前適用) (續)

收益於經濟利益可能流向本集團並能可靠地計量時，按下列基準確認：

- (a) 產品銷售額於擁有權之絕大部分風險及回報已轉移予買家，及本集團不再對該等已售出之貨品有任何一般達到擁有程度之管理或有效之控制權時確認；
- (b) 利息收入按應計基準使用實際利息法計算，當中採用將金融工具預期年期內之估計未來現金收入貼現至金融資產賬面淨值之利率；
- (c) 租金收入根據租期按時間比例基準確認；
- (d) 商標授權收入於商標使用時確認；及
- (e) 股息收入於股東收取股息之權利確立時確認。

#### 合約負債 (自二零一八年四月一日起適用)

合約負債為向客戶轉讓貨品或服務的責任，而本集團已自客戶收取代價 (或代價已到期)。倘客戶於本集團向客戶轉讓貨品或服務前支付代價，合約負債於付款或款項到期時 (以較早者為準) 確認合約負債。合約負債於本集團履行合約時確認為收益。



# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Share-based payments

The Company and one of its subsidiaries operate share option schemes for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 32 to the consolidated financial statements.

The cost of equity-settled transactions is recognised in employee benefit expenses, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the consolidated statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

### 2.4 主要會計政策摘要(續)

#### 以股份付款

本公司及其中一間附屬公司設有購股權計劃，旨在向對本集團之成功營運作出貢獻之合資格參與者提供獎勵及回報。本集團僱員(包括董事)藉以股份付款方式收取薪酬，據此，僱員提供服務作為收取股本工具之代價(「股權結算交易」)。

與獲授僱員進行於二零零二年十一月七日後授出之股權結算交易之成本，乃參照於授出日期之公平價值計量。公平價值乃由外聘估值師以二項式模式釐定，進一步詳情載於綜合財務報表附註32。

股權結算交易之成本連同相應增加之權益，在績效及／或服務條件獲得履行之期間於僱員福利開支內確認。在歸屬日期前，於各報告期間結束時確認之股權結算交易累計開支，反映歸屬期已屆滿部分及本集團對最終將會歸屬之股本工具數目之最佳估計。在某一期間內在綜合損益表之扣除或進賬金額，反映於期初及期終確認之累計開支變動。

在釐定獎勵於授出日期之公平價值時，不會計及服務及非市場績效條件，但達成有關條件之可能性會評估為本集團對將最終歸屬之股本工具數目之最佳估計之一部分。市場績效條件在授出日期公平價值中反映。獎勵所附帶但無相關服務要求之任何其他條件被視為非歸屬條件。除非同時附有服務及／或績效條件，否則非歸屬條件在獎勵之公平價值中反映，並會導致獎勵即時支銷。

因非市場績效及／或服務條件並未達成而最終未歸屬之獎勵不會確認任何開支。倘獎勵包括一項市場或非歸屬條件，則只要所有其他績效及／或服務條件已經達成，不論市場或非歸屬條件是否達成，該等交易均會被視為已歸屬。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Share-based payments (continued)

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

#### Other employee benefits

##### Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the consolidated statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

The employees of the Group's subsidiaries which operate in Mainland China, Singapore, Korea and Indonesia are required to participate in pension schemes operated by the respective local municipal governments. These subsidiaries are required to contribute a certain percentage of their payroll costs to the pension schemes. The contributions are charged to the consolidated statement of profit or loss as they become payable in accordance with the rules of the pension schemes.

### 2.4 主要會計政策摘要 (續)

#### 以股份付款 (續)

倘股權結算之獎勵之條款有所修訂，如獎勵之原有條款已達成，則所確認開支最少須達到猶如條款並無任何修訂之水平。此外，倘有關修訂導致以股份付款之總公平價值有所增加，或於修訂日期經計量為僱員帶來其他利益，則須就該等修訂確認開支。

倘股權結算之獎勵被註銷，將被視為猶如已於註銷日期歸屬，任何尚未確認之獎勵開支則即時確認。此包括未符合屬本集團或僱員控制範圍內之非歸屬條件所涉及之任何獎勵。然而，倘有新獎勵取代已註銷獎勵，並於授出日期指定為取代獎勵，則已註銷獎勵及新獎勵，均如前段所述被視為猶如原先獎勵之修訂。

未行使購股權之攤薄效應於計算每股盈利時乃列為額外股份攤薄。

#### 其他僱員福利

##### 退休金計劃

本集團根據強制性公積金計劃條例，為符合資格參與定額供款強制性公積金退休福利計劃（「強積金計劃」）之僱員營辦強積金計劃。供款乃按僱員基本薪金之某一百分比計算，並於根據強積金計劃之規則規定應付時自綜合損益表扣除。強積金計劃之資產以獨立管理基金形式，與本集團資產分開持有。於向強積金計劃供款時，本集團之僱主供款即全數撥歸僱員。至於本集團之僱主自願供款，倘僱員在根據強積金計劃之規則獲得全數供款前離職，則會退還本集團則除外。

本集團於中國內地、新加坡、韓國及印尼經營業務之附屬公司之僱員須參與由各當地市政府營辦之退休金計劃。該等附屬公司須根據員工薪金成本之若干百分比向退休金計劃供款。供款乃於根據退休金計劃之規則規定應付時自綜合損益表扣除。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Borrowing costs

Borrowing costs are recognised as expenses in the consolidated statement of profit or loss in the period in which they are incurred.

#### Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the consolidated financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of associate grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

#### Foreign currencies

These consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the consolidated statement of profit or loss.

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 measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

### 2.4 主要會計政策摘要(續)

#### 借款成本

借款成本於產生期間之綜合損益表內確認為開支。

#### 股息

末期股息於股東大會上經股東批准後確認為負債。建議末期股息於綜合財務報表附註披露。

由於本公司之組織章程大綱及細則授權董事宣派中期股息，故中期股息會同時建議及宣派。因此，中期股息於建議及宣派時即時確認為負債。

#### 外幣

本綜合財務報表乃以港元，即本公司之功能貨幣呈列。本集團內各實體自行決定其本身之功能貨幣，而包括在各實體之財務報表之項目乃使用該功能貨幣計算。本集團內實體記錄外幣交易最初使用其各自功能貨幣於交易日期適用之匯率記錄。以外幣為結算單位之貨幣性資產與負債會按於報告期間結束時適用之功能貨幣匯率換算。因結算或換算貨幣性項目而產生之差額均於綜合損益表內確認。

以外幣歷史成本計量之非貨幣性項目，按最初交易日期之匯率換算。按外幣公平價值計量之非貨幣性項目，使用公平價值計量日期之匯率換算。換算按公平價值計量之非貨幣性項目所產生之收益或虧損，與確認該項目公平價值變動收益或虧損之處理方法一致，即於其他全面收入或損益內確認公平價值收益或虧損之項目之匯兌差額，亦分別於其他全面收入或損益內確認。

於釐定初始確認相關資產、開支或收入所用的匯率時，終止確認與預付代價有關的非貨幣資產或非貨幣負債，初始交易日期為本集團初始確認預付代價產生的非貨幣資產或非貨幣負債當日。倘涉及多筆預付款項或預收款項，本集團會釐定每次預付或預收代價的交易日期。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Foreign currencies (continued)

The functional currencies of certain overseas subsidiaries, joint ventures and associates are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the consolidated statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

#### Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the consolidated financial statements:

### 2.4 主要會計政策摘要 (續)

#### 外幣 (續)

若干海外附屬公司、合營企業及聯營公司之功能貨幣為港元以外之貨幣。於報告期間結束時，該等實體之資產與負債會按於報告期間結束時適用之匯率換算為港元，而其損益表會按年度加權平均匯率換算為港元。所產生之匯兌差額於其他全面收入內確認及於匯兌波動儲備內累計。出售海外業務時，與該特定海外業務有關之其他全面收入部分會在綜合損益表內確認。

因收購海外業務而產生之任何商譽及對收購所產生資產及負債賬面金額之任何公平價值調整，均被視為該海外業務之資產及負債，並以結算匯率換算。

就綜合現金流量表而言，海外附屬公司之現金流量按現金流量日期之適用匯率換算為港元。海外附屬公司於整個年度內經常產生之現金流量按年內之加權平均匯率換算為港元。

### 3. 主要會計判斷及估計

管理層編製本集團綜合財務報表時，須作出判斷、估計及假設，其將影響所申報之收益、開支、資產及負債之金額以及相關披露和或然負債之披露。有關此等假設及估計之不明朗因素所可能產生之結果，或會導致日後之資產或負債之賬面金額須作出重大調整。

#### 判斷

於應用本集團會計政策之過程中，除涉及估計之判斷外，管理層已作出以下對於綜合財務報表內確認之金額構成最重大影響之判斷：

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### Judgements (continued)

##### Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes.

Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

### 3. 主要會計判斷及估計(續)

#### 判斷(續)

##### 投資物業與自用物業之間之分類

本集團決定一項物業是否合資格作為投資物業，並已制定作出該判斷之標準。投資物業為就賺取租金或資本增值或兩者兼得而持有之物業。因此，本集團會考慮物業能否產生現金流量，而很大程度不受本集團持有之其他資產影響。

某些物業一部分持作賺取租金或資本升值，另一部分持作生產或供應貨品或服務或作行政用途。倘此等部分可獨立出售或根據融資租賃單獨出租，本集團將該等部分單獨入賬。倘該等部分不可單獨出售，惟持作生產或供應貨品或服務或作行政用途之部分不大，有關物業方為投資物業。

判斷乃就個別物業作出，以決定相關服務是否重大，令該物業不符合資格作為投資物業。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

#### Deferred tax assets

Deferred tax assets are recognised for unused tax losses carried forward to the extent that it is probable that future taxable profits will be available against which the unused tax losses can be utilised. Recognition primarily involves judgement regarding the future performance of the particular legal entity or tax group in which the deferred tax asset has been recognised. A variety of other factors are also evaluated in considering whether there is convincing evidence that it is probable that some portion or all of the deferred tax assets will ultimately be realised, such as the existence of taxable temporary differences, tax planning strategies and the periods in which estimated tax losses can be utilised. The carrying amount of deferred tax assets and related financial models and budgets are reviewed at the end of each reporting period and to the extent that there is insufficient convincing evidence that sufficient taxable profits will be available within the utilisation periods to allow utilisation of the tax losses carried forward, the asset balance will be reduced and charged to the consolidated statement of profit or loss. The amount of unrecognised tax losses at 31 March 2019 was approximately HK\$471 million (2018: approximately HK\$417 million). Further details are contained in note 30 to the consolidated financial statements.

#### Estimation of fair value of investment properties

In the absence of current prices in an active market for similar properties, the Group considers information from a variety of sources, including:

- (a) current prices in an active market for properties of a different nature, condition or location, adjusted to reflect those differences; and
- (b) 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.

### 3. 主要會計判斷及估計(續)

#### 估計之不明朗因素

下文闡述有關未來之主要假設及於報告期間結束時估計不明朗因素之其他主要來源，其具有可能導致須對下個財政年度之資產與負債之賬面金額作出重大調整之重大風險。

#### 遞延稅項資產

遞延稅項資產就未被動用結轉稅項虧損確認，惟以預期很可能取得未來應課稅溢利而可動用未被動用之稅項虧損與之抵銷為限。遞延稅項資產之確認主要涉及對已確認遞延稅項資產之特定法定實體或稅務組別未來表現之判斷。其他不同因素亦予以評估，以考慮是否有有力之憑證證明部分或全部遞延稅項資產最終有可能會變現，例如存在應課稅暫時差異、稅務規劃策略及可動用估計稅項虧損之期間。遞延稅項資產之賬面金額及有關財務模式與預算會於各報告期間結束時檢討，若並無足夠有力之憑證證明在可動用期內有足夠應課稅溢利以動用結轉稅項虧損，屆時將調低資產結餘並自綜合損益表扣除。於二零一九年三月三十一日，尚未確認稅項虧損金額約為471,000,000港元(二零一八年：約417,000,000港元)。進一步詳情載於綜合財務報表附註30。

#### 估計投資物業之公平價值

在沒有類似物業之現時活躍市場定價之情況下，本集團考慮不同來源之資料，包括：

- (a) 不同性質、狀況或位置之物業之現時活躍市場定價，並作出調整以反映該等差異；及
- (b) 類似物業最近在較不活躍市場之定價，並作出調整以反映以該等定價進行之交易日期起之任何經濟情況變化。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### Estimation uncertainty (continued)

##### Estimation of fair value of investment properties (continued)

The carrying amount of investment properties at 31 March 2019 was HK\$125,798,000 (2018: HK\$125,673,000). Further details, including the key assumptions used for fair value measurement and a sensitivity analysis, are given in note 13 to the consolidated financial statements.

##### Impairment of trade receivables, deposits and other receivables

The Group makes impairment provision for trade receivables, deposits and other receivables based on an assessment of the recoverability of these receivables. Impairment provision is made for these receivables where events or changes in circumstances indicate that the balances may not be collectible. The identification of doubtful debts requires the use of judgement and estimates, including the current creditworthiness and the past collection history of each debtor. Where the expectation on the recoverability of these receivables is different from the original estimate, such difference will impact the carrying value of these receivables and impairment provision in the periods in which such estimate has been changed. The aggregate carrying amount of trade receivables as at 31 March 2019 was HK\$70,937,000 (2018: HK\$67,967,000). The aggregate carrying amount of deposits and other receivables as at 31 March 2019 was HK\$39,835,000 (2018: HK\$21,053,000).

##### Provision for inventories

The Group's management reviews the inventory ageing analysis periodically, and makes allowance for obsolete and slow-moving inventory items identified that are no longer suitable for sales. The Group carries out an inventory review on a product-by-product basis at the end of each reporting period and makes allowance for obsolete and slow-moving items through management's estimation of the net realisable value for such obsolete and slow-moving items based primarily on the latest invoice prices and current market conditions. The aggregate carrying amount of the Group's inventories as at 31 March 2019 was HK\$62,219,000 (2018: HK\$160,176,000).

##### Useful lives of other intangible assets

The Group amortises its intangible assets with a finite useful life on a straight-line basis over their estimated useful lives. The estimated useful lives reflect management's estimate of the period that the Group intends to derive future economic benefits from the use of these intangible assets. The carrying amount of other intangible assets at 31 March 2019 was HK\$4,234,000 (2018: HK\$4,160,000).

### 3. 主要會計判斷及估計(續)

#### 估計之不明朗因素(續)

##### 估計投資物業之公平價值(續)

於二零一九年三月三十一日，投資物業之賬面金額為125,798,000港元(二零一八年：125,673,000港元)。進一步詳情(包括計量公平價值所用之主要假設以及敏感度分析)載於綜合財務報表附註13。

##### 應收貿易賬款、按金及其他應收款項之減值

本集團按對應收貿易賬款、按金及其他應收款項可收回程度之評估作出該等應收款項之減值撥備。倘事件或情況變化顯示結餘可能無法收回，則對該等應收款項作出減值撥備。分辨呆賬需要運用判斷及估計，包括各債務人現時信用狀況及過往收款紀錄。當預期該等應收款項之可收回程度與原定估計有差異時，該差異將會於估計改變之期間內，影響該等應收款項之賬面值及減值撥備。於二零一九年三月三十一日，應收貿易賬款之賬面總額為70,937,000港元(二零一八年：67,967,000港元)。於二零一九年三月三十一日，按金及其他應收款項之賬面總額為39,835,000港元(二零一八年：21,053,000港元)。

##### 存貨撥備

本集團之管理層定期審閱存貨之賬齡分析，並會為確認為不再適合銷售之陳舊及滯銷存貨項目作出撥備。於各報告期間結束時，本集團會檢閱各項產品之存貨，並會透過管理層主要根據最後發票價及現時市況對該等陳舊及滯銷項目之可變現淨值估計，為陳舊及滯銷項目作出撥備。於二零一九年三月三十一日，本集團存貨之賬面總額為62,219,000港元(二零一八年：160,176,000港元)。

##### 其他無形資產之可使用年期

本集團根據具有有限可使用年期之無形資產之估計可使用年期以直線法攤銷該等無形資產。估計可使用年期反映管理層對本集團計劃透過使用該等無形資產產生未來經濟利益期間之估計。於二零一九年三月三十一日，其他無形資產之賬面金額為4,234,000港元(二零一八年：4,160,000港元)。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### Estimation uncertainty (continued)

##### Fair value measurement of financial assets at fair value through profit or loss

When the fair values of financial assets at fair value through profit or loss recorded in the consolidated statement of financial position cannot be measured based on quoted prices in active markets, their fair values are measured using valuation techniques including the use of market comparable and other valuation techniques commonly used by other market participants. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Further details of these valuations are given in note 39 to the consolidated financial statements.

### 4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has four reportable operating segments as follows:

- (a) the semiconductor distribution segment engages in the sale and distribution of electronic components;
- (b) the consumer electronic product and brand omni-channel business segment engages in the design, development and sale of electronic products, and brand management, brand licensing and product sourcing services;
- (c) the venture capital segment engages in the investments in listed/unlisted equity and debt investments with an ultimate objective of obtaining capital gains on investee's equity listing or, in some circumstances, prior to listing. It also includes investments in real estate, managed funds, convertible bonds and listed bonds; and
- (d) the others segment mainly comprises the Group's internet social media business.

### 3. 主要會計判斷及估計(續)

#### 估計之不明朗因素(續)

##### 透過損益按公平價值列賬之金融資產公平價值計量

計入綜合財務狀況表內之透過損益按公平價值列賬之金融資產之公平價值，無法按活躍市場之報價計量，可採用估值技術(包括採用市場比較法及其他市場參與者常用之其他估值技術)計量其公平價值。該等模型之輸入值盡可能從可觀察市場獲取，倘若不可行，則需要作出一定程度之判斷來確定公平價值。判斷包括考慮流動資金風險、信貸風險及波幅等輸入值。有關該等估值之進一步詳情載於綜合財務報表附註39。

### 4. 經營分部資料

就管理而言，本集團按產品及服務劃分其業務單位，並有以下四個可呈報之經營分部：

- (a) 半導體分銷分部，涉及電子元件之銷售及分銷；
- (b) 消費類電子產品及品牌全渠道業務分部，涉及電子產品之設計、開發及銷售以及品牌管理、品牌授權及產品採購服務；
- (c) 創投分部，涉及上市／非上市股本及債務投資之投資，最終目標為在被投資企業股本上市後或(在某些情況下)上市前取得資本盈利，亦包括對房地產、管理基金、可換股債券及上市債券之投資；及
- (d) 其他分部主要包括本集團之互聯網社交媒體業務。



# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 4. OPERATING SEGMENT INFORMATION (continued)

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group's profit/loss before tax except that bank interest income, dividend income from listed investments, rental income, share of profits and losses of associates and joint ventures, gain/loss on disposal of items of property, plant and equipment, impairment of property, plant and equipment, impairment of other receivables, changes in fair value of investment properties, finance costs and unallocated expenses are excluded from such measurement.

Segment assets exclude investments in joint ventures and associates, tax recoverable, pledged time deposits, cash and cash equivalents and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude tax payable, deferred tax liabilities, interest-bearing bank borrowings, finance lease payables, financial guarantee obligation and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

### 4. 經營分部資料(續)

管理層會分開監察本集團經營分部之業績，以就資源分配及表現評估作出決定。分部表現乃根據可呈報分部溢利／虧損（即經調整除稅前溢利／虧損之計量方法）評估。經調整除稅前溢利／虧損之計量方法與本集團除稅前溢利／虧損者一致，惟銀行利息收入、上市投資之股息收入、租金收入、分佔聯營公司及合營企業溢利及虧損、出售物業、廠房及設備項目之收益／虧損、物業、廠房及設備之減值、其他應收款項之減值、投資物業公平價值之變動、融資成本及未分配開支則不包括於該計量中。

分部資產不包括於合營企業及聯營公司之投資、可收回稅項、有抵押定期存款、現金及等同現金項目以及其他未分配總辦事處及公司資產，原因為該等資產乃按集團基準管理。

分部負債不包括應付稅項、遞延稅項負債、附息銀行借款、應付融資租賃款項、財務擔保責任以及其他未分配總辦事處及公司負債，原因為該等負債乃按集團基準管理。

分部間銷售及轉撥乃參考向第三方進行銷售時使用之售價按當時通行市價進行。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 4. OPERATING SEGMENT INFORMATION (continued)

### 4. 經營分部資料(續)

|  |                              | Semiconductor<br>distribution | Consumer<br>electronic<br>product and<br>brand omni-<br>channel<br>business | Venture<br>capital | Others   | Total     |
|--|------------------------------|-------------------------------|---|--------------------|----------|-----------|
|  |                              | 半導體分銷                         | 消費類電子<br>產品及品牌<br>全渠道業務   | 創投                 | 其他       | 總計        |
|  |                              | HK\$'000                      | HK\$'000  | HK\$'000           | HK\$'000 | HK\$'000  |
|  |                              | 千港元                           | 千港元   | 千港元                | 千港元      | 千港元       |
| <b>Year ended 31 March 2019</b>  | <b>截至二零一九年三月<br/>三十一日止年度</b> |                               |   |                    |          |           |
| <b>Segment revenue</b>   | <b>分部收益</b>                  |                               |   |                    |          |           |
| Sales to external customers  | 向外界顧客之銷售                     | 1,602,398                     | 88,525  | –                  | 7,873    | 1,698,796 |
| Other losses   | 其他虧損                         | –                             | –   | (23,922)           | –        | (23,922)  |
| Total  | 總計                           | 1,602,398                     | 88,525  | (23,922)           | 7,873    | 1,674,874 |
| Reconciliation:  | 對賬:                          |                               |   |                    |          |           |
| Add: Other losses (note)   | 加: 其他虧損(附註)                  |                               |   |                    |          | 23,922    |
| Revenue as presented in the<br>consolidated statement of<br>profit or loss | 於綜合損益表呈列之收益                  |                               |   |                    |          | 1,698,796 |
| <b>Segment results</b>   | <b>分部業績</b>                  | (14,319)                      | (23,048)  | (28,250)           | (10,216) | (75,833)  |
| Reconciliation:  | 對賬:                          |                               |   |                    |          |           |
| Bank interest income   | 銀行利息收入                       |                               |   |                    |          | 46        |
| Rental income  | 租金收入                         |                               |   |                    |          | 5,328     |
| Share of profits of joint ventures   | 分佔合營企業溢利                     |                               |   |                    |          | 166,655   |
| Share of losses of associates  | 分佔聯營公司虧損                     |                               |   |                    |          | (303)     |
| Loss on disposal of items of<br>property, plant and equipment              | 出售物業、廠房及設備項目之<br>虧損          |                               |   |                    |          | (1,287)   |
| Impairment of property,<br>plant and equipment                             | 物業、廠房及設備之減值                  |                               |   |                    |          | (369)     |
| Impairment of other receivables  | 其他應收款項之減值                    |                               |   |                    |          | (7,619)   |
| Changes in fair value of<br>investment properties                          | 投資物業公平價值之變動                  |                               |   |                    |          | 1,515     |
| Unallocated expenses   | 未分配開支                        |                               |   |                    |          | (26,048)  |
| Finance costs  | 融資成本                         |                               |   |                    |          | (6,478)   |
| Profit before tax  | 除稅前溢利                        |                               |   |                    |          | 55,607    |

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 4. OPERATING SEGMENT INFORMATION (continued)

### 4. 經營分部資料(續)

|  |                      | Semiconductor<br>distribution | Consumer<br>electronic<br>product and<br>brand omni-<br>channel<br>business<br>消費類電子<br>產品及品牌<br>全渠道業務 | Venture<br>capital | Others   | Total     |
|--|----------------------|-------------------------------|--|--------------------|----------|-----------|
|  |                      | 半導體分銷                         | 消費類電子<br>產品及品牌<br>全渠道業務  | 創投                 | 其他       | 總計        |
|  |                      | HK\$'000                      | HK\$'000   | HK\$'000           | HK\$'000 | HK\$'000  |
|  |                      | 千港元                           | 千港元  | 千港元                | 千港元      | 千港元       |
| Year ended 31 March 2018   | 截至二零一八年三月<br>三十一日止年度 |                               |  |                    |          |           |
| <b>Segment revenue</b>   | <b>分部收益</b>          |                               |  |                    |          |           |
| Sales to external customers  | 向外界顧客之銷售             | 1,592,122                     | 66,847   | 820                | 3,089    | 1,662,878 |
| Other revenue  | 其他收益                 | -                             | -  | 71,478             | -        | 71,478    |
| Total  | 總計                   | 1,592,122                     | 66,847   | 72,298             | 3,089    | 1,734,356 |
| Reconciliation:  | 對賬：                  |                               |  |                    |          |           |
| Less: Other revenue (note)   | 減：其他收益(附註)           |                               |  |                    |          | (71,478)  |
| Revenue as presented in the<br>consolidated statement of<br>profit or loss | 於綜合損益表呈列之收益          |                               |  |                    |          | 1,662,878 |
| <b>Segment results</b>   | <b>分部業績</b>          | (4,012)                       | (4,699)  | 67,975             | (10,134) | 49,130    |
| Reconciliation:  | 對賬：                  |                               |  |                    |          |           |
| Bank interest income   | 銀行利息收入               |                               |  |                    |          | 586       |
| Dividend income from listed<br>investments                                 | 上市投資之股息收入            |                               |  |                    |          | 15        |
| Rental income  | 租金收入                 |                               |  |                    |          | 5,860     |
| Share of profits of joint ventures   | 分佔合營企業溢利             |                               |  |                    |          | 160,199   |
| Share of profits of associates   | 分佔聯營公司溢利             |                               |  |                    |          | 448       |
| Gain on disposal of items of<br>property, plant and equipment              | 出售物業、廠房及設備項目之<br>收益  |                               |  |                    |          | 636       |
| Impairment of other receivables  | 其他應收款項之減值            |                               |  |                    |          | (20,740)  |
| Changes in fair value of<br>investment properties                          | 投資物業公平價值之變動          |                               |  |                    |          | 6,716     |
| Unallocated expenses   | 未分配開支                |                               |  |                    |          | (34,423)  |
| Finance costs  | 融資成本                 |                               |  |                    |          | (4,737)   |
| Profit before tax  | 除稅前溢利                |                               |  |                    |          | 163,690   |

Note: Other revenue/(losses) in segment revenue was classified as other income and gains, fair value gains/(losses) of equity investments and financial assets at fair value through profit or loss and gain on disposal of an available-for-sale investment in the consolidated statement of profit or loss.

附註：分部收益內之其他收益/(虧損)已分類為綜合損益表內之其他收入及收益、透過損益按公平價值列賬之股本投資及金融資產之公平價值收益/(虧損)及出售一項可供出售投資之收益。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 4. OPERATING SEGMENT INFORMATION (continued)

### 4. 經營分部資料(續)

|  |             | Semiconductor<br>distribution | Consumer<br>electronic<br>product and<br>brand omni-<br>channel<br>business | Venture<br>capital    | Others                | Total                 |
|--|-------------|-------------------------------|---|-----------------------|-----------------------|-----------------------|
|  |             | 半導體分銷<br>HK\$'000<br>千港元      | 消費類電子<br>產品及品牌<br>全渠道業務<br>HK\$'000<br>千港元                                  | 創投<br>HK\$'000<br>千港元 | 其他<br>HK\$'000<br>千港元 | 總計<br>HK\$'000<br>千港元 |
| <b>31 March 2019</b>                           | 二零一九年三月三十一日 |                               |   |                       |                       |                       |
| <b>Segment assets</b>                          | <b>分部資產</b> | <b>624,028</b>                | <b>120,013</b>  | <b>155,963</b>        | <b>6,311</b>          | <b>906,315</b>        |
| Reconciliation:                                | 對賬:         |                               |   |                       |                       |                       |
| Elimination of intersegment<br>receivables     | 抵銷分部間應收款項   |                               |   |                       |                       | (453,664)             |
| Investments in joint ventures                  | 於合營企業之投資    |                               |   |                       |                       | 723,034               |
| Investments in associates                      | 於聯營公司之投資    |                               |   |                       |                       | 1,698                 |
| Corporate and other unallocated<br>assets      | 公司及其他未分配資產  |                               |   |                       |                       | 139,635               |
| <b>Total assets</b>                            | <b>資產總值</b> |                               |   |                       |                       | <b>1,317,018</b>      |
| <b>Segment liabilities</b>                     | <b>分部負債</b> | <b>52,022</b>                 | <b>200,834</b>  | <b>204,385</b>        | <b>54,906</b>         | <b>512,147</b>        |
| Reconciliation:                                | 對賬:         |                               |   |                       |                       |                       |
| Elimination of intersegment<br>payables        | 抵銷分部間應付款項   |                               |   |                       |                       | (453,664)             |
| Corporate and other unallocated<br>liabilities | 公司及其他未分配負債  |                               |   |                       |                       | 142,942               |
| <b>Total liabilities</b>                       | <b>負債總額</b> |                               |   |                       |                       | <b>201,425</b>        |
| <b>31 March 2018</b>                           | 二零一八年三月三十一日 |                               |   |                       |                       |                       |
| <b>Segment assets</b>                          | <b>分部資產</b> | <b>638,601</b>                | <b>115,515</b>  | <b>124,184</b>        | <b>13,318</b>         | <b>891,618</b>        |
| Reconciliation:                                | 對賬:         |                               |   |                       |                       |                       |
| Elimination of intersegment<br>receivables     | 抵銷分部間應收款項   |                               |   |                       |                       | (369,065)             |
| Investments in joint ventures                  | 於合營企業之投資    |                               |   |                       |                       | 619,544               |
| Investments in associates                      | 於聯營公司之投資    |                               |   |                       |                       | 1,148                 |
| Corporate and other unallocated<br>assets      | 公司及其他未分配資產  |                               |   |                       |                       | 262,554               |
| <b>Total assets</b>                            | <b>資產總值</b> |                               |   |                       |                       | <b>1,405,799</b>      |
| <b>Segment liabilities</b>                     | <b>分部負債</b> | <b>111,598</b>                | <b>173,523</b>  | <b>162,156</b>        | <b>41,445</b>         | <b>488,722</b>        |
| Reconciliation:                                | 對賬:         |                               |   |                       |                       |                       |
| Elimination of intersegment<br>payables        | 抵銷分部間應付款項   |                               |   |                       |                       | (369,065)             |
| Corporate and other unallocated<br>liabilities | 公司及其他未分配負債  |                               |   |                       |                       | 199,416               |
| <b>Total liabilities</b>                       | <b>負債總額</b> |                               |   |                       |                       | <b>319,073</b>        |

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 4. OPERATING SEGMENT INFORMATION (continued)

#### Other segment information:

### 4. 經營分部資料(續)

#### 其他分部資料：

|   |                              | Semiconductor<br>distribution | Consumer<br>electronic<br>product and<br>brand omni-<br>channel<br>business | Venture<br>capital | Others   | Total     |
|---|------------------------------|-------------------------------|---|--------------------|----------|-----------|
|   |                              | 半導體分銷                         | 消費類電子<br>產品及品牌<br>全渠道業務   | 創投                 | 其他       | 總計        |
|   |                              | HK\$'000                      | HK\$'000  | HK\$'000           | HK\$'000 | HK\$'000  |
|   |                              | 千港元                           | 千港元   | 千港元                | 千港元      | 千港元       |
| <b>Year ended 31 March 2019</b>                         | <b>截至二零一九年三月三十一日<br/>止年度</b> |                               |   |                    |          |           |
| Depreciation  | 折舊                           | 2,180                         | 549   | 1,112              | 479      | 4,320     |
| Amortisation of other intangible<br>assets              | 其他無形資產之攤銷                    | 19                            | -   | -                  | -        | 19        |
| Provision for impairment of<br>inventories              | 存貨之減值撥備                      | 3,048                         | 4,878   | -                  | -        | 7,926     |
| Impairment of trade receivables,<br>net                 | 應收貿易賬款之減值淨額                  | 2,986                         | 2,425   | -                  | 100      | 5,511     |
| Impairment of property, plant and<br>equipment          | 物業、廠房及設備之減值                  | 116                           | 253   | -                  | -        | 369       |
| Reversal of impairment of other<br>intangible assets    | 其他無形資產之減值撥回                  | (387)                         | -   | -                  | -        | (387)     |
| Impairment of other receivables                         | 其他應收款項之減值                    |                               |   |                    |          | 7,619     |
| Impairment of investments in joint<br>ventures          | 於合營企業之投資之減值                  |                               |   |                    |          |           |
| Capital expenditure*                                    | 資本開支*                        | 736                           | 1,698   | 2,600              | 544      | 5,578     |
| <b>Year ended 31 March 2018</b>                         | <b>截至二零一八年三月三十一日<br/>止年度</b> |                               |   |                    |          |           |
| Depreciation  | 折舊                           | 2,093                         | 418   | 871                | 241      | 3,623     |
| Amortisation of other intangible<br>assets              | 其他無形資產之攤銷                    | 19                            | -   | -                  | -        | 19        |
| Reversal of provision of inventories                    | 存貨之撥回撥備                      | (1,037)                       | (271)   | -                  | -        | (1,308)   |
| Impairment of trade receivables,<br>net                 | 應收貿易賬款之減值淨額                  | 1,748                         | 562   | -                  | 20       | 2,330     |
| Recovery of bad debts                                   | 壞賬收回                         | (311)                         | -   | -                  | -        | (311)     |
| Provision for impairment of other<br>intangible assets  | 其他無形資產之減值撥備                  | 381                           | -   | -                  | -        | 381       |
| Impairment of other receivables                         | 其他應收款項之減值                    |                               |   |                    |          | 20,740    |
| Impairment of investments in<br>joint ventures          | 於合營企業之投資之減值                  |                               |   |                    |          |           |
| Gain on disposal of an<br>available-for-sale investment | 出售一項可供出售投資之<br>收益            | -                             | -   | (128,918)          | -        | (128,918) |
| Capital expenditure*                                    | 資本開支*                        | 1,919                         | 749   | -                  | 7,013    | 9,681     |

\* Capital expenditure consists of additions to property, plant and equipment.

\* 資本開支包括添置物業、廠房及設備。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 4. OPERATING SEGMENT INFORMATION (continued)

#### Geographical information

##### (a) Revenue from external customers

|           |     | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|-----------|-----|----------------------------------|----------------------------------|
| Hong Kong | 香港  | 419,145                          | 333,363                          |
| Singapore | 新加坡 | 1,277,682                        | 1,326,013                        |
| Korea     | 韓國  | 67                               | 3,502                            |
| Taiwan    | 台灣  | 1,550                            | -                                |
| Indonesia | 印尼  | 352                              | -                                |
|           |     | <b>1,698,796</b>                 | <b>1,662,878</b>                 |

The revenue information above is based on the locations in which the sales originated.

上述收益資料乃根據銷售產生所在地劃分。

##### (b) Non-current assets

|                |      | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|----------------|------|----------------------------------|----------------------------------|
| Hong Kong      | 香港   | 768,053                          | 663,035                          |
| Mainland China | 中國內地 | 98,458                           | 98,220                           |
| Singapore      | 新加坡  | 26,615                           | 27,479                           |
| Korea          | 韓國   | 658                              | 7,846                            |
| Indonesia      | 印尼   | 574                              | -                                |
|                |      | <b>894,358</b>                   | <b>796,580</b>                   |

The non-current assets information above is based on the locations of the assets and excludes financial instruments.

上述非流動資產資料按資產所在地計算，當中不包括金融工具。

#### Information about major customers

For the year ended 31 March 2019, no revenue from the Group's sales to a single customer amounted to 10% or above of the Group's total revenue (2018: Nil).

#### 有關主要客戶之資料

截至二零一九年三月三十一日止年度，概無來自本集團向一名單一客戶所作銷售之收益佔本集團收益總額10%或以上(二零一八年：無)。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 5. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue, other income and gains is as follows:

#### Revenue

|   |                   | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|---|-------------------|----------------------------------|----------------------------------|
| <b>Revenue from contracts with customers</b>                      | <b>客戶合約的收益</b>    |                                  |                                  |
| Semiconductor distribution  | 半導體分銷             | 1,602,398                        | 1,592,122                        |
| Consumer electronic product sales and brand omni-channel business | 消費類電子產品銷售及品牌全渠道業務 | 88,525                           | 66,847                           |
| Venture capital   | 創投                | -                                | 820                              |
| Others  | 其他                | 7,873                            | 3,089                            |
|   |                   | <b>1,698,796</b>                 | <b>1,662,878</b>                 |

### 5. 收益、其他收入及收益

收益、其他收入及收益之分析如下：

#### 收益

#### Revenue from contracts with customers

##### (i) Disaggregated revenue information

For the year ended 31 March 2019

#### 來自客戶合約之收益

##### (i) 收益資料明細

截至二零一九年三月三十一日止年度

| Segments                                    |                | Semiconductor distribution<br>半導體分銷<br>HK\$'000<br>千港元 | Consumer electronic product and brand omni-channel business<br>消費類電子產品及品牌全渠道業務<br>HK\$'000<br>千港元 | Venture capital<br>創投<br>HK\$'000<br>千港元 | Others<br>其他<br>HK\$'000<br>千港元 | Total<br>總計<br>HK\$'000<br>千港元 |
|---|----------------|--|---|--|---------------------------------|--------------------------------|
| Total revenue from contracts with customers | 來自客戶合約之收益總額    | 1,602,398  | 88,525  | -  | 7,873                           | 1,698,796                      |
| <b>Geographical markets</b>                 | <b>地區市場</b>    |  |   |  |                                 |                                |
| Hong Kong                                   | 香港             | 332,649  | 78,623  | -  | 7,873                           | 419,145                        |
| Singapore                                   | 新加坡            | 1,269,682  | 8,000   | -  | -                               | 1,277,682                      |
| Korea                                       | 韓國             | 67   | -   | -  | -                               | 67                             |
| Taiwan                                      | 台灣             | -  | 1,550   | -  | -                               | 1,550                          |
| Indonesia                                   | 印尼             | -  | 352   | -  | -                               | 352                            |
| Total revenue from contracts with customers | 來自客戶合約之收益總額    | 1,602,398  | 88,525  | -  | 7,873                           | 1,698,796                      |
| <b>Timing of revenue recognition</b>        | <b>收益確認的時間</b> |  |   |  |                                 |                                |
| Transferred at a point in time              | 於某個時間點轉移       | 1,602,398  | 88,525  | -  | 7,873                           | 1,698,796                      |

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 5. REVENUE, OTHER INCOME AND GAINS (continued)

An analysis of revenue, other income and gains is as follows: (continued)

#### Revenue from contracts with customers (continued)

##### (i) Disaggregated revenue information (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 and recognised from performance obligations satisfied in previous periods:

|  | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|--|----------------------------------|
| Revenue recognised that was included in contract liabilities at the beginning of the reporting period: | 確認計入報告期初合約負債中的收益：                |
| Sale of products   | 銷售產品 7,682                       |

##### (ii) Performance obligations

Information about the Group's performance obligations is summarised below:

###### *Sale of products*

The performance obligation is satisfied upon delivery of the goods and payment is generally due within 30 days of issuance, except for well-established customers, where the terms are extended to over 60 days.

###### *Provision of services*

The performance obligation is satisfied when the services are rendered and payment is generally due within 30 days of issuance, except for well-established customers, where the terms are extended to over 60 days.

### 5. 收益、其他收入及收益(續)

收益、其他收入及收益之分析如下：(續)

#### 來自客戶合約之收益(續)

##### (i) 收益資料明細(續)

下表列示於本報告期間確認之收益金額，該金額已計入報告期初合約負債並自過往期間達致的履約責任中確認：

##### (ii) 履約責任

本集團履約責任資料概述如下：

###### *銷售產品*

履約責任在交付貨品後達成及付款通常在發出後30天內結付，惟信譽良好的客戶除外，其期限延長至超過60天。

###### *提供服務*

履約責任隨提供服務時間達成及付款通常在發出後30天內結付，惟信譽良好的客戶除外，其期限延長至超過60天。



# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 5. REVENUE, OTHER INCOME AND GAINS (continued)

An analysis of revenue, other income and gains is as follows: (continued)

#### Other income and gains

### 5. 收益、其他收入及收益(續)

收益、其他收入及收益的分析如下：(續)

#### 其他收入及收益

|  |                 | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|--|-----------------|----------------------------------|----------------------------------|
| <b>Other income and gains</b>                              | <b>其他收入及收益</b>  |                                  |                                  |
| Bank interest income                                       | 銀行利息收入          | 46                               | 586                              |
| Interest income on convertible bonds                       | 可換股債券之利息收入      | 1,184                            | 2,324                            |
| Interest income on listed bond investments                 | 上市債券投資之利息收入     | 2,876                            | -                                |
| Recovery of bad debts                                      | 收回壞賬            | -                                | 311                              |
| Dividend income from listed equity investments             | 上市股本投資之股息收入     | 376                              | 15                               |
| Gain on disposal of items of property, plant and equipment | 出售物業、廠房及設備項目之收益 | -                                | 636                              |
| Trademark licence income                                   | 商標授權收入          | 204                              | 272                              |
| Rental income  | 租金收入            | 5,328                            | 5,860                            |
| Foreign exchange differences, net                          | 匯兌差額淨額          | 1,532                            | 3,074                            |
| Management fee income from a joint venture                 | 合營企業管理費收入       | 358                              | -                                |
| Others   | 其他              | 2,833                            | 964                              |
|  |                 | <b>14,737</b>                    | <b>14,042</b>                    |

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

### 6. 除稅前溢利

本集團之除稅前溢利已扣除/(計入)：

|  | Notes<br>附註               | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|--|---------------------------|----------------------------------|----------------------------------|
| Cost of inventories sold***  | 銷貨成本***                   | 1,661,774                        | 1,622,128                        |
| Provision for impairment/(reversal of provision) of inventories***   | 存貨減值撥備/(撥回撥備)***          | 7,926                            | (1,308)                          |
| Depreciation   | 折舊                        | 12 4,320                         | 3,623                            |
| Amortisation of other intangible assets**  | 其他無形資產之攤銷**               | 15 19                            | 19                               |
| (Reversal of)/provision for impairment of other intangible assets*   | 其他無形資產減值(撥回)/撥備*          | 15 (387)                         | 381                              |
| Impairment of financial assets, net:   | 金融資產之減值淨額：                |                                  |                                  |
| Impairment of trade receivables, net   | 應收貿易賬款之減值淨額               | 21 5,511                         | 2,330                            |
| Impairment of other receivables  | 其他應收款項之減值                 | 7,619                            | 20,740                           |
| Minimum lease payments under operating leases  | 營業租賃之最低租金付款               | 4,930                            | 2,902                            |
| Auditor's remuneration   | 核數師酬金                     | 2,031                            | 2,013                            |
| Staff costs (including directors' remuneration - note 8):  | 員工成本(包括董事酬金—附註8)：         |                                  |                                  |
| Wages, salaries and other allowances   | 工資、薪金及其他津貼                | 56,632                           | 57,529                           |
| Pension scheme contributions   | 退休金計劃供款                   | 1,981                            | 1,990                            |
|  |                           | <b>58,613</b>                    | <b>59,519</b>                    |
| Fair value (gains)/losses, net:  | 公平價值(收益)/虧損淨額：            |                                  |                                  |
| Equity investments at fair value through profit or loss  | 透過損益按公平價值列賬之股本投資          |                                  |                                  |
| – held for trading   | – 持作買賣                    | –                                | (555)                            |
| – designated as such upon initial recognition  | – 於初始確認時指定為此類別            | –                                | 59,164                           |
| Fair value losses on financial assets at fair value through profit or loss, net                              | 透過損益按公平價值列賬之金融資產之公平價值虧損淨額 | 28,501                           | –                                |
| Foreign exchange differences, net  | 外匯差額淨額                    | (1,532)                          | (3,074)                          |
| Gain on disposal of an available-for-sale investment   | 出售一項可供出售投資之收益             | –                                | (128,918)                        |
| Impairment of investments in joint ventures*   | 於合營企業之投資之減值*              | 77,261                           | 50,412                           |
| Gain on derecognition of financial guarantee obligation*   | 終止確認財務擔保責任之收益*            | (77,261)                         | (50,412)                         |
| Loss on disposal of items of property, plant and equipment*  | 出售物業、廠房及設備項目之虧損*          | 1,287                            | –                                |
| Impairment of property, plant and equipment*   | 物業、廠房及設備減值*               | 12 369                           | –                                |
| Direct operating expenses (include repairs and maintenance), arising on rental-earning investment properties | 收租投資物業所產生之直接營運開支(包括維修及保養) | 650                              | 881                              |

\* These balances are included in "Other expenses, net" on the face of the consolidated statement of profit or loss.

\*\* This balance is included in "Administrative expenses" on the face of the consolidated statement of profit or loss.

\*\*\* These balances are included in "Cost of sales" on the face of the consolidated statement of profit or loss.

\* 該等結餘乃計入綜合損益表之「其他費用淨額」。

\*\* 該結餘乃計入綜合損益表之「行政費用」。

\*\*\* 該等結餘乃計入綜合損益表之「銷售成本」。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 7. FINANCE COSTS

An analysis of finance costs is as follows:

|                             |         | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|-----------------------------|---------|----------------------------------|----------------------------------|
| Interest on bank borrowings | 銀行借款之利息 | 6,306                            | 4,605                            |
| Interest on finance lease   | 融資租賃之利息 | 172                              | 132                              |
|                             |         | <b>6,478</b>                     | <b>4,737</b>                     |

### 8. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES

#### Directors' remuneration

Directors' remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

### 7. 融資成本

融資成本之分析如下：

|                             |         | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|-----------------------------|---------|----------------------------------|----------------------------------|
| Interest on bank borrowings | 銀行借款之利息 | 6,306                            | 4,605                            |
| Interest on finance lease   | 融資租賃之利息 | 172                              | 132                              |
|                             |         | <b>6,478</b>                     | <b>4,737</b>                     |

### 8. 董事薪酬及五位薪酬最高之僱員

#### 董事薪酬

根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司(披露董事利益資料)規例第2部披露之年內董事薪酬如下：

|  |                  | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|--|------------------|----------------------------------|----------------------------------|
| Fees   | 袍金               | 300                              | 300                              |
| Other emoluments:  | 其他酬金：            |                                  |                                  |
| Salaries, housing and other allowances, and benefits in kind | 薪金、房屋及其他津貼以及實物利益 | 14,220                           | 23,185                           |
| Pension scheme contributions                                 | 退休金計劃供款          | 210                              | 371                              |
|  |                  | <b>14,430</b>                    | <b>23,556</b>                    |
|  |                  | <b>14,730</b>                    | <b>23,856</b>                    |

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 8. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES (continued)

#### Directors' remuneration (continued)

##### (a) Independent non-executive directors

The fees paid to independent non-executive directors during the year are as follows:

|   | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|---|----------------------------------|----------------------------------|
| Dr. Lui Ming Wah, SBS, JP<br>呂明華博士，SBS，太平紳士             | 100                              | 100                              |
| Mr. Charles Edward Chapman<br>Charles Edward Chapman 先生 | 100                              | 100                              |
| Mr. Wong Ka Kit<br>黃家傑先生                                | 100                              | 100                              |
|   | <b>300</b>                       | <b>300</b>                       |

There were no other emoluments payable to the independent non-executive directors during the year (2018: Nil).

### 8. 董事薪酬及五位薪酬最高之僱員 (續)

#### 董事薪酬 (續)

##### (a) 獨立非執行董事

年內支付予獨立非執行董事之袍金如下：

|  | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|--|----------------------------------|----------------------------------|
|  | 100                              | 100                              |
|  | 100                              | 100                              |
|  | 100                              | 100                              |
|  | <b>300</b>                       | <b>300</b>                       |

年內並無其他應付獨立非執行董事之酬金(二零一八年：無)。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 8. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES (continued)

#### Directors' remuneration (continued)

##### (b) Executive directors

|                       |              | Salaries,<br>housing and<br>other<br>allowances,<br>and benefits<br>in kind<br>薪金、房屋及<br>其他津貼以及<br>實物利益<br>HK\$'000<br>千港元 | Pension<br>scheme<br>contributions<br>退休金<br>計劃供款<br>HK\$'000<br>千港元 | Total<br>remuneration<br>薪酬總額<br>HK\$'000<br>千港元 |
|-----------------------|--------------|--|--|--|
| <b>2019</b>           | <b>二零一九年</b> |  |  |  |
| Executive directors:  | 執行董事：        |  |  |  |
| Dr. So Yuk Kwan       | 蘇煜均博士        | 9,250  | 39   | 9,289  |
| Mr. So Kevin Chi Heng | 蘇智恒先生        | 2,765  | 138  | 2,903  |
| Mr. So Chi Sun Sunny  | 蘇智樂先生        | 2,205  | 33   | 2,238  |
|                       |              | <b>14,220</b>  | <b>210</b>   | <b>14,430</b>                                    |
| <b>2018</b>           | <b>二零一八年</b> |  |  |  |
| Executive directors:  | 執行董事：        |  |  |  |
| Dr. So Yuk Kwan       | 蘇煜均博士        | 12,344   | 43   | 12,387   |
| Mr. So Chi On (Note)  | 蘇智安先生(附註)    | 4,881  | 203  | 5,084  |
| Mr. So Kevin Chi Heng | 蘇智恒先生        | 4,370  | 107  | 4,477  |
| Mr. So Chi Sun Sunny  | 蘇智樂先生        | 1,590  | 18   | 1,608  |
|                       |              | <b>23,185</b>  | <b>371</b>   | <b>23,556</b>                                    |

Note: Mr. So Chi On resigned as an executive director of the Company and its subsidiaries on 26 December 2017.

附註：蘇智安先生於二零一七年十二月二十六日辭任本公司及其附屬公司之執行董事。

There was no other arrangement under which a director waived or agreed to waive any remuneration during the year (2018: Nil).

年內，概無任何有關董事放棄或同意放棄任何薪酬之其他安排(二零一八年：無)。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 8. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES (continued)

#### Five highest paid employees

The five highest paid employees during the year included three (2018: four) directors, details of whose remuneration are set out above. Details of the remuneration of the remaining two highest paid employees (2018: one) for the year are as follows:

|  | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|--|----------------------------------|----------------------------------|
| Salaries, allowances and benefits in kind 薪金、津貼及實物利益 | 2,958                            | 1,879                            |

The number of non-director, highest paid employees whose remuneration fell within the following bands is as follows:

|  | Number of employees<br>僱員人數 |               |
|--|-----------------------------|---------------|
|  | 2019<br>二零一九年               | 2018<br>二零一八年 |
| Nil to HK\$1,000,000 零至1,000,000港元                     | 1                           | –             |
| HK\$1,500,001 to HK\$2,000,000 1,500,001港元至2,000,000港元 | –                           | 1             |
| HK\$2,000,001 to HK\$2,500,000 2,000,001港元至2,500,000港元 | 1                           | –             |
|  | 2                           | 1             |

### 8. 董事薪酬及五位薪酬最高之僱員 (續)

#### 五位薪酬最高之僱員

年內，五位薪酬最高之僱員包括三位(二零一八年：四位)董事，其薪酬詳情載於上文。年內其餘兩位薪酬最高之僱員(二零一八年：一位)之薪酬詳情如下：

|  | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|--|----------------------------------|----------------------------------|
| Salaries, allowances and benefits in kind 薪金、津貼及實物利益 | 2,958                            | 1,879                            |

薪酬介乎以下組別之薪酬最高非董事僱員之人數如下：

|  | Number of employees<br>僱員人數 |               |
|--|-----------------------------|---------------|
|  | 2019<br>二零一九年               | 2018<br>二零一八年 |
| Nil to HK\$1,000,000 零至1,000,000港元                     | 1                           | –             |
| HK\$1,500,001 to HK\$2,000,000 1,500,001港元至2,000,000港元 | –                           | 1             |
| HK\$2,000,001 to HK\$2,500,000 2,000,001港元至2,500,000港元 | 1                           | –             |
|  | 2                           | 1             |

### 9. INCOME TAX

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

### 9. 所得稅

由於本集團於年內並無在香港產生任何應課稅溢利，故並無計提香港利得稅撥備。其他地區應課稅溢利之稅項乃按本集團經營業務所在司法權區適用之稅率計算。

|  | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|--|----------------------------------|----------------------------------|
| Current – Elsewhere 即期 – 其他地區          |                                  |                                  |
| Charge for the year 年內支出               | 292                              | 856                              |
| Deferred (note 30) 遞延(附註30)            | 122                              | (55)                             |
| Total tax charge for the year 年內稅項支出總額 | 414                              | 801                              |

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 9. INCOME TAX (continued)

A reconciliation of the tax expense applicable to profit before tax at the statutory rate for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax charge at the effective tax rate is as follows:

|  |                                 | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|--|---------------------------------|----------------------------------|----------------------------------|
| Profit before tax  | 除稅前溢利                           | <b>55,607</b>                    | 163,690                          |
| Tax at the statutory tax rate of 16.5% (2018: 16.5%)             | 按法定稅率 16.5% (二零一八年：16.5%) 計算之稅項 | <b>9,175</b>                     | 27,009                           |
| Effect of different tax rates in other jurisdictions             | 其他司法權區稅率差異之影響                   | <b>(138)</b>                     | 258                              |
| Profits and losses attributable to joint ventures and associates | 合營企業及聯營公司應佔溢利及虧損                | <b>(27,448)</b>                  | (26,507)                         |
| Income not subject to tax  | 毋須課稅收入                          | <b>(3,035)</b>                   | (24,408)                         |
| Expenses not deductible for tax                                  | 不可扣稅開支                          | <b>9,792</b>                     | 13,494                           |
| Tax losses not recognised  | 未確認之稅項虧損                        | <b>11,938</b>                    | 12,232                           |
| Tax losses utilised from previous periods                        | 動用過往期間之稅項虧損                     | -                                | (1,229)                          |
| Others   | 其他                              | <b>130</b>                       | (48)                             |
| Tax charge for the year  | 年內稅項支出                          | <b>414</b>                       | 801                              |

The share of tax attributable to joint ventures and associates amounting to HK\$35,912,000 (2018: HK\$31,969,000) and nil (2018: Nil), respectively, is included in "Share of profits and losses of joint ventures and associates" in the consolidated statement of profit or loss.

### 9. 所得稅(續)

採用本公司及其大部分附屬公司註冊司法權區之法定稅率計算之除稅前溢利適用之稅項開支與按實際稅率計算之稅項支出之對賬如下：

|  |                                 | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|--|---------------------------------|----------------------------------|----------------------------------|
| Profit before tax  | 除稅前溢利                           | <b>55,607</b>                    | 163,690                          |
| Tax at the statutory tax rate of 16.5% (2018: 16.5%)             | 按法定稅率 16.5% (二零一八年：16.5%) 計算之稅項 | <b>9,175</b>                     | 27,009                           |
| Effect of different tax rates in other jurisdictions             | 其他司法權區稅率差異之影響                   | <b>(138)</b>                     | 258                              |
| Profits and losses attributable to joint ventures and associates | 合營企業及聯營公司應佔溢利及虧損                | <b>(27,448)</b>                  | (26,507)                         |
| Income not subject to tax  | 毋須課稅收入                          | <b>(3,035)</b>                   | (24,408)                         |
| Expenses not deductible for tax                                  | 不可扣稅開支                          | <b>9,792</b>                     | 13,494                           |
| Tax losses not recognised  | 未確認之稅項虧損                        | <b>11,938</b>                    | 12,232                           |
| Tax losses utilised from previous periods                        | 動用過往期間之稅項虧損                     | -                                | (1,229)                          |
| Others   | 其他                              | <b>130</b>                       | (48)                             |
| Tax charge for the year  | 年內稅項支出                          | <b>414</b>                       | 801                              |

分佔合營企業及聯營公司之應佔稅項分別為 35,912,000 港元 (二零一八年：31,969,000 港元) 及零港元 (二零一八年：零港元)，已計入綜合損益表內之「分佔合營企業及聯營公司溢利及虧損」。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 10. DIVIDEND

|   | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|---|----------------------------------|----------------------------------|
| Proposed final dividend – HK\$0.02<br>(2018: HK\$0.02) per ordinary share | 18,173                           | 18,463                           |

At the Board meeting held on 26 June 2019, the Board resolved to recommend the payment of a final dividend of HK\$0.02 (2018: HK\$0.02) per share for the year ended 31 March 2019. The proposed final dividend is not reflected as dividend payable in the consolidated financial statements until it is approved by the shareholders at the forthcoming annual general meeting of the Company.

### 11. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of the basic earnings per share amounts is based on the profit for the year attributable to owners of the Company, and the weighted average number of ordinary shares of 909,704,962 (2018: 927,256,568) in issue during the year.

The Group had no dilutive potential ordinary shares in issue for the current year.

The calculation of the diluted earnings per share amounts is based on the profit for the year attributable to owners of the Company. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

The calculation of basic and diluted earnings per share is based on:

|  | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|--|----------------------------------|----------------------------------|
| <b>Earnings</b>  |                                  |                                  |
| Profit attributable to owners of the<br>Company, used in the basic and diluted<br>earnings per share calculation | 57,278                           | 163,267                          |

盈利  
用以計算每股基本及攤薄盈利之  
本公司擁有人應佔溢利

### 10. 股息

|   | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|---|----------------------------------|----------------------------------|
| Proposed final dividend – HK\$0.02<br>(2018: HK\$0.02) per ordinary share | 18,173                           | 18,463                           |

於二零一九年六月二十六日舉行之董事會會議上，董事會議決建議派付截至二零一九年三月三十一日止年度之末期股息每股0.02港元（二零一八年：0.02港元）。建議末期股息於股東在本公司應屆股東週年大會上批准前不會於綜合財務報表內反映為應付股息。

### 11. 本公司擁有人應佔每股盈利

每股基本盈利金額乃根據本公司擁有人應佔年內溢利及年內已發行普通股之加權平均數909,704,962股（二零一八年：927,256,568股）計算。

本集團於本年度並無已發行具潛在攤薄影響之普通股。

每股攤薄盈利金額乃根據本公司擁有人應佔年內溢利計算。用以計算之普通股加權平均數為用以計算每股基本盈利之年內已發行普通股數目，以及假設被視為行使或兌換所有具潛在攤薄影響之普通股為普通股時已無償發行之普通股加權平均數。

每股基本及攤薄盈利乃根據以下數據計算：



# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 11. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY (continued)

### 11. 本公司擁有人應佔每股盈利(續)

|  |                          | Number of shares<br>股份數目 |                    |
|--|--------------------------|--------------------------|--------------------|
|  |                          | 2019<br>二零一九年            | 2018<br>二零一八年      |
| <b>Shares</b>  | <b>股份</b>                |                          |                    |
| Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation | 用以計算每股基本盈利之年內已發行普通股加權平均數 | <b>909,704,962</b>       | 927,256,568        |
| Effect of dilution – weighted average number of ordinary shares:   | 攤薄影響 – 普通股加權平均數：         |                          |                    |
| Share options  | 購股權                      | –                        | 181,238            |
|  |                          | <b>909,704,962</b>       | <b>927,437,806</b> |

Note: On 19 September 2017, 154,588,883 shares of HK\$0.10 each were issued under bonus issue on the basis of one bonus share for every five existing shares. Details of the bonus issue were set out in the announcement of the Company dated 19 September 2017. In determining the weighted average number of ordinary shares in issue during the year ended 31 March 2018, the 154,588,883 shares issued by way of capitalisation from reserves have been regarded as if these shares were in issue since 1 April 2017.

附註：於二零一七年九月十九日，本公司按每持有五股現有股份獲發一股紅股之基準，根據紅股發行發行 154,588,883 股每股面值 0.10 港元之股份。紅股發行之詳情載於本公司日期為二零一七年九月十九日之公佈。於釐定截至二零一八年三月三十一日止年度已發行普通股之加權平均數時，該 154,588,883 股以將儲備撥充資本之方式發行之股份已被視為自二零一七年四月一日起已發行。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 12. PROPERTY, PLANT AND EQUIPMENT

### 12. 物業、廠房及設備

|  | Leasehold<br>land and<br>buildings<br>(Hong Kong) <sup>#</sup> | Land and<br>buildings<br>(outside<br>Hong Kong) <sup>#</sup><br>土地及樓宇<br>(香港以外<br>地區) <sup>#</sup> | Leasehold<br>improvements | Furniture,<br>fittings<br>and office<br>equipment | Motor<br>vehicles | Plant and<br>machinery | Total    |
|--|--|--|---------------------------|---|-------------------|------------------------|----------|
|  | 租賃土地及<br>樓宇(香港) <sup>#</sup>                                   | 租賃物業裝修   | 傢俬、裝置及<br>辦公室設備           | 汽車  | 廠房及機器             | 合計                     |          |
|  | HK\$'000<br>千港元  | HK\$'000<br>千港元  | HK\$'000<br>千港元           | HK\$'000<br>千港元                                   | HK\$'000<br>千港元   | HK\$'000<br>千港元        |          |
| <b>31 March 2019</b>                                 | <b>二零一九年三月三十一日</b>   |  |                           |   |                   |                        |          |
| At 31 March 2018 and 1 April 2018:                   | 於二零一八年三月三十一日及<br>二零一八年四月一日:                                    |  |                           |   |                   |                        |          |
| Cost   | 39,567   | 15,875   | 7,270                     | 6,845   | 12,234            | 1,163                  | 82,954   |
| Accumulated depreciation                             | (12,053)   | (4,369)  | (6,958)                   | (6,130)   | (7,153)           | (236)                  | (36,899) |
| Net carrying amount                                  | 27,514   | 11,506   | 312                       | 715   | 5,081             | 927                    | 46,055   |
| At 1 April 2018, net of accumulated<br>depreciation  | 27,514   | 11,506   | 312                       | 715   | 5,081             | 927                    | 46,055   |
| Additions  | -  | -  | 917                       | 1,385   | 3,276             | -                      | 5,578    |
| Disposals  | -  | (6,257)  | (481)                     | (8)   | -                 | -                      | (6,746)  |
| Depreciation (note 6)                                | (923)  | (695)  | (357)                     | (415)   | (1,697)           | (233)                  | (4,320)  |
| Impairment (note 6)                                  | -  | -  | (253)                     | -   | (116)             | -                      | (369)    |
| Exchange realignment                                 | -  | (499)  | -                         | (4)   | (101)             | -                      | (604)    |
| At 31 March 2019, net of<br>accumulated depreciation | 26,591   | 4,055  | 138                       | 1,673   | 6,443             | 694                    | 39,594   |
| At 31 March 2019:                                    | 於二零一九年三月三十一日:  |  |                           |   |                   |                        |          |
| Cost   | 39,567   | 8,909  | 7,585                     | 7,839   | 15,386            | 1,163                  | 80,449   |
| Accumulated depreciation                             | (12,976)   | (4,854)  | (7,447)                   | (6,166)   | (8,943)           | (469)                  | (40,855) |
| Net carrying amount                                  | 26,591   | 4,055  | 138                       | 1,673   | 6,443             | 694                    | 39,594   |

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 12. PROPERTY, PLANT AND EQUIPMENT (continued)

### 12. 物業、廠房及設備(續)

|   |                         | Leasehold<br>land and<br>buildings<br>(Hong Kong)* | Land and<br>buildings<br>(outside<br>Hong Kong)* | Leasehold<br>improvements | Furniture,<br>fittings<br>and office<br>equipment | Motor<br>vehicles | Plant and<br>machinery | Total           |
|---|-------------------------|--|--|---------------------------|---|-------------------|------------------------|-----------------|
|   |                         | 租賃土地及<br>樓宇(香港)*                                   | (香港以外<br>地區)*                                    | 租賃物業裝修                    | 傢俬、裝置及<br>辦公室設備                                   | 汽車                | 廠房及機器                  | 合計              |
|   |                         | HK\$'000<br>千港元                                    | HK\$'000<br>千港元                                  | HK\$'000<br>千港元           | HK\$'000<br>千港元                                   | HK\$'000<br>千港元   | HK\$'000<br>千港元        | HK\$'000<br>千港元 |
| 31 March 2018                                     | 二零一八年三月三十一日             |  |  |                           |   |                   |                        |                 |
| At 1 April 2017:                                  | 於二零一七年四月一日:             |  |  |                           |   |                   |                        |                 |
| Cost  | 成本                      | 39,567   | 8,562  | 6,942                     | 6,657   | 13,333            | 648                    | 75,709          |
| Accumulated depreciation                          | 累計折舊                    | (11,130)   | (3,419)  | (6,612)                   | (6,529)   | (8,726)           | (32)                   | (36,448)        |
| Net carrying amount                               | 賬面淨額                    | 28,437   | 5,143  | 330                       | 128   | 4,607             | 616                    | 39,261          |
| At 1 April 2017, net of accumulated depreciation  | 於二零一七年四月一日，<br>扣除累計折舊   | 28,437   | 5,143  | 330                       | 128   | 4,607             | 616                    | 39,261          |
| Additions   | 添置                      | -  | 6,368  | 328                       | 753   | 1,717             | 515                    | 9,681           |
| Disposals   | 出售                      | -  | -  | -                         | (2)   | -                 | -                      | (2)             |
| Depreciation (note 6)                             | 折舊(附註6)                 | (923)  | (635)  | (346)                     | (173)   | (1,342)           | (204)                  | (3,623)         |
| Exchange realignment                              | 匯兌調整                    | -  | 630  | -                         | 9   | 99                | -                      | 738             |
| At 31 March 2018, net of accumulated depreciation | 於二零一八年三月三十一日，<br>扣除累計折舊 | 27,514   | 11,506   | 312                       | 715   | 5,081             | 927                    | 46,055          |
| At 31 March 2018:                                 | 於二零一八年三月三十一日:           |  |  |                           |   |                   |                        |                 |
| Cost  | 成本                      | 39,567   | 15,875   | 7,270                     | 6,845   | 12,234            | 1,163                  | 82,954          |
| Accumulated depreciation                          | 累計折舊                    | (12,053)   | (4,369)  | (6,958)                   | (6,130)   | (7,153)           | (236)                  | (36,899)        |
| Net carrying amount                               | 賬面淨額                    | 27,514   | 11,506   | 312                       | 715   | 5,081             | 927                    | 46,055          |

\* As the land lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of the land and buildings as a finance lease in property, plant and equipment.

\* 由於土地租賃付款無法在土地及樓宇部分間可靠地分配，因此全部租賃付款均計入土地及樓宇成本，作為物業、廠房及設備融資租賃。

The net carrying amount of the Group's property, plant and equipment held under finance leases included in the total amount of motor vehicles at 31 March 2019 was HK\$5,285,000 (2018: HK\$3,370,000).

於二零一九年三月三十一日，汽車之總額包括本集團根據融資租賃持有之物業、廠房及設備之賬面淨額5,285,000港元(二零一八年：3,370,000港元)。

At 31 March 2019, the Group's property, plant and equipment with a carrying value of HK\$26,591,000 (2018: HK\$27,514,000) were pledged to secure general banking facilities granted to the Group (note 27).

於二零一九年三月三十一日，本集團賬面值為26,591,000港元(二零一八年：27,514,000港元)之物業、廠房及設備已予抵押，作為授予本集團之一般銀行信貸之擔保(附註27)。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 13. INVESTMENT PROPERTIES

### 13. 投資物業

|  |             | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|--|-------------|----------------------------------|----------------------------------|
| Carrying amount at beginning of year           | 年初之賬面金額     | <b>125,673</b>                   | 115,955                          |
| Changes in fair value of investment properties | 投資物業公平價值之變動 | <b>1,515</b>                     | 6,716                            |
| Exchange realignment                           | 匯兌調整        | <b>(1,390)</b>                   | 3,002                            |
| Carrying amount at end of year                 | 年終之賬面金額     | <b>125,798</b>                   | 125,673                          |

The Group's investment properties consist of one residential property in Hong Kong, four office properties and several serviced apartments in Mainland China and one residential property in Singapore. The directors of the Company have determined that the investment properties consist of three classes of asset, i.e., residential properties, office properties and serviced apartments, based on the nature, characteristics and risks of each property. The Group's investment property in Hong Kong was revalued on 31 March 2019 based on a valuation performed by management with reference to recent market transactions at HK\$6,500,000. The Group's investment properties in Shenzhen and Chengdu were revalued on 31 March 2019 based on valuations performed by Roma Appraisals Limited, independent professionally qualified valuer, at HK\$71,797,000 and HK\$26,661,000, respectively. The Group's investment property in Singapore was revalued on 31 March 2019 based on valuation performed by THEO Property Consultants Pte. Ltd., independent professionally qualified valuer, at HK\$20,840,000. Each year, the Group's chief financial officer decides to appoint which external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's chief financial officer has discussions with the valuers on the valuation assumptions and valuation results when the valuations are performed for annual financial reporting.

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 36(a) to the consolidated financial statements.

Further particulars of the Group's investment properties are included on page 212.

本集團之投資物業包括位於香港之一項住宅物業、位於中國內地之四項辦公室物業及多套服務式公寓以及位於新加坡之一項住宅物業。本公司董事確認，按照各物業之性質、特點及風險，該等投資物業可劃分為三類資產，即住宅物業、辦公室物業及服務式公寓。本集團位於香港之投資物業由管理層參照近期市場交易進行估值，於二零一九年三月三十一日重估為6,500,000港元。本集團位於深圳及成都之投資物業由獨立專業合資格估值師羅馬國際評估有限公司進行估值，於二零一九年三月三十一日分別重估為71,797,000港元及26,661,000港元。本集團位於新加坡之投資物業由獨立專業合資格估值師THEO Property Consultants Pte. Ltd. 進行估值，於二零一九年三月三十一日重估為20,840,000港元。本集團首席財務總監每年決定委任之外部估值師，負責對本集團之物業進行外部估值。甄選條件包括市場知識、聲譽、獨立性及能否維持專業標準。於就年度財務申報進行估值時，本集團首席財務總監已經與估值師討論估值假設及估值結果。

投資物業乃根據營業租賃租予第三方，進一步概要詳情載於綜合財務報表附註36(a)。

有關本集團投資物業之進一步詳情載於第212頁。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 13. INVESTMENT PROPERTIES (continued)

#### Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

### 13. 投資物業(續)

#### 公平價值等級架構

下表列示本集團投資物業之公平價值計量等級架構：

|  |                     | Fair value measurement<br>as at 31 March 2019 using<br>於二零一九年三月三十一日之<br>公平價值計量時使用             |  |   |                                |
|--|---------------------|---|--|---|--------------------------------|
|  |                     | Quoted<br>prices in active<br>markets<br>(Level 1)<br>活躍市場<br>之報價<br>(第一層)<br>HK\$'000<br>千港元 | Significant<br>observable<br>inputs<br>(Level 2)<br>重大可觀察<br>輸入值<br>(第二層)<br>HK\$'000<br>千港元 | Significant<br>unobservable<br>inputs<br>(Level 3)<br>重大不可觀察<br>輸入值<br>(第三層)<br>HK\$'000<br>千港元 | Total<br>合計<br>HK\$'000<br>千港元 |
| Recurring fair value<br>measurement for: | 下列各項之經常性<br>公平價值計量： |   |  |   |                                |
| Residential properties                   | 住宅物業                | –   | –  | 27,340  | 27,340                         |
| Office properties                        | 辦公室物業               | –   | –  | 71,797  | 71,797                         |
| Serviced apartments                      | 服務式公寓               | –   | –  | 26,661  | 26,661                         |
|  |                     | –   | –  | 125,798   | 125,798                        |

|  |                     | Fair value measurement<br>as at 31 March 2018 using<br>於二零一八年三月三十一日之<br>公平價值計量時使用             |  |   |                                |
|--|---------------------|---|--|---|--------------------------------|
|  |                     | Quoted<br>prices in active<br>markets<br>(Level 1)<br>活躍市場<br>之報價<br>(第一層)<br>HK\$'000<br>千港元 | Significant<br>observable<br>inputs<br>(Level 2)<br>重大可觀察<br>輸入值<br>(第二層)<br>HK\$'000<br>千港元 | Significant<br>unobservable<br>inputs<br>(Level 3)<br>重大不可觀察<br>輸入值<br>(第三層)<br>HK\$'000<br>千港元 | Total<br>合計<br>HK\$'000<br>千港元 |
| Recurring fair value<br>measurement for: | 下列各項之經常性<br>公平價值計量： |   |  |   |                                |
| Residential properties                   | 住宅物業                | –   | –  | 27,453  | 27,453                         |
| Office properties                        | 辦公室物業               | –   | –  | 72,044  | 72,044                         |
| Serviced apartments                      | 服務式公寓               | –   | –  | 26,176  | 26,176                         |
|  |                     | –   | –  | 125,673   | 125,673                        |

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2018: Nil).

年內，第一及第二層公平價值計量之間並無轉移，第三層亦無任何轉入或轉出(二零一八年：無)。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 13. INVESTMENT PROPERTIES (continued)

#### Fair value hierarchy (continued)

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

### 13. 投資物業(續)

#### 公平價值等級架構(續)

分類為公平價值等級架構第三層之公平價值計量對賬：

|   |                             | <b>Residential<br/>properties</b><br>住宅物業<br>HK\$'000<br>千港元 | <b>Office<br/>properties</b><br>辦公室物業<br>HK\$'000<br>千港元 | <b>Serviced<br/>apartments</b><br>服務式公寓<br>HK\$'000<br>千港元 |
|---|-----------------------------|--|--|--|
| Carrying amount at 1 April 2017   | 於二零一七年四月一日之賬面金額             | 24,915   | 67,688   | 23,352   |
| Net gain from a fair value adjustment recognised in the consolidated statement of profit or loss          | 於綜合損益表內確認之公平價值調整收益淨額        | 1,078  | 4,356  | 1,282  |
| Exchange realignment  | 匯兌調整                        | 1,460  | -  | 1,542  |
| Carrying amount at 31 March 2018 and 1 April 2018   | 於二零一八年三月三十一日及二零一八年四月一日之賬面金額 | <b>27,453</b>  | <b>72,044</b>  | <b>26,176</b>  |
| Net gain/(losses) from a fair value adjustment recognised in the consolidated statement of profit or loss | 於綜合損益表內確認之公平價值調整收益/(虧損)淨額   | <b>577</b>   | <b>(247)</b>   | <b>1,185</b>   |
| Exchange realignment  | 匯兌調整                        | <b>(690)</b>   | -  | <b>(700)</b>   |
| <b>Carrying amount at 31 March 2019</b>   | <b>於二零一九年三月三十一日之賬面金額</b>    | <b>27,340</b>  | <b>71,797</b>  | <b>26,661</b>  |

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 13. INVESTMENT PROPERTIES (continued)

#### Fair value hierarchy (continued)

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

|   | Valuation techniques<br>估值技術           | Significant unobservable inputs<br>重大不可觀察輸入值                   | Value/Range<br>(weighted average)<br>數值／範圍(加權平均)                       |
|---|--|--|--|
| Residential property<br>situated in Hong Kong<br>位於香港之住宅物業        | Market comparison<br>approach<br>市場比較法 | Adjusted unit price<br>(per square foot)<br>經調整單位價格<br>(每平方呎)  | HK\$12,104<br>(2018: HK\$12,104)<br>12,104港元<br>(二零一八年: 12,104港元)      |
| Residential property<br>situated in Singapore<br>位於新加坡之住宅物業       | Market comparison<br>approach<br>市場比較法 | Adjusted unit price<br>(per square meter)<br>經調整單位價格<br>(每平方米) | SGD19,459<br>(2018: SGD18,919)<br>19,459坡元<br>(二零一八年: 18,919坡元)        |
| Office properties<br>situated in Mainland China<br>位於中國內地之辦公室物業   | Market comparison<br>approach<br>市場比較法 | Adjusted unit price<br>(per square meter)<br>經調整單位價格<br>(每平方米) | RMB61,353<br>(2018: RMB59,954)<br>人民幣61,353元<br>(二零一八年:<br>人民幣59,954元) |
| Serviced apartments<br>situated in Mainland China<br>位於中國內地之服務式公寓 | Market comparison<br>approach<br>市場比較法 | Adjusted unit price<br>(per square meter)<br>經調整單位價格<br>(每平方米) | RMB20,958<br>(2018: RMB20,000)<br>人民幣20,958元<br>(二零一八年:<br>人民幣20,000元) |

Under the market comparison approach, the properties are valued on the market basis assuming sales in their existing state with the benefit of vacant possession and by making reference to comparable sales evidence as available in the relevant markets. Comparison is based on prices realised in actual transactions or asking prices of comparable properties. Appropriate adjustments are then made to account for the differences between such properties in terms of age, time, location, floor level and other relevant factors.

A significant increase (decrease) in the adjusted unit price would result in a significant increase (decrease) in the fair value of the investment properties.

### 13. 投資物業(續)

#### 公平價值等級架構(續)

投資物業估值所用之估值技術及主要輸入值概述如下：

根據市場比較法，物業按市場基準進行估值，當中假設以現況交吉出售，並參照相關市場可獲得之可資比較銷售憑證。比較以實際交易錄得之價格或可資比較物業之叫價為基礎。有關價格其後作出適當調整，以計及物業樓齡、時間、位置、樓層及其他相關因素等差異。

經調整單位價格顯著上升(下跌)將導致投資物業公平價值顯著上升(下跌)。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 14. GOODWILL

|                               |        | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|-------------------------------|--------|----------------------------------|----------------------------------|
| At beginning and end of year: | 年初及年末： |                                  |                                  |
| Cost                          | 成本     | 32,780                           | 32,780                           |
| Accumulated impairment        | 累計減值   | (32,780)                         | (32,780)                         |
| Net carrying amount           | 賬面淨額   | -                                | -                                |

#### Impairment testing of goodwill and other intangible assets

Goodwill and other intangible assets acquired through business combination are allocated to the cash-generating unit of the semiconductor distribution business and the mobile application development business for impairment testing.

#### Semiconductor distribution business

Goodwill allocated to semiconductor distribution business was fully impaired in previous years.

#### Mobile application development business

Goodwill allocated to mobile application development business was fully impaired in previous years.

#### Key assumptions

Assumptions were used in the value in use calculation of the semiconductor distribution business and mobile application development business in previous years. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing:

**Budgeted gross margins** – The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year, increased for expected efficiency improvements, and expected market development.

**Discount rates** – The discount rates used are before tax and reflect specific risks relating to the relevant units.

The values assigned to the key assumptions on budgeted gross margins and discount rates are consistent with external information sources.

### 14. 商譽

#### 商譽及其他無形資產減值測試

透過業務合併收購之商譽及其他無形資產已分配至半導體分銷業務及手機應用程式開發業務之現金產生單位，以作減值測試。

#### 半導體分銷業務

分配至半導體分銷業務之商譽已於上一年度全數減值。

#### 手機應用程式開發業務

分配至手機應用程式開發業務之商譽已於過往年度全數減值。

#### 主要假設

於計算過往年度半導體分銷業務及手機應用程式開發業務之使用價值時已應用假設。下文描述管理層賴以作出其現金流量預測以進行減值測試之各項主要假設：

**預算毛利率** – 釐定預算毛利率獲分配價值所用之基準為緊接預算年度前一年所取得之平均毛利率、預期效率改進提升以及預期市場發展。

**貼現率** – 所用貼現率為稅前並反映有關單位之特定風險之比率。

預算毛利率及貼現率主要假設獲分配之價值與外部資料來源一致。



# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 15. OTHER INTANGIBLE ASSETS

### 15. 其他無形資產

|   |                             | Club<br>memberships<br>會籍<br>HK\$'000<br>千港元 | Trademarks<br>商標<br>HK\$'000<br>千港元 | Customer<br>relationships<br>客戶關係<br>HK\$'000<br>千港元 | Mobile<br>application<br>手機應用程式<br>HK\$'000<br>千港元 | Total<br>合計<br>HK\$'000<br>千港元 |
|---|-----------------------------|--|-------------------------------------|--|--|--------------------------------|
| <b>31 March 2019</b>  | <b>二零一九年三月三十一日</b>          |  |                                     |  |  |                                |
| At 31 March 2018 and 1 April 2018:                                      | 於二零一八年三月三十一日及<br>二零一八年四月一日： |  |                                     |  |  |                                |
| Cost  | 成本                          | 4,987  | 87                                  | 25,602   | 9,400  | 40,076                         |
| Accumulated amortisation and impairment                                 | 累計攤銷及減值                     | (827)  | (87)                                | (25,602)   | (9,400)  | (35,916)                       |
| Net carrying amount   | 賬面淨額                        | 4,160  | -                                   | -  | -  | 4,160                          |
| Cost at 1 April 2018, net of accumulated<br>amortisation and impairment | 於二零一八年四月一日的成本，<br>扣除累計攤銷及減值 | 4,160  | -                                   | -  | -  | 4,160                          |
| Disposal  | 出售                          | (261)  | -                                   | -  | -  | (261)                          |
| Reversal of provision (note 6)  | 撥回撥備(附註6)                   | 387  | -                                   | -  | -  | 387                            |
| Amortisation (note 6)   | 攤銷(附註6)                     | (19)   | -                                   | -  | -  | (19)                           |
| Exchange realignment  | 匯兌調整                        | (33)   | -                                   | -  | -  | (33)                           |
| At 31 March 2019  | 於二零一九年三月三十一日                | 4,234  | -                                   | -  | -  | 4,234                          |
| At 31 March 2019:   | 於二零一九年三月三十一日：               |  |                                     |  |  |                                |
| Cost  | 成本                          | 4,682  | 87                                  | 25,602   | 9,400  | 39,771                         |
| Accumulated amortisation and<br>impairment                              | 累計攤銷及減值                     | (448)  | (87)                                | (25,602)   | (9,400)  | (35,537)                       |
| Net carrying amount   | 賬面淨額                        | 4,234  | -                                   | -  | -  | 4,234                          |

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 15. OTHER INTANGIBLE ASSETS (continued)

### 15. 其他無形資產(續)

|  |                         | Club memberships<br>會籍<br>HK\$'000<br>千港元 | Trademarks<br>商標<br>HK\$'000<br>千港元 | Customer relationships<br>客戶關係<br>HK\$'000<br>千港元 | Mobile application<br>手機應用程式<br>HK\$'000<br>千港元 | Total<br>合計<br>HK\$'000<br>千港元 |
|--|-------------------------|---|-------------------------------------|---|---|--------------------------------|
| 31 March 2018  | 二零一八年三月三十一日             |   |                                     |   |   |                                |
| At 1 April 2017:   | 於二零一七年四月一日:             |   |                                     |   |   |                                |
| Cost   | 成本                      | 3,837                                     | 87                                  | 24,931  | 9,400   | 38,255                         |
| Accumulated amortisation and impairment                              | 累計攤銷及減值                 | (426)                                     | (87)                                | (24,931)  | (9,400)   | (34,844)                       |
| Net carrying amount  | 賬面淨額                    | 3,411                                     | -                                   | -   | -   | 3,411                          |
| Cost at 1 April 2017, net of accumulated amortisation and impairment | 於二零一七年四月一日的成本，扣除累計攤銷及減值 | 3,411                                     | -                                   | -   | -   | 3,411                          |
| Additions  | 添置                      | 1,321                                     | -                                   | -   | -   | 1,321                          |
| Disposal   | 出售                      | (204)                                     | -                                   | -   | -   | (204)                          |
| Impairment (note 6)  | 減值(附註6)                 | (381)                                     | -                                   | -   | -   | (381)                          |
| Amortisation (note 6)  | 攤銷(附註6)                 | (19)                                      | -                                   | -   | -   | (19)                           |
| Exchange realignment   | 匯兌調整                    | 32  | -                                   | -   | -   | 32                             |
| At 31 March 2018   | 於二零一八年三月三十一日            | 4,160                                     | -                                   | -   | -   | 4,160                          |
| At 31 March 2018:  | 於二零一八年三月三十一日:           |   |                                     |   |   |                                |
| Cost   | 成本                      | 4,987                                     | 87                                  | 25,602  | 9,400   | 40,076                         |
| Accumulated amortisation and impairment                              | 累計攤銷及減值                 | (827)                                     | (87)                                | (25,602)  | (9,400)   | (35,916)                       |
| Net carrying amount  | 賬面淨額                    | 4,160                                     | -                                   | -   | -   | 4,160                          |

In the current year, the impairment for club memberships were reversed due to the increase in market value. The directors had consequently determined to recognise a reversal of provision for club memberships amounting HK\$387,000 (2018: impairment loss of HK\$381,000).

於本年度，會籍減值因市值增加而撥回。因此，董事決定確認與會籍有關之撥備撥回387,000港元(二零一八年：減值虧損381,000港元)。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 16. INVESTMENTS IN JOINT VENTURES

### 16. 於合營企業之投資

|   |               | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|---|---------------|----------------------------------|----------------------------------|
| Share of net assets                     | 分佔資產淨值        | 676,874                          | 579,969                          |
| Financial guarantees provided (note 29) | 已提供財務擔保(附註29) | 46,160                           | 39,575                           |
|   |               | <b>723,034</b>                   | <b>619,544</b>                   |

Particulars of the material joint venture are as follows:

重大合營企業詳情如下：

| Name                     | Issued shares capital       | Place of incorporation and business<br>註冊成立及營業地點 | Percentage of<br>百分比 |              |                |                                  | Principal activities |
|--------------------------|-----------------------------|--|----------------------|--------------|----------------|----------------------------------|----------------------|
|                          |                             |  | Ownership interest   | Voting power | Profit sharing |                                  |                      |
| 名稱                       | 已發行股本                       |  | 擁有權權益                | 投票權          | 分佔溢利           | 主要業務                             |                      |
| AVP Electronics Limited* | 165,000,000 ordinary shares | Hong Kong  | 75                   | 50           | 75             | Trading of electronic components |                      |
| 同憶有限公司*                  | 165,000,000 股普通股            | 香港   |                      |              |                | 買賣電子元件                           |                      |

\* Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network

\* 並非由香港安永會計師事務所或其他安永國際成員事務所審核

The above joint venture has a financial year end of 31 December. The consolidated financial statements are adjusted for the material transactions between 1 January and 31 March.

上述合營企業之財政年度結算日為十二月三十一日。綜合財務報表已就一月一日至三月三十一日之重大交易作出調整。

AVP Electronics Limited and its subsidiaries (collectively, "AVPEL Group"), which are considered a material group of joint ventures of the Group, are accounted for using the equity method.

同憶有限公司及其附屬公司(統稱「同憶集團」)被視為本集團之重大合營企業集團，按權益法入賬。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 16. INVESTMENTS IN JOINT VENTURES (continued)

The following table illustrates the summarised financial information of AVPEL Group adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

### 16. 於合營企業之投資(續)

下表列示同憶集團之財務資料概要(已就任何會計政策差異作出調整)以及與綜合財務報表內賬面金額之對賬:

|   |                        | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|---|------------------------|----------------------------------|----------------------------------|
| Cash and cash equivalents   | 現金及等同現金項目              | <b>671,864</b>                   | 569,374                          |
| Other current assets  | 其他流動資產                 | <b>4,644,451</b>                 | 3,747,921                        |
| <b>Current assets</b>   | <b>流動資產</b>            | <b>5,316,315</b>                 | 4,317,295                        |
| <b>Non-current assets</b>   | <b>非流動資產</b>           | <b>22,934</b>                    | 24,710                           |
| Financial liabilities, excluding trade and other payables                     | 金融負債(不包括應付貿易賬款及其他應付款項) | <b>(3,837,446)</b>               | (3,233,153)                      |
| Other current liabilities   | 其他流動負債                 | <b>(599,162)</b>                 | (335,418)                        |
| <b>Current liabilities</b>  | <b>流動負債</b>            | <b>(4,436,608)</b>               | (3,568,571)                      |
| <b>Non-current liabilities</b>  | <b>非流動負債</b>           | <b>(142)</b>                     | (142)                            |
| <b>Net assets attributable to owners of AVP Electronics Limited</b>           | <b>同憶有限公司擁有人應佔資產淨值</b> | <b>902,499</b>                   | 773,292                          |
| Reconciliation to the Group's interests in the joint ventures:                | 與本集團於合營企業之權益對賬:        |                                  |                                  |
| Proportion of the Group's ownership   | 本集團擁有權比例               | <b>75%</b>                       | 75%                              |
| Group's share of net assets attributable to owners of AVP Electronics Limited | 本集團分佔同憶有限公司擁有人應佔資產淨值   | <b>676,874</b>                   | 579,969                          |
| Financial guarantees provided (note 29)                                       | 已提供財務擔保(附註29)          | <b>46,160</b>                    | 39,575                           |
| <b>Carrying amount of the investments</b>                                     | <b>投資賬面金額</b>          | <b>723,034</b>                   | 619,544                          |
| Revenue   | 收益                     | <b>24,675,783</b>                | 21,419,542                       |
| Interest income   | 利息收入                   | <b>4,058</b>                     | 238                              |
| Depreciation  | 折舊                     | <b>(1,510)</b>                   | (1,532)                          |
| Interest expenses   | 利息費用                   | <b>(139,822)</b>                 | (99,933)                         |
| Tax   | 稅項                     | <b>(47,883)</b>                  | (42,625)                         |
| <b>Profit and total comprehensive income for the year</b>                     | <b>年內溢利及全面收入總額</b>     | <b>222,207</b>                   | 213,599                          |
| Dividends paid  | 已付股息                   | <b>93,000</b>                    | 93,000                           |

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 17. INVESTMENTS IN ASSOCIATES

### 17. 於聯營公司之投資

|                       |          | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|-----------------------|----------|----------------------------------|----------------------------------|
| Share of net assets   | 分佔資產淨值   | 1,698                            | 1,148                            |
| Due from associates   | 應收聯營公司款項 | 115                              | 359                              |
|                       |          | <b>1,813</b>                     | 1,507                            |
| Less: Current portion | 減：流動部分   | (115)                            | (359)                            |
|                       |          | <b>1,698</b>                     | 1,148                            |

The balances due from associates are unsecured, interest-free and repayable on demand. The carrying amounts of the balances due from associates approximate to their fair values.

應收聯營公司款項之結餘為無抵押、不計息及按要求償還。應收聯營公司款項之結餘之賬面金額與其公平價值相若。

All associates have a financial year end of 31 March, which is coterminous with that of the Group.

所有聯營公司之財政年度年結日均為三月三十一日，與本集團相符。

The Group has discontinued the recognition of its share of losses of certain associates, namely Xocial Limited and Signeo Venture Limited because the share of losses of these associates exceeded the Group's interests in these associates and the Group has no obligation to take up further losses. The amounts of the Group's unrecognised share of losses of these associates cumulatively at the end of the year were HK\$3,109,000 (2018: HK\$3,109,000).

由於分佔若干聯營公司（即Xocial Limited及Signeo Venture Limited）之虧損超過本集團於該等聯營公司之權益，且本集團並無義務承擔進一步虧損，故本集團已終止確認其分佔該等聯營公司之虧損。本集團未確認分佔該等聯營公司虧損之年末累計金額為3,109,000港元（二零一八年：3,109,000港元）。

The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

下表列示本集團個別並不重大之聯營公司之財務資料總覽：

|  |                   | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|--|-------------------|----------------------------------|----------------------------------|
| Share of the associates' profit/(loss) for the year                    | 分佔聯營公司年內溢利／(虧損)   | (303)                            | 448                              |
| Share of the associates' total comprehensive income/(loss)             | 分佔聯營公司全面收入／(虧損)總額 | (303)                            | 448                              |
| Aggregate carrying amount of the Group's investments in the associates | 本集團於聯營公司之投資賬面總額   | 1,698                            | 1,148                            |

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 18. AVAILABLE-FOR-SALE INVESTMENTS

### 18. 可供出售投資

|   |                           | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|---|---------------------------|----------------------------------|----------------------------------|
| Unlisted equity investments, at cost<br>(note a)              | 非上市股本投資，按成本<br>(附註a)      | -                                | 3,893                            |
| Key management insurance contracts,<br>at fair value (note b) | 主要管理人員保險合約，<br>按公平價值(附註b) | -                                | 22,353                           |
| Convertible promissory note, at cost<br>(note c)              | 可換股承兌票據，按成本<br>(附註c)      | -                                | 15,540                           |
| Impairment (notes a and c)                                    | 減值(附註a及c)                 | -                                | (19,433)                         |
|   |                           | -                                | 22,353                           |
| Analysed for reporting purposes as:<br>Non-current assets     | 就申報分析為：<br>非流動資產          | -                                | 22,353                           |

The above investments in unlisted equity investments, key management insurance contracts and convertible promissory note were designated as available-for-sale investments and have no fixed maturity date or coupon rate. As at 1 April 2018, upon the adoption of HKFRS 9, the above balances were reclassified to financial assets at fair value through profit or loss.

上述於非上市股本投資、主要管理人員保險合約及可換股承兌票據的投資乃指定為可供出售投資，概無固定到期日或票面息率。於二零一八年四月一日，採納香港財務報告準則第9號後，上述結餘重新分類至透過損益按公平價值列賬之金融資產。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 18. AVAILABLE-FOR-SALE INVESTMENTS (continued)

Notes:

- (a) As at 31 March 2018, certain unlisted equity investments with a carrying amount of HK\$3,893,000 were stated at cost less impairment. The Group does not intend to dispose of them in the near future.

At the 31 March 2018, a full provision for impairment of HK\$3,893,000 was made for available-for-sale investments with an original carrying value (before impairment) of HK\$3,893,000 because they have been making loss for years and had deficiency in assets at the end of the reporting period.

- (b) As at 31 March 2018, the insurance contracts represented life insurance plans with investment elements relating to two members of key management personnel of the Group and the joint venture. The total sum insured is US\$15,800,000 (approximately HK\$122,800,000) with an annual minimum guaranteed return of 2%.

As at 31 March 2018, if the Group withdrew from the insurance contracts, the accounts value, net of surrender charges of US\$376,722 (approximately HK\$2,927,000), would be refunded to the Group. The amount of the surrender charges decreased over time and was no longer required from the 19th year of contract conclusion onwards.

- (c) The Group held a convertible promissory note with a principal amount of US\$2,000,000 (equivalent to HK\$15,540,000) (the "PN") which was issued by a private company.

The PN was unlisted, interest-bearing at 8% per annum and was issued for a maturity term of 6 months from 26 November 2014 to 25 May 2015 which was indefinitely extendible for another 6 months at the issuer's discretion. The Group had the right to convert the PN into 49% of equity interest of the private company.

The PN was designated as an available-for-sale investment which was stated at cost less impairment. The Group does not intend to dispose of it in the near future.

As at 31 March 2018, a full provision for impairment of HK\$15,540,000 was made for the PN as in the opinion of the directors, the PN was not expected to be recovered.

### 18. 可供出售投資(續)

附註：

- (a) 於二零一八年三月三十一日，賬面金額為3,893,000港元之若干非上市股本投資乃按成本扣除減值列賬。本集團無意於不久將來出售該等投資。

於二零一八年三月三十一日，由於原賬面值(減值前)為3,893,000港元之可供出售投資多年來錄得虧損及於報告期間結束時有資產虧蝕，故已就該等可供出售投資作出全數減值撥備3,893,000港元。

- (b) 於二零一八年三月三十一日，保險合約為有關本集團及合營企業兩名主要管理人員附帶投資成份之人壽保險計劃。保險總額為15,800,000美元(約122,800,000港元)，年度最低保證回報為2%。

於二零一八年三月三十一日，倘本集團撤保，則賬戶價值(扣除退保手續費376,722美元(約2,927,000港元))將會退還予本集團。退保手續費會隨時間而減少，自訂立合約第19年起不會再收取。

- (c) 本集團持有由一間私人公司所發行本金額為2,000,000美元(相當於15,540,000港元)之可換股承兌票據(「可換股承兌票據」)。

可換股承兌票據乃非上市，每年按8厘計息及按於二零一四年十一月二十六日至二零一五年五月二十五日6個月到期期間(可由發行人不斷酌情再延長6個月)發行。本集團有權將可換股承兌票據兌換為該私人公司之49%股本權益。

可換股承兌票據乃指定為按成本扣除減值列賬之可供出售投資。本集團無意於不久將來出售該等投資。

於二零一八年三月三十一日，由於董事認為預期不能收回可換股承兌票據，故已就可換股承兌票據作出全數減值撥備15,540,000港元。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

### 19. 透過損益按公平價值列賬之金融資產

|                                    |            | Notes | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|------------------------------------|------------|-------|----------------------------------|----------------------------------|
| Investment in convertible bonds    | 可換股債券投資    | (a)   | 11,327                           | –                                |
| Listed equity investments          | 上市股本投資     |       | 38,354                           | –                                |
| Listed bond investments            | 上市債券投資     |       | 43,885                           | –                                |
| Unlisted equity investments        | 非上市股本投資    | (b)   | 24,082                           | –                                |
| Key management insurance contracts | 主要管理人員保險合約 | (c)   | 23,110                           | –                                |
|                                    |            |       | <b>140,758</b>                   | –                                |
| Analysed for reporting purpose as: |            |       |                                  |                                  |
| Current assets                     | 流動資產       |       | 117,648                          | –                                |
| Non-current assets                 | 非流動資產      |       | 23,110                           | –                                |
|                                    |            |       | <b>140,758</b>                   | –                                |

The above listed equity investments and listed bond investments at 31 March 2019 were classified as financial assets at fair value through profit or loss as they were held for trading.

於二零一九年三月三十一日，上述上市股本投資及上市債券投資分類為透過損益按公平價值列賬之金融資產，原因為該等投資持作買賣。

The investment in convertible bonds and key management insurance contracts at 31 March 2019 were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

於二零一九年三月三十一日，可換股債券投資及主要管理人員保險合約強制性分類為透過損益按公平價值列賬之金融資產，原因為合約現金流量並不純粹為支付本金及利息。

The unlisted equity investments at 31 March 2019 were classified as financial assets at fair value through profit or loss as the Group has not irrevocably elected to classify the unlisted equity investments at fair value through other comprehensive income.

於二零一九年三月三十一日，非上市股本投資分類為透過損益按公平價值列賬之金融資產，原因是本集團並無不可撤銷地選擇將非上市股本投資分類為透過其他全面收入按公平價值列賬。



# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

Notes:

(a) During the year ended 31 March 2017, the Group subscribed the convertible bonds issued by IE Limited ("IEL") with aggregate principals of approximately HK\$19,425,000 on 8 June 2016 and HK\$38,850,000 on 3 November 2016, respectively. The bonds were interest-bearing at a fixed rate of 4% per annum and repayable within two years since their respective issuance dates, which can be converted into common shares of IEL, at exercise prices of KRW500 and KRW819 per share, respectively, at any time after one year from their respective issuance dates. The investment was classified as equity investments at fair value through profit or loss as at 31 March 2018. Upon the adoption of HKFRS 9, the investment was reclassified as financial assets at fair value through profit or loss on 1 April 2018. During the year ended 31 March 2019, the convertible bonds issued by IEL were in default. Management has assessed that the fair values of the convertible bonds issued by IEL based on the valuation report performed by an independent valuer with reference to the available published financial information of IEL.

(b) On 13 April 2018, the Group subscribed 3,353 preferred shares of Vinus Entertainment Co., Ltd. ("Vinus"), an independent third party, at a consideration of US\$1,000,000 (equivalent to HK\$7,770,000). Together with the 6,527 preferred shares and the 7,326 ordinary shares acquired in the prior year, the Group has 16.9% equity interest in Vinus as at 31 March 2019.

In the prior year, the Group acquired 753 ordinary shares of Luxury Choice Investment Limited ("Luxury Choice"), an independent third party, at a consideration of US\$500,207 (equivalent to HK\$3,887,000). Also, the Group subscribed 10,000 preferred shares in Global ESports Limited ("Global ESports"), an independent third party, at a consideration of HK\$1,000,000. At 31 March 2019, the Group has 6.1% equity interest in Luxury Choice and 3.8% equity interest in Global ESports. These investments were classified as equity investments at fair value through profit or loss as at 31 March 2018. Upon the adoption of HKFRS 9, the investments were reclassified as financial assets at fair value through profit or loss on 1 April 2018.

During the year ended 31 March 2018, the Group subscribed a convertible bond issued by Mad Runway Holdings Limited ("Mad Runway"), an independent third party, and was classified as equity investments at fair value through profit or loss as at 31 March 2018. On 2 October 2018, the Group exercised the option to convert 1,200,000 Mad Runway common shares, representing 2.3% of equity interest of Mad Runway.

During the year, the Group subscribed 888,000,000 common shares, representing 10% equity interest in Urban City Joint Stock Company, an independent third party, at a consideration of Vietnamese Dong 11,628,000,000 (equivalent to HK\$3,881,000).

(c) As at 31 March 2019, the key management insurance contracts represented life insurance plans with investment elements relating to two members of key management personnel of the Group and the joint venture. The total sum insured is US\$15,800,000 (approximately HK\$122,800,000) with an annual minimum guaranteed return of 2%. The key management insurance contracts were classified as available-for-sale investments as at 31 March 2018. Upon the adoption of HKFRS 9, the investment was reclassified as financial assets at fair value through profit or loss on 1 April 2018.

As at 31 March 2019, if the Group withdrew from the insurance contracts, the accounts value, net of surrender charges of US\$366,596 (approximately HK\$2,848,000), would be refunded to the Group. The amount of the surrender charges decreased over time and was no longer required from the 19th year of contract conclusion onwards.

### 19. 透過損益按公平價值列賬之金融資產(續)

附註：

(a) 於截至二零一七年三月三十一日止年度，本集團認購由IE Limited(「IEL」)分別於二零一六年六月八日及二零一六年十一月三日所發行本金總額分別約為19,425,000港元及38,850,000港元之可換股債券。該等債券按固定年利率4厘計息，須於由各自發行日期起計兩年內償還，並可於由各自發行日期起計一年後之任何時間分別按行使價每股500韓圓及819韓圓轉換為IEL之普通股。該投資於二零一八年三月三十一日劃分為透過損益按公平價值列賬之股本投資。於香港財務報告準則第9號獲採納後，該投資於二零一八年四月一日重新劃分為透過損益按公平價值列賬之金融資產。於截至二零一九年三月三十一日止年度，IEL發行之可換股債券違約。管理層已根據獨立估值師參考可得的IEL已刊發財務資料所編製的估值報告評估IEL發行之可換股債券的公平價值。

(b) 於二零一八年四月十三日，本集團以代價1,000,000美元(相當於7,770,000港元)認購獨立第三方Vinus Entertainment Co., Ltd.(「Vinus」)之3,353股優先股。連同上年度收購的6,527股優先股及7,326股普通股，於二零一九年三月三十一日，本集團擁有Vinus的16.9%股本權益。

於上一年度，本集團以代價500,207美元(相當於3,887,000港元)收購獨立第三方Luxury Choice Investment Limited(「Luxury Choice」)之753股普通股。此外，本集團以代價1,000,000港元認購獨立第三方Global ESports Limited(「Global ESports」)之10,000股優先股。於二零一九年三月三十一日，本集團於Luxury Choice及Global ESports分別擁有6.1%及3.8%的股本權益。該等投資於二零一八年三月三十一日劃分為透過損益按公平價值列賬之股本投資。於香港財務報告準則第9號獲採納後，該等投資於二零一八年四月一日重新劃分為透過損益按公平價值列賬之金融資產。

於截至二零一八年三月三十一日止年度，本集團認購獨立第三方Mad Runway Holdings Limited(「Mad Runway」)發行之可換股債券並於二零一八年三月三十一日分類為透過損益按公平價值列賬之股本投資。於二零一八年十月二日，本集團行使期權兌換1,200,000股Mad Runway普通股，相當於Mad Runway的2.3%股本權益。

年內，本集團認購888,000,000股普通股，相當於獨立第三方Urban City Joint Stock Company的10%股本權益，代價為11,628,000,000越南盾(相當於3,881,000港元)。

(c) 於二零一九年三月三十一日，主要管理層保險合約指與本集團及合營企業兩名主要管理人員有關的投資型人壽保險計劃。投保總額為15,800,000美元(約122,800,000港元)，年度最低保證回報率為2%。主要管理層保險合約於二零一八年三月三十一日劃分為可供出售投資。於香港財務報告準則第9號獲採納後，該投資於二零一八年四月一日重新劃分為透過損益按公平價值列賬之金融資產。

於二零一九年三月三十一日，倘本集團退出保險合約，則賬戶價值(扣除退保費366,596美元(約2,848,000港元))將退還至本集團。退保費金額隨時間的推移而減少，而於合約簽訂的第19年開始不再需要退保費。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 20. INVENTORIES

### 20. 存貨

|                |     | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|----------------|-----|----------------------------------|----------------------------------|
| Finished goods | 製成品 | 62,219                           | 160,176                          |

### 21. TRADE RECEIVABLES

### 21. 應收貿易賬款

|                   |        | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|-------------------|--------|----------------------------------|----------------------------------|
| Trade receivables | 應收貿易賬款 | 82,427                           | 75,289                           |
| Impairment        | 減值     | (11,490)                         | (7,322)                          |
|                   |        | <b>70,937</b>                    | <b>67,967</b>                    |

The Group's trading terms with customers vary with the type of products supplied. Invoices are normally payable within 30 days of issuance, except for well-established customers, where the terms are extended to over 60 days. For customer-specific and highly specialised items, deposits in advance or letters of credit may be required prior to the acceptance and delivery of the products. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control policy to minimise credit risk. A credit committee consisting of senior management and the directors of the Company has been established to review and approve large customer credits. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over these balances. Trade receivables are non-interest-bearing.

本集團與客戶訂立之交易條款視乎供應之產品類別而有所不同。賬款通常須於發票發出後30日內支付，惟已建立長久業務關係之客戶之賬期則延至超過60日除外。有關客戶特別指定及極為專門之項目，在接納訂單及交付產品之前可能須預付按金或開立信用證。每名客戶均設定信貸上限。本集團致力對其未收回之應收款項實施嚴格控制，並制定信貸管制政策，以盡量減低信貸風險。由本公司之高級管理層及董事組成之信貸委員會已告成立，以審閱及批核大額客戶信貸。鑑於上文所述，以及本集團之應收貿易賬款與為數眾多且分散之客戶有關，因此並無重大集中信貸風險。本集團並未就該等結餘持有任何抵押品或其他強化信貸條件。應收貿易賬款不計利息。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 21. TRADE RECEIVABLES (continued)

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

|                |       | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|----------------|-------|----------------------------------|----------------------------------|
| Within 1 month | 1個月內  | 15,505                           | 50,327                           |
| 1 to 2 months  | 1至2個月 | 34,864                           | 14,400                           |
| 2 to 3 months  | 2至3個月 | 6,507                            | 1,411                            |
| Over 3 months  | 超過3個月 | 14,061                           | 1,829                            |
|                |       | <b>70,937</b>                    | <b>67,967</b>                    |

The movements in the loss allowance for impairment of trade receivables are as follows:

|                                      |             | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|--------------------------------------|-------------|----------------------------------|----------------------------------|
| At beginning of year                 | 年初          | 7,322                            | 6,348                            |
| Impairment losses, net (note 6)      | 減值虧損淨額(附註6) | 5,511                            | 2,330                            |
| Amounts written off as uncollectible | 作為不可收回款項撇銷  | (1,306)                          | (1,448)                          |
| Exchange realignment                 | 匯兌調整        | (37)                             | 92                               |
| At end of year                       | 年終          | <b>11,490</b>                    | <b>7,322</b>                     |

### 21. 應收貿易賬款(續)

基於發票日期並扣除虧損撥備，於報告期間結束時之應收貿易賬款之賬齡分析如下：

應收貿易賬款之減值虧損撥備變動如下：

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 21. TRADE RECEIVABLES (continued)

#### Impairment under HKFRS 9 for the year ended 31 March 2019

An impairment analysis is performed at each reporting date 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, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). 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 if past due for more than one year and are not subject to enforcement activity.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 March 2019

|                                   |             | Current<br>即期 | Past due<br>逾期                |                           |                           | Total<br>合計 |
|-----------------------------------|-------------|---------------|-------------------------------|---------------------------|---------------------------|-------------|
|                                   |             |               | Less than<br>1 month<br>少於一個月 | 1 to 3<br>months<br>一至三個月 | Over<br>3 months<br>三個月以上 |             |
| Expected credit loss rate         | 預期信貸虧損率     | 0.00%         | 1.78%                         | 10.88%                    | 41.72%                    | 13.94%      |
| Gross carrying amount (HK\$'000)  | 賬面總值(千港元)   | 15,505        | 35,495                        | 7,301                     | 24,126                    | 82,427      |
| Expected credit losses (HK\$'000) | 預期信貸虧損(千港元) | -             | 631                           | 794                       | 10,065                    | 11,490      |

### 21. 應收貿易賬款(續)

#### 截至二零一九年三月三十一日止年度香港財務報告準則第9號項下之減值

於各報告日期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虧損模式的多個客戶分部組別的逾期日數計算（即按地理區域、產品類型、客戶類型和評級，以及信用證或其他形式信用保險的保障程度）。該計算反映了概率加權結果，貨幣時間價值以及於報告日期可獲得的關於過往事件、當前狀況及未來經濟狀況預測的合理及可支持資料。一般而言，應收貿易賬款如逾期超過一年及毋須受限於強制執行活動則予以撇銷。

下表載列使用撥備矩陣分析的有關本集團應收貿易賬款的信貸風險的資料：

於二零一九年三月三十一日

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 21. TRADE RECEIVABLES (continued)

#### 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 loss under HKAS 39, as at 31 March 2018 was a provision for individual impaired trade receivables of HK\$7,322,000 with a carrying amount before provision of HK\$7,322,000.

The individually impaired trade receivables as at 31 March 2018 related to customers that were in financial difficulties and the receivables are not expected to be recovered.

The ageing analysis of the trade receivables as at 31 March 2018 that were not individually nor collectively considered to be impaired under HKAS 39 is as follows:

|                               |          | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|-------------------------------|----------|----------------------------------|
| Neither past due nor impaired | 未逾期及並無減值 | 50,327                           |
| Less than 1 month past due    | 逾期少於1個月  | 14,400                           |
| 1 to 2 months past due        | 逾期1至2個月  | 1,411                            |
| Over 2 months past due        | 逾期超過2個月  | 1,829                            |
|                               |          | 67,967                           |

Receivables that were neither past due nor impaired related to a large number of diversified customers for whom there was no recent history of default.

Receivables that were past due but not impaired related to a number of independent customers that had a good track record with the Group. Based on past experience, the directors of the Company were of the opinion that no provision for impairment under HKAS 39 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 recoverable.

### 21. 應收貿易賬款(續)

#### 截至二零一八年三月三十一日止年度香港會計準則第39號項下之減值

於二零一八年三月三十一日，根據香港會計準則第39號下的已發生信貸虧損計量的上述應收貿易賬款減值撥備包括已個別減值應收貿易賬款7,322,000港元及撥備前賬面金額7,322,000港元。

於二零一八年三月三十一日，已個別減值應收貿易賬款與出現財政困難之客戶有關，該等應收款項預期不可收回。

於二零一八年三月三十一日，根據香港會計準則第39號並無個別或共同被視為減值之應收貿易賬款之賬齡分析如下：

未逾期及並無減值之應收款項與為數眾多且分散之客戶有關，彼等近期並無拖欠紀錄。

已逾期但並無減值之應收款項與若干在本集團之還款紀錄良好之獨立客戶有關。根據以往經驗，本公司董事認為毋須據香港會計準則第39號就該等結餘計提減值撥備，原因是信貸質素並無重大轉變，且該等結餘仍被視為可悉數收回。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

### 22. 預付款項、按金及其他應收款項

|                                    |            | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|------------------------------------|------------|----------------------------------|----------------------------------|
| Prepayments                        | 預付款項       | 2,805                            | 1,534                            |
| Deposits and other receivables     | 按金及其他應收款項  | 48,752                           | 39,565                           |
| Impairment allowance               | 減值撥備       | (8,917)                          | (18,512)                         |
|                                    |            | <b>42,640</b>                    | 22,587                           |
| Portion classified as non-current: | 分類為非流動之部分： |                                  |                                  |
| Other deposits                     | 其他按金       | (2,178)                          | (198)                            |
| Current portion                    | 流動部分       | <b>40,462</b>                    | 22,389                           |

Deposits and other receivables mainly represent rental deposits, deposits with suppliers and loan receivables. An impairment analysis is performed at each reporting date by applying a loss rate approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate. The loss rate applied for where there are no comparable companies as at 31 March 2019 was 100% on the gross other receivables of HK\$8,917,000 (2018: HK\$18,512,000) before impairment allowance. The Group assessed the loss allowance of the deposits and other receivables of HK\$39,835,000 under the application of HKFRS 9 was insignificant.

The financial assets included in the above balances that were not impaired relate to receivables for which there was no recent history of default.

按金及其他應收款項主要指租賃按金、供應商按金及應收貸款。於各報告日期，本集團採用虧損率法並參考本集團的過往虧損記錄進行減值分析。虧損率將於適當時候作出調整以反映當前狀況及對未來經濟狀況的預測。於二零一九年三月三十一日，在無可資比較公司情況下，就其他應收賬款總額（扣除減值撥備前）8,917,000港元（二零一八年：18,512,000港元）採用之虧損率為100%。本集團評估，應用香港財務報告準則第9號時，按金及其他應收款項39,835,000港元的虧損撥備微乎其微。

上述並無減值結餘包括之金融資產與近期並無拖欠記錄之應收款項有關。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 23. EQUITY INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS 23. 透過損益按公平價值列賬之股本投資

|   |                      | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|---|----------------------|----------------------------------|----------------------------------|
| Investment in a joint venture, at fair value (note) | 於一間合營企業之投資，按公平價值(附註) | —                                | 23,300                           |
| Investment in convertible bonds, at fair value      | 於可換股債券之投資，按公平價值      | —                                | 24,993                           |
| Listed equity investments, at market value          | 上市股本投資，按市值           | —                                | 15,455                           |
| Listed bond investment, at market value             | 上市債券投資，按市值           | —                                | 7,981                            |
| Unlisted equity investments, at fair value          | 非上市股本投資，按公平價值        | —                                | 27,536                           |
|   |                      | —                                | 99,265                           |

Note: For the year ended 31 March 2017, a wholly-owned subsidiary of the Company entered into a sale and purchase agreement with an independent third party to acquire 50% equity interest in the shares of J-Tex Holdings Limited ("J-Tex") at a consideration of HK\$30,000,000. The acquisition was completed in February 2017. The investment in J-Tex was classified as an investment in a joint venture as the Group exercises joint control over the financial and operating policies of J-Tex.

As this joint venture was held as part of the venture capital organisation's investment portfolio, it was carried in the consolidated statement of financial position at fair value. This treatment is permitted by HKAS 28 (2011) "Investments in Associates and Joint Ventures" which requires investments held by venture capital organisations to be excluded from its scope where those investments are designated, upon initial recognition, as at fair value through profit or loss and accounted for in accordance with HKAS 39, with changes in fair value recognised in the consolidated statement of profit or loss in the period of change. Upon the adoption of HKFRS 9, the investment was reclassified as financial assets at fair value through profit or loss on 1 April 2018. The investment was disposed during the year.

附註：截至二零一七年三月三十一日止年度，本公司一間全資附屬公司與一名獨立第三方訂立買賣協議，以收購捷紡(控股)有限公司(「捷紡」)股份之50%股本權益，代價為30,000,000港元。收購已於二零一七年二月完成。由於本集團對捷紡之財務及營運政策行使共同控制權，故於捷紡之投資分類為於一間合營企業之投資。

由於該合營企業乃作為創投組織之投資組合一部分持有，故於綜合財務狀況表內按公平價值列賬。此處理方式獲香港會計準則第28號(二零一一年)「於聯營公司及合營企業之投資」允許，該準則規定倘由創投組織持有之投資於初始確認時已指定為透過損益按公平價值列賬，並按照香港會計準則第39號入賬，而其公平價值變動於產生變動期內之綜合損益表確認，則將該等投資剔出其適用範圍。於採納香港財務報告準則第9號後，該投資於二零一八年四月一日重新劃分為透過損益按公平價值列賬之金融資產。該投資已於年內出售。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 24. CASH AND CASH EQUIVALENTS AND TIME DEPOSITS

### 24. 現金及等同現金項目及定期存款

|  |                    | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|--|--------------------|----------------------------------|----------------------------------|
| Cash and bank balances                                       | 現金及銀行結存            | 97,031                           | 210,403                          |
| Pledged time deposits  | 有抵押定期存款            | –                                | 2,623                            |
| Deposited with other financial institutions                  | 於其他金融機構之存款         | 8,958                            | 23,484                           |
|  |                    | <b>105,989</b>                   | 236,510                          |
| Less: Pledged time deposits classified as non-current assets | 減：分類為非流動資產之有抵押定期存款 | –                                | (2,623)                          |
| Cash and cash equivalents                                    | 現金及等同現金項目          | <b>105,989</b>                   | 233,887                          |

At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi (“RMB”) amounted to approximately HK\$878,000 (2018: HK\$2,775,000). The RMB is not freely convertible into other currencies, however, under Mainland China’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The balances are deposited with creditworthy banks and other financial institutions with no recent history of default.

於報告期間結束時，本集團以人民幣（「人民幣」）計值之現金及銀行結存約為878,000港元（二零一八年：2,775,000港元）。人民幣不可自由兌換為其他貨幣，然而，根據中國內地之外匯管理條例及結匯、售匯及付匯管理規定，本集團可透過獲授權進行外匯業務之銀行將人民幣兌換為其他貨幣。

存放於銀行之現金根據銀行之每日存款利率，按浮動利率賺取利息。短期定期存款介乎一日至三個月不等，乃視乎本集團之即時現金需要而定，並按各自之短期定期存款利率賺取利息。結存乃存放於信譽良好之銀行及近期並無拖欠記錄之其他金融機構。



# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 25. TRADE PAYABLES, DEPOSITS RECEIVED AND ACCRUED EXPENSES

### 25. 應付貿易賬款、已收按金及應計費用

|                   |        | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|-------------------|--------|----------------------------------|----------------------------------|
| Trade payables    | 應付貿易賬款 | 29,164                           | 93,059                           |
| Deposits received | 已收按金   | 1,761                            | 12,304                           |
| Accrued expenses  | 應計費用   | 17,234                           | 22,975                           |
|                   |        | <b>48,159</b>                    | <b>128,338</b>                   |

An ageing analysis of the trade payables as at the end of the reporting period, based on the payment due date, is as follows:

根據付款到期日，於報告期間結束時之應付貿易賬款之賬齡分析如下：

|                 |         | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|-----------------|---------|----------------------------------|----------------------------------|
| Trade payables: | 應付貿易賬款： |                                  |                                  |
| Current         | 即期      | 18,832                           | 90,238                           |
| 1 to 30 days    | 1至30日   | 9,269                            | 550                              |
| 31 to 60 days   | 31至60日  | 158                              | 19                               |
| Over 60 days    | 超過60日   | 905                              | 2,252                            |
|                 |         | <b>29,164</b>                    | <b>93,059</b>                    |

The trade payables are non-interest-bearing and are normally settled between 30 and 90 days.

應付貿易賬款乃不計息，一般於30至90日內結算。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 26. CONTRACT LIABILITIES

### 26. 合約負債

|                      |      | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|----------------------|------|----------------------------------|----------------------------------|
| Contract liabilities | 合約負債 | <b>16,298</b>                    | –                                |

Details of contract liabilities as at 31 March 2019 and 1 April 2018 are as follows.

於二零一九年三月三十一日及二零一八年四月一日的合約負債詳情如下：

|  |          | 31 March<br>2019<br>二零一九年<br>三月三十一日<br>HK\$'000<br>千港元 | 1 April<br>2018<br>於二零一八年<br>四月一日<br>HK\$'000<br>千港元 |
|--|----------|--|--|
| <i>Short-term advances received from customers</i> | 預收客戶短期款項 |  |  |
| Sale of products                                   | 銷售產品     | <b>16,298</b>  | 10,644   |

Contract liabilities include short-term advances received to deliver semiconductor and electronic products. The increase in contract liabilities in 2019 was mainly due to the increase in short-term advances received from customers in relation to the sale of products at the end of the year.

合約負債包括為提供半導體及電子產品而預收客戶的短期款項。二零一九年的合約負債增加乃主要由於年末就銷售產品預收客戶的短期款項增加。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 27. INTEREST-BEARING BANK BORROWINGS

### 27. 附息銀行借款

|  |                      | 2019<br>二零一九年                                    |                 |                 | 2018<br>二零一八年                                    |                 |  |
|--|----------------------|--|-----------------|-----------------|--|-----------------|--|
|  |                      | Effective<br>annual<br>interest<br>rate<br>實際年利率 | Maturity<br>到期日 | HK\$'000<br>千港元 | Effective<br>annual<br>interest<br>rate<br>實際年利率 | Maturity<br>到期日 | HK\$'000<br>千港元                            |
| <b>Current</b>                             | <b>流動</b>            |  |                 |                 |  |                 |  |
| Import and trust receipt loans – unsecured | 進口及信託收據貸款—無抵押        | 3.99% – 4.35%                                    | 2019<br>二零一九年   | 72,366          | 3.45% – 3.74%                                    | 2018<br>二零一八年   | 76,167                                     |
| Bank loans – secured                       | 銀行貸款—有抵押             | N/A<br>不適用                                       | N/A<br>不適用      | -               | 2.53% – 3.25%                                    | 2018<br>二零一八年   | 53,491                                     |
|  |                      |  |                 | <b>72,366</b>   |  |                 | <b>129,658</b>                             |
| <b>Non-current</b>                         | <b>非流動</b>           |  |                 |                 |  |                 |  |
| Bank loans – secured                       | 銀行貸款—有抵押             | N/A<br>不適用                                       | N/A<br>不適用      | -               | 3.66%  | 2021<br>二零二一年   | 4,441                                      |
|  |                      |  |                 | <b>72,366</b>   |  |                 | <b>134,099</b>                             |
|  |                      |  |                 |                 | <b>2019<br/>二零一九年<br/>HK\$'000<br/>千港元</b>       |                 | <b>2018<br/>二零一八年<br/>HK\$'000<br/>千港元</b> |
| Analysed into:                             | 分析為：                 |  |                 |                 |  |                 |  |
| Bank loans repayable:                      | 於下列期間須償還之銀行貸款：       |  |                 |                 |  |                 |  |
| Within one year or on demand               | 一年內或按要求              |  |                 | <b>72,366</b>   |  |                 | 129,658                                    |
| In the third to fifth years, inclusive     | 第三至第五年<br>(首尾兩年包括在內) |  |                 | -               |  |                 | 4,441                                      |
| <b>Total</b>                               | <b>合計</b>            |  |                 | <b>72,366</b>   |  |                 | <b>134,099</b>                             |

All the Group's bank borrowings bore interest at floating rates at the end of the reporting period in the current year. In the prior year, except for bank loans of HK\$4,441,000, which bore interest at fixed rate of 3.66% per annum, all the Group's bank borrowings bore interest at floating rates at the end of that reporting period. The carrying amounts of the Group's interest-bearing bank borrowings approximate to their fair values.

於本年度報告期間結束時，本集團所有銀行借款按浮動利率計息。除4,441,000港元之銀行貸款按固定年利率3.66%計息外，本集團之所有銀行借款乃按報告期末的浮動利率計息。本集團之附息銀行借款之賬面金額與其公平價值相若。

At the end of the reporting period, certain of the Group's bank loans are secured by mortgage over the Group's property, plant and equipment, which had an aggregate carrying value at the end of the reporting period of HK\$26,591,000 (2018: HK\$27,514,000) (note 12). In the prior year, certain of the Group's bank loans were secured by pledge of certain of the Group's time deposits amounting to HK\$2,623,000 (note 24).

於報告期間結束時，本集團若干銀行貸款以本集團之物業、廠房及設備按揭作抵押，其於報告期間結束時之賬面總值為26,591,000港元（二零一八年：27,514,000港元）（附註12）。於上年度，本集團若干銀行貸款以抵押本集團若干定期存款2,623,000港元（附註24）作抵押。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 28. FINANCE LEASE PAYABLES

The Group leases certain of its motor vehicles for the Group's marketing and distribution business. These leases are classified as finance leases and have remaining lease terms ranging from one to six years.

At 31 March 2019, the total future minimum lease payments under finance leases and their present values are as follows:

|   |                      | Minimum lease payments | Minimum lease payments | Present value of minimum lease payments | Present value of minimum lease payments |
|---|----------------------|------------------------|------------------------|---|---|
|   |                      | 最低租賃付款                 | 最低租賃付款                 | 最低租賃付款之現值                               | 最低租賃付款之現值                               |
|   |                      | 2019                   | 2018                   | 2019                                    | 2018                                    |
|   |                      | 二零一九年                  | 二零一八年                  | 二零一九年                                   | 二零一八年                                   |
|   |                      | HK\$'000               | HK\$'000               | HK\$'000                                | HK\$'000                                |
|   |                      | 千港元                    | 千港元                    | 千港元                                     | 千港元                                     |
| Amounts payable:                          | 於下列期間應付之款項：          |                        |                        |   |   |
| Within one year                           | 一年內                  | 1,605                  | 913                    | 1,439                                   | 820                                     |
| In the second year                        | 第二年在內                | 1,337                  | 913                    | 1,228                                   | 850                                     |
| In the third to fifth years, inclusive    | 第三至第五年<br>(首尾兩年包括在內) | 1,537                  | 950                    | 1,413                                   | 876                                     |
| After fifth year                          | 五年後                  | 93                     | -                      | 79                                      | -                                       |
| Total minimum finance lease payments      | 最低融資租賃付款總額           | 4,572                  | 2,776                  | 4,159                                   | 2,546                                   |
| Future finance charges                    | 未來融資費用               | (413)                  | (230)                  |   |   |
| Total net finance lease payables          | 應付融資租賃款項淨額總額         | 4,159                  | 2,546                  |   |   |
| Portion classified as current liabilities | 分類為流動負債之部分           | (1,439)                | (820)                  |   |   |
| Non-current portion                       | 非流動部分                | 2,720                  | 1,726                  |   |   |

The carrying amounts of the Group's finance lease payables approximate to their fair values.

### 28. 應付融資租賃款項

本集團就其市場推廣及分銷業務租用若干汽車。該等租賃獲分類為融資租賃，餘下租賃年期介乎一至六年。

於二零一九年三月三十一日，根據融資租賃之未來最低租賃付款總額及其現值如下：

本集團應付融資租賃付款之賬面金額與其公平價值相若。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 29. FINANCIAL GUARANTEE OBLIGATION

During the year, the Group has provided financial guarantees to joint ventures in relation to the bank lending facilities granted to these joint ventures, and the Group will make payments to reimburse the lenders upon failure of the guaranteed entity to make payments when due. The Group does not hold any collateral or other credit enhancements over the guarantees.

The Group does not provide financial guarantees except for limited circumstances. All guarantees are approved by the board of directors.

The financial guarantee contracts are measured at the higher of the ECL allowance and the amount initially recognised less the cumulative amount of income recognised. The ECL allowance is measured by estimating the cash shortfalls, which are based on the expected payments to reimburse the holders (i.e., the banks) for a credit loss that it incurs less any amounts that the Group expects to receive from the debtor (i.e., the joint ventures). The amount initially recognised representing the fair value at initial recognition of the financial guarantees was based on the valuation from an independent valuer engaged by the Group. The method used in determining the fair value of these guarantees was by reference to the recovery rate and key financial ratio of the guaranteed entity.

The credit exposure of the financial guarantee contracts is classified as stage 1. During the year, there were no transfers between stages.

### 29. 財務擔保責任

年內，本集團就合營企業獲授之銀行貸款信貸向該等合營企業提供財務擔保，倘受擔保之實體在到期時未能還款，本集團將向貸方償付貸款。本集團並未就該等擔保持有任何抵押品或其他強化信貸條件。

除個別情況外，本集團不提供財務擔保。所有擔保均已獲得董事會批准。

財務擔保合約乃按預期信貸虧損撥備及初步確認金額減已確認收入之累計金額（以較高者為準）計量。預期信貸虧損乃按現金短缺之估計計量，其乃根據補償持有人（即銀行）就所產生信貸虧損之預期款項，減任何本集團預期從債務人（即合營企業）收取之任何金額計算。初步確認金額為初步確認財務擔保時之公平價值，乃根據本集團聘請之獨立估值師之估值釐定。用於釐定此等擔保公平價值之方法乃參考受擔保實體之回收率及主要財務比率作出。

財務擔保合約之信貸風險獲分類至第一級。年內，概無於級間的轉撥。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 30. DEFERRED TAX LIABILITIES

The movements in deferred tax liabilities during the year are as follows:

### 30. 遞延稅項負債

年內，遞延稅項負債之變動如下：

|  |                            | Revaluation<br>of properties<br>物業重估<br>HK\$'000<br>千港元 |
|--|----------------------------|---|
| At 1 April 2017  | 於二零一七年四月一日                 | 14,109  |
| Deferred tax credited to the consolidated statement of profit or loss during the year (note 9) | 年內計入綜合損益表之遞延稅項(附註9)        | (55)  |
| Exchange realignment   | 匯兌調整                       | (33)  |
| At 31 March 2018 and 1 April 2018  | 於二零一八年三月三十一日<br>及二零一八年四月一日 | <b>14,021</b>   |
| Deferred tax charged to the consolidated statement of profit or loss during the year (note 9)  | 年內扣除自綜合損益表之遞延稅項(附註9)       | <b>122</b>  |
| Exchange realignment   | 匯兌調整                       | <b>14</b>   |
| <b>At 31 March 2019</b>  | <b>於二零一九年三月三十一日</b>        | <b>14,157</b>   |

The Group has estimated tax losses arising in Hong Kong of HK\$465,088,000 (2018: HK\$406,477,000) that are available indefinitely for offsetting against future taxable profits of the companies in which losses arose. The Group also has unrecognised tax losses arising elsewhere of HK\$16,329,000 (2018: HK\$10,616,000) that will expire during 2019 to 2024 (2018: 2018 to 2023) for offsetting against future taxable profits. Deferred tax assets in respect of these losses have not been recognised as they have arisen in subsidiaries that have been loss-making for some time and, in the opinion of the directors, it is not considered probable that sufficient future taxable profits will be available against which the tax losses can be utilised.

At 31 March 2019, there was no significant unrecognised deferred tax liability (2018: Nil) for taxes that would be payable on the unremitted earnings of the Group's subsidiaries, associates or joint ventures.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

本集團於香港產生之估計稅項虧損465,088,000港元(二零一八年: 406,477,000港元)，可無限期用作抵銷錄得虧損之公司之未來應課稅溢利。本集團於其他地方產生之未確認稅項虧損為16,329,000港元(二零一八年: 10,616,000港元)，將於二零一九年至二零二四年(二零一八年: 二零一八年至二零二三年)到期，可用作抵銷未來應課稅溢利。並無就該等虧損確認遞延稅項資產，因該等虧損乃由已錄得虧損一段時間之附屬公司產生，董事並不認為將可能有充足之未來應課稅溢利以供稅項虧損抵銷。

於二零一九年三月三十一日，就本集團之附屬公司、聯營公司或合營企業未匯出盈利之應付稅項而言，並無重大未確認遞延稅項負債(二零一八年: 無)。

本公司不會因向其股東派付股息而產生所得稅。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 31. SHARE CAPITAL

#### Shares

### 31. 股本

#### 股份

|   |   | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|---|---|----------------------------------|----------------------------------|
| Authorised:   | 法定：   |                                  |                                  |
| 2,000,000,000 (2018: 2,000,000,000)<br>ordinary shares of HK\$0.10 each | 2,000,000,000 股 (二零一八年：<br>2,000,000,000 股) 每股面值<br>0.10 港元之普通股 | <b>200,000</b>                   | 200,000                          |
| Issued and fully paid:  | 已發行及繳足：   |                                  |                                  |
| 908,663,302 (2018: 923,149,302)<br>ordinary shares of HK\$0.10 each     | 908,663,302 股 (二零一八年：<br>923,149,302 股) 每股面值 0.10<br>港元之普通股     | <b>90,866</b>                    | 92,315                           |

A summary of movements in the Company's share capital is as follows:

本公司股本之變動概要如下：

|                                    |                            | Number of<br>shares in issue<br>已發行股份數目 | Share<br>capital<br>股本<br>HK\$'000<br>千港元 |
|------------------------------------|----------------------------|---|---|
| At 1 April 2017                    | 於二零一七年四月一日                 | <b>772,944,419</b>                      | 77,294                                    |
| Bonus issue (Note (a))             | 發行紅股 (附註(a))               | <b>154,588,883</b>                      | 15,459                                    |
| Share options exercised (Note (b)) | 獲行使購股權 (附註(b))             | <b>720,000</b>                          | 72  |
| Shares repurchased (Note (c))      | 獲購回股份 (附註(c))              | <b>(5,104,000)</b>                      | (510)                                     |
| At 31 March 2018 and 1 April 2018  | 於二零一八年三月三十一日及<br>二零一八年四月一日 | <b>923,149,302</b>                      | 92,315                                    |
| Share repurchases (Note (d))       | 股份購回 (附註(d))               | <b>(14,486,000)</b>                     | (1,449)                                   |
| At 31 March 2019                   | 於二零一九年三月三十一日               | <b>908,663,302</b>                      | 90,866                                    |

Notes:

附註：

- (a) On 19 September 2017, 154,588,883 shares of HK\$0.10 each were issued under bonus issue on the basis of one bonus share for every five existing shares. Details of the bonus issue were set out in the announcement of the Company dated 19 September 2017.
- (b) The subscription rights attaching to 720,000 share options were exercised at the subscription price of HK\$0.3625 per share (note 32), resulting in the issue of 720,000 shares for a total cash consideration, before expenses, of HK\$261,000. An amount of HK\$110,000 was transferred from the equity-settled share-based payment reserve to share capital and share premium account upon the exercise of the share options.

- (a) 於二零一七年九月十九日，本公司根據紅股發行按照每持有五股現有股份獲發一股紅股之基準發行 154,588,883 股每股面值 0.10 港元之股份。紅股發行之詳情載於本公司日期為二零一七年九月十九日之公告。
- (b) 720,000 份購股權所附認購權按認購價每股 0.3625 港元獲行使 (附註 32)，導致發行 720,000 股股份，總現金代價 (扣除開支前) 為 261,000 港元。於購股權獲行使時，110,000 港元已從股權結算以股份付款儲備轉撥至股本及股份溢價賬。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 31. SHARE CAPITAL (continued)

#### Shares (continued)

Notes: (continued)

- (c) The Company repurchased 5,104,000 of its own shares through The Stock Exchange of Hong Kong Limited (the "Stock Exchange") at a total consideration of HK\$3,266,000 which was paid wholly out of the share premium account. The repurchased shares were cancelled during the year ended 31 March 2018 and the total amount paid for the repurchase of the shares in excess of the par value of HK\$2,756,000 has been charged to share premium account of the Company.
- (d) The Company repurchased 14,486,000 of its own shares through Stock Exchange at a total consideration of HK\$7,283,000 which was paid wholly out of the share premium account. The repurchased shares were cancelled during the year and the total amount paid for the repurchase of the shares in excess of the par value of HK\$5,834,000 has been charged to share premium account of the Company.

#### Share options

Details of the share option schemes of the Company and one of its subsidiaries and the share options issued under these schemes are included in note 32 to the consolidated financial statements.

### 32. SHARE OPTION SCHEMES

#### Share option scheme adopted by the Company

The Company operates a share option scheme (the "AV Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the AV Scheme include the Company's directors, including the independent non-executive directors, other employees of the Group, suppliers of goods or services to the Group, customers of the Group, any person or entity that provides research, development or technological support to the Group, any non-controlling interests in the Company's subsidiaries, any advisor or consultant to any area of business or business development to the Group and any other group or class of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangements to the Group. The AV Scheme became effective on 3 August 2012 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

### 31. 股本(續)

#### 股份(續)

附註：(續)

- (c) 本公司透過香港聯合交易所有限公司(「聯交所」)購回5,104,000股本身之股份，總代價為3,266,000港元，全數從股份溢價賬撥付。所購回股份已於截至二零一八年三月三十一日止年度註銷，就購回股份所支付總額超出面值之差額2,756,000港元已從本公司之股份溢價賬扣除。
- (d) 本公司於聯交所購回14,486,000股本身之股份，總代價為7,283,000港元，全數從股份溢價賬撥付。所購回股份已於年內註銷，就購回股份所支付之總金額超出面值之差額5,834,000港元已從本公司之股份溢價賬扣除。

#### 購股權

本公司及其其中一間附屬公司之購股權計劃及根據該等計劃發行之購股權詳情載於綜合財務報表附註32。

### 32. 購股權計劃

#### 本公司採納之購股權計劃

本公司設立一項購股權計劃(「AV計劃」)，旨在向對本集團之成功營運作出貢獻之合資格參與者提供獎勵及回報。AV計劃之合資格參與者包括本公司董事(包括獨立非執行董事)、本集團其他僱員、為本集團提供貨品或服務之供應商、本集團客戶、為本集團提供研究、開發或技術支援的任何人士或實體、本公司附屬公司之任何非控股權益、本集團任何業務領域或業務發展之顧問或諮詢人及透過合營企業、業務聯盟或其他業務安排對本集團曾經或可能作出貢獻的任何其他組別或類別的參與人士。AV計劃於二零一二年八月三日生效，除非被取消或修訂，否則將於該日起計10年內有效。



# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 32. SHARE OPTION SCHEMES (continued)

#### Share option scheme adopted by the Company (continued)

The maximum number of unexercised share options currently permitted to be granted under the AV Scheme is an amount equivalent, upon their exercise, to 30% of the ordinary shares of the Company in issue at any time. The total number of ordinary shares which may be issued upon exercise of all share options to be granted under the AV Scheme (excluding any which have lapsed) and any other schemes of the Company must not, in aggregate, exceed 10% of the ordinary shares of the Company in issue as at the date of the adoption of the AV Scheme. The maximum number of shares issuable under share options to each eligible participant in the AV Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after the vesting period and ends on a date which is not later than the expiry date of the AV Scheme.

The exercise price of share options is determinable by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; and (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

### 32. 購股權計劃(續)

#### 本公司採納之購股權計劃(續)

現時允許根據AV計劃授出之尚未行使購股權獲行使時可認購之股份數目，最多不得超過相等於本公司於任何時間之已發行普通股之30%之數額。根據AV計劃及本公司任何其他計劃將予授出之所有購股權(不包括任何已失效者)獲行使時可予發行之普通股總數，合共不得超過本公司於採納AV計劃日期已發行普通股之10%。AV計劃之每名合資格參與者於任何十二個月期間內行使購股權時可獲發行之最高股份數目，僅限於本公司於任何時間之已發行股份之1%。倘進一步授出超過該限額之購股權，則須於股東大會上取得股東批准。

向本公司董事、最高行政人員或主要股東或彼等之任何聯繫人授出購股權，須取得獨立非執行董事之事先批准。此外，倘於任何十二個月期間內向本公司主要股東或獨立非執行董事或彼等之任何聯繫人授出之購股權可認購之股份數目超過本公司於任何時間之已發行股份之0.1%，或總值(根據本公司股份於授出日期之價格計算)超過5,000,000港元，則須於股東大會上取得股東事先批准。

授出購股權之要約可於要約日期起計28日內接納，接納時承授人須繳付合共1港元之象徵式代價。已授出購股權之行使期乃由董事釐定，於歸屬期後開始，並於不遲於AV計劃屆滿日期之日結束。

購股權之行使價由董事釐定，但不得少於：(i)本公司股份於購股權要約日期在聯交所之收市價；與(ii)本公司股份於緊接要約日期前五個交易日在聯交所之平均收市價兩者中之較高者。

購股權並無賦予持有人收取股息或於股東大會上表決之權利。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 32. SHARE OPTION SCHEMES (continued)

#### Share option scheme adopted by the Company (continued)

|                            |       | 2019<br>二零一九年   |   | 2018<br>二零一八年   |   |
|----------------------------|-------|---|---|---|---|
|                            |       | Weighted<br>average<br>exercise price<br>加權平均行使價<br>HK\$<br>港元<br>per share<br>(每股) | Number<br>of options<br>購股權數目<br>'000<br>千份 | Weighted<br>average<br>exercise price<br>加權平均行使價<br>HK\$<br>港元<br>per share<br>(每股) | Number<br>of options<br>購股權數目<br>'000<br>千份 |
| At beginning of year       | 年初    | -   | -   | 0.435   | 600   |
| Adjustment during the year | 年內調整  | -   | -   | (0.0725)  | 120   |
| Exercised during the year  | 年內獲行使 | -   | -   | (0.3625)  | (720)                                       |
| At end of year             | 年終    | -   | -   | -   | -   |

The fair value of equity-settled share options granted was estimated as at the date of grant using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used on date of grant:

已授出之股權結算購股權公平價值乃於授出日期按二項式模型估算，並已計及該等已授出購股權之條款及條件。下表載列於授出日期該模型所採用之輸入值：

13 March 2013  
二零一三年  
三月十三日

|  |               |        |
|--|---------------|--------|
| Dividend yield (%)                               | 股息率 (%)       | 1.032  |
| Expected volatility (%)                          | 預期波幅 (%)      | 56.939 |
| Risk-free interest rate (%)                      | 無風險利率 (%)     | 0.229  |
| Expected life of options (years)                 | 預計購股權有效年期 (年) | 2.500  |
| Weighted average share price<br>(HK\$ per share) | 加權平均股價 (每股港元) | 0.435  |

The expected life of the options is based on the historical data over the past three years and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

預計購股權有效年期乃按過去三年之歷史數據計算，並不表示可能出現之行使模式。預期波幅則反映歷史波幅可表示日後走勢之假設，亦未必代表實際結果。

No other feature of the options granted was incorporated into the measurement of fair value.

計量公平價值時並無考慮授出之購股權之其他特質。

At the end of the reporting period, the Company had no outstanding share option under the AV Scheme (2018: Nil).

於報告期間結束時，本公司於AV計劃項下概無尚未行使購股權(二零一八年：無)。

At the date of approval of these consolidated financial statements, the Company had no outstanding share option under the AV Scheme.

於批准本綜合財務報表當日，本公司於AV計劃項下概無尚未行使購股權。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 32. SHARE OPTION SCHEMES (continued)

#### Share option scheme adopted by a subsidiary

On 5 August 2013, 830 Lab Limited (the “830 Lab”) adopted a share option scheme (the “830 Lab Scheme”). Under the 830 Lab Scheme, 830 Lab may grant options to any of its full-time employees and directors and any eligible persons as defined therein to subscribe for the respective ordinary shares of 830 Lab.

The following share options were outstanding under the 830 Lab Scheme during the year:

| Name or category of participant<br>參與者姓名<br>或類別                | Number of share options<br>購股權數目        |                                      |                                     |   |  |                                      |                                      | At<br>31 March<br>2019<br>於二零一九年<br>三月三十一日 | Date of grant of share options<br>購股權<br>授出日期                           | Exercise period of share options<br>購股權<br>之行使期<br>(both dates inclusive)<br>(包括首尾兩天) | Exercise price of share options<br>購股權<br>之行使價<br>HK\$<br>per share<br>港元(每股) |
|--|---|--------------------------------------|-------------------------------------|---|--|--------------------------------------|--------------------------------------|--|---|---|---|
|  | At<br>1 April<br>2018<br>於二零一八年<br>四月一日 | Granted during the year<br>於年內<br>授出 | Lapsed during the year<br>於年內<br>失效 | Exercised during the year<br>於年內<br>獲行使 | Cancelled during the year<br>於年內<br>註銷 | Expired during the year<br>於年內<br>屆滿 | Expired during the year<br>於年內<br>屆滿 |  |   |   |   |
| <b>Director of 830 Lab and the Company<br/>830 Lab 及本公司之董事</b> |   |                                      |                                     |   |  |                                      |                                      |  |   |   |   |
| So Chi Sun Sunny<br>蘇智樂  | 220,000                                 | -                                    | -                                   | -                                       | -                                      | -                                    | 220,000                              | 5 August 2013<br>二零一三年八月五日                 | 6 September 2015 to<br>5 August 2023<br>二零一五年<br>九月六日至<br>二零二三年<br>八月五日 | 8.0   |   |
| Employees of 830 Lab<br>830 Lab 之僱員                            | 15,000                                  | -                                    | -                                   | -                                       | -                                      | -                                    | 15,000                               | 5 August 2013<br>二零一三年八月五日                 | 6 September 2015 to<br>5 August 2023<br>二零一五年<br>九月六日至<br>二零二三年<br>八月五日 | 8.0   |   |
| Total<br>合計  | 235,000                                 | -                                    | -                                   | -                                       | -                                      | -                                    | 235,000                              |  |   |   |   |

Note: The vesting period of the share options is from the date of grant until the commencement of the exercise period.

### 32. 購股權計劃(續)

#### 一間附屬公司採納之購股權計劃

於二零一三年八月五日，830 Lab Limited (「830 Lab」) 採納購股權計劃 (「830 Lab 計劃」)。根據 830 Lab 計劃，830 Lab 可向其任何全職僱員及董事以及 830 Lab 計劃所界定之任何合資格人士授出購股權，以認購相應之 830 Lab 普通股。

年內，於 830 Lab 計劃項下未行使之購股權如下：

(Note)  
(附註)

附註：購股權之歸屬期為授出日期至行使期開始之期間。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 32. SHARE OPTION SCHEMES (continued)

#### Share option scheme adopted by a subsidiary (continued)

|                        |      | 2019<br>二零一九年   |   | 2018<br>二零一八年   |   |
|------------------------|------|---|---|---|---|
|                        |      | Weighted<br>average<br>exercise price<br>加權平均行使價<br>HK\$<br>港元<br>per share<br>(每股) | Number<br>of options<br>購股權數目<br>'000<br>千份 | Weighted<br>average<br>exercise price<br>加權平均行使價<br>HK\$<br>港元<br>per share<br>(每股) | Number<br>of options<br>購股權數目<br>'000<br>千份 |
| At beginning of year   | 年初   | 8.0   | 235   | 8.0   | 265   |
| Lapsed during the year | 年內失效 | -   | -   | 8.0   | (30)  |
| At end of year         | 年終   | 8.0   | 235   | 8.0   | 235   |

The share options lapsed in the prior year amounted to HK\$1,278,000 and the whole amount was reversed in retained profits.

The fair value of the share options granted during prior years was HK\$12,453,000, of which no share option expense was recognised by the Group since all share options granted had been vested during prior years.

At the end of the reporting period, 830 Lab had 235,000 share options outstanding under the 830 Lab Scheme. The exercise in full of the outstanding share options would, under the present capital structure of 830 Lab, result in the issue of 235,000 additional ordinary shares of 830 Lab and additional share capital of HK\$1,880,000 (before issue expenses).

At the date of approval of these consolidated financial statements, 830 Lab had 235,000 share options outstanding under the 830 Lab Scheme, which represented approximately 33.1% of 830 Lab's shares in issue as at that date.

### 33. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 85 to 86 of the consolidated financial statements.

### 32. 購股權計劃(續)

#### 一間附屬公司採納之購股權計劃(續)

於過往年度失效之購股權為數 1,278,000 港元，全數已撥回保留溢利。

於過往年度授出之購股權之公平價值為 12,453,000 港元，由於全部已授出購股權已於過往年度歸屬，因此本集團並無確認當中任何購股權開支。

於報告期間結束時，830 Lab 於 830 Lab 計劃項下之尚未行使購股權數目為 235,000 份。在 830 Lab 現時之股本架構下，悉數行使尚未行使之購股權將導致須額外發行 235,000 股 830 Lab 普通股，並產生 1,880,000 港元之額外股本（扣除發行開支前）。

於批准本綜合財務報表當日，830 Lab 於 830 Lab 計劃項下之尚未行使購股權數目為 235,000 份，相當於 830 Lab 於該日已發行股份約 33.1%。

### 33. 儲備

本集團本年度及以往年度之儲備金額及有關變動呈列於綜合財務報表第 85 頁至第 86 頁之綜合權益變動表。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

#### Major non-cash transactions

- (a) In the current year, the increase in investments in joint ventures amounting to HK\$6,585,000 (2018: HK\$25,024,000) was attributable to the recognition of financial guarantee obligation of HK\$83,846,000 (2018: HK\$75,436,000) and the derecognition of financial guarantee obligation of HK\$77,261,000 (2018: HK\$50,412,000).
- (b) In the current year, the Group entered into a finance lease arrangement in respect of an addition of an item of property, plant and equipment with a total capital value at the inception of the lease of HK\$3,276,000 (2018: HK\$1,066,000).

#### Changes in liabilities arising from financing activities

2019

|                                   |              | Interest-bearing<br>bank borrowings<br>附息銀行借款<br>HK\$'000<br>千港元 | Finance lease<br>payables<br>應付融資租賃款項<br>HK\$'000<br>千港元 |
|-----------------------------------|--------------|--|--|
| At 1 April 2018                   | 於二零一八年四月一日   | 134,099  | 2,546  |
| Changes from financing cash flows | 融資現金流量變動     | (58,989)   | (1,634)  |
| New finance lease                 | 新融資租賃        | -  | 3,276  |
| Exchange realignment              | 匯兌調整         | (2,744)  | (29)   |
| At 31 March 2019                  | 於二零一九年三月三十一日 | 72,366   | 4,159  |

2018

|                                   |              | Interest-bearing<br>bank borrowings<br>附息銀行借款<br>HK\$'000<br>千港元 | Finance lease<br>payables<br>應付融資租賃款項<br>HK\$'000<br>千港元 |
|-----------------------------------|--------------|--|--|
| At 1 April 2017                   | 於二零一七年四月一日   | 116,073  | 2,334  |
| Changes from financing cash flows | 融資現金流量變動     | 12,937   | (890)  |
| New finance lease                 | 新融資租賃        | -  | 1,066  |
| Exchange realignment              | 匯兌調整         | 5,089  | 36   |
| At 31 March 2018                  | 於二零一八年三月三十一日 | 134,099  | 2,546  |

### 34. 綜合現金流量表附註

#### 主要非現金交易

- (a) 於本年度，於合營企業之投資增加6,585,000港元(二零一八年：25,024,000港元)，乃由於確認財務擔保責任83,846,000港元(二零一八年：75,436,000港元)及終止確認財務擔保責任77,261,000港元(二零一八年：50,412,000港元)所致。
- (b) 於本年度，本集團就添置一項於租賃開始時資本總值為3,276,000港元(二零一八年：1,066,000港元)之物業、廠房及設備項目訂立融資租賃安排。

#### 融資活動所產生之負債變動

二零一九年

|                                   |              | Interest-bearing<br>bank borrowings<br>附息銀行借款<br>HK\$'000<br>千港元 | Finance lease<br>payables<br>應付融資租賃款項<br>HK\$'000<br>千港元 |
|-----------------------------------|--------------|--|--|
| At 1 April 2018                   | 於二零一八年四月一日   | 134,099  | 2,546  |
| Changes from financing cash flows | 融資現金流量變動     | (58,989)   | (1,634)  |
| New finance lease                 | 新融資租賃        | -  | 3,276  |
| Exchange realignment              | 匯兌調整         | (2,744)  | (29)   |
| At 31 March 2019                  | 於二零一九年三月三十一日 | 72,366   | 4,159  |

二零一八年

|                                   |              | Interest-bearing<br>bank borrowings<br>附息銀行借款<br>HK\$'000<br>千港元 | Finance lease<br>payables<br>應付融資租賃款項<br>HK\$'000<br>千港元 |
|-----------------------------------|--------------|--|--|
| At 1 April 2017                   | 於二零一七年四月一日   | 116,073  | 2,334  |
| Changes from financing cash flows | 融資現金流量變動     | 12,937   | (890)  |
| New finance lease                 | 新融資租賃        | -  | 1,066  |
| Exchange realignment              | 匯兌調整         | 5,089  | 36   |
| At 31 March 2018                  | 於二零一八年三月三十一日 | 134,099  | 2,546  |

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 35. CONTINGENT LIABILITIES

At the end of the reporting period, contingent liabilities not provided for in the consolidated financial statements are follows:

|   | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|---|----------------------------------|----------------------------------|
| Guarantees given to banks in connection with facilities granted to joint ventures | 3,091,267                        | 3,233,153                        |

As at 31 March 2019, the bank lending facilities granted to joint ventures subject to cross-guarantees given to the banks by the Group were utilised to the extent of approximately HK\$3,091,267,000 (2018: HK\$3,233,153,000). For the financial guarantees provided to joint ventures in relation to the bank lending facilities granted, the Group has recognised the financial guarantee obligation amounting to HK\$46,160,000 (2018: HK\$39,575,000) as a liability as at 31 March 2019 which was disclosed in note 29 to the consolidated financial statements.

### 35. 或然負債

於報告期間結束時，於綜合財務報表內未作撥備之或然負債如下：

|                    | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|--------------------|----------------------------------|----------------------------------|
| 就授予合營企業之信貸提供予銀行之擔保 | 3,091,267                        | 3,233,153                        |

於二零一九年三月三十一日，本集團就合營企業獲授之銀行貸款信貸提供交互擔保予銀行，已使用約3,091,267,000港元（二零一八年：3,233,153,000港元）。對於就合營企業獲授之銀行貸款信貸而提供之財務擔保，本集團已於二零一九年三月三十一日將財務擔保責任46,160,000港元（二零一八年：39,575,000港元）確認為負債，詳情於綜合財務報表附註29披露。

### 36. OPERATING LEASE ARRANGEMENTS

#### (a) As lessor

The Group leases its investment properties (note 13) under operating lease arrangements, with leases negotiated for terms ranging from one to three years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

At 31 March 2019, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

|   | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|---|----------------------------------|----------------------------------|
| Within one year                         | 3,247                            | 3,316                            |
| In the second to fifth years, inclusive | 8,894                            | 10,788                           |
|   | <b>12,141</b>                    | <b>14,104</b>                    |

### 36. 營業租賃安排

#### (a) 作為出租人

本集團根據營業租賃安排出租其投資物業（附註13），經磋商之租賃年期介乎一至三年。租賃之條款一般亦會要求租客支付保證金，並容許定期根據當時通行市況對租金作出調整。

於二零一九年三月三十一日，本集團根據與租客訂立之不可取消營業租賃下到期之未來最低應收租賃款項總額如下：

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 36. OPERATING LEASE ARRANGEMENTS (continued)

#### (b) As lessee

The Group leases certain of its office premises, staff quarters and warehouses under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to two years.

At 31 March 2019, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

|   |                  | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|---|------------------|----------------------------------|----------------------------------|
| Within one year                         | 一年內              | 1,832                            | 1,357                            |
| In the second to fifth years, inclusive | 第二至第五年(首尾兩年包括在內) | 39                               | 990                              |
|   |                  | <b>1,871</b>                     | <b>2,347</b>                     |

### 37. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in these consolidated financial statements, the Group had the following material transactions with related parties during the year:

|                          |        | Notes<br>附註 | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|--------------------------|--------|-------------|----------------------------------|----------------------------------|
| Associate:               | 聯營公司：  |             |                                  |                                  |
| Sales of products        | 銷售產品   | (i)         | -                                | 358                              |
| Purchases of products    | 購買產品   | (i)         | -                                | 158                              |
| Trademark licence income | 商標授權收入 | (ii)        | -                                | 68                               |
| Joint venture:           | 合營企業：  |             |                                  |                                  |
| Sales of products        | 銷售產品   | (i)         | 32,201                           | -                                |
| Purchase of products     | 購買產品   | (i)         | 1,626                            | 4,846                            |
| Dividend income          | 股息收入   | (iii)       | 69,930                           | 69,930                           |
| Management fee income    | 管理費收入  | (iv)        | 358                              | -                                |

Notes:

- (i) The sales to and purchases from an associate and a joint venture were made with reference to the cost of products.
- (ii) In the prior year, the trademark licence income from an associate was received with reference to the actual costs incurred.
- (iii) The dividends declared by the joint venture of the Group were for the interim dividend for six months ended 30 June 2018 and 30 June 2017 and the year-end dividend for the years ended 31 December 2018 and 31 December 2017.
- (iv) The management fee income from a joint venture was based on the actual staff costs and related costs incurred for the provision of services to a joint venture.

附註：

- (i) 向一間聯營公司和一間合營企業作出之銷售及自一間聯營公司和一間合營企業作出之採購乃參照產品成本進行。
- (ii) 上年度來自一間聯營公司之商標授權收入乃參照所產生之實際成本收取。
- (iii) 本集團一間合營企業之股息乃就截至二零一八年六月三十日及二零一七年六月三十日止六個月宣派之中期股息及就截至二零一八年十二月三十一日及二零一七年十二月三十一日止年度宣派之年終股息。
- (iv) 來自一間合營企業的管理費收入乃基於合營企業提供服務的實際員工成本及相關成本。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 37. RELATED PARTY TRANSACTIONS (continued)

#### (b) Compensation of key management personnel of the Group

The Group's key management personnel are the executive directors of the Company, and further details of their emoluments are included in note 8(b) to the consolidated financial statements.

### 37. 有關連人士交易 (續)

#### (b) 本集團主要管理人員之補償

本集團之主要管理人員為本公司之執行董事，有關彼等酬金之進一步詳情載於綜合財務報表附註8(b)。

### 38. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

### 38. 金融工具之分類

各類別金融工具於報告期間結束時之賬面金額如下：

2019

Financial assets

二零一九年

金融資產

|  |                               |  |                     | Financial assets at fair value<br>through profit or loss<br>按公平價值計入損益列賬<br>之金融資產 |                 |                 |  |
|--|-------------------------------|--|---------------------|--|-----------------|-----------------|--|
|  |                               | Designated<br>as such<br>upon initial<br>recognition | Held for<br>Trading | Financial<br>assets at<br>amortised<br>cost<br>按攤銷成本<br>列賬之<br>金融資產              | Total           |                 |  |
|  |                               | 於初步<br>確認時指定   | 持作買賣                | 金融資產   | 合計              |                 |  |
|  |                               | Notes<br>附註  | HK\$'000<br>千港元     | HK\$'000<br>千港元  | HK\$'000<br>千港元 | HK\$'000<br>千港元 |  |
| Due from associates  | 應收聯營公司款項                      | 17   | -                   | -  | 115             | 115             |  |
| Trade receivables  | 應收貿易賬款                        | 21   | -                   | -  | 70,937          | 70,937          |  |
| Financial assets included in<br>prepayments, deposits and<br>other receivables | 計入預付款項、按金及<br>其他應收款項之<br>金融資產 | 22   | -                   | -  | 39,835          | 39,835          |  |
| Financial assets at fair value<br>through profit or loss                       | 按公平價值計入損益列賬之<br>金融資產          | 19   | 58,519              | 82,239   | -               | 140,758         |  |
| Cash and bank balances   | 現金及銀行結存                       | 24   | -                   | -  | 97,031          | 97,031          |  |
| Deposits with other financial<br>institutions                                  | 於其他金融機構之存款                    | 24   | -                   | -  | 8,958           | 8,958           |  |
|  |                               |  | 58,519              | 82,239   | 216,876         | 357,634         |  |



# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 38. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (continued)

2019

Financial liabilities

### 38. 金融工具之分類(續)

各類別金融工具於報告期間結束時之賬面金額如下：(續)

二零一九年

金融負債

|                                  |          | Notes<br>附註 | Financial liabilities<br>at amortised<br>cost<br>按攤銷成本列賬<br>之金融負債<br>HK\$'000<br>千港元 |
|----------------------------------|----------|-------------|--|
| Trade payables                   | 應付貿易賬款   | 25          | 29,164   |
| Interest-bearing bank borrowings | 付息銀行借款   | 27          | 72,366   |
| Finance lease payables           | 應付融資租賃款項 | 28          | 4,159  |
| Financial guarantee obligation   | 財務擔保責任   | 29          | 46,160   |
|                                  |          |             | <b>151,849</b>   |

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 38. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (continued)

2018

#### Financial assets

|   |                           | Notes<br>附註 | Financial assets at fair value<br>through profit or loss<br>透過損益按公平價值<br>列賬之金融資產 |   |  |  | Total<br>合計 |
|---|---------------------------|-------------|--|---|--|--|-------------|
|   |                           |             | Loans and<br>receivables<br>貸款及<br>應收款項<br>HK\$'000<br>千港元                       | Designated<br>as such<br>upon initial<br>recognition<br>於初步<br>確認時指定<br>HK\$'000<br>千港元 | Held for<br>trading<br>持作買賣<br>HK\$'000<br>千港元 | Available-<br>for-sale<br>financial<br>assets<br>可供出售<br>金融資產<br>HK\$'000<br>千港元 |             |
| Due from associates   | 應收聯營公司款項                  | 17          | 359  | -   | -  | -  | 359         |
| Available-for-sale investments  | 可供出售投資                    | 18          | -  | -   | -  | 22,353   | 22,353      |
| Trade receivables   | 應收貿易賬款                    | 21          | 67,967   | -   | -  | -  | 67,967      |
| Financial assets included in prepayments,<br>deposits and other receivables | 計入預付款項、按金及其他應收款項<br>之金融資產 | 22          | 21,053   | -   | -  | -  | 21,053      |
| Equity investments at fair value through<br>profit or loss                  | 透過損益按公平價值列賬之<br>股本投資      | 23          | -  | 75,829  | 23,436   | -  | 99,265      |
| Cash and bank balances  | 現金及銀行結存                   | 24          | 210,403  | -   | -  | -  | 210,403     |
| Deposits with other financial institutions                                  | 於其他金融機構之存款                | 24          | 23,484   | -   | -  | -  | 23,484      |
| Pledged time deposits   | 有抵押定期存款                   | 24          | 2,623  | -   | -  | -  | 2,623       |
|   |                           |             | 325,889  | 75,829  | 23,436   | 22,353   | 447,507     |

#### Financial liabilities

#### 金融負債

|                                  |          | Notes<br>附註 | Financial<br>liabilities at<br>amortised cost<br>按攤銷成本列賬之<br>金融負債<br>HK\$'000<br>千港元 |
|----------------------------------|----------|-------------|--|
| Trade payables                   | 應付貿易賬款   | 25          | 93,059   |
| Interest-bearing bank borrowings | 付息銀行借款   | 27          | 134,099  |
| Finance lease payables           | 應付融資租賃款項 | 28          | 2,546  |
| Financial guarantee obligation   | 財務擔保責任   | 29          | 39,575   |
|                                  |          |             | 269,279  |

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

### 39. 金融工具公平價值及公平價值等級架構

本集團金融工具(賬面金額與公平價值合理地相若者除外)之賬面金額及公平價值如下:

|   |                  | Carrying amounts |          | Fair values    |          |
|---|------------------|------------------|----------|----------------|----------|
|   |                  | 賬面金額             |          | 公平價值           |          |
|   |                  | 2019             | 2018     | 2019           | 2018     |
|   |                  | 二零一九年            | 二零一八年    | 二零一九年          | 二零一八年    |
|   |                  | HK\$'000         | HK\$'000 | HK\$'000       | HK\$'000 |
|   |                  | 千港元              | 千港元      | 千港元            | 千港元      |
| <b>Financial assets</b>                                 | <b>金融資產</b>      |                  |          |                |          |
| Available-for-sale investments measured at fair value   | 按公平價值計量之可供出售投資   | -                | 22,353   | -              | 22,353   |
| Financial assets at fair value through profit or loss   | 透過損益按公平價值列賬之金融資產 | <b>140,758</b>   | -        | <b>140,758</b> | -        |
| Non-current deposits                                    | 非流動按金            | <b>2,178</b>     | 198      | <b>2,178</b>   | 198      |
| Pledged time deposits                                   | 有抵押定期存款          | -                | 2,623    | -              | 2,623    |
| Equity investments at fair value through profit or loss | 透過損益按公平價值列賬之股本投資 | -                | 99,265   | -              | 99,265   |
|   |                  | <b>142,936</b>   | 124,439  | <b>142,936</b> | 124,439  |
| <b>Financial liabilities</b>                            | <b>金融負債</b>      |                  |          |                |          |
| Interest-bearing bank borrowings                        | 付息銀行借款           | <b>72,366</b>    | 134,099  | <b>72,366</b>  | 134,099  |
| Finance lease payables                                  | 應付融資租賃款項         | <b>4,159</b>     | 2,546    | <b>4,159</b>   | 2,546    |
|   |                  | <b>76,525</b>    | 136,645  | <b>76,525</b>  | 136,645  |

Management has assessed that the fair values of cash and cash equivalents, amounts due from associates, trade receivables, financial assets included in prepayments, deposits and other receivables (other than non-current deposits and pledged time deposits), trade payables, current portion of interest-bearing bank borrowings, current portion of finance lease payables and financial guarantee obligation approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer and the audit committee. 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 valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

管理層評定，現金及等同現金項目、應收聯營公司款項、應收貿易賬款、計入預付款項、按金及其他應收款項之金融資產(非流動按金及已抵押定期存款除外)、應付貿易賬款、付息銀行借款流動部分、應付融資租賃款項流動部分以及財務擔保責任之公平價值與其賬面金額相若，主要由於該等工具均於短期內到期。

本集團由財務經理統領之財務部門負責釐定計算金融工具公平價值之政策及程序。財務經理直接向首席財務總監及審核委員會匯報。財務部門於各報告日期分析金融工具價值之變動，並釐定估值中使用之主要輸入值。首席財務總監審閱並批准估值。審核委員會則一年兩度為中期及年度財務申報事宜討論估值過程及結果。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of non-current deposits, pledged time deposits, finance lease payables 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 finance lease payables, and interest-bearing bank borrowings as at 31 March 2019 was assessed to be insignificant.

The fair values of listed equity and bond investments at financial assets and fair value through profit or loss are based on quoted market prices. The fair values of unlisted equity investments at financial assets and fair value through profit or loss have been estimated with reference to multiples of comparable listed companies, such as the average of the enterprise value to sales ratio ("EV/Sales"), price to earnings ratio ("P/E") or issued prices of recent transactions. The fair values of investments in convertible bonds measured at financial assets and fair value through profit or loss has been estimated with reference to the available published financial information. The fair values of key management insurance contracts classified as financial assets at fair value through profit or loss are based on the account values less surrender charges, quoted by the vendors. The directors believe that the estimated fair values resulting from the valuation technique, which are recorded in the consolidated statement of financial position, and the related changes in fair values, which are recorded in profit or loss are reasonable, and that they were the most appropriate values at the end of the reporting period.

### 39. 金融工具公平價值及公平價值等級架構(續)

金融資產及負債之公平價值以有關工具於自願交易方(而非強迫或清盤銷售)當前交易下之可交易金額入賬。下列方法及假設乃用於估算公平價值：

非流動按金、有抵押定期存款、應付融資租賃款項以及付息銀行借款之公平價值乃使用具類似條款、信貸風險及餘下到期日之工具之現時利率將預期未來現金流量貼現而計算。於二零一九年三月三十一日，本集團因應付融資租賃款項以及付息銀行借款而產生之違約風險被評定為並不重大。

透過損益按金融資產及公平價值列賬之上市股本及債券投資之公平價值乃根據所報市價計算。透過損益按金融資產及公平價值列賬之非上市股本投資之公平價值乃參考可資比較上市公司之倍數(例如平均企業價值對銷售額(「企業價值／銷售額」)比率、市盈率(「市盈率」)或近期交易的發行價估算。透過損益按金融資產及公平價值計量之可換股債券投資之公平價值已參考可得公開財務資料估算。分類為透過損益按公平價值列賬之金融資產的主要管理人員保險合約之公平價值乃依照賬戶價值減退保費用(由供應方報價)計算。董事相信，以估值技術得出之估計公平價值(於綜合財務狀況表記錄)及公平價值之相關變動(於損益記錄)均為合理，並為報告期間結束時最合適之價值。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 March 2019 and 2018:

### 39. 金融工具公平價值及公平價值等級架構(續)

金融工具估值於二零一九年及二零一八年三月三十一日之重大不可觀察輸入值連同定量敏感度分析概述如下：

|  | Valuation technique<br>估值技術             | Significant unobservable input<br>重大不可觀察輸入值 | Value<br>數值  | Sensitivity of fair value to input<br>公平價值對輸入值之敏感度   |
|--|---|---|--|--|
| Unlisted equity investments classified as financial assets at fair value through profit or loss (2018: equity investments at fair value through profit or loss)<br>非上市股本投資，分類為透過損益按公平價值列賬之金融資產(二零一八年：透過損益按公平價值列賬之股本投資) | Market comparable companies<br>市場可資比較公司 | EV/Sales<br>企業價值／銷售額                        | 0.48x to 5.37x<br>(2018: 0.42x to 3.8x)<br>0.48倍至5.37倍<br>(二零一八年：<br>0.42倍至3.8倍) | 5% increase (decrease) in EV/Sales multiple would result in increase (decrease) in fair value by HK\$364,000 (2018: HK\$703,000)<br>企業價值／銷售額比率上升(下降)5%將導致公平價值上升(下跌)364,000港元(二零一八年：703,000港元)              |
|  |   | P/E<br>市盈率                                  | 9.13x<br>(2018: 12.72x)<br>9.13倍<br>(二零一八年：<br>12.72倍)                           | 5% increase (decrease) in P/E multiple would result in increase (decrease) in fair value by HK\$500,000 (2018: HK\$1,177,000)<br>市盈率上升(下降)5%將導致公平價值上升(下跌)500,000港元(二零一八年：1,177,000港元)                      |
|  |   | Marketability discount<br>可銷售性折讓            | 15.8%<br>(2018: 15.9%)<br>15.8%<br>(二零一八年：<br>15.9%)                             | 5% increase (decrease) in the marketability discount would result in decrease (increase) in fair value by HK\$1,228,000 (2018: HK\$1,432,000)<br>可銷售性折讓上升(下降)5%將導致公平價值下跌(上升)1,228,000港元(二零一八年：1,432,000港元) |
|  |   | Minority discount<br>少數股東權益折讓               | 22.36%<br>(2018: 20.63%)<br>22.36%<br>(二零一八年：<br>20.63%)                         | 5% increase (decrease) in the minority discount would result in decrease (increase) in fair value by HK\$86,000 (2018: HK\$460,000)<br>少數股東權益折讓上升(下降)5%將導致公平價值下跌(上升)86,000港元(二零一八年：460,000港元)              |

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

### 39. 金融工具公平價值及公平價值等級架構 (續)

|  | Valuation technique<br>估值技術                | Significant unobservable input<br>重大不可觀察輸入值 | Value<br>數值  | Sensitivity of fair value to input<br>公平價值對輸入值之敏感度  |
|--|--|---|--|---|
| Key management insurance contracts classified as financial assets at fair value through profit or loss (2018: available-for-sale investments)<br>主要管理人員保險合約，分類為透過損益按公平價值列賬之金融資產 (二零一八年：可供出售投資) | N/A<br>不適用                                 | Account values<br>賬戶價值                      | HK\$25,958,000<br>(2018: HK\$25,280,000)<br>25,958,000 港元<br>(二零一八年：<br>25,280,000 港元) | 5% (2018: 5%) increase (decrease) in account values would result in increase (decrease) in fair value by HK\$1,298,000 (2018: HK\$1,264,000)<br>賬戶價值上升(下降)5% (二零一八年：5%) 將導致公平價值上升(下跌)1,298,000 港元(二零一八年：1,264,000 港元) |
|  |  | Surrender charges<br>退保費用                   | HK\$2,848,000<br>(2018: HK\$2,927,000)<br>2,848,000 港元<br>(二零一八年：<br>2,927,000 港元)     | 5% (2018: 5%) increase (decrease) in surrender charge would result in decrease (increase) in fair value by HK\$142,000 (2018: HK\$146,000)<br>退保費用上升(下降)5% (二零一八年：5%) 將導致公平價值下跌(上升)142,000 港元(二零一八年：146,000 港元)       |
| 31 March 2018<br>二零一八年三月三十一日   |  |   |  |   |
| Investments in convertible bonds classified as equity investments at fair value through profit or loss<br>於可換股債券之投資，分類為透過損益按公平價值列賬之股本投資  | Binomial option pricing method<br>二項式期權定價法 | Discount rates<br>貼現率                       | 15.711%<br>15.711%   | 100 basis point increase (decrease) in discount rates would have no impact in fair values<br>貼現率上升(下跌)100個基點對公平價值並無影響   |
|  |  | Volatility<br>波幅                            | 46.836%<br>46.836%   | 100 basis point increase (decrease) in volatility would have no impact in fair values<br>波幅上升(下跌)100個基點對公平價值並無影響  |
| Investment in a joint venture classified as equity investments at fair value through profit or loss<br>於一間合營企業之投資，分類為透過損益按公平價值列賬之股本投資  | Adjusted net asset value<br>經調整資產淨值        | Adjusted net asset value<br>經調整資產淨值         | RMB37,372,000<br>人民幣37,372,000元  | 100 basis point increase (decrease) in adjusted net asset value would result in increase (decrease) in fair values by HK\$233,000 (HK\$233,000)<br>經調整資產淨值上升(下跌)100個基點將導致公平價值上升(下跌)233,000 港元(233,000 港元)             |

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

#### Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

#### Assets measured at fair value:

As at 31 March 2019:

|  |                      | Fair value measurement using<br>計量公平價值時使用   |  |   |                                |
|--|----------------------|---|--|---|--------------------------------|
|  |                      | Quoted prices<br>in active<br>markets<br>活躍市場<br>之報價<br>(Level 1)<br>(第一層)<br>HK\$'000<br>千港元 | Significant<br>observable<br>inputs<br>重大可觀察<br>輸入值<br>(Level 2)<br>(第二層)<br>HK\$'000<br>千港元 | Significant<br>unobservable<br>inputs<br>重大不可觀<br>察輸入值<br>(Level 3)<br>(第三層)<br>HK\$'000<br>千港元 | Total<br>合計<br>HK\$'000<br>千港元 |
| Financial assets at fair value<br>through profit or loss | 透過損益按公平價值<br>列賬之金融資產 | 82,239  | 3,881  | 54,638  | 140,758                        |

As at 31 March 2018:

|   |                      | Fair value measurement using<br>計量公平價值時使用   |  |   |                                |
|---|----------------------|---|--|---|--------------------------------|
|   |                      | Quoted prices<br>in active<br>markets<br>活躍市場<br>之報價<br>(Level 1)<br>(第一層)<br>HK\$'000<br>千港元 | Significant<br>observable<br>inputs<br>重大可觀察<br>輸入值<br>(Level 2)<br>(第二層)<br>HK\$'000<br>千港元 | Significant<br>unobservable<br>inputs<br>重大不可觀<br>察輸入值<br>(Level 3)<br>(第三層)<br>HK\$'000<br>千港元 | Total<br>合計<br>HK\$'000<br>千港元 |
| Available-for-sale<br>investments                             | 可供出售投資               | –   | –  | 22,353  | 22,353                         |
| Equity investments at fair<br>value through<br>profit or loss | 透過損益按公平價值<br>列賬之股本投資 | 23,436  | –  | 75,829  | 99,265                         |
|   |                      | 23,436  | –  | 98,182  | 121,618                        |

### 39. 金融工具公平價值及公平價值等級架構(續)

#### 公平價值等級架構

下表列示計算本集團金融工具公平價值之等級架構：

按公平價值計量之資產：

於二零一九年三月三十一日：

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

#### Fair value hierarchy (continued)

The movements in fair value measurements within Level 3 during the year are as follows:

|   |                | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|---|----------------|----------------------------------|----------------------------------|
| At beginning of year                                  | 年初             | 98,182                           | 108,258                          |
| Total losses recognised in other comprehensive income | 於其他全面收入確認之虧損總額 | -                                | (49,916)                         |
| Total losses recognised in profit or loss             | 於損益確認之虧損總額     | (27,821)                         | -                                |
| Purchases   | 購買             | 7,577                            | 39,840                           |
| Disposal  | 出售             | (23,300)                         | -                                |
| At end of year  | 年終             | 54,638                           | 98,182                           |

The Group did not have any financial liabilities measured at fair value as at 31 March 2019 and 31 March 2018.

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2018: Nil).

### 39. 金融工具公平價值及公平價值等級架構(續)

#### 公平價值等級架構(續)

年內，第三層內公平價值計量之變動如下：

|   | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|---|----------------------------------|----------------------------------|
| At beginning of year                                  | 98,182                           | 108,258                          |
| Total losses recognised in other comprehensive income | -                                | (49,916)                         |
| Total losses recognised in profit or loss             | (27,821)                         | -                                |
| Purchases   | 7,577                            | 39,840                           |
| Disposal  | (23,300)                         | -                                |
| At end of year  | 54,638                           | 98,182                           |

於二零一九年三月三十一日及二零一八年三月三十一日，本集團概無任何按公平價值計量之金融負債。

年內，第一及第二層公平價值計量之間並無金融資產及金融負債轉移，第三層亦無任何轉入或轉出(二零一八年：無)。



# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

#### Fair value hierarchy (continued)

Assets for which fair values are disclosed:

As at 31 March 2019:

### 39. 金融工具公平價值及公平價值等級架構(續)

#### 公平價值等級架構(續)

披露公平價值之資產：

於二零一九年三月三十一日：

#### Fair value measurement using 計量公平價值時使用

|                      |       | Quoted prices<br>in active<br>markets<br>活躍市場<br>之報價<br>(Level 1)<br>(第一層)<br>HK\$'000<br>千港元 | Significant<br>observable<br>inputs<br>重大可觀察<br>輸入值<br>(Level 2)<br>(第二層)<br>HK\$'000<br>千港元 | Significant<br>unobservable<br>inputs<br>重大不可觀察<br>輸入值<br>(Level 3)<br>(第三層)<br>HK\$'000<br>千港元 | Total<br>合計<br>HK\$'000<br>千港元 |
|----------------------|-------|---|--|---|--------------------------------|
| Non-current deposits | 非流動按金 | –   | –  | 2,178   | 2,178                          |

As at 31 March 2018:

於二零一八年三月三十一日：

#### Fair value measurement using 計量公平價值時使用

|                       |         | Quoted prices<br>in active<br>markets<br>活躍市場<br>之報價<br>(Level 1)<br>(第一層)<br>HK\$'000<br>千港元 | Significant<br>observable<br>inputs<br>重大可觀察<br>輸入值<br>(Level 2)<br>(第二層)<br>HK\$'000<br>千港元 | Significant<br>unobservable<br>inputs<br>重大不可觀察<br>輸入值<br>(Level 3)<br>(第三層)<br>HK\$'000<br>千港元 | Total<br>合計<br>HK\$'000<br>千港元 |
|-----------------------|---------|---|--|---|--------------------------------|
| Non-current deposits  | 非流動按金   | –   | –  | 198   | 198                            |
| Pledged time deposits | 有抵押定期存款 | –   | 2,623  | –   | 2,623                          |
|                       |         | –   | 2,623  | 198   | 2,821                          |

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

#### Fair value hierarchy (continued)

Liabilities for which fair values are disclosed:

As at 31 March 2019:

|                                  |          | Fair value measurement using<br>計量公平價值時使用   |  |   |                                |
|----------------------------------|----------|---|--|---|--------------------------------|
|                                  |          | Quoted prices<br>in active<br>markets<br>活躍市場<br>之報價<br>(Level 1)<br>(第一層)<br>HK\$'000<br>千港元 | Significant<br>observable<br>inputs<br>重大可觀察<br>輸入值<br>(Level 2)<br>(第二層)<br>HK\$'000<br>千港元 | Significant<br>unobservable<br>inputs<br>重大不可觀察<br>輸入值<br>(Level 3)<br>(第三層)<br>HK\$'000<br>千港元 | Total<br>合計<br>HK\$'000<br>千港元 |
| Interest-bearing bank borrowings | 付息銀行借款   | -   | 72,366   | -   | 72,366                         |
| Finance lease payables           | 應付融資租賃款項 | -   | 4,159  | -   | 4,159                          |
|                                  |          | -   | 76,525   | -   | 76,525                         |

As at 31 March 2018:

於二零一八年三月三十一日：

|                                  |          | Fair value measurement using<br>計量公平價值時使用   |  |   |                                |
|----------------------------------|----------|---|--|---|--------------------------------|
|                                  |          | Quoted prices<br>in active<br>markets<br>活躍市場<br>之報價<br>(Level 1)<br>(第一層)<br>HK\$'000<br>千港元 | Significant<br>observable<br>inputs<br>重大可觀察<br>輸入值<br>(Level 2)<br>(第二層)<br>HK\$'000<br>千港元 | Significant<br>unobservable<br>inputs<br>重大不可觀察<br>輸入值<br>(Level 3)<br>(第三層)<br>HK\$'000<br>千港元 | Total<br>合計<br>HK\$'000<br>千港元 |
| Interest-bearing bank borrowings | 付息銀行借款   | -   | 134,099  | -   | 134,099                        |
| Finance lease payables           | 應付融資租賃款項 | -   | 2,546  | -   | 2,546                          |
|                                  |          | -   | 136,645  | -   | 136,645                        |

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise interest-bearing bank borrowings, finance lease payables, cash and bank balances, pledged time deposits and deposits with other financial institutions. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations. The Group is also exposed to market price risk in respect of financial assets at fair value through profit or loss.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk, liquidity risk and market price risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

#### Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's interest-bearing bank borrowings with floating interest rates.

The Group's funding policy is to use short term interest-bearing debts to finance its working capital requirements and interest-bearing debts over one year or internally generated resources to finance its capital investments. The Group borrows mainly at floating interest rates. Interest-bearing debts over one year will only be considered for capital investments and under favourable market conditions.

### 40. 財務風險管理目標及政策

本集團之主要金融工具包括附息銀行借款、應付融資租賃款項、現金及銀行結存、有抵押定期存款以及於其他金融機構之存款。該等金融工具之主要用途乃為本集團營運集資。本集團有其他多項金融資產及負債，例如應收貿易賬款及應付貿易賬款，均自本集團營運直接產生。本集團亦因透過損益按公平價值列賬之金融資產而面臨市價風險。

本集團金融工具所產生之主要風險為利率風險、外幣風險、信貸風險、流動資金風險及市價風險。董事會檢討及協定有關管理各風險之政策，現概述如下。

#### 利率風險

本集團因市場利率變動而面臨之風險主要與本集團按浮動利率計息之附息銀行借款有關。

本集團之資金政策為以短期附息債務撥付其營運資金需要，並以一年以上之附息債務或內部產生資源撥付其資本投資。本集團之借款主要按浮動利率計息，僅會就資本投資及在有利之市況下方會考慮一年以上之附息債務。

|                   |              | Increase/<br>(decrease) in<br>basis points<br>基點增加/<br>(減少) | Increase/<br>(decrease) in<br>profit before tax<br>除稅前溢利<br>增加/(減少)<br>HK\$'000<br>千港元 |
|-------------------|--------------|---|--|
| <b>2019</b>       | <b>二零一九年</b> |   |  |
| Hong Kong dollars | 港元           | 10  | (72)   |
| Hong Kong dollars | 港元           | (10)  | 72   |

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Interest rate risk (continued)

|                   |       | Increase/<br>(decrease) in<br>basis points<br>基點增加/<br>(減少) | Increase/<br>(decrease) in<br>profit before tax<br>除稅前溢利<br>增加/(減少) |
|-------------------|-------|---|---|
|                   |       |   | HK\$'000<br>千港元   |
| 2018              | 二零一八年 |   |   |
| Hong Kong dollars | 港元    | 10  | (134)   |
| Hong Kong dollars | 港元    | (10)  | 134   |

#### Foreign currency risk

The Group has no significant foreign currency risk because its business is principally conducted in Hong Kong and most of the transactions are denominated in Hong Kong dollar or United States dollar. Since the Hong Kong dollar is pegged to the United States dollar, the Group's exposure to foreign currency risk is considered to be minimal.

#### Credit risk

The Group trades only with recognised and creditworthy third parties, an associate and a joint venture. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

### 40. 財務風險管理目標及政策 (續)

#### 利率風險 (續)

|                   | Increase/<br>(decrease) in<br>basis points<br>基點增加/<br>(減少) | Increase/<br>(decrease) in<br>profit before tax<br>除稅前溢利<br>增加/(減少) |
|-------------------|---|---|
|                   |   | HK\$'000<br>千港元   |
| 2018              | 二零一八年   |   |
| Hong Kong dollars | 港元  | (134)   |
| Hong Kong dollars | 港元  | 134   |

#### 外幣風險

本集團並無重大外幣風險，因其主要於香港經營業務，其大部分交易亦以港元或美元計值。由於港元與美元掛鈎，故本集團所面臨之外幣風險被視為微不足道。

#### 信貸風險

本集團只與經認可而信譽可靠之第三方、一間聯營公司及一間合營企業進行買賣。本集團之政策為所有有意以信貸條款進行買賣之客戶均須經過信貸核實程序。此外，應收款項結餘乃按持續基準監察，而本集團所面臨之壞賬風險並不重大。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### 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.

|  |                         | 12-month | Lifetime ECLs |          |          | Simplified | HK\$'000 |
|--|-------------------------|----------|---------------|----------|----------|------------|----------|
|  |                         | ECLs     | ECLs          |          |          |            |          |
|  |                         | 12個月預期   | Stage 1       | Stage 2  | Stage 3  | 簡化法        |          |
|  |                         | 信貸虧損     | 階段 1          | 階段 2     | 階段 3     | 千港元        | 千港元      |
|  |                         |          | HK\$'000      | HK\$'000 | HK\$'000 | HK\$'000   | HK\$'000 |
|  |                         |          | 千港元           | 千港元      | 千港元      | 千港元        | 千港元      |
| Trade receivables*   | 應收貿易賬款*                 | -        | -             | -        | -        | 82,427     | 82,427   |
| Due from associates  | 應收聯營公司款項                |          |               |          |          |            |          |
| - Not yet past due   | - 尚未逾期                  | 115      | -             | -        | -        | -          | 115      |
| Financial assets included in prepayments, deposits and other receivables | 於預付款項、按金及其他應收款項內列賬之金融資產 |          |               |          |          |            |          |
| - Normal**   | - 正常**                  | 39,835   | -             | -        | -        | -          | 39,835   |
| - Doubtful**   | - 呆賬**                  | -        | -             | 8,917    | -        | -          | 8,917    |
| Cash and bank balances   | 現金及銀行結存                 |          |               |          |          |            |          |
| - Not yet past due   | - 尚未逾期                  | 97,031   | -             | -        | -        | -          | 97,031   |
| Deposited with other financial institutions                              | 於其他金融機構之存款              |          |               |          |          |            |          |
| - Not yet past due   | - 尚未逾期                  | 8,958    | -             | -        | -        | -          | 8,958    |
| Non-current deposits   | 非流動按金                   |          |               |          |          |            |          |
| - Not yet past due   | - 尚未逾期                  | 2,178    | -             | -        | -        | -          | 2,178    |
|  |                         |          | 148,117       | -        | 8,917    | 82,427     | 239,461  |

\* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 21 to the consolidated financial statements.

\*\* The credit quality of the financial assets included in prepayments, deposits and other receivables 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. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

### 40. 財務風險管理目標及政策(續)

#### 信貸風險(續)

二零一九年三月三十一日的最大風險及年末階段

下表列示以本集團信貸政策為基準的信貸質素以及所面臨的最大信貸風險，該信貸政策乃主要以逾期資料(毋須投入過多成本或精力即可得之其他資料除外)及二零一九年三月三十一日年末階段分類。所呈列金額為金融資產之賬面總金額。

\* 本集團就減值對應收貿易賬款採用簡化法，以撥備矩陣為基準的資料披露於綜合財務報表附註21。

\*\* 於預付款項、按金及其他應收款項內列賬之金融資產的信貸質素於其未逾期時被視為「正常」，概無資料表明金融資產自其獲初步確認起的信貸風險有重大增加。此外，金融資產的信貸質素被視為「呆賬」。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Credit risk (continued)

##### Maximum exposure and year-end staging as at 31 March 2018

The credit risk of the Group's other financial assets, which comprise cash and bank balances, pledged time deposits, deposits with other financial institutions, amounts due from associates, available-for-sale investments, financial assets and equity investments at fair value through profit or loss, and deposits and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Since the Group trades only with recognised and creditworthy third parties, an associate and a joint venture, there is no requirement for collateral. Concentrations of credit risk are managed by customer/counterparty, by geographical region and by industry sector. There are no significant concentrations of credit risk within the Group as the customer bases of the Group's trade receivables are widely dispersed in different sectors and industries.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 21 to the consolidated financial statements.

#### Liquidity risk

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

|   |  | 2019<br>二零一九年   |  |   |                                |           |
|---|--|---|--|---|--------------------------------|-----------|
|   | Within<br>1 year or<br>on demand<br>一年內或<br>按要求償還<br>HK\$'000<br>千港元 | More than<br>1 year but<br>less than<br>2 years<br>一年以上<br>但少於兩年<br>HK\$'000<br>千港元 | More than<br>2 years but<br>less than<br>5 years<br>兩年以上<br>但少於五年<br>HK\$'000<br>千港元 | More than<br>5 years<br>五年以上<br>HK\$'000<br>千港元 | Total<br>合計<br>HK\$'000<br>千港元 |           |
| Trade payables  | 應付貿易賬款   | 29,164  | -  | -   | -                              | 29,164    |
| Interest-bearing bank borrowings  | 付息銀行借款   | 72,366  | -  | -   | -                              | 72,366    |
| Finance lease payables  | 應付融資租賃款項   | 1,605   | 1,337  | 1,537   | 93                             | 4,572     |
| Guarantees given to banks in connection with facilities granted to joint ventures | 就授予合營企業之信貸提供予銀行之擔保   | 3,091,267   | -  | -   | -                              | 3,091,267 |
|   |  | 3,194,402   | 1,337  | 1,537   | 93                             | 3,197,369 |

### 40. 財務風險管理目標及政策 (續)

#### 信貸風險 (續)

二零一八年三月三十一日的最大風險及年末階段

就本集團其他金融資產(包括現金及銀行結存、有抵押定期存款、於其他金融機構之存款、應收聯營公司款項、可供出售投資、透過損益按公平價值列賬之金融資產及股本投資、以及按金及其他應收款項)而言，信貸風險因交易對手違約而產生，最高風險相等於該等工具之賬面金額。

由於本集團只與經認可而信譽可靠之第三方、一間聯營公司及一間合營企業進行買賣，因此毋須抵押品。信貸風險集中度乃按客戶/交易對手、按地區及按行業管理。由於本集團應收貿易賬款之客戶基礎乃廣為分散於不同業務及行業，因此本集團並無高度集中之信貸風險。

有關本集團因應收貿易賬款而面臨之信貸風險之進一步定量分析數據乃於綜合財務報表附註21披露。

#### 流動資金風險

本集團之金融負債於報告期間結束時按訂約未貼現付款之到期資料如下：

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Liquidity risk (continued)

|   |                    | 2018<br>二零一八年  |   |  |                                |
|---|--------------------|--|---|--|--------------------------------|
|   |                    | Within<br>1 year or<br>on demand<br>一年內或<br>按要求償還<br>HK\$'000<br>千港元 | More than<br>1 year but<br>less than<br>2 years<br>一年以上<br>但少於兩年<br>HK\$'000<br>千港元 | More than<br>2 years but<br>less than<br>5 years<br>兩年以上<br>但少於五年<br>HK\$'000<br>千港元 | Total<br>合計<br>HK\$'000<br>千港元 |
| Trade payables  | 應付貿易賬款             | 93,059   | –   | –  | 93,059                         |
| Interest-bearing bank borrowings  | 附息銀行借款             | 130,917  | 163   | 4,487  | 135,567                        |
| Finance lease payables  | 應付融資租賃款項           | 913  | 913   | 950  | 2,776                          |
| Guarantees given to banks in connection with facilities granted to joint ventures | 就授予合營企業之信貸提供予銀行之擔保 | 3,233,153  | –   | –  | 3,233,153                      |
|   |                    | 3,458,042  | 1,076   | 5,437  | 3,464,555                      |

#### Market price risk

Market price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Group is exposed to market price risk arising from individual equity investments classified as trading equity investments (notes 19 and 23) and key management insurance contracts classified as financial assets at fair value through profit or loss (note 19) (2018: classified as available-for-sale investments (note 18)) as at 31 March 2019. Most of the Group's listed equity investments are listed on the Stock Exchange and were valued at quoted market prices at the end of the reporting period.

### 40. 財務風險管理目標及政策(續)

#### 流動資金風險(續)

|   |                    | 2018<br>二零一八年  |   |  |                                |
|---|--------------------|--|---|--|--------------------------------|
|   |                    | Within<br>1 year or<br>on demand<br>一年內或<br>按要求償還<br>HK\$'000<br>千港元 | More than<br>1 year but<br>less than<br>2 years<br>一年以上<br>但少於兩年<br>HK\$'000<br>千港元 | More than<br>2 years but<br>less than<br>5 years<br>兩年以上<br>但少於五年<br>HK\$'000<br>千港元 | Total<br>合計<br>HK\$'000<br>千港元 |
| Trade payables  | 應付貿易賬款             | 93,059   | –   | –  | 93,059                         |
| Interest-bearing bank borrowings  | 附息銀行借款             | 130,917  | 163   | 4,487  | 135,567                        |
| Finance lease payables  | 應付融資租賃款項           | 913  | 913   | 950  | 2,776                          |
| Guarantees given to banks in connection with facilities granted to joint ventures | 就授予合營企業之信貸提供予銀行之擔保 | 3,233,153  | –   | –  | 3,233,153                      |
|   |                    | 3,458,042  | 1,076   | 5,437  | 3,464,555                      |

#### 市價風險

市價風險為股本指數及個別證券價值水平之變動導致股本證券公平價值下降之風險。本集團因於二零一九年三月三十一日分類為買賣股本投資之個別股本投資(附註19及23)及分類為透過損益按公平價值列賬之金融資產之主要管理人員保險合約(附註19)(二零一八年：分類為可供出售投資(附註18))而面臨市價風險。本集團大部分上市股本投資乃於聯交所上市，並按於報告期間結束時所報之市價計算估值。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Market price risk (continued)

The market equity indices for the Stock Exchange, at the close of business of the nearest trading day in the year to the end of the reporting period, and their respective highest and lowest points during the year are as follows:

|                             | 31 March<br>2019<br>二零一九年<br>三月三十一日 | High/low<br>2019<br>二零一九年<br>最高/最低 | 31 March<br>2018<br>二零一八年<br>三月三十一日 | High/low<br>2018<br>二零一八年<br>最高/最低 |
|-----------------------------|-------------------------------------|------------------------------------|-------------------------------------|------------------------------------|
| Hong Kong – Hang Seng Index | 29,051                              | 31,541/24,586                      | 30,093                              | 33,154/23,826                      |

The following table demonstrates the sensitivity to every 5% change in the fair values of the financial assets at fair value through profit or loss (2018: equity investments at fair value through profit or loss) and key management insurance contracts with all other variables held constant, of the Group's profit before tax and the Group's equity, based on their carrying amounts at the end of the reporting period.

### 40. 財務風險管理目標及政策 (續)

#### 市價風險 (續)

於最接近報告期間結束時之年內交易日營業時間結束時，於聯交所之市場股本指數，以及彼等各自之年內最高及最低點數如下：

下表列示在所有其他變數維持不變之情況下，按報告期間結束時之賬面金額計算，透過損益按公平價值列賬之金融資產(二零一八年：透過損益按公平價值列賬之股本投資)及主要管理人員保險合約之公平價值每變動5%，本集團除稅前溢利及本集團權益之敏感度。

|  | Carrying amount<br>賬面金額<br>HK\$'000<br>千港元 | Increase/decrease in profit before tax<br>除稅前溢利<br>增加/減少<br>HK\$'000<br>千港元 |
|--|--|---|
| <b>2019</b>  |  |   |
| Financial assets at fair value through profit or loss  | 117,648                                    | 5,882   |
| Key management insurance contracts classified as financial assets at fair value through profit or loss | 23,110                                     | 1,156   |



# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Market price risk (continued)

|   |                      | Increase/<br>decrease<br>in profit<br>before tax<br>除稅前溢利<br>增加/減少<br>HK\$'000<br>千港元 | Increase/<br>decrease<br>in equity*<br>權益*<br>增加/減少<br>HK\$'000<br>千港元 |
|---|----------------------|---|--|
| 2018  | 二零一八年                |   |  |
| Equity investments at fair value through profit or loss                         | 透過損益按公平價值列賬之股本投資     | 99,265  | -  |
| Key management insurance contracts classified as available-for-sale investments | 分類為可供出售投資之主要管理人員保險合約 | 22,353  | 1,118  |

\* Excluding retained profits

#### Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise the shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is required to comply with certain capital requirements set out in the bank lending facilities. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2019 and 31 March 2018.

The Group monitors capital using a gearing ratio, which is net debt divided by the total capital. The Group's policy is to maintain the gearing ratio at less than 75%. Net debt includes trade payables, interest-bearing bank borrowings, and finance lease payables, less cash and cash equivalents, financial assets at fair value through profit or loss and equity investments at fair value through profit or loss. Capital represents total equity.

### 40. 財務風險管理目標及政策(續)

#### 市價風險(續)

|   |                      | Increase/<br>decrease<br>in profit<br>before tax<br>除稅前溢利<br>增加/減少<br>HK\$'000<br>千港元 | Increase/<br>decrease<br>in equity*<br>權益*<br>增加/減少<br>HK\$'000<br>千港元 |
|---|----------------------|---|--|
| 2018  | 二零一八年                |   |  |
| Equity investments at fair value through profit or loss                         | 透過損益按公平價值列賬之股本投資     | 99,265  | -  |
| Key management insurance contracts classified as available-for-sale investments | 分類為可供出售投資之主要管理人員保險合約 | 22,353  | 1,118  |

\* 不包括保留溢利

#### 資本管理

本集團資本管理之主要目標是保障本集團持續經營之能力，並維持穩健之資本比率，以支持其業務及爭取最大之股東價值。

本集團根據經濟狀況之轉變管理其資本結構及作出調整。本集團或會藉着調整向股東派發之股息、向股東發還資本或發行新股以保持或調整資本結構。本集團須遵守銀行貸款信貸所載之若干資本規定。於截至二零一九年三月三十一日及二零一八年三月三十一日止年度，本集團管理資本之目標、政策或程序概無轉變。

本集團利用資本負債比率(債務淨額除以資本總額)監察資本。本集團之政策乃將資本負債比率維持於75%以下。債務淨額包括應付貿易賬款、付息銀行借款以及應付融資租賃款項，減現金及等同現金項目、透過損益按公平價值列賬之金融資產以及透過損益按公平價值列賬之股本投資。資本指權益總額。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Capital management (continued)

The gearing ratios as at the end of the reporting periods are as follows:

### 40. 財務風險管理目標及政策 (續)

#### 資本管理 (續)

於報告期間結束時之資本負債比率如下：

|  |                          | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|--|--------------------------|----------------------------------|----------------------------------|
| Trade payables   | 應付貿易賬款                   | 29,164                           | 93,059                           |
| Interest-bearing bank borrowings   | 付息銀行借款                   | 72,366                           | 134,099                          |
| Finance lease payables   | 應付融資租賃款項                 | 4,159                            | 2,546                            |
| Less: Cash and cash equivalents  | 減：現金及等同現金項目              | (105,989)                        | (233,887)                        |
| Less: Equity investments at fair value through profit or loss                          | 減：透過損益按公平價值列賬之股本投資       | -                                | (99,265)                         |
| Less: Financial assets at fair value through profit or loss included in current assets | 減：透過損益按公平價值列賬之金融資產計入流動資產 | (117,648)                        | -                                |
| Net cash   | 現金淨額                     | (117,948)                        | (103,448)                        |
| Total capital  | 資本總額                     | 1,115,593                        | 1,086,726                        |
| Gearing ratio  | 資本負債比率                   | N/A 不適用                          | N/A 不適用                          |

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

### 41. 本公司之財務狀況表

有關本公司財務狀況表於報告期間結束時之資料如下：

|  |                  | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元 |
|--|------------------|----------------------------------|----------------------------------|
| <b>NON-CURRENT ASSETS</b>                              | <b>非流動資產</b>     |                                  |                                  |
| Property, plant and equipment                          | 物業、廠房及設備         | 204                              | 32                               |
| Investments in subsidiaries                            | 於附屬公司之投資         | 575,412                          | 535,050                          |
| <b>Total non-current assets</b>                        | <b>非流動資產總值</b>   | <b>575,616</b>                   | 535,082                          |
| <b>CURRENT ASSETS</b>                                  | <b>流動資產</b>      |                                  |                                  |
| Due from subsidiaries                                  | 應收附屬公司款項         | 1,113                            | 738                              |
| Prepayments  | 預付款項             | 86                               | 63                               |
| Equity investment at fair value through profit or loss | 透過損益按公平價值列賬之股本投資 | -                                | 12,182                           |
| Financial assets at fair value through profit or loss  | 透過損益按公平價值列賬之金融資產 | 18,835                           | -                                |
| Cash and cash equivalents                              | 現金及等同現金項目        | 1,469                            | 23,895                           |
| <b>Total current assets</b>                            | <b>流動資產總值</b>    | <b>21,503</b>                    | 36,878                           |
| <b>CURRENT LIABILITIES</b>                             | <b>流動負債</b>      |                                  |                                  |
| Accrued expenses                                       | 應計費用             | 4,792                            | 11,836                           |
| Financial guarantee obligation                         | 財務擔保責任           | 46,160                           | 39,575                           |
| <b>Total current liabilities</b>                       | <b>流動負債總額</b>    | <b>50,952</b>                    | 51,411                           |
| <b>NET CURRENT LIABILITIES</b>                         | <b>流動負債淨額</b>    | <b>(29,449)</b>                  | (14,533)                         |
| <b>Net assets</b>                                      | <b>資產淨值</b>      | <b>546,167</b>                   | 520,549                          |
| <b>EQUITY</b>  | <b>權益</b>        |                                  |                                  |
| Issued capital   | 已發行股本            | 90,866                           | 92,315                           |
| Reserves (note)  | 儲備(附註)           | 455,301                          | 428,234                          |
| <b>Total equity</b>                                    | <b>權益總額</b>      | <b>546,167</b>                   | 520,549                          |

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 March 2019 二零一九年三月三十一日

### 41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the Company's reserves is as follows:

|   |                            | Share premium account<br>股份溢價賬<br>HK\$'000<br>千港元 | Equity-settled share-based payment reserve<br>股權結算以股份付款儲備<br>HK\$'000<br>千港元 | Capital redemption reserve<br>股本贖回儲備<br>HK\$'000<br>千港元 | (Accumulated losses)/ retained profits<br>(累計虧損)/ 保留溢利<br>HK\$'000<br>千港元 | Total<br>合計<br>HK\$'000<br>千港元 |
|---|----------------------------|---|--|---|---|--------------------------------|
| At 1 April 2017                         | 於二零一七年四月一日                 | 453,469   | 110  | 16,142  | (101,719)   | 368,002                        |
| Total comprehensive income for the year | 年內全面收入總額                   | -   | -  | -   | 93,717  | 93,717                         |
| Issue of bonus shares                   | 發行紅股                       | (15,459)  | -  | -   | -   | (15,459)                       |
| Repurchase of shares                    | 購回股份                       | (2,756)   | -  | -   | -   | (2,756)                        |
| Exercised of share options              | 行使購股權                      | 299   | (110)  | -   | -   | 189                            |
| Dividend paid                           | 已派股息                       | -   | -  | -   | (15,459)  | (15,459)                       |
| At 31 March 2018 and 1 April 2018       | 於二零一八年三月三十一日及<br>二零一八年四月一日 | 435,553   | -  | 16,142  | (23,461)  | 428,234                        |
| Total comprehensive income for the year | 年內全面收入總額                   | -   | -  | -   | 51,074  | 51,074                         |
| Repurchase of shares                    | 購回股份                       | (5,834)   | -  | -   | -   | (5,834)                        |
| Dividend paid                           | 已派股息                       | -   | -  | -   | (18,173)  | (18,173)                       |
| At 31 March 2019                        | 於二零一九年三月三十一日               | 429,719   | -  | 16,142  | 9,440   | 455,301                        |

In accordance with the Companies Law (2004 Revision) of the Cayman Islands, the Company's share premium account is distributable in certain circumstances.

附註：

本公司之儲備概述如下：

根據開曼群島公司法(二零零四年修訂法)，本公司之股份溢價賬在若干情況下可予分派。

### 42. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 26 June 2019.

### 42. 綜合財務報表之批准

本綜合財務報表已於二零一九年六月二十六日獲董事會批准及授權刊發。

# List of Investment Properties

## 投資物業清單

31 March 2019 二零一九年三月三十一日

| Address  | Approximate gross areas | Lot number | Lease expiry      | Effective equity interest to the Group<br>本集團應佔<br>實際股權 | Usage                  |
|--|-------------------------|------------|-------------------|---|------------------------|
| 地址   | 概約總面積                   | 地段編號       | 租約到期日             |   | 用途                     |
| <b>HONG KONG</b>   |                         |            |                   |   |                        |
| <b>香港</b>  |                         |            |                   |   |                        |
| Flat 302, 3/F, Block G, Telford Gardens,<br>No. 33 Wai Yip Street, Kowloon Bay, Kowloon                      | 603.00 sq.ft.           | NKI 5744   | 2047              | 100%  | Residential            |
| 九龍九龍灣偉業街33號德福花園G座3樓302室  | 603.00 平方呎              | NKI 5744   | 二零四七年             | 100%  | 住宅                     |
| <b>MAINLAND CHINA</b>  |                         |            |                   |   |                        |
| <b>中國內地</b>  |                         |            |                   |   |                        |
| Units A-D, 25/F, Noble Center, 1006 Fu Zhong San Road,<br>Futian District, Shenzhen City, Guangdong Province | 1,000.77 sq.m.          | N/A        | 2053              | 100%  | Office                 |
| 廣東省深圳市福田區福中三路1006號<br>諾德中心25樓A至D室  | 1,000.77 平方米            | 不適用        | 二零五三年             | 100%  | 辦公室                    |
| The whole of 28th Floor, Tower One, Neptune Center,<br>Gaoxin District, Chengdu City, Sichuan Province       | 1,088.42 sq.m.          | N/A        | 2048              | 100%  | Services<br>apartments |
| 四川省成都市高新區海洋中心一期28樓整樓   | 1,088.42 平方米            | 不適用        | 二零四八年             | 100%  | 服務式公寓                  |
| <b>SINGAPORE</b>   |                         |            |                   |   |                        |
| <b>新加坡</b>   |                         |            |                   |   |                        |
| 37 Orange Grove Road, #04-11,<br>Orange Grove Residences, Singapore  | 185.00 sq.m.            | N/A        | Freehold property | 100%  | Residential            |
|  | 185.00 平方米              | 不適用        | 永久業權物業            | 100%  | 住宅                     |



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