



Crown International Corporation Limited 皇冠環球集團有限公司

(Incorporated in Hong Kong with limited liability)
(在香港註冊成立之有限公司)

Stock code 股份代號: 727

Annual Report 年報
2018/2019



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Corporate Information 公司資料

BOARD OF DIRECTORS

Executive Directors

Ms. HUNG Man (*Chairman and Chief Executive Officer*)
(appointed on 28 March 2019)
Mr. LI Yong Jun (*Vice Chairman*)
(appointed on 3 May 2018)
Mr. LIU Hong Shen (*Vice Chairman*)
Mr. MENG Jin Long
Mr. YEUNG Man, Simon
(resigned on 28 March 2019)
Dr. WONG Hoi Kin
(appointed on 9 July 2018 and resigned on 28 March 2019)

Independent Non-executive Directors

Mr. LONG Tao
Mr. REN Guo Hua
Mr. CHEN Fang

EXECUTIVE COMMITTEE

Ms. HUNG Man (*Chairman*)
Mr. LI Yong Jun
Mr. LIU Hong Shen
Mr. MENG Jin Long

AUDIT COMMITTEE

Mr. LONG Tao (*Chairman*)
Mr. REN Guo Hua
Mr. CHEN Fang

REMUNERATION, QUALITY AND NOMINATION COMMITTEE

Mr. REN Guo Hua (*Chairman*)
Ms. HUNG Man
Mr. LONG Tao
Mr. CHEN Fang

COMPANY SECRETARY

Mr. Lee Chi Shing, Caesar

AUTHORISED REPRESENTATIVES

Ms. HUNG Man
Mr. MENG Jin Long

董事會

執行董事

熊敏女士 (*主席及行政總裁*)
(於二零一九年三月二十八日獲委任)
李永軍先生 (*副主席*)
(於二零一八年五月三日獲委任)
劉紅深先生 (*副主席*)
孟金龍先生
楊敏先生
(於二零一九年三月二十八日已辭任)
黃海堅博士 (於二零一八年七月九日獲
委任及於二零一九年三月二十八日已辭任)

獨立非執行董事

龍濤先生
任國華先生
陳放先生

執行委員會

熊敏女士 (*主席*)
李永軍先生
劉紅深先生
孟金龍先生

審核委員會

龍濤先生 (*主席*)
任國華先生
陳放先生

薪酬、素質及 提名委員會

任國華先生 (*主席*)
熊敏女士
龍濤先生
陳放先生

公司秘書

李志成先生

授權代表

熊敏女士
孟金龍先生

REGISTERED OFFICE

Suite 902, 9th Floor
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

SHARE REGISTRARS AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited
Room 2103B, 21/F., 148 Electric Road
North Point, Hong Kong

INDEPENDENT AUDITOR

BDO Limited
25/F, Wing On Centre
111 Connaught Road Central
Hong Kong

LEGAL ADVISER

Li & Partners
22/F., World-Wide House
Central, Hong Kong

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
China Everbright Bank Company Limited
Harbin Bank Co., Ltd.
China Construction Bank Corporation

LISTING INFORMATION

The Stock Exchange of Hong Kong Limited
Ordinary Shares (Stock Code: 727)
Board Lot: 2,000 shares

WEBSITE

Crown International Corporation Limited
<http://www.crownicorp.com>

註冊辦事處

香港
灣仔
港灣道18號
中環廣場
9樓902室

股份過戶登記處

寶德隆證券登記有限公司
香港北角
電氣道148號21樓2103B室

獨立核數師

香港立信德豪會計師事務所有限公司
香港中環
干諾道中111號
永安中心25樓

法律顧問

李偉斌律師行
香港中環
環球大廈22樓

主要往來銀行

香港上海滙豐銀行有限公司
中國光大銀行股份有限公司
哈爾濱銀行股份有限公司
中國建設銀行股份有限公司

上市資料

香港聯合交易所有限公司
普通股 (股份代號: 727)
交易單位: 2,000股

網站

皇冠環球集團有限公司
<http://www.crownicorp.com>

Chairman's Report

主席報告書

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of Crown International Corporation Limited (the “**Company**”, together with its subsidiaries, collectively referred to as the “**Group**”), I am pleased to present the final results of the Group for the financial year ended 31 March 2019 (“**Current Year**”).

As of 31 March 2019, the total assets of the Group reached approximately HK\$3,270 million, and the profit attributable to the shareholders of the Company (“**Shareholders**”) for the Current Year was approximately HK\$3.8 million, representing a significant decrease as compared to approximately HK\$108.7 million of the financial year ended 31 March 2018 (“**Last Year**”). Such decrease was mainly attributable to a one-off extraordinary gain on bargain purchase from the acquisition of the holding company of Weihai property amounting to HK\$116.0 million in the Last Year, while no similar gain had been recorded in the Current Year.

In the Current Year, the Group is principally engaged in the businesses of property investment, property development, hotel operations and financial consultancy service in the People's Republic of China (the “**PRC**”).

The Sino-US trade issues were initiated by the United States in the middle of last year. Although both sides have undergone several rounds of serious negotiations to date, there is still no clear sign of resolution. The resulting substantial volatility in the financial market recently has greatly reduced investors' risk appetite, forcing them to turn to safe-haven assets. The domestic economy has also been affected by the Sino-US trade issues. The domestic GDP growth has shown signs of slowing down, and the consumption and investment sentiments of general residents have also declined, which will cool down the domestic real estate market in the short term. However, as the PRC has a large population and the average households are moving towards a well-off society, the rigid demand for housing of residents has long existed and the real estate market always have its grounds for development.

本人謹代表皇冠環球集團有限公司（「本公司」），連同其附屬公司，統稱（「本集團」）之董事（「董事」）會（「董事會」），欣然提呈本集團截至二零一九年三月三十一日止財政年度（「本年度」）之全年業績。

於二零一九年三月底，本集團總資產規模達到約32.7億港元，本年度本公司股東（「股東」）應佔溢利約3.8百萬港元，本年度股東應佔溢利較截至二零一八年三月三十一日止財政年度（「上年度」）的約1.087億港元顯著減少，主要是因為上年度因收購威海物業發展項目之控股公司而產生了收購議價收益1.16億港元，為一次性特殊收益，本年度則沒有類似收益。

於本年度，本集團主要於中華人民共和國（「中國」）從事物業投資、物業發展、酒店營運及金融顧問服務之業務。

中美貿易問題自去年中由美國發起，至今雙方雖經過多輪認真談判，仍然未有明確解決跡象，因而引發近來金融市場的大幅波動，投資者的風險胃納大為減低，紛紛投向避險資產。國內經濟也受到中美貿易的問題影響，國內生產總值有放緩跡象，普遍居民的消費、投資意慾也降低，短期也為國內房地產市場降溫。但中國人口眾多，普遍家庭邁向小康，居民對房屋的剛性需求長期存在，房地產市場始終有其發展必要。

Chairman's Report (continued) 主席報告書 (續)

All the three major investment properties of the Group, namely 達興豪苑 in Zhongshan, 卓越大廈 in Yingkou and Jinggangshan hotel in Jiangxi, had been leased out, and we had signed long-term leases with tenants for a period ranging from nine to fifteen years, ensuring the long-term rental income.

The Group's property development project Golden Beach No. 1 Project (the "Golden Beach No. 1 Project") located in Weihai, Shandong, the PRC is expected to be completed in full in or about the fourth quarter of 2020. The Golden Beach No. 1 Project will have a total of approximately 195,000 square metres of the gross floor area with over 1,600 apartment suites and 360 car parking spaces. Among which, approximately 130,000 square metres of the gross floor area will be available for sale as serviced apartments.

According to a report issued by the independent valuer engaged by the Group, based on (among other things) the current property price levels in Weihai, the aggregate market value of these serviced apartments is expected to be approximately RMB1.68 billion assuming they have been completed at the current stage. The appraisal value of the remaining hotel and related retail premises and car-parking spaces reaches approximately RMB0.573 billion assuming they have been completed at the current stage. The Group believes that the Weihai Property will become a new source of income and generate stable cash flow for the Group soon.

The Group is actively studying the possibility of exploring new businesses in the future. By realising the aging population problem in the PRC, the Group regards the comprehensive healthcare sector as one of its major targets for future development. The Group is currently identifying professional teams in this sector. It expects to cooperate with such teams in providing planning, research, establishment, staff training and other preliminary works as well as the post-establishment management services to operators who are interested in the comprehensive healthcare business. I believe that the comprehensive healthcare business will provide the Group with another sustainable business development opportunity.

本集團三項重要投資物業，即中山達興豪苑、營口卓越大廈及江西井崗山酒店，三項物業均已全數租出，並與租客簽訂了為期九年至十五年之長期租約，鎖定了長時期的租金收入。

本集團於中國山東威海市之金海灘一號物業發展項目（「金海灘一號」），預計於二零二零年第四季度或前後能完成整項工程。金海灘一號建築面積合共約為195,000平方米，將可提供逾1,600間公寓套房及360個停車位。其中約130,000平方米之建築面積為服務式公寓，並將作出售用途。

根據一份由本集團所委聘獨立估值師行發出之報告，按照（其中包括）威海市現時房地產價格，該等服務式公寓按在目前已完成之假設下，總市值預計約達人民幣16.8億元。而餘下之酒店及相關零售物業和停車位，在目前已完成之假設下，估值也約達人民幣5.73億元。本集團相信威海物業很快將為本集團擴闊新的收入來源，並貢獻穩定的現金流。

本集團正積極研究在未來開拓新業務之可能性。本集團看到國內逐漸老齡化的問題，大健康概念將會是本集團未來發展之重要目標，本集團正物色這方面的專業團隊，期能以合作之形式，對有興趣在大健康業務方面上之經營者提供策劃、調研、成立、員工培訓等前期工作，及成立後的經營管理服務。本人相信大健康業務概念將能為本集團提供另一個可持續發展之業務機會。

Chairman's Report (continued) 主席報告書 (續)

The Group creates long-term value based on its prudent and sound governance principles and risk management. It has laid a solid foundation for its long-term development by continuously ensuring asset quality and financial resources. With its reliable risk management, it will be able to grasp every opportunity and cope with the ever-changing market environment flexibly. Building on its effective risk control, it is also carefully planning for its future, actively expanding its operation and striving for new business opportunities.

On behalf of the Board, I would like to take this opportunity to extend our utmost gratitude to our valued clients, Shareholders and all of the business associates for their continued support for and confidence in the Group. I also wish to express our sincere appreciation to our management and employees as a whole for their positive efforts over the past years.

HUNG Man

Chairman

Hong Kong, 27 June 2019

審慎穩健的管治理念及風險管理是我們創造長期價值的基礎。本集團一直注意保持資產質量和財政資源穩健，為集團長遠發展奠下穩固基礎。穩健的風險管理可讓本集團盡握每個商機，並靈活應對瞬息萬變的市場環境。在有效控制風險的基礎上，慎密部署發展步伐，積極開拓業務，努力發掘新商機。

本人謹代表董事會在此衷心感謝尊貴客戶，股東及所有商業夥伴對本集團一直鼎力支持及信任，向彼等致以衷心謝意。本人亦謹此感謝全體管理層及僱員於過往年度對本集團所作出之貢獻。

主席

熊敏

香港，二零一九年六月二十七日

BUSINESS REVIEW

Introduction

During the Current Year, the Group was principally engaged in the business of property investment, property development, hotel operations, and financial consultancy services in the PRC.

Property investment

The Group's current investments in investment properties consist of the following:

- The commercial building known as 卓越大廈 in Yingkou city, Liaoning province, the PRC (the “**Yingkou Property**”);
- The hotel complex in Jinggangshan city, Jiangxi province, the PRC (the “**Jinggangshan Property**”); and
- The residential and commercial complex known as 達興豪苑 in Zhongshan city, Guangdong province, the PRC (the “**Zhongshan Property**”).

Property development

The Group's current investment in property development comprises approximately 1,400 serviced apartment units in Weihai city, Shandong province, the PRC (the “**Weihai Property**”) currently under development and to be sold by the Group.

Hotel operations

The Group's current investments in hotel operations consist of the hotel development in Weihai city, Shandong province, the PRC.

The Group's hotel operations comprise approximately 200 hotel suites in the Weihai Property to be managed by a world-renowned hotel group as hotel manager under the management agreement between the Group and the said hotel group.

Financial consultancy services

Due to the economic slowdown in the PRC, the Group's business of providing financial consultancy services to property developers in the PRC for financing recorded no revenue during the Current Year.

業務回顧

緒言

於本年度，本集團主要於中國從事物業投資、物業發展、酒店營運及金融顧問服務業務。

物業投資

本集團目前之投資物業投資項目包括以下各項：

- 中國遼寧省營口市一幢商業大樓，名為卓越大廈（「營口物業」）；
- 中國江西省井岡山市一幢酒店綜合大樓（「井岡山物業」）；及
- 中國廣東省中山市一個住宅及商業的綜合性商住項目，名為達興豪苑（「中山物業」）。

物業發展

本集團目前之物業發展投資項目包括在中國山東省威海市物業（「威海物業」）之約1,400間由本集團進行開發及銷售的服務式公寓單位。

酒店營運

本集團目前之酒店營運投資項目包括在中國山東省威海市的酒店發展項目。

本集團之酒店營運包括於威海物業之約200間酒店套房，其將由一間國際知名酒店集團（作為酒店經理）根據本集團與該酒店集團訂立的管理協議進行管理。

金融顧問服務

由於國內經濟增長放緩，本集團從事提供協助國內房地產發展商獲得融資之金融顧問服務在本年度未能錄得收益。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

A. The Group's Property Investment

(i) The Yingkou Property

The Yingkou Property is a 16-storey commercial building situated in Yingkou city, Liaoning province, the PRC. The gross floor area of the Yingkou Property is approximately 10,740 square metres, and is owned by 你的客棧(營口)酒店管理有限公司 (“U” Inns (Yingkou) Hotel Management Corporation Limited*) (the “**Yingkou Subsidiary**”), a subsidiary of the Company. The Yingkou Subsidiary entered into two separate lease agreements in relation to the Yingkou Property.

In September 2010, the Yingkou Subsidiary as lessor entered into a lease agreement with a bank as lessee in relation to the second to fourth floors, as well as part of the ground floor area, of the Yingkou Property. The lease was for ten years, with an annual rental of RMB1.68 million for the first five years and an annual rental of RMB1.764 million for the remaining five years.

In November 2013, the Yingkou Subsidiary as lessor entered into a lease agreement with a local lessee in relation to the fifth to sixteenth floors, as well as part of the ground floor area, of the Yingkou Property. The lease was for nine years, with an initial annual rental of RMB1.2 million for the first three years of the lease. The annual rental shall increase by 6% after the expiration of each three year period after the commencement date of the lease.

The Yingkou Property is currently fully occupied due to the abovementioned two leases. The Group considers that the operations of the Yingkou Property has entered a stable stage. The Group does not expect any material change to the operation of the Yingkou Property for the duration of the current leases until 2020 and 2022 respectively.

A. 本集團之物業投資

(i) 營口物業

營口物業為一幢位於中國遼寧省營口市之十六層高商業大樓，總建築面積約為10,740平方米，現由本公司附屬公司你的客棧(營口)酒店管理有限公司(「營口附屬公司」)擁有。營口附屬公司已就營口物業分別訂立兩份租賃協議。

於二零一零年九月份，營口附屬公司(作為出租人)就營口物業二至四樓以及底層的一部分與一家銀行(作為承租人)訂立一份租賃協議。該租賃為期十年，首五年之年度租金為人民幣1.68百萬元，餘下五年之年度租金則為人民幣1.764百萬元。

於二零一三年十一月份，營口附屬公司(作為出租人)就營口物業第五至十六樓以及底層的一部分與一名當地承租人訂立一份租賃協議。該租賃為期九年，首三年之初步年度租金為人民幣1.2百萬元。自租賃開始日期起，年度租金按租賃規定每滿三年調升6%。

由於上述兩項租賃，營口物業目前已全數租出。本集團認為，營口物業之營運已進入穩定階段。本集團預期，營口物業於直至二零二零年及二零二二年各年現有租賃存續期內的營運不會有任何重大變動。

* For identification purpose only

Management Discussion and Analysis (Continued) 管理層討論及分析 (續)

(ii) The Jinggangshan Property

The Jinggangshan Property is a hotel complex situated in Jinggangshan City, Jiangxi province, the PRC. The hotel complex has a gross floor area of approximately 9,600 square metres.

In June 2017, the Group entered into a lease agreement over the Jinggangshan Property with a local lessee for a period of ten years (which commenced on 8 December 2017, after the expiry of a customary rent-free period of six months) until 7 December 2027. Under the terms of the lease agreement, the local lessee shall operate hotel businesses in the hotel complex. The local lessee undertook to renovate and maintain the hotel complex, and to ensure that the post-renovation complementary facilities achieve 3-Star or above in accordance with relevant PRC standards. The lessee undertook to pay not less than RMB10 million in renovation expenditures, and the Group shall subsequently reimburse the renovation expenditures of up to RMB10 million over the term of the lease.

The renovation work arranged by the local lessee has been completed, and the hotel complex operated by the tenant has commenced its operations. Accordingly, the Group's business operations of the Jinggangshan Property have also entered a stable stage. The Group does not expect any material change to the operation of the Jinggangshan Property for the duration of the current lease until 2027.

The Group believes this business model will not only help the Group generate stable rental income, but also improve the cash flow of the Group by spreading the renovation expenses borne by the Group over the term of the lease.

(ii) 井岡山物業

井岡山物業為一幢位於中國江西省井岡山市之酒店綜合大樓，總建築面積約為9,600平方米。

於二零一七年六月份，本集團就井岡山物業與一名當地承租人訂立一份租賃協議，租期於六個月之慣常免租期結束後，自二零一七年十二月八日開始起租，至二零二七年十二月七日止為期十年。根據該租賃協議之條款，該當地承租人將於該酒店綜合大樓中經營酒店業務。該當地承租人承諾翻新及保養該酒店綜合大樓，並確保翻新後之配套設施按照中國相關標準達到三星級或以上。該承租人將耗資不少於人民幣10百萬元進行翻新，其後於租期內由本集團彌償最多人民幣10百萬元之翻新費用。

當地承租人所安排的翻新工程已完成，租戶經營之酒店亦已開業。因此，本集團之井岡山物業營運亦已進入穩定階段。本集團預期井岡山物業於直至二零二七年為止的現有租賃存續期內營運不會有任何重大變動。

本集團認為此營運模式不僅有助於為本集團帶來穩定租金收入，亦可透過將本集團承擔之翻新費用在租期分攤改善本集團之現金流量。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

(iii) The Zhongshan Property

The Zhongshan Property is a multi-purpose complex comprising retail floors on the lower levels and commercial and residential floors on the upper levels. In 2015, the Group acquired the Zhongshan Property for investment purposes. When the acquisition was completed, the Group was of the view that the commercial and residential floors of the Zhongshan Property were suitable for use as economy hotels and serviced apartments, while the retail floors were suitable for leasing to tenants operating retail and catering businesses.

Due to the consistently rising property market in Zhongshan city since 2015, the Zhongshan Property recorded a substantial accumulated increase in market value since its acquisition by the Group based on the revaluation on the Zhongshan Property undertaken by an independent property valuer engaged by the Group.

The Group's management observed that the price level of the residential properties in Zhongshan kept climbing at a moderate rate in the second half of the financial year 2018/19. The Group's management believed that such increase was attributable to the following factors: (i) the State Council's "Government Work Report" in 2017 officially proposed to study and formulate the development plan for Guangdong-Hong Kong-Macao Greater Bay Area (the "**Greater Bay Area**"), signifying the construction of the Greater Bay Area as a formal national strategy thereby; (ii) the recently opened Hong Kong-Zhuhai-Macao Bridge (the "**Bridge**"), the world's longest sea-crossing bridge-and-tunnel channels, reduces commuting time between Hong Kong, Zhuhai and Macau to roughly one hour, and is open 24-hours for border crossing. The opening of the Bridge has greatly enhanced the synergies among the cities within the Greater Bay Area in terms of circulation of goods, interaction of services, personnel movement and the free flow of information; (iii) the

(iii) 中山物業

中山物業為一幢多用途綜合大樓，包括低層零售樓層以及上層之商住樓層。本集團於二零一五年收購中山物業作投資用途。完成該收購事項時，本集團認為中山物業之商住樓層適合作經濟型酒店及服務式公寓用途，而零售樓層則適合出租予經營零售及餐飲業務之租戶。

由於中山市房地產市場自二零一五年起持續上升，根據由本集團委聘之獨立物業估值師對中山物業進行之重估，中山物業市值自獲本集團收購以來累計大幅上升。

集團管理層發現，於二零一八／一九財政年度下半年，中山住宅物業之價格水平仍然以溫和增長之速度持續上升。集團管理層認為，受惠於以下因素(i)二零一七年國務院《政府工作報告》正式提出研究制定粵港澳大灣區（「大灣區」）之發展規劃，標誌著大灣區的建設正式成為國家戰略；(ii)近期已開通的港珠澳大橋（「大橋」）是全球最長的橋隧組合跨海通道，大橋全日24小時通關，穿梭香港、珠海、澳門三地之間行車時間減到大概一小時。大橋的開通大大增強了各大灣區城市在商品流通、服務互動、人員流動及信息的自由流通上的協同

Management Discussion and Analysis (Continued) 管理層討論及分析 (續)

recent development of the Shenzhen-Zhongshan bridge and the Zhongshan metro, which is expected to shorten the commuting time from Zhongshan to Shenzhen and Foshan respectively upon their completion; and (iv) the current average price per square metre of properties in Zhuhai, which is adjacent to Zhongshan, remain much higher than that of Zhongshan. Based on the abovementioned external factors, the Group's management believes that the selling price and leasing level of the residential properties in Zhongshan will sustain a stable and moderate growth.

On 15 November 2018, the Group entered into a lease agreement with a local lessee in respect of the retail floors and car parking spaces of the Zhongshan Property for a term of 10 years commencing from 15 August 2019 (after the expiry of a customary rent-free period of nine months) until 14 August 2029.

On 29 March 2019, the Group and the lessee agreed to terminate the previous lease agreement and enter into a new lease agreement. Pursuant to the new lease agreement, the entire Zhongshan Property including the residential units, the retail floors and car parking spaces were leased to the lessee for a term of 15 years commencing from 1 April 2019 to 31 March 2034. The first 9 months from 1 April 2019 is a rent-free period. The initial annual rent is RMB33.0 million for the first three years of the lease commencing from 1 January 2020. The annual rental shall increase by 3.5% after the expiration of each three year period from 1 January 2020. Any renovation plan proposed by the lessee must obtain prior approval from the Group and the cost of renovation will be borne by the lessee.

效益；(iii)近期之深中通道及中山地鐵發展於完成後預期將縮短中山與深圳及佛山之間的交通時間，及(iv)中山臨近城市珠海目前之每平方米平均房價遠高於中山市場。綜合以上各項外部因素，集團管理層預測，中山住宅物業之售價及租賃水平仍然能夠維持穩定溫和的增長速度。

於二零一八年十一月十五日，本集團就中山物業的零售樓層及停車場與一名當地承租人訂立一份租賃協議，租期於九個月之慣常免租期結束後，自二零一九年八月十五日開始起租，至二零二九年八月十四日止為期十年。

於二零一九年三月二十九日，本集團與該承租人雙方同意取消該租賃協議並另外訂下新的一份租賃協議。根據新的租賃協議，中山物業的整項物業包括住宅單位，零售樓層及停車場租予承租人，租期由二零一九年四月一日起至二零三四年三月三十一日止為期十五年。由二零一九年四月一日起之首九個月為免租期。初始年租金由二零二零年一月一日起為人民幣33.0百萬元，其後每三年年租金調升3.5%。承租人建議之裝修計劃必需獲得本集團事前批准後方可進行，而裝修費用將由承租人承擔。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

B. The Group's investment in Property Development

The Weihai Property

The Group's management observed that Weihai has become an increasingly popular destination for the retired population in recent years which, coupled with the rapid growth of the tourism sector, has resulted in a consistent influx of migrants and an increased demand for properties. The Group's management considered such development in Weihai will continue to benefit its hotel industry and local property market. In light of the above, the Group's management resolved in Last Year that approximately 130,000 square metres of the gross floor area of the Weihai Property shall be renovated and sold as serviced apartments.

威海國盛潤禾置業有限公司(“**Weihai Runhe**”), an indirectly wholly-owned subsidiary of the Company, obtained the Commodity Housing Pre-sale Permit in the third quarter of 2018, after which pre-sale of the serviced apartments of Weihai Property started.

As at the date of this report, the total pre-sales by Weihai Runhe amounted to approximately RMB140 million, and the total saleable area pre-sold is approximately 11,000 square metres. The relevant pre-sale amounts are expected to be recognised as revenue in the financial year 2020/21, as the construction and renovation works of the serviced apartment units are currently expected to be completed in the fourth quarter of 2020.

Financing of development of the Weihai Property

It is expected that the preliminary initial costs (excluding the land costs which was paid by the Group through acquisition of the offshore holding company of the PRC company for development of the Weihai Property) for development of the Weihai Property will amount to roughly RMB1.0 billion. Part of the Group's plan to finance the development of the Weihai Property is pre-sale of the serviced apartment units as disclosed above.

B. 本集團於物業發展的投資

威海物業

集團管理層發現，威海市近年來日益成為退休人士熱選之地，加上旅遊業務發展蓬勃，令移居人士接踵而至，物業需求上升。管理層認為，有關發展將繼續令當地酒店業及房地產市場受惠。有鑑於此，集團管理層於上年度已決定將威海物業約130,000平方米之建築面積翻新為服務式公寓並將其出售。

威海國盛潤禾置業有限公司(「**威海潤禾**」)，本公司之間接全資附屬公司，已於二零一八年第三季度取得《商品房預售許可証》，相關預售威海物業服務式公寓之銷售活動亦隨即展開。

截止本報告日，威海潤禾預售之總銷售金額約人民幣1.4億元，總銷售面積約11,000平方米。由於服務式公寓單位之建築及裝修工程預計於二零二零年第四季度完成，相關之預售金額預期於二零二零／二一年財務年度內確認為收益。

威海物業發展之融資

發展威海物業之初步成本預計約為人民幣10億元(不包括土地成本，該成本本集團已透過收購發展威海物業之國內公司之境外控股公司而支付)。本集團發展威海物業之融資計劃其中一環為如上文所披露之預售服務式公寓。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

To finance the construction and renovation costs of the Weihai Property, prior to entering the Group, Weihai Runhe through China Everbright Bank, entered into an entrusted loan agreement with a subsidiary of China HKBridge Holdings Limited (“**China HKBridge**”), under which Weihai Runhe obtained a loan facility of the aggregate principal amount of RMB150 million, bearing interest at 18% per annum and repayable on 24 July 2019.

On 9 November 2018, Weihai Runhe entered into an entrusted debt investment agreement (the “**Asia Alliance Asset Loan**”) with 亞聯盟資產管理有限公司, through Harbin Bank Tianjin Branch, pursuant to which Weihai Runhe obtained a loan facility of RMB660 million (equivalent to HK\$772 million) for a term of 3 years, bearing interest at 6.6% per annum. The final drawdown amount was RMB500 million (equivalent to HK\$584.6 million) with the remaining facility amount lapsed. The Asia Alliance Asset Loan replaced the loan from China HKBridge, which bore interest at 18% per annum. The Group’s management believes that substantial interest expenses will be saved through the replacement of China HKBridge loan which was of a high interest rate, thus lowering the construction finance costs of the Weihai Property. Meanwhile, the Asia Alliance Asset Loan will provide the Group with sufficient liquidity, improving the chance for the Group to secure the Golden Beach No.1 – Phase II Projects.

The Group’s management considered that the Weihai Property would be sufficiently financed through (i) the cash flow generated by pre-sale of the serviced apartments; (ii) loan facility agreements such as the abovementioned loan facilities and (iii) other capital arrangements as may be entered into by the Group from time to time.

於加入本集團前，威海潤禾透過中國光大銀行與中國港橋控股有限公司之附屬公司訂立一份有關為威海物業之建築及裝修成本融資之委託貸款協議，據此，威海潤禾獲得貸款融資，本金總額為人民幣1.5億元，按年利率18厘計息及須於二零一九年七月二十四日償還。

於二零一八年十一月九日，威海潤禾透過哈爾濱銀行天津分行與亞聯盟資產管理有限公司訂立委託債權投資協議（「亞聯盟資產貸款」），據此，威海潤禾獲得為數人民幣6.6億元（相當於7.72億港元）的貸款，貸款年期為三年，按年利率6.6厘計息。最終提取之金額為人民幣5億元（相等於港幣5.846億元），而剩餘之貸款額已失效。該亞聯盟資產貸款將置換中國港橋貸款，中國港橋貸款之年利率為18厘。集團管理層認為，通過本次置換高息的中國港橋貸款，將大大節省利息支出，從而降低威海物業的建築成本。如此同時，亞聯盟資產貸款將為集團提供充足的流動資金，從而提高了本集團在取得金海灘壹號二期的成功率。

本集團管理層認為，威海物業將透過以下方式獲得充足融資：(i)預售服務式公寓產生之現金流量；(ii)上述貸款融資等貸款融資協議；及(iii)本集團不時可能予以訂立的其他資金安排。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

C. The Group's Hotel Operations

The Weihai Property

The Weihai Property consists of three high rise hotel buildings with a total gross floor area of approximately 195,000 square metres, which is expected to provide about 1,400 serviced apartment suites, 200 hotel suites and rooms, and about 360 car parking spaces. Construction and renovation works commenced in April 2016 and is currently expected to be completed in or about the fourth quarter of 2020. The main building of the Weihai Property is expected to stand approximately 149.8 metres in height, making it a landmark along the Golden Beach in Weihai. It is also expected to be the highest building in Weihai.

When the Group completed the acquisition of the Weihai Property in September 2017, it acquired, along with the Weihai Property, the benefit of a management agreement with a world-renowned hotel group as hotel manager. Under the said management agreement, the hotel manager will, among other things, provide certain consultancy, design and monitoring services in the course of the development of the hotel floors, and manage the operation of the hotel premises after completion of the development. The hotel is expected to achieve 5-star international standard and target high-end business and leisure travelers.

The hotel complex is under construction at the moment. Upon completion of the construction and renovation works (expected to be in the fourth quarter of 2020), the hotel is expected to provide about 200 luxury suites and rooms.

C. 本集團之酒店營運

威海物業

威海物業包括三幢高層酒店大樓，總建築面積約195,000平方米，預期將可提供約1,400間服務式公寓套房及200間酒店套房及360個停車位。建築及裝修工程已於二零一六年四月開展，目前預計於二零二零年第四季度或前後完成工程。威海物業主樓預計約高149.8米，將成為威海金海灘之地標及將為威海最高之建築物。

本集團在二零一七年九月完成收購威海物業時，除威海物業外，一併收購了與一國際知名酒店集團（作為酒店管理人）訂立之管理協議的利益。根據上述管理協議，於酒店樓層發展的過程中，酒店管理人將（其中包括）為酒店物業提供若干諮詢、設計及監察服務，並於項目落成後管理其營運。該酒店預期將達到國際五星級標準，其目標客戶為高端商旅及休閒遊客。

該酒店綜合大樓目前仍處於在建當中。當建築及裝修工程完成（預期為二零二零年第四季度）後，該酒店預期將提供約200間豪華套房及客房。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

D. The Group's Financial Consultancy Services

The US-China trade war initiated by the United States led to a sustained slowdown in the economy of the PRC. The business of the provision of financial consultancy services to the real estate developers in need of financing, which was the main service provided by the Group under this segment in the past, was also greatly affected in the Current Year and thus did not record any revenue for the Current Year. However, the Group believes that the domestic market potential is still huge and it may adjust its operating model in the future to not only focus on providing financial consultancy services to real estate developers, but to also build more financing platforms for other companies with a view to capturing market opportunities and generating increased income therefrom.

D. 本集團之金融顧問服務

由美國發起之中美貿易戰引致國內經濟持續放緩。本集團過往主要為需要融資之房地產開發商提供金融顧問服務之業務在本年度亦大受影響，因此未能在本年度錄得任何收益。然而，本集團認為國內市場潛力仍然巨大，未來可能調整營運模式，不僅集中在為房地產開發商提供金融顧問服務，也會多為其他企業搭建融資平台，期能抓著市場機遇，增加在此方面業務之收入。

FINANCIAL REVIEW

Key Performance Indicators

財務回顧

重要表現指標

For the year ended
31 March/As at 31 March
截至三月三十一日
止年度／於三月三十一日

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Revenue	收益	5,371	4,995
Profit attributable to owners of the Company	本公司擁有人應佔溢利	3,791	108,716
Earnings per share (HK Cent)	每股盈利 (港仙)	0.11	3.50
Gross assets	總資產	3,270,544	2,864,473
Net assets attributable to owners of the Company	本公司擁有人應佔淨資產	2,027,821	2,162,269
Cash and bank balances	現金及銀行存款	167,073	43,585
Borrowings	借貸	598,046	160,000
Net borrowings/net assets attributable to owners of the Company	淨借貸相對本公司擁有人應佔淨資產	21.3%	5.4%

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

Revenue

Revenue amounted to approximately HK\$5.4 million for the Current Year, which is similar to that of approximately HK\$5.0 million for the Last Year. The revenue was derived from the rental income of our two investment properties, namely the Jingtangshan Property and the Yingkou Property.

Other operating expenses

Other operating expenses amounted to approximately HK\$23.2 million for the Current Year, representing an increase of approximately HK\$5.3 million or approximately 30% as compared to that of approximately HK\$17.9 million for the Last Year. The increase in other operating expenses was mainly attributable to the selling and marketing expenses of approximately HK\$6.9 million incurred from the pre-sale of serviced apartment units of Weihai Property in the Current Year, while there was no such expenses in Last Year.

Finance costs

Finance costs amounted to approximately HK\$0.9 million for the Current Year, representing a decrease of approximately HK\$1.0 million or approximately 53% as compared to that of approximately HK\$1.9 million for Last Year. The decrease of finance costs was mainly attributable to the decrease in imputed interest expenses amounting to approximately HK\$1.4 million.

Profit attributable to owners of the Company

For the Current Year, the Group recorded a net profit attributable to owners of the Company of approximately HK\$3.8 million (Last Year: approximately HK\$108.7 million). The significant decline of profit attributable to owners of the Company in the Current Year as compared to the Last Year was a one-off bargain purchase gain of approximately HK\$116.0 million arising from the acquisition of the holding company of the Weihai Property development project in Last Year, while no similar profit was recorded in the Current Year.

收益

於本年度，收益約為5.4百萬港元，與上年度的約5.0百萬港元相約，收益是來自井岡山及營口兩項投資物業的租金收入。

其他經營開支

於本年度，其他經營開支約為23.2百萬港元，較於上年度約17.9百萬港元增加約5.3百萬港元或約30%。其他經營開支增加，主要是本年度因預售威海物業服務式公寓而產生之銷售及市場開支約6.9百萬港元，而上年度則沒有是項支出。

融資成本

於本年度，融資成本約為0.9百萬港元，較上年度約1.9百萬港元減少約1.0百萬港元或約53%。融資成本減少的主要原因是名義利息開支減少約1.4百萬港元。

本公司擁有人應佔溢利

於本年度，本集團錄得本公司擁有人應佔溢利約3.8百萬港元（上年度：約108.7百萬港元）。本年度本公司擁有人應佔溢利較上年度顯著減少，主要是因為上年度收購威海物業發展項目之控股公司而產生了收購議價收益約116.0百萬港元的一次性收益，本年度則沒有類似收益。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

For the Current Year, the Group's sources of fund primarily included income generated from business operations, loans and proceeds from issuance of bonds, which were used in our business operations and investment and development of projects.

The Group expects that income generated from business operations and borrowings will continue to be the main sources of funds in the coming year. Therefore, the Group will continue to strengthen cash flow management, improve the efficiency of capital returns on projects and stringently control the cost and various expenses. Besides, the Group will continue to look for opportunities to cooperate with foreign and domestic investors, in order to provide other sources of funding for the expansion of projects and business development.

As at 31 March 2019, the Group had bank balances and cash of approximately HK\$167.1 million as compared to the bank balances and cash of approximately HK\$43.6 million as at 31 March 2018.

The Group had net current assets amounting to approximately HK\$870.3 million as at 31 March 2019, against approximately HK\$522.0 million as at 31 March 2018. The Group's current ratio (i.e. current assets divided by current liabilities) was approximately 4.9 as at 31 March 2019 as compared with approximately 6.0 as at 31 March 2018.

Gearing Ratio

As at 31 March 2019, the Group's net debt gearing ratio (i.e. net debt divided by equity attributable to owners of the Company) was at a healthy level of approximately 21.3% (31 March 2018: 5.4%). Net debt comprises total borrowings less cash and cash equivalents.

流動資金、財務資源及資本架構

於本年度，本集團的資金來源主要為業務經營產生的收入、借款及發行債券所得，該等款項用於本集團業務營運及項目投資發展。

本集團預期未來年度的主要資金來源將仍是業務經營收入及借款，因此本集團會繼續加強資金流管理，提高項目資金回籠效率，嚴格控制成本及各項費用開支。此外，本集團將繼續尋求與國內外投資者的合作機遇，為項目的擴展和業務發展拓展其他的資金來源。

於二零一九年三月三十一日，本集團之銀行結餘及現金約為167.1百萬港元，而於二零一八年三月三十一日之銀行結餘及現金則約為43.6百萬港元。

於二零一九年三月三十一日，本集團之流動資產淨值約為870.3百萬港元，而於二零一八年三月三十一日則約為522.0百萬港元。於二零一九年三月三十一日，本集團之流動比率（即流動資產除以流動負債）約為4.9倍，而於二零一八年三月三十一日則約為6.0倍。

資產負債比率

於二零一九年三月三十一日，本集團淨債務資產負債比率（即淨債務除以本公司擁有人應佔權益）處於穩健水平，約為21.3%（二零一八年三月三十一日：5.4%）。淨債務包括借貸總額減現金及現金等價物。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

CAPITAL EXPENDITURE

Capital expenditure of the Group for the Current Year included expenditure on fixed assets and investment properties of approximately HK\$38.0 million (Last Year: approximately HK\$40.1 million) and approximately HK\$1.2 million (Last Year: approximately HK\$7.8 million) respectively.

CONTINGENT LIABILITIES AND COMMITMENTS

As at 31 March 2019,

- (a) the Group did not have any material contingent liabilities or guarantees (31 March 2018: Nil); and
- (b) the Group had operating lease commitments of approximately HK\$14.2 million (31 March 2018: approximately HK\$16.1 million).

CHARGES ON THE GROUP'S ASSETS

As at 31 March 2019, the Group's interests in the Weihai Property, and the equity interests in a PRC subsidiary which control the Weihai Property were pledged to an independent third party as security for borrowings with outstanding amount of approximately RMB500.0 million (equivalent to HK\$584.6 million).

FOREIGN EXCHANGE EXPOSURE

The Company is listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and is mainly responsible for corporate financing and administration, and engaged in investment holding. The business of the Company's subsidiaries primarily involves operations and investments in the PRC, with revenue and expenditure denominated in Renminbi. If necessary, the Group will consider using forward exchange contracts to hedge against foreign exchange exposures. The main foreign exchange exposure is from Renminbi, however as both revenue and expenditure of the Group's business are dominated in Renminbi, the Directors believe that the Group does not have significant foreign exchange exposure.

資本開支

本集團於本年度之資本開支包括固定資產及投資物業開支分別約38.0百萬港元(上年度:約40.1百萬港元)及約1.2百萬港元(上年度:約7.8百萬港元)。

或然負債及承擔

於二零一九年三月三十一日，

- (a) 本集團並無任何重大或然負債或擔保(二零一八年三月三十一日:無);及
- (b) 本集團有經營租賃承擔約14.2百萬港元(二零一八年三月三十一日:約16.1百萬港元)。

抵押本集團資產

於二零一九年三月三十一日，本集於威海物業的權益以及一家控制威海物業的國內附屬公司的權益已抵押予一名獨立第三方作為未償還借款5億元人民幣(約5.846億港元)之抵押。

外匯風險

本公司於香港聯合交易所有限公司(「聯交所」)主板上市，主要肩負企業融資及行政管理角色，業務為投資控股。本公司附屬公司業務主要於中國經營日常業務及投資，而收支乃以人民幣定值。在必要時，本集團將考慮使用遠期外匯合約以對沖外匯風險。主要的外匯風險是人民幣，然而本集團的業務收入及支出均是以人民幣定值，因此董事相信本集團無重大的外幣風險。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

MATERIAL ACQUISITIONS, DISPOSALS AND SIGNIFICANT INVESTMENTS

There was no material acquisition and disposal of subsidiaries and associated companies by the Group for the Current Year.

Save as disclosed above, as at 31 March 2019, the Group did not hold any significant investments (31 March 2018: Nil).

EMPLOYMENT AND REMUNERATION POLICY

As at 31 March 2019, the Group had a total of 47 employees (31 March 2018: 45 employees), including executive Directors. The remuneration and staff cost for the Current Year were approximately HK\$14.7 million (Last Year: approximately HK\$14.1 million). The Group's remuneration policy and packages for the executive Directors and senior management are determined by the remuneration, quality and nomination committee of the Company while those for other employees were reviewed and approved by the chief executive officer of the Company. The Group remunerates its employees based on industry practice and the performance of each individual. The Group also offers discretionary bonuses, medical insurance and defined contribution retirement plans, and provides a share option scheme for its employees and executive Directors.

FUTURE PROSPECTS

The current principal businesses of the Group are property investment, property development, hotel operations and provision of financial consultancy services in the PRC.

The Group's three important investment properties, namely 達興豪苑 in Zhongshan, 卓越大廈 in Yingkou and Jinggangshan hotel in Jiangxi, have all been leased, with tenants signing long-term lease agreements ranging from 9 to 15 years, which has locked in the long-term rental income and avoided issues associated with seeking new tenants at the end of each short term lease agreements and in the meantime, has guaranteed the stable cash inflows of the Group for each year, thereby allowing the Group to focus on developing other business with the bulk of its resources and energy.

主要收購、出售及重大投資

於本年度本集團並無進行任何收購及出售附屬公司或聯營公司之重大事項。

除上文所披露者外，於二零一九年三月三十一日，本集團並無持有任何重大投資（二零一八年三月三十一日：無）。

僱員及薪酬政策

於二零一九年三月三十一日，本集團合共有47名僱員（二零一八年三月三十一日：45名），包括執行董事。本年度之薪酬及僱員成本約為14.7百萬港元（上年度：約14.1百萬港元）。本公司之薪酬、素質及提名委員會負責釐定本集團執行董事及高級管理人員之薪酬政策及待遇，而行政總裁則負責檢討及批准其他僱員之薪酬政策及待遇。本集團給予僱員之薪酬乃根據業內慣例及僱員個別表現而定。本集團亦向其僱員及執行董事提供酌情花紅、醫療保險及定額供款退休計劃，並設有購股權計劃。

未來展望

本集團目前業務主要為在國內的物業投資、物業發展、酒店營運及金融顧問服務。

本集團三項重要投資物業，即中山達興豪苑、營口卓越大廈及江西井崗山酒店，三項物業均已全數租出，並與租客簽訂了為期九年至十五年之長期租約，鎖定了長時期的租金收入，避免遇到在短期租約續期時尋覓新租客的問題，亦穩定了本集團每年之現金流入收益，使本集團能集中精力專注在其他業務發展方面。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

The Golden Beach Phase I located in Weihai, Shandong province is a key project of the Group. Pre-sale of the apartment units commenced in the third quarter of 2018. The Group expects ideal sales performance can be achieved as the project features high quality apartment units situated in a perfect location with the picturesque beach view and swimming in the beach within reach. Currently, capping of the two apartment buildings has completed, and the main construction has reached practical completion. Planning of interior decoration is now underway, and the project is expected to be completed and delivered in the fourth quarter of 2020. By then, the Group will be able to recognise sales revenue from Golden Beach Phase I in the financial year of 2020/21. The construction of the hotel block is now up to the sixth floor, which is in line with expectations, and the hotel is also expected to be completed and operations is about to commence in the fourth quarter of 2020. The hotel portion of Golden Beach Phase I will be managed by a world-renowned hotel management company and will become a new landmark of Weihai city, Shandong province, securing the title of the highest building and the first international five-star hotel of the city. In addition, the Group is conducting market research on the project of Phase II near Golden Beach Phase I Weihai and may continue with development of the Phase II, expecting these two projects to create synergies.

Affected by the macro environment, our financial consultancy services was not able to maintain its revenue level. In light of this, the Group is actively exploring new businesses. While the domestic economic environment develops, many families are moving towards moderate living standard, the aging population problem is worsening. Aged people in PRC are increasingly inclined to invest in health and lifestyle. The healthcare industry is also a key industry heavily supported by the PRC government. The concept of comprehensive healthcare will become an important goal of the Group's future development. Comprehensive healthcare includes provision of preliminary planning, research, establishment, staff training and post-establishment management services to healthcare operators. In order to lay a solid foundation for the long run, the Group is now identifying professional teams in these sectors to develop comprehensive healthcare businesses through cooperation. Apart from such effort, the Group may also turn properties under its ownership into healthcare centres in the future, in order to operate its own healthcare services and building a dynamic business model of "healthcare operation + property investment".

山東威海金海灘一期是本集團之重點項目，公寓住宅已於二零一八年第三季度開始預售，由於項目優質及所處地理位置優越，只一步之遙即前臨金海灘美麗風景，在金海灘暢泳，本集團預期該項目可獲得理想銷售。兩座公寓住宅目前已封頂，主體工程完成，正在籌備內部裝修，預期二零二零年第四季度該項目能完成並交付使用，因此本集團於二零二零／二一財政年度可結轉金海灘一期之銷售收入。酒店座亦已建至六層，進度符合預期，亦預計於二零二零年第四季度能完成及開業。金海灘一期之酒店將成為山東威海市一個嶄新地標，將成為威海市最高之建築物，亦為威海市首家國際五星級酒店，由國際知名酒店管理公司管理。另外，本集團正對威海金海灘一期附近的二期項目進行調研，有可能繼續二期發展，以期兩項目能產生協同效應。

金融顧問服務方面，業務受大環境影響，有關收入未能維持。有見及此，本集團正積極研究開拓新業務。隨著國內經濟環境改變，普遍家庭邁向小康，但人口老齡化問題亦漸見嚴重。國內更多上年紀的人願意把資源投放在健康生活方面，這行業也是國家重點扶持之行業。大健康業務概念將會是本集團未來發展之重要目標。大健康業務包括對康養經營者提供前期策劃、調研、成立、員工培訓，及成立後的經營管理服務。本集團正物色此方面之專業團隊，以合作的形式發展大健康業務，長期為這業務奠下堅實基礎。除此以外，在未來，本集團也有可能以名下物業作為康養中心，直接經營康養服務，實現「康養經營+物業投資」連動策略的經營模式。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

In the future, the Group will also enhance the development of its financial consultancy services with the goal of building a financing platform for healthcare operators.

The Group is fully confident in its future development.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group is engaged in the businesses of property investment, property development, hotel operations and financial consultancy services in the PRC. Since the Group's businesses are all operated in the PRC, changes in the economic situation and policies in the PRC are the major risks and uncertainties exposed to the Group. The real estate industry in the PRC has been closely regulated by the Chinese government, and macroeconomic control policies may be strengthened or loosened from time to time in short or no notice, depending on the prevailing market conditions. Policies on purchase and price restriction in various places are among the major difficulties often encountered by real estate developers in the PRC. In addition, in the PRC, especially real estate enterprises, bear heavy tax burdens, such as land value-added tax, real estate tax, value-added tax and corporate income tax. As a result, the changes in tax policies will have a material impact on the Group. As the Group's main assets are located in the PRC, changes in the RMB exchange rate will also result in the significant changes in the values of the Group's total assets and net assets. Given the macroeconomic environment in the PRC has been affected by the Sino-US trade disputes in the past two years, uncertainties have been increasingly prevalent and it would be difficult to predict possible future changes. The annual growth of the PRC's gross national product has also continued to slow down in recent years. All of the abovementioned contributed to the uncertainties to which the Group's future operations is exposed.

In addition to the abovementioned risks and uncertainties, the Group's analysis on the credit risk and liquidity, interest rate risk and other price risk, currency risk, market risk and financial risks is detailed in the relevant notes relating to the financial instrument to the financial statements.

在未來，本集團亦會以為大健康經營者搭建融資平台為目標，加強發展金融顧問服務業務。

本集團對集團未來的發展充滿信心。

主要風險及不確定性

本集團之業務是在國內經營物業投資、物業發展、酒店營運及金融顧問服務。正因為本集團之業務所有都在國內，國內的經濟情況及政策變動成為本集團之主要風險及不確定性。國內的房地產行業一直受中國政府嚴密監控，宏觀調控政策隨著市場情況，時鬆時緊，不同地方的限購限價政策，是內地房地產發展商經常要面對的一大難題。此外，中國公司特別是房地產公司的稅負很重，例如土地增值稅、房產稅、增值稅及企業所得稅等多種稅種，稅策的改變會為本集團帶來極大影響。由於本集團的主要資產是在國內，人民幣匯率的變化也會令本集團的資產總值及淨資產值出現巨大變化。中國整體經濟這兩年受到中美貿易爭端影響，不確定性越來越大，未來變化亦難以預計。中國國民生產總值年增長近年也持續放緩，以上種種都為集團未來營運添上不確定性。

除了上述之風險及不確定性外，本集團對信貸風險及流動資金風險、利率風險及其他價格風險、外匯風險、市場風險及財務風險，詳載於財務報表內有關財務風險管理之分析。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the Current Year, as far as the Company is aware, there was no material breach of or non-compliance with applicable laws or regulations by the Group that has a material adverse impact on the business and operations of the Group.

RELATIONSHIPS WITH STAKEHOLDERS

The Group recognises that employees are its valuable assets. The Group's employee management focuses on recruiting and developing talents. Staff performance is measured on a regular and structured basis to provide employees with appropriate feedback and to ensure their alignment with the Group's corporate strategy. The Group also understands that maintaining a good long-term relationship with business partners is one of its primary objectives. Accordingly, the management has used its best endeavours to maintain good communications, promptly exchanged ideas and shared business updates with them when appropriate. During the Current Year, there was no material or significant dispute between the Group and its customers, suppliers and business partners.

遵守相關法律及法規

於本年度，據本公司所知，本集團概無嚴重違反或未遵守適用之法律或法規，以致對本集團之業務及營運構成重大不利影響。

與持份者之關係

本集團視僱員為其實貴資產。本集團在僱員管理方面，注重招聘及培育人才。員工之表現乃按定期及結構化之基準衡量，以向僱員提供合適之回饋，並確保其符合本集團之企業策略。本集團亦理解到，與業務夥伴維持長久良好之關係乃本集團之主要目標之一。因此，管理層盡力與彼等保持良好溝通、及時交流意見，並在適當時候分享業務最新情況。於本年度，本集團與其客戶、供應商及業務夥伴概無發生重大或嚴重糾紛。

Executive Directors

Ms. HUNG Man, formerly known as Xiong Shu Min, ("Ms. Hung"), Chairman of the Board ("Chairman"), chief executive officer ("CEO"), Chairman of the Executive Committee ("Executive Committee") and Member of the Remuneration, Quality and Nomination Committee ("RQNC") of the Company

Aged 50, Ms. Hung was appointed as an executive Director on 28 March 2019, and is also the Chairman of the Board, CEO, Chairman of the Executive Committee and Member of the RQNC. She invested in securities and real estate in Hong Kong in the 1990s. In 2012, Ms. Hung acquired shares in Crown Landmark Corporation ("CLC" and, together with its subsidiaries, the "**Crown Landmark Group**") and participated in the operations and management of the Crown Landmark Group, which eventually acquired a controlling equity interest in the Company in 2014. Under her management, the Crown Landmark Group expanded its various operations, and she accumulated years of experience in operating a business conglomerate.

Ms. Hung has substantial participation in non-profit and charitable activities. She is currently serving as director of the Crown International Foundation Limited, vice chairperson of the board of governors of the Hong Kong Guangan Development and Promotion Association, and honorary chairperson of the 14th term board of governors of the Hong Kong Alumni Association of Huaqiao University. She was a director of each of the 38th term and the 39th term board of directors, and is currently the vice chairperson of the 40th term board of directors, of Yan Oi Tong.

執行董事

熊敏女士（前稱熊淑敏）（「熊女士」），本公司董事會主席（「主席」）、行政總裁（「行政總裁」）、執行委員會（「執行委員會」）主席及薪酬、素質及提名委員會（「薪酬、素質及提名委員會」）成員

50歲，熊女士於二零一九年三月二十八日獲委任為執行董事、董事會主席、本公司行政總裁、董事會執行委員會主席及薪酬、素質及提名委員會成員。熊女士於九十年代開始在香港進行證券及物業等方面的投資。於二零一二年，熊女士入股皇冠置地集團有限公司（Crown Landmark Corporation，連同其附屬公司統稱「**皇冠置地集團**」）並參與皇冠置地集團（其最終於二零一四年收購本公司的控股股權）的經營及管理。在其管理下，皇冠置地集團拓展各項業務，且彼累積了多年的營商經驗。

熊女士熱心公益及社會服務。彼現任皇冠世界基金會有限公司董事、香港廣安發展促進理事會副理事長及華僑大學香港校友會第十四屆榮譽會長。彼曾擔任仁愛堂第三十八屆及三十九屆董事局總理，且現為第四十屆董事會副主席。

Directors' Biographies (Continued)

董事簡介 (續)

Mr. LI Yong Jun ("Mr. Li"), Vice Chairman of the Board and Member of the Executive Committee

Aged 50, Mr. Li was appointed as an executive Director on 3 May 2018, and is also a member of the Executive Committee. He holds a Master of Business Administration in management from Cheung Kong Graduate School of Business, and holds the qualification of senior engineer in the PRC. Mr. Li has over 20 years' experience in enterprise strategic decision making and corporate management. He is the president of Yong Xin Hua Holdings Group Co., Ltd. (永新華控股集團有限公司) together with its subsidiaries, the "YXHY Group". The YXHY Group was founded by Mr. Li in 2003 with its headquarters located in Beijing. The YXHY Group's major businesses cover industries real estate development, cultural tourism investment, and internet big data services. Its business scope covers cultural tourism real estate development, financial and real estate investment, construction and operation of cultural experience parks, investment in cultural and creative industries, internet big data services and art and finance industry, etc. Under his leadership, the YXHY Group expanded into a national diversified group.

Mr. Li is also the Asia chairman of the Global Hope Coalition (of which the Director-General of UNESCO is the Honorary President), the vice chairman of the China Industry University Research Collaboration Association, and the vice chairman of the China Intangible Cultural Heritage Protection Association.

Mr. LIU Hong Shen ("Mr. Liu"), Vice Chairman of the Board and Member of the Executive Committee

Aged 59, Mr. Liu was appointed as a non-executive Director of the Company (a "NED") on 27 May 2014 and also appointed as the vice Chairman of the Board on 2 July 2014. He was re-designated as an executive Director on 1 November 2015 and is a member of the Executive Committee. He obtained a bachelor's degree in Chinese Literature from Yunnan University in China.

As an entrepreneur, Mr. Liu has many years of experience in commerce, especially in real estate development in both residential and commercial properties. He and his business partners have invested in and developed both residential and commercial properties.

李永軍先生 (「李先生」), 董事會副主席及執行委員會成員

50歲, 李先生於二零一八年五月三日獲委任為執行董事及執行委員會成員。彼持有長江商學院工商管理碩士學位, 並持有中國高級工程師資格。李先生於企業策略決策及公司管理經驗方面具有逾二十年經驗。彼現任永新華控股集團有限公司 (連同其附屬公司, 統稱「永新華控股集團」) 董事長。永新華控股集團由李先生創於二零零三年, 總部位於北京。永新華控股集團主要從事產業地產開發、文化旅遊投資及互聯網大數據服務, 其業務範圍涵蓋文旅地產開發、金融地產投資、文化體驗園區建設及運營、文化創意產業投資、互聯網大數據服務及藝術金融產業等。在彼的帶領下, 永新華控股集團擴展為全國性多元化集團公司。

李先生同時擔任全球希望聯合會亞洲區主席 (聯合國教科文組織總幹事為名譽主席)、中國產學研究合作促進會副會長及中國非物質文化遺產保護協會副會長。

劉紅深先生 (「劉先生」), 董事會副主席及執行委員會成員

59歲, 劉先生於二零一四年五月二十七日獲委任為本公司非執行董事 (「非執行董事」), 亦於二零一四年七月二日獲委任為董事會副主席。彼於二零一五年十一月一日獲調任為執行董事, 並為執行委員會之成員。彼獲得中國雲南大學漢語文學學士學位。

作為一名企業家, 劉先生於商業尤其是住宅及商業物業之房地產開發方面擁有多年經驗。彼及其業務夥伴一直投資及開發住宅及商業物業。

Directors' Biographies (continued) 董事簡介 (續)

Mr. MENG Jin Long (“Mr. Meng”), Member of the Executive Committee
Aged 34, Mr. Meng was appointed as a NED on 27 May 2014. He was re-designated as an executive Director on 19 September 2014 and is a member of each of the Executive Committee and the RQNC. Mr. Meng was further appointed as the Chairman and the chairman of the Executive Committee during the period from 31 March 2015 to 27 March 2019. He was the CEO during the period from 31 March 2015 to 6 October 2016. He obtained a bachelor's degree in Business Administration from Jing Qiao University in China.

Mr. Meng joined the Crown Landmark Group in May 2012. Before joining the Crown Landmark Group, he was a sales manager at a real estate investment company in Beijing. Mr. Meng assisted in land and property development, shopping mall leasing and management and managed the sale and lease of several real estate projects.

Independent Non-executive Directors

Mr. LONG Tao (“Mr. Long”), Chairman of the Audit Committee and Member of the RQNC

Aged 66, Mr. Long was appointed as an independent Non-executive Director of the Company (an “INED”) on 27 May 2014 and is the chairman of the audit committee of the Company (the “Audit Committee”) and a member of the RQNC. He graduated from Research Institute for Fiscal Science, the Ministry of Finance, majoring in accounting. He holds a master's degree in Economics.

Mr. Long is currently the chairman of Beijing Haiwen Venture Capital, Ltd., an independent non-executive director of each of Qingling Motors Company Limited, a company whose shares are listed on the Stock Exchange (stock code: 1122), UBS SDIC Fund Management Company Limited, Beijing Whoswho Culture and Media Company Limited, Beijing Wangfujing Group Company, Limited (北京王府井集團股份有限公司), a company whose shares are listed on the Shanghai Stock Exchange (stock code: 600859) and Aimer Company Limited (愛慕股份有限公司).

孟金龍先生(「孟先生」), 執行委員會成員
34歲, 孟先生於二零一四年五月二十七日獲委任為本公司非執行董事。彼於二零一四年九月十九日被調任為執行董事並為執行委員會, 以及薪酬、素質及提名委員會之成員。孟先生於二零一五年三月三十一日至二零一九年三月二十七日期間曾獲委任為董事會主席及執行委員會主席。彼於二零一五年三月三十一日至二零一六年十月六日期間曾為行政總裁。彼獲得中國京橋大學工商管理學士學位。

孟先生於二零一二年五月加入皇冠置地集團。彼於加入皇冠置地集團前, 於北京一間房地產投資公司擔任銷售經理。孟先生協助土地及物業開發、商場租賃及管理, 以及管理數項房地產項目之銷售及租賃。

獨立非執行董事

龍濤先生(「龍先生」), 審核委員會主席及薪酬、素質及提名委員會成員

66歲, 龍先生於二零一四年五月二十七日獲委任為本公司獨立非執行董事(「獨立非執行董事」), 並為本公司審核委員會之主席, 以及薪酬、素質及提名委員會之成員。彼畢業於財政部財政科學研究所西方會計專業。彼持有經濟學碩士學位。

龍先生現任北京海問創業新技術投資管理有限公司董事長、慶鈴汽車股份有限公司(一間股份於聯交所上市之公司, 股份代號: 1122)、國投瑞銀基金管理有限公司、中外名人文化傳媒股份有限公司、北京王府井集團股份有限公司(一間股份於上海證券交易所上市之公司, 股份代號: 600859)及愛慕股份有限公司之獨立非執行董事。

Directors' Biographies (Continued)

董事簡介 (續)

Mr. Long has extensive knowledge and experience in corporate finance, accounting, audit, asset appraisal, enterprise restructuring and listing. Mr. Long had served as an associate professor at the Accountancy Division of Central University of Finance and Economics, and the New York office of KPMG Peat Marwick. He had acted as a member of the Securities Issue and Approval Committee of the China Securities Regulatory Commission and a member of the Chinese Accounting Expert Panel for China-Hong Kong Securities Team.

Mr. REN Guo Hua ("Mr. Ren"), Chairman of the RQNC and Member of the Audit Committee

Aged 63, Mr. Ren was appointed as an INED on 27 May 2014 and is the chairman of the RQNC and a member of the Audit Committee. He obtained a bachelor's degree in English and American literature from East China Normal University.

Mr. Ren is currently the senior advisor of StormHarbour Securities (Hong Kong) Limited. He has many years of experience in financial investment products. Mr. Ren served in various global financial institutions and has many years of experience in international banking and investment market. He was a managing director of Greater China Origination in StormHarbour Securities (Hong Kong) Limited and the general manager of Sinolink Financial Leasing Company Limited. Before that, Mr. Ren was a managing director and head of capital markets of China region in Standard Chartered Bank Hong Kong and had made valuable contributions to the Debt and Fixed Income business for the bank. In his earlier career, he also served in Commonwealth Bank of Australia Hong Kong, Fleet National Bank Shanghai Representative Office, True Stand Investments Limited (Hong Kong), Bear Stearns and Bank of China.

龍先生於公司財務、會計、審計、資產評估、企業重組及上市方面擁有豐富知識及經驗。龍先生曾經任職中央財經大學會計系副教授及畢馬威會計公司紐約分部。彼曾任中國證券監督管理委員會之股票發行審核委員會委員及中港證券小組中方科技專家組成員。

任國華先生（「任先生」），薪酬、素質及提名委員會主席及審核委員會成員

63歲，任先生於二零一四年五月二十七日獲委任為獨立非執行董事，並為薪酬、素質及提名委員會主席，以及審核委員會成員。彼獲得華東師範大學英國及美國文學學士學位。

任先生現任思博資本（香港）有限公司高級顧問。彼於金融投資產品方面擁有多年經驗。任先生曾任職於多間全球金融機構，並於國際銀行及投資市場擁有多年經驗。彼曾任思博資本（香港）有限公司之大中華區董事總經理及中達融資租賃有限公司總經理。於此之前，任先生曾擔任渣打銀行香港分行之資本市場部董事總經理及中國區主管，為渣打銀行之債務及固定收益業務作出寶貴貢獻。彼於其早期職業生涯亦曾任職於澳洲聯邦銀行香港分行、富利波士頓銀行上海代表處、True Stand Investments Limited (Hong Kong)、貝爾斯登投資銀行以及中國銀行。

Directors' Biographies (Continued) 董事簡介 (續)

Mr. CHEN Fang ("Mr. Chen"), Member of the Audit Committee and Member of the RQNC

Aged 60, Mr. Chen was appointed as an INED on 27 May 2014 and is a member of each of the Audit Committee and the RQNC. He obtained a graduate degree in Technical Economy from Harbin Institute of Technology in China.

Mr. Chen is currently the president of Beijing GZT Network Technology Inc. He has many years of experience in corporate governance as well as enterprise development and restructuring. Mr. Chen has also established a valuable network in the business communities. He was the Dean of the Institute of IT and Social Development Research of the Chongqing Technology and Business University.

陳放先生(「陳先生」)，審核委員會成員及薪酬、素質及提名委員會成員

60歲，陳先生於二零一四年五月二十七日獲委任為獨立非執行董事，並為審核委員會，以及薪酬、素質及提名委員會之成員。彼獲得中國哈爾濱工業大學技術經濟專業研究生學歷。

陳先生現任北京國政通網路科技有限公司董事長。彼於企業管治、企業發展與重組方面擁有多年經驗。陳先生亦於商界建立寶貴網絡。彼曾擔任重慶工商大學資訊技術與社會發展研究院院長。

Corporate Governance Report 企業管治報告

CORPORATE GOVERNANCE PRINCIPLES

The Board presents this corporate governance report for inclusion in the Company's annual report for the Current Year and up to the date of this annual report.

While focusing on its business development with full force, the Company places great effort in upholding its corporate governance standards as we believe good corporate governance is an important component in striving for the highest returns to the Shareholders.

The Company's principles of corporate governance emphasise on a quality Board, sound internal controls, independence, transparency of information and accountability to all stakeholders. Both the Board and the Group's management are committed to continuously improving corporate governance practices and an ethical corporate culture as the intrinsic value of the Company.

The Company is maintaining a high standard of corporate governance with a view to enhancing the management of the Company as well as preserving the interest of its Shareholders as a whole. The Company has complied with the applicable code provisions set out in the Corporate Governance Code (the "CG Code") and Corporate Governance Report contained in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), except the deviations with respect to Code Provision A.2.1 of the CG Code as further explained below.

THE BOARD

Board Composition

As at the date of this annual report, the Board comprises a total of seven Directors, being four executive Directors and three INEDs. The list of Directors is set out in the section headed "Report of the Directors" of this annual report. The Company has also maintained on its website and on the Stock Exchange's website an updated list of the Directors identifying their role and function and whether they are INEDs.

The Board is committed to maintaining a balanced composition in terms of its diversity of experience, expertise and independence. The Directors' biographical information is set out in the section headed "Directors' Biographies" on pages 23 to 27 of this annual report.

Each Director gives sufficient time and attention to the affairs of the Group. All Directors are required to disclose to the Company at the time of their appointment and annually the number and the nature of offices held in public companies or organizations and other significant commitments with an indication of the time involved.

企業管治原則

董事會提呈本企業管治報告，以供載入本公司本年度及截至本年報日期之年報內。

在全力發展業務的同時，本公司亦投入大量資源維持其企業管治水平，因為我們相信，良好的企業管治乃為股東爭取最高回報之重要因素。

本公司之企業管治原則強調高素質之董事會、健全之內部監控、獨立性、對所有利益相關人士的資訊透明度及責任承擔。董事會及本集團管理層均承諾持續改善企業管治常規，並將企業道德文化作為本公司之內在價值。

本公司維持高標準之企業管治，以提高本公司之管理以及保障股東之整體利益。本公司已遵守聯交所證券上市規則（「上市規則」）附錄十四所載之企業管治守則（「企業管治守則」）及企業管治報告所載之適用守則條文，惟與企業管治守則條文第A.2.1條相偏離，原因載於下文。

董事會

董事會組成

於本年報日期，董事會共有七名董事，由四名執行董事及三名獨立非執行董事組成。董事名單載列於本年報「董事報告」一節。本公司亦於其網站及聯交所網站登載一份最新董事名單，識別彼等的角色及職能以及彼等是否獨立非執行董事。

董事會承諾在成員中的多元化經驗、專長及獨立性之間，致力維持一個均衡的組合。董事的履歷載列於本年報第23至27頁之「董事簡介」一節。

各董事付出足夠時間及精神來處理本集團的事務。所有董事須於接受委任時及每年向本公司披露彼等於公眾公司或組織擔任職位的數目及性質，以及其他重大承擔，並提供擔任有關職務所涉及的時間。

Save for those as disclosed in the section headed “Directors’ Biographies” of this annual report, the Board members do not have any other financial, business, family or other material/relevant relationships with each other.

Directors’ continuing professional development

Pursuant to code provision A.6.5 of the CG Code, the Directors should participate in continuous professional development to develop and refresh their knowledge and skills. The purpose of the code provision is to get the Directors involved in the Board with an awareness of contribution thereto. Directors are continually updated on the latest development of the Listing Rules, legal and other regulatory requirements to ensure compliance and upkeep of good corporate governance practice. During the Current Year, all Directors, have participated in appropriate continuous professional development activities by ways of reading materials relevant to the Company’s business or to the Directors’ duties and responsibilities. All Directors have been required to provide the Company their records of training received for the Current Year.

Board diversity policy

The Board adopted the board diversity policy on 4 September 2013 which sets out the approaches to achieve diversity on the Board. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. Further, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and sustainable development. In designing the Board’s composition, board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge. All the Directors’ appointments will be based on meritocracy, and candidates will be considered against the objective criteria, having due regard to the benefits of diversity on the Board.

As at the date of this annual report, the Board comprises seven members coming from various professional backgrounds including property development, accounting and corporate governance, etc. The Board is of the view that the current Board has provided a good balance of skills and experience to the Company and will continue to review its composition from time to time.

The board diversity policy is posted on the website of the Company.

除本年報「董事簡介」一節所披露者外，董事會成員之間概無其他財務、業務、家族或其他重大／相關關係。

董事持續專業發展

根據企業管治守則之守則條文A.6.5，董事須參加持續專業培訓，以增進及重溫彼等的知識及技能。守則條文旨在促進董事參與董事會事務，並對董事會作出貢獻。董事持續地獲取上市規則、法律及其他監管規定最新發展的更新資料，以確保彼等遵守及維持良好的企業管治常規。於本年度內，所有董事透過閱讀與本公司業務或董事職務及職責相關的資料，參與持續專業發展。所有董事均須向本公司提供彼等於本年度接受培訓的紀錄。

董事會多元化政策

董事會於二零一三年九月四日採納董事會多元化政策，該政策列明董事會為達致成員多元化所採取之方針。本公司明白並深信董事會成員多元化對提升公司的表現質素裨益良多。此外，本公司視董事會成員日益多元化為支持其達致戰略目標及維持可持續發展之要素。本公司在設定董事會成員組合時，已從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能及知識。所有董事任命均以用人唯才為原則，並以客觀條件考慮人選，同時會充分顧及董事會成員多元化之裨益。

於本年報日期，董事會由七名來自不同專業背景（包括物業發展、會計及企業管治等）之成員組成。董事會認為，現行董事會為本公司提供了均衡技能和經驗，並會繼續不時檢討其成員組合。

董事會成員多元化政策登載於本公司網站上。

Corporate Governance Report (continued)

企業管治報告 (續)

Directors' nomination and appointment

Since April 2006, the Company has adopted the "Procedures on Directors' Nomination, Appointment and Re-appointment" which sets out the procedures, processes and criteria to select and recommend candidates for directorship.

Pursuant to the articles of association of the Company (the "**Articles of Association**"), the Board is empowered to appoint a Director to fill a casual vacancy or as an addition to the Board. Shareholders (being two or more Shareholders together holding not less than ten per cent. of the entire issued shares of the Company) are empowered to nominate candidates for directorship and subject to Shareholders' approval at the general meeting of the Company. The RQNC can also nominate candidates for directorship for appointment by the Board. Any Director appointed by the Board during the year shall hold office until the next annual general meeting of the Company (the "**AGM**") and be eligible for re-election.

The determination of the emoluments of Directors is based on the duties and responsibilities of the individual Director by reference to the prevailing market conditions.

The Company has purchased directors' and officers' liability insurance for all Directors.

Remuneration of Directors

Particulars of the Directors' remuneration for the Current Year are set out in Note 13 to the consolidated financial statements.

Board practices

The Board holds meetings regularly at least four times a year. Additional meetings will be arranged, if and when required. All Directors are given opportunities to include matters in the meeting agenda. Generally, notice of at least 14 days is given for a regular Board meeting. Reasonable notice will be given for all other Board meetings. Minutes are kept by the company secretary of the Company (the "**Company Secretary**") and available for inspection by the Directors. Directors have separate and independent access to the Company's senior management, and full and unrestricted access to relevant information in a timely manner with appropriate information in such form and of such quality as will enable them to make an informed decision and discharge their duties and responsibilities. The Board ensures that Directors are provided with sufficient resources in the furtherance of their duties as Board/committee members, including access to independent professional advice, if necessary, at the Company's expense.

董事之提名及委任

自二零零六年四月起，本公司採納《董事提名、委任及重新委任程序》，當中列明篩選及推薦董事人選之程序、過程及標準。

根據本公司之組織章程細則（「**組織章程細則**」），董事會有權委任董事以填補臨時空缺或增添董事會成員。股東（即共同持有本公司全部已發行股份不少於百分之十之兩名或以上股東）有權提名董事人選，惟須經股東於本公司之股東大會上批准。薪酬、素質及提名委員會亦可提名董事人選供董事會考慮委任。董事會於年內委任之任何董事任職至下屆本公司股東周年大會（「**股東周年大會**」）並符合資格接受重選。

釐定董事酬金之基準以個別董事之職務及職責為基礎，並以當前市況作參考。

本公司已為全體董事購買董事及高級職員責任保險。

董事之薪酬

本年度之董事薪酬詳情載於綜合財務報表附註13。

董事會常規

董事會每年最少舉行四次定期會議，亦會於有需要時安排額外會議。全體董事均有機會在會議議程中加入討論事項。董事會定期會議一般發出至少十四日通知。所有其他董事會會議之通知均於合理時間發出。會議紀錄由本公司之公司秘書（「**公司秘書**」）存置且可供董事查閱。董事可個別及獨立地接觸本公司之高級管理層，亦可全面無限制地適時取得所有合適資料，而資料之形式及質量足以使彼等作出知情決定及履行彼等之職責。董事會確保各董事有足夠資源以供他們履行其董事會／委員會成員的職責，包括在需要時尋求獨立專業意見，費用由本公司支付。

Corporate Governance Report (continued) 企業管治報告 (續)

During the Current Year, ten physical Board meetings were held and the attendance record is set out below:

董事會於本年度內曾舉行十次董事會議，出席紀錄載列如下：

Directors		No. of Attendance/ Eligible to Attend 出席次數／ 合資格出席次數	General Meeting* 股東大會*
董事			
Ms. HUNG Man ¹	熊敏女士 ¹	1/1	0/0
Mr. LI Yong Jun ²	李永軍先生 ²	6/9	0/1
Mr. LIU Hong Shen	劉紅深先生	9/10	0/1
Mr. MENG Jin Long	孟金龍先生	10/10	1/1
Mr. LONG Tao	龍濤先生	10/10	1/1
Mr. REN Guo Hua	任國華先生	9/10	1/1
Mr. CHEN Fang	陳放先生	9/10	1/1
Mr. YEUNG Man, Simon ³	楊敏先生 ³	10/10	1/1
Dr. WONG Hoi Kin ⁴	黃海堅博士 ⁴	6/6	1/1

¹ appointed on 28 March 2019

² appointed on 3 May 2018

³ resigned on 28 March 2019

⁴ appointed on 9 July 2018 and resigned on 28 March 2019

¹ 於二零一九年三月二十八日獲委任。

² 於二零一八年五月三日獲委任。

³ 於二零一九年三月二十八日已辭任。

⁴ 於二零一八年七月九日獲委任及於二零一九年三月二十八日已辭任。

* The 2018 AGM held on 7 September 2018.

* 二零一八年九月七日舉行二零一八年股東週年大會。

Independence

The Company believes that independence brings unbiased judgment and conscience in decision making. The Board currently comprises three INEDs. One of the INEDs possesses accounting expertise as required under Rule 3.10(2) of the Listing Rules. The Board received from each INED a written confirmation of his independence and was satisfied with his independence as required by the Listing Rules.

According to article 133 of the Articles of Association, one-third of the Directors who served longest on the Board since they were last elected, shall retire but shall be eligible for re-election at the AGM. Pursuant to code provision A.4.2 of the CG Code, every Director shall retire by rotation at least once every three years. The Board will ensure that each Director shall retire by rotation in the above manner in order to comply with the code provisions of the CG Code.

獨立性

本公司相信獨立性可使作出決策時保持中立判斷及良知。董事會現包括三名獨立非執行董事；其中一名獨立非執行董事具備上市規則第3.10(2)條所規定之會計專業知識。董事會已接獲各獨立非執行董事之獨立性確認書，並信納彼等具備上市規則所規定之獨立性。

根據組織章程細則第133條，董事會內三分之一自上次獲選後任職時間最長之董事須於股東周年大會上退任並合資格接受重選。根據企業管治守則之守則條文A.4.2，每名董事須最少每三年輪值退任一次。為遵守企業管治守則內之守則條文，董事會將確保每名董事按上述方式輪值退任。

Corporate Governance Report (continued)

企業管治報告 (續)

According to article 133 of the Articles of Association, a Director appointed to fill a casual vacancy or as an addition to the Board is subject to re-election by Shareholders at the first AGM after his/her appointment.

Any re-election of an INED who has served the Board for more than nine years, should be subject to a separate resolution to be approved by Shareholders.

Relationship

All the Directors do not have any financial, business, family or other material/relevant relationship with one another.

Chairman and CEO

Pursuant to Code Provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. After the appointment of Ms. HUNG Man as an executive Director, the Chairman and the CEO on 28 March 2019, she has served as both the Chairman and the CEO, such practice deviates from the Code Provision A.2.1 of the CG Code. By taking into the account the current circumstances of the Group as a whole, the Board considers Ms. HUNG Man, being a key leader of the Group, as a suitable candidate to be the CEO, ensuring consistent direction with the Group and enables more effective and efficient overall strategic planning for the Group. The Board will consider splitting the roles of Chairman and CEO at a time when it is appropriate. Therefore, the Board believes that the deviation from the Code Provision A.2.1 of the CG Code is applicable in such circumstance. Also, under the supervision of the Executive Committee which is comprised of four executive Directors, the Board is appropriately structured with a balance of power to provide sufficient checks to protect the interest of the Company and the Shareholders.

Independent non-executive Directors

Each of the INEDs has entered into a service agreement with the Company for a term of three years. The term of office is subject to retirement by rotation and re-election in accordance with the Articles of Association and the CG Code.

根據組織章程細則第133條，為填補臨時空缺或增添董事會成員而委任之董事須在彼獲委任後之首次股東周年大會上接受股東重選。

凡服務董事會超過九年之獨立非執行董事，須獲股東以獨立決議案批准方可續任。

關係

全體董事之間不存在任何財務、業務、親屬或其他重大／相關關係。

主席及行政總裁

守則條文第A.2.1條規定，主席及行政總裁之職務應由不同人士擔任及履行職責。熊敏女士同時出任主席及行政總裁，故本公司未能遵守此條文規定。董事會認為，熊女士於香港及中國的商業關係網絡及其投資房地產與證券市場及經營企業集團的經驗將為本集團（主要業務為（其中包括）物業投資、物業發展、酒店營運及金融顧問服務）帶來業務營運及戰略發展方面的裨益。董事會因此認為其任職對於本公司及其股東整體有利。此外，目前董事會成員包括經驗豐富的高素質人才且包含足夠數量的獨立非執行董事，因此董事會相信這一做法將不會影響董事會的權力制衡。但本集團仍會根據現時情況不時檢討這一架構。董事會將於適當時候考慮分開主席及行政總裁的角色。因此，董事會認為，偏離企業管治守則的守則條文第A.2.1條在有關情況下實屬恰當。此外，在執行委員會（由四名執行董事組成）之監督下，董事會恰當地以權力平衡之方式構建，為保障本公司及其股東之利益提供充分監察。

獨立非執行董事

每名獨立非執行董事已與本公司訂立服務協議，為期三年。彼等於任期內須按照組織章程細則及企業管治守則輪值告退及接受重選。

As equal Board members, the INEDs give the Board and the Board committees on which they serve the benefit of their skills, expertise and various backgrounds and qualifications through regular attendance and active participation. They make positive contributions to the development of the Company's strategy and policies through independent, constructive and informed comments.

Their attendance to Board, Board committee and general meetings are disclosed in other parts of this Corporate Governance Report.

The INEDs are identified in all corporate communications that disclose the names of Directors.

Matters reserved for the Board

The Company's "Guideline on Division of the Roles of the Board and the Management" has set out clearly the roles of the Board and the Group's management.

Matters reserved for the Board include long term objectives and commercial strategies, corporate and capital structures, financial reporting and controls, internal controls, material contracts, communications, Board memberships, remuneration, delegation of authority, corporate governance matters and policy setting.

The Group's management is mainly responsible for the execution of the business plans, strategies and policies adopted by the Board and assigned to it from time to time.

BOARD COMMITTEES

The Board has established various committees, including the Executive Committee, the Audit Committee and the RQNC and delegated authority to them for overseeing certain aspects of the Company's affairs. There are clear written terms of reference for the Board committees. Reports of the Board committee meetings are presented to the Board regularly.

作為地位平等之董事會成員，獨立非執行董事透過定期出席會議及積極參與事務，以彼等的技能、專長、背景及資歷為董事會及彼等服務的董事委員會帶來裨益。彼等提供獨立、具建設性及知情之評價，對本公司策略及政策發展作出正面貢獻。

彼等出席董事會會議、董事委員會會議及股東大會之紀錄於本企業管治報告其他部分披露。

獨立非執行董事會於所有披露董事姓名之企業通訊中作出識別。

保留以待董事會處理之事宜

本公司之《董事會及管理層角色分工指引》清晰列明董事會與本集團管理層之角色。

保留以待董事會處理之事宜包括長期目標及商業策略、企業及資本結構、財務匯報及監控、內部監控、重大合約、傳訊、董事會成員、薪酬、授權、企業管治事宜及政策制訂。

本集團管理層主要負責執行董事會採納之商業計劃、策略及政策以及董事會不時指派之工作。

董事委員會

董事會已成立多個委員會，包括執行委員會、審核委員會及薪酬、素質及提名委員會，並賦予各委員會權力以監督本公司若干範疇之事務。各董事委員會均訂有明確書面職權範圍。董事委員會會議之報告會定期提交予董事會。

Corporate Governance Report (continued)

企業管治報告 (續)

Executive Committee

The Executive Committee comprises all the executive Directors. As at the date of this annual report, the Executive Committee is chaired by Ms. HUNG Man and the members are Mr. LI Yong Jun, Mr. LIU Hong Shen and Mr. MENG Jin Long.

The Executive Committee is delegated to be responsible for the day-to-day management, administration and operation of the Company and its principal duties are clearly set out in its terms of reference. The delegated functions and work tasks are periodically reviewed.

Audit Committee

The Audit Committee comprises all the INEDs who possess appropriate business, legal, engineering and financial experience and skills to undertake the review of financial statements in accordance with good practice of financial reporting. As at the date of this annual report, the Audit Committee is chaired by Mr. LONG Tao and the members are Mr. REN Guo Hua and Mr. CHEN Fang.

The terms of reference of the Audit Committee were revised on 31 March 2016 to reflect the additional responsibility of the Audit Committee arising from the Stock Exchange's amendments to risk management and internal control under the CG Code applicable to listed companies with an accounting period beginning on or after 1 January 2016.

The Audit Committee's main duties, among others, are as follows:

- (1) to recommend to the Board the appointment, re-appointment and removal of the independent auditor of the Company (the **"Independent Auditor"**), and to approve the remuneration and terms of engagement of the Independent Auditor, and deal with any questions of its resignation or dismissal;
- (2) to review and monitor the Independent Auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
- (3) to discuss with the Independent Auditor on the nature and scope of the audit and reporting obligations before the audit commences;
- (4) to develop and implement a policy on engaging Independent Auditor for the provision of non-audit services;

執行委員會

執行委員會成員包括所有執行董事。於本年報日期，執行委員會由熊敏女士出任主席，成員為李永軍先生、劉紅深先生及孟金龍先生。

執行委員會獲授權負責本公司日常管理、行政及營運，而其主要職務明確載於其職權範圍。其獲授權能及工作目標將定期檢討。

審核委員會

審核委員會成員包括所有獨立非執行董事，彼等均具備合適的商業、法律、工程及財務經驗與技能，以根據財務匯報良規審閱財務報表。於本年報日期，審核委員會由龍濤先生出任主席，成員為任國華先生及陳放先生。

審核委員會之職權範圍已於二零一六年三月三十一日修訂，以反映根據會計期間於二零一六年一月一日或之後開始之上市公司適用之企業管治守則，聯交所對風險管理及內部監控之修訂所引致審核委員會須承擔之額外責任。

審核委員會之主要職務（其中包括）如下：

- (1) 就本公司獨立核數師（「獨立核數師」）之委任、重新委任及撤換向董事會提供推薦建議、批准獨立核數師之酬金及聘用條款，以及處理任何有關其辭任或辭退之問題；
- (2) 按照適用準則審閱及監察獨立核數師是否獨立及客觀，以及審核過程之成效；
- (3) 於審核工作開展前與獨立核數師討論審核性質及範圍以及申報責任；
- (4) 就聘用獨立核數師提供非審核服務制訂政策，並予以執行；

Corporate Governance Report (continued) 企業管治報告 (續)

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| <p>(5) to monitor the integrity of financial statements and to review the annual report, interim report and financial statements and to review significant financial reporting judgments contained therein, before submission to the Board;</p> <p>(6) to review financial control, risk management and internal control systems;</p> <p>(7) to discuss the internal control system with the Group's management to ensure that the Group's management has performed its duty to have an effective control system, including the adequacy of the resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;</p> <p>(8) to ensure co-ordination between the internal auditors and the Independent Auditors;</p> <p>(9) to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor its effectiveness;</p> <p>(10) to review the Independent Auditor's management letters, any material queries raised by the Independent Auditor to the Group's management about accounting records, financial accounts or systems of control and the Group's management's response; and</p> <p>(11) to report to the Board on the matters in code provision C.3.3 of the CG Code.</p> | <p>(5) 於年報、中期報告及財務報表提交予董事會前監察該等報告及報表是否完整，審閱該等報告及財務報表，以及審閱該等報告及報表所載之重大財務申報判斷；</p> <p>(6) 檢討財務監控、風險管理及內部監控系統；</p> <p>(7) 與本集團管理層討論內部監控系統，確保本集團管理層已履行維持有效監控系統之職務，範圍涵蓋本公司會計和財務申報職能之資源、員工資歷與經驗、培訓計劃及預算是否足夠；</p> <p>(8) 確保內部核數師與獨立核數師之間的協調；</p> <p>(9) 確保內部審核職能的資源充足及於本公司內有適當地位，並檢討及監察其成效；</p> <p>(10) 審閱獨立核數師之管理函件、獨立核數師向本集團管理層提出有關會計紀錄、財務賬目或監控系統之任何重大查詢以及本集團管理層回應；及</p> <p>(11) 向董事會匯報企業管治守則守則條文C.3.3之事宜。</p> |
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Corporate Governance Report (continued)

企業管治報告 (續)

The Audit Committee held two meetings during the Current Year and the attendance record is set out below:

審核委員會於本年度舉行了兩次會議，出席紀錄載列如下：

Directors		No. of Attendance/ Eligible to Attend 出席次數/ 合資格出席次數
董事		
Mr. LONG Tao	龍濤先生	2/2
Mr. REN Guo Hua	任國華先生	2/2
Mr. CHEN Fang	陳放先生	2/2

Representatives of the Independent Auditor attended both meetings

獨立核數師之代表已出席兩次會議

The main works performed by the Audit Committee during the Current Year included the review of the Independent Auditor's audit plan, the review of the annual financial statements for the year ended 31 March 2018 and interim financial statements for the six months ended 30 September 2018 with recommendation to the Board for approval. It has also reviewed the adequacy and effectiveness of internal control system, approved the internal audit report and reviewed and recommended the appointment and re-appointment of the Independent Auditor.

於本年度，審核委員會進行之主要工作包括審閱獨立核數師之核數方案、審閱截至二零一八年三月三十一日止年度之年度財務報表及截至二零一八年九月三十日止六個月之中期財務報表，並建議董事會批准。審核委員會亦已檢討內部監控制度是否充足及有效、批准內部核數報告並檢討及建議委任及重新委任獨立核數師。

The Audit Committee has reviewed the Company's audited consolidated results for the Current Year, including the accounting principles and practice adopted by the Group and recommended to the Board for consideration. The Audit Committee has also recommended the re-appointment of BDO Limited ("BDO") as the Independent Auditor at the forthcoming AGM.

審核委員會已審閱本公司本年度之經審核綜合業績（包括本集團採納之會計原則及慣例），並向董事會建議以供考慮。審核委員會亦建議於應屆股東周年大會上重新委任香港立信德豪會計師事務所（「立信德豪」）為獨立核數師。

RQNC

The RQNC comprises all the INEDs and one executive Director. As at the date of this annual report, the RQNC is chaired by Mr. REN Guo Hua and the members are Ms. HUNG Man, Mr. LONG Tao and Mr. CHEN Fang.

薪酬、素質及提名委員會

薪酬、素質及提名委員會由全體獨立非執行董事及一名執行董事組成。於本年報日期，薪酬、素質及提名委員會由任國華先生出任主席，成員為熊敏女士、龍濤先生及陳放先生。

Corporate Governance Report (continued) 企業管治報告 (續)

The terms of reference of the RQNC were revised on 1 January 2019 which are available on the Company's website and the Stock Exchange's website. Its principal duties are to make recommendations to the Board on the Company's remuneration policy and structure for all Directors and senior management, and to draw up procedures for formulating an incentive-based remuneration policy. The RQNC is authorised by the Board to determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management, and is responsible for making recommendations to the Board on remuneration of NEDs. No Director or any of his associates will be involved in deciding his own remuneration.

The RQNC is also responsible for reviewing the structure, size and composition of the Board at least annually, assessing the performance of the executive Directors, assessing the independence of INEDs, identifying individuals suitably qualified to become Board members, determining the policy for the nomination of the Directors, and make recommendations to the Board on the appointment or re-appointment of Directors.

In determining the Company's remuneration policy, the RQNC considers, among other things, salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group.

The RQNC also reviews and approves compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure it is consistent with contractual terms or is otherwise fair and not excessive.

The Company provides the RQNC with sufficient resources to perform its duties. Where necessary, the RQNC will engage independent professional advice at the Company's expense.

薪酬、素質及提名委員會的職權範圍已於二零一九年一月一日修訂，有關職權範圍可於本公司網站及聯交所網站查閱。薪酬、素質及提名委員會之主要職務為就本公司所有董事及高級管理人員之薪酬政策及架構向董事會提供推薦建議，並就制定以獎勵為基礎之薪酬政策設立程序。薪酬、素質及提名委員會獲董事會授予職權，專責釐定個別執行董事及高級管理人員之薪酬待遇，同時負責就非執行董事之薪酬向董事會提供推薦建議。董事或其聯繫人不得參與釐定本身之薪酬。

薪酬、素質及提名委員會亦負責最少每年檢討董事會架構、規模及成員組合，評估執行董事之表現，評估獨立非執行董事之獨立性，物色具備適當資格之人士擔任董事會成員，釐定董事提名政策，並就委任或重新委任董事向董事會提供推薦建議。

於釐定本公司之薪酬政策時，薪酬、素質及提名委員會考慮之因素包括可資比較公司支付之薪金、所投放之時間及職責以及本集團其他職能之僱傭條件。

薪酬、素質及提名委員會亦會審閱及批准就執行董事及高級管理人員離職或終止職務或任命而應付予彼等之補償，確保補償符合合約條款，屬公平且金額不會過高。

本公司向薪酬、素質及提名委員會提供充足資源以履行其職務。如有需要，薪酬、素質及提名委員會將徵詢獨立專業意見，費用由本公司承擔。

Corporate Governance Report (Continued)

企業管治報告 (續)

During the Year, the RQNC held five meetings and the attendance record is set out below:

於本年度，薪酬、素質及提名委員會舉行了五次會議，出席紀錄載列如下：

Directors		No. of Attendance/ Eligible to Attend 出席次數／ 合資格出席次數
董事		
Mr. REN Guo Hua	任國華先生	4/5
Ms. HUNG Man ¹	熊敏女士 ¹	0/0
Mr. MENG Jin Long ²	孟金龍先生 ²	5/5
Mr. LONG Tao	龍濤先生	5/5
Mr. CHEN Fang	陳放先生	4/5

¹ appointed on 28 March 2019

¹ 於二零一九年三月二十八日獲委任

² ceased to act on 28 March 2019

² 於二零一九年三月二十八日已停止擔任

The main works performed by the RQNC during the Current Year included review of the structure, size and composition of the Board, making recommendations on the appointment and re-appointment of Directors and the assessment of the independence of INEDs.

於本年度，薪酬、素質及提名委員會進行之主要工作包括檢討董事會架構、規模及成員組合、就委任及重新委任董事提出推薦建議，以及評估獨立非執行董事之獨立性。

Pursuant to Code Provision of B.1.5 of the CG Code, the emoluments of the members of the senior management of the Group by bands is set out below:

根據企業管治守則之守則條文B.1.5，本集團高級管理層成員的酬金按組別載列如下：

Remuneration Bands		Number of Individuals 人數
薪酬組別		
Nil to HK\$1,000,000	零至1,000,000港元	7
HK\$1,000,001 – HK\$2,000,000	1,000,001港元至2,000,000港元	2

CORPORATE GOVERNANCE

The Board is entrusted with the overall responsibility to maintain a good standard of corporate governance practices and business ethics within the Group under the terms of reference of the corporate governance function.

Corporate governance functions

The Board is responsible for determining the policy for the corporate governance of the Company, and performing the corporate governance duties including:

- (1) to develop and review the Company's policies and practices on corporate governance;
- (2) to review and monitor the training and continuous professional development of the Directors and senior management;
- (3) to review and monitor the Company's policies and practices in compliance with legal and regulatory requirements;
- (4) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and the Directors; and
- (5) to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report as required under the Listing Rules.

企業管治

董事會獲委以整體責任，根據企業管治職能之職權範圍在本集團內維持良好企業管治常規及業務操守水平。

企業管治職能

董事會負責釐定本公司之企業管治政策及履行企業管治職務，包括：

- (1) 制訂及檢討本公司之企業管治政策及常規；
- (2) 檢討及監察董事及高級管理人員之培訓及持續專業發展；
- (3) 根據法律及監管規定檢討及監察本公司之政策及慣例；
- (4) 制訂、檢討及監察適用於僱員及董事之操守準則及合規手冊（如有）；及
- (5) 檢討本公司遵守企業管治守則之情況及上市規則規定之企業管治報告之披露事項。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Board has adopted its own code of conduct regarding securities transactions by Directors (the “**Securities Code**”) on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) contained in Appendix 10 to the Listing Rules. Having been made specific enquiries by the Company, the Directors have confirmed compliance with the Securities Code in their securities transactions during the Current Year.

INDEPENDENT AUDITOR

The audited consolidated financial statements of the Group for the Year were audited by BDO whose term of office will expire at the conclusion of the forthcoming AGM. The Audit Committee has recommended to the Board that BDO be nominated for re-appointment as the Independent Auditor at the forthcoming AGM.

BDO provides an annual audit assurance on the Company’s financial statements. It is the responsibility of the Independent Auditor to form an independent opinion, based on its audit, on the financial statements and to report its opinion solely to the members, as a body, in accordance with section 405 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Companies Ordinance**”). The Audit Committee is obliged to ensure continuing Independent Auditor’s objectivity and safeguard independence.

For the Current Year, audit services fee amounted to approximately HK\$1.35 million. No non-audit services were provided by the auditor.

DIRECTORS’ AND INDEPENDENT AUDITOR’S RESPONSIBILITIES

The Directors are responsible for overseeing the preparation of financial statements for each financial period to ensure that such financial statements give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. The Company’s financial statements are prepared in accordance with all relevant statutory requirements and applicable accounting standards. The Directors are responsible for ensuring that appropriate accounting policies are selected and applied consistently; and that judgment and estimates made are prudent and reasonable.

董事進行證券交易之標準守則

董事會已就董事進行證券交易採納自身之行為守則（「證券守則」），其條款不遜於上市規則附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」）規定之標準。根據本公司作出之特定查詢，董事已確認彼等於本年度內進行證券交易時已遵守證券守則。

獨立核數師

本集團本年度之經審核綜合財務報表已由立信德豪審核，其任期將於應屆股東周年大會結束時屆滿。審核委員會建議董事會提名立信德豪於應屆股東周年大會上獲重新委任為獨立核數師。

立信德豪為本公司之財務報表提供年度審核保證。獨立核數師之責任是根據審核之結果，對財務報表提出獨立意見，並按照公司條例（香港法例第622章）（「公司條例」）第405條僅向整體成員報告其意見。審核委員會負責確保獨立核數師持續客觀及保證獨立。

於本年度，審核服務費用約為1.35百萬港元。核數師並無提供非審核服務。

董事及獨立核數師之責任

董事負責監察各財政期間財務報表之編製工作，以確保該等財務報表可真實公正地反映本集團於該期間之事務狀況、業績及現金流量。本公司財務報表乃根據所有相關法定要求及適用會計準則編製。董事負責確保選用及貫徹應用適當之會計政策，以及所作判斷及估計均屬審慎及合理。

There are no material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

BDO, the Independent Auditor, has presented its responsibilities in the Independent Auditor's Report in respect of the Company's consolidated financial statements for the Current Year as set out on pages 70 to 76 of this annual report.

INTERNAL CONTROLS AND RISK MANAGEMENT

The Board has overall responsibility for internal controls and reviewing its effectiveness. Policies and procedures are in place to ensure that assets are adequately protected against unauthorised use or disposal and that the interests of Shareholders are safeguarded. The systems in place are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

The Board maintains an organizational structure with clearly defined levels of responsibility and authority and appropriate reporting procedures. The Board meets regularly and has a schedule of matters that are brought to it for decision in order that effective control over strategic, financial, operational and compliance issues can be maintained.

To enable the Company to discharge its annual review responsibilities pursuant to code provision C.2.1 of the CG Code, the Company has reviewed the need for an internal audit function and considered it appropriate to continue with the practice of outsourcing the internal audit functions. Accordingly, the Company has engaged an external professional internal control consultant firm, SHINEWING Risk Services Limited ("SHINEWING"), to provide internal audit services to the Group on an annual basis.

SHINEWING has conducted evaluation and tests in connection with the following management's assertions for the Current Year:

- (1) the system of internal control of the Group is effective;
- (2) the risk management process of the Group is effective; and
- (3) effective internal controls are maintained to safeguard the Group's assets.

概無存在任何涉及可能對本公司持續經營能力產生重大疑問之事件或情況之重大不明朗因素。

獨立核數師立信德豪於本年報第70至76頁所載有關本公司本年度之綜合財務報表之獨立核數師報告內列述彼等之責任。

內部監控及風險管理

董事會全權負責內部監控及檢討其效益。本公司設有一套政策及程序確保資產獲得充份保障，防止未經授權使用或出售資產，並確保股東利益獲得保障。本公司實施了專門用以管理（而非消除）未能達成業務目標風險之制度，該制度只能為防止出現重大錯誤陳述或虧損提供合理（但非絕對）之保證。

董事會維持組織架構，明確界定職責及職權程度及合適之報告程序。董事會定期舉行會議並訂明提交其決定之事宜之時間表，以保持有效監控策略、財務、營運及遵守法規事宜。

為確保本公司能履行根據企業管治守則之守則條文C.2.1所規定之年度審閱責任，本公司檢討內部審核職能需求，認為繼續外聘進行內部審核職能之常規屬適當。因此，本公司已委聘一家外聘專業內部監控顧問公司信永方略風險管理有限公司（「信永方略」），每年向本集團提供內部核數服務。

於本年度，信永方略已進行有關下列管理層聲明之評估及測試：

- (1) 本集團之內部監控制度為有效；
- (2) 本集團之風險管理程序為有效；及
- (3) 已為保障本集團資產維持有效之內部監控。

Corporate Governance Report (continued) 企業管治報告 (續)

SHINEWING also formulates the annual internal audit plan and procedures, conducts periodic independent reviews on the operations of each division to identify any irregularities and risks, develops action plans and makes recommendations to address the identified risks, and report to the Audit Committee on any key findings and progress of the internal audit process. The Audit Committee, in turn, reports to the Board on any material issues and makes recommendations to the Board.

In strict compliance with the requirements of code provision C.2.1 of the CG Code, the Directors keep reviewing the internal control system of the Group and further improve the system with respect to financial control, operational control, compliance control and risk management on top of the comprehensive review of the internal control system conducted under the guidance of the Board. In addition, this review also considers the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function. The Board considers the risk management and internal control systems are effective and adequate.

The Company will continue, where necessary, to improve its internal control system and strengthen its risk management capability.

COMPANY SECRETARY

Mr. Lee Chi Shing Caesar was appointed by the Board as the Company Secretary with effect from 28 March 2019.

The Company Secretary is responsible to the Board, and all Directors have access to the Company Secretary, for ensuring that the Board procedures, applicable laws, rules and regulations are followed. The Company Secretary is also responsible for ensuring that the Board is fully apprised of the relevant corporate governance developments relating to the Group.

The Company Secretary complied with the professional training requirement under Rule 3.29 of the Listing Rules during the Year.

信永方略亦制訂年度內部審核計劃及程序，定期獨立檢討每個部門之營運，以識別任何違規活動及風險，制定行動計劃及提出推薦建議，以應對所識別之風險，並向審核委員會報告任何關鍵發現及內部審核過程之進度。審核委員會繼而向董事會報告任何重大事項並向董事會提出推薦建議。

為嚴格遵守企業管治守則之守則條文C.2.1規定，在董事會指引下，董事在全面檢討內部監控制度之基礎上，繼續審閱本集團內部監控制度，進一步完善有關財務監控、營運監控、合規監控及風險管理之制度。此外，該審閱亦會考慮本公司會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及培訓課程及有關預算是否充足。董事會認為風險管理及內部監控系統有效及適當。

本公司將持續於必要時改善其內部監控制度及強化風險管理功能。

公司秘書

李志成先生獲董事會委任為公司秘書，自二零一九年三月二十八日起生效。

公司秘書對董事會負責，而全體董事均可接觸公司秘書，確保遵守董事會程序、適用法例、規則及規例。公司秘書亦負責確保董事會已充分掌握有關本集團之企業管治發展。

公司秘書於本年度已遵守上市規則第3.29條之專業培訓規定。

SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS

The general meetings shall be convened by the Directors on the requisition of Shareholders pursuant to section 566 of the Companies Ordinance.

The Directors are required to call a general meeting if the Company has received requests to do so from Shareholders representing at least 5% of the total voting rights of all the Shareholders having a right to vote at general meetings. A request must state the general nature of the business to be dealt with at the meeting, and may include the text of a resolution that may properly be moved and is intended to be moved at the meeting. Requests may consist of several documents in like form. A request may be sent to the Company in hard copy form or in electronic form, and must be authenticated by the person or persons making it.

The Company arranges for the notice to Shareholders to be sent for annual general meetings at least 20 clear business days before the meeting and to be sent at least 10 clear business days for all other general meetings.

For putting forward proposals at any general meeting or enquiries to the Board, Shareholders shall do so in writing to the Company Secretary. The letter shall state clearly the identity of the Shareholder, the amount of shareholding, correspondence address and telephone number, and the related suggestions and enquiries. The Company shall, in a reasonable and practicable manner, pass the said matter to the Board and respond according to the situation.

In addition, the Company may receive letters or phone enquiries from Shareholders from time to time, and the Company will, in a reasonable and practicable manner, respond as quickly as possible. For matters concerning the Company's shares and basic information of announcements, enquiries shall be put forward to the Company whose contact particulars are as follows:

Address: Suite 902, 9th Floor, Central Plaza, 18 Harbour Road,
Wanchai, Hong Kong
Tel: (852) 3168 2588
Fax: (852) 3168 2599
Office Hours: 9:00 a.m. to 6:00 p.m.
Monday to Friday (except public holidays)

股東權利及投資者關係

根據公司條例第566條，董事須應股東要求召開股東大會。

倘本公司接獲股東要求召開股東大會，而該等股東之投票權佔有權於股東大會上投票之全體股東之總投票權最少5%，則董事須召開股東大會。有關要求必須列明於會上處理之一般事務性質，並可包含於會上可能正式動議及擬動議之決議案全文。要求可由形式類似之多份文件組成。要求可以印刷本或電子形式寄發予本公司，且必須由發出人認證。

本公司安排於股東周年大會舉行前最少20個完整營業日向股東發送大會通告，而所有其他股東大會的通知期則為大會舉行前最少10個完整營業日。

為於任何股東大會上提呈建議或向董事會提出查詢，股東可以書面向公司秘書作出。函件須清楚列明股東身份、持股量、通訊地址、電話號碼以及相關建議及查詢。本公司將以合理及實際可行方式將所述事宜轉交董事會，並視情況作出回應。

此外，本公司可能不時接獲股東以函件或電話作出之查詢，而本公司將以合理及實際可行方式儘快回應。至於有關本公司股份及公佈基本資料之事宜，則須將有關查詢寄發至本公司，其聯絡資料如下：

地址：香港灣仔港灣道18號
中環廣場9樓902室
電話：(852) 3168 2588
傳真：(852) 3168 2599
辦公時間：星期一至星期五
(公眾假期除外)
上午九時正至下午六時正

Corporate Governance Report (continued) 企業管治報告 (續)

The rights of Shareholders and the procedures for demanding a poll on resolutions at general meetings are contained in the Articles of Association. Details of such rights to demand a poll procedure are included in all relevant circulars to Shareholders and will be explained during the proceedings of meetings.

Poll results will be posted on the respective websites of the Stock Exchange and the Company following each general meeting.

The general meetings of the Company provide a forum for communication between the Shareholders and the Board. Mr. MENG Jin Long, an executive Director who was also the then Chairman, attended the 2018 AGM. The chairmen of the Audit Committee, the RQNC and the Independent Board Committee (where applicable), or in their absence, other members of the respective committees, are available to answer questions at the Shareholders' meetings.

The Company continues to enhance communications and relationship with its investors. Designated senior management maintains regular dialogues with institutional investors and analysts to keep them abreast of the Company's developments. Enquiries from investors are dealt with in an informative and a timely manner.

Currently, investors can assess the Company's information through the respective websites of the Stock Exchange and the Company (<http://www.crownicorp.com>).

The Board reviews the above Shareholders' communication policy on a regular basis to ensure its effectiveness.

CONSTITUTIONAL DOCUMENTS

Pursuant to Rule 13.90 of the Listing Rules, the Company has posted its Articles of Association on the respective websites of the Stock Exchange and the Company. During the Current Year, there was no change in the constitutional documents of the Company.

組織章程細則載有股東要求於股東大會上就決議案投票表決之權利及程序。要求投票表決之權利之程序詳情載於致股東之所有相關通函，並在大會進行期間加以解釋。

投票表決之結果將會在各股東大會舉行後登載於聯交所及本公司各自之網站。

本公司股東大會為股東與董事會提供一個溝通平台。執行董事孟金龍先生（兼時任主席）已出席二零一八年股東周年大會。審核委員會主席、薪酬、素質及提名委員會主席及獨立董事委員會主席（如適用）（如彼等無暇出席，則由個別委員會之其他成員出席）亦會出席股東大會以解答提問。

本公司繼續加強與投資者間之溝通及關係，指派高級管理人員定期與機構投資者及分析員對話，使彼等得悉本公司之最新發展，亦會充份及適時解答投資者之查詢。

目前，投資者可透過聯交所及本公司 (<http://www.crownicorp.com>) 各自之網站閱覽本公司資料。

董事會定期檢討上述股東通訊政策，以確保其成效。

憲章文件

根據上市規則第13.90條，本公司已於聯交所及本公司各自之網站登載其組織章程細則。於本年度，本公司之憲章文件未有任何變更。

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

ABOUT THIS REPORT

Other than financial performance, environmental protection is our key focus. The Group is pleased to present its annual environmental, social and governance report (the “**ESG Report**”) of the Group for the Current Year in accordance with the ESG reporting guidelines issued by The Stock Exchange of Hong Kong Limited (“**ESG Reporting Guidelines**”). Its purpose is to report the Group’s policies and performance regarding the environment and the society during the Current Year, and to deepen the communication with the stakeholders. The ESG Report covers the Group’s environmental and social performance. The data in the ESG Report are obtained from the relevant departments of the Group and its stakeholders. We welcome and value each of your feedback. If you have any questions or suggestions regarding this ESG Report, please feel free to contact us at:—

Address: Suite 902, 9th Floor, Central Plaza,
18 Harbour Road, Wanchai, Hong Kong

Telephone: +852 3168 2588

E-mail: info@crownicorp.com

OUR PHILOSOPHY IN ESG

The Group fully understands the importance of protecting the earth, our precious planet, and prioritising environmental and social responsibilities. As a result, in formulating our business strategies, identifying different potential acquisitions and investments, and fulfilling our business objectives, one of our major criteria is to integrate our considerations in ESG into our day-to-day operations, in order to operate the Group in a sustainable and accountable way.

關於本報告

除財務表現外，環境保護亦是我們的關注重點。本集團欣然提呈其根據香港聯合交易所有限公司發出之環境、社會及管治報告指引編製之本集團本年度環境、社會及管治報告。本公司旨在報告於本年度本集團有關環境及社會之政策及表現，以及加深與持份者之溝通。環境、社會及管治報告涵蓋本集團之環境及社會表現。環境、社會及管治報告中之資料乃從本集團相關部門及其持份者取得。我們歡迎並重視閣下回應之各項意見。如對本環境、社會及管治報告有任何疑問或建議，請循以下途徑與我們聯絡：—

地址：香港灣仔港灣道
18號中環廣場9樓902室

電話：+852 3168 2588

電郵：info@crownicorp.com

我們的環境、社會及管治理念

本集團深明愛護我們珍貴的地球以及以環境及社會責任為先之重要性。因此，我們於制訂業務策略、物色不同潛在收購及投資項目以及追求業務目標時，將我們在環境、社會及管治方面之考慮因素融入日常營運之中為一大準則，從而讓本集團以可持續及負責任之方式經營。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

ABOUT THE GROUP

During the Current Year, the Group was principally engaged in the business of property investment, property development, hotel operations and financial consultancy service in the PRC.

Property investment segment

As at 31 March 2019, the Group held three investment properties in its portfolio: the Yingkou Property, the Jinggangshan Property and the Zhongshan Property. While the Group earned rental income from the Yingkou Property and the Jinggangshan Property during the Current Year, the property investment segment is simply an office-based operation.

The Yingkou Property is a 16-storey commercial building situated in Yingkou, the PRC. Two separate lease agreements in relation to the Yingkou Property are entered into with local tenants.

For the Jinggangshan Property, the Group entered into a lease agreement with a local lessee for a period of ten years.

For the Zhongshan Property, the Group entered into a lease agreement with a local lessee for a period of 15 years on 29 March 2019. The lease commenced on 1 April 2019 with a rent free period for the first 9 months.

Based on the condition described above, our senior management considered that there was no significant environmental impact generated for our property investment segment, and we focused our efforts on controlling resource consumption and general waste disposal in the offices located in the PRC and also in Hong Kong.

關於本集團

於本年度，本集團主要於中國從事物業投資、物業發展、酒店營運及金融顧問服務業務。

物業投資分部

於二零一九年三月三十一日，本集團持有之投資物業組合包含三項物業：營口物業、井岡山物業及中山物業。儘管本集團於本年度自營口物業及井岡山物業賺取租金收入，但物業投資分部僅屬於辦公室內營運之業務。

營口物業為一幢位於中國營口市之十六層高商業大樓。本集團就營口物業分別與當地租戶訂立兩份租賃協議。

本集團就井岡山物業與一名當地承租人訂立一份租賃協議，租期為期十年。

於二零一九年三月二十九日，本集團就中山物業與一名當地承租人訂立一份租賃協議，租期為十五年。該租期於二零一九年四月一日起，首九個月為免租期。

根據上文所述狀況，我們的高級管理層認為物業投資分部並無產生重大的環境影響，故我們集中精力於控制位於中國及香港的辦事處的資源消耗及一般廢棄物處置。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

Property development and hotel operations segment

During the Current Year, the Weihai Property was still under construction and the construction work is performed by the subcontractor, as such, these segments are still in preparatory phase and have not yet commenced its hotel operations, sale of serviced apartments and remaining commercial portions and carparks. The Group's senior management considered that the environmental impact from the property development segment and hotel operations segment by the Group during the Current Year was minimal and mainly office based. Further discussions in relation to the selection of the subcontractor are described in the "Supply Chain Management" section below.

Financial consultancy service segment

The Group commenced its financial consultancy services segment during the financial year of 2016/17 through its wholly owned subsidiary named 冠富資產管理有限公司. As this segment is also an office-based operation, similar to the property investment segment and hotel operations segment, our senior management focuses in environmental protection in our office.

Given that all the segments are either office-based or not yet commenced its daily operations, and that our staffs are all office-based, the Directors consider the day-to-day office resources management is the most important element of the Group's ESG Report.

ENVIRONMENTAL PROTECTION

Office resources management

Living in the earth, our precious planet, we are accountable to build a sustainable future for our generations and their generations. The Group believes that everybody, including its employees, should play an important role to protect the earth and its resources, and is committed to upholding high environmental standards to fulfil relevant requirements under applicable laws or ordinances during the operation of the business, including all necessary requirements under the Environmental Protection Law of the PRC (中華人民共和國環境保護法) and any environmental legislation in Hong Kong. The main influences on environment in the process of our daily normal operation in our offices are consumption of paper, power and water.

物業發展及酒店營運分部

於本年度，威海物業仍在建設中及相關建造工程目前乃由分包商負責，因此，該等分部仍處於籌備階段且尚未開始其酒店運營、銷售服務式公寓及剩餘商業部分及車位。本集團高級管理層認為，本集團物業發展分部及酒店營運分部於本年度的環境影響微不足道及對環境的影響僅限於辦公室內。有關甄選分包商之進一步討論於下文「供應鏈管理」一節描述。

金融顧問服務分部

本集團於二零一六／一七財政年度透過其全資附屬公司冠富資產管理有限公司開展金融顧問服務。由於該分部與物業投資分部及酒店營運分部類似，屬於在辦公室內營運之業務，高級管理層著重關注辦公室內的環境保護。

由於各分部均屬於在辦公室內營運之性質或屬於尚未開始日常營運，而我們的員工均於辦公室內辦公，董事認為日常辦公室資源管理為本集團環境、報告及管治報告的最重要部分。

保護環境

辦公室資源管理

我們生活在珍貴的地球上，有責任為我們的子孫和後代創建可持續的未來。本集團相信，每個人（包括旗下僱員）均應肩負保護地球及其資源的重任，而本集團致力秉持高水平之環境標準，於經營業務過程中符合適用法例或條例之相關規定，包括《中華人民共和國環境保護法》及香港所有環境法例下所有必要規定。我們辦公室在日常營運過程中對環境造成之影響主要為耗用紙張、電力及水。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

Electricity and water consumption

Electricity consumption is the major source of indirect greenhouse gas emission at our offices. During the Current Year, the Group consumed approximately 241,927 kWh of electricity. The Group sets out several comprehensive guidelines and measures in relation to energy saving to its employees with an aim to minimise the greenhouse gas emissions from consumed electricity. A summary of the guidelines are listed as follows.

In the offices of the Group, we maintain an indoor temperature at an optimal level of 25°C. We clean the air conditioner and ventilation system regularly to reduce unnecessary electricity usage. We install LED lighting system in the offices, and we also encourage the use of natural light. We encourage our employees to turn off all equipment when not in use, especially during lunch hours and after office hours. We highly encourage our employees to make use of modern telecommunication systems, such as telephone or video conferencing system, to minimise travel arrangements. We put notices and signs emphasising the importance of energy saving in the offices.

In relation to the consumption of water, we strictly control the frequency of water usage, and as a result, consumption of water was saved. During the Current Year, the Group mainly consumed water in a regular fire drill exercise. We have not experienced any issue in sourcing water that is fit for the aforesaid purpose.

Non-hazardous waste management

The main wastes are the domestic waste from daily operations, and the domestic sewage generated from staff's daily usage. The Group promotes different environmental friendly measures to reduce disposal of non-hazardous waste (such as used papers) in the Group's offices. We encourage our employees to reduce unnecessary printing and photocopying by using double-sided copying. We also suggest the use of electronic information systems for material sharing or internal administrative documents. We encourage employees to treasure and conserve resources by keeping records of the quantity of stationery and equipment and maintaining a formal purchase requisition system. We also encourage our employees to use proper domestic waste treatment methods, and require employees to dispose of domestic waste to the designated collection containers or places in accordance with the specified location and time. In offices where sorting waste is implemented, we encourage our employees to categorise domestic waste. Employees are prohibited from dumping or stacking domestic waste arbitrarily.

電力及水消耗

我們於辦公室所消耗之電力是間接排放溫室氣體的主要來源。於本年度，本集團耗用約241,927千瓦時電力。本集團訂出多項全面的節能指引及措施供僱員遵行，其目的旨在盡量減少消耗電力造成之溫室氣體排放量。該等指引概要列於下文。

本集團旗下的辦公室都將室內溫度維持於攝氏25度之理想水平。我們定期清洗空調及抽風系統，從而減少非必要用電。我們在辦公室內裝設LED照明系統，亦鼓勵使用自然光。我們鼓勵僱員關掉所有無人使用之設備，尤其是在午膳時間及辦公時間後。我們大力鼓勵僱員使用現代電子通訊系統，如電話或視像會議系統，藉以盡量減少差旅安排。辦公室內亦張貼強調節能重要性之通告及標誌。

有關用水方面，我們嚴格控制用水頻率，因此節約了大量用水。於本年度，本集團用水主要來自定期消防演習。我們在獲取適合上述用途的水方面尚未遭遇任何問題。

無害廢棄物管理

主要廢棄物為日常營運中產生之生活廢棄物及員工日常用水產生之生活污水。本集團於辦公室推行不同環保措施，以減少棄置無害廢棄物（例如已使用紙張）。我們鼓勵僱員使用雙面打印，減少不必要打印及複印。我們亦建議使用電子資訊系統來共享公司資料及分發內部行政文件。我們鼓勵僱員珍惜及節約資源，文具及設備數量必須記錄備檔，並實行嚴謹的採購申請制度。我們亦鼓勵僱員使用恰當的生活廢棄物處理方法，並要求僱員按照指定位置及時間將生活廢棄物棄置於指定收集箱或地點。於實行廢棄物分類之辦公室中，我們鼓勵僱員將生活廢棄物分門別類。我們禁止僱員隨意傾倒或堆放生活廢棄物。

Environmental, Social and Governance Report (continued)

環境、社會及管治報告 (續)

SUMMARY OF KEY PERFORMANCE INDICATORS FOR SUBJECT AREA A. ENVIRONMENT

主要範疇A.環境的關鍵績效指標總結

Environmental indicators 環境指標		Total 總計
Emissions	排放物	
Nitrogen oxides emissions (kg)	氮氧化物排放量 (千克)	1.40
Sulphur oxides emissions (kg)	硫氧化物排放量 (千克)	0.05
Particulate matter emissions (kg)	懸浮粒子排放量 (千克)	0.10
Greenhouse gas ("GHG") emissions	溫室氣體排放	
Total GHG emissions (kg of carbon dioxide ("CO ₂ ") equivalent)	溫室氣體總排放量 (千克二氧化碳當量)	202,995
Direct emissions (Scope 1) (kg of CO ₂ equivalent)	直接排放 (範圍一) (千克二氧化碳當量)	9,450
Indirect emissions (Scope 2) (kg of CO ₂ equivalent)	間接排放 (範圍二) (千克二氧化碳當量)	191,122
Other indirect emissions (Scope 3) (kg of CO ₂ equivalent)	其他間接排放 (範圍三) (千克二氧化碳當量)	2,422
GHG intensity (kg of CO ₂ /number of employees)	溫室氣體密度 (千克二氧化碳／僱員人數)	4,319
Waste	廢棄物	
Non-hazardous waste generated in total	所產生無害廢棄物總量	
– paper used (number of paper)	– 用紙 (用紙量)	67,357
– toner cartridge (piece)	– 碳粉盒 (個)	7
Hazardous waste generated in total (tons)	所產生有害廢棄物總量 (噸)	N/A (Note 1) 不適用 (附註1)
Use of resources	資源使用	
Energy consumption in total (kWh)	能源消耗總量 (千瓦時)	241,927
Energy consumption intensity (kWh/number of employees)	能源消耗密度 (千瓦時／僱員人數)	5,147
Water consumption in total (m ³)	用水總量 (立方米)	2,099
Water consumption intensity (m ³ /number of employees)	耗水量密度 (立方米／僱員人數)	44.66
Total amount of packaging materials used in finished products (tons)	成品所用包裝材料總量 (噸)	N/A (Note 2) 不適用 (附註2)

Note 1: No hazardous waste is generated by the Group during the Current Year.

附註1：本集團於本年度並無產生有害廢棄物。

Note 2: The Group's operations do not involve product packaging. No data is disclosed.

附註2：本集團的營運並無涉及產品包裝。並未披露任何數據。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

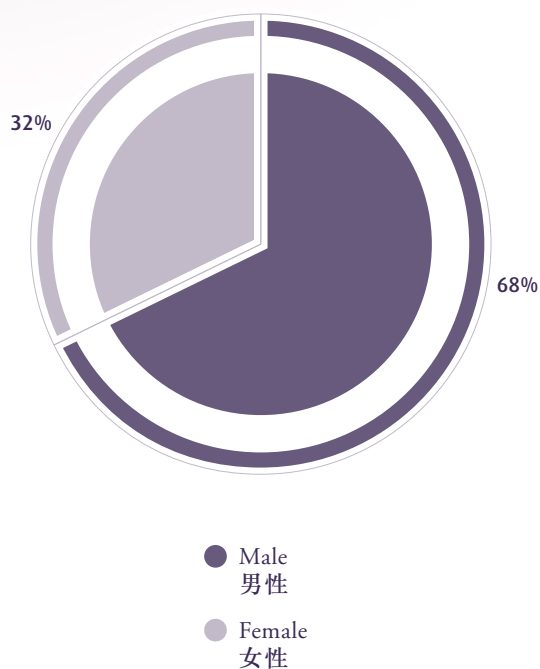
CARING FOR EMPLOYEES

The Group considers our employees are the most important asset for our operations and development. We aim to provide a workplace with equal opportunity, harmony, continuous training and prospective career opportunities for each of our employees so as to drive every one of us to work hard and achieve our business objectives and goals. As at 31 March 2019, the Group had a total of 47 employees, including the executive Directors. The analysis on the Group's employees by gender, age groups and education levels is set out below:

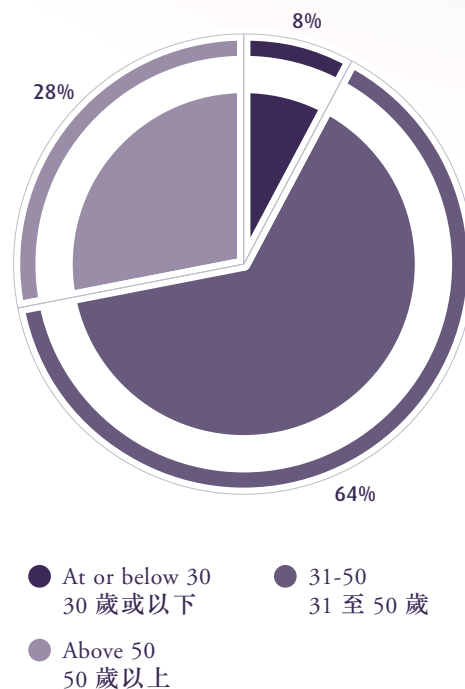
關愛僱員

本集團視僱員為對我們營運及發展最重要的資產。我們務求為每位僱員提供理想工作環境，可享有平等機會、融洽關係、持續培訓及前途得到保證之事業機會，從而推動各位勤奮工作，達成我們之短期及長期業務目標。於二零一九年三月三十一日，本集團共有47名僱員，包括執行董事。本集團按性別、年齡組別及教育水平之僱員分析載列如下：

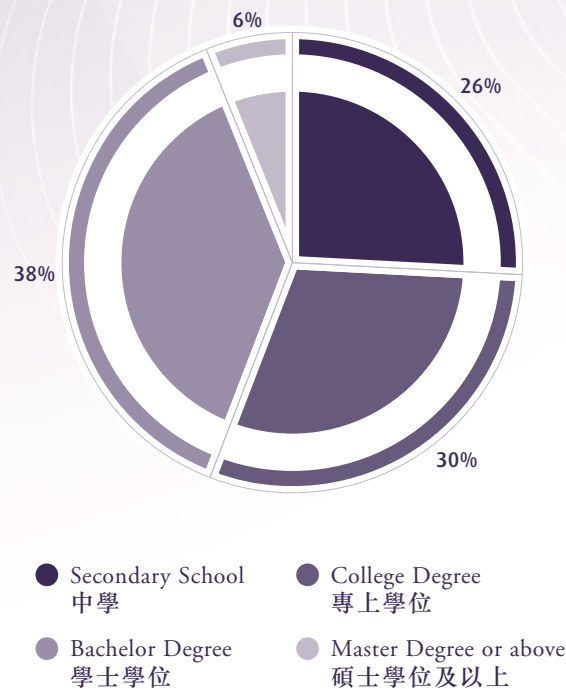
Employees by Gender
按僱員性別劃分



Employees by Age Groups
按僱員年齡組別劃分



Employees by Education Levels 按僱員教育水平劃分



Our employees are located in Hong Kong and the PRC. The Group complies with labour laws and regulations in Hong Kong, including the Labour Ordinance, and in the PRC, including the Labor Law of the PRC (中華人民共和國勞動法) and the Labor Contract Law of the PRC (中華人民共和國勞動合同法). The Group respects human rights and discriminations on sex, race, ethnicity, age and religion are strictly prohibited. The Group adopts a non-discriminatory policy in its dismissal, recruitment and promotion of staffs, and focuses only on the applicants' and staffs' qualifications, experience and merits. To ensure fairness, our recruitment process includes centralising the candidate selection process by the human resources department for Hong Kong recruitment and the general manager for the PRC recruitment, standardising the interview assessments, and undergoing a strict vetting process for the positions offered. We attach great importance to equal opportunity and transparent promotions. During the Current Year, there were no cases of child labour or forced labour occurred in the Group, and there were no incidents of discrimination in the Group.

我們的僱員分佈於香港及中國。本集團遵守香港及中國之勞工法律及法規，包括香港的《僱傭條例》及中國的《中華人民共和國勞動法》及《中華人民共和國勞動合同法》。本集團尊重人權，嚴禁就性別、膚色、種族、年齡及宗教引起的歧視。本集團就解僱員工、招聘及晉升之政策不存在歧視成份，僅着重申請人及員工之資格、經驗及功績。為確保公平，招聘程序包括由人力資源部（就香港招聘而言）及總經理（就中國招聘而言）集中處理挑選程序，以劃一標準評核面試表現，以及為不同職位進行嚴格審查程序。我們極為重視平等機會及晉升透明度。於本年度，本集團並無出現童工或強迫勞工情況，亦無發生歧視事件。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

Our compensation, working hours and rest periods are determined by reference to our employees' respective responsibilities, experience, qualifications and performance. Working hours and holiday arrangements strictly comply with the relevant labour laws and regulations.

We place strong emphasis on employee welfare and comply with the relevant provisions of the laws in the PRC and in Hong Kong. We also aim to retain our talents and minimise staff turnover rates. Our remuneration package includes allowances, benefits-in-kind, medical insurance, contributions to pension funds, discretionary bonus, as well as participation in a share option scheme to eligible employees. Packages of each employee are reviewed and adjusted regularly to ensure that they are up to prevailing market standard. The Group remunerates its employees based on industry practice and the performance of each individual. In the PRC, the Group contributes social insurance and housing provident funds for employees and distributes corresponding holiday benefits during holidays such as the Chinese New Year.

We cultivate an atmosphere promoting excellence in the Group. Employees with outstanding performance and capabilities are rewarded with financial incentives such as bonuses and allowances, and/or attractive promotion packages.

Training and development

The Group believes that the more the development of the potentials of the employees, the more prosperous the Company could grow. As a result, it is one of the Company's missions to place strong emphasis on career development of its employees and provide them with extensive trainings. Based on employees' career development plans and needs, the Group strongly encourages employees to attend any necessary external training courses, workshops and seminars, include job-related skills training, professional skills training and managerial training. We encourage our employees to attend external training courses and participate in professional lectures by providing substantial support to them, such as providing financial support and encouraging employees to take any necessary leave for studying. We also provide continuous professional development trainings to the Directors to enable them to develop and update their knowledge and skills, and monitor the latest information concerning the industry and its development.

我們僱員的補償、工作時數及假期均參考僱員各自的工作責任、經驗、資格及表現來釐定。工作時數及假日安排嚴格遵守相關勞工法律及法規。

我們十分重視僱員的福利及遵守中國及香港相關法律條文。同時致力挽留人才，盡量減少員工流失率。我們之薪酬待遇包括津貼、實物利益、醫療保險、退休基金供款、酌情花紅及讓合資格僱員參與購股權計劃。各僱員之待遇會定期檢討及調整，以確保符合當前市場標準。本集團按照行業慣例及僱員個人表現釐定僱員薪酬。在中國，本集團為僱員繳存社會保險及住房公積金，並於農曆新年等節日提供相應假日福利。

我們於本集團營造追求卓越之氛圍。僱員如有優異表現及超卓才能，可享有財務獎勵，如花紅、津貼及／或具吸引力之晉升方案。

培訓及發展

本集團相信，僱員之潛能越能發揮，本公司之發展越見殷實。因此，本公司其中一項使命在於大力提升僱員在職業上的發展，為彼等提供充實培訓。因應僱員在職業上的發展計劃及需要，本集團積極鼓勵僱員出席任何必要的外部培訓課程、工作坊及研討會，包括職業相關技能培訓、專業技能培訓及管理能力培訓。我們為僱員提供實質支持，如提供財務支援及鼓勵僱員享用任何必要研修假，鼓勵僱員出席外部培訓課程及參與專業講座。我們亦為董事提供持續專業發展培訓，讓彼等發展及更新知識及技能，以及緊貼有關行業及其發展之最新資訊。

Environmental, Social and Governance Report (continued)

環境、社會及管治報告 (續)

Occupational health and safety

The Group puts the safety and health of employees as our top priority. Even though the occupational safety and health risks of our Group's office staffs are relatively low, we take safety education and training seriously, and we aim to raise employees' awareness of safety and to prevent accidents especially fire. The Group was not aware of any material non-compliance with the relevant laws and regulations that has a significant impact on the Group relating to providing a safe working environment and protecting employees from occupational hazards during the Current Year, including the Law of the PRC on Work Safety (中華人民共和國安全生產法), the Regulations on Work-Related Injury Insurance of the PRC (中華人民共和國工傷保險條例) and the Employee's Compensation Ordinance in Hong Kong.

SUPPLY CHAIN MANAGEMENT

Suppliers are crucial to our businesses and operations. The Group aims at developing on mutual trust among its suppliers. The Group adheres to international best practices and conducts fair and unbiased tender processes when dealing with suppliers. Our supply chain management includes a supplier selection mechanism with a number of stringent selection criteria subject to the core principles of honesty, integrity, fairness, justice and transparency. Supplier selection is performed by the corresponding operation and office managers, and the Group sets out procurement procedures when dealing with suppliers of goods and services. In supplier selection, the Group conducts thorough due diligence and vetting process by taking into account of a number of selection criteria including pricing, quality of products, company background, past experience and reputation, supply capacity, any non-compliance of local law and regulations on existing business, qualifications attained and financial status. Besides, the Group also expects our major suppliers to understand the importance of environmental protection and social responsibility and put health and safety as one of their core principles in doing businesses. Proper internal control measures are also in place in our procurement system to ensure each supplier engagement is approved by the appropriate level of management.

職業健康與安全

本集團將僱員安全及健康置於首位。儘管本集團辦公室員工面對之職業安全及健康風險偏低，惟我們在安全教育及培訓方面一絲不苟，力求提升僱員安全意識，慎防意外發生，尤其是火災。於本年度，本集團並不知悉就提供安全工作環境及保障僱員避免職業性危害方面嚴重違反相關法律及法規，包括《中華人民共和國安全生產法》、《中華人民共和國工傷保險條例》及《香港僱員補償條例》，而對本集團造成重大影響。

供應鏈管理

供應商對我們的業務及營運至為重要。本集團力求與供應商建立互信。本集團與供應商進行業務來往時，緊守國際最佳常規，進行招標程序時亦公平且不偏不倚。我們的供應鏈管理包括供應商挑選機制，設有多項嚴格挑選準則，並謹遵誠信、廉正、公平、公正及透明等核心原則。供應商之挑選由相關營運及辦公室經理負責，而本集團亦訂有採購程序，處理向供應商採購貨品及服務之事宜。挑選供應商時，本集團會進行完善的盡職調查及審核程序，考慮多項挑選準則，包括定價、產品品質、公司背景、過往經驗及聲譽、供應能力、現有業務有否違反當地法律及法規、所得資格及財務狀況。此外，本集團亦期望主要供應商了解環保及社會責任之重要性，將健康與安全視作營商核心原則之一。我們的採購制度亦已納入妥善內部監控措施，確保每名供應商均經適當級別之管理層批准後委聘。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

The Group also monitors the quality of products and services provided by its suppliers on a regular basis. Where the Group discovers that the quality of products and services did not meet our standard, or their services provided was environmental unfriendly and energy inefficient compared to their peers in the market, they will be required to make corrective actions in a timely manner. Otherwise, they may be suspended from any business relationships with us.

Selection of contractor for the construction work in the Weihai Property

During the Current Year, the Weihai Property was under construction. Such construction was fully outsourced by the Group to an independent contractor which is a state-owned enterprise in the PRC and was socially responsible by participating in several reconstructions after occurrence of natural disasters and emphasised green and low carbon construction.

The construction of the Weihai Property has already commenced since April 2016 before it was acquired by the Company. Although the construction work is provided by a contractor which has already been engaged, the senior management took serious care in the background and their commitments to the society and environment of that contractor by enquiring and reading its ESG news and reports. During the Current Year, the project personnel regularly monitor the progress of the construction conducted by the contractor, and hold regular meetings with the contractor to check if there were any toxic and harmful materials used and any contamination of materials. We also emphasised the importance of avoidance, reduction, reuse and recycling over disposal when managing wastes during the construction. The Group was not aware of any material non-compliance with the relevant laws and regulations in relation to the contraction of the Weihai Property.

本集團亦定期監察供應商提供之貨品及服務之質素。倘本集團發現產品及服務質素未能符合標準，或所提供之服務在環保及能源效益方面不及市場上其他同業，則會要求彼等及時作出糾正行動，否則，我們或會暫停與彼等之業務關係。

就威海物業的建設工程挑選承建商

於本年度，威海物業正在建設中。有關建設乃由本集團完全外包予獨立承建商，該承建商為中國國有企業，透過參與自然災害發生後的幾次重建對社會負責，並強調綠色及低碳建設。

於被本公司收購前，威海物業已自二零一六年四月開始動工建設。儘管建設工程乃由先前已聘用的承建商承建，但高級管理層仍透過查閱承建商的環境、社會及管治資訊及報告審慎考察有關承建商的背景及對社會與環境的承諾。於本年度，項目人員定期監察承建商進行的建設進度，並與承建商舉行定期會議以查察承建商有否使用任何有毒及有害材料以及任何受污染材料。我們在建設期間管理廢棄物時，亦強調避免棄置、減廢、重用及循環再用之重要性。本集團並不知悉任何重大違反有關建設威海物業的相關法律及法規。

Environmental, Social and Governance Report (continued)

環境、社會及管治報告 (續)

PRODUCT RESPONSIBILITY

During the Current Year, the Group's customers are from our Yingkou Property and our Jinggangshan Property leasing operations. Although there were less than five customers during the Current Year, our Group values mutually beneficial long standing relationships with them, and we aim at delivering high quality services and products to our customers. Besides, our Group is committed to protecting the information of our tenants. Our employees are strictly prohibited to disclose the Company's information without authorisation, including the identity and background and the contract terms with the tenants. We also make timely response to any inquiries and renewal quotations from our tenants. The Group was not aware of any material non-compliance with relevant laws and regulations in relation to our products and services provided.

ANTI-CORRUPTION

To maintain a fair, ethical and efficient business and working environment, the Group stresses great importance to anti-corruption measures to every stakeholders including our employees, suppliers, customers and bankers. Any form of corruption, especially fraud, extortion, bribery and money laundering is strictly prohibited. We regularly remind our employees not to accept gifts or rebates from suppliers or other stakeholders under any circumstances, and not to receive or accept any gratification from any persons, companies or institutions whom the Group has business dealings with. To our external stakeholders such as suppliers, customers, professional parties and bankers, we are committed to individual and business integrity, adhering to the business ethics of honesty, integrity, fairness, mutual benefit, and customer first. During the Current Year, there was no non-compliance case noted in relation to bribery and corruption related laws and regulations, including the Anti-Unfair Competition Law of the PRC (中華人民共和國反不正當競爭法) and the Interim Provisions on Prohibiting Commercial Bribery (關於禁止商業賄賂行為的暫行規定) formulated by the State Administration for Industry and Commerce (國家工商行政管理總局).

COMMUNITY INVESTMENT

The Group adheres to the belief of "taking from society, and giving back to society". Apart from maintaining sound business development, the Group also actively takes initiatives in community investments by actively involved in the nurturing of talents in both the PRC and Hong Kong. Besides, the Group encourages employees to take part in work-life balance activities and community services, including various culture events, community volunteering, employee outings, and supporting charitable organisations.

產品責任

於本年度，本集團客戶來自旗下營口物業及井岡山物業租賃業務。雖然本年度客戶不足五名，但是本集團珍視與彼等之長期互惠關係，矢志為客戶提供優質服務及產品。此外，本集團致力保護租戶資料。我們嚴禁僱員在未經授權下披露本公司之資料，包括租戶身份和背景及合約條款。我們亦會迅速回應租戶之任何查詢及續租報價。本集團並不知悉有關我們所提供的產品及服務方面有任何重大違反相關法律法規的事宜。

反貪污

為使營商及工作環境維持公平且符合道德及效益，本集團向各位持份者（包括僱員、供應商、客戶及往來銀行）強調反貪污措施之重要性。一切形式之貪污（尤其是欺詐、勒索、賄賂及洗黑錢）均在嚴禁之列。我們定期提醒僱員無論在任何情況均不得接受供應商或其他持份者之餽贈或回扣，亦不得收受與本集團有業務往來之任何人士、公司或機構給予之任何報酬。對於我們外部之持份者，如供應商、客戶、專業人士及往來銀行，我們承諾在個人及商業方面均以誠相待，恪守誠信、廉正、公平、互惠及以客為先之商業道德。於本年度，我們並無發現任何違反賄賂及貪污相關法律及法規之情況，包括《中華人民共和國反不正當競爭法》及國家工商行政管理總局頒佈的《關於禁止商業賄賂行為的暫行規定》。

社區投資

本集團奉行「取之社會，用之社會」理念。除維持完善業務發展外，本集團亦積極參與社區投資，於中國及香港積極培育人才。此外，本集團鼓勵僱員參與工餘活動及社區服務，包括各類文化活動、社區義務工作、僱員聚會及支持慈善團體。

Report of the Directors

董事報告

The Directors submit their report together with the audited financial statements of the Group for the year ended 31 March 2019.

PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding and provision of management services to subsidiaries. The Group is principally engaged in the business of property investment, property development, hotel operations and financial consultancy service in the PRC. The principal activities of the principal subsidiaries of the Company are set out in Note 17 to the consolidated financial statements.

SEGMENT INFORMATION

An analysis by operating segments of the Group's performance, assets and liabilities for the Current Year is set out in Note 5 to the consolidated financial statements.

RESULTS AND APPROPRIATION

The results of the Group for the Current Year are set out in the consolidated statement of comprehensive income on page 77 of this annual report.

The Directors do not recommend the payment of a final dividend for the Current Year (Last Year: Nil).

BUSINESS REVIEW AND PERFORMANCE

A discussion and analysis of the Group's performance during the Current Year, the key factors affecting its results and financial position, the principal risks and uncertainties facing the Company and compliance with laws and regulations are set out in the sections headed "Management Discussion and Analysis" and "Environmental, Social and Governance Report" of this annual report.

Information about a fair review of, and an indication of likely future development in, the Group's business is set out in the sections headed "Chairman's Report" and "Management Discussion and Analysis" of this annual report.

In addition, discussion on the Group's stakeholders' relationship is set out in the section headed "Management Discussion and Analysis" of this annual report.

董事提呈其董事報告連同本集團截至二零一九年三月三十一日止年度之經審核財務報表。

主要業務

本公司之主要業務為投資控股及向附屬公司提供管理服務。本集團主要於中國從事物業投資、物業發展、酒店營運及金融顧問服務業務。本公司主要附屬公司之主要業務載於綜合財務報表附註17。

分部資料

本集團於本年度按營運分部劃分之業績、資產及負債分析載於綜合財務報表附註5。

業績及分派

本集團於本年度之業績載於本年報第77頁之綜合全面收益表。

董事不建議派發本年度末期股息（上年度：無）。

業務審視及表現

於本年度，本集團表現之討論及分析、影響本集團業績及財務表現之主要因素、本公司面對之主要風險及不明朗因素以及遵守法律及法規之情況載於本年報「管理層討論及分析」及「環境、社會及管治報告」兩節。

關於本集團業務之業務審視及相當可能有的未來發展之揭示之資料載於本年報「主席報告」及「管理層討論及分析」各節。

此外，本集團之權益人關係討論載於本年報「管理層討論及分析」一節。

MAJOR CUSTOMERS AND SUPPLIERS

For the Current Year, the turnover attributable to the Group's largest customer was approximately 38% of the Group's total turnover and the aggregate turnover attributable to the Group's five largest customers accounted for 100% of the Group's total turnover. The purchases attributable to the Group's largest supplier was approximately 79% of the Group's total purchases and the aggregate purchases attributable to the Group's five largest suppliers accounted for approximately 98% of the Group's total purchases.

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

DONATIONS

The Group made no charitable donation during the Current Year (Last Year: Nil).

RESERVES

Details of movements in the reserves of the Company and the Group during the Current Year are set out in Note 30 to the consolidated financial statements and in the consolidated statement of changes in equity on page 80 of this annual report, respectively.

The distributable reserves of the Company as at 31 March 2019, calculated under sections 291, 297 and 299 of the Companies Ordinance, amounted to Nil (31 March 2018: Nil).

SHARES ISSUED

Details of the shares issued in the Current Year are set out in Note 25 to the consolidated financial statements.

BONDS ISSUED

Details of the bonds issued in the Current Year are set out in Note 24 to the consolidated financial statements.

主要客戶及供應商

於本年度，本集團最大客戶所佔之營業額佔本集團總營業額約38%，而本集團五大客戶所佔之總營業額佔本集團總營業額100%。本集團向最大供應商採購之總額佔本集團總採購額約79%，而本集團向五位最大供應商採購之總額佔本集團總採購額約98%。

董事、彼等之緊密聯繫人（定義見上市規則）或任何據董事所知擁有本公司已發行股本5%以上之股東概無於上文所述之本集團任何五大客戶或供應商中擁有任何權益。

捐款

本集團於本年度並無作出慈善捐款（上年度：無）。

儲備

於本年度，本公司及本集團儲備變動之詳情分別載於綜合財務報表附註30及本年報第80頁之綜合權益變動表。

於二零一九年三月三十一日，本公司可供分派儲備按公司條例第291、297及299條計算為無（二零一八年三月三十一日：無）。

已發行股份

本年度之已發行股份詳情載於綜合財務報表附註25。

已發行債券

本年度發行之債券詳情載於綜合財務報表附註24。

Report of the Directors (Continued)

董事報告 (續)

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association, which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholders.

PRINCIPAL PROPERTIES

Details of the principal properties for investment purposes are set out in Note 15 to the consolidated financial statements.

FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 184 of this annual report.

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

The Company did not redeem any of the shares of the Company (the "Shares") listed on the Stock Exchange, nor did the Company or any of its subsidiaries purchase or sell any of the Shares during the Current Year.

DIRECTORS

The Directors during the Current Year and up to the date of this annual report were as follows:

Executive Directors:

Ms. HUNG Man (*Chairman and Chief Executive Officer*)
(appointed on 28 March 2019)

Mr. LI Yong Jun (*Vice Chairman*)
(Appointed on 3 May 2018)

Mr. LIU Hong Shen (*Vice Chairman*)

Mr. MENG Jin Long

Mr. YEUNG Man, Simon

(resigned on 28 March 2019)

Dr. WONG Hoi Kin (appointed on 9 July 2018 and
resigned on 28 March 2019)

Independent Non-executive Directors:

Mr. LONG Tao

Mr. REN Guo Hua

Mr. CHEN Fang

優先購買權

本公司組織章程細則概無有關優先購買權之規定，以致本公司須按比例向現有股東提呈發售新股份。

主要物業

作投資用途之主要物業詳情載於綜合財務報表附註15。

財務摘要

本集團過去五個財政年度之業績及資產與負債摘要載於本年報第184頁。

購買、出售或贖回本公司之上市證券

於本年度，本公司並無贖回任何於聯交所上市之本公司股份（「股份」），而本公司或其任何附屬公司概無購買或出售任何股份。

董事

於本年度及截至本年報日期止之董事如下：

執行董事：

熊敏女士（主席兼行政總裁）

（於二零一九年三月二十八日獲委任）

李永軍先生（副主席）

（於二零一八年五月三日獲委任）

劉紅深先生（副主席）

孟金龍先生

楊敏先生

（於二零一九年三月二十八日辭任）

黃海堅博士（於二零一八年七月九日獲

委任及於二零一九年三月二十八日辭任）

獨立非執行董事：

龍濤先生

任國華先生

陳放先生

Report of the Directors (Continued)

董事報告 (續)

According to Article 110 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. According to A.4.2 set out in Appendix 14 of the Listing Rules, any Director appointed to fill the casual vacancy should be subject to election by Shareholders at the first general meeting after appointment.

Accordingly, Ms. HUNG Man who was appointed as Director on 28 March 2019, shall retire from the office at the forthcoming AGM and being eligible, offer herself for re-election.

Pursuant to article 133 of the Articles of Association, at each AGM one third of the Directors (the number nearest to and less than one-third) who have been longest in office since they were last elected or appointed by the Shareholders shall retire but shall be eligible for re-election.

Accordingly, Mr. MENG Jin Long and Mr. CHEN Fang shall retire and, being eligible, offer themselves for re-election at the forthcoming AGM.

DIRECTORS OF SUBSIDIARIES

The names of all directors who have served on the boards of the subsidiaries of the Company during the Current Year or during the period from 1 April 2019 to the date of this annual report are available on the website of the Company.

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the INED, namely Mr. LONG Tao, Mr. REN Guo Hua and Mr. CHEN Fang, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. At the date of this annual report, the Company considers all of them to be independent.

BIOGRAPHICAL DETAILS OF DIRECTORS

Brief biographical details of the Directors are set out on pages 23 to 27 of this annual report.

根據組織章程細則第110條，董事會有權不時及隨時委任任何人士為董事，以填補臨時空缺或增添董事會成員。根據上市規則附錄十四所載的第A.4.2條，為填補臨時空缺而獲委任之任何董事須於其獲委任後之首次股東大會上接受股東選舉。

因此，熊敏女士（於二零一九年三月二十八日獲委任為董事）將於應屆股東周年大會上退任，並合資格及願意膺選連任。

根據組織章程細則第133條，於每屆股東周年大會上，自上次獲選或獲股東委任後任期最長之在任三分之一（最接近並少於三分之一）的董事須退任，惟符合資格重選。

因此，孟金龍先生及陳放先生將於應屆股東周年大會上告退，而彼等均符合資格並願意接受重選。

附屬公司之董事

於本年度內或於二零一九年四月一日至本年報日期期間曾任職本公司附屬公司董事會之全部董事之姓名載於本公司網站。

獨立非執行董事之獨立確認書

本公司已收到各獨立非執行董事（即龍濤先生、任國華先生及陳放先生）根據上市規則第3.13條所發出有關其獨立地位之年度確認函。於本年報日期，本公司認為彼等全部具獨立地位。

董事簡歷

董事簡歷載列於本年報第23至27頁。

Report of the Directors (Continued)

董事報告 (續)

DIRECTORS' SERVICE CONTRACTS

The emoluments payable to Directors (including executive Directors and INEDs) were determined with reference to their respective job responsibilities and the prevailing market rate for their respective positions in the Group.

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

PERMITTED INDEMNITY PROVISIONS

The Company has arranged for appropriate insurance cover for Directors' and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities. The permitted indemnity provision is in force for the benefit of the Directors as required by section 470 of the Companies Ordinance when this report prepared by the Directors is approved in accordance with section 391(1)(a) of the Companies Ordinance.

EQUITY-LINKED AGREEMENTS

The Group has not entered into any equity-linked agreements during the Current Year, and no equity-linked agreements to which the Company is a party subsisted as at 31 March 2019.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the Year and up to the date of this annual report, none of the Directors, the controlling Shareholders or substantial Shareholders (as defined in the Listing Rules) or their respective close associate (as defined in the Listing Rules) was interested in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

董事之服務合約

應付董事（包括執行董事及獨立非執行董事）之酬金乃經參考彼等各自之職責及彼等各自於本集團之職位的當前市場酬金後釐定。

擬於應屆股東周年大會上接受重選之董事，概無與本公司訂立任何不得由本公司於一年內不支付賠償（法定賠償除外）而終止之服務合約。

獲准許的彌償條文

本公司已為董事及高級職員安排適當保險，涵蓋董事及高級管理人員因企業活動而招致之法律行動產生之責任。當由董事編製之本報告按照公司條例第391(1)(a)條獲批准時，以董事為受益人獲准許之彌償條文已按照公司條例第470條之規定生效。

股票掛鈎協議

於本年度內，本集團並無訂立任何股票掛鈎協議，且概無本公司為訂約方的任何股票掛鈎協議於二零一九年三月三十一日仍然存續。

董事於競爭業務之權益

於本年度內及截至本年報日期，董事、控股股東或主要股東（定義見上市規則）或彼等各自之緊密聯繫人（定義見上市規則）並無於與本集團業務構成或可能構成直接或間接競爭之任何業務中擁有權益。

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

Save as the transactions disclosed in “Related Party Transactions” as set out in Note 28 to the consolidated financial statements, no transactions, arrangements or contracts of significance in relation to the Group’s business to which the Company or any of its subsidiaries was a party, and in which a Director had a material interest, whether directly or indirectly, subsisted at end of the Current Year or at any time during the Current Year.

Save as the transactions disclosed in “Related Party Transactions” as set out in Note 28 to the consolidated financial statements, there are no transactions, arrangements or contracts of significance between the Company, or one of its subsidiaries, and a controlling Shareholder or any of its subsidiaries, and no contract of significance for the provision of services to the Company or of its subsidiaries by a controlling Shareholder or any of its subsidiaries, which subsisted at end of the Current Year or at any time during the Current Year.

MANAGEMENT CONTRACTS

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

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 March 2019, none of the Directors or the chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the “SFO”)) which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO; or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code as set out in the Listing Rules.

董事於交易、安排及合約之利益

除綜合財務報表附註28所載「關聯方交易」所披露之交易外，本公司或其任何附屬公司概無訂立對本集團業務有重大關係之交易、安排或合約，而董事直接或間接於其中擁有重大利益，並且於年終或年內任何時間存續。

除綜合財務報表附註28所載「關聯方交易」所披露之交易外，本公司或其其中一間附屬公司與本公司或其任何附屬公司之控股股東之間概無訂立任何重大且於年終或年內任何時間存續之交易、安排或合約，亦概無就本公司或其任何附屬公司之控股股東向本公司或其附屬公司提供服務而訂立任何重大且於年終或年內任何時間存續之合約。

管理合約

於本年度內，本公司並無訂立或存在有關管理及經營本公司全部或任何主要部分業務之合約。

董事及最高行政人員於本公司及其相聯法團之股份、相關股份及債權證之權益及淡倉

於二零一九年三月三十一日，概無本公司董事或最高行政人員於本公司或其相聯法團（按香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部所賦予之涵義）之股份、相關股份及債權證中：(a)擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之任何權益或淡倉（包括按證券及期貨條例相關條文彼等被當作或視為擁有之權益及淡倉）；或(b)根據證券及期貨條例第352條規定須記入該條所述之登記冊之任何權益或淡倉；或(c)根據上市規則所載之標準守則須知會本公司及聯交所之任何權益或淡倉。

Report of the Directors (Continued)

董事報告 (續)

Long Positions in the Shares of the Company

於本公司股份之好倉

Name of Director	Nature of Interest	Shares/ underlying Shares	Percentage of total number of issued Shares ³ 佔總已發行 股份之百分比 ³
董事名稱	權益性質	股份／相關股份	股份之百分比 ³
Ms. Hung 熊女士	Interest in a controlled corporation ¹ 受控法團之權益 ¹	1,517,314,000	44.24%
Mr. Li 李先生	Interest in a controlled corporation ² 受控法團之權益 ²	1,012,336,000	29.51%

Note:

附註：

1. Crown International Corp. Limited ("CIC") beneficially owned 298,332,000 Shares and is a wholly-owned subsidiary of Redstone Capital Corporation Limited ("Redstone"). Crown Landmark Corporation Limited ("CLC") beneficially owned 1,218,982,000 Shares, and is a wholly-owned subsidiary of Crown Landmark Fund L.P. ("CLF"), which is in turn wholly-owned by Crown International Fund Corporation ("CIF"), a wholly owned subsidiary of Redstone. Redstone is solely owned by Ms. Hung. Thus, Ms. Hung is deemed to be interested in 298,332,000 Shares of the Company held by CIC and 1,218,982,000 Shares of the Company held by CLC.
2. Eternal Glory Holdings Limited ("Eternal Glory") beneficially owned 902,336,000 Shares and through its wholly-owned subsidiary Rising Century Limited ("Rising Century") owned 110,000,000 Shares. Eternal Glory owned as to 50% by Mr. Li and 50% by Ms. Liu Xin Jun ("Ms. Liu"). Thus, Mr. Li is deemed to be interested in the Shares held by Eternal Glory and Rising Century.
3. The percentage has been arrived at based on the total number of shares of the Company in issue as at 31 March 2019 (i.e. 3,430,000,000 Shares).

1. Redstone Capital Corporation Limited ("Redstone") 之全資附屬公司皇冠國際集團有限公司 ("皇冠國際") 實益擁有 298,332,000 股股份。Crown Landmark Fund L.P. ("CLF") 之全資附屬公司皇冠置地集團有限公司 ("皇冠置地") 實益擁有 1,218,982,000 股股份。CLF 由 Redstone 之全資附屬公司 Crown International Fund Corporation ("CIF") 擁有全部權益。Redstone 由熊女士單獨擁有。因此，熊女士被視為於皇冠國際實益擁有之 298,332,000 股本公司股份及皇冠置地實益擁有之 1,218,982,000 股本公司股份擁有權益。
2. Eternal Glory 實益擁有 902,336,000 股本公司股份及透過其全資附屬公司 Rising Century Limited ("Rising Century") 擁有 110,000,000 股本公司股份。Eternal Glory 由李先生擁有 50% 股份權益及劉新軍女士 ("劉女士") 擁有 50% 股份權益。因此，李先生被視為於 Eternal Glory 及 Rising Century 所擁有之股份擁有權益。
3. 該百分比已按本公司於二零一九年三月三十一日已發行股份總數 (即 3,430,000,000 股) 計算。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 March 2019, the interests or short positions of the corporations or persons, other than the Directors and chief executives of the Company, in the Shares and underlying Shares, as recorded in the register maintained by the Company under section 336 of the SFO were as follows:

主要股東及其他人士於股份及相關股份之權益及淡倉

於二零一九年三月三十一日，按照本公司根據證券及期貨條例第336條存置之登記冊所記錄，除本公司董事及最高行政人員外之公司或人士於股份及相關股份中擁有之權益或淡倉如下：

Name of Shareholders	Nature of Interest	Shares/ underlying Shares	Percentage of total number of issued Shares ³ 佔總已發行 股份之百分比 ³
股東名稱	權益性質	股份／相關股份	股份之百分比 ³
CIC 皇冠國際	Beneficial owner ¹ 實益擁有人 ¹	298,332,000	8.70%
CLC 皇冠置地	Beneficial owner ¹ 實益擁有人 ¹	1,218,982,000	35.54%
CLF CLF	Interest in a controlled corporation ¹ 受控法團之權益 ¹	1,218,982,000	35.54%
CIF CIF	Interest in a controlled corporation ¹ 受控法團之權益 ¹	1,218,982,000	35.54%
Redstone Redstone	Interest in controlled corporations ¹ 受控法團之權益 ¹	1,517,314,000	44.24%
Ms. Hung 熊女士	Interest in a controlled corporation ¹ 受控法團之權益 ¹	1,517,314,000	44.24%

Report of the Directors (Continued)

董事報告 (續)

Name of Shareholders	Nature of Interest	Shares/ underlying Shares	Percentage of total number of issued Shares ³ 佔總已發行 股份之百分比 ³
股東名稱	權益性質	股份／相關股份	股份之百分比 ³
Eternal Glory	Beneficial owner ²	902,336,000	26.31%
Eternal Glory	實益擁有人 ²		
	Interest in a controlled corporation ²	110,000,000	3.20%
	受控法團之權益 ²		
Mr. Li	Interest in a controlled corporation ²	1,012,336,000	29.51%
李先生	受控法團之權益 ²		
Ms. Liu	Interest in a controlled corporation ²	1,012,336,000	29.51%
劉女士	受控法團之權益 ²		

Note:

附註：

1. CIC beneficially owned 298,332,000 Shares and is a wholly-owned subsidiary of Redstone. CLC beneficially owned 1,218,982,000 Shares, and is a wholly-owned subsidiary of CLF, which is in turn wholly-owned by CIF, a wholly owned subsidiary of Redstone. Redstone is solely owned by Ms. Hung. Thus, each of CLF and CIF are deemed to be interested in the Shares owned by CLC, Redstone is deemed to be interested in Shares owned by CIC and Share interested by CIF and Ms. Hung is deemed to be interested in the Shares interested by Redstone.
2. Rising Century beneficially owned 110,000,000 Shares and is a wholly-owned subsidiary of Eternal Glory, which in turn owned as to 50% by Mr. Li and 50% by Ms. Liu, Therefore, Eternal Glory was deemed to be interested in the Shares held by Rising Century, and Mr. Li and Ms. Liu was deemed to be interested in Shares held by each of Rising Century and Eternal Glory.
3. The percentage has been arrived at based on the total number of shares of the Company in issue as at 31 March 2019 (i.e. 3,430,000,000 Shares).

1. Redstone之全資附屬公司皇冠國際實益擁有298,332,000股股份。CLF之全資附屬公司皇冠置地實益擁有1,218,982,000股股份。CLF由Redstone之全資附屬公司CIF擁有全部權益。Redstone由熊女士單獨擁有。因此，CLF及CIF各自被視為於皇冠置地之股份中擁有權益；Redstone被視為於皇冠國際擁有之股份及CIF擁有之股份權益中擁有權益及熊女士被視為於Redstone的擁有的權益中擁有權益。
2. Rising Century實益擁有110,000,000股股份並為Eternal Glory的全資附屬公司，而Eternal Glory由李先生及劉女士分別擁有其50%及50%權益。因此，Eternal Glory被視為於Rising Century持有之股份中擁有權益，而李先生及劉女士被視為於Rising Century及Eternal Glory各自持有之股份中擁有權益。
3. 該百分比已按本公司於二零一九年三月三十一日已發行股份總數（即3,430,000,000股）計算。

SHARE OPTIONS

The Company adopted a new share option scheme (the “**New Scheme**”) at the AGM held on 25 September 2015, for the purpose of providing incentives or rewards to eligible participants who contribute to the success of the Group’s operations. A summary of the principal terms of the New Scheme is set out below:

- (i) Eligible participants of the New Scheme include the Directors, including the INEDs, other employees of the Group, suppliers of goods or services to the Group, customers of the Group, any consultant, advisor, any person or entity that provides research, development, other technological support or services to the Group, the Shareholders, and any non-controlling shareholder of the Company’s subsidiaries.
- (ii) The New Scheme became effective on 25 September 2015 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.
- (iii) The maximum number of Shares which may be allotted and issued upon the exercise of the share options to be granted under the New Scheme is 260,000,000 Shares, representing 7.58% of the shares in issue of the Company as at the date of the mandate approved by the Shareholder in 2018 AGM, and representing approximately 7.58% of the shares in issue of the Company as at the date of this annual report.
- (iv) The total number of Shares issued and which may fall to be issued upon the exercise of the share options granted under the New Scheme (including both exercised or outstanding share options) to each grantee in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being (the “**Individual Limit**”). Any further grant of share options in excess of the Individual Limit in any 12-month period up to and including the date of such further grant must be separately approved by the Shareholders in general meeting of the Company with such grantee and his/her close associates abstaining from voting.

購股權

本公司於二零一五年九月二十五日舉行之股東周年大會上採納一項新購股權計劃（「**新計劃**」），旨在向為本集團業務成功作出貢獻之合資格參與者提供獎勵或回報。新計劃之主要條款概述如下：

- (i) 新計劃之合資格參與者包括董事（包括獨立非執行董事）、本集團其他僱員、本集團之貨品或服務供應商、本集團之客戶、任何向本集團提供研究、開發、其他技術支援或服務之諮詢人、顧問、任何人士或實體、股東及本公司附屬公司之任何非控股股東。
- (ii) 新計劃由二零一五年九月二十五日起生效，除非另行取消或修訂，否則由該日期起之有效期為10年。
- (iii) 根據新計劃將予授出之購股權於獲行使時可能配發及發行之最高股份數目為260,000,000股，佔本公司於2018年股東週年大會上取得股東授權當日已發行股份之7.58%。於本年報日期該批股份佔本公司已發行股份約7.58%。
- (iv) 於任何12個月期間，因根據新計劃向每名承授人授出之購股權（包括已行使或尚未行使之購股權）獲行使而已發行及可予發行之股份總數，不得超過本公司當時已發行股本之1%（「**個人限額**」）。於截至及包括進一步授出日期止任何12個月期間進一步授出超過個人限額之購股權，必須另行於本公司股東大會上取得股東批准，而有關承授人及其緊密聯繫人須放棄表決權。

Report of the Directors (Continued)

董事報告 (續)

- (v) The option period during which an option may be exercised in accordance with the terms of the New Scheme at any time shall be a period to be determined and notified by the Directors to each grantee, which period may commence from the offer date, but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof.
- (vi) Unless otherwise determined by the Directors and stated in the offer to a grantee, there is no minimum period required under the New Scheme for the holding of an option before it can be exercised.
- (vii) A nominal consideration of HK\$1 is payable on acceptance of the grant of an option.
- (viii) The subscription price for the Shares under the New Scheme shall be a price determined by the Directors, but shall not be less than the higher of (a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for trade in one or more board lots of the Shares on the offer date, which must be a business day; and (b) the average of the closing prices of Shares as stated in the Stock Exchange's daily quotations for the five business days immediately preceding the offer date.
- (ix) The life of the New Scheme is until the tenth anniversary of the adoption date of the New Scheme or the date on which the New Scheme is terminated by resolution of the Shareholders in general meeting, whichever is earlier.
- (v) 購股權可根據新計劃之條款於董事決定及知會各承授人之購股權期限內隨時行使。有關期間可由要約日期起開始，惟最遲必須於由授出購股權日期起計10年內終止，且受提早終止條文規限。
- (vi) 除非董事另行決定，並於向承授人提呈之要約註明，否則根據新計劃，並無於行使前須持有購股權之最短期間規定。
- (vii) 接納所授出購股權時須支付1港元象徵式代價。
- (viii) 新計劃所涉股份之認購價由董事釐定，惟不得低於下列較高者：(a)股份於要約日期（必須為營業日）在聯交所每日報價表所報按一手或多手買賣單位交易之收市價；及(b)股份於緊接要約日期前五個營業日在聯交所每日報價表所示之平均收市價。
- (ix) 新計劃之有效期直至採納新計劃當日起計第十周年止，或直至股東於股東大會上以決議案方式終止新計劃當日止（以較早者為準）。

During the Current Year, no share options were granted, exercised or cancelled or lapsed under the New Scheme and no share options were outstanding as at 31 March 2019.

於本年度，概無購股權根據新計劃授出、行使、註銷或失效，而於二零一九年三月三十一日並無尚未行使之購股權。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the Current Year were rights to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate granted to any Director or their respective spouses or children under 18 years of age, or were any such rights exercised by them; or were the Company or any of its holding companies, fellow subsidiaries and subsidiaries a party to any arrangement to enable the Company's Directors, their respective spouses or children under 18 years of age to acquire such rights in any other body corporate.

RELATED PARTY TRANSACTIONS

The related party transactions during the year ended 31 March 2019 are being disclosed in Note 28 to the consolidated financial statements. Such transactions, insofar as they constitute:

- (a) compensations paid to Directors, are connected transactions which are fully exempt from the disclosure requirements under Rule 14A.95 of the Listing Rules; and
- (b) compensations paid to members of the senior management of the Company, are not connected transactions under Chapter 14A of the Listing Rules.

CORPORATE GOVERNANCE

The Company is committed to maintaining high standards of corporate governance practices. Information on the principal corporate governance practices adopted by the Company is set out in the section headed "Corporate Governance Report" of this annual report.

ENVIRONMENTAL AND SOCIAL MATTERS

The Company's compliance with the relevant provisions set out in the Environmental, Social and Governance Reporting Guide in Appendix 27 of the Listing Rules for the Current Year are set out in the section headed "Environmental, Social and Governance Report" of this annual report.

董事認購股份或債券之權利

除上文所披露者外，於年內任何時間，概無董事或彼等各自之配偶或未滿18歲之子女獲授可透過購買本公司或任何其他法人團體股份或債券而獲益之權利，或行使任何該等權利；而本公司或其任何控股公司、同系附屬公司及附屬公司概無訂立任何安排，致使本公司董事、彼等各自之配偶或未滿18歲的子女可購入該等於任何其他法人團體的權利。

關連人士交易

於截至二零一九年三月三十一日止年度進行之關連人士交易已於合併財務報表附註28中披露。

- (a) 支付予董事的酬金，為根據上市規則第14A.95條獲全面豁免遵守披露規定的關連交易；及
- (b) 支付予本公司高級管理層成員的薪酬並非上市規則第十四A章項下的關連交易。

企業管治

本公司致力維持高水平之企業管治常規。本公司採納之主要企業管治常規資料載於本年報之「企業管治報告」一節。

環境及社會事宜

本公司於本年度遵守上市規則附錄二十七所載《環境、社會及管治報告指引》相關條文之情況載於本年報之「環境、社會及管治報告」一節。

Report of the Directors (Continued)

董事報告 (續)

EVENTS AFTER THE REPORTING PERIOD

On 8 April 2019, the Company received a sum of HK\$40,500,000, being proceeds on the further issue of bonds. Following such issue, the aggregate amount of the outstanding bonds issued by the Company was HK\$55,500,000.

PARTICULARS OF IMPORTANT EVENTS

Save as disclosed in this annual report, the Board has not identified any important events affecting the Group that have occurred since the end of the Current Year.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to and within the knowledge of the Directors, there is sufficient public float of more than 25% of the Company's issued shares during the Current Year and up to the date of this annual report.

INDEPENDENT AUDITOR

On 8 May 2019, PricewaterhouseCoopers ("PwC"), who acted as auditor of the Company for the year ended 31 March 2018, has notified the Company its resignation as auditor of the Company as the Company and PwC could not reach a consensus on the fee level proposed by PwC for the year ended 31 March 2019. PwC has confirmed in its letter of resignation that it was not aware of any matters that should be brought to the attention of the securities holders of the Company in connection with its resignation. On 8 May 2019, BDO was appointed as the auditor of the Company to fill the causal vacancy and hold office until the conclusion of the forthcoming AGM.

報告期後事項

於二零一九年四月八日，本公司收到一筆40,500,000港元，此乃進一步發行債券之款項。在這次發行後，債券發行總額達55,500,000港元。

重大事件之詳情

除本年報所披露者外，董事會並無發現對本集團有任何重大影響之事件在本年度終結後發生。

公眾持股量充足程度

根據董事從公開途徑所得資料及就彼等所知，於本年度內及直至本年報日期之公眾持股量充足，佔本公司已發行股份25%以上。

獨立核數師

於二零一九年五月八日，在截至二零一八年三月三十一日止年度擔任本公司核數師的羅兵咸永道會計師事務所（「羅兵咸永道」）通知本公司辭任本公司之核數師，乃由於本公司與羅兵咸永道未能就截至二零一九年三月三十一日止年度羅兵咸永道建議之收費水平達成共識。羅兵咸永道於其辭任函件確認並不知悉任何有關其辭任之事宜須敦請本公司證券持有人垂注。於二零一九年五月八日，立信德豪獲委任為本公司之核數師以填補空缺，任期至下屆股東週年大會結束。

Report of the Directors (Continued) 董事報告 (續)

The consolidated financial statements for the Current Year have been audited by BDO. A resolution will be proposed to the AGM to re-appoint BDO, as auditor of the Company.

本年度之綜合財務報表乃經立信德豪審核，續聘立信德豪為本公司核數師之議案將於股東周年大會上提呈。

On behalf of the Board

代表董事會

HUNG Man
Chairman

主席
熊敏

Hong Kong, 27 June 2019

香港，二零一九年六月二十七日

Independent Auditor's Report 獨立核數師報告



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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF CROWN INTERNATIONAL CORPORATION LIMITED

(incorporated in Hong Kong with limited liability)

致皇冠環球集團有限公司

全體成員之獨立核數師報告

(於香港註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of Crown International Corporation Limited (the “**Company**”) and its subsidiaries (together the “**Group**”) set out on pages 77 to 183, which comprise the consolidated statement of financial position as at 31 March 2019, and 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 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.

意見

我們已審計皇冠環球集團有限公司（以下簡稱「**貴公司**」）及其附屬公司（以下統稱「**貴集團**」）列載於第77至183頁的綜合財務報表，包括於二零一九年三月三十一日的綜合財務狀況表，及截至該日止年度的綜合全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註，包括主要會計政策概要。

我們認為，綜合財務報表已根據香港會計師公會頒佈的香港財務報告準則真實而公平地反映了 貴集團於二零一九年三月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流動，並已遵照香港公司條例妥為擬備。

意見的基礎

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

Independent Auditor's Report (continued) 獨立核數師報告 (續)

Key audit matter

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

Valuation of investment properties

投資物業的估值

Refer to notes 2.7 and 15 to the consolidated financial statements.

請參閱綜合財務報表附註2.7及15。

The fair values of the investment properties held by the Group were approximately HK\$2,002,606,000 as at 31 March 2019, with a revaluation gain for the year ended 31 March 2019 recorded in fair value adjustments on investment properties of approximately HK\$45,462,000.

於二零一九年三月三十一日，貴集團所持有之投資物業的公平值約為2,002,606,000港元，截至二零一九年三月三十一日止年度投資物業公平值調整錄得的重估盈利約為45,462,000港元。

關鍵審計事項

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

Our Response

我們的處理方式

Our procedures in relation to the management's assessment of the fair value of the investment properties included:

我們就管理層對投資物業公平值所作評估進行的程序包括：

- Evaluation of the independent external valuer's competence, independence and objectivity; and
- 評價獨立外部估值師的資格、獨立性及客觀性；及

Independent Auditor's Report (Continued)

獨立核數師報告(續)

Valuation of investment properties

投資物業的估值

Valuations performed by the independent external valuer appointed by management were obtained for all the investment properties to support management's estimated fair values, which were derived using the direct comparison method. The valuations were dependent on certain key assumptions that require significant judgement, including fair market prices of the completed investment properties of one of the investment properties.

管理層已就所持有之投資物業委任獨立外部估值師並取得相關估值，以支持管理層使用直接比較法對估計公平值所作出之估算。估值取決於若干關鍵假設，需要作出重要判斷，包括其中一項已落成的投資物業的公平市價。

We focused on this area due to the significance of the investment properties balances and the significant judgement involved in making the key assumptions in determining the valuation.

我們重點關注此領域，是基於投資物業結餘龐大，且於釐定估值時所作關鍵假設涉及重要判斷。

Our Response

我們的處理方式

- Involved our internal valuation expert to discuss with the independent external valuer and assessed the methodologies used and the key assumptions used, including adopted unit rates of the completed investment properties. We compared the current market price to the publicly available market data of comparable properties in the same location; and
- 安排我們的內部估值專家與獨立外部估值師討論，並評估所用方法及關鍵假設，包括已落成投資物業的已採納單位價率。我們比較在同一地區的可比較物業的現行市價與公開可得之市場數據；及
- Checked, on a sample basis, the published external market data for the accuracy of the input data used by the independent external valuer.
- 抽樣查核已發佈外部市場數據，確保獨立外部估值師所採用的相關數據的準確性。

Based on the procedures performed above, we found the key assumptions used in the management's assessment of the fair value of the investment properties were supported by the available evidence.

基於上述已進行的程序，我們認為管理層對投資物業公平值作出評估時使用的關鍵假設有確實的證據作為支持。

OTHER MATTER

The consolidated financial statements of the Group for the year ended 31 March 2018, were audited by another auditor who expressed an unmodified opinion on those statements on 29 June 2018.

其他事項

貴集團截至二零一八年三月三十一日止年度的綜合財務報表經由另一名核數師審核，該核數師於二零一八年六月二十九日就該等報表發表未經修改的意見。

Independent Auditor's Report (continued) 獨立核數師報告 (續)

OTHER INFORMATION

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

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

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

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

其他信息

董事須對其他信息負責。其他信息包括 貴公司年報內的信息，但不包括綜合財務報表及我們的核數師報告。

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

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

董事就綜合財務報表承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例擬備真實而公平的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

董事亦須負責監督 貴集團的財務報告過程。審核委員會協助董事履行彼等此方面的職責。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

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. This report is made solely to you, as a body, in accordance with Section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional 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.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。本報告按照香港公司條例第405條僅向閣下（作為整體）作出，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

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

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

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

Independent Auditor's Report (Continued) 獨立核數師報告 (續)

- 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.
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提醒使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們會修改意見。我們的結論是基於直至核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否公平反映相關交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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.

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

Independent Auditor's Report (Continued)

獨立核數師報告(續)

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.

BDO Limited

Certified Public Accountants

Li Yin Fan

Practising Certificate Number P03113

Hong Kong, 27 June 2019

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

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

香港立信德豪會計師事務所有限公司

執業會計師

李燕芬

執業證書編號P03113

香港，二零一九年六月二十七日

Consolidated Statement of Comprehensive Income

綜合全面收益表

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

		Note 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Revenue	收益	5	5,371	4,995
Other (losses)/gains, net	其他(虧損)/盈利, 淨額	6	(450)	21,065
Other income	其他收入		180	108
Fair value gains on investment properties, net	投資物業之公平值盈利, 淨額	15	45,462	1,335
Staff costs	僱員成本	7	(14,698)	(14,076)
Depreciation	折舊	14	(1,111)	(1,362)
Gain on bargain purchase	議價購買收益	18	—	116,001
Other operating expenses	其他經營開支		(23,176)	(17,891)
Operating profit	經營溢利		11,578	110,175
Finance income	財務收入	8	4,075	1,333
Finance costs	融資成本	8	(888)	(1,898)
Finance income/(costs), net	融資收入/(成本), 淨額		3,187	(565)
Profit before income tax	除所得稅前溢利	9	14,765	109,610
Income tax expense	所得稅開支	10	(10,974)	(895)
Profit for the year	年內溢利		3,791	108,715
Other comprehensive (loss)/income:	其他全面(虧損)/收益:			
Items that may be subsequently reclassified to profit or loss:	其後可能重新分類至損益之項目:			
Currency translation differences	貨幣換算差額		(138,239)	168,188
Total other comprehensive (loss)/income for the year	年內其他全面(虧損)/收益總額		(138,239)	168,188
Total comprehensive (loss)/income for the year	年內全面(虧損)/收益總額		(134,448)	276,903
Profit/(loss) attributable to:	以下各方應佔溢利/(虧損):			
Owners of the Company	本公司擁有人		3,791	108,716
Non-controlling interests	非控股權益		—	(1)
			3,791	108,715
Total comprehensive (loss)/income attributable to:	以下各方應佔全面(虧損)/收益總額:			
Owners of the Company	本公司擁有人		(134,448)	276,895
Non-controlling interests	非控股權益		—	8
			(134,448)	276,903
Basic and diluted earnings per share attributable to owners of the Company for the year (expressed in HK cent per share)	本公司擁有人應佔年內每股基本及攤薄盈利(以每股港仙呈列)	11	0.11 cent 港仙	3.50 cents 港仙

The notes on pages 83 to 183 are an integral part of these consolidated financial statements.

第83至183頁之附註屬此等綜合財務報表之一部分。

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 March 2019 於二零一九年三月三十一日

		Note 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Assets	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	171,580	144,386
Investment properties	投資物業	15	2,002,606	2,091,000
Other receivables, prepayments and deposits	其他應收款項、預付款項及按金	19	1,467	1,209
Deferred tax asset	遞延稅項資產	23	814	870
			2,176,467	2,237,465
Current assets	流動資產			
Other receivables, prepayments and deposits	其他應收款項、預付款項及按金	19	168,241	2,122
Properties under development for sale	待售發展中物業	16	758,763	568,801
Financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產	21	–	12,500
Restricted bank balances	受限制使用銀行結餘	20	26,750	–
Cash and cash equivalents	現金及現金等價物	20	140,323	43,585
			1,094,077	627,008
Total assets	資產總額		3,270,544	2,864,473
Liabilities	負債			
Current liabilities	流動負債			
Other payables and accruals	其他應付款項及應計負債	22	221,523	101,885
Income tax payable	應付所得稅		2,249	3,163
			223,772	105,048
Net current assets	流動資產淨值		870,305	521,960
Total assets less current liabilities	總資產減流動負債		3,046,772	2,759,425
Non-current liabilities	非流動負債			
Other payables	其他應付款項	22	6,608	6,623
Borrowings	借貸	24	598,046	160,000
Deferred income tax liabilities	遞延所得稅負債	23	414,297	430,373
			1,018,951	596,996
Net assets	資產淨值		2,027,821	2,162,429

Consolidated Statement of Financial Position (Continued)

綜合財務狀況表 (續)

As at 31 March 2019 於二零一九年三月三十一日

		Note 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Equity	權益			
Capital and reserves	資本及儲備			
Share capital	股本	25	1,979,067	1,979,067
Other reserves	其他儲備		48,754	183,202
Equity attributable to owners of the Company	本公司擁有人應佔權益		2,027,821	2,162,269
Non-controlling interests	非控股權益		—	160
Total equity	權益總額		2,027,821	2,162,429

The financial statements on page 77 to 183 were approved by the Board of Directors on 27 June 2019 and were signed on its behalf:

第77至183頁之財務報表於二零一九年六月二十七日獲董事會批准，並由以下人士代表董事會簽署：

Ms. HUNG Man

熊敏女士

Chairman and Chief Executive Officer

主席兼行政總裁

Mr. MENG Jin Long

孟金龍先生

Executive Director

執行董事

The notes on pages 82 to 182 are an integral part of these consolidated financial statements.

第82至182頁之附註屬此等綜合財務報表之一部分。

Consolidated Statement of Changes In Equity

綜合權益變動表

For the 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 本公司擁有人應佔					Non-controlling interests 非控股權益		Total equity 權益總額
		Share capital 股本 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Exchange reserve 匯兌儲備 HK\$'000 千港元	Revaluation reserve 重估儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Total 總額 HK\$'000 千港元		Total equity 權益總額 HK\$'000 千港元
Balance at 1 April 2018	於二零一八年四月一日之結餘	1,979,067	7,915	38,322	12,025	124,940	2,162,269	160	2,162,429
Comprehensive income:	全面收益:								
- Profit for the year	- 年內溢利	-	-	-	-	3,791	3,791	-	3,791
Other comprehensive loss:	其他全面虧損:								
- Currency translation differences	- 貨幣換算差額	-	-	(138,239)	-	-	(138,239)	-	(138,239)
Total comprehensive (loss)/income	全面(虧損)/收入總額	-	-	(138,239)	-	3,791	(134,448)	-	(134,448)
De-registration of a non-wholly owned subsidiary	撤銷註冊一間非全資附屬公司	-	-	-	-	-	-	(160)	(160)
Balance at 31 March 2019	於二零一九年三月三十一日之結餘	1,979,067	7,915	(99,917)	12,025	128,731	2,027,821	-	2,027,821
Balance at 1 April 2017	於二零一七年四月一日之結餘	1,309,124	7,915	(129,858)	12,025	16,224	1,215,430	153	1,215,583
Comprehensive income:	全面收益:								
- Profit for the year	- 年內溢利	-	-	-	-	108,716	108,716	(1)	108,715
Other comprehensive loss:	其他全面虧損:								
- Currency translation differences	- 貨幣換算差額	-	-	168,180	-	-	168,180	8	168,188
Total comprehensive income	全面收益總額	-	-	168,180	-	108,716	276,896	7	276,903
Transactions with owners in their capacity as owners:	與擁有人(以其擁有人之身份)進行之交易:								
Issue of ordinary shares as consideration for a business combination (Note 25)	發行普通股作為業務合併之代價(附註25)	335,400	-	-	-	-	335,400	-	335,400
Issue of new shares	發行新股份	334,543	-	-	-	-	334,543	-	334,543
		669,943	-	-	-	-	669,943	-	669,943
Balance at 31 March 2018	於二零一八年三月三十一日之結餘	1,979,067	7,915	38,322	12,025	124,940	2,162,269	160	2,162,429

The notes on pages 83 to 183 are an integral part of these consolidated financial statements.

第83至183頁之附註屬本綜合財務報表之一部分。

Consolidated Statement of Cash Flows

綜合現金流量表

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

	Note	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
	附註		
Cash flows from operating activities	經營活動之現金流量		
Profit before income tax	除所得稅前溢利	14,765	109,610
Adjustments for:	調整項目：		
Finance costs	融資成本	8	1,898
Finance income	財務收入	8	(1,333)
Depreciation	折舊	14	1,362
Loss on written off of property, plant and equipment	撇銷物業、廠房及設備之虧損	506	—
Gain on bargain purchase	收購議價之收益	18	(116,001)
Exchange losses/(gains)	匯兌虧損／(盈利)	6	(16,099)
Gain on disposal of subsidiaries	出售附屬公司之盈利	6	(302)
Fair value gains on investment properties, net	投資物業之公平值盈利，淨額	15	(1,335)
Impairment of other receivable balances	其他應收款項結餘減值	6	686
Changes in working capital	營運資金變動		
Trade receivables	應收賬款	—	8,925
Other receivables, prepayments and deposits	其他應收款項、預付款項及按金	(166,774)	93,509
Properties under development for sale	待售發展中物業	(191,113)	(89,602)
Other payables and accruals	其他應付款項及應計負債	125,207	(65,841)
Net cash used in operations	經營業務所用之現金淨額	(264,915)	(74,523)
Net cash used in operating activities	經營活動所用之現金淨額	(264,915)	(74,523)
Cash flows from investing activities	投資活動之現金流量		
Purchase of property, plant and equipment	購入物業、廠房及設備	(37,964)	(40,051)
Addition of investment properties	添置投資物業	(1,166)	(1,190)
Redemption/(acquisition) of short-term investment	贖回／(收購)短期投資	11,692	(11,900)
Proceeds from disposal of subsidiaries	出售附屬公司所得款項	—	952
Repayment of consideration payable	償還應付代價	—	(222,315)
Cash and bank balances acquired from business combination	自業務合併中收購的現金及銀行結餘	18	8,939
Placement of restricted bank balance	存放受限制使用銀行結餘	(26,750)	—
Interest received	已收利息	4,075	1,333
Net cash used in investing activities	投資活動所用之現金淨額	(50,113)	(264,232)

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

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

	Note 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Cash flows from financing activities	融資活動之現金流量		
Proceeds from issue of shares	發行股份之所得款項	–	334,543
Proceeds from issue of bonds	發行債券之所得款項	13,350	–
Drawdown of entrusted loan	提取委託貸款	582,850	–
Repayment of entrusted loan	償還委託貸款	(149,210)	(27,500)
Interest paid	已付利息	(34,938)	(11,246)
Net cash generated from financing activities	融資活動所得之現金淨額	412,052	295,797
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物之增加／(減少)淨額	97,024	(42,958)
Cash and cash equivalents at beginning of year	於年初之現金及現金等價物	43,585	85,289
Exchange (loss)/gain on cash and cash equivalents	現金及現金等價物之匯兌(虧損)/收益	(286)	1,254
Cash and cash equivalents at end of year	於年末之現金及現金等價物	140,323	43,585

The notes on pages 83 to 183 are an integral part of these consolidated financial statements.

第83至183頁之附註屬本綜合財務報表之一部分。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

1 GENERAL INFORMATION

The principal activities of Crown International Corporation Limited (the “**Company**”) and its subsidiaries (together with the Company are collectively referred to as the “**Group**”) are (i) property investment, (ii) property development, (iii) hotel operations, and (iv) provision of financial consultancy service, whilst those of its principal subsidiaries are set out in Note 17 to the consolidated financial statements.

The Company is a limited liability company incorporated in Hong Kong. The address of its registered office is suite 902, 9th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong which is also its principal place of business.

The Company has its shares traded on the Main Board of The Stock Exchange of Hong Kong Limited. The Directors consider the ultimate holding company to be Redstone Capital Corporation, incorporated in the Samoa.

These consolidated financial statements are presented in Hong Kong Dollar (“**HK\$**”), unless otherwise stated.

These consolidated financial statements have been approved for issue by the Board of Directors on 27 June 2019.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

These consolidated financial statements of Crown International Corporation Limited have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations (hereinafter collectively referred to as the “**HKFRSs**”) and the provisions of the Hong Kong Companies Ordinance which concern the preparation of financial statements. In addition, the financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The consolidated financial statements have been prepared under the historical cost basis, except for investment properties and certain financial instruments, which are measured at fair value.

1 一般資料

皇冠環球集團有限公司(「**本公司**」)及其附屬公司(連同本公司統稱為「**本集團**」)之主要業務為(i)物業投資、(ii)物業發展、(iii)酒店營運及(iv)提供金融顧問服務,其主要附屬公司之主要業務乃載於綜合財務報表附註17。

本公司為於香港註冊成立之有限公司,其註冊辦事處地址為香港灣仔港灣道18號中環廣場9樓902室,該地址亦為其主要營業地點。

本公司股份於香港聯合交易所有限公司主板買賣。董事認為最終控股公司為Redstone Capital Corporation,於薩摩亞註冊成立。

除另有指明者外,本綜合財務報表以港元(「**港元**」)呈列。

本綜合財務報表經董事會於二零一九年六月二十七日批准刊發。

2 主要會計政策概要

下文載列編製本綜合財務報表所應用之主要會計政策。除另有指明者外,此等政策已於所有呈列年度貫徹應用。

2.1 編製基準

皇冠環球集團有限公司的該等綜合財務報表乃根據所有適用香港財務報告準則、香港會計準則及詮釋(下文統稱為「香港財務報告準則」)以及有關財務報表編製的香港公司條例條文而編製。此外,財務報表載有香港聯合交易所有限公司證券上市規則規定之適用披露資料。綜合財務報表乃根據歷史成本法基準編製,惟按公平值計量的投資物業及若干金融工具除外。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

(a) Effect of adopting new standard and amendments to existing standards

The following new standard and amendments to existing standards are mandatory for the Group's financial year beginning on or after 1 April 2018:

Annual Improvements to HKFRSs 2014-2016 Cycle	Amendments to HKFRS 1, First-time adoption of Hong Kong Financial Reporting Standards
HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers
Amendments to HKFRS 15	Revenue from Contracts with Customers (Clarifications to HKFRS 15)

2 主要會計政策概要(續)

2.1 編製基準(續)

編製符合香港財務報告準則之財務報表需要使用若干關鍵會計估計，亦要求管理層於應用本集團會計政策時作出判斷。綜合財務報表附註4披露涉及高度判斷或複雜性，或有關假設及估計對綜合財務報表而言屬重大之範疇。

(a) 採納新準則及現行準則修訂本之影響

以下新準則及現行準則修訂本於二零一八年四月一日或之後開始之本集團財政年度強制生效：

香港財務報告準則二零一四年至二零一六年週期之年度改進	香港財務報告準則第1號之修訂、首次採納香港財務報告準則
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號之修訂	來自客戶合約之收益(香港財務報告準則第15號之澄清)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

- (a) *Effect of adopting new standard and amendments to existing standards (Continued)*

Amendments to HKAS 40 Transfers of Investment Property

HK(IFRIC)–Int 22 Foreign Currency Transactions and Advance Consideration

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

2 主要會計政策概要 (續)

2.1 編製基準 (續)

- (a) *採納新準則及現行準則修訂本之影響 (續)*

香港會計準則 投資物業轉撥
第40號之修訂

香港 (國際財務報告詮釋委員會) 外幣交易及預付代價
詮釋第22號 價

除下文所述者外，於本期間應用新訂及經修訂香港財務報告準則對本集團於本期間及過往年度的財務表現及狀況及／或本綜合財務報表所載的披露並無重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(a) *Effect of adopting new standard and amendments to existing standards (Continued)*

(a) (i) HKFRS 9 “Financial Instruments”

The new standard addresses the classification, measurement and derecognition of financial assets and financial liabilities, introduces new rules for hedge accounting and a new impairment model for financial assets. HKFRS 9 introduces a new model for the recognition of impairment losses — the expected credit losses (“ECL”) model, which constitutes a change from the incurred loss model in HKAS 39. HKFRS 9 contains a “three stage” approach, which is based on the change in credit quality of financial assets since initial recognition. Assets move through the three stages as credit quality changes and the stages dictate how an entity measures impairment losses and applies the effective interest rate method. The new rules mean that on initial recognition of a non-credit impaired financial asset carried at amortised cost a day-1 loss equal to the 12-month ECL is recognised in profit or loss. In the case of accounts receivables this day-1 loss will be equal to their lifetime ECL. Where there is a significant increase in credit risk, impairment is measured using lifetime ECL rather than 12-month ECL.

2 主要會計政策概要(續)

2.1 編製基準(續)

(a) 採納新準則及現行準則修訂本之影響(續)

(a) (i) 香港財務報告準則第9號「金融工具」

該項新準則闡述金融資產及金融負債的分類、計量及取消確認，並引入對沖會計法之新規則以及金融資產之新減值模式。香港財務報告準則第9號為確認減值虧損引入新模式－預期信貸虧損模式，為對香港會計準則第39號已產生虧損模式之改變。香港財務報告準則第9號訂有一個「三階段」方法，其以初始確認後金融資產信貸質素之變動為基礎。資產隨信貸質素變動而於三個階段內轉移，不同階段決定實體如何計量減值虧損及應用實際利率法。新規則意味著，於初步確認未發生信用減值、按攤銷成本列賬的金融資產時，須將相等於12個月預期信貸虧損的首日虧損於損益確認。如屬應收賬款，則此首日虧損將相等於其整個期限的預期信貸虧損。倘信用風險顯著增加，則使用整個期限的預期信貸虧損，而非12個月內的預期信貸虧損計量減值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(a) *Effect of adopting new standard and amendments to existing standards (Continued)*

(a) (i) HKFRS 9 “Financial Instruments” (Continued)

Classification and measurement of financial instruments

HKFRS 9 categorises financial assets into three principal classification categories: measured at amortised cost, at fair value through other comprehensive income and at fair value through profit or loss. These supersede HKAS 39’s categories of held-to maturity investments, loans and receivables, available-for-sale financial assets and financial assets measured at fair value through profit or loss.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(a) *採納新準則及現行準則修訂本之影響 (續)*

(a) (i) 香港財務報告準則第9號「金融工具」
(續)

金融工具之分類及計量

香港財務報告準則第9號將金融資產分類為三個主要類別：按攤銷成本計量、按公平值透過其他全面收益列賬及按公平值透過損益列賬。該等分類取代了香港會計準則第39號的持有至到期日之投資、貸款及應收款項、可供出售金融資產及按公平值透過損益計量的金融資產類別。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(a) Effect of adopting new standard and amendments to existing standards (Continued)

(a) (i) HKFRS 9 “Financial Instruments” (Continued)

Classification and measurement of financial instruments (Continued)

The following table summarises the original measurement categories under HKAS 39 and the new measurement categories under HKFRS 9 for each class of the Group’s financial assets as at 1 April 2018.

Financial assets	Original classification under HKAS 39	New classification under HKFRS 9	Carrying amount as at 1 April 2018 under HKAS 39	Carrying amount as at 1 April 2018 under HKFRS 9
金融資產	根據香港會計準則第39號原有類別	根據香港財務報告準則第9號之新類別	根據香港會計準則第39號於二零一八年四月一日之賬面值 HK\$ 港元	根據香港財務報告準則第9號於二零一八年四月一日之賬面值 HK\$ 港元
Other receivables, prepayments and deposits 其他應收款項、預付款項及按金	Loans and receivables 貸款及應收款項	Amortised cost 攤銷成本	2,333	2,333
Financial assets at fair value through profit or loss 按公平值透過損益列賬之金融資產	Fair value through profit or loss 按公平值透過損益列賬	Fair value through profit or loss 按公平值透過損益列賬	12,500	12,500

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(a) 採納新準則及現行準則修訂本之影響 (續)

(a) (i) 香港財務報告準則第9號「金融工具」(續)

金融工具之分類及計量 (續)

下表概述本集團於二零一八年四月一日各類金融資產根據香港會計準則第39號原有計量類別及根據香港財務報告準則第9號之新計量類別：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(a) *Effect of adopting new standard and amendments to existing standards (Continued)*

(a) (i) HKFRS 9 “Financial Instruments” (Continued)

Classification and measurement of financial instruments (Continued)

There will be no impact on the Group's accounting for financial liabilities, as the new requirements only affect the accounting for financial liabilities that are designated at fair value through profit or loss and the Group does not have any such liabilities. The derecognition rules have been transferred from HKAS 39 Financial Instruments: Recognition and Measurement and have not been changed. The adoption of HKFRS 9 has not had a material impact on the results of the Group.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(a) *採納新準則及現行準則修訂本之影響 (續)*

(a) (i) 香港財務報告準則第9號「金融工具」(續)

金融工具之分類及計量 (續)

由於新要求僅對入賬處理被指定為按公平值透過損益列賬之金融負債帶來影響，而本集團並無任何該等負債，故將不會影響本集團有關金融負債之會計法。取消確認之規則已自香港會計準則第39號「金融工具：確認及計量」轉移，且並無改變。採納香港財務報告準則第9號對本集團的業績沒有產生重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(a) *Effect of adopting new standard and amendments to existing standards (Continued)*

(a) (i) HKFRS 9 “Financial Instruments” (Continued)

Impairment under ECL model

Based on the historical experience of the Group, the default rates of the outstanding balances with customers and other receivables are low. As at 1 April 2018, no additional credit loss allowance has been recognised against accumulated profits as the estimated allowance under the ECL model was not significantly different to that under HKAS 39 based on the counterparties’ past repayment history and forward looking information.

Accounting policies resulting from application of HKFRS 9 are disclosed in Note 2.10.

2 主要會計政策概要(續)

2.1 編製基準(續)

(a) *採納新準則及現行準則修訂本之影響(續)*

(a) (i) 香港財務報告準則第9號「金融工具」(續)

預期信貸虧損模式項下之減值

根據本集團過往經驗，客戶及其他應收款項未償還結餘的違約率較低。於二零一八年四月一日，根據對手方過往的還款紀錄及前瞻性資料，由於預期信貸虧損模式項下的估計撥備與香港會計準則第39號項下的相關撥備並無重大差異，故並無就累計溢利確認額外信貸虧損撥備。

應用香港財務報告準則第9號導致的會計政策於附註2.10披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(a) *Effect of adopting new standard and amendments to existing standards (Continued)*

(a) (i) HKFRS 9 “Financial Instruments” (Continued)

Transition

The Group has applied the transitional provision in HKFRS 9 such that HKFRS 9 was generally adopted without restating comparative information. The reclassifications and the adjustments arising from the new ECLs rules are therefore not reflected in the consolidated statement of financial position as at 31 March 2018, but are recognised in the consolidated statement of financial position on 1 April 2018, if any. This means that differences in the carrying amounts of financial assets and financial liabilities resulting from the adoption of HKFRS 9 are recognised in retained earnings and reserves as at 1 April 2018, if any. Accordingly, the information presented up to 31 March 2018 does not reflect the requirements of HKFRS 9 but rather those of HKAS 39.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(a) *採納新準則及現行準則修訂本之影響 (續)*

(a) (i) 香港財務報告準則第9號「金融工具」(續)

過渡

本集團已應用香港財務報告準則第9號之過渡條文，以使香港財務報告準則第9號獲一般採納而毋須重列比較資料。因此，新預期信貸虧損規則所引起之重新分類及調整並未於二零一八年三月三十一日之綜合財務狀況表反映，惟已於二零一八年四月一日之綜合財務狀況表確認(如有)，意指採納香港財務報告準則第9號所導致金融資產及金融負債賬面值之差額於二零一八年四月一日之保留盈利及儲備確認(如有)。因此，就截至二零一八年三月三十一日止呈列的資料並不反映香港財務報告準則第9號之規定，而反映香港會計準則第39號之規定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(a) *Effect of adopting new standard and amendments to existing standards (Continued)*

(a) (ii) HKFRS 15 “Revenue from Contracts with Customers”

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

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

2 主要會計政策概要(續)

2.1 編製基準(續)

(a) 採納新準則及現行準則修訂本之影響(續)

(a) (ii) 香港財務報告準則第15號「來自客戶合約之收益」

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

本集團已追溯應用香港財務報告準則第15號，而初始應用該準則的累計影響則於初始應用日期(二零一八年四月一日)確認。於初始應用日期的任何差異乃於期初保留盈利(或其他權益部分，按適用者)中確認，且未有重列可資比較資料。此外，根據香港財務報告準則第15號的過渡性條文，本集團已選擇僅對於二零一八年四月一日尚未完成的合約追溯應用該準則。因此，若干可資比較資料或未能與根據香港會計準則第18號「收益」及香港會計準則第11號「建造合約」以及相關詮釋編製的可資比較資料比較。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(a) *Effect of adopting new standard and amendments to existing standards (Continued)*

- (a) (ii) HKFRS 15 “Revenue from Contracts with Customers” (Continued)

HKFRS 15 introduces a 5 step approach to revenue recognition:

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

The standard requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(a) *採納新準則及現行準則修訂本之影響 (續)*

- (a) (ii) 香港財務報告準則第15號「來自客戶合約之收益」(續)

香港財務報告準則第15號引入收益確認的五個步驟：

- 第1步：識別與客戶訂立的合約。
- 第2步：識別合約的履約責任。
- 第3步：釐定交易價格。
- 第4步：將交易價格分配至合約的履約責任。
- 第5步：於實體達成履約責任時(或就此)確認收益。

該準則要求實體作出判斷，並計及將模式各步驟應用於與客戶訂立合約時之所有相關事實及情況。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(a) *Effect of adopting new standard and amendments to existing standards (Continued)*

(a) (ii) HKFRS 15 “Revenue from Contracts with Customers” (Continued)

The principal operating activity of the Group is rental income which will continue to be accounted for in accordance with HKAS17 “Leases” and financial consultancy service. Therefore, based on the assessment of the Group, the adoption of HKFRS 15 from 1 April 2018 has resulted in changes of accounting policies of the Group, however, it does not have significant impact on the timing and amounts of revenue recognition of the Group, and no adjustment to the opening balance of equity at 1 April 2018 has been made. However, additional disclosures have been presented in Note 2.20 to the consolidated financial statements for the year ended 31 March 2019 as a result of adoption of HKFRS 15.

Information about the Group’s performance obligations and the accounting policies resulting from application of HKFRS 15 are disclosed in Note 2.20.

2 主要會計政策概要(續)

2.1 編製基準(續)

(a) 採納新準則及現行準則修訂本之影響(續)

(a) (ii) 香港財務報告準則第15號「來自客戶合約之收益」(續)

本集團的主要經營活動為租金收入(其將繼續根據香港會計準則第17號「租賃」入賬)及金融顧問服務。因此,根據本集團之評估,自二零一八年四月一日起採納香港財務報告準則第15號已導致本集團之會計政策變動,惟其並無對本集團收益確認之時間及金額產生重大影響,故並無對二零一八年四月一日之期初權益結餘作出調整。然而,由於採納香港財務報告準則第15號,已於截至二零一九年三月三十一日止年度之綜合財務報表附註2.20內呈列額外披露資料。

有關應用香港財務報告準則第15號導致的本集團的履約責任及會計政策之資料於附註2.20披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

- (b) *New/revised HKFRSs that have been issued but are not yet effective*

The following new/revised HKFRSs, potentially relevant to the Group's accounting policies and consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group's current intention is to apply these changes on the date they become effective.

		Effective for accounting period beginning on or after		自以下日期 或之後 開始之會計 期間生效
HKFRS 16	Leases	1 January 2019	香港財務報告準則 第16號	租賃 二零一九年 一月一日
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments	1 January 2019	香港(國際財務報告 詮釋委員會) 詮釋第23號	所得稅處理的不確定性 二零一九年 一月一日
Amendments to HKFRS 9	Prepayment Features with Negative Compensation	1 January 2019	香港財務報告準則 第9號(修訂本)	提早還款特性及負補償 二零一九年 一月一日
Annual Improvements to HKFRSs 2015-2017 Cycle	Amendments to HKAS 12, Income Taxes	1 January 2019	香港財務報告準則 二零一五年至 二零一七年週期 之年度改進	香港會計準則第12號的修訂, 所得稅 二零一九年 一月一日
Annual Improvements to HKFRSs 2015-2017 Cycle	Amendments to HKAS 23, Borrowing Costs	1 January 2019	香港財務報告準則 二零一五年至 二零一七年週期 之年度改進	香港會計準則第23號的修訂, 借貸成本 二零一九年 一月一日

The Group has commenced a preliminary assessment of the impact of these new standards and amendments to existing standards and set out below are those that are expected to have material impact on the Group's accounting policies.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

- (b) *已頒佈但尚未生效之新訂／經修訂香港財務報告準則*

以下可能與本集團的會計政策及綜合財務報表相關的新訂／經修訂香港財務報告準則已頒佈，但尚未生效，且本集團並未提早採納。本集團目前有意於彼等的生效日期應用該等變動。

本集團已開始初步評估該等新訂準則及現行準則之修訂之影響，下文所載者預期對本集團之會計政策有重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(b) *New/revised HKFRSs that have been issued but are not yet effective (Continued)*

(i) HKFRS 16 “Leases”

HKFRS 16 “Leases” addresses the definition of a lease, recognition and measurement of leases and establishes principles for reporting useful information to users of financial statements about the leasing activities of both lessees and lessors. A key change arising from HKFRS 16 is that most operating leases will be accounted for on statement of financial position for lessees. The Group is a lessee of various properties which are currently classified as operating leases. The Group’s current accounting policy for such leases is set out in Note 2.19 with the Group’s future operating lease commitments, which are not reflected in the consolidated statement of financial position, set out in Note 27.

There will not be significant change in the accounting treatment of lessors.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(b) *已頒佈但尚未生效之新訂／經修訂香港財務報告準則 (續)*

(i) 香港財務報告準則第16號「租賃」

香港財務報告準則第16號「租賃」提出租賃的定義、租賃確認及計量的要求，並設立向財務報表使用者報告有關承租人及出租人租賃業務的有用信息的原則。香港財務報告準則第16號導致的主要變動為大部分經營租賃會入賬列於承租人的財務狀況表。本集團為多項物業的承租人，該等物業目前分類為經營租賃。本集團就該等租賃的會計政策載於附註2.19，而本集團未來經營租賃承擔（並未於綜合財務狀況表內反映）載於附註27。

出租人的會計處理將不會有重大變動。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(b) *New/revised HKFRSs that have been issued but are not yet effective (Continued)*

(i) HKFRS 16 “Leases” (Continued)

HKFRS 16 provides new provisions for the accounting treatment of leases and will in the future no longer allow lessees to recognise certain leases outside of the statement of financial position. Instead, almost all leases must be recognised in the form of an asset (for the right of use) and a financial liability (for the payment obligation). Thus each lease will be mapped in the Group’s consolidated statement of financial position. Short-term leases of less than twelve months and leases of low-value assets are exempt from the reporting obligation. The new standard will therefore result in an increase in assets and financial liabilities in the consolidated statement of financial position. As for the financial performance impact in the consolidated statements of comprehensive income, the operating lease expenses will decrease, while depreciation and the interest expense will increase.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(b) *已頒佈但尚未生效之新訂／經修訂香港財務報告準則 (續)*

(i) 香港財務報告準則第16號「租賃」(續)

香港財務報告準則第16號就租賃的會計處理訂立新條文，日後不再允許承租人於財務狀況表外確認若干租賃。相反，由於絕大部分租賃必須以資產（就使用權而言）及金融負債（就付款責任而言）的形式確認，故各項租賃均列於本集團的綜合財務狀況表。租期為十二個月以下的短期租賃及低價值資產租賃獲豁免此類報告義務。因此，新準則將導致綜合財務狀況表的資產及金融負債增加。由於受綜合全面收益表的財務表現影響，經營租賃開支將減少，而折舊與利息開支將增加。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(b) *New/revised HKFRSs that have been issued but are not yet effective (Continued)*

(i) HKFRS 16 “Leases” (Continued)

Other than the increase in assets and financial liabilities in the consolidated statement of financial position and the financial performance impact in the consolidated statements of comprehensive income as mentioned above, the directors of the Group expect that the adoption of HKFRS 16 will not have significant impact on the financial position and financial performance of the Group. The new standard is not expected to apply until the financial year beginning on or after 1 April 2019.

2.2 Subsidiaries

2.2.1 Consolidation

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

2 主要會計政策概要(續)

2.1 編製基準(續)

(b) *已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)*

(i) 香港財務報告準則第16號「租賃」(續)

除上述綜合財務狀況表的資產及金融負債增加以及綜合全面收益表的財務業績影響外，本集團董事預期採納香港財務報告準則第16號對本集團的財務狀況及財務表現不會產生重大影響。新準則預期將於二零一九年四月一日或之後開始之財政年度方會採用。

2.2 附屬公司

2.2.1 綜合賬目

附屬公司乃本集團所控制之所有實體(包括結構性實體)。當本集團招致或有權獲得參與某一實體之可變回報，且有能力藉其對該實體之權力影響該等回報，即擁有該實體之控制權。附屬公司自控制權轉移至本集團之日起綜合入賬，並於控制權終止當日停止綜合入賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Subsidiaries (Continued)

2.2.1 Consolidation (Continued)

(a) Business combination

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by HKFRSs.

Acquisition-related costs are expensed as incurred.

2 主要會計政策概要 (續)

2.2 附屬公司 (續)

2.2.1 綜合賬目 (續)

(a) 業務合併

本集團應用收購法將業務合併入賬。就收購一間附屬公司而轉讓之代價乃為所轉讓資產、對被收購方前擁有人產生之負債及本集團所發行之股權之公平值。所轉讓代價包括因或然代價安排而產生之任何資產或負債的公平值。於業務合併中收購之可識別資產以及承擔之可識別負債及或然負債，初步按於收購日期之公平值計量。

本集團按逐項收購基準確認於任何被收購方之非控股權益。於被收購方之非控股權益如屬當前所有權權益，並賦予其持有人權利，於清盤時按比例攤分實體之淨資產，則按公平值或當前所有權權益應佔被收購方可識別淨資產已確認金額之比例計量。除非香港財務報告準則規定使用另一計量基準，否則所有其他非控股權益成份按於收購日期之公平值計量。

與收購相關之成本於產生時確認為費用支出。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Subsidiaries (Continued)

2.2.1 Consolidation (Continued)

(a) Business combination (Continued)

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with HKAS 39 in profit or loss. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated statement of comprehensive income (Note 18).

2 主要會計政策概要(續)

2.2 附屬公司(續)

2.2.1 綜合賬目(續)

(a) 業務合併(續)

倘業務合併分階段完成，則收購方以往所持被收購方股權於收購日期之賬面值按其於收購日期之公平值重新計量。重新計量所產生之任何盈利或虧損會於損益內確認。

本集團將轉讓之任何或然代價乃於收購日期按公平值確認。被視為資產或負債的或然代價之其後公平值變動乃按照香港會計準則第39號於損益內確認。分類為權益之或然代價不會重新計量，並於其後結算時在權益內入賬。

所轉讓代價、於被收購方之任何非控股權益金額及以往於被收購方之任何股權於收購日期之公平值超過所收購可識別淨資產公平值之差額，乃確認為商譽。倘屬產生收購議價（即所轉讓代價、已確認非控股權益及已計量以往所持權益之總額少於所收購附屬公司淨資產之公平值），則差額直接於綜合全面收益表內確認（附註18）。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Subsidiaries (Continued)

2.2.1 Consolidation (Continued)

(a) Business combination (Continued)

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

(b) Changes in ownership interest in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners of the subsidiary in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying amount of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

2 主要會計政策概要 (續)

2.2 附屬公司 (續)

2.2.1 綜合賬目 (續)

(a) 業務合併 (續)

集團旗下公司間之交易及結餘以及交易之未變現盈利互相對銷。未變現虧損亦互相對銷，除非該交易證明所轉讓資產出現減值則作別論。附屬公司所呈報金額已按需要作出調整，以符合本集團之會計政策。

(b) 並無導致失去控制權之附屬公司所有者權益變動

與非控股權益交易，但並無導致失去控制權之入賬列作股權交易 – 即與附屬公司擁有人（以其擁有人身份）進行交易。任何已付代價之公平值與所購入相關應佔附屬公司淨資產賬面值兩者間之差額列作權益。向非控股權益出售產生之盈利或者虧損亦列作權益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Subsidiaries (Continued)

2.2.1 Consolidation (Continued)

(c) Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in the consolidated statement of comprehensive income. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to the profit or loss.

2 主要會計政策概要(續)

2.2 附屬公司(續)

2.2.1 綜合賬目(續)

(c) 出售附屬公司

當本集團失去控制權時，於實體之任何保留權益按失去控制權當日之公平值重新計量，而賬面值變動在綜合全面收益表內確認。公平值指其後入賬列作聯營公司、合營公司或金融資產之保留權益之初始賬面值。此外，先前於其他全面收益就該實體確認之任何金額按猶如本集團已直接出售有關資產或負債之方式入賬。此可能意味著先前在其他全面收益內確認之金額重新分類至損益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Separate financial statements

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

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

2.4 Segment reporting

Operating segments are reported in a manner consistent with internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors that makes strategic decisions.

2.5 Foreign currency translation

(a) Functional and presentation currency

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

2 主要會計政策概要 (續)

2.3 獨立財務報表

於附屬公司之投資按成本扣除減值入賬。成本包括投資之直接應佔成本。對於附屬公司之業績，本公司按已收及應收股息入賬。

倘於附屬公司投資之股息超過宣派股息期內附屬公司之全面收益總額，或倘該投資於獨立財務報表內之賬面值超過投資對象之淨資產（包括商譽）於綜合財務報表內之賬面值，則須於收到股息時對附屬公司投資作減值測試。

2.4 分部報告

營運分部乃以與向主要營運決策人提供內部報告時所採用者一致之方式呈列。負責分配資源及評估營運分部表現之主要營運決策人為作出策略性決定之執行董事。

2.5 外幣換算

(a) 功能及呈報貨幣

本集團每個實體之財務報表所列項目均以有關實體經營業務所在地之主要經濟環境所用貨幣（「**功能貨幣**」）計算。綜合財務報表以港元呈報，其為本公司之功能貨幣及本集團之呈報貨幣。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Foreign currency translation (Continued)

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where item are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of comprehensive income, except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available for sale, are included in other comprehensive income.

(c) Group companies

The results and financial position of all the Group's entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;

2 主要會計政策概要(續)

2.5 外幣換算(續)

(b) 交易及結餘

外幣交易按交易日或項目重新計量之估值日期之匯率換算為功能貨幣。結算該等交易及按年結時匯率換算以外幣呈列貨幣資產及負債所產生匯兌盈虧，均於綜合全面收益表內確認，除非作為合資格之現金流量對沖及合資格之淨投資對沖則於其他全面收益內遞延。

按公平值透過損益列賬之權益等非貨幣性金融資產與負債之換算差額，乃於損益內確認為公平值盈虧之一部分。分類為可供出售之權益等非貨幣性金融資產之換算差額，乃計入其他全面收益。

(c) 集團公司

本集團旗下所有功能貨幣與呈報貨幣不同之實體（概無持有嚴重通脹之經濟體系之貨幣）之業績及財務狀況，按以下方式換算為呈報貨幣：

- (i) 各資產負債表之資產及負債，按資產負債表當日之收市匯率換算；

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Foreign currency translation (Continued)

(c) Group companies (Continued)

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

- (iii) all resulting currency translation differences are recognised in other comprehensive income.

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

(d) Disposal of foreign operation

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the currency translation differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

2 主要會計政策概要 (續)

2.5 外幣換算 (續)

(c) 集團公司 (續)

- (ii) 各全面收益表之收入及支出按平均匯率換算，惟倘此平均值並非該等交易日通行匯率具累積影響之合理約數時除外。在此情況下，收入及支出於該等交易日換算；及

- (iii) 所有因此產生之外幣換算差額於其他全面收益內確認。

於編製綜合賬目時，換算海外實體任何投資淨額以及指定為該等投資之對沖項目之借貸及其他金融工具產生之匯兌差額於其他全面收益內確認。於出售境外業務或償還組成投資淨額一部分之任何借貸時，相關匯兌差額會重新分類至損益，作為出售損益之一部分。

(d) 出售海外業務

出售海外業務時（即出售本集團於海外業務之全部權益，或出售牽涉失去包含對海外業務之附屬公司之控制權，或出售牽涉失去對包含海外業務之合營公司之共同控制權，或出售牽涉失去對包含海外業務之聯營公司之重大影響力），於權益內就本公司擁有人應佔該業務累計之所有外幣換算差額，會重新分類至損益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation of property, furniture and equipment (other than construction in progress) is calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives, as follows:

Furniture and fixtures	3 to 5 years
Computer, office equipment and machinery	3 to 20 years
Motor vehicles	5 years

Leasehold improvements are capitalised and depreciated over their expected useful lives to the Group.

Construction in progress is stated at cost less impairment losses. Cost comprises direct costs of construction as well as borrowing costs capitalized during the periods of construction and installation. Capitalisation of these costs ceases and the construction in progress is transferred to the appropriate class of property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided for in respect of construction in progress until it is completed and ready for its intended use.

2 主要會計政策概要(續)

2.6 物業、廠房及設備

物業、廠房及設備按歷史成本減累計折舊及累計減值虧損列賬。歷史成本包括收購有關項目直接應佔開支。

其後成本僅於可能有與有關項目相關之日後經濟利益將流入本集團且該項目之成本能可靠地計量時，方計入資產賬面值或確認為獨立資產(如適用)。所有其他維修及保養成本於產生之期間在綜合全面收益表內扣除。

物業、傢俬及設備(在建工程除外)之折舊乃以直線法按下列估計可使用年期將成本分配至剩餘價值計算：

傢俬及裝置	三至五年
電腦、辦公室 設備及機器	三至二十年
汽車	五年

租賃裝修乃予以資本化並按彼等於本集團之預計可使用年期計算折舊。

在建工程以成本減減值虧損列賬。成本包括直接建築成本及建築及安裝期間撥充資本之借貸成本。當資產投入擬定用途所需的準備工作大致完成時，該等成本便停止資本化，而在建工程會轉撥至物業、廠房及設備適當類別。於在建工程完工並可用作其擬定用途前，不就其計提折舊撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Property, plant and equipment (Continued)

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

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

Gains and losses on disposals are determined by comparing proceeds with the carrying amount and are recognised within "other gains-net" in the consolidated statement of comprehensive income.

2.7 Investment properties

Investment property, principally comprising leasehold land and buildings, is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group. It also includes properties that are being constructed or developed for future use as investment properties. Land held under operating leases are accounted for as investment properties when the rest of the definition of an investment property is met. In such cases, the operating leases concerned are accounted for as if they were finance leases.

Investment property is initially measured at cost, including related transaction costs and where applicable borrowing costs. After initial recognition, investment properties are carried at fair value, representing open market value determined at each of the end of reporting period by external valuers. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If the information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. Changes in fair values are recorded in the consolidated statement of comprehensive income.

2 主要會計政策概要 (續)

2.6 物業、廠房及設備 (續)

資產之剩餘價值及可使用年期於各報告期末檢討，並在適當時作出調整。

倘一項資產之賬面值高於其估計可收回金額，則即時撇減該資產賬面值至其可收回金額。

出售盈虧乃透過比較所得款項與賬面值之差額而釐定，並於綜合全面收益表之「其他盈利淨額」內確認。

2.7 投資物業

投資物業（主要包括租賃土地及樓宇）乃持作賺取長期租金或資本增值或為上述兩者而持有，而非由本集團佔用。其亦包括為日後作投資物業用途而興建或發展之物業。如符合投資物業其餘定義，根據經營租賃持有之土地入賬列作投資物業。在此情況下，有關經營租賃按猶如彼等為融資租賃之方式入賬。

投資物業初始按成本（包括相關交易成本及（如適用）借貸成本）計量。於初始確認後，投資物業按公平值（即外部估值師於各報告期末釐定之公開市值）列賬。公平值乃按活躍市價得出，如有必要，會就特定資產之性質、地點或狀況之任何差異作出調整。倘並無有關資料，則本集團會使用可替代之估值法，如活躍程度較低之市場近期價格或貼現現金流量預測。公平值變動乃於綜合全面收益表內入賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Investment properties (Continued)

If the use of a property changes from owner-occupied to being held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, it is reclassified as an investment property, measured at fair value at the date of reclassification and the difference between the fair value and the net book value of the investment property is recognised in the other comprehensive income.

2.8 Impairment of non-financial assets

Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.9 Properties under development for sale

Properties under development for sale are stated at the lower of cost and net realisable value. Development cost of properties comprises cost of land use rights, construction costs and borrowing costs incurred during the construction period. Upon completion, the properties are transferred to completed properties held for sale.

Net realisable value takes into account the price ultimately expected to be realised, less applicable variable selling expenses and the anticipated costs to completion.

Properties under development for sale are classified as current assets unless the construction period of the relevant property development project is expected to complete beyond normal operating cycle.

2 主要會計政策概要(續)

2.7 投資物業(續)

倘物業用途由業主自用更改成為賺取長期租金或資本增值或為上述兩者而持有，且該物業並非由本集團佔用，則該物業會重新分類為投資物業，並按於重新分類當日的公平值計量，而投資物業之公平值與賬面淨值兩者間之差額會於其他全面收益內確認。

2.8 非金融資產減值

須攤銷之資產於發生事件或環境出現變化，顯示賬面值可能無法收回時進行減值檢討。資產賬面值超過其可收回金額之金額確認為減值虧損。可收回金額為資產公平值減出售成本與在用價值兩者間之較高者。就評估減值而言，資產按可獨立識別現金流量之最低層面（現金產生單位）分組。商譽以外之非金融資產如蒙受減值，會於各報告日期檢討減值可否撥回。

2.9 待售發展中物業

待售發展中物業按成本及可變現淨值之間的較低者列賬。物業的發展成本包括於建築期間產生的土地使用權成本、建築成本及借貸成本。於竣工後，有關物業將轉為待售物業。

可變現淨值計及最終預期可變現的價格，減去適用的可變銷售開支及預計至落成之成本。

除有關物業發展項目建築期的完成日預計將超越一般營運週期外，待售發展中物業會界定為流動資產。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Financial Instruments

(A) Accounting policies applied from 1 April 2018

(i) Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

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 market place.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

2 主要會計政策概要 (續)

2.10 金融工具

(A) 自二零一八年四月一日起應用的會計政策

(i) 金融資產

按公平值透過損益列賬的金融資產(並無重大融資部份的應收賬款除外)初步按公平值加上(如為非按公平值透過損益列賬的項目)與其收購或發行直接相關的交易成本計量。並無重大融資部份的應收賬款初始按交易價格計量。

所有以常規方式購買及銷售的金融資產於交易日(即本集團承諾購買或出售資產當日)確認。常規買賣指規定於一般由市場規例或慣例確立的期間內交付資產的金融資產買賣。

附帶嵌入式衍生工具的金融資產於釐定其現金流量是否純粹為支付本金及利息時以整體作出考慮。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Financial Instruments (Continued)

(A) Accounting policies applied from 1 April 2018 (Continued)

(i) Financial assets (Continued)

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

2 主要會計政策概要(續)

2.10 金融工具(續)

(A) 自二零一八年四月一日起應用的會計政策(續)

(i) 金融資產(續)

債務工具

債務工具之其後計量取決於本集團管理資產及資產現金流量特徵之業務模式。本集團將債務工具分為三種計量類別：

攤銷成本：就持作收取合約現金流量之資產而言，若其現金流量僅為支付本金及利息，則該資產按攤銷成本計量。按攤銷成本計量的金融資產其後採用實際利率法計量。利息收入、匯兌收益及虧損以及減值於損益內確認。終止確認的任何收益於損益內確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Financial Instruments (Continued)

(A) Accounting policies applied from 1 April 2018 (Continued)

(i) Financial assets (Continued)

Debt instruments (Continued)

FVTPL: 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.

2 主要會計政策概要 (續)

2.10 金融工具 (續)

(A) 自二零一八年四月一日起應用的會計政策 (續)

(i) 金融資產 (續)

債務工具 (續)

按公平值透過損益列賬：按公平值透過損益列賬的金融資產包括持作買賣的金融資產，於初始確認時指定按公平值透過損益列賬的金融資產，或強制要求按公平值計量的金融資產。倘為於近期將會出售或購回而收購之金融資產，則該等金融資產分類為持作買賣。衍生工具（包括獨立嵌入式衍生工具）亦分類為持作買賣，惟該等衍生工具被指定為有效對沖工具則除外。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，均按公平值透過損益列賬分類及計量。儘管如上文所述債務工具可按攤銷成本或按公平值透過其他全面收益列賬分類，但於初始確認時，倘能夠消除或顯著減少會計錯配，則債務工具可指定為按公平值透過損益列賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Financial Instruments (Continued)

(A) Accounting policies applied from 1 April 2018 (Continued)

(i) Financial assets (Continued)

Equity instruments

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. Equity investments at fair value through other comprehensive income are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss. All other equity instruments are classified as FVTPL, whereby changes in fair value, dividends and interest income are recognised in profit or loss.

2 主要會計政策概要(續)

2.10 金融工具(續)

(A) 自二零一八年四月一日起應用的會計政策(續)

(i) 金融資產(續)

股本工具

於初始確認並非持作買賣用途的股本投資時，本集團不可撤回地選擇於其他全面收益中呈列投資公平值的後續變動。該選擇乃按逐項投資作出。按公平值透過其他全面收益列賬的股本投資按公平值計量。股息收入於損益內確認，除非股息收入明顯屬於收回部分投資成本。其他收益及虧損淨額於其他全面收益內確認且不會重新分類至損益。所有其他股本工具分類為按公平值透過損益列賬，據此公平值變動、股息及利息收入於損益內確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Financial Instruments (Continued)

(A) Accounting policies applied from 1 April 2018 (Continued)

(i) Financial assets (Continued)

Impairment loss on financial assets

The Group recognises loss allowances for expected credit loss (“ECL”) on trade receivables, contract assets, financial assets measured at amortised cost and debt investments measured at fair value through other comprehensive income. The ECLs are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets’ original effective interest rate.

2 主要會計政策概要 (續)

2.10 金融工具 (續)

(A) 自二零一八年四月一日起應用的會計政策 (續)

(i) 金融資產 (續)

金融資產之減值虧損

本集團確認對應收賬款、合約資產、按攤銷成本計量之金融資產及按公平值透過其他全面收益列賬之債務投資之預期信貸虧損確認虧損撥備。預期信貸虧損按以下其中一項基準計量：(1) 12個月預期信貸虧損：其為於報告日期後12個月內發生的可能違約事件導致的預期信貸虧損；及(2)全期預期信貸虧損：此乃於金融工具預計年期內所有可能的違約事件產生的預期信貸虧損。於估計預期信貸虧損時所考慮的最長期間為本集團面臨信貸風險的最長合約期間。

預期信貸虧損為信貸虧損的概率加權估計。信貸虧損乃根據合約中應付本集團之合約現金流量總額及本集團預計收取之現金流量總額之差額計量。該差額其後按與資產原有實際利率相近的利率貼現。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Financial Instruments (Continued)

(A) Accounting policies applied from 1 April 2018 (Continued)

(i) Financial assets (Continued)

Impairment loss on financial assets (Continued)

The Group has elected to measure loss allowances for trade receivables and contract assets using HKFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets, the ECLs are based on the 12-months ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

2 主要會計政策概要(續)

2.10 金融工具(續)

(A) 自二零一八年四月一日起應用的會計政策(續)

(i) 金融資產(續)

金融資產之減值虧損(續)

本集團已選用香港財務報告準則第9號簡化法計量應收賬款及合約資產之虧損撥備，並已根據全期預期信貸虧損計算預期信貸虧損。本集團已設立根據本集團過往信貸損失經驗計算的撥備矩陣，並按債務人特定之前瞻性因素及經濟環境調整。

就其他債務金融資產而言，預期信貸虧損乃按12個月預期信貸虧損計算。然而，自開始以來信貸風險顯著增加時，撥備將以全期預期信貸虧損為基準。

當釐定金融資產之信貸風險自初步確認後有否大幅增加及於估計預期信貸虧損時，本集團會考慮相關及毋須付出過多成本或努力即可獲得之合理及可靠資料。此包括根據本集團之過往經驗及已知信貸評估得出之定量及定性資料及分析，並包括前瞻性資料。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Financial Instruments (Continued)

(A) Accounting policies applied from 1 April 2018 (Continued)

(i) Financial assets (Continued)

Impairment loss on financial assets (Continued)

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 90 days past due.

The Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 180 days past due.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets, interest income is calculated based on the gross carrying amount.

Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at fair value through profit or loss are initially measured at fair value and financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

2 主要會計政策概要 (續)

2.10 金融工具 (續)

(A) 自二零一八年四月一日起應用的會計政策 (續)

(i) 金融資產 (續)

金融資產之減值虧損 (續)

本集團假設，倘逾期超過90天，金融資產的信貸風險會大幅增加。

本集團認為金融資產於下列情況下為信貸減值：(1) 借款人不可能在本集團無追索權（例如變現擔保）（如持有）下向本集團悉數支付其信貸義務；或(2) 該金融資產逾期超過180天。

信貸減值金融資產之利息收入按金融資產的攤銷成本計量（即總賬面值減虧損撥備）。就非信貸減值金融資產而言，利息收入按總賬面值計算。

金融負債

本集團視乎金融負債產生之目的將金融負債分類。按公平值透過損益列賬的金融負債初步按公平值計量及按攤銷成本列賬的金融負債初步按公平值減所產生之直接應佔成本計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Financial Instruments (Continued)

(A) Accounting policies applied from 1 April 2018 (Continued)

(i) Financial assets (Continued)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities 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. Gains or losses on liabilities held for trading are recognised in profit or loss.

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial liability at fair value through profit or loss, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

2 主要會計政策概要(續)

2.10 金融工具(續)

(A) 自二零一八年四月一日起應用的會計政策(續)

(i) 金融資產(續)

按公平值透過損益列賬的金融負債

按公平值透過損益列賬的金融負債包括持作買賣金融負債及於初步確認時指定為按公平值透過損益列賬的金融負債。

倘金融負債乃收購作為短期內出售，則會分類為持作買賣。衍生工具(包括獨立嵌入式衍生工具)亦分類為持作買賣，除非該等工具乃指定為有效對沖工具。持作買賣負債的收益或虧損均在損益內確認。

倘合約包含一項或以上嵌入式衍生工具，則整份混合合約可指定為按公平值透過損益列賬的金融負債，惟倘嵌入式衍生工具並無大幅修改現金流量或明確禁止區分嵌入式衍生工具則除外。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Financial Instruments (Continued)

(A) Accounting policies applied from 1 April 2018 (Continued)

(i) Financial assets (Continued)

Financial liabilities at fair value through profit or loss (Continued)

Financial liabilities may be designated upon initial recognition as at fair value through profit or loss if the following criteria are met: (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the liabilities or recognising gains or losses on them on a different basis; (ii) the liabilities are part of a group of financial liabilities which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy; or (iii) the financial liability contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, financial liabilities at fair value through profit or loss are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise, except for the gains and losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

2 主要會計政策概要 (續)

2.10 金融工具 (續)

(A) 自二零一八年四月一日起應用的會計政策 (續)

(i) 金融資產 (續)

按公平值透過損益列賬的金融負債 (續)

倘符合下列標準，金融負債可於初步確認時指定為按公平值計入損益：

(i) 該指定消除或大幅減少按不同基準計量負債或確認收益或虧損另行產生的不一致處理；(ii) 負債為一組根據書面風險管理策略按公平值基準管理及評估表現的金融負債的一部分；或(iii) 金融負債包含將需要獨立記賬的嵌入式衍生工具。

於初始確認後，按公平值計入損益的金融負債按公平值計量，公平值變動於產生期間於損益內確認，本集團自身信貸風險產生的損益除外，其於其他全面收益內呈列，且不會隨後重新分類至損益。於損益內確認的公平值收益或虧損淨額不包括就該等金融負債收取的任何利息。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Financial Instruments (Continued)

(A) Accounting policies applied from 1 April 2018 (Continued)

(i) Financial assets (Continued)

Financial liabilities at amortised cost

Financial liabilities at amortised cost including trade and other payables, borrowings, and bond payables issued by the Group which are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

2 主要會計政策概要(續)

2.10 金融工具(續)

(A) 自二零一八年四月一日起應用的會計政策(續)

(i) 金融資產(續)

按攤銷成本列賬的金融負債

按攤銷成本列賬的金融負債包括應付賬款及其他應付款項、借貸及本集團發行之應付債券，其後採用實際利率法按攤銷成本計量。有關利息開支會於損益內確認。

當負債終止確認或進行攤銷時，收益或虧損於損益內確認。

實際利息法

實際利息法乃計算金融資產或金融負債之攤銷成本及於有關期間分配利息收入或利息開支之方法。實際利率乃於金融資產或負債估計年期或(倘適用)較短期間實際折現估計未來之現金收入或付款之利率。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Financial Instruments (Continued)

(A) Accounting policies applied from 1 April 2018 (Continued)

(i) Financial assets (Continued)

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expired.

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

2 主要會計政策概要 (續)

2.10 金融工具 (續)

(A) 自二零一八年四月一日起應用的會計政策 (續)

(i) 金融資產 (續)

股本工具

本公司所發行之股本工具按所獲得的所得款項減直接發行成本列賬。

終止確認

當金融資產有關之未來現金流量之合約權利期間屆滿，或當金融資產被轉讓而轉讓符合香港財務報告準則第9號之終止確認準則，則本集團會終止確認該金融資產。

金融負債於有關合約之特定責任獲解除、取消或到期時終止確認。

倘本集團因重新磋商負債條款而向債權人發行本身的權益工具以償付全部或部分金融負債，所發行的權益工具即為所付代價，乃初步按有關金融負債（或當中部分）註銷當日的公平值確認及計量。倘已發行權益工具的公平值無法可靠計量，則權益工具按已註銷金融負債的公平值計量。已註銷金融負債（或當中部分）的賬面值與所付代價間的差額於年內在損益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Financial Instruments (Continued)

(B) Accounting policies applied until 31 March 2018

Financial assets

Classification

The Group classifies its financial assets in the following categories: loans and receivables and available-for-sale financial assets. The classification depends on the purposes for which the financial assets were acquired. The Group determines the classification of its financial assets at initial recognition.

(a) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amounts that are settled or expected to be settled more than 12 months after the end of reporting period. These are classified as non-current assets. Loans and receivables are classified as 'Trade receivables', 'Other receivables, prepayments and deposits' and 'Cash and cash equivalents' in the consolidated statement of financial position.

(b) Financial assets at fair value through profit or loss

The Group classifies financial assets at fair value through profit or loss if they are acquired principally for the purpose of selling in the short term, i.e. are held for trading. They are presented as current assets if they are expected to be sold within 12 months after the end of the reporting period; otherwise they are presented as non-current assets. The Group has not elected to designate any financial assets at fair value through profit or loss.

2 主要會計政策概要(續)

2.10 金融工具(續)

(B) 於二零一八年三月三十一日以前應用的會計政策

金融資產

分類

本集團將其金融資產分為下列各項：貸款及應收款項以及可供出售金融資產。金融資產之分類取決於收購該等金融資產之目的。本集團於初步確認時釐定金融資產之歸類。

(a) 貸款及應收款項

貸款及應收款項為沒有在活躍市場報價之非衍生金融資產，附帶固定或可釐定付款，其計入流動資產，惟遲於或預期遲於報告期末後十二個月清償之款項則分類為非流動資產。貸款及應收款項於綜合財務狀況表內分類為「應收賬款」、「其他應收款項、預付款項及按金」及「現金及現金等價物」。

(b) 按公平值透過損益列賬的金融資產

如所收購之金融資產主要用於在短期內出售（即持作買賣），本集團會將其分類為按公平值透過損益列賬。倘彼等預期於報告期末後12個月內出售，彼等將被呈列為流動資產；否則彼等將被呈列為非流動資產。本集團並無選擇指定任何金融資產按公平值透過損益列賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Financial Instruments (Continued)

(B) Accounting policies applied until 31 March 2018
(Continued)

Financial assets (Continued)

Recognition and measurement

Regular way purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

2 主要會計政策概要 (續)

2.10 金融工具 (續)

(B) 於二零一八年三月三十一日
以前應用的會計政策 (續)

金融資產 (續)

確認及計量

金融資產之常規買賣於交易日確認，而交易日乃本集團承諾購買或出售資產之日。就並非按公平值透過損益列賬之所有金融資產而言，投資初步按公平值加交易成本確認。當從投資收取現金流量之權利屆滿或已轉讓，且本集團已轉移所有權之絕大部分風險及回報時，本集團會終止確認金融資產。

金融工具抵銷

當有法律上可強制執行權利抵銷已確認金額，且有意按淨額基準進行結算，或同時變現資產及清償負債時，金融資產及負債會予以抵銷，並於綜合財務狀況表內列報淨額。法定可執行之權利不得依賴未來事件而定，而在一般業務過程中以及倘本公司或對手方一旦出現違約、無償債能力或破產時亦必須可強制執行。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Financial Instruments (Continued)

(B) Accounting policies applied until 31 March 2018
(Continued)

Impairment of financial assets

(a) Assets carried at amortised cost

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a “**loss event**”) and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtors 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 where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

2 主要會計政策概要(續)

2.10 金融工具(續)

(B) 於二零一八年三月三十一日
以前應用的會計政策(續)

金融資產減值

(a) 按攤銷成本列賬的資產
本集團於各報告期末評估有否客觀憑證顯示一項或一組金融資產會出現減值。只有當在初步確認資產後發生一項或多項事件導致減值(「**虧損事件**」)，而該項(或該等)虧損事件對一項或一組金融資產之估計未來現金流量能可靠地估計及構成影響，則存在減值之客觀憑證，顯示該項或該組金融資產出現減值並產生減值虧損。

減值憑證可包括有跡象顯示債務人或一組債務人正面對嚴重財政困難、違約或拖欠利息或本金付款，彼等將有可能破產或進行其他財務重組，且有可觀察數據顯示估計其未來現金流量出現可計量之下跌，例如與違約有關之拖欠款項或經濟狀況變動。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Financial Instruments (Continued)

(B) Accounting policies applied until 31 March 2018
(Continued)

Impairment of financial assets (Continued)

(a) Assets carried at amortised cost (Continued)

For loans and receivables category, 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 (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated statement of comprehensive income. If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated income statement.

2 主要會計政策概要 (續)

2.10 金融工具 (續)

(B) 於二零一八年三月三十一日
以前應用的會計政策 (續)

金融資產減值 (續)

(a) 按攤銷成本列賬的資產
(續)

就貸款及應收款項類別而言，虧損金額乃按資產賬面值與按金融資產原實際利率貼現之估計未來現金流量（不包括尚未產生之未來信貸虧損）現值之差額計量。資產之賬面值會作扣減，而虧損金額會於綜合全面收益表內確認。倘貸款或持有至到期日之投資具有可變利率，則計量任何減值虧損時採用之貼現率乃根據合約釐定之現有實際利率。作為實際權宜之舉，本集團可按工具之公平值使用可觀察市場價格計量減值。

倘減值虧損金額於其後期間減少，而有關減少客觀地與確認減值後發生之事件構成關連（例如債務人之信貸評級改善），則過往確認之減值虧損可於綜合收益表內確認撥回。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Financial Instruments (Continued)

(B) Accounting policies applied until 31 March 2018
(Continued)

Financial liabilities

(a) Recognition and measurement

Financial liabilities are classified into other financial liabilities at amortised cost. Other financial liabilities at amortised cost are recognised initially at fair value net of transaction costs incurred and subsequently stated at amortised cost. Any difference between proceeds net of transaction costs and the redemption value is recognised in the profit or loss over the period of the other financial liabilities using the effective interest method.

Other financial liabilities are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

(b) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expired. 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 as 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 profit or loss.

2 主要會計政策概要(續)

2.10 金融工具(續)

(B) 於二零一八年三月三十一日
以前應用的會計政策(續)

金融負債

(a) 確認及計量

金融負債分類為按攤銷成本列賬的其他金融負債。按攤銷成本列賬的其他金融負債初步按公平值(扣除已產生之交易成本)確認,其後按攤銷成本列賬。所得款項(扣除交易成本)與贖回價值的任何差額於其他金融負債的年期內採用實際利率法於損益內確認。

倘有關款項於一年或更短期限內到期應付,則其他金融負債分類為流動負債,否則列為非流動負債。借貸乃分類為流動負債,除非本集團有絕對的權利可將負債的結算遞延至報告期末後至少12個月。

(b) 終止確認

當負債項下之責任已獲解除、取消或者到期時,金融負債會獲得終止確認。當現有金融負債由同一貸款人按絕大部分不同條款的另一金融負債取代,或現有負債條款大幅修訂,則該項替換或修訂可作為終止確認原負債及確認新負債處理,而相關賬面值的差額於損益內確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents includes cash in hand and deposits held at call with banks.

2.12 Current and deferred income tax

The tax expense for the year comprises current and deferred tax. Tax is recognised in the consolidated statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

(a) Current income tax

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

2 主要會計政策概要 (續)

2.11 現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及銀行通知存款。

2.12 即期及遞延所得稅

本年度之稅項開支包括即期及遞延稅項。稅項於綜合全面收益表內確認，惟與於其他全面收益或直接於權益內確認之項目有關者除外。在此情況下，稅項亦分別於其他全面收益或直接於權益內確認。

(a) 即期所得稅

即期所得稅支出乃根據本公司附屬公司經營及賺取應課稅收入之國家於結算日已頒佈或實質上已頒佈之稅法計算。倘適用稅務條例受詮釋所限，則管理層會定期評估報稅表之狀況。管理層於適當時候就預期支付予稅務機關之金額作出撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 Current and deferred income tax (Continued)

(b) *Deferred income tax*

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

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

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

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

2 主要會計政策概要(續)

2.12 即期及遞延所得稅(續)

(b) *遞延所得稅*

遞延所得稅利用負債法就資產和負債的稅基與資產和負債在綜合財務報表的賬面值的暫時性差額全數撥備。然而，若遞延稅項負債來自商譽的初步確認，則不予確認。若遞延所得稅來自在交易（不包括業務合併）中對資產或負債的初步確認，而在交易時不影響會計損益或應課稅損益，則亦不作記賬。遞延所得稅採用在報告期末之前已頒佈或實質上已頒佈，並在有關的遞延所得稅資產變現或遞延所得稅負債結算時預期將會適用的稅率（及法例）而釐定。

有關按公平值計量的投資物業的遞延稅項負債之釐定乃假設該物業將透過出售可完全收回。

僅於可能出現可使用該等暫時性差額及虧損之未來應課稅金額時，方會確認遞延稅項資產。

倘本公司能夠控制撥回暫時性差額之時間，且該等差額可能不會於可見將來撥回，則不會於海外業務之投資賬面值與稅基之間之暫時性差額確認遞延稅項負債及資產。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 Current and deferred income tax (Continued)

(b) Deferred income tax (Continued)

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

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

(c) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.13 Provisions

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

2 主要會計政策概要 (續)

2.12 即期及遞延所得稅 (續)

(b) 遞延所得稅 (續)

倘有法定可強制執行權利抵銷當期稅項資產及負債，以及遞延稅項結餘與同一稅務機關相關，則遞延稅項資產及負債互相抵銷。倘實體擁有法定可強制執行權利抵銷及擬按淨額基準償付或變現資產及同時償付負債，則即期稅項資產及稅項負債互相抵銷。

除與於其他全面收益或直接於權益確認的項目相關外，即期及遞延稅項於損益內確認。在此情況下，稅項亦分別於其他全面收益或直接於權益內確認。

(c) 抵銷

當有合法可強制執行權利以即期稅項資產抵銷即期稅項負債，以及當遞延所得稅資產與負債涉及之所得稅由同一稅務機關向同一應課稅實體或不同應課稅實體徵收，而有意按淨額基準結算結餘，遞延所得稅資產與負債互相抵銷。

2.13 撥備

倘本集團因過往發生之事件須承擔現有法定或推定責任而極有可能須動用資源解決責任，則在已可靠估算金額之情況下確認撥備。本集團不會就未來經營虧損確認撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 Provisions (Continued)

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

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax interest rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.14 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

2 主要會計政策概要(續)

2.13撥備(續)

倘若有多項類似責任，須撥出資源解決責任之可能性將在整體考慮責任類別後決定。即使就同類責任包含之任何單一項目撥出資源之可能性不大，亦須確認撥備。

撥備按解決責任預期所需之支出之現值使用除稅前利率計算，而該利率反映當時市場對金錢之時間價值之評估及該項責任之特定風險。撥備隨時間過去而增加之數額確認為利息開支。

2.14借款

借款初始按公平值並扣除產生的交易費用確認。借款其後按攤銷成本列賬。所得款項(扣除交易成本)與贖回金額的任何差額利用實際利率法於借款期間內在損益內確認。倘部分或全部融資將會很可能被提取，則成立融資時支付的費用會確認為貸款的交易費用。在此情況下，該費用會遞延至貸款提取為止。如沒有證據證明部分或全部融資額度將會很可能被提取，則該費用會被資本化作為流動資金服務的預付款，並按有關的融資額度期間攤銷。

當合約列明的債務被解除、取消或到期時，借款自資產負債表中剔除。已消除或轉撥至另一方的金融負債的眼面值與已付代價的差額，包括任何已轉撥的非現金資產或承擔的負債，在損益內確認為其他收入或融資成本。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.14 Borrowings (Continued)

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

2.15 Borrowing costs

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

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

2.16 Share capital

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

2.17 Employee benefits

(a) Employee leave entitlements

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

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

2 主要會計政策概要 (續)

2.14 借款 (續)

除非本集團可無條件地將負債的結算遞延至報告期末後最少十二個月，否則借款會分類為流動負債。

2.15 借款成本

收購、建造或生產合資格資產直接應佔的一般及特定借款成本於完成及籌備資產作擬定用途或銷售所需的期間內資本化。合資格資產指必定需要大量時間方能實現擬定用途或銷售的資產。

就特定借款因有待合資格資產的支出而臨時投資賺取的投資收入，應自合資格資本化的借款成本中扣除。其他借款成本於產生期間列作費用。

2.16 股本

普通股被列為權益。直接歸屬於發行新股或購股權之新增成本（除稅後）在權益內列為所得款項之扣減。

2.17 僱員福利

(a) 僱員可享有之假期

僱員享有之年假於彼等應享有時確認。本集團會對直至結算日僱員提供服務而應享有之年假所產生之估計負債計提撥備。

僱員可享有之病假及產假於享有時方予確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.17 Employee benefits (Continued)

(b) Pension obligations

The Group contributes to a mandatory provident fund scheme (“**MPF Scheme**”) under the requirements of the Mandatory Provident Fund Schemes Ordinance. The assets of the scheme are generally held in separate trustee-administered funds. Contributions to the MPF Scheme by the Group and employees are calculated as a percentage of the employees’ basic salaries.

The Company’s subsidiaries in the People’s Republic of China (“**PRC**”) are members of the state-managed retirement benefits scheme operated by the government of the PRC. The retirement scheme contributions are based on a certain percentage of the salaries of the subsidiaries’ employees.

The contributions are charged to the consolidated statement of comprehensive income in the period in which they relate.

(c) Bonus plan

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

(d) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date. The Group recognises termination benefits when it is demonstrably committed to a termination when the entity has a detailed formal plan to terminate the employment of current employees without possibility of withdrawal. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

2 主要會計政策概要(續)

2.17 僱員福利(續)

(b) 退休金承擔

本集團根據《強制性公積金計劃條例》之規定向強制性公積金計劃供款。該計劃之資產一般由獨立受託管理基金持有。本集團及僱員向強積金計劃之供款按僱員基本薪金之某一百分比計算。

本公司於中華人民共和國(「中國」)之附屬公司為中國政府營辦之國家管理退休福利計劃之成員。退休計劃供款根據該等附屬公司僱員薪金之若干百分比作出計算。

供款於彼等有關之期間於綜合全面收益表內扣除。

(c) 花紅計劃

本集團根據計及本公司擁有人應佔溢利之公式，經若干調整後就花紅確認負債及開支。當產生合約責任或存在已確立推定責任之以往慣例時，本集團會確認撥備。

(d) 終止僱傭福利

終止僱傭福利於本集團在正常退休日期前終止僱用時應付。當實體有詳細正式計劃終止現有僱員之僱用，且並無撤回之可能時，本集團會於有證據承諾進行終止時確認終止僱傭福利。於報告期末後超過十二個月到期之福利會貼現至其現值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Interest income

Interest income is recognised on a time proportion basis using the effective interest method.

2.19 Leases

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

The Group as lessor

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

The Group as lessee

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the consolidated statement of comprehensive income on a straight-line basis over the period of the lease.

2.20 Revenue recognition

Revenue recognition (Accounting policies applied from 1 April 2018)

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, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

2 主要會計政策概要(續)

2.18 利息收入

利息收入乃利用實際利息法按時間比例基準確認。

2.19 租賃

倘租賃之條款將所有權之絕大部分風險及回報轉讓予承租人，則該等租賃分類為融資租賃。所有其他租賃分類為經營租賃。

本集團作為出租人

經營租賃之租金收入於相關租期內以直線法確認。磋商及安排一項經營租賃產生之初步直接成本加入租賃資產之賬面值，以及於租期內以直線法確認。

本集團作為承租人

凡所有權之絕大部分風險及回報由出租人保留之租賃均列為經營租賃。根據經營租賃支付之租金（在扣除自出租人收取之任何優惠後）於租期內按直線法在綜合全面收益表內扣除。

2.20 收益確認

收益確認（自二零一八年四月一日開始應用的會計政策）

來自客戶合約之收益於貨品或服務的控制權轉移至客戶時確認，其金額反映本集團預期就交換該等貨品或服務而有權獲得的代價，不包括代表第三方收取的金額。收益不包括增值稅或其他銷售稅，並扣除任何貿易折扣。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 Revenue recognition (Continued)

Revenue recognition (Accounting policies applied from 1 April 2018) (Continued)

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods or service.

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

2 主要會計政策概要(續)

2.20 收益確認(續)

收益確認(自二零一八年四月一日開始應用的會計政策)(續)

貨品或服務的控制權是在一段時間內或某一時間點轉移，取決於合約的條款與適用於合約的法律規定。倘本集團在履約過程中符合下列條件，貨品或服務的控制權乃在一段時間內轉移：

- 提供全部已收利益，而客戶亦同步收到並消耗有關利益；
- 本集團履約時創建及優化由客戶控制的資產；或
- 並無產生對本集團有替代用途的資產，且本集團可強制執行其權利以收取累計至今已完履約部分的款項。

倘貨品或服務的控制權在一段時間內轉移，則收益乃於整個合約期間經參考完成履約履約責任的進度確認。否則，收益於客戶獲得貨品或服務控制權的時間點確認。

當合約包含融資成分，該融資成分為客戶提供超過一年的商品或服務轉讓融資的重大利益時，收益按應收賬款的現值計量，使用貼現率折現，該貼現率將反映在本集團與客戶在合約開始時的單獨融資交易中。當合約包含融資部分，該融資部分為在本集團提供了重大財務利益時，該合約項下確認的收益包括按實際利息法在合約負債上加算的利息開支。就付款與轉移已承諾商品或服務之間的期限一年或以下的合約，交易價格並不會就重大融資部分的影響並以香港財務報告準則第15號之可行權宜方法作出調整。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 Revenue recognition (Continued)

Revenue recognition (Accounting policies applied from 1 April 2018) (Continued)

(a) Financial consultancy service

The Group provides financial consultancy service to customers. Financial consultancy service income is recognised in the accounting period in which the service is rendered. For the service contract relates to routine services, the service income will be recognised on a straight line basis over the contract terms as the work is performed. For services that are provided on ad-hoc basis, service income is recognised upon completion of the provision of such ad-hoc services.

(b) Rental income

Operating lease rental income is recognised on a straight line basis over the lease terms.

(c) Sales of properties

Revenue arising from the sale of properties developed for sale in the ordinary course of business is recognised when the property is accepted by the customer, or deemed as accepted according to the contract, whichever is earlier, which is the point in time when the customer has the ability to direct the use of the property and obtain substantially all of the remaining benefits of the property. Deposits and instalments received on properties sold prior to the date of revenue recognition were included in the consolidated statement of financial position under contract liabilities.

2 主要會計政策概要(續)

2.20 收益確認(續)

收益確認(自二零一八年四月一日開始應用的會計政策)(續)

(a) 金融顧問服務

本集團向客戶提供金融顧問服務。金融顧問服務收入於提供服務之會計期間確認。就有關日常服務之服務合約而言，服務收入按直線基準於進行工作的合約期間確認。就按臨時基準提供之服務而言，服務收入於完成提供該臨時服務後確認。

(b) 租金收入

經營租賃之租金收入乃於租期內按直線法確認。

(c) 銷售物業

於一般業務過程中銷售已開發供銷售的物業產生的收入於客戶接收物業時或根據合約被視為已獲接收時(以較早者為準)(即客戶能夠直接使用物業且取得物業絕大部分餘下利益時的時間點)確認。確認收入日期前就所出售物業收取的按金及分期付款計入綜合財務狀況表內之合約負債。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 Revenue recognition (Continued)

Revenue recognition (Accounting policies applied until 31 March 2018)

Revenue is measured at fair value of the consideration received or receivable, and represents amounts receivable for services provided. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for the Group's activities, as described below. The Group bases its estimates of return on historical results, taking into consideration the type of customers, the type of transactions and the specifics of each arrangement.

(a) Financial consultancy service

The Group provides financial consultancy service to customers. Financial consultancy service income is recognised in the accounting period in which the service is rendered.

(b) Rental income

Operating lease rental income is recognised on a straight line basis over the lease terms.

2.21 Contingent liabilities and contingent assets

A contingent asset or liability is a possible asset or obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group.

A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow of economic resources occurs so that the outflow is probable, it will then be recognised as a provision.

A contingent asset is not recognised but is disclosed in the notes to the consolidated financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

2 主要會計政策概要(續)

2.20 收益確認(續)

收益確認(於二零一八年三月三十一日以前應用的會計政策)

收益按已收或應收代價之公平值計量,即提供服務所應收之款項。本集團於收入金額能可靠地計量,未來經濟利益很可能將流入有關實體,及已如下文所述符合本集團各業務之特定條件時確認收益。本集團按過往業績,經考慮客戶類別、交易類別及各項安排之特點後估計回報。

(a) 金融顧問服務

本集團向客戶提供金融顧問服務。金融顧問服務收入於提供服務之會計期間確認。

(b) 租金收入

經營租賃之租金收入乃於租期內按直線法確認。

2.21 或然負債及或然資產

或然資產或負債指因已過去事件而引起之可能資產或負債,此等資產或負債需就某一宗或多宗不確定事件會否發生才能確認,而本集團並不能完全控制該等事件會否發生。

或然負債不會被確認,但會在綜合財務報表附註內披露。假若經濟資源之流出可能性改變導致可能出現經濟資源流出,則會確認為撥備。

或然資產不會被確認,但會於可能收到經濟利益時在綜合財務報表附註內披露。假若實質確定將收到經濟利益時,則會確認為資產。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group has not used any derivative financial instruments to hedge its risk exposures.

Risk management for the Company and its subsidiaries is carried out by the Executive Committee ("Excom"). Excom identifies, evaluates and monitors financial risk in close co-operation with the Group's operating units. The Group monitors the financial risk continuously to minimise the risk, such as foreign exchange risk, price risk, credit risk, liquidity risk, interest rate risk and cash management.

(a) Market risk

(i) Foreign exchange risk

The Group's monetary assets, liabilities and transactions are principally denominated in HK dollars and Renminbi ("RMB"). The Group is exposed to foreign exchange risk arising from its investments which are located in the PRC.

As at 31 March 2019, if RMB had strengthened/weakened by 5% against HK dollars, with all other variables held constant, post-tax profit for the year would have been approximately HK\$Nil higher/lower (2018: approximately HK\$6,652,000 higher/lower) respectively. The movement in the profit or loss relates mainly as a result of foreign exchange gains/losses on translation of RMB denominated other receivables and other payables.

3 財務風險管理

3.1 財務風險因素

本集團經營活動面對各種財務風險：市場風險（包括貨幣風險、公平值利率風險、現金流量利率風險及價格風險）、信貸風險以及流動資金風險。本集團之整體風險管理計劃專注於金融市場不可預測之特性，務求將對本集團財務表現帶來之潛在負面影響盡量減低。本集團並無使用任何衍生金融工具對沖其風險。

本公司及其附屬公司之風險管理由執行委員會負責。執行委員會與本集團營運單位緊密合作，識別、評估及監察財務風險。本集團持續監察財務風險，以將各種風險盡量減低，例如外匯風險、價格風險、信貸風險、流動資金風險、利率風險及現金管理。

(a) 市場風險

(i) 外匯風險

本集團貨幣資產、負債及交易主要以港元及人民幣計值。本集團承受位於中國之投資所產生之外匯風險。

於二零一九年三月三十一日，倘人民幣兌港元升值／貶值5%，而所有其他變數保持不變，則年內除稅後溢利將分別增加／減少約零港元（二零一八年：增加／減少約6,652,000港元）。損益之變動主要與換算以人民幣計值之其他應收款項及其他應付款項所產生之匯兌盈利／虧損有關。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(ii) Cash flow and fair value interest rate risk

The Group's interest rate risk arises from bank deposits and long-term borrowings from a third party with fixed rates. The Group monitors and limits its interest rate risk exposure through management of maturity profile and choice of fixed and floating interest rates.

The Group's borrowings and receivables are carried at amortised cost.

The Group currently does not use any interest rate derivative contracts or other financial instruments to hedge against its interest rate risk exposure.

At 31 March 2019, if interest rates on RMB-denominated borrowings had been 50 basis points higher/lower with all other variables held constant, post-tax profit for the year would have been HK\$Nil (2018: HK\$600,000) lower/higher.

(b) Credit risk

The Group's credit risk is primarily attributable to receivables and bank deposits. The exposures to these credit risks are monitored on an ongoing basis.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(ii) 現金流量及公平值利率風險

本集團利率風險來自銀行存款及來自第三方的固定利率長期借貸。本集團透過管理還款期及選擇固定及浮動息率，監察及限制其利率風險。

本集團之借貸及應收款項乃按攤銷成本入賬。

本集團目前並無使用任何利率衍生合約或其他金融工具對沖其所承受之利率風險。

於二零一九年三月三十一日，倘以人民幣計值之借貸利率上升／下降50個基點，而所有其他變數保持不變，則年內除稅後溢利將減少／增加零港元(二零一八年：600,000港元)。

(b) 信貸風險

本集團信貸風險主要來自應收款項及銀行存款。所承受之信貸風險已受到持續監察。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

In respect of receivables, the Group closely monitors the credit performances and prompt repayments from the counterparties. The Group has policies in place to review the recoverability of other receivables on an ongoing basis and assess the adequacy of provision for impairment.

In respect of bank deposits, the Group has diversified its exposures into different financial institutions. It has policies in place to assess the credit standing of the counterparties and financial institutions before the Group invests its assets.

(c) Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of the Group's available cash and other interest-bearing loans that the Group considers appropriate. Equity and other long term financing including strategic partnerships, or strategic joint ventures are also considered by the Group in its capital structuring.

The Group monitors rolling forecasts of its liquidity reserve which comprises borrowing facilities and cash and cash equivalents on the basis of expected cash flow.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the date of the consolidated statement of financial position to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months approximate their carrying balances, as the impact of discounting is not significant.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

就應收款項而言，本集團密切監控信貸表現並及時要求對方還款。本集團設有政策持續檢討其他應收款項之可收回程度，並評估減值撥備是否充足。

就銀行存款而言，本集團已將其風險分散至不同之財務機構。本集團訂有相應政策，據此，在投資其資產前，將會對對方及財務機構之信貸狀況進行評估。

(c) 流動資金風險

本集團之目標為透過使用本集團認為合適之可動用現金及其他計息貸款，在資金延續性與靈活性之間維持平衡。本集團於進行股本重組時亦會同時考慮股權及其他長期融資（包括策略性夥伴關係或策略性合資公司）。

本集團根據預期現金流量，監控其流動資金儲備之滾存預測，流動資金儲備包括借款融資以及現金及現金等價物。

下表乃本集團之金融負債於綜合財務狀況表日期至合約到期日之剩餘期間按相關到期組別進行之分析。表內所披露之金額為合約性未貼現現金流量。由於貼現影響並不重大，於十二個月內到期之結餘與其賬面結餘相若。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

		Within 1 year 一年內 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元	Between 2 and 5 years 兩至五年 HK\$'000 千港元	More than 5 years 五年以上 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31 March 2019	於二零一九年三月三十一日					
Other payables and accruals	其他應付款項及應計負債	191,150	1,484	3,507	3,507	199,648
Borrowings	借貸	38,689	55,758	613,141	–	707,588
		229,839	57,242	616,648	3,507	907,236
As at 31 March 2018	於二零一八年三月三十一日					
Other payables and accruals	其他應付款項及應計負債	103,135	1,250	3,750	2,500	110,635
Borrowings	借貸	28,800	169,074	–	–	197,874
		131,935	170,324	3,750	2,500	308,509

3.2 Capital risk management

The capital structure of the Group consists of owner's equity, which include cash and cash equivalents and equity attributable to equity holders of the Company which comprises the issued share capital and retained earnings.

The Group's objectives when managing capital are to safeguard the Group's ability to continue to provide returns for shareholders and to support the Group's stability and growth. The Group regularly reviews and manages its capital structure to ensure optimal capital structure to maintain a balance between higher shareholders' returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

3 財務風險管理(續)

3.1 財務風險因素(續)

(c) 流動資金風險(續)

3.2 資本風險管理

本集團之資本架構包括擁有人應佔權益，其中包括現金及現金等價物以及本公司權益持有人應佔權益，而本公司權益持有人應佔權益包括已發行股本及保留盈利。

本集團管理資本之目標為保障本集團有能力持續為股東提供回報及支持本集團之穩定及增長。本集團定期檢討及管理其資本架構，以確保取得最佳資本架構，在較高股東回報（可能伴隨較高借款水平）與穩健之資本狀況帶來之利益及保障之間取得平衡，並因應經濟情況變動而調整資本結構。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 Capital risk management (Continued)

The Group monitors capital on the basis of the net debt to total capital ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings less cash and bank balance. Total capital is calculated as "Equity" as shown in the consolidated statements of financial position plus net debt. The gearing ratio as 31 March 2019 and 31 March 2018 are as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Net debt	淨債務	430,973	116,415
Total equity	權益總額	2,027,821	2,162,429
Net debt to equity ratio	淨債務與權益的比率	21.25%	5.38%

3.3 Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

3 財務風險管理 (續)

3.2 資本風險管理 (續)

本集團根據淨債務與資本總額的比率監控資本。該比率乃按淨債務除以資本總額計算。淨債務乃按借款總額減現金及銀行結餘計算。資本總額乃按綜合財務狀況表所列示的「權益」加淨債務計算。於二零一九年三月三十一日及二零一八年三月三十一日的資產負債比率如下：

3.3 公平值之估計

下表乃按公平值列賬之金融工具按估值方法進行之分析。不同層級界定如下：

- 相同資產或負債於活躍市場之報價（未經調整）（第一級）。
- 除第一級所計及之報價外，有關資產或負債之輸入變數可直接（即作為價格）或間接（即衍生自價格）觀測而得（第二級）。
- 有關資產或負債之輸入變數並非基於可觀測之市場數據（即不可觀測之輸入變數）（第三級）。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

The following table presents the Group's financial instruments that are measured at fair value at 31 March 2018:

As at 31 March 2018	於二零一八年三月三十一日	Level 3	Total
Assets	資產	第三級	總額
Financial assets at fair value through profit or loss - short-term investment	按公平值透過損益列賬的金融資產－短期投資	HK\$'000 千港元	HK\$'000 千港元
		12,500	12,500

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

3 財務風險管理(續)

3.3 公平值之估計(續)

下表載列於二零一八年三月三十一日本集團按公平值計量之金融工具：

Level 3	Total
第三級	總額
HK\$'000	HK\$'000
千港元	千港元
12,500	12,500

於活躍市場買賣之金融工具之公平值乃按於報告期末之市場報價釐定。倘交易所、交易商、經紀、行業組織、報價公司或監管當局可隨時及定時報價，而有關價格反映按公平基準實際及經常進行之市場交易，則有關市場被視為活躍。

並無於活躍市場買賣之金融工具公平值乃使用估值方法釐定。該等估值方法儘量利用於可觀測市場取得之數據，並儘量減少依賴實體獨有估計。倘釐定工具公平值所需之所有重大輸入變數均可觀測，則該工具歸入第二級。

倘一項或多項重大輸入變數並非基於可觀測之市場數據，則該工具歸入第三級。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments;
- Other techniques, such as inputs from recent arm's length transaction or discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

There were no transfers between Levels 1, 2 and 3 for both years.

As at 31 March 2018, some of the Group's financial assets are measured at fair value.

The short-term investment measured at fair value through profit or loss is a wealth management product, denominated in RMB, with expected rates of return of 3.4% per annum.

The fair value is based on cash flow discounted using the expected return based on management judgement and is within level 3 of the fair value hierarchy.

4 CRITICAL ACCOUNTING ESTIMATES

In the process of applying the accounting policies described in Note 2 above, the Group has made the following judgments that have the most significant effect on the amounts recognised in the consolidated financial statements. The key assumptions concerning the future, and other key sources of estimation uncertainty at the financial position date, that have a significant risk of causing a material adjustment to the carrying amounts of the Group's assets and liabilities within the next financial year are disclosed below.

3 財務風險管理 (續)

3.3 公平值之估計 (續)

金融工具估值所使用之特定估值方法包括：

- 類似工具之市場報價或交易商報價；
- 使用其他方法（包括近期公平交易之輸入變數或現金流量貼現分析）釐定其餘金融工具之公平值。

第一級、第二級及第三級之間於兩個年度間並無轉撥。

於二零一八年三月三十一日，本集團部分金融資產為按公平值計量。

按公平值透過損益列賬的短期投資為一種以人民幣計值的理財產品，預期年化回報率為3.4%。

公平值乃根據使用管理層判斷之預期回報計算的貼現現金流量計算，並屬公平值層級的第三級。

4 重大會計估計

在應用上文附註2所述會計政策之過程中，本集團已作出下列對綜合財務報表所確認金額造成最重大影響之判斷。對未來之重大假設及於財務狀況日期有不確定性估計之其他主要來源（有重大風險會導致需於下一財政年度內對本集團之資產及負債賬面值作出重大調整）於下文披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4 CRITICAL ACCOUNTING ESTIMATES (Continued)

The carrying values of the Group's financial assets and financial liabilities approximate to their fair values due to their short-term maturities. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments, unless the discounting effect is insignificant.

(a) Income taxes

The Group is subject to income taxes in several jurisdictions. Significant judgement is required in determining the provision for income taxes. There are certain transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the year in which such determination is made. It is the Group's policy to recognise deferred tax assets 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, based on all available evidence. Recognition primarily depends on the Group's expectation of future taxable profit that will be available against which tax losses can be utilised. The Group has measured the deferred tax relating to the temporary differences of their investment properties using tax rates and the tax bases that are consistent with the expected manner of recovery of their investment properties. The details of the assessment are disclosed in Note 23.

4 重大會計估計(續)

本集團金融資產及金融負債的賬面值與其公平值相若，因為相關資產及負債都會於短期內到期。金融負債的公平值，就披露而言，會按未來合約現金流量以本集團類似金融工具可得的現行市場利率貼現估算，除非貼現之影響並不重大則另當別論。

(a) 所得稅

本集團須在多個司法權區繳納所得稅，於釐定所得稅撥備時須作出重大判斷。日常業務過程中存在若干無法確定最終稅項金額之交易及計算。本集團根據其會否需要繳付額外稅款之估計確認預計稅項審計事宜所產生之負債。倘該等事宜之最終稅務結果有別於初步記錄之金額，則有關差額將影響作出上述釐定之年度之所得稅及遞延稅項撥備。根據本集團政策，倘根據所有可得之證據，日後很可能獲得足夠應課稅溢利以抵銷未動用稅項虧損，則就經結轉之未動用稅項虧損確認遞延稅項資產。該等確認主要以本集團預期日後會產生可抵銷稅項虧損之應課稅溢利為依據。本集團已使用與預期能收回集團的投資物業之方式一致之稅率及稅基，計量與該等投資物業之暫時性差額相關之遞延稅項。評估詳情披露於附註23。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

4 CRITICAL ACCOUNTING ESTIMATES (Continued)

(b) Investment properties

The fair value of each investment property is individually determined at each reporting date by independent valuer based on a market value assessment. The valuers have relied on direct comparison method as its primary methods. Details of the valuation techniques and assumptions have been disclosed in Note 15.

(c) Business combination – purchase price allocation

The recognition of business combinations requires the excess of the purchase price of acquisitions over the net book value of assets acquired to be allocated to the assets and liabilities of the acquired entity. The Group makes judgements and estimates in relation to the fair value allocation of the purchase price. If any unallocated portion is positive, it is recognised as goodwill, and if negative, it is recognised in the consolidated statement of comprehensive income.

(d) Impairment of construction in progress and properties under development for sale

In determining whether allowance should be made to the Group's construction in progress and properties under development for sale, the Group takes into consideration the current market environment and the estimated net realisable value (i.e. the actual or estimated selling price less estimated costs to complete and the estimated costs necessary to make the sales). An allowance is made if the estimated net realisable value is less than the carrying amount. If the actual net realisable value on construction in progress and properties under development held for sale is less than expected as a result of change in market condition and/or variation in the budgeted development cost, material allowances for impairment losses may result if the net realisable value is less than the carrying amount.

4 重大會計估計 (續)

(b) 投資物業

每項投資物業之公平值於每個報告日期由獨立估值師按其市值獨立評估釐定。估值師一直採用直接比較法作為其主要估值方法。估值方法及假設之詳情披露於附註15。

(c) 業務合併－收購價之分配

確認業務合併須將收購事項購買價高於所收購資產賬面淨值之差額分配至所收購實體之資產及負債。本集團就分配收購價之公平值作出判斷及假設。任何未分配部分如為正數，將確認為商譽，如為負數，將於綜合全面收益表中確認。

(d) 在建工程及待售發展中物業減值

於釐定是否應對本集團在建工程及待售發展中物業作出撥備時，本集團會考慮當前市場環境及估計可變現淨值（即實際或估計售價減去估計竣工成本及銷售必需的估計成本）。若估計可變現淨值低於賬面值，則會作出撥備。若在建工程及待售發展中物業之實際可變現淨值因市況變化及／或預算發展成本變動而少於預期，則或會導致重大減值虧損撥備（如可變現淨值低於賬面值）。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

5 REVENUE AND SEGMENT INFORMATION

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the chief operating decision-maker, namely the executive directors, for their decisions about resources allocation to the Group's business component and for their review of the performance of that component. The business components in the internal financial information reported to the executive directors are principally engaged in property investment, property development, hotel operations and provision of financial consultancy service.

(a) Analysis of revenue by category

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Rental income	租金收入	5,371	4,995

(b) Segment information

The Group's operating businesses are structured and managed separately, according to the nature of their operations and the services they provide. Each of the Group's business segments represents a strategic business unit which is subject to risks and returns that are different from those of other business segments. Summarised details of the business segments are as follows:

- the property investment segment engages in investment of properties in cities of Yingkou, Jinggangshan and Zhongshan of the PRC, the Group aim to use these properties for rental or capital appreciation;
- the property development segment engages in property development and sales of properties in Weihai city;

5 收益及分部資料

本集團基於定期向主要營運決策人(即執行董事)報告之內部財務資料識別營運分部及編製分部資料,而該等內部財務資料乃供執行董事就本集團業務組成部分之資源分配作出決策,並供彼等審閱該組成部分之表現。向執行董事報告之內部財務資料所載之業務組成部分主要從事物業投資、物業發展、酒店營運及提供金融顧問服務。

(a) 按類別分析之收益

(b) 分部資料

本集團之營運業務乃根據彼等經營性質及所提供服務而分開籌劃及管理。本集團之業務分部各自為一個策略性業務單位,其所承受風險及所得回報有別於其他業務分部。業務分部之詳情概述如下:

- 物業投資分部於中國營口市、井岡山市及中山市從事物業投資,本集團計劃利用該等物業作出租或資本增值用途;
- 物業發展分部從事在威海市之物業發展及物業銷售業務;

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

5 REVENUE AND SEGMENT INFORMATION (Continued)

(b) Segment information (Continued)

- iii) the hotel operations segment engages in hotel rental and food and beverage business in Weihai city;
- iv) the financial consultancy service segment engages in the provision of financial consultancy service to assist customers to obtain financing; and
- v) the unallocated segment comprises operations other than those specified in (i), (ii), (iii) and (iv) above and includes that of the corporate office.

The hotel operations in Weihai is yet to commence operation as at 31 March 2019 as it is currently under construction. The property development operation is currently under pre-sale stage and the relevant properties are under construction.

Capital expenditure comprise additions to investment properties and property, plant and equipment. Segment assets consist primarily of investment properties, properties under development for sale, property, plant and equipment and receivables. Segment liabilities comprise deferred tax liabilities, operating liabilities and borrowings. Unallocated assets and liabilities mainly represent assets and liabilities used by the corporate office, which cannot be allocated on a reasonable basis to any segment which include items such as cash and cash equivalents.

5 收益及分部資料 (續)

(b) 分部資料 (續)

- iii) 酒店營運分部於威海市從事酒店出租及餐飲服務；
- iv) 金融顧問服務分部從事提供金融顧問服務，以協助客戶取得融資；及
- v) 未分配項目分部為上文(i)、(ii)、(iii)及(iv)項所述者以外之業務，包括本集團辦事處業務。

於二零一九年三月三十一日，由於處於興建中，位於威海的酒店經營業務尚未開始，物業發展經營業務目前處於預售當中，相關物業仍在興建。

資本開支包括投資物業以及物業、廠房及設備之添置。分部資產主要由投資物業、待售發展中物業、物業、廠房及設備以及應收款項組成。分部負債包括遞延稅項負債、經營負債及借貸。未分配資產及負債主要指由本集團辦事處使用且難以按合理基準分配到任何分部之資產及負債，包括現金及現金等價物等項目。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

5 REVENUE AND SEGMENT INFORMATION (Continued)

(b) Segment information (Continued)

The Directors assess the performance of the operating segments based on a measure of segment results, which represent, operating profit less central administrative costs. The segment results, depreciation, and fair value gains on investment properties and capital expenditure based on reportable segments for the years ended 31 March 2019 and 2018 are as follows:

		Property investment	Property development	Hotel operations	Financial consultancy service	Unallocated	Total
		物業投資	物業發展	酒店營運	金融顧問服務	未分配項目	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
For the year ended 31 March 2019	截至二零一九年三月三十一日止年度						
Segment revenue:	分部收益:						
Revenue from external customers	來自外部客戶之收益	5,371	–	–	–	–	5,371
Segment results	分部業績	47,302	(8,845)	(1,941)	(3)	(24,935)	11,578
Finance income	財務收入						4,075
Finance costs	融資成本						(888)
Profit before income tax	除所得稅前溢利						14,765
Income tax expense	所得稅開支						(10,974)
Profit for the year	年內溢利						3,791
Other segment information	其他分部資料						
Depreciation	折舊	(315)	(102)	(22)	–	(672)	(1,111)
Fair value gains on investment properties, net	投資物業之公平值盈利，淨額	45,462	–	–	–	–	45,462
Additions to	添置						
– Property, plant and equipment	– 物業、廠房及設備	598	66	37,300	–	–	37,964
– Investment properties	– 投資物業	1,166	–	–	–	–	1,166

5 收益及分部資料(續)

(b) 分部資料(續)

董事藉計量分部業績(即經營溢利減中央行政成本)評估營運分部表現。截至二零一九年及二零一八年三月三十一日止年度，按可報告分部劃分之分部業績、折舊、投資物業之公平值盈利及資本開支如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

5 REVENUE AND SEGMENT INFORMATION (Continued)

5 收益及分部資料(續)

(b) Segment information (Continued)

(b) 分部資料(續)

		Property investment 物業投資 HK\$'000 千港元	Property development 物業發展 HK\$'000 千港元	Hotel operations 酒店營運 HK\$'000 千港元	Financial consultancy service 金融顧問服務 HK\$'000 千港元	Unallocated 未分配項目 HK\$'000 千港元	Total 總計 HK\$'000 千港元
For the year ended 31 March 2018 截至二零一八年三月三十一日止年度							
Segment revenue:	分部收益:						
Revenue from external customers	來自外部客戶之收益	4,995	–	–	–	–	4,995
Segment results	分部業績	7,233	(2,691)	(1,561)	(2,859)	110,053	110,175
Finance income	財務收入						1,333
Finance costs	融資成本						(1,898)
Profit before income tax	除所得稅前溢利						109,610
Income tax expense	所得稅開支						(895)
Profit for the year	年內溢利						108,715
Other segment information	其他分部資料						
Depreciation	折舊	(681)	(38)	–	(218)	(425)	(1,362)
Fair value gains on investment properties, net	投資物業之公平值盈利、淨額	1,335	–	–	–	–	1,335
Additions to	添置						
– Property, plant and equipment	– 物業、廠房及設備						
Addition	添置	–	481	38,970	–	600	40,051
Acquisition of subsidiary	收購附屬公司	–	–	163,128	–	–	163,128
– Investment properties	– 投資物業	7,828	–	–	–	–	7,828

3 customers (year ended 31 March 2018: 3) contributed more than 10% revenue of the Group.

三名客戶(截至二零一八年三月三十一日止年度:三名)向本集團貢獻超過10%收益。

		2019 二零一九年 Property Investment segment 物業投資分部 HK\$'000 千港元	2018 二零一八年 Property Investment segment 物業投資分部 HK\$'000 千港元
Customer A	客戶A	2,018	1,554
Customer B	客戶B	1,948	1,999
Customer C	客戶C	1,405	1,442
Total	總計	5,371	4,995

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

5 REVENUE AND SEGMENT INFORMATION (Continued)

(b) Segment information (Continued)

No other single customer contributed 10% or more to the Group's revenue for both the years ended 31 March 2019 and 2018.

The segment assets and liabilities based on reportable segments as at 31 March 2019 and 2018 are as follows:

5 收益及分部資料(續)

(b) 分部資料(續)

概無其他單一客戶為本集團截至二零一九年及二零一八年三月三十一日止兩個年度貢獻10%或以上收益。

於二零一九年及二零一八年三月三十一日，按可報告分部劃分之分部資產及負債如下：

		Property investment	Property development	Hotel operations	Financial consultancy service	Unallocated	Total
		物業投資	物業發展	酒店營運	金融顧問服務	未分配項目	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 31 March 2019	於二零一九年三月三十一日						
Segment assets	分部資產	2,006,827	918,651	201,655	400	2,688	3,130,221
Cash and cash equivalents	現金及現金等價物	12,357	120,139	–	477	7,350	140,323
Total assets	資產總值	2,019,184	1,038,790	201,655	877	10,038	3,270,544
Segment liabilities	分部負債	(445,558)	(638,105)	(140,072)	(187)	(18,801)	(1,242,723)
Total liabilities	負債總額	(445,558)	(638,105)	(140,072)	(187)	(18,801)	(1,242,723)
At 31 March 2018	於二零一八年三月三十一日						
Segment assets	分部資產	2,096,078	581,756	139,443	339	3,272	2,820,888
Cash and cash equivalents	現金及現金等價物	10,475	14,975	–	12,797	5,338	43,585
Total assets	資產總值	2,106,553	596,731	139,443	13,136	8,610	2,864,473
Segment liabilities	分部負債	(476,295)	(180,888)	(39,707)	(203)	(4,951)	(702,044)
Total liabilities	負債總額	(476,295)	(180,888)	(39,707)	(203)	(4,951)	(702,044)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

5 REVENUE AND SEGMENT INFORMATION (Continued)

(b) Segment information (Continued)

The Group's businesses operate in Hong Kong and the PRC. The Group's revenue for the years ended 31 March 2019 and 2018 and non-current assets other than financial instruments and deferred tax asset as at 31 March 2019 and 2018 based on geographical area are as follows:

Revenue	收益
PRC	中國
Non-current assets	非流動資產
Hong Kong	香港
PRC	中國

Revenue is categorised based on the jurisdiction in which the customers are located. Non-current assets are categorised based on where the assets are located.

5 收益及分部資料 (續)

(b) 分部資料 (續)

本集團於香港及中國經營業務。本集團截至二零一九年及二零一八年三月三十一日止年度按地區劃分之收益以及於二零一九年及二零一八年三月三十一日按地區劃分之非流動資產(金融工具及遞延稅項資產除外)如下:

2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
5,371	4,995
401	1,073
2,173,785	2,234,313
2,174,186	2,235,386

收益按客戶所在司法權區進行分類。非流動資產按資產所在地進行分類。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

6 OTHER (LOSSES)/GAINS, NET

6 其他(虧損)/盈利, 淨額

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Exchange (losses)/gain	匯兌(虧損)/盈利	(32)	16,099
Refund from consultancy fee (Note)	來自顧問費之退款(附註)	–	5,355
Gain on disposal of subsidiaries	出售附屬公司之盈利	–	302
Loss on written off of property, plant and equipment	撇銷物業、廠房及設備之虧損	(506)	–
Impairment of other receivable balances	其他應收款項結餘減值	–	(686)
Others	其他	88	(5)
		(450)	21,065

Note:

During the year ended 31 March 2017, the Group engaged a consultant to perform certain engineering consultancy services in respect of its investment properties in Zhongshan. The consultancy fee, amounted to RMB5,200,000 (equivalent to HK\$6,188,000) was recognised as operating expenses. On 31 January 2018, this consultant refunded RMB4,500,000 (equivalent to HK\$5,355,000) to the Group as a result of a change in service scope and the Group's decision to terminate the service contract with the consultant.

附註:

於截至二零一七年三月三十一日止年度, 本集團聘請一名顧問就其於中山的投資物業提供若干工程顧問服務。顧問費人民幣5,200,000元(相當於6,188,000港元)已確認為經營開支。於二零一八年一月三十一日, 由於服務範圍變動及本集團決定終止與顧問的服務合同, 該顧問已退還人民幣4,500,000元(相當於5,355,000港元)予本集團。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

7 STAFF COSTS

The staff costs disclosed below are for all employees and include all Directors' emoluments (Note 13(a)).

7 僱員成本

下文披露全體僱員之僱員成本，包括全體董事之酬金（附註13(a)）。

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	14,001	13,063
Contributions to defined contribution plans	定額供款計劃供款	697	1,013
		14,698	14,076

All employees of the subsidiaries of the Company in the PRC who are PRC citizens participate in employee social security plans enacted in the PRC, including pension, medical and other welfare benefits, which are organised and administrated by the government authorities. According to the relevant regulations, the Group contributes on a monthly basis based on certain percentages of the salaries of the employees, subject to a certain ceiling, and are paid to the labor and social welfare authorities. Contributions to the plans are expensed as incurred.

本公司在中國的附屬公司內所有屬於中國公民之僱員均參與於中國推行之僱員社會保障計劃。該等計劃由政府機關營辦及管理，內容包括退休金、醫療及其他福利。按照相關規例，本集團每月根據僱員薪金之若干百分比向勞工及社會福利機關作出供款（惟設有若干上限）。向計劃作出之供款於產生時列作費用。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

8 FINANCE INCOME/(COSTS), NET

8 融資收入／(成本)，淨額

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Interest expense:	利息開支：		
Accretion of consideration and other payables (Note 22)	代價及其他應付款項之應計費用(附註22)	(477)	(1,898)
Interest on entrusted loan	委託貸款之利息	(36,113)	(20,260)
Interest on bond payable	應付債券之利息	(411)	—
		(37,001)	(22,158)
Less: Capitalised interest	減：資本化利息	36,113	20,260
Finance costs	融資成本	(888)	(1,898)
Interest income:	利息收入：		
Interest income from other receivables	其他應收款項之利息收入	—	361
Bank interest income	銀行利息收入	130	140
Interest income from short term investment	短期投資之利息收入	128	—
Interest income from loan receivable (Note 24)	應收貸款之利息收入(附註24)	3,817	832
Finance income	融資收入	4,075	1,333
Net finance income/(costs)	融資收入／(成本)淨額	3,187	(565)

9 PROFIT BEFORE INCOME TAX

Profit before income tax for the year is arrived at after charging:

9 除所得稅前溢利

年內除所得稅前溢利乃經扣除以下各項後達致：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Auditor's remuneration	核數師酬金	1,350	1,450
Minimum lease payments for properties under operating leases	經營租賃項下物業之最低租賃付款	7,116	5,830

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

10 INCOME TAX EXPENSE

The amount of taxation charged to the consolidated statement of comprehensive income represents:

10 所得稅開支

綜合全面收益表內已扣除之稅項金額指：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Current tax	即期稅項		
PRC	中國		
– Current year	– 本年度	821	1,389
– Overprovision in prior years	– 以前年度過度撥備	(1,212)	–
		(391)	1,389
Deferred taxation	遞延稅項	11,365	(494)
		10,974	895

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to the results of the consolidated companies as follows:

本集團除所得稅前溢利之稅項與按適用於綜合公司業績之加權平均稅率計算之理論稅額之差額如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	14,765	109,610
Tax calculated at domestic tax rates applicable to profits in the respective jurisdictions	按適用於各司法管轄權區域溢利之當地稅率計算之稅項	5,630	17,343
Tax effect of non-deductible expenses	不可扣稅開支之稅項影響	623	514
Tax effect of non-taxable revenue	免稅收入之稅項影響	(1)	(21,843)
Overprovision in prior years	以前年度過度撥備	(1,212)	–
Deferred tax assets not recognised	未確認之遞延稅項資產	5,934	4,881
Income tax expense	所得稅開支	10,974	895

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

10 INCOME TAX EXPENSE (Continued)

The applicable rate of Hong Kong profits tax is 16.5% (2018: 16.5%). No provision for Hong Kong profits tax (2018: Nil) has been made for the year as the Group has no assessable profit for the year (2018: Nil). Provision for China corporate income tax is calculated based on the statutory tax rate of 25% (2018: 25%) on the assessable income of each of the Group's PRC entities.

11 EARNINGS PER SHARE

- (a) Basic earnings per ordinary share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Profit for the year attributable to owner of the Company, HK\$'000	本公司擁有人應佔年內溢利，千港元	3,791	108,716
Weighted average number of ordinary shares in issue	已發行普通股之加權平均數	3,430,000,000	3,110,465,753
Basic earnings per ordinary share, HK cents	每股普通股基本盈利，港仙	0.11	3.50

- (b) The calculation of diluted earnings per ordinary share is based on the profit for the year attributable to owners of the Company and the weighted average number of ordinary shares used, which is the same for calculating basic earnings per ordinary share above, as the Company did not have any dilutive potential ordinary shares arising from share options for the two years ended 31 March 2019 and 2018.

12 DIVIDEND

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

10 所得稅開支(續)

香港利得稅之適用稅率為16.5% (二零一八年: 16.5%)。由於本集團年內並無應課稅溢利 (二零一八年: 無)，故於本年度並無就香港利得稅作出撥備 (二零一八年: 無)。中國企業所得稅撥備乃根據本集團各中國實體之應課稅收入按法定稅率25% (二零一八年: 25%) 計算。

11 每股盈利

- (a) 每股普通股之基本盈利乃以年內本公司權益持有人應佔溢利除以已發行普通股之加權平均數計算。

- (b) 每股普通股之攤薄盈利之計算乃以本公司擁有人應佔年內溢利及計算上文每股普通股之基本盈利時所用之相同普通股加權平均數為依據，原因在於本公司在截至二零一九年及二零一八年三月三十一日止兩個年度並無源於購股權之任何潛在會攤薄的普通股。

12 股息

董事會不建議派發截至二零一九年三月三十一日止年度末期股息 (截至二零一八年三月三十一日止年度: 無)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

13 BENEFITS AND INTERESTS OF DIRECTORS

13 董事之福利及利益

(a) Directors' and chief executive's emoluments

The remuneration of every director and the chief executive is set out below:

For the year ended 31 March 2019:

(a) 董事及最高行政人員之酬金

每名董事及最高行政人員之薪酬如下：

截至二零一九年三月三十一日止年度：

		Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking 就一名人士以董事(不論屬本公司或其附屬公司)身份提供服務而巳付或應收之酬金			
		Employer's contribution to retirement benefit scheme 退休福利計劃之僱主供款			Total 總額
Name 姓名	Fees 袍金 HK\$'000 千港元	Salaries 薪金 HK\$'000 千港元	Employer's contribution to retirement benefit scheme 退休福利計劃之僱主供款 HK\$'000 千港元	Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking 就董事提供有關管理本公司或其附屬公司事務之其他服務而巳付或應收之酬金 HK\$'000 千港元	
Executive directors 執行董事					
Hung Man (Note a) 熊敏(附註a)	16	—	—	—	16
Li Yong Jun (Note b) 李永軍(附註b)	1,367	—	—	—	1,367
Liu Hong Shen 劉紅深	600	—	—	—	600
Meng Jin Long 孟金龍	600	—	—	—	600
Yeung Man, Simon (Note c) 楊敏(附註c)	1,434	—	18	—	1,452
Wong Hoi Kin (Note d) 黃海堅(附註d)	670	—	14	—	684
Independent non-executive directors 獨立非執行董事					
Long Tao 龍濤	200	—	—	—	200
Ren Guo Hua 任國華	200	—	—	—	200
Chen Fang 陳放	200	—	—	—	200
	5,287	—	32	—	5,319

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

13 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' and chief executive's emoluments (Continued)

For the year ended 31 March 2018:

Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking 就一名人士以董事(不論屬本公司或其附屬公司)身份提供服務而已付或應收之酬金					
Name	Fees	Salaries	Employer's contribution to retirement benefit scheme	Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking 就董事提供有關管理本公司或其附屬公司事務之其他服務而已付或應收之酬金	Total
姓名	袍金 HK\$'000 千港元	薪金 HK\$'000 千港元	退休福利計劃之僱主供款 HK\$'000 千港元	之酬金 HK\$'000 千港元	總額 HK\$'000 千港元
Executive directors 執行董事					
Meng Jin Long 孟金龍	900	-	-	-	900
Liu Hong Shen 劉紅深	900	-	-	-	900
Yeung Man, Simon 楊敏	1,422	120	18	-	1,560
Independent non-executive directors 獨立非執行董事					
Long Tao 龍濤	200	-	-	-	200
Ren Guo Hua 任國華	200	-	-	-	200
Chen Fang 陳放	200	-	-	-	200
	3,822	120	18	-	3,960

Note:

- (a) Ms. Hung Man was appointed as the Chairman and Chief Executive Officer of the Company on 28 March 2019.
- (b) Mr. Li Yong Jun was appointed as the Executive Director and vice chairman of the Company on 3 May 2018.
- (c) Mr. Yeung Man, Simon was resigned on 28 March 2019.
- (d) Mr. Wong Hoi Kin was appointed as an Executive Director on 9 July 2018 and resigned on 28 March 2019.

附註:

- (a) 熊敏女士於二零一九年三月二十八日獲委任為本公司主席兼行政總裁。
- (b) 李永軍先生於二零一八年五月三日獲委任為本公司執行董事兼副主席。
- (c) 楊敏先生於二零一九年三月二十八日辭任。
- (d) 黃海堅先生於二零一八年七月九日獲委任為執行董事並於二零一九年三月二十八日辭任。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

13 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' and chief executive's emoluments (Continued)

The Company's executive directors represent all of the Company's chief executives. Accordingly, no separate disclosure in respect of the remuneration of the chief executives is made in the financial statements.

No emoluments were paid to any director as an inducement to join or upon joining the Group or as compensation for loss of office during the year ended 31 March 2019 (2018: Nil).

(b) Directors' termination benefits

None of the directors received or will receive any termination benefits during the year ended 31 March 2019 (2018: Nil).

(c) Consideration provided to third parties for making available directors' services

During the year ended 31 March 2019, the Group did not pay consideration to any third parties for making available directors' services (2018: Nil).

(d) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

As at 31 March 2019, there was no loans, quasi-loans and other dealings arrangements in favour of directors, controlled bodies corporate by and connected entities with such directors (2018: Nil).

13 董事之福利及利益 (續)

(a) 董事及最高行政人員之酬金 (續)

本公司執行董事乃本公司所有最高行政人員。因此，財務報表內並無另行披露最高行政人員之薪酬。

於截至二零一九年三月三十一日止年度，本公司並無向任何董事支付任何酬金，作為邀請彼等加入本集團或加入本集團時之獎勵金或作為離職補償（二零一八年：無）。

(b) 董事之終止僱傭福利

於截至二零一九年三月三十一日止年度，概無董事已收取或將收取任何終止僱傭福利（二零一八年：無）。

(c) 就獲取董事服務而向第三方支付之代價

於截至二零一九年三月三十一日止年度，本集團並無就獲取董事服務向任何第三方支付代價（二零一八年：無）。

(d) 有關以董事、受該等董事控制之法團及與該等董事關連之實體為受益人之貸款、準貸款及其他交易之資料

於二零一九年三月三十一日，概無以董事、受該等董事控制之法團及與該等董事關連之實體為受益人之貸款、準貸款及其他交易安排（二零一八年：無）。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

13 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(e) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Group was a party and in which a director of the Group had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 March 2019 (2018: Nil).

(f) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year ended 31 March 2019 comprise 3 directors and 2 employees (2018: comprise 3 directors and 2 employees). The details of the emoluments payable to the 2 employees (2018: 2) during the year are presented below:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	2,099	2,237
Pension costs – defined contribution plan	退休金成本 – 定額供款計劃	20	36
		2,119	2,273

		Number of individuals 人數	
		2019 二零一九年	2018 二零一八年
Emoluments band	酬金範圍		
HK\$1 – HK\$500,000	1港元 – 500,000港元	–	–
HK\$500,001 – HK\$1,000,000	500,001港元 – 1,000,000港元	1	1
HK\$1,000,001 – HK\$1,500,000	1,000,001港元 – 1,500,000港元	–	–
HK\$1,500,001 – HK\$2,000,000	1,500,001港元 – 2,000,000港元	1	1
		2	2

13 董事之福利及利益(續)

(e) 董事於交易、安排或合約中之重大權益

本集團概無就本集團業務訂立重大交易、安排及合約，而於該等重大交易、安排及合約中本集團董事直接或間接擁有重大權益，且於截至二零一九年三月三十一日止年度的年末或年內任何時間仍然有效（二零一八年：無）。

(f) 五名最高薪人士

截至二零一九年三月三十一日止年度，本集團五名最高薪人士包括三名董事及兩名僱員（二零一八年：包括三名董事及兩名僱員）。年內應付該兩名（二零一八年：兩名）僱員之酬金詳情呈列如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

14 PROPERTY, PLANT AND EQUIPMENT

14 物業、廠房及設備

		Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Computer, office equipment and machinery 電腦、辦公室 設備及機器 HK\$'000 千港元	Leasehold improvement 租賃裝修 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Year ended 31 March 2018	截至二零一八年 三月三十一日止年度						
Opening net book amount	年初賬面淨值	35	3,342	533	952	–	4,862
Currency translation differences	外幣換算差額	–	337	10	25	12,567	12,939
Additions	添置	–	4	600	477	38,970	40,051
Acquisition of a subsidiary (Note 18)	收購一間附屬公司 (附註18)	–	–	–	–	163,128	163,128
Reclassified to property under development for sale (Note 16)	重新分類至待售發展中物業 (附註16)	–	–	–	–	(75,232)	(75,232)
Charge for the year	年內開支	(32)	(277)	(543)	(510)	–	(1,362)
Closing net book amount	年末賬面淨值	3	3,406	600	944	139,433	144,386
As at 31 March 2018	於二零一八年三月三十一日						
Cost	成本	156	5,053	1,847	2,874	139,433	149,363
Accumulated depreciation	累計折舊	(153)	(1,647)	(1,247)	(1,930)	–	(4,977)
		3	3,406	600	944	139,433	144,386
Year ended 31 March 2019	截至二零一九年 三月三十一日止年度						
Opening net book amount	年初賬面淨值	3	3,406	600	944	139,433	144,386
Currency translation differences	外幣換算差額	–	(222)	–	(30)	(8,901)	(9,153)
Additions	添置	149	66	–	449	37,300	37,964
Written off	撇銷	–	(506)	–	–	–	(506)
Charge for the year	年內開支	(26)	(220)	(200)	(665)	–	(1,111)
Closing net book amount	年末賬面淨值	126	2,524	400	698	167,832	171,580
As at 31 March 2019	於二零一九年三月三十一日						
Cost	成本	1,384	4,349	1,829	3,287	167,832	178,681
Accumulated depreciation	累計折舊	(1,258)	(1,825)	(1,429)	(2,589)	–	(7,101)
		126	2,524	400	698	167,832	171,580

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

15 INVESTMENT PROPERTIES

15 投資物業

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At beginning of year	於年初	2,091,000	1,881,563
Addition	添置	1,166	7,828
Fair value gains, net	公平值盈利，淨額	45,462	1,335
Exchange difference	匯兌差額	(135,022)	200,274
At end of year	於年末	2,002,606	2,091,000

The Group's property interests held under operating lease to earn rental income or for capital appreciation are measured using the fair value model.

本集團根據經營租賃持有以賺取租金收入或作資本增值之物業權益乃採用公平值模型計量。

As at 31 March 2019, the Group has no unprovided contractual obligations for future repairs and maintenance (2018: Nil).

於二零一九年三月三十一日，本集團並無有關未來維修及保養的未撥備合約責任（二零一八年：無）。

Amount recognised in profit or loss for investment properties

有關投資物業確認於損益的金額

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Rental income	租金收入	5,371	4,995
Direct operating expenses from properties that generated rental income	來自產生租賃收入物業的直接營運開支	(98)	(820)
Direct operating expenses from property that did not generate rental income	來自並無產生租賃收入物業的直接營運開支	(59)	(39)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

15 INVESTMENT PROPERTIES (Continued)

15 投資物業 (續)

Investment properties held by the Group in the consolidated statement of financial position	Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs for fair value	2019 Amount HK\$'000 二零一九年金額 千港元	2018 Amount HK\$'000 二零一八年金額 千港元
綜合財務狀況表內本集團所持投資物業	公平值層級	估值技術及主要輸入變數	重大不可觀測輸入變數	不可觀測輸入變數之關係		
Property in Yingkou (located at Zhuoyue Building, Kunlun Main Street West, Bayuquan District, Yingkou City, Liaoning Province, the People's Republic of China) 營口市物業 (位於中華人民共和國遼寧省營口市鮑魚圈區崑崙大街西卓越大廈)	Level 3 第三級	Direct comparison method 直接比較法 The key input is: 主要輸入變數為: Adopted unit rates 已採納單位價率	Adopted unit rates of the comparable properties and adjust to reflect the conditions and locations of the subject properties 可比較物業之已採納單位價率，並作出調整以反映主體物業之狀況及位置	The higher adopted unit rates, the higher the fair value 已採納單位價率越高，公平值越高	98,330	105,125
Property in Zhongshan (located at Daxing Hao Yuan, No. 69 Zhongshan Third Road, East District, Zhongshan City, Guangdong Province, the People's Republic of China) 中山市物業 (位於中華人民共和國廣東省中山市東區中山三路69號達興豪苑)	Level 3 第三級	Direct comparison method 直接比較法 The key input is: 主要輸入變數為: Adopted unit rates 已採納單位價率	Adopted unit rates of the comparable properties and adjust to reflect the conditions and locations of the subject properties 可比較物業之已採納單位價率，並作出調整以反映主體物業之狀況及位置	The higher the adopted unit rates, the higher the fair value 已採納單位價率越高，公平值越高	1,840,321	1,917,500

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

15 INVESTMENT PROPERTIES (Continued)

Investment properties held by the Group in the consolidated statement of financial position	Fair value hierarchy	Valuation technique(s) and key input(s)
綜合財務狀況表內本集團所持投資物業	公平值層級	估值技術及主要輸入變數

Property in Jinggangshan (located at No. 1 Lan Hua Ping Road, Ciping Town, Jinggangshan City, Jian City, Jiangxi Province, the People's Republic of China)	Level 3 第三級	Direct comparison method 直接比較法
井岡山市物業(位於中華人民共和國江西省吉安市井岡山市茨坪鎮蘭花坪路1號)		The key inputs are: 主要輸入變數為: Adopted unit rates 已採納單位價率

15 投資物業(續)

Relationship of unobservable inputs for fair value	2019 Amount HK\$'000 二零一九年金額 千港元	2018 Amount HK\$'000 二零一八年金額 千港元
重大不可觀測輸入變數	不可觀測輸入變數之關係	
Significant unobservable input(s)		
Adopted unit rates of the comparable properties and adjust to reflect the conditions and locations of the subject properties	The higher the adopted unit rates, the higher the fair value 已採納單位價率越高，公平值越高	63,955
可比物業之已採納單位價率，並作出調整以反映主體物業之狀況及位置		68,375

The Group has measured the deferred tax relating to the temporary differences of these investment properties using the tax rates and the tax bases that are consistent with the expected manner of recovery of these investment properties.

本集團已使用預期與可收回該等投資物業之方式一致之稅率及稅基，計量與該等投資物業之暫時性差額相關之遞延稅項。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

15 INVESTMENT PROPERTIES (Continued)

Level 3 fair values of investment properties have been generally derived using the sales comparison approach. Selling prices of comparable properties in close proximity are adjusted for differences in key attributes such as property size and quality. The most significant input into this valuation approach is price per square metre and the construction cost estimate.

There were no changes in valuation techniques during the year.

The fair value measurement information for the investment properties in accordance with HKFRS 13 as at 31 March 2019 is set out below.

(a) Valuation basis

As at 31 March 2019, the fair values of the investment properties located in cities of Zhongshan, Yingkou and Jinggangshan have been arrived on the basis of valuation carried out on that date by independent qualified professional valuers not connected to the Group. The valuation of Zhongshan, Yingkou and Jinggangshan was arrived at by reference to market evidence of transaction prices for similar properties at similar location.

(b) Leasing arrangements

Investment properties located in Yingkou and Jinggangshan, PRC are leased to tenants under long-term operating leases with rentals payable annually.

15 投資物業 (續)

投資物業一般使用銷售比較法計算第三級公平值。位處附近地區之可比較物業之售價已就物業大小及質量等主要因素差異作出調整。此估值法之最重要輸入變數為每平方米價格及估計建築成本。

估值技術於年內並無變動。

按照香港財務報告準則第13號所提供投資物業於二零一九年三月三十一日之公平值計量資料載列如下。

(a) 估值基準

於二零一九年三月三十一日，位於中山市、營口市及井岡山市之投資物業之公平值乃基於與本集團並無關連之獨立合資格專業估值師於該日進行之估值得出。中山市、營口市及井岡山市物業之估值乃參照類似位置之類似物業之市場成交價憑證達致。

(b) 租賃安排

位於中國營口市及井岡山市之投資物業乃根據長期經營租賃租予租戶，按年收取租金。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

16 PROPERTIES UNDER DEVELOPMENT FOR SALE

16 待售發展中物業

		HK\$'000 千港元
As at 1 April 2017	於二零一七年四月一日	–
Additions	添置	89,602
Acquisition of a subsidiary	收購一間附屬公司	375,072
Reclassified from property, plant and equipment (Note a)	自物業、廠房及設備重新分類(附註a)	75,232
Exchange difference	匯兌差額	28,895
As at 31 March 2018	於二零一八年三月三十一日	568,801
Additions	添置	226,051
Exchange difference	匯兌差額	(36,089)
As at 31 March 2019	於二零一九年三月三十一日	758,763

Note:

附註：

- (a) As at 31 March 2018, the Group changed its intention on the purpose of car parks and certain portion of the commercial area in the Weihai project to sale. Therefore, related net carrying amounts have been reclassified from property, plant and equipment to properties under development for sale.
- (a) 於二零一八年三月三十一日，本集團將其就威海市項目商業區域停車場及若干部分之意圖改變為銷售。因此，相關賬面淨值已自物業、廠房及設備重新分類至待售發展中物業。
- (b) The amount of properties under development for sale and expected to be recovered after more than one year is HK\$758,763,000 (2018: HK\$568,801,000).
- (b) 預計將於超過一年以後收回的待售發展中物業款項為758,763,000港元(二零一八年：568,801,000港元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

17 SUBSIDIARIES

The following is a list of principal subsidiaries at 31 March 2019.

17 附屬公司

以下載列於二零一九年三月三十一日之
主要附屬公司名單。

Name 名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立／成立地點 及法律實體類別	Principal activities and place of operations 主要業務及營業地點	Particulars of issued share capital/registered capital and debt securities 已發行股本／註冊資本及 債務證券之詳情	Proportion of ordinary shares held by the Group (%) 本集團所持 普通股比例 (%)
Crown Global Opportunity Investment Limited 皇冠全球機會投資有限公司	Samoa 薩摩亞 Limited liability company 有限公司	Investment holding in Samoa 在薩摩亞投資控股	1,000 ordinary shares of US\$1 each 1,000股每股面值 1美元之普通股	*100%
Crown International Investment Corp.	Samoa 薩摩亞 Limited liability company 有限公司	Investment holding in Samoa 在薩摩亞投資控股	1,000 ordinary shares of US\$1 each 1,000股每股面值 1美元之普通股	100%
Crown Entertainment Corporation 皇冠娛樂集團有限公司	Samoa 薩摩亞 Limited liability company 有限公司	Investment holding in Samoa 在薩摩亞投資控股	1,000,000 ordinary shares of US\$1 each 1,000,000股每股面值 1美元之普通股	*100%
Crown Finance Holdings Limited 皇冠金融控股有限公司	Samoa 薩摩亞 Limited liability company 有限公司	Investment holding in Samoa 在薩摩亞投資控股	10,000 ordinary shares of US\$1 each 10,000股每股面值 1美元之普通股	*100%
Crown Tianhe Resources Limited 皇冠天和資源有限公司	Hong Kong 香港 Limited liability company 有限公司	Investment holding in Hong Kong 在香港投資控股	HK\$10,000 10,000港元	100%
World Opal Investment Limited 世奧投資有限公司	Hong Kong 香港 Limited liability company 有限公司	Investment holding in Hong Kong 在香港投資控股	HK\$10,000 10,000港元	100%
Crown Land Corp. Limited 皇冠天地商業有限公司	Hong Kong 香港 Limited liability company 有限公司	Provision of administrative services in Hong Kong 在香港提供行政服務	HK\$10,000 10,000港元	100%
Zhongshan Hualian Industrial Development Corporation Limited [△] 中山市華聯實業開發有限公司 [△]	PRC 中國 Wholly owned foreign enterprise 外商獨資企業	Property investment in PRC 在中國投資物業	Registered capital of HK\$50,000,000 註冊資本 50,000,000港元	100%
Crown International Resort Limited 享天地集團有限公司	Hong Kong 香港 Limited liability company 有限公司	Investment holding in Hong Kong 在香港投資控股	HK\$10,000 10,000港元	100%

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

17 SUBSIDIARIES (Continued)

17 附屬公司(續)

Name 名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立/成立地點 及法律實體類別	Principal activities and place of operations 主要業務及營業地點	Particulars of issued share capital/registered capital and debt securities 已發行股本/註冊資本及 債務證券之詳情	Proportion of ordinary shares held by the Group (%) 本集團所持 普通股比例(%)
冠富資產管理有限公司	PRC 中國 Limited liability company 有限公司	Provision of financial consultancy service in PRC 在中國提供金融顧問服務	Registered capital of RMB50,000,000 註冊資本 人民幣50,000,000元	100%
“U” Inns (Yingkou) Hotel Management Corporation Limited. [△] 你的客棧(營口)酒店管理有限公司 [△]	PRC 中國 Wholly owned foreign enterprise 外商獨資企業	Property investment in PRC 在中國投資物業	Registered capital of HK\$25,600,000 註冊資本 25,600,000港元	100%
“U” Inns & Hotel (Jing Gang Shan Shi) Limited [△] 你的客棧酒店(井岡山市)有限公司 [△]	PRC 中國 Wholly owned foreign enterprise 外商獨資企業	Hotel investment in PRC 在中國投資酒店	Registered capital of RMB50,000,000 註冊資本 人民幣50,000,000元	100%
Jumbo China Investment Group Ltd	Samoa 薩摩亞 Limited liability company 有限公司	Investment holding in Samoa 在薩摩亞投資控股	2,000,000 ordinary shares of US\$1 each 2,000,000股每股面值 1美元之普通股	100%
Jumbo China Investment Ltd 奧華投資有限公司	Hong Kong 香港 limited liability company 有限公司	Investment holding in Hong Kong 在香港投資控股	HK\$10,000 10,000港元	100%
威海國盛潤禾置業有限公司	PRC 中國 Wholly owned foreign enterprise 外商獨資企業	Hotel and property investment in PRC 在中國投資酒店及物業	Registered capital of RMB425,620,000 註冊資本 人民幣425,620,000元	100%

* Shares held directly by the Company.

* 股份由本公司直接持有。

[△] These companies do not have English names. These are only translation of their Chinese names.

[△] 該等公司並無英文名稱。此等名稱僅為其中文名稱之翻譯。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

18 BUSINESS COMBINATION

Pursuant to a sale and purchase agreement dated 13 September 2016 (the “**Agreement Date**”) (together with a series of supplementary agreements dated 13 December 2016, 13 March 2017, 13 April 2017, 30 June 2017 and 31 August 2017) entered into between Crown International Investment Corp. (“**Crown International Investment**”), an indirect wholly-owned subsidiary of the Company and Good Wealth Holdings Limited (“**Good Wealth**”). Good Wealth agreed to sell and Crown International Investment agreed to purchase the entire issued share capital of Jumbo China Investment Group Ltd (together with its subsidiary, the “**Jumbo China Group**”), a company incorporated in Samoa, for the issue and allotment, credited as fully paid, of a total of 260,000,000 new shares (the “**Consideration Shares**”) of the Company. The principal activities of the Jumbo China Group is property development and investment in the PRC.

On Agreement Date, the number of Consideration Shares was determined with reference to the Company’s then share price, with the total consideration amounted to HK\$500,000,000. As a result of the delay on the completion of this transaction, the Consideration Shares were issued at HK\$1.29 per share on 14 September 2017 (the “**Completion Date**”), with the consideration amounted to HK\$335,400,000, net of issuance costs. As a result of the decrease in share price between the Agreement Date and the Completion Date, a gain on bargain purchase amounted to HK\$116,001,000 was recognised in the Group’s consolidated statement of comprehensive income for the year ended 31 March 2018.

18 業務合併

根據Crown International Investment Corp. (「**Crown International Investment**」) (本公司之間接全資附屬公司)與Good Wealth Holdings Limited (「**Good Wealth**」)於二零一六年九月十三日 (「**協議日期**」)訂立之買賣協議 (連同日期為二零一六年十二月十三日、二零一七年三月十三日、二零一七年四月十三日、二零一七年六月三十日及二零一七年八月三十一日之一系列補充協議)，Good Wealth同意出售而Crown International Investment同意購買Jumbo China Investment Group Ltd (連同其附屬公司統稱為「**Jumbo China集團**」) (於薩摩亞註冊成立之公司)之全部已發行股本，代價以發行及配發合共260,000,000股入賬列為繳足之本公司新股份 (「**代價股份**」)償付。Jumbo China集團之主要業務為於中國從事物業發展及投資。

於協議日期，代價股份之數目乃經參考本公司當時之股價釐定，總代價為500,000,000港元。由於該交易之完成延遲，代價股份於二零一七年九月十四日 (「**完成日期**」)以每股1.29港元發行，代價為335,400,000港元 (扣除發行成本)。由於協議日期與完成日期間之股份價格下降，本集團於截至二零一八年三月三十一日止年度之綜合全面收益表確認收購議價之收益116,001,000港元。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

18 BUSINESS COMBINATION (Continued)

The fair values of the identifiable assets and liabilities of the Jumbo China Group as at the Completion Date were as follows:

18 業務合併(續)

Jumbo China集團於完成日期之可識別資產及負債之公平值如下：

		Notes 附註	Fair value recognised on acquisition 於收購時確認 之公平值 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	14	163,128
Properties under development for sale	待售發展中物業	16	375,072
Cash and bank balances	現金及銀行結餘		8,939
Other receivables	其他應收款項		96,056
Entrusted loan	委託貸款		(175,500)
Other payables and accruals	其他應付款項及應計負債		(7,099)
Deferred income tax liabilities	遞延所得稅負債		(9,195)
Total identifiable net assets at fair value	可識別資產淨值總額， 按公平值		451,401
Satisfied by:	償付方式：		
Consideration Shares issued and allotted, credited as fully paid	發行及配發入賬列為繳足之 代價股份		335,400
			116,001

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

18 BUSINESS COMBINATION (Continued)

The Group incurred transaction costs of approximately HK\$802,000 for this acquisition. These transaction costs have been expensed and are included in other expenses in the profit and loss.

An analysis of the cash flows in respect of the business combination is as follows:

		HK\$'000 千港元
Cash consideration paid	已付現金代價	—
Cash and bank balances acquired	已收購現金及銀行結餘	8,939
Net cash and cash equivalents acquired and included in cash flows from investing activities	已收購並計入投資活動之現金流量之現金及現金等價物淨額	8,939

18 業務合併 (續)

本集團就此項收購事項產生約802,000港元之交易成本。該等交易成本已經支銷，並計入損益之其他開支內。

業務合併之現金流量分析如下：

19 OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Non-current	非流動		
Rental deposits	租約按金	1,467	1,209
		1,467	1,209
Current	流動		
Other receivables	其他應收款項	9,200	378
Prepayments and deposits (Note)	預付款項及按金 (附註)	159,041	1,744
		168,241	2,122
		169,708	3,331

Note:

Prepayments and deposits mainly included prepayments in the amount of HK\$157,844,000 (equivalent to RMB135,002,000) (2018: Nil) made by the Group which represent prepayments for procuring the acquisition of a potential property development project in Weihai city, PRC. The amounts will be transferred to properties under development when the Group obtains contractual usage rights of the relevant lands and properties.

附註：

預付款項及按金主要包括本集團預付款項157,844,000港元(相當於人民幣135,002,000元)(二零一八年：無)，為用於促成收購中國威海市的一項潛在物業發展項目的預付款項。當本集團取得相關土地及物業的合約使用權時，該等款項將轉撥至發展中物業。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

19 OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS (Continued)

The carrying amounts of other receivables and deposits approximate their fair values and are denominated in the following currencies:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
HK\$	港元	2,025	1,790
RMB	人民幣	167,683	1,541
		169,708	3,331

19 其他應收款項、預付款項及按金(續)

其他應收款項及按金之賬面值與公平值相若，並以下列貨幣計值：

20 RESTRICTED BANK BALANCE AND CASH AND CASH EQUIVALENTS

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Bank balances	銀行結餘	140,318	43,584
Cash on hand	手頭現金	5	1
		140,323	43,585
Restricted bank balances	受限制使用銀行結餘	26,750	—

The carrying amounts of the restricted bank balance and cash and cash equivalents approximate their fair values and are denominated in the following currencies:

20 受限制使用銀行結餘及現金及現金等價物

受限制使用銀行結餘以及現金及現金等價物之賬面值與公平值相若，並以下列貨幣計值：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
HK\$	港元	7,350	15,130
RMB	人民幣	159,723	27,983
United States dollars	美元	—	472
		167,073	43,585

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

20 RESTRICTED BANK BALANCE AND CASH AND CASH EQUIVALENTS (Continued)

As at 31 March 2019, cash and cash equivalents of approximately HK\$159,723,000 (2018: HK\$27,983,000) respectively are denominated in RMB and deposited with banks in the PRC. RMB is not a freely convertible currency in the international market. The conversion of RMB into foreign currencies and remittance of RMB out of the PRC is subject to the rules and regulations of exchange control promulgated by the government of the PRC.

21 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

The short-term investment measured at fair value through profit or loss is a wealth management product, denominated in RMB, which expected rate of return of 3.4% at maturity. The return on wealth management product is not guaranteed, hence its contractual cash flows do not qualify for solely payments of principal and interest. Therefore, it is measured at fair value through profit or loss. The investment was matured and the proceed has been received during the year.

20 受限制使用銀行結餘及現金及現金等價物 (續)

於二零一九年三月三十一日，約159,723,000港元(二零一八年：27,983,000港元)之現金及現金等價物以人民幣計值並於中國之銀行存放。目前，人民幣不可在國際市場上自由兌換。將人民幣兌換為外幣及將人民幣匯出中國須受中國政府頒佈之外匯管制規則及規例所規限。

21 按公平值透過損益列賬之金融資產

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Short-term investment measured at fair value through profit or loss	按公平值透過損益計量之短期投資	—	12,500

按公平值透過損益計量之短期投資為一項以人民幣計值的理財產品，於到期時的預期回報率為3.4%。理財產品的預期投資回報並無保證，故此，合約現金流量不符合資格僅用於支付本金及利息。因此，相關投資按公平值透過損益計量。年內，該投資已到期且收益已入賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

22 OTHER PAYABLES AND ACCRUALS

22 其他應付款項及應計負債

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Non-current	非即期		
Leasehold improvements payable	租賃裝修應付款項	6,608	6,623
		6,608	6,623
Current	即期		
Construction cost payables	應付建築成本	150,328	36,102
Other payables (Note a)	其他應付款項(附註a)	26,728	41,826
Contract liabilities (Note b)	合約負債(附註b)	29,590	–
Others	其他	14,877	23,957
		221,523	101,885
		228,131	108,508

Note

- (a) The amount represented payable to the vendor of 中山市華聯實業開發有限公司("Zhongshan Hualian"), Sino Oasis Oversea Limited ("Sino Oasis") upon acquisition of Zhongshan Hualian. The amount was in relation to construction service fees paid on behalf of Zhongshan Hualian by Sino Oasis. The amount is unsecured, interest-free and repayable according to the agreed payment terms.
- (b) The contract liabilities arising from pre-sales of properties of Weihai project. The balance represents the increase in contract liabilities as a result of receipt of advance from pre-sales of properties amounting to HK\$29,590,000 during the year ended 31 March 2019 (2018: Nil).

The carrying amounts of the other payables and accruals approximate their fair values and are denominated in the following currencies:

附註

- (a) 該款項指就收購中山市華聯實業開發有限公司(「中山華聯」)時，當時賣方Sino Oasis Oversea Limited(「Sino Oasis」)代中山華聯支付的建築服務費而應付Sino Oasis之款項。該款項為無抵押、免息及按協定付款條款償還。
- (b) 威海項目物業預售產生的合約負債。該餘額為於截至二零一九年三月三十一日止年度收到預售物業預付款項，這導致合約負債增加29,590,000港元(二零一八年：無)。

其他應付款項及應計負債之賬面值與公平值相若，並以下列貨幣計值：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
HK\$	港元	4,888	4,089
RMB	人民幣	223,243	104,419
		228,131	108,508

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

23 DEFERRED INCOME TAX ASSETS AND LIABILITIES

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income tax levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis. The offset amounts are as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Deferred income tax assets	遞延所得稅資產	814	870
Deferred income tax liabilities	遞延所得稅負債	(414,297)	(430,373)
		(413,483)	(429,503)

The components of deferred income tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year ended 31 March 2019 and 2018 are as follows:

For the year ended 31 March 2019

		Accelerated depreciation allowances	Tax losses	Fair value change of investment properties	Fair value gain on acquisition of a subsidiary 收購一間 附屬公司之 公平值盈利	Total
		加速折舊撥備 HK\$'000 千港元	稅項虧損 HK\$'000 千港元	投資物業 公平值變動 HK\$'000 千港元	附屬公司之 公平值盈利 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	68	802	(420,550)	(9,823)	(429,503)
Charged to the consolidated statement of comprehensive income	自綜合全面收益表內扣除	-	-	(11,365)	-	(11,365)
Exchange difference	匯兌差額	(4)	(52)	26,806	635	27,385
At 31 March 2019	於二零一九年三月三十一日	64	750	(405,109)	(9,188)	(413,483)

23 遞延所得稅資產與負債

當有法定可執行權利可將即期稅項資產與即期稅項負債互相抵銷，而遞延所得稅資產與負債與某一應課稅實體或不同應課稅實體之同一徵稅機關所徵收之所得稅有關，且有意按淨額基準結算餘額時，即可將遞延所得稅資產與負債互相抵銷。抵銷額如下：

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，綜合財務狀況表內確認之遞延所得稅資產／（負債）組成及其變動如下：

截至二零一九年三月三十一日止年度

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

23 DEFERRED INCOME TAX ASSETS AND LIABILITIES (Continued)

For the year ended 31 March 2018

		Accelerated depreciation allowances	Tax losses	Fair value change of investment properties	Fair value gain on acquisition of a subsidiary	Total
		加速折舊撥備 HK\$'000 千港元	稅項虧損 HK\$'000 千港元	投資物業 公平值變動 HK\$'000 千港元	附屬公司之 公平值盈利 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 April 2017	於二零一七年四月一日	–	–	(379,859)	–	(379,859)
(Charged)/credited to the consolidated statement of comprehensive income	(扣除自)/計入綜合全面收益表	68	760	(334)	–	494
Acquisition of a subsidiary	收購一間附屬公司	–	–	–	(9,195)	(9,195)
Exchange difference	匯兌差額	–	42	(40,357)	(628)	(40,943)
At 31 March 2018	於二零一八年三月三十一日	68	802	(420,550)	(9,823)	(429,503)

Unrecognised deferred income tax assets are as follows:

未確認之遞延所得稅資產如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Unutilised tax losses	未動用之稅項虧損	43,510	41,305
Accelerated depreciation allowances	加速折舊撥備	–	10
		43,510	41,315

At 31 March 2019, the deferred tax assets in respect of tax losses of approximately HK\$258,386,000 (31 March 2018: HK\$241,759,000) have not been recognised due to the unpredictability of future profit streams to utilised such losses. Unrecognised tax losses amounted to HK\$248,069,000, (31 March 2018: HK\$225,113,000) has no expiry date and certain unrecognised tax losses amounted to HK\$10,317,000 (31 March 2018: HK\$16,646,000) expire within five years under the current tax legislation of the respective jurisdictions.

於二零一九年三月三十一日，稅項虧損約258,386,000港元(二零一八年三月三十一日：241,759,000港元)因日後可動用有關虧損之溢利來源不可預測，故尚未確認遞延稅項資產。根據相關司法權區之現行稅務法例，未確認稅項虧損248,069,000港元(二零一八年三月三十一日：225,113,000港元)並無屆滿日期，而若干未確認稅項虧損10,317,000港元(二零一八年三月三十一日：16,646,000港元)則於五年內到期。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

24 BORROWINGS

24 借貸

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Entrusted loan (Note a)	委托貸款 (附註a)	584,600	160,000
Bonds payable (Note b)	應付債券 (附註b)	13,446	—
		598,046	160,000

Note

- (a) As at 31 March 2018, the carrying amount of the Group's borrowing approximate to its fair value and is denominated in RMB. The borrowing is secured by the Group's land use right in Weihai, interest bearing at 18% per annum and repayable on 24 July 2019.

Prior to entering the Group, 威海國盛潤禾置業有限公司 (“Weihai Runhe”), an indirectly wholly owned subsidiary of the Company entered into an entrusted loan agreement with a subsidiary of China HKBridge Holdings Limited (“China HKBridge”), an independent third party, through China Everbright Bank pursuant to which Weihai Runhe obtained a loan in the amount of RMB150,000,000 (equivalent to HK\$187,500,000) for a term loan of 2 years. The borrowing was secured by the Group's land use right in Weihai and the entire share capital of Weihai Runhe, bore interest at 18% per annum and repayable on 24 July 2019, to satisfy the obligations of the construction project in works. On 19 January 2018, Weihai Runhe entered into another loan agreement with the same subsidiary of China HKBridge, pursuant to which Weihai Runhe agreed to lend an amount of RMB22,000,000 (equivalent to HK\$27,500,000) to the same counterparty. The loan was interest bearing at 18% per annum and repayable on 15 August 2018. Pursuant to the agreement, both parties agreed to offset the amount borrowed with the amount lent. Hence, the loan receivable is presented as an offsetting amount against the borrowing. This entrusted loan has been repaid during the year ended 31 March 2019.

附註

- (a) 於二零一八年三月三十一日，本集團借款之賬面值與其公平值相若並以人民幣計值。借款以本集團於威海之土地使用權作擔保，按年利率18厘計息及須於二零一九年七月二十四日償還。

於加入本集團前，本公司之間接全資附屬公司威海國盛潤禾置業有限公司（「威海潤禾」）透過中國光大銀行與一名獨立第三方（中國港橋控股有限公司（「中國港橋」）之附屬公司）訂立委託貸款協議。據此，威海潤禾獲得為數人民幣150,000,000元（相當於187,500,000港元）的貸款，貸款年期為兩年。該借款以本集團於威海之土地使用權及威海潤禾之所有股本作擔保，按年利率18厘計息及須於二零一九年七月二十四日償還，以履行在建工程項目之責任。於二零一八年一月十九日，威海潤禾與中國港橋的同一附屬公司訂立另一份貸款協議，據此，威海潤禾同意向該同一對手方借出人民幣22,000,000元（相當於27,500,000港元）。該貸款按年利率18厘計息及須於二零一八年八月十五日償還。根據該協議，訂約雙方同意將借入款項與借出款項對銷。因此，應收貸款作為借款的對銷金額呈列。於截至二零一九年三月三十一日止年度，該筆委託貸款已償還。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

24 BORROWINGS (Continued)

Note (Continued)

- (a) On 9 November 2018, Weihai Runhe entered into an entrusted debt investment agreement with Asia Alliance Asset Management Co., Ltd., an independent third party, through Harbin Bank Tianjin Branch pursuant to which Weihai Runhe obtained a loan in the amount of RMB660 million (equivalent to approximately HK\$772 million) for a term loan of 3 years, bearing interest at 6.6% per annum (“**Asia Alliance Asset Loan**”). The borrowing was secured by the pledge of Weihai Runhe construction-in-progress “Real Estate Registered Certificate” which will be in custody by Harbin Bank Tianjin Branch and the entire share capital of Weihai Runhe. The funding would be used for: i) construction work of Golden Beach No. 1 Project; ii) replacement of China HKBridge loan, and iii) replenishment of working capital of Weihai Runhe. The final drawdown amount of this loan was RMB500 million (equivalent to HK\$584.6 million) and the remaining undrawn facility amount was lapsed. This loan is guaranteed by Mr. Meng Jin Long, being the legal representative of Weihai Runhe and a director of the Company.
- (b) On 28 November 2018, the Company as issuer and Head & Shoulders Securities Limited as placing agent, among other parties, entered into a placing agreement pursuant to which the Company to issue a 7% per annum bonds (the “**Bonds**”) in an aggregate principal amount of up to HK\$100 million maturing on the second anniversary of the issue date of the Bonds at the placing price equal to 100% of the principal amount of the Bonds. The purpose of raising this Bonds was intended to be used for general working capital of the Group. As at 31 March 2019, the outstanding amount of the Bonds issued was HK\$15,000,000. An upfront commission of 11% on the principal amount of the Bonds was paid to the placing agent and this commission was amortised to the profit and loss throughout the entire period of the Bonds issued. Accordingly, the unamortised commission as at 31 March 2019 was HK\$1,554,000. This bond payable is guaranteed by the largest shareholder and a director of the Company, Ms. Hung Man.

24 借貸(續)

附註(續)

- (a) 於二零一八年十一月九日，威海潤禾透過哈爾濱銀行股份有限公司天津分行與一名獨立第三方亞聯盟資產管理有限公司訂立委託債權投資協議，據此，威海潤禾獲得為數人民幣6.6億元（相當於約7.72億港元）的貸款，貸款年期為三年，按年利率6.6厘計息（「**亞聯盟資產貸款**」）。該貸款以威海潤禾擁有的在建工程的「不動產登記證明」及威海潤禾之全部股本作抵押並交哈爾濱銀行天津分行保管。相關貸款資金用途：i) 金海灘壹號項目建築；ii) 置換中國港橋貸款；及iii) 補充威海潤禾的流動資金。該貸款的最終提取金額為人民幣5.0億元（相當於5.846億港元），餘下未提取的融資金額已失效。是項貸款乃由威海潤禾的法定代表人及本公司的董事孟金龍先生擔保。
- (b) 於二零一八年十一月二十八日，本公司作為發行人與聯合證券有限公司作為配售代理與其他訂約方訂立配售協議，據此，本公司將予發行年息7%之債券（「**債券**」），本金總額最高為一億港元，於債券發行日期之第二週年到期，配售價相等於債券本金額之100%。發行債券所得款項擬用作本集團之一般營運資金。於二零一九年三月三十一日，已發行債券的未償還金額為15,000,000港元。相當於債券本金額11%的預付佣金已支付予配售代理，而該佣金會於發行債券的整個期間攤銷至損益。因此，截至二零一九年三月三十一日的未攤銷佣金為1,554,000港元。該應付債券由本公司第一大股東及董事熊敏女士擔保。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

25 SHARE CAPITAL

25 股本

		Share capital
		股本
		HK\$'000
		千港元
Number of shares		
股份數目		
Ordinary shares, issued and fully paid:		
At 31 March 2017		
Issuance of shares in relation to acquisition of a subsidiary (Note 18)	已發行及繳足普通股： 於二零一七年三月三十一日 就收購一間附屬公司發行股份 (附註18)	2,860,000,000 1,309,124
Issuance of shares in relation to placement (Note a)	就配售發行股份 (附註a)	260,000,000 335,400
		310,000,000 334,543
At 31 March 2018 and 2019		
	於二零一八年及 二零一九年三月三十一日	3,430,000,000 1,979,067

On 31 December 2017, the Company issued and allotted 310,000,000 new shares at issue price of HK\$1.08 each to a subscriber pursuant to a subscription agreement entered into between the Company and the subscriber dated 20 September 2017 for cash consideration of HK\$334,543,000, net of transaction costs amounted to HK\$257,000. The new shares were issued and allotted under the general mandate granted to the Directors at the annual general meeting of the Company on 7 September 2017 and rank equally among themselves and with the existing shares in all respects.

於二零一七年十二月三十一日，根據本公司與一名認購人訂立日期為二零一七年九月二十日之認購協議，本公司按發行價每股1.08港元向該認購人發行及配發310,000,000股新股份，現金代價為334,543,000港元（經扣除交易成本257,000港元）。新股份已根據本公司於二零一七年九月七日舉行之股東周年大會上授予董事之一般授權發行及配發，及其各自之間並與現有股份在各方面均享有同等地位。

26 CASH FLOW INFORMATION

26 現金流量資料

(a) Notes supporting cash flow statement

(a) 現金流量表附註

		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Cash and cash equivalents comprise			
現金及現金等價物包括			
Bank balances and cash on hand	銀行結餘及手頭現金	140,323	43,585

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

26 CASH FLOW INFORMATION (Continued)

(b) Reconciliation of liabilities arising from financing activities

26 現金流量資料(續)

(b) 融資活動所產生之負債對賬

		Borrowings 借貸 HK\$'000 千港元
At 1 April 2017	於二零一七年四月一日	—
Changes from cash flows:	現金流量變動：	
Repayment of borrowings	償還借貸	(27,500)
Total changes from financing cash flows	自融資而來的現金流量變動總額	(27,500)
Other changes:	其他變動：	
Acquisition of subsidiaries	收購附屬公司	175,500
Exchange differences	匯兌差額	12,000
Total other changes	其他變動總額	187,500
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	160,000
Changes from cash flows:	現金流量變動：	
Proceeds from issue of bonds	發行債券所得款項	13,350
Drawdown of entrusted loan	提取委託貸款	582,850
Repayment of entrusted loan	償還委託貸款	(149,210)
Total changes from financing cash flows	自融資而來的現金流量變動總額	446,990
Other changes:	其他變動：	
Exchange differences	匯兌差額	(9,040)
Finance costs	融資成本	96
Total other changes	其他變動總額	(8,944)
At 31 March 2019	於二零一九年三月三十一日	598,046

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

27 COMMITMENTS

(a) Lease commitments

- (i) *Operating lease commitments – where the Group is the lessor*

At 31 March 2019 and 2018, the Group had contracted with tenants for the following minimum lease receivables:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Not later than 1 year	不超過一年	14,563	6,045
Later than 1 year and not later than 5 years	一年以上但不超過五年	162,537	23,028
Over five years	超過五年	408,793	11,781
		585,893	40,854

Operating lease receivables represent future aggregate minimum lease receipts by the Group from non-cancellable operating leases of its investment properties. Typically, leases are negotiated and rentals are fixed for lease term of nine to fifteen years.

27 承擔

(a) 租賃承擔

- (i) *經營租賃承擔 – 本集團作為出租人*

於二零一九年三月三十一日及二零一八年三月三十一日，本集團就以下最低租賃應收款項與租戶訂立合約：

經營租賃應收款項代表本集團應從其投資物業之不可撤銷經營租賃收取之未來租金最低總額。一般而言，租約經磋商議定，租金固定，租期介乎九年至十五年。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

27 COMMITMENTS (Continued)

(a) Lease commitments (Continued)

(ii) *Operating lease commitments – where the Group is the lessee*

At 31 March 2019 and 2018, the Group had commitments under non-cancellable operating leases in respect of rented premises, which fall due as follows:

Not later than 1 year	不超過一年
Later than 1 year and not later than 5 years	一年以上但不超過五年

27 承擔(續)

(a) 租賃承擔(續)

(ii) *經營租賃承擔 – 本集團作為承租人*

於二零一九年三月三十一日及二零一八年三月三十一日，本集團根據不可撤銷經營租賃須按以下年期支付之租賃物業之承擔如下：

2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
6,975	5,994
7,199	10,060
14,174	16,054

(b) Capital commitments

As at 31 March 2019, the Group has capital expenditure contracted for but not provided in the consolidated financial statements in the amount of HK\$179,256,000 in respect of the construction of the properties (31 March 2018: HK\$192,717,000).

(b) 資本承擔

於二零一九年三月三十一日，本集團於綜合財務報表中就建設物業已訂約但未撥備的資本開支為179,256,000港元(二零一八年三月三十一日：192,717,000港元)。

Construction of properties	建設物業
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2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
179,256	192,717

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

28 RELATED PARTY TRANSACTIONS

The following transactions were carried out with related parties during the year.

Key management compensation

Key management includes directors and senior management. The compensation paid or payable to key management for employee services is shown below:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Directors' fee	董事袍金	5,287	3,822
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	–	120
Pension costs – MPF	退休金成本－強制性公積金	32	18
		5,319	3,960

29 PLEDGE OF ASSETS

As at 31 March 2019, the following items were used to secure loan facilities granted to the Group as disclosed in Note 24(a):

- (i) Pledge of the construction-in-progress “Real Estate Registered Certificate” held by Weihai Runhe.
- (ii) Pledge of the entire share capital RMB425,620,000 of Weihai Runhe.

As at 31 March 2018, the following items were used to secure loan facilities granted to the Group as disclosed in Note 24(a):

- (i) Pledge of the land use rights of the Weihai property project held by Weihai Runhe.
- (ii) Pledge of the entire share capital of RMB425,620,000 of Weihai Runhe.

28 關聯方交易

年內與關聯方進行之交易載列如下。

主要管理層補償

主要管理層包括董事及高級管理層。就僱員服務已付或應付主要管理層之補償列示如下：

29 質押資產

於二零一九年三月三十一日，誠如附註24(a)所披露，下列各項乃用於擔保授予本集團的貸款融資：

- (i) 質押威海潤禾所持在建工程的「不動產登記證明」。
- (ii) 質押威海潤禾的全部股本人民幣425,620,000元。

於二零一八年三月三十一日，誠如附註24(a)所披露，下列各項乃用於擔保授予本集團的貸款融資：

- (i) 質押威海潤禾所持威海物業項目的土地使用權。
- (ii) 質押威海潤禾的全部股本人民幣425,620,000元。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

30 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

30 本公司之財務狀況表及儲 備變動

	Note 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Assets			
Non-current assets			
Investments in subsidiaries		46,338	86
		46,338	86
Current assets			
Other receivables, prepayments and deposits		309	315
Amounts due from subsidiaries		1,476,729	1,523,989
Cash and cash equivalents		142	5,472
		1,477,180	1,529,776
Total assets		1,523,518	1,529,862
Equity			
Capital and reserves			
Share capital		1,979,067	1,979,067
Accumulated losses	(a)	(472,436)	(452,269)
Total equity		1,506,631	1,526,798
Current liabilities			
Other payables and accruals		3,355	2,978
Amounts due to subsidiaries		86	86
		3,441	3,064
Non-current liabilities			
Borrowings		13,446	—
Total liabilities		16,887	3,064
Total equity and liabilities		1,523,518	1,529,862

The balance sheet of the Company was approved by the Board of Directors on 27 June 2019 and was signed on its behalf

Ms. HUNG Man
熊敏女士
Chairman
主席

本公司之資產負債表經董事會於二零一九年六月二十七日批准，並由下列人士代表董事會簽署

Mr. MENG Jin Long
孟金龍先生
Executive Director
執行董事

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

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

30 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Continued)

(a) Reserve movement of the Company

		Accumulated losses 累計虧損 HK\$'000 千港元
At 1 April 2017	於二零一七年四月一日	(739,950)
Profit for the year	年內溢利	287,681
At 31 March 2018	於二零一八年三月三十一日	(452,269)
Loss for the year	年內虧損	(20,167)
At 31 March 2019	於二零一九年三月三十一日	(472,436)

31 EVENT AFTER THE REPORTING PERIOD

On 8 April 2019, the Company received a sum of HK\$40,500,000, being proceeds on the further issue of Bonds. Following this issue, the aggregate amount of the outstanding bonds issued was HK\$55,500,000.

31 報告期後事項

於二零一九年四月八日，本公司收到40,500,000港元，為進一步發行債券所得款項。此次發行後，已發行的未償還債券總額為55,500,000港元。

Financial Summary

財務摘要

The following is a summary of the consolidated results of the Group for the last five financial periods.

本集團於最近五個財政期間之綜合業績概述如下。

		2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue	收益	3,632	3,514	12,024	4,995	5,371
Profit before income tax	除所得稅前溢利	161,209	218,764	123,300	109,610	14,765
Income tax expense	所得稅開支	(6,415)	(46,498)	(41,960)	(895)	(10,974)
Profit for the year	年內溢利	154,794	172,266	81,340	108,715	3,791
Profit attributable to owners of the Company	本公司擁有人應佔溢利	155,067	172,266	81,179	108,716	3,791

The following is a summary of the total assets and liabilities of the Group and equity attributable to owners of the Company as at 31 March 2015, 2016, 2017, 2018 and 2019.

本集團於二零一五年、二零一六年、二零一七年、二零一八年及二零一九年三月三十一日之資產總值、負債總額及本公司擁有人應佔權益概述如下。

		2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Total assets	資產總值	2,400,427	1,962,452	1,984,419	2,864,473	3,270,544
Total liabilities	負債總額	(1,634,330)	(748,941)	(768,836)	(702,044)	(1,242,723)
Total equity	權益總額	766,097	1,213,511	1,215,583	2,162,429	2,027,821
Equity attributable to owners of the Company	本公司擁有人應佔權益	766,097	1,213,511	1,215,430	2,162,269	2,027,821



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